

NOTICE OF PUBLIC HEARING
BY THE NEVADA DEPARTMENT OF BUSINESS AND INDUSTRY
WITH RESPECT TO AN AMOUNT NOT TO EXCEED
\$950,000,000 OF DIRECTOR OF THE STATE OF NEVADA DEPARTMENT
OF BUSINESS AND INDUSTRY REVENUE BONDS
(XPRESSWEST PASSENGER RAIL PROJECT)

NOTICE IS HEREBY GIVEN that on Thursday, October 17, 2019 a public hearing, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), will be held by the Director of the State of Nevada Department of Business and Industry (the "Director") with respect to the proposed plan of financing by the Director for the issuance of the Director of the State of Nevada Department of Business and Industry Revenue Bonds (XpressWest Passenger Rail Project), Series 2020, or such other name or names and/or series or subseries designations, in one or more series and in an aggregate principal amount not to exceed \$950,000,000 (the "Bonds"). The hearing will commence at 9:00 a.m. PT, or as soon thereafter as the matter can be heard, and will be held at the following office:

Place of Meeting: 3300 West Sahara Avenue
Suite 300
Las Vegas, Nevada, 89102

The Bonds are expected to be issued pursuant to the Constitution of the State of Nevada and under the Nevada Revised Statutes, including Sections 349.400 through 349.670 inclusive, as supplemented and amended. Proceeds from the sale of the Bonds will (1) finance or refinance a portion of costs of the design, development, acquisition, construction, installation, equipping, ownership, operation, maintenance, renovation and administration of a high speed, intercity rail system, including, but not limited to, rolling stock, maintenance facilities, electrification infrastructure, parking facilities, a passenger station and rail lines, all running for approximately 35 miles immediately adjacent to the Interstate 15 corridor between the Nevada side of the California and Nevada border, approximately 0.2 miles south-south-west of Nevada Exit 1 East on Interstate 15 near Primm, Nevada, and a passenger station to be located in Las Vegas, Nevada on the east side of Interstate 15 within the general boundary of Blue Diamond Road to the South, West Warm Springs Road to the North and Las Vegas Boulevard to the West (collectively, the "Facilities"), (2) fund certain reserves (if any), including a debt service reserve fund, (3) fund a portion of the interest payable on the Bonds during the period of development of the Facilities, and (4) pay certain costs of issuance in connection with the issuance of the Bonds (collectively, the "Project"). DesertXpress Enterprises, LLC, dba XpressWest, a Nevada limited liability company (or any affiliate or successor entity or entities thereof, the "Borrower") is expected to own the Facilities upon completion thereof. The Code and associated implementing Treasury Regulations permit tax-exempt bonds to be issued for the Project in an amount equal to up to four times the amount allocated by the Director for the Project. It is anticipated that a portion of the Bonds in an aggregate principal amount of not to exceed \$800,000,000 will be issued based on volume cap allocated by the Director in an amount not to exceed \$200,000,000, while a portion of the Bonds in an aggregate principal amount of not to exceed \$150,000,000 will be allocated based on volume cap issued by the U.S. Department of Transportation.

THE BONDS AND THE INTEREST DUE THEREON ARE NOT AN OBLIGATION, DEBT OR LIABILITY OF THE STATE OF NEVADA AND DO NOT CONSTITUTE OR GIVE RISE TO ANY PECUNIARY LIABILITY OR CHARGE AGAINST THE CREDIT OF THE DIRECTOR OR THE CREDIT OR TAXING POWER OF THE STATE OF NEVADA. THE BONDS AND INTEREST DUE THEREON ARE NOT A GENERAL OBLIGATION, DEBT OR LIABILITY OF THE DIRECTOR OR THE STATE OF NEVADA AND DO NOT CONSTITUTE OR GIVE RISE TO ANY PECUNIARY LIABILITY OR CHARGE AGAINST THE GENERAL CREDIT OF THE DIRECTOR OR THE STATE OF NEVADA, BUT ARE A LIMITED OBLIGATION OF THE DIRECTOR PAYABLE SOLELY FROM AND SECURED BY THE "TRUST ESTATE," AS DEFINED IN THE INDENTURE, FOR THE EQUAL AND RATABLY BENEFIT OF THE BENEFICIAL OWNERS, FROM TIME TO TIME, OF THE BONDS. THE DIRECTOR HAS NO TAXING POWER.

The hearing will provide a reasonable opportunity to be heard for persons wishing to express their views on the merits of the Project, its location, the issuance of the Bonds or related matters. Written comments will be accepted by the Director at the address shown above but must be received at least 24 hours in advance of the hearing. Subsequent to the public hearing, the Governor of the State of Nevada will consider approving the issuance of the Bonds for purposes of the Code.

Reasonable efforts will be made to assist and accommodate persons with special needs desiring to attend the hearing. Those planning to attend the hearing and requiring assistance or having questions should contact the Director in Carson City at (775) 684-2999. A three-minute limitation on comments may be imposed.

Supporting documents for this meeting may be obtained by contacting Leslie Olson at (775) 684-2920 or the Department's office located at 1830 E. College Parkway, Suite 200, Carson City, Nevada 89706.

This agenda has been posted at the following locations: Department of Business and Industry, 1830 E. College Parkway, Suite 100, Carson City, Nevada, 89706; Nevada Housing Division, 1830 E. College Parkway, Suite 200, Carson City, Nevada, 89102; Nevada Housing Division, 3300 West Sahara Avenue, Suite 300, Las Vegas, Nevada, 89102; Nevada State Library and Archives Building, 100 North Stewart Street, Carson City, Nevada, 89701; Attorney General's Office, 100 North Carson Street, Carson City, Nevada, 89701. This notice is also being posted on the Nevada Housing Division's website at <http://business.nv.gov> and Nevada's Public Notice Website at <http://notice.nv.gov>.

PUBLIC HEARING AGENDA

1. Public Comments (Discussion)
2. Adjournment

ALL AGENDA ITEMS MAY BE CONSIDERED CONCURRENTLY. ITEMS ON THE AGENDA MAY BE TAKEN OUT OF ORDER; MAY BE COMBINED FOR CONSIDERATION; AND MAY BE REMOVED OR DELAY DISCUSSION RELATING TO AN ITEM ON THE AGENDA AT ANY TIME.

Dated: October 9, 2019.

DIRECTOR
STATE OF NEVADA DEPARTMENT OF
BUSINESS AND INDUSTRY

By: /s/ Terry J. Reynolds
Terry J. Reynolds, Deputy Director