

***ATTORNEY CLIENT PRIVILEGED AND
CONFIDENTIAL LEGAL OPINION PREPARED BY
LEGAL COUNSEL FOR THE STATE OF NEVADA
ATTORNEY GENERAL'S OFFICE IN ANTICIPATION
OF POSSIBLE LITIGATION***

**LEGAL ANALYSIS AND OPINION
RELATING TO INQUIRY INTO MATTERS
CONCERNING THE LEASING,
DEVELOPMENT, AND SALE OF
WASTEWATER "BUFFER LAND"
PROPERTY, KNOWN AS ROYAL LINKS
GOLF COURSE, AND REQUEST FOR LIFT
OF DEED RESTRICTION**

EXHIBITS TO SECTION II AND III

- SECTION II: THE WATER AGREEMENTS BETWEEN
WALTER AND THE CITY**
**SECTION III: WALTERS' PURCHASE OF THE ROYAL LINKS
GOLF COURSE FROM THE CITY**

Exhibits 2.A through 3.O

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September 30, 2006

SECTION II: THE WATER AGREEMENTS BETWEEN WALTERS AND THE CITY

Exhibit	Description
2.A	September 3, 1997 letter from Senior Vice President of HDR Engineering, Inc. to Director of Public Works Richard Goecke regarding Water Pollution Control Facility -- Reclamation Savings
2.B	October 13, 1997 Las Vegas City Council Meeting Agenda and Minutes
2.C	December 8, 1997 Las Vegas City Council Meeting Agenda and Minutes and attached Links Golf Course Water Provision Agreement, First Amendment to Water Provision Agreement and Stallion Mountain Golf Course Water Provision Agreement
2.D	December 8, 1997 Links Golf Course Water Provision Agreement
2.E	March 5, 1998 draft letter from Nevada Links, Inc. to Manager of Real Estate and Asset for the City of Las Vegas David Roark regarding Lease Management Agreement
2.F	March 10, 1998 letter from Senior Vice President of HDR Engineering, Inc. David A. Pivetti to the Director of Public Works Richard Goecke regarding Reclaimed Water Supply System Cost
2.G	March 12, 1998 email from Larry Barton to Ann Holland and Richard Goecke, copied to John Redlein, David Roark and Steve Houchens
2.H	January 12, 1998 Las Vegas City Council Meeting Agenda and Minutes
2.I	February 17, 1998 Memorandum from Deputy City Attorney Robert S. Sylvain to City Attorney Bradford R. Jerbic regarding Contract Modification -- Western Summit/TIC Inc.
2.J	March 9, 1998 Las Vegas City Council Meeting Agenda and Minutes
2.K	March 5, 1997 letter from Chief Deputy City Attorney John Redlein to Paul Larsen
2.L	March 5, 1997 letter from Chief Deputy City Attorney John Redlein to Paul Larsen
2.M	March 6, 1998 letter from Chief Deputy City Attorney John Redlein to Paul Larsen
2.N	March 16, 1997 Memorandum from John Redlein to the Mayor and Members of the City Council regarding Links Golf Course Development
2.O	March 19, 1998 Negotiations and Corrections to the Memorandum of Understanding
2.P	March 23, 1998 Memorandum of Understanding between the City of Las Vegas and Nevada Links, Inc.
2.Q	March 23, 1998 Las Vegas City Council Meeting Agenda and Minutes
2.R	March 31, 1998 Memorandum from Councilman Arnie Adamsen to Chief Deputy City Attorney John Redlein regarding Real Estate Item
2.S	April 13, 1998 Las Vegas City Council Meeting Agenda and Minutes with attached Second Amendment to Lease and Management Agreement
2.T	April 13, 1998 Las Vegas City Council Meeting Agenda and Minutes with attached First Amendment to the Links Golf Course Water Provision

CONFIDENTIAL ATTORNEY CLIENT PRIVILEGED MATERIAL PREPARED
IN ANTICIPATION OF LITIGATION

SECTION III: WALTERS' PURCHASE OF THE ROYAL LINKS GOLF COURSE FROM THE CITY

Exhibit	Description
3.A	October 19, 1998 Summary Appraisal Report – Completed Appraisal completed by Timothy R. Morse & Associates
3.B	October 19, 1998 Real Estate Committee Meeting
3.C	November 2, 1998 letter from Chairman/CEO William T. Walters of The Walters Group to the Manager of Real Estate and Asset Division for the City of Las Vegas David Roark
3.D	November 9, 1998 Las Vegas City Council Meeting Agenda and Minutes
3.E	November 17, 1998 Memorandum from Manager of Real Estate and Asset Management Division David Roark to Councilman Arnie Adamsen, Councilman Gary Reese and Real Estate Committee
3.F	November 23, 1998 Las Vegas City Council Meeting Agenda and Minutes
3.G	December 2, 1998 email from David L. Mendenhall to Richard Goecke with subject line Links
3.H	January 8, 1999 Memorandum from Chief Deputy City Attorney Thomas R. Green to City Manager Virginia Valentine regarding the Sale of the Links Golf Property to the Walters Group
3.I	January 8, 1999 Memorandum from Manager Real Estate and Asset Management David Roark to City Attorney Brad Jerbic regarding Royal Links Proposal for Land Sale
3.J	January 11, 1999 Memorandum from City Attorney Bradford R. Jerbic to Deputy City Attorney Thomas R. Green regarding Royal Links Proposal for Land Sale
3.K	January 19, 1999 Real Estate Committee Meeting
3.L	January 24, 1999 email from Virginia Valentine to David Roark, Steve Houchens, Brad Jerbic regarding Links Golf Course Sale
3.M	January 25, 1999 facsimile from Shelli Lowe to City Manager Virginia Valentine regarding the Review of Tim Morse Discounted Cash Flow Analysis
3.N	January 25, 1999 transcript of the Las Vegas City Council Meeting
3.O	March 24, 1999 Agreement for the Purchase and Sale of Real Property and Escrow Instructions