



Hearing Agenda

Date: May 23, 2024

Time: 11:00 am

Public Location for Video Conference:

[TEAMS Meeting Link](#)

Or call in (audio only)

+1-775-321-6111

Phone Conference ID: 306 973 033#

Physical Location:

State of Nevada Building
GOED Conference Room 4th Floor
1 State of Nevada Way
(1 Harrahs Court)
Las Vegas, NV 89119

-
1. Call to Order
 2. Public Comments
 3. Hearing Officer's Comments
 4. **Transferable Tax Credit Application for GOED Approval:**
 - A. All Elite Wrestling, LLC.
Production Type: Scripted Episodic Content
 - B. Memec Movie LLC
Production Type: Feature Film
 5. Public Comments
 6. Adjournment

**For Possible
Action**

NOTE (1) THIS NOTICE HAS BEEN POSTED NO LATER THAN THREE WORKING DAYS PRIOR TO THE MEETING AT THE FOLLOWING LOCATIONS:

- a. GOED website www.goed.nv.gov
- b. Nevada Public Notice website <http://notice.nv.gov>

NOTE (2) Persons with disabilities who require special accommodations or assistance at the meeting should notify Kim Spurgeon, Nevada Film Office, 1 State of Nevada Way, 4th Floor, Las Vegas, NV 89119, (702)-486-2711, kspurgeon@nevadafilm.com on or before the close of business two business days prior to the meeting date.

NOTE (3) The Nevada Film Office reserves the right to take items in a different order, combine items for consideration and/or pull or remove items from the agenda at any time to accomplish business in the most efficient manner.

NOTE (4) All comments will be limited to 3 minutes per speaker. Comment based on viewpoint may not be restricted. No action may be taken upon a matter raised under the public comment period unless the matter itself has been specifically included on an agenda as an action item. Prior to the commencement and conclusion of a contested case or quasi-judicial proceeding that may affect the due process of individuals; the Nevada Film Office may refuse to consider public comment. Public comments may be submitted in advance to the Nevada Film Office, (702) 486-2711, or Kim Spurgeon, kspurgeon@nevadafilm.com, no later than one business day prior to the meeting date. See NRS 233b.126.

NOTE (5) For supporting material please contact Kim Spurgeon, 1 State of Nevada Way, 4th Floor, Las Vegas, NV 89119, (702) 486-2711, kspurgeon@nevadafilm.com. Materials may be obtained at the following public locations: GOED website www.goed.nv.gov.

STATE OF NEVADA

Application for Certificate of Eligibility for the Nevada Transferable Tax Credit Program

Note: This application is considered public record.

I PRODUCTION COMPANY INFORMATION

A. Full Legal Name of Production Company to receive the tax credit:

Company Name: ALL ELITE WRESTLING, LLC.

Company Address: 1 EVERBANK FIELD DRIVE

City: JACKSONVILLE

State: FLORIDA

Zip Code: 32202

B. Contacts

Primary Contact: CHAD GLENN

Title: CFO

Phone: (904) 412-6935

Email: CHAD.GLENN@ALLELITEWRESTLING.COM

Other contacts authorized to discuss this form (if applicable):

CONNOR WINN / connor.winn@allelitewrestling.com

II PRODUCTION INFORMATION

A. Production Title: AEW COLLISION & AEW DOUBLE OR NOTHING

B. Type of Production: SCRIPTED EPISODIC CONTENT

C. Will this production contain any obscene or sexually explicit material? If so, please explain.

N/A

E. Name of Producer(s): MIKE MANSURY

F. Name of Director(s): ANDREW THOMAS

G. Name(s) of Principal Cast: AUBREY EDWARDS, CHRIS JERICO, JUSTIN ROBERTS, MAXWELL FRIEDMAN, AND OTHERS

III PROPOSED SCHEDULE AND LOCATIONS

	In Nevada ⁽¹⁾	Everywhere
A. Pre-production Start Date	5/24/24	
B. Production Start Date	5/25/24	
C. Post-production Start Date		5/27/24
D. Project Completion Date	5/27/24	5/27/24

⁽¹⁾ NRS 360.799(1) Qualified direct production expenditures must be for purchases, rentals or leases of tangible personal property or services from a Nevada business during the period in which a qualified production is produced. The first date of pre-production in Nevada is the first day of the qualified production period. Costs incurred more than 90 days prior to the application submission date are not qualified.

STATE OF NEVADA

Application for Certificate of Eligibility for the Nevada Transferable Tax Credit Program

III PROPOSED SCHEDULE AND LOCATIONS (CONTINUED)	
E. List of Nevada filming locations	
1) MGM GRAND GARDEN ARENA - LAS VEGAS, NV - 5/25/24 SHOW	
2) MGM GRAND GARDEN ARENA - LAS VEGAS, NV - 5/26/24 SHOW	
F. Will any filming days take place in one or more of the following counties: Carson City, Churchill, Douglas, Elko, Esmeralda, Eureka, Humboldt, Lander, Lincoln, Lyon, Mineral, Nye, Pershing, Storey, Washoe, White Pine? If so, indicate which counties and number of filming days in each.	NO
G. Are postproduction costs included in this application? ⁱⁱ	NO
IV ATTACHMENTS	
<input checked="" type="checkbox"/> Attachment 1:	Script, storyboard, or synopsis of the production.
<input checked="" type="checkbox"/> Attachment 2:	Explanation of how the proposed production is in the economic interest of Nevada, including marketing & distribution plans. ⁱⁱⁱ
<input checked="" type="checkbox"/> Attachment 3:	Summary budget or top sheet for the entire production.
<input type="checkbox"/> Attachment 4:	Proposed Capital Investment in real property and other tangible personal property purchased (if applicable). NOT APPLICABLE
<input checked="" type="checkbox"/> Attachment 5:	Completed Incentive Calculation Worksheet, including separate subtotals for costs incurred within and outside of Nevada, above the line, below the line, Nevada residents and non-Nevada residents; as well as disallowed expenditures, and a jobs summary. It must show at least \$500,000 and 60% of the total budget is incurred in Nevada.
<input checked="" type="checkbox"/> Attachment 6:	Proof of adequate financing, that (a) Seventy percent or more of the funding for the qualified production has been obtained; or (b) the Production Company has a corporate credit rating of "lower medium grade" or higher from a credit rating agency found suitable by the Office.
V AGREEMENTS AND ACKNOWLEDGEMENTS	
(initial)	(A) I certify that the Production Company has, or will, secure all licenses, registrations and other filings required to do business in each location in Nevada at which the production will be produced.
(initial)	(B) I agree and acknowledge that this is a qualified production as defined in NRS 360.7586.
(initial)	(C) I agree and acknowledge that the production must be completed within 18 months after the date of commencement of principal photography.
(initial)	(D) I agree and acknowledge that the Production Company will pay for a final audit by a Nevada independent certified public accountant approved by the Office. The audit will include an itemized report of direct production expenditures, show at least \$500,000 was incurred in Nevada, and submit to the Office not later than 270 days after completion of the Production.

ⁱⁱ At least 60% of the direct production expenditures for pre-production, production, and post-production must be incurred in Nevada as qualified direct production expenditures. However, if all post-production will be completed outside of Nevada, then post-production expenditures can be withheld from the 60% calculation.

ⁱⁱⁱ Due to funding caps in the transferable tax credits for film and other productions program, priority shall be given to applications that are in the economic interest of the State and promote tourism to Nevada.

STATE OF NEVADA

Application for Certificate of Eligibility for the Nevada Transferable Tax Credit Program

V	AGREEMENTS AND ACKNOWLEDGEMENTS (CONTINUED)
(initial)	(E) I agree and acknowledge that the Production Company shall provide a Declaration of Residency, with sufficient evidence, which will be a required part of the audit package for all cast and crew claimed to have Nevada residency during the production.
(initial)	(F) I agree and acknowledge that the Production Company will repay to the Department or the State Gaming Control Board, as applicable, any portion of the transferable tax credits to which the producer is not entitled if found to have submitted any false statement, representation or certification in any document for the purpose of obtaining Transferable Tax Credits, or who otherwise becomes ineligible for transferable tax credits after receiving the transferable tax credits.
(initial)	(G) I agree and acknowledge that the Production Company shall provide proof of insurance certificate, binder or quote for general liability insurance totaling \$1,000,000 or more at the start of production.
(initial)	(H) I agree and acknowledge that the Production Company shall provide proof that the production meets the applicable requirements relating to worker's compensation insurance at the start of production.
(initial)	(I) I agree and acknowledge that the State of Nevada may withhold, in whole or in part, any portion of the tax credits until any pending legal action in the State against the producer or qualified production is resolved.
(initial)	(J) I agree and acknowledge that expenditures and costs which provide a pass-through benefit to a person or business who is not a Nevada resident or business (as defined in NRS 360.7583), are not qualified expenditures and are not eligible to serve as a basis for transferable tax credits, as described in NRS 360.7591(2) through NRS 360.7591(3).
(initial)	(K) I acknowledge that a public hearing is required regarding this application.
(initial)	(L) I agree and acknowledge that the Production Company will not be issued a Transferable Tax Credit Certificate until all required documentation and materials are submitted to the Office.
(initial)	(M) I agree and acknowledge that the production will include a Nevada Film Office logo provided by the Office within the end screen credits, as described in NRS 360.759(3)(g).

VI OATH AND SIGNATURE

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it and all of the attached information are true and correct.

	05/06/2024
Signature of Authorized Representative	Date (mm/dd/yy)

CHAD GLENN	CHIEF FINANCIAL OFFICER
Print Name	Title

**STATE OF NEVADA
INCENTIVE CALCULATION WORKSHEET
JOBS SUMMARY**

Instructions: Include totals for all work performed both inside and outside of Nevada. Separate cast and crew into anticipated Nevada residents and non-Nevada residents. Input the number of crew members, anticipated total hours worked, total wages, and total fringes. The wage and fringe totals for Nevada resident labor performed in Nevada (cell G17) and above-the-line non-resident labor performed in Nevada (cell G21) should match the corresponding labor column totals on the Budget Breakdown sheet.

Production Company: ALL ELITE WRESTLING, LLC.

Production Title: "AEW COLLISION" & "AEW DOUBLE OR NOTH

PRODUCTION HIRES:	CREW COUNT:	HOURS WORKED:	TOTAL WAGES:	TOTAL FRINGES:	WAGE & FRINGE TOTAL	WAGE HOURLY RATE:	WAGE & FRINGE HOURLY RATE:	FTE
NEVADA RESIDENT LABOR PERFORMED IN NEVADA:								
ATL NEVADA RESIDENT LABOR:	3	48	\$ 10,000	\$ -	\$ 10,000	\$ 208.33	\$ 208.33	0.0
BTL NEVADA RESIDENT LABOR (not including extras):					\$ -			0.0
NEVADA RESIDENT EXTRAS:	30	240	\$ 15,000	\$ -	\$ 15,000	\$ 62.50	\$ 62.50	0.1
TOTAL NEVADA LABOR:	33	288	\$ 25,000	\$ -	\$ 25,000	\$ 86.81	\$ 86.81	0.1
NON-NV RESIDENT LABOR PERFORMED IN NEVADA:								
ATL NON-NEVADA RESIDENT LABOR:	75	1,200	\$ 1,975,000	\$ -	\$ 1,975,000	\$ 1,645.83	\$ 1,645.83	0.6
BTL NON-NEVADA RESIDENT LABOR:					\$ -			0.0
TOTAL NON-NEVADA LABOR:	75	1,200	\$ 1,975,000	\$ -	\$ 1,975,000	\$ 1,645.83	\$ 1,645.83	0.6
ALL LABOR PERFORMED OUTSIDE OF NEVADA:								
ATL LABOR PERFORMED OUTSIDE OF NEVADA:					\$ -			0.0
BTL LABOR PERFORMED OUTSIDE OF NEVADA:					\$ -			0.0
TOTAL LABOR PERFORMED OUTSIDE OF NEVADA:	0	0	\$ -	\$ -	\$ -			0.0
TOTAL LABOR:	108	1,488	\$ 2,000,000	\$ -	\$ 2,000,000	\$ 1,344.09	\$ 1,344.09	0.7

**STATE OF NEVADA
INCENTIVE CALCULATION WORKSHEET
COMPENSATION LIMITS**

Instructions: Change cast and crew titles as needed. All producers on the production should be included in the producer subtotals. Include any entity (individual or loan-out) whose wage and fringe total will exceed \$750,000. [1] Include totals only for work performed in Nevada.

Production Company: ALL ELITE WRESTLING, LLC.

Production Title: "AEW COLLISION" & "AEW DOUBLE"

Nevada Residents					
	Salary & Fringe Total	Maximum Allowed	Disallowed Expenditure	Remaining Allowed	% of NV Total Spend
Above the Line					
Executive Producer		750,000	-	-	0.0%
Producer		750,000	-	-	0.0%
Associate Producer		750,000	-	-	0.0%
(additional producers)		750,000	-	-	0.0%
(additional producers)		750,000	-	-	0.0%
Subtotal All Producers	-		-	-	0.0%
Limit on Producers	10.0%	288,425	-	-	
Director		750,000	-	-	
Lead Actor		750,000	-	-	
Supporting Actor		750,000	-	-	
Supporting Actor		750,000	-	-	
(additional items)		750,000	-	-	
(additional items)		750,000	-	-	
(additional items)		750,000	-	-	
Subtotal Other Nevada ATL	-		-	-	
Total Nevada	-		-	-	
Total Nevada Expenditures	<u>2,884,250</u>				

Non-Nevada Residents					
	Salary & Fringe Total	Maximum Allowed	Disallowed Expenditure	Remaining Allowed	% of NV Total Spend
Above the Line					
Executive Producer		750,000	-	-	0.0%
Producer		750,000	-	-	0.0%
Associate Producer		750,000	-	-	0.0%
(additional producers)		750,000	-	-	0.0%
(additional producers)		750,000	-	-	0.0%
Subtotal All Producers	-		-	-	0.0%
Limit on Producers	5.0%	144,213	-	-	
Director		750,000	-	-	
Lead Actor		750,000	-	-	
Supporting Actor		750,000	-	-	
Supporting Actor		750,000	-	-	
(additional items)		750,000	-	-	
(additional items)		750,000	-	-	
(additional items)		750,000	-	-	
Subtotal Other Non-Nevada ATL	-		-	-	
Total Non-Nevada	-		-	-	
Total Nevada Expenditures	<u>2,884,250</u>				

[1] NRS 360.7594(3) For the purposes of calculating qualified direct production expenditures: (a) The compensation payable to all producers who are Nevada residents must not exceed 10 percent of the portion of the total budget of the qualified production that was expended in or attributable to any expenses incurred in this State. (b) The compensation payable to all producers who are not Nevada residents must not exceed 5 percent of the portion of the total budget of the qualified production that was expended in or attributable to any expenses incurred in this State. (c) The compensation payable to any employee, independent contractor or any other person paid a wage or salary as compensation for providing labor services on the production of the qualified production must not exceed \$750,000.

**STATE OF NEVADA
INCENTIVE CALCULATION WORKSHEET
SUMMARY**

Instructions: Complete the number of production days. The rest of the form will auto-calculate based on inputs in previous worksheets.

Production Company: ALL ELITE WRESTLING, LLC.
Production Title: "AEW COLLISION" & "AEW DOUBLE OR NOTHING"

Date: 5/16/2024

Fiscal Year Funding:

	Pre-Production	Production	Post-Production	Total	Production days in a rural county
Total days in Nevada	1	2	-	3	-
Total days Outside of Nevada	-	-	1	1	
Total Days	1	2	1	4	0%

	Number of Personnel	Expenditure Amount	Disallowed Expenditures	Qualified Expenditures	Incentive Rate	Incentive Amount
Total Nevada Personnel Expenditures (Above the Line) Limit on compensation	3	10,000	-	10,000	15%	1,500
Total Non-Nevada Personnel Expenditures (Above the Line) Limit on compensation	75	1,975,000	-	1,975,000	12%	237,000
Total Nevada Personnel Expenditures (Below the Line) Excluding extras	-	-		-	15%	-
Total Nevada Personnel Expenditures (Extras)	30	15,000		15,000	15%	2,250
Percentage of Nevada Personnel (BTL)-for additional 5% [1]	0%					
Total Nevada Personnel Expenditures		25,000	-			
Total Qualified Non-NV Personnel Expenditures incurred in NV		1,975,000	-			
Total Personnel Expenditures incurred in NV		2,000,000	-			
Total Nevada Direct Production Expenditures		884,250		884,250	15%	132,638
Total Qualified Nevada Expenditures		2,884,250	-	2,884,250		
Total Non-Qualified Expenditures		983,950		983,950		
Total Budget		3,868,200	-	3,868,200		
Percentage of NV to Total Qualified Expenditures, must >60% [2]				75%		

Additional Incentives

Additional 5% incentive if >50% of BTL personnel are NV residents [3]	-	5%	-
Additional 5% incentive if >50% filming days occurred in rural county [4]	-	5%	-

Projected Incentive Total [5] **\$ 373,388**
Effective Incentive Rate 9.7%

Proof of Funds amount Production Company must show obtained [6]
(70% of total Budget) **\$ 2,707,740**

- [1] NRS 360.7592(3)(a) Except as otherwise provided in paragraph (b) of this subsection, the percentage of the below-the-line personnel who are Nevada residents must be determined by dividing the number of workdays worked by Nevada residents by the number of workdays worked by all below-the-line personnel. (b) Any work performed by an extra must not be considered in determining the percentage of the below-the-line personnel who are Nevada residents.
- [2] NRS 360.759(3) To be eligible for transferable tax credits pursuant to this section, a production company must: (d) Provide proof satisfactory to the Office that at least 60 percent of the direct production expenditures for: (1) Preproduction; (2) Production; and (3) If any direct production expenditures for postproduction will be incurred in this State, postproduction; of the qualified production will be incurred in this State as qualified direct production expenditures.
- [3] NRS 360.7592(2) Except as otherwise provided in subsections 3 and 4 and NRS 360.7594, in addition to the base amount calculated pursuant to subsection 1, transferable tax credits issued to an eligible production company pursuant to NRS 360.759 must include credits in an amount equal to: (a) An additional 5 percent of the qualified direct production expenditures if more than 50 percent of the below-the-line personnel of the qualified production are Nevada residents.

STATE OF NEVADA
INCENTIVE CALCULATION WORKSHEET
SUMMARY

- [4] NRS 360.7592(2) Except as otherwise provided in subsections 3 and 4 and NRS 360.7594, in addition to the base amount calculated pursuant to subsection 1, transferable tax credits issued to an eligible production company pursuant to NRS 360.759 must include credits in an amount equal to: (b) An additional 5 percent of the qualified direct production expenditures if more than 50 percent of the filming days of the qualified production occurred in a county in this State in which, in each of the 2 years immediately preceding the date of application, qualified productions incurred less than \$10,000,000 of qualified direct production expenditures.
- [5] NRS 360.7594(2) The transferable tax credits issued to any production company for any qualified production pursuant to NRS 360.759: (a) Must not exceed a total amount of \$6,000,000.
- [6] NRS 360.759(3) To be eligible for transferable tax credits pursuant to this section, a production company must: (c) Provide proof satisfactory to the Office that 70 percent or more of the funding for the qualified production has been obtained.

Attachment 2

“AEW Collision”/ “AEW Double or Nothing”

Marketing and Distribution Plan:

“AEW Collision” and “AEW Double or Nothing” are professional wrestling events, produced by All Elite Wrestling, LLC. All Elite Wrestling, LLC will be filming “AEW Collision” and “AEW Double or Nothing” in Nevada for the purpose of distributing the event on television within the United States and abroad. “AEW Collision” currently airs on TNT and “AEW Double or Nothing” will be a pay-per-view. In addition, both shows are broadcast internationally and available for on demand viewing. Per correspondence with Kim Spurgeon (Director, Nevada Film Office) on 4/1/24, counsel has determined these production types will qualify for the NV Transferable Tax Credit program.

Economic Interest of Nevada:

The economic impact of direct AEW spending will be approximately \$3.9M, which mainly consists of the arena (rent, labor, catering, rentals, local services, etc.), per diems, and hotels for freelancers and staff related to the production. Additional economic impact on the state will include restaurants, entertainment, parking, gas, additional hotel rooms, day visitors, etc. that cannot be quantified by AEW at this time.

STATE OF NEVADA

Application for Certificate of Eligibility for the Nevada Transferable Tax Credit Program

Note: This application is considered public record.

I PRODUCTION COMPANY INFORMATION

A. Full Legal Name of Production Company to receive the tax credit

Company Name: Memec Movie LLC

Company Address: 11 N. Sierra Street, Suite 103

City: Reno

State: Nevada

Zip Code: 89501

B. Contacts

Primary Contact: Adam Karm

Title: Manager

Phone: 310.985.5518

Email: adam@akaprod.co

Other contacts authorized to discuss this form (if applicable): Ben Wagner

II PRODUCTION INFORMATION

A. Production Title

Memec

B. Type of Production

Feature

C. Will this production contain any obscene or sexually explicit material? If so, please explain.

No

E. Name of Producer(s)

Adam Karm, Ben Wagner, Kristopher Polaha, Ken Carpenter

F. Name of Director(s)

Kristopher Polaha

G. Name(s) of Principal Cast

Kristopher Polaha

III PROPOSED SCHEDULE AND LOCATIONS

	In Nevada ^[1]	Everywhere
A. Pre-production Start Date	04/23/24	
B. Production Start Date	06/10/24	
C. Post-production Start Date		09/05/24
D. Project Completion Date		12/09/24

^[1] NRS 360.7591(1) Qualified direct production expenditures must be for purchases rentals or leases of tangible personal property or services from a Nevada business during the period in which a qualified production is produced. The first date of pre-production in Nevada is the first day of the qualified production period. Costs incurred more than 90 days prior to the application submission date are not qualified.

STATE OF NEVADA

Application for Certificate of Eligibility for the Nevada Transferable Tax Credit Program

III PROPOSED SCHEDULE AND LOCATIONS (CONTINUED)	
E. List of Nevada filming locations	Northern Nevada and surrounding areas
F. Will any filming days take place in one or more of the following counties: Carson City, Churchill, Douglas, Elko, Esmeralda, Eureka, Humboldt, Lander, Lincoln, Lyon, Mineral, Nye, Pershing, Storey, Washoe, White Pine? If so, indicate which counties and number of filming days in each.	
TBD	
G. Are postproduction costs included in this application? ^[1]	No
IV ATTACHMENTS	
<input checked="" type="checkbox"/> Attachment 1:	Script, storyboard, or synopsis of the production.
<input checked="" type="checkbox"/> Attachment 2:	Explanation of how the proposed production is in the economic interest of Nevada, including marketing & distribution plans. ^[2]
<input checked="" type="checkbox"/> Attachment 3:	Summary budget or top sheet for the entire production.
<input checked="" type="checkbox"/> Attachment 4:	Proposed Capital Investment in real property and other tangible personal property purchased (if applicable).
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<input checked="" type="checkbox"/> Attachment 6:	Proof of adequate financing, that (a) Seventy percent or more of the funding for the qualified production has been obtained; or (b) the Production Company has a corporate credit rating of "lower medium grade" or higher from a credit rating agency found suitable by the Office.
V AGREEMENTS AND ACKNOWLEDGEMENTS	
<input type="checkbox"/> (initial) <i>AK</i>	(A) I certify that the Production Company has, or will, secure all licenses, registrations and other filings required to do business in each location in Nevada at which the production will be produced.
<input type="checkbox"/> (initial) <i>AK</i>	(B) I agree and acknowledge that this is a qualified production as defined in NRS 360.7586.
<input type="checkbox"/> (initial) <i>AK</i>	(C) I agree and acknowledge that the production must be completed within 18 months after the date of commencement of principal photography.
<input type="checkbox"/> (initial) <i>AK</i>	(D) I agree and acknowledge that the Production Company will pay for a final audit by a Nevada independent certified public accountant approved by the Office. The audit will include an itemized report of direct production expenditures, show at least \$500,000 was incurred in Nevada, and submit to the Office not later than 270 days after completion of the Production.

^[1] At least 60% of the direct production expenditures for pre-production, production, and post-production must be incurred in Nevada as qualified direct production expenditures. However, if all post-production will be completed outside of Nevada, then post-production expenditures can be withheld from the 60% calculation.

^[2] Due to funding caps in the transferable tax credits for film and other productions program, priority shall be given to applications that are in the economic interest of the State and promote tourism to Nevada.

STATE OF NEVADA

Application for Certificate of Eligibility for the Nevada Transferable Tax Credit Program

V AGREEMENTS AND ACKNOWLEDGEMENTS (CONTINUED)

AK	(initial)	(E) I agree and acknowledge that the Production Company shall provide a Declaration of Residency, with sufficient evidence, which will be a required part of the audit package for all cast and crew claimed to have Nevada residency during the production.
AK	(initial)	(F) I agree and acknowledge that the Production Company will repay to the Department or the State Gaming Control Board, as applicable, any portion of the transferable tax credits to which the producer is not entitled if found to have submitted any false statement, representation or certification in any document for the purpose of obtaining Transferable Tax Credits, or who otherwise becomes ineligible for transferable tax credits after receiving the transferable tax credits.
AK	(initial)	(G) I agree and acknowledge that the Production Company shall provide proof of insurance certificate, binder or quote for general liability insurance totaling \$1,000,000 or more at the start of production.
AK	(initial)	(H) I agree and acknowledge that the Production Company shall provide proof that the production meets the applicable requirements relating to worker's compensation insurance at the start of production.
AK	(initial)	(I) I agree and acknowledge that the State of Nevada may withhold, in whole or in part, any portion of the tax credits until any pending legal action in the State against the producer or qualified production is resolved.
AK	(initial)	(J) I agree and acknowledge that expenditures and costs which provide a pass-through benefit to a person or business who is not a Nevada resident or business (as defined in NRS 360.7583), are not qualified expenditures and are not eligible to serve as a basis for transferable tax credits, as described in NRS 360.7591(2) through NRS 360.7591(3).
AK	(initial)	(K) I acknowledge that a public hearing is required regarding this application.
AK	(initial)	(L) I agree and acknowledge that the Production Company will not be issued a Transferable Tax Credit Certificate until all required documentation and materials are submitted to the Office.
AK	(initial)	(M) I agree and acknowledge that the production will include a Nevada Film Office logo provided by the Office within the end screen credits, as described in NRS 360.759(3)(g).

VI OATH AND SIGNATURE

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it and all of the attached information are true and correct.

<i>Adam Karm</i> Signature of Authorized Representative	05/08/24 Date (mm/dd/yy)
--	-----------------------------

Adam Karm Print Name	Manager Title
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Note: This application is considered public record.

Instructions: Adjust account numbers and descriptions as necessary to fit your budget. Break down accounts into each of the four listed categories. The total budget will auto-calculate and should match the summary budget submitted. Only labor performed in Nevada is qualified; any labor performed outside of this State is considered a non-qualified expenditure. Below-the-line labor performed by non-Nevada residents in Nevada is also considered a non-qualified expenditure. [1] If post-production costs are not included in this application, do not include those account totals or breakdowns.

Production Company: Memec Movie LLC
Production Title: Memec

Date: 5/15/2024

Fiscal Year Funding: 2024

ACCOUNT	DESCRIPTION	TOTAL BUDGET	LABOR - NEVADA RESIDENTS	LABOR - ATL NON-NV RESIDENTS [2]	NEVADA EXPENDITURES [3]	NON-QUALIFIED EXPENDITURES	TOTAL QUALIFIED	TOTAL NON-QUALIFIED	NV %	NON-NV %
1100	STORY/WRITERS	22,530	20,000		2,150	380	22,150	380	98%	2%
1200	PRODUCERS	197,844	20,000	147,000	30,044	800	197,044	800	100%	0%
1300	DIRECTION	20,000		20,000			20,000	-	100%	0%
1400	CAST	88,257	11,389	76,868			88,257	-	100%	0%
1500	TRAVEL & LIVING	17,460			17,460		17,460	-	100%	0%
1999	ATL FRINGE BENEFITS	36,965	4,340	32,625			36,965	-	100%	0%
2000	EXTRA TALENT	4,200	4,200				4,200	-	100%	0%
2100	PRODUCTION STAFF	73,402	73,402				73,402	-	100%	0%
2200	SET DESIGN	22,246	7,196		4,500	10,550	11,696	10,550	53%	47%
2300	SET CONSTRUCTION	-					-	-	0%	0%
2400	SPECIAL EFFECTS	4,646	3,546		1,100		4,646	-	100%	0%
2500	SET DRESSING	10,021	7,521		2,500		10,021	-	100%	0%
2600	PROPERTY	14,021	7,521		6,500		14,021	-	100%	0%
2700	CAMERA & VIDEO	46,431	19,674		15,500	11,257	35,174	11,257	76%	24%
2800	LIGHTING	25,364	14,164		11,200		25,364	-	100%	0%
2900	SET OPERATIONS	28,936	21,036		7,900		28,936	-	100%	0%
3000	PRODUCTION SOUND	17,857	16,307		1,550		17,857	-	100%	0%
3100	WARDROBE	19,264	15,464		3,800		19,264	-	100%	0%
3200	MAKEUP & HAIRDRESSING	23,030	22,030		1,000		23,030	-	100%	0%
3300	LOCATION EXPENSES	39,605			39,605		39,605	-	100%	0%
3400	PICTURE VEHICLES/ANIMALS	200			200		200	-	100%	0%
3500	TRANSPORTATION	16,830			16,830		16,830	-	100%	0%
3600	VISUAL EFFECTS	-					-	-	0%	0%
3700	PRODUCTION FILM & LAB	3,600			3,600		3,600	-	100%	0%
3800	VIDEO TAPE	-					-	-	0%	0%
3900	BTL TRAVEL AND LIVING	38,300			38,300		38,300	-	100%	0%
4000	FACILITY EXPENSES	-					-	-	0%	0%
4100	2ND UNIT	-					-	-	0%	0%
4200	TESTS	-					-	-	0%	0%
4999	BTL FRINGE BENEFITS	57,385	52,427			4,958	52,427	4,958	91%	9%
5000	EDITORIAL	-					-	-	0%	0%
5100	MUSIC	-					-	-	0%	0%
5200	POST PRODUCTION SOUND	-					-	-	0%	0%
5300	POST PRODUCTION FILM & LAB	-					-	-	0%	0%
5400	TITLES	-					-	-	0%	0%
5500	VISUAL EFFECTS	-					-	-	0%	0%
5999	POST PRODUCTION FRINGE BENEFITS	-					-	-	0%	0%
6000	INSURANCE	18,000				18,000	-	18,000	0%	100%
6100	PUBLICITY	-					-	-	0%	0%
6300	GENERAL EXPENSE	21,300				21,300	-	21,300	0%	100%
6500	CONTINGENCY	5,000			5,000		5,000	-	100%	0%
TOTALS		872,694	320,217	276,493	208,739	67,245	805,449	67,245	92%	8%

[1] NRS 360.7593(1) In calculating the base amount of transferable tax credits pursuant to subsection 1 of NRS 360.7592: (a) Wages and salaries, including fringe benefits, paid to above-the-line personnel who are not Nevada residents must be included in the calculation at a rate of 12 percent. (b) Wages and salaries, including fringe benefits, paid to below-the-line personnel who are not Nevada residents: (4) For the period beginning January 1, 2017, must not be included in the calculation.

[2] NRS 360.7581(1) "Above-the-line personnel" means an executive producer, co-executive producer, producer, director, writer, principal actor, any other person having creative or financial control over a qualified production or any other person associated with such a person. The term does not include below-the-line personnel.

[3] NRS 360.7591(1) Qualified direct production expenditures must be for purchases, rentals or leases of tangible personal property or services from a Nevada business during the period in which a qualified production is produced, must be customary and reasonable and must relate to: (a) Set construction and operation; (b) Wardrobe and makeup; (c) Photography, sound and lighting; (d) Filming, film processing and film editing; (e) The rental or leasing of facilities, equipment and vehicles; (f) Food and lodging; (g) Editing, sound mixing, special effects, visual effects and other postproduction services; (h) The payroll for Nevada residents or other personnel who provided services in this State; (i) Payment for goods or services provided by a Nevada business; (j) The design, construction, improvement or repair of property, infrastructure, equipment or a production or postproduction facility; (k) State and local government taxes to the extent not included as part of another cost reported pursuant to this section; (l) Fees paid to a producer who is a Nevada resident; and (m) Any other transaction, service or activity authorized in regulations adopted by the Office of Economic Development pursuant to NRS 360.759.

[4] NRS 360.7591(2) Expenditures and costs: (a) Related to: (1) The acquisition, transfer or use of transferable tax credits; (2) Marketing and distribution; (3) Financing, depreciation and amortization; (4) The payment of any profits as a result of the qualified production; (5) The payment for the cost of the audit required by NRS 360.759; and (6) The payment for any goods or services that are not directly attributable to the qualified production; (b) For which reimbursement is received, or for which reimbursement is reasonably expected to be received; (c) Which are paid to a joint venturer or a parent subsidiary or other affiliate of the production company, unless the amount paid represents the fair market value of the purchase, rental or lease of the property or services for which payment is made; (d) Which provide a pass-through benefit to a person who is not a Nevada resident; or (e) Which have been previously claimed as a basis for transferable tax credits, are not qualified direct production expenditures and are not eligible to serve as a basis for transferable tax credits issued pursuant to NRS 360.759.

STATE OF NEVADA INCENTIVE CALCULATION WORKSHEET JOBS SUMMARY

Instructions: Include totals for all work performed both inside and outside of Nevada. Separate cast and crew into anticipated Nevada residents and non-Nevada residents. Input the number of crew members, anticipated total hours worked, total wages, and total fringes. The wage and fringe totals for Nevada resident labor performed in Nevada (cell G17) and above-the-line non-resident labor performed in Nevada (cell G21) should match the corresponding labor column totals on the Budget Breakdown sheet.

Production Company: **Memec Movie LLC**

Production Title: **Memec**

PRODUCTION HIRES:	CREW COUNT:	HOURS WORKED:	TOTAL WAGES:	TOTAL FRINGES:	WAGE & FRINGE TOTAL	WAGE HOURLY RATE:	WAGE & FRINGE HOURLY RATE:	FTE
NEVADA RESIDENT LABOR PERFORMED IN NEVADA:								
ATL NEVADA RESIDENT LABOR:	17	1,092	\$ 51,389	\$ 4,340	\$ 55,729	\$ 47.06	\$ 51.03	0.5
BTL NEVADA RESIDENT LABOR (not including extras):	33	6,672	\$ 206,005	\$ 52,427	\$ 258,432	\$ 30.88	\$ 38.73	3.2
NEVADA RESIDENT EXTRAS:	35	280	\$ 5,128	\$ 928	\$ 6,056	\$ 18.31	\$ 21.63	0.1
TOTAL NEVADA LABOR:	85	8,044	\$ 262,522	\$ 57,695	\$ 320,217	\$ 32.64	\$ 39.81	3.9
NON-NV RESIDENT LABOR PERFORMED IN NEVADA:								
ATL NON-NEVADA RESIDENT LABOR:	25	2,088	\$ 243,868	\$ 32,625	\$ 276,493	\$ 116.80	\$ 132.42	1.0
BTL NON-NEVADA RESIDENT LABOR:	5	600	\$ 11,257	\$ 4,958	\$ 16,215	\$ 18.76	\$ 27.03	0.3
TOTAL NON-NEVADA LABOR:	30	2,688	\$ 255,125	\$ 37,583	\$ 292,708	\$ 94.91	\$ 108.89	1.3
TOTAL LABOR:	115	10,732	\$ 517,647	\$ 95,278	\$ 612,925	\$ 48.23	\$ 57.11	5.2

Instructions: Change cast and crew titles as needed. All producers on the production should be included in the producer subtotals. Include any entity (individual or loan-out) whose wage and fringe total will exceed \$750,000. [1] Include totals only for work performed in Nevada.

Production Company: Memec Movie LLC

Production Title: Memec

Nevada Residents					
	Salary & Fringe Total	Maximum Allowed	Disallowed Expenditure	Remaining Allowed	% of NV Total Spend
Above the Line					
Associate Producer	8,000	750,000	-	8,000	1.0%
Producer		750,000	-	-	0.0%
Producer		750,000	-	-	0.0%
Line Producer		750,000	-	-	0.0%
Co-Producer	12,000	750,000	-	12,000	1.5%
Subtotal All Producers	20,000		-	20,000	2.5%
Limit on Producers	10.0%	80,545	-	20,000	
Director		750,000	-	-	
Lead Actor		750,000	-	-	
Supporting Actor		750,000	-	-	
Supporting Actor		750,000	-	-	
(additional items)		750,000	-	-	
(additional items)		750,000	-	-	
(additional items)		750,000	-	-	
Subtotal Other Nevada ATL	-		-	-	
Total Nevada	20,000		-	20,000	
Total Nevada Expenditures	805,449				

Non-Nevada Residents					
	Salary & Fringe Total	Maximum Allowed	Disallowed Expenditure	Remaining Allowed	% of NV Total Spend
Above the Line					
Executive Producer	20,000	750,000	-	20,000	2.5%
Producer	50,000	750,000	-	50,000	6.2%
Associate Producer	10,000	750,000	-	10,000	1.2%
Producer	27,500	750,000	-	27,500	3.4%
Producer	27,500	750,000	-	27,500	3.4%
Line Producer	12,000	750,000	-	12,000	1.5%
Subtotal All Producers	147,000		-	147,000	18.3%
Limit on Producers	5.0%	40,272	106,728	40,272	
Director	20,000	750,000	-	20,000	
Lead Actor	10,000	750,000	-	10,000	
Principal Actor	15,000	750,000	-	15,000	
Principal Actor		750,000	-	-	
Supporting Actor		750,000	-	-	
Supporting Actor		750,000	-	-	
Supporting Actor		750,000	-	-	
Subtotal Other Non-Nevada ATL	45,000		-	45,000	
Total Non-Nevada	192,000		106,728	85,272	
Total Nevada Expenditures	805,449				

[1] NRS 360.7594(3) For the purposes of calculating qualified direct production expenditures: (a) The compensation payable to all producers who are Nevada residents must not exceed 10 percent of the portion of the total budget of the qualified production that was expended in or attributable to any expenses incurred in this State.

(b) The compensation payable to all producers who are not Nevada residents must not exceed 5 percent of the portion of the total budget of the qualified production that was expended in or attributable to any expenses incurred in this State. (c) The compensation payable to any employee, independent contractor or any other person paid a wage or salary as compensation for providing labor services on the production of the qualified production must not exceed \$750,000.

STATE OF NEVADA INCENTIVE CALCULATION WORKSHEET SUMMARY

Instructions: Complete the number of production days. The rest of the form will auto-calculate based on inputs in previous worksheets.

Production Company: Memec Movie LLC
Production Title: Memec

Date: 5/15/2024
Fiscal Year Funding: 2024

	Pre-Production	Production	Post-Production	Total	Production days in a rural county
Total days in Nevada	10	15	10	35	15
Total days Outside of Nevada	10	-	-	10	
Total Days	20	15	10	45	100%

	Number of Personnel	Expenditure Amount	Disallowed Expenditures	Qualified Expenditures	Incentive Rate	Incentive Amount
Total Nevada Personnel Expenditures (Above the Line) Limit on compensation	17	55,729	-	55,729	15%	8,359
Total Non-Nevada Personnel Expenditures (Above the Line) Limit on compensation	25	276,493	106,728	169,766	12%	20,372
Total Nevada Personnel Expenditures (Below the Line) Excluding extras	33	258,432		258,432	15%	38,765
Total Nevada Personnel Expenditures (Extras)	35	6,056		6,056	15%	908
Percentage of Nevada Personnel (BTL)-for additional 5% [1]	92%					

Total Nevada Personnel Expenditures	320,217	-
Total Qualified Non-NV Personnel Expenditures incurred in NV	276,493	106,728
Total Personnel Expenditures incurred in NV	596,710	106,728

Total Nevada Direct Production Expenditures	208,739	208,739	15%	31,311
Total Qualified Nevada Expenditures	805,449	106,728	698,722	
Total Non-Qualified Expenditures	67,245		67,245	
Total Budget	872,694	106,728	765,967	
Percentage of NV to Total Qualified Expenditures, must >60% [2]	91%			

Additional Incentives

Additional 5% incentive if >50% of BTL personnel are NV residents [3]	698,722	5%	34,936
Additional 5% incentive if >50% filming days occurred in rural county [4]	698,722	5%	34,936

Projected Incentive Total [5]	\$ 169,587		
Effective Incentive Rate	19.4%		

Proof of Funds amount Production Company must show obtained [6] (70% of total Budget)	<u>\$ 610,886</u>		
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- [1] NRS 360.7592(3)(a) Except as otherwise provided in paragraph (b) of this subsection, the percentage of the below-the-line personnel who are Nevada residents must be determined by dividing the number of workdays worked by Nevada residents by the number of workdays worked by all below-the-line personnel. (b) Any work performed by an extra must not be considered in determining the percentage of the below-the-line personnel who are Nevada residents.
- [2] NRS 360.759(3) To be eligible for transferable tax credits pursuant to this section, a production company must: (d) Provide proof satisfactory to the Office that at least 60 percent of the direct production expenditures for: (1) Preproduction; (2) Production; and (3) If any direct production expenditures for postproduction will be incurred in this State, postproduction; of the qualified production will be incurred in this State as qualified direct production expenditures.
- [3] NRS 360.7592(2) Except as otherwise provided in subsections 3 and 4 and NRS 360.7594, in addition to the base amount calculated pursuant to subsection 1, transferable tax credits issued to an eligible production company pursuant to NRS 360.759 must include credits in an amount equal to: (a) An additional 5 percent of the qualified direct production expenditures if more than 50 percent of the below-the-line personnel of the qualified production are Nevada residents.

- [4] NRS 360.7592(2) Except as otherwise provided in subsections 3 and 4 and NRS 360.7594, in addition to the base amount calculated pursuant to subsection 1, transferable tax credits issued to an eligible production company pursuant to NRS 360.759 must include credits in an amount equal to: (b) An additional 5 percent of the qualified direct production expenditures if more than 50 percent of the filming days of the qualified production occurred in a county in this State in which, in each of the 2 years immediately preceding the date of application, qualified productions incurred less than \$10,000,000 of qualified direct production expenditures.
- [5] NRS 360.7594(2) The transferable tax credits issued to any production company for any qualified production pursuant to NRS 360.759: (a) Must not exceed a total amount of \$6,000,000.
- [6] NRS 360.759(3) To be eligible for transferable tax credits pursuant to this section, a production company must: (c) Provide proof satisfactory to the Office that 70 percent or more of the funding for the qualified production has been obtained.

This film is tentatively titled "Memec." We're very excited to bring feature production to the northern Nevada region again. In doing so our goals are to cultivate local talent, build on existing infrastructure and create a strong culture of transparency, trust, and accountability.

Our overall goal is to make multiple films with differing budget ranges, which will be eligible for the tax credit. We look forward to building a special relationship with Nevada and fueling it's talent and existing infrastructure with growth opportunities.