

**RESOLUTION NO. 2004-53**  
**TOURISM AND SPORTS AUTHORITY**  
**Resolution Ratifying and Approving Consulting Agreements with**  
**CONAM Inspection & Engineering Services, Inc., American Engineering Testing, Inc.,**  
**ATL, Inc. and OWP&P Engineers**

**I. RECITALS**

**WHEREAS**, pursuant to Arizona Revised Statutes Section 5-801 *et seq.* (the "Act"), the Tourism and Sports Authority, doing business as the Arizona Sports & Tourism Authority (the "Authority") is authorized to construct, finance, furnish, maintain, improve, operate, market and promote the use of a multipurpose stadium facility (the "Facility") and do all things necessary or convenient to accomplish those purposes; and

**WHEREAS**, pursuant to the Act, the Board of Director of the Authority (the "Board") is empowered to enter into agreements necessary to carry out the purposes of the Authority; and

**WHEREAS**, pursuant to the Act, the President and Chief Executive Officer of the Authority (the "CEO") is empowered to negotiate, make, execute, acknowledge and perform agreements necessary to accomplish the purposes of the Authority, which agreements are subject to the approval or ratification of the Board; and

**WHEREAS**, the Authority desires to ratify and approve the execution, delivery and performance of consulting agreements with CONAM Inspection & Engineering Services, Inc. ("CONAM"), American Engineering Testing, Inc. ("American Engineering"), ATL, Inc. ("ATL") and OWP&P Engineers, an Illinois corporation ("OWP&P").

**II. APPROVAL AND RATIFICATION OF CONSULTING AGREEMENT WITH CONAM INSPECTION & ENGINEERING SERVICES, INC.**

**NOW, THEREFORE, BE IT RESOLVED**, that the Board, on behalf of the Authority and pursuant to the Act, hereby approves and ratifies the execution, delivery and performance, in the name and on behalf of the Authority, of the Consulting Agreement by and among CONAM, the Authority and B&B Holdings, an Arizona corporation, d/b/a Arizona Cardinals (the "Cardinals"), effective as of January 7, 2004 (the "CONAM Consulting Agreement"), a copy of which is attached hereto as Exhibit "A", and to cause the Authority to perform its respective obligations under the CONAM Consulting Agreement; and

**III. APPROVAL AND RATIFICATION OF CONSULTING AGREEMENT WITH AMERICAN ENGINEERING TESTING, INC.**

**NOW, THEREFORE, BE IT RESOLVED**, that the Board, on behalf of the Authority and pursuant to the Act, hereby approves and ratifies the execution, delivery and performance, in the name and on behalf of the Authority, of the Consulting Agreement by and among American Engineering, the Authority and the Cardinals, effective as of January 27, 2004 (the "American Engineering Consulting Agreement"), a copy of which is attached hereto as Exhibit "B", and to

cause the Authority to perform its respective obligations under the American Engineering Consulting Agreement; and

**IV. APPROVAL AND RATIFICATION OF CONSULTING AGREEMENT WITH  
ATL**

**NOW, THEREFORE, BE IT RESOLVED**, that the Board, on behalf of the Authority and pursuant to the Act, hereby approves and ratifies the execution, delivery and performance, in the name and on behalf of the Authority, of the Consulting Agreement by and among ATL, the Authority and the Cardinals, effective as of August 11, 2003 (the "ATL Consulting Agreement"), a copy of which is attached hereto as Exhibit "C", and to cause the Authority to perform its respective obligations under the ATL Consulting Agreement; and

**V. APPROVAL AND RATIFICATION OF CONSULTING AGREEMENT WITH  
OWP&P ENGINEERS**

**FURTHER RESOLVED**, that the Board, on behalf of the Authority and pursuant to the Act, hereby approves and ratifies the execution, delivery and performance, in the name and on behalf of the Authority, of the Consulting Agreement by and among OWP&P and the Authority, effective as of March 2, 2004 (the "OWP&P Consulting Agreement"), a copy of which is attached hereto as Exhibit "D", and to cause the Authority to perform its respective obligations under the OWP&P Consulting Agreement; and

**VI. MISCELLANEOUS MATTERS**

**FURTHER RESOLVED**, that all actions previously taken on behalf of the Authority by any director or officer of the Authority in connection with any of the foregoing matters are hereby ratified and confirmed in all particulars as the acts of the Authority.

Dated: June 29, 2004.