

RESOLUTION NO. 2005-60
ARIZONA TOURISM AND SPORTS AUTHORITY
Resolution Approving the Amended and Restated Fiesta Bowl Use Agreement
with The Arizona Sports Foundation and B&B Holdings, Inc.

I. RECITALS

WHEREAS, pursuant to Arizona Revised Statutes Section 5-801 *et seq.* (the "Act"), the Arizona Tourism and Sports Authority (the "Authority") is authorized to construct, finance, furnish, maintain, improve, operate, market and promote the use of a multipurpose facility to be used to accommodate professional football franchises, major college football bowl sponsors, other sporting events and entertainment, cultural, civic, meeting, trade show or convention events or activities and may include a stadium (the "Facility"), on-site infrastructure, parking garages and lots and related commercial uses and do all things necessary or convenient to accomplish those purposes; and

WHEREAS, the Authority and The Arizona Sports Foundation (the "Foundation") and B&B Holdings, Inc. (the "Team") entered into a Maricopa County Multipurpose Facility Fiesta Bowl Use Agreement by and between the Authority and the Foundation (the "Prior Agreement") on February 12, 2002, providing for, among other things, the Foundation's use of the Facility to play Fiesta Bowl games and hold certain other events on the terms contained therein; and

WHEREAS, the Authority and the Foundation propose to enter into an Amended and Restated Fiesta Bowl Use Agreement (the "Amended and Restated Agreement") that fully amends and restates the terms on which the Foundation may use the Facility to play Fiesta Bowl games and hold certain other events; and

WHEREAS, pursuant to the Act, the board of directors (the "Board") of the Authority 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, after due consideration of the recommendations of the CEO, the Board desires to approve the form of the Amended and Restated Agreement as in the best interests of the Authority.

II. APPROVAL OF AMENDED AND RESTATED AGREEMENT

NOW, THEREFORE, BE IT RESOLVED, that the Board approves the terms and conditions of the Amended and Restated Agreement with the Foundation, in substantially the form and on the terms attached as Exhibit A hereto; and

FURTHER RESOLVED, that the Chairman of the Board and the CEO (each an "Authorized Officer") be, and they hereby are, authorized and directed to sign and deliver, in the name and on behalf of the Authority, and to cause the Authority to perform its respective obligations under the Amended and Restated Agreement and all other related agreements or amendments contemplated thereby, and to prepare, negotiate, approve and attach any and all exhibits and attachments to the Amended and Restated Agreement contemplated therein, as any Authorized Officer deems necessary, appropriate or advisable to carry out the purposes and intent of this Resolution, the signing and delivery thereof by such Authorized Officer to be conclusive evidence of the approval of such changes, additions or deletions; and

FURTHER RESOLVED, that the Authorized Officers of the Authority are authorized and directed, in the name and on behalf of the Authority, to take all actions necessary, appropriate or advisable to effectuate the foregoing resolutions, including the incurrence of fees and expenses and recording of certain documents and agreements, as in their judgment shall be necessary, appropriate or advisable to carry into effect the purposes and intent of this Resolution and the transactions contemplated by this Resolution; and

III. 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, confirmed and approved in all particulars as the acts of the Authority.

Dated: June 23, 2005

EXHIBIT A

**Amended and Restated
Fiesta Bowl Use Agreement**