

RESOLUTION NO. 2005-61
ARIZONA TOURISM AND SPORTS AUTHORITY
Resolution Approving the Concession Services Agreement
Among the Authority, B&B Holdings, Inc., New Cardinals Stadium, LLC
and Volume Services America 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, on March 30, 2001, the Authority issued a Request for Proposal (the "RFP") to qualified concession service companies to manage and operate the general concessions and premium food and beverage sales at the Facility; and

WHEREAS, Volume Services America Holdings, Inc. (the "Concessionaire") submitted a proposal dated April 20, 2001, as amended, in response to the RFP; and

WHEREAS, the Authority and the Concessionaire entered into that certain letter agreement dated May 24, 2001 (the "Letter Agreement") pursuant to which the Concessionaire agreed, among other things, to (i) from and after the execution of the Letter Agreement and during the design and construction phase of the Facility, provide at no cost or expense to the Authority, advisory services to the Authority, its consultants, advisors and contractors concerning the design, configuration, location of and equipment associated with the Concession Spaces to be located at the Facility, and (ii) enter into the Agreement (hereinafter defined); and

WHEREAS, the Authority, B&B Holdings, Inc., New Cardinals Stadium, LLC and the Concessionaire propose to enter into the Concession Services Agreement (the "Agreement") to obtain the services of the Concessionaire to manage and operate the concession services at the Facility; 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 Agreement as in the best interests of the Authority.

II. APPROVAL OF AGREEMENT

NOW, THEREFORE, BE IT RESOLVED, that the Board approves the terms and conditions of the Agreement in the form 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 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 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

Agreement