

## **RESOLUTION NO. 2007-72**

### **Arizona Tourism and Sports Authority**

#### **Resolution to adopt form of stadium license memorandum of understanding with the National Football League for Super Bowl XLV to be held in 2011 and Game Day Expenses**

#### **I. RECITALS**

**WHEREAS**, the National Football League (the "League") is accepting bids to host its championship game (the "Super Bowl XLV") in 2011;

**WHEREAS**, the Super Bowl Bid Committee (the "Committee") will submit a bid proposal for the 2011 Super Bowl XLV to be held at the University of Phoenix Stadium (the "Stadium");

**WHEREAS**, the Committee has requested that the Arizona Tourism and Sports Authority (the "Authority") contribute to certain expenses and costs associated with Super Bowl XLV;

**WHEREAS**, pursuant to A.R.S. § 5-804, the Authority is authorized to enter into contracts to carry out the purposes of the Authority; and

**WHEREAS**, pursuant to A.R.S. § 5-805, 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.

#### **II. MEMORANDUM OF AGREEMENT**

**NOW, THEREFORE, BE IT RESOLVED**, that the attached form of Memorandum of Understanding (the "MOU") with the League be, and it hereby is, approved and adopted by the Board provided that the Committee provides to Board those details regarding the bid specifications for the Super Bowl XLV that pertain to the contributions expected by the Authority and the use of the Stadium (the "Bid Specifications") and such Bid Specifications are consistent with the representations made by the Committee to the Board;

**FURTHER RESOLVED**, that the CEO be, and he hereby is, directed to execute and deliver to the League and the Committee, the MOU on behalf of the Authority;

**FURTHER RESOLVED**, that the CEO be, and he hereby is, authorized and directed, in the name and on behalf of the Authority, to negotiate any other agreements or documents, to be approved by the Board, and to take all actions necessary, appropriate or advisable to effectuate the foregoing resolutions, including the incurrence of fees and expenses, as in his 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. GAME DAY EXPENSES**

**FURTHER RESOLVED**, that the Authority be, and it hereby is, authorized to contribute the game day operating expenses and costs associated with Super Bowl XLV up to the first \$350,000 in such game day operating expenses and costs;

**FURTHER RESOLVED**, that the CEO be, and hereby is, authorized and directed, in the name and on behalf of the Authority, to take any and all actions necessary to effectuate the foregoing resolution; and

**IV. 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.

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