

RESOLUTION NO. 2007-73
Arizona Tourism and Sports Authority
Resolution Approving License Agreement among the Arizona Sports and Tourism Authority, and National Football League and NFL Properties LLC for Super Bowl XLII

I. RECITALS

WHEREAS, pursuant to Arizona Revised Statutes Section 5-801 et seq. (the “Act”), the Tourism and Sports Authority, d/b/a the Arizona Sports and Tourism 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, among other things, professional football franchises and its championship game (the “Super Bowl”) and to do all things necessary or convenient to accomplish those purposes; and

WHEREAS, the National Football League (the “League”) has agreed to hold the Super Bowl Number XLII at the University of Phoenix Stadium in February 2008; and

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; and

WHEREAS, the CEO, along with the Super Bowl Host Committee, has negotiated and the CEO has recommended to the Board for the approval and adoption of the proposed form of License Agreement among the Authority and the League and NFL Properties LLC for Super Bowl XLII in substantially the form attached hereto as Exhibit A (the “License Agreement”).

II. APPROVAL OF THE LICENSE AGREEMENT

NOW, THEREFORE, BE IT RESOLVED, that the terms and conditions of the License Agreement be, and it hereby is, approved and adopted by the Board in substantially the form attached hereto as Exhibit A; and

FURTHER RESOLVED, that the Chair 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 License 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 License Agreement contemplated therein as any Authorized Officer deems necessary, appropriate or advisable to carry out the purposes and intent of these resolutions, 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 these resolutions and the transactions contemplated by these resolutions; 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: August 15, 2007.

EXHIBIT A

Form of License Agreement