

RESOLUTION NO. 2007- 74

Arizona Tourism and Sports Authority

Resolution Approving Intergovernmental Agreement with the City of Glendale Regarding the Construction of a New Cactus League Facility for the Los Angeles Dodgers and the Chicago White Sox

I. RECITALS

WHEREAS, pursuant to Arizona Revised Statutes (“A.R.S.”) Section 5-808, from monies in the Cactus League Promotion Account, the board of directors (the “Board”) of the Arizona Tourism and Sports Authority (the “Authority”) is authorized to acquire land or construct, finance, furnish, improve, market and promote the use of existing or proposed Major League Baseball spring training facilities (each a “Cactus League Facility”) located in Maricopa County and other structures, utilities, roads, parking areas or buildings necessary for the full use of the training facilities for sports and other purposes and to do all things necessary or convenient to accomplish those purposes; and

WHEREAS, pursuant to A.R.S. § 5-808, the Authority must consider the costs of anticipated required renovations of existing Cactus League Facilities when granting additional sums for new Cactus League Facilities (“Renovation Projects”); and

WHEREAS, the Authority entered into that certain Intergovernmental Agreement dated December 5, 2003 with the Maricopa County Stadium District (“MCSD”), pursuant to which the Authority is entitled to receive certain funds from MCS D to use for Cactus League Facilities (the “MCSD Funds”); and

WHEREAS, on December 21, 2006, the Board approved Resolution No. 2006-69, a resolution approving certain procedures for Funding Major League Baseball Spring Training Facilities within Maricopa County, which contemplated the commitment Authority funds for up to two-thirds of up to \$80.7 million of costs associated with a new two-team Spring Training Complex on land owned by the City of Glendale for the Los Angeles Dodgers and the Chicago White Sox (the “Teams”), as well as funding for up to one-half of the cost of a new two-team facility in Goodyear and funding reserves for future Renovation Projects; and

WHEREAS, the City of Glendale (the “City”) has requested that the Authority enter into an Intergovernmental Agreement (the “Intergovernmental Agreement”) in substantially the form attached hereto as Exhibit A so that the City may proceed with the construction and development of a Cactus League Facility (the “Facility”) for the Teams; and

WHEREAS, pursuant to A.R.S. § 5-808, any Cactus League Facility receiving funding by the Authority must include financial participation from the municipality in which the project is located that equals or exceeds one-half of the amount to be spent or distributed by the Authority; and

WHEREAS, pursuant to A.R.S. § 5-804, the Authority is authorized to enter into contracts, including intergovernmental agreements under A.R.S. Title 11, Chapter 7, Article 3, as necessary to carry out the purposes and requirements 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 City has entered into agreements (the “Use Agreements”) with the Teams regarding the Teams’ use of the Facility; and

WHEREAS, the Authority acknowledges the significant financial obligation and risk assumed by the Teams in their unique agreements to operate and maintain the Facility; and

WHEREAS, the Authority acknowledges that public uses of the Facility are provided for in the Teams’ design of the Facility and in the Use Agreements and are desirable when the Facility is not being used for Team Events pursuant to the Use Agreements.

II. INTERGOVERNMENTAL AGREEMENT

NOW, THEREFORE, BE IT RESOLVED, that the terms and conditions of the Intergovernmental Agreement be, and they hereby are, approved and adopted by the Board; and

FURTHER RESOLVED, that the CEO be, and he hereby is, directed to execute and deliver to the City, the Intergovernmental Agreement on behalf of the Authority; and

FURTHER RESOLVED, that in recognition of the financial contribution made by the public, through the contributions by the City and the Authority, to the construction of the Facility, the Authority desires that when the Facility is not being used by the Teams for major or minor league play or practice, and when it is not being rented by the Teams for other events as provided for in the Use Agreements, and when it is economically feasible for the Teams to do so, the Teams shall consider requests to make the turf parking lots, practice fields and supporting facilities available for youth and amateur sporting events; 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 Intergovernmental 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 Intergovernmental 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 Intergovernmental Agreement