

RESOLUTION NO. 2011-81
ARIZONA SPORTS AND TOURISM AUTHORITY
Resolution for the Authorization to Enter Into
the Fabric Panel Replacement Agreement with Birdair, Inc.
and the Construction Management Agreement with Hunt Construction Group, Inc.

IT IS RESOLVED by the Board of Directors (the "*Board*") of the Tourism and Sports Authority, doing business as the Arizona Sports and Tourism Authority (the "*Authority*") as follows:

SECTION 1. Findings and Determinations by the Board. The Board finds and determines as follows:

(a) The Authority is a political subdivision of the State of Arizona existing pursuant to Title 5, Chapter 8, Arizona Revised Statutes, as the same may be modified or amended (the "*Act*"), as a corporate and political body of the State of Arizona. The Act authorizes and requires the Authority to, among other things, maintain, improve and operate a Stadium (the "*Stadium*").

(b) Pursuant to the Act, the Authority was authorized to use qualifications-based selection of contractors with experience in stadium design or construction, by either direct selection or by public competition, to expedite the design and construction of any of its facilities.

(c) Based on its qualifications and experience in constructing public projects like the Stadium, the Authority entered into the Design-Build Agreement dated as of August 12, 2003 with Hunt Construction Group, Inc., an Indiana corporation ("*Hunt*") pursuant to which Hunt served as the design-builder for the Stadium.

(d) Birdair, Inc. ("*Birdair*") was engaged by Hunt on the original construction of the Stadium to install the fabric roofing membranes.

(e) On or about July 29, 2010, a storm event damaged the fabric roofing membranes on the Stadium.

(f) After discussions with the Authority's insurer, Hunt and Birdair, that notwithstanding any existing procurement policies of the Authority, the Authority believes it is in the best interest of the Authority to engage Hunt and Birdair to do the repair and replacement of their original work on Stadium with respect to the fabric roofing membranes, without the necessity of a public auction or bidding process and by adoption of this resolution the Authority's Board intends to waive any such procurement policy.

SECTION 2. Authorization to Approve, Sign and Deliver Documents and Take Actions. The President and Chief Executive Officer of the Authority (an "*Authorized Officer*") is 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 Fabric Panel Replacement Agreement with Birdair and the Construction Management Agreement with Hunt and such other documents and instruments as are contemplated thereby and by this resolution, as the Authorized Officer may approve or deem necessary, appropriate or advisable to carry out the purposes and

intent of this resolution, the signing and delivery thereof by the Authorized Officer to be conclusive evidence of the approval of such officer and of this Board's approval of such document, and to perform all other acts that may be necessary in connection therewith. The Authorized Officer is authorized and directed, in the name and on behalf of the Authority, to take or cause to be taken any and all further actions and to sign and deliver, or cause to be signed and delivered, all such further agreements and such further documents, certificates and undertakings, and to incur all such fees and expenses, as in his judgment shall be necessary, appropriate or advisable to carry into effect the purposes and intent of this resolution.

SECTION 3. General Ratification and Approval. All actions of the officers, directors, and agents of the Authority which are in conformity with the purposes and intent of this resolution and in furtherance of the repair and replacement of the fabric roofing membranes, whether previously or hereafter taken, shall be and are hereby ratified, confirmed and approved. The proper officers, directors and agents of the Authority are hereby authorized and directed to do all such acts and things and to sign, acknowledge and deliver all such documents on behalf of the Authority as may be deemed necessary or desirable to carry out the terms and intent of this resolution and of any of the documents referred to in this resolution. The Authorized Officer is authorized to sign and deliver from time to time on behalf of the Authority such documents, including documents amendatory and supplementary to the documents referred to in this resolution.

Dated: April 25, 2011