

RESOLUTION NO. 2014-86
Arizona Tourism and Sports Authority

**Resolution to Direct and Authorize the President, CEO and Executive Director
To Participate in the Arizona 2016 College Football Championship LLC
As a Manager**

I. RECITALS

WHEREAS, the Arizona Tourism and Sports Authority (the “Authority”) was formed, in part, to host college bowl and championship games at the stadium;

WHEREAS, the organizing committee for the 2016 College Football Championship Game (the “College Championship Game”) is required to form a limited liability company by virtue of being awarded the right to host the College Championship Game in 2016;

WHEREAS, the Arizona College Football Championship Foundation (the “Foundation”) has proposed forming an Arizona limited liability company to be named the “Arizona 2016 College Football Championship LLC” (the “Company”) to be owned by the Foundation but managed by three (3) managers;

WHEREAS, because of the important role played by the Authority in hosting a successful College Championship Game, the Foundation has requested that Thomas R. Sadler, as the President, CEO and Executive Director of the Authority (the “Executive Director”) participate as one of the three managers of the Company;

WHEREAS, pursuant to A.R.S. § 5-805, the Executive Director of the Authority is empowered and authorized to engage in conduct to carry out the purposes of the Authority; and

WHEREAS, because the Board believes it in the best interest of the Authority that the Executive Director participate in the Company and be indemnified and protected from liability in the same manner as when he conducts other business of the Authority.

II. DIRECTION TO EXECUTIVE DIRECTOR

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director be, and he hereby is, authorized and directed, in the name and on behalf of the Authority, to participate in the Company as a manager on behalf of the Authority;

FURTHER RESOLVED, that the Executive Director be, and he hereby is, indemnified and defended in the same manner for his actions on behalf of the Company as he would for his actions associated directly with the Authority; and

FURTHER RESOLVED, that the Executive Director be, and he hereby is, 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, 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.

Dated: February 19, 2014

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