

RESOLUTION NO. 2015-89
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 the Pro Bowl Game and Super Bowl XLIX

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 all-star professional exhibition game (the "Pro Bowl Game") and 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 Pro Bowl Game on January 25, 2015 and Super Bowl Number XLIX on February 1, 2015 at the University of Phoenix Stadium (the "Stadium"); 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 Arizona Super Bowl Host Committee (the "Host Committee") has negotiated with the League, and the CEO has recommended to the Board for the approval and adoption of, the proposed form of License Agreement among the Authority, the Host Committee, the League and NFL Properties LLC for the Pro Bowl Game and Super Bowl XLIX in substantially the form attached hereto as Exhibit A (the "NFL License Agreement"); and

WHEREAS, the Host Committee committed that the transaction privilege tax revenues received by the Authority and derived pursuant to A.R.S. §42-5073, subsection G, paragraph 1 from sales of admissions and any related municipal tax (the "Ticket Taxes") to the Pro Bowl Game and the Super Bowl Game be provided to the League; and

WHEREAS, prior to returning the Ticket Taxes to the League, the Authority must confirm that it has paid or has sufficient revenues to fully pay the current year's required principal and interest payments on any outstanding Authority bonds for which the these Ticket Taxes were pledged; and

WHEREAS, the Board is entitled to reasonably rely on the projections, analyses and advice prepared and presented by the Authority's Chief Financial Officer (the "CFO") as to

whether there are sufficient projected revenues for the Authority to fully pay the current fiscal year's required principal and interest payments on any outstanding Authority bonds for which the these revenues were pledged (the "Bond Payment Advice"); and

WHEREAS, the Board has previously received the Bond Payment Advice from the CFO confirming funds for the refund of the Ticket Taxes to the Pro Bowl Game and has confirmed and authorized the refund of such Ticket Taxes pursuant to Resolution No. 2014-88; and

WHEREAS, the CFO has provided his Bond Payment Advice to the Board with respect to Super Bowl XLIX and has confirmed that there are sufficient revenues to pay the Bonds; and

WHEREAS, the League requires the use of areas surrounding the Stadium in connection with the Pro Bowl and Super Bowl XLIX, such as the area known as Sportsman Park which is owned by the Arizona Cardinals Football Club LLC, a Delaware limited liability company, d/b/a Arizona Cardinals (the "Club") and Stadium Development LLC, a Delaware limited liability company (together with the Club, the "Cardinals"); and

WHEREAS, the CEO has negotiated with the Cardinals, and recommended to the Board for the approval and adoption the proposed form of, the License Agreement between the Authority and the Cardinals for use of Sportsman Park in connection with the Pro Bowl Game and Super Bowl XLIX in substantially the form attached hereto as Exhibit B (the "Sportsman Park License Agreement").

II. APPROVAL OF THE NFL LICENSE AGREEMENT

NOW, THEREFORE, BE IT RESOLVED, that the NFL 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 NFL 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 NFL 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 be, and they hereby 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

II. REFUND OF TICKET TAXES FOR THE SUPER BOWL

FURTHER RESOLVED, that, after receiving the Bond Payment Advice from the CEO, the Board concludes that the Authority has paid or will be able to fully pay its bond payment obligations during the current fiscal year and therefore agrees that the Authority will return the Ticket Taxes actually received by the Authority to the League for the Super Bowl; and

FURTHER RESOLVED, that, provided the Authority has been provided sufficient documentation from the League or from the Arizona Department of Revenue (the "Department") and the City of Glendale (the "City") pursuant to a waiver provided by the League which allows the Authority to determine with certainty that it is receiving and refunding to the League exactly those Ticket Taxes to which both the Authority and the League are entitled, then the Ticket Taxes will be returned to the League no later than the first business day following the date that the Authority has: (i) received advice or confirmation from the League or the Department of the exact amount of Ticket Taxes collected by the Department and the Ticket Taxes collected by the Department are actually received by the Authority; and (ii) received advice or confirmation from the League or the City of the exact amount of Ticket Taxes collected by the City and the Ticket Taxes collected by the City are actually received by the Authority; and

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

III. SPORTSMAN PARK LICENSE AGREEMENT

FURTHER RESOLVED, that the Sportsman Park License Agreement be, and it hereby is, approved and adopted by the Board in substantially the form attached hereto as Exhibit B; and

FURTHER RESOLVED, that the Authorized Officers 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 Sportsman Park 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 Sportsman Park 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, be, and they hereby 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

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.

Dated: January 22, 2015

EXHIBIT A

Form of NFL License Agreement

EXHIBIT B

Form of Sportsman Park License Agreement