

TOURISM AND SPORTS AUTHORITY
Resolution Appointing Ernst & Young, LLP
As Independent Certified Public Accountant
and Directing Audit of Authority Accounts

I. RECITALS

WHEREAS, pursuant to Arizona Revised Statutes Section 5-841 (the “Act”), the Board of Directors (the “Board”) of the Tourism and Sports Authority (the “Authority”) shall cause an annual audit to be conducted of each of the Authority’s funds, accounts and sub-accounts by an independent certified public accountant (the “CPA”) within 120 days after the end of the Authority’s fiscal year; and

WHEREAS, the Board has previously adopted a fiscal year which ends June 30; and

WHEREAS, Ernst & Young, LLP, a nationally recognized accounting and audit firm, is deemed by the Board qualified to perform the duties and responsibilities of the CPA; and

WHEREAS, the Finance Oversight Committee of the Board (the “Committee”) reviewed the engagement of Ernst & Young, LLP as the CPA at a public meeting (the “Meeting”) held on June 5, 2001; and

WHEREAS, the Committee voted unanimously at the Meeting to recommend to the Board the engagement of Ernst & Young, LLP as CPA at the scheduled June 2001 public meeting of the Board; and

WHEREAS, the Board desires to approve and engage Ernst & Young, LLP as the CPA as recommended by the Committee.

II. APPROVAL OF ERNST & YOUNG, LLP AS CPA

NOW, THEREFORE, BE IT RESOLVED, that the Board, on behalf of the Authority, hereby approves of and engages Ernst & Young, LLP as the CPA for the Authority based on their qualifications and per the terms and conditions of their engagement agreement (the “Agreement”), attached hereto as Exhibit A, believing that the contents thereof are fair and in the best interests of the Authority; and

FURTHER RESOLVED, that the President and CEO of the Authority is authorized and directed to execute and deliver in the name and on behalf of the Authority, and to cause the Authority to perform its respective obligations under, the Agreement and to perform all other acts that may be necessary in connection therewith; and

III. AUDIT OF AUTHORITY ACCOUNTS

FURTHER RESOLVED, that the President and CEO of the Authority is directed to cause an audit to be conducted of the Authority’s funds, accounts and sub-accounts by the CPA

pursuant to the Act and in accordance with the Agreement within 120 days after the end of the Authority's current fiscal year; 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 ratified and confirmed in all particulars as the acts of the Authority.

Dated June 14, 2001

EXHIBIT A

**Engagement Agreement by and between
Tourism and Sports Authority
And
Ernst & Young, LLP**