

TOURISM AND SPORTS AUTHORITY
Resolution Authorizing Stipulation

I. RECITALS

WHEREAS, pursuant to Arizona Revised Statutes (“A.R.S.”) Section 5-804 (the “Act”), the Board of Directors (the “Board”) of the Tourism and Sports Authority (the “Authority”) is empowered to enter into agreements necessary to carry out the purposes of the Authority; and

WHEREAS, pursuant to the Act, the Board, on behalf of the Authority, may sue and be sued; and

WHEREAS, pursuant to A.R.S. Section 5-805, the President and Chief Executive Officer of the Authority is empowered to negotiate, make, execute, acknowledge and perform agreements necessary to accomplish the purposes of the Authority, which agreements are subject to approval by the Board; and

WHEREAS, the City of Phoenix (the “City”) brought suit (the “Lawsuit”) to enjoin the Authority’s construction of the Authority’s multipurpose facility (the “Facility”) at the Papago Center site in the City of Tempe (the “Site”); and

WHEREAS, pending a determination by the Federal Aviation Administration (the “FAA”) as to whether construction of the Facility at the Site would constitute a hazard to air navigation, the Authority agreed, pursuant to Board resolution, to undertake no construction at the Site and, consequently, the City and the Authority agreed to stay the Lawsuit; and

WHEREAS, on November 17, 2001, the FAA determined that construction of the Facility at the Site would constitute a hazard to air navigation at Phoenix Sky Harbor International Airport; and

WHEREAS, as a result of the FAA’s determination and pursuant to Board resolution on November 28, 2001, the Authority decided that it would terminate Facility construction at the Site, not construct the Facility at the Site in the future, and would, instead, construct the Facility at an alternate location to be determined; and

WHEREAS, in light of these developments, the Authority and the City have determined that the Lawsuit can be resolved through stipulation.

II. AUTHORIZATION OF STIPULATION

NOW, THEREFORE, BE IT RESOLVED, that the Board, on behalf of the Authority and pursuant to the Act, hereby determines that the Lawsuit should be resolved through stipulation in a form substantially similar to the stipulation attached hereto as Exhibit A believing that the terms thereof are fair and in the best interests of the Authority; and

FURTHER RESOLVED, that the President and Chief Executive Officer of the Authority is authorized and directed, in the name and on behalf of the Authority, to take all actions necessary, appropriate or advisable, including, but not limited to, directing the Authority's legal counsel, to resolve the Lawsuit through stipulation.

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 and confirmed in all particulars as the acts of the Authority.

Dated: December 21, 2001.

EXHIBIT A

Stipulation