

**TOURISM AND SPORTS AUTHORITY**  
**Resolution Authorizing Declarations of Official Intent Under U.S. Treasury**  
**Regulations for Reimbursements from Bond Proceeds of Advances Made**  
**Prior to Issuance of Bonds for Multipurpose Facility Purposes**  
**and Major League Baseball Spring Training Facility Purposes**

**I. RECITALS**

**WHEREAS**, United States Treasury Regulations prescribe conditions under which proceeds of bonds, notes or other obligations used to reimburse advances made for certain expenditures paid before the issuance of such obligations, will be deemed to be expended (or properly allocated to expenditures) for purposes of Sections 103 and 141-150 of the Internal Revenue Code of 1986, so that upon such reimbursement the proceeds so used will not further be subject to requirements or restrictions under those sections of the Internal Revenue Code; and

**WHEREAS**, certain provisions of those Regulations require that there be a Declaration of Official Intent not later than 60 days following payment of the expenditure expected to be reimbursed from proceeds of such obligations, and that the reimbursement occur within prescribed time periods after the expenditure is paid or after the property is placed in service; and

**WHEREAS**, this Board wishes to take steps to comply with those Regulations and to authorize and direct the appropriate officials of the Authority to declare the official intent of the Authority for purposes of those Reimbursement Regulations; and

**WHEREAS**, the Tourism and Sports Authority (the "Authority") is authorized pursuant to Title 5, Chapter 8, Arizona Revised Statutes, to issue bonds to provide sufficient monies for acquiring, designing, developing, constructing, reconstructing, equipping, repairing, maintaining, operating and improving a multipurpose facility and to pay necessary bond related expenses;

**WHEREAS**, the Authority is further authorized pursuant to Title 5, Chapter 8, Arizona Revised Statutes, to issue bonds to provide sufficient monies for acquiring, constructing, financing, furnishing, improving, marketing or promoting the use of existing or proposed major league baseball spring training facilities that are located in the Authority and other structures, utilities, roads, parking areas or buildings necessary for full use of the training facilities for sports and other purposes, and to pay necessary bond related expenses;

**II. DEFINITIONS**

**NOW, THEREFORE, BE IT RESOLVED**, that the Board, on behalf of the Authority hereby agrees as to the following definitions:

SECTION 1. Definitions. The following definitions apply to the terms used herein:

"Authorized Officer" means and includes the Chairman of the Board of Directors, the President and Chief Executive Officer and any other person designated for the purpose by the Chairman.

“Bonds” means and includes bonds, notes, certificates and other obligations included in the meaning of “bonds” under Section 150 of the Internal Revenue Code of 1986.

“Declaration of Official Intent” means a declaration of intent, in the form and manner and time contemplated in the Reimbursement Regulations, that the advances for expenditures referred to therein are reasonably expected to be reimbursed from the proceeds of Reimbursement Bonds to be issued after those expenditures are paid.

“Reimbursement” or “reimburse” means the restoration to the Issuer of money temporarily advanced from its other funds and spent for capital expenditures (and certain other types of expenditures qualifying under the Reimbursement Regulations, including any issuance costs for Reimbursement Bonds) before the issuance of the Reimbursement Bonds, evidenced in writing by an allocation on the books and records of the Issuer that shows the use of the proceeds of the Reimbursement Bonds to restore the money advanced for the original expenditure. “Reimbursement” or “reimburse” generally does not include the refunding or retiring of Bonds previously issued and sold to, or borrowings from, unrelated entities.

“Reimbursement Bonds” means Bonds the proceeds of which are to be used for reimbursement of such capital or other qualifying expenditures paid before issuance of the Bonds.

“Reimbursement Regulations” means Treasury Regulations Section 1.150-2 and any amendments thereto or superseding regulations, whether in proposed, temporary or final form, as at the time applicable, prescribing conditions under which the proceeds of Reimbursement Bonds when allocated or applied to a reimbursement will be treated as expended for all or any purposes of Sections 103 and 141 to 150 of the Internal Revenue Code.

### **III. AUTHORIZATION AND REQUIREMENT OF DECLARATIONS OF OFFICIAL INTENT**

**FURTHER RESOLVED**, that each Authorized Officer is authorized to prepare and sign Declarations of Official Intent with respect to capital and other expenditures to which the Reimbursement Regulations apply (and including any costs of issuance of the Reimbursement Bonds) to be made from money temporarily available and which are reasonably expected to be reimbursed (in accordance with applicable authorizations, policies and practices) from the proceeds of Reimbursement Bonds, to make appropriate reimbursement and timely allocations from the proceeds of the Reimbursement Bonds to reimburse such prior expenditures, and to take any other actions as may be appropriate, all at the times and in the manner required under the Reimbursement Regulations to satisfy the requirements for the reimbursement to be treated as an expenditure of such proceeds for purposes of Sections 103 and 141 to 150 of the Internal Revenue Code of 1986. No advance from any fund or account or order for payment should be made for expenditures (other than expenditures excepted from such requirement under the Reimbursement Regulations) that are to be reimbursed subsequently from proceeds of

Reimbursement Bonds unless a Declaration of Official Intent with respect thereto is made within the time required by the Reimbursement Regulations.

**IV. EQUITY CONTRIBUTION FOR MULTIPURPOSE FACILITY**

**FURTHER RESOLVED**, that the Board reasonably expects to be repaid for expenditures for the multipurpose facility from a specific arrangement with B & B Holdings, Inc., d/b/a/ the Arizona Cardinals to contribute \$85 million to the costs of the multipurpose facility not later than 18 months after the later of the date the expenditure is made or the date the facility is placed in service. Notwithstanding the foregoing, and subject to a contribution agreement to be entered into between the Arizona Cardinals and the Authority, contributions from the Arizona Cardinals to development of the multipurpose facility shall be made approximately contemporaneously with the incurring of development costs for the multipurpose facility and such contributions shall be paid, together with the pro rata contributions of the Authority, for such multipurpose facility purposes. This is an expression of the official intent of the Authority for purposes of United States Treasury Regulations Section 1.141-4(c)(3)(5).

**V. EFFECTIVE DATE**

**FURTHER RESOLVED**, that this Resolution shall take effect immediately.

Dated: March 13, 2001.