

**RESOLUTION NO. 2003-33**  
**OF THE**  
**TOURISM AND SPORTS AUTHORITY**  
**Resolution Authorizing Project Management Agreement**

**I. RECITALS**

**WHEREAS**, pursuant to Arizona Revised Statutes Section 5-801 et seq. (the "Act"), the Tourism and Sports Authority (the "Authority") is authorized to construct, finance, furnish, maintain, improve, operate, market and promote the use of a multipurpose stadium facility (the "Facility") and do all things necessary or convenient to accomplish those purposes; and

**WHEREAS**, pursuant to the Act, the Board of Director of the Authority (the "Board") is empowered to enter into agreements necessary to carry out the purposes of the Authority; and

**WHEREAS**, pursuant to the Act, 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 Authority and B&B Holdings, Inc. d/b/a the Arizona Cardinals (the "Cardinals") have entered into that certain Memorandum of Understanding dated September 3, 2002 (the "MOU"), which provides that the parties would enter into a more definitive agreement establishing the parties' roles and governing the parties' conduct throughout the design and construction of the Facility; and

**WHEREAS**, pursuant to the MOU, the Authority and the Cardinals have negotiated and prepared that certain draft Project Management Agreement by and between the Authority and the Cardinals attached hereto as Exhibit A (the "PMA"); and

**WHEREAS**, the Board desires to acknowledge and approve the PMA and direct the CEO to execute the PMA.

**I. APPROVAL OF PROJECT MANAGEMENT AGREEMENT**

**NOW, THEREFORE, BE IT RESOLVED**, that the Board, on behalf of the Authority and pursuant to the Act, hereby approves of the PMA and directs the CEO to execute the PMA; and

**II. 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: February 11, 2003.

**EXHIBIT A**

**PROJECT MANAGEMENT AGREEMENT**