

**RESOLUTION NO. 2003-37**  
**TOURISM AND SPORTS AUTHORITY**  
**Resolution Approving Amendment Number One**  
**to the**  
**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 facility to be used to accommodate professional football franchises, major college football bowl sponsors, other sporting events and entertainment, cultural, civic, meeting, trade show or convention events or activities and may include a stadium (the "Facility"), on-site infrastructure, parking garages and lots and related commercial uses and do all things necessary or convenient to accomplish those purposes; and

**WHEREAS**, the Authority and B&B Holdings, Inc., d/b/a the Arizona Cardinals (the "Cardinals") entered into a Project Management Agreement ("PMA") dated effective February 20, 2003; and

**WHEREAS**, the Authority and the Cardinals believe it is in their best interests to agree upon certain component costs of the Facility in advance of the time when all costs are known for the Facility order to achieve the best overall cost advantage in the construction of the Facility; and

**WHEREAS**, the Authority and the Cardinals propose to enter into an amendment to the PMA (the "Amendment"), substantially in the form as attached as Exhibit "A" hereto, to permit them to agree on the Guaranteed Maximum Price in stages or parts rather than as a complete package provide that the Authority; and

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

**WHEREAS**, after due consideration of the recommendations of the Executive Director, the Board desires to approve the Amendment as in the best interests of the Authority;

**II. APPROVAL OF AMENDMENT**

**NOW, THEREFORE, BE IT RESOLVED**, that the Board approves the terms and conditions of the Amendment with the Cardinals; and

**FURTHER RESOLVED**, that the Chairman of the Board and the Executive Director of the Authority (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 Amendment, with such changes therein and

additions or deletions thereto as any Authorized Officer deems necessary, appropriate or advisable to carry out the purposes and intent of this Resolution, 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 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, as in their judgment shall be necessary, appropriate or advisable to carry into effect the purposes and intent of this Resolution and the transactions contemplated by this Resolution; and

### **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, confirmed and approved in all particulars as the acts of the Authority.

Dated: May 14, 2003

**EXHIBIT A**