EXHIBIT "CoA"

CONDITIONS OF APPROVAL

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With respect to the conditions of approval for the 49ers Santa Clara Stadium Project, the following stipulations are made:

The City of Santa Clara (the "City") and the Redevelopment Agency of the City of Santa Clara (the "Agency") intend to create a joint powers authority known as the Santa Clara Stadium Authority (the "Stadium Authority"). The City and Agency intend that the Stadium Authority will develop and operate a stadium (the "Stadium") located in the Bayshore North Redevelopment Project Area in cooperation with the 49ers Stadium Company, LLC, the announced tenant of the new Stadium. On June 8, 2010, the voters of the City of Santa Clara approved a ballot measure permitting the development of the Stadium in the City of Santa Clara and limiting Agency's contribution for the development of the Stadium. The approved ballot measure also prohibits the use of the City's general fund or enterprise funds for expenditures related to the development of the Stadium, other than, at the City's option, to relocate or reconfigure the electrical substation adjacent to the Stadium site.

The Stadium Authority and the 49er Stadium Company intend to enter into both a disposition and development agreement ("DDA") and a long-term lease of the Stadium ("Stadium Lease"), which documents will allocate the responsibility for the payment of development and operational costs of the Stadium. As currently proposed, and the details of which will be more fully developed in the DDA, the Stadium Authority will develop the Stadium using funds obtained by the Stadium Authority from Stadium-related sources of income, such as the sale of Naming Rights or the sale of seat licenses, in addition to any Agency contribution made during the Stadium development stage and funds contributed by the 49ers Stadium Company. As will be further specified in the DDA, the Stadium Authority will also operate the Stadium using funds obtained by the Stadium Authority from Stadium-related sources of income, including rent and expense reimbursements paid by the 49er Stadium Company.

In anticipation of finalizing the DDA and Stadium Lease and to meet the desired scheduling benchmarks for the development of the Stadium, the 49ers Stadium Company submitted the applications for the necessary entitlements for the Stadium including a Planned Development Rezoning for the development of the Stadium, which applications were signed by the City of Santa Clara as the property owner. Although the 49er Stadium Company initiated the process as the applicant for the entitlements, for purposes of these Conditions of Approval, references to the applicant shall mean the parties responsible for the construction and operation of the Stadium, which is expected to include the Stadium Authority, once formed. It is expected that the Stadium Authority will construct and operate the Stadium and thus will be responsible for many of the obligations set forth in the Conditions of Approval as further described in the DDA and the Stadium Lease.

Engineering Conditions of Approval

E1. If relocation of an existing public facility (which does not include any investor owned utilities) becomes necessary due to a conflict with the applicant's new improvements, then the cost of said relocation shall be borne by the applicant. However, the applicant shall not be responsible for any costs associated with relocating the electrical substation equipment located on the Tasman Substation site to the Silicon Valley Power Northern Receiving Station and installation of associated electrical distribution equipment.

E2. The applicant shall obtain site clearance through the Engineering Department prior to issuance of building permits to the satisfaction of the Director of Public Works. Site clearance will require payment by the applicant of applicable permit processing and inspection fees legally required for a public building. Other requirements may be identified for compliance during the site clearance process.

E3. All work within the public right-of-way and/or public easement, which is to be performed by the applicant, the developer, the general contractor, and all subcontractors shall be included within one or more Encroachment Permit(s) issued by the Engineering Department. Issuance of the Encroachment Permit and payment of all appropriate fees shall be completed prior to commencement of work, and all work under the permit shall be completed prior to issuance of certificate of final occupancy to the satisfaction of the Director of Public Works.

E4. The applicant shall construct driveways in the public right-of-way to City commercial type standards, to the satisfaction of the Director of Public Works, prior to the issuance of the certificate of final occupancy. Any proposed non-standard driveway will require approval by the Director of Public Works and the developer's execution of an agreement to maintain the driveway.

E5. Visual obstructions over three feet in height are not permitted within the driver's sight triangle near driveways and corners in order to allow an unobstructed view of oncoming traffic.

E6. Unused driveways in the public right-of-way shall be replaced by the applicant with City standard curb, gutter, and sidewalk to the satisfaction of the Director of Public Works, prior to issuance of certificate of final occupancy.

E7. Damaged curb, gutter, and sidewalk within the public right-of-way along property's frontage shall be repaired or replaced by the applicant (to the nearest score mark) in a manner acceptable to the Director of Public Works, prior to issuance of certificate of final occupancy. The extents of said repair or replacement within the property frontage shall be at the discretion of the City Engineer or his designee.

E8. The applicant shall provide a complete storm drain study for the 10-year and 100-year storm events prior to grading permit issuance, to the satisfaction of the Director of Public Works. The grading plans shall include the overland release for the 100-year storm event and any localized flooding areas. System improvements, if needed, will be at applicant's expense.

E9. The sanitary sewer (SS) discharge information (i.e., building use and square footage, and average and peak sanitary sewer flows) submitted by the applicant was added to

the City's Sanitary Sewer Hydraulic Model (SSHM). The SSHM output indicates that there is enough SS conveyance capacity in the modeled SS trunk system to accommodate the proposed development. The SSHM output may change based on pending development applications and future projects. The SSHM output does not guarantee or in any way reserve or hold SS conveyance capacity until applicant has Final Approval for the project. For purposes of this condition, "Final Approval" shall mean the final vote of the City Council necessary for the rezoning, architectural design, and tentative subdivision map to be approved, unless a legal challenge is brought to the Council decisions, in which case the Final Approval shall mean the final disposition of the legal challenge.

E10. Prior to issuance of any building permits associated with the development of the Planned Development Site, the applicant shall field monitor any existing sanitary sewer mains serving the Planned Development Site not included in the Sanitary Sewer Hydraulic Model in order to determine if there is enough conveyance capacity in the sanitary sewer system to accommodate the proposed Project. If there is not enough conveyance capacity in the sanitary sewer system, the applicant shall upgrade the impacted portion of the sanitary sewer system to the satisfaction of the Director of Public Works prior to issuance of the certificate of final occupancy. Required sanitary sewer upgrades, will be at applicant's expense. The Sanitary Sewer Flow Monitoring output may change based on pending development applications and future projects. The Sanitary Sewer Flow Monitoring output does not guarantee or in any way reserves or holds sewer capacity until applicant has Final Approval for the project. For the purposes of this condition, "Final Approval" shall mean the final vote of the City Council necessary for the rezoning, architectural design, and tentative subdivision map to be approved, unless a legal challenge is brought to the Council decisions, in which case the Final Approval shall mean the final disposition of the legal challenge.

E11. The applicant shall file a Final Subdivision Map to be recorded with the County of Santa Clara in order to create the legal parcels for proposed development prior to issuance of certificate of final occupancy. Final map shall be substantially in conformance with the Tentative Subdivision Map to the satisfaction of the Director of Public Works.

E12. The applicant shall complete the relocation of utilities and provide access to all parcels, prior to the effective date of the resolution ordering vacation of existing easements and Centennial Boulevard street right-of-way, to the satisfaction of the Director of Public Works. Issuance of an encroachment permit(s) shall authorize the applicant to perform work within the public right-of-way prior to the abandonment of Centennial Boulevard.

E13. The applicant shall obtain permit approval from the Santa Clara Valley Water District prior to commencement of any work within the jurisdiction of the Santa Clara Valley Water District.

E14. In general, sanitary sewer (SS) and storm drain (SD) main lines should be designed such that all other parallel facilities have at least an eight-foot (8') clear distance of separation, unless otherwise allowed by the Director of Public Works. SS and SD pipelines that have large diameters or are deeper in elevation may require greater separation from other facilities. Other facilities may have minimum prescriptive clearances that are greater than these minimums. All facilities shall be shown on building permit plans, and constructed in compliance with the approved plans, to the satisfaction of the Director of Public Works.

E15. Traffic signal controller cabinets, surveillance cameras, traffic signal fiberoptic interconnection conduits and cables, and associated communications upgrades (or alternate communication technology proposed by the applicant if satisfactory to the Director of Public Works) shall be installed at specific intersections as defined in, and in order to facilitate the implementation of the Transportation Management and Operations Plan (TMOP), prior to the first event necessitating such improvements as determined by the TMOP. Specific intersections (which shall not include any intersections outside the area bounded by California State Route 237 to the north, United States Highway 101 to the south, Calabazas Creek to the west and the Guadalupe River to the east) will be identified in the TMOP. In addition, prior to the first event at the Stadium, a Traffic Management Center shall be constructed in the stadium and connected with City Hall Traffic Management Center, to the satisfaction of the Director of Public Works.

E16. Prior to any events at the stadium, the applicant shall contract with a Traffic Engineering Consulting firm to develop and implement traffic signal coordination plans to accommodate before and after event traffic, and the applicant shall pay all costs associated with development and implementation of the plans, to the satisfaction of the Director of Public Works. The scope of work for the Traffic Engineering Consulting firm shall be subject to the approval of the Director of Public Works and the Transportation Management and Operations Plan (TMOP) working group.

E17. The applicant shall comply with all mitigation measures and improvements identified in the Mitigation Monitoring or Reporting Program, and Transportation Management and Operations Plan (TMOP) to the satisfaction of the Director of Public Works and the Director of Planning and Inspection.

E18. If required by the Transportation Management and Operations Plan (TMOP), the applicant shall utilize Changeable Message Signs/Informational Signs identified in the TMOP.

E19. Prior to the abandonment of Centennial Boulevard, the applicant shall deposit funds to the City sufficient to design and reconstruct the traffic signal at Tasman Drive/Centennial Boulevard to the satisfaction of the Director of Public Works, in order to accommodate the new alignment. As a part of this task, the applicant shall identify curb radius for southwest and southeast corners of Tasman/Centennial (should match existing) to the satisfaction of the Director of Public Works.

E20. Prior to issuance of certificate of final occupancy, if there are any corners at Tasman Drive/Centennial Boulevard that have curb ramps that are not compliant with current American with Disability Act (ADA) standards, the applicant shall reconstruct those curb ramps in a manner that is compliant with ADA requirements, to the satisfaction of the Director of Public Works.

E21. For events exceeding 25,000 attendees, the applicant shall provide a bicycle valet service that includes a dedicated, bicycle storage area with valet service for visitors, to the satisfaction of the Director of Public Works. Initially, the bicycle storage area shall provide enough space to house a minimum of 750 bicycles. The size of the bicycle valet area shall be adjusted, based upon demand, up to a maximum capacity of 1,250 bicycles.

E22. The applicant shall provide 50 Class I bicycle lockers and 30 Class II bicycle racks, consistent with Valley Transportation Authority (VTA) technical guidelines prior to issuance of the certificate of final occupancy, to the satisfaction of the Director of Public Works. A minimum of ten bicycle lockers shall be provided for employees. The remaining bicycle lockers shall be E-lockers, consistent with VTA requirements.

E23. The applicant shall design and install reconfigured driveways on Tasman Boulevard in front of the Stadium to be one-way (right turn in on western most and right turn out on eastern most) to the satisfaction of the Director of Public Works.

E24. The applicant shall design and install sidewalk completely around the new southern end of Centennial Boulevard south of Tasman Drive to the satisfaction of the Director of Public Works.

E25. The applicant shall provide street lighting along Centennial Drive from Tasman Drive Boulevard south onto the project site, and along pedestrian pathways on the project site per City standards. The applicant shall coordinate with Silicon Valley Power (SVP) on design of the lighting. All lighting shall be installed and operational prior to the first event at the Stadium, and installed to the satisfaction of the Director of Public Works and the Director of Electric Utility

Fire Conditions of Approval

Fire Department Emergency Access and Communications:

F1. The applicant shall submit a plan to the Fire Department for approval that designates the following, to the satisfaction of the Fire Chief, prior to building permit issuance for the super structure:

1. Fire apparatus access road around stadium which complies with the following:
   a) Minimum 20" width.
   b) Minimum 13'6" vertical clearance.
   c) Minimum turning 36-foot inside turning radius.
   d) Engineered to support 70,000 pounds.
2. Fire Apparatus staging area in the vicinity of the service entrance.
3. Staging areas for ambulances for game days.
4. Dead-end fire apparatus access roads that exceed 150-feet in length shall be provided with a 75-foot diameter vehicle turnaround or an approved hammerhead turnaround (incorporating the minimum 36-foot inside turning radius).
5. Adjacent private emergency access roads from lands adjoining a property required to have access shall not be considered unless such access is designated as a "shared Emergency Access Easement" (E.A.E.).

F2. The applicant shall provide fire apparatus access roads (public/private), to the satisfaction of the Fire Chief, which shall be established and maintained to within 150 feet of all exterior walls of any building prior to issuance of building permits for the construction of the super structure.

F3. The applicant shall provide emergency communication systems where adequate interior emergency radio communication is not possible. Emergency radio coverage acceptable

to the fire code official shall also be installed (SCMFEC 511.1). Communication systems shall be provided to the satisfaction of the Fire Chief prior to the first event at the stadium.

Elevators:

F4. The applicant shall submit building plans to be approved by the Fire Chief, prior to construction of the super structure, illustrating that buildings and structures with one or more passenger service elevators shall be provided with not less than one medical emergency service to all landings as follows (2007 CBC 3002.4a):

1. The elevator car shall be of such a size and arrangement to accommodate a 24-inch by 84-inch ambulance gurney or stretcher in the open horizontal position. The hoistway landing openings shall be provided with power-operated doors.
2. A minimum clear distance between walls or between walls and door excluding return panels not less than 80 inches by 54 inches, and minimum distance from wall to return panel not less than 51 inches with a 42 inch side slide door.
3. Shall be equipped with a key switch to recall the elevator non-stop to the main floor.
4. Medical emergency elevators shall be identified by the international symbol (Star of Life) for emergency medical services. The symbol shall not be less than 3 inches in size, permanently attached to each side of the hoistway doorframe on the portion of the frame at right angles to the hallway or landing area. Each symbol shall not be less than 78 inches and not more than 84 inches above the floor at the threshold.

Water Supply:

F5. If underground fire service mains are required, the applicant shall submit separate plans, permit processing and inspection fees legally required for a public building, and fire flow calculations to the Fire Department for separate review and permit prior to building permit issuance for the super structure. Plans shall be to the satisfaction of the Fire Chief. Each parcel or building may require separate fire service. (NOTE: Stamped and wet signed civil drawings shall be submitted in conjunction with shop quality drawings by the installing "A" or "C-16" licensed contractor).

F6. If the development provides any combination of six (6) or more fire hydrants, fire sprinkler or standpipe services, it shall not be served by a dead end water main, but rather served by a looped service with two separate feeds containing fire department connections (FDCs), post indicator valves (PIVs) and private fire hydrants. The FDC and PIV shall be located on the street fronting each building. The FDC shall not supplement/charge/pressurize the private fire service main, but only the building's sprinkler/standpipe/wharf hydrant system it serves. The FDC shall be located within 50 feet of a fire hydrant, plus on the same side of the road as the fire hydrant(s). If the project is subject to these requirements, the applicant shall submit plans illustrating compliance with stated requirements, to the satisfaction of the Fire Chief, prior to issuance of building permits for the super structure.

F7. In private underground piping systems, any dead end pipe, which supplies both sprinkler and hydrants, shall be not less than eight (8) inches in diameter.

Required Fire Protection Systems and Equipment:

F8. The applicant shall provide an automatic fire sprinkler system in accordance with the Fire Code, to the satisfaction of the Fire Chief, prior to issuance of the certificate of occupancy.

F9. A standpipe system shall be provided in accordance with the Fire Code, to the satisfaction of the Fire Chief, prior to issuance of the certificate of occupancy.

F10. An automatic fire pump shall be provided in accordance with the Fire Code, to the satisfaction of the Fire Chief, prior to issuance of the certificate of occupancy.

Fire Safety During Construction:

F11. At the time of building permit application for the super structure, the applicant shall submit a construction "Fire Safety Plan" to the Fire Department for review and approval prior to the first event at the stadium. The "Fire Safety Plan" shall address fire protection (i.e., access roads, water mains, on-site fire hydrants, fire extinguishers and standpipes) be installed and made serviceable prior to the time of construction. Include in the safety plan the location of fire extinguishers, fire hydrants (public and private), storage of combustible construction materials, propane tanks, and "NO SMOKING" signs. Plus the Safety plan shall address the how the following items will be used: temporary heating devices, temporary electrical wiring, cutting/welding and other open-flame devices. See "Standards for Construction site fire Safety" handout or website at www.unidocs.org/fire

Fire Department (Required on plans/ drawings at the time of application)

F12. At the time of Building Permit application for the super structure, the applicant shall submit Civil Drawings that denote existing and proposed locations of fire hydrants, underground sectional valves, fire department connections and post indicator valves for fire department review and approval, to the satisfaction of the Fire Chief.

F13. Prior to combustible materials being brought onto the site, the applicant shall construct the approved fire apparatus access roads. These roads shall be built to the satisfaction of the Fire Chief, and shall be capable of supporting the imposed fire apparatus load (70,000 lbs.) and have a Fire Department approved all-weather driving surface.

F14. At no time shall the applicant allow construction materials to obstruct access roads, access to buildings, hydrants or fire appliances.

F15. The applicant shall not commence any construction that involves combustible materials in excess of 100 feet from the street until emergency access roads; underground fire service lines and permanent on-site hydrants are in service and have been tested, flushed and approved by the Fire Department to the satisfaction of the Fire Chief.

F16. During construction of a building and until permanent fire-extinguishers have been installed, portable fire extinguishers are required within 50 feet travel distance to any part of the building in accordance with California Fire Code and the Santa Clara Municipal Fire and Environmental Code, to the satisfaction of the Fire Chief.

F17. General Permit Storm Water Discharges Associated with Construction Activity-Water Quality through the State (order 99-08-DWQ) shall be adhered to regarding non-point source issues on construction sites. (i.e., prevention of paints, debris, etc. from going down storm drains). The Permit is issued by the State Water Resources Control Board. Information regarding the permit can be found at www.waterboards.ca.gov/stormwtr/index.html.

F18. if the applicant utilizes Internal-combustion-powered construction equipment it shall be used as follows; (a) Equipment shall not be refueled while in operation, (b) Exhausts shall be piped to the outside of the building, or the applicant will be subject to administrative code enforcement.

High-Rise Requirements:

F19. The applicant shall provide an on-site secondary water supply equal to the hydraulically calculated sprinkler demand, including the hose stream requirement, for high-rise portions, and the supply shall have duration of not less than 30 minutes in accordance with NFPA 13. The on-site secondary water supply shall meet the satisfaction of the Fire Chief

F20. The applicant shall provide a smoke control system, in accordance with the Fire Code and to the satisfaction of the Fire Chief, prior to issuance of the certificate of occupancy.

F21. The applicant shall provide an emergency voice/alarm communication system to the satisfaction of the Fire Chief, prior to the issuance of the certificate of occupancy.

F22. The applicant shall provide a two-way fire department communications system for fire department use, to the satisfaction of the Fire Chief, prior to the issuance of the certificate of occupancy.

F23. The applicant shall provide a fire command center, to the satisfaction of the Fire Chief, prior to the issuance of the certificate of occupancy.

F24. The applicant shall provide a standby power system for standby power loads (elevators, power and lighting fire the fire command center, and ventilation and automatic fire detection equipment for smoke proof enclosures) to the satisfaction of the Fire Chief, prior to the issuance of the certificate of occupancy. Note: If the standby system is a generator set inside a building, the system shall be located in a separate room enclosed with 2-hour fire barriers or horizontal assemblies, or both. System supervision with manual start and transfer features shall be provided at the fire command center.

F25. The applicant shall provide an Emergency power system to the satisfaction of the Fire Chief, prior to the issuance of the certificate of occupancy (exit signs and means of egress illumination, elevator car lighting, emergency voice/alarm communications systems, automatic fire detection systems, fire alarm systems, and fire pumps).

F26. Stairway doors other than the exit discharge doors shall be permitted to be locked from the stairway side. Stairway doors that are locked from the stairway side shall be capable of being unlocked simultaneously without unlatching upon a signal from the fire command center. Upon failure of electrical power to the locking mechanism the door shall unlock.

F27. The applicant shall provide a telephone or other two-way communications system connected to an approved constantly attended station at not less than every fifth floor in each required stairway where the doors to the stairway are locked. The system shall meet the satisfaction of the Fire Chief and be installed prior to the issuance of the certificate of occupancy.

F28. The applicant shall provide the high-rise building with a passive or active smoke control system or combination thereof in accordance with the California Fire Code and to the satisfaction of the Fire Chief. The system shall be installed prior to the issuance of the certificate of occupancy.

F29. The applicant shall provide project plans that illustrate that every exit enclosure in the high-rise building will be maintained to ensure to a reasonable degree that the system is capable of controlling smoke for the required duration (2007 CFC, 907.20). The exit enclosures shall be constructed to the satisfaction of the Fire Chief prior to the issuance of the certificate of occupancy.

Medical Stations:

F30. The applicant shall provide three medical stations within the stadium, which shall be constructed to the satisfaction of the Fire Chief, prior to the issuance of the certificate of occupancy. The submitted plans for the Fire Department's approval shall include a minimum of 3 medical stations, and more specifically:

1. The location of the medical stations.
2. The floor plan of each station including the beds, work spaces and storage.

Emergency Command Center:

F31. The applicant shall provide an Emergency Command Center to the satisfaction of the Fire Chief, prior to the issuance of the certificate of occupancy. The applicant submitted plans for the Emergency Command Center shall include:

1. The location of the Emergency Command Center.
2. The floor plan including the work stations, equipment required by Fire Code, command table and storage.

F32. The Emergency Command Center can function as the fire command center required as part of the high-rise conditions as long as the conditions listed in Section 509 of the Fire Code are satisfied.

Automatic Emergency Defibrillators:

F33. The applicant should strategically place automatic emergency defibrillators throughout the stadium facility in order to ensure effective access and use by trained personnel. The Fire Chief can assist in preferred placement locations if these devices are included in the project plans.

Parks and Recreation Conditions of Approval

PR1. Prior to the abandonment of Centennial Boulevard south of Tasman Drive, the applicant shall record a final subdivision map with the Santa Clara County Clerk-Recorder that provides access and utility easements to the Youth Soccer Park Facility to the satisfaction of the Director of Public Works.

PR2. The applicant shall submit plans for review by the Director of Parks and Recreation, and final approval by the Director of Planning and Inspection regarding the relocation of the Youth Soccer Park entry gate, signage, fencing, utility boxes and drainage prior to reconstruction. The reconstruction design shall address and include all elements of the existing facility to be altered with the planned redesign of the facility and reduction in the number of existing parking spaces.

PR3. Prior to commencement of any work on the Planned Development Project Site that inhibits access to any parcel on the Overall Project Site, the applicant shall develop and submit a site Construction Management Plan to the satisfaction of the Director of Planning and Inspection that includes information regarding Youth Soccer Park security during construction, continuous access to the facility during construction, continuous utility service during construction, and public outreach.

PR4. The applicant shall provide the Director of Planning and Inspection with a Stadium construction schedule prior to commencement of any work on the Planned Development Project Site. The applicant shall notify the Director of Planning and Inspection of any changes to the Stadium construction schedule that would impact the Youth Soccer Park Facility no less than 72 hours in advance of any work subject to grading and/or building permits, in order to minimize impacts to the regular season use of the Youth Soccer Park, and to mitigate dust and related impacts associated with the Youth Soccer Park entrance reconstruction.

PR5. If deemed necessary by the Director of Planning and Inspection, the applicant shall install fencing fabric along the existing Centennial Drive Youth Soccer Park fence to mitigate blowing dust onto the Youth Soccer Park fields within three days of the Director's request.

PR6. The applicant or their representative shall monitor and mitigate construction effects on the Youth Soccer Park fields to the satisfaction of the Director of Planning and Inspection. If there is blown dust, debris or other impacts to the Youth Soccer Park soccer fields during construction, construction contractor shall clean the fields by providing/paying for cleaning equipment and staff with experience in removal of dust and debris from the Youth Soccer Park synthetic turf and grass fields to return them to playable condition within 24 hours of the impact, to the satisfaction of the Director of Planning and Inspection.

PR7. The applicant shall provide temporary directional signs to the satisfaction of the Director of Planning and Inspection, to direct Youth Soccer Park staff and users to the accessible entrance during project construction. Signage shall be posted on Tasman in both directions, in front of David's Banquet Facility and at the end of Stars & Stripes prior to any work requiring grading and/or building permit approvals.

PR8. If deemed necessary by the Director of Parks and Recreation, the applicant shall install new signs addressing parking and parking restrictions on the new Youth Soccer Park entrance gates at the southern terminus of Centennial Boulevard and on the eastern entrance to the Youth Soccer Park prior to the first event at the Stadium.

Planning and Inspection Conditions of Approval

P1. Prior to the issuance of the certificate of final occupancy, the applicant shall demonstrate to the satisfaction of the City Building Official that the site is independently served by all required facilities and utilities.

P2. The applicant shall grade and develop the site so that site drainage will comply with the Building Code and the State Storm Management (C.3) requirements, to the satisfaction of the City Building Official. Compliance with Building Code and C.3 requirements

pertaining to site drainage shall be verified by the City Building Official prior to issuance of the certificate of final occupancy.

P3. Project building permit plan set submittals shall meet all site accessibilities (accessible path(s) from public transportation point(s)) to all accessible entrances and exits prior to issuance of building permits, to the satisfaction of the City Building Official.

P4. Project building permit plan set submittals shall meet building/facility accessibilities (provide handicap accessible access to all levels and to exit discharge as required, required number and arrangement of accessible seats, accessible toilet facilities and drinking fountains, etc.) prior to issuance of building permits, to the satisfaction of the City Building Official.

P5. The applicant shall propose site addressing (street number and street name), which shall be approved by the City Building Official, prior to issuance of the certificate of final occupancy.

P6. Project building permit plan set submittals shall include a Building Code Analysis that addresses the following items, to the satisfaction of the Building Official, prior to issuance of building permits:

a. Required Building Type of Construction
b. Required separation from property lines and from adjacent buildings
c. Allowable building area
d. Fire protection of exterior walls and openings
e. Exiting requirements including accessible means of egress
f. Emergency power for exit illumination
g. Required safe exit discharge (for quick and safe dispersal)

P7. The applicant, in conjunction with the working group responsible for oversight and implementation of the Transportation Management and Operations Plan (TMOP), shall comply with all provisions of the TMOP, to the satisfaction of the Director of Planning and Inspection and the Director of Public Works, prior to the first event at the stadium. The TMOP shall be reviewed annually and updated as necessary, to the satisfaction of the Director of Planning and Inspection.

P8. The applicant shall employ green building standards and materials in the site design and construction of the stadium project designed to meet United States Green Building Council Leadership in Energy and Environmental Design (LEED) certified standards, or equivalent, for new construction. Applicant shall provide the Director of Planning and Inspection with proof of LEED certification, or equivalent, within one year of the issuance of the certificate of final occupancy.

P9. The applicant shall provide certification from the project engineer that the drainage design for the subject property will prevent flood water intrusion in the event of a storm of 100-year return period. The applicant's engineer shall verify to the satisfaction of the City Building Official that the site will be protected from off-site water intrusion by designing the on-site grading and storm water collection system using the 100-year hydraulic grade line elevation provided by the City's Engineering Department or the Federal Flood Insurance Rate Map, whichever is more restrictive. Such certification shall be submitted to the City Building Official prior to issuance of building permits.

P10. The applicant shall submit a truck hauling route and schedule for demolition, soil, debris and material removal, and construction to the Director of Planning and Inspection for review and approval prior to the issuance of demolition and building permits.

P11. Construction activities shall be limited as follows:

a. No person shall engage or authorize others to engage in construction of any building or related road or walkway, pool or landscape improvement, or in construction operations related thereto, including delivery of construction materials, supplies, or improvements on or to the Planned Development Project Site if the site is within three hundred (300) feet of any residentially zoned property except within the hours of 7:00 A.M. to 6:00 P.M. following on weekdays other than holidays, Monday through Friday, inclusive; and within the hours of 9:00 A.M. to 6:00 P.M. following, inclusive, on any Saturday which is not a holiday.

b. Pile driving shall be prohibited on weekends and holidays.

P12. The applicant shall comply with the Mitigation Monitoring or Reporting Program for the 49ers Stadium project that was certified by the City Council on December 8, 2009, as amended by the City Council from time to time.

P13. The applicant shall provide more detailed stormwater design information for City review and approval prior to the issuance of with the Building Permits for site grading, Generally, the information shall be consistent with the mitigation measures identified in the EIR, to the satisfaction of the Director of Planning and Inspection.

P14. The applicant shall include pollutant source control measures, such as application of "No Dumping" labels on storm drain inlets and regular parking lot sweeping and trash removal. The applicant shall not utilize pesticides in the bioretention areas, and shall minimize pesticide use in the other landscaped areas. These measures shall be detailed in the Stormwater Management Plan, which is a required component of the Stormwater Operations and Maintenance Agreement that shall be prepared to the satisfaction of the Director of Streets and Automotive Services, prior to the issuance of the certificate of final occupancy.

P15. The applicant shall exhibit compliance with the Water Efficient Landscape Ordinance (WELO), to the satisfaction of the Director of Planning and Inspection, prior to the issuance of the certificate of final occupancy.

P16. The applicant shall submit plans for the piles clearly illustrating whether the proposed piles will cross property lines. The piles utilized to construct the superstructure shall not cross property boundaries, unless the applicant secures approval of an encroachment permit, or records an easement, prior to the issuance of building permits, to the satisfaction of the Director of Public Works.

P17. The applicant shall prepare a Construction Management Plan, to the satisfaction of the Director of Planning and Inspection, prior to issuance of any building permits for the project. The Construction Management Plan shall include, but not be limited to:

1. Public notices and community relations;
2. Project scheduling, site access and sequencing;
3. Safety program;
4. Construction administration; and

5. Environmental Compliance

P18. The applicant is permitted to serve beer, wine and spirits within the facility with an approved Alcoholic Beverage Control (ABC) license(s). Individual retail spaces within the facility may be required to obtain separate ABC licenses, and the applicant shall contact ABC to verify the required permitting process. The applicant shall not serve alcoholic beverages at the facility without required ABC approval(s).

P19. The applicant shall prepare, and submit to the Director of Planning and Inspection for approval, an Annual Events Program, as described below; provided, however, that if the Annual Events Program or any amendment thereto, would provide for a total of more than 22 days on which Non-NFL events would be held with anticipated attendance of more than 25,000, the Annual Events Program (or amendment thereto) shall be subject to approval of the City Manager. The Annual Events Program shall include a calendar that will identify and describe anticipated events at the stadium, including both projected NFL Events and non-NFL Events, the anticipated number of such events, event type, size of event (number of tickets to be sold/participant counts), day(s), time and duration of the event, parking availability, including locations of available parking and evidence of Off-Site Parking Permits, if applicable, and any special considerations related to the event. The Annual Event Program shall identify the projected dates for NFL Events including NFL Games but actual dates for NFL Games shall not be required to be submitted to the City until the NFL schedule is completed each year. Within ten (10) days of receipt of the NFL schedule, the Applicant shall provide the Director of Planning and Inspection with the NFL Game schedule, which is subject to later adjustment, as required by the NFL. The Director of Planning and Inspection's approval of the Annual Events Program shall be limited to approval of the Non-NFL Events Schedule. An amendment of the Annual Events Program may be necessary for significant new non-NFL events or significant changes in the number and size of smaller non-NFL events proposed subsequent to the regular adoption of the Annual Events Program. The applicant shall reimburse the City for reasonable costs associated with review and implementation of the Annual Events Program, including, but not limited to, City/public administrative costs related to ongoing updates and actions of the Transportation Management and Operations Plan, Public Safety Plan, and monitoring of operations and maintenance of off-site parking areas made available for Stadium events. Annual administrative costs related to the Program may be shared proportionally among the events sponsored at the stadium. All costs associated with the program shall be paid annually, to the satisfaction of the Director of Finance. In addition, the applicant shall enter into an agreement with the City for the reimbursement of reasonable public safety costs incurred in connection with the Annual Events Program.

P20. As further specified below, the applicant shall annually prepare, and submit to the Director of Planning and Inspection for approval, parking plans that include implementation programs for event parking for NFL games and other events at the Stadium. Parking may be provided through a combination of on-site, public off-site locations and/or private off-site locations, and shall include accessible parking meeting the requirements, including path of travel requirements, of Title 24 of the California Code of Regulations and the Americans with Disability Act (ADA). Off-site parking on non City-owned properties will require the approval of a City Off-Site Parking Permit in accordance with Chapter 18.86 of the Santa Clara City Code. Parking requirements are as follows:

1. **NFL Events:** The applicant shall prepare and submit to the Director of Planning and Inspection an annual NFL Parking Plan, consistent with the requirements of the Transportation Management and Operations Plan (TMOP), which shall include an implementation program for providing parking for the proposed NFL games scheduled (or that could be scheduled) for the NFL season covered by the plan. It is anticipated that the NFL Parking Plan will provide for approximately 19,000 attendee parking stalls and 1,740 employee parking stalls for each NFL game, and that attendee spaces will generally be located within a 20 minute walk of the Stadium. If the anticipated parking as described above would not be provided for all NFL games, the NFL Parking Plan shall include enhancements of the TMOP designed to provide alternative transportation options or enhanced transit services to accommodate the projected attendance at such NFL games. Such enhancements may include, but are not limited to, provision of parking at more distant locations, shuttle service, increased charter bus service, increased transit access, or subsidy or other support to enhance transit use at such NFL games. The NFL Parking Plan shall be subject to the approval of the Director of Planning and Inspection, and shall be approved if the anticipated parking described above would be provided or if the NFL Parking Plan and TMOP will otherwise provide parking and transportation options adequate to accommodate the projected attendance at NFL games. If the Director of Planning and Inspection determines that the anticipated parking as described above will not be available for NFL games on weekends and that the implementation of the NFL Parking Plan and TMOP will not sufficiently accommodate the projected attendance at such NFL games, the Director of Planning and Inspection shall provide specific feasible remedial actions required to be undertaken by the applicant to amend the NFL Parking Plan to accommodate the projected attendance, but the Director of Planning and Inspection shall not have the authority to limit NFL games at the Stadium on Saturdays or Sundays.. If the Director of Planning and Inspection determines that the anticipated parking as described above will not be available for NFL games on weeknights and that implementation of the NFL Parking Plan and TMOP will not sufficiently accommodate the projected attendance at such NFL games, the applicant shall inform the NFL that it shall forego weeknight NFL home games on the schedule for that season.

2. **Non-NFL Events**: In conjunction with the Annual Events Program, the applicant shall prepare and submit to the Director of Planning and Inspection an annual Non-NFL Event Parking Plan, which shall include an implementation program for providing parking for the Non-NFL Events proposed in the Annual Events Program consistent with the requirements of the Transportation Management and Operations Plan (TMOP). The parking requirement for non-NFL events shall be based on the expected attendance at each such event, and shall initially be calculated using a ratio of 3.61 expected attendees per vehicle (which is equivalent to the ratio resulting from 19,000 parking spaces required for a capacity NFL event with 68,500 patrons, and takes into account that some attendees will use other modes of transportation), although smaller events may have lesser or greater parking requirements in terms of seating ratios or occupancy demands, depending upon the nature and size of the event. The specific parking requirements may be adjusted from time to time as set forth in the TMOP. The Non-NFL Event Parking Plan shall be subject to the approval of the Director of Planning and Inspection.

P21. Stadium field lighting system shall incorporate reflector controls to control spill light and glare to avoid or minimize impacts upon nearby residential properties (east and south), as described in the project EIR.

P22. Use of the outdoor areas of the stadium (field and grounds) for events shall be limited to the following days/hours, unless otherwise allowed through a distinct event approval by the City:

a. Outdoor events and activities shall be consistent with the annual event calendar approved by the Stadium Authority.
b. NFL games shall be scheduled to commence no later than 8:00 PM.
    1. Stadium event field lighting (not including emergency lighting, normal operations lighting, or lighting necessary for post-game cleanup and maintenance) shall be doused not later than one hour following the conclusion of a night game or event.
    2. Speaker sound system shall be operated not more than one hour following the conclusion of an NFL night game.
c. Night outdoor non-NFL events shall be scheduled to end not later than 10:00 PM Sunday through Thursday and 11:00 PM Friday and Saturday, unless otherwise approved by the City Manager or their designee.
    1. Stadium event field lighting (not including emergency lighting, normal operations lighting, or lighting necessary for post-event cleanup, maintenance, or equipment load-out) shall be doused not later than one hour following the conclusion of the event.
    2. Speaker sound system shall be operated not more than one-half hour following conclusion of a non-NFL event.

Stadium light maintenance (independent of a specific stadium event) that requires that the lighting be brought up to more than 25 percent of power shall not last more than 2 hours past sunset, or in any case later than 10:00 PM, and generally should not occur more than twice per month. This restriction does not apply to pre-event and post-event maintenance or testing, such as lighting tests for television camera operations prior to an NFL game.

P23. In order to control noise, the stadium loudspeaker systems (permanent and temporary) shall be oriented in a manner consistent with Community Noise Analysis prepared by WJHW, dated May 27, 2010 for the proposed 49ers Stadium, in order to control noise impacts to adjacent residential neighborhoods. In accordance with Section 9.10.070(c) of the Santa Clara City Code, and the recommendations of this noise analysis, sound system levels shall be limited to 100 dBA for NFL games and other uses of the permanent speaker system, and not more than 105 dBA for temporary concert speaker systems as presented in the analysis.

P24. The applicant shall obtain Valley Transportation Authority (VTA) approval to implement mid-block pedestrian crossing of the Light Rail tracks at vicinity of N/W stadium gate (west of Centennial Boulevard), prior to the construction of any such crossing. Use of crossing shall be limited to time and manner as permitted by Transportation Management and Operations Plan (TMOP).

P25. The applicant shall obtain City approvals/permits for redesign and restripe of Valley Transportation Authority (VTA) parking lot east of Training Facility. Applicant shall coordinate with and provide VTA with a City-approved schedule of work in and around

this lot prior to commencement of work.

P26. The applicant, in concert with the City, shall negotiate any necessary changes and execute any these changes to the Valley Transportation Authority (VTA) Cooperative Agreement for Construction and Maintenance of the Great America Rail Station Improvements – Stars and Stripes Drive Extension Parking lot, prior to commencement of work, and/or use of the parking lot.

P27. The applicant shall obtain license of entry for City properties (stadium site, Stars and Stripes, Youth Soccer Park Facility, chip-seal lot) and permits, as required, prior to any work to the satisfaction of the City Manager.

P28. The applicant shall be responsible for policing litter and trash within 100 yards of event site and its related parking and transit access areas, and other areas determined by the City to need cleanup as a result of a given event, to be completed within 24 hours of any such event, to the satisfaction of the Director of Planning and Inspection.

P29. Prior to erection of any signage, the applicant shall obtain a Master Sign Program Permit (comprehensive sign program), to the satisfaction of the Director of Planning and Inspection. Exterior Stadium signage shall not exceed a maximum of 111,312 square feet.

P30. If the applicant utilizes portable restrooms on the exterior of the stadium for events, they shall be placed no earlier than 24 hours before the event and they shall be removed within 24 hours of the completion of the event, to the satisfaction of the Director of Planning and Inspection.

P31. The applicant shall limit weekday evening NFL games to not more than four per calendar year, to the satisfaction of the Director of Planning and Inspection.

P32. The applicant shall be responsible for maintenance of landscaping in the following areas:

- Creek levees on the east side of San Tomas Aquino Creek from Tasman Drive south to the southerly boundary of the Planned Development Project Site;
- The westerly frontage of the Youth Soccer facility that is open and accessible to the Centennial Driveway; and
- Planting areas within the southerly parking lot(s) south of the stadium.

P33. The following recommended Airport Land Use Commission conditions shall apply:

a. In accordance with ALUC Land Use Policy G-7, all proposed lighting shall be downward shrouded to avoid adverse light and glare impacts for aircraft landing and taking off at San Jose International Airport. The lighting shall be arrayed in such a manner that it cannot be mistaken for airport approach or runway lights by pilots.

b. Should the design of the lighting towers change, the following condition shall apply: All proposed stadium lighting towers shall conform to the Federal Aviation Regulations Part 77 Surfaces.

Police Conditions of Approval

PD1. The applicant shall provide an adequate number of antennas/repeaters to ensure radio communications within the Stadium, prior to the first event at the stadium, to the satisfaction of the Chief of Police.

PD2. The applicant shall provide a centralized command post within the Stadium prior to the first event at the stadium, to the satisfaction of the Chief of Police.

PD3. The applicant shall provide a temporary holding/processing facility within the Stadium prior to the first event at the stadium, to the satisfaction of the Chief of Police.

PD4. The applicant shall develop, continuously update as necessary, and fund the implementation of a Public Safety Plan that shall be prepared to the satisfaction of the City Manager, prior to the first event at the stadium. The Public Safety Plan shall describe procedures for traffic management, security and public safety at NFL Games, and other large non-NFL events at the Stadium, which will include police and fire personnel stationed in and around the Stadium, as well as private security.

PD5. The applicant shall facilitate the formation of a multi-jurisdictional Joint Powers Authority (JPA), mutual aid agreement, or similar mechanism prior to the first event at the stadium. The multijurisdictional group shall include representatives from the City of Santa Clara and neighboring jurisdictions' Police and Fire Departments.

PD6. The applicant shall provide a minimum illumination of one-foot candle in parking areas and in all common pedestrian or landscaped areas of the development. The illumination should be deployed in fixtures that are both weather and vandal resistant.

PD7. Address numbers should be a minimum of twelve (12) inches in height for commercial or industrial buildings. The numbers shall be illuminated during hours of darkness, and in a color that is contrasting to the background material. They shall be clearly visible from the street.

PD8. Any required enclosure fencing (trash area, utility equipment, etc.) if not see through, should have a six inches opening along the bottom for clear visibility. Any gates or access doors to these enclosures should be locked.

PD9. Exterior stairs should be open style and well lit.

PD10. Exterior elevators should be see through for maximum visibility. All elevators should be well lit and equipped with a security mirror to provide interior and exterior visibility prior to entry or exit.

PD11. The Stadium should have a comprehensive internal security plan, tailored to the specific use. This should include, but not be limited to, employee security during working hours, after hours security, disaster preparation, etc. For retail uses, especially where cash is on hand, robbery and cash security protocols should be established.

PD12. All entrances to parking areas should be posted with appropriate signage to discourage trespassing, unauthorized parking, etc. (See California Vehicle Code Section 22658(a) for guidance).

PD13. All exterior doors should be adequately illuminated at all hours with their own light source.

PD14. Alleys or driveways to the rear of the Stadium providing pedestrian or vehicle access shall be fenced and locked after hours. A "Knox Box" or similar system should be used for Police and Fire emergency access.

Silicon Valley Power (SVP) Conditions of Approval

EL1. Prior to submitting any project for SVP review, the applicant shall provide a site plan showing all existing utilities, structures, easements and trees. SVP will work with Applicant's Engineers on design of required substructures prior to issuance of Electric Permits.

EL2. Electric Department facilities include electric and fiber optic facilities. The applicant shall provide and install electric facilities per Santa Clara City Code Chapter 17.15.210, Property Developments, Municipal Utilities. Electric substructure facilities shall be installed prior to the installation of SVP conductors, equipment, or meters serving the applicant's facility, to the satisfaction of the Director of Electric Utility (or designated representative).

EL3. The applicant shall install all new electric and fiber optic services underground. Installation of underground facilities shall be in accordance with City of Santa Clara Electric Department Standard UG-1000, latest version, and Santa Clara City Code Chapter 17.15.050. All new and relocated electric service shall be installed prior to the installation of SVP conductors, equipment, or meters serving the applicant's facility, to the satisfaction of the Director of Electric Utility (or designated representative).

EL4. The applicant shall provide a "Load Survey" form showing all current and proposed electric loads, to the satisfaction of the Director of Electric Utility (or designated representative), prior to issuance of electric permit. Preliminary information from Applicant indicates they will require two (2) – 12Kv primary feeders to serve an approximate demand of 9.0MVA.

EL5. The applicant shall own, maintain, and install underground service entrance conduits and conductors shall per City Building Inspection Division Codes. Electric meters and main disconnects shall be installed per Silicon Valley Power Standard MS-G7, Rev. 2, to the satisfaction of the Director of Electric Utility (or designated representative), prior to the installation of SVP conductors, equipment, or meters serving the applicant's facility.

EL6. The applicant shall grant to the City, without cost, all easements and/or right of way necessary for serving the project site and for the installation of utilities (Santa Clara City Code chapter 17.15.110), prior to commencement of any utility work, to the satisfaction of the Director of Public Works.

EL7. The applicant shall install electric meters and services disconnects in a group at one location, outside of the building or in a utility room accessible directly from the outside. A double hasp locking arrangement shall be provided on the main switchboard door(s). Utility room door(s) shall have a double hasp locking arrangement or a lock box shall be provided. Utility room door(s) shall not be alarmed. Work shall be completed prior to the installation of SVP conductors, equipment, or meters serving the applicant's facility, to

the satisfaction of the Director of Electric Utility (or designated representative).

EL8. If the project requires equipment pads, the applicant shall provide an area that is clear of all utilities, trees, walls, and other obstructions. This area includes a 5'-0" area away from the actual equipment pad. The area in front of the equipment may be reduced from a 8'-0" apron to a 3'-0", providing the apron is back of a 5'-0" minimum wide walkway. Equipment pads must be a minimum of 10'-0 from all doors and windows, and shall be located next to a level, drivable area that will support a large crane or truck. All equipment pad locations shall be subject to the approval of the Director of Electric Utility (or designated representative).

EL9. The applicant shall submit a landscape plan illustrating that all trees, existing and proposed, will be a minimum of five (5) feet from any existing or proposed Electric Department facilities. Existing trees in conflict with Electric Department facilities and easements will have to be removed. Trees shall not be planted in Public Utility Easements (PUE) or electric easements. The landscape plan shall be to the satisfaction of the Director of Planning and Inspection, and the Director of Streets and Automotive Department.

EL10. The applicant shall comply with all electric overhead conductor clearances in accordance with CPUC General Order 95 to the satisfaction of the Director of Electric Utility (or designated representative). A minimum of ten (10) feet of radial clearance must be maintained from any and all overhead electrical conductors. All surfaces accessible to vehicular traffic must maintain a minimum distance of thirty (30) feet vertical clearance to any and all overhead conductors.

EL11. Any relocation or rearrangement of existing electric and fiber optic facilities shall be at applicant's expense and shall meet the satisfaction of the Director of Electric Utility (or designated representative). Electric facilities includes, but are not limited to, underground conduits, manholes, splice boxes, cables, poles, conductors, anchors, down guys, fences, gates, equipment, and associated facilities.

EL12. The applicant shall pay Electric Load Increase fees in the amount of $833,400 prior to the installation of SVP conductors, equipment, or meters serving the applicant's facility.

EL13. Prior to the installation of SVP conductors, equipment, or meters, the applicant shall provide SVP, in accordance with current SVP standards and specifications, all trenching, backfill, resurfacing, landscaping, conduit, junction boxes, vaults, street light foundations, equipment pads and subsurface housings required for power distribution, street lighting, and signal communication systems, as required by SVP in the development of frontage and on-site property. Specific details will be provided by SVP to the Applicant in a Developer's Work Package after Applicant submits electric building permit drawings to the Permit Center. The applicant shall further install, own, and maintain, at their cost, the service facilities, consisting of service wires, cables, conductors, and associated equipment necessary to connect a customer to the electrical supply system of and by the City. (Santa Clara City Code chapter 17.15.210 (2)).

EL14. Non-Utility Generator equipment shall not operate in parallel with the electric utility, unless approved and reviewed by the Director Electric Utility (or designated representative). All switching operations shall be "Open-Transition-Mode", unless specifically authorized by SVP Electric Engineering Division. A Generating Facility

Interconnection Application must be submitted with building permit plans. No interconnection of a generation facility with SVP's electric system is allowed without written authorization from the Director of Electric Utility (or designated representative).

EL15. The applicant shall provide vehicular access across or through the project site to City property, including the Electric Department Gianera Power Plant and Northern Receiving Station (NRS). Vehicular access must accommodate vehicles with a sixty-two (62) foot wheel base and a minimum of a forty-five (45) foot turning radius in accordance with Department of Transportation requirements. Access easements shall be recorded prior issuance of the certificate of final occupancy, and meet the satisfaction of the Director of Public Works.

EL16. The applicant shall comply with Silicon Valley Power (SVP) standards pertaining to design, placement and connection of fiber facilities, and illustrate compliance on building permit plans. All work shall be completed in compliance with approved Building Plans, to the satisfaction of the Director of the Electric Utility.

Streets Conditions of Approval

ST1. Prior to issuance of the final building permit, the applicant shall submit a complete landscape and automatic irrigation plans for review and approval by the Director of Planning and Inspection, and the Director of the Streets and Automotive Services Department. Plans are to include all existing trees with 4" or larger diameter (measured 54" above grade) on the project site and adjacent property if they may be impacted, proposed trees, existing stormwater drainage facilities, proposed storm water drainage facilities, and proposed locations of solid waste containers. Trees are to be correctly labeled with specie name and correctly plotted as to exact location on the plans. Trees are to be noted as to whether they are proposed to be saved or removed. City tree preservation specifications are to be included on all plans where existing trees are to be saved during construction. A copy of these specifications can be obtained from the City Arborist. City Arborist standard notes shall be placed on all landscape plans.

ST2. The applicant shall supply and install City street trees per City specifications; spacing, specie, and size (24" box minimum) to the satisfaction of the Director of Streets and Automotive Services Department, prior to issuance of the certificate of final occupancy. All proposed on-site trees shall receive final approval for specie, size, spacing and planting location from the City Arborist.

ST3. The applicant and/or their designee shall not cut City trees, or any part of City trees, including roots, without following city tree preservation specifications and securing approval and direct supervision from the City Arborist. If the applicant fails to follow City Tree Removal Permit requirements, they shall be subject to fines, and they will be required to pay all removal and replacement costs.

ST4. Per City of Santa Clara Policy and Procedure 33, Tree Removal on City Property, the applicant shall receive required public tree removal permits, prior to removal of any public trees. Public tree removal permits are subject to review and approval by the City Arborist, and requested removals shall be approved in advance of removal by the City Arborist.

ST5. Existing mature trees identified by the City Arborist shall be maintained by the applicant where feasible. The applicant shall prepare a tree protection plan for any trees that are maintained on site for review and approval by the City Arborist prior to any demolition, grading or other earthwork in the vicinity of existing trees on the site.

ST6. The applicant shall install landscaping and irrigation systems that meet City standard specifications, prior to issuance of the certificate of final occupancy, to the satisfaction of the Director of Planning and Inspection, and the Director of the Streets and Automotive Services Department.

ST7. Since this project involves disturbing a land area of one acre or more, the applicant shall file a Notice of Intent (NOI) with the State Water Resources Control Board for coverage under the State Construction General Permit (Order No. 2009-0009-DWQ) prior to issuance of any building permit for grading, or construction; a copy of the NOI shall be sent to the City Building Inspection Division, and the City Planning Division. A storm water pollution prevention plan is also required with the NOI, which shall meet the satisfaction of the Director of Streets and Automotive Services Department and the Director of Planning and Inspection.

ST8. Consistent with the mitigation measures contained in the Mitigation, Monitoring or Reporting Plan for the project, the applicant shall incorporate Best Management Practices (BMPs) into construction plans and incorporate post construction water runoff measures into project plans in accordance with the City's Urban Runoff Pollution Prevention Program standards prior to the issuance of building permits. Proposed BMPs shall be submitted to and thereafter reviewed and approved by the Director of Planning and Inspection for incorporation into construction drawings and specifications.

ST9. The applicant shall prepare an erosion control plan for approval by the Director of Planning and Inspection prior to the issuance of grading permits or building permits that involve substantial disturbance of ground area.

ST10. The applicant shall consider the use of pretreatment unit(s) to remove sediment, trash and/or gross pollutants upstream of any proposed media filters. If a pretreatment unit is proposed for inclusion as a component of the stormwater management plan the applicant shall include the unit on the project plans, and it shall be approved by the Director of Planning and Inspection.

ST11. All applicant proposed stormwater treatment vaults shall have internal treated distribution plumbing; no external folding racks are permitted. All stormwater treatment vaults shall be shown on project plans and approved by the Director of Planning and Inspection.

ST12. Decorative water features such as fountains and ponds shall be designed and constructed to drain to sanitary sewer only, to the satisfaction of the Director of Public Works. No discharges from water features to the storm drain are permitted.

ST13. The proposed project triggers Stormwater Management (C.3) requirements; therefore, all post construction structural controls shall require the applicant to execute with the City a Stormwater Treatment Measures Inspection and Maintenance Agreement prior to the issuance of the certificate of final occupancy, to the satisfaction of the Director of

Streets and Automotive Services Department.

ST14. The applicant shall comply with City Development Guidelines for Solid Waste Services as specified by development type. Proposed solid waste facilities shall be shown on project plans to the satisfaction of the Director of Streets and Automotive Services Department prior to issuance of building permits. All trash enclosures should be constructed to drain to the sanitary sewer.

ST15. The applicant shall comply with City Code Section 8.25.285 and recycle or divert at least fifty percent (50%) of materials generated for discards by the project during demolition and construction activities to the satisfaction of the Director of Planning and Inspection. No building, demolition or site development permit shall be issued unless and until applicant has submitted a construction and demolition debris materials check-off list. After completion of project, applicant shall submit a construction and demolition debris recycling report as stipulated by ordinance, or be subject to monetary, civil, and/or criminal penalties.

ST16. The applicant shall slurry seal and restripe any roadway damaged by construction to the satisfaction of the Director of Streets and Automotive Services, prior to issuance of the certificate of final occupancy.

ST17. The applicant is required to obtain solid waste collection services solely from the solid waste company designated by the City (currently Mission Trail Waste). Only the solid waste company designated by the City shall be permitted to charge fees for placing, transporting, and disposing or recycling materials from the site.

ST18. The applicant shall salvage all existing irrigation heads, valves, valve boxes, controllers and associated devices from the project site and deliver them to the Director of Streets and Automotive Services prior to issuance of the certificate of final occupancy, to the satisfaction of the Director of Streets and Automotive Services. Alternatively, the applicant shall inform the Director of Streets and Automotive Services 30 days in advance of any ground disturbing activities on the Overall Project Site so that City Staff can remove the irrigation devices prior to start of work.

ST19. The applicant shall salvage all existing light fixtures from the project site and deliver them to the Director of Streets and Automotive Services prior issuance of the certificate of final occupancy, to the satisfaction of the Director of Streets and Automotive Services. Alternatively, the applicant shall inform the Director of the Electric Utility 30 days in advance of any ground disturbing activities on the Overall Project Site so that City Staff can remove the existing light fixtures prior to start of work.

Water and Sewer Department Conditions of Approval

W1. It shall be the responsibility of the applicant to determine if there are any water wells on the property prior to issuance of grading permits. Unless the continued use of such well or wells is specifically permitted under City Code, and such well or wells can be demonstrated to meet all applicable sanitary standards and absent of contamination, the applicant shall seal the well or wells in accordance with the Standards promulgated by Santa Clara Valley Water District. A copy of the Destruction Permit issued by District, indicating that the well or wells have been properly sealed, shall be submitted to City as

evidence thereof.

W2. Prior to issuance of plumbing permits for any outdoor irrigation, the applicant shall submit plans and calculations illustrating that all landscaping and irrigation systems meet water conservation requirements as per City's Rules and Regulations for Water Service. Plans and calculations shall be prepared to the satisfaction of the Director of Planning and Inspection.

W3. If the project requires pumping to maintain adequate water pressure for all uses including but not limited to fire, irrigation, and domestic uses from either recycled or potable water systems, the applicant shall be responsible for the design, installation, and maintenance of any such pumping system, to the satisfaction of the City Building Official.

W4. The applicant shall design and install independent water and sewer services. As such, said property shall not be connected to service lines from the adjacent properties, unless approved by the City Building Official. The systems shall be designed to the satisfaction of the Director of Water and Sewer Utilities.

W5. The applicant shall install a clean-out at the property line on all existing or proposed sanitary sewer lateral(s) to the satisfaction of the Director of Public Works, prior to the issuance of the certificate of final occupancy.

W6. The applicant shall provide landscape irrigation water by separate water service(s). The irrigation system shall be designed and constructed in compliance with City's Rules and Regulations for recycled water use to the satisfaction of the Director of Water and Sewer Utilities, prior to the issuance of the certificate of final occupancy.

W7. Landscape irrigation, toilet flushing, and cooling water needs shall be provided by City's recycled water system. The applicant shall submit landscape irrigation and plumbing plans with utility plans to the Water and Utilities Department for review and approval by the City, and the State Department of Public Health, prior to issuance of plumbing permits for the recycled water system. The irrigation, plumbing and cooling tower piping plans must show all existing and proposed potable water piping.

W8. Decorative water features such as fountains and ponds shall be designed and constructed to include provisions for operating the system without City potable water supply. All decorative water features shall be capable of being physically disconnected from the source of potable water supply during City declared water conservation periods. Decorative water features may be permanently connected to City recycling water supply.

W9. The applicant shall illustrate on a landscape plan, to the satisfaction of the Director of Planning and Inspection, that all trees, existing and proposed, maintain a minimum of ten feet from any existing or proposed Water and Sewer Department facilities. If a City-approved Tree Root Barrier (TRB) is used, the TRB must be a minimum of five feet from existing and proposed Water and Sewer Department facilities, with the tree behind the TRB. Existing trees that conflict must be removed by developer. Trees shall not be planted in water or public utility easements.

W10. Any construction of new water and sewer facilities or relocation of existing Water and Sewer Utilities Department facilities shall be at applicant's expense, and completed to the satisfaction of the Director of Water and Sewer Utilities prior to the issuance of the

certificate of final occupancy.

W11. The applicant shall install an approved sanitary sewer grease interceptor on the sanitary discharge line to the satisfaction of the San Jose/Santa Clara Water Pollution Control Plant, Industrial Waste Division. The applicant shall submit a letter from said division to verify compliance, prior to issuance of the certificate of final occupancy. In addition, the applicant shall secure arrangement to periodically have the grease removed and properly disposed of. Sewer rates will vary with type of discharge and sewer charges are a function of water use.

W12. The applicant shall install an approved backflow preventer on all water services including but not limited to any required fire service(s), domestic service(s), and recycled water service(s) connection at the applicants sole cost and expense, prior to issuance of certificate of final occupancy, to the satisfaction of the Director of Water and Sewer Utilities.

W13. The applicant shall install dual plumbing to implement domestic usage of recycled water for the proposed project prior to issuance of the certificate of final occupancy, to the satisfaction of the Director of Water and Sewer Utilities.

W14. The applicant shall contact the Water and Sewer Utilities Department Code Enforcement Officer for review and approval of the plans for irrigation, cooling towers and dual plumbing at the site. The plans shall be in compliance with recycled water rules and regulations and must also be approved by South Bay Water Recycling and the State Department of Public Health for the specified services prior to issuance of plumbing permits for the systems.

W15. If relocation of 16-inch Ductile Iron Pipe (DIP) pipeline is required adjacent to San Tomas Aquino Creek, the applicant shall be responsible for all cost's associated with the permitting, design and construction of the relocated pipeline and the abandonment of the existing pipeline. Work shall be completed prior to issuance of building permits, to the satisfaction of the Director of Water and Sewer Utilities.

W16. The applicant provided planting palette shall be consistent with the use of recycled water for irrigation purpose, and is subject to approval by the Director of Planning and Inspection prior to issuance of the certificate of final occupancy. Redwood trees and other salt sensitive landscaping are not compatible with recycled water based on the soil type in the area.

W17. Applicant prepared building permit plans shall include signage details for using recycled water for approved uses including but not limited to landscaping, toilet flushing and cooling towers, and shall be prepared to the satisfaction of the Director of Water and Sewer Utilities.

W18. The applicant is solely responsible for obtaining all necessary permits for construction or relocation of existing facilities including but not limited to those within the Santa Clara Valley Water District (SCVWD) property/easements. All permits necessary for construction or relocation of existing facilities shall be obtained prior to work commencing on these utilities.

W19. The applicant shall record utility easements for the proposed water and recycled water mains, and sewer lines on the project site prior to relocating any utilities, to the satisfaction of the Director of Public Works. In addition, the applicant shall record utility easements for the water services and all City owned appurtenances such as fire hydrants, fire services with backflow devices, water services with backflow devices and recycled water services prior to relocating any utilities, to the satisfaction of the Director of Public Works.

W20. The applicant shall provide isolation valves, air release valves, and other water appurtenances for the water and recycled water mains. At a minimum, main isolation valves shall be provided at all services, 90 degree bends, tees and every 500 feet. Valves shall be shown on project plans and installed prior to finalization of permits associated with the work to the satisfaction of the Director of Water and Sewer Utilities.

W21. The applicant shall provide bollards around the existing four inch water service on the south side of the property serving adjacent to the Silicon Valley Power (SVP) substation prior to issuance of certificate of final occupancy, to the satisfaction of the Director of Water and Sewer Utilities.

W22. The applicant shall be responsible for relocating or replacing the existing chain link fence on the south side of the property adjacent to the Water Department Facility, to the top of the proposed retaining wall to the satisfaction of the Director of Water and Sewer Utilities, prior to issuance of the certificate of final occupancy.

W23. The applicant shall place the existing 16 inch water main on the west side of the project site in casing where the proposed new bridge is crossing the water main to the satisfaction of the Director of Water and Sewer Utilities, prior to the finalization of the permit associated with the work.

W24. The applicant shall submit building plans that clearly designate fire hydrants as either public or private, to the satisfaction of the Director of Water and Sewer Utilities.

W25. Stormwater Management plans submitted with the building permit application shall clearly illustrate that stormwater drains away from the water tank site, to the satisfaction of the City Building Official.

W26. Building Permit Plans shall show all existing and proposed water and recycled water services for all parcels on the overall project site, to the satisfaction of the Director or Water and Sewer Utilities.

W27. The applicant shall provide load bearing calculations for the locations that show water main depths less than four feet, to the satisfaction of the Director of Water and Sewer Utilities.

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EXHIBIT "Noise Report-5/27/10"

COMMUNITY NOISE ANALYSIS AND IMPROVEMENT MEASURES REPORT, MAY 27, 2010

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Wrightson, Johnson, Haddon & Williams, Inc.
Designers and Planners for Sound, Video, Multi-Media
Telecommunications, Broadcast, Theatre & Acoustics

Dallas - San Antonio- Denver

May 27, 2010

John Wasson
Forty Niners Stadium, LLC
4949 Centennial Blvd
Santa Clara, CA 95054

VIA Email:

Subject: San Francisco 49ers Stadium
Community Noise Analysis and Improvement Measures

Dear John,

The purpose of this brief report is to provide additional detail regarding the anticipated sound levels from amplified sound systems at the proposed 49ers NFL stadium and identify feasible improvement measures that can be incorporated into the project to reduce the potential for sound levels to exceed typical, existing sound levels in the residential neighborhoods to the south and east of the stadium site.

The certified project EIR indicates that sound levels from NFL games will have a "significant impact" (NOI-5) based on sound level measurements from Candlestick Park and measured ambient noise levels in the surrounding residential neighborhoods. The anticipated noise levels from the stadium (crowd noise and sound system) were estimated to exceed the typical average sound level in the neighborhoods by approximately 4 dBA on a Sunday afternoon.

In light of this anticipated impact, the 49ers Stadium Company commissioned a study to determine what changes feasibly could be made to the project. The following outlines the results of that analysis as well as improvement measures that would lower the noise impact below the level estimated in the EIR.

Noise Type

For a stadium, there are four broad categories (excluding traffic) of sound production that can be potentially annoying to surrounding properties. These include:

- Exterior activity sound sources, such as tailgating, entry announcement speakers, etc. This category also includes the sounds created by deliveries, event "load in" of materials and equipment, patrons moving to and from the building, etc.
- Mechanical systems, such as cooling towers, chillers, etc., that may be located exterior to the building.
- Seating bowl sound (PA) system.
- Crowd noise from fans within the stadium seating bowl.

Two of these sources, the mechanical systems and tailgating (NOI-4) are either subject to certain restrictions as a mitigation measure (tailgating) or are determined to be less than significant in the

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EIR. The other two, crowd noise and the seating bowl sound system are related, but distinct noise sources.

A review of the sound level data recorded in the seating bowl of Candlestick Park (Figure 1) indicates that crowd noise, while occasionally intense, occurs at high levels much less frequently than do announcements and music over the seating bowl public address (PA) system. Crowd noise, due to its non-musical, and non-information carrying nature, is also less annoying to residents than program content from the PA system. This difference in annoyance is accounted for in the City of Santa Clara noise regulations, where penalties are applied for sound sources with speech or music content.

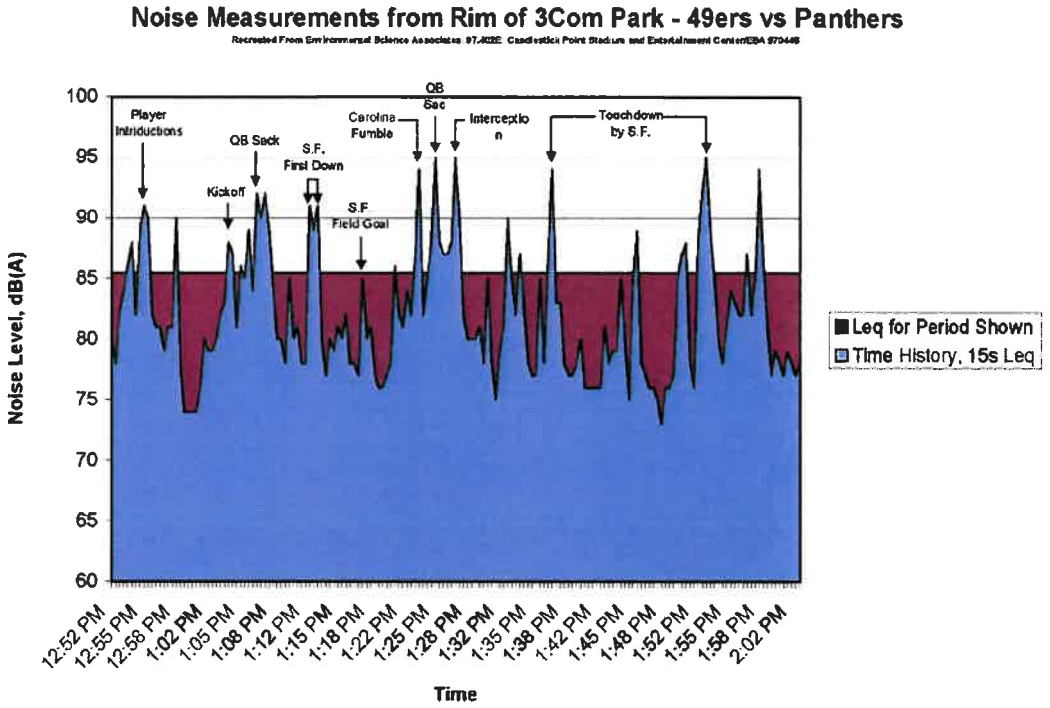

Figure 1 – Distribution of sound levels during an NFL football game

The EIR determined that noise impacts from stadium events would be a significant and unavoidable impact. That is an appropriate conclusion, because short of fully enclosing the stadium, there is nothing that can be done to mitigate impacts from crowd noise. Nevertheless, we have been asked to look at improvement measures that would reduce noise impacts from the stadium. We have focused upon the seating bowl sound system as we consider it to be the noise source for the new stadium with the greatest potential for community annoyance and recommend that any design criteria related to noise that are applied to the stadium project be limited to sound system, operational and mechanical equipment sounds and not crowd noise. For this reason, we have concentrated our analysis on the PA system.

Noise Evaluation Metrics

Most land use planning regulations and guidelines utilize a 24 hour, average sound level standard (level day/night; Ldn), which utilizes a 10 dB penalty between the hours of 10 pm and 7 am. This day long average has been found to correlate well with community response and annoyance over long periods of time.

While useful as a land use planning tool when considering continuous or regularly occurring noise sources such as roadway, airport and commercial activities, Ldn value is not equally appropriate when addressing a limited use, limited time of day facility such as an NFL stadium. In this case, shorter term average sound levels are likely more predictive of community response than a day long average or a very short term measurement. For this reason, a one hour average (Leq) value is proposed as a design criterion that can appropriately address the potential for community annoyance due to stadium activity. It must also be remembered that averaging of sound levels in dBA is logarithmic. For example, the hour long, dBA average for a sound source that is 70 dBA for 30 minutes in an hour and 0 dBA for the remaining 30 minutes would result in an Leq value of 67 dBA, not 35 as it would be from an arithmetic average of the same values. The Leq average weights the resulting average value very much towards the higher levels of sound that occur during the measurement period.

Due to the overall noise levels documented in the project environs (55-67 dBA Leq, 96 hour weekend averages), it is important to recognize the ambient levels and arrive at a design criterion that is consistent with the existing conditions. This goal is recognized in the City noise regulations which allow the noise level limits to be increased in the presence of existing noise levels that are in excess of the City noise level limits and the project EIR, which considers increases in the existing ambient noise levels by 3 dBA Ldn or greater to be a significant noise impact. In reviewing the ambient noise data included in the EIR, it appears that a level of 60 dBA Leq is lower than the typical long term ambient in the surrounding neighborhoods and would represent a reasonable sound level design criterion for the stadium. This is also consistent with the City noise ordinance in that speech and music are not allowed to equal the highest ambient noise levels.

This value is also consistent with other measures of community noise annoyance such as sleep and speech communication annoyance which are generally considered to affect no more than 2% of the population at levels of 60 dBA, Ldn (as explained in the project EIR). It should not be inferred, however, that levels of 60 dBA or even those that may be below the typical, existing ambient noise levels will be inaudible. Due to the nature of the sound source (stadium PA) which is different than other common neighborhood sounds (aircraft, traffic, dogs barking, etc.), it can be expected that stadium sound will be perceptible in some locations.

Anticipated Noise Levels and Proposed Improvement Measures

The EIR noise analysis reasonably utilized sound level measurements from Candlestick Park as representative of sound levels that could be expected in Santa Clara from the new stadium. In conjunction with the more detailed architectural design process for the new stadium, however, we have focused on the potential to reduce sound levels from amplified sources, especially in residential areas outside the stadium, through improvement measures that are incorporated into the sound system. The present analysis has modeled the possible sound system configurations and community noise based on the current architectural design.

Sound System Design and Operating Improvement Measures - The sound system design criteria for new NFL stadiums is for peak sound levels of 105 dBA in the seating areas. This level is based

on past experience with several new stadium and renovation projects and is desired to allow for high impact audio presentations and to allow announcements to be heard over all but the most intense crowd noise. It was quickly realized that it would be difficult with any workable loudspeaker configuration to achieve the desired community sound level at this loudness inside the stadium. For this reason, the 49ers Stadium Company is proposing to limit house sound system levels for NFL events to not more than 100 dBA.

Several sound system options were computer modeled to gauge the potential performance inside the seating bowl (ie; intelligibility, uniformity of loudness, sound quality) and the sound level impact outside the stadium.

The option that resulted in the best performance inside the stadium was to place the primary loudspeaker clusters on the west suite tower and project sound to the rest of the stadium. This did not result in the lowest sound levels in the adjacent residential neighborhoods (Figure 2)

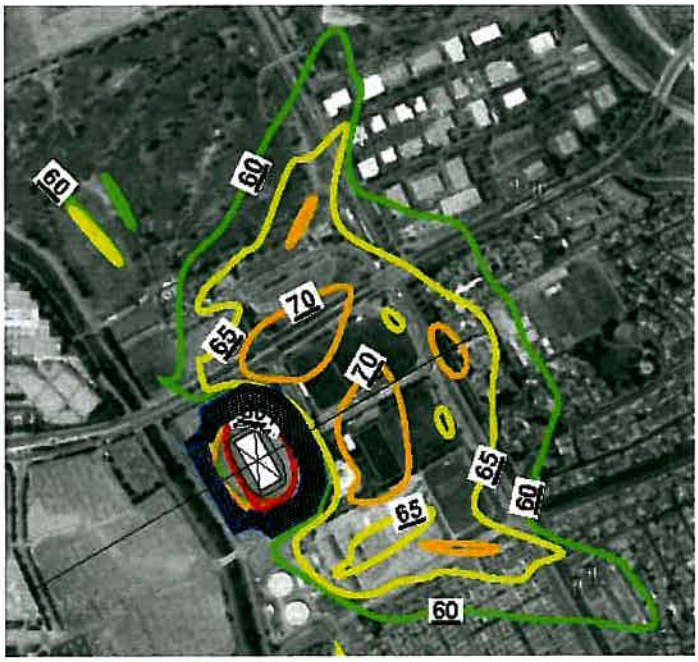

Figure 2 – Estimated sound levels from a west loudspeaker array configuration 100 dBA in the seating bowl. Contour lines indicate one hour Leq dBA levels.

The next option was to consider placing the main loudspeaker arrays at the south end of the stadium facing north towards Tasman drive and the golf course. As with the west option above, additional loudspeakers are required to "fill" areas that are shadowed by stadium structure, such as overhanging seating sections. These speakers are small and project sound a short distance and because of this their low acoustical power levels do not contribute to the community noise levels. While some sound is directed to the east, levels (Figure 3) are significantly lower than for the sound system configuration of Figure 1. As no sound is directed to the south, sound levels in that neighborhood are also much lower.

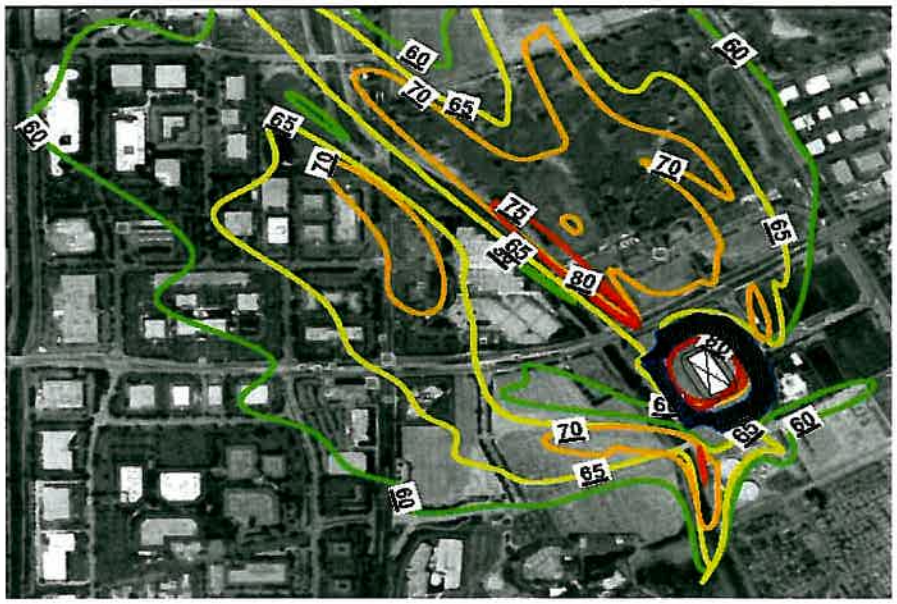

Figure 3 – Estimated sound levels from a south end zone loudspeaker array configuration 100 dBA in the seating bowl. Contour lines indicate one hour Leq dBA levels.

While the south end zone configuration does not provide as good performance in the seating bowl and is more difficult to incorporate architecturally, it does achieve the desired community sound levels of 60 dBA in the residential neighborhoods. Therefore, the 49ers Stadium Company is proposing this as the selected configuration.

Concert Sound Levels and Improvement – Figure 4 illustrates the sound levels expected to occur due to concerts with the stage located at the south end of the field. This stage location is expected as this is the loading dock end of the stadium. Sound levels are modeled at 105 dBA, a typical (though not excessive) concert sound level at a distance of 100 ft. from the front edge of the stage, which is a typical distance to the sound mixing position. As shown by Figure 4, the community sound levels are lower for a concert than predicted for the stadium/house sound system that would be used during NFL games. This reduction is caused by the different location of the main loudspeaker arrays. The house system places the arrays on top of the south end zone scoreboard, whereas the concert arrays are assumed to be suspended ("flown") at the front edge of the stage at an elevation of not more than 50 ft. to the bottom of the loudspeaker array, as this elevation would accommodate the speaker arrays typically used by most touring concert acts. In addition, the location of the concert loudspeakers on the field (which is not possible during NFL games) pushes them further to the north by comparison to the house system, reducing sound reflections off the south end of the suite tower building back to the south.

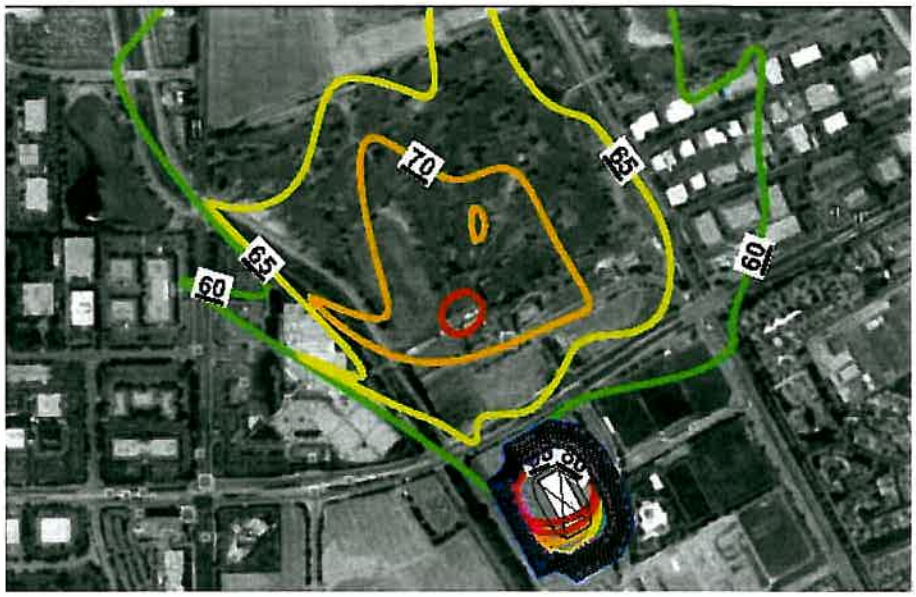

Figure 4 – estimated concert sound levels based on levels of 105 dBA at a distance of 100 ft. from the stage, speakers height at 50 ft.

To limit community noise from concerts, sound levels are recommended to be limited to not more than 105 dBA at the mix position, or a sound monitoring position that is no more than 150 ft. from the front edge of the stage. The elevation of concert loudspeaker arrays should not exceed 50 ft. at the bottom of the array.

EIR Mitigation Measures – the following mitigation measures were identified in the Environmental Impact Report for the 49ers Santa Clara Stadium Project in order to reduce noise impacts related to NFL Games at the stadium:

1. Tailgating activities shall not occur prior to 9:00 am on game days in the Great America Theme Park, Golf and Tennis Club, and stadium parking areas. These parking areas will be barricaded until 9:00 am to preclude event attendees from arriving prior to 9:00 am.

2. Tailgating in surface parking areas within 750 feet of residences will be prohibited. Tailgating in surface lots will also be prohibited within 750 feet of school buildings on weekday evenings and Saturdays. There will be no restrictions to surface lots within 150 feet of school buildings on Sundays. Posted signs and security patrols of these parking areas prior to, during, and after game times will enforce these restrictions.

3. The use of loudspeakers, stereo systems, or fireworks within the Great America Theme Park, Golf and Tennis Club, and stadium parking areas would be prohibited. Posted signs and security patrols of these parking areas prior to, during, and after game times will enforce this restriction.

4. Post-event clean up activities in parking lots located within 750 feet of residences shall be completed prior to 10:00 pm the day of the game or no earlier than 9:00 am the following morning.
5. A Disturbance Coordinator will be designated by the Stadium Authority to investigate and respond to noise complaints. The name and contact information of the Disturbance Coordinator will be made readily available to all residents and businesses within the project area.

Administrative Improvement Measures – This category of recommended improvement measures, which could be implemented in addition to the mitigation measures identified in the EIR, recognizes that the duration, frequency and time of day of stadium events can affect community impact.

NFL Games

- Weekday evening NFL games limited to not more than 4 per calendar year.

Amplified Music Concerts

- Weekday concerts must conclude no later than 11 pm.
- Weekend (Friday and Saturday) concerts must conclude no later than 11:30 pm.

Monitoring/Complaints

As required in the mitigation measures outlined in the EIR, which are set forth above, a Disturbance Coordinator will be designated by the Stadium Authority to investigate and respond to noise complaints and assist in enforcement activities.

I trust that this discussion and recommendations are of value in describing the anticipated noise levels and their impact on the surrounding neighborhoods. Proposed project conditions of approval from implementing the noise mitigation measures identified in the EIR and the additional improvement measures recommended in this report are attached as **Exhibit A**. Please let us know if you have any questions or require any additional information.

Best Regards,
Wrightson, Johnson, Haddon & Williams, Inc.

Jack Wrightson
Principal

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Exhibit A

PROPOSED CONDITIONS OF APPROVAL

Conditions of Approval for NFL Games

1. House sound system levels for NFL games shall be limited to 100 dBA in the stadium seating areas.

2. The main loudspeaker arrays for the house sound system used for NFL games shall be located at the south end of the stadium. This requirement shall not preclude the use of additional loudspeakers within the stadium, as deemed necessary, in the sole discretion of the 49ers Stadium Company, to provide adequate sound throughout the seating areas within the stadium, subject to Condition of Approval 1, above.

3. Tailgating activities shall not occur prior to 9:00 am on game days in the Great America Theme Park, Golf and Tennis Club, and stadium parking areas. These parking areas will be barricaded until 9:00 am to preclude event attendees from arriving prior to 9:00 am.

4. Tailgating in surface parking areas within 750 feet of residences will be prohibited. Tailgating in surface lots will also be prohibited within 750 feet of school buildings on weekday evenings and Saturdays.

5. The use of loudspeakers, stereo systems, or fireworks within the Great America Theme Park, Golf and Tennis Club, and stadium parking areas would be prohibited. Posted signs and security patrols of these parking areas prior to, during, and after game times will enforce this restriction.

6. Post-event clean up activities in parking lots located within 750 feet of residences shall be completed prior to 10:00 pm the day of the game or no earlier than 9:00 am the following morning.

7. A Disturbance Coordinator will be designated by the Stadium Authority to investigate and respond to noise complaints. The name and contact information of the Disturbance Coordinator will be made readily available to all residents and business within the project area.

Conditions of Approval for Amplified Music Concerts

8. Amplified music concerts occurring on Sundays through Thursdays must conclude no later than 11 pm.

9. Amplified music concerts occurring on Fridays or Saturdays must conclude no later than 11:30 pm.

South Line Source 1 Hour Leq (-5) - May 24, 2010

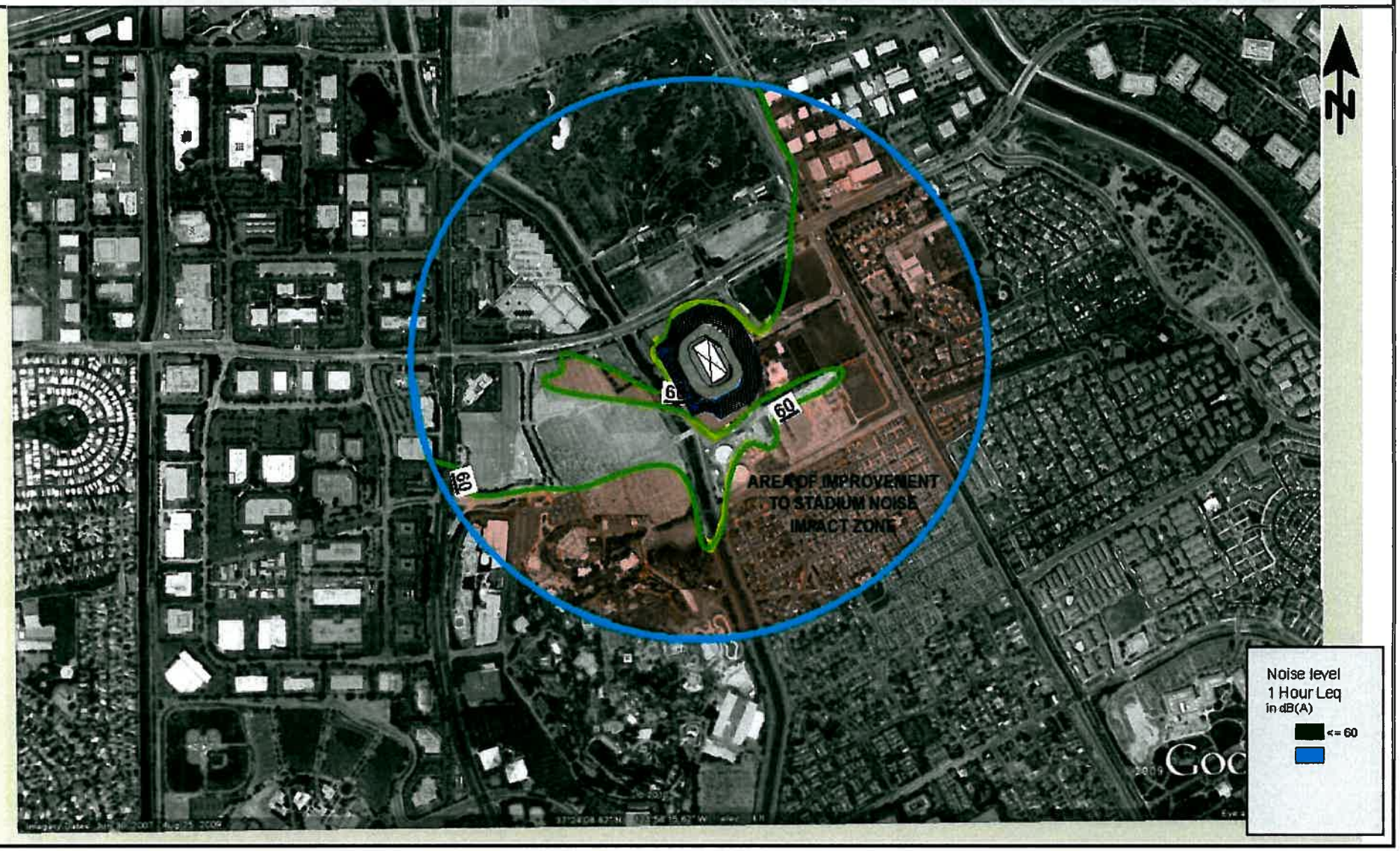

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EXHIBIT "TMOP"

TRANSPORTATION MANAGEMENT AND OPERATIONS PLAN OBJECTIVES AND FRAMEWORK

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TRANSPORTATION MANAGEMENT AND OPERATIONS PLAN (TMOP)
OBJECTIVE S AND FRAMEWORK (8-30-10)
NEW FORTY NINERS STADIUM IN SANTA CLARA

0.0 EXECUTIVE SUMMARY

This Transportation Management and Operations Plan (TMOP) has been prepared to provide a flexible framework and plan for the provision of safe and efficient multi-modal access, and adequate parking, for a new Forty Niners Stadium in Santa Clara, California. While the stadium is designed to provide the best experience possible for viewing NFL football games, the facility will be one that can host a variety of large and small events over the entire year. The Stadium Authority will manage the scheduling and operations of the stadium in accordance with this TMOP. The TMOP contemplates the needs and demands of access and parking for a variety of events of all sizes during weekday and weekend times. To effectively meet the purposes and objectives of this TMOP, the plan implementation requires a multi-jurisdictional effort to ensure all modes of access are appropriately addressed and that the nearby communities are considered and protected in the decisions that are made to facilitate access and parking for the stadium. The TMOP will be implemented with the opening of the stadium, but it will be updated on an ongoing basis to adapt to new conditions and innovations.

The TMOP is structured into the following nine sections:

1.0 Purpose

2.0 Objectives – The program's administrative and performance objectives, and how they are measured

3.0 Working Groups – Those who will implement and maintain the program, and how they will obtain input and approvals

4.0 Annual Schedule and Event Type– Of events and working groups

5.0 Components – How the program will be implemented

6.0 Weekday Considerations – How the program will be modified for weekday events

7.0 Integration/Coordination with Nearby Facilities – A description of how the program interrelates with the access needs of all nearby facilities

8.0 Development of Operating Budget – How the program's annual operating budget is developed, and budgetary responsibilities

1.0 PURPOSE

To provide a flexible framework and plan for the provision of safe and efficient multi-modal access, and adequate parking, for a new Forty Niners Stadium in Santa Clara, California. The stadium will include approximately 68,500 seats, with the potential for expansion to approximately 75,000 seats for the purpose of periodically hosting the NFL Super Bowl.

2.0 OBJECTIVES

The TMOP includes administrative and performance objectives by which the success of the plan's implementation goals can be measured. These objectives are intended to ensure the plan is flexible and scalable, with provisions for obtaining input, collecting data, and allowing for future modifications to improve performance.

2.1 Administrative Objectives

2.1.1 Flexibility and Scalability

The plan shall be both flexible and scalable. Its flexibility shall include annual reviews and updates, when necessary, to better serve the traveling public, as well as the ability to be modified within the year to respond to on-going concerns and issues on an event by event basis. The plan shall also be scalable, allowing size-appropriate measures to be deployed for sold out NFL events of approximately 68,500 attendees and smaller events.

2.1.2 Procedures for Review and Update

The TMOP is intended to be a living document, evolving to better serve the transportation and parking needs of the facility, as conditions change in the surrounding area of the stadium, and as better means for providing effective transportation solutions are identified. On an annual basis, after the end of the NFL season (anticipated as the first quarter of the calendar year), the written TMOP will be reviewed to determine those lessons learned in the prior year, and how they can be addressed in the document for future years. These modifications will be developed and proposed by the working groups, and ratified by the Stadium Authority. (Please refer to Section 3.0 below for a description of the working groups).

2.1.3 Input from Interested Parties

A hierarchy of working groups for implementing the plan, collecting data to assess the plan's effectiveness, and for obtaining input from interested agencies and the public will be developed. These working groups and their interrelationships are described in Section 3.0 of the TMOP.

2.1.4 Collection and Evaluation of Annual Data

To assess the TMOP's effectiveness, and evaluate future improvement measures, annual transportation data will be collected. It is intended that this data will be collected once a year (during a high attendance event) until such time as the collection of additional data on

an annual basis is determined no longer to be of value by the working groups. An approach to be considered would be the collection of data every year for the first five years after stadium operations commence, then every other year, or every five years moving forward. Once the transportation system reaches a steady state, and the majority of operational improvements have been identified, the collection of frequent and substantial additional data will be of less value. Examples of annual data to be collected will include, but not be limited to the following: duration of congestion, intrusion into residential neighborhoods (if any), transit ridership, modal split, parking, and access to neighboring properties.

2.2. Performance Objectives

2.2.1 Limit Duration of Traffic Congestion

Providing a transportation plan which minimizes the duration of traffic congestion is a key program objective. As specified in section 2.1.4, the duration of congestion both before and after events will be annually measured as part of the program's assessment program. This section of the TMOP will discuss how the duration of traffic congestion will be measured, and how this performance objective will be evaluated.

2.2.2 Avoid Intrusion into Residential Neighborhoods

As reducing noise, air quality, and traffic impacts to the surrounding residential neighborhoods is of utmost importance, the potential for intrusion of traffic and pedestrians into residential areas shall be examined. As part the measured duration of congestion, any changes within residential neighborhoods will be measured. This section of the TMOP will discuss how intrusion into residential neighborhoods will be measured, which neighborhoods will be reviewed, and how this performance objective will be evaluated.

2.2.3 Facilitate Transit Ridership and Minimize Impacts to Existing Transit Service

A major goal of the TMOP is to facilitate and encourage the use of transit on event days, as the use of transit will provide multiple benefits to the area, including the minimization of the period of transportation congestion. In addition to encouraging transit use, impacts to existing transit service should be minimized in order to limit the impact to existing transit passengers. This section of the TMOP will describe how transit ridership will be counted and assessed, how impacts to existing transit service will be minimized, and how this performance objective will be evaluated.

2.2.4 Facilitate Arrivals by Pedestrian and Bicycle Modes

Facilitating and encouraging arrival to events by walking and bicycling is also a major goal of the TMOP. This section of the TMOP will discuss how the arrival rates of pedestrians and bicyclists are to be quantified, and how this performance objective will be evaluated.

2.2.5 Ensure Safety

The safety of patrons using all modes of transportation, as well as the safety of residents throughout the area is a crucial program objective. The ways in which general safety levels

will be affected (positively and negatively) shall be addressed, and the means by which they are to be quantified shall be discussed in this section of the TMOP.

2.2.6 Provide Access to Neighboring Properties

An objective of the TMOP is to ensure access to owners, employees, business patrons, and other users of neighboring properties. This section of the TMOP will outline how the program's accommodations for access to neighboring properties are to be measured. Section 8.0 of the TMOP identifies the critical nearby properties, and the plans for maintaining access to these sites during events.

2.2.7 Provide Adequate Parking

The provision of adequate parking levels within a reasonable walking distance to the stadium is important to minimize the number of conflict points between patrons walking to/from the stadium and automobiles. As such, this section of the TMOP will discuss how parking capacity and use is to be measured, and how the parking provision performance objective will be evaluated.

2.2.8 Effective Community Outreach and Education

Community outreach and education will be a key component in the success of the TMOP. This section of the TMOP will discuss the public outreach and education plan and how its success will be measured.

3.0 WORKING GROUPS

Working groups are identified to ensure the effective implementation of traffic, transit, and parking plans. The working groups will communicate with each other through regular meetings, and interface with the general public. It is anticipated that there will be two levels of working groups that will manage traffic, transit, and parking operations on an ongoing basis. The make-up and emphasis of each will be slightly different for each working group, and together will provide support for the Stadium Authority and the entity charged with daily operations of the Stadium facility.

Participants in these groups will be based upon jurisdictional authority and/or expertise that support the functions of the particular group. The anticipated membership includes both pubic and private professionals, including but not limited to:

- City of Santa Clara Staff (including Public Safety Staff)
- Stadium Authority Staff
- Public Safety Joint Powers Authority, or similar group (led by City of Santa Clara Police Department)
- San Francisco 49ers Stadium Operations Staff
- Valley Transportation Authority (VTA) Staff
- City of San Jose Staff (including Public Safety staff)
- City of Sunnyvale Staff (including Public Safety staff)
- City of Milpitas Staff (including Public Safety staff)

- California Highway Patrol Staff
- Caltrans Staff
- Caltrain Staff
- Altamont Commuter Express (ACE) Staff
- Capitol Corridor Staff
- Private Transit and Transport Providers
- Parking Facilities Contractors
- Private Security Contractors

When the working groups are formed, it is anticipated that one would focus on day-to-day operations including pre-season planning, individual event planning, and event follow-up assessments. They will take input, observations and recommendations and move them forward to assess operational feasibility. They would meet periodically for strategic planning sessions and also regularly before and after individual events.

The second group would focus energies in an overview capacity, acting in more of an advisory role, taking public input and providing recommendations to the operations group. Representatives in this group may be different than the first group, but drawn from the same membership list. It is anticipated that this group will meet quarterly, and provide periodic reports to the Stadium Authority.

There may be distinct approaches to regularly scheduled NFL events and unique stand-alone events in the work plans of each group. A determination as to the extent of preparation and response by these groups will be based upon the size and nature of events.

An important responsibility within the working group functions will be community outreach and education. A position or office will be established as part of stadium operations to provide a single point of contact for residents and businesses to provide input and obtain information on transportation and parking issues related specifically to Stadium operations. Residents, businesses, or patrons who have concerns that need to be addressed will have a hierarchy of avenues for obtaining information and resolution. These include working directly with the community liaison, bringing issues to working group meetings for resolution, and forwarding significant issues the Stadium Authority for their review and resolution.

4.0 ANNUAL SCHEDULE AND EVENT TYPE

The TMOP includes an annual schedule of events for the stadium, as well as scheduled meetings for the Stadium Authority, and working groups.

4.1 Annual Event Schedule

The annual schedule of events shall identify and describe all stadium activity, ensuring that each event receives an appropriate amount of attention with regard to traffic, transit, and parking provision. The information to be provided in the schedule for event purposes shall include:

4.1.1 Number of Events
4.1.2 Event Type

4.1.3 Size of Events
4.1.4 Day, Time and Duration of Event
4.1.5 Special Considerations

The annual events schedule may need to be amended throughout the course of the year, and annual event schedule amendments shall require approval by the Director of Planning and Inspection or City Manager, whichever is appropriate given the size of the event. Schedule amendments will be conveyed to the community via the Stadium web site and other appropriate outreach methods to ensure affected parties are made aware of changes in the annual event schedule that may affect them.

4.2 Stadium Authority Meeting Schedule

The annual schedule of events shall identify all Stadium Authority meetings, which are to be held concurrently with the regularly scheduled Santa Clara City Council meetings. At its meetings, the Stadium Authority will receive and evaluate reports and recommendations from the working groups, provide feedback and take any necessary actions.

4.3 Working Groups Meeting Schedule

The annual schedule of events shall identify all working group meetings. The meeting frequency and the goals of the working group meetings will be discussed in this section.

4.4 Matrix of Control by Event Size

4.4.1 55,000 to 68,500 Attendee Events

For "capacity" events, all points of the TMOP should be fully applied.

4.2.2 35,000 to 55,000 Attendee Events

For 35,000 to 55,000 attendee events, a somewhat scaled back version of the TMOP may be applied. The level of intensity of the TMOP applied for these size events will be described in detail in this section.

4.2.2.1 Vehicle Access
4.2.2.2 Transit Access
4.2.2.3 Pedestrian Access
4.2.2.4 Bicycle Access
4.2.2.5 Parking
4.2.2.6 Emergency Vehicle Access

4.2.3 20,000 to 35,000 Attendee Events

For 20,000 to 35,000 attendee events, a scaled back version of the TMOP may be applied. The level of intensity of the TMOP applied for these size events will be described in detail in this section.

4.2.3.1 Vehicle Access
4.2.3.2 Transit Access
4.2.3.3 Pedestrian Access
4.2.3.4 Bicycle Access
4.2.3.5 Parking
4.2.3.6 Emergency Vehicle Access

4.2.4 Less Than 20,000 Attendees

For events with less than 20,000 attendees, the level of intensity of access restrictions may be reduced substantially. The precise level of intensity of the TMOP applied for these size events will be described in detail in this section.

5.0 COMPONENTS

The TMOP identifies all necessary components for providing efficient access to and from the stadium site by way of all modes of transportation. This section provides details on how access for each mode will be provided.

5.1 Vehicle Access

5.1.1 Vehicle Ingress

In the hours prior to the start of any stadium event, the surrounding transportation network is to be adjusted to allow for efficient ingress into designated parking facilities. The details associated with the traffic plan for vehicle ingress includes:

5.1.1.1 Directional Signage

The traffic plan associated with the TMOP shall include signage to direct patrons to the stadium parking facilities. The location of each sign, and the instructions each sign will deliver are to be discussed in this section.

5.1.1.2 Road Closures and Parking Restrictions

As part of the traffic plan, some streets are to be closed to all motorists, and some will be closed to motorists who are not local residents. Additionally, certain streets will be marked for restricted parking and/or tow away zones. Many of the road closures will include residential streets – ensuring that stadium traffic does not negatively affect local residents. The streets to be closed are identified in this section, and the rationale and methods for closing them is discussed.

5.1.1.3 Hours of Implementation

The number of hours required to provide safe and efficient ingress to stadium parking facilities is identified. Depending upon the type and size of the event occurring at the stadium, the number of hours of implementation of the traffic plan may vary.

5.1.1.4 Officer Controlled Intersections

A number of intersections in the vicinity of the stadium that may include lane adjustments as part of the TMOP traffic ingress plan will include police officers to direct traffic flow.

5.1.1.5 Responsibilities

Responsibility for the implementation of intersection adjustments on event days is described in this section of the TMOP.

5.1.1.6 Lane Delineation (coning)

As noted as part of the project's Transportation Management Plan, a number of intersections in the vicinity of the stadium will require lane adjustments, including the restriction of some turning movements and lane closures. These adjustments will allow for the most efficient flow of vehicles into the stadium area, while minimizing conflicts with pedestrians. This section of the TMOP will outline all intersection adjustments, as well as the means by which to implement adjustments (coning).

5.1.1.7 Access to Area Properties (employees, neighborhoods, golf course, etc)

One of the goals of the TMOP – as described in section 2.2.6 – is to provide access to owners, employees, business patrons, and other users of neighboring properties during event periods. As such, where lane configurations have been adjusted and roadways have been closed, employees and patrons of local businesses, as well as local residents will continue to have access to their properties. In general, the TMOP will assign officer control at locations where access may otherwise be limited. Through the Public Safety Joint Powers Authority, or similar group, there may be the ability to use private traffic control personnel for traffic control purposes.

5.1.1.8 Parking Locations

All facilities providing parking for stadium events will include signage for easy identification, and to provide direction for access points. This section of the TMOP will describe when and how parking facilities will be set up, which parking areas will be used, and who will be responsible for their management.

5.1.1.9 Traffic Signal Timing/Phasing Modifications

In addition to officer control, many intersections will require adjustments to traffic control devices during event periods. During the vehicle ingress period, at nearby intersections (including some of those with lane adjustments and/or officer control) it will be necessary to make adjustments to their signal timing to account for heavy loads of vehicles traveling towards the stadium. This section of the TMOP will describe which signals are to have modified timing, and how the timing will be modified.

5.1.1.10 Traffic Control Center Coordination

A traffic control center within the new stadium will be used to manage traffic signals to better accommodate traffic needs. This section of the TMOP will describe the operational responsibilities and implementing logistics for this facility to operate during events.

5.1.1.11 Encroachment Permits

Encroachment permits will be required to place equipment and modify access/controls within other jurisdictions' rights of way. These other jurisdictions may include the City of San Jose, City of Sunnyvale, VTA and Caltrans. This section of the TMOP will describe which encroachment permits will be required, and the responsibilities, logistics and timing for obtaining said permits.

5.1.1.12 Passenger Drop Off/Pick Up Area

An area is to be designated for passenger drop off and pick up. The precise location of this zone, as well as how it will be identified will be discussed in this section.

5.1.1.13 ADA Drop Off/Pick Up Area

An area is to be designated for ADA drop off and pick up. The precise location of this zone, as well as how it will be identified will be discussed in this section.

5.1.1.14 Outreach and Education

Season ticket holders and general admission patrons/parkers will be able to access transportation, transit, and parking information via a number of different methods. The Forty Niners website will provide stadium access, transit, and parking information. In addition, season ticket holders will be informed of their parking lot, and the specific ingress and egress route which will need to be used to access their designated lot.

5.1.1.15 Changeable Message Signs

Prior to the start of events, changeable message signs are to be placed at key locations (e.g., nearby freeway ramps) to notify drivers of adjustments to the roadway network before, during, and after events. This section of the TMOP shall outline the method by which these changeable message signs are to be implemented.

5.1.2 Vehicle Egress

Prior to the end of any given stadium event, the traffic plan for vehicular ingress must be rearranged to maximize traffic flow away from the area. The details associated with the traffic plan for vehicle egress includes:

5.1.2.1 Directional Signage

Signage is to be adjusted to direct patrons out of the immediate stadium area, and onto nearby freeways. The location of each sign, and the instructions each sign will deliver are to be discussed in this section.

5.1.2.2 Road Closures/Parking Restrictions

Roads closed during the vehicle ingress period will remain closed through vehicle egress. Any further changes will be addressed in this section.

5.1.2.3 Hours of Implementation

The number of hours required to provide safe and efficient egress from the stadium area will be identified. Depending upon the type and size of the event occurring at the stadium, the number of hours of implementation of the traffic plan may vary.

5.1.2.4 Officer Controlled Intersections

As several intersections in the vicinity of the stadium will include lane adjustments during vehicle egress, the TMOP will include police officers to direct traffic flow.

5.1.2.5 Responsibilities

Responsibility for the implementation of intersection adjustments on event days will be assigned on an intersection-by-intersection basis in this section of the TMOP.

5.1.2.6 Lane Delineation (coning)

During egress, several intersections in the vicinity of the stadium will include lane adjustments, including the restriction of some turning movements and lane closures. These adjustments will allow for the most efficient flow of vehicles out of the stadium area, while minimizing conflicts with pedestrians. This section of the TMOP will outline all intersection adjustments, as well as identifying the appropriate time to switch configuration from ingress to egress.

5.1.2.7 Access to Area Properties (employees, neighborhoods, golf course, etc)

As under ingress conditions, where lane configurations have been adjusted and roadways have been closed, officers must continue to allow employees and patrons of local businesses, as well as local residents to have access to their properties during egress. In general, the TMOP will assign officer control at locations where access may otherwise be limited, in order to ensure access to area properties.

5.1.2.8 Traffic Signal Timing/Phasing Modifications

In addition to officer control, many intersections will require adjustments to traffic control devices during event periods. During the vehicle egress period, at nearby

intersections (including some of those with lane adjustments and/or officer control) it will be necessary to make adjustments to their signal timing to account for heavy loads of vehicles directed away from the stadium. This section of the TMOP will describe which signals are to have modified timing, and how the timing will be modified. The signal timing and phasing will be reversed from that required during the ingress period.

5.1.2.9 Traffic Control Center Coordination

A traffic control center within the new stadium will be used to manage traffic signals to better accommodate traffic needs. This section of the TMOP will describe the operational responsibilities and implementing logistics for this facility to operate during events.

5.1.2.10 Encroachment Permits

Encroachment permits will be required to place equipment and modify access/controls within other jurisdictions' rights of way. These other jurisdictions may include the City of San Jose, City of Sunnyvale, VTA and Caltrans. This section of the TMOP will describe which encroachment permits will be required, and the responsibilities, logistics and timing for obtaining said permits.

5.1.2.11 Passenger Drop Off/Pick Up Area

The designated area for passenger drop off and pick up will be used to allow patrons to exit. The management of this area will be discussed in this section.

5.1.2.12 ADA Drop Off/Pick Up Area

The designated area for ADA drop off and pick up will be used to allow patrons to exit. The management of this area will be discussed in this section.

5.2 Transit Access

5.2.1 VTA Light Rail

It is important to note that the details of VTA light rail and bus operations before and after various events at the stadium will need to be coordinated and developed in concert with VTA staff. This section of the TMOP seeks to outline what those operational details might be, and describes a number of potential solutions.

VTA currently provides light rail service to the proposed stadium site, which patrons can utilize to access the stadium. The most proximate existing light rail loading/unloading area is the Great America Platform, which is located immediately northwest of the stadium on Tasman Drive. The details associated with transit access with regard to VTA light rail are as follows:

5.2.1.1 Ridership

Ridership levels are expected to increase substantially on event days, with an anticipated service population of up to 4,500 riders. The expected ridership demand, as well as the steps VTA must take to maximize available capacity on its trains, is to be outlined in this section of the TMOP.

5.2.1.2 Service Levels

Working with VTA, appropriate service levels for events will be determined and described in this section of the TMOP.

5.2.1.2.1 Headways

By lowering headways when feasible, VTA can increase the number of patrons it can carry to the stadium. The appropriate headway level to be provided will be discussed in this section of the TMOP.

5.2.1.2.2 Train Size

By using longer, three-car trains where feasible, VTA can increase the number of patrons it can carry to the stadium. However, three-car trains can only be accommodated on some routes at this time. The feasibility of using larger trains on particular routes will be discussed in this section of the TMOP.

5.2.1.3 Satellite Parking Facilities

VTA may provide service to drivers who would prefer to park away from the stadium area, and ride light rail into the stadium. In this section of the TMOP, these satellite parking facilities will be identified, and their effect on transit service will be discussed.

5.2.1.4 Measures to Control Illegal Parking Adjacent to VTA Stations

Congestion around the stadium and the provision of attractive transit service to the facility may lead to some level of illegal parking around some VTA stations. The potential stations where this activity could occur, and measures which could be implemented to minimize this activity will be discussed in this section, along with implementing responsibilities.

5.2.1.5 Coordination with Caltrain (and BART eventually)

VTA's light rail service on event days could be adjusted to provide additional service from Caltrain stations to the stadium. This service would need to be coordinated with the service type to be provided from the Caltrain facility, as options to stop at the Lawrence Station, Mountain View Station or to provide direct service to the stadium could potentially occur. With planned BART extensions, VTA may also provide service to/from future BART stations. The details of such coordination are to be included in this section of the TMOP.

5.2.1.6 Stadium Area Operations

Special accommodations are to be made for VTA's light rail service on event days during peak usage periods. These accommodations include:

5.2.1.6.1 Passenger Loading/Queuing Areas

A passenger loading / queuing area is planned to be provided north of the stadium on Tasman Drive. This area is to be closed off to vehicular traffic. This area will allow for easy, direct access to the stadium for light rail users. Operations within the loading / queuing area will be outlined in this section of the TMOP.

5.2.1.6.2 Fare Collection

Provisions for collecting fares during peak ingress and egress periods will be described in this section. With the potential high volumes of transit riders and frequencies of service which could occur, special provisions for fare collection may be necessary.

5.2.1.6.3 Train Storage

While event ingress is typically spread over a period of time, egress can be a more highly peaked activity. To accommodate this potentially severe peaking of transit riders after games, it may be desirable to store trains so that a number of trains can be quickly loaded and dispatched upon event conclusion. This section will describe how this activity will occur.

5.2.1.7 Potential At-Grade Crossing

The potential for a new controlled at-grade crossing of Tasman Drive east of the Great America VTA station is under consideration. The details of how this crossing would be configured and operate would be discussed in this section of the TMOP.

5.2.2 VTA Bus

In addition to light rail service, VTA also provides bus service to the area adjacent to the stadium, which can carry patrons living within the VTA service area to the stadium area. The details associated with transit access with regard to VTA bus service are as follows:

5.2.2.1 Ridership

As with light rail, ridership levels are expected to increase substantially on event days. The expected ridership is approximately 4,500 attendees, and the steps VTA may need to take to provide the necessary capacity on its bus routes to serve this increased ridership will be outlined in this section of the TMOP.

5.2.2.2 Routes

On event days, routes may be adjusted to provide more efficient service to the stadium area, or new routes may be created specifically for the use of event patrons. Adjustments to VTA's bus service for event purposes will be outlined in this section, as coordinated by the agency.

5.2.2.3 Stadium Area Ingress and Egress

VTA's bus service will use the designated passenger loading / queuing area north of the stadium and bus routes may be adjusted to serve this location on event days. This section of the TMOP will describe how the ingress and egress paths of bus lines will be adjusted to efficiently access this designated area.

5.2.2.4 Pick Up and Drop Off

In general, VTA's bus service will pick up and drop off at the designated passenger loading / queuing area. This section of the TMOP will describe how passenger pick up and drop off will be accomplished for VTA bus service at the designated area.

5.2.3 Other Public Bus

While the precise number and identity of other public bus agencies which will provide service to the stadium is currently unknown, based on historical experience at Candlestick Point, it is reasonable to assume that such service will occur at the new facility. This section of the TMOP will detail those other public bus providers to provide service to the facility, and how such service would be accomplished.

5.2.3.1 Routes

In general, all other public bus services will use the same routes into the stadium area as VTA's buses, including using the bus passenger loading / queuing area north of the stadium, unless otherwise determined in order to enhance transit services.

5.2.3.2 Stadium Area Ingress and Egress

As noted, other public bus services will use the passenger loading / queuing area north of the stadium during ingress and egress, and for staging.

5.2.4 Charter Bus

Private charter buses will provide service for approximately 5,000 stadium patrons. The details of private charter bus service are as follows:

5.2.3.1 Routes

Charter bus routes are not expected to follow public bus routes, as they will have a separate area for loading and unloading. Charter bus routes will follow automobile

access routes to reach their designated area. These specific routes are to be discussed in this section of the TMOP.

5.2.3.2 Stadium Area Ingress and Egress

During ingress, charter buses are expected to enter the stadium area by way of automobile access routes (primarily Lawrence Expressway to Tasman Drive, as described in the project's Transportation Management Plan), where they will reach their designated loading and unloading area. Riders would then exit the buses and walk to the stadium. During egress, riders would walk back to the charter bus area, where they would board and exit the area by way of automobile access routes.

5.2.3.3 Parking Areas

Charter bus staging is expected to occur along Old Ironsides Drive and Patrick Henry Drive. Precise locations and parking operations will be described in this section of the TMOP.

5.2.5 Caltrain

Caltrain provides rail service to the stadium area via the peninsula. Service for approximately 3,000 stadium attendees could be provided either via regular Caltrain service with a transfer to a VTA bus or light rail vehicle at the Mountain View station, or special trains could be run using available rolling stock. The details of Caltrain service on event days are as follows:

5.2.5.1 Operations Plan

Similar to the challenges facing VTA with its light rail service, Caltrain may consider making changes to its service on event days to accommodate greater demand, or special game day trains may be provided. Caltrain routinely provides special service to other special events occurring along its right of way, so the provision of a similar service to an event at the stadium will likely occur. Special service to the stadium could be made via a transfer at the Lawrence Station or Mountain View Station (more likely), or with approvals, trains could be run directly to the stadium. Working with Caltrain staff, these details will be resolved, and the operations plan described in this section of the TMOP.

5.2.5.1.1 Number of Trains

The feasibility of reducing headways for Caltrain on event days, or providing special service to the stadium will be discussed in this section of the TMOP. The number of trains and their operational plan will be included.

5.2.5.1.2 Train Size

Caltrain may elect to use larger trains for event day service to increase the number of patrons it can carry to the stadium area. The feasibility of using larger trains will be discussed in this section of the TMOP.

5.2.5.1.3 Schedule

The schedule of Caltrain service to various event types at the facility will be described herein, both regular service, augmented service and/or special service.

5.2.5.2 Access to Stadium (direct, via VTA or via Shuttle)

Currently, Caltrain does not provide direct access to the stadium (Altamont Commuter Express (ACE) and Capitol Corridor do have access rights on the tracks adjacent to the stadium). However, on event days, Caltrain may coordinate with VTA buses or shuttles to provide direct service to stadium via a transfer. By obtaining certain rights to operate on the tracks adjacent to the stadium (from the Union Pacific Railroad), Caltrain could provide special trains which could directly access the stadium. The logistics associated with such a service will be discussed in this section of the TMOP.

5.2.5.3 Loading/Unloading/Schedule

As described above, there are a number of different ways that Caltrain tracks and rolling stock could be used to provide game day service to the stadium. This section will describe the loading, unloading and schedule associated with the identified alternative for providing Caltrain access to the stadium.

5.2.5.4 Train Storage

If special service is to be provided to the stadium to serve events, an appropriate location for storing trains during the event will need to be identified and approved by the agency(s) having jurisdiction over the identified location.

5.2.6 Capitol Corridor

Capitol Corridor could provide rail service to approximately 500 stadium attendees via Sacramento. The details of potential Capitol Corridor service on event days are as follows:

5.2.6.1 Operations Plan

Similar to VTA's light rail service, Capitol Corridor may consider making changes to its service on event days to accommodate greater demand. Or, if regular or augmented service is not identified as the appropriate solution, special trains could be run to events.

5.2.6.1.1 Number of Trains

The feasibility of providing additional trains or special trains for Capitol Corridor on event days will be discussed in this section of the TMOP.

5.2.6.1.2 Train Size

Capitol Corridor may elect to use larger trains for event day service to increase the number of patrons it can carry to the stadium area. The feasibility of using larger trains will be discussed in this section of the TMOP.

5.2.6.1.3 Schedule

The schedule of Capitol Corridor service (regular, augmented or special) on event days will be discussed in this section of the TMOP.

5.2.6.2 Loading/Unloading/Schedule

If the Capitol Corridor service operates to the facility on event days, loading and unloading will in all likelihood occur at the Great America Station adjacent to the stadium. The provisions for loading and unloading and schedule will be identified in this section of the TMOP. A potential complication to be resolved and discussed in this section is the order of loading, unloading and general logistics at the Great America Station should the Capitol Corridor, ACE and Caltrain all provide service to the stadium via this one station.

5.2.6.3 Train Storage

Locations for storing special trains during events, should they be run via the Capitol Corridor, will need to be identified in this section of the TMOP.

5.2.6.4 Passenger Parking

The existing parking lot adjacent to the Capitol Corridor Great America Station may be utilized by Stadium patrons during events. This section will discuss how that parking lot would function on event days.

5.2.7 ACE

ACE could provide rail service for approximately 500 stadium attendees via the Central Valley. The details of ACE service on event days are as follows:

5.2.7.1 Operations Plan

Similarly to the challenges facing VTA with its light rail service, ACE may consider making changes to its service on event days to accommodate greater demand. Or, if regular or augmented service is not identified as the appropriate solution, special trains could be run to events.

5.2.7.1.1 Number of Trains

The feasibility of providing additional trains or special trains for ACE on event days will be discussed in this section of the TMOP.

5.2.7.1.2 Train Size

ACE may elect to use larger trains for event day service to increase the number of patrons it can carry to the stadium area. The feasibility of using larger trains will be discussed in this section of the TMOP.

5.2.7.1.3 Schedule

The schedule of ACE service (regular, augmented or special) on event days will be discussed in this section of the TMOP.

5.2.7.2 Loading/Unloading/Schedule

If the ACE service operates to the facility on event days, loading and unloading will in all likelihood occur at the Great America Station adjacent to the stadium. The provisions for loading and unloading and schedule will be identified in this section of the TMOP. A potential complication to be resolved and discussed in this section is the order of loading, unloading and general logistics at the Great America Station should the Capitol Corridor, ACE and Caltrain all provide service to the stadium via this one station.

5.2.7.3 Train Storage

Locations for storing special trains during events, should they be run via the ACE will need to be identified in this section of the TMOP.

5.2.7.4 Passenger Parking

The existing parking lot adjacent to the ACE Great America Station may be utilized by Stadium patrons during events. This section will discuss how that parking lot would function on event days.

5.3 Pedestrian Access

5.3.1 Roadway Closures/Pedestrian Only Areas

As noted in previous sections, a number of roadways are expected to be closed to vehicular access to provide space for transit loading, eliminate intrusions into residential neighborhoods, and to provide clear pedestrian crossing areas. These areas and the preferred pedestrian walkways are to be described in this section of the TMOP.

5.3.2 Access to Transit

The TMOP seeks to make access to transit easy and efficient. Access to public transportation is to be provided north of the stadium in a designated VTA loading zone, where buses will be staged. The location will require pedestrians to cross in front of vehicular traffic.

5.3.3 Access to Parking

Access to parking facilities may require pedestrians to cross traffic one or more times, or in some cases, not at all. In cases where pedestrians do have to cross traffic (to access parking facilities west of the stadium), pedestrians will use designated crossing areas. The details of parking access are as follows:

5.3.3.1 Designated Crossing Areas

Designated crossing areas are to be placed at locations where pedestrians can reach their parking facilities with a minimal number of crossings. Pedestrian crossing of roadway or transit rights of way will occur at a location of officer control or traffic control. The locations and control type of these crossing areas are to be identified in this section.

5.3.3.1.1 Control Type (Officer control, signal, uncontrolled)

In some cases, the designated crossing area may be placed at an intersection with officer control. In other cases, the designated crossing area may be under signal control, or under stop control. In each case, pedestrians will wait for traffic to yield, and then cross. The type of control to be provided for each crossing area is to be identified in this section.

5.3.3.1 Street Crossing Prohibitions (signage/fencing)

Some locations may include a street crossing prohibition in order to minimize conflict points between pedestrians and vehicles, and to focus pedestrians into the safest crossing areas. In these cases, signage will be posted to alert pedestrians regarding prohibited crossing areas.

5.3.3.2 Residential Area Intrusion

Similar to the street crossing prohibitions, signage will be posted at neighborhoods to alert pedestrians that residential areas are to be avoided (and to explain that they do not provide quicker paths to the stadium, to parking facilities, or to transit facilities).

5.3.4 ADA Access

Provisions for ADA access to the stadium from ADA parking zones and transit drop off/pick up areas will be provided. These ADA routes and provisions for ADA access will be identified and described in this section of the TMOP.

5.4 Bicycle Access

5.4.1 Access Routes

Bicyclists are expected to access the stadium by way of automobile ingress and egress routes, or via bicycle designated trails and facilities (i.e. the adjacent San Tomas Aquino

Creek Trail). The details of bicycle access routes will be discussed in this section of the TMOP.

5.4.2 Bicycle Parking

Bicycle parking is expected to be provided adjacent to the stadium facility in designated bicycle racks and/or lockers, and via bike valet for events in excess of 25,000 attendees. The locations, types and sizes of bicycle parking facilities will be identified and described herein.

5.5 Parking

5.5.1 Employee Parking

Stadium employees will be required to park in a designated parking area(s), that will provide a total of approximately 1,740 parking spaces. The details of employee parking are as follows:

5.5.1.1 Employee Parking Areas

The location of employee parking is to be identified in this section of the TMOP. It is likely that employees will park in a designated off-site satellite parking area, potentially accessible via public transit, or a game day employee shuttle.

5.5.1.1 Connection to Stadium

How employees travel between the designated employee parking area and the stadium will be described in this section of the TMOP. Such a connection could be made via foot, transit/light rail or a designated private shuttle. The schedule, facilities and capacity of this employee connection will be discussed in this section.

5.5.1.2 Hours of Arrival and Departure

Employees will generally arrive prior to the heavy ingress period, and depart after the heavy egress period. The hours of these activities and their impact on the connection to the stadium will be described.

5.5.2 Patron Parking

Parking for patrons is to be provided in numerous locations, all within a reasonable walking distance to the stadium. Approximately 19,000 parking spaces will be provided for patrons, with the majority being located in off-site parking lots. The details of patron parking will be detailed in a stadium parking program but are generally as follows:

5.5.2.1 Patron Parking Areas

Patron parking will be provided through several surface parking lots and garages located in the vicinity of the stadium, including parking within Great America's parking lot.

5.5.2.1.1 Season Ticket Holder Parking Areas

Season ticket holders for football games will be assigned to specific parking lots. In general, the season ticket holders will be assigned to lots through suggested access routes based on place of residence. For example, season ticket holders from San Francisco may be more likely to be assigned to parking lots in the northwest parking section. By assigning parking locations based on season ticket holder geographic origin, the TMOP minimizes congestion, and provides patrons the shortest path possible to their parking space.

5.5.2.1.2 General Admission Parking

General admission parking will be located furthest from the stadium. The precise location of general admission parking will be identified in this section of the TMOP.

5.5.2.2 Parking Supply and Locations

An inventory of parking spaces within nearby facilities is to be done to determine parking supply levels, and parking location. This inventory is expected to change from time to time, depending on the number and location of facilities having valid Off-Site Parking Permits from the City, and this section of the TMOP will be adjusted accordingly. These observations will be summarized in this section of the TMOP.

5.5.2.3 Parking Access Plan

On event days, parking facilities will be configured to control access, similarly to the roadway network. Where necessary, driveways may be coned off, and signage will be placed to direct patrons to proper access points.

5.5.2.4 Parking Hours

The days and hours of allowed parking will be described in this section of the TMOP. Stadium parking will be prohibited before and after these periods to minimize the period of potential disturbance.

5.5.2.5 Areas of Parking Prohibitions

All areas of parking prohibition will be identified in this section. These areas are to include parking within residential neighborhoods, parking within Great America's parking supply during their hours of operation, parking at non-designated off-site parking lots and other nearby facilities which are protected from game-day intrusion. Parking intrusion into prohibited areas will be controlled and enforced via an escalating series of control measures (i.e. signage/cones, barricades, traffic officers, etc). If initial measures prove ineffective in controlling intrusion, a more rigorous measure will be pursued until the intrusion is minimized to an acceptable level.

5.5.2.6 Measures to Protect Property Owners

The measures to be employed to protect nearby property owners from illegal game day parking will be described in this section of the TMOP. These measures could include: roadway closure, parking lot closure, signage, and flagger control, among others.

5.5.2.7 ADA Parking

The locations and numbers of ADA parking facilities will be described in this section. The project and all events will comply with applicable ADA laws in the provision of parking and accessible pedestrian access to events. It is likely that designated ADA parking will be provided in close proximity to the stadium.

5.5.2.7 Tailgating

This section will describe the designated rules surrounding tailgating in the stadium controlled parking facilities, and the provisions for enforcing those rules. It is likely that tailgating will only be allowed in a subset of the entire parking capacity, with appropriate provisions (charcoal disposal, etc) being provided in those areas.

5.6 Emergency Vehicle Access Plan

5.6.1 Ambulance

5.6.1.1 Ingress and Egress Plans

As part of the TMOP's traffic plan, traffic flow is to be confined only to certain streets, and only to flow in one direction. The opposite side of the street is to be coned off and used for emergency vehicle and law enforcement access. As such, emergency vehicles should be able to access the stadium through any route by using the opposite side of the street.

5.6.1.2 Staging Areas

Working with the Fire Department, Police Department and area providers, local areas for ambulances and other emergency vehicles to stage will be identified.

5.6.1.3 Providers

Event providers of ambulance service, along with their contact information, responsibilities and representatives will be identified.

5.6.2 Police

5.6.2.1 On-Site Facilities

The on-site locations for police to stage and coordinate will be identified in this section of the TMOP.

5.6.2.2 Off-Site Facilities

If the Police Department desires off-site locations for staging to oversee the implementation of the TMOP, they will be described in this section of the TMOP.

5.6.2.3 Ingress and Egress Plans

As part of the TMOP's traffic plan, traffic flow is to be confined only to certain streets, and only to flow in one direction. The opposite side of the street is to be coned off and used for emergency vehicle and law enforcement access. As such, police vehicles should be able to access the stadium through any route by using the opposite side of the street.

5.6.3 Fire

The on-site locations for fire personnel to stage and coordinate will be identified in this section of the TMOP.

5.6.2.2 Off-Site Facilities

If the Fire Department desires off-site locations for staging to oversee the implementation of the TMOP, they will be described in this section of the TMOP.

5.6.3.3 Ingress and Egress Plans

As part of the TMOP's traffic plan, traffic flow is to be confined only to certain streets, and only to flow in one direction. The opposite side of the street is to be coned off and used for emergency vehicle and law enforcement access. As such, emergency vehicles should be able to access the stadium through any route by using the opposite side of the street.

6.0 WEEKDAY CONSIDERATIONS

In addition to planned procedures for event days, the TMOP provides a plan for weekdays leading up to events, and instances where events are to occur on a weekday.

6.1 Advanced Communication

6.1.1 Patrons

Stadium patrons attending weekday events will be given advanced notice regarding entrance and exit procedures, including acceptable hours to arrive at parking facilities (so as not to interfere with weekday business). This section of the TMOP will discuss when and how patrons will be notified.

6.1.2 Area Businesses

Area businesses will be notified prior to events to ensure the safe and efficient exit of area employees. This section of the TMOP shall outline the method by which area businesses are to be notified of stadium activity. If an area business has agreed to provide event parking for a weekday game, the agreement will include a requirement for the business to advise its employees to depart the area considerably before the beginning of an event to avoid periods of substantial event congestion.

6.1.3 Changeable Message Signs

Prior to the start of events, changeable message signs are to be placed at key locations (e.g., nearby freeway ramps) to notify drivers of adjustments to the roadway network before, during, and after events. This section of the TMOP shall outline the method by which these changeable message signs are to be implemented.

6.2 Vehicle Access

While the weekend vehicle access plan calls for the surrounding roadway network to be effectively converted to one-way towards the stadium prior to events and one-way away from the stadium after events, different measures may be necessary during weekday events. These measures could include keeping additional outbound lanes open during the peak ingress period. Such measures would require additional and different traffic control. Such measures would be described in this section of the TMOP.

6.3 Transit Access

Similar to automobile considerations, special measures on transit facilities will be required before and after weekday games. These measures would apply all modes of transit service. The measures to be employed during a weekday event for each transit provider will be described.

6.4 Parking

While most commercial parking in the stadium area is vacant during weekend events, this will not be the case during weekday events. Weekday event parking in commercial areas, outside of stadium controlled and owned spaces, will need to be vacated prior to the beginning of stadium ingress. Thus, special agreements with these commercial properties will be required in order for a large weekday event to occur.

6.5 Residential/Business Interface

Communication will be a key to holding a successful large scale weekday event in the stadium. This includes advance proactive communication with both residents and businesses to inform them of the event, date and measures to be taken during these periods. To enable maximum capacity, and thus reduce the period of congestion, during a weekday event residents and businesses in the surrounding area will need to adjust their travel behaviors accordingly. This section of the TMOP will describe the advance communication plan, and agreements to be reached, with surrounding property owners to ensure a successful weekday event is possible.

7.0 INTEGRATION/COORDINATION WITH NEARBY FACILITIES

7.1 Great America Theme Park

7.1.1 Great America Theme Park Parking During Events

As detailed in section 5.5 of the TMOP, parking on event days for patrons is expected to occur in numerous parking lots within a reasonable walking distance of the stadium, including the Great America parking lots. On occasions when Great America is operating and a stadium event is scheduled, coordination between both parties is necessary to ensure efficient flow of vehicles into and out of the stadium. This section of the TMOP will outline procedures for parking within Great America's parking lot, while Great America is in operation. It is anticipated that these procedures would be established pursuant to a separate agreement entered into with the owners of Great America.

7.1.2 Great America Theme Park Vehicle Access During Events

It is a goal of the TMOP to ensure safe and efficient access for Great America patrons on stadium event days coinciding with Great America operation. As such, this section of the TMOP will describe a detailed access plan specific for Great America, identify where advanced signage will be placed, and outline how the message of adjusted access will be relayed to patrons.

7.1.2.1 Access Plan
7.1.2.2 Advanced Signage
7.1.2.3 Communication

7.2 Convention Center Vehicle Access During Events

Similar to Great America, stadium activity may coincide with Convention Center activity. In the event that this occurs, safe and efficient access for Convention Center patrons must be maintained. This section of the TMOP will describe what changes may occur on stadium event days, and how sufficient access will be provided.

7.3 Youth Soccer Facility Vehicle Access During Events

Stadium activity may coincide with youth soccer facility activity. In the event that this occurs, safe and efficient access, and parking, for youth soccer facility users must be maintained. This section of the TMOP will describe what changes may occur on stadium event days, and how sufficient access will be provided.

7.4 Golf and Tennis Facility Vehicle Access During Events

Stadium activity may coincide with golf and tennis facility activity. In the event that this occurs, safe and efficient access, and parking, for golf and tennis facility users must be maintained. This section of the TMOP will describe what changes may occur on stadium event days, and how sufficient access will be provided.

7.5 David's Restaurant and Banquet Facility

Stadium activity may coincide with activity at David's Restaurant and Banquet Facility. In the event that this occurs, safe and efficient access for facility users must be maintained. This section of the TMOP will describe what changes may occur on stadium event days, and how sufficient access will be provided.

8.0 DEVELOPMENT OF OPERATING BUDGET

Implementation of the measures identified during the TMOP will require resources. This section of the TMOP will identify the following:

On-going budgetary requirements of TMOP monitoring and upkeep
Funding responsibilities of TMOP monitoring and upkeep
Budgetary requirements of TMOP Implementation, by event size and type
Funding Responsibilities of TMOP Implementation

EXHIBIT "Parking LOIs"

APPLICANT SUBMITTED PARKING LETTERS OF INTENT

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Marriott

August 31, 2010

49ers Stadium Company
Elisabeth Lang
Vice President, Communications and Government Relations
4949 Centennial Blvd.
Santa Clara, CA 95054

Re: Parking Availability for Stadium Events

Dear Lisa,

As you know, The Marriott Hotel Management supports the proposed development of a Stadium in the City of Santa Clara as the future home of the San Francisco 49ers, and realizes that it is essential to the development of the Stadium that there be a sufficient number of parking spaces available for NFL Games and other large events. This letter confirms our agreement that all of our hotel guests who attend Stadium events will be permitted to park their vehicles in the hotel's parking facilities during the Stadium event, even if the duration of the event will extend past the regular hotel check-out time.

Although it is difficult to estimate the number of parking spaces that will be used for any particular Stadium event, we estimate that at least for NFL games, the majority of our 1200 parking spaces will be utilized by hotel guests attending the games.

Again, we look forward to the development of the Stadium and much success for the 49ers in Santa Clara.

Sincerely,

Chuck Pacioni
General Manager of the Santa Clara Marriott Hotel

Santa Clara Marriott – Executive Office
2700 Mission College Boulevard, Santa Clara, CA 95054
Telephone: (408) 970-6103 Facsimile (408) 970-6153

WEST VALLEY·MISSION COMMUNITY COLLEGE DISTRICT

JOHN E. HENDRICKSON, *Chancellor*
14000 Fruitvale Avenue
Saratoga, CA 95070-5698
408.741.2195
www.wvmccd.cc.ca.us

August 18, 2010

City of Santa Clara
Planning Commission
1500 Warburton Avenue
Santa Clara, CA 95050

Re: West Valley Mission Community College District Support for 49ers Stadium Project and Non-binding Letter of Intention to Negotiate with the 49ers for Parking Spaces

Dear Chairperson and Members of the Commission:

The West Valley Mission Community College District ("District") is pleased to publically announce its support for the 49ers stadium project ("Project") and more particularly, to state its intention to enter into negotiations with the 49ers organization on the terms and conditions of an agreement to provide the 49ers with the use of certain District parking spaces in the vicinity of the Project.

The District looks forward to working with the 49ers and the City of Santa Clara as the Project progresses.

This letter was presented to and approved by the Governing Board of Trustees of the District at its regularly-scheduled meeting held August 17, 2010.

Sincerely,

Robert T. Owens, Sr.
President, Board of Trustees

John E. Hendrickson
Chancellor

Board of Trustees
ROBERT T. OWENS, *President* • CHAD WALSH, *Vice President* • ADRIENNE GREY • NICK HEIMLICH • JACK LUCAS, Ed.D. • BUCK POLK • CHRISTOPHER STAMPOLIS
Building Silicon Valley's Future...One Student at a Time. WEST VALLEY COLLEGE, SARATOGA • MISSION COLLEGE, SANTA CLARA

August 27, 2010

San Francisco 49ers
4949 Centennial Boulevard
Santa Clara, CA 95054-1229

Re:

Santa Clara, CA 95054

We very much appreciate the overwhelming support received for Measure J on June 2 and, with that support, are now excited to team with the City of Santa Clara in developing a "state-of-the art" multi-purpose football stadium as the future home of the San Francisco 49ers. An essential part of this process is ensuring that there will be a sufficient number of parking spaces available for NFL Games and other large events at the Stadium, and we are gratified that you, along with other area businesses and property owners, are willing to help make the Stadium a reality by offering to provide parking on your property ("Property") for those events. The purpose of this letter is to outline certain of the fundamental terms upon which such a parking arrangement would be negotiated.

1. Parties: The parking agreement would be entered into by the 49ers Stadium Company, an affiliate of the San Francisco 49ers football team (the "49ers") and/or the Santa Clara Stadium Authority, which will be a governmental entity affiliated with the City of Santa Clara (in either case, "Tenant"), and, you, as the owner of the parking lot ("Owner").

2. Term: The term of the parking agreement will commence on the opening of the Stadium, currently planned for Fall 2014, and will continue for 10 years, with options to extend coterminous with the 49ers' lease of the Stadium.

3. Number of Spaces: The Owner agrees to make 943 parking spaces available for the exclusive use of patrons attending events at the Stadium ("Event Spaces"). The Owner shall be entitled to reserve 12 parking spaces for use by the Owner's employees, without charge, during Stadium events.

4. Scheduling: NFL Games. The Owner agrees to provide exclusive use of Event Spaces for NFL Games on weekends in August through January (approximately 22 weekends) and for a limited number of Monday and Thursday night games. As a general guideline, in January of each year, the 49ers will ask the Owner for any black-out dates when

parking would not be available. This information would be shared with the NFL and taken into consideration when the NFL game-day schedule is developed. In April of each year, the 49ers will advise the Owner of the NFL game schedule for the coming Fall.

Other Events. The Owner also agrees to provide exclusive use of Event Spaces for patrons attending approximately 10 to 20 other major events at the Stadium. As a general guideline, these other events will be scheduled on weekends or weekday evenings, at least 6 months in advance. The parking agreement will provide for appropriate limitations on the scheduling of such events, to avoid unreasonable conflict with the Owner's needs.

5. Revenue:

6. Operations: Tenant will be responsible for managing and operating the parking lot during events at the Stadium, and may contract with a parking operator to manage the parking lot. The parking operator will carry appropriate liability and other insurance relating to its activities at the property. The Owner, the Tenant and any parking operator will jointly develop operating procedures that will address issues such as hours of operator access before and after an event, Owner access during events, staffing levels, security, towing rights, litter clean up, signage, lighting and other facilities. The lot will be returned cleaned-up and ready for employee parking by the following morning. The parking agreement will also address the 49er's exclusive right to place its sponsors' signage, promotional displays, kiosks and similar facilities on the property in connection with NFL Games, and a similar exclusive right on the part of Tenant with respect to other Stadium events.

7. Repairs and Maintenance: The Owner will be responsible for maintaining the parking lot in good condition and repair, including exterior lighting, and in compliance with all applicable laws, provided that the Tenant will be responsible for any maintenance and repair arising from their patrons.

8. Successors and Assigns: A memorandum of the parking agreement will be recorded in the county records, and the parking agreement will be binding upon future owners and users of the property.

9. Confidentiality: The parties agree not to disclose any of the economic terms of this letter, except to their attorneys, accountants, consultants, lenders or potential lenders, who shall agree to keep such information confidential. Except for the attached letter of acknowledgment to be executed concurrently herewith, Owner agrees not to make or issue any news release, public announcement, denial or confirmation of any part of the subject matter of this letter without the prior consent of the 49ers.

This letter is intended as an outline for negotiation of a potential parking agreement to be documented by a formal written agreement. The parties agree that this letter does not constitute a binding agreement, except for the provisions of Paragraph 9 (Confidentiality), which shall be binding upon the parties. If this letter accurately reflects our present understanding, please execute the enclosed copy of this letter and return it to me at your earliest convenience.

Very truly yours,

FORTY NINERS STADIUM, LLC
("49ers Stadium Company")

By: _____
LARRY MACNEIL
Its: V.P.

ACCEPTED AND AGREED:

_____

By: _____

Its: _____

Date: August 27, 2010

August 27, 2010

San Francisco 49ers
4949 Centennial Boulevard
Santa Clara, CA 95054-1229

Re: _____

Santa Clara CA 95054

We very much appreciate the overwhelming support received for Measure J on June 2 and, with that support, are now very excited to team with the City of Santa Clara in developing a "state-of-the art" multi-purpose football stadium as the future home of the San Francisco 49ers. An essential part of this process is ensuring that there will be a sufficient number of parking spaces available for NFL Games and other large events at the Stadium, and we are gratified that you, along with other area businesses and property owners, are willing to help make the Stadium a reality by offering to provide parking on your property ("Property") for those events.

This letter confirms that, concurrently herewith, we have entered into a non-binding letter of intent pursuant to which we have set forth certain of the fundamental terms upon which you, as the owner of the above-referenced Property, will agree to make available 943 parking spaces for the exclusive use of patrons attending events at the Stadium.

Again, we appreciate your support and look forward to a long and successful partnership.

Very truly yours,

49ers Stadium Company
FORTY NINERS STADIUM, LLC

By: _____
LARRY MACNEIL

Its: V.P.

ACCEPTED AND AGREED:

_____

By: _____

Its: _____

Date: August 27, 2010

12183.003.598380v6

EXHIBIT "App State-3/31/10"

APPLICANT STATEMENT

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SAN FRANCISCO 49ERS

4949 Centennial Boulevard

Santa Clara, CA 95054-1229

Telephone: 408-562-4949

Fax: 408-727-4937

www.49ers.com

RECEIVED
MAR 31 2010
PLANNING DIVISION

March 31, 2010

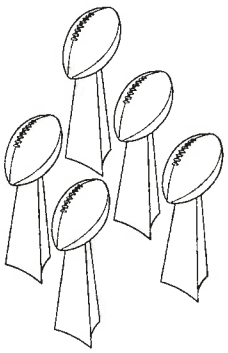
Honorable Mayor Mahan and Members of the Santa Clara City Council
Santa Clara Planning Commissioners
c/o Jeff Schwilk, Prinicipal Planner
City of Santa Clara
1500 Warburton Avenue
Santa Clara, CA 95050

Re: 49ers Santa Clara Stadium Project PD Rezoning Request

The San Francisco 49ers are requesting a rezoning of the proposed 49ers Santa Clara Stadium site to Planned Development ("PD") in order to facilitate the construction of a new 68,500 seat stadium. The stadium site is an approximately 22-acre parking lot located at the southwest corner of the intersection of Tasman Drive and Centennial Boulevard. The 49ers are also requesting that their existing training facility and corporate headquarters, the Marie P. DeBartolo Sports Centre, located directly east of the stadium site, be incorporated into the new PD zoning designation for the stadium.

The stadium is proposed to be developed and owned by a public agency (the "Stadium Authority") to be formed by the City of Santa Clara and the City's Redevelopment Agency, as further described in the Term Sheet dated June 2, 2009. The stadium would be leased to the San Francisco 49ers for playing home games during the NFL pre-season, regular season, and post-season and for other NFL related events. In addition, use of the stadium may range from incidental use of meeting room facilities within the main building, including support of Convention Center activities, to larger activities such as concerts and other sporting events that would use a significant amount of the available seating, as further described in the 49ers Santa Clara Stadium Project Final Environmental Impact Report.

SUPER BOWL CHAMPIONS XVI, XIX, XXIII, XXIV, XXIX



The proposed stadium would have a permanent seating capacity of approximately 68,500 seats and would be designed to expand to approximately 75,000 seats for special events. An NFL Super Bowl game would be an example of a special event requiring additional seating. The stadium structure would have a maximum height of 175 feet above the ground surface with light standards on top of the structure reaching a

maximum height of 200 feet above the ground surface. The stadium would be five levels on the east, north, and south sides and nine levels (referred to as the Suite Tower) on the west side. The event level of the stadium (i.e., ground level) would include the playing field, locker rooms, main commissary, facilities for grounds keeping staff, operations (including management, security, and janitorial), truck docks, and facilities for various other support functions. The event level would be constructed at approximately the existing site elevation. The press as well as TV and/or radio broadcast personnel would have facilities at the Press Level located on the top floor of the west side. The box office, 49ers Team store, Stadium Authority office, and for-lease retail commercial space would be located on ground level along the Tasman Drive frontage.

The findings that provide the basis for our request are as follows:

(a) The existing Public/Quasi-Public zoning of the proposed stadium site is inappropriate for the proposed project. Although the existing zoning conditionally allows a variety of public and quasi-public facilities and could, conceptually, allow a stadium to be approved, it is appropriate to rezone the proposed stadium site to PD to allow for the specific needs of a stadium intended to be used for NFL games, including design needs related to building heights, lot coverage, and flexible development standards. Consequently, the PD rezoning will implement and be consistent with the recently approved General Plan Amendment to the *Tourist Commercial* land use designation, which allows increased building height and building coverage and specifically allows stadium uses.

(b) The proposed zone change will conserve property values; improve the existing character and stability of the area and promote the orderly and beneficial development of the area. The proposed project will improve the area by revitalizing a currently underutilized site and playing a significant role in the redevelopment of the Tasman Drive corridor. Consistent with the Bayshore North Redevelopment Plan, the project will promote the Bayshore North Entertainment District with projects and activities that create vitality and economic benefits beyond normal business enterprises. As stated in the City Analysis of Economic Impact Report dated June 1, 2007, the stadium project will promote activities that support the Convention Center and the hotels and restaurants in the City, and will encourage new restaurant and retail services that support the daily business activity in the area. The project will develop an entertainment and sports facility on public land that will provide a return to the City's General Fund and provide civic, cultural, and sporting amenities that serve a wide range of public interests in the region. Consistent with the recently approved General Plan Amendment that encourages shared parking within the Tourist Commercial area, the project will encourage shared parking throughout the surrounding area to minimize excess costs associated with development of parking and promote creative parking arrangements that are compatible with activities on nearby properties. The PD rezoning will provide flexibility allowing the high quality architecture and design of the proposed development to improve the streetscape and visual quality of the project area.

The project also will meet high sustainability standards by achieving a LEED certification.

(c) The proposed zone change is required by public necessity, public convenience and the public welfare of the City.

The proposed project will develop a facility that will provide a return to the City's General Fund and provide civic, cultural, and sporting amenities that serve a wide range of public interests in the City and the region.

A fee will be added to the price of tickets for certain stadium events, including San Francisco 49ers NFL home games, to secure additional funding for libraries, senior activities, and youth sports programs serving Santa Clara residents.

The proposed project meets the basic goals of the General Plan's Land Use Element by promoting orderly development, improving the economic and physical quality of the area, developing the City's economic base and encouraging stable employment demand corresponding to the City's labor characteristics. (See Section 2.0). The proposed project meets the goals of the *Tourist Commercial* designation, which encourages quality hotel, recreation and other tourist-oriented uses such as theatres, museums, stadiums, arenas, sports and cultural facilities, and specialty retail. (See Section 2.4.3(e), as amended on March 9, 2010.) The project is consistent with and implements Commercial Policy 10 in the General Plan's Land Use Element, which encourages the City to "[s]upport the continued development of a visitor economy in the Bayshore North area, including lodging, entertainment, recreation, retail and a lively urban character." The project also is consistent with and implements Public Policy 19, which encourages the City to "[d]evelop the Bayshore North area as a long term financial resource for the City." The City established the Bayshore North Redevelopment Area to eliminate blight in the area and to promote private development of economically sound projects. (See Section 2.6).

The proposed project meets the intent of the Bayshore North Redevelopment Plan's Tourist Commercial and Parking designation to encourage quality hotel, office, recreation and other tourist-oriented uses such as theatres, museums, stadiums and arenas and specialty retail and restaurants.

The proposed project will foster job growth in an area served by mass transit, and will promote activities that take advantage of mass transit infrastructure.

The project will increase the City of Santa Clara's profile both regionally and nationally and will increase tourist and visitor spending at the City's hotels, restaurants, and retail stores.

(d) The proposed zone change would allow imaginative planning and design concepts to be utilized that would otherwise be restricted in other zone districts, but which are permitted under the City's General Plan and the Bayshore North Redevelopment Plan.

As stated above, the PD zone allows flexible design standards, thereby fostering a more imaginative, visually appealing stadium and streetscape design.

Along with the rezoning, the San Francisco 49ers are requesting the following: (a) approval of a Disposition and Development Agreement and related conveyance documents; (b) approval of a Parcel Map; (c) vacation and abandonment of an existing roadway (the portion of Centennial Drive south of Tasman Drive); (d) approval of a parking variance; (e) creation of a Parking Overlay Zone; (f) creation of a joint powers authority public agency (Stadium Authority) that will develop and own the Stadium; (g) approval of the design and construction of a new parking garage to serve the Stadium, the convention center, and the Great America theme park; (h) approval of the abandonment, removal, and relocation of the transmission lines and electrical substation equipment located on the Tasman Substation Site; and (i) creation of a Mello-Roos community facilities district or other financing district for hotels in the Stadium area, if approved by a vote of the affected hotels.

The PD zoning will provide that parking for stadium uses will be provided through shared parking arrangements, which the Parking Overlay Zone will facilitate and regulate. The Parking Overlay Zone will implement Section 2.4.3(e) of the General Plan, as amended on March 9, 2010, which provides that "[s]hared parking arrangements are encouraged and may be approved in circumstances where one or more uses are complementary in their nature and peak times of activities." The Parking Overlay Zone will establish City control of parking use entitlements and restrictions on off-site event parking on private properties and public streets, and will allow off-site stadium parking to occur on non-residential properties within an approximately 20-minute walking distance of the stadium. A City permit would be required for each property owner willing to participate. A minimum of 19,000 parking spaces, out of approximately 41,300 existing and planned parking will be required to be made available through the use of parking agreements with the property owners (and tenants if necessary). Many of these parking stalls, which serve existing businesses during weekdays, are underutilized during weeknights and on weekends. Large stadium events requiring off-site parking would not be scheduled during normal business hours when the off-site surface lots would be used by local businesses, unless arrangements could be made to assure that adequate parking is available for event patrons. This would be accomplished on an ongoing basis through the implementation of a parking program included in the stadium's Transportation Management and Operations Plan.

Please do not hesitate to contact me if you have any questions regarding this PD rezoning request.

Very truly yours,

Larry MacNeil
49ers Stadium, LLC

EXHIBIT "Correspondence – 9/1/10"

NO CORRESPONDENCE HAS BEEN RECEIVED AS OF SEPTEMBER 1, 2010

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