

**Exhibit N**

Summary of Parking Rights on City Owned Properties

Through the Ground Lease, the City will convey to the Stadium Authority certain parking rights on City owned properties (the "Parking Rights"). Through the Stadium Lease, the Stadium Authority will convey to Stadco all of the Parking Rights relating to NFL Events. The Ground Lease will not be amended without the approval of Stadco.

Except as specifically provided in this Summary of Parking Rights, no additional rent or charge shall be payable by the Stadium Authority or Stadco for the Parking Rights, which shall be appurtenant to their rights as tenants under the Ground Lease and Stadium Lease. Incremental costs of operation and clean-up of the parking facilities, resulting from exercise of the Parking Rights shall be borne by Stadco for all NFL Events and by the Stadium Authority (or event organizer) for all Non-NFL Events. In each case, the Parking Rights include exclusive rights to sell advertising and space for promotional displays and activities in the parking areas in conjunction with NFL and Non-NFL events, including, without limitation, concessions stands and kiosks, signage, advertising and other promotional uses ("Incidental Rights") on event days. Stadco shall have the exclusive right to sell naming rights and sponsorship rights for the parking areas in conjunction with NFL and Non-NFL events.

The Parking Rights in certain of the parking facilities are subject to the rights of others under existing contracts, as described below. These existing contracts will not be amended in any way that would affect the Parking Rights without the approval of the Stadium Authority and Stadco.

Parking stall counts used in this Summary are approximate, and may be subject to adjustment from time to time.

The Parking Rights consist of the following, and the parking stalls are located in the areas generally depicted in the attached Exhibit A.

1. Main Lot.

(a) Parking Facility: Upon completion of restriping by the City, approximately 7,000 automobile spaces (depending on the final restriping plan) located on the so-called "Main Lot", including the property on which the substation is currently located (APNs 104-43-51, 104-43-52, 104-43 38, 104-43-004, and 104-42-14).

(b) Prior Rights: The Parking Rights in the Main Lot are subject to the parking rights of the tenant under the Great America Ground Lease.

(c) Parking Rights: Subject only to the parking rights of the tenant under Great America Ground Lease, Stadco would have the right to use the entire Main Lot for NFL Events and the Stadium Authority would have the right to use the entire Main Lot to the extent needed for Non-NFL Events. Portions of the Main Lot may be used as a bicycle storage area.

2. Convention Center/TechMart.

(a) Parking Facility: Approximately 2,000 spaces located in the existing Convention Center Garage, surface spaces at Convention Center and at the TechMart.

(b) Prior Rights: The Parking Rights in the Convention Center/TechMart are subject to the rights of the tenants under the Hyatt (approximately 500 spaces) and TechMart (approximately 1,081 spaces) Ground Leases.

(c) Parking Rights: Approximately 500 spaces are available net of the spaces allocated to Hyatt and TechMart. Stadco would have the right to use all of these available spaces for NFL Events and the Stadium Authority would have the right to use these available spaces to the extent needed for Non-NFL Events.

(d) Other Terms: Specific location of the spaces is to be determined in consultation with the tenants under the Hyatt and TechMart Ground Leases. The Stadium Authority and Stadco will cooperate with the Convention Center to develop a mutually agreeable plan to encourage events at the Convention Center to be held in conjunction with NFL and Non-NFL Events and to identify sponsorship and advertising opportunities for the Convention Center that do not conflict with that conflict with the Incidental Rights or the terms of contracts that Stadco, the Team or any Second Team negotiates with its advertisers or sponsors.

3. Tasman Drive Parking Structure.

(a) Parking Facility: Approximately 1,812 spaces to be located in the Tasman Drive Parking Structure (City Project No. CE 10-11-11).

(b) Prior Rights: The Parking Rights in the Tasman Drive Parking Structure would be subject to the parking rights, if any, of the tenants under the Great America and Hyatt Ground Leases.

(c) Parking Rights: Stadco would have the right to use the entire Tasman Drive Parking Structure for NFL Events and the Stadium Authority would have the right to use the entire Tasman Drive Parking Structure to the extent needed for Non-NFL Events.

4. Stars and Stripes Lot.

(a) Parking Facility: Approximately 189 spaces along extension of Stars and Stripes Drive.

(b) Prior Rights: The Parking Rights in the Stars and Stripes Lot shall be subject to that certain Cooperative Agreement dated July 24, 2001 between the City and the Santa Clara Valley Transportation Authority ("VTA"), as the same may be amended in connection with the Ground Lease.

(c) Parking Rights: Stadco would have the right to use the entire lot for NFL Events and the Stadium Authority would have the right to use the entire lot to the extent needed for Non-NFL Events.

5. Tasman Drive Surface Lots.

(a) Affected Property: Approximately 789 spaces to be located in surface Lots on Tasman Drive (APNs 104-03-038 and 104-03-039).

(b) Prior Rights: None.

(c) Parking Rights: Until development commences for another use of these lots, Stadco would have the right to use the entire lot for NFL Events and the Stadium Authority would have the right to use the entire lot to the extent needed for Non-NFL Events.

(d) Other Terms: Stadco will pay to the City as owner of the lots five dollars (\$5.00) per stall for each NFL Game for which the Tasman Drive Surface Lots are used for parking. Parking for Non-NFL Events will be provided to the Stadium Authority at no cost.

(e) Future Development: In the event the City offers the Tasman Drive Surface Lots, or either of them, for sale or lease, the following shall apply:

(i) Any RFP or other document offering the Tasman Drive Surface Lots, or either of them, for sale or lease shall indicate the City's intent to require that to the extent that any such development includes parking in excess of that reasonably required for the use of such development on Stadium event days, such parking shall be made available for parking for NFL Events and Non-NFL Events at no charge. In the course of negotiating any binding agreements for the sale or lease of each of the Tasman Drive Surface Lots, the City, Stadco and any purchaser or lessee of each of the lots shall agree upon the terms to be included in such sale or lease documents related to Stadium event parking.

(ii) The City shall cooperate with the Stadium Authority and Stadco to identify other City property in the area that could be used for Stadium event parking. To the extent available, CFD funds will be used to put such property into condition to be used for parking. The City shall have no responsibility for any such costs, but shall make such property available to the Stadium Authority and Stadco at no cost.

6. South Lot.

(a) Parking Facility: Approximately 181 spaces, just south of the Stadium Site, identified as Parcel 6 on the Tentative Subdivision Map for the Stadium Site.

(b) Prior Rights: Rights in the City of access to Parcel 5 and to APN 104-43-001, as provided in a reciprocal easement agreement to be entered into simultaneously with the recordation of the Tentative Subdivision Map.

(c) Parking Rights: Stadco and the Stadium Authority, and potentially Silicon Valley Power, would have the right to use the entire South Lot on a shared basis.

**Exhibit A to:  
Summary of Parking Rights on City Owned Properties**

