

EXHIBIT F
TO STADIUM LEASE

MITIGATION MEASURES AND CONDITIONS OF APPROVAL

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Operational Mitigation Measures and Conditions of Approval

A. Hydrology Mitigation Measures

- As part of the mitigation for post-construction runoff impacts addressed in the SWPPP, the project will implement regular maintenance activities (i.e., sweeping, maintaining vegetative swales, litter control, and other activities as specified by the City) at the site to prevent soil, grease, and litter from accumulating on the project site and contaminating surface runoff. Storm water catch basins will be stenciled to discourage illegal dumping.
- The proposed project will be required to record an Operation & Management (O&M) agreement with the City to insure continued maintenance and performance of post-construction measures including CDS units and roof-drainage systems.

B. Hazardous Materials Mitigation Measures

Toxic Air Contaminants

- The proposed project will have to prepare an emergency response plan in coordination with first-responders and other emergency agencies. The plan will include an evacuation plan, medical response plan, and advance warning system, and will detail what parties are responsible for specific response actions. The plan will need to be approved by the City's Director of Planning and Inspection and the Santa Clara Fire Chief prior to issuance of occupancy permits.

C. Transportation Mitigation Measures

- The City will require, as a condition of project approval, the preparation and implementation of a Transportation Management and Operations Plan (TMOP) and the formation of a working group to oversee the plan's implementation. The City of Santa Clara and the Valley Transportation Agency (which operates both the LRT and the countywide bus transit system in Santa Clara County) have agreed to form an ongoing multi-jurisdictional group that will address the detailed planning needed to achieve the level of transit service assumed by the Draft TMP. Santa Clara City staff have agreed that a committee of City staff, VTA staff, and the 49ers organization will lay out the framework of the TMOP and the objectives of the program to accomplish the City's goals for this project. That framework will be attached to the PD zoning as a condition of project approval. The long term working group that will be created to prepare the TMOP will include the Stadium Authority, City of Santa Clara, VTA, and the adjacent cities that will help to implement the traffic control plan. The working group will also need to work closely with other transit providers, including ACE, Capitol Corridor, Caltrain, other County transit bus operators and charter bus operators. The TMOP will be completed for the opening of the stadium utilizing the most current

roadway and transit data available at that time (estimated mid-2014), and will be updated annually as necessary.

D. Air Quality Mitigation Measures

- Develop a Transportation Demand Management program that would include financial incentives for employees to reduce automobile vehicle trips.
- Encourage use of public transit for events through advertising.
- Provide shuttle service between LRT and Caltrain stations.
- Enforce State law idling restrictions of trucks or buses and include signage indicating the restriction and associated fines.
- The 49ers team will coordinate with transit providers on a yearly basis to offer promotions for event attendees to use transit.
- Reserve surface parking within 750 feet of residences for vehicles only. Prohibit tailgating within these areas.
- Designate a “disturbance coordinator” to investigate and respond to odor or air quality complaints. Provide the name and contact information for the disturbance coordinator to residents within 750 feet of the stadium or surface parking lots.

E. Noise Mitigation Measures

- 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.
- 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 750 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.
- 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.
- 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.

- 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.
- F. Global Climate Change Mitigation Measures/Avoidance Measures
- The project will implement the identified TDM measures as a condition of approval.
 - The stadium operators will be required to prepare and implement a Waste Reduction & Recycling Plan that targets 100 percent diversion of solid waste from stadium events, including composting or other diversion of compostable organics.
 - Water conservation measures will be implemented for potable water use.
- G. Engineering Conditions of Approval
- 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.
- 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.
- 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.
- H. Fire Conditions of Approval
- 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.

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.

I. Planning and Inspection Conditions of Approval

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.

P12. The applicant shall comply with the Mitigation Monitoring or Reporting Program for the 49ers Stadium project that was adopted by the City Council on March 9, 2010, as amended by the City Council from time to time.

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.

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. For sound system installations and modifications within the stadium site, the target for maximum sound level exposure in residential areas to the east and south shall be 60 dBA, in order to minimize noise impacts to sensitive receptors.

- 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.

J. Police Conditions of Approval

- 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.

- 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.
- 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.

K. Silicon Valley Power (SVP) Conditions of Approval

- EL5. The applicant shall own, maintain, and install underground service entrance conduits and conductors shall per [sic] 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.
- 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.

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).

L. Streets Conditions of Approval

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.

M. Water and Sewer Department Conditions of Approval

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.

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.