

ARTICLE 16.
STADIUM MANAGEMENT AGREEMENT

Section 16.1. Stadium Management Agreement. Prior to the Close of Escrow, the Stadium Authority and Stadco shall agree on the final form of the Stadium Management Agreement. The Parties anticipate that Stadco will create an Affiliate to enter into the Stadium Management Agreement (“Managementco”), subject to the Stadium Authority’s approval of the organizational documents, staffing, and capitalization of Managementco at the Close of Escrow. Except as otherwise agreed in the Stadium Management Agreement, the Stadium Management Agreement shall be on terms consistent with the following:

(a) **Management Services.** Managementco shall be responsible for the day-to-day operation of the Stadium on behalf of Stadco and the Stadium Authority, pursuant to an annual operations plan approved by the Stadium Authority, including management and oversight of the maintenance and repair of the Stadium, marketing activities with respect to Non-NFL Events, concession and parking operations of the Stadium, development of budgets and capital plans, and maintenance of books and records.

(b) **Term.** The initial term of the Stadium Management Agreement shall continue for a period of twenty-five (25) years from the Commencement Date, and thereafter shall be subject to extension, at the option of the Stadium Authority, for the balance of the term of the Stadium Lease.

(c) **Third Party Contracts.** Managementco shall have the right and obligation, in accordance with standards and processes set forth in the Stadium Management Agreement, to enter into third party contracts relating to the operation and maintenance of the Stadium in order to provide services to the Stadium on a year-round basis, including, without limitation, the Concession Operating Agreement and agreement for parking operations.

Section 16.2. Line of Credit. As a condition of the Close of Escrow, the Stadium Authority shall have entered into an agreement with Managementco, in a form and amount reasonably satisfactory to the Stadium Authority, pursuant to which Managementco commits to loan funds to the Stadium Authority at the request of the Stadium Authority in accordance with the Line of Credit Agreement Summary. The Line of Credit Agreement shall incorporate in substantial form the material terms as set forth in the Line of Credit Agreement Summary.

ARTICLE 17.
STADIUM PARKING

Section 17.1. Publicly-Owned Parking. Pursuant to the Ground Lease, the Stadium Authority and Stadco will have the rights described in the Summary of Parking Rights.

Section 17.2. Parking Plan. Prior to the Close of Escrow, Stadco shall submit to the Stadium Authority, for its reasonable review and approval, a preliminary plan to provide a sufficient number of parking spaces to meet the NFL game-day parking requirements (the “Preliminary Parking Plan”). The Preliminary Parking Plan shall demonstrate reasonable