

EXHIBIT D

SCOPE OF DEVELOPMENT

I. General Overview

All capitalized terms not defined herein shall have the meanings set forth in the Ground Lease (Stadium Disposition and Development Agreement (Stadium Lease) entered into by and between the City of Santa Clara, a municipal corporation (the "City"), as ground lessor, and Santa Clara Stadium Authority, a joint exercise of powers entity, created through Government Code Section 6500 et seq. ("Lessee") as ground lessee, to which this Scope of Development is attached and made a part thereof.

The proposed project consists of the design, construction and installation of: (a) on the Stadium Site, (i) an outdoor stadium suitable for NFL Games containing approximately 1.85 million square feet, and with a permanent seating capacity of up to approximately 68,500 seats, including all suite, club and general admission seating (with the possibility for expansion to approximately 75,000 seats for larger events such as an NFL Super Bowls) (the "Stadium"), (ii) a plaza surrounding the Stadium that provides a physical and visual transition from the offsite area to the Stadium Site, and (iii) building systems, utilities, infrastructure and other improvements for the Stadium Site (together with the Stadium; collectively, the "Stadium Project"); and (b) in the vicinity of the Stadium Site several infrastructure projects to facilitate the operation of the Stadium, generally described below (the "Ancillary Improvements"), all of which shall be consistent with the Schematic Design Drawings.

II. Stadium Structure

The Stadium structure will be designed using structural steel and concrete elements with portions of the exterior enclosed by metal panels and glass. The Stadium foundation system will consist of concrete piles and pile caps as well as isolated spread and strip concrete footings. The Stadium will be designed in accordance with the 2010 California Building Code, as adopted by the City of Santa Clara, as well as other applicable codes relating to stadiums. The maximum height of the Stadium shall be approximately 175 feet above the ground surface with light standards, speakers, catwalks, scoreboards and other miscellaneous items on top of the structure reaching a maximum height of 200 feet above the ground surface. The Stadium will consist of six levels on the east side, five levels on the 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) will include the playing field, locker rooms, main commissary and several kitchens, an area for part of a football hall of fame (the area for the other part of a football hall of fame will be located at the Plaza level), a Santa Clara Police Department temporary holding facility, facilities for grounds keeping staff, operations (including management, security, and janitorial), truck docks, and facilities for various other support functions. The event level will be constructed at approximately the existing site elevation. The box office, Team store, part of the football hall of fame, a fantasy football lounge and approximately 10,000 gross square feet of leasable 3rd-party tenant shell space that may be leased to other tenants by StadCo for retail commercial use will be located at the Plaza level along the northeast and east frontage of the building. Team offices and Team use areas will be located on the event level of the Stadium on the east side, and in a

number of other areas throughout the Stadium, including near the locker rooms. Storage areas and first aid rooms will be located throughout the Stadium. The Stadium will also include Stadium Authority administrative offices and a traffic control center. Facilities for members of the press, as well as TV and/or radio broadcast personnel, will be located at the level (referred to as the Press Level) on the top floor of the west side Suite Tower and on the event level.

III. Stadium Project Components.

The Stadium Project shall include required demolition of existing paving and other structures on the Stadium Site, including improvements adjacent to the Soccer Park Parcel (the "Soccer Park Parcel"), relocation of existing utilities (except those connecting the existing Tasman substation to Silicon Valley Power's Northern Receiving Station ("Northern Receiving Station")) and the installation of all building systems and other improvements necessary for the operation of the Stadium, including, but not limited to, those improvements referenced in section II above; all required concrete and steel structural support systems including metal decking and reinforcing steel; plumbing systems; roofing, including sub-roofs and approximately 27,000 sq ft of "green roof" area; electrical systems; lighting systems, including, building lighting, Stadium Site lighting, sports lighting and lighting control systems; audio systems; emergency (back-up) power supply systems; approximately 20,000 sq ft of photovoltaic panels; temperature control systems, including heating ventilating & air conditioning systems, and cooling towers; building management systems; communications systems, including, telephone system, wireless systems, scoreboards, graphics display systems, distributed TV systems, including cable television, and television production truck connections; lightning protection systems; ticketing systems; vertical transportation systems (including stairs, escalators, elevators and lifts); glass and aluminum curtain wall systems; other related systems and components; all utilities to the Stadium, including domestic water, reclaimed water, sanitary sewer, storm drainage, and natural gas; an approximately 40-ton ground source heat pump loop with an approximately 8,000 gallon storage tank; landscaping and irrigation, including a playing field drainage system; paving and hardscape, including fencing, curbs, gutters, sidewalks, entry gates, retaining walls, and ramps, including ramps compliant with the Americans with Disabilities Act of 1990, 42 U.S.C. §12101 et seq., as amended ("ADA"); ADA seating platforms and camera platforms; on-site Stadium parking stalls (including ADA stalls); signage, including, pavement markings, banners, advertising signs, wayfinding signs and monument signs; handrails; railings; louvers; canopies; wall framing and drywall; wall coverings; ceilings; floor coverings; caulking, insulation, waterproofing, and painting; doors; door hardware; athletic equipment, food service equipment; locker room equipment; furniture; medical equipment; security equipment; maintenance equipment; trash compactor and trash bailer.

IV. Ancillary Improvements

The Ancillary Improvements, at the locations depicted on Schedule 1, are generally described as follows:

1. Construct a sanitary sewer pump station to serve the Stadium at the northeast corner of the Training Facilities Parcel;

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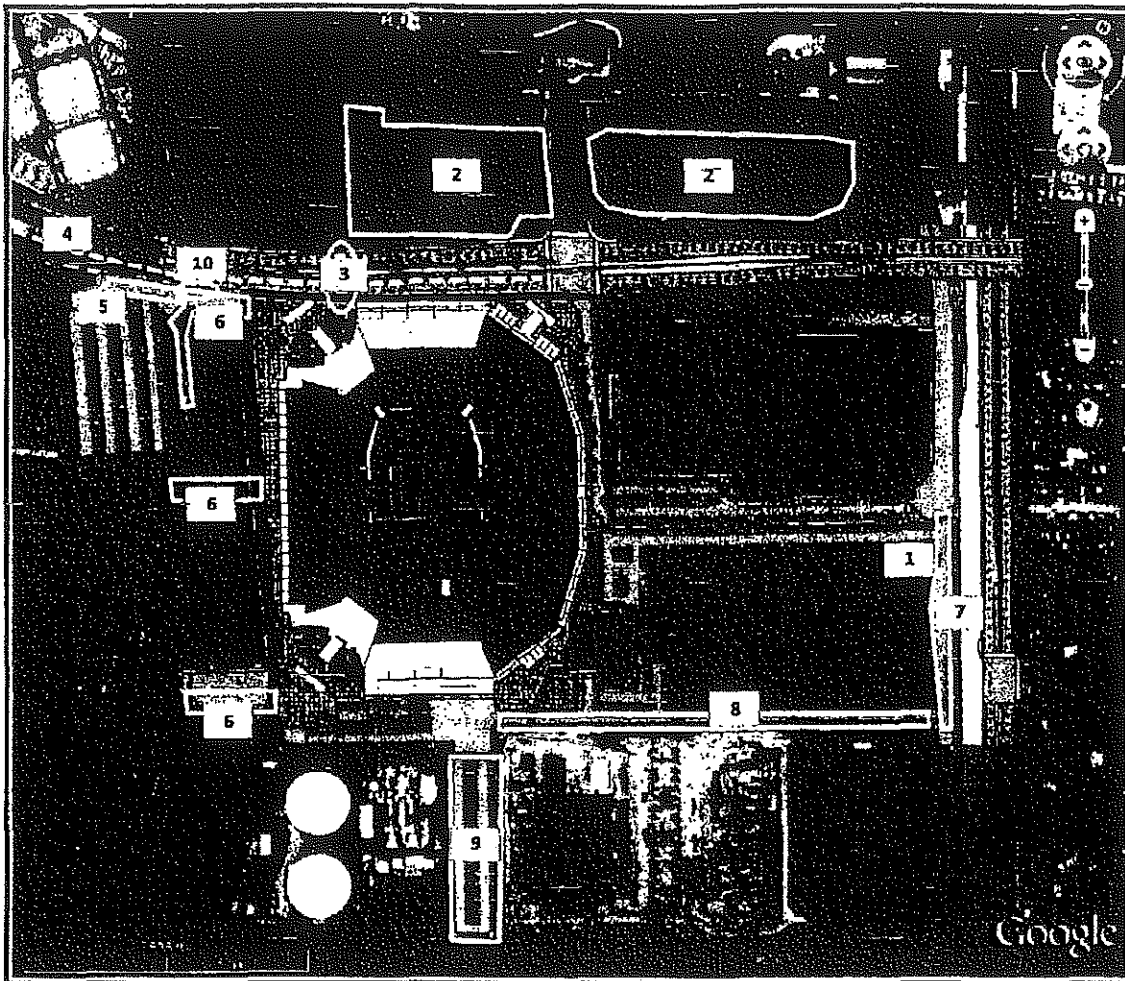
2. Construct two chip seal parking lots between Tasman Drive and Stars and Stripes Drive;
3. Construct a game-day and large Stadium Event pedestrian crossing at Tasman Drive, after obtaining approval from the SCVTA;
4. Construct safety fencing on both sides of SCVTA tracks along Tasman Drive between Centennial Blvd and Convention Center Circle, after obtaining approval from the SCVTA;
5. Widen sidewalk and install miscellaneous retaining walls along Tasman Drive between Great America Parkway and San Tomas Aquino Creek;
6. Construct one approximately 30'-wide pedestrian bridge south of the existing Tasman Drive bridge, one approximately 20'-wide pedestrian bridge at the midpoint of the Suite Tower, and one approximately 54'-wide pedestrian bridge south of the existing parking lot bridge over San Tomas Aquino Creek;
7. Thicken paving section within drive aisles of existing City-owned parking lot south of Stars and Stripes Drive and east of the Training Facilities Parcel and provide new access gates to the Training Facilities Parcel, the City's Water Tower Parcel and the Northern Receiving Station;
8. Construct new private access road South of the Training Facilities Parcel and north of the Northern Receiving Station to provide access for (a) the stadium loading dock, (b) the Northern Receiving Station, (c) the south parking lot (see 9 below), (d) the City's water storage tanks (e) the City's emergency generators, and (f) a one approximately 10'-wide pedestrian access way along the northerly edge of the Training Facilities Parcel providing access to the ACE/Capitol Corridor train station on Stars and Stripes Drive;
9. Construct new surface parking lot consisting of approximately 200 stalls on City's property south of the Stadium and west of the Northern Receiving Station; and
10. Install a new City of Santa Clara sign at existing Tasman Drive bridge over San Tomas Aquino Creek.
11. Install new utilities to service the Stadium and relocate certain existing utilities servicing the Training Facilities Parcel and the Soccer Park Parcel in conjunction with the Ancillary Improvements.

Note: Existing underground and overhead electrical connections (including all overhead poles, electrical lines and communications lines) between the existing Tasman Substation and the Northern Receiving Station will be removed by the City of Santa Clara as a part of the relocation of the Tasman Substation by Silicon Valley Power. The existing Tasman Substation is to be removed, decommissioned,

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demolished and relocated to a different site by the City of Santa Clara as a separate project. The Tasman Substation site will be paved and striped as a parking lot by the City.

Schedule 1 – Ancillary Projects



Ancillary Improvements

- 1 – Sanitary Sewer Pump Station
- 2 – Chip seal parking lots
- 3 – Pedestrian crossing at Tasman
- 4 – Safety fence at SCVTA track (to Convention Center Drive)
- 5 – Sidewalk modifications at Tasman
- 6 – Pedestrian Bridges across San Tomas Aquino Creek
- 7 – Thickened paving section at Stars and Stripes Lot
- 8 – New access road to stadium
- 9 – South parking lot
- 10 – Santa Clara sign at Tasman
- 11 – Utilities Installation and Relocation*

* Depiction omitted due to multiple locations generally covering large areas in vicinity of Stadium Site and other Ancillary Improvements some of which locations underlay the other Ancillary Improvements.