

January 25, 2012

**Term Sheet for CVC's Alternative (Not First-Tier) Proposal to the RAMS'**

**Waiver of First-Tier Requirement:** In lieu of first-tier proposal/arbitration and upon the RAMS' waiver of first-tier lease requirement, CVC will spend \$48 million to improve the RAMS' football experience, enhance security and generate additional revenues for the RAMS.

**Contemplated Improvements:** Replace current America's Center garage with new 947-space parking garage with RAMS' retail space along the Convention Plaza side of the garage to replace currently designated (but not utilized) space along 7<sup>th</sup> Street between Washington and Lucas. Designate game-day parking revenues to the RAMS.

Aesthetic improvements at four entries, stairwells, and on concourse ramps.

New Center-Hung Scoreboard.

Replace speaker system to improve sound quality.

Enhance game-day security by closing the Broadway exit on game day and inserting retractable bollards on Cole at Broadway, on Broadway at Cole and on Broadway at Convention Plaza. This would also turn Broadway into a pedestrian plaza on game days and improve ingress for fans.

Create open-air courtyard between the convention center and the Dome for pre-game and post-game tailgate zone and other promotional entertainment.

Food and beverage upgrades/rebranding and redesign of concession areas.

**Lease Term:** CVC would agree to shorten lease term by five years, with lease to terminate on March 1, 2020.

This alternative proposal to first tier is not based upon an analysis of the necessary first-tier improvements as defined in the parties' lease and is not an admission by the CVC that any of the above-referenced improvements are necessary to meet the lease requirements. This proposal is subject to CVC's obtaining all necessary governmental, agency or other approvals to implement the improvements and the lease modification.