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December 3, 2009

Hon. Patricia M. Mahan, Mayor Members of the City Council City of Santa Clara 1500 Warburton Avenue Santa Clara, California 95050

Re: Procedural requests

Stadium proposal

City Council meeting on December 8, 2009

Dear Mayor Mahan and Members of the City Council:

Cedar Fair, LP, the owner and operator of the Great America theme park, requests that the City Council postpone the scheduled hearing on the stadium proposal for a minimum of thirty (30) days and that the City Council take certain additional actions.

Specifically, Cedar Fair requests that the City Council take the following actions during its meeting on December 8, 2009:

1. Amendment to Term Sheet.

Direct the City Manager to negotiate an amendment to the Term Sheet that was approved at the City Council meeting on June 2, 2009. Over two years ago, the City Council adopted certain "Guiding Principles" and Guiding Principle #7 states that:

"Cedar Fair must agree to and cooperate with any stadium proposal on their leasehold property."

Three weeks ago, City Staff met with executives at Cedar Fair in Sandusky, Ohio and negotiations are in progress. Consistent with the Guiding Principles, the City Council should delay taking action on the stadium proposal until these negotiations have been completed and the Term Sheet modified accordingly.

2. Amendment to Ground Lease.

Direct the City Manager to negotiate an amendment to the Ground Lease for Great America to accommodate an NFL stadium and reflect the provisions of the Term Sheet (as amended).

The Ground Lease does not permit the City to use adjacent parcels in a manner that would interfere with Great America's business. If the City takes an action that could put Great America's revenues at risk, the City should share that risk with Cedar Fair. For example, it would be appropriate for the minimum annual rent of \$5,300,000 to be lowered or eliminated so that the rent is formula-based and risk is shared. The City Council should delay taking action on the stadium proposal until these negotiations have been completed.

3. Public workshop on local economic impacts.

Schedule a public workshop on the economic impact of the stadium and traffic on residents and businesses in the area, specifically including Great America.

The economic impact of the stadium on neighboring residents and businesses is an indirect factor in CEQA review (economic impacts may be an indicator of the significance of the environmental impacts), but the City Council should address the question of economic impacts directly and publicly. The City Council should delay taking action on the stadium proposal until after the completion of this workshop.

4. Modification of Timeline.

Direct the City Manager to modify the "Timeline of Activities Related to Football Stadium Ballot Measure" dated November 17, 2009 and considered at the City Council meeting on November 24, 2009.

City Staff is currently seeking Cedar Fair's acceptance of the stadium proposal. The Timeline should be amended to acknowledge these negotiations and the possibility of amendments to the Term Sheet and Ground Lease. The Timeline should also be amended to include a public workshop on economic impacts.

5. Postponement of Council actions.

Postpone the City Council actions now calendared for December 8, 2009 for a minimum of 30 days to allow completion of the activities described in this letter.

The City Council is facing a very difficult and important decision and should have the benefit of additional information and further negotiations. Given that the proposed election is not until June of 2010, there is no compelling reason to rush to judgment this month. The Council now has an opportunity to comply with its own Guiding Principle that acknowledges that Cedar Fair has an important role in this process.

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Cedar Fair would appreciate your serious consideration of these five requests.

Sincerely

Geoffrey C. Etnire

GCE/mjb

cc:

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