

LV Stadium Company LLC
The Oakland Raiders
1220 Harbor Bay Parkway
Alameda, California 94502

March [29], 2017

Clark County Stadium Authority
c/o Applied Analysis
6385 S. Rainbow Blvd., Suite 105
Las Vegas, NV 89118
Attention: Jeremy Aguero

Re: Deposits for Personal Seat Licenses

Ladies and Gentlemen:

We refer to that certain Southern Nevada Tourism Improvements Act of 2016 (the "Act"), pursuant to which the Nevada legislature enacted legislation creating the Clark County Stadium Authority (the "Authority") and authorizing the construction of a stadium and related stadium infrastructure (the "Stadium") in Clark County, Nevada. Pursuant to the Act, the Authority is the sole owner of the right to sell personal seat licenses ("PSLs") with respect to seating in the Stadium for games played at the Stadium by The Oakland Raiders, a California limited partnership (the "Team"). The net proceeds from the sale of PSLs shall be used as a component part to finance, as a portion of the private contribution contemplated by the Act, the cost of construction of the Stadium. Pursuant to the terms of the Act, the Authority is permitted to appoint, but has not appointed, LV Stadium Company LLC (the "Events Company") as the "Stadium Events Company" referred to therein to act as its agent to market and sell PSLs on behalf of the Authority.

In order to accommodate the public interest in acquiring PSLs, until the appointment by the Authority of a "Stadium Events Company" pursuant to the Act, the Events Company and/or the Team are engaging in certain pre-marketing activities related to PSLs, which activities may include, without limitation, advertising and marketing the availability of PSLs in connection with the Stadium and the acceptance of fully-refundable deposits (the "Deposits") for the purchase of PSLs from prospective purchasers thereof (the "Customers") (all such activities, the "Designated Activities"); provided that the Designated Activities will not include the actual sale of PSLs.

The Events Company and/or the Team will accept Deposits upon the execution of written agreements by Customers, which shall provide, among other things, the entering into of such agreement and the acceptance of a Deposit (i) is merely a refundable deposit of a portion of the purchase price to purchase an PSL, with such refund being the sole responsibility of the Events Company and/or the Team (which shall be satisfied from the Deposits) and (ii) does not constitute the purchase or sale of an PSL.

Monies paid in respect of Deposits will be deposited by the Events Company and/or the Team in a segregated bank account of the undersigned, which shall be titled "LV Stadium Company LLC for the Exclusive Benefit of Clark County Stadium Authority PSL Purchaser Deposit Program". The Deposits shall be fully-refundable by the Events Company and/or the Team to the Customers upon the written request by the Customer; such refund to be for the full amount of the Deposit, without interest thereon and without offset or deduction, and available without any additional condition or limitation whatsoever.

To the fullest extent permitted by applicable law, the Events Company and the Team do hereby jointly and severally agree to protect, defend, hold harmless and indemnify the Authority and its elected officials, appointed officials, board members, volunteers, officers, employees, agents and attorneys (collectively, the "Authority Indemnified Persons") from and against any and all any loss, liability, damage, cost and expense, including costs of investigation and defense and reasonable attorneys' fees, whether for money damages, or for equitable or declaratory relief, and may include incidental, consequential, exemplary, punitive and similar damages when asserted in connection with a third party claim, in each case, to the extent arising out of or related to the performance of the Designated Activities but excluding, however, any of the foregoing to the extent resulting from gross negligence or willful misconduct on the part of such Authority Indemnified Person.

We look forward to working with you in ensuring the success of the Stadium project.

Very truly yours,

LV STADIUM COMPANY LLC

By: 
Name: Dan Ventrelle
Title: Executive Vice President

THE OAKLAND RAIDERS

By: A.D. Football, Inc., its General Partner

By: 
Name: Dan Ventrelle
Title: Executive Vice President