

September 27, 2007

San Diego Padres
Mr. Richard Andersen
Executive Vice President and General Manager
PETCO Park
100 Park Boulevard
San Diego, CA. 92101

Re: Police and Traffic Control Services at Padres Home Games

Dear Mr. Andersen,

Thank you for your time and effort in arriving at an equitable understanding for the payment of police and traffic control costs for Padres' home games. The agreement we have made furthers our mutual goals of providing San Diego baseball fans with a secure and orderly ballpark consistent with our obligations under the Joint Use and Management Agreement ("JUMA").

We agree to the following:

1. Quarterly Meetings: The Padres and the City will meet quarterly to review traffic patterns and needs.
2. Police Costs Inside PETCO Park for Padres Home games: In the event the Padres deem, in their sole discretion, that police services are necessary inside PETCO Park for home games, then the Padres shall notify the Police Department and the Police Department shall prepare a Cost Estimate Letter (CEL) indicating the probable costs associated for police services to be provided inside the ballpark for each home game. The Padres shall assist the Police Department in preparing the CEL by providing the Police Department with information relevant to drafting the CEL. The CEL shall establish the number of sworn personnel and prisoner processing officers needed inside the ballpark for each home game and set forth the gate opening time for each game. The CEL shall be provided to the Padres for signature prior to each home game. A signed copy of the CEL shall be returned to the San Diego Police Department before each home game is commenced. The Padres shall be responsible for all police costs inside PETCO Park for each home game. Commencing with the Padres home game on July 16, 2007 the Padres shall be responsible for all costs associated with one (1) prisoner processing officer at each home game. This agreement related to prisoner processing shall be in effect through the end of the 2007 baseball season. Thereafter the parties agree

001448

Richard Andersen

Re: Police and SETC Costs

September 27, 2007

Page 2 of 3

to meet and review the need for a prisoner processor. Reimbursement for police services in connection with each Padres home game, as described in this memorandum of agreement, shall commence when the gates open to the public (currently either 1.5 or 2 hours before game time, or any other established pre-game opening time, as may be set from time to time, upon reasonable notice to the City, by the Padres) and shall terminate one half hour (.5 hours) after the last pitch is thrown in the game. The current hourly rate for sworn police officer services is seventy-five dollars (\$75.00).

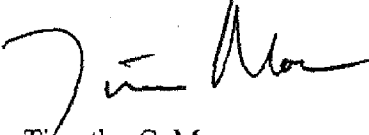
3. Usual and Customary Police Costs Outside PETCO Park: The Padres and the City agree that the level of support that the City currently provides for police services outside PETCO Park during Padres home games is consistent with what was usually and customarily provided at Qualcomm. No additional reimbursement by the Padres is necessary.
4. Usual and Customary Special Event Traffic Control Services (SETC) for Padres Home Games: The baseline number of hours to be used to establish the usual and customary SETC services, as set forth in the JUMA, for each Padres home game is one hundred, fifty-five and six tenths hours. (155.6 hours). The City of San Diego shall be responsible for the costs associated with providing the usual and customary SETC services for each Padres home game. The Padres shall be responsible for all costs associated with providing SETC services in excess of the usual and customary amounts (i.e., in excess of 155.6 hours per game). The current hourly rate for SETC services is thirty dollars (\$30.00).
5. Hourly Rates for Police and SETC for Padres Home Games: The hourly rates set forth in this agreement for Padres home games, or as modified by future agreement of the parties, shall remain in effect throughout the term of the current, or then current, baseball season. Any future changes to the rates being charged to the Padres for SETC or police services shall be communicated in writing by the City to the Padres prior to the beginning of each baseball season to take effect that season.
6. Invoicing: The City shall submit an itemized invoice for all SETC and in-ballpark police services within thirty days (30) after the last home game of each calendar month during the baseball season. The itemized invoice shall include the following information for both SETC and police services: posting of employees, number of employees, total hours worked per game, the rate charged, the credit for usual and customary, and the total amount due.

001449

Richard Andersen
Re: Police and SETC Costs
September 27, 2007
Page 3 of 3

If you agree with the above, please sign where indicated below.

Sincerely,



Timothy C. Moore
Ballpark Administrator
City of San Diego

I hereby approve the form and legality of the foregoing
letter this ____ day of October, 2007

OFFICE OF THE CITY ATTORNEY

By: 

Name: John H. SERRANO

Title: Deputy City Attorney

ACCEPTED AND AGREED TO AS OF THE
DATE FIRST WRITTEN ABOVE.

PADRES, LP

By: 

Name: Richard L. Andersen

Title: EVP/General Manager PETCO Park

cc: John Serrano