FIRST AMENDMENT
TO AGREEMENT CONCERNING CONSTRUCTION AND
SUBLEASE OF A MULTI-PURPOSE STADIUM

THIS AMENDMENT TO THE Agreement, made and entered into as of this 20th day of December, 2001, amends the Agreement heretofore entered into between the CITY OF FRESNO, a municipal corporation (hereinafter referred to as the "City"); and the FRESNO GRIZZLIES, INC., a California corporation ("Grizzlies"), and the FRESNO DIAMOND GROUP, LLC, a California Limited Liability Company, ("FDG").

RECITALS

WHEREAS, the City, Grizzlies and FDG entered into an AGREEMENT CONCERNING CONSTRUCTION AND SUBLEASE OF A MULTI-PURPOSE STADIUM ("Agreement), dated January 3, 2001, for the construction and subleasing of a multi-purpose stadium; and

WHEREAS, the parties now desire to amend the legal description of the real property being subleased to the Grizzlies and FDG by the City as identified in pages 47, 48, 49 and 50 of Exhibit "A" to the above Agreement.

NOW, THEREFORE, the parties agree that the aforesaid Agreement be amended as follows:

The legal description as contained in Exhibit "A" to this Amendment to the Agreement, attached hereto and incorporated by reference herein, hereby supercedes in its entirety pages 47, 48, 49 and 50 of Exhibit "A" to the Agreement.

Except as otherwise provided herein, the Agreement entered into by the City, Grizzlies, and FDG dated January 3, 2001, remains in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment to the Agreement at Fresno, California, the day and year first above written.

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CITY:

CITY OF FRESNO,
a municipal corporation

By: _____
Andrew T. Souza
Interim City Manager

Dated: 12-26-01

APPROVED AS TO FORM:
HILDA CANTÚ MONTOY
City Attorney

By: _____
Assistant

ATTEST:
REBECCA E. KLISCH
City Clerk

By: _____
Deputy

FDG:

FRESNO DIAMOND GROUP, LLC, a
California Limited Liability Company

By: _____
John L. Carbray, President

Dated: 11/15/01

By: _____
Diane M. Engelken, Secretary

Dated: 11/15/01

GRIZZLIES:

FRESNO GRIZZLIES, INC., a California
corporation

By: _____
John L. Carbray, President

Dated: 11/15/01

By: _____
Diane M. Engelken, Secretary

Dated: 11/15/01

DPH:prn[15150prn/agt.9]
04-16-01

Exhibit "A"

Lease description

That Real property located in the City of Fresno, County of Fresno, State of California, lying within the "Town of Fresno" as shown on the entitled "Map of the Town of Fresno", recorded June 8, 1876, filed in Book 1, Page 2 of Plats, in the office of the Recorder for said County, more particularly described as follows:

Beginning at the most southerly corner of Block 59, of said Town of Fresno;

Thence, along the southwesterly boundary of said Block 59, North 41 Degrees 40 Minutes West, 11.33 feet,

Thence, North 86 Degrees 40 Minutes West, 16.97 Feet;

Thence, along a line lying parallel with and 12 feet southwesterly of the southwesterly boundary of said Block 59, North 41 Degrees 40 Minutes West, 746.67 feet;

Thence leaving said parallel line, North 39 Degrees 56 Minutes 54 Seconds West, 85.87 feet;

Thence, North 04 Degrees 11 Minutes 32 Seconds East, 13.13 feet to the southwesterly boundary of Block 60 of said Town of Fresno;

Thence, along the southwesterly boundary of said Block 60, North 41 Degrees 40 Minutes West, 5.02 feet to a point from which the northwesterly corner of said Block 60 bears North 41 Degrees 40 Minutes West, 10.00 feet;

Thence, along a line parallel with and 10.00 feet southeasterly of the northwesterly boundary of said Block 60, North 48 Degrees 20 Minutes East, 395.00 feet;

Thence, along a line lying parallel with and 5 feet southwesterly of the southwesterly boundary of said Block 73, South 41 Degrees 40 Minutes East, 112.00 feet;

Thence, along a line parallel with and 3 feet northwesterly of the southeasterly boundary of Lot 28 in said Block 73, North 48 Degrees 20 Minutes East, 12.00 feet;

Thence, along a line lying parallel with the southwesterly boundary of said Block 73, South 41 Degrees 40 Minutes East, 4.00 feet;

Thence, along a line parallel with and 1 foot southeasterly of the southeasterly boundary of Lot 28 in said Block 73, North 48 Degrees 20 Minutes East, 45.00;

Thence, along a line lying parallel with the southwesterly boundary of said Block 73, North 41 Degrees 40 Minutes West, 4.00 feet;

Thence, along a line parallel with and 3 foot northwesterly of the southeasterly boundary of Lot 28 in said Block 73, North 48 Degrees 20 Minutes East, 98.00 feet to the southwesterly boundary of the alley in said Block 73;

Thence, along the southwesterly boundary of said alley and the southwesterly boundary of the alley for Block 74 of said Town of Fresno, South 41 Degrees 40 Minutes East, 758.00 Feet to the most easterly corner of Lot 17, of Block 74 of said Town of Fresno;

Thence, along the southeasterly boundary of said Block 74 and Block 59, South 48 Degrees 20 Minutes West, 550.00 feet to the Point of Beginning.

Containing 470,954 Square Feet/10.81 Acres More or Less.

End Lease Description

Phil Reimer PLS 6391
Expires: 12-31-02
June 8, 2001
Date

LICENSED LAND SU
PHIL REIME
Exp. 12-31-02
No. 6391
STATE OF CALIF

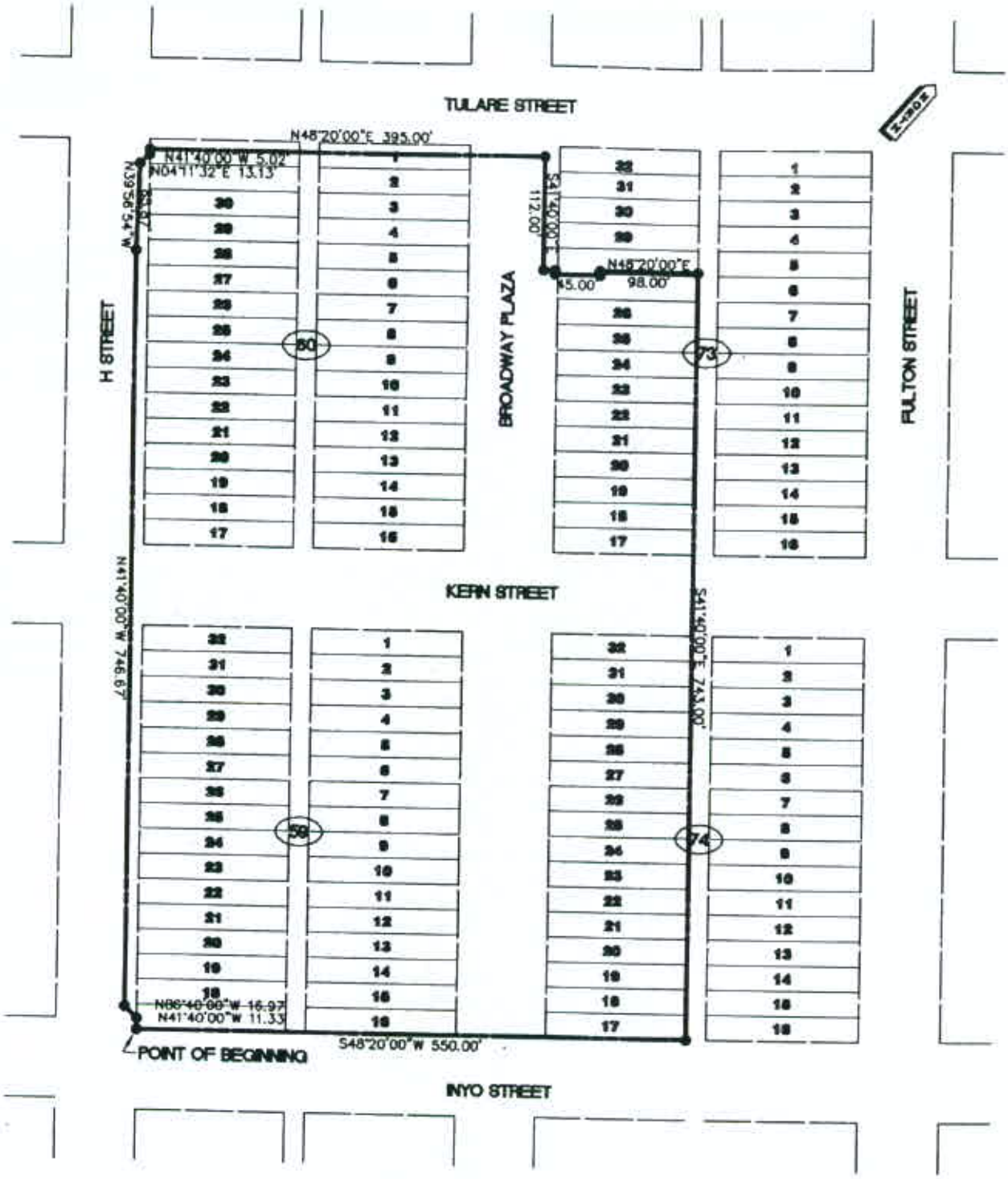

EXHIBIT "B"

LARS ANDERSEN AND ASSOCIATES, INC
CIVIL ENGINEERS - LAND SURVEYORS - PLANNERS
4630 WEST JACQUELYN AVE, SUITE 119, FRESNO, CA 93722
559-276-2790 FAX 559-276-0850

JOB NO: 99-118
DR. BY: PR
CH. BY: PR
DATE: 06-05-01
SCALE: 1"=120'

SHEET NO. 1

OF 1 SHEET