Meeting Date: 3-24-15

### **AGENDA REPORT**

City of Santa Clara, California







Date:

March 20, 2015

To:

Executive Director for Stadium Authority Action

From:

Finance Director/Treasurer/Auditor for Stadium Authority

Subject:

Approval of the 2015-16 Santa Clara Stadium Authority Budget and

Amendment to the 2014-15 Santa Clara Stadium Authority Budget

#### **EXECUTIVE SUMMARY:**

The 2015-16 Santa Clara Stadium Authority Budget will cover the Stadium Authority's twelve month fiscal year which runs April 1, 2015 through March 31, 2016. The budget is composed of operating, capital improvement, and debt service budgets.

This proposed budget is based on the best information available at this time. It should be noted that the capital improvement and debt service budgets may need to be amended following completion of the final accounting for stadium construction costs.

Key highlights for the Stadium Authority's 2015-16 budget are as follows:

#### Revenues –

- The Stadium Authority expects to carry forward \$24,469,000 in reserves from fiscal year 2014-15.
- O 2015-16 projected revenues include \$30,596,000 in Stadium Builder License (SBL) revenue, \$8,918,493 in contributions from the Successor Agency and the Community Facilities District, and \$22,953,897 in miscellaneous other revenues. Revenues also include \$24,500,000 in rent from Forty Niners SC Stadium Company (StadCo); however, that amount is expected to be adjusted when the rent reset is completed in July 2015 pursuant to the Stadium Lease.
- o The budget also includes transfers out totaling \$54,563,000. \$3,090,000 of these monies will be transferred to the capital projects fund for future stadium capital improvements. The remaining \$51,473,000 will be transferred out to the debt service fund.

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Approval of the 2015-16 Santa Clara Stadium Authority Budget and Amendment to the 2014-15 Santa Clara
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#### Appropriations –

- O The proposed operating budget of \$17,201,085 includes the Stadium Authority's share of expenses covered under the Management Agreement along with monies sufficient to reimburse the City for its staff support, ground rent, and performance rent. It also includes an estimated \$239,000 in Senior/Youth Fees that will be passed to the City to support Parks and Recreation Department programs.
- The proposed capital improvement budget of \$3,000,000 is requested for capital improvements expected to be needed during the fiscal year.
- o The proposed debt service budget of \$60,391,493 is based on currently anticipated debt service payments.
- Reserves Total reserves are expected to be \$30,844,812 at the end of the 2015-16 fiscal year. This is composed of an operating reserve of \$10,300,000, an operations and maintenance (O&M) reserve of \$9,639,812, a capital expenditure reserve of \$2,790,000 and a debt service reserve of \$8,115,000.

Construction-related expenditures for Levi's Stadium are winding down and expected to be finalized in the near future. KPMG is nearing completion on a detailed analysis which will document the allocation of the total project costs to the Stadium Authority. Certain construction period expenditures will be allocated to StadCo as tenant improvements. The preliminary indication is that the final Stadium Authority costs will be significantly lower than the approved development cost budget of \$1.01 billion. It appears that the final development costs will be more than \$80 million lower than the approved budget. This favorable variance will result in lower overall project debt for the Stadium Authority, with correspondingly lower debt service.

During the construction period, SBL proceeds were collected in the capital project fund for the construction of Levi's Stadium. To the extent that the SBL proceeds are not used for construction, they are required under our loan documents to be used for Stadium Authority debt service. It is expected that the Stadium Authority will be required to make an additional debt service payment in the Stadium Authority's 2014-15 fiscal year corresponding to the availability of these excess SBL proceeds. Additionally, the Community Facilities District (CFD) collected more than what was projected and therefore contributed more to the Stadium Authority's debt service fund to pay CFD Advance debt service. As a result, staff is requesting that the Board approve an \$80 million 2014-15 budget amendment to accommodate our requirements under the loan documents. This is a positive development for the Stadium Authority, as it will result in lower overall debt, lower future debt service, and reduced variable rate interest risk.

Once the KPMG cost segregation analysis has been completed, the one-time rent reset process can proceed. This process may or may not result in an adjustment to the rent due from StadCo under the Stadium Lease. The Lease permits the parties to reset rent if there is a change in debt service or operating expenses. The proposed 2015-16 budget reflects both the current rent and the current debt service. Staff anticipates that any change in rent will reflect the change in debt service and will not adversely affect the budget.

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Approval of the 2015-16 Santa Clara Stadium Authority Budget and Amendment to the 2014-15 Santa Clara Stadium Authority Budget
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#### **ADVANTAGES AND DISADVANTAGES OF ISSUE:**

Santa Clara Stadium Authority Board action in approving the 2015-16 budget by March 31, 2015 allows the Stadium Authority to continue its operations for the 2015-16 fiscal year.

#### **ECONOMIC/FISCAL IMPACT:**

The proposed 2015-16 budget includes \$17,201,085 for operating costs, \$3,000,000 for capital expenditures, and \$60,391,493 for debt service. The proposed 2014-15 budget amendment includes an additional appropriation of \$80,000,000 for debt service.

#### **RECOMMENDATION:**

That the Santa Clara Stadium Authority Board:

- 1) Approve the Stadium Authority 2015-16 operating budget of \$17,201,085, capital improvement budget of \$3,000,000, and debt service budget of \$60,391,493; and
- 2) Approve the Stadium Authority 2014-15 debt service budget amendment of \$80,000,000.

APPROVED:

Gary Ameling

Finance Director/Treasurer/Auditor

Julio J. Fuentes

**Executive Director** 

Documents Related to this Report:

- 1) Stadium Authority Budget Fiscal Year 2015-16
- 2) Levi's Stadium Authority Cash Flows by Month Fiscal Year 2015-16
- 3) Stadium Authority Budget Amendment Fiscal Year 2014-15 Debt Service

### STADIUM AUTHORITY BUDGET

#### Fiscal Year 2015-16

	Operating		Capital Projects (1)		D	ebt Service
Beginning Balances	\$	13,654,000	\$	2,700,000	\$	8,115,000
Estimated Revenues:						
Ticket Surcharge		8,366,000		₩.		-
SBL Proceeds		30,596,000		-		-
SBL Resale Proceeds		500,000				-
Net Revenue from Non-NFL Events		5,000,000		-		-
Naming Rights Revenue		6,000,883		=		-
Sponsorship Revenue (STR)		541,414		-		-
Rent Revenue Senior/Youth Fee Revenue		24,500,000 239,000		-		-
Fanwalk Brick Revenue		112,600		_		-
Non-NFL Ticket Surcharge		2,194,000		_		_
Contribution from Successor Agency		2,104,000		_		6,209,333
Contribution from Community Facilities District		-		-		2,709,160
Transfers		(54,563,000)		3,090,000		51,473,000
Total Beginning Balances, Estimated Revenues, and Operating Transfers	\$	37,140,897	\$	5,790,000	\$	68,506,493
Appropriations: Stadium Manager Operating Expenditures SBL Sales and Service Insurance Senior/Youth Program Fees Other Expenditures Ground Rent Performance Rent Discretionary Fund Expense Capital Expenditures Agency Advance Debt Service CFD Advance Debt Service Term A & B Debt Service StadCo Subordinated Loan Debt Service	\$	6,446,000 1,574,000 2,626,996 239,000 3,020,089 215,000 2,410,000	\$	3,000,000	\$	- - - - - - 6,209,333 2,709,160 45,046,000 6,427,000
Stades Substantated Estat Sept Service						
Total 2015-16 Appropriations	\$	17,201,085	\$	3,000,000	\$	60,391,493
Reserves: O&M Reserve Operating Reserve Capital Expenditure Reserve Debt Service Reserve	\$	9,639,812 10,300,000 - -	\$	2,790,000 -	\$	- - - 8,115,000
Total 2015-16 Reserves	\$	19,939,812	\$	2,790,000	\$	8,115,000
Total 2015-16 Appropriations and Reserves	\$	37,140,897	\$	5,790,000	\$	68,506,493

<sup>(1)</sup> The Stadium Authority Capital Projects Fund has prior year appropriations, which are shown in the Capital Improvement Project Budget book in Fund 875.

## **Levi's Stadium**FY15-16 Authority Cash Flows By Month

	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	2015-16
Cash Flows													
Authority Revenues													
Ticket Surcharge	-	-	-	-	815,000	2,096,000	1,032,000	2,735,000	1,688,000	1-	-		8,366,000
SBL Proceeds	-	-	-	-	-	-	-	-	-	-	-	30,596,000	30,596,000
SBL Resale Proceeds	-	) <del>-</del>	-	-	-	-	-	-	-	-	-	500,000	500,000
Net Revenues from Non-NFL Events	-	-	5,000,000	-	-	-	-	-	_	-	-	-	5,000,000
Naming Rights	-	-	-	-	-	-	2,956,100		-	-	-	3,044,783	6,000,883
Rent	2,041,667	2,041,667	2,041,667	2,041,667	2,041,667	2,041,667	2,041,667	2,041,667	2,041,667	2,041,667	2,041,667	2,041,667	24,500,000
Senior & Youth Program Fees	-	-	-	-	47,000	48,000	24,000	72,000	48,000	-	-	-	239,000
Non-NFL Event Ticket Surcharge	-	514,000	320,000	360,000	-	400,000	600,000	-	-	-	-	-	2,194,000
Contribution from Successor Agency	<b>#</b>	-	-	6,209,333	-	-	3.	-	-	· ·	-	-	6,209,333
Contribution from Community Facilities District	·	653,937	-	=	656,738	-	i <del>e</del>	744,876		-	653,609	-	2,709,160
Sponsorship Revenue (STR)	27,083	243,497	27,083	27,083	27,083	27,083	27,083	27,083	27,083	27,083	27,083	27,083	541,414
Fanwalk Revenue	-	-	28,150	28,150	28,150	28,150	-	-	-	-	-	-	112,600
Subtotal Authority Revenues	2,068,750	3,453,101	7,416,900	8,666,233	3,615,638	4,640,900	6,680,850	5,620,626	3,804,750	2,068,750	2,722,359	36,209,533	86,968,390
Authority Expenses													
Operating Expenses - Stadium Manager	537,167	537,167	537,167	537,167	537,167	537,167	537,167	537,167	537,167	537,167	537,167	537,167	6,446,000
SBL Sales and Service	131,167	131,167	131,167	131,167	131,167	131,167	131,167	131,167	131,167	131,167	131,167	131,167	1,574,000
Insurance	278,333	41,333	41,333	41,333	1,935,333	41,333	41,333	41,333	41,333	41,333	41,333	41,333	2,626,996
Senior & Youth Program Fees	-	-	-	-	47,000	48,000	24,000	72,000	48,000	-	-	-	239,000
Ground Rent	-	-	-	215,000	-	-	-	-	-	-	-	-	215,000
Performance Rent	-	-	2,410,000	-	-	-		-	-	-	-	-	2,410,000
Other Expenses	349,749	349,749	349,749	349,749	68,667	68,667	68,667	68,667	68,667	68,667	349,749	859,342	3,020,089
Discretionary Fund Expense	-	-	670,000	-	-	-	-	-	-	-	-	-	670,000
Capital Expenditures	-	-	-	-	-	-	-	-	-	-	-	3,000,000	3,000,000
Agency Advance Debt Service	-	-	-	6,209,333	-	-	14	-	-	-	-	-	6,209,333
CFD Advance Debt Service		653,937	-	-	656,738	-	-	744,876	-	-	653,609	-	2,709,160
Term A & B Debt Service	7,133,123	63,270	63,270	63,270	63,270	63,270	7,133,123	63,270	63,270	63,270	63,270	30,210,324	45,046,000
StadCo Subordinated Loan Debt Service	-	-	-	-	-	-	-		-	-	-	6,427,000	6,427,000
Total Expenses	8,429,538	1,776,622	4,202,685	7,547,018	3,439,341	889,603	7,935,456	1,658,479	889,603	841,603	1,776,294	41,206,332	80,592,578
Authority Reserves													

Authority Reserves O&M Reserve

Operating Reserve

Capital Expenditure Reserve

Debt Service Reserve
Total Reserves

Total Expenses and Reserves

5,985,812 300,000 90,000

6,375,812

86,968,390

### STADIUM AUTHORITY BUDGET AMENDMENT

#### Fiscal Year 2014-15 Debt Service

		Budget	
	Adopted Budget	Amendment	Final Budget
Estimated Revenues:	4 400 000		4 400 000
Contribution from Successor Agency	4,198,333	70,000	4,198,333
Contribution from Community Facilities District Transfers	615,000 68,586,105	70,000 79,930,000	685,000 148,516,105
Hallsleis	00,500,105	79,930,000	140,510,105
Total Beginning Balances, Estimated Revenues, and Operating Transfers	\$ 73,399,438	\$ 80,000,000	\$ 153,399,438
Nevertues, and Operating Transfers	73,333,430	Ψ 00,000,000	Ψ 100,000,400
Appropriations:			
Agency Advance Debt Service	4,198,333	A	4,198,333
CFD Advance Debt Service	615,000	70,000	685,000
Term A & B Debt Service	44,153,842	57,500,000	101,653,842
StadCo Subordinated Loan Debt Service	23,521,863	22,430,000	45,951,863
,	THE REST OF THE PARTY OF	THE STREET STREET	Management of the last
Total 2014-15 Appropriations	\$ 72,489,038	\$ 80,000,000	\$ 152,489,038
	я		
Reserves:	040 400		0.40,400
Debt Service Reserve	910,400	-	910,400
Total 2014-15 Reserves	\$ 910,400	\$ -	\$ 910,400
Total 2014-15 Appropriations and Reserves	\$ 73,399,438	\$ 80,000,000	\$ 153,399,438
Total 2014-10 Appropriations and Reserves	ψ 70,000, <del>1</del> 00	Ψ 00,000,000	Ψ 100,000,400

# Santa Clara Stadium Authority

FY 2015-16 Operating Budget Presentation

March 24, 2015

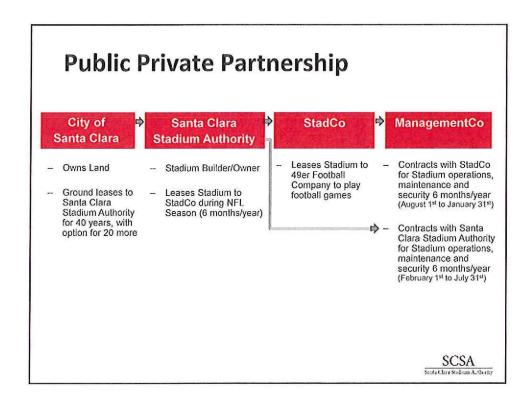




### **Order of Presentation**

- Stadium Authority Overview
  - Julio Fuentes, Executive Director Stadium Authority
  - Public Private Partnership Roles & Responsibilities
  - Stadium Manager Responsibilities
- · Stadium Manager
  - Jim Mercurio, Vice President Stadium Operations & Security
  - Stadium Non-NFL Events, Customer Satisfaction Surveys
  - Public Transit, Upcoming Events
- Public Safety Support & Event Parking/Transportation Mike Sellers, Chief of Police
  - Regional Partnerships, City Double Badging, CSOs
  - Offsite Parking Permits, Creek Trail Access
- Stadium Authority Budget & Financial Update Gary Ameling, Finance Director/Treasurer/Auditor
  - Stadium Construction Related Revenues & Expenditures





#### Stadium Lease

- Stadium Lease Agreement approved March 13, 2012
- Lease Year is divided into two seasons
  - Tenant Season (August 1 to January 31)
  - Stadium Authority Season (February 1 to July 31)
- StadCo responsible for operating costs of the Stadium during Tenant Season
- Stadium Authority responsible for operating costs of the Stadium during Stadium Authority Season

### Stadium Manager

- Stadium Lease Agreement executed in March 2012 with Forty Niners Stadium Management Co. LLC (ManagementCo) to manage the Stadium for a term of 25 years
- Responsibilities include:
  - Day to day management of stadium, maintenance and security (e.g. Concessions 5 year deal with Volume Services, Inc.)
  - Schedule events
  - Create and maintain annual operations plans and budgets
  - Market, promote and book Non-NFL Events
  - Servicing Stadium Building Licenses
  - Procure all necessary Stadium supplies and services



WRESTEMANIA 31



**TAYLOR SWIFT: THE 1989 TOUR** 



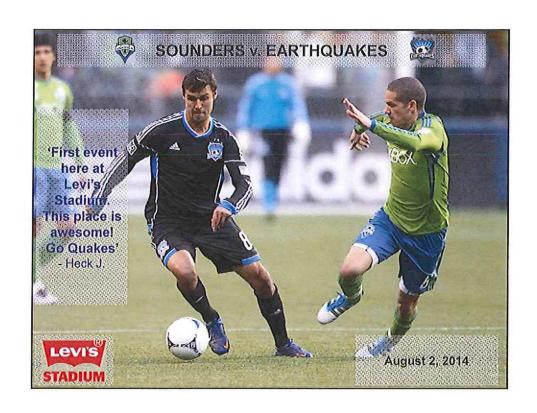
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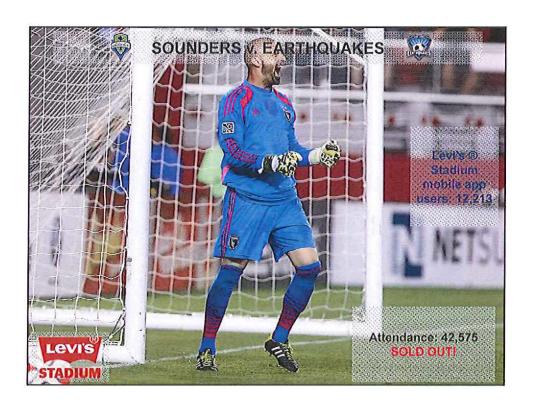
### **Stadium Manager Focused on Performance**

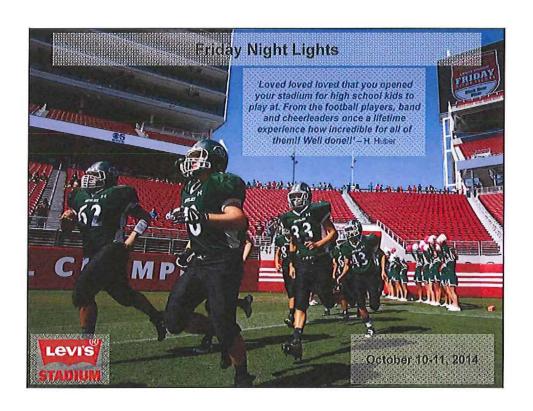
The Stadium Manager:

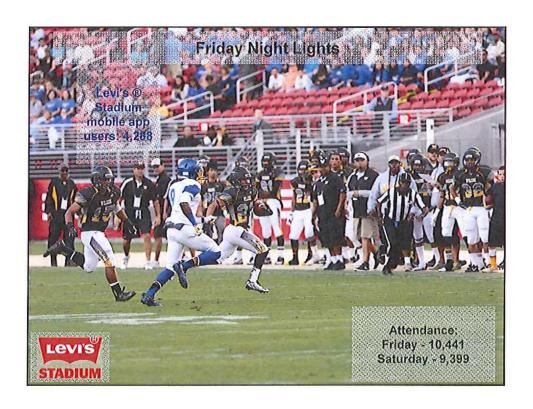
- Has conducted surveys after all Non-NFL Events
- Actively reviews the guest feedback to find not only areas of strengths but also areas for improvement
- · Manages Offsite Parking Facilities, and
- · Coordinates with Public Transit Agencies

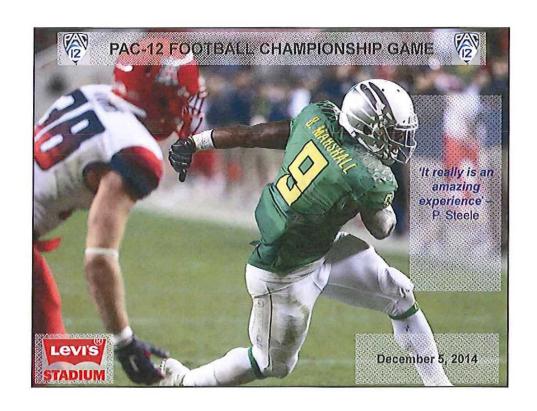


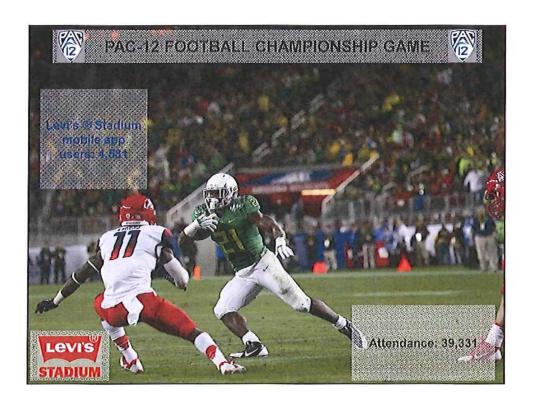


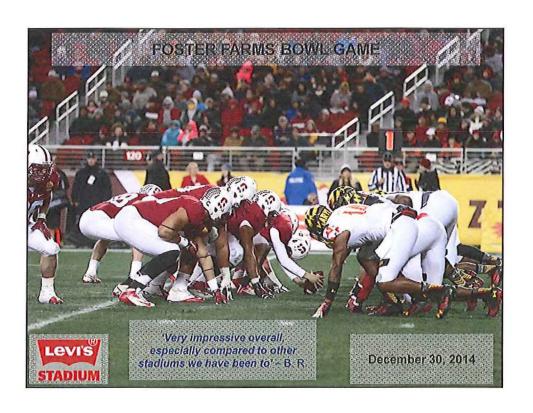


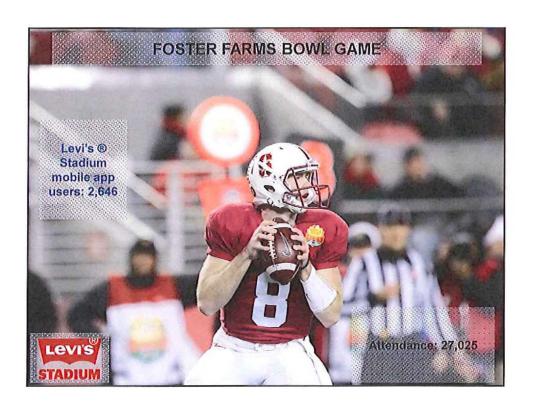


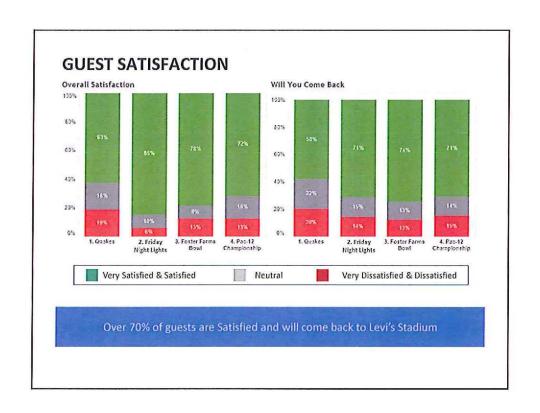


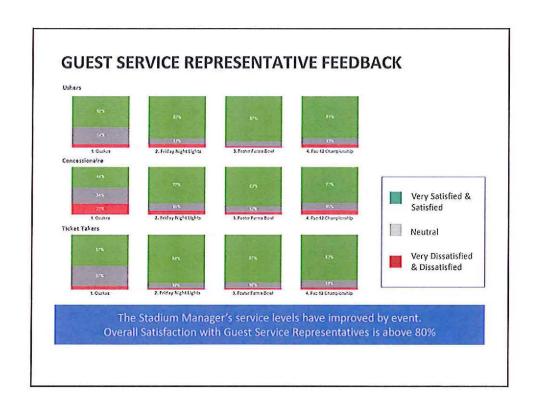




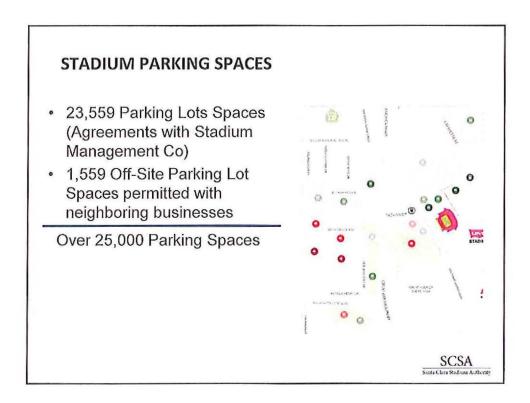


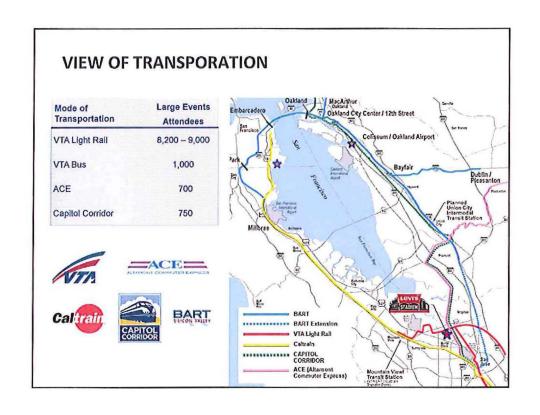


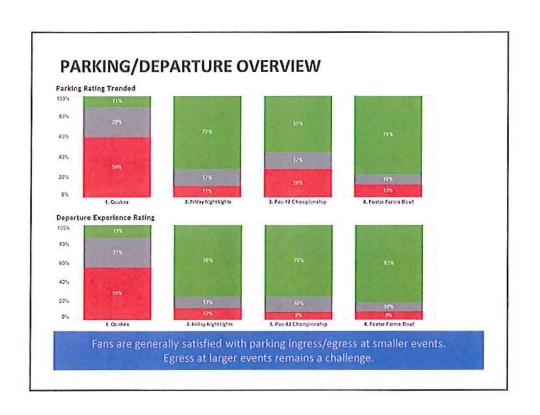


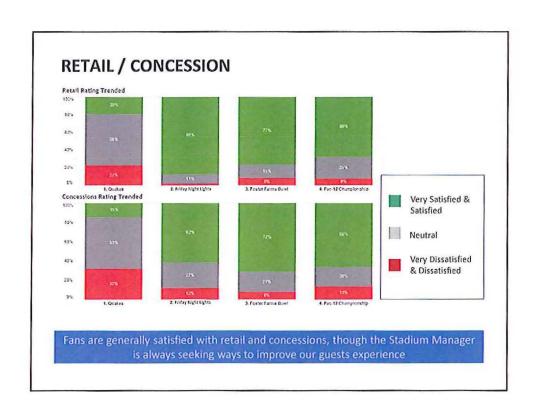


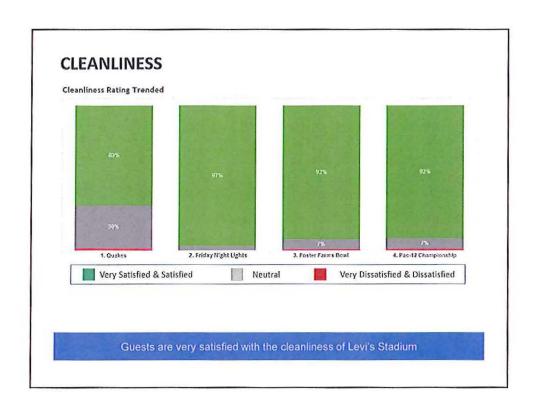


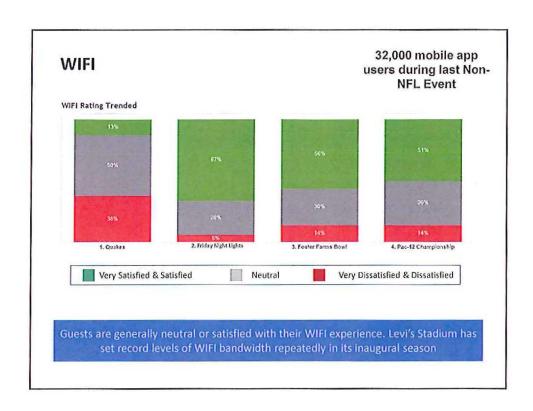


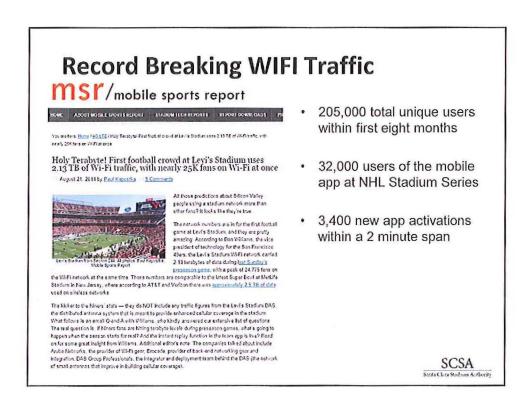


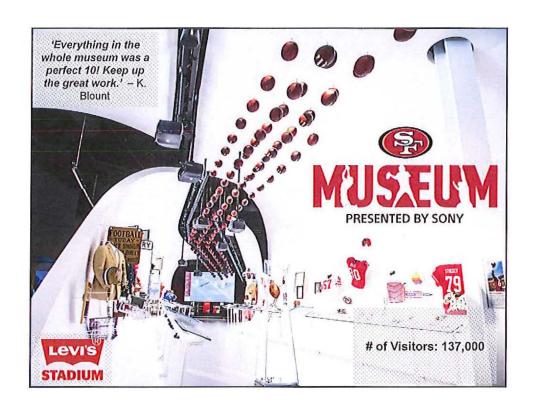


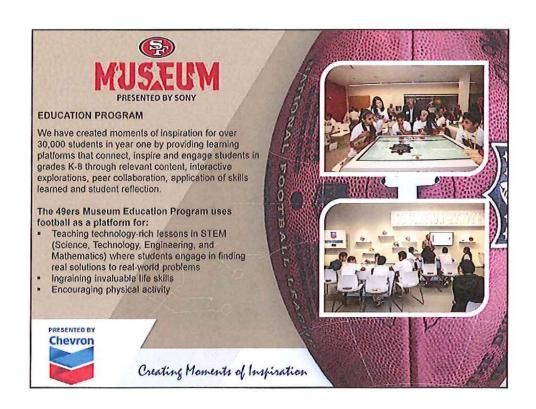


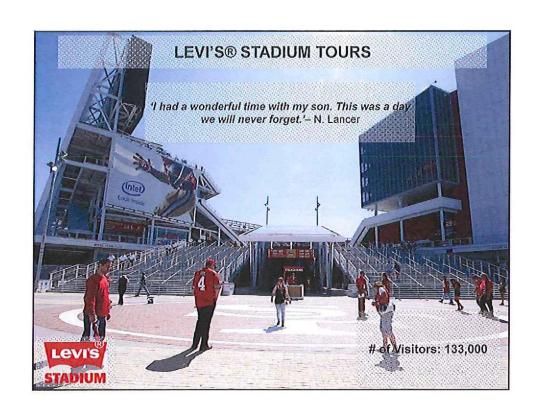


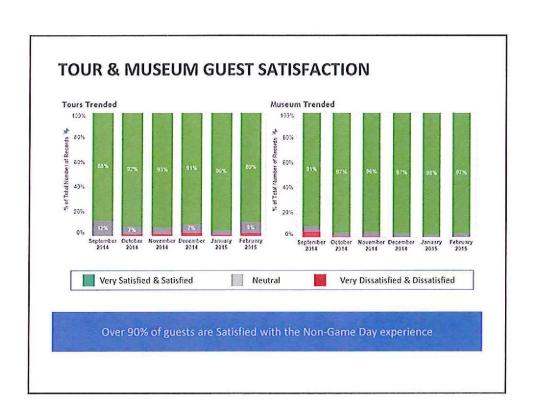


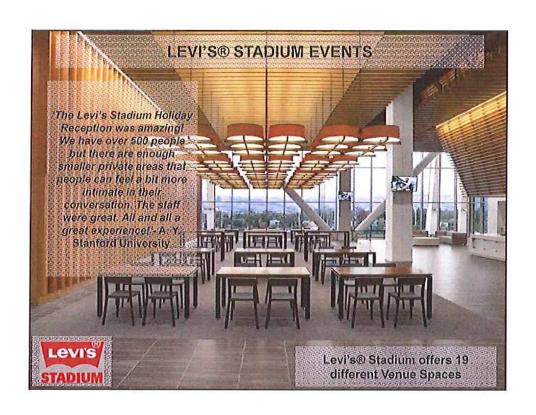


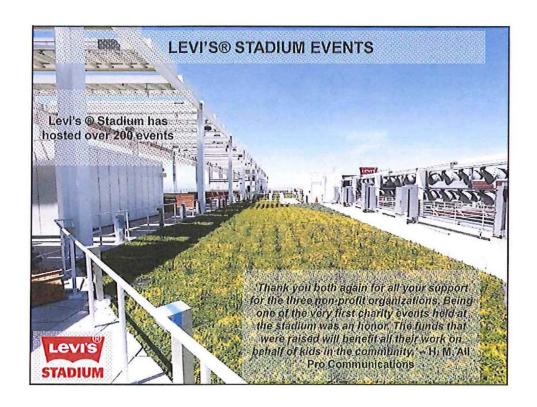


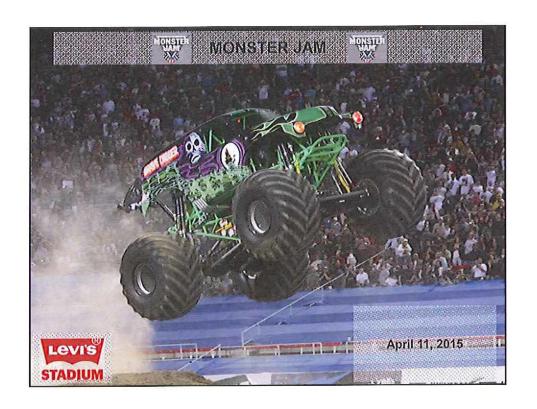


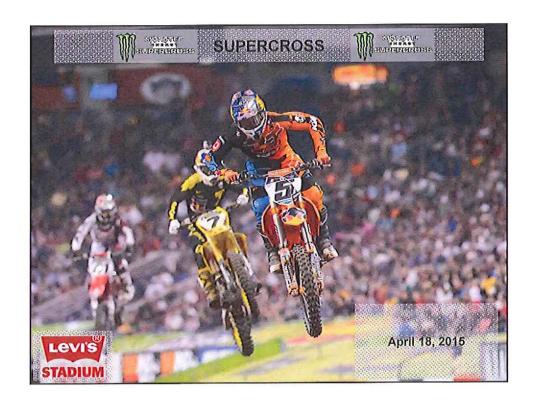


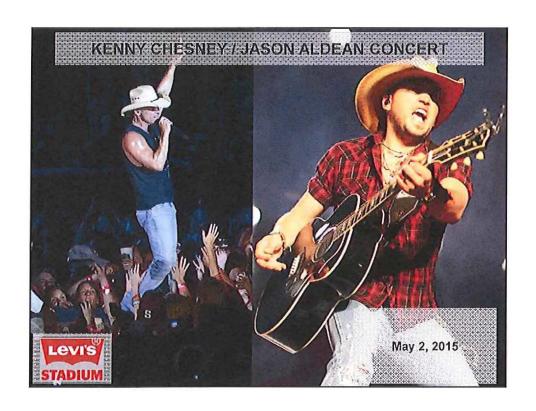


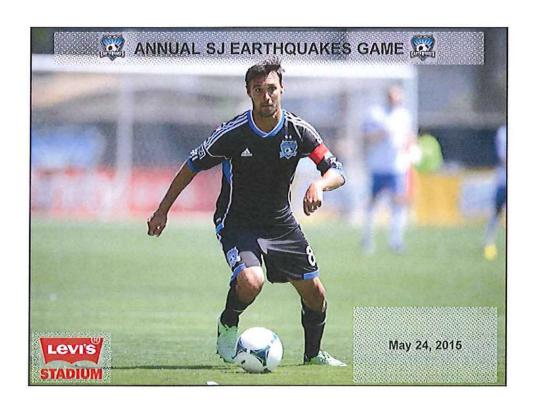




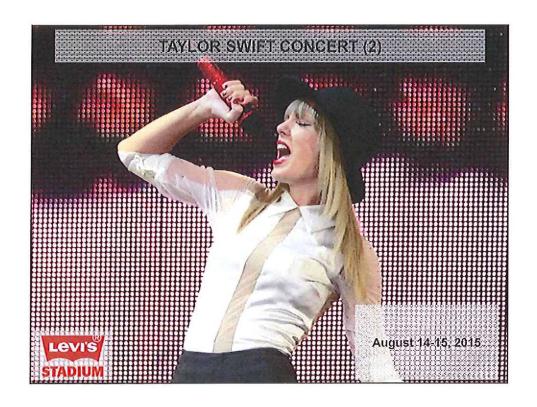


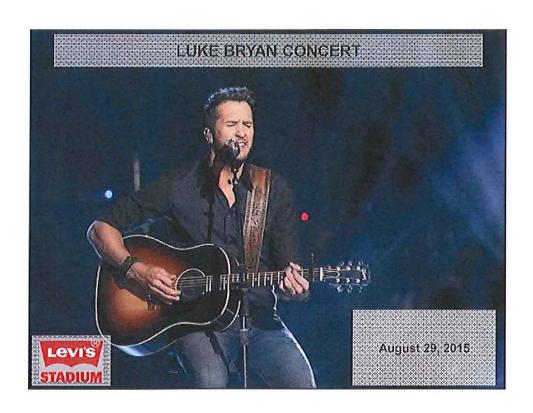














## Protecting the Community is Highest Priority



- Studied 21 stadium operations across the country
- Created operations plan and manual for all events at Levi's<sup>®</sup>
   Stadium based on NFL best practices
- Established partnerships across region to establish "special events" officers
- Over 100 Special Events Officers representing 36 law enforcement agencies hired to date
- Partnered with 49ers operations and security team, contracted security officers and homeland security authorities to create law enforcement coalition for the stadium
- In FY 2015-16 will add CSOs to facilitate traffic ingress and egress

SCSA Street Colories

#### **Law Enforcement Coalition**

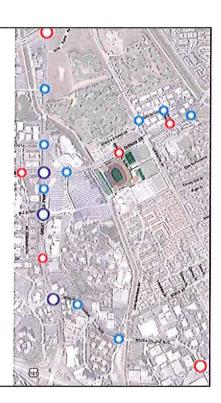
- · Local Law Enforcement Agencies
  - Service Agreements (e.g. Sunnyvale, Santa Clara County, CHP)
  - Bomb Squad, Helicopter, K-9, Bike Patrol
  - Special Events As-Needed Reserve Officers
  - Full-time officers of other agencies working stadium events as a Santa Clara Police Department Reserves
- · Homeland Security Partners
  - FBI, Department of Justice, Joint Terrorism Task Force
- Contracted Security Officers
- Event Operations & Security Team



## **Public Safety Police Services**

- · Inside Stadium Positions
  - On Field
  - Suite Tower
  - Club Space
  - Temporary Holding Facility
- Outside Stadium
  - Traffic Control
  - Parking Lots
  - Neighborhood Protection Detail
  - Counterfeit Merchandise & Ticket Scalping

Note: All police officers will be operating on regional P-25 Digital Radio System.



### San Tomas-Aquino Creek Trail Access

- Access to San Tomas-Aquino Creek Trail is temporarily closed during certain event days at Levi's Stadium.
  - Notifications are made to the public using eNotify
- Stadium event patrons are allowed to access to the Stadium during normal creek trails hours of operation between sunrise and sunset





### Stadium Authority Construction Costs Significantly Under Budget

- Overall project construction budget includes the Stadium Authority's building infrastructure and tenant improvements funded by private investment from Forty Niners SC Stadium Company (StadCo)
- Stadium Authority Construction cost is anticipated to be more than \$80M <u>under budget</u> which will reduce the Santa Clara Stadium Authority Debt



## Stadium Authority Debt Significantly Below Estimates

- Stadium Authority portion of project financed with combination of bank notes and loans and construction period revenues
- Seat Builder Licenses (SBLs) were projected to generate \$503.3 million in sales
- Actual SBL sales \$531.5 million or \$29.2 million over estimate
- Higher than expected % of SBL buyers have paid off their purchases rather than financing them over 10 years resulting in more construction period revenues
- Budget amendment to provide additional \$80 million of appropriation to meet loan requirement to use SBL cash not used for construction to pay down debt



## **Stadium Authority Debt Significantly Below Estimates**

		2014-15	YrEnd
<u>Debt</u>	<u>Authority</u>	<u>Budget</u>	<b>Projected</b>
Term A & B Loans	\$450	\$349.8	\$317.6
StadCo Subloan	500	226.2	182.8
Agency Advance	30	17.8	17.8
CFD Advance	38	35.0	35.0
Totals	\$1,018	\$628.8	\$553.2

SCSA Soota Class Audion Authority

## Santa Clara Stadium Authority 2015-16 Budget

- Budget composed of Operating, Capital Improvement and Debt Service budgets
- Fiscal year 2015-16 is April 1, 2015 to March 31, 2016
- Operating Budget

– Beg. Bal	\$13.7M
- Revenues	\$78.0M
<ul><li>Net Transfers</li></ul>	(\$54.6M)
<ul><li>Appropriations</li></ul>	\$17.2M
- Reserves	\$19.9M

## Santa Clara Stadium Authority 2015-16 Budget (Cont'd)

· Key Operating Budget Revenues

<ul><li>SBL Proceeds</li></ul>	\$30.6M
<ul><li>Stadium Rent</li></ul>	\$24.5M
<ul> <li>NFL Ticket Surcharge</li> </ul>	\$8.4M
<ul><li>Naming Rights</li></ul>	\$6.0M
<ul><li>Non-NFL Events Net Rev</li></ul>	\$5.0M
<ul> <li>Non-NFL Ticket Surcharge</li> </ul>	\$2.2M
- Other	\$1.4M

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## Santa Clara Stadium Authority 2015-16 Budget (Cont'd)

· Key Operating Expenditures

<ul> <li>Stadium Manager Op. Expenditures</li> </ul>	\$6.4M
<ul> <li>Ground &amp; Performance Rent to GF</li> </ul>	\$2.6M
<ul><li>SBL Sales &amp; Service</li></ul>	\$1.6M
<ul><li>Senior &amp; Youth Fees to GF</li></ul>	\$0.2M
– Other Expenses*	\$6.4M

\*Other expenses include insurance, utilities, stadium management fee, use of StadCo tenant improvements for non-NFL events, Stadium Authority expenses, and discretionary fund expenses

## Santa Clara Stadium Authority 2015-16 Budget (Cont'd)

· Capital Expenditures

Stadium Improvements Anticipated \$3.0M

Debt Service

- Term A & B Loans \$45.0M

StadCo SubloanAgency Advance\$6.4M\$6.2M

- CFD Advance \$2.7M

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### **Revenues to General Fund**

· Projected Stadium Related Revenues

- Ground & Performance Rent \$2.6M

- Sales Tax (2015-16) \$0.7M to \$0.9M

Senior & Youth Fees \$0.2M

### **Staff Recommendation**

- That the Santa Clara Stadium Authority Board approve the Stadium Authority 2015-16 Operating Budget of \$17,201,085, Capital Improvement Budget of \$3,000,000, and Debt Service Budget of \$60,391,493.
- That the Santa Clara Stadium Authority Board approve the Stadium Authority 2014-15 Debt Service Budget amendment of \$80,000,000.

