



Meeting Minutes

Thursday, December 8, 2016 – 6:00 p.m.

Committee Members present:

Chairperson Lisa M. Gillmor
Board Member Patrick Kolstad
Board Member Teresa O'Neill

Staff present:

Rajeev Batra, Interim Executive Director

1. Status update from Harvey Rose Associates, LLC

Dan Goncher and Fred Brousseau gave an update on Status Report #09 for the period of November 22 – December 7, 2016, which included activities and accomplishments during the reporting period, issues and challenges during the reporting period, potential audit issues that were identified, tasks to be completed during the next reporting period (December 9 – December 20, 2016), pending matters and other issues (Report attached).

2. Approval of Minutes

A. Motion was made and seconded to approve the minutes for the November 21, 2016 Ad Hoc Stadium Audit Committee meeting.

3. Questions and Comments by Board Members

A discussion was had by the Committee Members, Interim Executive Director, Mr. Brousseau and Mr. Goncher. Main themes included the following:

- A. Board Member O'Neill expressed concern regarding how much ManCo is being paid for their services and the fact that the Stadium Authority Board does not have access to this information. She further explained that full access to the Stadium Documents is vital to the Stadium Authority Board's ability to ensure that the Stadium generates the maximum income for the City. She suggested that perhaps legal advice is necessary to know how best to proceed with getting this information from ManCo and to possibly edit the requested Non-Disclosure Agreement.
- B. Interim Executive Director Batra provided a letter that was received on December 8, 2016, from the Forty-Niners Stadium Management Company General Counsel (Letter attached).
- C. Written responses by Interim Executive Director Batra and Fred Brousseau were provided in response to questions submitted by Kirk Vartan on October 12th (October 12th document from Kirk Vartan, Interim Executive Director responses and Fred Brousseau responses are attached).
- D. Board Member Kolstad confirmed that he would support a motion to seek outside counsel for direction on how to proceed with the Audit. He also clarified that he did contact the Stadium Management Company in person to request that the documents be provided to the Auditors. He was assured that all documents were put in a document drop box for the Auditors and Executive Director to view and that all confidential documents would be made available for viewing at the Stadium.

- E. Chairperson Gillmor explained that complete documentation and historical financial records are necessary for the Stadium Authority to have in order to effectively oversee the management of Levi's Stadium and to comply with Measure J. She further explained that confidential documents should be provided to the Stadium Authority Board and Auditors, and assurance would be given to ManCo that the confidential documents would remain confidential. She suggested that perhaps outside legal counsel should be retained to clarify the confidentiality of certain documents. She requested that Harvey Rose Auditors not sign a Non-Disclosure Agreement that ManCo is requesting that they sign. She also requested that the Ad Hoc Stadium Audit Committee be provided a copy of the Cost Allocation Study Summary and the Draft Shared Expense Report, which the Finance Director provided to Harvey Rose Auditors. She reiterated that the Stadium is a public asset and the documents need to be accessible to the Stadium Authority Board.
- F. Motion was made and seconded to request the Stadium Authority to retain outside Counsel for clarification of what is confidential and what rights the Stadium Authority Board has.

4. Questions and Comments by the Public

Several members of the public addressed the Committee. Main themes included the following:

- A. Mr. Vartan offered clarification on questions and suggestions listed on his October 12th document:
 - Request for all list of all stadium documents to be posted on the City website as a living document that is kept updated as documents are made available.
 - Outside expert to assist Harvey Rose in getting documentation on Police Department information in an effort to keep sensitive information confidential.
 - Use of CAD system as a means of documenting police time worked for Stadium. (October 12th document from Kirk Vartan attached).
- B. It was suggested that the letter from the Forty-Niners Stadium Management Company General Counsel does not seem accurate in their accounting of what documents have been provided. A suggestion was made to look closely at parking lot use, Stadium Builders Licenses (SBL), comped tickets, stipend from staff and security parking, sign in and out sheets for stadium staff. It was also suggested the Shared Expense Report be provided to the public. A suggestion was also made for the City Staff to document their findings when meeting with Stadium Management Company.
- C. It was noted that the Stadium Management Company has not provided all of the requested documents to this date and a request was made to identify and log the documents on the City website of the documents that have been provided to the Auditors.
- D. Suggestion was made that a Non-Disclosure Agreement should not be signed in any form and the concern was made regarding the integrity of the documents at this point. Further suggestion was made to have the Superior Court subpoena the documents.
- E. It was noted that the Forty-Niners and the Management Company were invited to attend this meeting and that it should be noted that no one from the Forty-Niners or the Management Company were in attendance at this meeting. It was also suggested that a document control software be implemented for the Stadium documents, which would track any changes to the documents.

- F. An inquiry was made as to whether any employees have reported that they have been asked to report something for their Stadium work which would not be approved and if so, would Harvey Rose include this in their report and would it be investigated further? Mr. Brousseau confirmed that they would investigate all such reports and the findings would be included in their Audit report. Further inquiry was made as to whether the Marketing Plan was one of the requested documents.
- G. A question was asked as to who decided on the location of the electronic barriers along the San Tomas Creek Trail near the Stadium, and if it is possible for these to be moved to the other side of the trail, so as to keep the trail open on event days. Mr. Brousseau stated that this was outside the scope of the Auditors' work. Interim Executive Director Batra will bring background information on this to a future meeting.

5. **Adjournment:**

Chairperson Gillmor adjourned to the next meeting on Monday, December 19, 2016 at 5:30p.m.

Prepared by:



Lynn Garcia
Executive Assistant to the Mayor and City Council



Comprehensive Audit of Stadium Authority Finances

December 8, 2016

TO: Audit Ad Hoc Steering Committee
FROM: Fred Brousseau, Principal-in-Charge
SUBJECT: Status Report #09

Period covered: November 22 – December 7, 2016

1. Activities and Accomplishments during Reporting Period

- a. Using information provided by the Stadium Authority (City) Finance Department, we identified which details and records of Stadium revenues and expenditures are kept by ManCo and which are kept by the Stadium Authority. Those kept by ManCo include Non-NFL event revenue and expenses, Stadium Manager expenses, utilities, and the use of StadCo Tenant Improvement fees.
- b. We are in the process of identifying sample transactions we plan to review that are kept by the Stadium Authority, and have been in contact with the City Finance Department regarding review of these transactions. We plan to submit a request for sample transactions to review to the City Finance Department in the next reporting period. For our sample transactions, we will review supporting documentation to analyze internal controls in place and methods by which costs were allocated between the Stadium Authority and the 49ers entities.

We began a review of Stadium Authority contracts approved by the Stadium Authority Board for compliance with the City's Stadium Authority Procurement Ordinance.

- c. The Stadium Management Company (ManCo) provided us with access to various requested documents and data on November 22, 2016 at their site. ManCo did not allow the documents to be taken or photocopied. We did take notes and copied information from the financial and other documents.

Information reviewed included the original 2014 Operation and Maintenance Plan for the Stadium, Non-NFL event general ledger revenue and expense detail, parking concession agreements covering Non-NFL events and pre-event planning meeting attendance rosters from 2016.

- d. A second audit team visit to the Stadium occurred on December 1, 2016 to review Non-NFL event and parking revenue records. We are reconciling this parking data with City Finance Department data on off-site parking fees collected and the off-site parking agreements. We are comparing revenues with the number of cars parked, event tickets sold, lots utilized, and plan to

present analyzed trends for NFL and Non-NFL events in our report. We will collect information from City parking staff on controls in place to ensure all off-site parking fees collected are accurate.

- e. We continued our review of City, Stadium Authority, ManCo and other records for comparison with corresponding payroll records to determine if all staff time spent on Stadium-related activities have been recorded and reimbursed by the 49ers entities or the Stadium Authority. These activities during the reporting period focused mostly on the Police and Fire Departments. We obtained clarification on timekeeping practices and clarified the average times for planning activities with both departments.

Issues/Challenges during Reporting Period

The audit timing and schedule will be affected by the delay in obtaining an initial meeting with ManCo and receiving documents and data.

ManCo has asked that our firm sign a confidentiality agreement stating that we will not disclose confidential information that they have provided to us. We have not signed this agreement as it will not allow us to complete and report our audit work as agreed to with the Stadium Authority. As a result of our not signing the agreement, ManCo asked that we not proceed with our scheduled visit to their offices December 7, 2016 to further review their documents.

The confidentiality agreement as proposed states that information such as Non-NFL event revenue and expense information and Stadium operating costs maintained by ManCo and other information that they have designated as confidential would not be allowed to be presented in our audit report, which is intended to be a public document. Review and presentation of such information are two key elements in our audit scope. Information in the Operation and Maintenance Plan, for example specifying the Required Condition in which the Stadium is to be maintained, could not be included in our audit report.

The proposed agreement does allow for reporting ManCo's confidential information to the Stadium Authority if it were presented in such a way as to be exempt from provisions of the California Public Records Act, the California Evidence Code and the California Civil Code that would allow for its public disclosure. This appears to allow for presentation of the confidential information in a confidential report to the Stadium Authority Board.

ManCo has stated that they are open to our suggested changes to the draft agreement. We request direction from the Committee about how to proceed on this matter and whether or not to involve the Stadium Authority's legal counsel in the process.

2. Potential Audit Issues Identified:

As reported in previous status reports, the audit team identified two initial issues that will be among matters investigated and reported on in this audit. As with all status reports submitted to date, the issues presented are *preliminary* in nature and still subject to further review and analysis.

Direction to City employees

As the Stadium was constructed and began operations, the City's Finance Department created time codes and worked with individual City employees to assist them in tracking and recording their time spent on Stadium-related tasks after Stadium construction was completed. However, until August 2016, when the Acting City Manager Issued a directive to all employees on this topic, the City apparently did not provide central Citywide direction to all employees clarifying what work activities are attributable to the Stadium and subject to reimbursement. As a result, some staff time for all relevant activities may not have been billed and reimbursed or some staff time may have been incorrectly billed.

The audit team prepared proposed amendments to the City Manager's Directive 136: *Stadium and Special Event Time Reporting and Reimbursement for City Services* to help clarify activities that should be recorded and charged to the 49ers entities or the Stadium Authority, previously submitted to the Ad Hoc Committee (see Status Reports 5, 6 and 7). The Acting City Manager requested some changes and reviews of certain amendments proposed by the audit team, particularly in the areas of specifying what activities and physical locations constitute Stadium-related activities for staff billing purposes. A revised version of the Directive incorporating the Acting City Manager's suggested changes has been prepared and it is our understanding that it has been distributed to City employees.

Absence of key plan and budget documents

A second potential audit issue also identified in previous status reports is that a number of Stadium-related plan and budget documents required to be prepared by ManCo in Stadium Authority agreements with the 49ers entities have not been individually presented to the Stadium Authority Board, consistently provided or provided in the level of detail in the Stadium Authority budget and financial status reports as required in the agreements. Arrangements have reportedly been made between ManCo and Stadium Authority staff in some instances that alter provisions in the agreements but, to date, we have not seen documentation codifying such arrangements.

- a. **The Stadium Operation and Maintenance Plan:** The Lease Agreement requires that this plan be prepared by the Stadium Manager (ManCo) to establish the "Required Condition" for the Stadium and "policies and procedures for operating and maintaining the Stadium Complex in accordance with good, sound and prudent engineering practices..." (Lease Article 7.1.1). In spite of the importance of all parties agreeing to a Required Condition for the Stadium, the Stadium Authority Board and current staff do not have a copy of this document.

In our Status Report #6, we stated that ManCo had informed the audit team that the Operation and Maintenance Plan was not prepared as a stand-alone document but incorporated in the annual Stadium Authority budget. This representation was based on what the five members of our audit team present heard at our meeting with ManCo representatives on October 21, 2016 and the absence of ManCo or Stadium Authority/City staff providing the document in response to our repeated requests starting October 3, 2016. We reported that none of the budget

documents reviewed by the audit team to date provide the information required in the Operation and Maintenance Plan according to the agreements.

In Status Report #7, we reported that ManCo informed us that they stated at our October 21, 2016 meeting that the Operation and Maintenance Plan was in fact produced as a stand-alone document in 2014 and provided to Stadium Authority staff and that it was agreed that it would be a confidential document due to security issues in the document. None of the five members of the audit team present heard this representation. No City staff that we have queried have this document or have a record indicating it is confidential and to be kept only by ManCo.

ManCo provided a copy of the 2014 Plan document for our review at their site on November 22, 2016. We were not allowed to take a copy or photocopy any pages from it. We did take notes about its content. Updates to the Plan for 2015 and 2016 are available at the ManCo offices but we have not yet reviewed them in detail.

The key issue about the Operation and Maintenance is that, according to Stadium Lease Agreement Section 7.2, the Plan is supposed to be presented to the Stadium Authority and Stadium tenant for review and approval. It is to serve as the basis of how the Stadium is maintained and should inform the operating and maintenance costs included in the budget. For Stadium Authority Executive Director and Board members not to have a copy of the document and for the budget document not to explicitly incorporate the standards in the document leaves the Stadium Authority at a disadvantage in assessing the appropriateness of Stadium operations and maintenance costs.

ManCo representatives have indicated that the Operation and Maintenance Plan should not be made public as it contains sensitive security information about the Stadium. As this constitutes only a portion of the document, such information could potentially be redacted or removed for presentation to the Stadium Authority Board and availability to the public.

- b. **The Capital Expenditure Plan and Budget:** The Stadium Lease Agreement calls for preparation of a draft capital expenditure plan for mutual approval by the Stadium Authority and the 49ers entities. It is to be adopted as part of the Stadium Operation and Maintenance Plan and is to include both a budget year and five year plan (Lease Article 10.4.1).

The annual Stadium Authority budgets presented to the Stadium Authority Board for Fiscal Years 2015 and 2016 did include a one-year capital budget, but not a five year plan, as required in the agreements. For Fiscal Year 2016-17, the budget did include a five-year capital plan.

A ManCo representative has stated that a five year capital plan was not presented in the first two fiscal years as a cost allocation plan detailing construction costs was not finalized until November 2015. The FY 2016-17 Stadium budget does include a one and five year capital plan.

- c. **The Annual Shared Stadium Expenses Budget:** The Lease Agreement requires that an Annual Shared Expenses budget detail costs to be shared by the Stadium Authority and the 49ers entities. These are the costs incurred for both NFL and Non-NFL events such as landscaping

services, stadium insurance and stadium management fees. Non-shared expenses are allocated between the parties depending on whether they are attributable to NFL or Non-NFL events.

The Lease Agreement calls for shared expense information to be more particularly described in the Stadium Operation and Maintenance plan, a draft and final Annual Shared Expense budget, and the Public Safety Plan, and to include five year projections of shared expenses.

A more detailed breakout of the Annual Shared Expense budget was produced and presented to the Stadium Authority Board as part of the current Fiscal Year (FY) 2016-17 budget but was not provided for FYs 2014-15 and 2015-16. Stadium Authority staff and ManCo both reported that such information is embedded in the annual Stadium Authority budget.

We received a draft version of the shared expense budget for FY 2014-15 from City staff during the reporting period. The detail in that document was not included in the final budget presented to the Board. To our knowledge, five year projections of shared expenses have not been produced or provided to the Stadium Authority as required in the Lease Agreement.

Shared expenses appear to be embedded in the Stadium Authority budget line item "Other Expenditures" and/or "Stadium Operating Expenses-Stadium Manager". For Fiscal Year 2016, the final total budgeted amount for these two line items was \$10,422,089, but detail about the composition of these costs, and to what extent they are shared expenses, is not presented.

The Lease Agreement calls for Stadium Authority review and approval of the plan and budget documents discussed above, though such approval is delegated to the Stadium Authority Executive Director for approval, consent, or waiver on behalf of the Stadium Authority rather than requiring approval by the Board. To the extent the required plan and budget documents are provided to the Executive Director, the process is consistent with provisions of the Lease Agreement. However, presentation of the details of these documents, confirmation that they include all elements required in the agreements, and details of how exactly they are incorporated in the SCSA budget would better assist the Board in their role overseeing SCSA's revenues and expenses. Further, the Stadium Authority should receive and maintain its own copies of the documents in accordance with a consistent process and format and including all information required in the leases, management and related agreements.

3. Tasks to be Completed during the Next Reporting Period (December 9, 2016 – December 20, 2016):

Subject to direction for the Stadium Audit Ad Hoc Committee, the audit team will work with the Stadium Authority Board, staff and ManCo to resolve issues about what information and documents are confidential and what information can be included in the audit report. Once resolved, we will continue our analysis of Non-NFL event revenues and expenses and Stadium operating costs.

The audit team will continue with the review of staff activities, payroll and other costs compared to actual reimbursements from the 49ers entities or SCSA. The events selected include for this analysis

Memo to Stadium Audit Ad Hoc Steering Committee
December 8, 2016

Include: three NFL events and two Non-NFL events from both 2014-15 and 2015-16, and one Non-NFL event from 2016-17, for a total of eleven samples.

We will continue with our analysis of off-site parking fee revenue. Samples of individual transactions will be reviewed and controls in place to ensure accurate revenue will be identified and evaluated.

4. Pending matters

No other pending matters at this time.

5. Other issues

Audit timing is likely to be affected due to delays in scheduling our initial meeting and obtaining documents and data from ManCo.

Review of ManCo documents and data solely at their site, without the right to obtain and keep copies for our work papers, limits our adherence to Generally Accepted Government Auditing Standards requirements. We will need to disclose that limitation in our audit report.



FORTY NINERS STADIUM MANAGEMENT COMPANY

December 8, 2016

VIA ELECTRONIC MAIL

Santa Clara Stadium Authority
c/o Rajeev Batra
Acting Executive Director
1500 Warburton Avenue
Santa Clara, CA 95050

Members of the Board of Santa Clara Stadium Authority:

As you know, we are working with Harvey M. Rose Associates, as directed by the Stadium Authority Board. We have met with them on 3 occasions, and have made available to them all information that they requested in their initial requests. We are willing to continue to meet with them as often and as long as necessary, and to continue to make available information for them to complete promptly all work within the scope of their engagement.

At our first meeting in October, we suggested, and HMR agreed in principle, that we would enter into a Non-Disclosure Agreement to cover only that limited information, the release of which might either jeopardize the safety and security of stadium patrons or the competitive advantage of the stadium. To be clear, it is not our intention or our goal for the NDA to limit the scope of HMR's work or its ability to deliver a final product that addresses all of the Board's questions. We provided HMR with a draft of the agreement on November 29, and a week later had not received either the signed NDA or a mark-up suggesting any revisions. Our first indication that HMR had some concerns about the NDR came in an email yesterday, after we called to inquire as to status. We replied promptly that we would be glad to talk by phone or in person to address any concerns.

As you know, Section 15.12 of the Management Agreement requires that each of the parties take all precautions reasonably necessary to ensure that proprietary information is not inappropriately released. We are very much open to discussing the specific terms of the

Letter to Santa Clara Stadium Authority
c/o Rajeev Batra
December 8, 2016
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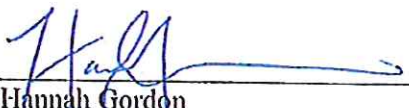
NDA, but the Management Agreement does not permit us to turn over proprietary information to HMR without taking reasonable steps to protect the confidentiality of that information.

We are not the only Stadium Manager dealing with these confidentiality issues in the context of a publicly-owned stadium. All of the others have managed to maintain the confidentiality of similar information (much of which is proprietary to individual promoters). We would like the Santa Clara Stadium Authority not to be the first of its kind to lose the confidence of its patrons and promoters. We believe that, given the opportunity, we can work with HMR and the Stadium Authority to adjust the provisions of the NDA to serve HMR's needs without compromising the needs of the Stadium Authority.

We respectfully suggest that you direct HMR to work with the Stadium Manager, and in consultation with the SCSA's Executive Director and General Counsel, to provide a framework that allows HMR to do its work, while honoring the spirit and the letter of our mutual obligations under the Management Agreement and related agreements. We are confident that such an arrangement can be achieved if we work together to do so.

Sincerely,

Forty Niners Stadium Management Company, LLC

By: 
Hannah Gordon
General Counsel

cc: Richard E. Nosky, SCSA General Counsel

Suggestions:

- Create a running list of "Open Items" that are being worked on. It can be updated as progress happens, linked to documents, and report due dates and status. It would allow members of staff, council, and the public to see what the priorities are and when they are being addressed.
- Create a process to get information from the Police Department.
 - Hire a security expert with security (FBI/NSA/whatever) clearance that understands what the auditors need and what the Police Department has. That individual can then be the "translator" of information to the auditors so that the Police Department can be confident that the sensitive information will not get leaked or misused.
- The City Manager can approve a draft of the documents to be authorized by the board, and that contract would not be valid until it is certified by the board.

Questions:

- Regarding comments about people's statements, especially law enforcement. It was stated that the auditors are trying to "prove" everyone's statements before treating them as fact. What if a statement is not disproven? What credibility will be given to that statement? What if there is no way to disprove a statement of mishandling? How is that going to be treated? Why are you not respecting the sworn officer's statements in context of work duties or activities, especially if you are not getting all the data requested.
- Couldn't you get all CAD data about locations of patrol vehicles and see what the schedules stipulate and how they were deployed? It will take some work, but you could match-up schedules with actual data on GPS locations of patrol vehicles and officer locations. This would help identify where resources were deployed and where they were not deployed.
- Couldn't discretionary funds ultimately go to capital expenses like a new CAD system? If discretionary funds are not maximized, they are basically costing the city money since the city will have to fund capital expenses like CAD for the police department.
- Does StadCo have to pay a fee into the improvement of city services, similar to a development having to pay traffic impact fees that go to "regional improvements" (e.g., VTA)?



Date: December 8, 2016
To: Ad Hoc Stadium Audit Committee
From: Rajeev Batra, Interim Executive Director

Subject: Stadium Authority Responses to Audit Suggestions and Questions Submitted by Kirk Vartan

Below are the Stadium Authority's responses to the suggestions and questions provided by Kirk Vartan (memo dated October 12, 2016):

Suggestions:

Create a running list of "Open Items" that are being worked on. It can be updated as progress happens, linked to documents, and report due dates and status. It would allow members of staff, council, and the public to see what the priorities are and when they are being addressed.

Response: To be addressed by Harvey M. Rose Associates, LLC (HRM).

*Create a process to get information from the Police Department.
Hire a security expert with security (FBI/NSA/whatever) clearance that understands what the auditors need and what the Police Department has. That individual can then be the "translator" of information to the auditors so that the Police Department can be confident that the sensitive information will not get leaked or misused.*

Response: To be addressed by Harvey M. Rose Associates, LLC (HRM).

The City Manager can approve a draft of the documents to be authorized by the board, and that contract would not be valid until it is certified by the board.

Response: Various agreements, the City Code and the Stadium Procurement Policy delegate authority to the Executive Director at different thresholds for specific agreements, including service contracts; supplies, goods and equipment; and other expenditures required for a public project. Best value selection and formal bidding procedures are identified and required to be followed. In addition, the Executive Director can further delegate authority to Stadium Management in accordance with various agreements, including the Stadium Management Agreement and the Stadium Operations Agreement. These standard procurement agreements also contain terms and conditions generally consistent with those contained in procurement agreements approved by the Stadium Authority. Annual and quarterly documents, such as the Stadium Operations Budget, Capital Expenditure Plan and Shared Stadium Expense Budget, are presented to the Stadium Authority Board for approval, in addition to other reports, such as a 90-day look ahead of Non-NFL events.

**HARVEY M. ROSE
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public sector management consulting



December 8, 2016

TO: Rajeev Batra
FROM: Fred Brousseau, Principal-in-Charge *Fred Brousseau*
SUBJECT: Audit Suggestions and Questions from Kirk Vartan, dated October 12, 2016

Here are our responses to suggestions and questions provided by Kirk Vartan on a documented dated October 12, 2016.

1. Create a running list of "open items"

We do provide updates to the Stadium Audit Ad Hoc Committee on the status of audit issues and information requests. We could provide this information in another format if requested by the Committee. We make numerous requests and they change frequently so we would need some sort of guidelines on how much information to include.

The City has also made requests for information of ManCo and the suggestion may also pertain to those requests.

2. Create a process to get information from the Police Department such as hiring a security expert

We are satisfied that we are getting the information from the Police Department that we need for our work. Any limitations or restrictions on information will be taken up with the Chief, and reported to the Stadium Audit Ad Hoc Committee if not satisfactorily resolved.

3. City Manager can approve a draft of documents

Response to be provided by Acting City Manager.

4. Reporting Information from employees that cannot be documented

If we have received reports from City employees or community members of City staff activities that are of concern relative to our audit scope, but cannot be verified through available documentation, we may report it as unverifiable representations. Inclusion of such information in our report would depend on its apparent credibility, any corroborating statements received and other factors.

5. Use of Police Department CAD data to track patrol vehicle deployment

This would be a useful way to track patrol vehicle deployment but we are trying to document any Police Department staff time spent on Stadium-related activities that does not necessarily occur in