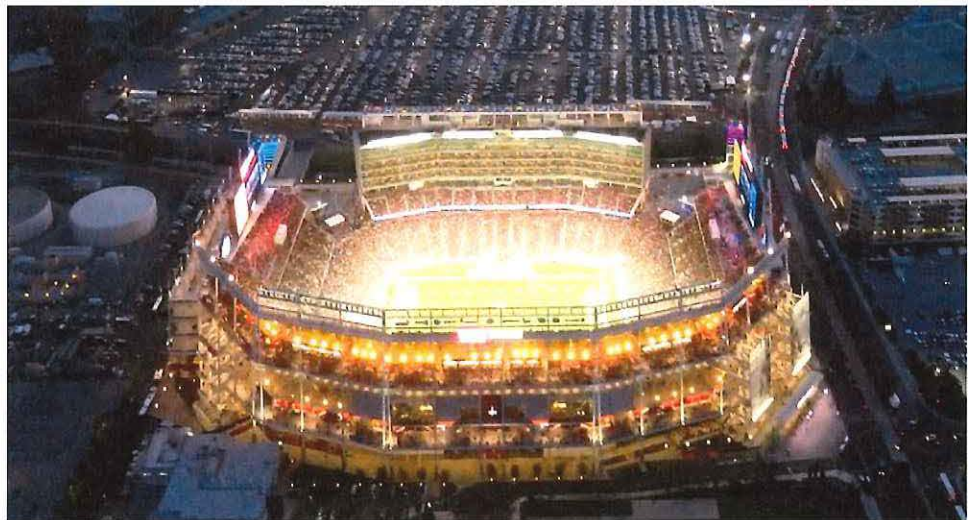


# SCSA

Santa Clara Stadium Authority

***ADOPTED  
FISCAL YEAR  
2017-18  
OPERATING,  
DEBT  
SERVICE  
AND  
CAPITAL  
BUDGET***



On June 8, 2010 the residents of Santa Clara voted to adopt Measure J, the Santa Clara Stadium Taxpayer Protection and Economic Progress Act, resulting in the approval to construct a new stadium to be leased by the San Francisco 49ers. Measure J called for the creation of the Santa Clara Stadium Authority (SCSA) to own, develop, construct, operate, and maintain the Stadium. The Stadium Authority exists as a public body, separate and distinct from the City. The Stadium Authority is structured so that the City is not liable for the debts or obligations of the Stadium Authority.

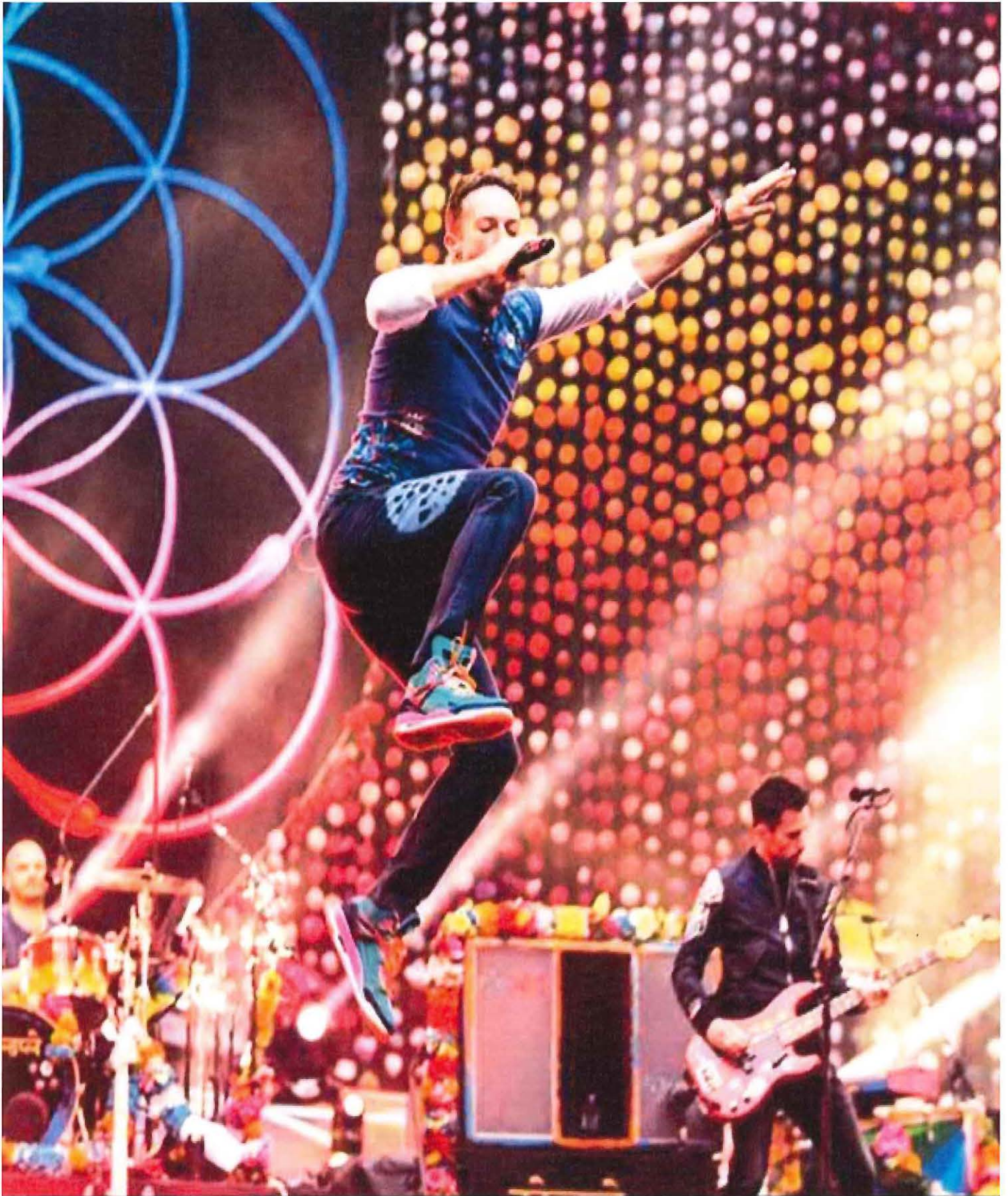
1500 Warburton Avenue  
Santa Clara, CA 95050

Phone: 408-615-2210

website: [santaclaraca.gov/  
government/stadium-authority](http://santaclaraca.gov/government/stadium-authority)

E-mail:

[communications@santaclaraca.gov](mailto:communications@santaclaraca.gov)



Coldplay Concert at Levi's Stadium  
September 2016

# SCSA

Santa Clara Stadium Authority

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# EXECUTIVE DIRECTOR'S TRANSMITTAL LETTER

## SCSA

Santa Clara Stadium Authority

March 21, 2017

Board Chair and Stadium Authority Board  
Santa Clara Stadium Authority  
Santa Clara, CA 95050

Members of the Board,

I am pleased to present the Santa Clara Stadium Authority's (SCSA) Adopted Fiscal Year 2017-18 Operating, Debt Service, and Capital Budget. This budget serves as a financial plan and operational guide for the Stadium Authority.

Based on the SCSA Board's suggestion, the budget has been expanded from limited information in the past years to this comprehensive multiple page document. In addition, staff has included glossaries to assist the reader in understanding the types of revenues, expenses, debt, and capital expenses, as well as, including more enhanced budget schedules.

A study session was held on March 7, 2017 in order to receive Stadium Authority Board and public input and guidance. The majority of the guidance and recommendations that were received focused on including new information and expanding on existing schedules in the document. Staff has included these recommendations where possible.

As we proceed into the fourth year of stadium operations we are continuing to look for ways to improve upon our policies and procedures. As part of this process, we have contracted with an outside auditor to ensure that the Stadium Authority is in compliance with Measure J. The most critical area that the auditor is focusing on is whether the City of Santa Clara's General Fund has been negatively impacted by the Stadium. It is anticipated that this audit will be completed in the 2017-18 fiscal year. In addition, the auditor provided suggestions to make this budget more transparent and staff was able to incorporate the majority of these recommendations.

In addition, the Stadium Authority has hired a consultant to provide noise monitoring services at the Stadium and training facility to ensure that noise levels are in compliance with City regulations.

## EXECUTIVE DIRECTOR'S TRANSMITTAL LETTER (CONT.)

As we look forward, 2017-18 promises to be an exciting year for the Stadium Authority with the following major Non- NFL events scheduled:

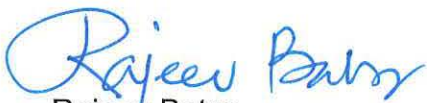
- ♦ Monster Jam - April 22, 2017
- ♦ U2: The Joshua Tree Tour Concert - May 17, 2017
- ♦ Charlie Wedemeyer All Star Football Game - June 24, 2017
- ♦ 2017 Gold Cup Final - July 26, 2017
- ♦ Coldplay - A Head Full of Dreams Tour - October 4, 2017

More information on these and future events can be found at "[www.levisstadium.com/event/category/tickets](http://www.levisstadium.com/event/category/tickets)".

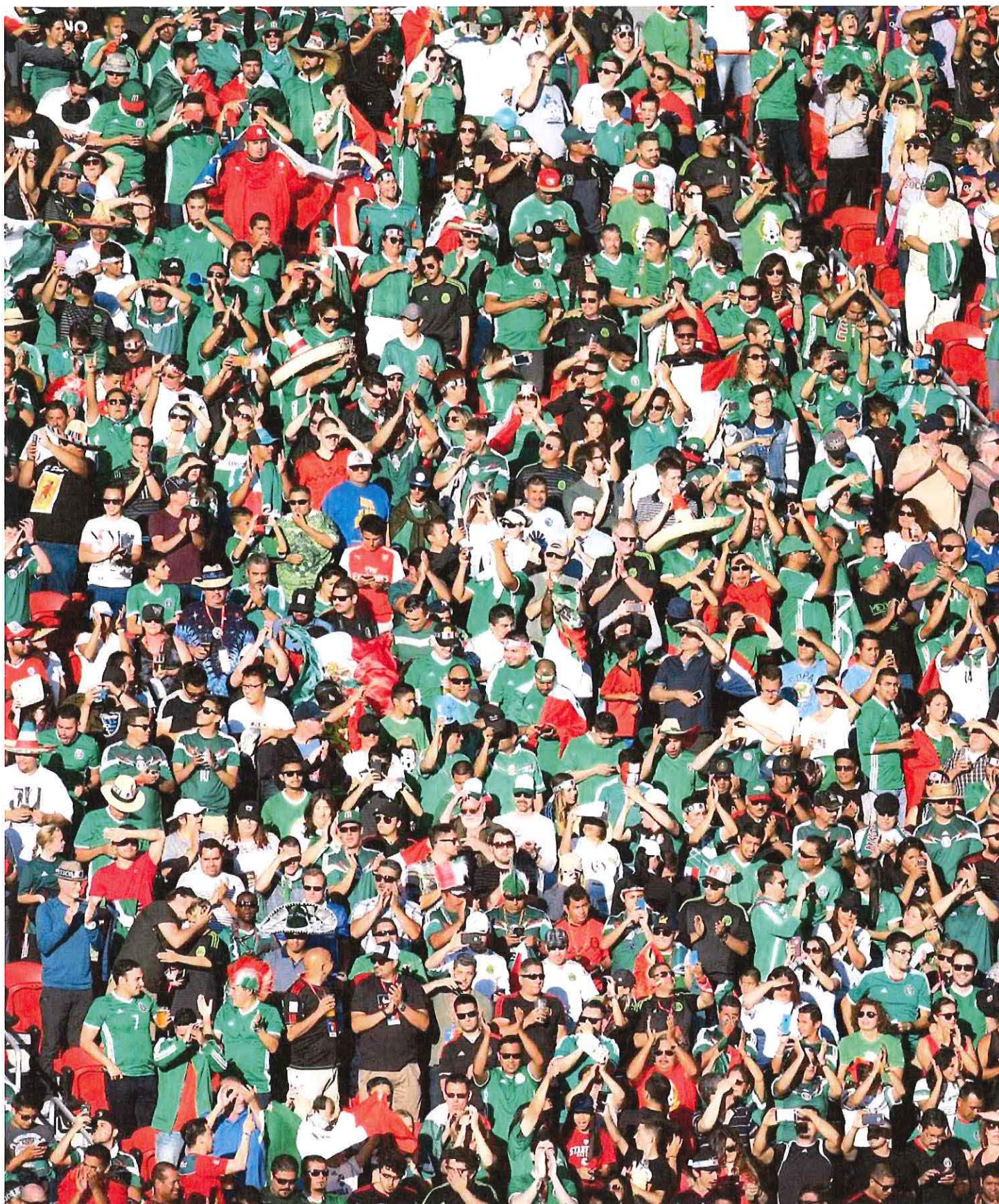
This budget outlines a work program and financial strategy to assist in meeting the guiding principles of the Stadium Authority, namely that no use of or obligation of City of Santa Clara General Fund monies are to be used to fund Stadium costs. Our commitment is to continue to look for improvements within the organization and to deliver the kind of results that the public expects.

The budget and additional financial information on the Stadium Authority can be found at "<http://santaclaraca.gov/government/stadium-authority>".

Respectfully submitted,

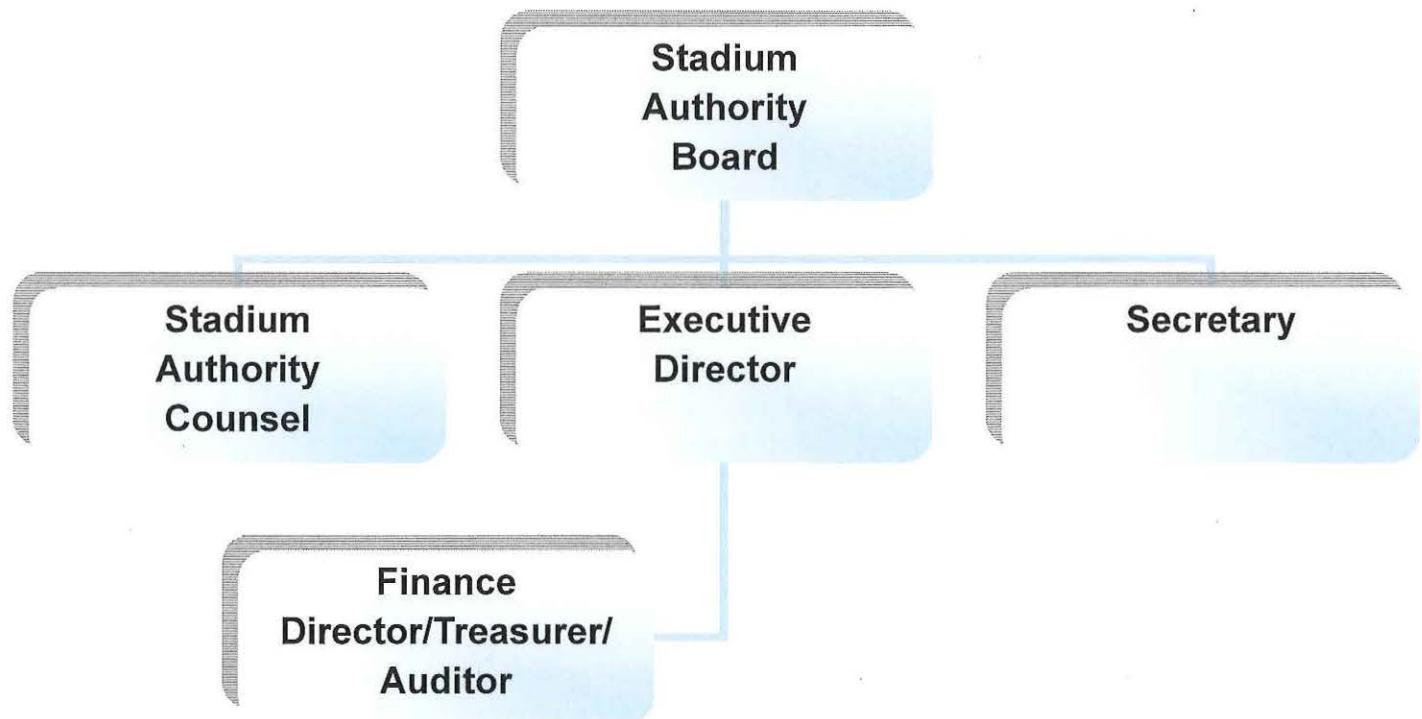


Rajeev Batra  
Interim Executive Director  
Santa Clara Stadium Authority



COPA America at Levi's Stadium  
June 2016

## ORGANIZATIONAL CHART



**T**he seven elected members of the City Council serve as the governing Board of the Santa Clara Stadium Authority with the Mayor serving as Chairperson of the Authority.

In addition, City of Santa Clara staff serve as Officers for the Stadium Authority with the City Manager serving as the Executive Director.

*This Organizational Chart reflects the current SCSA structure. It will be updated to reflect the recommendations from the Civil Grand Jury such as separation of Auditor from Finance Director/Treasurer and other changes as directed by the SCSA Board.*

## GENERAL INFORMATION

This Santa Clara Stadium Authority (SCSA) Budget Report provides information covering the adopted 2017-18 Operating, Debt Service, and Capital Budget as well as comparative data from prior fiscal years. Revenue and expenditure information included in this report for the 2016-17 fiscal year is unaudited and therefore subject to change as a result of the annual audit conducted by an external auditing firm.

In addition to this report, the SCSA produces annual financial statements within six months of the fiscal year-end (March 31st). These financial statements are audited by an external auditing firm and presented to the SCSA's Audit Committee and Stadium Authority Board. Once presented to the Stadium Authority Board, the financial statements are published on the SCSA's and Finance Department's web pages. The 2016-17 audited financial statements will be presented to the Stadium Authority Board in August 2017.

The SCSA is structured so that the City of Santa Clara (City) is not liable for the debts or obligations of the Stadium Authority.

All services provided by the City of Santa Clara to the Forty Niners Stadium Management Company, LLC (ManCo) or the SCSA are fully reimbursed. Types of services include the following:

- Administrative General Fund costs that are spent during operations are separately tracked using special account codes in the City's financial system and all such costs are billed for reimbursement.
- General Fund public safety costs for NFL and Non-NFL events are separately tracked and all such costs are billed for full reimbursement.
  - ⇒ Public safety costs are reimbursed by ManCo for NFL events up to a threshold amount of \$1.9 million for 2017-18. Costs above the threshold amount can be paid for from the Stadium Authority's Discretionary Fund. Public Safety cost and reimbursement for NFL events are budgeted in the City's Operating Budget.
  - ⇒ Non-NFL public safety costs are not subject to a threshold amount and are budgeted in the Stadium Authority's Operating Budget as part of the net revenues from Non-NFL events.

## NFL EVENT HIGHLIGHTS - YEAR IN REVIEW

The San Francisco 49ers played ten (10) NFL games (two pre-season games and eight regular season games) in the 2016-17 fiscal year. The total number of tickets sold to these games were 655,891, an average of 65,589 tickets sold for each game. The ticket sales resulted in \$8.2 million of NFL ticket surcharge revenue to the Stadium Authority (based on the 10% NFL ticket surcharge on each ticket sold). A total of \$229,562 of Senior and Youth Program Fees were collected and forwarded to the City in fiscal year 2016-17.

The parking operations changed significantly from the prior year due to the termination of parking operations on the golf course. This resulted in an increase in the number of cars parked in permitted offsite parking lots. The increase amounted to 16,365 cars or 31.9%. The associated offsite parking fee has generated \$354,958. There were also 5,122 cars that were parked on the City's Tasman lots. The Tasman lot parking fee generated \$25,610 for the General Fund.

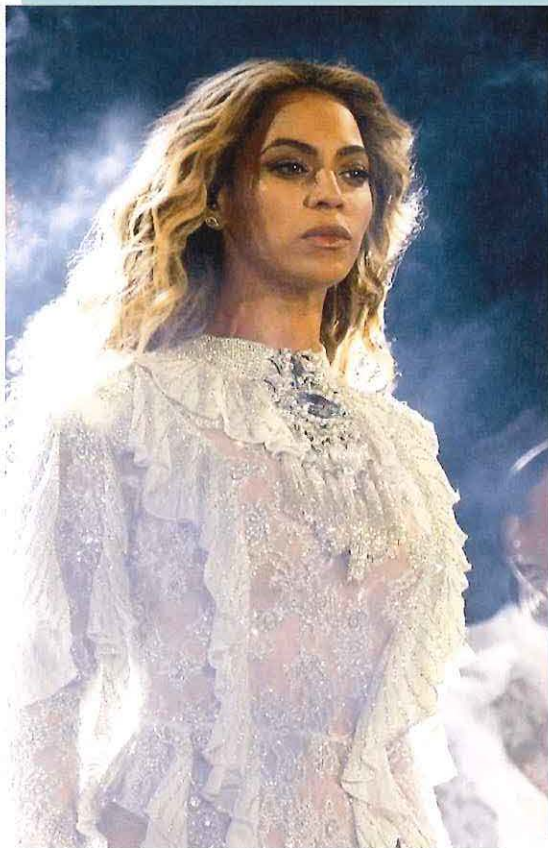


## NON-NFL EVENT HIGHLIGHTS - YEAR IN REVIEW

During the 2016-17 fiscal year there were a total of 582,349 tickets sold for the eighteen (18) ticketed Non-NFL events, resulting in \$2.3 million in Non-NFL event ticket surcharge revenue (from the \$4 per ticket Non-NFL event surcharge).

Parking at the permitted offsite parking lots equaled 60,969. The Stadium Manager discontinued the use of the golf course for parking as of July 1, 2016 and all cars that would otherwise have been parked on the golf course were parked at other locations. In 2016-17, the City has earned \$313,978 in offsite parking fees and golf course parking fees of \$47,810.

There were also 149 smaller special events with 74,199 total attendees. Examples of these special events include corporate events of various sizes, weddings, holiday parties, etc.



Beyonce Concert at Levi's Stadium  
May 2016

| 2016-17 NON-NFL EVENTS         |                    |              |
|--------------------------------|--------------------|--------------|
| Event                          | Date               | Tickets Sold |
| Supercross                     | April 2, 2016      | 23,638       |
| Monster Jam                    | April 19, 2016     | 47,181       |
| Beyonce Concert                | May 16, 2016       | 43,722       |
| Copa 1 - USA vs Columbia       | June 3, 2016       | 64,829       |
| Copa 2 - Argentina vs Chile    | June 6, 2016       | 66,773       |
| Copa 3 - Uruguay vs Jamaica    | June 13, 2016      | 38,098       |
| Copa 4 - Mexico vs Chile       | June 18, 2016      | 66,957       |
| Bay Area Wedding Fair          | June 26, 2016      | 639          |
| Wedemeyer High School Football | July 16, 2016      | 2,634        |
| Champions Cup Soccer           | July 30, 2016      | 29,254       |
| Kenny Chesney Concert          | August 6, 2016     | 37,258       |
| Friday Night Lights            | August 27, 2016    | 3,172        |
| Coldplay Concert               | September 3, 2016  | 52,190       |
| Beyonce Concert                | September 17, 2016 | 42,197       |
| Bay Area Wedding Fair          | October 16, 2016   | 784          |
| Pac 12 Championship            | December 2, 2016   | 34,401       |
| Foster Farm Bowl               | December 28, 2016  | 25,332       |
| Bacon and Beer Classic         | February 25, 2017  | 3,290        |

## STADIUM AUTHORITY OPERATING BUDGET

The adopted 2017-18 Santa Clara Stadium Authority Budget covers the Stadium Authority's twelve month fiscal year which runs April 1, 2017 through March 31, 2018.

Key highlights for the Stadium Authority's 2017-18 Operating Budget are as follows:

### Revenues

- ♦ 2017-18 total projected revenues of \$75.4 million include \$28 million in Stadium Builder License (SBL) revenue, \$8.3 million in NFL ticket surcharge, \$6.4 million in naming rights revenue, \$5.3 million in net revenue from Non-NFL events, \$2 million in Non-NFL ticket surcharge, \$24.5 million in facility rent, and \$.9 million in miscellaneous other revenues.
- ♦ The revenue amount of \$24.5 million in facility rent from the Forty Niners SC Stadium Company (StadCo) is contingent on the outcome of the rent adjustment process as outlined in the Amended and Restated Stadium Lease.
- ♦ The Operating budget includes transfers out totaling \$54.8 million. Of this amount, \$3.3 million will be transferred to the capital reserve for future Stadium capital improvements. The remaining \$51.5 million will be transferred out to the debt service fund.

| Fund         | Transfers Out       | Transfers In        |
|--------------|---------------------|---------------------|
| Operating    | \$54,817,000        |                     |
| Debt Service |                     | \$51,539,000        |
| CIP          |                     | 3,278,000           |
| <b>Total</b> | <b>\$54,817,000</b> | <b>\$54,817,000</b> |

### Appropriations

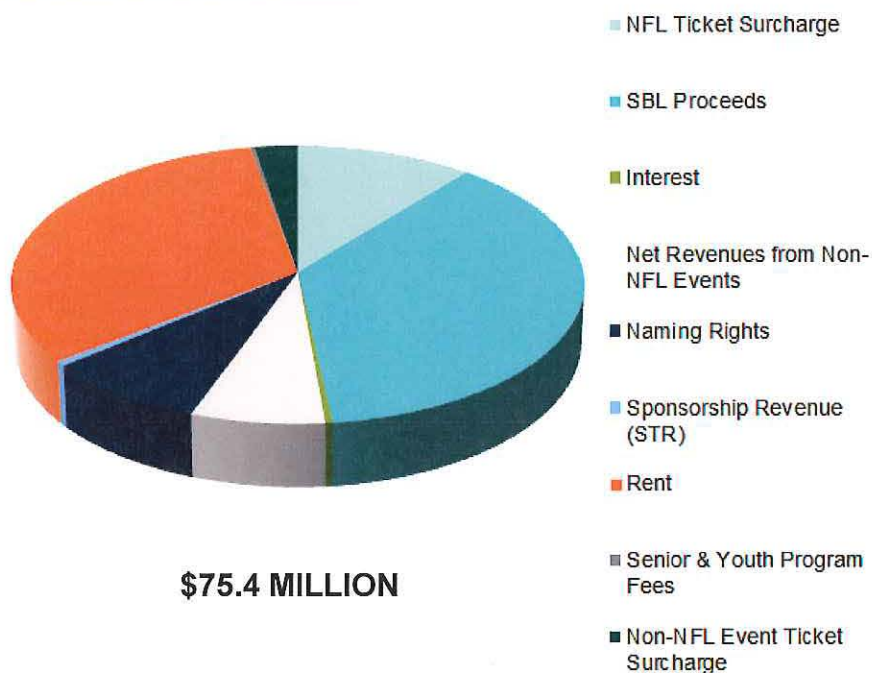
- ♦ The adopted Operating budget of \$20.5 million includes the Stadium Authority's share of expenses covered under the Management Agreement along with monies sufficient to reimburse the City for its staff support, ground rent, and performance rent. It also includes an estimated \$231,000 in Senior/Youth Fees that will be passed through to the City where they are used to support programs for our seniors and youth.

### Reserves

- ♦ Total Operating reserves are expected to be \$20.2 million at the end of the 2017-18 fiscal year, which is an increase of \$74,000 when compared to the 2016-17 projected balance of \$20.1 million. This is composed of an operating reserve of \$10.9 million, a discretionary fund balance of \$1.6 million, and a operations and maintenance (O&M) reserve balance of \$7.7 million.

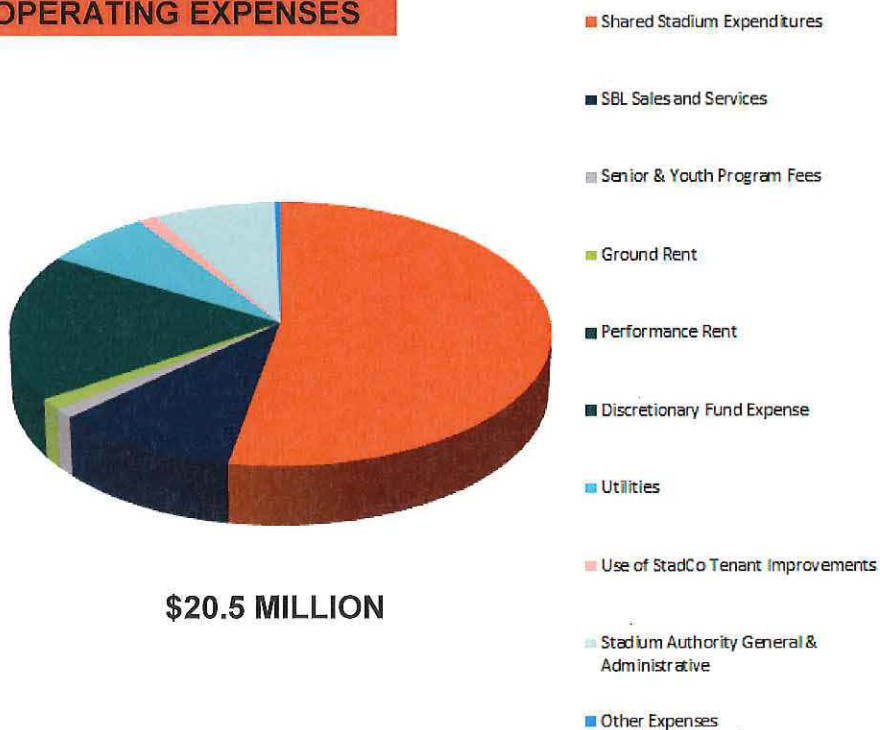
## STADIUM AUTHORITY OPERATING BUDGET CONT.

### REVENUES



The SCSA Operating Budget also includes \$54.8 million in transfers out for capital and debt service costs and \$20.2 million in ending reserves. These items are not reflected in the graphs shown on this page.

### OPERATING EXPENSES



# Santa Clara Stadium Authority

## Operating Budget Summary

|   | 2015-16<br>Final<br>Budget | 2015-16<br>Year-end<br>Actuals | 2016-17<br>Final<br>Budget | 2016-17<br>as of<br>March 31, 2017 | 2017-18<br>Adopted<br>Budget |
|---|----------------------------|--------------------------------|----------------------------|------------------------------------|------------------------------|
| <b>Beginning Balances</b>                       | <b>\$ 46,556,000</b>       | <b>\$ 49,929,433</b>           | <b>\$ 17,159,000</b>       | <b>\$ 18,211,401</b>               | <b>\$ 20,147,800</b>         |
| <b>Resources</b>                                |                            |                                |                            |                                    |                              |
| <b>Revenues</b>                                 |                            |                                |                            |                                    |                              |
| NFL Ticket Surcharge                            | 8,366,000                  | 8,273,378                      | 8,452,000                  | 8,175,462                          | 8,258,000                    |
| SBL Proceeds                                    | 31,096,000                 | 21,767,743                     | 33,804,000                 | 39,068,783                         | 28,056,000                   |
| Interest  | -                          | 18,359                         | -                          | 118,981                            | 280,000                      |
| Net Revenues from Non-NFL Events                | 5,000,000                  | 5,207,553                      | 5,710,000                  | 6,079,016                          | 5,305,000                    |
| Naming Rights                                   | 6,000,883                  | 6,000,883                      | 6,181,000                  | 6,180,910                          | 6,366,000                    |
| Sponsorship Revenue (STR)                       | 541,414                    | 822,573                        | 717,000                    | 567,517                            | 406,000                      |
| Rent  | 24,500,000                 | 25,625,002                     | 24,500,000                 | 24,500,000                         | 24,500,000                   |
| Senior & Youth Program Fees                     | 239,000                    | 234,439                        | 242,000                    | 229,562                            | 231,000                      |
| Fanwalk Revenue                                 | 112,600                    | 43,625                         | -                          | -                                  | -                            |
| Non-NFL Event Ticket Surcharge                  | 2,194,000                  | 3,053,324                      | 2,000,000                  | 2,350,664                          | 2,000,000                    |
| <b>Revenues Subtotal</b>                        | <b>78,049,897</b>          | <b>71,046,879</b>              | <b>81,606,000</b>          | <b>87,270,895</b>                  | <b>75,402,000</b>            |
| Net Transfers                                   | (86,365,000)               | (84,573,900)                   | (60,728,000)               | (65,547,514)                       | (54,817,000)                 |
| <b>Total Resources</b>                          | <b>38,240,897</b>          | <b>36,402,412</b>              | <b>38,037,000</b>          | <b>39,934,782</b>                  | <b>40,732,800</b>            |
| <b>Expenses</b>                                 |                            |                                |                            |                                    |                              |
| <b>Shared Stadium Manager Expenses</b>          |                            |                                |                            |                                    |                              |
| Stadium Operations                              | 3,416,000                  | 3,416,565                      | 3,370,000                  | 3,462,361                          | 3,613,000                    |
| Engineering                                     | 1,493,000                  | 1,492,862                      | 1,524,000                  | 1,579,217                          | 1,636,000                    |
| Guest Services                                  | 852,000                    | 852,070                        | 895,000                    | 1,018,823                          | 848,000                      |
| Groundskeeping                                  | 113,000                    | 112,771                        | 155,000                    | 165,135                            | 246,000                      |
| Security  | 1,556,000                  | 1,555,633                      | 1,545,000                  | 1,403,074                          | 1,498,000                    |
| Insurance                                       | 2,626,996                  | 2,626,500                      | 2,705,000                  | 2,705,295                          | 2,787,000                    |
| Stadium Management Fee                          | 206,000                    | 216,378                        | 212,000                    | 258,451                            | 219,000                      |
| <b>Shared Stadium Manager Expenses Subtotal</b> | <b>10,262,996</b>          | <b>10,272,779</b>              | <b>10,406,000</b>          | <b>10,592,356</b>                  | <b>10,847,000</b>            |
| <b>Other Operating Expenses</b>                 |                            |                                |                            |                                    |                              |
| SBL Sales and Service                           | 1,574,000                  | 1,573,765                      | 1,945,000                  | 1,659,654                          | 2,095,000                    |
| Senior & Youth Program Fees (paid to City)      | 239,000                    | 234,439                        | 242,000                    | 229,562                            | 231,000                      |
| Ground Rent (paid to City)                      | 215,000                    | 215,000                        | 250,000                    | 250,000                            | 285,000                      |
| Performance Rent (paid to City)                 | 2,509,000                  | 2,508,588                      | 2,932,000                  | 2,937,197                          | 2,528,000                    |
| Measure J Compliance Audit                      | -                          | -                              | 200,000                    | 180,010                            | -                            |
| Discretionary Fund Expense                      | 715,000                    | 714,028                        | 1,000,000                  | 699,129                            | 1,150,000                    |
| Utilities                                       | 1,527,492                  | 1,409,466                      | 1,473,000                  | 1,646,124                          | 1,434,000                    |
| Use of StadCo Tenant Improvements               | 303,593                    | 313,218                        | 250,000                    | 246,060                            | 245,000                      |
| Stadium Authority General & Administrative      | 824,004                    | 819,092                        | 1,448,840                  | 1,234,562                          | 1,620,000                    |
| Other Expenses                                  | 131,000                    | 130,636                        | 123,000                    | 112,328                            | 76,000                       |
| <b>Other Operating Expenses Subtotal</b>        | <b>8,038,089</b>           | <b>7,918,232</b>               | <b>9,863,840</b>           | <b>9,194,626</b>                   | <b>9,664,000</b>             |
| <b>Total Expenses</b>                           | <b>18,301,085</b>          | <b>18,191,011</b>              | <b>20,269,840</b>          | <b>19,786,982</b>                  | <b>20,511,000</b>            |
| <b>Ending Balances</b>                          | <b>\$ 19,939,812</b>       | <b>\$ 18,211,401</b>           | <b>\$ 17,767,160</b>       | <b>\$ 20,147,800</b>               | <b>\$ 20,221,800</b>         |
| Operating Reserve                               | 10,300,000                 | 10,300,000                     | 10,609,000                 | 10,609,000                         | 10,927,270                   |
| Discretionary Fund                              | 799,016                    | 1,229,650                      | 799,016                    | 1,705,853                          | 1,555,853                    |
| Operations and Maintenance Reserve              | 8,840,796                  | 6,681,751                      | 6,359,144                  | 7,832,947                          | 7,738,677                    |
| <b>Ending Balances</b>                          | <b>\$ 19,939,812</b>       | <b>\$ 18,211,401</b>           | <b>\$ 17,767,160</b>       | <b>\$ 20,147,800</b>               | <b>\$ 20,221,800</b>         |

## STADIUM AUTHORITY OPERATING BUDGET GLOSSARY

**Discretionary Fund:** This is funded by half of the Non-NFL surcharge (see Non-NFL Event Ticket Surcharge on the following page) and can be used to cover NFL public safety costs above the public safety cost threshold and/or public safety capital expenditures among other things. To date, the discretionary fund has only been used to cover NFL public safety costs above the public safety cost threshold.

| Projected Beginning Balance | 50% of 2017-18 Non-NFL Event Ticket Surcharge | 2017-18 Discretionary Fund Expense | Projected Ending Balance |
|-----------------------------|---|------------------------------------|--------------------------|
| \$1,705,853                 | \$1,000,000                                   | \$1,150,000                        | \$1,555,853              |

**Fanwalk Revenue:** Fund Raisers sold, fabricated, and delivered custom engraved bricks that were either (1) installed at the Levi's Stadium Fanwalk, or (2) sent to customers as replicas. Over \$2 million was raised by SCSA on the sale of bricks from this Fanwalk program. As of December 31, 2015, custom engraved bricks were no longer available for sale.

**Ground Rent:** The City has agreed to lease the land under Levi's Stadium to SCSA for an initial term of 40 years. The fixed ground rent schedule is noted below for the 40-year initial term. (Source: Ground Lease Agreement)

| Lease Year(s) | Annual Fixed Ground Rent |
|---------------|--------------------------|
| 1             | \$180,000                |
| 2             | \$215,000                |
| 3             | \$250,000                |
| 4             | \$285,000                |
| 5             | \$320,000                |
| 6             | \$355,000                |
| 7             | \$390,000                |
| 8             | \$425,000                |
| 9             | \$460,000                |
| 10            | \$495,000                |
| 11-15         | \$1,000,000              |
| 16-20         | \$1,100,000              |
| 21-25         | \$1,200,000              |
| 26-30         | \$1,300,000              |
| 31-35         | \$1,400,000              |
| 36-40         | \$1,500,000              |

## STADIUM AUTHORITY OPERATING BUDGET GLOSSARY (CONT.)

**Insurance:** ManCo procures insurance for Levi's Stadium for the entire year and the cost is split between SCSA and Forty Niners SC Stadium Company, LLC (StadCo) (see Shared Stadium Manager Expenses on the following page). The stadium lease sets SCSA's share of insurance expense at \$2,550,000 for the first lease year with each succeeding lease year's insurance expense increasing by 3%. (*Source: Stadium Management Agreement & The Amended and Restated Lease Agreement*)

**Interest:** This is interest earned from cash on hand.

**Measure J Compliance Audit:** Expenses related to an audit ensuring that the City and SCSA are complying with the voter approved Measure J.

**Naming Rights:** Levi Strauss & Co (Levi's) pays an annual naming rights fee to SCSA. The annual fee increases by 3% each contract year through the 20 year term. This annual fee is paid in two equal semi-annual installments that are paid on or before March 1<sup>st</sup> and October 1<sup>st</sup>. (*Source: Naming Rights Agreement*)

**Net Revenues from Non-NFL Events:** The Forty Niners Stadium Management Company, LLC (ManCo) provides management services for Levi's Stadium year-round. As such ManCo is responsible for booking and scheduling all Non-NFL events on behalf of SCSA. ManCo is required by the agreement to maintain complete and accurate books and records relating to the net income from the Non-NFL events. Those records are reviewed and audited by SCSA. After the completion of the fiscal year, the net revenues are paid to SCSA by ManCo. (*Source: Stadium Management Agreement*)

**Net Transfers:** Transfers between the SCSA Operating, Debt Service, and CIP funds.

**NFL Ticket Surcharge:** The Forty Niners Football Company, LLC (the Team) collects a 10% NFL ticket surcharge on the price of admission to all NFL games occurring in Levi's Stadium on behalf of SCSA. (*Source: Amended and Restated Non-Relocation Agreement*)

**Non-NFL Event Ticket Surcharge:** Promoters or sponsors of any ticketed Non-NFL event that is held at Levi's Stadium are required to collect a \$4 per ticket surcharge on behalf of SCSA. Half of this surcharge that is paid to SCSA covers general stadium operations and the other half funds the SCSA discretionary fund. (*Source: Amended and Restated Stadium Lease Agreement*)

**Performance Rent:** The SCSA pays the City performance rent on top of the fixed ground rent. The basic calculation for the performance based rent is 50% of the net income from Non-NFL events for any given lease year less the sum of performance based rent credits. The performance based rent credits include 50% of the current year's base ground rent, any NFL public safety costs that exceed the public safety costs threshold and are paid by ManCo, and other credits. (*Source: Ground Lease Agreement & Amended and Restated Stadium Lease Agreement*)

## STADIUM AUTHORITY OPERATING BUDGET GLOSSARY (CONT.)

**Rent:** The facility rent is currently set at \$24.5 million for StadCo to lease the stadium for their half of the year. Note that this amount is contingent on the current outcome of the rent adjustment process as outlined in the Amended and Restated Stadium Lease. (Source: *Amended and Restated Stadium Lease Agreement*)

**SBL Sales and Service:** ManCo provides sales and service to SBL holders on behalf of SCSA. This includes all SBL collection efforts and customer service support. (Source: *Agreement for Stadium Builder License Sales & Fourth Amendment to the Stadium Management Agreement*)

**Senior and Youth Program Fees:** During the lease terms, StadCo collects a City of Santa Clara Senior and Youth program Fee on behalf of SCSA. The fee is based on \$0.35 per NFL game ticket up to a maximum of \$250,000 per lease year. (Source: *Amended and Restated Stadium Lease Agreement*)

**Shared Stadium Manager Expenses:** ManCo oversees the day to day operations of Levi's Stadium year-round. Since StadCo leases the stadium from SCSA for half of each fiscal year, the ManCo stadium manager expenses are shared between StadCo and SCSA. Most shared stadium manager expenses are split 50/50 between StadCo and SCSA; grounds-keeping is the exception with a 70/30 split, StadCo being responsible for the larger share. In addition, ManCo procures insurance for Levi's stadium that is shared between SCSA and StadCo (see Insurance on page 15). (Source: *Stadium Management Agreement & The Amended and Restated Stadium Lease Agreement*)

**Sponsorship Revenue (STR):** STR Marketplace, LLC (STR) established a secondary market website to facilitate the transfer and resale of SBLs. In exchange for the use of the Levi's Stadium trademarks and links on the website, STR pays SCSA a minimum annual fee of \$325,000 based on the commissions that are collected by STR. In addition to the minimum annual fee, SCSA also receives 50% of any commissions in excess of \$650,000. (Source: *SBL Website Marketing Agreement*)

**Stadium Authority General & Administrative:** SCSA incurs its own expenses in relation to the operations of Levi's Stadium. These include but are not limited to City staff time and various outside contractors and consultants who are hired to administer and manage various aspects of owning and operating Levi's Stadium. Also included are various administrative type costs like bank fees, phone charges, IT equipment maintenance, etc.

**Stadium Builder License (SBL) Proceeds:** SBL holders who are on a payment plan make annual payments. Additionally, some SBL holders make payments above and beyond their annual scheduled payment plan. There are also sales of new SBLs and/or SBLs that were defaulted and resold. SBL cash collections from all of these sources make up SBL proceeds.

## STADIUM AUTHORITY OPERATING BUDGET GLOSSARY (CONT.)

**Stadium Management Fee:** ManCo receives an annual base management fee to manage Levi's Stadium. The fee was \$400,000 in the first lease year and increases by 3% annually. This annual base management fee is split 50/50 between StadCo and SCSA since ManCo manages the stadium year-round for both entities. In addition to the base management fee, ManCo also receives a stadium marketing and booking fee (incentive fee) which is based on a percentage of the amount that the net income from non-NFL events exceeds the marketing and booking fee benchmark. The table below shows the first 10 years of the base management fee and the stadium marketing and booking fee benchmark. It also shows the first two years of net income from non-NFL events as well as the applicable marketing and booking fee which was 5% of the net non-NFL income over the benchmark. (The Stadium Management Agreement)

| Fiscal Year | Lease Year | Annual Base Stadium Management Fee (SCSA Share) | Stadium Marketing and Booking Fee Benchmark | Actual Net Income from Non-NFL Events | Actual Stadium Marketing and Booking Fee | Total Stadium Management Fee |
|-------------|------------|---|---|---------------------------------------|--|------------------------------|
| 2014-15     | 1          | \$200,000                                       | \$5,000,000                                 | \$5,207,553                           | \$10,378                                 | \$210,378                    |
| 2015-16     | 2          | \$206,000                                       | \$5,150,000                                 | \$6,079,016                           | \$46,451                                 | \$252,451                    |
| 2016-17     | 3          | \$212,180                                       | \$5,304,500                                 | To be determined                      |  |                              |
| 2017-18     | 4          | \$218,545                                       | \$5,463,635                                 |                                       |  |                              |
| 2018-19     | 5          | \$225,101                                       | \$5,627,544                                 |                                       |  |                              |
| 2019-20     | 6          | \$231,854                                       | \$5,796,370                                 |                                       |  |                              |
| 2020-21     | 7          | \$238,810                                       | \$5,970,261                                 |                                       |  |                              |
| 2021-22     | 8          | \$245,974                                       | \$6,149,369                                 |                                       |  |                              |
| 2022-23     | 9          | \$253,353                                       | \$6,333,850                                 |                                       |  |                              |
| 2023-24     | 10         | \$260,954                                       | \$6,523,866                                 |                                       |  |                              |

**Utilities:** StadCo leases the stadium from SCSA for six months of each fiscal year from August through January. StadCo is therefore responsible for the day to day utilities during that period. SCSA pays for the day to day utilities from February through July. Utilities associated with large ticketed non-NFL events are charged as an expense to the event which is included in the net non-NFL event revenue.

**Use of StadCo Tenant Improvements:** StadCo charges SCSA for use of various StadCo tenant improvements during non-NFL events. (Source: Amended and Restated Lease Agreement)

## STADIUM MANAGER SHARED EXPENSES

The Stadium Management Agreement between Santa Clara Stadium Authority (SCSA) and Forty Niners Stadium Management Company, LLC (ManCo) and Forty Niners SC Stadium Company, LLC (StadCo) was made and entered into as of March 28, 2012. This agreement provides SCSA with the expertise of an outside manager to oversee the day to day operations of Levi's Stadium. Additionally, the Amended and Restated Stadium Lease Agreement between SCSA and StadCo was made and entered into as of June 19, 2013.

This agreement amends the original stadium lease to set the initial rent, to allow StadCo to enter into agreements with alternative energy providers, to cap SCSA's share of the insurance costs at a fixed amount each year, and to require SCSA to fund various reserves.

Per the terms of the stadium lease, StadCo leases the stadium from SCSA for half of each fiscal year, and is therefore responsible for the Stadium Manager operating expenses during that period. The Stadium Manager operating expenses for the other half of the year are the responsibility of SCSA. Section 8.3.1 describes the proportionate share of Stadium Manager expenses that are owed by SCSA and StadCo. Namely that most stadium manager operating expenses are split 50/50 with grounds-keeping being the exception with a 70/30 split, StadCo being responsible for the larger share.

In addition, ManCo procures insurance for Levi's Stadium for the entire year and the cost is shared between SCSA and StadCo.

Section 4.7 of the management agreement notes that ManCo will provide an Annual Shared Stadium Expense Budget to be adopted annually by SCSA and StadCo.

Once the budget is adopted, ManCo invoices SCSA monthly for its budgeted portion of shared expenses which include stadium manager operating expenses. As part of the year-end work, the budgeted amounts that were paid are trued up with actuals for which ManCo provides details.



# Stadium Manager

## 2017-18 Adopted Shared Stadium Expenses

Between the Santa Clara Stadium Authority and Forty Niners SC Stadium Company (StadCo)

|                                   | Stadium<br>Operations | Engineering         | Guest Services      | Groundskeeping    | Security            | Total                |
|-----------------------------------|-----------------------|---------------------|---------------------|-------------------|---------------------|----------------------|
| Total Compensation <sup>(1)</sup> | \$ 3,675,890          | \$ 2,457,912        | \$ 944,264          | \$ 278,407        | \$ 897,090          | \$ 8,253,563         |
| Travel, Meals & Entertainment     | 378,448               | -                   | 45,844              | 6,900             | 2,060               | 433,252              |
| Outside Services                  | 1,710,426             | 764,474             | 50,444              | 64,840            | 1,796,942           | 4,387,126            |
| General Supplies                  | 255,028               | -                   | 259,278             | 453,360           | 73,902              | 1,041,568            |
| Telephone                         | 468,648               | -                   | 5,622               | 1,133             | 43,878              | 519,281              |
| Equipment                         | 650,688               | 39,140              | 63,298              | 12,877            | 166,390             | 932,393              |
| Uniforms                          | 3,606                 | 4,120               | 194,768             | 3,090             | 9,888               | 215,472              |
| Other                             | 82,854                | 5,666               | 131,612             | -                 | 6,180               | 226,312              |
| <b>Subtotal</b>                   | <b>\$ 7,225,588</b>   | <b>\$ 3,271,312</b> | <b>\$ 1,695,130</b> | <b>\$ 820,607</b> | <b>\$ 2,996,330</b> | <b>\$ 16,008,967</b> |

## Santa Clara Stadium Authority Proportionate Share of Stadium Expenses

|                                   | Stadium<br>Operations<br>(50%) | Engineering<br>(50%) | Guest Services<br>(50%) | Groundskeeping<br>(30%) | Security<br>(50%)   | Total                |
|-----------------------------------|--------------------------------|----------------------|-------------------------|-------------------------|---------------------|----------------------|
| Total Compensation <sup>(1)</sup> | \$ 1,837,945                   | \$ 1,228,956         | \$ 472,132              | \$ 83,522               | \$ 448,545          | \$ 4,071,100         |
| Travel, Meals & Entertainment     | 189,224                        | -                    | 22,922                  | 2,070                   | 1,030               | 215,246              |
| Outside Services                  | 855,213                        | 382,237              | 25,222                  | 19,452                  | 898,471             | 2,180,595            |
| General Supplies                  | 127,514                        | -                    | 129,639                 | 136,008                 | 36,951              | 430,112              |
| Telephone                         | 234,324                        | -                    | 2,811                   | 340                     | 21,939              | 259,414              |
| Equipment                         | 325,344                        | 19,570               | 31,649                  | 3,863                   | 83,195              | 463,621              |
| Uniforms                          | 1,803                          | 2,060                | 97,384                  | 927                     | 4,944               | 107,118              |
| Other                             | 41,427                         | 2,833                | 65,806                  | -                       | 3,090               | 113,156              |
| <b>Subtotal</b>                   | <b>\$ 3,612,794</b>            | <b>\$ 1,635,656</b>  | <b>\$ 847,565</b>       | <b>\$ 246,182</b>       | <b>\$ 1,498,165</b> | <b>\$ 7,840,362</b>  |
| Insurance <sup>(2)</sup>          |                                |                      |                         |                         |                     | 2,786,984            |
| Management Fee <sup>(3)</sup>     |                                |                      |                         |                         |                     | 218,545              |
| <b>Total</b>                      |                                |                      |                         |                         |                     | <b>\$ 10,845,891</b> |

<sup>(1)</sup> Total compensation is based on a total of 59 full time equivalent positions.

<sup>(2)</sup> The stadium lease sets SCSA's share of insurance expense at \$2,550,000 for the first lease year with each succeeding lease year's expense increasing 3%.

<sup>(3)</sup> The stadium management agreement sets the base management fee at \$400,000 for the first lease year with each succeeding lease year's management fee increasing 3%. This base management fee is split 50/50 between SCSA and StadCo.

## STADIUM MANAGER SHARED EXPENSES GLOSSARY

**Total Compensation:** This cost includes full-time staff (59 employees), part-time staff, and benefits. The SCSA pays for 50% of these costs except for groundskeeping which is set at 30%.

- **Full-time wages** are costs for all management company full-time employees.
- **Part-time wages** are costs for all management company part time employees. Wages include annual training for all Guest Services Representatives.
- **Benefits** are costs of employees' health insurance, pension, 401k, vacation time, and all employer taxes.

**Outside Services:** Costs for outside service providers for Non-NFL events. These include the following:

- **Janitorial and Medical** costs related to the janitorial, cleaning, and landscaping services of the interior and exterior of the stadium and medical services for the stadium during regular business hours.
- **Stadium Security** costs for staffing 24/7 security guards in and around the stadium and explosive canine detection canines.
- **Engineering & Maintenance** for mandatory safety and general maintenance costs associated with fire sprinklers, fire alarms, elevators, and backflows. Outside sub-contracted calls for services for windows, signage and roof repair, HVAC & Electrical, Carpet, concrete or other misc. repair.

**Equipment:** Costs associated with stadium operations and security software, including incident tracking, mobile safety application, stadium staff scheduling/event calendar software, video surveillance licensing software, X-ray machine rental for deliveries & monthly cost for off-site storage.

**General Supplies:** Supplies for stadium operations, janitorial, engineering, Guest Services (For example: Janitorial supplies, general printing costs for stadium signage, deployment sheet, notes, handbooks etc.).

**Telephone:** These are costs for land lines for the stadium (Comcast), plus internet/data lines (net of the costs for the Team's business offices), and cell service for stadium operations' and security personnel.

**Travel, Meals & Entertainment:** These are costs for employee travel (airfare, ground, lodging, and meals) to stadium management conferences. In addition, this category includes costs for staff meals for general food and beverage, vendor engagement, and the year-end employee appreciation banquet.

## STADIUM MANAGER SHARED EXPENSES GLOSSARY (CONT.)

**Other Costs:** Costs associated with Stadium Operations (For example: specialized training, command post, CPR first aid, background checks, recruiting, marketing/advertising, and employee retention program).

**Uniforms:** Guest Services replacement and replenishment of uniforms.

**Tenant Improvements:** Interior improvements within Tenant's exclusive facilities and any other improvements within the Stadium that are to be owned by, and constructed at the cost of, Tenant or any Tenant transferee as may be agreed by the Parties (SCSA and StadCo). *(Source: Stadium Lease Agreement)*

### Stadium Manager Santa Clara Stadium Authority Proportionate Share of Stadium Expenses - 5 Year Forecast

|                                   | 2018-19              | 2019-20              | 2020-21              | 2021-22              | 2022-23              |
|-----------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| Total Compensation <sup>(1)</sup> | \$ 4,193,233         | \$ 4,319,030         | \$ 4,448,601         | \$ 4,582,059         | \$ 4,719,520         |
| Travel, Meals & Entertainment     | 221,703              | 228,354              | 235,205              | 242,261              | 249,529              |
| Outside Services                  | 2,246,012            | 2,313,393            | 2,382,794            | 2,454,287            | 2,527,907            |
| General Supplies                  | 443,015              | 456,306              | 469,995              | 484,095              | 498,617              |
| Telephone                         | 267,197              | 275,213              | 283,469              | 291,973              | 300,732              |
| Equipment                         | 477,529              | 491,855              | 506,611              | 521,809              | 537,464              |
| Uniforms                          | 110,331              | 113,641              | 117,050              | 120,562              | 124,179              |
| Other                             | 116,550              | 120,047              | 123,648              | 127,358              | 131,178              |
| <b>Total</b>                      | <b>\$ 8,075,570</b>  | <b>\$ 8,317,839</b>  | <b>\$ 8,567,373</b>  | <b>\$ 8,824,404</b>  | <b>\$ 9,089,126</b>  |
| Insurance <sup>(2)</sup>          | 2,870,594            | 2,956,712            | 3,045,413            | 3,136,776            | 3,230,879            |
| Management Fee <sup>(3)</sup>     | 224,911              | 231,658              | 238,608              | 245,766              | 253,139              |
| <b>Total</b>                      | <b>\$ 11,171,075</b> | <b>\$ 11,506,209</b> | <b>\$ 11,851,394</b> | <b>\$ 12,206,946</b> | <b>\$ 12,573,144</b> |

<sup>(1)</sup> Total compensation is based on a total of 59 full time equivalent positions.

<sup>(2)</sup> The stadium lease sets SCSA's share of insurance expense at \$2,550,000 for the first lease year with each succeeding lease year's expense increasing 3%.

<sup>(3)</sup> The stadium management agreement sets the base management fee at \$400,000 for the first lease year with each succeeding lease year's management fee increasing 3%. This base management fee is split 50/50 between SCSA and StadCo.

## Santa Clara Stadium Authority

### Debt Service Budget Summary

|                                     | 2015-16<br>Final<br>Budget | 2015-16<br>Year-end<br>Actuals | 2016-17<br>Final<br>Budget | 2016-17<br>as of<br>March 31, 2017 | 2017-18<br>Adopted<br>Budget |
|-------------------------------------|----------------------------|--------------------------------|----------------------------|------------------------------------|------------------------------|
| <b>Beginning Balances</b>           | <b>\$ 8,115,000</b>        | <b>\$ 19,651,943</b>           | <b>\$ 28,063,000</b>       | <b>\$ 36,891,574</b>               | <b>\$ 42,887,813</b>         |
| <b>Resources</b>                    |                            |                                |                            |                                    |                              |
| <b>Revenues</b>                     |                            |                                |                            |                                    |                              |
| Contribution from Successor Agency  | 18,547,333                 | 18,546,637                     | -                          | -                                  | -                            |
| Contribution from CFD               | 3,330,160                  | 3,329,821                      | 3,400,000                  | 3,573,523                          | 3,600,000                    |
| <b>Revenues Subtotal</b>            | <b>21,877,493</b>          | <b>21,876,458</b>              | <b>3,400,000</b>           | <b>3,573,523</b>                   | <b>3,600,000</b>             |
| Net Transfers from Operating Budget | 70,937,000                 | 90,882,795                     | 57,545,000                 | 62,364,814                         | 51,539,000                   |
| <b>Total Resources</b>              | <b>100,929,493</b>         | <b>132,411,196</b>             | <b>89,008,000</b>          | <b>102,829,911</b>                 | <b>98,026,813</b>            |
| <b>Expenses</b>                     |                            |                                |                            |                                    |                              |
| Agency Advance                      | 18,547,333                 | 18,546,637                     | -                          | -                                  | -                            |
| CFD Advance                         | 3,330,160                  | 3,329,821                      | 3,400,000                  | 3,573,523                          | 3,600,000                    |
| Term A Loan                         | 14,139,700                 | 14,139,705                     | 14,140,000                 | 14,139,705                         | 14,140,000                   |
| Term B Loan                         | 35,442,300                 | 35,442,000                     | -                          | -                                  | -                            |
| StadCo Subordinated Loan            | 24,062,000                 | 24,061,459                     | 52,288,000                 | 42,228,870                         | 30,469,340                   |
| <b>Total Expenses</b>               | <b>95,521,493</b>          | <b>95,519,622</b>              | <b>69,828,000</b>          | <b>59,942,098</b>                  | <b>48,209,340</b>            |
| <b>Ending Balances</b>              | <b>\$ 5,408,000</b>        | <b>\$ 36,891,574</b>           | <b>\$ 19,180,000</b>       | <b>\$ 42,887,813</b>               | <b>\$ 49,817,473</b>         |
| Debt Service Reserve                | 5,408,000                  | 11,536,235                     | 11,536,235                 | 11,536,235                         | 11,536,235                   |
| Debt Service Balance                | -                          | 25,355,339                     | 7,643,765                  | 31,351,578                         | 38,281,238                   |
| <b>Ending Balances</b>              | <b>\$ 5,408,000</b>        | <b>\$ 36,891,574</b>           | <b>\$ 19,180,000</b>       | <b>\$ 42,887,813</b>               | <b>\$ 49,817,473</b>         |

**T**otal outstanding debt is projected to decrease by \$26.9 million from \$436.5 million to \$409.5 million. The proposed 2017-18 Debt Service Budget of \$48.2 million is based on the required and additional debt service payments. Of this total, \$3.6 million represents anticipated contributions from the Community Facilities District (CFD).

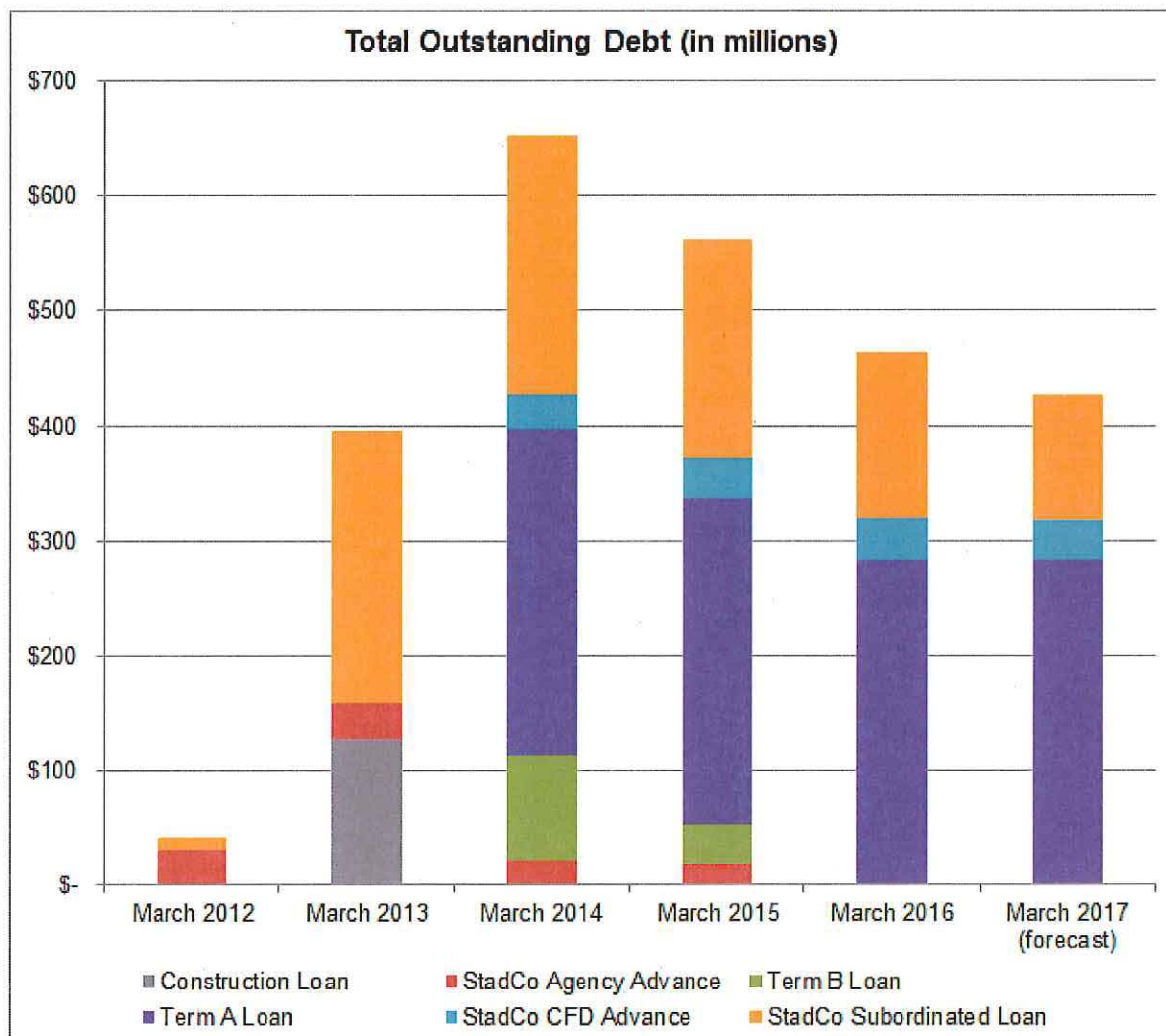
Total Debt Service Reserves are projected to be \$11.5 million. Of the remaining debt service balance of \$38.3 million, \$19.2 million is restricted for Term A principal and interest payments that are due April 2018 and the remaining \$19.1 million is the forecasted SBL proceeds that will be received in March 2018.

## Santa Clara Stadium Authority

### Debt Service Schedule

| Debt Obligations                  | Interest rates | 2017-18 Interest Payments | 2017-18 Beginning Balance | 2017-18 Principal Payments | 2017-18 Additional Payments* | 2017-18 Ending Balance |
|-----------------------------------|----------------|---------------------------|---------------------------|----------------------------|------------------------------|------------------------|
| Stadium Funding Trust Term A Loan | 5.00%          | \$ 14,140,000             | \$ 282,794,108            | \$ -                       | \$ -                         | \$ 282,794,108         |
| StadCo CFD Advance                | 5.73%          | 1,652,114                 | 34,414,899                | 1,947,886                  | -                            | 32,467,013             |
| StadCo Subordinated Loan          | 5.50%          | 5,490,000                 | 119,265,870               | 3,757,822                  | 21,221,518                   | 94,286,530             |
| <b>Total</b>                      |                | <b>\$21,282,114</b>       | <b>\$ 436,474,877</b>     | <b>\$ 5,705,708</b>        | <b>\$21,221,518</b>          | <b>\$ 409,547,651</b>  |

\*Additional payment is based on anticipated revenue that is in excess of all expenses and reserve requirements.



## STADIUM AUTHORITY DEBT SERVICE BUDGET GLOSSARY

**Agency Advance:** StadCo agreed to loan SCSA not in excess of \$30.3 million to fund certain stadium project costs. This Agency Advance would be payable solely from amounts actually received by SCSA from the Successor Agency. On September 23, 2013 StadCo, SCSA, the Successor Agency, and the State of California reached a settlement agreement regarding the repayment of the Agency Advance. In accordance with the settlement \$30.3 million would be paid to SCSA plus interest at an amended rate of 4.5%. This amount was being paid in installments beginning January 2, 2014 and continuing until July 1, 2017. As of March 31, 2016 the loan was fully repaid, in advance of the payment schedule. (Source: Authority Promissory Note In Respect of StadCo Agency Advance & First Amendment to Cooperation Agreement to Assist Public-Owned Stadium and First Amendment to Predevelopment Funding Agreement)

**CFD Advance:** StadCo agreed to loan SCSA not in excess of \$35 million in respect of CFD infrastructure with a maximum principal amount of \$38 million including capitalized interest. This loan bears interest at a fixed rate of 5.73% and the loan is payable solely from amounts actually received by SCSA from the CFD. (Source: The Authority Promissory Note in Respect of StadCo CFD Advance)

**Contribution from the Community Facilities District (CFD):** The CFD was established for the purpose of financing and constructing publicly owned facilities. To support that, the CFD levies and collects a special hotel tax of 2% on hotel rooms within the CFD. During the construction of Levi's Stadium, SCSA spent \$35.0 million on CFD infrastructure. All collections from the special CFD hotel taxes are contributed to SCSA to pay down the CFD Advance which was used to fund the construction of the CFD publicly owned facilities. (Source: The Reimbursement Agreement Relating to the CFD)

**Contribution from Successor Agency:** The Successor Agency committed to contribute a total of \$41.6 million toward stadium project costs. It funded \$11.4 million up front and committed the remaining \$30.3 million plus interest to SCSA in future years. As of March 31, 2016, the Successor Agency had fulfilled its commitment. (Source: RDA Funding Agreements)

**Net Transfers:** Transfers between the SCSA Operating, Debt Service, and CIP funds.

**StadCo Subordinated Loan:** StadCo agreed to loan SCSA an amount not to exceed \$500 million to fund construction of Levi's Stadium. This loan bears a fixed interest rate of 5.5% with annual principal payments due beginning in March 2016 and it may be prepaid at any time without any penalties. (Source: The Restated StadCo Obligations Agreement)

## STADIUM AUTHORITY DEBT SERVICE BUDGET GLOSSARY (CONT.)

**Term A Loan:** The Stadium Funding Trust (FinanceCo) agreed to loan SCSA \$282.8 million to fund construction of Levi's Stadium. This loan bears interest at a fixed rate of 5% payable semi-annually, with annual principal payments due beginning in April 2018. It has a maturity date in 2039 and is subject to certain prepayment premiums. The principal payment schedule is noted below. (Source: The Restated Credit Agreement)

| Term A Loan Amortization |                              |
|--------------------------|------------------------------|
| Date                     | Term A Loan Principal Amount |
| April 1, 2018            | \$12,110,000                 |
| April 1, 2019            | \$12,718,000                 |
| April 1, 2020            | \$13,354,000                 |
| April 1, 2021            | \$14,022,000                 |
| April 1, 2022            | \$14,723,000                 |
| April 1, 2023            | \$15,459,000                 |
| April 1, 2024            | \$7,299,896                  |
| April 1, 2025            | \$7,838,094                  |
| April 1, 2026            | \$8,404,934                  |
| April 1, 2027            | \$9,001,865                  |
| April 1, 2028            | \$9,630,410                  |
| April 1, 2029            | \$10,292,166                 |
| April 1, 2030            | \$10,988,812                 |
| April 1, 2031            | \$11,722,111                 |
| April 1, 2032            | \$12,493,914                 |
| April 1, 2033            | \$13,306,164                 |
| April 1, 2034            | \$14,160,901                 |
| April 1, 2035            | \$15,060,270                 |
| April 1, 2036            | \$16,006,521                 |
| April 1, 2037            | \$17,002,017                 |
| April 1, 2038            | \$18,049,239                 |
| April 1, 2039            | \$19,150,794                 |

**Term B Loan:** FinanceCo agreed to loan SCSA an amount not to exceed \$167.2 million to fund construction of Levi's Stadium. The Term B Loan had a variable interest rate of LIBOR plus 2% and a maturity date in 2018. This loan was fully repaid as of March 31, 2016. (Source: The Restated Credit Agreement)

## STADIUM AUTHORITY CAPITAL BUDGET

**T**he Capital Budget is used to fund the purchase or upgrade of fixed assets for the Stadium. While the funding for appropriations occur on an annual basis, the Capital Expenditure Plan extends for a five (5) year period (shown on page 29 of this report). Changes to existing projects, as well as the addition of new projects, may occur during the five (5) year planning period as new needs are identified. The appropriations for capital projects do not lapse at year-end but carryforward into future years until the project is complete.

The fiscal year 2017-18 Capital Budget totals \$2.6 million. Of this total, \$2.6 million of prior year appropriations are carried forward into 2017-18. No new capital improvement appropriation is requested as the carryforward amount is sufficient to cover projected costs for the upcoming year and the actual carryforward amount is being decreased by \$4,000.

A listing of proposed 2017-18 projects is provided on page 28 of this report.



## Santa Clara Stadium Authority

### Capital Expense Budget Summary

|   | 2015-16<br>Final<br>Budget | 2015-16<br>Year-end<br>Actuals | 2016-17<br>Final<br>Budget | 2016-17<br>as of<br>March 31, 2017 | 2017-18<br>Projected<br>Carryforward | 2017-18<br>New<br>Budget | 2017-18<br>Adopted<br>Budget |
|---|----------------------------|--------------------------------|----------------------------|------------------------------------|--------------------------------------|--------------------------|------------------------------|
| <b>Beginning Balances</b>                     | <b>\$ 2,700,000</b>        | <b>\$3,000,000</b>             | <b>\$ 6,090,000</b>        | <b>\$ 6,090,000</b>                | <b>\$ -</b>                          | <b>\$ -</b>              | <b>\$8,528,701</b>           |
| <b>Resources</b>                              |                            |                                |                            |                                    |                                      |                          |                              |
| Net Transfers from<br>Operating Budget        | 3,090,000                  | 3,090,000                      | 3,183,000                  | 3,182,700                          | -                                    | 3,278,000                | 3,278,000                    |
| <b>Total Resources</b>                        | <b>5,790,000</b>           | <b>6,090,000</b>               | <b>9,273,000</b>           | <b>9,272,700</b>                   | <b>-</b>                             | <b>3,278,000</b>         | <b>11,806,701</b>            |
|   |                            |                                |                            |                                    |                                      |                          |                              |
|   | 2015-16<br>Final<br>Budget | 2015-16<br>Year-end<br>Actuals | 2016-17<br>Final<br>Budget | 2016-17<br>as of<br>March 31, 2017 | 2017-18<br>Projected<br>Carryforward | 2017-18<br>New<br>Budget | 2017-18<br>Adopted<br>Budget |
| <b>Expenses</b>                               |                            |                                |                            |                                    |                                      |                          |                              |
| Construction                                  | 3,025,000                  | -                              | 3,025,000                  | 288,708                            | 2,736,292                            | (1,328,292)              | 1,408,000                    |
| Equipment                                     | 275,000                    | -                              | 275,000                    | 419,862                            | (144,862)                            | 1,166,862                | 1,022,000                    |
| Contingency                                   | -                          | -                              | -                          | 35,429                             | (35,429)                             | 157,429                  | 122,000                      |
| <b>Total Expenses</b>                         | <b>3,300,000</b>           | <b>-</b>                       | <b>3,300,000</b>           | <b>743,999</b>                     | <b>2,556,001</b>                     | <b>(4,001)</b>           | <b>2,552,000</b>             |
|   |                            |                                |                            |                                    |                                      |                          |                              |
| <b>Ending Capital<br/>Expenditure Reserve</b> | <b>\$ 2,490,000</b>        | <b>\$6,090,000</b>             | <b>\$ 5,973,000</b>        | <b>\$ 8,528,701</b>                | <b>\$ (2,556,001)</b>                | <b>\$ 3,282,001</b>      | <b>\$9,254,701</b>           |

| Item Requested   | Description  | Cost         |
|------------------|--|--------------|
| FF&E             | <b>Permanent Changeable Street Signage for Public Safety &amp; Traffic Control</b><br>This item was brought before the SCSA Board and approved in 2016 as part of the 5 year Cap X plan with work to begin sometime in the 2017 season. Working with the Dept of Public Works, the City Manager's office and the Chief of Police's office to identify appropriate locations on surrounding city streets (GAP, Tasman, etc.) to place signage to better protect, inform and serve patrons visiting Levi's Stadium, non-event day traffic, community event advisories and emergency public safety and traffic advisories.      | \$ 1,000,000 |
| General Building | <b>Aesthetic Improvements - General Areas /Coatings Main Decks</b><br>Re-coat Lyntal in high-traffic areas on 300, 500 and 700 levels to prevent slip and fall protection to cover and include cracks, rust from railing footings, and stair striping issues. Replacement Swiss Pearl sheets for high end wall covering and finishes in tower and bowl suite areas to prevent snags, pulls and tears.  | \$ 200,000   |
| General Building | <b>Miscellaneous</b><br>Flooring, carpeting, millwork, tiles, masonry, granite counters, Stainless steel panels and counters, cladding, wall acoustic panels etc.  | \$ 100,000   |
| Site             | <b>Landscaping - Structure and Perimeter</b><br>Safety planter and barrier control to protect stadium, stadium personnel, and stadium grounds from unauthorized vehicles from accessing the security perimeter for and during all stadium events.  | \$ 100,000   |
| Electrical       | <b>Temporary Power Installation for Special Events</b><br>Installation of temporary power supply for Non-NFL Events to facilitate event power requirements for Audio, Video and Lighting show specific equipment. Stadium Club areas currently have limited electrical capacity to accommodate additional power in public spaces used for event talent. Project would solve for having to run long distance power cords and make spaces more flexible to accommodate Client's needs. Also reduces tripping hazards and overall use of yellow-jackets.  | \$ 50,000    |
| FF&E             | <b>Slip and Fall Protection – South, Northeast, and Northwest Field Tunnels</b><br>This project would be a replacement of current carpet turf for all three tunnels. This installation will provide coverage of the transition from field turf to service corridor cement surface, providing a reduction in overall slip and fall incidents for both athletes and non-athlete visitors. This project would reduce the liability of slip and fall incidents for all athletes (cleats) and public visitors. This request is a replacement pieces from original construction and made by TeamCo personnel and our Risk Analyst. | \$ 22,000    |
| General Building | <b>Stadium Field Event Emergency Exit – Tunnel Awning Signage</b><br>Signage would provide a permanent solution to provide visible emergency exit tunnel signage for all public-accessible field events (i.e. concerts, tradeshow, etc.) This installation will provide visible emergency exit directional signage to help identified for quick field evacuation. Request via Fire Marshal.  | \$ 26,000    |
| General Building | <b>Purchase &amp; Install of Cut-Vinyl of "NO STORAGE" Messaging Signage</b><br>This signage would provide a permanent solution to provide visible "No Storage" signage for all the non-storage areas within the stadium. This is a direct request from the Fire Marshal.  | \$ 8,000     |
| General Building | <b>Accessible Seating Reference Line Project</b><br>Currently, Levi's Stadium has Accessible Seating Platforms that are divided by railing and drink rails. Due to code requirements of having a minimum of 36" clearance for path of travel, there leaves a gap where people tend to stand. By implementing a reference line, it provides the guest services staff to point to the area(s) that need to stay clear for Accessible Access for the 1W, 35W, 6W, 12W Accessible Seating Platforms/Seating Sections.  | \$ 14,000    |
| General Building | <b>Sprinkler System in Open Area Under Escalator @ Gates A/C/D for Fire Life Safety</b><br>Fire Marshal request to have a sprinkler system installed for to accommodate combustible storage.   | \$ 300,000   |
| General Building | <b>Restroom toilet stall to identify vacancy of stalls/Peep No More</b><br>Peep No More stall signage (open/in use signage designating stall occupancy fixtures. Makes the lines go much faster in the restrooms, which reduces overall restroom wait time.  | \$ 50,000    |
| General Building | <b>Field Safety Barrier for Security and Public Safety</b><br>Safety barrier located @ BNY East & West Clubs. This will provide access & safety control to the field.  | \$ 150,000   |
| General Building | <b>Install Light to 700 North Concourse (Pepsi Deck)</b><br>Install LED Lighting for dark areas at Pepsi Deck 700 North: Fixture costs and power adds to the area for night access near 700 escalator area.  | \$ 25,000    |
| General Building | <b>Santa Clara Public Safety Equipment</b><br>Major Equipment Replacement for Santa Clara Public Safety.   | \$ 259,960   |
| Site             | <b>Gas Area &amp; Propane Tanks need a Wall build/CMU Propane Wall Build</b><br>This is a Fire Marshal request. Build a safety storage area for propane tank storage and personnel safety.   | \$ 50,000    |
| Site             | <b>Stadium Entry Gate Signage &amp; Overhead signage at Canopies &amp; Parking lot Entry &amp; Exits.</b><br>Replace signage on the fascia of the canopies 1-6 and the overhead signage in the parking lot.  | \$ 75,000    |

TOTAL: \$ 2,429,960

# Santa Clara Stadium Authority


## Capital Expense Plan Summary - 5 Year Forecast

|                                     | 2017-18<br>Budget   | 2018-19<br>Budget   | 2019-20<br>Budget | 2020-21<br>Budget   | 2021-22<br>Budget   |
|-------------------------------------|---------------------|---------------------|-------------------|---------------------|---------------------|
| <b>Construction</b>                 |                     |                     |                   |                     |                     |
| Electrical                          | \$ 50,000           | \$ -                | \$ -              | \$ -                | \$ -                |
| FF&E                                | 1,022,000           | -                   | 30,000            | -                   | 30,000              |
| Food & Beverage                     | -                   | -                   | -                 | 200,000             | -                   |
| General Building                    | 1,133,000           | 1,442,000           | 252,000           | 410,000             | 1,272,000           |
| HVAC/Mechanical                     | -                   | -                   | 263,000           | 225,000             | -                   |
| Life Safety/Fire                    | -                   | -                   | -                 | 100,000             | -                   |
| Plumbing                            | -                   | -                   | -                 | 100,000             | -                   |
| Security                            | -                   | -                   | -                 | 175,000             | -                   |
| Site                                | 225,000             | 120,000             | 325,000           | 200,000             | -                   |
| Vertical Transport                  | -                   | -                   | -                 | -                   | -                   |
| <b>Subtotal CapEx Project Costs</b> | <b>\$ 2,430,000</b> | <b>\$ 1,562,000</b> | <b>\$ 870,000</b> | <b>\$ 1,410,000</b> | <b>\$ 1,302,000</b> |
| Contingency (5%)                    | 122,000             | 78,000              | 44,000            | 71,000              | 65,000              |
| <b>Total CapEx Project Costs</b>    | <b>\$ 2,552,000</b> | <b>\$ 1,640,000</b> | <b>\$ 914,000</b> | <b>\$ 1,481,000</b> | <b>\$ 1,367,000</b> |
| Cumulative CapEx Project Costs      | \$ 3,295,999        | \$ 4,935,999        | \$ 5,849,999      | \$ 7,330,999        | \$ 8,697,999        |

## Santa Clara Stadium Authority

### Public Safety Capital Expense Request



| Equipment  | Dept       | Quantity | 2017-18<br>Adopted<br>Budget |
|--|------------|----------|------------------------------|
| Laptops for Intel Command                                  | Police     | 2        | \$ 10,000                    |
| Crowd Control Equipment                                    | Police     | -        | 35,000                       |
| Kubota (4x4 gas powered UTV ambulance)                     | Fire       | 1        | 17,500                       |
| Kimtech MTD-103 Advanced (med cart upgrade)                | Fire       | 1        | 7,000                        |
| CAD Replacement  | Police, IT | -        | 130,000                      |
| Hardware Equipment (workstations, printers, switches, UPS) | IT         | -        | 34,460                       |
| Network Install (hardware equipment)                       | IT         | -        | 26,000                       |
| <b>Total</b>   |            |          | <b>\$ 259,960</b>            |



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