

Financial Statements

Final Editorial Review Not Completed

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SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)

Financial Statements

March 31, 2017 and 2016

(With Independent Auditors' Report Thereon)

SANTA CLARA STADIUM AUTHORITY

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Independent Auditors' Report

The Board of Directors
Santa Clara Stadium Authority

We have audited the accompanying financial statements of the Santa Clara Stadium Authority, a component unit of the City of Santa Clara, California (the Authority) as of and for the years ended March 31, 2017 and 2016, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Santa Clara Stadium Authority as of March 31, 2017 and 2016, and the changes in its financial position and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.

Emphasis of Matter

As discussed in note 2 to the financial statements, the financial statements present only the Santa Clara Stadium Authority and do not purport to, and do not, present fairly the financial position of the City of Santa Clara, California, as of March 31, 2017 and 2016, the changes in its financial position, or, where applicable, its cash flows for the years then ended, respectively, in accordance with U.S. generally accepted accounting principles. Our opinion is not modified with respect to this manner.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages 3–7 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated August __, 2017 on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Authority's internal control over financial reporting and compliance.

[(signed) KPMG LLP]

San Francisco, California
August __, 2017

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)
Management's Discussion and Analysis (Unaudited)
March 31, 2017 and 2016

The management's discussion and analysis of the Santa Clara Stadium Authority (Stadium Authority) provides an overall review of the Stadium Authority's financial activities for the fiscal periods ended March 31, 2017 and 2016. The intent of this discussion and analysis is to look at the Stadium Authority's financial performance as a whole. Readers should review the discussion and analysis in conjunction with the basic financial statements including the notes to the basic financial statements to enhance their understanding of the Stadium Authority's financial performance.

The Stadium Authority has elected to provide comparative financial statements to better assist the reader. In November 2012, the Stadium Authority elected to adjust its fiscal year to April 1 through March 31 to conform to the fiscal year of the Stadium Funding Trust (FinanceCo). The Stadium Authority is a Component Unit of the City of Santa Clara whose fiscal year is July 1 through June 30.

The Stadium Authority exists as a public body, separate and distinct from the City of Santa Clara. It was established to provide for development and operation of Levi's Stadium.

Financial Highlights

Key financial highlights for the fiscal year ended March 31, 2017 are as follows:

- The carrying value of Levi's Stadium at March 31, 2017, net of depreciation, is \$781,091,499.
- During this fiscal year, there were 10 NFL games, 18 ticketed non-NFL events, and 126 smaller special events held at Levi's Stadium. The Stadium Authority recognized \$106,586,018 in operating revenue and \$83,217,271 in operating expenses.
- Revenue from the non-NFL events totaled \$52,238,762 and the related expenses were \$46,921,868 resulting in net non-NFL event revenue of \$5,316,894.
- Debt service payments during the fiscal year totaled \$60,391,595. Additionally, an adjustment to increase the Forty Niners SC Stadium Company, LLC (StadCo) Subordinated Loan by \$3,726,957 was recorded due to the cost allocation to transfer construction related costs from StadCo to the Stadium Authority. Overall remaining outstanding debt was reduced by \$34,946,528.
- The assets of the Stadium Authority exceeded its liabilities by \$31,941,795 due to income from the operation of Levi's Stadium.
- The City of Santa Clara (the City) received \$3,038,619 for stadium ground and performance rent, Senior and Youth fees, and parking fees at the Tasman lots, most of which came from the Stadium Authority. This is in relation to the Stadium Authority's 2016-17 fiscal year activities. Additionally, the City is fully reimbursed for all of its public safety and administration costs by either the Stadium Authority or StadCo.

Overview of the Financial Statements

This annual report consists of a series of financial statements and the notes to those statements. These statements are organized so the reader can understand the Stadium Authority as a financial whole. The basic financial statements provide both a short-term and long-term view of the Stadium Authority's financial activities and financial position.

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)
Management's Discussion and Analysis (Unaudited)
March 31, 2017 and 2016

The basic financial statements are comprised of the Statement of Net Position, the Statement of Revenues, Expenses and Changes in Net Position, the Statement of Cash Flows and the notes to the financial statements. The Statement of Net Position provides information about the financial position of the Stadium Authority as a whole, including all of its long-term liabilities on the full accrual basis. The Statement of Revenues, Expenses and Changes in Net Position provides information about all revenues and expenses. The Statement of Cash Flows provides information about cash activities for the period.

Financial Analysis of the Stadium Authority as a Whole

The Stadium Authority's net position at March 31, 2017, March 31, 2016, and March 31, 2015 is as follows:

| | <u>FY 2017</u> | <u>FY 2016</u> | <u>FY 2015</u> | <u>FY 2017 increase (decrease)</u> | <u>FY 2016 increase (decrease)</u> |
|--|-----------------------|--------------------|--------------------|--|--|
| Assets: | | | | | |
| Capital assets | \$ 781,935,288 | 795,601,639 | 836,082,246 | (13,666,351) | (40,480,607) |
| Other assets | 87,718,800 | 86,730,479 | 126,964,659 | 988,321 | (40,234,180) |
| Total assets | <u>\$ 869,654,088</u> | <u>882,332,118</u> | <u>963,046,905</u> | <u>(12,678,030)</u> | <u>(80,714,787)</u> |
| Liabilities: | | | | | |
| Current unearned revenue | \$ 12,056,112 | 11,250,852 | 10,047,335 | 805,260 | 1,203,517 |
| Other current liabilities | 15,033,436 | 15,173,085 | 30,129,783 | (139,649) | (14,956,698) |
| Long-term unearned revenue | 380,886,790 | 373,119,157 | 362,885,538 | 7,767,633 | 10,233,619 |
| Other long-term liabilities | 429,735,955 | 464,184,355 | 554,470,266 | (34,448,400) | (90,285,911) |
| Total liabilities | <u>\$ 837,712,293</u> | <u>863,727,449</u> | <u>957,532,922</u> | <u>(26,015,156)</u> | <u>(93,805,473)</u> |
| Net position: | | | | | |
| Net investment in capital assets | \$ 391,389,402 | 360,326,889 | 300,575,889 | 31,062,513 | 59,751,000 |
| Restricted for capital projects and other agreements | 27,217,329 | 26,616,791 | 15,621,808 | 600,538 | 10,994,983 |
| Unrestricted deficit | (386,664,936) | (368,339,011) | (310,683,714) | (18,325,925) | (57,655,297) |
| Total net position | <u>\$ 31,941,795</u> | <u>18,604,669</u> | <u>5,513,983</u> | <u>13,337,126</u> | <u>13,090,686</u> |

Fiscal Year 2016-17 Analysis

Capital assets decreased when compared to the prior year by \$13,666,351 due to a small amount of current period construction activity, a cost allocation transfer of construction related costs from StadCo to the Stadium Authority (see note 4), offset by an entire year of depreciation. Other assets increased when compared to the prior year by \$988,321. This was due mainly to the net effect of an increase in cash and a decrease in accounts and interest receivable associated with Stadium Builder License (SBL) payments. Liabilities decreased by \$26,015,156 mainly due to principal prepayment of long term debt and a reduction in retentions payable, partly offset by an increase in unearned SBL revenue. Total net position for the Stadium Authority, as a whole,

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March 31, 2017 and 2016

increased between March 31, 2016 and March 31, 2017 to \$31,941,795. This increase of \$13,337,126 is primarily due to a decrease in total liabilities.

Fiscal Year 2015-16 Analysis

Capital assets decreased when compared to the prior year by \$40,480,607 due to a small amount of current period construction activity, offset by an entire year of depreciation, as well as an allocation true-up to transfer construction related tenant improvement costs from the Stadium Authority to StadCo (see note 4). Other assets decreased when compared to the prior year by \$40,234,180. This was mainly due to the net effect of (1) a decrease in cash as funds were used to pay down debt, (2) an increase in accounts and interest receivable associated with SBL payments that were received in April 2016, and (3) a decrease in the Successor Agency receivable which was paid in full in the fiscal year. Liabilities decreased by \$93,805,473 mainly due to the net effect of an increase in unearned SBL revenue offset by principal payments of long term debt, an adjustment to the StadCo Subordinated Loan related to a cost allocation true up (see note 3a and note 5), and reductions in accounts and retentions payable. Total net position for the Stadium Authority, as a whole, increased between March 31, 2015 and March 31, 2016 to \$18,604,669. This increase of \$13,090,686 is primarily due to a decrease in total liabilities.

The Stadium Authority's changes in financial position for the fiscal years ended March 31, 2017, March 31, 2016, and March 31, 2015 are as follows:

| | <u>FY 2017</u> | <u>FY 2016</u> | <u>FY 2015</u> | <u>FY 2017 increase (decrease)</u> | <u>FY 2016 increase (decrease)</u> |
|---|----------------|----------------|----------------|--|--|
| Operating revenues | \$ 106,586,018 | 143,191,241 | 101,374,609 | (36,605,223) | 41,816,632 |
| Operating expenses | (83,217,271) | (120,993,173) | (77,580,314) | 37,775,902 | (43,412,859) |
| Operating income (loss) | 23,368,747 | 22,198,068 | 23,794,295 | 1,170,679 | (1,596,227) |
| Nonoperating revenues | 8,870,702 | 13,906,565 | 13,469,697 | (5,035,863) | 436,868 |
| Nonoperating expenses | (22,375,436) | (26,441,624) | (20,782,624) | 4,066,188 | (5,659,000) |
| Income (loss) before contributions and other revenues | 9,864,013 | 9,663,009 | 16,481,368 | 201,004 | (6,818,359) |
| Contributions and other revenues | 3,473,113 | 3,427,677 | 1,533,280 | 45,436 | 1,894,397 |
| Increase (decrease) in net position | 13,337,126 | 13,090,686 | 18,014,648 | 246,440 | (4,923,962) |
| Total net position – beginning of fiscal period | 18,604,669 | 5,513,983 | (12,500,665) | 13,090,686 | 18,014,648 |
| Total net position – end of fiscal period | \$ 31,941,795 | 18,604,669 | 5,513,983 | 13,337,126 | 13,090,686 |

SANTA CLARA STADIUM AUTHORITY
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Management's Discussion and Analysis (Unaudited)
March 31, 2017 and 2016

Fiscal Year 2016-17 Analysis

Stadium Authority operating revenues decreased when compared with the prior year by \$36,605,223. This was mainly due to a decrease in non-NFL events revenue offset by an increase in amortized SBL revenue. Operating expenses decreased by \$37,775,902 mainly due to a decrease in non-NFL event expenses. Other factors contributing to lower operating expenses are decreases in SBL sales and service expense, stadium manager expense, and performance based rent expense. These decreases were partly offset by increases in discretionary expense, capital improvement expense, and Stadium Authority general and administrative expense.

Nonoperating revenues decreased by \$5,035,863 resulting from lower interest revenue on financed SBLs and no interest revenue on the Successor Agency receivable since it was paid off in the prior year. The Successor Agency Advance and the Term B Loan were both paid off in the prior year and significant prepayments were made on the StadCo Subordinated Loan in both the current and the prior years resulting in lower interest expense. This is the reason that nonoperating expenses decreased by \$4,066,188.

Contributions and other revenues were \$3,473,113, an increase of \$45,436 over the prior fiscal year. These represent special hotel tax revenues collected to pay the Community Facilities District (CFD) Advance Loan.

Fiscal Year 2015-16 Analysis

Stadium Authority operating revenues increased when compared with the prior year by \$41,816,632. This was mainly due to an increases in non-NFL events revenue, non-NFL ticket surcharge, and amortization of SBL revenue. Operating expenses increased by \$43,412,859, also mainly due to the increase in non-NFL event expenses. Other factors contributing to higher operating expenses were increases in depreciation expense, stadium manager expense, SBL sales and service expense, and utility expense all related to being open for an entire fiscal year whereas Levi's Stadium was only operating for a portion of the prior fiscal year.

Nonoperating revenues increased by \$436,868 resulting from increased interest revenue on financed SBLs. Nonoperating expenses increased by \$5,659,000 due to increased interest expense. The current fiscal year included an entire year of interest expense whereas in the prior fiscal year, interest accrued prior to substantial completion of the stadium was capitalized as part of the building and not expensed.

Contributions and other revenues were \$3,427,677 in fiscal year 2015-16. These represent special hotel tax revenues collected to pay the CFD Advance Loan. The increase of \$1,894,397 is due to collection of an entire year of special hotel tax revenues whereas the prior fiscal year only included those revenues for a portion of the year.

Capital Assets

The capital assets of the Stadium Authority are those which are used in the performance of the Stadium Authority's functions, including but not limited to infrastructure-related assets. At March 31, 2017, capital assets totaled \$781,935,288.

Further detail may be found in note 4 to the financial statements.

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Management's Discussion and Analysis (Unaudited)
March 31, 2017 and 2016

Debt Administration

At March 31, 2017, the Stadium Authority had total debt outstanding of \$429,773,318, as shown in detail in note 5 to the financial statements. Stadium Authority's debt was comprised of Stadium Funding Trust Term A loan of \$282,794,108, the CFD Advance Loan of \$34,414,900, and the StadCo Subordinated Loan in the amount of \$112,564,310.

Economic and Financial Overview

Over the last few years, Silicon Valley has seen job growth that has outpaced the rest of the state. This growth has led to rising home prices and a significant increase in commercial and residential development including several projects in the vicinity of Levi's Stadium. Major financial factors impacting the Stadium Authority are:

- In May 2013, a Naming Rights Agreement with Levi Strauss & Co. was approved. The name of the Stadium is "Levi's Stadium". The naming rights agreement calls for Levi's to pay a total of \$154.2 million to the Stadium Authority over a 20-year period.
- SBLs entitle the license holder to priority rights to buy tickets for events at Levi's Stadium. The total value of the currently active SBL holders licenses is \$538.7 million. Through March 31, 2017 \$411.5 million in SBL principal payments have been collected. This is due in part to a number of SBL holders paying off or prepaying a large portion of their SBL, and defaulted SBLs being resold at full price. In addition to SBL collections, the Stadium Authority has collected over \$34.7 million in interest from license holders who financed their SBLs.
- The Stadium Authority generated \$24.5 million in lease revenue during the NFL season and \$5.3 million net revenue associated with hosting non-NFL events in this fiscal year.
- The Stadium Authority collected a 10% surcharge on the price of admission to all NFL games which totaled \$8.2 million. Also recognized during the fiscal year was \$2.3 million in non-NFL event ticket surcharge, which is calculated based on a \$4 per ticket surcharge for all ticketed non-NFL events.

Contacting the Stadium Authority's Financial Management

This financial report is designed to provide our citizens, taxpayers, investors, and creditors with a general overview of the Stadium Authority's finances and to demonstrate the Stadium Authority's accountability for the money it receives. If you have any questions about this report or need additional financial information, contact the City of Santa Clara Finance Department, at 1500 Warburton Avenue, Santa Clara, CA 95050-3796.

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)

Statements of Net Position

March 31, 2017 and 2016

| Assets | 2017 | 2016 |
|--|-----------------------|----------------------|
| Current assets: | | |
| Cash | \$ 3,950,230 | 3,397,502 |
| Restricted cash | 21,430,906 | 22,113,489 |
| Restricted cash with fiscal agent | 40,618,050 | 29,885,723 |
| Accounts receivable | 10,183,379 | 19,797,530 |
| Total current assets | <u>76,182,565</u> | <u>75,194,244</u> |
| Capital assets: | | |
| Buildings, net | 781,091,499 | 794,702,050 |
| Machinery and equipment, net | 763,940 | 899,589 |
| Construction in progress | 79,849 | — |
| Total capital assets | <u>781,935,288</u> | <u>795,601,639</u> |
| Long-term restricted cash with fiscal agent | <u>11,536,235</u> | <u>11,536,235</u> |
| Total noncurrent assets | <u>793,471,523</u> | <u>807,137,874</u> |
| Total assets | <u>\$ 869,654,088</u> | <u>882,332,118</u> |
| | | |
| Liabilities | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | \$ 3,893,333 | 3,846,261 |
| Retentions payable | — | 376,624 |
| Interest payable | 7,069,853 | 7,069,853 |
| Due to other City of Santa Clara funds | 27,428 | 68,441 |
| Deferred rent, current portion | 285,000 | 250,000 |
| Subordinated loan payable, current portion | 3,757,822 | 3,561,906 |
| Unearned revenue, current portion | 12,056,112 | 11,250,852 |
| Total current liabilities | <u>27,089,548</u> | <u>26,423,937</u> |
| Deferred rent | 3,720,459 | 3,026,415 |
| Term A loan payable | 282,794,108 | 282,794,108 |
| CFD advance loan payable | 34,414,900 | 35,986,692 |
| Subordinated loan payable | 108,806,488 | 142,377,140 |
| Unearned revenue | 380,886,790 | 373,119,157 |
| Total noncurrent liabilities | <u>810,622,745</u> | <u>837,303,512</u> |
| Total liabilities | <u>\$ 837,712,293</u> | <u>863,727,449</u> |
| | | |
| Net Position | | |
| Net investment in capital assets | \$ 391,389,402 | 360,326,889 |
| Restricted for capital projects and other agreements | 27,217,329 | 26,616,791 |
| Unrestricted deficit | <u>(386,664,936)</u> | <u>(368,339,011)</u> |
| Total net position | <u>\$ 31,941,795</u> | <u>18,604,669</u> |

See accompanying notes to financial statements.

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)
Statements of Revenues, Expenses, and Changes in Net Position
Years ended March 31, 2017 and 2016

| | <u>2017</u> | <u>2016</u> |
|---|----------------------|--------------------|
| Operating revenues: | | |
| Charges for services | \$ 63,483,257 | 101,394,435 |
| Rents and licensing | 43,102,761 | 41,796,806 |
| | <u>106,586,018</u> | <u>143,191,241</u> |
| Operating expenses: | | |
| Leases | 3,747,242 | 4,140,303 |
| Materials, services and supplies | 62,630,688 | 99,605,903 |
| Selling, general, and administrative expenses | 400,134 | 698,080 |
| Depreciation | 16,439,207 | 16,548,887 |
| | <u>83,217,271</u> | <u>120,993,173</u> |
| Operating income | 23,368,747 | 22,198,068 |
| Nonoperating revenues (expenses): | | |
| Interest revenue | 8,870,702 | 13,906,565 |
| Interest expense | (22,375,436) | (26,441,624) |
| Income before contributions and other revenues | 9,864,013 | 9,663,009 |
| Contributions and other revenues: | | |
| Contribution from Community Facilities District | 3,473,113 | 3,427,677 |
| Increase in net position | 13,337,126 | 13,090,686 |
| Net position – beginning of period | <u>18,604,669</u> | <u>5,513,983</u> |
| Net position – end of period | <u>\$ 31,941,795</u> | <u>18,604,669</u> |

See accompanying notes to financial statements.

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)

Statements of Cash Flows

Years ended March 31, 2017 and 2016

| | <u>2017</u> | <u>2016</u> |
|--|-----------------------------|--------------------------|
| Cash flows from operating activities: | | |
| Receipts from customers | \$ 78,213,241 | 106,102,435 |
| Payments to suppliers | (65,999,953) | (104,907,739) |
| Rents and licensing received | 41,388,618 | 41,027,637 |
| Net cash provided by operating activities | <u>53,601,906</u> | <u>42,222,333</u> |
| Cash flows from noncapital financing activities: | | |
| Increase (decrease) in due to other City of Santa Clara funds | (41,013) | 1,062 |
| Net cash provided by (used in) noncapital financing activities | <u>(41,013)</u> | <u>1,062</u> |
| Cash flows from capital and related financing activities: | | |
| Contribution from Successor Agency | — | 18,034,044 |
| Contribution from Community Facilities District | 3,573,523 | 3,329,821 |
| Acquisition and construction of capital assets | (81,844) | (11,770,498) |
| Principal payments on capital debt | (36,867,032) | (69,078,000) |
| Interest paid on capital debt | (23,524,563) | (26,441,624) |
| Net cash used in capital and related financing activities | <u>(56,899,916)</u> | <u>(85,926,257)</u> |
| Cash flows from investing activities: | | |
| Interest and dividends | 13,941,495 | 8,810,717 |
| Net cash provided by investing activities | <u>13,941,495</u> | <u>8,810,717</u> |
| Net increase (decrease) in cash and restricted cash | 10,602,472 | (34,892,145) |
| Cash and restricted cash, beginning of period | 66,932,949 | 101,825,094 |
| Cash and restricted cash, end of period | \$ <u><u>77,535,421</u></u> | <u><u>66,932,949</u></u> |
| Reconciliation of operating income to cash provided by operating activities: | | |
| Operating income | \$ 23,368,747 | 22,198,068 |
| Depreciation | 16,439,207 | 16,548,887 |
| Change in operating assets and liabilities: | | |
| Accounts receivable | 4,442,948 | (7,498,305) |
| Accrued liabilities | 49,067 | (1,227,497) |
| Unearned revenue | 8,572,893 | 11,437,136 |
| Deferred rent | 729,044 | 764,044 |
| Net cash provided by operating activities | <u>\$ 53,601,906</u> | <u>42,222,333</u> |

See accompanying notes to financial statements.

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)

Notes to Financial Statements

March 31, 2017 and 2016

(1) Organization and Reporting Entity

(a) Organization

On June 8, 2010, 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 68,500-seat football stadium (the Stadium) to be leased to the San Francisco 49ers (49ers). In addition, Measure J called for the creation of the Santa Clara Stadium Authority to own, develop, construct, operate, and maintain the Stadium project. The City of Santa Clara (City) and the City of Santa Clara Redevelopment Agency (Agency) entered into a Joint Exercise of Powers Agreement (JPA Agreement) establishing the Santa Clara Stadium Authority (Stadium Authority). The JPA Agreement was later amended to add the Bayshore North Project Enhancement Authority as a member of the Stadium Authority. On June 28, 2011, the Governor signed into law Assembly Bill No. X1 26 (ABX1 26), which called for the dissolution of Redevelopment Agencies throughout the State. The California State Supreme Court upheld ABX1 26 and as a result, on February 1, 2012, all California Redevelopment Agencies were dissolved. The Successor Agency of the City of Santa Clara (Successor Agency) then assumed the obligations of the Agency under the JPA Agreement.

(b) Financial Reporting Entity

As defined by U.S. generally accepted accounting principles (GAAP), the financial reporting entity consists of a primary government, as well as its component units, which are legally separate organizations for which the elected officials of the primary government are financially accountable. Financial accountability is defined as:

- 1) Appointment of a voting majority of the component unit's board and either (a) the ability to impose will by the primary government or (b) the possibility that the component unit will provide a financial benefit to or impose a financial burden on the primary government; or
- 2) Fiscal dependency on the primary government.

Based upon the application of these criteria, the Stadium Authority has no component units. However, the Stadium Authority is a component unit of the City because the Mayor and City Council serve as the Board of the Stadium Authority. The City Manager serves as the Executive Director. The debt being incurred for the construction of the Stadium is the responsibility of the Stadium Authority. The City is not a party to the debt nor has the City guaranteed such debt.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The financial statements of the Stadium Authority have been prepared in conformity with GAAP as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing government accounting and financial reporting principles. The Stadium Authority is included as an enterprise fund in the City's Comprehensive Annual Financial Report, and therefore, these financial statements do not purport to represent the financial position and changes in financial position of the City.

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)

Notes to Financial Statements

March 31, 2017 and 2016

(b) Basis of Accounting and Measurement Focus

The Stadium Authority reports its activities as a business-type activity. The financial statements include a statement of net position, a statement of revenues, expenses, and changes in net position, and a statement of cash flows, and are accounted for using the “economic resources” measurement focus and the accrual basis of accounting. Accordingly, all assets and liabilities (whether current or noncurrent) are included on the statement of net position. Reported net position is segregated into three categories – net investment in capital assets, restricted and unrestricted. The statement of revenues, expenses, and changes in net position presents increases (revenues) and decreases (expenses) in total net position. Under the accrual basis of accounting, revenues are recognized in the period in which they are earned while expenses are recognized in the period in which a liability is incurred.

Operating revenues are those revenues that are generated from the primary operations of the Stadium Authority. All other revenues are reported as nonoperating. Operating expenses are those expenses that are essential to the primary operations of the fund. All other expenses are reported as nonoperating expenses.

(c) Year-End

An amendment was made to the JPA Agreement on November 13, 2012 in part to change the fiscal year of the Stadium Authority from a July 1 through June 30 fiscal year to an April 1 through March 31 fiscal year to conform with the fiscal year of Stadium Funding Trust.

(d) Cash, Restricted Cash, and Cash with Fiscal Agent

The Stadium Authority’s cash is not pooled with the City of Santa Clara, but is held in separate bank and trust accounts.

(i) Composition of Cash, Restricted Cash, and Restricted Cash with Fiscal Agent

Cash, restricted cash, and restricted cash with fiscal agent at March 31, 2017 and 2016 consist of cash deposits in banks.

Restricted cash includes revenue that has not yet been transferred to Stadium Funding Trust accounts. On the 15th of the following month all revenue is swept into the Stadium Funding Trust accounts as required by the Deposit and Disbursement Agreement and becomes restricted cash with fiscal agent. It also includes cash dedicated to construction and the capital expenditure and operating reserve accounts.

Restricted cash with fiscal agent consists of stadium deposits pledged to a syndicate of lenders, and deposits for stadium construction. The application of these deposits is restricted to fund stadium construction and Stadium Authority operations and debt service.

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(ii) Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. Under California Government Code Section 53651, depending on specific types of eligible securities, a bank must deposit eligible securities posted as collateral with its agent having a fair value of 105% to 150% of the Stadium Authority's cash on deposit. All of the deposits are either insured by the Federal Depository Insurance Corporation (FDIC) or collateralized with pledged securities held in the trust department of the financial institutions.

(e) Accounts Receivable

Accounts receivable are recorded in the Stadium Authority's accounts at the amounts that are contractually due. Accounts receivable include cash proceeds from annual Stadium Builders License (SBL) payments as well as new SBL sales. SBL proceeds are recorded as unearned revenue and recognized as revenue over the term of the SBL contracts. Accounts receivable also include payments due from the Forty Niners Stadium Management Company, LLC (ManagementCo) as a result of the operations of non-National Football League (NFL) events held at the Stadium and the overpayment of stadium manager expenses. Naming right revenue due from Levi's Strauss & Co., special tax proceeds collected by the Community Facilities District (CFD) and not yet paid to Stadium Authority pursuant to the CFD Reimbursement Agreement, and other miscellaneous receivables are also included as accounts receivable.

(f) Capital Assets

Capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Contributed capital assets are valued at their estimated fair value on the date contributed. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets and is charged as an expense against operations.

| | <u>Useful lives (years)</u> |
|-------------------------|---------------------------------|
| Buildings | 20–50 |
| Improvements | 20–50 |
| Machinery and equipment | 3–25 |
| Infrastructure | 10–50 |

The cost of maintenance, repairs, minor replacements, and renewals are charged to operations as incurred. Major replacements, renewals, and betterments are capitalized. Sales and retirements of depreciable property are recorded by removing the related cost and accumulated depreciation from the accounts. Gains or losses on sales and retirements of property are reflected in the statement of revenues, expenses, and change in net position.

Interest is capitalized on construction in progress in accordance with applicable guidance.

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(g) Unearned Revenue and Revenue Recognition

SBL proceeds and payments received for other license agreements are initially recorded as unearned revenue and are recognized as revenue over the term of the contracts. Rental income is recognized as revenue on a straight-line basis over the term of the stadium lease.

Non-NFL event revenue, NFL ticket surcharge, non-NFL ticket surcharge, and other operating revenues are recognized as they are earned.

(h) Risk Management

Per the terms of the Stadium Lease (note 6(b)), during operations, the Forty Niners SC Stadium Company LLC (StadCo) procures insurance and the Stadium Authority pays a proportionate share to StadCo. Willis is also the insurance provider for Stadium operations.

(i) Income Taxes

The Stadium Authority falls under the purview of Internal Revenue Code, Section 115 and corresponding California Revenue and Taxation Code provisions. As such, it is not subject to federal or state income taxes.

(j) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(3) Stadium Development

(a) Transaction Overview

During fiscal year 2011-12, the Stadium Authority and StadCo entered into a series of agreements in connection with the construction of the Stadium. The Stadium was constructed and is owned by the Stadium Authority; certain tenant improvement components are owned by StadCo. Construction on the Stadium began in April 2012 and it was substantially completed in July 2014, in time for the 2014 NFL season.

The City owns the land on which the Stadium was constructed. The City has leased the land to the Stadium Authority under a ground lease, and the Stadium Authority has leased the Stadium to StadCo for the six-month period from August through January (the NFL season) of each year, for an initial lease term of 40 years. The stadium lease commenced in August 2014 upon substantial completion.

The Stadium Authority retained a design-build firm to complete the design and construction of the Stadium pursuant to a guaranteed maximum price contract (\$877 million as of March 31, 2017). The Stadium Authority was generally responsible for amounts due to the design-builder, except that StadCo was responsible for payment of costs of tenant improvements. StadCo acted as construction agent for the Stadium Authority, with primary responsibility for administering the design-build contract. StadCo

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and the Stadium Authority in consultation with a 3rd party auditor have conducted a review of the total construction costs in order to properly allocate final costs between the two entities. The finalized allocation was completed during the year ended March 31, 2017 and it resulted in a reduction to capitalized stadium assets of \$24.03 million as well as a corresponding reduction to the StadCo Subordinated Loan. In the prior year, a true-up of this allocation was recorded in the amount of \$27.76 million. The capitalized stadium assets were therefore increased by \$3.73 million during the year ended March 31, 2017 as was the StadCo Subordinated Loan. There was also a reduction of \$1.03 million in capitalized stadium assets due to a recalculation of capitalized interest related to the finalized cost allocation and closing out contractor retention.

The Stadium Authority and StadCo have engaged ManagementCo, an affiliate of StadCo, to manage the Stadium on a year-round basis. The Stadium Management Agreement has an initial term of 25 years, plus a 15-year renewal option. The Stadium Authority pays ManagementCo for services related to its operations on behalf of the Stadium Authority.

(b) Construction Funding

Funding for construction of the Stadium, excluding tenant improvements funded by StadCo, falls into three major categories: an initial construction loan from a bank syndicate, which was refinanced during 2013 as described below; funding from the StadCo Subordinated Loan; and construction period and other revenues.

(i) Stadium Construction Loan Facility

The initial financing included a delayed draw term loan facility (the Construction Facility) provided by a syndicate of banks (the Lenders) to Stadium Funding Trust (FinanceCo). FinanceCo, a Delaware statutory trust, entered into the Construction Facility with the Lenders and then issued a loan facility to the Stadium Authority in the amount of \$450 million (the Authority Loan). The Construction Facility had a maturity date of September 1, 2015. In June 2013, FinanceCo and the Stadium Authority refinanced the Construction Facility, resulting in FinanceCo paying off the Construction Facility and entering into a new debt structure that includes 26-year fixed rate notes and a delayed draw 5-year loan facility. FinanceCo then issued a new loan facility to the Stadium Authority in the amount of \$450 million. The Stadium Authority's loan facilities are discussed in note 5.

(ii) Construction Period and Other Revenues

Certain revenues were collected by the Stadium Authority while the Stadium was under construction. These construction period and other revenues primarily consist of SBL and Naming Rights revenues collected by the Stadium Authority.

(iii) StadCo Subordinated Loan

In March 2012 StadCo agreed to loan the Stadium Authority \$500 million (the Subloan) to be used for the construction of Levi's Stadium. During the refinance process in June 2013, the interest rate on the Subloan was fixed and part of the then outstanding Subloan was paid down. The Subloan is discussed in the note 5.

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(4) Capital Assets

Capital asset activity for the year ended March 31, 2017 was as follows:

| | <u>Balance March 31, 2016</u> | <u>Additions</u> | <u>Reductions</u> | <u>Balance March 31, 2017</u> |
|------------------------------------|---------------------------------------|--------------------------|----------------------------|---------------------------------------|
| Nondepreciable assets: | | | | |
| Construction in progress | \$ — | 79,849 | — | 79,849 |
| Total nondepreciable assets | — | 79,849 | — | 79,849 |
| Capital assets being depreciated: | | | | |
| Buildings | 822,403,644 | 3,726,957 ⁽¹⁾ | (1,033,950) ⁽²⁾ | 825,096,651 |
| Machinery and equipment | 1,152,353 | — | — | 1,152,353 |
| Less accumulated depreciation for: | | | | |
| Buildings | (27,701,594) | (16,303,558) | — | (44,005,152) |
| Machinery and equipment | (252,764) | (135,649) | — | (388,413) |
| Net depreciable assets | 795,601,639 | (12,712,250) | (1,033,950) | 781,855,439 |
| Net capital assets | \$ 795,601,639 | (12,632,401) | (1,033,950) | 781,935,288 |

⁽¹⁾ The increase in buildings includes the final allocation to transfer construction related building costs from StadCo to the Stadium Authority (see note 3(a)).

⁽²⁾ The decrease in buildings includes the final contractor retention close-out and a recalculation of capitalized interest due to the final cost allocation (see note 3(a)).

Capital asset activity for the year ended March 31, 2016 was as follows:

| | <u>Balance March 31, 2015</u> | <u>Additions</u> | <u>Reductions</u> | <u>Balance March 31, 2016</u> |
|------------------------------------|---------------------------------------|------------------|-----------------------------|---------------------------------------|
| Capital assets being depreciated: | | | | |
| Buildings | \$ 846,416,382 | 3,744,985 | (27,757,723) ⁽³⁾ | 822,403,644 |
| Machinery and equipment | 1,071,335 | 81,018 | — | 1,152,353 |
| Less accumulated depreciation for: | | | | |
| Buildings | (11,285,552) | (16,416,042) | — | (27,701,594) |
| Machinery and equipment | (119,919) | (132,845) | — | (252,764) |
| Net capital assets | \$ 836,082,246 | (12,722,884) | (27,757,723) | 795,601,639 |

⁽³⁾ The reduction in buildings is the result of an allocation true-up to transfer construction related tenant improvement costs from the Stadium Authority to StadCo (see note 3(a)).

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Interest cost incurred during the years ended March 31, 2017 and 2016 totaled \$22,375,436 and \$26,441,624, respectively. No interest was capitalized.

(5) Long-Term Debt

(a) Long-Term Debt Summary

Changes in long-term debt for the year ended March 31, 2017 consisted of the following:

| Type of indebtedness | Issue date | Due date | Interest rates | Outstanding as of March 31, 2016 | Additions | Reductions | Outstanding as of March 31, 2017 | Amounts due within one year |
|------------------------------|------------|------------|----------------|----------------------------------|--------------------------|--------------|----------------------------------|-----------------------------|
| Business type activity debt: | | | | | | | | |
| Stadium Funding Trust loan: | | | | | | | | |
| Term A loan | 6/19/2013 | 4/1/2039 | 5.00 % | \$ 282,794,108 | — | — | 282,794,108 | — |
| StadCo CFD Advance | 4/1/2013 | 12/31/2054 | 5.73 | 35,986,692 | 273,347 | (1,845,139) | 34,414,900 | — |
| StadCo subordinated loan | 3/28/2012 | 3/31/2043 | 5.50 | 145,939,046 | 3,726,957 ⁽¹⁾ | (37,101,693) | 112,564,310 | 3,757,822 |
| Total | | | | \$ 464,719,846 | 4,000,304 | (38,946,832) | 429,773,318 | 3,757,822 |

⁽¹⁾ The addition to the StadCo subordinated loan is due to the final allocation to transfer construction costs from StadCo to the Stadium Authority (see note 3(a)).

Changes in long-term debt for the year ended March 31, 2016 consisted of the following:

| Type of indebtedness | Issue date | Due date | Interest rates | Outstanding as of March 31, 2015 | Additions | Reductions | Outstanding as of March 31, 2016 | Amounts due within one year |
|------------------------------|------------|------------|----------------|----------------------------------|-----------------------|--------------|----------------------------------|-----------------------------|
| Business type activity debt: | | | | | | | | |
| StadCo Agency Advance | | | | | | | | |
| Stadium Funding Trust loan: | 3/28/2012 | 7/1/2017 | 4.50%–5.50% | \$ 18,034,044 | — | (18,034,044) | — | — |
| Term A loan | 6/19/2013 | 4/1/2039 | 5.00 % | 282,794,108 | — | — | 282,794,108 | — |
| Term B loan | 6/19/2013 | 6/19/2013 | LIBOR+2.00% | 34,768,402 | — | (34,768,402) | — | — |
| StadCo CFD Advance | 4/1/2013 | 12/31/2054 | 5.73 % | 37,228,389 | 174,284 | (1,415,981) | 35,986,692 | — |
| StadCo subordinated loan | 3/28/2012 | 3/31/2043 | 5.50 % | 188,730,626 | 22,293 ⁽²⁾ | (42,813,873) | 145,939,046 | 3,561,906 |
| Total | | | | \$ 561,555,569 | 196,577 | (97,032,300) | 464,719,846 | 3,561,906 |

⁽²⁾ The reduction in the StadCo subordinated loan includes an adjustment of \$27,757,723 due to an allocation true-up to transfer construction related tenant improvement costs from the Stadium Authority to StadCo (see note 3(a)).

(b) StadCo Agency Advance

Pursuant to a series of agreements (the RDA Funding Agreements) entered into in 2011 among StadCo, the Stadium Authority, and the Agency, the Agency agreed to contribute up to \$41.6 million toward Stadium project costs. As of March 31, 2013, the Agency had funded \$11.4 million of this amount to the Stadium Authority, with the remaining Agency commitment, totaling \$30.3 million, to be paid to the Stadium Authority by the Agency (or its successor) in future years.

Recognizing that this future funding had been pledged to the Stadium Authority, StadCo agreed to fund certain Stadium project costs, in exchange for the Stadium Authority's commitment to repay StadCo from the funds the Stadium Authority will receive from the Agency. Accordingly, StadCo funded project costs on behalf of the Stadium Authority in the amount of \$30.3 million.

On September 23, 2013, StadCo, the Stadium Authority, the Agency, and the State of California reached a settlement to StadCo's challenge of certain actions relating to the State's elimination of

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redevelopment agencies throughout California which included the dissolution of the Agency in 2012. In accordance with the settlement, \$30.3 million would be paid to the Stadium Authority, 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. On January 27, 2016 the Agency funded the remaining amount due in advance of the prescribed installment plan. As of March 31, 2017, the StadCo Agency Advance had been fully satisfied.

(c) Stadium Funding Trust Loan

The Restated Credit Agreement by and among FinanceCo, the Stadium Authority and Goldman Sachs Bank was entered into on June 19, 2013. FinanceCo agreed to loan the Stadium Authority up to \$450 million. Under the Restated Credit Agreement, the loan from FinanceCo consists of the Term A Loan and the Term B Loan.

(i) Term A Loan

The Term A Loan was made in the amount of \$282.79 million. 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 loan was fully drawn at closing.

As of March 31, 2017, \$282.79 million was outstanding.

(ii) Term B Loan

The Term B Loan was for a maximum amount of \$167.21 million and could be prepaid without penalty. This loan bore a variable interest rate of LIBOR plus 2% and had a maturity date in 2018. The applicable interest rates on the Term B Loan varied between 2.18% and 2.44% during the fiscal year ended March 31, 2016.

On March 31, 2016 the Stadium Authority paid the remaining amount due in advance of the maturity date, eliminating future interest rate risk. As of March 31, 2017 the loan was fully satisfied.

(d) StadCo CFD Advance

In May of 2010, the City of Santa Clara completed the proceedings to establish a Community Facilities District (CFD) for the purpose of financing certain publicly owned facilities and public services associated with the Stadium.

On June 11, 2013, the CFD, the Stadium Authority, and StadCo entered into a Reimbursement Agreement under which the CFD would agree to reimburse the Stadium Authority for costs of the publicly owned facilities and public services constructed for the Stadium. The reimbursement can only be made from the special tax generated by the CFD, as and when received by the CFD.

StadCo has agreed to advance to the Stadium Authority funds to pay for the CFD Infrastructure (StadCo CFD Advance). To evidence the Stadium Authority's obligation to repay the StadCo CFD Advance, the Stadium Authority and StadCo also executed a note on June 11, 2013. The StadCo CFD Advance has a maximum principal of \$38 million and an interest rate of 5.73%.

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During the year ended March 31, 2017, as the special CFD tax was submitted to the Stadium Authority, a number of payments were made on the CFD Advance. These payments totaled \$3.57 million, which included \$1.73 million in interest and \$1.84 million in principal. As of March 31, 2017, \$34.41 million was outstanding which includes \$0.27 million and \$0.17 million of interest added to principal during the years ended March 31, 2017 and 2016, respectively.

(e) StadCo Subordinated Loan

The StadCo Obligations Agreement dated as of March 28, 2012 was entered into by and between StadCo and the Stadium Authority. The StadCo Obligations Agreement provided subordinated borrowing to the Stadium Authority in an amount not to exceed \$500 million through September 1, 2015 with interest at the 90-day LIBOR rate plus the applicable margin.

The Restated StadCo Obligations Agreement dated as of June 19, 2013 was entered into by and between StadCo and the Stadium Authority as part of the take-out financing process. Under the Restated StadCo Obligations Agreement, StadCo will loan the Stadium Authority an amount not to exceed \$500 million with a fixed 5.50% interest rate. Required principal repayments started in March 2016 and the Stadium Authority may prepay the loan at any time.

Payments totaling \$42.68 million were made on the loan. This included the required principal payment of \$3.56 million, a \$31.71 million principal prepayment, and \$7.41 million in interest. The loan principal was also reduced by \$1.83 million due to the recalculation of interest after the cost allocation was completed. Additionally, an adjustment was made to increase the loan by \$3.73 million due to the cost allocation to transfer construction related costs from StadCo to the Stadium Authority (see note 3(a)). As of March 31, 2017 and 2016, \$112.56 million and \$145.94 million, respectively, was outstanding.

(f) Management Company Revolving Loan

The Management Company Revolving Loan dated as of March 28, 2012 was entered into by and between the Stadium Authority and ManagementCo. The Management Company Revolving Loan provides borrowing to the Stadium Authority in an amount not to exceed \$25 million through the earlier of the end of the term of the Stadium Lease or the expiration of the Stadium Management Agreement, with interest at the prime rate payable quarterly. The Management Company Revolving Loan may be used solely for the purpose of enabling the Stadium Authority to pay Covered Stadium Authority Operating Expenses (as defined in the agreement) to the extent, and only to the extent, that funds are not otherwise available.

As of March 31, 2017, there was no balance outstanding.

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(g) Long-Term Debt Maturities

Future principal amounts due on long-term debt are as follows as of March 31, 2017:

| | |
|-----------------------|-----------------------|
| Year ending March 31: | |
| 2018 | \$ 3,757,822 |
| 2019 | 16,074,502 |
| 2020 | 16,900,550 |
| 2021 | 17,766,590 |
| 2022 | 18,677,282 |
| Thereafter | <u>356,596,572</u> |
| Total | <u>\$ 429,773,318</u> |

(6) Leases**(a) Ground Lease**

On February 28, 2012, the Stadium Authority entered into a lease (the Ground Lease) with the City whereby the City leases the Stadium site to the Stadium Authority. The Ground Lease was amended on June 19, 2013.

The Ground Lease has an initial term of 40 years. The first lease year commenced on the first day following the substantial completion of construction (August 1, 2014) and ended on the next following March 31. The subsequent lease years will start on April 1 and end on the following March 31. The Stadium Authority will have five successive extension options, each four years in duration, which would commence following the initial term expiration date.

The Ground Lease provides that the City will receive a fixed ground rent (Fixed Ground Rent) of \$180 thousand for the first year of Stadium operations payable by the Stadium Authority. Beginning in the second year of Stadium operations and annually thereafter through the tenth year of Stadium operations, the Fixed Ground Rent will increase annually by \$35 thousand. Beginning in the 11th year of Stadium operations, Fixed Ground Rent will be increased to equal \$1 million, and thereafter will be increased by \$100 thousand every five years through the end of the initial term of the Ground Lease. If the term of the Ground Lease is extended, then, during the first extension term, the Fixed Ground Rent will equal \$1.58 million; and if and to the extent the Ground Lease is further extended, the Fixed Ground Rent will be increased by \$80 thousand every four years thereafter through the expiration of the term of the Ground Lease. While the Fixed Ground Rent payments vary over the course of the Ground lease, ground lease expense is recorded on a straight-line basis. Therefore \$979 thousand of ground lease expense was reported in each of the fiscal years ended March 31, 2017 and 2016.

The Ground Lease also provides that the City will receive a performance-based rent equal to fifty percent of the net income from non-NFL events, less certain credits, payable by the Stadium Authority. If certain of the credits are not used within the year incurred or the next five succeeding years, the credits will expire.

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Future minimum payments due under the lease are as follows:

| Year ending March 31: | | | |
|-----------------------|----|------------|--|
| 2018 | \$ | 285,000 | |
| 2019 | | 320,000 | |
| 2020 | | 355,000 | |
| 2021 | | 390,000 | |
| 2022 | | 425,000 | |
| Thereafter | | 38,455,000 | |
| | \$ | 40,230,000 | |

(b) Stadium Lease

On March 28, 2012, the Stadium Authority entered into a lease with StadCo whereby the Stadium Authority leases the Stadium to StadCo. On June 19, 2013, the same parties entered into an Amended and Restated Stadium Lease Agreement (the Stadium Lease).

The Stadium Lease has an initial term of 40 years commencing on the first day following the substantial completion of construction (August 1, 2014) and includes five successive options to extend the term by four years each. The Stadium Lease is divided into two seasons:

- the Tenant Season, which includes the NFL season (including preseason, regular season and postseason NFL games) and runs from August 1 through January 31; and
- the Stadium Authority Season, which runs from February 1 through July 31.

Pursuant to the Stadium Lease, the Stadium Authority and StadCo will be entitled to receive and collect separate revenues. Rent payable by StadCo to the Stadium Authority will be \$24.5 million per year. This amount was established pursuant to the Stadium Lease in connection with the take-out financing, which occurred on June 19, 2013. The Stadium Lease allows for one opportunity to adjust the rent if operating expenses or debt service are either more or less than projected in determining the initial rent. This analysis is currently ongoing (note 7(a)). If the analysis yields an adjustment to the rent, it will be adjusted as of April 1, 2015. The lease also provides for a fair market rent adjustment in year 33. The Stadium Authority received \$24.5 million in stadium rent from StadCo in each of the fiscal years ended March 31, 2017 and 2016.

The Stadium Authority may elect to expand the Tenant Season to consist of the entire lease year, from April 1 through the next succeeding March 31 (Stadium Authority Put Right), by delivering written notice to StadCo. The Stadium Authority Put Right may be exercised at any time during lease year 13, or at any time that the Management Company Revolving Loan balance exceeds \$20 million. The expansion of the Tenant Season will be effective as of the applicable Tenant Season Expansion Date as set forth in the Stadium Lease. Effective from and after the Tenant Season Expansion Date, and continuing through the remainder of the Stadium Lease term, the Tenant Season will consist of the entire lease year.

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(7) Contingencies

(a) Stadium Facility Rent Arbitration

The final development costs for Levi's Stadium attributed to the Stadium Authority were determined in November 2015. The total costs came in under budget. In addition, more SBL proceeds were available to fund construction and pay down debt. Therefore, the total outstanding debt for the development of the Stadium and carried by the Stadium Authority was \$137 million lower than what was projected in June 2013, when the initial facility rent was set at \$24.5 million. On the other hand, actual operating expenses for the first two years of operations were greater than what was originally projected.

Based on the changes to the projected operating and debt service expenses, the provisions for a one-time rent adjustment as described in note 6(b) were triggered. At the Stadium Authority Board (Board) meeting held on March 22, 2016, StadCo presented a financial model showing that a rent of \$20.25 million per year is sufficient, when combined with other Authority revenues, to cover debt service and operating expenses in each of the 40 years of the Stadium Lease. The Board decided not to adjust the rent, and instead passed a motion to pursue the informal dispute resolution procedures and to proceed to the mediation process if necessary. Thereafter, on May 3, 2016 StadCo filed for arbitration with the Stadium Authority.

The one-time rent adjustment will be decided by the arbitrator. Depending on their analysis, the Levi's Stadium facility rent will be adjusted. It is anticipated that the results of this adjustment will not have a negative impact to the on-going operations of Levi's Stadium. In fact, the purpose and method of calculating the facility rent is to ensure that along with other operating revenues, the Stadium Authority is able to pay its debt service and operating expenses.

(b) Asset Retirement Obligation

Pursuant to the Ground Lease, the Stadium Authority may be required to demolish the Stadium and other improvements at the end of the lease term, upon written notice from the City. Pursuant to the Stadium Lease, the Stadium Authority will establish reserves to fund the cost of demolishing the stadium at the end of the lease term. While such reserves are projected to cover the entire demolition cost, StadCo will be responsible for funding any shortfall.

(8) Subsequent Events

Management has evaluated subsequent events through _____, which is the date the financial statements were available to be issued, and determined there are no other items to disclose.

Internal Controls and Compliance Letter

**Independent Auditors' Report on Internal Control Over Financial Reporting and on Compliance
and Other Matters Based on an Audit of Financial Statements Performed in Accordance With
*Government Auditing Standards***

The Board of Directors
Santa Clara Stadium Authority:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the Santa Clara Stadium Authority, a component unit of the City of Santa Clara, California (the Authority), which comprise the statement of net position as of March 31, 2017, and the related statements of revenue, expenses, and changes in net position and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated August __, 2017.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The

results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

[Auditors' signature]

San Francisco, California
August __, 2017

Debt Compliance Letter

Independent Auditors' Report

The Board of Directors
Santa Clara Stadium Authority:

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, the financial statements of the Santa Clara Stadium Authority, a component unit of the City of Santa Clara, California (the Authority), which comprise the statement of net position as of March 31, 2017, the related statements of revenue, expenses, and changes in net position and cash flows for the year then ended and the related notes to the financial statements, and have issued our report thereon dated August ___, 2017.

In connection with our audit, nothing came to our attention that caused us to believe that the Authority failed to comply with the terms, covenants, provisions, or conditions of Sections 5 to 6, inclusive, of the Credit Agreement dated June 19, 2013, by and among the Authority, Stadium Funding Trust, and Goldman Sachs Bank USA (as Administrative Agent), insofar as they relate to accounting matters. However, our audit was not directed primarily toward obtaining knowledge of such noncompliance. Accordingly, had we performed additional procedures, other matters may have come to our attention regarding the Authority's noncompliance with the above-referenced terms, covenants, provisions, or conditions of the Credit Agreement, insofar as they relate to accounting matters.

This report is intended solely for the information and use of the board of directors and management of Santa Clara Stadium Authority, Stadium Funding Trust, and Goldman Sachs Bank USA, and is not intended to be and should not be used by anyone other than these specified parties.

(signed) KPMG LLP

San Francisco, California
August ___, 2017

Presentation by KPMG



Santa Clara Stadium Authority

Audit results for Audit Committee March
31, 2017

August 28, 2017

This presentation to the Audit Committee is intended solely for the information and use of the Audit Committee and management and is not intended to be and should not be used by anyone other than these specified parties. This presentation is not intended for general use, circulation, or publication and should not be published, circulated, reproduced, or used for any purpose without our prior written permission in each specific instance.

Introduction

To the Audit Committee of the Santa Clara Stadium Authority

We are pleased to have the opportunity to meet with you on August 28, 2017 to discuss the results of our audit of the financial statements of the Santa Clara Stadium Authority (the Authority) as of and for the year March 31, 2017.

We are providing this report in advance of our meeting to enable you to consider our findings and hence enhance the quality of our discussions. We will be pleased to elaborate on the matters covered in this report when we meet.

Our audit is substantially complete.

We expect to be in a position to sign our audit opinion on the Authority's financial statements on August 30, 2017, provided that the outstanding matters noted on page 9 of this report are satisfactorily resolved.

We expect to issue an unmodified Auditors' Report.

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Significant findings

Findings at a glance

| Significant risks | Number of: | | |
|--|---------------------------|-------------------------|----------------------|
| | Uncorrected misstatements | Corrected misstatements | Control deficiencies |
| 1 Management override of controls | – | – | – |
| Other significant audit matters | | | |
| 2 Overall project structure | – | – | – |
| 3 Capitalized stadium costs | – | – | – |
| 4 Debt | – | – | – |
| 5 AR and unearned revenue | – | 1 | – |
| 6 Revenues and expenses | 1 | – | – |

“–” indicates no findings



Significant findings

1 Management override of controls

Significant risk of fraud (and/or error)

The risk

- Presumed fraud risk concerning management override of controls

Our response

Internal controls

- Tested control covering management review of journal entries (segregation of duties)

Substantive procedures

- Scanned the trial balance to ensure no abnormal or material untested accounts
- Inquired of management as to their knowledge of management override of controls
- Obtained an understanding of the relevant IT systems and considered areas susceptible to management override
- Tested post closing journal entries



Significant findings

2 Overall project structure

Significant risk of fraud (and/or error)

The risk

- N/A – no significant risk or fraud risk identified

Our response

Internal controls

- N/A – KPMG took a substantive approach and did not test controls

Substantive procedures

- Read relevant project documents, including development agreements, design-build contract, credit agreements, leases, marketing contracts, etc.
- Summarized significant provisions and assessed accounting and reporting implications
- As stadium development project was completed in prior years, the majority of these procedures were performed in prior years as well. We ensured there were no material updates to the project documents that would impact accounting
- No matters to report



Significant findings

3 Capitalized stadium costs

Significant risk of fraud (and/or error)

The risk

- N/A – no significant risk or fraud risk identified

Our response

Internal controls

- N/A – KPMG took a substantive approach and did not test controls

Substantive procedures

- Reconciled rollforward activity to prior year as the majority of construction was completed in prior years
- Tested new capitalized assets, if material
- Evaluated recorded costs for proper capitalization
- No matters to report



Significant findings

4 Debt

Significant risk of fraud (and/or error)

The risk

- N/A – no significant risk or fraud risk identified

Our response

Internal controls

- N/A – KPMG took a substantive approach and did not test controls

Substantive procedures

- Obtained and tested debt rollforward activity
- Confirmed loan terms and balances
- Recalculated interest and commitment fees
- Evaluated compliance with covenants
- No matters to report



Significant findings

5 AR and unearned Revenue

Significant risk of fraud (and/or error)

The risk

- N/A – no significant risk or fraud risk identified

Our response

Internal controls

- N/A – KPMG took a substantive approach and did not test controls

Substantive procedures

- Reconciled rollforward detail to GL
- Traced a sample of recorded accounts receivable and unearned revenue to SBL contracts and cash collected by marketing agent
- As part of the procedures above, a corrected audit misstatement was identified



Significant findings

6 Revenues and expenses

Significant risk of fraud (and/or error)

The risk

- N/A – no significant risk or fraud risk identified

Our response

Internal controls

- N/A – KPMG took a substantive approach and did not test controls

Substantive procedures

- Selected samples within various revenue and expense streams and vouched to underlying third-party support to assess whether recognition is consistent with the terms of related agreements (e.g. leases, SBL contracts, naming agreements)
- No matters to report



Audit misstatements - Corrected/Uncorrected

- Management informed us that the amortization period of the owner SBLs should have been 20 years instead of 40 years (used in the previous two years). As such, management corrected the remaining amortization period of the owner SBLs during FY'17 and accounted for the future amortization on a prospective basis. As the amortization period should have been 20 years at the onset of the owner SBLs, more deferred revenue should have been released to revenue in the past two years. This resulted in a corrected audit misstatement of approximately \$416K. Refer to slide 10 for the summary of corrected audit misstatements discussing this item in more detail.
- In connection with the adjustment noted on slide 10, the \$416K impact on prior year was not material enough to adjust beginning net position, therefore, this resulted in an uncorrected entry. This uncorrected entry is simply a documentational entry noted on the summary of audit misstatements to address the prior year P&L activity that is impacting the current year P&L. Refer to slide 11 for the summary of uncorrected audit misstatements discussing this items in further detail



Audit misstatements - Corrected

| \$(Thousands) | | | |
|---|-------|--------|--|
| Description of misstatement | Debit | Credit | Effect on financial reporting process |
| <p>Due to the change in amortization period of the owner SBLs from 40 years to 20 years, the prior two years of revenue recognized was understated. This entry serves to catch up the prior two years' worth of revenue and correct the deferred revenue balance as of 3/31/17, had the correct period been used at the onset.</p> <p style="text-align: right;">Deferred Revenue</p> <p style="text-align: right;">Revenue</p> | \$416 | \$416 | We have not identified any reportable control deficiency related to the financial reporting process. |



Audit misstatements - Uncorrected

| \$(Thousands) | |
|---|--|
| Description of misstatement | Quantitative Statements of Revenue, Expenses, and Changes in Net Position impact |
| | (Roll over Method) |
| Uncorrected entry as discussed at bullet 2 on slide 9 | \$(416) |
| Net Position | 31,942 |
| Percentage | 1% |



Pending Matters, Financial Statements and Other Reports

- Pending Matters:
 - Debt compliance certifications
 - Management representation letter
 - Audit documentation assembly
- The following reports will be issued:
 - Financial Statements – unmodified opinion
 - Debt compliance letter
 - ICOFR letter



Significant accounting practices

- The Authority’s significant accounting policies are described in Note 2 to the financial statements and are in accordance with generally accepted accounting principles and consistent with industry practices and standards



Significant deficiencies and material weaknesses in internal control – Fiscal year 2017

- There were no significant deficiencies or material weaknesses identified during the audit



Summary of fees

| | 2017 | 2016 |
|-------|-----------|-----------|
| Audit | \$ 80,000 | \$ 75,000 |










Independence

In our professional judgment, we are independent with respect to the Authority, as that term is defined by the professional standards.



Required communications and other matters

| Type | Response |
|--|--|
| Related parties |  Certain costs, primarily staff salaries and related costs, are charged to the Authority from the City of Santa Clara. Not considered a significant related party transaction. |
| Illegal acts or fraud |  No actual or suspected fraud involving management, employees with significant roles in internal control, or where fraud results in a material misstatement in the financial statements were identified during the audit. |
| Noncompliance with laws and regulations |  None noted. |
| Modifications to auditor's report |  None. |
| Subsequent events |  None noted. |
| External confirmations (if relevant) |  None noted. |

| Type | Response |
|--|--|
| Other information |  No material inconsistencies were identified related to other information in the annual report. |
| Significant difficulties encountered during the audit |  No matters to report. |
| Disagreements with management or scope limitations |  No matters to report. |
| Management's consultation with other accountants |  No matters to report. |
| Significant issues discussed, or subject to correspondence with, management |  No matters to report. |
| Difficult or contentious matters for which the auditors consulted |  No matters to report. |
| Material Written Communications between KPMG and Management |  Engagement letter & Management representation letter |



Appendix

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Newly effective standards

| Standards | Expected Impact | | | | Effective for years ending March 31 | | |
|---------------------------------------|-----------------|----------|-----|------|-------------------------------------|------|-----------------|
| | High | Moderate | Low | None | 2020 | 2021 | KPMG's guidance |
| GASB Statement No. 87 - <i>Leases</i> | ● | | | | | ✓ | |



Responsibilities

Management is responsible for:

- Preparation and fair presentation of the financial statements, including disclosures, in conformity with generally accepted accounting principles (GAAP).
- For the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
- Ensuring that the Company operations are conducted in accordance with the provisions of laws and regulations, including compliance with the provisions of laws and regulations that determine the reported amounts and disclosures in the Company's financial statements, and for informing the auditor of any known material violations of such laws and regulations.
- To provide access to all information of which management is aware that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, and other matters, additional information that we may request from management for the purpose of the audit, and unrestricted access to persons within the entity from whom we determine it necessary to obtain audit evidence.
- Adjusting the financial statements to correct material misstatements and affirming that the effects of any uncorrected misstatements aggregated by the auditor are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.
- Providing the auditor with a letter confirming certain representations made during the audit that includes, but is not limited to, management's:
 - Disclosure of all significant deficiencies, including material weaknesses, in the design or operation of internal controls that could adversely affect the Company's financial reporting.
 - Acknowledgement of their responsibility for the design and implementation of programs and controls to prevent, deter, and detect fraud.



Responsibilities (continued)

The Audit Committee is responsible for:

- Oversight of the financial reporting process and oversight of ICOFR.
- Oversight of the establishment and maintenance by management of programs and controls designed to prevent, deter, and detect fraud.

Management and the Audit Committee are responsible for:

- Setting the proper tone and creating and maintaining a culture of honesty and high ethical standards.

The audit of the financial statements does not relieve management or the Audit Committee of their responsibilities.



Responsibilities (continued)

KPMG is responsible for:

- Planning and performing our audit, with an attitude of professional skepticism, to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether caused by fraud or error. Accordingly, there is some risk that a material misstatement of the financial statements will remain undetected. Although not absolute assurance, reasonable assurance is a high level of assurance. Our audit is not designed to detect error or fraud that is immaterial to the financial statements.
- Conducting the audit in accordance with professional standards and complying with the rules and regulations of the Code of Professional Conduct of the American Institute of Certified Public Accountants and the ethical standards of relevant CPA societies, and relevant state boards of accountancy.
- Forming and expressing an opinion about whether the financial statements that have been prepared by management with the oversight of the Audit Committee are presented fairly, in all material respects, in conformity with GAAP.
- An audit of the financial statements includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control over financial reporting.
- Communicating to the Audit Committee all required information, including significant matters, that are in our professional judgment, relevant to the responsibilities of those charged with governance in overseeing the financial reporting process.
- Communicating to management and the Audit Committee in writing all significant deficiencies and material weaknesses in internal control identified during the audit and reporting to management in writing all deficiencies noted during our audit that, in our professional judgment, are of sufficient importance to merit management's attention. The objective of our audit of the financial statements is not to report on the Company's internal control and we are not obligated to search for material weaknesses or significant deficiencies as part of our audit of the financial statements.
- Communicating to the Audit Committee circumstances that affect the form and content of the auditors' report, if any.





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