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Bank of America
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Proposed Stadium Finance Plan

SCSA

SANTA CLARA STADIUM AUTHORITY



Goldman, Sachs & Co.
06-Dec-2011

POST MEETING MATERIAL



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The San Francisco 49ers are requesting that the Santa Clara Stadium Authority approve and enter into a loan commitment from three lenders to fund construction.

- The San Francisco 49ers (the "Team") and its stadium development affiliate ("StadCo") are requesting the Santa Clara Stadium Authority (the "Authority") join in the commitment letter for an \$850 million construction loan
 - This commitment completes the construction funding plan and (together with the NFL Financing) is sufficient to provide all funds for projected construction costs
 - Goldman Sachs, Bank of America/Merrill Lynch, and US Bank are providing the loan commitments (the "Lenders")
- The construction loan carries a September 2015 maturity date
 - Work on the takeout financing will begin in 2013

Sources & Uses (\$ Mn)	
March 2012	
Initial Loan	\$850
NFL Financing	150
Stadium Construction Revenues ¹	20
Total	\$1,020
Uses	
Net Construction Fund ²	\$1,020
Total	\$1,020

Note: The availability of the funds will be subject to a number of conditions which are set forth in detail in the Lenders' commitment letter.

¹ As discussed on slide 3, Stadium Construction Revenues received during the construction period are projected to be in excess of \$400mm, including payments on suites, Stadium Builders Licenses ("SBLs"), sponsorships, and NFL financing above the \$150mm minimum. These funds will be deposited into the construction fund which will reduce the amount drawn on the construction loan, leaving ample undrawn capacity (~\$350mm) on the construction loan to cover financing costs (see below).

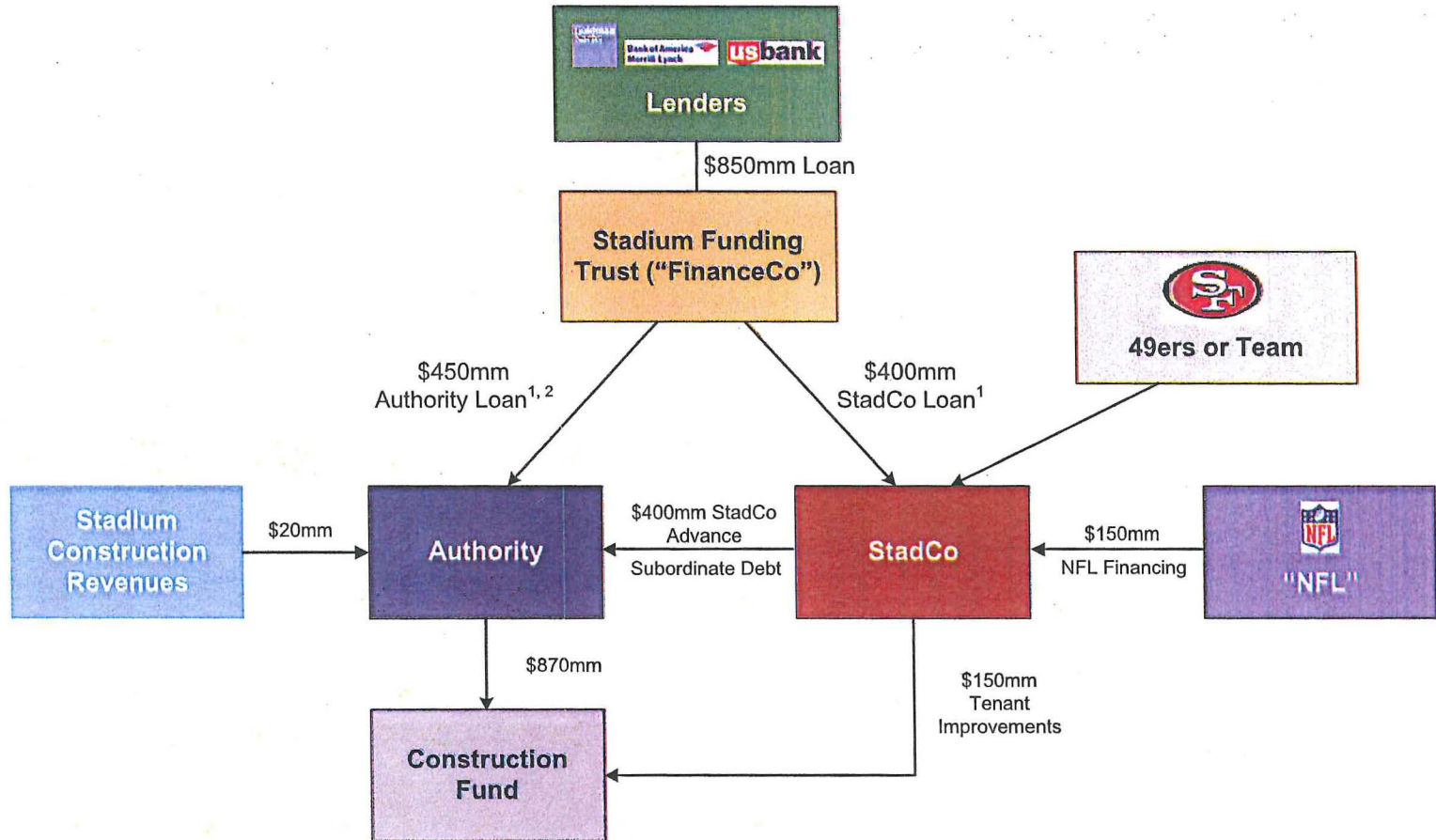
² The Net Construction Fund excludes estimated financing costs such as capitalized interest, costs of issuance, etc., which will be determined at closing. These costs are estimated to be in the range of \$75mm and will be funded by the construction loan.



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Stadium Funding Trust has been created to provide for a stronger credit.



¹ Preliminary, subject to change. Final allocations will be set at closing.

² Credit-enhanced by StadCo Purchase Commitment (i.e. StadCo obligation to purchase Authority loan if not repaid at maturity).

Note: Certain predevelopment costs may be reimbursed to the extent construction funds are available.



All stadium revenues received during construction will be used to reduce/prepay the loan, resulting in a smaller refinancing at maturity.

- All stadium revenues received during construction will be used to fund construction costs (which will reduce the loan amount available under the facility) or to prepay the loan, including payments on
 - Luxury suite sales
 - Stadium Builders License sales
 - Naming Rights and Other Sponsorships
 - NFL Financing above \$150mm minimum
- Long-term financing will be executed prior to the loan's maturity to repay the balance
- Market conditions and other factors will determine the exact timing and structure of the takeout

Original Loan Sizing (\$ Mn)	
Total Project Costs	\$1,020
Funded by NFL Financing	(150)
Funded from Stadium Construction Revenues ¹	(20)
Balance Funded by Construction Loan	\$850

Required Refinancing by 2015	
Construction Loan Draws <i>\$450 to Authority; \$400 to StadCo</i>	\$850
Reduced or Replaced by Additional Stadium Construction Revenues <i>Naming Rights, SBLs, Suites, etc.</i>	(425)
Add: Estimated Financing Costs <i>Capitalized interest, costs of issuance, etc. determined at closing</i>	75
Remaining Balance on Construction Loan <i>Amount to be refinanced with long-term debt prior to 9/1/2015</i>	\$500

¹ Expected to include StadCo revenues such as suite prepayments and Authority revenues such as SBLs and naming rights as well as other prepayments/upfront monies received during the construction period.

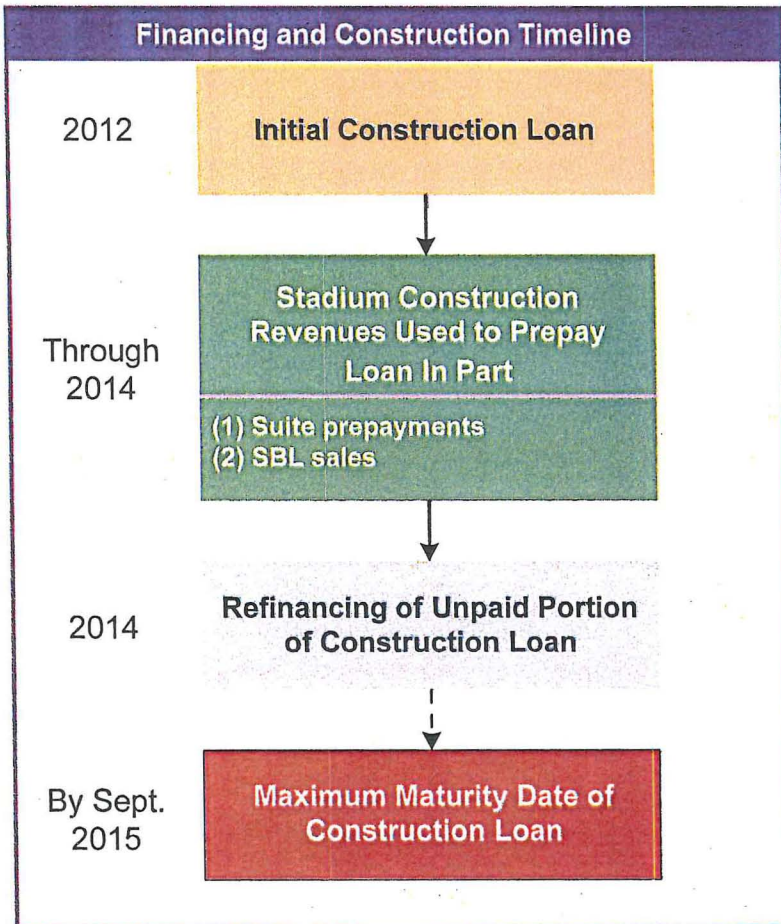
Note: All amounts are preliminary, subject to change. Final allocations will be set at closing.



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As the construction loan is reduced over time, the Authority and StadCo will monitor the refinancing markets with a dual track approach.



Potential Refinancing Markets
<p>Option 1: Bank Market Takeout</p> <ul style="list-style-type: none"> ■ Pre-payable at anytime ■ Attractive cost of funding ■ Target commercial lenders active in the NFL space
<p>Option 2: Bond Market Takeout</p> <ul style="list-style-type: none"> ■ Long-term financing matched to long-dated asset ■ Long-term rates at historic lows ■ Target insurance companies and bond funds
<p><i>The ultimate takeout financing will likely be a combination of both bond and bank options.</i></p>



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The FinanceCo structure combines both Authority and StadCo revenues to create a stronger credit profile similar to other recent stadium transactions in the market.

The flow of funds enhances the credit strength by using facility revenues to pay O&M and debt service first.¹



¹ Represents the flow of funds once the Stadium is operational, which will remain in effect until retirement of all Authority and StadCo debt.