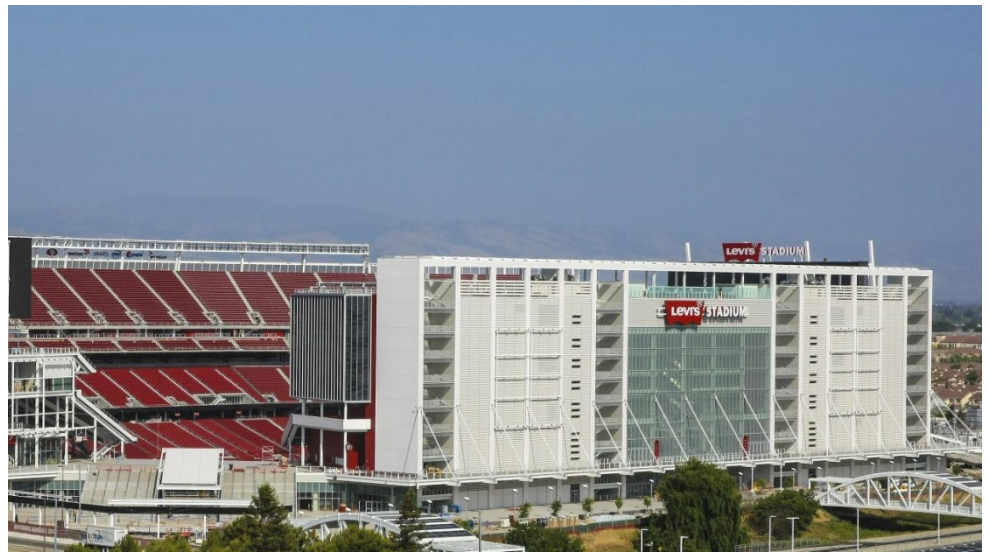


Santa Clara Stadium Authority

ADOPTED FISCAL YEAR 2022/23 OPERATING, DEBT SERVICE AND CAPITAL BUDGET



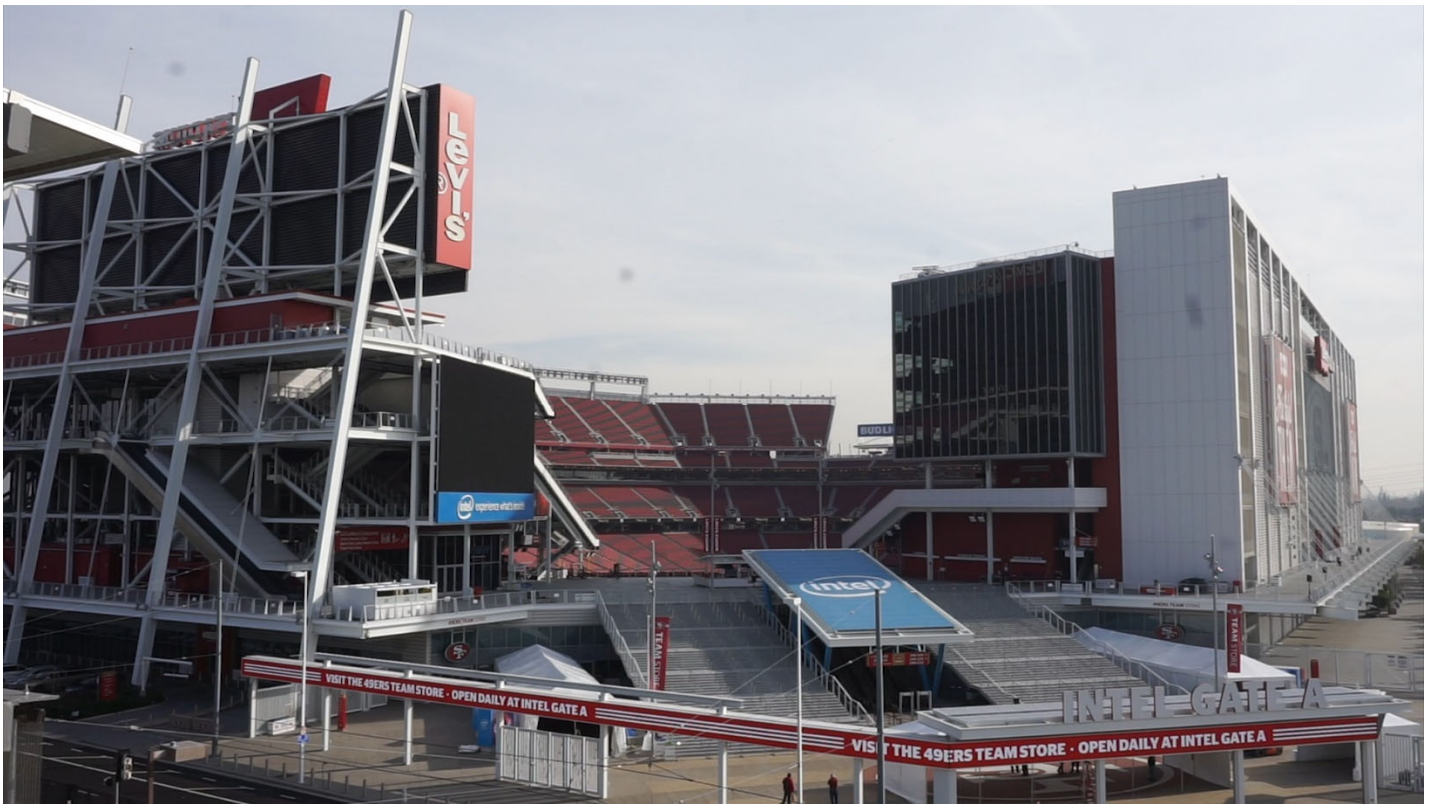
On June 8, 2010 the residents of Santa Clara voted to adopt Measure J, the Santa Clara Stadium Taxpayer Protection and Economic Progress Act, resulting in the approval to construct a new stadium to be leased by the San Francisco 49ers. Measure J called for the creation of the Santa Clara Stadium Authority (Stadium Authority) 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.

This budget and additional financial information on the Stadium Authority can be found at: "[santaclaraca.gov/our-city/santa-clara-stadium-authority](https://www.santaclaraca.gov/our-city/santa-clara-stadium-authority)".

1500 Warburton Avenue
Santa Clara, CA 95050
Phone: (408) 615-2210
Website:

<https://www.santaclaraca.gov/our-city/santa-clara-stadium-authority>

Email: communications@santaclaraca.gov



Levi's® Stadium

Santa Clara Stadium Authority

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GENERAL INFORMATION

Introduction

This Santa Clara Stadium Authority (“Stadium Authority”) Budget Report provides information covering the Adopted Fiscal Year 2022/23 Operating, Debt Service, and Capital Budget as well as comparative data from prior fiscal years. Estimated revenue and expense information (three quarters of actuals and one projected quarter) included in this report for the FY 2021/22 is unaudited and, therefore, subject to change as a result of the annual audit conducted by an external and independent auditing firm.

This budget provides the necessary funding to administer the duties of the Stadium Authority, including:

- Support for operating the Stadium for Non-NFL events through a management company;
- Advancement of the FY 2022/23 Work Plan;
- Payment of debt service obligations; and,
- Maintenance of a five-year capital plan.

The Stadium Authority Board (“Board”) provides overall governance and oversight of this operational structure, with the use of Stadium Authority staff to support the Board’s efforts. Amongst other due diligence requirements to support these duties, the Board is also responsible for: setting policy; debt and fiscal management; ensuring implementation required to uphold core duties related to operations and capital projects; and oversight as necessary.

In addition to this report, the Stadium Authority 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 Stadium Authority’s Audit Committee and Board. Once presented to the Board, the financial statements are published on the Stadium Authority’s web page. The FY 2021/22 audited financial statements will be presented to the Board by the end of September 2022.

The Stadium Authority 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 to the Forty Niners Stadium Management Company LLC (ManagementCo or Stadium Manager) or the Stadium Authority 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 reimbursement.

Methodology

Information provided in this report was based in part on documentation submitted by ManagementCo on February 18, 2022. The Capital Budget included proposals by both the Stadium Authority and Stadium Manager. Per Section 4.6 of the Management Agreement, ManagementCo is required to submit a budget 45 days prior to the start of the fiscal year.

This budget is presented in the context of ongoing litigation with ManagementCo. During FY 2019/20, the Stadium Authority issued to ManagementCo several Notices of Breaches and Default of the Management Agreement that ultimately resulted in issuing a Notice of Termination of the Management Agreement. At the March 27, 2019 Stadium Authority Board meeting, arising from ManagementCo's inappropriate use of public funds relative to procurement practices, the Board directed staff to only release public funds to ManagementCo if all supporting documents have been submitted and adhere to legal agreements and State and local laws. Outside of that conditioning of payment, the Stadium Authority continues to pay for expenses that are appropriate: utilities, insurance and costs associated with Stadium Builder License (SBL) sales and services. In recognition of the fact that until these matters are resolved, the Stadium Authority budget must include repayment of debt, funding of some type for an operating budget, and capital investment in the stadium asset.

Adopted Budget in Brief

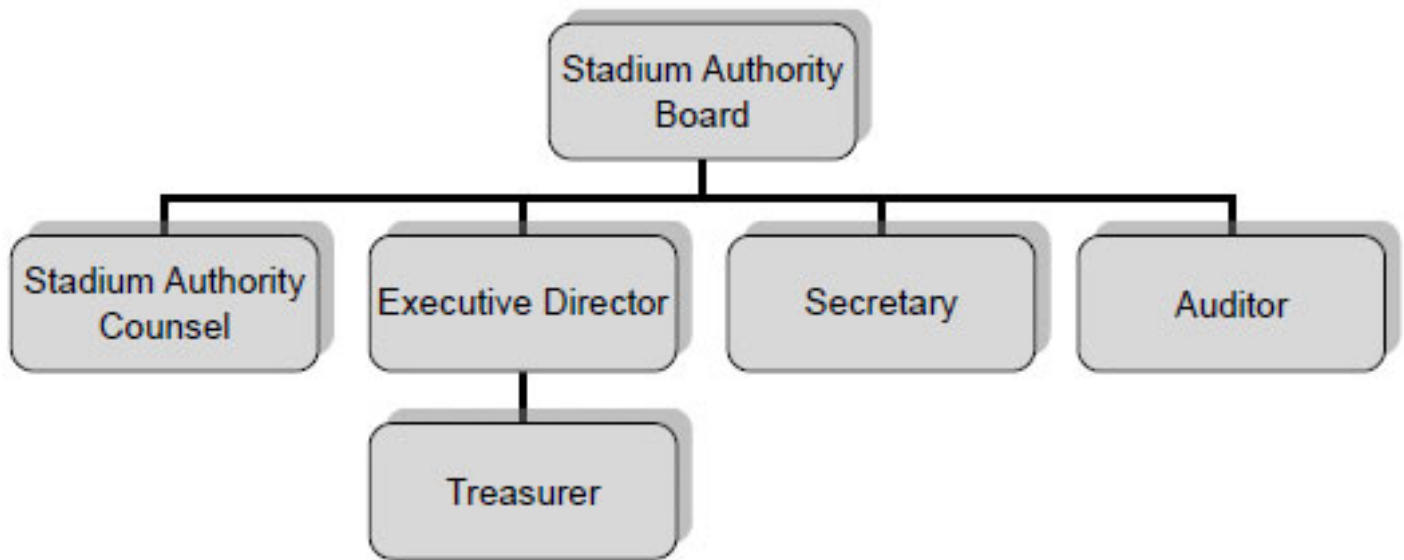
The Adopted Budget is presented on an accrual basis which provides increased transparency for projected revenues and expenses, with added detail about financial transfers.

The total Stadium Authority Operating Budget for FY 2022/23 is \$68.8 million and represents an increase of \$3.8 million, or 5.9%, compared to the prior fiscal year. To note, this figure does not include the gross revenues or expenditures that are generated from Non-NFL events.

A summary of key assumptions for the Adopted Budget include:

- General and Administrative expenditures in the amount of \$4.2 million.
- Legal Contingency of \$10.5 million for Shared Stadium Manager Expenses (\$9.0 million), Stadium Management Fee (\$253 thousand), and NFL-SBL Buffet costs (\$1.3 million).
- Net Non-NFL events income of \$250 thousand for FY 2022/23.
- Adopted Capital Expenditures totaling \$21.7 million including general building, security, furnishings and equipment, and public safety investments.
- Total estimated Debt Service expenses of \$43.0 million including debt related to the CFD (\$2.0 million), Subordinate Loan (\$15.5 million) and Term A Loan (\$25.5 million).
- No payment to the ManagementCo Revolving Loan.

ORGANIZATIONAL CHART



The 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 of the Stadium Authority with the City Manager serving as the Executive Director.

NFL EVENT HIGHLIGHTS - YEAR IN REVIEW

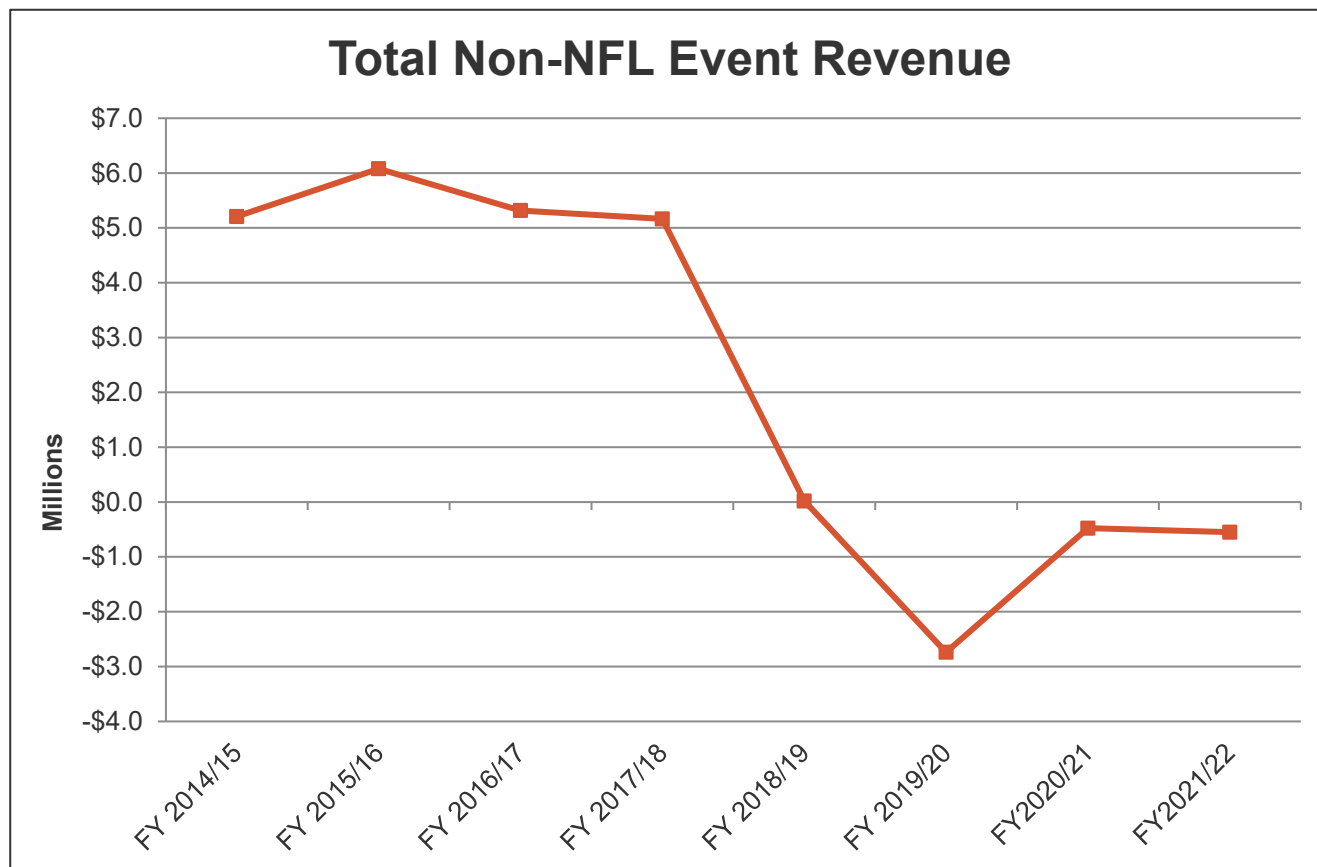
The San Francisco 49ers played ten (10) regular season National Football League (“NFL”) games in FY 2021/22. Ticket sales resulted in about \$9.8 million of NFL ticket surcharge revenue to Stadium Authority (based on the 10% NFL ticket surcharge on each ticket sold) and about \$236 thousand of Senior and Youth Program Fees (based on \$0.35 per NFL game ticket, with a maximum of \$250 thousand) that are collected and forwarded to the City).

Operators who wish to operate a parking lot for sports or entertainment venues are required to secure approvals through the City’s permitting process. If approved, per the City’s Municipal Fee Schedule, these operators remit an offsite parking fee for each car that is parked for sports or entertainment events. This fee was designed to recover the public safety costs associated with these permitted offsite parking lots. Therefore, when invoicing for NFL or Non-NFL public safety costs for a particular event held at Levi’s® Stadium, the offsite parking fee that is collected for such event partly offsets the total public safety costs owed for that event. In the City’s 2020/21 fiscal year (July 1, 2020 through June 30, 2021) the offsite parking fee was \$5.91, and the fee amount did not increase in the City’s 2021/22 fiscal year due to the pandemic. There were no offsite parking fees collected in FY 2020/21, and offsite parking fees are projected at about \$440 thousand in FY 2021/22.



Non-NFL Event Highlights - Year in Review

There were no Non-NFL events held at the Stadium in both FY 2020/21 and FY 2021/22 due to the cancellation or postponement of events as a result of the COVID-19 pandemic. For reference, the chart below shows the net Non-NFL revenue generated by the Stadium Authority in past years:



STADIUM AUTHORITY OPERATING BUDGET

The FY 2022/23 Stadium Authority Budget covers the Stadium Authority's twelve-month fiscal year which runs April 1, 2022 through March 31, 2023.

Key highlights for the Stadium Authority's FY 2022/23 Operating Budget are as follows:

Revenues

- FY 2022/23 total projected revenues of \$68.8 million include \$24.8 million in facility rent, \$24.4 million in SBL revenue, \$10.8 million in NFL ticket surcharge, \$7.4 million in naming rights revenue, and \$1.4 million in other revenues.

Expenses

- The Operating Budget of \$68.5 million includes funding for operating expenses of \$23.7 million, including monies sufficient to reimburse the City for its staff support and payments for ground rent, and Senior/Youth fees as well as funding for SBL sales and service, insurance, legal contingency, and other expenses. It also includes transfers out of \$44.8 million.

Fund	Transfers Out	Transfers In
Operating	\$ 44,785,580	-
Debt Service	-	\$ 40,984,580
CIP	-	3,801,000
Total	\$ 44,785,580	\$ 44,785,580

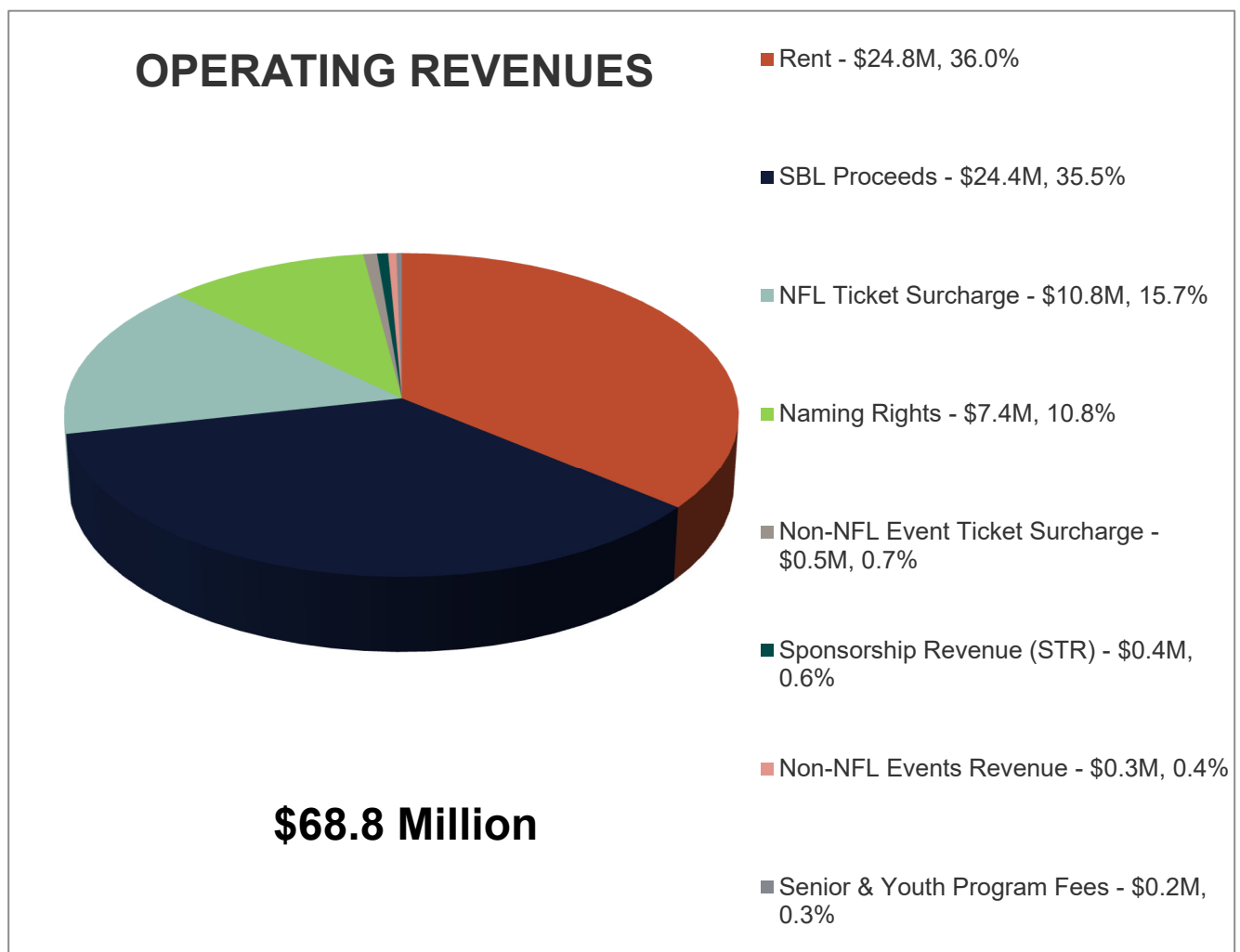
As shown in the table above, \$41.0 million will be transferred from the Operating Fund to the Debt Service Fund for principal and interest debt service payments. The remaining \$3.8 million will be transferred from the Operating Fund to the Capital Fund for Stadium capital improvements.

- Shared Stadium Expenses total \$3.2 million for insurance. This budget assumes that the continuation of conditioning of payments that was instructed in FY 2019/20 will be in effect until ManagementCo presents the required supporting documentation for the expenses. The remainder of funding requested by ManagementCo will be allocated in a Legal Contingency until that documentation is provided or resolution to the litigation is completed.
- Stadium Authority General & Administrative costs total \$4.2 million, a decrease of \$910 thousand when compared to the prior year budget of \$5.1 million. This decrease is mainly due to decrease in Stadium Authority Legal Services, and these costs are described in detail on Page 14 of this report.

STADIUM AUTHORITY OPERATING BUDGET (CONT.)

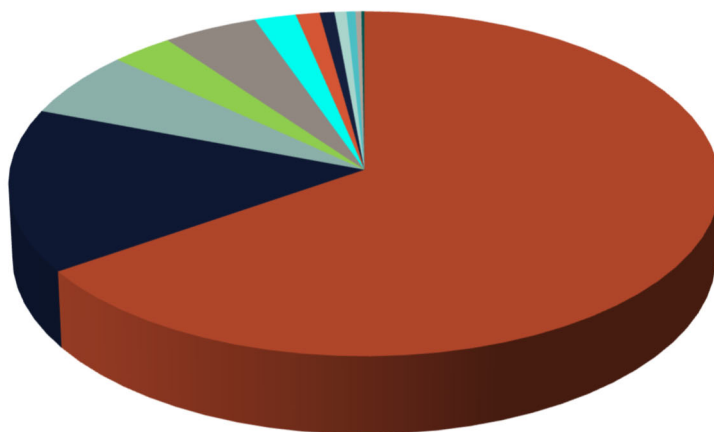
Reserves

- The Operating Reserve is projected to have a balance of \$12.3 million at the end of FY 2022/23 and the Discretionary Fund is projected to have a balance of \$2.4 million. In addition, the Operations and Maintenance Reserve totals \$3.9 million and the Stadium Funding Trust Reserve totals \$5.7 million.
- The Contingency Reserve totals \$11.4 million and accounts for disputed shared expenses and Non-NFL events loss. For the disputed expenses, cash proceeds are transferred to the Stadium Authority and these funds are placed in reserve pending dispute resolution.



STADIUM AUTHORITY OPERATING BUDGET (CONT.)

OPERATING EXPENSES



\$68.5 Million

- Transfers Out - \$44.8M, 65.4%
- Legal Contingency - \$10.5M, 15.3%
- Stadium Authority General & Administrative - \$4.2M, 6.1%
- SBL Sales and Service - \$2.1M, 3.1%
- Shared Stadium Manager Expenses - \$3.2M, 4.7%
- Utilities - \$1.4M, 2.0%
- Other Expenses - \$0.8M, 1.0%
- Ground Rent (paid to City) - \$0.5M, 0.7%
- Contribution to Operating Reserve - \$0.4M, 0.6%
- Discretionary Fund Expense - \$0.3M, 0.4%
- Senior & Youth Program Fees (paid to City) - \$0.2M, 0.3%
- Naming Rights - \$0.1M, 0.2%

STADIUM AUTHORITY OPERATING BUDGET (CONT.)

Santa Clara Stadium Authority Operating Budget Summary

	2020/21 Final Budget	2020/21 Year-end Actuals	2021/22 Adopted Budget	2021/22 Projected Actuals	2022/23 Adopted Budget
Beginning Fund Balance					
Operating Reserve	\$ -	\$ 11,255,088	\$ 9,693,657	\$ 11,602,870	\$ 11,960,870
Discretionary Fund Reserve	-	2,327,850	2,327,850	2,327,850	2,327,850
Operations and Maintenance Reserve	-	995,380	-	4,770,763	5,076,581
Contingency Reserve	-	6,300,653	13,089,463	6,524,484	11,366,540
Stadium Funding Trust Reserve	-	3,263,000	3,263,000	5,579,272	4,583,726
Excess Revenue Distribution Reserve	-	23,226,551	-	-	-
Total Beginning Fund Balance	\$ -	\$ 47,368,522	\$ 28,373,970	\$ 30,805,239	\$ 35,315,567
Revenues					
NFL Ticket Surcharge	\$ -	\$ -	\$ 8,665,000	\$ 9,809,000	\$ 10,822,000
SBL Proceeds	24,934,279	24,934,279	23,682,000	26,022,000	24,398,000
Interest	896,000	31,645	56,000	9,000	15,000
Non-NFL Events Revenue ⁽¹⁾	-	-	-	-	-
Net Revenues from Non-NFL Events ⁽⁵⁾	-	-	-	-	250,000
Naming Rights	6,957,000	6,956,668	7,165,000	7,165,000	7,380,000
Sponsorship Revenue (STR)	392,000	325,000	325,000	325,000	405,000
Rent	17,333,400	17,333,400	24,762,000	24,762,000	24,762,000
Senior & Youth Program Fees	-	-	232,000	236,000	237,000
Non-NFL Events Ticket Surcharge	-	-	150,000	-	574,000
BAHC Reimbursement for CFP Expenses	727	727	-	-	-
Other Revenue	-	26,430	-	-	-
Contribution from Fund Balance	-	-	-	-	-
Total Revenues	\$ 50,513,406	\$ 49,608,149	\$ 65,037,000	\$ 68,328,000	\$ 68,843,000
Expenses					
Shared Stadium Manager Expenses					
Stadium Operations	\$ -	\$ (851,589)	\$ 1,586,000	\$ 1,463,490	\$ -
Engineering	-	408,194	1,543,000	1,490,000	-
Guest Services	-	(221,124)	243,000	254,000	-
Groundskeeping	-	(121,267)	94,000	92,000	-
Security	-	102,175	379,000	313,000	-
Procurement	-	-	311,000	259,510	-
Insurance	3,045,000	3,098,982	3,136,000	3,136,000	3,230,000
Stadium Management Fee	-	-	-	-	-
Shared Stadium Manager Expenses Subtotal	\$ 3,045,000	\$ 2,415,371	\$ 7,292,000	\$ 7,008,000	\$ 3,230,000
Other Operating Expenses					
SBL Sales and Service ⁽²⁾	\$ 1,967,000	\$ 913,471	\$ 3,448,000	\$ 1,697,919	\$ 2,089,000
Senior & Youth Program Fees (paid to City) ⁽²⁾	-	-	232,000	236,000	237,000
Non-NFL Events Expense ⁽¹⁾	600,000	476,960	-	-	-
Net Loss from Non-NFL Events ⁽⁶⁾	-	-	600,000	550,000	-
Ground Rent (paid to City) ⁽³⁾	390,000	390,000	425,000	425,000	460,000
Performance Rent (paid to City) ⁽³⁾	-	-	-	-	-
Discretionary Fund Expense ⁽⁴⁾	-	-	250,000	-	250,000
Utilities ⁽²⁾	1,264,000	695,999	1,586,000	1,310,000	1,444,000
Use of StadCo Tenant Improvements ⁽²⁾	-	-	26,000	3,000	48,000
Stadium Authority General & Administrative ⁽⁴⁾	3,581,000	2,792,128	2,590,000	1,938,629	2,905,000
Stadium Authority Legal Services ⁽⁴⁾	-	-	2,525,000	1,140,068	1,300,000
Naming Rights Commission	30,000	29,782	88,000	88,000	91,000
Legal Contingency ⁽⁷⁾	-	-	3,967,000	4,842,056	10,542,420
Other Expenses	913,000	(73,476)	388,000	195,000	723,000
College Football Playoff Expense	727	727	-	-	-
Contribution to Operating Reserve ⁽³⁾	348,000	347,782	358,000	358,000	369,000
Other Operating Expenses Subtotal	\$ 9,093,727	\$ 5,573,373	\$ 16,483,000	\$ 12,783,672	\$ 20,458,420
Total Expenses	\$ 12,138,727	\$ 7,988,744	\$ 23,775,000	\$ 19,791,672	\$ 23,688,420

STADIUM AUTHORITY OPERATING BUDGET (CONT.)

Santa Clara Stadium Authority Operating Budget Summary (Cont.)

	2020/21 Final Budget	2020/21 Year-end Actuals	2021/22 Adopted Budget	2021/22 Projected Actuals	2022/23 Adopted Budget
Transfers Out					
Debt Service ⁽³⁾	\$ 34,792,679	\$ 46,134,278	\$ 37,214,000	\$ 41,566,000	\$ 40,984,580
Management Revolving Loan ⁽⁷⁾	-	8,468,342	-	-	-
Capital Expenditures	3,582,000	3,547,378	3,690,000	2,460,000	3,801,000
Total Transfers Out	\$ 38,374,679	\$ 58,149,998	\$ 40,904,000	\$ 44,026,000	\$ 44,785,580
Ending Fund Balance					
Operating Reserve	\$ -	\$ 11,602,870	\$ 10,051,657	\$ 11,960,870	\$ 12,329,870
Discretionary Fund	-	2,327,850	2,152,850	2,327,850	2,364,850
Operations and Maintenance Reserve	-	4,770,763	175,000	5,076,581	3,915,307
Contingency Reserve ⁽⁸⁾	-	6,524,484	13,089,463	11,366,540	11,366,540
Stadium Funding Trust Reserve	-	5,579,272	3,263,000	4,583,726	5,708,000
Excess Revenue Distribution Reserve	-	-	-	-	-
Total Ending Fund Balance	\$ -	\$ 30,805,239	\$ 28,731,970	\$ 35,315,567	\$ 35,684,567

⁽¹⁾ FY2020/21 Non-NFL Events loss was paid in FY2021/22 after review of supporting documentation.

⁽²⁾ Recommended by ManagementCo

⁽³⁾ Amounts are based on payment schedule or calculated as instructed per relevant agreements

⁽⁴⁾ Recommended by Stadium Authority staff

⁽⁵⁾ Net Revenues from Non-NFL Events are provided by ManCo on a cash basis, and table above reflects accrual basis; ManCo anticipating Non-NFL Events net profit to range from \$250,000 to \$1,750,000.

⁽⁶⁾ Net Loss from Non-NFL Events is provided by ManCo on a cash basis, and table above reflects accrual basis. The Stadium Authority paid FY2020/21 Non-NFL Events expenses and continued to withhold FY2021/22 Non-NFL Events loss pending review of supporting documentations.

⁽⁷⁾ Shared Stadium Manager Expenses that ManCo draw from the Excess Revenues for the Management Revolving Loan. ManCo drew \$6,300,653 for FY2019/20 Shared Expenses and \$2,167,689 for FY2020/21 Shared Stadium Manager Expenses in FY2020/21.

⁽⁸⁾ Reserve for disputed Shared Expenses, Non-NFL Events Losses and NFL-SBL Buffet costs for FY2020/21 (\$6,524,484), and FY2021/22 (\$4,842,056)

STADIUM AUTHORITY OPERATING BUDGET (CONT.)

Stadium Authority Board Duties and Adopted General and Administrative Budget

The Board is a public entity responsible for governing the matters concerning Levi's® Stadium. As such, the Board is responsible for setting policy direction, ensuring implementation of its policy direction and other due diligence requirements through Stadium Authority staff, and auditing/oversight of its policy implementation, as reasonable and necessary.

To accomplish Board direction, the administrative budget totals \$4.2 million, or 6.1%, of the Fiscal Year 2022/23 Adopted Stadium Authority Operating Expense Budget of \$68.5 million. With this budget, staff will support the Board with its oversight of Levi's® Stadium per the various agreements with ManagementCo and Forty-Niners SC Stadium Company LLC (StadCo or Tenant) of the stadium, such as:

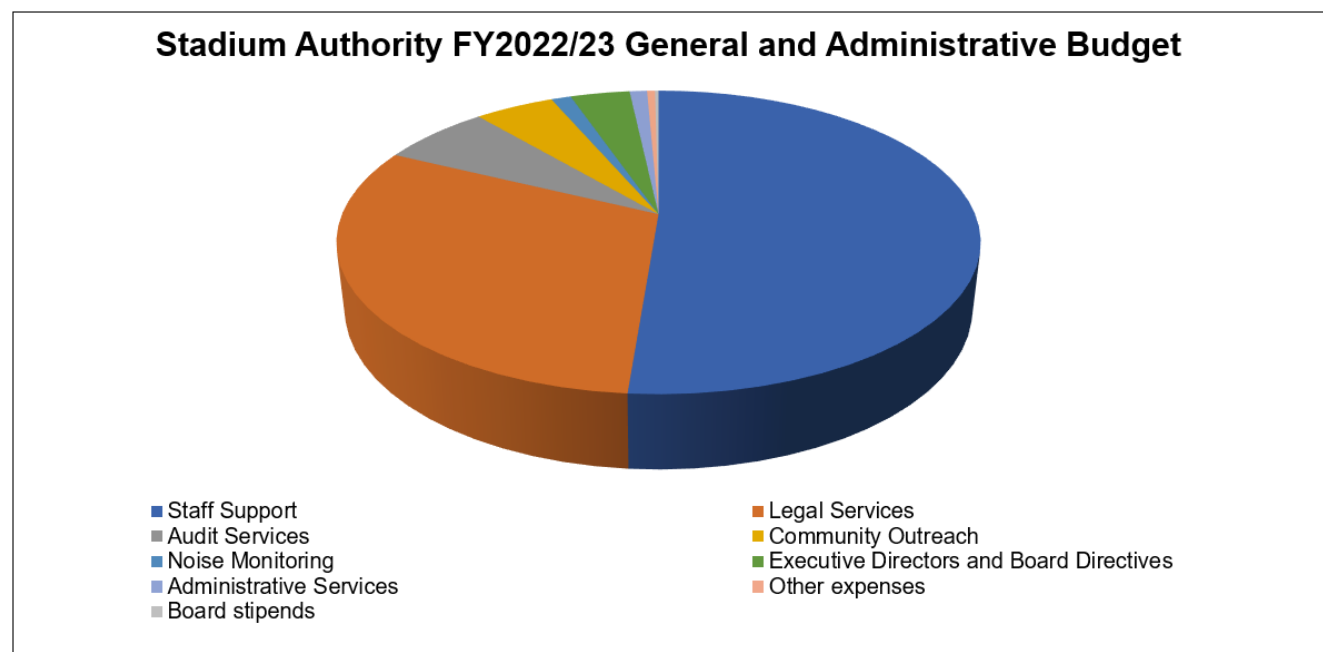
1. Uphold fiduciary responsibilities and debt obligations;
2. Maintain a productive and functional business relationship with the Tenant;
3. Develop Board policies as required for proper governance and transparency efforts concerning the Stadium Authority oversight efforts;
4. Continue the current community engagement process to address and mitigate the public opinion research of the community impacts of Levi's® Stadium, with a focus on neighborhood response and public service deployment improvements;
5. Continue the current noise monitoring program;
6. Implement public safety expert's recommendations during events held at Levi's® Stadium;
7. Develop and implement oversight initiatives consistent with public entity organizations.

Stadium Authority staff are responsible for the programmatic oversight and audit of Stadium activities. As part of this budget, the oversight of stadium activities is allocated primarily to the Executive Director, Stadium Authority Counsel, Auditor, Treasurer and various supporting professional staff.

As such, the Stadium Authority G&A expense budget of \$4.2 million provides the financial means in which to fulfill the Board policy direction and strategic initiatives. A breakdown of the Stadium Authority's portion of the overall operating expense budget of \$68.5 million is shown on the following page.

STADIUM AUTHORITY OPERATING BUDGET (CONT.)

Stadium Authority FY2022/23 General and Administrative Adopted Budget		
Expense Type	Budget	Comments
Staff support	\$ 2,156,000	To support the Stadium Authority with its oversight duties of stadium activities
Legal Services	1,300,000	As needed for outside legal services
Audit Services	276,000	Financial and performance audits performed by external auditors
Consultants		
- Community Outreach/Communicatio	200,000	Community engagement efforts and/or Board initiatives consistent with the work plan
- Noise Monitoring	50,000	Continued noise monitoring of Levi's Stadium
Executive Director & Board Directives	150,000	Funding for unanticipated Board directives, Executive Director assignments, etc
Administrative Services	44,000	Laserfiche repository and contractor compliance monitoring services
Other Expenses	20,000	Routine office expenses
Board Stipends	9,000	Stadium Authority meetings
Total	\$ 4,205,000	



STADIUM AUTHORITY OPERATING BUDGET GLOSSARY

Accrual Basis Accounting: The method of recording revenues and expenses when they are incurred, regardless of when cash is exchanged.

Contribution to Operating Reserve: The contributions to the operating reserve are funded by means of excess revenues (see Excess Revenue below). (*Source: The Amended and Restated Stadium Lease Agreement*)

Discretionary Fund Expense: This is funded by half of the Non-NFL ticket surcharge (see Non-NFL Event Ticket Surcharge on Page 18) and has been used to cover NFL public safety costs above the public safety cost threshold in the first three fiscal years of operation and other items at the Stadium Authority's discretion.

Projected Beginning Balance	50% of 2022/23 Non-NFL Event Ticket Surcharge	2022/23 Discretionary Fund Expense	Projected Ending Balance
\$ 2,327,850	\$ 287,000	\$ 250,000	\$ 2,364,850

Excess Revenue: If Stadium Authority revenue exceeds expenses for any lease year, such excess revenues shall be distributed as described in the table below. This table reflects how the excess revenues were distributed in the 2019/20 fiscal year. (*Source: The Amended and Restated Stadium Lease Agreement*)

2019/20 Use of Excess Revenues				
#	Description	Amount Funded	Balance	Notes
	Excess Revenues at Year-end		\$ 21,604,182	
1	Payment of ManCo Revolving Loan	\$ (8,468,342)	13,135,840	Per ManCo; under dispute
2	Funding Operating Reserve up to \$2 Million +3% annually	-	13,135,840	Funding requirement met
3	Funding CapEx Reserve an Additional \$1 Million +3% annually	(1,159,274)	11,976,566	Funding annual CapEx Reserve
4	Funding Operating Reserve up to \$10 Million +3% annually	(337,653)	11,638,913	Funding annual 3% requirement
5	Prepayment of StadCo Subordinated Loan	(11,638,913)	-	Prepayment requirement met
6	Funding Operating Reserve up to \$20 Million +3% annually	-	-	N/A
7	Funding Renovation/Demolition Reserve up to \$70 Million	-	-	N/A
8	Available for Additional Disbursements as described in the Stadium Lease	-	-	N/A

STADIUM AUTHORITY OPERATING BUDGET GLOSSARY (CONT.)

Ground Rent: The City has agreed to lease the land under Levi's® Stadium to Stadium Authority 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)	Fiscal Year(s)	Annual Fixed Ground Rent
1	2014-15	\$ 180,000
2	2015-16	\$ 215,000
3	2016-17	\$ 250,000
4	2017-18	\$ 285,000
5	2018-19	\$ 320,000
6	2019-20	\$ 355,000
7	2020-21	\$ 390,000
8	2021-22	\$ 425,000
9	2022-23	\$ 460,000
10	2023-24	\$ 495,000
11-15	2024-25 through 2028-29	\$ 1,000,000
16-20	2029-30 through 2033-34	\$ 1,100,000
21-25	2034-35 through 2038-39	\$ 1,200,000
26-30	2039-40 through 2043-44	\$ 1,300,000
31-35	2044-45 through 2048-49	\$ 1,400,000
36-40	2049-50 through 2053-54	\$ 1,500,000

Insurance: ManagementCo procures insurance for Levi's® Stadium for the entire year and the cost is split between Stadium Authority and StadCo (see Shared Stadium Manager Expenses on Page 19). The stadium lease sets Stadium Authority'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.

Naming Rights: Levi Strauss & Co (Levi's®) pays an annual naming rights fee to Stadium Authority. 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 on or before March 1st and October 1st. (Source: *Naming Rights Agreement*)

The Naming Rights agreement with Levi's® requires the Stadium Authority to hold at least 36 "Major Events" (with 25,000+ attendees) every three contract years. However, the Second Amendment to the Stadium Management Agreement states that ManagementCo would pay the Stadium Authority as liquidated damages the amount owed by the Stadium Authority to Levi's®. ManagementCo has acknowledged responsibility for liquidated damages. During discussion between the Stadium Manager and Levi's®, it was determined based on the contract language that the first contract year began March 1, 2015. As of this report, the current number of Major Events held at Levi's® Stadium was twelve (12) through the current three-year period. Based on these numbers, Levi's® is expected

STADIUM AUTHORITY OPERATING BUDGET GLOSSARY (CONT.)

to receive a credit totaling \$442,755 (\$15,000 multiplied by the difference between 36 and the actual number of events held during the three-year period then multiplied by an Annual Proportionate Increase). The below table reflects the number of major events from March 1, 2015 to date:

Naming Rights Agreement Three-Year Periods	Number of Major Events
March 1, 2015 to February 28, 2018	40
March 1, 2018 to February 28, 2021	12
March 1, 2021 to February 28, 2024	0

Net Revenues from Non-NFL Events: ManagementCo provides management services for Levi's® Stadium year-round. As such ManagementCo is responsible for booking and scheduling all Non-NFL events on behalf of Stadium Authority. ManagementCo 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 by Stadium Authority staff and/or outside consultants and audited by an independent auditor. After the completion of the fiscal year, the net revenues are paid to Stadium Authority by ManagementCo. (*Source: Stadium Management Agreement*)

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 Stadium Authority. (*Source: Amended and Restated Non-Relocation Agreement*)

Non-NFL Event Expense: The gross expenses for Non-NFL events held at Levi's® Stadium.

Non-NFL Event Revenue: The gross receipts from Non-NFL events held at Levi's® Stadium.

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 Stadium Authority. The one-half of this surcharge that is paid to Stadium Authority covers general stadium operations and the other half funds the Stadium Authority Discretionary Fund. (*Source: Amended and Restated Stadium Lease Agreement*)

Other Expenses: Miscellaneous Stadium Authority expenses such as bank fees.

Other Revenue: Miscellaneous Stadium Authority revenues.

Performance Rent: Stadium Authority 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, and other credits. The table below represents a projection of the 2021/22 and 2022/23 Fiscal Years performance rent. (*Source: Ground Lease Agreement & Amended and Restated Stadium Lease Agreement*)

STADIUM AUTHORITY OPERATING BUDGET GLOSSARY (CONT.)

Performance Rent Calculation	Fiscal Year 2021/22 Projection	Fiscal Year 2022/23 Budget
Ground Rent	\$ 425,000	\$ 460,000
Net Non-NFL Event Revenue (Expense)	\$ (550,000)	\$ 250,000
50% of Net Non-NFL Event Revenue (Expense)	\$ (275,000)	\$ 125,000
Performance Rent Credit (50% of Ground Rent)	\$ (212,500)	\$ (230,000)
Total Performance Rent paid to the City of Santa Clara	\$ 0	\$ 0

Rent: The facility rent was originally set at \$24.5 million for StadCo to lease the stadium for their half of the year. As a result of the rent reset arbitration award in favor of Stadium Authority, the facility rent was reset to \$24.8 million retro-active to the first lease year. The rent adjustment process is outlined in the Amended and Restated Stadium Lease. (*Source: Amended and Restated Stadium Lease 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 Stadium Authority. The fee is \$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: ManagementCo oversees the day-to-day operations of Levi's® Stadium year-round. Since StadCo leases the stadium from Stadium Authority for half of each fiscal year, ManagementCo stadium manager expenses are shared between StadCo and Stadium Authority. Most Shared Stadium Manager Expenses are split 50/50 between StadCo and Stadium Authority; grounds-keeping is the exception with a 70/30 split, StadCo being responsible for the larger share. In addition, ManagementCo procures insurance for Levi's® Stadium that is shared between Stadium Authority and StadCo (see Insurance on Page 17). (*Source: Stadium Management Agreement & The Amended and Restated Stadium Lease Agreement*)

In FY 2019/20, the Stadium Authority Board instructed the conditioning of payments until ManagementCo presents the required supporting documentation for the expenses. The FY 2021/22 projection and FY 2022/23 assume the continuation of the conditioning of payments (excluding insurance). The remainder of funding requested by ManagementCo will be allocated in a Legal Contingency until that documentation is provided or resolution to the litigation is completed.

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 (hence the title Sponsorship Revenue), STR pays Stadium Authority a minimum annual fee of \$325,000 based on the commissions that are collected by STR. In addition to the minimum annual fee, Stadium Authority also receives 50% of any commissions in excess of \$650,000. (*Source: SBL Website Marketing Agreement*)

STADIUM AUTHORITY OPERATING BUDGET GLOSSARY (CONT.)

Stadium Authority General & Administrative: As an independent public entity, Stadium Authority incurs its own expenses in relation to Board governance, fiduciary responsibilities, oversight, and operations of Levi's® Stadium. These include but are not limited to Stadium Authority staff time, due diligence requirements for proper fiscal and operational oversight, and various outside contractors and consultants who are hired to administer the necessary requirements for owning and operating Levi's® Stadium. Also included are various administrative type costs such as 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 Builder License (SBL) Sales and Service: ManagementCo provides sales and service to SBL holders on behalf of Stadium Authority. This includes all SBL collection efforts and customer service support. (*Source: Agreement for Stadium Builder License Sales & Fourth Amendment to the Stadium Management Agreement*)

Stadium Management Fee: ManagementCo 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 Stadium Authority since ManagementCo manages the stadium year-round for both entities. In addition to the base management fee, ManagementCo 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 five years of net income from Non-NFL events and a projection of the sixth year as well as the applicable marketing and booking fee which was 5% of the net Non-NFL income over the benchmark. (*Source: The Stadium Management Agreement*)

STADIUM AUTHORITY OPERATING BUDGET GLOSSARY (CONT.)

Fiscal Year	Lease Year	Annual Base Stadium Management Fee (SCSA Share)	Stadium Marketing and Booking Fee Benchmark	Actual/Projected 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	\$ 5,316,894	\$ 620	\$ 212,800
2017/18	4	\$ 218,545	\$ 5,463,635	\$ 5,163,329	\$ -	\$ 218,545
2018/19	5	\$ 225,102	\$ 5,627,544	\$ 18,591	\$ -	\$ 225,102
2019/20	6	\$ 231,855	\$ 5,796,370	\$ (2,741,014)	\$ -	\$ 231,855
2020/21	7	\$ 238,810	\$ 5,970,261	\$ (476,960)	\$ -	\$ 238,810
2021/22 ⁽¹⁾	8	\$ 245,975	\$ 6,149,369	\$ (550,000)	\$ -	\$ 245,975
2022/23	9	\$ 253,354	\$ 6,333,850	To be determined		
2023/24	10	\$ 260,955	\$ 6,523,866			

⁽¹⁾ The Net Loss from Non-NFL Events for 2021/22 is a projection.

Transfers Out: Transfers from the Stadium Authority Operating Fund to fund Debt Service and Capital Funds.

Utilities: StadCo leases the stadium from Stadium Authority for six months of each fiscal year from August through January. StadCo is therefore responsible for the day-to-day utilities during that period. Stadium Authority 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 Non-NFL events expense.

Use of StadCo Tenant Improvements: StadCo charges Stadium Authority for use of various StadCo tenant improvements (such as the use of the scoreboard) during Non-NFL events. (*Source: Amended and Restated Lease Agreement*)

STADIUM MANAGER SHARED EXPENSES

The Stadium Management Agreement is between the Stadium Authority, StadCo and ManagementCo and was entered into as of March 28, 2012. This agreement was developed to provide the Stadium Authority 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 the Stadium Authority and StadCo was made and entered into as of June 19, 2013.

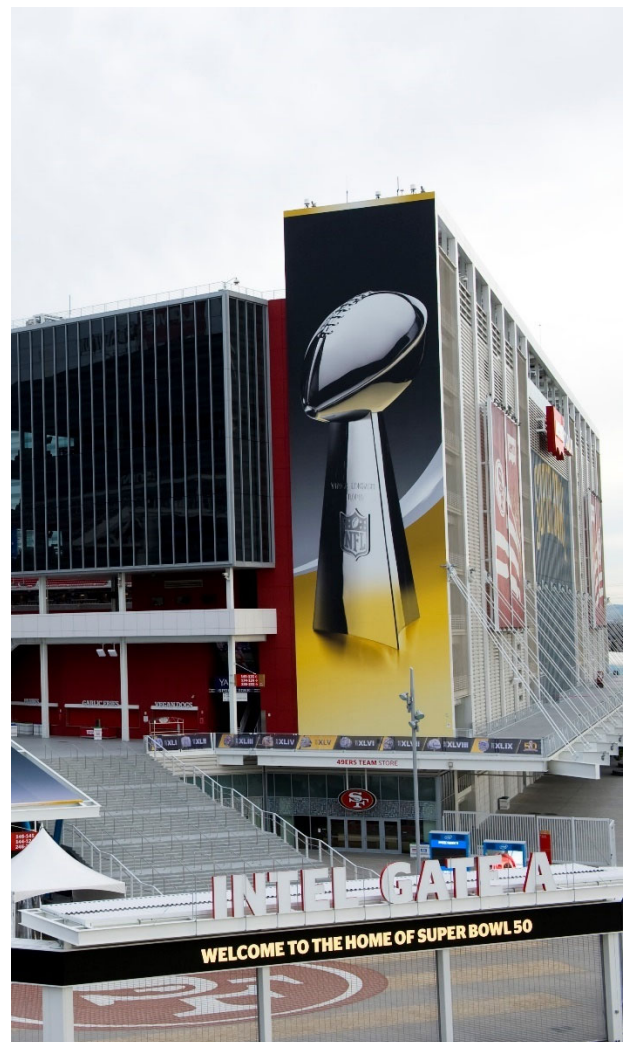
This agreement amended the original stadium lease to set the initial rent, to allow StadCo to enter into agreements with alternative energy providers, to cap Stadium Authority's share of the insurance costs at a fixed amount each year, and to require Stadium Authority to fund various reserves.

Per the terms of the stadium lease, StadCo leases the stadium from the Stadium Authority for half of each fiscal year and is 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 the Stadium Authority. Section 8.3.1 describes the proportionate share of Stadium Manager expenses that are owed by the Stadium Authority 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.

ManagementCo procures insurance for Levi's® Stadium for the entire year and the cost is shared between Stadium Authority and StadCo.

Section 4.7 of the Management Agreement notes that ManagementCo will provide an Annual Shared Stadium Expense Budget to be adopted annually by Stadium Authority and StadCo.

Once the budget has been adopted, ManagementCo invoices Stadium Authority 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 to be trued up with actual expenditures.



STADIUM MANAGER SHARED EXPENSES (CONT.)

At the March 27, 2019 Stadium Authority Board meeting, the Board directed staff to withhold Stadium Manager Shared Expenses (Shared Expenses) until adequate support is provided to justify legitimate expenditures of the amounts requested. Apart from that conditioning of payment, the Stadium Authority continues to pay for utilities, insurance and costs associated with SBL sales and services. Accordingly, the remaining budget for Shared Expenses along with the Stadium Management Fee is included in the Legal Contingency line item until adequate support is provided.

In FY 2019/20 and FY 2020/21, ManagementCo issued itself the Management Revolving Loan (Revolving Loan) to pay for the Shared Expenses in the Legal Contingency line item. The Stadium Authority continues to dispute the draws on the Revolving Loan as the draws by Stadium Manager on the Revolving Loan were never authorized by Stadium Authority in accordance with Section 2.2 of the Revolving Credit Agreement dated March 28, 2012 as amended and restated as of June 19, 2013, which provides:

Each of the Loans shall be made on at least two (2) Business Days'...written notice **from the Stadium Authority** to Management Co (each such writing, a "Borrowing Notice") specifying the proposed date... and amount of such Loan.

The Stadium Authority never issued any Notice required by Section 2.2 to Stadium Manager authorizing draws from the Revolving Loan. In addition, Stadium Manager's unilateral issuance of debt violated the express condition precedents of the Revolving Credit Agreement. Section 4.2, Conditions Precedent to All Loans, of the Amended and Restated Revolving Credit Agreement, provides:

ManagementCo's obligation to make each Loan (including the initial Loan) shall be subject to the further conditions precedent that on the date of such Loan:
....(ii) the Stadium Authority does not and will not without the making of the Loan have adequate Available funds to pay Covered Stadium Operating Expenses...

Similarly, Section 2.1(a) limits the use of Revolving Credit Agreement when funds are not available: "solely for the purpose of enabling the Stadium Authority to pay Covered Stadium Authority Operating Expenses to the extent (and only to the extent, including pursuant to the terms of the Authority Loan and any Authority Takeout Financing(s), as applicable) that Available Funds are not otherwise available therefor." Refer to the Debt Service Budget for more information on the Revolving Loan draw amount.

In FY 2019/20 and FY 2020/21, Stadium Manager charged Stadium Authority 3.25% interest rate on the amounts Stadium Manager unilaterally withdrew from the Revolving Loan. Starting in FY 2021/22, the Stadium Manager changed that practice, and instead issued breach of contract notices under the Management Agreement, and has been charging 12% interest rate for any unpaid balance. The issue of Shared Stadium Expenses, Revolving Loans, and the payment of these invoices are currently in litigation. As such, and based on the Board's conditioning of payments, these costs are included in a Legal Contingency as part of this Adopted Budget.

STADIUM MANAGER SHARED EXPENSES (CONT.)

Stadium Manager

2022/23 Total Shared Stadium Expenses

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

	Stadium					
	Security	Operations	Engineering	Guest Services	Groundskeeping	Total
Total Compensation ⁽²⁾	\$ 780,000	\$ 4,993,000	\$ 3,444,000	\$ 751,000	\$ 306,000	\$ 10,274,000
Travel, Meals & Entertainment	16,000	224,000	5,000	33,000	7,000	285,000
Outside Services	2,234,000	1,755,000	1,455,000	13,000	1,191,000	6,648,000
General Supplies	47,000	41,000	1,000	120,000	129,000	338,000
Telephone	10,000	516,000	17,000	9,000	1,000	553,000
Equipment	107,000	108,000	37,000	86,000	21,000	359,000
Uniforms	16,000	-	8,000	98,000	3,000	125,000
Other	5,000	17,000	12,000	63,000	-	97,000
Subtotal	\$ 3,215,000	\$ 7,654,000	\$ 4,979,000	\$ 1,173,000	\$ 1,658,000	\$ 18,679,000

Santa Clara Stadium Authority Proportionate Share of Stadium Expenses ⁽¹⁾⁽⁵⁾

	Stadium					
	Security	Operations	Engineering	Guest Services	Groundskeeping	Total
Total Compensation	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Travel, Meals & Entertainment	-	-	-	-	-	-
Outside Services	-	-	-	-	-	-
General Supplies	-	-	-	-	-	-
Telephone	-	-	-	-	-	-
Equipment	-	-	-	-	-	-
Uniforms	-	-	-	-	-	-
Other	-	-	-	-	-	-
Subtotal	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Insurance ⁽³⁾						3,230,000
Management Fee ⁽⁴⁾						-
Total						\$ 3,230,000

⁽¹⁾ The Santa Clara Stadium Authority proportionate share of stadium expenses is rounded to the nearest \$1,000 in the operating budget.

⁽²⁾ Total compensation is based on a total of 52 full time equivalent positions.

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

⁽⁴⁾ 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 Stadium Authority and StadCo.

⁽⁵⁾ Shared Stadium Expenses totals \$3.2 million for insurance. This assumes that the continuation of conditioning of payments that was instructed in FY 2019/20 will be in effect until ManagementCo presents the required supporting documentation for the expenses. The remainder of funding requested by ManagementCo will be allocated in a Legal Contingency until that documentation is provided or resolution to the litigation is completed.

STADIUM MANAGER SHARED EXPENSES GLOSSARY

Total Compensation: This cost includes full-time staff (52 employees), part-time staff, and benefits. Stadium Authority 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, vacation time, and all employer taxes.

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 guest service employee appreciation banquet.

Outside Services: Costs for outside service providers, which include the following:

- **Janitorial and Medical** costs related to the janitorial, cleaning, landscaping, and trash 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 detection canines.
- **Engineering & Maintenance** for mandatory safety and general maintenance costs associated with fire sprinklers, fire alarms, elevators, and backflows. Also includes outside sub-contracted calls for services for windows, signage and roof repair, HVAC & electrical, carpet, concrete or other miscellaneous repairs.

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

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

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, and monthly cost for off-site equipment storage.

STADIUM MANAGER SHARED EXPENSES GLOSSARY (CONT.)

Uniforms: Guest Services replacement and replenishment of uniforms.

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).

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 (Stadium Authority and StadCo). (Source: Stadium Lease Agreement).

Stadium Manager

Santa Clara Stadium Authority Proportionate Share of Stadium Expenses - Five Year Forecast

	2023/24	2024/25	2025/26	2026/27	2027/28
Total Compensation	\$ 5,228,222	\$ 5,385,069	\$ 5,546,619	\$ 5,713,018	\$ 5,884,409
Travel, Meals & Entertainment	145,171	149,526	154,012	158,633	163,392
Outside Services	3,178,561	3,273,918	3,372,136	3,473,300	3,577,499
General Supplies	147,761	152,194	156,760	161,462	166,306
Telephone	283,973	292,492	301,267	310,305	319,614
Equipment	180,861	186,287	191,876	197,632	203,561
Uniforms	63,492	65,397	67,359	69,380	71,461
Other	70,201	72,307	74,476	76,711	79,012
Total	\$ 9,298,242	\$ 9,577,190	\$ 9,864,505	\$10,160,441	\$10,465,254
Insurance ⁽¹⁾	3,327,172	3,426,987	3,529,796	3,635,690	3,744,761
Management Fee ⁽²⁾	260,955	268,783	276,847	285,152	293,707
Total	\$ 12,886,369	\$13,272,960	\$13,671,148	\$14,081,283	\$14,503,722

⁽¹⁾ 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%.

⁽²⁾ 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 DEBT SERVICE BUDGET

Santa Clara Stadium Authority Debt Service Budget Summary

	2020/21 Final Budget	2020/21 Year-end Actuals	2021/22 Adopted Budget	2021/22 Projected Actuals	2022/23 Adopted Budget
Beginning Fund Balance					
Required Debt Service Reserve \$	-	\$ 11,536,235	\$ 11,536,235	\$ 11,536,235	\$ 11,536,235
Debt Service Reserve	-	12,111,334	11,168,171	12,111,334	12,532,334
Total Beginning Fund Balance	\$ -	\$ 23,647,569	\$ 22,704,406	\$ 23,647,569	\$ 24,068,569
Revenues					
Contribution from CFD	\$ 4,028,000	\$ 282,021	\$ 483,000	\$ 1,240,000	\$ 2,124,000
Revenues Subtotal	4,028,000	282,021	483,000	1,240,000	2,124,000
Transfers In from Operating	39,265,000	44,481,017	37,572,000	41,566,000	40,984,580
Total Resources	\$ 43,293,000	\$ 44,763,038	\$ 38,055,000	\$ 42,806,000	\$ 43,108,580
Expenses					
CFD Advance	\$ 3,989,000	\$ 2,015,931	\$ 483,000	\$ 819,000	\$ 2,042,000
Term A Loan	25,562,000	25,562,012	25,529,000	25,528,912	25,494,000
StadCo Subordinated Loan	13,742,000	8,716,753	12,043,000	16,037,088	15,490,580
Management Revolving Loan ⁽¹⁾	-	8,468,342	-	-	-
Total Expenses	\$ 43,293,000	\$ 44,763,038	\$ 38,055,000	\$ 42,385,000	\$ 43,026,580
Ending Fund Balance					
Required Debt Service Reserve \$	-	\$ 11,536,235	\$ 11,536,235	\$ 11,536,235	\$ 11,536,235
Debt Service Reserve	-	12,111,334	11,168,171	12,532,334	12,614,334
Total Ending Fund Balance	\$ -	\$ 23,647,569	\$ 22,704,406	\$ 24,068,569	\$ 24,150,569

⁽¹⁾ Payment redirected by StadCo to pay down Revolving Loan for FY 2019/20 (\$6.3 million) and a portion of FY 2020/21 (\$2.2 million) actual amount.
FY 2020/21 actual amount was updated to reflect one additional final payment that StadCo redirected.

Debt Service Payment: The FY 2022/23 Debt Service Budget of \$43.0 million is based on the required and additional principal and interest debt service payments. A glossary is included at the end of this section that describes the type of debt and the applicable source documents for each loan. Of the \$43.0 million budget, \$2.0 million represents anticipated contributions from the Community Facilities District (CFD). The total Debt Service Reserves are projected at \$24.2 million.

The schedule on page 29 provides a breakdown of the principal and interest payments budgeted in FY 2022/23 for each loan as well as the beginning and ending balances. The total outstanding debt is projected to decrease by \$29.5 million in FY 2022/23 from \$279.0 million to \$249.5 million.

STADIUM DEBT SERVICE BUDGET (CONT.)

Management Revolving Loan: It should be noted that on April 1, 2020, the Stadium Authority completed the Trust Excess Cash Flow funding instructions for FY 2019/20 and provided it to FinanceCo and StadCo to complete the year end Trust Excess Cash Flow funding distribution per the Deposit and Disbursement Agreement. The Trust Excess Cash Flow instruction specifically excluded payments to the Revolving Loan of \$6,300,653 because the Stadium Authority did not recognize this as an expense due to the fact that ManagementCo had improperly withdrawn funds under the Revolving Loan without authorization and in violation of the Revolving Loan terms. StadCo did not follow the funding instructions and took the Excess Revenues from the distribution to pay off the Revolving Loan instead of leaving the monies in the trust bank account. The Stadium Authority was informed of this diversion in a letter dated April 27, 2020. On May 18, 2020, the Stadium Authority notified StadCo and the Trust that the diversion is in direct contravention of the Stadium Authority's instructions to the Trustee with regards to the use of Excess Revenue. Subsequently, the Stadium Authority has recorded a receivable from StadCo for \$6,300,653 for the portion diverted from the funding instruction. These claims are currently in litigation.

On March 31, 2021, the Stadium Authority completed the Trust Excess Cash Flow funding instructions for FY 2020/21 and provided it to FinanceCo and StadCo to complete the year end Trust Excess Cash Flow funding distribution per the Deposit and Disbursement Agreement. The instruction requested for the Trust to pay the \$5,796,711 minimum debt service amount due for the Subordinate Loan in FY 2020/21. StadCo did not follow the funding instructions and took \$2,167,689 from the distribution to pay off the Revolving Loan instead of paying down the Subordinated Loan debt service amount that the Stadium Authority instructed StadCo to pay. The Stadium Authority was informed of this diversion in a letter dated May 18, 2021. StadCo noted that the minimum debt service amount due was \$3,629,022 because the loan amortization schedule was reset after a loan adjustment in March 2017. However, the Stadium Authority Board did not formally approve this revised loan amortization schedule. Subsequently, because we dispute this diversion, the Stadium Authority has recorded a receivable from StadCo for \$2,167,689 for the portion diverted from the funding instruction.

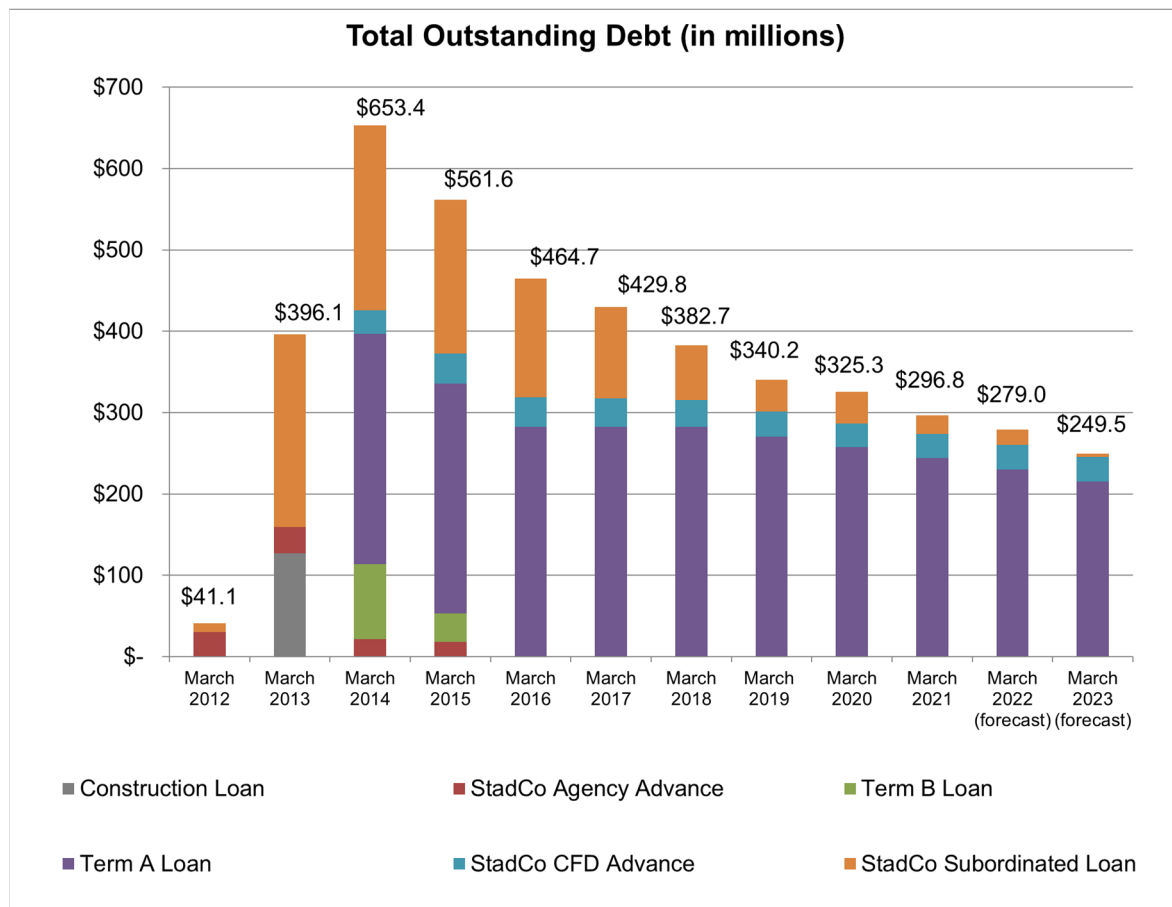
STADIUM DEBT SERVICE BUDGET (CONT.)

Santa Clara Stadium Authority Debt Service Payment Schedule

Debt Obligations	Interest rates	2022/23 Interest	2022/23 Beginning Balance	2022/23 Principal Payments	2022/23 Additional Payments ⁽¹⁾	2022/23 Ending Balance
Stadium Funding Trust Term A Loan	5.00%	\$ 10,771,000	\$ 230,138,000	\$ (14,723,000)	\$ -	\$ 215,415,000
StadCo CFD Advance ⁽²⁾	5.73%	1,735,000	30,375,000	(307,000)	-	30,068,000
StadCo Subordinated Loan	5.50%	1,016,000	18,477,000	(4,911,000)	(9,563,580)	4,002,420
Total		\$ 13,522,000	\$ 278,990,000	\$ (19,941,000)	\$ (9,563,580)	\$ 249,485,420

⁽¹⁾ Additional payment is based on anticipated revenue that is in excess of all expenses and reserve requirements.

⁽²⁾ Community Facilities District (CFD) principal payment is an estimate based on anticipated contributions from the CFD. Any increase in principal for the year is due to adding unpaid interest to the principal.



STADIUM DEBT SERVICE BUDGET GLOSSARY

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, Stadium Authority spent \$35 million on CFD infrastructure. All collections from the special CFD hotel taxes are contributed to Stadium Authority 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)

CFD Advance: StadCo agreed to loan Stadium Authority a not to exceed amount of \$35 million for CFD infrastructure and 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 Stadium Authority from the CFD. (Source: The Authority Promissory Note in Respect of StadCo CFD Advance)

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

StadCo Subordinated Loan: StadCo agreed to loan Stadium Authority an amount not to exceed \$500 million to fund construction of Levi's® Stadium. The actual amount loaned to the Stadium Authority was \$236.9 million. 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 penalties. (Source: The Restated StadCo Obligations Agreement)

STADIUM AUTHORITY CAPITAL EXPENSE BUDGET

The Capital Expense (CapEx) 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 Expense Plan extends for a five-year period (shown on Page 43 of this report). Changes to existing projects, as well as the addition of new projects, may occur during the five-year planning period as new needs are identified. The appropriations for capital projects do not lapse at year-end but carryover into future years until the project is complete.

The FY 2022/23 CapEx Budget totals \$22.0 million. Of this total, \$12.3 million of prior year appropriations are projected to be carried over from FY 2021/22 (\$1.5 million of the projected carryover amount is for warranty-related construction, and the other \$10.8 million is for prior year CapEx projects). New capital improvement appropriations equal \$9.7 million.

A detailed listing of adopted FY 2022/23 projects is provided starting on Page 33 of this report. Stadium Authority is submitting it as transmitted by the Stadium Manager.

STADIUM AUTHORITY CAPITAL EXPENSE BUDGET (CONT'D)

Santa Clara Stadium Authority Capital Expense Budget Summary

	2020/21	2020/21	2021/22	2021/22	2022/23	2022/23	2022/23
	Final Budget	Year-end Actuals	Adopted Budget	Projected Actuals	Projected Carryover	Proposed Budget	Total Adopted Budget
Beginning Balances	\$ 17,837,300	\$ 17,010,611	\$ 19,438,420	\$ 20,805,741	\$ 22,103,296		\$ 22,103,296
Resources							
Transfers In from Operating	3,582,000	4,741,431	3,690,000	3,689,622	-	3,800,310	3,800,310
Transfers In from Stadium Manager ⁽¹⁾	-	-	-	-	-	-	-
Total Resources	\$ 21,419,300	\$ 21,752,042	\$ 23,128,420	\$ 24,495,363	\$ 22,103,296	\$ 3,800,310	\$ 25,903,606
	2020/21	2020/21	2021/22	2021/22	2022/23	2022/23	2022/23
	Final Budget	Year-end Actuals ⁽²⁾	Adopted Budget	Projected Actuals	Projected Carryover ⁽³⁾	Proposed Budget	Total Adopted Budget
Expenses							
Construction	4,725,327	235,542	6,743,911	1,666,921	5,017,189	7,682,000	12,699,189
Equipment	6,460,557	710,759	5,734,770	725,146	5,286,252	1,269,426	6,555,678
Contingency	559,296	-	623,935	-	515,172	447,571	962,743
Stadium Warranty Related Construction	1,528,202	-	1,528,202	-	1,528,202	-	1,528,202
Total Expenses	\$ 13,273,382	\$ 946,301	\$ 14,630,818	\$ 2,392,067	\$ 12,346,815	\$ 9,398,997	\$ 21,745,812
Capital Expense Reserve	\$ 8,145,918	\$ 20,805,741	\$ 8,497,602	\$ 22,103,296	\$ 9,756,481		\$ 4,157,794

⁽¹⁾ Reimbursement from Stadium Manager

⁽²⁾ Actuals exclude some project payments withheld due to the ManagementCo not following State procurement and prevailing wage laws.

Santa Clara Stadium Authority

2022/23 CapEx Budget

Item Type	SCSA Requested	Description	Cost	Contingency (5%)	Total Cost
Electrical		Distribution - High Voltage (Primary Main Switch Gear Transformer, Battery & 12KV Main Circuit Breakers) The project replaces a bad Control Power Transformer (CPT) on the Primary Main Switch Gear (PMSG). The faulty CPT was identified during preventative maintenance, inspection and testing of the PMSG earlier this year. The project will replace the current CPT, CPT drawer and CPT drawer rails with new like-in-kind equipment. Additionally, the switch gear inspection and testing identified that the PMSG, Primary Switch Gear A (PSGA) and Primary Switch Gear B (PSGB) are in need of replacement. This project will replace the current batteries with new like-in-kind batteries, which were original from the time of construction. Finally, the electrical testing company and contractor recommended purchasing two custom 12KV main circuit breakers which will be maintained as spare stock and can be used in either the PMSG, PSGA or PSGB in the event of a future breaker failure. The lead time for the 12KV breakers can be as long as 12-16 weeks. Purchasing these spare 12KV breakers as spare stock ensures that the stadium can quickly recover in the event of a breaker failure to PMSG equipment, which is critical to the operation of the stadium.	\$ 200,000	\$ 10,000	\$ 210,000
Electrical		Distribution - High Voltage (12KV Electrical Power Study, Assessment and Replacement at Primary Switch Gear at Quadrant Substations) The project will test, inspect and assess primary electrical 12KV switchgear equipment located in, or associated with, the four stadium quadrant electrical substations. The assessment will provide a report and recommendation for necessary replacement and modifications necessary to maintain full and safe electrical operation at the stadium. The project includes an allowance for any necessary replacements and / or enhancements identified during the assessment. Replacements and / or modifications are dependent upon the results of the assessment. Additionally, the project will establish a baseline for this electrical equipment and may determine the need and frequency of future test and inspection of electrical equipment.	400,000	20,000	420,000
General Building		Levi's Naming Rights Signage Refurbishment The project refurbishes the current four (4) Levi's Naming Rights signs located above the North and South Scoreboards, west side of the suite tower, and on the east side of the grandstands. The current signs continue to experience lighting failures despite repeated attempts to repair the signs.	1,200,000	60,000	1,260,000
General Building		Levi's Naming Rights Existing Signage Lighting and Driver Repair The project repairs lights and drivers in the current four (4) Levi's Naming Rights signs located above the North and South Scoreboards, west side of the suite tower, and on the east side of the grandstands. The current signs continue to experience lighting failures, despite the emergency repair in 2021. The project will repair LED lights and drivers for all four (4) signs. The project will provide a temporary solution for the signs.	400,000	20,000	420,000
General Building		New Seating - Bowl Padded Seat Replacement Project - Lower and Mid Level Club Seating Bowl The approximately 9,500 existing padded seats in the lower seating bowl and middle seating bowl levels will be replacement in this project. The existing padded seats are original from construction and have reached end of life. The upholstery material on nearly every seat has faded, torn or cracked due to sun and heat exposure. Minor repairs and spot replacements can no longer keep up with the amount of damaged seats found in these locations. This project will also evaluate the opportunity to replace the existing padded seats with a different breathable elastomeric mesh seating project, which may provide a cooler experience on hot days. This project is necessary to provide the expected level of experience to patrons attending Levi's Stadium.	3,370,000	168,500	3,538,500
General Building		Aesthetic Improvements - Premium Areas / Special Event Spaces This project will renovate and refresh the premium club spaces in the stadium by replacing carpet and paint in the BNY Clubs, Fii Club, United Club, Yahoo Club and special event spaces. These club spaces are used for numerous events throughout the year. The high traffic experienced in these spaces have worn on finishes and caused the carpet to near the end of life. This project will enhance these premium spaces and ensure Levi's Stadium remains an attractive destination for any and all events.	1,000,000	50,000	1,050,000

Santa Clara Stadium Authority

2022/23 CapEx Budget (Cont.)

Item Type	SCSA Requested	Description	Cost	Contingency (5%)	Total Cost
General Building		Overhead Doors, Motors, Sensors and Track Replacements This project will furnish and install a replacement gate and necessary ancillary equipment at the 200 Level of the exterior ramp location at the south end of the stadium. The original overhead roll gate is damaged and is unable to be repaired. The original gate was installed as part of the stadium construction to assist in the flow of pedestrian traffic at the ramp location. Stadium Operations staff have used operational procedures to substitute for the non-functional gate. However, replacing the gate will restore the original operational intent of the gate at the ramp.	100,000	5,000	105,000
General Building		Miscellaneous Renewal and replacement of general building items to include, but not limited to, architectural finishes, fixtures, coatings, equipment, etc.	100,000	5,000	105,000
Security		Security Control Situation Room Enhancements This Project purchases equipment and technology necessary to utilize the Security 24/7 Control Situation Room as a Secondary Command Post Location in the event of an emergency situation. Multifunctional use of the space will utilize the equipment to hold daily security briefings, daily security officer administrative duties, ongoing security officer training, and can readily be converted into an Auxiliary Command Post Situation Room, on an as needed basis. New equipment and technology enhancements for this room will include new monitors, workspaces, radios, and video wall. Enhancing this room provides Security a multifunctional space that can be used both during daily operations, as well as in an emergency situation. This technology aids in our compliance with the Department of Homeland Security Safety Act requirements.	62,000	3,100	65,100
Security		Security - Electrical / Data Distribution Expansion - Security Screening Locations Department of Homeland Security requires exterior screening of all patrons entering the facility. This scope of work will add electrical and data distribution to exterior screening locations. The new electrical and data allows stadium security staff to utilize critical security screening technology and avoids the use of temporary extension cords, which are prohibited in a permanent location by building and fire code. Specifically, this project adds new electrical and data to the exterior portion of the stadium on level 100 in Quadrant D. This project aids in compliance with DHS Safety Act requirements.	50,000	2,500	52,500
Security		North East Lobby Security Desk Enhancements The scope of this project will enhance security in the east stadium lobby on major non-event days and for private events. This security checkpoint will screen everything entering the stadium at this location. These enhancements will add electrical and data connections necessary to support security screening equipment at the point of entry, which doesn't currently exist at this location today. The new electrical infrastructure allows Security to position security desk and equipment closer to entrance. This project is necessary to maintain compliance with Department of Homeland Security Safety Act requirements.	30,000	1,500	31,500
Site		Concrete Replacements The Project will address the concrete at the Northwest stairwell landing on the 700 Level North Plaza area. The railing at the stairwell has been compromised in the past. This project will restore the handrail and concrete at the stairwell, as well as improve the condition by strengthening the reinforcing at the stairwell railing. The project will require demolition of the existing concrete, potentially patch the waterproofing layer of the structural slab, add reinforcing steel, pour concrete, apply lyntal coting and re-install the existing handrail at the stairwell. The improved and additionally reinforced slab will improve safety and prevent future damage from carts and other equipment that are used in the nearby area.	150,000	7,500	157,500
Site		LED Retrofit Project - Exterior Luminaire Light Fixtures - Gold Lot 4, Gold Lot 5, Bill Walsh Way and Other Exterior Poles This project is phase 2 of the exterior lighting replacement in Gold Lot 4 and Gold Lot 5 parking lot areas. This project replaces the existing HID lighting with new LED lighting to enhance and improve the exterior lighting during stadium event load in and load out. This lighting improves safety conditions for stadium personnel and provides energy cost savings with more efficient fixtures. Project replaces exterior HID lighting that is near or has reached end of life and replaces the lighting with new energy efficient LED lighting. Project lighting includes light poles located in Gold Lot 4, Gold Lot 5, Bill Walsh Way and other exterior locations around the stadium.	200,000	10,000	210,000

Santa Clara Stadium Authority

2022/23 CapEx Budget (Cont.)

Item Type	SCSA Requested	Description	Cost	Contingency (5%)	Total Cost
Site		Perimeter Enhancements Project will evaluate, design, furnish, deliver and install bollards, barriers and/or vehicle deterrent devices where necessary along the perimeter of the site in order to comply with the Department of Homeland Security Safety Act Best Practices.	300,000	15,000	315,000
Site		Private Lactation Spaces The project will provide new lactation spaces for guests at the stadium. The project will fund the purchase, delivery and installation of private lactation pods to be used by guests pump or breastfeed milk in private. The private lactation space(s) will include a secure door, seating, lighting, counter, mirror, coat hook and electrical outlets. While these spaces are not required at stadium yet, they are required at other major assembly areas in the State of California, such as airports, colleges, county jails, community colleges, and state colleges. Providing these spaces allow breastfeeding guests a private location to express milk and still attend and enjoy events at the stadium.	120,000	6,000	126,000
Subtotal New CapEx Construction Costs			\$ 7,682,000	\$ 384,100	\$ 8,066,100
Life Safety / Fire		Smoke Evacuation System - Fire Smoke Curtain Replacement This project replaces an existing Elevator C6 Smoke Curtain and miscellaneous life safety / fire equipment which has been identified for replacement during preventative maintenance. The current smoke curtain experienced issued with the control box and fuses. A temporary repair was performed, but a full replacement of the smoke curtain is required. This project will remove the existing curtain and reinstall a new fire and smoke rated curtain.	\$ 50,000	\$ 2,500	\$ 52,500
Public Safety - Fire	x	PPE Replacement (Nomex Tops) Projected replacement/additions of Stadium battle dress uniform tops for the team.	5,750	288	6,038
Public Safety - Fire	x	PPE Replacement (Nomex Bottoms) Projected replacement/additions of Stadium battle dress uniform bottoms for the team.	3,260	163	3,423
Public Safety - Fire	x	Lifepak CR2 AEDs Replacement The current AEDs are at the end of their 7-year service life and are no longer supported.	20,000	1,000	21,000
Public Safety - Fire	x	Rope Rescue Equipment Miscellaneous rope software, hardware, and bags used by the Fire Department Stadium Team. This equipment will be added to the current Rope Rescue cache at the stadium to make it identical to what is carried on Fire Department apparatus.	2,000	100	2,100
Public Safety - IT	x	Replacement of end of life Network equipment Network equipment was originally installed several years ago and is now end of life and not supported. This replacement costs include, equipment, shipping/tax and installation.	105,000	5,250	110,250
Public Safety - IT	x	Replacement of end of life End User equipment Replace 4 Precision Desktops that are end of life. This also include 1 laptop and 2 monitors replacement that are no longer under warranty, in case of failure. Costs include equipment, taxes, shipping, and deployment costs.	15,916	796	16,712
Public Safety - Police	x	Communication Equipment - Police Radio Hand Packs Replace Motorola police radio hand packs purchased in 2013 that are at the end of the 10-year useful life.	437,500	21,875	459,375
Public Safety - Police	x	Communication Equipment - Console Replace MCC7500 Console communication equipment purchased in 2013 that is at the end of the 10-year useful life.	80,000	4,000	84,000
Public Safety - Police	x	Levi's Stadium Blast Analysis Engage a consultant to provide a technical blast analysis of certain areas of the stadium. This analysis would be provided to the Department of Homeland Security and the Safety Act Office.	125,000	6,250	131,250
Public Safety - Police	x	Body Worn Cameras (BWCs) for Special Event Officers (SEO) Body worn cameras, worn by police officers, improve police accountability and lower reports of misconduct. Body worn cameras provide visual and audio evidence that can independently verify events. Body worn cameras are issued to all Special Event Officers (SEO's) working stadium events. The current agreement expires in September 2022. This estimated yearly cost, subject to change pending final negotiations, would continue the current BWC program.	90,000	4,500	94,500
Public Safety - Police	x	Observation Platforms on SAP Tower Design and install a safe and secure platform for Santa Clara Police Department and Public Safety Officers above the roof on the SAP tower / NRG Solar Terrace.	75,000	3,750	78,750

Santa Clara Stadium Authority 2022/23 CapEx Budget (Cont.)

Item Type	SCSA Requested	Description	Cost	Contingency (5%)	Total Cost
Security		Mobile Security Closed Circuit Television (CCTV) Pop Up Trailers This project will purchase five (5) additional units in order to enhance video coverage and audio messaging to remove locations. The Mobile CCTV Pop Up Trailers provide flexibility to our security operation. Security has the ability to deploy the CCTY units to various locations given current demand. The CCVT units can be used to direct law enforcement to different areas on an as needed basis. They an also be used on both even or non-event days in the occurrence at stadium CCTV camera goes down for maintenance or other video coverage is required. These CCTV Pop Up Trailers will aid in maintaining compliance with the Department of Homeland Security Safety Act requirements.	235,000	11,750	246,750
Security		Security 24/7 Gate C Employee Entrance Booth Purchase and install new pre-manufactured Security Guard Booth at Gate C employee and guest entrance. The new booth will provide cover, power, lighting and storage for the security staff at Gate C. The booth will include a canopy for the Security walk through magnetometer and search table. It will be used on both event and non-event day. The security checkpoint is necessary to screen all people entering the stadium grounds. This booth provides necessary operational support to our Security staff performing critical screening operations required by the Department of Homeland Security Safety Act requirements.	25,000	1,250	26,250
Subtotal New CapEx Equipment Costs			\$ 1,269,426	\$ 63,472	\$ 1,332,898
Total New CapEx Project Costs			\$ 8,951,426	\$ 447,572	\$ 9,398,998

Santa Clara Stadium Authority 2022/23 CapEx Budget Carryover

Item Type	SCSA Requested	Description	Cost	Remaining Contingency	Total Cost
Electrical		Broadcast Booth Power (2019/20 Carryover) The project shall design supplemental lighting power and controls in the Broadcast Booth (Room 04.50.02). The existing lighting grid in the ceiling has inadequate lighting and are currently controlled with a dimmer switch near the door of the room. The Architect shall evaluate the power needs and provide a solution for better control methods for the broadcast lighting power in the room.	\$ 16,190	\$ 810	\$ 17,000
Electrical		Concessions Cart Cabling for Portable Carts (2019/20 Carryover) Install code rated low voltage cabling (CAT6) to portable concession carts. This will provide Internet Protocol (IP) based access to the IPTV menu boards and Point of Sale (POS) systems for credit card transactions, as well as deliver an emergency signage to be displayed at the concession stands.	50,000	2,500	52,500
General Building		Updated Stadium Wayfinding Signage (2020/21 Carryover) Design, furnish and install new wayfinding and information signage to include, but not limited to, new premium/club wayfinding, suite wayfinding, smoking section signs, no smoking signs for around the main and upper concourses, section numbers/floor decals, ADA accessibility signs, Tunnel signs that "no photos/no autographs", etc.	250,000	12,500	262,500
General Building		Stadium Event Signage (2019/20 Carryover) The design, furnish and install of new stadium event signage including, but not limited to, tunnel awnings, accessible seating reference areas, lower bowl sections placards, security, mobile signage, and additional fire and building code signage.	138,000	6,900	144,900
General Building		Command Post Communication Equipment (2019/20 Carryover) Purchase and install public safety screens, monitors, and projection devices used in monitoring stadium and security operations to help improve situational awareness and response.	58,000	2,900	60,900
General Building		Women's Locker Room (2019/20 Carryover) Convert a portion of the auxiliary locker room area to accommodate a larger private space for female athletes, performers, officials, and other female event day sporting and entertainment professionals visiting or working events at Levi's Stadium. The project will include the design, permitting and construction of alterations necessary to accommodate these new designated spaces necessary to provide equal accommodations.	353,333	17,667	371,000
General Building		Automatic Logic Control Building Engineering System (2019/20 Carryover) Install an automatic logic controller system upgrade to monitor the building's HVAC in all quadrants simultaneously. This updated system will enable graphic interface and help the system to operate more efficiently with time clock management and assist in potential lighting control energy savings.	27,619	1,381	29,000
General Building		Club Space Flooring (2019/20 Carryover) Strip, resurface, and/or replace hardwood flooring surfaces in the BNY East & West and Levi's 501 spaces. These spaces are among the most utilized spaces in the building and get a large amount of foot traffic. This work will help extend the useful life of these spaces as well as reducing slips and falls from worn floors.	85,000	4,250	89,250
General Building		General Areas / Coatings Main Deck (2021/22 Carryover) Replace and recoat lytmal traffic deck coating at the lower seating bowl and on the 300 and 700 Level Concourses, which are currently showing signs of wear. The deck coating serves as a secondary waterproofing system for the occupied spaces below these areas and also protects and extends the life of the concrete. Periodic replacement and recoating of this system is necessary to maintain current waterproofing system and maintain the expected life of the structure.	2,450,000	122,500	2,572,500
General Building		Field Turf Track Replacement (2021/22 Carryover) The current turf track carpet is worn, buckled and compacted from use over the past five years and has reached its end of life. This project addresses the uneven grade of the current turf track carpet. This project will remove the existing track and rebuild it using a compacted stone base and shock layer with new carpet on top. Additionally, the project scope permanently addresses the sun grade issues we experience with our current track by stabilizing the base to support the extreme loads it comes under during concerts and dirt events. Finally, the new turf track will eliminate slipping hazards and improve overall safety and appearance.	325,714	16,286	342,000

Santa Clara Stadium Authority

2022/23 CapEx Budget Carryover (Cont.)

Item Type	SCSA Requested	Description	Cost	Remaining Contingency	Total Cost
General Building		Additional Gate and Fence at Gate D (2016/17 Carryover) Addition of gate and fence in the Quadrant D to assist in the control of people movement and screening operations. Study will take place to ensure the gate and fence meet all operational and regulatory compliance. Material will be furnished and installed. Project originally approved in FY 2016/17 but was not completed.	75,000	3,750	78,750
General Building		Miscellaneous (2016/17 Carryover) General renewal and replacement of flooring, carpeting, millwork, tiles, masonry, granite counters, stainless steel panels and counters, cladding, wall acoustic panels etc. throughout the building as items reach their end of life. Project originally approved in FY2016/17 but was not completed.	100,000	5,000	105,000
Plumbing		Plumbing (2020/21 Carryover) Project addresses general renewal and replacement of necessary plumbing equipment in the stadium to include, but not limited to, replacement of Pressure Reducing Valves (PRV) and other parts on domestic and recycled water systems.	87,619	4,381	92,000
Security		Enhance Stadium Security Coverage (2020/21 Carryover) Evaluate and replace existing cameras with technologically advanced multi-lens panoramic/360/multi-directional cameras. Design locations and camera styles have created visual obstructions and gaps in coverage. Height locations with fixed lens cameras create the inability to adjust field of views. Installation of television monitors/signage near camera mounts have created field of view obstructions. Due to high volume of club space usage for large scale, and smaller events, request for video investigations become frequent. Low lighting situations are constant with event type needs, and enhanced technology from newer cameras will enable greater video quality. Club Space Enhancements: Club spaces which need to be evaluated include, but are not limited to: BNY Mellon East and West Club, Yahoo Club, United Club, FII Club, 501 Club, Citrix Owners Club, Entry Gates, and Perimeter fences.	330,000	16,500	346,500
Security		Enhance Stadium Security Access Control (2020/21 Carryover) Install card readers on manual doors to increase access control features and security. Based on operational demands, doors have been identified via staff request and event activity in order to improve operational awareness and enhance the access control abilities by automating the doors. This also increases security to areas deemed by staff to hold sensitive or high value assets. The access control enhancements include Verbi/Mercury upgrade, EvoE400/Mercury upgrade, and various doors with access control upgrade or enhancement requirements.	235,000	11,750	246,750
Site		Security Fencing - Main Lot (2020/21 Carryover) Remove and replace approximately 1,000 linear feet of 4-foot high security fencing in Main Lot per request of City. The removal of existing fence and the installation of the new fence is included in a permit package that is currently under review at the City Planning and Building Departments as part of a larger project in the Main Parking Lot.	150,000	7,500	157,500
Site		Stationary Electric Pressure Washers (2020/21 Carryover) Install one (1) to two (2) demo stations on the 300 concourse. If these are effective, we would look to replace all gas-powered pressure washers with electrically powered ones.	49,524	2,476	52,000
Site		Asphalt (2018/19 Carryover) The project will evaluate the current pavement status and provide asphalt overlay and/or seal coat at the visitor parking on Tasman, Gold 4 & 5 parking lots and South Access Road. Design services will be engaged to evaluate the current condition of pavement and recommend the correct application. Proper overlay and crack fill seals the pavement and prevents the infiltration of water which prevents pavement failure.	170,952	8,548	179,500
Site		Stadium Event Power Upgrades & Switchgear Electrical (2019/20 Carryover) The project will study, design, install and enhance remote visibility to the 12KV PMSG (primary switch gear) to main electrical panel using the Schneider Power Monitoring Expert system. The project will establish capability to monitor and report the Switch Gear Event Mode Status through the building Schneider Power Monitoring Expert (PME) system for remote monitoring. The plans and specifications required will include any electrical and communication wiring, as well as any controls upgrades necessary to complete the project.	35,238	1,762	37,000
Site		Bridge - Pedestrian (2018/19 Carryover) The project will seal walkways and paint bridges to enhance public safety access areas and extended the useful life of the bridges. Project originally approved in FY2018/19 but was not completed.	30,000	1,500	31,500
Subtotal Carryover CapEx Construction Costs			\$ 5,017,189	\$ 250,861	\$ 5,268,050

Santa Clara Stadium Authority

2022/23 CapEx Budget Carryover (Cont.)

Item Type	SCSA Requested	Description	Cost	Remaining Contingency	Total Cost
Audio/Visual		Radio Booth Cabling (2019/20 Carryover) The project will install fiber optic cabling to increase the low voltage cabling backbone. This installation will accommodate the expanding requests received for booth usage during stadium events and will help the stadium keep up with emerging trends. The project will install fiber optic between multiple booths located on the 800 level suite tower location and the broadcast patch panel (Room 01.69.08) near the loading dock on the exterior south end of the stadium. Fiber design shall include TAC-12 and DT-12, or better. Design will consider new fiber termination panels in each booth. Design shall investigate and determine if additional conduit and raceway is necessary during the installation phase.	\$ 562,857	\$ 28,143	\$ 591,000
Audio/Visual		Crestron Control & Building Operating System Upgrades (2019/20 Carryover) Project shall evaluate and recommend a Crestron Control system upgrade and/or installation options to monitor HVAC, Lighting, Electrical, and Fire Alarms. The comprehensive system shall enable all of these items to interface with one another for stadium engineers to see a real time view of the building's systems.	3,810	191	4,001
Furniture, Fixtures & Equipment		Guest Service Booths (2018/19 Carryover) Add two additional guest services booths on the main concourse for better enhanced customer service touchpoints. New booths will provide increased operational space for guest service representatives on game day.	70,000	3,500	73,500
Furniture, Fixtures & Equipment		Replace Furniture for BNY Field Clubs, United, Levi's 501 & Yahoo clubs and Special Event spaces (2019/20 Carryover) Purchase replacement furniture for clubs (BNY, United, Levi's 501 and Yahoo) and special event spaces to enhance areas and meet client expectations. These spaces are amongst the most utilized in the entire stadium. The current furniture has been in place since the building opened in 2014 and is aging due to normal wear and tear as a result of numerous events in the stadium over the last eight years.	1,543,810	77,191	1,621,001
Food and Beverage		Beverage Distribution System (2020/21 Carryover) Equipment to assist with the distribution of beer and sodas throughout the stadium concession areas and bars. This project includes general renewal and replacement of beverage distribution system lines, CO2 and glycol dispensing equipment.	50,000	2,500	52,500
Food and Beverage		CO2 Monitoring & Sensors for Code Compliance (2020/21 Carryover) The project will design and install remote CO2 monitoring equipment utilizing the existing Automatic Logic Controller (ALC) system. The current CO2 monitoring has a local alarm three stage alarm, but is not connected to any Building Management System for remote monitoring. A recent CO2 assessment was performed that found the system the current monitoring system is compliant with all requirements, but the assessment recommended this remote monitoring upgrade as a best practice for safety. This project will evaluate, recommend and design remote CO2 monitoring system CO2 monitoring for enhanced safety for stadium staff per Authorities having jurisdiction. All Beer Cooler locations and Concession Soda Box Locations shall be monitored by the remote monitoring system.	192,381	9,619	202,000
Food and Beverage		Main Kitchen Equipment (2016/17 Carryover) General renewal and replacement of kitchen service equipment in the Main Kitchen. Project will include any necessary design, permit, purchase and installation of aging kitchen equipment that is near or at the end of life. Project originally approved in FY2016/17 but was not completed.	350,000	17,500	367,500
HVAC/Mechanical		Cooling Towers (2020/21 Carryover) General renewal and replacement of stadium cooling tower internal parts and systems. This includes, but is not limited to, motors, fans, fill, controls, and piping which support the mechanical cooling functions for the HVAC system.	43,810	2,191	46,001
HVAC/Mechanical		Variable Frequency Drive(s) (2020/21 Carryover) General renewal and replacement of Variable Frequency Drives (VFD) units for cooling tower, boilers and other mechanical equipment due to life expectancy issues. These system support the mechanical heating and cooling functions for the stadium.	126,667	6,333	133,000

Santa Clara Stadium Authority

2022/23 CapEx Budget Carryover (Cont.)

Item Type	SCSA Requested	Description	Cost	Remaining Contingency	Total Cost
HVAC/Mechanical		Install New Kitchen Exhaust Fans Throughout the Building (2019/20 Carryover) Install variable frequency drive (VFD) Units on kitchen exhaust fans for soft start (slow ramp up) capabilities. Kitchen exhaust fans currently operate 100 percent of the time. Installing VFD units will modulate the power and save energy whenever the fan is in use. Soft start extends the life of the equipment and saves energy.	266,667	13,333	280,000
Information Technology		Financial Management Information System Project (2020/21 Carryover) Procure a new cloud-based financial management system for the Stadium Authority that would allow greater visibility in to Non-NFL Events and Shared Stadium Expenses. The management company that handles Non-NFL events would use the financial management system for all transactions related to Non-NFL events and Shared Stadium Expenses, as well as store supporting documentation for the transactions (Including invoices). The costs include software license/subscription, hosting fee and a consultant for implementation and process improvement. There will be ongoing software license costs and possibility for additional staff time for implementation. *Subject to subsequent court rulings on cost allocation.	75,000	3,750	78,750
Public Safety - Fire	x	Mass Casualty Incident (MCI) Trailer (2020/21 Carryover) The fire department currently has equipment to treat 25 patients during a large-scale emergency. The MCI Trailer would allow the first responders to treat between 500-1000 people during a large-scale emergency by allowing quick access to on-board equipment and supplies.	120,000	6,000	126,000
Public Safety - Police	x	Kawasaki Mule (2021/22 Carryover) Purchase new Kawasaki Mule for Explosive Ordinance Disposal (EOD) team. Cost includes unfitting the Kawasaki Mule with Police labels and markings, lighting and locking storage boxes. The EOD team does not currently have a dedicated vehicle and are currently walking with canines and EOD gear during response calls for suspicious packages and drone payloads. The EOD team is first on scene sweeping the stadium for safety issues and the last to leave. Shifts can extend past 10 hours. Purchase of a vehicle would reduce fatigue for officers and canines and reduce response time.	25,000	1,250	26,250
Public Safety - Police	x	Kawasaki Mule (2021/22 Carryover) Purchase new Kawasaki Mule for Special Response Team (SRT). Cost includes unfitting the Kawasaki Mule with Police labels and markings, lighting, equipment storage boxes and Type 3 IME box that is approved by the U.S. Bureau of Alcohol Tobacco and Firearms (ATF) to transport/store breacher explosives. The SRT equipment is currently in a standard size vehicle that upon deployment would not easily maneuver the stadium or crowds of attendees; the team would be required to go to the vehicle to retrieve the required equipment extending response time. The vehicle may also be deployed to City issues and the equipment would not be readily available for use. The SRT does not currently have a dedicated vehicle. Purchase of a vehicle would allow the SRT to mobilize needed equipment and will reduce response time.	20,000	1,000	21,000
Public Safety - Police	x	Onsite Conex Storage (2021/22 Carryover) Locking onsite Conex Storage container to store 3 Police Kawasaki Mules, including the requested EOD and SRT mule purchase. The Conex Storage container will be housed in a parking lot dedicated for police parking with the secured footprint of the Stadium.	4,000	200	4,200
Public Safety - Police	x	2-Way CAD/24-7 Link (2020/21 Carryover) All stadium personnel operate on the 24/7 dispatch system. SCPD and SCFD operate on the CAD system. When public safety personnel are sent on calls, the call must be generated by hand in both systems. This causes extra work for dispatchers, however, more importantly this creates delays in reporting and responses to public safety incidents. A 2-way link would allow both systems to "talk" to each other and automatically create incidents in each other's system. Additionally, without this link, we cannot log officers on which creates an officer safety issue as well as an issue when it comes to management of personnel.	82,000	4,100	86,100

Santa Clara Stadium Authority

2022/23 CapEx Budget Carryover (Cont.)

Item Type	SCSA Requested	Description	Cost	Remaining Contingency	Total Cost
Public Safety - Police	x	Pedestrian Safety Fencing (2019/20 Carryover) Raised fencing is requested for installation on Tasman Drive from Centennial Boulevard to Calle Del Sol. This is approximately 0.4 miles and would be adjacent to the VTA/Light Rail tracks. This fencing is required to guarantee the safety of patrons as pedestrians on Tasman Drive. Currently, pedestrians regularly jump temporary construction barriers and cross eastbound Tasman Drive and cross live/active VTA light rail tracks. In addition, during events the traffic flow is reversed and pedestrians will not expect cars coming from that direction. This poses a clear danger for pedestrians and mobile personnel are not always available to prevent this regular attempt by pedestrians. Raised fencing will guarantee this dangerous situation stops. The cost is an estimate based on the Fencing on Tasman project.	100,000	5,000	105,000
Public Safety - Police	x	GPS Software for Tracking Personnel (2019/20 Carryover) Live tracking of law enforcement personnel is critical in providing an accurate picture of public safety coverage. This technology and software will allow the Command Post to know where our personnel are at all times and make necessary assignment adjustments on the go. It is desired that the software also be capable of retaining data for historical analysis. The requested funding of \$25,000 is the initial purchase price for approximately 100 devices and the software. There is a monthly operating cost of \$30/month each; \$36,000 total annually.	25,000	1,250	26,250
Public Safety - Police	x	Fencing on Tasman & Lafayette(2019/20 Carryover) Fencing to prevent stadium event pedestrian traffic from crossing unsafely between Lafayette St. and the Tasman St. overcrossing.	70,000	3,500	73,500
Public Safety - Police	x	Radios (2020/21 Carryover) New radios are required for equipping additional staff in our public safety deployment. These radios allow for communication to the command post and between public safety partners working our events. Without these critical radios, personnel would not be able to function in their capacity and as expected to provide public safety services including emergency response. The department is currently waiting on Silicon Valley Regional Interoperability Authority to upgrade their radio infrastructure to complete these new radio purchases. There is a yearly operating cost; requesting quote.	79,000	3,950	82,950
Public Safety - Police	x	Radio Chargers (2020/21 Carryover) Our radio equipment is critical and, therefore, their serviceability must be maintained. Each new radio will require a charging port. These three charging stations each have a 6-radio capacity and three are needed to maintain radios at their peak power and usability. Having these three charging stations will ensure all radios are ready for use by public safety without the risk of personnel being without this crucial equipment in a functional state.	3,000	150	3,150
Public Safety - Police	x	Dispatch Monitors (2020/21 Carryover) Our public safety dispatchers utilize several screens at their work stations in order to facilitate their duties. The necessary upgrading of our latest public safety communications center's CAD and associated software will require larger screen area to effectively manage the new information. These 16 replacement 22" larger monitors are needed to optimize the use and intended application of the latest public safety dispatching software. The larger screens are required to view the additional windows from the CAD system and are expected to last five years. The prior monitors were purchased six years ago and are 19" monitors. The cost includes estimated installation for three workstations.	8,000	400	8,400
Public Safety - Police	x	Staff Scheduling Software (2019/20 Carryover) The Stadium requires SEOs to operate safely. Notifying and communicating with our SEOs is critical in properly planning our staffing needs. We currently use an out of date version of "Game Day Staffing."	16,250	813	17,063
Public Safety - Public Works	x	Street Signage (2017/18 Carryover) This item was brought before the SCSA Board and approved in the 2017/18 budget. Working with the Dept. of Public Works, the Executive Director's office and the Chief of Police's office to identify appropriate locations on surrounding city streets (Great America Parkway, Tasman Drive, etc.) to place signage to better protect, inform and serve patrons visiting Levi's Stadium, non-event day traffic, community even advisories and emergency public safety and traffic advisories.	1,000,000	50,000	1,050,000
Security		Software Upgrade to Genetec 5.8 (2020/21 Carryover) Upgrade to Genetecs newest firmware version 5.8. This would improve overall system performance and stability, and add new features that will help in operator training and utilization of software. Customizable live dashboards assist in monitoring alarms and events in real-time.	35,000	1,750	36,750

Santa Clara Stadium Authority

2022/23 CapEx Budget Carryover (Cont.)

Item Type	SCSA Requested	Description	Cost	Remaining Contingency	Total Cost
Security		Video Analytics (2020/21 Carryover) Add video analytics to assist with video investigations. Video investigations take several hours/days to complete using traditional playback methods. Adding video analytics will greatly decrease man-hours spent in video review process, as well as aid in investigations using newer technology.	35,000	1,750	36,750
Security		Parking Lot Camera Upgrades (2020/21 Carryover) Replace Great America parking lot cameras with technologically advanced multi-lens panoramic/360/multi-directional cameras. New camera technology would provide better overall coverage of the main parking lot. Sun baked cameras with fixed angles have created gaps in coverage. With more video incident request coming from ingress/egress incidents, new technology would assist in these investigations. Install cameras in Gold lot 4/5 where there is very limited coverage.	40,000	2,000	42,000
Security		Bowl Camera Upgrade/Refurbishment (2020/21 Carryover) The project will replace or refurbish several seating bowl cameras. The bowl cameras have become sun baked and provide poor/obscured coverage of bowl seating. Maintenance has become an issue due to the cost and time required to erect scaffolding to reach camera boxes each time the cameras require maintenance. The project will evaluate the opportunity to re-engineer the camera housing by relocating housing closer to stadium infrastructure, if possible.	135,000	6,750	141,750
Security		License Plate Reader at Vehicle Entry Gates (2020/21 Carryover) Add six (6) License Plate Reader cameras on entry/exit lanes of all vehicle gates (Post 1,2, and 3) to document and track vehicles entering and exiting the stadium. The LPR cameras provide additional visibility of all parties entering and existing that stadium.	45,000	2,250	47,250
Security		Install Stadium Camera Booths Card Readers (2019/20 Carryover) Install card reader for north and south camera booths to secure the spaces that enter into/from general public access areas.	84,000	4,200	88,200
Security		Drone Detection (Antenna System) (2021/22 Carryover) Drone intrusions are happening more frequently. We need a detection and deterrent system in place for the Security of our venue and events. This technology will assist Stadium Security and Law Enforcement in identifying any threats and to take measures to mitigate the threat.	55,000	2,750	57,750
Vertical Transport		Elevator Door Replacement (2019/20 Carryover) The project replace the vestibule door frame, doors, hardware and equipment at the 200 level elevator lobby doors in the stadium. The current door system does not allow the necessary door swing radius to navigate larger janitorial and operational equipment into the elevator lobby. The current door system was damaged due to the limitations in design and thus must be completely replaced to restore and establish ultimate operational function.	20,000	1,000	21,000
Subtotal Carryover CapEx Equipment Costs			\$ 5,286,252	\$ 264,314	\$ 5,550,566
Total Carryover CapEx Project Costs			\$ 10,303,441	\$ 515,175	\$ 10,818,616

Santa Clara Stadium Authority

Capital Expense Plan Summary - 5 Year Forecast

	2022/23		2023/24		2024/25		2025/26		2026/27
	Budget		Budget		Budget		Budget		Budget
Electrical	\$ 666,190	\$	300,000	\$	3,300,000	\$	225,000	\$	325,000
General Building	10,032,666		438,000		3,570,000		1,300,000		2,000,000
Plumbing	87,619		150,000		-		300,000		35,000
Public Safety	-		-		-		-		-
Security	707,000		-		-		-		-
Site	1,205,714		100,000		-		-		125,000
Subtotal CapEx Construction Costs	\$ 12,699,189	\$	988,000	\$	6,870,000	\$	1,825,000	\$	2,485,000
Audio/Visual	\$ 566,667	\$	970,000	\$	-	\$	-	\$	500,000
FF&E	1,613,810		30,000		-		61,669		-
Food & Beverage	592,381		-		-		1,200,000		-
HVAC/Mechanical	437,144		150,000		225,000		75,000		325,000
Information Technology	75,000		-		-		-		-
Life Safety/Fire	50,000		-		-		-		335,000
Security	689,000		400,000		400,000		510,000		500,000
Public Safety Equipment	2,511,676		384,341		344,510		125,010		114,510
Vertical Support	20,000		-		-		-		400,000
Subtotal CapEx Equipment Costs	\$ 6,555,678	\$	1,934,341	\$	969,510	\$	1,971,679	\$	2,174,510
Contingency (5%)	962,743		146,117		391,976		189,834		232,976
Total CapEx Project Costs	\$ 20,217,610	\$	3,068,458	\$	8,231,486	\$	3,986,513	\$	4,892,486



STADIUM AUTHORITY WORK PLAN

The Work Plan summarizes the Stadium Authority's work priorities for the year based on previous Board direction. Last year's Work Plan was not completed in its entirety due to the ongoing COVID-19 Pandemic and limited staff resources because of the absorption of additional projects and responsibilities from positions that became vacant during the year. One notable FY 2021/22 Work Plan item that was addressed was the Curfew, which the Board provided direction on at the November 16, 2021 meeting. Within the context of continuing to support ongoing Stadium Authority operations and the defense of several lawsuits that the 49ers have filed against the City or Stadium Authority, staff will focus on the following:

Work Effort	Work Plan	Planned Outcome
ADA Compliance	<ul style="list-style-type: none">Complete ADA compliance with multi-year improvements to Main Lot.	Compliance regarding accessible parking spaces at Stadium Main Lot Use of other satisfactory solutions that prioritize ADA compliance.
Community Room	<ul style="list-style-type: none">Return to Board to seek input on proposed next steps, including evaluation of the other locations discussed earlier in 2018. Develop policy/guidelines for use.	Resolution of Community Room location, policy/guidelines for use.
San Tomas Aquino Creek Trail	<ul style="list-style-type: none">By review of other venues with shallow security perimeters and legal documents that relate to accessing the area, and consultation with Homeland Security and other stakeholders, evaluate options for keeping trail open during events and/or providing alternate routes if trail is closed.	Creek trail access and/or safe and/or accessible alternate route.
SCSA Board Policy Manual	<ul style="list-style-type: none">Continue to create manual, beginning with Governance and Budget policies.Identify areas where policies are appropriate and propose drafts for the Board's approval.	Develop additional policies and present to Board for inclusion in manual. While needed, capacity has not existed to develop more policies.

SCSA Auditor Annual Audit Work Plan	<ul style="list-style-type: none">• Review the Stadium Authority Financial Reporting Policy with staff and external auditors and provide feedback on best practices.• Provide oversight of Construction Fund and Public Safety audits of transactions and provide feedback on the allocation of staff charges (contracted service).• Provide oversight of Non-NFL Events audit (contracted service).• Retain consultants to perform the annual financial audit for the Stadium Authority (contracted service).	Promote honest, efficient, effective and fully accountable city government through accurate, independent and objective audits.
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