

City of Santa Clara

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Agenda Report

22-1084 Agenda Date: 11/1/2022

REPORT TO STADIUM AUTHORITY BOARD

SUBJECT

Action on the Stadium Authority Financial Status Report for the Quarter and Fiscal Year Ending March 31, 2022 and Related Budget Amendments

BOARD PILLARS

Ensure Compliance with Measure J and Manage Levi's Stadium Enhance Community Engagement and Transparency

BACKGROUND

In Fiscal Year 2014/15 the Stadium Authority Board ("Board") requested that staff prepare quarterly Santa Clara Stadium Authority ("Stadium Authority") Financial Status Reports. These reports provide an update on the events held at Levi's Stadium, Stadium Authority finances, and the impact of Stadium Authority activity on the City of Santa Clara's ("City").

This report provides information covering the Stadium Authority's fourth quarter (January 1, 2022 - March 31, 2022) of the 2021/22 fiscal year.

The Adopted Stadium Authority Budget incorporates the estimated revenues and expenses for all Stadium Authority funds. The attached Financial Status Reports provide the budget to actual revenue and expense summaries for the operating, debt service, and capital funds. Analysis of the financial activity through the fiscal year measures the adherence to the budget and allows the Stadium Authority to monitor and project revenues and expenses. Any significant variances are explained in the reports.

Certain operating expense payments were withheld based on Board direction for the partial suspension of payments at the March 27, 2019 Stadium Authority Board meeting, based on the concern that public funds would be used to pay for expenses that were not legally procured, or compliant with prevailing wage law or self-dealing/conflict of interest laws. At that meeting, the Board directed the Executive Director to only release public funds to Forty Niners Stadium Management Company, LLC (Stadium Manager) when supporting documents have been submitted to show the expenses adhere to our agreements and State and local laws.

On August 31, 2022, Stadium Authority, Forty Niners SC Stadium Company, LLC (StadCo) and Stadium Manager settled the arbitration and disputes regarding the partially suspended Shared Expenses and Operating and Management Expenses. As part of the written settlement agreement, under section 11(b)(iii), Stadium Authority agreed to recognize the \$15.8 million unpaid expenses that Stadium Authority had partially suspended from payment, along with the \$426 thousand interest expenses under the Revolving Loan incurred from fiscal year 2019-20 through fiscal year 2021-22. Stadium Manager's prior unauthorized payments of these unpaid expenses through the Revolving

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Loan are now treated as timely Stadium Authority payments, but without Stadium Authority agreeing to Stadium Manager's actions or draws under the Revolving Loan. The \$16.3 million in expenses were recorded in fiscal year ending March 31, 2022.

DISCUSSION

The attached financial status reports provide information covering the Stadium Authority's fourth quarter (January 1, 2022 - March 31, 2022) of the 2021/22 fiscal year. The reports summarize National Football League ("NFL") and non-NFL event activity at Levi's Stadium and describes the financial impact of these events on the Stadium Authority and City since FY 2014/15. The report also provides the budget to actual revenue and expense summaries for the operating, debt service, and capital funds. Analysis of the financial activity through the fiscal year measures the adherence to the budget and allows the Stadium Authority to monitor and project revenues and expenses. Any significant variances are explained in the report.

NFL Event Revenue and Expenses

Levi's Stadium hosted 10 NFL games in the Fiscal Year 2021/22 with a total of 674 thousand tickets sold. This resulted in \$9.8 million in NFL ticket surcharge for the Stadium Authority and \$236 thousand of Senior and Youth Program Fees for the City. Public safety costs for NFL games totaled \$5.3 million which is significantly higher than the prior year because there were only five regular season games, absent of any fans, in Fiscal Year 2020/21. Stadium Manager, on behalf of StadCo, has reimbursed to the City all of these costs, including certain disputed costs that were paid under protest pursuant to the parties' August 31, 2022 Stipulation to Stay the Public Safety Costs Arbitration.

Non-NFL Event Revenue and Expenses

This section provides annual and comparative data for Non-NFL Events categorized as events ranging from high school and college football games, international soccer matches, concerts, wedding fairs, and special events. Due to the pandemic, there were no Non-NFL events held in the FY 2021/22. Non-NFL events resumed in FY 2022/23.

Although there were no Non-NFL events held for FY 2021/22, the net loss totaled \$289 thousand for the year. Stadium Manager has been working with Stadium Authority on establishing a separate financial management system which is intended to provide more transparency with the transactions associated with Stadium Authority activity. Once fully implemented, it will enable ongoing review of documentation on a real-time basis.

As summarized in Table 1 below, on an overall basis, revenue totaled \$1.2 million or \$1.3 million higher than FY 2020/21. This increase reflects 12 special events hosted at during FY 2021/22. Event specific operating expenses increased by \$842 thousand to \$870 thousand while other operating expenses (non-event specific expenses) increased by \$232 thousand to \$652 thousand. As a result, Non-NFL events net loss decreased by \$188 thousand to \$289 thousand for FY 2021/22. Expenditure information was provided by Stadium Manager, and Stadium Authority staff is in process of performing a detailed review and/or audit of the source documentations received.

Table 1 - Non-NFL Event Results by Category Comparison (FY 2020/21 to FY 2021/22)

	FY 2020/21 YTD Total	FY 2021/22 YTD Total	Change Amount	%
	TID TOtal			
Attendance	-	3,698	3,698	n/a
Non-NFL Event Revenue				
Ticketed Event Revenue	(27,730)	1,123	28,853	n/a
Non-Ticketed Event Revenue	(2,236)	1,231,833	1,234,069	n/a
Total Non-NFL Event Revenue	(29,966)	1,232,956	1,262,922	n/a
Non-NFL Event Expense				
Promoter/Artist Payments	-	_	_	n/a
Public Safety Costs	1,585	1,827	242	15%
Security	-	14,295	14,295	n/a
Event Staff	7,748	36,078	28,330	366%
Food & Beverage Cost	-	702,023	702,023	n/a
Parking Costs	(1,974)	(4,026)	(2,052)	104%
Other Event Expenses	19,943	119,383	99,440	499%
Total Non-NFL Event Expense	27,302	869,580	842,278	3085%
Non-NFL Events Gross Profit	(57,267)	363,376	420,643	n/a
Other Operating Income (Expenses)				
Catered Events Department Labor Costs	(300,635)	(339,220)	(38,585)	13%
Staff Costs - Not Event Specific	(113,572)	(222,124)	(108,552)	96%
Operating Expenses	(7,966)	(16,708)	(8,742)	110%
City of Santa Clara Worker's Comp Claims	(17,847)	(11,694)	6,153	-34%
Interest Income	20,327	551	(19,776)	-97%
Depreciation Expense	-	(62,922)	(62,922)	n/a
Total Other Operating Income (Expenses)	(419,693)	(652,117)	(232,425)	155%
Non-NFL Event Ticket Surcharge	-	-	-	n/a
Net Income (Loss) from Non-NFL Events	(476,960)	(288,741)	188,219	61%

Stadium Builder Licenses ("SBLs")

SBLs account for 36% of the Stadium Authority's annual budgeted revenue in FY 2021/22. There is a total of 61,995 currently active SBLs which is 93.8% of the 66,066 total sellable SBL seats. The value of the active SBLs amount to \$539.3 million of which \$501.4 million has already been collected.

Stadium Authority Budgets

The detailed analysis of Stadium Authority budget to actual financials is provided in the attached Financial Status Reports. In summary, total operating revenues were \$67.8 million representing 104% of the overall budget for revenues and total operating expenses were \$59.6 million or 92% of the budget. The debt service fund was able to pay down \$16.5 million in debt, bringing total Stadium Authority debt down to \$280.3 million. Capital expenses were \$1.5 million representing 10% of the overall CIP budget.

FY 2021/22 Stadium Authority Budget Amendments

From time to time, budget adjustments may be necessary to align revenues or expenditures to actual or unexpected activity during the course of a fiscal year, known after the adoption of the Stadium Authority Budget. As of the timing of the publication of this report, additional information from FY 2021/22 has resulted in recommended budget adjustments as follows:

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1) Senior and Youth Program Fees (based on \$0.35 per NFL game ticket) came in higher than anticipated by \$4,000. A budget amendment is needed to reflect the increase in the payment to the City's General Fund as well as the revenue to the Stadium Authority.

- 2) Naming Rights Commission came in higher than anticipated by \$244, and staff is requesting an operating budget amendment to account for the additional commission expense incurred.
- 3) CFD Advance interest expenses incurred for the fiscal year exceeded the anticipated contributions by \$1.2 million, and staff is requesting a debt service budget amendment to account for the additional interest expense incurred.

On August 31, 2022, the Stadium Authority entered into a settlement agreement with StadCo and Stadium Manager over disputes regarding the Operating and Management Expenses, Shared Expenses, and Capital Expenditures that were previously withheld. The following budget amendments are request as a result of the settlement agreement:

- 4) As part of the settlement, the Stadium Authority agreed to recognize unpaid Shared Stadium Manager Expenses that were previously withheld. A budget amendment is needed to reflect the additional \$15.4 million of Shared Stadium Manager Expenses recognized.
- 5) As part of the settlement, the Stadium Authority agreed to recognize unpaid Operating and Management Expenses that were previously withheld. A budget amendment is needed to reflect the additional \$139,000 in expenses related to the use of StadCo's Tenant Improvements and \$1.1 million in other expenses related to admin and lender fees, interest expenses, and other general and administrative expenses recognized.

A reduction to the Operating Reserve and Contingency Reserve (Shared Expenses) totaling \$16.6 million and a reduction to the Debt Service Reserve of \$1.2 million are recommended to offset the actions recommended above.

ENVIRONMENTAL REVIEW

The action being considered does not constitute a "project" within the meaning of the California Environmental Quality Act ("CEQA") pursuant to CEQA Guidelines section 15378(b)(5) in that it is an administrative activity that will not result in direct or indirect physical changes in the environment.

FISCAL IMPACT

As discussed, staff recommends several budget amendments as detailed in the table below:

	Current	Increase/ (Decrease)	Revised
Operating Fund			
Revenues			
Senior & Youth Program Fees	\$232,000	\$3,975	\$235,975
Total Revenue Adjustments		\$3,975	

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<u>Expenses</u>			
Shared Stadium Manager Expenses	\$7,448,640	\$15,403,455	\$22,852,095
Senior & Youth Fees (paid to City)	\$232,000	\$3,975	\$235,975
Use of StadCo Tenant Improvements	\$26,000	\$138,826	\$164,826
Naming Rights Commission	\$88,000	\$244	\$88,244
Other Expenses	\$514,000	\$1,050,804	\$1,564,804
Total Expenditure Adjustments		\$16,597,304	
Reserves			
Operating Reserve	\$9,693,657	(\$4,405,947)	\$5,287,710
Contingency Reserve (Shared Expenses)	\$13,089,463	(\$12,187,382)	\$902,081
Total Reserve Adjustments	\$22,783,120	(\$16,593,329)	\$6,189,791
CurrentIncrease/ (Decrease)Revised	T		
Debt Service Fund			
<u>Expenses</u>			
CFD Advance	\$483,000	\$1,207,516	\$1,690,516
Total Expenditure Adjustments		\$1,207,516	
Reserves			

COORDINATION

Debt Service Reserve

Total Reserve Adjustments

This report was coordinated with the Stadium Manager per section 4.6 of the Management Agreement as well as the Stadium Authority Counsel's Office.

PUBLIC CONTACT

Public contact was made by posting the Council agenda on the City's official-notice bulletin board outside City Hall Council Chambers. A complete agenda packet is available on the City's website and in the City Clerk's Office at least 72 hours prior to a Regular Meeting and 24 hours prior to a Special Meeting. A hard copy of any agenda report may be requested by contacting the City Clerk's Office at (408) 615-2220, email clerk@santaclaraca.gov <mailto:clerk@santaclaraca.gov> or at the public information desk at any City of Santa Clara public library.

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(\$1,207,516)

(\$1,207,516)

\$10,328,719

\$10,328,719

RECOMMENDATION

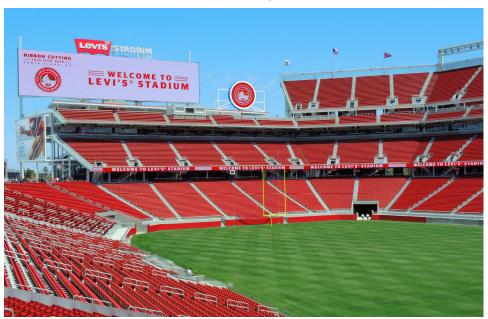
- 1. Note and file the Santa Clara Stadium Authority Financial Status Report for the Quarter and Fiscal Year Ending March 31, 2022;
- 2. Approve various FY 2021/22 Santa Clara Stadium Authority budget amendments based on actual year-end performance in the Operating Fund from reserves and recognizing additional fee revenues; and
- 3. Approve various FY 2021/22 Santa Clara Stadium Authority budget amendments based on



Santa Clara Stadium Authority

SANTA CLARA STADIUM AUTHORITY FINANCIAL STATUS REPORT

Quarter and Fiscal Year Ending March 31, 2022



November 1, 2022

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Introduction

This Santa Clara Stadium Authority ("Stadium Authority") Financial Status Report provides information covering the fourth quarter of the Stadium Authority's 2021/22 fiscal year (FY) which ended on March 31, 2022. Comparative data from prior fiscal years is also included.

In addition to these quarterly reports, the Stadium Authority produces annual financial statements. The FY 2021/22 financial statements were audited by an external audit firm and presented to the Stadium Authority's Audit Committee on September 30, 2022 and the Stadium Authority Board ("Board") on October 18, 2022. Once presented to the Stadium Authority Board, the financial statements as well as this report are published on the Stadium Authority's website.

The Stadium Authority also prepares a detailed budget prior to the beginning of each fiscal year. The FY 2021/22 budget was considered at a study session on March 9, 2021 and adopted by the Board on March 23, 2021.

Stadium Authority finances are 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, including administrative and public safety, to the Forty Niners Stadium Management Company, LLC ("ManagementCo") or the Stadium Authority are fully reimbursed with Stadium Authority funds.

Methodology

Information provided in this report was based in part on documentation submitted by ManagementCo. Specifically, NFL and Non-NFL event statistics and financial information relating to Stadium Manager expenses are provided by ManagementCo. Stadium Authority staff is limited to a review of selected financial information submitted by ManagementCo, including some source documentation for Non-NFL events with attendance greater than 25,000, submitted 45 days after each event. More detailed documents are received over 90 days after the close of the fiscal year. For all other financial information, a full detailed review and/or audit of source documentation has not been completed by the Stadium Authority for this report.

The Stadium Authority has contracted with JS Held (formerly Hagen, Streiff, Newton, & Oshiro), a forensic accounting firm, to review and evaluate Non-NFL event financial information from prior years, including source documentation. The report was discussed with the Board at the December 1, 2020 Stadium Authority Board meeting. The Stadium Authority is working with JS Held for the review of additional historical years.

The information provided reflects the best known and available at the time of the writing of this report and is subject to further revision when the full body of records becomes available and review is complete. Consequently, the Board's notation and filing of this report should not be considered an approval of the accuracy of the information in the report.

NFL Events

This section provides fiscal year to date and comparative data for NFL games categorized as pre-season and regular season games. In FY 2020/21, there were no fans present for the NFL games. The comparative data is based on the quarter ended March 31, 2020.

The San Francisco Forty-Niners ("49ers") played a total of ten NFL games (two preseason games and eight regular season games) at Levi's® Stadium as of March 31, 2022. There was a total of 674,214 tickets sold to these NFL games, an average of 67,421 tickets per game. This is at approximately the same level as FY 2019/20. The ticket sales resulted in \$9.8 million in NFL ticket surcharge revenue (10% of ticket sales) to the Stadium Authority. The average NFL ticket surcharge revenue was \$981,000 per game in the current year which is up by \$280,000 or 40% from the same period in FY 2019/20. A total of \$236,000 of Senior and Youth Program Fees, which is based on \$0.35 per NFL ticket sold, were collected through the end of the fourth quarter of the fiscal year. These fees were transferred to the City's General Fund in support of such programs.

A total of 71,614 cars were parked in the permitted offsite parking lots generating \$423,000 in offsite parking fees. The Tasman lot parking had a total of 4,449 parked cars and generated an additional \$22,000 for the General Fund through the end of the fourth quarter of the fiscal year. The overall number of cars parked in the permitted offsite lots and the Tasman lots increased by 3% when compared to the same period in FY 2019/20.

There were \$5.3 million of NFL event public safety costs in the current fiscal year which is an average of \$503,000 per game. This is up from the FY 2019/20 average of \$451,000 per game. Of the \$5.3 million NFL event public safety costs, \$3.7 million or 69.6% are direct City costs and \$1.6 million or 30.4% are outside agency costs. Approximately \$423,000 of the total NFL event public safety costs were covered by the offsite parking fees that were collected and the remaining \$4.9 million were invoiced to the ManagementCo. ManagementCo, on behalf of StadCo, has paid all NFL public safety costs to the City, including certain disputed costs that were paid under protest pursuant to the parties' August 31, 2022 Stipulation to Stay of the public safety cost arbitration. It should be noted that costs differ depending on deployment needs for each event.

Statistics for the NFL games held at Levi's[®] Stadium in the 2021/22 fiscal year are shown in Table 1 and comparative data from all seven years of operations can be found in Table 2.

Table 1

Levi's[®] Stadium 2021/22 NFL Event Statistics As of March 31, 2022

	(Same 1 vs	G	Same 2 vs		Same 3 vs		Game 4 vs	(Game 5 vs		Game 6 vs	(Game 7 vs		Same 8 vs		Same 9 vs		me 10 vs		
		Chiefs 08/14/21				Packers 09/26/21		Seahawks 10/03/21		Colts 10/24/21		Cardinals 11/07/21		Rams 11/15/21		Vikings 11/28/21		Falcons 12/19/21	Texans 01/02/22		2021/22 YTD Total	
No. of Tickets Sold		63,172		68,258		68,021		67,016		64,768		67,398		66,659		69,572		69,682		69,668		674,214
NFL Ticket Surcharge	\$	498,759	\$	551,632	\$	1,601,010	\$	1,551,718	\$	865,536	\$	889,178	\$	1,128,298	\$	901,571	\$	912,696	\$	908,611	\$	9,809,009
Senior/Youth Program Fees	\$	22,110	\$	23,890	\$	23,807	\$	23,456	\$	22,669	\$	23,589	\$	23,331	\$	24,350	\$	24,389	\$	24,384	\$	235,975
Cars Parked at Offsite Lots		5,340		8,145		8,193		7,581		5,514		7,244		6,066		7,718		7,917		7,896		71,614
City Offsite Parking Fee	\$	31,559	\$	48,137	\$	48,421	\$	44,804	\$	32,588	\$	42,812	\$	35,850	\$	45,613	\$	46,789	\$	46,665	\$	423,238
Cars Parked on Tasman Lots		364		416		400		439		397		455		472		501		486		519		4,449
City Tasman Lot Parking Fee	\$	1,820	\$	2,080	\$	2,000	\$	2,195	\$	1,985	\$	2,275	\$	2,360	\$	2,505	\$	2,430	\$	2,595	\$	22,245
Stadium Public Safety Costs	\$	555,609	\$	817,391	\$	482,191	\$	497,096	\$	444,785	\$	524,390	\$	483,650	\$	519,618	\$	494,051	\$	484,710	\$	5,303,491
Less: Offsite Parking Fee Credit	\$	(31,559)	\$	(48, 137)	\$	(48,421)	\$	(44,804)	\$	(32,588)	\$	(42,812)	\$	(35,850)	\$	(45,613)	\$	(46,789)	\$	(46,665)	\$	(423,238)
Reimbursable Stadium Public Safety Costs	\$	524,050	\$	769,254	\$	433,770	\$	452,292	\$	412,197	\$	481,578	\$	447,800	\$	474,005	\$	447,262	\$	438,045	\$	4,880,253
Amount Reimbursed	\$	524,050	\$	769,254	\$	433,770	\$	452,292	\$	412,197	\$	481,578	\$	447,800	\$	474,005	\$	447,262	\$	438,045	\$	4,880,253

Levi's[®] Stadium
Historical NFL Event Statistics

Table 2

2014/15 Q4 2015/16 Q4 2016/17 Q4 2017/18 Q4 2018/19 Q4 2019/20 Q4 2020/21 Q4 2021/22 Q4 Total Total Total Total Total Total Total Total No. of NFL Events 10 10 12 10 10 10 No. of Tickets Sold 682.095 669.826 655,891 643.189 651.237 803.524 674.214 NFL Ticket Surcharge 8,366,290 \$ 8,273,378 \$ 8,175,462 \$ 7,806,190 8,076,510 \$ 8,412,291 \$ \$ 9,809,009 Senior/Youth Program Fees 238,734 \$ 234,439 \$ 225,116 \$ 227,933 \$ 250,000 \$ 235,975 229,562 \$ Cars Parked at Offsite Lots 90.024 57.166 67.740 54.107 56.390 81.401 71.614 City Offsite Parking Fee 442,918 \$ 290,403 \$ 354,958 \$ 293,260 \$ 317,476 \$ 476,196 \$ \$ 423,238 Cars Parked on Tasman Lots 4,983 6,876 5,122 5,530 4,729 6,882 4,449 Cars Parked on Golf Course 23,306 20,090 City Tasman Lot and Golf Course Parking Fee \$ 141,445 \$ 134,830 \$ 25.610 \$ 27.650 \$ 23.645 \$ 34.410 \$ \$ 22.245 Stadium Public Safety Costs 2,437,902 \$ 3,084,850 \$ 2,633,295 887,617 \$ 2,455,404 \$ \$ 2,994,735 \$ 5,416,926 \$ 5,303,491 Golf Course Public Safety Costs 180,766 81,210 \$ 3,084,850 \$ 2,994,735 Subtotal Event Public Safety Costs 2,636,170 2,519,111 \$ 2,633,295 \$ 5,416,926 \$ 887,617 \$ 5,303,491 Less: Offsite Parking Fee Credit (442,918) \$ (290,403) \$ (354,958)\$ (293, 260)\$ (423,238) (317,476) \$ (476, 196) \$ \$ Reimbursable Stadium Public Safety Costs \$ 2,193,252 2,228,708 2,729,892 \$ 2,340,035 2,677,259 4,940,730 887,617 \$ 4,880,253 Reimbursed by StadCo 2.340.035 \$ 1,437,848 \$ 1,558,806 \$ 1,556,550 \$ \$ 2,677,259 \$ 4,940,730 \$ 887.617 4.880.253 Reimbursed by SCSA 669,902 \$ 1,173,342 \$ 755,404 Total Amount Reimbursed 2,193,252 \$ 2,228,708 \$ 2,729,892 \$ 2,340,035 \$ 2,677,259 \$ 4,940,730 \$ 887,617 \$ 4,880,253

Non-NFL Events

This section provides annual and comparative data for Non-NFL Events categorized as events ranging from high school and college football games, international soccer matches, concerts, wedding fairs, and special events. Due to the pandemic, there were no Non-NFL events held in FY 2021/22. Non-NFL events are expected to resume in FY 2022/23. In correlation with the no ticketed events being held, the City did not receive any revenue from cars parked at the permitted offsite parking lot.

The ManagementCo reports that there were 12 smaller special events held at Levi's[®] Stadium which is down by 67 events or 85% when compared to the same period in FY 2019/20. The reported attendance was 3,698 in FY 2021/22. Examples of these special events include corporate events of various sizes, weddings, holiday parties, high school dances, etc.

Total Non-NFL events public safety costs were \$99,000, a decrease of \$1.6 million or 94%. As mentioned previously, the decrease in cost is due to the decrease in events being held in the current reporting period when compared to FY 2019/20.

Statistics for comparative data from all eight years of operations are shown in Table 3.

Levi's[®] Stadium
Historical Non-NFL Event Statistics⁽¹⁾

Table 3

	2	014/15 Q4 Total	2	015/16 Q4 Total	2	2016/17 Q4 Total		2017/18 Q4 Total	2	2018/19 Q4 Total	2	019/20 Q4 Total		2020/21 Q4 Total	2	021/22 Q4 Total
No. of non-NFL Ticketed Events		9		17		18		13		12		8		-		-
No. of Tickets Sold		377,312		629,004		582,349		384,282		332,600		183,874		-		-
Non-NFL Ticket Surcharge	\$	1,431,540	\$	2,477,084	\$	2,329,396	\$	1,537,128	\$	1,330,400	\$	735,496	\$	-	\$	-
No. of Non-NFL Special Events		186		207		127		113		100		79		-		12
Non-NFL Special Event Attendees		62,357		105,997		49,151		62,917		35,676		33,535		-		3,698
Cars Parked at Offsite Lots		26,156		55,720		60,969		30,734		28,566		17,127		-		_
City Offsite Parking Fee	\$	128,688	\$	278,704	\$	313,979	\$	165,149	\$	158,623	\$	98,547	\$	-	\$	-
Cars Parked on Golf Course		12,004		20,661		9,562		-		-		_		-		-
City Golf Course Parking Fee	\$	60,020	\$	103,305	\$	47,810	\$	-	\$	-	\$	-	\$	-	\$	-
Stadium Public Safety Costs	\$	1,782,821	\$	3,083,668	\$	3,207,507	\$	2,020,343	\$	2,421,914	\$	1,718,924	\$	-	\$	98,983
Golf Course Public Safety Costs	\$	76,462	\$	119,842	\$	39,905	\$	_	\$	-	\$	-	\$	-	\$	-
Subtotal Event Public Safety Costs	\$	1,859,283	\$	3,203,510	\$	3,247,412	\$	2,020,343	\$	2,421,914	\$	1,718,924	\$	-	\$	98,983
Less: Offsite Parking Fee Credit	\$	(128,688)	\$	(278,704)	\$	(313,979)	\$	(165,149)	\$	(158,623)	\$	(98,547)	\$	_	\$	_
Reimbursable Public Safety Costs	\$	1,730,595		2,924,805	_	2,933,433	_		_	2,263,291	\$		\$	-	\$	98,983
Amount Reimbursed	\$	1,730,595	\$	2,924,805	\$	2,933,433	\$	1,855,194	\$	2,263,291	\$	1,620,377	\$	_	\$	98,983
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⁽¹⁾ Includes Non-NFL special events.

Table 4 and 5 show Non-NFL net revenue by event type and event revenue and expenses by category. The inclusion of this information is to provide a greater level of transparency and provide the overall financial results of the Non-NFL events.

For FY 2021/22's budget, the Stadium Manager initially estimated FY 2021/22 Non-NFL events to result in a net loss of \$600,000 and it was revised to a net loss of \$551,000. The year ended with a loss of \$289,000, which includes ongoing operating costs, staffing costs and insurance. Stadium Authority staff is currently reviewing the supporting documentation provided. FY 2021/22 Non-NFL events loss is attributable to Other Operating Expenses which are non-event specific overhead costs. The largest expenditures included \$339,000 of catered events labor costs, consisting of employees responsible for managing special events at the stadium. Approximately \$222,000 of the loss consisted of non-event specific staffing costs, consisting of labor costs from the general accounting, ticket operations, and business strategy departments.

Table 4

Levi's[®] Stadium Net Revenue (Loss) for Non-NFL Events by Event Type FY 2021/22 Quarter 4

Event Type	No. of Events	R	Net evenue
Ticketed Events			
Concerts	0	\$	-
Sporting events:			
Football (non-NFL)	0		-
Soccer	0		-
Miscellaneous (3)	0		9,018
Subtotal Ticketed Events	0	\$	9,018
Subtotal Remaining Non-NFL Events (weddings, corporate events, etc.)	0	\$	354,358
Subtotal Other Operating Expenses ⁽²⁾		\$	(652,117)
Total Non-NFL Net Revenue (Loss)	0	\$	(288,741)
Total Performance Rent paid to the General Fund (1)		\$	-

⁽¹⁾ Performance Rent is calculated as 50% of the net revenue from Non-NFL events less performance-based credit of 50% of fixed ground rent

⁽²⁾ Other Expenses not attributable to a specific event

⁽³⁾ Miscellaneous revenues from previously canceled events

Table 5

Levi's® Stadium Non-NFL Event Results by Category FY 2021/22 Quarter 4

	2021/22 TD Total
REVENUE:	
Seating Bow I	\$ -
Ticket Master Fees	-
Suites	-
Food & Beverage	123,864
Parking	-
Sponsorship	-
Merchandise	-
Miscellaneous ⁽¹⁾	1,109,092
Total Revenue	\$ 1,232,956
EXPENSE:	
Public Safety/Security	\$ 16,122
Utilities/Solid Waste	-
Parking	(4,026)
Food & Beverage - Ticketed Events	-
Food & Beverage - Special Events	702,023
Operations/Janitorial/Maintenance	36,078
Miscellaneous ⁽²⁾	771,500
Total Expense	\$ 1,521,697
Total Non-NFL Net Revenue (Loss)	\$ (288,741)

⁽¹⁾ Includes special event revenue such as corporate events, weddings, holiday parties, etc.

⁽²⁾Includes Labor Charges from Other Departments, rentals, fees & commissions, transportation, marketing, and other expenses

Discretionary Fund

The Discretionary Fund is funded by revenue equal to 50% of the Non-NFL Ticket Surcharge of \$4 per ticket. Table 6 shows the revenues and expenses in the Discretionary Fund since FY 2014/15. The balance at the end of this reporting period was \$2.3 million.

Table 6

	Discretionary Fund - Accrual Basis												
	Beginning												
Fiscal Year		Balance		Revenue		Expenses	Endir	ng Balance					
2014/15	\$	-	\$	715,770	\$	714,028	\$	1,742					
2015/16		1,742		1,238,542		699,129		541,155					
2016/17		541,155		1,164,698		1,209,342		496,511					
2017/18		496,511		768,564		-		1,265,075					
2018/19		1,265,075		796,294		101,267		1,960,102					
2019/20		1,960,102		367,748		-		2,327,850					
2020/21		2,327,850		-		18		2,327,832					
2021/22		2,327,832		-		(18)		2,327,850					

Stadium Builder Licenses

The total principal value of currently active Stadium Builder Licenses ("SBLs") is \$539.3 million and, as of March 31, 2022, 93.0% of the total principal value of all SBLs sold (\$501.4 million) had been collected.

SBL holders that finance their purchase pay an annual interest rate of 8.5% and payments are due by March 1st each year. The majority of SBL holders make their payments on time. For those that do not pay on time, SBL service staff, working for ManagementCo on the Stadium Authority's behalf, contact the SBL holders and attempt to collect the full amounts owed. Ultimately, an SBL can be defaulted for non-payment. Once an SBL is defaulted, the SBL holder in default loses their right to buy season tickets as well as their priority rights to tickets to Non-NFL Events, and forfeits any money they had invested in the SBL. Defaulted SBLs are then available for resale.

There is a total of 61,955 currently active SBLs, or 93.8% of the 66,066 total sellable SBL seats. This is an increase of 1,587 from the total active SBLs at the end of the prior fiscal year (March 31, 2021). The main reasons for the increase are due to sales of new SBLs and the net increase related to the customer seat relocation program offset by customer defaults. The customer seat relocation program allows customers to trade in their SBLs in return for others in a different location as long as the total face value of the new seats is equal to or greater than the original seats.

During the current reporting period, 1,936 SBLs were sold for a total face value of \$13.2 million. The customer seat relocation program resulted in an increase of \$1.8 million to the SBL face value, while netting 97 more SBLs. There were also 447 SBLs defaulted during the year with a total face value of \$4.7 million.

Additional details regarding currently active SBLs are noted in Table 7.

Table 7

Santa Clara Stadium Authority

Currently Active Stadium Builder License (SBL) Summary (1)

				Through March 31, 2022											
Seat Value	SBL Seats Available	SBL Seats Sold as of 3/31/21	New SBL Sales	Net SBL Relocations	SBL Defaults	Other	SBL Seats Sold		SBL Value	S	BL Collected	% SBL Principal Collected			
141,392	100	100	-	-	-	-	100	\$	14,082,625	\$	13,109,418	93.1%			
80,000	942	925	11	6	(14)	-	928	\$	74,240,000	\$	71,467,447	96.3%			
40,000	2	2	-	-	-	-	2	\$	80,000	\$	74,636	93.3%			
30,000	4,945	4,463	112	12	(38)	-	4,549	\$	136,470,000	\$	129,176,789	94.7%			
20,000	3,475	2,852	68	1	(27)	-	2,894	\$	57,880,000	\$	54,164,298	93.6%			
15,000	7	7	-	-	-	-	7	\$	105,000	\$	95,780	91.2%			
12,000	2,162	2,166	57	5	(29)	-	2,199	\$	26,388,000	\$	24,064,399	91.2%			
10,000	7	7	-	-	-	-	7	\$	70,000	\$	66,122	94.5%			
6,000	20,652	20,547	348	88	(133)	-	20,850	\$	125,100,000	\$	114,354,436	91.4%			
5,000	14,306	13,302	720	131	(117)	1	14,037	\$	70,185,000	\$	62,927,921	89.7%			
4,000	916	920	-	2	(3)	-	919	\$	3,676,000	\$	3,568,103	97.1%			
3,000	91	91	-	-	- ` ´	-	91	\$	273,000	\$	256,990	94.1%			
2,500	41	44	-	-	-	-	44	\$	110,000	\$	104,814	95.3%			
2,000	18,387	14,907	620	(146)	(85)	-	15,296	\$	30,592,000	\$	27,984,284	91.5%			
1,000	33	35	-	(2)	(1)	-	32	\$	32,000	\$	30,503	95.3%			
Total	66,066	60,368	1,936	97	(447)	1	61,955	\$	539,283,625	\$	501,445,940	93.0%			

Plus: Interest on financed SBLs 62,950,573

Total Principal & Interest 564,396,513

⁽¹⁾ This table does not include \$32.1 million that has been collected life-to-date from defaulted SBL holders.

Santa Clara Stadium Authority Budget Status Reports Operating Budget

With Fiscal Year 2021/22 complete, total operating revenues for the current reporting period were \$66.5 million representing 102% of the overall budget for revenues. As a reminder, there were no Non-NFL events being held at the Stadium due to the pandemic and therefore the Stadium Authority did not receive any revenue related to event attendance. The revenue affected by the pandemic includes Non-NFL Event Revenue and Non-NFL Event Ticket Surcharge. The Stadium Authority still collected NFL ticket surcharge, SBL proceeds, sponsorship revenue, Naming Rights revenue and rent. During the current reporting period, the Stadium Authority collected \$27.3 million in SBL proceeds or 115% of what was budgeted. Stadium rent earned from StadCo totaled \$24.7 million, an increase of \$7.4 million.

Total operating expenses were \$58.4 million, or 90% of the annual budget. The shared stadium manager expenses were \$22.9 million or 307% of what was budgeted. The increase was mainly due to litigation settlement related to the stadium manager expenses. On August 31, 2022, the Stadium Authority entered into a settlement agreement with StadCo and ManagementCo over disputes regarding the Operating and Management Expenses, Shared Expenses, and Capital Expenditures that were previously withheld. As part of the settlement, the Stadium Authority agreed to recognize the \$15.8 million of unpaid ManagementCo expenses along with the \$426,000 interest expenses from the Revolving Loan. As a result, total shared stadium manager expenses increased by \$15.4 million compared to the annual budget. Under the written settlement agreement, Stadium Manager's prior unauthorized payments of these unpaid expenses through the Revolving Loan are now treated as timely Stadium Authority payments, but without Stadium Authority agreeing to Stadium Manager's actions or draws under the Revolving Loan.

SBL Sales & Service expenses were \$1.8 million, or 51% of the annual budget. This is under budget due to the exclusion of \$1.3 million of SBL buffet costs. These buffet costs were excluded from the settlement mentioned above, and the Stadium Authority does not recognize these expenses. The Stadium Authority pays for all utility costs from February 1st through July 31st and the tenant (StadCo) pays for utility costs from August 1st through January 31st (Tenant Season). Utility expenses were \$1.1 million, or 68% of the budget for the year. This is also under budget due to no ticketed Non-NFL events being held. Other Expenses were \$1.6 million, or 304% of the budget, due recognition of unpaid ManagementCo expenses that were previously partially suspended from payment, and also interest expenses from the Revolving Loan, which were resolved under the parties' August 31, 2022 Settlement Agreement. Net Transfers out amounted to \$27.0 million and, lastly, Stadium Authority G&A costs were \$2.9 million or 57% of the budget.

Overall, the Stadium Authority operating fund ended the year with a fund balance of \$38.9 million; included in that amount is an \$12.3 million operating reserve and a \$2.3 million discretionary fund.

Additional details are shown in Table 8.

Table 8

Santa Clara Stadium Authority

Operating Budget Status Report For the Period Ending March 31, 2022 and 2021

		Period Ending March 31, 2022								Period Ending March 31, 2021			
					, , .		Budget to				Budget to		
	Final	Q1	Q2	Q3	Q4	YTD	Actual	%	Final	YTD	Actual	%	
	Budget	Actuals	Actuals	Actuals	Actuals	Actuals	Difference	Received	Budget	Actuals	Difference	Received	
Resources													
Revenues													
NFL Ticket Surcharge	\$ 8,665,000	\$ - \$			\$ 908,611 \$	9,809,009		113%	\$ - \$		\$ -	NA	
SBL Proceeds	23,682,000	-	11,577,075	3,814,026	11,888,315	27,279,416	(3,597,416)	115%	24,934,279	24,934,279	-	100%	
Interest	56,000	4,659	4,934	5,354	9,746	24,693	31,307	44%	896,000	31,645	864,355	4%	
Non-NFL Event Revenue	-	-	-	-	-	-	-	NA	-	-	-	NA	
Net Revenues from Non-NFL Events		-	-	-	-			NA				NA	
Naming Rights	7,165,000	-	3,529,738	-	-	3,529,738	3,635,262	49%	6,957,000	6,956,668	332	100%	
Sponsorship Revenue (STR)	325,000	81,250	81,250	81,250	99,676	343,426	(18,426)	106%	392,000	325,000	67,000	83%	
Rent	24,762,000	6,741,100	6,190,500	6,190,500	5,639,900	24,762,000		100%	17,333,400	17,333,400	-	100%	
Senior & Youth Program Fees	232,000	-	69,808	141,783	24,384	235,975	(3,975)	102%	-	-	-	NA	
Non-NFL Event Ticket Surcharge	150,000	-	-	-	-	-	150,000	0%	-	-	-	NA	
Bay Area Host Committee Reimbursement	-	-	-	-	-	-	-	NA	727	727	0	100%	
Other Revenue		-	-	-	550,600	550,600	(550,600)	NA 4000/		26,430	(26,430)	NA 2007	
Revenues Subtotal	,,,		24,104,706			,,	\$ (1,497,856)	102% 102%	\$ 50,513,406 \$	49,608,149	\$ 905,257	98%	
Total Resources	\$ 65,037,000	\$ 6,827,009 \$	24,104,706	16,481,910	\$ 19,121,231 \$	66,534,856	\$ (1,497,856)	102%	\$ 50,513,406 \$	49,608,149	\$ 905,257	98%	
							Budget to				Budget to		
	Final	Q1	Q2	Q3	Q4	YTD	Actual		Final	YTD	Actual		
	Budget	Actuals	Actuals	Actuals	Actuals	Actuals	Difference	% Use d	Budget	Actuals	Difference	% Use d	
Expenses													
Shared Stadium Manager Expenses													
Stadium Operations	\$ 1,681,393	\$ 386,890 \$	640,618	410,934	\$ 7,011,821 \$	8,450,263	\$ (6,768,870)	503%	\$ - \$	(851,589)	\$ 851,589	NA	
Engineering	1,543,240	314,610	546,060	409,545	3,811,707	5,081,922	(3,538,682)	329%	-	408,194	(408, 194)	NA	
Guest Services	304,134	49,445	85,820	64,365	1,038,323	1,237,953	(933,819)	407%	-	(221,124)	221,124	NA	
Groundskeeping	93,809	19,125	33,200	24,900	559,430	636,655	(542,846)	679%	-	(121,267)	121,267	NA	
Security	378,652	77,190	133,980	100,485	2,953,318	3,264,973	(2,886,321)	862%	-	102,175	(102,175)	NA	
Procurement	311,412	-	51,902	155,706	51,902	259,510	51,902	83%	-	-	-	NA	
Insurance	3,136,000	784,045	894,044	400,000	1,126,090	3,204,179	(68, 179)	102%	3,045,000	3,098,982	(53,982)	102%	
Stadium Management Fee	-	-	-	-	716,640	716,640	(716,640)	NA		-	-	NA	
Shared Stadium Mngr Exps Subtotal	\$ 7,448,640	\$ 1,631,305 \$	2,385,624	1,565,935	\$ 17,269,231 \$	22,852,095	\$ (15,403,455)	307%	\$ 3,045,000 \$	2,415,371	\$ 629,629	79%	
Other Expenses						. === .= .		= 407				400/	
SBL Sales and Service	\$ 3,448,000	\$ 540,000 \$				1,753,451		51%	\$ 1,967,000 \$	913,471	\$ 1,053,529	46%	
Senior & Youth Fees (paid to City)	232,000	-	93,263	118,328	24,384	235,975	(3,975)	102%	-	-	-	NA	
Net Non-NFL Event Loss	600,000	-	405.000	-	288,741	288,741	311,259	48%	600,000	509,649	90,351	85%	
Ground Rent (paid to City)	425,000	-	425,000	-	-	425,000	-	100%	390,000	390,000	-	100%	
Performance Rent (paid to City)	250,000	-	-	-	-	-	250,000	NA 0%	-	-	-	NA NA	
Discretionary Fund Expense Utilities	1,586,000	370,500	125,000	-	583,733	1,079,233	506,767	68%	1,264,000	695,999	568,001	55%	
Use of StadCo Tenant Improvements	26,000	370,500	1,353	1,353	162,120	1,079,233	(138,826)	634%	1,204,000	090,999	300,001	NA	
Stadium Authority G&A	5,115,000	580,570	681,991	1,353 844,088	816,937	2,923,587	2,191,413	57%	3,581,000	2,792,128	- 788.872	78%	
Naming Rights Commission	5,115,000 88,000	580,570 44,122	1,991	44,088 44,122	010,931	2,923,587 88,244	2, 191,413	100%	30,000	2,792,128	788,872 218	78% 99%	
Legal Contingency	3,684,360	77,122	-	, 122	-		3,684,360	0%	50,000	20,102	- 10	NA	
Other Expenses	514,000	-	-	149,500	1,415,304	1,564,804	(1,050,804)	304%	913,000	(73,476)	986.476	-8%	
College Football Playoff Expense	314,000	-	-	140,000	1,410,004	1,504,604	(1,000,004)	NA	727	727	900,470	100%	
Transfers Out	41,262,000	_	13,716,691	12,144,192	1,170,927	27,031,810	14,230,190	66%	42.847.000	58,497,780	(15,650,780)	137%	
Contribution to Operating Reserve	-1,202,000	_	.5,7 10,001	.2, 144, 132	1,110,021	21,001,010	1-,200,100	NA	348.000	-	348.000	0%	
Other Expenses Subtotal	\$ 57,230,360	\$ 1,535,192 \$	15,763,299	13,841,583	\$ 4,415,597 \$	35,555,671	\$ 21,674,689	62%	\$ 51,940,727 \$	63,756,060	\$ (11,815,333)	123%	
Total Expenses			18,148,923		\$ 21,684,827 \$	58,407,765		90%	\$ 54,985,727 \$		\$ (11,185,704)	120%	
	J 0.,510,000	,,-0,	.0,0,020		,,ozi ψ	55,761,155	,-11,200	55/6	<u> </u>	55, . , 1, 751	+ (,.00,104)	0,0	
					_	10.001.5							
Operating Reserve	\$ 9,693,657				\$	12,301,659			\$ 11,593,270 \$				
Discretionary Fund	\$ 2,327,850				\$	2,327,850			\$ 2,302,075 \$	2,327,850			

Operating Budget – Recommended Budget Amendments

From time to time, budget adjustments may be necessary to align revenues or expenditures to actual or unexpected activity during the course of a fiscal year, known after the adoption of the Stadium Authority Budget. As of the timing of the publication of this report, additional information from FY 2021/22 has resulted in recommended budget adjustments as follows:

- 1) Senior and Youth Program Fees (based on \$0.35 per NFL game ticket) came in higher than anticipated by \$4,000. A budget amendment is needed to reflect the increase in the payment to the city's General Fund as well as the revenue to the Stadium Authority.
- 2) Naming Rights Commission came in higher than anticipated by \$244, and staff is requesting an operating budget amendment to account for the additional commission expense incurred.

On August 31, 2022, the Stadium Authority entered into a settlement agreement with StadCo and Stadium Manager over disputes regarding the Operating and Management Expenses, Shared Expenses, and Capital Expenditures that were previously withheld. The following budget adjustments are request as a result of the settlement agreement:

- 3) As part of the settlement, the Stadium Authority agreed to recognize unpaid Shared Stadium Manager Expenses that were previously withheld. A budget amendment is needed to reflect the additional \$15.4 million of Shared Stadium Manager Expenses recognized.
- 4) As part of the settlement, the Stadium Authority agreed to recognize unpaid Operating and Management Expenses that were previously withheld. A budget amendment is needed to reflect the additional \$139,000 in expenses related to the use of StadCo's Tenant Improvements and \$1.1 million in other expenses related to admin and lender fees, interest expenses, and other general and administrative expenses recognized.

A reduction to the Operating Reserve of \$244 is recommended to offset the actions recommended above.

Details regarding the operating budget adjustment are shown in Table 9.

Table 9

Santa Clara Stadium Authority 2021/22 Operating Budget Adjustment

2021/22 Fiscal Year

	Adopted Budget	Amended Budget		Adjus	stments	Fi	nal Amended Budget
Resources							
Revenues							
NFL Ticket Surcharge	\$ 8,665,000	\$	-	\$	-	\$	8,665,000
SBL Proceeds	23,682,000	-	-		-		23,682,000
Interest	56,000	-	-		-		56,000
Non-NFL Event Revenue	-	-	-		-		-
Naming Rights	7,165,000	-	-		-		7,165,000
Sponsorship Revenue (STR)	325,000	-	-		-		325,000
Rent	24,762,000	-	-		-		24,762,000
Senior & Youth Program Fees	232,000	-	-		3,975		235,975
Non-NFL Event Ticket Surcharge	150,000	-	-		-		150,000
Bay Area Host Committee Reimbursement	-	-	-		-		-
Other Revenue	-	-	-		-		-
Revenues Subtotal	\$ 65,037,000	\$	-	\$	3,975	\$	65,040,975
Net Transfers	-						-
Total Resources	\$ 65,037,000	\$	•	\$	3,975	\$	65,040,975

		Adopted	Amended			Fir	nal Amended
		Budget	Budget	Α	djustments		Budget
Expenses							
Shared Stadium Manager Expenses							
Stadium Operations	\$	-	\$ 1,681,393	\$	6,768,870	\$	8,450,263
Engineering		-	1,543,240		3,538,682		5,081,922
Guest Services		-	304,134		933,819		1,237,953
Groundskeeping		-	93,809		542,846		636,655
Security		-	378,652		2,886,321		3,264,973
Procurement			311,412		(51,902)		259,510
Insurance		3,136,000	-		68,179		3,204,179
Stadium Management Fee		-	-		716,640		716,640
Shared Stadium Mngr Exps Subtotal	\$	3,136,000	\$ 4,312,640	\$	15,403,455	\$	22,852,095
Other Operating Expenses							
SBL Sales and Service	\$	3,448,000	\$ -	\$	-	\$	3,448,000
Senior & Youth Fees (paid to City)		232,000	-		3,975		235,975
Non-NFL Event Expense		600,000	-		-		600,000
Ground Rent (paid to City)		425,000	-		-		425,000
Performance Rent (paid to City)		-	-		-		-
Discretionary Fund Expense		250,000	-		-		250,000
Utilities		1,586,000	-		-		1,586,000
Use of StadCo Tenant Improvements		26,000	-		138,826		164,826
Stadium Authority G&A		5,115,000	-		-		5,115,000
Naming Rights Commission		88,000	-		244		88,244
Legal Contingency		8,123,000	(4,438,640)		(3,684,360)		-
College Football Playoff Expense		-	-				-
Other Expenses		388,000	126,000		1,050,804		1,564,804
Transfers Out		41,262,000	-		(12,908,725)		28,353,275
Contribution to Operating Reserve		-	-				-
Other Operating Expenses Subtotal	\$	61,543,000	\$ (4,312,640)	\$	(15,399,236)	\$	41,831,124
Total Expenses	\$	64,679,000	\$ -	\$	4,219	\$	64,683,219
Operating Reserve	\$	9,693,657		\$	(244)	\$	9,693,413
Discretionary Fund	\$	2,327,850		•	(,	\$	2,327,850
,	*	.,,				-	-,,

Debt Service Budget

The Stadium Authority's FY 2021/22 debt service revenue budget of \$483,000 represents anticipated contributions from the Community Facilities District (CFD). The CFD levies and collects a special hotel tax on hotel rooms within the CFD. All collections from the special CFD hotel taxes are contributed to Stadium Authority to pay down the CFD Advance. The CFD Advance is payable solely from amounts actually received by the Stadium Authority from the CFD. During the current fiscal year, \$1.1 million was contributed by the CFD, or 225% of the annual budget. The primary reason CFD collections have increased is due to the recovery from COVID-19 pandemic. Other Debt revenues include transfers in from the operating fund, which amounted to \$23.3 million or 62% of the budget.

Total Stadium Authority debt service expenses for the current reporting period were \$31.8 million, 84% of the budgeted amount. Actual expenses for the StadCo Subordinate Loan were under budget due to excess cash diversion to pay off the outstanding Revolving Loan balance at year-end. The debt service expenses for the CFD Advance, the Term A Loan, and the StadCo Subordinated Loan were \$1.7 million, \$25.5 million, and \$4.6 million, respectively.

The Stadium Authority debt service fund ended the current period with a fund balance of \$26.7 million which includes \$11.5 million in the debt service reserve account. The remaining is reserved for future debt payments.

As of March 31, 2022, the total outstanding amount of Stadium Authority debt had declined to \$280.3 million. This is a reduction in principal of \$16.5 million from the March 31, 2021 outstanding debt amount of \$296.8 million. Overall, each loan has been paid down with the exception of the StadCo CFD Advance, which has increased by \$871,610. The reason is because there were not enough contributions from the CFD to pay down the interest amounts incurred for the fiscal year, and therefore, the interest amounts has been capitalized to the principal loan balance.

Additional details are shown in Tables 10 and 11 and Chart 1.

Table 10

Santa Clara Stadium Authority

Debt Service Budget Status Report For the Period Ending March 31, 2022 and 2021

	Period Ending March 31, 2022									Period Ending March 31, 2021				
•							Budget to		Budget to					
	Final	Q1	Q2	Q3	Q4	YTD	Actual		Final	YTD	Actual			
	Budget	Actuals	Actuals	Actuals	Actuals	Actuals	Difference	% Received	Budget	Actuals	Difference	% Received		
Resources														
Revenues														
Contribution from CFD	\$ 483,000	\$ 158,418	\$ 257,517	\$ 126,862	\$ 542,777	\$ 1,085,574	\$ (602,574)	225%	\$ 4,028,000	\$ 282,021	\$ 3,745,979	7%		
Revenues Subtotal	\$ 483,000	\$ 158,418	\$ 257,517	\$ 126,862	\$ 542,777	\$ 1,085,574	\$ (602,574)	225%	\$ 4,028,000	\$ 282,021	\$ 3,745,979	7%		
Net Transfers from Operating	37,572,000	-	13,716,691	12,144,192	(2,518,695)	23,342,188	14,229,812	62%	39,265,000	53,756,348	(14,491,348)	137%		
Contribution from Fund Balance	-	17,479,851	(10,353,307)	(8,650,152)	8,919,033	7,395,425	(7,395,425)	NA	-	(9,275,332)	9,275,332	NA		
Total Resources	\$ 38,055,000	\$ 17,638,270	\$ 3,620,901	\$ 3,620,902	\$ 6,943,114	\$ 31,823,187	\$ 6,231,813	84%	\$ 43,293,000	\$ 44,763,038	\$ (1,470,038)	103%		
							Budget to				Budget to			
	Final	Q1	Q2	Q3	Q4	YTD	Actual		Final	YTD	Actual			
	Budget	Actuals	Actuals	Actuals	Actuals	Actuals	Difference	% Use d	Budget	Actuals	Difference	% Used		
Expenses														
CFD Advance	\$ 483,000	\$ 421,471	\$ 426,103	\$ 426,103	\$ 416,840	\$ 1,690,516	\$ (1,207,516)	350%	\$ 3,989,000	\$ 2,015,931	\$ 1,973,069	51%		
Term A Loan	25,529,000	16,898,728	2,876,728	2,876,728	2,876,728	25,528,912	88	100%	25,562,000	25,562,012	(12)	100%		
StadCo Subordinated Loan	12,043,000	318,071	318,071	318,071	3,649,547	4,603,759	7,439,241	38%	13,742,000	17,185,095	(3,443,095)	125%		
Total Expenses	\$ 38,055,000	\$ 17,638,270	\$ 3,620,901	\$ 3,620,901	\$ 6,943,114	\$ 31,823,187	\$ 6,231,813	84%	\$ 43,293,000	\$ 44,763,038	\$ (1,470,038)	103%		
Debt Service Reserve	\$ 11,536,235					\$ 11,536,235				\$ 11,536,235				

Table 11

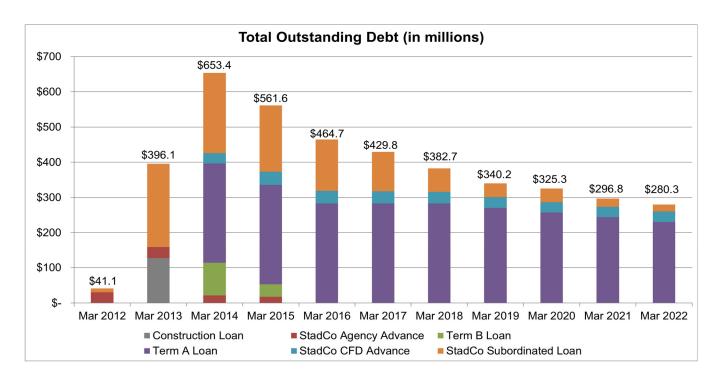
Santa Clara Stadium Authority

Debt Summary Report

For the Period Ending March 31, 2022

Type of Indebtedness	Interest Rates	Outstanding as of March 31, 2021 Net Change			Outstanding as of March 31, 2022		
Stadium Funding Trust Loan:		•			,		
Term A Loan	5.00%	\$ 244,160,240	\$	(14,022,001)	\$ 230,138,239		
StadCo CFD Advance	5.73%	29,502,893		871,610	30,374,503		
StadCo Subordinated Loan	5.50%	23,132,426		(3,331,476)	19,800,950		
Total		\$ 296,795,559	\$	(16,481,867)	\$ 280,313,692		

Chart 1



Debt Service Budget – Recommended Budget Amendments

From time to time, budget adjustments may be necessary to align revenues or expenditures to actual or unexpected activity during the course of a fiscal year, known after the adoption of the Stadium Authority Budget. CFD Advance interest expenses incurred for the fiscal year exceeded the anticipated contributions by \$1.2 million, and staff is requesting a debt service budget amendment to account for the additional interest expense incurred.

A reduction to the Debt Service Reserve in the amount of \$1.2 million is recommended to offset the recommendation above.

Details regarding the debt service budget adjustment are show in Table 12.

Table 12

Santa Clara Stadium Authority 2021/22 Debt Service Budget Adjustment

		2021/22 Fiscal Year							
		Adopted Budget	Amended Budget		Adjustments		Final Amended Budget		
Resources									
Revenues									
Contribution from CFD	\$	483,000	\$	- 5	\$ -	\$	483,000		
Revenues Subtotal	\$	483,000	\$	- (-	\$	483,000		
Transfers in from Operating		37,572,000		-	-		37,572,000		
Contribution from Fund Balance		-		-	-				
Total Resources	\$	38,055,000	\$	- (-	\$	38,055,000		
							Final		
		Adopted	Amended				Amended		
		Budget	Budget		Adjustments		Budget		
Expenses					710,000				
CFD Advance	\$	483,000	\$	- 5	\$ 1,207,516	\$	1,690,516		
Term A Loan	•	25,529,000	•	_	-	•	25,529,000		
StadCo Subordinated Loan		12,043,000		_	_		12,043,000		
Total Expenses	\$	38,055,000	\$	- (1,207,516	\$	39,262,516		
Debt Service Reserve	\$	11,536,235	\$	- (\$ (1,207,516)	\$	10,328,719		

Capital Improvement Project Budget

As part of the Capital Expense ("CapEx") Plan, the following projects have been completed as of the current reporting period:

- Stadium and Special Event Spaces
- Surveillance Command Center Equipment
- CCTV Pop Up Trailers
- Security X-Ray Scanners
- Security and Life Safety Partitions/Dividers
- Tunnel Slip and Fall Protection
- Levi's Naming Rights Signage Repair
- Key Management System
- RadHalo Remote Radiation Monitors
- Rigaku CWL 1064nm Handheld Raman Chemical Detector
- Tru Defender FTX S1 WMD Chemical Detector
- Vehicle upfits for John Deere Gator
- Mass Casualty Incident Trailer
- Rope Rescue Gear Including Storage Container
- Stadium Personal Protective Equipment

The following CapEx projects were currently in progress at the end of the fiscal year:

• Financial Management Information System Project

A total of \$1,494,305 has been spent in FY 2021/22, which amounts to 10% of the budget. The main reasons that this is below budget are (1) there has been little activity on warranty work which makes up 10% of the CIP Budget, (2) delays in projects due to staffing shortage from the contractors as a result of COVID-19, and (3) a number of projects are behind schedule due to compliance reviews of State procurement and prevailing wage laws.

On August 31, 2022, the Stadium Authority entered into a settlement agreement with StadCo and ManagementCo over disputes regarding the Operating and Management Expenses, Shared Expenses, and Capital Expenditures that were previously withheld. As part of the settlement, in regards to Capital Expenditures, the Stadium Authority agreed to discontinue the current practice of withholding payment for Capital Expenditures subject to the review and approval of the prevailing wage documentation by Stadium Authority's labor law compliance consultant. Under the Settlement Agreement, ManagementCo further confirmed its obligation to comply with applicable laws, including Prevailing Wage Laws, and ManagementCo also implemented its new internal Prevailing Wage Laws compliance policy and procedures. Accordingly, the Stadium Authority will process the invoice payments as they come in.

Additional details are shown below in Table 13.

Table 13

Santa Clara Stadium Authority

CIP Budget Status Report For the Period Ending March 31, 2022 and 2021

				Period Ending	March 31, 2022					Period Ending	March 31 2021	
'	Final Budget	Q1 Actuals	Q2 Actuals	Q3 Actuals	Q4 Actuals	YTD Actuals	Budget to Actual Difference	% Received	Final Budget	YTD Actuals	Budget to Actual Difference	% Received
	Buuget	Actuals	Actuals	Actuals	Actuals	Actuals	Dillerence	76 Received	Budget	Actuals	Dillerence	76 Received
Beginning Balances	\$ 19,438,420	\$ 20,805,741	\$ 20,779,512	\$ 20,388,556	\$ 20,007,474	\$ 20,805,741	\$ (1,367,321)		\$ 17,837,300	\$ 17,010,611	826,689	
Resources												
Transfers In from Operating Budget Transfers In from Stadium Manager	3,690,000	-	-	-	3,689,622	3,689,622	378	100% NA	3,582,000	4,741,431	(1,159,431)	132% NA
Total Resources	\$ 23,128,420	\$ 20,805,741	\$ 20,779,512	\$ 20,388,556	\$ 23,697,096	\$ 24,495,363	\$ (1,366,943)	106%	\$ 21,419,300	\$ 21,752,042	\$ (332,742)	102%
							Budget to				Budget to	
	Final Budget	Q1 Actuals	Q2 Actuals	Q3 Actuals	Q4 Actuals	YTD Actuals	Actual Difference	% Used	Final Budget	YTD Actuals	Actual Difference	% Used
Expenses	Duaget	Actuals	Actuals	Actuals	Actuals	Actuals	Dillerence	/0 O3eu	Duaget	Actuals	Dillerence	70 O3EG
Construction	7,116,470	_	324,661	24,808	408,016	757,485	6,358,985	11%	4,725,327	235,542	4,489,785	5%
Equipment	6,120,110	26,229	66,294	356,274	288,022	736,820	5,383,290	12.0%	6,460,557	710,759	5,749,798	11%
Contingency	623,935	-	-	-	-	-	623,935	0%	559,296	-	559,296	0%
Stadium Warranty Related Construction	1,528,202	-	-	-	-	-	1,528,202	0%	1,528,202	-	1,528,202	0%
Total Expenses	\$ 15,388,717	\$ 26,229	\$ 390,956	\$ 381,082	\$ 696,038	\$ 1,494,305	\$ 13,894,412	9.7%	\$ 13,273,382	\$ 946,301	\$ 12,327,081	7%
							-					
Ending Balances	\$ 7,739,703	\$ 20,779,512	\$ 20,388,556	\$ 20,007,474	\$ 23,001,058	\$ 23,001,058			\$ 8,145,918	\$ 20,805,741		

City of Santa Clara Net General Fund Impact

During the current reporting period there was a total of \$1,136,722 that was contributed to the General Fund as shown in Table 14. This section of the report also provides information on General Fund revenue and expenditure impacts resulting from the stadium.

Table 14

City of Santa Clara Net General Fund Impact

For Stadium Authority Fiscal Year Ending March 31, 2022

Total Net General Fund Impact	\$ 1,136,722
Sales Tax	453,502
Tasman Lots Parking Fee	22,245
Senior and Youth Program Fees	235,975
Performance Rent	-
Ground Rent	\$ 425,000

Public Safety and Administrative Cost Reimbursement

As described in earlier sections of this report, costs incurred by the City on NFL and Non-NFL Events are tracked and billed to the Stadium Manager. Reimbursements are monitored and included in this report. Public safety costs incurred in support of NFL and Non-NFL events occurring in FY 2021/22 totaled \$5,303,491 and \$98,983, respectively.

Public safety costs continue to be above the annual public safety cap. The Stadium Authority is in discussion with StadCo to renegotiate the annual public safety cap to reflect the true cost of service, which is higher than the cap. It is one of the outstanding claims that are currently under litigation with StadCo. As of March 31, 2022, ManagementCo, on behalf of StadCo, has paid all NFL public safety costs under protest with the pending public safety cost arbitration.

In addition to public safety costs, administrative costs are also tracked and billed to the Stadium Authority. These include the cost of providing overall stadium management, financial, human resource, legal, and other services to the Stadium Authority. In FY 2021/22, a total of \$1.6 million of administrative costs were incurred by the General Fund, which have been reimbursed to the City.

Rents and Senior and Youth Fee

As noted above the City's General Fund collected \$425,000 in ground rent from the Stadium Authority. Additionally, the City's General Fund received Senior and Youth fees of \$236,000 in the current reporting period. See the Glossary for more information on these revenues and how they are calculated.

Other Revenue Impacts

General Fund sales tax, property tax, and transient occupancy tax (TOT) collections have benefited from the direct and indirect economic activity related to stadium events.

Food and beverage concession sales and merchandise sales at Levi's® Stadium are taxable, resulting in sales tax revenue for the City. The last four quarters of sales tax collections from Levi's® Stadium transactions generated \$454,000 for the City's General Fund. It should be noted that there is a lag in the collection of sales tax and the amount attributable to this reporting period was collected in from FY 2020/21 activity. In addition to the direct sellers at the Stadium, other businesses in Santa Clara are benefiting from the influx of people coming to attend one or more events at Levi's® Stadium, resulting in potentially more sales tax collections for the General Fund.

In accordance with State Law, StadCo must pay possessory interest property tax based on their lease of Levi's[®] Stadium from the Stadium Authority. This revenue is collected by the county and placed into the Redevelopment Property Tax Trust Fund (RPTTF). Amounts remaining in the RPTTF after paying any enforceable obligations of the Successor Agency are distributed to taxing entities in the same proportion as secured property taxes. The City's proportion is approximately 10%.

Many stadium events bring travelers to the region, resulting in hotel stays which generate TOT collections for the City's General Fund. Although it is impossible to say exactly what portion of the City's TOT collections is due to the stadium, it is clear that hotels both inside and outside the City have benefited, resulting in increases in TOT collections in Santa Clara and our neighboring cities.

Glossary

This section of the report provides details behind key terms that are used in the body of this report.

<u>Discretionary Fund</u> – The Amended and Restated Stadium Lease Agreement describes the Non-NFL Event ticket surcharge which is imposed by the Stadium Authority. All promotors or sponsors of ticketed Non-NFL Events are required to collect a Non-NFL ticket surcharge of \$4 per ticket on behalf of the Stadium Authority. One-half of these proceeds are used to cover Stadium Authority operating and maintenance costs. The other one-half of the proceeds are deposited in the Stadium Authority's discretionary fund. If at any time the discretionary fund balance exceeds \$1 million, then in consultation with the Stadium Manager, the Stadium Authority will determine if provision has been made for replacement and improvement of capital improvements contemplated under the public safety plan. If not, then funds will be reserved in the discretionary fund for such purposes. If adequate provision has been made for these items and the balance of the discretionary fund still exceeds \$1 million, then up to half of the amount over \$1 million can be transferred to the General Fund, in which event an equal amount will also be transferred from the discretionary fund to the Stadium Authority operating fund and will be included as revenue available to pay Stadium Authority expenses.

<u>Ground Lease</u> – The Ground Lease Agreement has an initial term of 40 years commencing on the date of substantial completion which was July 31, 2014. The amount of annual base ground rent that is payable by the Stadium Authority to the City is noted in the chart below.

		Annual Fixed
Lease Year	Fiscal Year	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 - 2028/29	\$ 1,000,000
16-20	2029/30 - 2033/34	\$ 1,100,000
21-25	2034/35 - 2038/39	\$ 1,200,000
26-30	2039/40 - 2043/44	\$ 1,300,000
31-35	2044/45 - 2048/49	\$ 1,400,000
36-40	2049/50 - 2053/54	\$ 1,500,000

<u>Net Non-NFL Event Revenue</u> – Net Non-NFL Event revenue is remitted by ManagmentCo to the Stadium Authority on a yearly basis. This is done annually because the final reconciliation of the Non-NFL Event revenues and expenses does not occur until after the conclusion of each fiscal year.

Beginning with FY 2018/19, the Stadium Authority budgeted the Non-NFL Event activity at gross, budgeting for revenue and expenses separately. In the prior fiscal years that activity was budgeted as a net amount.

<u>NFL Ticket Surcharge</u> – The Amended and Restated Non-Relocation Agreement states that the Team will collect a 10% NFL ticket surcharge on the price of admission to all NFL games on behalf of Stadium Authority.

Non-NFL Event Ticket Surcharge – The Stadium Lease Agreement requires that the promoter or sponsor of any Non-NFL Event collect a Non-NFL Event ticket surcharge of \$4 per ticket. The Lease Agreement sets aside one-half of the Non-NFL ticket surcharge for stadium operating and maintenance costs and one-half for discretionary expenses of the Stadium Authority.

Offsite Parking Fees – Parking lot operators who wish to operate a parking lot for sports or entertainment venues are required to go 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 is 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 said event partly offsets the total public safety costs owed for that event. In the City's FY 2021/22 (July 1, 2021 through June 30, 2022) the offsite parking fee is \$5.91.

<u>Performance-Based Rent</u> - The Amended and Restated Stadium Lease Agreement and the Ground Lease Agreement both describe the performance-based rent that is due to the City. (It is calculated as 50% of the net income from Non-NFL events less performance-based rent credits. The performance-based rent credits include 50% of the fixed ground rent for the current lease year.)

<u>Public Safety Costs</u> – For each NFL and Non-NFL Event held at Levi's[®] Stadium, a public safety plan is developed and implemented. Multiple City departments provide staffing, materials, and supplies to support the public safety plan. Services are provided through a combination of City staff, contracts with other agencies (California Highway Patrol, County Sheriff's Office, and City of Sunnyvale) and some vendor provided services.

The Amended and Restated Stadium Lease Agreement section 7.5 states that the tenant is responsible for reimbursing the City for the public safety costs attributed to NFL events at Levi's[®] Stadium. Additionally, Article 5 of the Stadium Management Agreement notes that the Stadium Manager is responsible for paying Non-NFL Event expenses on behalf of the Stadium Authority. Therefore, the cost of providing public safety services are tracked through the City's financial system and invoices are sent to the Stadium Manager. All of these costs are reimbursed to the City of Santa Clara.

<u>Senior and Youth Program Fees</u> – The Amended and Restated Stadium Lease Agreement requires that StadCo collect a Senior and Youth Program Fee of \$0.35 per NFL ticket sold on behalf of the Stadium Authority. Per section 8.2 of the Ground Lease Agreement between the City and the Stadium Authority, the Stadium Authority remits this fee to the City as additional rent to support senior and youth programs in the City.

<u>Stadium Management Fee</u> – The Stadium Manager 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 as detailed in the table below. This annual base management fee is split 50/50 between StadCo and the Stadium Authority since the Stadium Manager manages the stadium year-round for both entities. In addition to the base management fee, the Stadium Manager also receives a stadium marketing and booking fee (incentive fee) which is based on a percentage of the amount that the net income from Non-NFL Events exceeds the marketing and booking fee benchmark. The marketing and booking fee benchmark was \$5 million in the first lease year and also increases by 3% annually as detailed in the table below. The annual stadium management fee for each of the first ten lease years are noted in the chart below.

		Annual				
		Base	Stadium		Additional	
		Stadium	Marketing		Stadium	Total
		Management	and Booking	Net Income	Marketing	Stadium
Fiscal	Lease	Fee (SCSA	Fee	from Non-	and Booking	Management
Year	Year	Share)	Benchmark	NFL Events	Fee	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	8	245,975	6,149,369	(288,741)	-	245,975
2022/23	9	253,354	6,333,850			
2023/24	10	260,955	6,523,866			

<u>Tasman Lots Parking Fees</u> – The City collects a fee of \$5 per space for all cars that are parked on the Tasman surface lots during NFL events.

22-1084 Agenda Date: 11/1/2022

actual year-end performance in the Debt Service Fund from Debt Service Reserve.

Reviewed by: Kenn Lee, Treasurer

Approved by: Rajeev Batra, Executive Director

ATTACHMENTS

1. SCSA Financial Status Report for the Quarter and Fiscal Year Ending March 31, 2022