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Independent Auditors' Report

The Board of Directors
Santa Clara Stadium Authority:

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by Comptroller General of the United States, the financial statements of the Santa Clara Stadium Authority, a component unit of the City of Santa Clara, California (the Stadium Authority), which comprise the statements of net position as of March 31, 2019 and 2018, and the related statements of revenues, expenses, and changes in net position and cash flows for the years then ended, and the related notes to the financial statements, and have issued our report thereon dated September 12, 2019.

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

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

KPMG LLP

San Francisco, California
September 12, 2019