# **SCSA**

Santa Clara Stadium Authority

# SANTA CLARA STADIUM AUTHORITY FINANCIAL STATUS REPORT

**Quarter Ending June 30, 2019** 



March 24, 2020

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#### Introduction

This Santa Clara Stadium Authority ("Stadium Authority") Financial Status Report provides information covering the first quarter of the Stadium Authority's 2019/20 fiscal year (FY) which ended on June 30, 2019. Comparative data from prior fiscal years is also included.

In addition to these quarterly reports, the Stadium Authority produces annual financial statements. The FY 2018/19 financial statements were audited by an external audit firm and presented to the Stadium Authority's Audit Committee on September 10, 2019 and the Stadium Authority Board ("Board") on September 17, 2019. 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 2019/20 budget was considered at a study session on March 19, 2019 and adopted by the Board on March 27, 2019.

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.

#### Methodology

Information provided in this report was based in part on documentation submitted by ManagementCo. Specifically, non-NFL event statistics and financial information relating to Stadium Manager expenses are provided by ManagementCo. Stadium Authority staff conducts a review of selected financial information submitted by ManagementCo, including some source documentation for non-NFL events with attendance greater than 25,000. For all other financial information, a detailed review and/or audit of source documentation for this information has not been conducted by the Stadium Authority for this report. In addition, information provided by ManagementCo is considered draft and subject to change at any time. Non-financial statistical information was also provided by ManagementCo and, similarly, a detailed review and/or audit of source documentation to verify this information is not conducted by the Stadium Authority. 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. This report is expected in Spring 2020. The information provided reflects the best known and available at the time of the writing of this report.

#### **NFL Events**

There were no NFL games held in the first quarter of the 2019/20 Fiscal Year. Levi's<sup>®</sup> Stadium hosted the first 49ers pre-season game of the 2019 season on August 10, 2019 which will be included in the report for the second quarter.

#### **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. During the current reporting period there were a total of 57,344 tickets sold for the three ticketed Non-NFL Events with 60,946 total attendees. One factor that explains the difference between tickets sold and total attendees is the practice of providing free tickets through the non-NFL event agreement terms. The surcharge is received for tickets sold; there is no surcharge revenue on free tickets. This resulted in \$229,000 Non-NFL Event ticket surcharge revenue (\$4 per ticket sold). This is a decrease in ticket surcharge revenue of \$233,000 or 50.4% less when compared to the same period in the prior year. The reason for the decrease is lower volume of ticket sales to the Non-NFL Events in the current period. In the prior fiscal year, there were three large ticketed events (Monster Jam and two Taylor Swift concerts); this reporting period there were only two large ticketed events (Monster Jam and USWNT Soccer).

The ManagementCo reports that there were also 20 smaller special events held at Levi's<sup>®</sup> Stadium which is similar than the same period in the prior fiscal year (24). However, they report that the attendance at these events went down from 13,683 in the prior year to 5,737 in the current year, a 58% decrease. The attendance figures and number of events are provided by the ManagementCo and cannot be independently confirmed by City staff. Examples of these special events include corporate events of various sizes, weddings, holiday parties, high school dances, etc.

In correlation with the decrease in total tickets sold, the number of cars parked at the permitted offsite parking lots saw a decrease when compared to the prior year. There were 5,251 cars parked at the offsite lots, a 50% decrease from the previous year. The City received \$30,000 in related offsite parking fees.

Total Non-NFL Event public safety costs were \$338,000, a decrease of \$370,000 or 52% from the prior year. As mentioned previously, this decrease in cost is due to the smaller events being held in the current reporting period when compared to the prior year. The offsite parking fee of \$30,000 offset these costs and the remaining \$308,000 was invoiced to ManagementCo and was subsequently reimbursed.

Statistics for the three Non-NFL ticketed events and 20 special events are shown in Table 1 and comparative data from all six years of operations are shown in Table 2.

Table 1 Levi's<sup>®</sup> Stadium FY2019/20 Non-NFL Event Statistics As of June 30, 2019

	_	nster Jam 04/13/19	edding Fair 04/28/19	US	WNT Soccer Game 05/12/19	19/20 Q1 cial Events	١	2019/20 /TD Total
No. of Scanned Attendees		39,701	781		20,464	-		60,946
No. of Tickets Sold		37,235	381		19,728	-		57,344
Non-NFL Ticket Surcharge	\$	148,940	\$ 1,524	\$	78,912	\$ -	\$	229,376
No. of Non-NFL Special Events						20		20
Non-NFL Special Event Attendees						5,737		5,737
Cars Parked at Offsite Lots		2,997	-		2,254			5,251
City Offsite Parking Fee	\$	16,873	\$ -	\$	12,690		\$	29,563
Stadium Public Safety Costs	\$	208,375	\$ -	\$	111,967	\$ 17,630	\$	337,972
Less: Offsite Parking Fee Credit	\$	(16,873)	\$ -	\$	(12,690)	\$ -	\$	(29,563)
Reimbursable Public Safety Costs	\$	191,502	\$ -	\$	99,277	\$ 17,630	\$	308,409
Amount Reimbursed	\$	191,502	\$ -	\$	99,277	\$ 17,630	\$	308,409

Table 2 Levi's<sup>®</sup> Stadium Historical Non-NFL Event Statistics<sup>(1)</sup>

	2014/15 Q1 Total <sup>(2)</sup>	2	015/16 Q1 Total	2	2016/17 Q1 Total		2017/18 Q1 Total		2018/19 Q1 Total	2	019/20 Q1 Total
No. of non-NFL Ticketed Events	-		6		8		4		4		3
No. of Tickets Sold	-		284,352		351,837		90,456		115,661		57,344
Non-NFL Ticket Surcharge	\$ -	\$	1,137,408	\$	1,407,348	\$	361,824	\$	462,444	\$	229,376
No. of Non-NFL Special Events	-		62		31		25		24		20
Non-NFL Special Event Attendees	-		19,345		13,709		8,438		13,683		5,737
Cars Parked at Offsite Lots	-		27,215		34,376		7,939		10,495		5,251
City Offsite Parking Fee	\$ -	\$	133,898	\$	174,632	\$	41,600	\$	56,883	\$	29,563
Cars Parked on Golf Course	-		9,465		9,562		-		-		-
City Golf Course Parking Fee	\$ -	\$	47,325	\$	47,810	\$	-	\$	-	\$	-
Stadium Public Safety Costs	\$ -	\$	1,425,075	\$	1,721,055	\$	475,003	\$	707,108	\$	337,972
Golf Course Public Safety Costs	\$ -	\$	73,951	\$	39,905	\$	-	\$	-	\$	-
Subtotal Event Public Safety Costs	\$ -	\$	1,499,026	\$	1,760,960	\$	475,003	\$	707,108	\$	337,972
Less: Offsite Parking Fee Credit	\$ -	\$	(133,898)	\$	(174,632)	\$	(41,600)	\$	(56,883)	\$	(29,563)
Reimbursable Public Safety Costs	\$ -	\$	1,365,128	\$	1,586,328	\$	433,403	\$	650,225	\$	308,409
Amount Reimbursed	\$ -	\$	1,365,128	\$	1,586,328	\$	433,403	\$	650,225	\$	308,409
	*	*	.,030,120		.,550,620	Ψ	.00, 100	<b>*</b>	200,220		220,100

<sup>(1)</sup> Includes non-NFL special events.
(2) The first event at Levi's Stadium was in August 2014 (the second quarter of the 2014/15 Fiscal Year).

Table 3 summarizes ticketed Non-NFL Event revenue and expenditures by event. This table shows that two of the three events operated at a loss or did not make any money. 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.

NOTE: THE FINANCIAL INFORMATION PROVIDED IN THESE TABLES IS DRAFT AND SUBJECT TO CHANGE AS ADDITIONAL REVENUE AND/OR EXPENDITURES ARE RECORDED.

# Table 3 Levi's® Stadium Ticketed Non-NFL Events Revenue and Expenditure Summary FY 2019/20 Quarter 1

#### In Millions \$

Ticketed Event	Revenue	Expense	Net
Monster Jam	\$ 1.6	\$ 2.0	\$ (0.4)
Bay Area Wedding Fair	0.0	0.0	0.0
USWNT vs South Africa	0.3	0.1	0.2
Total Ticketed Non-NFL Net Revenue to date	\$ 1.9	\$ 2.1	\$ (0.2)

There were three ticketed Non-NFL events held in the first quarter of FY 2019/20 with an average net loss to the Stadium Authority of about \$100,000 per event. Out of a total of three ticketed Non-NFL events, two Non-NFL ticketed events (67%) were money losing events or generated no revenue for the Stadium Authority. Based on the analysis shown in the following tables, Special Events (such as weddings, corporate events, birthday parties, etc.) generate the largest revenue for the Stadium Authority followed by the soccer game.

The revenue and expenses in the tables below are created using information provided by ManagementCo. Based on the information provided, it appears that the Food and Beverage portion of the business is operating at a loss. It is difficult to determine by the provided information if this is actually the case or if there is additional Food and Beverage revenue or cost reimbursements that are grouped with other revenue line items and not called out on the face of the provided Event Flash Reports. The Stadium Authority looks to work with ManagementCo on greater transparency for future reports.

# Table 4 Levi's® Stadium Net Revenue for Non-NFL Events by Event Type FY 2019/20 Quarter 1

Event Type	No. of Events	R	Net evenue
Ticketed Events			
Sporting Events			
Soccer	1	\$	206,729
Miscellaneous Events	2		(404,883)
Subtotal Ticketed Events	3	\$	(198,154)
Subtotal Non-Ticketed Non-NFL Events (weddings, corporate events, etc.	20	\$	236,588
Total Non-NFL Event Net Revenue	23	\$	38,433
Total Estimated Performance Rent paid to the General Fund(1)		\$	-

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

# Table 5 Levi's® Stadium Non-NFL Event Results by Category FY 2019/20 Quarter 1

	2019/20 YTD Total
REV ENUE: Seating Bow I Suites Food & Beverage Parking Miscellaneous(1)	\$ 1,180,490 40,140 400,620 308,280
Total Revenue	\$ 813,987 <b>2,743,517</b>
EXPENSE: Public Safety/Security Utilities/Solid Waste Parking Food & Beverage - Ticketed Events Food & Beverage - Special Events Operations/Janitorial/Maintenance Miscellaneous (4)	\$ 519,514 35,254 264,912 61,610 458,396 675,944 689,454
Total Expense	\$ 2,705,084
Total Non-NFL Net Revenue	\$ 38,433

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

 $<sup>^{(2)}</sup>$ Includes rentals, fees & commissions, transportation, marketing, and other expenses

Section 3.2.1 of the Management Agreement describes the marketing and booking duties and responsibilities of the Stadium Manager as follows:

Subject to all limitations and exclusions contemplated by the Major Contracts, and consistent with any guidelines as may be adopted from time to time in the Marketing Plan, use commercially reasonable efforts to market, promote, schedule and book Non-NFL Events and other activities at the Stadium in accordance with the Scheduling Procedures; and negotiate, execute, and perform all contracts, use agreements, licenses and other agreements...

As we move forward it is prudent that the Board be provided a complete Marketing Plan that will provide them with the ability to provide input on the type of Non-NFL events that are being booked and reject those that they do not feel are in the best interest of the Stadium Authority, City, and the surrounding community as a whole. As the Board will recall in early 2019, ManagementCo was unable to provide a Marketing Plan that could be approved by the Stadium Authority Board and that responded to the Stadium Authority's commercially reasonable questions about ManagementCo's proposed business practices. ManagementCo's lack of a strong marketing plan that outlines commercially reasonable strategies for generating revenue is a reflection of a poor business practice and contributes to the current fiscal activity.

#### **Discretionary Fund**

The Discretionary Fund is funded by revenue equal to 50% of the Non-NFL Ticket Surcharge of \$4 per ticket. The three ticketed Non-NFL Events contributed \$114,000 to the Discretionary Fund in the reporting period. Table 6 shows the revenues and expenses in the Discretionary Fund since FY2014/15. The balance at the end of this reporting period was \$2.07 million.

Table 6

	Discretionary Fund - Accrual Basis													
	Beginning													
Fiscal Year	Balance	Revenue	Expenses	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	114,688		2,074,790										

#### **Stadium Builder Licenses**

The total principal value of currently active Stadium Builder Licenses ("SBLs") is \$523.6 million and, as of June 30, 2019, 84.0% of the total principal value of all SBLs sold (i.e., \$439.7 million) had been collected.

SBL holders that finance their purchase pay an annual interest rate of 8.5% and payments are due by March 1<sup>st</sup> 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 58,791 currently active SBLs, or 89% of the 65,879 total sellable SBL seats. This is down by 1,468 from the total active SBLs at the end of the prior fiscal year (March 31, 2019). The main reason for the reduction is due to defaulted SBLs. The defaulted SBLs were offset by (1) the sale of new SBLs and (2) the net increase related to the customer seat relocation program. 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, 82 SBLs were sold for a total face value of \$392,000. The customer seat relocation program resulted in an increase of \$589,000 to the SBL face value, while netting 42 more SBLs. There were also 1,592 SBLs defaulted during the year with a total face value of \$9.8 million. The number of defaults and associated value is in line with the two-year historical average.

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	June 30, 2019		
Seat Value	SBL Seats Available	SBL Seats Sold as of 3/31/19	New SBL Sales	Net SBL Relocations	SBL Defaults	SBL Seats Sold	SBL Value	SBL Collected	% SBL Principal Collected
141,392	100	100	-	-	-	100	\$ 14,082,625	\$ 11,758,137	83.5%
80,000	938	930	-	4	(5)	929	74,320,000	64,065,689	86.2%
40,000	2	2	-	-	-	2	80,000	61,976	77.5%
30,000	4,869	4,554	-	3	(60)	4,497	134,910,000	116,907,867	86.7%
20,000	3,395	2,965	4	(17)	(78)	2,874	57,480,000	48,945,067	85.2%
15,000	7	7	-	-	(1)	6	90,000	56,748	63.1%
12,000	2,167	2,118	1	12	(23)	2,108	25,296,000	21,450,589	84.8%
10,000	9	7	-	-	-	7	70,000	57,422	82.0%
6,000	20,623	20,441	23	56	(488)	20,032	120,192,000	95,975,168	79.9%
5,000	14,301	13,164	18	22	(304)	12,900	64,500,000	52,923,087	82.1%
4,000	917	913	-	2	(4)	911	3,644,000	3,243,301	89.0%
3,000	94	94	-	-	(3)	91	273,000	208,135	76.2%
2,500	45	45	-	-	(1)	44	110,000	87,211	79.3%
2,000	18,373	14,881	36	(39)	(623)	14,255	28,510,000	23,981,642	84.1%
1,000	39	38	-	(1)	(2)	35	35,000	27,935	79.8%
Total	65,879	60,259	82	42	(1,592)	58,791	\$ 523,592,625	\$ 439,749,972	84.0%

Plus: Interest on financed SBLs
Total Principal & Interest

\$ 50,506,781
\$ 490,256,753

<sup>(1)</sup> This table does not include \$26.3 million that has been collected life-to-date from defaulted SBL holders.

# Santa Clara Stadium Authority Budget Status Reports Operating Budget

With 25% of the fiscal year complete, total operating revenues for the first quarter of the 2019/20 Fiscal Year were \$15.3 million representing 21% of the overall budget for revenues. The two primary reasons that revenue is below 25% is because non-NFL event revenue is recorded at the end of the fiscal year in accordance with Article 5 of the Stadium Management Agreement, and the Naming Rights revenue is collected twice a year in October and February. Stadium rent earned from StadCo totaled \$6.2 million. During the current reporting period, the Stadium Authority also collected \$8.5 million in SBL proceeds or 34% of what was budgeted. All SBL proceeds are to be transferred to the debt service fund per applicable loan agreements. The non-NFL event ticket surcharge amounted to \$229,000 or 19% of the budget.

Total operating expenses were \$3.9 million, or 5% of the annual budget. The primary reason that total expenses are below 25% is due to timing of the debt service transfer that takes place in Quarter 2. The shared stadium manager expenses were at 18% or \$2.1 million of the \$11.9 million budgeted amount and SBL Sales & Service expenses were 27% of the budget, or \$589,000. 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). Therefore, utility costs are 51% of the budget for the first quarter, or \$792,000. The current reporting period covers 50% (three out of the six months) that the Stadium Authority is responsible for utility costs. Lastly, Stadium Authority G&A costs were \$296,000 or 12% of the budget.

Overall, the Stadium Authority operating fund ended the first quarter with a fund balance of \$34 million, an increase of \$11.3 million or 49%. Included in that amount is an \$11.2 million operating reserve and a \$2.1 million discretionary fund.

Additional details are shown in Table 8.

#### Table 8 **Santa Clara Stadium Authority**

# Operating Budget Status Report For the Period Ending June 30, 2019 and 2018

				Peri	iod	Ending June 30, 20	019			Pe	riod Ending Jun	e 3	0, 2018	
							Budget to		_				Budget to	
		Final		Q1		YTD	Actual			Final	YTD		Actual	
	_	Budget		Actuals		Actuals	Difference	% Received		Budget	Actuals		Difference	% Received
_														
Resources Revenues														
NFL Ticket Surcharge	\$	8,142,000	Φ	_	Ф	- \$	8,142,000	0%	\$	8,031,000 \$	-	Ф	8,031,000	0%
SBL Proceeds	Ψ	25,416,000	Ψ	8,525,454	Ψ	8,525,454	16,890,546	34%	Ψ	27,214,000	7,395,026	Ψ	19,818,974	27%
Interest		938,000		234,203		234,203	703,797	25%		794,000	165,737		628,263	21%
Non-NFL Event Revenue		330,000		204,200		204,200	703,737	NA		62,147,000	100,707		62,147,000	N/A
Net Revenues from Non-NFL Events		5,796,000		_		_	5,796,000	0%		02,147,000	_		02,147,000	NA.
Naming Rights		6,754,000		_		_	6,754,000	0%		6.558.000	_		6,558,000	0%
Sponsorship Revenue (STR)		345,000		81,250		81,250	263,750	24%		545,000	143,453		401,547	26%
Rent		24,762,000		6,190,500		6,190,500	18,571,500	25%		25,810,000	6,125,001		19,684,999	24%
Senior & Youth Program Fees		230,000		0,130,300		0,130,300	230,000	0%		230,000	0,123,001		230,000	0%
Non-NFL Event Ticket Surcharge		1,232,000		229,376		229,376	1,002,624	19%		1,800,000	460,552		1,339,448	26%
Bay Area Host Committee Reimbursement		1,232,000		3,715		3,715	(3,715)	NA		1,400,000	400,332		1,400,000	N/A
Other Revenue		_		3,713		5,715	(3,713)	NA NA		2,281,000	_		2,281,000	N/A
Revenues Subtotal	\$	73,615,000	\$	15,264,498	\$	15,264,498 \$	58,350,502	21%	\$	136,810,000 \$	14,289,768	\$	122,520,232	10%
Net Transfers	<u> </u>	-	Ψ_	-	<u> </u>		-	N/A	<u> </u>	-	- 14,200,700	Ψ	-	NA NA
Total Resources	\$	73,615,000	\$	15,264,498	\$	15,264,498 \$	58,350,502	21%	\$	136,810,000 \$	14,289,768	\$	122,520,232	10%
						, ,				, ,	, ,			
		Et		0.4		VTD	Budget to			Et a contract	VTD		Budget to	
		Final		Q1		YTD	Actual			Final	YTD		Actual	
_	_	Budget		Actuals		Actuals	Difference	% Used	_	Budget	Actuals		Difference	% Used
Expenses														
Shared Stadium Manager Expenses	•		•	0=0.404	•			4007	•	. =				0=0/
Stadium Operations	\$	4,004,000	\$	653,401	\$	653,401 \$	3,350,599	16%	\$	3,721,000 \$	930,294	\$	2,790,706	25%
Engineering		2,054,000		328,481		328,481	1,725,519	16%		1,835,000	458,681		1,376,319	25%
Guest Services		825,000		137,782		137,782	687,218	17%		813,000	203,248		609,752	25%
Groundskeeping		177,000		29,039		29,039	147,961	16%		164,000	40,892		123,108	25%
Security		1,656,000		270,450		270,450	1,385,550	16%		1,543,000	385,778		1,157,222	25%
Insurance		2,956,000		739,038		739,038	2,216,962	25%		2,871,000	717,513		2,153,487	25%
Stadium Management Fee		232,000	_		_		232,000	0%	_	226,000		_	226,000	0%
Shared Stadium Mngr Exps Subtotal Other Expenses	\$	11,904,000	\$	2,158,191	\$	2,158,191 \$	9,745,809	18%	\$	11,173,000 \$	2,736,406	\$	8,436,594	24%
SBL Sales and Service	\$	2,221,000	\$	589.477	\$	589,477 \$	1,631,523	27%	\$	2.324.000 \$	581,000	\$	1,743,000	25%
Senior & Youth Fees (paid to City)	Ψ	230,000	Ψ	-	Ψ	- ·	230,000	0%	Ψ	230,000	-	Ψ	230,000	0%
Non-NFL Event Expense		-		_		-	200,000	NA		56,519,000	_		56,519,000	0%
Ground Rent (paid to City)		355,000		_		-	355,000	0%		320,000	_		320,000	0%
Performance Rent (paid to City)		2,721,000		_		_	2,721,000	0%		2,654,000	_		2,654,000	0%
Discretionary Fund Expense		250,000		_		_	250,000	0%		990,000	8,486		981,514	1%
Utilities		1,551,000		791,625		791,625	759,375	51%		1,506,000	787,500		718,500	52%
Use of StadCo Tenant Improvements		182,000					182,000	0%		236,000	463		235,537	0%
Stadium Authority G&A		2,480,000		295,995		295,995	2,184,005	12%		1,685,000	311,701		1,373,299	18%
College Football Playoff Expense		_,,		3,715		3,715	(3,715)	NA		1,400,000	-		1,400,000	NA
Other Expenses		110,000		109,915		109,915	85	100%		105,000	_		105,000	0%
Transfers Out		51,273,000		-		-	51,273,000	0%		57,340,000	7,372,926		49,967,074	13%
Contribution to Operating Reserve		338,000		-		-	338,000	0%		328,000	- ,,		328,000	0%
Other Expenses Subtotal	\$		\$	1,790,726	\$	1,790,726 \$	59,920,274	3%	\$	125,637,000 \$	9,062,076	\$	116,574,924	7%
Total Expenses	\$	73,615,000	\$	3,948,918		3,948,918 \$	69,666,082	5%	\$	136,810,000 \$		\$	125,011,519	9%
Operating Reserve	\$	11,593,270			\$	11,255,088			\$	11,255,088 \$	10,927,270			
Discretionary Fund	\$	2,302,075			\$	2,074,790	12		\$	1,086,407 \$	1,486,865			
	Ψ	_,00_,010			*	_,,,	,	•	Ψ	.,σσσ, .σ. φ	., .55,566			

#### Operating Budget – Recommended Budget Adjustments

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 activity known through the completion of the majority of FY 2019/20 has resulted in recommended budget adjustments as follows:

- 1) The Stadium Authority, ManagementCo, and BAHC entered into an Assignment and Assumption Agreement ("Agreement") on October 5, 2018 which in part describes the process by which the City is reimbursed for its costs as they relate to the CFP Championship that will be held at Levi's Stadium on January 7, 2019. The process that has been established is to have the Stadium Authority reimburse the City for all costs when incurred and invoice the BAHC for reimbursement. All costs that the City incurs to plan for and staff the CFP Championship as well as any post-event work will be reimbursed by the Stadium Authority within 15 days of being invoiced by the City. Per the Agreement the Stadium Authority will subsequently invoice the BAHC for the costs and be reimbursed within 15 days. In line with this process a budget amendment is needed to appropriate the CFP Championship expenses as well as the reimbursement revenue from the BAHC.
- 2) Senior and Youth Program Fees (based on \$0.35 per NFL game ticket) came in \$20,000 higher than the \$230,000 budget. A budget amendment is needed to appropriate the \$20,000 increase in the payment to the City's General Fund as well as the revenue to the Stadium Authority.
- 3) In addition, the NFL Ticket Surcharge Revenue (10% NFL ticket surcharge on the price of admission) is higher than anticipated by \$270,300, Non-NFL Event Ticket Surcharge (\$4 per ticket) fell below anticipated by \$496,00, and a reimbursement of Shared Stadium Manager Expenses was received for \$115,700. Staff is requesting operating budget amendments to account for these revenue changes.
- 4) Staff is requesting an operating budget reduction to Shared Stadium Manager Expenses and an increase to a Legal Contingency line item. Payments for Shared Stadium Manager Expenses were withheld based on Board direction for the partial suspension of payments at the March 27, 2019 Stadium Authority Board meeting, arising from ManagementCo's inappropriate use of public funds relative to procurement practices and potential self-dealing/conflicts of interests. At that meeting, the Board directed the Executive Director to only release public funds to the Forty Niners Management Company (ManCo) if all supporting documents have been submitted and adhere to our agreements and State and local laws. As part of that suspension of payment, the Stadium Authority continues to pay for utilities, insurance and costs associated with SBL sales and services. However, rather than provide the Stadium Authority with complete documentation to substantiate proper procurement and/or the absence of self-dealing/conflicts of interests, ManagementCo opted to take out loans and continue to pay itself public funds without demonstrating compliance

with State and local laws. Total estimated withheld Shared Stadium Manager Expenses total \$7 million and the Stadium Authority maintains its position that it should not use public funds for violations of public procurement violations, prevailing wage violations, and/or self-dealing/conflicts of interests.

Due to the suspension of payments combined with total invoiced Shared Stadium Manager Expenses falling under budget, staff requests a total reduction of \$7.5 million to Shared Stadium Expenses and an increase to Legal Contingency of \$7 million for the estimated revolving loan/litigation reserve.

- 5) Staff is also requesting an operating budget amendment to the SBL Sales and Service line item for \$1.4 million. This is to incorporate costs associated with providing a complimentary buffet to certain SBL Holders required by Section 4.6.1 of the Stadium Lease. The costs will be partially offset by the increase in NFL Ticket Surcharge Revenue, reimbursement of Shared Stadium Manager Expenses, and Shared Stadium Manager Expenses falling under budget.
- 6) Utility Expenses were invoiced to the Stadium Authority over budget by \$17,000. Staff requests an operating budget amendment to incorporate this increased cost.
- 7) Budget Adjustments that are not offset by increased revenue and expense reduction is considered a reduction to excess revenues that, after meeting the Operating Reserve and the CapEx Reserve requirements (which are already budgeted for in current FY 2019/20 budget) are used to prepay the StadCo Subordinated Loan. The increase in complimentary buffet costs have reduced the Operating Fund's ability to transfer funds for prepayment of the StadCo Subordinated Loan. Therefore, staff is also requesting a debt service budget adjustment for the reduced transfer in from the Operating Fund.

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

#### Table 9

## **Santa Clara Stadium Authority**

### 2019/20 Operating Budget Adjustment

				2019/20 F	isca	ıl Year		
	_			2013/20 F	. 300	Icai		Final
		Adopted		Amended				Amended
		Budget		Budget	Α	djustments		Budget
Resources								
Revenues								
NFL Ticket Surcharge	\$	8,142,000	\$	8,142,000	\$	270,291	\$	8,412,291
SBL Proceeds		25,416,000		25,416,000		=		25,416,000
Interest		938,000		938,000		=		938,000
Net Revenues from Non-NFL Events		5,796,000		5,796,000		-		5,796,000
Naming Rights		6,754,000		6,754,000		-		6,754,000
Sponsorship Revenue (STR)		345,000		345,000		-		345,000
Rent		24,762,000		24,762,000		-		24,762,000
Senior & Youth Program Fees		230,000		230,000		20,000		250,000
Non-NFL Event Ticket Surcharge		1,232,000		1,232,000		(496,504)		735,496
Bay Area Host Committee Reimbursement		-		-		4,642		4,642
Other Revenue	_	-	_	70.045.000	•	115,773	•	115,773
Revenues Subtotal Net Transfers	\$	73,615,000	\$	73,615,000	\$	(85,798)	\$	73,529,202
Total Resources	\$	73,615,000	\$	73,615,000	\$	(85,798)	\$	73,529,202
Total Hoodaloo	_	10,010,000	_	10,010,000	Ψ	(66): 66)	Ψ	
								Final
		Adopted		Amended				Amended
_		Budget		Budget	Α	djustments		Budget
Expenses								
Shared Stadium Manager Expenses	•		•		•	(0.050.500)		0=0.404
Stadium Operations	\$	4,004,000	\$	4,004,000	\$	(3,350,599)	\$	653,401
Engineering		2,054,000		2,054,000		(1,725,519)		328,481
Guest Services		825,000		825,000		(687,218)		137,782
Groundskeeping		177,000		177,000		(147,961)		29,039
Security Insurance		1,656,000 2,956,000		1,656,000		(1,385,550)		270,450 2,956,000
Stadium Management Fee		2,930,000		2,956,000 232,000		(232,000)		2,956,000
Shared Stadium Mngr Exps Subtotal	\$	11,904,000	\$	11,904,000	\$		\$	4,375,153
Other Operating Expenses	Ψ	11,304,000	Ψ	11,304,000	Ψ	(7,320,047)	Ψ	4,373,133
SBL Sales and Service	\$	2,221,000	\$	2,221,000	\$	1,393,477	\$	3,614,477
Senior & Youth Fees (paid to City)	Ψ	230,000	Ψ	230,000	Ψ	20,000	Ψ	250,000
Non-NFL Event Expense		-		-		-		-
Ground Rent (paid to City)		355,000		355,000		_		355,000
Performance Rent (paid to City)		2,721,000		2,721,000		_		2,721,000
Discretionary Fund Expense		250,000		250,000		-		250,000
Utilities		1,551,000		1,551,000		17,265		1,568,265
Use of StadCo Tenant Improvements		182,000		182,000		, <u>-</u>		182,000
Stadium Authority G&A		2,480,000		2,480,000		-		2,480,000
College Football Playoff Expense		-		-		4,642		4,642
Legal Contingency						6,996,000		6,996,000
Other Expenses		110,000		110,000		=		110,000
Transfers Out		51,273,000		51,273,000		(988,335)		50,284,665
Contribution to Operating Reserve		338,000		338,000		-		338,000
Other Operating Expenses Subtotal	\$	61,711,000	\$	61,711,000	\$		\$	69,154,049
Total Expenses	\$	73,615,000	\$	73,615,000	\$	(85,798)	\$	73,529,202
Operating Reserve	\$	11,593,270	\$	11,593,270			\$	11,593,270
Discretionary Fund	\$	2,302,075	\$	2,302,075			\$	2,302,075
,	,	, ,	•	, ,				, ,

#### **Debt Service Budget**

The Stadium Authority's FY2019/20 debt service revenue budget of \$3.8 million represents anticipated contributions from the Community Facilities District (CFD). During the first quarter of the current fiscal year, \$951,000 was contributed by the CFD.

Total Stadium Authority debt service expenses for the current reporting period were \$17.6 million, 34% of the budgeted amount. The debt service expenses for the CFD Advance, the Term A Loan, and the StadCo Subordinated Loan were \$1 million, \$15.9 million, and \$643,000, respectively.

As of June 30, 2019, the total outstanding amount of Stadium Authority debt had declined to \$326.8 million. This is a reduction in principal of \$13.4 million from the March 31, 2019 outstanding debt amount of \$340.2 million.

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 June 30, 2019 and 2018

		Period	Ending June 30	0, 2019			Period	<b>Ending</b>	June 30, 2018	
				Budget to					Budget to	
	Final	Q1	YTD	Actual		Final	Υ	TD	Actual	
	Budget	Actuals	Actuals	Difference	% Received	Budget	Act	uals	Difference	% Received
Resources										
Revenues										
Contribution from CFD	\$ 3,872,000	\$ 951,360	\$ 951,360	\$ 2,920,640	25%	\$ 3,800,0	00 \$	984,180	\$ 2,815,820	26%
Revenues Subtotal	\$ 3,872,000	\$ 951,360	\$ 951,360	\$ 2,920,640	25%	\$ 3,800,0	00 \$	984,180	\$ 2,815,820	26%
Transfers In from Operating	47,795,000	-	-	47,795,000	0%	53,963,0	00 7,	372,926	46,590,074	14%
Contribution from Fund Balance	-	16,665,922	16,665,922	(16,665,922)	NA	4,653,0	00 13,	825,931	(9,172,931)	297%
Total Resources	\$ 51,667,000	\$ 17,617,282	\$ 17,617,282	\$ 50,715,640	34%	\$ 62,416,0	00 \$ 22,	183,037	\$ 40,232,963	36%
				Budget to					Budget to	
	Final	Q1	YTD	Actual		Final	Υ	TD	Actual	
	Budget	Actuals	Actuals	Difference	% Used	Budget		uals	Difference	% Used
Expenses										
CFD Advance	\$ 3,844,000	\$ 1,002,705	\$ 1,002,705	\$ 2,841,295	26%	\$ 3,800,0	00 \$	878,861	\$ 2,921,139	23%
Term A Loan	26,383,000	15,971,276	15,971,276	10,411,724	61%	26,702,0	00 15.	908,172	10,793,828	60%
StadCo Subordinated Loan	21,440,000	643,301	643,301	20,796,699	3%	31,914,0	00 5.	396,004	26,517,996	17%
Total Expenses	\$ 51,667,000	\$ 17,617,282	\$ 17,617,282	\$ 34,049,718	34%	\$ 62,416,0	00 \$ 22,	183,037	\$ 40,232,963	36%
Debt Service Reserve	\$ 11,536,235		\$ 11,536,235			\$ 11,536,2	35 \$ 11,	536,235		

Table 11

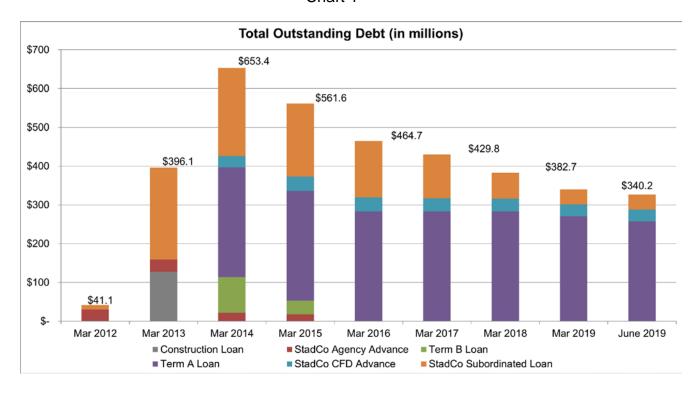
Santa Clara Stadium Authority

Debt Summary Report

For the Period Ending June 30, 2019

Type of Indebtedness	Interest Rates		standing as of arch 31, 2019		Net Change	Outstanding as of Une 30, 2019					
Stadium Funding Trust Loan:	Natos		41011 01, 2013		tet onange		<u> </u>				
Term A Loan	5.00%	\$	270,266,412	\$	(12,752,172)	\$	257,514,240				
StadCo CFD Advance	5.73%	•	30,925,978	•	(561,874)	•	30,364,104				
StadCo Subordinated Loan	5.50%		39,024,833		(107,449)		38,917,384				
Total		\$	340,217,223	\$	(13,421,495)	\$	326,795,728				

Chart 1



#### Debt Service Budget - Adjustment

As described on page 10 of this report, the Stadium Authority received \$115,000 in refunded Shared Stadium Manager Expenses and \$270,000 in additional NFL Ticket Surcharge revenue, which is considered additional FY 2019/20 revenue. This additional revenue, along with the portion of Shared Stadium Manager Expenses falling under budget, will be used to partially offset the increased cost in SBL Sales and Service and Utilities. The costs that are not offset, primarily the increase to SBL Sales and Service for the complimentary buffet, by the additional revenue received reduce the excess revenue transfer to the debt service fund that is used to prepay the StadCo Subordinated Loan.

Therefore, staff is requesting the budget amendments noted in Table 12.

Table 12

Santa Clara Stadium Authority
2019/20 Debt Service Budget Adjustment

	2019/20 Fiscal Year									
							Final			
	Adopted			Amended				Amended		
	Budget			Budget	Adjustments			Budget		
December										
Resources										
Revenues	_		_		_		_			
Contribution from CFD	\$	3,872,000	\$	3,872,000	\$	-	\$	3,872,000		
Revenues Subtotal	\$	3,872,000	\$	3,872,000	\$	-	\$	3,872,000		
Transfers in from Operating		47,795,000		47,795,000		(988, 335)		46,806,665		
Contribution from Fund Balance		-		-		-		-		
Total Resources	\$	51,667,000	\$	51,667,000	\$	(988,335)	\$	50,678,665		
								Final		
		Adopted		Amended				Amended		
		Budget		Budget	Ad	ljustments		Budget		
Expenses										
CFD Advance	\$	3,844,000	\$	3,844,000	\$	-	\$	3,844,000		
Term A Loan		26,383,000		26,383,000		-		26,383,000		
StadCo Subordinated Loan		21,440,000		21,440,000		(988,335)		20,451,665		
Total Expenses	\$	51,667,000	\$	51,667,000	\$	(988,335)	\$	50,678,665		
Debt Service Reserve	\$	11,536,235	\$	11,536,235			\$	11,536,235		

#### Capital Improvement Project Budget

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

- Kawasaki Mule Purchase
- Two Auto Pulse Automated Compressor Purchases
- ALS Lifepack Monitor Purchase

The following CapEx projects are currently in progress and expected to be completed by the end of the fiscal year:

- Diesel Particulate Filter
- Mobile Radio
- Chemical Warfare Detector
- Staff Scheduling Software
- Upfit Kawasaki Mules

A total of \$61,000 has been spent in FY 2019/20, which amounts to <1% of the budget. The main reasons that this is below budget are (1) there has been little activity on warranty work which makes up 11% of the CIP Budget, and (2) a number of projects are behind schedule due to the ManagementCo not following State procurement and prevailing wage laws so projects had to be halted. Given the fact that almost no capital projects were completed by ManagementCo, there is serious concern where ManagementCo is unable to complete the projects included in this budget. We will continue to raise this issue with ManagementCo to ensure the Stadium Authority asset is maintained in a sufficient manner; however, there is valid concern that ManagementCo is unable to complete these duties given the record to date. During this reporting period, the ManagementCo has not demonstrated its ability to award contracts in compliance with state laws.

Additional details are shown below in Table 13.

Table 13

### **Santa Clara Stadium Authority**

#### **CIP Budget Status Report**

For the Period Ending June 30, 2019 and 2018

	Period Ending June 30, 2019							Period Ending June 30, 2018								
		Final Budget		Q1 Actuals		YTD Actuals	Budget to Actual Difference		% Received	Final Budget		YTD Actuals			Budget to Actual Difference	% Received
Beginning Balances	\$	14,532,870	\$	14,516,225	\$	14,516,225	\$	16,645		\$	12,358,833	\$	12,718,700			
Resources																
Transfers In from Operating Budget		3,478,000		-		-		3,478,000	0.00%		3,377,000		-		3,377,000	0%
Total Resources	\$	18,010,870	\$	14,516,225	\$	14,516,225	\$	3,494,645	81%	\$	15,735,833	\$	12,718,700	\$	3,377,000	81%
							Budget to			_					Budget to	
		Final Budget		Q1 Actuals		YTD Actuals		Actual Difference	% Used		Final Budget		YTD Actuals		Actual Difference	% Used
Expenses		Duuget		Actuals		Actuals		Dillerence	76 USEU	_	Budget		Actuals	_	Jillerence	/6 USEU
Construction		4,956,922		(4,845)		(4,845)		4,961,767	0%		4,875,415		278,907		4,596,508	6%
Equipment		7,070,988		65,038		65,038		7,005,950	1%		1,210,000		65,000		1,145,000	5%
Contingency		657,397		812		812		656,585	0%		296,546		3,250		293,296	1%
Stadium Warranty Related Construction		1,528,202		-		-		1,528,202	0%		1,600,971		-		1,600,971	0%
Total Expenses	\$	14,213,509	\$	61,005	\$	61,005	\$	14,152,504	0%	\$	7,982,932	\$	347,157	\$	7,635,774	4%
Ending Balances	\$	3,797,361	\$	14,455,221	\$	14,455,221				\$	7,752,901	\$	12,371,543			

#### **City of Santa Clara Net General Fund Impact**

There were no contributions to the General Fund in the current reporting period. This is due to the timing of when the ground rent is paid and the performance rent is calculated. Additionally, the Senior and Youth fee and the Tasman lots parking fee are both related to NFL games of which there were none in the first quarter. This section of the report also provides information on General Fund revenue and expenditure impacts resulting from the stadium.

#### **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. Reimbursement is monitored and included in this report. A total of \$338,000 in public safety costs were incurred in support of non-NFL events that were held at Levi's Stadium in the current reporting period, all of which have been reimbursed to the City. These reimbursements came from a combination of payments from the Stadium Manager, and the offsite parking fees that were collected.

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 the first quarter of FY 2019/20, a total of \$218,000 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 did not collect any rents or Senior and Youth fees in the current reporting period.

#### 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 quarter of sales tax collections from Levi's® Stadium transactions generated \$179,000 for the City's General Fund 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<sup>®</sup> 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.

		<b>Annual Fixed</b>		
Lease Year	Fiscal Year	<b>Ground Rent</b>		
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 2019/20 (July 1, 2019 through June 30, 2020) the offsite parking fee is \$5.63.

<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<sup>®</sup> 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<sup>®</sup> 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<sup>®</sup> 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 Management	Stadium Marketing and Booking	Net Income	Additional Stadium Marketing	Total 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			
2020/21	7	238,810	5,970,261			
2021/22	8	245,975	6,149,369			
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.