



CITY OF SANTA CLARA

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SANTA CLARA STADIUM AUTHORITY

AGENDA

A complete agenda packet with back-up reports is available at either City Library beginning Saturday before the Tuesday meeting or at the City Clerk's Office on weekdays. A complete agenda packet is also available at the City Council meeting and on the City's website.

September 29, 2015

6:00 pm

Closed Session

Council Conference Room

Conference with Legal Counsel - Existing Litigation
Pursuant to Government Code Section 54956.9(d)(1)
*Vinod K. Sharma, et al. v. Successor Agency to the
Redevelopment Agency of the City of Santa Clara, et al.*
Sacramento County Superior Court Case No. 34-2013-80001396

REGULAR MEETING

7:00 PM in the City Hall Council Chambers

APPEAL OF HEARING DECISIONS OF THE STADIUM AUTHORITY MUST BE MADE TO THE SUPERIOR COURT WITHIN 90 CALENDAR DAYS OF FINAL ACTION. BECAUSE OF THE AGENDA PROVISION FOR RECONSIDERATION, FINAL ACTION IS DEEMED TO OCCUR AT THE END OF THE NEXT REGULAR MEETING PURSUANT TO CITY COUNCIL POLICY (P&P 042). (CODE OF CIVIL PROCEDURE SECTION 1094.6)

AB23 ANNOUNCEMENT: MEMBERS OF THE SANTA CLARA STADIUM AUTHORITY BOARD ARE ENTITLED TO RECEIVE \$30 FOR EACH ATTENDED MEETING.

- 1. ROLL CALL:**
- 2. CONTINUANCE/EXCEPTIONS:**
- 3. UNFINISHED BUSINESS:**
 - A.** Possible Reconsideration of Actions Taken at Immediately Preceding Meeting. (See Summary of Actions for potential reconsideration, which is attached to the posted Agenda and is in the Agenda Packet Binder in the Council Chambers.)
- 4. NEW BUSINESS:**
 - A.** Report regarding the Levi's Stadium and Neighborhood Safety.

- B. Acceptance of the audited Santa Clara Stadium Authority financial statements for Fiscal Year ended March 31, 2015, as recommended by the Audit Committee.

5. PUBLIC PRESENTATIONS:

This item is reserved for persons to address the Stadium Authority on any matter not on the agenda that is within the subject matter jurisdiction of the City. The law does not permit Stadium Authority action on, or extended discussion of, any item not on the agenda except under special circumstances. The Stadium Authority, or staff, may briefly respond to statements made or questions posed, and the Stadium Authority may request staff to report back at a subsequent meeting. Although not required, please submit to the Stadium Authority Secretary your name and subject matter on forms available by the door in the Council Chambers.

6. REPORTS OF STADIUM AUTHORITY MEMBERS AND SPECIAL STADIUM AUTHORITY COMMITTEES:

- A. Reports regarding conference attendance, if any.

7. CLOSED SESSION MATTERS:

- A. Stadium Authority Counsel Reports:

8. ADJOURNMENT:

- A. To Tuesday evening, **October 13, 2015**, at 7:00 pm for the regular scheduled meeting in the City Hall Council Chambers.



City of Santa Clara

The Center of What's Possible

AGENDA ITEM #: SA
6:00 PM

CLOSED SESSION NOTICE

The **GOVERNING BOARD OF THE STADIUM AUTHORITY** will meet in closed session on **Tuesday, September 29, 2015, at 6:00 p.m.**, or as soon thereafter as the matter can be discussed, in the Council Conference Room located in the East Wing of City Hall at 1500 Warburton Avenue, Santa Clara, California, to consider the following matter(s) and to potentially take action with respect to it/them:

- CONFERENCE WITH LEGAL COUNSEL-EXISTING LITIGATION**
Pursuant to Gov. Code § 54956.9(d)(1)
Vinod K. Sharma, et al. v. Successor Agency to the Redevelopment Agency of the City of Santa Clara, et al., Sacramento County Superior Court Case No. 34-2013-80001396

Dated: September 24, 2015



RICHARD E. NOSKY, JR.
Stadium Authority Counsel

9-29-15

4.A
SA



**City of
Santa Clara**
The Center of What's Possible

Police Department
Memorandum

Date: September 25, 2015

To: Julio Fuentes, City Manager
Richard Nosky, City Attorney

From: Michael J. Sellers, Police Chief

Subject: Levi's Stadium and Neighborhood Safety

This memo is being written in response to the September 21, 2015, memo to Julio Fuentes, City Manager and Richard Nosky, City Attorney, from Vice Mayor Davis, Councilmember Gillmor and Councilmember O'Neill regarding Levi's Stadium and Neighborhood Safety.

Arrest information and neighborhood complaints for NFL games from 2014 to the present.

Since Levi's Stadium opened in August, 2014, the National Football League (NFL) has scheduled twenty San Francisco 49ers home games; thirteen of which have taken place through September 14, 2015. Over the course of thirteen events, 830,445 fans have attended Levi's Stadium.

NFL events have generated 1,810 Police Calls for Service, resulting in 319 arrests (0.038% of attendees, averaging 24.54 arrests per event), 223 ejections and 50 citations. Of the arrests made, 230 have had a primary charge of drunk in public, 24 assaults (of various nature), 23 have been unauthorized merchandise and 16 have been resisting / delaying a Police Officer. The balance of the primary arrest types (e.g. counterfeiting, trespassing, etc.) have been documented on less than ten occasions per arrest charge. The number of infractions is a result of Santa Clara Police Department's zero tolerance policy.

As a result of inappropriate behavior, the Stadium Authority has revoked Stadium Builders Licenses from three (3) San Francisco 49ers season ticket holders, including the incident on September 14, 2015.

Below is a snapshot of the Santa Clara Police Department's activity for NFL events at Levi's Stadium since August, 2014.

Event Date	Event Time	Event Type	Estimated Attendance	Police Calls for Service	Number of Arrests	Ejections	Citations	Rock-Med Treatment
8/17/2014	1:00pm	NFL - 49ers vs. Denver Broncos	66,000	99	12	60	3	n/a
8/24/2014	1:00pm	NFL - 49ers vs. San Diego Chargers	65,000	296	26	10	13	n/a
9/14/2014	5:30pm	NFL - 49ers vs. Chicago Bears	70,465	192	35	20	4	3

9/28/2014	1:25pm	NFL - 49ers vs. Philadelphia Eagles	65,836	158	14	17	6	38
10/5/2014	1:25pm	NFL - 49ers vs. Kansas City Chiefs	65,062	123	37	13	2	n/a
11/2/2014	1:05pm	NFL - 49ers vs. St. Louis Rams	62,984	121	27	9	3	18
11/23/2014	1:25pm	NFL - 49ers vs. Washington Redskins	65,473	133	27	20	4	5
11/27/2014	5:30pm	NFL - 49ers vs. Seattle Seahawks	64,371	201	29	16	4	12
12/20/2014	5:25pm	NFL - 49ers vs. San Diego Chargers	62,797	124	27	17	6	10
12/28/2014	1:25pm	NFL - 49ers vs. Arizona Cardinals	64,072	95	18	10	2	5
		SUBTOTAL (2014 NFL season)	652,060	1,542	252	192	47	91
8/23/2015		NFL - 49ers vs. Dallas Cowboys	62,256	99	28	11	0	5
9/3/2015		NFL - 49ers vs. San Diego Chargers	52,012	57	10	5	0	7
9/14/15		NFL - 49ers vs. Minnesota Vikings	64,117	112	29	15	3	13
		SUBTOTAL (2015 NFL season)	178,385	268	67	31	3	25
		TOTAL	830,445	1,810	319	223	50	116

Statistics on how many stadium guests are treated or held at the stadium medical facility for alcohol, drug, or fighting-related issues

Rock-Med offers a medical care area at events with an anticipated attendance of 20,000+ at Levi's Stadium. Medically trained volunteers serve as caregivers to patients to avoid hospitalization or getting

law enforcement involved. Patients eventually return to family or friends. As is noted above, approximately 116 individuals have been cared for by Rock-Med via the Santa Clara Police Department. Due to HIPPA laws, Rock-Med does not release information regarding the patients brought to Rock-Med via other sources (e.g. Fire Department, Elite Services, etc.).

Arrest information and neighborhood complaints for non-NFL major stadium events from 2014 to the present

The first public event at Levi's Stadium was a Major League Soccer game on August 2, 2014. Since, Levi's Stadium has hosted eighteen (18) non-NFL events with 20,000+ attendees, including international soccer, college football, Wrestlemania31, hockey and concerts, resulting in 661,882 stadium-goers.

Non-NFL events have generated 1,526 Police Calls for Service, resulting in 286 arrests (0.032% of attendees, averaging 15.88 arrests per event), 173 ejections and 38 citations. Of the arrests made, 193 have had a primary charge of drunk, 45 assaults (of various nature) and 24 have been resisting / delaying a Police Officer. The balance of the primary arrest types (e.g. unauthorized merchandise, trespassing, no peddler permit, etc.) have been documented on less than ten occasions.

Below is a snapshot of the Santa Clara Police Department's activity for non-NFL events at Levi's Stadium since August, 2014.

Event Date	Event Time	Event Type	Attendance	Police Calls for Service	Number of Arrests	Ejections	Citations	Rock-Med Treatment
8/2/2014	7:30pm	MLS - SJ Earthquakes vs. Seattle Sounders	48,000	53	2	2	n/a	n/a
9/6/2014	7:00pm	International Soccer - Mexico vs. Chile	67,745	240	45	7	2	1
10/24/2014	7:00pm	College Football - Cal vs. Oregon	50,900	101	27	17	3	14
12/5/2014	6:00pm	PAC 12 Championship game (Arizona Wildcats vs. Oregon Ducks)	38,003	100	28	19	2	13
12/30/2014	7:00pm	College Bowl Game (Stanford Cardinal vs. Maryland Terrapins)	22,053	34	8	7	10	5

		SUBTOTAL (2014 non-NFL events)	226,701	528	110	52	17	33
2/21/15	7:00pm	NHL Stadium Series	67,092	68	12	6	0	8
3/29/15	3:30pm	Wrestlemania31	64,907	102	21	22	0	17
4/11/15	7:00pm	Monster Jam	39,611	55	7	2	4	0
4/18/15	6:30pm	Monster Energy Supercross	32,096	109	21	13	1	10
5/2/15	5:00pm	Kenny Chesney & Jason Aldean	42,987	113	25	11	5	26
5/24/15	4:00pm	San Jose Earthquakes vs. Orlando City SC	27,475	14	1	2	2	0
6/27/15	7:00pm	Grateful Dead	69,558	156	19	12	0	37
6/28/15	6:00pm	Grateful Dead	64,923	123	26	16	1	34
7/11/15	7:00pm	One Direction	46,859	24	2	2	0	1
7/25/15	1:00pm	Manchester United vs. Fc Barcelona	65,063	60	9	3	4	1
8/14/15	7:00pm	Taylor Swift	49,000	25	6	5	3	2
8/15/15	7:00pm	Taylor Swift	52,258	50	4	3	0	4
8/29/15	6:00pm	Luke Bryan	40,053	99	23	24	1	18
		SUBTOTAL (2015 non-NFL events)	661,882	998	176	121	21	158
		TOTAL	888,583	1,526	286	173	38	191

In the months leading up to the opening this sports and entertainment venue, the Santa Clara Police Department facilitated five community meetings with residents and businesses surrounding Levi's Stadium were facilitated to provide information and address concerns. A Neighborhood Protection Plan was established to reduce the impact of the stadium to our community.

Since the opening of Levi's Stadium, residents and businesses have communicated challenges and offered constructive criticism through the following channels:

- Management Co customer service phone number and/or email address;
- Phone call or email to the Santa Clara Police Department or City Manager's Office; and
- Response, in the form of a comment, on digital media.

The theme to these comments have been as follows:

- Access to the San Tomas Aquino / Saratoga Creek Trail on event days;
- Creek Trail detour route unsafe due to volume of traffic, congestion and speed of drivers;
- Noise associated with events at Levi's Stadium (e.g. banner planes, fly-over, helicopter, fireworks, scoring horn, crowd volume, music level, Police tactical training, etc.);
- Double parking of service delivery vehicles on Stars and Stripes, impact trail detour;
- Stadium event goes parking in residential neighborhoods;
- Parking on public, residential streets on event days (particularly Lick Mill Drive, Hope Drive and from the special needs residents of the Archstone Apartments);
- Access to businesses impacted by street closures (e.g. Tasman Drive, Great America Parkway at 237);
- Traffic on local highways and expressways during weeknight evening commute
- Trash in the stadium footprint; and,
- Confusion between Vehicle Admission Sticker and Residential Parking Permit program.

Current city restrictions on alcohol consumption on city facilities, including parking lots.

[Chapter 9.05](#) of the Santa Clara City Code addresses alcohol consumption in City facilities, including parking lots.

- Public Nuisance (9.05.025);
- Intoxicating liquors – Drinking in public prohibited except as authorized (9.05.040);
- Activities and conduct prohibited in stadium sporting or entertainment events (9.05.160);
- Activities and conduct prohibited in parking facilities adjacent to the stadium or parking facilities used for stadium events (9.05.165); and,
- Penalties (9.05.170).

Management Co sought out Agreements with local businesses to provide designated parking for Levi's Stadium events. These private parking lots require payment to enter and are designated as tailgating (with an open flame) or non-tailgating lots (no open flame). No glass containers are permitted in any of the private parking lots.

According to Management Co regulations, tailgating is not permitted after kickoff. Any fans loitering in parking lots after the beginning of the game are asked to leave the lot.

Current amount being spent on police security and private security for NFL games with comparisons to operations of other NFL teams.

With each event, the Police Department continues to expand its knowledge on how to successfully manage a facility of this size along with our public safety commitments to the balance of our city. The Santa Clara Police Department has learned that timely, effective planning, communication and training are critical. The public safety plan adjusts with each event taking into consideration the type of event, size of event, potential demonstrations/protests associated with event, dignitaries in attendance, day of the week, time of event, set-up requirements, etc.

The public safety costs for Levi's Stadium events consist of Police personnel, Fire personnel, Traffic Engineering personnel, outside contractual law enforcement services (e.g. K-9's and prisoner transportation), meals, Operation Plan printing, Per Diem disability insurance, and vehicle usage.

The average public safety cost for the NFL events in the first season (August, 2014-January, 2015) was \$241,402.80 per game, totaling \$2,414,028.05 for the ten game season. The average public safety cost for a non-NFL events is \$239,829.83 (August, 2014-March, 2015).

The Santa Clara Police Department has implemented a number of strategies to control the public safety costs connected with NFL events for the 2015 season while providing the same levels of service. Among other items, these strategies include the use of Per Diem Police Officers, Per Diem Traffic Control staff and Per Diem Public Safety Dispatchers. Use of Per Diem employees allows the Santa Clara Police Department to hire more individuals at a reduced rate of pay.

There are multiple layers of security at Levi's Stadium. The interior security plan includes Elite Services (Elite), also referred to as yellow jackets, to tend to stadium-goer concerns (e.g. locating services, someone in designated seat), provide suite level personnel, VIP escorts and the 'first line of defense' for the interior security within Levi's Stadium. Meanwhile, Landmark Parking, Incorporated (Landmark) offers parking lot security. The Santa Clara Police Department handles more complicated security matters throughout the stadium footprint.

Elite and Landmark have an Agreement with Management Co for services at NFL events. As a result, Management Co would be better suited to respond to inquiries about their private security expenses.

The NFL maintains detailed records of crime and security concerns for each of its 32 teams on game day. This information is kept confidential. The NFL does ask clubs to enforce fan codes of conduct that penalize out-of-line behavior at games.

Since the opening of Levi's Stadium, I have asked our law enforcement team to approach incidents at events with zero tolerance and statistical information in this report supports this directive. As a result, the Santa Clara Police Department does not see the volume of arrests and/or ejections at Levi's Stadium as negative. Rather, the numbers are evidence that the Santa Clara Police Department targets poor fan behavior that brings the wrong kind of attention to the in-stadium experience.

SUMMARY

The City of Santa Clara prides itself on having a number of sports, arts and entertainment venues to attract visitors. In just over one year of operation, Levi's Stadium has greeted 1,719,298 visitors for major events, and thousands of additional guests at smaller events (e.g. Friday Night Lights, 49er RUSH, etc.), corporate and private, facility tours and museum visits.

Levi's Stadium is a safe venue. The Police Department continues to work with its partners, both law enforcement and stadium management, to improve efficiencies for service delivery while continuing to maintain high standards. The Santa Clara Police Department has a strong public safety plan in place for its attendees. It is important to note that while there are individuals at every event that are arrested, more than 99.96% of the visitors to Levi's Stadium are law abiding people who come to enjoy all the stadium has to offer.



FOR _____
Michael J. Sellers
Police Chief

APPROVED:



Julio J. Fuentes
City Manager



Date: September 29, 2015

To: Executive Director for Stadium Authority Action

From: Finance Director/Treasurer/Auditor

Subject: Acceptance of Santa Clara Stadium Authority Audited Financial Statements for Fiscal Year Ended March 31, 2015, as Recommended by the Audit Committee

EXECUTIVE SUMMARY

The annual financial audit of the Stadium Authority was completed on September 24, 2015, and resulted in the issuance of the Santa Clara Stadium Authority annual financial statements for fiscal year ended March 31, 2015. The financial statements include an extensive discussion and presentation of the financial data of the Stadium Authority in accordance with Generally Accepted Accounting Principles (GAAP).

The Stadium Authority's external auditor, KPMG, has conducted the annual financial audit and an unmodified ("clean") opinion was issued. An unmodified opinion is when the auditor concludes that the financial condition, position, and operations are fairly presented, and the financial statements are free of material misstatements.

Key financial highlights for the fiscal year ended March 31, 2015 are as follows:

- Substantial completion of Levi's Stadium occurred on July 31, 2014. On that date, construction in progress was zeroed out and the Building asset was put into place. The value of the Building at March 31, 2015, net of depreciation, is \$835,130,830.
- The first event held at Levi's Stadium occurred on August 2, 2014. From the opening event through March 31, 2015, there were ten NFL games, nine large-scale non-NFL events, and 186 small special events held at the Stadium. During this fiscal year, the Stadium Authority recognized \$101,374,609 in operating revenue and \$77,580,314 in operating expenses.
- Debt service payments during the fiscal year totaled \$155,392,213, which exceeded the original budget of \$72,489,038 by \$82,903,175. The higher debt service payment as well as lower interest rate on the variable rate debt resulted in lower overall remaining outstanding debt for the Stadium Authority.
- The assets of the Stadium Authority exceeded its liabilities by \$5,513,983 primarily due to income from operating Levi's Stadium.
- The City of Santa Clara (the City) received \$2,853,649 for stadium ground and performance rent, Senior and Youth fees, and parking fees associated with the Tasman parking lots. Additionally, the City was fully reimbursed for all of its public safety and administration costs by either the Stadium Authority or the Forty Niners SC Stadium Company, LLC (StadCo).

Staff and KPMG presented and reviewed the Santa Clara Stadium Authority audited draft financial statements and the audit process with the Audit Committee on September 21, 2015. The Audit Committee will report their recommendation at the September 29, 2015 Stadium Authority meeting.

ADVANTAGES AND DISADVANTAGES OF ISSUE

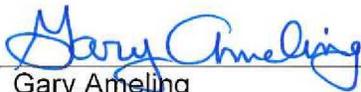
The Santa Clara Stadium Authority financial statements present the audited financial information of the Stadium Authority in accordance with GAAP, and supports the Stadium Authority Board's financial oversight responsibility to provide fiscal information to residents, creditors and other stakeholders. By accepting the auditors unmodified opinion, the reader is assured that the information presented in the Financial Report fairly represents the financial position of the Stadium Authority.

ECONOMIC/FISCAL IMPACT

The staff costs associated with the audit and financial statement production are included in the annual appropriations. Acceptance of the Stadium Authority's financial statements does not incur any additional costs.

RECOMMENDATION

That the Stadium Authority accept the audited Santa Clara Stadium Authority financial statements for fiscal year ended March 31, 2015, as recommended by the Audit Committee.



Gary Ameling
Finance Director/Treasurer/Auditor for
Stadium Authority

APPROVED:



Julio J. Fuentes
Executive Director for Stadium Authority

Documents Related to this Report:

- 1) *Santa Clara Stadium Authority Financial Statements*
- 2) *Internal controls and compliance letter*
- 3) *Debt compliance letter*



SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)

Financial Statements

March 31, 2015 and 2014

(With Independent Auditors' Report Thereon)

SANTA CLARA STADIUM AUTHORITY

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KPMG LLP
Suite 1400
55 Second Street
San Francisco, CA 94105

Independent Auditors' Report

The Board of Directors
Santa Clara Stadium Authority:

Report on the Financial Statements

We have audited the accompanying financial statements of the Santa Clara Stadium Authority, a component unit of the City of Santa Clara, California (the Authority) as of and for the years ended March 31, 2015 and 2014, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Santa Clara Stadium Authority as of March 31, 2015 and 2014, and the changes in its financial position and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.



Emphasis of Matter

As discussed in note 2 to the financial statements, the financial statements present only the Santa Clara Stadium Authority and do not purport to, and do not, present fairly the financial position of the City of Santa Clara, California, as of March 31, 2015 and 2014, the changes in its financial position, or, where applicable its cash flows for the years then ended, respectively, in accordance with U.S. generally accepted accounting principles. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages 3–7 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated September 24, 2015 on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.

KPMG LLP

San Francisco, California
September 24, 2015

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)

Management's Discussion and Analysis (unaudited)

March 31, 2015 and 2014

The management's discussion and analysis of the Santa Clara Stadium Authority (Stadium Authority) provides an overall review of the Stadium Authority's financial activities for the fiscal periods ended March 31, 2015 and 2014. The intent of this discussion and analysis is to look at the Stadium Authority's financial performance as a whole. Readers should review the discussion and analysis in conjunction with the basic financial statements including the notes to the basic financial statements to enhance their understanding of the Stadium Authority's financial performance.

The Stadium Authority has elected to provide comparative financial statements to better assist the reader. In November 2012, the Stadium Authority elected to adjust its fiscal year to April 1 through March 31 to conform to the fiscal year of the Stadium Funding Trust (FinanceCo). The Stadium Authority is a Component Unit of the City of Santa Clara whose fiscal year is July 1 through June 30.

The Stadium Authority exists as a public body, separate and distinct from the City of Santa Clara. It was established to provide for development and operation of the new Levi's Stadium.

Financial Highlights

Key financial highlights for the fiscal year ended March 31, 2015 are as follows:

- Substantial completion of Levi's Stadium occurred on July 31, 2014. On that date, construction in progress was zeroed out and the Building asset was put into place. The carrying value of the Building at March 31, 2015, net of depreciation, is \$835,130,830.
- The first event held at Levi's Stadium occurred on August 2, 2014. From the opening event through March 31, 2015, there were 10 NFL games, 9 large-scale non-NFL events, and 186 small special events held at the Stadium. During this fiscal year, the Stadium Authority recognized \$101,374,609 in operating revenue and \$77,580,314 in operating expenses.
- Debt service payments during the fiscal year totaled \$155,392,213, which exceeded the original budget of \$72,489,038 by \$82,903,175. The debt service payment exceeded the original budget due to Stadium Builders License (SBL) collections exceeding estimate and lower construction costs. The higher debt service payment as well as lower interest rates on the variable rate debt resulted in lower overall remaining outstanding debt for the Stadium Authority.
- The assets of the Stadium Authority exceeded its liabilities by \$5,513,983 primarily due to income from operating Levi's Stadium.
- The City of Santa Clara (the City) received \$2,853,649 for stadium ground and performance rent, Senior and Youth fees, and parking fees associated with the Tasman parking lots most of which came from the Stadium Authority. Additionally, the City was fully reimbursed for all of its public safety and administration costs by either the Stadium Authority or the Forty Niners SC Stadium Company LLC (StadCo).

Overview of the Financial Statements

This annual report consists of a series of financial statements and the notes to those statements. These statements are organized so the reader can understand the Stadium Authority as a financial whole. The basic financial

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)

Management's Discussion and Analysis (unaudited)

March 31, 2015 and 2014

statements provide both a short-term and long-term view of the Stadium Authority's financial activities and financial position.

The basic financial statements are comprised of the Statement of Net Position, the Statement of Revenues, Expenses and Changes in Net Position, and the Statement of Cash Flows and the notes to the financial statements. The Statement of Net Position provides information about the financial position of the Stadium Authority as a whole, including all of its long-term liabilities on the full accrual basis. The Statement of Revenues, Expenses and Changes in Net Position provides information about all revenues and expenses. The Statement of Cash Flows provides information about cash activities for the period.

Financial Analysis of the Stadium Authority as a Whole

The Stadium Authority's net position at March 31, 2015, March 31, 2014, and March 31, 2013 is as follows:

	FY 2015	FY 2014	FY 2013	FY 2015 Increase (Decrease)	FY 2014 Increase (Decrease)
Assets:					
Capital assets	\$ 836,082,246	753,712,985	419,221,023	82,369,261	334,491,962
Other assets	126,964,659	193,756,948	110,160,373	(66,792,289)	83,596,575
Total assets	<u>963,046,905</u>	<u>947,469,933</u>	<u>529,381,396</u>	<u>15,576,972</u>	<u>418,088,537</u>
Liabilities:					
Current unearned revenue	10,047,335	14,968,302	-	(4,920,967)	14,968,302
Other current liabilities	30,129,783	63,761,154	37,421,676	(33,631,371)	26,339,478
Long-term unearned revenue	362,885,538	230,298,477	97,198,757	132,587,061	133,099,720
Other long-term liabilities	554,470,266	650,942,665	419,234,770	(96,472,399)	231,707,895
Total liabilities	<u>957,532,922</u>	<u>959,970,598</u>	<u>553,855,203</u>	<u>(2,437,676)</u>	<u>406,115,395</u>
Net position:					
Net investment in capital assets	300,575,889	62,597,915	(36,017,721)	237,977,974	98,615,636
Unrestricted	(295,061,906)	(75,098,580)	11,543,914	(219,963,326)	(86,642,494)
Total net position	<u>\$ 5,513,983</u>	<u>(12,500,665)</u>	<u>(24,473,807)</u>	<u>18,014,648</u>	<u>11,973,142</u>

Fiscal Year 2014-15 Analysis

Capital assets increased when compared to the prior year by \$82,369,261 due to current period construction activity. Other assets decreased when compared to the prior year by \$66,792,289 mainly due to a decrease in restricted cash as these funds were used for stadium construction. Liabilities decreased by \$2,437,676 mainly due to the net effect of an increase in unearned SBL revenue offset by principal prepayment of long term debt. Total net position for the Stadium Authority, as a whole, increased between March 31, 2014 and March 31, 2015 to \$5,513,983. This increase of \$18,014,648 is primarily due to an increase in total assets.

SANTA CLARA STADIUM AUTHORITY
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Management's Discussion and Analysis (unaudited)

March 31, 2015 and 2014

Fiscal Year 2013-14 Analysis

Capital assets increased when compared to the prior year by \$334,491,962 due to current period construction activity. Other assets increased when compared to the prior year by \$83,596,575 mainly due to an increase in cash received from the sale of SBLs and commemorative bricks. Liabilities increased by \$406,115,395 due to increases in debt, construction related payables, and unearned revenue. Total net position for the Stadium Authority, as a whole, increased between March 31, 2013 and March 31, 2014 to \$(12,500,665). This increase of \$11,973,142 comes from an increase in total assets.

	FY 2015	FY 2014	FY 2013	FY 2015 Increase (Decrease)	FY 2014 Increase (Decrease)
Operating revenues	\$ 101,374,609	478,333	-	100,896,276	478,333
Operating expenses	(77,580,314)	(21,912,380)	(9,379,418)	(55,667,934)	(12,532,962)
Operating income (loss)	23,794,295	(21,434,047)	(9,379,418)	45,228,342	(12,054,629)
Non-operating revenues	13,469,697	691,603	-	12,778,094	691,603
Non-operating expenses	(20,782,624)	-	-	(20,782,624)	-
Income (loss) before contributions and other revenues	16,481,368	(20,742,444)	(9,379,418)	37,223,812	(11,363,026)
Contributions and other revenues	1,533,280	32,715,586	-	(31,182,306)	32,715,586
Increase (decrease) in net position	18,014,648	11,973,142	(9,379,418)	6,041,506	21,352,560
Total net position – beginning of fiscal period	(12,500,665)	(24,473,807)	(15,094,389)	11,973,142	(9,379,418)
Total net position – end of fiscal period	\$ 5,513,983	(12,500,665)	(24,473,807)	18,014,648	11,973,142

Fiscal Year 2014-15 Analysis

Stadium Authority operating revenues were \$101,374,609 in fiscal year 2014-15, an increase of \$100,896,276 from the previous fiscal year. The increase is directly related to the opening of the stadium in August 2014 resulting in collection of lease revenues, non-NFL event revenues, and ticket surcharges.

Operating expenses of the Stadium Authority were \$77,580,314 in fiscal year 2014-15. The increase in operating expenses of \$55,667,934 in the current year is primarily due to stadium and event costs and stadium depreciation.

Contributions and other revenues were \$1,533,280 in fiscal year 2014-15. These represent special hotel tax revenues collected to pay the Community Facilities District (CFD) advance loan. These revenues are collected quarterly beginning October 1, 2014. The decrease of \$31,182,306 in collections and other revenue from the previous fiscal year, is due to fiscal year 2013-14 including contributions from the former City of Santa Clara Redevelopment Agency per agreement, which were only collected in that year.

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Fiscal Year 2013-14 Analysis

Stadium Authority operating revenues were \$478,333 in fiscal year 2013-14, the first year operating revenues were recorded. This amount represents the initial recognition of naming rights revenue for Levi's Stadium.

Operating expenses of the Stadium Authority were \$21,912,380 in fiscal year 2013-14. The increase in operating expenses of \$12,532,962 was due to greater sales and marketing expenses for SBL's and increased administrative expenses.

Contributions and other revenues were \$32,715,586 in fiscal year 2013-14. This revenue was primarily the contribution from the former City of Santa Clara Redevelopment Agency per agreement.

Capital Assets

The capital assets of the Stadium Authority are those which are used in the performance of the Stadium Authority's functions, including but not limited to infrastructure-related assets. At March 31, 2015, capital assets totaled \$836,082,246.

Further detail may be found in note 4 to the financial statements.

Debt Administration

At March 31, 2015, the Stadium Authority had total debt outstanding of \$561,555,569, as shown in detail in note 5 to the financial statements. Stadium Authority's debt was comprised of Stadium Funding Trust Term A loan of \$282,794,108, Stadium Funding Trust Term B loan of \$34,768,402, the StadCo Agency Advance of \$18,034,044, the StadCo CFD advance of \$37,228,389, and the StadCo Subordinated Loan (the Subordinated Loan) in the amount of \$188,730,626.

The total debt outstanding as of March 31, 2015 was \$67.2 million lower than originally budgeted due to development costs for Levi's Stadium coming in lower than budgeted and collections of SBLs coming in earlier than projected. In addition, following completion of a cost allocation study, it is estimated that the Stadium Authority project costs will be reduced by approximately \$48 million, resulting in a dollar for dollar reduction in the amount of principal outstanding on the Subordinated Loan.

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Economic and Financial Overview

Over the last few years, Silicon Valley has seen job growth that has outpaced the rest of the state. This growth has led to rising home prices and a significant increase in commercial and residential development including several projects in the vicinity of Levi's Stadium. Major financial factors impacting the Stadium Authority are:

- In May 2013, a Naming Rights Agreement with Levi Strauss & Co. was approved. The name of the Stadium is "Levi's Stadium". The naming rights agreement calls for Levi's to pay a total of \$154.2 million to the Stadium Authority over a 20-year period.
- SBLs entitle the license holder to priority rights to buy tickets for events at Levi's Stadium. Total SBL sales were \$531.5 million; of that \$372.9 million has been collected through this fiscal year. This is due in part to a number of SBL holders paying off or prepaying a large portion of their SBL. In addition to SBL collections, the Stadium Authority has collected over \$12.6 million in interest from license holders who financed their SBLs.
- The completion of Levi's Stadium was in July 2014. The Stadium Authority generated \$24.5 million in lease revenue during the NFL season and \$5.0 million net revenue associated with hosting non-NFL events.
- The Stadium Authority collected a 10% surcharge on the price of admission to all NFL games which totaled \$8.4 million. Also recognized during the fiscal year was \$1.4 million in non-NFL event ticket surcharge, which is calculated based on a \$4 per ticket surcharge for all ticketed non-NFL events.

Contacting the Stadium Authority's Financial Management

This financial report is designed to provide our citizens, taxpayers, investors, and creditors with a general overview of the Stadium Authority's finances and to demonstrate the Stadium Authority's accountability for the money it receives. If you have any questions about this report or need additional financial information, contact the City of Santa Clara Finance Department, at 1500 Warburton Avenue, Santa Clara, CA 95050-3796.

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)

Statements of Net Position

March 31, 2015 and 2014

Assets	<u>2015</u>	<u>2014</u>
Current assets:		
Cash	\$ 15,752,593	300,953
Restricted cash	36,936,751	141,297,383
Restricted cash with fiscal agent	37,599,515	15,182,906
Prepaid expenses	—	3,154,624
Accounts receivable	13,111,971	3,957,551
Total current assets	<u>103,400,830</u>	<u>163,893,417</u>
Capital assets:		
Buildings, net	835,130,830	—
Equipment, net	951,416	657,245
Construction in progress	—	753,055,740
Total capital assets	<u>836,082,246</u>	<u>753,712,985</u>
Long-term restricted cash with fiscal agent	11,536,235	11,536,235
Long-term prepaid expenses	—	882,030
Long-term accounts receivable	12,027,594	17,445,266
Total noncurrent assets	<u>859,646,075</u>	<u>783,576,516</u>
Total assets	<u>\$ 963,046,905</u>	<u>947,469,933</u>
Liabilities		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 7,029,880	20,197,484
Retentions payable	6,364,997	32,190,234
Interest payable	7,069,853	7,123,096
Due to other City of Santa Clara funds	67,379	112,789
Deferred rent, current portion	215,000	180,000
Agency advance loan payable, current portion	6,006,450	3,957,551
Subordinated loan payable, current portion	3,376,224	—
Unearned revenue, current portion	10,047,335	14,968,302
Total current liabilities	<u>40,177,118</u>	<u>78,729,456</u>
Deferred rent	2,297,371	1,533,323
Agency advance payable	12,027,594	17,445,266
Term A loan payable	282,794,108	282,794,108
Term B loan payable	34,768,402	92,319,767
CFD advance loan payable	37,228,389	29,360,262
Subordinated loan payable	185,354,402	227,489,939
Unearned revenue	362,885,538	230,298,477
Total noncurrent liabilities	<u>917,355,804</u>	<u>881,241,142</u>
Total liabilities	<u>\$ 957,532,922</u>	<u>959,970,598</u>
Net Position		
Net investment in capital assets	\$ 300,575,889	62,597,915
Unrestricted deficit	(295,061,906)	(75,098,580)
Total net position	<u>\$ 5,513,983</u>	<u>(12,500,665)</u>

See accompanying notes to financial statements.

SANTA CLARA STADIUM AUTHORITY
(a Component Unit of the City of Santa Clara, California)
Statements of Revenues, Expenses, and Changes in Net Position
Years ended March 31, 2015 and 2014

	2015	2014
Operating revenues:		
Charges for services	\$ 61,643,937	—
Rents and licensing	39,730,672	—
Other	—	478,333
	101,374,609	478,333
Operating expenses:		
Leases	3,731,554	—
Materials, services and supplies	56,671,082	—
Selling, general, and administrative expenses	5,786,333	21,898,254
Depreciation	11,391,345	14,126
	77,580,314	21,912,380
Operating income (loss)	23,794,295	(21,434,047)
Nonoperating revenues (expenses):		
Interest revenue	13,469,697	691,603
Interest expense	(20,757,624)	—
Other expense	(25,000)	—
Income (loss) before contributions and other revenues	16,481,368	(20,742,444)
Contributions and other revenues:		
Contribution from Community Facilities District	1,533,280	—
Contribution from Successor Agency	—	32,715,586
Increase in net position	18,014,648	11,973,142
Net position – beginning of year	(12,500,665)	(24,473,807)
Net position – end of year	\$ 5,513,983	(12,500,665)

See accompanying notes to financial statements.

SANTA CLARA STADIUM AUTHORITY
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Statements of Cash Flows

Years ended March 31, 2015 and 2014

	2015	2014
Cash flows from operating activities:		
Receipts from customers	\$ 185,753,110	244,383,892
Payments to suppliers	(63,448,190)	(20,184,931)
Rents and licenses received	37,836,728	—
Net cash provided by operating activities	160,141,648	224,198,961
Cash flows from noncapital financing activities:		
(Decrease) increase in due to other City of Santa Clara funds	(45,410)	6,719
Net cash (used in) provided by noncapital financing activities	(45,410)	6,719
Cash flows from capital and related financing activities:		
Contribution from Successor Agency	3,957,551	11,550,872
Contribution from Community Facilities District	676,066	—
Acquisition and construction of capital assets	(132,044,744)	(317,853,670)
Proceeds from debt issuance	42,745,022	534,887,908
Principal payments on capital debt	(134,556,346)	(287,834,941)
Interest paid on capital debt	(20,835,867)	—
Net cash used in capital and related financing activities	(240,058,318)	(59,249,831)
Cash flows from investing activities:		
Interest and dividends	13,469,697	453,500
Net cash provided by investing activities	13,469,697	453,500
Net (decrease) increase in cash and restricted cash	(66,492,383)	165,409,349
Cash and restricted cash, beginning of year	168,317,477	2,908,128
Cash and restricted cash, end of year	\$ 101,825,094	168,317,477
Reconciliation of operating income (loss) to net cash provided by operating activities:		
Operating income (loss)	\$ 23,794,295	(21,434,047)
Depreciation	11,391,345	14,126
Change in operating assets and liabilities:		
Accounts receivable	(6,837,085)	97,223,757
Accrued liabilities	1,941,731	—
Prepaid expenses	1,386,220	(1,386,220)
Unearned revenue	127,666,094	148,068,022
Deferred rent	799,048	1,713,323
Net cash provided by operating activities	\$ 160,141,648	224,198,961
Supplemental schedule of noncash investing and financing activities:		
Accrued construction in progress costs	\$ —	9,274,364
Prepaid project insurance amortized to construction in progress	—	7,378,054
Increase in accounts receivable for contribution from Successor Agency	—	21,402,817

See accompanying notes to financial statements.

SANTA CLARA STADIUM AUTHORITY
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Notes to Financial Statements

March 31, 2015 and 2014

(1) Organization and Reporting Entity

(a) Organization

On June 8, 2010, residents of Santa Clara voted to adopt Measure J, the Santa Clara Stadium Taxpayer Protection and Economic Progress Act, resulting in the approval to construct a new 68,500-seat football stadium (the Stadium) to be leased to the San Francisco 49ers (49ers). In addition, Measure J called for the creation of the Santa Clara Stadium Authority to own, develop, construct, operate, and maintain the Stadium project. The City of Santa Clara (City) and the City of Santa Clara Redevelopment Agency (Agency) entered into a Joint Exercise of Powers Agreement (JPA Agreement) establishing the Santa Clara Stadium Authority (Stadium Authority). The JPA Agreement was later amended to add the Bayshore North Project Enhancement Authority as a member of the Stadium Authority. On June 28, 2011, the Governor signed into law Assembly Bill No. X1 26 (ABX1 26), which called for the dissolution of Redevelopment Agencies throughout the State. The California State Supreme Court upheld ABX1 26 and as a result, on February 1, 2012, all California Redevelopment Agencies were dissolved. The Successor Agency of the City of Santa Clara (Successor Agency) then assumed the obligations of the Agency under the JPA Agreement.

(b) Financial Reporting Entity

As defined by U.S. generally accepted accounting principles (GAAP), the financial reporting entity consists of a primary government, as well as its component units, which are legally separate organizations for which the elected officials of the primary government are financially accountable. Financial accountability is defined as:

- 1) Appointment of a voting majority of the component unit's board and either (a) the ability to impose will by the primary government or (b) the possibility that the component unit will provide a financial benefit to or impose a financial burden on the primary government; or
- 2) Fiscal dependency on the primary government.

Based upon the application of these criteria, the Stadium Authority has no component units. However, the Stadium Authority is a component unit of the City of Santa Clara because the Mayor and City Council serve as the Board of the Stadium Authority. The City Manager serves as the Executive Director. The debt being incurred for the construction of the Stadium is the responsibility of the Stadium Authority. The City is not a party to the debt nor has the City guaranteed such debt.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The financial statements of the Stadium Authority have been prepared in conformity with GAAP as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing government accounting and financial reporting principles. The Stadium Authority is included as an enterprise fund in the City's Comprehensive Annual Financial Report, and therefore, these financial statements do not purport to represent the financial position and changes in financial position of the City.

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(b) Basis of Accounting and Measurement Focus

The Stadium Authority reports its activities as a business-type activity. The financial statements include a statement of net position, a statement of revenues, expenses, and changes in net position, and a statement of cash flows, and are accounted for using the “economic resources” measurement focus and the accrual basis of accounting. Accordingly, all assets and liabilities (whether current or noncurrent) are included on the statement of net position. Reported net position is segregated into three categories – net investment in capital assets, restricted and unrestricted. The statement of revenues, expenses, and changes in net position presents increases (revenues) and decreases (expenses) in total net position. Under the accrual basis of accounting, revenues are recognized in the period in which they are earned while expenses are recognized in the period in which a liability is incurred.

Operating revenues are those revenues that are generated from the primary operations of the Stadium Authority. All other revenues are reported as nonoperating. Operating expenses are those expenses that are essential to the primary operations of the fund. All other expenses are reported as nonoperating expenses.

(c) Year-End

An amendment was made to the JPA Agreement on November 13, 2012 in part to change the fiscal year of the Stadium Authority from a July 1 through June 30 fiscal year to an April 1 through March 31 fiscal year to conform with the fiscal year of Stadium Funding Trust.

(d) Cash, Restricted Cash, and Cash with Fiscal Agent

The Stadium Authority’s cash is not pooled with the City of Santa Clara, but is held in separate bank and trust accounts.

Composition of Cash, Restricted Cash, and Restricted Cash with Fiscal Agent

Cash, restricted cash, and restricted cash with fiscal agent at March 31, 2015 and 2014 consist of cash deposits in banks.

Restricted cash consists of construction period and other revenues that have not yet been transferred to Stadium Funding Trust accounts. On the 15th of the following month all restricted cash is swept into the Stadium Funding Trust accounts as required by the Deposit and Disbursement Agreement and becomes restricted cash with fiscal agent.

Restricted cash with fiscal agent consists of Stadium deposits pledged to a syndicate of lenders, and deposits for Stadium construction. The application of these deposits is restricted to fund Stadium construction and Stadium Authority operations and debt service after Stadium completion.

Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. Under California Government Code Section 53651, depending on specific types of eligible securities, a bank must deposit eligible

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securities posted as collateral with its agent having a fair value of 105% to 150% of the Stadium Authority's cash on deposit. All of the deposits are either insured by the Federal Depository Insurance Corporation (FDIC) or collateralized with pledged securities held in the trust department of the financial institutions.

(e) Accounts Receivable

Accounts receivable are recorded in the Stadium Authority's accounts at the amounts that are contractually due. Accounts receivable include total payments due from the Successor Agency per the First Amendment to Cooperation Agreement to Assist Publicly Owned Stadium; payments due from the Forty Niners Stadium Management Company, LLC as a result of the operations of non-National Football League (NFL) events held at the Stadium; and special tax proceeds collected by the Community Facilities District (CFD) and not yet paid to Stadium Authority pursuant to the CFD Reimbursement Agreement.

(f) Capital Assets

Capital assets are valued at historical cost or estimated historical cost if actual historical cost is not available. Contributed capital assets are valued at their estimated fair value on the date contributed. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets and is charged as an expense against operations.

	<u>Useful lives (years)</u>
Buildings	20-50
Improvements	20-50
Equipment	3-25
Infrastructure	10-50

The cost of maintenance, repairs, minor replacements, and renewals are charged to operations as incurred. Major replacements, renewals, and betterments are capitalized. Sales and retirements of depreciable property are recorded by removing the related cost and accumulated depreciation from the accounts. Gains or losses on sales and retirements of property are reflected in the statement of revenues, expenses, and change in net position.

Interest is capitalized on construction in progress in accordance with applicable guidance.

(g) Unearned Revenue and Revenue Recognition

Stadium Builders License (SBL) proceeds and payments received for naming rights and other license agreements are initially recorded as unearned revenue and are recognized as revenue over the term of the contracts. Rental income is recognized as revenue on a straight-line basis over the term of the stadium lease.

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March 31, 2015 and 2014

Non-NFL event revenue, NFL ticket surcharge, Non-NFL ticket surcharge, and other operating revenues are recognized as they are earned.

(h) Risk Management

The Stadium Authority entered into an agreement with Willis Insurance Services of California, Inc. (Willis) under which Willis provides insurance broker services to cover the design and construction of the Stadium. The Willis service includes implementing and monitoring an Owner Controlled Insurance Program (OCIP) throughout the term of the Stadium construction. Policy premiums are recorded as prepaid expenses and amortized to construction in progress over the terms of the policies.

Per the terms of the Stadium Lease (note 6(b)), during operations, the Forty Niners SC Stadium Company LLC (StadCo) procures insurance and the Stadium Authority pays a proportionate share to StadCo. Willis is also the insurance provider for Stadium operations.

(i) Income Taxes

The Stadium Authority falls under the purview of Internal Revenue Code, Section 115 and corresponding California Revenue and Taxation Code provisions. As such, it is not subject to federal or state income taxes.

(j) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(3) Stadium Development

(a) Transaction Overview

During fiscal year 2011-12, the Stadium Authority and StadCo entered into a series of agreements in connection with the construction of the Stadium. The Stadium was constructed and is owned by the Stadium Authority; certain tenant improvement components are owned by StadCo. Construction on the Stadium began in April 2012 and it was substantially completed in July 2014, in time for the 2014 NFL season.

The City owns the land on which the Stadium was constructed. The City has leased the land to the Stadium Authority under a ground lease, and the Stadium Authority has leased the Stadium to StadCo for the six-month period from August through January (the NFL season) of each year, for an initial lease term of 40 years. The stadium lease commenced upon substantial completion.

The Stadium Authority retained a design-build firm to complete the design and construction of the Stadium pursuant to a guaranteed maximum price contract (\$886 million as of March 31, 2015). The Stadium Authority is generally responsible for amounts due to the design-builder, except that StadCo is responsible for payment of costs of tenant improvements. StadCo is acting as construction agent for

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March 31, 2015 and 2014

the Stadium Authority, with primary responsibility for administering the design-build contract. Upon completion of the Stadium's construction, StadCo and the Stadium Authority will conduct a review of the total construction costs in order to properly allocate final costs between the two entities. Any adjustment that occurs as a result of this review will also adjust the StadCo Subordinated Loan. As of March 31, 2015 this review had not been completed but is expected to be finalized within the 2015-16 fiscal year.

The Stadium Authority and StadCo have engaged Forty Niners Stadium Management Company LLC (ManagementCo), an affiliate of StadCo, to manage the Stadium on a year-round basis. The Stadium Management Agreement has an initial term of 25 years, plus a 15-year renewal option. The Stadium Authority pays ManagementCo for services related to its operations on behalf of the Stadium Authority.

(b) Construction Funding

Funding for construction of the Stadium, excluding tenant improvements funded by StadCo, falls into three major categories: an initial construction loan from a bank syndicate, which was refinanced during 2013 as described below; funding from the StadCo Subordinated Loan; and construction period and other revenues.

Stadium Construction Loan Facility

The initial financing included a delayed draw term loan facility (the Construction Facility) provided by a syndicate of banks (the Lenders) to Stadium Funding Trust (FinanceCo). FinanceCo, a Delaware statutory trust, entered into the Construction Facility with the Lenders and then issued a loan facility to the Stadium Authority in the amount of \$450 million (the Authority Loan). The Construction Facility had a maturity date of September 1, 2015. In June 2013, FinanceCo and the Stadium Authority refinanced the Construction Facility, resulting in FinanceCo paying off the Construction Facility and entering into a new debt structure that includes 26-year fixed rate notes and a delayed draw 5-year loan facility. FinanceCo then issued a new loan facility to the Stadium Authority in the amount of \$450 million. The Stadium Authority's loan facilities are discussed in note 5.

Construction Period and Other Revenues

Certain revenues were collected by the Stadium Authority while the Stadium was under construction. These construction period and other revenues primarily consist of SBL and Naming Rights revenues collected by the Stadium Authority.

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Notes to Financial Statements

March 31, 2015 and 2014

(4) Capital Assets

Capital asset activity for the year ended March 31, 2015 was as follows:

	<u>Balance March 31, 2014</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance March 31, 2015</u>
Nondepreciable assets:				
Construction in progress	\$ 753,055,740	93,360,642	(846,416,382)	—
Total nondepreciable assets	<u>753,055,740</u>	<u>93,360,642</u>	<u>(846,416,382)</u>	<u>—</u>
Capital assets being depreciated:				
Buildings	—	846,416,382	—	846,416,382
Machinery and equipment	671,371	399,964	—	1,071,335
Less accumulated depreciation for:				
Buildings	—	(11,285,552)	—	(11,285,552)
Machinery and equipment	(14,126)	(105,793)	—	(119,919)
Net depreciable assets	<u>657,245</u>	<u>835,425,001</u>	<u>—</u>	<u>836,082,246</u>
Net capital assets	<u>\$ 753,712,985</u>	<u>928,785,643</u>	<u>(846,416,382)</u>	<u>836,082,246</u>

Capital asset activity for the year ended March 31, 2014 was as follows:

	<u>Balance March 31, 2013</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance March 31, 2014</u>
Nondepreciable assets:				
Construction in progress	\$ 419,221,023	333,834,717	—	753,055,740
Total nondepreciable assets	<u>419,221,023</u>	<u>333,834,717</u>	<u>—</u>	<u>753,055,740</u>
Capital assets being depreciated:				
Machinery and equipment	—	671,371	—	671,371
Less accumulated depreciation for:				
Machinery and equipment	—	(14,126)	—	(14,126)
Net depreciable assets	<u>—</u>	<u>657,245</u>	<u>—</u>	<u>657,245</u>
Net capital assets	<u>\$ 419,221,023</u>	<u>334,491,962</u>	<u>—</u>	<u>753,712,985</u>

Interest cost incurred during the years ended March 31, 2015 and 2014 totaled \$31,598,208 and \$26,692,810 respectively, of which \$10,840,584 and \$26,692,810, respectively, was capitalized.

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Notes to Financial Statements

March 31, 2015 and 2014

(5) Long-Term Debt

(a) Long-Term Debt Summary

Changes in long-term debt for the year ended March 31, 2015 consisted of the following:

Type of indebtedness	Issue date	Due date	Interest rates	Outstanding as of March 31, 2014	Additions	Reductions	Outstanding as of March 31, 2015	Amounts due within one year
Business type activity debt:								
StadCo Agency Advance	3/28/2012	7/1/2017	4.50%–5.50%	\$ 21,402,817	588,778	(3,957,551)	18,034,044	6,006,450
Stadium Funding Trust loan:								
Term A loan	6/19/2013	4/1/2039	5.00%	282,794,108	—	—	282,794,108	—
Term B loan	6/19/2013	6/19/2018	LIBOR+2.00%	92,319,767	34,288,117	(91,839,482)	34,768,402	—
StadCo CFD Advance	4/1/2013	12/31/2054	5.73%	29,360,262	7,868,127	—	37,228,389	—
StadCo subordinated loan	3/28/2012	3/31/2043	5.50%	227,489,939	—	(38,759,313)	188,730,626	3,376,224
Total				\$ 653,366,893	42,745,022	(134,556,346)	561,555,569	9,382,674

Changes in long-term debt for the year ended March 31, 2014 consisted of the following:

Type of indebtedness	Issue date	Due date	Interest rates	Outstanding as of March 31, 2013	Additions	Reductions	Outstanding as of March 31, 2014	Amounts due within one year
Business type activity debt:								
StadCo Agency Advance	3/28/2012	7/1/2017	4.50%–5.50%	\$ 31,940,184	1,013,505	(11,550,872)	21,402,817	3,957,551
Stadium Funding Trust loan:								
Term A loan	6/19/2013	4/1/2039	5.00%	—	282,794,108	—	282,794,108	—
Term B loan	6/19/2013	6/19/2018	LIBOR+2.00%	—	92,319,767	—	92,319,767	—
Stadium Authority construction loan	3/28/2012	9/1/2015	LIBOR+3.25%	127,297,055	1,832,738	(129,129,793)	—	—
StadCo CFD Advance	4/1/2013	12/31/2054	5.73%	—	29,360,262	—	29,360,262	—
StadCo subordinated loan	3/28/2012	3/31/2043	5.50%	236,903,379	137,740,837	(147,154,277)	227,489,939	—
Total				\$ 396,140,618	545,061,217	(287,834,942)	653,366,893	3,957,551

(b) StadCo Agency Advance

Pursuant to a series of agreements (the RDA Funding Agreements) entered into in 2011 among StadCo, the Stadium Authority, and the Agency, the Agency agreed to contribute up to \$41.6 million toward Stadium project costs. As of March 31, 2013, the Agency had funded \$11.4 million of this amount to the Stadium Authority, with the remaining Agency commitment, totaling \$30.3 million, to be paid to the Stadium Authority by the Agency (or its successor) in future years.

Recognizing that this future funding had been pledged to the Stadium Authority, StadCo agreed to fund certain Stadium project costs, in exchange for the Stadium Authority's commitment to repay StadCo from the funds the Stadium Authority will receive from the Agency. Accordingly, StadCo funded project costs on behalf of the Stadium Authority in the amount of \$30.3 million.

On September 23, 2013, StadCo, the Stadium Authority, the Agency, and the State of California reached a settlement to StadCo's challenge of certain actions relating to the State's elimination of

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redevelopment agencies throughout California which included the dissolution of the Agency in 2012. In accordance with the settlement, \$30.3 million will be paid to the Stadium Authority, plus interest at an amended rate of 4.5%. This amount is being paid in installments beginning January 2, 2014 and continuing until July 1, 2017. As of March 31, 2015, the Agency has funded \$16.2 million of the settlement amount, including interest. As of March 31, 2015, \$18.03 million was outstanding.

(c) Stadium Funding Trust Loan

The Restated Credit Agreement by and among FinanceCo, the Stadium Authority and Goldman Sachs Bank was entered into on June 19, 2013. FinanceCo agreed to loan the Stadium Authority up to \$450 million. Under the Restated Credit Agreement, the loan from FinanceCo consists of the Term A Loan and the Term B Loan.

Term A Loan

The Term A Loan was made in the amount of \$282.79 million. This loan bears interest at a fixed rate of 5%, payable semi-annually, with annual principal payments due beginning in April 2018. It has a maturity date in 2039 and is subject to certain prepayment premiums. The loan was fully drawn at closing.

As of March 31, 2015, \$282.79 million was outstanding.

Term B Loan

The Term B Loan is for a maximum amount of \$167.21 million. The Term B Loan may be prepaid without penalty, and to the extent that there is a remaining balance on this loan, it is expected to be refinanced prior to the maturity date. This loan bears a variable interest rate of LIBOR plus 2% and has a maturity date in 2018. The applicable interest rates on the Term B Loan varied between 2.15% and 2.17% during the fiscal year ended March 31, 2015 and between 2.15% and 2.20% during the fiscal year ended March 31, 2014.

On March 31, 2015 the Stadium Authority made a principal prepayment of \$91.84 million which left \$34.77 million outstanding, including \$1.11 million and \$1.26 million of interest added to principal during the years ended March 31, 2015 and 2014, respectively.

(d) Stadium Authority Construction Loan

The Santa Clara Stadium Authority Credit Agreement dated as of March 28, 2012 was entered into by and among the Stadium Authority, FinanceCo, and Goldman Sachs Bank USA (Goldman Sachs). The Stadium Authority Credit Agreement provided borrowing to the Stadium Authority in an amount not to exceed \$450 million through September 12, 2015, with interest at LIBOR plus the applicable margin. The Stadium Authority Loan was secured by substantially all of the assets of the Stadium Authority, and included customary covenants including restrictions on additional debt.

On June 19, 2013, when the Stadium Authority secured permanent take-out financing, the outstanding balance of \$129.13 million was paid off with proceeds from the Term A loan.

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(e) *StadCo CFD Advance*

In May of 2010, the City of Santa Clara completed the proceedings to establish a Community Facilities District (CFD) for the purpose of financing certain publicly owned facilities and public services associated with the Stadium.

On June 11, 2013, the CFD, the Stadium Authority, and StadCo entered into a Reimbursement Agreement under which the CFD would agree to reimburse the Stadium Authority for costs of the publicly owned facilities and public services constructed for the Stadium. The reimbursement can only be made from the special tax generated by the CFD, as and when received by the CFD.

StadCo has agreed to advance to the Stadium Authority funds to pay for the CFD Infrastructure (StadCo CFD Advance). To evidence the Stadium Authority's obligation to repay the StadCo CFD Advance, the Stadium Authority and StadCo also executed a note on June 11, 2013. The StadCo CFD Advance has a maximum principal of \$38 million and an interest rate of 5.73%.

As of March 31, 2015, \$37.23 million was outstanding which includes \$1.28 million and \$0.95 million of interest added to principal during the years ended March 31, 2015 and 2014, respectively.

(f) *StadCo Subordinated Loan*

The StadCo Obligations Agreement dated as of March 28, 2012 was entered into by and between StadCo and the Stadium Authority. The StadCo Obligations Agreement provided subordinated borrowing to the Stadium Authority in an amount not to exceed \$500 million through September 1, 2015 with interest at the 90-day LIBOR rate plus the applicable margin.

The Restated StadCo Obligations Agreement dated as of June 19, 2013 was entered into by and between StadCo and the Stadium Authority as part of the take-out financing process. Under the Restated StadCo Obligations Agreement, StadCo will loan the Stadium Authority an amount not to exceed \$500 million with a fixed 5.50% interest rate.

Principal repayments will commence in March 2016 and the Stadium Authority may prepay the loan at any time. As of March 31, 2015, \$188.73 million was outstanding.

(g) *Management Company Revolving Loan*

The Management Company Revolving Loan dated as of March 28, 2012 was entered into by and between the Stadium Authority and ManagementCo. The Management Company Revolving Loan provides borrowing to the Stadium Authority in an amount not to exceed \$25 million through the earlier of the end of the term of the Stadium Lease or the expiration of the Stadium Management Agreement, with interest at the prime rate payable quarterly. The Management Company Revolving Loan may be used solely for the purpose of enabling the Stadium Authority to pay Covered Stadium Authority Operating Expenses (as defined in the agreement) to the extent, and only to the extent, that funds are not otherwise available.

As of March 31, 2015, there was no balance outstanding.

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(h) Long-Term Debt Maturities

Future principal amounts due on long-term debt are as follows as of March 31, 2015:

Year ending March 31:		\$
2016		9,382,674
2017		9,575,441
2018		9,771,891
2019		50,842,904
2020		16,900,550
Thereafter		<u>465,082,109</u>
Total		<u>\$ 561,555,569</u>

(6) Leases

(a) Ground Lease

On February 28, 2012, the Stadium Authority entered into a lease (the Ground Lease) with the City whereby the City leases the Stadium site to the Stadium Authority. The Ground Lease was amended on June 19, 2013.

The Ground Lease has an initial term of 40 years. The first lease year commenced on the first day following the substantial completion of construction (August 1, 2014) and ended on the next following March 31. The subsequent lease years will start on April 1 and end on the following March 31. The Stadium Authority will have five successive extension options, each four years in duration, which would commence following the initial term expiration date.

The Ground Lease provides that the City will receive a fixed ground rent (Fixed Ground Rent) of \$180 thousand for the first year of Stadium operations payable by the Stadium Authority. Beginning in the second year of Stadium operations and annually thereafter through the tenth year of Stadium operations, the Fixed Ground Rent will increase annually by \$35 thousand. Beginning in the 11th year of Stadium operations, Fixed Ground Rent will be increased to equal \$1 million, and thereafter will be increased by \$100 thousand every five years through the end of the initial term of the Ground Lease. If the term of the Ground Lease is extended, then, during the first extension term, the Fixed Ground Rent will equal \$1.58 million; and if and to the extent the Ground Lease is further extended, the Fixed Ground Rent will be increased by \$80 thousand every four years thereafter through the expiration of the term of the Ground Lease.

The Ground Lease also provides that the City will receive a performance-based rent equal to fifty percent of the net income from non-NFL events, less certain credits, payable by the Stadium Authority. If certain of the credits are not used within the year incurred or the next five succeeding years, the credits will expire.

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(a Component Unit of the City of Santa Clara, California)

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(b) Stadium Lease

On March 28, 2012, the Stadium Authority entered into a lease with StadCo whereby the Stadium Authority leases the Stadium to StadCo. On June 19, 2013, the same parties entered into an Amended and Restated Stadium Lease Agreement (the Stadium Lease).

The Stadium Lease has an initial term of 40 years commencing on the first day following the substantial completion of construction (August 1, 2014) and includes five successive options to extend the term by four years each. The Stadium Lease is divided into two seasons:

- the Tenant Season, which includes the NFL season (including preseason, regular season and postseason NFL games) and runs from August 1 through January 31; and
- the Stadium Authority Season, which runs from February 1 through July 31.

Pursuant to the Stadium Lease, the Stadium Authority and StadCo will be entitled to receive and collect separate revenues. Rent payable by StadCo to the Stadium Authority will be \$24.5 million per year. This amount was established pursuant to the Stadium Lease in connection with the take-out financing, which occurred on June 19, 2013. The Stadium Lease allows for one opportunity to adjust the rent if operating expenses or debt service are either more or less than projected in determining the initial rent. This analysis is ongoing and is expected to be completed before March 31, 2016. If the analysis yields an adjustment to the rent, it will be adjusted as of April 1, 2015. The lease also provides for a fair market rent adjustment in year 33.

The Stadium Authority may elect to expand the Tenant Season to consist of the entire lease year, from April 1 through the next succeeding March 31 (Stadium Authority Put Right), by delivering written notice to StadCo. The Stadium Authority Put Right may be exercised at any time during lease year 13, or at any time that the Management Company Revolving Loan balance exceeds \$20 million. The expansion of the Tenant Season will be effective as of the applicable Tenant Season Expansion Date as set forth in the Stadium Lease. Effective from and after the Tenant Season Expansion Date, and continuing through the remainder of the Stadium Lease term, the Tenant Season will consist of the entire lease year.

(7) Contingencies

(a) Claims and Litigation

Customary claims and litigation exist which, in the opinion of management, are adequately covered by insurance, otherwise indemnified, or accrued and provided for in the cost of earned revenues.

(b) Asset Retirement Obligation

Pursuant to the Ground Lease, the Stadium Authority may be required to demolish the Stadium and other improvements at the end of the lease term, upon written notice from the City. Pursuant to the Stadium Lease, the Stadium Authority will establish reserves to fund the cost of demolishing the stadium at the end of the lease term. While such reserves are projected to cover the entire demolition cost, StadCo will be responsible for funding any shortfall.

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(8) Subsequent Events

Management has evaluated subsequent events through September 24, 2015, which is the date the financial statements were available to be issued, and determined there are no other items to disclose.



KPMG LLP
Suite 1400
55 Second Street
San Francisco, CA 94105

Independent Auditors' Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance With *Government Auditing Standards*

The Board of Directors
Santa Clara Stadium Authority:

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the 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 Authority), which comprise the statement of net position as of March 31, 2015, and the related statements of revenues, expenses, and changes in net position and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated September 24, 2015.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The



results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

KPMG LLP

San Francisco, California
September 24, 2015



KPMG LLP
Suite 1400
55 Second Street
San Francisco, CA 94105

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 the 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 Authority), which comprise the statement of net position of as of March 31, 2015, the related statements of revenues, expenses, and changes in net position, and cash flows for year then ended, and the related notes to the financial statements, and have issued our report thereon dated September 24, 2015.

In connection with our audit, nothing came to our attention that caused us to believe that the Authority failed to comply with the terms, covenants, provisions, or conditions of sections 5 to 6, inclusive, of the Credit Agreement July 19, 2013, by and among the 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 Authority's noncompliance with the above-referenced terms, covenants, provisions, or conditions of the Indenture, 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 the 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 24, 2015