



LA24-203A

July 29, 2016

Mr. Brian Wong, MBA, CPFO
Debt Manager
City of Sacramento, Office of the City Treasurer
915 "I" Street, HCH – 3rd Floor
Sacramento, CA 95814

E-mail: bwong@cityofsacramento.org

Re: Golden 1 Center
Sacramento, California

Dear Mr. Wong:

Enclosed is our Monthly Executive Summary, as contained in our Site Observation Report 24 for the referenced project, based on our site visit of July 5, 2016. The site observation was performed and the report was written by the undersigned.

The Merritt & Harris, Inc. monthly Site Observation Reports are issued and can be relied upon, solely by the City of Sacramento and Cortland Products Corp. This monthly Executive Summary is posted for information purposes only and cannot be relied upon by any other party.

This summary report was based on Summary Application and Certificate for Payment 31, prepared by ICON Venue Group on behalf of the Sacramento Basketball Holdings, LLC, dated July 16, 2016, including Turner Construction Company's Application and Certificate for Payment 25, and other project costs incurred during the month of June 2016.



If you have any questions regarding this report, please call.

Very truly yours,

MERRITT & HARRIS, INC.

A handwritten signature in blue ink, appearing to read 'Ricardo Flores', with a long, sweeping underline.

Ricardo Flores
Principal - Los Angeles Branch Manager

RF:rf
Enclosure

cc: City of Sacramento
 Attn: Desmond Parrington
 Cortland Products Corp.
 Attn: John J. Budyak
 Attn: Michael C. Dombai
 Attn: Matt Kerhune
 Sacramento Downtown Arena LLC
 Attn: John Rinehart
 Icon Venue Group
 Attn: Art Salgado
 Manny P. Kratsios

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SECTION II - EXECUTIVE SUMMARY

This section is intended to be a brief overview of the project, based on our current site visit. Please read the report in its entirety for a complete understanding of our comments and opinions.

Conformance to Plans and Specifications and Workmanship

The work at the project site is proceeding in general accordance with the construction documents and other pertinent documents that we have reviewed to date.

A set of 100% Design Development plans have been reviewed. These are the basis for the project's GMP contract. 100% CDs were issued in by late-December 2014. As requested by you, we have reviewed the 100% CDs and updated our Review Report.

The overall quality of workmanship appears to be good.

Summary of Total Project Costs

Project Budget and Requisition Review

The project Budget has increased from the original \$477,000,000 to the current \$534,932,916 via Equity contributions and reimbursements. The project Sources total \$541,947,783, which are in excess of the Uses. Overall, adjustments and Equity contributions totaling \$64,947,783 have been reflected in the Budget.

Please be aware that there additional funds available totaling \$49,164,459, that are destined for other project expenses, including financing costs not covered under the Construction budget.

This current requisition includes soft costs, permit fees, and Turner Construction's construction costs for work incurred through June 2016.

A. Preconstruction Costs – Turner Construction Company

Pre-Construction and Preview Center contracts were awarded to Turner Construction Co. Turner's Pre-construction contract was established at \$700,000 to allow the Contractor to perform preconstruction activities prior to establishment of a GMP. Change Orders totaling \$525,228 increased the Contract sum to \$1,225,228.

Turner's Preview Center contract was originally established at \$1,500,000. The inclusion of Change Order 1 in the amount of \$55,604 increased the contract sum to \$1,555,604. The Preview Center contract includes the interior tenant improvement of office space in downtown Sacramento for the purpose of ESC Arena marketing activities. Although this work was not monitored by Merritt & Harris, Inc., we were able to tour the completed improvement during our initial visit to Sacramento as part of our Tri-Party Meeting. The work under the Preview Center contract has been completed.



Turner Construction did not submit Pay Applications for the Preview Center and for Pre-Construction costs. No funding is being requisitioned this period. The following table summarizes the Pre-Construction and Preview Center work to date:

<u>Turner Construction</u>	<u>Pre-Con Pay App</u>	<u>Preview Ctr. Pay App</u>	<u>Combined</u>
Current Contract Value	\$1,225,228	\$1,555,604	\$2,780,832
Total Completed and Stored less Retain.	1,050,625	1,555,604	2,606,229
Less Previous Payments	<u>(1,050,625)</u>	<u>(1,555,604)</u>	<u>(2,606,229)</u>
Current Amount Requisitioned	\$0	\$0	\$0
Balance to Complete	\$174,603	\$0	\$174,603

Although there is a balance to complete in the Pre-construction contracts of \$174,603, we have been informed that this amount constitutes a savings, and a deductive Change Order will be issued to close out this contract.

B. GMP Contract – Turner Construction Co.

Turner Construction Company entered into a construction agreement with Sacramento Downtown Arena, LLC. The GMP consists of the initial contract and the First through Fourth Amendments to the contract.

The following summary is based upon the Turner Construction Company's Application and Certificate for Payment 25 for work performed through June 30, 2016:

Current Contract Value		\$370,754,983
Total Completed and Stored to Date	94.4%	\$350,132,869
Current Amount Requisitioned		\$ 8,966,986
Balance to Complete		\$ 20,622,114

There is a balance to complete in the GMP contract of \$20,622,114. Please refer to our Project Budget and Requisition Review for our opinion on the adequacy of the remaining funds.

The GMP Budget was based on 100% Design Development documents, dated August 14, 2014.

The dollar amounts of each line item were reviewed at the time of our site visit, and the amounts were found to reasonably reflect the percentage of work in place.



C. Systems and Equipment Budget

We will consolidate the major Contracts under the Systems & Equipment Budget here. The total Systems & Equipment Budget totals \$55,438,468. The major contracts include Skymaster, Legends Hospitality, Diversified, Panasonic, JCI, Advantel and AVDB Group.

The following table reflects Trade Vendors request for funding of work performed through June 30, 2016:

	Current Budget	Previously Paid	Payment Due	Total Paid to Date	Balance to Complete	Retention	Complete to Date
Systems & Equipment							
Legends Hospitality	\$9,075,781	\$2,107,087.00	\$948,038	\$3,055,125	\$6,020,656	\$0	\$3,055,125
AVDB Group	4,911,194	1,581,286	332,152	1,913,438	2,997,756	100,707	2,014,145
Panasonic	11,580,000	2,919,589	0	2,919,589	8,660,411	153,663	3,073,252
Video Prod. (Diversified)	3,749,998	1,551,846	440,722	1,992,568	1,757,430	104,872	2,097,440
Scoreboard Consultant	76,000	66,000	0	66,000	10,000	0	66,000
JCI	2,237,389	956,313	343,270	1,299,583	937,806	145,441	1,445,024
Deposit for Chairman Tile	25,650	25,650	0	25,650	0	0	25,650
Skymaster	975,943	556,332	0	556,332	419,611	29,281	585,613
Advantel	13,185,729	10,391,896	0	10,391,896	2,793,833	546,941	10,938,837
Other FF&E	7,095,527	579,537	366,420	945,957	6,149,570	0	945,957
Total	\$52,913,211	\$20,735,536	\$2,430,602	\$23,166,138	\$29,747,073	\$1,080,905	\$24,247,043

The contracts above, have a cumulative balance to complete of \$29,747,073. Please refer to our Project Budget and Requisition Review for our opinion on the adequacy of the remaining funds.

Review of Project Budget and Draw Request 31

Icon Venue Group, representing Sacramento Kings Downtown Arena LLC, has presented its Application and Certificate for Payment 31, reflecting costs incurred through June 30, 2016.

Work covered under the this draw request includes Turner construction costs, sales and marketing expenses, A&E fees, legal services, and permits.

The project Budget, originally \$477,000,000, currently stands at \$534,932,916, having increased via Equity Contributions and adjustments. The project Sources total \$541,947,783, which are in excess of the uses. Overall, adjustments and Equity contributions totaling 64,947,783 have been reflected in the Budget.



The following table summarizes the Budget and the costs to date:

Description	Revised Budget	Prior Payment	Current Payment	Paid to Date	Remaining Balance	% Complete
Uses						
Land Acquisition	\$34,531,782	\$34,531,782	\$0	\$34,531,782	\$0	100.0%
Construction Costs						
Preconstruction - Services	\$700,000	\$700,000	\$0	\$700,000	\$0	100.0%
Preconstruction - Expenses	15,368	15,368	0	15,368	0	100.0%
Enabling Work	335,256	335,256	0	335,256	0	100.0%
Construction - GMP	370,754,984	329,039,484	8,966,986	338,006,470	32,748,515	91.2%
Downtown Plaza Enabling Work	101,710	101,710	0	101,710	0	100.0%
Electrical Mall Investigation	419,174	419,174	0	419,174	0	100.0%
Subtotal Construction Costs	\$372,326,493	\$330,610,993	\$8,966,986	\$339,577,979	\$32,748,515	91.2%
Subtotal Systems & Equipment	\$55,438,468	\$21,061,816	\$2,430,602	\$23,492,418	\$31,946,050	42.4%
Subtotal Soft Costs	\$71,050,013	\$67,081,038	\$1,067,782	\$68,148,820	\$2,901,193	95.9%
Subtotal Contingency	\$1,586,159	\$0	\$0	\$0	\$1,586,159	
Total Project Budget	\$534,932,916	\$453,285,628	\$12,465,371	\$465,750,999	\$69,181,917	87.1%

We reviewed the project's Summary of Invoices, and invoices generated through June 30, 2016, at our offices, and during a site visit with representatives of Icon Venue Group.

There are remaining funds of \$69,181,917, which include remaining Contingencies totaling \$1,586,159.

A cost exercise between ICON, Turner and its Subcontractors which had been ongoing for the past several months in order to reconcile the former 50% CDs to the 100% CD version, has been completed (refer to **Section VII – Change Orders and Pending Change Orders**), taking into account the 100% CD reconciliation and quantifies the current value of Pending Change Orders at \$21,461,145. Our Budget Analysis calculates the value of project Contingency sources at \$26,371,429, which appear sufficient, at this time to cover the pending Change Orders. This statement is qualified, and contingent upon verification and receipt of the \$17,000,000 DGP reimbursements for the DAS Room, which may not be available for several months.

The total amount requisitioned under the Sacramento Kings Downtown Arena LLC, Construction Draw 31 is **\$12,465,370.76**, and the Sources under which funding will be provided are as follows: \$12,456,960 will be drawn from Arena Private Placement account, and \$8,411 will be drawn from the City Contribution account.

Included in the total amount requisitioned are Turner's Construction Costs of \$8,966,986, and Other Project Costs of \$3,954,580

We have reviewed the corresponding back-up and we concur with the amount requisitioned. Please ensure that the conditions of the Disbursement Agreement are met prior to funding.



Scheduled Completion

A Summary Schedule, prepared by Turner Construction, dated May 20, 2014 was provided for review. This Schedule indicated site mobilization to have commenced May 21, 2014, with substantial completion of the arena anticipated by September 23, 2016, and project Closeout by December 1, 2016.

We have been provided with the Contractor's July 13, 2016 Critical Items Schedule. The Schedule is tracking Substantial Completion of the Practice Facility and Arena to August 30, 2016 and September 26, 2016. Issuance of a Certificate of Occupancy is also slated for September 8, 2016. The first event, a musical concert, is scheduled for October 4, 2016. Although not indicated, closeout is expected to continue through the end of 2016.

Phase I of the project encompassing site demolition, excavation, and make ready work were substantially complete on July 23, 2015, and building substantial dry-in was achieved.

Previously noted delays with dewatering operations and high roof steel erection have been resolved, and the 28 ½ month construction term is tight but achievable, considering the team involved, and provided there are no further holdups such as strikes, material shortages, and/or delays in procurement, and adequate manpower is maintained throughout the construction term.

Open Issues/Comments

The following items are referenced by Report Number and Item Number:

This Period

There are no new open issues/comments this period.

Previous Issues

18.1 Budget

The Contractor is negotiating a settlement with Schuff Steel. An unfavorable settlement could cause the Budget to be out of balance. The Ownership has been informed that the Lending group expects a settlement by the next pay request. At that time, it will be determined if additional equity will be required.

Update: The Schuff Steel settlement negotiations continue to progress, and it has been reported that an agreement has been reached between Turner and Schuff, reducing the claim from \$8.3MM to \$4.9MM. Negotiations are now underway between Turner and the Ownership group to share the claim costs, and a path has been established that could reduce the teams share to \$561,931. We will continue to monitor the claim negotiations



16.1 Budget

The project Budget is assumed to utilize a \$5.6-Million reimbursement from DGP for DAS Room. Should the expected reimbursement be delayed beyond the next several months, Budget could be insufficient if cost savings elsewhere are not identified. The Ownership should provide necessary assurances that this money will be reimbursed promptly, otherwise an Equity contribution may be necessary.

Update: It has come to our attention that the DGP reimbursement is anticipated at \$17MM, pending negotiations with telephone carriers, which would greatly improve the financial health of the Budget. We will keep this advisory note as an open issue until the Budget' Sources are replenished.

15.1 Plaza Construction

It has been reported that the construction of the Plaza surrounding the Arena will be performed under a separate Contract and Budget. Please ensure that Plaza construction is performed in a timely manner, and is completed within the timetable for Arena Construction. Delays in construction of the Plaza will impact the completion of the Arena.

Update: We have requested that the ownership address this issue in writing, outlining their phasing plan to demonstrate that their work will not interfere with Arena opening. Although previously requested, we have not been provided with a statement from the ownership.