



**LA24-203**

November 2, 2015

Ms. Stacy Sonnenberg  
Vice President  
Goldman, Sachs & Co.  
200 West Street, 33<sup>rd</sup> Floor  
New York, New York 10282

**E-mail:** stacy.sonnenberg@gs.com

**Re: Golden 1 Center (Formerly Sacramento Kings ESC)  
Sacramento, California**

Dear Ms. Sonnenberg:

Enclosed is our Site Observation Report 16 for the referenced project, based on our site visit of October 5, 2015. 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 Goldman Sachs. The monthly Executive Summaries are posted for information purposes only and cannot be relied upon by any other party.

This report was based on Summary Application and Certificate for Payment 22, prepared by ICON Venue Group on behalf of the Sacramento Basketball Holdings, LLC, dated October 15, 2015, including Turner Construction Company's Application and Certificate for Payment 15, and other project costs incurred during the month of September 2015.

Phase I of the project, encompassing Demolition excavation and make ready work has been substantially completed and close out is underway.

Costs incurred by Turner Construction and other vendors, include materials stored off site. The off-site materials were observed by ICON Venues personnel at Subcontractors' facilities in Sacramento, California (Bagatelos, Pan Pacific, Turner Logistics, and Rosedin Electric); Stockton, California (Schuff Steel and Turner Logistics); Woodland, California (Clark Pacific); Eloy and Bellemont, Arizona (Schuff Steel); Chandler, Arizona (Kovacks), Hector, Minnesota, and Manteca, California, (Bagatelos).

A cost exercise between ICON, Turner and its Subcontractors that was undertaken in order to reconcile the former 50% CDs to the 100% CD version, has been generally completed, addressing cost increases and their impact on the Budget and Contingency. The last remaining Change Order Request (No. 60R1) has been agreed upon and will be included as an Owner Change Order in the next draw request. Overall, the cost of the 100% reconciliation totaled \$9,064,360. Turner Construction agreed to absorb \$1,802,497, with the remaining \$7,559,838 to be funded by the Sacramento Kings.

**MerrittAndHarris.com**

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The project Budget has increased from the original \$477,000,000 to the current \$509,437,507 via Equity contributions and reimbursements totaling \$32,437,507.

We will no longer be including funding notices and other documents such as complete Developer and Contractor Pay Applications as part of our monthly reports, since most of these documents are already included as part of the exhibits to the Master Draw Package Submittal (this Merritt & Harris, Inc., report is a part of the Development submittal). We will verify that all the pertinent documents are fully executed before we submit our report.

Please refer to **Section II - "Executive Summary"** for a brief overview of the project.

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'.

Ricardo Flores  
Principal - Los Angeles Branch Manager

RF:rf  
Enclosure

cc: Goldman, Sachs & Co.

Attn: Joshua Glessing

Attn: Willie DiBlasi

Attn: Andre Koerckel

Attn: Mario Miranda

Sacramento Downtown Arena LLC

Attn: John Rinehart

Icon Venue Group

Attn: Art Salgado

City of Sacramento

Attn: Brian Wong

Attn: Desmond Parrington

Manny P. Kratsios

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## SECTION I - IDENTIFICATION

**Project Name  
and Location:**

**Golden 1 Center**  
Sacramento, California

**Improvements:**

The project will entail the construction of a new enclosed multi-level approximately 780,931 gross sq. ft. basketball arena with a seating capacity of 17,731, 33 suites, 48 lofts, an adjacent interconnected multi-level practice facility/parking structure, and all associated site work.

**Prepared for:**

Goldman, Sachs & Co.  
200 West Street, 33<sup>rd</sup> Floor  
New York, New York 10282  
Stacy Sonnenberg, *Vice President*  
Phone: 212.902.6433  
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E-mail: stacy.sonnenberg@gs.com

**Developer:**

Sacramento Basketball Holdings, LLC  
c/o ICON Venue Group  
8102 East Prentice Ave., Suite 900  
Greenwood Village, CO 80111  
Adam Goodwin  
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E-mail: agoodwin@iconvenue.com  
Art Salgado  
Phone: 916.321.2101  
E-mail: asalgado@iconvenue.com

**General Contractor**

Turner Construction Company  
Chuck Baldwin, *Project Executive*  
1211 H Street  
Sacramento, CA 95814  
Phone: 916.554.7920  
Cell: 603.944.3474  
E-mail: cbaldwin@tcco.com  
Chris Smart, PE, Contracts Manager  
Phone: 916.764.1367  
E-mail: csmart@tcco.com

**Construction Site  
Telephone:**

916.329.8025



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**Observation and  
Report By:**

Ricardo Flores, *Principal/Project Manager*  
Phone: 818.378.0852 (Mobile)  
E-mail: rflores@mharrisinc.com

**Present During  
Observation:**

John Rinehart, Sacramento Kings  
Brian Wong, City of Sacramento  
Mark Posnick, City of Sacramento  
Art Salgado, Icon Venue Group  
Rowena R. Vergara, Turner Construction  
Matt Hiser, Turner Construction  
Mike Del Sordo, AECOM

**Date of Site  
Observation:**

October 5, 2015

**Date of Previous  
Site Observation:**

August 28, 2015

**Date of Next  
Site Observation:**

November 6, 2015



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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 will review the 100% CDs and update 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 \$509,437,507 via Equity contributions and reimbursements totaling \$32,437,507. Please be aware that the project Sources exceed the Uses by \$48,954,947. These additional funds are destined for other project expenses such as financing costs not covered under the \$509,437,507 Budget. This current requisition includes soft costs, permit fees, and Turner Construction's construction costs for work incurred through September 2015.

#### **A. Preconstruction Costs – Turner Construction Company**

Two construction contracts, Pre-Construction, and Preview Center were awarded to Turner Construction Co. Turner's Pre-construction contract was established to allow the Contractor to perform preconstruction activities prior to establishment of a GMP.

Turner's Preview Center contract work includes the interior tenant improvement of office space in downtown Sacramento for the purpose of marketing activities related to the new ESC Arena. The work under the Preview Center contract has been completed.

Turner Construction did not submit Pay Application for the Preview Center and Pre-Construction costs. The Preview Center work has been completed. 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 Center Pay App</u>	<u>Combined</u>
Current Contract Value	\$1,225,228	\$1,555,604	\$2,780,832
Total Completed and Stored to Date	\$1,050,625	\$1,555,604	\$2,606,229
<b>Current Amount Requisitioned</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
Balance to Complete	\$174,603	\$0	\$174,603
Percentage Complete	85.7%	100.0%	93.7%

Although there is a balance to complete in the Pre-construction contract 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 for ESC Arena – 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 15 for work performed through September 30, 2015:

Current Contract Value		\$341,383,333
Total Completed and Stored to Date	60.3%	\$205,755,583
<b>Current Amount Requisitioned</b>		<b>\$ 20,367,393</b>
Balance to Complete		\$135,627,750

There is a balance to complete in the GMP contract of \$135,627,750. 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.



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**Concession and Food Services Agreement – Legends, LLC.**

Legends LLC entered into an agreement with Sacramento Downtown Arena, LLC. Legends did not submit a pay application this pay period. The following summary is based upon the previously issued Legends Application and Certificate for Payment 3 for work performed through August, 2015:

Current Contract Value		\$10,000,000
Total Completed and Stored to Date	1.9%	\$ 186,422
<b>Current Amount Requisitioned</b>		<b>\$ 0</b>
Balance to Complete		\$ 9,813,578

There is a balance to complete in the service agreement of \$9,813,578. Please refer to our Project Budget and Requisition Review for our opinion on the adequacy of the remaining funds.

**D. Façade Access and Fall Protection – Skymaster, Inc.**

Skymaster, Inc. entered into an agreement with Sacramento Downtown Arena, LLC. Skymaster did not submit a pay application this pay period. The following summary is based upon the previously issued Skymaster’s Application and Certificate for Payment 3 for work performed through August 31, 2015:

Current Contract Value		\$975,943
Total Completed and Stored to Date	32.8%	\$319,713
<b>Current Amount Requisitioned</b>		<b>\$ 0</b>
Balance to Complete		\$656,230

There is a balance to complete in the agreement of \$656,230. Please refer to our Project Budget and Requisition Review for our opinion on the adequacy of the remaining funds.



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**E. Networking and Technologies – Advantel Networks**

Advantel Networks entered into an agreement with Sacramento Downtown Arena, LLC. Advantel did not submit a pay application this pay period. The following summary is based upon the previously issued Advantel Application and Certificate for Payment 1 for the July 31, 2015 pay period:

Current Contract Value		\$9,500,000
Total Completed and Stored to Date	54.4%	\$5,165,798
<b>Current Amount Requisitioned</b>		<b>\$ 0</b>
Balance		\$4,334,202

There is a balance to complete in the service agreement of \$4,334,202. Please refer to our Project Budget and Requisition Review for our opinion on the adequacy of the remaining funds.

**F. Review of Project Budget and Draw Request 22**

Icon Venue Group, representing Sacramento Kings Downtown Arena LLC, has presented its Application and Certificate for Payment 22, reflecting costs incurred through September 30, 2015.

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 at \$477,000,000 currently stands at \$509,437,507, having increased via Equity Contributions totaling \$30,170,838, and a JMA reimbursement for the 5<sup>th</sup> St. bridge demo work and north wall cost of \$2,266,669. The current project Sources (\$558,392,454) exceed the Uses by \$48,954,947. These excess funds are destined for use as expenses for financing costs.





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

Description	Revised Budget	Prior Payment	Current Payment	Paid to Date	Remaining Balance	% Complete
<b>Uses</b>						
<b>Land Acquisition</b>	<b>\$34,922,370</b>	<b>\$34,531,782</b>	<b>\$0</b>	<b>\$34,531,782</b>	<b>\$390,588</b>	<b>98.9%</b>
<b>Construction Costs</b>						
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	341,383,334	177,330,751	20,367,393	197,698,144	143,685,190	57.9%
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%
<b>Subtotal Construction Costs</b>	<b>\$342,954,843</b>	<b>\$178,902,260</b>	<b>\$20,367,393</b>	<b>\$199,269,653</b>	<b>\$143,685,190</b>	<b>58.1%</b>
<b>Systems &amp; Equipment</b>	<b>\$47,347,297</b>	<b>\$5,773,134</b>	<b>\$50,000</b>	<b>\$5,823,134</b>	<b>\$41,524,164</b>	<b>12.3%</b>
<b>Subtotal Soft Costs</b>	<b>\$69,400,508</b>	<b>\$59,997,614</b>	<b>\$974,492</b>	<b>\$60,972,105</b>	<b>\$8,428,403</b>	<b>87.9%</b>
<b>Subtotal Contingency</b>	<b>\$14,812,488</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$14,812,488</b>	
<b>Total Project Budget</b>	<b>\$509,437,507</b>	<b>\$279,204,790</b>	<b>\$21,391,884</b>	<b>\$300,596,674</b>	<b>\$208,840,833</b>	<b>59.0%</b>

We reviewed the project's Summary of Invoices, and invoices generated through September 30, 2015, at our offices, and during a site visit with representatives of Icon Venue Group.

There are remaining funds of \$208,840,833, which include remaining Contingencies totaling \$14,812,488.

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 value of Pending Change Orders at \$19,779,892. Our Budget Analysis calculates the value of the project Contingency sources at \$23,272,390, which appear sufficient, at this time to cover the pending Change Orders. This statement is qualified, and contingent upon verification of the \$5,600,000 DGP reimbursement for the DAS Room, which may not be available for several months and the JMA reimbursements totaling \$522,977.

The total amount requisitioned under the Sacramento Kings Downtown Arena LLC, Construction Draw 22 is **\$21,391,884.30**, which will be funded from the City Contribution account.

Included in the total amount requisitioned are Turner's Construction Costs of \$20,367,393, and Other Project Costs of \$1,024,491.

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.



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## **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 a September 2015 summary Schedule. Although the completion milestones remain generally unchanged, we had reported previously that changes in high roof design had challenged production of structural steel and delaying delivery of steel to the project and holding off erection from April 20 to May 11, 2015 as the steel shops worked overtime to recover the lost time. Their momentum has caught up and milestones are being achieved. The recovery Schedule is tracking Substantial Completion of the Practice Facility and Arena to August 4, 2016 and September 30, 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.

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**

#### **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.



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## Previous Issues

### 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

### 6.1 Budget

A Budget reconciliation exercise is underway between the Construction Agent and the Contractor. We have asked the Construction Agent to maintain us informed of the status of the reconciliation, and to provide us with the revised costs.

**Update:** It has been reported that this exercise has been completed, awaiting integration of PCO's into the GMP. We will leave this item as an open issue until Change Orders related to the 100% CD reconciliation have been executed and integrated.