



LA24-203A

January 28, 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 19 for the referenced project, based on our site visit of January 8, 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 25, prepared by ICON Venue Group on behalf of the Sacramento Basketball Holdings, LLC, dated January 15, 2016, including Turner Construction Company's Application and Certificate for Payment 18, and other project costs incurred during the month of December 2015.



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 horizontal flourish extending to the right.

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 \$509,437,507 via Equity contributions and reimbursements totaling \$32,437,507. Please be aware that the project Sources exceed the Uses by \$48,472,485. 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 December 2015.

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 work includes the interior tenant improvement of office space in downtown Sacramento for the purpose of marketing activities related to the new Golden 1 Center. 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 to Date	1,050,625	1,555,604	2,606,229
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 18 for work performed through December 31, 2015:

Current Contract Value		\$349,509,557
Total Completed and Stored to Date	75.7%	\$264,453,482
Current Amount Requisitioned		\$ 16,201,518
Balance to Complete		\$85,056,075

There is a balance to complete in the GMP contract of \$85,056,075. 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. 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 period. The following summary is based upon Skymaster’s previously submitted Application and Certificate for Payment 4 for work performed through October 31, 2015:

Current Contract Value		\$975,943
Total Completed and Stored to Date	41.8%	\$408,213
Current Amount Requisitioned		\$ 0
Balance to Complete		\$567,730

There is a balance to complete in the agreement of \$567,730. Please refer to our Project Budget and Requisition Review for our opinion on the adequacy of the remaining funds.

D. Systems and Equipment Budget

We will consolidate the major Contracts under the Systems & Equipment Budget here. The total Systems & Equipment Budget totals \$47,017,426. The major contracts include Legends Hospitality, Panasonic, JCI and Advantel.

This period, only Johnson Controls (JCI) is submitting a request for funding. JCI’s Application and Certificate for Payment 7, for work performed through December 31, 2015 is summarized below:

	Original Contract	Adjustments	Current Budget	Previously Paid	Payment Due	Total to Date	Balance to Complete	Retention
Systems & Equipment								
Legends Hospitality	\$10,000,000	\$0	\$10,000,000	\$186,422	\$0	\$186,422	\$9,813,578	\$0
Panasonic	10,500,000	0	10,500,000	50,000	0	50,000	10,450,000	0
JCI	2,237,389	0	2,237,389	360,468	40,273	400,741	1,836,648	44,527
Advantel	9,500,000	697,395	10,197,395	5,638,862	0	5,638,862	4,558,533	296,783
Total	\$32,237,389	\$697,395	\$32,934,784	\$6,235,752	\$40,273	\$6,276,026	\$26,658,758	\$341,310

The four contracts above, have a cumulative balance to complete of \$26,658,758. Please refer to our Project Budget and Requisition Review for our opinion on the adequacy of the remaining funds.



E. Review of Project Budget and Draw Request 25

Icon Venue Group, representing Sacramento Kings Downtown Arena LLC, has presented its Application and Certificate for Payment 25, reflecting costs incurred through December 31, 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 \$477,000,000, currently stands at \$509,437,507, having increased via Equity Contributions totaling \$30,170,838, and a JMA reimbursement for 5th St. Bridge demo work and north wall cost of \$2,266,669. The current project Sources (\$557,909,992) exceed the Uses by \$48,472,485. 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
Uses						
Land Acquisition	\$34,922,370	\$34,531,782	\$0	\$34,531,782	\$390,588	98.9%
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	349,509,558	237,541,809	16,201,518	253,743,328	95,766,231	72.6%
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	\$351,081,068	\$239,113,318	\$16,201,518	\$255,314,837	\$95,766,231	72.7%
Subtotal Systems & Equipment	\$47,017,426	\$6,999,031	\$40,273	\$7,039,304	\$39,978,122	15.0%
Subtotal Soft Costs	\$69,485,305	\$62,452,280	\$664,989	\$63,117,269	\$6,368,037	90.8%
Subtotal Contingency	\$6,931,338	\$0	\$0	\$0	\$6,931,338	
Total Project Budget	\$509,437,507	\$343,096,411	\$16,906,781	\$360,003,192	\$149,434,315	70.7%

We reviewed the project's Summary of Invoices, and invoices generated through December 31, 2015, at our offices, and during a site visit with representatives of Icon Venue Group.

There are remaining funds of \$149,434,315, which include remaining Contingencies totaling \$6,931,338.

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 \$25,185,570. Our Budget Analysis calculates the value of the project Contingency sources at \$26,865,611, 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 and \$1,451,399 DGP reimbursements for the DAS Room, which may not be available for several months; the JMA reimbursements totaling \$522,977; favorable negotiations on the Schuff. Settlement; and an Equity infusion of \$9,400,000, which is to take place at the next draw request.



The total amount requisitioned under the Sacramento Kings Downtown Arena LLC, Construction Draw 25 is **\$16,906,780.69**, and the Sources under which funding will be provided is the City Contribution account.

Included in the total amount requisitioned are Turner's Construction Costs of \$16,201,518, and Other Project Costs of \$705,272.

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 December 2015 summary Schedule. The Schedule is tracking Substantial Completion of the Practice Facility and Arena to August 19, 2016 and September 26, 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 has been 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

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.



18.2 Budget

A \$9.4 Scope Adjustment consisting of team equity will be infused in to the project by the Kings, to supplement the Owner-controlled Construction Contingency. This infusion will be reflected in next month's Budget.

Previous Issues

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: We will keep this advisory note as an open issue until this matter is resolved

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.