

November 8, 2016

Talia Lomax-O'dneal  
Director of Finance  
Metro Courthouse  
One Public Square  
Suite 106  
Nashville, TN 37201

Re: Redevelopment Agreement for Nashville Convention Center, effective as of May 6, 2015 (the "Redevelopment Agreement")

Dear Ms. Lomax-O'dneal:

This letter is delivered in satisfaction of Section 7(d) of the Redevelopment Agreement, in connection with the pending acquisition of the Convention Center Tract.

As we described in a prior meeting, our approach to financing the transaction will be the same as we utilized for Buckhead Atlanta, an 800,000 square foot mixed use project in Atlanta, Georgia, where we brought in our equity partner to fund all of the project's pre-development and early development requirements, and followed with construction debt financing as and when project components were commencing. Given the size, scope and multiple components of a project like the 5+Broadway project, this approach allows maximum flexibility to work through project design and leasing details, without the burden of construction lender requirements until absolutely necessary.

For 5+Broadway, we have brought in The Baupost Group to provide the equity portion of the project financing, just as they did for Buckhead Atlanta. As you can see from the attached letter from The Baupost Group dated September 1, 2016, the Baupost entities had previously funded approximately \$6 million in the project and anticipated investing an additional \$10-15 million. As set forth in the attached letter from The Baupost Group dated November 8, 2016, the Baupost entities have now invested approximately \$10 million of capital to date. Baupost now anticipates investing an incremental \$10-20 million over the next six months for land acquisition, construction and design plans and specifications, and leasing, development and other project expenses. The Baupost entities have the capacity to fund the acquisition and development of the property as contemplated by the Redevelopment Agreement, including the development of the Minimum Components (as defined in the Redevelopment Agreement). As we approach construction of the initial components of the project, we will close on construction financing for such components, as needed. We have also engaged Holliday Fenoglio Fowler, one of the leading debt and equity placement firms in the world, to pursue such construction financing. Attached is a letter from HFF confirming its confidence in obtaining such construction financing as needed, as well as letters from specific lenders who are interested in 5+Broadway.

This financing structure, and the players involved--Baupost and HFF--have had great success executing large financings for similar projects, and we are excited to have this team committed to the 5+Broadway project.

Please do not hesitate to contact us if you have any questions concerning this project.

Very truly yours,

OMSE, LLC

By: 

Morgan Dene Oliver  
Chief Executive Officer

November 8, 2016

Talia Lomax-O'dneal  
Director of Finance  
Metro Courthouse  
One Public Square  
Suite 106  
Nashville, TN 37201

Dear Ms. Lomax-O'dneal:

This letter is being delivered to you in connection with the proposed acquisition by OliverMcMillian Spectrum Emery, Inc. ("OMSE") and/or its affiliates of the real property known as the "Nashville Convention Center property" (the "Property") pursuant to the Redevelopment Agreement dated as of May 6, 2015 (the "Redevelopment Agreement") by and between Metropolitan Government of Nashville and Davidson County, Tennessee and OSME.

The Baupost Group, L.L.C. ("Baupost") is an investment adviser which was founded in 1982 and is registered under the United States Investment Advisers Act of 1940, as amended. Baupost currently has approximately \$29 billion of assets under management, including approximately \$11 billion of liquidity (cash and cash equivalents).

Baupost has been the primary source of capital to OMSE in connection with OSME's activities under the Redevelopment Agreement, including planning, architectural, engineering, leasing and other predevelopment activities with respect to the Property. To date, Baupost and/or certain of its affiliated entities (collectively with Baupost, the "Baupost Entities") have invested approximately \$10 million in such activities. Baupost anticipates that the Baupost Entities will invest in the range of \$10 million to \$20 million of additional capital in activities with respect to the Property during the next six months, including funding the purchase price of the Property under the Redevelopment Agreement. This letter will confirm that the Baupost Entities have the capacity to fund the acquisition and development of the Property as contemplated by the Redevelopment Agreement, including the development of the Minimum Components (as defined in the Redevelopment Agreement).

If you have any questions, please do not hesitate to contact me at (617) 210-8310.

Sincerely,

George Rizk  
Partner



**STATE STREET.**  
Serving Institutional Investors Worldwide™

9/21/2016

Talia Lomax-O'dneal  
Director of Finance  
Metro Courthouse  
One Public Square  
Suite 106  
Nashville, TN 37201

Dear Talia Lomax-O'dneal:

Our banking client, The Baupost Group, LLC, has in our custody over \$20.5 billion in assets with over \$10.2 billion in US Treasury Bills. The Baupost Group, LLC, has been a customer of State Street Corporation since 1997 and is in good standing with us.

If you have any questions please don't hesitate to contact me.

Sincerely,

Michael Manganaro  
Assistant Vice President  
State Street Corporation  
617-662-3371  
[mmanganaro@statestreet.com](mailto:mmanganaro@statestreet.com)

M E M O R A N D U M

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**To:** TALIA LOMAX-O'DNEAL, DIRECTOR OF FINANCE  
METRO COURTHOUSE, ONE PUBLIC SQUARE SUITE 106  
NASHVILLE, TN 37201

**From:** HFF

**Date:** NOVEMBER 9, 2016

**RE:** 5<sup>TH</sup> & BROADWAY – FINANCIAL CAPABILITY

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HFF represents OliverMcMillan and Spectrum-Emery ("OM-SE") on an exclusive basis to secure debt and equity capital for existing properties and proposed development projects across the country. As OliverMcMillan's development pipeline expanded coming out of the past macroeconomic cycle, HFF facilitated introductions to a best-in-class cadre of institutional investors and lenders who are highly active in the market today and acutely interested in beginning or expanding a relationship with the OliverMcMillan team. The partnership between OliverMcMillan and Spectrum-Emery brought further depth of experience to the team and HFF is now working with the OM-SE development partnership to facilitate financing for the 5<sup>th</sup> & Broadway project in Downtown Nashville.

Given the quality of the location and proposed development plans, HFF is highly confident OliverMcMillan and Spectrum-Emery will have numerous construction lenders to choose from on a Project of this scale. In fact, a number of the groups listed below have either previously provided financing for OliverMcMillan and Spectrum-Emery, are currently lenders on existing projects, or are pursuing new opportunities with the OM-SE team at this time. There are a number of national banks and life insurance companies that believe strongly in the expertise and track record of the OM-SE team and are eagerly awaiting the chance to work on a deal together.

**Potential Debt Financing Sources**

Bank of America	Bank of the Ozarks	New York Life
PNC Bank	Deutsche Bank	MetLife
First Hawaiian Bank	AIG	TPG
BBVA Compass Bank	HSBC	Goldman Sachs

In order to provide some context to the financial capacity of OMSE, below is a summary of two recently completed construction financings, both of which were secured by HFF on behalf of OliverMcMillan and Joint Venture equity partner, The Baupost Group. Based on the high quality sponsorship and unique nature of each asset, HFF received a great deal of interest from the debt markets in each instance. HFF is confident this will also be the case at 5<sup>th</sup> & Broadway.

**Representative Construction Financings**

***River Oaks District (Houston, Texas) – A \$150 million construction loan syndication***

Bank of America (Lead Bank)	Cadence Bank
First Hawaiian Bank	BBVA Compass Bank

***Buckhead Atlanta (Atlanta, Georgia) – A \$167 million construction loan syndication***

PNC Bank (Lead Bank)	CIT Group	Suntrust Bank
BBVA Compass Bank	Regions Bank	

In summary, HFF is highly confident in OM-SE's unique ability to raise both debt and equity capital for this transaction with one or more of the numerous partners that have expressed a high level of interest in working alongside the OM-SE team.

**Bank of America**  
**Merrill Lynch**



**Michael V. Atkins**  
Sr. Vice President & Market  
Manager  
Commercial Real Estate Banking

**Bank of America Merrill Lynch**  
**Bank of America N.A.**  
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November 7, 2016

Re: OliverMcMillan /  
5<sup>th</sup> & Broadway, Nashville, TN

To Whom it May Concern,

We have had the pleasure of working with OliverMcMillan for over 10 years, during which time Bank of America has provided over \$300 million in commercial real estate financing for the company. They have always performed as agreed and meet their obligations in a timely manner.

We think highly of the principals of the company, from CEO Dene Oliver through their entire executive team. We consider OliverMcMillan to be a premier developer/owner/operator of commercial properties.

Recently, Bank of America led a \$150 million construction/lease-up loan to a joint venture between OliverMcMillan and Baupost for their River Oaks District mixed-use retail/residential/office project in Houston, TX. The execution of the development and lease-up was highly successful and resulted earlier this year in a sale value of greater than \$500 million.

Because of our deep relationship and past experience, we can attest to the financial capability that OMSE (OliverMcMillan and Spectrum|Emery) and Baupost possess in order to complete projects of the scale and complexity inherent in the 5<sup>th</sup> & Broadway project. One of our senior managers has recently visited and toured the site, and we have a strong interest in pursuing the construction financing for the project.

Please feel free to contact me should you need any additional information.

Sincerely,

Michael V. Atkins  
Senior Vice President & Market Manager