

BOARD OF GOVERNORS MEETING

March 29, 2022

Action Item



Approval of Minutes
February 22, 2021

FINANCIAL

Financial Update

Janet Arsenault Sr. Director of Finance

Financial Snapshot: February 2022







r	Month	Budget	Actual	Variance
	Revenue	\$3,070,694	\$3,478,110	\$407K 13.3%
	Expense	\$2,920,623	\$3,420,784	\$500K 17.1%
	Net Profit/ (Loss)	\$150,071	\$57,326	\$93K

FY22 Financial Snapshot: YTD thru February 2022







Month	Budget	Actual	Variance
Revenue	\$25,333,901	\$29,979,254	1 \$4.6M 18.3%
Expense	\$27,970,439	\$25,516,644	\$2.5M 8.8%
Net Profit/ (Loss)	(\$2,636,538)	\$4,462,610	1 \$7.1M



Questions?

Signia by Hilton Atlanta Quarterly Review

Teri Agosta General Manager

Kyle StevensDirector of Sales & Marketing



Quarterly Review

March 29, 2022

Signia by Hilton

ATLANTA
GEORGIA WORLD CONGRESS CENTER

Current Pace and Position of Hotel

Definite vs Year End 2022 Crossover Goals



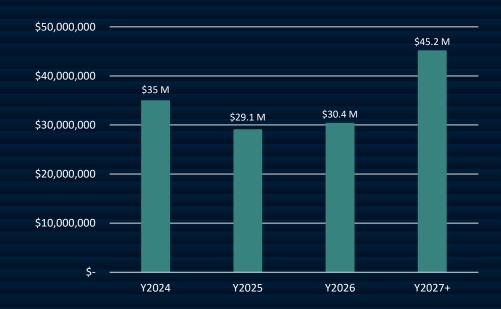
Total Definite Revenue: \$13.8 M

- QTD Production Equates to \$5.4 M
- Big South Volleyball, Modex, MomoCon & SRVA
- 45% of Q1 Revenue Production is '24 Placement
- Remaining Accounts to Close
 - International Woodworking Fair
 - Lion's Club
 - NRECA
- Citywide Importance and Customer Feedback
- Q2 Production Outlook & Remainder of Year

Sales Metrics

- 2024 and 2026 growth in prospect revenue compared to previous month
- Importance of citywide vs. in-house segment
- Lead volume activity

Prospect Revenue 2024 – 2027+



Total Prospect Revenue: \$140 M

© 2022 Hilton Proprietary





Forecasted Production Placement by Quarter

Q1 (3/31/2022)

• 2024: \$2.8 M

• 2025: \$2.5 M

• 2026: \$1.9 M

• 2027+ \$1.5 M

Total: \$8.7 M

Q2 (6/30/2022)

• 2024: \$3.4 M

• 2025: \$1.6 M

• 2026: \$2.1 M

• 2027+ \$1.5 M

Total: \$8.6 M

Q3 (9/30/2022)

• 2024: \$3.9 M

• 2025: \$3.1 M

• 2026: \$1.9 M

• 2027+ \$1.7 M

Total: \$10.6 M

Q4 (12/31/2022)

• 2024: \$3.3 M

• 2025: \$3.6 M

• 2026: \$2.8 M

• 2027+ \$2.3 M

Total: \$12 M



- Internal Meeting with ACVB & GWCC Sales Team(s) to Discuss Selling Opportunities-February
- Global Week of Sales-Dig Site Videos, Third Party and Housing Companies Presentation-March
- FAM Scheduled for Hilton Worldwide Sales-May
- Helms Briscoe APM Brand Initiative-May
- Update Atlanta in Washington, D.C.-June
- Group Account Discovery-Ongoing
- Third Party Sales Manager Extension-Ongoing
- Acquisition Focus from ATL Citywide Account List-Ongoing
- Contractual Performance and Average Rate Capture-Ongoing
- Educate and Leverage Relationships with Hilton Worldwide Sales-Ongoing
- Continual Partnership within Marketplace-Ongoing

Marketing Update



Signia by Hilton Atlanta Georgia World Congress Center 285 Andrew Young International Bivd NW Atlanta, GA 30313

Date:

May 20th - 22nd, 2022

please join us for...

- · Updates on Signia by Hilton and Hilton Atlanta
- · Atlanta Education (including City Trends)
- . The Kenny Chesney Concert!

Kindly RSVP by April 1st, 2022 kyle.stevens2@hilton.com



ATLANTA GEORGIA WORLD CONGRESS CENTER





Introducing Signia by Hilton Atlanta

The Signia by Hilton Atlanta will be the premier destination for Business, Leisure, and Meetings travel.

Our signature spaces and experiences will define this brand, such as offering guests an impressive arrival experience, an energetic and expansive lobby, a destination bar and chef-driven signature restaurants

Signia also offers innovative guestroom design, premium wellness experiences and expansive meeting and event space with stunning design and state-of-theart technology.



The Latest on Campus

SIGNIA BY HILTON ATLANTA BROKE GROUND IN MAY 20211 https://bit.ly/3ity8es







March 22, 2022 3:00pm

please join us to...

Explore the Signia brand

Tour our model rooms, the Georgia Ballroom & connectivity

Hear updates on RFPs

enjoy light hors d'oeuvres, beverages and door prizes

Kindly RSVP by March 17, 2022 Jane Burrows +1 (770) 349-9344

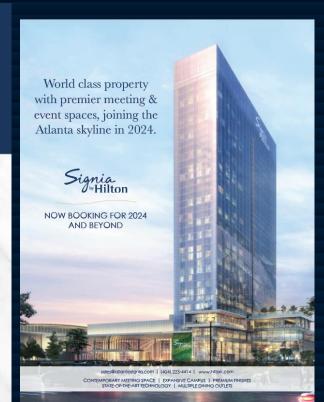
Georgia World Congress Center 285 Andrew Young International Blvd NW Atlanta, GA 30313

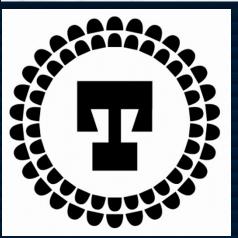
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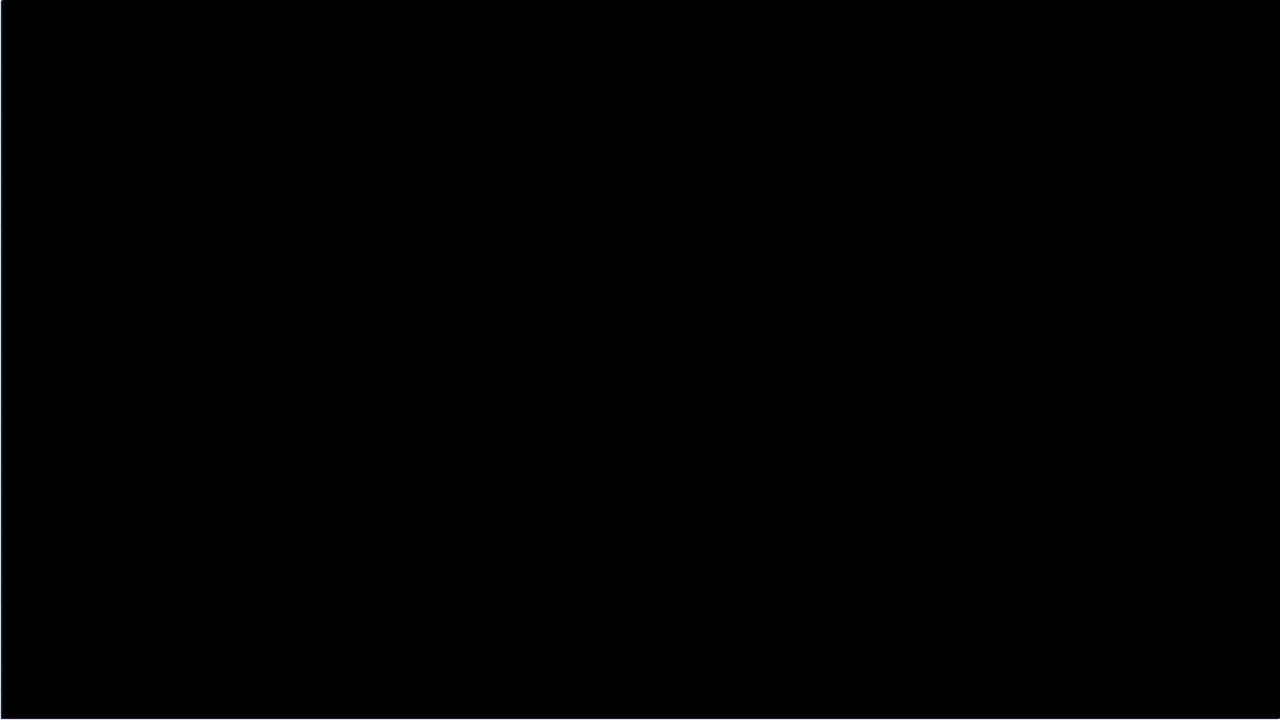
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Hotel Development Update

Theonie Alicandro
Chief Operating Officer/General Counsel
Drew Company, LLC

Austin Bell Sr. Director and Development Manager Drew Company Atlanta, LLC

Agenda



- Development Budget Update
- Construction Updates
- > Change Order No. 3
- > Foundation Work to Date
- Subcontractor Updates
- > Schedule
- > EBO Plan and Georgia Contractor Update
- > Challenges

Development Budget Update: February 2022



	Development Budget as of 02/28/2022
Revised GMP Hard Cost with	
Change Order No. 1-2	\$327,128,486
Preconstruction Fee (not in GMP)	\$394,170
Owner Direct Hard Cost	\$3,269,573
Owner's Hard Cost Contingency	\$7,186,899
Total Hard Cost	\$337,979,128
Total Soft Cost	\$107,388,000
Owner's Soft Cost Contingency*	\$5,055,561
Total Project Cost	\$450,422,689
Total Hard & Soft Cost Contingency	\$12,242,460

*Only change to Budget
since update in February is
the \$35,000 change order
from Nova for additional
testing allocated from Soft
Cost Contingency

Development Budget Update



\$450,422,688

Total development budget

\$78,696,873

Total spend through 2.28.2022

[consisting of \$16,863,111 GWCCA equity pre-closing and \$61,833,762 post-closing requisitions]

12.3%

Percent spend through 2.28.2022





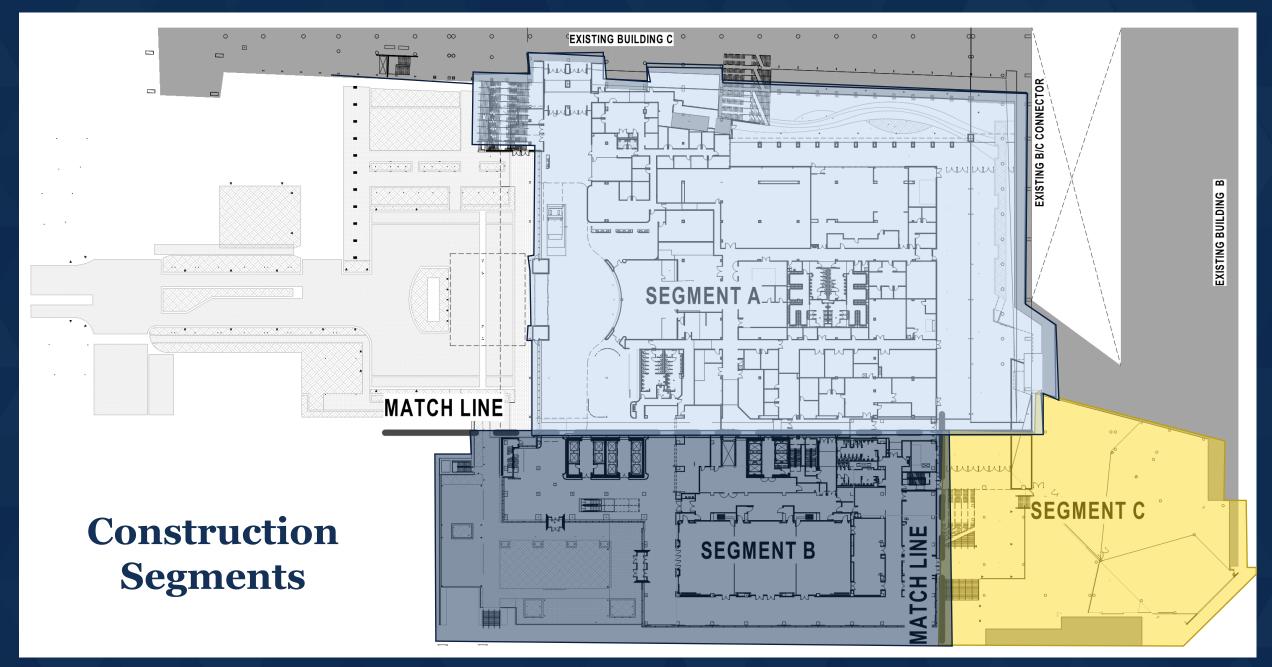




November 2021

March 2022







AYIB Construction Update

- Finalizing foundation work in AYIB with four (4) micropiles left to install and working through some foundation conflicts.
- The rough order of magnitude for this work is estimated at \$325,000.
- ➤ Funding for this work will be in part from stated allowances within the GMP and in part from the Owner's hard cost contingency within the development budget.



Preview Proposed Change Order No. 3

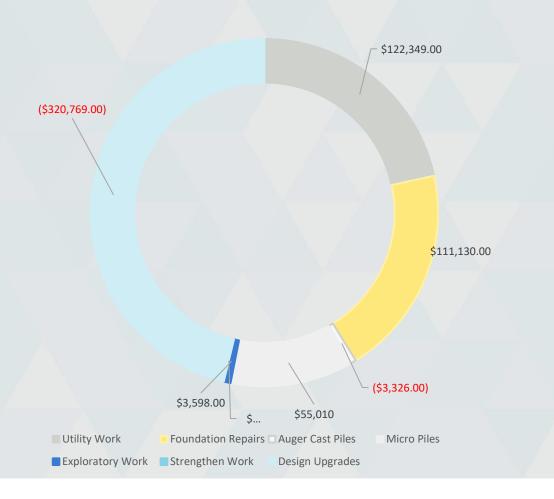


- ➤ Completed all the foundation and strengthening work in the Gold Deck and Tower. This included:
 - All Auger Cast Piles
 - All Micropiles other than four (4) in AYIB area
 - Reconciling conflicts with existing foundations in several locations that required redesign and other remediation efforts
 - Addressing severely cracked existing Georgia Dome pile caps by saw cutting, demo, or other remediation efforts in the field
- ➤ Now that the tower foundation work is complete, Drew, Skanska and their subcontractors have reconciled the drill lengths, obstructions, and other remediation efforts. We were able to get much of the costs covered within the cost of work in the GMP, resulting in a net negative change order in the amount of \$32,008 (so a reduction in the GMP).

CHANGE ORDER 003 COST EVENTS						
Approved / Pendin Change Order						
Change ID	AR	CE#	Date	Description	Amount	
Ü				·		
	AR 088	49	20-Jul-21	Auger Cast Piles Actual depth	(\$3,326.00)	
	AR 052	49.1	7-Dec-21	remove of grade beam required to install auger cast piles at A2 line	\$36,469.00	
		50	20-Jul-21	Micro Piles Actual Depth	\$55,010.00	
	AR 020	58	23-Jul-21	RFI Con103.1 Delete Foam Replace with SOG	(\$94,684.00)	
				Grade Beam conflict at GA power duct bank rerouted		
	AR 036	75	8-Aug-21	conduit	\$116,844.00	
	AR 021	77	9-Aug-21	Exploratory work for water meters	\$1,371.00	
	AR 022	90	12-Aug-21	RFI 139 Cut and Cap existing 24" waterline	\$12,396.00	
	AR 024		8-Sep-21	S&MC workstation electrical redesign	\$2,025.00	
ASI 004	AR 039		15-Sep-21	ASI 004 Deletion of Eastern detention Tank	(\$81,152.00)	
ASI 005	AR 040	136	15-Sep-21	ASI 005 Civil Coordination	\$84,037.00	
ASI 006	AR 041	144	16-Sep-21	ASI 006 Fire Protection Single Water Line Feed	(\$26,581.00)	
ASI 007	AR 042	160	6-Oct-21	ASI 007 Gas meter location	\$6,659.00	
	AR 050	168	30-Sep-21	B2 level unforeseen concrete foundations	\$4,643.00	
	AR 051	175	6-Oct-21	Orange deck retaining wall design	\$2,642.00	
	AR 056	176	7-Oct-21	Trap guard in lieu of specified trap	(\$86,005.00)	
	AR 038	188	13-Oct-21	Model Room VT doors	\$8,851.00	
	AR 049r	195	15-Oct-21	Change tub out 14" to 16" in Model Room	\$6,512.00	
	AR 044	198	20-Oct-21	Remove Cabinet and Countertops in Housekeeping	(\$63,622.00)	
	AR 075	201	22-Oct-21	Duct EF-5-1 Wall Conflict	(\$300.00)	
	AR 045r	216	4-Nov-21	Hilton Requested plumbing Accessories (Public restrooms)	\$21,001.00	
ASI 009	AR 067	219	5-Nov-21	ASI 009 Change Acoustical Mat	(\$79,282.00)	
	AR 046		8-Nov-21	Replace existing carpet around the model room	\$22,242.00	
ASI 010	AR 071	226	11-Nov-21	ASI #10 Level 1 Electrical	(\$68,041.00)	
7.0. 010	AR 077	239	1-Dec-21	Structural alternate of concealed steel structure RFI 286.1	\$68,699.00	
	AR 078	248	14-Dec-21	RFI-340 B2 Level Existing Pile Cap cracking P6/PN	\$2,059.00	
	AR 080	269	29-Dec-22	Selective demolition existing wall	\$5,503.00	
	AIT 000	203	25-000-22	RFI 353 RFI 340.1 Level B2 Existing Pile Cap with substantial	\$3,303.00	
	AR 084	273	7-Jan-22	cracking	\$23,959.00	
	AR 059	274	11-Jan-21	Credit VE substitution request change concealed RW pipe	(\$32,185.00)	
	AR 060	275	11-Jan-22	Change Specified buckaroo system high density fiberglass block for insulation pipe	(\$44,201.00)	
	AR 090		13-Jan-22	Exiting pipe conflict level 2 steel	\$2,028.00	
	AR 086		18-Jan-22	GA dome pile cap RFI 384.1	\$52,375.00	
	AR 091		20-Jan-22	New pile cap at PL/P6	(\$6,307.00)	
		288	20-Jan-22 20-Jan-22	additional demo required to removed exiting grade beams	\$2,575.00	
ASI 014	AR 081					
ASI 014	AR 070	295	26-Jan-22	ASI-14 change bathtub from 14" to Bootz 15-58" RFI 396 additional saw cutting and Hydrovac required	(\$29,171.00)	
	AR 087	299	28-Jan-22	existing foundations edge at B2 level	\$2,227.00	
	AR 069	330	14-Feb-22	Upgrade CCTV Cameras provide newer models with more storage, per GWCCA	\$42,722.00	
	. 11. 303	330	_ T T C D Z Z	Subtotal	(\$32,008.00)	



BREAKDOWN OF COSTS IN CO #003



STATED CONTRACT ALLOWANCES

No.	Description	\$ Amount	\$ Usage	Balance to Finish	% Complete
1.	Materials Testing Allowance Were Requested by Individual Spec Sections where not covered by subcontractors	\$68,000.00	(\$54,796.00)	\$13,204.00	0.44%
2.	Removal of 3,300 cyd of existing Georgia Dome slab, pile caps, and tunnel structure	\$571,000.00	(\$571,000.00)	\$0.00	0.00%
3.	Stated Allowance for Strengthening & Shoring, So.00B-2.B.1	\$75,000.00	(\$75,000.00)	\$0.00	0.00%
4.	Unforeseen Subsurface Conditions	\$500,000.00	(\$500,000.00)	\$0.00	0.00%
5.	Demo, Rerouting, Replacement of Exist. Conditions for Access for Strengthening at Auger piles	\$50,000.00	(\$50,000.00)	\$0.00	0.00%
6.	Removal / Replacement of damaged insulation at AYB	\$25,000.00	(\$7,747.00)	\$17,253.00	0.58%
7.	As-builts for existing footings on AYB	\$20,000.00	(\$20,000.00)	\$0.00	0.00%
8.	Moisture Mitigation at floor finishes	\$100,000.00	(\$77,270.00)	\$22,730.00	0.76%
9.	Allowance for Temporary Code Required Signage for TCO	\$65,000.00	(\$65,000.00)	\$0.00	0.00%
10.	Retrofit of existing steel connections at AYB	\$100,000.00	(\$60,454.00)	\$39,546.00	1.32%
11.	Professional engineering services and inspections at AYB	\$100,000.00	(\$75,000.00)	\$25,000.00	0.84%
12.	Structural repairs to existing drains at AYB	\$25,000.00		\$25,000.00	0.84%
13.	Signature Restaurant Buildout	\$553,366.00		\$553,366.00	18.52%
14.	Signature Restaurant Electrical and lighting	\$141,772.00		\$141,772.00	4.75%
15.	Sandblasting existing structure for painting at AYB	\$45,000.00		\$45,000.00	1.51%
16.	Rework of existing fire sprinklers under level 1 of AYB	\$20,000.00		\$20,000.00	0.67%
17.	Fire alarm modifications at AYB	\$9,187.00		\$9,187.00	0.31%
18.	Underground utility coordination at AYB	\$25,000.00	(\$25,000.00)	\$0.00	0.00%
19.	Patching waterproofing on NW terrace per PCE 4026	\$10,000.00		\$10,000.00	0.33%
20.	Thermal break detail at metal panels at entry lobby	\$25,000.00	(\$25,000.00)	\$0.00	0.00%
21.	Demo of Existing Caps and Piling for Access of Caisson Operation	\$50,000.00	(\$50,000.00)	\$0.00	0.00%
22.	Underpinning / Modifications at Existing HDBY Stair Level B2 S2.B2B	\$40,000.00	(\$40,000.00)	\$0.00	0.00%
23.	Decorative louver trim	\$12,000.00		\$12,000.00	0.40%
24.	Elevator spare parts	\$10,000.00	(\$6,978.00)	\$3,022.00	0.10%
25.	General conditions allowance per Article 4.2.2.3 of the Agreement	\$346,997.00		\$346,997.00	11.62%
	Total	\$2,987,322.00	(\$1,703,245.00)	\$1,284,077.00	42.98%

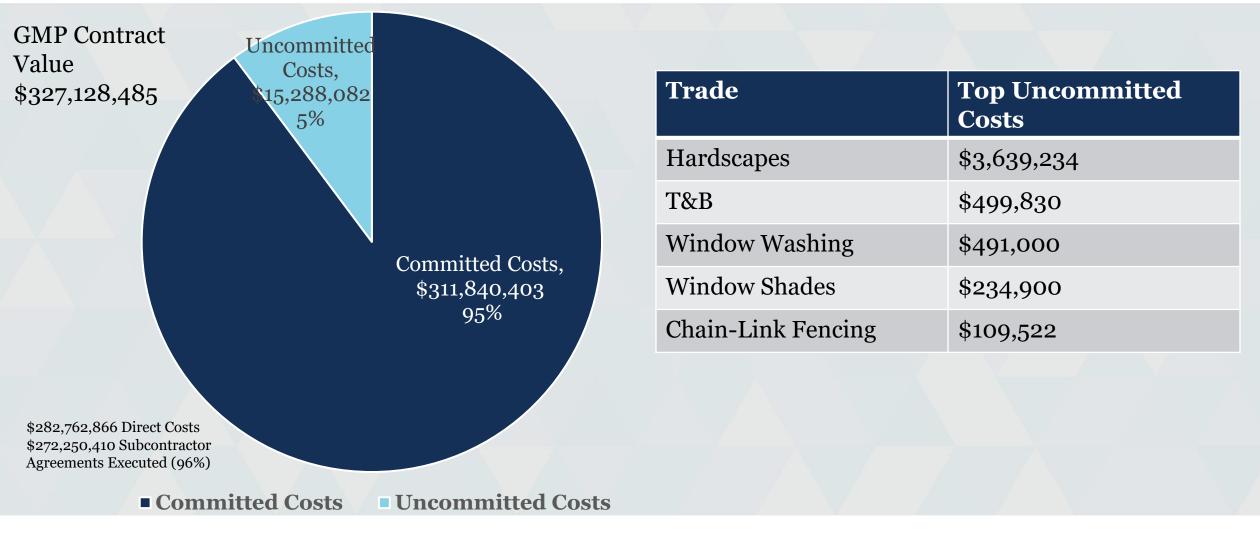
Foundation Work To Date



- > Estimate of foundation work spend to date: \$15M
- ➤ This includes allowances within GMP utilized for foundation work totaling \$1,703,245
- ➤ Change Order #002 addressed reconciliation of drilled piers in amount of \$524,660
- > Proposed Change Order #003 estimated at \$(32,008)
 - Credit in amount of \$320,769 for design adjustments/enhancements/value add
 - Added foundation work was therefore \$288,761
- ➤ Additional \$325,000 estimated for remaining AYIB remediation work for Change Order #004
- > Total change orders to "Come out of the Ground": \$1,138,421
- ➤ Change orders are approximately 7% of total foundation work

Subcontractor Update (Hard Costs)





Subcontractor Update (All Costs)





Schedule



619 days until Substantial Completion

Schedule



- > Working on optimizing the schedule to align construction schedule with Drew schedule to complete hotel fit out.
 - Engaged scheduling consultant to review schedule and facilitate work sessions with Skanska
 - Working with Jamco on the curtain wall sequence and interior guest room buildout and believe that will make up approximately five weeks in schedule
 - Looking at adding additional crews to shorten installation duration for FF&E
 - Roadmap to meet Substantial Completion Date of December 8, 2023



EBO Plan/ Georgia Contractor Update

- ➤ EBO Plan Target 31% Participation of M/WBE Firms
- Currently 27% GMP
- > 95% of GMP paid to Georgia contractors
 - 79% Firms with Georgia headquarters
 - 16% Firms with Georgia offices

Challenges



- > Supply Chain disruption causing delays, material shortages, and escalation
 - Looking at stored materials as mitigation measure
- > Potential impacts of geopolitical events
- > COVID-19 continued impact in Asia, where our case goods are manufactured



Questions?

Change Order No. 3 Resolution

Melana Kopman McClatchey Hotel Counsel

Change Order 3



NOW THEREFORE BE IT RESOLVED . . . that the Executive Director expressly is authorized, though not required, to take such actions and to execute and deliver such documents as may be necessary or appropriate to effect the execution of the proposed Change Order 3 (which proposed Change Order 3 substantially would be in the form attached hereto as Exhibit A), but only so long as such proposed Change Order 3 complies with the terms and conditions of the Agreement and applicable law and, in the judgment of the Executive Director, is consistent with the corporate purposes and mission of the Authority and the Authority's sound business practices.

Change Order 3



Questions?

Surplus Revenue Fund Update and Resolution

Kevin Duvall Chief Operating Officer

Melana Kopman McClatchey Hotel Counsel

Trust Indenture: Section 5.05 Flow of Funds



During the Board of Governor's retreat last September, staff illustrated the need for Board direction on the use of Surplus Revenue under the Trust Indenture.

1 st	Rebate fund
2 nd	Insurance Premium fund
3^{rd}	Senior FF&E Reserve fund
4 th 5 th	Administrative Fee fund First Tier Debt Service Account of the Debt Service Fund
6 th	First Tier Debt Service Reserve Fund
7 th	Second Tier Debt Service Account of the Debt Service Fund
8 th	Second Tier Debt Service Reserve fund
9 th	Operating Expense Reserve fund
10 th	Subordinate Management Fee fund
11 th	Subordinate FF&E Reserve fund
12 th	Senior Supplemental Reserve fund
13 th	Subordinate Supplement Reserve fund
14 th	Letter of Credit Reduction fund

15th To Authority

16th Surplus Revenue fund

Section 5.05 Flow of Funds

Sixteenth, to the Surplus Revenue Fund, the balance, if any, of moneys remaining in the Revenue Fund after making the transfers required by clauses *First* through *Fifteenth* above; provided that any amounts transferred to the Surplus Revenue Fund shall be distributed in accordance with the provisions of **Section 5.17 hereof.**

Section 5.17. Surplus Revenue Fund



- (a) Amounts credited to the Surplus Revenue Fund shall be used and applied for the following purposes and in the following order of priority:
- (i) to the payment of any unbudgeted Emergency Expenses or unbudgeted Capital Expenses necessary to comply with Legal Requirements;
- (ii) to pay Administrative Expenses and other expenses in the nature of administrative expenses which the Authority is required to pay pursuant to this Indenture or the Management Agreement and for which amounts on deposit in the Administrative Expense Fund are insufficient;
- (iii) to make transfers to the First Tier Debt Service Account required by Section 5.06(a) hereof;
- (iv) to make transfers to the First Tier Debt Service Reserve Fund in the amount required to restore its balance to the First Tier Debt Service Reserve Fund Requirement;
- (v) to make transfers to the Second Tier Debt Service Account required by Section 5.06(b) hereof;
- (vi) to make transfers to the Second Tier Debt Service Reserve Fund in the amount required to restore its balance to the Second Tier Debt Service Reserve Fund Requirement;
- (vii) to make transfers to the Operating Expense Reserve Fund in the amount required to restore its balance to the Operating Expense Reserve Requirement;

Section 5.17. Surplus Revenue Fund



- (viii) to make transfers to the Subordinate FF&E Reserve Fund;
- (ix) to make transfers to the Subordinate Management Fee Fund in the amount required to be maintained pursuant to Section 5.18;
- (x) to make transfers to the Senior Supplemental Reserve Fund in the amount required to restore its balance to the Senior Supplemental Reserve Fund Requirement;
- (xi) to make transfers to the Subordinate Supplemental Reserve Fund in the amount required to restore its balance to the Subordinate Supplemental Reserve Fund Requirement; and
- (xii) to make any other payments required to be made by the Authority pursuant to the express terms of the Management Agreement.
- (b) In addition to the purposes specified in subsection (a) above, so long as (1) the Additional Bonds Debt Service Coverage Ratio with respect to Second Tier Bonds for the preceding Fiscal Year was not less than 1.25:1.00 and (2) the Projected Additional Bonds Debt Service Coverage Ratio for the Second Tier Bonds is not less than 1.25:1:00, the Authority may use amounts in the Surplus Revenue Fund, in its sole and absolute discretion, for the following purposes:
- (i) to optionally redeem Bonds in accordance with Section 4.02 hereof; and
- (ii) to withdraw such funds and apply them to any lawful corporate purpose of the Authority.

Resolution Development



- ➤ At the Board Retreat, Staff indicated that the following categories would be considered to capture surplus revenue:
 - Hotel reserve beyond those identified in the "flow of funds"
 - GWCC operational reserve
 - GWCC CapEx, Major Maintenance & Repairs (MMR) reserve
 - Other Post Employment Benefits (OPEB)
- > Staff was directed to develop a board resolution that sets the priorities for the surplus revenue fund from the hotel.

AUTHORITY

Surplus Revenue Distribution

GWCCA OPEB TRUST FUND 25%

"...up to an amount which, when added to the balance then in the OPEB Trust Fund, will total the sum of fifty percent (50%) of an actuarially sound estimate of OPEB Liabilities as determined by an annual actuarial report"

GWCCA OPERATING RESERVE ACCOUNT 25%

"...up to an amount which, when added to the balance then in the Operating Reserve Account, will total the sum of fifty million dollars (\$50,000,000.00)"

GWCCA CAPITAL INVESTMENTS, REFURBISHMENT, AND MAINTENANCE RESERVE ACCOUNT 25%

"...up to an amount which, when added to the balance then in the Capital Investments, Refurbishment and Maintenance Account, will total the sum of one hundred million dollars (\$100,000,000.00)"

GWCCA HOTEL RESERVE ACCOUNT 25%

"...up to an amount which, when added to the balance then in the Hotel Reserve Account, will total the sum of fifty million dollars (\$50,000,000.00)"



Proposed Usage of Funds

GWCCA OPEB TRUST FUND	To fund current and future OPEB Liabilities
OPERATING RESERVE ACCOUNT	To pay Operating Expenses which include reasonable cost of operating, maintaining, and repairing the grounds and facilities of the Authority, including salaries, wages, the payment of contractual obligations incurred for maintaining the operation of the Authority, the cost of materials, supplies, rental of leased property (real or personal), insurance premiums, and audit fees
CAPITAL INVESTMENTS, REFURBISHMENT AND MAINTENANCE ACCOUNT	To pay for replacement, additions, and improvements to the Authority's grounds and facilities including the purchase of equipment and furniture
HOTEL RESERVE ACCOUNT	To pay toward early debt retirement and capital projects and improvements related to the hotel

Surplus Revenue Projection (See Handout)



➤ Illustration based upon Citi Group's *Pro Forma* for the Hotel



Questions?

Recommendation



➤ Board of Governors approval of Surplus Revenue Fund Resolution as presented to and approved by Development Committee on March 22, 2022.

Staff Recommends Approval.

Next Scheduled Meeting

April 26, 2022