PRE-DECISIONAL DOCUMENT

U.S. General Services Administration

Task One
Transfer of Interest Compliance Review

Emax Financial & Real Estate Advisory Services, LLC

March 24, 2022

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EMAX

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Purpose

- Emax Financial & Real Estate Advisory Services, LLC ("Emax") was contracted to provide professional real estate, accounting, and technical advisory services to support the U.S. General Services Administration's Public Buildings Service with performing a due diligence review on the potential transfer of Trump Old Post Office LLC's ("Tenant") 60-year Ground Lease ("GL") at the Old Post Office Building ("OPO Hotel") in Washington, D.C. to a qualified interest transferee.

- Emax conducted an evaluation of documentation provided to GSA, by the Tenant, to demonstrate that the Proposed Transferee meets all terms and conditions of the GL. Emax's work included:
  - Due diligence review of all submitted documents onsite & offsite;
  - Review and research of the proposed organizational chart and all of its entities; and
  - Examination of documents relating to the confirmation of the Qualified Transferee, Qualified Operator, Hotel Standard, and Institutional Lender.

Factors Being Evaluated

Prior to any assignment of interest, it must be demonstrated that the Proposed Transferee meets all of the terms and conditions of the GL and is in compliance with Section 37 of the GL. Emax was tasked to determine compliance with the following lease requirements:

- **Factor 1:** The term Qualified Transferee is more fully defined in this presentation beginning on Slide 19, but is summarized here as an entity that:
  - i. will use premises for permitted uses (as defined in the GL);
  - ii. is authorized (or qualified) to do business in the District of Columbia;
  - iii. has a good business reputation and is not an excluded contractor (e.g., debarred);
  - iv. has demonstrable prior successful experience in owning and operating a high-quality, full-serviced hotel;

Factors Being Evaluated cont.

v. has sufficient capability to manage properties of historic significance;

vi. has financial capacity, financial condition, and operating performance to perform its obligation under the GL; and,

vii. has certain minimum access to liquidity and net worth.

Emax was also tasked to advise GSA whether, in its opinion, the Tenant has satisfied all of the terms and conditions of the GL that are predicated to effectuating a transfer of the leasehold interest, which also includes reviewing the proposed Qualified Operator and Institutional Lender.

- **Factor 2:** Determination if Proposed Operator meets the conditions of a Qualified Operator. The term Qualified Operator is more fully defined in this presentation on Slide 72.

Factors Being Evaluated cont.

- **Factor 3:** Determination if Proposed Operator meets the conditions of an Institutional Lender. The term Institutional Lender is more fully defined in this presentation on Slide 81.

Summary of Findings

Emax conducted an evaluation of submitted documentation (see Appendix A) to determine if Proposed Transferee, Proposed Operator and Proposed Institutional Lender met all three (3) required factors under the terms of the GL. Our findings are as follows:

1. Assuming the accuracy of the information provided, and the due enforceability of the documents submitted, and further assuming that there is not material adverse change to the information or terms of those documents through closing, **the Proposed Transferee meets the requirements of a Qualified Transferee.**

2. Assuming the accuracy of the information provided, and the due enforceability of the documents submitted, and further assuming that there is not material adverse change to the information or terms of those documents through closing, **the Proposed Operator meets the requirements of a Qualified Operator**.

Summary of Findings cont.

3. Assuming the accuracy of the information provided, and the due enforceability of the documents submitted, and further assuming that there is not material adverse change to the information or terms of those documents through closing, **the Proposed Institutional Lender meets the requirements of a Institutional Lender**.

Summary of Findings cont.

Table 1: Summary of Findings Factor 1, Factor 2 & Factor 3

Factor 1: Determination of Qualified Transferee											
	Use of Premise Subfactor (i)	Business Auth. Subfactor (ii)	Reputation Subfactor (iii)		Experience Subfactor (iv)		Experience Historic Prop. Subfactor (v)	Financial Subfactor (vi)		Financial Subfactor (vii)	
			Good Bus. Rep.	Excl. Contr.	Own.	Operate		Fin. Cap.	Ten. Reps.	Acc. to Liq.	Net Worth
Rating	Blue	Blue	Blue	Pass	Green	Blue	Blue	Blue	Pass	Pass	Pass

Factor 2: Determination of Qualified Operator and Factor 3: Determination of Qualified Institutional Lender			
	Qualified Operator Factor 2(a)	Qualified Operator Factor 2(b)(c)	Institutional Lender Factor 3
Rating	Pass	Blue	Pass

- A summary of ratings for all requirements of a Qualified Transferee, Qualified Operator and Institutional Lender is shown above. Details of the compliance review are provided on the slides that follow.

Overview of Transaction

- Pursuant to the terms of Article XV of the GL, Tenant has requested approval of the transfer of its rights in the GL to CGI 1100 OPO Management, LP ("Proposed Transferee"), a Delaware limited partnership. The investment manager of the fund is CGI Investment Management, LLC, a limited liability company which is a subsidiary of CGI Merchant Group, LLC ("CGI"), the Sponsor of the Proposed Transferee. The sole general partner of the Proposed Transferee is CGI Hospitality Group I, LLC. The Proposed Transferee is proposing to rebrand the OPO Hotel as a Hilton Waldorf Astoria Hotels & Resorts and the CGI proprietary brand Conscious Certified Hotel.

- CGI Funds Group, LLC ("Funds Group") is the Controlling Person of the Proposed Transferee. Funds Group is the 100% Manager and Sole Member of CGI Management, LLC who is 100% Manager and Sole Member of CGI Investment Management, LLC which is the Manager of two opportunity funds, CGI Fund I, LP ("Fund I") and CGI Hospitality Opportunity Fund I, LP ("H-Fund").

Overview of Transaction cont.

- The Proposed Transferee intends to implement a value-added strategy to improve the financial performance and market visibility, centered around four critical areas: (i) Room Revenues, (ii) Food & Beverage, (iii) Banquet and (iv) Retail Spaces.

- The Proposed Operator is Hilton Worldwide Holdings Inc along with its direct and indirect subsidiaries ("Hilton").

- The Proposed Transferee will into a Branding and Management Agreement ("BAMA") with Hilton to operate the hotel under the Waldorf Astoria Hotels & Resorts brand.

- The Waldorf Astoria Hotels & Resorts is a luxury brand in landmark destinations with over 90 years of experience and includes 31 hotels and resorts in 14 countries and territories.

Overview of Transaction cont.

- The Conscious Certified Hotels brand was created based on core values driven from Environmental, Social, and Corporate Governance ("ESG") best practices focusing on Social, Health and Environmental ("SHE") principals known as SHE Pillars.

- MSD Partners, an investment firm, will be providing the debt financing for Acquisition Loan for (b) (4) [redacted] as the Institutional Lender for the transaction.

Proposed Transferee Defined

- Founded in 2006, CGI is a global investment management firm focusing on real estate and private equity. CGI is responsible for structuring the transaction which will result in the successful execution of the transfer of the GL to the Proposed Transferee. Raoul Thomas is the 100% owner and sole member of CGI.
  - CGI 1100 OPO Management LP, a Delaware limited partnership is the Proposed Transferee. The General Partner of the Proposed Transferee is OPO Management GP, LLC.
  - **100% Control of the Proposed Transferee** rests with CGI Funds Group, LLC, a Florida limited liability company. Raoul Thomas has 100% Control of CGI Funds Group, LLC. The financials of H-Fund and Fund I are consolidated into the CGI Funds Group, LLC.
  - H-Fund will be making a (b) (4) [redacted] equity investment and CGI 1100 OPO Investors, LP ("Sidecar") will be (b) (4) [redacted] investment at closing to acquire the GL.
  - CGI is the Sponsor of the H-Fund and CGI Investment Management, LLC is the Registered Investment Advisor and Manager of the H-Fund.

Proposed Operator Defined

- Hilton is the proposed Qualified Operator under the terms of the GL.
  - Portfolio of 18 brands comprising more than 6,800 properties and more than 1 million rooms in 122 countries and territories.
- CGI will enter into a BAMA with Hilton to manage the property as Waldorf Astoria Washington DC.
- Hilton brings the following capabilities:
  - The prestige and experience of the Waldorf Astoria brand which offers the highest standard of facilities and services in the hotel industry.
  - A management model that has been building value for Hilton-branded hotels for over 100 years.
  - The ability to leverage internal enterprise resources.
  - Deep relationships with Hilton Worldwide Sales and other hospitality leaders to deliver a competitive edge.
  - Access to proprietary tools including Revenue Management systems that connect the hotel with Hilton's commercial engine and Group Sales tools to consolidate demand and generate leads.

Compliance Ratings

Emax evaluated all the materials presented by the Proposed Transferee and/or Proposed Operator and assigned one of four color ratings to determine compliance with the terms of the GL that are qualitative.

- **Blue (B) – Exceptional**: – Exceeds specified minimum Lease Requirements delineated in Article 15 of the GL in a manner beneficial to the Government; documentation provided must have one or more Strengths and no Deficiencies to receive a Blue
- **Green (G) – Acceptable** – Meets specified minimum Lease Requirements delineated in Article 15 of the GL; documentation provided must have no Deficiencies but may have one or more Strengths.
- **Yellow (Y) – Marginal** – Does not clearly meet some specified minimum Lease Requirements delineated in Article 15 of GL, but any such uncertainty is correctable.
- **Red (R) – Unacceptable** – Fails to meet specified minimum Lease Requirements delineated in Article 15 of GL; documentation provided has one or more Deficiencies.

Compliance Rating Definitions

- **Strength** – An aspect that appreciably decreases the risk of unsuccessful Proposed Transferee or Proposed Operator performance, or that represents a significant benefit to the Government.

- **Risk** – An element that increases the risk of unsuccessful Proposed Transferee or Proposed Operator performance.

- **Deficiency** – A material failure of the Proposed Transferee or Proposed Operator to not meet the terms and conditions of the ground lease pertaining to a transfer of interest.

Acceptability Rating

Emax assigned either a pass or fail rating to determine compliance with the terms of the GL not deemed qualitative but meets minimum standard requirements. Emax reviewed the Proposed Transferee, the Proposed Operator and the Institutional Lender to determine compliance with Excluded Contractor, Article 37 for Tenant Representations, Access to Liquidity and Net Worth provisions of the GL.

- **Pass:** The Proposed Transferee, Qualified Operator or Institutional Lender submission meets stated minimum Lease Requirements.
- **Fail:** The Proposed Transferee, Qualified Operator or Institutional Lender submission fails to meet stated minimum Lease Requirements.

Due Diligence Overview

- Emax took the following steps to complete the review of all documentation and additional research required by the tasks in the statement of work:
  - Held weekly conference calls with GSA;
  - Logged all submitted documentation by the Tenant and Proposed Transferee;
  - Reviewed all submitted documentation;
  - Conducted compliance review on and offsite of all provided information to determine strengths, risks and deficiencies in documentation;
  - Developed documents requests and sets of follow-up questions for the Tenant and Proposed Transferee; and
  - Met with the Proposed Transferee to discuss outstanding requests and questions.

Requirements Reviewed

Table 2: Requirements Reviewed

#	Lease Article	Article Name	Reviewed
1	Definitions	"Access To Liquidity"	**Yes**
2	Definitions	"Control"	**Yes**
3	Definitions	"Net Worth"	**Yes**
4	Definitions	"Qualified Transferee"	**Yes**
5	Article 3	Loan to Value	**Yes**
6	Article 15	Operator; Assignment and Subletting	**Yes**
7	Article 18	Leasehold Mortgages and Mezzanine Loans	**Yes**
8	Article 37.14	Identity of Tenant	**Yes**
9	Article 37.15	Tenant's Representations	**Yes**
10	Exhibit G	Form of Ownership	**Yes**

*Emax has not reviewed the current amendment in process to Article 18 of the Ground Lease, only the article, as currently stated in the Ground Lease dated August 5, 2013.

Summary of Findings – Factor 1

Table 3: Summary of Findings Factor 1

Factor 1: Determination of Qualified Transferee											
	Use of Premise Subfactor (i)	Business Auth. Subfactor (ii)	Reputation Subfactor (iii)		Experience Subfactor (iv)		Experience Historic Prop. Subfactor (v)	Financial Subfactor (vi)		Financial Subfactor (vii)	
			Good Bus. Rep.	Excl. Contr.	Own.	Operate		Fin. Cap.	Ten. Reps.	Acc. to Liq.	Net Worth
Rating	Blue	Blue	Blue	Pass	Green	Blue	Blue	Blue	Pass	Pass	Pass

- A summary of ratings for all requirements of a Qualified Transferee is shown above. Details of the review are provided on the slides that follow.

Overview of Determination

Factor 1: Determination of Qualified Transferee

Use of Premises Requirement

- Subfactor (i)
  - This subfactor is met when the Proposed Transferee demonstrates that it:
    - (i) will use the Premises for the Permitted Use in accordance with the Applicable Standard
    - Applicable Hotel Standard shall mean the Tenant is operating the OPO Hotel in accordance with the Minimum Operating Standard or Initial Hotel Standard, as applicable and in effect at the time of the determination.

- Subfactor (i) - Supporting Documentation
  - Hilton 2021 4th Quarter and Full Year Results Report
  - CGI Fund H GSA Power Point Presentation
  - CGI Response Letter 12/22/21 and 1/31/22
  - Draft Hilton Transition Summary and Timeline
  - Conscious Certified Hotels
  - Property Improvement Plan
  - Independent Research

Use of Premises Rating

Subfactor (i) – Premises used in accordance with the Applicable Standard	
Blue	
Rationale	▪ **The Proposed Transferee's submitted plan exceeds the specified minimum Lease Requirements in a manner beneficial to the Government as the Waldorf Astoria Hotels & Resorts is a luxury hotel and resort brand of Hilton Worldwide which offer the highest standards of facilities and service.** ▪ Two (2) Strengths ▪ No Risks Identified ▪ No Deficiencies Identified

Use of Premises Discussion

Subfactor (i) – Premises used in accordance with the Applicable Standard	
Blue	
Strength #1	▪ Waldorf Astoria Hotels & Resorts is a luxury hotel and resort brand of Hilton. ▪ It is positioned as (b) (4) [redacted] which offer the highest standards of facilities and service. ▪ As of December 31, 2021, the Waldorf Astoria is operating in 31 properties with 8,640 rooms and is rated equal to or greater than a Four-Star hotel by Forbes and equal to or greater than a Four-Diamond hotels or the American Automobile Association (AAA).

Use of Premises Discussion

Subfactor (i) – Premises used in accordance with the Applicable Standard	
Blue	

Strength #2	▪ Hilton Transition Summary and Timeline shows transition planning strategy that will occur over (b) (4) [redacted] with new capital investment (b) (4) [redacted]
	▪ Business Plan includes:
	  ▪ Plans to add further value to the qualified property in several major areas of the hotel, strengthening the position of the hotel and giving it an advantage against (b) (4) [redacted]
	  ▪ ESG strategies (donations, non-profit partnerships, programming initiatives, etc.) will help contribute to both financial performance and the community.

Risks	▪ None
Deficiencies	▪ None

Business Authorization Requirement

- Subfactor (ii) – Requirement
  - This subfactor is met when the Proposed Transferee demonstrates that it is:
    - (ii) is authorized (or qualified) to do business in the District of Columbia

- Subfactor (ii) - Supporting Documentation
  - CGI Response Letter 1.14.22
  - Certificate of Registration for the District of Columbia
  - Foreign Registration Statement with DC Regulatory Affairs

Business Authorization Rating

Subfactor (ii) – Authorized to do business in DC	
Blue	
Rationale	▪ **The Proposed Transferee exceeds the specified minimum Lease Requirements in a manner beneficial to the Government as the Proposed Transferee submitted valid documentation to show authorization to do business in the District of Columbia.** ▪ Two (2) Strengths ▪ No Risks Identified ▪ No Deficiencies Identified

Business Authorization Discussion

Subfactor (ii) – Authorized to do business in DC	
Blue	
Strength #1	▪ Proposed Transferee provided a Certificate of Registration for the District of Columbia
Strength #2	▪ Proposed Transferee filing of a Foreign Registration Statement with DC Regulatory Affairs
Risks	▪ None
Deficiencies	▪ None

Good Business/Excluded Contractor Requirement

- Subfactor (iii) – Requirement
  - This subfactor is met when the Proposed Transferee demonstrates that it:
    - (iii) has a (a) good business reputation and (b) is not an Excluded Contractor

- Subfactor (iii) - Supporting Documentation
  - CGI Fund H GSA Power Point Presentation
  - CGI Response Letter 12/22/21, 1/14/22, 1/31/22 and 3/11/22
  - Non-Excluded Contractor Certification
  - LPs Certificate
  - Subscription Agreement
  - (b) (4) [redacted] Fund Administrator Certificate
  - CGI Hospitality Fund & Raoul Thomas Legal Searches and certification
  - CGI Awards, Achievements, and Accolades
  - Reference Letters
  - Hilton Draft Branding and Management Agreement Term Sheet
  - Independent Research

Good Business Reputation Rating

Subfactor (iii)(a) – Good business reputation	
Blue	
Rationale	▪ **The Proposed Transferee exceeds the specified minimum Lease Requirements in a manner beneficial to the Government through demonstrating that it has a good business reputation and is not an Excluded Contractor.** ▪ Six (6) Strengths ▪ No Risks Identified ▪ No Deficiencies Identified

Good Business Reputation Discussion

Subfactor (iii)(a) – Good business reputation	
Blue	
Strength #1	▪ CGI Awards, Achievements, and Accolades demonstrates highlights about CGI and CGI Owner's business reputation and dedication to social causes: ▪ Deal of the Year Awards in 2019 and 2021 the (b) (4) [redacted] (b) (4) [redacted] for acquisitions made by the H-Fund. ▪ Positive press features in national publications such as Bloomberg and The Wall Street Journal.
Strength #2	▪ Committed to donating (b) (4) [redacted] of fees relating to the Fund-to-Fund initiatives that support the surrounding community via a donation on behalf of CGI's Conscious Certified Hotels™ brand. ▪ Partnerships with be established with local non-profits to support causes that align with U.N. Sustainable Development Goals.

Good Business Reputation Discussion

Subfactor (iii)(a) – Good business reputation	
Blue	
Strength #3	▪ Waldorf Astoria Washington DC will be enrolled in Hilton's LightStay program for tracking and management of environmental impact.
Strength #4	▪ Reference letters provided detail strong support of CGI acquiring Old Post Office from government officials and other hospitality leaders (b) (4) [redacted]

Good Business Reputation Discussion

Subfactor (iii)(a) – Good business reputation	
Blue	
Strength #5	▪ CGI Hospitality Opportunity Fund I, LP cleared the following legal searches in Delaware and Miami: Patriot Name Search, Local Judgement Search, UCC Debtor Search, Federal Tax Lien Search, Local Defendant Search, Bankruptcy Search, Federal Defendant Search, Federal Judgement Search ▪ Certification in the state of Delaware for H-Fund that there are no financing statements, federal tax liens or utility security instruments filed as of October 19, 2021 ▪ Raoul Thomas cleared the following legal searches in Miami: Local Judgement Search, UCC Debtor Search, Local Defendant Search, Bankruptcy Search, Federal Defendant Search, Federal Judgement Search
Strength #6	▪ CGI is entering into a long-term branding and hotel management agreement with Hilton demonstrating the Proposed Transferee's capacity to do business with credit worthy corporations

Good Business Reputation Discussion

Subfactor (iii)(a) – Good business reputation	
Blue	
Risks	▪ None
Deficiencies	▪ None

Excluded Contractor Acceptability

Subfactor (iii)(b) – Not an Excluded Contractor	
Pass	
Rationale	▪ Certificate of Non-Excluded Contractor, executed by Raoul Thomas on December 20, 2021 certifying that the Proposed Transferee nor any of its Persons holding a controlling interest are Excluded Contractors. ▪ Certificate Regarding Limited Partners, executed by Raoul Thomas on January 28, 2022 certifying that the Proposed Transferee or, any owner of a direct or indirect interest in Proposed Transferee are on Government Lists or subject to the prohibitions contained in the rules and regulations of the Office of Foreign Asset Control. ▪ Certification of Anti-Money Laundering & Sanctions Requirement, executed by (b) (4) [redacted] on January 26, 2022 as an authorized representative of (b) (4) [redacted] (b) (4) [redacted] which is the H-Fund administrator. ▪ Subscription Agreement includes direct representations and warranties from each limited partner related to this requirement.

Excluded Contractor Acceptability

Subfactor (iii)(b) – Not an Excluded Contractor	
Pass	
Rationale cont.	▪ Independent research did not show any indication that the Proposed Transferee, CGI Merchant Group, LLC or Raoul Thomas, as the 100% Sole Member and Manager with 100% control and legal interest to have a negative business reputation or to be an Excluded Contractor.

Experience Owning and Operating Requirement

- Subfactor (iv) – Requirement
  - This subfactor is met when the Proposed Transferee demonstrates that it:
    - (iv) has demonstrable prior successful experience in (a) owning and (b) operating (either itself or a Person holding a controlling interest (which satisfies items (i), (ii) and (iii) in the definition of Control) in the transferee) a full-service hotel of quality equal to or better than the Applicable Hotel Standard (which operating experience element of this clause (iv) can be satisfied if a Qualified Operator is retained at the Premises)

Experience Owning and Operating Requirement cont.

- Subfactor (iv) - Supporting Documentation
  - CGI Fund H GSA Power Point Presentation
  - CGI Response Letter 12/22/21, 1/14/22, 1/31/22 & 3/11/22
  - Conscious Certified Hotels
  - Draft Hilton Transition Summary and Timeline
  - Hilton Property Improvement Plan
  - Draft Hilton Branding and Management Agreement Term Sheet
  - (b) (4) [redacted] Appraisals dated 2021 for H-Fund Properties
  - Private Placement Memorandum
  - CGI Funds, Group LLC and CGI Hospitality Opportunity Fund I, LP Financial Statements
  - Hilton Investment Letter (Redacted) and Subscription Agreement Executed Page (Redacted)
  - Waldorf Astoria Washington DC Updated Competitive Set
  - Independent Research

Experience Owning Rating

Subfactor (iv)(a) – Experience Owning (Proposed Transferee)	
Green	
Rationale	▪ **The proposal meets specified minimum Lease Requirements delineated in Article 15 of the GL** ▪ Two (2) Strengths ▪ One (1) Risk Identified which has mitigations to achieve an acceptable residual risk to the Government ▪ No Deficiencies Identified

Experience Owning Discussion

Subfactor (iv)(a) – Experience Owning (Proposed Transferee)	
Green	
Strength #1	▪ H-Fund owns two four-star hotels: (b) (4) [redacted] and the (b) (4) [redacted] which meet the Applicable Hotel Standard. ▪ Hilton flagged hotels within the Curio Collection ▪ [redacted] (b) (4) [redacted], 2021 Appraised Value (b) (4) [redacted]) ▪ CGI first acquired in (b) [redacted] and sold to H-Fund in (b) (4) [redacted] ▪ 2019 (b) (4) [redacted] deal of the year award for the fast repositioning to the Curio Collection by Hilton ▪ The Proposed Transferee reported for (b) (4) [redacted], approximate (b) [redacted] increase in (b) [redacted] compared to pre-pandemic 2019 ▪ The Proposed Transferee reported for [redacted] [redacted], approximate (b) (4) [redacted] increase in (b) (4) [redacted] compared to Q4 2019

Experience Owning Discussion

Subfactor (iv)(a) – Experience Owning (Proposed Transferee)	
Green	
Strength #1 cont.	▪ (b) (4) [redacted], 2021 Appraised Value (b) (4) [redacted]) ▪ CGI acquired (b) (4) [redacted] ▪ 2021 (b) (4) [redacted] deal of the year award ▪ Procured (b) (4) [redacted] to operate the F&B outlets, which will generate income of approximately (b) (4) [redacted] ▪ Proposed Transferee reported an (b) (4) [redacted] since the re-opening of the hotel in (b) (4) [redacted] which is approximately [redacted] higher than budget.

Experience Owning Discussion

Subfactor (iv)(a) – Experience Owning (Proposed Transferee)	
Green	
Strength #2	▪ CGI executive team (Raoul Thomas, Euclid Walker, Robert Festinger and Carl Burton) experience in owning and management of hospitality assets ([redacted]) [redacted]

Experience Owning Discussion

Subfactor (iv)(a) – Experience Owning (Proposed Transferee)	
Green	
Risk #1	▪ The Controlling Person of the Proposed Transferee has limited experience in owning hotels over a long period of time ▪ Mitigation: ▪ Hilton as the Qualified Operator has both an extensive background in owning and operating hotels that satisfy the Applicable Standard ▪ Hilton will be making a (b) (4) [redacted] investment in H-Fund and providing a (b) (4) [redacted] loan guarantee
Deficiencies	▪ None

Experience Operating Rating

Subfactor (iv)(b) – Experience Operating (Proposed Operator)	
Blue	
Rationale	▪ **The Proposed Transferee exceeds the specified minimum Lease Requirements in a manner beneficial to the Government through demonstrating Hilton's experience, in its capacity as a Qualified Operator, operating hotels quality equal to or better than the Applicable Hotel Standard** ▪ Four (4) Strengths ▪ No Risks Identified ▪ No Deficiencies Identified

Experience Operating Discussion

Subfactor (iv)(b) – Experience Operating (Proposed Operator)	
Blue	
Strength #1	▪ Hilton and the Waldorf Astoria Hotels & Resorts brand name recognition ▪ Waldorf Astoria Hotels & Resorts meets the Applicable Hotel Standard of luxury hotels ▪ 90+ Years of Brand History ▪ 8,640 Rooms ▪ 31 Iconic Properties in 14 countries
Strength #2	▪ Access to Hilton Management Services ▪ Global marketing strategy ▪ Supply management ▪ Proprietary tools: Revenue Management and Group Sales ▪ Access to Hilton Honors members (106 million) ▪ (b) (4) [redacted] Property Improvement Plan

Experience Operating Discussion

Subfactor (iv)(b) – Experience Operating (Proposed Operator)	
Blue	
Strength #3	▪ Hilton financial position and stake in Proposed Transferee: fund investment and limited loan repayment guaranty ▪ $5.7 Billion in Global Revenues from 2021 ▪ (b) (4) [redacted] committed to H-Fund ▪ (b) (4) [redacted] called capital ▪ (b) (4) [redacted] uncalled capital ▪ [redacted] limited loan guaranty
Strength #4	▪ Proposed Transferee and Hilton entered into a Branding and Management Agreement
Risks	▪ None
Deficiencies	▪ None

Historical Property Requirement

- Subfactor (v) – Requirement
  - This subfactor is met when the Proposed Transferee demonstrates that it:
    - (v) has sufficient capability to manage properties of historic significance (which clause (v) can be satisfied if a Qualified Operator is retained at the Premises)

- Subfactor (v) - Supporting Documentation
  - CGI Fund H GSA Power Point Presentation
  - CGI Response Letter 12/22/21
  - Draft Hilton Branding and Management Agreement Term Sheet
  - Independent Research

Historical Property Rating

Subfactor (v) – Management of Historically Significant Properties	
Blue	
Rationale	▪ **The Proposed Transferee exceeds the specified minimum Lease Requirements in a manner beneficial to the Government through demonstrating Hilton's experience, in its capacity as a Qualified Operator, operating hotels with historical significance** ▪ Three (3) Strengths ▪ No Risks Identified ▪ No Deficiencies Identified

Historical Property Discussion

Subfactor (v) – Management of Historically Significant Properties	
Blue	

Strength #1	▪ Hilton portfolio includes hotels of historical significance
	▪ (b) (4) [redacted]
	  ▪ National Historic Landmark
	  ▪ Managed by Hilton since August of 2017 under Curio Collection
	▪ (b) (4) [redacted]
	  ▪ Historic Hotels of America
	  ▪ National Trust for Historic Preservation
	  ▪ Hilton involvement in ownership and management of property since (b) [redacted]
	▪ (b) (4) [redacted]
	  ▪ National Registry of Historic Places
	  ▪ (b) (4) [redacted]
	  ▪ National Trust for Historic Preservation
	  ▪ Hilton involvement in ownership and management of property since [redacted]

Historical Property Discussion

Subfactor (v) – Management of Historically Significant Properties	
Blue	
Strength #1 cont.	▪ (b) (4) [redacted] ▪ Constructed in 1910 and considered to be a landmark building of (b) (4) [redacted] ▪ Operated by Hilton since (b) (4) [redacted] under Waldorf Astoria brand
Strength #2	▪ The H-Fund currently owns the (b) (4) [redacted] which is classified as a contributing building within the (b) (4) [redacted] Historic District ▪ The (b) (4) [redacted] Historic District was adopted by the City on July 23, 1986, per (b) (4) [redacted]
Strength #3	▪ Proposed Transferee and Hilton entered into a Branding and Management Agreement
Risks	▪ None
Deficiencies	▪ None

Financial Capacity Requirement

- Factor (vi)a – Requirement
  - This Factor is met when the Proposed Transferee demonstrates that it:
    - (vi) has sufficient financial capacity to perform its obligations under this Lease, and the financial condition and operating performance of the transferee is similar to or better than the financial condition and operating performance of the initial Tenant under this Lease, and

- Factor (vi)a - Supporting Documentation
  - Audited Financial Statements for FY 2020 for H-Fund and Fund I
  - Unaudited financial statements for FY 2021 for H-Fund and Fund I
  - Unaudited Consolidated Financial Statements for CGI Funds Group, LLC 2019, 2020, and partial 2021 as of 9/30/2021.
  - (b) (4) [redacted] Appraisals dated 2021 & 2022 for Fund I Properties
  - [redacted] Appraisals dated 2021 for H-Fund Properties
  - Trump Old Post Office LLC Reporting FY 2014 – January 2022

Financial Capacity Requirement cont.

- Factor (vi)a - Supporting Documentation
  - Trump Old Post Office LLC Reporting FY 2014 – January 2022
  - Hilton Transaction Summary and Timeline
  - H-Fund – Financial Package
  - Hilton – H-Fund – Waldorf Astoria Washington, DC Proforma
  - Waldorf Astoria Washington D. C. Proforma 12/23/21
  - Independent Proforma
  - GSA Response Letters
  - Hilton Investment Letter
  - H-Fund Private Placement Memorandum
  - Waldorf Astoria Washington DC MSD Loan Term Sheet
  - Waldorf Astoria Washington DC Updated Competitive Set
  - Updated Tenant Ownership Structure
  - Letter from Raoul Thomas dated 3/21/2022
  - Subscription Agreement Template
  - Hilton 2021 4th Quarter and Full Year Results Report
  - Executed Subscription Agreement from Investor 1

Financial Capacity Requirement cont.

- Factor (vi)a - Supporting Documentation
  - Subscription Letter from Hilton dated 3/22/2022
  - CGI email regarding Hilton uncalled capital dated 3/23/2022
  - Independent Capital Market Research

Financial Capacity Rating

Subfactor (vi)(a) – Financial Capacity	
Blue	
Rationale	▪ **The proposal meets specified minimum Lease Requirements delineated in Section 15 of the GL** ▪ Eight (8) Strengths ▪ Three (3) Risks which have mitigations to achieve an acceptable residual risk to the Government ▪ No Deficiencies Identified

Financial Capacity Discussion

Subfactor (vi)(a) – Financial Capacity	
Blue	
Strength #1 Capacity to Perform	▪ The Controlling Party is General Partner of two investment funds with an unaudited FY 2021 Net Asset Value of (b) (4) [redacted] Year end unaudited FY 2021 financial statements for the two (2) funds demonstrate that the Controlling Person has raised capital in excess of (b) (4) [redacted] over the previous 12 months.
Strength #2 Capacity to Perform	▪ H-Fund will have access to additional uncalled capital from (b) (4) [redacted] and other H-Fund investors to support unforeseen expenses.
Strength #3 Financial Capacity	▪ Sources and Uses of funds provide for an interest and carry reserve of (b) (4) [redacted] (b) (4) [redacted] after closing to fund interest and negative carry.
Strength #4 Financial Capacity	▪ Equity Investment in excess of (b) (4) [redacted] by H-Fund and Sidecar Investors. Equity represents approximately (b) (4) [redacted] of total capital investment providing for low leverage. The debt to capital ratio of the proposed transaction is lower than the current debt to capital ratio of the Tenant.

Financial Capacity Discussion

Subfactor (vi)(a) – Financial Capacity	
Blue	
Strength #5 Capacity to Perform	**Capacity to Perform** ▪ Hilton is investing (b) (4) [redacted] into the H-Fund and providing a (b) (4) [redacted] guarantee to the Lender.
Strength #6 Capacity to Perform	▪ Proposed Transferee provided appraisals for Fund I supporting the unaudited FY 2021 financial statement in which there was a (b) (4) [redacted] fair value increase.
Strength #7 Capacity to Perform	▪ Proposed Transferee provided appraisals for H-Fund supporting (b) (4) [redacted] fair value assumptions for the two (b) (4) [redacted] hotels presented in the unaudited FY 2021 financial statements.

Financial Capacity Discussion

Subfactor (vi)(a) – Financial Capacity	
Blue	
Strength #8 Capacity to Perform	▪ Hilton reported the full year 2021 results on February 16, 2022, demonstrating that the Waldorf Astoria Hotels and Resorts posted significantly higher results than the 2021 performance of the Trump Old Post Office, LLC. The published statistics for the Waldorf Astoria Hotels and Resorts portfolio for the last 3 months of FY 2021 are as follows: (b) (4) [redacted] (b) (4) [redacted]

Financial Capacity Discussion

Subfactor (vi)(a) – Financial Capacity	
Blue	
Risk #1	▪ **The Controlling Person is owned solely by one individual (Raoul Thomas) and managed by an entity (CGI Merchant Group, LLC) that is managed and 100% owner by the same individual party. Both the manager of the Controlling Person and the owner did not provide financial statements and it is difficult to ascertain the financial position of these parties**. Mitigations are as follow: ▪ Financial responsibility of the Controlling Party is limited to (b) (4) of the capital structure. ▪ Hilton is investing (b) (4) into the H-Fund. ▪ The Sidecar investment vehicle will be investing (b) (4) at closing. ▪ Investor 1 has an uncalled capital commitment of (b) (4) ▪ The H-Fund and Sidecar investors are responsible for funding (b) (4) f any future capital investment. ▪ A reserve account in the amount of (b) (4) will be funded at closing.

Financial Capacity Discussion

Subfactor (vi)(a) – Financial Capacity	
Blue	
Risk #2	▪ [redacted] (b) (4) [redacted] (b) (4) [redacted] (b) (4) [redacted] (b) (4) [redacted] Mitigations are as follow: ▪ Hilton has provided a [redacted] (b) (4) [redacted] guarantee to the lender for acquisition loan financing. ▪ The Lender is holding reserves in excess of [redacted] (b) (4) [redacted] to support negative cash flow and interest payments. ▪ Financial proformas provided and stress case scenarios prepared demonstrate that based upon an analysis of the [redacted] (b) (4) [redacted], it is projected the financial structure which includes the combination of debt, equity, uncalled capital commitments and guarantees will provide financial stability [redacted] (b) (4) [redacted].

Financial Capacity Discussion

Subfactor (vi)(a) – Financial Capacity	
Blue	
Risk #2 cont.	Mitigations continued are as follows: ▪ (b) (4) [redacted] ▪ Capital market participants indicate that currently there is an abundance of capital for prime hotel properties with strong operators in the form of first mortgage debt and mezzanine debt. (b) (4) [redacted]

Financial Capacity Discussion

Subfactor (vi)(a) – Financial Capacity	
Blue	
Risk # 3	▪ **Pandemic: This compliance review was performed amid significant market disruption related to COVID-19. While reviewing the financial projections for the Proposed Transferee and comparing the financial results of the current Tenant, an attempt has been made to consider market perspectives and information available on or about the effective date of this compliance report. However, the ongoing impact of COVID-19 as of the date of this report remains highly uncertain.** Mitigations are as follow: ▪ The financial structure put into place at closing which includes carrying cost and interest reserves, a Hilton guarantee, and uncalled capital commitments is similar or better than the financial structure currently in place from the Tenant.

Financial Capacity Discussion

Subfactor (vi)(a) – Financial Capacity	
Blue	
Risk # 3 cont.	Mitigations continued as follow: ▪ The Proposed Operator for the property has published FY 2021 performance reports for the Waldorf Astoria Hotels & Resorts which have performed better than the Trump Old Post Office, LLC property. ▪ The past performance and unaudited financial statements of the Controlling Interest in operating [redacted] (b) (4) during 2020 and 2021 demonstrates its ability to support the operations of a hotel during a Pandemic and at the same time create value supported by appraisals.
Deficiencies	▪ None

Financial Capacity for Compliance with Article 37 Requirement

- Subfactor (vi)(b) – Requirement:
  - This subfactor is met when the Proposed Transferee demonstrates that it:
    - Tenant must show that the Transferee is able to satisfy other financial-related requirements under the Ground Lease, including but not limited to Sections 37.14 and 37.15. Tenant is required to submit detailed information on the direct and indirect ownership of the Transferee, including the submission of an Organizational Chart. Tenant is required to provide affirmative statements and proof that none of the direct or indirect owners are, among other requirements noted in the Ground Lease, listed on any Government Lists or subject to the prohibitions contained in the rules and regulations of the Office of Foreign Assets Control.

Financial Capacity for Compliance with Article 37 Requirement

- Subfactor (vi)(b) – Supporting Documents:
  - CGI Response Letter 12.22.21 and 1.31.22
  - LP Certificate from Raoul Thomas 1.28.22
  - MSD letter to GSA 2.4.22
  - Subscription Agreement Template for CGI Hospitality Fund I, LP
    - Including the representations and covenants of the investor
  - (b)(4) Fund Administrator Certificate
  - Executed Subscription Agreements
  - CGI Hospitality Fund & Raoul Thomas Legal Searches and certification
  - Subscription Agreement
  - Independent Research

Article 37 Compliance Acceptability

Subfactor (vi)(b) – Article 37 Compliance	
Pass	
Rationale	▪ Due diligence searches of U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") Specially Designated Nationals And Blocked Persons List ("SDN"), non-SDN list, and the SAM.gov exclusion records did not return any results for members, partners, and entities affiliated with: ▪ CGI Funds Group, LLC ▪ Hilton ▪ MSD Partners ▪ This Sanctions List Search application is designed to facilitate the use of SDN List and other sanctions lists administered by OFAC, including the Foreign Sanctions Evaders List, the Sectoral Sanctions Identifications List, the List of Foreign Financial Institutions Subject to Correspondent Account or Payable-Through Account Sanctions, the Non-SDN Palestinian Legislative Council List, the Non-SDN Menu-Based Sanctions List, and the Non-SDN Communist Chinese Military Companies List.

Article 37 Compliance Acceptability

Subfactor (vi)(b) – Article 37 Compliance	
Pass	
Rationale cont.	▪ The SAM.gov exclusion record identifies parties excluded from receiving Federal contracts, certain subcontracts, and certain types of Federal financial and non- Financial assistance and benefits. ▪ October 2021 legal searches show no active litigation, debtor, tax lien, among others for H-Fund for the last ten (10) years. ▪ Subscription agreement templates for the H-Fund include certification of anti-money laundering and sanctions certification form from the Investor, certifying that the Investor has adequate anti-money laundering and sanctions policies and procedures in place that are consistent with all applicable anti-money laundering and sanctions laws and regulations, including the Bank Secrecy Act, as amended by the USA PATRIOT Act of 2001, and the sanctions programs administered by the U.S. Treasury Department's OFAC

Article 37 Compliance Acceptability

Subfactor (vi)(b) – Article 37 Compliance	
Pass	
Rationale cont.	▪ The Funds administrator, transfer agent, and registrar, [redacted] performs due diligence review on all investors into the H-Fund ▪ [redacted] provided signed certification that as administrator for the H-Fund, it is required to follow strict Global Anti-Money Laundering and Counter-Financing of Terrorism ("AML/CFT") policies and procedures set forth by the [redacted]p. [redacted] AML/CFT policies and procedures include written policies and procedures, a designated Compliance Officer and Money Laundering Reporting Officer, regular training for relevant employees and an independent audit of the Program

Article 37 Compliance Acceptability

Subfactor (vi)(b) – Article 37 Compliance	
Pass	
Rationale cont.	▪ Raoul Thomas, the 100% Manager and Sole member of the controlling interest CGI Funds Group, LLC certifies that: *"Neither Proposed Transferee nor, to the best of Proposed Transferee's knowledge after due inquiry, any owner of a direct or indirect interest in Proposed Transferee (i) is listed on any Government Lists (as defined in the Ground Lease), (ii) is a Person who has been determined by competent authority to be subject to the prohibitions contained in Presidential Executive Order No. 13224 (Sept. 23, 2001) or any other similar prohibitions contained in the rules and regulations of the Office of Foreign Assets Control ("OFAC") or in any enabling legislation or other Presidential Executive Orders in respect thereof, (iii) has been previously indicted for or convicted of any felony involving a crime or crimes of moral turpitude or for any Patriot Act Offense (as defined in the Ground Lease), or (iv) is currently under investigation by any Governmental Authority (as defined in the Ground Lease) for alleged criminal activity."*

Access to Liquidity and Net Worth Requirement

- Subfactor (vii) – Requirement
  - This subfactor is met when the Proposed Transferee demonstrates that it:
    - (vii) has a Person holding a controlling interest (which satisfies items (i), (ii) and (iii) in the definition of Control) in the transferee that has (a) Access to Liquidity equal to or greater than such Person's share of the direct and indirect interests in Tenant multiplied by Thirty Million Dollars ($30,000,000) (escalated for inflation in accordance with CPI) and (b) a Net Worth of equal to or greater than such Person's share of the direct and indirect controlling interests in Tenant multiplied by $100 Million (escalated for inflation in accordance with CPI).
  - CPI escalations have resulted in the following increases to Access to Liquidity and Net Worth amounts:
    - Access to Liquidity: (b) (4) [redacted]
    - Net Worth: (b) (4) [redacted]

Access to Liquidity and Net Worth Requirement

- Subfactor (vii) - Supporting Documentation.
  - Audited Financial Statements for FY 2020 prepared by (b) (4) [redacted] (b) (4) [redacted] and unaudited financial statements for FY 2021 for CGI Fund 1, LP and CGI Hospitality Fund, LP.
  - Unaudited Consolidated Financial Statements for CGI Funds Group, LLC 2019, 2020, and partial 2021 as of 9/30/2021.
  - CGI Hospitality Opportunity Fund I, LP Executed Subscription Document, heavily redacted.
  - CGI Hospitality Opportunity Fund I, LP Subscription Document Template
  - LP Agreement of CGI 1100 OPO Investors, LP (Sidecar Agreement)
  - CGI H-Fund Call Notice 3/23/22
  - (b) (4) [redacted] Appraisals dated 2021 for H-Fund Properties
  - Wire confirmations of deposits associated with Proposed Transfer
  - Email from GSA Contracting Officer on 3/23/2022
  - CGI Response Letter 3/11/2022

Access to Liquidity Acceptability

Subfactor (vii)(a) – Access to Liquidity	
Pass	
Rationale	■ Controlling Person provided evidence of (b) (4) in the form of wire confirmations & called capital notifications. The following capital calls & wires were reviewed: ■ (b) (4) ■ (b) (4) ■ (b) (4) ■ (b) (4) ■ (b) (4) ■ (b) (4) ■ The GSA Contracting Officer of record responsible for the approval of "Qualified Transferee" stated that according to his "interpretation for "Access to Liquidity", the call from the Proposed Transferee in the amount of (b) (4) demonstrates its Access to Liquidity and the ability to obligate against that capacity at the time of closing."

Net Worth Acceptability

Subfactor (vii)(b) – Net Worth	
Pass	
Rationale cont.	■ CGI Funds Group, LLC, as Controlling Person with 100% interest and ownership in the Proposed Transferee, is a General Partner of two investment funds with a Net Asset Value of [redacted] (b) (4) based on the consolidated unaudited financial statements as of September 30, 2021 for CGI Funds Group, LLC submitted March 2022.

Summary of Findings Factors 2 & 3

Table 4: Summary of Findings Factor 2 & Factor 3

Factor 2: Determination of Qualified Operator and Factor 3: Determination of Qualified Institutional Lender			
	Qualified Operator Factor 2(a)	Qualified Operator Factor 2(b)(c)	Institutional Lender Factor 3
Rating	Pass	Blue	Pass

- A summary of ratings for all requirements of a Qualified Operator and Institutional Lender are shown above. Details of the review are provided on the slides that follow.

Overview of Determination

Factor 2: Determination of Qualified Operator

Qualified Operator Requirement

- Qualified Operator – Requirement
  - This Factor is met when the Qualified Operator demonstrates that it:
    - (a) is not an Excluded Contractor, and (b) has demonstrable prior successful experience in operating at least three (3) full service hotels of quality equal to or better than the Applicable Standard and (c) has sufficient capability to manage a property of historic significance.

- Qualified Operator - Supporting Documentation
  - CGI Fund H GSA Power Point Presentation
  - CGI Response Letter 12/22/21, 1/14/22, 1/31/22 & 3/11/22
  - Conscious Certified Hotels
  - Draft Hilton Transition Summary and Timeline
  - Hilton Property Improvement Plan
  - Draft Hilton Branding and Management Agreement Term Sheet
  - CGI Funds, Group LLC and CGI Hospitality Opportunity Fund I, LP

Qualified Operator Requirement cont.

- Qualified Operator - Supporting Documentation
  - Financial Statements
  - Hilton Investment Letter (Redacted) and Subscription Agreement Executed Page (Redacted)
  - Waldorf Astoria Washington DC Updated Competitive Set
  - Independent Research

Qualified Operator Acceptability

Factor 2(a) – Not an Excluded Contractor	
Pass	
Rationale	■ Due diligence searches of U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") Specially Designated Nationals And Blocked Persons List ("SDN"), non-SDN list, and the SAM.gov exclusion records did not return any results for members, partners, and entities affiliated with: ■ Hilton ■ The SAM.gov exclusion record identifies parties excluded from receiving Federal contracts, certain subcontracts, and certain types of Federal financial and non-Financial assistance and benefits.

Qualified Operator Rating

Factor 2(b)(c) – Qualified Operator	
Blue	
Rationale	▪ **Hilton exceeds the specified minimum Lease Requirements for a Qualified Operator in a manner beneficial to the Government** ▪ Seven (7) Strengths ▪ No Risks Identified ▪ No Deficiencies Identified

Qualified Operator Discussion

Factor 2(b)(c) – Qualified Operator	
Blue	
Strength #1	■ Hilton is a leading global hospitality company with a portfolio of 18 world-class brands comprising more than 6,800 properties and more than 1 million rooms in 122 countries and territories.
Strength #2	■ Hilton has been recognized as a global leader on the Dow Jones Sustainability Indices for five consecutive years
Strength #3	■ Hilton and the Waldorf Astoria Hotels & Resorts brand name recognition ▪ Waldorf Astoria Hotels & Resorts meets the Applicable Hotel Standard of luxury hotels ▪ 90+ Years of Brand History ▪ 8,640 Keys ▪ 31 Iconic Properties in 14 countries

Qualified Operator Discussion

Factor 2(b)(c) – Qualified Operator	
Blue	
Strength #4	▪ Access to Hilton Management Services ▪ Global marketing strategy ▪ Supply management ▪ Proprietary tools: Revenue Management and Group Sales ▪ Access to Hilton Honors members (b) (4) [redacted] ▪ (b) (4) [redacted] Property Improvement Plan
Strength #5	▪ Hilton financial position and stake in Proposed Transferee: fund investment and limited loan repayment guaranty ▪ $5.7 Billion in Global Revenues from 2021 ▪ (b) (4) [redacted] committed to H-Fund ▪ (b) (4) [redacted] limited loan guaranty

Qualified Operator Discussion

Factor 2(b)(c) – Qualified Operator	
Blue	
Strength #6	▪ Proposed Transferee and Hilton entered into a Branding and Management Agreement

Strength #7	▪ Hilton portfolio includes hotels of historical significance
	▪ [redacted] (b) (4)
	  ▪ National Historic Landmark
	  ▪ Managed by Hilton since August of 2017 under Curio Collection
	▪ [redacted] (b) (4)
	  ▪ Historic Hotels of America
	  ▪ National Trust for Historic Preservation
	  ▪ Hilton involvement in ownership and management of property since [redacted] (b)

Qualified Operator Discussion

Factor 2(b)(c) – Qualified Operator	
Blue	

Strength #7 Cont.	▪ (b) (4) [redacted]
	  ▪ National Registry of Historic Places
	  ▪ (b) (4) [redacted]
	  ▪ National Trust for Historic Preservation
	  ▪ Hilton involvement in ownership and management of property since (b) [redacted]
	▪ (b) (4) [redacted]
	  ▪ Constructed in 1910 and considered to be a landmark building of (b) (4) [redacted]
	  ▪ Operated by Hilton since (b) (4) [redacted] under Waldorf Astoria brand

Risks	▪ None
Deficiencies	▪ None

Overview of Determination

Factor 3: Determination of Institutional Lender

Institutional Lender Requirement

- Institutional Lender – Requirement
  - This Factor is met when the Institutional Lender demonstrates that it is:
    - The term "Institutional Lender" shall also include any other type of commercial financing entity or vehicle such as a sovereign wealth fund, opportunity fund, private equity fund, or other fund or fund of funds entity with assets under management of at least One Billion Dollars ($1,000,000,000) in (x) real estate or (y) loans relating to leases and/or real estate, that may from time to time hereafter be generally accepted in the commercial real estate market for financing commercial construction or other commercial real estate financing, including projects similar to the Improvements.

    - In no event however shall the term "Institutional Lender" include Tenant, any Affiliate of Tenant, any Trump Affiliate or any Excluded Contractor.

Institutional Lender Requirement cont.

- Institutional Lender – Requirement
  - This Factor is met when the Institutional Lender demonstrates that it is:
    - Lead Lender is any lender who originates the Construction Loan, mini-perm loan, Permanent Loan, Mezzanine Loan, or other loan to Tenant which is secured by Tenant's interest in this Lease; or any lender who in connection with any such loan either acts as agent for other lenders or holds at least thirty-three percent (33%) of the outstanding and/or committed debt either for itself or as agent for other participating lenders.

    - Notwithstanding anything in this Lease to the contrary, no holder of the Leasehold Mortgage (or of a Mezzanine Loan) (including any Lead Lender) or any participant, successor or assignee may be an Excluded Contractor.

Institutional Lender Requirement cont.

- Institutional Lender – Supporting Documentation
  - MSD Letter to GSA on February 4, 2022
  - MSD Partners, LP Investment Advisor Registration with SEC dated March 2021
  - Part 2A of Form ADV: Firm Brochure dated March 2021
  - Private Placement Memorandum

Institutional Lender Acceptability

Factor 3 – Institutional Lender	
Pass	
Rationale	▪ MSD Partners, LP (MSD Partners), the Institutional Lender, qualifies as a commercial financing entity or vehicle. ▪ CGI entered into a term sheet with MSD Partners: ▪ MSD Partners is an investment firm with assets under management of at least $1 billion in real estate or loans relating to leases and/or real estate and, through its investment funds and similar vehicles, is generally accepted in the commercial real estate market for financing commercial construction or other commercial real estate financing, including projects similar to the OPO Hotel. ▪ Form ADV from MSD Partners as filed with the SEC, indicates that that MSD Partners has over [redacted] billion under management.

Institutional Lender Acceptability

Factor 3 – Institutional Lender	
Pass	
Rationale cont.	▪ MSD Partners self-certifies that, as required under Section 15.7 of the GL, none of the MSD Loan Participants is (or will be at closing of the Acquisition Loan) an Excluded Contractor, an Embargoed Person, the Tenant, an Affiliate of Tenant or a Trump Affiliate. ▪ MSD Partners will form single-purpose entities (SPE) to serve as an administrative agent for MSD affiliates or third party co-lenders and Mezzanine Lender. ▪ All SPEs will be controlled, directly or indirectly, by MSD Partners, and owned, directly or indirectly, by one or more investment funds or similar vehicles that are controlled by MSD Partners or MSD Capital.

Appendix A
Documents Reviewed

Documents Reviewed

Proposed Transferee Provided Documents

- Proposed Transferee Presentation - November 24, 2021
- Letter and attachments from Proposed Transferee - December 22, 2021
  - CGI Funds Group Compilation Report – September 30, 2021
  - CGI Funds Group Org Structure
  - Conscious Certified Hotels
  - Hilton Transition Summary and Timeline
  - Non-Excluded Contractor Certification – December 20, 2021
  - OPO PL110-359 - October 2008
  - OPO Structure Chart – December 21, 2021
  - Trump Old Post Office - PSA (REDACTED)
  - Waldorf Astoria Washington D.C. Proforma
- Letter and attachments from Proposed Transferee - January 14, 2022
  - Certificate of Registration for the District of Columbia
  - CGI Hospitality Fund/Raoul Thomas Legal Searches
  - CGI Awards, Achievements and Accolades
  - Reference Letters
  - Tenant Old Post Office - PSA (X)_Redacted
  - Tenant Old Post Office - First Amendment to PSA (X)_Redacted
  - Tenant Old Post Office - Ground Lease Consent

Documents Reviewed

Proposed Transferee Provided Documents

- Letter and attachments from Proposed Transferee - January 31, 2022
  - OPO Updated Structure Chart
  - Limited Partners Certificate
  - [redacted] Fund Administrator Certificate
  - Subscription Agreement
  - CGI Funds Group Compilation Report – December 31, 2019
  - CGI Funds Group Compilation Report – December 31, 2020
  - Tenant Old Post Office - Second Amendment to PSA (Redacted)
  - Hilton PIP
  - WA Washington DC - BAMA Conversion Term Sheet (Key Terms)
  - Limited Partnership Agreement

Documents Reviewed

Proposed Transferee Provided Documents

- Letter and attachments from Proposed Transferee - March 11, 2022
  - CGI Funds Group Unaudited Financial Statements – as of September 30, 2021
  - CGI Hospitality Opportunity Fund I, LP Audited Financial Statements 2020
  - CGI Hospitality Opportunity Fund I, LP Unaudited Financial Statements – as of September 30, 2021
  - CGI Fund I, LP Audited Financial Statements 2020
  - Hilton Investment Letter Executed Pages (Redacted)
  - CGI Fund I, LP Unaudited Financial Statements 2021 – as of September 30, 2021
  - CGI Hospitality Opportunity Fund I, LP Subscription Documents
  - CGI Hospitality Opportunity Fund I - Private Placement Memorandum
  - Waldorf Astoria Washington DC MSD Loan Term Sheet
  - Hilton Subscription Document Executed Pages (Redacted)
  - Waldorf Astoria Washington D.C. Updated Competitive Set
- MSD Letter

Documents Reviewed

Proposed Transferee Provided Documents

- Wire Confirmations for Deposits
- STR Trend Report – Ultra Luxury Competitive Set
- Full Subscription Document
- Pages from Sub Doc – Redacted
- Limited Partnership Agreement of CGI 1100 OPO Investors, LP
- Letter to GSA from Raoul Thomas – March 21, 2022
- Hilton CGI Investment Confirmation for GSA
- Email from GSA Contracting Officer – March 23, 2022
- CGI Hospitality Opportunity Fund I, LP Subscription Documents
- CGI Hospitality Opportunity Fund I, LP (b) Financial Statements – December 31, 2021
- CGI Fund I, LP (b) (4) Financial Statements – December 31, 2021
- CGI Hospitality Opportunity Fund I, LP Capital Call Notice
- (b) (4) Individualized P&L Report – 2019
- Appraisals: (b) (4) (b) (4) (b) (4)

Documents Reviewed

GSA Provided Documents

- Ground Lease, Schedules, and Exhibits
- Old Post Office (OPO) Request for Proposal (RFP)
- OPO Tenant to GSA Package Letter – November 24, 2021
- GSA to OPO Tenant Initial Letter – December 10, 2021
- OPO Tenant Response to GSA – December 10, 2021
- Tenant Annual Financial Statements (August 2013 – January 2022)
- GSA Second Request for Transferee Information Letter – January 2, 2022
- GSA Request for Bal. of Transferee Info to Commence – January 20, 2022
- Rosen to GSA Old Post Office Letter re. Qualified Operator – January 31, 2022
- GSA Acknowledgement/Agreement Request on 45 Day Review Period – February 7, 2022
- Rosen to GSA Old Post Office Letter re45 period Confirmation – February 11, 2022

Documents Reviewed

Public Domain Documents Reviewed

- SEC Form ADV for CGI Investment Management LLC
- Hilton Reports 2021 Fourth Quarter and Full Year Results
- 2021 Forbes Travel Guide Star Award Winners
- American Automobile Association (AAA) Four/Five Diamond Hotels 2021
- Waldorf Astoria Fact Sheet
- PR Newswire, AP News, CGI Merchant Group Website, Redlands Daily Facts, International Hospitality Investment Forum, Kayak, TripAdvisor, Expedia

Appendix B

Additional Qualified Transferee Information

Additional Qualified Transferee Information

- Proposed Transferee and its proprietary brand, Conscious Certified Hotels (CCH) intend to implement a Environmental, Social and Governance (ESG) Strategy at the Property;

- The (b) (4) [redacted], the (b) (4) [redacted] is located within the (b) (4) [redacted] (b) (4) [redacted] local historic preservation district of, but not listed on the National Register of Historic Places;

- Proposed Transferee will work with the third party (b) (4) [redacted] (b) (4) [redacted] to ensure all installation of signage will comply with the Programmatic Agreement, and requirements with National Capital Planning Commission (NCPC) and Commission of Fine Art (CFA).

- The Fund is a 506 Offering under the US Securities Exchange Commission and has confirmed Form D has been electronically filed with the SEC and does not provide and prior "bad actor" events.

Additional Qualified Transferee Information

- Provided a mostly unredacted copy of (i) Purchase and Sale Agreement (PSA) and (ii) the First Amendment.
  - Proposed Transferee has represented that the Trump Organization shall have no continuing ownership or role in the Property going forward, (b) (4) [redacted] (b) (4) [redacted] (b) (4) [redacted] (b) (4) [redacted] (b) (4) [redacted]
  - Provided PSA does not include GSA as party to the closing. GSA must be party to closing and PSA must be amended to reflect this. Various conditions need to be met before closing, such as Proposed Transferee having the requisite insurance policies, Loan to Value Ratio is in compliance, and other items that GSA must confirm to close.