

**DEVELOPMENT ACTIVITY AND ANNUAL DISCLOSURE REPORT
FOR THE PERIOD ENDING JULY 1, 2018**

**ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL
DEVELOPMENT BOARD OF THE
CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE**

\$40,490,000

**Senior Tax Increment Revenue Bonds, Series 2017A
(Graceland Project) (Tax-Exempt)**

CUSIP NUMBERS:

58611Y AA2
58611Y AB0
58611Y AC8

\$24,430,000

**Senior Tax Increment Revenue Bonds, Series 2017B
(Graceland Project) (Taxable)**

CUSIP NUMBERS:

58611Y AE4
58611Y AF1
58611Y AG9

\$24,375,000

**Subordinate Tax Increment Revenue Bonds, Series 2017C
(Graceland Project) (Taxable)**

CUSIP NUMBER:

58611Y AD6

DECEMBER 28, 2018

PREPARED BY:

MUNICAP, INC.

— PUBLIC FINANCE —

**ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL
DEVELOPMENT BOARD OF THE
CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE**

**ANNUAL DEVELOPMENT ACTIVITY AND
DISCLOSURE REPORT**

TABLE OF CONTENTS

- I. UPDATED INFORMATION 1**
- II. INTRODUCTION..... 3**
- III. DEVELOPMENT ACTIVITY**
 - A. OVERVIEW5**
 - B. HOTEL OCCUPANCY AND ATTENDANCE5**
- IV. TRUSTEE ACCOUNTS 8**
- V. DISTRICT FINANCIAL INFORMATION**
 - A. STATUS OF TIF REVENUE COLLECTIONS11**
 - B. STATUS OF TDZ REVENUE COLLECTIONS.....11**
 - C. STATUS OF TOURISM SURCHARGE REVENUE COLLECTIONS.....112**
 - D. APPLICATION OF THE PLEDGED REVENUES13**
 - E. BALANCE OF FUNDS AND ACCOUNTS.....13**
 - F. REAL AND PERSONAL PROPERTY TAX BILL DELINQUENCIES AND COLLECTIONS13**
 - G. SALES TAX AND/OR SURCHARGE TAX PAYMENT DELINQUENCIES AND COLLECTIONS.....13**
 - H. CASUALTY EVENTS.....13**
 - I. LEGAL FILINGS OF THE OWNER/OPERATOR OF THE DEVELOPMENT13**
- VI. SIGNIFICANT EVENT NOTICES**
 - A. ISSUER’S LISTED EVENTS14**
 - B. DEVELOPER’S SIGNIFICANT EVENTS15**

EXHIBITS

- A. PHOTOGRAPHS OF THE GRACELAND DEVELOPMENT6**

APPENDICES

- APPLICATION OF PLEDGED REVENUESA-1**

I. UPDATED INFORMATION

Information provided below is updated from the Limited Offering Memorandum dated November 2, 2017 and Official Statement dated November 2, 2017:

- According to the Developer, the attendance and/or visitation numbers for all of the Graceland attractions reported for the calendar quarters ending March 31, 2018, June 30, 2018 and September 30, 2018 were 83,407, 160,267 and 160,267, respectively.
- According to the Developer, the average daily rate charged at the Guest House at Graceland reported for the calendar quarters ending March 31, 2018, June 30, 2018 and September 30, 2018 were \$130.19, \$144.68 and \$105.54, respectively.
- According to the Developer, the hotel occupancy at the Guest House at Graceland reported for the calendar quarters ending March 31, 2018, June 30, 2018 and September 30, 2018 were 46.20%, 77.65% and 75.09%, respectively.
- As of June 30, 2018, the funds and accounts are invested in a Goldman Sachs Financial Square money market fund earning approximately 0.81% to 1.50% per annum, as shown in the table below.

Account/Fund	Rate of Return
Pledged Payment Fund	1.50%
TIF Incentive Payment Sub-Account	1.38%
TDZ Incentive Payment Sub-Account	1.30%
Series A Debt Service Fund	0.81%
Series A Debt Service Reserve Fund	1.38%
Series B Debt Service Fund	1.38%
Series B Debt Service Reserve Fund	1.38%
Series C Debt Service Fund	1.38%
Series C Debt Service Reserve Fund	1.38%
Series D Debt Service Fund	1.38%
Series D Debt Service Reserve Fund	1.38%

- According to the City, TIF Revenues for tax year 2017 that were collected through September 30, 2017 are equal to \$522,423.61, which represents 100% of the City TIF Revenues due for tax year 2017.
- According to the County, TIF Revenues for tax year 2017 that were collected on February 28, 2018 are equal to \$645,973.68, which represents 100% of the County TIF Revenues due for tax year 2017.

- According to the City, TIF Revenues for tax year 2018 that were collected through September 30, 2018 are equal to \$514,162.83, which represents 100% of the City TIF Revenues due for tax year 2018.
- According to the County, the TIF Revenues for tax year 2018 will be not be collected until February 28, 2019 (for tax year 2018) in accordance with the County’s billing process.
- According to the State of Tennessee (the “State”), the State’s portion of the TDZ Revenues and local portion of the TDZ Revenues that were remitted to the Trustee for the fiscal year ending June 30, 2017 were equal to \$548,974.53 and \$269,744.11, respectively.
- According to the State, the State’s portion of the TDZ Revenues and local portion of the TDZ Revenues that were remitted to the Trustee for the fiscal year ending June 30, 2018 were equal to \$1,574,801.08 and \$657,421.34, respectively.
- For the calendar quarters ending December 31, 2017, March 31, 2018, June 30, 2018 and September 30, 2018, the City reports that Tourism Surcharge Revenues in the amount of \$772,763.91, \$529,417.76, \$1,017,763.22 and \$1,051,782.73 were collected and remitted to the Trustee, respectively.
- The application of the Pledged Revenues to the payment of the Series 2017 Bonds is attached hereto as Appendix A and the funding of the various funds and accounts established under the Indenture is summarized in Section IV, “Trustee Accounts”, of this report.

II. INTRODUCTION

The Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (the “Issuer”), a Tennessee public nonprofit corporation and instrumentality of the City of Memphis, Tennessee (the “City”) and the County of Shelby, Tennessee (the “County”) issued, its \$40,490,000.00 Senior Tax Increment Revenue Bonds, Series 2017A (Graceland Project)(Tax-Exempt)(the “Series 2017A Bonds”), its \$24,375,000.00 Subordinate Tax Increment Revenue Bonds, Series 2017C (Graceland Project)(Taxable)(the “Series 2017C Bonds”) and its \$24,430,000.00 Senior Tax Increment Revenue Bonds, Series 2017B (Graceland Project)(Taxable)(the “Series 2017B Bonds” and collectively with the Series 2017A Bonds and the Series 2017C, the “Series 2017 Bonds”) on November 14, 2017. The Series 2017 Bonds are being issued by the Issuer pursuant to the Industrial Development Act, coded as Tennessee Code Annotated (the “T.C.A”) Section 7-53-101 et seq (the “Act”) and Master Trust Indenture dated as of June 1, 2015; the Supplemental Master Trust No. 2 dated May 1, 2016; Supplemental Master Trust Indenture No. 3 dated as of May 1, 2016; and, Supplemental Master Trust Indenture No. 4, dated as of October 1, 2017 (as so collectively amended and supplemented, the “Indenture”), between the Issuer and U.S. Bank National Association, as master trustee (the “Trustee”).

Pursuant to the Limited Offering Memorandum and the Official Statement, the City, County and the State pledged certain revenues to the repayment of the Series 2017 Bonds. According to the Limited Offering Memorandum and the Official Statement, the City and County agreed to pledge fifty percent of all real property and personal property taxes collected within the Graceland Development (the “Plan Area”) above the base amount (the “TIF Revenues”) as described in the Economic Impact Plan approved on December 2, 2014 pursuant to the Act. In addition, the City and State agreed to allocate a portion of the State and local taxes collected on sales within the Plan Area (the “TDZ Revenues”) pursuant to the T.C.A Section 7-88-101 et seq. (the “TDZ Act”), and pursuant to an application which approved the Graceland Tourism Development Zone (the “Graceland TDZ”) submitted by the City on September 24, 2014 (the “TDZ Application”). According to the Limited Offering Memorandum and Official Statement, the City approved the levy of a five percent surcharge on all sales within a portion of the Plan Area (the “Tourism Surcharge Revenues” and collectively with the TIF Revenues and TDZ Revenues, the “Pledged Revenues”) on May 5, 2015 pursuant to the City Ordinance No. 5583 (the “Surcharge Ordinance”) and in accordance with T.C.A. Section 67-4-3033 (The “Surcharge Act”).

Pursuant to the Limited Offering Memorandum, the Series 2017A Bonds are secured by a first and senior lien on the TIF Revenues and TDZ Revenues only and the Series 2017C Bonds are secured by a second lien on the TIF Revenues and TDZ Revenues. According to the Official Statement, the Series 2017B Bonds are secured by a first and senior lien on the Tourism Surcharge Revenues and a second lien on the TIF Revenues and TDZ Revenues.

Pursuant to the Limited Offering Memorandum and Official Statement, Elvis Presley Enterprises, Inc., a Tennessee corporation (“EPE”), Guest House at Graceland, LLC, a Delaware Limited Liability company and EPPF, LLC, a Delaware Limited Liability corporation (the “Developer”) created a public-private partnership with the Issuer, City and County to redevelop

the Graceland Campus in Memphis. EPE created a Master Plan to redevelop the Campus into three phases. Phase I consists of a 200-seat theater presentation known as the Graceland Archive Studio/Theater that was completed in August 2014 (“Phase I”). Phase II includes the Guest House at Graceland Hotel that opened in October 2016. The Guest House at Graceland Hotel is considered a four-star full-service hotel with 450 rooms and includes amenities such as an 18,000 square foot ball room/event space, two full-service restaurants, grab-and-go food stations, lobby lounge, resort-style pool with a pool bar, outdoor event center and a 464-seat theater that hosts major artists. Phase III includes retail and tourist attractions located in the Elvis Presley Memphis Center, which opened in March 2017, (“EPM”). EPM includes a 200,000 square foot attraction space (“Phase III”), including the 20,000 square foot Elvis Entertainer Career Museum, 20,000 square foot Elvis Presley Automobile Museum, 20,000 square foot Graceland sound stage and eight distinct retail shops and two restaurants. In addition, the EPE also operates an 18.6-acre RV and campground park that contributes to the retail revenue.

The Series 2017A Bonds and Series 2017C Bonds were issued to (i) finance the prepayment of a portion of the Issuer’s outstanding Direct Obligation Notes, Series 2015A, dated on or about June 19, 2015 in the principal amount of \$84,000,000.00 (the “2015 Notes”), (ii) fund the respective Debt Service Funds as provided in the Indenture, (iii) fund the respective Debt Service Reserve Funds as provided in the Indenture and (iv) pay cost associated with the Series 2017A and Series 2017C Bonds. The Series 2017B Bonds were issued for the purposes of providing funds to (i) finance the prepayment of a portion 2015A Notes, (ii) fund the Series 2017B Debt Service Fund as provided in the Indenture, (iii) fund the Series 2017B Debt Service Reserve Fund as provided in the Indenture and (iv) pay the costs of issuance related to the Series 2017B Bonds.

This information provided herein is not intended to supplement or otherwise relate to the information provided in the Limited Offering Memorandum and the Official Statement and any such expressly disavowed. Rather, this report responds to the specific requirements of the Issuer’s Continuing Disclosure Agreement.

No representation is made as to the materiality or completeness of the information provided herein or as to whether other relevant information exists with respect to the period covered by this report that may be material. All information is provided as of July 1, 2018, unless otherwise stated, and no representation is made that the information contained in this report is indicative of information that may pertain since the end of the period covered by this report or in the future.

III. DEVELOPMENT ACTIVITY

A. OVERVIEW

According to both the Limited Offering Memorandum and the Official Statement, the Development includes three phases. Phase I includes the Graceland Archive Studio/Theater (completed and opened in August of 2014). Phase II includes the Guesthouse at Graceland Hotel (completed and opened in October of 2016). Phase III includes retail and attraction upgrades to EPM (completed and opened on March 2, 2017). In addition to Phase I through III, EPE anticipates future development to occur at the Graceland Campus. The components of the future anticipated development includes a 50,000 to 75,000 square foot multipurpose facility and additional retail, warehouse and exhibit space is anticipated to open in 2019 and an approximate 250,000 square foot expansion of EPM, which is expected to be complete by 2020. Exhibit A at the end of this section includes photos of the completed Phase I, Phase II and Phase III development.

B. HOTEL OCCUPANCY AND ATTENDANCE

Table III-1 below provides a summary of the hotel occupancy, attendance/visitation numbers for all Graceland attractions and the average daily rate charged for the hotel located in Graceland for the calendar quarters ending March 31, 2018, June 30, 2018 and September 30, 2018, as reported by the Developer.

Table III-1
Hotel Occupancy and Attendance/Visitation of Graceland Attractions

Hotel Occupancy and Attendance/Visitation	First Quarter	Second Quarter	Third Quarter
Attendance/visitation numbers for all Graceland attractions	83,407	160,267	160,267
Average daily rate charged for hotel occupancy	\$130.19	\$144.68	\$105.54
Hotel occupancy	46.20%	77.65%	75.09

Exhibit A
Photographs of the Graceland Development



Graceland Mansion
Elvis Presley Blvd.

- Built in 1939



Graceland Archive Studio/Theater
Elvis Presley Blvd.
(Phase I)

- Opened August 2014
- 200-seat theater



Guest House at Graceland
3600 Elvis Presley Blvd.
(Phase II)

- Opened October 2016
- 450 Rooms



Graceland Retail Center (EPM)
Elvis Presley Blvd.
(Phase III)

- Opened on March 2, 2017
- 220,000 square feet

IV. TRUSTEE ACCOUNTS

The Trustee for the Series 2017 Bonds is U.S. Bank National Association. Table IV-1 below shows the initial deposits to the Series 2017 accounts, investment income, additional proceeds, transfers, disbursements and the account balance as of July 1, 2018.

**Table IV-1
Fund Balances**

Account/Fund	Initial Deposits ¹	Investment Income	Additional Proceeds	Transfers	Disbursements	Current Balance as of July 1, 2018
Pledged Payment Fund	\$22	\$0	\$0	\$248	\$230	\$40
TIF Incentive Payment ²	\$374,930	\$3,149	\$718,865	(\$1,092,944)	\$4,000	\$0
TDZ Incentive Payment ²	\$0	\$4,830	\$1,830,683	(\$1,274,076)	\$0	\$561,436
Tourism Surcharge Incentive Payment ²	\$0	\$3,909	\$673,274	(\$674,792)	\$2,391	\$0
TIF Payment Surplus Fund	\$0	\$0	\$0	\$0	\$0	\$0
TDZ Payment Surplus Fund	\$0	\$0	\$0	\$0	\$0	\$0
Tourism Surcharge Payment Surplus Fund	\$0	\$0	\$0	\$0	\$0	\$0
Series A Debt Service Fund	\$544,316	\$1,867	\$0	\$841,260	\$287,268	\$1,100,175
Series A Debt Service Reserve Fund	\$1,717,306	\$10,145	\$0	\$0	\$0	\$1,727,451
Series B Debt Service Fund	\$170,505	\$233	\$0	\$654,654	\$166,755	\$658,636
Series B Debt Service Reserve Fund	\$1,697,273	\$10,027	\$0	\$0	\$0	\$1,707,299
Series C Debt Service Fund	\$226,510	\$301	\$0	\$849,075	\$222,760	\$853,125
Series C Debt Service Reserve Fund	\$1,218,750	\$7,200	\$0	\$0	\$0	\$1,225,950
Series D Debt Service Fund	\$0	\$17	\$0	\$260,347	\$53,908	\$206,456
Series D Debt Service Reserve Fund	\$250,250	\$1,478	\$0	\$0	\$0	\$251,728
Series E Debt Service Fund	\$0	\$0	\$0	\$472,917	\$97,917	\$375,000
Series E Debt Service Reserve Fund	\$0	\$0	\$0	\$0	\$0	\$0
Series A Prior Loan Prepayment Fund ³	\$36,964,401	\$0	\$0	\$0	\$36,964,401	\$0
Series B Prior Loan Prepayment Fund ³	\$22,079,149	\$0	\$0	\$0	\$22,079,149	\$0
Series C Prior Loan Prepayment Fund ³	\$22,481,674	\$0	\$0	\$0	\$22,481,674	\$0
Series D Prior Loan Prepayment Fund ³	\$4,742,487	\$0	\$0	\$0	\$4,742,487	\$0
Series A Cost of Issuance Fund ⁴	\$381,933	\$36	\$0	(\$11,140)	\$370,829	\$0
Series B Cost of Issuance Fund ⁴	\$265,038	\$21	\$0	(\$9,048)	\$256,011	\$0
Series C Cost of Issuance Fund ⁴	\$230,521	\$26	\$0	(\$10,861)	\$219,686	\$0
Series D Cost of Issuance Fund ⁴	\$7,263	\$15	\$0	(\$5,638)	\$1,639	\$0
Project Fund	\$0	\$0	\$0	\$0	\$0	\$0
Surplus Fund	\$0	\$0	\$0	\$0	\$0	\$0
Rebate Fund	\$0	\$0	\$0	\$0	\$0	\$0
Total	\$93,352,329	\$43,253	\$3,222,822	\$0	\$87,951,106	\$8,667,298

¹The Pledged Payment Fund, TIF Incentive Payment Sub-Account, TDZ Incentive Payment Sub-Account and Tourism Surcharge Incentive Payment Sub-Account were the only accounts open prior to the issuance of the Series 2017 Bonds. Initial deposits to the other funds and accounts were made in accordance with the Indenture and closing memorandum dated November 13, 2017 (“the Closing Memorandum”).

²Represents sub-accounts of the Pledged Payment Fund.

³Funds were closed on November 14, 2017.

⁴Funds were closed on March 1, 2018.

- Disbursements from the Pledged Payment Fund represent the payment of administrative expenses with TIF Revenues transferred from the TIF Incentive Payment Sub-Account.
- Additional proceeds to the TIF Incentive Payment Sub-Account represent the TIF Revenues collected and remitted to the Trustee by the City and the County.
- Transfers from the TIF Incentive Payment Sub-Account represent the transfer of TIF Revenues to the Series 2017D Debt Service Fund and the Series 2017E Debt Service Fund for the payment of debt service on January 1, 2018.
- Additional transfers from the TIF Incentive Payment Sub-Account represent transfers to the Series 2017B Debt Service Fund and Series 2017C Debt Service Fund for the payment of debt service on July 1, 2018.
- Additional proceeds to the TDZ Incentive Payment Sub-Account represent the TDZ Revenues collected and remitted to the Trustee by the State and the deposit of Tourism Surcharge Revenues collected and remitted to the Trustee by the City.
- Transfers from the TDZ Incentive Payment Sub-Account represent the transfer of TDZ Revenues and Tourism Surcharge Revenues to the Series 2017A Debt Service Fund and Series 2017B Debt Service Fund for payment of debt service on July 1, 2018.
- Additional proceeds to the Tourism Surcharge Incentive Payment Sub-Account represent the Tourism Surcharge Revenues collected and remitted to the Trustee by the City.
- Disbursements from the Tourism Surcharge Incentive Payment Sub-Account represent the payment of administrative expenses.
- Transfers from the Tourism Surcharge Incentive Payment Sub-Account represent a transfer of Tourism Surcharge Revenues to the Series 2017C Debt Service Fund, Series 2017D Debt Service Fund and Series 2017E Debt Service Fund for the payment of debt service on July 1, 2018.
- Disbursements from the Series 2017A Debt Service Fund, Series 2017B Debt Service Fund, Series 2017C Debt Service Fund, Series 2017D Debt Service Fund and Series 2017E Debt Service Fund represent the payment of debt service on the Series 2017A Bonds, Series 2017B Bonds, Series 2017C Bonds, Series 2017D Bonds and Series 2017E Bonds, respectively.
- Disbursements from the Series 2017A Prior Loan Prepayment Fund, Series 2017B Prior Loan Prepayment Fund, Series 2017C Prior Loan Prepayment Fund and Series 2017D Prior Loan Prepayment Fund represent the prepayment of the Series 2015 Notes.
- Transfers from the Series 2017A Cost of Issuance Fund represent a transfer of bond proceeds to the TIF Incentive Payment Sub-Account for the payment of administrative expenses and a transfer of bond proceeds to the Series 2017A Debt Service Fund for the payment of debt service.
- Transfers from the Series 2017B Cost of Issuance Fund represent a transfer of bond proceeds to the TIF Incentive Payment Sub-Account for the payment of administrative expenses and a transfer of bond proceeds to the Series 2017B Debt Service Fund for the payment of debt service.
- Transfers from the Series 2017C Cost of Issuance Fund represent a transfer of bond proceeds to the TIF Incentive Payment Sub-Account for the payment of administrative expenses and a transfer of bond proceeds to the Series 2017C Debt Service Fund for the payment of debt service.
- Transfers from the Series 2017D Cost of Issuance Fund represent a transfer of bond proceeds to the TIF Incentive Payment Sub-Account for the payment of administrative

expenses and a transfer of bond proceeds to the Series 2017D Debt Service Fund for the payment of debt service.

- Disbursements from the Series 2017A Cost of Issuance Fund, Series 2017B Cost of Issuance Fund, Series 2017C Cost of Issuance Fund and Series 2017D Cost of Issuance Fund represent the payment of costs associated with the issuance of the Series 2017 Bonds in accordance with the Closing Memorandum.

Table IV-2 below shows the rates of return on the investments as of June 30, 2018. The funds and accounts are invested in a Goldman Sachs Financial Square money market fund earning approximately 0.81% to 1.50% per annum.

Interest earned or any profit realized from the investment of money in the Series 2017A Debt Service Reserve Fund, Series 2017B Debt Service Reserve Fund, Series 2017C Debt Service Reserve Fund and Series 2017D Debt Service Reserve Fund, shall be transferred to the Series 2017A Debt Service Fund, Series 2017B Debt Service Fund, Series 2017C Debt Service Fund and Series 2017D Debt Service Fund, respectively, as long as the balance in the respective Debt Service Reserve Fund is at least equal to the Debt Service Reserve Fund Requirement. Interest earned on the Series A Debt Service Fund, Series B Debt Service Fund, Series C Debt Service Fund, Series D Debt Service Fund and Series E Debt Service Fund shall become apart of such fund and applied pursuant to the Indenture. Interest earned on and any profit realized from the investment of money in the Pledged Payment Fund, TIF Incentive Payment Sub-Account, TDZ Incentive Payment Sub-Account and Tourism Surcharge Incentive Payment Sub-Account will be disbursed as described pursuant to Article Thirteen of the Indenture.

Table IV-2
Rates of Return

Account/Fund	Rate of Return
Pledged Payment Fund	1.50%
TIF Incentive Payment Sub-Account	1.38%
TDZ Incentive Payment Sub-Account	1.30%
Series A Debt Service Fund	0.81%
Series A Debt Service Reserve Fund	1.38%
Series B Debt Service Fund	1.38%
Series B Debt Service Reserve Fund	1.38%
Series C Debt Service Fund	1.38%
Series C Debt Service Reserve Fund	1.38%
Series D Debt Service Fund	1.38%
Series D Debt Service Reserve Fund	1.38%

V. DISTRICT FINANCIAL INFORMATION

The information provided in this section is intended to meet the requirements for the Annual Report as provided for in Section 3 of the Issuer's Continuing Disclosure Agreement. The items below are in the same format and order as the items required for the Annual Report as listed in the Issuer's Continuing Disclosure Agreement.

All information in this section is provided as of July 1, 2018 unless otherwise stated.

A. STATUS OF TIF REVENUE COLLECTIONS

City tax bills are sent to taxpayers in July of each year and are due on August 31st of that year, and County tax bills are sent to taxpayers on September 15th of each year and are due on February 28th of the following year. The following table provides a summary of the City and County TIF Revenues collected and remitted to the trustee for tax year 2017 and tax year 2018. As shown in the table below, the amount of City TIF Revenues for tax year 2018 that were collected through September 30, 2018 are equal to \$514,162.83, which represents 100% of the City TIF Revenues due for tax year 2018. Due to the County's billing process, the real property taxes for the County are not due until February 28, 2019 for tax year 2018.

Table V-1
TIF Revenue Collections

Tax Year	City TIF Revenues	County TIF Revenues	Total
2017	\$522,423	\$645,974	\$1,168,396
2018	\$514,163	\$0	\$514,163
Total	\$1,036,585	\$645,974	\$1,682,559

B. STATUS OF TDZ REVENUE COLLECTIONS

The following table provides a summary of the TDZ Revenues, including the State and local portion, remitted to the Trustee for the fiscal years ending June 30, 2017 and June 30, 2018.

Table V-2
TDZ Revenue Collections

Fiscal Year¹	Local TDZ Revenues²	State TDZ Revenues	Total TDZ Revenues
30-Jun-17	\$269,744	\$548,975	\$818,719
30-Jun-18	\$657,421	\$1,574,801	\$2,232,222
Total	\$927,165	\$2,123,776	\$3,050,941

¹The TDZ Revenues for the fiscal years ending June 30, 2017 and June 30, 2018 were remitted to the Trustee in September of 2017 and September of 2018, respectively

²Represents 100% of the incremental TDZ Revenues collected.

C. STATUS OF TOURISM SURCHARGE REVENUE COLLECTIONS

Table V-3 below provides a summary of the Tourism Surcharge Revenues collected by the City for the calendar quarters ending December 31, 2017, March 31, 2018, June 30, 2018 and September 30, 2018. As shown in the table below, the City reports that Tourism Surcharge Revenues in the amount of \$772,763.91, \$529,417.76, \$1,017,763.22 and \$1,051,782.73 were collected, respectively.

Table V-3
Tourism Surcharge Revenues Collected

Month Collected¹	Tourism Surcharge Revenues²
Fourth Quarter 2017:	
October	\$343,995
November	\$211,331
December	\$217,438
<i>Subtotal 4Q 2017</i>	<i>\$772,764</i>
First Quarter 2018:	
January	\$118,983
February	\$131,652
March	\$278,783
<i>Subtotal 1Q 2018</i>	<i>\$529,418</i>
Second Quarter 2018:	
April	\$323,521
May	\$350,466
June	\$343,776
<i>Subtotal 2Q 2018</i>	<i>\$1,017,763</i>
Third Quarter 2018:	
July	\$357,369
August	\$368,676
September	\$325,738
<i>Subtotal 3Q 2018</i>	<i>\$1,051,783</i>
Total	\$3,371,728

¹There is a three-month lag between the month collected and when the Tourism Surcharge Revenues are received by the Trustee.

²Information provided by the City.

D. APPLICATION OF THE PLEDGED REVENUES

The chart showing the application of the TIF Revenues, the TDZ Revenues and the Tourism Surcharge Revenues to the payment of the Series 2017 Bonds and the funding of the various funds and accounts established under the Indenture is attached hereto as Appendix A, as supplemented by Section IV, “Trustee Accounts,” of this report.

E. BALANCE OF FUNDS AND ACCOUNTS

The fund balances of all funds and accounts held by the Trustee as of June 30, 2018 are shown in Section IV, “Trustee Accounts,” of this report.

F. REAL AND PERSONAL PROPERTY TAX BILL DELINQUENCIES AND COLLECTIONS OF PAST DUE TAX BILLS

As of June 30, 2018, there have been no delinquencies or collections of past due tax bills for real or personal properties within the Plan Area.

G. SALES TAX AND/OR SURCHARGE TAX PAYMENT DELINQUENCIES AND COLLECTIONS OF DELINQUENT SALES AND SURCHARGE TAXES

As of the June 30, 2018, there have been no delinquencies or collections of past due delinquent sales and/or surcharge taxes within the Plan Area.

H. CASUALTY EVENTS

The Issuer has no known knowledge of any casualty event that could be expected to have a material adverse effect on the future value of real property within the Plan Area.

I. LEGAL FILINGS OF THE OWNER/OPERATOR OF THE DEVELOPMENT

The Issuer has no known knowledge of any legal filing to the solvency of the owner and/or operator of the Development, as defined in the Official Statement, or the continued operations at the Development as of the date of this report.

VI. *SIGNIFICANT EVENT NOTICES*

A. ISSUER'S LISTED EVENTS:

Pursuant to the Issuer's Continuing Disclosure Agreement, listed events include the following:

- i. principal and interest payment delinquencies;
- ii. non-payment related defaults, if material;
- iii. unscheduled draws on any debt service reserves reflecting financial difficulties;
- iv. unscheduled draws on any credit enhancements reflecting financial difficulties;
- v. substitutions of credit or liquidity providers, or their failure to perform;
- vi. adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Series 2017A Bonds, or other material events affecting the tax status of the Series 2017A Bonds;
- vii. modifications to rights of holders of the Series 2017 Bonds, if material;
- viii. bond calls, if material, and tender offers;
- ix. defeasances;
- x. release, substitution or sale of property securing repayment of the Series 2017 Bonds, if material;
- xi. rating changes;
- xii. bankruptcy, insolvency, receivership or similar event of the Obligated Person (of the type described in the Note to Paragraph (b)(5)(i)(C) (12) of the Rule);
- xiii. the consummation of a merger, consolidation, or acquisition involving the Obligated Person or the sale of all or substantially all of the assets of the Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
- xiv. appointment of a successor or additional trustee or the change of name of a trustee, if material.

The Administrator is not aware of any occurrence of any listed event as of the date of this report.

B. DEVELOPER'S SIGNIFICANT EVENTS:

Pursuant to the Developer Continuing Disclosure Agreement, Developer significant events include the following:

- i. description of any tax bill delinquencies and collections of past due tax bills for real or personal properties within the Plan Area;
- ii. description of all sales tax and/or surcharge tax payment delinquencies and collections related to delinquent sales and surcharge taxes within the Plan Area;
- iii. any casualty event then known to the Developer that could be expected to have a material adverse effect on the future value of real property within the Plan Area; and
- iv. any legal filing then known to the Developer related to the solvency of the owner and/or operator of the Development or the continues operations at the Development.

The Administrator is not aware of the occurrence of any Developer significant events as of the date of this report.

APPENDIX A
APPLICATION OF PLEDGED REVENUES

Appendix A-1: Application of TIF Revenues through July 1, 2018¹

Available Funds:	
TIF Incentive Payment Sub-Account balance as of November 14, 2017	\$374,930.09
Investment income earned through July 1, 2018	\$3,149.03
City TIF Revenues received through July 1, 2018	\$72,891.09
County TIF Revenues received through July 1, 2018	\$645,973.68
Transfer from the Series A COI Fund, Series B Coif Fund and Series C COI Fund	\$4,000.00
Total available funds	\$1,100,943.89

Application of Available Funds:

January 1, 2018 Interest Payment Date:	
Rebate Fund	\$0.00
Administrative Expenses	\$4,247.51
Series A Debt Service Fund	\$0.00
Series A Debt Service Reserve Fund	\$0.00
Series B Debt Service Fund	\$0.00
Series B Debt Service Reserve Fund	\$0.00
Series C Debt Service Fund	\$0.00
Series C Debt Service Reserve Fund	\$0.00
Series D Debt Service Fund ²	\$53,908.02
Series D Debt Service Reserve Fund	\$0.00
Series E Debt Service Fund ²	\$97,916.67
Surplus Fund	\$0.00
<i>Subtotal of January 1, 2018 Interest Payment Date</i>	<i>\$156,072.20</i>

July 1, 2018 Interest Payment Date:	
Rebate Fund	\$0.00
Administrative Expenses	\$0.00
Series A Debt Service Fund	\$0.00
Series A Debt Service Reserve Fund	\$0.00
Series B Debt Service Fund	\$204,557.43
Series B Debt Service Reserve Fund	\$0.00
Series C Debt Service Fund	\$740,314.26
Series C Debt Service Reserve Fund	\$0.00
Series D Debt Service Fund	\$0.00
Series D Debt Service Reserve Fund	\$0.00
Series E Debt Service Fund	\$0.00
Surplus Fund	\$0.00
<i>Subtotal of July 1, 2018 Interest Payment Date</i>	<i>\$944,871.69</i>

Remaining balance in the TIF Incentive Payment Sub-Account as of July 1, 2018 **\$0.00**

¹The application of the available funds in the TIF Incentive Payment Sub-Account occurred pursuant to Section 1302 of the Supplemental Indenture No. 4 with the exceptions noted below.

²Pursuant to the Supplemental Indenture, the application of TIF Revenues to these accounts were to occur on June 25th only.

Appendix A-2: Application of TDZ Revenues through July 1, 2018¹

Available Funds:	
TDZ Incentive Payment Sub-Account balance as of November 14, 2017	\$0.00
Investment income earned through July 1, 2018	\$4,829.56
State TDZ Revenues received through July 1, 2018	\$548,974.53
Local TDZ Revenues received through July 1, 2018	\$0.00
Tourism Surcharge Revenues received from January 2018 through June 2018 ¹	\$1,281,708.09
Total available funds	\$1,835,512.18
Application of Available Funds:	
January 1, 2018 Interest Payment Date:	
Rebate Fund	\$0.00
Administrative Expense Fund	\$0.00
Series A Debt Service Fund	\$0.00
Series A Debt Service Reserve Fund	\$0.00
Series B Debt Service Fund	\$0.00
Series B Debt Service Reserve Fund	\$0.00
Series C Debt Service Fund	\$0.00
Series C Debt Service Reserve Fund	\$0.00
Series D Debt Service Fund	\$0.00
Series D Debt Service Reserve Fund	\$0.00
Series E Debt Service Fund	\$0.00
Surplus Fund	\$0.00
<i>Subtotal of January 1, 2018 Interest Payment Date</i>	<i>\$0.00</i>
July 1, 2018 Interest Payment Date:	
Rebate Fund	\$0.00
Administrative Expenses	\$0.00
Series A Debt Service Fund ²	\$831,933.40
Series A Debt Service Reserve Fund	\$0.00
Series B Debt Service Fund ³	\$442,142.59
Series B Debt Service Reserve Fund	\$0.00
Series C Debt Service Fund	\$0.00
Series C Debt Service Reserve Fund	\$0.00
Series D Debt Service Fund	\$0.00
Series D Debt Service Reserve Fund	\$0.00
Series E Debt Service Fund	\$0.00
Surplus Fund	\$0.00
<i>Subtotal of July 1, 2018 Interest Payment Date</i>	<i>\$1,274,075.99</i>
Remaining balance in the TDZ Incentive Payment Sub-Account as of July 1, 2018	\$561,436.19

¹The Trustee erroneously deposited the Tourism Surcharge Revenues to the TDZ Incentive Payment Sub-Account instead of the Tourism Surcharge Incentive Payment Sub-Account for the months of January 2018 through June 2018.

²TDZ Revenues in the amount of \$548,974.53, investment income in the amount of \$4,829.56 and Tourism Surcharge Revenues in the amount of \$278,129.31 were applied to the Series A debt service payment due July 1, 2018.

³Tourism Surcharge revenues were applied to the Series B debt service payment due July 1, 2018.

Appendix A-3: Application of Tourism Surcharge Revenues through July 1, 2018¹

Available Funds:	
Tourism Surcharge Incentive Payment Sub-Account balance as of November 14, 2017	\$0.00
Investment income earned through July 1, 2018	\$3,908.76
Tourism Surcharge Revenues received through July 1, 2018 ¹	\$673,274.40
Total available funds	\$677,183.16
Application of Available Funds:²	
January 1, 2018 Interest Payment Date:	
Administrative Expenses	\$0.00
Series B Debt Service Fund	\$0.00
Series B Debt Service Reserve Fund	\$0.00
Series C Debt Service Fund	\$0.00
Series C Debt Service Reserve Fund	\$0.00
Series D Debt Service Fund	\$0.00
Series D Debt Service Reserve Fund	\$0.00
Series E Debt Service Fund	\$0.00
Surplus Fund	\$0.00
<i>Subtotal of January 1, 2018 Interest Payment Date</i>	<i>\$0.00</i>
July 1, 2018 Interest Payment Date:	
Administrative Expenses	\$2,391.25
Series B Debt Service Fund	\$0.00
Series B Debt Service Reserve Fund	\$0.00
Series C Debt Service Fund	\$98,991.42
Series C Debt Service Reserve Fund	\$0.00
Series D Debt Service Fund	\$200,800.49
Series D Debt Service Reserve Fund	\$0.00
Series E Debt Service Fund	\$375,000.00
Surplus Fund	\$0.00
<i>Subtotal of July 1, 2018 Interest Payment Date</i>	<i>\$677,183.16</i>
Remaining balance in the Tourism Surcharge Incentive Payment Sub-Account as of July 1, 2018	\$0.00

¹The Trustee erroneously deposited the Tourism Surcharge Revenues to the TDZ Incentive Payment Sub-Account instead of the Tourism Surcharge Incentive Payment Sub-Account for the months of January 2018 through June 2018.

²Tourism Surcharge Revenues erroneously deposited in the TDZ Incentive Payment Sub-Account in the amount of \$278,129.31 and \$442,142.59 were applied to pay a portion of the Series A and Series B debt service payments due July 1, 2018, respectively.