



HALL OF FAME

RESORT & ENTERTAINMENT CO.

Investment Presentation | August 2020

Nasdaq: HOFV, HOFVW

Disclaimer

Forward-Looking Statements

This presentation, and the accompanying oral presentation, contain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 about us that involve substantial risks and uncertainties. In some cases, you can identify forward-looking statements because they contain words such as “anticipate,” “believe,” “contemplate,” “continue,” “could,” “estimate,” “expect,” “forecast,” “going to,” “intend,” “may,” “outlook,” “plan,” “potential,” “predict,” “project,” “propose,” “should,” “target,” “will,” or “would” or the negative of these words or other similar terms or expressions. Future-looking statements in this presentation include, but are not limited to, statements about: the benefits of the business combination; the future financial performance of the Company following the business combination; changes in the market in which the Company competes; expansion and other plans and opportunities; the effect of the COVID-19 pandemic on the Company’s business; the Company’s ability to raise financing in the future; the possibility of sports betting becoming legal in Ohio; and the Company ability to maintain the listing of its common stock on Nasdaq following the business combination. These statements are based on the current expectations of the Company’s management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties and the Company’s business and actual results may differ materially. These risks and uncertainties include, but are not limited to the inability to recognize the anticipated benefits of the business combination; costs related to the business combination; the company’s ability to manage growth; the company’s ability to execute its business plan and meet its projections; potential litigation involving the company; changes in applicable laws or regulations; the potential adverse effect of the COVID-19 pandemic on capital markets, general economic conditions, unemployment and the company’s liquidity, operations and personnel. Additional information and “Risk Factors” are available in other filings that we make from time to time with the SEC. In addition, the forward-looking statements in this presentation relate only to events as of the date on which the statements are made and are based on information available to us as of the date of this presentation. We undertake no obligation to update any forward-looking statements made in this presentation to reflect events or circumstances after the date of this presentation.

Use of Non-GAAP Financial Measures

This presentation, and the accompanying oral presentation, include non-GAAP financial measures, including forward-looking projections of adjusted EBITDA and annualized run-rate EBITDA. In this presentation, “EBITDA” means net income (loss) before interest expense, income taxes and depreciation and amortization. “Adjusted EBITDA” means EBITDA adjusted for items that are not part of regular operating activities, including acquisition related expenses, and other non-cash items such as non-cash-unit based compensation, losses on disposal of property, losses from discontinued operations and individually significant disposals and expenses related to tax changes. Adjusted EBITDA does not represent, and should not be considered as, an alternative to net income or cash flows from operations, each as determined in accordance with GAAP. “Annualized run-rate EBITDA” means “EBITDA” projected over an annualized period. We have presented forward-looking projections of adjusted EBITDA and annualized run-rate EBITDA in this presentation because we consider them key measures used by management to understand and evaluate the company’s operating performance and trends, to prepare and approve the combined company’s annual budget and to develop short-term and long-term operational plans, and believe that those measures are frequently used by analysts, investors and other interested parties in the evaluation of companies. Other companies may calculate adjusted EBITDA and annualized run-rate EBITDA differently than we do. We are unable to reconcile the forward-looking projections of EBITDA and adjusted EBITDA and annualized run-rate EBITDA to their nearest GAAP measures because the nearest GAAP financial measures are not accessible on a forward-looking basis.

Competitive Advantage

Our *unique position* and *multimedia approach* makes us the only company of our kind fully poised to capitalize on the Power of Pro Football.

INTEGRATED
DESTINATION + MEDIA
+ GAMING

MULTIPLE POINTS OF
MONETIZATION WITHIN EACH
BUSINESS VERTICAL

NEW, INTERACTIVE EXPERIENCES
AND CONTENT FOR THE WORLD'S
MOST LOYAL FANS

ABILITY TO CREATE
UNLIMITED CONTENT

ACCESS TO
UNPRECEDENTED PARTNERSHIPS



HALL OF FAME
RESORT & ENTERTAINMENT CO.

The Power of Pro Football

185+ Million NFL fans globally and growing.

Statista, 2015



NFL Commissioner Roger Goodell has targeted **\$25 billion in revenue** by 2027, an **annual growth rate of 6%** from 2018's \$15 billion.

Bloomberg, 2018



In 2019, television viewership increased 5% to **16.5 million per game**, up from 15.8 million in 2018.

CNBC, December 2019



Viewership of NFL games on **digital platforms increased 51%** for the 2019 season.

Television News Daily, 2020



Who We Are

HONORING THE PAST & INSPIRING THE FUTURE



As a **world-class resort and sports entertainment company**, we do what no other company can—leverage unique brand partnerships and direct access to exclusive content to create exceptional experiences across multiple platforms.

With our connection to sport, we exemplify these values:

INSPIRATION | TEAMWORK | RESPECT | INTEGRITY | EXCELLENCE

VISION

*Inspiring **unique and exhilarating** sports and entertainment **experiences** that maximize **growth and fan engagement***

MISSION

*We create **exceptional sports-inspired** destination, media and gaming **experiences** that uniquely leverage **brand partnerships** and direct access to **exclusive content***

Leadership Team

AVERAGE OF 30 YEARS EXPERIENCE WITH TOP BRANDS



Mike Crawford
President & CEO



Jason Krom
CFO



Mike Levy
President of Operations,
Hall of Fame Village



Anne Graffice
Executive Vice President,
Public Affairs



John Regas
Vice President,
Marketing and Partnerships



Michael Munoz
Vice President of Youth
Football & Partnerships



Clint Fetty
Vice President & General
Manager, Hall of Fame
Village Sports



Ryan Robbins
Vice President, Alliance
Partnerships



HALL OF FAME
RESORT & ENTERTAINMENT CO.

What We Are

A MULTI-DIMENSIONAL SPORTS & ENTERTAINMENT COMPANY



THEMED, EXPERIENTIAL DESTINATION ASSETS

Themed Attractions
Hospitality
Live Entertainment

MEDIA

Original Content
Youth Sports
Sponsorships

GAMING

Fantasy Sports
eGaming
Sports Betting

HALL OF FAME
RESORT & ENTERTAINMENT CO.

Our Approach

**DELIVERING
UNIQUE EXPERIENCES
FOR LOYAL CONSUMERS**

03

**MAXIMIZING MEDIA,
CONTENT & SPONSORSHIPS**

04

**LEVERAGING POWERFUL
BRANDS ACROSS AN
INTEGRATED PLATFORM**

02

**SIGNIFICANT LONG-TERM
GROWTH POTENTIAL**

05

HALL OF FAME
RESORT & ENTERTAINMENT CO.

**OPPORTUNITY TO INVEST IN THE
MOST POWERFUL SPORT
IN AMERICA**

01

06

**EXCEPTIONAL
LEADERSHIP WITH
PROVEN TRACK RECORD**



(Artistic Rendition)

LOCATED WITHIN AN OPPORTUNITY ZONE & OHIO'S ONLY TOURISM DEVELOPMENT DISTRICT | [JUMP TO APPENDIX](#)

Phase I

Completed • \$250M Assets already created

- 1 Pro Football Hall of Fame
- 2 Tom Benson HOF Stadium
- 3 National Youth Football & Sports Complex

HOF Village Media*

Jump to Destination-Based Ph. I [slide #34](#) in Appendix

Phase II**

- 4 HOF Indoor Waterpark
- 5 The Eleven, a Hilton Tapestry Hotel
- 6 Constellation Center for Excellence
- 7 Center for Performance
- 8 Retail Promenade
- 9 Play-action Plaza

Jump to Targeted Financial Growth [slide #36](#) in Appendix

Phase III

Up to **\$300 Million in new assets** across **600 acres** of available land.

Illustrative programming, including potential for additional attractions, dining, lodging and accommodations.

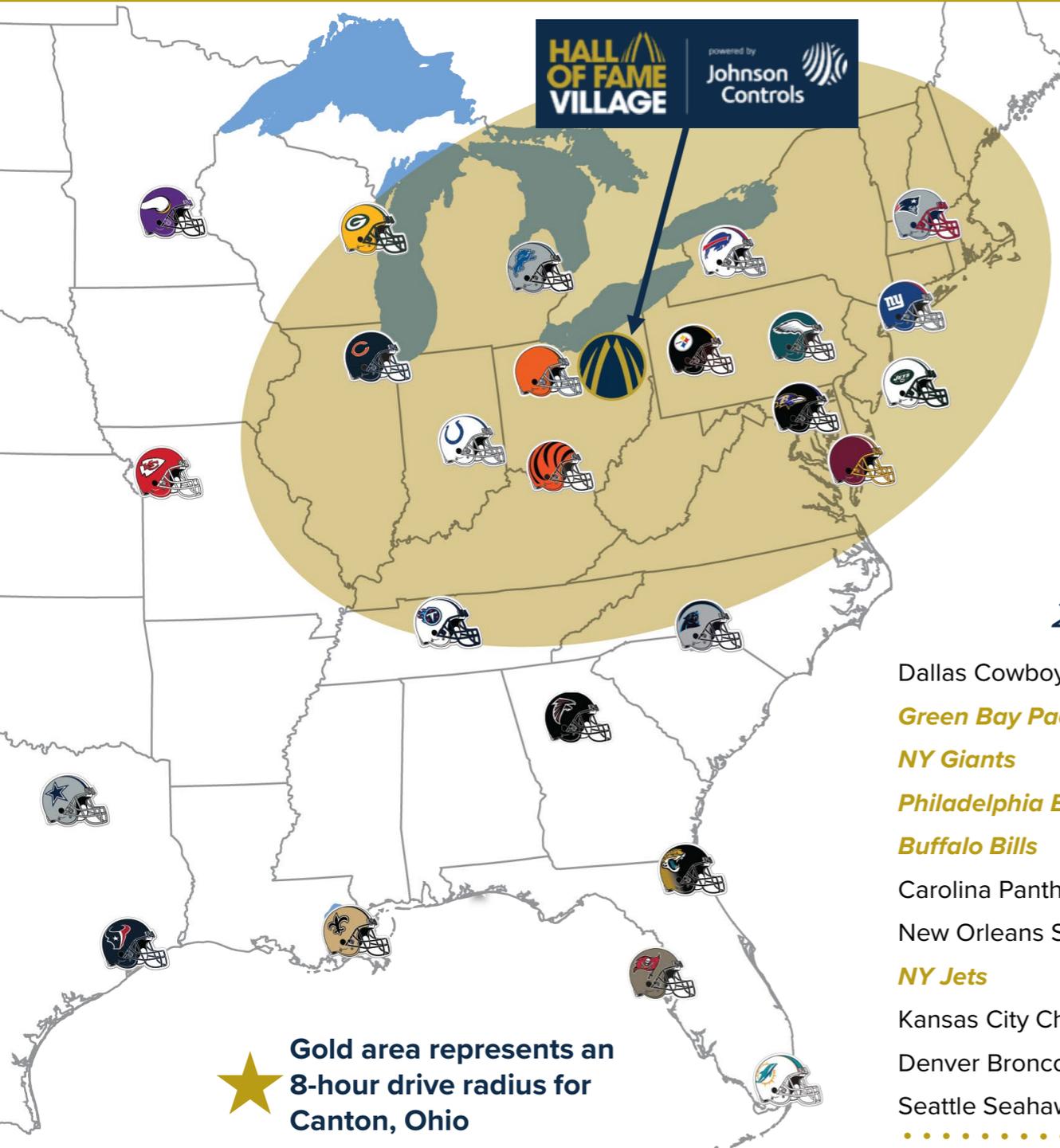
Jump Destination-Based Asset Ph. III [slide #35](#) in Appendix

*HOF Village Media is not a physical part of the the Hall of Fame Village powered by Johnson Controls, but is a Phase I asset of the company.

**DoubleTree by Hilton hotel opening in downtown Canton, Fall 2020.

Why Canton?

STRATEGIC LOCATION TAPS INTO FOOTBALL FANDOM



Nearly half of NFL franchises are located within an 8-hour drive, representing **\$6.4 billion in annual revenues.**¹

32 million people live within a 5-hour drive of Hall of Fame Village powered by Johnson Controls.

Akron/Canton Airport provides **direct flights to 10 major cities.**

2019 Total Attendance per NFL Team (figures in thousands)

Dallas Cowboys	1,289	Washington	1,101	Jacksonville Jaguars	1,014
Green Bay Packers	1,154	Atlanta Falcons	1,099	Detroit Lions	1,011
NY Giants	1,143	Baltimore Ravens	1,091	Arizona Cardinals	1,000
Philadelphia Eagles	1,139	New England Patriots	1,086	Chicago Bears	991
Buffalo Bills	1,123	San Francisco 49ers	1,080	Pittsburgh Steelers	986
Carolina Panthers	1,122	Houston Texans	1,076	Indianapolis Colts	965
New Orleans Saints	1,117	Cleveland Browns	1,075	Las Vegas Raiders	950
NY Jets	1,116	Minnesota Vikings	1,070	Tampa Bay Buccaneers	949
Kansas City Chiefs	1,115	Miami Dolphins	1,066	Cincinnati Bengals	907
Denver Broncos	1,104	Los Angeles Rams	1,063	Los Angeles Chargers	760
Seattle Seahawks	1,102	Tennessee Titans	1,047		

.....
Teams in gold are located within 8-hour drive of location

¹ Source: ESPN



THE ELEVEN, A HILTON TAPESTRY HOTEL

- Upscale, football-themed hotel, ~180 rooms
- ~10,000 sq. ft. of meeting space



DOUBLETREE BY HILTON

- \$21 million in renovations to downtown Canton hotel ongoing; Opening Fall 2020
- 164 guest rooms
- 11,000 sq. ft. of meeting space



INDOOR WATERPARK

- Technology-driven, football-themed experiential attraction
- 85,000 sq. ft. of indoor waterpark wet space
- Open year-round



CONSTELLATION CENTER FOR EXCELLENCE

- 75,000 sq. ft. vibrant mixed-use setting
- Includes dynamic office space & retail pads



CENTER FOR PERFORMANCE

- Home to NFL Alumni Academy
- World-class offices, training facilities & practice fields



PLAY-ACTION PLAZA

- 3.5-acre green space
- Adjacent to Retail Promenade
- Fun, football-themed area for recreation, events & informal gatherings



RETAIL PROMENADE

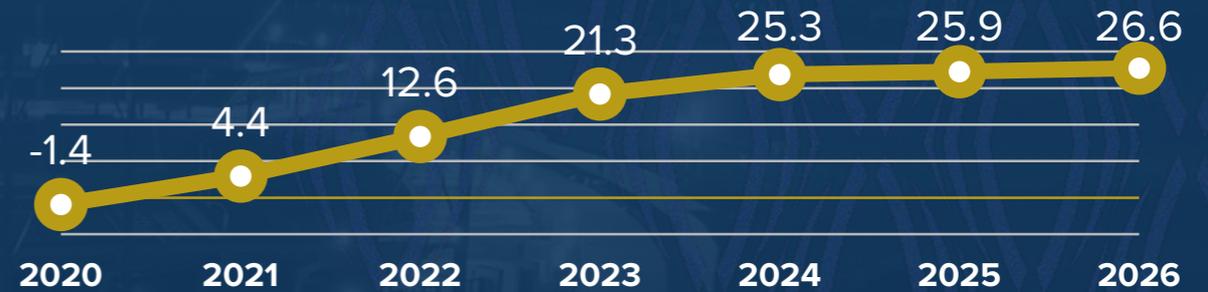
- 82,000 sq. ft. of unique restaurant & retail offerings
- Sports entertainment & themed, experiential offerings

New Phase II Canton-based assets represent approximately half of HOFV's projected \$150 million of annual revenue and \$50 million EBITDA.

REVENUE PROJECTIONS (M)



ADJUSTED EBITDA (M)



HOW WE MONETIZE



Event Rentals



Sponsorships



Gaming



Youth Sports



Merchandise



Room Nights/
Lodging



Arcade



Leasing



Banquets/Food



Concessions



Admissions



Meetings/
Conventions



Media



Indoor
Entertainment



Event Rentals



Sponsorships



Virtual Reality



Restaurant/Bar

Note: Financials above reflect prior programming for Center For Performance. Currently establishing new Pro Formas to reflect expanded programming including NFL Alumni Academy.

HOSTED 73 TOTAL EVENTS IN 2019, INCLUDING STADIUM, YOUTH SPORTS AND PRIVATE EVENTS.



TOM BENSON HALL OF FAME STADIUM

- Live events, concerts, and performances
- Weddings, corporate retreats, indoor/outdoor parties



NATIONAL YOUTH FOOTBALL & SPORTS COMPLEX

- Youth sporting events and tournaments
- Sports academies and athletic clinics
- More planned throughout the U.S.



CENTER FOR PERFORMANCE

- Field house for indoor sporting events
- NFL Alumni Academy sports/events
- Convention space for events



CONSTELLATION CENTER FOR EXCELLENCE

- Meetings and speaking engagements



PREMIUM HOTELS

- Meetings, conventions and banquets



INDOOR WATERPARK

- Event and private party rentals



PLAY-ACTION PLAZA

- Green space for recreation, events and informal gatherings



RETAIL PROMENADE

- Private event rentals
- Indoor entertainment bookings
- Outdoor festivals



8 State-of-the-art, multi-use fields;
5 fields today, 3 being added in Phase II.

Hosted **500k athletes** and their families since 2017.
More than **50% out-of-state attendance.**



Currently hosting outdoor sport activities such as football, flag football, lacrosse, soccer and rugby matches, with **plans to expand programming** to include indoor programming such as basketball, volleyball, cheerleading, band and more.

Opportunity to **produce exclusive content** from tournaments and camps and create youth mentorship and coaching programs.



Hosted annual **Pro Football HOF National Youth Football Championships** with streaming coverage on platforms such as CBS Sports Network.

YOUTH SPORTS PROJECTIONS



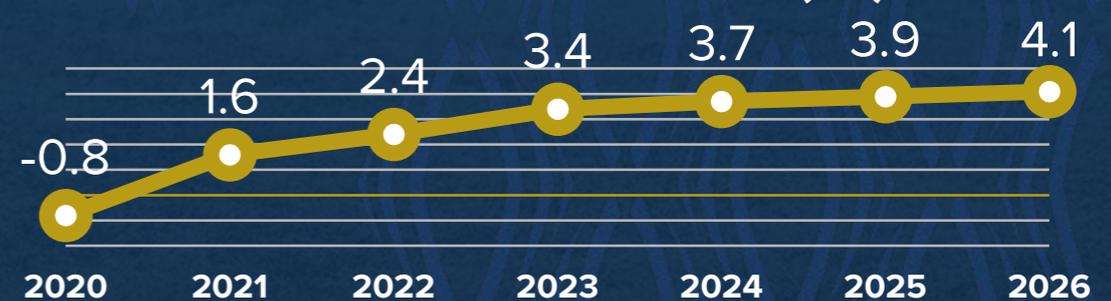
OUTDOOR PARTICIPATION PROJECTIONS



REVENUE PROJECTIONS (M)



ADJUSTED EBITDA (M)



*Estimate is a pre-COVID-19 projection.
Note: Figures do not include indoor complex projections.

Hall of Fame Village Media

CURRENT & FUTURE LANDSCAPE



BRAND PARTNERSHIPS WITH NFL ALUMNI ASSOCIATION & PRO FOOTBALL HALL OF FAME

allow direct access to **Exclusive Content**
& **Largest Collection of Football**
Memorabilia in the world ¹

CONTENT DISTRIBUTION OPPORTUNITIES

SOCIAL MEDIA



BROADCAST OVER-THE-TOP



STREAMING



- By 2023, revenues for the global entertainment and media industry are expected to reach \$2.6 trillion and **digital revenues will account for over 60% of total revenue in the media & entertainment industry.**²
- Virtual reality (VR) and over-the-top video (including streaming services like Netflix and Amazon Video) will see the most annual growth between 2018 and 2023. ²

1. Nearly 50 Million Pieces - consisting of documents, photographs, video and artifacts
2. Source: "PwC Global Entertainment & Media Outlook: 2019-2023" | [pwc.com/outlook](https://www.pwc.com/outlook)

Hall of Fame Village Media

CONTENT CREATION

OUR APPROACH

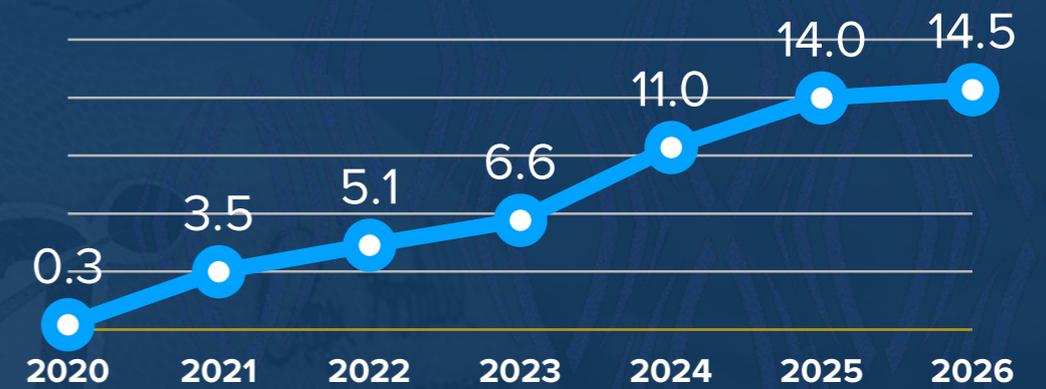
Producing exclusive, football-focused programming

- Live content has resulted in **significant national broadcast coverage**, including:
 - National High School Football Signing Day
 - The World Bowl High School All American Game
 - World Youth Football Championships
- Future live content to include **NFL Alumni Academy**

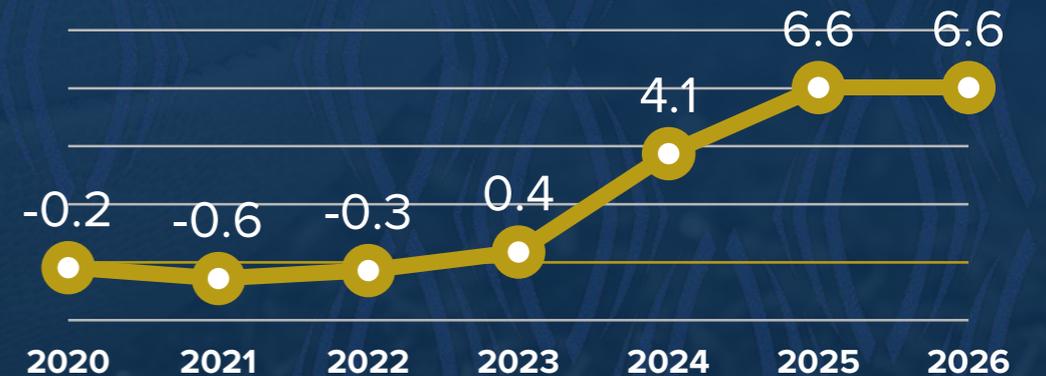
GO FORWARD STRATEGY

- Building a **world-class media team**
- **Creating programming** in four primary categories:
 - FEATURE FILMS | PRIMETIME TELEVISION
 - FAMILY SHOWS | KIDS PROGRAMMING
- Continuing to **advance content creation** partnerships
- Evolving a **network of production and distribution** partners

REVENUE PROJECTIONS (M)



ADJUSTED EBITDA (M)



Hall of Fame Village Gaming

E G A M I N G



INDUSTRY OUTLOOK

- In 2020, the global eSports market was valued at **over one billion U.S. dollars**.¹
- Revenue is expected to reach **\$6.82 billion by 2027**, a 24.4% CAGR from 2019. Revenue comes from a combination of **sponsorships, media rights, advertising, publisher fees, merchandise and admissions**.²

OUR APPROACH

eGaming is the connective tissue that **integrates all company business** units.

Youth Sports

Increases engagement

Sports Betting

Virtual Games with betting component

Destination Resort

Purpose-driven physical locations

Offsite Assets

Gaming as part of asset-build & programming

Media

Broadcast | Streaming gaming content

1. Statista, 2020
2. Grandview, 2020



Hall of Fame Village Gaming

SPORTS BETTING



INDUSTRY OUTLOOK

- Since the US Supreme Court permitted states to legalize sports betting in May 2018, **Americans have legally wagered more than \$10 billion on sports.**¹
- Sports betting is gaining traction with the NFL through **official partnerships with gambling experts like Caesars Entertainment.**

OUR APPROACH

- Poised to **take advantage of existing brand partnerships** and our own Fantasy League and e-gaming, all of which can be designed to accept sports wagering.
- Exploring online partnerships in this space to take advantage of sports betting opportunities that can **create a revenue stream immediately while awaiting legalization in Ohio.**

1. Ramsey, Eric. "The First \$10 Billion In Expanded US Sports Betting Revenue Goes To ..." Legal Sports Report, 19 Sept. 2019.

Hall of Fame Village Gaming

FANTASY SPORTS



INDUSTRY OUTLOOK

- In 2018, global market for Fantasy Sports was **\$13.9 billion**¹
- Global markets expected to reach **\$33.2 billion by the end of 2025**, a CAGR of 13.2% through 2025²

OUR APPROACH

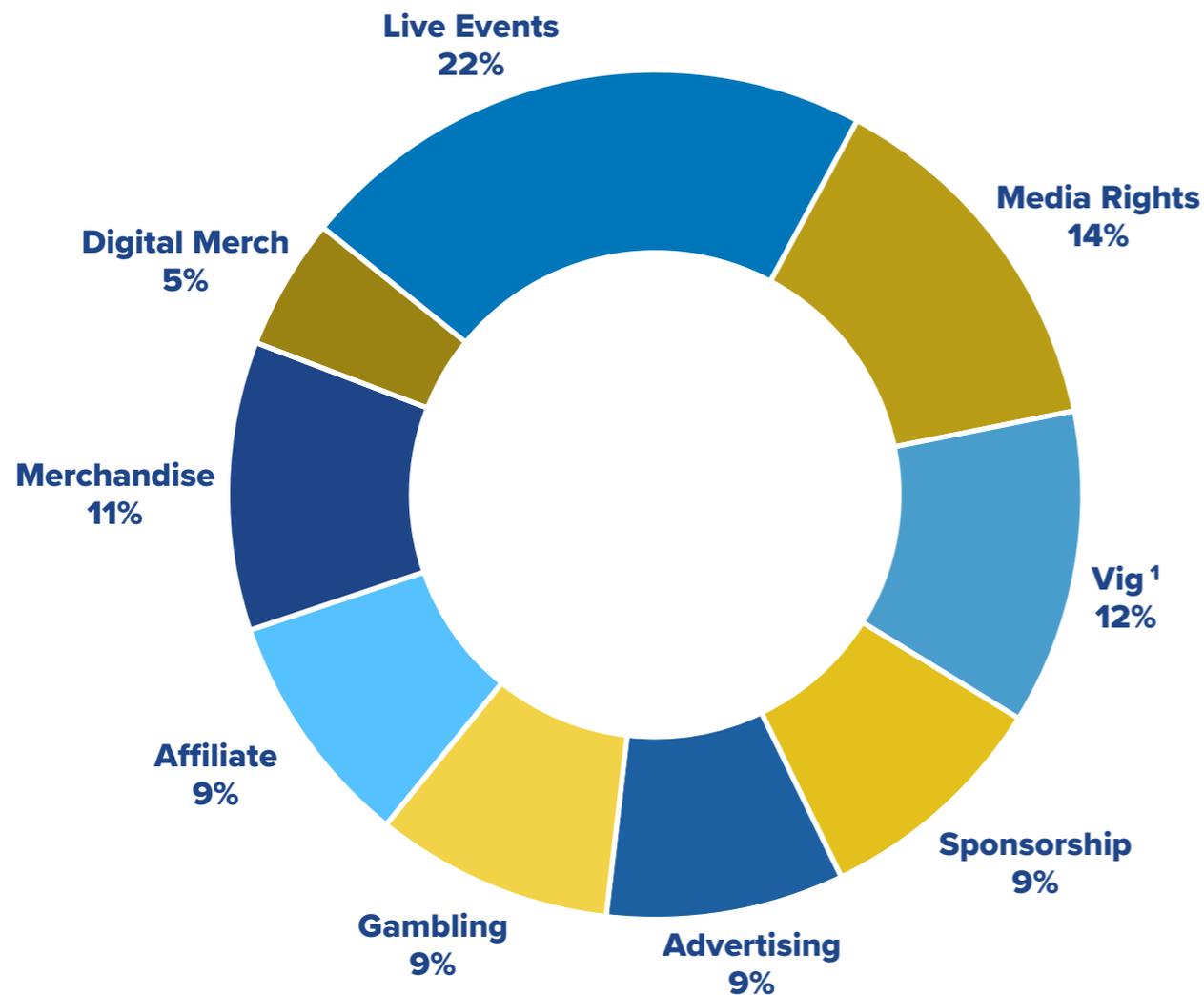
- HOFREco entered the high-growth vertical of fantasy sports with the **acquisition of The Crown League, the first professional fantasy football league**
- Connecting **fans of all levels to fantasy football experts** to engage in authentic and meaningful ways
- The league, **launching in Fall 2021**, will have **geo-based franchises** professionally managed with ownership and influence from the public
- Potential for industry expertise provided by experienced **fantasy analysts, NFL Hall of Famers and NFL Alumni**

1. Orbis Research. "Global Fantasy Sports Industry 2014 Market Research Report." QY Research, 13 Apr. 2019.
2. Orbis Research. "Signed **two new sponsorship agreements**"

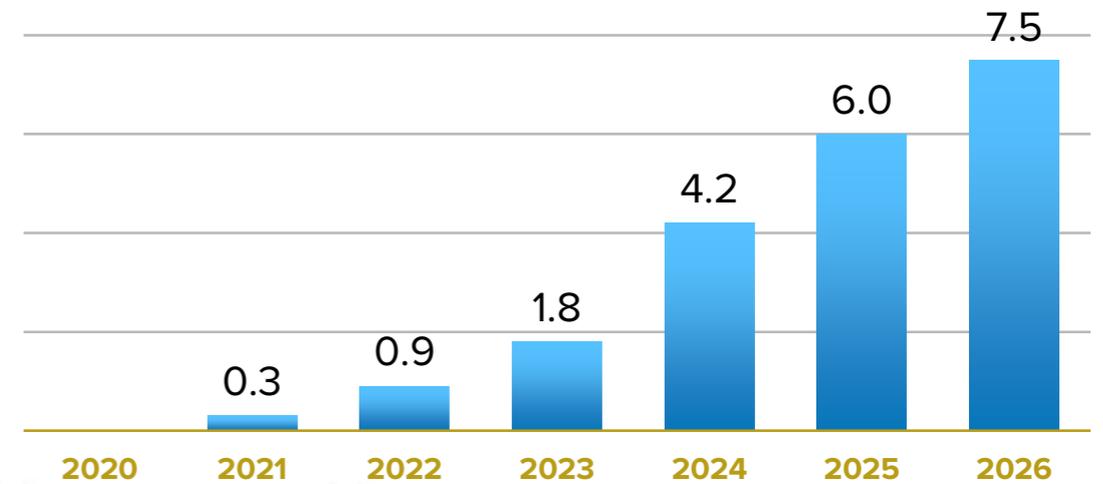
Hall of Fame Village Gaming

FANTASY SPORTS PROJECTIONS

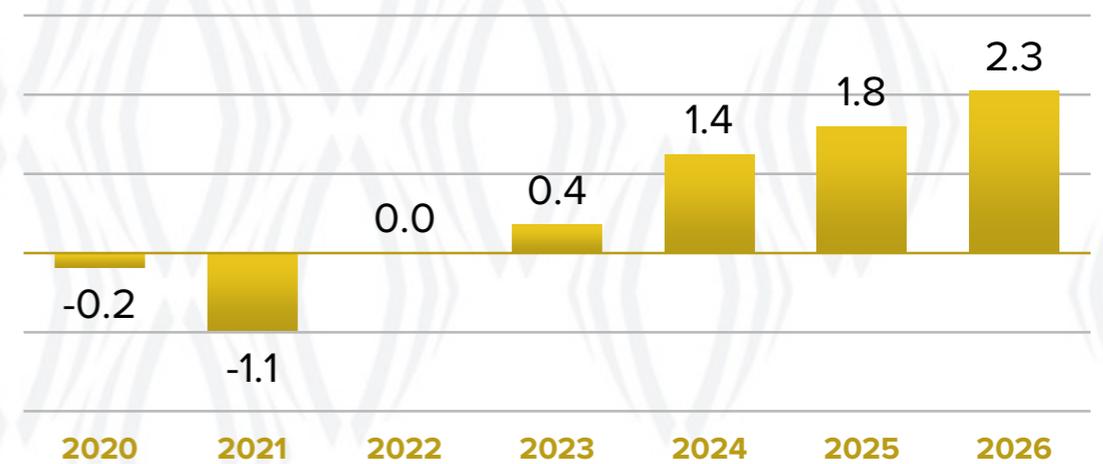
5-YEAR REVENUE MIX



REVENUE PROJECTIONS (M)



ADJUSTED EBITDA (M)



1. Vig (Vigorish): Commission charged by the house to place a bet

Partnerships & Sponsorships

CURRENT SPONSORSHIPS

**Committed sponsors represent over \$120M of value.
Projecting \$28M of annual Sponsorship Revenue in 2026.¹**



**FOUNDING PARTNER &
OFFICIAL NAMING RIGHTS
PARTNER**



OFFICIAL ENERGY PARTNER



**OFFICIAL PROCESSING &
PAYMENT SOLUTIONS PARTNER**



**OFFICIAL SOFT DRINK, WATER
& SPORTS HYDRATION PARTNER**



**OFFICIAL ARTIFICIAL
TURF PARTNER**



**WORLD BOWL & YOUTH
CHAMPIONSHIP OFFICIAL PARTNER**

1. Sponsorship projections based on benchmarks from similar industries and venues and includes extrapolations of growth as assets are developed and attendance and market share of audience are contemplated to increase.

Partnerships & Sponsorships

CURRENT PARTNERSHIPS

We have built a roster of world-class partners to guide the development of our physical assets and assist in leveraging the power of pro football into unique and immersive experiences across a wide range of platforms.



STADIUM OPERATIONS
MANAGEMENT



EXCLUSIVE STADIUM
FOOD SERVICE
PROVIDER



NFL ACADEMY & NFL ALUMNI
HEADQUARTERS
ON-SITE AT HOFV



HOTEL FRANCHISOR FOR
TAPESTRY & DOUBLETREE



DEVELOPMENT & MANAGEMENT
FOR TAPESTRY &
DOUBLETREE HOTELS



OWNER'S REPRESENTATIVE
FOR DESIGN/CONSTRUCTION



CONSTRUCTION MANAGER
FOR PHASE I AND II ASSETS



LOCAL CONVENTION &
VISITORS' BUREAU



Partnerships & Sponsorships

SPONSORSHIP PROJECTIONS

AREAS OF OPPORTUNITY

Areas of opportunity represent the top among up to 30 different categories of sponsors.



ALCOHOL

\$2.5 TO 3.2M



BANKING

\$2.0 TO 2.5M



AUTO

\$1.4 TO 1.8M



CARBONATED BEVERAGES

\$1.2 TO 1.5M



TELECOMM

\$1.0 TO 1.3M



INSURANCE

\$1.0 TO 1.3M



GROCERY

\$750 TO 950K



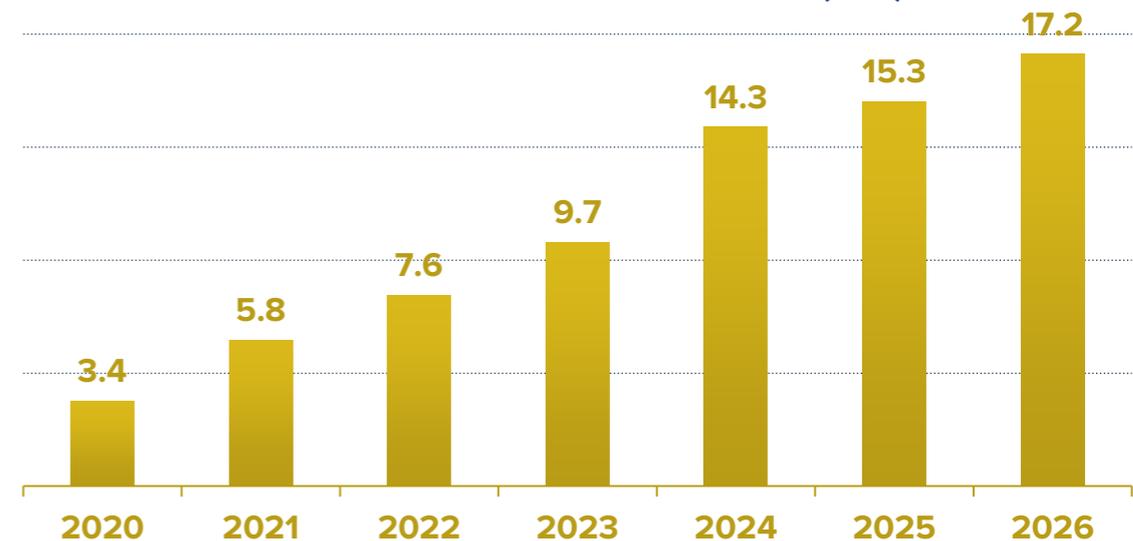
CONSTRUCTION INDUSTRIAL

\$400 TO 500K

REVENUE PROJECTIONS (M)

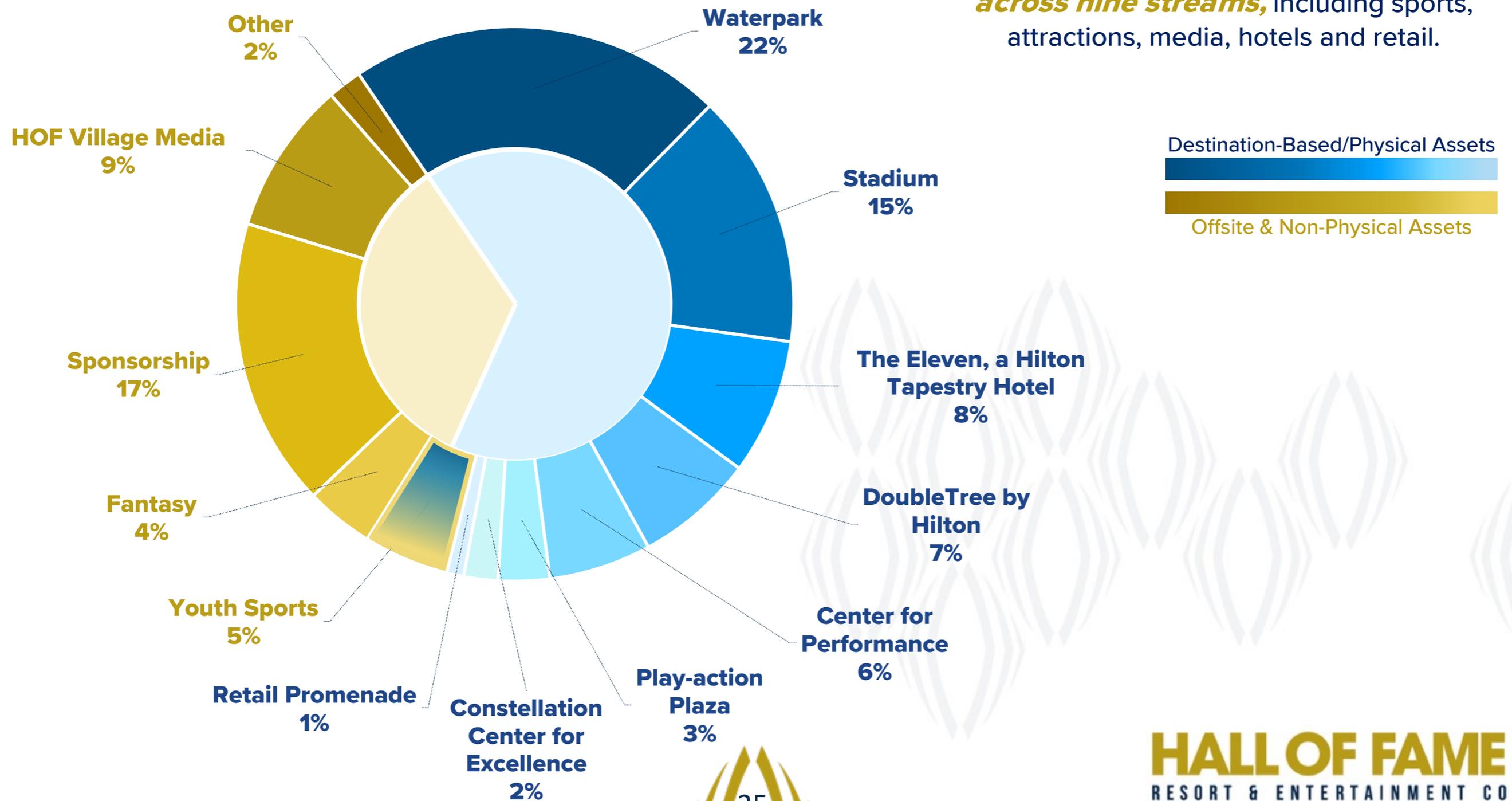


ADJUSTED EBITDA (M)



2026 REVENUE BREAKDOWN

By 2026, the Company expects to have approximately **\$150M of annual revenue across nine streams**, including sports, attractions, media, hotels and retail.





TARGETING 32 NFL CITIES

FUTURE DESTINATION ASSETS

Targeting the development of future destination-themed assets, including *live entertainment, gaming, dining & more* all over the country alongside major NFL franchise cities.

YOUTH SPORTS TOURNAMENTS

In partnership with the NFL Alumni Association and regional tourism bureaus, we are targeting the development of *Hall of Fame Huddle programs* and other youth programming in NFL cities.



HOFREco—A Sports & Entertainment Dynasty

ILLUSTRATIVE LONG-TERM GROWTH



HALL OF FAME RESORT & ENTERTAINMENT CO.

CAGR

Sports Betting

8.83%¹

eGaming

24.4%²

Fantasy Sports

13.2%³

Media

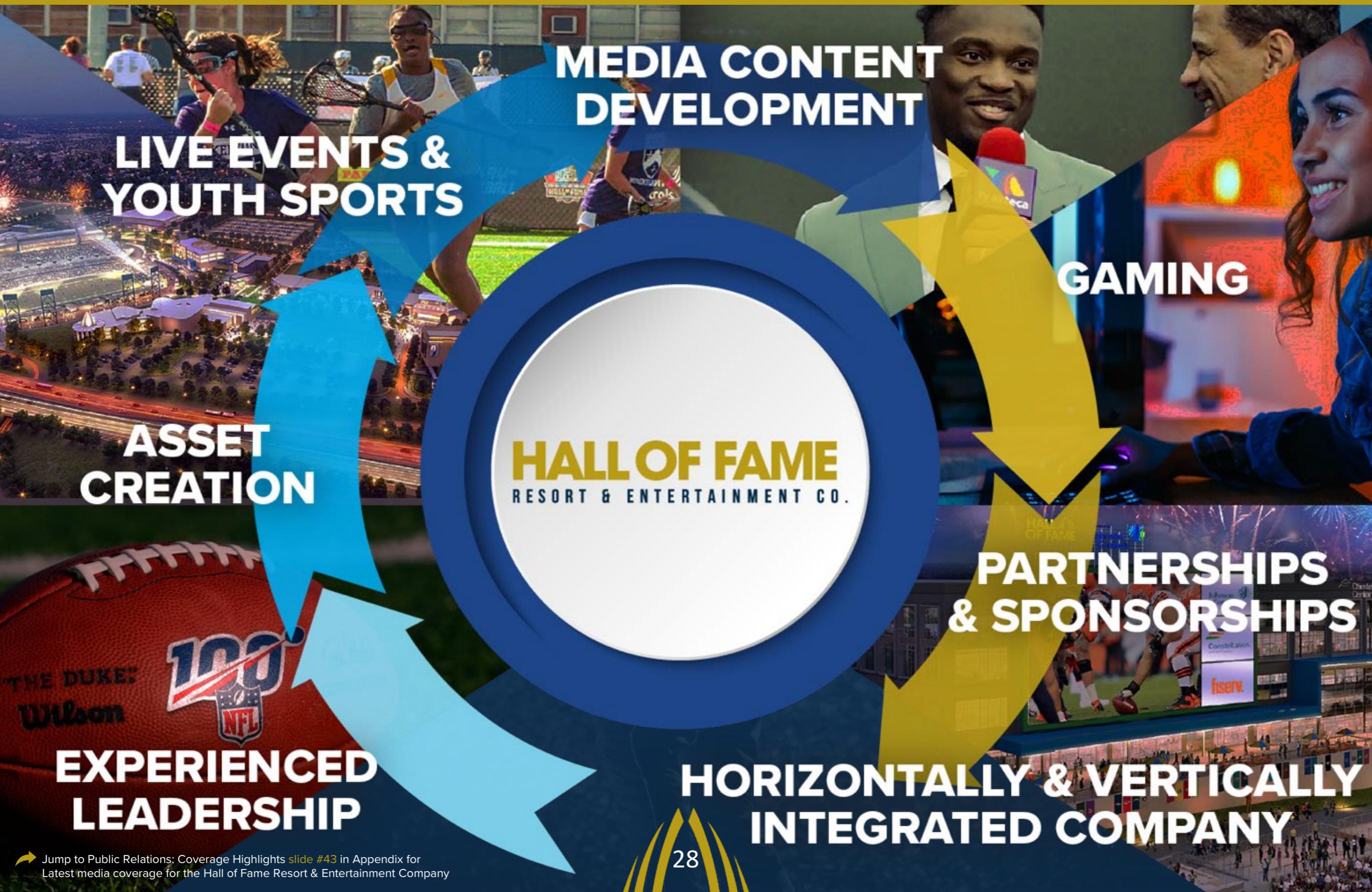
10%⁴

**Real Assets, Sponsorships
& Events (on and off-campus)**

5%⁵

1. Global sports betting market is expected to reach approximately USD 155.49 billion by 2024, growing at a healthy CAGR of 8.83% between 2018 to 2024 (Zion Market Research, 2019).
2. Revenue is expected to reach \$6.82 billion by 2027, a 24.4% CAGR from 2019 (Grandview, 2020).
3. Global markets expected to reach \$33.2 billion by the end of 2025, a CAGR of 13.2% through 2025 (Orbis, 2019).
4. CAGR for our internal Media P&L is 91% from 2020-2026, and targeting 10% from 2027-2030.
5. CAGR from 2020 to 2026 is 49%; from 2027 to 2030 is 5%.

Why Invest?



*Honor the Past,
Inspire the Future*

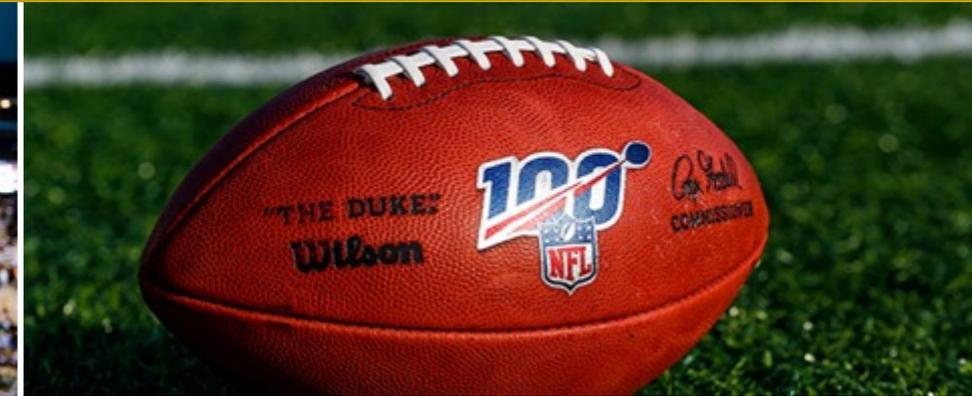


Appendix



Progress & Achievements

MILESTONES



September 2019

Announced **merger agreement** with Gordon Pointe Acquisition Corp.

October/November 2019

Acquisition and \$21 million renovation of McKinley Grand **hotel in downtown Canton, Ohio**

April 2020

Signed new deal with **NFL Alumni Association**

July 2020

Achieved taking the company public and **began trading on the Nasdaq as HOFV**

HOFREco CEO Presents At “The Emergence Of eSports” Webinar, Presented By Maxim and M-Vest

HOFREco CEO Presents At “The Emergence Of SPACs As A Mainstream IPO Vehicle” Webinar, Presented By Maxim And M-Vest

October 2019

ASM Global selected as management firm for Tom Benson Hall of Fame Stadium and on-site Youth Sports Events

NFL Owners Authorize Investment of **\$10 million in company**

January 2020

Announced deal with Hilton to brand two hotels, one of which will be renovated and operational in Fall of 2020

June 2020

Acquired remaining ownership of **Youth Sports Management LLC**
Announced planned acquisition of **The Crown League**

Signed **two new sponsorship agreements**

August 2020

New partnership with **President’s Council on Sports, Fitness & Nutrition**

Completed acquisition of **The Crown League**

The global COVID-19 crisis delayed, but did not stop our progress.

April 23, 2020
Signed new deal with
NFL Alumni Association

June 2020
No long-term impact
to previously communicated
pro-formas, despite short
construction delay

June 10, 2020
Pro Football Hall of Fame
closed for 3 months;
has since reopened

July 2020
New safety protocols
established for office
and on-campus events

May 1, 2020
Optimized balance sheet,
reducing debt and/or
converting to equity, further
enabling success when
company went public

June 3, 2020
Acquisition of remaining
**Youth Sports
Management LLC**
ownership announced

June 25, 2020
**Enshrinement and
HOF Game** delayed
until 2021

July 2, 2020
Achieved **taking the
company public** and
began trading on the
Nasdaq as HOFV & HOFVW

Board of Directors

EXCEPTIONAL LEADERSHIP

Tony Buzzelli, CPA

AUDIT COMMITTEE CHAIR
Deloitte & Touche
Somerset, VA



Karl Holz

NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE CHAIR
Karl Holz Advisors, LLC
Orlando, FL



Mary Owen

Life Trustee,
Ralph C. Wilson, Jr. Foundation
Trophy Club, TX



Michael Crawford

CHAIRMAN OF THE BOARD
President & CEO,
HOFREco
Canton, OH



Michael Klein

Managing Partner,
M. Klein and Co.
New York, NY



Edward Roth

President and CEO,
Aultman Health Foundation
Canton, OH



David Dennis

Retired, KPMG
Longwood, FL



Stuart Lichter

President and Chairman,
IRG
Los Angeles, CA



Kimberly Schaefer

COMPENSATION COMMITTEE CHAIR
President,
Two Bit Circus
Los Angeles, CA



Jim Dolan

VICE CHAIRMAN
CEO,
Voyager Holdings II, LLC
Naples, FL



Curtis Martin

Pro Football Hall of Famer
New York, NY



HALL OF FAME
RESORT & ENTERTAINMENT CO.



TOM BENSON HALL OF FAME STADIUM

A **world-class, 23,000 seat, sports and entertainment stadium** that is already home to three major events of the annual Enshrinement Week Powered by Johnson Controls.



NATIONAL YOUTH FOOTBALL & SPORTS COMPLEX

Facility has hosted approximately **500,000 tournament participants and their families** since its inception in 2017, in traditional sporting competitions and non-traditional events.

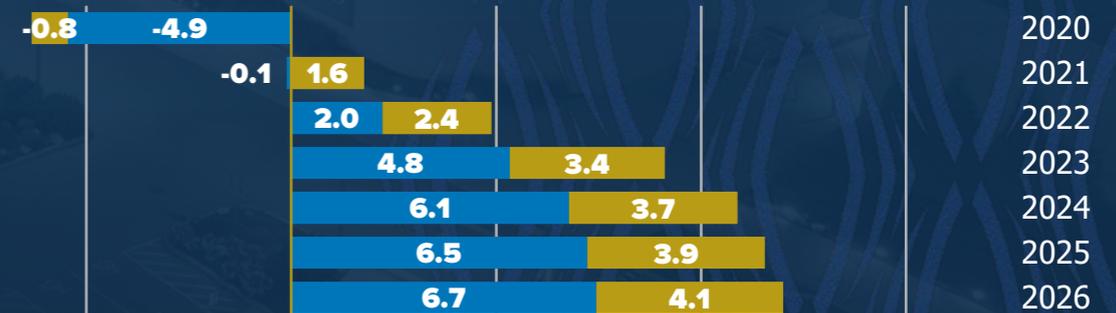
Completed Phase I projects (2015-2018) provide a solid foundation of assets to host events.

REVENUE PROJECTIONS (M)



■ Stadium ■ Youth Sports

ADJUSTED EBITDA (M)





With Phase I and Phase II assets providing a solid foundation, growth is expected to continue with the development of Phase III, including a potential mix of residential space, and additional attractions, entertainment, dining, merchandise and more.

a great place to live, work & play

Targeted Financial Growth

PHASE I + PHASE II

PHASE I

Alliance partnerships, stadium entertainment, youth sports & infrastructure

PHASE II

Activation of significant assets – Waterpark, Hotels, Convention Center and Retail
Further monetizing Stadium, Youth Sports, Fantasy Sports, Media and Alliance Partnerships

PHASE III+ Beyond

Phase III and further expansion plans to enable further growth within 600-acre Tourism Development District. In addition to new growth from fantasy football, e-gaming and sports betting, Phase III may include a potential mix of residential space, additional attractions, entertainment, dining, merchandise and more.

TOTAL REVENUE (M)¹



ADJUSTED EBITDA (M)¹



FIGURES IN MILLIONS

1.Source: Preliminary Management Run-Rate financial estimates as of August 2020; subject to change. Actual results may differ materially from forecasts.

2.Management assumed that Phase II will cost approximately \$300 million in capital spending with construction beginning in 2020 and that all components will be complete and operational by 2023. Management further assumed that it will be able to secure financing through approximately \$240 million in Phase II construction loans, \$70 million in TDD/TIF public financing and \$55 million in equity/EB-5. Management assumed that HOFV will be able to increase attendance to above 1,000,000 visitors per year and generate significant revenue and EBITDA margin by selling a broad range of products and services across its Phase I and Phase II assets. The assumptions were developed based on Management's expertise and the experience of construction managers being consulted by management.

3.Excludes certain extraordinary non-recurring expenses. Adjusted EBITDA is a non-GAAP metric and is unlikely to be comparable to similar metrics presented by other companies. It should not be treated as a substitute for comparable GAAP financial metrics. Non-GAAP metrics have inherent limitations.

Transaction Framework

July 1 Transaction & Phase II Plans

MERGER TRANSACTION (\$M)

Sources	
NewCo Public Equity ⁽¹⁾	\$44.8
Private Convertible Debenture ⁽²⁾	20.7
HOFV Equity Consideration ⁽³⁾	243.3
GPAQ Founders Equity ⁽⁴⁾	20.4
Total Sources	\$329.1

Uses	
Total Equity Consideration ⁽⁵⁾	\$277.4
Repayment of GACP Term Loan ⁽⁶⁾	15.5
Reclassification of Notes ⁽⁷⁾	13.7
Transaction Fees and Expenses	6.5
Cash to Balance Sheet	16.0
Total Uses	\$329.1



Pro Forma Market Cap & Enterprise Value	
Trust Value per Share ⁽⁸⁾	\$10.80
Pro Forma Shares Outstanding	31.8
Equity Value / Market Cap	\$343.8
Net Debt ⁽⁹⁾	80.7
Pro Forma Enterprise Value	\$424.5

PRO FORMA CAPITALIZATION AND OWNERSHIP AT TRANSACTION CLOSE (M)

Pro Forma Capitalization at Transaction Close	
Cash and Cash Equivalents	25.9
GACP Term Loan	34.5
Related Party Subordinated Loan	13.4
Private Convertible Debenture	20.7
Other Debt	38.0
Equity ⁽¹⁰⁾	308.4



Pro Forma Ownership		
	Shares	%
Current HOFV Stakeholders	25.7	80.8%
Public Equity Holders ⁽¹¹⁾	4.1	12.8%
GPAQ Founders Eq. & Sponsor Loan	2.0	6.4%
Total	31.8	100.0%

PHASE II (M)

Illustrative Phase II Sources of Funds	
New Phase II Construction Financing ⁽¹²⁾	\$240.6
Additional EB-5 & Other Equity Financing	54.7
TDD/TIF Public Financing (Net of Reserves)	70.0
McKinley Grand Hotel Financing	22.0
Balance Sheet Cash at Close of GPAQ Merger	25.0
Total Sources	\$412.3

Illustrative Phase II Uses of Funds	
Est. Remaining Phase II Construction Costs	\$303.0
Illustrative Phase II Financing Costs	28.3
McKinley Grand Renovation	22.0
Repayment of GACP Term Loan	34.5
Cash Reserved For Working Capital	24.5
Total Uses	\$412.3



Pro Forma Market Cap & Enterprise Value	
Trust Value per Share ⁽⁸⁾	\$10.80
Pro Forma Shares Outstanding	31.8
Equity Value / Market Cap	\$343.8
Avg. Net Debt ⁽¹³⁾	161.5
Pro Forma Enterprise Value	\$505.3

- \$31M cash retained in Trust. In addition, Newco Public Equity reflects the conversion of \$13.7M in Founders Class convertible notes into common equity.
- \$7M of new convertible debt financing achieved. In addition, Private Convertible Debenture includes the reclassification of \$4.2M of Founders Class convertible notes, \$9M of Related Party Subordinated Loans and \$0.5M of GPAQ Sponsor Loans.
- Includes shares issued to holders of HOFV units, preferred equity, secured debt, ACC funded debt, New ACC funded debt, GPAQ Founder Shares transferred to HOFV stakeholders as well as shares issued in exchange for transaction fees and expenses as 07/01/2020.
- Reflects the cancellation of 1,185,741 GPAQ Class F Founder Shares (out of a cap of up to 1,185,741 shares) and the transfer of 414,259 shares to HOFV.
- Includes equity attributable to HOFV, Founders Class convertible notes, GPAQ Sponsor Founders Shares and equity issued for Sponsor Loans totaling \$5.1M.
- An 8th amendment to the GACP Term Loan was signed prior to Close. As part of the amendment, HOFV agreed to repay \$15.5M of the \$50M GACP Term Loan outstanding at close. The GACP Term Loan matures on November 30, 2020.
- Reflects the reclassification of \$4.2M of Founder Class convertible notes, \$9M of Related Party Subordinated Loans, and \$0.5M of GPAQ Sponsor Loans into the Private Convertible Debenture.

- ~2.9M shares outstanding and an estimated Trust Value per Share equal to \$10.80 with ~0% of shares redeeming at closing on July 1, 2020.
- Includes Gross Values of \$34.5M of Senior Debt, \$13.4M of Related Party Subordinated Loans, \$20.7M of Private Convertible Debentures, and Other Debt of \$1.3M in loans for land due to an Affiliate, \$11.2M in loans associated with the DoubleTree Hotel, \$9.9M in Constellation EME financing, \$9.8M in TIF financing, \$5.6M in a non-recourse securitization of sponsorship revenue, and \$0.4M associated with a Paycheck Protection Program Loan, less Cash and Cash Equivalents of \$16.0M of cash and ~\$9.9M in Restricted Cash.
- Includes NewCo Public Equity, HOFV Equity Consideration and GPAQ Founders Equity
- Reflects an increased 1.421333 exchange ratio for each non-redeeming GPAQ common share.
- Includes ~\$210.9M in construction loan financing and ~\$29.7M in EME funding provided by Constellation Energy. This loan would be secured by Phase I and Phase II assets.
- Average Net Debt includes the average balance of the construction loan, DoubleTree financing, TDD/TIF public financing, EME funding and Related Party subordinated loan during the Phase II construction period.

Public Financing Opportunity

CITY & STATE

With projected net financing available of over \$160M over the course of the project, public financing opportunities represent a significant component of the overall Capital Plan. There are three main components of the public financing opportunity: TDD Bonds, TIF Bonds and Production Tax Credits.

TDD BOND FINANCING

- Ohio Revised Code 715.014 allows for the creation of a “tourism development district” (TDD) at the HOFV site – currently at 100 acres and approved to expand to 600 acres
- The Hall of Fame Resort & Entertainment Company is allowed, within the TDD, the ability to “self-assess” taxes across all business activity within the established TDD boundaries for the following taxes:
 - Admissions and Parking tax
 - Gross Receipts tax
 - Hotel tax
 - Lease tax
- We intend to monetize these TDD revenue streams using a 30-year term, at an interest rate of ~6.5%
- In Phase I, the Company is already receiving TDD tax revenue for admissions, parking and gross receipts taxes

TAX INCREMENT FINANCING (TIF)

- Ohio Revised Code 5709.40 allows real property taxes generated from newly constructed property to be used to fund public infrastructure
- The City of Canton has allowed 75% of the TIF revenues to be pledged to a bond issue
- We intend to monetize these TIF revenue streams from newly constructed private assets, using a 30 year term, at interest rates ranging between 5.5% and 6.50%

PRODUCTION TAX CREDITS

- We have submitted an application to the State of Ohio for production tax credits in support of the local production and post-production services to create The Hall of Fame Experience

Note: Projected public financing opportunity preliminary estimate as of January 2019; subject to change. Actual results may differ materially from projections.

← Return to Destination-Based Entertainment Assets: Overview [slide #9](#) in presentation

Investment Opportunity

QUALIFIED OPPORTUNITY ZONE

Existing and planned developments in Canton, Ohio, are located in a “qualified opportunity zone” (as defined in the 2017 Tax Cuts and Jobs Act), which may provide certain investors significant benefits.

Created as part of the Tax Cuts and Jobs Act of 2017, the Qualified Opportunity Fund (“QOF”) Program is designed to encourage investment in low-income communities by offering tax incentives to investors who invest realized capital gains in QOFs

Tax Component	Details	Tax Benefit
Tax Deferral of Original Capital Gain	<ul style="list-style-type: none"> An investor who reinvests realized capital gains into a QOF generally within 180 days¹ may defer tax on such gains until the earliest of: <ul style="list-style-type: none"> — Sale of the QOF investment, — The occurrence of an “inclusion event”, or — December 31, 2026 	<ul style="list-style-type: none"> Deferral of capital gains More immediate capital to start compounding
Stepped-Up Basis on Original Capital Gain	<ul style="list-style-type: none"> If the investor holds the QOF for: <ul style="list-style-type: none"> — At least 5 years by December 31, 2026: receives basis step-up equal to 10% of deferred gain — At least 7 years by December 31, 2026: receives an additional basis step-up equal to 5% of deferred gain, resulting in a 15% total basis step-up 	<ul style="list-style-type: none"> Tax reduction of deferred gain
Stepped-Up Basis of QOF	<ul style="list-style-type: none"> If the investor holds the QOF for at least 10 years: <ul style="list-style-type: none"> — Receives step-up in basis to the fair market value of the QOF investment immediately prior to sale 	<ul style="list-style-type: none"> No capital gains taxed upon sale of QOF

Year 0: 2019



Begin to Defer Taxes on Original Capital Gain: Invest recently realized capital gains into a QOF

Year 5: 2024



Stepped-up Basis on Original Gain: Investor receives a step-up in basis equal to 10% of the original investment

Year 7: 2026



Stepped-up Basis on Original Gain: Investor receives an additional 5% step-up in basis, for an aggregate step-up equal to 15% of the original investment

Tax Deferral on Original Gain Ends: Taxes are due at the earliest of the sale date, an inclusion event, or 12/31/2026

Year 10: 2029



Stepped-up Basis of QOF: Potential to eliminate all capital gains tax from the sale of the QOF

¹ Source: Tax Cuts and Jobs Act of 2017. Investors who invest capital gains recognized from pass through entities including limited partnerships may, in certain circumstances, choose to begin their 180- day period on either the last day of the entity's year (when the owner would be required to recognize the gain) or when the entity itself would begin the 180-day period (generally the date the entity sold the capital gains property). Special rules apply to certain types of capital gain, including capital gain realized on certain sales of real property. The Tax Cuts and Jobs Act of 2017 provides that the 180- day period begins on the date of “sale,” while the proposed regulations issued by the IRS refer to the date on which the gain is “recognized.”

Partnerships & Sponsorships

NFL ALUMNI ASSOCIATION



HOFV's Partnership with NFL Alumni Association

- The partnership enables the NFL Alumni Association to locate their **NFL Alumni Academy complex** and its related facilities and projects at the HOFV campus.
- The **NFL Alumni Association's national headquarters** and the NFL Academy Complex to include multipurpose facilities:
 - Offices
 - Training facilities
 - Practice fields
 - Player housing & dining facilities

ABOUT THE NATIONAL FOOTBALL LEAGUE'S ALUMNI ASSOCIATION "NFL ALUMNI"

NFL Alumni Association consists of former NFL players, coaches, executives, spouses, cheerleaders, and associate members.

MISSION: "Caring for our Own" is to serve, assist and inform its members and their families.

NFL Alumni Association is also committed to serving the needs of youths across the country through its traditional mission of "Caring for Kids"

Note: HOFV executed a Letter of Intent on April 22, 2020 to establish the NFL Alumni Academy at the HOFV campus.

HALL OF FAME
RESORT & ENTERTAINMENT CO.

Hall of Fame Village Media

CURRENT CONTENT PARTNERSHIPS



The NFL Alumni Association Academy provides an exclusive opportunity to develop **content featuring Hall of Famers and NFL alumni** working with today's generation of football prospects as they begin their journey into the league.



It's the **largest youth football championship event in the world** and it's right here at Tom Benson Hall of Fame Stadium. Teams of all ages and from all over the globe come to Canton to prove they are the best.

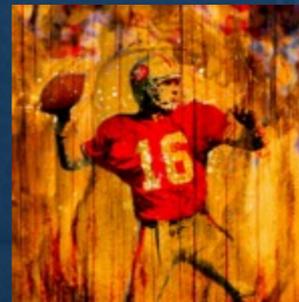


The **Ohio High School Athletic Association** selected Tom Benson Hall of Fame Stadium as the site for its football championships through 2024.



IMMERSIVE ARTISTRY

Hall of Fame Village powered by Johnson Controls has partnered with Immersive Artistry, a top leading themed-based attraction designer, on **unique media content** as well as the **interior design of the football-themed waterpark**.



ARTIST PAUL GERBEN

Hall of Fame Village powered by Johnson Controls has partnered with **renowned artist Paul Gerben**, of New York, on four portraits of Hall of Famers.



Tom Benson Hall of Fame Stadium hosted the **inaugural Black College Football Hall of Fame Classic** in 2019 and will host again in 2021.



ILLUSTRATIVE EVENT SLATE



FEBRUARY

Great Lakes Soccer, OHSAA Swim & Dive Championships

MARCH

CASA Soccer Crossovers

APRIL

HOF Marathon, GLA Men's College Showcase

MAY

Memorial Day 7v7 Championships, North Coast Lacrosse Championships

JUNE

Blue/Grey Combine, GLA Women's College Showcase

JULY

HOF Academy, National Flag Football Summer Nationals, Ruby Ohio 7v7 Championship

AUGUST

Enshrinement Ceremony, Hall of Fame Game, Concert for Legends, Lacrosse 360 Shootout

SEPTEMBER

Great Lakes Labor Day Soccer Challenge

OCTOBER

Crosse' Out Cancer Lacrosse, NFL Flag Football Regional w/ Cleveland Browns

NOVEMBER

Holidaze Event, Graveyard Lacrosse Championships, Small College Rugby Championship

DECEMBER

Ohio High School State Championships, "Stagg Bowl" NCAA Division III Football National Championship

Hosted 73 total events in 2019, including stadium, youth sports and private events.

Note: Slate does not include any private or corporate event bookings.

Public Relations

COVERAGE HIGHLIGHTS

WSJ **Pro Football Shrine Taps Into Its Inner Disney** 



Hall of Fame Resort & Entertainment Company Completes Merger
Creating a Premier Sports, Entertainment and Media Enterprise Centered on the World's Largest Source of Professional Football Information 

abc NEWS **NFL owners agree to invest in Hall of Fame project** 

DIGITAL JOURNAL
Hall of Fame Resort & Entertainment Company Announces New Brand and Identity for Its Sports & Entertainment Destination Resort 



Gordon Pointe Acquisition Corp. Shareholders Approve Definitive Merger Agreement with HOF Village, LLC 



INTERVIEW: The Pro Football Hall of Fame is Building a 'Disneyland' for the Sport 



PRO Football HOF Village to use Sports, Exclusive I.P. to attract fans 

For more press coverage: www.HOFREco.com

