







Diamond Hill Denver

Mortgage Loan	Information
Mortgage Loan Seller:	JPMCB
Original Principal Balance:	\$32,000,000
Cut-off Date Principal Balance:	\$32,000,000
% of Pool by IPB:	4.1%
Loan Purpose:	Refinance
Borrower:	Diamond Hill Operating LLC
Sponsor:	Gemini-Rosemont Realty LLC
Interest Rate:	5.14800%
Note Date:	3/20/2017
Maturity Date:	4/1/2022
Interest-only Period:	24 months
Original Term:	60 months
Original Amortization:	360 months
Amortization Type:	IO-Balloon
Call Protection:	L(24),Grtr1%orYM(11),O(25)
Lockbox / Cash Management:	Hard / In Place
Additional Debt:	N/A
Additional Debt Balance:	N/A

Property Information						
Single Asset / Portfolio:	Single Asset					
Title:	Fee					
Property Type - Subtype:	Office – Suburban					
Net Rentable Area (SF):	374,137					
Location:	Denver, CO					
Year Built / Renovated:	1969-1973 / 2016					
Occupancy:	76.5%					
Occupancy Date:	3/3/2017					
Number of Tenants:	68					
2014 NOI:	\$2,916,716					
2015 NOI ⁽¹⁾ :	\$2,794,979					
2016 NOI ⁽¹⁾ :	\$3,279,149					
TTM NOI (as of 2/2017):	\$3,319,789					
UW Economic Occupancy:	74.2%					
UW Revenues:	\$6,444,581					
UW Expenses:	\$3,056,508					
UW NOI:	\$3,388,073					
UW NCF:	\$2,876,143					
Appraised Value / Per SF ⁽²⁾ :	\$51,800,000 / \$138					
Appraisal Date:	2/24/2017					

Escrows and Reserves ⁽³⁾								
	Initial	Monthly	Initial Cap					
Taxes:	\$0	\$78,939	N/A					
Insurance:	\$0	Springing	N/A					
Replacement Reserves:	\$6,236	\$6,236	N/A					
TI/LC:	\$546,767	\$46,767	N/A					
Other:	\$615,520	\$0	N/A					

N/A

Financial Information						
Cut-off Date Loan / SF: \$86						
Maturity Date Loan / SF:	\$82					
Cut-off Date LTV ⁽²⁾ :	61.8%					
Maturity Date LTV ⁽²⁾ :	59.1%					
UW NCF DSCR:	1.37x					
UW NOI Debt Yield:	10.6%					

Sources and Uses								
Sources	Sources Proceeds % of Total Uses Proceeds 9							
Mortgage Loan	\$32,000,000	97.2%	Payoff Existing Debt	\$30,774,621	93.5%			
Sponsor Equity	922,018	2.8	Upfront Reserves	1,168,523	3.5			
			Closing Costs	978,874	3.0			
Total Sources	\$32,922,018	100.0%	Total Uses	\$32,922,018	100.0%			

- (1) The increase in 2016 NOI from 2015 NOI was primarily due to increased base rent of approximately \$498,780 due to new and renewal leases executed at rents in excess of previously existing leases.
- (2) Appraised Value / Per SF, Cut-off Date LTV and Maturity Date LTV are calculated based on the "hypothetical as-is" value, which assumes that all deferred maintenance, as well as all outstanding tenant improvements, leasing commissions and free rent have been paid or escrowed at origination. At origination, the borrower reserved \$376,875 for deferred maintenance, \$188,558 for outstanding tenant improvements and leasing commissions and \$50,087 for outstanding free rent obligations. The "as-is" value as of February 24, 2017 is \$51.2 million, which results in a Cut-off Date LTV and Maturity Date LTV of 62.5% and 59.8%, respectively.
- (3) For a full description of Escrows and Reserves, please refer to "Escrows and Reserves" below.

The Loan. The Diamond Hill Denver loan has an outstanding principal balance as of the Cut-off Date of \$32.0 million and is secured by a first mortgage lien on the borrower's fee interest in four four-story office buildings totaling 374,137 square feet, located in Denver, Colorado. The loan has a five-year term and, subsequent to a two-year interest-only period, will amortize on a 30-year schedule.

The Borrower. The borrowing entity for the Diamond Hill Denver loan is Diamond Hill Operating LLC, a Delaware limited liability company and special purpose entity.

Additional Debt Type:

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The Loan Sponsor. The loan sponsor and nonrecourse carve-out guarantor is Gemini-Rosemont Realty LLC ("<u>Gemini Rosemont</u>"), a fully integrated commercial property acquisition and asset management company operating in 20 states with a portfolio comprised of approximately 13.0 million square feet. Founded in 1992, Gemini Rosemont has completed transactions in excess of \$2.5 billion to date. Gemini Rosemont's operating experience has been developed through multiple real estate cycles with a focus on assets in certain secondary markets.

The loan sponsor acquired the property in 1994 for approximately \$13.5 million (approximately \$36.08 per square foot). Since acquisition, the loan sponsor has indicated that it invested approximately \$11.3 million (approximately \$30.20 per square foot) for a total cost basis in the property of approximately \$24.8 million (approximately \$66.29 per square foot).

The Property. The Diamond Hill Denver property is comprised of four four-story Class B office buildings (buildings A, B, C and D), totaling 374,137 square feet, situated on an approximately 10.5-acre site. The property was constructed in phases between 1969 and 1973 and most recently renovated in 2016. The most recent renovation at the property included improvements to the lobbies, roofs and parking surface with the loan sponsor having indicated that approximately \$1.8 million in capital expenditures were spent in 2016. Other amenities at the property include an on-site deli, conference center, on-site management office and a 235-stall subterranean parking garage. Overall the property features 941 total parking spaces for a parking ratio of approximately 2.52 per 1,000 square feet. The property is located approximately 2.0 miles from the state capitol building and 1.7 miles from the Denver central business district, featuring skyline views of downtown Denver. The property's central location and proximity to the downtown area is expected to attract prospective tenants. The loan sponsor has indicated that it believes this location has allowed for a strategic positioning of the asset as a cost-conscious alternative to the central business district, without fully sacrificing the benefits of a convenient urban location.

As of March 3, 2017, the property was 76.5% occupied by 68 tenants across 79 leases. The property features a granular tenant mix with no individual tenant accounting for more than 5.8% of the net rentable area at the property or 8.9% of the total underwritten base rent. Tenancy consists of a mix of both local and national companies and organizations from a range of industries including medical, finance and government, while the property has achieved an average occupancy over the preceding 10 years of approximately 88.3%. Of the currently vacant square footage at the property, approximately 58.3% is concentrated in building D. Upon relocating its corporate headquarters from Kansas, a large tenant, SCL Health Systems, vacated building D in 2015 as the property could not accommodate a space large enough for the 920 workers now located in Broomfield, Colorado. Building D is situated on the easternmost side of the property with unobstructed views of the Denver skyline. Building D also features a newly renovated lobby and is situated directly above the subterranean parking garage. The loan sponsor has opted to relocate several tenants within the complex in hopes that a concentrated vacancy would allow for a re-positioning of building D as a premium option to the currently below market in-place rent at the property.

The largest tenant at the property, Midtown Occupational Health ("Midtown"), leases a total of 21,662 square feet (5.8% of net rentable area) and has occupied space at the property since April 2004. In October 2016, Midtown vacated its space in building D and relocated to building A (14,502 square feet), in addition to expanding its existing space (7,160 square feet), also in building A, thereby extending its lease through March 2028 for all spaces. Formed in 1982, Midtown is an occupational health clinic that focuses on work related injury care for Denver employers. Midtown accounts for approximately 8.9% of underwritten base rent and its lease contains no extension options. The second largest tenant at the property, Urban Drainage & Flood Control District ("UDFCD"), leases 15,418 square feet (4.1% of net rentable area) through May 2018 and has occupied its space since 1992. UDFCD was established by the Colorado Legislature in 1969 with the principal mandate of assisting local governments in the Denver metropolitan area with multijurisdictional drainage and flood control problems. UDFCD is responsible for an area of approximately 1,608 square miles and approximately 2.8 million residents, covering Denver, parts of six surrounding counties and all or parts of 33 incorporated cities and towns. UDFCD accounts for 4.7% of underwritten base rent and its lease contains no extension options. The third largest tenant, Wright Water Engineers ("WWE"), leases 13,107 square feet (3.5% of net rentable area) through August 2019 and has occupied its space since November 1991. WWE was founded by Kenneth Wright in 1961 to provide integrated water resource engineering services. WWE currently employs approximately 45 engineers, hydrologists, biologists, chemists, geologists and hydrogeologists across Colorado. WWE's Denver location is the largest of three offices, with about 35 staff members operating on-site in various areas of integrated water resource management and design. WWE's client base covers a range of users consisting of, among others industries, municipalities, developers and utilities. WWE accounts for approximately 5.2% of underwritten base rent and its lease contains no extension options.

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The property is located on 26th Avenue and adjacent to Interstate-25, providing access to downtown Denver approximately 1.7 miles south of the property. Additionally, the property is 0.7 miles west of Union Station, providing access to Denver International Airport approximately 24.0 miles northeast of the property. Other demand drivers in close proximity include the University of Colorado Denver (1.0 mile), the Colorado Convention Center (1.3 miles) and professional sporting venues including Sports Authority Field at Mile High, Coors Field and Pepsi Center, all within one mile of the property. The Denver metropolitan statistical area is the 19th most populous metropolitan area in the United States and has demonstrated an average annual population increase of 1.8% dating back to 2010. Local industries include energy, aerospace, transportation and information systems, while, per the appraisal, white-collar services have been the backbone of the Denver economy, supplying well-paying jobs and drawing new workers to the metro area.

According to the appraisal, the property is located in the West submarket, a part of the broader Denver market; however, the appraisal notes that the property is more directly impacted by the dynamics of the Downtown submarket, given its proximity to the downtown area. Further, according to the appraisal, the property is well positioned to offer a lower cost alternative to tenants seeking space near the central business district at a significantly reduced rental rate relative to comparable Class B/C downtown product. As of the fourth quarter of 2016, the West submarket consisted of approximately 7.2 million square feet of office space with an overall vacancy rate of 16.4% and average lease rates of approximately \$21.36 per square foot, representing an approximately 5.3% increase over the 2015 lease rate. At a more granular level, the West Class B submarket consisted of approximately 2.4 million square feet with an overall vacancy rate of 22.6% and average lease rates of \$20.88 per square foot. The appraisal identified seven directly comparable office properties built between 1903 and 1987 and ranging in size from 118,384 to 502,429 square feet. Occupancies at the comparable office properties ranged from \$4.0% to 98.0% with a weighted average occupancy of 91.8%. Recently quoted rental rates for the comparable office properties ranged from \$23.00 per square foot to \$28.50 per square foot, with a weighted average of \$26.50 per square foot, while recently executed leases ranged from \$15.00 per square foot triple net (\$25.20 per square foot on a corresponding gross basis) to \$29.00 per square foot. The weighted average underwritten office rent for the Diamond Hill Denver property is \$20.85 per square foot, which is below the appraisal's concluded market rent of \$24.00 per square foot for office space at the property.

ı	Historical and Current Occupancy ⁽¹⁾							
2014 ⁽²⁾	2015 ⁽²⁾	2016	Current ⁽³⁾					
90.6%	77.8%	79.2%	76.5%					

- (1) Historical Occupancies are as of December 31 of each respective year.
- (2) The decrease in occupancy from 2014 to 2015 is primarily the result of SCL Health Systems vacating its space in 2015. After relocating its corporate headquarters from Kansas to Colorado, SCL Health Systems required a larger space capable of accommodating approximately 920 workers, which the Diamond Hill Denver property could not accommodate.
- (3) Current Occupancy is based on the underwritten rent roll as of March 3, 2017.

Tenant Summary ⁽¹⁾								
Tenant	Ratings Moody's/S&P/Fitch	Net Rentable Area (SF)	% of Total NRA	Base Rent PSF	% of Total Base Rent	Lease Expiration Date		
Midtown Occupational Health	NA / NA / NA	21,662	5.8%	\$24.00	8.9%	3/31/2028		
Urban Drainage & Flood Control District	NA / NA / NA	15,418	4.1%	\$18.00	4.7%	5/31/2018		
Wright Water Engineers	NA / NA / NA	13,107	3.5%	\$23.06	5.2%	8/31/2019		
Concentra Medical Centers	NA / NA / NA	12,642	3.4%	\$23.98	5.2%	3/31/2021		
CHER, LLC	NA / NA / NA	12,011	3.2%	\$17.12	3.5%	4/30/2022		
Vertex Companies, Inc.	NA / NA / NA	11,659	3.1%	\$22.00	4.4%	4/30/2020		
Maxim Healthcare Services	NA / NA / NA	10,912	2.9%	\$22.50	4.2%	12/31/2022		
2490 Avenue, LLC(2)	NA / NA / NA	10,060	2.7%	\$19.88	3.4%	Various		
PorterCare Adventist Health	NA / NA / NA	9,729	2.6%	\$21.50	3.6%	10/31/2021		
West Denver Preparatory	NA / NA / NA	9,276	2.5%	\$20.00	3.2%	10/31/2021		

- (1) Based on the underwritten rent roll dated as of March 3, 2017.
- (2) 2490 Avenue, LLC leases 6,891 square feet through May 2027, in addition to 3,169 square feet on a month-to-month basis.

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Lease Rollover Schedule ⁽¹⁾⁽²⁾									
Year	Number of Leases Expiring	Net Rentable Area Expiring	% of NRA Expiring	Base Rent Expiring	% of Base Rent Expiring	Cumulative Net Rentable Area Expiring	Cumulative % of NRA Expiring	Cumulative Base Rent Expiring	Cumulative % of Base Rent Expiring
Vacant	NAP	88,037	23.5%	NAP	NAP	88,037	23.5%	NAP	NAP
2017 & MTM	21	37,264	10.0	\$662,398	11.3%	125,301	33.5%	\$662,398	11.3%
2018	14	53,893	14.4	1,049,175	17.9	179,194	47.9%	\$1,711,574	29.2%
2019	15	45,769	12.2	966,108	16.5	224,963	60.1%	\$2,677,681	45.6%
2020	5	23,663	6.3	501,474	8.5	248,626	66.5%	\$3,179,155	54.2%
2021	8	52,762	14.1	1,174,879	20.0	301,388	80.6%	\$4,354,034	74.2%
2022	5	25,551	6.8	499,673	8.5	326,939	87.4%	\$4,853,707	82.7%
2023	3	14,456	3.9	320,920	5.5	341,395	91.2%	\$5,174,627	88.2%
2024	0	0	0.0	0	0.0	341,395	91.2%	\$5,174,627	88.2%
2025	0	0	0.0	0	0.0	341,395	91.2%	\$5,174,627	88.2%
2026	0	0	0.0	0	0.0	341,395	91.2%	\$5,174,627	88.2%
2027	1	6,891	1.8	172,275	2.9	348,286	93.1%	\$5,346,902	91.1%
2028 & Beyond(3)	7	25,851	6.9	520,488	8.9	374,137	100.0%	\$5,867,390	100.0%
Total	79	374,137	100.0%	\$5,867,390	100.0%				

- (1) Based on the underwritten rent roll dated as of March 3, 2017.
- (2) Certain tenants may have termination or contraction options (which may become exercisable prior to the originally stated expiration date of the tenant lease) that are not considered in the above Lease Rollover Schedule.
- (3) 2028 & Beyond is inclusive of (i) 4,189 square feet associated with building amenities with no attributable underwritten base rent and (ii) \$600 in underwritten base rent attributable to a UPS drop box in the building lobby.

Operating History and Underwritten Net Cash Flow								
	2014	2015	2016	TTM ⁽¹⁾	Underwritten	Per Square Foot	% ⁽²⁾	
Rents in Place ⁽³⁾	\$5,621,136	\$5,177,065	\$5,675,845	\$5,773,644	\$5,867,390	\$15.68	67.7%	
Vacant Income	0	0	0	0	2,043,208	5.46	23.6	
Gross Potential Rent	\$5,621,136	\$5,177,065	\$5,675,845	\$5,773,644	\$7,910,598	\$21.14	91.2%	
Parking Garage Income	78,465	72,507	71,373	69,465	96,228	0.26	1.1	
Total Reimbursements	154,475	527,182	538,328	531,840	663,828	1.77	7.7	
Net Rental Income	\$5,854,076	\$5,776,754	\$6,285,546	\$6,374,950	\$8,670,653	\$23.18	100.0%	
(Vacancy/Credit Loss)	0	0	0	0	(2,239,521)	(5.99)	(25.8)	
Other Income	592	13,907	18,952	16,325	13,449	0.04	0.2	
Effective Gross Income	\$5,854,668	\$5,790,661	\$6,304,497	\$6,391,274	\$6,444,581	\$17.23	74.3%	
Total Expenses	\$2,937,952	\$2,995,682	\$3,025,349	\$3,071,486	\$3,056,508	\$8.17	47.4%	
Net Operating Income ⁽⁴⁾	\$2,916,716	\$2,794,979	\$3,279,149	\$3,319,789	\$3,388,073	\$9.06	52.6%	
Total TI/LC, Capex/RR	0	0	0	0	511,930	1.37	7.9	
Net Cash Flow	\$2,916,716	\$2,794,979	\$3,279,149	\$3,319,789	\$2,876,143	\$7.69	44.6%	

- (1) TTM represents the trailing 12-month period ending February 28, 2017.
- (2) % column represents percent of Net Rental Income for all revenue lines and represents percent of Effective Gross Income for the remainder of fields.
- (3) Underwritten Rents in Place is inclusive of contractual rent steps through March 2018.
- (4) The increase in 2016 Net Operating Income from 2015 Net Operating Income was primarily due to increased rental revenue of approximately \$498,780 due to new and renewal leases executed at rents in excess of previously existing leases.

Property Management. The property is subject to a management agreement with Gemini Rosemont Property Management of Denver LLC, a New Mexico limited liability company and an affiliate of the loan sponsor. There is also a leasing agreement in place between the borrower and Jones Lang LaSalle Brokerage, Inc., an unaffiliated Texas corporation.

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Escrows and Reserves. At origination, the borrower deposited into escrow \$546,767 for tenant improvements and leasing commissions, \$376,875 for deferred maintenance, \$188,558 for outstanding tenant improvements associated with four tenants, \$50,087 for outstanding free rent obligations associated with two tenants and \$6,236 for replacement reserves.

Tax Escrows - On a monthly basis, the borrower is required to escrow 1/12 of the annual estimated tax payments, which currently equates to \$78,939.

Insurance Escrows – The requirement for the borrower to make deposits to the insurance escrow is waived so long as (i) no event of default has occurred and is continuing and (ii) the borrower provides satisfactory evidence that the property is insured as part of a blanket policy in accordance with the loan documents.

Replacement Reserves - On a monthly basis, the borrower is required to escrow \$6,236 (approximately \$0.20 per square foot annually) for replacement reserves.

TI/LC Reserves - On a monthly basis, the borrower is required to deposit \$46,767 (approximately \$1.50 per square foot annually) for tenant improvements and leasing commission reserves.

Lockbox / Cash Management. The loan is structured with a hard lockbox and in-place cash management. The borrower and property manager were required at origination to deliver tenant direction letters to all tenants instructing them to deposit all rents and payments directly into the lender-controlled lockbox account. All funds in the lockbox account are required to be swept each business day to a lender-controlled cash management account and disbursed on each payment date during the term of the loan in accordance with the loan documents. To the extent there is a Cash Sweep Event (as defined below) continuing, all excess cash flow after payment of debt service, required reserves and operating expenses on deposit in the cash management account is required to be held in the excess cash flow subaccount. The lender has been granted a first priority security interest in the cash management account.

A "Cash Sweep Event" means the occurrence of (i) an event of default, (ii) a bankruptcy or insolvency action of the borrower or property manager or (iii) the date on which the debt service coverage ratio (as calculated in the loan documents), based on the trailing 12-months, is less than 1.15x. A Cash Sweep Event may be cured by (a) with respect to clause (i) above, a cure of the related event of default, (b) with respect to clause (ii) above solely with respect to the property manager, if the borrower replaces the manager with a qualified manager under a replacement management agreement within 60 days or the dismissal of any such bankruptcy or insolvency action without any material adverse consequence to the Diamond Hill Denver loan or property (as reasonably determined by the lender) and (c) with respect to clause (iii) above, the achievement of a debt service coverage ratio based on the trailing 12-months equal to or greater than 1.20x for two consecutive calendar quarters. Notwithstanding the foregoing, (i) a Cash Sweep Event cure may occur no more than a total of four times in the aggregate during the term of the loan and (ii) a Cash Sweep Event may not be cured to the extent that such Cash Sweep Event exists as a result of a bankruptcy action of the borrower.