UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2021

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission file number 1-13079

RYMAN HOSPITALITY PROPERTIES, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	73-0664379
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

One Gaylord Drive
Nashville, Tennessee 37214
(Address of Principal Executive Offices)
(Zip Code)

(615) 316-6000
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common stock, par value $.01	RHP	New York Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	**Outstanding as of October 29, 2021**
Common Stock, par value $.01	55,066,544 shares

RYMAN HOSPITALITY PROPERTIES, INC.

FORM 10-Q

For the Quarter Ended September 30, 2021

INDEX

Part I – FINANCIAL INFORMATION
Item 1. – FINANCIAL STATEMENTS.

RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands)

	September 30, 2021	December 31, 2020
ASSETS:		
Property and equipment, net (including $0 and $932,473 from VIEs, respectively)	$ 3,066,335	$ 3,117,247
Cash and cash equivalents - unrestricted (including $0 and $14,441 from VIEs, respectively)	53,155	56,697
Cash and cash equivalents - restricted	25,348	23,057
Notes receivable, net	69,788	71,923
Trade receivables, net	73,036	20,106
Prepaid expenses and other assets (including $0 and $32,966 from VIEs, respectively)	113,308	100,494
Intangible assets, net (including $0 and $162,366 from VIEs, respectively)	136,850	166,971
Total assets	$ 3,537,820	$ 3,556,495
LIABILITIES AND EQUITY:		
Debt and finance lease obligations (including $0 and $794,416 from VIEs, respectively)	$ 2,925,968	$ 2,658,008
Accounts payable and accrued liabilities (including $0 and $59,573 from VIEs, respectively)	271,060	203,121
Dividends payable	323	843
Deferred management rights proceeds	171,393	172,724
Operating lease liabilities	110,573	107,569
Deferred income tax liabilities, net	6,656	665
Other liabilities (including $0 and $18,978 from VIEs, respectively)	78,939	92,779
Total liabilities	3,564,912	3,235,709
Commitments and contingencies		
Noncontrolling interest in consolidated joint venture	—	100,969
Equity:		
Preferred stock, $.01 par value, 100,000 shares authorized, no shares issued or outstanding	—	—
Common stock, $.01 par value, 400,000 shares authorized, 55,067 and 54,982 shares issued and outstanding, respectively	551	550
Additional paid-in capital	1,098,669	1,192,261
Treasury stock of 648 and 648 shares, at cost	(18,467)	(18,467)
Distributions in excess of retained earnings	(1,083,411)	(911,092)
Accumulated other comprehensive loss	(36,574)	(57,951)
Total stockholders' equity (deficit)	(39,232)	205,301
Noncontrolling interest in Operating Partnership	12,140	14,516
Total equity (deficit)	(27,092)	219,817
Total liabilities and equity	$ 3,537,820	$ 3,556,495

The accompanying notes are an integral part of these condensed consolidated financial statements.

RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited)
(In thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenues:				
Rooms	$ 113,192	$ 24,487	$ 203,391	$ 133,417
Food and beverage	105,803	16,217	169,597	163,477
Other hotel revenue	38,858	17,274	90,355	57,060
Entertainment	49,053	12,271	98,599	44,006
Total revenues	306,906	70,249	561,942	397,960
Operating expenses:				
Rooms	30,802	10,280	55,318	47,060
Food and beverage	65,205	19,233	118,282	114,935
Other hotel expenses	80,203	56,961	196,125	192,480
Management fees, net	4,907	516	7,809	5,445
Total hotel operating expenses	181,117	86,990	377,534	359,920
Entertainment	33,467	17,343	77,797	60,146
Corporate	10,416	7,299	26,922	22,693
Preopening costs	118	96	734	1,597
Gain on sale of assets	—	—	(317)	(1,261)
Credit loss on held-to-maturity securities	—	7,811	—	32,784
Depreciation and amortization	56,093	53,876	164,081	161,232
Total operating expenses	281,211	173,415	646,751	637,111
Operating income (loss)	25,695	(103,166)	(84,809)	(239,151)
Interest expense	(32,413)	(28,127)	(93,056)	(87,527)
Interest income	1,433	1,540	4,254	5,765
Loss on extinguishment of debt	—	—	(2,949)	—
Loss from unconsolidated joint ventures	(2,312)	(1,767)	(5,831)	(5,482)
Other gains and (losses), net	53	1,729	254	(14,831)
Loss before income taxes	(7,544)	(129,791)	(182,137)	(341,226)
Provision for income taxes	(1,063)	(86)	(6,640)	(27,046)
Net loss	(8,607)	(129,877)	(188,777)	(368,272)
Net loss attributable to noncontrolling interest in consolidated joint venture	—	11,893	16,501	30,280
Net loss attributable to noncontrolling interest in Operating Partnership	61	325	1,290	325
Net loss available to common stockholders	$ (8,546)	$ (117,659)	$ (170,986)	$ (337,667)
Basic loss per share available to common stockholders	$ (0.16)	$ (2.14)	$ (3.11)	$ (6.14)
Diluted loss per share available to common stockholders	$ (0.16)	$ (2.14)	$ (3.11)	$ (6.14)
Comprehensive loss, net of taxes	$ (4,534)	$ (134,302)	$ (167,400)	$ (411,323)
Comprehensive loss, net of taxes, attributable to noncontrolling interest in consolidated joint venture	—	10,793	15,419	37,850
Comprehensive loss, net of taxes, attributable to noncontrolling interest in Operating Partnership	32	—	1,136	—
Comprehensive loss, net of taxes, available to common stockholders	$ (4,502)	$ (123,509)	$ (150,845)	$ (373,473)

The accompanying notes are an integral part of these condensed consolidated financial statements.

RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Cash Flows from Operating Activities:		
Net loss	$ (188,777)	$ (368,272)
Amounts to reconcile net loss to net cash flows provided by (used in) operating activities:		
Provision for deferred income taxes	5,991	26,607
Depreciation and amortization	164,081	161,232
Amortization of deferred financing costs	6,579	5,889
Credit loss on held-to-maturity securities	—	32,784
Forfeiture of Block 21 earnest deposit	—	15,000
Write-off of deferred financing costs	—	246
Loss from unconsolidated joint ventures	5,831	5,482
Stock-based compensation expense	8,944	6,623
Changes in:		
Trade receivables	(52,930)	56,950
Accounts payable and accrued liabilities	73,370	(57,024)
Other assets and liabilities	(419)	2,152
Net cash flows provided by (used in) operating activities	22,670	(112,331)
Cash Flows from Investing Activities:		
Purchases of property and equipment	(66,162)	(124,581)
Purchase of land adjacent to Gaylord Rockies	(22,000)	—
Collection of notes receivable	844	2,985
Purchase of additional interest in Gaylord Rockies joint venture	(188,000)	—
Investment in other joint ventures	(7,168)	(8,761)
Other investing activities, net	5,482	(1,304)
Net cash flows used in investing activities	(277,004)	(131,661)
Cash Flows from Financing Activities:		
Net borrowings under revolving credit facility	74,000	35,000
Repayments under term loan B	(3,750)	(3,750)
Issuance of senior notes	600,000	—
Redemption of senior notes	(400,000)	—
Deferred financing costs paid	(10,628)	(1,528)
Redemption of noncontrolling interest in Operating Partnership	(2,438)	—
Payment of dividends	(502)	(102,325)
Distributions from consolidated joint venture to noncontrolling interest partners	—	(992)
Payment of tax withholdings for share-based compensation	(3,428)	(1,688)
Other financing activities, net	(171)	(188)
Net cash flows provided by (used in) financing activities	253,083	(75,471)
Net change in cash, cash equivalents, and restricted cash	(1,251)	(319,463)
Cash, cash equivalents, and restricted cash, beginning of period	79,754	420,396
Cash, cash equivalents, and restricted cash, end of period	$ 78,503	$ 100,933
Reconciliation of cash, cash equivalents, and restricted cash to balance sheet:		
Cash and cash equivalents - unrestricted	$ 53,155	$ 52,162
Cash and cash equivalents - restricted	25,348	48,771
Cash, cash equivalents, and restricted cash, end of period	$ 78,503	$ 100,933

The accompanying notes are an integral part of these condensed consolidated financial statements.

RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (DEFICIT) AND NONCONTROLLING INTEREST
(Unaudited)
(In thousands)

	Common Stock	Additional Paid-in Capital	Treasury Stock	Distributions in Excess of Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity	Noncontrolling Interest in Operating Partnership	Total Equity (Deficit)	Noncontrolling Interest in Consolidated Joint Venture
BALANCE, December 31, 2020	$ 550	$ 1,192,261	$ (18,467)	$ (911,092)	$ (57,951)	$ 205,301	$ 14,516	$ 219,817	$ 100,969
Net loss	—	—	—	(104,521)	—	(104,521)	(807)	(105,328)	(11,793)
Other comprehensive income, net of income taxes	—	—	—	—	6,100	6,100	—	6,100	—
Redemption of noncontrolling interest in Operating Partnership	—	—	—	(1,352)	—	(1,352)	(1,086)	(2,438)	—
Contribution to consolidated joint venture	—	—	—	—	—	—	—	—	4,425
Restricted stock units and stock options surrendered	—	(3,357)	—	12	—	(3,345)	—	(3,345)	—
Stock-based compensation expense	—	2,522	—	—	—	2,522	—	2,522	—
BALANCE, March 31, 2021	$ 550	$ 1,191,426	$ (18,467)	$ (1,016,953)	$ (51,851)	$ 104,705	$ 12,623	$ 117,328	$ 93,601
Net loss	—	—	—	(57,919)	—	(57,919)	(422)	(58,341)	(4,708)
Other comprehensive income, net of income taxes	—	—	—	—	11,204	11,204	—	11,204	—
Purchase of remaining interest in consolidated joint venture	—	(99,107)	—	—	—	(99,107)	—	(99,107)	(88,893)
Restricted stock units and stock options surrendered	1	(50)	—	—	—	(49)	—	(49)	—
Stock-based compensation expense	—	3,146	—	—	—	3,146	—	3,146	—
BALANCE, June 30, 2021	$ 551	$ 1,095,415	$ (18,467)	$ (1,074,872)	$ (40,647)	$ (38,020)	$ 12,201	$ (25,819)	$ —
Net loss	—	—	—	(8,546)	—	(8,546)	(61)	(8,607)	—
Other comprehensive income, net of income taxes	—	—	—	—	4,073	4,073	—	4,073	—
Restricted stock units and stock options surrendered	—	(22)	—	7	—	(15)	—	(15)	—
Stock-based compensation expense	—	3,276	—	—	—	3,276	—	3,276	—
BALANCE, September 30, 2021	$ 551	$ 1,098,669	$ (18,467)	$ (1,083,411)	$ (36,574)	$ (39,232)	$ 12,140	$ (27,092)	$ —

The accompanying notes are an integral part of these condensed consolidated financial statements.

RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (DEFICIT) AND NONCONTROLLING INTEREST
(Unaudited)
(In thousands)

	Common Stock	Additional Paid-in Capital	Treasury Stock	Distributions in Excess of Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity	Noncontrolling Interest in Operating Partnership	Total Equity	Noncontrolling Interest in Consolidated Joint Venture
BALANCE, December 31, 2019	$ 549	$ 1,185,168	$ (17,315)	$ (495,514)	$ (28,159)	$ 644,729	$ —	$ 644,729	$ 221,511
Net loss	—	—	—	(46,516)	—	(46,516)	—	(46,516)	(4,220)
Adjustment of noncontrolling interest to redemption value	—	—	—	54,265	—	54,265	—	54,265	(54,265)
Transition adjustment related to adoption of ASU 2016-13	—	—	—	(5,343)	2,158	(3,185)	—	(3,185)	—
Other comprehensive loss, net of income taxes	—	—	—	—	(37,437)	(37,437)	—	(37,437)	—
Payment of dividends ($0.95 per share)	—	147	(557)	(51,996)	—	(52,406)	—	(52,406)	—
Restricted stock units and stock options surrendered	1	(1,660)	—	—	—	(1,659)	—	(1,659)	—
Stock-based compensation expense	—	2,230	—	—	—	2,230	—	2,230	—
BALANCE, March 31, 2020	$ 550	$ 1,185,885	$ (17,872)	$ (545,104)	$ (63,438)	$ 560,021	$ —	$ 560,021	$ 163,026
Net loss	—	—	—	(173,492)	—	(173,492)	—	(173,492)	(14,167)
Adjustment of noncontrolling interest to redemption value	—	—	—	6,174	—	6,174	—	6,174	(6,174)
Other comprehensive loss, net of income taxes	—	—	—	—	(1,189)	(1,189)	—	(1,189)	—
Payment of dividends	—	—	(595)	624	—	29	—	29	—
Distribution from consolidated joint venture to noncontrolling interest partners	—	—	—	—	—	—	—	—	(992)
Restricted stock units and stock options surrendered	—	(29)	—	—	—	(29)	—	(29)	—
Stock-based compensation expense	—	2,190	—	—	—	2,190	—	2,190	—
BALANCE, June 30, 2020	$ 550	$ 1,188,046	$ (18,467)	$ (711,798)	$ (64,627)	$ 393,704	$ —	$ 393,704	$ 141,693
Net loss	—	—	—	(117,659)	—	(117,659)	(325)	(117,984)	(11,893)
Adjustment of noncontrolling interest to redemption value	—	—	—	(333)	—	(333)	—	(333)	333
Issuance of partnership units in Operating Partnership	—	—	—	—	—	—	15,472	15,472	—
Other comprehensive loss, net of income taxes	—	—	—	—	(4,425)	(4,425)	—	(4,425)	—
Payment of dividends	—	(13)	—	25	—	12	—	12	—
Redemption of noncontrolling interests	—	—	—	(1,500)	—	(1,500)	—	(1,500)	(16,970)
Restricted stock units and stock options surrendered	—	(76)	—	—	—	(76)	—	(76)	—
Stock-based compensation expense	—	2,203	—	—	—	2,203	—	2,203	—
BALANCE, September 30, 2020	$ 550	$ 1,190,160	$ (18,467)	$ (831,265)	$ (69,052)	$ 271,926	$ 15,147	$ 287,073	$ 113,163

The accompanying notes are an integral part of these condensed consolidated financial statements.

**RYMAN HOSPITALITY PROPERTIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

1. BASIS OF PRESENTATION:

On January 1, 2013, Ryman Hospitality Properties, Inc. ("Ryman") and its subsidiaries (collectively with Ryman, the "Company") began operating as a real estate investment trust ("REIT") for federal income tax purposes, specializing in group-oriented, destination hotel assets in urban and resort markets. The Company's owned assets include a network of upscale, meetings-focused resorts that are managed by Marriott International, Inc. ("Marriott") under the Gaylord Hotels brand. These resorts, which the Company refers to as the Gaylord Hotels properties, consist of the Gaylord Opryland Resort & Convention Center in Nashville, Tennessee ("Gaylord Opryland"), the Gaylord Palms Resort & Convention Center near Orlando, Florida ("Gaylord Palms"), the Gaylord Texan Resort & Convention Center near Dallas, Texas ("Gaylord Texan"), the Gaylord National Resort & Convention Center near Washington D.C. ("Gaylord National"), and the Gaylord Rockies Resort & Convention Center near Denver, Colorado ("Gaylord Rockies"), which prior to May 2021 was owned by a joint venture (the "Gaylord Rockies joint venture") in which the Company owned a 65% interest. The Company's other owned hotel assets managed by Marriott include the Inn at Opryland, an overflow hotel adjacent to Gaylord Opryland, and the AC Hotel at National Harbor, Washington D.C. ("AC Hotel"), an overflow hotel adjacent to Gaylord National.

In April 2021, the Company entered into an agreement with RIDA Development Corporation to acquire the remaining 35% ownership interest in the Gaylord Rockies joint venture not previously owned by the Company for $188.0 million and approximately 130 acres of undeveloped, adjacent land for $22.0 million in cash (the "JV Purchase"). The JV Purchase closed in May 2021 and was funded through cash on hand and borrowings under the Company's $700 million revolving credit facility. As discussed below, the Company consolidated the Gaylord Rockies joint venture both before and after the purchase in the accompanying condensed consolidated financial statements.

As further discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2020, management concluded that the Company was the primary beneficiary of the Gaylord Rockies joint venture, which was a variable interest entity ("VIE"). As such, the Company consolidated the assets, liabilities and results of operations of the Gaylord Rockies joint venture in the accompanying condensed consolidated financial statements. The portion of the Gaylord Rockies joint venture that the Company did not previously own was recorded as noncontrolling interest in consolidated joint venture in the accompanying condensed consolidated balance sheet, and any previous adjustment necessary to reflect the noncontrolling interest at its redemption value is shown in the accompanying condensed consolidated statements of equity. As the Gaylord Rockies joint venture is now wholly-owned by the Company, it is no longer considered as a VIE.

The Company also owns a number of media and entertainment assets, including the Grand Ole Opry, the legendary weekly showcase of country music's finest performers; the Ryman Auditorium, the storied live music venue and former home of the Grand Ole Opry; WSM-AM, the Opry's radio home; Ole Red, a brand of Blake Shelton-themed bar, music venue and event spaces; and three Nashville-based assets managed by Marriott – Gaylord Springs Golf Links ("Gaylord Springs"), the Wildhorse Saloon, and the General Jackson Showboat. The Company also owns a 50% interest in a joint venture to create and distribute a linear multicast and over-the-top channel dedicated to the country music lifestyle ("Circle"), which launched its broadcast network on January 1, 2020. See Note 13, "Commitments and Contingencies" to the condensed consolidated financial statements included herein for further disclosure.

The condensed consolidated financial statements include the accounts of Ryman and its subsidiaries and have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted from this report pursuant to such rules and regulations. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2020. In the opinion of management, all adjustments necessary for a fair statement of the results of operations for the interim periods have been included. All adjustments are of a normal, recurring nature. The results of operations for such interim periods are not necessarily indicative of the results for the full year because of seasonal and short-term variations.

The Company principally operates, through its subsidiaries and its property managers, as applicable, in the following business segments: Hospitality, Entertainment, and Corporate and Other.

Impact of COVID-19 Pandemic

The novel coronavirus disease (COVID-19) pandemic has spread throughout the United States and continues to have an unprecedented impact on the U.S. economy. Due to the COVID-19 pandemic, the Company has experienced disruption of its business and in March 2020 temporarily suspended operations of most of its assets, as further described below. While the Company's assets are now open and operating, there is significant uncertainty surrounding the full extent of the impact of the COVID-19 pandemic on the Company's future results of operations and financial position.

The Company, in consultation with local governmental authorities, first determined to close its Nashville-based entertainment venues in mid-March 2020. As cancellations at the Gaylord Hotels properties began to increase, the Company and its hotel manager, Marriott, implemented a series of operational changes, culminating with the suspension of operations at the Gaylord Hotels properties in late March 2020. Gaylord Texan reopened June 8, 2020, and Gaylord Opryland, Gaylord Palms and Gaylord Rockies reopened June 25, 2020. Gaylord National reopened July 1, 2021.

In the Company's Entertainment segment, in addition to the temporary closure of its entertainment assets, the Company took steps to reduce operating costs in all areas. Many of the Company's attractions reopened at reduced capacities in May and June 2020. The Grand Ole Opry and Ryman Auditorium began offering limited-capacity tours in June 2020, in September 2020, they reopened for limited-capacity publicly attended performances, and in May 2021, they reopened for full-capacity publicly attended performances. After the April 2021 reopening of the Wildhorse Saloon, which was closed through March 2021 subsequent to the December 2020 downtown Nashville bombing, all of the Company's entertainment assets are open.

The Company amended its credit facility on April 23, 2020, and again on December 22, 2020, as described in Note 5, "Debt," to the Company's Annual Report on Form 10-K for the year ended December 31, 2020. The Company continues to pay all required debt service payments on its indebtedness, lease payments, taxes and other payables. Beginning in July 2020, Gaylord Rockies was in a cash sweep position pursuant to and as defined in the Gaylord Rockies $800 million term loan agreement, and such cash amounts are included in cash and cash equivalents – restricted in the accompanying condensed consolidated balance sheets. See Note 17, "Subsequent Events," for further disclosure.

At September 30, 2021, the Company had $519.7 million available for borrowing under its revolving credit facility and $53.2 million in unrestricted cash on hand. The Company's quarterly dividend is currently suspended. The Company's board of directors will consider a future dividend as permitted by the Company's credit agreement. The Company's credit agreement permits payment of dividends as necessary to maintain the Company's REIT status and permits the Company to pay a dividend of $0.01 per share each quarter. Any future dividend is subject to the Company's board of directors' determinations as to the amount of distributions and timing thereof.

With the exception of the Gaylord Palms expansion project and the renovation of the guest rooms at Gaylord National, the Company has deferred substantially all non-essential capital projects, in addition to delaying the Gaylord Rockies expansion project, which was scheduled to begin construction in second quarter 2020. The Gaylord Palms expansion project was completed in April 2021, and the Gaylord National rooms renovation was completed in June 2021.

Newly Issued Accounting Standards

In December 2019, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2019-12, "*Simplifying the Accounting for Income Taxes (Topic 740)*," which is intended to simplify various aspects related to accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. The Company adopted this ASU in the first quarter of 2021, and this adoption did not have a material impact on the Company's condensed consolidated financial statements.

In March 2020, the FASB issued ASU No. 2020-04, "*Reference Rate Reform – Facilitation of the Effects of Reference Rate Reform on Financial Reporting*," which provides temporary optional expedients and exceptions to the existing guidance on contract modifications and hedge accounting to ease the financial reporting burdens of the expected market transition from the London Interbank Offered Rate ("LIBOR") and other interbank offered rates to alternative reference rates, such as the Secured Overnight Financing Rate ("SOFR"). The guidance in ASU 2020-04 is optional, effective immediately, and may be elected over time as reference rate reform activities occur generally through December 31, 2022. During 2020, the Company elected to apply the hedge accounting expedients related to probability and the assessments of effectiveness for future LIBOR-indexed cash flows to assume that the index upon which future hedged transactions will be based matches the index on the corresponding derivatives. Application of these expedients preserves the presentation of derivatives consistent with past presentation. The Company continues to evaluate the impact of this guidance and may apply other elections as applicable as additional market changes occur.

2. REVENUES:

Revenues from occupied hotel rooms are recognized over time as the daily hotel stay is provided to hotel groups and guests. Revenues from concessions, food and beverage sales, and group meeting services are recognized over the period or at the point in time those goods or services are delivered to the hotel group or guest. Revenues from ancillary services at the Company's hotels, such as spa, parking, and transportation services, are generally recognized at the time the goods or services are provided. Cancellation fees and attrition fees, which are charged to groups when they do not fulfill the minimum number of room nights or minimum food and beverage spending requirements originally contracted for, are generally recognized as revenue in the period the Company determines it is probable that a significant reversal in the amount of revenue recognized will not occur, which is typically the period these fees are collected. The Company generally recognizes revenues from the Entertainment segment at the point in time that services are provided or goods are delivered or shipped to the customer, as applicable. Entertainment segment revenues from licenses of content are recognized at the point in time the content is delivered to the licensee and the licensee can use and benefit from the content. Revenue related to content provided to Circle is eliminated for the portion of Circle that the Company owns. Almost all of the Company's revenues are either cash-based or, for meeting and convention groups who meet the Company's credit criteria, billed and collected on a short-term receivables basis. The Company is required to collect certain taxes from customers on behalf of government agencies and remit these to the applicable governmental entity on a periodic basis. These taxes are collected from customers at the time of purchase but are not included in revenue. The Company records a liability upon collection of such taxes from the customer and relieves the liability when payments are remitted to the applicable governmental agency.

The Company's revenues disaggregated by major source are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Hotel group rooms	$ 58,358	$ 2,747	$ 82,949	$ 85,611
Hotel transient rooms	54,834	21,740	120,442	47,806
Hotel food and beverage - banquets	61,669	3,653	83,889	111,904
Hotel food and beverage - outlets	44,134	12,564	85,708	51,573
Hotel other	38,858	17,274	90,355	57,060
Entertainment admissions/ticketing	21,207	1,689	37,022	12,456
Entertainment food and beverage	16,513	4,899	33,469	16,425
Entertainment produced content	1,552	886	4,843	3,503
Entertainment retail and other	9,781	4,797	23,265	11,622
Total revenues	$ 306,906	$ 70,249	$ 561,942	$ 397,960

The Company's Hospitality segment revenues disaggregated by location are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Gaylord Opryland	$ 75,483	$ 17,514	$ 142,244	$ 94,961
Gaylord Palms	34,476	7,658	82,295	53,847
Gaylord Texan	56,041	19,651	108,468	81,119
Gaylord National	36,008	133	39,576	50,056
Gaylord Rockies	51,209	11,931	81,517	68,335
AC Hotel	1,846	735	4,110	2,730
Inn at Opryland	2,790	356	5,133	2,906
Total Hospitality segment revenues	$ 257,853	$ 57,978	$ 463,343	$ 353,954

The majority of the Company's Entertainment segment revenues are concentrated in Tennessee.

The Company records deferred revenues when cash payments are received in advance of its performance obligations, primarily related to advanced deposits on hotel rooms in its Hospitality segment and advanced ticketing in its Entertainment segment. At September 30, 2021 and December 31, 2020, the Company had $118.6 million and $70.4 million, respectively, in deferred revenues, which are included in accounts payable and accrued liabilities in the accompanying condensed consolidated balance sheets. Of the amount outstanding at December 31, 2020, approximately $12.4 million was recognized in revenue during the nine months ended September 30, 2021.

3. INCOME (LOSS) PER SHARE:

The weighted average number of common shares outstanding is calculated as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Weighted average shares outstanding - basic	55,065	54,980	55,040	54,955
Effect of dilutive stock-based compensation	—	—	—	—
Effect of dilutive put rights	—	—	—	—
Weighted average shares outstanding - diluted	55,065	54,980	55,040	54,955

For the three months and nine months ended September 30, 2021, the effect of dilutive stock-based compensation was the equivalent of 0.2 million shares of common stock outstanding. For the three months and nine months ended September 30, 2020, the effect of dilutive stock-based compensation was the equivalent of 0.1 million shares of common stock outstanding. Because the Company had a loss available to common stockholders in the three months and nine months ended September 30, 2021 and 2020, these incremental shares were excluded from the computation of dilutive earnings per share as the effect of their inclusion would have been anti-dilutive.

As more fully discussed in Note 4, "Investment in Gaylord Rockies Joint Venture," to the Company's Annual Report on Form 10-K for the year ended December 31, 2020, certain affiliates of Ares Management, L.P. each had a put right to require the Company to purchase their joint venture interests in the Gaylord Rockies joint venture in consideration of cash or operating partnership units ("OP Units") of RHP Hotel Properties, LP (the "Operating Partnership"). These put rights were exercised during 2020 and are excluded from the computation of dilutive earnings per share for the three months and nine months ended September 30, 2020 as the effect of their inclusion would have been anti-dilutive due to the Company's loss available to common stockholders in that period. The OP Units held by the noncontrolling interest holders have been excluded from the denominator of the diluted loss per share calculation for the three months and nine months ended September 30, 2021 and 2020 as there would be no effect on the calculation of diluted loss per share because the loss attributable to the OP Units held by the noncontrolling interest holders would also be subtracted to derive net loss available to common stockholders.

4. ACCUMULATED OTHER COMPREHENSIVE LOSS:

The Company's balance in accumulated other comprehensive loss is comprised of amounts related to the Company's minimum pension liability discussed in Note 11, "Pension Plans," interest rate derivatives designated as cash flow hedges related to the Company's outstanding debt as discussed in Note 7, "Debt," and amounts related to an other-than-temporary impairment of a held-to-maturity investment that existed prior to 2020 with respect to the notes receivable discussed in Note 6, "Notes Receivable," to the condensed consolidated financial statements included herein. Changes in accumulated other comprehensive loss by component for the nine months ended September 30, 2021 and 2020 consisted of the following (in thousands):

	Minimum Pension Liability	Other-Than-Temporary Impairment of Investment	Interest Rate Derivatives	Total
Balance, December 31, 2020	$ (26,623)	$ (3,509)	$ (27,819)	$ (57,951)
Gains (losses) arising during period	8,324	—	(370)	7,954
Amounts reclassified from accumulated other comprehensive loss	966	159	12,298	13,423
Net other comprehensive income	9,290	159	11,928	21,377
Balance, September 30, 2021	$ (17,333)	$ (3,350)	$ (15,891)	$ (36,574)

	Minimum Pension Liability	Other-Than-Temporary Impairment of Investment	Interest Rate Derivatives	Total
Balance, December 31, 2019	$ (23,916)	$ (5,877)	$ 1,634	$ (28,159)
Losses arising during period	(11,167)	—	(39,965)	(51,132)
Amounts reclassified from accumulated other comprehensive loss	1,444	158	6,479	8,081
Net other comprehensive income (loss)	(9,723)	158	(33,486)	(43,051)
Transition adjustment related to adoption of ASU 2016-13	—	2,158	—	2,158
Balance, September 30, 2020	$ (33,639)	$ (3,561)	$ (31,852)	$ (69,052)

5. PROPERTY AND EQUIPMENT:

Property and equipment, including right-of-use finance lease assets, at September 30, 2021 and December 31, 2020 is recorded at cost (except for right-of-use finance lease assets) and summarized as follows (in thousands):

	September 30, 2021	December 31, 2020
Land and land improvements	$ 378,115	$ 351,618
Buildings	3,599,111	3,462,218
Furniture, fixtures and equipment	982,739	960,666
Right-of-use finance lease assets	1,613	1,613
Construction-in-progress	13,260	166,084
	4,974,838	4,942,199
Accumulated depreciation and amortization	(1,908,503)	(1,824,952)
Property and equipment, net	$ 3,066,335	$ 3,117,247

6. NOTES RECEIVABLE:

As further discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2020, in connection with the development of Gaylord National, the Company holds two issuances of governmental bonds ("Series A bond" and "Series B bond") with a total carrying value and approximate fair value of $69.8 million and $71.9 million at September 30, 2021 and December 31, 2020, respectively, net of credit loss reserve of $38.0 million at each of September 30, 2021 and December 31, 2020. The Company receives debt service and principal payments thereon, payable from property tax increments, hotel taxes and special hotel rental taxes generated from Gaylord National through the maturity dates of July 1, 2034 and September 1, 2037, respectively. The Company records interest income over the life of the notes using the effective interest method.

The Company has the intent and ability to hold these bonds to maturity. The Company's quarterly assessment of credit losses considers the estimate of projected tax revenues that will service the bonds over their remaining terms. These tax revenue projections are updated each quarter to reflect updated industry projections as to future anticipated operations of the hotel. As a result of reduced tax revenue projections over the remaining life of the bonds, the Company increased its credit loss reserve by $7.8 million and $32.8 million in the three months and nine months ended September 30, 2020, respectively. As a result of additional credit loss reserves recorded in the year ended December 31, 2020, at September 30, 2021, the Series B bond is fully reserved. The Series A bond is of higher priority than other tranches which fall between the Company's two issuances.

During the three months ended September 30, 2021 and 2020, the Company recorded interest income of $1.4 million and $1.5 million, respectively, on these bonds. During the nine months ended September 30, 2021 and 2020, the Company recorded interest income of $4.1 million and $4.7 million, respectively, on these bonds. The Company received payments of $6.4 million and $8.8 million during the nine months ended September 30, 2021 and 2020, respectively, relating to these bonds. At September 30, 2021 and December 31, 2020, before consideration of the credit loss reserve, the Company had accrued interest receivable related to these bonds of $39.5 million and $40.9 million, respectively.

7. DEBT:

The Company's debt and finance lease obligations at September 30, 2021 and December 31, 2020 consisted of (in thousands):

	September 30, 2021	December 31, 2020
$700M Revolving Credit Facility, interest at LIBOR plus 2.25%, maturing March 31, 2024	$ 180,000	$ 106,000
$300M Term Loan A, interest at LIBOR plus 2.25%, maturing March 31, 2025	300,000	300,000
$500M Term Loan B, interest at LIBOR plus 2.00%, maturing May 11, 2024	377,500	381,250
$400M Senior Notes, interest at 5.0%, original maturity April 15, 2023	—	400,000
$600M Senior Notes, interest at 4.50%, maturing February 15, 2029	600,000	—
$700M Senior Notes, interest at 4.75%, maturing October 15, 2027	700,000	700,000
$800M Gaylord Rockies Term Loan, interest at LIBOR plus 2.50%, maturing July 2, 2023	800,000	800,000
Finance lease obligations	925	1,095
Unamortized deferred financing costs	(34,414)	(32,504)
Unamortized premium	1,957	2,167
Total debt	$ 2,925,968	$ 2,658,008

Amounts due within one year consist of the amortization payments for the $500 million term loan B of 1.0% of the original principal balance, as described in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

At September 30, 2021, there were no defaults under the covenants related to the Company's outstanding debt based on the amended terms of the Company's credit agreement.

Tender Offer and Redemption of $400 Million 5% Senior Notes Due 2023

On February 9, 2021, the Company commenced a cash tender offer for any and all outstanding $400 million 5% senior notes due 2023 (the "$400 Million 5% Senior Notes") at a redemption price of $1,005.00 per $1,000 principal amount. Pursuant to the tender offer, $161.9 million aggregate principal amount of the $400 Million 5% Senior Notes were validly tendered. The Company used a portion of the proceeds from the issuance of the $600 million 4.50% senior notes discussed below to fund the tender offer.

In accordance with the indenture governing the $400 Million 5% Senior Notes, subsequent to expiration of the tender offer, in February 2021 the Company gave irrevocable notice of the redemption of all remaining $400 Million 5% Senior

Notes not tendered in the tender offer. The redemption and cancellation of the remaining $400 Million 5% Senior Notes was completed on April 15, 2021. The Company used a portion of the proceeds from the issuance of the $600 million 4.50% senior notes discussed below to fund the redemption.

As a result of the Company's purchase of tendered $400 Million 5% Senior Notes and the redemption of all untendered $400 Million 5% Senior Notes, the Company recognized a loss on extinguishment of debt of $2.9 million in the nine months ended September 30, 2021.

$600 Million 4.50% Senior Notes Due 2029

On February 17, 2021, the Operating Partnership and RHP Finance Corporation, a Delaware corporation ("Finco") completed the private placement of $600.0 million in aggregate principal amount of 4.50% senior notes due 2029 (the "$600 Million 4.50% Senior Notes"), which are guaranteed by the Company and its subsidiaries that guarantee the Company's credit agreement. The $600 Million 4.50% Senior Notes and guarantees were issued pursuant to an indenture by and among the issuing subsidiaries, the guarantors and U.S. Bank National Association, as trustee. The $600 Million 4.50% Senior Notes have a maturity date of February 15, 2029 and bear interest at 4.50% per annum, payable semi-annually in cash in arrears on February 15 and August 15 each year, beginning on August 15, 2021. The $600 Million 4.50% Senior Notes are general unsecured and unsubordinated obligations of the issuing subsidiaries and rank equal in right of payment with such subsidiaries' existing and future senior unsecured indebtedness, including the Company's $700 million 4.75% senior notes due 2027, and senior in right of payment to future subordinated indebtedness, if any. The $600 Million 4.50% Senior Notes are effectively subordinated to the issuing subsidiaries' secured indebtedness to the extent of the value of the assets securing such indebtedness. The guarantees rank equally in right of payment with the applicable guarantor's existing and future senior unsecured indebtedness and senior in right of payment to any future subordinated indebtedness of such guarantor. The $600 Million 4.50% Senior Notes are effectively subordinated to any secured indebtedness of any guarantor to the extent of the value of the assets securing such indebtedness and structurally subordinated to all indebtedness and other obligations of the Operating Partnership's subsidiaries that do not guarantee the $600 Million 4.50% Senior Notes.

The net proceeds from the issuance of the $600 Million 4.50% Senior Notes totaled approximately $591 million, after deducting the initial purchasers' discounts, commissions and offering expenses. The Company used a significant portion of these proceeds to tender and redeem the previous $400 Million 5% Senior Notes, as discussed above, and to repay all of the amounts outstanding under the Company's revolving credit facility. The Company used the remaining net proceeds for general corporate purposes.

The $600 Million 4.50% Senior Notes are redeemable before February 15, 2024, in whole or in part, at 100.00%, plus accrued and unpaid interest thereon to, but not including, the redemption date, plus a make-whole premium. The $600 Million 4.50% Senior Notes will be redeemable, in whole or in part, at any time on or after February 15, 2024 at a redemption price expressed as a percentage of the principal amount thereof, which percentage is 102.250%, 101.500%, 100.750%, and 100.000% beginning on February 15 of 2024, 2025, 2026, and 2027, respectively, plus accrued and unpaid interest thereon to, but not including, the redemption date.

Interest Rate Derivatives

The Company has entered into interest rate swaps to manage interest rate risk associated with the Company's $500 million term loan B and the Gaylord Rockies $800 million term loan. Each swap has been designated as a cash flow hedge whereby the Company receives variable-rate amounts in exchange for fixed-rate payments over the life of the agreement without exchange of the underlying principal amount. The Company does not use derivatives for trading or speculative purposes and currently does not hold any derivatives that are not designated as hedges.

For derivatives designated as and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in accumulated other comprehensive loss and subsequently reclassified to interest expense in the same period during which the hedged transaction affects earnings. These amounts reported in accumulated other comprehensive loss will be reclassified to interest expense as interest payments are made on the related variable-rate debt. The Company estimates that $14.2 million will be reclassified from accumulated other comprehensive loss to interest expense in the next twelve months.

The estimated fair value of the Company's derivative financial instruments at September 30, 2021 and December 31, 2020 is as follows (in thousands):

Hedged Debt	Type	Strike Rate	Index	Maturity Date	Notional Amount	Estimated Fair Value Asset (Liability) Balance September 30, 2021	Estimated Fair Value Asset (Liability) Balance December 31, 2020
Term Loan B	Interest Rate Swap	1.2235%	1-month LIBOR	May 11, 2023	$ 87,500	$ (1,399)	$ (2,206)
Term Loan B	Interest Rate Swap	1.2235%	1-month LIBOR	May 11, 2023	$ 87,500	(1,399)	(2,206)
Term Loan B	Interest Rate Swap	1.2235%	1-month LIBOR	May 11, 2023	$ 87,500	(1,399)	(2,206)
Term Loan B	Interest Rate Swap	1.2315%	1-month LIBOR	May 11, 2023	$ 87,500	(1,410)	(2,222)
Gaylord Rockies Term Loan	Interest Rate Swap	1.6500%	1-month LIBOR	August 1, 2022	$ 800,000	(10,283)	(18,979)
						$ (15,890)	$ (27,819)

Derivative financial instruments in an asset position are included in prepaid expenses and other assets, and those in a liability position are included in other liabilities in the accompanying condensed consolidated balance sheets.

The effect of the Company's derivative financial instruments on the accompanying condensed consolidated statements of operations for the respective periods is as follows (in thousands):

	Amount of Gain (Loss) Recognized in OCI on Derivative Three Months Ended September 30,		Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Expense)	Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Expense) Three Months Ended September 30,	
	2021	2020		2021	2020
Derivatives in Cash Flow Hedging Relationships:					
Interest rate swaps	$ (546)	$ 183	Interest expense	$ (4,187)	$ (3,989)
Total derivatives	$ (546)	$ 183		$ (4,187)	$ (3,989)

	Amount of Gain (Loss) Recognized in OCI on Derivative Nine Months Ended September 30,		Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Expense)	Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Expense) Nine Months Ended September 30,	
	2021	2020		2021	2020
Derivatives in Cash Flow Hedging Relationships:					
Interest rate swaps	$ (370)	$ (39,965)	Interest expense	$ (12,298)	$ (6,479)
Total derivatives	$ (370)	$ (39,965)		$ (12,298)	$ (6,479)

Reclassifications from accumulated other comprehensive loss for interest rate swaps are shown in the table above and included in interest expense. Total consolidated interest expense for the three months ended September 30, 2021 and 2020 was $32.4 million and $28.1 million, respectively, and for the nine months ended September 30, 2021 and 2020 was $93.1 million and $87.5 million, respectively.

At September 30, 2021, the fair value of derivatives in a net liability position including accrued interest but excluding any adjustment for nonperformance risk related to these agreements was $17.1 million. As of September 30, 2021, the Company has not posted any collateral related to these agreements and was not in breach of any agreement provisions. If the Company had breached any of these provisions, it could have been required to settle its obligations under the agreements at the aggregate termination value of $17.1 million. In addition, the Company has an agreement with its derivative counterparty that contains a provision whereby the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company's default on the indebtedness.

8. DEFERRED MANAGEMENT RIGHTS PROCEEDS:

On October 1, 2012, the Company consummated its agreement to sell the Gaylord Hotels brand and rights to manage the Gaylord Hotels properties (the "Management Rights") to Marriott for $210.0 million in cash. Effective October 1, 2012, Marriott assumed responsibility for managing the day-to-day operations of the Gaylord Hotels properties pursuant to a management agreement for each Gaylord Hotel property. The Company allocated $190.0 million of the purchase price to the Management Rights, based on the Company's estimates of the fair values for the respective components. For financial accounting purposes, the amount related to the Management Rights was deferred and is amortized on a straight-line basis over the 65-year term of the hotel management agreements, including extensions, as a reduction in management fee expense.

9. LEASES:

The Company is a lessee of a 65.3 acre site in Osceola County, Florida on which Gaylord Palms is located, building or land leases for Ole Red Gatlinburg, Ole Red Orlando and Ole Red Tishomingo, various warehouse, general office and other equipment leases. The Gaylord Palms land lease has a term through 2074, which may be extended through January 2101, at the Company's discretion. The leases for Ole Red locations range from five to ten years, with renewal options ranging from five to fifty-five years, at the Company's discretion. Extension options are not considered reasonably assured and as a result are not included in the Company's calculation of its right-of-use assets and lease liabilities.

The terms of the Gaylord Palms lease include variable lease payments based upon net revenues at Gaylord Palms and certain other of the Company's leases include rental payments adjusted periodically for inflation. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

As the discount rate implicit in the Company's operating leases is not readily determinable, the Company applies judgments related to the determination of the discount rates used to calculate the lease liability as required by Accounting Standards Codification Topic 842, "*Leases*". The Company calculates its incremental borrowing rates by utilizing judgments and estimates regarding the Company's secured borrowing rates, market credit rating, comparable bond yield curve, and adjustments to market yield curves to determine a securitized rate.

The Company's lease costs for the three months and nine months ended September 30, 2021 and 2020 are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	**2020**	**2021**	**2020**
Operating lease cost	$ 3,261	$ 2,929	$ 9,631	$ 9,009
Finance lease cost:				
Amortization of right-of-use assets	38	38	112	112
Interest on lease liabilities	9	12	30	37
Net lease cost	$ 3,308	$ 2,979	$ 9,773	$ 9,158

Future minimum lease payments under non-cancelable leases at September 30, 2021 are as follows (in thousands):

	Operating Leases	Finance Leases
Year 1	$ 6,326	$ 241
Year 2	6,379	232
Year 3	6,191	60
Year 4	6,126	46
Year 5	6,311	46
Years thereafter	565,067	532
Total future minimum lease payments	596,400	1,157
Less amount representing interest	(485,827)	(232)
Total present value of minimum payments	$ 110,573	$ 925

The remaining lease term and discount rate for the Company's leases are as follows:

Weighted-average remaining lease term:	
Operating leases	49.2 years
Finance leases	10.4 years
Weighted-average discount rate:	
Operating leases	6.8 %
Finance leases	4.0 %

10. STOCK PLANS:

During the nine months ended September 30, 2021, the Company granted 0.3 million restricted stock units with a weighted-average grant date fair value of $73.71 per unit. There were 0.5 million and 0.4 million restricted stock units outstanding at September 30, 2021 and December 31, 2020, respectively.

Compensation expense for the Company's stock-based compensation plans was $3.3 million and $2.2 million for the three months ended September 30, 2021 and 2020, respectively, and $8.9 million and $6.6 million for the nine months ended September 30, 2021 and 2020, respectively.

11. PENSION PLANS:

Net periodic pension expense reflected in other gains and (losses), net in the accompanying condensed consolidated statements of operations included the following components for the respective periods (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Interest cost	$ 534	$ 534	$ 1,484	$ 1,885
Expected return on plan assets	(1,103)	(962)	(3,150)	(3,071)
Amortization of net actuarial loss	217	340	801	903
Net settlement loss	443	1,343	1,009	1,343
Total net periodic pension expense	$ 91	$ 1,255	$ 144	$ 1,060

As a result of increased lump-sum distributions from the Company's qualified retirement plan during 2021 and 2020, net settlement losses of $1.0 million and $1.3 million, respectively, were recognized in the nine months ended September 30, 2021 and 2020.

In addition, the increase in lump-sum distributions required the Company to re-measure its liability under its pension plan as of June 30, 2021. As a result of the re-measurement, as well as an increase in the pension plan's assumed discount rate from 1.95% at December 31, 2020 to 2.31% at June 30, 2021, the Company recorded a $6.9 million decrease to its liability under the pension plan and a corresponding decrease in accumulated other comprehensive loss in the accompanying condensed consolidated balance sheet as of September 30, 2021.

12. INCOME TAXES:

The Company has elected to be taxed as a REIT effective January 1, 2013, pursuant to the U.S. Internal Revenue Code of 1986, as amended. As a REIT, generally the Company will not be subject to federal corporate income taxes on ordinary taxable income and capital gains income from real estate investments that it distributes to its stockholders. The Company will continue to be required to pay federal and state corporate income taxes on earnings of its taxable REIT subsidiaries ("TRSs").

For the three months ended September 30, 2021 and 2020, the Company recorded an income tax provision of $1.1 million and $0.1 million, respectively. For the nine months ended September 30, 2021 and 2020, the Company recorded an income tax provision of $6.6 million and $27.0 million, respectively. The income tax provision for the nine months ended September 30, 2021 and 2020 included the recording of a valuation allowance of $3.6 million and $26.7 million, respectively, as further described below. Additionally, in the nine months ended September 30, 2021 and 2020, the Company recorded an income tax provision of $3.0 million and $0.3 million, respectively, inclusive of valuation allowance, related to the current period operations of the Company.

Due to the financial statement impact of the COVID-19 pandemic, in connection with the preparation of the condensed consolidated financial statements included herein, the Company reassessed the realizability of net deferred tax assets during 2020, and as a result, the Company included a valuation allowance of $26.7 million in its income tax provision for the nine months ended September 30, 2020 on the net deferred tax assets of its TRSs. The Company recorded an additional valuation allowance related to its deferred tax assets of $3.6 million, which is included in the income tax provision for the nine months ended September 30, 2021.

At September 30, 2021 and December 31, 2020, the Company had no unrecognized tax benefits.

13. COMMITMENTS AND CONTINGENCIES:

The Company has entered into limited repayment and carry guaranties related to the Gaylord Rockies Loan that, in the aggregate, guarantee repayment of 10% of the principal debt, together with interest and operating expenses, which are to be released once Gaylord Rockies achieves a certain debt service coverage threshold as defined in the Gaylord Rockies Loan. Generally, the Gaylord Rockies Loan is non-recourse to the Company, subject to (i) those limited guaranties, (ii) a completion guaranty in the event a property expansion is pursued, and (iii) customary non-recourse carve-outs.

In April 2019, a subsidiary of the Company entered into a joint venture with Gray Television, Inc. to create and distribute a linear multicast and over-the-top channel dedicated to the country music lifestyle, Circle. The Company acquired a 50% equity interest in this joint venture and has made capital contributions of $19.5 million. In addition, the Company intends to contribute up to an additional $1.5 million through December 31, 2021. The Company accounts for its investment in this joint venture under the equity method of accounting.

The Company has entered into employment agreements with certain officers, which provide for severance payments upon certain events, including certain terminations in connection with a change of control.

The Company, in the ordinary course of business, is involved in certain legal actions and claims on a variety of matters. It is the opinion of management that such contingencies will not have a material effect on the financial statements of the Company.

14. EQUITY:

Dividends

Due to the COVID-19 pandemic, the Company has suspended its regular quarterly dividend payments. The Company's board of directors will consider a future dividend as permitted by the Company's credit agreement. The Company's credit agreement permits payment of dividends as necessary to maintain the Company's REIT status and permits the

Company to pay a dividend of $0.01 per share each quarter. Any future dividend is subject to the Company's board of directors' determination as to the amount of distributions and the timing thereof.

Noncontrolling Interest in the Operating Partnership

The Company consolidates the Operating Partnership, which is a majority-owned limited partnership that has a noncontrolling interest. The outstanding OP Units held by the noncontrolling limited partners are redeemable for cash, or if the Company so elects, in shares of the Company's common stock on a one-for-one basis, subject to certain adjustments. At September 30, 2021, 0.4 million outstanding OP Units, or less than 1% of the outstanding OP Units, were held by the noncontrolling limited partners and are included as a component of equity in the accompanying condensed consolidated balance sheet. The Company owns, directly or indirectly, the remaining 99.3% of the outstanding OP Units.

At-the-Market ("ATM") Equity Distribution Agreement

On May 27, 2021, the Company entered into an ATM equity distribution agreement (the "ATM Agreement") with a consortium of banks (each a "Sales Agent" and collectively, the "Sales Agents"), pursuant to which the Company may offer and sell to or through the Sales Agents (the "ATM Offering"), from time to time, up to 4.0 million shares (the "Shares") of the Company's common stock in such share amounts as the Company may specify by notice to the Sales Agents, in accordance with the terms and conditions set forth in the ATM Agreement.

Under the ATM Agreement, the Company will set the parameters for the sale of the Shares, including the number of the Shares to be issued, the time period during which sales are requested to be made, limitation on the number of the Shares that may be sold in any one trading day and any minimum price below which sales may not be made. Each Sales Agent will use its commercially reasonable efforts, consistent with its normal trading and sales practices, to sell such Shares up to the amount specified, and otherwise in accordance with mutually agreed terms between the Sales Agent and the Company. Neither the Company nor any of the Sales Agents are obligated to sell any specific number or dollar amount of Shares under the ATM Agreement. The Sales Agents will be paid a commission of up to 2.0% of the gross sales price from the sale of any Shares. The Company intends to use the net proceeds from any sale of Shares for the repayment of outstanding indebtedness, which may include the repayment of amounts outstanding under the Company's credit agreement governing the Company's revolving credit facility. Net proceeds which are not used for the repayment of outstanding indebtedness (to the extent then permitted by the Company's credit agreement) may be used for general corporate purposes.

No shares were issued under the ATM Agreement during the three months and nine months ended September 30, 2021.

15. FAIR VALUE MEASUREMENTS:

The Company uses a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The investments held by the Company in connection with its deferred compensation plan consist of mutual funds traded in an active market. The Company determined the fair value of these mutual funds based on the net asset value per unit of the funds or the portfolio, which is based upon quoted market prices in an active market. Therefore, the Company has categorized these investments as Level 1.

The Company's interest rate swaps consist of over-the-counter swap contracts, which are not traded on a public exchange. The Company determines the fair value of these swap contracts based on a widely accepted valuation methodology of netting the discounted future fixed cash flows and the discounted expected variable cash flows, using interest rates derived from observable market interest rate curves and volatilities, with appropriate adjustments for any significant impact of non-performance risk of the parties to the swap contracts. Therefore, these swap contracts have been classified as Level 2.

The Company has consistently applied the above valuation techniques in all periods presented and believes it has obtained the most accurate information available for each type of instrument.

The Company's assets and liabilities measured at fair value on a recurring basis at September 30, 2021 and December 31, 2020, were as follows (in thousands):

	September 30, 2021	Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Deferred compensation plan investments	$ 30,709	$ 30,709	$ —	$ —
Total assets measured at fair value	$ 30,709	$ 30,709	$ —	$ —
Variable to fixed interest rate swaps	$ 15,890	$ —	$ 15,890	$ —
Total liabilities measured at fair value	$ 15,890	$ —	$ 15,890	$ —

	December 31, 2020	Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Deferred compensation plan investments	$ 31,277	$ 31,277	$ —	$ —
Total assets measured at fair value	$ 31,277	$ 31,277	$ —	$ —
Variable to fixed interest rate swaps	$ 27,819	$ —	$ 27,819	$ —
Total liabilities measured at fair value	$ 27,819	$ —	$ 27,819	$ —

The remainder of the assets and liabilities held by the Company at September 30, 2021 are not required to be recorded at fair value, and the carrying value of these assets and liabilities approximates fair value, except as described below.

The Company has outstanding $600.0 million in aggregate principal amount of $600 million 4.50% senior notes. The carrying value of these notes at September 30, 2021 was $590.3 million, net of unamortized deferred financing costs ("DFCs"). The fair value of these notes, based upon quoted market prices (Level 1), was $607.2 million at September 30, 2021.

The Company has outstanding $700.0 million in aggregate principal amount of $700 million 4.75% senior notes. The carrying value of these notes at September 30, 2021 was $692.3 million, net of unamortized DFCs and premiums. The fair value of these notes, based upon quoted market prices (Level 1), was $727.9 million at September 30, 2021.

16. FINANCIAL REPORTING BY BUSINESS SEGMENTS:

The Company's operations are organized into three principal business segments:

- *Hospitality*, which includes the Gaylord Hotels properties, the Inn at Opryland and the AC Hotel;
- *Entertainment*, which includes the Grand Ole Opry, the Ryman Auditorium, WSM-AM, Ole Red, the Company's equity investment in Circle, and the Company's Nashville-based attractions; and
- *Corporate and Other*, which includes the Company's corporate expenses.

The following information is derived directly from the segments' internal financial reports used for corporate management purposes (amounts in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Revenues:				
Hospitality	$ 257,853	$ 57,978	$ 463,343	$ 353,954
Entertainment	49,053	12,271	98,599	44,006
Corporate and Other	—	—	—	—
Total	$ 306,906	$ 70,249	$ 561,942	$ 397,960
Depreciation and amortization:				
Hospitality	$ 52,020	$ 49,310	$ 151,655	$ 148,667
Entertainment	3,506	3,985	10,728	10,492
Corporate and Other	567	581	1,698	2,073
Total	$ 56,093	$ 53,876	$ 164,081	$ 161,232
Operating income (loss):				
Hospitality	$ 24,716	$ (78,322)	$ (65,846)	$ (154,633)
Entertainment	12,080	(9,057)	10,074	(26,632)
Corporate and Other	(10,983)	(7,880)	(28,620)	(24,766)
Preopening costs (1)	(118)	(96)	(734)	(1,597)
Gain on sale of assets (2)	—	—	317	1,261
Credit loss on held-to-maturity securities (3)	—	(7,811)	—	(32,784)
Total operating income (loss)	25,695	(103,166)	(84,809)	(239,151)
Interest expense	(32,413)	(28,127)	(93,056)	(87,527)
Interest income	1,433	1,540	4,254	5,765
Loss on extinguishment of debt	—	—	(2,949)	—
Loss from unconsolidated joint ventures	(2,312)	(1,767)	(5,831)	(5,482)
Other gains and (losses), net	53	1,729	254	(14,831)
Loss before income taxes	$ (7,544)	$ (129,791)	$ (182,137)	$ (341,226)

(1) Preopening costs for the nine months ended September 30, 2021 relate to the Hospitality segment. Preopening costs for the three months ended September 30, 2020 relate to the Hospitality segment. Preopening costs for the nine months ended September 30, 2020 include $0.2 million and $1.4 million for the Hospitality and Entertainment segments, respectively.

(2) Gain on sale of assets for the nine months ended September 30, 2021 and 2020 relates to the Hospitality segment.

(3) Credit loss on held-to-maturity securities for the three months and nine months ended September 30, 2020 relates to the Hospitality segment.

17. SUBSEQUENT EVENTS:

In October 2021, the Company entered into an agreement to purchase Block 21, a mixed-use entertainment, lodging, office, and retail complex located in Austin, Texas, for $260 million, which includes the assumption of approximately $138 million of existing mortgage debt. In addition, the Company will receive approximately $11 million of existing cash reserves attributable to the assets. Block 21 is the home of the Austin City Limits Live at The Moody Theater (“ACL Live”), a 2,750-seat entertainment venue that serves as the filming location for the Austin City Limits television series. The Block 21 complex also includes the 251-room W Austin Hotel, the 3TEN at ACL Live club and approximately 53,000 square feet of other Class A commercial space. The acquisition is expected to close near the end of the fourth quarter 2021, subject to customary closing conditions including, but not limited to, consent to the Company’s assumption of the existing mortgage loan by the loan servicer and the consent of the hotel property manager, an affiliate of Marriott, to the Company’s assignment and assumption of the existing hotel management agreement. The Company has the capacity to finance the transaction under its revolving credit facility and may use cash on hand, including from any sales of stock under its ATM program, and will make a determination of funding sources prior to closing.

In October 2021, the Company also entered into Amendment No. 4 to the Company’s credit facility, which allows the Company to complete an acquisition during the credit agreement’s restricted period using borrowings under its revolving credit facility, so long as the aggregate amount outstanding under the revolving credit facility is equal to or less than $400.0 million, and an associated assumption of indebtedness, subject to certain conditions.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Ryman Hospitality Properties, Inc. ("Ryman") is a Delaware corporation that conducts its operations so as to maintain its qualification as a real estate investment trust ("REIT") for federal income tax purposes. The Company conducts its business through an umbrella partnership REIT, in which all of its assets are held by, and operations are conducted through, RHP Hotel Properties, LP, a subsidiary operating partnership (the "Operating Partnership"). RHP Finance Corporation, a Delaware corporation ("Finco"), was formed as a wholly-owned subsidiary of the Operating Partnership for the sole purpose of being a co-issuer of debt securities with the Operating Partnership. Neither Ryman nor Finco has any material assets, other than Ryman's investment in the Operating Partnership and the Operating Partnership's owned subsidiaries. Neither the Operating Partnership nor Finco has any business, operations, financial results or other material information, other than the business, operations, financial results and other material information described in this Quarterly Report on Form 10-Q and Ryman's other reports, documents or other information filed with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In this report, we use the terms the "Company," "we" or "our" to refer to Ryman Hospitality Properties, Inc. and its subsidiaries unless the context indicates otherwise.

The following discussion and analysis should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this report and our audited consolidated financial statements and related notes for the year ended December 31, 2020, included in our Annual Report on Form 10-K that was filed with the SEC on February 26, 2021.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements concern our goals, beliefs, expectations, strategies, objectives, plans, future operating results and underlying assumptions, and other statements that are not necessarily based on historical facts. Without limitation, you can identify these statements by the fact that they do not relate strictly to historical or current facts, and these statements may contain words such as "may," "will," "could," "should," "might," "projects," "expects," "believes," "anticipates," "intends," "plans," "continue," "estimate," or "pursue," or the negative or other variations thereof or comparable terms. In particular, they include statements relating to, among other things, future actions, strategies, future performance, the outcome of contingencies such as legal proceedings and future financial results. These also include statements regarding (i) future travel, transient and group demand, the anticipated impact of the novel coronavirus disease (COVID-19) pandemic on our results of operations and liquidity, the expected effects of cost containment efforts, and efforts to rebook customers for later dates in 2021 and later years; (ii) the effect of our election to be taxed as a REIT and maintain REIT status for federal income tax purposes; (iii) the holding of our non-qualifying REIT assets in one or more taxable REIT subsidiaries ("TRSs"); (iv) the suspension of our dividend and our dividend policy, including the frequency and amount of any dividend we may pay; (v) potential growth opportunities, including future expansion of the geographic diversity of our existing asset portfolio through acquisitions and investment in joint ventures; (vi) Marriott International, Inc.'s ("Marriott") ability to effectively manage our hotels and other properties; (vii) our anticipated capital expenditures and investments; (viii) the potential operating and financial restrictions imposed on our activities under existing and future financing agreements including our credit facility and other contractual arrangements with third parties, including management agreements with Marriott; (ix) our use of cash during the remainder of 2021; (x) our ability to borrow available funds under our credit facility; (xi) our expectations about successfully amending the agreements governing our indebtedness should the need arise; (xii) our pending acquisition of the Block 21 complex in Austin, Texas ("Block 21"); and (xiii) any other business or operational matters. We have based these forward-looking statements on our current expectations and projections about future events.

We caution the reader that forward-looking statements involve risks and uncertainties that cannot be predicted or quantified, and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, among other things, risks and uncertainties associated with the COVID-19 pandemic, including the effects of the COVID-19 pandemic on us and the hospitality and entertainment industries generally, the effects of the COVID-19 pandemic on the demand for travel, transient and group business (including government-imposed restrictions or guidelines), levels of consumer confidence in the safety of travel and group gatherings as a result of COVID-19, the length and severity of the COVID-19 pandemic in the United States and the pace of recovery following the COVID-19 pandemic, the duration and severity of the COVID-19 pandemic in the markets where our assets are located, the economic conditions affecting the hospitality business generally, the geographic concentration of our hotel properties, business levels at our hotels, our ability to remain qualified as a REIT, our ability to execute our strategic goals as a REIT, our ability to generate cash flows to support dividends, future board determinations regarding the timing and amount of dividends and changes to the dividend policy, our ability to borrow funds pursuant to our credit agreements and to refinance indebtedness and/or to successfully amend the agreements governing our indebtedness in the future, changes in interest rates, including future changes from the London Inter-Bank Offered Rate ("LIBOR") to a different base rate, and those factors described elsewhere in this Quarterly Report on Form 10-Q, including in Item 1A, "Risk Factors," and our Annual Report on Form 10-K for the year ended December 31, 2020 or described from time to time in our other reports filed with the SEC.

Any forward-looking statement made in this Quarterly Report on Form 10-Q speaks only as of the date on which the statement is made. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the forward-looking statements we make in this Quarterly Report on Form 10-Q, except as may be required by law.

Overview

We operate as a REIT for federal income tax purposes, specializing in group-oriented, destination hotel assets in urban and resort markets. Our core holdings include a network of five upscale, meetings-focused resorts totaling 9,917 rooms that are managed by Marriott under the Gaylord Hotels brand. These five resorts, which we refer to as our Gaylord Hotels properties, consist of the Gaylord Opryland Resort & Convention Center in Nashville, Tennessee ("Gaylord Opryland"), the Gaylord Palms Resort & Convention Center near Orlando, Florida ("Gaylord Palms"), the Gaylord Texan Resort & Convention Center near Dallas, Texas ("Gaylord Texan"), the Gaylord National Resort & Convention Center near Washington D.C. ("Gaylord National"), and the Gaylord Rockies Resort & Convention Center ("Gaylord Rockies"), which was previously owned by a joint venture (the "Gaylord Rockies joint venture"), in which we owned a 65% interest. On May 7, 2021, we purchased the remaining 35% interest in the Gaylord Rockies joint venture. Our other owned hotel assets managed by Marriott include the Inn at Opryland, an overflow hotel adjacent to Gaylord Opryland, and the AC Hotel at National Harbor, Washington D.C. ("AC Hotel"), an overflow hotel adjacent to Gaylord National.

We also own and operate media and entertainment assets including the Grand Ole Opry, the legendary weekly showcase of country music's finest performers for 96 years; the Ryman Auditorium, the storied live music venue and former home of the Grand Ole Opry located in downtown Nashville; WSM-AM, the Opry's radio home; Ole Red, a brand of Blake Shelton-themed bar, music venue and event spaces; and three Nashville-based assets managed by Marriott – Gaylord Springs Golf Links ("Gaylord Springs"), the Wildhorse Saloon, and the General Jackson Showboat. We also own a 50% interest in a joint venture to create and distribute a linear multicast and over-the-top channel dedicated to the country music lifestyle ("Circle").

Each of our award-winning Gaylord Hotels properties incorporates not only high quality lodging, but also at least 400,000 square feet of meeting, convention and exhibition space, superb food and beverage options and retail and spa facilities within a single self-contained property. As a result, our Gaylord Hotels properties provide a convenient and entertaining environment for convention guests. Our Gaylord Hotels properties focus on the large group meetings market in the United States.

See "Cautionary Note Regarding Forward-Looking Statements" in this Item 2 and Item 1A, "Risk Factors," in Part II of this Quarterly Report on Form 10-Q and Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2020 for important information regarding forward-looking statements made in this report and risks and uncertainties we face.

Impact of COVID-19 Pandemic

The novel coronavirus disease (COVID-19) pandemic has spread throughout the United States and continues to have an unprecedented impact on the U.S. economy. As discussed more fully in our Annual Report on Form 10-K for the year ended December 31, 2020, due to the COVID-19 pandemic, we have experienced disruption of our business. While all of our assets have reopened and are operating, there is significant uncertainty surrounding the full extent of the impact of the COVID-19 pandemic on our future results of operations and financial position.

We continue taking steps to preserve liquidity in order to weather the COVID-19 pandemic and continue to pay all required debt service payments on our indebtedness, lease payments, taxes and other payables. At September 30, 2021, we had $519.7 million available for borrowing under our revolving credit facility and $53.2 million in unrestricted cash on hand. Within our Hospitality segment, we, along with Marriott, have implemented various actions in order to contain costs in all areas. We have implemented similar cost containment initiatives in our Entertainment and Corporate segments.

As previously disclosed in 2020, we have suspended our regular quarterly dividend payments to stockholders. Our board of directors will consider a future dividend as permitted by our credit agreement and subject to our board of directors' determinations as to the amount of distributions and the timing thereof. With the exception of the Gaylord Palms expansion project and the renovation of the rooms at Gaylord National, we have deferred all non-essential capital projects. With respect to our properties that are operated under management agreements with Marriott, we are obligated to maintain an FF&E reserve account for future planned and emergency-related capital expenditures at these properties; however, Marriott has suspended this obligation through December 2021, although we have made voluntary contributions to fund various maintenance capital expenditures, including the rooms renovation at Gaylord National.

As previously disclosed in 2020, we entered into certain amendments to the credit agreement governing our $700 million revolving credit facility (of which $180.0 million was outstanding at September 30, 2021), $300 million term loan A facility and the original $500 million term loan B facility (of which $377.5 million was outstanding at September 30, 2021). Together, the amendments provided for a temporary waiver of financial covenants in the credit facility through March 31, 2022 (unless terminated early by us at our option) and confirm our continued ability to borrow the remaining amounts available under the revolving credit facility (subject to a minimum liquidity covenant). Additionally, we further amended the credit agreement in October 2021 to permit an acquisition during the credit agreement's restricted period, and an associated assumption of indebtedness, subject to certain conditions.

As previously disclosed in 2020, the Gaylord Rockies joint venture completed an amendment to its $800 million term loan that provided the ability to use cash for certain purposes, even during a Cash Sweep Period (as defined in the loan agreement). Beginning in July 2020, the Gaylord Rockies joint venture was in a Cash Sweep Period pursuant to the loan agreement. For additional discussion of this amendment and other amendments to our credit agreement, see "Principal Debt Agreements" below.

Impact on Operations. Except for Gaylord National, which reopened in July 2021, and the Wildhorse Saloon, which closed subsequent to the December 2020 downtown Nashville bombing and reopened in April 2021, our hotels and entertainment venues reopened in the second and third quarters of 2020.

We and Marriott's sales teams have been working closely with our customers to rebook previously cancelled business and, through September 30, 2021, we have rebooked approximately 65% of total room nights cancelled as a result of the COVID-19 pandemic. Cancelled room nights in the nine months ended September 30, 2021 decreased 61% from the nine months ended December 31, 2020. Group attrition as a percentage of contracted block decreased in each sequential quarter since the onset of the COVID-19 pandemic through June 30, 2021. Primarily as a result of the latest COVID-19 variant, attrition increased in the three months ended September 30, 2021, as compared to the three months ended June 30, 2021; however, this attrition was still below the three months ended March 31, 2021. Occupancy within our Hospitality segment (including Gaylord National for the period it was closed) has increased each sequential quarter in 2021, from 16.4% in the first quarter of 2021 to 54.5% in the third quarter of 2021. Average daily rate ("ADR") in the three months ended September 30, 2021 was $216.79, which is an increase of 15.2% when compared to the three months ended September 30, 2019 (pre-pandemic). In addition, organic group bookings (defined as bookings unrelated to a COVID-19 pandemic rebooking) made up 83% of group room nights booked in the three months ended September 30, 2021, compared to 56% in the three months ended June 30, 2021, 44% in the three months ended March 31, 2021, 26% in the three months ended December 31, 2020 and 23% in the three months ended September 30, 2020.

The aforementioned rebooking efforts have resulted in contracted business for 2022 that approaches or exceeds pre-pandemic levels based on the pacing of bookings in 2018 for 2019. Our group ADR on-the-books for the next five years exceeds group ADR on-the-books in 2018 for comparable future periods, and this combined impact yields projected group rooms revenue on-the-books for future years that we estimate will be at or above pre-pandemic levels.

For additional discussion of the impact of the COVID-19 pandemic on our business, see “Risk Factors” under Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2020.

Gaylord Rockies Joint Venture

In May 2021, we purchased the remaining 35% ownership interest in the Gaylord Rockies joint venture. Prior to May 2021, we had a 65% ownership interest in the Gaylord Rockies joint venture, and our management concluded that the Company was the primary beneficiary of this previous variable interest entity (“VIE”). The financial position and results of operations of this previous VIE have been consolidated in the accompanying condensed consolidated financial statements included herein. We also purchased 130 acres of undeveloped land, adjacent to Gaylord Rockies in May 2021.

Gaylord Palms Expansion

In 2018, we began construction of a $158 million expansion of Gaylord Palms, which includes an additional 302 guest rooms and 96,000 square feet of meeting space, an expanded resort pool and events lawn, and a new multi-level parking structure. The expansion was completed in April 2021.

Circle

In 2019, we acquired a 50% equity interest in Circle, and we have made $19.5 million in capital contributions through September 30, 2021. In addition, we intend to contribute up to an additional $1.5 million in fourth quarter 2021. Circle launched its broadcast network on January 1, 2020, with sixteen original shows and two major distribution partnerships. As of October 2021, Circle is available to more than 70% of U.S. television households via over-the-air and cable television and is available through multiple online streaming services covering over 164 million monthly average users.

Senior Note Refinancing

On February 9, 2021, we commenced a cash tender offer for any and all outstanding $400 million 5% senior notes due 2023 (the “$400 Million 5% Senior Notes”) at a redemption price of $1,005.00 per $1,000 principal amount. Pursuant to the tender offer, $161.9 million aggregate principal amount of the $400 Million 5% Senior Notes were validly tendered. The Company used a portion of the proceeds from the issuance of the $600 million 4.50% senior notes discussed below to fund the tender offer.

In accordance with the indenture governing the $400 Million 5% Senior Notes, subsequent to expiration of the tender offer, in February 2021 we gave irrevocable notice of the redemption of all remaining $400 Million 5% Senior Notes not tendered in the tender offer. The redemption and cancellation of the remaining $400 Million 5% Senior Notes was completed April 15, 2021. We used a portion of the proceeds from the issuance of the $600 million 4.50% senior notes discussed below to fund the redemption.

As a result of the Company’s purchase of tendered $400 Million 5% Senior Notes and the redemption of all untendered $400 Million Senior Notes, we recognized a loss on extinguishment of debt of $2.9 million in the nine months ended September 30, 2021.

On February 17, 2021, the Operating Partnership and Finco (collectively, the “Issuers”) completed the private placement of $600 million in aggregate principal amount of 4.50% senior notes due 2029 (the “$600 Million 4.50% Senior Notes”). The aggregate net proceeds from the issuance of the $600 Million 4.50% Senior Notes totaled approximately $591 million, after deducting the initial purchasers’ discounts, commissions and offering expenses. After using a significant portion of these net proceeds to tender and redeem the $400 Million 5% Senior Notes, we used the net proceeds to repay all of the amounts outstanding under our $700 million revolving credit facility and for general corporate purposes.

Potential Acquisition of Block 21

In October 2021, we entered into an agreement to purchase Block 21, a mixed-use entertainment, lodging, office, and retail complex located in Austin, Texas, for $260 million, which includes the assumption of approximately $138 million of existing mortgage debt. In addition, we will receive approximately $11 million of existing cash reserves attributable to the assets. Block 21 is the home of the Austin City Limits Live at The Moody Theater ("ACL Live"), a 2,750-seat entertainment venue that serves as the filming location for the Austin City Limits television series. The Block 21 complex also includes the 251-room W Austin Hotel, the 3TEN at ACL Live club and approximately 53,000 square feet of other Class A commercial space. The acquisition is expected to close near the end of the fourth quarter 2021, subject to customary closing conditions including, but not limited to, consent to our assumption of the existing mortgage loan by the loan servicer and the consent of the hotel property manager, an affiliate of Marriott, to our assignment and assumption of the existing hotel management agreement. We have the capacity to finance the transaction under our revolving credit facility and may use cash on hand, including from any sales of stock under our at-the-market ("ATM") equity distribution agreement (the "ATM Agreement"), and will make a determination of funding sources prior to closing.

Our Long-Term Strategic Plan

Our goal is to be the nation's premier hospitality REIT for group-oriented meeting hotel assets in urban and resort markets.

Existing Hotel Property Design. Our Gaylord Hotels properties focus on the large group meetings market in the United States and incorporate meeting and exhibition space, signature guest rooms, food and beverage offerings, fitness and spa facilities and other attractions within a large hotel property so attendees' needs are met in one location. This strategy creates a better experience for both meeting planners and guests and has led to our current Gaylord Hotels properties claiming a place among the leading convention hotels in the country.

Expansion of Hotel Asset Portfolio. Part of our long-term growth strategy includes acquisitions of other hotels, particularly in the group meetings sector of the hospitality industry, either alone or through joint ventures or alliances with one or more third parties. We will consider attractive investment opportunities which meet our acquisition parameters, specifically, group-oriented large hotels and overflow hotels with existing or potential leisure appeal. We are interested in highly accessible upper-upscale assets with over 400 hotel rooms in urban and resort group destination markets. We also consider assets that possess or are located near convention centers that present a repositioning opportunity and/or would significantly benefit from capital investment in additional rooms or meeting space. We plan to expand the geographic diversity of our existing asset portfolio through acquisitions. As a REIT, we do not view independent, large-scale development of resort and convention hotels as a part of our long-term growth strategy.

Leverage Brand Name Awareness. We believe the Grand Ole Opry is one of the most recognized entertainment brands in the United States. We promote the Grand Ole Opry name through various media, including our WSM-AM radio station, the Internet and television, and through performances by the Grand Ole Opry's members, many of whom are renowned country music artists. As such, we have alliances in place with multiple distribution partners in an effort to foster brand extension. We believe that licensing our brand for products may provide an opportunity to increase revenues and cash flow with relatively little capital investment. We are continuously exploring additional products, such as television specials and retail products, through which we can capitalize on our brand affinity and awareness. To this end, we have invested in four Ole Red locations, as well as Circle.

Short-Term Capital Allocation. Prior to the COVID-19 pandemic, our short-term capital allocation strategy focused on returning capital to stockholders through the payment of dividends, in addition to investing in our assets and operations. However, in March 2020, we suspended our regular quarterly dividend payments. Our board of directors will consider a future dividend as permitted by our credit agreement. Any future dividend is subject to our board of directors' determinations as to the amount and timing thereof. We are currently focused on managing our business through the COVID-19 pandemic and are limiting our non-essential capital expenditures.

Our Operations

Our ongoing operations are organized into three principal business segments:

- Hospitality, consisting of our Gaylord Hotels properties, the Inn at Opryland and the AC Hotel.
- Entertainment, consisting of the Grand Ole Opry, the Ryman Auditorium, WSM-AM, Ole Red, our equity investment in Circle, and our other Nashville-based attractions.
- Corporate and Other, consisting of our corporate expenses.

For the three months and nine months ended September 30, 2021 and 2020, our total revenues were divided among these business segments as follows:

Segment	Three Months Ended September 30, 2021	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2021	Nine Months Ended September 30, 2020
Hospitality	84 %	83 %	82 %	89 %
Entertainment	16 %	17 %	18 %	11 %
Corporate and Other	0 %	0 %	0 %	0 %

As described above, our hotels and entertainment assets were closed for a period of time in 2020 and Gaylord National reopened on July 1, 2021. While facilities were closed, we recorded negligible revenue, and we incurred expenses as described below under “Operating Results – Detailed Segment Financial Information.” Our short-term strategy is to safely operate our businesses through the COVID-19 pandemic, work with Marriot to rebook business in our hotels, and pursue cost containment strategies. While all of our assets have reopened and are operating, there is significant uncertainty surrounding the full extent of the impact of the COVID-19 pandemic on our future results of operations and financial position.

Key Performance Indicators

The operating results of our Hospitality segment are highly dependent on the volume of customers at our hotels and the quality of the customer mix at our hotels, which are managed by Marriott. These factors impact the price that Marriott can charge for our hotel rooms and other amenities, such as food and beverage and meeting space. The following key performance indicators are commonly used in the hospitality industry and are used by management to evaluate hotel performance and allocate capital expenditures:

- hotel occupancy – a volume indicator calculated by dividing total rooms sold by total rooms available;
- average daily rate (“ADR”) – a price indicator calculated by dividing room revenue by the number of rooms sold;
- revenue per available room (“RevPAR”) – a summary measure of hotel results calculated by dividing room revenue by room nights available to guests for the period;
- total revenue per available room (“Total RevPAR”) – a summary measure of hotel results calculated by dividing the sum of room, food and beverage and other ancillary service revenue by room nights available to guests for the period; and
- net definite group room nights booked – a volume indicator which represents the total number of definite group bookings for future room nights at our hotels confirmed during the applicable period, net of cancellations.

For the three months and nine months ended September 30, 2021 and 2020, the method of calculation of these indicators has not been changed as a result of the COVID-19 pandemic and the resulting hotel closures and is consistent with historical periods. As such, performance metrics include closed hotel room nights available.

We also use certain “non-GAAP financial measures,” which are measures of our historical performance that are not calculated and presented in accordance with GAAP, within the meaning of applicable SEC rules. These measures include:

- Earnings Before Interest Expense, Income Taxes, Depreciation and Amortization for Real Estate (“EBITDA*re*”), Adjusted EBITDA*re* and Adjusted EBITDA*re*, Excluding Noncontrolling Interest in Consolidated Joint Venture, and

- Funds From Operations (“FFO”) available to common shareholders and unit holders and Adjusted FFO available to common shareholders and unitholders.

See “Non-GAAP Financial Measures” below for further discussion.

The closure, limited reopening and pandemic-constrained business levels of our Gaylord Hotels properties have resulted in the significant decrease in performance reflected in these key performance indicators and non-GAAP financial measures for the three months and nine months ended September 30, 2021 and 2020, as compared to historical periods.

The results of operations of our Hospitality segment are affected by the number and type of group meetings and conventions scheduled to attend our hotels in a given period. A variety of factors can affect the results of any interim period, including the nature and quality of the group meetings and conventions attending our hotels during such period, which meetings and conventions have often been contracted for several years in advance, the level of attrition our hotels experience, and the level of transient business at our hotels during such period. We rely on Marriott, as the manager of our hotels, to manage these factors and to offset any identified shortfalls in occupancy.

Selected Financial Information

The following table contains our unaudited selected summary financial data for the three months and nine months ended September 30, 2021 and 2020. The table also shows the percentage relationships to total revenues and, in the case of segment operating income, its relationship to segment revenues (in thousands, except percentages).

	Unaudited Three Months Ended September 30,				Unaudited Nine Months Ended September 30,			
	2021	%	2020	%	2021	%	2020	%
REVENUES:								
Rooms	$ 113,192	36.9 %	$ 24,487	34.9 %	$ 203,391	36.2 %	$ 133,417	33.5 %
Food and beverage	105,803	34.5 %	16,217	23.1 %	169,597	30.2 %	163,477	41.1 %
Other hotel revenue	38,858	12.7 %	17,274	24.6 %	90,355	16.1 %	57,060	14.3 %
Entertainment	49,053	16.0 %	12,271	17.5 %	98,599	17.5 %	44,006	11.1 %
Total revenues	306,906	100.0 %	70,249	100.0 %	561,942	100.0 %	397,960	100.0 %
OPERATING EXPENSES:								
Rooms	30,802	10.0 %	10,280	14.6 %	55,318	9.8 %	47,060	11.8 %
Food and beverage	65,205	21.2 %	19,233	27.4 %	118,282	21.0 %	114,935	28.9 %
Other hotel expenses	80,203	26.1 %	56,961	81.1 %	196,125	34.9 %	192,480	48.4 %
Hotel management fees, net	4,907	1.6 %	516	0.7 %	7,809	1.4 %	5,445	1.4 %
Entertainment	33,467	10.9 %	17,343	24.7 %	77,797	13.8 %	60,146	15.1 %
Corporate	10,416	3.4 %	7,299	10.4 %	26,922	4.8 %	22,693	5.7 %
Preopening costs	118	0.0 %	96	0.1 %	734	0.1 %	1,597	0.4 %
Gain on sale of assets	—	— %	—	— %	(317)	(0.1)%	(1,261)	(0.3)%
Credit loss on held-to-maturity securities	—	— %	7,811	11.1 %	—	— %	32,784	8.2 %
Depreciation and amortization:								
Hospitality	52,020	16.9 %	49,310	70.2 %	151,655	27.0 %	148,667	37.4 %
Entertainment	3,506	1.1 %	3,985	5.7 %	10,728	1.9 %	10,492	2.6 %
Corporate and Other	567	0.2 %	581	0.8 %	1,698	0.3 %	2,073	0.5 %
Total depreciation and amortization	56,093	18.3 %	53,876	76.7 %	164,081	29.2 %	161,232	40.5 %
Total operating expenses	281,211	91.6 %	173,415	246.9 %	646,751	115.1 %	637,111	160.1 %
OPERATING INCOME (LOSS):								
Hospitality	24,716	9.6 %	(78,322)	(135.1)%	(65,846)	(14.2)%	(154,633)	(43.7)%
Entertainment	12,080	24.6 %	(9,057)	(73.8)%	10,074	10.2 %	(26,632)	(60.5)%
Corporate and Other	(10,983)	(A)	(7,880)	(A)	(28,620)	(A)	(24,766)	(A)
Preopening costs	(118)	(0.0)%	(96)	(0.1)%	(734)	(0.1)%	(1,597)	(0.4)%
Gain on sale of assets	—	— %	—	— %	317	0.1 %	1,261	0.3 %
Credit loss on held-to-maturity securities	—	— %	(7,811)	(11.1)%	—	— %	(32,784)	(8.2)%
Total operating income (loss)	25,695	8.4 %	(103,166)	(146.9)%	(84,809)	(15.1)%	(239,151)	(60.1)%
Interest expense	(32,413)	(A)	(28,127)	(A)	(93,056)	(A)	(87,527)	(A)
Interest income	1,433	(A)	1,540	(A)	4,254	(A)	5,765	(A)
Loss on extinguishment of debt	—	(A)	—	(A)	(2,949)	(A)	—	(A)
Loss from unconsolidated joint ventures	(2,312)	(A)	(1,767)	(A)	(5,831)	(A)	(5,482)	(A)
Other gains and (losses), net	53	(A)	1,729	(A)	254	(A)	(14,831)	(A)
Provision for income taxes	(1,063)	(A)	(86)	(A)	(6,640)	(A)	(27,046)	(A)
Net loss	(8,607)	(A)	(129,877)	(A)	(188,777)	(A)	(368,272)	(A)
Net loss attributable to noncontrolling interest in consolidated joint venture	—	(A)	11,893	(A)	16,501	(A)	30,280	(A)
Net loss attributable to noncontrolling interest in the Operating Partnership	61	(A)	325	(A)	1,290	(A)	325	(A)
Net loss available to common stockholders	$ (8,546)	(A)	$ (117,659)	(A)	$ (170,986)	(A)	$ (337,667)	(A)

(A) These amounts have not been shown as a percentage of revenue because they have no relationship to revenue.

Summary Financial Results

Results of Operations

The following table summarizes our financial results for the three months and nine months ended September 30, 2021 and 2020 (in thousands, except percentages and per share data):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% Change	2021	2020	% Change
Total revenues	$ 306,906	$ 70,249	336.9 %	$ 561,942	$ 397,960	41.2 %
Total operating expenses	281,211	173,415	62.2 %	646,751	637,111	1.5 %
Operating income (loss)	25,695	(103,166)	124.9 %	(84,809)	(239,151)	64.5 %
Net loss	(8,607)	(129,877)	93.4 %	(188,777)	(368,272)	48.7 %
Net loss available to common stockholders	(8,546)	(117,659)	92.7 %	(170,986)	(337,667)	49.4 %
Net loss available to common stockholders per share - diluted	(0.16)	(2.14)	92.5 %	(3.11)	(6.14)	49.3 %

Total Revenues

The increase in our total revenues for the three months ended September 30, 2021, as compared to the same period in 2020, is attributable to increases in our Hospitality segment and Entertainment segment of $199.9 million and $36.8 million, respectively. The increase in our total revenues for the nine months ended September 30, 2021, as compared to the same period in 2020, is attributable to increases in our Hospitality segment and Entertainment segment of $109.4 million and $54.6 million, respectively.

Total Operating Expenses

The increase in our total operating expenses for the three months ended September 30, 2021, as compared to the same period in 2020, is primarily the result of increases in our Hospitality segment and Entertainment segment of $94.1 million and $16.1 million, respectively, partially offset by a credit loss on held-to-maturity investments in the 2020 period that did not occur in the 2021 period of $7.8 million. The increase in our total operating expenses for the nine months ended September 30, 2021, as compared to the same period in 2020, is primarily the result of increases in our Hospitality segment and Entertainment segment of $17.6 million and $17.7 million, respectively, partially offset by a credit loss on held-to-maturity investments in the 2020 period that did not occur in the 2021 period of $32.8 million.

Net Loss

Our net loss of $8.6 million for the three months ended September 30, 2021, as compared to a net loss of $129.9 million for the same period in 2020, was primarily due to the changes in our revenues and operating expenses reflected above, and the following factors, each as described more fully below:

- A $4.3 million increase in interest expense in the 2021 period.
- A $1.7 million decrease in other gains and (losses), net in the 2021 period.

Our net loss of $188.8 million for the nine months ended September 30, 2021, as compared to a net loss of $368.3 million for the same period in 2020, was primarily due to the changes in our revenues and operating expenses reflected above, and the following factors, each as described more fully below:

- A $20.4 million decrease in in the provision for income taxes in the 2021 period.
- The $15.0 million loss related to the forfeiture of the earnest deposit associated with the previously terminated potential acquisition of Block 21 in the 2020 period.

- A $5.5 million increase in interest expense in the 2021 period.
- A $2.9 million loss on extinguishment of debt in the 2021 period that did not occur in the 2020 period.

Operating Results – Detailed Segment Financial Information

Hospitality Segment

Total Segment Results. The following presents the financial results of our Hospitality segment for the three months and nine months ended September 30, 2021 and 2020 (in thousands, except percentages and performance metrics):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% Change	2021	2020	% Change
Revenues:						
Rooms	$ 113,192	$ 24,487	362.3 %	$ 203,391	$ 133,417	52.4 %
Food and beverage	105,803	16,217	552.4 %	169,597	163,477	3.7 %
Other hotel revenue	38,858	17,274	125.0 %	90,355	57,060	58.4 %
Total hospitality revenue	257,853	57,978	344.7 %	463,343	353,954	30.9 %
Hospitality operating expenses:						
Rooms	30,802	10,280	199.6 %	55,318	47,060	17.5 %
Food and beverage	65,205	19,233	239.0 %	118,282	114,935	2.9 %
Other hotel expenses	80,203	56,961	40.8 %	196,125	192,480	1.9 %
Management fees, net	4,907	516	851.0 %	7,809	5,445	43.4 %
Depreciation and amortization	52,020	49,310	5.5 %	151,655	148,667	2.0 %
Total Hospitality operating expenses	233,137	136,300	71.0 %	529,189	508,587	4.1 %
Hospitality operating income (loss) (1)(2)	$ 24,716	$ (78,322)	131.6 %	$ (65,846)	$ (154,633)	57.4 %
Hospitality performance metrics:						
Occupancy	54.5 %	14.6 %	39.9 pts	34.9 %	24.4 %	10.5 pts
ADR	$ 216.79	$ 180.89	19.8 %	$ 208.02	$ 197.38	5.4 %
RevPAR (3)	$ 118.17	$ 26.33	348.8 %	$ 72.65	$ 48.16	50.9 %
Total RevPAR (4)	$ 269.19	$ 62.33	331.9 %	$ 165.51	$ 127.77	29.5 %
Net Definite Group Room Nights Booked (5)	134,717	(70,572)	290.9 %	472,548	(692,844)	168.2 %

(1) Hospitality segment operating income (loss) does not include preopening costs of $0.1 million in each of the three months ended September 30, 2021 and 2020, respectively, and $0.7 million and $0.2 million in the nine months ended September 30, 2021 and 2020, respectively. Hospitality segment operating loss also does not include gain on sale of assets of $0.3 million and $1.3 million in the nine months ended September 30, 2021 and 2020, respectively, and credit losses on held-to-maturity securities of $7.8 million and $32.8 million in the three months and nine months ended September 30, 2020, respectively. See discussion of these items below.

(2) Hospitality segment operating loss for the three months and nine months ended September 30, 2020 includes approximately $14.4 million and $34.9 million, respectively, in expenses directly related to the COVID-19 pandemic, which are primarily employment costs. Hospitality segment operating income (loss) for the three months and nine months ended September 30, 2021, includes approximately $0.3 million in expense and $2.7 million in credits directly related to the COVID-19 pandemic, respectively, which are net of $0.1 million and $3.9 million of payroll tax credits afforded under the 2020 Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act").

(3) We calculate Hospitality RevPAR by dividing room revenue by room nights available to guests for the period. Room nights available to guests include nights the hotels are closed. Hospitality RevPAR is not comparable to similarly titled measures such as revenues.

(4) We calculate Hospitality Total RevPAR by dividing the sum of room, food and beverage, and other ancillary services revenue (which equals Hospitality segment revenue) by room nights available to guests for the period. Room nights available to guests include nights the hotels are closed. Hospitality Total RevPAR is not comparable to similarly titled measures such as revenues.

(5) Net definite group room nights booked includes approximately 207,000 and 555,000 group room cancellations in the three months ended September 30, 2021 and 2020, respectively, and 696,000 and 1,886,000 group room cancellations in the nine months ended September 30, 2021 and 2020, respectively.

Total Hospitality segment revenues in the three months and nine months ended September 30, 2021 include $10.2 million and $27.9 million, respectively, in attrition and cancellation fee revenue, an increase of $3.2 million and $11.1 million, respectively, from the 2020 periods. Since the beginning of 2020, we have recorded $60.8 million in attrition and cancellation fee revenue.

The percentage of group versus transient business based on rooms sold for our Hospitality segment for the periods presented was approximately as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Group	59 %	13 %	46 %	64 %
Transient	41 %	87 %	54 %	36 %

Other hotel expenses for the three months and nine months ended September 30, 2021 and 2020 consist of the following (in thousands):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% Change	2021	2020	% Change
Administrative employment costs	$ 29,991	$ 19,071	57.3 %	$ 66,370	$ 76,640	(13.4)%
Utilities	7,884	6,284	25.5 %	20,035	17,712	13.1 %
Property taxes	8,817	9,444	(6.6)%	25,996	27,583	(5.8)%
Other	33,511	22,162	51.2 %	83,724	70,545	18.7 %
Total other hotel expenses	$ 80,203	$ 56,961	40.8 %	$ 196,125	$ 192,480	1.9 %

Administrative employment costs include salaries and benefits for hotel administrative functions, including, among others, senior management, accounting, human resources, sales, conference services, engineering and security. Administrative employment costs increased during the three months ended September 30, 2021, as compared to the same period in 2020, primarily due to an increase at Gaylord National due to its July 1, 2021 reopening after not being open during the 2020 period, as well as slight increases at each of our other Gaylord Hotels properties. Administrative employment costs decreased during the nine months ended September 30, 2021, as compared to the same period in 2020, primarily due to cost containment efforts at each of our Gaylord Hotels properties, including as a result of lower volumes, as well as Gaylord National remaining closed through June 30, 2021. Utility costs increased during the three months and nine months ended September 30, 2021, as compared to the same periods in 2020, primarily due to increases at Gaylord Palms and Gaylord Opryland due to increased usage. Property taxes decreased during the three months and nine months ended September 30, 2021, as compared to the 2020 periods, primarily due to a decrease at Gaylord Texan due to a reduction in assessed value driven by the impact of the COVID-19 pandemic. Other expenses, which include supplies, advertising, maintenance costs and consulting costs, increased during the three months ended September 30, 2021, as compared to the same period in 2020, primarily as a result of various increases at Gaylord Opryland, Gaylord National, Gaylord Palms and Gaylord Texan. Other expenses increased in the nine months ended September 30, 2021, as compared to the same period in 2020, primarily due to increased levels of operations at each of our Gaylord Hotels properties.

Each of our management agreements with Marriott for our Gaylord Hotels properties, excluding Gaylord Rockies, requires us to pay Marriott a base management fee of approximately 2% of gross revenues from the applicable property for each fiscal year or portion thereof. Additionally, an incentive management fee is based on the profitability of our Gaylord Hotels properties, excluding Gaylord Rockies, calculated on a pooled basis. The Gaylord Rockies's management agreement with Marriott requires Gaylord Rockies to pay a base management fee of 3% of gross revenues for each fiscal year or portion thereof, as well as an incentive management fee based on the profitability of the hotel. In the three months ended September 30, 2021 and 2020, we incurred $5.7 million and $1.3 million, respectively, and in the nine months ended September 30, 2021 and 2020, we incurred $10.1 million and $7.8 million, respectively, related to base management fees for our Hospitality segment. In the three months and nine months ended September 30, 2021 and 2020, we incurred $0 related to incentive management fees for our Hospitality segment. Management fees are presented throughout this Quarterly Report on Form 10-Q net of the amortization of the deferred management rights proceeds discussed in Note 8, "Deferred Management Rights Proceeds," to the accompanying condensed consolidated financial statements included herein.

Total Hospitality segment depreciation and amortization expense increased slightly in the three months and nine months ended September 30, 2021, as compared to the same period in 2020.

Property-Level Results. The following presents the property-level financial results of our Hospitality segment for the three months and nine months ended September 30, 2021 and 2020. The Gaylord Hotels properties experienced higher levels of attrition and cancellations and lower occupancy levels, which are directly related to the COVID-19 pandemic, in the three months and nine months ended September 30, 2021 and 2020, and experienced heavily transient business in the three months and nine months ended September 30, 2021 and 2020. In addition, property-level financial results for the three months and nine months ended September 30, 2021 are not comparable to the three months and nine months ended September 30, 2020 due to the temporary property closures that began in late March 2020, which were directly related to the COVID-19 pandemic. Therefore, the property-level financial results for the three months and nine months ended September 30, 2021 and 2020 are not comparable to historical periods. Total revenue at each of our Gaylord Hotels properties was lower than that of historical periods for the three months and nine months ended September 30, 2021 and 2020 due to the COVID-19 pandemic. Operating costs at each of our Gaylord Hotels properties were lower for the three months and nine months ended September 30, 2021 and 2020 as a result of cost containment initiatives and lower variable costs due to lower occupancies and, for the three months and nine months ended September 30, 2020, the temporary property closures that began in late March 2020 due to the COVID-19 pandemic.

Gaylord Opryland Results. The results of Gaylord Opryland for the three months and nine months ended September 30, 2021 and 2020 are as follows (in thousands, except percentages and performance metrics):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% Change	2021	2020	% Change
Revenues:						
Rooms	$ 34,767	$ 7,109	389.1 %	$ 67,573	$ 38,386	76.0 %
Food and beverage	27,742	3,876	615.7 %	45,648	40,130	13.8 %
Other hotel revenue	12,974	6,529	98.7 %	29,023	16,445	76.5 %
Total revenue	75,483	17,514	331.0 %	142,244	94,961	49.8 %
Operating expenses:						
Rooms	8,649	2,624	229.6 %	16,845	11,800	42.8 %
Food and beverage	14,777	4,553	224.6 %	29,372	28,045	4.7 %
Other hotel expenses	22,785	16,841	35.3 %	57,642	53,211	8.3 %
Management fees, net	1,251	109	1,047.7 %	2,093	1,162	80.1 %
Depreciation and amortization	8,507	8,790	(3.2)%	25,644	26,406	(2.9)%
Total operating expenses (1)(2)	55,969	32,917	70.0 %	131,596	120,624	9.1 %
Performance metrics:						
Occupancy	56.3 %	13.8 %	42.5 pts	38.4 %	25.0 %	13.4 pts
ADR	$ 232.49	$ 193.58	20.1 %	$ 223.24	$ 194.10	15.0 %
RevPAR	$ 130.85	$ 26.76	389.0 %	$ 85.71	$ 48.51	76.7 %
Total RevPAR	$ 284.10	$ 65.92	331.0 %	$ 180.42	$ 120.00	50.4 %

(1) Gaylord Opryland operating expenses do not include a gain on sale of assets of $0.3 million and $1.3 million in the nine months ended September 30, 2021 and 2020, respectively.

(2) Gaylord Opryland operating expenses for the three months and nine months ended September 30, 2020 include approximately $4.2 million and $8.7 million, respectively, in expenses directly related to the COVID-19 pandemic, which are primarily employment costs. Gaylord Opryland operating expenses for the nine months ended September

30, 2021 include approximately $0.4 million in credits directly related to the COVID-19 pandemic, which is net of $0.5 million in payroll tax credits afforded under the CARES Act.

Gaylord Palms Results. Gaylord Palms results include 302 expansion rooms beginning in April 2021. The results of Gaylord Palms for the three months and nine months ended September 30, 2021 and 2020 are as follows (in thousands, except percentages and performance metrics):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	**2020**	**% Change**	**2021**	**2020**	**% Change**
Revenues:						
Rooms	$ 14,223	$ 3,226	340.9 %	$ 34,812	$ 20,824	67.2 %
Food and beverage	15,181	2,322	553.8 %	31,955	24,865	28.5 %
Other hotel revenue	5,072	2,110	140.4 %	15,528	8,158	90.3 %
Total revenue	34,476	7,658	350.2 %	82,295	53,847	52.8 %
Operating expenses:						
Rooms	3,557	1,237	187.6 %	8,211	5,711	43.8 %
Food and beverage	9,977	2,592	284.9 %	21,660	16,217	33.6 %
Other hotel expenses	15,305	12,080	26.7 %	39,699	37,671	5.4 %
Management fees, net	546	22	2,381.8 %	1,230	674	82.5 %
Depreciation and amortization	5,852	4,042	44.8 %	15,278	12,452	22.7 %
Total operating expenses (1)(2)	35,237	19,973	76.4 %	86,078	72,725	18.4 %
Performance metrics:						
Occupancy	44.7 %	14.7 %	30.0 pts	41.1 %	26.0 %	15.1 pts
ADR	$ 201.18	$ 168.83	19.2 %	$ 198.85	$ 206.72	(3.8)%
RevPAR	$ 89.99	$ 24.76	263.4 %	$ 81.71	$ 53.67	52.2 %
Total RevPAR	$ 218.13	$ 58.79	271.0 %	$ 193.15	$ 138.79	39.2 %

(1) Gaylord Palms operating expenses do not include preopening costs of $0.1 million in the three months ended September 30, 2021 and 2020, and $0.7 million and $0.2 million in the nine months ended September 30, 2021 and 2020, respectively. See discussion of these items below.

(2) Gaylord Palms operating expenses for the three months and nine months ended September 30, 2020 include approximately $2.5 million and $5.0 million, respectively, in expenses directly related to the COVID-19 pandemic, which are primarily employment costs. Gaylord Palms operating expenses for the three months and nine months ended September 30, 2021 include approximately $0.3 million and $0.2 million, respectively, in expenses directly related to the COVID-19 pandemic. Operating expenses for the nine months ended September 30, 2021 is net of $0.4 million in payroll tax credits afforded under the CARES Act.

Gaylord Texan Results. The results of Gaylord Texan for the three months and nine months ended September 30, 2021 and 2020 are as follows (in thousands, except percentages and performance metrics):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% Change	2021	2020	% Change
Revenues:						
Rooms	$ 24,045	$ 8,693	176.6 %	$ 45,735	$ 29,238	56.4 %
Food and beverage	24,848	6,101	307.3 %	42,970	36,477	17.8 %
Other hotel revenue	7,148	4,857	47.2 %	19,763	15,404	28.3 %
Total revenue	56,041	19,651	185.2 %	108,468	81,119	33.7 %
Operating expenses:						
Rooms	5,205	2,238	132.6 %	10,348	7,439	39.1 %
Food and beverage	15,569	5,208	198.9 %	29,446	22,862	28.8 %
Other hotel expenses	15,551	11,642	33.6 %	37,346	35,245	6.0 %
Management fees, net	930	217	328.6 %	1,622	1,088	49.1 %
Depreciation and amortization	6,146	6,327	(2.9)%	18,569	19,184	(3.2)%
Total operating expenses (1)	43,401	25,632	69.3 %	97,331	85,818	13.4 %
Performance metrics:						
Occupancy	66.9 %	27.3 %	39.6 pts	44.6 %	29.5 %	15.1 pts
ADR	$ 215.42	$ 190.80	12.9 %	$ 207.21	$ 199.31	4.0 %
RevPAR	$ 144.08	$ 52.09	176.6 %	$ 92.35	$ 58.82	57.0 %
Total RevPAR	$ 335.80	$ 117.75	185.2 %	$ 219.03	$ 163.21	34.2 %

(1) Gaylord Texan operating expenses for the three months and nine months ended September 30, 2020 include approximately $2.4 million and $4.4 million, respectively, in expenses directly related to the COVID-19 pandemic, which are primarily employment costs. Gaylord Texan operating expenses for each of the three months and nine months ended September 30, 2021 include approximately $0.1 million in credits directly related to the COVID-19 pandemic, which is net of $0.1 million and $0.3 million, respectively, in payroll tax credits afforded under the CARES Act.

Gaylord National Results. Gaylord National was closed from late March 2020 and reopened July 1, 2021. The results of Gaylord National for the three months and nine months ended September 30, 2021 and 2020 are as follows (in thousands, except percentages and performance metrics):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% Change	2021	2020	% Change
Revenues:						
Rooms	$ 16,990	$ —	100.0 %	$ 16,990	$ 19,533	(13.0)%
Food and beverage	15,186	(27)	56,344.4 %	15,243	24,694	(38.3)%
Other hotel revenue	3,832	160	2,295.0 %	7,343	5,829	26.0 %
Total revenue (1)	36,008	133	26,973.7 %	39,576	50,056	(20.9)%
Operating expenses:						
Rooms	7,680	1,723	345.7 %	8,715	12,727	(31.5)%
Food and beverage	11,270	2,787	304.4 %	12,858	24,204	(46.9)%
Other hotel expenses	16,879	7,940	112.6 %	33,693	39,008	(13.6)%
Management fees, net	507	(199)	354.8 %	173	380	(54.5)%
Depreciation and amortization	8,206	6,885	19.2 %	22,245	20,751	7.2 %
Total operating expenses (2)(3)	44,542	19,136	132.8 %	77,684	97,070	(20.0)%
Performance metrics:						
Occupancy	44.1 %	— %	44.1 pts	14.9 %	17.2 %	(2.3)pts
ADR	$ 209.77	$ —	100.0 %	$ 209.77	$ 207.13	1.3 %
RevPAR	$ 92.52	$ —	100.0 %	$ 31.18	$ 35.71	(12.7)%
Total RevPAR	$ 196.09	$ 0.73	26,761.6 %	$ 72.63	$ 91.53	(20.6)%

(1) Gaylord National revenue for the three months ended September 30, 2020 consists primarily of attrition and cancellation fee revenue.
(2) Gaylord National operating expenses do not include credit losses on held-to-maturity securities of $7.8 million and $32.8 million in the three months and nine months ended September 30, 2020, respectively. See discussion of this item below.
(3) Gaylord National operating expenses for the three months and nine months ended September 30, 2020 include approximately $3.7 million and $12.9 million, respectively, in expenses directly related to the COVID-19 pandemic, which are primarily employment costs. Gaylord National operating expenses for the three months and nine months ended September 30, 2021 include approximately $0.1 million in expense and $2.3 million in credits, respectively, directly related to the COVID-19 pandemic. Operating expenses for the nine months ended September 30, 2021 is net of $2.5 million in payroll tax credits afforded under the CARES Act.

Gaylord Rockies Results. The results of Gaylord Rockies for the three months and nine months ended September 30, 2021 and 2020 are as follows (in thousands, except percentages and performance metrics):

	Three Months Ended September 30, 2021			Nine Months Ended September 30,		
	2021	**2020**	**% Change**	**2021**	**2020**	**% Change**
Revenues:						
Rooms	$ 19,209	$ 4,526	324.4 %	$ 30,343	$ 20,905	45.1 %
Food and beverage	22,229	3,836	479.5 %	32,640	36,450	(10.5)%
Other hotel revenue	9,771	3,569	173.8 %	18,534	10,980	68.8 %
Total revenue	51,209	11,931	329.2 %	81,517	68,335	19.3 %
Operating expenses:						
Rooms	4,574	1,965	132.8 %	8,656	7,364	17.5 %
Food and beverage	13,040	3,869	237.0 %	23,787	22,467	5.9 %
Other hotel expenses	7,815	6,992	11.8 %	22,489	22,489	— %
Management fees, net	1,515	453	234.4 %	2,103	2,645	(20.5)%
Depreciation and amortization	22,670	22,616	0.2 %	67,978	67,897	0.1 %
Total operating expenses (1)	49,614	35,895	38.2 %	125,013	122,862	1.8 %
Performance metrics:						
Occupancy	61.9 %	19.3 %	42.6 pts	35.2 %	25.8 %	9.4 pts
ADR	$ 224.67	$ 169.43	32.6 %	$ 210.54	$ 196.84	7.0 %
RevPAR	$ 139.10	$ 32.78	324.3 %	$ 74.05	$ 50.83	45.7 %
Total RevPAR	$ 370.84	$ 86.39	329.3 %	$ 198.93	$ 166.15	19.7 %

(1) Gaylord Rockies operating expenses for the three months and nine months ended September 30, 2020 include approximately $1.6 million and $3.7 million, respectively, in expenses directly related to the COVID-19 pandemic, which are primarily employment costs. Gaylord Rockies operating expenses for the nine months ended September 30, 2021 include approximately $0.1 million in credits directly related to the COVID-19 pandemic and is net of $0.2 million in payroll tax credits afforded under the CARES Act.

Entertainment Segment

Total Segment Results. Due to the COVID-19 pandemic, we temporarily closed our Entertainment segment assets in mid-March 2020 and reopened in stages in the summer and fall of 2020 with limited capacity. The Wildhorse Saloon was again closed subsequent to the December 2020 downtown Nashville bombing and reopened in April 2021. In May 2021, all venues returned to full capacity. The Entertainment segment financial results for the three months and nine months ended September 30, 2021 and 2020 are not comparable to historical periods. In addition, the Entertainment segment financial results for the three months and nine months ended September 30, 2021 are not comparable to the three months and nine months ended September 30, 2020 due to the temporary closures, which were directly related to the COVID-19 pandemic. The following presents the financial results of our Entertainment segment for the three months and nine months ended September 30, 2021 and 2020 (in thousands, except percentages):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% Change	2021	2020	% Change
Revenues	$ 49,053	$ 12,271	299.7 %	$ 98,599	$ 44,006	124.1 %
Operating expenses	33,467	17,343	93.0 %	77,797	60,146	29.3 %
Depreciation and amortization	3,506	3,985	(12.0)%	10,728	10,492	2.2 %
Operating income (loss) (1)(2)	$ 12,080	$ (9,057)	233.4 %	$ 10,074	$ (26,632)	137.8 %

(1) Entertainment segment operating income (loss) does not include preopening costs of $0.2 million and $1.4 million in the three months and nine months ended September 30, 2020, respectively. See discussion of this item below.

(2) Entertainment segment operating expenses for the three months and nine months ended September 30, 2020 include approximately $0.5 million and $4.6 million, respectively, in expenses directly related to the COVID-19 pandemic, which are primarily employment costs.

Corporate and Other Segment

Total Segment Results. The following presents the financial results of our Corporate and Other segment for the three months and nine months ended September 30, 2021 and 2020 (in thousands, except percentages):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	2020	% Change	2021	2020	% Change
Operating expenses	$ 10,416	$ 7,299	42.7 %	$ 26,922	$ 22,693	18.6 %
Depreciation and amortization	567	581	(2.4)%	1,698	2,073	(18.1)%
Operating loss (1)	$ (10,983)	$ (7,880)	(39.4)%	$ (28,620)	$ (24,766)	(15.6)%

(1) Corporate segment operating loss for the three months and nine months ended September 30, 2020 includes approximately $0.1 million and $0.6 million, respectively, in expenses directly related to the COVID-19 pandemic, which are primarily employment costs.

Corporate and Other operating expenses consist primarily of costs associated with senior management salaries and benefits, legal, human resources, accounting, pension, information technology, consulting and other administrative costs. Corporate and Other segment operating expenses increased in the three months and nine months ended September 30, 2021, as compared to the prior year periods, primarily as a result of increased consulting and employment expenses.

Operating Results – Preopening Costs

Preopening costs during the nine months ended September 30, 2021 primarily include costs associated with the Gaylord Palms expansion, which was completed in April 2021. Preopening costs during the three months and nine months ended September 30, 2020 primarily include costs associated with Ole Red Orlando, which opened in June 2020, and the Gaylord Palms expansion.

Operating Results – Gain on Sale of Assets

Gain on sale of assets of during the nine months ended September 30, 2021 and 2020 includes the sale of certain assets at Gaylord Opryland.

Operating Results – Credit Losses on Held-to-Maturity Securities

Credit losses on held-to-maturity securities of $7.8 million and $32.8 million during the three months and nine months ended September 30, 2020, respectively, relate to the bonds we received in 2008 related to the Gaylord National construction, which we hold as notes receivable. See further discussion regarding these credit losses in Note 6, "Notes Receivable," to the condensed consolidated financial statements included herein.

Non-Operating Results Affecting Net Loss

General

The following table summarizes the other factors which affected our net loss for the three months and nine months ended September 30, 2021 and 2020 (in thousands, except percentages):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2021	**2020**	**% Change**	**2021**	**2020**	**% Change**
Interest expense	$ 32,413	$ 28,127	15.2 %	$ 93,056	$ 87,527	6.3 %
Interest income	1,433	1,540	(6.9)%	4,254	5,765	(26.2)%
Loss on extinguishment of debt	—	—	— %	(2,949)	—	(100.0)%
Loss from unconsolidated joint ventures	(2,312)	(1,767)	(30.8)%	(5,831)	(5,482)	(6.4)%
Other gains and (losses), net	53	1,729	(96.9)%	254	(14,831)	101.7 %
Provision for income taxes	(1,063)	(86)	(1,136.0)%	(6,640)	(27,046)	75.4 %

Interest Expense

Interest expense increased $4.3 million and $5.5 million during the three months and nine months ended September 30, 2021, respectively, as compared to the same periods in 2020. The increase in both periods is primarily due to increased principal balances outstanding under our senior notes, and the increase in the three months ended September 30, 2021 also includes an increase in average borrowings outstanding under our revolving credit facility.

Cash interest expense increased $3.1 million to $30.3 million in the three months and increased $5.5 million to $89.6 million in the nine months ended September 30, 2021, as compared to the same periods in 2020. Non-cash interest expense, which includes amortization and write-off of deferred financing costs and is offset by capitalized interest, increased $1.2 million to $2.1 million in the three months and remained stable at $3.5 million in the nine months ended September 30, 2021, as compared to the same periods in 2020.

Our weighted average interest rate on our borrowings, excluding the write-off of deferred financing costs and capitalized interest, but including the impact of interest rate swaps, was 4.3% and 4.4% for the three months ended September 30, 2021 and 2020, respectively, and 4.4% for each of the nine months ended September 30, 2021 and 2020.

Interest Income

Interest income for the three months and nine months ended September 30, 2021 and 2020 primarily includes amounts earned on the bonds that were received in connection with the development of Gaylord National, which we hold as notes receivable. See Note 6, "Notes Receivable," to the accompanying condensed consolidated financial statements included herein for additional discussion of interest income on these bonds.

Loss on Extinguishment of Debt

In February 2021, we commenced a cash tender offer for any and all outstanding $400 Million 5% Senior Notes at a redemption price of $1,005.00 per $1,000 principal amount. Pursuant to the tender offer, $161.9 million aggregate principal amount of these notes were validly tendered. As a result of our purchase of these tendered notes, and the subsequent redemption of all untendered $400 Million 5% Senior Notes, we recognized a loss on extinguishment of debt of $2.9 million in the nine months ended September 30, 2021.

Loss from Unconsolidated Joint Ventures

The loss from unconsolidated joint ventures for the three months and nine months ended September 30, 2021 and 2020 represents our equity method share of losses associated with Circle.

Other Gains and (Losses), net

Other gains and (losses), net for the three months and nine months ended September 30, 2021 represents various miscellaneous items. Other gains and (losses), net for the nine months ended September 30, 2020 includes the forfeiture of a $15.0 million deposit associated with the previously terminated potential acquisition of Block 21 in 2020.

Provision for Income Taxes

As a REIT, we generally will not be subject to federal corporate income taxes on ordinary taxable income and capital gains income from real estate investments that we distribute to our stockholders. We will continue to be required to pay federal and state corporate income taxes on earnings of our TRSs.

For the three months ended September 30, 2021 and 2020, we recorded an income tax provision of $1.1 million and $0.1 million, respectively. For the nine months ended September 30, 2021 and 2020, we recorded an income tax provision of $6.6 million and $27.0 million, respectively. The income tax provision for the nine months ended September 30, 2021 and 2020 includes the recording of a valuation allowance of $3.6 million and $26.7 million, respectively, as discussed in Note 12, “Income Taxes,” to the condensed consolidated financial statements included herein. In the nine months ended September 30, 2021 and 2020, we also recorded an income tax provision of $3.0 million and $0.3 million, respectively, inclusive of valuation allowance, related to current period operations.

Non-GAAP Financial Measures

We present the following non-GAAP financial measures, which we believe are useful to investors as key measures of our operating performance:

EBITDAre, Adjusted EBITDAre and Adjusted EBITDAre, Excluding Noncontrolling Interest in Consolidated Joint Venture Interest Definition

We calculate EBITDA*re*, which is defined by the National Association of Real Estate Investment Trusts (“NAREIT”) in its September 2017 white paper as net income (calculated in accordance with GAAP) plus interest expense, income tax expense, depreciation and amortization, gains or losses on the disposition of depreciated property (including gains or losses on change in control), impairment write-downs of depreciated property and of investments in unconsolidated affiliates caused by a decrease in the value of depreciated property or the affiliate, and adjustments to reflect the entity’s share of EBITDA*re* of unconsolidated affiliates.

Adjusted EBITDA*re* is then calculated as EBITDA*re*, plus to the extent the following adjustments occurred during the periods presented:

- Preopening costs;
- Non-cash lease expense;
- Equity-based compensation expense;
- Impairment charges that do not meet the NAREIT definition above;

- Credit losses on held-to-maturity securities;
- Any transactions costs of acquisitions;
- Loss on extinguishment of debt;
- Pension settlement charges;
- Pro rata adjusted EBITDA*re* from unconsolidated joint ventures; and
- Any other adjustments we have identified herein.

We then exclude the pro rata share of Adjusted EBITDA*re* related to noncontrolling interests in consolidated joint ventures to calculate Adjusted EBITDA*re*, Excluding Noncontrolling Interest in Consolidated Joint Venture.

We use EBITDA*re*, Adjusted EBITDA*re* and Adjusted EBITDA*re*, Excluding Noncontrolling Interest in Consolidated Joint Venture to evaluate our operating performance. We believe that the presentation of these non-GAAP financial measures provides useful information to investors regarding our operating performance and debt leverage metrics, and that the presentation of these non-GAAP financial measures, when combined with the primary GAAP presentation of net income, is beneficial to an investor's complete understanding of our operating performance. We make additional adjustments to EBITDA*re* when evaluating our performance because we believe that presenting Adjusted EBITDA*re* and Adjusted EBITDA*re*, Excluding Noncontrolling Interest in Consolidated Joint Venture provides useful information to investors regarding our operating performance and debt leverage metrics.

FFO, Adjusted FFO, and Adjusted FFO available to common shareholders and unit holders Definition

We calculate FFO, which definition is clarified by NAREIT in its December 2018 white paper as net income (calculated in accordance with GAAP) excluding depreciation and amortization (excluding amortization of deferred financing costs and debt discounts), gains and losses from the sale of certain real estate assets, gains and losses from a change in control, impairment write-downs of certain real estate assets and investments in entities when the impairment is directly attributable to decreases in the value of depreciated real estate held by the entity, income (loss) from consolidated joint ventures attributable to noncontrolling interest, and pro rata adjustments for unconsolidated joint ventures.

To calculate Adjusted FFO available to common shareholders and unit holders, we then exclude, to the extent the following adjustments occurred during the periods presented:

- Right-of-use asset amortization;
- Impairment charges that do not meet the NAREIT definition above;
- Write-offs of deferred financing costs;
- Amortization of debt discounts or premiums and amortization of deferred financing costs;
- Loss on extinguishment of debt;
- Non-cash lease expense;
- Credit loss on held-to-maturity securities;
- Pension settlement charges;
- Additional pro rata adjustments from unconsolidated joint ventures;
- (Gains) losses on other assets;
- Transactions costs on acquisitions;
- Deferred income tax expense (benefit); and
- Any other adjustments we have identified herein.

FFO available to common shareholders and unit holders and Adjusted FFO available to common shareholders and unit holders exclude the ownership portion of the Gaylord Rockies joint venture not controlled or owned by the Company.

Beginning in the third quarter of 2020, we refer to unitholders in these measures, reflecting outstanding OP units issued to noncontrolling interests for the first time during third quarter 2020.

We believe that the presentation of FFO available to common shareholders and unit holders and Adjusted FFO available to common shareholders and unit holders provides useful information to investors regarding the performance of our ongoing operations because they are a measure of our operations without regard to specified non-cash items such as real estate depreciation and amortization, gain or loss on sale of assets and certain other items, which we believe are not indicative of the performance of our underlying hotel properties. We believe that these items are more representative of our asset base than our ongoing operations. We also use these non-GAAP financial measures as measures in determining our results after considering the impact of our capital structure.

We caution investors that amounts presented in accordance with our definitions of Adjusted EBITDA*re*, Adjusted EBITDA*re*, Excluding Noncontrolling Interest, FFO available to common shareholders and unit holders, and Adjusted FFO available to common shareholders and unit holders may not be comparable to similar measures disclosed by other companies, because not all companies calculate these non-GAAP measures in the same manner. These non-GAAP financial measures, and any related per share measures, should not be considered as alternative measures of our Net Income (Loss), operating performance, cash flow or liquidity. These non-GAAP financial measures may include funds that may not be available for our discretionary use due to functional requirements to conserve funds for capital expenditures and property acquisitions and other commitments and uncertainties. Although we believe that these non-GAAP financial measures can enhance an investor's understanding of our results of operations, these non-GAAP financial measures, when viewed individually, are not necessarily better indicators of any trend as compared to GAAP measures such as Net Income (Loss), Operating Income (Loss), or cash flow from operations.

The following is a reconciliation of our consolidated GAAP net loss to EBITDA*re* and Adjusted EBITDA*re* for the three months and nine months ended September 30, 2021 and 2020 (in thousands):

	Three Months Ended September 30, 2021		Nine Months Ended September 30,	
	2021	**2020**	**2021**	**2020**
Net loss	$ (8,607)	$ (129,877)	$ (188,777)	$ (368,272)
Interest expense, net	30,980	26,587	88,802	81,762
Provision for income taxes	1,063	86	6,640	27,046
Depreciation and amortization	56,093	53,876	164,081	161,232
(Gain) loss on sale of assets	2	—	(315)	(1,255)
Pro rata EBITDA*re* from unconsolidated joint ventures	19	7	53	16
EBITDA*re*	79,550	(49,321)	70,484	(99,471)
Preopening costs	118	96	734	1,597
Non-cash lease expense	1,081	1,100	3,254	3,358
Equity-based compensation expense	3,276	2,204	8,944	6,623
Pension settlement charge	443	1,343	1,009	1,343
Credit loss on held-to-maturity securities	—	7,811	—	32,784
Interest income on Gaylord National bonds	1,389	1,485	4,114	4,683
Loss on extinguishment of debt	—	—	2,949	—
Transaction costs of acquisitions	135	2	210	15,437
Adjusted EBITDA*re*	85,992	(35,280)	91,698	(33,646)
Adjusted EBITDA*re* of noncontrolling interest in consolidated joint venture	—	490	1,017	(5,088)
Adjusted EBITDA*re*, excluding noncontrolling interest in consolidated joint venture	$ 85,992	$ (34,790)	$ 92,715	$ (38,734)

The following is a reconciliation of our consolidated GAAP net loss to FFO and Adjusted FFO for the three months and nine months ended September 30, 2021 and 2020 (in thousands):

	Three Months Ended September 30, 2021		Nine Months Ended September 30,	
	2021	2020	2021	2020
Net loss	$ (8,607)	$ (129,877)	$ (188,777)	$ (368,272)
Noncontrolling interest in consolidated joint venture	—	11,893	16,501	30,280
Net loss available to common shareholders and unit holders	(8,607)	(117,984)	(172,276)	(337,992)
Depreciation and amortization	56,055	53,838	163,969	161,120
Adjustments for noncontrolling interest	—	(8,164)	(11,069)	(25,302)
Pro rata adjustments from joint ventures	19	7	53	18
FFO available to common shareholders and unit holders	47,467	(72,303)	(19,323)	(202,156)
Right-of-use asset amortization	38	38	112	112
Non-cash lease expense	1,081	1,100	3,254	3,358
Pension settlement charge	443	1,343	1,009	1,343
Credit loss on held-to-maturity securities	—	7,811	—	32,784
Gain on other assets	—	—	(317)	(1,261)
Write-off of deferred financing costs	—	11	—	246
Amortization of deferred financing costs	2,200	2,038	6,579	5,889
Amortization of debt premiums	(69)	(66)	(209)	(200)
Loss on extinguishment of debt	—	—	2,949	—
Adjustments for noncontrolling interest	—	(224)	(294)	(715)
Transaction costs of acquisitions	135	2	210	15,437
Deferred tax (benefit) expense	818	(34)	5,991	26,607
Adjusted FFO available to common shareholders and unit holders	$ 52,113	$ (60,284)	$ (39)	$ (118,556)

Liquidity and Capital Resources

Cash Flows From Operating Activities. Cash flow from operating activities is the principal source of cash used to fund our operating expenses, interest payments on debt, maintenance capital expenditures, and dividends to stockholders. During the nine months ended September 30, 2021, our net cash flows provided by operating activities were $22.7 million, primarily reflecting our net loss before depreciation expense, amortization expense and other non-cash charges of $2.6 million and favorable changes in working capital of $20.0 million. The favorable changes in working capital primarily resulted from an increase in deferred revenues associated with advanced room deposits at our Gaylord Hotels properties and advanced ticket purchases at our Entertainment segment venues, partially offset by an increase in accounts receivable due to an increase in group business at our Gaylord Hotels properties.

During the nine months ended September 30, 2020, our net cash flows used in operating activities were $112.3 million, primarily reflecting our net loss before depreciation expense, amortization expense and other non-cash charges of $114.4 million, partially offset by favorable changes in working capital of $2.1 million. The favorable changes in working capital primarily resulted from a decrease in accounts receivable due to the collection of previous receivables and the decrease of new receivables due to property closures and a decrease in business for properties that had opened, partially offset by a decrease in accounts payable and accrued liabilities associated with the payment of incentive compensation and general payables due to property closures or reduced business levels and a decrease in deferred revenue associated with advanced room deposits at our Gaylord Hotel properties.

Cash Flows From Investing Activities. During the nine months ended September 30, 2021, our primary use of funds for investing activities was the $210.0 million purchase of the remaining 35% interest in the Gaylord Rockies joint venture and adjacent, undeveloped land. In addition, we spent $66.2 million for purchases of property and equipment, which consisted primarily of a rooms renovation at Gaylord National, the expansion of Gaylord Palms, and ongoing maintenance capital expenditures for our existing properties.

During the nine months ended September 30, 2020, our primary uses of funds for investing activities were purchases of property and equipment, which totaled $124.6 million, and consisted primarily of the expansion at Gaylord Palms and ongoing maintenance capital expenditures for our existing properties.

Cash Flows From Financing Activities. Our cash flows from financing activities primarily reflect the incurrence of debt, the repayment of long-term debt and, during the nine months ended September 30, 2020, the payment of cash dividends. During the nine months ended September 30, 2021, our net cash flows provided by financing activities were $253.1 million, primarily reflecting net senior note borrowing of $200.0 million and net borrowings under our credit facility of $70.3 million, partially offset by the payment of $10.6 million in deferred financing costs.

During the nine months ended September 30, 2020, our net cash flows used in financing activities were $75.5 million, primarily reflecting the payment of $102.3 in cash dividends, partially offset by $31.3 million in net borrowings under our credit facility.

Liquidity

At September 30, 2021, we had $53.2 million in unrestricted cash and $519.7 million available for borrowing under our revolving credit facility. During the nine months ended September 30, 2021, we borrowed $74.0 million under our revolving credit facility, tendered for and redeemed $400.0 million in aggregate principal amount of senior notes, issued $600.0 million in aggregate principal amount of new senior notes, purchased the remaining 35% of the Gaylord Rockies joint venture that we did not previously own and undeveloped land adjacent to Gaylord Rockies for approximately $210.0 million, and incurred capital expenditures of $66.2 million. These net outflows, partially offset by cash flows provided by operations discussed above, were the primary factors in the slight decrease in our cash balance from December 31, 2020 to September 30, 2021.

We anticipate investing in our operations during the remainder of 2021 by spending between $17 million and $24 million in capital expenditures, which primarily includes ongoing maintenance capital of our current facilities. In addition, we plan to spend approximately $122 million, after assumption of the existing mortgage debt, to complete the anticipated Block 21 acquisition.

We believe that our cash on hand, together with amounts available for borrowing under our revolving credit facility, will be adequate to fund our general short-term commitments, as well as: (i) current operating expenses, (ii) interest expense on long-term debt obligations, and (iii) financing lease and operating lease obligations until our assets are operating at pre-COVID-19 pandemic levels. Our ability to draw on our credit facility is subject to the satisfaction of provisions of the credit facility, as amended.

On May 27, 2021, we entered into the ATM Agreement with a consortium of banks (each a “Sales Agent” and collectively, the “Sales Agents”), pursuant to which we may offer and sell to or through our Sales Agents (the “ATM Offering”), from time to time, up to 4.0 million shares of our common stock in such share amounts as we may specify by notice to the Sales Agents, in accordance with the terms and conditions set forth in the ATM Agreement. We intend to use the net proceeds from any sale of shares under the ATM Agreement for the repayment of outstanding indebtedness, which may include the repayment of amounts outstanding under our credit agreement governing our revolving credit facility. Net proceeds which are not used for the repayment of outstanding indebtedness (to the extent then permitted by our credit agreement) may be used for general corporate purposes. No shares were issued under the ATM Agreement during the three months and nine months ended September 30, 2021.

Our outstanding principal debt agreements are described below. At September 30, 2021, there were no defaults under the covenants related to our outstanding debt based on the amended terms of our credit agreement.

Principal Debt Agreements

Credit Facility. On October 31, 2019, we entered into a Sixth Amended and Restated Credit Agreement (the “Credit Agreement”) among the Company, as a guarantor, the Operating Partnership, as borrower, certain other subsidiaries of the Company party thereto, as guarantors, certain subsidiaries of the Company party thereto, as pledgors, the lenders party thereto and Wells Fargo Bank, National Association, as administrative agent, which amended and restated the Company’s existing credit facility. As amended, our credit facility consists of a $700.0 million senior secured revolving credit facility (the "Revolver"), a $300.0 million senior secured term loan A (the "Term Loan A"), and a $500.0 million senior secured term loan B (the "Term Loan B"), each as discussed below. In 2020, we entered into two amendments (the "Amendments") to the Credit Agreement among the same parties, as discussed below. Additionally, we further amended the Credit Agreement in October 2021 to permit an acquisition during the Credit Agreement's restricted period (as defined below) and an assumption of indebtedness, subject to certain conditions.

Each of the Revolver, Term Loan A and Term Loan B is guaranteed by us, each of our subsidiaries that own the Gaylord Hotels properties, other than Gaylord Rockies, and certain of our other subsidiaries. Each is secured by (i) a first mortgage lien on the real property of each of our Gaylord Hotels properties, excluding Gaylord Rockies, (ii) pledges of equity interests in our subsidiaries that own the Gaylord Hotels properties, excluding Gaylord Rockies, (iii) pledges of equity interests in the Operating Partnership, our subsidiaries that guarantee the Credit Agreement, and certain other of our subsidiaries, (iv) our personal property and the personal property of the Operating Partnership and our guarantor subsidiaries and (v) all proceeds and products from our Gaylord Hotels properties, excluding Gaylord Rockies. Advances are subject to a 55% borrowing base, based on the appraisal value of the Gaylord Hotels properties (reduced to 50% in the event one of the Gaylord Hotels properties is sold), excluding Gaylord Rockies. Assets of Gaylord Rockies are not subject to the liens of our credit facility.

Each of the Revolver, Term Loan A and Term Loan B contains certain covenants which, among other things, limit the incurrence of additional indebtedness, investments, dividends, transactions with affiliates, asset sales, acquisitions, mergers and consolidations, liens and encumbrances and other matters customarily restricted in such agreements. The material financial covenants, ratios or tests contained in the Credit Agreement are as follows:

- We must maintain a consolidated funded indebtedness to total asset value ratio as of the end of each calendar quarter of not more than .65 to 1.0.
- We must maintain a consolidated fixed charge coverage ratio (as defined in the Credit Agreement) of not less than 1.50 to 1.00.
- We must maintain an implied debt service coverage ratio (the ratio of adjusted net operating income to monthly principal and interest that would be required if the outstanding balance were amortized over 25 years at an assumed fixed rate) of not less than 1.60 to 1.00.

The Amendments provide for a waiver of the foregoing financial covenants through March 31, 2022 (the "Temporary Waiver Period"). In addition, the Amendments contain a covenant that we must maintain unrestricted liquidity (in the form of unrestricted cash on hand or undrawn availability under the Revolver) of at least $100 million. In the event we are unable to comply with the Credit Agreement's financial covenants, we expect to further amend the Credit Agreement or take other mitigating actions prior to a potential breach.

We may elect to terminate the Temporary Waiver Period prior to expiration. For the first quarter following the expiration or termination of the Temporary Waiver Period, we will calculate compliance with the financial covenants in the Credit Agreement using a designated annualized calculation based on our most recently completed fiscal quarter. Thereafter, we will be required to satisfy financial covenants at the levels set forth in the Credit Agreement using a designated annualized calculation based on our most recently completed fiscal quarters, as applicable. Pursuant to the Amendment, we are required to use any proceeds from borrowings drawn during the Temporary Waiver Period and until we demonstrate financial covenant compliance following the expiration or earlier termination of the Temporary Waiver Period (the "Restricted Period") to fund operating expenses, debt service of the Company and its subsidiaries, and permitted capital expenditures and investments.

If an event of default shall occur and be continuing under the Credit Agreement, the commitments under the Credit Agreement may be terminated, and the principal amount outstanding under the Credit Agreement, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable.

Revolving Credit Facility. Pursuant to the Credit Agreement, we extended the maturity date of the Revolver to March 31, 2024, with two additional six-month extension options, at our election. Borrowings under the Revolver bear interest at an annual rate equal to, at our option, either (i) LIBOR plus the applicable margin ranging from 1.40% to 1.95%, dependent upon our funded debt to total asset value ratio (as defined in the Credit Agreement) or (ii) a base rate as set forth in the Credit Agreement. Pursuant to the Amendments, beginning April 1, 2021 through the end of the Restricted Period, the interest rate on LIBOR-based borrowings under the Revolver will be LIBOR plus 2.25%. Principal is payable in full at maturity.

At September 30, 2021, $180.0 million was outstanding under the Revolver, and the lending banks had issued $0.3 million of letters of credit under the Credit Agreement, which left $519.7 million of availability under the Revolver (subject to the satisfaction of debt incurrence tests under the indentures governing our $600 Million 4.50% Senior Notes and our $700 million in aggregate principal amount of senior notes due 2027 (the “$700 Million 4.75% Senior Notes”), which we met at September 30, 2021).

Term Loan A Facility. Pursuant to the Credit Agreement, in 2019 the Term Loan A was increased from $200 million to $300 million and the maturity date was extended to March 31, 2025. Borrowings bear interest at an annual rate equal to, at our option, either (i) LIBOR plus the applicable margin ranging from 1.35% to 1.90%, dependent upon our funded debt to total asset value ratio (as defined in the Credit Agreement) or (ii) a base rate as set forth in the Credit Agreement. Pursuant to the Amendments, beginning April 1, 2021 through the end of the Restricted Period, the interest rate on LIBOR-based borrowings under the Term Loan A will be LIBOR plus 2.25%. Amounts borrowed under the Term Loan A that are repaid or prepaid may not be reborrowed.

Term Loan B Facility. The Term Loan B has a maturity date of May 11, 2024. The applicable interest rate margins for borrowings under the Term Loan B are, at our option, either (i) LIBOR plus 2.00% or (ii) a base rate as set forth in the Credit Agreement. At September 30, 2021, the interest rate on the Term Loan B was LIBOR plus 2.00%. In October 2019, we entered into four interest rate swaps with a total notional amount of $350.0 million to fix the LIBOR portion of the interest rate, at rates between 1.2235% and 1.2315%, through May 11, 2023. We have designated these interest rate swaps as effective cash flow hedges. The Term Loan B amortizes in equal quarterly installments in aggregate annual amounts equal to 1.0% of the original principal amount of $500.0 million, with the balance due at maturity. In addition, if for any fiscal year, there is Excess Cash Flow (as defined in the Credit Agreement), an additional principal amount is required. Amounts borrowed under the Term Loan B that are repaid or prepaid may not be reborrowed. At September 30, 2021, $377.5 million in borrowings were outstanding under the Term Loan B.

$700 Million 4.75% Senior Notes. In September 2019, the Operating Partnership and Finco completed the private placement of $500.0 million in aggregate principal amount of senior notes due 2027, which are guaranteed by the Company and its subsidiaries that guarantee the Credit Agreement. The $500 Million 4.75% Senior Notes and guarantees were issued pursuant to an indenture by and among the issuing subsidiaries and the guarantors and U.S. Bank National Association as trustee. The $500 Million 4.75% Senior Notes have a maturity date of October 15, 2027 and bear interest at 4.75% per annum, payable semi-annually in cash in arrears on April 15 and October 15 of each year. The $500 Million 4.75% Senior Notes are general unsecured and unsubordinated obligations of the issuing subsidiaries and rank equal in right of payment with such subsidiaries’ existing and future senior unsecured indebtedness, including the $600 Million 4.50% Senior Notes, and senior in right of payment to future subordinated indebtedness, if any. The $500 Million 4.75% Senior Notes are effectively subordinated to the issuing subsidiaries’ secured indebtedness to the extent of the value of the assets securing such indebtedness. The guarantees rank equally in right of payment with the applicable guarantor’s existing and future senior unsecured indebtedness and senior in right of payment to any future subordinated indebtedness of such guarantor. The $500 Million 4.75% Senior Notes are effectively subordinated to any secured indebtedness of any guarantor to the extent of the value of the assets securing such indebtedness and structurally subordinated to all indebtedness and other obligations of the Operating Partnership’s subsidiaries that do not guarantee the $500 Million 4.75% Senior Notes.

In October 2019, we completed a tack-on private placement of $200.0 million in aggregate principal amount of 4.75% senior notes due 2027 (the “additional 2027 notes”) at an issue price of 101.250% of their aggregate principal amount plus accrued interest from the September 19, 2019 issue date for the $500 Million 4.75% Senior Notes. The additional 2027 notes and the $500 Million 4.75% Senior Notes constitute a single class of securities (collectively, the “$700 Million 4.75% Senior Notes”). All other terms and conditions of the additional 2027 notes are identical to the $500 Million 4.75% Senior Notes.

The $700 Million 4.75% Senior Notes are redeemable before October 15, 2022, in whole or in part, at 100.00%, plus accrued and unpaid interest thereon to, but not including, the redemption date, plus a make-whole premium. The $700 Million 4.75% Senior Notes will be redeemable, in whole or in part, at any time on or after October 15, 2022 at a redemption price expressed as a percentage of the principal amount thereof, which percentage is 103.563%, 102.375%, 101.188%, and 100.00% beginning on October 15 of 2022, 2023, 2024, and 2025, respectively, plus accrued and unpaid interest thereon to, but not including, the redemption date.

We completed a registered offer to exchange the $700 Million 4.75% Senior Notes for registered notes with substantially identical terms as the $700 Million 4.75% Senior Notes in July 2020.

$600 Million 4.50% Senior Notes. On February 17, 2021, the Operating Partnership and Finco completed the private placement of $600.0 million in aggregate principal amount of 4.50% senior notes due 2029, which are guaranteed by the Company and its subsidiaries that guarantee the Credit Agreement. The $600 Million 4.50% Senior Notes and guarantees were issued pursuant to an indenture by and among the issuing subsidiaries and the guarantors and U.S. Bank National Association as trustee. The $600 Million 5% Senior Notes have a maturity date of February 15, 2029 and bear interest at 4.50% per annum, payable semi-annually in cash in arrears on February 15 and August 15 each year, beginning on August 15, 2021. The $600 Million 4.50% Senior Notes are general unsecured and unsubordinated obligations of the issuing subsidiaries and rank equal in right of payment with such subsidiaries' existing and future senior unsecured indebtedness, including the $700 Million 4.75% Senior Notes, and senior in right of payment to future subordinated indebtedness, if any. The $600 Million 4.50% Senior Notes are effectively subordinated to the issuing subsidiaries' secured indebtedness to the extent of the value of the assets securing such indebtedness. The guarantees rank equally in right of payment with the applicable guarantor's existing and future senior unsecured indebtedness and senior in right of payment to any future subordinated indebtedness of such guarantor. The $600 Million 4.50% Senior Notes are effectively subordinated to any secured indebtedness of any guarantor to the extent of the value of the assets securing such indebtedness and structurally subordinated to all indebtedness and other obligations of the Operating Partnership's subsidiaries that do not guarantee the $600 Million 4.50% Senior Notes.

The net proceeds from the issuance of the $600 Million 4.50% Senior Notes totaled approximately $591 million, after deducting the initial purchasers' discounts, commissions and offering expenses. We used a significant portion of these proceeds to tender and redeem our previous $400 Million 5% Senior Notes, as discussed below, and to repay all of the amounts outstanding under the Revolver and for general corporate purposes.

The $600 Million 4.50% Senior Notes are redeemable before February 15, 2024, in whole or in part, at 100.00%, plus accrued and unpaid interest thereon to, but not including, the redemption date, plus a make-whole premium. The $600 Million 4.50% Senior Notes will be redeemable, in whole or in part, at any time on or after February 15, 2024 at a redemption price expressed as a percentage of the principal amount thereof, which percentage is 102.250%, 101.500%, 100.750%, and 100.000% beginning on February 15 of 2024, 2025, 2026, and 2027, respectively, plus accrued and unpaid interest thereon to, but not including, the redemption date.

Tender for and Redemption of $400 Million 5% Senior Notes. In 2015, the Operating Partnership and Finco completed the private placement of $400.0 million in aggregate principal amount of senior notes due 2023.

On February 9, 2021, we commenced a cash tender offer for any and all outstanding $400 Million 5% Senior Notes at a redemption price of $1,005.00 per $1,000 principal amount. Pursuant to the tender offer, $161.9 million aggregate principal amount of the $400 Million 5% Senior Notes were validly tendered. We used a portion of the proceeds from the issuance of the $600 Million 4.50% Senior Notes to fund the tender offer. In accordance with the indenture governing the $400 Million 5% Senior Notes, subsequent to the expiration of the tender offer, on February 17, 2021, we gave irrevocable notice of the redemption of all remaining $400 Million 5% Senior Notes not tendered in the tender offer and irrevocably deposited with the trustee for the $400 Million 5% Senior Notes an amount sufficient to pay the redemption price of the $400 Million 5% Senior Notes called for redemption at that date, including interest through April 15, 2021. The redemption and cancellation of the $400 Million 5% Senior Notes was completed on April 15, 2021. We used a portion of the proceeds from the issuance of the $600 Million 4.50% Senior Notes to fund the redemption.

$800 Million Term Loan (Gaylord Rockies). On July 2, 2019, Aurora Convention Center Hotel, LLC ("Hotel Owner") and Aurora Convention Center Hotel Lessee, LLC ("Tenant" and collectively, with Hotel Owner, the "Loan Parties"),

subsidiaries of the entities that comprised the Gaylord Rockies joint venture, entered into a Second Amended and Restated Loan Agreement (the "Gaylord Rockies Loan") with Wells Fargo Bank, National Association, as administrative agent, which refinanced the Gaylord Rockies joint venture's existing $500 million construction loan and $39 million mezzanine loan, which were scheduled to mature in December 2019. The Gaylord Rockies Loan consists of an $800.0 million secured term loan facility and also includes the option for an additional $80.0 million of borrowing capacity should we pursue an expansion of Gaylord Rockies, which was announced in February 2020 but has been postponed as a result of the COVID-19 pandemic. The Gaylord Rockies Loan matures July 2, 2023 with three, one-year extension options, subject to certain requirements in the Gaylord Rockies Loan, and bears interest at LIBOR plus 2.50%. Simultaneous with closing, the Gaylord Rockies joint venture entered into an interest rate swap to fix the LIBOR portion of the interest rate at 1.65% for the first three years of the loan. We have designated this interest rate swap as an effective cash flow hedge.

The Gaylord Rockies Loan is secured by a deed of trust lien on the Gaylord Rockies real estate and related assets. We have entered into limited repayment and carry guaranties that, in the aggregate, guarantee repayment of 10% of the principal debt, together with interest and operating expenses, which are to be released once Gaylord Rockies achieves a certain debt service coverage threshold as defined in the Gaylord Rockies Loan. Generally, the Gaylord Rockies Loan is non-recourse to the Company, subject to (i) those limited guaranties, (ii) a completion guaranty in the event the expansion is pursued, and (iii) customary non-recourse carve-outs.

On June 30, 2020, the Loan Parties entered into Amendment No. 1 (the "Loan Amendment") to the Gaylord Rockies Loan, by and among the Loan Parties, Wells Fargo Bank, National Association, as administrative agent, and the lenders from time to time party thereto.

The Loan Amendment modified the Gaylord Rockies Loan to (i) provide for the ability to use cash for certain purposes, even during a Cash Sweep Period (as defined in the Loan Agreement), which the Gaylord Rockies joint venture was in beginning in July 2020, (ii) extend the deadline for Hotel Owner to commence construction of an expansion to Gaylord Rockies, and (iii) provide favorable changes to the debt service coverage ratio provisions.

The Loan Amendment includes restrictions on distributions to our subsidiaries that own Gaylord Rockies and requires a certain level of equity financing for a Gaylord Rockies expansion.

Additional Debt Limitations. Pursuant to the terms of the management agreements and pooling agreement with Marriott for our Gaylord Hotels properties, excluding Gaylord Rockies, we are subject to certain debt limitations described below.

The management agreements provide for the following limitations on indebtedness encumbering a hotel:

- The aggregate principal balance of all mortgage and mezzanine debt encumbering the hotel shall be no greater than 75% of the fair market value of the hotel; and

- The ratio of (a) aggregate Operating Profit (as defined in the management agreement) in the 12 months prior to the closing on the mortgage or mezzanine debt to (b) annual debt service for the hotel shall equal or exceed 1.2:1; but is subject to the pooling agreement described below.

The pooled limitations on Secured Debt (as defined in the pooling agreement) are as follows:

- The aggregate principal balance of all mortgage and mezzanine debt on Pooled Hotels (as defined in the pooling agreement), shall be no more than 75% of the fair market value of Pooled Hotels.

- The ratio of (a) aggregate Operating Profit (as defined in the pooling agreement) of Pooled Hotels in the 12 months prior to closing on any mortgage or mezzanine debt to (b) annual debt service for the Pooled Hotels, shall equal or exceed 1.2:1.

Gaylord Rockies is not a Pooled Hotel for this purpose.

Estimated Interest on Principal Debt Agreements

Based on the stated interest rates on our fixed-rate debt and the rates in effect at September 30, 2021 for our variable-rate debt after considering interest rate swaps, our estimated interest obligations through 2025 are $367.3 million. These estimated obligations are $29.3 million for the remainder of 2021, $114.1 million in 2022, $88.8 million in 2023, $71.7 million in 2024, and $63.4 million in 2025. Variable rates, as well as outstanding principal balances, could change in future periods. See “Principal Debt Agreements” above for a discussion of our outstanding long-term debt. See “Supplemental Cash Flow Information” in Note 1 to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2020 for a discussion of the interest we paid during 2020, 2019 and 2018.

Supplemental Guarantor Financial Information

The Company’s $600 Million 4.50% Senior Notes and $700 Million 4.75% Senior Notes were each issued by the Operating Partnership and RHP Finance Corporation, a Delaware corporation (collectively, the “Issuers”), and are guaranteed on a senior unsecured basis by the Company (as the parent company), each of the Operating Partnership’s subsidiaries that own the Gaylord Hotels properties, excluding Gaylord Rockies, and certain other of the Company’s subsidiaries, each of which also guarantees the Operating Partnership’s Credit Agreement, as amended (such subsidiary guarantors, together with the Company, the “Guarantors”). The Guarantors are 100% owned by the Operating Partnership or the Company, and the guarantees are full and unconditional and joint and several. The guarantees rank equally in right of payment with each Guarantor’s existing and future senior unsecured indebtedness and senior in right of payment to all future subordinated indebtedness, if any, of such Guarantor. Not all of the Company’s subsidiaries have guaranteed the Company’s $600 Million 4.50% Senior Notes and $700 Million 4.75% Senior Notes, and the guarantees are structurally subordinated to all indebtedness and other obligations of such subsidiaries that have not guaranteed the Company’s $600 Million 4.50% Senior Notes and $700 Million 4.75% Senior Notes.

The following tables present summarized financial information for the Issuers and the Guarantors on a combined basis. The intercompany balances and transactions between these parties, as well as any investments in or equity in earnings from non-guarantor subsidiaries, have been eliminated (amounts in thousands).

	September 30, 2021	December 31, 2020
Net receivables due from non-guarantor subsidiaries	$ 505,715	$ 138,241
Other assets	1,618,253	1,660,137
Total assets	$ 2,123,968	$ 1,798,378
Total liabilities	$ 2,272,770	$ 1,995,509
Total noncontrolling interest	$ 12,140	$ 14,516

	Nine Months Ended September 30, 2021
Revenues from third-parties	$ 377
Revenues from non-guarantor subsidiaries	106,856
Operating expenses (excluding expenses to non-guarantor subsidiaries)	85,960
Expenses to non-guarantor subsidiaries	8,530
Operating income	12,743
Net loss	(43,765)
Net loss available to common stockholders	(42,475)

Critical Accounting Policies and Estimates

We prepare our condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States. Certain of our accounting policies, including those related to revenue recognition, impairment of long-lived and other assets, credit losses on financial assets, stock-based compensation, derivative financial instruments, depreciation and amortization, income taxes, pension plans, acquisitions and purchase price allocations, and legal contingencies, require that we apply significant judgment in defining the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. Our judgments are based on our historical experience, our observance of trends in the industry, and information available from other outside sources, as appropriate. There can be no assurance that actual results will not differ from our estimates. For a discussion of our critical accounting policies and estimates, please refer to Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Notes to Consolidated Financial Statements” presented in our Annual Report on Form 10-K for the year ended December 31, 2020. There were no newly identified critical accounting policies in the first nine months of 2021, nor were there any material changes to the critical accounting policies and estimates discussed in our Annual Report on Form 10-K for the year ended December 31, 2020.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our quantitative and qualitative market risks since December 31, 2020. For a discussion of the Company’s exposure to market risk, refer to the Company’s market risk disclosures set forth in Part II, Item 7A. “Quantitative and Qualitative Disclosures About Market Risk” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2020.

ITEM 4. CONTROLS AND PROCEDURES.

The Company maintains disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Exchange Act, that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Company carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

There has been no change in our internal control over financial reporting that occurred during the period covered by this report that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

The Company is a party to certain litigation in the ordinary course, as described in Note 13, “Commitments and Contingencies,” to our condensed consolidated financial statements included herein and which our management deems will not have a material effect on our financial statements.

ITEM 1A. RISK FACTORS.

Except as otherwise described herein, there have been no material changes from the risk factors disclosed in Part I, Item 1A, “Risk Factors,” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020.

We may fail to complete the acquisition of Block 21 on a timely basis or at all, and our financial and operating results may suffer if we are unsuccessful in integrating Block 21 assets with our existing assets.

In October 2021, we entered into an agreement to purchase Block 21, a mixed-use entertainment, lodging, office and retail complex located in Austin, Texas, for $260 million, which includes the assumption of approximately $138 million of existing mortgage debt (collectively, the “Block 21 Acquisition”). Although we expect to complete the Block 21 Acquisition near the end of fourth quarter 2021, the completion of the Block 21 Acquisition is subject to customary closing requirements and conditions and there can be no assurance that the Block 21 Acquisition will be completed on the anticipated schedule or at all. If we fail to consummate the Block 21 Acquisition or should the completion of the Block 21 Acquisition be significantly delayed, we will have expended significant resources without realizing all or a portion of the intended economic benefits of the Block 21 Acquisition. Even if we consummate the Block 21 Acquisition, we may not realize the intended economic benefits. Any failure to complete the Block 21 Acquisition could have a negative impact on our business, financial condition, results of operations and our ability to make distributions to our stockholders. In addition, if we are unable to successfully integrate the assets acquired in the Block 21 Acquisition with our existing assets in an efficient and effective manner following the completion of the Block 21 Acquisition, the anticipated benefits of the Block 21 Acquisition may not be realized fully, or at all, or may take longer to realize than expected. Further, the integration of the Block 21 assets with our existing assets will require the dedication of significant management resources, which may distract management's attention from day-to-day business operations. Austin, Texas is a new market for us, and our relative unfamiliarity with the market may result in our having to devote additional time and expense to gain familiarity with the market and maximize operations. An inability to realize the full extent of the anticipated benefits of the Block 21 Acquisition or any delays encountered in the integration process could have an adverse effect on our business, financial condition, results of operations and our ability to make distributions to our stockholders.

Any replacement of LIBOR as the basis on which interest on our variable-rate debt is calculated may harm our financial results, profitability and cash flows.

At September 30, 2021, we had $1.7 billion of variable interest rate debt that was indexed to the London Inter-Bank Offered Rate ("LIBOR"), a portion of which are subject to interest rate swap agreements.

On July 27, 2017, the United Kingdom's Financial Conduct Authority ("FCA"), which regulates LIBOR, announced that it intends to stop persuading or compelling banks to submit LIBOR quotations after 2021 (the "2017 FCA Announcement"). The 2017 FCA Announcement indicates that the continuation of LIBOR on the current basis cannot and will not be assured after 2021, and LIBOR may cease to exist or otherwise be unsuitable for use as a benchmark.

On March 5, 2021, the FCA announced that USD LIBOR will no longer be published after June 30, 2023. This announcement has several implications, including setting spread adjustments that may be used to convert contracts automatically from LIBOR to the Secured Overnight Financing Rate ("SOFR"). Additionally, banking regulators are encouraging banks to discontinue new LIBOR debt issuances by December 31, 2021. While we currently expect LIBOR to be available in substantially its current form until June 30, 2023, it is possible that LIBOR will become unavailable prior to that date. This could result, for example, if an insufficient number of banks continue to make submissions to the LIBOR administrator, or if regulatory considerations prompt holders of our variable interest rate debt to make an earlier transition.

LIBOR reform proposals may result in the establishment of new methods for calculating LIBOR or the establishment of one or more alternative benchmark rates (including SOFR plus the applicable spread adjustment). Although the agreements governing our indebtedness provide for successor base rates, as applicable, the successor base rates may not be related to LIBOR, and the consequences of any potential cessation, modification or other reform of LIBOR cannot be predicted at this time. If LIBOR ceases to be usable as an interest rate benchmark, we may need to amend the agreements governing our indebtedness, and we cannot predict what alternative interest rate(s) will be negotiated with our counterparties. As a result, our interest expense may increase, our ability to refinance some or all of our existing indebtedness and/or interest rate swaps may be impacted and our available cash flow may be adversely affected.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Inapplicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Inapplicable.

ITEM 4. MINE SAFETY DISCLOSURES.

Inapplicable.

ITEM 5. OTHER INFORMATION.

Inapplicable.

ITEM 6. EXHIBITS.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Ryman Hospitality Properties, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed October 1, 2012).
3.2	Amended and Restated Bylaws of Ryman Hospitality Properties, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed October 1, 2012).
22	List of Parent and Subsidiary Guarantors (incorporated by reference to Exhibit 22 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, filed May 4, 2021).
31.1*	Certification of Colin V. Reed pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
31.2*	Certification of Mark Fioravanti pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
32.1**	Certification of Colin V. Reed and Mark Fioravanti pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.
101*	The following materials from Ryman Hospitality Properties, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2021, formatted in Inline XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets (unaudited) at September 30, 2021 and December 31, 2020, (ii) Condensed Consolidated Statements of Operations and Comprehensive Loss (unaudited) for the three months and nine months ended September 30, 2021 and 2020, (iii) Condensed Consolidated Statements of Cash Flows (unaudited) for the nine months ended September 30, 2021 and 2020, (iv) Condensed Consolidated Statements of Equity (Deficit) (unaudited) for the three months and nine months ended September 30, 2021 and 2020, and (v) Notes to Condensed Consolidated Financial Statements (unaudited).
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.
** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RYMAN HOSPITALITY PROPERTIES, INC.

Date: November 2, 2021

By: /s/ Colin V. Reed
Colin V. Reed
Chairman of the Board of Directors and
Chief Executive Officer

By: /s/ Mark Fioravanti
Mark Fioravanti
President and Chief Financial Officer

By: /s/ Jennifer Hutcheson
Jennifer Hutcheson
Executive Vice President, Corporate
Controller and Chief Accounting Officer

EXHIBIT 31.1

CERTIFICATIONS

I, Colin V. Reed, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ryman Hospitality Properties, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2021

By: /s/ Colin V. Reed
Name: Colin V. Reed
Title: Chairman of the Board of Directors and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Mark Fioravanti, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ryman Hospitality Properties, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 2, 2021

By: /s/ Mark Fioravanti
Name: Mark Fioravanti
Title: President and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Ryman Hospitality Properties, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Colin V. Reed
Colin V. Reed
Chairman of the Board of Directors and Chief Executive Officer
November 2, 2021

By: /s/ Mark Fioravanti
Mark Fioravanti
President and Chief Financial Officer
November 2, 2021

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.