

IN THE CHANCERY COURT FOR DAVIDSON COUNTY, TENNESSEE  
AT NASHVILLE

In the Matter of )  
 )  
 FISK UNIVERSITY, )  
 )  
 Petitioner. )  
 )  
 )  
 )

No. 05-2994-III

2010 SEP 10 AM 9:12  
CLERK & MASTER  
DAVIDSON CO. CHANCERY CT.  
D.C.&M.

FILED

---

**AFFIDAVIT OF WILLIAM R. FRIST**

---

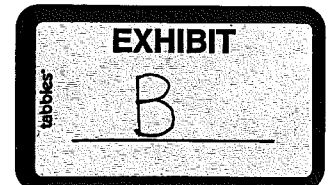
STATE OF TENNESSEE)  
COUNTY OF DAVIDSON)

William R. Frist, being first duly sworn, hereby states:

1. I am Chairman and President of the Board of Trustees of the Frist Center for the Visual Arts, Inc. (FCVA). I have held this position since 2009. Prior to becoming Chairman and President of the Board, I served as a member of the Board of Trustees from its inception.

2. The FCVA was chartered as a public benefit corporation under the Tennessee Nonprofit Corporation Act on March 3, 1998. It opened in April 2001, with a vision "to inspire people through art to look at their world in new ways." The Mission of the FCVA is "to present and originate high quality exhibitions and related educational programs and community outreach activities." The attendance at the FCVA averages 200,000 visitors per year. A true and accurate copy of the FCVA's 2009 Annual Report is attached as Exhibit 1.

3. The building in which the FCVA is located at 919 Broadway, Nashville, Tennessee, is listed officially on the National Register of Historic Places. It is owned by the



Nashville-Davidson County Metropolitan Government through the Metropolitan Development and Housing Agency ("MDHA"). The FCVA has a 99-year lease with MDHA.

4. The FCVA currently has assets in excess of \$29 million. A true and accurate copy of the FCVA's 2008-2009 audited financial statement is attached as Exhibit 2.

5. The sole member of the FCVA is the Frist Visual Arts Foundation ("FVAF"). The FVAF is a supporting organization organized to serve as a fund-raising and endowment entity for the benefit of the FCVA. As such, the FVAF holds and manages a portfolio of investments to provide for the long-term financial support of the FCVA's charitable and educational activities. A true and accurate copy of the FVAF's 2008 audited financial statement is attached as Exhibit 3.

6. The FCVA also receives annual operating support from The Frist Foundation, which is recognized as a "substantial contributor" under federal tax rules and regulations. A true and accurate copy of The Frist Foundation's 2009 audited financial statement is attached as Exhibit 4. The contribution of the Frist Foundation to the FVAC averages \$5 million per year.

7. The FCVA has an extremely active Education Department. For example, in 2009, the FCVA engaged in approximately twenty collaborative efforts with a number of local institutions, including Nashville Children's Theatre, Nashville Film Festival, Nashville Civic Design Center, Vanderbilt University's Osher Lifelong Learning Center, Middle Tennessee Alzheimer's Association and Fisk University's Carl Van Vechten Gallery. The FCVA provides tours and workshops to teachers and students in the Middle Tennessee region throughout the year and held student art exhibitions for Metro Nashville Public Schools, Williamson County, Wilson County and the Franklin Special School Districts. These programs served more than 21,000 educators, students and families in 2009. Also in 2009, the FCVA's Youth and Family Programs

had more than 1,200 participants in Kids Club on Saturdays for free art classes each month. In addition, two free Family Days in 2009 resulted in more than 3,000 attendees for the exhibitions *Medieval Treasures from the Cleveland Museum of Art*; *Georgia O'Keeffe and Her Times: American Modernism from the Lane Collection of the Museum of Fine Arts, Boston*; *Thomas Hart Benton: In Story and Song*; and *Twilight Visions: Surrealism, Photography, and Paris*. The FCVA's regular admission policy provides that all children under the age of 18 are admitted free and that senior citizens, active-duty military and college students receive reduced admission. In addition, college students are admitted free on Thursday and Friday nights. The FCVA's Senior Mondays, which take place on the third Monday of each month, provide special activities and half-price admission for seniors from community centers and communities throughout Middle Tennessee.

8. In addition to the educational programs at the FCVA, the FCVA also engages in a number of community outreach programs. The FCVA's ongoing Community Partner Program currently sustains partnerships with sixty-two organizations to provide art enrichment opportunities to eighty-one groups serving the youth, senior citizens, people with disabilities, and immigrants and refugees of Nashville and Davidson County. During 2009, the FCVA presented fifty-two "Art Trunks" to community groups, which created directly targeted activities for 2,245 participants with a total of 296 contact hours with youth in the area. Additionally, the FCVA has established the Frist Center's College Advisory Committee. In the past five years, that Committee has broadened the FCVA's reach on college campuses in Tennessee, Kentucky, Alabama and Virginia. Overall, the FCVA estimates that its outreach programs served more than 100,000 adults and children in Middle Tennessee during 2009.

9. The FCVA is also very involved in and committed to the Middle Tennessee community, and its staff members, docents and volunteers participate in fairs, festivals and events throughout Middle Tennessee. The FCVA has established the Frist Center Speakers Bureau which presents programs on exhibitions, volunteerism, outreach, Frist Center history and a host of related topics to groups in Nashville, Middle Tennessee and Kentucky.

10. The Attorney General has approached the Frist Center with a proposal for a public-private partnership between the State of Tennessee (through the Tennessee Arts Commission) (the "State"), the Metropolitan Development and Housing Agency of the Metropolitan Government of Nashville and Davidson County ("MDHA") and the Frist Center to continue providing Nashvillians and Southerners with access to the Alfred Stieglitz Collection ("the Collection") to promote the general study of art, which is the stated purpose of Ms. O'Keeffe's gift.

11. If temporary legal custody of the Collection is transferred by court order to the State, the FCVA is ready, willing and able to display and maintain custody of the Collection. The Board of Trustees has adopted a resolution approving the terms set forth in the Term Sheet among the State, the Metropolitan Housing and Development Agency and the FCVA and has authorized the Executive Director Susan Edwards to execute the Term Sheet, and, thereafter, a Memorandum of Understanding incorporating the terms set forth in the Term Sheet. A true and accurate copy of the Board Resolution of September 8, 2010, is attached as Exhibit 5.

12. The FCVA has identified space within its facility, currently known as the "Rechter Room," which can be modified and renovated so as to provide an appropriate gallery space for display of the Collection. The location of this display will allow all members of the public to have free access to the Collection. Furthermore, the FCVA will provide additional

access for research, scholarship and teaching to Fisk faculty and students upon a reasonable basis.

13. The FCVA has the appropriate and necessary curatorial, educational, development, marketing and financial resources to display, maintain custody, market and promote the Collection and its connection with Fisk University and to develop educational and community outreach programs designed to use the Collection to promote the study of art.

14. As evidenced by the Board Resolution and the FCVA's execution of the Term Sheet, the FCVA is willing to display the Collection in accordance with the conditions of Georgia O'Keeffe, as they may be modified by the court. The FCVA is also willing to work with the Advisory Committee described in the Term Sheet and the State in identifying those conditions of Ms. O'Keeffe with respect to the display and maintenance of the Collection that are inconsistent with or contrary to current best practices for the care and display of artwork and in developing and recommending any appropriate and necessary modifications to Ms. O'Keeffe's conditions so as to reflect those best practices.

15. The FCVA is further willing to work with the Advisory Committee and the State in identifying any immediate remedial preservation or conservation work that is needed for each individual piece of artwork in the Collection and to supervise and direct any such remedial work.

16. Finally, the FCVA recognizes and approves that if legal custody of the Alfred Stieglitz Collection is transferred to the State of Tennessee, such custody is temporary in that Fisk University has the right at any time to petition the Chancery Court of Davidson County to regain legal custody of the Collection.

FURTHER AFFIANT SAITH NOT.

*William R. Frist*

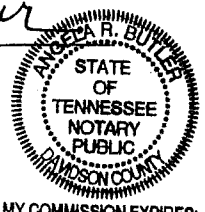
WILLIAM R. FRIST

Sworn to and subscribed before me this 9<sup>th</sup> day of September, 2010.

*Angela R. Butler*

NOTARY PUBLIC

My Commission Expires: January 6, 2014



MY COMMISSION EXPIRES:  
January 6, 2014