

Draft: July 11, 2019

TRANSCRIPT OF PROCEEDINGS

AUTHORIZING THE ISSUANCE

OF NOT TO EXCEED

\$38,000,000

TAXABLE INDUSTRIAL REVENUE BOND
(HYATT HOUSE HOTEL PROJECT)
SERIES 2019

OF

LAND CLEARANCE FOR REDEVELOPMENT AUTHORITY
OF KANSAS CITY, MISSOURI

Legal Opinion

Rouse Frets White Goss Gentile Rhodes, P.C.
Kansas City, Missouri

CLOSING MEMORANDUM

**Land Clearance for Redevelopment Authority of Kansas City, Missouri
\$38,000,000
Taxable Industrial Revenue Bond
(Hyatt House Hotel Project)
Series 2019**

Closing: July __, 2019

This Memorandum sets forth the actions to be taken in connection with the issuance, sale and delivery by Land Clearance for Redevelopment Authority of Kansas City, Missouri, of its Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019, in the maximum principal amount of \$38,000,000 (the "Bond"). The documents and actions described herein and in the Closing List attached hereto are to be delivered and taken as a condition precedent to the issuance of the Bond. Such delivery of documents and actions shall be deemed to have taken place simultaneously at the closing, and no delivery of documents, payments of moneys or other actions with respect to the foregoing transaction will be considered to have been completed until all such deliveries, payments or other actions have been made or taken.

The closing is scheduled for 10:00 a.m., Central time, on July __, 2019, at the offices of Rouse Frets White Goss Gentile Rhodes, P.C., Kansas City, Missouri. The items set forth on the Closing List will be examined, assembled and incorporated in the transcripts evidencing the authorization and issuance of the Bond. Copies of the transcript will be prepared and distributed to the following:

1. Land Clearance for Redevelopment Authority of Kansas City, Missouri ("Authority")
2. BOKF, N.A. ("Trustee")
3. 900 Broadway KC Development Company, LLC, Oak Holdings, LLC, and REMSK, LLC, jointly and severally (collectively "Company")
4. 900 Broadway KC Development Company, LLC, Oak Holdings, LLC, and REMSK, LLC, jointly and severally (collectively "Purchaser")
5. 900 Broadway KC LLC ("Land Developer")
6. Pedersen Development Company, LLC ("Original Developer")
7. Polsinelli PC ("Company's, Purchaser's, Land Developer's, and Original Developer's Counsel")
8. Rouse Frets White Goss Gentile Rhodes, P.C., ("Bond Counsel" and "Authority's Counsel")

**LAND CLEARANCE FOR REDEVELOPMENT AUTHORITY
OF KANSAS CITY, MISSOURI**

**\$38,000,000
TAXABLE INDUSTRIAL REVENUE BOND
(HYATT HOUSE HOTEL PROJECT)
SERIES 2019**

CLOSING LIST

BASIC DOCUMENTS

**Document
No. _____**

1. Trust Indenture.
2. Land Lease Agreement.
3. Memorandum of Land Lease Agreement (recorded copy).
4. Improvements Lease Agreement.
5. Memorandum of Improvements Lease Agreement (recorded copy)
6. Sale/Leaseback and Redevelopment Contract (recorded copy).
7. Notice of Bond Sale and Affidavit of Publication of Summary Notice of Bond Sale.
8. Bond Purchase Agreement.

AUTHORITY'S PROCEEDINGS AND DOCUMENTS

9. a. Certificate of Assistant Secretary, Notice and Minutes of the Meeting of November 28, 2018 and Resolution No. 11-1-18 designating the Company as developer.

b. Certificate of Assistant Secretary, Notice and Minutes of the Meeting of June 19, 2019 and Resolution No. 6-_-19 authorizing issuance of the Bond.
10. Authority's Closing Certificate.

COMPANY'S PROCEEDINGS AND DOCUMENTS

11. a. Company's Closing Certificate. **[NOTE: will need the following for each entity.]**

- A. Certificates of Good Standing (Missouri)
- B. Certified Articles of Organization
- C. Operating Agreement
- D. Resolution of Members

b. Land Developer's Closing Certificate

- A. Certificate of Good Standing (Missouri)
- B. Certified Articles of Organization
- C. Operating Agreement
- D. Resolution of Members

12. Insurance Certificates.

13. Cross Receipt Concerning Delivery, Receipt and Payment for the Bond.

14. Specimen Bond and Certificate as to Closing Price.

15. Trustee's Closing Certificate.

REAL ESTATE DOCUMENTS

16. Real Estate Instruction Letter.

17. Title Insurance Commitment and Title Insurance Policy.

18. Special Warranty Deed.

19. Recording Memorandum and UCC Financing Statement.

MISCELLANEOUS

20. Purchaser's Representation Letter

21. Investment Certificate.

LEGAL OPINIONS

22. Approving Legal Opinion of Bond Counsel.

23. Opinion of Company's Counsel.

* * * * *

CERTIFICATE REGARDING NOTICE OF MEETING

I hereby certify that the attached notice of the meetings held on November 28, 2018, and June 19, 2019, by the Board of Commissioners of Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority"), (1) was posted at least 24 hours (excluding weekends and holidays) prior to the commencement of the meetings on a bulletin board or other prominent place which is easily accessible to the public and clearly designated for posting notices at 1100 Walnut, Suite 1700, Kansas City, Missouri 64106, the principal office and meeting place of the Authority, and (2) was made available at least 24 hours (excluding weekends and holidays) prior to the commencement of said meetings to any representative of the news media who requested notice of the meetings.

DATED: July __, 2019.

Susan Tumey
Assistant Secretary

**LAND CLEARANCE FOR REDEVELOPMENT AUTHORITY
OF KANSAS CITY, MISSOURI**

I, the undersigned Assistant Secretary of Land Clearance for Redevelopment Authority of Kansas City, Missouri, a body corporate and politic, do hereby certify that attached hereto is a true, correct and complete copies of the minutes of a meetings of the Board of Commissioners of Land Clearance for Redevelopment Authority of Kansas City, Missouri on November 28, 2018, and June 19, 2019, at which meetings a quorum was present and acting throughout.

IN WITNESS WHEREOF, I have executed this certificate on this _____ day of July, 2019.

Susan Tumey
Assistant Secretary

**LAND CLEARANCE FOR REDEVELOPMENT AUTHORITY
OF KANSAS CITY, MISSOURI**

I, the undersigned Assistant Secretary of Land Clearance for Redevelopment Authority of Kansas City, Missouri, a body corporate and politic, do hereby certify as follows:

1. Attached hereto is a true, correct and complete copy of a Resolution duly adopted by the Board of Commissioners of Land Clearance for Redevelopment Authority of Kansas City, Missouri during regular meetings thereof on November 28, 2018, and June 19, 2019, at which meetings a quorum was present and acting throughout.
2. The Resolution has not been modified, amended or rescinded and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have executed this certificate on this _____ day of July, 2019.

Susan Tumey
Assistant Secretary

AUTHORITY'S CLOSING CERTIFICATE

We, the undersigned, hereby certify that we are the duly appointed, qualified and acting Executive Director and Assistant Secretary, respectively, of Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority"), and as such officers we are familiar with the official books and records of the Authority. In connection with the issuance by the Authority of its \$38,000,000 maximum principal amount of Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019 (the "Bond"), we hereby further certify as follows as of July __, 2019:

MATTERS CONCERNING AUTHORIZATION

1. Due Organization. The Authority is governed by Sections 99.300 to 99.715, RSMo, as amended (the "Act"), and is exercising the powers granted by the Act by virtue of Committee Substitute for Ordinance No. 16120, duly passed by the City Council (the "City Council") of the City of Kansas City, Missouri ("City") on November 21, 1952. The Authority is a public body corporate and politic, duly organized and existing under the laws of the State of Missouri.

2. Urban Renewal Plan. The Authority adopted the Central Business District Urban Renewal Plan (the "Urban Renewal Plan") for the Central Business District Urban Renewal Area (the "Urban Renewal Area"). The Premises are located within the Urban Renewal Area. The City Council has approved the Urban Renewal Plan and determined that the portion of the City located within the Urban Renewal Area is blighted. The Authority acquired the Premises for the purpose of furthering the redevelopment contemplated in the Urban Renewal Plan and for the elimination of the blighting conditions found to exist in the Premises.

3. Transcript of Proceedings. The transcript of proceedings (the "Transcript") relating to the authorization and issuance of the Bond furnished to the Purchaser of the Bond includes a true and correct copy of the proceedings had by the Board of Commissioners of the Authority (the "Board") and other records, proceedings and documents relating to the issuance of the Bond; said Transcript is to the best of our knowledge, information and belief full and complete; such proceedings of the Authority shown in said Transcript have not been modified, amended or repealed and are in full force and effect as of the date hereof; said Transcript has been duly filed in the official records of the Authority.

4. Meetings. All meetings of the Board as shown in the Transcript were regular meetings, or were held pursuant to regular adjournment at the next preceding meeting, or were special meetings duly called as shown in the Transcript, and each such meeting was duly held, was open to the public at all times and a quorum was present throughout. At all such meetings where required, proper notice of the time, place and purposes of each such meeting was given to the Board or was waived and proper notice was given to the public as required by law.

5. Incumbency of Officers. The following named persons were and are the duly elected, qualified and acting officers and Commissioners of the Authority at all times except as otherwise indicated during the proceedings relating to the authorization and issuance of the Bond, as follows:

Name	Title
Steven D. Hamilton	Chairman
Gabriel Okafor	Vice Chairman
Daniel Edwards	Commissioner
Faiza Alhambra	Commissioner
Pat Contreras	Commissioner

Each Member of the Board of Commissioners has been appointed by the Mayor of the City of Kansas City, Missouri, and is a taxpayer who has resided in the City for at least five years prior to their appointment.

Greg Flisram is Executive Director, Susan Tumey is Assistant Secretary and Rouse Frets White Goss Gentile Rhodes, P.C., is legal counsel for the Authority.

6. Location of Project. The Project acquired, improved and constructed with the proceeds of the Bond will constitute a facility located entirely within the corporate limits of the City of Kansas City, Missouri.

7. Bond Issued for the Company. The Authority has not authorized or issued any other obligations of any kind or character whatsoever payable out of the revenues, or the pledge thereof, under the Lease Agreement hereafter referenced.

8. Non-Litigation. There is no controversy, suit or other proceeding of any kind pending or threatened wherein or whereby any question is raised, or may be raised, questioning, disputing or affecting in any way the legal organization of the Authority, or the right or title of any of its officers or Commissioners to their respective offices, or the legality of any official act shown to have been done in the Transcript evidencing the authorization and issuance of the Bond, or the constitutionality or validity of the obligations represented by the Bond, or the validity of the Bond or any of the proceedings had in relation to the authorization, issuance or sale thereof.

MATTERS CONCERNING ISSUANCE AND DELIVERY

9. Execution of Documents. The following documents have been duly executed and delivered in the name and on behalf of the Authority by its duly authorized officers, pursuant to and in full compliance with the Resolution passed by the Board at a meeting duly held as shown in the Transcript; the copies of said documents contained in the Transcript are true, complete and correct copies or counterparts of said documents as executed and delivered by the Authority, and are in substantially the same form and text as the copies of such documents which were before the Board and approved by the Resolution; said documents have not been amended, modified or rescinded and remain in full force and effect as of the date hereof:

(a) Trust Indenture dated as of July 1, 2019 (the "Indenture"), between the Authority and BOKF, N.A., a national banking association, as Trustee (the "Trustee").

(b) Land Lease Agreement dated as of July 1, 2019 (the "Land Lease Agreement"), between the Authority and 900 Broadway KC LLC (the "Land Developer").

(c) Improvements Lease Agreement dated as of July 1, 2019 (the "Improvements Lease Agreement") among the Authority, 900 Broadway KC Development Company, LLC, Oak Holdings, LLC, and REMSK, LLC, jointly and severally (collectively, the "Company")

(d) Bond Purchase Agreement dated as of July 1, 2019 (the "Bond Purchase Agreement"), between the Authority and Pedersen Development Company, L.L.C., a Colorado limited liability company (the "Purchaser"), and accepted by the Company.

(e) Sale/Leaseback and Redevelopment Contract dated as of June 19, 2019 (the "Sale/Leaseback and Redevelopment Contract"), between the Authority and the Company.

10. Execution of Bond. We have duly signed and executed, manually or by facsimile, the Bond in the form of one fully registered Bond in the maximum principal amount of \$38,000,000, numbered R-1 and on the date of the Bond, and on the date when said Bond was executed by us, we were and at the date hereof we are the officials indicated by our signatures on said Bond, and by our signatures on this Certificate,

respectively. The signatures of us and each of us, as such officials, respectively, on said Bond and on this Certificate, are our true and genuine signatures, and the seal affixed or imprinted on said Bond at the time of its execution was and is the duly authorized official Authority seal and was thereto affixed by the authority and direction of the governing body of the Authority, and is the seal affixed to this Certificate.

11. Representations in Lease Agreements. Each of the representations of the Authority made in the Land Lease Agreement and the Improvements Lease Agreement are true and complete in all material respects as of the date hereof as if made on and as of the date hereof, and all agreements to be complied with and obligations to be performed by the Authority under such leases on or prior to the closing date of the Bond have been complied with and performed.

12. Representations in Bond Purchase Agreement. Each of the representations of the Authority made in the Bond Purchase Agreement are true and complete in all material respects as of the date hereof as if made on and as of the date hereof, and all agreements to be complied with and obligations to be performed by the Authority under the Bond Purchase Agreement on or prior to the closing date of the Bond have been complied with and performed.

13. Request to Authenticate and Deliver the Bond. Pursuant to the Indenture, the Trustee is hereby requested and authorized by the Authority to authenticate the Bond numbered R-1 and to deliver it to the Purchaser upon payment to the Trustee for the account of the Authority of the Closing Price for the Bond as specified in the Bond Purchase Agreement.

MATTERS CONCERNING SALE

14. No Offers by Authority. Neither the Authority, nor any authorized representative of the Authority, other than the Company, is engaged in any transaction involving the offering or sale of the Bond.

15. Information. The Purchaser of the Bond has had ample opportunity to ask questions of, and to receive answers from, officers or other representatives of the Authority concerning the offer for sale and purchase of the Bond.

CLOSING MATTERS

16. M.A.P. Filing Authorization. The Authority hereby authorizes Rouse Frets White Goss Gentile Rhodes, P.C. to file the information required by Section 37.850 of the Revised Statutes of Missouri on the Missouri Accountability Portal website maintained by the State of Missouri Office of Administration.

Signature

Official Title

Greg Flisram

Executive Director

Susan Tumey

Assistant Secretary

[SEAL]

CERTIFICATE AS TO CLOSING PRICE

July __, 2019

Re: Land Clearance for Redevelopment Authority of Kansas City, Missouri Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019

Pursuant to **Section 2** of the Bond Purchase Agreement, dated as of the date hereof by and between Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority") and Pedersen Development Company, L.L.C., a Colorado limited liability company (the "Purchaser"), the Purchaser hereby specifies that the Closing Price with respect to the above-referenced Bond is \$_____.

900 BROADWAY KC DEVELOPMENT COMPANY LLC,
a Missouri limited liability company

By: _____
Name: _____
Title: _____

OAK HOLDINGS, LLC,
a Missouri limited liability company

By: _____
Name: _____
Title: _____

REMSK, LLC,
a Missouri limited liability company

By: _____
Name: _____
Title: _____

The Closing Price set forth above is hereby agreed to on the date first above written.

**LAND CLEARANCE FOR REDEVELOPMENT
AUTHORITY OF KANSAS CITY, MISSOURI**

By: _____
Title: Executive Director

TRUSTEE'S CLOSING CERTIFICATE

The undersigned, a duly authorized officer of BOKF, N.A., Kansas City, Missouri (the "Trustee"), as Trustee under the Trust Indenture dated as of July 1, 2019 (the "Indenture"), between the Trustee and Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority"), authorizing the issuance of the Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019, in the maximum principal amount of \$38,000,000 (the "Bond"), of the Authority, does hereby certify as follows as of July __, 2019:

1. Power and Authority of Trustee. The Trustee is a national banking association duly organized and existing under the laws of the United States of America, is authorized and empowered to execute and deliver the Indenture and has full power and authority to act as Trustee as provided in the Indenture.

2. Execution of Indenture. The Indenture has been duly executed on behalf of the Trustee by a duly authorized officer of the Trustee, and said person was at the time of the execution of the Indenture, and now is, the duly elected or appointed, qualified and acting incumbent of such office.

3. Receipt of Documents. The Trustee hereby acknowledges receipt of the documents referred to in **Section 208(c)** of the Indenture which are required to be filed with the Trustee prior to or simultaneously with the delivery of the Bond.

4. Authentication of Bond. Pursuant to and in accordance with the provisions of **Section 205** of the Indenture and the written request and authorization of the Authority, prior to the delivery of the Bond, the Certificate of Authentication on the Bond so delivered was signed on behalf of the Trustee by a duly authorized signatory of the Trustee, who was at the time of the authentication of the Bond and still is at the date hereof a duly elected or appointed, qualified and acting officer of the Trustee.

5. Delivery of Bond. The Trustee on this date, at the written request and authorization of the Authority, dated the date hereof, delivered the Bond to Pedersen Development Company, L.L.C., the purchaser thereof (the "Purchaser").

6. Receipt of Closing Price of the Bond. The Trustee on this date received on behalf of the Authority from the Purchaser, the Closing Price of the Bond pursuant to the Bond Purchase Agreement.

7. Deposit of Bond Proceeds. The Trustee on this date, in accordance with the requirements of the Indenture, deposited the Closing Price of the Bond into the Project Fund established under the Indenture.

8. Authorization of Officers. The officers or employees of the Trustee referred to in paragraphs (2) and (4) hereof were at the time of the acts above-mentioned, and are at the date hereof, duly elected or appointed, qualified and acting officers or employees of the Trustee and duly authorized to perform the acts referred to in such paragraphs. Attached hereto as **Exhibit A** is a true and correct copy of Resolutions Concerning Signature Authority in the Trust Department of the Trustee as adopted by the Board of Directors of the Trustee, which, at the date hereof are still in full force and effect, giving the requisite authority to such officers to act on behalf of the Trustee.

IN WITNESS WHEREOF, BOKF, N.A., as Trustee, has caused this certificate to be executed and attested by its duly authorized officers.

BOKF, N.A., as Trustee

By: _____
Name: _____
Title: _____

EXHIBIT A

**RESOLUTIONS CONCERNING SIGNATURE AUTHORITY
IN THE TRUST DEPARTMENT**

**CROSS RECEIPT CONCERNING DELIVERY,
RECEIPT AND PAYMENT FOR THE BONDS**

I, the undersigned, a duly authorized officer of BOKF, N.A. (the "Trustee"), duly designated and appointed as Trustee pursuant to the Trust Indenture (the "Indenture"), dated as of July 1, 2019, between Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority") and the Trustee as to the Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019 (the "Bond"), hereby certify that on July __, 2019, the Trustee delivered to Pedersen Development Company, L.L.C., as Purchaser thereof, the Bond in the principal amount of not to exceed \$38,000,000 aggregate principal amount, having been registered as provided in the Indenture.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ____ day of July, 2019.

BOKF, N.A., as Trustee

By: _____
Authorized Signatory

I, the undersigned, on behalf of the Purchaser of the above-described Bonds hereby acknowledges receipt of said Bond, consisting of a single fully registered Bond registered, numbered, in the denominations, and bearing interest at the rates set forth in the Indenture upon payment of the initial advance therefor as reflected on the Bond.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of July, 2019.

**900 BROADWAY KC DEVELOPMENT
COMPANY LLC,**
a Missouri limited liability company

By: _____
Name: _____
Title: _____

OAK HOLDINGS, LLC,
a Missouri limited liability company

By: _____
Name: _____
Title: _____

REMSK, LLC,
a Missouri limited liability company

By: _____
Name: _____
Title: _____

COMPANY'S CLOSING CERTIFICATE

I, the undersigned, hereby certify that I am the duly qualified and acting _____ of 900 Broadway KC Development Company LLC, a Missouri limited liability company, Oak Holdings, LLC, a Missouri limited liability company, and REMSK, LLC, a Missouri limited liability company, jointly and severally (collectively, the "Company"), and as such I am familiar with the books and records of the Company. In connection with the issuance of Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019 in the maximum principal amount of \$38,000,000 (the "Bond"), by Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority"), I hereby further certify as follows as of July __, 2019:

1. ORGANIZATION AND AUTHORITY

1.1 Due Organization. The Company is comprised of three individual limited liability companies duly organized and each is in good standing under the laws of the State of Missouri and authorized to conduct business in Missouri.

1.2 Articles of Organization and Operating Agreements. Each copy of the Articles of Organization of each entity comprising the Company contained in the Transcript relating to the authorization of the issuance of the Bond (the "Transcript") is a true, complete and correct copy of said Articles of Organization, as amended, as certified by the Secretary of the State of Missouri, respectively, and said Articles of Organization have not been further amended and are in full force and effect as of the date hereof. Each copy of the Operating Agreement of each entity comprising the Company contained in the Transcript is a true, complete and correct copy of said Operating Agreement, as amended, and said Operating Agreement have not been further amended and is in full force and effect as of the date hereof.

2. BOND TRANSCRIPTS AND LEGAL DOCUMENTS

2.1 Transcript of Proceedings. The Transcript furnished to the purchaser of the Bond and on file in the official records of the Authority includes a true and correct copy of the proceedings had by the Company and other records, proceedings and documents relating to the issuance of the Bond; said Transcript is, to the best of my knowledge, information and belief, full and complete; such proceedings of the Company shown in said Transcript have not been modified, amended or repealed and are in full force and effect as of the date hereof.

2.2 Execution of Documents. The following documents have been executed and delivered in the name and on behalf of the Company by the undersigned, pursuant to and in full compliance with a Resolution adopted by the Managers of each entity comprising the Company at a duly held meeting thereof as shown in the Transcript; the copies of said documents contained in the Transcript are true, complete and correct copies or counterparts of said documents as executed and delivered by the Company; and said documents have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

- (a) Improvements Lease Agreement dated as of July 1, 2019 (the "Improvements Lease Agreement") among the Authority, 900 Broadway KC Development Company, LLC, Oak Holdings, LLC, and REMSK, LLC, jointly and severally (collectively, the "Company").

- (b) Bond Purchase Agreement dated as of July 1, 2019 (the “Bond Purchase Agreement”), between the Authority and Pedersen Development Company, L.L.C. (the “Purchaser”), and accepted by the Company.
- (c) Sale/Leaseback and Redevelopment Contract dated as of June 19, 2019 (the “Sale/Leaseback and Redevelopment Contract”), between the Authority and the Company.

2.3 Representations in the Lease. Each of the representations of each entity comprising the Company set forth in the Improvements Lease Agreement are true and correct in all material respects as of the date hereof, as if made on the date hereof, and all covenants and conditions to be complied with and obligations to be performed by the Company under the Lease Agreement have been complied with and performed.

2.4 Authorized Company Representative. The Company appoints Scott Pedersen or _____ as the Authorized Company Representative, as defined in the Indenture.

3. THE PROJECT

3.1 Description and Location of Project. The proceeds of the Bond are to be used by the Authority for the purpose of the acquisition, construction and development of (1) a multi-story, extended-stay hotel with approximately 154 guest rooms, approximately 2,500 square feet of meeting space, and approximately 6,000 square feet of common area that will be available to hotel guests and the public; and (2) other related improvements located at 900 Broadway in Kansas City, Missouri (the “Project”).

4. USE OF BOND PROCEEDS

4.1 Use of Bond Proceeds. The Bond are being issued to provide funds to permit the Company to provide for the costs of financing the Project.

5. LEGAL COUNSEL

5.1 Legal Counsel. We have been counseled by the Company’s legal counsel as to the purpose of the foregoing certifications and the meanings of the matters set forth in the foregoing certifications. We understand that such certifications will be relied upon by the Authority in the issuance of the Bond and by the law firm of Rouse Frets White Goss Gentile Rhodes, P.C., in rendering their opinion as to validity of the issuance of the Bond.

[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, I have hereunto executed this certificate as a duly authorized representative of the Company.

**900 BROADWAY KC DEVELOPMENT
COMPANY LLC,**
a Missouri limited liability company

By: _____
Name: _____
Title: _____

OAK HOLDINGS, LLC,
a Missouri limited liability company

By: _____
Name: _____
Title: _____

REMSK, LLC,
a Missouri limited liability company

By: _____
Name: _____
Title: _____

COMPANY'S RESOLUTIONS
900 Broadway KC Development Company LLC

I, the undersigned, the Manager of **900 Broadway KC Development Company LLC**, a Missouri limited liability company ("900 Broadway") hereby certifies as of July __, 2019 that the following is a true and correct copy of certain resolutions unanimously adopted by the members of said limited liability company pursuant to a unanimous written consent:

* * * *

RESOLVED, that the issuance and sale by Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority"), of \$38,000,000 maximum principal amount of Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019 (the "Bonds"), in order to provide funds to be made available to 900 Broadway, Oak Holdings, LLC, a Missouri limited liability company, and REMSK, LLC, a Missouri limited liability company, jointly and severally (collectively "Company") for the purpose of acquisition, construction and development of (1) a multi-story, extended-stay hotel with approximately 154 guest rooms, approximately 2,500 square feet of meeting space, and approximately 6,000 square feet of common area that will be available to hotel guests and the public; and (2) other related improvements located at 900 Broadway in Kansas City, Missouri (the "Improvements"), and authorizing the Authority to lease the Improvements to the Company, be and it is hereby approved.

FURTHER RESOLVED, that, in connection with the issuance and sale of said Bonds, the form, as submitted to the members, of the proposed documents set forth below, be, and the same hereby are, approved with such changes therein as shall be approved by the manager signing said documents on behalf of 900 Broadway, the execution of said documents by such officer to be conclusive evidence of his approval thereof:

- (a) Improvements Lease Agreement between the Authority and the Company.
- (b) Sale/Leaseback and Redevelopment Contract among the Authority, the Company and 900 Broadway KC LLC, a Missouri limited liability company.
- (c) Bond Purchase Agreement between the Authority and the Company, as purchaser, and accepted by the Company.

FURTHER RESOLVED, that the Manager of 900 Broadway is authorized and directed to execute and deliver said documents on behalf of and in the name of 900 Broadway.

FURTHER RESOLVED, that the Manager of 900 Broadway is authorized and directed to do and perform all such acts and things and to sign all such documents and certificates as may be necessary or advisable or convenient and proper to carry out the intent of the foregoing resolutions and fully to comply with the provisions of said documents.

* * * *

I further certify that said resolutions have not been modified, amended or repealed and are in full force and effect as of the date hereof.

**900 BROADWAY KC DEVELOPMENT COMPANY
LLC**, a Missouri limited liability company, as one of
three entities comprising the Company

By: _____
Name: Scott Pedersen
Title: Manager

COMPANY'S RESOLUTIONS
Oak Holdings, LLC

I, the undersigned, the Manager of **Oak Holdings, LLC**, a Missouri limited liability company (“Oak Holdings”) hereby certifies as of July __, 2019 that the following is a true and correct copy of certain resolutions unanimously adopted by the members of said limited liability company pursuant to a unanimous written consent:

* * * *

RESOLVED, that the issuance and sale by Land Clearance for Redevelopment Authority of Kansas City, Missouri (the “Authority”), of \$38,000,000 maximum principal amount of Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019 (the “Bonds”), in order to provide funds to be made available to 900 Broadway KC Development Company LLC, a Missouri limited liability Company, Oak Holdings, and REMSK, LLC, a Missouri limited liability company, jointly and severally (collectively “Company”) for the purpose of acquisition, construction and development of (1) a multi-story, extended-stay hotel with approximately 154 guest rooms, approximately 2,500 square feet of meeting space, and approximately 6,000 square feet of common area that will be available to hotel guests and the public; and (2) other related improvements located at 900 Broadway in Kansas City, Missouri (the “Improvements”), and authorizing the Authority to lease the Improvements to the Company, be and it is hereby approved.

FURTHER RESOLVED, that, in connection with the issuance and sale of said Bonds, the form, as submitted to the members, of the proposed documents set forth below, be, and the same hereby are, approved with such changes therein as shall be approved by the manager signing said documents on behalf of Oak Holdings, the execution of said documents by such officer to be conclusive evidence of his approval thereof:

- (d) Improvements Lease Agreement between the Authority and the Company.
- (e) Sale/Leaseback and Redevelopment Contract among the Authority, the Company and 900 Broadway KC LLC, a Missouri limited liability company.
- (f) Bond Purchase Agreement between the Authority and the Company, as purchaser, and accepted by the Company.

FURTHER RESOLVED, that the Manager of Oak Holdings is authorized and directed to execute and deliver said documents on behalf of and in the name of Oak Holdings.

FURTHER RESOLVED, that the Manager of Oak Holdings is authorized and directed to do and perform all such acts and things and to sign all such documents and certificates as may be necessary or advisable or convenient and proper to carry out the intent of the foregoing resolutions and fully to comply with the provisions of said documents.

* * * *

I further certify that said resolutions have not been modified, amended or repealed and are in full force and effect as of the date hereof.

OAK HOLDINGS, LLC, a Missouri limited liability company, as one of three entities comprising the Company

By: _____

Name: Scott Pedersen

Title: Manager

**COMPANY'S RESOLUTIONS
REMSK, LLC**

I, the undersigned, the Manager of **REMSK, LLC**, a Missouri limited liability company (“REMSK”) hereby certifies as of July __, 2019 that the following is a true and correct copy of certain resolutions unanimously adopted by the members of said limited liability company pursuant to a unanimous written consent:

* * * *

RESOLVED, that the issuance and sale by Land Clearance for Redevelopment Authority of Kansas City, Missouri (the “Authority”), of \$38,000,000 maximum principal amount of Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019 (the “Bonds”), in order to provide funds to be made available to 900 Broadway KC Development Company LLC, a Missouri limited liability company, Oak Holdings, LLC, a Missouri limited liability company, and REMSK, jointly and severally (collectively “Company”) for the purpose of acquisition, construction and development of (1) a multi-story, extended-stay hotel with approximately 154 guest rooms, approximately 2,500 square feet of meeting space, and approximately 6,000 square feet of common area that will be available to hotel guests and the public; and (2) other related improvements located at 900 Broadway in Kansas City, Missouri (the “Improvements”), and authorizing the Authority to lease the Improvements to the Company, be and it is hereby approved.

FURTHER RESOLVED, that, in connection with the issuance and sale of said Bonds, the form, as submitted to the members, of the proposed documents set forth below, be, and the same hereby are, approved with such changes therein as shall be approved by the manager signing said documents on behalf of REMSK, the execution of said documents by such officer to be conclusive evidence of his approval thereof:

- (g) Improvements Lease Agreement between the Authority and the Company.
- (h) Sale/Leaseback and Redevelopment Contract between the Authority, the Company and 900 Broadway KC LLC, a Missouri limited liability company.
- (i) Bond Purchase Agreement between the Authority and the Company, as purchaser, and accepted by the Company.

FURTHER RESOLVED, that the Manager of REMSK is authorized and directed to execute and deliver said documents on behalf of and in the name of REMSK.

FURTHER RESOLVED, that the Manager of REMSK is authorized and directed to do and perform all such acts and things and to sign all such documents and certificates as may be necessary or advisable or convenient and proper to carry out the intent of the foregoing resolutions and fully to comply with the provisions of said documents.

* * * *

I further certify that said resolutions have not been modified, amended or repealed and are in full force and effect as of the date hereof.

REMSK, LLC, a Missouri limited liability company, as
one of three entities comprising the Company

By: _____

Name: Scott Pedersen

Title

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LAND DEVELOPER'S RESOLUTIONS
900 Broadway KC LLC

I, the undersigned, the Manager of **900 Broadway KC LLC**, a Missouri limited liability company ("Land Developer") hereby certifies as of July __, 2019 that the following is a true and correct copy of certain resolutions unanimously adopted by the members of said limited liability company pursuant to a unanimous written consent:

* * * *

RESOLVED, that the issuance and sale by Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority"), of \$38,000,000 maximum principal amount of Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019 (the "Bonds"), in order to provide funds to be made available to 900 Broadway KC Development Company LLC, a Missouri limited liability company, Oak Holdings, LLC, a Missouri limited liability company, and REMSK, LLC, a Missouri limited liability company, jointly and severally (collectively "Company") for the purpose of acquisition, construction and development of (1) a multi-story, extended-stay hotel with approximately 154 guest rooms, approximately 2,500 square feet of meeting space, and approximately 6,000 square feet of common area that will be available to hotel guests and the public; and (2) other related improvements located at 900 Broadway in Kansas City, Missouri (the "Improvements"), and authorizing the Authority to lease the Improvements to the Company and to lease the Land to the Land Developer, be and it is hereby approved.

FURTHER RESOLVED, that, in connection with the issuance and sale of said Bonds, the form, as submitted to the members, of the proposed documents set forth below, be, and the same hereby are, approved with such changes therein as shall be approved by the manager signing said documents on behalf of the Land Developer, the execution of said documents by such officer to be conclusive evidence of his approval thereof:

- (a) Land Lease Agreement between the Authority and the Land Developer.
- (b) Sale/Leaseback and Redevelopment Contract among the Authority, the Land Developer, and the Company.

FURTHER RESOLVED, that the Manager of the Land Developer is authorized and directed to execute and deliver said documents on behalf of and in the name of Land Developer.

FURTHER RESOLVED, that the Manager of Land Developer is authorized and directed to do and perform all such acts and things and to sign all such documents and certificates as may be necessary or advisable or convenient and proper to carry out the intent of the foregoing resolutions and fully to comply with the provisions of said documents.

* * * *

I further certify that said resolutions have not been modified, amended or repealed and are in full force and effect as of the date hereof.

900 BROADWAY KC LLC, a Missouri limited liability company,

By: _____

Name: Scott Pedersen

Title: Manager

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LAND CLEARANCE FOR REDEVELOPMENT AUTHORITY OF KANSAS CITY, MISSOURI

**\$38,000,000
TAXABLE INDUSTRIAL REVENUE BOND
(Hyatt House Hotel PROJECT)
SERIES 2019**

RECORDING MEMORANDUM

Real Estate Recordings

The following documents were recorded in the Office of Recorder of Deeds of Jackson County, Missouri, as follows:

Document	Date	Time	Document No.
Special Warranty Deed			
Memorandum of Land Lease Agreement			
Memorandum of Improvements Lease Agreement			
Sale /Leaseback and Redevelopment Contract			

The following document(s) were recorded in the Office of the Secretary of State of the State of Missouri, as follows:

<u>Document</u>	<u>Document No.</u>
UCC Financing Statement (Indenture)	

* * * *

INVESTMENT CERTIFICATE
(Exhibit B to Trust Indenture)

_____, 2019

Land Clearance for Redevelopment Authority of Kansas City, Missouri
Kansas City, Missouri

BOKF, N.A., as Trustee
Kansas City, Missouri

Re: \$38,000,000 Maximum Principal Amount of Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019

Ladies and Gentlemen:

The undersigned (the “Investor”) proposes to purchase \$38,000,000 maximum principal amount of the above-referenced bond (the “Bond”) issued pursuant to that certain Trust Indenture dated as of July 1, 2019 (the “Indenture”) between Land Clearance for Redevelopment Authority of Kansas City, Missouri and BOKF, N.A., Kansas City, Missouri, as trustee, the proceeds of which will be used to acquire the Project Improvements by the Authority, which will be leased to 900 Broadway KC Development Company LLC, a Missouri limited liability company, Oak Holdings, LLC, a Missouri limited liability company, and REMSK, LLC, a Missouri limited liability company, jointly and severally (collectively, the “Company”) pursuant to the Improvements Lease Agreement dated as of July 1, 2019 between the Authority and the Company (the “Lease”).

In order to induce the sale of the Bond to the Investor, and as a part of the consideration for the sale of the Bond, the Investor hereby represents, warrants and certifies to each of you as follows:

1. The Investor understands that the Bond has not been registered under the Securities Act of 1933, as amended (the “1933 Act”) or the securities laws of any state and will be sold to the Investor in reliance upon certain exemptions from registration and in reliance upon the representations and warranties of the Investor set forth herein.
2. The Investor has sufficient knowledge and experience in business and financial matters in general, and investments such as the Bond in particular, to enable the Investor to evaluate the risks involved in an investment in the Bond.
3. Investor has received all information from the Company that Investor has requested, has had all questions answered by appropriate officers of the Company, and, to the knowledge of Investor, has received all information necessary for Investor to evaluate the merits and risks of purchasing the Bonds.
4. Investor has received a copy of the Indenture and the Lease.

5. The Investor confirms that its investment in the Bond constitutes an investment that is suitable for and consistent with its investment program and that the Investor is able to bear the economic risk of an investment in the Bond, including a complete loss of such investment.

6. The Investor is purchasing the Bond solely for its own account for investment purposes only, and not with a view to, or in connection with, any distribution, resale, fractionalization, subdivision or other disposition thereof (subject to the understanding that disposition of Investor's property will remain at all times within its control).

7. The Investor agrees that it will only offer, sell, pledge, transfer or exchange any of the Bond it purchases (i) in accordance with an available exemption from the registration requirements of **Section 5** of the 1933 Act, (ii) in accordance with any applicable state securities laws, and (iii) in accordance with the provisions of the Indenture.

8. If the Investor sells any portion of the Bond, the Investor or its agent will obtain from any subsequent purchaser the same representations contained in this Investment Certificate and shall provide or cause to be provided such Investment Certificate to the Trustee and the Authority.

Very truly yours,

**900 BROADWAY KC DEVELOPMENT
COMPANY LLC,**
a Missouri limited liability company

By: _____
Name: _____
Title: _____

OAK HOLDINGS, LLC,
a Missouri limited liability company

By: _____
Name: _____
Title: _____

REMSK, LLC,
a Missouri limited liability company

By: _____
Name: _____
Title: _____

[FORM OF COMPANY COUNSEL'S OPINION]

July __, 2019

Land Clearance for Redevelopment Authority of
Kansas City, Missouri
Kansas City, Missouri

Rouse Frets White Goss Gentile Rhodes, P.C.
Kansas City, Missouri

BOKF, N.A., as Trustee
Kansas City, Missouri

Re: \$38,000,000 Maximum Principal Amount of Taxable Industrial Revenue Bond
(Hyatt House Hotel Project), Series 2019 of Land Clearance for Redevelopment Authority of Kansas
City, Missouri

Ladies and Gentlemen:

We have acted as counsel for 900 Broadway KC LLC, a Missouri limited liability company (“Land Developer”), and 900 Broadway KC Development Company LLC, a Missouri limited liability company, Oak Holdings, LLC, a Missouri limited liability company, and REMSK, LLC, a Missouri limited liability company, jointly and severally (collectively, the “Company”), and as such, we have examined the following in connection with the issuance and sale of the above-referenced Bond:

(a) Articles of Organization of the Land Developer, Operating Agreement of the Land Developer, minutes of the meetings of the members and resolution(s) of the Land Developer dated __, 2019;

(b) Articles of Organization of 900 Broadway KC Development Company LLC, Operating Agreement of 900 Broadway KC Development Company LLC, minutes of the meetings of the members and resolution(s) of 900 Broadway KC Development Company LLC dated __, 2019;

(c) Articles of Organization of Oak Holdings, LLC, Operating Agreement of Oak Holdings, LLC, minutes of the meetings of the members and resolution(s) of Oak Holdings, LLC dated __, 2019;

(d) Articles of Organization of REMSK, LLC, Operating Agreement of REMSK, LLC, minutes of the meetings of the members and resolution(s) of REMSK, LLC dated ___, 2019;

(e) Land Lease Agreement, dated as of July 1, 2019 (the "Land Lease Agreement"), between the Land Developer, as lessee, and Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority"), as lessor;

(f) Improvements Lease Agreement, dated as of July 1, 2019 (the "Improvements Lease Agreement"), between the Land Developer, as lessee, and Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority"), as lessor;

(g) Bond Purchase Agreement, dated as of July ___, 2019 (the "Purchase Agreement"), between the Authority and the Company, as Purchaser, and accepted by the Company;

(h) Sale/Leaseback and Redevelopment Contract, dated as of June 19, 2019 (the "Sale/Leaseback and Redevelopment Contract"), among the Authority, the Land Developer, and the Company;

(i) Special Warranty Deed dated the date set forth therein (the "Deed") from the Land Developer to the Authority.

(j) such other records and instruments of the Company, together with applicable certificates of public officials and such other documents as we deem relevant in rendering this opinion.

Based upon such examination, we are of the opinion that:

1. The Company has been duly organized and validly exists as a limited liability company in good standing under the laws of the State of Colorado and is authorized to conduct its business in the State of Missouri and is in good standing in the State of Missouri.

2. The Land Lease Agreement, the Improvements Lease Agreement, the Purchase Agreement, the Sale/Leaseback and Redevelopment Contract and the Deed (collectively, the "Developer Documents") have been duly authorized by all requisite action on the part of the Land Developer and the Company, respectively, and each such document has been duly executed and delivered by on behalf of the Land Developer and the Company by duly authorized officers of the Land Developer and the Company, respectively, and constitute the Land Developer's and the Company's respective valid and binding obligations, enforceable in accordance with their respective terms (except as such enforceability may be limited by any bankruptcy, insolvency, moratorium, reorganization or other laws affecting creditors' rights generally).

3. The execution, delivery and compliance with the provisions of the Developer Documents by the Land Developer and the Company have not and will not (with the passage of time or the giving of notice, or both) result in or constitute a breach of or default under any indenture, mortgage, deed of trust, lease or other agreement or instrument to which the Land Developer or the Company is a party or by which it or any of its property is bound, or violate any provision of the Articles of Organization or Operating Agreement of the Land Developer or the Company, or of any constitutional or statutory

provision, or of any order, rule or regulation of any court or governmental authority applicable to the Company or its property.

4. All consents, approvals, authorizations or orders of, or registrations or filings with, any court or governmental agency or body required with respect to the Land Developer and the Company for the valid execution and delivery by the Land Developer and the Company of, or the performance of its obligations under, the Developer Documents have been obtained or made.

5. There is no action, suit or other proceeding pending or, to the best of our knowledge, threatened against the Land Developer or the Company, at law or in equity or before any governmental authority, which might adversely affect the validity or enforceability of the Developer Documents or the ability of the Land Developer or the Company to perform its obligations under the Developer Documents, or which might adversely affect the condition, financial or otherwise, of the Land Developer or the Company.

Very truly yours,

[FORM OF OPINION OF BOND COUNSEL]

July __, 2019

Land Clearance for Redevelopment Authority of Kansas City, Missouri
Kansas City, Missouri

900 Broadway KC LLC
Boulder, Colorado

900 Broadway KC Development Company LLC
Boulder, Colorado

Oak Holdings, LLC
Boulder, Colorado

REMSK, LLC
Boulder, Colorado

BOKF, N.A., as Trustee
Kansas City, Missouri

Re: \$38,000,000 Maximum Principal Amount of Taxable Industrial Revenue Bond
(Hyatt House Hotel Project), Series 2019 of Land Clearance for Redevelopment Authority of Kansas
City, Missouri

Ladies and Gentlemen:

We have acted as Bond Counsel in connection with the issuance by Land Clearance for Redevelopment Authority of Kansas City, Missouri (the "Authority"), of its Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019, in the maximum principal amount of \$38,000,000 (the "Bond"). The Bond will bear interest, will mature and will be subject to redemption and payment prior to maturity as set forth in the hereinafter referred to Indenture. The principal of and interest on the Bond are payable at the principal office of BOKF, N.A., as trustee (the "Trustee") or as otherwise provided for in the Indenture.

The Bond has been authorized and issued under and pursuant to Section 100.300 *et seq.* of the Revised Statutes of Missouri, as amended (the "Act"), and the Indenture for the purpose of providing funds to pay part of the costs of acquiring, constructing, improving and installing the Project described in the Indenture (the "Project").

We have examined a certified transcript of proceedings relating to the authorization and issuance of the Bond, which transcript includes, among other documents and proceedings, the following:

- (i) Resolution adopted by the Authority on June 19, 2019 authorizing the issuance of the Bond (the “Bond Resolution”);
- (ii) Trust Indenture dated as of July 1, 2019 (the “Indenture”), between the Authority and the Trustee.
- (iii) Land Lease Agreement dated as of July 1, 2019 (the “Land Lease Agreement”), between the Authority and 900 Broadway KC LLC, a limited liability company organized and existing under the laws of the State of Missouri (the “Land Developer”).
- (iv) Improvements Lease Agreement dated as of July 1, 2019 (the “Improvements Lease Agreement”), among the Authority and 900 Broadway KC Development Company LLC, a limited liability company organized and existing under the laws of the State of Missouri, Oak Holdings, LLC, a limited liability company organized and existing under the laws of the State of Missouri, and REMSK, LLC, a limited liability company organized and existing under the laws of the State of Missouri, jointly and severally (collectively, the “Company”).
- (v) Sale/Leaseback and Redevelopment Contract dated as of June 19, 2019 (the “Sale/Leaseback and Redevelopment Contract”), among the Authority, the Land Developer, and the Company.
- (vi) Bond Purchase Agreement dated as of July __, 2019 (the “Bond Purchase Agreement”) between the Authority and the Company, as purchaser of the Bond, and accepted by the Company.
- (vii) Special Warranty Deed from the Land Developer to the Authority.
- (viii) such other records and instruments of the Authority, together with applicable certificates of public officials and such other documents as we deem relevant in rendering this opinion.

As to questions of fact material to our opinion, we have relied upon the certified proceedings and other certifications of public officials and others furnished to us without undertaking to verify the same by independent investigation.

We have also examined the Constitution and statutes of the State of Missouri, insofar as the same relate to the authorization and issuance of the Bond and the authorization, execution and delivery of the Indenture, Improvements Lease Agreement, the Sale/Leaseback and Redevelopment Contract and the Bond Purchase Agreement (collectively, the “Bond Documents”).

Reference is made to the opinion of Polsinelli PC, counsel to the Company, of even date herewith with respect to, among other matters, (a) the due organization of the Land Developer and the Company, (b) the good standing and qualification to do business of the Land Developer and the Company, (c) the power of the Company to enter into and perform its obligations under the respective Bond Documents to which it is a party, (d) the power of the Land Developer to enter into and perform its obligations under the Land Lease Agreement and the Sale/Leaseback and Redevelopment Contract; (e) the due authorization, execution and delivery of the respective Bond Documents to which the Company is a party and the

binding effect and enforceability thereof against the Company; and (f) the due authorization, execution and delivery of the Land Lease Agreement and the Sale/Leaseback and Redevelopment Contract and the binding effect and enforceability thereof against the Land Developer.

Based upon such examination, we are of the opinion, as of the date hereof, as follows:

1. The Authority is a public body corporate and politic of the State of Missouri and has lawful power and authority to issue the Bond and to enter into the Bond Documents and the Land Lease Agreement and to perform its obligations thereunder.

2. The Bond Resolution has been duly adopted by the Authority and is in full force and effect and has not been repealed or amended by the Authority.

3. The Bond is in proper form and has been duly authorized in accordance with the Constitution and statutes of the State of Missouri, including the Act, and constitutes a valid and legally binding special obligation of the Authority.

4. The Bond has been duly authorized, executed and delivered by the Authority and is a valid and legally binding special obligation of the Authority, payable solely from the payments made by Company under the Improvements Lease Agreement and from other funds held by the Trustee and pledged under the Indenture. The Bond does not constitute a general obligation of the Authority or the State of Missouri, and neither the Authority nor said State shall be liable thereon, and the Bond shall not constitute an indebtedness within the meaning of any constitutional or statutory debt limitation or restriction, and is not payable in any manner by taxation

5. The Bond Documents and the Land Lease Agreement have been duly authorized, executed and delivered by the Authority and constitute valid and legally binding agreements of the Authority enforceable against the Authority in accordance with the respective provisions thereof.

6. Based upon the representations and warranties contained in the Investment Certificate dated as of the date hereof, the Bond (including any securities underlying the Bond) is exempt from registration under the Securities Act of 1933, as amended, and the Indenture is exempt from qualification pursuant to the Trust Indenture Act of 1939, as amended.

We have not undertaken nor have we been engaged to review the accuracy, completeness or sufficiency of any offering material relating to the Bond and we express no opinion relating thereto.

The rights of the owners of the Bond and the enforceability of the Bond, the Indenture and the Improvements Lease Agreement may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted and their enforcement may be subject to the exercise of judicial discretion in accordance with general principles of equity.

We express no opinion as to the compliance of the Project with any applicable legal requirements, including, but not limited to, environmental and health laws, land use, building codes, zoning codes, or other governmental, quasi-governmental or planning requirements.

This opinion is given as of its date, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may come to our attention or any changes in law that may occur after the date of this opinion.

Very truly yours,

**INFORMATION TO BE INCLUDED
IN UCC FORM-1
(Bond Trust Indenture)**

INDENTURE:

(filed with Secretary of State of the State of Missouri)

1. Debtor:

- 1a. Organization's Name: Land Clearance for Redevelopment
Authority of Kansas City, Missouri
- 1c. Mailing Address: 1100 Walnut, Suite 1700
Kansas City, MO 64106
- 1e. Type of Organization: public body corporate and politic
- 1f. Jurisdiction of Organization: State of Missouri

3. Secured Party:

- 3a. Organization's Name: BOKF, N.A., as
Trustee
- 3c. Mailing Address: _____
Kansas City, Missouri _____
ATTN: Corporate Trust Department

4. This Financing Statement covers the following collateral:

The property included in the Trust Estate under that certain Trust Indenture dated as of July 1, 2019, between Debtor and Secured Party, relating to the issuance of the Debtor's Taxable Industrial Revenue Bond (Hyatt House Hotel Project), Series 2019, as the same may be amended from time to time, and products and proceeds thereof, including without limitation accounts, general intangibles, investment property, chattel paper, deposit accounts and instruments.