

**RESOLUTION OF THE LAND CLEARANCE FOR REDEVELOPMENT AUTHORITY OF KANSAS CITY, MISSOURI; APPROVING A NON-DISTURBANCE AND ATTORNMENT AGREEMENT RELATED TO A SUBLEASE; AND AUTHORIZING OTHER RELATED ACTIONS.**

**WHEREAS**, the Land Clearance for Redevelopment Authority of Kansas City, Missouri (“Authority”) is a public body corporate and politic created by the Land Clearance for Redevelopment Authority Law, Section 99.300, *et seq.*, RSMo (“LCRA Law”), and is transacting business and exercising the powers granted by the LCRA Law by virtue of Committee Substitute for Ordinance No. 16120, duly passed by the City Council (“City Council”) of the City of Kansas City, Missouri (the “City”), November 21, 1952; and

**WHEREAS**, the Authority owns the property known as the Linwood Square Shopping Center generally located on the east side of Prospect Avenue between E. 30<sup>th</sup> Street on the north and E. Linwood Boulevard on the south and as legally described in the attached Exhibit A (“Property”); and

**WHEREAS**, the Authority and Linwood Center Redevelopment Company, LLC, a Missouri limited liability company (“Redeveloper”), are parties to (i) the Ground Lease dated February 14, 1992 and recorded as Document No. 1992K1014675 (the “Ground Lease”), and (ii) the Redevelopment Contract dated February 14, 1992 and recorded as Document No. 1992K1014676 (the “Redevelopment Contract”), as the Ground Lease and the Redevelopment Contract were amended by the Assignment, Assumption and Amendment of Ground Lease and Redevelopment Contract dated January 31, 2017 and recorded as Document No. 2017E0014976; and

**WHEREAS**, the Redevelopment Contract was amended by the Amendment to Assignment, Assumption and Amendment of Ground Lease and Redevelopment Contract dated January 23, 2019 and recorded as Document No. 2019E0008487, and by the Amendment to Assignment, Assumption and Amendment of Ground Lease and Redevelopment Contract dated June 19, 2019 and recorded as Document No. 2019E0054122; and

**WHEREAS**, the Ground Lease was amended by the Amendment to Ground Lease and Estoppel Agreement dated September 26, 2019, as evidenced by the Memorandum of Amendment to Ground Lease and Estoppel Agreement dated September 26, 2019, and recorded as Document No. 2019E0078169; and

**WHEREAS**, the Property and the Project are located within the Linwood-Prospect Urban Renewal Area, as described in the Linwood-Prospect Urban Renewal Plan; and

**WHEREAS**, in connection with the Redeveloper’s rehabilitation of the Linwood Square Shopping Center, the Redeveloper seeks to enter into a sublease with Project Titan, LLC, a Delaware limited liability company, dba Archwell Health (“Archwell Health”), and Archwell Health has requested that the Redeveloper and the Authority enter into a Non-Disturbance and Attornment Agreement (“NDA”) related to the sublease; and

**WHEREAS**, the Authority desires to approve the NDA in substantially the form attached hereto as Exhibit B.

**NOW, THEREFORE, BE IT RESOLVED, BY THE BOARD OF COMMISSIONERS OF THE LAND CLEARANCE FOR REDEVELOPMENT AUTHORITY OF KANSAS CITY, MISSOURI, AS FOLLOWS:**

**Section 1.** The Authority approves the NDA in substantially the form attached as Exhibit B, subject to such changes, additions or deletions as the officers authorized to execute and deliver such document, upon the advice of legal counsel, may deem necessary or desirable to carry out the intent of this Resolution.

**Section 2.** Each of the Chairman, Vice Chairman and Executive Director is authorized and directed to execute and deliver the NDA for and on behalf of the Authority, and such officer's execution of the NDA shall be conclusive evidence of their approval thereof.

**Section 3.** Each of the Chairman, Vice Chairman and Executive Director is authorized to take such other actions and to execute and deliver such certificates, affidavits, or other documents as may be deemed necessary or desirable to carry out the intent of this Resolution.

**Section 4.** This Resolution shall take effect and be in full force immediately after its adoption by the Authority.

**ADOPTED** by the Land Clearance for Redevelopment Authority of Kansas City, Missouri this 24<sup>th</sup> day of February, 2021.

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

By: \_\_\_\_\_  
Rob Gardner, Chairman

ATTEST:

\_\_\_\_\_  
Daniel Moye, Secretary

Exhibit A

**Legal Description**

**Tract 1:**

Lot 1, CDC-KC Linwood Square 1<sup>st</sup> Plat, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

**Tract 2:**

Lot 1, CDC-KC Linwood Square 2<sup>nd</sup> Plat, a subdivision in Kansas City, Jackson County, Missouri, according to the recorded plat thereof.

Exhibit B

**Non-Disturbance and Attornment Agreement**