

ESTOPPEL CERTIFICATE

[December __], 2021

Reference is hereby made to that certain Intercreditor Agreement January 18, 2018 (the “Intercreditor Agreement”), by and among Wells Fargo Bank, National Association, in its capacity as Administrative Agent (“Senior Agent”), BOKF, N.A., in its capacity as trustee for the Bonds (as defined therein) (“Bond Trustee”), the City of Kansas City, Missouri (the “City”), the Land Clearance for Redevelopment Authority of Kansas City, Missouri, a public body corporate and politic, duly organized and existing under the laws of the State of Missouri (the “LCRA”), the Tax Increment Financing Commission of Kansas City, Missouri (the “Commission”), The Kansas City Convention Center Headquarters Hotel Community Improvement District (“CID”), NBH Bank, a Colorado state-chartered bank (“NBH”), KC Hotel Property Owner, LLC, a Delaware limited liability company (“Owner”), LH KC Operating Company, LLC, a Delaware limited liability company (“Operator”), KC Hotel Developers, LLC, a Missouri limited liability company (“Development Manager”) and Loews Hotels Holding Corporation, a Delaware corporation (“Guarantor”), and acknowledged by The Convention and Visitors Bureau of Greater Kansas City d/b/a Visit KC, a Missouri 501(c)(6) organization (the “CVB”). Initially capitalized terms not otherwise defined herein shall have the meanings given such terms in the Declaration.

Owner has requested an extension of the Senior Loan and a modification of certain of the Senior Loan Documents. Senior Agent and Senior Lenders have agreed to such request on the condition that the parties hereto execute and deliver this Estoppel Certificate.

In consideration of the foregoing, each of the undersigned do hereby certify to Senior Agent and Senior Lender and their respective successors and assigns, as of the date hereof, on their own behalf and not on behalf of any other party hereto, with respect only to the Specified Documents to which each of the undersigned is a party or a third party beneficiary, as follows:

1. The Specified Documents are in full force and effect according to their original terms and have not been assigned, modified, or amended in any way except as expressly described in the Intercreditor Agreement, and except to the extent that any Specified Document has been terminated as a result of performance in full by the parties thereto.
2. To the knowledge of each of the undersigned, there are no violations of the Specified Documents by any party thereto and there are no facts that, with the giving of notice or the passage of time or both, would constitute such a violation or an event of default thereunder.
3. There are currently no known offsets or defenses to the enforcement of the Specified Documents in accordance with their respective terms.

(remainder of page intentionally left blank)

IN WITNESS WHEREOF, the parties hereto have entered this Estoppel Certificate as of the date first written above.

BOND TRUSTEE:

BOKF, N.A.

By: _____
Name: _____
Title: _____

(signatures continue on following page)

CITY:

CITY OF KANSAS CITY, MISSOURI

By: _____
Name: Randall Landes
Title: Director of Finance

Approved as to form:

Associate City Attorney

(signatures continue on following page)

LCRA:

LAND CLEARANCE FOR REDEVELOPMENT AUTHORITY OF KANSAS CITY,
MISSOURI

By: _____
Name: Daniel Moye
Its: Executive Director

(signatures continue on following page)

COMMISSION:

TAX INCREMENT FINANCING COMMISSION OF KANSAS CITY, MISSOURI

By: _____
Name: _____
Its: _____

(signatures continue on following page)

CID:

THE KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY
IMPROVEMENT DISTRICT

By: _____
Name: _____
Its: _____

(signatures continue on following page)

NBH:

NBH BANK,
a Colorado state-chartered bank

By: _____
Name: Brian Martorella
Its: Director

(signatures continue on following page)

OWNER:

KC HOTEL PROPERTY OWNER, LLC,
a Delaware limited liability company

By: _____
Name: Matthew L. Brenner
Its: Senior Vice President, Chief Financial Officer

OPERATOR:

LH KC OPERATING COMPANY, LLC,
a Delaware limited liability company

By: _____
Name: _____
Its: _____

DEVELOPER:

KC HOTEL DEVELOPERS, LLC,
a Delaware limited liability company

By: _____
Name: _____
Its: _____

GUARANTOR:

LOEWS HOTELS HOLDING CORPORATION,
a Delaware corporation

By: _____
Name: Matthew L. Brenner
Its: Senior Vice President, Chief Financial Officer

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