

AN ORDINANCE APPROVING FOURTH AMENDMENT TO MASTER DEVELOPMENT AGREEMENT BETWEEN THE CITY OF NORTH KANSAS CITY, MISSOURI AND NORTH KANSAS CITY DESTINATION DEVELOPERS, LLC REGARDING THE ARMOUR ROAD REDEVELOPMENT AREA ("ONE NORTH").

WHEREAS, the City of North Kansas City, Missouri (the "**City**") is a body corporate, a third class city and political subdivision of the State of Missouri, duly created, organized and validly existing under and by virtue of the Constitution and laws of the State of Missouri; and

WHEREAS, by the passage of Ordinance No. 8820 on May 17, 2016, the City authorized and approved a certain Master Development Agreement between the City and North Kansas City Destination Developers, LLC (the "**Developer**") affecting, in part, certain real property identified as the Armour Road Redevelopment Area and now known as "One North"; and

WHEREAS, the City subsequently approved three amendments to the Master Developer Agreement, *viz.*, (1) the First Amendment to Master Development Agreement (the "**First Amendment**") by passage of Ordinance No. 8975 on April 4, 2017; (2) the Second Amendment to Master Development Agreement (the "**Second Amendment**") by passage of Ordinance No. 9080 on April 4, 2018; and (3) the Third Amendment to Master Development Agreement (the "**Third Amendment**") by passage of Ordinance No. 9115 on September 19, 2018 [the Master Development Agreement, the First, Second and Third Amendments shall be collectively referred to in this ordinance as the "**Development Agreement**";] and

WHEREAS, the parties have agreed to amend the Development Agreement for the sole purpose of extending the Project Component deadline for the Apartment Component and the Hotel Component to March 1, 2019.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF NORTH KANSAS CITY, MISSOURI, AS FOLLOWS:

Section 1. Approving Fourth Amendment to Master Development Agreement. The City Council does hereby find and determine that it is in the best interest of the City and its citizens to approve the Fourth Amendment to Master Development Agreement (the "**Fourth Amendment**") affecting property within the Armour Road Redevelopment Area (a/k/a "One North"). A copy of the Fourth Amendment is attached hereto, marked "**Exhibit 1**" and is incorporated herein by reference. The Mayor, City Clerk and City Counselor are hereby authorized and directed to execute the Fourth Amendment on behalf of the City. The provisions of the Fourth Amendment are hereby approved by the City Council of the City of North Kansas City, Missouri.

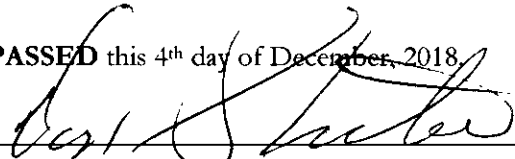
Section 2. Further Authority. The City shall, and the mayor, city clerk, legal counsel, city officials and employees of the City are hereby authorized and directed to take such further action, and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Ordinance.

Section 3. Severability. The sections, paragraphs, sentences, clauses, and phrases of this Ordinance shall be severable. In the event that any such section, paragraph, sentence, clause, or phrase of this Ordinance is found by a court of competent jurisdiction to be invalid, the remaining

portions of this Ordinance are valid, unless the court finds the valid portions of this Ordinance are so essential to and inseparably connected with and dependent upon the void portion that it cannot be presumed that the City has enacted the valid portions without the void ones, or unless the court finds that the valid portions, standing alone, are incomplete and are incapable of being executed in accordance with the legislative intent.

Section 4. Governing Law. This Ordinance shall be governed exclusively by and construed in accordance with the applicable laws of the State of Missouri.

Section 5. Effective Date. This Ordinance shall be in full force and effect, after compliance with all governing laws, rules, and regulations, upon passage by the City Council and approval by the Mayor.

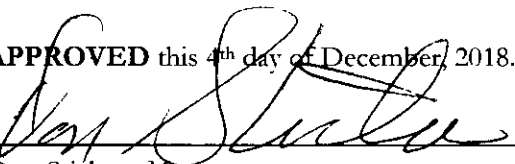
PASSED this 4th day of December, 2018.


Don Stielow, Mayor

ATTEST:

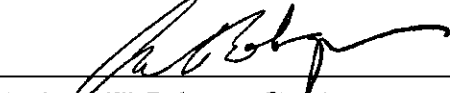


Crystal Doss, City Clerk

APPROVED this 4th day of December, 2018.


Don Stielow, Mayor

APPROVED AS TO FORM:



Anthony W. Bologna, City Attorney



Thomas E. Barzee, Jr., City Counselor

EXHIBIT "1"

FOURTH AMENDMENT TO MASTER DEVELOPMENT AGREEMENT

THIS FOURTH AMENDMENT TO MASTER DEVELOPMENT AGREEMENT (this "**Amendment**") is entered into this 5th day of December, 2018, by and between the **CITY OF NORTH KANSAS CITY, MISSOURI**, a municipal corporation duly organized under the laws of the State of Missouri (the "**City**"), and **NORTH KANSAS CITY DESTINATION DEVELOPERS, LLC**, a Missouri limited liability company (the "**Developer**"), with Developer and the City each referred to herein as a "**Party**" and collectively the "**Parties**."

WHEREAS, the Parties entered into a certain Master Development Agreement dated as of May 17, 2016, as amended by that certain First Amendment to Master Development Agreement dated April 4, 2017, as further amended by that certain Second Amendment to Master Development Agreement dated April 4, 2018, as further amended by that certain Third Amendment to Master Development Agreement dated September 20, 2018 (as amended, the "**Development Agreement**"), which memorialized certain rights and obligations of each Party in relation to the development of a mixed use development in the City limits, more particularly described therein and referenced herein as the "**Project**".

WHEREAS, capitalized terms not otherwise defined or redefined herein shall have the same meaning as provided in the Development Agreement.

WHEREAS, the Parties desire to amend the Development Agreement for the purpose of extending the term set forth therein for entering into a Component Development Agreement with certain Component Developers.

NOW THEREFORE, for mutual consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Project Component Extension. The first sentence of Section 3.06(A) is hereby replaced in its entirety by the following:

"On or before March 1, 2019, Developer shall enter into a Component Development Agreement with a Component Developer for each of the Hotel and Apartment Project Components."

2. No Modification. Except as specifically modified by this Amendment, each and every other term and condition of the Development Agreement shall remain unchanged and in full force and effect without modification.

3. Counterparts. This Amendment may be executed in counterparts, each of which shall be deemed an original but all of which, taken together, shall constitute one and the same instrument. Each Party may rely upon electronic mail counterparts of this Amendment signed by the other Party with the same effect as if such Party had received an original counterpart signed by such other Party.

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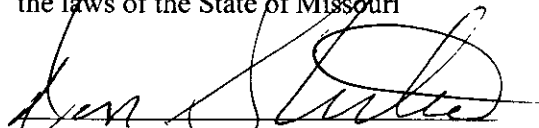
IN WITNESS WHEREOF, the City and the Developer have duly executed this Amendment pursuant to all requisite authorizations as of the date first above written.



[SEAL]

**CITY OF NORTH KANSAS CITY,
MISSOURI,**

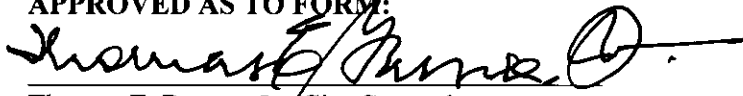
a municipal corporation duly organized under
the laws of the State of Missouri


Don Stielow, Mayor

ATTEST:

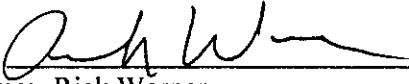

Crystal Ross, City Clerk

APPROVED AS TO FORM:


Thomas E. Barzee, Jr., City Counselor

DEVELOPER:

**NORTH KANSAS CITY DESTINATION
DEVELOPERS, LLC,**
a Missouri limited liability company

By: 
Name: Rick Wörner
Title: Manager

MEMORANDUM

TO: Mayor and City Council

FROM: Thomas E. Barzee, Jr., *City Counselor*

cc: Eric Berlin, *City Administrator*
Steve Sparks, BRYAN CAVE LEIGHTON PAISNER (*City outside legal counsel*)
Matt Webster, GEORGE K. BAUM & COMPANY (*City financial adviser*)

RE: *Armour Road Redevelopment Area—Consideration of Fourth Amendment to Master Development Agreement between the City and North Kansas City Destination Developers LLC*

DATE: December 4, 2018

PURPOSE: The City of North Kansas City, Missouri (the “**City**”) and North Kansas City Destination Developers, LLC (the “**Developer**”) entered into a Master Development Agreement (the “**MDA**”) on May 17, 2016, regarding the redevelopment of the Armour Road Redevelopment Area into a mixed use area. The MDA has subsequently been amended on three prior occasions, *viz.*, on (1) April 4, 2017—the First Amendment to the MDA was approved by the parties; (2) April 4, 2018—the Second Amendment to the MDA was approved; and (3) September 20, 2018—the Third Amendment to the MDA was approved (collectively as amended, the “**Development Agreement**”). The purpose of the accompanying ordinance, if duly passed by the City Council and approved by the Mayor, is to approve the Fourth Amendment to the MDA (“**Fourth Amendment**”) between the parties.

The Development Agreement presently provides that “[o]n or before December 31, 2018, Developer shall enter into a Component Development Agreement with a Component Developer for each of the Hotel and Apartment Project Components.” Progress has continued to be made with respect to the Hotel and Apartment components of the project. Architectural and engineering plans for both the Apartment and the Hotel components have been submitted to and approved by the City. Inasmuch as there are some outstanding matters which involve financing that remain to be finalized by the Developer and the Component Developers, there is a request by the Developer to amend the Development Agreement by extending the deadline from December 31, 2018, to March 1, 2019—essentially, a two month extension.

City Staff recommends passage of the ordinance amending the Development Agreement. Please let me know if you have any questions or comments.