

FIRST AMENDMENT TO DEVELOPMENT AGREEMENT

THIS FIRST AMENDMENT TO DEVELOPMENT AGREEMENT (“**Amendment**”) is made as of January 22, 2019, between the **CITY OF OLATHE, KANSAS**, a municipal corporation duly organized under the laws of the State of Kansas as a city of the first class (“**City**”) and **HOLMES 111, LLC**, a Missouri limited liability company authorized to do business in the State of Kansas (“**Developer**”).

WHEREAS, City and Developer did enter into that certain Development Agreement dated August 11, 2017 (the "**Agreement**") relating to the Olathe Station Redevelopment project (therein defined as the "**Project**"), which the City and Developer desire to amend.

NOW, THEREFORE, in consideration of the foregoing, and of the mutual covenants and agreements herein contained, and other good and valuable consideration, the receipt and sufficient of which are hereby acknowledged, the City and Developer hereby agree as follows:

1. **Section 4.05 (H)** of the Agreement is hereby amended to read as follows:

“Section 4.05. Project Zoning, Planning, Platting and Construction.

H. **Hotel.** The flag of any hotels constructed within the Project shall be approved by the City, which consent will not be unreasonably withheld, conditioned or delayed. Any change in hotel flag for any hotels during the CID Term must be approved by the City, whose consent will not be unreasonably withheld, conditioned or delayed.”

2. **Exhibit F** to the Agreement is hereby replaced with the version of **Exhibit F** which is attached hereto and incorporated by reference herein.
3. Except as expressly amended herein, all remaining terms, provisions and conditions of the Agreement shall remain in full force and effect as modified hereby. In the event that any terms or conditions of the Agreement conflict with this Amendment, the terms and conditions of this Amendment shall control.
4. This Amendment may be executed in any number of counterparts, all of which shall be deemed an original and all of which shall be construed together as one document. This Amendment may be delivered by facsimile or electronic (PDF) transmission, and hand signatures transmitted by such means will be deemed binding signatures to this Amendment.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, City and Developer have caused this Amendment to be executed the day and year first above written.

CITY:

CITY OF OLATHE, KANSAS,
a Municipal corporation

By: _____
Michael E. Copeland, Mayor

DEVELOPER:

HOLMES 111, LLC,
a Missouri limited liability company

By: _____
Eric Gonsler, Manager

[This is signature page to First Amendment to Development Agreement.]

EXHIBIT F

PRELIMINARY SITE PLAN

