

**ESTOPPEL CERTIFICATE**

[November \_\_], 2024

Reference is hereby made to that certain Intercreditor Agreement dated 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 Intercreditor Agreement.

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 provided for in the Intercreditor Agreement, except with respect to that certain First Amendment to Trust Indenture dated as of September 1, 2021 which modifies the Series A Bond Indenture, and except with respect to that certain First Amendment to Trust Indenture dated as of September 1, 2021 which modifies the Series B Bond Indenture, and except with respect to the Agreement Between Authority and Trustee for Compilation of Additional Information for Voluntary Disclosure Under Continuing Disclosure Agreement dated as of January 1, 2024, between LCRA and Bond Trustee, pursuant to Section 7 of the Continuing Disclosure Agreement relating to the Series 2018B Bonds, 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 actual 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. To the actual knowledge of each of the undersigned, there are currently no 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: Tammy Queen  
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: Heather A. Brown  
Its: Executive Director

(signatures continue on following page)

**CID:**

THE KANSAS CITY CONVENTION CENTER HEADQUARTERS HOTEL COMMUNITY  
IMPROVEMENT DISTRICT

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

(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: \_\_\_\_\_

**GUARANTOR:**

LOEWS HOTELS HOLDING CORPORATION,  
a Delaware corporation

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

(signatures end)