

EXTINGUISHMENT OF RIGHTS CONTAINED IN DEVELOPMENT AGREEMENT OF AUGUST 8, 2008 AND ALL SUBSEQUENT AMENDMENTS BETWEEN THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT AND CENTER CITY MASTER DEVELOPER, INC.

WHEREAS, Louisville/Jefferson County Metro Government ("Louisville Metro") and Center City Master Developer, Inc. ("Cordish") entered into an Development Agreement on August 8, 2008 subsequently amended by the First Amendment to Development Agreement, dated February 9, 2009 and modified by an Amended and Restated Memorandum of Understanding, dated August 8, 2011 and the New Project LOI dated February 14, 2014 (collectively, the "Agreements");

WHEREAS, Cordish has assigned any and all of its rights pursuant to the Agreements to Omni Louisville, LLC;

WHEREAS, Omni Louisville, LLC and Louisville Metro desire to extinguish any and all existing rights pursuant to the Agreements and enter into a separate Development Agreement regarding a Hotel and Retail Development located on the Water Company Block;

NOW, THEREFORE, Louisville Metro and Omni Louisville, LLC agree as follows:

All rights Cordish possessed and assigned to Omni Louisville, LLC pursuant to the Agreements are hereby extinguished and cease to exist.

HAVE SEEN AND AGREE TO:

OMNI LOUISVILLE, LLC

LOUISVILLE METRO

BY:

BY:

TITLE:

TITLE:

Chief of Staff

DATE:

DATE:

December 9, 2014

APPROVED AS TO FORM AND LEGALITY:

Michael J. O'Connell, Jefferson County Attorney

By: *Ann P. Kubala*

DATE: 12-5-2014