

outer walls of the convention center/parking structure and to construct improvements thereon, provided such construction does not in any way adversely affect the structural integrity of the enclosed space, and does not exceed a height of 40 feet (the 40-foot height limitation has no application to the improvements to be constructed within the air rights to be conveyed in fee simple). Hyatt agrees to consult with the City prior to such use, other than the hotel, and receive approval of the City Building Department.

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Section 8. For the first 20 years of the Project, Hyatt shall pay to the City an minimum amount of \$700,000, in annual amounts of \$35,000 payable in equal monthly installments, the first payment shall be due within thirty (30) days after the project is completed and occupied ("Minimum Rental"). The obligation to pay minimum rental shall be subordinated to any first mortgage(s) placed by Hyatt on The Project, but shall not be subordinated to any other obligation.

As additional consideration to the City, Hyatt shall pay the sum of \$1,100,000, payable in 20 equal annual installments out of "available cash flow" as defined herein ("Cash Flow Rental").

"Available cash flow" from The Project shall be determined on an annual basis, and additional payment from cash flow shall be payable to the City on the 1st of the fourth month following each 12-month period. Available cash flows shall consist of the gross operational income from The Project for a 12-month period ("the year") less (i) all sums required for the operation of all facets of The Project including reasonable personnel expenses, utilities, replacement of the equipment, furniture and fixtures (FF&E) and any other equipment and reasonable reserve therefore, insurance, maintenance, security, supplies, and other expenses reasonably and fairly attributable to the operation of such facilities; and (ii) payment of interest and principal installments on any loan secured by first mortgages on any portion of The Project. Hyatt shall annually provide the City with certified audits, and such other documentation as the City may reasonably request, for the purpose of determining available cash flow.

To the extent the "available cash flow" in any such year is less than \$110,000 the "available cash flow" shall be divided equally between

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