

EXCLUSIVE INTENT TO NEGOTIATE AGREEMENT

This EXCLUSIVE INTENT TO NEGOTIATE AGREEMENT ("Agreement") is made as of the ____ day of _____, 20__ (the "Effective Date"), by and between **CITY OF ORLANDO, FLORIDA**, a municipal corporation of the State of Florida (the "City"), and **ORLANDO SPORTS HOLDINGS, LLC**, a Delaware limited liability company (the "Team").

RECITALS

WHEREAS, on October 7, 2013, the City and the Team (the "Parties") entered into a Memorandum of Understanding outlining the terms under which a new soccer stadium would be constructed in Orlando, Florida and operated by the City for the purpose of hosting a variety of sports and entertainment events, including home games for a then-proposed new Major League Soccer team; and

WHEREAS, in 2013, Major League Soccer, the highest level of professional soccer in the United States, awarded the Team the Major League Soccer's 21st franchise; and

WHEREAS, on February 24, 2014, the City and the Team entered into a Soccer Stadium Use Agreement requiring the Team to play its home Major League Soccer games in a stadium to be built by the Parties within the City of Orlando; and

WHEREAS, on March 31, 2014, the City and the Team entered into a Project Construction Agreement, with respect to the design, construction, financing, use and operation of a new Soccer Stadium (as defined in the Agreement) in the City of Orlando; and

WHEREAS, the Team intends to begin Major League Soccer competition during the 2015 season;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and other good and valuable consideration, the Parties hereby agree as follows:

1. Incorporation of Recitals; General Provisions. The foregoing recitals are true and correct and are incorporated herein by this reference.
2. Exclusive Intent to Negotiate by the City. It is the exclusive intent of the City to negotiate in this state with the Team, for the location of a new Major League Soccer team to play its home games in a stadium constructed in the City of Orlando on property owned by the City. This commitment will extend throughout the term of the above referenced Soccer Stadium Use Agreement.
3. Exclusive Intent to Negotiate by the Team. It is the exclusive intent of the Team to negotiate in this state with the City, for the location of a new Major League Soccer Team to play its home games in a stadium constructed in the City of Orlando on property owned by the City. This commitment will extend throughout the term of the above referenced Soccer Stadium Use Agreement.

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City of Orlando, Florida,

Mayor

ATTEST:

Alana C. Brenner, City Clerk

(SEAL)

APPROVED AS TO FORM AND LEGALITY
for the use and reliance of the
City of Orlando, Florida only.

_____, 2014

City Attorney
Orlando, Florida

**ORLANDO SPORTS HOLDINGS, LLC, a
Delaware limited liability company**

By: _____
Print Name: _____
Title: _____

STATE OF FLORIDA)
COUNTY OF ORANGE)

PERSONALLY APPEARED before me, the undersigned authority, _____, [] well known to me or [] who has produced his/her _____ as identification, and known by me to be the _____ of Orlando Sports Holdings, LLC, on behalf of the limited liability company before me that he executed the foregoing instrument on behalf of said corporation as its true act and deed, and that he was duly authorized to do so.

WITNESS my hand and official seal this ____ day of _____, 201__.

NOTARY PUBLIC
Print Name: _____
My Commission Expires: _____