CITY OF JACKSONVILLE/GATOR BOWL SPORTS MEMORANDUM OF UNDERSTANDING December 5, 2019

This Memorandum of Understanding ("MOU") is made and entered into by and between the City of Jacksonville ("COJ") and Gator Bowl Sports ("GBS") regarding the presentation and operation of the 2020 Gator Bowl Classic football game to be played on January 2, 2020 in accordance with the amended and restated lease initially dated October 26, 1994 and amended for the 8th time on March 14, 2019.

Whereas the COJ has an obligation to install at its sole cost and expense, a total of 2,082 temporary seats in TIAA Bank Field to be included in the manifest of tickets to be sold by GBS for the Gator Bowl Game, GBS will relieve the COJ of this obligation to install the temporary seats for the 2020 game.

This accommodation is made with the understanding that the COJ will ensure reimbursement to GBS for the lost ticket revenue as these seats will not be included in the saleable manifest. In addition to reimbursement for the lost ticket revenue, the COJ will ensure reimbursement to GBS for lost net revenue for concessions sales, merchandise sales and parking for 2,082 patrons for which seats will be unavailable.

The agreed upon reimbursement schedule is as follows: 1) ticket reimbursement on 2,082 seats (\$284,810); 2) lost net concessions revenue for 2,082 patrons (\$19,164); 3) lost net merchandise revenues (\$2,644); and 4) lost parking revenues (\$28,107) for a total reimbursement to GBS of \$334,725.95.

Upon acceptance of the above, GBS will work with stadium's facility manager, ASM Global on the administration and operation of the 2020 Gator Bowl Classic at TIAA Bank Field on January 2, 2020.

For the City of Jacksonville,

For Gator Bowl Sports,

Brian Hughes, CAO

Richard Catlett, President