

EXHIBIT "C"

ROSSWAY SWAN

ROSSWAY SWAN TIERNEY BARRY
LACEY & OLIVER, P.L.

WWW.ROSSWAYSWAN.COM

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(1927-2012)

¹ LLM - Taxation
² Also admitted in CA
³ Also admitted in GA
⁴ Also admitted in MA
⁵ Also admitted in NY
⁶ Also admitted in OH
⁷ Also admitted in PA
⁸ Also admitted in TN
⁹ Also admitted in VA

LOCATIONS

VERO BEACH
The Modern One Building
2101 Indian River Blvd.
Suite 200
Vero Beach, FL 32960
772.231.4440

MELBOURNE
One Harbor Place
1901 S. Harbor City Blvd.
Suite 500
Melbourne, FL 32901
321.984.2700

CORAL GABLES*
Gables International Plaza
2655 LeJeune Rd.
Penthouse 1-C
Coral Gables, FL 33134
305.443.5020

*By Appointment

March 7, 2017

VIA EMAIL TO: jbrown@ircgov.com

Jason E. Brown
County Administrator
Indian River County
1801 27th Street
Vero Beach, FL 32960

RE: *Jimmy Graves Foundation, Inc. ("Buyer") proposed purchase from Indian River County ("Seller") of "17th Street Ballfields"*

Dear Mr. Brown:

This firm has the pleasure of representing the Jimmy Graves Foundation, Inc. in connection with the above-captioned matter. This letter represents a formal declaration of the Foundation's intent to purchase the property general identified as the "17th Street Ballfields" which consist of approximately 11.76 acres on the north side of 16th Street between 17th and 20th Avenue in the City of Vero Beach, Florida on the following terms and conditions:

Property: FROM SW COR OF SE1/4 RUN N 80 FT TO N R/W OF 16TH ST & POB, TH E 943.19 FT TO W R/W OF 17TH AVE, TH N 463.5 FT, RUN W 250 FT, RUN N 245 FT, RUN W 233.74 FT, RUN S 108.5 FT, RUN W 447 FT, TH S 600 FT TO POB LESS W 8 0 FT (RILEY FIELD BASE BALL DIAMONDS)

Price: \$250,000.00 (Two Hundred Fifty Thousand Dollars). Purchase price is based, in part, upon existence of restrictive easements on the property and Purchaser's anticipated expenses associated with property improvement and need to change the future land use of the property to construct such improvements.

Purchaser: Jimmy Graves Foundation, Inc. a Florida not for profit corporation (or its to be formed tax exempt whole owned LLC)

Earnest Money: \$10,000.00 to be deposited into an escrow account held by Rossway Swan Tierney Barry Lacey & Oliver, P.L. within five (5) days of the effective date of a formal Purchase and Sale Agreement (the "Effective Date"). Deposit to be fully refundable at any time during the Due Diligence period, upon notice.

Due Diligence: Purchaser shall have a 10 business days due diligence period from the Effective Date and receipt of all relevant documents and records from County.

Contract: Purchaser shall provide a draft purchase and sale agreement to seller within 5 business days of the execution of this letter.

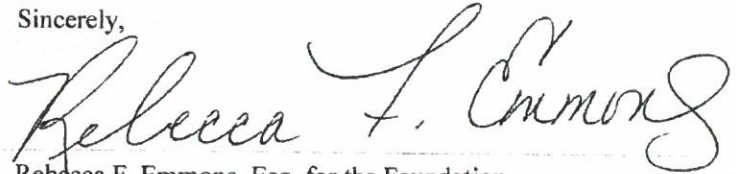
Closing Expenses: Each party shall be responsible for their own closing expenses traditionally paid for on transactions of this nature in Indian River County, Florida.

Closing Date: Within 30 calendar days after the expiration of the Due Diligence Period.

Contingency: Due diligence acceptable to Purchaser in its sole and absolute discretion, which includes without limitation: appraisal, environmental matters, physical inspection, title, zoning and financing.

This letter of intent is not intended to create a binding agreement on the Seller to sell or the Purchaser to buy. The purpose of this letter is to set forth the primary terms and conditions upon which to execute a formal Purchase and Sale Agreement. All other terms and conditions shall be negotiated in the formal Purchase and Sale Agreement. This letter of intent is open for acceptance through March 21, 2017.


Sincerely,



Rebecca F. Emmons, Esq. for the Foundation

Agreed and accepted:

By: _____ Date: _____

**APPROVED AS TO FORM
AND LEGAL SUFFICIENCY**
BY 
**WILLIAM K. DEBRAAL
DEPUTY COUNTY ATTORNEY**