

[Date]

[Recipient Name]

[Recipient Company]

[Recipient Address]

**RE: Letter of Intent - Joint Venture for [Property Name/Address]**

Dear [Name],

This Letter of Intent ("LOI") outlines the preliminary terms for a Joint Venture ("JV") between [Entity Name 1] ("Managing Member") and [Entity Name 2] ("Investor Member") for the acquisition and development of the real property located at [Address/Legal Description].

**1. Formation:** The parties shall form a new limited liability company ("Company") for the sole purpose of executing this project.

**2. Capital Contributions:**

- Investor Member shall contribute \$[Amount], representing [Percentage]% of total equity.
- Managing Member shall contribute \$[Amount], representing [Percentage]% of total equity.

**3. Profit Distribution (Waterfall):**

- First, 100% to members pro rata until a [Percentage]% preferred return is met.
- Second, return of all capital contributions.
- Third, [Percentage]% to Investor and [Percentage]% to Manager (Promote) thereafter.

**4. Management:** Managing Member shall handle day-to-day operations. Major Decisions (e.g., sale, refinancing, or capital calls) shall require unanimous consent of both members.

**5. Due Diligence:** The parties shall have [Number] days to complete financial and physical inspections of the property.

**6. Exclusivity:** The parties agree to negotiate in good faith exclusively with each other regarding this transaction for a period of [Number] days from the date of execution.

**7. Non-Binding Nature:** Except for the provisions regarding Exclusivity and Confidentiality, this LOI is intended only as a summary of terms and is not a legally binding contract. A binding agreement shall only exist upon the execution of a formal Operating Agreement.

If these terms are acceptable, please sign and return a copy of this letter.

Sincerely,

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**[Your Name/Signature]**  
[Your Title]

**AGREED AND ACCEPTED:**

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**[Recipient Name/Signature]**  
Date: \_\_\_\_\_