

[Sender Name]  
[Sender Title]  
[Company Name]  
[Address]  
[Date]

[Recipient Name]  
[Recipient Title]  
[Recipient Company]  
[Address]

**RE: Letter of Intent - Project Structuring for [Project Name] Master Planned Community**

Dear [Recipient Name],

This Letter of Intent ("LOI") outlines the preliminary terms and framework under which [Company Name] ("Lead Developer") and [Partner Name] ("Partner") propose to structure the development of the [Project Name] Master Planned Community located at [Location/Legal Description].

**1. Project Scope:** The project involves the entitlement, design, infrastructure development, and construction of a master-planned community consisting of approximately [Number] acres, featuring [Residential/Commercial/Mixed-Use] components.

**2. Proposed Legal Structure:** The parties intend to form a Special Purpose Vehicle (SPV), likely a Limited Liability Company (LLC), to hold title to the land and manage project operations. The ownership interest is proposed as follows:

- [Company Name]: [Percentage]%
- [Partner Name]: [Percentage]%

**3. Capital Contributions:**

- **Initial Equity:** The parties shall contribute a total of \$[Amount] toward initial soft costs and land acquisition.
- **Future Funding:** Additional capital calls or project financing shall be structured based on the approved development budget.

**4. Roles and Responsibilities:**

- [Company Name] shall serve as the Managing Member, responsible for day-to-day operations, government entitlements, and construction management.
- [Partner Name] shall provide [Specific Contribution, e.g., Strategic Capital, Land, or Technical Expertise].

**5. Due Diligence Period:** The parties shall have [Number] days from the signing of this LOI to conduct comprehensive financial, legal, and environmental due diligence.

**6. Exclusivity:** For a period of [Number] days, the parties agree to negotiate in good faith exclusively with one another regarding the structuring of this project.

**7. Non-Binding Nature:** Except for the provisions regarding Exclusivity and Confidentiality, this LOI is a statement of intent only and does not create a legally binding obligation until a formal Joint Venture Agreement or Operating Agreement is executed.

If the terms outlined above are acceptable, please sign in the space provided below.

Sincerely,

[Signature]

[Typed Name]

[Company Name]

**Agreed and Accepted:**

\_\_\_\_\_  
[Recipient Name]

Date: \_\_\_\_\_