

NON-BINDING LETTER OF INTENT

Re:

Dear _____:

This letter ("Letter of Intent") is for the purpose of securing preliminary understanding between [Contracting Party] and [UNF party] and to serve as a preliminary basis for negotiating a written agreement ("Agreement") that will contain additional material terms, conditions and provisions not yet negotiated or agreed upon by the parties for _____. The proposed terms and conditions of the Agreement are as follows:

1. **PROPOSED TERMS AND CONDITIONS.** [general description of the business and financial terms of the Agreement]

2. **STATE UNIVERSITY.** The University of North Florida is a constituent member of the Florida state university system established under the Constitution of Florida administered by The University of North Florida Board of Trustees, a public body corporate. The University of North Florida is subject to the laws of the State of Florida, the rules of the Florida Board of Governors and acts in accordance with its established regulations and policies.

3. **EFFECT; ENFORCEABILITY.** THIS LETTER OF INTENT DOES NOT CONSTITUTE AN OFFER TO PURCHASE OR LICENSE, OR AN AGREEMENT PURCHASE OR LICENSE, AND NO SUCH AGREEMENT SHALL BE DEEMED TO EXIST. THIS LETTER OF INTENT IS NOT INTENDED AS, AND DOES NOT CONSTITUTE, A BINDING AGREEMENT BY EITHER PARTY OR AN AGREEMENT BY EITHER PARTY TO ENTER INTO A BINDING AGREEMENT, BUT IS MERELY INTENDED TO SPECIFY SOME OF THE PROPOSED TERMS AND CONDITIONS OF THE PROPOSED AGREEMENT CONTEMPLATED HEREIN. NEITHER PARTY MAY CLAIM ANY LEGAL RIGHTS AGAINST THE OTHER BY REASON OF THE SIGNING OF THIS LETTER OF INTENT, THE TAKING OF ANY ACTION IN RELIANCE THEREON, OR THE FAILURE OF EITHER PARTY TO NEGOTIATE OR TO NEGOTIATE IN GOOD FAITH REGARDING THE SUBJECT MATTER OF THIS LETTER OF INTENT. EITHER PARTY MAY TERMINATE THIS LETTER OF INTENT UPON WRITTEN NOTICE TO THE OTHER PARTY. NEITHER PARTY HERETO SHALL HAVE ANY LEGAL OR FINANCIAL OBLIGATIONS TO THE OTHER WITH RESPECT TO THE PROPOSED TRANSACTIONS CONTEMPLATED HEREIN UNLESS AND UNTIL ALL THE TERMS AND CONDITIONS OF THE PROPOSED TRANSACTION

HAVE BEEN NEGOTIATED AND AGREED TO BY THE PARTIES HERETO AND SET FORTH IN A BINDING AGREEMENT WHICH HAS BEEN PROPERLY APPROVED, AUTHORIZED AND EXECUTED BY PARTIES IN ACCORDANCE WITH ALL NECESSARY CORPORATE OR OTHER ACTION.

Sincerely,

By: _____

Approved:

By: _____
Printed Name: _____
Its: _____
Date: _____