

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING is entered into between OHOS Land, LLC and OHOS Development, LLC (collectively "**OHOS**") and the City of Ocean Springs, Mississippi (the "**City**"), dated August 17, 2021, to establish an agreement to develop a parking garage on the site known as 1515 Government Street, utilizing that certain Gulf Coast Restoration Fund ("**GCRF**") award as administered through the Mississippi Development Authority ("**MDA**").

Summary/Introduction

The subject 2.1-acre site is planned for a mixed used development to include residences, restaurants, retail shops, office space, boutique hotel, parking garage and event lawn. The downtown location provides numerous shops and businesses, restaurants and bars, as well as recreational and cultural activities all within walking distance (collectively, the "**Project**"). The project incorporates three buildings—a boutique hotel; a true mixed-used building housing retail, restaurant, office space and residences; and a public-use, and free parking garage (for all spots in excess of those required by OHOS to satisfy zoning). This development will not only complement the established businesses in downtown Ocean Springs, but will spring-board further growth towards the east.

Parking Garage for the Use and Benefit of the City

- Multi-level, precast parking garage for free public use
- Possible large-scale art display T/B/D for the enjoyment of tourists and the greater public, provided OHOS shall consult with the City regarding the art project.

Public-Private Partnership for Parking Garage

OHOS was joined in the application by the City for purposes of developing the parking garage, and in support of the overall Project. The parties agree that OHOS Development, LLC shall design and construct the parking garage; shall manage and deploy the MDA funds in such construction; and shall transfer the completed parking garage to the City pursuant to a long-term lease (effectively, transferring the parking garage to the City for the useful life of the structure). In designing and building the parking garage and the Project, OHOS shall be the party to the GCRF grant agreement with the MDA. The City shall receive the benefit of the MDA GCRF funds pursuant to the transfer and receipt of completed parking garage at no cost to the City. OHOS intends to provide design plans and specifications to the City as soon as reasonably possible. The lease transferring the parking garage shall generally have the following terms:

- Long-term lease transferring the parking garage and its use to the City (the lease can be for \$1/year or some other nominal amount);
- The City agrees to maintain the public portion of the parking garage;
- The City agrees to maintain adequate security;
- The City agrees to pay utilities servicing the parking garage for the public portion, which shall be separately metered;

EXHIBIT # A-2a

- OHOS will be provided the required minimum number of spaces per code dedicated to the residences and hotel, accessible by separate entrance.

This Memorandum of Understanding represents the understanding between the parties related to the subject matter set forth herein and all preliminary negotiations of whatever kind or nature are merged herein. The parties hereto have caused this Memorandum of Understanding to be executed this 17th day of August, 2021.

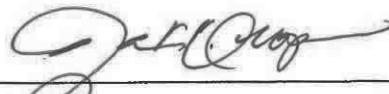
OHOS Land, LLC

By: 

Name: Jim Lambert

Title: Member

OHOS Development, LLC

By: 

Name: John Oropesa

Title: Manager/Member

City of Ocean Springs

By: 

Name: Kenny Holloway

Title: Mayor

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OHOS Land, LLC

By: _____

Name: _____

Title: _____

OHOS Development, LLC

By: _____

Name: _____

Title: _____

City of Ocean Springs

By:  _____

Name: Kenny Holloway

Title: Mayor