

CONSENT

THIS CONSENT, dated _____, 2015 (this “Consent”) by the CITY OF MANSFIELD, TEXAS, a Texas home-rule municipality (“City”), in favor of MANSFIELD FAMILY ENTERTAINMENT, LLC, a Missouri limited liability company (“MFE”).

RECITALS

WHEREAS, City and MFE are parties to that certain Water Park Ground Lease and Operating Agreement, dated November 20, 2007, as amended (the “Lease”), with respect to the Premises (as defined in the Lease);

WHEREAS, MFE is directly owned by Horizon Family Holdings, LLC (“Member”), and Member intends to sell one hundred percent (100%) of its equity interests to Source Horizon, LLC, a Georgia limited liability company (the “Transaction”);

WHEREAS, pursuant to Section 18.3 of the Lease, City was granted a right to acquire the rights under the Lease on the same terms and conditions as offered in connection with any assignment to a non-affiliate (the “Right of First Refusal”); and

WHEREAS, MFE hereby seeks City’s consent to the Transaction.

NOW, THEREFORE, City hereby certifies and agrees:

1. City consents to the Transaction.
2. City acknowledges that the Transaction does not constitute an assignment pursuant to Section 18 of the Lease, and further acknowledges that it has no Right of First Refusal with respect to the Transaction.
3. Nothing in this Consent shall be deemed or construed to be a release of MFE from its performance under the Lease.
4. This Consent shall be binding upon and shall inure to the benefit of the successors and assigns of City and MFE.
5. This Consent is not assignable and shall not be construed as a consent by City to any other assignment, encumbrance, or sublease of any of the Premises covered by the Lease, without the prior written consent of City pursuant to the terms and conditions of the Lease.
6. This Consent shall be governed by and construed and enforced in accordance with the laws of the State of Texas without reference to principles of conflicts of laws.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned has executed this Consent as of date first written above.

CITY OF MANSFIELD, TEXAS,
a Texas home-rule municipality

By: _____
Name: _____
Title: _____

ATTEST:

By: _____
Name: _____
Title: _____

MANSFIELD FAMILY ENTERTAINMENT, LLC,
a Missouri limited liability company

By: _____
Name: _____
Title: _____

ATTEST:

By: _____
Name: _____
Title: _____

ACKNOWLEDGEMENTS

THE STATE OF _____ §

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COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared _____, who certified to me that he/she is the _____ of the City of Mansfield, Texas, a Texas home-rule municipality, and acknowledged to me that he/she executed the same, in the capacity stated, and as the act and deed of said municipality.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the ____ day of _____, 2015.

Notary Public in and for the State of _____

Name (Printed or Typed)

My Commission Expires: _____ THE STATE OF _____

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COUNTY OF _____ §

BEFORE ME, the undersigned authority, on this day personally appeared _____, who certified to me that he/she is the _____ of Mansfield Family Entertainment, LLC, a Missouri limited liability company, and acknowledged to me that he/she executed the same, in the capacity stated, and as the act and deed of said limited liability company

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the ____ day of _____, 2015.

Notary Public in and for the State of _____

Name (Printed or Typed)

My Commission Expires: _____