

## **Memorandum**

RE: Assumption of Operation of Hampton Roads Lacrosse Youth Leagues by Coastal Sports Management INC

The Board of Directors of Hampton Roads Lacrosse League, Inc., a Virginia Nonstock Corporation located at 710 Forest Glade Drive, Chesapeake Beach, VA 23322, (“HRLAX”) issued a Request for Proposal dated August 25th, 2017 seeking a professional business organization to Assume Operations of Boys and Girls Youth Leagues currently operated by HRLAX.

Coastal Sports Management Inc., a Virginia Corporation located at 2068 Landstown Centre Way, Virginia Beach VA 23456 (“CSM”), presented a Proposal to the Board of Directors of HRLAX in response to the RFP (the “Proposal”).

On September 24<sup>th</sup>, 2017, CSM submitted a Proposal Addendum covering Peninsula Operations (“Addendum”)

On September 29th, 2017, the Board of Directors of HRLAX voted to accept the Proposal and Addendum from CSM to Assume Operations of the Boys and Girls Youth Leagues for all Areas and Cities currently served by HRLAX. HRLAX will continue to operate and manage the spring boys and girls high school Leagues it currently oversees.

HRLAX and CSM wish to continue to foster the development of youth lacrosse in the Eastern Virginia region by maintaining a collaborative relationship so long as both parties feel this to be beneficial.

Therefore, the parties agree as follows:

CSM will offer and operate a Youth Lacrosse League as described in the Proposal and Addendum, upon signing of this Memorandum. HRLAX will cease to operate, promote or endorse any other Boys or Girls Youth League(s) for grades 8 and younger upon signing of this Memorandum. This covenant not to compete shall not apply to any geographic Area or City that CSM or its designee intentionally discontinues support for or otherwise materially fails to offer the programs described in the Proposal and Addendum within a reasonable period of time.

CSM agrees to assume all liabilities and costs related to delivering the programs outlined in the proposal and for the payment of any applicable future costs including but not limited to administrative, coaching, instruction, officiating, equipment, office rent and/or field rental.

HRLAX will post a prominent announcement of the Assumption of Operations of the Youth Leagues by CSM or its designee (currently known as Southside Lacrosse League), including an explanatory page and Internet links provided by CSM, directing all Youth League participants or other interested parties to websites

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designated by CSM. HRLAX shall disable or remove all other website pages from www.hrlax.com referencing the current Boys and Girls Youth Leagues. CSM will provide links to the HRLAX website referencing the spring Boys and Girls High School Leagues offered by HRLAX.

Time is of the essence in putting the proposed programs into effect. Therefore, the parties agree to use their best efforts to cooperate in completing the Assumption of Operations outlined herein without unreasonable delay.

Neither party shall have any liability to the other with regard to previous programs or activities or any future activities except as set forth in this Memorandum.

Neither party will intentionally interfere with operations or interests of the other party.

Both parties will continue to cooperate in the facilitation of a smooth transfer of operations without undue inconvenience or disruption to either party. This includes, but is not limited to the completion of any required government filings or notices as may reasonably be required in order to facilitate and complete the Assumption of Operations contemplated by this Memorandum.

HRLAX remains responsible for any and all liabilities incurred prior to the date of this Memorandum including but not limited to payment of applicable fees, timely filing of tax returns to federal and state agencies and any other liability incurred by HRLAX prior to the signing of this Memorandum.

Neither party will issue a press release or general announcement without the coordination and written approval of the other party. Such approval shall not be unreasonably withheld.

Notices to CSM shall be sent to Coastal Sports Management, INC, 2300 Langhorne Ct, Virginia Beach, VA 23456, Attention: President

Notices to HRLAX shall be sent to Hampton Roads Lacrosse League Inc., c/o David Herman Treasurer, 710 Forest Glade Drive, Chesapeake VA, 23322.

This Memorandum is written in accordance with and subject to the laws of the Commonwealth of Virginia.

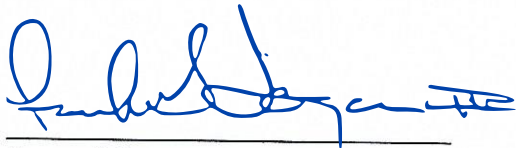
If any part of this Memorandum is found to be invalid or unenforceable, all other provisions will remain in effect.

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In the event of any dispute between the parties which arises under this Agreement, such dispute shall be settled by arbitration in accordance with the rules for commercial arbitration of the American Arbitration Association (or a similar organization) in effect at the time such arbitration is initiated, and subject further to the provisions of the Virginia Uniform Arbitration Act, incorporated by reference. A list of arbitrators shall be presented to the Claimant and Respondent from which one will be chosen using the applicable rules. The hearing shall be conducted in the City of Virginia Beach, Virginia, unless both parties consent to a different location. The decision of the arbitrator shall be final and binding upon all Parties.

This Memorandum is effective upon signing by both parties.

Dated: October 5<sup>th</sup>, 2017.



Coastal Sports Management, INC  
Frank Logan, President



Hampton Roads Lacrosse Inc.  
Jess Stevenson, President

10/6/2017