

**CONSENT TO THE SALE OF BLUE SKY'S BUILDING
AND CONSENT TO SALE OF OPERATIONS**

This CONSENT TO THE SALE OF BLUE SKY'S BUILDING AND CONSENT TO SALE OF OPERATIONS (this "Consent") is entered into to be effective on _____, 2024 ("Effective Date") by and between BLUE SKY SPORTS CENTER OF KELLER, LP, a Texas limited partnership ("BLUE SKY"); CITY OF KELLER ("City of Keller"); TOCA KELLER, LLC ("TOCA") and STING GROUP HOLDINGS, LLC, a Texas Series limited liability company ("STING").

RECITALS

WHEREAS, Blue Sky Sports Center of Keller, LP ("Blue Sky") and City of Keller entered into that certain *Keller Ground Lease Agreement* dated June 7, 2005 (the "Lease"), pertaining to the Blue Sky building, the outdoor fields, and other outdoor areas situated at 331 Golden Triangle Blvd., Keller, TX 76248, as more particularly described in the Lease (the "Leased Premises"); and

WHEREAS, in May, 2022 ("Transfer Date"), Blue Sky transferred its operations to a company known as TOCA Keller, LLC, a subsidiary of TOCA Training Centers, LLC, the world's largest operator of indoor soccer facilities; and

WHEREAS, Sting Soccer Club ("Buyer"), a local company dedicated to youth sports desires to purchase, and Blue Sky seeks to sell, all of its remaining rights to the assets of Blue Sky, including specifically the use of the Leased Premises and the building to continue to operate a youth soccer facility; and

WHEREAS, the Lease provides that the sale of the building to a buyer requires the consent of City of Keller;

NOW THEREFORE, the parties consent to the transactions described herein, to wit:

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which hereby is acknowledged, Landlord and Tenant hereby agree as follows:

1. **TOCA Keller, LLC.** The parties hereto hereby consent to the fullest extent, without reservation or condition, in accordance with Article 15 of the Lease, to the transfer of operations and some assets of Blue Sky to TOCA Keller, LLC as of the Transfer Date and as reflected in a document between TOCA and Blue Sky entitled Commercial Lease dated May 16, 2022 (the "TOCA Lease"). Consistent with Article 15 of the Lease, TOCA acknowledges that it has been, and hereby agrees to, be bound by the terms and conditions of the Lease.
2. **Sale of Blue Sky Assets to Sting Soccer Club**. The parties hereto hereby consent to the fullest extent, without reservation or condition, in accordance with Article 15 of the Lease, the transfer of Blue Sky's remaining assets, including but not limited to, the building and the Assignment of the Lease, to Sting Soccer Club in accordance with the parties' agreement. STING

is a large soccer club located in the DFW area and intends that the present use of the facility (i.e. youth sports) will continue. Consistent with Article 15 of the Lease, STING hereby agrees to be bound by the terms and conditions of the Lease.

3. **Lease Unaffected by Transactions.** This Consent is intended to comply with, and fully satisfy, the requirements of Article 15 of the Lease. Notwithstanding this Consent, nothing herein shall affect the terms and conditions of the Lease and the parties agree that the Lease shall remain in full force and effect and enforceable as written.

Upon execution of this Consent, Blue Sky shall be relieved of any and all liability pursuant to the Lease and City of Keller accepts the new owner's assumption of liability under the Lease.

4. **Counterparts.** This Consent may be executed in several counterparts, each of which will be deemed an original, and all of which will constitute but one and the same instrument. Copied signatures, e-signatures or scanned signatures may be attached hereto and shall have the same binding and legal effect as original signatures.

5. **Entire Agreement.** This Consent contains all representations, commitments, terms and conditions regarding or comprising this Consent.

This Consent is executed by the parties and effective as of the Effective Date.

CITY OF KELLER :

TOCA KELLER, LLC

Texas limited liability company

Name: Aaron Rector

Title: Interim City Manager

Name: Mark Hammond Moore

Title: President

**BLUE SKY SPORTS CENTER OF
KELLER, LP**

Texas limited partnership,

STING GROUP HOLDINGS, LLC

a Texas Series Limited Liability Company

Name: Peter Brody

Title: President of the General Partner

Name: Brent L. Coralli

Title: Managing Member