



V11.18.2021

2023-000525
Klamath County, Oregon
01/26/2023 08:57:01 AM
Fee: \$122.00

MEMORANDUM OF LEASE

Parcel No.: _____

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:
Chaberton Energy Holdings, Inc.
Attn: Land Department
11900 Parklawn Drive, Suite 406
North Bethesda, MD 20852

(SPACE ABOVE FOR RECORDER'S USE ONLY)

MEMORANDUM OF SOLAR ENERGY LEASE AND EASEMENT AGREEMENT

THIS MEMORANDUM OF SOLAR ENERGY LEASE AND EASEMENT AGREEMENT ("Memorandum") has been made to indicate the existence of a Solar Energy Lease and Easement Agreement ("Lease") dated September 20, 2022, by and Jerald S. Rogers and Carol A. Rogers, Trustees of the Jerald and Carol Rogers 2007 Trust uad 10-2-2007, of 2801 Bristol Avenue, Klamath Falls, Oregon, 97603 as "**Lessor**", (whether one or more), and **Chaberton Energy Holdings Inc.**, a Delaware corporation, having an office at 11900 Parklawn Drive, Suite 406, North Bethesda, MD 20852, as "**Lessee**".

Lessor did grant demise, lease, and let exclusively unto Lessee, its successors and assigns, the right to develop a solar photovoltaic project or projects and grants certain easements associated therewith, on the lands described below and subject to the provisions contained in the Lease including the following:

1. The Development Term of the Lease is for a period of one (1) year, commencing on the date immediately set forth above and may be incrementally extended, provided certain conditions are met, for up to a maximum of four (4) years in total, thereby continuing the term of the Lease to the end of the "extended" Development Term.
2. The Construction Term of the Lease is for a period of one (1) year, commencing on the Construction Date, as defined in the Lease, and may be incrementally extended, provided certain conditions are met, for up to a maximum of two (2) years in total, thereby continuing the term of the Lease to the end of the "extended" Construction Term.
3. The Operations Term of the Lease is for a period of twenty (20) years, commencing on the Operations Date, as defined in the Lease, and may be incrementally extended, provided certain conditions are met, for up to a maximum of forty (40) years in total, thereby continuing the term of the Lease to the end of the "extended" Operations Term.
4. The Property is defined as being all those certain lands located in Dairy, Klamath County, State of Oregon, being the same lands acquired by Lessor by virtue of the instrument(s) filed in the records of the aforesaid County at Instrument Number 2020-006705, and identified, on the date hereof, as being county map tax lot number(s) (or equivalent) 3810-02500-01200, containing nineteen and 00/100 (19.00) acres, more or less, and described, more fully, on **Exhibit "A"**, attached hereto and made a part hereof.
5. The Premises, containing between twelve and 00/100 (12.00) and nineteen and 00/100 (19.00) acres, more or less, is defined as being that portion of the Property more fully described on **Exhibit "B"**, attached hereto and made a part hereof.
6. The Easement Area is defined as being that portion of the Property more fully described on **Exhibit "C"**, attached hereto and made a part hereof, and the term of any such easements is coterminous with the term of the Lease.

This Memorandum has been executed for the purpose of providing notice of the existence of the Lease and shall not be considered in any way a modification or alteration of the Lease. All terms and conditions of the Lease are hereby incorporated herein by reference as if fully set forth herein. This Memorandum has been entered into for the sole purpose of placing the Lease of record and shall not be deemed to amend, modify, supplement, or change any of the terms and conditions of the Lease in any respect whatsoever. To the extent of any conflict between this Memorandum and the Lease, the terms of the Lease shall govern and control.

{SIGNATURE PAGE(S) TO FOLLOW}

IN WITNESS WHEREOF, the Lessor and Lessee have hereunto set their hands and official seals the date first written above.

WITNESS:

[Signature]
2943 S 6th St Klamath Falls
OR 97603

WITNESS:

[Signature]
2943 S 6th St Klamath Falls
OR 97603

ATTEST:

NAME: _____

TITLE: _____

LESSOR(S):

Jerald and Carol Rogers 2007 Trust uad 10-2-2007

BY: [Signature] Trustee

NAME: Jerald S. Rogers, Trustee

LESSOR(S):

Jerald and Carol Rogers 2007 Trust uad 10-2-2007

BY: [Signature] Trustee

NAME: Carol A. Rogers, Trustee

LESSEE:

Chaberton Energy Holdings Inc.

BY: _____

NAME: _____

TITLE: _____

STATE OF Oregon Trust Acknowledgement

COUNTY OF Klamath

)§:



OFFICIAL STAMP
 CATHY S MASON
 NOTARY PUBLIC - OREGON
 COMMISSION NO. 1011649
 MY COMMISSION EXPIRES APRIL 26, 2023

On the 20th day of Sept in the year 2020 before me, the undersigned, a notary public in and for said state/commonwealth, personally appeared Jerald S Rogers and Carol A Rogers, each of whom holds the capacity of Trustee, for Jerald and Carol Rogers 2007 Trust uad 10-2-2007, a Trust, and that he/she/they in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself/herself/themselves in such capacity.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
 Notary Public

IN WITNESS WHEREOF, the Lessor and Lessee have hereunto set their hands and official seals the date first written above.

WITNESS:

Carol Rogers
2943 S 6th St Klamath Falls
OR 97603

WITNESS:

Carol Rogers
2943 S 6th St Klamath Falls
OR 97603

ATTEST:

NAME: _____

TITLE: _____

LESSOR(S):

Jerald and Carol Rogers 2007 Trust uad 10-2-2007

BY: Jerald S. Rogers, Trustee

NAME: Jerald S. Rogers, Trustee

LESSOR(S):

Jerald and Carol Rogers 2007 Trust uad 10-2-2007

BY: Carol A. Rogers, Trustee

NAME: Carol A. Rogers, Trustee

LESSEE:

Chaberton Energy Holdings Inc.

BY: _____

NAME: _____

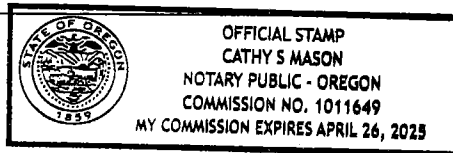
TITLE: _____

Trust Acknowledgement

STATE OF Oregon

COUNTY OF Klamath

)§:



On the 20th day of Sept in the year 2022 before me, the undersigned, a notary public in and for said state/commonwealth, personally appeared Jerald S. Rogers and Carol Rogers, each of whom holds the capacity of Trustee, for Jerald and Carol Rogers 2007 Trust uad 10-2-2007, a Trust, and that he/she/they in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself/herself/themselves in such capacity.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Cathy S. Mason
Notary Public

IN WITNESS WHEREOF, the Lessor and Lessee have hereunto set their hands and official seals the date first written above.

WITNESS:

LESSOR(S):

Jerald and Carol Rogers 2007 Trust uad 10-2-2007

BY: _____

NAME: Jerald S. Rogers, Trustee

WITNESS:

LESSOR(S):

Jerald and Carol Rogers 2007 Trust uad 10-2-2007

BY: _____

NAME: Carol A. Rogers, Trustee

ATTEST:

LESSEE:

Chaberton Energy Holdings Inc.

BY: [Signature]

NAME: STEFANO RATTI

TITLE: CEO

[Signature]

NAME: Albert Yen

TITLE: Associate Manager - Development

Trust Acknowledgement

STATE OF _____)

COUNTY OF _____)

)§:

On the _____ day of _____ in the year 20____ before me, the undersigned, a notary public in and for said state/commonwealth, personally appeared _____ and _____ each of whom holds the capacity of Trustee, for Jerald and Carol Rogers 2007 Trust uad 10-2-2007, a Trust, and that he/she/they in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself/herself/themselves in such capacity.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

Corporate Acknowledgement

COMMONWEALTH/STATE OF Maryland)
 COUNTY/PARISH OF Frederick)§:

On the 12th day of January in the year 2023, before me, the undersigned, a notary public in and for said state/commonwealth, personally appeared Seizano Pab, who holds the capacity of Authorized Signy, for **Chaberton Energy Holdings Inc., a Delaware corporation**, and that he/she/they in such capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself/herself/themselves in such capacity.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Keith D Yuhas
 Notary Public

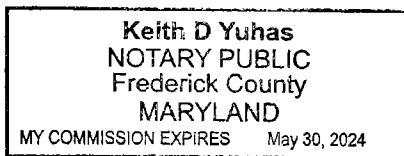


Exhibit "A"

PROPERTY

Attached to and made a part of that certain Solar Energy Lease and Easement Agreement (the, "Lease")
and Memorandum of Lease Agreement (the, "Memorandum"),

dated September 19th, 2022,
by and between Jerald S. Rogers and Carol A. Rogers, Trustees of the Jerald and Carol Rogers 2007 Trust
and 10-2-2007,
and
Chaberton Energy Holdings Inc.

LEGAL DESCRIPTION

A portion of Section 25, Township 38 South, Range 10 East, Willamette Meridian situate in the County Klamath, State of Oregon, and being more particularly described as follows:

The Northwest One-Quarter of the Southeast One-Quarter north of the northerly right-of-way of the Klamath Falls – Lakeview Highway State Highway 140. Said Highway created prior to September 29, 1991.

Containing a total of 19.0 acres, more or less.

**Date: October 3, 2019
MSM Project # 1060-18**

Exhibit "B"

PREMISES

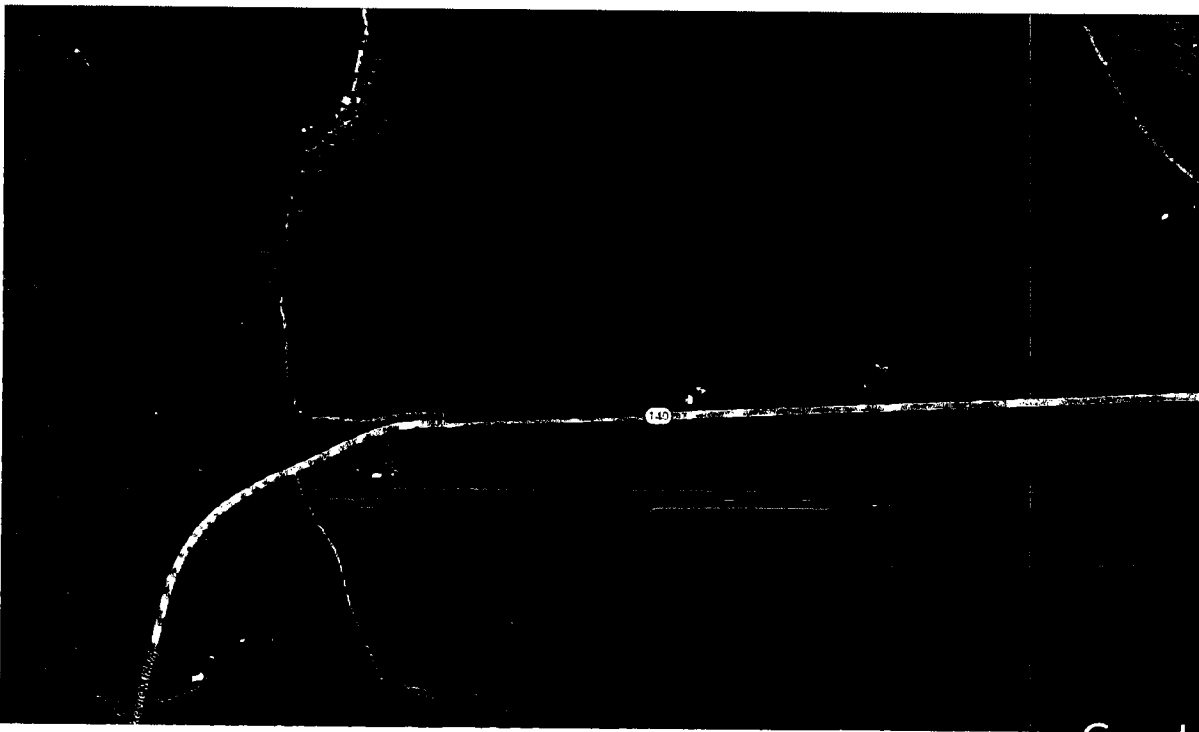
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by and between Jerald S. Rogers and Carol A. Rogers, Trustees of the Jerald and Carol Rogers 2007 Trust
and 10-2-2007,

and

Chaberton Energy Holdings Inc.



THE DEPICTION CONTAINED IN THIS EXHIBIT IS INTENDED TO BE FOR ILLUSTRATIVE PURPOSES ONLY AND DOES NOT
CONSTITUTE A SURVEYED REPRESENTATION OF THE BOUNDARIES DEPICTED THEREIN. PRIOR TO THE COMMENCEMENT
OF THE CONSTRUCTION TERM, LESSEE WILL PROVIDE LESSOR WITH A SURVEY OF THE PREMISES, DEPICTING BOTH ITS
SIZE AND LOCATION. THE FINAL SIZE AND LOCATION OF THE PREMISES IS AT THE SOLE DISCRETION OF LESSEE BUT
WILL REMAIN WITHIN THE AREA DEPICTED HEREIN.

Exhibit "C"

EASEMENT AREAS

Attached to and made a part of that certain Solar Energy Lease and Easement Agreement (the, "Lease")
and Memorandum of Lease Agreement (the, "Memorandum"),

dated September 19th, 2022,

by and between Jerald S. Rogers and Carol A. Rogers, Trustees of the Jerald and Carol Rogers 2007 Trust
and 10-2-2007,

and

Chaberton Energy Holdings Inc.

{INSERT BLACK AND WHITE DEPICTION OF EASEMENT AREAS}

{PRINT 2x – ATTACH TO LEASE AND MEMO}

THE DEPICTION CONTAINED IN THIS EXHIBIT IS INTENDED TO BE FOR ILLUSTRATIVE PURPOSES ONLY AND DOES NOT
CONSTITUTE A SURVEYED REPRESENTATION OF THE BOUNDARIES DEPICTED THEREIN.