



I-2025-007143 Book 2787 Pg 331
08/28/2025 9:03am Pg 0331-0334
Fee: \$24.00 Doc: \$0.00
Hope Trammell - Pittsburg County Clerk
State of OK

MEMORANDUM OF PURCHASE AND SALE AGREEMENT

This MEMORANDUM OF PURCHASE AND SALE AGREEMENT (this "Memorandum") is dated and made as of June 6, 2025 by and between **Black Mountain Energy Storage II, LLC**, a Texas limited liability company or its assigns ("**Purchaser**"), and **The KFD Family Trust, Dated May 20th, 2025** ("**Seller**").

WHEREAS:

- A. Seller and Purchaser did enter into that certain Purchase and Sale Agreement of even date herewith (the "**Agreement**"), which affects certain real property located in Pittsburg County, State of Oklahoma, as more particularly described in **Exhibit A** attached hereto (the "**Land**"). Capitalized terms used and not defined herein have the meaning given the same in the Agreement.
- B. The Effective Date of the Agreement is June 6, 2025. Purchaser has the right to terminate the Agreement within eighteen (18) months after the Effective Date (the "**Feasibility Option Period**"). If Purchaser does not terminate the Agreement on or before the end of the Feasibility Option Period, as it may be extended, the Closing shall occur within 30 days after the last day of the Feasibility Option Period.
- C. Prior to the Closing, Seller is prohibited from granting any rights, leases, easements, options, or liens against the Property without the written consent of Purchaser.
- D. Seller and Purchaser desire to enter into this Memorandum which is to be recorded in order that third parties may have notice of the interests of Purchaser in the Property and of the existence of the Agreement.
- E. This Memorandum may be executed in any number of counterparts, each of which when executed and delivered shall be an original, and each such counterpart shall, when combined with all other such counterparts, constitute one agreement binding on the parties hereto.

[Remainder of page intentionally left blank; signature pages follow.]

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date set forth above.

SELLER:

The KFD Family Trust, Dated May 20th, 2025

By Jimmy Doyle Trustee of the Ki-D Family Trust, Dated May 20, 2025
Jimmy Doyle, Trustee and Attorney In Fact

STATE OF Oklahoma)
)ss.
COUNTY OF Oklahoma)

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This instrument was acknowledged before me on this 6 day of June, 2025 by Jimmy Doyle, Trustee and Attorney In Fact of The KFD Family Trust, Dated May 20th, 2025.

[SEAL]



Notary Public
State of Oklahoma
My commission expires: 9-1-27

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PURCHASER:

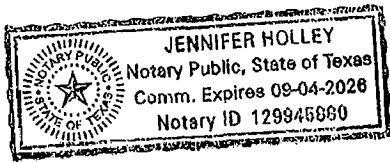
BLACK MOUNTAIN ENERGY STORAGE II
LLC, a Texas limited liability company

By: *[Signature]*
Name: Rhett Bennett
Title: CEO

STATE OF Texas)
COUNTY OF Tarrant)ss.

This instrument was acknowledged before me on this 11th day of June, 2025 by
Rhett Bennett as CEO
Black Mountain Energy Storage II LLC Texas LLC, on behalf of such company.

[SEAL]



[Signature]
Notary Public
State of Texas
My commission expires: 09-04-2026

Recording requested by and
when recorded return to:
Black Mountain Energy Storage II, LLC
1717 W. 6th Street, Suite 295
Austin, Texas 78703
Attn: Rhett Bennett

EXHIBIT A

TO MEMORANDUM OF PURCHASE AND SALE AGREEMENT

Being a tract of land containing approximately 180 acres, more or less, in Tax Parcel ID 610049050, Pittsburg County, Oklahoma, and being more particularly described as follows:

For Tax Map ID(s): 49050

The North Half of the Northeast Quarter of the Southeast Quarter (N/2 NE/4 SE/4) and the Northeast Quarter (NE/4) of Section Thirty-five (35), Township Three (3) North, Range Thirteen (13) East of the Indian Base and Meridian, Pittsburg County, State of Oklahoma.

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