

When Recorded, Return To:

Vista Energy Facility, LLC
230 Court Square, Suite B102
Charlottesville, VA 22902

Albemarle County Tax Map Nos.:
13000-00-00-007Q0
13000-00-00-007Y0
12900-00-00-010A0
12900-00-00-010D0

**MEMORANDUM OF FIRST AMENDMENT TO
EXCLUSIVE OPTION AND PURCHASE AGREEMENT FOR REAL PROPERTY**

This Memorandum of First Amendment to Exclusive Option and Purchase Agreement for Real Property (this "**Memorandum**") dated March 6, 2023, is made by and among Brenda J. **CARROLL**, Linda Marie **WITZEL**, as **Trustee** of The Noah and Linda DeFalco RLT, October 15, 2019, and **FAIRFIELD FARMS NURSERIES INC.**, a Florida corporation, (collectively, "**Owner**") having an address of 2832 East County Road 466, Oxford, FL 34484 and **VISTA ENERGY FACILITY, LLC**, a Delaware limited liability company ("**Grantee**") having an address of 230 Court Square, Suite B102, Charlottesville, VA 22902.

RECITALS:

A. Owner and Grantee are parties (and/or successors) to that certain Exclusive Option and Purchase Agreement for Real Property dated December 14, 2020 (as the same may have been modified, amended, assigned, and/or supplemented from time to time, the "**Agreement**"), a memorandum of which was recorded on May 16, 2022 in the Clerk's Office of Albemarle County, Virginia, as Instrument No. 202200005867 concerning certain real property located in Albemarle County, Virginia, as more particularly described in **Exhibit A** attached hereto (the "**Property**").

B. Owner and Grantee have executed an amendment to the Agreement (the "**Amendment**") of even date herewith to amend certain terms of the Agreement as further described below.

C. Owner and Grantee desire to enter into this Memorandum which is to be recorded in order that third parties may have notice of the interest of Grantee in the Property, as amended by the Amendment.

AGREEMENT:

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties, intending to be and being legally bound, hereby agree as follows:

1. **Capitalized Terms.** Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Agreement.

2. **Extension.** The Amendment extended the term of the Agreement such that the Agreement shall expire, unless earlier terminated pursuant to the terms of the Agreement, on December 14th, 2024.

3. **Purpose.** This Memorandum is recorded in order that third parties may have constructive notice of the interest of Grantee in the Property, of certain easements and rights granted to Grantee in the Property as part of the Agreement as amended by the Amendment, and of certain other agreements affecting the Property during the term of the Agreement.

4. **No Conflict.** All of the terms, conditions, provisions and covenants of the Agreement as amended by the Amendment are hereby incorporated into this Memorandum by reference as though fully set forth herein. Should there be any inconsistency between the terms of this Memorandum and the Agreement as amended by the Amendment, the terms of the Agreement as amended by the Amendment shall prevail.

5. Successors and Assigns; Covenants Run with Land. The Property shall be subject to the provisions set forth in the Agreement as amended by the Amendment, which provisions shall run with the Property and shall be binding upon and inure to the benefit of the parties and each other person and entity having any interest therein during the term of the Agreement and their respective heirs, successors and assigns.

6. Counterparts. This Memorandum may be executed in multiple counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same document.

[Signature pages follow.]

☐ IN WITNESS WHEREOF, Owner and Grantee have executed this Memorandum as of the Effective Date.

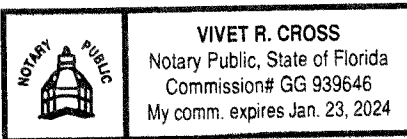
OWNER:

Brenda J. Carroll
Brenda J. Carroll

STATE OF Florida

COUNTY OF Sumter

The foregoing instrument was acknowledged before me this 27 day of MARCH
20 23 by Brenda J. Carroll.



(SEAL)

Notary Public

Typed or Printed

Commission Expiration Date

Vivet R. Cross
Vivet R. Cross

1/23/2024

Linda M. Witzel Trustee MARCH 20th 2023

Linda Marie Witzel, as Trustee of The Noah and Linda DeFalco RLT, October 15, 2019

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of See Attachment for Notary
20 _____ by Linda Marie Witzel, as Trustee of The Noah and Linda DeFalco RLT, October 15, 2019.

FL Acknowledgement Notary Certificate

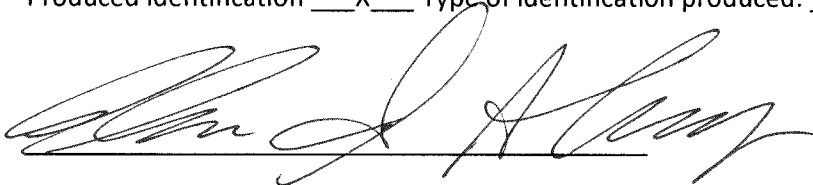
Document Name: MEMORANDUM OF FIRST AMENDMENT TO EXCLUSIVE OPTION AND PURCHASE AGREEMENT FOR REAL PROPERTY.

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

On 03 /30/2023, before me, CAROLINA S. ALVAREZ a notary public, personally appeared by physical presence, LINDA M. WITZEL (ONLY) who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the attached MEMORANDUM OF FIRST AMENDMENT TO EXCLUSIVE OPTION AND PURCHASE AGREEMENT FOR REAL PROPERTY instrument and acknowledged to me that that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or entity upon behalf of which the person(s) acted executed the instrument. I certify under PENALTY OF PERJURY under the laws of the State listed above that the foregoing paragraph is true and correct. WITNESS my hand and official seal.

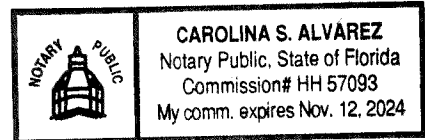
Personally known _____ OR

Produced identification ☒ X _____ Type of identification produced: _____ FLORIDA DRIVER LICENSE



(Signature of notary public)

My commission expires: NOVEMBER 12, 2024_



Official Seal

Notary Public

Typed or Printed

Commission Expiration Date

(SEAL)

Fairfield Farms Nurseries Inc.,
a Florida corporation

By:

Name: Brenda J. Carroll

Title: President

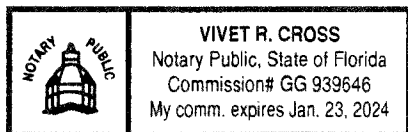
STATE OF

Florida

COUNTY OF

Sumter

The foregoing instrument was acknowledged before me this 27 day of MARCH
2023 by Brenda J. Carroll as the President of Fairfield Farms Nurseries Inc., a Florida corporation, on
behalf of the corporation.



Notary Public

Typed or Printed

Commission Expiration Date

Vivet R CrossVivet R Cross1/23/2024(SEAL) ☐GRANTEE:

Vista Energy Facility, LLC,
a Delaware limited liability company

By:

Name:

Title:

Samuel J GullandSAMUEL GULLANDAUTHORIZED SIGNATORY

STATE OF

Virginia

COUNTY OF

Albemarle

The foregoing instrument was acknowledged before me this 4 day of April
2023 by Samuel Gulland as the authorized signatory of Vista Energy Facility,
LLC, a Delaware limited liability company, on behalf of the company.



Notary Public

Typed or Printed

Commission Expiration Date

(SEAL)

EXHIBIT A
TO MEMORANDUM OF FIRST AMENDMENT TO
EXCLUSIVE OPTION AND PURCHASE AGREEMENT FOR REAL PROPERTY

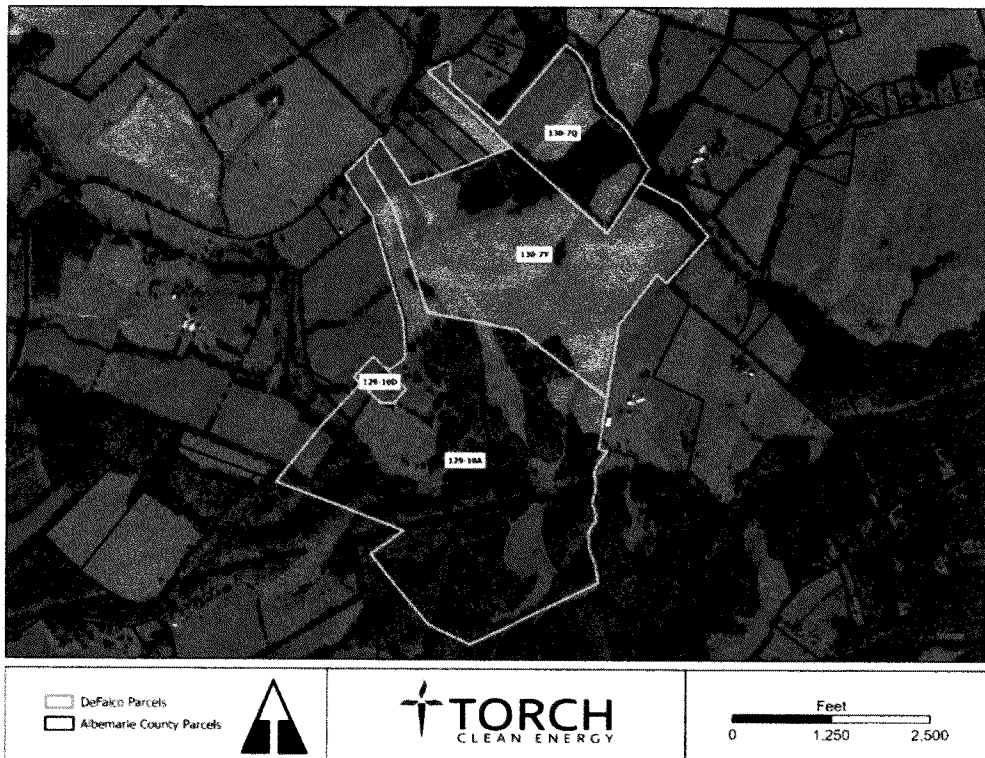
LEGAL DESCRIPTION OF PROPERTY

The Property is all of the following tracts or parcels of land, situated in Albemarle County, Virginia, more particularly described as follows:

Albemarle County Tax Map Nos.:

13000-00-00-007Q0
13000-00-00-007Y0
12900-00-00-010A0
12900-00-00-010D0

Being the same real property depicted below.



In the event of inaccuracies in the foregoing legal description, the parties shall amend this Memorandum to correct such inaccuracies.

INSTRUMENT # 202300002699
E-RECORDED IN THE CLERK'S OFFICE OF
ALBEMARLE ON
APRIL 10, 2023 AT 11:22AM

JON R. ZUG, CLERK
RECORDED BY: EMJ