APPLICATION FOR TAX ABATEMENT IN BRAZORIA COUNTY, TEXAS

FILING INSTRUCTIONS:

This application should be filed at least NINETY (90) DAYS prior to the beginning of construction or the installation of equipment. This filing acknowledges familiarity and assumed conformance with **"GUIDELINES AND CRITERIA FOR GRANTING TAX ABATEMENT IN A REINVESTMENT ZONE IN BRAZORIA COUNTY"** (Copy attached). This application will become part of any later agreement or contract and knowingly false representations thereon will be grounds for the voiding of any later agreement or contract.

ONE ORIGINAL COPY OF THIS APPLICATION, ATTACHMENTS, AND ALL FEES SHOULD BE SUBMITTED TO:

COUNTY JUDGE L.M. "MATT" SEBESTA, JR.
BRAZORIA COUNTY COURTHOUSE
237 E. LOCUST STREET, SUITE 401
ANGLETON, TEXAS 77515

WITH ELECTRONIC COPY TO:
BC312@brazoriacountytx.gov

PART I - APPLICANT INFORMATION

Company Name: BULLDOG POWER LLC Submittal Date: _____
Address/City: 1423 BROADWAY #144, OAKLAND, CA 94612
Phone: _____
Name/Address/Phone of Company Contact on this Project: GREG BLUE
1423 BROADWAY #144, OAKLAND, CA 94612
E-mail address of Company Contact: gblue@nightpeak.energy
Type of Structure: Corporation ☐ Partnership ☐ Proprietorship ☑
Total number employed: 0 Corporate Annual Sales Per Year: 0
Annual Report Submitted: Yes ☑ No ☐ (see instructions)

PART II – PROJECT INFORMATION

Check type of facility to be abated:

Manufacturing	☐	Regional Distribution	☐
Regional Service	☐	Regional Entertainment Center	☐
Research	☐	Other Basic Industry	☑

Proposed Facility Address and Legal Description: **Attach Exhibit "C".**

Attach a map showing site. **Attach Exhibit "D".**

Abatement Term Requested: 10 YRS **Percentage Requested:** 100%

Proposed facility located in the following taxing jurisdictions:

School District: SWEENY INDEPENDENT SCHOOL DISTRICT
College District:
Drainage District: WEST BRAZORIA DRAINAGE DISTRICT #11
Hospital District: SWEENY HOSPITAL DISTRICT
City:
Other Taxing Jurisdictions: BRAZORIA COUNTY EMERGENCY DISTRICT #2
BRAZORIA COUNTY, ROAD & BRIDGE FUND

Describe Product or service to be provided: FOSSIL FUEL ELECTRIC POWER GENERATION

This application is for a: New Plant ☑ Expansion ☐ Modernization ☐

PART III – OTHER POSSIBLE LOCATIONS FOR PROJECT

If Company is considering another county in Texas to build/construct this project, identify all possible counties:

N/A

If Company is considering another state to build/construct this project, identify the city, county and state:

N/A

If any documentation has been provided to other potential Counties or States, provide copies attached as **Exhibit "J"**.

PART IV – PROJECT DESCRIPTION

Please attach a statement (1) fully explaining the project; (2) describing the site and existing improvements; (3) describing all proposed improvements; and (4) providing a list of improvements and fixed equipment for which abatement is requested. **Attach Exhibit "E".**

If applicable, please describe any additional property located outside of the proposed reinvestment zone that would add to the overall value of the project.

PART V – ECONOMIC IMPACT INFORMATION

A. Estimated cost of improvements: $250,000,000

B. Permanent employment estimates:
If existing facility, the current plant employment: 0
Estimated number of plant jobs retained: ( ) Jobs created: (10)
Number of employees anticipated at start-up: (10) within one year ( )

C. Construction employment estimates:
Construction to start: Month: 1 Year: 2027
Construction to be completed: Month: 1 Year: 2029
Number of construction jobs anticipated:
At start: 0 Peak: 300 Finish: 0

D. School District impact estimates:
Number of families transferred to area: N/A
Number or children added to ISDs: N/A

E. City Impact estimates:
Volume of treated water required from city: N/A
Volume of effluent water to be treated by city: N/A

F. Estimated appraised value on site:

	LAND	PERSONAL PROPERTY	IMPROVEMENTS
Valuation of existing property as of January 1, preceding this abatement application:	$ 19,590	$ 0	$ 0
Estimated value of Personal Property improvements, **not subject to abatement, excluding exempt Pollution Control Equipment**, upon completion of the project subject to this application:		$ 0	$ 0
Estimated value of abated improvements at the completion of construction:			$ 0
Estimated value of Tangible Personal Property, **subject to abatement**:		$ 250,000,000	
Estimated value of abated improvements after abatement agreement expires:			$ 0
Estimated value of abated Tangible Personal Property, after abatement agreement expires:		$ 100,000,000	
Estimated value, upon completion of project, of exempt pollution control equipment:			$ 30,000,000

G. Minimum Production Life of Equipment: 25-35 years

H. Variance: Is a variance being sought under any provision of the "Guidelines"?
Yes ☐ No ☑ If "Yes", attach any supplementary information required. **Attach Exhibit "G".**

Please provide a statement by Addendum relative to planned water and sewer treatment methods and disposal of effluent if the facility is to be located outside city systems. If effluent is not treated by municipal facilities, by Addendum, include an explanation of the manner of treatment and by whom. Attach Exhibit "F".

Has permitting been started Yes ☐ No ☑

Tangible Personal Property Abatement Request: Attach a detailed list describing all tangible personal property sought to be abated. Said list must include projected life, cost, and value after abatement agreement expires. **Attach Exhibit "I"**.

PART VI – DECLARATION

To the best of my knowledge, the above information is an accurate description of project details.

	PARIS HAYS, CHIEF EXECUTIVE OFFICER
Company Official Signature	**Printed Name & Title of Company Official**

REQUIRED ATTACHMENTS

EXHIBIT "A" – **Latest Annual Report or Information on Establishment of the Company, Business References, audited financial statement and business plan**

EXHIBIT "B" – **Certification of Appraised Value of Properties as of January 1, 2025**

EXHIBIT "C" – **Proposed Facility Address and Legal Description**

EXHIBIT "D" – **Map Showing Site**

EXHIBIT "E" – **Project Description including Time Schedule for Undertaking and Completing Project**

EXHIBIT "F" – **Planned Water and Sewer Treatment Methods and Disposal of Effluent**

EXHIBIT "G" – **Letter/Statement regarding Variance Requests**

EXHIBIT "H" – **Economic Impact Plan**

EXHIBIT "I" – **Detailed Itemized List of Tangible Personal Property requesting to be abated**

EXHIBIT "J" – **Application for Abatement with Other Taxing Jurisdictions**

EXHIBIT "K" – **Real Estate Purchase Option**

EXHIBIT "L" – **Secretary of State Filings**

EXHIBIT "M" – **Organizational Chart**

KEANDREWS
VALUATION•TAX•SOLUTIONS

EXHIBIT A

Latest Annual Report or Information on Establishment of the Company, Business References, audited financial statement and business plan

Bulldog Power, LLC is developing a 310 MWac combustion turbine facility located near Sweeny, TX. The project will improve ERCOT grid reliability, provide numerous construction jobs, and will support a number of ongoing operations and maintenance jobs throughout it's life. The project is under development and targeted to begin operation in 2029 or earlier.

PROJECT SIZE
310 MW

TECHNOLOGY
Combustion Turbine

LOCATION
Brazoria County, TX

PROJECT STATUS
In Development

Report of Independent Auditors
and Consolidated Financial Statements

Nightpeak Energy LLC and Subsidiaries

December 31, 2024 and 2023

MOSSADAMS

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MOSSADAMS

Report of Independent Auditors

The Executive Committee and Members
Nightpeak Energy LLC and subsidiaries

Report on the Audit of the Financial Statements

Opinion

We have audited the consolidated financial statements of Nightpeak Energy LLC and subsidiaries, which comprise the consolidated balance sheet as of December 31, 2024, and the related consolidated statements of operations, members' equity, and cash flows for the year ended December 31, 2024, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Nightpeak Energy LLC as of December 31, 2024, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Nightpeak Energy LLC and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Nightpeak Energy LLC's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Nightpeak Energy LLC's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Nightpeak Energy LLC's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control–related matters that we identified during the audit.

Other Matter

The financial statements of Nightpeak Energy LLC as of and for the year ended December 31, 2023, were audited by other auditors whose report dated April 3, 2024, expressed an unmodified opinion on those statements.

Moss Adams LLP

Dallas, Texas
March 25, 2025

Consolidated Financial Statements

Nightpeak Energy LLC and Subsidiaries
Consolidated Balance Sheets
December 31, 2024 and 2023

	2024	2023
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 3,721,538	$ 3,429,715
Restricted cash	38,334,631	-
Prepaid expenses and deposits	1,552,863	1,649,236
Gas imbalance receivable	218,996	-
Total current assets	43,828,028	5,078,951
NONCURRENT ASSETS		
Property, plant, and equipment, net	121,175,111	20,915,488
Other noncurrent assets	6,909,408	527,083
Total noncurrent assets	128,084,519	21,442,571
Total assets	$ 171,912,547	$ 26,521,522
LIABILITIES AND MEMBERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 47,758,461	$ 2,264,707
Operating lease liability, current portion	108,782	-
Construction loan	37,348,169	-
Note payable	-	717,908
Total current liabilities	85,215,412	2,982,615
COMMITMENTS AND CONTINGENCIES (NOTE 5 & 8)		
NONCURRENT LIABILITIES		
Operating lease liability, noncurrent portion	213,205	-
Total noncurrent liabilities	213,205	-
Total liabilities	85,428,617	2,982,615
MEMBERS' EQUITY	86,483,930	23,538,907
TOTAL LIABILITIES AND MEMBERS' EQUITY	$ 171,912,547	$ 26,521,522

Nightpeak Energy LLC and Subsidiaries
Consolidated Statements of Operations
Years Ended December 31, 2024 and 2023

	December 31,	
	2024	2023
REVENUES		
Electricity sales	$ 23,182,360	$ -
Total revenues	23,182,360	-
OPERATING EXPENSES		
Operating costs	12,363,833	679,945
General and administrative	7,004,608	3,789,658
Depreciation and amortization	902,178	318,058
Impairment of long-lived assets	558,555	8,160
Other expenses	1,093,352	292,540
Total operating expenses	21,922,526	5,088,361
OPERATING INCOME (LOSS)	1,259,834	(5,088,361)
OTHER INCOME		
Interest income	126,978	1,154
Total other income	126,978	1,154
NET INCOME (LOSS)	$ 1,386,812	$ (5,087,207)

Nightpeak Energy LLC and Subsidiaries
Consolidated Statements of Members' Equity
Years Ended December 31, 2024 and 2023

	Total Members' Equity
MEMBERS' EQUITY, December 31, 2022	$ 563,739
Contributions	27,913,396
Share-based compensation expense	148,979
Net loss	(5,087,207)
MEMBERS' EQUITY, December 31, 2023	23,538,907
Contributions	61,402,117
Share-based compensation expense	156,094
Net income	1,386,812
MEMBERS' EQUITY, December 31, 2024	$ 86,483,930

Nightpeak Energy LLC and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended December 31, 2024 and 2023

	December 31,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 1,386,812	$ (5,087,207)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities		
Depreciation and amortization	902,178	318,058
Share-based compensation expense	156,094	148,979
Impairment of long-lived assets	558,555	-
Change in operating assets and liabilities:		
Accounts receivable	(218,996)	-
Prepaid insurance and other current assets	96,372	(1,583,011)
Accounts payable and accrued liabilities	1,640,215	1,925,805
Net cash from operating activities	4,521,230	(4,277,376)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(59,346,353)	(14,211,216)
Refund of amounts on deposit	1,550,000	
Asset acquisition, Saguaro purchase	-	(7,541,000)
Net cash from investing activities	(57,796,353)	(21,752,216)
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital contributions	61,402,117	27,913,396
Proceeds and repayments on note payable	(717,908)	717,908
Proceeds on construction loan, net of debt issuance costs	33,452,832	-
Debt issuance costs	(1,967,920)	
Deferred equity costs	(267,544)	-
Net cash from financing activities	91,901,577	28,631,304
NET CHANGE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	38,626,454	2,601,712
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of year	3,429,715	828,003
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of year	$ 42,056,169	$ 3,429,715
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid for interest	$ 32,710	$ -
Property, plant and equipment additions in accounts payable	$ 43,865,438	$ -
Right-of-use asset lease additions	$ 375,361	$ -

Note 1 – Organization

Nightpeak Energy LLC develops, owns, and operates energy projects that meet the growing capacity needs of a decarbonized grid.

Nightpeak Energy LLC was formed as a limited liability company (LLC) on May 16, 2022. The LLC agreement provides for the admission of Energy Spectrum Partners VIII LP (Energy Spectrum) and Nightpeak Energy Management LLC (Management Member) as members, collectively, “the Members.”

As of December 31, 2024, Nightpeak Energy LLC had twenty-eight wholly owned subsidiaries to execute its investment in various infrastructure projects and engage in the operation and development of energy projects, including Bocanova Power LLC (Bocanova Power) and NP Saguaro Power LLC (Saguaro Power). Nightpeak Energy LLC and its wholly owned subsidiaries are collectively referred to here as "the Company."

Note 2 – Summary of Significant Accounting Policies

Basis of presentation and consolidation – The accompanying consolidated financial statements, which include Nightpeak Energy LLC and its subsidiaries in which it has a controlling financial interest, have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). A controlling financial interest exists when a company has the power, directly or indirectly, to control the financial and operating policies of an entity to obtain the benefits from its activities. All intercompany balances and transactions have been eliminated in consolidation. The Company's fiscal year ends on December 31.

Use of estimates – The preparation of consolidated financial statements U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities and the reported revenues and expenses in the consolidated financial statements. The Company's estimates consist of inputs used to calculate depreciation, amortization, impairment expenses, share-based compensation expense, right-of-use assets, and lease labilities. Actual results could differ from those estimates.

Business combination – In accordance with ASC Topic 805, *Business Combinations*, the Company determines whether an acquisition is a business combination, which requires that the assets acquired and liabilities assumed constitute a business. Each business combination is then accounted for by applying the acquisition method of accounting. If the assets acquired are not a business, the Company accounts for the transaction as an asset acquisition. Under both methods, purchase prices are allocated to acquired assets and assumed liabilities based on their estimated fair value at the time of the acquisition (adjusted for purchase price adjustments in business combinations). For transactions that are business combinations, the Company evaluates the existence of goodwill or intangibles. The excess, if any, of the purchase price over the net fair value amounts assigned to assets acquired and liabilities assumed is recognized as goodwill. The Company capitalizes acquisition-related costs and fees associated with asset acquisitions and immediately expenses acquisition-related costs and fees associated with business combinations.

Cash, cash equivalents, and restricted cash – Cash consists primarily of cash on hand and in bank accounts. The Company considers all short-term highly liquid investments purchased with original maturities of three months or less from date of acquisition to be cash equivalents. The Company did not have any cash equivalents as of December 31, 2024 and 2023. Restricted cash consists primarily of cash proceeds from construction loans used for the sole purpose of construction and development projects.

At December 31, 2024 and 2023, and at various times during 2024 and 2023, there were cash balances with banks in excess of federally insured limits. The Company has not experienced any losses in its cash accounts, and management regularly monitors and assesses these concentrations and believes it is not exposed to any significant credit risk on cash, cash equivalents, and restricted cash.

Property, plant equipment, construction in progress and depreciation – Property, plant, and equipment are stated at cost, less accumulated depreciation. Repairs and maintenance are expensed as incurred. Any improvements that enhance or prolong the life of the asset are capitalized. Depreciation starts when assets are placed in service and is calculated using the straight-line method over the respective assets' estimated useful lives.

Asset Type	Estimated Life
Power plant	9 years
Leasehold improvements	9 years
Building	9 years
Other fixed assets	5 to 9 years

Construction in progress consists primarly of capitalized costs relating to energy projects in various stages of development or construction. These costs include interconnection deposits, legal, consulting, permitting, construction labor, equipment, and land costs necessary for developing and constructing an energy project. In accordance with ASC No. 835 – *Interest*, capitalized interest expense is included in construction in progress, and totals $81,214 and $0 for years ended December 31, 2024 and 2023, respectively.

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. For the years ended December 31, 2024 and 2023, management recorded $541,865 and $0 in impairment of long-lived assets included in construction in progress, respectively.

Intangible asset – leasehold interest – Intangible asset consists of a leasehold interest which is the land lease agreement that gives the Company the right to use the land on which the Saguaro plant is located. The leasehold interest was obtained in conjunction with the Saguaro property acquisition (refer to Note 4) and is stated at fair value which is present value of the differences between the market rent and the actual payments on the rent. The asset is a definite-lived intangible asset amortized on a straight-line basis over the remaining useful life of nine years. Intangible assets are presented in other noncurrent assets on the consolidated balance sheets.

The Company reviews its intangible asset for impairment when there are triggering events that indicate that the asset might be impaired. If such event occurs, the Company compares its carrying amount of the asset to the future undiscounted cash flows, and if there is excess, the Company determines the fair value of the assets to calculate the impairment. There were no triggering events for the years ended December 31, 2024 and 2023, that would indicate the intangible asset is impaired.

Debt issuance and other deferred charges – The Company capitalizes debt issuance and other deferred charges associated with the Bocanova Project credit facility and tax equity transaction. Amounts are comprised of legal fees and debt servicing fees necessary to obtain the financing. The debt issuance charges are amortized over the expected life of the loan. The Company will monitor its capitalized equity costs for any indicators of impairment in future periods. Any further impairment losses will be recognized in the period in which the indicators are identified.

Income taxes – The Company is classified as a partnership for federal and state tax purposes and is subject to all federal tax laws governing partnerships and limited liability companies (LLC). An LLC is not subject to federal income taxes. In lieu of corporate income tax, the members of an LLC are subject to federal and state income taxes on their proportionate share of the Company's taxable income. The Company is also subject to an annual tax of $800 and LLC fee, per LLC, based upon gross receipts from all sources derived from or attributable to the state of California, imposed by the California Franchise Tax Board as well as taxes at various rates from certain other states in which the Company does business, such as Nevada, Texas, and Arizona. There are no temporary differences in reporting for LLC financial and income tax purposes.

Each year, management considers whether any material tax position the Company has taken is more likely than not to be sustained upon examination by the applicable taxing authority. Management believes that any positions the Company has taken are supported by substantial authority and, hence, do not need to be measured or disclosed in the attached consolidated financial statements.

Construction loan and letters of credit – Construction loans are classified as short-term debt agreements. Interest on the outstanding balances accrue monthly and is capitalized as part of project work in progress. This capitalization reflects the Company’s accounting policy of including interest costs in the total cost of the construction project until it is completed and placed into service.

Revenue recognition – electricity sales – The Company recognizes revenue from the sale of electricity generated by the Saguaro Power Plant under a Power Purchase Agreement (PPA). The Company recognizes revenue from electricity sales over time using an output measure that is calculated by multiplying the net generation or contract megawatt hours (MWh) delivered for each month by the corresponding contract price for the month. The Company evaluates its PPA to determine whether it is a lease pursuant to FASB ASC 842, *Leases*. The Company determined that its PPA is not a lease and do not fall under the lease accounting standard. Additionally, the Company evaluates whether the PPA are derivative instruments or included embedded derivatives pursuant FASB ASC 815 – *Derivatives and Hedging*. The Company determined that the PPA is not a derivative.

The PPA has a term of four months and stipulates that the Company, to the extent possible, must deliver a specified amount of energy in MWh not to exceed a maximum hourly quantity. The pricing for the electricity sold under the PPA varies by month, with rates ranging from $27 per MWh to $132 per MWh. In addition to the base electricity charges, the customer is also responsible for costs related to gas delivery and in some situations may be responsible for gas imbalance charges incurred during the delivery period. For the years ended December 31, 2024 and 2023, the Company reported electricity sales revenues of $23,182,360 and $0, respectively. The increase in revenue for the year ended December 31, 2024, reflects the commencement of electricity sales under the PPA.

Leases – The Company determines if an arrangement is a lease at inception. To the extent an arrangement represents a lease, the Company classifies that lease as an operating lease or a finance lease.

The Company capitalizes operating leases on its Consolidated Balance Sheets through a right-of-use (ROU) asset included in Other current assets and a corresponding lease liability. ROU assets represent the Company's right to use an underlying asset for the lease term, and lease liabilities represent the Company's obligation to make lease payments arising from the operating lease. Operating lease ROU assets and obligations are recognized at the commencement date of an arrangement based on the present value of lease payments over the lease term utilizing an interest rate that the Company would have incurred to borrow over a similar term the funds necessary to purchase the leased asset. Lease expense for operating leases is recognized on a straight-line basis over the lease term.

Some of the Company's lease agreements include lease and non-lease components for which the Company has elected to not separate for all classes of underlying assets. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

As of December 31, 2024, all leases are classified as operating leases and represent office space. Lease terms are 3–5 years and lease expense was not significant during the year.

Share-based compensation – During 2024 and 2023, the Management Member has issued certain Class B units to the key employees of Nightpeak Energy LLC (refer to Note 7). Because these are share-based awards granted by a related party, which holds economic interests in the Company, compensation expense related to these share-based awards are reflected in these consolidated financial statements.

Share-based compensation expense is measured at the grant date based on the grant date calculated fair value of the award estimated in accordance with the provisions of ASC No. 718, *Stock Compensation*. The fair value of the award that is ultimately expected to vest is recognized as expense on a straight-line basis over the requisite service period, which is generally the option vesting period of four years. The expense is recognized for the portion of the award that is expected to vest.

The value of the equity awards has been estimated using the Black-Scholes model. The determination of fair value for share-based awards on the date of grant using an option-pricing model requires management to make certain assumptions regarding: (i) the expected volatility in the market price of Nightpeak Energy LLC's member units over the expected term of the awards; (ii) risk-free interest rates; (iii) expected terms of the award. The expected volatility is based on the historical volatilities of similar entities within the Company's industry. The risk-free interest rate is based on the U.S. Treasury yield curve for the expected term in effect on the date of grant. The expected term of the award represents the period of time expected to be outstanding and is derived from the contractual and vesting terms of the awards. The Company does not estimate a forfeiture rate and recognizes forfeitures as they occur.

Recent accounting pronouncement – During June 2016, the FASB issued Accounting Standards Update (ASU) No. 2016-13, *Measurement of Credit Losses on Financial Instruments*. ASU No 2016-13 requires financial assets measured at amortized cost to be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions and reasonable and supportable forecasts that affect the collectability of the reported amount. The FASB has issued subsequent standards to clarify, correct errors in or improve the guidance. ASU No. 2016-13 as amended is effective for annual periods and interim periods within those annual periods beginning after December 15, 2022. Early adoption is permitted for annual and interim periods beginning after December 15, 2018. At December 31, 2024 and 2023, the Company did not have any credit losses on gas imbalance receivables.

Reclassifications – Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported total assets, total liabilities, net income (loss), or members' equity.

Note 3 – Saguaro Asset Acquisition

On November 30, 2023, Nightpeak Energy LLC completed the acquisition of the Saguaro Power Company, which was the owner of a 90-megawatt (MW) 2x1 combined cycle cogeneration power plant (Saguaro) located in Henderson, Nevada. The transaction was accounted for as an asset acquisition pursuant to ASC No. 805. The purchase price of approximately $7.5 million comprised of approximately $6.7 million in cash consideration, approximately $0.8 million in transaction costs that were allocated to assets acquired on the basis of relative fair values, consisting primarily of land, building and improvements. The purchase price allocation is as follows:

Saguaro acquisition	
Power plant	$ 6,852,475
Leasehold interest	550,000
Building	68,434
Land improvements	37,976
Furniture and fixtures	9,728
Miscellaneous equipment	22,387
Total	$ 7,541,000

During the year ended December 31, 2024, the Company reassessed the useful life of the Saguaro Acquisition determining a change in accounting estimate was warranted, which is accounted for prospectively as of January 1, 2024, in accordance with ASC 250-10-45-17, *Accounting Changes and Error Corrections*. Based on repairs and improvements during the year ended December 31, 2024, and further evaluation of the Saguaro facility capabilities, the Company determined a useful life of 9 years. The change in accounting estimate will decrease depreciation expense and increase reported net income for the years ended December 31, 2024 and 2025.

Note 4 – Property, Plant and Equipment

At December 31, 2024 and 2023, property, plant, and equipment consist of the following:

	Useful Life	2024	2023
Land	N/A	$ 3,913,070	$ -
Power plant	9	8,276,241	6,852,475
Building	9	68,434	68,434
Leasehold improvements	9	62,237	37,976
Other fixed assets	5-9	72,961	56,388
Less accumulated depreciation		(1,139,457)	(295,844)
Deposits		13,137,130	13,449,535
Project work in progress		96,784,495	746,524
Total		$ 121,175,111	$ 20,915,488

Depreciation expense for the years ending December 31, 2024 and 2023, was $843,613 and $295,140, respectively.

As of December 31, 2024, project work in progress consisted of the Bocanova Power project which is a 150-megawatt battery storage power plant undergoing construction located in the greater Houston, Texas, area.

Note 5 – Notes Payable

On December 20, 2024, Bocanova Power and Bocanova Class B LLC, a related party, entered into a senior secured construction and term loan credit facility (Credit Facility) of up to $41,844,054. As of December 31, 2024, the Company had borrowed $37,348,169 under the Construction Loan, of which $4,495,885 was unused as of December 31, 2024. As of December 31, 2024, the Company had no borrowings under the available $65,360,627 Bridge Loan included in the Credit Facility. The loans are collateralized by all property currently owned by the Company. The Company incurred and capitalized debt issuance costs totaling $5,863,257 including an upfront fee of $3,895,337 by the lender.

The Company may elect a base rate loan or secured overnight financing rate (SOFR) loan. For advances elected as a base rate loan, interest is the sum of the applicable margin of 1.0%, and the greater of the prime rate; federal funds effective rate plus 0.50% and the daily simple SOFR in effect on such day plus 1.0%, and payments are due quarterly. For advances elected as a SOFR loan, interest is the applicable margin of 2.0% plus the daily simple SOFR rate and payments are due monthly. The interest rate was 6.4% as of December 31, 2024.

The Construction Loan matures at the earliest occurrence of the term conversion or October 1, 2025. Upon completion of the Bocanova project, there is an option to convert the Construction Loan to a Term Loan contingent upon required equity funding amounts, term conversion model and other conditions precedent.

In connection with the Credit Facility, the Company entered into a senior secured letter of credit facility (LC construction facility) up to $30,408,780 comprised of various uses including PPA and interconnections. As of December 31, 2024, the Company has issued and outstanding letters of credit totaling $15,000,000. These letters of credit serve as guarantees of payment for our PPA's in accordance with the terms of the underlying agreements. The letters of credit availability period ends on the later of the Construction or Term Loan maturity date.

Note 6 – Members' Interest, Contributions, Allocations, and Distributions

In accordance with the LLC Agreement, the Members of the Company provide funding for general operational purposes and future business operations of the Company. The Members are required to contribute their initial contributions and additional contributions up to the Capital Commitment as stated in the LLC agreement. Members are not entitled to the return of any part of its capital contributions to the Company or to be paid interest in respect to such capital contributions.

Income and losses of the Company shall be allocated among the Members in proportion to, and until each Member has been allocated income and losses in an amount equal to, the amount needed to cause such Member's Capital Account balance (determined after taking into account all distributions and all allocations) to equal, as nearly as possible, such Member's Target Capital Account Amount. Target Capital Account Amount equals (a) the amount of distributions such Member would receive if each of the Company's remaining assets were deemed disposed of for an amount equal to the Book Basis, as defined in the LLC agreement, of each such asset, and the proceeds of such deemed disposition and all other cash of the Company remaining after satisfaction of all Company liabilities (limited in the case of nonrecourse liabilities to the Book Basis of the property securing such liabilities) were distributed among the Members pursuant to relevant sections in the LLC agreement and partner nonrecourse debt minimum gain as noted in the LLC agreement.

The Members recognize that Income and loss shall be allocated annually for tax and capital account calculations, even if no distributions are made to the Members. Allocations to capital accounts should be allocated in order and priority described in the LLC Agreement. Solely for federal and applicable state income tax purposes, items of Company taxable income, gain, loss and deduction for each fiscal year or other relevant period shall be allocated among the Members in the same manner as each correlative item In of income, gain, loss, and deduction, as determined for Capital Account purposes.

Prior to winding up the Company, the Executive Committee shall, to the extent permitted by the Act, direct the Managers to distribute Available Cash or other property to the Members, in the following order and priority, at such times and in such amounts as the Executive Committee may determine in its sole and absolute discretion: (i) first, to the Members in accordance with their Ownership Percentages until Initial Payout occurs; (ii) second, after the occurrence of Initial Payout and continuing until Second Payout, to the Members in accordance with their respective Initial Payout Percentages; (iii) third, after the occurrence of Second Payout and continuing until Final Payout, to the Members in accordance with their respective Second Payout Percentages; and (iv) fourth, after the occurrence of Final Payout, to the Members in accordance with their respective Final Payout Percentages, as defined in the LLC Agreement.

Note 7 – Share-Based Compensation

On May 16, 2022, the Management Member authorized 10,000 class B Shares to be allocated to the key employees of Nightpeak Energy LLC. Because these are share-based awards granted by a related party, which holds economic interests in the Company, compensation expense related to these share-based awards are reflected in these consolidated financial statements. Terms of the agreement, including vesting requirements, are determined by the Board of Directors of the Management Member. Class B Shares granted generally vest over a period of four years.

For the years ended December 31, 2024 and 2023, the Board of Directors of the Management Member authorized and approved 490 shares and 575 shares, respectively. The Company estimated the fair value of equity awards granted to employees on the date of grant using the Black-Scholes option pricing model. For both years ended December 31, 2024 and 2023, the Company estimated a risk-free interest rate of 4% and a volatility of 20%. For the years ended December 31, 2024 and 2023, the weighted-average fair value per share was $43.89.

Shares available for granting were 935 and 1,425 as of December 31, 2024 and 2023, respectively.

For the years ended December 31, 2024 and 2023, total share-based compensation was $156,093 and $148,979, respectively. Nonvested shares were 3,612 and 6,875 as of December 31, 2024 and 2023, respectively. As of December 31, 2024 and 2023, there was $241,989 and $235,376, respectively, of unrecognized share-based compensation expense related to unvested share-based awards.

Note 8 – Letters of Credit

As of December 31, 2024, the Company has an additional outstanding letter of credit totaling $4,000,000. This letter of credit serves as guarantees of payment to Texas-New Mexico Power Company in accordance with the terms of the underlying agreements.

Note 9 – Subsequent Events

In February 2025, the Company received $2,000,000 in contributions from members.

In January 2025, the Company borrowed $4,370,941 against the construction loan, and in February, 2025 the Company borrowed $6,349,102 against the bridge loan.

In March 2025, the Company issued a $4,000,000 irrevocable standby letter of credit through the Credit Facility.

Management has evaluated events and transactions for potential recognition or disclosure through March 25, 2025, which represents the date the consolidated financial statements were available to be issued.

MOSSADAMS

Business References:

Chris Gerety,
VP of Transmission
Texas New Mexico Power
Christopher.Gerety@tnmp.com

Joe Ripple
Building Permit Administrator
Brazoria County
joer@brazoriacountytx.gov

Cary Perrin
President & CEO
Northern Brazoria County Chamber of Commerce
c_perrin@nbcchamber.org

Glenn Salyer
Local Sweeny Businessman, Landowner
gsalyer1@windstream.net

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EXHIBIT B

CERTIFICATION OF APPRAISED VALUE OF PROPERTIES
AS OF JANUARY 1, 2025

TO: BRAZORIA COUNTY

FROM: BRAZORIA COUNTY APPRAISAL DISTRICT

DATE: 11/7/2025

The Brazoria County Appraisal District hereby certifies that the following appraised values as of January 1, 2025, for property of Glenn & Mary Susan Salyer and Sheila Elster described in **Exhibit C** attached hereto are listed in the records of Brazoria County Appraisal District and indicated by the following account numbers:

PERSONAL PROPERTY	**APPRAISED VALUE**
Account No. _____	$ _____
Account No. _____	$ _____

LAND

Account No. 182613	$ 4,210
Account No. 159206	$ 550
Account No. 182611	$ 14,830

IMPROVEMENTS

Account No. _____	$ _____
Account No. _____	$ _____
Account No. _____	$ _____

Certified this 7th day of November, 20 25.

CHIEF APPRAISER
BRAZORIA COUNTY APPRAISAL DISTRICT
BY: _____

Digitally signed by Marcel Pierel III
DN: cn=Marcel Pierel III, o=Brazoria CAD, ou=BCAD, email=mpierel@brazoriacad.org, c=US
Date: 2025.11.07 14:54:47 -06'00'

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EXHIBIT C

Proposed Facility Address and Legal Description

Situs Address:	**East of Farm-to-Market 524 & County Road 360**
Legal Description:	**Lot 41B in the Arch McDonald Survey (Abstract 0046, C.Breen)** **Tract 12 in the Polly & Chance Survey (Abstract 119)**
Brazoria CAD Parcel ID:	**182613, 159206, 182611**
Brazoria CAD Geographic ID:	**1336-0115-000, 0119-0031-105, 1336-0113-000**

EXHIBIT C (continued)

Proposed Facility Address and Legal Description

GLENN W. SAYLER
DESCRIPTION FOR 76.56 ACRES
CHARLES BREEN SURVEY, ABSTRACT NO. 46
BRAZORIA COUNTY, TEXAS

Being a description for combined 76.56 acres solar lease, consisting of a 51.56-acre parcel and a 25.00-acre parcel, located in the Charles Breen Survey, Abstract No. 46. Both parcels being comprised of the residue of a called 100-acre tract of land conveyed to Glenn W. Salyer by deed recorded in Volume 1383, Page 649 (1/2 interest) and in Volume 1662, Page 810 (1/2 interest) of the Deed Records of Brazoria County ,Texas (D.R.B.C.,TX) Said tract being more particularly described by metes and bounds as follows, with all bearings and coordinates based on the Texas Coordinate System of 1983, South Central Zone, as determined by GPS observations, area, distances, and coordinates are grid values:

51.56 ACRES:

BEGINNING at a 1-1/2-inch pinched iron pipe, found (N: 13,585,699.14; E: 3,012,260.74) on the northwest corner of said residue of 100-acre tract and the southwest corner of that called 20.48 acres tract of land conveyed to Chevron Phillips Chemical Company, LP by deed recorded in File No. 2007071141 of the Official Public Records of Brazoria County, Texas (O.P.R.B.C.,TX.);

THENCE, North 42°06'53" East, along the north line of said residue of 100-acre tract, a distance of 685.52 feet to a 1-inch iron pipe, found on the northeast corner of said residue of 100-acre tract and in the west line of that called 89.755 acres tract of land conveyed to Chevron Phillips Chemical Company, LP by deed recorded in File No. 2023034189 of the O.P.R.B.C.,TX.;

THENCE, South 47°56'02" East, along the east line of said residue of 100-acre tract, a distance of 3,277.13 feet to a at a 5/8-inch iron rod with cap marked "LANDPOINT", found on the northeast corner of a 25.00 acre tract and southeast corner of herein described tract;

THENCE, South 42°06'15" West, over and across said residue of 100-acre tract , a distance of 685.07 feet to a 5/8-inch iron rod with cap marked "LANDPOINT", found on the northwest corner of a 25.00 acre tract, the southwest corner of herein described tract and in the east line of that certain tract of land conveyed to Jeffery P Clark by deed recorded in File No. 2024024174 of the O.P.R.B.C.,TX.;

THENCE, North 47°56'30" West, along the west line of said residue of 100-acre tract, passing at a distance of 254.04, a 3/4-inch iron pipe found marking the northeast corner of said Clark tract, for a total distance of 3,277.25 feet returning to the **POINT OF BEGINNING** and containing a calculated area of 51.56 acres of land.

25.00 ACRES:

COMMENCING at a 1-1/2-inch pinched iron pipe, found (N: 13,585,699.14; E: 3,012,260.74) on the northwest corner of said residue of 100-acre tract and the southwest corner of that said 20.48 acres tract;

THENCE, South 47°56'30" East, along the west line of said residue of 100-acre tract, a distance of 3,277.25 feet to a 5/8-inch iron rod with cap marked "LANDPOINT", found for the **POINT OF BEGINNING** (N: 13,583,503.75; E: 3,014,693.97) of herein described tract;

THENCE, North 42°06'15" East, over and across said residue of 100-acre tract, a distance of 685.07 feet to a 5/8-inch iron rod with cap marked "LANDPOINT", found on the east line of said residue of 100-acre tract, in the west line of said 89.755 acres tract and the northeast corner of herein described tract;

THENCE, South 47°56'02" East, along the east line of said residue of 100-acre tract, a distance of 1,589.68 feet to a 1-inch iron pipe, found on the southeast corner of said residue of 100-acre tract and herein described tract, and in the north line of a called 67.263 acres tract of land conveyed to Sweeny Economic Development Park by deed recorded in File No. 2024009862 of the O.P.R.B.C.,TX.;

THENCE, South 42°04'55" West, along the south line of said residue of 100-acre tract, a distance of 684.86 feet to a calculated point for the southwest corner of said residue of 100-acre tract and herein described tract, from which a 8-inch wood post bears South 71°09'49" West, a distance of 0.21 feet;

THENCE, North 47°56'30" West, along the west line of said residue of 100-acre tract, a distance of 1,589.94 feet returning to the **POINT OF BEGINNING** and containing a calculated area of 25.00 acres of land.

EXHIBIT C (continued)

Proposed Facility Address and Legal Description

RODNEY AND SHEILA ELSTER
FAMILY LIMITED PARTNERSHIP
DESCRIPTION FOR 83.21 ACRES
CHARLES BREEN SURVEY, ABSTRACT NO. 46, AND
JOSEPH H. POLLEY & SAMUEL CHANCE SURVEY, ABSTRACT NO. 119
BRAZORIA COUNTY, TEXAS

Being a description for an 83.21 acre parcel, located in the Charles Breen Survey, Abstract No. 46, and the Joseph H. Polley & Samuel Chance Survey, Abstract No. 119, Brazoria County, Texas, and being out of that certain 138.21 acre tract of land conveyed to Rodney and Sheila Elster Family Limited Partnership by deed recorded in File No. 2025046644 of the Official Public Records of Brazoria County, Texas (O.P.R.B.C.,TX). Said tract being more particularly described by metes and bounds as follows, with all bearings and coordinates based on the Texas Coordinate System of 1983, South Central Zone, as determined by GPS observations, area, distances, and coordinates are grid values:

83.21 ACRES:

BEGINNING at a 1-1/2-inch pinched iron pipe, found (N: 13,585,699.14; E: 3,012,260.74) at a corner on the northeast line of said Elster tract of land, also being the northwest corner of a residue of a 100-acre tract of land conveyed to Glenn W. Salyer by deeds recorded in Volume 1383, Page 649, and Volume 1662, Page 810 of the Deed Records of Brazoria County, Texas (D.R.B.C.,TX) and the southwest corner of that called 20.48 acres tract of land conveyed to Chevron Phillips Chemical Company, LP by deed recorded in File No. 2007071141 of the O.P.R.B.C.,TX.;

THENCE, South 47°56'30" East, along the northeast line of said Elster tract, a distance of 3,023.21 feet to a 3/4-inch iron pipe with cap inside marked "ADAMS 3666-5611", found on the southerly corner of said residue of 100-acre tract and the east corner of said Elster tract;

THENCE, South 42°16'29" West, along the east line of said Elster tract, a distance of 1,035.28 feet to a point for corner of the herein described tract from which a found 10 inch wooden fence post bears South 42°16'29" West, a distance of 0.78 feet, being the east corner of that certain tract of land described in deed to James Robert Finley, recorded in File No. 2023034189, O.P.R.B.C.,TX, and the north corner of that certain tract of land described in deed to Jeffrey Paul Clark, recorded in File No. 2011047297, O.P.R.B.C.,TX;

THENCE, North 47°55'26" West, along the southwest line of said Elster tract, a distance of 3,114.68 feet to a 1/2 iron rod found, also being the east corner of that certain tract of land conveyed to Kathleen A. Jones, by deed recorded in File No. 2011003774 of the O.P.R.B.C.,TX., and the south corner of that certain tract of land conveyed to Texas-New Mexico Power Co., by deed recorded in File Nos. 2014055511 and 2023027198 of the O.P.R.B.C.,TX.;

THENCE, North 13°06'34" East, along the west line of said Elster tract and the east line of said Texas-New Mexico Power Co. tract, a distance of 798.27 feet to a 5/8 inch iron rod found on the west line of the herein described tract and the northeast corner of said Texas-New Mexico Power Co. tract;

THENCE, South 87°28'00" West, along the westerly line of said Elster tract and the north line of said Texas-New Mexico Power Co. tract, a distance of 510.26 feet to a 5/8 inch iron rod found on the east right-of-way line of FM 524, a public right-of-way;

THENCE, North 07°05'25" East, along the east right-of-way line of said FM 524 and the west line of the herein described tract, a distance of 173.04 feet to a point for corner from which a 1/2 inch iron pipe found bears South 83°09'38" West, 0.66 feet, being on the north line of the herein described tract and being the southwest corner of that certain tract of land conveyed to Chevron Phillips Chemical Company, LP, by deed recorded in File No. 2007071141, O.P.R.B.C.,TX;

THENCE, departing the said east right-of-way line and along the south line of said Chevron Phillips Chemical Company, LP tract and the north line of the herein described tract the following courses and distances:

South 83°09'38" East, a distance of 264.84 feet to a point for corner from which a 1/2 iron pipe found bears North 66°16'41" West, a distance of 1.44 feet;

North 06°53'11" East, a distance of 180.19 feet to a 1/2 inch iron pipe found;

South 83°12'22" East, a distance of 437.20 feet to a 1/2 inch iron pipe found;

South 47°54'39" East, a distance of 474.77 feet returning to the **POINT OF BEGINNING** and containing a calculated area of 83.21

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EXHIBIT D

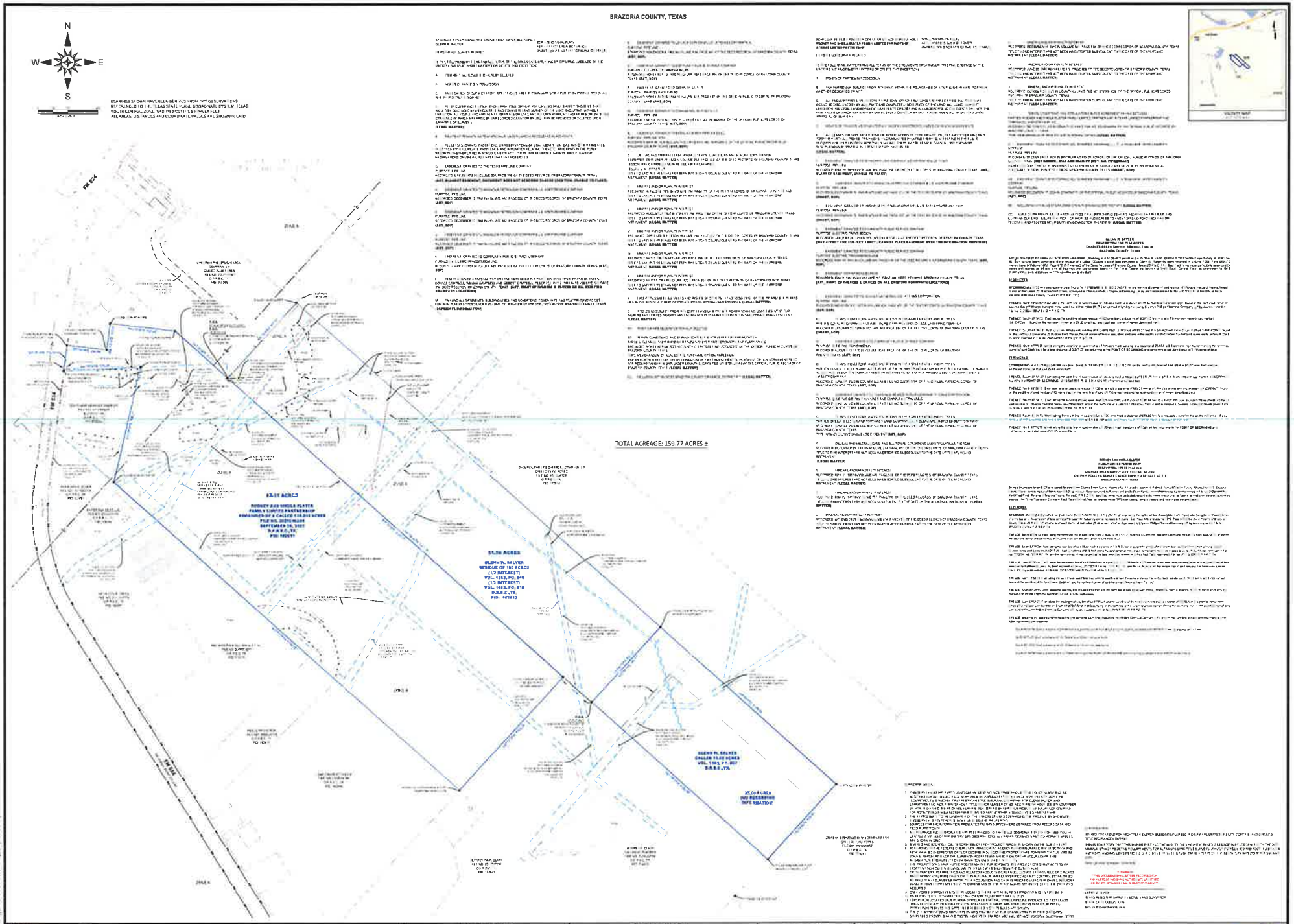
Map Showing Site

2424 Ridge Road
Rockwall, TX 75087
469.298.1594
www.keatax.com

EXHIBIT D (continued)

Map Showing Site

BRAZORIA COUNTY, TEXAS



REFERENCE DRAWINGS	DRAWING REVISIONS						
DESCRIPTION	REV	DESCRIPTION	BY	CHK	APPR	DATE
NEW LEGAL DESCRIPTION	A	ADDED NEW VICINITY MAP PER TITLE COMMITMENT	JCC	LAG	LMS	09/20/21
	B	ADDED TEXT AND RESULTS, FIELD CONDITIONS	JCC	LAG	LMS	09/20/21
	1	REVISED PROPERTY LINE PER QUALITY CLOSURE	MHC	LAG	LMS	09/30/21
	2	ADDED PROPOSED PIPELINE EASEMENT	MHC	LAG	LMS	10/18/21
	3	REVISED PROPOSED PIPELINE EASEMENT	MHC	LAG	LMS	10/25/21
	4	ADDED PROPOSED PIPELINE EASEMENT	MHC	LAG	LMS	11/01/21

PREPARED FOR: Nightpeak Energy

DATE	SCALE	PROJECT NO.
10/1/21	1"=400'	20-0000-0000

DRAWN BY	DATE
JCC	09/20/21
CHECKED BY	DATE
LMS	09/20/21
APPROVED BY	DATE
LMS	09/20/21

REVISIONS

ALTA/NSPS LAND TITLE SURVEY
NIGHTPEAK ENERGY
GLENN W. SALYER &
RODNEY AND SHEILA ELSTER
FAMILY LIMITED PARTNERSHIP,
A TEXAS LIMITED PARTNERSHIP
BRAZORIA COUNTY, TEXAS

1804 WEST GRAND PARKWAY N. SUITE 200
KATY, TEXAS 77449
(832) 200-0400
PERCHERON PROFESSIONAL SERVICES, L.L.C.

EXHIBIT E

Project Description including Time Schedule for Undertaking and Completing Project

Bulldog Power LLC (Bulldog or the Project) proposes to construct a 310MW natural gas fired peaking facility within the ERCOT Houston load zone. The electric power generation plant would create electricity for sale into the wholesale power market and would help address projected power generation capacity shortfalls in the Texas electricity market.

The Project would consist of one to two advanced natural gas-fired combustion turbines in a simple-cycle configuration. Located in close proximity to the City of Houston, the Facility would benefit from zonal pricing dynamics in an area historically reliant on power imports. The Project would directly interconnect with Texas New Mexico Power's ("TNMP") Farm-to-Market 524 Substation adjacent to the Bulldog site, selling power to the Houston load zone. As displaced coal capacity is replaced by renewable resources in the supply stack and load growth surges, peaking assets will remain critical to grid stability in ERCOT and in the Houston load Zone.

The Project would benefit from access to multiple large natural gas pipelines, with nearby pricing hubs including Houston Ship Channel and Katy Hub. As currently proposed, the Project would be developed on approximately 158 acres within Brazoria County, in a proposed reinvestment zone that would be established on land near Sweeny, Texas and southwest of the Houston Metropolitan Area.

The simple-cycle facility would utilize advanced combustion turbines featuring improved startup time and shutdown capabilities. The design of the turbines will also provide significant improvements in efficiency over older generation turbines, allowing the new units to burn less fuel than earlier technology turbines and reduced emissions. Additionally, the turbines will be equipped with Selective Catalytic Reduction (SCR), Water Injection and Low-NOx Burners to control emissions of nitrogen oxides (NOx) and carbon monoxide. These efficiency improvement and emissions control equipment will reduce overall amounts of nitrous oxide, carbon dioxide, unburned hydrocarbons and other volatile organic compounds. The turbines are also designed to be capable of operating in the future on up to 50% hydrogen as a low carbon alternative fuel.

The estimated capital investment of the Project is about $255 million in personal and real property. With financial approval, construction could commence as early as 2027 with a target completion date in 2029. It is anticipated that the Project would create approximately 300 construction jobs during the peak of its development phase and upon completion, ten permanent, full-time positions to operate the facility.

EXHIBIT F

Planned Water and Sewer Treatment Methods and Disposal of Effluent

Subject to permitting and final designs, the facility will utilize on-site groundwater wells as the primary water supply. These wells will be constructed and operated in accordance with the Brazoria County Groundwater Conservation District (GCD) regulations to ensure safe and compliant water sourcing.

Sanitary wastewater from restrooms and breakroom facilities will be treated using a conventional on-site septic system, consisting of a septic tank and a subsurface soil absorption (leach) field. The system will be designed and permitted through the appropriate local authority and maintained regularly to ensure compliance with environmental standards.

Process wastewater will consist primarily of concentrated blowdown from a cooling tower and an evaporative cooler. This wastewater will not undergo any treatment prior to being will be directed to a detention basin, where it will be combined with stormwater runoff from the facility. The combined flow will then be conveyed to a vegetated ditch which flows to other waterways.

The detention basin and swale system will be designed to manage flow rates, promote sedimentation, and reduce potential environmental impacts in accordance with applicable stormwater management and water quality regulations issued by the West Brazoria County Drainage District.

EXHIBIT G

Letter/Statement regarding Variance Requests

EXHIBIT H

Economic Impact Plan

The project will make a concerted effort to utilize local contractors, suppliers, and labor throughout construction and operations. We will also request that our contractors extend this commitment to their subcontractors to maximize local economic impact.

Nightpeak has a proven track record of engaging local vendors. For example, during the previous Nightpeak Boconova Project, which was developed on approximately 20 acres, we partnered with several Brazoria County-based businesses, including:

- **FMS Surveying – Manvel, TX**
- **Tolunay-Wong Engineers – Freeport, TX**
- **Bradly Sand and Concrete Crushing Company LLC – Santa Fe, TX**

Beyond vendor engagement, the company actively supports community programs and organizations in Brazoria County, including:

- **Alvin-Manvel Community Food Pantry**
- **Brazoria County Library System**
- **San Jacinto Girl Scouts**
- **Sweeny High School PetrochemWorks Internship Program**

While the prior project was relatively small in scale, the upcoming projects will encompass more than 150 acres. This significant increase in size will greatly expand the opportunities for local vendors and contractors, resulting in a much larger economic impact within Brazoria County, while continuing to strengthen partnerships with local organizations and community programs.

Project Bulldog Power LLC - Phase 1 - Impact Report

Project Bulldog Power - Phase 1

Project Type: New/Startup
Industry: Distribution & Logistics
Prepared By: Econ. Dev. Alliance for Brazoria County

Purpose & Limitations

This report presents the results of an economic and fiscal analysis undertaken by Econ. Dev. Alliance for Brazoria County using Impact DashBoard, a customized web application developed by Impact DataSource, LLC.

Impact DashBoard utilizes estimates, assumptions, and other information developed by Impact DataSource from its independent research effort detailed in a custom user guide prepared for Econ. Dev. Alliance for Brazoria County.

This report, generated by the Impact DashBoard application, has been prepared by Econ. Dev. Alliance for Brazoria County to assist economic development stakeholders in making an evaluation of the economic and fiscal impact of business activity in the community. This report does not purport to contain all of the information that may be needed to conclude such an evaluation. This report is based on a variety of assumptions and contains forward-looking statements concerning the results of operations of the subject firm. Econ. Dev. Alliance for Brazoria County made reasonable efforts to ensure that the project-specific data entered into Impact DashBoard reflects realistic estimates of future activity. Estimates of future activity involve known and unknown risks and uncertainties that could cause actual results, performance, or events to differ materially from those expressed or implied in this report.

Econ. Dev. Alliance for Brazoria County and Impact DataSource make no representation or warranty as to the accuracy or completeness of the information contained herein and expressly disclaims any and all liability arising from or related to the use of this report or any errors or omissions it may contain.

Introduction

This report presents the results of an economic impact analysis performed using Impact DashBoard, a model developed by Impact DataSource. The report estimates the impact that a potential project will have on the local economy and estimates the costs and benefits for local taxing districts over a 10-year period.

Description of the Project

Bulldog Power, LLC is developing a 310MW combustion turbine facility located near Sweeny, TX. The project will improve ERCOT grid reliability, provide numerous construction jobs and will support a number of ongoing operations and maintenance jobs throughout its life. The project is under development and targeted to begin operation in 2029 or earlier.

Contact - Paris Hayes, CEO - phays@nightpeak.energy

Economic Impact Overview

The table below summarizes the economic impact of the project over the first 10 years in terms of job creation, salaries paid to workers, and taxable sales.

SUMMARY OF ECONOMIC IMPACT OVER 10 YEARS IN BRAZORIA COUNTY			
IMPACT	DIRECT	SPIN-OFF	TOTAL
Jobs	10.0	18.1	**28.1**
Annual Salaries/Wages	$1,000,000	$694,800	**$1,694,800**
Salaries/Wages over 10 Years	$10,949,721	$7,607,866	**$18,557,587**
Taxable Sales/Purchases in Brazoria County	$102.19M	$760,787	**$102.95M**

Totals may not sum due to rounding

The Project may result in new residents moving to the community and potentially new residential properties being constructed as summarized below.

SUMMARY OF POPULATION IMPACT OVER 10 YEARS IN BRAZORIA COUNTY			
IMPACT	DIRECT	SPIN-OFF	TOTAL
Workers who will move to Brazoria County	1.1	1.9	**2.9**
New residents in Brazoria County	2.7	4.9	**7.7**
New residential properties constructed in Brazoria County	0.2	0.3	**0.4**
New students to attend local school district	0.5	0.9	**1.5**

Totals may not sum due to rounding

The new taxable property to be supported by the Project over the next 10 years is summarized in the following table.

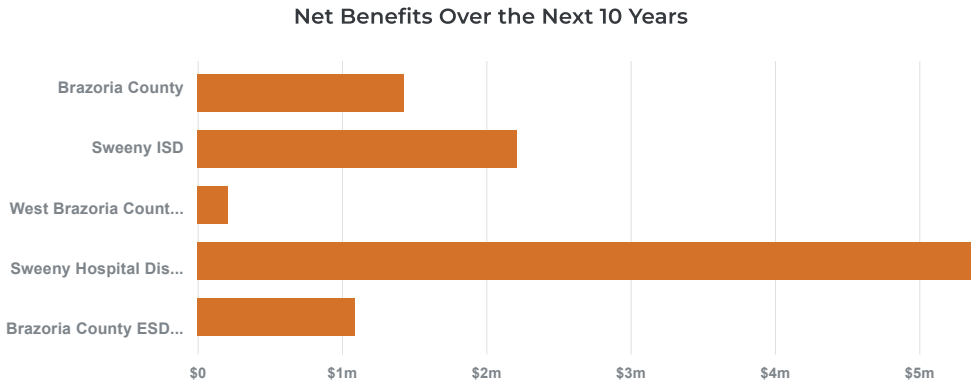
SUMMARY OF TAXABLE PROPERTY OVER THE FIRST 10 YEARS IN BRAZORIA COUNTY							
YR.	NEW RESIDENTIAL PROPERTY	LAND	BUILDINGS...	FF&E	INVENTORIES	NON-RESIDENTIAL PROPERTY	TOTAL PROPERTY
1	$122,483	$5,000,000	$0	$250.00M	$100,000	*$255.10M*	**$255.22M**
2	$124,933	$5,100,000	$0	$225.00M	$102,000	*$230.20M*	**$230.33M**
3	$127,431	$5,202,000	$0	$200.00M	$104,040	*$205.31M*	**$205.43M**
4	$129,980	$5,306,040	$0	$175.00M	$106,121	*$180.41M*	**$180.54M**
5	$132,579	$5,412,161	$0	$150.00M	$108,243	*$155.52M*	**$155.65M**
6	$135,231	$5,520,404	$0	$125.00M	$110,408	*$130.63M*	**$130.77M**
7	$137,936	$5,630,812	$0	$100.00M	$112,616	*$105.74M*	**$105.88M**
8	$140,694	$5,743,428	$0	$75,000,000	$114,869	*$80,858,297*	**$80,998,991**
9	$143,508	$5,858,297	$0	$50,000,000	$117,166	*$55,975,463*	**$56,118,971**
10	$146,378	$5,975,463	$0	$50,000,000	$119,509	*$56,094,972*	**$56,241,351**

Fiscal Impact Overview

The Project will generate additional benefits and costs, a summary of which is provided below. The source of specific benefits and costs are provided in greater detail for each taxing district on subsequent pages.

FISCAL NET BENEFITS OVER THE NEXT 10 YEARS				
	BENEFITS	COSTS	NET BENEFITS	PRESENT VALUE*
Brazoria County	$1,449,999	($16,602)	$1,433,397	$1,141,367
Sweeny ISD	$12,714,149	($10.50M)	$2,212,340	$1,819,353
West Brazoria County Drainage District	$210,448	$0	$210,448	$173,067
Sweeny Hospital District	$5,359,386	$0	$5,359,386	$4,407,413
Brazoria County ESD #2	$1,090,943	$0	$1,090,943	$897,162
Total	**$20,824,925**	**($10.52M)**	**$10,306,514**	**$8,438,362**

*The Present Value of Net Benefits expresses the future stream of net benefits received over several years as a single value in today's dollars. Today's dollar and a dollar to be received at differing times in the future are not comparable because of the time value of money. The time value of money is the interest rate or each taxing entity's discount rate. This analysis uses a discount rate of 5.0% to make the dollars comparable.



Public Support Overview

Based on the County's current graduated scale guidelines

A summary of the total Public Support modeled in this analysis is shown below.

VALUE OF PUBLIC SUPPORT UNDER CONSIDERATION		
	PROPERTY TAX INCENTIVE	TOTAL
Brazoria County	$2,884,416	$2,884,416
Sweeny ISD	$0	$0
West Brazoria County Drainage District	$0	$0
Sweeny Hospital District	$0	$0
Brazoria County ESD #2	$0	$0
Total	**$2,884,416**	**$2,884,416**

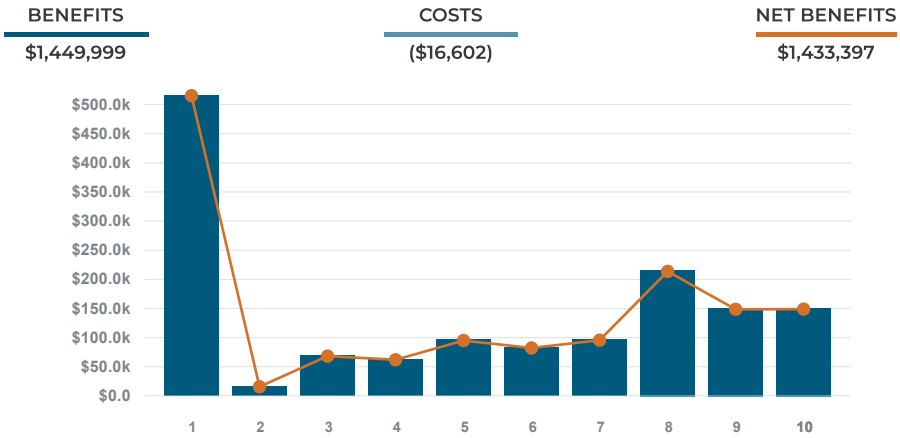
Brazoria County Fiscal Impact

The table below displays the estimated additional benefits, costs, and net benefits to be received by Brazoria County over the next 10 years of the Project.

NET BENEFITS OVER 10 YEARS: BRAZORIA COUNTY			
BENEFITS	PROJECT	HOUSEHOLDS	TOTAL
Sales Taxes	$505,475	$9,279	$514,754
Real Property Taxes	$143,236	$0	$143,236
FF&E Property Taxes*	$778,334	$0	$778,334
Inventory Property Taxes	$2,865	$0	$2,865
New Residential Property Taxes	$0	$3,509	$3,509
Building Permits and Fees	$0	$0	$0
Miscellaneous Taxes and User Fees	$3,942	$3,359	$7,301
Benefits Subtotal	**$1,433,852**	**$16,147**	**$1,449,999**
COSTS	PROJECT	HOUSEHOLDS	TOTAL
Cost of Government Services	($8,979)	($7,623)	($16,602)
Costs Subtotal	**($8,979)**	**($7,623)**	**($16,602)**
Net Benefits	**$1,424,873**	**$8,524**	**$1,433,397**

*Excludes Property Tax Abatement valued at $2,884,416

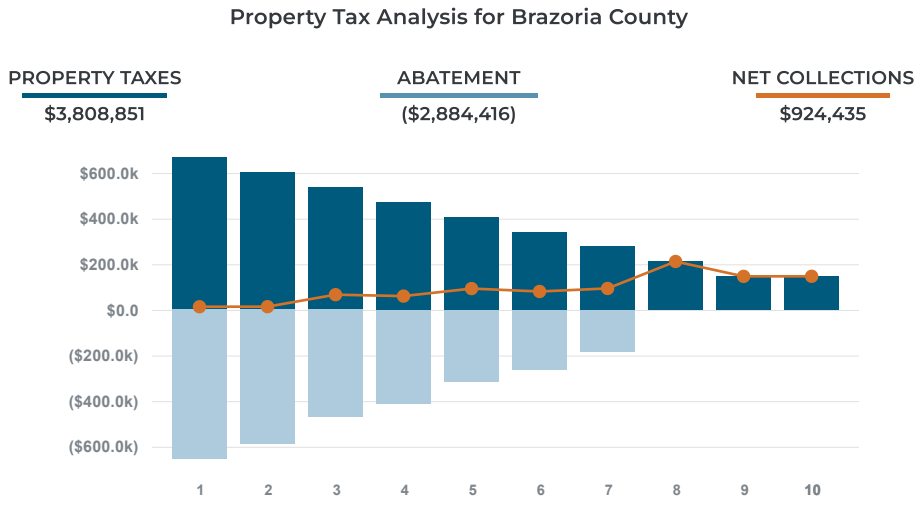
Annual Fiscal Net Benefits for Brazoria County



Brazoria County Public Support

Tax Incentives

The following property tax incentive is modeled for Brazoria County in this analysis.



Sweeny ISD Fiscal Impact

The table below displays the estimated additional benefits, costs, and net benefits to be received by Sweeny ISD over the next 10 years of the Project.

NET BENEFITS OVER 10 YEARS: SWEENY ISD			
BENEFITS	PROJECT	HOUSEHOLDS	TOTAL
Real Property Taxes	$478,010	$0	$478,010
FF&E Property Taxes	$12,223,400	$0	$12,223,400
Inventory Property Taxes	$9,560	$0	$9,560
New Residential Property Taxes	$0	$765	$765
Addtl. State & Federal School Funding	$0	$2,414	$2,414
Benefits Subtotal	**$12,710,970**	**$3,179**	**$12,714,149**
COSTS	PROJECT	HOUSEHOLDS	TOTAL
Cost to Educate New Students	$0	($1,916)	($1,916)
Reduction in State School Funding	($10.50M)	($632)	($10.50M)
Costs Subtotal	**($10.50M)**	**($2,548)**	**($10.50M)**
Net Benefits	**$2,211,709**	**$631**	**$2,212,340**

Annual Fiscal Net Benefits for Sweeny ISD

West Brazoria County Drainage District Fiscal Impact

The table below displays the estimated additional benefits, costs, and net benefits to be received by West Brazoria County Drainage District over the next 10 years of the Project.

NET BENEFITS OVER 10 YEARS: WEST BRAZORIA COUNTY DRAINAGE DISTRICT			
BENEFITS	PROJECT	HOUSEHOLDS	TOTAL
Real Property Taxes	$7,913	$0	$7,913
FF&E Property Taxes	$202,342	$0	$202,342
Inventory Property Taxes	$158	$0	$158
New Residential Property Taxes	$0	$35	$35
Benefits Subtotal	**$210,413**	**$35**	**$210,448**
COSTS	PROJECT	HOUSEHOLDS	TOTAL
None Estimated	$0	$0	$0
Costs Subtotal	**$0**	**$0**	**$0**
Net Benefits	**$210,413**	**$35**	**$210,448**

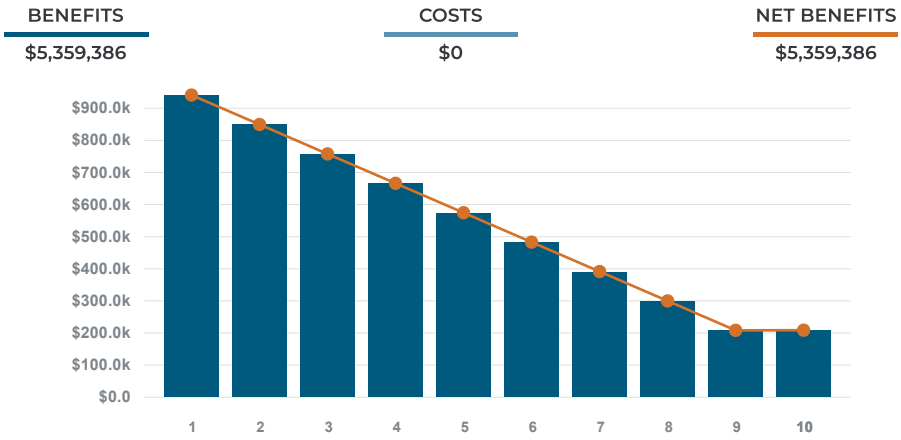
Annual Fiscal Net Benefits for West Brazoria County Drainage District

Sweeny Hospital District Fiscal Impact

The table below displays the estimated additional benefits, costs, and net benefits to be received by Sweeny Hospital District over the next 10 years of the Project.

NET BENEFITS OVER 10 YEARS: SWEENY HOSPITAL DISTRICT			
BENEFITS	PROJECT	HOUSEHOLDS	TOTAL
Real Property Taxes	$201,512	$0	$201,512
FF&E Property Taxes	$5,152,952	$0	$5,152,952
Inventory Property Taxes	$4,030	$0	$4,030
New Residential Property Taxes	$0	$891	$891
Benefits Subtotal	**$5,358,494**	**$891**	**$5,359,386**
COSTS	PROJECT	HOUSEHOLDS	TOTAL
None Estimated	$0	$0	$0
Costs Subtotal	**$0**	**$0**	**$0**
Net Benefits	**$5,358,494**	**$891**	**$5,359,386**

Annual Fiscal Net Benefits for Sweeny Hospital District

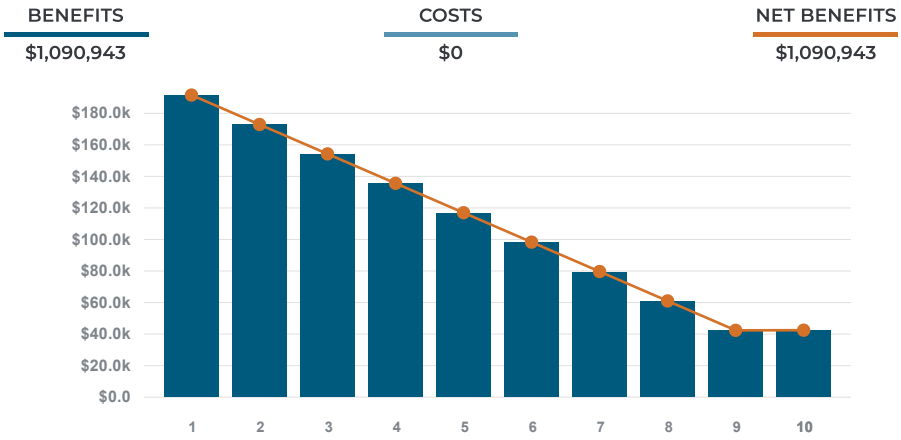


Brazoria County ESD #2 Fiscal Impact

The table below displays the estimated additional benefits, costs, and net benefits to be received by Brazoria County ESD #2 over the next 10 years of the Project.

NET BENEFITS OVER 10 YEARS: BRAZORIA COUNTY ESD #2			
BENEFITS	PROJECT	HOUSEHOLDS	TOTAL
Real Property Taxes	$41,019	$0	$41,019
FF&E Property Taxes	$1,048,922	$0	$1,048,922
Inventory Property Taxes	$820	$0	$820
New Residential Property Taxes	$0	$181	$181
Benefits Subtotal	**$1,090,762**	**$181**	**$1,090,943**
COSTS	PROJECT	HOUSEHOLDS	TOTAL
None Estimated	$0	$0	$0
Costs Subtotal	**$0**	**$0**	**$0**
Net Benefits	**$1,090,762**	**$181**	**$1,090,943**

Annual Fiscal Net Benefits for Brazoria County ESD #2



Methodology

Overview of Methodology

The Impact DashBoard model combines project-specific attributes with community data, tax rates, and assumptions to estimate the economic impact of the Project and the fiscal impact for local taxing districts over a 10-year period.

The economic impact as calculated in this report can be categorized into two main types of impacts. First, the direct economic impacts are the jobs and payroll directly created by the Project. Second, this economic impact analysis calculates the spin-off or indirect and induced impacts that result from the Project. Indirect jobs and salaries are created in new or existing area firms, such as maintenance companies and service firms, that may supply goods and services for the Project. In addition, induced jobs and salaries are created in new or existing local businesses, such as retail stores, gas stations, banks, restaurants, and service companies that may supply goods and services to new workers and their families.

The economic impact estimates in this report are based on the Regional Input-Output Modeling System (RIMS II), a widely used regional input-output model developed by the U. S. Department of Commerce, Bureau of Economic Analysis. The RIMS II model is a standard tool used to estimate regional economic impacts. The economic impacts estimated using the RIMS II model are generally recognized as reasonable and plausible assuming the data input into the model is accurate or based on reasonable assumptions. Impact DataSource utilizes adjusted county-level multipliers to estimate the impact occurring at the sub-county level.

Two types of regional economic multipliers were used in this analysis: an employment multiplier and an earnings multiplier. An employment multiplier was used to estimate the number of indirect and induced jobs created or supported in the area. An earnings multiplier was used to estimate the amount of salaries to be paid to workers in these new indirect and induced jobs. The employment multiplier shows the estimated number of total jobs created for each direct job. The earnings multiplier shows the estimated amount of total salaries paid to these workers for every dollar paid to a direct worker. The multipliers used in this analysis are listed below:

221112 FOSSIL FUEL ELECTRIC POWER GENERATION		BRAZORIA COUNTY
Employment Multiplier	(Type II Direct Effect)	2.8095
Earnings Multiplier	(Type II Direct Effect)	1.6948

Most of the revenues estimated in this study result from calculations relying on (1) attributes of the Project, (2) assumptions to derive the value of associated taxable property or sales, and (3) local tax rates. In some cases, revenues are estimated on a per new household, per new worker, or per new school student basis.

The company or Project developer was not asked, nor could reasonably provide data for calculating some other revenues. For example, while the city will likely receive revenues from fines paid on speeding tickets given to new workers, the company does not know the propensity of its workers to speed. Therefore, some revenues are calculated using an average revenue approach.

This approach uses relies on two assumptions:

1. The taxing entity has two general revenue sources: revenues from residents and revenues from businesses.
2. The taxing entity will collect (a) about the same amount of miscellaneous taxes and user fees from each new household that results from the Project as it currently collects from existing households on average, and (b) the same amount of miscellaneous taxes and user fees from the new business (on a per worker basis) will be collected as it collects from existing businesses.

In the case of the school district, some additional state and federal revenues are estimated on a per new school student basis consistent with historical funding levels.

Additionally, this analysis sought to estimate the additional expenditures faced by local jurisdictions to provide services to new households and new businesses. A marginal cost approach was used to calculate these additional costs.

This approach relies on two assumptions:

1. The taxing entity spends money on services for two general groups: revenues from residents and revenues from businesses.
2. The taxing entity will spend slightly less than its current average cost to provide local government services (police, fire, EMS, etc.) to (a) new residents and (b) businesses on a per worker basis.

In the case of the school district, the marginal cost to educate new students was estimated based on a portion of the school's current expenditures per student and applied to the headcount of new school students resulting from the Project.

About Impact DataSource

Established in 1993, Impact DataSource is an Austin, Texas-based economic consulting firm. Impact DataSource provides high-quality economic research, specializing in economic and fiscal impact analyses. The company is highly focused on supporting economic development professionals and organizations through its consulting services and software. Impact DataSource has conducted thousands of economic impact analyses of new businesses, retention and expansion projects, developments, and activities in all industry groups throughout the U.S.

For more information on Impact DataSource, LLC and our product Impact DashBoard, please visit our website www.impactdatasource.com

Appendix

BRAZORIA COUNTY PROPERTY TAX ABATEMENT					
YR.	LAND	BUILDINGS...	FF&E	INVENTORIES	TOTAL
1	$0	$0	$654,063	$0	**$654,063**
2	$0	$0	$588,656	$0	**$588,656**
3	$0	$0	$470,925	$0	**$470,925**
4	$0	$0	$412,059	$0	**$412,059**
5	$0	$0	$313,950	$0	**$313,950**
6	$0	$0	$261,625	$0	**$261,625**
7	$0	$0	$183,138	$0	**$183,138**
8	$0	$0	$0	$0	**$0**
9	$0	$0	$0	$0	**$0**
10	$0	$0	$0	$0	**$0**
Total	**$0**	**$0**	**$2,884,416**	**$0**	**$2,884,416**

BRAZORIA COUNTY PROPERTY TAX ABATEMENT SCHEDULE				
YR.	LAND	BUILDINGS...	FF&E	INVENTORIES
1	0.0%	100.0%	100.0%	0.0%
2	0.0%	100.0%	100.0%	0.0%
3	0.0%	90.0%	90.0%	0.0%
4	0.0%	90.0%	90.0%	0.0%
5	0.0%	80.0%	80.0%	0.0%
6	0.0%	80.0%	80.0%	0.0%
7	0.0%	70.0%	70.0%	0.0%
8	0.0%	0.0%	0.0%	0.0%
9	0.0%	0.0%	0.0%	0.0%
10	0.0%	0.0%	0.0%	0.0%

IMPACT DASHBOARD

Project Bulldog Power - Phase 1

EXHIBIT I

Detailed Itemized List of Tangible Personal Property requesting to be abated

Bulldog Power LLC's real and personal property improvements for the proposed Project would include:

- Advanced class combustion turbines and generators
- Control room, administrative & warehouse building
- Demin water system
- Fuel gas treatment
- Selective catalytic reactors and emission monitoring equipment
- Ammonia storage and injection systems
- All ancillary machinery and equipment necessary for operations and maintenance

EXHIBIT J

Application for Abatement with Other Taxing Jurisdictions

Bulldog Power LLC has not applied to any other Taxing Jurisdictions to date. It is currently being contemplated that Bulldog Power LLC may apply to the Jobs, Energy, Technology and Innovation Act (JETI) Program at the Texas Comptroller's Office, in conjunction with Sweeny Independent School District.

EXHIBIT K

Real Estate Purchase Option

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

MEMORANDUM OF FIRST AMENDMENT TO PURCHASE OPTION AGREEMENT

This MEMORANDUM OF FIRST AMENDMENT TO PURCHASE OPTION AGREEMENT (this "**Memorandum**" is dated as of April 19, 2025 (the "**Effective Date**") by and between Glenn W. Salyer and Mary Susan Salyer (collectively "**Seller**") and Toronado Land Company LLC, a Delaware limited liability company ("**Purchaser**") with reference to the following recitals:

A. Seller owns that certain real property located in the County of Brazoria, State of Texas, legally described on **Exhibit A** attached hereto, and incorporated herein by reference and consisting of approximately 76.56 acres, including all of Seller's right, title and interest in any rights, hereditaments and benefits appurtenant thereto and improvements thereon, and any rights pertaining to water, minerals, caliche, gravel and/or hydrocarbons relating thereto (collectively, the "**Property**").

B. Seller and Purchaser (i) entered into that certain Real Estate Purchase Option Agreement, dated effective as of October 12, 2023 (the "**Original Agreement**") pursuant to which Seller granted Purchaser an option to purchase twenty-five (25) acres of the Property (the "**Option**"), and (ii) executed and recorded a Memorandum of the Agreement in the real property records of Brazoria County, Texas on November 8, 2023, as Instrument No. 2023050277.

C. Effective as of the Effective Date, Seller and Purchaser executed an amendment to the Original Agreement (the "**First Amendment to Purchase Option Agreement**"), which among things, grants Purchaser the option to purchase the *entire* Property, all as set forth in greater detail therein.

D. The Parties have executed and acknowledged this Memorandum and are recording the same for the purpose of providing constructive notice of the First Amendment to Purchase Option Agreement, including, without limitation, notice that the Option has been amended to grant Purchaser the option to purchase the entire Property. Capitalized terms used and not defined herein have the meaning set forth in the Original Agreement as amended by the First Amendment to Purchase Option Agreement (collectively, the "**Agreement**").

NOW THEREFORE, for and in consideration of the promises, covenants and agreements of the parties contained in the Agreement, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Pursuant to Section 1 of the Agreement, Seller has granted, and does hereby grant to Purchaser an exclusive and irrevocable option (the "**Option**") to purchase the

Property on the terms and conditions set forth in the Agreement.

2. The terms, conditions and covenants of the Agreement are incorporated herein by reference as though fully set forth herein. This Memorandum does not supersede, modify, amend or otherwise change the terms, conditions or covenants of the Agreement. In the event of any conflict between this Memorandum and the Agreement, the Agreement shall control.

3. The Property shall be held, conveyed, hypothecated, encumbered, leased, used and occupied subject to Purchaser's Option and the covenants, terms and provisions set forth in the Agreement and herein, which shall run with the Property and each portion thereof and interest therein as equitable servitudes, and shall be binding upon and inure to the benefit of the parties and each other person and entity having any interest therein during their ownership thereof, and their respective sublessees, grantees, heirs, executors, administrators, successors and assigns, and all persons claiming under them.

4. This Memorandum may be executed with counterpart signature pages and in duplicate originals, each of which shall be deemed an original, and all of which shall collectively constitute a single instrument.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties have executed and delivered this Memorandum as of the Effective Date.

Seller

Glenn W. Salyer

Glenn W. Salyer

Mary Susan Salyer

Mary Susan Salyer

Purchaser

Toronado Land Company LLC

By: _____

Name: Paris Hays

Title: Chief Executive Officer

TEXAS NOTARY ACKNOWLEDGMENT
(ORDINARY CERTIFICATE)

State of Texas

County of BRAZOIA

Before me, Glenn Salyer [Name and Character of Officer], on this day personally appeared Glenn Salyer [Name of Principal], known to me (or proved to me on the oath of _____ or through _____ [Description of Identity Card or Other Document] to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 16th day of May, 2025

(seal) SANDRA K. BLAINE
My Notary ID # 3381600
Expires October 25, 2026

Sandra K. Blaine
Notary Public Signature

TEXAS NOTARY ACKNOWLEDGMENT
(ORDINARY CERTIFICATE)

State of Texas

County of BRAZOIA

Before me, Mary Susan Salyer [Name and Character of Officer], on this day personally appeared Mary S. Salyer [Name of Principal], known to me (or proved to me on the oath of _____ or through _____ [Description of Identity Card or Other Document] to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this 16th day of May, 2025.

(seal) SANDRA K. BLAINE
My Notary ID # 3381600
Expires October 25, 2026

Notary Public Signature
Sandra K. Blaine

TEXAS NOTARY ACKNOWLEDGMENT
(ORDINARY CERTIFICATE)

State of Texas

County of _____

Before me, _____ [Name and Character of Officer], on this day personally appeared_____[Name of Principal], known to me (or proved to me on the oath of _____ or through _____ [Description of Identity Card or Other Document] to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this _____ day of _____, 20___.

_____
(seal) Notary Public Signature

TEXAS NOTARY ACKNOWLEDGMENT
(ORDINARY CERTIFICATE)

State of Texas

County of _____

Before me, _____ [Name and Character of Officer], on this day personally appeared_____[Name of Principal], known to me (or proved to me on the oath of _____ or through _____ [Description of Identity Card or Other Document] to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this _____ day of _____, 20___.

_____
(seal) Notary Public Signature

CALIFORNIA ALL-PURPOSE
CERTIFICATE OF ACKNOWLEDGEMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Contra Costa

On May 19, 2025 before me, SHAHROKH SHAMLOO, Notary Public, personally appeared Paris Hays, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me 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 the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Shahrokh Shamloo
Signature of Notary Public

(Notary Seal)

SHAHROKH SHAMLOO
Notary Public - California
Contra Costa County
Commission # 2425187
My Comm. Expires Dec 2, 2026

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EXHIBIT A

Property Description

That certain real property located in Brazoria County, Texas, off of Farm to Market 524 near Sweeny, Texas more particularly described as follows:

FM 524 OFF OIL FIELD RD

Legal Description: ABST - 46 SUBD - Arch McDonald S/D Tr. A, B, B1, C, E, F & G Tract - 41B

APN: 1336-0115-000

EXHIBIT B

FORM OF MEMORANDUM

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

MEMORANDUM OF REAL ESTATE PURCHASE OPTION AGREEMENT

THIS MEMORANDUM OF REAL ESTATE PURCHASE OPTION AGREEMENT (this "Memorandum") is made, dated and effective as of 10/17, 2025 (the "Effective Date"), between Rodney and Sheila Elster Family Limited Partnership, LP, a Texas Limited Partnership ("Seller"), and Toronado Land Company LLC ("Purchaser"), in light of the following facts and circumstances:

RECITALS:

WHEREAS, Seller and Purchaser have entered a Real Estate Purchase Option Agreement dated as of the Effective Date with respect to Property more specifically described herein (as heretofore or hereinafter amended, restated, or supplemented from time to time, the "Option Agreement"); and

WHEREAS, Seller and Purchaser desire to set forth certain terms and conditions of the Option Agreement in a manner suitable for recording in the Official Records of Brazoria County, Texas, in order to provide record notice of the Option Agreement and Purchaser's rights in and to the land subject to the Option Agreement, as provided herein.

NOW, THEREFORE, in consideration of the mutual covenants contained in the Option Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree and stipulate as follows:

1. Description of Property. The land subject to the Option Agreement is described on Attachment A attached hereto, and by this reference made a part hereof (the "Property").

2. Grant of Option. Seller hereby grants to Purchaser, pursuant to the Option Agreement, an exclusive and irrevocable option (the "Option") to purchase the Property on the terms and conditions set forth in the Option Agreement. The entire Option Agreement is hereby incorporated into this Memorandum by reference. Notwithstanding anything to the contrary contained herein, the provisions of this Memorandum do not in any way alter, amend, supplement, change, or affect the terms, covenants, or conditions of the Option Agreement, all of which terms, covenants, and conditions shall remain in full force and effect. In the event of any conflict between

the terms of this Memorandum and the Option Agreement, the terms of the Option Agreement shall prevail.

3. Term of Option Agreement. Unless extended or earlier terminated, as provided in the Option Agreement, the term of the Option shall be for a 3 year period beginning on the Effective Date. Closing of the transaction contemplated by the Option Agreement shall occur within thirty (30) days following Purchaser's exercise of the Option, in accordance with the Option Agreement, or as the parties may otherwise mutually agree.

4. Names and Addresses of Parties. The names and addresses of the parties to the Option Agreement are as follows:

Seller:	Purchaser:
Rodney and Sheila Elster Family Limited Partnership, LP	
c/o A.G. CROUCH CROUCH LAW OFFICE 235 W. SEALY STREET ALVIN, TEXAS 77511	TORONADO LAND COMPANY C/O NIGHTPEAK ENERGY 1423 BROADWAY PMB 114 OAKLAND, CA 94612

5. Successors and Assigns. The terms of this Memorandum and the Option Agreement are covenants running with the land and inure to the benefit of, and are binding upon, the parties and their respective successors and assigns, including all subsequent owners of all or any portion of the Property. References to Seller and Purchaser include their respective successors and assigns. References to the Option Agreement includes any amendments thereto.

6. Miscellaneous. This Memorandum is executed for the purpose of recording in the Official Records of Brazoria County, Texas, in order to provide public record notice of the Option Agreement and Purchaser's rights in and to the Property. All persons are hereby put on notice of and shall have a duty to inquire regarding the Option Agreement and all of the provisions thereof and the rights, title, interests, and claims of Purchaser in and to the Property. Any right, estate, claim, or interest in the Property first attaching to the Property and recorded from and after the Effective Date shall be subordinate to the terms of the Option Agreement. If Purchaser acquires fee simple title to any portion of the Property, Purchaser shall have the right, at Purchaser's option, to terminate any such subordinate right, estate, claim, or interest, at no cost or liability to Purchaser, or to accept title subject thereto. This instrument may for convenience be executed in any number of original counterparts, each of which shall be an original and all of which taken together shall constitute one instrument.

[*The remainder of this page is intentionally left blank.*]

IN WITNESS WHEREOF, Seller and Purchaser, acting through their duly authorized representatives, have made and entered into this Memorandum as of the Effective Date.

SELLER:

Rodney and Sheila Elster Family Limited Partnership, A Texas Limited Partnership

Sheila Horak Elster

Name: Sheila Horak Elster
Title: General Partner

PURCHASER:

Toronado Land Company LLC,
a Delaware limited liability company

By: _____
Name: Paris Hays
Title: Chief Executive Officer

See Attached Certificate

Recording requested by and
when recorded mail to:

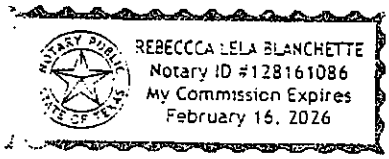
Crouch Law Office
235 W. Sealy Street
Alvin, Texas 77511

Exhibit B -

4870-9615-5967.2
44887\20651563.7

THE STATE OF TEXAS §
§
COUNTY OF Brazoria §

This instrument was acknowledged before me on the 11th day of October, 202__, by Sheila Horak Elster.



Notary Public in and for the State of Texas

THE STATE OF TEXAS §
§
COUNTY OF _____ §

This instrument was acknowledged before me on the ____ day of _____, 202__, by _____[name of signatory], _____[title of signatory] of _____[name of entity] a _____[state of formation of entity] _____[type of entity], on behalf of said _____[type of entity].

_____
Notary Public in and for the State of Texas

CALIFORNIA ACKNOWLEDGMENT CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Contra Costa

On October 20, 2025 (Date) before me, Stephanie E. Losier Notary Public (Here Insert Name and Title of the Officer),

personally appeared Paris Hays (Name(s) of Signer(s)),

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me 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 the entity upon behalf of which the person(s) acted, executed the instrument.

STEPHANIE E. LOSIER
Notary Public - California
Contra Costa County
Commission # 2468277
My Comm. Expires Oct 25, 2027

Place Notary Seal and/or Stamp Above

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____
Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____	Signer's Name: _____
☐ Corporate Officer – Title(s): _____	☐ Corporate Officer – Title(s): _____
☐ Partner – ☐ Limited ☐ General	☐ Partner – ☐ Limited ☐ General
☐ Individual ☐ Attorney in Fact	☐ Individual ☐ Attorney in Fact
☐ Trustee ☐ Guardian or Conservator	☐ Trustee ☐ Guardian or Conservator
☐ Other: _____	☐ Other: _____
Signer is Representing: _____	Signer is Representing: _____

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ATTACHMENT A

LEGAL DESCRIPTION

All of the SURFACE AND SUBSURFACE down to 500 feet ONLY fee interest with respect to the approximately 81 acres of the following real property situated in Brazoria County, Texas, together with any improvements thereon, and easements and appurtenances thereto, but excluding Seller's interest, if any, without surface rights, in any subsurface oil, gas, and minerals rights pertaining thereto:

The specific legal description of the Property to be purchased shall be provided by Purchaser prior to Closing

Black – Toronado Land Company Parcel

Exhibit A

FILED and RECORDED

Instrument Number: 2025050994

Filing and Recording Date: 10/21/2025 10:50:09 AM Pages: 7 Recording Fee: $45.00

I hereby certify that this instrument was FILED on the date and time stamped hereon and RECORDED in the OFFICIAL PUBLIC RECORDS of Brazoria County, Texas.

Joyce Hudman, County Clerk
Brazoria County, Texas

ANY PROVISION CONTAINED IN ANY DOCUMENT WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE REAL PROPERTY DESCRIBED THEREIN BECAUSE OF RACE OR COLOR IS INVALID UNDER FEDERAL LAW AND IS UNENFORCEABLE.

DO NOT DESTROY - Warning, this document is part of the Official Public Record.

cclerk-regina

EXHIBIT L

Secretary of State Filings

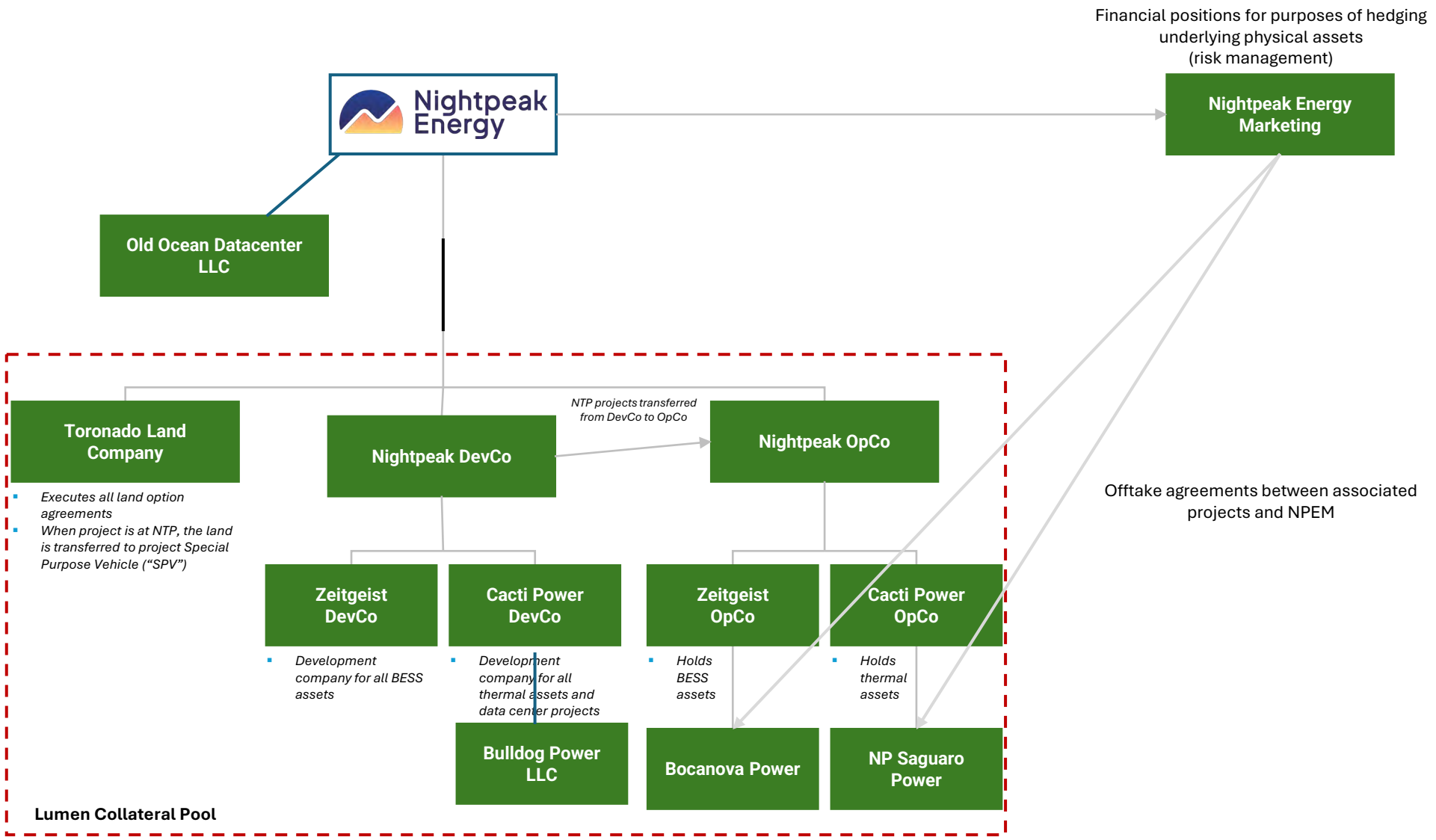
Bulldog Power LLC

Report Name: Jurisdictions
Created By: Sujay Parikh
Date Created: 12/19/2025 6:52:21 PM
Date Format: MM/DD/YYYY

Jurisdiction	Registered With	Authorization Date	Jurisdiction ID	Jurisdiction Status	Jurisdiction Status Description	CSC Service	CSC Service Status	Registered Agent
Delaware	Secretary Of State, Division Of Corporations	10/19/2023	2511706	Good Standing as of 12/17/2025		Statutory Representation	Active	Corporation Service Company
Texas	Secretary Of State, Statutory Filings Division, Corporations Section	10/26/2023	805291327	In Existence as of 12/04/2025		Statutory Representation	Active	Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company

EXHIBIT M

Organizational Chart


Financial positions for purposes of hedging underlying physical assets (risk management)
Nightpeak Energy
Nightpeak Energy Marketing
Old Ocean Datacenter LLC
Toronado Land Company
Executes all land option agreements
When project is at NTP, the land is transferred to project Special Purpose Vehicle ("SPV")
Nightpeak DevCo
NTP projects transferred from DevCo to OpCo
Nightpeak OpCo
Offtake agreements between associated projects and NPEM
Zeitgeist DevCo
Development company for all BESS assets
Cacti Power DevCo
Development company for all thermal assets and data center projects
Zeitgeist OpCo
Holds BESS assets
Cacti Power OpCo
Holds thermal assets
Bulldog Power LLC
Bocanova Power
NP Saguaro Power
Lumen Collateral Pool