

APN: 1219-14-002-006
1219-14-001-013

Recording Requested by
and When Recorded Mail to:

Michael L. Matuska, Esq.
MATUSKA LAW OFFICES, LTD.
2310 South Carson Street, Suite 6
Carson City, NV 89701



KAREN ELLISON, RECORDER

I, the undersigned, hereby affirm that this document submitted for recording does not contain the Social Security number of any person or persons.

(Per NRS 239B.030)

Michael L. Matuska, Esq.

OPTION AGREEMENT [Amended]

THIS AGREEMENT is entered into this 1st day of June 2015, by and between JAMES W. BENTLEY, Trustee of the Bentley Family 1995 Trust, "Buyer," and ALLAN DAY SAPP and PATRICIA JEAN SAPP, Trustees of the Allan & PJ Sapp Family Trust, u/i/d May 13, 2008, collectively referred to as "Seller," regarding the purchase by Buyer from Seller of Sheridan Creek and Stutler Creek surface water rights under the entitled action: *In the Matter of the Determination of the Relative Rights In and To the Waters of Mott Creek et al.*, in the Ninth Judicial District Court for the State of Nevada, In and For the County of Douglas, Case No. 08-CV-0363, the same being a portion of Claim Nos. V-04594.

1. **Water Right.** Buyer has or will purchase from Seller the following water rights:

20.00 acre feet of water rights assigned Claim No. V-04594 ("Water Right") by the Nevada State Engineer, said Water Right being appurtenant to property located at 839 Sheridan Lane, Gardnerville, Douglas County, Nevada, the same being Douglas County Assessor's Parcel Number 1219-14-002-006.

2. **Option and Right of First Refusal.** Buyer hereby grants to Seller the exclusive option to repurchase the above identified Water Right. Buyer further agrees that it will not otherwise sell, encumber or hypothecate said water rights without first giving Seller notice and the right to re-purchase the water rights based on the terms set forth herein. Seller

shall have ninety (90) days from the date of any such notice to consummate the repurchase of the water rights.

3. **Option Term.** In order to exercise this option, Seller must provide written notice of Seller's intent to repurchase the Water Right on or before September 30, 2024, and Seller must complete the repurchase on or before December 31, 2024. Seller's option will expire if notice is not provided or the repurchase is not completed within these time frames.

4. **Option Price.** The price for Seller to repurchase the Water Right shall be:

20.00 acre feet of water rights assigned Claim No. V-04594 – TWO HUNDRED FIFTY DOLLARS (\$250) per acre foot, for a total of FIVE THOUSAND DOLLARS (\$5,000).

The option price will be reduced by EIGHTY DOLLARS (\$20) per acre foot per year, such that the repurchase price shall be as follows:

<u>If notice given by:</u>	<u>Option Price:</u>
September 30, 2015	\$4,600
September 30, 2016	\$4,200
September 30, 2017	\$3,800
September 30, 2018	\$3,400
September 30, 2019	\$3,000
September 30, 2020	\$2,600
September 30, 2021	\$2,200
September 30, 2022	\$1,800
September 30, 2023	\$1,400
September 30, 2024	\$1,000

5. **Costs of Title Transfer.** Buyer shall have the sole responsibility, at Buyer's sole cost and expense, of completing the transfer or registration requirements for the subject Water Right, recording of any Water Right Deed, and any other transfer of ownership or relinquishment on the records of the Nevada State Engineer or the Federal Watermaster.

6. **Maintenance Fees.** If Seller exercises the option, Seller shall be responsible for any Operation and Maintenance ("O&M") fees levied pursuant to the November 24, 2014 letter from the Office of the State Engineer after the date of the exercise of the option.

7. **Supersedes.** This Option replaces and supersedes any prior option agreement(s) entered into between the parties hereto with respect to the water rights described herein.

BUYER

James W. Bentley, Trustee

SELLER

Allan Day Sapp, Trustee

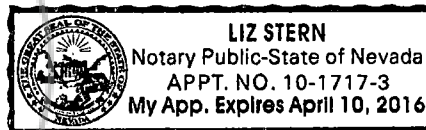
Patricia Jean Sapp, Trustee

STATE OF NEVADA)

COUNTY OF Carson City) ss.

On this 1st day of June 2015, personally appeared before me, a Notary Public, JAMES W. BENTLEY, as Trustee of the Bentley Family 1995 Trust, who acknowledged to me that he executed the within instrument freely and voluntarily and for the uses and purposes therein stated.

Liz Stern
NOTARY PUBLIC

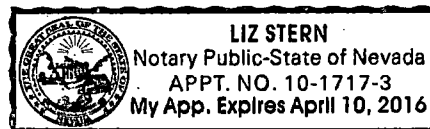


STATE OF NEVADA)

COUNTY OF Carson City) ss.

On this 1st day of June 2015, personally appeared before me, a Notary Public, ALLAN DAY SAPP, as Trustee of the Allan & PJ Sapp Family Trust, u/i/d May 13, 2008, who acknowledged to me that he executed the within instrument freely and voluntarily and for the uses and purposes therein stated.

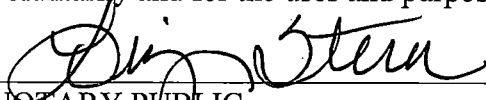
Liz Stern
NOTARY PUBLIC



STATE OF NEVADA)

COUNTY OF Carson City) ss.

On this 1st day of June 2015, personally appeared before me, a Notary Public, PATRICIA J. SAPP, as Trustee of the Allan & PJ Sapp Family Trust, u/i/d May 13, 2008, who acknowledged to me that she executed the within instrument freely and voluntarily and for the uses and purposes therein stated.


NOTARY PUBLIC

