



May 23, 2022

ABC Tree Farms, LLC
2464 El Camino Real Ste 934
Santa Clara, CA 95051

Re: Letter Agreement between Moonlite Associates LLC and ABC Tree Farms, LLC, a California limited liability company

To Whom It May Concern:

In consideration of your covenants set forth below, Lessor agrees to your temporary lease of a portion of Moonlite Shopping Center as described herein.

(1.) The leased area herein ("Leased Area") is located in the parking lot of Moonlite Shopping Center in Santa Clara, California and further outlined in red on Exhibit "A" attached hereto. The Lessor is MOONLITE ASSOCIATES LLC and the Lessee is ABC TREE FARMS, LLC.

(2.) The term of this lease is August 16, 2022 through December 31, 2022.

(a.) In the event Licensee is unable to obtain the necessary permits to operate its planned business upon the property from the City of Santa Clara, or any other government agency that requires Licensee to obtain a permit, Licensee shall advise Licensor in writing of such denial of the needed permit and the License Agreement shall be terminated at such time. Licensee shall be entitled to the unused portion of the rent payment made in advance.

(3.) Rent shall be in the sum of FIVE THOUSAND AND 00/100 (\$5,000.00) per month payable beginning September 1, 2021. With payment for August 2022 of TWO THOUSAND AND 00/100 (\$2,500.00). Please remit the first month's rent upon the execution of this Letter Agreement.

(4.) The Leased Area shall be used for the purpose of a Pumpkin Patch and Christmas Tree Farm, selling pumpkins, trees and seasonal fruits.

(5.) Lessee shall lease the Leased Area in an "as is" condition.

(6.) Tenant shall surrender Premises to Owner in good order, condition and repair, with all personal property removed, and Area shall be left in a "BROOM-CLEAN" condition.

(7.) Lessee covenants and agrees that:

(a.) Lessee shall provide an insurance certificate naming MOONLITE ASSOCIATES LLC, as additional insured, specifying Moonlite Shopping Center, as the location with a comprehensive general liability amount of \$2,000,000.

(b.) Lessee agrees to defend, indemnify and hold Lessor harmless from any damage or liability of any kind arising out of any injury to or death of persons or damage to the property of Lessee, Lessor or any other person or entity which occurred during the term of this Letter Agreement, from any cause whatsoever, by reason of the use, occupancy and enjoyment of the leased area by Lessee or any person and save the Lessor harmless from all liability arising out of the supply of labor material supplied to or benefiting the leased area during the term of this Letter Agreement. This indemnification shall extend to the retention of legal counsel, payment of attorney's fees, the expenditure of investigation costs and all other costs, expenses and liabilities in defending and/or settling any such lien, claim or demand.

(c.) In the event that Lessee is (a) unable to operate from leased premises due to any COVID-19 related city, county, or state restrictions (including Lessee's inability to obtain permits to operate from the leased premises due to COVID – 19 and due to city, county, or state restrictions), or (b) required to shut down or not operate from the leased premises due to a virus threat; Lessee shall notify Lessor within three days of such and Lessee shall be entitled to terminate this Lease as of the date of such notification. In the event of termination of the Lease by Lessee in accordance with the terms of this paragraph; (1) the Lessee shall at once surrender the said premises and all interest therein to Lessor; and (2) rents shall be prorated as to the length of the term of tenancy prior to the termination and if rentals are paid in advance, any unused portion shall be refunded to Lessee by Lessor.

(d.) Lessee agrees to hold the contents of this Letter Agreement in full confidence and not to disclose its context.

Please indicate your agreement to the above stated terms and conditions by signing in the designated area below, and return both copies. You will receive a fully executed copy shortly thereafter. If you should have any further questions, please contact Deborah Hemlock at (650) 228-2201.

Cordially,

MOONLITE ASSOCIATES LLC,
a Delaware limited liability company

By: SClay Management, Inc.
a Delaware corporation

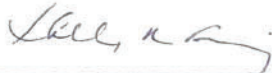
By: 
Bill Mehrens, President

BJM/JLM

Encl.

The undersigned hereby agrees to the terms and conditions set forth in the foregoing Letter Agreement.

ABC TREE FARMS, LLC,
a California limited liability company

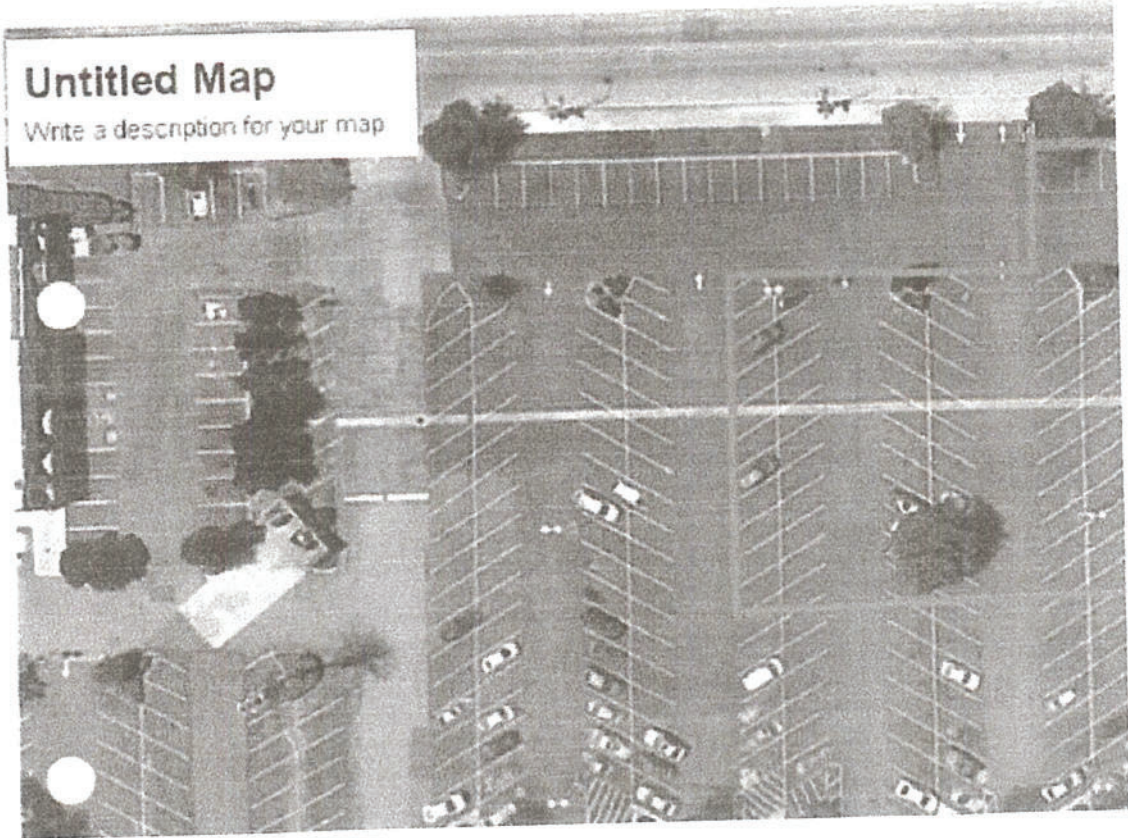


5/24/2022

Holly Prinz, Director of Operations

Date

EXHIBIT A



Method of Operations Proposed Halloween/Pumpkin Patch
ABC Tree Farms, LLC
Moonlight Center, 2610 El Camino Real, Santa Clara, CA
APN 290-06-020
2022

Proposed Days are September 1, 2022 through November 10, 2022 for the Pumpkin/Halloween Sales, which includes several days for set up and tear down of the operation. Lot will be open to the public from September 17 through October 31, 2022. Hours of operation will be Seven days a week, Sunday through Thursday we will open at 10:00 AM and close at 9:00 PM. Friday and Saturday we will open at 10:00 AM and remain open until 10:00 PM.

The area will be as diagrammed in the attached Potential Halloween/Pumpkin Patch Plot Plan. All necessary permits and approvals will be acquired from the City. Garbage and chemical toilets including (1) handicap accessible toilet will be provided on the site (90”H x 67” W x 86.5D with seat height of 19”). We have no hazardous chemicals on our site. Tent permits will be filed with the local Fire Department. Handicap parking will be available at the entrance with a 36” wide clear path accessible by wheelchairs to the cashier booth/area. We are requesting the use of a 40’ x 40’ tent with posted signs of Maximum Occupancy of 80 on each side of tent and (1) 20’ x 60’ tent (consisting of 3 20x20 canopies side by side) with posted signs of Maximum Occupancy of 40 on each side of tent which are all made of Fire Retardant material and with label attached. Tent will be open on all sides. Lighted exit signs will be placed inside the 40’ x 40’ tent and will be on two separate circuits in the tent. This will be cleared through the appropriate Building and Fire Departments. Power will be supplied by Silicon Valley Power with (2) 200 amp temporary power poles with permits pulled through the Building Department. Signage will be as diagrammed (exit, no smoking). Parking is as diagrammed on the site plan and traffic flows will be as diagrammed. We will have approximately 9 inflatable amusements including bounce houses, obstacle courses and slides for children ages 2-12 that meet all California state requirements and one hard slide. Inflatables are tied down using 1"x36" double head steel stakes made by Hogan Tent Stakes that go into the ground 30 inches. Each stake has the capability of holding down 2000 lbs. The tie down consist of a minimum 3/8" polypropylene rope with a minimum breaking strength of 2430 lbs. The rope is tied to stake and all tie downs located on the inflatable. Tie downs are double stitched on all inflatables. Small Jumpers (20x20) generally have 6-10 tie downs. Medium Size Jumpers or 3N1's generally have 8-12 tie downs and 40x60 Slides have 20 tie downs.

Items that will be available will be pumpkins, inflatable amusements, Halloween Sundries and décor along. Anticipated attendance over the course of 30 days is approximately 2500 people. Our application is similar to the operations we ran in the 2017-2021 seasons.

COVID-19 Protocols: We are prepared to enforce crowd control, social distancing and mask wearing etc., as well as remain compliant with any current regulations that may be in effect for COVID-19. All locations will have hand washing stations with hand sanitizer at the entrance of the lot. We understand that any permit to operate is also subject to any current city, county or state ordinances.

If you require further information please contact my project manager, Holly Prinz, at 707-775-1520 or via email at abctreefarms@gmail.com.

Jerome R Klima JR
LLC Member
ABC Tree Farms, LLC

Method of Operations Proposed Christmas Tree Sales
ABC Tree Farms, LLC
Moonlite Center
2610 El Camino Real, Santa Clara, CA
APN 290-06-020
2022

Proposed days of operation are November 10, 2022 through December 31, 2022 for Christmas tree sales which includes several days before and after for lot set up and tear down. Lot will be open to the public from November 19 through December 24, 2022. Hours of operation will be Seven days a week, Sunday through Thursday we will open at 10:00 AM and close at 9:00 PM. Friday and Saturday we will open at 9:00 AM and remain open until 9:30 PM.

The area will be as diagrammed in the attached Potential Christmas Tree Sales Plot Plan. All necessary permits and approvals will be acquired from the City. Garbage and chemical toilets including (1) handicap accessible toilet will be provided on the site (90”H x 67” W x 86.5D with seat height of 19”. We have no hazardous chemicals on our site. Handicap parking will be available at the entrance with a 36” wide clear path accessible by wheelchairs to the cashier booth/area. We are requesting the use of a 40’ x 100’ tent that will have a posted Maximum Occupancy signs of 180 and is made of flame retardant materials with posted label. This will be cleared through the appropriate Building and Fire Departments. Power will be supplied by Silicon Valley Power with (2) 200 amp temporary power poles with permits pulled through the Building Department. Signage will be as diagrammed (exit, no smoking). Parking is as diagrammed on the site plan and traffic flows will be as diagrammed.

Items that will be sold will be Christmas trees, wreaths and garlands and assorted Christmas Holiday Items. Anticipated attendance over the course of the 30 day period is approximately 1500 families. Our application is similar to the operations we ran in the 2016-2021 seasons.

COVID-19 Protocols: We are prepared to enforce crowd control, social distancing and mask wearing etc., as well as remain compliant with any current regulations that may be in effect for COVID-19. All locations will have hand washing stations with hand sanitizer at the entrance of the lot. We understand that any permit to operate is also subject to any current city, county or state ordinances.

If you require further information, please contact the project manager, Holly Prinz, at 707-775-1520 or via email at abctreefarms@gmail.com.

Jerome R Klima JR
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