

## MEMORANDUM OF UNDERSTANDING

**THIS MEMORANDUM OF UNDERSTANDING** (this “MOU”) is entered into this \_\_\_ day of \_\_\_\_\_, 2023, by and between the CITY OF LANCASTER, a California municipal corporation and charter city (the “City”), and CLEAN WATER VENTURES, INC. (“CWV”), a Nevada Corporation. (The City and CWV are sometimes referred to herein individually as a “Party” and collectively as the “Parties.”) CWV shall be a partner (the “Partner”) to the City in its development of hydrogen technology.

## RECITALS

A. The City is a California municipal corporation located in Los Angeles County. The City’s current population is approximately 170,000 and the City is interested in becoming the first hydrogen-based city in the U.S. and to this end is fostering the development of hydrogen technology to support a regional clean hydrogen network.

B. CWV has developed a Modular Hydro-thermal Technology to produce green hydrogen, clean water and clean coproducts (“MHTT Water-Energy”). CWV desires to develop, own and operate a plant to process wastewater using the MHTT Water-Energy to be located within City’s jurisdictional boundaries at a site identified by CWV (the “Project”).

C. The Parties are willing and desire to cooperate and work together in an effort to pursue grant funding opportunities from available State and Federal sources that will support the Project. The City of Lancaster and CMV align in hydrogen objectives and, therefore, provide support and assistance as partners.

**NOW, THEREFORE**, in consideration of the mutual understandings and agreements set forth herein, the parties hereby agree as follows:

1. Concurrently share known available funding sources and act as co-applicants where applicable to support the development of hydrogen technology. If grant funding is obtained, CWV shall manage the grant(s) and manage the design, planning, and construction of the Project.

2. Development and support of a partnership between CWV and the City of Lancaster as the City works towards becoming a regional clean hydrogen hub. Both parties will work towards a common goal of participating in clean hydrogen hub programs.

**3. Deliverables** include but are not limited to:

- a. Joint application(s) for grant funding relating to hydrogen technology and the development of a regional clean hydrogen hub.

**4. Confidentiality.** To the extent permitted by law (including, but not limited to, the Ralph M. Brown Act and the California Public Records Act), each Party shall make its best efforts not to disclose any other Party's Confidential Information without such Party's prior written consent.

**5. Communication.** Any communication or notice which any Party may desire to give to the other Party under this MOU shall be in writing and addressed to the address of the Party as set forth below, or at any other address as that Party may later designate by notice.

To City:           City of Lancaster  
                      44933 Fern Avenue  
                      Lancaster, CA 93534  
                      Attn: Jason Caudle  
                      Email: [jcaudle@cityoflancasterca.org](mailto:jcaudle@cityoflancasterca.org)

To CWV:           Clean Water Ventures, Inc.  
                      81 Ocean State Drive,  
                      North Kingstown, RI 02852  
                      Attn: Roy Di Benerdini, Chief Executive Officer  
                      Email: [roy@cleanwaterventures.com](mailto:roy@cleanwaterventures.com)

Such addresses may be changed by Notice to the other Party(ies) given in the same manner as provided above.

**6. Non-Binding Effect.** The Parties shall not have any legal obligation under or by virtue of this MOU, including any obligation to enter into any definitive agreement or other contract, to provide any services, to disclose any information, to make any investment or pay any consideration or compensation, whether or not expressly described herein; provided that the Parties agree to cooperate in good faith along the lines described in this MOU.

IN WITNESS WHEREOF, the Parties have caused this MOU to be executed by their duly authorized representative as of the date first written above.

CITY:

CITY OF LANCASTER, a California municipal corporation and charter city

By: \_\_\_\_\_

Jason Caudle

Its: City Manager

CWV:

CLEAN WATER VENTURES, INC.

By: \_\_\_\_\_

Dr. Roy Di Benerdini

Its: Chief Executive Officer