

**CONSENT TO ASSIGNMENT**

**THIS CONSENT TO ASSIGNMENT** (this "Consent") is made and effective this \_\_\_\_ day of December, 2021 by Indian River County Solid Waste Disposal ("District") in favor of Nopetro Eco District, LLC ("NRED"), a joint venture between Indian River Eco District, LLC ("IREN") and Nopetro RNG, LLC ("Nopetro").

IREN and District are parties to that certain Landfill Gas Agreement dated July 16, 2019, which was subsequently amended by the First Amendment to Landfill Gas Agreement, dated July 14, 2020, and by the Second Amendment to Landfill Gas Agreement, dated May 18, 2021 (collectively referred to as the "Agreement"). IREN has advised the District that IREN desires to assign all of its rights and obligations under the Agreement to NRED in accordance with an Assignment and Assumption Agreement pursuant to which NRED will assume all of IREN's rights and obligations under the Agreement.

District hereby consents to the assignment by IREN of all of its rights and obligations under the Agreement to NRED. District further agrees that, upon the assumption by NRED of the rights and obligations of IREN under the Agreement, District releases IREN from such rights and obligations.

District acknowledges that IREN and Nopetro are relying on this Consent.

District has executed this Consent as of the date first set forth above.

ATTEST: Jeffrey R. Smith, Clerk of Courts  
And Comptroller

SOLID WASTE DISPOSAL DISTRICT  
INDIAN RIVER COUNTY, FLORIDA

By: \_\_\_\_\_  
Deputy Clerk

By: \_\_\_\_\_  
Peter D. O'Bryan, Chairman

Approved:  
\_\_\_\_\_  
Jason E. Brown, County Administrator

Approved by District: \_\_\_\_\_

Approved as to form and legal sufficiency:  
\_\_\_\_\_  
Dylan Reingold, County Attorney

COMPANY:  
**INDIAN RIVER ECO DISTRICT, LLC.**

COMPANY:  
**Nopetro RNG, LLC.**

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

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

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

Dated \_\_\_\_\_

Dated \_\_\_\_\_