

April 29, 2022

Indian River Solid Waste Disposal District  
Attn: Himanshu Mehta  
1325 74th Avenue SW  
Vero Beach, FL 32968

Dear Himanshu,

This correspondence serves to memorialize the terms of our agreement pursuant to our conversation on April 23, 2022. Specifically, we agreed to the following terms:

1. Indian River County Solid Waste Disposal District (“SWDD”) to issue Change Order No. 1 to Biogas Engineering (“BGE”) dated April 28, 2022 (“Change Order No. 1”), the scope of which will be as follows: BGE will provide engineering and installation services to install a chiller to the current High Pressure Skid Design proposed by BGE pursuant to the proposal that was approved by the Indian River County Board Commission on April 5, 2022. The High-Pressure Skid Design project is intended to benefit SWDD and Nopetro Eco District, LLC (“NED”) in order to provide dry landfill gas to both the leachate evaporation project and the renewable natural gas (“RNG”) project.
  - a. BGE’s current proposal for the High-Pressure Skid Design is \$789,000. Change Order No. 1 will increase the proposal by \$292,570. As such, the total cost for BGE to engineer and install the High-Pressure Skid Design will be \$1,081,570.
2. NED will contribute 50% of the Change Order No. 1 cost. NED will issue a payment to SWDD in the amount of \$146,285 once NED commences physical construction of the RNG Processing Plant.
3. NED requires an H2S removal system to be installed on SWDD property and located in front of the chiller. SWDD agrees to build the foundation and pad where the H2S removal system and chiller will be installed. NED will engage a qualified firm for engineering and installation services for the H2S removal system.
4. NED is responsible for the overall operation and maintenance (“O&M”) physical labor and costs associated with the H2S removal system. However, SWDD will contribute the O&M cost associated with the H2S removal system proportionate to the landfill gas that is directed to the leachate evaporation plant.

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5. NED will be responsible for the physical labor related to the O&M of the chiller. SWDD will be responsible for the O&M costs associated with the chiller and for the handling of the additional condensate that is generated on the SWDD property by the chiller.

We look forward to continuing to successfully progress on this RNG project together to benefit Indian River County and its residents.

Best regards,



Jorge Herrera