

## CONSENT TO ASSIGNMENT

**THIS CONSENT TO ASSIGNMENT** (this "Consent") is made and effective this 7th 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 ("IRED") and Nopetro RNG, LLC ("Nopetro").

IRED 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"). IRED has advised the District that IRED 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 IRED's rights and obligations under the Agreement.

District hereby consents to the assignment by IRED 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 IRED under the Agreement, District releases IRED from such rights and obligations.

District acknowledges that IRED 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

By: Randi Waudlaw  
Deputy Clerk

SOLID WASTE DISPOSAL DISTRICT  
INDIAN RIVER COUNTY, FLORIDA

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



Approved:

Jason E. Brown  
Jason E. Brown, County Administrator

Approved by District: December 7, 2021

Approved as to form and legal sufficiency:

Dylan Reingold  
Dylan Reingold, County Attorney

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

By: Alain Castro  
Name: Alain Castro  
Title: Managing Partner  
Dated 11/29/21

COMPANY:  
**Nopetro RNG, LLC.**

By: Jorge Herrera  
Name: Jorge Herrera  
Title: CEO  
Dated 11/29/21