



County of Fresno

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February 10, 2026

Brandon Carr
Buchalter
425 Market Street
Suite 2900
San Francisco, CA 94105
bcarr@buchalter.com

RE: Revenue Agreement Notice of Termination

Dear Mr. Carr,

This letter is the County of Fresno's (County) notice to Toro Energy of California AA, LLC (Toro) that the County's Revenue Agreement No. 22-166 (Revenue Agreement) with Toro is terminated, effective immediately.

On April 19, 2022, the County entered into the Revenue Agreement with Toro for the development, construction, and operation of a turnkey fully functioning landfill gas to energy facility.

Pursuant to sections 3.1.2 and 3.1.3 of the Revenue Agreement, Toro was required to complete conditions precedent within one year of the date of execution of the Revenue Agreement before the Ground Lease would become an enforceable and binding agreement on the parties.

Section 3.1.3 of the Revenue Agreement provides that if Toro fails to proceed with diligence to completion of the conditions precedent for the Revenue Agreement within one year of the Effective Date of the Revenue Agreement, unless extended in writing due to factually supported unforeseen circumstances by the parties, the County has the right to terminate the Revenue Agreement and Ground Lease. Nearly four years have passed since the Effective Date of the Revenue Agreement, and Toro has failed to complete the conditions precedent listed in Section 3.1.2 of the Revenue Agreement. Additionally, this deadline has not been extended by the parties due to factually supported unforeseen circumstances by the parties.

Sincerely,

Garry Bredefeld, Chairman
Fresno County Board of Supervisors