

**CAPITAL PROGRAMS AND CLIMATE FINANCING AUTHORITY
BOND FINANCING PROGRAM
Approval Date: January 30, 2026**

***Request to Approve Amended Initial Resolution Reflecting Official
Intent to Issue Revenue Bonds***

Prepared by: Tyler Hanks

Applicant:	Matos Dairy Biogas, LLC and/or its affiliates
Project Location:	City of Merced (Merced County)
Amount Requested:	\$8,600,000
Application No.:	964
Initial Resolution No.:	24-04
Prior Action:	Original IR approved on 7/11/2024

Summary: Matos Dairy Biogas, LLC and/or its affiliates (the “Company”) request approval of an amendment to Initial Resolution (IR) No. 24-04, originally approved on July 11, 2024, to increase the amount in tax-exempt bonds from \$7,000,000 to an amount not to exceed \$8,600,000 in tax-exempt bonds. Bond proceeds will be used to construct a methane emission covered lagoon dairy digester facility at the host dairy, Matos Dairy, located in Merced (the “Project”).

Current Request: The current request to increase the amount from \$7,000,000 to \$8,600,000 reflects an increase in construction costs and labor costs at the host farm.

Borrower: Maas Energy Works, LLC, the sole owner of the Company, was founded in 2010 in California and is a small business with over 200 employees including affiliates. Maas Energy Works, LLC has since served as the lead developer on 90 new or upgraded dairy digester facilities that currently process manure from nearly 70 farms across eleven states. Maas Energy Works, LLC coordinates project teams, designs, schedules, permits, grants, and utilities, while selecting custom equipment and contractors for each dairy facility.

The principal stockholders of the Company are as follows:

Matos Dairy Biogas, LLC:

Maas Energy Works, LLC

100%
Total: 100%

Legal Status Questionnaire: CPCFA staff reviewed the Company’s responses to the questions contained in the Legal Status Questionnaire portion of their application. The Company stated that it had nothing to disclose regarding any legal, regulatory, or investigative action that would materially impact the financial viability of the project or

applicant or that involved fraud, corruption, or health and safety issues. Staff also conducted an online search and found nothing of note.

Project Description: The Project will include the construction of a new covered lagoon dairy digester facility for the purpose of capturing manure methane emissions to create carbon-negative transportation fuel while increasing the environmental sustainability of Matos Dairy, which is located at 100 South Quinley Avenue in Merced, California and is owned by Larry Matos. The captured methane will be upgraded to pipeline specifications by onsite biogas conditioning equipment. Purified biomethane will be transported to a nearby community utility injection point owned by Merced Pipeline LLC. The Company is the applicant entity for the Project under a ground lease and manure supply agreement that includes a profit share with Matos Dairy.

Volume Cap Allocation: The Company anticipates applying via CPCFA to the California Debt Limit Allocation Committee for a volume cap allocation in the second quarter of 2026.

Financing Details: The Company anticipates the issuance of negotiated, tax-exempt bonds through a Public Offering. The target date for financing is anticipated to be within the third quarter of 2026.

Financing Team:

Underwriter:	The Frazer Lanier Company
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Issuer's Counsel:	Office of the Attorney General

Staff Recommendation: Staff recommends approval of an amendment to the Initial Resolution No. 24-04 to increase the tax-exempt bond amount from \$7,000,000 to an amount not to exceed \$8,600,000 for Matos Dairy Biogas, LLC and/or its affiliates.

Note: An Initial Resolution approval is not a commitment that the Capital Programs and Climate Financing Authority will approve a Final Resolution and bond financing of the proposed Project.

Any information in this staff report related to the borrower or the Project, including any data or analysis related to the borrower's financial condition or ability to repay the financing, is based on information provided by the borrower and was prepared solely for members of the Authority's Board to satisfy certain provisions of the Capital Programs and Climate Financing Authority Act (Division 27 (commencing with Section 44500) of the Health and Safety Code). This staff report does not constitute a recommendation by the Authority to purchase the bonds or notes. Potential investors are advised to read the entire preliminary official statement, preliminary limited offering memorandum, or other offering document, as applicable, with respect to the bonds or notes to obtain information essential to the making of an investment decision.

**AMENDMENT TO
RESOLUTION OF OFFICIAL INTENT TO ISSUE BONDS OR NOTES TO
FINANCE SOLID WASTE DISPOSAL FACILITIES FOR
MATOS DAIRY BIOGAS LLC AND/OR ITS AFFILIATES**

January 30, 2026

WHEREAS, the Capital Programs and Climate Financing Authority (“Authority”), a public instrumentality of the State of California (the “State”), is authorized and empowered by the provisions of the Capital Programs and Climate Financing Authority Act (Division 27 (commencing with Section 44500) of the Health and Safety Code) (“Act”) to issue bonds, notes, or other obligations for the purpose of defraying the cost of facilities and equipment for the disposal of waste products to prevent, reduce, or eliminate environmental pollution, remediate contamination, enable alternative and renewable sources of energy, and encourage beneficial reuse; and

WHEREAS, at the request of Matos Dairy Biogas LLC (the “Applicant”) and/or its Affiliates (collectively, the “Company”), the Authority adopted its Initial Resolution No. 24-04 on July 11, 2024 (the “Initial Resolution”) in the amount not to exceed \$7,000,000 to assist in the financing or refinancing of the construction of facilities and purchase of equipment for collection, processing, recycling, transportation, and disposal of solid waste, as described as the “Project” in the Initial Resolution; and

WHEREAS, the Company has submitted an amendment to its application to the Authority and has requested the Authority to amend the Initial Resolution in order to increase the maximum amount of the bonds or notes to \$8,600,000 to reflect Project cost increases;

NOW, THEREFORE, BE IT RESOLVED by the Capital Programs and Climate Financing Authority as follows:

Section 1. The Authority finds and determines that the foregoing recitals are true and correct. For purposes of this Resolution, an “Affiliate” of the Applicant means any person or entity that meets the definition of “participating party” in the Act and controls, is controlled by, or is under common control with, the Applicant, as shown by the possession, directly or indirectly, of the power to direct or cause the direction of its management or policies, whether through majority equity ownership, contract or otherwise.

Section 2. The Authority declares its official intent to issue, at one time or from time to time, an aggregate of up to \$8,600,000 principal amount of bonds or notes of the Authority for the Project; including for the purpose of reimbursing to the Company costs incurred for the Project prior to the issuance of the bonds or notes. All references in the Initial Resolution to the dollar amount thereof shall be changed from “7,000,000” to “8,600,000.”

Section 3. Except as set forth in Section 2, all of the provisions of the Initial Resolution shall remain in full force and effect and are hereby ratified and confirmed. This Amendment shall take effect upon its adoption.