



MOUNTAIN HOME GEOTHERMAL PROJECT

Elmore County, Idaho

REQUEST FOR PROPOSALS

GEOTHERMAL LEASE ON STATE ENDOWMENT TRUST LANDS

SUBMISSION DEADLINE: DECEMBER 1, 2023 – 5:00 PM (MTN)

1. INTRODUCTION

1.1 Background

The Idaho Department of Lands (“IDL”) functions in 16 offices throughout the state and manages more than 2.4 million acres of state endowment trust lands (“Endowments Lands”). Endowment Lands are managed under a Constitutional mandate for the Idaho State Board of Land Commissioners (“Land Board”) to maximize long-term financial returns to the endowment beneficiaries. To learn more about IDL’s agency, mission, vision, and values, please visit our website at <https://www.idl.idaho.gov/about-us/>.

1.2 Objective

IDL is issuing this Request for Proposal (“RFP”) with the purpose of selecting a geothermal lease tenant for the property known as Mountain Home Geothermal Project, located in Elmore County, Idaho.

1.3 Proposed Leased Premises

The lands subject to this RFP (“Leased Premises”) are Endowment Lands that are more particularly described as follows:

Legal Description:

Township 04S, Range 05E, Section 16

N2N2

N2S2NW

N2SWNE

E2SESWNE

SENE

E2NWNESE

E2NESE

290 acres more or less. The state of Idaho is the subsurface owner only.

Township 04S, Range 05E, Section 16

W2SESWNE

SWSWNE

S2S2NW

N2N2SW

N2NWSE

SEWSE

W2NWNESE

SWNESE

SESE

180 acres more or less. The state of Idaho is the surface and subsurface owner.

The Leased Premises contains a total of approximately 470 acres. A map of the Leased Premises is included as Attachment 3.

1.4 Project Manager

The project manager for this project is Mike Murphy. For information concerning the RFP, please direct your questions to him using the Questions or Modification Proposal Form (Attachment 1). His contact information is:

Mike Murphy, Minerals Leasing Program Manager
Department of Lands, Director's Office
300 N. 6th St, Suite #103
Boise, Idaho 83720
208-334-0290
mmurphy@idl.idaho.gov

1.5 Instructions

It is the responsibility of each party submitting a proposal ("Proposer") to follow the format required in the RFP. When preparing your response, provide complete answers and descriptions and submit the proposal by the RFP deadline.

1.6 RFP Requirements

The following are the RFP requirements:

- a. Submission by Proposer of a complete proposal by the RFP deadline of **5:00 pm (mtn) on December 1, 2023**.
- b. A transmittal letter which lists the full and complete legal name (including state of origin of legal entity) of Proposer, address of Proposer, and contact information for an authorized representative who can be contacted by the IDL concerning the proposal.
- c. If the Proposer is a corporation or other legal entity, or is signing on behalf of another individual, the person signing any proposal on behalf of any such legal entity or other individual must provide proof of authorization to sign on behalf of any such corporation, legal entity or individual. Proof of authorization might include statutory authority to sign in the capacity as an officer of a corporation, or as a member or manager of a limited liability company; by a resolution of the entity authorizing such individual, or by power of attorney.
- d. Detailed responses to sections 4, 5 and 6 of this RFP document.
- e. Proposed "redlined" revisions to the sample geothermal lease document provided in Attachment 4 (optional). Please request a WORD version of the document from IDL to submit proposed "redlined" revisions.
- f. Three hardcopy RFP response documents and one digital copy.
- g. A nonrefundable RFP fee of \$500.00.

2. RFP INFORMATION

2.1 Authority

This RFP is issued under Title 58, chapters 1 and 3, Idaho Code (including §58-101); Title 47, chapter 16, Idaho Code; and IDAPA 20.03.15, Rules Governing Geothermal Leasing on Idaho State Lands, giving IDL the authority to act on behalf of the Land Board.

2.2 Costs of Preparing Proposal

It is the responsibility of the successful Proposer to finance, or obtain private financing for all costs associated with the design, construction, and operation of the proposal. The Proposer assumes the risk of loss in the submission of any proposal or its operation. IDL is not liable or responsible for any costs or consequential damages incurred by Proposers in proposal preparation, negotiations, or any other costs that may result from activities in connection with the proposal.

2.3 Questions Regarding the RFP

Questions about this RFP must be received in writing utilizing Attachment 1 submitted by email to mmurphy@idl.idaho.gov. **The deadline for receiving questions is 5:00 p.m. (mtn) on November 24, 2023.**

2.4 Confidential Information Exempt from Disclosure

All proposals and submitted materials become public records and the property of IDL. Public records are subject to the Idaho Public Records Law (Idaho Code §§ 74-101 et seq.); and, potentially subject to public disclosure pursuant to a public records request in accordance with the Idaho Public Records Law. In order for information in the proposal or submitted materials to be exempt from disclosure, the information must qualify as an express exemption set forth in the Idaho Public Records Law, specifically I.C. §§ 74-105 through 74-112. The most common information which may be exempt from public disclosure under a public records request are “trade secrets” as defined in I.C. § 74-107(1). All confidential information exempt from disclosure must be specifically listed on the Dedicated Confidential Exhibit Form (Attachment 2), and must specifically identify the type of exemption claimed and the statutory reference in the Idaho Public Records Law authorizing such exemption; and, in addition, must provide a specific reference to where any such information is contained in the proposal. It shall be the Proposer’s responsibility to see that all exempt confidential information is properly listed and identified on the Dedicated Confidential Exhibit. As such, all information in the proposal, other than the exempt confidential information listed on the Dedicated Confidential Exhibit Form which shall be redacted, shall be subject to a public records request. Any claim by the Proposer that confidential information is exempt from disclosure, including a claim that such information constitutes a trade secret, will be reviewed by IDL’s legal counsel. All information deemed not to be subject to a valid exemption under the Idaho Public Records Law shall be subject to a public records request. Upon receipt of a valid public records request, IDL will attempt to notify the Proposer prior to responding to the public records request. If IDL believes any claimed exempt confidential information does not appear to qualify as exempt from disclosure contrary to Proposer’s belief, or if any legal action is brought

seeking to require the disclosure of any such claimed exempt information, then prior to IDL's disclosure of any such information to the public records request, IDL will notify Proposer of such potential conflict; and if Proposer still believes that any such information is exempt from disclosure, it shall be incumbent on Proposer to obtain, within ten (10) days of the public records request, a protective order or other appropriate order from a court of competent jurisdiction enjoining IDL's duty to disclose any such claimed confidential information in response to a public records request until such issue may otherwise be litigated or otherwise determined by said court. See Attachment 2 for more details.

2.5 Sample Geothermal Lease Review and Final Geothermal Lease Drafting

For the purposes of this RFP, the Proposer may provide any proposed edits to the sample geothermal lease document included as Attachment 4 by creating a "redlined" version of the document.

After a proposal is selected by IDL, IDL shall draft a final geothermal lease document acceptable to IDL, with input from any such Proposer; provided however, that the terms and conditions of any lease (including a term of up to 49 years, which term may be divided into development, construction, production and decommission phases) offered by IDL shall ultimately be determined by IDL in its sole discretion. In addition to any proposed edits by Proposer to the sample geothermal lease document submitted with their Proposal, the highest scoring Proposer will be provided 60 days to provide input into the drafting of the final geothermal lease and to accept the terms of the lease. If the highest scoring Proposer does not agree to the final geothermal lease document within 60 days, then IDL may, in its discretion, move to the next highest scoring Proposer, extend the time period for negotiating the lease, cancel the RFP, or reoffer the RFP.

Once a final geothermal lease document is generated, IDL will post the lease on IDL's website as part of IDL's advertisement and auction process in accordance with Idaho Constitution, Art IX, § 8; and I.C § 58-310.

2.6 Compatibility with Lease Terms

Prior to offering a lease, IDL reserves the right to request additional information and data from Proposer in order to ascertain the proposal's compatibility with the terms of the lease and to modify or impose specific lease terms and conditions based on Proposer, the proposed use, or the proposal.

2.7 Interviews

Proposers selected for final evaluation may be required to present their proposal to IDL and answer questions to clarify their proposal ensuring mutual understanding.

2.8 Evaluation

Proposals not provided in the correct format or incomplete proposals will complicate the evaluation and comparison process and may, therefore, be declared non-responsive. The evaluation process is further explained in section 7 of this RFP.

2.9 Auction Process, Participants, and Fees

Any interested applicant that is qualified to participate in the auction following the RFP evaluation (that has not already paid the application fee for the RFP submission), will be required register for the auction by the established registration deadline and pay the \$250.00 nonrefundable application fee to participate in the auction.

2.10 Land Board

IDL reserves the right to present any selected proposal and lease, as well as the results from any auction, to the Land Board for approval at a regular monthly meeting. This requirement may delay or halt the awarding of a proposal or lease execution. If a proposal or lease is not approved by the Land Board, the auction premium bid will be refunded to the Proposer.

2.11 Environmental Impacts

Proposer guarantees that all items provided by Proposer in the response and performance of this RFP meet or exceed all applicable federal, state and local laws, rules, regulations and ordinances, including, but not limited to, all applicable requirements and guidelines established by the Occupational Safety and Health Act, Consumer Product Safety Council, Environmental Protection Agency, or other applicable regulatory agencies; and Proposer agrees to defend and hold harmless the state of Idaho and IDL for any such reliance thereon.

3. **LIMITATIONS AND RESERVATIONS**

3.1 RFP Limitations and Reservations

The RFP shall include the following limitations and reservations:

- a. Any proposal not meeting the requirements set forth in this offering may be rejected as non-responsive at the discretion of IDL or the Land Board.
- b. IDL reserves the right to waive technical defects in this RFP in its discretion.
- c. IDL reserves the right to request additional information and data from Proposer to ascertain Proposer's capabilities and desire to develop the leased premises. Any request for information by IDL to Proposer is to assist IDL to better understand the proposal. Such a request for additional information shall not be considered to constitute a binding agreement or commitment by IDL in any manner.
- d. IDL reserves the right to reject any and all proposals for this RFP if the proposals are not in the best interest of the state of Idaho and the endowment beneficiaries, and the right to reoffer the RFP if the proposals received are not acceptable to the IDL and the Land Board.

3.2 Proposed Lease Limitations and Reservations

The final geothermal lease shall include the following limitations and reservations:

- a. The use of the Leased Premises must not reduce the value of the Leased Premises.
- b. The storage or disposal of any toxic, hazardous or deleterious substances must comply with all applicable federal, state and local laws, rules, regulations and ordinances.
- c. The use of the Leased Premises must comply with all applicable federal, state and local laws, rules, regulations and ordinances. It is the sole responsibility of Proposer to ensure that the proposal and proposed use of the Leased Premises meet all applicable federal, state and local laws, rules, regulations and ordinances.
- d. If Proposer is awarded and executes the lease, then Proposer, as lessee, will be solely responsible for all costs and expenses incurred or to be incurred in the design, development, construction, operation, and maintenance of any and all improvements upon the Leased Premises. Neither IDL, the Land Board, the state of Idaho, nor any other board or agency of the state of Idaho will be held liable or responsible for any costs or expenses incurred or to be incurred, including, but not limited to, the costs and expenses incurred, or which may be incurred in the preparation of any proposal, negotiation for lease, procurement of financing, or operations under the lease.
- e. If site development results in excess native materials (topsoil, fill dirt, boulders, etc.), IDL may, within the terms of the lease agreement: 1) reserve those materials and require transport of materials to a designated stockpile area on nearby Endowment Lands; 2) establish a market price and sell the material for use elsewhere; or, 3) require lessee to remove the material for off-site disposal.
- f. Lessee will be responsible for the payment of all taxes, assessments, levies, fees, and other charges assessed or levied upon the leasehold interest or upon any property owned by lessee, in addition to any applicable income and beneficial use taxes. Lessee will also be responsible for payment of any and all Special Improvement District (SID) or Rural Improvement District (RID) fees that may be assessed.
- g. Upon expiration or cancellation of the lease, IDL reserves the right to require lessee to remove and or reclaim all improvements constructed on the parcel during the term of the lease, at the expense of lessee.
- h. Prior to the commencement of the construction phase of the lease, lessee will be required to post bonds, sureties, guarantees, or a letter of credit sufficient to ensure that the commercial uses and activities will be conducted as proposed, with no harm to the financial interests of the endowment beneficiaries. Leases that include the use of a hazardous substance must be bonded to ensure cleanup of the hazardous substance in the event of a spill or other contamination event that assures the protection of public health, safety, and welfare of the environment in a manner that protects the long-term financial interest of the endowment beneficiaries.

- i. Pursuant to Idaho Code § 58-310(4), IDL and the Land Board reserve the right to reject any and all lease auction bids when, in their judgment, there has been fraud or collusion, or for any other reason which justifies rejection of the bids.

4. QUALIFICATIONS (Required for the Proposal Submission)

4.1 Statement of Qualifications

Each Proposer shall list and describe Proposer's business entity structure, including its officers, members, managers, general partners, managing entity, and key employees that will directly oversee the development, operation, and maintenance of the proposed project. The proposal shall include a separate statement of qualifications for each of such individual and key employee, as well as the primary duties of each key employee. Each statement of qualifications must discuss the person's training, experience, and education that relates to the proposed project. Proposer may provide names and addresses of references. In any instance where a proposal indicates that separate legal entities will possess combined management, fiscal, or legal responsibilities, Proposer shall describe the legal relationship between the entities, including any such entity's structure, including its officers, members, managers, general partners, managing entity, and key employees that will directly oversee the development, operation, and maintenance of any portion of the proposed project, as well as the statements of qualifications set forth above. In addition, if Proposer is a legal entity, then Proposer shall identify the state of origin, provide a copy of any organizational document, articles of incorporation, operating agreement, or other similar documentation, including, but not limited to, certificates of authority to do business in Idaho, and any applicable certificates of good standing with the Secretary of State's office in Idaho as well as any other state in which any such business entity originated.

4.2 Financial Ability and Cash Flow Analysis

Before accepting any proposal for a geothermal lease and prior to the execution of any such lease, IDL shall establish to its satisfaction, the financial capability of Proposer and the legal authority of Proposer to conduct business in the state.

The proposal must include:

1. Financial Ability of Proposer
 - a. Statement of net worth.
 - b. Profit and loss statement dated within 90 days of the RFP release date.
 - c. Disclosure of any past bankruptcy or loan defaults.
 - d. Operating agreement (when applicable)
2. Cash Flow Analysis
 - a. Pro forma forecasting income, costs and debt service, and earnings for the estimated term of the lease, along with a discussion of the economic assumptions upon which the projections are based.

3. Experience
 - a. Proposer shall provide evidence of experience in the field that is being proposed for the Leased Premises.
4. Project Commitment
 - a. Reasonable estimate of number of acres proposal may reasonably require within the Leased Premises. This information will be used by IDL to assess whether multiple projects can make use of the area of the Leased Premises, in which event any given lease may specify a smaller number of acres or area different than the total available acreage and area of the Leased Premises identified herein.
 - b. Describe the status of discussions or agreements for interconnection with Idaho Power or other geothermal resource purchasers and due diligence that has been committed to the development of the Leased Premises.

5. PROPOSED DEVELOPMENT PLAN (Required for the Proposal Submission)

5.1 Summary of Proposal

Proposer shall provide the following information in a Summary of Proposal:

1. Description of the proposed use;
2. Estimate of number of actual acres reasonably required for proposed use;
3. Compatibility of proposed project with surrounding uses;
4. Compatibility of proposed project with other alternative energy projects generally; and
5. Acknowledgment of responsibility for payment of all costs associated with developing the project on the Leased Premises.

5.2 Site Plan, Construction, and Operation

All proposed buildings, infrastructure, landscaping and other improvements to the Leased Premises must conform to all land use regulations of the appropriate jurisdictional authority. Proposals must be planned with adequate access, drainage, and storm water run-off retention to meet any jurisdictional authority's requirements.

1. Proposer shall include a map of the Leased Premises.
2. Proposer shall include basic site layout including the following:
 - a. Proposed uses and location;
 - b. Preliminary location and height of buildings and other structures;
 - c. All other infrastructure to be installed including, but not limited to, substations and utility lines (e.g. water, sanitary, storm sewer, pipes, and power transmission lines); and
 - d. Estimated cost of proposed improvements to the Leased Premises.
3. Proposer shall include the proposed reclamation plan upon decommissioning of the Leased Premises.

IDL retains site plan review, approval authority, and the right to require additional development standards above local standards, as per lease terms.

6. PROPOSED LEASE REVENUE (Required for the Proposal Submission)

6.1 Revenue Summary Table

The RFP response shall include the following populated table which represents the total revenue paid to IDL during the entire timeframe of the lease. The specific timing of this revenue shall be further described as required in Sections 6.2, 6.4., and 6.5. below.

	Total Lease Revenue Paid to IDL
Commencement Fee	\$
Royalties	\$
Rent	\$

6.2 Lease Commencement Fee

Proposer may offer any amount to IDL as a Lease Commencement Fee as part of a proposal to enhance the overall revenue to the endowment beneficiaries and increase the evaluation score of the proposal submitted. The Lease Commencement Fee would be paid to IDL **upon execution** of the final lease document.

6.3 Proposed Geothermal Lease Royalty Rates

Proposer shall identify a proposed geothermal lease royalty rate for **each year** of the geothermal lease for each proposed geothermal resource use below (as defined by IDAPA 20.03.15).

1. Electrical Generation
2. Direct Use
3. Associated By-Products

6.4 Estimated Royalty Revenue Generation

Proposer shall identify an estimated annual amount of royalties paid to IDL for each year of the geothermal lease for each proposed geothermal resource use below (as defined by IDAPA 20.03.15). The estimated royalty revenue shall identify the timeframe from lease commencement until initial production and payment of royalties to IDL.

1. Electrical Generation
2. Direct Use
3. Associated By-Products

6.5 Annual Rent

IDL policy establishes that annual rent in the lease will be a minimum of \$3.00 per acre. Proposer may identify in the proposal an annual rent amount per acre that exceeds \$3.00 to enhance the overall revenue to the endowment beneficiaries and increase the evaluation score of the proposal submitted. Proposed rent for **each year** of the geothermal lease shall be identified.

6.6 Minimum Annual Royalty

IDL policy establishes that the prepaid minimum annual royalty (“MAR”) in the lease will be a minimum of \$5,000.00. Proposer may identify in the proposal a MAR that exceeds \$5,000.00 to enhance the overall revenue to the endowment beneficiaries and increase the evaluation score of the proposal submitted. The proposed MAR for each year of the geothermal lease shall be identified.

7. PROPOSAL EVALUATION

7.1 Evaluation of Proposals

Proposals that are determined to be responsive (submitted by the RFP deadline with all deliverables, in the correct format, and with all required information) will be evaluated to determine how closely the RFP meets IDL’s requirements. Evaluation and scoring of RFP’s will be conducted by IDL beginning during the week following the RFP deadline. A nonresponsive proposal will not be scored.

When the proposals are evaluated, the points awarded for each component will be based on the Proposer’s response to the RFP requirements. The total points awarded for each component will be added together to create the final scores. The evaluation components, including the maximum points that may be awarded, are as follows:

1. Qualifications	300
2. Proposed Development Plan	200
3. Proposed Lease Revenue	500

The RFP will be considered nonresponsive if items 1-5 below are not included in the proposal:

1. Transmittal Letter
2. Proof of authorization to sign on behalf of the corporation or entity submitting the proposal
3. Three hardcopy proposals and one digital copy of the proposal
4. Non-refundable Application Fee
5. Detailed responses to sections 4, 5 and 6 of the RFP document.

ATTACHMENT 1

QUESTIONS OR MODIFICATIONS PROPOSAL FORM

PLEASE DO NOT IDENTIFY YOUR NAME OR YOUR COMPANY'S NAME OR PRODUCT NAMES OF INTELLECTUAL PROPERTY IN YOUR QUESTIONS.

ADD ROWS BY HITTING THE TAB KEY WHILE WITHIN THE TABLE AND WITHIN THE FINAL ROW.

The following instructions must be followed when submitting questions using the question format on the following page.

1. DO NOT CHANGE THE FORMAT OR FONT. Do not bold your questions or change the color of the font.
2. Enter the RFP section number that the question is for in the "RFP Section" field (column 2). If the question is a general question not related to a specific RFP section, enter "General" in column 2. If the question is in regards to a State Term and Condition or a Special Term and Condition, state the clause number in column 2. If the question is in regard to an attachment, enter the attachment identifier (example "Attachment A") in the "RFP Section" (column 2), and the attachment page number in the "RFP page" field (column 3).
3. Once completed, this form is to be e-mailed per the instructions in the RFP. The e-mail subject line is to state the RFP number followed by "Questions."

GEOHERMAL LEASE ON STATE ENDOWMENT TRUST LAND

Question Number	RFP Section	RFP Page	Question
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Questions Due: November 24, 2023, at 5:00 pm (mtn)

ATTACHMENT 2

DEDICATED CONFIDENTIAL MATERIALS EXHIBIT FORM

I. PROCEDURE FOR CONFIDENTIAL TREATMENT OF MATERIAL SUBMITTED.

All confidential filings: Please attach this request form to each material requested for confidential treatment. The request form itself is not confidential and is a public record. Any request for confidential handling, including trade secrets will be reviewed for confidentiality by Idaho Department of Lands (“IDL”) Legal Counsel before further consideration of the material to which the request relates. **In general, requests for confidential treatment will be strongly disfavored and granted only for extraordinarily compelling reasons.** IDL will promptly notify the Proposer of the extent to which IDL is willing to agree to treat the designated material in as confidential and the manner in which IDL is willing to handle that material, requesting a response from the Proposer within two business days. If IDL is not willing to agree to the Proposer's request for confidential handling in its entirety, IDL and the Proposer will discuss the matter in an effort to reach a written agreement on the confidential treatment of materials. Only a written agreement, signed by IDL, will be binding on IDL.

II. REQUEST FOR CONFIDENTIAL TREATMENT.

Proposer’s Name: _____

Address: _____

Phone: _____

Email: _____

- 1. What is the Title, date, and description (including number of pages) of the information for which you request confidential designation?**

- 2. Specify the part(s) of the information for which you request confidential designation.**

3. **State the provision(s) of the Public Records Act (Idaho Code §74-106) or other law that allows the Idaho Department of Lands to keep the information confidential, and explain why the provision(s) apply to that material.**

4. **Discuss the public interest in nondisclosure of the material submitted for a confidential designation. If the material contains trade secrets or its disclosure would otherwise cause loss of a competitive advantage, please state how it would be lost, the value of the information and the ease or difficulty with which the information could be legitimately acquired or duplicated by others.**

5. **State whether the information can be disclosed if it is aggregated with other information or masked to conceal certain portions (including but not limited to the identity of the Proposer). State the degree of aggregation or masking required. If the information cannot be disclosed even if aggregated or masked, explain why?**

6. **State how the material is kept confidential by the Proposer and whether it has even been disclosed to a person other than an employee of the Proposer. If it has, explain the circumstances under which disclosure occurred.**

7. State other restrictions on disclosure, use, and handling of the material requested.

By signing this Dedicated Confidential Materials Exhibit, the undersigned certifies that he or she has authority to do so on behalf the Proposer. The undersigned agrees to the procedure described in section I of this statement and that there is no claim to confidential treatment for any material submitted by Proposer not clearly identified and marked "CONFIDENTIAL."

Dated: _____

Signed: _____

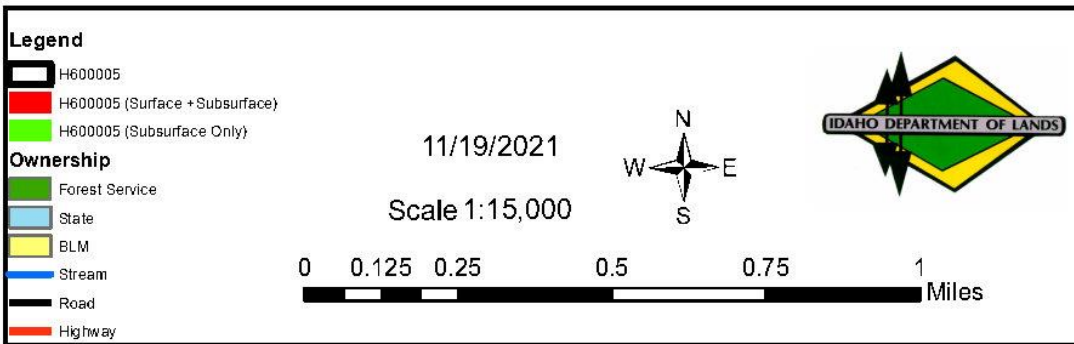
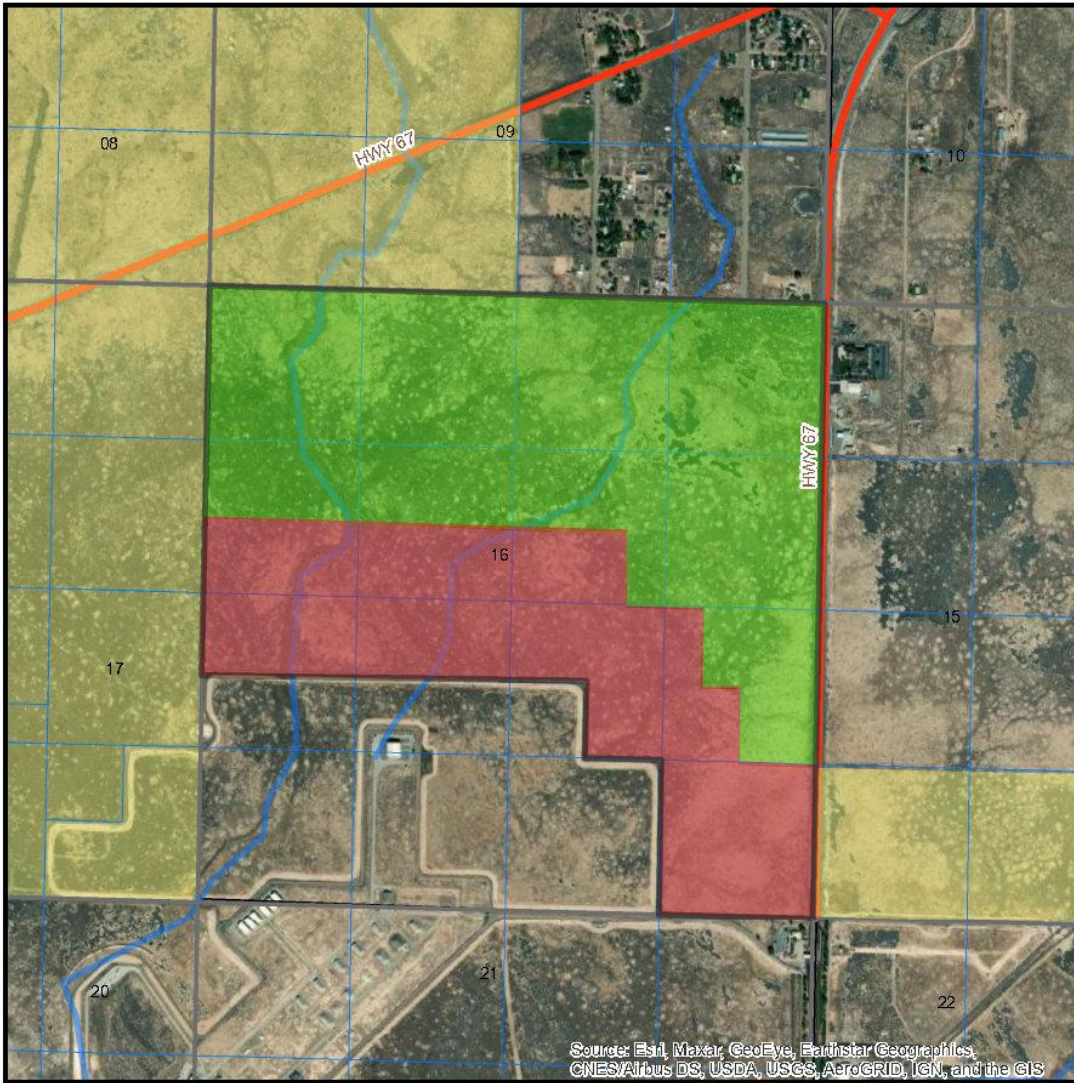
Name (print or type): _____

Title: (print or type): _____

Representing: _____

**ATTACHMENT 3
Map of Leased Premises**

**Geothermal Lease H600005
T04S R05E Section 16**



ATTACHMENT 4

Sample Geothermal Lease Document

Posted separately on the IDL website