



REQUEST FOR PROPOSALS DESCHUTES COUNTY DEPARTMENT OF SOLID WASTE LANDFILL GAS UTILIZATION PROJECT-KNOTT LANDFILL

Clarification

Project Title: Landfill Gas Utilization Project-Knott Landfill

Date Issued: December 17, 2021

Proposal Submittal Date: Wednesday, February 9, 2022

Planholder's proposal may differ from the RFP in some areas. Those areas include but may not be limited to:

- Due diligence – Planholder anticipates there will be due diligence required after the proposal deadline and during contract negotiations to determine feasibility of the proposed LFG project. It is the Planholder's intent to submit its offer contingent on all due diligence required in Planholder's discretion.

It is understood the information that has been made available during the solicitation process is somewhat limited and quite possibly inadequate for a proposer to submit a conclusive and definitive proposal. It is anticipated and agreed upon that due diligence efforts such as assessment of infrastructure and conditions at Knott Landfill will be necessary for developing a scope and agreement for the project.

- Parental guaranty – Planholder will be unable to offer a parental guaranty in connection with the proposal or in connection with a final contract in relation to the proposed LFG project. It is the Planholder's intent to submit its offer with the caveat that it will not be including a parental guaranty as security. We believe the audited financial statements to be provided will support the Planholder's strong stand-alone financial position. Clarification allowing this type of proposal would be appreciated.

Deschutes County will consider Planholder's submittal of alternate information in lieu of the requested Parental Guarantee and will not consider such alternate submittal as a disqualifying factor.

- Section G requirements – Planholder has reviewed the Section G requirements, in particular regarding County vs. Proposer responsibilities for regulatory and permit compliance and improvements to the existing GCCS, and other provisions setting forth proposed contractual terms. Planholder anticipates more negotiation of all of these terms would be required, and will be unable to extend a firm offer on the same.

Deschutes County agrees with the position that the specific details and requirements related to regulatory and permit compliance will be subject to negotiation with a Proposer as we move towards the development of an agreement. It is Deschutes County's intent that the responsibility for monitoring, operation and maintenance requirements that are directly related to the operation of the GCCS (both the existing system and any improvements/additions made by the Contractor) would be that of the Contractor as the system operator. It is the County's intent to work cooperatively with the Contractor to assist in making improvements to the existing GCCS as needed to meet operation and maintenance needs of the Contractor.

- Planholder anticipates that after proposal submission the County will select one or more proposals to move forward with, and at that point detailed discussions and future good faith contract negotiations will begin. We anticipate that information and details that are currently unknown, or areas where the Proposers intent and the County's intent may differ, may become known during the contract negotiation process and the terms of our proposal could change as a result.

Notwithstanding anything contained in the Request for Proposals (RFP), the County expressly allows and anticipates further negotiation on any and all terms set forth in the RFP, including but not limited to all terms to be included in the contract documents and the Scope of Services. Negotiation of each and every term included in the RFP shall be permitted. Said negotiation shall take place after the deadline for submission of proposals. Further, the Proposers are authorized, in the Proposer's discretion, to make a proposal contingent on terms and conditions being accepted or on future due diligence on all matters related to the proposal which Proposer deems advisable after the closing of the RFP. Proposer shall be entitled to withdraw its proposal, in its sole discretion, if it is not satisfied with the results of its due diligence review.