



Agribusiness Lease

Pathfinder Ranch, Buzzard Ranch,
Sand Creek Ranch, Miracle Mile
Ranch

Alcova, Wyoming

Two Crosses Grazing Association

Term: 2023 to 2027

163,110 total acres

35,072 approximate max AUMs

1,600-plus irrigated acres

www.PathfinderRanches.com

Page 2: Introduction

Page 3: Expression of Interest

Page 6: Award Process

Page 9: Exhibit A

Page 13: Exhibit B

Page 17: Exhibit C

**REQUEST FOR EXPRESSIONS OF INTEREST
AGRIBUSINESS LEASE**

**PATHFINDER RANCHES, LLC
TWO CROSSES GRAZING ASSOCIATION, LLC
PATHFINDER PATHFINDER RANCH, LLC
PATHFINDER BUZZARD BIRD RANCH, LLC
PATHFINDER SAND CREEK, LLC
PATHFINDER MIRACLE MILE RANCH, LLC**

INTRODUCTION

Pathfinder Ranches, LLC (Pathfinder) is requesting expressions of interest (EOIs) from parties interested in leasing its four ranches held within the Two Crosses Grazing Association, LLC (TCGA) to a rancher for cattle grazing and/or hay production. The four ranches are the Pathfinder Pathfinder Ranch LLC, Pathfinder Buzzard Bird Ranch LLC, Pathfinder Sand Creek LLC, and the Pathfinder Miracle Mile Ranch LLC (Ranches). The Agribusiness Lease will begin January 1, 2023 with a minimum duration of five years. Pathfinder is the holding company for the Ranches and the Class A Member / Owner of the TCGA.

The Ranches are collectively located in Southcentral Natrona County and Northcentral Carbon County in Central Wyoming. Two ranch headquarters exist: the Pathfinder Ranch HQ off of Hwy 220 approximately 15 miles west of Alcova Wyoming; and the Buzzard Ranch HQ approximately 21 miles south off of Hwy 220 on Buzzard Rd / CR 410 and 497. The Ranches consists of 163,110 total acres, 35,072 approximate Animal Unit Months (AUMs), and 1,600-plus acres of flood irrigation. All specific property and resource information is attached as Exhibit A.

Pathfinder seeks ranchers with a keen eye for beef production, rangeland health, water development and habitat conservation. Pathfinder will assist in grazing management and irrigation plans that are compatible with conservation goals, specifically those of Pathfinder's mitigation bank on the property: Sweetwater River Conservancy Greater Sage-Grouse Conservation Bank, LLC (SRC Bank).

Proposals for the TCGA agribusiness lease will be accepted until 5:00pm Mountain Time on August 30, 2021. An onsite tour, led by Matt Hoobler, Director of Operations at Pathfinder Ranches, will occur on August 3, 2021 (RSVP required).

REQUEST FOR EXPRESSIONS OF INTEREST
TWO CROSSES GRAZING ASSOCIATION, LLC
AGRIBUSINESS LEASE

EXPRESSION OF INTEREST – DIRECTIONS FOR SUBMISSION

1. Cover Page: Please provide a cover page with the following information:
 - 1.1. Title (e.g., TCGA / Ranches Expression of Interest)
 - 1.2. Name of person(s) or entity submitting the proposal
 - 1.3. Contact information for the person(s) or entity submitting the proposal, including address, best phone number, and e-mail address
 - 1.4. Complete listing of names, addresses, email addresses and telephone numbers for the proponent and all contractors, subcontractors, subtenants who may be working on the TCGA, Ranches and/or Pathfinder lands or rangelands
2. Introduction and Summary: Provide a brief summary of your background and business experience and your willingness to lease a property that is intensively focused on habitat, stream and riparian conservation and hosts research and outreach activities on the Ranches during your lease term. If a proponent intends to contract, subcontract or sublease any part of the lessee's activities under the lease, full details, including any and all financial terms and contracts tied to contractor/subcontractor/subtenant relationship(s) must be disclosed.
3. Operating plan: Please provide a comprehensive proposed operating plan detailing beef production and livestock grazing methods and management, rent offered and any other lease terms proposed by the proponent. More specifically, the proposed operating plan should include proponent's:
 - 3.1. Preferred and recommended agronomic and range management practices, specifically referencing your operational strategies to mitigate for drought and invasive plants, reach ecological site descriptions and stabilize riparian areas.
 - 3.2. Preferred and recommended agronomic and irrigated pasture management practices, specifically referencing your operational strategies to irrigate, grown, harvest and otherwise irrigated meadows and pastures.

- 3.3. Compensation offer for the 5-year grazing lease as expressed in dollars per Animal Unit Month (AUM)¹, taking into account available facilities included within the lease.
- 3.4. Compensation offer for the 5-year irrigated pasture lease as expressed in dollars per Animal Unit Month (AUM), cost-share or dollars per acre², taking into account available facilities included within the lease.
4. Training and education: List education and training for relevant team members involved in the proposal.
5. Conservation: Describe your interest in conservation and provide examples of actions you have taken to improve conditions on previous or current operations, such as benefiting fish and wildlife, improving water quality, and utilizing and/or developing riparian pastures.
6. Partnerships and community involvement: Describe any partnerships or community groups you have participated in or contributed to, such as a stream management or watershed management planning process, an irrigation ditch company, local conservation district, a local chapter of a civic or service organization, volunteer fire department, etc. Proponents are encouraged to detail their history and experience applying for and securing federal, state, private and non-governmental organization funding and other resources.
7. Innovation and research: Describe any research projects or new practices you have tried on your own operation or lease properties. Please describe outcomes, successes and failures. What have you learned from trying out new ideas?
8. Business – management and technical: Describe your experience and abilities managing a surface-water irrigated haying and/or grazing operation. You should also provide an overview of your business operational plan with specific reference to examples of the following:
 - 8.1. expertise in managing beef cattle and other livestock on deeded, Bureau of Land Management (BLM) and state trust lands;

¹ Estimated compensation shall be paid in advance each year of the term with a year-end true-up based on actual use no later than January 15 of the succeeding year.

² Estimated compensation shall be paid in advance each year of the term with a year-end true-up based on actual use no later than January 15 of the succeeding year.

- 8.2. expertise in managing irrigated forage crops or alternative crops if proposed by the proponent;
 - 8.3. compliance with environmental regulations including those for agricultural production; and
9. *Business - financial:* EOI submissions shall clearly explain the proponent's financial condition and operational capacity to undertake a multi-year commitment to manage, maintain and improve TCGA, the Ranches and Pathfinder assets, including the proponent's ability to hire and maintain an appropriately skilled and trained workforce and ability to acquire and maintain appropriate equipment. EOI submissions should include a letter from proponent's bank stating financial capabilities and resources available to demonstrate the ability to pay the annual lease payment and/or balance sheet. Further, EOI proposals shall detail how the proponent would mitigate financial and operational risk to TCGA, Ranches and Pathfinder (i.e. guaranty, letters of credit, security interest in livestock and/or equipment).
10. *Regulatory compliance history:* Please provide proof of good standing for any incorporated entity(ies) serving as a proponent for the EOI. Details of proponent's regulatory compliance history including workplace health and safety, environmental, tax, etc. should be provided.
11. *Awards and recognitions:* Please list any awards or recognitions you have received for your operations or for community service activities.
12. *Questions for Pathfinder Ranches:* Please submit any and all questions related to this EOI, Pathfinder Ranches, TCGA, Ranches, and/or the future agribusiness lease.

EVALUATION AND AWARD PROCESS

1. EOIs for the TCGA and the Ranches agribusiness lease will be accepted until 5:00 p.m. Mountain Time on August 30, 2021. They may be submitted electronically by e-mailing materials to:

Matt.Hoobler@PathfinderRanches.com

Or by mailing to:

Pathfinder Ranches, LLC
Attn: Matt Hoobler
PO Box 768
Cheyenne, WY 82003

2. Mailed proposals must be postmarked before August 30, 2021 to be considered.
3. Mr. Hoobler will notify candidates by 5:00 p.m. MDT on September 24, 2021 if they have been selected to continue in the lease application process for the TCGA and the Ranches lease. All selected applicants will be invited to submit a full proposal and join a mandatory tour of the Ranches at a specified time in October or November 2021 if they were not present at the prior on-site tour. A maximum of two (2) representatives from each selected proposer may participate in the tour. Directions to the meeting location at the Pathfinder Ranch will be provided in advance. Visitation procedures and group size will meet Wyoming and county level COVID-19 restrictions and guidance and will be provided ahead of the tour. Attendees should plan to provide their own food and drink.
4. Materials for final proposals are due to TCGA by 5:00 p.m. MDT on November 30, 2021.
5. TCGA will notify finalists of required interview date by December 17, 2021.
6. TCGA will interview finalists between January 3—21, 2022, virtually or at a location to be determined.

7. TCGA will notify its preferred candidate(s) by 5:00 p.m. on January 31, 2022, that it has been selected to enter into lease negotiations for TCGA and the Ranches.
8. TCGA anticipates that lease negotiations will begin with the preferred candidate shortly thereafter on a mutually agreed schedule designed to ensure that the lease is completed in time for grazing operations to begin on January 1, 2023.
9. TCGA, The Ranches and Pathfinder are planning to conduct a comprehensive operational planning process and water infrastructure assessment for the Ranches, in conjunction with NRCS that will guide and coordinate the various activities planned for the ranch. These include grazing, irrigated pasture, research, and monitoring. The preferred candidate/lessee will be required to participate in this initial meeting and be a full and committed participant in the overall planning process.
10. TCGA and the Ranches reserve the right to modify their lessee selection process; to re-advertise for proposals; to reject any and/or all proposals; or to terminate the process for any reason whatsoever at its sole and absolute discretion.
11. Additional relevant information may be e-mailed to candidates at any time prior to the submittal deadline August 30, 2021 at 5 p.m. Mountain Daylight Time.

RECOMMENDATIONS AND NOTES TO EOI PROPOSERS

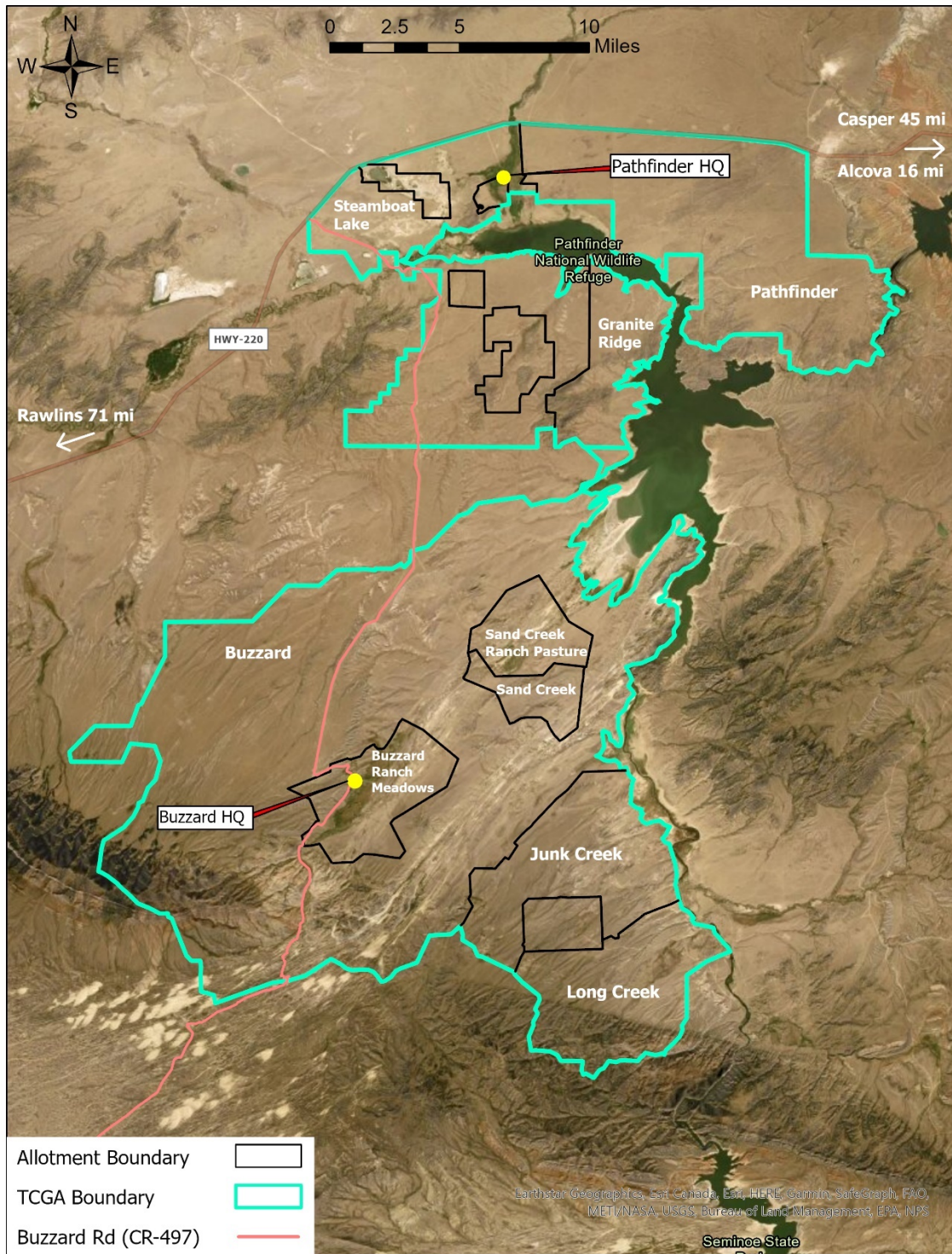
Please give serious consideration to the following suggestions when preparing your proposal:

- Address each element of each question as directly as you can. Bulleted lists that restate the question and your response make reviews easier and are welcome.
- In preparing your pre-proposal, please remember that TCGA is seeking a lessee who will be our partner in resource management, conservation and production. With the lessee, we seek to develop and apply tools and research to improve conservation, economic, and social outcomes on the Ranches and that can also be shared with other audiences for real-world application. We seek a lessee who strives for a profitable cattle venture while improving the natural resources of the Ranches. Our intent is to fully

support and/or partner with the lessee on projects that improve both beef production and the Ranches' assets; specifically by seeking local, state and federal programs that enhance livestock grazing, stewardship of natural resources, and habitat development.

- Photographs, charts, maps, and other relevant information are welcome, but please place them and any explanatory text in an appendix to your application.

EXHIBIT A – PROPERTY AND RESOURCE INFORMATION



REQUEST FOR EXPRESSIONS OF INTEREST
TWO CROSSES GRAZING ASSOCIATION, LLC
AGRIBUSINESS LEASE

GRAZING ALLOTMENT / AUM DESCRIPTION

The TCGA is comprised of 163,110 acres, including 37,204, 112,173 and 13,733 of deeded, federal, and state acres, respectively. The TCGA is divided into nine (9) federal allotments and those allotments are further segregated into forty-five (45) pastures. Federal allotment utilization dates and current range conditions are identified below. All federal allotments associated with the TCGA are administered out of the Casper and Rawlins Field Office of the U.S. Department of the Interior, Bureau of Land Management (BLM).

ALLOTMENT	PASTURE	KIND	FED BEGIN	FED END	FED AUM	STATE AUM	PRIVATE AUM	MAX TOTAL
WY 10202	Buzz Rch Meadow	Cattle	03/01	02/28	339	103	141	583
WY 10201	Buzzard	Cattle	03/01	09/30	11409	2471	2523	16403
WY 10216	Sand Creek	Cattle	04/01	11/30	398	30	72	500
WY 10209	Junk Creek	Cattle	05/01	10/31	2092	216	55	2363
WY 10217	Sand Cr Rch Past	Cattle	03/01	02/28	108	242	872	1222
WY 10212	Long Creek	Cattle	04/01	12/20	1452	95	577	2124
WY 10063	Pathfinder	Cattle	03/01	02/28	4221	1590	3360	9171
WY 10088	Granite Ridge	Cattle	03/01	02/28	905	135	0	1040
WY 10533	Steamboat Lake	Cattle	03/01	02/28	262	381	1023	1666
* Up to 35 Horse AUMs exist annually in various allotments								35072

* Additional AUMs exist in the following allotments on deeded irrigated meadows: 2,852 AUMs in Buzzard Ranch Meadows; 95 AUMs in Pathfinder; 353 AUMs in Steamboat Lake

The “Max Total” AUMs are expressed as the highest forage availability that does not necessarily reflect the actual usage potential in an average or below-average year of precipitation and/or forage growth.

All nine BLM allotments currently meet the satisfactory rangeland health standards. Pathfinder Ranches is interested in pursuing an outcome-based grazing system with the BLM and its TCGA lessee, which will include lessee inclusion in rangeland monitoring.

FACILITIES DESCRIPTION

The available residence facilities at the Pathfinder Ranch consist of three dwellings: (1) a 2,370 sq. ft. 5-bedroom house in good utility condition, (2) an 1,800 sq. ft. 4-bedroom house in fair condition, and (3) a 720 sq. ft. 1-bedroom bunkhouse in good

condition. The available residence facilities at the Buzzard Ranch consists of three dwellings: (1) a 2,370 sq. ft. 4-bedroom house in fair condition; (2) a 1,370 sq. ft. 3-bedroom modular in good utility condition; and (3) a 1,120 sq. ft. 3-bedroom house in good condition. No residence exists at Sand Creek Ranch or the Miracle Mile Ranch. Agribusiness facilities at the Pathfinder Ranch include the following:

- Indoor arena (18,900 sq. ft.)
- Four storage / mechanical sheds (3,360, 2 at 3,840, and 390 sq. ft.)
- Five livestock sheds (6,540, 4,770, 3,840, 2,200, and 520 sq. ft. each)
- Salt shed (190 sq. ft.)
- Various other smaller out buildings
- Two metal grain silos
- Multiple corral / livestock pen set-ups / livestock scale
- >15 current in-pasture water facilities

Agribusiness facilities at the Buzzard Ranch include the following:

- Six storage / mechanical sheds (5,040, 1,000, 936, 860, 300, and 220 sq. ft.)
- Four livestock sheds (3,070, 2,900, 2,000, and 1,694 sq. ft.)
- Greenhouse (380 sq. ft.)
- Salt sheds (190 sq. ft.)
- Various other smaller out buildings
- Multiple corral / livestock pen set-ups
- >20 current in-pasture water facilities

In accordance with the Agribusiness Lease, Pathfinder Ranches provides fencing material and funding for new water developments as its budget permits.

WATER RIGHTS

The intentional irrigation at the Ranches consists of 1,600-plus acres irrigated annually (Pathfinder ~480 acres; Buzzard ~700 acres; Miracle Mile ~200 acres; Sand Creek ~220 acres). Expansion of the intentionally irrigated footprint from 1,600-plus acres to 2,000 acres or more is possible if desired with the potential expansion of water rights enlargement and improvement of diversion facilities. Pathfinder Ranches is interested in improving the overall irrigation system at the Ranches. Current land use in intentionally irrigated lands does not include haying.

MITIGATION BANKS

All deeded lands within the TCGA are enrolled in the Sweetwater River Conservancy Greater Sage-Grouse Conservation Bank, LLC (SRC Bank), the nation's first habitat conservation bank for sage-grouse and the largest bank ever approved by the U.S. Department of the Interior Fish and Wildlife Service (USFWS). Agribusiness operations must be managed in harmony with the SRC Bank.

PATHFINDER RANCHES

Pathfinder Ranches LLC is comprised of historic ranches in central Wyoming and is professionally managed for the balanced benefit to western rangelands and wildlife habitats. Pathfinder Ranches operates multiple lines of business from Environmental, Social and Governance (ESG) Corporate Solutions to AUMs for livestock grazing, and from Sage-grouse conservation credits to Stream and Wetland credits. Pathfinder is headquartered in Cheyenne, Wyoming and is led by Ryan Lance, President. The company is held by Sammons Enterprises, Inc of Dallas, TX, one of the largest privately held companies in the United States. Backed by the global holding company with nearly 80 years of history, Pathfinder seeks longevity and asset growth of the ranches through conservation, infrastructure development, and asset enhancement. Pathfinder is seeking an agribusiness partner to share their vision of enriching land stewardship while producing remarkable beef cattle. (See www.PathfinderRanches.com)

On-staff talent at Pathfinder Ranches includes a Property Manager, Weed and Pest Manager and Conservation Specialist who address much of the terrestrial habitat and forage analyses and needs. Pathfinder Ranches manages and directs all State Engineer's Office water rights and state and federal grazing lease details in conjunction with each lessee.

(See www.PathfinderRanches.com/contact-us)

EXHIBIT B – LEASE PROCESS OVERVIEW

LEASE DETAIL AND PURPOSE

Lessees will become Class B Members of the TCGA and enter an agribusiness lease to achieve the following objectives:

- Pathfinder, the Ranches and TCGA realize optimized economic benefit and returns from its agribusiness and real property assets;
- The Ranches are operated in an environmentally sustainable, humane and socially responsible manner;
- All the Ranches water rights and federal grazing permits and state grazing leases are used in compliance with applicable regulatory requirements; and
- Fish and wildlife habitat and stream, wetland and terrestrial carbon sequestration values are maintained and enhanced within the the Ranches with all agribusiness operations complying with federal, state, local and Pathfinder-directed conservation, stewardship and mitigation programs.

COMPONENTS OF THE EXPRESSION OF INTEREST TO LEASE

The lease will include all deeded, federal and state lands within the TCGA as described on Exhibit A, including all pastures within all federal allotments. The lease may include all irrigated pasture within the TCGA as depicted in Exhibit A, depending on the operational needs of the proponent, operational capacity to irrigate and manage irrigated meadows and separately identified compensation proffer associated with the Ranches irrigated lands.

LEASE REQUIREMENTS AND PERFORMANCE STANDARDS

The selected proponent will operate with sound agricultural, grazing and rangeland management practices, in compliance with the proponent's operational plan, as negotiated with Pathfinder, the Ranches and TCGA. A draft operational plan must be submitted as part of the EOI. Pathfinder, the Ranches and TCGA will maintain oversight of the lessee's operations under the lease. Preference will be given to proponents that commit to the development of and adherence to a U.S. Department of Agriculture Natural Resources Conservation Service (NRCS) approved grazing plan and strategy.

The lease will require detailed and timely electronic reporting and other accountability measures, specifically including rangeland monitoring. The selected proponent will supply all labor, supplies, machinery and equipment (including lessee's own irrigation equipment) and will be solely responsible for maintenance of existing facilities and payment of all operational expenses, including electric utilities and taxes associated with its operations (motor vehicle, personal property, income, etc.). Pathfinder, the Ranches and TCGA will pay all property taxes associated with the Ranches, BLM grazing permit fees, Office of State Lands and Investments grazing lease fees, SRC Bank fees and costs and Wetland Bank fees and costs. Pathfinder Ranches will assist in the funding of range improvements, including fencing, water developments, riparian development, infrastructure additions, etc., in conjunction with the proponent's operational plan as funding and other resources permit.

TCGA and the Ranches will supply existing irrigation water diversions, ditches and pumps on an "as is where is" basis. Maintenance of all assets will be the responsibility of the lessee. Replacement of water pumps and irrigation equipment will be the responsibility of the lessee. One specific priority for TCGA and the Ranches during the term of the lease will be the conversion of certain water well pumps from diesel generators to solar power. Pathfinder will assist the lessee with the funding and installation of such facilities as funding and resources permit. A second priority for TCGA and the Ranches is the addition of numerous livestock watering facilities throughout the allotments. As with other permanent/semi-permanent range or other improvements contemplated in EOI submissions, proponent operational plans that contemplate lessee funding and installation of solar panels should include cost estimates such that they can be included in the rental calculation as an in-kind contribution.

Pathfinder Ranches will work directly with each lessee to obtain an NRCS Prescribed Grazing Plan to achieve agribusiness and stewardship goals of the Ranches and within the TCGA. A NRCS plan adhering to "Prescribed Grazing 528-1" will be a requirement of each lessee. This NRCS plan is the foundation for participating in multiple conservation programs to improve range and forage conditions and to develop additional water sources on federal lands.

INSURANCE REQUIREMENTS

The lessee will be required to have liability insurance and shall purchase and maintain insurance as required by law and with not less than the insurance coverage and limits of liability set forth below with an insurance company licensed to do business in Wyoming. The lessee shall bear the cost of all required insurance. Such insurance shall be maintained to underwrite and assume any liability arising from lessee's performance under the lease. Before TCGA and the Ranches consummate the final lease, the successful proponent shall provide original evidence or certificates for each insurance policy identified below, endorsed to include that the policy will not be materially changed or canceled without at least 30 days' prior written notice to Pathfinder.

Until the termination of the lease, the lessee shall be required to have in effect the following required insurance:

1. Workers' Compensation. To the extent required by law, workers' compensation and employer's liability insurance covering all claims by or in respect to the employees of lessee providing each of the following:
 - 1.1. Coverage for the statutory limits of all claims under applicable laws as required by the State of Wyoming.
 - 1.2. Employer's liability insurance with minimum limits of US\$1,000,000 each accident, and US\$1,000,000 disease, policy limit and each employee.
 - 1.3. Voluntary compensation insurance covering all employees not subject to applicable workers' compensation laws.
 - 1.4. Waiver of subrogation clause endorsement included in favor of TCGA, the Ranches and Pathfinder.
2. CGL. Commercial general liability insurance that is written on ISO occurrence form CG 00 01 12 07 (or a substitute form providing equivalent coverage) and provides for combined bodily injury and property damage liability coverage in the following amounts: products-completed operations aggregate US\$1,000,000 limit of liability; each occurrence US\$1,000,000 limit of liability; and personal injury and advertising injury US\$1,000,000; damage to premises limit US\$100,000 (any one premises); medical expense limit US\$10,000 (any one person).

3. Auto. Automobile liability insurance to cover owned, non-owned, or hired vehicles in combined single limit in the amount of US\$1,000,000 per each accident and covering combined bodily injury and property damage liability; such insurance shall include a waiver of subrogation in favor of TCGA, the Ranches and Pathfinder.
4. Subcontractors Insurance. Lessee shall cause each subcontractor employed by it to purchase and maintain insurance of the types specified above with limits of liability appropriate for the work. When requested by TCGA, lessee shall furnish copies of certificates of insurance evidencing coverage for each subcontractor.

Through the lease, lessee, and its subcontractors at any tier, shall retain the risk of loss for any loss or damage whatsoever to its livestock, equipment, stationary or mobile, tools, gear, supplies, materials, automobiles and vehicles, highway or otherwise, or any other property owned or leased by lessee. In the final lease, lessee will be required to release and hold harmless TCGA, the Ranches and Pathfinder from any loss or damage to the lessee's property. Lessee shall maintain commercial property/all-risk insurance covering all of its property. Such insurance shall contain a Waiver of Subrogation on the part of the insurance company in favor of TCGA, the Ranches and Pathfinder and all other contractors and subcontractors at any tier with respect to activities taking place on or within the leased property or leased facilities.

TERM OF THE AGRIBUSINESS LEASE

The lease term will commence on January 1, 2023, following the selection of the lessee and after the agribusiness lease terms have been agreed and the instrument has been signed. The lease term will terminate on December 31, 2027, unless otherwise agreed by the parties in writing or an event of default leads to an earlier ejection date.

EXHIBIT C – DRAFT AGRIBUSINESS LEASE

A draft Agribusiness Lease is available for download at:

www.PathfinderRanches.com/ag-lease