

PROPOSAL

prepared for

STATE OF NORTH DAKOTA
North Dakota Public Service Commission
Public Utilities Division

KEYSTONE PIPELINE
CONSULTING SERVICES FOR SITING
RFP # PU-06-421



submitted by

ProSource
TECHNOLOGIES, INC.

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May 6, 2008

North Dakota Public Service Commission
Public Utilities Division
600 East Boulevard Ave, Department 408
Bismarck, North Dakota 58505-0480

Dear Sir or Madam:

Re: RFP Number PU-06-421
Consulting Services for Siting
TransCanada Keystone Pipeline, LP

Enclosed you will find one original, seven copies and one electronic copy on a CD of our response to RFP Number PU-06-421. We have also included seven sets of brochures which describe the services offered by ProSource Technologies, Inc.

Sincerely,

Gregory A. Wheeler
Vice President & General Counsel
ProSource Technologies, Inc.

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PUBLIC UTILITIES
DIVISION

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6.02 INTRODUCTION

This proposal is in response to RFP Number PU-06-421, Consulting Services for Siting, and is herein submitted by ProSource Technologies, Inc. (ProSource), by Gregory A. Wheeler, Vice President and General Counsel. ProSource is a Minnesota corporation which is authorized to conduct business in the State of North Dakota and has its principle place of business at 9219 East River Road, NW, Coon Rapids, Minnesota, 55433. Our telephone numbers are 763-786-1445 or 1-888-422-4449. The contact person for this proposal is Curtis M. Proud, who can be reached at 763-786-1445, cell 612-723-5000 or e-mail at cproud@prosourcecotech.com.

ProSource confirms that it will comply will all provisions of the RFP. At this time, there are no known instances where this firm or our employees have possible conflicts of interest. If a possible conflict of interest occurs in the future, we shall immediately apprise the State of North Dakota, Public Service Commission, Public Utilities Division.

6.03 UNDERSTANDING OF THE PROJECT

North Dakota Century Code requires firms that propose to construct and operate energy conversion and transmission facilities (in this case a crude oil pipeline and pump stations) to file pursuant to N.D.C.C. Section 49-22-08, an application and supporting materials with the State of North Dakota, Public Service Commission, Public Utilities Division (Commission). The Commission is tasked with determining if the energy facility will produce minimal adverse effects on the environment and the welfare of the citizens of North Dakota. The Commission must issue certificates of site compatibility, corridor certificates and route permits in an orderly and timely manner for those projects that preserve the environment while ensuring that energy needs are met. This evaluation by the Commission entails engineering and environmental assessments, motions, public meetings and hearings that result in the findings of fact, conclusions of law and order. If the Commission approves, certificates of site compatibility, corridor certificates and route permits are issued.

In these proceedings per Finding of Fact #114, the Commission stated it would procure a qualified inspector for oversight during construction. Fact #114 and section 3.01 of the Scope of Work use the singular word “inspector” to describe the workforce of the consultant. Therefore, this proposal is premised upon one person performing the specified monitoring of construction and oversight. If the commission desires more than one inspector, we can meet that need to provide qualified staff.

Pursuant to the Public Service Commission February 21, 2008 order, the TransCanada Keystone Pipeline LP’s (TransCanada) project has been approved and it is now the responsibility of the Commission to administrate the provisions of the order. The scope of work of this RFP is for “monitoring the construction activities to help ensure compliance with the Commission’s February 21, 2008 order in Case No. PU-06-421”; “Oversight inspection through spot inspections of construction activities ...”; “... to ensure the facility is constructed, operated and maintained in compliance with the terms and conditions of the order granting the certificate and permit with prompt reporting to the Commission of any suspected non-compliance conditions.”

The objective of TransCanada Keystone Pipeline LP is to construct a 2,148-mile long pipeline to transport crude oil from Hardisty, Alberta to Wood River and Patoka, Illinois and Cushing, Oklahoma. A 218-mile segment of pipe will cross Cavalier, Pembina, Walsh, Nelson, Steele, Barnes, Ransom and Sargent Counties, North Dakota. This 218-mile segment will be 30 inches in diameter and have an operating pressure 1,440 psi. The pipe will be buried to a depth of 48-inches in rangeland and cultivated

land, 48-inches below the bottom of the ditch at road crossings and 72-inches deep in undeveloped section lines. This project entails 13 main line valves (10 of which are SCADA operated), 4 check valves, 5 pump stations and numerous yet to be identified sites for cathodic protection rectifiers and ground beds. Additionally, the project will entail twenty 30-acre pipe yards which will be located at 30-mile intervals along the pipeline and two or three 20-acre contractor work yards.

This pipeline construction work will take place in the approved route corridor, which is generally 110-feet in width. In shelterbelts, the clearing will be limited to a 50-foot wide area. In wooded areas in excess of 50-feet in length, the clear-cut area will be limited to an 85-foot wide area. If an additional width of cleared area is required at river crossing work areas, subject to a preapproved clearing plan, it may be possible to clear up to a 135-foot wide strip. The clearing of the right of way is subject to Exhibit T5, Tree and Shrub Mitigation Specifications, which details the responsibilities of TransCanada to inventory and replace trees and vegetation.

The pipeline will be designed, constructed, and operated in accordance with the Department of Transportation Pipeline and Hazardous Material Safety Administration (PHMSA) regulation at Title 49 Code of Federal Regulations Part 195 (49 CFR 195), and the American Society of Mechanical Engineer Standard B-31.4, Pipeline Transportation Systems of Liquid Hydrocarbons.

We understand the entire 2,148-mile project has or will be subject to an Environmental Impact Statement and that wetland and cultural resource investigations have or will be conducted in North Dakota. We presume these studies will include the pipeline easements, temporary workspace, pump stations, pipe yards and contractor work areas.

The construction and restoration of the pipeline and its appurtenances is subject to the Construction Mitigation and Reclamation Plan (CMR Plan) adopted by TransCanada and the specifications contained in the Commission's February 21, 2008 order in Case No. PU-06-421.

Potential Problems

1. In advance of the start of construction work, we suggest the Commission verify item 116 on page 28 of the Findings Of Fact, Conclusions of Law And Order is correct (see below). We suggest the Commission ensure that certain farm equipment does not impose an impermissible load on the pipeline beyond its Specified Minimum Yield Strength (SMYS). A 750-bushel single axel grain cart has a reported 22-ton axle load and there are single axle carts with a capacity of 1,100 bushels. It is possible the weight of loaded combines may also approach this axel load. Excess induced loads on pipelines are usually corrected by: increased depth of cover; increased pipe wall thickness; use of a higher grade steel; establishing approved crossing points with concrete pads or additional clay fill; or establishing maximum axel weight limits for vehicles and equipment.

Findings of Fact:

116. Kothari testified that normal farming practices would not impact the pipeline and that the pipeline is designed inherently to manage any sort of stresses with equipment crossing over the pipeline. If oil were to leak from the pipeline because of farm equipment or other equipment contact with it, Keystone would be responsible for the damage.

2. This RFP and Fact #114 each use the singular word "inspector". A project which covers 218-miles with two separate project areas that are 218-miles apart and involves 500 workers and several road boring and horizontal directional drill is difficult to monitor with a single inspector. Additionally there are numerous other

critical areas near wetlands and cultural resource sites. The intensity and frequency of oversight and monitoring is not specified in the RFP, but such is limited by the use of one inspector. The needed level of inspection will be dependent upon the degree of compliance and non-compliance and/or work specifications for the inspector that are yet to be established by the Commission.

3. Deliverable expected from the consultant. The RFP does not identify the deliverables that are expected or that may be required by the Commission. We presume the policy and procedures that apply to the performance of oversight and monitoring work by Commission staff would be an appropriate guide to this consulting inspector.
4. No information was provided to indicate what information and materials will be available to the consultant. It will add to the quality and effectiveness of inspection work if we have materials such as staff reports, technical reports, complete sets of full-sized design and construction drawings, surveys, easement parcel drawings and materials that are now of record with the Commission. Additionally it will be well to regularly obtain and review the status and progress reports submitted to TransCanada Keystone Pipeline LP from its contractors and consultants.
5. It is presumed that the Commission will receive and review status and technical reports issued by TransCanada and its contractors and consultants and apprise the Commission's inspector of information that is relevant to its inspection and overview work.
6. It is unknown what level of access the inspection consultant will have to work related meetings of TransCanada Keystone Pipeline LP and its contractors and the physical work sites.

Scope of Work for Spot Inspections and Oversight Inspection

Our assessment of the specific scope of services and deliverables to the Commission is based upon the following specifications and experiences:

1. Without exception, all items that are expressly stated in, or can be reasonably inferred from the Findings of Fact, Conclusions of Law and Order. Included without limitation and included by reference are the 29 items listed under section 3.01 on pages 8-10 of this RFP.
2. The Construction Mitigation and Reclamation Plan (CMR Plan) adopted by TransCanada Keystone Pipeline LP.
3. Special land protection or restoration specifications that are incorporated into easement agreements or condemnation orders. (This presumes the Commission is provided copies of such documents.)
4. The previous experiences of ProSource and its staff from the construction, inspection, operations and maintenances of petroleum and gas pipelines.
5. The previous experiences of ProSource and its staff in securing siting and routing permits from the Federal Energy Regulatory Commission and various State agencies and the inspection and Permit compliance associated with such permits.
6. The work of ProSource staff as expert witness and consultants for law firms, which have represented landowners who are involved with pipeline projects on their land.

Deliverables of the Consultant Inspector to the Commission Based Upon the Noted Scope of Monitoring and Overview

1. Work with Commission staff to agree upon the format for the site observation report form.

2. Written site observation reports with embedded photographs, which detail or relate to the below items. These will be submitted electronically as a Word or Excel document attached to an e-mail transmittal. These reports will cover the following:
 - a. Documentation that the work is in compliance.
 - b. Documentation of work that is not in compliance.
 - c. Documentation of the correction of work that was not in compliance.
 - d. Other observations that are germane to the Commission.
 - e. Other observations that are germane to TransCanada or its contractors.
 - f. Other observations that are of interest to governmental entities.
 - g. Other observations that are of interest to landowners, conservation or preservation groups, landowners, tenants or the media.
3. Participation in meetings or special inspections as directed by the Commission.

Optional Deliverables Not Included in the RFP Scope of Services or Cost Proposal

1. Compiling of the activities and reports of the inspector into a Microsoft Access database for purposes of project management or statistical analysis. ProSource utilizes this software for project management, landowner information, document preparations and status reports on right of way acquisition projects. The system can import or export data to or from Word and Excel. It would be cost effective and beneficial to merge this with the Construction Line List / Easement Restriction list that will be prepared by TransCanada.
2. Multiple inspectors. As we understand the RFP, one inspector is authorized. In some cases it would be beneficial or necessary:
 - a. To have two right of way inspectors to cover critical simultaneous happenings in different locations.
 - b. To have inspections conducted by a subject matter expert in engineering, surveying, pump stations or environmental matters.
3. Review of progress, inspection and technical reports that are prepared by TransCanada and its contractors and consultants.
4. Low-level video of the before condition of the right of way and other work areas is recommended as a method to document the condition of the land prior to the commencement of construction. ProSource would accomplish this work by subcontracting with Eagle Sky Patrol (ESP), a firm that provides aerial pipeline inspecting and video. The headquarters of ESP is in Lead, South Dakota, near the project areas and it has considerable experience with this type of work.

6.04 METHODOLOGY USED FOR THE PROJECT

1. The project will be staffed by one or more full time general inspectors, plus stand-by inspectors and a project manager who will conduct work as needed.
2. The general inspector will be capable of all tasks included in the scope of work.
3. In the event of highly technical issues that pertain to pump stations, engineering or surveying, a staff specialist will be used to replace or supplement the work of the general inspector.
4. The work of the inspectors will be supervised by a project manager.
5. The assigned inspector(s) authorized by the Commission will work each day work is performed in the project areas by TransCanada Keystone Pipeline LP or its contractors.

6. To achieve maximum coverage, the inspector will generally spend three consecutive days at each project spread with a goal of conducting oversight inspection of all construction and restoration activities pertaining to the pipeline easements and workspace, 5 pump stations, 20 30-acre pipe yards, and 2 or 3 20-acre contractors work yards. This schedule will be modified as needed to overview specific work in critical areas and to ensure spot checks in all project areas.
7. The inspector and project manager shall develop an inspection methodology that effectively adapts to the circumstances created by the work of TransCanada or its contractors.
8. Relief inspectors will be used to provide backup for the assigned inspector.
9. The project manager will be available to perform as a relief inspector.

6.05 MANAGEMENT PLAN FOR THE PROJECT

1. Qualified, experienced and dependable persons will be inspectors.
2. Reports will be prepared in a form and format approved by the Commission in Word or Excel and transmitted daily to the Commission.
3. The project manager shall supervise the inspector(s) and review the site observation reports.
4. Quality Control/Quality Assurance will be handled by one of two project managers, or our General Counsel, all of whom have extensive experience with pipelines and pipeline companies.

6.06 EXPERIENCE AND QUALIFICATIONS

ProSource is 10 years old and employs approximately 100 persons who are located in offices in Minneapolis and Duluth, Minnesota and Chicago, Illinois. In addition, we have staff located in out-state Minnesota and North Dakota. Professional staff includes:

- Six attorneys.
- Nine project managers.
- One marketing manager.
- Four engineers.
- Three surveyors.
- Twenty-five environmental specialists.
- Six land title abstractors.
- Twenty four land acquisition agents.
- Six database administrators.

Our services include:

- Turn key right of way and fee site acquisition services for various utilities, pipelines, electrical transmission lines, sewer interceptors and roadways. This work begins with route selection and ends with damage settlements. In between are: surveys, routing permits, environmental assessments, environmental and regulatory permits, title examinations, appraisals, land acquisitions, construction staking and construction inspection.
- Environmental investigations and remediation.
- Land surveys.
- Civil engineering.
- CADD and GIS drafting/mapping.

Project Managers

The three Projects Managers and our General Counsel each have extensive experience with pipelines and pipeline companies. Resumes of Curtis Proud, Dave Hennen, Scott Stenger and Gregory Wheeler are included in Appendix A. Their years of pipeline experience range from 10 to 30 years. The scope of this experience includes the below listed work activities.

- Route selection.
- Federal Energy Regulatory Commission permitting.
- State routing permits.
- The construction, operation and maintenance of pipelines, pump stations and appurtenances.
- Environmental and other construction related inspection.
- Wetland delineation.
- Cultural resource investigations and assessments.
- Threatened and endangered species investigations and assessments.
- Spill response.
- Title examination.
- Drafting of easement and fee acquisition documents and legal descriptions.
- Zoning and related land use permits.
- Interpretation of easements, encroachment and related land rights issues.
- Valuation of easements and fee land.
- Negotiation of easement agreements.
- Assessment of present and estimated future crop and land damages.
- Negotiation of damage settlements.
- Management of condemnation actions.
- Research and analysis of State and Federal statutes and regulations related to pipelines and easements.

Inspectors

Several general inspectors with previous inspection service are available for work on this project. As needed, persons with pump station, environmental, engineering and survey experience are available. Resumes are included in Appendix A.

Project Experience

ProSource has fully managed or handled the right of way acquisition, environmental inspection and damage settlements of many pipeline, pump station, electric transmission line and large diameter sewer interceptor projects. The following projects are representative of our experience and background relevant to this contract.

ENBRIDGE PIPELINES (NORTH DAKOTA) LLC

- Five fee purchases of land for crude oil pump stations in urban and rural areas of Minnesota and North Dakota
- Collaboration with Project Engineers regarding site selection
- Negotiation of purchase terms and price
- Resolution of road access issues with the state department of transportation
- Develop and implement a purchase and closing work plan to deal with owners who were imprisoned out of state
- QA/QC of ALTA/ ACSM surveys
- Conditional use permits
- Collaboration with Project Engineers to resolve issues with adjoining landowners and utilities



ENBRIDGE NORTH DAKOTA RIGHT OF WAY PROJECTS

- Land Acquisition for New Pump Stations: Dendigh, Larimore, Brooks, Penn, Balzdell
- Purchase land for new pump stations including title examination, document preparation, landowner negotiations, and zoning.
- Trenton to Beaverlodge: Right of way acquisition, title work and damage settlement services to support new pipeline construction from Trenton to Beaverlodge
- Hydrostatic Test of Pipeline: Right of way acquisition, title examination, and claim support services, Beaverlodge to Berthold; Minot to Pleasant Lake; Bartlett to West Grand Forks
- Enbridge Maintenance Dig Projects: Right of way acquisition and claim services to support pipeline maintenance work, Minot, North Dakota to Clearbrook, Minnesota

MONTANA DAKOTA UTILITIES, HORIZON PIPELINE, JEWELL, IOWA

- 11-mile natural gas pipeline (Hamilton and Story counties)
- Connects the Horizon Ethanol Plant near Jewell, Iowa to the Northern Natural Gas transmission line.
- Iowa Utilities Board routing permit
- Right of way acquisition
- Title work
- Landowner notifications
- Coordination of multiple public meetings
- Database creation and maintenance
- Legal document preparation
- Survey coordination
- Environmental permitting (stream and wetland crossings, NPDES, threatened and endangered species, flood plain)

MONTANA DAKOTA UTILITIES, CORNING, IOWA

- 14-mile natural gas pipeline (Adams County)
- Connects the Pinnacle Ethanol Plant (and City of Corning) to the Kinder Morgan natural gas transmission line
- Route feasibility study
- Iowa Utility Board routing permit
- Right of way acquisition
- Coordination of multiple public meetings
- Landowner notifications
- Easement drawings
- Database creation and maintenance
- Legal document preparation
- Environmental permitting (stream and wetland crossings, NPDES, threatened and endangered species)

MONTANA DAKOTA UTILITIES, PLYMOUTH ENERGY PIPELINE, MERRILL, IOWA

- 6-mile natural gas pipeline (Plymouth County)
- Connects the Plymouth Energy Ethanol Plant with the Northern Natural gas transmission line.

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- Iowa Utilities Board permitting
- Right-of-way acquisition
- Landowner notifications
- Coordination of multiple public meetings
- Database creation and maintenance
- Legal document preparation
- Environmental permitting (stream and wetland crossings, NPDES, threatened and endangered species)



MONTANA DAKOTA UTILITIES, PLATINUM ETHANOL PIPELINE, CHEROKEE, IOWA

- 22-mile natural gas pipeline (Cherokee and Ida counties)
- A segment of the pipeline will connect the Platinum Ethanol Plant with Northern Natural gas
- Iowa Utilities Board permitting
- Environmental permitting
- Title work
- Right of way acquisition
- Landowner notifications
- Coordination of multiple public meetings
- Database creation and maintenance
- Legal document preparation
- Environmental permitting (stream and wetland crossings, NPDES, threatened and endangered species)

ENBRIDGE SOUTHERN LIGHTS PIPELINE, MINNESOTA, WISCONSIN, NORTH DAKOTA

- New pipeline project covering 325 miles
- Title research conducted on 2,500 parcels in 13 counties
- Legal document preparation
- Review of legal descriptions/landowner property sketches
- Easement and work space acquisitions
- Landowner file preparation
- Database creation and maintenance
- Comparable sales analysis/appraisals
- Route planning and feasibility
- City and county permits/road and trail crossings
- Line spread survey
- Video of access roads and road crossings
- Surveying and drafting

CENTERPOINT ENERGY, MINNESOTA

- 17-mile high pressure natural gas line through Minneapolis metropolitan area
- Feasibility study
- Route planning
- Regulatory permitting (PUC routing permit)
- Environmental permitting
- Environmental surveys (wetlands, biological, cultural)



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- Right of way acquisition
- Title work
- Appraisals
- Condemnation support
- Survey and engineering (subcontractors)

CITY OF DULUTH, SIX-MILE NATURAL GAS PIPELINE

- Six-mile high pressure natural gas pipeline
- Route planning
- Title research
- Right of way acquisition
- FERC Section 7(c) application
- EQB routing permit (converted to Section 7(c) due to law change)
- Environmental permitting
- Surveying
- Comparable sales analyses
- State and federal regulatory permitting
- Landowner database
- Environmental inspection
- Construction support

METROPOLITAN COUNCIL, ROSEMOUNT INTERCEPTOR

- Negotiation of easements for the construction of the Empire Outfall Sanitary Sewer Pipeline Project
- Preparation of MCES acquisition forms and documents
- Written correspondence with landowners
- Review and analysis of engineering drawings, parcel survey plats and legal descriptions
- Review and analysis of appraisal reports
- Landowners meetings to conduct site inspections and answer questions, and negotiate price and term for necessary easements rights
- Design and easement term recommendations to MCES
- Maintaining landowner contact information

MCES VICTORIA AREA STUDY

- Conducted a routing and feasibility study for proposed sanitary sewer pipelines
- Field reconnaissance regarding identification of preferred and alternate routes
- Title and environmental permit research
- Determination of land values in study area
- Projection of land acquisition costs for each proposed route

METROPOLITAN COUNCIL NORTHEAST INTERCEPTOR

- All land acquisition work needed for construction of the new interceptor
- Approximately 14 miles in an urban area
- Title research
- Route studies
- Acquisition
- Detailed analysis of a railroad corridor

POWER-UP WISCONSIN, MINNESOTA POWER/WISCONSIN PUBLIC SERVICE CORPORATION

- 250-mile transmission line
- Thorough 40-year chain of title abstracting
- Creation of title opinion/title certification documents
- Identified several additional landowners, title gaps, easement gaps, and new parcels
- Identified more than 10,000 landowners along various alternative routes in four counties, including plotting routes on county tax maps, identifying affected parcels, and compiling a database utilizing county tax rolls
- Database management to develop graphic representations of routes and landowners including all roads, streams, parcels and pipelines in the project area

6.07 COST PROPOSAL

Direct Costs: Direct costs, if any, as may be incurred and approved by the Commission at actual cost, plus 5%.

Labor	Hourly Rates
General Inspector	\$75.00
Expert Inspector <i>Environmental, Engineering, Pump Station, and Surveyors</i>	\$85.00
Project Manager	\$90.00
Administrative and Database Support	\$56.00
Project Principal / Attorney	\$145.00

Indirect Costs	Rates
Monthly cell phone	\$45.00
Monthly wireless internet for laptop	cost plus 5%
Monthly laptop and printer	\$81.00
Monthly Digital camera	\$13.00
Per diem*	\$75.00
Incoming toll free telephone	No charge
Project management software	No charge

Supplies:..... Actual costs, plus 5%.

Overhead: Not applicable as overhead and profit is included in the above hourly rates.

Vehicle Mileage Rate*:..... The IRS rate which is currently \$0.505.

..... *If higher the amounts approved for employees of the State of North Dakota.

List any applicable Prompt Payment Discount Terms

Not applicable.

PROFILE

RIGHT OF WAY

Comprehensive turnkey right of way acquisition and environmental permitting



MINNEAPOLIS

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CHICAGO

29W150 Butterfield Road
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Warrenville, IL 60555
630-836-0326
Fax 630-836-0305

ProSource provides the essential services to help public and private projects move forward in compliance with federal, state, and local laws. We have the necessary technical staff to design, manage and handle fee or right of way acquisitions, regulatory permits and commercial or residential relocations. The following information summarizes our right of way services.

APPRAISALS

- Title
- Commercial, residential, industrial
- Planned Unit Developments (PUD)
- Agricultural
- Rural/recreational
- Vacant land
- Environmental encumbrances
- Condemnation
- Easements (permanent and temporary)
- Subdivision analysis
- Feasibility analysis
- Partial acquisitions
- Review appraisals
- Expert testimony

TITLE ABSTRACTING

- Avoid or resolve land title problems
- 40-year Marketable Title Act search
- Current owner update
- Institutional lender update
- Limited title certification
- Environmental lien searches
- Personal property asset check
- Real property asset check
- UCC/personal lien search
- Probate court research and estate searches
- Foreclosure research
- Curative title services

RELOCATION

- Commercial and residential relocation per Uniform Act guidelines
- Program compliance and quality assurance
- Preparation of conceptual and acquisition stage relocation plans
- Project office advisory services
- Implementation of relocation plans
- Determination of replacement housing payments
- Property management
- Excess property/fixture disposal
- Presentation of an overall program at public information meetings
- Expert testimony

ENVIRONMENTAL PERMITTING

- Federal Energy Regulatory Commission
- National Environmental Policy Act (NEPA) review
- U.S. Army Corps of Engineers
- U.S. Environmental Protection Agency
- U.S. Fish and Wildlife Service
- Department of Natural Resources
- Pollution Control Agency
- Department of Agriculture
- State Public Utility/Service Commissions
- State Historic Preservation Office
- Minnesota Environmental Quality Board
- National Pollutant Discharge Elimination System
- Watershed districts
- County permits/shoreland ordinances
- Floodplain and floodway evaluation
- Regulatory liaison and expert witness testimony

ACQUISITION

- Route/site feasibility studies
- Property and easement value studies
- Site and right-of-way acquisition
- Acquisition of construction workspace, ingress and egress
- Narrative legal descriptions
- Property title work to confirm ownership
- Legal analysis
- Field survey and drafting
- Environmental and regulatory permitting
- Construction support
- Land owner and community relations
- License and permit acquisition for road, railroad and utility crossings
- Specialized regulatory inspection, reporting and compliance
- Environmental assessments and restoration
- Project management
- Condemnation litigation
- Environmental remediation
- Fee property acquisition negotiations

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Responsive, reliable, and innovative environmental solutions



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604 Missabe Building
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Fax 218-625-7005

CHICAGO

29W150 Butterfield Road
Suite 102
Warrenville, IL 60555
630-836-0326
Fax 630-836-0305

SITE INVESTIGATIONS/REMEDIATION

- Brownfield redevelopment
- Phase I and II environmental assessments
- Transaction screen process
- Environmental assessment worksheets
- Environmental impact statements
- Regulated waste assessments
- Ecology (threatened and endangered species, cultural resources, etc.)
- Risk assessment
- Underground storage tank assessments and removal
- Groundwater flow/contaminant modeling
- RCRA facility investigation and corrective measures studies
- NEPA review
- Voluntary investigation and cleanup
- Remediation engineering design, soil and ground water sampling and analysis

HEALTH AND SAFETY/ INDUSTRIAL HYGIENE

- Asbestos testing and management
- Lead-based paint testing and management
- Methamphetamine site inspections and abatement supervision
- Building inspections
- Demolition management
- Lead in water testing
- Chemical testing (radon, silica, ammonia, etc.)
- Abatement supervision
- Hazard assessments

AIR QUALITY

- Indoor air quality investigations
- Monitoring
- Permit preparation (operation and construction)
- Air emissions inventories
- Stack testing

SURFACE WATER AND WETLANDS

- Environmental resource inventory and management plans
- Mapping, geographic information systems, database
- New development impact assessments
- Water quality and sediment assessments
- Erosion and sediment transport studies
- Sewer inflow/infiltration studies
- Flood plain development and flood proofing measures
- Storm water management facilities
- Sediment and erosion control measures
- Water and sediment quality remediation
- Stream naturalization and rehabilitation
- Shoreline stabilization
- Aquatic habitat compensation and mitigation
- Wetlands evaluation and delineation
- Constructed wetlands treatment systems

REIMBURSEMENT PROGRAMS

- Minnesota Department of Employment and Economic Development Grants
- Metropolitan Council Grants
- Minnesota Department of Commerce Petroleum Tank Release Compensation Board (Petrofund)
- Wisconsin Petroleum Environmental Clean-up Fund Act (PECFA)
- Reimbursement claim preparation
- Applicant and program correspondence
- Appeal formulation

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Environmental • Right of Way • Engineering

Gregory A. Wheeler, J.D.
Vice President and General Counsel

RESUME

Professional Summary

Mr. Wheeler has over 20 years of experience in administrative, regulatory, real estate and contract law, real estate and right-of-way acquisition, linear project routing, and construction permitting issues. He is an attorney licensed in the states of Minnesota, Wisconsin and Arizona, specializing in right of way and land acquisition for utilities, roads, trails, and fiber optics, and is well-versed in the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970.

Mr. Wheeler is proficient with all aspects of land acquisition issues including routing, title continuation, field title investigation, direct purchase, title review, landowner liaison, relocation, public relations, and appraisal review for comparable sales. He also participates in regulatory proceedings and public meetings, zoning compliance and hearings, state and federal agency liaison, and testimony/brief drafting assistance for certificated projects.

Project Experience

- CenterPoint Energy, Pipeline Project, Minnesota
- Metropolitan Council, Northeast Interceptor Phase I, St. Paul to Maplewood, Minnesota
- Metropolitan Council, Empire Township Outfall, Appraisal Review for Comparable Sales
- City of Duluth: Eight-Mile Pipeline, Title, Acquisition, and Regulatory and Environmental Permitting
- City of Duluth: Six-Mile Pipeline, Title, Acquisition, and Regulatory and Environmental Permitting
- Great River Energy, Six-Mile Transmission Line
- Power-Up Wisconsin, 250-Mile Transmission Line
- Excel Energy, 14-Mile Transmission Line
- Minnesota Department of Transportation, TH Hwy 52 Reconstruction, Preston to Fountain, Title Continuations, Field Title Investigations, and Direct Purchase
- City of Coon Rapids, Port Riverwalk Redevelopment, Relocation Assistance, Coon Rapids, Minnesota
- Mill Towns Trail (10 miles) for Cities of Northfield, Faribault and Dundas; State of Minnesota; and Rice County
- Rice's Point, Road Construction, Duluth Port Authority, City of Duluth, and State of Minnesota, Title, Acquisition, and Regulatory and Environmental Permitting
- City of Ramsey Redevelopment Projects, Acquisition and Relocation, Road Relocation

Education

J.D., 1989, Marquette University
Law School, Milwaukee,
Wisconsin
B.B.A., 1986 University of
North Dakota, Grand Forks,
North Dakota

Licenses/Registrations

Arizona, 1991; Minnesota, 1995;
Wisconsin; 1989; and Western
and Eastern Federal District
Courts of Wisconsin, 1989
Notary Public, Wisconsin

Additional Training

International Right of Way
Association Courses:
*Relocation Assistance, Business
Relocation, Computing
Replacement Housing Payments,
Advanced Relocation Assistance*

Memberships

International Right of Way
Association
American Corporate Counsel
Association and American Bar
Association
Member of the Bar, Minnesota,
Wisconsin, Arizona

Curt Proud

Project Manager

Professional Summary

Mr. Proud has over 33 years of experience managing and handling real estate, claim, regulatory, zoning, insurance and landowner relations issues associated with pipelines and similar industrial operations. He has considerable experience in communicating and negotiating with landowners, governmental entities and legal counsel.

His specific right of way/real estate skills include route selection; land title; interpretation of survey data and audit of legal descriptions; drafting and negotiating easements and other land use agreements; encroachment abatement; negotiation of co-occupancy agreements with utilities, railroad and governmental entities; and regulatory permits.

Project Experience

Acquisition

- Enbridge 52-mile Pipeline and Five Pump Stations, North Dakota
- Metropolitan Council, Northeast Interceptor, St Paul, Minnesota
- Metropolitan Council Rosemount Interceptor, Minnesota
- Metropolitan Council Victoria Interceptor, Minnesota
- Metropolitan Council Woodbury, Minnesota
- TH Hwy 52/MnDOT, Highway Reconstruction, Preston to Fountain
- City of Duluth, six-mile pipeline
- Great River Energy, Plymouth, Minnesota
- 85th Avenue Trail, Fridley, Minnesota

Related Work Experience

- Planning Commissioner, City of Shoreview, Minnesota
- Williams Pipe Line Company, Tulsa, Oklahoma
 - Manager of Land, Records and Claims
 - Assistant Secretary.
- The Williams Companies, Inc, Tulsa Oklahoma
 - Claim examiner, risk management and insurance department

RESUME

Specialty Areas

Project Management
Route/Site Selection
Negotiations
Acquisition
Research
Investigation
Resolution of Problems
Research and Investigation

Education

B.S., Business Administration
and Political Science
Northeastern State University
Tahlequah, OK, 1969

Licenses/Registrations

Real Estate Agent, Minnesota
2003

Scott Stenger

Project Manager

RESUME

Professional Summary

Mr. Stenger has over 20 years of experience with right of way land acquisition, land title abstracting and examination services for major construction projects. He is a Minnesota licensed Abstractor and Real Estate Broker, accomplished with title research and examinations, title continuations, field title investigations, direct purchase, reporting, relocation, and landowner negotiations and liaison. He is experienced with the application of Minnesota statutes and regulations regarding construction projects, and has completed the direct purchase of properties in Minnesota, North Dakota, South Dakota, Wisconsin, Iowa and Illinois.

Project Experience

- CenterPoint Energy, Pipeline Project, Minnesota
- Williams Pipeline Facilities, Mn/DOT Coordination for New Road Construction - Determine impacts, interpret engineering drawings, negotiate reimbursement, coordinate relocation activities
- Metropolitan Council, Victoria Interceptor
- Metropolitan Council, Dayton-Hassan Extension to Elm Creek Interceptor
- Metropolitan Council, Elko New Market
- Metropolitan Council, Empire Township Outfall
- Metropolitan Council, Northeast Interceptor Phase I, St. Paul to Maplewood, Minnesota
- Power Up Wisconsin, 250-Mile Transmission Line 100 Landowner Title Abstracting and Acquisition Project, Minnesota
- TH Hwy 52/MnDOT, Highway Reconstruction, Preston to Fountain, Title Continuations, Field Title Investigations, and Direct Purchase
- TH Hwy 52/MnDOT, Highway Reconstruction, Preston to Fountain, Title Continuations, Field Title Investigations, and Direct Purchase
- Mill Towns Trail (10 miles) for Cities of Northfield, Faribault and Dundas; State of Minnesota; and Rice County
- Road Project for Duluth Port Authority, City of Duluth, and State of Minnesota
- Metropolitan Council, Empire Township Outfall, Appraisal Review for Comparable Sales
- Great River Energy, Six-Mile Transmission Line 200 Landowner Title Abstracting Project
- City of Ramsey Redevelopment Projects, Acquisition and Relocation, Road Relocation
- City of Duluth Pipeline and Road Projects, Title, Acquisition, and Regulatory and Environmental Permitting
- Excel Energy, 14-Mile Transmission Line

Education

B.A., Business Administration,
1987, University of Minnesota
IRWA Training: Residential
Relocation

Licenses/Registrations

Licensed Real Estate Broker –
Minnesota, 2003
Licensed Real Estate Agent,
Minnesota, 2000
Licensed Abstractor –
Minnesota, 1995

Memberships

International Right of Way
Association

Jason Alt
Project Manager
Acquisition and Relocation Specialist

Professional Summary

Mr. Alt has over nine years of experience in providing professional consulting services related to property management, property disposal, and land acquisition and relocation. His primary areas of expertise consist of training right of way (ROW) staff for public agencies, establishing policies and procedures for agencies to oversee ROW consultant firms, acting as a representative for public agencies in relocation appeals, and taking on complex or politically sensitive acquisition or relocation projects, and assembling teams to implement ROW projects.

Project Experience

DM&E Railroad Expansion, Minnesota

- Turn-key project management
- Title research
- Access agreements
- Acquisition
- Relocation
- Appraisal review
- Eminent domain (if necessary)

Dakota Electric Association, Substation Sitings

- Turn-key project management
- Title research
- Comparative appraisal report
- Acquisition
- Zoning/permitting
- Phase I environmental site assessment

The Hall Institute–Cingular Wireless PCS, LLC; Nextel / Sprint; RCC

- Site identification, lease negotiation, zoning, and obtaining building permits for hundreds of new cell antenna sites
- Professional and technical acquisition consulting.
- Management of ProSource agents assigned to the project.

City of Champlin, 23 E. River Parkway Relocation

- Relocation of 18 tenants
- Many tenants require complex relocation assistance due to low income or participation with Section 8 Housing
- Provide professional and technical tenant relocation consulting services to the City of Champlin
- Manage the activities of the ProSource relocation agent assigned to assist the tenants
- Oversee and assist in the preparation of the tenant’s relocation claim
- Complete regular quality assurance and compliance audits to ensure compliance with local, state, and federal laws and the client’s policies and procedures.

RESUME

Specialty Areas

Acquisition
Relocation
Property Management

Education

B.S. Airway Science
Management
University of North Dakota
Grand Forks

Additional Credentials

Approved Speaker
2005 Uniform Relocation
Act Symposium
“Displacees that Refuse to Move”
“Moving Incentives for
Section 8 Tenants”
Active IRWA, AAAE, and
Minnesota Council of
Airports Member
Private Pilot License
FAA Pilot Proficiency
Award Recipient

Inspectors

Terry Pellman

Education Bachelors of Science, Agricultural Economics, 1987
North Dakota State University, Fargo

- Specialization
- ◆ Leading and managing right of way, appraisal and appraisal review consultants on multiple segments of pipeline construction
 - ◆ Working with engineers and surveyors on proposed pipeline routes and locations for permanent physical structures such as treatment plant, reservoirs and pump stations
 - ◆ Obtaining survey permissions and negotiating easements
 - ◆ Determining crop damage
 - ◆ Conducting title search
 - ◆ Communicating with legal, engineering, and title companies to ensure proper procedures are followed
 - ◆ Online computerized electronic data management
 - ◆ Contacting and communicating with local and out of state landowners
 - ◆ Drafting easement agreements
 - ◆ Negotiate reimbursement for potential crop or other land/property damages

Rob Dixon

Education National Center for Construction Education and Research, tested and certified AOCS- Field, 2002
FERC. Regulatory Compliance Conferences, 1993-1998
B.A., Rutgers University, New Brunswick, 1978

- Specialization
- ◆ Over 30 years experience with environmental inspection
 - ◆ Working knowledge of FERC regulations and guidelines
 - ◆ Hands-on experience in dealing and negotiating with Army Corps of Engineers, Dept. of Interior, DNR, EPA, FERC, Dept of Energy, Soil Conservation
 - ◆ Implementation of environmental procedures
 - ◆ Experience in river boring, dredging, and conventional trench work to 36" and hydrostatic testing
 - ◆ Ground and sea HazMat spill evaluation, monitoring and reclamation

Tony Downie

Education Bachelor of Arts, University of Nebraska, 1974

- Specialization
- ◆ Over 20 years of tested pipeline operations and management experience
 - ◆ Regulatory compliance
 - ◆ Management of pipeline operations and maintenance
 - ◆ Management of mainline pump stations
 - ◆ Safety inspection

Jerry Lemons

Education BA Economics/ Education, University of Northern Iowa, Cedar Falls

Additional Training

24-Hour HAZWOPER – Hazardous Materials Technician

20-Hour OPA - Incident Commander

Process Safety Management of Highly Hazardous Chemicals

Safety Management Techniques (NSC)

Principles of Occupational Safety & Health (NSC)

Federal Hazardous Material Regulations

16-Hour On-Water Spill Response Training

- Specialization
- ◆ Over 36 years of pipeline experience
 - ◆ Organize and direct operations and maintenance activities of pipelines, terminals, pumping stations
 - ◆ Direct personnel activities
 - ◆ Ensure company business objectives are met relating to terminal and station operations and maintenance
 - ◆ Environmental and regulatory compliance
 - ◆ Emergency response
 - ◆ Employee training and safety
 - ◆ Financial planning and budgeting
 - ◆ Safety training and development of safety programs and procedures
 - ◆ Conduct facility audits and safety inspections

Richard Wittkamp

Education Operator Qualification, Supervision, and Management.

- Specialization
- ◆ 28 years of pipeline experience
 - ◆ High voltage electrician
 - ◆ Line Foreman
 - ◆ Quality inspection

Chuck Danchertsen

Education B.S. Degree, Business Administration
University of Tulsa, January 1963

Licenses Minnesota real estate sales person

Specialization ♦ Over 25 years of experience managing the operations and maintenance of pipelines, terminals, and pump stations
♦ Negotiate purchase options for pump stations.
♦ Maintenance digs, landowner notifications and damage settlements.
♦ Pipeline operations including maintenance and operation
♦ Public relations
♦ Compliance and liaison with state and federal regulators
♦ Mainline maintenance
♦ Budget and financial controls
♦ Personnel administration

Leminal Vance

Specialization ♦ Manage tank repairs
♦ Manage construction personnel
♦ Coordinate pre-bid meetings
♦ Ensure all request for bids and contract agreements were completed in a timely manner.
♦ Pipeline relocations and mainline construction
♦ Corrosion control
♦ Inspection of mainline pump stations, truck loading racks, mainline construction and hydrostatic testing

John Finstad

Education B.S. Degree, Ag Economy, North Dakota State University, Fargo

Specialization ♦ Environmental inspector for pipelines
♦ Agricultural specialist
♦ Project management
♦ Pipeline environmental inspection
♦ North Dakota farm owner



May 6, 2008

Ms. Gloria Geiger
North Dakota Public Service Commission
Public Utilities Division
600 East Boulevard Avenue, Dept 408
Bismarck, North Dakota 58505-0480

RE: Request For Proposal Numbers: PU-08-115 and PU-06-421
Consulting Services for Siting
ProSource Technologies, Inc.

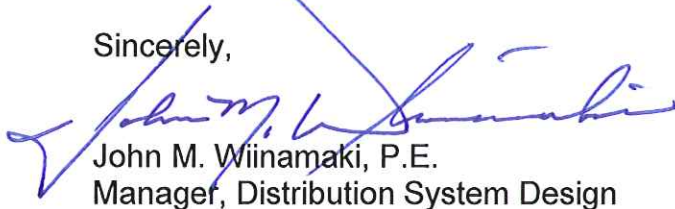
Dear Ms. Geiger:

With respect to proposed work for the North Dakota Public Service Commission, I am providing the following recommendation for ProSource Technologies, Inc. (ProSource). ProSource has performed technically and ethically well for CenterPoint Energy and has demonstrated experience in projects that involve consulting services of pipeline construction projects and professional support of facility siting applications.

CenterPoint Energy has employed ProSource to perform various services in connection with the construction of pipelines in Minnesota. The staff of ProSource is knowledgeable of the principles of pipeline design, construction and operation and the related State and Federal regulations. On past projects, ProSource has demonstrated compliance with company procedures, governmental regulations, and fair and professional treatment of landowners.

Based upon past successful projects with ProSource, I would highly recommend that the North Dakota Public Service Commission consider acceptance of ProSource to provide inspection services and develop permit specifications for energy projects on behalf of the State of North Dakota.

Sincerely,



John M. Wiinamaki, P.E.
Manager, Distribution System Design

cc: Gregory A. Wheeler
ProSource Technologies, Inc.

April 30, 2008

Ms. Gloria Geiger
North Dakota Public Service Commission
Public Utilities Division
600 East Boulevard Avenue, Dept 408
Bismarck, North Dakota 58505-0480



RE: Request For Proposal Numbers: PU-08-115 and PU-06-421
Consulting Services for Siting
ProSource Technologies, Inc.

Dear Ms. Geiger:

Please accept this letter of recommendation for Curt Proud of ProSource Technologies, Inc. in connection with the proposed work for the North Dakota Public Service Commission. We understand the project involves inspection services on a pipeline construction project and other work analyzing energy conversion and transportation facility siting applications.

We dealt with Curt regarding easement and construction issues for three large diameter sewer interceptor lines that were constructed by the Metropolitan Council on our agricultural land that will soon be mined for sand and gravel. As a representative of the Metropolitan Council, Curt anticipated engineering, land use and construction issues, listened to our problems and handled the necessary follow up and resolution. We have also dealt with Curt when he was employed with Williams Pipe Line Company and have since consulted with him on pipeline issues. Based upon our dealings with Curt on various projects, we believe he is well suited to represent the North Dakota Public Service Commission to provide inspection services and develop Permit specifications on behalf to the State.

Sincerely,

A handwritten signature in black ink, appearing to read "Bob Bieraugel".

Bob Bieraugel
Assistant Vice President

cc: Curtis M. Proud
ProSource Technologies, Inc.

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Fax 715 394 1570
www.enbridgepartners.com

Micah (Mike) J. Harris
Senior Land & Right-of-Way Specialist



May 5, 2008

Ms. Gloria Geiger
North Dakota Public Service Commission
Public Utilities Division
600 East Boulevard Avenue, Dept 408
Bismarck, North Dakota 58505-0480

RE: Request For Proposal Numbers: PU-08-115 and PU-06-421
Consulting Services for Siting
ProSource Technologies, Inc.

Dear Ms. Geiger:

With respect to proposed work for the North Dakota Public Service Commission, we are recommending ProSource Technologies, Inc. We believe that ProSource is technically and ethically well suited for this project that involves inspection services on a pipeline construction project and other work analyzing energy conversion and transportation facility siting applications.

We have employed ProSource to perform various services in connection with the maintenance and construction of pipelines in North Dakota and Minnesota. The staff of ProSource is knowledgeable of pipeline and pump station design, construction and operation and the related State and Federal regulations. Several employees of ProSource are former employees of pipeline companies and have experience working with governmental regulators and the construction and operations of pipelines and related facilities. On our projects, we can rely upon ProSource to follow our company procedures, governmental regulations and treat landowners in a fair and professional manner.

Based upon our dealings with ProSource on various projects, we believe it is competent to represent the North Dakota Public Service Commission to provide inspection services and develop Permit specifications for energy projects on behalf of the State of North Dakota.

Sincerely,

A handwritten signature in black ink, appearing to read 'Micah J. Harris', written over a horizontal line.

Micah J. Harris
Senior Land & Right-of-Way Specialist



May 1, 2008

Ms. Gloria Geiger
North Dakota Public Service Commission
Public Utilities Division
600 East Boulevard Avenue, Dept 408
Bismarck, North Dakota 58505-0480

RE: Request For Proposal Numbers: PU-08-115 and PU-06-421
Consulting Services for Siting
ProSource Technologies, Inc.

Dear Ms. Geiger:

This is a recommendation letter for ProSource Technologies, Inc. (ProSource) to the North Dakota Public Service Commission regarding the above referenced request for proposals for consulting services. I worked with ProSource on various pipeline projects and it is my opinion that they are well qualified to provide consulting services to the North Dakota Public Service Commission in association with facility siting projects and construction inspection projects.

The services provided by ProSource included regulatory and environmental permitting and right-of-way acquisition for pipeline projects. ProSource has a strong knowledge of State and Federal pipeline regulations, as well as construction and right-of-way acquisition procedures. It is my understanding that many ProSource employees are former pipeline employees and can provide valuable expertise to the construction inspection for the North Dakota Public Service Commission. ProSource has worked very well with regulators and landowners throughout the pipeline permitting process and pipeline construction.

It is my opinion that ProSource's experience and knowledge would be valuable to the staff at the North Dakota Public Service Commission by assisting with the analysis of route siting applications as well as providing construction inspection.

Sincerely,

A handwritten signature in black ink that reads "Douglas M. Lee".

Douglas M. Lee, P.E.
Vice President of Energy Projects

cc: Gregory A. Wheeler
ProSource Technologies, Inc.
ProSource Underground Services, LLC

1200 Roosevelt Road, Suite 400 • Glen Ellyn, IL 60137
Tel. 630.613.3300 • Fax 630.613.3333



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April 30, 2008

Ms. Gloria Geiger
North Dakota Public Service Commission
Public Utilities Division
600 East Boulevard Avenue, Dept 408
Bismarck, North Dakota 58505-0480

RE: Request For Proposal Numbers: PU-08-115 and PU-06-421
Consulting Services For Siting
ProSource Technologies, Inc.

Dear Ms. Geiger:

We are submitting this letter of recommendation for ProSource Technologies, Inc. in connection with the proposed work for the North Dakota Public Service Commission. We understand the project involves inspection services on a pipeline construction project and other work analyzing energy conversion and transportation facility siting applications. We believe that ProSource is technically and ethically well suited for this project.

We dealt with a representative of ProSource regarding easement and construction issues on our land for three large diameter sewer interceptor lines that were constructed by the Metropolitan Council. As a representative of the Metropolitan Council, ProSource anticipated engineering and construction issues, listened to our problems and handled the necessary follow up and resolution. We believe ProSource is well suited to represent the North Dakota Public Service Commission to provide inspection services on behalf to the State.

Sincerely,

Carol Hickman
Owner/Property Management

cc: Curtis M. Proud
ProSource Technologies, Inc.