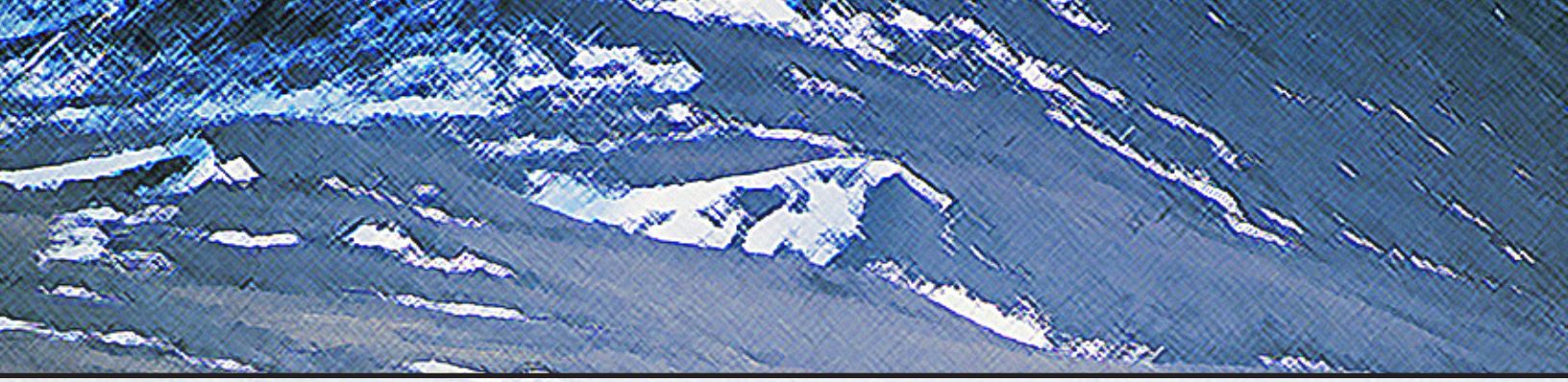


North Dakota Public Service Commission
Public Utilities Division

To Acquire Consulting Services for Monitoring the Construction Activities to Help Ensure Compliance with the Commission's February 21, 2008 Order in Case No. PU-06-421, TransCanada Keystone Pipeline, LP's Application to Construct and Operate a 218-mile, 30-inch Crude Oil Pipeline in Cavalier to Sargent Counties, North Dakota

RFP Number: **PU-06-421**

May 2008

Kadrmas Lee & Jackson
Engineers Surveyors Planners

Kadrmas Lee & Jackson
Engineers Surveyors Planners

May 7, 2008

Gloria Geiger
North Dakota Public Service Commission
Public Utilities Division
600 E Boulevard Ave, Dept 408
Bismarck, ND 58505-0480

Re: Consulting Services for TransCanada Keystone Pipeline Project

Dear Gloria,

Enclosed is Kadrmas, Lee & Jackson's (KL&J's) Proposal to provide construction observation services for the TransCanada Keystone Pipeline project. We have provided construction engineering and surveying services for many similar projects, including oil and gas pipelines, throughout North Dakota.

The timing of your project will allow us to dedicate some of our very best seasoned veterans. They are prepared to begin work immediately and will be committed for the duration of the project. Our proposed team has the necessary technical qualifications and experience for a project of this size and complexity. The Keystone Pipeline project is well within our comfort zone technically and time wise.

Our organizational structure was established with two inspection teams to match the two contractors' north and south operations. Our inspection teams will be headquartered from our existing Grafton and Valley City offices, which are in very close proximity to the pipeline route. This will allow us quick reaction time for staffing our inspection teams. Our location will also provide economy regarding the inspection budget.

KL&J is intimately familiar with this route. We currently serve as County Engineer for seven of the counties the pipeline will pass through. Our professional staff is well respected by the various county, township and local officials throughout the area.

If you have any questions regarding our submittal, please do not hesitate to contact me. We look forward to working with you on this challenging project.

Sincerely,

Kadrmas, Lee & Jackson, Inc.

Barry Schuchard, PE
Vice President

701 845 4980
1010 4th Avenue SW
PO Box 937
Valley City, ND 58072-0937
Fax 701 845 0252
kljeng.com
Kadrmas, Lee & Jackson, Inc.
A KLJ Solutions Company

Table of Contents

Introduction

Kadrmas, Lee & Jackson (KL&J) is a locally owned engineering, surveying and planning firm specializing in the planning, design, and construction of a wide variety of utility, transportation, municipal, survey, telecommunications, and GIS services. As a full service firm, KL&J regularly provides construction engineering services for the projects we plan and design. KL&J's construction engineering staff have in-depth experience administering contracts for our clients throughout the upper Midwest. Our stability and size brings you the benefit of extensive resources and the assurance that we are committed to this region. The following items summarize information requested in the RFP.

Firm Name and Address

Kadrmas, Lee & Jackson, Inc.
PO Box 937
1010 4th Avenue SW
Valley City, ND 58072
Telephone: 701 845 4980
Fax: 701 845 0252

Firm Contact

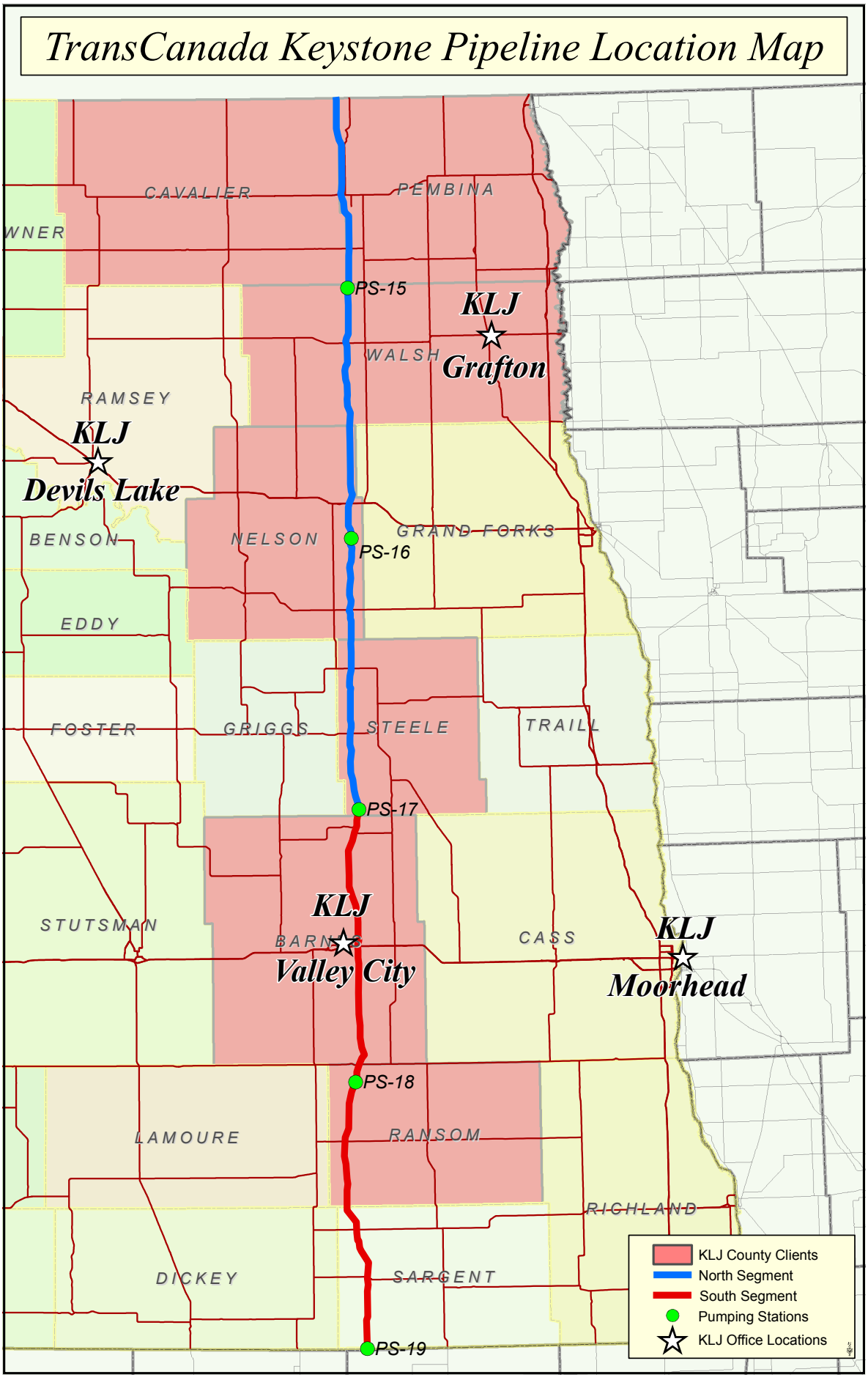
Barry Schuchard, PE
Vice President

PO Box 937
1010 4th Avenue SW
Valley City, ND 58072

Telephone: 701 845 4980
Cell: 701 490 1351
Fax: 701 845 0252
Email: barry.schuchard@kljeng.com

KL&J will comply with the provisions contained in RFP number PU-06-421 as described in the remaining portions of this proposal.

Barry Schuchard, Vice President


TransCanada Keystone Pipeline Location Map
CAVALIER
PEMBINA
WNER
PS-15
KLJ
Grafton
WALSH
RAMSEY
KLJ
Devils Lake
BENSON
NELSON
GRAND FORKS
PS-16
EDDY
FOSTER
GRIGGS
STEELE
TRAILL
PS-17
KLJ
Valley City
STUTSMAN
BARNES
CASS
KLJ
Moorhead
PS-18
LAMOURE
RANSOM
RICHLAND
DICKEY
SARGENT
PS-19
KLJ County Clients
North Segment
South Segment
Pumping Stations
KLJ Office Locations

Understanding of the Project

KL&J has been providing construction engineering and review services for underground utility projects for more than 50 years. KL&J's experience includes design engineering and construction review for utility pipelines ranging in size from 2 inches in diameter to 72 inches in diameter. We have provided construction review and design engineering services for numerous agencies including the North Dakota Department of Transportation (NDDOT), and many of North Dakota's municipalities and counties. Additionally, over the past 70 years, our oil field services professionals have staked more than 3,000 well locations and surveyed more than 3,000 miles of pipeline. This combined local knowledge and experience positions KL&J well for a partnership with you on this project.

TransCanada Keystone Pipeline, LP (Keystone Pipeline) has submitted an application to construct and operate a 218-mile, 30-inch crude oil pipeline which extends through North Dakota from Cavalier through Sargent County. Keystone Pipeline has contracted with two pipeline contractors to complete the installation of the pipeline through North Dakota. Henkels & McCoy, Inc. will complete the segment from the Canadian border south through Pembina, Cavalier, Walsh, Nelson, and Steele counties to a pump station near Luverne, North Dakota. Michels Pipeline Construction is under contract to complete the segment from near Luverne, south through Barnes, Ransom and Sargent counties to the South Dakota border.

Construction observation and review is a critical component to successful project completion. Quality assurance of the pipeline construction will include on-site review of the construction process from initial stripping of the topsoil and continue through final reclamation of the project area. The purpose of the construction observation and review is to ensure that the pipeline installation is in compliance with the terms and conditions of the Public Service Commission's Findings of Fact, Conclusions of Law and Order dated February 21, 2008.

In our review of the Public Service Commission's Findings of Fact, Conclusions of Law and Order dated February 21, 2008, we noted 125 total items listed under Finding of Facts. We took particular note of the following items related to the project.

- Items 29 through 40 identify the avoidance areas for the project construction including the Tetrault Woods State Forest in Pembina County along with several other potential cultural resource sites.
- The proposed route crosses the Pembina River at the Tetrault Woods State Forest. In this area, the commission has determined that the pipeline will be horizontal directional drilled under the Pembina River and Tetrault Woods State Forest. The depth of the pipeline will be a minimum of 35 feet below the river and 40 feet below the trees in the area adjacent to the river.
- The proposed route will cross 10 potentially historic period railroad segments and the commission decided that the pipeline will be bored at each of these crossings.
- Item 38 discusses the potential cultural resource sites located on the properties of Francis Bures and Vaughn Zacharias. Keystone has rerouted the pipeline through this area to avoid possible cultural resources.

- Items 91 through 94 discuss the stream and river crossings along the pipeline route. The North Dakota Game and Fish Department has requested that horizontal directional drilling if possible. However, if this is not feasible, they request no construction activities take place within the waterways between April 15 and June 1 with appropriate controls to minimize erosion and sediment. It is important to note that whatever method Keystone decides to use, all stream crossing plans must be filed with the commission and approved prior to the start of construction.
- Items 95 through 98 discuss specifically the Sheyenne River Crossing. The commission determined that this crossing be horizontal directional drilled rather than Keystone's initially proposed open cut method.
- Items 99 through 106 lay out the requirements and details for dealing with tree and shrub removal and Keystone Pipeline's proposed mitigation plan.
- Items 117 and 118 discuss the impacts to and mitigation plan for wetlands along with impacts and mitigation plans from agricultural, forest, pasture and grass lands.

We also reviewed the Commissions 34 Orders in the Findings of Fact, Conclusions of Law and Order and in particular noted the following key construction parameters:

- Order number 10 specifies the minimum depth from the ground surface to the top of the pipe shall be 48 inches for rangeland, 48 inches for cultivated land, 48 inches at the bottom of the ditch for road crossings, and 72 inches across undeveloped section lines.
- Order number 11 specifies that all crossings of graded roads must be bored unless the responsible governing agency permits Keystone to open cut the road. Further discussion with the seven county clients that we serve, indicated that they are all planning to utilize the same permitting application and process for the graded road crossings. At present time, all of these counties are only permitting borings for the paved roadway crossings, and open cut for gravel roadway crossings.
- Order number 14 states that the clear cuts through windbreaks or shelterbelts shall be a maximum of 50 feet with the exception of extended lengths of wooded areas which shall be a maximum of 85 feet.
- Order number 16 also sets out that construction may be suspended when weather conditions are such that construction activities will cause irreparable damage, unless protection measures approved by the commission are taken.
- Order number 19 details the topsoil handling and minimum depth of 12 inches that will be stripped and segregated from the subsoil and replaced after installation of the pipeline.

To further our understanding of the project, the construction process and schedule for installation, we contacted the contractors that will complete the pipeline installation for Keystone Pipeline. We met with Michael Liimatainen, Project Administrator for Michels Pipeline Construction who will be completing the south segment pipeline installation and we also contacted Danny Vincent, Project Administrator for Henkels & McCoy who will be completing the north segment pipeline installation.

Both contractors are currently working on their staging areas, which are located in Valley City for Michels Pipeline and Grafton for Henkels & McCoy. During the week of May 5, 2008, each contractor will bring in their crew foremen to complete training and begin

planning their portion of the pipeline installation work. Actual construction on the pipeline will not begin until spring load restrictions are removed in the state. At the present time, the contractors are unable to transport their construction equipment from the staging areas to the work site due to the spring load restrictions.

When construction of the pipeline begins, each contractor indicated that they will work a minimum of 60 hours per week. The work week may vary, but will include Saturdays and some Sundays. The work week is also dependent upon weather. Make up time for inclement weather will include longer work days and weekend work.

Each contractor indicated that they will have several crews working simultaneously on project segments. While each contractor has slightly different names for their crews, they will in general consist of the following:

- Right-of-way crew
- Stringing crew
- Stripping crew
- Engineering and bending crew
- Welding crew
- Coating crew
- Ditching crew
- Installation crew
- Backfill crew
- Final clean-up crew
- Testing crew

In addition, each contractor indicated that they will have three or four boring/jacking crews to install the pipeline under roadways, railroads and stream crossings along the route. There will also be three separate tie-in crews. These crews will be tying the mainline pipe to the jacked or bored crossing pipe.

With all of these different pipeline installation components, the work area will spread out over many miles. Both contractors stated that they want to keep their operations as tight and close together as possible. However, as the project proceeds the construction activity will often be spread out up to 40 miles or more. Ultimately, crews may cover the entire project reach.

We discussed what efforts will be made on the part of Keystone Pipeline and each contractor to comply with the environmental, cultural and other commitments as outlined by the Public Service Commission. Keystone Pipeline and each contractor will have an Environmental Coordinator and up to three environmental oversight crews that will monitor and ensure commitments, avoidance and mitigation requirements are

met. In order to ensure proper environmental monitoring, documenting and mitigation is occurring, we propose to meet weekly with the Keystone Pipeline Environmental Coordinator and the contractor's Environmental Coordinator. Additional meetings and site reviews of situations or issues that develop during construction would be held on an as-needed basis. Minutes of all meetings with Keystone Pipeline and the contractor's environmental staff will be emailed or sent to the Commission's Project Manager. This would allow a coordinated effort to be maintained in meeting the Orders as issued by the Commission. Additional reporting to the Commission's Project Manager would at a minimum include an emailed weekly Project Status Report. This report would include a summary of the week's activities, problems or issues encountered, mitigation efforts for the problems or issues, and a projected schedule of the contractor's activities for the coming week. In addition, our on-site project personnel will document the construction activities by digital pictures and a written daily project diary. At a minimum, the daily project diary will detail the contractor's activities, hours worked, problems or issues encountered and any communication with the contractor, Keystone Pipeline officials, landowners or other agency representatives. All original documents would be turned over to the commission at the completion of the project.

Each contractor identified the completion timeline and weather conditions as the biggest challenge for completing the project. Both Michels Pipeline Construction and Henkels & McCoy indicated they will install approximately 1.5 miles of pipeline per day with good weather conditions. The projected timeline for completion of the pipeline installation is approximately four months. Each contractor indicated that they plan to complete their project segments by the end of the 2008 construction season. The only anticipated work that will need to be completed in the spring of 2009 will be final clean-up and punch list items. This schedule fits our proposed construction team very well. They are ready to start immediately and will be dedicated for the duration of the project.

Methodology Used for the Project

KL&J is especially well positioned to provide construction observation services for the Keystone Pipeline project. We have followed the progress of the project development for several months and have discussed the details of construction with both of the contractors who will be working on the project. Based upon our research of the project, we believe the following criteria are critical to the success of the pipeline inspection project:

- Firm's experience
- Staff qualifications
- Project understanding
- Timeline
- Location
- Relationships

There is no team better suited to address each of these issues than KL&J. The experience of our firm and qualifications of our staff are discussed in the Experience and Qualifications section of this proposal. An organizational chart and project work plan are also laid out in detail. We are structuring our approach with two inspection teams to best fit the contractor's plans for various crew types and corresponding schedules.

We have gained a thorough understanding of the Keystone project through meetings with the contractors' project superintendents. We are confident that this project is well within our comfort zone from a complexity and magnitude standpoint. The project schedule is a very good fit for our team, which enables us to dedicate some of our very best field personnel to your project. Your project manager, Les Norton, PE, is one of the premier construction engineers in the region. Les will ensure your project meets your expectations for quality, timeliness and cost control. The staff we have committed are ready to begin work immediately and will be dedicated for the duration of the project. Our team is prepared for the extended hours that often accompany this type of project.

Our project manager and lead inspector will develop a Quality Control/Quality Assurance (QC/QA) plan tailored specifically to the needs of the Keystone project. The quality control level review will be implemented by our Lead Inspectors Bob Podoll and Dennis Markusen. The main emphasis of the quality control element of the plan will be to establish a protocol that all calculations and measurements be checked by another inspector. The quality assurance review will be conducted as a periodic random check of processes and procedures by Les Norton as the project manager. This QC/QA program has contributed to the success of many KL&J projects of similar size and scope.

Our North Inspection Team will be headquartered from our existing office location in Grafton. The South Inspection Team and Project Manager will be headquartered from our Valley City office. These existing offices in Grafton and Valley City are located very close to the pipeline route. This will allow quick reaction time saving you valuable time and money.

Methodology Used for the Project

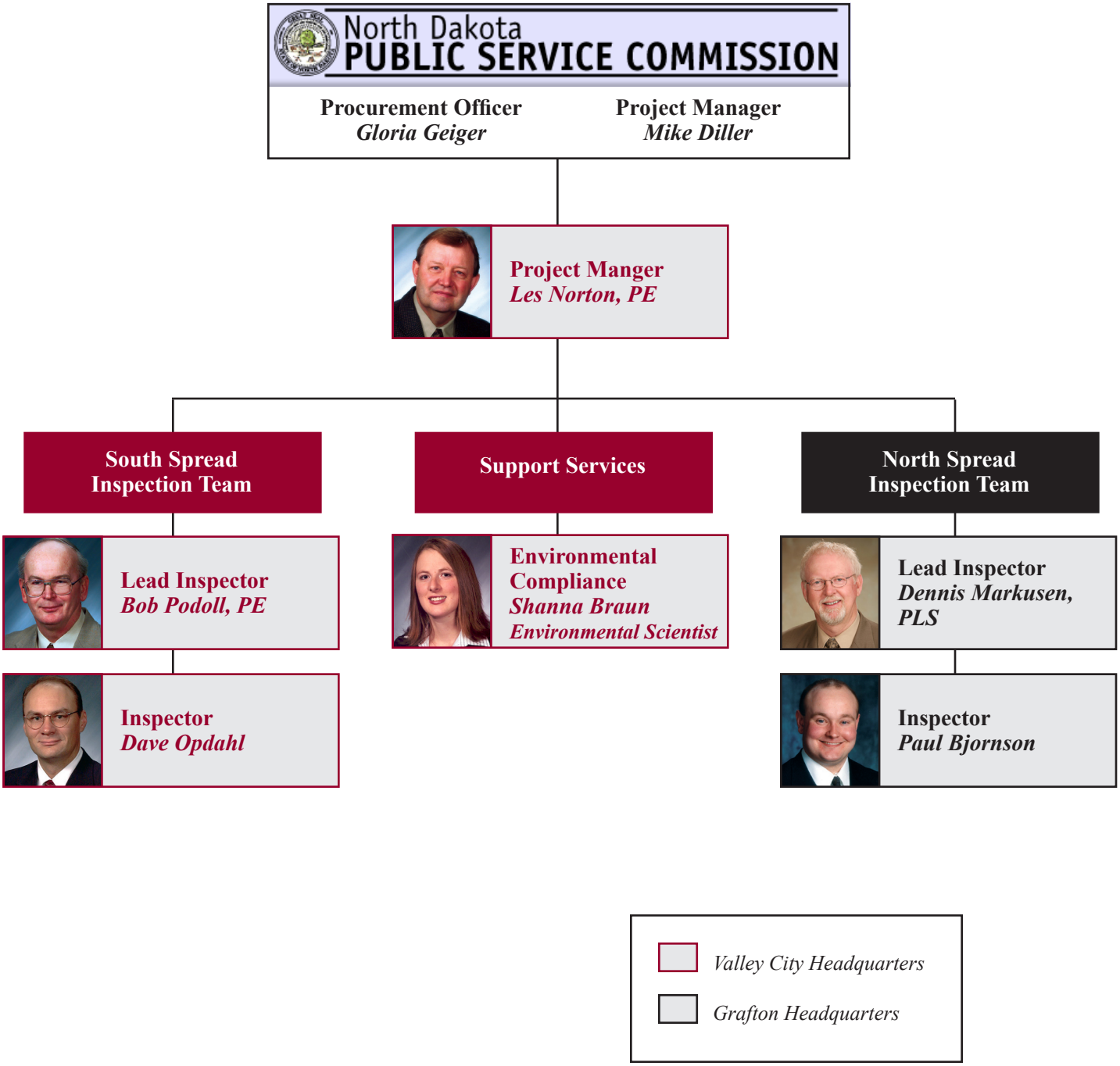
The proposed Keystone Pipeline route passes through eight North Dakota counties. KL&J currently serves as County Engineer for seven of these counties:

- Pembina County
- Cavalier County
- Walsh County
- Nelson County
- Steele County
- Barnes County
- Ransom County

We have developed strong working relationships with the various county, township and local officials along the route. Our staff is well known and respected in the area. These relationships will prove invaluable in dealing with the potential issues such as haul road restoration, landowner concerns, road crossings and environmental mitigation measures.

Our experience on the Alliance Pipeline project is a good example of how our existing relationships can benefit you for the Keystone Pipeline project. When the Alliance pipeline was constructed across North Dakota, KL&J provided construction observation services for the roadway crossings for our existing county clients. Our staff worked with the contractors to verify the pipeline was installed correctly in areas that crossed county and township roadways. We will used the experience gained from the Alliance Pipeline project to successfully complete your project.

Organizational Chart



Construction of the Keystone Pipeline project will be completed in two segments. Henkels & McCoy will construct the segment from the Canadian border south to the pump station near Luverne, ND. The south segment, from near Luverne to the South Dakota border will be constructed by Michels Pipeline Construction. In order to best fit the contractors' proposed operations, we have developed our Organizational Chart (see page 9) for the project with North and South Inspection Teams.

Overall coordination of the project will be provided by our Project Manager, Les Norton. Les will be responsible for coordination with the owner, contractors, agency representatives and the public, if necessary. He will also be responsible for KL&J resource/manpower allocation and will lead our QC/QA process. Since both contractors will be employing multiple construction crews spread out up to 40 miles or more, we believe two teams of inspectors will be necessary to provide the proper level of observation to ensure conformance with the Commission's specifications and orders. The North Inspection Team will be led by Dennis Markusen, while Bob Podoll will lead the South Team. Dennis and Bob have more than 30 and 25 years, respectively, of hands-on construction engineering experience with many similar construction projects. Dennis and Bob will provide oversight to the mainline pipe installation, pump stations, and valves. They will also serve as senior advisors to their support inspectors Paul Bjornson and Dave Opdahl.

Paul and Dave will be primarily responsible for observation of the boring/drilling operations. Each contractor is planning to use boring/drilling crews together with the mainline pipeline crews and several miscellaneous activity crews. Two inspectors for each segment will be needed to keep up with the many operations that will be ongoing simultaneously over the length of the project. We also propose to utilize our environmental specialist, Shanna Braun, at strategic times to ensure that the many environmental commitments are met. Shanna will conduct periodic site reviews to confirm that the various commission specifications and orders pertaining to the environment are fulfilled, and will coordinate activities with the Keystone Pipeline and the contractor's environmental compliance teams. Shanna's specialized background in environmental sciences will be invaluable in making accurate field decisions and identifying any potential concerns early-on. Resumes for our proposed team are provided on pages 11-16.

KL&J has provided construction engineering services for over 50 years. Our project history includes many of the larger more complex projects in the area, including the $55 million Four Bears Bridge project. The Four Bears Project is an excellent example of our ability to oversee a large project completed on an aggressive schedule with multiple crews working simultaneously. KL&J has completed numerous underground pipeline projects with pump stations and river crossings with similar issues to the Keystone project. Additionally, over the past 70 years, our oil field professionals have staked more than 3,000 oil well locations and surveyed more than 3,000 miles of pipeline. We take great pride in our ability to complete projects ahead of schedule and within budget for our clients. A QC/QA plan tailored specifically to your project will also be developed and implemented. Please contact any of our references to verify our past performance. They will provide the best indicator of our ability to meet your needs.

Les Norton, PE

Registration
Professional Engineer—ND, MN

Education
BS Civil Engineering—North Dakota State University

Continuing Education
NDDOT:
- Construction Conferences
- DBE Seminars

Water Pollution Conferences
Concrete Conferences
Hydraulic Design Conferences
Asphalt Institute
Technology Transfer Hydraulic Design workshop
PSMJ: Project Management Workshop
ACEC: Where the Rubber Meets the Road: Contract Provisions, Performance, and Litigation

Professional Memberships
NSPE—National Society of Professional Engineers
NDCEA—North Dakota County Engineer's Association
NDWPCA—North Dakota Water Pollution Control Association
AWWA—American Water Works Association—North Dakota Chapter

Project Role
Project Manager

Project Responsibilities
- Overall Project Leader
- Owner Coordination
- Client Coordination
- Resource Allocation
- Quality Control/Quality Assurance

Summary
Les has been intimately involved with the construction industry for more than 30 years. He has actively led construction engineering teams for numerous large and complex projects throughout North Dakota. His experience includes a wide range of project types with a special emphasis on underground pipelines, valves and pump stations. Les will provide overall project coordination and serve as senior advisor to the rest of the construction team. He will also lead our efforts in the quality assurance process to ensure the project is constructed in close conformance with the Commission's specifications and orders. Based upon the contractor's planned schedule we estimate Les's involvement will average eight hours per week.

Kadrmas Lee & Jackson
Engineers Surveyors Planners

Dennis Markusen, PLS

Registration
Professional Land Surveyor—ND

Education
AAS Civil Engineering Technology—North Dakota State College of Science

Continuing Education
NDSPLS:
- Annual Conventions and Seminars
- LIDAR
- Forensic Mapping
- BLM

NDLTAP:
- Geosynthetics
- Low Water Crossing Design
- Timber Structure Design/Maintenance/Inspection
- Road Repair and Maintenance
- Sign Technology

ILG Institute: Right-of-Way Acquisition

GPS Training:
- RTK
- Trimble – TGO

FEMA:
- IS-00800A National Response Plan
- IS-00200 Local Resources/Initial Action Incident
- IS-00100 Incident Command
- IS-00700 National Incident Management

ASCE:
- Hydrologic/Hydraulic
- Design of Culverts

Kadrmas Lee & Jackson
Engineers Surveyors Planners

Project Role

Lead Construction Inspector—North Segment

Project Responsibilities

- Construction Administration
  - Scheduling
  - Resource allocation
  - Contractor coordination
- Observation and monitoring of the following:
  - Pipeline location
  - Pipeline installation
  - Pump stations, valves and cathodic protection
  - Stream and river crossings (boring and drilling)
  - Damages to lands
  - Trenching and soil segregation
  - Reclamation and clean-up
  - Haul road maintenance and restoration
  - Report instances of loss, damages, claims and contamination
  - As-constructed pipeline alignment drawings

Summary

Dennis has over 30 years of in-depth experience in the construction engineering and surveying profession. He served as Superintendent of Highways in Walsh county for 33 years. His duties included planning, scheduling and budgeting for the Highway Department's maintenance and construction projects. Dennis developed strong working relationships with his staff of up to 45 employees, County commissioners, township officers and the general public. During his tenure as Highway Superintendent, Dennis also owned and operated Markusen Surveying for 30 years. He completed numerous land surveys, as well as construction surveying for power line, ethanol plant and dam projects. Dennis has a solid background in all aspects of construction inspection that will be invaluable in his role as Lead Construction Inspector for the North Segment. Dennis will work directly with the contractor's superintendent to plan the construction inspection operations to ensure all phases of the project are constructed in close conformance with the plans and specifications.

The contractor is planning to employ a mainline pipe crew and three boring/drilling crews. Dennis will work directly with inspection of the mainline pipe installation, pump stations and valves. He will also provide senior advisor support to his construction inspector Paul Bjornson on boring/drilling operations. Based upon the contractor's planned schedule we anticipate Dennis's involvement to range from 40-50 hours per week.

Bob Podoll, PE

Registration
Professional Engineer—ND

Education
BS Civil Engineering—North Dakota State University

Continuing Education
Bituminous Mix Controller
Bridge Inspection Training
DBE Training
Quality Initiative Seminar
Construction Seminar
NDDOT: Construction Claims Seminar
Concrete Conferences
Asphalt Institute Conference and Workshops
PSMJ: Project Management Workshop
ACEC: Where the Rubber Meets the Road: Contract Provisions, Performance, and Litigation

Professional Memberships
NACE—National Association of Civil Engineers—Associate Member

Project Role
Lead Construction Inspector—South Segment

Project Responsibilities
- Construction Administration
  - Scheduling
  - Resource allocation
  - Contractor coordination
- Observation and monitoring of the following:
  - Pipeline location
  - Pipeline installation
  - Pump stations, valves and cathodic protection
  - Stream and river crossings (boring and drilling)
  - Damages to lands
  - Trenching and soil segregation
  - Reclamation and clean-up
  - Haul road maintenance and restoration
  - Report instances of loss, damages, claims and contamination
  - As-constructed pipeline alignment drawings

Summary
Bob has over 25 years of experience in providing construction engineering services. He led the construction administration of numerous large and complex construction projects. Bob has vast construction project background including underground utilities, water pipelines, sewer pipelines, storm drainage pipelines, highways and bridges. He is responsible for overall field coordination of all project activities including inspection, testing, staking and administration tasks. Bob works directly with the contractor's superintendent to plan the construction inspection operations to ensure all phases of the project are constructed in close conformance with the plans and specifications.

The contractor is planning to employ a mainline pipe crew and three boring/drilling crews. Bob will work directly with inspection of the mainline pipe installation, pump stations and valves. He will also provide senior advisor support to his construction inspector Dave Opdahl on boring/drilling operations. Based upon the contractor's planned schedule, we anticipate Bob's involvement to range from 40-50 hours per week.

Kadrmas Lee & Jackson
Engineers Surveyors Planners

Paul Bjornson

Education

BS Construction Management—North Dakota State University

Continuing Education

NDDOT: Bituminous Technology I, II, III, IV

OSHA:

- 10-hour Construction Safety and Health Course
- 30-hour Construction Safety and Health Course
- 30 Hours Construction Industry

ArcView GIS Training Course

AGI Concrete

Field Testing Grade I

Project Role

Construction Inspector—North Segment

Project Responsibilities

Observation and monitoring of the following:

- Pipeline location
- Pipeline installation
- Pump stations, valves and cathodic protection
- Stream and river crossings (boring and drilling)
- Damages to lands
- Trenching and soil segregation
- Reclamation and clean-up
- Haul road maintenance and restoration
- Report instances of loss, damages, claims and contamination
- As-constructed pipeline alignment drawings

Summary

Paul has served as a construction inspector for more than eight years. His construction engineering experience includes a wide range of inspection, testing, staking and administration tasks on numerous large construction projects including the Dakota Gasification Plant in Beulah, ND. Paul has a thorough understanding of construction specifications, procedures and requirements. He will inspect and monitor the construction activities to ensure the project is in close conformance with commission specifications and orders. Paul will provide inspection services throughout the North Segment.

The contractor is currently planning to employ three boring/drilling crews and this will be Paul's primary area of focus. Based upon the contractors planned schedule of working six days per week at ten hours per day, we anticipate Paul's involvement to range from 50-60 hours per week.

Kadrmas Lee & Jackson
Engineers Surveyors Planners

Dave Opdahl

Education

AS Drafting and Estimating Technology—North Dakota State College of Science

Continuing Education

NDDOT: Bituminous Tech I, II, and III Training

Itasca Group, Fridley, MN:

- Essential MicroStation
- Productive MicroStation
- GEOPAK Road I

Concrete Field Testing Technician Grade I

North Dakota Ready Mix and Concrete Products Association Spring Conferences

Project Role

Construction Inspector—South Segment

Project Responsibilities

Observation and monitoring of the following:

- Pipeline location
- Pipeline installation
- Pump stations, valves and cathodic protection
- Stream and river crossings (boring and drilling)
- Damages to lands
- Trenching and soil segregation
- Reclamation and clean-up
- Haul road maintenance and restoration
- Report instances of loss, damages, claims and contamination
- As-constructed pipeline alignment drawings

Summary

Dave has served as a construction inspector for more than 10 years. His construction engineering experience includes a wide range of inspection, testing, staking and administration tasks on numerous underground utility projects. Dave has a thorough understanding of construction specifications, procedures and requirements. He will inspect and monitor the construction activities to ensure the project is in close conformance with Commission specifications and orders. Dave will provide inspection services throughout the South Segment.

The contractor is currently planning to employ three boring/drilling crews and this will be Dave's primary area of focus. Based upon the contractors planned schedule of working six days per week at ten hours per day, we anticipate Dave's involvement to range from 50-60 hours per week.

Kadrmas Lee & Jackson
Engineers Surveyors Planners

Shanna Braun

Education

BS Natural Resources Management—North Dakota State University
BA Spanish—North Dakota State University
Economics Minor

Continuing Education

Wetland Training Institute:
- Basic Wetland Delineation and Field Delineation Praticum
- Vegetation Establishment for Constructed Wetlands

The Shipley Group:
- Transportation NEPA for Department of Transportation Specialists
- NEPA Cumulative Effects Analysis and Document Training

NDDOT: Community Impact Assessment Training
Lorman Education Services:
- Current Issues in Storm Water Regulation in North Dakota Workshop
- Administration and Enforcement of Wetlands in Minnesota

FHWA: Section 106 Historic Preservation Workshop
Dale Carnegie Training: High Impact Presentations
FHWA: Cumulative Impact Assessment

Professional Memberships

Minnesota Wetland Professionals Association
National Association of Environmental Professionals

Kadrmas Lee & Jackson
Engineers Surveyors Planners

Project Role

Environmental Scientist

Project Responsibilities

Verify and ensure the following:
- Tree and shrub inventory, clearing and replacement
- Cultural resources mitigation measures with NDSHPO
- Conformance with Keystone's Construction Mitigation and Reclamation Plan
- Necessary permits/licenses are obtained and complied with
- No extended consumptive use of water resources
- Areas of natural vegetation are reclaimed
- Agricultural lands are not taken permanently out of production
- Report the presence of threatened or endangered species, or bald or golden eagles
- Halt earthmoving activities in the immediate vicinity of any cultural, paleontological, archaeological or historic resources discovered during construction

Summary

Shanna provides environmental mitigation measures, compliance verification, planning, NEPA documentation and wetland delineation services. She has substantial experience working with all aspects of the environmental process from preliminary planning and documentation through construction and mitigation. Shanna's vast project experience includes the following project types: oil and gas, alternative energy, bridges, highways, municipal, underground utilities and economic development projects. Additionally, she has developed sound working relationships with agencies, such as the U.S. Army Corps of Engineers, U.S. Fish and Wildlife Service, NRCS, NDSHPO, ND State Water Commission, and others. Through routine coordination, Shanna has worked with these agencies to devise and implement mitigation strategies on a variety of projects. Shanna also excels in the public involvement process, implementing innovative strategies to target a diverse audience. Based upon the contractors current schedule, we estimate Shanna's involvement to average eight hours per week.

References

KL&J is committed to maintaining the highest level of personal and professional integrity and competence. We believe that the best judges of our reputation are the clients and government contacts we work with on a daily basis. Please contact the following references to discuss our performance. Letters of reference are included on the following pages.

Mr. Rick Urvand, Highway Superintendent 701 322 4433
Nelson County
PO Box 407
McVille, ND 58254-0407

Mr. Mark Creech, Highway Superintendent..... 701 524 2131
Steele County
PO Box 291
Finley, ND 58230-0291

Ms Cindy Schwehr, Commission Chair..... 701 845 8238
Barnes County
11442 23rd St SE
Rogers, ND 58479-9610

Mr. Kerry Johnson, Highway Superintendent..... 701 845 8508
Barnes County
1525 12th St NW
Valley City, ND 58072-2058

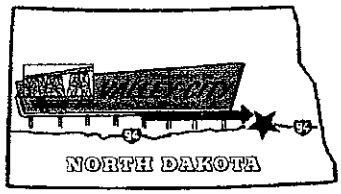
Mr. Richard Flanders, Commission Chair 701 283 5247
Cavalier County
8545 Co. Rd 12
Calvin, ND 58323

Mr. Allen Ruzicka, Commission Chair..... 701 593 6298
Walsh County
12344 57th St NE
Fordville, ND 58231-9722

Mr. Wayne Jones, Commissioner 701 683 5990
Ransom County
PO Box 391
Lisbon, ND 58054-0391

Ms. Corene Vaughn, Commissioner..... 701 265 4347
Pembina County
306 Boundary Rd E
Cavalier, ND 58220-4218

CITY OF VALLEY CITY
CITY HALL OFFICE AT 254 2ND AVE. NE
VALLEY CITY, NORTH DAKOTA 58072-0390



P.O. BOX 390
701-845-1700

March 23, 2007

To Whom It May Concern:

The City of Valley City is privileged to list the firm of Kadrmas, Lee & Jackson (KLJ) as City Engineer. We have a wonderful relationship and feel fortunate to have skilled experts in many areas attend to city needs. Not many cities in North Dakota can boast that they have a team of engineers. KLJ has served the city in many capacities. Building bridges, widening streets, replacing sewer and water mains, creating multi-use paths, and updating the water treatment plant are some of the projects they have led since I have been on the City Commission.

Attention to the needs of the public is one of the fields that KLJ shines. In all our major projects they lead weekly construction meetings and have personally talked to citizens affected by the project. Their sense of caring and commitment to a quality end product is evident. We also like the fact that KLJ is open to working with other engineering firms to best fit the needs of the City.

Our city is fortunate to have a branch of KLJ in town. KLJ not only provides city engineering but they are good corporate citizens, volunteering in many organizations and contributing to many local causes. In short, KLJ is a firm that you can trust.

Sincerely,

Mary Lee Nielson

Mary Lee Nielson
President, Valley City Commission
Valley City, North Dakota

Cass County Electric Cooperative

Your Touchstone Energy® Partner

January 1, 2008

To Whom It May Concern,

Kadrmas, Lee & Jackson, Valley City, North Dakota does an outstanding job as consulting engineers and surveyors. It is a privilege to write this letter of recommendation.

As a member of the Valley City/Barnes County Development Corporation Board of Directors I have personally worked with team members of KLJ for over twenty-one years on development projects associated with city growth and economic development. The largest direct project (over $1.3 million) included a twenty acre industrial site with water & sewer extensions, tower reservoir and new storm sewer. Actively attending City and County Commission meetings I have also worked with and seen KLJ engineers lead engineering projects of all types and sizes in the community and throughout several counties.

Serving as Project Director for several regional tourism construction projects I have worked "one on one" with KLJ team members. Key projects included a $50,000+ "Bridge Project" with interpretation, concrete pads, sidewalk and driveways; a $75,000+ 19 acre "Recreational Park" with interpretation and concrete bike path; a 63 mile "ND Scenic Byway/Backway" located in two counties, with interpretation, visitor center, roadway, approach, drainage, parking areas and a metal truss timber deck bridge, total projects was in excess of $2.3 million.

I am a perfectionist and expect the same from the people and firms I work with. All team members at KLJ have been professional, are responsive, competent, honest and sincere with their advice. Deadlines are always met, whether it is project review, drafting, contract development, surveying, bidding or on-site visits, KLJ staff are congenial, on time and have great expectations of themselves. Finished products from KLJ are **superior** in quality. Team members of KLJ have a positive attitude, care about and are involved in their community.

It is always a privilege to work with KLJ staff. In all my associations with KLJ, they have done more than expected, completed projects ahead of schedule and been very price competitive. Mr. Barry Schuchard should be proud of the Valley City division of Kadrmas Lee & Jackson.

Please feel free to call me at 701-845-2251 if you have any questions. Thank you.

Sincerely,

Bobby Koepplin
Valley City/Barnes County Development Corporation-Board of Director
Cass County Electric-Manager of Rural Development

North Dakota Department of Transportation

David A. Sprynczynatyk, P.E.
Director

John Hoeven
Governor

MEMO TO: Whom It May Concern

FROM: Dave Leftwich
Local Government Engineer

DATE: August 11, 2003

SUBJECT: Kadrmas, Lee, & Jackson, P.C.

My office works with the counties and cities on developing plans for their federal-aid projects. Most of the engineering for the counties and cities on these projects are done by consulting firms. Kadrmas, Lee & Jackson (KLJ) does a lot of work with the counties and cities.

Their Moorhead office is currently doing a large urban project for the city of Fargo and the Department of Transportation on South University and 52nd Avenue South in Fargo. This project is being developed under the direction of Kris Bakkegard, of KLJ's Moorhead office and Barry Schuchard, of KLJ's Valley City office.

KLJ has done a number of urban projects in the cities of Valley City, Bismarck, Mandan, Dickinson, Minot, Devils Lake, and Grafton in recent years. They always complete their projects on time, with an excellent set of plans and specifications.

My office finds KLJ very responsive and easy to work with.

DL:ss

Valley City - Barnes County Development Corporation
205 NE 2nd Street ✦ P.O. Box 724
Valley City, ND 58072-0724
Phone: (701) 845-1891 ✦ Fax: (701) 845-1892

March 2, 2001

The Valley City - Barnes County Development Corporation is a private non-profit organization dedicated to create new job opportunities for citizens in our area. Our projects have come in all shapes and sizes each with their own set of special requirements. We have worked aggressively with many companies in food processing, manufacturing and information technology.

Kadrmas Lee & Jackson PC is an active partner providing a variety of professional engineering services. Their professional expertise and experience provides a strong, steady hand for us, the City and County Commissions as we work to strengthen our community. They have assisted with various site plans for our new 20,000 sq.ft. Regional Technology Center and Technology Park by providing ideas that are innovative and cost effective. Kadrmas Lee & Jackson also provided planning assistance plus site analysis of several areas targeted for future development.

State and Federal funds are often secured for economic and community development projects. These funds require substantial documentation and specific legal and administrative procedures to meet regulations. Kadrmas Lee & Jackson has a thorough and complete understanding of these requirements which directly contributes to the successful completion of our projects.

We believe that our people are our greatest asset. It is refreshing to be able to contact a firm of their caliber and receive the quality of service needed regardless of the individual with whom we are working. The Development Corporation sincerely appreciates the support and involvement of Kadrmas Lee & Jackson and will continue to work closely with them as an active economic development partner. Thank you.

Respectfully,

Jennifer Feist
Director of Development

S&S Builders, LLC

Providing World-Class
Construction Services and Craftsmanship

October 17, 2007

Kadrmas, Lee & Jackson
Engineers Surveyors Planners
801 East 4th Street Ste. 22
Gillette, Wyoming 82716-4061
Mr. Dan Roberts PE

Dear Dan;

Having recently completed the Butler Spaeth – Shoshone East Roadway Project for the City of Gillette, S & S Builders, LLC offers the following observations.

When we read the advertisement for bids and noticed KLJ was the design engineer and construction manager for the owner there was some concern because we were not familiar with your firm.

S & S Builders, LLC has been awarded various "Partnering Awards" and prides itself on being "non-adversarial" in dealing with owners and clients.

After completing this 12+ million dollar project and working with KLJ as the design engineer and owners representative for the past 11 months we most emphatically state we have enjoyed working with the diverse staff involved in making Butler Spaeth a successful project. When a question or challenge arose the solution was reached in a timely manner by the appropriate combination of KLJ staff and, members of the City of Gillette staff and S & S Builders. When timelines were pressing the KLJ field staff put forth the extra time and effort to help keep the project on schedule. There were difficulties and challenges which could have had an adverse impact on the project, however KLJ kept the entire team focused on the finish line and these issues became "bumps in the road" not road blocks.

It has been refreshing to work with your firm and S & S Builders looks forward to future bid advertisements listing KLJ as design engineers and owners representatives.

Sincerely,

Ron Stoughton
Owner
S & S Builders LLC / Gillette

P.O. Box 1867, Gillette, WY 82717
(307) 686-5659 (307) 682-9335 Fax

P.O. Box 20033, Cheyenne, WY 82003
(307) 632-7115 (307) 632-7140 Fax