

December 2, 2010

VIA HAND DELIVERY

RECEIVED

DEC 02 2010

Mr. Darrell Nitschke  
Executive Secretary  
North Dakota Public Service Commission  
600 E. Boulevard, Dept. 408  
Bismarck, ND 58505-0480

**PUBLIC SERVICE COMMISSION**

**RE: Letter of Intent to Submit Application for a Combined Certificate of Corridor Compatibility and a Route Permit for Rangeland Energy, LLC's Crude Oil Pipeline Project, and Request for Waiver of One-Year Notice Period**

Dear Mr. Nitschke:

Please find enclosed herewith for filing an original and ten (10) copies of the following documents:

1. Rangeland Energy, LLC's Letter of Intent to submit a combined application for a Certificate of Corridor Compatibility and Route Permit for a crude oil pipeline project;
2. A certified copy of the Certificate of Formation of Rangeland Energy, LLC, from the Secretary of State of Delaware;
3. A Certificate of Good Standing from the Secretary of State of Delaware for Rangeland Energy, LLC;
4. A Certificate of Authority from the Secretary of State of North Dakota for Rangeland Energy, LLC;
5. A Certificate of Good Standing from the Secretary of State of North Dakota for Rangeland Energy, LLC; and
6. Rangeland Energy, LLC's Written Consent of Managers in Lieu of Meeting.

Also enclosed herewith is a disk containing the same in PDF format. Should you have any questions, please advise.

Sincerely,



MOLLIE M. SMITH

MMS/ms

Attorneys & /  
main 701.2  
fax 701.2  
www.fredla

1

**PU-10-638**  
Corporate Papers

Filed: 12/2/2010

Pages: 18

Mr. Darrell Nitschke  
December 2, 2010  
Page 2

Enclosures

cc: Mr. Christopher Keene (*w/ encl. – via e-mail*)  
Mr. Rafael Colaco (*w/ encl. – via e-mail*)  
Mr. Steve Broker (*w/ encl. – via e-mail*)  
Mr. Arturo Vivar (*w/ encl. – via e-mail*)

4842908\_1.DOC

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF AUTHORITY OF

RANGELAND ENERGY, LLC  
Secretary of State ID#: 28,118,200

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

RANGELAND ENERGY, LLC

for a Certificate of Authority to transact business in this State, duly signed and executed as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

RANGELAND ENERGY, LLC

to transact business in this State under the name of

RANGELAND ENERGY, LLC

Issued: December 1, 2010

Alvin A. Jaeger  
Secretary of State

RECEIVED

DEC 01 2010



CERTIFICATE OF AUTHORITY  
FOREIGN LIMITED LIABILITY COMPANY  
APPLICATION  
SECRETARY OF STATE  
SFN 19381 (07-2008)

Sec. of State

FOR OFFICE USE ONLY

ID Number:	28118, 200 PLC
WO Number:	731247
Filed:	12-1-10
By:	MDH

TYPE OR PRINT LEGIBLY SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1. The application is accompanied by
- Certificate of authority fee of \$135
  - Current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE duly authenticated by the organizing officer of the state or country of organization.
  - Certification of professional license
  - Signed consent to use of name and fee of \$10
  - Trade name registration and fee of \$25

For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13.1, and 10-32-138

2. Identify type of limited liability company applying for certificate of authority <input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional	3. Federal ID Number 30-0585080
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4. Name of limited liability company exactly as it appears on Certificate of Good Standing from state or country of origin  
**Rangeland Energy, LLC**

5. If applicable, provide the trade name and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota. Only provide the trade name in this line if:

- a) The limited liability company name is not in the form as required of limited liability companies in North Dakota.
- b) The Secretary of State has notified the limited liability company that its name is the same as or deceptively similar to a name already registered, and the limited liability company is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota.
- c) The limited liability company does not wish to use or protect its name in North Dakota and chooses to use a name other than its limited liability company name.

6. Complete address of executive office: (Street/RR, PO Box, City, State, Zip+4) which may not only be a post office box number  
**14100 Southwest Freeway, Suite 220, Sugar Land, TX 77478**

7. State or country where organized Delaware	8. Date when limited liability company will expire in state or country of origin: (month, day, year) or indicate "perpetual". perpetual	9. Telephone Number (281) 566-3000	10. Toll-free telephone Number
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11.A. Name of commercial registered agent in North Dakota. **OR** 11.B. Name of noncommercial registered agent in North Dakota  
**Capitol Corporate Services, Inc.**

11.C. Address of noncommercial registered agent in North Dakota: (Street/RR, PO Box, City, State, Zip+4) May not be only a post office box.

12. Nature of business or activities the limited liability company intends to conduct in the State of North Dakota  
**Develop, own and operate crude oil and natural gas pipelines and terminals.**

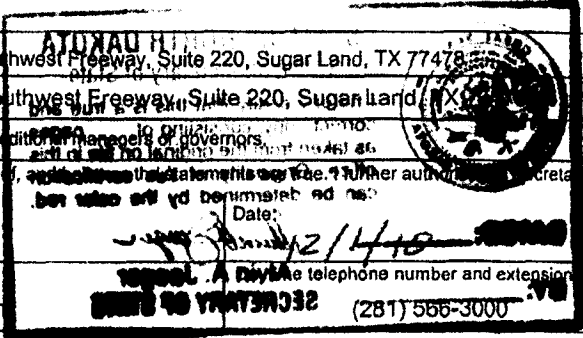
13. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY					
MANAGERS	Check box if manager also serves as governor	COMPLETE MAILING ADDRESS			
		Street/RR	PO Box	City	State Zip+4
Paul S. Broker	<input type="checkbox"/>	14100 Southwest Freeway, Suite 220, Sugar Land, TX 77478			
	<input type="checkbox"/>				
	<input type="checkbox"/>				
	<input type="checkbox"/>				
	<input type="checkbox"/>				
	<input type="checkbox"/>				
Managing Member Christopher W. Keene	<input checked="" type="checkbox"/>	14100 Southwest Freeway, Suite 220, Sugar Land, TX 77478			
Managing Member Arturo Vivar	<input checked="" type="checkbox"/>	14100 Southwest Freeway, Suite 220, Sugar Land, TX 77478			

If needed, attach sheet to add names of additional managers or governors.

14. "The undersigned has read the foregoing application, knows the contents thereof, and believes the statements are true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, and 11B if not correctly reflected."

Signature: *Christopher W. Keene* Date: *12/1/10*

15. Name of person to contact about this document E-Mail Address  
**Arturo Vivar avivar@rgldenergy.com**





**STATE OF NORTH DAKOTA**  
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 1 pages as taken from the original on file in this office. Originality of file certification can be determined by the color red.

DATE: 12-1-10

Handwritten signature of Alvin A. Jaeger.

BY: maH

Alvin A. Jaeger  
SECRETARY OF STATE

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RANGELAND ENERGY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RANGELAND ENERGY, LLC" WAS FORMED ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2009.

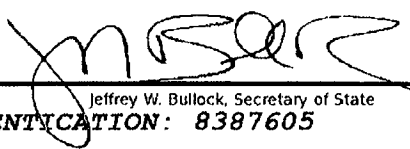
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4742748 8300

101134430



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8387605

DATE: 12-01-10

# Delaware

PAGE 1

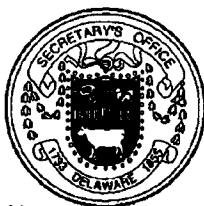
*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "RANGELAND ENERGY, LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2009, AT 11:19 O'CLOCK A.M.

4742748 8100

090941220

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7588029

DATE: 10-16-09

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:23 AM 10/16/2009  
FILED 11:19 AM 10/16/2009  
SRV 090941220 - 4742748 FILE

**CERTIFICATE OF FORMATION  
OF  
RANGELAND ENERGY, LLC**

1. The name of the limited liability company is Rangeland Energy, LLC (the "Company").
2. The registered office of the Company in the State of Delaware is located at 615 South Dupont Highway, Dover, Kent County, Delaware 19901. The name of its registered agent at such address is Capitol Services, Inc.
3. The name and address of the organizer of the Company is as follows:

<u>Name</u>	<u>Address</u>
Sarah E. McLean	333 Clay Street, Suite 3300 Houston, Texas 77002

THE UNDERSIGNED, being the organizer hereinbefore named, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, does hereby make this certificate, hereby declaring and certifying that this is her act and deed and the facts herein stated are true, and, accordingly, has hereunto set her hand this 16<sup>th</sup> day of October, 2009.

  
\_\_\_\_\_  
Sarah E. McLean, Organizer

# Delaware

PAGE 1

*The First State*

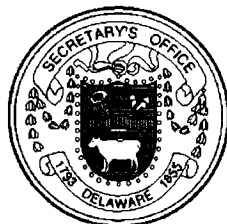
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RANGELAND ENERGY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RANGELAND ENERGY, LLC" WAS FORMED ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4742748 8300

101134430



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8387605

DATE: 12-01-10

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF GOOD STANDING OF

RANGELAND ENERGY, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that RANGELAND ENERGY, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on December 1, 2010, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

RANGELAND ENERGY, LLC

Issued: December 01, 2010

A handwritten signature in black ink, reading "Alvin A. Jaeger", is written in a cursive style.

Alvin A. Jaeger  
Secretary of State

**RANGELAND ENERGY, LLC**

**WRITTEN CONSENT OF MANAGERS  
IN LIEU OF MEETING**

The undersigned, being all of the managers (the "Managers") of Rangeland Energy, LLC, a Delaware limited liability company (the "Company"), necessary to adopt and approve the actions herein, do hereby waive any and all requirements for calling, giving notice of and holding an meeting of the Managers of the Company and, in lieu of such meeting and pursuant to the Limited Liability Company Agreement of the Company, consent to the adoption of the following resolutions:

**Certificate of Formation**

**RESOLVED**, that the Certificate of Formation of the Company, which was filed in the office of the Secretary of State of the State of Delaware on October 16, 2009, be, and hereby is, authorized, adopted and approved.

**Relating to the Election of Officers**

**RESOLVED**, that each of the following persons is elected to the office of the Company set forth below opposite his respective name, to serve until his successor is chosen and qualified, or until his earlier death, resignation, retirement, disqualification or removal from office:

**Name:**

**Office:**

Christopher W. Keene  
Arturo Vivar

President and Chief Executive Officer  
Executive Vice President and Chief Financial Officer

**Relating to Bank Accounts**

**RESOLVED**, that the President or any Executive Vice President is authorized and empowered, in the name and on behalf of the Company, to open one or more bank accounts in the Company's name, and to designate himself or other officers of the Company authorized to deposit funds of the Company into such accounts and to sign checks, notes, drafts, bills of exchange, acceptances, undertakings or orders for payment of money from funds of the Company on deposit in such accounts, as may be deemed by such officer, to be necessary, desirable, appropriate or otherwise in the best interests of the Company.

**RESOLVED**, that the President is authorized and directed to execute such signature cards and other documents as may be necessary to establish such bank accounts, including the certification of such resolutions relating to such accounts.

**Tax Identification Numbers**

**RESOLVED**, that the officers of the Company be, and each of them (acting alone) hereby is, authorized to apply to the applicable IRS District Director for an employer's identification number on Form SS-4 or such other applicable forms.

**Qualification to Transact Business as a Foreign Entity**

**RESOLVED**, that the President or any Executive Vice President be, and each of them (acting alone) hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to qualify the Company to do business as a foreign entity in the State of Colorado and in any other state, territory or dependency of the United States, in which any such officer deems it necessary for the

Company to qualify to transact business as a foreign entity; and in connection therewith, the President or any Executive Vice President be, and each of them (acting alone) hereby is, authorized and empowered to:

- (a) appoint all necessary agents or attorneys for service of process and substitute new agents or attorneys for such purposes;
- (b) designate the location of all necessary statutory offices and change the location thereof;
- (c) make and file all certificates, representations, powers of attorney and other instruments required by the laws of any such state, territory, dependency, province or country to authorize the Company to transact business therein; and
- (d) withdraw therefrom, revoke any appointment of agent or attorney for service of process and file any certificate, revocation of appointment or surrender of authority as may be necessary to terminate the authority of the Company to do business in any such state, territory, dependency, province or country, whenever, in the such officer's judgment, it is expedient for the Company to cease doing business therein, and the taking of any such action by any such officer of the Company shall be conclusive evidence of his authorization hereby.

**Relating to the Approval of the Unit Purchase Agreement**

**RESOLVED**, that the terms and provisions of that certain Unit Purchase Agreement (the "Purchase Agreement") by and among the Company, the Members of the Company, and the owners of KVB Energy, LLC are hereby approved and adopted by the Company.

**RESOLVED**, that the President or any Executive Vice President of the Company is hereby authorized, empowered and directed to execute and deliver the Purchase Agreement and any agreements, instruments, certificates or other documents contemplated by the Purchase Agreement, on behalf of the Company, and to take or cause to be taken all such other actions as may be deemed necessary or advisable to perform its obligations and enforce its rights under the Purchase Agreement and to consummate all the transactions contemplated thereby.

**Relating to the Overhead Budget**

**RESOLVED**, that the initial Overhead Budget of the Company, in the form attached hereto as Exhibit A, is hereby approved.

**RESOLVED**, that if, and to the extent that one or more affiliates of the executive officers have heretofore advanced amounts to pay operating costs of the Company set forth in the above budget, the Company is authorized to reimburse such affiliates for the amounts so advanced.

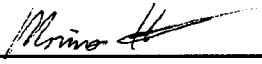
**Relating to General Matters**

**RESOLVED**, that the proper officers of the Company are authorized and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further instruments, in the name and on behalf of the Company, as in their judgment shall be necessary, desirable or advisable in order to carry out the intent, and to accomplish the purposes, of the foregoing resolutions.

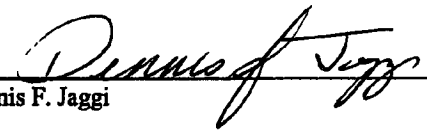
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—SIGNATURE PAGE FOLLOWS\***

IN WITNESS WHEREOF, the undersigned have executed this Consent of Managers as of the date set forth below such person's signature below.

**MANAGERS:**

  
\_\_\_\_\_  
Morris L. Hurt

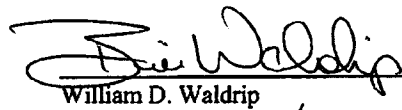
Date: 10-17-09

  
\_\_\_\_\_  
Dennis F. Jaggi

Date: 10/17/09

\_\_\_\_\_  
Christopher W. Keene

Date: \_\_\_\_\_

  
\_\_\_\_\_  
William D. Waldrip

Date: 10/17/09

\_\_\_\_\_  
Arturo Vivar

Date: \_\_\_\_\_

**\*REMAINDER OF PAGE INTENTIONALLY LEFT BLANK\***

**IN WITNESS WHEREOF**, the undersigned have executed this Consent of Managers as of the date set forth below such person's signature below.

**MANAGERS:**

\_\_\_\_\_  
Morriss L. Hurt

Date: \_\_\_\_\_

\_\_\_\_\_  
Dennis F. Jaggi

Date: \_\_\_\_\_

  
\_\_\_\_\_  
Christopher W. Keene

Date: 10/19/09

\_\_\_\_\_  
William D. Waldrip

Date: \_\_\_\_\_

\_\_\_\_\_  
Arturo Vivar

Date: \_\_\_\_\_

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IN WITNESS WHEREOF, the undersigned have executed this Consent of Managers as of the date set forth below such person's signature below.

**MANAGERS:**

\_\_\_\_\_  
Morriss L. Hurt

Date: \_\_\_\_\_

\_\_\_\_\_  
Dennis F. Jaggi

Date: \_\_\_\_\_

\_\_\_\_\_  
Christopher W. Keene

Date: \_\_\_\_\_

\_\_\_\_\_  
William D. Waldrip

Date: \_\_\_\_\_

  
\_\_\_\_\_  
Arturo Vivar

Date: 10/19/2009

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**EXHIBIT A  
OVERHEAD BUDGET**

**Rangeland Energy, LLC**

**Budget (three professionals, one analyst, one admin)**

<b>Expenses</b>	<b>Nov-09</b>	<b>Dec-09</b>	<b>YTD 2009</b>
Salaries (1)	\$36,667	\$46,667	<b>\$83,333</b>
Payroll taxes	2,805	3,570	<b>6,375</b>
Legal fees (formation costs)	45,000	0	<b>45,000</b>
Outside Fees (tax, accounting) (2)	1,667	1,667	<b>3,333</b>
Third Party Transaction expenses (DD, consultants, etc.)	33,333	33,333	<b>66,667</b>
Travel	13,333	13,333	<b>26,667</b>
Insurance (Medical, dental, AD&D) (3)	4,500	6,000	<b>10,500</b>
Telephone (incl. Internet, cell phones, etc.)	1,000	1,000	<b>2,000</b>
Rent (Office Space, includes parking, utilities, etc.)	2,738	2,738	<b>5,476</b>
Premise Insurance & Workers Comp.	833	833	<b>1,667</b>
Postages & Delivery	233	233	<b>467</b>
Printing & Supply (business cards, letterheads, etc.)	1,000	1,000	<b>2,000</b>
Office equipment rentals (fax & copier)	167	167	<b>333</b>
Dues & Subscriptions & Conferences	2,500	2,500	<b>5,000</b>
Network Servers, Computers and Tel System	17,500	0	<b>17,500</b>
Discretionary Bonus	0	0	<b>0</b>
Furniture and Leasehold improvements	25,000	0	<b>25,000</b>
<b>Total</b>	<b>\$188,276</b>	<b>\$113,041</b>	<b>\$301,318</b>

(1) Assumes \$200K for each partner, \$40K for admin and \$120K for analyst (Starts in Jan. 2010)

(2) Non-deal related outside fees related to corporate formation & maintenance

(3) Medical family coverage (employee, spouse and children)

Rangeland Energy, LLC  
 Budget (three professionals, one analyst, one admin)

<b>Expenses</b>	<b>Jan-10</b>	<b>Feb-10</b>	<b>Mar-10</b>	<b>Apr-10</b>	<b>May-10</b>	<b>Jun-10</b>	<b>Jul-10</b>	<b>Aug-10</b>	<b>Sep-10</b>	<b>Oct-10</b>	<b>Nov-10</b>	<b>Dec-10</b>	<b>Total 2010</b>
Salaries (1)	\$63,333	\$63,333	\$63,333	\$63,333	\$63,333	\$63,333	\$63,333	\$63,333	\$63,333	\$63,333	\$63,333	\$63,333	\$760,000
Payroll taxes	4,845	4,845	4,845	4,845	4,845	4,845	4,845	4,845	4,845	4,845	4,845	4,845	58,140
Legal fees (formation costs)	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	20,000
Outside Fees (tax, accounting) (2)	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	20,000
Third Party Transaction expenses (DD, consultants, etc.)	33,333	33,333	33,333	33,333	33,333	33,333	33,333	33,333	33,333	33,333	33,333	33,333	400,000
Travel	13,333	13,333	13,333	13,333	13,333	13,333	13,333	13,333	13,333	13,333	13,333	13,333	160,000
Insurance (Medical, dental, AD&D) (3)	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	90,000
Telephone (incl. Internet, cell phones, etc.)	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
Rent (Office Space, includes parking, utilities, etc.)	4,792	4,792	4,792	4,792	4,792	4,792	4,792	4,792	4,792	4,792	4,792	4,792	57,498
Premise Insurance & Workers Comp.	833	833	833	833	833	833	833	833	833	833	833	833	10,000
Postages & Delivery	233	233	233	233	233	233	233	233	233	233	233	233	2,800
Printing & Supply (business cards, letterheads, etc.)	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
Office equipment rentals (fax & copier)	167	167	167	167	167	167	167	167	167	167	167	167	2,000
Dues & Subscriptions & Conferences	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
Network Servers, Computers and Tel System	0	0	0	0	0	0	0	0	0	0	0	0	0
Discretionary Bonus	12,500	12,500	12,500	12,500	12,500	12,500	12,500	12,500	12,500	12,500	12,500	12,500	150,000
Furniture and Leasehold improvements	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$148,703</b>	<b>\$1,784,438</b>

(1) Assumes \$200K for each partner, \$40K for admin and \$120K

(2) Non-deal related outside fees related to corporate formation &

(3) Medical family coverage (employee, spouse and children)

