

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Bear Paw Energy, LLC
Gas Processing Plants- Williams County
Siting Application

Case No. PU-10-666

AFFIDAVIT OF SERVICE REGULAR, INSIDE, OR ELECTRONIC MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Cara DeSaye deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **20th** day of **May, 2011**, she deposited in the United States Mail, Bismarck, North Dakota, 15 envelopes by first class mail, fully prepaid, 7 envelopes by inside mail, all securely sealed and each containing a photocopy, and 13 addressees electronically mailed a copy of:

Findings of Fact, Conclusions of Law and Order

The envelopes and electronic mails respectively were addressed as follows:

See attached list.

Each post office address shown is the respective addressee's last reasonably ascertainable post office address and each email address is the respective addressee's last reasonably ascertainable electronic mailing address.

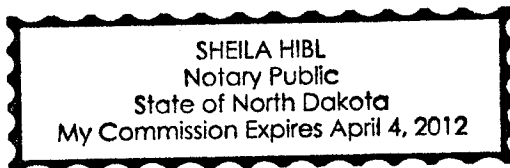
Cara DeSaye

Subscribed and sworn to before me
this **20th** day of **May, 2011**.

Sheila Hibl

Notary Public

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County Commissioner
Williams County Commission
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**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

**Bear Paw Energy, LLC
Gas Processing Plants- Williams County
Siting Application**

Case No. PU-10-666

FINDINGS OF FACT, CONCLUSIONS OF LAW and ORDER

May 18, 2011

Appearances

Commissioners Tony Clark, Kevin Cramer and Brian P. Kalk.

John W. Morrison, Attorney at Law, Crowley Fleck PLLP, 400 East Broadway Avenue, Suite 600, PO Box 2798, Bismarck, North Dakota 58501, on behalf of the Applicant, Bear Paw Energy, LLC.

Mitchell Armstrong, Special Assistant Attorney General, Legal Counsel for Public Service Commission, 122 East Broadway Avenue, Bismarck, North Dakota 58502, on behalf of the Public Service Commission.

Patrick Fahn, Director-Compliance and Competitive Markets Division, Public Service Commission, State Capitol, Bismarck, North Dakota 58505, on behalf of the Public Service Commission.

Al Wahl, Administrative Law Judge, Office of Administrative Hearings, 1701 North Ninth Street, Bismarck, North Dakota 58501-1882, as Procedural Hearing Officer.

Preliminary Statement

Under North Dakota Century Code § 49-22-07, a utility may not begin construction of an energy conversion facility in the state without first having obtained a certificate of site compatibility. The facility must be constructed, operated and maintained in conformity with the certificate or permit and any terms, conditions or modifications of the certificate or permit.

On February 17, 2011, Bear Paw Energy, LLC (Bear Paw) filed with the Public Service Commission (Commission) an application for a certificate of site compatibility to authorize construction and operation of two 100 million cubic feet per day gas processing plants (the Stateline 1 Gas Plant and Stateline 2 Gas Plant, each a Plant, collectively, the Plants) located in Williams County approximately 16 miles northwest of Williston, North Dakota.

On March 24, 2011, the Commission deemed the application was complete and issued a Notice of Filing and Notice of Hearing scheduling a public hearing for April 25, 2011 at 11:00 a.m. CDT, in the Williston City Hall, 22 East Broadway, Williston, North Dakota. The Notice identified the following issues to be considered:

1. Will the location, construction and operation of the proposed facilities produce minimal adverse affects on the environment and upon the welfare of the citizens of North Dakota?
2. Are the proposed facilities compatible with the environmental preservation and the efficient use of resources?
3. Will the proposed facility locations minimize adverse human and environmental impacts while ensuring continuing system reliability and integrity and ensuring that energy needs are met and fulfilled in an orderly and timely fashion?

On April 25, 2011, the public hearing was held as scheduled.

On April 25, 2011, Bear Paw filed its April 22, 2011, Certification Relating to Order Provisions binding Bear Paw to requirements to be set forth by the Commission in its Order.

Having allowed all interested persons an opportunity to be heard, and having heard, reviewed and considered all testimony and evidence presented, the Commission makes the following:

Findings of Fact

1. Bear Paw is a Delaware limited liability company headquartered in Tulsa, Oklahoma. Bear Paw is an indirect, fully-owned subsidiary of ONEOK Partners, L.P., a publicly traded master limited partnership.
2. Bear Paw has been authorized to do business in the State of North Dakota since January 14, 2000, as evidenced by a Certificate of Good Standing issued by the North Dakota Secretary of State on August 30, 2010.

Size, Type and Preferred Location of Facility

3. The Plants will consist of two 100 million cubic feet per day cryogenic gas processing plants, designed to process Bakken gas currently produced in northwest North Dakota and northeast Montana. Raw gas will be gathered through Bear Paw's low pressure gathering system, will be compressed at field compressor stations, and delivered to the Plants at pressures between 550 and 1100 psig. At the tailgate of each Plant, up to 77.8 million cubic feet of residue gas and up to 25,000 barrels per day natural gas liquids (NGLs) will be available for delivery. These amounts are dependent on the amount of gas dedicated to each Plant and the operating mode of each Plant,

either ethane rejection or ethane recovery. The residue gas vapor will be delivered via pipeline to the Northern Border Pipeline. The NGLs will be delivered via pipeline to Bear Paw's Riverview rail loading facility. Each Plant will consist of compression (electric driven), one cryogenic turbo-expander, two fractionation towers, a hot oil system, three mol sieve dehydration vessels, and other related equipment.

Need for the Facility

4. Bear Paw has concluded there is a need for the Plants because the development of hydrocarbon production from the Williston Basin has dramatically increased due to advances in drilling and completion technology for horizontal wells in the Bakken Shale and Three Forks formations in the Williston Basin. While oil production from these wells can be trucked to market, the associated natural gas production must be collected via a gas gathering system. And, even when collected by a gathering system, the gas produced from the Bakken and Three Forks formations does not meet the quality specifications of the major interstate gas pipelines that transport gas from North Dakota to market; instead, in order to move the gas to market the gas must be processed for removal of NGLs prior to delivering the residue gas production into interstate markets. Since June 2009, when the number of rigs operating in North Dakota was less than 40, the number of operating rigs has increased to 163 as of January 2011. The rapid increase in gas production from Bakken and Three Forks wells has exceeded the limited processing capacity available at existing facilities in the region. Absent the construction of additional processing capacity, gas produced in association with oil from these wells must be flared, which is a loss of revenue to the producers, royalty owners, and the state of North Dakota. Gas gathering and processing is a non-discretionary service that is required for the marketing and sale of natural gas produced in association with oil from these wells. As a result the construction of additional processing capacity is required to meet the demand of area producers.

Location and Study of Preferred Site(s)

5. The preferred site is a 160-acre plot located in the SW $\frac{1}{4}$ of Section 21, Township 155 North, Range 103 West, Williams County.

6. The preferred site is 16 miles northwest of Williston but outside of its zoning authority. Bear Paw has obtained a special use permit in accordance with the Williams County zoning ordinances.

7. Bear Paw analyzed a number of alternatives and factors, including engineering, economic, and environmental factors to determine the most feasible site location. The factors considered include a no action alternative, expansion of existing processing facilities, and different locations.

8. Bear Paw provided a Wetland Delineation Report and Endangered Species Review and a Class I and Class III Cultural Resource Inventory for the 160-acre site designated for the Plant.

9. Bear Paw initiated consultations with governmental entities including the U.S. Fish and Wildlife Service, U.S. Farm Service Agency, North Dakota Game and Fish Department, Parks and Recreation Department, State Historic Preservation Office, and Land Department. Bear Paw is also in the process of obtaining the necessary construction stormwater and air quality permits from the Department of Health.

10. The State Historic Preservation Officer has concurred with the determination that no historic properties will be affected by the Project.

11. The United State Fish and Wildlife Service (“USFWS”) has determined that the Project is in compliance with the Migratory Bird Act, is not likely to result in the taking of any federally listed species, and that no further consultation is needed. The North Dakota Game and Fish Department has indicated that it has no objections to the Project.

12. The Commission has established criteria pursuant to North Dakota Century Code § 49-22-05.1, to be used in identifying exclusion and avoidance areas and to guide the site, corridor, and route suitability evaluation and designation process. In addition, inhabited rural residences must be designated avoidance areas. The Exclusion Areas, Avoidance Areas, Selection Criteria, and Policy Criteria are set forth in North Dakota Administrative Code § 69-06-08-01. Bear Paw evaluated the 160-acre project area and the surrounding study area for Exclusion Areas, Avoidance Areas, Selection Criteria and Policy Criteria.

13. With the exception of prime and unique farm land, an energy conversion facility must not be sited within an Exclusion Area. The exception for prime and unique farm land under North Dakota Administrative Code section 69-06-08-01 (d) is if the Commission finds that the prime farm and unique farm land that will be removed from use for the life of the facility is of such small acreage as to be of negligible impact on agricultural production, then such exclusion shall not apply. There is one parcel of prime farm land within the study area but it will not be impacted by the Project. There are no other Exclusion Areas within the project area.

14. An energy conversion facility must not be sited within an Avoidance Area unless the applicant shows that under the circumstances there is no reasonable alternative. There are no Avoidance Areas within the project area. There are two mapped wetland features within the project area but Bear Paw’s wetland delineation confirmed the absence of wetlands within the project area.

15. In accordance with the Commission’s Selection Criteria under North Dakota Administrative Code section 69-06-08-01 (3), an energy conversion facility shall be approved only if it is demonstrated that no significant adverse impacts will result to the Commission’s selection criteria from the location, construction, and operation of the facility. Bear Paw has analyzed the impacts of the Project in relation to all of the

relevant Selection Criteria. No significant adverse impact will result from the location, construction and operation of the Project.

16. In accordance with the Commission's Policy Criteria, preference may be given to an applicant demonstrating certain benefits of the energy conversion facility. Bear Paw has analyzed the relevant policy criteria and expressly committed to conducting its business in compliance with all applicable environmental laws and regulations; committing to energy conservation through the Plants' location, process, and design; training and utilizing available labor in the state; constructing the Project to take advantage of economies of scale; achieving production capacity in the most minimally intrusive and most efficient way possible; and coordinating with state and local officials. Bear Paw submitted evidence to demonstrate commitment to maximize the benefits of the proposed energy conversion facility as far as is possible so as to meet the Policy Criteria.

Measures to Minimize Impact

17. Bear Paw has agreed to a number of steps to mitigate the impact of the Project as indicated by the April 22, 2011, Certification Relating to Order Provisions-Energy Conversion Facility Siting with accompanying Tree and Shrub Mitigation Specifications, which is attached to this Order.

18. Although there may be some temporary impacts on infrastructure resulting from construction of the Project, those temporary impacts will be offset by the benefits of the construction activities on the local economy. No significant adverse impact is anticipated on the ability of the affected area to provide community services, such as housing, health care, schools, police and fire protection, water and sewer, solid waste management, transportation or public safety.

19. North Dakota Century Code Chapter 49-23, the One-Call Excavation Notice System, sets forth requirements for excavators as well as operators of underground facilities for the avoidance of damage to underground facilities including requirements that excavators contact the one-call notification center and provide an excavation or location notice at least 48 hours before beginning any excavation, and that the excavator notify the operator as soon as reasonably possible if any damage occurs to an underground facility or its protective covering. The Commission believes that Bear Paw should notify the Commission, as soon as reasonably possible, of such damage to an underground facility during construction conducted under the certificate issued in this proceeding. A certificate granted under North Dakota Century Code Chapter ND 49-22 is subject to suspension revocation, after hearing, for failure to comply with the requirements of North Dakota Century Code Chapter 49-23.

From the foregoing Findings of Fact, the Commission now makes its:

Conclusions of Law

1. The Commission has jurisdiction over Bear Paw and over the subject matter of this application under North Dakota Century Code Chapter 49-22.
2. Bear Paw Energy, LLC is a utility pursuant to North Dakota Century Code § 49-22-03(13) solely for purposes of this Project.
3. The energy conversion facility proposed by Bear Paw is an energy conversion facility as defined in North Dakota Century Code § 49-22-03(5).
4. The location, construction, and operation of the proposed energy conversion facility will produce only minimal adverse effects on the environment and upon the welfare of the citizens of North Dakota.
5. The location, construction, and operation of the proposed energy conversion facility are compatible with environmental preservation and the efficient use of resources.
6. The proposed energy conversion facility will minimize adverse human and environmental impact, while ensuring continuing system reliability and integrity, and ensuring that energy needs are met and fulfilled in an orderly and timely fashion.
7. The proposed energy conversion facility is of such design and location that it will produce minimal adverse effects, as defined under North Dakota Century Code § 49-22-07.2.

From the foregoing Findings of Fact and Conclusions of Law, the Commission now issues its:

Order

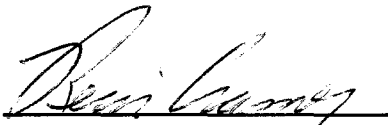
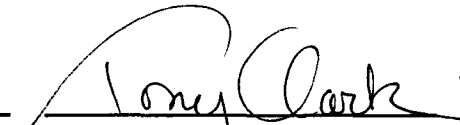

The Commission orders:

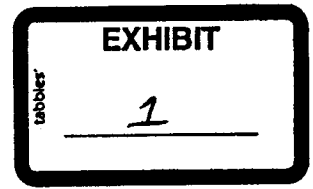
1. Certificate of Site Compatibility for Energy Conversion Facility No. 22 is issued to Bear Paw Energy, LLC for the construction, operation and maintenance of the StateLine 1 and StateLine 2 Gas Plants. For purposes of the Certificate, the Site consists of the 160-acre project site.
2. The April 25, 2011 Certification Relating to Order Provisions – Facility Siting is incorporated by reference and attached to this Order.

3. Bear Paw shall notify the Commission, as soon as reasonably possible, if any damage, as defined by North Dakota Century Code Chapter 49-23, occurs to underground facilities during construction conducted under the certificate issued in this proceeding. In the event of any damage to underground facilities, Bear Paw shall suspend construction in the vicinity of the damage until compliance with One-Call Excavation Notice System requirements under North Dakota Century Code Chapter 49-23 has been determined and clearance to proceed has been given by the Commission.

4. The site certificate is subject to suspension or revocation and may, after hearing, be suspended or revoked for failure to comply with the Commission's order, requirements of the One-Call Excavation Notice System under North Dakota Century Code Chapter 49-23, the conditions and criteria of the certificate or permit or subsequent modification, or failure to comply with applicable statutes, or rules, regulations, standards, and permits of other state or federal agencies.

PUBLIC SERVICE COMMISSION

		
Kevin Cramer Commissioner	Tony Clark Chairman	Brian P. Kalk Commissioner



STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Bear Paw Energy, LLC
Gas Processing Plants – Williams County
Siting Application

Case No. PU-10-666

CERTIFICATION RELATING TO ORDER PROVISIONS - ENERGY CONVERSION
FACILITY SITING

I am Craig A. Forsander, a representative of Bear Paw Energy, LLC (Bear Paw) with authority to bind Bear Paw to requirements to be set forth by the Commission in its Order and I certify the following:

1. Bear Paw understands and agrees that the Certificate of Site Compatibility will be issued by the Commission subject to the conditions and criteria set forth in Chapter 49-22 of the North Dakota Century Code and Chapter 69-06-08 of the North Dakota Administrative Code, and that Bear Paw shall be responsible for compliance with this order and conditions and criteria set forth in the applicable laws and rules.
2. Bear Paw agrees to hold a preconstruction conference prior to commencement of any construction, which must include a Bear Paw representative, its construction supervisor, and a representative of Commission Staff, to ensure that Bear Paw fully understands the conditions set forth in the Commission's order.
3. Bear Paw agrees to comply with the rules and regulations of all other agencies having jurisdiction over any phase of the proposed energy conversion facility including all city, township, and county zoning regulations.
4. Bear Paw understands and agrees that it shall obtain all other necessary licenses and permits, and shall provide copies of all licenses and permits to the Commission prior to construction activity associated with the energy conversion facility that requires said license or permit.
5. Bear Paw agrees to inform the Commission of its intent to start construction on the energy conversion facility prior to the commencement of construction. Once construction has started, Bear Paw shall keep the Commission updated of construction activities on a weekly basis.
6. Bear Paw understands and agrees that the Certificate of Site Compatibility is subject to suspension or revocation and may, in an appropriate and proper case, be suspended or revoked for failure to comply with the Commission's order, the conditions and criteria of the certificate or subsequent modification, or failure to

comply with the applicable statutes, rules, regulations, standards, and permits of other state or federal agencies.

7. Bear Paw agrees to maintain records that will demonstrate that it has complied with the requirements of the Commission's order and the Certificate of Site Compatibility, and that it will preserve these records for Commission inspection at any reasonable time upon reasonable notice.
8. Bear Paw agrees to construct and operate the energy conversion facility in the manner described in Bear Paw's application, in any late filed exhibits and supplemental materials, and in accordance with all applicable safety requirements.
9. Bear Paw agrees to report promptly to the Commission the presence in the permit area of any critical habitat of threatened species, endangered species, bald eagles, or golden eagles that Bear Paw becomes aware of and which were not previously reported to the Commission.
10. Bear Paw understands and agrees that all cultural resource mitigation plans must be submitted to the North Dakota State Historic Preservation Office and approved prior to the start of any fieldwork and construction activity in the affected area.
11. Bear Paw understands and agrees that if any cultural resource, paleontological site, archeological site, historical site, or grave site is discovered during construction, it must be marked, preserved and protected from further disturbances until a professional examination can be made by the State Historical Society, a report of such examination is filed with the Commission, and clearance to proceed is given by the Commission.
12. Bear Paw understands and agrees that all buried facility crossings of graded roads shall be bored unless the responsible governing agency specifically permits Bear Paw to open cut the road.
13. Bear Paw understands and agrees that all pre-existing township and county roads and lanes used during construction must be repaired or restored to a condition that is equal to or better than the condition prior to the construction of the energy conversion facility and that will accommodate their previous use, and that areas used as temporary roads or working areas during construction must be restored to their original condition.
14. Bear Paw understands and agrees that construction must be suspended when weather conditions are such that construction activities will cause irreparable damage to roads or land, unless adequate protection measures approved by the Commission are taken.

15. During construction, at least 12 inches of topsoil, where available (or topsoil to the depth of cultivation, whichever is greater), over and along areas where facilities will be placed must be stripped and segregated from subsoil. Any area on which excavated subsoil will be placed must first be stripped of topsoil. After backfilling with subsoil is completed, any excess subsoil must be placed over the excavation area, blending the grade into existing topography. Topsoil must not be placed within the footprint of the facilities, and must be placed over areas containing topsoil.
16. Bear Paw understands and agrees that reclamation, fertilization, and reseeding is to be done according to the Natural Resources Conservation Service recommendations, unless otherwise specified by the landowner and approved by the Commission.
17. Bear Paw understands and agrees that its obligation for reclamation and maintenance of energy conversion facility tower locations, associated facilities, roadways and rights-of-way will continue throughout the life of the energy conversion facility.
18. Bear Paw agrees to comply with the Tree and Shrub Mitigation Specifications, attached.
19. Bear Paw understands and agrees that it shall repair or replace all fences and gates removed or damaged during all phases of construction and operation of the proposed energy conversion facility.
20. Bear Paw understands and agrees that it shall repair or replace all broken or damaged drainage tile during all phases of construction and operation of the proposed energy conversion facility.
21. Bear Paw understands and agrees that staging areas or equipment shall not be located on land owned by a person other than Bear Paw unless otherwise negotiated with landowners.
22. Bear Paw understands and agrees that it shall remove all waste that is a product of construction and operation, restoration, and maintenance of the site, and properly dispose of it on a regular basis.
23. Bear Paw agrees that it shall, as soon as practicable upon the completion of the construction of each energy conversion facility, restore the area affected by the activities to as near as is practicable to the condition as it existed prior to the beginning of construction.

24. Bear Paw understands and agrees that it shall provide any necessary safety measures for traffic control or to restrict public access to the energy conversion facility.
25. Bear Paw understands and agrees that it shall advise the Commission of any extraordinary events which take place at the site of the energy conversion facility, including injuries to any person, the death of any threatened or endangered species, within five business days of such event.
26. Bear Paw understands and agrees that it shall advise the Commission of the discovery of a large number of dead birds or bats on the site within five business days of such event.
27. Bear Paw understands and agrees that it shall implement a procedure for how complaints concerning the proposed energy conversion facility will be handled by Bear Paw.
28. Upon request, Bear Paw agrees to provide the Commission with engineering design drawings showing surveyed structure prior to construction.
29. Bear Paw understands and agrees that it shall inform the Commission in writing of any modifications to the energy conversion facility, or of any plans to modify the site plan for the energy conversation facility. Bear Paw understands and agrees to obtain written approval from the Commission prior to any additions or modifications to the site plan for the energy conversion facility, associated facility, and roadway locations. Approval may be granted after notice and opportunity for hearing.
30. Bear Paw agrees to provide the Commission with both an electronic and a paper copy of the site approved by the Commission in this proceeding, and will provide this information within three months after the Certificate of Site Compatibility is issued by the Commission. Bear Paw also agrees to provide, within three months after the Certificate of Site Compatibility is issued by the Commission, an electronic version of the approved site that can be imported into ESRI GIS mapping software. This electronic map data must be referenced to the North Dakota coordinate system of 1983, North and/or South zones US Survey feet (NAD 83) UTM Zone 13N or 14N feet (NAD 83), or geographic coordinate system (WGS 84) feet. The vertical data must be in the appropriate vertical datum for the coordinate system used. All submissions must specify the datum in which the data was developed.
31. Bear Paw agrees to provide the Commission with both an electronic and a paper copy of the design specifications for the construction of the energy conversation facility showing the location of the energy conversion facility as built, and will provide this information within three months of the completion of the construction. Bear Paw also agrees to provide an electronic version of the as-built facility design

specifications that can be imported into ESRI GIS mapping software within 3 months of the completion of the construction. This electronic map data must be referenced to the North Dakota coordinate system of 1983, North and/or South zones US Survey feet (NAD 83) UTM Zone 13N or 14N feet (NAD 83), or geographic coordinate system (WGS 84) feet. The vertical data must be in the appropriate vertical datum for the coordinate system used. All submissions must specify the datum in which the data was developed.

32. Bear Paw understands and agrees that it shall work with landowners and residents to mitigate any increase in television and residential radio interference that results from the construction of the energy conversion facility.
33. Bear Paw understands and agrees that the authorizations granted by the Certificate of Site Compatibility for the energy conversion facility are subject to modification by order of the Commission if deemed necessary to protect further the public or the environment.
34. Bear Paw understands and agrees that in the event Bear Paw desires to construct, within any site granted by a Certificate of Site Compatibility in this proceeding, a new energy conversion facility that was not requested in Bear Paw's application in this proceeding, Bear Paw shall apply for a Certificate of Site Compatibility for the new facility.

Dated this 22nd day of April, 2011.

BEAR PAW ENERGY, LLC

By Craig A Forsander

Its CRAIG A. FORSANDER
VICE PRESIDENT - NATURAL GAS
GATHERING & PROCESSING OPERATIONS



STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Bear Paw Energy, LLC
Gas Processing Plants – Williams County
Siting Application

Case No. PU-10-666

Tree and Shrub Mitigation Specifications

Inventory

1. Trees and shrubs anticipated to be cleared, including those that are considered invasive species or noxious weeds (e.g., *Caragana arborescens*, *Elaeagnus angustifolia*, *Rhamnus cathartica*, *Tamarix chinensis*, *T. parviflora*, *T. ramosissima*, *Ulmus pumila*), shall be inventoried before cutting. The inventory shall record the location, number, and species of trees and shrubs.
2. In windbreaks, shelterbelts, and other planted areas, trees or shrubs anticipated to be cleared, regardless of size, shall be inventoried for replacement.
3. In native growth areas, trees anticipated to be cleared that are 1-inch diameter at breast height (dbh) or greater shall be inventoried for replacement.
4. In native growth areas, shrubs anticipated to be cleared in the permanent right-of-way shall be inventoried for replacement.
5. In native growth areas outside the permanent right-of-way, shrubs shall be cut flush with the surface of the ground, taking care to leave the naturally occurring seed bank and root stock intact. If soil disturbance is necessary, the native topsoil shall be preserved and replaced after construction. Shrubs shall be allowed to regenerate naturally where native topsoil is preserved and replaced. Where native topsoil is not preserved and replaced, shrubs anticipated to be cleared shall be inventoried for replacement.
6. In native growth areas, trees and shrubs may be inventoried by actual count or by sampling method that will properly represent the woody vegetation population. A sampling plan developed by the company, filed with the North Dakota Public Service Commission (Commission), and approved prior to the start of construction shall define the sampling method to be used for trees, for tall shrubs and for low shrubs. The data from the sample plots shall be extrapolated to the total acreage of the wooded area to be cleared to determine the species and quantity of trees and shrubs to be replaced.

Clearing for Construction

7. Trees and shrubs shall be selectively cleared, leaving mature trees and shrubs intact where practical.
8. The width of clear cuts through windbreaks, shelterbelts and all other wooded areas shall be limited to 50 feet or less unless otherwise approved by the Commission.
9. If the area of trees or shrubs actually cleared differs from the area inventoried, the difference in number of trees and shrubs to be replaced shall be noted on the inventory.

Replacement

10. Prior to replacement, documentation identifying the number and variety of trees removed as well as the mitigation plan for the proposed number, variety, type, location and date of replacement plantings shall be filed with the Commission for approval.
11. Tree replacement shall be on a 2 to 1 basis with 2-year-old saplings. Shrub replacement shall be on a 2 to 1 basis with stem cuttings.
12. Trees and shrubs shall be replaced by the same species or similar species, except in the case of invasive species or noxious weeds, suitable for North Dakota growing conditions as recommended by the North Dakota Forest Service.
13. Landowners shall be given the option of having replacement trees or shrubs planted off the right-of-way on the landowner's property or waiving that requirement in writing and allowing those replacement trees or shrubs to be planted at alternative locations.
14. At the conclusion of the project, documentation identifying the actual number, variety, type, location, and date of the replacement plantings shall be filed with the Commission.
15. Tree and shrub replacements shall be inspected once a year for three years, on or about the anniversary of the plantings, and, on or shortly before October 1 of each year, a report shall be submitted to the Commission documenting the condition of replacement planting and any woodlands work completed. If after three years from the anniversary of the plantings the survival rate is less than 75%, the Commission may order additional planting(s).

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Site Compatibility for Energy Conversion Facility

Certificate Number 22

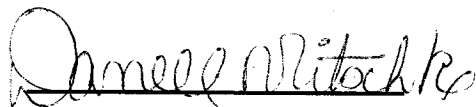
This is to certify that the Commission has designated an energy conversion facility site for Bear Paw Energy, LLC, for the construction of two 100 million cubic feet per day gas processing plants (Stateline 1 Gas Plant and Stateline 2 Gas Plant) in Williams County, North Dakota.

The facility may be sited in this designated location in compliance with the energy conversion facility siting criteria. This certificate is issued in accordance with the Finding of Fact, Conclusions of Law and Order of the Commission in Case No. PU-10-666 dated May 18, 2011 and is subject to the conditions and limitations noted in the order.

Bismarck, North Dakota, May 18, 2011.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner