

NORTH DAKOTA PUBLIC SERVICE COMMISSION

Application for Route Permit

ONEOK Rockies Midstream, L.L.C.
Stateline Natural Gas Liquids Pipeline Project

Prepared by E3 Environmental, LLC

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INTRODUCTION

The proposed Stateline NGL Pipeline (SP or Project) would originate at ONEOK Rockies Midstream's (ONEOK) Stateline 1 and 2 Gas Plants (Plants) currently being constructed in Williams County, North Dakota, and would terminate at ONEOK's Riverview Terminal (Terminal) near Sidney, Montana. The proposed Route is approximately 53.0 miles in total length, 13.0 miles of which will be sited in North Dakota.

The proposed pipeline will provide firm (exclusive) transmission services to the Plants, which are currently under construction, and are expected to produce up to 31,000 barrels of Y grade Natural Gas Liquids (NGL) per day. This is the combined production for both plants. The Plants will produce a NGL hydrocarbon product mix and are dependent upon the pipeline for product transport in order to operate at full capacity. The construction schedules of the Plants and SP were developed so both assets will go into service at approximately the same time. However it would be ONEOK's preference to complete SP construction and commissioning on or about July 31, 2012, approximately 21 days ahead of the Stateline 1 Plant's initial commissioning to ensure that the SP is in service and available for essential Plant activities.

Construction of the 10.75 inch outside diameter natural gas liquids (NGL) pipeline is anticipated to commence in April of 2012, with a completion date by July 31, 2012; restoration will immediately follow the completion of construction.

ONEOK submits to the North Dakota Public Service Commission (PSC) a single consolidated application for a Certificate of Corridor Compatibility and Route Permit for the Project.

The application provides the requisite information as stipulated by:

- North Dakota Century Code, Energy Conversion and Transmission Facility Siting Act, Chapter 49-22-08.1; and,
- PCS Administrative Code, Chapter 69-06-04, Certificate of Site or Corridor Compatibility.

The information presented in this application is organized according to the format prescribed in the PSC Application Guidelines for a Certificate of Site or Corridor Compatibility, which divides the information into the following five main categories:

SECTION 1: FACILITY TYPE, SIZE AND DESIGN

SECTION 2: STUDIES

SECTION 3: EVALUATION OF THE PROPOSED ROUTE IN REGARD TO APPLICABLE CONSIDERATIONS IN SECTION 49-22-09 AND CRITERIA ESTABLISHED IN SECTION 49-22-05.1

SECTION 4: MITIGATIVE MEASURES

SECTION 5: DESCRIPTION OF RIGHT-OF-WAY PREPARATION AND RECLAMATION
PROCEDURES

SECTION 6: UTILITY'S EASEMENT ACQUISITION, LANDOWNER NOTIFICATION,
AND EASEMENT COMPENSATION PLAN

SECTION 7: PREPARERS AND QUALIFICATIONS

SECTION 1: TYPE, SIZE AND DESIGN

1.1 TYPE

The SP is a transmission pipeline, constructed of steel and designed to transport NGL products in a liquid phase under pressure.

1.2 APPROXIMATE LENGTH OF FACILITY

The proposed Project is approximately 53.0 miles in total length, of which approximately 13.0 miles are located in North Dakota.

1.3 SIZE AND DESIGN OF PIPELINE FACILITY

The steel pipeline will meet U.S. Department of Transportation (DOT) regulations, specifically the design criteria outlined in 49 CFR 195.100, constructed per 49 CFR 195.200 operated and maintained per 49 CFR 195.400.

1.3.1 PIPE SIZE

ONEOK will utilize pipe with the following characteristics.

- 10.75-inch outside diameter
- 0.219-inch wall thickness (standard)
- 0.307-inch wall thickness (road crossings)
- API Code 5L specification XL52
- Steel Pipe

1.3.2 MAXIMUM DESIGN OF OPERATING PRESSURE, FLOW RATE AND TEMPERATURE

ONEOK has designed the SP with the maximum design parameters listed below.

- Maximum Operating Pressure (MOP): 1,440 pounds per square inch gauge (psig)
- Maximum Flow Rate: 65,000 barrels per day (Bpd)
- Maximum Operating Temperature: 120 °F
- Normal Operating Conditions: 90 °F at 1,100 psig

1.4 ABOVEGROUND FACILITIES

The proposed pipeline will include 13 block valves of which 3 will be located in North Dakota. These valves will be installed to meet DOT regulations and will allow for the isolation of select segments of the pipeline for inspection and maintenance purposes as well as in the event of a system failure. See Appendix A for valve locations and standard drawings.

There will be a single pumping station for the SP. It is located at the Stateline 1 & 2 facility and will be powered from the Plant's electrical purchase supply and operated by Plant personnel. The Pipeline supervisory control and data acquisition (SCADA) system will report pipeline operations and signals to both the Plant control room and the pipeline operations control center in Tulsa, OK.

1.4.1 VALVE SPECIFICATIONS

ONEOK will utilize valves with the following characteristics.

- 10-inch outside diameter
 - Flange end by flange end, full port, quarter turn ball valves
- 10-inch outside diameter
 - Flange end by flange end, swing check valves
- API Standard 6D
- ANSI 600

1.5 WIDTH OF RIGHT-OF-WAY

- Construction Right-of-Way (ROW) Width:
 - 100-foot wide standard
- Temporary Extra Workspace
 - None all work to be completed within construction corridor.
- Permanent ROW Width:
 - 50-foot wide

1.6 LOCATION

The proposed Project is approximately 53.0 miles in total length, of which approximately 13.0 miles are located in Williams County, North Dakota.

1.7 PROJECT SCHEDULE

1.7.1 ROUTE PERMIT

ONEOK seeks a Route Permit on or before February 15, 2012.

1.7.2 CERTIFICATE OF CORRIDOR COMPATIBILITY

ONEOK submitted a request for Certificate of Corridor Compatibility in December 2011 as part of this consolidated Application for a Certificate for Corridor Compatibility and Route Permit.

1.7.3 CONSTRUCTION SCHEDULE

ONEOK plans to commence construction immediately upon receipt of the required permits and approvals. Project initiation is projected to be as early as April, 2012 with an estimated completion date of July 31, 2012.

SECTION 2: STUDIES

2.1 PIPELINE ROUTE

ONEOK has conducted a thorough analysis of the proposed Corridor as reported in the application for a Certificate of Corridor Compatibility. This analysis was a broad based study of the proposed Corridor (a 1-mile corridor centered upon the proposed route, i.e., one-half mile on either side of the proposed route). The purpose of this analysis was to confirm that the proposed pipeline routing was suitable and that it would cause minimal environmental impacts thus conforming to the PSC siting criteria.

In conjunction with these efforts, ONEOK studied routing alternatives and developed the proposed pipeline alignment (Route) which meets the Project's objectives while conforming to the PSC's transmission route siting requirements. In support of ONEOK's route selection, the analytical studies from the Corridor were refined and augmented with field studies along the entire length of the Project by trained natural and cultural resource specialists. Field crews performed these comprehensive natural and cultural resource surveys between September 26 and November 14, 2011. The purpose of these field studies was two-fold: to definitively identify any potential resource issues (e.g., wetlands, waterbodies, protected species, critical habitats or cultural resources) that may intersect the proposed pipeline alignment; and to provide the baseline field data necessary to prescribe alternative routing or mitigation as necessary to minimize environmental impacts. The results of these field surveys are discussed in the following sections, while the full Natural Resources and Wetland Determination Report (Natural Resource Survey Report) is contained in Appendix D. The Class I and Class III Cultural Resource Inventory Report can be found in Appendix E.

2.2 ENVIRONMENTAL SURVEY

Natural resource surveys of the Route took place in September and November 2011. All field surveys were conducted based upon a minimum 250-foot wide corridor, centered upon the proposed pipeline alignment.

2.2.1 TREE/SAPLING/SHRUB SURVEY

On September 26-28 and November 8, 11, and 14, 2011, field crews performed a detailed tree/shrub inventory. This inventory recorded the pre-construction status of these resources and shall form a baseline for restoration and mitigation reconciliation. Field crews documented eight (8) forested upland and shrubland areas. Please see Appendix D for the complete survey report and Section 4 for planned mitigation measures.

2.2.2 NOXIOUS WEEDS SURVEY

On September 26-28 and November 8, 11 and 14, 2011, field crews performed a detailed noxious weed inventory. “Noxious weed” is a general term used to describe fast-spreading, non-native plant species in a given area. They have adverse ecological and economic impacts due to their ability to outcompete native plant species for habitat and resources. Field surveys identified one noxious weed colony of Canada thistle in the survey corridor. ONEOK will implement the appropriate mitigation for this feature. Please see Appendix B for the mapped location of the colony, Appendix D for the complete natural resource survey report, and Section 4: Mitigative Measures in this document for the proposed mitigation procedures.

2.2.3 WETLAND AND WATERBODIES SURVEY

On September 26-28 and November 8, 11, and 14, 2011 the proposed alignment was inventoried for wetland and waterbody (i.e., creek, pond, streams, rivers) features. Field crews identified features, characterized these features as a wetland or waterbody, and recorded feature boundaries relative to the proposed Route to facilitate avoidance mitigation where practicable.

2.2.3.1 WETLAND SURVEY

Field surveys identified and recorded four (4) wetlands within the 250-foot survey corridor. Based upon the current alignment, three (3) of these wetlands will occur within the proposed 100-foot wide construction right of way. ONEOK will implement appropriate mitigation at each of these features which may include avoidance (e.g. workspace modification or horizontal directional drill) or use of construction mats and other best management practices to minimize impacts when working in or around wetlands. Please see Appendix B (Siting Criteria Maps 1-4) for the mapped location of each feature and Appendix D for the detailed Natural Resource Report.

2.2.3.2 WATERBODIES SURVEY

No waterbodies were identified within the survey corridor during the course of field surveys. Please see Appendix B for Project maps and Appendix D for the detailed Natural Resources Report.

2.2.4 WILDLIFE INVENTORY

Approximately 160 wildlife species are resident or seasonal visitors to the project area. These include common mammals (white-tailed and mule deer; raccoon, and pronghorn antelope); various song birds (western meadowlark, LeConte’s sparrow, and horned lark); eagles and raptors (bald and golden eagles, red-tailed and rough-legged hawks) and numerous other fauna. The proposed alignment was inventoried for sensitive species’ and their critical habitat. No threatened or endangered species were observed by field biologists during field surveys which were conducted on September 26-28, and November 8, 11, and 14 of 2011. Please see Appendix D for the Natural Resource Report.

2.2.4.1 FEDERALLY PROTECTED SPECIES SURVEY

Under the authority of the Endangered Species Act (ESA), the U.S. Fish and Wildlife Service (FWS) and the Fisheries Service division of the National Oceanic and Atmospheric Administration (NOAA) have identified and maintain a list of species and critical habitats that have been afforded protection under the ESA. The ESA also provides a program for the conservation of threatened and endangered plants and animals and the habitats in which they live. A field survey was conducted for federally listed species and their habitats. These efforts confirmed the absence of federally listed species within surveyed corridor in North Dakota.

The FWS, in their comments dated November 17, 2011, expressed specific concerns regarding species protected by the ESA. In response, ONEOK commissioned field studies to confirm presence or absence of these species and/or their critical habitats. The results of the assessment are provided below:

Least tern: Shoreline habitat suitable for breeding and nesting does not occur in the project area in North Dakota.

Whooping crane: The Whooping crane is present in North Dakota on a semi-annual basis during spring and fall migrations between breeding grounds in Wood Buffalo National Park in Canada and winter grounds in the Aransas National Wildlife Refuge in the Gulf of Mexico. During migration, the species utilizes larger wetland complexes for roosting habitat and adjacent uplands for foraging. The FWS noted that the proposed project was located within the migration corridor of the Whooping Crane. The FWS also noted that the cranes are vulnerable to power line strikes during migration. Field crews observed potentially suitable habitat (i.e.; cultivated fields suitable for foraging) for migrating whooping cranes within the survey corridor. Please refer to Appendix C for related agency consultations, Appendix D for the detailed survey results, and Section 4: Mitigative Measures in this document for proposed mitigation measures.

Piping plover: No suitable breeding habitat was observed within the project area in North Dakota.

Pallid sturgeon: No suitable habitat is present in the project area in North Dakota.

Bald eagles: No suitable nesting or roosting habitat was observed within 0.5 miles of the project area in North Dakota.

Golden eagles: No golden eagles were observed within 0.5 miles of the project area in North Dakota. Field crews recorded potential golden eagle breeding habitat, but evidence of nests or nesting was absent. ONEOK will work with FWS as necessary if nesting activity is observed within 0.5 miles of the proposed pipeline route. Please

refer to Appendix C for related agency consultations, Appendix D for the detailed survey results, and Section 4: Mitigative Measures in this document for proposed mitigation measures.

2.2.5 NORTH DAKOTA STATE HISTORIC PRESERVATION OFFICE

The North Dakota State Historic Preservation Office (SHPO) is charged with managing the historic and archaeological resources of the state. ONEOK commissioned SWCA, Inc. (SWCA) to conduct a Class I cultural resource inventory of the Corridor. This desktop analysis was completed on April 11 and 12, and December 1, 2011. The results of this inventory concluded that three (3) previously recorded cultural resources are within the proposed Corridor. These results were used to assess Corridor compatibility for routing and later for Route refinement and preparation for field studies.

The ensuing Class III Cultural Resource Inventory of the Route was completed between September 26 and November 14, 2011 by SWCA. Field studies identified 17 newly recorded cultural resource sites. These features have been characterized as prehistoric resources including stone circles, stone cairns and cultural material scatter (32WI1175, 32WI1177, 32WI1179, 32WI1216, 32WI1217, 32WI1218, 32WI1219, 32WI1220, 32WI1221, 32WI1222, 32WI1223, 32WI1224, 32WI1225, 32WI1226, 32WI1228 and 32WI1231), historic resources including cultural material scatter (32WI1227), a cemetery and historic marker (32WI1232) and one isolated find (32WIX575), as well as a stone cairn of unknown age (32WI1229).

On December 14, 2011, SHPO concurred with the recommendation that the following sites shall remain unevaluated for the Natural Register of Historic Places (NRHP) with no further work: 32WI1175, 32WI1177, 32WI1179, 32WI1216, 32WI1218, 32WI1220, 32WI1222, 32WI1224, 32WI1226, 32WI1217, 32WI1219, 32WI1221, 32WI1223, 32WI1225, 32WI1228, 32WI1229, 32WI1231, and 32WI1232. The proposed project alignment will avoid each of these sites.

On December 14, 2011, SHPO also concurred with the recommendation that sites 32WIX575 and 32WI1227 are not eligible for the NRHP with no further work. is recommended. Please refer to Appendix C for related agency consultations, Appendix E for cultural resource survey reports and Section 4 Mitigation of this application for proposed mitigation measures.

2.2.6 NORTH DAKOTA STATE LANDS DEPARTMENT

The North Dakota State Lands Department (SLD) is in charge of managing surface lands and mineral interests held in trust for various schools and institutions. Consultations with SLD were initiated on October 13, 2011 and completed on November 2, 2011. The SLD confirmed the presence of surface and mineral interests located within the Corridor. ONEOK has sited the proposed Route in such a manner

as to avoid impacts to these SLD tracts. See Appendix C for the related agency consultation.

SECTION 3: EVALUATION OF THE PROPOSED ROUTE IN REGARD TO APPLICABLE CONSIDERATIONS IN SECTION 49-22-09 AND CRITERIA ESTABLISHED IN SECTION 49-22-05.1

3.1 EXCLUSION AND AVOIDANCE AREAS

Exclusion areas are geographic areas that should be excluded from consideration when siting an energy transmission facility. The following table and text identify and discuss exclusion areas identified along the proposed Route.

Exclusion Area	Along Proposed Route
Federal	
National Parks or Memorial Parks	No
Historic Sites or Landmarks	No
Natural Landmarks or Monuments	No
Wilderness Areas	No
State	
Historic Sites, Monuments, or Historical Markers	No
Archaeological Sites	Yes
Parks	No
Nature Preserves	No
County	
Parks	No
Recreation Areas	No
Municipal Parks	No
Other	
Areas Critical to the Life Stages of Threatened and Endangered Animal or Plant Species	No
Areas where Animal or Plant Species that are Unique or Rare to this State would be Irreversibly Damaged	No

3.1.1 FEDERAL RESOURCE REVIEW

ONEOK has initiated consultations with various Federal agencies and has conducted a comprehensive review of published information. ONEOK has concluded that no national parks, historic sites, natural landmarks or wilderness areas will be crossed or will be affected by the project. Please refer to Appendix C for related agency correspondence.

ONEOK has completed a Class I and a subsequent Class III survey of the Corridor. These efforts confirmed the absence of historic districts or landmarks of federal interest. ONEOK's final routing will avoid impacts to cultural resource sites recorded during field surveys. Please refer to Section 2 of this document for a comprehensive discussion of ONEOK's consultations, and Appendices C and D for reference.

3.1.2 STATE RESOURCE REVIEW

ONEOK has confirmed through a combination of agency consultations, review of publically available information and field studies the absence of state parks, historic sites, monuments, historical markers, archaeological sites, or nature preserves within the proposed Route. Please refer to Section 2 of this document for a comprehensive discussion of ONEOK's consultations and Appendix C for copies of the correspondence.

Bear Paw commissioned a Class I Cultural Resource Inventory of the proposed Corridor and augmented that effort with a Class III Cultural Resource Inventory of the Route. The results of the Class III effort are summarized in Section 2.2.5 of this document. Please see Appendix C for copies of agency consultations and Appendix E for the cultural resource survey report

3.1.3 COUNTY RESOURCE REVIEW

ONEOK has confirmed through a combination of agency consultations, review of publicly available information and field studies the absence of county parks, recreation areas, municipal parks, or parks owned by other subdivisions of government bodies within the proposed Route. Please refer to Section 2 of this document for a comprehensive discussion of ONEOK's consultations and Appendix C for copies of the correspondence.

3.1.4 AREAS CRITICAL TO THE LIFE STAGES OF THREATENED AND ENDANGERED ANIMAL OR PLANT SPECIES

ONEOK commissioned biological surveys of the proposed Route. The scope of the surveys included documentation of federal and state listed species identified during field surveys or evidence of their critical habitats. Emphasis was placed on those species indentified through project consultations for the Corridor analysis that agencies indicated had the potential to occur within the Corridor and therefore, the Route. The results of these field efforts are detailed in Section 2.2 and planned mitigative measures are discussed in Section 4 of this document.

3.1.5 AREAS WHERE ANIMAL OR PLANT SPECIES THAT ARE UNIQUE OR RARE TO THIS STATE WOULD BE IRREVERSIBLY DAMAGED

Based upon agency consultations and subsequent field surveys, the proposed project would not result in irreversible impacts that are detrimental to species or their habitats. The implementation of the proposed mitigation plans and full compliance with environmental permits will fully mitigate the potential for irreversible damage.

3.2 AVOIDANCE AREA INVENTORY AND ANALYSIS

Avoidance areas are geographical areas that shall not be considered in the routing of a transmission facility unless there is no reasonable alternative. The following table and text identify and discuss avoidance areas crossed by the proposed Route.

Avoidance Area	Within Route
Federal	
Historic Districts	No
Wildlife Areas	No
Wild, Scenic or Recreational Rivers	No
Wildlife Refuges	No
Grasslands	No
State	
Wild, Scenic, or Recreational Rivers	No
Game Refuges or Game Management Areas	No
Forests or Forest Management Areas	No
Grasslands	No
Other	
Other Historic Resources not meeting Exclusion Areas criteria	Yes
Areas of Known Geologic Instability	No
Areas within 500-Feet of a Residence, School, or Place of Business	No
Reservoirs and Municipal Water Supplies	No
Water Sources for Organized Rural Water Districts	No
Irrigated Land (does not apply to underground facilities)	Not Applicable
Areas of Recreational Significance which are not designated as Exclusion Areas	No

3.2.1 FEDERAL RESOURCE REVIEW

ONEOK conducted a review of publically available resources and has concluded that no registered historic districts, wildlife areas, wild, scenic or recreational rivers, wildlife refuges, or grasslands are crossed by the Route.

3.2.2 STATE RESOURCE REVIEW

A review of publically available resources was conducted, and ONEOK has concluded that no designated or registered state wild, scenic, or recreational rivers, game refuges, game management areas, forests or forest management areas or grasslands crossed by the proposed Route.

3.2.3 HISTORICAL RESOURCES NOT MEETING EXCLUSION AREA CRITERIA

ONEOK has conducted a review of publically available resources and augmented these efforts with field studies of the proposed Route. At approximate mile post 4.7, field crews located a monument that marked the former location of Round Prairie Lutheran Church, which had not previously been recorded with the SHPO and appears to have been installed by members of the former congregation. The proposed route and pipeline alignment will avoid this resource and the associated cemetery (see SWI1232 Section 4: Mitigative Measures for additional details). No other resources of potential historic relevance were identified by field crews, agency consultations or analysis of publically available information.

3.2.4 AREAS OF KNOWN GEOLOGIC INSTABILITY

There are no known areas of geological instability within the proposed Route. North Dakota has not experienced an earthquake of sufficient magnitude to damage welded steel piping or structural steel in recorded history. Sink holes are known to occur in North Dakota but are more closely related to mining activities. No evidence of mining or sink holes was identified. Finally, the potential for landslides was evaluated; earth movement of this nature is closely associated with areas of great topographic relief, high gradient slopes, recent deposits that have yet to reach a stable angle of repose, or where underground water movement may create a slurry of rock and mud resulting in subsidence. There are no locations within the proposed Route that can be characterized as unstable or landslide-prone.

3.2.5 AREAS WITHIN 500-FEET OF A RESIDENCE, SCHOOL OR PLACE OF BUSINESS

ONEOK has confirmed the absence of occupied dwellings within 500-feet of the proposed Route.

3.2.6 RESERVOIRS AND MUNICIPAL WATER SUPPLIES

ONEOK has confirmed that the Route does not cross reservoirs or municipal water supply sources.

3.2.7 WATER SOURCES FOR ORGANIZED RURAL WATER DISTRICTS

ONEOK has confirmed that the Route does not cross water sources that are utilized by organized rural water districts.

3.2.8 IRRIGATED LAND

This criterion does not apply to underground transmission facilities; as such, it is not applicable to this Project.

3.2.9 AREAS OF RECREATIONAL SIGNIFICANCE WHICH ARE NOT DESIGNATED AS EXCLUSION AREAS

ONEOK has confirmed that the Route does not contain areas of Recreational Significance.

3.3 FACTORS TO BE CONSIDERED IN EVALUATING APPLICATIONS AND DESIGNATIONS OF SITES, CORRIDORS AND ROUTES (49-22-09)

Available Research and Investigation Relating to the Effects of the Location, Construction, and Operation of the Proposed Facility on Public Health and Welfare, Natural Resources and the Environment:

The proposed Project is designed to provide delivery throughput from the Stateline 1 and 2 Gas Plants to markets nationwide; as such all routing was anchored from the Plants to potential destinations. ONEOK owns and operates the Riverview Terminal, an existing shipping facility that currently handles NGL products produced in the region. The Terminal was determined to be the preferred destination for Plant products due its capacity to handle NGL products, the existing rail infrastructure to provide greater access to more markets, as well as its proximity to the Plants.

Route planning between the Plants and the Terminal identified and evaluated several options for routing this project. These studies were designed to define a preferred route that achieves project objectives, is technologically and economically feasible to construct, and minimizes impacts on landowners and the environment. The key logistical considerations included the location of the Missouri River crossing (in Montana), identification of existing utility corridors for collocation, and acquisition of pipeline rights of way (ROW) from area landowners.

Field studies were conducted to identify environmental, biological, and cultural resources along the Route; the results of this effort are discussed in Section 2 of this document, and full reports are provided in Appendices D and E. Sections 3.4 and 3.5 below discuss possible effects on the public health and welfare.

The Effects of New Energy Conversion and Transmission Technologies and Systems Designed to Minimize Adverse Environmental Effects:

The Project does not include energy conversion or transmission technologies/systems that are specifically designed to minimize adverse environmental impacts. Regionally, oil field developers have resorted to flaring natural gas and associated liquids at the wellhead due to the lack of processing and transmission capacity necessary to handle these hydrocarbon byproducts. The proposed project will have the beneficial effect on local air quality by reducing the amount of flared hydrocarbons by the amount equal to the capacity of the processing plants and transmission pipeline. ONEOK estimates the project will reduce localized hydrocarbon flaring by approximately 31,000 Bpd per

day (e.g.; the capacity of the plants), thereby reducing related emissions by converting these air emissions to products for a more complete utilization of the resource.

The Project will be constructed in compliance with environmental permits; the conditions of these permits are designed to minimize adverse environmental impacts. Refer to Section 4 of this document for a full description of the mitigation measures ONEOK has planned to minimize impacts resulting from the Project's location, construction, and operation.

Adverse Direct and Indirect Environmental Effects which cannot be Avoided Should the Proposed Site or Route be Designated:

Unavoidable adverse direct and indirect environmental effects will be temporary and shall be minimized through compliance with environmental permits. The potential impacts to resources including vegetation, wildlife, agricultural operations, transportation, and noise levels associated with construction as discussed in Section 3.5. ONEOK will mitigate these temporary impacts to the maximum extent possible.

The Project will be constructed in compliance with environmental permits; the conditions of these permits are designed to minimize adverse environmental impacts. Refer to Section 4 for a full description of the mitigative measures planned to minimize impacts resulting from the Project's location, construction, and operation.

Alternatives to the Proposed Corridor or Route which are Developed during the Hearing Process and which Minimize Adverse Effects:

No hearings have been held at the time of filing.

Irreversible and Irretrievable Commitments of Natural Resources should the Proposed Corridor and Route be Designated:

ONEOK is not aware of any of any irreversible or irretrievable commitments of natural resources that would result from the requested approvals.

Direct and Indirect Economic Impacts of the Proposed Facility:

Construction of this Project will provide firm, reliable service for 65,000 Bpd of NGL products and provide a critical transportation link between the Plants and the Terminal. This will capture hydrocarbon resources currently lost to flaring due to a lack of infrastructure and shall convert it into a potential revenue stream for producers and shippers. The state will benefit as well through royalties, tariffs and taxes levied.

Existing Plans of the State, Local Government, and Private Entities for Other Developments at or in the Vicinity of the Proposed Route:

ONEOK will conduct a series of community outreach meetings to provide information about the Project to the general public and local government officials. In addition to a

general information exchange, ONEOK will express an interest in learning about future developments in the area.

ONEOK has established and maintained a good relationship with the local residents through its long-term regional presence operating various assets in the area. Through these relationships ONEOK has maintained several grass roots communication channels to inform local residents regarding the developments associated with the Project. ONEOK will continue to maintain contact with local government officials. Through this contact, project related information will be exchanged and should concerns arise, ONEOK will work with officials to resolve those issues.

The Effect of the Proposed Route on Existing Scenic Areas, Historic Sites and Structures and Paleontological or Archaeological Sites:

ONEOK has commissioned Class I and Class III cultural resource surveys of the Route. ONEOK developed mitigation plans for registered or eligible sites that encroach on the proposed construction corridor. The proposed mitigation is detailed in Section 4 of this document. All related correspondence can be found in Appendix C and supporting documentation of field studies can be found in Appendix E.

Project-specific consultation with various federal, state and local agencies did not identify any scenic areas within the Route. SWCA on behalf of ONEOK initiated a project review with paleontological experts who possess knowledge of North Dakota's resources; these consultations concluded that there are no known resources within the proposed Corridor or Route.

The Effect of the Proposed Route on Areas Which are Unique Because of Biological Wealth or Because they are Habitats for Rare and Endangered Species:

The proposed route is not anticipated to result in permanent detrimental impact to the environment. Please see Section 2 for comprehensive discussion of ONEOK's effort to identify sensitive environmental resources within the proposed Route; also see Section 4 for a comprehensive discussion of proposed mitigation. ONEOK has worked with agencies to develop a route that avoids or minimizes environmental impacts. Provided the mitigation plans are fully implemented and environmental permit conditions are faithfully executed, the project will not result in any impact to listed or sensitive species or their habitats. See Appendix C for complete federal and state agency consultations. Detailed survey results can be found in Appendix D.

Problems Raised by Federal Agencies, Other State Agencies and Local Entities:

ONEOK consulted with several federal and state agencies to identify possible environmental resources within the Corridor and any related agency concerns. Resource issues raised by agencies included:

- FWS-threatened and endangered species and critical habitat protection (e.g., undisturbed native prairie), migratory bird habitat and wetland/waterbody protection, erosion control and restoration/reseeding procedures.
- GFD-disturbance of native prairie and wooded draws, protection of wetlands and alterations to existing drainage patterns.
- SLD-Mineral Trust-Avoid ND State Mineral Tracts in 154-103-6 Lots 6&7 (W2SW) and 154-103-7 NE4 and 155-103-28 SE4.
- SLD-School Trust-avoid ND School trust tract 36-154-104 and existing and potential oil well sites located along the south end of section 36 and site the SP along the north section line of section 36.

ONEOK incorporated this feedback into the route selection process and as appropriate into field survey protocols. When field studies confirmed the presence of these items, ONEOK refined the proposed alignment or developed mitigation strategies to avoid or minimize direct impacts. Further discussion on agency consultations and concerns can be found in the Certificate of Corridor Compatibility application and discussions of avoidance and mitigation measures are found in Section 4 of this document. See Appendix C for complete Federal and state agency consultations; detailed survey results can be found in Appendix D.

3.4 SELECTION CRITERIA

The selection criteria require a study of environmental impacts and changes in land use that may result from the siting of the proposed Project. Through this process, ONEOK proposes that it has successfully avoided or minimized these impacts to the maximum extent practicable for Commission review and approval.

3.4.1 AGRICULTURAL IMPACT ASSESSMENT

Agricultural Production: The Project will temporarily impact approximately 388 acres of land in North Dakota, approximately 27% of which are cultivated. The majority (97%) of the land crossed can be characterized as is either agricultural or natural vegetative cover. Once the construction is complete, the land will be restored to its pre-construction contours and land use. ONEOK will provide settlements to landowners for crop loss resulting from Project construction.

Family Farms and Ranches: The Project impact to family farms and ranches will be temporary and is associated with the construction phase of the pipeline. Once the construction is complete, the land will be restored to its pre-construction contours and land use. ONEOK will negotiate easements with landowners. The Project will not have permanent impacts to lifestyle or farm/ranch operations once construction has been completed. See Section 4 for mitigation plan for agricultural and range lands.

The location of pipeline markers is defined under 49 CFR 195 for pipelines. ONEOK works with local landowners and county officials to ensure that pipeline markers are

located where required but also in an acceptable location for these parties. These markers are to be placed in full view so that they are not accidentally damaged by nor cause damage to landowner or county equipment.

Lands Suitable for Irrigation: The proposed Route will cross lands that are currently irrigated and others that are potentially suitable for irrigation. The proposed project will not result in permanent impact to these fields. Construction activities will result in temporary impacts that will be brief in duration. Standard construction and restoration techniques will mitigate impacts as all disturbed areas will be returned to pre-construction contours and land use.

Surface Drainage: All areas disturbed by construction will be returned to preconstruction contours resulting in no change in surface drainage. Impacts to surface drainage will be temporary and limited to construction activities. During construction, ONEOK will implement a project specific Storm Water Pollution Prevention Plan (SWPPP) approved by the North Dakota Department of Health (DOH). The SWPPP will specify best management practices for stormwater run-off and erosion and sediment control measures through construction and restoration.

Ground Water: The aquifers that underlay North Dakota are typically associated with two types of geologic formations, specifically bedrock and glacial drift. Bedrock aquifers in the area are known to occur from 3,000 to 5,000 feet below the surface while glacial drift aquifers are known to occur at depths of from a few feet to up to 500 feet below the surface. Ground excavation associated with the Project will generally be limited to depths no greater than 10 feet; as such, it is unlikely that the project would have significant or permanent impact on groundwater resources.

3.4.2 THE IMPACTS UPON:

Noise-Sensitive Land Uses: The project is located in a rural setting approximately 16 miles from Williston, effectively isolating the project from the majority of sensitive receptors. Once constructed and in-service, normal pipeline operations are not audible.

Visual Effect on Adjacent Areas: There will be a total of 11 block valves to be installed, 3 of which will be located in North Dakota. Block valves are small, above ground features. Each block valve assembly occupies approximately 0.04 acres with exposed piping and appurtenances that may be up to 4 feet in height. These facilities are typically enclosed with fences with locked gates to deter vandalism or accidental activation. Each location is clearly marked with a small placard that details ownership and contact information. The visible piping and equipment is maintained with a finished, white-painted surface. These features are common throughout the landscape and are not obtrusive. No other permanent above-ground features are to be installed for the Project.

Extractive and Storage Resources: This Project will not impact any extractive or storage resources.

Wetlands, Woodlands, and Wooded Areas: ONEOK conducted a desktop review of published data which included aerial photography and NWI data of the proposed Corridor. Based upon this analysis, the routing was conducted to minimize direct impacts to these resources where practicable. ONEOK commissioned field surveys to identify the locations and boundaries of these resources within the proposed route. The results of these field studies will be used to determine a preferred alignment to avoid or minimize impacts to wetlands, woodlands, and wooded areas. The proposed mitigation is detailed in Section 4 of this document and detailed survey results can be found in Appendix D.

Radio and Television Reception, and other Communication or Electronic Control Facilities: ONEOK does not anticipate the Project impacting radio, television, or other electronic control facilities.

Human Health and Safety: ONEOK promotes a safe and healthy workplace during construction and operations of all its assets. A corporate policy that meets or exceeds federal and state laws, rules and regulations is enforced and adhered to by all regular and contract employees. ONEOK governs operations and construction activities with various safe work procedures designed to protect property, personnel and maintain regulatory compliance. The product transported is a cryogenic fluid which will vaporize when exposed to normal atmospheric pressure. The produce will contain no more than 4 ppm hydrogen sulfide and does not pose an exposure risk to environment nor humans, however the product is flammable. The operation of the SP will be continuously monitored via ONEOK's Supervisory Control and Data Acquisition (SCADA) system, which is designed to shut down any section that exhibits abnormal operating parameters.

Animal Health and Safety: The wildlife species currently inhabiting the Route are common and generally mobile. The local wildlife inhabitants will be temporarily displaced by the Project without a measurable impact to the viability of these populations. No species of special concern are anticipated to experience direct impacts due to construction or operation of the Project.

Plant Life: The project will not result in the permanent loss of agricultural or pastureland. Construction impacts will be temporary and the restoration phase of the Project will return the fields to their preconstruction condition. No species of special concern will be impacted by the Project.

3.5 POLICY CRITERIA

3.5.1 POLICIES AND COMMITMENTS TO LIMIT ENVIRONMENTAL IMPACTS

ONEOK is committed to conducting its business in compliance with all applicable environmental laws and regulations. These laws, regulations, and standards are designed to safeguard the environment, human health, wildlife, and natural resources. Our commitment to observe them faithfully is an integral part of our business and our values.

ONEOK will make the environmental considerations contained in the permits and authorizations received for this Project a priority. ONEOK will conduct its activities with the objectives of providing a healthful and safe workplace for our employees, preventing accidents and environmental incidents, and controlling emissions and wastes to below harmful levels.

ONEOK will require all persons and firms providing services to conduct their work in compliance with environmental conditions, permit authorizations, and regulations and will hold them accountable for their actions in that regard.

3.5.2 LOCATION AND DESIGN

The proposed Project is designed to provide delivery throughput from the Plants to markets nationwide; as such all routing was anchored from the Plants to potential destinations. ONEOK owns and operates the Terminal, an existing shipping facility that currently handles NGL products produced in the region. Due to its proximity to the Plants and its capacity to handle NGL products, combined with existing rail infrastructure suited to providing greater access to markets, the Terminal was determined to be the preferred destination for Stateline products.

Several alternative alignments between the Plants and the Terminal were identified and evaluated. These studies were designed to define a preferred route that achieves project objectives, is technologically and economically feasible to construct, and minimizes impacts on landowners and the environment. The key logistical considerations included the location of the Missouri River crossing (which is in Montana), identification of existing utility corridors for collocation, and acquisition of pipeline rights of way (ROW) from area landowners.

ONEOK will ensure the design of the pipeline to be in full compliance with DOT standards.

3.5.3 TRAINING AND UTILIZATION OF AVAILABLE LABOR IN THIS STATE FOR THE GENERAL AND SPECIALIZED SKILLS REQUIRED

Pipeline construction is a specialized niche construction market and the labor force needed to build the Project will be primarily comprised of a non-local workforce. The

primary contractor will be a non-local contractor, supplying specialized skilled labor. ONEOK will draw upon the local labor force to supply general laborers. The workforce is anticipated to reach a peak of approximately 100 personnel, of which up to 10 percent could be local hires.

3.5.4 ECONOMIES OF CONSTRUCTION AND OPERATION

ONEOK will invest approximately \$6 million in North Dakota to develop this Project, generating approximately \$90,000 of additional ad valorem tax revenues annually. Once constructed and in-service, the continued costs of maintenance and operation of the proposed pipeline are minimal. While the SP itself will not generate any direct tariff revenues, it is estimated the gross NGL product value produced at the Plants and transported through the SP will be in excess of \$200 million annually, generating significant producer, royalty and state tax revenues in the most minimally intrusive and most efficient way possible.

3.5.5 USE OF CITIZEN COORDINATING COMMITTEES

ONEOK has established and maintained a good relationship with the local residents through its long-term regional presence operating various assets in the area. Through these relationships ONEOK has maintained several grass roots communication channels to inform local residents regarding the developments associated with the Project. ONEOK will conduct a series of informational meetings with local government leaders in the project area. The purpose of these meetings will be twofold; first for ONEOK to provide first-hand Project information to the local government officials, and secondly for these officials to express and identify their project specific concerns to ONEOK. Should concerns arise, ONEOK will work with officials to resolve those issues.

3.5.6 COMMITMENT OF A PORTION OF THE TRANSMITTED PRODUCT FOR USE IN THIS STATE

The proposed Project will provide firm shipping capacity for the Plants and will utilize rail shipping infrastructure at the Terminal. The products that will be transported, transferred, and shipped from the Terminal can be purchased at that point of sale and delivered to destinations in North Dakota.

3.5.7 LABOR RELATIONS

ONEOK does not anticipate encountering any adverse labor relations on this Project. The labor market in the Project area is supportive of the oil and gas industry.

3.5.8 THE COORDINATION OF FACILITIES

ONEOK owns and operates the affected facilities, and operations will be coordinate by its management.

3.5.9 MONITORING OF IMPACTS

ONEOK will select a contractor for construction of the Project and will coordinate the oversight responsibilities for construction activities with this individual throughout the Project. Environmental responsibilities shall be coordinated in the same manner.

3.5.10 UTILIZATION OF EXISTING AND PROPOSED ROW AND CORRIDORS

As discussed in detail in Section 4.1 of the Corridor Certificate application and depicted on maps provided in Appendix B, approximately 18% of the 13.0 miles of pipeline in North Dakota will be collocated within existing utility corridors.

3.5.11 OTHER EXISTING OR PROPOSED TRANSMISSION FACILITIES

At this time, ONEOK does not have any project plans for existing or proposed transmission facilities. Please see Appendix F for the current 10-Year Plan.

SECTION 4: MITIGATIVE MEASURES

4.1 LOCATION

The location of the proposed route is a function of location of the Plants, the Terminal, and suitable routing. ONEOK commissioned field surveys of the proposed Route to facilitate treatment of specific agency concerns expressed during consultations; inventory the resources along the Route, define the location and boundaries of resources that intersect the proposed alignment; identify potential impacts to natural resources; and identify avoidance or other mitigation opportunities to further minimize the impacts of the Project.

Trees and shrubs: ONEOK shall comply with the Commission's tree and shrub mitigation specifications. Field surveys included a pre-construction tree and shrub inventory. The clearing or removal of trees or shrubs will be done selectively, in a manner that minimizes the disturbance to woody vegetation and in compliance with the Commission's specifications. The replacement of trees and shrubs will be based upon actual impacts due to construction, shall meet the 2:1 ratio specified, and shall be fully documented.

Wetlands and waterbodies: ONEOK will use a low impact crossing technique for all waterbodies crossed by the Project.

Migratory Bird Treaty Act: ONEOK, in consultation with the FWS, has determined that habitat manipulation is an acceptable mitigation technique for compliance with the Migratory Bird Treaty Act (ACT). On November 17, 2011 the FWS advised ONEOK that "mowing" and "blading" would be an effective deterrent and an acceptable mitigation technique.

Whooping crane: The Whooping crane is federally listed as an endangered species. It is present in North Dakota on a semi-annual basis during the spring and fall migration between breeding grounds in Wood Buffalo National Park in Alberta and Northwest Territories, Canada, winter grounds in the Aransas National Wildlife Refuge in the Gulf of Mexico. The FWS noted that the proposed Project was located within the migration corridor of the Whooping Crane. Whooping cranes may utilize a variety of habitats across a vast landscape during migration. Field surveys identified potential migratory foraging habitat in the survey corridor.

To mitigate any adverse effects on migratory cranes, ONEOK proposes to suspend heavy equipment operations upon confirmation of a whooping crane(s) within 0.5 miles of the construction corridor. Suspended activities shall resume in the absence of whooping cranes. The FWS also reported that overhead power lines present a hazardous habitat for cranes and noted that juveniles are measurably more vulnerable

to this risk. The proposed pipeline will not require the installation of any overhead utilities. Please see Appendix C for FWS consultation.

Golden Eagle: Field surveys conducted between September 26 and November 14, 2011 confirmed the absence of nests or nesting activities where habitat was suitable along the route.

To mitigate potential adverse effects on nesting and breeding eagles, the FWS recommends maintaining a nest buffer of at least 0.5 miles for any eagles nesting in the area. ONEOK will work with the FWS as necessary if an eagle nest is identified within 0.5 miles of the proposed pipeline route.

Cultural Resources: On December 14, 2011, SHPO concurred with ONEOK's proposed mitigation plan as described below, please note the project MP are approximate:

32WI1228 (MP 3.1): This is a newly discovered unknown prehistoric stone circle and stone cairns site consisting of two stone features. This site contains features that may be considered of a sacred nature, as such the site remains unevaluated regarding its NRHP eligibility. The SP construction corridor will be a minimum of approximately 79-feet from the site boundary, as such the site has been adequately avoided and no further work is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1225 (MP 3.1): This is an unknown prehistoric stone circle site consisting of eight stone circles. This site contains features that may be considered of a sacred nature, as such the site remains unevaluated regarding its NRHP eligibility. The SP construction corridor will adequately avoid this site and as such no further work is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1229 (MP 3.2): This is an unknown prehistoric stone feature consisting of two stone cairns. The site contains features that may be considered sacred in nature; as such, the site remains unevaluated regarding its NRHP eligibility. The SP construction corridor is approximately 115 feet from the site boundary; as such, the site has been adequately avoided and no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1231 (MP 3.2): This is an unknown prehistoric stone feature consisting of six stone circles. The site contains features that may be considered sacred in nature; as such, the site remains unevaluated regarding its NRHP eligibility. The SP construction corridor is approximately 141 feet from the site boundary; as such, the site has been adequately avoided and no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WIX575 (MP 6.5): This is a newly recorded isolated find that consists of a single metal 5-gallon gas canister found in a cattle pasture. Isolated finds are considered to lack the historic integrity to be determined eligible for nomination to the NRHP. The SHPO concurred on December 14, 2011 that this site is not eligible for the NRHP as such no further work or mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1223: (MP 3.3): This is an unknown prehistoric stone circle and stone cairns site consisting of seven stone circles and two stone cairns. This site contains features that may be considered of a sacred nature, as such the site remains unevaluated regarding its NRHP eligibility. The SP construction corridor will be a minimum of approximately 275-feet from the site boundary; the site will not be affected by the SP; no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1226 (MP 3.4): This is a newly discovered unknown prehistoric stone circle and stone cairns site consisting of 15 stone circles and two stone cairns. This site contains features that may be considered of a sacred nature, as such the site remains unevaluated regarding its NRHP eligibility. The site has been avoided by approximately 847 feet by the centerline of the SP; the site will not be affected by the Project; no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1221 (MP 3.9): This is a newly discovered unknown prehistoric stone circle site consisting of three stone circles. This site contains features that may be considered of a sacred nature, as such the site remains unevaluated regarding its NRHP eligibility. The centerline of the SP avoids this site by approximately 618 feet; as such no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1224 (MP 4.0): This is a newly discovered unknown prehistoric stone circle site which contains a single stone circle. This feature may be classified as sacred in nature, as such the site remains unevaluated regarding its NRHP eligibility. The SP centerline avoids this site by approximately 0.2 miles; the site will not be affected by the SP; no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1222 (MP 4.2): This is a newly discovered unknown prehistoric stone circle site which contains a single stone circle. This feature may be classified as sacred in nature, as such the site remains unevaluated regarding its NRHP eligibility. The SP centerline avoids this site by approximately 0.22 miles; the site will not be affected by the SP; no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1219 (MP 4.3): This is a newly discovered unknown prehistoric stone circle site which contains a single stone circle feature. This feature may be classified as sacred in nature, as such the site remains unevaluated regarding its NRHP eligibility. The site has been avoided by a centerline reroute and will not be affected by the Project; no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1220 (MP 4.3): This is a newly discovered unknown prehistoric stone circle site consisting of 11 stone circles. This site contains features that may be considered of a sacred nature, as such the site remains unevaluated regarding its NRHP eligibility. This site has been avoided by 0.21 miles through a centerline reroute and will not be affected by the SP; no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1217 (MP 4.4): This is a newly discovered unknown prehistoric stone circle site consisting of three stone circles. This site contains features that may be considered of a sacred nature, as such the site remains unevaluated regarding its NRHP eligibility. The centerline of the SP avoids this site by approximately 670 feet, as such no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1218 (MP 4.5): This is a newly discovered unknown prehistoric stone circle site consisting of five stone circles. This site contains features that may be considered of a sacred nature, as such the site remains unevaluated regarding its NRHP eligibility. This site has been avoided by 0.23 miles through a centerline reroute and will not be affected by the SP; no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1216 (MP 4.6): This is a newly discovered unknown prehistoric stone circle site consisting of eight stone circles. This site contains features that may be considered of a sacred nature, as such the site remains unevaluated regarding its NRHP eligibility. This site has been avoided by 0.19 mile via a centerline reroute and will not be affected by the SP; no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1232 (MP 4.7): This is a historic marker and cemetery. No cultural materials or broken headstones were observed during field survey; there is the potential for buried deposits of materials from the original church structure. This site remains unevaluated for NRHP eligibility pending shovel-testing and further research. The site has been avoided by a centerline reroute and will not be affected by the SP; no further mitigation is required. Please see Appendix C for related agency correspondence and Appendix E for survey results.

32WI1227 (MP 5.3): This is a sparse historic cultural material scatter located in a plowed field. The site is in poor condition due to agricultural practices. The sparse cultural material scatter cannot be associated with a historic person, event or pattern of events; the site lacks structures or buildings and there is no evidence of this site relating to a significant individual, as such the site is recommended as not eligible for nomination to the NRHP. All relevant material data have been identified and recorded during the field work; no additional work is recommended, no mitigation is required. Please refer to Appendix C for related agency consultations and Appendix E for the survey results.

32WIX107 (MP6.5): This is a previously recorded site which is located somewhere within the NW ¼ ,Section 19, T154N R103W. Field surveys did not discover evidence of this site within the 250-foot survey corridor of the SP, as such no further mitigation is required. Please see Appendix C for related agency consultations and Appendix E for survey results.

32WI1175 (MP 9.5): This is a multiple stone circle site consisting of eight stone circles and one collapsed cairn. The site is in fair condition and the burial depth of the stones indicates potential for intact subsurface deposits. Due to the presence of features that may be considered sacred in nature the site remains unevaluated regarding its NRHP eligibility. This site has been avoided by 69 feet via a centerline reroute and will not be affected by the SP; no further mitigation is required. Please refer to Appendix C for related agency consultations and Appendix E for the survey results.

32WI1179 (MP 10.5): This is a multiple stone circle site consisting of nine stone circles and a sparse cultural material scatter. The site is in poor condition due to recent vehicle traffic and pipeline construction. Due to the recent date of the site's identification and low ground surface visibility within the portions of the site boundary unaffected by recent construction, field crews concluded that the stone features may still be present and partially or fully intact. Due to the presence of features that may be considered sacred in nature the site remains unevaluated regarding its NRHP eligibility. This site has been avoided by 181 feet via a centerline reroute and will not be affected by the SP; no further mitigation is required. Please refer to Appendix C for related agency consultations and Appendix E for the survey results.

32WI1177 (MP 10.6): This is a prehistoric stone circle site consisting of one stone circle that has been previously disturbed by recent pipeline construction. Field crews did not relocate the site during current work however due to the recent date of the site's identification and low ground surface visibility within the portions of the site boundary unaffected by recent construction; field crews concluded that the stone feature may still be present and partially or fully intact. Due to the presence of feature that may be considered sacred in nature the site remains unevaluated regarding its

NRHP eligibility. The site has been avoided by approximately 59 feet via a centerline reroute and will not be affected by the SP; no further mitigation is required. Please refer to Appendix C for related agency consultations and Appendix E for survey results.

Noxious Weeds: Field surveys identified one location (MP 7.4) where Canada thistle occurs within the route and proposed work space. ONEOK will advise contractors of this location. Equipment leaving infested tracts will be visually inspected prior to leaving the area, vegetation and soils shall be cleaned from vehicles and equipment. The vehicles and equipment shall be cleaned (e.g.; power washed) to remove remaining soils and vegetation prior to entering uninfested tracts.

4.2 CONSTRUCTION

The proposed construction of the pipeline will be conducted in an orderly sequence designed to complete the Project in the minimum amount of time required to safely prepare the site, install the pipeline and restore the areas disturbed by construction.

Construction is estimated to require approximately 120 days with restoration to immediately follow. Construction techniques will be employed that minimize the area of ground disturbance, the offsite deposition of sediments, and long-term impacts to agricultural productivity.

Restoration will immediately follow pipeline construction. Final grading will restore the original contours of the land. Disturbed areas will be prepared for re-seeding and restoration will be coordinated to meet landowner specifications.

4.3 OPERATION

Once constructed and put into service, the proposed pipeline will operate continuously delivering hydrocarbons from the Plants to the Terminal. Normal pipeline operations are imperceptible to the general public as they are silent, buried and therefore not visible, and require only minimal above ground activity. Standard operating procedures will conform to DOT standards and requirements. As such, periodic inspection and maintenance of the right way will likely be required to remain in compliance.

SECTION 5: DESCRIPTION OF RIGHT-OF-WAY PREPARATION AND RECLAMATION PROCEDURES

Construction will be an assembly-line process and will include the following general tasks: surveying and staking, clearing and grading, trenching, pipe stringing, pipe bending, welding, coating, hydrostatic testing, lowering in, tie-ins, backfilling, rough grading, and final restoration (*e.g.*, topsoil replacement, final grading, seeding and mulching, where required). The pipeline may be placed into service before final restoration has been completed in all areas.

At any location in the project area, construction activities will require approximately 120 days to complete from start to finish, except when weather-related delays affect the schedule. However, construction activity at any location is not continual but occurs in distinct phases with several days or weeks between each phase. For example, clearing and grading may require 10 hours to progress for one mile along the pipeline right-of-way, but trenching may not follow in that area for several weeks. During the interim, activity in the area may be completely lacking or limited to occasional vehicular or pedestrian traffic.

Surveying and Staking: Prior to construction activities, ONEOK will stake the centerline and establish the boundaries of the approved work areas (*e.g.*, the construction right-of-way boundaries and temporary extra workspace areas), and flag the location of approved access roads and foreign utility lines. Wetland boundaries and other environmentally sensitive areas will also be marked or fenced for protection at this time.

Clearing and Grading: Prior to clearing, landowner fences will be braced and cut, and temporary gates and fences will be installed to control livestock where necessary. A clearing crew will clear the work area of vegetation and obstacles that may be encountered (*e.g.*, remaining trees, stumps, logs, brush, and rocks) in the work area.

The right-of-way will be graded, where necessary, to provide a reasonably level work surface and to segregate topsoil. Topsoil will be carefully removed and stored along the edge(s) of the right-of-way in a manner that allows for a haul road and trench line. The topsoil depth in the area is variable, but generally the topsoil is between 2-9 inches deep with the deepest topsoil in valleys and the thinnest topsoil on the hill sides and hill tops. The topsoil depth and the layer removed will be determined in the field; upon completion of pipeline construction, the trench will be backfilled and topsoil will be returned to the upper soil horizon. All disturbed areas shall be graded to restore the original contours.

Where steep slopes or side slopes are encountered, the construction contractor may grade the slope to reduce the grade, or in areas of side slopes, two-tone the area to create level working surface. At these locations, excess spoil will be pushed to the side

of the construction right-of-way, distributed over the working area and travel lane, or stored in alternative temporary work space (ATWS.) This material will be returned to the original location and preconstruction contours reestablished during restoration.

Concurrent with grading, erosion and sediment control devices will be installed as required by state stormwater permit conditions. Water bodies will be bored using horizontal directional drilling (HDD) methods to place pipe under the water body without disturbing the water body. The pipeline will be placed such that adequate cover from the bottom of the water body is in place. This is individual to the water body but is to be no closer than 5 feet to the bottom of the water body. Construction mats will also be installed across saturated wetlands to prevent rutting as equipment travels the right-of-way. Erosion and sediment control devices, which may include silt fences, straw wattles, straw bales, and road access pads, will be installed where necessary to prevent soil and sediment from leaving the construction work area.

Following installation of the pipe and backfilling of subsoil in the trench, the right-of-way will be returned to the original grade and the topsoil will be redistributed over the work area.

Trenching: The trench will be excavated by using track-mounted backhoes to a depth that provides sufficient cover over the pipeline after backfilling. The bottom width of the trench will be sufficient to accommodate the 10-inch-diameter pipeline. Typically, the trench will be excavated to a depth of about five feet deep to allow for a minimum of four feet of cover after construction. In cultivated areas, the depth of cover will be sufficient to be safely below the maximum tillage depth. Additional cover requirements may be applicable at public road crossings.

Trench spoil will be stored adjacent to but will not be mixed with topsoil on the non-working side of the right-of-way. In some cases, however, where sufficient space is lacking on the non-working side, trench spoil may be side cast on the travel lane and spread over the working side of the right-of-way.

Pipe Stringing, Bending, and Welding: Sections of externally coated pipe up to 60 feet long (*e.g.*, joints) will be transported over public roads to the right-of-way by truck and placed or “strung” along the right-of-way parallel to the trench in a continuous line. After the pipe sections are strung along the trench and before they are welded together, individual sections of the pipe may be bent, where necessary, so that the finished pipeline sections conform to the natural contours of the land. Typically, a track-mounted, hydraulic pipe-bending machine will be used. Where multiple or complex bends greater than what can be properly bent in the field are required, a factory made “fitting” will be used.

After the pipe sections are bent, the joints will be welded together into sections and placed on temporary supports. Welding will comply with requirements listed in Title 49 CFR Part 195 and API Standard 1104 *Welding of Pipelines and Related Facilities*. Each weld will be tested by using radiographic non-destructive examination (NDE) to ensure that no defective welds are present and that ONEOK's engineering standards are met. Welds that do not meet standards and specifications will be removed and/or repaired.

A third-party contractor certified in non-destructive inspection will be used and inspections will be performed as outlined in Title 49 CFR Part 195. After the welds are approved, a protective epoxy coating will be applied to the welded joints. The pipeline will subsequently be electronically and visually inspected for defects in the epoxy coating. Damage to or defects in the coating will be repaired prior to lowering-in the pipeline. Cathodic protection systems will also be directly bonded to the pipe at this time.

Hydrostatic Testing: ONEOK will hydrostatically test each section once the pipeline in that section has been aligned and welded. Hydrostatic testing shall conform to DOT standards and shall establish the maximum operating pressure (MOP) for the pipeline when it is operational. Testing involves installation of test headers that control the pressure applied and are later removed upon the completion of a successful pressure test. The test procedures are a function of pressure and time, once the desired test pressure has been achieved, the test section must hold the pressure for an 8 hour period, without a significant change in pressure. Once testing is completed, the test water is evacuated from the section, the line is dried, and prepared for commissioning. If the adjacent pipeline sections are ready for hydrostatic testing, the test water will be conserved and transferred to adjacent test sections. If the transfer of test water is not possible, ONEOK will either procure discharge permit(s) from the DOH and the ensuing discharge will conform to the conditions stipulated in the permit, or capture the water temporarily in tanks for transport and disposal at a licensed waste water treatment facility.

Lowering-in and Backfilling: The trench will be inspected for the presence of rocks and other debris that could damage the pipe or protective coating. If rocks or other obstructions are observed, these will be removed or the pipeline trench bottom will be padded with subsoil or sand prior to the pipeline lowered into the trench.

If the trench bottom is obscured by water, the trench will be dewatered. Where dewatering is required, ONEOK will pump water from the trench into well-vegetated upland areas or into sediment filtration/energy dissipation devices.

In areas of steep slopes, breakers consisting of sand bags or foam will be installed to prevent 'piping' from occurring along the pipe in the trench after the area is backfilled.

The trench will be backfilled using the native material removed and compacted; however, the trench may be slightly crowned to accommodate settling.

Final Tie-in and Commissioning: Following successful pressure testing, test manifolds will be removed and the final pipeline tie-ins will be made. After final tie-ins are complete, the tie-in welds have been inspected and the line is sufficiently dried, the pipeline will be commissioned. Commissioning involves activities to verify that equipment is properly installed and working, the controls and communications systems are functional, and that the pipeline is ready for service. The pipeline will be cleaned and dried using mechanical devices; the line will be purged of air and then loaded with product.

Cleanup and Restoration: Final cleanup will begin after backfilling as soon as weather and site conditions permit. During cleanup, construction debris remaining on the right-of-way will be collected and disposed of properly. Work areas will be graded and restored to preconstruction contours as closely as practical.

During restoration, segregated topsoil will be spread over the surface after final grading and permanent erosion controls will be installed. After permanent erosion control devices are installed, disturbed, non-cultivated areas will be seeded and slopes mulched where required. Seed mixes will be approved in advanced by the landowner, and seeding will occur within the recommended seeding dates for the Project area.

For cultivated areas, no seed or mulch will be applied after the topsoil is replaced unless specifically requested by the landowner.

Every reasonable effort will be made to complete final cleanup (including final grading and installation of erosion control devices) in accordance with landowner requests or permit conditions within 21 days of backfilling.

Markers showing the location of the pipeline will be installed at fence and road crossings in order to identify the owner of the pipeline and convey emergency information in accordance with applicable governmental regulations, including DOT safety requirements. Special markers providing information and guidance to aerial patrol pilots will also be installed.

Waterbody Restoration: No waterbodies were identified during the biological field surveys completed by SWCA on the behalf of ONEOK. Waterbodies in the vicinity of the proposed Route are typically narrow, low gradient, meandering streams exhibiting lentic conditions in the late summer and early fall period. Since these waterbodies derive most of the flow from spring runoff (*e.g.*, snowmelt and rainfall) and summer thunderstorms, the dry period typically extends from August to October resulting in dry channels and pools of standing water only in the deepest reaches and meanders;

water may not be flowing between pools. ONEOK will be using HDD bores to cross all streams. This method is preferable to the open-cut method as it avoids direct impacts to the stream bed and banks-

The horizontal directional drilling bore method involves setting a horizontal drill rig at one or both ends of the bore area. If the drill rig is located on or near the stream bank, erosion countermeasures will be installed to minimize bank disturbance and prevent further erosion during the drilling operation. The drill bores underneath the water body followed by a casing pipe which provides drilling fluid to dissipate heat and remove soil spoils. The main pipe, known as the string pipe, will be installed inside the casing pipe once the bore has been completed. The string pipe will then be connected to the main pipeline.

Following installation of the casing and string pipes, the stream bank will be restored as necessary. ONEOK will compact the banks and install erosion and sediment control blankets on the banks after seeding to prevent scour and a discharge of sediment to the waterbody. In addition, sediment control barriers will be installed on the top of the banks to prevent sediment generated from the right-of-way from entering the waterbody. These barriers will remain in place until the right-of-way approaches are adequately vegetated.

ONEOK is proposing to cross flowing waterbodies using methods that will minimize the length of time necessary to install the pipes and restore the streambank, as well as to prevent sediment from entering the waterbody during construction to reduce the impacts on the waterbody. For all ephemeral, intermittent, and perennial crossings, ONEOK will implement the following mitigative measures:

- Temporary extra workspaces will be located at least 50 feet from the edges of the waterbody, unless a 10-foot setback is identified for waterbodies located in actively cultivated agricultural fields.
- Temporary extra workspaces will be limited to the minimum size needed to construct the waterbody crossing.
- Riparian vegetation will be preserved by limiting clearing of vegetation between temporary extra workspace areas and waterbody edges;
- Temporary sediment and erosion control devices will be installed across the width of the right-of-way after clearing but before ground disturbance. These devices will remain in place throughout construction until stream banks and adjacent upland areas are stabilized.
- Trench spoil placement will be restricted to at least 10 feet from the water's edge on the right-of-way, or in temporary extra workspace areas.
- Waterbody buffers will be maintained (*e.g.*, temporary extra workspace area setbacks, refueling restrictions) in the field with signs until construction related ground-disturbing activities are complete.

- The use of equipment operating in the waterbody will be limited to that needed to construct the crossing.
- Construction will be completed across minor waterbodies (*i.e.*, less than or equal to 10 feet wide) within a single 24-hour time period.
- Storage and refueling activities will be restricted near surface waters and procedures in the Spill Prevention, Control and Countermeasure (SPCC) Plan will be promptly implemented if a spill or leak occurs during construction.
- Bank stabilization and re-establishment of stream bed and bank contours will be required after construction.
- A permanent slope breaker will be installed across the right-of-way at the base of slopes greater than 5 percent that are less than 50 feet from the water's edge.

Wetland Restoration: Following pipeline installation, the trench will be backfilled with the material excavated and, to the maximum extent possible, restored to pre-construction contours. Replacing the wetland soil and restoring pre-construction hydrology will promote the rapid re-establishment of hydrophilic vegetation.

ONEOK will also take precautionary measures outside wetland boundaries to prevent construction in uplands from having an impact on wetlands. These measures include:

- Installing sediment barriers across the entire construction right-of-way immediately upslope of the wetland boundary where necessary to prevent sediment flow into the wetlands.
- Installing sediment barriers along the edge of the construction work area where wetlands are adjacent to the construction right-of-way and the ground surface slopes toward the wetland.

Following backfilling, topsoil segregated before trenching will be returned to the area from which it was stripped. If timber mats or riprap were used, ONEOK will remove the supports from the wetland. No lime, mulch, or fertilizer will be used in wetlands, but ONEOK will apply annual ryegrass in wetlands without standing water.

All materials used for equipment crossings in wetlands will be removed in their entirety following construction, and the area will be restored and stabilized according to the relevant permit authorizations.

Agricultural Land Restoration: Extensive portions of the Project will involve heavy construction through agricultural areas. These areas consist of active croplands predominately used to grow durum, hard red spring wheat, red winter wheat, barley, sunflowers and canola. Additionally, agricultural lands are also used as range or pasture land used for livestock production. ONEOK will utilize the following general construction methods in agricultural areas, consistent with the requirements of landowners:

- Prior to construction, landowners will be contacted and irrigation facilities, and wells, waterlines and other and livestock watering systems will be located.
- Water flow will be maintained in supply systems unless shutoff is coordinated with the affected parties.
- Existing fences will be cut and braced along the right-of-way, and temporary gates and fences, if necessary, will be installed to control livestock and limit public access.
- On all active agricultural lands, which include fallow or rotated cropland, hayfields, improved pastures and rangeland, ONEOK will remove the topsoil removal and segregate the soil from subsoil.
- ONEOK will decompact the travel lane on the right-of-way if requested by the landowner.
- On all actively cultivated lands free of shallow bedrock, the trench would be excavated to sufficient depth to allow a minimum of 4 feet of soil cover between the top of the pipe and the final land surface after backfilling.
- Restoration and revegetation practices (*i.e.*, seeding) will comply with the requirements outlined in the landowner line list.
- ONEOK will not plant an annual cover crop on actively cultivated land unless requested by the landowner.
- Weed-free mulch will be used on steep slopes to control erosion unless the landowner requests that mulch not be applied. Mulch will be crimped into the soil.
- Earthen diversion berms will be constructed to reduce runoff on steep slopes only when the landowner approves.
- No erosion control fabric will be used in rangeland without having landowner approval.
- Fences and gates will be replaced in accordance with landowner agreements.
- Private roads will be restored to equal pre-construction condition.
- ONEOK will respond promptly to landowner concerns following construction to mitigate areas of subsidence and erosion problems should they occur.
- ONEOK will require the contractor to thoroughly clean the equipment and materials (*e.g.*, timber mates, bridges, etc) at the contractor yard prior to mobilization to the right-of-way to prevent spread of nuisance weeds.

SECTION 6: UTILITY'S EASEMENT ACQUISITION, LANDOWNER NOTIFICATION AND EASEMENT COMPENSATION PLAN

6.1 LANDOWNER INFORMATION REGARDING EASEMENT ACQUISITION, AND NECESSARY EASEMENT CONDITIONS AND RESTRICTIONS

Once a preliminary route has been established, a title review is conducted of courthouse records for the purpose of identifying the current landowner. ONEOK initiates contacts with affected landowners via telephone to be followed with personal visits and e-mail correspondence. Contact by surface mail may be used as a last resort if no other means of landowner contact is successful.

The refinement of the Route includes adjustments made per landowner request. ONEOK, at all times, negotiates in good faith and necessary easement conditions and restrictions are presented and discussed. All fee land easements for the proposed Route have been acquired at this time for the portion of the route located in the State of North Dakota.

6.2 COMPENSATION POLICY

ONEOK's practice for determining landowner compensation for easements is based on research of comparable fair market pricing and prior experience negotiating easements locally.

SECTION 7: LIST OF PREPARERS

Russ Clark, P.E.

Project Engineer

ONEOK Partners, 100 W. Fifth Street, Tulsa, OK 74103

B.S. Chemical Engineering, Montana State University - Bozeman

Mr. Clark has worked as an engineer in the petroleum and natural gas industries for 10 years. As a process engineer, he has designed and overseen the implementation of several natural gas projects in the past two years. Mr. Clark is a licensed Professional Engineer by examination in the State of Colorado.

Judith Cooper. Ph.D.

Archaeologist/ Principle Investigator

SWCA, Inc., 116 North 4th Street, Suite 200, Bismarck, ND 58501

Ph.D. and M.A. Anthropology, Southern Methodist University and B.A. Anthropology, Pennsylvania State University. Dr. Cooper has over ten years of experience in North American archaeology and has worked on field (survey, testing, and recovery) and research projects in the northern Great BPE and Rocky Mountains. Dr. Cooper is experienced in federal and state cultural resources law and regulations, including Section 106 of the National Historic Preservation Act. As the Cultural Resources Lead in the SWCA's Bismarck office, she serves as a member of multi-disciplinary project teams to assure cultural resource concerns are appropriately addressed during the regulatory process.

William McCarthy, C.W.B.

Senior Environmental Compliance Analyst

E3 Environmental, LLC, 817 Vandalia Street, St. Paul, MN 55114

M.S. Wildlife Biology, University of Minnesota – Twin Cities; and B.S. Wildlife Biology, Michigan State University. Mr. McCarthy is an environmental compliance analyst with 15 years of environmental consulting experience working with various energy assets and regulatory agencies. As a compliance analyst he has managed the environmental requirements for facility siting, pipeline routing, federal licensing, and various federal, state and local permits. Mr. McCarthy is a certified wildlife biologist and in this role conducts and coordinates field studies, agency consultations, mitigation and avoidance plans.

Katie Schmidt, EIT

Environmental Engineer and Compliance Analyst
E3 Environmental, LLC, 817 Vandalia Street, St. Paul, MN 55114

B.S. Civil Engineering with an emphasis in Environmental Engineering-Iowa State University. Ms. Schmidt has pursued a career focused on regulatory compliance. Her experience includes providing permitting and compliance support associated with maintaining assets for safe and reliable distribution and transmission of energy throughout the continent. Ms. Schmidt has developed a broad working knowledge of NPDES construction stormwater compliance by working with distribution systems located in MN, OK, TX, LA and AR. Ms. Schmidt also has extensive experience working with transmission assets involving COE permitting, ESA and SHPO consultations.

Andrea Sampson

Associate Consultant
E3 Environmental, LLC, 817 Vandalia Street, St. Paul, MN 55114

B.A. Environmental Studies – University of St. Thomas, St. Paul, MN. Ms. Sampson is a compliance specialist and throughout her career she has emphasized energy related projects. Her experience includes providing permitting and siting support associated with energy transmission projects located across the Upper Midwest. Ms. Sampson has experience in all levels of federal, state and local permitting. She has recently worked on several ND PSC filings and has managed agency consultations and construction permitting related to these projects.