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December 9, 2014

Mr. Darrell Nitschke  
Executive Director  
PUBLIC SERVICE COMMISSION  
12th Floor, State Capitol  
600 E. Boulevard Ave.  
Bismarck, ND 58505-0480



Dear Mr. Nitschke:

In re: ONEOK Rockies Midstream, L.L.C. Ten-Year Plan

On behalf of ONEOK Rockies Midstream, L.L.C., we hereby submit its Ten-Year Plan pursuant to North Dakota Century Code § 49-22-04 and North Dakota Administrative Code Chapter 69-06-02.

CROWLEY FLECK PLLP  
Attorneys for ONEOK Rockies Midstream, L.L.C.  
100 West Broadway, Suite 250  
Post Office Box 2798  
Bismarck, North Dakota 58502

By   
JOHN W. MORRISON

lh  
enc.

Ten-Year Plan to:  
County Auditors:  
Dunn, McKenzie, Golden Valley, Billings, Divide and Williams Counties  
Michael Dailey  
Notice to:  
State Agencies and Officers designated in  
§ 69-06-01-05, N.D. Adm. Code.

ONEOK Rockies Midstream, L.L.C. ("ORM") hereby submits its ten-year plan pursuant to North Dakota Century Code § 49-22-04 and North Dakota Administrative Code Chapter 69-06-02.

SECTION A: Existing Energy Conversion Facilities

Part I – Grasslands Plant

1. Location: ORM owns and operates an existing energy conversion facility commonly known as the Grasslands Gas Plant (formerly named McKenzie Gas Plant) located in Township 148 North, Range 105 West Section 36 in McKenzie County near Sidney, MT. A map showing the location of the site is attached hereto as **EXHIBIT "A"**.
  
2. Type and Capacity:

The plant cryogenically processes casing head gas, generally high in natural gas liquids (NGLs), after the acid gas component and moisture have been removed from the gas. The raw NGLs are then fractionated into purity products including propane, iso-butane, normal butane and natural gasoline. The separated products are then sold via truck at the facility or transported via pipeline to an offsite railcar loading facility.

  - a. Product Type: Natural Gas and separated NGLs
  - b. Plant Property Area: 160 acres (SE/4 of Section 36)
  - c. Plant Inlet Gas Rate: 100 MMscfd
  - d. Maximum Design Operating Pressure: 720 psig
  - e. Residue Gas Production: 81 MMscfd

- f. Compressor specifications, including type, horsepower, output pressure and capacity:
  - i. Ten 1,500 high pressure (HP) inlet/residue compressors
  - ii. Two 1,250 HP inlet/residue compressors
  - iii. Two 800 HP refrigeration compressors
  - iv. One 1,000 HP acid gas compressor
  - v. One 1,500 HP acid gas compressor

Total compression horsepower: 21,600 HP
- g. NGL Production: 1,882,000 lbs/d
- h. Plant in-service date: December 1980

This existing energy conversion facility is not committed to be retired in the next ten years.

## Part II – Garden Creek I, II, and III

1. Location: ORM owns and operates an existing energy conversion facility commonly known as the Garden Creek Gas Plant. This plant consists of 3 separate 120 MMscfd processing trains (Garden Creek I, II, and III). It is located in Township 151 North, Range 98 West, Section 35 in McKenzie County near Watford City, ND. A map showing the location of the site is attached hereto as **EXHIBIT “B”**.
2. Type and Capacity:

The plant cryogenically processes casing head gas, which is generally high in natural gas liquids (NGLs), after the moisture has been removed from the gas. The separated Y-grade NGL product is transported via pipeline to the Mid-Continent for additional processing and transportation to market. The natural gas is transported via pipeline to an interstate natural gas pipeline system. A gathering system compressor station is on the site and operates independently of the gas plant.

  - a. Product Type: Natural Gas and separated NGLs
  - b. Plant Property Area: 160 acres (SE1/4 of Section 35)
  - c. Plant Inlet Gas Rate: 360 MMscfd (120 MMscfd for each of three trains)
  - d. Maximum Design Operating Pressure: 1550 psig
  - e. Residue Gas Production: 291 MMscfd (97 MMscfd for each of three trains)
  - f. Compressor specifications, including type, horsepower, output pressure and capacity (typical of each of three trains):
    - i. Five 3,000 HP high pressure residue compressors
    - ii. Two 200 HP regeneration gas compressors
    - iii. Three 2,500 HP refrigeration compressors
    - iv. Two 350 HP stabilizer overhead gas compressors

Total compression horsepower: 23,600 HP (for each of three trains)
  - g. NGL Production: 7,812,000 lbs/d (2,604,000 lbs/d for each of three trains)
  - h. Plant in-service date: Garden Creek I: December 2011, Garden Creek II: July 2014, Garden Creek III: October 2014.

This existing energy conversion facility is not committed to be retired in the next ten years.

### Part III – Stateline 1 and Stateline 2

1. Location: ORM owns and operates existing energy conversion facilities commonly known as the Stateline 1 and Stateline 2 Gas Plants. Stateline 1 is a 120 MMscfd facility, and Stateline 2 is a 100 MMscfd facility and are located in Township 155 North, Range 103 West, Section 21, SW/4 in Williams County near Williston, ND. A map showing the location of the site is attached hereto as **EXHIBIT “C”**.
  
2. Type and Capacity:

The plants cryogenically process casing head gas, generally high in natural gas liquids (NGLs), after the moisture has been removed from the gas. The separated Y-grade NGL product is transported via pipeline to the Mid-Continent for additional processing and transportation to market. The natural gas is transported via pipeline to an interstate natural gas pipeline system.

  - a. Product Type: Natural Gas and separated NGLs
  - b. Plant Property Area: 160.3 acres (SW/4 of Section 21)
  - c. Plant Inlet Gas Rate: 220 MMscfd (total for two trains)
  - d. Maximum Design Operating Pressure: 1650 psig
  - e. Residue Gas Production: Stateline 1 93.6 MMscfd, Stateline 2 78 MMscfd
  - f. Compressor specifications, including type, horsepower, output pressure and capacity:
    - i. Four 3,000 HP high pressure residue compressors at each plant
    - ii. Two 150 HP regeneration gas compressors at each plant
    - iii. Three 3,000 HP refrigeration compressors at each plant
    - iv. Two 600 HP stabilizer overhead gas compressors at each plant
    - v. One spare 3,000 HP high pressure residue compressor at Stateline 2 onlyTotal compression horsepower: 48,000 HP for both plants
  - g. NGL Production: Stateline 1 3,568,800 lbs/d; Stateline 2 2,974,000 lbs/d
  - h. Plant in-service date: Stateline 1: October 2012, Stateline 2: April 2013

This existing energy conversion facility is not committed to be retired in the next ten years.

## SECTION B: Energy Conversion Facilities Under Construction

### Part I – Lonesome Creek Plant

1. Location: ORM received a Certificate of Site Compatibility for the Lonesome Creek Gas Processing Plant (PSC Case PU-14-218). This site will be a 200 MMscfd processing plant located in Township 150 North, Range 101 West, Section 36, in McKenzie County, ND. A map showing the location of the site is attached hereto as **EXHIBIT “D”**.

2. Type and Capacity:

The plant will cryogenically process casing head gas, generally high in natural gas liquids (NGLs), after the moisture has been removed from the gas. The separated Y-grade NGL product is transported via pipeline to the Mid-Continent for additional processing and transportation to market. The natural gas is transported via pipeline to an interstate natural gas pipeline system.

- a. Product Type: Natural Gas and separated NGLs
- b. Plant Property Area: 160.04 acres
- c. Plant Inlet Gas Rate: 200 MMscfd
- d. Maximum Design Operating Pressure: 1650 psig
- e. Residue Gas Production: 162 MMscfd
- f. Compressor specifications, including type, horsepower, output pressure and capacity:
  - i. Five 6,000 HP high pressure residue compressors.
  - ii. Two 400 HP regeneration gas compressors.
  - iii. Four 3,000 HP refrigeration compressors.
  - iv. Three 1,250 HP stabilizer overhead gas compressors.Total compression horsepower: 46,550 HP
- g. NGL Production: 7,392,000 lbs/d
- h. Plant in-service date: Fourth Quarter 2015

This energy conversion facility is not committed to be retired in the next ten years.

SECTION C: Proposed Energy Conversion Facilities on Which Construction is Intended Within the Ensuing Five Years

Part I – Demicks Lake

1. Location: ORM has submitted an application for Certificate of Site Compatibility (PSC Case PU-14-764) for a new energy conversion facility to be known as the Demicks Lake Gas Plant. This facility will consist of two 200 MMscfd processing trains for a total plant capacity of 400 MMscfd and will be located in Township 151 North, Range 96 West, Section 20, in McKenzie County, ND. A map showing the location of the site is attached hereto as **EXHIBIT “E”**.

2. Type and Capacity:

The plant will cryogenically process casing head gas, generally high in natural gas liquids (NGLs), after the moisture has been removed from the gas. The separated Y-grade NGL product is transported via pipeline to the Mid-Continent for additional processing and transportation to market. The natural gas is transported via pipeline to an interstate natural gas pipeline system.

- a. Product Type: Natural Gas and separated NGLs
- b. Plant Property Area: 159.75 acres (NE/4 of Section 20)

- c. Plant Inlet Gas Rate: 400 MMscfd (200 MMscfd each train)
- d. Maximum Design Operating Pressure: 1650 psig
- e. Residue Gas Production: 324 MMscfd (162 MMscfd each train)
- f. Compressor specifications, including type, horsepower, output pressure and capacity:
  - i. Five 6,000 HP high pressure residue compressors per train
  - ii. Two 400 HP regeneration gas compressors per train
  - iii. Four 3,000 HP refrigeration compressors per train
  - iv. Three 1,250 HP stabilizer overhead gas compressors per train
 Total compression horsepower: 46,650 HP per train
- g. NGL Production: 7,392,000 lbs/d per train
- h. Plant in-service date: Train 1: Third Quarter 2016. Construction of Train 2 will commence following sufficient volume commitments and authorization by ONEOK management.

This energy conversion facility is not committed to be retired in the next ten years.

#### Part II – Stateline 1 and 2 Modifications

1. Location: This project will be located on ORM’s existing Stateline Gas Plant facility in Williams County.
2. Type and Capacity:  
The proposed project will consist of equipment built within the existing Stateline facility. This equipment will allow the further separation of natural gas components, and will also lead to greater plant reliability.

The proposed additions to this facility are not committed to be retired in the next ten years.

#### SECTION D: Proposed Energy Conversion Facilities During the Next Ten-Year Time Period

If producer drilling activity in the Bakken/Three Forks continues at current levels, ORM anticipates it may need to build additional natural gas processing capacity in Western North Dakota sometime within the ten-year period.

#### SECTION E: Existing Transmission Facilities (Electric)

ORM has no existing electrical transmission facilities.

#### SECTION F: Existing Transmission Facilities (Pipeline)

##### Part I – Fort Buford

1. Location. ORM owns and operates a natural gas transmission pipeline originating at the Grasslands Gas Plant (formerly named McKenzie Gas Plant) in Township 148

North, Range 105 West, Section 36 in McKenzie County and proceeding north-northeast to a point of intersection with the gas pipeline facilities of Northern Border Pipeline Company in Township 151 North, Range 103 West, Section 4 in McKenzie County. It is permitted under PSC Corridor Certificate 53 and Route Permit 60. A system map showing the location of the pipeline is attached hereto as **EXHIBIT "F"**.

2. Type and Capacity. The design specifications for this facility are as follows:
  - a. Product Type: Natural gas and natural gas constituents
  - b. Length of Facility in Miles: Approximately 30 miles
  - c. Pipe Size: 10.75 inches
  - d. Maximum Design Operating Pressure: 1450 psig
  - e. Maximum Design Flow Rate: 55 MMscfd
  - f. Compressor or pumping station specifications, including type, horsepower, output pressure and capacity: None – compression to move product through the line is the plant recompression located at the Grasslands Plant site.
  - g. Minimum Cover Over Pipe: 48 inches
3. In-Service Date for Pipeline: January 31, 1993
4. Retirement. There is no projected retirement date during the next ten-year period for this pipeline.

#### Part II - Riverview

1. Location. ORM owns and operates a natural gas liquids pipeline for the transportation of propane and butane originating at the Grasslands Gas Plant (formerly named McKenzie Gas Plant) in Township 148 North, Range 105 West, Section 36 in McKenzie County, and proceeding due west and then along the southern boundary line of the SE/4 of Section 35, continuing on the south boundary line of the SW/4 of Section 35 moving northwesterly through the SW/4 of Section 35, angling through Section 34, Township 148 North, Range 105 West, McKenzie County. At this point the line crosses the state line into Montana where it terminates near Sidney, Montana. It is permitted under PSC Corridor Certificate 63 and Route Permit 73. A system map showing the location of the pipeline is attached hereto as **EXHIBIT "G"**.
2. Type and Capacity. The design specifications for this facility are as follows:
  - a. Product Type: Propane and butane
  - b. Length of Facility in Miles: Approximately 2 miles in North Dakota (total line length is approximately 11 miles including the Montana portion)
  - c. Pipe Size: 4.50 inches
  - d. Maximum Design Operating Pressure: 1200 psig
  - e. Maximum Design Flow Rate: Propane – 272 GPM under intake pressure of 595 psi and end of line pressure of 250 psi; Butane – 265 GPM under intake pressure of 535 psi and end of line discharge pressure of 125 psi

- f. Compressor or pumping station specifications, including type, horsepower, output pressure and capacity: None – Injection pressure at the Grasslands Plant site is adequate to move the product through the pipeline.
  - g. Minimum Cover Over Pipe: 48 inches
3. In-Service Date for Pipeline: October 1, 1986
4. Retirement: There is no projected retirement date during the next ten-year period for this pipeline.

SECTION G: Proposed Transmission Facilities on Which Construction is Intended Within the Ensuing Five Years (Electric)

ORM has no proposed electric transmission facilities on which construction is intended within the ensuing five years.

SECTION H: Proposed Transmission Facilities on Which Construction is Intended Within the Ensuing Five Years (Pipeline)

If producer drilling activity in the Bakken/Three Forks continues at current levels, it is possible that ORM may need to build additional natural gas liquids transportation capacity in Western North Dakota sometime within the five-year period.

SECTION I: Proposed Transmission Facilities during the Next Ten-Year Time Period (Electric and Pipeline)

If producer drilling activity in the Bakken/Three Forks continues at current levels, it is possible that ORM may need to build additional natural gas liquids transportation capacity in Western North Dakota sometime within the ten-year period.

SECTION J: Regional Coordination

ORM has a significant regional presence in the Williston Basin. In conjunction with the above-mentioned plants and pipelines, ORM operates approximately 4,900 miles of natural gas gathering lines along with associated compression in North Dakota. There are approximately 210 ORM employees in the Williston Basin at field offices in Grasslands, Belfield Williston and Sidney. Due to growth in the Williston Basin, ORM management continually evaluates staffing requirements associated with the forecasted growth and required facilities and will make the appropriate staffing adjustments to safely and efficiently operate these facilities. These facilities, which are the subject of this plan, would be under the control of these well-qualified people.

ORM has very limited regional coordination with other processors of associated natural gas and NGLs due to confidentiality concerns and potential antitrust issues. ORM does, of course, coordinate with producers in the areas its gathering systems serve by discussing potential connections with planned and existing wells and local gathering systems. ORM is a member of a number of trade associations including the Pipeline

Association for Public Awareness, North Dakota Petroleum Council, American Gas Association and the Gas Processors Association.

#### SECTION K: Environmental Information

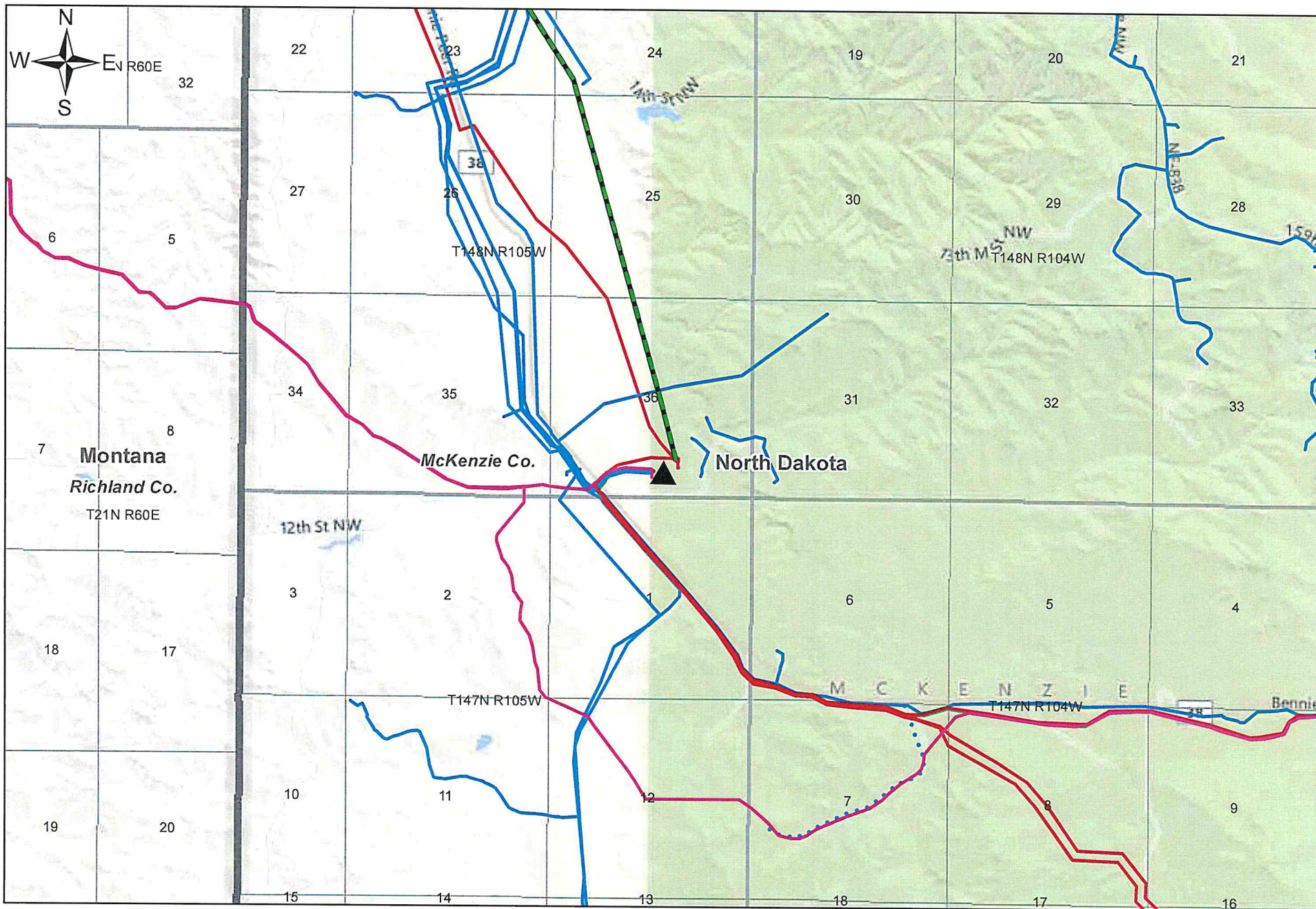
ORM has developed ongoing working relationships with the U.S. Forest Service, the Bureau of Land Management, the North Dakota Public Service Commission, the North Dakota Department of Health and the North Dakota Water Commission, in an effort to ensure regulatory compliance. ORM continues to develop detailed risk collaborations with the Local Emergency Planning Commissions. ORM has established a strong safety record and is well prepared to meet any emergency and mitigate the impact of a pipeline failure.

ORM is also committed to environmental compliance during project execution.

#### SECTION L: Projected Demand for Service

Drilling activity in three counties where ORM has significant gathering facilities (Dunn, McKenzie, and Williams Counties) has dramatically increased, with the rig count in these counties increasing from 35 rigs in on December 31, 2009 to 137 rigs as of October 6, 2014. Drilling activity in the counties where ORM has significant gathering facilities (Dunn, McKenzie, Golden Valley, Billings, Divide and Williams Counties) has dramatically increased and ORM estimates that gas production associated with the Bakken and Three Forks oil production will increase significantly beyond existing processing capacity. Without additional gathering and processing facilities, the amount of flared gas or curtailed production will also increase.

Additional processing plants and/or natural gas liquids pipelines may be necessary if the oil and gas drilling in these counties is sustained at current levels or increases beyond the current rig activity.

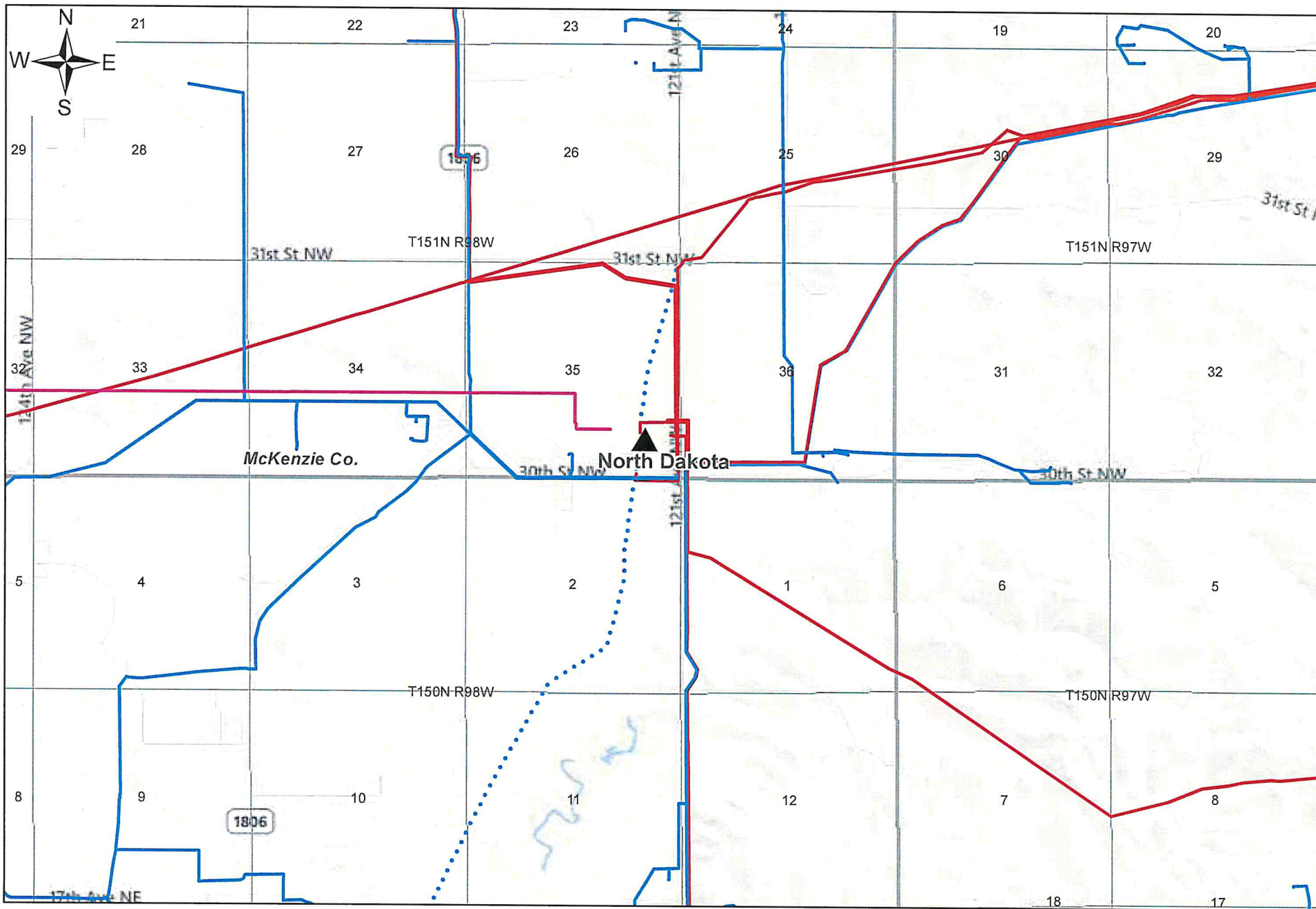


Grasslands Gas Plant

# Exhibit "A"



NOTE: This map has been compiled and printed by ONEOK Partners from available information delineated thereon. ONEOK does not assume responsibility or liability for any reliance thereon. RECIPIENT AGREES NOT TO COPY, DIGITIZE OR DISTRIBUTE THIS MAP WITHOUT CONSENT FROM ONEOK PARTNERS.

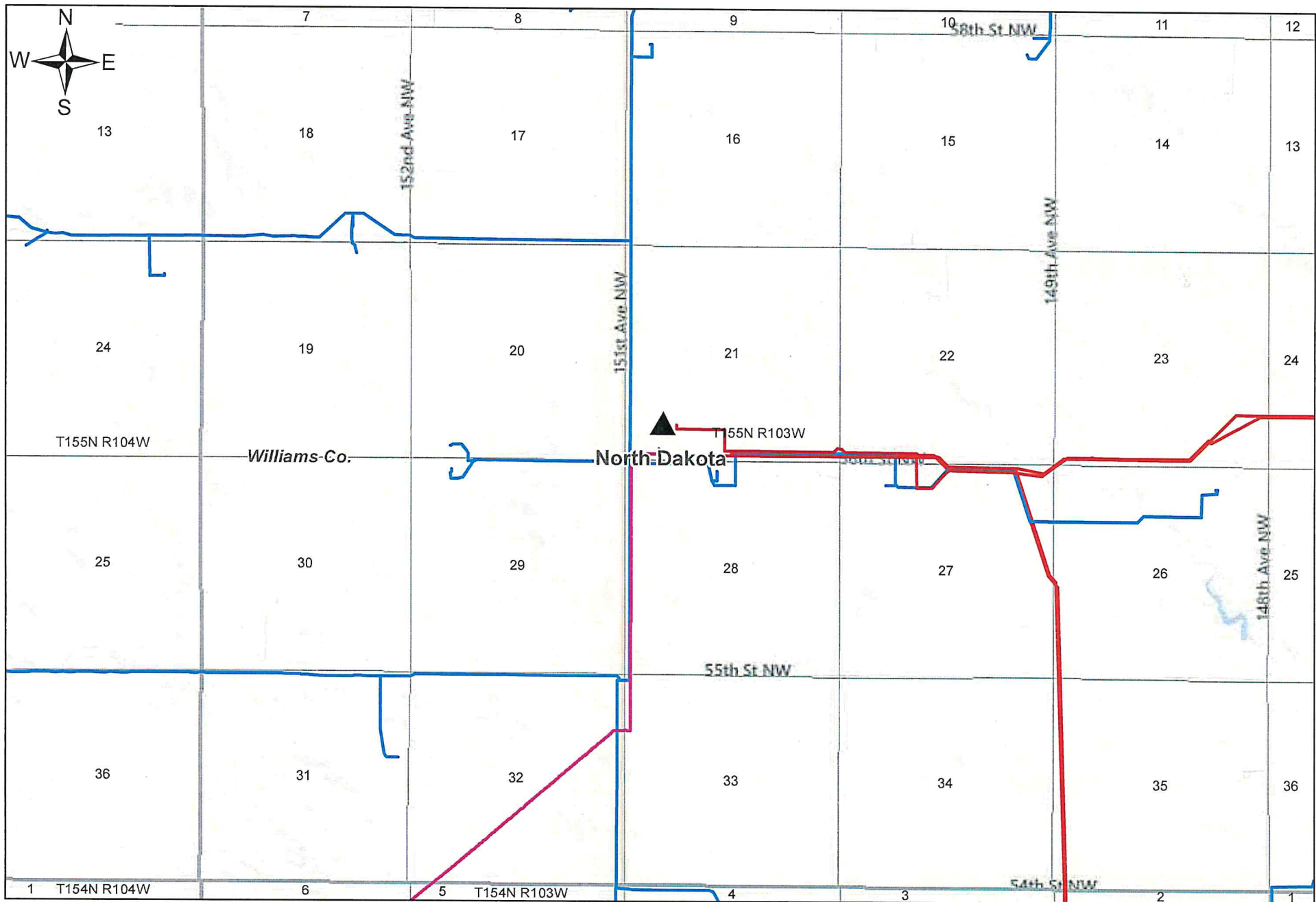


Garden Creek I, II & III Gas Plant

# Exhibit "B"



NOTE: This map has been compiled and printed by ONEOK Partners from available information delineated thereon. ONEOK does not assume responsibility or liability for any reliance thereon. RECIPIENT AGREES NOT TO COPY, DIGITIZE OR DISTRIBUTE THIS MAP WITHOUT CONSENT FROM ONEOK PARTNERS.



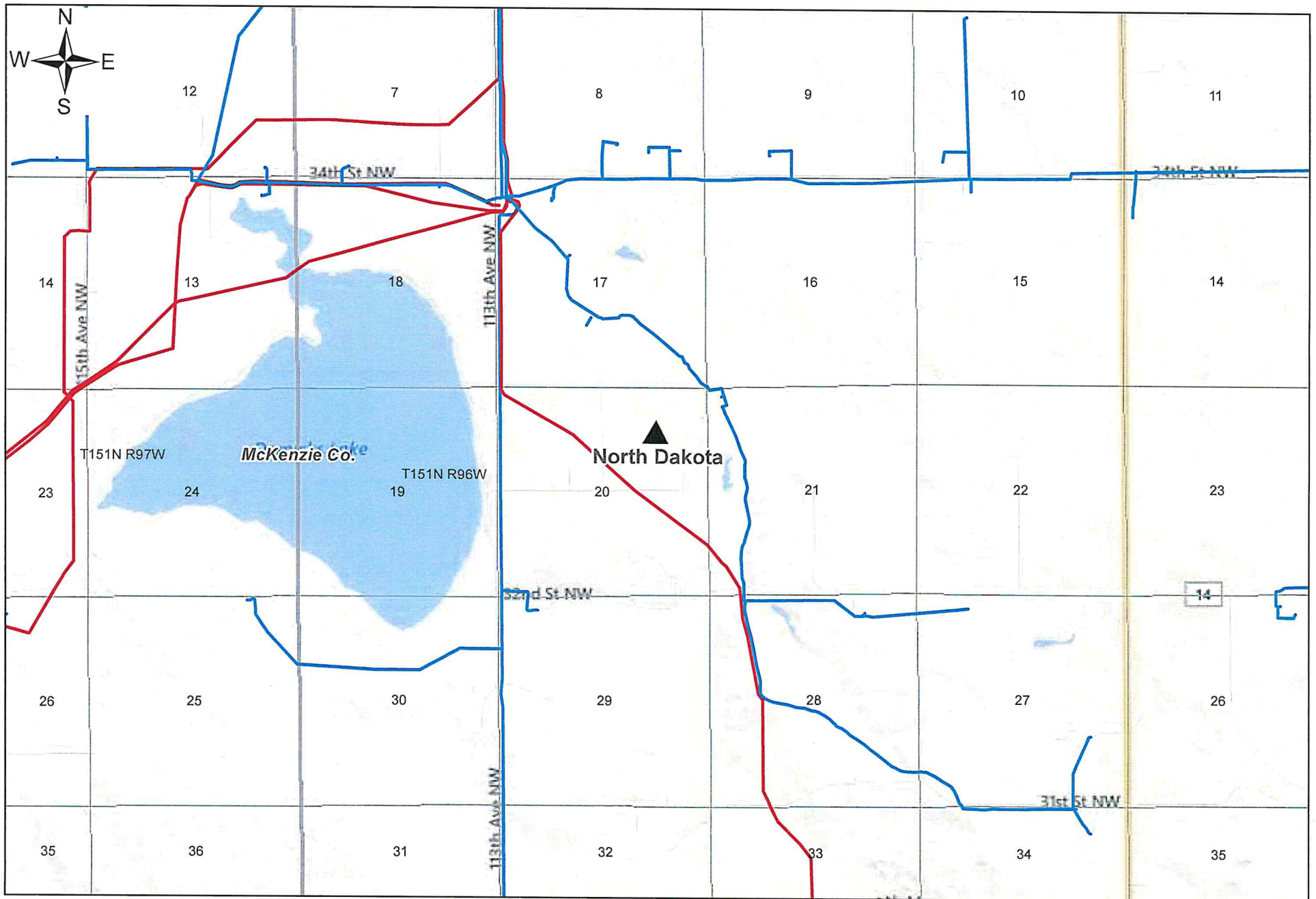
Stateline I & II Gas Plant

# Exhibit "C"



NOTE: This map has been compiled and printed by ONEOK Partners from available information delineated thereon. ONEOK does not assume responsibility or liability for any reliance thereon. RECIPIENT AGREES NOT TO COPY, DIGITIZE OR DISTRIBUTE THIS MAP WITHOUT CONSENT FROM ONEOK PARTNERS.



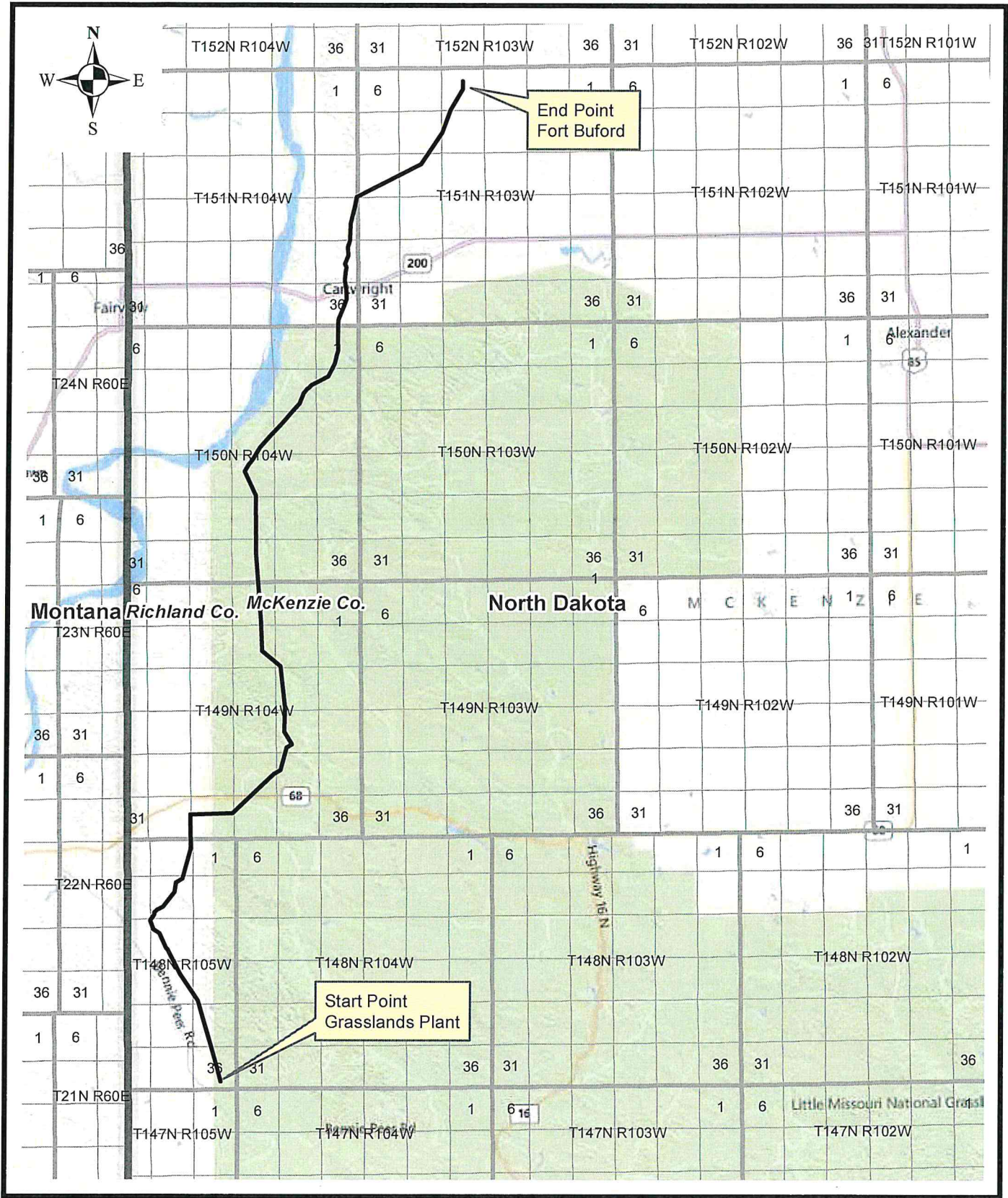


Demicks Lake Gas Plant

# Exhibit "E"



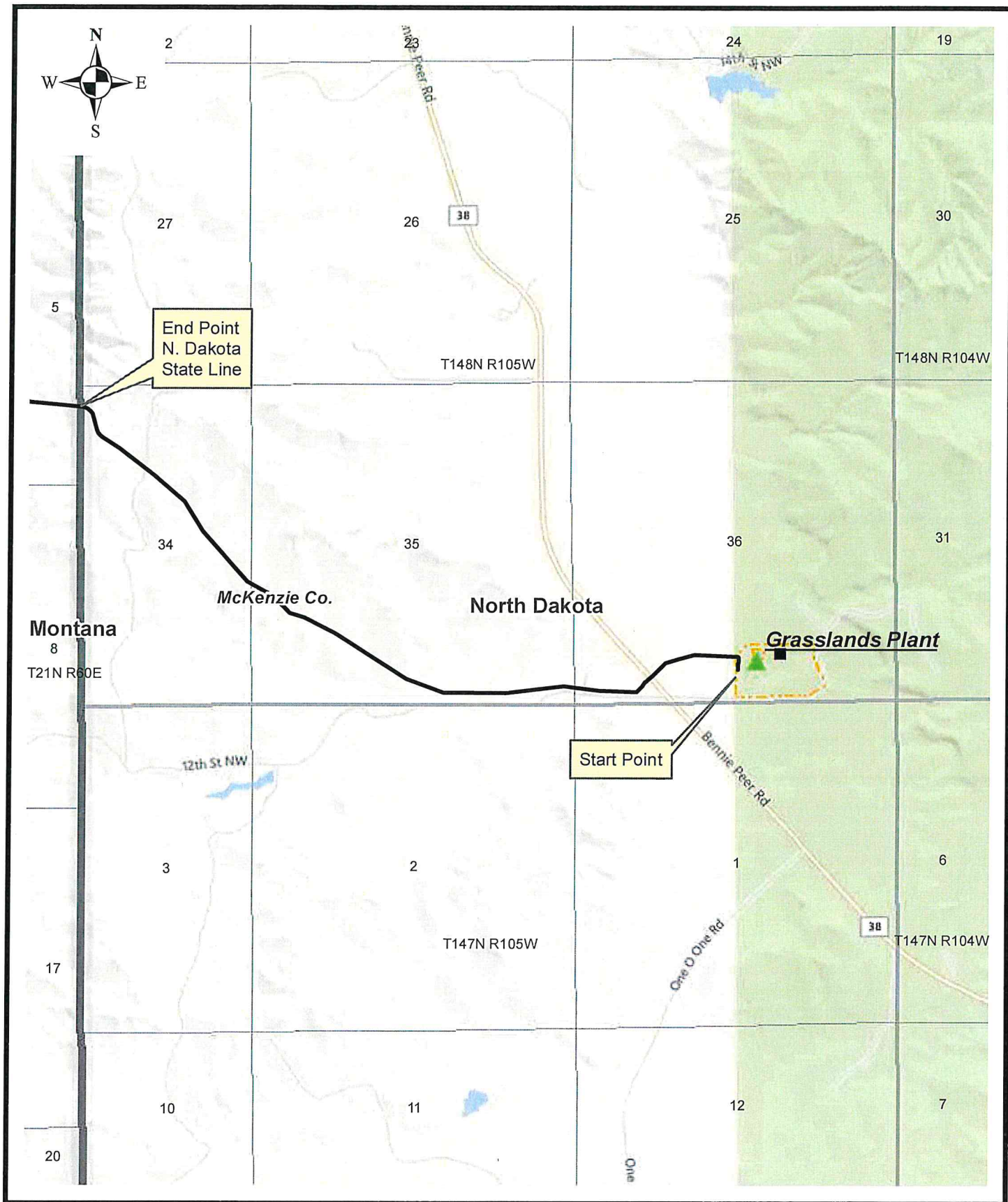
NOTE: This map has been compiled and printed by ONEOK Partners from available information delineated thereon. ONEOK does not assume responsibility or liability for any reliance thereon. RECIPIENT AGREES NOT TO COPY, DIGITIZE OR DISTRIBUTE THIS MAP WITHOUT CONSENT FROM ONEOK PARTNERS.



**Fort Buford Pipeline**

**Exhibit "F"**





Riverview Pipeline

**Exhibit "G"**





Beth M. Innis  
WILLIAMS COUNTY AUDITOR  
205 East Broadway  
Williston, ND 58801

That notice of the filing of said Ten-Year Plan with postage prepaid was mailed, directed to the persons to be served at their last known post office address as follows:

Kyle Wanner, Director  
NORTH DAKOTA STATE  
AERONAUTICS COMMISSION  
Box 5020  
Bismarck, ND 58502

Doug Goehring, Commissioner  
DEPARTMENT OF AGRICULTURE  
Sixth Floor, State Capitol  
600 E. Boulevard, Dept. 602  
Bismarck, ND 58505-0020

Wayne Stenehjem, Attorney General  
OFFICE OF THE ATTORNEY GENERAL  
First Floor, State Capitol  
600 E. Boulevard Ave., Dept. 125  
Bismarck, ND 58505-0040

Al Anderson, Commissioner  
DEPARTMENT OF COMMERCE  
Division of Economic Development & Finance  
Century Center  
1600 East Century Avenue, Suite 2  
P.O. Box 2057  
Bismarck, ND 58502-2057

Jeff Engleson, Director  
ENERGY DEVELOPMENT IMPACT OFFICE  
1707 N. 9th St.  
Box 5523  
Bismarck, ND 58506-5523

Terry Steinwand, Director  
GAME AND FISH DEPARTMENT  
100 North Bismarck Expressway  
Bismarck, ND 58501-5095

Honorable Jack Dalrymple  
OFFICE OF THE GOVERNOR  
First Floor, State Capitol  
600 E. Boulevard Ave., Dept. 101  
Bismarck, ND 58505-0001

Terry L. Dwelle, M.D.  
State Health Officer  
STATE DEPARTMENT OF HEALTH  
State Capitol  
600 E. Boulevard Avenue  
Bismarck, ND 58505-0200

Claudia Berg, Director  
STATE HISTORICAL SOCIETY OF NORTH DAKOTA  
Heritage Center, Capitol Grounds  
612 E. Boulevard Ave.  
P.O. Box 1976  
Bismarck, ND 58505-0830

Ms. Maggie Anderson  
Executive Director  
DEPARTMENT OF HUMAN SERVICES  
Judicial Wing, State Capitol  
600 E. Boulevard Avenue, Dept. 325  
Bismarck, ND 58505-0250

Scott J. Davis, Executive Director  
INDIAN AFFAIRS COMMISSION  
1st Floor Judicial Wing, State Capitol  
Room #117  
600 E. Boulevard Ave.  
Bismarck, ND 58505-0300

Edward Murphy  
State Geologist  
NORTH DAKOTA INDUSTRIAL COMMISSION  
Geological Survey  
1016 E. Calgary Avenue  
Bismarck, ND 58503

Cheri Giesen, Executive Director  
JOB SERVICE NORTH DAKOTA  
1000 East Divide, P.O. Box 5507  
Bismarck, ND 58506-5507

Bonnie Storbakken, Commissioner  
ND DEPT. OF LABOR DEPARTMENT  
AND HUMAN RIGHTS  
13th Floor, State Capitol  
600 E. Boulevard, Dept. 406  
Bismarck, ND 58505-0340

Lance Gaebe, Land Commissioner  
DEPARTMENT OF TRUST LANDS  
1707 N. 9th St.  
P.O. Box 5523  
Bismarck, ND 58506-5523

Mark Zimmerman, Director  
PARKS AND RECREATION DEPARTMENT  
1600 East Century Avenue, Suite 3  
Bismarck, ND 58503-0649

Mr. Scott Hochhalter  
Soil Conservation Specialist  
SOIL CONSERVATION COMMITTEE  
2718 Gateway Ave., Ste. 104  
Bismarck, ND 58503-0585

Grant Levi  
DEPARTMENT OF TRANSPORTATION  
608 E. Boulevard Ave.  
Bismarck, ND 58505-0700

Todd Sando, State Engineer  
STATE WATER COMMISSION  
900 East Boulevard, Dept. 770  
State Office Building  
Bismarck, ND 58505-0850

Commander  
UNITED STATES DEPARTMENT OF DEFENSE  
MINOT AIR FORCE BASE  
201 Summit Drive  
Minot, ND 58701

UNITED STATES FISH AND WILDLIFE SERVICE  
3425 Miriam Avenue  
Bismarck, ND 58501

UNITED STATES ARMY CORPS OF ENGINEERS  
1513 South 12<sup>th</sup> Street  
Bismarck, ND 58504

FEDERAL AVIATION ADMINISTRATION  
Bismarck Airports District Office, BIS-ADO-600  
2301 University Drive, Building 23B  
Bismarck, ND 58504

NORTH DAKOTA TRANSMISSION AUTHORITY  
c/o North Dakota Industrial Commission  
600 E. Boulevard Ave., Dept. 405  
State Capitol, 14<sup>th</sup> Floor  
Bismarck, ND 58505-0840

NORTH DAKOTA PIPELINE AUTHORITY  
c/o North Dakota Industrial Commission  
600 E. Boulevard Ave., Dept. 405  
State Capitol, 14<sup>th</sup> Floor  
Bismarck, ND 58505-0840

DUNN COUNTY COMMISSION  
205 Owens St  
Manning, ND 58642

MCKENZIE COUNTY COMMISSION  
201 5<sup>th</sup> St NW  
Watford City, ND 58854

GOLDEN VALLEY COUNTY COMMISSION  
PO Box 67  
Beach, ND 58621

BILLINGS COUNTY COMMISSION  
PO Box 168  
Medora, ND 58645

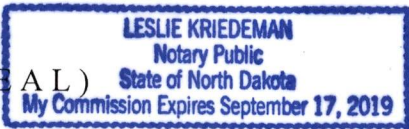
DIVIDE COUNTY COMMISSION  
300 N Main  
Crosby, ND 58730


WILLIAMS COUNTY COMMISSION  
205 East Broadway  
Williston, ND 58801

That she knew the persons served to be the persons named in the papers served and the persons intended to be served.

  
\_\_\_\_\_  
Lisa Herberholz

Subscribed and sworn to before me this 9<sup>th</sup> day of December, 2014.

(SEAL) 

  
\_\_\_\_\_  
Leslie Kriedeman, Notary Public  
Burleigh County, North Dakota  
My Commission Expires: \_\_\_\_\_