

**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

**ONEOK Bakken Pipeline, L.L.C.
Spring Creek Pump Station Project – McKenzie Cnty
Siting Application**

Case No. PU-15-725

ORDER AMENDING CERTIFICATE AND PERMIT

February 10, 2016

On September 7, 2011, in Case No. PU-11-66, the Commission issued Certificate of Corridor Compatibility No. 122 and Route Permit No. 131 to Bear Paw Energy, LLC (Bear Paw) for the construction of approximately 54.2 miles of 10-inch diameter pipeline from the tailgate of the Garden Creek Gas Plant to a point on the North Dakota/Montana border and continuing to the Riverview Rail Terminal in Richland County, Montana. The North Dakota portion of the pipeline is located in McKenzie County. The pipeline is known as the "Garden Creek to Riverview NGL Pipeline".

On October 27, 2011, Bear Paw filed for an amended route for the pipeline. On December 2, 2011, the First Amended Certificate of Corridor Compatibility No. 122 and First Amended Route Permit No. 131 were issued. Due to the Company's name change to ONEOK Rockies Midstream, L.L.C., the First Reissued First Amended Certificate of Corridor Compatibility No. 122 and First Reissued First Amended Route Permit No. 131 were issued to ONEOK Rockies Midstream, L.L.C. on December 9, 2011, Case No. PU-11-658.

On August 12, 2013, ONEOK Rockies Midstream, L.L.C. (ORM) and ONEOK Bakken Pipeline, L.L.C. (OBP) submitted a joint application for the transfer of First Reissued First Amended Certificate of Corridor Compatibility Number 122 and First Reissued First Amended Route Permit Number 131 to OBP. On December 4, 2013, the Commission issued Second Reissued First Amended Certificate of Corridor Compatibility No. 122 and Second Reissued First Amended Route Permit No. 131 to OBP, Case No. PU-13-738.

On November 10, 2015, OBP filed applications to amend Second Reissued First Amended Certificate of Corridor Compatibility No. 122 and Second Reissued First Amended Route Permit No. 131, Case No. 15-725. OBP proposes to construct a pump station, to be known as the "Spring Creek Pump Station", which will extend outside of the designated corridor and will be located in McKenzie County (Project).

Also on November 10, 2015, OBP filed an application for waivers of procedures and time schedules established under North Dakota Century Code sections 49-22-07.2, 49-22-08, 49-22-08.1, 49-22-13, and North Dakota Administrative Code section 69-06-01-02 and chapter 69-06-06, requiring separate filings, separate notices, separate hearings, and certain time schedules on such applications.

On December 21, 2015, the Commission deemed the applications to amend Second Reissued First Amended Certificate of Corridor Compatibility No. 122 and Second Reissued First Amended Route Permit No. 131 complete, and issued a Notice of Filings and Notice of Opportunity for Hearing. On January 5, 2016, the Commission rescinded the December 21, 2015, Notice of Filings and Opportunity for Hearing, and issued a corrected Notice of Filings and Notice of Opportunity for Hearing (Notice), inviting interested parties to comment or request a hearing by February 4, 2016. The Notice also stated that the Commission can decide the matter without a hearing. No comments or requests for hearing were received.

The issues to be considered in the application for waiver of procedures and time schedules are:

1. Are the proposed facilities of such length, design, location, or purpose that they will produce minimal adverse effects and that adherence to applicable procedures and time schedules may be waived?
2. Is it appropriate for the Commission to waive any procedures and time schedules as requested in the application?

The issues to be considered in applications for a certificate of corridor compatibility and route permit are:

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

OBP is a Delaware limited liability company authorized to do business in the State of North Dakota, as evidenced by corporate papers filed with the Commission on April 10, 2015, in Case No. PU-13-739.

The Project site is approximately 1.8 acres. The portion of the Project which extends outside of the designated corridor is an area approximately 135 feet by 275 feet.

The Project will add an additional 25,000 barrels per day of capacity to the Garden Creek to Riverview NGL Pipeline.

The total anticipated cost of the Project is approximately \$8 Million.

OBP evaluated a one-mile-wide area centered on the Project (Study Area) for wildlife, including protected and endangered species, raptors, vegetation, wetlands and waterbodies, and soils.

OBP evaluated a 7.9-acre site surrounding the Project (Survey Area) for wildlife, including threatened and endangered species, wetlands and waterbodies, noxious weeds, and trees and shrubs.

OBP conducted a Class I cultural resources literature search on the Study Area, and a Class III cultural resources field inventory on the Survey Area.

The following agencies were contacted by OBP: the United States Fish and Wildlife Service, the North Dakota Game and Fish Department, and the North Dakota Historic Preservation Office (NDSHPO).

In a response dated January 12, 2016, the NDSHPO concurred with a "No Significant Sites" determination for the Project.

The Commission has established criteria pursuant to North Dakota Century Code section 49-22-05.1 to guide the Commission in evaluating the suitability of granting a certificate of corridor compatibility and route permit. The criteria, as set forth in North Dakota Administrative Code section 69-06-08-02 are classified as Exclusion Areas, Avoidance Areas, Selection Criteria, and Policy Criteria.

OBP evaluated the Project for the Exclusion, Avoidance, Selection, and Policy criteria of the Commission.

An Exclusion Area may not encompass more than fifty percent of a corridor width unless there is no reasonable alternative. An Exclusion Area must be excluded in the consideration of a route for a transmission facility. A buffer zone to protect the integrity of the area must be included.

No Exclusion Areas are present within the Survey Area.

An Avoidance Area is a geographical area that may not be considered in the routing of a transmission facility unless the applicant shows that, under the circumstances, there is no reasonable alternative. In determining whether an Avoidance Area should be designated for a transmission facility, the Commission may consider, among other things, the proposed management of adverse impacts, the orderly siting of facilities, system reliability and integrity, the efficient use of resources, and alternative routes.

A transmission facility may not be sited within an Avoidance Area unless the applicant demonstrates that under the circumstances there is no reasonable alternative. Economic considerations alone are not sufficient to establish no reasonable alternative.

Areas within five hundred feet of a residence, school, or place of business are Avoidance Areas. Pursuant to North Dakota Century Code section 49-22-05.1, the five hundred foot avoidance area criteria for an inhabited rural residence may be waived by the owner of the inhabited rural residence in writing.

No Avoidance Areas are present within the Survey Area.

In accordance with the Commission's Selection Criteria, a transmission facility route shall be designated only if it is demonstrated that any significant adverse effects resulting from the location, construction, and maintenance of the transmission facility will be at an acceptable minimum or managed and maintained at an acceptable minimum.

No wetlands or waterbodies were identified within the Survey Area.

The Commission has jurisdiction over OBP and the subject matter of these applications under North Dakota Century Code chapter 49-22.

OBP is a utility as defined in North Dakota Century Code section 49-22-03(13).

The Project is a transmission facility as defined in North Dakota Century Code section 49-22-03(12).

The location, construction, and operation of the Project will produce minimal adverse effects on the environment and upon the welfare of the citizens of North Dakota.

The location, construction, and operation of the Project are compatible with the environmental preservation and the efficient use of resources.

The Project will minimize adverse human and environmental impact while ensuring continuing system reliability and integrity and ensuring that energy needs are met and fulfilled in an orderly and timely fashion.

The Project is of such design and location that it will produce minimal adverse effects, as defined under North Dakota Century Code section 49-22-07.2.

It is appropriate for the Commission to waive those certain procedures and time schedules as requested in the Application pursuant to North Dakota Century Code section 49-22-07.2.

Order

1. OBP's application for a waiver of procedures and time schedules is granted.
2. OBP's request for amendments from the designated corridor and route are granted, and OBP is issued Second Reissued Second Amended Certificate of Corridor Compatibility No. 122 and Second Reissued Amended Route Permit No. 131. The

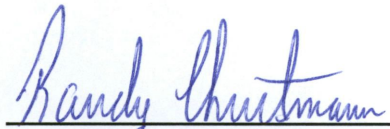
amended corridor will include the Project Survey Area, as depicted in Exhibit B of OBP's November 10, 2015 filing. The amended route will include the route depicted in Exhibit A of OBP's November 10, 2015 filing.

3. The authorizations granted by the Second Amended Certificate of Corridor Compatibility No. 122 and Second Amended Route Permit No. 131 are subject to modification by order of the Commission if deemed necessary to further protect the public or the environment.

4. The amended corridor and route are subject to the conditions and limitations stated in the Findings of Fact, Conclusions of Law and Order dated September 7, 2011, Case No. PU-11-66; the Findings of Fact, Conclusions of Law and Order dated December 2, 2011, Case No. PU-11-66; the company name change as authorized in PU-11-658; and the Order Reissuing Certificate and Permit dated December 4, 2013, Case No. PU-13-738; and are subject to the conditions and limitations stated in the Orders.

5. OBP is required to comply with all applicable laws, rules, and/or regulations in the event it desires to construct another or a different transmission facility than was specified in the application within the corridor granted in this proceeding.

PUBLIC SERVICE COMMISSION



Randy Christmann
Commissioner



Julie Fedorchak
Chairman



Brian P. Kalk
Commissioner

PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA

**Second Reissued Second Amended
Certificate of Corridor Compatibility No. 122**


This is to certify that the Commission has designated a transmission facility corridor for ONEOK Bakken Pipeline, L.L.C., for the construction of a 10-inch pipeline in McKenzie County, North Dakota, for the transmission of natural gas liquids.

This certificate is issued in accordance with the Orders of the Commission dated September, 7, 2011 in Case No. PU-11-66, December 2, 2011 in Case No. PU-11-66, December 4, 2013 in Case No. PU-13-738, and February 10, 2016 in Case No. PU-15-725, and the company name change as authorized in PU-11-658, and is subject to the conditions and limitations stated in the Orders.

Bismarck, North Dakota, February 10, 2016

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA

**Second Reissued Second Amended
Route Permit No. 131**

This is to certify that the Commission has designated a transmission facility route for ONEOK Bakken Pipeline, L.L.C., for the construction of a 10-inch pipeline in McKenzie County, North Dakota, for the transmission of natural gas liquids.


This permit is issued in accordance with the Orders of the Commission dated September, 7, 2011 in Case No. PU-11-66, December 2, 2011 in Case No. PU-11-66, December 4, 2013 in Case No. PU-13-738, and February 10, 2016 in Case No. PU-15-725, and the company name change as authorized in PU-11-658, and is subject to the conditions and limitations stated in the Orders.

Bismarck, North Dakota, February 10, 2016

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner