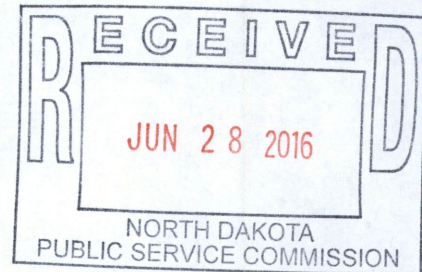


June 23, 2016

North Dakota Public Service Commission
Attn: Executive Secretary
600 E. Boulevard Avenue, Dept. 408
Bismarck, ND 58505



Sent Via Federal Express

RE: Ten Year Plan,
BOE Pipeline, LLC

To Whom It May Concern:

Please find enclosed ten (10) copies of the BOE Pipeline, LLC Ten Year Plan for filing with the North Dakota Public Service Commission. The enclosed report is for planning years 2016-2026.

If you have any questions regarding this submittal please do not hesitate to contact me at 720.548.3449.

Sincerely,

A handwritten signature in blue ink, appearing to read "Brandon McDowell".

Brandon McDowell
Director – Operations and Regulatory Compliance

cc: Tracey Dolezal
Dunn County Auditor/Treasurer
205 Ownes Street
Manning, ND 58640

Kay Haag
Stark County Auditor/Treasurer
PO Box 130, Dickinson, ND 58602-0130

1 **PU-16-382** Filed: 6/28/2016 Pages: 11
Ten Year Plan 2016 - 2026

BOE Pipeline, LLC
Brandon McDowell

BOE Pipeline, LLC
Ten Year Plan for Planning Years 2016-2026
Submitted to: North Dakota Public Service Commission
June 23, 2016

In accordance with Section 49-22-04 of the North Dakota Century Code, and Chapter 69-06-02 of the North Dakota Administrative Code, BOE Pipeline, LLC submits the following Ten Year Plan for years 2016-2026.

49-22-04. Ten-year plans – Contents

1. *A description of the general location, size, and type of all facilities to be owned or operated by the utility during the ensuing ten years, as well as those facilities to be removed from service during the ten-year period.*

BOE Pipeline, LLC operates an approximately 38.3 mile, 16 and 20-inch diameter steel crude oil pipeline extending from the LL Terminals facility southwest of Killdeer, ND to the Bakken Oil Express crude oil rail loading facility near Dickinson, ND. The pipeline was placed into service in August 2014 and is located in the North Dakota counties of Stark and Dunn.

On May 5, 2016 the Public Service Commission issued an Order on Amending Certificate and Permit to allow for the reroute of approximately 0.7 miles of pipeline, located in Sections 23 and 26 of Township 140 North, Range 97 West, to accommodate construction by the North Dakota Department of Transportation. This project was completed on June 9, 2016. A final "As-Constructed" drawing is attached to this report.

The BOE Pipeline receives crude oil from the LL Terminals facility near Killdeer, ND as well as a Belle Fourche interconnect 33.7 miles south of LL Terminals.

A combined Certificate of Corridor Compatibility and Route Permit Application was filed with the ND PSC on February 24, 2016 for BOE Pipeline II, with a subsequent public hearing held before the ND PSC on May 11, 2016. Project is a proposed 41.8 mile pipeline located in McKenzie and Dunn Counties. Surface facilities will include 9 mainline valves, 1 pig launcher and receiver. The notice of public hearing, including the preliminary route, is attached to this report.

There is no intent to remove any existing facilities from service during the ten year period covered by this plan.

2. *An identification of the location of the tentative preferred site for all energy conversion facilities and the tentative location of all transmission facilities on which construction is intended to be commenced within the ensuing five years and such other information as may be required by the commission. The site and corridor identification shall be made in compliance with the criteria published by the commission pursuant to section 49-22-05.1.*

There are no energy conversion facilities associated with the BOE Pipeline.

BOE Pipeline evaluated study areas to determine the best locations for the placement of the corridor and route in order to minimize any potential land use and environmental impacts, maximize public benefits, and take into consideration design and construction limitations and economics. The selected locations of the routes within the corridors were made in compliance with Chapter 49-22-05.1, as discussed in the Applications for Certificates of Corridor Compatibility and Route Permits.

In December 2013 the North Dakota Public Service Commission issued Certificate of Corridor Compatibility Number 150 and Route Permit 161 to BOE Pipeline, amended May 5, 2016.

- 3. A description of the efforts by the utility to coordinate the plan with other utilities so as to provide a coordinated regional plan for meeting the utility needs of the region.*

In addition to the previously mentioned interconnect with Belle Fourche, BOE Pipeline will continue to work with the owners of other crude oil pipelines to develop interconnects to maximize the efficient use of collective pipeline capacity in the area.

In some cases pipelines do compete for the same business which may restrict the ability to coordinate. In the future, additional receipt points may be developed, as well as outlet connections with third party pipelines

- 4. A description of the efforts to involve environmental protection and land-use planning agencies in the planning process, as well as other efforts to identify and minimize environmental problems at the earliest possible stage in the planning process.*

BOE Pipeline has consulted with various federal, state, and local governments, as well as local businesses and residents. Scoping letters presenting BOE Pipeline's proposed pipeline project were mailed to the various agencies and governing units in May and June 2013.

The United States Fish & Wildlife Service (USFWS) personnel were contacted during the Project scoping to identify wetland easement areas. The USFWS, NDGF, and NDPRD were asked to review the corridor for threatened and endangered species and unique habitats.

Class I and Class III Cultural Resources Inventories were completed to ensure that no historic properties and no significant sites would be affected.

- 5. A statement of the projected demand for the service rendered by the utility for the ensuing ten years and the underlying assumptions for the projection, with that information being as geographically specific as possible, and a description of the manner and extent to which the utility will meet the projected demands.*

Drilling activity in the catchment area of the pipeline has declined under current market conditions. Oil price weakness is expected to continue into late 2016 or early 2017, temporarily reducing the demand for services rendered. However, as market conditions improve the demand for pipeline capacity will continue to increase. As the demand for pipeline capacity increases, BOE Pipeline estimates that crude oil production from the Bakken and Three Forks formations will increase beyond the capacity of the BOE Pipeline, as well as other current regional pipelines.

According to North Dakota Industrial Commission records, North Dakota pumped over 396 million barrels of oil in 2014¹.

¹NDIC, "2014 Monthly Statistical Update" Available at: <https://www.dmr.nd.gov/oilgas/stats/2014monthlystats.pdf> (accessed February 23, 2015).

Notice of Filing

As required by Chapter 69-06-02 of the North Dakota Administrative Code, ten copies have been filed with the NDPSC at:

North Dakota Public Service Commission
600 E. Boulevard Avenue, Dept. 408
Bismarck, ND 58505

In addition, one copy each has been filed with the following County auditors:

Tracey Dolezal
Dunn County Auditor/Treasurer
205 Ownes Street
Manning, ND 58640

Kay Haag
Stark County Auditor/Treasurer
PO Box 130, Dickinson, ND 58602-0130

In accordance with Chapter 69-06-01-05 of the North Dakota Administrative Code, notice of filing has also been provided to the following designated state agencies:

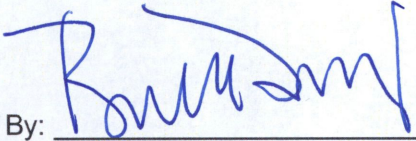
Department of Labor 600 East Boulevard Avenue Dept. 406 Bismarck, ND 58505	Department of Human Services State Capitol Judicial Wing 600 East Boulevard Avenue Bismarck, ND 58505
North Dakota Department of Transportation 608 East Boulevard Avenue Bismarck, ND 58505	Department of Agriculture State Capitol Building 600 East Boulevard Avenue Bismarck, ND 58505
North Dakota Department of Commerce Economic Development & Finance 1600 East Century Avenue, Suite 2 Bismarck, ND 58503	ND State Land Department P.O. Box 5523 Bismarck, ND 58506-5523
State Historical Society Heritage Center 612 East Boulevard Avenue Bismarck, ND 58505	Indian Affairs Commission State Capitol Judicial Wing 600 East Boulevard Avenue Bismarck, ND 58505
State Water Commission 900 East Boulevard Avenue Bismarck, ND 58502	Job Service of North Dakota P.O. Box 5507 Bismarck, ND 58506
Soil Conservation Committee State Capitol Building 600 East Boulevard Avenue Bismarck, ND 58505	Energy Development Impact Office P.O. Box 5523 Bismarck, ND 58506-5523
Department of Vocational Education State Capitol Building, 15th Floor 600 East Boulevard Avenue Bismarck, ND 58505	Governor's Office State Capitol Building 600 East Boulevard Avenue Bismarck, ND 58505

Game & Fish Department 100 North Bismarck Expressway Bismarck, ND 58501	Attorney General State Capitol Building 600 East Boulevard Avenue Bismarck, ND 58505
North Dakota Department of Commerce P.O. Box 5523 1600 East Century Avenue, Suite 2 Bismarck, ND 58503	North Dakota Parks & Recreation Department 1600 East Century Avenue, Suite 3 Bismarck, ND 58505
Aeronautics Commission P.O. Box 5020 Bismarck, ND 58502	North Dakota Department of Mineral Resources Geological Survey 600 East Boulevard Avenue Bismarck, ND 5850
Department of Health State Capitol Building 600 East Boulevard Avenue Bismarck, ND 58505	North Dakota Industrial Commission Geological Survey 1016 E. Calgary Avenue Bismarck, ND 58503
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 Corp of Engineers 1513 South 12th Street Bismarck, ND 58504	Federal Aviation Administration 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, 14th Floor Bismarck, ND 58505-0840	North Dakota Pipeline Authority c/o North Dakota Industrial Commission 600 E. Boulevard Ave., Dept. 405 State Capitol, 14th Floor Bismarck, ND 58505-0840
Dunn County Commission 205 Owens St Manning, ND 58642	Stark County Commission 51 3 rd Street East Dickinson, ND 58601

Notice of Filing Ten Year Plan 2016-2026
BOE Pipeline, LLC

Please take notice that BOE Pipeline, LLC, has, this date, in accordance with Section 49-22-04 of the North Dakota Century Code and Chapter 69-06-02 of the North Dakota Administrative Code, filed with the North Dakota Public Service Commission, a Ten Year Plan for planning years 2016-2026.

Dated this 23rd day of June, 2016.

By:  _____

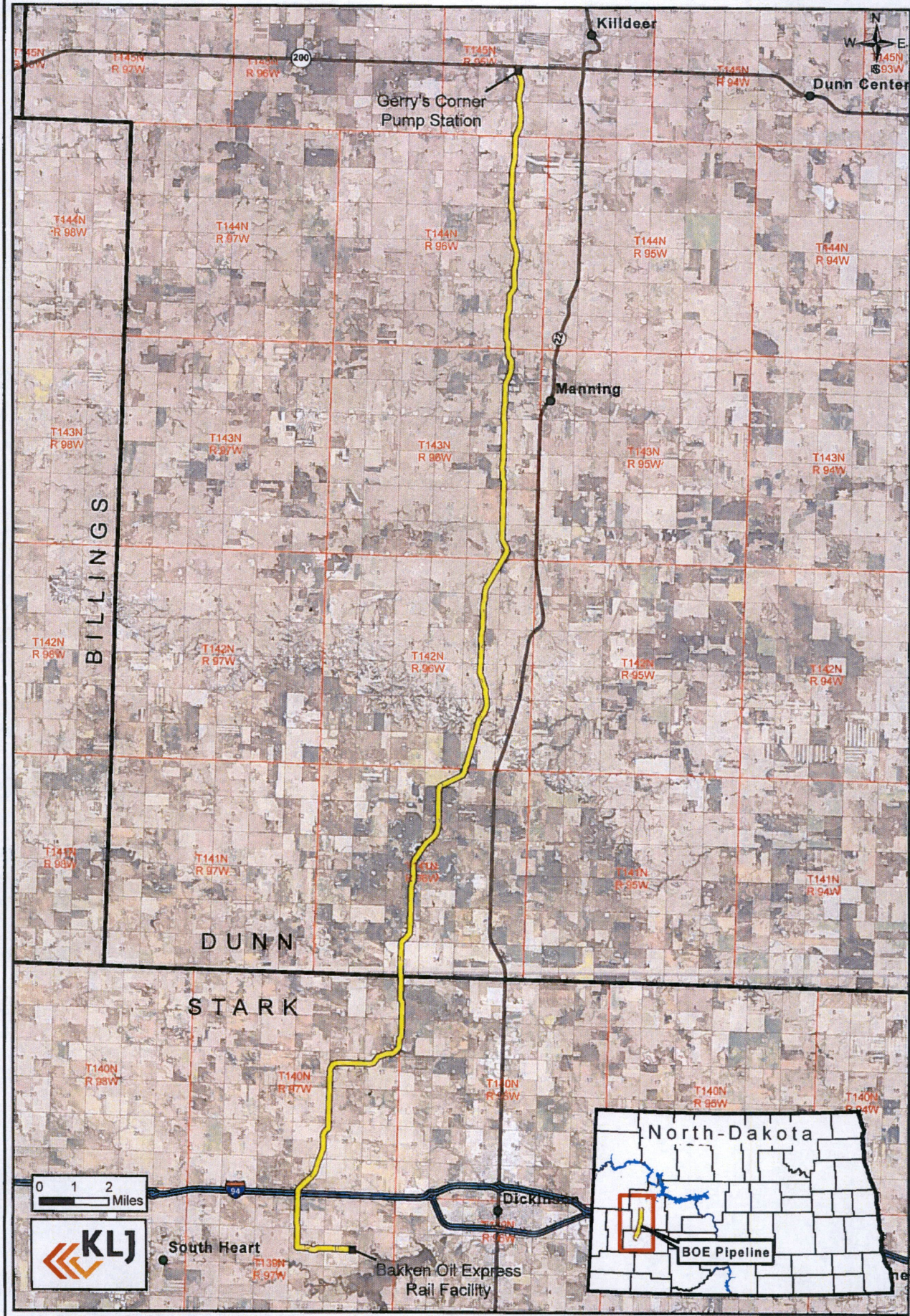
Brandon McDowell
Director – Operations and Regulatory Compliance
BOE Midstream, LLC
717 17th Street, Suite 1825
Denver, CO 80202

BOE Pipeline, LLC



Dunn and Stark Counties, North Dakota

September 19, 2013



**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

**BOE Pipeline, LLC
16-Inch Crude Oil Pipeline – Dunn and McKenzie
Siting Application**

Case No. PU-16-94

NOTICE OF FILINGS AND PUBLIC HEARING

March 23, 2016

A public hearing on the applications in Case No. PU-16-94 is scheduled for **May 11, 2016, at 9:00 a.m. MDST (10:00 a.m. CDST) at the Killdeer City Hall, 165 Railroad Street SE, Killdeer, ND 58640.**

BOE Pipeline, LLC (BOE) has filed applications for a certificate of corridor compatibility and a route permit for a 16-inch diameter crude oil pipeline totaling approximately 41.8 miles in length. The pipeline will originate at a terminal (to be constructed) 8 miles east of Johnson's Corner in McKenzie County, North Dakota and extend to the southwest to terminate at the existing BOE terminal southwest of Killdeer in Dunn County, North Dakota, as shown on the attached map. The line will carry crude oil from the new terminal near Johnson's Corner to the BOE terminal in Killdeer which is connected by an existing pipeline to the BOE Rail Hub located southwest of Dickinson, North Dakota. The BOE Rail Hub is a loading facility that provides producers and marketers access to destinations served by local rail.

BOE has also 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 sections 69-06-01-02, and 69-06-06 requiring separate filings, separate notices, separate hearings, and certain time schedules.

On March 23, 2016, the Commission deemed complete the applications for a certificate of corridor compatibility and for a route permit.

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

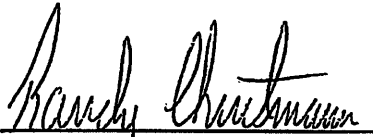
1. Are the proposed facilities of such length, design, location, or purpose that they will produce minimal adverse effects and that adherence to applicable procedures and time schedules may be waived?
2. Is it appropriate for the Commission to waive any procedures and time schedules as requested in the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

The issues to be considered in the applications for a certificate of corridor compatibility and a 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?

For more information contact the Public Service Commission, State Capitol, Bismarck, North Dakota 58505, 701-328-2400; or Relay North Dakota, 1-800-366-6888 TTY. If you require any auxiliary aids or services, such as readers, signers, or Braille materials, please notify the Commission at least 24 hours in advance.

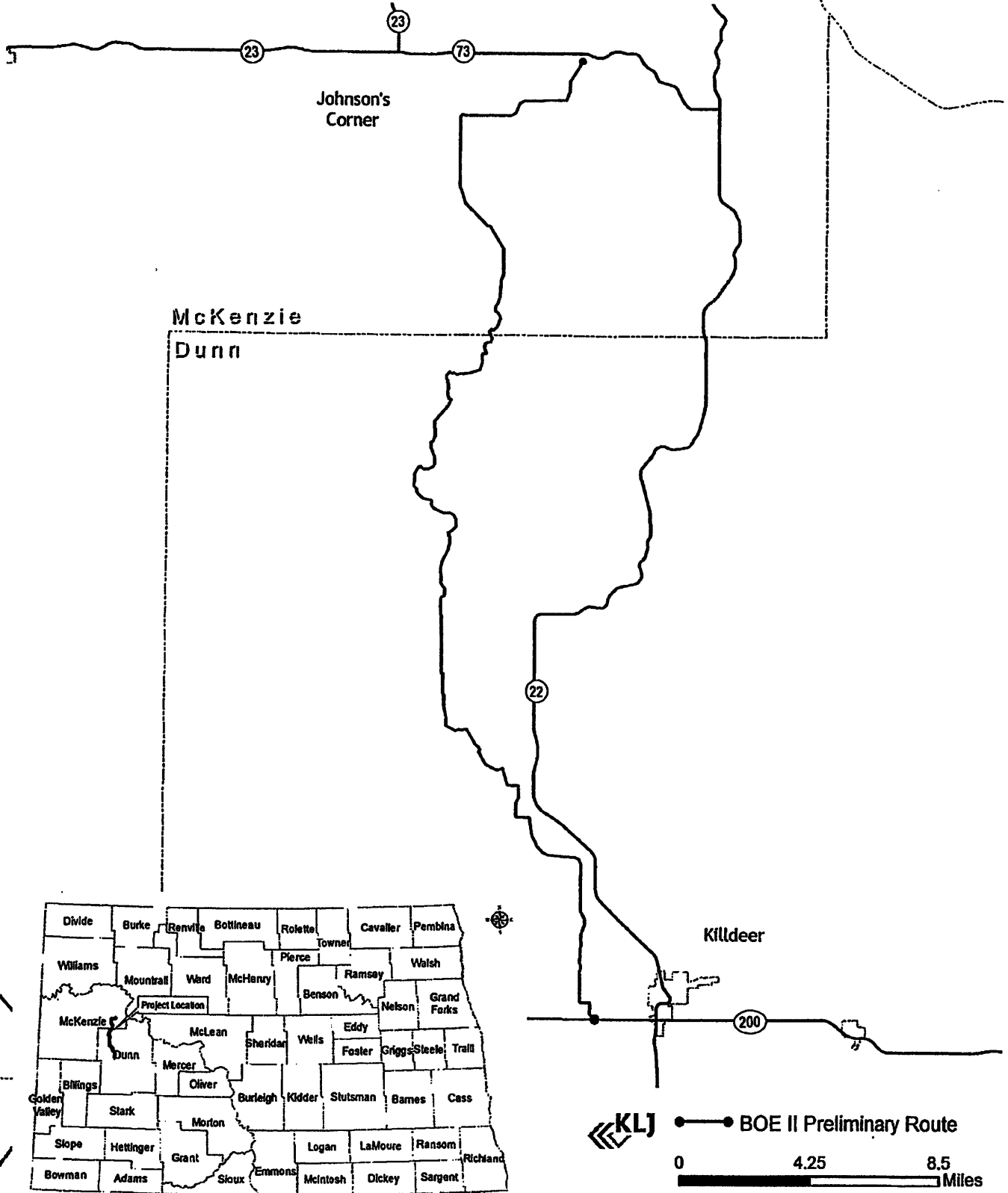
PUBLIC SERVICE COMMISSION




Randy Christmann
Commissioner


Julie Fedorchak
Chairman


Brian P. Kalk
Commissioner

BOE II Pipeline Dunn & McKenzie Counties, North Dakota Project Location




 BOE II Preliminary Route
 0 4.25 8.5
 Miles