



July 19, 2016

Hand Delivery

Mr. Darrell Nitschke
Executive Director
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480

In re: Caliber Bear Den Interconnect LLC
Bear Den Interconnect Pipeline Project
McKenzie County

Dear Mr. Nitschke:

Enclosed for filing are the original and ten copies of the Application of Caliber Bear Den Interconnect LLC for a Waiver or Reduction of Procedures and Time Schedules and for a Corridor Certificate and Route Permit.

Also enclosed for filing are eleven copies of the following:

- 1) Certificate of Authority of Caliber Bear Den Interconnect LLC; and
- 2) Certificate of Formation of Caliber Bear Den Interconnect LLC.

Please call should you have any questions. Thank you.

Sincerely,

A handwritten signature in blue ink that reads "Wade C. Mann".

Wade C. Mann

WCM/lh
enc.

cc: Scott Gruber (via email)

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA**

In the Matter of the Application of Caliber
Bear Den Interconnect LLC for a Certificate
of Corridor Compatibility and Route Permit
for the 5.3-Mile Long, 12-Inch Bear Den
Interconnect Pipeline in McKenzie County,
North Dakota

Case No. PU-16-420

APPLICATION OF CALIBER BEAR DEN INTERCONNECT LLC
FOR A WAIVER OR REDUCTION OF PROCEDURES AND
TIME SCHEDULES AND FOR A
CORRIDOR CERTIFICATE AND ROUTE PERMIT

Applicant Caliber Bear Den Interconnect LLC (“Caliber”) whose address for purposes of this Application is 1200 17th Street, Suite 2100, Denver, Colorado 80202, pursuant to the Energy Conversion and Transmission Facility Siting Act, codified at North Dakota Century Code Chapter 49-22 (“Act”), hereby submits this Application For a Waiver or Reduction of Procedures and Time Schedules and For a Corridor Certificate and Route Permit (“Application”). This Application is filed in conjunction with the separate consolidated application for a certificate of corridor compatibility and a route permit for the Bear Den Interconnect Pipeline filed on July 5, 2016, and incorporates by reference the contents of that application into this filing.

Caliber requests that the North Dakota Public Service Commission (“Commission”) waive and/or reduce procedures and time schedules required by the Act or in the Commission’s regulations set forth in Title 69-06 of the North Dakota Administrative Code, to accomplish the purposes as requested herein. These include, but are not limited to: (1) waive pursuant to North Dakota Century Code §§ 49-22-07.2, 49-22-13(2), and North Dakota Administrative Code § 69-06-01-02 and Chapter 69-06-06, those provisions of North Dakota Century Code §§ 49-22-08(5),

49-22-08.1(5), 49-22-13, and North Dakota Administrative Code § 69-06-01-02 which require separate filings of such applications and certain time schedules as set forth in said statutes and rules; (2) allow consolidation of the certificate of corridor compatibility application and route permit application into a single consolidated application; (3) approve a corridor less than one mile in width; (4) find that the proposed facilities are of such design, length, location and purpose that they will produce minimal adverse effects; and (5) designate and approve the requested facilities as identified in this Application and issue the appropriate corridor certificate and route permit.

The Commission's application guidelines for waiver of procedures and time schedules require the description of the facility, the need for the facility, the cost of the facility and separate justification for each provision of the Act for which the Applicant is requesting a waiver, together with evidence that the project will produce minimal adverse effects or that a demonstrable emergency exists. As demonstrated in this Application, and summarized below, Applicant's requests for waivers and/or reductions of procedures and time schedules and the issuance of a corridor certificate and route permit are justified as the proposed facilities are of such design, length, location and purpose that they will produce minimal adverse effects, and that the pipeline for which approval is sought is essential to create adequate pipeline capacity necessary for transport of hydrocarbons from North Dakota to distribution centers and eventual end users throughout the United States.

DESCRIPTION

The proposed Bear Den Interconnect Pipeline project ("Project") consists of construction of approximately 5.3 miles of 12.75-inch diameter crude oil pipeline originating at Enable Midstream's Devore Terminal and terminating at the Dakota Access Pipeline ("DAPL") Watford City Terminal. The proposed route will follow US Highway 85 in McKenzie County, beginning

approximately 7.6 miles south of Watford City, and terminating approximately 2.9 miles south of Watford City near the junction of US Highway 85 and the US Highway 85 bypass. The pipeline will transport crude oil from the Devore Terminal to the DAPL Facility where it would continue through to the DAPL terminus near Patoka, Illinois for sale and distribution.

In addition to the proposed transmission line, three surface facilities are also proposed. A truck off-load station will be located at the northern end of the line in the NW $\frac{1}{4}$ NW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 12, Township 149 North, Range 99 West and will tie into the proposed transmission line. The off-load station yard will also be used for storage and laydown during line construction. A 5-acre pipe laydown yard is proposed in the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 14, Township 149 North, Range 99 West. A 7-acre truck off-load station is also proposed for the southern end of the line, to be located in the NW $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 30, Township 149 North, Range 98 West.

NEED

A major constraint in transporting hydrocarbons from North Dakota to distribution centers and eventual end users in the United States is the lack of pipeline capacity. Projects have been planned to address the growing volumes of crude oil, natural gas and natural gas liquids but current pipeline capacity is not expected to keep pace with production, leaving incremental volumes to find alternative transportation methods. Caliber has identified a need for safe and reliable transportation of crude oil produced in the Watford City area. In addition, more options are needed to provide producers with stable market access during times of market volatility. Construction of the proposed Project will address these needs by allowing firm, reliable transport of an average of 50,000 bpd of crude oil and will provide wider market access to North Dakota oil and gas operators while reducing the burden on local infrastructure.

COST

The estimated cost of constructing the pipeline is \$12 million.

JUSTIFICATION

The environmental and cultural resource studies and reports which have been commissioned by the Applicant for this project demonstrate that there will be minimal adverse effects by construction. As a result, Applicant hereby submits that there is substantial justification for the requested waivers and/or reduction of time schedules and procedures, as the Bear Den Interconnect Pipeline will produce minimal adverse effects.

Applicant respectfully requests the Commission to grant the requested waivers and/or reduction of procedures and time schedules; and to render an expeditious decision approving the requested corridor certificate and route permit.

Dated this 19th day of July, 2016.

Respectfully submitted,

Caliber Bear Den Interconnect LLC

CROWLEY FLECK PLLP
Attorneys for Applicant
100 West Broadway, Suite 250
P.O. Box 2798
Bismarck, North Dakota 58502


By



WADE C. MANN (#05871)

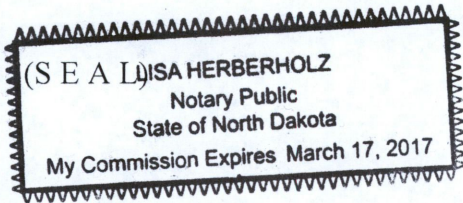
STATE OF NORTH DAKOTA)
)
COUNTY OF BURLEIGH)

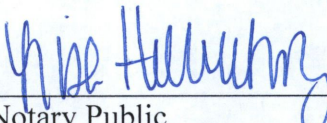
Wade C. Mann, being first duly sworn on oath, deposes and says that he is the attorney for the applicant herein named, that he has read the above and foregoing application, knows the contents thereof, and that the same is true to the best of this affiant's knowledge, information, and belief.



WADE C. MANN

Subscribed and sworn to before me this 19th day of July, 2016.





Notary Public
Burleigh County, North Dakota
My Commission Expires: _____

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY OF

CALIBER BEAR DEN INTERCONNECT LLC
Secretary of State ID#: 41,461,300

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

CALIBER BEAR DEN INTERCONNECT LLC

for a Certificate of Authority to transact business in this State, duly signed and executed as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

CALIBER BEAR DEN INTERCONNECT LLC

to transact business in this State under the name of

CALIBER BEAR DEN INTERCONNECT LLC

Issued: July 6, 2016

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State



CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY APPLICATION
 SECRETARY OF STATE
 SFN 19381 (10-2012)

FOR OFFICE USE ONLY

| | | |
|------------------|----------------|--------|
| System ID Number | 41,461,300 FLC | |
| WO Number | 1421189 | |
| Filed | 7/6/2016 | By B8P |

RECEIVED
 JUN 17 2016

1. The application is accompanied by the following:
- *Filing fee of \$135
 - *Current CERTIFICATE OF GOOD STANDING or AFFIDAVIT OF EXISTENCE duly authenticated by the organizing officer of the state or country of organization
 - Certification of professional license
 - Signed Consent to Use Business Name and fee of \$10
 - Trade Name Registration and fee of \$25

SEE INSTRUCTIONS FOR FEES, FILING AND MAILING INFORMATION

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code Sections 10-31-01, 10-31-13.1 and 10-32-138.

| | | | |
|--|---|-----------------------------|--|
| 2. Type of Limited Liability Company Applying for Certificate of Authority (check one) | | 3. Federal ID Number | |
| <input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional | | | |
| 4. Name of Limited Liability Company EXACTLY as it appears on Certificate of Good Standing from State or Country of Origin Caliber Bear Den Interconnect LLC | | | |
| 5. If applicable, provide the trade name and complete the Trade Name Registration form if selected trade name is not already registered in North Dakota. Only provide the trade name in this line if: | | | |
| a) The limited liability company name is not in the form as required of limited liability companies in North Dakota. b) The Secretary of State has notified the limited liability company that its name is the same or deceptively similar to a name already registered, and the limited liability company is unable to obtain Consent to Use Business Name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota. c) The limited liability company does not wish to use or protect its name in North Dakota and chooses to use a name other than its limited liability company name. | | | |
| 6. Complete Address of Principal Executive Office (Street/RR, PO Box, City, State, ZIP+4) which may not be only a post office box 1200 17th Street, Suite 2100, Denver, CO 80202 | | | |
| 7. State or Country Where Organized Delaware | 8. Limited Liability Company Will Expire in State or Country of Origin (check one) | | |
| | <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Expires - Specify Date (mm/dd/yyyy): | | |
| 9. Telephone Number 303-628-1410 | 10. Toll-free Telephone Number | | |
| 11A. Name of <u>Commercial</u> Registered Agent in North Dakota C T Corporation System | 11B. Name of <u>Noncommercial</u> Registered Agent in North Dakota OR | | |
| 11C. Address of <u>Noncommercial</u> Registered Agent in North Dakota (Street/RR, PO Box, City, State, ZIP+4) May not be only a post office box. | | | |
| 12. Nature of Business or Activities the Limited Liability Company Intends to Conduct in North Dakota Midstream Oil and Gas | | | |
| 13. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY | | | |
| MANAGERS | Check box if Manager also serves as Governor | Street/RR | COMPLETE MAILING ADDRESS PO Box City State ZIP+4 |
| | <input type="checkbox"/> | | |
| | <input type="checkbox"/> | | |
| | <input type="checkbox"/> | | |
| | <input type="checkbox"/> | | |
| MANAGING MEMBER Caliber Midstream Partners, L.P. | | 1200 17th Street, Ste. 2100 | Denver CO 80202 |
| MANAGING MEMBER | | | |
| If needed, attach sheet to add names of additional managers or governors. | | | |

14. "The undersigned has read the foregoing application, knows the contents, and believes the statements to be true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, 11B, and 11C if not correctly reflected. I understand that if I make a false statement in this document, I may be subject to criminal penalties."

| | | |
|---|---|--|
| Signature | Scott Gruber | Date 6-15-16 |
| 15. Name of Person to Contact about this Document Susan McCrancy | Email Address Susan.McCrancy@wolterskluwer.com | Daytime Telephone Number and Extension, if any |

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CALIBER BEAR DEN INTERCONNECT LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 2016, AT 7:38 O`CLOCK P.M.



6067854 8100
SR# 20164438581

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202483930
Date: 06-13-16

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

First: The name of the limited liability company is _____
Caliber Bear Den Interconnect LLC

Second: The address of its registered office in the State of Delaware is The
Corporation Trust Company in the City of Wilmington.
Zip code 19801. The name of its Registered agent at such address is
Corporation Trust Center, 1209 Orange Street

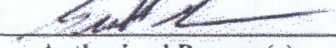
Third: (Use this paragraph only if the company is to have a specific effective date of
dissolution: "The latest date on which the limited liability company is to dissolve is
_____".)

Fourth: (Insert any other matters the members determine to include herein.)

The name of the sole organizer is Scott Gruber and the
address of the organizer is Caliber Midstream Partners,
L.P., 1200 17th Street, Suite 2100, Denver, CO 80202

In Witness Whereof, the undersigned have executed this Certificate of Formation this

13 day of June, 2016.

By: 
Authorized Person (s)

Name: Scott Gruber