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July 8, 2016

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. 2016 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
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By

JOHN W. MORRISON

lh
enc.

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

1 PU-16-479 Filed: 7/8/2016 Pages: 15
2016 Ten Year Plan

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 compressorTotal 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 compressorsTotal 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. Both plants 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 1 only
 Total 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.

Part IV– Lonesome Creek Plant

1. Location: ORM owns and operates existing energy conversion facilities commonly known as the Lonesome Creek Plant located in Township 150 North, Range 101 West Section 36 in McKenzie County, ND. It is a 200 MMscfd processing plant. A map showing the location of the site is attached hereto as **EXHIBIT "D"**.
2. Type and Capacity:
 The plant cryogenically processes 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: December 2015

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– Stateline 1 and 2 Modifications

1. **Location:** ORM is currently constructing modifications at ORM’s existing Stateline Gas Plant facility in Williams County.

2. **Type and Capacity:**

The modifications consist of additional fractionation equipment added within the existing Stateline facility. This equipment will allow the separation of liquid ethane from the Y-grade natural gas liquids product, and will also lead to greater plant reliability. The liquid ethane will be delivered into a purity ethane pipeline being constructed to the Stateline Gas Plant facility by a third party. The modifications also include four (4) electric-drive propane refrigeration compressors totaling 14,000 HP, and six (6) ethane pipeline pumps designed for 1,800 psig discharge pressures.

The proposed additions to this facility are 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, order issued March 25, 2015) 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"**.

As a result of reductions in crude oil and natural gas drilling by producers due to the decline in crude oil, natural gas and NGL prices and our expectation of slower supply growth or declines, ORM has suspended its plans to construct the Demicks Lake processing facility. This project could be reactivated when market conditions improve and our customers’ needs change. If the current commodity price environment persists for a prolonged period, it may further impact the timing or demand for this project and additional infrastructure projects or growth opportunities in the future.

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, ND 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, ND. 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 6,091 miles of natural gas gathering lines along with associated compression in North Dakota. There are approximately 275 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

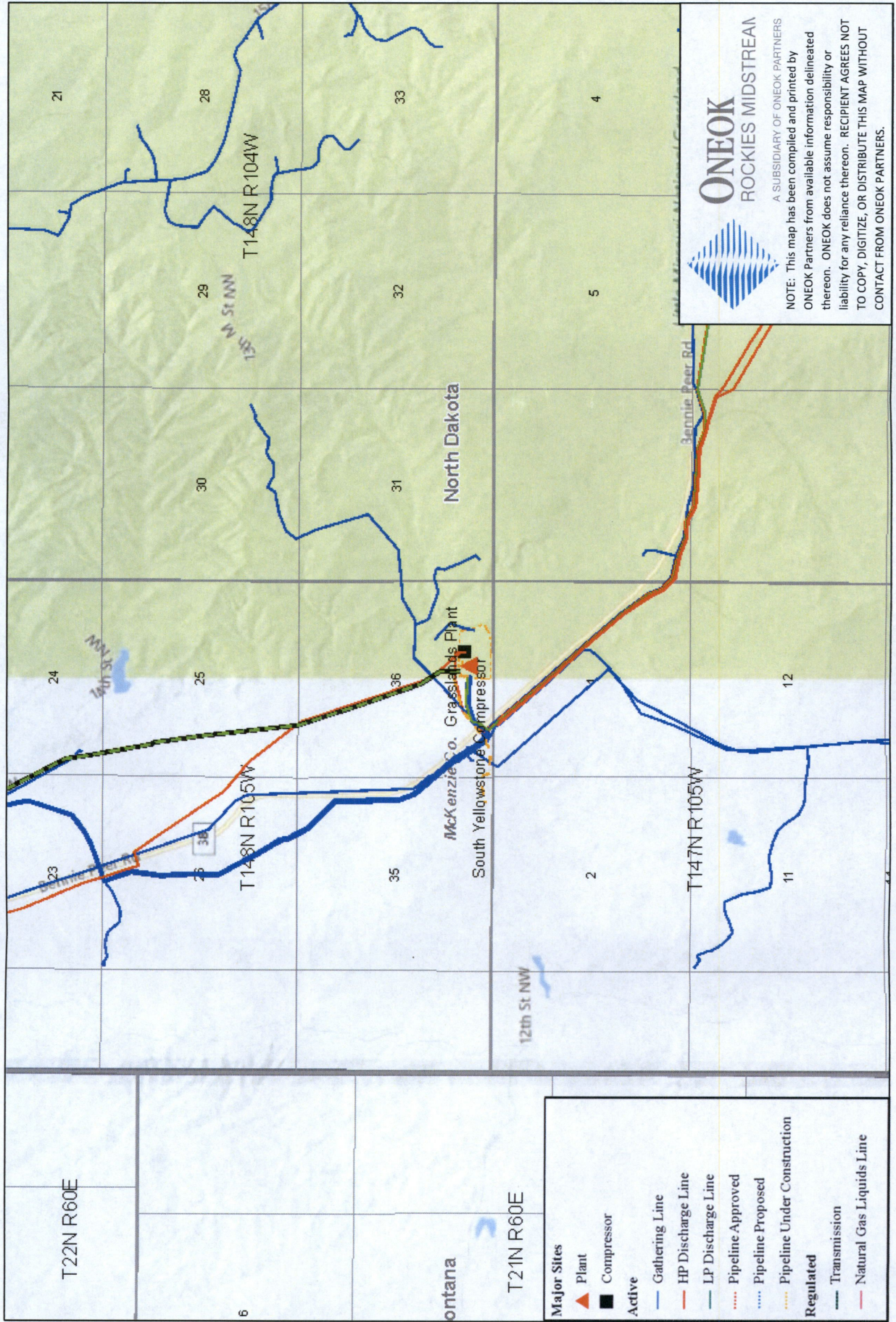
ORM has developed ongoing working relationships with the U.S. Forest Service, the Bureau of Land Management, the North Dakota Public Service Commission, the North Dakota Department of Health and the North Dakota Water Commission, in an effort to ensure regulatory compliance. ORM continues to develop 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 the counties where ORM has significant gathering facilities has dramatically changed, with the rig count in these counties increasing from 35 rigs in on December 31, 2009 to 137 rigs in October 6, 2014 to only 30 rigs as of June 28, 2016. It is anticipated that drilling activity will increase in the future as oil and gas prices recover, which will result in additional gas volumes requiring gathering and processing services.

Grasslands Gas Plant Exhibit "A"

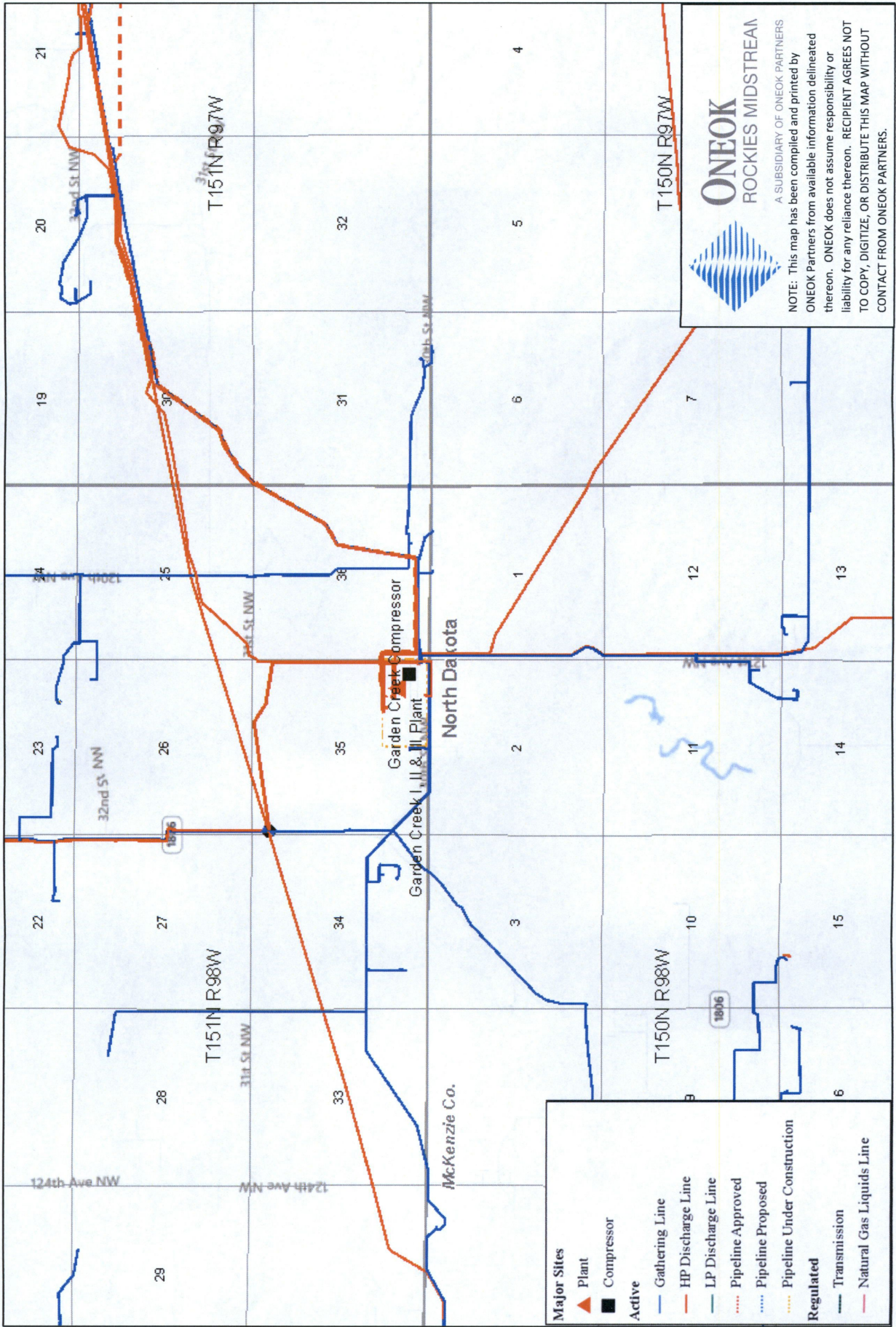


ONEOK
ROCKIES MIDSTREAM

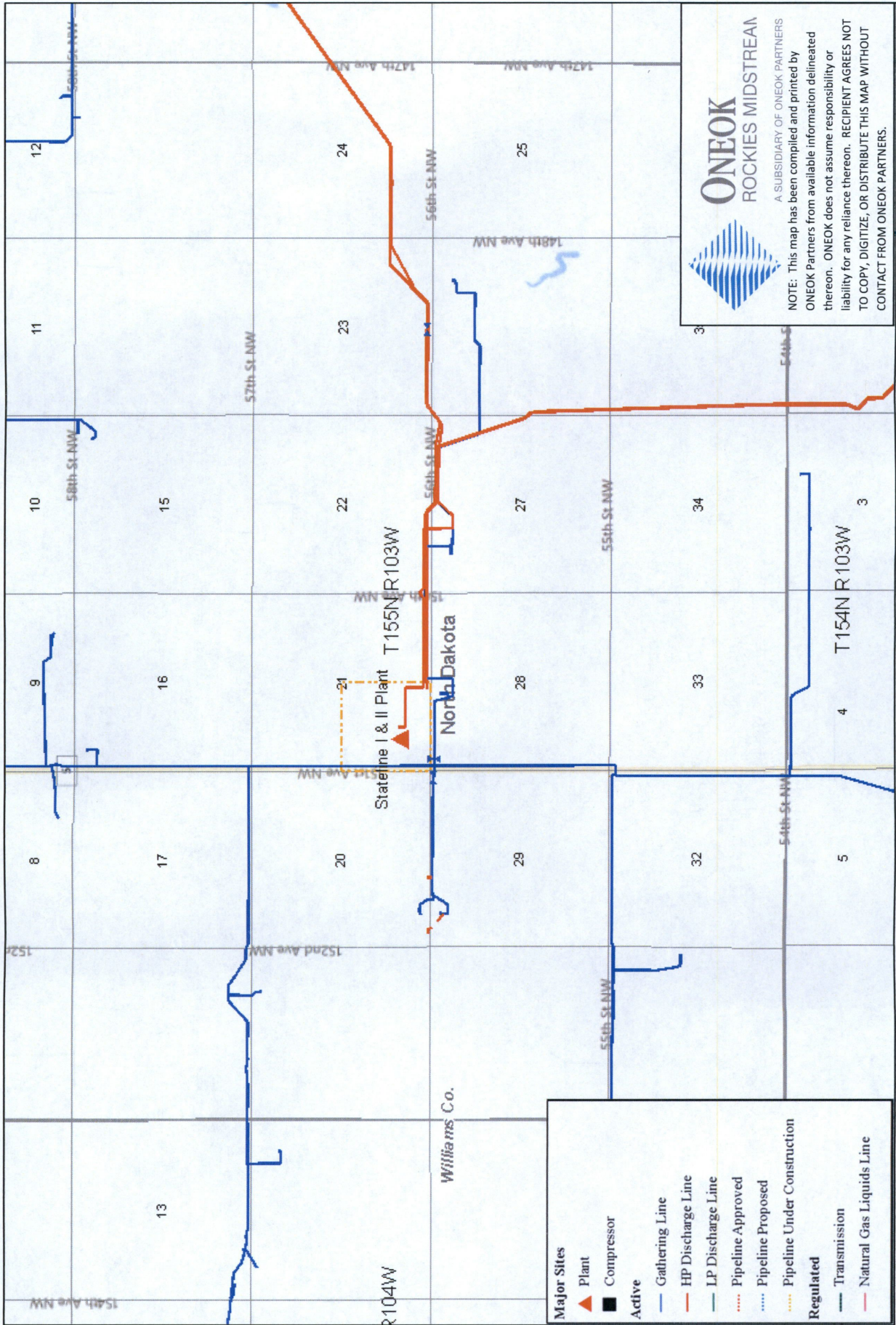
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Garden Creek I, II, & III Gas Plant Exhibit "B"

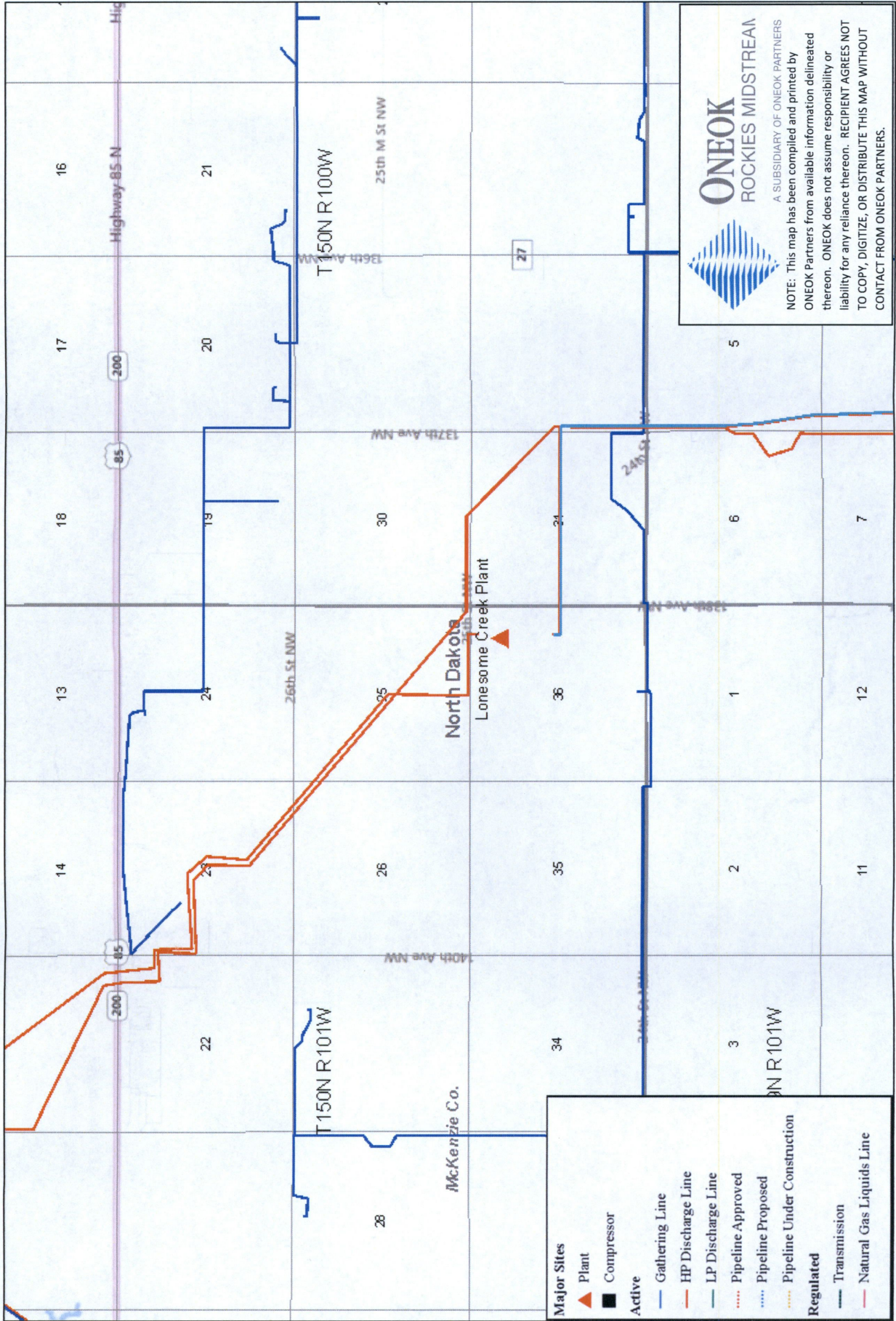


Stateline I & II Gas Plant Exhibit "C"

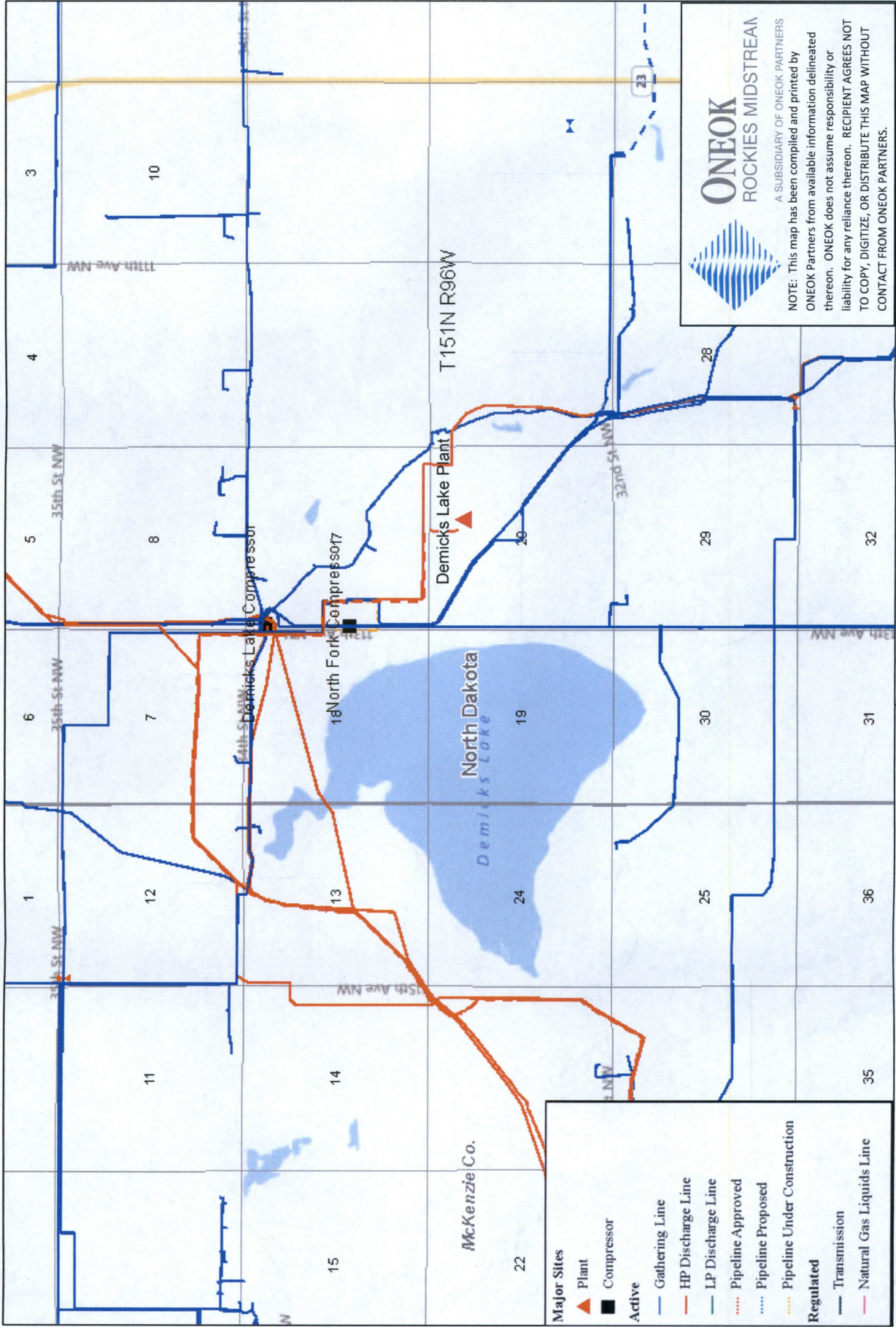


Lonesome Creek Gas Plant

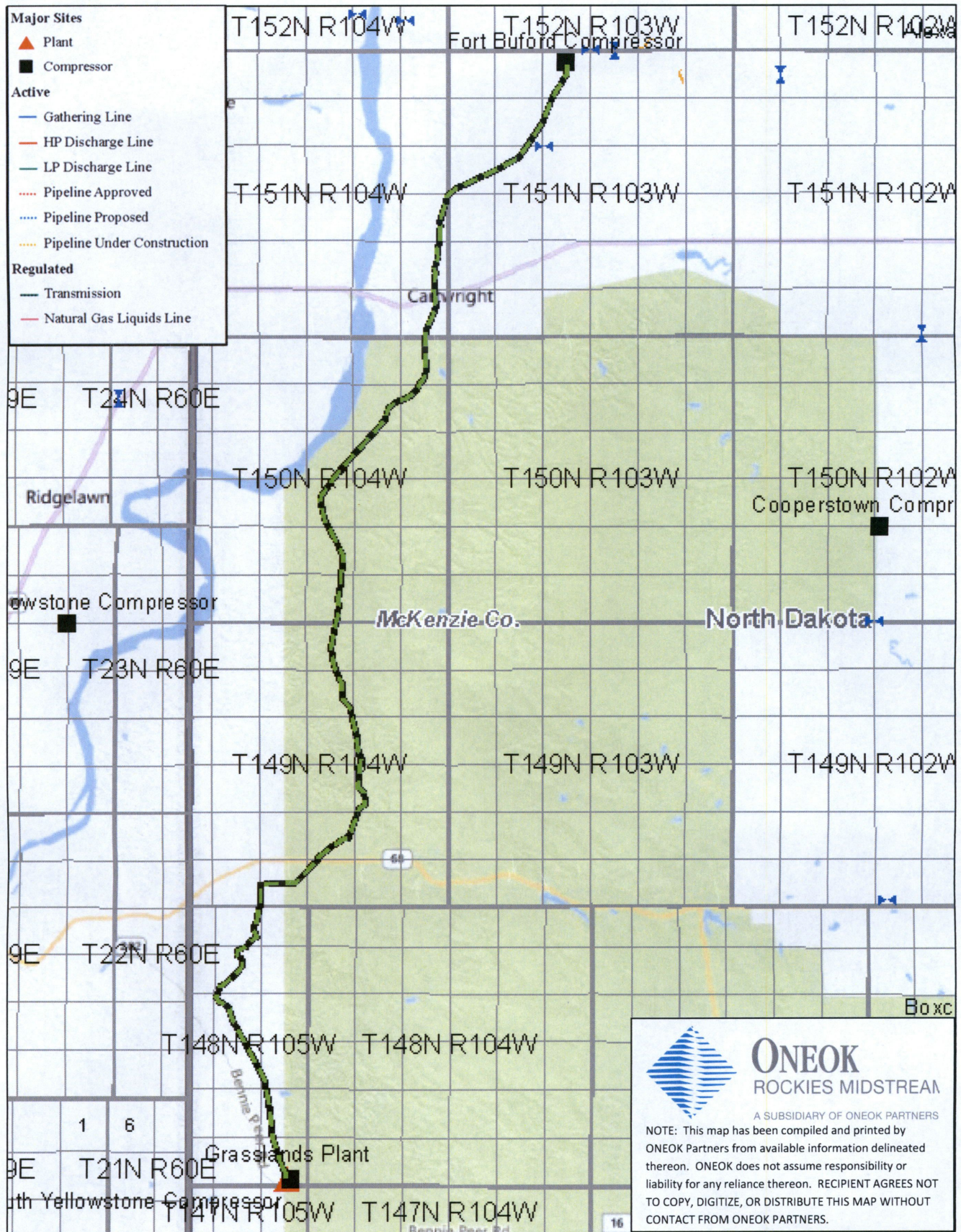
Exhibit "D"



Demicks Lake Gas Plant Exhibit "E"



Fort Buford Pipeline Exhibit "F"



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Riverview Pipeline
Exhibit "G"

