

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

IN THE MATTER OF THE JOINT
APPLICATION OF DAKOTA
PRAIRIE REFINING, LLC, BOE
SOUTH, LLC, F/K/A LARIO
SHIPPING, LLC, FOR A
TRANSFER OF CERTIFICATE OF
CORRIDOR COMPATIBILITY
NUMBER 151 AND ROUTE
PERMIT NUMBERS 162 AND 163

CASE NO. PU-20-_____

**JOINT APPLICATION FOR TRANSFER OF CERTIFICATE OF CORRIDOR
COMPATIBILITY NUMBER 151 AND ROUTE PERMIT NUMBERS 162 AND 163**

Pursuant to Chapter 49-22.1 of the North Dakota Century Code, Article 69-06 of the North Dakota Administrative Code, and Section 69-02-02-04 of the North Dakota Administrative Code, Dakota Prairie Refining, LLC (“Dakota Prairie”), BOE South, LLC, f/k/a Lario Shipping, LLC (“Lario” and collectively with Dakota Prairie, the “Applicants”) respectfully submit this Joint Application (“Application”) for the Transfer of Certificate of Corridor Compatibility Number 151 (“Certificate”), Route Permit Number 162 (“Route Permit 162”), and Route Permit Number 163 (“Route Permit 163” and collectively with Route Permit 162, the “Route Permits”) from Lario to Dakota Prairie. The North Dakota Public Service Commission (“Commission”) jointly issued the Certificate and Route Permits to Dakota Prairie and Lario on December 30, 2013, in Case No. PU-13-799. Lario desires to transfer its interest in the Certificate and Route Permits to Dakota Prairie.

I. Statutory Authority.

Transfer of a certificate of corridor compatibility and a route permit is authorized under Section 49-22.1-04 of the North Dakota Century Code and Section 69-06-01-02(4) of the North Dakota Administrative Code. Pursuant to these provisions and North Dakota Century Code Section 49-22.1-10(2), the Commission is not required to hold a public hearing on an application for such transfer unless there is both a request by an interested person and a showing of good cause.

II. Background.

Pursuant to the Commission's Findings of Fact, Conclusions of Law and Order dated December 30, 2013, entered in Case No. PU-13-799 (the "Order"), the Commission approved the issuance of the Certificate and Route Permits to Dakota Prairie and Lario for the construction, operation, and maintenance of two (2) petroleum product pipelines in Stark County, North Dakota (the "Project"). The Order and Route Permit 162 authorized the construction of a 6-inch diameter pipeline for the transmission of naphtha from the Dakota Prairie refinery to the Lario rail hub (the "6-inch Naphtha Pipeline"). The Order and Route Permit 163 authorized the construction of an 8-inch diameter pipeline for the transmission of Atmospheric Tank Bottoms ("ATB") from the Dakota Prairie refinery ("8-inch ATB Pipeline"). As constructed, the 6-inch Naphtha Pipeline and 8-inch ATB Pipeline span a distance of approximately 5,900 feet from the storage tanks at the Dakota Prairie refinery to the Lario rail hub. The purpose of the Project was to provide for the transmission of the naphtha and ATB by-products from the Dakota Prairie refinery to the Lario rail hub (now called the Dickinson Rail Terminal) for transportation to other destinations for further processing. Dakota Prairie is the sole successor in interest to BOE South, LLC, f/k/a Lario Shipping, LLC, with respect to ownership of the Project.

III. Application for Transfer of Corridor Compatibility and Route Permit.

Applicants now respectfully request the transfer of the Certificate and Route Permits from Lario to Dakota Prairie. In support thereof, Applicants state as follows:

1. Dakota Prairie is a Delaware limited liability company with its principal office in Findlay, Ohio, and is authorized to do business in the State of North Dakota. A copy of the certificate of formation issued by the Delaware Secretary of State with respect to Dakota Prairie is attached hereto and marked as **Exhibit A**. A copy of a certificate of good standing issued by the

North Dakota Secretary of State with respect to Dakota Prairie is attached hereto and marked as **Exhibit B**. A copy of a certificate of good standing issued by the Delaware Secretary of State with respect to Dakota Prairie is attached hereto and marked as **Exhibit C**.

2. BOE South, LLC (“BOE”), f/k/a Lario Shipping, LLC, is a Kansas limited liability company with its principal office in Wichita, Kansas, and is authorized to do business in the State of North Dakota. A copy of the articles of organization issued by the Kansas Secretary of State with respect to BOE is attached hereto and marked as **Exhibit D**. On or about October 26, 2015, Lario changed its name to “BOE South, LLC”. A copy of the name change amendment filed with the Kansas Secretary of State is attached hereto and marked as **Exhibit E**. A copy of a certificate of good standing issued by the North Dakota Secretary of State with respect to BOE is attached hereto and marked as **Exhibit F**. A copy of a certificate of good standing issued by the Kansas Secretary of State with respect to BOE is attached hereto and marked as **Exhibit G**.

3. On December 30, 2013, the Certificate and Route Permits were jointly issued to Dakota Prairie and Lario in Case No. PU-13-799 before the Commission.

4. Dakota Prairie has acquired all of Lario’s right, title and interest in and to the Project.

5. Dakota Prairie agrees to assume the rights and obligations of Lario with respect to the Certificate and Route Permits, as well as the conditions and limitations set forth in the Findings of Fact, Conclusions of Law and Order, dated December 30, 2013, entered in Case No. PU-13-799 before the Commission, issuing the Certificate and Route Permits. *See* Affidavit of Richard Hastings, provided herewith.

6. Applicants seek the transfer of Lario’s interest in the Certificate and Route Permits to Dakota Prairie.

WHEREFORE, Applicants respectfully request that the Commission, following publication of a notice of opportunity for a public hearing in the official newspaper in Stark County, North Dakota, and, unless there is both a request by an interested person and showing of good cause:

1. Grant, without a public hearing, a transfer of Certificate of Corridor Compatibility Number 151 and Route Permit Number 162 and Route Permit Number 163 to Dakota Prairie Refining, LLC; and
2. Grant such other relief as the Commission shall deem appropriate.

Dated this 31st day of March, 2020.

FREDRIKSON & BYRON, P.A.



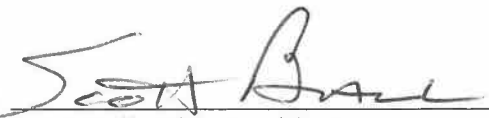
By: _____

Lawrence Bender, ND Bar #03908
1133 College Drive, Suite 1000
Bismarck, ND 58501-1215
Telephone: (701) 221-8700
lbender@fredlaw.com

Attorneys for Dakota Prairie Refining, LLC

BOE SOUTH, LLC, f/k/a Lario Shipping, LLC


By: _____


Scott Ball, Vice President

STATE OF Kansas)
COUNTY OF Sedgwick) ss.

Scott Ball, of lawful age, being first duly sworn, on oath deposes and says:


That he is the Vice President of BOE South, LLC, f/k/a Lario Shipping, LLC, in the foregoing application; that he executed the foregoing application for and on behalf of said Applicant and in such capacity that he has read said application and knows the contents thereof, and that the statements made and contained therein are, to the best of his knowledge and belief, true and correct.



Scott Ball

Subscribed and sworn to before me this 30 day of March, 2020.





Notary Public
My Commission Expires: 8-31-2022

Delaware

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The First State

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 "DAKOTA PRAIRIE REFINING, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2013, AT 6:14 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5275015 8100
SR# 20202244022

Authentication: 202623187
Date: 03-19-20

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

Exhibit A

CERTIFICATE OF FORMATION
OF
DAKOTA PRAIRIE REFINING, LLC

This Certificate of Formation of Dakota Prairie Refining, LLC, a Delaware limited liability company (the "LLC"), is being duly executed and filed under the Delaware Limited Liability Company Act (6 Delaware Code §18-101, et. seq.).

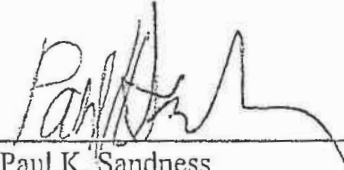
FIRST. The name of the limited liability company is Dakota Prairie Refining, LLC.

SECOND. The address of the registered office of the LLC in the state of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the state of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on January 28, 2013.

By: _____


Paul K. Sandness
Authorized Person

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of DAKOTA PRAIRIE REFINING, LLC

SOS Control ID#: 0000125146

Certificate #: 018117826

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

DAKOTA PRAIRIE REFINING, LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective February 6, 2013. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

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

DATE: March 26, 2020

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

Alvin A. Jaeger
Secretary of State

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DAKOTA PRAIRIE REFINING, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MARCH, A.D. 2020.



5275015 8300

SR# 20202244022

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 in a small font.


Authentication: 202623183

Date: 03-19-20

Exhibit C

474-173-2

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**ARTICLES OF ORGANIZATION
OF
LARIO SHIPPING, LLC**

The undersigned for the purpose of forming a limited liability company under the Kansas Revised Limited Liability Company Act, K.S.A. 17-7662, et seq. (hereinafter called the "Act"), hereby adopt the following Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is Lario Shipping, LLC (hereinafter called "Company").

ARTICLE II

Registered Office and Resident Agent

The address of the registered office in the State of Kansas is 8301 E. 21st Street North, Suite 450, Wichita, Kansas 67206, and the name of the Resident Agent at that address is Jack Scott McInteer.

ARTICLE III

Liability to Third Parties; Property of Members

Except as otherwise provided by the Act or by the Operating Agreement, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company and no member or manager shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a member or acting as the manager of the Company. The private property or assets of the members shall not to any extent whatsoever be subject to the payment of the debts of the Company.

ARTICLE IV

Taxation

It is the intent of these Articles and the Operating Agreement to create a Limited Liability Company which is taxed by the United States for income tax purposes as a partnership if more than one member and as a sole proprietorship if only one member. These Articles and the

Operating Agreement shall be so construed and any provision not consistent with that intent shall be deemed modified so as to be consistent therewith and any restriction or requirement necessary to fulfill that intent which is omitted is deemed incorporated herein by reference. This Article shall operate continuously in regard to any applicable law, rule or regulation as it may be adopted, amended or repealed from time to time.

ARTICLE V
Amendment

These Articles of Organization may be amended by agreement of a majority in interest of the members except that any amendment which has the effect of discriminating against any member or group of members or which would alter the tax treatment of this Company as a partnership or sole proprietorship shall require the unanimous agreement of all members.

IN TESTIMONY WHEREOF, I have hereunto set my name this 12th day of August, 2013.


Rick Scott McInteer, Organizer

KANSAS SECRETARY OF STATE
NON-CERTIFIED WEB COPY
3/19/2020 7:29:09 AM

Office of the Kansas Secretary of State

Name Change Amendment

Electronic File Stamp Information:

Filed

- Date: 10/26/2015
- Time: 11:43

1. Old Business Entity Name: LARIO SHIPPING, LLC
2. Business Entity I.D. Number: 4741732

The name of the business entity has been amended:

New Business Entity Name: BOE South, LLC

"I declare under penalty of perjury pursuant to the laws of the state of Kansas that the foregoing is true and correct."

Executed on the 26 of October , 2015 .

Gerald E. O'Shaughnessy
Authorized Person



I, Kris W. Kobach, Secretary of State of Kansas, do hereby certify that this is the true and correct copy of the original document filed electronically on 26 of October , 2015.

Kris W. Kobach

To validate the authenticity of this electronically certified document please visit, <https://www.kansas.gov/sos-namechange/validation.do>. Enter the following authentication code: 56552

KRIS W. KOBACH
Secretary of State



STATE OF KANSAS

Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

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10/26/2015

RE: BOE South, LLC

Business Entity I.D. Number: 4741732

A Name Change amendment was filed electronically for the above referenced business entity in the Business Services Division of the Kansas Secretary of State's office on 10/26/2015.

Sincerely,

Business Services Division
Office of the Kansas Secretary of State

State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of BOE SOUTH, LLC

SOS Control ID#: 0000130437

Certificate #: 018083428

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

BOE SOUTH, LLC

a Limited Liability Company - Business - Foreign was formed under the laws of KANSAS and filed with this office effective August 26, 2013. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

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

DATE: March 19, 2020

A handwritten signature in black ink, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

STATE OF KANSAS
OFFICE OF
SECRETARY OF STATE
SCOTT SCHWAB

I, SCOTT SCHWAB, Secretary of State of the state of Kansas, do hereby certify, that according to the records of this office.

Business Entity ID Number: 4741732

Entity Name: BOE SOUTH, LLC

Entity Type: DOM: LTD LIABILITY COMPANY

State of Organization: KS

Resident Agent: JACK SCOTT MCINTEER

Registered Office: 8301 E. 21ST STREET NORTH SUITE 450, WICHITA, KS 67206

was filed in this office on August 12, 2013, and is in good standing, having fully complied with all requirements of this office.

No information is available from this office regarding the financial condition, business activity or practices of this entity.



In testimony whereof I execute this certificate and affix the seal of the Secretary of State of the state of Kansas on this day of March 26, 2020

SCOTT SCHWAB
SECRETARY OF STATE

Certificate ID: 1129904 - To verify the validity of this certificate please visit <https://www.kansas.gov/bess/flow/validate> and enter the certificate ID number.