CROWLEY | FLECK
ATTORNEYS

Casey A. Furey
100 West Broadway, Suite 250
P.O. Box 2798
Bismarck, ND 58502-2798
701.223.6585
cfurey@crowleyfleck.com

July 25, 2022

Via Electronic Mail & Hand Delivery

Mr. Steve Kahl
Executive Director
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480
ndpsc@nd.gov

In re: Joint Transfer Application – Certificate of Corridor Compatibility & Route Permit
Tesoro High Plains Pipeline Company LLC and Bakken Oil Express, LLC
Our File No. 090532-000009

Dear Mr. Kahl:

Please find enclosed five copies of the following documents for filing with the Commission:

- Tesoro High Plains Pipeline Company LLC and Bakken Oil Express, LLC's Joint Application for Transfer of Certificate of Corridor Compatibility and Route Permit and corresponding Exhibit Nos. 1-6;

- Notice of Appearance designating Casey A. Furey and Wade C. Mann, Crowley Fleck PLLP, as attorneys of record for Tesoro High Plains Pipeline Company LLC in the above-referenced matter.

Please feel free to contact me with any questions. Thank you.

Sincerely,

Casey A. Furey

CAF/lh
Enc.

cc: Wade Mann (via email); Darren Snow, Tesoro (via email); Cris Castillo, Tesoro (via email); Maria Mendoza, Tesoro, (via email); Jack McInteer, BOE (via email); Cherry Lahar, BOE (via email)

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

In the matter of the Joint Application of Tesoro High Plains Pipeline Company LLC and Bakken Oil Express, LLC for Transfer of Certificate of Corridor Compatibility and Route Permit	**Case No. PU-22-___**

JOINT APPLICATION FOR TRANSFER OF CERTIFICATE OF CORRIDOR COMPATIBILITY AND ROUTE PERMIT

Pursuant to N.D.C.C. Chapter 49-22.1 and N.D. Admin. Code Article 69-06, Tesoro High Plains Pipeline Company LLC ("Tesoro") and Bakken Oil Express, LLC ("BOE") (collectively, "Applicants") hereby submit this Joint Application for Transfer of First Amended Certificate of Corridor Compatibility No. 150 and First Amended Route Permit No. 161 ("Application"), issued to Bakken Oil Express, LLC in Case No. PU-13-825.

I. Statutory Authority

The transfer of a certificate of corridor compatibility is authorized under N.D.C.C. § 49-22.1-04 and N.D. Admin. Code § 69-06-01-02(4). Pursuant to N.D. Admin. Code § 69-06-01-02(4) and N.D.C.C. § 49-22.1-10(2), the North Dakota Public Service Commission ("Commission") shall publish notice of opportunity for a public hearing on such application for transfer once in the official newspaper of each county in which the corridor and route are located. The Commission is not required to hold a public hearing on such transfer unless there is both a request by an interested person, and a showing of good cause. N.D.C.C. § 49-22.1-10(2).

II. Background

In Case No. PU-13-825, the Commission adopted Findings of Fact, Conclusions of Law and Order dated December 30, 2013 issuing Certificate of Corridor Compatibility No. 150 and Route Permit No. 161 to BOE for the construction, operation, and maintenance of an approximately 38-mile, 16-inch diameter crude oil pipeline and associated facilities originating at a truck unloading and pumping facility in Dunn County near Killdeer, North Dakota, and terminating at a rail loading and storage facility located southeast of Dickinson, in Stark County, North Dakota (the "Pipeline"). Subsequent to the December 30, 2013 Order, BOE submitted a modification request to increase the diameter of the Pipeline from 16-inches to 20-inches along a four-mile segment extending from the Pipeline's terminus. On February 26, 2014, in Case No. PU-13-825, the Commission adopted Findings of Fact, Conclusions of Law and Order granting the modification request and issued BOE First Amended Certificate of Corridor Compatibility No. 150 and First Amended Route Permit No. 161 to BOE (collectively, the "Certificates"). The Commission's December 30, 2013 and February 26, 2014 Findings of Fact, Conclusions of Law and Order in Case No. PU-13-825 are collectively referred to as the "Order" hereinafter.

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

Applicants respectfully request the transfer of the Certificates from BOE to Tesoro, and state as follows:

1. Tesoro is a Delaware limited liability company with its principal place of office in 200 East Hardin Street, Findlay, OH 45840, and is authorized to do business in the State of North Dakota. The corporate documents of Tesoro are attached hereto in accordance with N.D. Admin. Code § 69-02-02-04(3)(a). Attached hereto as **Exhibit 1**, is a certified copy of Tesoro's Certificate of Formation from the State of Delaware. A Certificate of Good Standing from the Delaware

Secretary of State is attached hereto as **Exhibit 2,** and a Certificate of Good Standing from the North Dakota Secretary of State is attached hereto as **Exhibit 3**.

2. BOE is a North Dakota limited liability company authorized to do business in the State of North Dakota. The corporate documents of BOE are attached. Attached hereto as **Exhibit 4**, is a certified copy of BOE's Certificate of Formation from the North Dakota Secretary of State. A Certificate of Good Standing from the North Dakota Secretary of State is also attached hereto as **Exhibit 5**.

3. The Applicants entered into a certain purchase and sale agreement ("PSA") for Tesoro's purchase of the Pipeline. The transaction between Tesoro and BOE closed in May 2022.

4. Pursuant to the terms of the PSA, Applicants seek transfer of the Certificates from BOE to Tesoro.

5. Tesoro owns and operates an existing underground petroleum gathering and mainline pipeline system that extends from eastern Montana to Mandan, North Dakota. Tesoro also owns pipeline infrastructure that extends across western North Dakota northward to the United States Canadian International Border. Tesoro has the financial and technical qualifications to own and operate the Pipeline. Tesoro agrees to assume the rights and obligations of BOE with respect to the Certificates for the Pipeline, and to comply with the terms and conditions of the Certificates and Order. *See* **Exhibit 6**, Affidavit of Darren Snow, Operations Director, North West Area of Tesoro, attached hereto.

Applicants seek authorization for the transfer and reissuance of the Certificates from BOE to Tesoro and respectfully request that the Commission:

1. Deem this Application complete and publish a notice of opportunity for public hearing once in the official newspaper of Dunn and Stark Counties, North Dakota;

2. Grant the transfer of First Reissued Certificate of Corridor Compatibility No. 150 and First Reissued Route Permit No. 161 from Bakken Oil Express, LLC to Tesoro High Plains Pipeline Company LLC and reissue the certificate and permit in the name of Tesoro High Plains Pipeline Company LLC; and,
3. Grant such other relief as the Commission shall deem appropriate.

Dated this 21 day of June, 2022.

Tesoro High Plains Pipeline Company LLC

By: _____
Darren Snow
Operations Director, North West Area

STATE OF NORTH DAKOTA)
) ss.
COUNTY OF Burleigh)

Subscribed and sworn before me on this 21st day of June, 2022, by Darren Snow, known to me to be the Operations Director, North West Area, of the limited liability company that is described in and that executed the within instrument, and acknowledged to me that such limited liability company executed the same.

LISA BERCIER
Notary Public
State of North Dakota
My Commission Expires Jan 31, 2023

_____
Notary Public
My Commission Expires: Jan 31, 2023

Dated this 21st day of July, 2022.

Bakken Oil Express, LLC

By: Michael O'Shaughnessy
Name: Michael O'Shaughnessy
Position: Manager

STATE OF Kansas)
) ss.
COUNTY OF Sedgwick)

Subscribed and sworn before me on this 21st day of July, 2022, by Michael O'Shaughnessy known to me to be the Manager of the limited liability company that is described in and that executed the within instrument, and acknowledged to me that such limited liability company executed the same.

CHERRY R LAHAR
NOTARY
8-31-26
PUBLIC
STATE OF KANSAS

Cherry R. Lahar
Notary Public
My Commission Expires: 8-31-2026

Delaware

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 INCORPORATION OF "TESORO HIGH PLAINS PIPELINE COMPANY LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JULY, A.D. 2001, AT 2:30 O`CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

3416709 8100
SR# 20222648248

Authentication: 203750085
Date: 06-23-22

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

EXHIBIT
1

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:30 PM 07/20/2001
010354442 - 3416709

CERTIFICATE OF INCORPORATION
OF
TESORO NORTH WOODS COMPANY

1. The name of the corporation is:

TESORO NORTH WOODS COMPANY

2. The address of its registered offices in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of all classes of stock which the corporation shall be authorized to issue is one thousand (1,000) shares of common stock, $1.00 par value.

5. A director of the corporation is not liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that this article does not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the General Corporation Law of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

6. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by written ballot.

7. The name and mailing address of the incorporator is:

Charles S. Parrish
300 Concord Plaza Drive
San Antonio, Texas 78216

I, the undersigned, as incorporator and for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 20th day of July, 2001.

Charles S. Parrish

share\wplegsh\bylaws\tsonorthwoodseocertofinc.wpd

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TESORO HIGH PLAINS PIPELINE COMPANY 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 TWENTY-THIRD DAY OF JUNE, A.D. 2022.

Jeffrey W. Bullock, Secretary of State

3416709 8300

SR# 20222648248

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

Authentication: 203656351

Date: 06-23-22

EXHIBIT

2

State of North Dakota
SECRETARY OF STATE

Certificate of Good Standing
of
TESORO HIGH PLAINS PIPELINE COMPANY LLC

SOS Control ID#: 0000067761

Certificate #: 021923729

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

TESORO HIGH PLAINS PIPELINE COMPANY LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective August 1, 2001. 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: June 7, 2022

Alvin A. Jaeger
Secretary of State

EXHIBIT
3

State of North Dakota
SECRETARY OF STATE

Certified Copies
of
BAKKEN OIL EXPRESS, LLC

SOS Control ID#: 0000096124

Certificate #: 021934530

I hereby certify on this date, June 9, 2022, that this is a true and correct copy of 4 pages as taken from the records of this office.

Alvin A. Jaeger
Secretary of State

Image ID	Filing Description
A0216-3890	Initial Filing
A0257-2491	Registered Agent/Office Statement of Change (by entity)
A0262-7438	Articles of Amendment
A0476-1968	Registered Agent/Office Statement of Change (by entity)

EXHIBIT
4

NORTH DAKOTA BUSINESS OR FARMING LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION

SECRETARY OF STATE
SFN 58701 (07-2008)

RECEIVED
SEP 09 2009
SEC. OF STATE

FOR OFFICE USE ONLY

ID Number: 26,044,900 LLC	
WO Number: 611857	
Filed: 9-10-09	By: NS

FILING FEE: $ 135.00

ATTACHMENT: Initial Report for Farming or Ranching is required of limited liability companies engaged in farming or ranching.

TYPE OR PRINT LEGIBLY

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.

The undersigned natural persons of the age of eighteen years or more, acting as organizers, adopt the following Articles of Orgnization according to:

(check one)
- [x] North Dakota Limited Liability Company Act (North Dakota Century Code, Chapter 10-32) (for general business purposes)
- [ ] North Dakota Corporate or Limited Liability Company Farming Act (North Dakota Century Code, Chapter 10-06.1)

Article 1. Name of Limited Liability Company
EDOG Logistics, LLC

Article 2.A. Name of commercial registered agent in North Dakota

OR

2.B. Name of noncommercial registered agent in North Dakota
James M. Angerer

2.C. Address of noncommercial registered agent in North Dakota: (Street/RR, PO Box, City, State, Zip+4) **May not be only a post office box.**
1857 8th Street West, Dickinson, North Dakota 58601

Article 3. *The Limited Liability Company shall be effective*

(check one)
- [x] When filed with the Secretary of State
- [ ] Later on _____ (month, day, year)

Article 4. The existence of the limited liability company shall be perpetual, OR

Article 5. Purposes for which the Limited Liability Company is organized are general business purposes, OR

Article 6. Other provisions elected for inclusion

Article 7. The name and address of each organizer

NAME	COMPLETE MAILING ADDRESS Street/RR	PO Box	City	State	Zip+4
Robert J. Angerer, Sr.	28 1st Avenue West	PO Box 1154	Dickinson,	ND	58602

"The above named organizers, have read the foregoing Articles of Organization, know the contents, and believe the statements made therein to be true. I further authorize the Secretary of State to correct Articles 2. A. or 2. B. if not correctly reflected."

Signature Robert J. Angerer, Sr	Date 9/8/09
Signature	Date
Signature	Date
Name of person to contact about this document: Robert J. Angerer, Sr	E-Mail Address [redacted]	Daytime telephone and extension, if any

FOR OFFICE USE ONLY

ID Number 26,044,900	
WO Number 787095	
Filed 6-1-11	By LVD

COMMERCIAL OR NONCOMMERCIAL REGISTERED AGENT/OFFICE STATEMENT OF CHANGE

SECRETARY OF STATE
SFN 13019 (08-09)

RECEIVED
MAY 23 2011
SEC. OF STATE

1. **FILING FEE: $10.00**

NO FEE: To change the address resulting from a postal reassignment, rezoning, or 911 address implementation

TYPE OR PRINT LEGIBLY **SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS**

For reference, see North Dakota Century Code, Chapter 10-01.1.

2. Name of the organization (cooperative association, corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership, or real estate investment trust)

EDOG LOGISTICS, LLC

3. Federal ID Number [redacted]

4.A. Name of **commercial** registered agent in North Dakota

C T Corporation System

OR

4.B. Name of **noncommercial** registered agent in North Dakota (or new name of current noncommercial registered agent)

5A. New address of the noncommercial registered agent named in number 4B (It cannot only be a post office box; it must include the noncommercial registered agent's physical address in North Dakota.) If applicable for mailing purposes, a post office box can be added to the physical address.

Physical Address PO Box

City State Zip

B. Change of address is: (check one)

- [x] Appointment of a new commercial or noncommercial registered agent.
- [ ] New location for current noncommercial registered agent
- [ ] Postal reassignment, rezoning, or implementation of 911 address.

C. Is the address in number 5a the same address as the principal place of business for the organization named in number 2?

[ ] Yes [x] No

6. If a new commercial registered agent or a new noncommercial registered agent has been named in number 4A or 4B, an officer, manager, or other individual authorized by the organization named in number 2 may sign the following certification. If only the address of the current noncommercial registered agent is changing or the noncommercial registered agent has changed their name, then the noncommercial registered agent may sign the certification.

"As required by state law, I certify that:

- The new commercial registered agent or new noncommercial registered agent named in number 4A or 4B, if applicable, was appointed by a resolution as required by state law , and was adopted by the governing structure of the organization named in number 2;
- The new address in number 5A, if applicable, for the current or newly appointed noncommercial registered agent is the same address where the noncommercial registered agent can be located during normal business hours;
- The undersigned has read the foregoing statements, knows the contents thereof and believes same to be true;
- The undersigned is authorized to sign the statement; and
- The Secretary of State is authorized to correct numbers 2, 4A, and 4B if not correctly reflected."

Signature

Gerald E. O'Shaughnessy, Manager

Date May 13, 2011

7. Name of person to contact about this document

Jack Scott McInteer

[redacted]

Daytime Phone Number (with extension if applicable) [redacted]

BUSINESS / FARM / PROFESSIONAL LIMITED LIABILITY COMPANY ARTICLES OF AMENDMENT

SECRETARY OF STATE
SFN 58703 (07-2008)

FOR OFFICE USE ONLY
ID Number: 26044900 LLC
WO Number: 815056
Filed: 8-26-11 By: MOH

RECEIVED
AUG 22 2011
SEC. OF STATE

FILING FEE: $50.00

TYPE OR PRINT LEGIBLY — SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.

1. The name of the limited liability company as reflected in the Articles of Organization on file with the Secretary of State
EDOG Logistics, LLC

2. [redacted]er

3. Telephone Number
(316) 262-4000

4. Complete mailing address of the principal place of business: (Street/RR, PO Box, City, State, Zip+4)
8301 E. 21st Street North, Suite 450, Wichita, KS 67206

5. Toll-Free Number
(888) 883-3739

6. The following amendment has been adopted pursuant to the provisions of the North Dakota Limited Liability Company Act, N.D.C.C., Chapter 10-32

Article 1, Name of Limited Liability Company, of the Articles of Organization is amended to read as follows:

Article 1, Name of Limited Liability Company

Bakken Oil Express, LLC

7. The manner in which an exchange, reclassification, division, combination, or cancellation of membership interests is effected

☑ Membership interests not affected.

8. The amendment shall be effective: (check one)

☑ When filed with the Secretary of State ☐ Later on _____ (month, day, year)

9. "The undersigned, a person authorized by the limited liability company to sign this amendment, has read the foregoing Articles of Amendment, knows the contents thereof, and believes the statements made thereon to be true. I further authorize the Secretary of State to correct numbers 1 and 6 if not correctly reflected."

Signature: Jack Scott McInteer

Date: August 22, 2011

10. Name of person to contact about this document
Jack Scott McInteer

E-Mail Address
[redacted]

Daytime Telephone number

RECEIVED
JUL 26 2018
SEC. OF STATE

1467168

Statement of Change
Of
Commercial Registered Agent

In accordance with N.D. Cent. Code, § 10-01.1-10, the following commercial registered agent provides notice of its new address.

1. Name of Agent: C T Corporation System
2. Old Address: 314 E. Thayer Avenue, Bismarck, ND 58502-4018
3. New Address: 120 W Sweet Ave., Bismarck, ND 58504-5566
4. The commercial registered agent will promptly notify each represented entity of the change of address.
5. This document is effective upon filing.
6. Proper payment has been made.

(Signature)

7/25/18
(Date)

NORTH DAKOTA
Filed 7-30 2018
Secretary of State
DH

State of North Dakota
SECRETARY OF STATE

Certificate of Good Standing
of
BAKKEN OIL EXPRESS, LLC

SOS Control ID#: 0000096124

Certificate #: 021926322

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

BAKKEN OIL EXPRESS, LLC

a Limited Liability Company - Business - Domestic was formed under the laws of NORTH DAKOTA and filed with this office effective September 10, 2009. 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: June 8, 2022

Alvin A. Jaeger
Secretary of State

EXHIBIT
5

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

In the matter of the Joint Application of Tesoro High Plains Pipeline Company LLC and Bakken Oil Express, LLC for Transfer of Certificate of Corridor Compatibility and Route Permit	**Case No. PU-22-___**

AFFIDAVIT OF DARREN SNOW

STATE OF NORTH DAKOTA)
) ss.
COUNTY OF Burleigh)

Darren Snow, under oath, states as follows:

1. I am more than eighteen years of age, competent to testify as a witness, and make this affidavit based on my personal knowledge and belief as to the facts set forth within.

2. I am the Operations Director, North West Area, for Tesoro High Plains Pipeline Company LLC ("Tesoro"). I have the authority to bind Tesoro to the commitments herein and make this affidavit in support of the Joint Application of Tesoro and Bakken Oil Express, LLC for Transfer of First Amended Certificate of Corridor Compatibility No. 150 and First Amended Route Permit No. 161.

3. I am familiar with the Commission's Findings of Fact, Conclusions of Law and Order in Case No. PU-13-825 dated December 30, 2013 and February 26, 2014 (collectively, the "Order") issuing Bakken Oil Express, LLC ("BOE") Certificate of Corridor Compatibility No. 150 and Route Permit No. 161, as amended (collectively, the "Certificates").

4. Tesoro owns and operates an existing underground petroleum gathering and mainline pipeline system that extends from eastern Montana to Mandan, North Dakota. Tesoro also owns pipeline infrastructure that extends across western North Dakota northward to the United States Canadian International Border. Tesoro has the financial and technical qualifications to own and operate the pipeline sited in Case No. PU-13-825.

5. Tesoro agrees to assume the rights and obligations of BOE with respect to the Certificates and to comply with the terms and conditions of the Certificates and Order.

EXHIBIT
6

Dated this 21 day of June, 2022.

Tesoro High Plains Pipeline Company LLC

By: Darren Snow
Darren Snow
Operations Director, North West Area

Subscribed and sworn to before me this 21st day of June, 2022.

Lisa Bercier
Notary Public
My Commission Expires: Jan 31, 2023

LISA BERCIER
Notary Public
State of North Dakota
My Commission Expires Jan 31, 2023