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August 14, 2023

Via Hand Delivery and Electronic Mail

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 and Route Permit
Wildrose Pipeline Company LLC and Hawthorn Oil
Transportation (North Dakota), Inc.
Our File No. 075440-000001**

Dear Mr. Kahl:

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

- Wildrose Pipeline Company LLC and Hawthorn Oil Transportation (North Dakota), Inc.'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, Crowley Fleck PLLP, as attorney of record for Wildrose Pipeline Company LLC in the above-referenced matter.

Pursuant to N.D.C.C. § 49-22.1-21(4), a check in the amount of \$600.00 is also enclosed for the Commission's administrative filing fee. The original cost of the project is set forth in Case No. PU-09-153, Docket No. 2.

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

Sincerely,

/s/ Casey A. Furey

Casey Furey

Enc.

cc: Mike Brady (via email)

Chris Boulanger (via email)

Phil Carroll (via email)

Philip A. Lamsens (via email)

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

**In the matter of the Joint Application of
Wildrose Pipeline Company LLC and
Hawthorn Oil Transportation (North
Dakota), Inc. for Transfer of Certificate
of Corridor Compatibility No. 110 and
Route Permit No. 120**

Case No. PU-23-___

**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, Wildrose Pipeline Company LLC (“Wildrose Pipeline”) and Hawthorn Oil Transportation (North Dakota), Inc. (“Hawthorn Oil”) (collectively, “Applicants”) hereby submit this Joint Application for Transfer of Certificate of Corridor Compatibility No. 110 and Route Permit No. 120 (“Application”), issued to Hawthorn Oil in Case No. PU-09-153.

I. Statutory Authority

The transfer of a certificate of corridor compatibility and route permit are 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); N.D. Admin. Code § 69-06-01-02(4).

II. Background

In Case No. PU-09-153, the Commission adopted Findings of Fact, Conclusions of Law and Order dated December 10, 2009 (the "Order"), issuing Certificate of Corridor Compatibility No. 110 ("Certificate") and Route Permit No. 120 ("Permit") to Hawthorn Oil for the construction, operation, and maintenance of an approximately 6-mile-long, 8-inch diameter crude oil pipeline with associated facilities and pipeline interconnections in Mountrail County, North Dakota ("Pipeline"). Subsequently, on May 28, 2014, in Case No. PU-14-256, Hawthorn Oil filed a Certification pursuant to then existing N.D.C.C. § 49-22-03(3) for the construction of a second crude oil pipeline within the existing corridor certificated under Certificate of Corridor Compatibility No. 110. Ultimately, the second pipeline proposed in Case No. PU-14-256 was not constructed.

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

Applicants respectfully request the transfer of the Certificate and Permit from Hawthorn Oil to Wildrose Pipeline, and state as follows:

1. Wildrose Pipeline is a Delaware limited liability company with its principal office in Denver, Colorado and is authorized to do business in the State of North Dakota.
2. Wildrose Pipeline's Certificate of Formation from the Delaware Secretary of State is attached hereto as **Exhibit 1**. Current certified copies of Wildrose Pipeline's Certificates of Good Standing are filed with this Application in accordance with N.D. Admin. Code § 69-02-02-04(3)(a). Wildrose Pipeline's 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**.

3. Wildrose Pipeline states that it has the financial and technical qualifications to own and operate the Pipeline in a similar manner as the Pipeline has been successfully owned and operated by Hawthorn Oil. Wildrose Pipeline is a wholly-owned subsidiary of Pivotal Energy Partners USA, Inc. (“Pivotal Energy Partners”). Pivotal Energy Partners is an energy infrastructure company operating in Canada and the United States focused on crude oil and natural gas liquid midstream operations. Pivotal Energy Partners has been working in North Dakota since 2021 with producers and terminal operators to maximize net backs and revenues through infrastructure projects, transportation, and marketing services. *See Exhibit 4*, Affidavit of Christopher Boulanger, President of Wildrose Pipeline, attached hereto.

4. Current Certificates of Good Standing for Hawthorn Oil from the Delaware and North Dakota Secretaries of State are attached hereto as **Exhibit 5** and **Exhibit 6**, respectively.

5. The Applicants entered into a certain purchase and sale agreement (“PSA”) for the purchase of the Pipeline. The transaction between the Applicants closed on August 4, 2023. Pursuant to the terms of the PSA, Applicants seek transfer of the Certificate and Permit from Hawthorn Oil to Wildrose Pipeline.

6. Wildrose Pipeline agrees to assume the rights and obligations of Hawthorn Oil with respect to the Certificate and Permit for the Pipeline, and to comply with the terms and conditions of the Certificate, Permit, and Order. *See Exhibit 4*.

Therefore, Applicants seek authorization for the transfer and reissuance of the Certificate and Permit from Hawthorn Oil to Wildrose Pipeline 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 Mountrail County, North Dakota;

2. Grant the transfer of Certificate of Corridor Compatibility No. 110 and Route Permit No. 120 from Hawthorn Oil Transportation (North Dakota), Inc. to Wildrose Pipeline Company LLC;
3. Transfer and reissue the aforementioned Certificate and Permit in the name of Wildrose Pipeline Company LLC; and,
4. Grant such other relief as the Commission shall deem appropriate.


Dated this 11th day of August, 2023.

Wildrose Pipeline Company LLC

By: 

Christopher Boulanger
President

**Hawthorn Oil Transportation (North
Dakota), Inc.**

DocuSigned by:

By: _____
Name: D. Lance Terveen
Title: Sr. Vice President Marketing Operations

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 FORMATION OF "WILDROSE PIPELINE COMPANY LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 2023, AT 2:44 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7529034 8100
SR# 20232828775

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

Authentication: 203607502
Date: 06-23-23



CERTIFICATE OF FORMATION
OF
WILDROSE PIPELINE COMPANY LLC

This Certificate of Formation of Wildrose Pipeline Company LLC (the “LLC”) has been duly executed and is being filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-201, et seq.).

FIRST: The name of the limited liability company formed hereby is: Wildrose Pipeline Company LLC.

SECOND: The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center 1209 Orange Street, Wilmington, Delaware 19801, in the City of Wilmington, County of New Castle.

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, Corporation Trust Center 1209 Orange Street, Wilmington, Delaware 19801, in the City of Wilmington, County of New Castle.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of this 22nd day of June, 2023.

By: /s/ Diego Villarreal

Diego Villarreal
Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:44 PM 06/22/2023
FILED 02:44 PM 06/22/2023
SR 20232828775 - File Number 7529034

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILDROSE 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 SEVENTEENTH DAY OF JULY, A.D. 2023.



7529034 8300

SR# 20233008813

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.

Authentication: 203763246

Date: 07-17-23



State of North Dakota SECRETARY OF STATE



Certificate of Good Standing of Wildrose Pipeline Company LLC

SOS Control ID#: 0006343147

Certificate #: 023875931-1

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

Wildrose Pipeline Company LLC

a Limited Liability Company - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective August 1, 2023. 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: August 1, 2023

Handwritten signature of Michael Howe in black ink.

Michael Howe
Secretary of State

EXHIBIT
3

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

**In the matter of the Joint Application of
Wildrose Pipeline Company LLC and
Hawthorn Oil Transportation (North
Dakota), Inc. for Transfer of Certificate
of Corridor Compatibility No. 110 and
Route Permit No. 120**

Case No. PU-23-___

AFFIDAVIT OF CHRISTOPHER BOULANGER

STATE OF Colorado)
) ss.
COUNTY OF Arapahoe)


Christopher Boulanger, 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 President of Wildrose Pipeline Company LLC (“Wildrose Pipeline”). I have the authority to bind Wildrose Pipeline to the commitments herein and make this affidavit in support of the Joint Application of Wildrose Pipeline and Hawthorn Oil Transportation (North Dakota), Inc. (“Hawthorn Oil”) for Transfer of Certificate of Corridor Compatibility No. 110 (“Certificate”) and Route Permit No. 120 (“Permit”) issued by the Commission for the construction, operation, and maintenance of an approximately 6-mile-long, 8-inch diameter crude oil pipeline with associated facilities and pipeline interconnections (“Pipeline”).



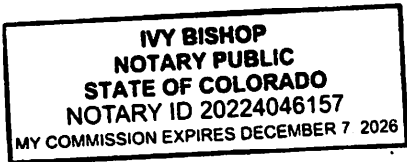
3. I am familiar with the Commission's Findings of Fact, Conclusions of Law and Order dated December 10, 2009 in Case No. PU-09-153 ("Order"), issuing Hawthorn Oil the Certificate and Permit for the Pipeline.
4. Wildrose Pipeline and Hawthorn Oil entered into a certain purchase and sale agreement ("PSA") for the purchase of the Pipeline. The transaction between the Applicants closed on August 4, 2023. Pursuant to the terms of the PSA, the Applicants seek transfer of the Certificate and Permit from Hawthorn Oil to Wildrose Pipeline.
5. Wildrose Pipeline has the financial and technical qualifications to own and operate the Pipeline in a similar manner as the Pipeline has been successfully owned and operated by Hawthorn Oil. Wildrose Pipeline is a wholly-owned subsidiary of Pivotal Energy Partners USA, Inc. ("Pivotal Energy Partners"). Pivotal Energy Partners is an energy infrastructure company operating in Canada and the United States focused on crude oil and natural gas liquid midstream operations. Pivotal Energy Partners has been working in North Dakota since 2021 with producers and terminal operators to maximize net backs and revenues through infrastructure projects, transportation, and marketing services.
6. Wildrose Pipeline agrees to assume the rights and obligations of Hawthorn Oil with respect to the Certificate and Permit, and to comply with the terms and conditions of the Certificate, Permit, and Order.

Dated this 8 day of August, 2023.

By: 

Christopher Boulanger
Wildrose Pipeline Company LLC
President

Subscribed and sworn to before me this 8 day of August, 2023.



A handwritten signature in black ink, appearing to be "Ivy Bishop", written over a horizontal line.

Notary Public

My Commission Expires: 12/7/2026

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HAWTHORN OIL TRANSPORTATION (NORTH DAKOTA), INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JULY, A.D. 2023.



4653139 8300

SR# 20233035802

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.

Authentication: 203784190

Date: 07-19-23



State of North Dakota SECRETARY OF STATE



Certificate of Good Standing of HAWTHORN OIL TRANSPORTATION (NORTH DAKOTA), INC.

SOS Control ID#: 0000093462

Certificate #: 023819125-1

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

HAWTHORN OIL TRANSPORTATION (NORTH DAKOTA), INC.

a Corporation - Business - Foreign was formed under the laws of DELAWARE and filed with this office effective March 5, 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: July 19, 2023

A handwritten signature in black ink that reads "Michael Howe".

Michael Howe
Secretary of State

