

Before the Nebraska Public Service Commission

In the Matter of the Application

of

**TransCanada Keystone Pipeline LP
For Route Approval of Keystone XL
Pipeline Project, Pursuant to *MOPSA***

Intervenors:

**Susan Dunavan and William Dunavan,
Bartels Farms, Inc.
Johnnie Bialas and Maxine Bialas,
Bonnie Brauer,
James Carlson and Christine Carlson,
Timothy Choat, Gary Choat Farms LLC,
and Shirley Choat Farms, LLC,
CRC, Inc.,
Daniel A. Graves and Joyce K. Graves,
Patricia A. Grosserode a/k/a Patricia A.
Knust,
Terri Harrington,
Donald C. Loseke and Wanda G. Loseke,
Arla Naber and Bryce Naber,
Mary Jane Nyberg,
Kenneth Prosofski and Karen Prosofski,
Edythe Sayer,
Dan Shotkoski and Clifford Shotkoski,
Leonard Skoglund and Joyce Skoglund,
John F. Small and Ginette M. Small,
Deborah Ann Stieren and Mary Lou
Robak,
Jim Tarnick,
Terry J. Van Housen and Rebecca Lynn
Van Housen,
Donald D. Widga,**

**Byron Terry “Stix” Steskal and Diana
Steskal,
Allpress Brothers, LLC,
Germaine G. Berry,
Karen G. Berry,**

**Application No: OP-003
(Filed by Applicant on 2/16/17)**

**Landowner Intervenors’ Motions to
Compel Responses to Their**

1st Set of Interrogatories;

1st Set of Requests for Production;

2nd Set of Interrogatories;

2nd Set of Requests for Production;

1st Set of Requests for Admissions;

3rd Set of Interrogatories;

3rd Set of Requests for Production;

4th Set of Interrogatories;

4th Set of Requests for Production; and

2nd Set of Requests for Admissions;

**Cheri G. Blocher and Michael J. Blocher,
L.A. Breiner and Sandra K. Breiner,
Jerry Carpenter and Charlayne Carpenter,
CHP 4 Farms, LLC,
Larry D. Cleary,
Jeanne Crumly and Ronald C. Crumly,
Ken Dittrich,
Lloyd Z. Hipke and Vencille M. Hipke.
R. Wynn Hipke and Jill Hipke,
Richard Kilmurry and Bonnie Kilmurry,
Rosemary Kilmurry,
Beverly Krutz and Robert Krutz,
LJM Farm, LLC,
Carol Manganaro,
Frankie Maughan and Sandra Maughan,
Beverly Miller and Earl Miller,
Edna Miller and Glen Miller,
Milliron Ranch, LLC,
Frank C. Morrison and Lynn H. Morrison,
Larry D. Mudloff, J.D. Mudloff, and Lori
Mudloff,
Constance Myers a/k/a Constance Ramold,
Nicholas Family Limited Partnership,
Ann A. Pongratz and Richard J. Pongratz,
Donald Rech,
Schultz Brothers Farms, Inc.,
Connie Smith and Verdon Smith,
Joshua R. Stelling,
Richard Stelling and Darlene Stelling,
Todd Stelling and Lisa Stelling,
Arthur R. Tanderup and Helen J.
Tanderup,
TMAG Ranch, LLC,
Tree Corners Farm, LLC,
Dave Troester and Sharyn Troester,
and
Gregory Walmer and Joanne Walmer,**

Intervenors,

For their Motions to Compel Landowner Intervenor state as follows:

1. On May 15, 2017, TransCanada responded to Landowner Intervenor's 1st Set of Interrogatories, 1st Set of Requests for Production, 2nd Set of Interrogatories, 2nd Set of Requests for Production; and 1st Set of Requests for Admission predominately with objections, partial responses, or with responses that failed to directly answer or respond to the discovery posed.

2. Here as Attachment #1 is a true and accurate copy of TransCanada's Responses to Landowner Intervenor's 1st Set of Interrogatories and 1st Set of Requests for Production.

3. Here as Attachment #2 is a true and accurate copy of TransCanada's Responses to Landowner Intervenor's 2nd Set of Interrogatories and 2nd Set of Requests for Production;

4. Here as Attachment #3 is a true and accurate copy of TransCanada's Responses to Landowner Intervenor's 1st Set of Requests for Admission.

5. The Commission has broad discretion and authority in these proceedings to consider numerous factors, including but not limited to the following, when analyzing whether or not any proposed route is in the "public interest" and the Commission does not have to approve any route whatsoever:

5.1. (a) Whether the pipeline carrier has demonstrated compliance with all applicable state statutes, rules, and regulations and local ordinances;

5.2. (b) Evidence of the impact due to intrusion upon natural resources and not due to safety of the proposed route of the major oil pipeline to the natural resources of Nebraska, including evidence regarding the irreversible and irretrievable commitments of land areas and connected natural resources and the depletion of beneficial uses of the natural resources;

5.3. (c) Evidence of methods to minimize or mitigate the potential impacts of the major oil pipeline to natural resources;

- 5.4. (d) Evidence regarding the economic and social impacts of the major oil pipeline;
 - 5.5. (e) Whether any other utility corridor exists that could feasibly and beneficially be used for the route of the major oil pipeline;
 - 5.6. (f) The impact of the major oil pipeline on the orderly development of the area around the proposed route of the major oil pipeline;
 - 5.7. (g) The reports of the agencies filed, [only if requested by the PSC] from:
 - 5.7.1. the Department of Environmental Quality,
 - 5.7.2. the Department of Natural Resources,
 - 5.7.3. the Department of Revenue,
 - 5.7.4. the Department of Roads,
 - 5.7.5. the Game and Parks Commission,
 - 5.7.6. the Nebraska Oil and Gas Conservation Commission,
 - 5.7.7. the Nebraska State Historical Society,
 - 5.7.8. the State Fire Marshal, and
 - 5.7.9. the Board of Educational Lands and Funds; and
 - 5.8. (h) The views of the governing bodies of the counties and municipalities in the area around the proposed route of the major oil pipeline.
6. Purpose of MOPSA¹:
- 6.1. Ensure the welfare of Nebraskans, including protection of property rights, aesthetic values, and economic interests;
 - 6.2. Consider the lawful protection of Nebraska's natural resources in determining the location of routes of major oil pipelines within Nebraska; and

¹ <http://nebraskalegislature.gov/laws/statutes.php?statute=57-1402> (1)

6.3. Ensure that the location of routes for major oil pipelines is in compliance with Nebraska law.

7. Given the foregoing and the wide range of potential considerations and the incredibly high bar Applicant has for satisfying each and every of the foregoing, discovery in this matter is by its very nature wide-ranging and encompasses many areas. The discovery objected to by TransCanada is reasonably calculated to at least lead to the discovery of some admissible evidence on one or more of the above factors and all requests to compel below should be granted.

8. Landowner Intervenor move the Commission to compel and order TransCanada to fully and completely respond to the following Interrogatories No.'s in Attachment #1:

8.1. "interested witnesses" - 29, 30, 31, 32

8.1.1. Bias is a key question in this matter and all Applicant employee witnesses should be fully transparent with all of their past, current, and future likelihood of economic gain for their favorable testimony at the Hearing. They are each personally vested in the outcome of the party with the burden of proof and are therefore open to question about said economic and other bias that may affect their testimony.

8.2. "economic impact" "general welfare" "economic interest" - 33, 34, 35, 36, 37, 38

8.2.1. Applicant claims its proposed KXL pipeline will have various economic benefits to Nebraska and the few counties where it is proposed to be located, therefore Applicant has opened the door for any inquiry into the actual dollars it has spent and is likely to spend in Nebraska related to its pipeline. This information is also necessary to show bias as to any rebuttal witness Applicant may proffer at the time of the Hearing who may have directly or indirectly benefited from "gifts" or

“donations” such as equipment or vehicles etc. that TransCanada either made directly or indirectly.

8.3. “your definition” “your belief” “your understanding” - 40, 42, 43, 44, 46, 47, 48, 50, 100, 105

8.3.1. These Interrogatories seek to uncover Applicants definition, belief, and or understanding of certain facts or elements. Discovering what Applicant believe is likely to lead to the discovery of relevant information. What Applicant believes no doubt formed the basis of its entire Application submission and will form the basis of any relevant testimony by it at the time of the Hearing. These Interrogatories do not seek a legal interpretation or to “invade the province of the Public Services Commission” Landowner Intervenors did not ask – what TransCanada thinks the law means we simply want to know what TransCanada itself, the Applicant, believes. Further see TransCanada’s response to No. 49 – they respond as to Keystone I because the know such inquiry is likely to lead to the discovery of admissible evidence but fail to respond to KXL which is the subject of the Application – see No. 48. See also No. 57 where TransCanada responds to what it believes is an inaccurate statement of law rather than hiding fully behind a frivolous objection.

8.4. “relevant facts” – 41

8.4.1. Landowner Intervenors pose the relevant inquiry to Applicant who bears the burden of proof to state the “facts you believe are determinative in answering the question whether or not your proposed Keystone XL pipeline is within the “public interest” of the State of Nebraska.” Inquiry as to what facts Applicant believes support or will assist in in satisfying its

burden of proof are clearly relevant grounds for inquiry. Their response underlies the many deficiencies in their Application as it fails to address all the factors the Commission is to weigh and consider.

8.5. “I-90 Corridor” – 53, 54

8.5.1. A portion of TransCanada’s Alternative I-90 Corridor route either parallels or closely parallels Keystone I and twining or closely paralleling Keystone I with Keystone XL is a possibility the Commission could require. Further, comparisons between alternative possible routes within Nebraska are relevant as to determine what route(s), if any, are more or less or at all in the “public interest” – the entire purpose of these proceedings. The fact that TransCanada prefers to enter Nebraska in Keya Paha county is irrelevant to the Commissions inquiry of whether or not a separate utility corridor, i.e. Keystone I Corridor, may be more appropriate for the routing of Keystone XL.

8.6. “Relevant Comparisons to Keystone I” – 55, 56

8.6.1. Keystone I is a near identical project as to the proposed Keystone XL and inquiry into what actually exists in Keystone I is relevant and likely to lead to the discovery of admissible evidence as to KXL.

8.7. “State Statutes” – 58, 59, 62, 63

8.7.1. This is a specific requirement of MOPSA and relevant inquiry for this commission. If Applicant is unwilling or unable to specifically list the laws which it must follow then it has failed to meet its burden of proof and its application must be denied.

8.8. “Rules” – 66, 67, 70, 71

8.8.1. This is a specific requirement of MOPSA and relevant inquiry for this commission. If Applicant is unwilling or unable to specifically list the laws which it must follow then it has failed to meet its burden of proof and its application must be denied.

8.9. “Regulations” – 74, 75, 78, 79, 80, 81

8.9.1. This is a specific requirement of MOPSA and relevant inquiry for this commission. If Applicant is unwilling or unable to specifically list the laws which it must follow then it has failed to meet its burden of proof and its application must be denied.

8.10. “Local Ordinances” – 82, 83, 86, 87, 88, 89

8.10.1. This is a specific requirement of MOPSA and relevant inquiry for this commission. If Applicant is unwilling or unable to specifically list the laws which it must follow then it has failed to meet its burden of proof and its application must be denied.

8.11. “Spill or Leak” – 90 through 99 inclusive

8.11.1. TransCanada’s Application for its proposed KXL pipeline extensively discusses spills and leaks. If this was not a relevant inquiry for the Commission to make then why did Applicant spend so much time in its Application discussing foreseeable spills and leaks. Applicant clearly acknowledges the relevance of this inquiry and anticipated it in its Application. TransCanada’s Application is 403 pages long. The following pages of the Application discuss “spill” or “leak” in the context of construction, maintenance, and or operation of the proposed KXL as they seek to have it routed in Nebraska: 30, 31, 34, 35, 46, 57, 84 aka Appendix C5, 95 aka

Appendix D7, 97 aka Appendix D9, 105 aka Appendix D17, 106 aka Appendix D18, 107 aka Appendix D19, 108 aka Appendix D20, 109 aka Appendix D21, 110 aka Appendix D22, 111 aka Appendix D23. Further, Federal Law does not preempt the PSC from reviewing, on behalf of Nebraska's citizens and stakeholders, the risks and impacts of potential spills and leaks when determining the most prudent and intelligent location, if any, of such a major oil pipeline across Nebraska. Any law of this state purportedly restricting the PSC in such a manner unconstitutionally limits the power of the very constitutional body that is charged with the responsibility on behalf of the entire State of Nebraska to site major oil pipelines. If the PSC is prohibited from considering the risk and impact of foreseeable and predicable spills and leaks of tar sands crude oil and other dangerous chemicals, who exactly is looking out for Nebraska's general welfare, property rights and the economic interests in this regard? Regardless of whether or not this may ultimately be offered and received at the time of the Hearing, that does not preclude discovery as to this topic at this time.

8.12. "TransCanada Spends Money in Nebraska" – 121

8.12.1. The Commission must evaluate the economic interests and impacts of any proposed route of the KXL pipeline as well as consider the general welfare of Nebraska and Nebraskans. TransCanada's argument in favor of its KXL pipeline is primarily centered around jobs and increase in tax revenue and general increase in "economic activity." Given Applicant's claims and arguments and that they state additional work would need to be done if they were to twin

Keystone XL with Keystone I, this inquiry is relevant to determine exactly what type of money has been spend and “economic activity” generated through past and current efforts of Applicant to obtain route approval so that we can discovery the relative increase in economic activity that would occur relative non-construction related employment and spending that Applicant would likely engage in should a route for location in an alternative utility corridor be the outcome of the PSC Hearing. We are entitled to have the full picture of economic benefit and monies spent directly into the Nebraska economy by way of employment associated with the KXL to present alternative testimony and evidence to Applicant and its expert Mr. Goss.

8.13. “KXL Necessity” – 122, 123, 124, 125, and 126-147 inclusive

8.13.1. It is difficult to image how a proposed route on, under, through, and across Nebraska of the proposed KXL pipeline is in the “public interest” if the route itself is not needed. TransCanada seems to suggest Nebraska “take one for the team” but fails to realize this is the Nebraska Public Service Commission which is review the Application in terms of Nebraska and has no duty to consider the interests, if any, of others in regards to what is the best for Nebraska and what is in Nebraska’s “public interest” therefore, we must have inquire into the lack of necessity and need of such a route within Nebraska or the Commission will be prevented from fully evaluating the Application and Applicant in reference to the numerous and broad factors of MOPSA.

8.14. “Keystone I necessity” – 148-158 inclusive

8.14.1. Landowner Intervenor incorporate the response above and by way of analogy of the current relevant Nebraska case study – Keystone I as it compares and can provide important parallels to the proposed Keystone XL.

9. Landowner Intervenor move the Commission to compel and order TransCanada to fully and completely respond to the following 1st Set of Requests for Production of Documents No.'s in Attachment #1:

9.1. Request No. 1 – seeks documents that formed the basis to TransCanada's responses to Interrogatories 1-147. This is clearly relevant and the objections should be stricken and Application should be require to fully produce all such documents. Further no privilege log was included to furnish the required information under Nebraska law for a party claiming a privilege and simply throwing out a privilege without substantiation via a privilege log is a waiver in and of itself. Full production of all documents should be compelled. As included in Landowner Intervenor's discovery requests: "If you claim any document is privileged, please identify the privilege claimed, and disclose sufficient information about the document to allow it to be identified, located, and to identify the privilege claimed, and the circumstances supporting your claim of privilege. Please furnish a privilege log or responses sufficient to make a *prima facie* claim that any privilege applies, identify the privilege asserted, and set forth information sufficient to ascertain its applicability, as required by *Greenwalt v. Wal-Mart Stores Inc.*, 253 Neb 32, 567 NW2d 560 (1997). If you object, please be informed that the procedure you use must comply with the requirements of *Schropp Industries, Inc., v. Washington County Atty's Office*, 281 Neb 152, 794 NW2d 685 (2011)." Further, TransCanada states in its response to No. 1 that "Keystone will produce any documents it

expressly referenced in its answers.” The request was not to only produce those documents TransCanada expressly referenced or choose to strategically mention – we want and are entitled to any and all documents Applicant relied upon or reviewed, etc, in any way to form their answers to No’s 1-147.

- 9.2. Request No. 2 & 3 – TransCanada objects because a timeframe is not limited, therefore, to speed this along, Landowner Intervenor request the Commission compel production of documents pursuant to its Request No. 2 & 3 for the time period of January 1, 2010 to present time in any way related to TransCanada’s proposed KXL pipeline.
- 9.3. Request No. 4 – Property Rights and Economic Interests are two of the key aspects the Commission will evaluate when reviewing whether or not the proposed KXL route(s) within Nebraska are in the public interest. Production of the value of the land in question, which will be found in the land and property Appraisals TransCanada has in its possession which can be easily placed on a CD or DVD and produced is paramount to and the cornerstone of relevant analysis concerning protection of property rights, economic interests, and tax revenue and impact.
- 9.4. Request No. 5 – Documents evidencing a commitment to ship product on the proposed KXL through Nebraska. There can be no more threshold question as to whether any proposed KXL route through, under, and across Nebraska is in the “public interest” than the question of whether or not any of the proposed routes are needed. It is impossible to serve the “public interest” if there is no interest in the proposed route for the proposed KXL pipeline. In fact, if TransCanada does not and cannot prove full commitment for the size and capacity of its proposed KXL through Nebraska, then it is

impossible for such a route to be in the “public interest.” Further and more to the point, the discovery process is an incredibly flexible and wide reaching process that only need to be reasonably calculated to lead to the discovery of admissible evidence. Such discovery here regarding commitments for the KXL may lead to discovery that reaches all of the many broad factors the Commission can consider. Further, TransCanada waived any objection as to privilege or confidential or trade secret etc. in its response and all documents should be produced outright. Alternatively, the Landowner Intervenor agree to maintain the confidentiality of such agreements, if any exist, subject to only use in these proceedings.

- 9.5. Request No. 5 (No. 6) – TransCanada communications regarding KXL. This request is highly relevant to all the many broad factors that the Commission can consider. Since there is no objection as to privilege that has been waived and Landowner Intervenor will agree to limit such request from January 1, 2010 to present time and where the communication was as to the proposed KXL within, on, under, through or across Nebraska.

10. Landowner Intervenor move the Commission to compel and order TransCanada to fully and completely respond to the following 2nd Set of Interrogatories No.’s in Attachment #2:

- 10.1. No. 162 – Applicant should be compelled to fully answer this interrogatory. It has not. For example see its responses to requests for admissions No’s. 95-112 which uniformly say “Deny. See Application.” That is not a specific statement of the denial – there is no explanation and further nowhere does TransCanada respond to the portion of the request seeing the identification of the specific facts and documents relieved upon. At the very least, rather than saying “see application’ TransCanada should have to identify

specifically the Section and page numbers and paragraphs that correspond to the answer. Applicant should have to supplement No 162 and reference each Request for Admission No's 1-145.

10.2. No. 163 – same as No. 162 above.

10.3. No. 164 – Spill Detection. See Response to 8.11.1 above.

11. Landowner Intervenor move the Commission to compel and order TransCanada to fully and completely respond to the following 2nd Set of Requests for Production of Documents No.'s in Attachment #2:

11.1. No. 7 - See Response in paragraph 10.1 above.

11.2. No. 8 - See Response to paragraph 10.1 above.

12. Landowner Intervenor move the Commission to compel and order TransCanada to fully and completely respond to the following 1st Set of Requests for Admissions No.'s in Attachment #3:

12.1. "Spill or leak" No's. 22-26, inclusive; and 29-49, inclusive. See Response to 8.11.1 above.

12.2. "I-90 Corridor Route within Nebraska" No. 53-56 inclusive; 59-60, inclusive; and 79-86, inclusive

12.2.1. Please see argument in paragraphs 5.5, 8.5.1, 8.6.1., above and 17.4.1 below.

12.3. No's. 95-112 – Responses as to what specific paragraphs of the Application apply to each answer should be provided. (See also related argument in paragraph 10.1 above.)

13. On Friday May 19, 2017 TransCanada responded to Landowner Intervenor's 3rd Set of Interrogatories, 3rd Set of Requests for Production, 4th Set of Interrogatories, 4th Set of Requests for Production; and 2nd Set of Requests for Admission predominately with objections, partial responses, or with responses that failed to directly answer or respond to the discovery posed.

14. Here as Attachment #4 is a true and accurate copy of TransCanada's Responses to Landowner Intervenor's 3rd Set of Interrogatories, 3rd Set of Requests for Production.

15. Here as Attachment #5 is a true and accurate copy of TransCanada's Responses to Landowner Intervenor's 4th Set of Interrogatories, 4th Set of Requests for Production.

16. Here as Attachment #6 is a true and accurate copy of TransCanada's Responses to Landowner Intervenor's 2nd Set of Requests for Admission.

17. Landowner Intervenor's move the Commission to compel TransCanada to fully and completely respond to the following Interrogatories No.'s in Attachment #4:

17.1. "Your Understanding" - No's 165-166

17.1.1. See paragraph 8.3.1 above

17.2. "Energy Needs" – No's 167-173 inclusive

17.2.1. TransCanada continually references Neb Rev Stat § 57-1403

(3) "The construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy." It is important to note this portion of MOPSA has a qualifier and that is "to meet the increasing need for energy." Therefore, unless it is proven there is such a need within Nebraska, a State without a specific increase in energy need that will be satisfied by the proposed route(s) of the proposed KXL pipeline would not be in the "public interest." Responses therefore to these Interrogatories must be supplemented.

17.3. "Property Rights" "Economic Interests, Purposes, Impacts" – No. 215

17.3.1. The document which governs the property rights of affected Landowners is the Easement and Right-of-Way Agreement and therefore, the language of that contract, the Easement, is

crucial to form an understanding of whether or not the proposed route(s) for KXL will ensure the welfare of Nebraskans, including protection of property rights and economic interests. The Commission must understand all aspects of Applicants proposed Easement and Right-of-Way Agreement. Interrogatory No. 215 must be compelled.

17.4. “I-90 Corridor Alternative A, B, and Twinning Keystone I” – No’s 181-190 inclusive; 201-203 inclusive

17.4.1. TransCanada overlooks the fact the Commission may evaluate and consider whether any OTHER utility corridor exists, i.e. is there any other location for the KXL pipeline that may be considered other than just what the Applicant wants. In this regard and for the same reasons articulated in paragraph 8.5.1 above, the portions of these Interrogatories regarding these Alternative Routes should be compelled.

17.5. “Finite Purpose” – No’s 217-218

17.5.1. See paragraphs 8.13.1 and 8.14.1. There is no route in the public interest and in the general welfare of Nebraska nor that protects the property rights of Nebraska or Nebraskans that requires landowners give up perpetual rights for a pipeline route that is for the shipment of a finite, non-perpetual, product like tar sands. These Interrogatories must be compelled.

17.6. “Landowner Treatment” – No’s 221-222

17.6.1. There is no route in the public interest and in the general welfare of Nebraska nor that protects the property rights of Nebraska or Nebraskans that is or has or will be obtained by the poor treatment of Nebraskans or through misrepresentation or deceit of any kind. Such behavior or

Applicant is relevant to the factors to be considered by the Commission.

17.7. “Terrorist Attack” – No. 223

17.7.1. Placing Nebraska and Nebraskans at greater potential negative risk or impact from potential Terrorist Attacks is not in the interest of the general welfare of Nebraska nor is it positive to social impacts. Intervenor Landowners and the Commission have the right to know whether or not and to what degree at all such impacts have or have not been considered by Applicant.

17.8. “Relevant Impacts” No’s 229-235 inclusive

17.8.1. These Interrogatories directly incorporate the exact factors to be considered by the Commission and Landowner Intervenor request Applicant be compelled to specifically identify what paragraphs of its Application apply to No. 229-235 inclusive rather than simply vaguely and over broadly referencing “Keystone incorporates the application...”

18. Landowner Intervenor move the Commission to compel TransCanada to fully and completely respond to the following Request for Production of Documents No.’s in Attachment #4:

18.1. No. 9 – See paragraph 9.1 above.

18.2. No. 11 – See paragraph 17.6.1 above. This is likely to lead to the discovery of admissible evidence that will impact factors related to the general welfare, property rights, and economic interests.

19. Landowner Intervenor move the Commission to compel TransCanada to fully and completely respond to the following Interrogatories No.’s in Attachment #5:

19.1. No.’s 237 and 238 - See paragraphs 9.1 and 10.1 above.

19.2. “Energy Security” – No. 240 and 241

- 19.2.1.Applicant contents it proposed route(s) would improve energy security. No. 240 and 241 request how Nebraska is currently deficient or energy insecure. If Nebraska is not energy insecure any claim by Applicant its proposed KXL pipeline would improve energy security is irrelevant for consideration.
- 19.3. “Alternative Corridors” - No.’s 246, 247, 251, 252, 253, 254, and 255
- 19.3.1.Applicant answered as to portions a) and b) of these Interrogatories but must be compelled as to c), d), and e). See argument at paragraphs 5.5, 8.5.1, and 17.4.1 above.
- 19.4. “Contracts to Ship on KXL” – No. 250
- 19.4.1. See argument at paragraph 9.4 above.
- 19.5. “Alternative Corridor and Application” – No.’s 256-264 inclusive
- 19.5.1. For these Interrogatories TransCanada objects to portions c), d), and e). See 19.3.1 above. For portions a) and b) TransCanada should be compelled to specifically identify the paragraphs of its Application that correspond to their answer rather than over broadly stating “Keystone’s application sets forth the answer...”
- 19.6. “Money paid for Easement Acquisition” – No. 271
- 19.6.1.Given the Commission must consider how and whether the proposed route(s) of KXL will ensure the welfare of Nebraskans, including protection of property rights and economic interests, it is critical to know the compensation being paid for such acquisition of property rights. This also is relevant to Applicant’s claims and the Goss Report regarding economic benefits and multiplier affects.
- 19.7. “Protection of Property Rights & General Welfare via Easement Terms and Language” – No.’s 272, 273, 274, 275

19.7.1. See paragraph 17.3.1 above. The Easement is the only document that spells out the rights, responsibilities, and restrictions related to the land in question on the proposed route(s) and these inquiries are reasonably calculated to lead to the discovery of admissible evidence concerning Property Rights and Economic Interests relevant to the Commissions review of the Application.

19.8. “Ownership of Applicant” – No.’s 285 – 290, inclusive

19.8.1. Ownership of Applicant is relevant to the broad factors to be considered by the Commission including ensuring the Welfare of Nebraskans, protection of property rights and economic interests. We must know who is behind the curtain.

19.9. “Financial Stability of Applicant” – No.’s 291 and 292

19.9.1. The Financial Stability of Applicant is relevant to the broad factors to be considered by the Commission including ensuring the Welfare of Nebraskans, protection of property rights and economic interests. These interests cannot be protected unless as a State we are certain Applicant has the financial ability and balance sheet capable of protecting property rights, paying for crop damage and other potential damages or impacts to the property, to natural resources, to land, water, soil, and the environment. Financial Stability is a key question for approval of a route that is proposed to exist in Nebraska perpetually and forever.

20. Landowner Intervenor move the Commission to compel TransCanada to fully and completely respond to the following Request for Production of Documents No.’s in Attachment #5:

20.1. No. 12 – See paragraph 9.1 above.

20.2. No. 14 and 15 – See paragraphs 8.13.1 and 9.4 above.

- 20.3. No. 19 – See paragraph 9.1 above.
- 20.4. “Financial Information” - No.’s 20 through 28
 - 20.4.1. Any proposed route can only be in the “public interest” if the broad and wide-ranging factors found throughout MOPSA are satisfied by applicant. These requests are reasonably calculated to lead to the discovery of admissible evidence in at least the areas of protection of property rights, economic interests and the general welfare.
- 20.5. “Privilege Log for all documents withheld” - No. 30
 - 20.5.1. Applicant stated a comprehensive Privilege Log would be produced but it has not.
- 20.6. “Prior Depositions by Applicant” - No. 31
 - 20.6.1. Given the broad and wide-ranging factors found throughout MOPSA that must be satisfied by applicant, it is likely and reasonably calculated that prior sworn statements by Applicant may lead to the discovery of admissible evidence and as such this request should be compelled.

21. Landowner Intervenor move the Commission to compel TransCanada to fully and completely respond to the following Requests for Admissions No.’s in Attachment #6:

- 21.1. “Agreements to use KXL” - No.’s 146-161 inclusive
 - 21.1.1. TransCanada forgets that no route for the KXL within, on, under, or through the State of Nebraska is in its public interest when weighed against the numerous broad factors for consideration under MOPSA if said route is to contain infrastructure that has no use and no purpose or a limited use or a limited purpose. The Commission does not have to approve any route for the proposed KXL. Need and necessity are critical inquiries to analyze when balancing the economic

interests, property right protection, and general welfare, among other factors, of Nebraska and Nebraskans. No route is in the public interest for a private for-profit proposed project that will not be used at all or will be minimally used. Additionally such information may lead to the discovery of admissible evidence. The Rules and reach of Discovery are extremely broad.

21.2. No.'s 169-172 inclusive

21.2.1. These are simple requests to lay foundation for certain documents at the time of the hearing. It is premature for Applicant to litigate admissibility of certain evidence. Applicant should be compelled to admit or deny the facts requested in these Requests 169-172.

21.3. No.'s 175-183 inclusive; 185 and 186

21.3.1. See reasons why discovery as to Easement and Right-of-Way terms is necessary and likely to lead to the discovery of admissible evidence in paragraphs 17.3.1 and 19.7.1 above.

21.4. "Utility Corridor" - No. 218

21.4.1. Please see argument in paragraphs 5.5, 8.5.1, 8.6.1., and 17.4.1 above.

22. For all of the reasons and arguments above and because discovery is broad and Landowner Intervenors have the right to discovery certain information that may or may not ultimately become evidence at the time of the hearing so long as there is some nexus to leading to the discovery of admissible evidence all of the foregoing requests should be sustained and Applicant should be ordered to supplement responses to each and every discovery request identified above. Landowner Intervenors also request any further relief the Commission deems reasonable and just under the circumstances.

May 22, 2017.

Susan Dunavan, et al., Intervenor,



By: _____

David A. Domina, #11043

Brian E. Jorde, #23613

Domina Law Group pc llo

2425 S. 144th Street

Omaha, NE 68144

(402) 493-4100

ddomina@dominalaw.com

bjorde@dominalaw.com

Certificate of Service

Pursuant to 291 *Neb Admin Code* § 015.01(b) and CMP 20(a), a copy of the foregoing is served upon Commission Legal Counsel and Lawyers of Record for Applicant as follows:

Nichole A. Mulcahy	nichole.mulcahy@nebraska.gov
--------------------	--

James G. Powers	jpowers@mcgrathnorth.com
-----------------	--------------------------

Patrick G Pepper	ppepper@mcgrathnorth.com
------------------	--------------------------

s/ Brian E. Jorde

Brian E. Jorde

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

IN THE MATTER OF THE APPLICATION)	APPLICATION NO. OP-0003
OF TRANSCANADA KEYSTONE)	
PIPELINE, LP FOR ROUTE APPROVAL OF)	
THE KEYSTONE XL PIPELINE PROJECT)	
PURSUANT TO THE MAJOR OIL)	
PIPELINE SITING ACT)	
)	
)	
Intervenors/Landowners)	
)	
Susan Dunavan and William Dunavan, et al.,)	
)	

**TRANSCANADA KEYSTONE PIPELINE, LP'S ANSWERS TO THE
INTERVENORS/LANDOWNERS' FIRST SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION**

COMES NOW TransCanada Keystone Pipeline, LP ("Keystone") and for its answers and responses to the Intervenors/Landowners Susan Dunavan, et al.'s ("Landowners") First Set of Interrogatories and Requests for Production states as follows:

GENERAL OBJECTIONS & RESERVATION OF RIGHTS

1. Keystone generally objects to the Landowners' First Set of Interrogatories and Requests for Production to the extent those discovery requests inquire into matters which are beyond the scope of the Public Service Commission's ("PSC") permitted inquiry under the Major Oil Pipeline Siting Act, Neb. Rev. Stat. § 57-1401, *et seq.* ("MOPSA"), which prevents regulation and evaluation of safety of major oil pipelines and pipeline facilities. *See* Neb. Rev. Stat. §§ 57-1403(1) (may not regulate safety of the major oil pipelines and pipeline facilities); 57-1407(4) (may not consider "risks or impacts of spills or leaks from major oil pipeline"); 291 N.A.C. § 023.01 (regulations do not intend to regulate safety as to major oil pipelines and pipeline facilities); 291 N.A.C. § 023.07 (Commission shall not evaluate safety considerations).

As expressly recognized in the PSC's February 16, 2017 notification of Keystone's Application for approval of the Preferred Route, MOPSA "prohibits the Commission from evaluating safety considerations, including the safety as to the design, installation, inspection, emergency plans and procedures, testing, construction, extension, operation, replacement, maintenance, and risk or impact of spills or leaks from the major oil pipeline" and the "Commission's review is limited to siting or choosing the route of the major oil pipeline." In view of this legal authority, all discovery requests seeking information beyond the scope of this proceeding as defined by Nebraska law are irrelevant, not likely to lead to the discovery of admissible evidence, unduly burdensome and overbroad.

2. Many of the Landowners' discovery requests seek to have Keystone justify that the Keystone XL Pipeline is in the public interest or define terms within MOPSA. As a matter of Nebraska state law, it has already been determined that "the construction of major oil pipelines [which includes Keystone XL] in Nebraska is in the public interest of Nebraska and the nation...." Neb. Rev. Stat. § 57-1403(3). As a matter of federal law, the Keystone XL Pipeline has also been determined to be in the national interest of the United States. *See* Presidential Permit dated March 23, 2017 and Executive Order 13337, 69 Fed. Reg. 25299 (2004). The issue in this proceeding is not whether the Keystone XL Pipeline itself is in the public interest but is whether the location of the Preferred Route in Nebraska is in the public interest. Keystone objects to the Landowners' questions which seek to invade the province of the PSC to determine if the location of the Preferred Route is in the public interest, and Keystone objects to the Landowners' discovery requests to the extent they ask that Keystone do so. Keystone will,

however, provide the Landowners and the PSC with facts proving the Preferred Route is in the public interest.

3. Keystone generally objects to the Landowners' First Set of Interrogatories and Requests for Production to the extent they purport to seek information pertaining to or in the possession of entities other than TransCanada Keystone Pipeline, L.P. or those acting on its behalf. Keystone is the entity which is applying for route approval from the PSC, and, as a result, discovery concerning other entities is beyond the scope of this proceeding, irrelevant, and not reasonably calculated to lead to the discovery of admissible evidence. Accordingly, the information set forth herein is provided only with respect to, and on behalf of, Keystone.

4. Keystone reserves the right to supplement the responses to these interrogatories and requests for production as it discovers additional information. Keystone is engaging in a reasonable search to collect documents, and it will produce the documents as the documents are located and identified as responsive.

INTERROGATORIES

Interrogatory No. 1. List the name, address, and contact information of each and every person who assisted in any way with any of the answers to any of the interrogatories in this 1st Set of Interrogatories to you.

Answer:

Meera Kothari
Manager, US Liquids Projects
TransCanada Corporation
700 Louisiana Street
Houston, TX 77002
Meera_kothari@transcanada.com
(832) 320-5000

Sandra Barnett
Environmental Specialist
TransCanada Corporation
700 Louisiana Street
Houston, TX 77002
Sandra_barnett@transcanada.com
(832) 320-5000

Nadine Busmann, Ph.D.
Manager, Indigenous Relations
450 1st Street SW, Rm. 1027
Calgary, AB CA T2P 5H1
Nadine_busmann@transcanada.com
(403) 920-4417

Jon Schmidt, Ph.D.
VP, Environmental and Regulatory Services
exp Energy Services, Inc.
1300 Metropolitan Boulevard
Tallahassee, FL 32308
Jon.schmidt@exp.com
(850) 385-5441

Erin Salisbury
Environmental Project Manager
exp Energy Services, Inc.
1300 Metropolitan Boulevard
Tallahassee, FL 32308
erin.salisbury@exp.com
(850) 385-5441

Jon Beaver
Project Manager, Ecologist and Reclamation
Specialist
Westech Environmental Services, Inc.
P.O. Box 6045
Helena, MT 59604
jbeaver@westech-env.com
(406) 442-0950

Paul Fuhrer
Project Manager, KXL Facilities
TransCanada Corporation
15318 California St.
Omaha, NE 68154
Paul_fuhrer@transcanada.com
(402) 492-3470

Ernie Goss, Ph.D.
Mac Allister Chair in Economics
Professor of Economics, Creighton University
5202 Burt St.
Omaha, NE 68132
ernieg@creighton.edu
(402) 280-4757

Tony Palmer
President, Keystone XL, Energy East &
Prince Rupert Gas Transmission
TransCanada Corporation
tony_palmer@transcanada.com

Michael B. Portnoy, P.G.
President & CEO
PEI
1414 West Sam Houston Pkwy N, Suite 170
Houston, TX 77043
mportnoy@pei-tx.com
(281)705-3926

Interrogatory No. 2. List the name, address, and contact information of each and every owner of TransCanada Keystone Pipeline LP as of January 1, 2010.

Answer:

TransCanada Keystone Pipeline GP, LLC
450- 1st Street SW
Calgary, AB T2P 5H1

TransCanada Keystone Pipeline, LLC
450-1st Street SW
Calgary, AB T2P 5H1

Interrogatory No. 3. List the name, address, and contact information of each and every limited partner of TransCanada Keystone Pipeline LP as of January 1, 2010.

Answer:

TransCanada Keystone Pipeline, LLC
450- 1st Street SW
Calgary, AB T2P 5H1

Interrogatory No. 4. List the name, identity, and contact information and percentage of ownership of the general partner of TransCanada Keystone Pipeline LP as of January 1, 2010.

Answer:

TransCanada Keystone Pipeline GP, LLC
450- 1st Street SW
Calgary, AB T2P 5H1

TransCanada Keystone Pipeline GP, LLC owns 0.0200 percent of TransCanada Keystone Pipeline, LP.

Interrogatory No. 5. List the name, address, and contact information of each and every owner of TransCanada Keystone Pipeline LP as of January 1, 2011.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 6. List the name, address, and contact information of each and every limited partner of TransCanada Keystone Pipeline LP as of January 1, 2011.

Answer:

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 7. List the name, identity, and contact information and percentage of ownership of the general partner of TransCanada Keystone Pipeline LP as of January 1, 2011.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline GP, LLC owns 0.0200 percent of TransCanada Keystone Pipeline, LP.

Interrogatory No. 8. List the name, address, and contact information of each and every owner of TransCanada Keystone Pipeline LP as of January 1, 2012.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 9. List the name, address, and contact information of each and every limited partner of TransCanada Keystone Pipeline LP as of January 1, 2012.

Answer:

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 10. List the name, identity, and contact information and percentage of ownership of the general partner of TransCanada Keystone Pipeline LP as of January 1, 2012.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline GP, LLC owns 0.0200 percent of TransCanada Keystone Pipeline, LP.

Interrogatory No. 11. List the name, address, and contact information of each and every owner of TransCanada Keystone Pipeline LP as of January 1, 2013.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 12. List the name, address, and contact information of each and every limited partner of TransCanada Keystone Pipeline LP as of January 1, 2013.

Answer:

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 13. List the name, identity, and contact information and percentage of ownership of the general partner of TransCanada Keystone Pipeline LP as of January 1, 2013.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline GP, LLC owns 0.0200 percent of TransCanada Keystone Pipeline, LP.

Interrogatory No. 14. List the name, address, and contact information of each and every owner of TransCanada Keystone Pipeline LP as of January 1, 2014.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 15. List the name, address, and contact information of each and every limited partner of TransCanada Keystone Pipeline LP as of January 1, 2014.

Answer:

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 16. List the name, identity, and contact information and percentage of ownership of the general partner of TransCanada Keystone Pipeline LP as of January 1, 2014.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline GP, LLC owns 0.0200 percent of TransCanada Keystone Pipeline, LP.

Interrogatory No. 17. List the name, address, and contact information of each and every owner of TransCanada Keystone Pipeline LP as of January 1, 2015.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 18. List the name, address, and contact information of each and every limited partner of TransCanada Keystone Pipeline LP as of January 1, 2015.

Answer:

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 19. List the name, identity, and contact information and percentage of ownership of the general partner of TransCanada Keystone Pipeline LP as of January 1, 2015.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline GP, LLC owns 0.0200 percent of TransCanada Keystone Pipeline, LP.

Interrogatory No. 20. List the name, address, and contact information of each and every owner of TransCanada Keystone Pipeline LP as of January 1, 2016.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 21. List the name, address, and contact information of each and every limited partner of TransCanada Keystone Pipeline LP as of January 1, 2016.

Answer:

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 22. List the name, identity, and contact information and percentage of ownership of the general partner of TransCanada Keystone Pipeline LP as of January 1, 2016.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline GP, LLC owns 0.0200 percent of TransCanada Keystone Pipeline, LP.

Interrogatory No. 23. List the name, address, and contact information of each and every owner of TransCanada Keystone Pipeline LP as of January 1, 2017.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 24. List the name, address, and contact information of each and every limited partner of TransCanada Keystone Pipeline LP as of January 1, 2017.

Answer:

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 25. List the name, identity, and contact information and percentage of ownership of the general partner of TransCanada Keystone Pipeline LP as of January 1, 2017.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline GP, LLC owns 0.0200 percent of TransCanada Keystone Pipeline, LP.

Interrogatory No. 26. List the name, address, and contact information of each and every owner of TransCanada Keystone Pipeline LP as of the date you answered this Interrogatory.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 27. List the name, address, and contact information of each and every limited partner of TransCanada Keystone Pipeline LP as of the date you answered this Interrogatory.

Answer:

TransCanada Keystone Pipeline, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

Interrogatory No. 28. List the name, identity, and contact information and percentage of ownership of the general partner of TransCanada Keystone Pipeline LP as of the date you answered this Interrogatory.

Answer:

TransCanada Keystone Pipeline GP, LLC
700 Louisiana Street
Suite 700
Houston, Texas 77002-2700

TransCanada Keystone Pipeline GP, LLC owns 0.0200 percent of TransCanada Keystone Pipeline, LP.

Interrogatory No. 29. Describe in detail the annual salary of any TransCanada employee who provided sworn testimony as found within your application No OP-003 as filed by you in February 2017, with the Public Service Commission, as of the date of their sworn testimony.

Answer: Keystone objects to this interrogatory because it seeks information which is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence, and this interrogatory is intended to harass and intimidate witnesses.

Interrogatory No. 30. Describe in detail the number of shares of stock held within any publicly-traded company under the umbrella of TransCanada or for any subsidiary or related company as of the date of the sworn testimony of any TransCanada employee who provided sworn testimony as found within your application No. OP-003 as filed by you in February 2017, with the Public Service Commission, as of the date of their sworn testimony.

Answer: Keystone objects to this interrogatory because it seeks information which is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence, and this interrogatory is intended to harass and intimidate witnesses.

Interrogatory No. 31. List the total amount of retirement funds in any account to which the employer(s) of any such individual, who provided sworn testimony as found within your application No. OP-003 as filed by you in February 2017 with the Public Service Commission, contributes to such account.

Answer: Keystone objects to this interrogatory because it seeks information which is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence, and this interrogatory is intended to harass and intimidate witnesses.

Interrogatory No. 32. Specifically detail the terms and the amount of compensation paid, at any time, to any witness who provided sworn testimony as included in your Application No. OP-003 as filed with this Commission in February of 2017 for their work on your behalf or in any related function.

Answer: Keystone objects to this interrogatory because it seeks information which is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence, and this interrogatory is intended to harass and intimidate witnesses. Subject to and without waiving these objections, pursuant to Neb. Ct. R. Disc. § 6-333(c), documents reflecting the compensation to non-employee witnesses are produced with these responses.

Interrogatory No. 33. Specifically detail every dollar that you or any company working in concert, or on your behalf, has spent on advertising or marketing purposes of any kind within the State of Nebraska from January 1, 2010 to the present date and to who, whom, what, or where those dollars were spent, allocated, gifted, or donated.

Answer: Keystone objects to this interrogatory because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The interrogatory is also overbroad and unduly burdensome.

Interrogatory No. 34. Specifically detail every dollar that you or any company working in concert, or on your behalf, has spent on advertising or marketing purposes of any kind within the State of Nebraska prior to January 1, 2010 and to who, whom, what, or where those dollars were spent, allocated, gifted, or donated.

Answer: Keystone objects to this interrogatory because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The interrogatory is also overbroad and unduly burdensome.

Interrogatory No. 35. Specifically detail any non-cash in-kind donations, contributions, or gifts of any kind including, but not limited to, equipment, trucks, scholarships, sponsorships, or any other similar contributions that you or any company working in concert, or on your behalf, has spent within the State of Nebraska from January 1, 2010, to the present date.

Answer: Keystone objects to this interrogatory because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The interrogatory is also overbroad and unduly burdensome.

Interrogatory No. 36. Specifically detail any non-cash in-kind donations, contributions or gifts of any kind including, but not limited to, equipment, trucks, scholarships, sponsorships, or any other similar contributions that you or any company working in concert, or on your behalf, has spent within the State of Nebraska prior to January 1, 2010.

Answer: Keystone objects to this interrogatory because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The interrogatory is also overbroad and unduly burdensome.

Interrogatory No. 37. List the name, address, and contact information and whether such person or entity is currently under contract with you or any company related to you or under the TransCanada umbrella or network of associated or related companies, corporations, or entities who has ever lobbied in support of the KXL Pipeline or efforts in any way related to or beneficial to your pursuit of the KXL pipeline, within the State of Nebraska or to any elected or appointed official of any kind with any role within Nebraska government at level, be it local, county, or state, from January 1, 2010, to the present time.

Answer: Keystone objects to this interrogatory because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The interrogatory is also overbroad and unduly burdensome.

Interrogatory No. 38. List the name, address, and contact information and whether such person or entity is currently under contract with you or any company related to you or under the TransCanada umbrella or network of associated or related companies, corporations, or entities, who has ever lobbied in support of other KXL Pipeline or efforts in any way related

to or beneficial to your pursuit of the KXL pipeline, within the State of Nebraska or to any elected or appointed official of any kind with any role within Nebraska government at level, be it local, county, or state, prior to January, 1, 2010.

Answer: Keystone objects to this interrogatory because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The interrogatory is also overbroad and unduly burdensome.

Interrogatory No. 39. Specially describe each and every factor that you believe is to be considered by the Public Service Commission in its evaluation of the question of whether or not your proposed Keystone XL Pipeline is within the “public interest” of the State of Nebraska. For any such factor that you believe is codified in law, cite specifically to that law or statute.

Answer: This interrogatory seeks to have Keystone justify that the Keystone XL Pipeline is in the public interest or define terms within MOPSA. As a matter of Nebraska state law, it has already been determined that “the construction of major oil pipelines [which includes Keystone XL] in Nebraska is in the public interest of Nebraska and the nation....” Neb. Rev. Stat. § 57-1403(3). As a matter of federal law, the Keystone XL Pipeline has also been determined to be in the national interest of the United States. *See* Presidential Permit dated March 23, 2017; Executive Order 13337, 69 Fed. Reg. 25299 (2004). The issue in this proceeding is not whether the Keystone XL Pipeline itself is in the public interest but is whether the location of the Preferred Route in Nebraska is in the public interest. Keystone objects to the Landowners’ questions which seek to invade the province of the PSC to determine if the location of the Preferred Route is in the public interest, and Keystone objects to this interrogatory to the extent it asks that Keystone do so. Keystone also objects because this interrogatory is overbroad, vague, and does not seek information regarding whether the Preferred Route is in the public interest.

To the extent this interrogatory is interpreted to seek information regarding whether the Preferred Route is in the public interest, Keystone refers to all of the factors listed in Keystone’s Application and Neb. Rev. Stat. § 57-1407(4).

Interrogatory No. 40. What is your definition of “public interest” as that term applies to your burden of proof regarding your Application No. OP-003 to the Nebraska Public Service Commission.

Answer: Keystone objects to the interrogatory because the meaning of words in a statute (i.e. “public interest”) is a question of law and, therefore, it is exclusively within the province of the Public Service Commission to define that term consistent with its plain meaning. *See*

TracFone Wireless, Inc. v. Nebraska Public Service Com'n., 279 Neb. 426, 431 (2010). Keystone's Application provides its evidence of why the Preferred Route is in the public interest.

Interrogatory No. 41. Specifically describe in detail each fact you believe may be determinative in answering the question of whether or not your proposed Keystone XL Pipeline is within the "public interest" of the State of Nebraska. For each fact listed please identify each and every portion of your application that corresponds to such fact or supports such fact and the each and every witness that you will call to testify as to each such fact.

Answer: Keystone objects because whether the Keystone XL Pipeline is in the public interest has been determined as a matter of state and federal law. *See* Neb. Rev. Stat. § 57-1403(3) and Presidential Permit (March 23, 2017). To the extent this question is interpreted to mean whether the Preferred Route is in the public interest, Keystone incorporates by reference its Application which is structured to comply with application requirements listed in Neb. Rev. Stat. § 57-1405 and proves the route is in the public interest in accordance with Neb. Rev. Stat. § 57-1407.

Interrogatory No. 42. In the context of your Application No. OP-003, what do you believe "economic purpose" means?

Answer: Keystone objects to the interrogatory because the meaning of words in a statute is a question of law and, therefore, it is exclusively within the province of the Public Service Commission to define that term consistent with its plain meaning. *See TracFone Wireless, Inc. v. Nebraska Public Service Com'n.*, 279 Neb. 426, 431 (2010). Subject to and without waiving this objection, the economic benefit of the Preferred Route is detailed in Section 19 of the Application. It includes increased employment, tax revenue to state and local governmental units, the purchase of power from public power sources, and increased economic activity within the state and the local economies associated with the construction, operation and maintenance of the pipeline.

Interrogatory No. 43. Given that Nebraska has the authority as a sovereign state to protect its land and natural resources for economic purposes for the benefit of its residents and future generations of Nebraskans, please specifically describe your understanding of each and every "economic purpose" that is to be considered by the Public Service Commission.

Answer: Keystone objects to the interrogatory to the extent it seeks to invade the province of the Public Service Commission; the PSC's authority and purpose are described in MOPSA and this interrogatory presents an incomplete hypothetical. The economic purposes to be considered by the Public Service Commission are to be determined by the Public Service

Commission based upon the evidence presented, including the entirety of Keystone's Application and evidence, and Keystone's evidence regarding the economic benefit is primarily explained in Section 19 of its Application.

Interrogatory No. 44. Given that Nebraska has the authority as a sovereign state to protect its land and natural resources for economic purposes for the benefit of its residents and future generations of Nebraskans, please specifically describe what you believe each and every "economic purpose" is that the Keystone XL Pipeline would serve in Nebraska.

Answer: Keystone objects to the interrogatory to the extent it seeks to invade the province of the Public Service Commission; the PSC's authority and purpose are described in MOPSA and this interrogatory presents an incomplete hypothetical. The economic purposes to be considered by the Public Service Commission are to be determined by the Public Service Commission based upon the evidence presented, including the entirety of Keystone's Application and evidence, and Keystone's evidence regarding the economic benefit is primarily explained in Section 19 of its Application.

Interrogatory No. 45. Specifically describe in detail each and every "economic purpose" of Nebraska you believe your current Keystone I Pipeline has served and quantify each.

Answer: Keystone Mainline has been a valuable addition to Nebraska's state and local economies. Keystone has paid millions of dollars in taxes which have been used by state and local government units to fund government operations. Keystone has employed many individuals within the State of Nebraska, who have benefited from the work associated with the construction, maintenance, and operation of the Keystone Mainline Pipeline. The Keystone Mainline has also caused an increase in economic activity through the state and in the counties where it is located. The Keystone Mainline Pipeline has also provided a reliable transportation source for the importation of oil for the nations' economy and energy security.

Interrogatory No. 46. In the context of your Application No. OP-003, what do you believe "aesthetic purpose" means?

Answer: Keystone objects because the meaning of words in a statute is a question of law. See *TracFone Wireless, Inc. v. Nebraska Public Service Com'n.*, 279 Neb. 426, 431 (2010). According to MOPSA, Nebraska has the authority as a sovereign state to protect its land and natural resources for aesthetic purposes through approval or disapproval of the route of a major oil pipeline, so long as it does not regulate in the area of safety as to the design, installation, inspection, emergency plans and procedures, testing, construction, extension, operation, replacement, and maintenance. Here, the Keystone XL Pipeline is an underground pipe, which,

therefore, has little impact on the aesthetics of property, which is currently primarily rural agricultural land and will remain primarily rural agricultural land following construction.

Interrogatory No. 47. Given that Nebraska has the authority as a sovereign state to protect its land and natural resources for aesthetic purposes for the benefit of its residents and future generations of Nebraskans, please specifically describe your understanding of each and every “aesthetic purpose” that is to be considered by the Public Service Commission.

Answer: Keystone objects to this interrogatory because by presenting an incomplete hypothetical it seeks to invade the province of the Public Service Commission’s authority to make decisions based upon the statutorily-defined scope of its authority in MOPSA. Keystone recognizes that beauty (or aesthetics) is in the eye of the beholder, but Keystone notes that its proposed pipeline is primarily below ground and should have no adverse impact on the current aesthetic purpose of the property through which it will cross. Any above-ground facilities are necessary to the operation of the pipeline.

Interrogatory No. 48. Given that Nebraska has the authority as a sovereign state to protect its land and natural resources for aesthetic purposes for the benefit of its residents and future generations of Nebraskans, please specifically describe what you believe each and every “aesthetic purpose” is that the Keystone XL pipeline would serve in Nebraska.

Answer: See answer and objection to Nos. 46 and 47 which are incorporated herein by reference. Keystone further notes that its Construction Mitigation and Reclamation Plan (“CMRP”) ensures the reclamation of the existing property in a manner which promotes aesthetic purposes.

Interrogatory No. 49. Specifically describe in detail each and every “aesthetic purpose” of Nebraska you believe your current Keystone I Pipeline has served and quantify each such purpose.

Answer: The land associated with the Keystone Mainline Pipeline has maintained its aesthetic qualities through the State consistent with the surrounding landscape. The land along the Keystone Mainline has retained its purpose (e.g. agriculture) from before construction. Keystone’s operation of the pipeline has allowed the land to continue to flourish, produce crops, and otherwise retain its aesthetic properties.

Interrogatory No. 50. In the context of your Application No. OP-003, what do you believe “social impact” means?

Answer: Keystone objects to this interrogatory because the plain meaning of words in a statute is a question of law for the Public Service Commission, and Keystone objects to invading the Public Service Commission's province. See *TracFone Wireless, Inc. v. Nebraska Public Service Com'n.*, 279 Neb. 426, 431 (2010). Subject to and without waiving these objections, Keystone's views of the social impact are addressed in its Application.

Interrogatory No. 51. Specifically list and describe each and every "social impact" of the preferred route of the Keystone XL Pipeline that you considered in your Application No. OP-003.

Answer: Keystone objects to the interrogatory because "each and every" is overbroad. As stated in section 19 of the Application, employment in Nebraska and along its Preferred Route will be positively impacted by the Keystone XL Pipeline. Moreover, as the Application explains, the overwhelming majority (greater than 90%) of landowners along the route have already executed easements for the Keystone XL Preferred Route. Many of these landowners are individuals and/or family farmers. The land along the Preferred Route will remain productive rural agricultural land following construction of the Preferred Route, and Keystone has thorough Construction Mitigation and Reclamation Plan and Commitment database to ensure that landowners-specific concerns are addressed.

Keystone believes that extensive environmental review (state and federal) of the Preferred Route plus its relationships with the overwhelming majority of landowners along the Preferred Route has allowed the company to keep its landowners and the communities through which the pipeline will pass educated about the Keystone XL Pipeline. No other proposed route in Nebraska has the depth of relationships that Keystone's Preferred Route currently possesses. As a result, any other route in Nebraska will have to establish new relationships and new education, which creates additional social engagement.

Interrogatory No. 52. Specifically list and describe each and every "social impact" of the Keystone Mainline Alternative route of the Keystone XL Pipeline that you considered in your Application No. OP-003.

Answer: Keystone objects to the interrogatory because "each and every" is overbroad. Keystone states that the Preferred Route as contrasted with the Mainline Alternative has less social impacts because Keystone has already acquired greater than 90% of the easements along the Preferred Route, whereas the Mainline Alternative would require new negotiation, education, and relationships with landowners and communities where the Preferred Route and Mainline Alternative diverge. Although the Mainline Alternative loosely parallels the Keystone Mainline, there will inevitably be new landowners impacted and existing landowners faced with a second pipeline on their property based upon the objections of other Nebraskans. The social impact of one set of Nebraskans (i.e. some of those on the Preferred Route) telling another set of

Nebraskans (i.e. those on the Keystone Mainline) that the Preferred Route group's land is more important than Mainline Alternative's land is an undesirable social impact. This social impact is particularly undesirable when the Preferred Route has been so extensively studied, analyzed, and widely accepted by landowners and federal regulators.

Interrogatory No. 53. Specifically list and describe each and every "social impact" of the I-90 Corridor Alternative A route of the Keystone XL Pipeline that you considered in your Application No. OP-003.

Answer: Keystone objects to this interrogatory because the I-90 Corridor Alternative was not considered as part of this Application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 54. Specifically list and describe each and every "social impact" of the I-90 Corridor Alternative B route of the Keystone XL Pipeline that you considered in your Application No. OP-003.

Answer: Keystone objects to this interrogatory because the I-90 Corridor Alternative was not considered as part of this Application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 55. Specifically describe each and every "social impact" of the route on which your current Keystone 1 Pipeline is located that you considered prior to its construction.

Answer: Keystone objects because MOPSA did not exist prior to the construction of the Keystone Mainline. As such, this question seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 56. Specifically describe each and every “social impact” of the route on which your current Keystone I Pipeline is located that you considered prior to its construction.

Answer: Keystone objects because MOPSA did not exist prior to the construction of the Keystone Mainline. As such, this question seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 57. If you disagree that the Public Service Commission can consider each and every type of safety impact or potential affect of your proposed Keystone XL Pipeline, other than those specifically preempted by federal law of either *PHMSA* or the *PSA*, please specifically describe your disagreement with the statement, if any.

Answer: The Public Service Commission’s authority is defined and limited both by MOPSA and federal law, which speak for themselves. It is an inaccurate statement of law to say the limits (including express and inherent limitations) of the Public Service Commission’s considerations are exclusively governed by federal acts.

Interrogatory No. 58. Identify each and every applicable Nebraska state statute that relates to any aspect of your purposed location for your preferred route of the proposed Keystone XL Pipeline.

Answer: Keystone objects to the question as overbroad. Any valid laws (whether statutes, rules, regulations, or local ordinances) in the State of Nebraska could theoretically “apply” to the Preferred Route of the Keystone XL Pipeline. As set forth in Section 12.0 of Keystone’s Application, Keystone will comply with all applicable state statutes, rules, regulations and local ordinances. Keystone will also acquire permits whether federal, state, or local, and it will adhere to those permits. Keystone obviously is complying with MOPSA, it will comply with the Oil Pipeline Reclamation Act, the Noxious Weed Control Act, property and sales/use tax statutes, and environmental statutes. Importantly, Keystone, through Tony Palmer, has testified it will comply with all laws, rules, regulations and local ordinances.

Interrogatory No. 59. Identify each and every applicable Nebraska state statute that relates to any aspect of your proposed location for your Keystone Mainline Alternative route of the proposed Keystone XL Pipeline.

Answer: Keystone objects to the question as overbroad. Any valid laws (whether statutes, rules, regulations, or local ordinances) in the State of Nebraska could theoretically “apply” to the Preferred Route of the Keystone XL Pipeline. As set forth in Section 12.0 of Keystone’s Application, Keystone will comply with all applicable state statutes, rules, regulations and local ordinances. Keystone will also acquire permits whether federal, state, or local, and it will adhere to those permits. Keystone obviously is complying with MOPSA, it will comply with the Oil Pipeline Reclamation Act, the Noxious Weed Control Act, property and sales/use tax statutes, and environmental statutes. Importantly, Keystone, through Tony Palmer, has testified it will comply with all laws, rules, regulations and local ordinances.

Interrogatory No. 60. Identify each and every applicable Nebraska state statute that relates to any aspect of your proposed location for your I-90 Corridor Alternative A route of the proposed Keystone XL Pipeline.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 61. Identify each and every applicable Nebraska state statute that relates to any aspect of your proposed location for your I-90 Corridor Alternative B route of the proposed Keystone XL Pipeline.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 62. For each and every applicable state statute identified in Interrogatory No. 58 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objections to interrogatory no. 58. Subject to that objection, Keystone submits that its Application is a required step to comply with MOPSA, the CMRP complies with the Oil Pipeline Reclamation Act, and the CMRP, the Con Rec Units, and the Weed Management Plan complying with the noxious weed control act. Compliance with the overwhelming majority of legal requirements is prospective in nature. Keystone incorporates its answer and evidence proving compliance (currently and prospectively) from Section 12 of the Application.

Interrogatory No. 63. For each and every applicable state statute identified in Interrogatory No. 59 above, specifically describe how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objections to interrogatory no. 59. Subject to that objection, Keystone submits that its Application is a required step to comply with MOPSA, the CMRP complies with the Oil Pipeline Reclamation Act, and the CMRP, the Con Rec Units, and the Weed Management Plan complying with the noxious weed control act. Compliance with the overwhelming majority of legal requirements is prospective in nature. Keystone incorporates its answer and evidence proving compliance (currently and prospectively) from Section 12 of the Application.

Interrogatory No. 64. For each and every applicable state statute identified in Interrogatory No. 60 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objection to interrogatory no. 60.

Interrogatory No. 65. For each and every applicable state statute identified in Interrogatory No. 61 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objection to interrogatory no. 61.

Interrogatory No. 66. Identify each and every applicable rule to any aspect of your purposed location for your preferred route of the proposed Keystone XL Pipeline.

Answer: Keystone objects to the question as overbroad. Any valid laws (whether statutes, rules, regulations, or local ordinances) in the State of Nebraska could theoretically “apply” to the Preferred Route of the Keystone XL Pipeline. As set forth in Section 12.0 of Keystone’s Application, Keystone will comply with all applicable state statutes, rules, regulations and local ordinances. Keystone will also acquire permits whether federal, state, or local, and it will adhere to those permits. Keystone obviously is complying with MOPSA, it will comply with the Oil Pipeline Reclamation Act, the Noxious Weed Control Act, property and sales/use tax statutes, and environmental statutes. Importantly, Keystone, through Tony Palmer, has testified it will comply with all laws, rules, regulations and local ordinances.

Interrogatory No. 67. Identify each and every applicable rule to any aspect of your purposed location for your Keystone Mainline Alternative route of the proposed Keystone XL Pipeline.

Answer: Keystone objects to the question as overbroad. Any valid laws (whether statutes, rules, regulations, or local ordinances) in the State of Nebraska could theoretically “apply” to the Preferred Route of the Keystone XL Pipeline. As set forth in Section 12.0 of Keystone’s Application, Keystone will comply with all applicable state statutes, rules, regulations and local ordinances. Keystone will also acquire permits whether federal, state, or local, and it will adhere to those permits. Keystone obviously is complying with MOPSA, it will comply with the Oil Pipeline Reclamation Act, the Noxious Weed Control Act, property and sales/use tax statutes, and environmental statutes. Importantly, Keystone, through Tony Palmer, has testified it will comply with all laws, rules, regulations and local ordinances.

Interrogatory No. 68. Identify each and every applicable rule to any aspect of your purposed location for your I-90 Corridor Alternative A route of the proposed Keystone XL Pipeline.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 69. Identify each and every applicable rule to any aspect of your purposed location for your I-90 Corridor Alternative B route of the proposed Keystone XL Pipeline.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 70. For each and every applicable rule identified in Interrogatory No. 66 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objections to interrogatory no. 66. Subject to that objection, Keystone submits that its Application is a required step to comply with MOPSA, the CMRP complies with the Oil Pipeline Reclamation Act, and the CMRP, the Con Rec Units, and the Weed Management Plan complying with the Noxious Weed Control Act. Compliance with the overwhelming majority of legal requirements is prospective in nature. Keystone incorporates its answer and evidence proving compliance (currently and prospectively) from Section 12 of the Application.

Interrogatory No. 71. For each and every applicable rule identified in Interrogatory No. 67 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objections to interrogatory no. 67. Subject to that objection, Keystone submits that its Application is a required step to comply with MOPSA, the CMRP complies with the Oil Pipeline Reclamation Act, and the CMRP, the Con Rec Units, and the Weed Management Plan complying with the Noxious Weed Control Act. Compliance with the overwhelming majority of legal requirements is prospective in nature. Keystone incorporates its answer and evidence proving compliance (currently and prospectively) from Section 12 of the Application.

Interrogatory No. 72. For each and every applicable rule identified in Interrogatory No. 68 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 73. For each and every applicable rule identified in Interrogatory No. 69 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 74. Identify each and every applicable regulation to any aspect of your purposed location for your preferred route of the proposed Keystone XL Pipeline.

Answer: Keystone objects to the question as overbroad. Any valid laws (whether statutes, rules, regulations, or local ordinances) in the State of Nebraska could theoretically “apply” to the Preferred Route of the Keystone XL Pipeline. As set forth in Section 12.0 of Keystone’s Application, Keystone will comply with all applicable state statutes, rules, regulations and local ordinances. Keystone will also acquire permits whether federal, state, or local, and it will adhere to those permits. Keystone obviously is complying with MOPSA, it will comply with the Oil Pipeline Reclamation Act, the Noxious Weed Control Act, property and sales/use tax statutes, and environmental statutes. Importantly, Keystone, through Tony Palmer, has testified it will comply with all laws, rules, regulations and local ordinances.

Interrogatory No. 75. Identify each and every applicable regulation to any aspect of your purposed location for your Keystone Mainline Alternative route of the proposed Keystone XL Pipeline.

Answer: Keystone objects to the question as overbroad. Any valid laws (whether statutes, rules, regulations, or local ordinances) in the State of Nebraska could theoretically “apply” to the Preferred Route of the Keystone XL Pipeline. As set forth in Section 12.0 of Keystone’s Application, Keystone will comply with all applicable state statutes, rules, regulations and local ordinances. Keystone will also acquire permits whether federal, state, or local, and it will adhere to those permits. Keystone obviously is complying with MOPSA, it will comply with the Oil Pipeline Reclamation Act, the Noxious Weed Control Act, property and sales/use tax statutes, and environmental statutes. Importantly, Keystone, through Tony Palmer, has testified it will comply with all laws, rules, regulations and local ordinances.

Interrogatory No. 76. Identify each and every applicable regulation of any aspect of your purposed location for your I-90 Corridor Alternative A route of the proposed Keystone XL Pipeline.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 77. Identify each and every applicable regulation to any aspect of your purposed location for your I-90 Corridor Alternative B route of the proposed Keystone XL Pipeline.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 78. For each and every applicable regulation identified in Interrogatory No. 74 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objections to interrogatory no. 74. Subject to that objection, Keystone submits that its Application is a required step to comply with MOPSA, the CMRP complies with the Oil Pipeline Reclamation Act, and the CMRP, the Con Rec Units, and the Weed Management Plan complying with the Noxious Weed Control Act. Compliance with the overwhelming majority of legal requirements is prospective in nature. Keystone incorporates its answer and evidence proving compliance (currently and prospectively) from Section 12 of the Application.

Interrogatory No. 79. For each and every applicable regulation identified in Interrogatory No. 75 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objections to interrogatory no. 75. Subject to that objection, Keystone submits that its Application is a required step to comply with MOPSA, the CMRP complies with the Oil Pipeline Reclamation Act, and the CMRP, the Con Rec Units, and the Weed Management Plan complying with the Noxious Weed Control Act. Compliance with the overwhelming majority of legal requirements is prospective in nature. Keystone incorporates its answer and evidence proving compliance (currently and prospectively) from Section 12 of the Application.

Interrogatory No. 80. For each and every applicable regulation identified in Interrogatory No. 76 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objection to interrogatory no. 76.

Interrogatory No. 81. For each and every applicable regulation identified in Interrogatory No. 77 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objection to interrogatory no. 77.

Interrogatory No. 82. Identify each and every applicable local ordinance to any aspect of your purposed location for your preferred route of the proposed Keystone XL Pipeline.

Answer: Keystone objects to the question as overbroad. Any valid laws (whether statutes, rules, regulations, or local ordinances) in the State of Nebraska could theoretically “apply” to the Preferred Route of the Keystone XL Pipeline. As set forth in Section 12.0 of Keystone’s Application, Keystone will comply with all applicable state statutes, rules, regulations and local ordinances. Keystone will also acquire permits whether federal, state, or local, and it will adhere to those permits. Keystone obviously is complying with MOPSA, it will comply with the Oil Pipeline Reclamation Act, the Noxious Weed Control Act, property and sales/use tax statutes, and environmental statutes. Importantly, Keystone, through Tony Palmer, has testified it will comply with all laws, rules, regulations and local ordinances.

Interrogatory No. 83. Identify each and every applicable local ordinance to any aspect of your purposed location for your Keystone Mainline Alternative route of the proposed Keystone XL Pipeline.

Answer: Keystone objects to the question as overbroad. Any valid laws (whether statutes, rules, regulations, or local ordinances) in the State of Nebraska could theoretically “apply” to the Preferred Route of the Keystone XL Pipeline. As set forth in Section 12.0 of Keystone’s Application, Keystone will comply with all applicable state statutes, rules, regulations and local ordinances. Keystone will also acquire permits whether federal, state, or local, and it will adhere to those permits. Keystone obviously is complying with MOPSA, it will comply with the Oil Pipeline Reclamation Act, the Noxious Weed Control Act, property and sales/use tax statutes, and environmental statutes. Importantly, Keystone, through Tony Palmer, has testified it will comply with all laws, rules, regulations and local ordinances.

Interrogatory No. 84. Identify each and every applicable local ordinance to any aspect of your purposed location for your I-90 Corridor Alternative A route of the proposed Keystone XL Pipeline.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 85. Identify each and every applicable local ordinance to any aspect of your purposed location for your I-90 Corridor Alternative B route of the proposed Keystone XL Pipeline.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 86. For each and every applicable local ordinance identified in Interrogatory No. 82 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objections to interrogatory no. 82. Subject to that objection, Keystone submits that its Application is a required step to comply with MOPSA, the CMRP complies with the Oil Pipeline Reclamation Act, and the CMRP, the Con Rec Units, and the Weed Management Plan complying with the Noxious Weed Control Act. Compliance with the overwhelming majority of legal requirements is prospective in nature. Keystone incorporates its answer and evidence proving compliance (currently and prospectively) from Section 12 of the Application.

Interrogatory No. 87. For each and every applicable local ordinance identified in Interrogatory No. 83 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objections to interrogatory no. 83. Subject to that objection, Keystone submits that its Application is a required step to comply with MOPSA, the CMRP complies with the Oil Pipeline Reclamation Act, and the CMRP, the Con Rec Units, and the Weed Management Plan complying with the Noxious Weed Control Act. Compliance with the overwhelming majority of legal requirements is prospective in nature. Keystone incorporates its answer and evidence proving compliance (currently and prospectively) from Section 12 of the Application.

Interrogatory No. 88. For each and every applicable local ordinance identified in Interrogatory No. 84 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objection to interrogatory no. 84.

Interrogatory No. 89. For each and every applicable local ordinance identified in Interrogatory No. 85 above, specifically described how you have successfully complied with each and every one of those.

Answer: Keystone incorporates its objection to interrogatory no. 85.

Interrogatory No. 90. Specifically describe every document of any kind that you have provided to the Public Service Commission on or after February 16, 2017 regarding each and every spill or leak incident of any kind at any time and related in any way to the Keystone I Pipeline as it is located within Nebraska.

Answer: Keystone objects because the interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information. Consideration of spills and leaks is expressly excluded from consideration in this proceeding. *See Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 NAC §§ 23.01, 23.07.*

Interrogatory No. 91. Specifically describe every document of any kind that you have provided to the Public Service Commission on or after February 16, 2017 regarding each and every spill or leak incident of any kind at any time and related in any way to the Keystone I Pipeline as it is located within the entire United States.

Answer: Keystone objects because the interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information. Consideration of spills and leaks is expressly excluded from consideration in this proceeding. *See Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 NAC §§ 23.01, 23.07.*

Interrogatory No. 92. Specifically describe every document of any kind that you have provided to the Public Service Commission on or after February 16, 2017 regarding each and every spill or leak incident of any kind at any time and related in any way to the Keystone I Pipeline as it is located within Canada.

Answer: Keystone objects because the interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information. Consideration of spills and leaks is expressly excluded from consideration in this proceeding. *See Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 NAC §§ 023.01, 023.07.*

Interrogatory No. 93. Specifically describe the location, size, amount, and total clean-up and/or remediation costs regarding each and every spill or leak of any kind related in any way to the Keystone I Pipeline as it is located within Nebraska.

Answer: Keystone objects because the interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information. Consideration of spills and leaks is expressly excluded from consideration in this proceeding. *See Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 NAC §§ 023.01, 023.07.*

Interrogatory No. 94. Specifically describe the location, size, amount, and total clean-up and/or remediation costs regarding each and every spill or leak of any kind related in any way to the Keystone I Pipeline as it is located within the entire United States.

Answer: Keystone objects because the interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information. Consideration of spills and leaks is expressly excluded from consideration in this proceeding. *See Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 NAC §§ 023.01, 023.07.*

Interrogatory No. 95. Specifically describe the location, size, amount and total clean-up and/or remediation costs regarding each and every spill or leak of any kind related in any way to the Keystone I Pipeline as it is located within Canada.

Answer: Keystone objects because the interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information. Consideration of spills and leaks is expressly excluded from consideration in this proceeding. *See Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 NAC §§ 023.01, 023.07.*

Interrogatory No. 96. List the name, contact information, and address of each and every owner and lessee of any land or property where a spill or leak of any kind regarding the Keystone I Pipeline has occurred anywhere within Nebraska.

Answer: Keystone objects because the interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information.

Consideration of spills and leaks is expressly excluded from consideration in this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 NAC §§ 023.01, 023.07.

Interrogatory No. 97. List the name, contact information, and address of each and every owner and lessee of any land or property where a spill or leak of any kind regarding the Keystone I Pipeline has occurred anywhere within the United States of America.

Answer: Keystone objects because the interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information. Consideration of spills and leaks is expressly excluded from consideration in this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 NAC §§ 023.01, 023.07.

Interrogatory No. 98. List the name, contact information, and address of each and every owner and lessee of any land or property where a spill or leak of any kind regarding the Keystone I Pipeline has occurred anywhere within the Canada.

Answer: Keystone objects because the interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information. Consideration of spills and leaks is expressly excluded from consideration in this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 NAC §§ 023.01, 023.07.

Interrogatory No. 99. For your Answers to Interrogatories 93, 94, and 95 above, describe how each and every spill or leak of any kind related to Keystone I Pipeline impacted the natural resources, land, and/or soil in the area in which that leak or spill occurred.

Answer: Keystone objects because the interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information. Consideration of spills and leaks is expressly excluded from consideration in this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 NAC §§ 023.01, 023.07.

Interrogatory No. 100. For purposes of your Application No. OP-003, specifically describe and define your understanding of the phrase “orderly development of the area around the proposed route”.

Answer: Keystone objects to the interrogatory because the meaning of words in a statute is a question of law and, therefore, it is exclusively within the province of the Public Service Commission. *See TracFone Wireless, Inc. v. Nebraska Public Service Com’n*, 279 Neb. 426, 431 (2010). Keystone’s Application explains the impact of construction and its permanent

easement showing the Preferred Route does not have any impact on the orderly development of land which is currently rural agricultural land and will remain rural agricultural land following construction.

Interrogatory No. 101. Identify each and every potential impact on the “orderly development of the area around” your preferred route of the proposed Keystone XL Pipeline.

Answer: Keystone objects to the interrogatory because “each and every potential impact” is overbroad and unduly burdensome. Keystone’s Application explains the impact of construction and its permanent easement, and the Application shows that the Preferred Route does not have any impact on the orderly development of land which is primarily used as rural agricultural land and will remain rural agricultural land following construction.

Interrogatory No. 102. Identify each and every potential impact on the “orderly development of the area around” your Keystone Mainline Alternative route of the proposed Keystone XL Pipeline.

Answer: Keystone objects to the interrogatory because “each and every potential impact” is overbroad and unduly burdensome. Keystone’s Application explains the impact of construction and its permanent easement, and the Application shows that the Preferred Route does not have any impact on the orderly development of land which is primarily used as rural agricultural land and will remain rural agricultural land following construction. The Keystone Mainline Alternative, in contrast, may have an impact on the orderly development of land because of the presence of multiple permanent easements in relatively close proximity to each other, but not perfectly parallel or immediately adjacent to one another, may impact development.

Interrogatory No. 103. Identify each and every potential impact on the “orderly development of the area around” your I-90 Corridor Alternative A route of the proposed Keystone XL Pipeline.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 104. Identify each and every potential impact on the “orderly development of the area around” your I-90 Corridor Alternative B route of the proposed Keystone XL Pipeline.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 105. Specifically describe your understanding of the phrase “ensure the welfare of Nebraskans” as it exists within *Nebraska Revised Statutes* § 57-1402(1).

Answer: Keystone objects because the meaning of words in a statute is a question of law and, therefore, it is exclusively within the province of the Public Service Commission. *See TracFone Wireless, Inc. v. Nebraska Public Service Com’n.*, 279 Neb. 426, 431 (2010).

Interrogatory No. 106. Specifically describe each and every way the proposed Keystone XL Pipeline would “ensure the welfare of Nebraskans.”

Answer: Keystone objects because the phrase “each and every” is overbroad and unduly burdensome. Keystone also objects because the question of whether a major oil pipeline is in the public interest is a legislative question which has been affirmatively answered. *See* Neb. Rev. Stat. § 57-1403(3). Also the Keystone XL Pipeline has been determined to be in the nation’s interest via the Presidential Permit. Keystone’s Application reflects the positive impact on the welfare of Nebraskans specifically as set forth in Section 19 of the Application. The welfare of Nebraskans is also ensured because this Preferred Route was analyzed and approved in conjunction with a national interest determination reflected in the Presidential Permit dated March 23, 2017. Nebraska law also conclusively states that construction of major oil pipelines is in Nebraska’s interest.

Interrogatory No. 107. Identify each and every potential impact on the “the welfare of Nebraskans” your preferred route of the proposed Keystone XL Pipeline would have.

Answer: Keystone objects because the phrase “each and every” is overbroad and unduly burdensome. Keystone’s Application reflects the positive impact on the welfare of Nebraskans specifically as set forth in Section 19 of the Application. The welfare of Nebraskans is also ensured because this Preferred Route was analyzed and approved in conjunction with a national interest determination reflected in the Presidential Permit dated March 23, 2017. Nebraska law also conclusively states that construction of major oil pipelines is in Nebraska’s interest.

Interrogatory No. 108. Identify each and every potential impact on the “the welfare of Nebraskans” your Keystone Mainline Alternative route of the proposed Keystone XL Pipeline would have.

Answer: Keystone objects because the phrase “each and every” is overbroad and unduly burdensome. Keystone’s Application reflects the positive impact on the welfare of Nebraskans specifically as set forth in Section 19 of the Application. The welfare of Nebraskans is also ensured because this Preferred Route was analyzed and approved in conjunction with a national interest determination reflected in the Presidential Permit dated March 23, 2017. Nebraska law also conclusively states that construction of major oil pipelines is in Nebraska’s interest.

Interrogatory No. 109. Identify each and every potential impact on the “the welfare of Nebraskans” your I-90 Corridor Alternative A route of the proposed Keystone XL Pipeline would have.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 110. Identify each and every potential impact on the “the welfare of Nebraskans” your I-90 Corridor Alternative B route of the proposed Keystone XL Pipeline would have.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental

Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 111. Specifically describe each and every protection of property rights of each and every Nebraskan that you have considered related to your preferred location of your proposed Keystone XL Pipeline within and throughout Nebraska.

Answer: Keystone objects to this interrogatory because the request for “each and every protection” and “each and every Nebraskan” are overbroad and unduly burdensome. Keystone’s construction plan limits the property rights used to temporary and permanent easements where the pipe is to be located. Keystone’s reclamation plan ensures that the land used for this pipeline is returned to its condition as close as practicable to its original condition following construction. (*See, generally*, Application Appendix D, Keystone CMRP, and the Oil Pipeline Reclamation Act) For the Preferred Route, the overwhelming majority of land is currently used as rural agricultural land, and it will remain rural agricultural land following construction. More importantly, the significant majority of the property rights for the Preferred Route are acquired whereas, for alternative routes, property right acquisition would be required.

Interrogatory No. 112. Specifically describe each and every protection of aesthetic values of each and every Nebraskan that you have considered related to your preferred location of your proposed Keystone XL Pipeline within and throughout Nebraska.

Answer: Keystone objects because “each and every protection” and “each and every Nebraskan” are overly broad and unduly burdensome. The Keystone XL Pipeline is to be primarily located underground, and Keystone’s CMRP and Nebraska law require the above-ground land to be reclaimed to as close as practicable to its original condition. As such, aesthetics are not impacted or minimally impacted after construction.

Interrogatory No. 113. Specifically describe each and every protection of economic interests of each and every Nebraskan that you have considered related to your preferred location of your proposed Keystone XL Pipeline within and throughout Nebraska.

Answer: Keystone objects because “each and every protection” and “each and every Nebraskan” are overly broad and unduly burdensome. The Keystone XL Pipeline provides counties along the Preferred Route with property tax revenue, the state with use tax revenue, and

the state and local communities with significant increased economic activity. Moreover, each landowner who sells easements to Keystone is justly compensated for the property rights, and Keystone is obligated and will pay for any damages caused during construction or any other damages that exist as a result of the pipeline, including damages to growing crops.

Interrogatory No. 114. Specifically describe each and every protection of property rights of each and every Nebraskan that you have considered related to the mainline alternative route of your proposed Keystone XL Pipeline within and throughout Nebraska.

Answer: Keystone objects to this interrogatory because “each and every protection” and “each and every Nebraskan” are overbroad and unduly burdensome. Keystone’s construction plan limits the property rights used to temporary and permanent easements where the pipe is to be located. Keystone’s reclamation plan ensures that the land used for this pipeline is returned to its condition as close as practicable following construction. For the Preferred Route, the overwhelming majority of land is currently used as rural agricultural land, and it will remain rural agricultural land following construction. More importantly, the significant majority of the property rights for the Preferred Route are acquired whereas, for alternative routes, property right acquisition would be required.

Interrogatory No. 115. Specifically describe each and every protection of aesthetic values of each and every Nebraskan that you have considered related to the mainline alternative route of your proposed Keystone XL Pipeline within and through Nebraska.

Answer: Keystone objects because “each and every protection” and “each and every Nebraskan” are overly broad and unduly burdensome. The Keystone XL Pipeline is primarily underground and Keystone’s CMRP requires the above-ground land to be reclaimed to as close as practicable to its original condition. As such, aesthetics are not impacted at all or minimally impacted after construction.

Interrogatory No. 116. Specifically describe each and every protection of economic interests of each and every Nebraskan that you have considered related to the mainline alternative route of your proposed Keystone XL Pipeline within and throughout Nebraska.

Answer: Keystone objects because “each and every protection” and “each and every Nebraskan” are overly broad and unduly burdensome. The Keystone XL Pipeline provides counties along the Preferred Route with property tax revenue, the state with use tax revenue, and the state and local communities with significant increased economic activity. Moreover, each landowner who sells easements to Keystone is justly compensated for the property rights, and

Keystone is obligated and will pay for any damages caused during construction or any other damages that exist as a result of the pipeline, including damages to growing crops.

Interrogatory No. 117. Specifically describe each and every protection of property rights of each and every Nebraskan that you have considered related to the I-90 corridor alternative route of your proposed Keystone XL Pipeline within and throughout Nebraska.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 118. Specifically describe each and every protection of aesthetic values of each and every Nebraskan that you have considered related to the I-90 corridor alternative route of your proposed Keystone XL Pipeline within and throughout Nebraska.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 119. Specifically describe each and every protection of economic interests of each and every Nebraskan that you have considered related to the I-90 corridor alternative route of your proposed Keystone XL Pipeline within and through Nebraska.

Answer: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative Route was developed by the US

Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Interrogatory No. 120. Specifically describe each and every way you believe the operation of your proposed Keystone XL Pipeline will directly benefit the citizens of Nebraska in any way.

Answer: Keystone objects because the question in this case is not whether the Keystone XL Pipeline directly benefits the citizens of Nebraska. That question has already been determined as a matter of law in Neb. Rev. Stat. § 57-1403(3) and in the Presidential Permit issued by the United States Department of State on March 23, 2017. As reflected in Keystone's Application, there are numerous benefits to the citizens of Nebraska through the Keystone XL Pipeline including increased economic activity along the preferred route and in the State, generally, increased property tax revenue for the counties along the Preferred Route, increased tax revenue to the State for use taxes, increased employment for construction of the pipeline, and assisting the nation and its citizens in fulfilling its energy needs for a reliable trading partner.

Interrogatory No. 121. Specifically describe each and every way either you directly or through any person or entity compensated by you, or any parent company or corporation, subsidiary, or related company or corporation, in any way participated in the development of any of the language as found in each and every statute that makes up the *Major Oil Pipeline Siting Act*.

Answer: Keystone objects to this interrogatory as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 122. Describe the specific need(s) the United States has for your specifically proposed Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by the United States is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, and taking into consideration the Final Supplemental Environmental Impact Statement (which includes the Preferred Route), has

concluded that the Keystone XL Pipeline is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 123. Describe the specific need(s) the United States has for your specifically proposed Keystone XL Pipeline that will not be met unless KXL is constructed across Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by the United States is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, and taking into consideration the Final Supplemental Environmental Impact Statement (which includes the Preferred Route), has concluded that the Keystone XL Pipeline is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. See Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 124. Describe the specific need(s) Nebraska has for your specifically proposed Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Nebraska is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, and taking in to consideration the Final Supplemental Environmental Impact Statement (which includes the Preferred Route), has concluded that the Keystone XL Pipeline is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. See Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 125. Describe the specific need(s) that Nebraska has for your specifically proposed Keystone XL Pipeline that will not be met unless KXL is constructed across Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Nebraska is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has

conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 126. Describe the specific need(s) Keya Paha County, Nebraska, has for your Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Keya Paha County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 127. Describe the specific need(s) that Keya Paha County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across Keya Paha County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Keya Paha County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 128. Describe the specific need(s) Boyd County, Nebraska, has for your Keystone XL Pipeline route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Boyd County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 129. Describe the specific need(s) that Boyd County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across Boyd County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Boyd County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 130. Describe the specific need(s) Holt County, Nebraska, has for your Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Holt County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 131. Describe the specific need(s) that Holt County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across Holt County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Holt County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 132. Describe the specific need(s) Antelope County, Nebraska, has for your Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Antelope County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 133. Describe the specific need(s) that Antelope County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across Antelope County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Antelope County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 134. Describe the specific need(s) Boone County, Nebraska, has for your Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Boone County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 135. Describe the specific need(s) that Boone County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across Boone County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Boone County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 136. Describe the specific need(s) Nance County, Nebraska, has for your Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Nance County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 137. Describe the specific need(s) that Nance County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across Nance County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Nance County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 138. Describe the specific need(s) Polk County, Nebraska, has for your Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Polk County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 139. Describe the specific need(s) that Polk County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across Polk County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Polk County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 140. Describe the specific need(s) York County, Nebraska, has for your Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by York County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 141. Describe the specific need(s) that York County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across York County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by York County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 142. Describe the specific need(s) Fillmore County, Nebraska, has for your Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Fillmore County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 143. Describe the specific need(s) that Fillmore County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across Fillmore County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Fillmore County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 144. Describe the specific need(s) Saline County, Nebraska, has for your Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Saline County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 145. Describe the specific need(s) that Saline County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across Saline County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Saline County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 146. Describe the specific need(s) Jefferson County, Nebraska, has for your Keystone XL Pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Jefferson County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 147. Describe the specific need(s) that Jefferson County, Nebraska has for your Keystone XL Pipeline that will not be met unless KXL is constructed across Jefferson County, Nebraska.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of need by Jefferson County is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's. *See* Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 148. Describe the specific need Keya Paha County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 149. Describe the specific need Boyd County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 150. Describe the specific need Holt County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 151. Describe the specific need Antelope County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 152. Describe the specific need Boone County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 153. Describe the specific need Nance County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 154. Describe the specific need Merrick County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 155. Describe the specific need York County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 156. Describe the specific need Fillmore County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 157. Describe the specific need Saline County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 158. Describe the specific need Jefferson County, Nebraska, has for your existing Keystone I route.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 159. In the context of the State of Nebraska, please describe the public purpose for your proposed Keystone XL pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of public purpose for the Keystone XL Pipeline is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has already established that major oil pipelines serve a public purpose when it conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's, and when it granted pipeline companies the authority of eminent domain. *See* Neb. Rev. Stat. § 57-1403(3); Neb. Rev. Stat. § 57-1101.

Interrogatory No. 160. In the context of the each specific county within the State of Nebraska, please describe the public purpose as it relates to each specific county for your proposed Keystone XL pipeline.

Answer: Keystone objects to this question as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. The question of public purpose for the Keystone XL Pipeline is beyond the scope of this proceeding. But, as reflected in the March 23, 2017, Presidential Permit, the Department of State, on behalf of the United States, has concluded that the Keystone XL Pipeline in accordance in the Final Supplemental Environmental Impact Statement (which includes the Preferred Route) is in the nation's interest. Moreover, Nebraska law has already established that major oil pipelines serve a public purpose when it conclusively found that the construction of major oil pipelines, which includes Keystone XL, is in the nation's interest and the State's, and when it granted pipeline companies the authority of eminent domain. *See* Neb. Rev. Stat. § 57-1403(3); Neb. Rev. Stat. § 57-1101.

Interrogatory No. 161. Please describe in detail what public interest, in the context of the State of Nebraska, was served by your filing an approximately \$15 billion dollar lawsuit against the United States?

Answer: Keystone objects because this question does not seek relevant information nor is it reasonably calculated to lead to the discovery of admissible evidence.

REQUESTS FOR PRODUCTION

For its responses to the Landowner Intervenor's First Set of Requests for Production, Keystone responds as follows:

Keystone generally objects to the Requests for Production to the extent they attempt to impose a burden upon Keystone beyond the requirements of the Nebraska Civil Discovery Rules. Keystone will produce responsive documents as they are located and deemed responsive. Keystone is engaging in a reasonable search of its records to identify responsive documents, and it reserves the right to supplement its production of documents as the documents are identified and deemed responsive.

Request No. 1: Any and all documents, including but not limited to, electronically stored documents and data ("ESI"), you or any one assisting in any way to your responses to all Interrogatories served upon you either reviewed, referenced, relied upon, or that formed the basis for any response included in any of your Answers to Intervenor's 1st Set of Interrogatories numbers 1-147 inclusive. When you produce these documents please identify per Interrogatory number which documents produced apply.

Response No. 1: Keystone objects to the request because it is overbroad and unduly burdensome, and Keystone objects to the extent it requires production in a manner beyond or in excess of the manner required by the Nebraska Civil Discovery Rules. Keystone further objects to identifying a corresponding interrogatory number because it may invade the attorney-client privilege or the attorney-work product privilege. Subject to and without waiving these objections, Keystone will produce any documents it expressly referenced in its answers.

Request No. 2: Produce any correspondence of any kind you have ever received from any person who was or is employed by the State of Nebraska. When producing this please identify the State employee and then provide the correspondence in chronological order per identified State employee.

Response No. 2: Keystone objects because this request is overbroad and unduly burdensome. The request is unlimited in date, time or subject matter and, therefore, seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. In addition, the request seeks to impose a duty upon Keystone to produce documents in a manner which is not consistent with the Nebraska Rules of Civil Discovery and impose upon Keystone a tremendous burden to produce considerable irrelevant information.

Request No. 3: Produce any correspondence of any kind you have ever sent, transmitted, or delivered to any person who was or is employed by the State of Nebraska. When producing this please identify the State employee and then provide the correspondence in chronological order per identified State employee.

Response No. 3: Keystone objects because this request is overbroad and unduly burdensome. The request is unlimited in date, time or subject matter and, therefore, seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. In addition, the request seeks to impose a duty upon Keystone to produce documents in a manner which is not consistent with the Nebraska Rules of Civil Discovery and impose upon Keystone a tremendous burden to produce considerable irrelevant information.

Request No. 4: Produce the appraisals of each and every Intervenor's property that you used to calculate the alleged fair market value of the your proposed taken that you relied upon prior to filing your respective 2015 Condemnation Petitions against each of them. Please produce these in order of how the Intervenor's are listed in the caption above.

Response No. 4: Keystone objects because this request seeks irrelevant information and is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad, and it is unduly burdensome. Questions of eminent domain are addressed within eminent domain proceedings. *See Neb. Rev. Stat. § 76-701 et. seq.* In addition, the request seeks to impose a duty upon Keystone to produce documents in a manner which is not consistent with the Nebraska Rules of Civil Discovery and impose upon Keystone a tremendous burden to produce considerable irrelevant information.

Request No. 5: Produce true and accurate copies of every written contract, agreement, understanding, commitment, or promise between you and any other person or entity of any kind regarding shipping of or placement of product with the proposed KXL pipeline that are valid as of May 1, 2017.

Response No. 5: Keystone objects because the request seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 5: Produce true and accurate copies of every memo, note, email, text, instant message, correspondence, communication or writing or document of any kind in any way having any communication regarding the Keystone XL pipeline within Nebraska where at least one party to the memo, note, email, text, instant message, correspondence, or communication of any kind or writing of any kind or document of any kind was a TransCanada employee.

Response No. 5: Keystone objects because this request is overbroad and unduly burdensome. The request is unlimited in date, time or subject matter and, therefore, seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Dated May 15, 2017.

TRANSCANADA KEYSTONE PIPELINE,
LP

By: 

James G. Powers (#17780)

Patrick D. Pepper (#23228)

McGrath North Mullin & Kratz, PC LLO

First National Tower, Suite 3700

1601 Dodge Street

Omaha, Nebraska 68102

(402) 341-3070

(402) 341-0216 fax

James G. Powers -

jpowers@mcgrathnorth.com

Patrick D. Pepper -

ppepper@mcgrathnorth.com


VERIFICATION

STATE OF TEXAS)
)
COUNTY OF HARRIS)

The Affiant, Meera Kothari, being first duly sworn, hereby declares:

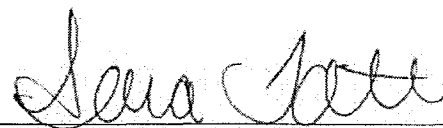
1. I am the manager, US Liquids Projects for TransCanada Corporation.
2. I have read the foregoing Answers to the Intervenor/Landowners Susan Dunavan, et al.'s First Set of Interrogatories.
3. The Interrogatories ask for information in the possession of TransCanada Keystone Pipeline, L.P. No one individual has personal knowledge of all the information so as to permit that individual to fully and completely respond to all the Interrogatories.
4. Upon information and belief, I state that the facts set forth in the answers to foregoing Interrogatories are true and correct.

IN WITNESS WHEREOF, I declare that the foregoing is true and correct and that this declaration was executed on this 11th day of May, 2017.



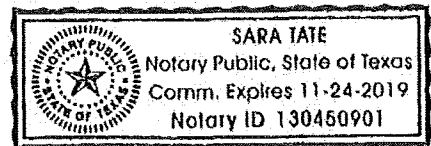
Meera Kothari

SUBSCRIBED AND SWORN to before me a notary public on this 11 day of May, 2017.



Notary Public

My Commission Expires:



CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was served on the Intervenor Landowners' attorneys via email and United States mail, postage prepaid, this 15 day of May, 2017.

David A. Domina
Brian E. Jorde
Domina Law Group, PC, LLO
2425 S. 144th St.
Omaha, NE 68144-3267
ddomina@dominalaw.com
BJorde@dominalaw.com



Attachment #2

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

IN THE MATTER OF THE APPLICATION)	APPLICATION NO. OP-0003
OF TRANSCANADA KEYSTONE)	
PIPELINE, LP FOR ROUTE APPROVAL OF)	
THE KEYSTONE XL PIPELINE PROJECT)	
PURSUANT TO THE MAJOR OIL)	
PIPELINE SITING ACT)	
Intervenors/Landowners)	
Susan Dunavan and William Dunavan, et al.,)	
_____)	

**TRANSCANADA KEYSTONE PIPELINE, LP'S ANSWERS TO THE
INTERVENORS/LANDOWNERS' SECOND SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION**

COMES NOW TransCanada Keystone Pipeline, LP ("Keystone") and for its answers and responses to the Intervenors/Landowners Susan Dunavan, et al.'s ("Landowners") Second Set of Interrogatories and Requests for Production states as follows:

GENERAL OBJECTIONS & RESERVATION OF RIGHTS

1. Keystone generally objects to the Landowners' Second Set of Interrogatories and Requests for Production to the extent those discovery requests inquire into matters which are beyond the scope of the Public Service Commission's ("PSC") permitted inquiry under the Major Oil Pipeline Siting Act, Neb. Rev. Stat. § 57-1401, *et seq.* ("MOPSA"), which prevents regulation and evaluation of safety of major oil pipelines and pipeline facilities. *See* Neb. Rev. Stat. §§ 57-1403(1) (may not regulate safety of the major oil pipelines and pipeline facilities); 57-1407(4) (may not consider "risks or impacts of spills or leaks from major oil pipeline"); 291 N.A.C. § 023.01 (regulations do not intend to regulate safety as to major oil pipelines and pipeline facilities); 291 N.A.C. § 023.07 (Commission shall not evaluate safety considerations). As expressly recognized in the PSC's February 16, 2017 notification of Keystone's Application

for approval of the Preferred Route, MOPSA “prohibits the Commission from evaluating safety considerations, including the safety as to the design, installation, inspection, emergency plans and procedures, testing, construction, extension, operation, replacement, maintenance, and risk or impact of spills or leaks from the major oil pipeline” and the “Commission’s review is limited to siting or choosing the route of the major oil pipeline.” In view of this legal authority, all discovery requests seeking information beyond the scope of this proceeding as defined by Nebraska law are irrelevant, not likely to lead to the discovery of admissible evidence, unduly burdensome and overbroad.

2. Many of the Landowners’ discovery requests seek to have Keystone justify that the Keystone XL Pipeline is in the public interest or define terms within MOPSA. As a matter of Nebraska state law, it has already been determined that “the construction of major oil pipelines [which includes Keystone XL] in Nebraska is in the public interest of Nebraska and the nation....” Neb. Rev. Stat. § 57-1403(3). As a matter of federal law, the Keystone XL Pipeline has also been determined to be in the national interest of the United States. *See* Presidential Permit dated March 23, 2017 and Executive Order 13337, 69 Fed. Reg. 25299 (2004). The issue in this proceeding is not whether the Keystone XL Pipeline itself is in the public interest but is whether the location of the Preferred Route in Nebraska is in the public interest. Keystone objects to the Landowners’ questions which seek to invade the province of the PSC to determine if the location of the Preferred Route is in the public interest, and Keystone objects to the Landowners’ discovery requests to the extent they ask that Keystone do so. Keystone will, however, provide the Landowners and the PSC with facts proving the Preferred Route is in the public interest.

3. Keystone generally objects to the Landowners' Second Set of Interrogatories and Requests for Production to the extent they purport to seek information pertaining to or in the possession of entities other than TransCanada Keystone Pipeline, L.P. or those acting on its behalf. Keystone is the entity which is applying for route approval from the PSC, and, as a result, discovery concerning other entities is beyond the scope of this proceeding, irrelevant, and not reasonably calculated to lead to the discovery of admissible evidence. Accordingly, the information set forth herein is provided only with respect to, and on behalf of, Keystone.

4. Keystone reserves the right to supplement the responses to these interrogatories and requests for production as it discovers additional information. Keystone is engaging in a reasonable search to collect documents, and it will produce documents as documents are located and identified as responsive.

INTERROGATORIES

Interrogatory No. 162: For any of the Requests for Admission served upon you No's 1- 145 that you denied please state by referencing each one of your denials specifically why you denied that Request and the specific facts and documents you relied upon to deny such

Answer: Keystone incorporates its responses and objections to the Landowners' requests to admit as though set forth fully herein. Keystone explained its bases for its partial or full denials, as appropriate, in its answers.

Interrogatory No. 163: For any of the Requests for Admission served upon you No's 1-145 that you partially denied please state by referencing each one of your denials specifically why you partially denied that Request and the specific facts and documents you relied upon to partially deny such request(s).

Answer: Keystone incorporates its responses and objections to the Landowners' requests to admit as though set forth fully herein. Keystone explained its bases for its partial or full denials, as appropriate, in its answers.

Interrogatory No. 164: Based upon the maximum number of barrels of product you would be allowed to transport through your proposed Keystone XL pipeline that would flow through Nebraska and based on the known limitations of your spill detection technology system, what is the worst case scenario of possible leak or spill that could occur within Nebraska from your proposed Keystone XL pipeline?

Answer: Keystone objects because this Interrogatory is overbroad, unduly burdensome, not relevant or reasonably calculated to lead to the discovery of relevant information. Consideration of the risk or impact of spills and leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, and 1407(4); 291 N.A.C. §§ 023.01, 023.07.

REQUESTS FOR PRODUCTION OF DOCUMENTS

For its responses to the Landowner Intervenor's Second Set of Requests for Production, Keystone responds as follows:

Keystone generally objects to the Requests for Production to the extent they attempt to impose a burden upon Keystone beyond the requirements of the Nebraska Civil Discovery Rules. Keystone will produce responsive documents as they are located and deemed responsive. Keystone is engaging in a reasonable search of its records to identify responsive documents, and it reserves the right to supplement its production of documents as documents are identified and deemed responsive.

Request No. 7: Any and all documents, including but not limited to, electronically stored documents and data ("ESI"), you or any one assisting in any way to your responses to all Interrogatories served upon you either reviewed, referenced, relied upon, or that formed the basis for any response included in any of your Answers to Intervenor's 1st Set of Interrogatories numbers 148-161 inclusive and Intervenor's 2nd Set of Interrogatories numbers 162-164. When you produce these documents please identify per Interrogatory number which documents produced apply.

Response No. 7: Keystone objects to the request because it is overbroad and unduly burdensome, and Keystone objects to the extent it requires production in a manner beyond or in excess of the manner required by the Nebraska Civil Discovery Rules. Keystone further objects to identifying a corresponding interrogatory number because it may invade the attorney-client privilege or the attorney-work product privilege. Subject to and without waiving these objections, Keystone will produce any documents it expressly referenced in its answers.

Request No. 8: Any and all documents, including but not limited to, electronically stored documents and data ("ESI"), you or any one assisting in any way to your responses to all Requests for Admissions served upon you either reviewed, referenced, relied upon, or that formed the basis for any response included in any of your Responses to Intervenor's 1st Set of Requests for Admissions numbers 1-145 inclusive. When you produce these documents please identify per Admission Request number which the document(s) produced apply to.

Response No. 8: Keystone objects to the request because it is overbroad and unduly burdensome, and Keystone objects to the extent it requires production in a manner beyond or in excess of the manner required by the Nebraska Civil Discovery Rules. Keystone further objects to identifying a corresponding request to admit number because it may invade the attorney-client privilege or the attorney-work product privilege. Subject to and without waiving these objections, Keystone will produce any documents it expressly referenced in its answers.

Dated: May 15th, 2017.

TRANSCANADA KEYSTONE PIPELINE,
LP

By: 

James G. Powers (#17780)

Patrick D. Pepper (#23228)

McGrath North Mullin & Kratz, PC LLO

First National Tower, Suite 3700

1601 Dodge Street

Omaha, Nebraska 68102

(402) 341-3070

(402) 341-0216 fax

James G. Powers -

jpowers@mcgrathnorth.com

Patrick D. Pepper -

ppepper@mcgrathnorth.com

VERIFICATION

STATE OF TEXAS)
)
COUNTY OF HARRIS)

The Affiant, Meera Kothari, being first duly sworn, hereby declares:

1. I am the manager, US Liquids Projects for TransCanada Corporation.
2. I have read the foregoing Answers to the Intervenor/Landowners Susan Dunavan, et al.'s Second Set of Interrogatories.
3. The Interrogatories ask for information in the possession of TransCanada Keystone Pipeline, L.P. No one individual has personal knowledge of all the information so as to permit that individual to fully and completely respond to all the Interrogatories.
4. Upon information and belief, I state that the facts set forth in the answers to foregoing Interrogatories are true and correct.

IN WITNESS WHEREOF, I declare that the foregoing is true and correct and that this declaration was executed on this 11th day of May, 2017.



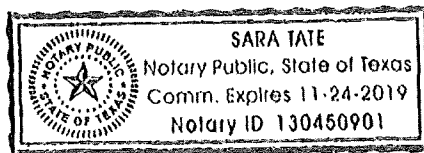
Meera Kothari

SUBSCRIBED AND SWORN to before me a notary public on this 11 day of May, 2017.



Notary Public

My Commission Expires:



CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was served on the Intervenor Landowners' attorneys via email and United States mail, postage prepaid, this 15th day of May, 2017.

David A. Domina
Brian E. Jorde
Domina Law Group, PC, LLO
2425 S. 144th St.
Omaha, NE 68144-3267
ddomina@dominalaw.com
BJorde@dominalaw.com

A handwritten signature in blue ink, appearing to read "J. Hauer", is written over a horizontal line.

Attachment #3

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

IN THE MATTER OF THE APPLICATION)	APPLICATION NO. OP-0003
OF TRANSCANADA KEYSTONE)	
PIPELINE, LP FOR ROUTE APPROVAL OF)	
THE KEYSTONE XL PIPELINE PROJECT)	
PURSUANT TO THE MAJOR OIL)	
PIPELINE SITING ACT)	
)	
Intervenors/Landowners)	
)	
Susan Dunavan and William Dunavan, et al.,)	
)	

**TRANSCANADA KEYSTONE PIPELINE, LP'S RESPONSES TO THE
INTERVENORS/LANDOWNERS' FIRST SET OF REQUESTS FOR ADMISSION**

COMES NOW TransCanada Keystone Pipeline, LP ("Keystone") and for its Responses to Intervenors/Landowners' First Set of Requests for Admission, states as follows:

GENERAL OBJECTIONS

1. Keystone generally objects to the Landowners' First Set of Requests for Admission to the extent they inquire into matters which are beyond the scope of the Public Service Commission's ("PSC") permitted inquiry under the Major Oil Pipeline Siting Act, Neb. Rev. Stat. § 57-1401, *et seq.* ("MOPSA"), which prevents regulation and evaluation of safety of major oil pipelines and pipeline facilities. *See* Neb. Rev. Stat. §§ 57-1403(1) (may not regulate safety of the major oil pipelines and pipeline facilities); 57-1407(4) (may not consider "risks or impacts of spills or leaks from major oil pipeline"); 291 N.A.C. § 023.01 (regulations do not intend to regulate safety as to major oil pipelines and pipeline facilities); 291 N.A.C. § 023.07 (Commission shall not evaluate safety considerations). As expressly recognized in the PSC's February 16, 2017 notification of Keystone's Application for approval of the Preferred Route, MOPSA "prohibits the Commission from evaluating safety considerations, including the safety as to the design, installation, inspection, emergency plans and procedures, testing, construction,

extension, operation, replacement, maintenance, and risk or impact of spills or leaks from the major oil pipeline” and the “Commission’s review is limited to siting or choosing the route of the major oil pipeline.” In view of this legal authority, all discovery requests seeking information beyond the scope of this proceeding as defined by Nebraska law are irrelevant, not likely to lead to the discovery of admissible evidence, unduly burdensome and overbroad.

2. Keystone generally objects to the Landowners’ First Set of Requests for Admission to the extent they purport to seek information pertaining to or in the possession of entities other than TransCanada Keystone Pipeline, L.P. or its authorized representatives. Keystone is the entity which is applying for route approval from the PSC, and, as a result, discovery concerning other entities is beyond the scope of this proceeding, irrelevant, and not reasonably calculated to lead to the discovery of admissible evidence.

REQUESTS FOR ADMISSIONS

Request No. 1: Admit that the preferred Keystone XL Pipeline route as identified on the map in your Application to the PSC would not serve the public interest of Nebraska.

Response: Deny. As set forth in the Application, the Preferred Route serves the public interest.

Request No. 2: Admit that the Sandhills Alternative Route in place of your proposed route as identified on the map in your Application to the PSC would not serve the public interest of Nebraska.

Response: Deny. As set forth in the Application the Sandhills Alternative Route, although not as favorable as the Preferred Route, would serve the public interest of Nebraska.

Request No. 3: Admit that the Mainline Alternative Route as identified on the map in your Application to the PSC would not serve the public interest of Nebraska.

Response: Deny. As set forth in the Application the Mainline Alternative Route, although not as favorable as the Preferred Route, would serve the public interest of Nebraska.

Request No. 4: Admit that the present location of Keystone I is not a route that serves the public interest of Nebraska.

Response: Deny. The Keystone Mainline serves the public interest. Among other things, the tax revenue and economic activity have been beneficial to the area of the Keystone Mainline.

Request No. 5: Admit that your I-90 Corridor Alternative A Route would not serve the public interest of Nebraska.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Request No. 6: Admit that your I-90 Corridor Alternative B Route would not serve the public interest of Nebraska.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Request No. 7: Admit that you know of no Nebraska citizen that can use, or that has a use for product that is placed within your proposed Keystone XL Pipeline at its origin at Alberta, Canada.

Response: Keystone is without sufficient information to admit or deny this Request; as such Keystone denies it.

Request No. 8: Admit that the proposed Keystone XL Pipeline, regardless of route across Nebraska, does not, and would not have any off ramps or any ability for a Nebraska citizen to extract product from the pipeline within Nebraska.

Response: Deny. Under existing Nebraska law (Neb. Rev. Stat. § 75-503), such an “off ramp” is possible if conditions are satisfied.

Request No. 9: Admit that the proposed Keystone XL Pipeline, regardless of route across Nebraska, does not have the ability for any Nebraska citizen to on-load or place product into the pipeline a any location within the State of Nebraska.

Response: Deny. If a Nebraska citizen desires to load acceptable product into the Keystone XL project, and the Nebraska citizen has a commercially appropriate proposal, an on-load location is possible, just as it is proposed in Montana.

Request No. 10: Admit that the proposed Keystone XL Pipeline, regardless of route, would not generate any tax or revenue for the citizens of Nebraska as calculated on a per barrel of tar sands calculation.

Response: Deny. The meaning of tax or revenue “as calculated on a per barrel of tar sands calculation” is unclear. However, a Nebraska shareholder in TransCanada, for example, could receive revenue and incur tax liability in part due to transportation service provided by the Keystone XL Pipeline.

Request No. 11: Admit that the proposed Keystone XL Pipeline, regardless of route across Nebraska, would not generate any excise tax for the benefit of the citizens of the State of Nebraska.

Response: Keystone lacks sufficient information to admit or deny this request, and as such, Keystone denies it. The question requires speculation as to who is paying the excise tax, who is collecting it, what specific good is subject to the excise tax, in addition to other incomplete factors in the question.

Request No. 12: Admit that the proposed Keystone XL Pipeline, regardless of route across Nebraska, would not generate any sales tax for benefit of the citizens of the State of Nebraska.

Response: Deny. The Keystone XL Pipeline project will generate sales tax, as reflected in Keystone’s Application and the testimony of Dr. Goss.

Request No. 13: Admit that the pipe and related fixtures themselves of proposed Keystone XL Pipeline, regardless of route across Nebraska, is only subject to personal property tax.

Response: Deny. The pipe and related fixtures in the Keystone XL Pipeline are subject to other tax, including, for example, use tax estimated to exceed \$16 million.

Request No. 14: Admit that the only real estate property tax derived from any aspect of your proposed Keystone XL Pipeline within Nebraska, regardless of route across Nebraska, would be from land and/or buildings actually owned by you.

Response: Deny. Keystone's real estate is subject to real property taxes. In addition, the companies or individuals who provide services to the pipeline may also own real estate necessary to service the pipeline, which is subject to real estate tax. For example, during the construction aspect of the pipeline, lodging facilities for construction workers may be owned by others, and those facilities would be subject to real estate property taxes.

Request No. 15: Admit that the only land on the proposed Keystone XL pipeline route actually owned by you would be limited that land upon which the proposed pumping stations would exist.

Response: Admit.

Request No. 16: Admit that you know of no study that suggests the citizens of the State of Nebraska require tar sands oil to meet any increased energy need for the State of Nebraska.

Response: Deny. In Neb. Rev. Stat. § 57-1403(3), the Nebraska Legislature codified its finding of the need during the 2011 Special Session of the Legislature, which was called specifically for the Keystone XL Pipeline. Additionally, on March 23, 2017, the United States Department of State, after extensive and exhaustive study, determined the Keystone XL Pipeline is in the national interest. The State Department's Record of Decision/National Interest Determination (ROD/NID) found that "the proposed Project will meaningfully support US energy security . . ." See ROD/NID at page 27. Nebraska is part of the United States.

Request No. 17: Admit that you know of no study that suggests the citizens of the State of Nebraska require tar sands oil to meet any increased energy need for the State of Nebraska above and beyond that energy that is presently available to State of Nebraska as of February 16, 2017.

Response: Deny, and see answer to Request No. 16.

Request No. 18: Admit that you know of no study that suggests the citizens of the State of Nebraska require tar sands oil to meet any increased energy need for the State of Nebraska above and beyond that energy that is presently available to State of Nebraska as of May 1, 2017.

Response: Deny, and see answer to Request No. 16.

Request No. 19: Admit that you are required to sign a Road Haul agreements with every county in which the proposed Keystone XL Pipeline were to pass through within the State of Nebraska.

Response: Keystone's practice is to enter into road haul agreements with counties through which the pipeline will pass. But each county may have different requirements for those road haul agreements, therefore, Keystone denies this request as written.

Request No. 20: Admit that as of February 16, 2017, you did not have fully executed Haul Road agreements with each and every county that the proposed Keystone XL Pipeline would pass through within the State of Nebraska.

Response: Keystone has road haul agreements with multiple counties, but not all counties along the path of the Preferred Route. The agreement is one which is prospective in nature and Keystone will fulfill all applicable requirements before construction.

Request No. 21: Admit that as of May 1, 2017, you did not have fully executed Haul Road agreements with each and every county that the proposed Keystone XL Pipeline would pass through within the State of Nebraska.

Response: Keystone has road haul agreements with multiple counties, but not all counties along the path of the Preferred Route. The agreement is one which is prospective in nature and Keystone will fulfill all applicable requirements before construction.

Request No. 22: Admit that the Keystone I Pipeline has had nineteen (19) or more identified spills or leaks since it was placed into use.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence.

Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 23: Admit that any spill or leak occurring in Nebraska of the chemicals transported within your presently existing Keystone I Pipeline within Nebraska would be an intrusion upon the natural resources of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 24: Admit that any spill or leak occurring in Nebraska of the chemicals transported within your presently existing Keystone I Pipeline within Nebraska would be an intrusion upon the land of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 25: Admit that any spill or leak occurring in Nebraska of the chemicals transported within your presently existing Keystone I Pipeline within Nebraska would be an intrusion upon the soil of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 26: Admit that any spill or leak occurring in Nebraska of the tar sands transported within your presently existing Keystone I Pipeline within Nebraska would be an intrusion upon the natural resources of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence.

Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 27: Admit that any spill or leak occurring in Nebraska of the tar sands transported within your presently existing Keystone I Pipeline within Nebraska would be an intrusion upon the land of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 28: Admit that any spill or leak occurring in Nebraska of the tar sands transported within your presently existing Keystone I Pipeline within Nebraska would be an intrusion upon the soil of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 29: Admit that any spill or leak occurring in Nebraska of the chemicals transported within your presently existing Keystone I Pipeline within Nebraska would be a negative impact upon the natural resources of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 30: Admit that any spill or leak occurring in Nebraska of the chemicals transported within your presently existing Keystone I Pipeline within Nebraska would be a negative impact upon the land of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence.

Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 31: Admit that any spill or leak occurring in Nebraska of the chemicals transported within your presently existing Keystone I Pipeline within Nebraska would be a negative impact upon the soil of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 32: Admit that any spill or leak occurring in Nebraska of the tar sands transported within your presently existing Keystone I Pipeline within Nebraska would be a negative impact upon the natural resources of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 33: Admit that any spill or leak occurring in Nebraska of the tar sands transported within your presently existing Keystone I Pipeline within Nebraska would be a negative impact upon the land of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 34: Admit that any spill or leak occurring in Nebraska of the tar sands transported within your presently existing Keystone I Pipeline within Nebraska would be a negative impact upon the soil of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence.

Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 35: Admit that any spill or leak occurring in Nebraska of the chemicals transported within your presently existing Keystone I Pipeline within Nebraska would be a negative impact upon the welfare of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 36: Admit that any spill or leak occurring in Nebraska of the tar sands transported within your presently existing Keystone I Pipeline within Nebraska would be a negative impact upon the welfare of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 37: Admit that any spill or leak occurring in Nebraska of the chemicals transported within your presently existing Keystone I Pipeline within Nebraska would be a negative impact upon the aesthetic of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 38: Admit that any spill or leak occurring in Nebraska of the tar sands transported within your presently existing Keystone I Pipeline within Nebraska would be a negative impact upon the aesthetic of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence.

Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 39: Admit the spill technology detection system, which you propose to utilize for the proposed Keystone XL Pipeline, as located within Nebraska, is not more technologically advanced than the spill detection system currently employed in the Keystone I Pipeline within Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 40: Admit the spill technology detection system, which you utilize in the Keystone I Pipeline, as located within Nebraska, is inferior to the spill technology detection system currently utilized by you with the Keystone I Pipeline within Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 41: Admit the spill technology detection system, which you utilize in the Keystone I Pipeline, as located within Nebraska, cannot detect 100% of any spill or leak that may occur.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 42: Admit the spill technology detection system, which you intend to utilize in your proposed Keystone XL Pipeline, as it would be located within Nebraska, cannot detect 100% of any spill or leak that may occur.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 43: Admit that pipelines spill or leak.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 44: Admit that major oil pipelines spill or leak.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 45: Admit that tars sands pipelines spill or leak.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 46: Admit that your proposed Keystone XL pipeline, if built and allowed to operate within Nebraska, will spill or leak at some point.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 47: Admit that it is foreseeable that your proposed Keystone XL pipeline, if built and allowed to operate in Nebraska, will spill or leak at some point.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 48: Admit that your proposed Keystone XL pipeline, if built and allowed to operate, will spill or leak at some point.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 49: Admit that it is foreseeable that your proposed Keystone XL pipeline, if built and allowed to operate, will spill or leak at some point.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 50: Admit that the groundwater and the surface water within the State of Nebraska are hydrologically connected.

Response: Deny. While some groundwater and surface waters are connected, not all ground and surface waters are hydrologically connected.

Request No. 51: Admit that the Mainline Alternative Route for the proposed Keystone XL Pipeline could feasibly be used within Nebraska.

Response: Admit but the Preferred Route is the superior route for the Keystone XL Pipeline as set forth in Keystone's Application.

Request No. 52: Admit that the Mainline Alternative Route for the proposed Keystone XL Pipeline could be beneficially used within Nebraska.

Response: Keystone admits the Mainline Alternative has some beneficial uses, but as compared to the Preferred Route, the Mainline Alternative is not superior. Keystone, therefore, denies that the Mainline Alternative is beneficial when it is compared to the Preferred Route.

Request No. 53: Admit that the I-90 Corridor Alternative A Route for the proposed Keystone XL Pipeline could feasibly be used within the state of Nebraska.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 54: Admit that the I-90 Corridor Alternative A Route for the proposed Keystone XL Pipeline could beneficially be used within the state of Nebraska.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 55: Admit that the I-90 Corridor Alternative B Route for the proposed Keystone XL Pipeline could feasibly be used within the state of Nebraska.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 56: Admit that the I-90 Corridor Alternative B Route for the proposed Keystone XL Pipeline could beneficially be used within the state of Nebraska.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 57: Admit that you have not studied the impact of your proposed Preferred Route of the Keystone XL Pipeline on the orderly development of every single area around your proposed Preferred Route.

Response: Deny, see Keystone's Application in its entirety and specifically Section 21.

Request No. 58: Admit that you have not studied the impact of the proposed Mainline Alternative Route of the Keystone XL Pipeline on the orderly development of every single area around that proposed Mainline Alternative Route.

Response: Deny, see Keystone's Application in its entirety and specifically Section 21.

Request No. 59: Admit that you have not studied the impact of the proposed I-90 Corridor Route of the Keystone XL Pipeline on the orderly development of every single area around that proposed I-90 Corridor Alternative A Route.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 60: Admit that you have not studied the impact of the proposed I-90 Corridor Route of the Keystone XL Pipeline on the orderly development of every single area around that proposed I-90 Corridor Alternative B Route.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 61: Admit that since the filing of your February 16, 2017 Application of request for approval of your Preferred Route of the proposed Keystone XL Pipeline, that you have not asked the Nebraska Department of Environmental Quality to perform any evaluation related to your preferred route.

Response: Admit.

Request No. 62: Admit that since the filing of your February 16, 2017 Application of request for approval of your Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Department of Natural Resources to perform any evaluation related to your preferred route.

Response: Admit.

Request No. 63: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline

that you have not asked the Nebraska Department of Revenue to perform any evaluation related to your preferred route.

Response: Admit.

Request No. 64: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Department of Roads to perform any evaluation related to your preferred route..

Response: Admit.

Request No. 65: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Game & Parks Commission to perform any evaluation related to your preferred route.

Response: Admit.

Request No. 66: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Oil & Gas Conservation Commission to perform any evaluation related to your preferred route.

Response: Admit.

Request No. 67: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska State Historical Society to perform any evaluation related to your preferred route.

Response: Admit.

Request No. 68: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska State Fire Marshal to perform any evaluation related to your preferred route.

Response: Admit.

Request No. 69: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Board of Educational Lands & Funds to perform any evaluation related to your preferred route.

Response: Admit.

Request No. 70: Admit that since the filing of your February 16, 2017 Application of request for approval of your Preferred Route of the proposed Keystone XL Pipeline, that you have not asked the Nebraska Department of Environmental Quality to perform any evaluation related to your Mainline Alternative route.

Response: Admit.

Request No. 71: Admit that since the filing of your February 16, 2017 Application of request for approval of your Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Department of Natural Resources to perform any evaluation related to your Mainline Alternative route.

Response: Admit.

Request No. 72: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Department of Revenue to perform any evaluation related to your Mainline Alternative route.

Response: Admit.

Request No. 73: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Department of Roads to perform any evaluation related to your Mainline Alternative route.

Response: Admit.

Request No. 74: Admit that since the filing of your Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked

the Nebraska Game & Parks Commission to perform any evaluation related to your Mainline Alternative route.

Response: Admit.

Request No. 75: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Oil & Gas Conservation Commission to perform any evaluation related to your Mainline Alternative route.

Response: Admit.

Request No. 76: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska State Historical Society to perform any evaluation related to your Mainline Alternative route.

Response: Admit.

Request No. 77: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska State Fire Marshal to perform any evaluation related to your Mainline Alternative route.

Response: Admit.

Request No. 78: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Board of Educational Lands & Funds to perform any evaluation related to your Mainline Alternative route.

Response: Admit.

Request No. 79: Admit that since the filing of your February 16, 2017 Application of request for approval of your Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Department of Natural Resources to perform any evaluation related to either your I-90 Corridor Alternative A or B routes.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 80: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Department of Revenue to perform any evaluation related to either your I-90 Corridor Alternative A or B routes.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 81: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Department of Roads to perform any evaluation related to either your I-90 Corridor Alternative A or B routes.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 82: Admit that since the filing of your Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Game & Parks Commission to perform any evaluation related to either your I-90 Corridor Alternative A or B routes.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 83: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Oil & Gas Conservation Commission to perform any evaluation related to either your I-90 Corridor Alternative A or B routes.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 84: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline

that you have not asked the Nebraska State Historical Society to perform any evaluation related to either your I-90 Corridor Alternative A or B routes.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 85: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska State Fire Marshal to perform any evaluation related to either your I-90 Corridor Alternative A or B routes.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 86: Admit that since the filing of your February 16, 2017 Application of request for approval of the Preferred Route of the proposed Keystone XL Pipeline that you have not asked the Nebraska Board of Educational Lands & Funds to perform any evaluation related to either your I-90 Corridor Alternative A or B routes.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 87: Admit that you have not obtained statements or testimony, whether sworn or otherwise, of the views, regarding your proposed Keystone XL pipeline through Nebraska, of each and every member of each and every governing body or board or commission of each and every county and each and every municipality in the areas around your Preferred Route for the Keystone XL Pipeline across Nebraska.

Response: Admit.

Request No. 88: Admit that you have not obtained statements or testimony, whether sworn or otherwise, of the views, regarding your proposed Keystone XL pipeline through Nebraska, of each and every member of each and every governing body or board or commission of each and every county and each and every municipality in the areas around your Mainline Alternative Route for the Keystone XL Pipeline across Nebraska.

Response: Admit.

Request No. 89: Admit that you have not obtained statements or testimony, whether sworn or otherwise, of the views, regarding your proposed Keystone XL pipeline through Nebraska, of each and every member of each and every governing body or board or commission of each and every county and each and every municipality in the areas around your Sandhills Alternative Route for the Keystone XL Pipeline across Nebraska.

Response: Admit.

Request No. 90: Admit that you have not obtained statements or testimony, whether sworn or otherwise, of the views, regarding your proposed Keystone XL pipeline through Nebraska, of each and every member of each and every governing body or board or commission of each and every county and each and every municipality in the areas around your I-90 Corridor Alternative Route for the Keystone XL Pipeline across Nebraska.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 91: Admit that you have not obtained an official consensus statement or statement of majority approval views, regarding your proposed Keystone XL pipeline through Nebraska, by and each and every governing body, board of commissioners, city council, or any other governing body of each and every county and each and every municipality in the area around the Preferred Route for the Keystone XL Pipeline across Nebraska.

Response: Admit.

Request No. 92: Admit that you have not obtained an official consensus statement or statement of majority approval views, regarding your proposed Keystone XL pipeline through Nebraska, by and each and every governing body, board of commissioners, city council, or any other governing body of each and every county and each and every municipality in the area around the Mainline Alternative Route for the Keystone XL Pipeline across Nebraska.

Response: Admit.

Request No. 93: Admit that you have not obtained an official consensus statement or statement of majority approval views, regarding your proposed Keystone XL pipeline through Nebraska, by and each and every governing body, board of commissioners, city council, or any other governing body of each and every county and each and every municipality in the area around the Sandhills Alternative Route for the Keystone XL Pipeline across Nebraska.

Response: Admit.

Request No. 94: Admit that you have not obtained an official consensus statement or statement of majority approval views, regarding your proposed Keystone XL pipeline through Nebraska, by and each and every governing body, board of commissioners, city council, or any other governing body of each and every county and each and every municipality in the area around the I-90 Corridor Alternative Route for the Keystone XL Pipeline across Nebraska.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 95: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would ensure the welfare of each and every Nebraskan.

Response: Deny. See Application.

Request No. 96: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would ensure the welfare of Nebraska.

Response: Deny. See Application.

Request No. 97: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would ensure the protection of property rights for each and every Nebraskan.

Response: Deny. See Application.

Request No. 98: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would ensure the protection of property rights of each directly affected Nebraska landowner.

Response: Deny. See Application.

Request No. 99: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would ensure the protection of property rights of each directly affected Nebraska landowner's tenant or lessee.

Response: Deny. See Application.

Request No. 100: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would ensure aesthetic values for each and every Nebraskan.

Response: Deny. See Application.

Request No. 101: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would ensure aesthetic values of Nebraska.

Response: Deny. See Application.

Request No. 102: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would ensure the economic interests of each and every Nebraskan.

Response: Deny. See Application.

Request No. 103: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would ensure the economic interests of Nebraska.

Response: Deny. See Application.

Request No. 104: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would advance the welfare of each and every Nebraskan.

Response: Deny. See Application.

Request No. 105: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would advance the welfare of Nebraska.

Response: Deny. See Application.

Request No. 106: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would advance the protection of property rights for each and every Nebraskan.

Response: Deny. See Application.

Request No. 107: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would advance the protection of property rights of each directly affected Nebraska landowner.

Response: Deny. See Application.

Request No. 108: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would advance the protection of property rights of each directly affected Nebraska landowner's tenant or lessee.

Response: Deny. See Application.

Request No. 109: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred

location for the route of the proposed Keystone XL Pipeline would advance aesthetic values for each and every Nebraskan.

Response: Deny. See Application.

Request No. 110: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would advance aesthetic values of Nebraska.

Response: Deny. See Application.

Request No. 111: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would advance the economic interests of each and every Nebraskan.

Response: Deny. See Application.

Request No. 112: Admit that nowhere in your February 16, 2017 Application for a pipeline route across the State of Nebraska do you have any evidence that your preferred location for the route of the proposed Keystone XL Pipeline would advance the economic interests of Nebraska.

Response: Deny. See Application.

Request No. 113: Admit that under the requirements of the Major Oil Pipeline Siting Act that a factor for considering whether a proposed route, or any alternative route for the proposed Keystone XL Pipeline, to be deemed in the public interest that any such location for the pipeline must ensure the welfare of the people, land, water, soil, and natural resources around that proposed Preferred Route.

Response: Keystone objects to the Request because the meaning of words in a statute is a question of law, the interpretation of which is the exclusive province of the Public Service Commission. As such, this Request seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 114: Admit that under the requirements of the Major Oil Pipeline Siting Act that a factor for considering whether a proposed route, or any alternative route for the proposed Keystone XL Pipeline, to be deemed in the public interest that any such location for the pipeline must ensure the welfare of the people, land, water, soil, and natural resources around that proposed Mainline Alternative Route.

Response: Keystone objects to the Request because the meaning of words in a statute is a question of law, the interpretation of which is the exclusive province of the Public Service Commission. As such, this Request seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 115: Admit that under the requirements of the Major Oil Pipeline Siting Act that a factor for considering whether a proposed route, or any alternative route for the proposed Keystone XL Pipeline, to be deemed in the public interest that any such location for the pipeline must ensure the welfare of the people, land, water, soil, and natural resources around the proposed I-90 Corridor Alternative Routes A and B.

Response: Keystone objects because it did not propose the I-90 Corridor Alternative as a route for this Application. See also response to Request Nos. 5 and 6.

Request No. 116: Admit that, under the requirements of the Major Oil Pipeline Siting Act, Neb Rev Stat § 57-1402(1), a factor for considering whether the proposed route or any alternative route for the proposed Keystone XL Pipeline is in the public interest that any such location for the pipeline must ensure the welfare of all Nebraskans.

Response: Keystone objects to the Request because the meaning of words in a statute is a question of law, the interpretation of which is the exclusive province of the Public Service Commission. As such, this Request seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 117: Admit that, under the requirements of the Major Oil Pipeline Siting Act, Neb Rev. Stat § 57-1402(1), a factor for considering whether the proposed route or any alternative route for the proposed Keystone XL Pipeline is in the public interest that any such location for the pipeline must ensure the protection of property rights for all Nebraskans.

Response: Keystone objects to the Request because the meaning of words in a statute is a question of law, the interpretation of which is the exclusive province of the Public Service Commission. As such, this Request seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 118: Admit that, under the requirements of the Major Oil Pipeline Siting Act, Neb Rev. Stat § 57-1402(1), a factor for considering whether the proposed route or any alternative route for the proposed Keystone XL Pipeline is in the public interest that any such location for the pipeline must ensure the protection of esthetic values for every Nebraskan.

Response: Keystone objects to the Request because the meaning of words in a statute is a question of law, the interpretation of which is the exclusive province of the Public Service Commission. As such, this Request seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 119: Admit that, under the requirements of the Major Oil Pipeline Siting Act, Neb Rev Stat § 57-1402(1), a factor for considering whether the proposed route or any alternative route for the proposed Keystone XL Pipeline is in the public interest that any such location for the pipeline must ensure the protection of the economic interests of every Nebraskan.

Response: Keystone objects to the Request because the meaning of words in a statute is a question of law, the interpretation of which is the exclusive province of the Public Service Commission. As such, this Request seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 120: Admit you are aware of no law that would prevent you, or make it unlawful, to twin or closely parallel your existing Keystone I Pipeline within Nebraska with your proposed Keystone XL Pipeline.

Response: Admit, but pursuant to MOPSA the Preferred Route should be selected for the Keystone XL Pipeline.

Request No. 121: Admit you have 100% of the easements from each and every landowner who owns land upon which your present Keystone I Pipeline is located within and throughout the State of Nebraska.

Response: Admit.

Request No. 122: Admit you have all infrastructure needed for the operation of your currently existing Keystone I Pipeline within and throughout Nebraska.

Response: Admit.

Request No. 123: Admit you have relationships with each and every first responder and corresponding departments or local and state entities that would be involved, if there was a spill incident anywhere along the Keystone I Pipeline as it is located within and through the State of Nebraska.

Response: Keystone objects to this request because it does not seek relevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. *See* Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 124: Admit your company has relationships with each and every relevant local and county governing board, commission, and/or city council for each and every community through which the current Keystone I Pipeline passes throughout the State of Nebraska.

Response: Admit.

Request No. 125: Admit that it is physically possible for you to twin or closely parallel from the South Dakota-Nebraska border to the Nebraska-Kansas border a second pipeline along or near the route of your currently existing Keystone I Pipeline within and through the State of Nebraska.

Response: Deny. South Dakota's fixed exit point for Keystone XL is approximately 100 miles to the west of the Keystone I Pipeline. Plus, it is not possible to "twin" or "closely parallel" the line because deviations due to features such as wellhead protection zones, existing residences, and placing the route at optimal stream crossing locations, among others, are required. Keystone Mainline used the optimal route, and any attempt to "twin" that route would lead to a less optimal route than the proposed Keystone Mainline Route.

Request No. 126: Admit that it is feasible for you to twin or closely parallel from the South Dakota-Nebraska border to the Nebraska-Kansas border a second pipeline along or near the route of your currently existing Keystone 1 Pipeline within and through the State of Nebraska.

Response: Deny. South Dakota's fixed exit point for Keystone XL is approximately 100 miles to the west of the Keystone I Pipeline. Plus, it is not possible to "twin" or "closely parallel" the line because deviations due to features such as wellhead protection zones, existing residences, and placing the route at optimal stream crossing locations, among others, are required. Keystone Mainline used the optimal route, and any attempt to "twin" that route would lead to a less optimal route than the proposed Keystone Mainline Route.

Request No. 127: Admit that it is beneficial for you to twin or closely parallel from the South Dakota-Nebraska border to the Nebraska-Kansas border a second pipeline along the route of your currently existing Keystone I Pipeline within and through the State of Nebraska.

Response: Deny. South Dakota's fixed exit point for Keystone XL is approximately 100 miles to the west of the Keystone I Pipeline. Plus, it is not possible to "twin" or "closely parallel" the line because deviations due to features such as wellhead protection zones, existing residences, and placing the route at optimal stream crossing locations, among others, are required. Keystone Mainline used the optimal route, and any attempt to "twin" that route would lead to a less optimal route than the proposed Keystone Mainline Route.

Request No. 128: Admit that the Fifth Amendment to our federal Constitution states as follows:

"No person shall be held to answer for a capital, or otherwise infamous crime, unless on a presentment or indictment of a Grand Jury, except in cases arising in the land or naval forces, or in the Militia, when in actual service in time of War or public danger; nor shall any person be subject for the same offence to be twice put in jeopardy of life or limb; nor shall be compelled in any criminal case to be a witness against himself, nor be deprived of life, liberty, or property, without due process of law; nor shall private property be taken for public use, without just compensation."

Response: Admit.

Request No. 129: Admit that Article I, § 21 of the Nebraska Constitution states as follows:

"The property of no person shall be taken or damaged for public use without just compensation therefor."

Response: Admit.

Request No. 130: Admit there is no "public use" of your proposed Keystone XL Pipeline regardless of its potential route within and throughout the State of Nebraska.

Response: Deny. See, e.g. Neb. Rev. Stat. § 57-1403(3).

Request No. 131: Admit that not one of the landowners whose property would be impacted on any proposed route of your proposed Keystone XL route through Nebraska could use the Keystone XL Pipeline within the State of Nebraska.

Response: Deny.

Request No. 132: Admit that only the shareholders of TransCanada directly benefit from any profits TransCanada generates through its ownership of any proposed Keystone XL Pipeline located within and throughout the State of Nebraska.

Response: Deny.

Request No. 133: Admit that the State of Nebraska does not directly benefit from any profits TransCanada generates through its ownership of any proposed Keystone XL Pipeline located within and throughout the State of Nebraska.

Response: Deny.

Request No. 134: Admit that none of the landowners whose land is on any of your proposed Keystone XL routes through Nebraska would directly benefit from any profits TransCanada generates through its ownership of any proposed Keystone XL Pipeline located within and throughout the State of Nebraska.

Response: Deny.

Request No. 135: Admit that the profits of TransCanada from its operation and ownership of any proposed Keystone XL Pipeline through the State of Nebraska are distributed only to its shareholders and owners.

Response: Deny.

Request No. 136: Admit that you have provided no evidence with your February 16, 2017 Application for Keystone XL Pipeline route within and throughout Nebraska to guarantee there will be no detrimental impact or intrusion upon the local governments of the State of Nebraska.

Response: Deny. See Application.

Request No. 137: Admit that you have provided no evidence with your February 16, 2017 Application for Keystone XL Pipeline route within and throughout Nebraska to guarantee there will be no detrimental impact or intrusion upon the state government of the State of Nebraska.

Response: Deny. See Application.

Request No. 138: Admit that you have provided no evidence with your February 16, 2017 Application for Keystone XL Pipeline route within and throughout Nebraska to guarantee there will be no detrimental impact or intrusion on the value of any landowner directly affected by your proposed Preferred Route of the proposed Keystone XL Pipeline.

Response: Deny. See Application.

Request No. 139: Admit that you have provided no evidence with your February 16, 2017 Application for Keystone XL Pipeline route within and throughout Nebraska to guarantee there will be no detrimental affect or impact to the decrease of the local property tax collected by the communities affected by your proposed Keystone XL Pipeline.

Response: Keystone objects because the question as written is capable of multiple interpretations and, therefore, it is vague and ambiguous. Keystone, therefore, denies.

Request No. 140: Admit that you have provided no evidence with your February 16, 2017 Application for Keystone XL Pipeline route within and throughout Nebraska to guarantee there will be no detrimental affect or impact to the decrease in state taxes of any kind of the communities affected by your proposed Keystone XL Pipeline.

Response: Keystone objects because the question as written is capable of multiple interpretations and, therefore, it is vague and ambiguous. Keystone, therefore, denies.

Request No. 141: Admit that you have provided no evidence with your February 16, 2017 Application for Keystone XL Pipeline route within and throughout Nebraska to guarantee there will be no negative impact or intrusion upon the local governments of the State of Nebraska.

Response: Deny. See Application.

Request No. 142: Admit that you have provided no evidence with your February 16, 2017 Application for Keystone XL Pipeline route within and throughout Nebraska to guarantee there will be no negative impact or intrusion upon the state government of the State of Nebraska.

Response: Deny. See Application.

Request No. 143: Admit that you have provided no evidence with your February 16, 2017 Application for Keystone XL Pipeline route within and throughout Nebraska to guarantee there will be no negative impact or intrusion on the value of any landowner directly affected by your proposed Preferred Route of the proposed Keystone XL Pipeline.

Response: Deny. See Application.

Request No. 144: Admit that you have provided no evidence with your February 16, 2017 Application for Keystone XL Pipeline route within and throughout Nebraska to guarantee there will be no negative affect or impact to the decrease of the local property tax collected by the communities affected by your proposed Keystone XL Pipeline.

Response: Keystone objects because the question as written is capable of multiple interpretations and, therefore, it is vague and ambiguous. Keystone, therefore, denies.

Request No. 145: Admit that you have provided no evidence with your February 16, 2017 Application for Keystone XL Pipeline route within and throughout Nebraska to guarantee there will be no negative affect or impact to the decrease in state taxes of any kind of the communities affected by your proposed Keystone XL Pipeline.

Response: Keystone objects because the question as written is capable of multiple interpretations and, therefore, it is vague and ambiguous. Keystone, therefore, denies.

Dated: May 15th, 2017.

TRANSCANADA KEYSTONE PIPELINE,
LP

By: 

James G. Powers (#17780)

Patrick D. Pepper (#23228)

McGrath North Mullin & Kratz, PC LLO

First National Tower, Suite 3700

1601 Dodge Street

Omaha, Nebraska 68102

(402) 341-3070

(402) 341-0216 fax

James G. Powers -

jpowers@mcgrathnorth.com

Patrick D. Pepper -

ppepper@mcgrathnorth.com

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was served on the Intervenor Landowners' attorneys via email and United States mail, postage prepaid, this 15th day of May, 2017.

David A. Domina
Brian E. Jorde
Domina Law Group, PC, LLO
2425 S. 144th St.
Omaha, NE 68144-3267
ddomina@dominalaw.com
BJorde@dominalaw.com

A handwritten signature in blue ink is written over a horizontal line. The signature is stylized and appears to be the initials 'DJ' followed by a surname.

Attachment #4

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

IN THE MATTER OF THE APPLICATION)	APPLICATION NO. OP-0003
OF TRANSCANADA KEYSTONE)	
PIPELINE, LP FOR ROUTE APPROVAL OF)	
THE KEYSTONE XL PIPELINE PROJECT)	
PURSUANT TO THE MAJOR OIL)	
PIPELINE SITING ACT)	
)	
)	
Intervenors/Landowners)	
)	
)	
)	
Susan Dunavan and William Dunavan, et al.,)	
)	

**TRANSCANADA KEYSTONE PIPELINE, LP'S ANSWERS TO THE
INTERVENORS/LANDOWNERS' THIRD SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION**

COMES NOW TransCanada Keystone Pipeline, LP ("Keystone") and for its answers to the Intervenors/Landowners' Susan Dunavan, et al.'s ("Landowners") Third Set of Interrogatories and Requests for Production states as follows:

GENERAL OBJECTIONS & RESERVATION OF RIGHTS

1. Keystone generally objects to the Landowners' Interrogatories and Requests for Production to the extent those discovery requests inquire into matters which are beyond the scope of the Public Service Commission's ("PSC") permitted inquiry under the Major Oil Pipeline Siting Act, Neb. Rev. Stat. § 57-1401, *et seq.* ("MOPSA") which prevents regulation and evaluation of safety of major oil pipelines and pipeline facilities. *See* Neb. Rev. Stat. §§ 57-1403(1) (may not regulate safety of the major oil pipelines and pipeline facilities); 57-1407(4) (may not consider "risks or impacts of spills or leaks from major oil pipeline"); 291 N.A.C. § 023.01 (regulations do not intend to regulate safety as to major oil pipelines and pipeline facilities); 291 N.A.C. § 023.07 (Commission shall not evaluate safety considerations). As

expressly recognized in the PSC's February 16, 2017 notification of Keystone's Application for approval of the Preferred Route, MOPSA "prohibits the Commission from evaluating safety considerations, including the safety as to the design, installation, inspection, emergency plans and procedures, testing, construction, extension, operation, replacement, maintenance, and risk or impact of spills or leaks from the major oil pipeline" and the "Commission's review is limited to siting or choosing the route of the major oil pipeline." In view of this legal authority, all discovery requests seeking information beyond the scope of this proceeding as defined by Nebraska law are irrelevant, not likely to lead to the discovery of admissible evidence, unduly burdensome and overbroad.

2. Many of the Landowners' discovery requests seek to have Keystone justify that the Keystone XL Pipeline is in the public interest or define terms within MOPSA. As a matter of Nebraska state law, it has already been determined that "the construction of major oil pipelines [which includes Keystone XL] in Nebraska is in the public interest of Nebraska and the nation...." Neb. Rev. Stat. § 57-1403(3). As a matter of federal law, the Keystone XL Pipeline has also been determined to be in the national interest of the United States. *See* Presidential Permit dated March 23, 2017 and Executive Order 13337, 69 Fed. Reg. 25299 (2004). The issue in this proceeding is not whether the Keystone XL Pipeline itself is in the public interest but is whether the location of the Preferred Route in Nebraska is in the public interest. Keystone objects to the Landowners' questions which seek to invade the province of the PSC to determine if the location of the Preferred Route is in the public interest, and Keystone objects to the Landowners' discovery requests to the extent they ask that Keystone do so. Keystone will, however, provide the Landowners and the PSC with facts proving the Preferred Route is in the public interest.

3. Keystone generally objects to the Landowners' Interrogatories and Requests for Production to the extent they purport to seek information pertaining to or in the possession of entities other than TransCanada Keystone Pipeline, L.P. or those acting on its behalf. Keystone is the entity which is applying for route approval from the Nebraska Public Service Commission, and, as a result, discovery concerning other entities is beyond the scope of this proceeding, irrelevant, and not reasonably calculated to lead to the discovery of admissible evidence. Accordingly, the information set forth herein is provided only with respect to, and on behalf of, Keystone.

4. Keystone reserves the right to supplement the responses to these interrogatories and requests for production as it discovers additional information. Keystone objects to the untimely service of this discovery on it. The CMP expressly provides that Keystone has ten business days to respond to discovery requests, and Landowner Intervenors' untimely service of this discovery fails to provide Keystone with its mandated time. Keystone is engaging in a reasonable search to collect documents, and it will produce the documents as the documents are located and identified as responsive.

INTERROGATORIES

Interrogatory No. 165: Specifically describe your understanding of Nebraska's energy needs as of February 16, 2017.

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The question of energy needs for the State is not within the ambit of the proceedings established by the Major Oil Pipeline Siting Act. Moreover, the question of Nebraska's energy needs has been answered affirmatively by the State of Nebraska in Neb. Rev. Stat. § 57-1403(3) and within the United States' determination that the Keystone XL Pipeline is in the national interest in the Presidential Permit dated March 23, 2017.

Interrogatory No. 166: Specifically describe your understanding of Nebraska's energy needs as of May 5, 2017.

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The question of energy needs for the State is not within the ambit of the proceedings established by the Major Oil Pipeline Siting Act. Moreover, the question of Nebraska's energy needs has been answered affirmatively by the State of Nebraska in Neb. Rev. Stat. § 57-1403(3) and within the United States' determination that the Keystone XL Pipeline is in the national interest in the Presidential Permit dated March 23, 2017.

Interrogatory No. 167: Specifically describe Nebraska's energy needs that are not currently being met by Nebraska's existing energy supply.

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The question of energy needs for the State is not within the ambit of the proceedings established by the Major Oil Pipeline Siting Act. Moreover, the question of Nebraska's energy needs has been answered affirmatively by the State of Nebraska in Neb. Rev. Stat. § 57-1403(3) and within the United States' determination that the Keystone XL Pipeline is in the national interest in the Presidential Permit dated March 23, 2017.

Interrogatory No. 168: Specifically describe Nebraska's energy needs that are not currently being met by Nebraska's available energy supply.

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The question of energy needs for the State is not within the ambit of the proceedings established by the Major Oil Pipeline Siting Act. Moreover, the question of Nebraska's energy needs has been answered affirmatively by the State of Nebraska in Neb. Rev. Stat. § 57-1403(3) and within the United States' determination that the Keystone XL Pipeline is in the national interest in the Presidential Permit dated March 23, 2017.

Interrogatory No. 169: Specifically describe Nebraska's energy needs that are not currently being met by Nebraska's existing energy supply that the proposed preferred route of the Keystone XL pipeline would fulfill.

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The question of energy needs for the State is not within the ambit of the proceedings established by the Major Oil Pipeline Siting Act. Moreover, the question of Nebraska's energy needs has been answered affirmatively by the State of Nebraska in Neb. Rev. Stat. § 57-1403(3) and within the United

States' determination that the Keystone XL Pipeline is in the national interest in the Presidential Permit dated March 23, 2017.

Interrogatory No. 170: Specifically describe the Nebraska's energy needs that the proposed preferred route of the Keystone XL pipeline would fulfill.

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The question of energy needs for the State is not within the ambit of the proceedings established by the Major Oil Pipeline Siting Act. Moreover, the question of Nebraska's energy needs has been answered affirmatively by the State of Nebraska in Neb. Rev. Stat. § 57-1403(3) and within the United States' determination that the Keystone XL Pipeline is in the national interest in the Presidential Permit dated March 23, 2017.

Interrogatory No. 171: Specifically describe the Nebraska's energy needs that the proposed Mainline Alternative route of the Keystone XL pipeline would fulfill.

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The question of energy needs for the State is not within the ambit of the proceedings established by the Major Oil Pipeline Siting Act. Moreover, the question of Nebraska's energy needs has been answered affirmatively by the State of Nebraska in Neb. Rev. Stat. § 57-1403(3) and within the United States' determination that the Keystone XL Pipeline is in the national interest in the Presidential Permit dated March 23, 2017.

Interrogatory No. 172: Specifically describe the Nebraska's energy needs that your proposed I-90 Corridor Alternative A route of the Keystone XL pipeline would fulfill.

Answer: Keystone objects because Keystone did not propose an I-90 Corridor Alternative as part of this application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Keystone also objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The question of energy needs for the State is not within the ambit of the proceedings established by the Major Oil Pipeline Siting Act. Moreover, the question of Nebraska's energy needs has been answered affirmatively by the State of Nebraska in Neb. Rev. Stat. § 57-1403(3) and within the United

States' determination that the Keystone XL Pipeline is in the national interest in the Presidential Permit dated March 23, 2017.

Interrogatory No. 173: Specifically describe the Nebraska's energy needs that your I-90 Corridor Alternative B route of the Keystone XL pipeline would fulfill.

Answer: Keystone objects because Keystone did not propose an I-90 Corridor Alternative as part of this application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible.

Keystone also objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The question of energy needs for the State is not within the ambit of the proceedings established by the Major Oil Pipeline Siting Act. Moreover, the question of Nebraska's energy needs has been answered affirmatively by the State of Nebraska in Neb. Rev. Stat. § 57-1403(3) and within the United States' determination that the Keystone XL Pipeline is in the national interest in the Presidential Permit dated March 23, 2017.

Interrogatory No. 174: Do you believe the fair market value of the intervenor landowners' property that would be affected by your proposed Keystone XL pipeline would increase or decrease as a direct and proximate result of your proposed Keystone XL pipeline being located on, under, across, and/or through their land? Please explain the basis for your answer.

Answer: Keystone objects to the interrogatory because it seeks information beyond the scope of the Major Oil Pipeline Siting Act. Subject to that objection and without waiving it, Keystone states that it pays all landowners just compensation for any limited property rights acquired for the purpose of building and operating a pipeline, including the Keystone XL pipeline. Keystone does not believe the fair market value of the intervenor landowners' property will change as a result of the Keystone XL pipeline because the land at issue is used as rural agricultural land before construction, and it will be returned to its productive capability and used as rural agricultural land after construction and during operation of the Keystone XL pipeline.

Interrogatory No. 175: Do you agree or disagree, and if so, why, that it is more likely than not that a potential buyer of two identical tracts of land, one without your proposed Pipeline affecting it and one with your proposed pipeline affecting it, that the reasonable person would be willing to pay less for the land affected by your proposed KXL pipeline than the land not affected?

Answer: Keystone objects to the interrogatory because it seeks information beyond the scope of the Major Oil Pipeline Siting Act. Subject to that objection and without waiving it, Keystone states that it disagrees with the hypothetical question posed in interrogatory number 175 because the land impacted by the Keystone XL pipeline will retain its prior use following construction and operation of the pipeline. On the Preferred Route, the overwhelming majority of land at issue is used as rural agricultural land, and it will be returned to its productive capability and used as rural agricultural land after construction and during operation of the Keystone XL pipeline.

Interrogatory No. 176: Describe the type and quantify the amount per county for each Nebraska County, where your Keystone I pipeline crosses through, the total amount of county taxes you paid per year by year since January 1, 2009. Please list each county and then the years and then the amounts and types of tax paid.

Answer: See attached schedule that lists the total property taxes paid by tax year for each county that the TransCanada Keystone system (Keystone) currently crosses through. The property tax payments represent both the personal property and real property portion of the assessed value for those counties, as determined by the Nebraska Department of Revenue (NE DOR).

Interrogatory No. 177: Describe the type and quantify the amount per county for each Nebraska County, of total personal property taxes paid, where your Keystone I pipeline crosses through, per year by year since January 1, 2009.

Answer: See attached schedule that lists the total personal property taxes paid by tax year for each county that the TransCanada Keystone system (Keystone) currently crosses through. The property tax payments represent only the personal property of the assessed value for those counties, as determined by the Nebraska Department of Revenue (NE DOR). No personal Property Tax was paid in 2010.

Interrogatory No. 178: Do you agree or disagree, and if so, why, that the recovery period for personal property used in business activities such as pipeline related storage facilities, compression or pumping equipment is seven (7) years?

Answer: Keystone disagrees with the statement that the recovery period for personal property used in business activities such as pipeline related storage facilities, compression, or

pumping equipment is only seven (7) years. 98.84% of Keystone's personal property has a recovery period of 15 years as supported by IRS Publication 946, Table B-2, Asset Class 49.24. This recovery period was verified with the NE DOR and is consistent with how all interstate pipelines are valued in the state of Nebraska.

Interrogatory No. 179: What are the recovery periods for each and every type of personal property that would be owned by you within the state of Nebraska that would in any way related to your ownership of your proposed Keystone XL pipeline?

Answer: According to the Keystone 2016 FERC Form 6 pgs. 212-13, Keystone currently owns the following types of personal property (FERC Account in parentheses):

- Line Pipe (153)
- Line Pipe Fittings (154)
- Pipeline Construction (155)
- Pumping Equipment (158)
- Other Station Equipment (160)
- Oil Tanks (161)
- Communications Systems (163)
- Office Furniture and Equipment (164)
- Vehicles and Other Work Equipment (165)

The Keystone XL pipeline would be expected to have most if not all of the same types of personal property as the currently operating Keystone system. Per IRS Publication 946, Table B-2, the recovery period for all of the above listed asset groups is 15 years, except for Communications Systems and Office Furniture & Equipment, which both have recovery periods of 7 years. As explained above in the response to Interrogatory No. 178, almost all of the personal property (98.84%) for Keystone has a 15 year recovery.

Interrogatory No. 180: Do you agree or disagree, and if so, why, that the approximate total amount of local property tax collection related to your proposed Keystone XL pipeline within Nebraska for the first two years of the construction process would be about \$490,000.

Answer: Keystone objects to the interrogatory as vague and ambiguous. As reflected in Keystone's application, which is incorporated herein by reference, there are direct and indirect property taxes associated with the Project. Subject to and without waiving that objection, Keystone disagrees with the statement that the approximate total amount of local property tax collection related to the proposed Keystone XL pipeline within Nebraska for the first two years of the construction process would be about \$490,000, and references the socio-economic report attached to the application as Appendix H.

Interrogatory No. 181: For the following potential routes for your proposed Keystone XL pipeline across Nebraska, please describe the type and quantify the total amount of likely personal property taxes in the first year that would be generated from construction of each such route within Nebraska:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Section 19 and Appendix H of the application contain estimates of a variety of socio-economic impacts of the pipeline, including state and local tax collections. That evidence is incorporated herein by reference.

Furthermore, based on the most recent capital expenditure forecast for the United States portion of the Keystone XL pipeline system, it is expected to cost approximately \$8.02 Billion overall to build, with approximately \$5.8 Billion and \$1.7 Billion of this cost expected to be incurred in the United States and the state of Nebraska respectively. At this time, the cost of construction between the proposed Preferred Route and the proposed Mainline Alternative Route is not known and is assumed not to materially affect property tax estimates.

The current estimate for personal property taxes to be incurred in the first full year after completion of construction is \$18.2 Million. This estimate is determined with the following assumptions:

- 1) The percentage of personal property is estimated to be 95% of the total system capital expenditure.
- 2) All of the system's personal property is assumed to be on a 15 year recovery.
- 3) The estimated unit value is expected to be discounted 20% due to obsolescence. The actual income that results from Keystone XL costs may be such that this obsolescence percentage would be more or less than the estimated 20%.
- 4) The tax rate used for this estimate is an overall blended tax rate for all of the counties affected by Keystone XL. Depending on exact jurisdictions in which Keystone XL assets will be located, this tax rate could change.
- 5) No inflation/deflation factor has been assigned to the tax rate for years 2 through 5.

Interrogatory No. 182: For the following potential routes for your proposed Keystone XL pipeline across Nebraska, please quantify the total amount of likely real property taxes that would be generated in the first year from each such route within Nebraska if they were to be constructed:

- a) your proposed Preferred Route
- b) your proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Section 19 and Appendix H of the application contain estimates of a variety of socio-economic impacts of the pipeline, including state and local tax collections. That evidence is incorporated herein by reference.

Furthermore, based on the most recent capital expenditure forecast for the United States portion of the Keystone XL pipeline system, it is expected to cost approximately \$8.02 Billion overall to build, with approximately \$5.8 Billion and \$1.7 Billion of this cost expected to be incurred in the United States and the state of Nebraska respectively. At this time, the cost of construction between the proposed Preferred Route and the proposed Mainline Alternative Route is not known and is assumed not to materially affect property tax estimates.

The current estimate for real property taxes to be incurred in the first full year after completion of construction is \$800,000. This estimate is determined with the following assumptions:

- 1) The percentage of real property is estimated to be 5% of the total system capital expenditure.
- 2) The estimated unit value is expected to be discounted 20% due to obsolescence. The actual income that results from Keystone XL costs may be such that this obsolescence percentage would be more or less than the estimated 20%.
- 3) The tax rate used for this estimate is an overall blended tax rate for all of the counties affected by Keystone XL. Depending on exact jurisdictions in which Keystone XL assets will be located, this tax rate could change.
- 4) No inflation/deflation factor has been assigned to the tax rate for years 2 through 5.

Interrogatory No. 183: For the following potential routes for your proposed Keystone XL pipeline across Nebraska, please describe the type and quantify the total amount of likely personal property taxes in the second year that would be generated from construction of each such route within Nebraska:

- a) your proposed Preferred Route
- b) your proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Section 19 and Appendix H of the application contain estimates of a variety of socio-economic impacts of the pipeline, including state and local tax collections. That evidence is incorporated herein by reference.

Furthermore, based on the most recent capital expenditure forecast for the United States portion of the Keystone XL pipeline system, it is expected to cost approximately \$8.02 Billion overall to build, with approximately \$5.8 Billion and \$1.7 Billion of this cost expected to be incurred in the United States and the state of Nebraska respectively. At this time, the cost of construction between the proposed Preferred Route and the proposed Mainline Alternative Route is not known and is assumed not to materially affect property tax estimates.

The current estimate for personal property taxes to be incurred in the second full year after completion of construction is \$16.3 Million. This estimate is determined with the following assumptions:

- 1) The percentage of personal property is estimated to be 95% of the total system capital expenditure.
- 2) All of the system's personal property is assumed to be on a 15 year recovery.
- 3) The estimated unit value is expected to be discounted 20% due to obsolescence. The actual income that results from Keystone XL costs may be such that this obsolescence percentage would be more or less than the estimated 20%.
- 4) The tax rate used for this estimate is an overall blended tax rate for all of the counties affected by Keystone XL. Depending on exact jurisdictions in which Keystone XL assets will be located, this tax rate could change.
- 5) No inflation/deflation factor has been assigned to the tax rate for years 2 through 5.

Interrogatory No. 184: For the following potential routes for your proposed Keystone XL pipeline across Nebraska, please quantify the total amount of likely real property taxes that would be generated in the second year from each such route within Nebraska if they were to be constructed:

- a) your proposed Preferred Route
- b) your proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Section 19 and Appendix H of the application contain estimates of a variety of socio-economic impacts of the pipeline, including state and local tax collections. That evidence is incorporated herein by reference.

Furthermore, based on the most recent capital expenditure forecast for the United States portion of the Keystone XL pipeline system, it is expected to cost approximately \$8.02 Billion overall to build, with approximately \$5.8 Billion and \$1.7 Billion of this cost expected to be incurred in the United States and the state of Nebraska respectively. At this time, the cost of construction between the proposed Preferred Route and the proposed Mainline Alternative Route is not known and is assumed not to materially affect property tax estimates.

The current estimate for real property taxes to be incurred in the second full year after completion of construction is \$800 Thousand. This estimate is determined with the following assumptions:

- 1) The percentage of real property is estimated to be 5% of the total system capex.
- 2) The estimated unit value is expected to be discounted 20% due to obsolescence. The actual income that results from Keystone XL costs may be such that this obsolescence percentage would be more or less than the estimated 20%.
- 3) The tax rate used for this estimate is an overall blended tax rate for all of the counties affected by Keystone XL. Depending on exact jurisdictions in which Keystone XL assets will be located, this tax rate could change.
- 4) No inflation/deflation factor has been assigned to the tax rate for years 2 through 5.

Interrogatory No. 185: For the following potential routes for your proposed Keystone XL pipeline across Nebraska, please describe the type and quantify the total amount of likely personal property taxes in the third year that would be generated from construction of each such route within Nebraska:

- a) your proposed Preferred Route
- b) your proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Section 19 and Appendix H of the application contain estimates of a variety of socio-economic impacts of the pipeline, including state and local tax collections. That evidence is incorporated herein by reference.

Furthermore, based on the most recent capital expenditure forecast for the United States portion of the Keystone XL pipeline system, it is expected to cost approximately \$8.02 Billion overall to build, with approximately \$5.8 Billion and \$1.7 Billion of this cost expected to be incurred in the United States and the state of Nebraska respectively. At this time, the cost of construction between the proposed Preferred Route and the proposed Mainline Alternative Route is not known and is assumed not to materially affect property tax estimates.

The current estimate for personal property taxes to be incurred in the third full year after completion of construction is \$14.7 Million. This estimate is determined with the following assumptions:

- 1) The percentage of personal property is estimated to be 95% of the total system capital expenditure.
- 2) All of the system's personal property is assumed to be on a 15 year recovery.
- 3) The estimated unit value is expected to be discounted 20% due to obsolescence. The actual income that results from Keystone XL costs may be such that this obsolescence percentage would be more or less than the estimated 20%.
- 4) The tax rate used for this estimate is an overall blended tax rate for all of the counties affected by Keystone XL. Depending on exact jurisdictions in which Keystone XL assets will be located, this tax rate could change.
- 5) No inflation/deflation factor has been assigned to the tax rate for years 2 through 5.

Interrogatory No. 186: For the following potential routes for your proposed Keystone XL pipeline across Nebraska, please quantify the total amount of likely real property taxes that would be generated in the third year from each such route within Nebraska if they were to be constructed:

- a) your proposed Preferred Route
- b) your proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Section 19 and Appendix H of the application contain estimates of a variety of socio-economic impacts of the pipeline, including state and local tax collections. That evidence is incorporated herein by reference.

Furthermore, based on the most recent capital expenditure forecast for the United States portion of the Keystone XL pipeline system, it is expected to cost approximately \$8.02 Billion overall to build, with approximately \$5.8 Billion and \$1.7 Billion of this cost expected to be incurred in the United States and the state of Nebraska respectively. At this time, the cost of construction between the proposed Preferred Route and the proposed Mainline Alternative Route is not known and is assumed not to materially affect property tax estimates.

The current estimate for real property taxes to be incurred in the third full year after completion of construction is \$800 Thousand. This estimate is determined with the following assumptions:

- 1) The percentage of real property is estimated to be 5% of the total system capital expenditure.
- 2) The estimated unit value is expected to be discounted 20% due to obsolescence. The actual income that results from Keystone XL costs may be such that this obsolescence percentage would be more or less than the estimated 20%.
- 3) The tax rate used for this estimate is an overall blended tax rate for all of the counties affected by Keystone XL. Depending on exact jurisdictions in which Keystone XL assets will be located, this tax rate could change.
- 4) No inflation/deflation factor has been assigned to the tax rate for years 2 through 5.

Interrogatory No. 187: For the following potential routes for your proposed Keystone XL pipeline across Nebraska, please describe the type and quantify the total amount of likely personal property taxes in the fourth year that would be generated from construction of each such route within Nebraska:

- a) your proposed Preferred Route
- b) your proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Section 19 and Appendix H of the application contain estimates of a variety of socio-economic impacts of the pipeline, including state and local tax collections. That evidence is incorporated herein by reference.

Furthermore, based on the most recent capital expenditure forecast for the United States portion of the Keystone XL pipeline system, it is expected to cost approximately \$8.02 Billion overall to build, with approximately \$5.8 Billion and \$1.7 Billion of this cost expected to be incurred in the United States and the state of Nebraska respectively. At this time, the cost of construction between the proposed Preferred Route and the proposed Mainline Alternative Route is not known and is assumed not to materially affect property tax estimates.

The current estimate for personal property taxes to be incurred in the fourth full year after completion of construction is \$13.2 Million. This estimate is determined with the following assumptions:

- 1) The percentage of personal property is estimated to be 95% of the total system capital expenditure.
- 2) All of the system's personal property is assumed to be on a 15 year recovery.
- 3) The estimated unit value is expected to be discounted 20% due to obsolescence. The actual income that results from Keystone XL costs may be such that this obsolescence percentage would be more or less than the estimated 20%.
- 4) The tax rate used for this estimate is an overall blended tax rate for all of the counties affected by Keystone XL. Depending on exact jurisdictions in which Keystone XL assets will be located, this tax rate could change.

- 5) No inflation/deflation factor has been assigned to the tax rate for years 2 through 5.

Interrogatory No. 188: For the following potential routes for your proposed Keystone XL pipeline across Nebraska, please quantify the total amount of likely real property taxes that would be generated in the fourth year from each such route within Nebraska if they were to be constructed:

- a) your proposed Preferred Route
- b) your proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Section 19 and Appendix H of the application contain estimates of a variety of socio-economic impacts of the pipeline, including state and local tax collections. That evidence is incorporated herein by reference.

Furthermore, based on the most recent capital expenditure forecast for the United States portion of the Keystone XL pipeline system, it is expected to cost approximately \$8.02 Billion overall to build, with approximately \$5.8 Billion and \$1.7 Billion of this cost expected to be incurred in the United States and the state of Nebraska respectively. At this time, the cost of construction between the proposed Preferred Route and the proposed Mainline Alternative Route is not known and is assumed not to materially affect property tax estimates.

The current estimate for real property taxes to be incurred in the fourth full year after completion of construction is \$800 Thousand. This estimate is determined with the following assumptions:

- 1) The percentage of real property is estimated to be 5% of the total system capital expenditure.
- 2) The estimated unit value is expected to be discounted 20% due to obsolescence. The actual income that results from Keystone XL costs may be such that this obsolescence percentage would be more or less than the estimated 20%.
- 3) The tax rate used for this estimate is an overall blended tax rate for all of the counties affected by Keystone XL. Depending on exact jurisdictions in which Keystone XL assets will be located, this tax rate could change.

- 4) No inflation/deflation factor has been assigned to the tax rate for years 2 through 5.

Interrogatory No. 189: For the following potential routes for your proposed Keystone XL pipeline across Nebraska, please describe the type and quantify the total amount of likely personal property taxes in the fifth year that would be generated from construction of each such route within Nebraska:

- a) your proposed Preferred Route
- b) your proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Section 19 and Appendix H of the application contain estimates of a variety of socio-economic impacts of the pipeline, including state and local tax collections. That evidence is incorporated herein by reference.

Furthermore, based on the most recent capital expenditure forecast for the United States portion of the Keystone XL pipeline system, it is expected to cost approximately \$8.02 Billion overall to build, with approximately \$5.8 Billion and \$1.7 Billion of this cost expected to be incurred in the United States and the state of Nebraska respectively. At this time, the cost of construction between the proposed Preferred Route and the proposed Mainline Alternative Route is not known and is assumed not to materially affect property tax estimates.

The current estimate for personal property taxes to be incurred in the fifth full year after completion of construction is \$11.9 Million. This estimate is determined with the following assumptions:

- 1) The percentage of personal property is estimated to be 95% of the total system capital expenditure.
- 2) All of the system's personal property is assumed to be on a 15 year recovery.
- 3) The estimated unit value is expected to be discounted 20% due to obsolescence. The actual income that results from Keystone XL costs may be such that this obsolescence percentage would be more or less than the estimated 20%.

- 4) The tax rate used for this estimate is an overall blended tax rate for all of the counties affected by Keystone XL. Depending on exact jurisdictions in which Keystone XL assets will be located, this tax rate could change.
- 5) No inflation/deflation factor has been assigned to the tax rate for years 2 through 5.

Interrogatory No. 190: For the following potential routes for your proposed Keystone XL pipeline across Nebraska, please quantify the total amount of likely real property taxes that would be generated in the fifth year from each such route within Nebraska if they were to be constructed:

- a) your proposed Preferred Route
- b) your proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Section 19 and Appendix H of the application contain estimates of a variety of socio-economic impacts of the pipeline, including state and local tax collections. That evidence is incorporated herein by reference.

Furthermore, based on the most recent capital expenditure forecast for the United States portion of the Keystone XL pipeline system, it is expected to cost approximately \$8.02 Billion overall to build, with approximately \$5.8 Billion and \$1.7 Billion of this cost expected to be incurred in the United States and the state of Nebraska respectively. At this time, the cost of construction between the proposed Preferred Route and the proposed Mainline Alternative Route is not known and is assumed not to materially affect property tax estimates.

The current estimate for real property taxes to be incurred in the fifth full year after completion of construction is \$800 Thousand. This estimate is determined with the following assumptions:

- 1) The percentage of real property is estimated to be 5% of the total system capital expenditure.
- 2) The estimated unit value is expected to be discounted 20% due to obsolescence. The actual income that results from Keystone XL costs may be such that this obsolescence percentage would be more or less than the estimated 20%.

- 3) The tax rate used for this estimate is an overall blended tax rate for all of the counties affected by Keystone XL. Depending on exact jurisdictions in which Keystone XL assets will be located, this tax rate could change.
- 4) No inflation/deflation factor has been assigned to the tax rate for years 2 through 5.

Interrogatory No. 191: How many permanent jobs located within the state of Nebraska have you created?

Answer: Keystone has created 34 jobs within Nebraska working specifically on behalf of Keystone. However, as Dr. Goss explains on page 27 of Appendix H, the number of permanent jobs created by economic activity from direct, indirect, and induced economic impacts exceeds that number of employees acting on behalf of Keystone.

Interrogatory No. 192: As of May 5, 2017 how many people do you employ on a permanent basis within the state of Nebraska?

Answer: Presently, Keystone has 34 employees in the TransCanada Omaha office working on behalf of the applicant, and there are 7 full-time TransCanada field technicians in Nebraska working on behalf of Keystone.

Interrogatory No. 193: For any time you have ever either in writing or orally stated your estimation of the total number of new permanent jobs that would result from the existence of your proposed Keystone XL pipeline, please identify the date of such statement or publication, the source or speaker, and the amount of permanent jobs claimed.

Answer: Keystone objects because this interrogatory is overbroad and unduly burdensome. Keystone has provided a detailed socio-economic analysis as part of its application, and that analysis is incorporated herein by reference as though set forth fully herein. The Department of State in the Final Environmental Impact Statement also provided a thorough analysis of the socio-economic impacts. Keystone will rely upon those studies in support of its application.

Interrogatory No. 194: For any time you have ever either in writing or orally stated your estimation of the total number of new permanent jobs within Nebraska that would result from the existence of your proposed Keystone XL pipeline, please identify the date of such statement or publication, the source or speaker, and the amount of permanent jobs claimed.

Answer: Keystone objects because this interrogatory is overbroad and unduly burdensome. Keystone has provided a detailed socio-economic analysis as part of its

application, and that analysis is incorporated herein by reference as though set forth fully herein. The Department of State in the Final Environmental Impact Statement also provided a thorough analysis of the socio-economic impacts. Keystone will rely upon those studies in support of its application.

Interrogatory No. 195: How many temporary jobs located within the state of Nebraska have you created?

Answer: Keystone has created 70 jobs for contractors within Nebraska working specifically on behalf of Keystone during the period of 2008 to 2016. For the construction of the Keystone Mainline in 2009 and 2010, on each spread there approximately 700 construction personnel, 15 surveyors, and 40 inspectors. There were two spreads in Nebraska totaling approximately 1,510 employees.

For completion of surveys (environmental, cultural, civil, geotechnical, etc.) in Nebraska for the Keystone Mainline and Keystone XL Project over the past 11 years, 30-60 and 120-150 employees, respectively, were used (second number represents peak employees).

However, as Dr. Goss explains on page 27 of Appendix H, the number of temporary jobs (e.g., construction) created by economic activity from direct, indirect, and induced economic impacts will greatly exceed that number of employees currently acting on behalf of Keystone.

Interrogatory No. 196: As of May 5, 2017 how many people do you employ on a temporary basis within the state of Nebraska?

Answer: Keystone currently employs one temporary worker in the State of Nebraska.

Interrogatory No. 197: For any time you have ever either in writing or orally stated your estimation of the total number of new temporary jobs that would result from the existence of your proposed Keystone XL pipeline, please identify the date of such statement or publication, the source or speaker, and the amount of temporary jobs claimed.

Answer: Keystone objects because this interrogatory is overbroad and unduly burdensome. Keystone has provided a detailed socio-economic analysis as part of its application, and that analysis is incorporated herein by reference as though set forth fully herein. The Department of State in the Final Environmental Impact Statement and Final Supplemental Environmental Impact Statement also provided a thorough analysis of the socio-economic impacts. Keystone will rely upon those studies in support of its application. In addition, the Department of State's March 23, 2017 Record of Decision/National Interest Determination

concluded that the project would support a combined total of approximately 42,100 jobs throughout the United States for the two year construction period. About 12,000 jobs would be supported in Montana, South Dakota, Nebraska, and Kansas.

Interrogatory No. 198: For any time you have ever either in writing or orally stated your estimation of the total number of new temporary jobs within Nebraska that would result from the existence of your proposed Keystone XL pipeline, please identify the date of such statement or publication, the source or speaker, and the amount of temporary jobs claimed.

Answer: Keystone objects because this interrogatory is overbroad and unduly burdensome. Keystone has provided a detailed socio-economic analysis as part of its application, and that analysis is incorporated herein by reference as though set forth fully herein. The Department of State in the Final Environmental Impact Statement and Final Supplemental Environmental Impact Statement also provided a thorough analysis of the socio-economic impacts. Keystone will rely upon those studies in support of its application. In addition, the Department of State's March 23, 2017 Record of Decision/National Interest Determination concluded that the project would support a combined total of approximately 42,100 jobs throughout the United States for the two year construction period. About 12,000 jobs would be supported in Montana, South Dakota, Nebraska, and Kansas.

Interrogatory No. 199: If your proposed preferred Route for your proposed Keystone XL pipeline was constructed, how many new people, above and beyond those already employed by you in Nebraska, would you employ on a permanent basis within the state of Nebraska?

Answer: Keystone anticipates it would employ approximately 6-10 new individuals in the State of Nebraska if Keystone XL was constructed on the Preferred Route.

Interrogatory No. 200: If your proposed Mainline Alternative Route for your proposed Keystone XL pipeline was constructed, how many new people, above and beyond those already employed by you in Nebraska, would you employ on a permanent basis within the state of Nebraska?

Answer: Keystone anticipates it would employ approximately 6-10 new individuals in the State of Nebraska if Keystone XL was constructed on the Mainline Alternative Route.

Interrogatory No. 201: If you were to twin or closely parallel Keystone I with you proposed Keystone XL pipeline was constructed, how many new people, above and beyond those already employed by you in Nebraska, would you employ on a permanent basis within the state of Nebraska?

Answer: Keystone objects to this interrogatory because a complete twinning of or closely paralleling the Keystone Mainline route is not proposed in the application; accordingly the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 202: If the I-90 Corridor Alternative A Route for your proposed Keystone XL pipeline was constructed, how many new people, above and beyond those already employed by you in Nebraska, would you employ on a permanent basis within the state of Nebraska?

Answer: Keystone objects to this interrogatory because Keystone did not propose an I-90 Corridor alternative route in the application; accordingly the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. See also Response to Interrogatory No. 172.

Interrogatory No. 203: If the I-90 Corridor Alternative B Route for your proposed Keystone XL pipeline was constructed, how many new people, above and beyond those already employed by you in Nebraska, would you employ on a permanent basis within the state of Nebraska?

Answer: Keystone objects to this interrogatory because Keystone did not propose an I-90 Corridor alternative route in the application; accordingly the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. See also Response to Interrogatory No. 173.

Interrogatory No. 204: Why have you not offered to compensate the affected landowners more than with a one-time easement payment?

Answer: Keystone objects to the interrogatory because it seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving this objection, Keystone offers to compensate affected landowners with an easement payment that reflects the fair market value of the easement while reclaiming and returning that property to its previous productive capability. Thus, the landowners retain the benefits of their property that is subject to the subsurface easement. In addition, Keystone offers to compensate affected landowners for damages resulting from construction, including crop loss damages.

Interrogatory No. 205: What are your projected annual revenues for the proposed Keystone XL pipeline?

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The Major Oil Pipeline **Siting** Act, is a set of statutes which authorizes the Public Service Commission to determine the route of a major oil pipeline; it is not a procedure to determine whether a pipeline should be allowed in the first place. The State of Nebraska has answered that question unequivocally in the affirmative in Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 206: What have your annual revenues been for your Keystone I pipeline from each year for the last five (5) years (please list the amount per year)?

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. The Major Oil Pipeline **Siting** Act, is a set of statutes which authorizes the Public Service Commission to determine the route of a major oil pipeline; it is not a procedure to determine whether a pipeline should be allowed in the first place. The State of Nebraska has answered that question unequivocally in the affirmative in Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 207: Is it true that you would be able to sell your proposed Keystone XL pipeline after it was constructed and operating?

Answer: Yes.

Interrogatory No. 208: Is it true that you could sell your Keystone I?

Answer: Yes.

Interrogatory No. 209: Is it true that you could sell any of your presently owned easements that affect any Nebraska property?

Answer: Yes.

Interrogatory No. 210: Is it true that you could sell any pumping station presently owned by you within the state of Nebraska?

Answer: Yes.

Interrogatory No. 211: What is the total number of major oil pipelines currently owned and operated by you?

Answer: One system consisting of approximately 2,700 miles of major oil pipeline.

Interrogatory No. 212: What is the total number of major oil pipelines currently owned and operated by you located within the United States?

Answer: One system consisting of approximately 2,700 miles of major oil pipeline.

Interrogatory No. 213: What is the total number of oil pipelines thirty- six (36) inches in diameter or more currently owned and operated by you?

Answer: The system referenced in response to Interrogatory No. 212 includes approximately 785 miles of thirty-six inch pipeline.

Interrogatory No. 214: What is the total number of oil pipelines thirty- six (36) inches in diameter or more currently owned and operated by you located within the United States?

Answer: The system referenced in response to Interrogatory No. 212 includes approximately 785 miles of thirty-six inch pipeline.

Interrogatory No. 215: Do you agree or disagree, and if so, why, that your proposed easement terms as found in your easements as proposed by you to the landowner intervenors' would allow you to hold the landowners liable for any negligent act by them that proximately caused damage to your proposed Keystone XL pipeline?

Answer: Keystone objects because the interrogatory does not seek relevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Keystone also objects to the interrogatory as a speculative and incomplete hypothetical.

Interrogatory No. 216: Do you agree or disagree, and if so, why, that your proposed easement terms as found in your easements as proposed by you to the landowner

intervenor's' would allow you abandon your proposed Keystone XL pipeline in place underneath their land?

Answer: Yes, if (as stated in the easement) Keystone complies with the applicable federal and state laws, rules, and regulations in place at the time.

Interrogatory No. 217: Do you agree or disagree, and if so, why, that tar sands fields of Alberta Canada contain a finite supply of tar sands?

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to the discovery of admissible evidence.

Interrogatory No. 218: Do you agree or disagree, and if so, why, that if the tar sands fields of Alberta Canada contain a finite supply of tar sands, at some point your proposed Keystone XL tar sands pipeline will cease to ship tar sands?

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to the discovery of admissible evidence.

Interrogatory No. 219: Do you agree or disagree, and if so, why, that perpetual is equivalent to forever?

Answer: Keystone objects to the interrogatory because it is unintelligible as written and because it is seeking information which is irrelevant and not reasonably calculated to the discovery of admissible evidence. The terms in their plain meaning may have similar definitions, but if the terms are used specifically with regard to a specific contract or within a specific legal context, the terms may have different meanings and may be subject to contractual or legal modifications. For example, Keystone may have a perpetual easement for its pipeline, but the easement terms may limit the duration of the easement to something short of "forever" in the event the easement is no longer used for purpose it was acquired.

Interrogatory No. 220: If you can provide the name and location of a tar sands or oil pipeline that has had a perpetual existence please do so?

Answer: Any pipeline that is currently in operation has operated perpetually (at least through the time of this response).

Interrogatory No. 221: Do you agree or disagree, and if so, why, that how Nebraska landowner citizens are treated by you or your agents or contractor is reasonable to be considered in evaluating whether or not a pipeline project proposed by you that would affect these Nebraska landowner citizens is or is not in the public interest of Nebraska?

Answer: Keystone objects because this interrogatory seeks information which is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 222: Why did you or your agents utilize a priest or pastor to talk to landowners to help you secure signed easements for your proposed Keystone XL pipeline within Nebraska?

Answer: Keystone objects to the interrogatory as irrelevant and not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 223: Have you done any analysis of the potential effect of the existence of your proposed Keystone XL pipeline on possible terrorist attacks along the proposed pipeline route? If yes, please explain your analysis and findings. If no, why not?

Answer: Keystone objects to the interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence because pipeline safety is expressly excluded from consideration in this matter.

Interrogatory No. 224: Describe specifically each and every way how the aesthetic values within Nebraska will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects because the phrase “each and every” is overbroad. Keystone also objects because this question seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, as stated in response to previous interrogatories propounded by the Landowner Intervenors, Keystone believes that, because the pipeline will be located underground through the Preferred Route, the Preferred Route is likely to have zero to minimal impact on the aesthetic values within the state of Nebraska. If the Public Service Commission were to insist on the Mainline Alternative Route with an additional pump station and associated infrastructure, then there would be additional above ground facilities. Keystone declines to say whether above-ground facilities improve or harm aesthetic values because those particular values are in the eye of the beholder. But, regardless, Keystone does not believe the Preferred Route will impact the aesthetic values of Nebraska.

Interrogatory No. 225: Describe specifically each and every way what negative social impacts will result within Nebraska if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects because the phrase “each and every” is overbroad. Keystone also objects because this question seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, as stated in response to previous interrogatories, Keystone believes the Preferred Route, as contrasted with the alternatives proposed in the application, is likely to have the least negative social impacts within Nebraska because Keystone has acquired approximately 90% of necessary easements along the Preferred Route at this point.

Interrogatory No. 226: Describe specifically each and every way how the welfare of Nebraskans will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects because the phrase “each and every” is overbroad. Keystone also objects because this question seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, as explained in the application, the Preferred Route is the superior route for a number of reasons, including the fact that Keystone has been able to spend years refining the route with the landowners, the Preferred Route has been fully scrutinized by the Nebraska Department of Environmental Quality, the Preferred Route has undergone a thorough and exhaustive review by the Department of State (including a number of federal agencies including the EPA and PHMSA), Keystone has acquired easements from approximately 90% of landowners along the Preferred Route, the counties along the Preferred Route benefit from the project, the Preferred Route disturbs the least number of acres, the Preferred Route avoids the Sand Hills as defined by the Nebraska Department of Environmental Quality, and Preferred Routes uses the least number of pump stations and above ground facilities. Any route other than the Preferred Route fails to maximize the positives associated with the Preferred Route. No other route has undergone separate, independent scrutiny from the Nebraska Department of Environmental Quality or the Department of State including all of the federal agencies reporting through the Department of State. In short, any alternative to the Preferred Route harms the welfare of Nebraskans because the Preferred Route is the superior site for the Keystone XL pipeline.

Interrogatory No. 227: Describe specifically each and every way how the orderly development of localities within Nebraska will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects because the phrase “each and every” is overbroad. Subject to and without waiving that objection, as stated in response to prior interrogatories, the Preferred Route is the optimal route because the of land along the Preferred Route will retain its primary use following construction and during operation of the Keystone XL Pipeline. Land

which is currently used as rural agricultural land, will continue to be used as rural agricultural land following construction. In contrast, the alternative routes proposed by Keystone are less optimal than the Preferred Route. For example, for the Mainline Alternative, the exact location of the pipeline easements will not always be able to be immediately adjacent or parallel to the Mainline. In those situations, the land between the permanent easements, in addition to the easement land, may be impacted in a development situation.

Interrogatory No. 228: Describe specifically each and every way how property rights within Nebraska will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects to the phrase “each and every” because it is overbroad. Subject to and without waiving the objection, Keystone states that because it has acquired property rights from more than 90% of the landowners along the Preferred Route, a shift to another route would impact an entirely new group of landowners and their property rights.

Interrogatory No. 229: Describe specifically each and every way how plants within Nebraska will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects to the phrase “each and every” because it is overbroad. Subject to and without waiving the objection, Keystone’s application addresses the relative impacts on plants between the various routes. Keystone incorporates the application and associated testimony into this answer as set forth herein.

Interrogatory No. 230: Describe specifically each and every way how wildlife within Nebraska will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects to the phrase “each and every” because it is overbroad. Subject to and without waiving the objection, Keystone’s application addresses the relative impacts on wildlife between the various routes. Keystone incorporates the application and associated testimony into this answer as set forth herein.

Interrogatory No. 231: Describe specifically each and every way how surface water within Nebraska will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects to the phrase “each and every” because it is overbroad. Subject to and without waiving the objection, Keystone’s application addresses the relative impacts on surface water between the various routes. Keystone incorporates the application and associated testimony into this answer as set forth herein.

Interrogatory No. 232: Describe specifically each and every way how groundwater within Nebraska will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects to the phrase “each and every” because it is overbroad. Subject to and without waiving the objection, Keystone’s application addresses the relative impacts on groundwater between the various routes. Keystone incorporates the application and associated testimony into this answer as set forth herein.

Interrogatory No. 233: Describe specifically each and every way how soil within Nebraska will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects to the phrase “each and every” because it is overbroad. Subject to and without waiving the objection, Keystone’s application addresses the relative impacts on soil between the various routes. Keystone incorporates the application and associated testimony into this answer as set forth herein.

Interrogatory No. 234: Describe specifically each and every way how natural resources within Nebraska will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects to the phrase “each and every” because it is overbroad. Subject to and without waiving the objection, Keystone’s application addresses the relative impacts on natural resources between the various routes. Keystone incorporates the application and associated testimony into this answer as set forth herein.

Interrogatory No. 235: Describe specifically each and every way how the environment within Nebraska will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone objects to the phrase “each and every” because it is overbroad. Subject to and without waiving the objection, Keystone’s application addresses the relative impacts on the environment between the various routes. The Preferred Route has passed two thorough, separate environmental reviews. The first review was conducted as part of

Keystone's Presidential Permit process whereby the Department of State completed a review consistent with the National Environmental Policy Act of the entire pipeline route, including the Preferred Route. The Preferred Route passed that review. The second was the Nebraska Department of Environmental Quality review as part of the siting process in Neb. Rev. Stat. 57-1501 et. seq. Again, Keystone satisfied that review. No other site for the Keystone XL pipeline in Nebraska will have had the benefit of this level of environmental scrutiny, and Nebraska will not receive those benefits if an alternative route is selected. Keystone incorporates the application and associated testimony discussing these reviews and the environmental benefits of the Preferred Route into this answer as set forth herein.

Interrogatory No. 236: Describe specifically each and every way how the fair market value of the Landowner Intervenor's land will suffer or be harmed if your PSC application for your proposed preferred route for the proposed Keystone XL is denied.

Answer: Keystone denies that the fair market value of the Landowner Intervenor's land will be harmed or suffer if the Preferred Route is approved.

REQUESTS FOR PRODUCTION OF DOCUMENTS

For its responses to the Landowner Intervenor's Third Set of Requests for Production, Keystone responds as follows:

Keystone generally objects to the Requests for Production to the extent they attempt to impose a burden upon Keystone beyond the requirements of the Nebraska Civil Discovery Rules. Keystone will produce responsive documents as they are located and deemed responsive. Keystone is engaging in a reasonable search of its records to identify responsive documents, and it reserves the right to supplement its production of documents as the documents are identified and deemed responsive.

Request No. 9: Any and all documents, including but not limited to, electronically stored documents and data ("ESI"), you or any one assisting in any way to your responses to all Interrogatories served upon you either reviewed, referenced, relied upon, or that formed the basis for any response included in any of your answers, responses, or objections to Intervenor's Interrogatories numbers 165 through 236 inclusive. When you produce these documents please identify per Interrogatory number which documents produced apply.

Response No. 9: Keystone objects to the request because it is overbroad and unduly burdensome, and Keystone objects to the extent it requires production in a manner beyond or in excess of the manner required by the Nebraska Civil Discovery Rules. Keystone further objects to identifying a corresponding Interrogatory number because it may invade the

attorney-client privilege or the attorney-work product privilege. Subject to and without waiving these objections, Keystone will produce any documents it expressly referenced in its answers.

Request No. 10: Any and all documents, of any kind, that you have ever used in any way for training or educating land or easement acquisition agents employed by you or contracted by you for any work within Nebraska for land acquisition efforts related to Keystone I.

Response No. 10: Keystone objects because this request is overbroad, it seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 11: Any and all documents, of any kind, that you have ever used in any way for training or educating land or easement acquisition agents employed by you or contracted by you for any work within Nebraska for land acquisition efforts related to your proposed Keystone XL pipeline.

Response No. 11: Keystone objects because this request is overbroad, it seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence.

Dated: May 19, 2017.

TRANSCANADA KEYSTONE PIPELINE,
LP

By: 

James G. Powers (#17780)

Patrick D. Pepper (#23228)

McGrath North Mullin & Kratz, PC LLO

First National Tower, Suite 3700

1601 Dodge Street

Omaha, Nebraska 68102

(402) 341-3070

(402) 341-0216 fax

James G. Powers -

jpowers@mcgrathnorth.com

Patrick D. Pepper -

ppepper@mcgrathnorth.com


VERIFICATION

PROVINCE OF ALBERTA)
)
CITY OF CALGARY)

The Affiant, Meera Kothari, being first duly sworn, hereby declares:

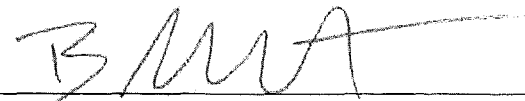
1. I am the manager, US Liquids Projects for TransCanada Corporation.
2. I have read the foregoing Answers to the Intervenors/Landowners' Susan Dunavan, et al.'s Third Set of Interrogatories.
3. The Interrogatories ask for information in the possession of TransCanada Keystone Pipeline, L.P. No one individual has personal knowledge of all the information so as to permit that individual to fully and completely respond to all the Interrogatories.
4. Upon information and belief, I state that the facts set forth in the answers to foregoing Interrogatories are true and correct.

IN WITNESS WHEREOF, I declare that the foregoing is true and correct and that this declaration was executed on this 17th day of May, 2017.



Meera Kothari

SUBSCRIBED AND SWORN to before me a notary public on this 17th day of May, 2017.



Notary Public

BROCK M. GENT
Barrister & Solicitor

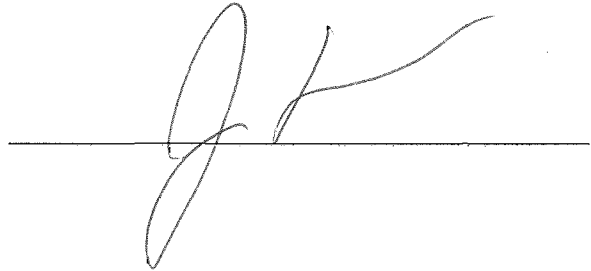
My Commission Expires:

Concurrent with Law Society of
Alberta Membership

CERTIFICATE OF SERVICE

I hereby certify that on May 19, 2017, a copy of the foregoing was served by e-mail and United States mail, postage prepaid to the individuals and entities listed below:

David A. Domina
Brian F. Jorde
Domina Law Group PC LLO
2425 S. 144th Street
Omaha, NE 68144
ddomina@dominalaw.com
bjorde@dominalaw.com

A handwritten signature, appearing to be "BJ", is written in black ink over a solid horizontal line. The signature is stylized and cursive.

Attachment #5

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

IN THE MATTER OF THE APPLICATION)	APPLICATION NO. OP-0003
OF TRANSCANADA KEYSTONE)	
PIPELINE, LP FOR ROUTE APPROVAL OF)	
THE KEYSTONE XL PIPELINE PROJECT)	
PURSUANT TO THE MAJOR OIL)	
PIPELINE SITING ACT)	
)	
)	
)	
Intervenors/Landowners)	
)	
)	
Susan Dunavan and William Dunavan, et al.,)	
)	

**TRANSCANADA KEYSTONE PIPELINE, LP'S ANSWERS TO
INTERVENORS/LANDOWNERS' FOURTH SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION**

COMES NOW TransCanada Keystone Pipeline, LP ("Keystone") and for its answers to Intervenors/Landowners Susan Dunavan, et al.'s Fourth Set of Interrogatories and Requests for Production states as follows:

GENERAL OBJECTIONS & RESERVATION OF RIGHTS

1. Keystone objects to the Interrogatories served by Landowner Intervenors on May 5, 2017 at 6:19 p.m. because under the Case Management Plan all written discovery was to be served by intervenors between April 5, 2017 and 3:00 p.m. central on May 5, 2017. These intervenors, along with others, served in excess of 200 interrogatories, 62 requests for production, and 138 requests for admission following the 3:00 p.m. deadline specified by the PSC in paragraph 14 of the CMP.

2. Keystone generally objects to the Interrogatories to the extent they inquire into matters which are beyond the scope of the Public Service Commission's ("PSC") permitted inquiry under the Major Oil Pipeline Siting Act, Neb. Rev. Stat. § 57-1401, *et seq.* ("MOPSA"),

which prevents regulation and evaluation of safety of major oil pipelines and pipeline facilities. *See* Neb. Rev. Stat. §§ 57-1403(1) (may not regulate safety of the major oil pipelines and pipeline facilities); 57-1407(4) (may not consider “risks or impacts of spills or leaks from major oil pipeline”); 291 N.A.C. § 023.01 (regulations do not intend to regulate safety as to major oil pipelines and pipeline facilities); 291 N.A.C. § 023.07 (Commission shall not evaluate safety considerations). As expressly recognized in the PSC’s February 16, 2017 notification of Keystone’s Application for approval of the Preferred Route, MOPSA “prohibits the Commission from evaluating safety considerations, including the safety as to the design, installation, inspection, emergency plans and procedures, testing, construction, extension, operation, replacement, maintenance, and risk or impact of spills or leaks from the major oil pipeline” and the “Commission’s review is limited to siting or choosing the route of the major oil pipeline.” In view of this legal authority, all discovery requests seeking information beyond the scope of this proceeding as defined by Nebraska law are irrelevant, not likely to lead to the discovery of admissible evidence, unduly burdensome and overbroad.

3. Keystone generally objects to the Interrogatories to the extent they purport to seek information pertaining to or in the possession of entities other than TransCanada Keystone Pipeline, L.P. or its authorized representatives. Keystone is the entity which is applying for route approval from the Nebraska Public Service Commission, and, as a result, discovery concerning other entities is beyond the scope of this proceeding, irrelevant, and not reasonably calculated to lead to the discovery of admissible evidence.

4. Keystone reserves the right to supplement the responses to these interrogatories and requests for production as it discovers additional information. Keystone objects to the untimely service of this discovery on it. The CMP expressly provides that Keystone has ten

business days to respond to discovery requests, and Landowner Intervenor's untimely service of this discovery fails to provide Keystone with its mandated time. Keystone is engaging in a reasonable search to collect documents, and it will produce the documents as the documents are located and identified as responsive.

Subject to and without waiving the foregoing objections, and in an effort to avoid discovery disputes over relevant discovery, Keystone responds as follows:

INTERROGATORIES

Interrogatory No. 237: For any of the Requests for Admission served upon you in Intervenor's 2nd Set of Requests for Admissions that you denied please state by referencing each one of your denials specifically why you denied that Request and the specific facts and documents you relied upon to deny such request(s).

Answer: Keystone objects to the interrogatory because it is overbroad and unduly burdensome. Subject to and without waiving this objection, Keystone incorporates its responses and objections to the Landowners' requests to admit as though set forth fully herein. Keystone explained its bases for its partial or full denials, as appropriate, in its answers.

Interrogatory No. 238: For any of the Requests for Admission served upon you in Intervenor's 2nd Set of Requests for Admissions that you partially denied please state by referencing each one of your denials specifically why you partially denied that Request and the specific facts and documents you relied upon to partially deny such request(s).

Answer: Keystone objects to the interrogatory because it is overbroad and unduly burdensome. Subject to and without waiving this objection, Keystone incorporates its responses and objections to the Landowners' requests to admit as though set forth fully herein. Keystone explained its bases for its partial or full denials, as appropriate, in its answers.

Interrogatory No. 239: What is your definition and understanding of the phrase "energy security" as it relates to your claim your proposed Keystone XL pipeline "would improve energy security?"

Answer: Improved "energy security" is a key element of the State Department's finding that the Keystone XL Pipeline Project is in the national interest of the United States. In its March 23, 2017 Record of Decision/National Interest Determination (ROD/NID), the State Department specifically found that:

[T]he proposed Project will meaningfully support energy security by providing additional infrastructure for the dependable supply of crude oil. Global energy security is a vital part of U.S. national security. Moreover, crude oil is vital to the U.S. economy and is used to produce transportation fuels, fuel oils for heating and electricity generation, asphalt for our roads, and petrochemical feedstocks used for the manufacturing of chemicals, synthetic rubber, and a variety of plastics. Accordingly, the Department works closely with our international partners to ensure that adequate supplies of energy reach the global economy and to help manage geopolitical changes arising from shifting patterns of energy production and consumption. Whether promoting national and regional markets that facilitate financing for transformational and clean energy or inspiring civil society and governments to embrace the transparent and responsible development of natural resources, the Department works to ensure energy is employed as a tool for stability, security, and prosperity. For U.S. policy makers, this has often translated into an acute focus on oil markets. Historically, oil has been a major source of U.S. energy security concerns due to our relatively high volume of net imports, and oil's economic importance and military uses. Such concerns are well founded. Over the past year, crude oil supply disruptions internationally have trended noticeably higher when controlling for Iran's return to the international oil market. Largely attributable to political instability and manipulative market tactics on the part of OPEC, when compared to disruptions at [November 2015], today unplanned disruptions are over 500,000 bpd higher, having reached a peak high of nearly one million bpd in September 2016. Moreover, OPEC's spare capacity remains at or below two million bpd, which provides very little cushion for fluctuations in supply in a context of rapidly rising demand or further geopolitical disruptions. While U.S. oil imports have abated sharply in recent years, the United States remains a net oil importer. Moreover, even if the United States were self-sufficient in terms of meeting its domestic energy needs, because oil is traded globally, the United States would stay integrated with global oil markets and subject to global price volatility. Accordingly, the U.S. national interest in ensuring access to a stable, reliable, and affordable energy supplies will persist in the future.

ROD/NID at pp 27-28 (emphasis added). This finding clearly demonstrates the importance of the Keystone XL project to improving U.S. energy security. As part of the United States, Nebraska benefits from this improved energy security. This finding is fully consistent with the finding of the Nebraska Legislature that major oil pipelines are in the public interest of the State. Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 240: Describe how, as of February 16, 2017, Nebraska is energy insecure or in any way lacks "energy security" and include what facts do you base your answer on?

Answer: Keystone objects to the question because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. Subject to

and without waiving this objection, Keystone notes that the United States Department of State's rationale (set forth in response to Interrogatory No. 239) in determining that the Keystone XL pipeline is in the national interest because it enhances the energy security of the United States applies to the State of Nebraska in its capacity as a State within the United States of America. This finding is fully consistent with the finding of the Nebraska Legislature that major oil pipelines are in the public interest of the State. Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 241: Describe how, as of May 5, 2017, Nebraska is energy insecure or in any way lacks "energy security" and include what facts do you base your answer on?

Answer: Keystone objects to the question because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. . Subject to and without waiving this objection, Keystone notes that the United States Department of State's rationale (set forth in response to Interrogatory No. 239) in determining that the Keystone XL pipeline is in the national interest because it enhances the energy security of the United States applies to the State of Nebraska in its capacity as a State within the United States of America. This finding is fully consistent with the finding of the Nebraska Legislature that major oil pipelines are in the public interest of the State. Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 242: Specifically describe how your proposed Keystone XL pipeline "would improve energy security" within Nebraska any different than how energy security would purportedly be improved with in Nebraska if a competitor of yours were instead to propose a competing pipeline transporting Canadian tar sands?

Answer: Keystone objects because this question because it seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence insofar as it seeks information regarding whether major oil pipelines are in the public interest rather than the proper siting for a major oil pipeline. Keystone also objects because the interrogatory is an incomplete hypothetical and calls for speculation. Subject to and without waiving these objections, Keystone notes that the United States Department of State's rationale (set forth in response to Interrogatory No. 239) in determining that the Keystone XL pipeline is in the national interest because it enhances the energy security of the United States applies to the State of Nebraska in its capacity as a State within the United States of America. This finding is fully consistent with the finding of the Nebraska Legislature that major oil pipelines are in the public interest of the State. Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 243: Do you believe a TransCanada owned tar sands pipeline would "improve energy security" of Nebraska any better than any other identical pipeline owned by a competing company to TransCanada?

Answer: Keystone objects to the question because it is an incomplete hypothetical and calls for speculation. Keystone also objects because this question seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence insofar as it seeks information regarding whether major oil pipelines are in the public interest rather than the proper siting for a major oil pipeline. Subject to and without waiving these objections, Keystone notes that the United States Department of State's rationale (set forth in response to Interrogatory No. 239) in determining that the Keystone XL pipeline is in the national interest because it enhances the energy security of the United States applies to the State of Nebraska in its capacity as a State within the United States of America. This finding is fully consistent with the finding of the Nebraska Legislature that major oil pipelines are in the public interest of the State. Neb. Rev. Stat. § 57-1403(3).

Interrogatory No. 244: How would your proposed preferred Keystone XL pipeline running through Nebraska "improve energy security" of Nebraska any better than Kinder Morgan Trans Mountain Expansion Tar Sands Pipeline or than Enbridge's Line 3 Tar Sands Pipeline?

Answer: Keystone objects to the question because it calls for speculation. Keystone also objects because this question seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence insofar as it seeks information regarding whether major oil pipelines are in the public interest rather than the proper siting for a major oil pipeline. Subject to and without waiving these objections, Keystone notes that the United States Department of State's rationale (set forth in response to Interrogatory No. 239) in determining that the Keystone XL pipeline is in the national interest because it enhances the energy security of the United States applies to the State of Nebraska in its capacity as a State within the United States of America. This finding is fully consistent with the finding of the Nebraska Legislature that major oil pipelines are in the public interest of the State. Neb. Rev. Stat. § 57-1403(3). Further, neither the Kinder Morgan Trans Mountain pipeline, nor the Enbridge Line 3 pipeline replacement has received such a State Department finding.

Interrogatory No. 245: How would your proposed preferred Keystone XL pipeline running through Nebraska "improve energy security" of the United States any better than Kinder Morgan Trans Mountain Expansion Tar Sands Pipeline or than Enbridge's Line 3 Tar Sands Pipeline?

Answer: Keystone objects to the question because it calls for speculation. Keystone also objects because this question seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence insofar as it seeks information regarding whether major oil pipelines are in the public interest rather than the proper siting for a major oil pipeline. Subject to and without waiving these objections, Keystone notes that the United States Department of State's rationale (set forth in response to Interrogatory No. 239) in determining that the Keystone XL pipeline is in the national interest because it enhances the energy security of the United States applies to the State of Nebraska in its capacity as a State within the United

States of America. This finding is fully consistent with the finding of the Nebraska Legislature that major oil pipelines are in the public interest of the State. Neb. Rev. Stat. § 57-1403(3). Neither the Kinder Morgan Trans Mountain pipeline, nor the Enbridge Line 3 pipeline replacement has received such a State Department finding.

Interrogatory No. 246: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would “improve energy security” of Nebraska differently, if there is any difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Keystone states that the Preferred Route is superior for all of the reasons set forth in the application and in response to Landowner Intervenor’s interrogatories. The Preferred Route was analyzed as part of the FSEIS, which the State Department considered in issuing the Presidential Permit and the ROD/NID, including the energy security rationale described in response to interrogatory No. 239.

Interrogatory No. 247: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would “improve energy security” of the United States differently, if there is any difference

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory

seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Keystone states that the Preferred Route is superior for all of the reasons set forth in the application and in response to Landowner Intervenor's interrogatories. The Preferred Route was analyzed as part of the FSEIS, which the State Department considered in issuing the Presidential Permit and the ROD/NID, including the energy security rationale described in response to interrogatory No. 239.

Interrogatory No. 248: Have you entered into a contract with the State of Nebraska whereby you promise any portion of the any of the proposed tar sands to be shipped will be specifically allocated to and delivered to the State of Nebraska?

Answer: No.

Interrogatory No. 249: Describe each and every agreement or contract of any kind that you have entered into with the State of Nebraska in any way related to your hope or plan of constructing and operating your proposed Keystone XL pipeline?

Answer: The only agreement responsive to this question is the Expense Reimbursement Agreement provided at the conclusion of Keystone's Application.

Interrogatory No. 250: Describe each and every agreement or contract of any kind that you have entered into with any person, corporation, company, partnership or entity of any kind related to commitments to ship or transport any product of any kind within you proposed Keystone XL pipeline?

Answer: Keystone objects to the interrogatory because it seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 251: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would serve the public interest of Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route

- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, Keystone submits that the Preferred Route is the superior route and better serves the public interest because Keystone has been able to spend years refining the route with the landowners, the Preferred Route has been fully scrutinized by the Nebraska Department of Environmental Quality in the route approval process per Neb. Rev. Stat. § 57-1501 et. seq., the Preferred Route has undergone a thorough and exhaustive review by the Department of State (including a number of federal agencies including the EPA and PHMSA), Keystone has acquired easements from approximately 90% of landowners along the Preferred Route, the counties along the Preferred Route benefit from the tax receipts and economic activity associated with construction along the Preferred Route, the Preferred Route disturbs the least number of acres, the Preferred Route avoids the Sand Hills as defined by the Nebraska Department of Environmental Quality, and Preferred Routes uses the least number of pump stations and above ground facilities. Any route other than the Preferred Route fails to maximize the positives associated with the Preferred Route. No other route has undergone separate, independent scrutiny from the Nebraska Department of Environmental Quality or the Department of State including all of the federal agencies reporting through the Department of State. In short, any alternative to the Preferred Route is less beneficial to Nebraskans because the Preferred Route is the superior site for the Keystone XL pipeline.

Interrogatory No. 252: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote the aesthetic values of Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, as stated in response to previous interrogatories propounded by the Landowner Intervenor, Keystone believes that, because the pipeline will be located underground through the Preferred Route, the Preferred Route is likely to have zero to minimal

impact on the aesthetic values within the state of Nebraska. If Keystone XL were constructed on the Mainline Alternative Route with an additional pump station and associated infrastructure, then there would be additional above-ground facilities. Keystone declines to say whether above-ground facilities improve or harm aesthetic values because those particular values are in the eye of the beholder. But, regardless, Keystone does not believe the Preferred Route will impact the aesthetic values of Nebraska.

Interrogatory No. 253: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote the aesthetic interests of Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to those objections and without waiving them, as stated in response to previous interrogatories propounded by the Landowner Intervenors, Keystone believes that, because the pipeline will be located underground through the Preferred Route, the Preferred Route is likely to have zero to minimal impact on the aesthetic values within the state of Nebraska. If Keystone XL were constructed on the Mainline Alternative Route with an additional pump station and associated infrastructure, then there would be additional above-ground facilities. Keystone declines to say whether above-ground facilities improve or harm aesthetic values because those particular values are in the eye of the beholder. But, regardless, Keystone does not believe the Preferred Route will impact the aesthetic values of Nebraska.

Interrogatory No. 254: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote the social interests of Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route

- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without waiving the objection, as stated in response to previous interrogatories, Keystone believes the Preferred Route, as contrasted with the alternatives proposed in the application, is the superior route within Nebraska. The Preferred Route has been fully scrutinized by the Nebraska Department of Environmental Quality in the route approval process per Neb. Rev. Stat. § 57-1501 et. seq., which included extensive public comment relating to many factors including social impacts; the Preferred Route has undergone a thorough and exhaustive review by the Department of State (including a number of federal agencies such as the EPA and PHMSA and including extensive public comment), Keystone has acquired easements from approximately 90% of landowners along the Preferred Route, the counties along the Preferred Route benefit from the increased employment, tax receipts and economic activity associated with construction along the Preferred Route, the Preferred Route disturbs the least number of acres, the Preferred Route avoids the Sand Hills as defined by the Nebraska Department of Environmental Quality, and Preferred Routes uses the least number of pump stations and above ground facilities.

Interrogatory No. 255: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote the orderly development of the areas around each potential route within Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without waiving the objection, as stated in response to previous interrogatories, Keystone believes the Preferred Route, as contrasted with the alternatives proposed in the application, is the superior route within Nebraska. Keystone has acquired easements from approximately 90% of the landowners along the Preferred Route. In contrast, any alternative route will inevitably impact

other, new landowners and the development of their property will be impacted. Along the Mainline Alternative, where the Keystone XL Pipeline is incapable of “twinning” or “closely paralleling” the Mainline, the property between the permanent easements and the permanent easements themselves could be impacted from a development perspective.

Interrogatory No. 256: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote the quality of surface water within Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without waiving the objection, Keystone’s application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference.

Interrogatory No. 257: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote the accessibility of surface water within Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of

admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without waiving the objection, Keystone's application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference.

Interrogatory No. 258: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote the quality of groundwater within Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without waiving the objection, Keystone's application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference.

Interrogatory No. 259: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote the accessibility of groundwater within Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without

waiving the objection, Keystone's application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference.

Interrogatory No. 260: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote the wildlife of Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without waiving the objection, Keystone's application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference.

Interrogatory No. 261: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote the plants of Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without waiving the objection, Keystone's application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference.

Interrogatory No. 262: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote property rights of Nebraska citizens with the State of the Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without waiving the objection, as stated in response to previous interrogatories, Keystone believes the Preferred Route, as contrasted with the alternatives proposed in the application, is the superior route within Nebraska. Keystone has acquired easements from approximately 90% of the landowners along the Preferred Route. In contrast, any alternative route will inevitably impact other, new landowners and the property rights of that new group of landowners.

Interrogatory No. 263: Describe the relative differences in how each of the below potential routes for your proposed Keystone XL pipeline running through Nebraska would advance or promote natural resources of Nebraska differently, if there is any substantial difference:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without waiving the objection, Keystone's application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference.

Interrogatory No. 264: Describe the total length in number of miles for each the below potential routes for your proposed Keystone XL pipeline running through Nebraska, if they were to be constructed within Nebraska:

- a) your proposed Preferred Route
- b) you proposed Mainline Alternative Route
- c) the I-90 Corridor Alternative A Route
- d) the I-90 Corridor Alternative B Route
- e) twinning or closely paralleling your existing Keystone I route

Answer: Keystone objects to the interrogatory subparts c) – e) because those are not routes which have been proposed as part of this application and, therefore, the interrogatory seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence; it is overbroad; and it is unduly burdensome. Subject to and without waiving the objection, Keystone’s application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference.

Interrogatory No. 265: Identify the name, address, and contact information of each and every person whom you may to call to testify at the time of the August 2017 Hearing in this matter.

Answer: Keystone’s application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference. Keystone further identifies Nadine Busmann and Erin Salisbury as potential witnesses who may respond to cultural issues raised in connection with Keystone’s Application. Keystone reserves the right to call anyone identified in prior interrogatories and to supplement this answer and to add rebuttal testimony or as otherwise appropriate.

Interrogatory No. 266: Identify the name, address, and contact information of each and every person whom you expect to call to testify at the time of the August 2017 Hearing in this matter.

Answer: Keystone’s application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference. Keystone further identifies Nadine Busmann and Erin Salisbury as potential witnesses who may respond to cultural issues raised in connection with Keystone’s Application. Keystone reserves the right to call anyone identified in prior interrogatories and to supplement this answer and to add rebuttal testimony or as otherwise appropriate.

Interrogatory No. 267: Other than those sworn statements provided with your Application, if you intend to produce any other person to testify at the time of the August 2017 Hearing in this matter identify by person the substance of their testimony and the facts and documents they will rely upon to provide such testimony.

Answer: Keystone's application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference. Keystone further identifies Nadine Busmann and Erin Salisbury as potential witnesses who may respond to cultural issues raised in connection with Keystone's Application, and Keystone will provide any testimony from Ms. Busmann or Ms. Salisbury in accordance with the April 5, 2017 Order Entering Case Management Plan, as amended. Keystone reserves the right to call anyone identified in prior interrogatories and to supplement this answer to add rebuttal testimony or as otherwise appropriate.

Interrogatory No. 268: List each and every exhibit you may attempt to offer into evidence at the time of the August 2017 Hearing.

Answer: Keystone's application sets forth the answer to this interrogatory and Keystone incorporates that information herein by reference. Keystone reserves the right to use any document identified or produced in the application or in discovery as an exhibit and to supplement this answer and to add rebuttal testimony or as otherwise appropriate.

Interrogatory No. 269: If you have a proposal or suggestion for how the Public Service Commission should attempt to reconcile the competing language within MOPSA of what types of safety concerns, issues, and/or considerations can be considered by the PSC in its evaluation of your Application No. OP-003, please explain. (*Note – this is in reference to the competing language regarding “safety” in § 57- 1402(2), § 57-1403(1), and § 57-1407(4) and (4)(b))

Answer: The language of the statutes is not “competing.” The language is consistent, and it defines the scope of the Public Service Commission's inquiry in the Major Oil Pipeline Siting Act. The scope of this inquiry is to identify where the route of the major oil pipeline should be located based upon the public interest. It is not to decide whether a major oil pipeline itself is in the public interest because that has already been answered affirmatively as a matter of state law. Neb. Rev. Stat. § 57-1403(3). Importantly, the scope of the inquiry is *not* to involve consideration of pipeline safety including the risk or impact of spills or leaks from the major oil pipeline. Neb. Rev. Stat. §§ 57-1402, 1402, and 1407.

Interrogatory No. 270: When you constructed your currently existing Keystone I pipeline, how many Nebraska residents were employed on a temporary basis during its

construction either through direct employment by you or through employment by any contractor that you hired? For each separate category of employment list the number.

Answer: Keystone objects to this Interrogatory because it is overbroad, unduly burdensome and seeks information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, as provided in the Department of State's Final Environmental Impact Statement for Keystone I Pipeline, a workforce of approximately 500 to 600 construction personnel per spread was required with an additional 20 to 30 workers for construction of each pump station. There were three spreads in Nebraska and five pump stations. Taking into account the number and length of each spread within Nebraska, the number of pump stations, and considering that ten to fifteen percent of hires were local, Keystone estimates it hired approximately 125 temporary Nebraska residents.

Interrogatory No. 271: List of the name and address of each and every Nebraska Landowner who owns land upon your proposed Keystone XL route with whom you have obtained any Easement and state the total amount of money you paid each to acquire any such Easement currently held by you.

Answer: Keystone objects to the interrogatory as overbroad, unduly burdensome, seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 272: In Attachment #5 to Landowner intervenors' 2nd Set of Requests for Admissions to you, the exemplar Easement and Right of Way Agreement on page two, how and what do you define as "commercially reasonable costs?"

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence. Subject to and without waiving the objections, Keystone states the Easement and Right of Way Agreement speaks for itself.

Interrogatory No. 273: In Attachment #5 to Landowner intervenors' 2nd Set of Requests for Admissions to you, the exemplar Easement and Right of Way Agreement on page two, how and what do you define as "commercially reasonable expenses" as found in paragraph 1(A)?

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence. Subject to and without waiving the objections, Keystone states the Easement and Right of Way Agreement speaks for itself.

Interrogatory No. 274: In Attachment #5 to Landowner intervenors' 2nd Set of Requests for Admissions to you, the exemplar Easement and Right of Way Agreement on page three, how and what do you define as "substantially the same condition" as found in paragraph 2?

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence. Subject to and without waiving the objections, Keystone states the Easement and Right of Way Agreement speaks for itself.

Interrogatory No. 275: In Attachment #5 to Landowner intervenors' 2nd Set of Requests for Admissions to you, the exemplar Easement and Right of Way Agreement on page four, how and what do you define as "the extent reasonably possible" as found in paragraph 9?

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence. Subject to and without waiving the objections, Keystone states the Easement and Right of Way Agreement speaks for itself.

Interrogatory No. 276: What is your definition of "unreasonably heavy equipment"?

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 277: How much does the largest combine available for purchase as of May 5, 2017, in the United States weight?

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 278: How much did the largest combine available for purchase as of May 5, 1967, in the United States weight?

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 279: What is your best estimation of what the largest combine that will be available for purchase as of May 5, 2067, in the United States will weigh?

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 280: Why isn't your tar sands oil defined as oil for tax purposes within the U.S.?

Answer: Keystone does not own the oil that is transported in its pipeline. Definitions of oil for federal tax purposes in the United States are within the purview of the Internal Revenue Service.

Interrogatory No. 281: For each year from 2012 to present, how much money and for what pipelines have you paid into the Oil Spill Liability Trust Fund?

Answer: Keystone objects to this Interrogatory as seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. Issues related to spills are precluded from Commission consideration under MOPSA.

Interrogatory No. 282: At the May 3, 2017 Public Hearing held by the PSC in York, NE, an individual testifying in support of your proposed Keystone XL pipeline across Nebraska testified that any construction work done on the pipeline will meet and exceed State and Federal requirements. Please describe which State and Federal Requirements you will exceed.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence. Moreover, Keystone did not provide any testimony at the Public Hearing.

Interrogatory No. 283: State the identities of the Nebraska residents that you will hire to perform the pipe fitting and pipe welding tasks for construction of your proposed Keystone XL pipeline within Nebraska.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence. Subject to and without waiving the objections, Keystone states that the interrogatory is premature because Keystone has not yet hired its construction contractors.

Interrogatory No. 284: What is the name and address of the Nebraska based Union you will hire to perform the pipe fitting and pipe welding tasks for construction of your proposed Keystone XL pipeline within Nebraska.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence. Subject to and without waiving the objections, Keystone states that the interrogatory is premature because Keystone has not yet hired its construction contractors.

Interrogatory No. 285: Identify by name and supply the address and contact information of each and every person, company, corporation, partnership, fund or entity of any kind that held any ownership stake or option or right or warrant or convertible note whatsoever within TransCanada Keystone Pipeline, LLC as of February 16, 2017.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 286: Identify by name and supply the address and contact information of each and every person, company, corporation, partnership, fund or entity of any kind that held any ownership stake or option or right or warrant or convertible note whatsoever within TransCanada Keystone Pipeline, LLC as of May 5, 2017.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 287: Identify by name and supply the address and contact information of each and every person, company, corporation, partnership, fund or entity of any kind that held any ownership stake or option or right or warrant or convertible note whatsoever within TransCanada Keystone Pipeline CP, LLC as of February 16, 2017.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 288: Identify by name and supply the address and contact information of each and every person, company, corporation, partnership, fund or entity of any kind that held any ownership stake or option or right or warrant or convertible note whatsoever within TransCanada Keystone Pipeline CP, LLC as of May 5, 2017.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 289: Identify by name and supply the address and contact information of each and every person, company, corporation, partnership, fund or entity of any kind that held any ownership stake or option or right or warrant or convertible note equal to whatsoever of one (1%) percent or more of TransCanada Corporation as of February 16, 2017.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 290: Identify by name and supply the address and contact information of each and every person, company, corporation, partnership, fund or entity of any kind that held any ownership stake or option or right or warrant or convertible note equal to whatsoever of one (1%) percent or more of TransCanada Corporation as of May 5, 2017.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 291: As of February 16, 2017, list and describe the type and value of each asset of TransCanada Keystone Pipeline, LP.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 292: As of May 5, 2017, list and describe the type and value of each debt of TransCanada Keystone Pipeline, LP.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

Interrogatory No. 293: Has any consulting expert been contacted by you or on your behalf in this case, who will not be asked to give expert testimony at trial of this matter? If so, please identify this consulting expert by name, address, area of specialty, and date of consultation.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence. Keystone also objects because this interrogatory is an attempt to invade the attorney client and attorney work product privileges.

Interrogatory No. 294: Identify, including name and current address, of each person you may or expect to call as an expert witness at trial in this action and in connection with any motion, and with respect to each such expert witness, disclose all information discoverable by written interrogatory as set forth at Neb Ct R Disc § 6- 326(b)(4), including but not limited to:

- (a) The expert's qualifications to serve as an expert witness in this matter including their credentials, resume or CV of the witness and identification of each case, court or tribunal in which the expert has testified orally or in writing in the last four years, and whether the testimony was given on behalf of plaintiff or defendant. (*See: State ex rel Acme Rug Cleaner, Inc. v Likes*, 256 Neb. 34, 588 N.W.2d 783 (1999)).
- (b) A complete statement of all opinion(s) the witness does and will express and the basis and the reasons for each of them including all theories, grounds, and analysis to the extent necessary for you to survive a *Daubert/Schafersman* challenge. Please supply sufficient information to fully answer this question and to permit decision about whether a deposition is required.
- (c) The facts and data considered by each expert witness in forming each opinion, including a description and identification of any documents whether physical or electronic or any exhibit or evidence of any kind that the witness was provided, or reviewed, or will be used to summarize or support any of their opinions, including any literature or publications describing the methods or techniques the expert uses or which form part of the basis for any opinion(s).
- (d) Any assumptions your lawyers or you or anyone working on your behalf provided to any expert witness that any expert relied upon in forming any opinion to be expressed.
- (e) Whether he or she has written or contributed to any medical articles which he or she contends are pertinent to this case, and if so, the names and citations of such articles including a list of any publications authored in the previous ten (10) years.
- (f) A listing of all cases in which he or she has testified as an expert witness either by deposition or at trial or conducted independent medical examinations or prepared reports or otherwise furnished evidence, in the last five years, including the name of the case, the jurisdiction, and the name, address and phone number of the attorney who retained him/her in such case.
- (g) A statement of the compensation to be paid to the expert for their review, study, meetings, investigation, and testimony in this case.
- (h) The percentage of the expert's time and annual income that consists of fees or charges for expert testimony or expert work or expert consultancy.
- (i) How the expert witness became involved in the review of this case, including whether he or she was located through the use of an expert witness service or referral from another attorney.
- (j) Whether he or she has ever been sued for malpractice, and if so, the name and jurisdiction of the case;

Answer: Keystone objects to this interrogatory because all intervenors have Keystone's direct evidence and testimony in support of this matter. This is not standard civil litigation where an expert witness's testimony is unknown, and as such this is interrogatory is overbroad and unduly burdensome. Keystone also objects to the extent this interrogatory deviates from the CMP for purposes of the timing of disclosures, and Keystone will comply with any required disclosures found in the CMP.

Interrogatory No. 295: Has any consulting expert been contacted by you or on your behalf in this case, who will not be asked to give expert testimony at trial of this matter? If so, please identify this consulting expert by name, address, area of specialty, and date of consultation.

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence. Keystone also objects because this interrogatory is an attempt to invade the attorney client and attorney work product privileges.

Interrogatory No. 296: What were your public expressions of estimated taxes to be paid by Keystone I to governmental subdivisions in Nebraska and list these estimated taxes for each individual governing body listed in Neb. Rev. Stat. 57-1407(4)(h).

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence. Keystone also objects as overbroad and unduly burdensome. Keystone has provided a detailed socio-economic analysis as part of its application, and that analysis is incorporated herein by reference as though set forth fully herein. The Department of State in the Final Environmental Impact Statement also provided a thorough analysis of the socio-economic impacts, Keystone will rely upon those studies in support of its application.

Interrogatory No. 297: For the forty years of each year of pipeline operation (assuming the PSC would grant your application) from year 1 through year 30, as well as for each individual year of the 10 years prior to year 1, for each individual governing body listed in Neb. Rev. Stat. § 57-1407(4)(h) list the actual taxes to be paid or the estimated taxes owed by applicant by type of tax and by tax totals.

Answer: Keystone objects because "actual" taxes are dependent upon local tax rates, property valuation analyses, and other factors outside of Keystone's control. However, Keystone has provided its best estimate of the state and local tax impacts associated with the Keystone XL pipeline along the Preferred Route, in Appendix H to its application. Keystone incorporates that evidence and the associated testimony herein by reference.

Interrogatory No. 298: Have you every contributed any money to any politician or group or organization of any kind serving in or based in Nebraska with the purpose of influencing that politician or group or organization to be sympathetic or supportive of your companies goals?

Answer: Keystone objects because the interrogatory seeks irrelevant information which is not reasonably calculated to lead to discovery of admissible evidence.

REQUESTS FOR PRODUCTION OF DOCUMENTS

For its responses to the Landowner Intervenor's First Set of Requests for Production, Keystone responds as follows:

Keystone generally objects to the Requests for Production to the extent they attempt to impose a burden upon Keystone beyond the requirements of the Nebraska Civil Discovery Rules. Keystone will produce responsive documents as they are located and deemed responsive. Keystone is engaging in a reasonable search of its records to identify responsive documents, and it reserves the right to supplement its production of documents as the documents are identified and deemed responsive.

Request No. 12: Any and all documents, including but not limited to, electronically stored documents and data ("ESI"), you or any one assisting in any way to your responses to all Interrogatories served upon you either reviewed, referenced, relied upon, or that formed the basis for any response included in any of your answers, responses, or objections to Intervenor's Interrogatories numbers 237 through 298 inclusive. When you produce these documents please identify per Interrogatory number which documents produced apply.

Response No. 12: Keystone objects to the request because it is overbroad and unduly burdensome, and Keystone objects to the extent it requires production in a manner beyond or in excess of the manner required by the Nebraska Civil Discovery Rules. Keystone further objects to identifying a corresponding Interrogatory number because it may invade the attorney-client privilege or the attorney-work product privilege. Subject to and without waiving these objections, Keystone will produce any documents it expressly referenced in its answers.

Request No. 13: Produce each and every agreement or contract of any kind that you have entered into with the State of Nebraska in any way related to your hope or plan of constructing and operating your proposed Keystone XL pipeline.

Response No. 13: See the Expense Reimbursement Agreement at the conclusion of Keystone's application.

Request No. 14: Produce each and every agreement or contract of any kind that you have entered into with any person, corporation, company, partnership or entity of any kind related to commitments to ship or transport any product of any kind within you proposed Keystone XL pipeline.

Response No. 14: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 15: Produce each and every agreement or contract of any kind that you have entered into with any person, corporation, company, partnership or entity of any kind related to commitments to ship or transport any product of any kind within you proposed Keystone XL pipeline that are still valid and binding upon the parties to that agreement.

Response No. 15: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 16: Produce a true and accurate copy of the CV or resume for any person who you may expect to call to testify at the August 2017 Hearing in this matter. If such person(s) do not have either a CV or resume state their qualifications for providing testimony.

Response No. 16: Keystone will produce CVs of its witnesses to the extent they are available. Keystone also states that qualifications for the witnesses are set forth in their direct testimony.

Request No. 17: Produce true and accurate copies of each and every exhibit you may attempt to offer into evidence at the time of the August 2017 Hearing.

Response No. 17: Keystone identifies all documents contained within or referenced in the application or produced as part of Keystone's discovery responses. Keystone reserves the right to use as evidence any document produced by any intervenor or party in this matter. Keystone will supplement this response in accordance with the CMP.

Request No. 18: Produce true and accurate copies of color aerials of each of the Landowner Intervenor's land that would be affected by your proposed Keystone XL pipeline and show on each aerial where exactly your proposed pipeline would be located.

Response No. 18: Keystone will produce documents responsive to this request.

Request No. 19: Any and all documents, including but not limited to, electronically stored documents and data ("ESI"), you or any one assisting in any way to your responses to any Requests for Admissions served upon you either reviewed, referenced, relied upon, or that formed the basis for any response included in any of your answers, responses, or objections to Intervenor's 2nd Set of Request for Admissions numbers 146 through 237 inclusive. When you produce these documents please identify per Interrogatory number which documents produced apply.

Response No. 19: Keystone objects to the request because it is overbroad and unduly burdensome, and Keystone objects to the extent it requires production in a manner beyond or in excess of the manner required by the Nebraska Civil Discovery Rules. Keystone further objects to identifying a corresponding Interrogatory number because it may invade the attorney-client privilege or the attorney-work product privilege. Subject to and without waiving these objections, Keystone will produce any documents it expressly referenced in its answers.

Request No. 20: Produce the all tax returns and all schedules to all tax returns filed by TransCanada Keystone Pipeline, LP, for years 2009 to present.

Response No. 20: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing

need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 21: Produce the all tax returns and all schedules to all tax returns filed by TransCanada Keystone Pipeline, LLC, for years 2009 to present.

Response No. 21: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 22: Produce the all tax returns and all schedules to all tax returns filed by TransCanada Keystone Pipeline CP, LLC, for years 2009 to present.

Response No. 22: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 23: Produce copies of certified financial statements for TransCanada Keystone Pipeline, LP, for years 2009 to present.

Response No. 23: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing

need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 24: Produce copies of certified financial statements for TransCanada Keystone Pipeline, LLC, for years 2009 to present.

Response No. 24: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 25: Produce copies of certified financial statements for TransCanada Keystone Pipeline CP, LLC, for years 2009 to present.

Response No. 25: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 26: Produce copies of certified balance sheets for TransCanada Keystone Pipeline, LP, for years 2009 to present.

Response No. 26: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is

established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) (“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

\

Request No. 27: Produce copies of certified balance sheets for TransCanada Keystone Pipeline, LLC, for years 2009 to present.

Response No. 27: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline **Siting** Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) (“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 28: Produce copies of certified balance sheets for TransCanada Keystone Pipeline CP, LLC, for years 2009 to present.

Response No. 28: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline **Siting** Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) (“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 29: Produce any tangible items or data or documents, including electronically stored documents and data, of any kind provided by you to your expert, or provided by your expert to you, or referenced or relied upon by your expert, whether a named expert or simply a consulting expert including reports and draft reports, and correspondence and all documents or data listed in your answer to Interrogatory No. 294 above. When you produce please separate the documents requested by witness or expert they specifically pertain to.

Response No. 29: Keystone objects to this request because it is overbroad, unduly burdensome, seeks to invade the attorney client privilege and it seeks to invade the attorney work product privilege. This matter is not typical civil litigation, and this type of request is not appropriate. The intervenors have the applicant's testimony and do not need to discover what testimony the applicant's witnesses may give.

Request No. 30: For any document being withheld from production based on a claim of privilege, provide a log containing the following information with respect to each and every document for which such claim or privilege is being asserted:

- a. The date on which such document was prepared or finalized;
- b. The name and last known address of the author of each recipient;
- c. The name and last known address of the recipient of the document;
- d. A brief description of the subject matter covered in the document; and
- e. The exact basis for the claim of privileges.

Response No. 30: Keystone will provide a privilege log as required by Nebraska law. Keystone objects to preparing a document which is not required by Nebraska law, and to the extent this Request is an attempt to compel Keystone to do so, the request is improper.

Request No. 31: Produce a copy of any 30(b)(6) deposition or any deposition given by you in a corporate capacity, with all deposition exhibits included for each, for any such deposition previously given in any matter for years 2010 to present.

Response No. 31: Keystone objects to the Request as overbroad and seeking irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Dated: May 19, 2017.

TRANSCANADA KEYSTONE PIPELINE,
LP

By: _____

James G. Powers (#17780)

Patrick D. Pepper (#23228)

McGrath North Mullin & Kratz, PC LLO

First National Tower, Suite 3700

1601 Dodge Street

Omaha, Nebraska 68102

(402) 341-3070

(402) 341-0216 fax

James G. Powers -

jpowers@mcgrathnorth.com

Patrick D. Pepper -

ppepper@mcgrathnorth.com

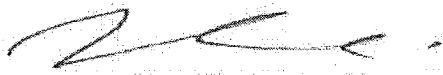
VERIFICATION

PROVINCE OF ALBERTA)
)
CITY OF CALGARY)

The Affiant, Meera Kothari, being first duly sworn, hereby declares:

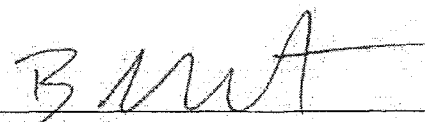
1. I am the manager, US Liquids Projects for TransCanada Corporation.
2. I have read the foregoing Answers to the Intervenor/Landowners' Susan Dunavan, et al.'s Fourth Set of Interrogatories.
3. The Interrogatories ask for information in the possession of TransCanada Keystone Pipeline, L.P. No one individual has personal knowledge of all the information so as to permit that individual to fully and completely respond to all the Interrogatories.
4. Upon information and belief, I state that the facts set forth in the answers to foregoing Interrogatories are true and correct.

IN WITNESS WHEREOF, I declare that the foregoing is true and correct and that this declaration was executed on this 17th day of May, 2017.



Meera Kothari

SUBSCRIBED AND SWORN to before me a notary public on this 17th day of May, 2017.



Notary Public

My Commission Expires:

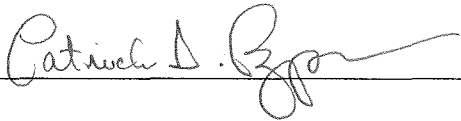
concurrent with Law Society of
Alberta Membership

BROCK M. GENT
Barrister & Solicitor

CERTIFICATE OF SERVICE

I hereby certify that on May 19, 2017, a copy of the foregoing was served by email and United States mail to the individuals and entities listed below:

David A. Domina
Brian F. Jorde
Domina Law Group PC LLO
2425 S. 144th Street
Omaha, NE 68144
ddomina@dominalaw.com
bjorde@dominalaw.com



Attachment #6

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

IN THE MATTER OF THE APPLICATION)	APPLICATION NO. OP-0003
OF TRANSCANADA KEYSTONE)	
PIPELINE, LP FOR ROUTE APPROVAL OF)	
THE KEYSTONE XL PIPELINE PROJECT)	
PURSUANT TO THE MAJOR OIL)	
PIPELINE SITING ACT)	
Intervenors/Landowners)	
)	
)	
)	
Susan Dunavan and William Dunavan, et al.,)	
)	

**TRANSCANADA KEYSTONE PIPELINE, LP'S RESPONSES TO
INTERVENORS/LANDOWNER'S' SECOND SET OF REQUESTS FOR ADMISSION**

COMES NOW TransCanada Keystone Pipeline, LP ("Keystone") and for its Responses to Intervenors/Landowners' ("Landowners") Second Set of Requests for Admission states as follows:

GENERAL OBJECTIONS

1. Keystone objects to the Requests for Admission served by the Landowners on May 5, 2017 at 6:13 p.m. because under the Case Management Plan all written discovery was to be served by intervenors between April 5, 2017 and 3:00 p.m. central on May 5, 2017. These intervenors, along with others, served in excess of 200 interrogatories, 62 requests for production, and 138 requests for admission following the 3:00 p.m. deadline specified by the PSC in paragraph 14 of the CMP.

2. Keystone generally objects to the Landowners' Requests for Admission to the extent they inquire into matters which are beyond the scope of the Public Service Commission's ("PSC") permitted inquiry under the Major Oil Pipeline Siting Act, Neb. Rev. Stat. § 57-1401, *et seq.* ("MOPSA"), which prevents regulation and evaluation of safety of major oil pipelines and

pipeline facilities. *See* Neb. Rev. Stat. §§ 57-1403(1) (may not regulate safety of the major oil pipelines and pipeline facilities); 57-1407(4) (may not consider “risks or impacts of spills or leaks from major oil pipeline”); 291 N.A.C. § 023.01 (regulations do not intend to regulate safety as to major oil pipelines and pipeline facilities); 291 N.A.C. § 023.07 (Commission shall not evaluate safety considerations). As expressly recognized in the PSC’s February 16, 2017 notification of Keystone’s Application for approval of the Preferred Route, MOPSA “prohibits the Commission from evaluating safety considerations, including the safety as to the design, installation, inspection, emergency plans and procedures, testing, construction, extension, operation, replacement, maintenance, and risk or impact of spills or leaks from the major oil pipeline” and the “Commission’s review is limited to siting or choosing the route of the major oil pipeline.” In view of this legal authority, all discovery requests seeking information beyond the scope of this proceeding as defined by Nebraska law are irrelevant, not likely to lead to the discovery of admissible evidence, unduly burdensome and overbroad.

3. Keystone generally objects to the Landowners’ Requests for Production to the extent they purport to seek information pertaining to or in the possession of entities other than TransCanada Keystone Pipeline, L.P. or its authorized representatives. Keystone is the entity which is applying for route approval from the Nebraska Public Service Commission, and, as a result, discovery concerning other entities is beyond the scope of this proceeding, irrelevant, and not reasonably calculated to lead to the discovery of admissible evidence.

REQUESTS FOR ADMISSIONS

Request No. 146: Admit that you have written and signed commitments for less than 450,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline **Siting** Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to

where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 147: Admit that you have written and signed commitments for less than 400,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 148: Admit that you have written and signed commitments for less than 350,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 149: Admit that you have written and signed commitments for less than 300,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 150: Admit that you have written and signed commitments for less than 250,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 151: Admit that you have written and signed commitments for less than 200,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of

law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 152: Admit that you have written and signed commitments for less than 150,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline **Siting** Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 153: Admit that you have written and signed commitments for less than 100,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline **Siting** Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 154: Admit that you have written and signed contracts for less than 450,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 155: Admit that you have written and signed contracts for less than 400,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 156: Admit that you have written and signed contracts for less than 350,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 157: Admit that you have written and signed contracts for less than 300,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 158: Admit that you have written and signed contracts for less than 250,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3) ("the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy"). The Nation's affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 159: Admit that you have written and signed contracts for less than 200,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline Siting Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State's affirmative interest

in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 160: Admit that you have written and signed contracts for less than 150,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline **Siting** Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 161: Admit that you have written and signed contracts for less than 100,000 bpd of capacity for your proposed Keystone XL pipeline that would run through Nebraska.

Response: Keystone objects to this request because the information sought is not relevant to the Major Oil Pipeline **Siting** Act process, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request does not seek information relevant to where the major oil pipeline site (or route) should be located. Rather, the request is an attempt to gather evidence to litigate the merits of the Keystone XL pipeline, including an irrelevant snapshot of commercial conditions at a specific moment in time. The State’s affirmative interest in constructing major oil pipelines, which includes Keystone XL, is established as a matter of law. See, Neb. Rev. Stat. § 57-1403(3)(“the construction of major oil pipelines in Nebraska is in the public interest of Nebraska and the nation to meet the increasing need for energy”). The Nation’s affirmative interest in the Keystone XL Pipeline is established in the Presidential Permit issued March 23, 2017.

Request No. 162: Admit that Attachment #1 to these Requests is a true and accurate copy of your Keystone XL Project Figure 4.3.3-8 I-90 Corridor Alternatives A and B Key Aquifers and Potable Water Wells within 2-mile Corridor. (In your response to this Request

please re-attach Attachment #1 so that it is clear as to what document you are admitting authenticity.)

Response: Keystone objects to the request because Keystone did not prepare the figure referenced in Request No. 162, and the document does not, on its face, indicate its source. Keystone also did not propose an I-90 Corridor alternative as part of this application. The I-90 Corridor Alternative A and B Routes were developed by the US Department of State (DOS) as alternative routes and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated these potential routes at a screening level and eliminated them from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible. Accordingly, Keystone is without sufficient information to admit or deny the request, and, therefore, Keystone denies it.

Request No. 163: Admit that your I-90 Corridor Alternative A route as depicted in Attachment #1 to these Requests, your Figure 4.3.3-8 I-90 Corridor Alternatives A and B Key Aquifers and Potable Water Wells within 2-mile Corridor, depicts a feasible route for your proposed Keystone XL pipeline.

Response: Keystone objects to the request because Keystone did not prepare the figure referenced in Request No. 163, and the document does not, on its face, indicate its source. Keystone also did not propose an I-90 Corridor alternative as part of this application. The I-90 Corridor Alternative A Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible. Accordingly, Keystone is without sufficient information to admit or deny the request, and, therefore, Keystone denies it.

Request No. 164: Admit that your I-90 Corridor Alternative B route as depicted in Attachment #1 to these Requests, your Figure 4.3.3-8 I-90 Corridor Alternatives A and B Key Aquifers and Potable Water Wells within 2-mile Corridor, depicts a feasible route for your proposed Keystone XL pipeline.

Response: Keystone objects to the request because Keystone did not prepare the figure referenced in Request No. 164, and the document does not, on its face, indicate its source. Keystone also did not propose an I-90 Corridor alternative as part of this application. The I-90 Corridor Alternative B Route was developed by the US Department of State (DOS) as an alternative route and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated this potential route at a screening

level and eliminated it from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible. Accordingly, Keystone is without sufficient information to admit or deny the request, and, therefore, Keystone denies it.

Request No. 165: Admit that Attachment #2 to these Requests is a true and accurate copy of your Keystone XL Project Figure 4.3.3-6 I-90 Corridor Alternatives A and B. (In your response to this Request please re-attach Attachment #2 so that it is clear as to what document you are admitting authenticity.)

Response: Keystone objects to the request because Keystone did not prepare the figure referenced in Request No. 165, and the document does not, on its face, indicate its source. Keystone also did not propose an I-90 Corridor alternative as part of this application. The I-90 Corridor Alternative A and B Routes were developed by the US Department of State (DOS) as alternative routes and considered in its National Environmental Policy Act review. In its 2011 Final Environmental Impact Statement, the DOS evaluated these potential routes at a screening level and eliminated them from further consideration for a number of reasons: (i) there was no environmental advantage in terms of risk to groundwater overall or in Nebraska; (ii) the alternative would not offer an overall environmental advantage over the preferred route; and (iii) the route was not technically practical or feasible. Accordingly, Keystone is without sufficient information to admit or deny the request, and, therefore, Keystone denies it.

Request No. 166: Admit that Attachment #3 to these Requests is a true and accurate copy of your Keystone XL Project Figure 3.3.1-3 Key Aquifers and Potable Water Wells within 2-mile Corridor (Nebraska). (In your response to this Request please re-attach Attachment #3 so that it is clear as to what document you are admitting authenticity.)

Response: Keystone did not create the attachment #3 to the Requests for Admission and the document does not, on its face, indicate its source; therefore, Keystone is without sufficient information to admit or deny the request, and Keystone denies it.

Request No. 167: Admit that you filed condemnation proceedings against the land of each and every Landowner Intervenor captioned above.

Response: Keystone objects to the request because it does not seek relevant information, nor is it reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objections, Keystone admits it filed eminent domain proceedings against the landowner intervenors pursuant to eminent domain authority in Neb. Rev. Stat. § 57-1101 and the siting authority in Neb. Rev. Stat. § 57-1501 et. seq. which involved the Nebraska Department of Environmental Quality's exhaustive review of the Preferred Route.

Request No. 168: Admit that you have not compensated or reimbursed any Landowner Intervenor who you filed condemnation proceedings against for their condemnation litigation expenses, costs, or fees.

Response: Keystone objects to the request because it does not seek relevant information, nor is it reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objections, Keystone admits request 168.

Request No. 169: Admit that as a part of your condemnation proceedings filed in County Courts in Nebraska against the land of each and every Landowner Intervenor captioned above, in your Petitions for Condemnation you referenced two (2) Exhibits that you attached to each and every Petition.

Response: Keystone objects to the request because it does not seek relevant information, nor is it calculated to lead to the discovery of admissible evidence.

Request No. 170: Admit that in your Petitions for Condemnation filed in County Courts in Nebraska against the land of each and every Landowner Intervenor captioned above your referenced Exhibit “1” as the “Eminent Domain Property.”

Response: Keystone objects to the request because it does not seek relevant information, nor is it calculated to lead to the discovery of admissible evidence.

Request No. 171: Admit that in your Petitions for Condemnation filed in County Courts in Nebraska against the land of each and every Landowner Intervenor captioned above your referenced Exhibit “2” which contained your proposed Easement and Right of Way Agreement as submitted to Landowner Intervenor.

Response: Keystone objects to the request because it does not seek relevant information, nor is it calculated to lead to the discovery of admissible evidence.

Request No. 172: Admit that Attachment #4 to these Requests is a true and accurate copy of Correspondence related to a Corrective Action Order and the order itself that was issued to you on or about June 3, 2011 by the U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration. In your response to this Request please re-attach Attachment #4 so that it is clear as to what document you are admitting authenticity.

Response: Keystone objects because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of pipeline

safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. See, Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 173: Admit that Attachment #5 to these Requests is a true and accurate copy of your proposed Easement and Right of Way Agreement relating to TMAG Ranch, LLC. In your response to this Request please re-attach Attachment #5 so that it is clear as to what document you are admitting authenticity.

Response: Admit.

Request No. 174: Admit that Attachment #5 to these Requests, the true and accurate copy of your proposed Easement and Right of Way Agreement relating to TMAG Ranch, LLC, is substantially similar in language and content of your proposed Easement and Right of Way Agreement for each and every other Landowner Intervenor who like TMAG Ranch, LLC, does not have a proposed Pumping Station to be located upon their property.

Response: Admit.

Request No. 175: Admit that your language within Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, provides for a single payment to landowner in exchange for your right to put your proposed Keystone XL pipeline on, under, across, within, or through the affected landowner's land.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, the referenced document speaks for itself. Keystone denies this request to the extent inconsistent with the document's express terms.

Request No. 176: Admit that your language within Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, does not offer to landowners periodic recurring payments in exchange for your right to put your proposed Keystone XL pipeline on, under, across, within, or through the affected landowner's land.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, the referenced document speaks for itself. Keystone denies this request to the extent inconsistent with the document's express terms.

Request No. 177: Admit that your language within Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, does not include proof of your financial ability to pay for or compensate the affected landowner for any damages that you may cause to their property.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, the referenced document speaks for itself. Keystone denies this request to the extent inconsistent with the document's express terms.

Request No. 178: Admit that your language within Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, does not require you to pay the affected landowner in the event you were to sell your proposed Keystone XL pipeline or if it was to change ownership.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, the referenced document speaks for itself. Keystone denies this request to the extent inconsistent with the document's express terms.

Request No. 179: Admit that your language within Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, requests a perpetual easement across affected landowners' property(ies).

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, the referenced document speaks for itself. Keystone denies this request to the extent inconsistent with the document's express terms.

Request No. 180: Admit that your language within Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, does not require you to remove your proposed pipeline from the affected landowners' property(ies) at the end of its use.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, the referenced document speaks for itself. Keystone denies this request to the extent inconsistent with the document's express terms.

Request No. 181: Admit that if you were required to remove your proposed pipeline from the affected landowners' property at the end of its use that that could create temporary construction jobs necessary for the removal and remediation process.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, Keystone admits this request.

Request No. 182: Admit that your language within Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, places liability on the affected landowner if a guest of theirs was on the affected property and unknowingly and by accident damaged your pipeline in any way.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. The request also calls for speculation and is an incomplete hypothetical. Subject to and without waiving these objections, the referenced document speaks for itself. Keystone denies this request to the extent inconsistent with the document's express terms.

Request No. 183: Admit that your language within Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, would allow you the legal right to sue the affected landowner if a guest of theirs was on the affected property and unknowingly and by accident damaged your pipeline in any way.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, the referenced document speaks for itself. Keystone denies this request to the extent inconsistent with the document's express terms.

Request No. 184: Admit that your primary purpose for constructing and operating your proposed Keystone XL pipeline is to make money for your shareholders and/or stockholders and/or owners.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 185: Admit that your language within Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, does not allow the affected landowner to have any say so or right to veto any sale or transfer of your proposed Keystone XL pipeline.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, the referenced document speaks for itself. Keystone denies this request to the extent inconsistent with the document's express terms.

Request No. 186: Admit that your language within Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, does not allow State of Nebraska to have any say so or right to veto any sale or transfer of your proposed Keystone XL pipeline.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, the referenced document speaks for itself. Keystone denies this request to the extent inconsistent with the document's express terms.

Request No. 187: Admit that you do not pay the State of Nebraska a permit fee or access fee for what would be your privilege to locate your proposed Keystone XL pipeline across Nebraska.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Keystone further objects to the characterization of a "privilege" as inconsistent with its rights under Nebraska law. Subject to and without waiving the objection, Keystone admits.

Request No. 188: Admit that in exchange for the right to have your proposed Keystone XL pipeline routed across the State of Nebraska, that you are willing to pay to the State of Nebraska a per barrel transported fee for each and every barrel of tar sands crude or any other product that you would transport within your proposed Keystone XL pipeline through Nebraska.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 189: Admit that the Attorney General of Nebraska has not proposed standard easement terms that you are required to agree to in exchange for the right to route your proposed Keystone XL pipeline through Nebraska.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone admits.

Request No. 190: Admit that the Governor of Nebraska has not proposed standard easement terms that you are required to agree to in exchange for the right to route your proposed Keystone XL pipeline through Nebraska.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone admits.

Request No. 191: Admit that no Nebraska public interest is served by you having perpetual rights to the Landowner Intervenor's property for your proposed Keystone XL pipeline.

Response: Deny.

Request No. 192: Admit that no Nebraska public interest is served by you having the ability to sue the Landowner Intervenor should they or their invitee accidentally damage your pipeline.

Response: Deny.

Request No. 193: Admit that Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, is the controlling document between you and the Landowner Intervenor's; it describes and defines the liabilities and responsibilities of Landowner Intervenor to you.

Response: Deny.

Request No. 194: Admit that Attachment #5 to these Requests, which is an exemplar of your proposed Easement and Right of Way Agreement, is the controlling document between you and the Landowner Intervenor's; it describes and defines the liabilities and responsibilities of you to Landowner Intervenor.

Response: Deny.

Request No. 195: Admit that no Landowner Intervenor has the right to determine what your "commercially reasonable costs and expenses" would be as they relate to that term as found in your proposed Easement and Right of Way Agreement, an exemplar which is attached here as Attachment #5.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone admits.

Request No. 196: Admit that no Nebraska public interest is served by your proposed Easement and Right of Way Agreement, an exemplar which is attached here as Attachment #5, allowing you to limit landowners' ability to seek compensation from you for any damage you may cause to their land.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 197: Admit that no Nebraska public interest is served by you having the ability to leave your proposed Keystone XL pipeline under the ground of Nebraska for any time after you ceased using it.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 198: Admit that no Nebraska public interest is served by you having the ability to abandon your proposed Keystone XL pipeline under the ground of Nebraska for any time after you ceased using it.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 199: Admit that no Nebraska public interest is served by you having the ability to abandon your proposed Keystone XL pipeline under the ground of Nebraska at any time.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 200: Admit that no Nebraska public interest is served by you owning two separate major oil pipelines crisscrossing Nebraska.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 201: Admit that no Nebraska public interest is served by you owning two separate major oil pipelines within and across Nebraska.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 202: Admit that your proposed Easement and Right of Way Agreement, an exemplar which is attached here as Attachment #5, “Grantee” is a term designated to describe the landowner and “Grantor” is a term designated to describe you.

Response: Deny.

Request No. 203: Admit that your proposed Easement and Right of Way Agreement, an exemplar which is attached here as Attachment #5, contains this language on page four paragraph 11: “...Grantee shall not install or maintain any permanent above-ground structures of any kind on or within the Easement Area...”

Response: Admit.

Request No. 204: Admit that your proposed Easement and Right of Way Agreement, an exemplar which is attached here as Attachment #5, contains this language on page five paragraph 16: “The Easement granted hereby shall create a covenant and burden upon the Property and running therewith.”

Response: Admit.

Request No. 205: Admit that no Nebraska public interest is served by you preventing landowner to install any permanent above ground structure within your proposed Easement Area.

Response: Deny.

Request No. 206: Request No. 206: Admit that no Nebraska public interest is served by you preventing a landowner from maintaining any permanent above ground structure within your proposed Easement Area.

Response: Deny.

Request No. 207: Admit that no Nebraska public interest is served by you preventing a landowner from developing their property as they see fit within the laws of Nebraska.

Response: Deny.

Request No. 208: Admit that any restriction upon landowner to develop their property as they see fit within the laws of Nebraska would also negatively impact future potential local tax revenue from land development.

Response: Deny.

Request No. 209: Admit that any restriction upon landowner to develop their property as they see fit within the laws of Nebraska would also negatively impact future potential state tax revenue from land development.

Response: Deny.

Request No. 210: Admit that the tar sands where your proposed Keystone XL pipeline would originate are located in Canada.

Response: Admit.

Request No. 211: Admit that Canada is a foreign Country.

Response: Admit.

Request No. 212: Admit that no law exists that requires Canada to guarantee that any portion of refined tar sands oil be specifically used within Nebraska.

Response: Admit.

Request No. 213: Admit that you decided to attempt to acquire a pipeline route from Alberta Canada through Nebraska to Houston Texas because you were not able to secure a pipeline route from Alberta Canada through Canada to the Pacific Ocean.

Response: Keystone objects to the request because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 214: Admit that you attempted to secure a pipeline route from Alberta Canada through Canada to the Pacific Ocean.

Response: Keystone objects to the request because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 215: Admit that you have been unable to secure a pipeline route from Alberta Canada through Canada to the Atlantic Ocean.

Response: Keystone objects to the request because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 216: Admit that you have been unable to secure a pipeline route from Alberta Canada through Canada to any port or water way that would give you ultimate access to the Atlantic Ocean.

Response: Keystone objects to the request because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence.

Request No. 217: Admit that Canada doesn't want your proposed Keystone XL pipeline to be located completely within Canada.

Response: Keystone objects to the request because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. Keystone further objects to this question as vague, ambiguous and subject to multiple interpretations. Keystone, therefore, denies the request as written.

Request No. 218: Admit that your proposed Preferred Route across Nebraska is less costly financially to you than it would be to twin or closely parallels your existing Keystone I route.

Response: Keystone objects because it has not proposed a complete “twinning” or close paralleling of the Keystone Mainline. As such, Keystone does not have comparative cost data for a route it has not proposed. Subject to and without waiving that objection, Keystone denies the request.

Request No. 219: Admit that Attachment #6 to these Requests is a true and accurate copy of your proposed Advance Release of Damages Claims and Indemnity Agreement relating to TMAG Ranch, LLC. In your response to this Request please re-attach Attachment #6 so that it is clear as to what document you are admitting authenticity.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone admits.

Request No. 220: Admit that Attachment #6 to these Requests, the true and accurate copy of your proposed Advance Release of Damages Claims and Indemnity Agreement relating to TMAG Ranch, LLC, is substantially similar in language and content of your proposed Easement and Right of Way Agreement for each and every other Landowner Intervenor.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone admits.

Request No. 221: Admit that Attachment #6 to these Requests, the true and accurate copy of your proposed Advance Release of Damages Claims and Indemnity Agreement, is an attempt by you to contractually limit the amount of damages Landowner Intervenor could request of you for any damages you or contracted by you would cause to their property.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 222: Admit that Attachment #7 to these Requests is a true and accurate copy of Exhibit A “Amended Permit Conditions” that was attached to the Amended Final Decision and Order; Notice of Entry of the South Dakota Public Utilities Commission. In your response to this Request please re-attach Attachment #7 so that it is clear as to what document you are admitting authenticity.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone admits.

Request No. 223: Admit that you do not pay the per-barrel tax created for purposes of funding the Oil Spill Liability Trust Fund.

Response: Keystone objects because it seeks irrelevant information which is not reasonably calculated to lead to the discovery of admissible evidence. Consideration of pipeline safety, including the risk or impact of spills or leaks is expressly excluded from this proceeding. See, Neb. Rev. Stat. §§ 57-1402, 1403, 1407(4); and 291 N.A.C. §§ 023.01, 023.07.

Request No. 224: Admit that the recovery period in terms of personal property taxes you will pay upon any personal property located within Nebraska, such as the segments of the pipeline itself is seven (7) years.

Response: Deny. Keystone disagrees with the statement that the recovery period for personal property used in business activities such as pipeline related storage facilities, compression, or pumping equipment is only seven (7) years. Actually, 98.84% of Keystone's personal property has a recovery period of 15 years as supported by IRS Publication 946, Table B-2, Asset Class 49.24. This recovery period was verified with the NE DOR and is consistent with how all interstate pipelines are valued in the state of Nebraska.

Request No. 225: Admit prior to you acquiring any ownership to any land utilized for any of your proposed Pumping Stations for your proposed Keystone XL Pipeline that that land was owned by someone else.

Response: Admit.

Request No. 226: Admit prior to you acquiring any ownership to any land utilized for any of your proposed Pumping Stations for your proposed Keystone XL Pipeline that that land was generating property tax revenue.

Response: Keystone objects because the request seeks irrelevant information and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone admits.

Request No. 227: Admit that the PSC can consider any safety impact of your proposed Keystone XL pipeline not otherwise federally preempted.

Response: Keystone objects because the scope of the Major Oil Pipeline Siting Act is defined as a matter of law. Subject to and without waiving the objection, Keystone denies.

Request No. 228: Admit that the PSC can consider any safety issue of your proposed Keystone XL pipeline not otherwise federally preempted.

Response: Keystone objects because the scope of the Major Oil Pipeline Siting Act is defined as a matter of law. Subject to and without waiving the objection, Keystone denies.

Request No. 229: Admit that the PSC can consider any safety consideration of your proposed Keystone XL pipeline not otherwise federally preempted.

Response: Keystone objects because the scope of the Major Oil Pipeline Siting Act is defined as a matter of law. Subject to and without waiving the objection, Keystone denies.

Request No. 230: Admit your reseeding plan does not require use of local ecotype seeds.

Response: Admit. As part of and following discussions with NRCS, NGPC, UNL and USFWS (Grand Island, Nebraska) it was determined and agreed that (a) local ecotype seed was not available in sufficient quantity or reliability; (b) certain species and cultivars should be prioritized; and (c) non-varietal seed should come from an area of origin within 250 miles south, 150 miles north, and 200 miles east or west of the Project.

Request No. 231: Admit that reseeding magnifies rather than minimizes ecosystem disruptions, including potential introduction of invasive species.

Response: Deny.

Request No. 232: Admit that an increase of episodic or temporary laborers within a given community leads directly to increased pregnancies within those local communities.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 233: Admit that an increase of episodic or temporary laborers within a given community leads directly to increased crime with in those local communities.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 234: Admit that an increase of episodic or temporary laborers within a given community leads directly to increased violence with in those local communities.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 235: Admit that an increase of episodic or temporary laborers within a given community leads directly to increased drug use with in those local communities.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 236: Admit that Lease Agreement would offer more benefits to affected Landowner Intervenors' than your proposed one-time payment Easement and Right of Way Agreement.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Request No. 237: Admit that a Lease Agreement that would require you to compensate the affected Landowner Intervenors' on continuous periodic payments would lead to a higher generation of income taxes within the State of Nebraska than your proposed one-time payment Easement and Right of Way Agreement would.

Response: Keystone objects because the request seeks irrelevant information, and it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the objection, Keystone denies.

Dated: May 19, 2017.

TRANSCANADA KEYSTONE PIPELINE,
LP

By: 

James G. Powers (#17780)

Patrick D. Pepper (#23228)

McGrath North Mullin & Kratz, PC LLO

First National Tower, Suite 3700

1601 Dodge Street

Omaha, Nebraska 68102

(402) 341-3070

(402) 341-0216 fax

James G. Powers -

jpowers@mcgrathnorth.com

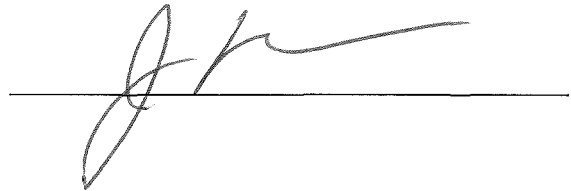
Patrick D. Pepper -

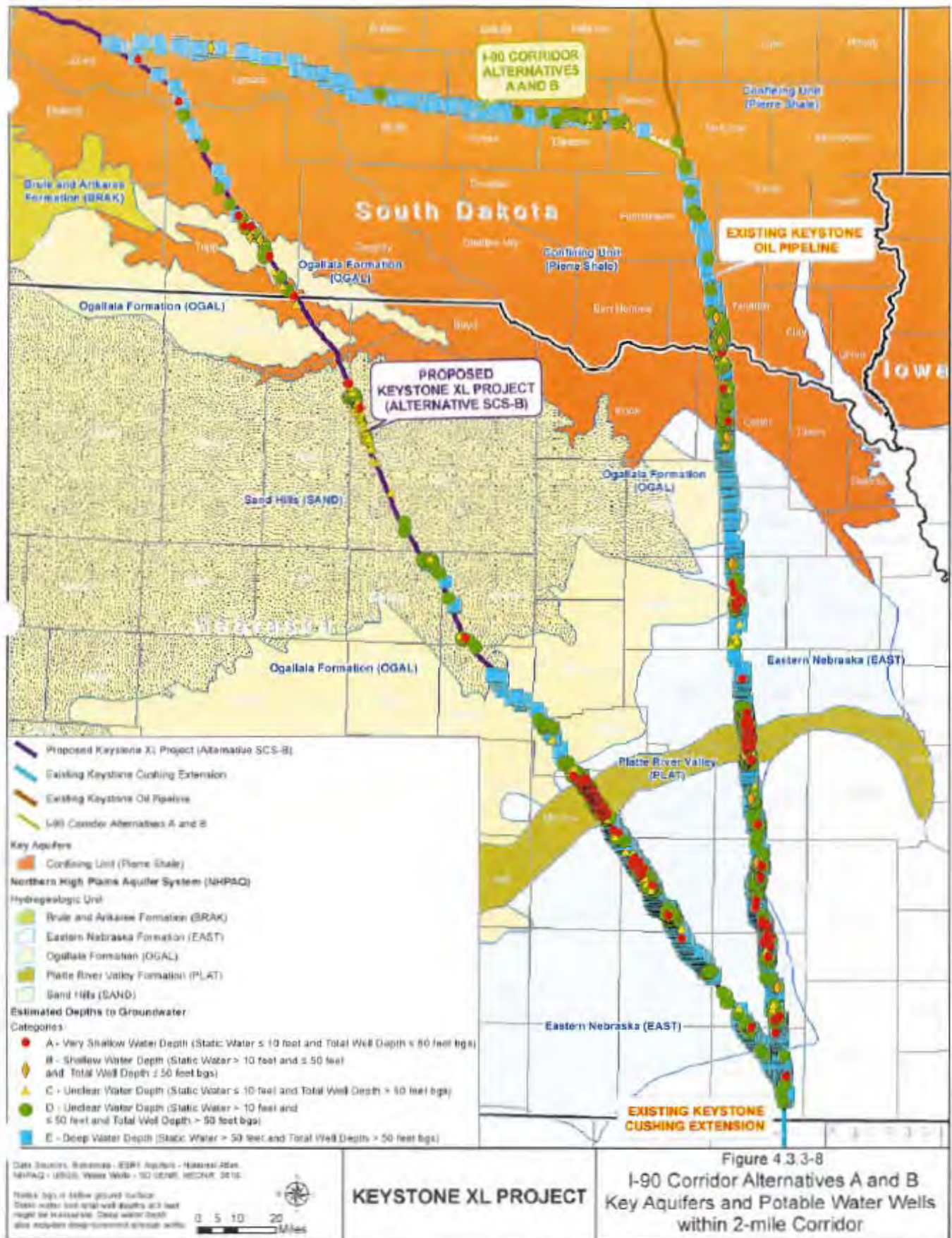
ppepper@mcgrathnorth.com

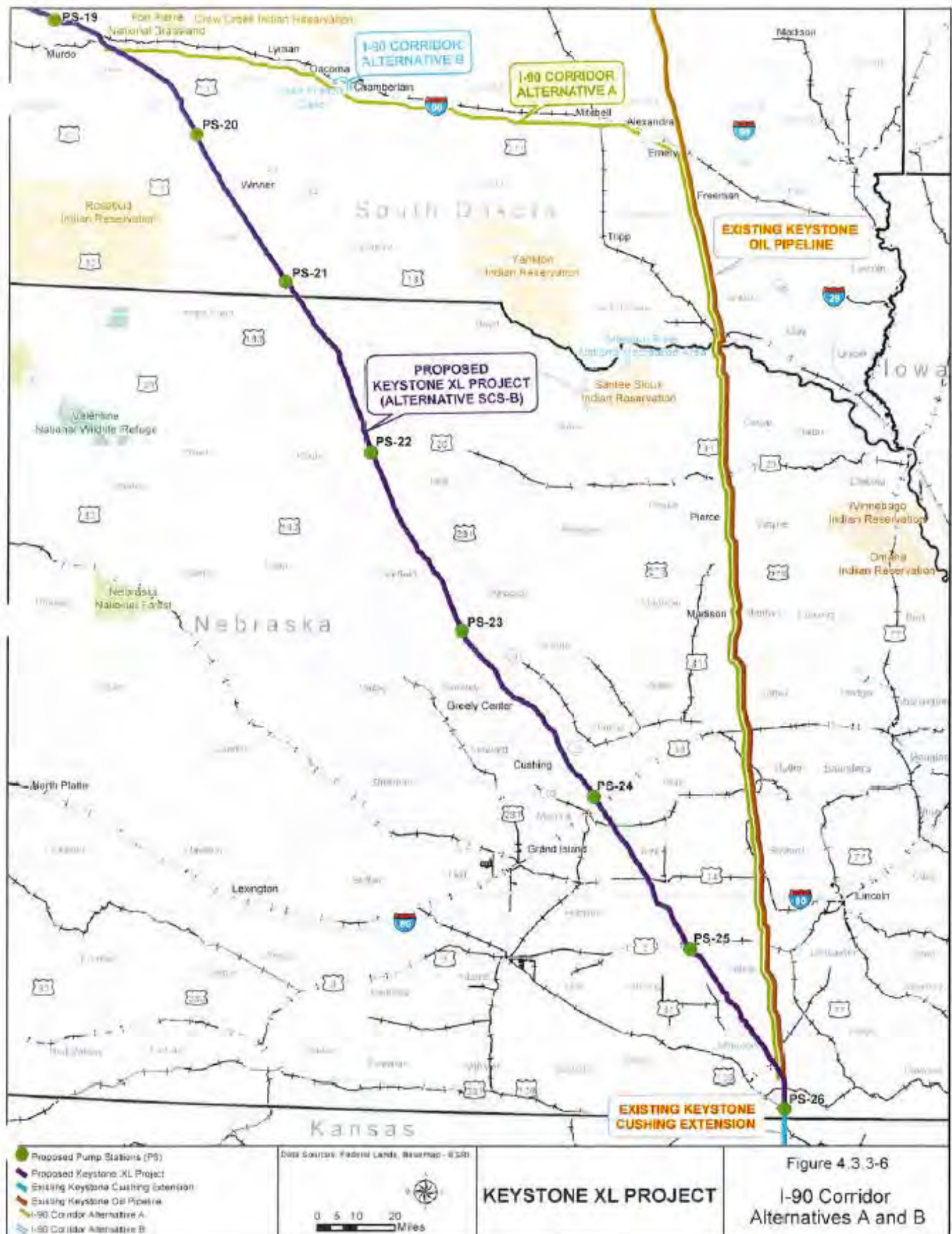
CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was served on the Intervenor Landowners' attorneys via email and United States mail, postage prepaid, this 19th day of May, 2017.

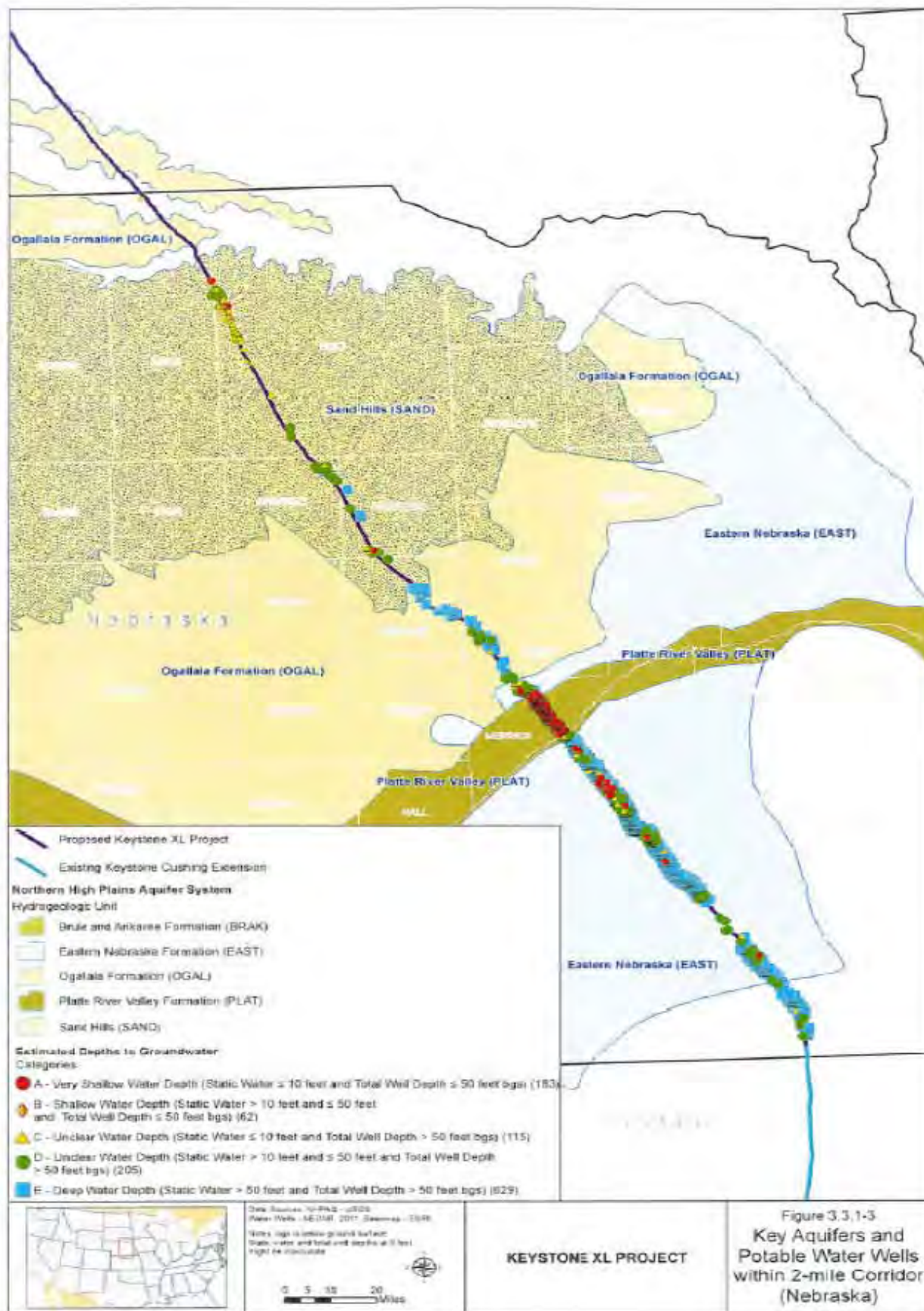
David A. Domina
Brian F. Jorde
Domina Law Group PC LLO
2425 S. 144th Street
Omaha, NE 68144
ddomina@dominalaw.com
bjorde@dominalaw.com

A handwritten signature in dark ink, appearing to be "BJ", is written over a solid horizontal line. The signature is stylized and cursive.





Attachment #2



Attachment #3



U.S. Department
of Transportation
Pipeline and Hazardous Materials
Safety Administration

1000 River Valley Ave., SE
Washington, DC 20003

JUN 03 2011

VIA CERTIFIED MAIL 17005 1160 0001 0075 94421 AND FAX TO: 852-320-5708

Mr. Robert Jones
Vice President
TC Oil Pipeline Operations, Inc.
4450 1st Street, S.W.
Calgary, Alberta T2P 5H1, Canada

Mr. Vern Meier
Vice President, U.S. Pipeline Operations
TransCanada Corporation
717 Texas Avenue
Houston, TX 77002-2761

Re: CPF No. 3-2011-5006H

Dear Messrs. Jones and Meier:

Enclosed is a Corrective Action Order issued by the Associate Administrator for Pipeline Safety in the above-referenced case. It requires you to take certain corrective actions with respect to your Keystone hazardous liquid pipeline in connection with the May 7, 2011 leak incident at the Ludden Pump Station and the May 29, 2011 leak incident at the Severance Pump Station. Service is being made by certified mail and facsimile. Your receipt of this Corrective Action Order constitutes service of that document under 49 C.F.R. § 190.5. The terms and conditions of this Order are effective upon receipt.

Sincerely,

Jeffrey D. Wiese
Associate Administrator
for Pipeline Safety

Enclosure

cc: Mr. Alan Mayberry, Deputy Associate Administrator
Mr. David Barrett, Director, Central Region, PHMSA

U.S. DEPARTMENT OF TRANSPORTATION
PIPELINE AND HAZARDOUS MATERIALS SAFETY ADMINISTRATION
OFFICE OF PIPELINE SAFETY
WASHINGTON, D.C. 20590

In the Matter of

TC Oil Pipeline Operations, Inc.,

Respondent.

CPF No. 3-2011-5006H

CORRECTIVE ACTION ORDER

Purpose and Background

This Corrective Action Order is being issued, under authority of 49 U.S.C. § 60112, to require TC Oil Pipeline Operations, Inc. ("TCOPO" or "Respondent"), to take the necessary corrective action to protect the public, property, and the environment from potential hazards associated with two recent leak incidents on TCOPO's Keystone hazardous liquid pipeline.

On May 7, 2011, a reportable failure incident occurred on pump station piping on the Keystone crude oil pipeline resulting in the release of approximately 400 barrels of crude oil. On May 29, 2011, a second reportable failure incident occurred on piping at another pump station. The Keystone pipeline is approximately 1,316 miles in length and transports crude oil from the U.S.-Canadian Border in North Dakota to Paolet, Illinois and includes an extension running from Jefferson County, Nebraska to Cushing, Oklahoma. Pursuant to 49 U.S.C. § 60117, the Pipeline and Hazardous Materials Safety Administration (PHMSA), Office of Pipeline Safety (OPS), initiated an investigation of the incidents.

Preliminary Findings

- At approximately 6:00 a.m. CDT, on May 7, 2011, a failure occurred on Respondent's pipeline at the Ludden Pump Station in Sargent County, North Dakota, resulting in the release of approximately 400 barrels of crude oil. The failure occurred at Mile Post 216.7 in the vicinity of Brampton, North Dakota. The incident was reported to the National Response Center (NRC Report No. 975573).
- At approximately 2:00 a.m. CDT, on May 29, 2011, a failure occurred on the pipeline at the Severance Pump Station in Doniphan County, Kansas resulting in the release of approximately 10 barrels of crude oil. The failure occurred at Mile Post 742.2 in the vicinity of Benders, Kansas. The incident was reported to the National Response Center (NRC Report No. 977695).

Attachment #4

- After being notified of the Ludden Pump Station leak on May 7 by a local citizen, Respondent initiated shut-down of the pipeline and isolation of the area. The pipeline was restarted on May 13, 2011. Upon identifying the Severance Pump Station leak on May 27, 2011 from pressure readings in the control room, another shut-down and isolation procedure was initiated. The pipeline remains shut-down as a result of the Severance Pump Station leak.
- The source of the leak at the Ludden Pump Station was a threaded connection on small diameter station piping at a 1-inch x 3/4-inch swaged nipple. Respondent performed metallurgical analysis of the nipple and identified the presence of cracks at the root of the thread likely as a result of over-torque during installation. Respondent determined that the cyclic bending stress fatigue due to normal operational vibration propagated the cracks to failure.
- The source of the leak at the Severance Pump Station was a 1/2-inch diameter nipple at the pressure transmitter manifold. Preliminary metallurgical testing provided by the Respondent of this nipple also indicates cyclical fatigue.
- The Phase 1, North Dakota to Patoka, Illinois segment of the Keystone pipeline system was constructed in 2008-2009 and is 1,084 miles in length, has 23 pump stations, and consists mainly of 30-inch diameter pipe. The Cushing Extension was constructed in 2010 and consists of 298 miles of 36-inch diameter pipe and has three pump stations. The system has fusion bond epoxy (FBE) coating and an impressed current cathodic protection system. Phase 1 began commercial deliveries in June of 2010.
- The Keystone pipeline system traverses the states of North Dakota, South Dakota, Nebraska, Kansas, Missouri, Illinois, and Oklahoma. The pipeline includes approximately 389.6 miles of pipe that traverses or could affect high consequence areas (HCAs) including populated areas, river crossings, and environmentally sensitive areas.
- Respondent reported that at the time of the Ludden incident, the actual operating pressure at the failure site was 1110 psig with a station MOP of 1272. Respondent reported that at the time of the Severance incident, the actual operating pressure at the failure site was 1051 psig with a MOP of 1296 psig.
- On May 25, 2011, a transmitter fitting leak occurred on Respondent's pipeline at the Roswell Pump Station that did not meet the reportable criteria. Preliminary metallurgical analysis provided by the Respondent determined that this fitting failed due to cyclical fatigue. Respondent has also experienced minor leakage on several pump seals and from other threaded connections on small diameter piping such as mainline valve drains.

Determination of Necessity for Corrective Action Order and Right to Hearing

Section 60112 of Title 49, United States Code, provides for the issuance of a Corrective Action Order, after reasonable notice and the opportunity for a hearing, requiring corrective action, which may include the suspended or restricted use of a pipeline facility, physical inspection, testing, repair, replacement, or other action as appropriate. The basis for making the

determination that a pipeline facility is hazardous, requiring corrective action, is set forth both in the above referenced statute and 49 C.F.R. §190.233, a copy of which is enclosed.

Section 60112, and the regulations promulgated thereunder, provide for the issuance of a Corrective Action Order without prior opportunity for notice and hearing upon a finding that failure to issue the Order expeditiously will result in likely serious harm to life, property or the environment. In such cases, an opportunity for a hearing will be provided as soon as practicable after the issuance of the Order.

After evaluating the foregoing preliminary findings of fact, I find that the continued operation of the pipeline without corrective measures would be hazardous to life, property and the environment. Additionally, after considering the circumstances surrounding the May 7 and May 29, 2011 failures, the proximity of the pipeline to populated areas, water bodies, public roadways and high consequence areas, the hazardous nature of the product the pipeline transports, the ongoing investigation to determine the cause of the failures, and the potential for the conditions causing the failures to be present elsewhere on the pipeline, I find that a failure to issue this Order expeditiously to require immediate corrective action would result in likely serious harm to life, property, and the environment. Accordingly, this Corrective Action Order mandating immediate corrective action is issued without prior notice and opportunity for a hearing. The terms and conditions of this Order are effective upon receipt.

Within 10 days of receipt of this Order, Respondent may request a hearing, to be held as soon as practicable, by notifying the Associate Administrator for Pipeline Safety in writing, delivered personally, by mail or by telecopy at (202) 366-4566. The hearing will be held in Kansas City, Missouri or Washington, D.C. on a date that is mutually convenient to PHMSA and Respondent.

After receiving and analyzing additional data in the course of this investigation, PHMSA may identify other corrective measures that need to be taken. Respondent will be notified of any additional measures required and amendment of this Order will be considered. To the extent consistent with safety, Respondent will be afforded notice and an opportunity for a hearing prior to the imposition of any additional corrective measures.

Required Corrective Action

Pursuant to 49 U.S.C. § 60112, I hereby order TC Oil Pipeline Operations, Inc. to immediately take the following corrective actions with respect to the Keystone pipeline:

1. Prior to resuming operation of the pipeline, develop and submit a written re-start plan for prior approval of the Director, Central Region, OPS (Director), Pipeline and Hazardous Materials Safety Administration, 901 Locust Street, Suite 462, Kansas City, MO 64106-2641.
2. The re-start plan must include steps to perform repairs at the failure locations and provide for adequate staffing, monitoring, and patrolling of pump stations during the restart process to ensure that no leaks or failures occur at any station. Provide details summarizing all modifications and evaluations made to any facility, including but not limited to vibration or pulsation testing, control valve application review, and instrumentation controls. The re-start plan must also specify a daylight restart and detail

advance communications with local emergency response officials. Obtain written approval of the re-start plan from the Director prior to resuming operation of the pipeline.

3. Prior to re-start, complete mechanical and metallurgical testing and failure analysis of the failed pipe components. Complete the testing and analysis as follows:

- A. Document the chain-of-custody when handling and transporting the failed pipe section and other evidence from the failure site; and
- B. Ensure that the testing laboratory distributes all resulting reports in their entirety (including all media), whether draft or final, to the Director at the same time as they are made available to Respondent.

4. Within 60 days of receipt of this Order, conduct a review of all Keystone facilities and submit a report to the Director as follows:

- A. Compile all available data on previous failures of similar small diameter piping and components;
- B. Prepare a list by location that includes all sizes of pipe, size of pipe components or fittings, material strength, manufacturers, length of pipe segments, purpose of piping, and whether or not it was modified by a contractor at initial construction; and
- C. Submit a report to the Director documenting Items A and B.

5. Within 45 days of receipt of this Order, conduct a review of all Issues and Incidents occurring since the beginning of Keystone pipeline operation and submit a report to the Director as follows:

- A. Summarize by location all Issues and Incident Tracker (IIT) reports. Include information regarding who issued each report and their contact information, when the report was filed, date of the report event, who the report would have been reviewed by, what the report addressed, and copies of each report;
- B. Compile copies of any other media, i.e., photographs, video, etc., obtained or used to provide back-up support evidence or documentation for issues on the pipeline reported through the IIT reports or reported to the employees superiors or managers;
- C. Compile documentation, i.e., reports, memos or other correspondence, produced as a result of each IIT report or incidents;
- D. Provide the status of the IIT reported element, the date and description of all final actions implemented or a date and description of all planned actions to address the IIT reports;

- E. Include a review of all IIT reports for all locations and determine and report how many are similar by each type of reported issue or incident;

- F. Interview all field personnel associated with facilities identified through the IIT reports and obtain their input as SMEs on the development of a risk model and method to analyze the risk associated with the issue reported on the IIT reports. Adjust the risk model as needed based on their input and ensure the model accounts for the same issue submitted more than once. Summarize this process and how the model and risk analysis methods were derived; and

- G. Implement the risk model and analysis in a manner that prioritizes all issues for action based on this risk analysis.

6. Within 60 days of receipt of this Order, conduct a review of all facilities since the first day pipeline operations were commenced and determine by location and date how long (in hours) each facility has been manned and provide a summary report to the Director. Include a list by location of the specific dates and times each facility has been manned while the pipeline was running and the total manned hours versus total unmanned hours. In addition, report the total hours of actual runtime for each facility in hours (if station is bypassed or pump units are not running, then report this in the total time unmanned or manned but do not include this in total hours for actual runtime). Report the pressure, flow, pipeline and/or unit configuration associated with each manned event and the number of personnel on site. Summarize all other pipeline configurations that have been run unmanned (pressures, flow, pipeline and/or unit configuration) by date.

7. Within 60 days of receipt of this Order, complete a root cause failure analysis (RCFA) for the failure incidents that is supplemented and facilitated by an independent third-party expert acceptable to the Director. Elements of the root cause analysis must include, but not be limited to: a scoping document of the root cause analysis; procedures associated with root cause analysis; multiple methods used for the analysis and updates on each method as it progresses; contributory factors; documentation of the decision-making process including management decisions associated with previously identified issues or incidents; and a final report of the root cause process results, including any lessons learned and whether the findings are applicable to other locations, processes, or procedures within the Keystone System. The RCFA must consider but not limited to the initial design and design review approval processes, construction and construction oversight processes, operations and final facility review and approval processes upon initial service of the pipeline.

8. Within 90 days following receipt of this Order, submit a remedial work plan ("Work Plan") to the Director for approval that includes corrective measures. The Work Plan must provide for the verification of the integrity of the pipeline and must address all failures known or suspected that caused or contributed to the May 7 and May 29, 2011 failures and other known releases, including, but not limited to:

- A. The integration of the results of the RCFA and other failure analyses and actions required by this Order with all relevant operating data including all historical repair information, construction, operating, maintenance, testing, leak history,

metallurgical analysis or other third party consultation information, and assessment data;

- B. The performance of additional field testing, inspections, and evaluations to determine whether and to what extent the conditions associated with the failures, or any other integrity-threatening conditions are present elsewhere on the pipeline. A third party contractor specializing in vibration and pulsation analysis, upon acceptance by the Director, shall be retained to design evaluation methods, facilitate and review any required training, perform analysis of field test results and provide recommendations. Include a detailed description of the criteria to be used for the evaluation and prioritization of any integrity threats and anomalies that are identified;
 - C. The performance of repairs or other corrective measures that fully remediate the condition(s) associated with the pipeline failures and any other integrity-threatening condition, including those identified per Items 4 and 5, everywhere along the pipeline where they are identified. Include a detailed description of the criteria and method(s) to be used in undertaking any repairs, replacements, or other remedial actions;
 - D. The implementation of continuing long-term periodic testing and integrity verification measures to ensure the ongoing safe operation of the pipeline considering the results of the analyses, inspections, and corrective measures undertaken pursuant to this Order; and
 - E. A schedule for completion of the Items A-D.
9. The Work Plan becomes incorporated into this Order. Respondent must revise the work plan as necessary to incorporate the results of actions undertaken pursuant to this Order and whenever necessary to incorporate new information obtained during the failure investigation and remedial activities. Submit any such plan revisions to the Director for prior approval. The Director may approve plan elements incrementally.
 10. Implement the Work Plan as it is approved by the Director, including any revisions to the plan.
 11. Submit monthly reports to the Director that: (1) include all available data and results of the testing and evaluations required by this Order; and (2) describe the progress of the repairs or other remedial actions being undertaken. The first monthly report is due on July 31, 2011. The Director may change the interval for the submission of these reports.
 12. It is requested but not required that Respondent maintain documentation of the costs associated with implementation of this Corrective Action Order. Include in each monthly report submitted, the to-date total costs associated with: (1) preparation and revision of procedures, studies and analyses; (2) physical changes to pipeline infrastructure, including repairs, replacements and other modifications; and (3) environmental remediation, if applicable.

13. With respect to each submission that under this Order requires the approval of the Regional Director, the Director may: (a) approve, in whole or part, the submission; (b) approve the submission on specified conditions; (c) modify the submission to cure any deficiencies; (d) disapprove in whole or in part, the submission, directing that Respondent modify the submission, or (e) any combination of the above. In the event of approval, approval upon conditions, or modification by the Director, Respondent shall proceed to take all action required by the submission as approved or modified by the Director. If the Director disapproves all or any portion of the submission, Respondent must correct all deficiencies within the time specified by the Director, and resubmit it for approval.

14. Respondent may seek the termination of this Order upon a written request from TCOPO providing reliable technical justifications demonstrating that the hazard has been abated including documentation establishing that all measures necessary to correct the condition(s) leading to the failures have been fully implemented as determined by the Director.

The Director may grant an extension of time for compliance with any of the terms of this Order upon a written request timely submitted demonstrating good cause for an extension.

The actions required by this Corrective Action Order are in addition to and do not waive any requirements that apply to Respondent's pipeline system under 49 C.F.R. Part 195, under any other order issued to Respondent under authority of 49 U.S.C. § 60101 et seq., or under any other provision of Federal or State law.

Respondent may appeal any decision of the Director to the Associate Administrator for Pipeline Safety. Decisions of the Associate Administrator shall be final.

Failure to comply with this Order may result in the assessment of civil penalties and in referral to the Attorney General for appropriate relief in United States District Court pursuant to 49 U.S.C. § 60120.

The terms and conditions of this Corrective Action Order are effective upon receipt.


 Jeffrey D. Wiese
 Associate Administrator
 for Pipeline Safety

JUN 03 2011

Date Issued

Prepared by and after recording
please return to:
TransCanada Keystone Pipeline, LP
1106 Benjamin Avenue, Suite 600
Norfolk, NE 68701

(Above Space for Recorder's Use Only)

Tract No.: ML-NE-HT-40380.000
ML-NE-HT-40420.000
ML-NE-HT-40440.000

**EASEMENT AND RIGHT-OF-WAY
AGREEMENT**

For and in consideration of the sum of Ten Dollars (\$10.00) paid in accordance with this Easement and Right-of-Way Agreement (this "**Agreement**"), the mutual promises of the parties herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged (collectively, the "**Consideration**") TMAG Ranch, LLC, whose mailing address is 916 S. 181st Street, Elkhorn, NE 68022 (hereinafter called "**Grantor**") does hereby grant, sell, convey and warrant unto TransCanada Keystone Pipeline, LP, a limited partnership having its principal place of business at 13710 FNB Parkway, Suite 300, Omaha, Nebraska 68154, its successors and assigns (hereinafter called "**Grantee**"), a perpetual permanent easement and right-of-way (the "**Easement**") for the purposes of surveying, laying, constructing, inspecting, maintaining, operating, repairing, replacing, altering, reconstructing, removing and abandoning in place one (1) pipeline, not to exceed thirty-six inches (36") in nominal pipe diameter, together with all fittings, cathodic protection equipment, pipeline markers, and all other

Grantor's Initials _____

1

ML-NE-HT-40380.000
ML-NE-HT-40420.000
ML-NE-HT-40440.000

Attachment #5

equipment and appurtenances thereto (it being expressly understood, however, that this Easement shall not give Grantee the right to construct or operate above-ground high voltage electrical transmission lines), for the transportation of crude petroleum, oil and petroleum by-products, on, under, across and/or through a strip of land 50 feet in width, as more particularly described in Exhibit A, which is attached hereto and made a part hereof (the "**Easement Area**") located on real property situated in the County of Holt, State of Nebraska owned by Grantor and described as follows:

A tract of land containing 362 acres, more or less, situated in the County of Holt, in the State of Nebraska, being further described as the NE1/4, NW1/4 of the SE1/4, and SW1/4 of Section 18, Township 33 North, Range 15 West of the 6th P.M., as recorded in Book 198, Page 543 in the Deed Records of Holt County, Nebraska; less and except any conveyances heretofore made.

A tract of land containing 72.03 acres, more or less, situated in the County of Holt, in the State of Nebraska, being further described as Lot 7 of Section 7, Township 33 North, Range 15 West of the 6th P.M., as recorded in Book 198, Page 543 in the Deed Records of Holt County, Nebraska; less and except any conveyances heretofore made.

A tract of land containing 160 acres, more or less, situated in the County of Holt, in the State of Nebraska, being further described as the NW1/4 of Section 17, Township 33 North, Range 15 West of the 6th P.M., as recorded in Book 198, Page 543 in the Deed Records of Holt County, Nebraska; less and except any conveyances heretofore made.

(the "**Property**"). In addition, during the original construction of the pipeline (including, without limitation, Grantee's reclamation, mitigation and/or restoration activities), but in no event longer than twenty-four (24) months from the date Grantee commences actual pipeline installation activities on the Property (the "**Initial Construction Period**"), the easement and right-of-way granted hereunder shall also include the area described under the headings "Temporary Work Space," "Temporary Access Easement" and "Additional Temporary Work Space" and are more particularly described in Exhibit A hereto (the "**Temporary Work Space**"), provided, however, such time shall be extended for such period of time that Grantee is unable to exercise its rights hereunder due to force majeure. For purposes of this Agreement, "force majeure" shall mean any event beyond the reasonable control of Grantee, including, without limitation, weather, soil conditions, government approvals, and availability of labor and materials.

The aforesaid Easement is granted subject to the following terms, stipulations and conditions which are hereby covenanted and agreed to by Grantor. By acceptance of any of the benefits hereunder, Grantee shall be deemed to have agreed to be bound by the covenants applicable to Grantee hereunder.

1. The liabilities and responsibilities of the Grantor and Grantee for claims for damages and losses relating to the Easement, the Easement Area or Temporary Work Space are described in the paragraphs below:

A. Grantee will pay all commercially reasonable costs and expenses that result from the Grantee's, or anyone acting on the Grantee's behalf, use of the Easement Area or Temporary Work Space, including but not limited to damages caused by petroleum leaks and spills and damages to Grantor's crops, pastures, drainage systems, produce, water wells, livestock, bridges, lanes, improvements, equipment, fences, structures or timber, except to the extent the damages are caused by the negligence, recklessness, or willful misconduct of the Grantor or anyone acting on the Grantor's behalf. Notwithstanding the foregoing, Grantor acknowledges and agrees that Grantee has compensated Grantor, in advance, for the reasonably anticipated and foreseeable costs and expenses which may arise out of, are connected with, or relate in any way to Grantor's conveyance of the Easement and the proper installation, presence or operation of the pipeline upon the Property, including but not limited to, any and all tree, crop, plant, timber,

Grantor's Initials _____

2

ML-NE-HT-40380.000
ML-NE-HT-40420.000
ML-NE-HT-40440.000

harvest or yield loss damages, diminution in value of the Property, or any other reasonably foreseeable damages attributable to or arising from Grantee's proper execution of the initial construction, mitigation, and restoration activities within the Easement.

B. If claims or legal actions for damages arise from Grantee's, or anyone acting on the Grantee's behalf, use of this Easement, Grantee will be responsible for those claims or legal actions, and will defend, indemnify and hold the Grantor harmless in this regard, except to the extent that those claims or legal actions result from the negligence, recklessness, or willful misconduct of the Grantor or anyone acting on the Grantor's behalf.

C. If claims or legal actions arise from the Grantor's, or anyone acting on the Grantor's behalf, entry into, or use of the Easement Area or Temporary Work Space, Grantor will be responsible for those claims or legal actions, and will defend, indemnify and hold the Grantee harmless in this regard, except to the extent that those claims or legal actions result from the negligence, recklessness, or willful misconduct of the Grantee or anyone acting on the Grantee's behalf.

2. Grantee shall have the right to remove all fences from the Easement Area and the Temporary Work Space, as required for purposes of construction or repairs of Grantee's pipeline, and Grantee shall repair all such fences promptly upon completion of construction or repairs on Grantor's Property to substantially the same condition as such fences were in prior to removal by Grantee. Grantee further shall have the right to install access gates in any fences which cross the Easement Area. Grantee and its designated contractors, employees and invitees hereby agree to keep all access gates closed at all times when not in use to prevent the cattle, horses and/or other livestock located on the Property from straying.

3. Provided its use of the Property does not in any manner interfere with or prevent the exercise by Grantee of its rights hereunder, or create an actual or potential hazard to the pipeline or its appurtenances, the undersigned Grantor, its successors, heirs or assigns, reserve all oil, gas and minerals on and under the Property and the right to farm, graze and otherwise fully use and enjoy the Property; provided, however, that Grantee shall have the right hereafter to cut, keep clear and remove all trees, brush, shrubbery, undergrowth, buildings, engineering works, structures and other obstructions or facilities, without additional compensation, in the Easement Area being conveyed that are deemed by Grantee to injure, endanger or interfere in any manner with the proper and efficient construction, operation, use, inspection, maintenance or repair of said pipeline, or fittings, cathodic protection equipment and other appurtenances thereto; and, provided, further, that Grantor shall not excavate or otherwise alter the ground elevation from such ground elevation that existed at the time construction is completed, construct any dam or otherwise create a water impoundment within or over the Easement Area without prior authorization of Grantee. Grantee shall have all privileges necessary or convenient for the full use of the rights herein granted, together with reasonable ingress and egress over and across that part of the Property located adjacent to the Easement Area and Temporary Work Space, provided, however, except in case of emergency, Grantee agrees that to the extent existing public roads, public rights-of-way, the Temporary Access Easements (if any) or other easements in favor of Grantee provide reasonable access to the Easement Area and Temporary Work Space, Grantee shall use such existing roads, rights-of-way, and easements for ingress and egress.

4. Grantor shall, upon thirty (30) days prior notice to Grantee, further have the right to construct, maintain, repair, and operate above ground fences, roads, streets, alleys, sidewalks, bridges, and drainage pipes across the Easement Area at an angle of not less than forty-five (45) degrees to the Grantee's pipeline; provided, however, Grantor shall exercise said rights in such a manner so that (i) the Grantee's pipeline or its appurtenances located within the Easement Area shall not be endangered, obstructed, injured or interfered with; (ii) Grantee's access to the Easement Area, the Grantee's pipeline and its other appurtenances located thereon are not interfered with; (iii) Grantee shall not be prevented from traveling within and along Easement Area on foot or in vehicle or machinery; (iv) Grantee's pipeline is left with the amount of cover originally installed to allow safe operation of the Grantee's pipeline; (v) the Grantee's pipeline is left with proper and sufficient and permanent lateral support; and (vi) Grantee's use of the Easement Area for the purposes set forth herein is not unreasonably impaired or interfered with.

Grantor's Initials _____

3

ML-NE-HT-40380.000
ML-NE-HT-40420.000
ML-NE-HT-40440.000

5. During the Initial Construction Period, Grantee shall also provide suitable crossings on, over and across the Easement Area so as to afford Grantor reasonable access over and across and the Easement Area in accordance with Grantor's customary use of the Property.
6. Grantee shall dispose of all brush and debris, if any, cleared from the Easement Area by burning, chipping, and/or burying, which method of disposal shall be selected by Grantee in Grantee's sole discretion.
7. Grantee shall install the Grantee's pipeline to a minimum depth of forty-eight inches (48") below current grade level and any then existing drainage ditches, creeks and roads, except at those locations where rock is encountered, the pipeline may be installed with a minimum depth of twenty-four inches (24"). Such depth shall be measured from the top of the pipe to the surface of the ground.
8. In areas of cropland, Grantee agrees to cause the topsoil to be removed from the trench to a depth of twelve inches (12") or the topsoil depth, whichever is less, and return, as nearly as practicable, said topsoil to its original, pre-construction position relative to the subsoil.
9. Prior to the conclusion of the Initial Construction Period, Grantee shall grade and slope the Easement Area and Temporary Work Space in order to restore the same to its pre-construction grade to the extent reasonably possible and to the extent such grade does not interfere with the maintenance and/or safe operation of the Grantee's pipeline.
10. Grantee shall maintain the Easement Area (and the Temporary Work Space during the Initial Construction Period) by keeping it clear of all litter and trash during periods when Grantee and its employees, agents, or contractors are on the Property.
11. Notwithstanding anything herein to the contrary, except as otherwise required by applicable laws, regulations or industry standards, Grantee shall not install or maintain any permanent above-ground structures of any kind on or within the Easement Area other than pipeline markers (which markers may be required to be placed along the Easement Area by applicable Department of Transportation Code regulations and other applicable statutes and regulations of governmental authorities) and cathodic protection equipment. After the Initial Construction Period expires, no pipelines, above-ground structures, installations, equipment or apparatus of any kind will be on or within the Temporary Work Space.
12. In the event Grantee elects to abandon the Easement Area in whole or in part, Grantee may, at its sole election, either leave the improvements in place or remove them. In the event Grantee elects to remove the improvements, Grantee shall restore the Easement Area, as nearly as is practicable, to its condition prior to removal. In the event Grantee elects to abandon the improvements in place, Grantee shall comply with all then applicable federal and state laws, rules and regulations relating to such abandonment.
13. Grantor acknowledges and agrees that the information set forth at Exhibit A hereto, including, without limitation, the location and area of the proposed Easement Area depicted, is approximate and preliminary and is based upon publicly available information, calculations, measurements and estimates without the benefit of site-specific on the ground investigation, inspection or survey; Grantor further acknowledges and agrees that Grantee shall have the right to modify the location of the Easement Area and/or Temporary Work Space within the Property as a result of, among other things, site investigation, inspections or surveys, various engineering factors or to correct the legal description of the Easement Area and/or Temporary Work Space to conform with the actual location of the required Easement Area and/or Temporary Work Space. In the event such a modification is required by Grantee, Grantee may modify the location of the Easement Area and/or Temporary Work Space by recording a "Notice of Location" referring to this instrument and setting forth the modified legal description of the Easement Area and/or Temporary Work Space, which description may be set forth by map attached to said Notice. A copy of the Notice shall be delivered to the Grantor. Without limiting Grantee's right to modify the location of the Easement Area and/or Temporary Work Space by recording a "Notice of Location" as aforesaid,

Grantor's Initials _____

4

ML-NE-HT-40380.000
ML-NE-HT-40420.000
ML-NE-HT-40440.000

Grantor agrees to execute and deliver to Grantee any additional documents Grantee may request to modify or correct the legal description of the Easement Area and/or Temporary Work Space to conform with the actual location of the required Easement Area and/or Temporary Work Space. If such documents are required, they will be prepared by Grantee at its expense. Grantor shall receive additional reasonable compensation only if the acreage within the Easement Area and/or Temporary Work Space increases as a result of the changed location.

14. Grantee shall comply in all material respects, at Grantee's sole cost, with all applicable federal, state, and local laws, rules, and regulations which are applicable to Grantee's activities hereunder, including, without limitation, the construction, use, operation, maintenance, repair and service of the Grantee's pipeline. Notwithstanding the foregoing, Grantee shall not be responsible for any costs that are necessitated, caused by, or are the result of any act or omission of negligence, recklessness, or willful misconduct by the Grantor or anyone acting on the Grantor's behalf.

15. All notices under this Agreement shall be in writing, addressed to the addresses first set forth above and be delivered by certified mail, postage prepaid, and return receipt requested, next business day delivery via a reputable national courier service, regular United States mail, facsimile, e-mail or hand delivery. A party may change its address for notice by giving notice of such change to the other party.

16. The undersigned hereby bind themselves, and their respective heirs, executors, administrators, successors and assigns, to this Agreement unto Grantee, its successors and assigns. The Easement granted hereby shall create a covenant and burden upon the Property and running therewith.

17. It is agreed that this Agreement constitutes the entire agreement between the parties and that no other agreements have been made modifying, adding to or changing the terms of the same. This Agreement shall not be abrogated, modified, rescinded or amended in whole or in part without the consent of Grantor and Grantee, in writing and executed by each of them, and duly recorded in the appropriate real property records.

18. The rights granted hereby to Grantee may be assigned by Grantee in whole or in part, in Grantee's sole discretion.

19. The terms, stipulations, and conditions of this Easement are subject to all applicable laws, regulations, and permit conditions.

20. This Agreement shall be governed by the law of the State in which the Easement Area is situated.

21. This Agreement may be executed in counterparts, each of which shall be considered an original for all purposes; provided, however, that all such counterparts shall together constitute one and the same instrument.

Grantor's Initials _____

5

ML-NE-HT-40380.000
ML-NE-HT-40420.000
ML-NE-HT-40440.000

IN WITNESS WHEREOF, Grantor has executed this Agreement as of the _____ day of _____, 20____.

GRANTOR(S):

TMAG Ranch, LLC

By: _____

Its: _____

[ACKNOWLEDGMENTS APPEAR ON FOLLOWING PAGE]

Grantor's Initials _____

6

ML-NE-HT-40380.000
ML-NE-HT-40420.000
ML-NE-HT-40440.000

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____ 20__

By _____ of

TMAG Ranch, LLC, on behalf of the corporation.

Notary Public Signature

Affix Seal Here

Grantor's Initials _____

7

ML-NE-HT-40180.000
ML-NE-HT-40420.000
ML-NE-HT-40440.000

TRANSCANADA KEYSTONE PIPELINE, LP

ADVANCE RELEASE OF DAMAGE CLAIMS AND INDEMNITY AGREEMENT

Tract No. : ML-NE-HT-40440.000

I/we T MAG Ranch, LLC, of Douglas County, in the State of Nebraska, (hereinafter "Grantor") acknowledge receipt of:

Three Hundred Twelve Dollars and No Cents (\$312.00), now paid to Grantor by TransCanada Keystone Pipeline, LP (hereinafter "Company"), in full payment and settlement, in advance, for all damages listed on the Advance Damages Computation Form attached hereto as Appendix A. In consideration of said advance payment, Grantor and Grantor's heirs, executors, administrators and assigns, do hereby release and forever discharge Company from any and all causes of action, suits, debts, claims, expenses, general damages, interest, costs and demands whatsoever, at law and in equity, against Company, which Grantor ever had, has now, or which Grantor's insurers, heirs, executors, administrators, successors or assigns hereafter can, shall or may have in the future, relating to all damage items listed on Appendix A, arising out of, in connection with, or resulting or alleged to have resulted from construction or surveying over, under or on the following lands (hereinafter collectively referred to as the "Lands");

Situated in the County of Holt, State of Nebraska:

NW/4

Section 17, Township 33-N, Range 15-W

Grantor understands and agrees that payment of such consideration is not deemed to be an admission of liability on the part of Company. Grantor agrees to accept said advance payment on behalf of Grantor and Grantor's tenants, if any, and to take full responsibility for compensating any and all of Grantor's tenants for any damage or loss that is owed to said tenants as a result of Company's use of any pipeline easement acquired by Company from Grantor on the Lands. Grantor will indemnify, defend, and hold Company and the Company's officers, agents, and employees harmless from any claim asserted by Grantor's tenants, tenants' successors-in-interest, or tenants' heirs for compensation, restitution, crop loss, consideration, or damage of any kind that Grantor's tenants may be lawfully entitled to as a result of Company's construction or surveying activity within any easement acquired by Company from Grantor on the Lands.

IN WITNESS WHEREOF, I/we have hereunto set our hands on this _____ day of _____, 20____.

Owner Signature

Owner Signature

Owner/Owner Representative Name

Owner/Owner Representative Name

Attachment #6

Exhibit A

AMENDED PERMIT CONDITIONS

I. Compliance with Laws, Regulations, Permits, Standards and Commitments

1. Keystone shall comply with all applicable laws and regulations in its construction and operation of the Project. These laws and regulations include, but are not necessarily limited to: the federal Hazardous Liquid Pipeline Safety Act of 1979 and Pipeline Safety Improvement Act of 2002, as amended by the Pipeline Inspection, Protection, Enforcement, and Safety Act of 2006, and the various other pipeline safety statutes currently codified at 49 U.S.C. § 60101 et seq. (collectively, the "PSA"); the regulations of the United States Department of Transportation implementing the PSA, particularly 49 C.F.R. Parts 194 and 195; temporary permits for use of public water for construction, testing or drilling purposes, SDCL 46-5-40.1 and ARSD 74:02:01:32 through 74:02:01:34.02 and temporary discharges to waters of the state, SDCL 34A-2-36 and ARSD Chapters 74:52:01 through 74:52:11, specifically, ARSD § 74:52:02:46 and the General Permit issued thereunder covering temporary discharges of water from construction dewatering and hydrostatic testing.

2. Keystone shall obtain and shall thereafter comply with all applicable federal, state and local permits, including but not limited to: Presidential Permit from the United States Department of State, Executive Order 11423 of August 16, 1968 (33 Fed. Reg. 11741) and Executive Order 13337 of April 30, 2004 (69 Fed. Reg. 25229), for the construction, connection, operation, or maintenance, at the border of the United States, of facilities for the exportation or importation of petroleum, petroleum products, coal, or other fuels to or from a foreign country; Clean Water Act § 404 and Rivers and Harbors Act Section 10 Permits; Special Permit if issued by the Pipeline and Hazardous Materials Safety Administration; Temporary Water Use Permit, General Permit for Temporary Discharges and federal, state and local highway and road encroachment permits. Any of such permits not previously filed with the Commission shall be filed with the Commission upon their issuance. To the extent that any condition, requirement or standard of the Presidential Permit, including the Final EIS Recommendations, or any other law, regulation or permit applicable to the portion of the pipeline in this state differs from the requirements of these Conditions, the more stringent shall apply.

3. Keystone shall comply with and implement the Recommendations set forth in the Final Environmental Impact Statement when issued by the United States Department of State pursuant to its Amended Department of State Notice of Intent To Prepare an Environmental Impact Statement and To Conduct Scoping Meetings and Notice of Floodplain and Wetland Involvement and To Initiate Consultation Under Section 106 of the National Historic Preservation Act for the Proposed Transcanada Keystone XL Pipeline; Notice of Intent—Rescheduled Public Scoping Meetings in South Dakota and extension of comment period (FR vol. 74, no. 54, Mar. 23, 2009). The Amended Notice and other Department of State and Project Documents are available on-line at: <http://www.keystonepipeline-xl.state.gov/clientsite/keystonexl.nsf?Open>.

4. The permit granted by this Order shall not be transferable without the approval of the Commission pursuant to SDCL 49-41B-29.

5. Keystone shall undertake and complete all of the actions that it and its affiliated entities committed to undertake and complete in its Application as amended, in its testimony and

exhibits received in evidence at the hearing, and in its responses to data requests received in evidence at the hearing.

II. Reporting and Relationships

6. The most recent and accurate depiction of the Project route and facility locations is found on the maps in Exhibit TC-14. The Application indicates in Section 4.2.3 that Keystone will continue to develop route adjustments throughout the pre-construction design phase. These route adjustments will accommodate environmental features identified during surveys, property-specific issues, and civil survey information. The Application states that Keystone will file new aerial route maps that incorporate any such route adjustments prior to construction. Ex TC-1.4.2.3, p. 27. Keystone shall notify the Commission and all affected landowners, utilities and local governmental units as soon as practicable if material deviations are proposed to the route. Keystone shall notify affected landowners of any change in the route on their land. At such time as Keystone has finalized the pre-construction route, Keystone shall file maps with the Commission depicting the final pre-construction route. If material deviations are proposed from the route depicted on Exhibit TC-14 and accordingly approved by this Order, Keystone shall advise the Commission and all affected landowners, utilities and local governmental units prior to implementing such changes and afford the Commission the opportunity to review and approve such modifications. At the conclusion of construction, Keystone shall file detail maps with the Commission depicting the final as-built location of the Project facilities.

7. Keystone shall provide a public liaison officer, approved by the Commission, to facilitate the exchange of information between Keystone, including its contractors, and landowners, local communities and residents and to promptly resolve complaints and problems that may develop for landowners, local communities and residents as a result of the Project. Keystone shall file with the Commission its proposed public liaison officer's credentials for approval by the Commission prior to the commencement of construction. After the public liaison officer has been approved by the Commission, the public liaison officer may not be removed by Keystone without the approval of the Commission. The public liaison officer shall be afforded immediate access to Keystone's on-site project manager, its executive project manager and to contractors' on-site managers and shall be available at all times to the Staff via mobile phone to respond to complaints and concerns communicated to the Staff by concerned landowners and others. Keystone shall also implement and keep an up-dated web site covering the planning and implementation of construction and commencement of operations in this state as an informational medium for the public. As soon as the Keystone's public liaison officer has been appointed and approved, Keystone shall provide contact information for him/her to all landowners crossed by the Project and to law enforcement agencies and local governments in the vicinity of the Project. The public liaison officer's contact information shall be provided to landowners in each subsequent written communication with them. If the Commission determines that the public liaison officer has not been adequately performing the duties set forth for the position in this Order, the Commission may, upon notice to Keystone and the public liaison officer, take action to remove the public liaison officer.

8. Until construction of the Project, including reclamation, is completed, Keystone shall submit quarterly progress reports to the Commission that summarize the status of land acquisition and route finalization, the status of construction, the status of environmental control activities, including permitting status and Emergency Response Plan and Integrity Management Plan development, the implementation of the other measures required by these conditions, and the overall percent of physical completion of the project and design changes of a substantive nature. Each report shall include a summary of consultations with the South Dakota Department of Environment and Natural Resources and other agencies concerning the issuance of permits. The

reports shall list dates, names, and the results of each contact and the company's progress in implementing prescribed construction, land restoration, environmental protection, emergency response and integrity management regulations, plans and standards. The first report shall be due for the period ending June 30, 2010. The reports shall be filed within 31 days after the end of each quarterly period and shall continue until the project is fully operational.

9. Until one year following completion of construction of the Project, including reclamation, Keystone's public liaison officer shall report quarterly to the Commission on the status of the Project from his/her independent vantage point. The report shall detail problems encountered and complaints received. For the period of three years following completion of construction, Keystone's public liaison officer shall report to the Commission annually regarding post-construction landowner and other complaints, the status of road repair and reconstruction and land and crop restoration and any problems or issues occurring during the course of the year.

10. Not later than six months prior to commencement of construction, Keystone shall commence a program of contacts with state, county and municipal emergency response, law enforcement and highway, road and other infrastructure management agencies serving the Project area in order to educate such agencies concerning the planned construction schedule and the measures that such agencies should begin taking to prepare for construction impacts and the commencement of project operations.

11. Keystone shall conduct a preconstruction conference prior to the commencement of construction to ensure that Keystone fully understands the conditions set forth in this order. At a minimum, the conference shall include a Keystone representative, Keystone's construction supervisor and Staff.

12. Once known, Keystone shall inform the Commission of the date construction will commence, report to the Commission on the date construction is started and keep the Commission updated on construction activities as provided in Condition 8.

III. Construction

13. Except as otherwise provided in the conditions of this Order and Permit, Keystone shall comply with all mitigation measures set forth in the Construction Mitigation and Reclamation Plan (CMR Plan) as set forth in Exhibit TC-1, Exhibit B. If modifications to the CMR Plan are made by Keystone as it refines its construction plans or are required by the Department of State in its Final EIS Record of Decision or the Presidential Permit, the CMR Plan as so modified shall be filed with the Commission and shall be complied with by Keystone.

14. Keystone shall incorporate environmental inspectors into its CMR Plan and obtain follow-up information reports from such inspections upon the completion of each construction spread to help ensure compliance with this Order and Permit and all other applicable permits, laws, and rules.

15. Prior to construction, Keystone shall, in consultation with area NRCS staff, develop specific construction/reclamation units (Con/Rec Units) that are applicable to particular soil and subsoil classifications, land uses and environmental settings. The Con/Rec Units shall contain information of the sort described in response to Staff Data Request 3-25 found in Exhibit TC-16.

a) In the development of the Con/Rec Units in areas where NRCS recommends, Keystone shall conduct analytical soil probing and/or soil boring and analysis in areas of

particularly sensitive soils where reclamation potential is low. Records regarding this process shall be available to the Commission and to the specific land owner affected by such soils upon request.

b) Through development of the Con/Rec Units and consultation with NRCS, Keystone shall identify soils for which alternative handling methods are recommended. Alternative soil handling methods shall include but are not limited to the "triple-lift" method where conditions justify such treatment. Keystone shall thoroughly inform the landowner regarding the options applicable to their property, including their respective benefits and negatives, and implement whatever reasonable option for soil handling is selected by the landowner. Records regarding this process shall be available to the Commission upon request.

c) Keystone shall, in consultation with NRCS, ensure that its construction planning and execution process, including Con/Rec Units, CMR Plan and its other construction documents and planning shall adequately identify and plan for areas susceptible to erosion, areas where sand dunes are present, areas with high concentrations of sodium bentonite, areas with sodic, saline and sodio-saline soils and any other areas with low reclamation potential.

d) The Con/Rec Units shall be available upon request to the Commission and affected landowners. Con/Rec Units may be evaluated by the Commission upon complaint or otherwise, regarding whether proper soil handling, damage mitigation or reclamation procedures are being followed.

e) Areas of specific concern or of low reclamation potential shall be recorded in a separate database. Action taken at such locations and the results thereof shall also be recorded and made available to the Commission and the affected property owner upon request.

16. Keystone shall provide each landowner with an explanation regarding trenching and topsoil and subsoil/rock removal, segregation and restoration method options for his/her property consistent with the applicable Con/Rec Unit and shall follow the landowner's selected preference as documented on its written construction agreement with the landowner, as modified by any subsequent amendments, or by other written agreement(s).

a) Keystone shall separate and segregate topsoil from subsoil in agricultural areas, including grasslands and shelter belts, as provided in the CMR Plan and the applicable Con/Rec Unit.

b) Keystone shall repair any damage to property that results from construction activities.

c) Keystone shall restore all areas disturbed by construction to their preconstruction condition, including their original preconstruction topsoil, vegetation, elevation, and contour, or as close thereto as is feasible, except as is otherwise agreed to by the landowner.

d) Except where practicably infeasible, final grading and topsoil replacement and installation of permanent erosion control structures shall be completed in non-residential areas within 20 days after backfilling the trench. In the event that seasonal or other weather conditions, extenuating circumstances, or unforeseen developments beyond Keystone's control prevent compliance with this time frame, temporary erosion controls shall be maintained until conditions allow completion of cleanup and reclamation. In the event

Keystone can not comply with the 20-day time frame as provided in this Condition, it shall give notice of such fact to all affected landowners, and such notice shall include an estimate of when such restoration is expected to be completed.

e) Keystone shall draft specific crop monitoring protocols for agricultural lands. If requested by the landowner, Keystone shall provide an independent crop monitor to conduct yield testing and/or such other measurements of productivity as he shall deem appropriate. The independent monitor shall be a qualified agronomist, rangeland specialist or otherwise qualified with respect to the species to be restored. The protocols shall be available to the Commission upon request and may be evaluated for adequacy in response to a complaint or otherwise.

f) Keystone shall work closely with landowners or land management agencies to determine a plan to control noxious weeds. Landowner permission shall be obtained before the application of herbicides.

g) Keystone's adverse weather plan shall apply to improved hay land and pasture lands in addition to crop lands.

h) The size, density and distribution of rock within the construction right-of-way following reclamation shall be similar to adjacent undisturbed areas. Keystone shall treat rock that cannot be backfilled within or below the level of the natural rock profile as construction debris and remove it for disposal offsite except when the landowner agrees to the placement of the rock on his property. In such case, the rock shall be placed in accordance with the landowner's directions.

i) Keystone shall utilize the proposed trench line for its pipe stringing trucks where conditions allow and shall employ adequate measures to decompact subsoil as provided in its CMR Plan. Topsoil shall be decompacted if requested by the landowner.

j) Keystone shall monitor and take appropriate mitigative actions as necessary to address salinity issues when dewatering the trench, and field conductivity and/or other appropriate constituent analyses shall be performed prior to disposal of trench water in areas where salinity may be expected. Keystone shall notify landowners prior to any discharge of saline water on their lands or of any spills of hazardous materials on their lands of one pint or more or of any lesser volume which is required by any federal, state, or local law or regulation or product license or label to be reported to a state or federal agency, manufacturer, or manufacturer's representative.

k) Keystone shall install trench and slope breakers where necessary in accordance with the CMR Plan as augmented by Staff's recommendations in Post Hearing Commission Staff Brief, pp. 26-27.

l) Keystone shall apply mulch when reasonably requested by landowners and also wherever necessary following seeding to stabilize the soil surface and to reduce wind and water erosion. Keystone shall follow the other recommendations regarding mulch application in Post Hearing Commission Staff Brief, p. 27.

m) Keystone shall reseed all lands with comparable crops to be approved by landowner in landowner's reasonable discretion, or in pasture, hay or native species areas with comparable grass or forage crop seed or native species mix to be approved by landowner in

landowner's reasonable discretion. Keystone shall actively monitor revegetation on all disturbed areas for at least two years.

n) Keystone shall coordinate with landowners regarding his/her desires to properly protect cattle, shall implement such protective measures as are reasonably requested by the landowner and shall adequately compensate the landowner for any loss.

o) Prior to commencing construction, Keystone shall file with the Commission a confidential list of property owners crossed by the pipeline and update this list if route changes during construction result in property owner changes.

p) Except in areas where fire suppression resources as provided in CMR Plan 2.16 are in close proximity, to minimize fire risk, Keystone shall, and shall cause its contractor to, equip each of its vehicles used in pre-construction or construction activities, including off-road vehicles, with a hand held fire extinguisher, portable compact shovel and communication device such as a cell phone, in areas with coverage, or a radio capable of achieving prompt communication with Keystone's fire suppression resources and emergency services.

17. Keystone shall cover open-bodied dump trucks carrying sand or soil while on paved roads and cover open-bodied dump trucks carrying gravel or other materials having the potential to be expelled onto other vehicles or persons while on all public roads.

18. Keystone shall use its best efforts to not locate fuel storage facilities within 200 feet of private wells and 400 feet of municipal wells and shall minimize and exercise vigilance in refueling activities in areas within 200 feet of private wells and 400 feet of municipal wells.

19. If trees are to be removed that have commercial or other value to affected landowners, Keystone shall compensate the landowner for the fair market value of the trees to be cleared and/or allow the landowner the right to retain ownership of the felled trees. Except as the landowner shall otherwise agree in writing, the width of the clear cuts through any windbreaks and shelterbelts shall be limited to 50 feet or less, and the width of clear cuts through extended lengths of wooded areas shall be limited to 85 feet or less. The environmental inspection in Condition 14 shall include forested lands.

20. Keystone shall implement the following sediment control practices:

a) Keystone shall use floating sediment curtains to maintain sediments within the construction right of way in open water bodies with no or low flow when the depth of non-flowing water exceeds the height of straw bales or silt fence installation. In such situations the floating sediment curtains shall be installed as a substitute for straw bales or silt fence along the edge or edges of each side of the construction right-of-way that is under water at a depth greater than the top of a straw bale or silt fence as portrayed in Keystone's construction Detail #11 included in the CMR Plan.

b) Keystone shall install sediment barriers in the vicinity of delineated wetlands and water bodies as outlined in the CMR Plan regardless of the presence of flowing or standing water at the time of construction.

c) The Applicant should consult with South Dakota Game, Fish and Parks (SDGFP) to avoid construction near water bodies during fish spawning periods in which in-stream

construction activities should be avoided to limit impacts on specific fisheries, if any, with commercial or recreational importance.

21. Keystone shall develop frac-out plans specific to areas in South Dakota where horizontal directional drilling will occur. The plan shall be followed in the event of a frac-out. If a frac-out event occurs, Keystone shall promptly file a report of the incident with the Commission. Keystone shall also, after execution of the plan, provide a follow-up report to the Commission regarding the results of the occurrence and any lingering concerns.

22. Keystone shall comply with the following conditions regarding construction across or near wetlands, water bodies and riparian areas:

a) Unless a wetland is actively cultivated or rotated cropland or unless site specific conditions require utilization of Keystone's proposed 85 foot width and the landowner has agreed to such greater width, the width of the construction right-of-way shall be limited to 75 feet in non-cultivated wetlands unless a different width is approved or required by the United States Army Corps of Engineers.

b) Unless a wetland is actively cultivated or rotated cropland, extra work areas shall be located at least 50 feet away from wetland boundaries except where site-specific conditions render a 50-foot setback infeasible. Extra work areas near water bodies shall be located at least 50 feet from the water's edge, except where the adjacent upland consists of actively cultivated or rotated cropland or other disturbed land or where site-specific conditions render a 50-foot setback infeasible. Clearing of vegetation between extra work space areas and the water's edge shall be limited to the construction right-of-way.

c) Water body crossing spoil, including upland spoil from crossings of streams up to 30 feet in width, shall be stored in the construction right of way at least 10 feet from the water's edge or in additional extra work areas and only on a temporary basis.

d) Temporary in-stream spoil storage in streams greater than 30 feet in width shall only be conducted in conformity with any required federal permit(s) and any applicable federal or state statutes, rules and standards.

e) Wetland and water body boundaries and buffers shall be marked and maintained until ground disturbing activities are complete. Keystone shall maintain 15-foot buffers where practicable, which for stream crossings shall be maintained except during the period of trenching, pipe laying and backfilling the crossing point. Buffers shall not be required in the case of non-flowing streams.

f) Best management practices shall be implemented to prevent heavily silt-laden trench water from reaching any wetland or water body directly or indirectly.

g) Erosion control fabric shall be used on water body banks immediately following final stream bank restoration unless riprap or other bank stabilization methods are utilized in accordance with federal or state permits.

h) The use of timber and slash to support equipment crossings of wetlands shall be avoided.

i) Subject to Conditions 37 and 38, vegetation restoration and maintenance adjacent to water bodies shall be conducted in such manner to allow a riparian strip at least 25 feet wide as measured from the water body's mean high water mark to permanently re-vegetate with native plant species across the entire construction right-of way.

23. Keystone shall comply with the following conditions regarding road protection and bonding:

a) Keystone shall coordinate road closures with state and local governments and emergency responders and shall acquire all necessary permits authorizing crossing and construction use of county and township roads.

b) Keystone shall implement a regular program of road maintenance and repair through the active construction period to keep paved and gravel roads in an acceptable condition for residents and the general public.

c) Prior to their use for construction, Keystone shall videotape those portions of all roads which will be utilized by construction equipment or transport vehicles in order to document the pre-construction condition of such roads.

d) After construction, Keystone shall repair and restore, or compensate governmental entities for the repair and restoration of, any deterioration caused by construction traffic, such that the roads are returned to at least their preconstruction condition.

e) Keystone shall use appropriate preventative measures as needed to prevent damage to paved roads and to remove excess soil or mud from such roadways.

f) Pursuant to SDCL 49-41B-38, Keystone shall obtain and file for approval by the Commission prior to construction in such year a bond in the amount of \$15.6 million for the year in which construction is to commence and a second bond in the amount of \$15.6 million for the ensuing year, including any additional period until construction and repair has been completed, to ensure that any damage beyond normal wear to public roads, highways, bridges or other related facilities will be adequately restored or compensated. Such bonds shall be issued in favor of, and for the benefit of, all such townships, counties, and other governmental entities whose property is crossed by the Project. Each bond shall remain in effect until released by the Commission, which release shall not be unreasonably denied following completion of the construction and repair period. Either at the contact meetings required by Condition 10 or by mail, Keystone shall give notice of the existence and amount of these bonds to all counties, townships and other governmental entities whose property is crossed by the Project.

24. Although no residential property is expected to be encountered in connection with the Project, in the event that such properties are affected and due to the nature of residential property, Keystone shall implement the following protections in addition to those set forth in its CMR Plan in areas where the Project passes within 500 feet of a residence:

a) To the extent feasible, Keystone shall coordinate construction work schedules with affected residential landowners prior to the start of construction in the area of the residences.

- b) Keystone shall maintain access to all residences at all times, except for periods when it is infeasible to do so or except as otherwise agreed between Keystone and the occupant. Such periods shall be restricted to the minimum duration possible and shall be coordinated with affected residential landowners and occupants, to the extent possible.
- c) Keystone shall install temporary safety fencing, when reasonably requested by the landowner or occupant, to control access and minimize hazards associated with an open trench and heavy equipment in a residential area.
- d) Keystone shall notify affected residents in advance of any scheduled disruption of utilities and limit the duration of such disruption.
- e) Keystone shall repair any damage to property that results from construction activities.
- f) Keystone shall separate topsoil from subsoil and restore all areas disturbed by construction to at least their preconstruction condition.
- g) Except where practicably infeasible, final grading and topsoil replacement, installation of permanent erosion control structures and repair of fencing and other structures shall be completed in residential areas within 10 days after backfilling the trench. In the event that seasonal or other weather conditions, extenuating circumstances, or unforeseen developments beyond Keystone's control prevent compliance with this time frame, temporary erosion controls and appropriate mitigative measures shall be maintained until conditions allow completion of cleanup and reclamation.

25. Construction must be suspended when weather conditions are such that construction activities will cause irreparable damage, unless adequate protection measures approved by the Commission are taken. At least two months prior to the start of construction in South Dakota, Keystone shall file with the Commission an adverse weather land protection plan containing appropriate adverse weather land protection measures, the conditions in which such measures may be appropriately used, and conditions in which no construction is appropriate, for approval or modification by the Commission prior to the start of construction. The Commission shall make such plan available to impacted landowners who may provide comment on such plan to the Commission.

26. Reclamation and clean-up along the right-of-way must be continuous and coordinated with ongoing construction.

27. All pre-existing roads and lanes used during construction must be restored to at least their pre-construction condition that will accommodate their previous use, and areas used as temporary roads during construction must be restored to their original condition, except as otherwise requested or agreed to by the landowner or any governmental authority having jurisdiction over such roadway.

28. Keystone shall, prior to any construction, file with the Commission a list identifying private and new access roads that will be used or required during construction and file a description of methods used by Keystone to reclaim those access roads.

29. Prior to construction, Keystone shall have in place a winterization plan and shall implement the plan if winter conditions prevent reclamation completion until spring. The plan shall be provided to affected landowners and, upon request, to the Commission.

30. Numerous Conditions of this Order, including but not limited to 16, 19, 24, 25, 26, 27 and 51 relate to construction and its effects upon affected landowners and their property. The Applicant may encounter physical conditions along the route during construction which make compliance with certain of these Conditions infeasible. If, after providing a copy of this order, including the Conditions, to the landowner, the Applicant and landowner agree in writing to modifications of one or more requirements specified in these conditions, such as maximum clearances or right-of-way widths, Keystone may follow the alternative procedures and specifications agreed to between it and the landowner.

IV. Pipeline Operations, Detection and Emergency Response

31. Keystone shall construct and operate the pipeline in the manner described in the application and at the hearing, including in Keystone's exhibits, and in accordance with the conditions of this permit, the PHMSA Special Permit, if issued, and the conditions of this Order and the construction permit granted herein.

32. Keystone shall require compliance by its shippers with its crude oil specifications in order to minimize the potential for internal corrosion.

33. Keystone's obligation for reclamation and maintenance of the right-of-way shall continue throughout the life of the pipeline. In its surveillance and maintenance activities, Keystone shall, and shall cause its contractor to, equip each of its vehicles, including off-road vehicles, with a hand held fire extinguisher, portable compact shovel and communication device such as a cell phone, in areas with coverage, or a radio capable of achieving prompt communication with emergency services.

34. In accordance with 49 C.F.R. 195, Keystone shall continue to evaluate and perform assessment activities regarding high consequence areas. Prior to Keystone commencing operation, all unusually sensitive areas as defined by 49 CFR 195.6 that may exist, whether currently marked on DOT's HCA maps or not, should be identified and added to the Emergency Response Plan and Integrity Management Plan. In its continuing assessment and evaluation of environmentally sensitive and high consequence areas, Keystone shall seek out and consider local knowledge, including the knowledge of the South Dakota Geological Survey, the Department of Game Fish and Parks and local landowners and governmental officials.

35. The evidence in the record demonstrates that in some reaches of the Project in southern Tripp County, the High Plains Aquifer is present at or very near ground surface and is overlain by highly permeable sands permitting the uninhibited infiltration of contaminants. This aquifer serves as the water source for several domestic farm wells near the pipeline as well as public water supply system wells located at some distance and upgradient from the pipeline route. Keystone shall identify the High Plains Aquifer area in southern Tripp County as a hydrologically sensitive area in its Integrity Management and Emergency Response Plans. Keystone shall similarly treat any other similarly vulnerable and beneficially useful surficial aquifers of which it becomes aware during construction and continuing route evaluation.

36. Prior to putting the Keystone Pipeline into operation, Keystone shall prepare, file with PHMSA and implement an emergency response plan as required under 49 CFR 194 and a manual of written procedures for conducting normal operations and maintenance activities and handling abnormal operations and emergencies as required under 49 CFR 195.402. Keystone shall also prepare and implement a written integrity management program in the manner and at such time as required under 49 CFR 195.452. At such time as Keystone files its Emergency Response Plan and

Integrity Management Plan with PHMSA or any other state or federal agency, it shall also file such documents with the Commission. The Commission's confidential filing rules found at ARSD 20:10:01:41 may be invoked by Keystone with respect to such filings to the same extent as with all other filings at the Commission. If information is filed as "confidential," any person desiring access to such materials or the Staff or the Commission may invoke the procedures of ARSD 20:10:01:41 through 20:10:01:43 to determine whether such information is entitled to confidential treatment and what protective provisions are appropriate for limited release of information found to be entitled to confidential treatment.

37. To facilitate periodic pipeline leak surveys during operation of the facilities in wetland areas, a corridor centered on the pipeline and up to 15 feet wide shall be maintained in an herbaceous state. Trees within 15 feet of the pipeline greater than 15 feet in height may be selectively cut and removed from the permanent right-of-way.

38. To facilitate periodic pipeline leak surveys in riparian areas, a corridor centered on the pipeline and up to 10 feet wide shall be maintained in an herbaceous state.

V. Environmental

39. Except to the extent waived by the owner or lessee in writing or to the extent the noise levels already exceed such standard, the noise levels associated with Keystone's pump stations and other noise-producing facilities will not exceed the L10=55dbA standard at the nearest occupied, existing residence, office, hotel/motel or non-industrial business not owned by Keystone. The point of measurement will be within 100 feet of the residence or business in the direction of the pump station or facility. Post-construction operational noise assessments will be completed by an independent third-party noise consultant, approved by the Commission, to show compliance with the noise level at each pump station or other noise-producing facility. The noise assessments will be performed in accordance with applicable American National Standards Institute standards. The results of the assessments will be filed with the Commission. In the event that the noise level exceeds the limit set forth in this condition at any pump station or other noise producing facility, Keystone shall promptly implement noise mitigation measures to bring the facility into compliance with the limits set forth in this condition and shall report to the Commission concerning the measures taken and the results of post-mitigation assessments demonstrating that the noise limits have been met.

40. At the request of any landowner or public water supply system that offers to provide the necessary access to Keystone over his/her property or easement(s) to perform the necessary work, Keystone shall replace at no cost to such landowner or public water supply system, any polyethylene water piping located within 500 feet of the Project with piping that is resistant to permeation by BTEX. Keystone shall not be required to replace that portion of any piping that passes through or under a basement wall or other wall of a home or other structure. At least forty-five (45) days prior to commencing construction, Keystone shall publish a notice in each newspaper of general circulation in each county through which the Project will be constructed advising landowners and public water supply systems of this condition.

41. Keystone shall follow all protection and mitigation efforts as identified by the US Fish and Wildlife Service ("USFWS") and SDGFP. Keystone shall identify all greater prairie chicken and greater sage and sharp-tailed grouse leks within the buffer distances from the construction right of way set forth for the species in the FEIS and Biological Assessment (BA) prepared by DOS and USFWS. In accordance with commitments in the FEIS and BA, Keystone shall avoid or restrict

construction activities as specified by USFWS within such buffer zones between March 1 and June 15 and for other species as specified by USFWS and SDGFP.

42. Keystone shall keep a record of drain tile system information throughout planning and construction, including pre-construction location of drain tiles. Location information shall be collected using a sub-meter accuracy global positioning system where available or, where not available by accurately documenting the pipeline station numbers of each exposed drain tile. Keystone shall maintain the drain tile location information and tile specifications and incorporate it into its Emergency Response and Integrity Management Plans where drains might be expected to serve as contaminant conduits in the event of a release. If drain tile relocation is necessary, the applicant shall work directly with landowner to determine proper location. The location of permanent drain tiles shall be noted on as-built maps. Qualified drain tile contractors shall be employed to repair drain tiles.

VI. Cultural and Paleontological Resources

43. In accordance with Application, Section 6.4, Keystone shall follow the "Unanticipated Discoveries Plan," as reviewed by the State Historical Preservation Office ("SHPO") and approved by the DOS and provide it to the Commission upon request. Ex TC-1.6.4, pp. 94-96; Ex S-3. If during construction, Keystone or its agents discover what may be an archaeological resource, cultural resource, historical resource or gravesite, Keystone or its contractors or agents shall immediately cease work at that portion of the site and notify the DOS, the affected landowner(s) and the SHPO. If the DOS and SHPO determine that a significant resource is present, Keystone shall develop a plan that is approved by the DOS and commenting/signatory parties to the Programmatic Agreement to salvage avoid or protect the archaeological resource. If such a plan will require a materially different route than that approved by the Commission, Keystone shall obtain Commission and landowner approval for the new route before proceeding with any further construction. Keystone shall be responsible for any costs that the landowner is legally obligated to incur as a consequence of the disturbance of a protected cultural resource as a result of Keystone's construction or maintenance activities.

44. Keystone shall implement and comply with the following procedures regarding paleontological resources:

a) Prior to commencing construction, Keystone shall conduct a literature review and records search, and consult with the BLM and Museum of Geology at the S.D. School of Mines and Technology ("SDSMT") to identify known fossil sites along the pipeline route and identify locations of surface exposures of paleontologically sensitive rock formations using the BLM's Potential Fossil Yield Classification system. Any area where trenching will occur into the Hell Creek Formation shall be considered a high probability area.

b) Keystone shall at its expense conduct a pre-construction field survey of each area identified by such review and consultation as a known site or high probability area within the construction ROW. Following BLM guidelines as modified by the provisions of Condition 44, including the use of BLM permitted paleontologists, areas with exposures of high sensitivity (PFYC Class 4) and very high sensitivity (PFYC Class 5) rock formations shall be subject to a 100% pedestrian field survey, while areas with exposures of moderately sensitive rock formations (PFYC Class 3) shall be spot-checked for occurrences of scientifically or economically significant surface fossils and evidence of subsurface fossils. Scientifically or economically significant surface fossils shall be avoided by the Project or mitigated by collecting them if avoidance is not feasible. Following BLM guidelines for the assessment

and mitigation of paleontological resources, scientifically significant paleontological resources are defined as rare vertebrate fossils that are identifiable to taxon and element, and common vertebrate fossils that are identifiable to taxon and element and that have scientific research value; and scientifically noteworthy occurrences of invertebrate, plant and trace fossils. Fossil localities are defined as the geographic and stratigraphic locations at which fossils are found.

c) Following the completion of field surveys, Keystone shall prepare and file with the Commission a paleontological resource mitigation plan. The mitigation plan shall specify monitoring locations, and include BLM permitted monitors and proper employee and contractor training to identify any paleontological resources discovered during construction and the procedures to be followed following such discovery. Paleontological monitoring will take place in areas within the construction ROW that are underlain by rock formations with high sensitivity (PFYC Class 4) and very high sensitivity (PFYC Class 5), and in areas underlain by rock formations with moderate sensitivity (PFYC Class 3) where significant fossils were identified during field surveys.

d) If during construction, Keystone or its agents discover what may be a paleontological resource of economic significance, or of scientific significance, as defined in subparagraph (b) above, Keystone or its contractors or agents shall immediately cease work at that portion of the site and, if on private land, notify the affected landowner(s). Upon such a discovery, Keystone's paleontological monitor will evaluate whether the discovery is of economic significance, or of scientific significance as defined in subparagraph (b) above. If an economically or scientifically significant paleontological resource is discovered on state land, Keystone will notify SDSMT and if on federal land, Keystone will notify the BLM or other federal agency. In no case shall Keystone return any excavated fossils to the trench. If a qualified and BLM-permitted paleontologist, in consultation with the landowner, BLM, or SDSMT determines that an economically or scientifically significant paleontological resource is present, Keystone shall develop a plan that is reasonably acceptable to the landowner(s), BLM, or SDSMT, as applicable, to accommodate the salvage or avoidance of the paleontological resource to protect or mitigate damage to the resource. The responsibility for conducting such measures and paying the costs associated with such measures, whether on private, state or federal land, shall be borne by Keystone to the same extent that such responsibility and costs would be required to be borne by Keystone on BLM managed lands pursuant to BLM regulations and guidelines, including the BLM Guidelines for Assessment and Mitigation of Potential Impacts to Paleontological Resources, except to the extent factually inappropriate to the situation in the case of private land (e.g. museum curation costs would not be paid by Keystone in situations where possession of the recovered fossil(s) was turned over to the landowner as opposed to curation for the public). If such a plan will require a materially different route than that approved by the Commission, Keystone shall obtain Commission approval for the new route before proceeding with any further construction. Keystone shall, upon discovery and salvage of paleontological resources either during pre-construction surveys or construction and monitoring on private land, return any fossils in its possession to the landowner of record of the land on which the fossil is found. If on state land, the fossils and all associated data and documentation will be transferred to the SDSMT; if on federal land, to the BLM.

e) To the extent that Keystone or its contractors or agents have control over access to such information, Keystone shall, and shall require its contractors and agents to, treat the locations of sensitive and valuable resources as confidential and limit public access to this information.

VII. Enforcement and Liability for Damage

45. Keystone shall repair or replace all property removed or damaged during all phases of construction and operation of the proposed transmission facility, including but not limited to, all fences, gates and utility, water supply, irrigation or drainage systems. Keystone shall compensate the owners for damages or losses that cannot be fully remedied by repair or replacement, such as lost productivity and crop and livestock losses or loss of value to a paleontological resource damaged by construction or other activities.

46. In the event that a person's well is contaminated as a result of construction or pipeline operation, Keystone shall pay all costs associated with finding and providing a permanent water supply that is at least of similar quality and quantity; and any other related damages, including but not limited to any consequences, medical or otherwise, related to water contamination.

47. Any damage that occurs as a result of soil disturbance on a persons' property shall be paid for by Keystone.

48. No person will be held responsible for a pipeline leak that occurs as a result of his/her normal farming practices over the top of or near the pipeline.

49. Keystone shall pay commercially reasonable costs and indemnify and hold the landowner harmless for any loss, damage, claim or action resulting from Keystone's use of the easement, including any resulting from any release of regulated substances or from abandonment of the facility, except to the extent such loss, damage claim or action results from the gross negligence or willful misconduct of the landowner or its agents.

50. The Commission's complaint process as set forth in ARSD 20:10:01 shall be available to landowners, other persons sustaining or threatened with damage or the consequences of Keystone's failure to abide by the conditions of this permit or otherwise having standing to obtain enforcement of the conditions of this Order and Permit.