

SCHEDULE "B" - EXHIBIT "B-1"

CONTRACT PRICE

**Attached to and forming part of Contract No. 6414
Between the Company and the Contractor**

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SCHEDULE "B" - EXHIBIT "B-2"

CONTRACTOR'S SALARY STRUCTURE

**Attached to and forming part of Contract No. 6414
Between the Company and the Contractor**

| Job Classification | Range - Straight Time Salaries | | Over Time Eligible (Y/N) |
|--------------------|-----------------------------------|---------|-----------------------------|
| | Minimum | Maximum | |

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SCHEDULE "B" - EXHIBIT "B-3"

COST ESTIMATE

**Attached to and forming part of Contract No. 6414
Between the Company and the Contractor**

Table 2.1 – ENTRIX Cost Estimate

ENTRIX Cost Estimate
Keystone XL Project EIS²

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ENTRIX

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E N T R I X

Ms. Veronica Hahlweg

November 20, 2008

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TransCanada Keystone Pipeline, LP (Keystone) filed a preliminary Environmental Report (ER) and a Presidential Permit Application with the U.S. Department of State (DOS) for the proposed Keystone XL Pipeline Project (XL Project) on September 19, 2008. A more comprehensive ER will be filed with DOS on approximately November 19, 2008.

The requirement for a Presidential Permit for the proposed project arises from the international border crossing between Saskatchewan, Canada and the U.S. near Morgan, Montana. The responsibility for Presidential Permit issuance for Crude Oil and Petroleum Products pipelines is delegated to the U.S. Department of State (DOS) by the President; as a result the DOS will be the lead federal agency for the National Environmental Policy Act (NEPA) review of the Project. DOS has determined that a NEPA Environmental Impact Statement (EIS) is required to inform their permitting decision as well as the permitting decisions of other federal agencies.

Cooperating and/or participating federal agencies in the environmental review may include the Bureau of Land Management (BLM), the United States Fish and Wildlife Service (FWS), the U.S. Army Corps of Engineers (COE), the United States Environmental Protection Agency (EPA), the National Park Service (NPS), and the Natural Resource Conservation Service (NRCS). The EIS will also meet the environmental review requirements of the Montana Environmental Policy Act (MEPA) and include input from state regulatory and resource agencies in Montana, South Dakota, Nebraska, Kansas, Oklahoma, and Texas.

ENTRIX, Inc. is submitting this proposal in response to Keystone's Request for Proposal # 6414 (RFP) dated November 14, 2006. Preparation of the EIS and completion of the NEPA environmental review will be accomplished at the direction of DOS under a third-party contractor arrangement.

1.1 Understanding of Project

The proposed XL Project would transport about 900,000 barrels of crude oil per day from a hub near Hardisty, Alberta to existing terminals in Nederland (Port Arthur), Texas and the Ship Channel in Houston, Texas. The U.S. portion of the Project would include 1,375 miles of new 36-inch-diameter pipeline and ancillary facilities (including pump stations, valves, metering and proving stations, densitometer sites) in three segments:

Strengths of ENTRIX Team

- Strong working relationship with DOS and other federal and state agencies with environmental review authority for the XL Project
- Successfully dealt with complex Section 106 consultation tribal issues in the XL Project area.
- Proposing the management team

- Steele City segment: Approximately 850 miles with 18 pump stations from the U.S. border to Steele City, Nebraska;
- Gulf Coast segment: Approximately 478 miles with 10 pump stations extending from Lincoln County, Oklahoma to Nederland, Texas; and
- Houston Lateral: Approximately 47 miles from Liberty County to Harris County, Texas.

The Project also includes two pump stations on the Cushing Extension of the Keystone Mainline pipeline and a three-tank tank farm capable of storing up to 1,050,000 barrels of crude oil at Steele City. Power supplies would be provided by local power utilities that would be responsible for obtaining required permits for these facilities. However, the EIS will address the potential impacts of those facilities. Decisions to interconnect in Montana and South Dakota may require the participation of the Department of Energy

(DOE) through its subordinate agency Western Area Power Administration (WAPA), and if loan guarantees to power supply utilities are required, the Rural Utility Service (RUS) may also be involved. Due to potential impacts to the Conservation Reserve Program (CRP) resulting from pipeline construction, the Farm Service Agency (FSA) may also be involved in the environmental review.

1.2 ENTRIX Team Experience and Qualifications

ENTRIX is a privately owned environmental consulting firm comprising over 450 technical and support personnel with expertise in the areas of environmental sciences, land use and socioeconomics, cultural resources, environmental engineering, and geosciences. One of our core services is the preparation of third-party EISs for crude oil and natural gas pipelines, liquefied natural gas terminals, crude oil and petroleum products docks, and crude oil marine transportation systems. We have managed projects for the DOS, the Federal Energy Regulatory Commission, the BLM, the COE, and the U.S. Coast Guard. In addition, many of our staff members have conducted natural resource damage assessments for crude oil and petroleum product spills.

This section presents our Work Plan for accomplishing the scope of work included in Keystone's RFP dated November 14, 2006. However, the DOS PM may require that we complete additional tasks (i.e., tasks not included in the RFP).

To successfully complete the XL Project EIS on the proposed schedule, the NEPA and MEPA compliance process should occur in parallel with the consultation process required under Section 106 of the NHPA. Section 2.1 addresses our proposed approach and Work Plan for assisting DOS with the NEPA process. Section 2.2 addresses our proposed approach and Work Plan for the parallel Section 106 process.

In Section 2.3 we address the potential for scope modifications or inclusion of tasks that are not included in the RFP or in the scope of work presented in this proposal.

2.1 Approach to the NEPA and MEPA Process

2.1.1 Overall Approach

ENTRIX proposes to prepare the EIS and related NEPA documents for the XL Project at the direction of the DOS PM under a third-party contractor arrangement with Keystone. The approach we present is based principally on our recent experience in assisting DOS in conducting the NEPA environmental reviews and preparing the EISs for DOS on the Keystone Oil Pipeline and Alberta Clipper Projects, modified as necessary by our understanding of the MEPA process. As a result of our experience on these projects, we have an in-depth understanding of the needs, the preferred approach and procedures, and the personnel of DOS.

Key aspects of our efforts will consist of:

- Working closely with the DOS PM to ensure that the development of the EIS is fully integrated within the DOS review process;
- Working with the DOS PM to encourage the cooperating agencies to align their environmental review process with the DOS NEPA review process and schedule;
- Following NEPA and MEPA regulations and relevant cooperating agency guidance documents;
- Using validated data from Keystone and its consultant;
- Preparing an advance copy of the Preliminary Draft EIS (PDEIS) for review by DOS prior to preparation and circulation of the PDEIS to the cooperating agencies for review;
- Preparing responses to comments on the Draft EIS (DEIS); and

- Maintaining the Project schedule and budget, and delivering high-quality products.

We have used this approach successfully during our previous work as a third-party EIS contractor for many projects, including the third-party EISs for the Keystone Oil Pipeline and Alberta Clipper projects and for nearly 20 other third-party EISs for the Federal Energy Regulatory Commission (FERC). We are confident that this approach will again result in a straightforward NEPA process and completion of a technically sound and legally defensible EIS. Because we believe that the RFP provides an accurate summary of the project approach, we are proposing only a few minor modifications to the scope of work:

- A startup meeting with DOS in its Washington, DC office attended by the ENTRIX PM, Section 106 Coordinator and our DOS Washington DC Liaison;
- Periodic coordination between DOS and our Washington, D.C. Liaison;
- Attendance at the scoping meetings and public comment meetings on the DEIS by our PM and/or DPM, and our Section 106 coordinator or our DOS Liaison; and
- A face-to-face information sharing meeting with Keystone personnel and their environmental contractor to review and discuss information presented in the November 19, 2009 filing of the Environmental Report. We propose having this meeting as soon as possible after project startup.

As the third-party DOS EIS contractor, ENTRIX will function as an extension of the DOS staff. We will work closely with the DOS PM to ensure that the applicable regulatory criteria, NEPA and MEPA requirements, and the goals of the EIS are met. This will include regular contact with the DOS PM to coordinate on all key issues, such as the identification and evaluation of alternatives, requirements for additional data, and interpretation of technical and regulatory requirements.

Our approach to preparing NEPA documents is to follow the regulatory requirements and associated Council on Environmental Quality (CEQ) and specific agency guidance. This simplifies the EIS process and avoids unnecessary studies. If faced with the potential for initiating new studies or consideration of new impacts, we will use NEPA provisions, DOS and CEQ guidance, and our EIS experience to evaluate suitability and necessity for NEPA compliance. This approach has worked well on previous EISs that ENTRIX prepared for DOS. For the XL Project EIS, we will also incorporate the requirements of MEPA into the EIS to ensure that the needs of the Montana MESA environmental review are also met by the NEPA document.

ENTRIX is prepared to achieve the scope of work outlined in the RFP. Based on our experience in working with the DOS on both the Keystone Oil Pipeline and Alberta Clipper Project, we believe that the scope as presented, along with our suggested changes and assumptions, will be adequate to achieve the completion of the EIS in the time frame and within the budget presented. However, the actual approach and scope could be somewhat modified through discussions with the DOS PM. If this alters our scope of work in a way that affects either our budget estimate or schedule, we will notify Keystone as early in the process as possible.

As requested, all key documents submitted to DOS in electronic form will be provided in Word format and in Adobe pdf.

2.1.2 Assessment of Keystone's Environmental Information

The primary source of information on existing environmental conditions that we will use in preparing the PDEIS will be the Environmental Report submitted to DOS, background and field survey data developed by Keystone's environmental consultant to support the Environmental Report, and supplemental filings, including the supplemental filing planned for June 2009. Other information sources will include the Keystone application to comply with the Montana MFSA, and information separately submitted by Keystone relative to the ESA, NHPA, BLM Minerals Leasing Act and Federal Land Policy Management Act, and COE wetlands permit applications.

Our review of the filed information will focus on assessing the completeness of the filings, including consideration of both the NEPA and MEPA processes, and identifying data gaps and additional information required from Keystone to complete the EIS. As a part of this assessment, we will review and use information provided in state and federal resource agency files and in reports prepared for projects of similar scope in the Project area. We will also discuss the information with representatives of relevant federal, state, and local agencies. We anticipate that Keystone can provide virtually all the technical information necessary for preparation of a defensible EIS.

In our experience with the Keystone Oil Pipeline EIS we found it very helpful to have a face-to-face meeting with Keystone and their environmental consultant shortly after receiving the project's updated Environmental Report and other survey records.

After the initial adequacy review, ENTRIX will continue to review relevant information filed by Keystone. We have assumed that this continuing review of filed information would include documentation of agency meetings and consultations, applications for state and other federal permits, and supporting technical information. Following our reviews, we will advise the DOS PM of any potential data gaps or other shortcomings to avoid delaying completion of the EIS.

In conjunction with our reviews, we have assumed that we would prepare three formal data requests. This assumption is based on our experience with the Keystone Oil Pipeline Project; three rather than two formal data requests were required for that project of similar length and scope. The first data request would be prepared in mid-January 2009, after our review of (1) the Environmental Report expected to be filed with DOS in November 2008, and (2) Keystone's application to the MFSA that is planned for submittal on or about December 22, 2008. The second formal data request would be prepared after review of the response to the first request and after we have reviewed scoping meeting comments, survey reports, and other Keystone submittals. We anticipate that the second data request would be issued in March 2009. The third formal data request would be completed after we review Keystone's supplemental environmental filing in June 2009, or at another appropriate time based on the information received.

If additional data requests are necessary, they would be considered beyond the proposed scope of work.

To simplify this proposal, information on our approach to the adequacy analysis is presented in more detail as a part of our scope of work for preparation of the EIS (Section 2.6).

2.1.3 Site and Right-of-Way Inspection

ENTRIX proposes to conduct selected inspections of the proposed pipeline route and aboveground facility sites with DOS in conjunction with the scoping meetings. We anticipate that these inspections will require a combination of aerial overflights (if feasible given weather conditions) to be coordinated by Keystone as well as drive-by surveys.

Limited site reconnaissance may also be appropriate for some resource specialists at environmentally sensitive areas, as requested by the DOS. However, we do not anticipate the need for field surveys and:

Our proposed project management team for the XL project suggests that a visit by the DOS PM, and the ENTRIX core management team to an active construction spread of the Keystone Oil Pipeline may be advisable prior to public scoping. This would greatly enhance the credibility of DOS in interacting with the public and stakeholders.

2.14 Prepare Notices and Maintain Mailing Database

As noted in Section 2.3 of the RFP, Keystone plans to submit a draft Notice of Intent (NOI) and a mailing list to DOS on December 10, 2008. ENTRIX will review the draft of the NOI and drafts of all other federal notifications for public scoping and public comment meetings and will submit them to DOS for review. This includes drafts of the Notice of Availability for both the DEIS and the Final EIS (FEIS). We will also finalize and mail the notices for DOS. This will include placing notices and announcements in the appropriate news media and mailings to landowners. All mailing to federal agencies will be accomplished by a courier service to avoid problems with the irradiation of mail delivered by the U.S. Postal Service.

As ENTRIX did on the Keystone Oil Pipeline EIS, we will maintain and update a computerized mailing list of agencies, community/environmental groups, concerned citizens, affected landowners, members of Congress from the states where Project-related facilities would be constructed, and known interested parties. This list will be created using software that is compatible with Access 2002 or other software as required by the DOS PM. We understand that Keystone will provide mailing lists that have been compiled to date and that it will provide us with updated landowner lists and other mailing information as appropriate. We anticipate that we will update these lists after the public scoping meetings and prior to issuance of both the DEIS and the FEIS.

2.15 Public and Administrative Record Websites

As requested in the RFP and as we prepared on the Keystone Oil Pipeline EIS, as a part of our Work Plan we will establish and maintain a web-based searchable inventory of the hard copy Administrative Record that follows Department of Justice requirements (DOS currently has no formal guidance on the Administrative Record and agreed with this approach for both the Keystone Oil Pipeline EIS and the Alberta Clipper EIS). Each filed document will be assigned a unique tracking number and will be organized by category. We will also establish an internet website as we did on the Keystone Oil Pipeline EIS that can accept public comments and that can be used to post public information regarding the project. Our Cost Estimate includes anticipated expenses for these tasks based on the level of effort employed on the Keystone Oil Pipeline EIS.

2.16 Public Scoping Meetings

Public scoping meetings are important aspects of both the NEPA and MEPA compliance processes. As these meetings are a key element in the successful completion of the EIS and meeting the Project schedule, we have included attendance at these meetings in our Work Plan. ENTRIX will work with the DOS PM and Keystone to determine the best approach to involve stakeholders and the public

in this process. We plan to conduct 20 scoping meetings in the mid-January to mid-February time frame.

For the DOS public scoping meetings, we will identify the meeting sites, make arrangements for the meetings (including hiring the court reporter), and prepare drafts of the public notices and the required presentation materials for DOS review prior to the meetings.

To accommodate the completion of the scoping meetings within a three-week time window, we will mobilize two teams to attend scoping meetings concurrently at locations along the proposed pipeline corridor. Each two-person team will be lead by either the ENTRIX PM, the ENTRIX DPM, the ENTRIX DOS Liaison, or the ENTRIX Section 106 Coordinator (in areas where we expect that representatives or members of Indian tribes will attend the scoping meetings, the Section 106 Coordinator or her designee will attend). Our Cost Estimate assumes each meeting is attended by two ENTRIX personnel. As per Clarification #2 to the RFP received November 18, 2008, we assume 20 scoping meetings will be held over a three-week period, including a scoping meeting in each of the six counties crossed by the proposed route in Montana as required under MEPA.

After the scoping meetings, we will organize oral and written comments by environmental issue identified by the affected and adjacent landowners, landowner organizations, environmental groups, other interested stakeholders, and federal, state, and local agencies. For the purposes of cost estimating, we assumed that we will receive 10 scoping comments from each meeting for a total of 200 individual comments. We will submit the list of scoping issues to the DOS PM. With DOS approval, transcripts of the scoping meetings, written and e-mailed scoping comments received, and our approved scoping summaries will be posted on the public web site for the Project.

All pertinent issues identified during the scoping process will be addressed in the EIS. We anticipate that the EIS will include a table that summarizes the issues identified during scoping and indicates what section of the EIS addresses the issue.

We also anticipate that we will assist DOS by coordinating and attending kickoff meetings, review meetings, and interagency coordination meetings. Those meetings are addressed in Section 2.1.14 of this Work Plan. Tribal consultation meetings are addressed in Section 2.2.

2.17 EIS Preparation

We propose to prepare the EIS as requested in the RFP, including conformance with the schedule and general EIS organization provided. We present additional information below on the proposed approach and content of the various EIS sections, recognizing that the DOS PM will determine the actual schedule, organization, and approach.

- General Sequence of DEIS Preparation (Section 2.1.8);
- Organization of the DEIS (Section 2.1.9); and
- Preparation of DEIS Sections (Section 2.1.10).

2.1.8 General Sequence of DEIS Preparation

Initially, we will prepare the EIS as an advance copy PDEIS for review and comment by DOS prior to submitting it to the cooperating agencies. We plan to submit the advance copy of the PDEIS to DOS alone by May 4, 2009. As part of preparing this document, we will finalize maps of the locations of Project facilities and related areas of disturbance and pertinent resource data by adapting electronic mapping files provided by Keystone. We understand that map files provided by Keystone will be adequate to support all resource analyses and will be compatible with the formats required by the DOS for the EIS.

After receipt of DOS comments on the PDEIS and review of additional information filed by Keystone, we will prepare a PDEIS for submittal to both DOS and the cooperating agencies by July 13, 2009. For costing purposes, we have assumed that DOS will distribute the PDEIS to the cooperating agencies via e-mail or CD. The need for paper copies will be based on the needs expressed by the agencies.

We will work with DOS to consolidate the comments from all agencies and prepare the DEIS for final review and approval by DOS by August 31, 2009. The organization and scope of the DEIS will be the same as that of the PDEIS. After receiving approval of the document, we will prepare a camera-ready copy of the DEIS and have the DEIS printed. We will submit the DEIS to DOS, EPA (5 paper copies), and members of Congress (for the states where there would be Project-related facilities) on paper and/or electronic (CDs) copies by September 4, 2009. At the same time, we will also mail copies to TransCanada Keystone, libraries, agencies, and other stakeholders identified and included on the mailing list. We will also post the DEIS on the publicly accessible project website. As noted above, mailings to federal agencies will be accomplished by a courier service to avoid problems with the irradiation of mail delivered by the U.S. Postal Service. We followed this system for delivery of the Keystone Oil Pipeline DEIS so we understand the steps required for working with DOS to ensure delivery to all parties.

For the purposes of our Cost Estimate, we have assumed we would print and mail 100 copies of the DEIS and prepare and mail 50 CDs of the DEIS.

2.1.9 Organization of the DEIS

The DEIS will be responsive to issues identified during the scoping process and initial agency consultation. Although the DOS PM will determine the final organization and content of the EIS, based on our previous experience in working with DOS, we assumed that the DEIS and FEIS will each consist of at least the following sections:

- Cover Page/Table of Contents/Acronyms and Abbreviations/List of Tables/List of Figures;
- Executive Summary;
- Introduction;
- Description of the Proposed Action and Alternatives;
- Affected Environment;
- Environmental Consequences (including Cumulative Impacts);
- Comparison of Alternatives; and
- Conclusions and Recommendations

The DEIS and FEIS will also include, at a minimum, the following appendices: Scoping Summary Report; Response to DEIS Comments (in FEIS); Construction Mitigation and Reclamation Plans; Emergency Response Plan; Site-Specific Water Body Crossing Plans; Pipeline Restrictive Area Crossings; Risk Assessment and Environmental Consequence Analysis; Programmatic Agreement under Section 106 NHPA (in DEIS, if available, otherwise in FEIS); Section 106 Consultation Table, Biological Assessment (in FEIS); List of Preparers; Distribution List; and Figures. Other applicable appendices will be included as approved by DOS. The specific order and content of the appendices will be established in coordination with the DOS PM. The FEIS also will include an index as required by NEPA and as stated in the RFP.

2.1.10 Preparation of DEIS Sections

The following sections of this proposal summarize the content of each major section of the EIS and what information ENTRIX would review as part of the preparation of each section. These reviews would be conducted to ensure that we have sufficient information to comply with the EIS requirements of both NEPA and MEPA.

2.1.10.1 Executive Summary

We will prepare an Executive Summary that briefly describes the XL Project, presents key findings presented in the EIS, and other important issues addressed in the document. This will include a brief description of the Project and the DOS environmental review process, and a summary of the Project impacts, alternatives considered and their potential impacts, public comments and areas of concern, and major conclusions.

2.1.10.2 Introduction

The Introduction will include:

- Overall DOS review process;
- Procedures and processes leading up to issuance of the EIS;

- Summary of XL Project facilities;
- Purpose and Need for the Project; and
- A list of the key permits, approvals, and consultations required for the Project.

The Introduction will also describe the public review and comment process and present a summary of issues identified during scoping and will describe non-jurisdictional facilities, such as the electrical power facilities associated with the XL Project.

2.110.3 Description of the Proposed Action and Alternatives

ENTRIX will analyze Keystone's description of the Project based on the engineering, design, and other information presented in the Keystone Environmental Report and in supplemental submittals to DOS. We will also consider relevant information provided by stakeholders and will contact federal, state, and local permitting agencies to help identify any additional information needs regarding the specifics of the Project. Based on this information, we will prepare a description of the Project that is understandable to the public and that provides sufficient detail to serve as the basis for developing an understanding of potential environmental consequences.

This section will describe separately the various features of the proposed Project facilities (pipeline, pump stations, delivery facilities, mainline valves and other aboveground facilities, and new or upgraded electrical transmission facilities required for the Project). We will also discuss land requirements of the Project; construction procedures, including Keystone's proposed mitigation measures, schedules, and workforce; environmental training and monitoring; operation and maintenance procedures, including safety controls; emergency response procedures; and future plans and abandonment procedures.

The description and comparison of alternatives will be a critical component of the EIS to ensure that the selected pipeline route and pump station sites will minimize, to the extent possible, negative impacts to the public and the environment. Along with the no-action alternative and the alternative of delaying the proposed action, the EIS will assess system alternatives, pipeline route alternatives, pipeline route variations, and site alternatives for the pump stations and other ancillary facilities.

At a minimum we will evaluate the six system alternatives identified by Keystone in its Preliminary Environmental Report dated September 19, 2008. We have assumed that all the Project siting and route alternatives and variations to be considered in the EIS will be fully identified and adequately evaluated in the Environmental Report and subsequent filings. We will, however, work with DOS to identify and develop other potential alternatives to the proposed Project.

After completing our evaluation, we will work with the DOS PM to evaluate the alternatives to determine whether or not they would be reasonable and environmentally preferable to the proposed action, and still capable of meeting the Project's specific goals as well as NEPA and MEPA requirements. Our review of alternatives will include:

- Descriptions of alternative pipeline routes, pump station sites, and ancillary facility locations;
- Identification of interrelationships with other planned projects and non-jurisdictional facilities, to the extent possible, given available information; and
- Anticipated impacts and mitigation requirements.

We will describe existing conditions for each alternative to be assessed, along with the potential environmental impacts due to construction and operation of each alternative considered. We will also compare these potential impacts to those of the corresponding portion of the proposed XL Project.

2.110.4 Affected Environment and Environmental Consequences

The EIS will present information on the affected environment and the anticipated environmental consequences of the proposed action and the alternatives identified as feasible. This information will be included in the resource sections listed below. The information will be presented to meet the EIS needs of both NEPA and MEPA for both the proposed Project and the identified alternatives.

The discussion of the affected environment will characterize the existing environmental conditions and applicable regulations, while the discussion of environmental consequences will address potential impacts (temporary, short-term, long-term, and permanent), mitigation measures, and cumulative impacts relevant to the proposed Project. We will address the impacts of construction and normal operation, as well as the impacts of a spill (the latter will be addressed in the Reliability and Safety section).

Geology and Mineral Resources

The geological information provided by Keystone, including its referenced materials, will be reviewed for potential geologic hazards along the proposed Project and alternative routes. This review will include consideration of the engineering design and mitigation measures developed by Keystone as identified in the Construction Mitigation and Reclamation (CMR) Plans. In the EIS we will address the general geology, mineral resources, and geologic hazards, and potential impacts to geological resources associated with the construction and operation of the Project and alternatives. The EIS will focus on the geologic features most likely to be of concern for the Project and alternatives and may address geologic hazards or potential impacts not identified

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in the Environmental Report, supplemental filings, or field surveys. We will also identify mitigation measures that Keystone could implement to further reduce or eliminate potential impacts and develop a plan for monitoring the performance of mitigation measures.

Soil Resources

ENTRIX will use information provided by Keystone on soils and sediments affected by the Project and alternatives. We will review information on soil types and associations and, as appropriate, will obtain and review additional soil reference materials as appropriate.

The Soils sections of the EIS will contain a general discussion of the soil types and associations in the vicinity of the proposed pump station sites, along the proposed pipeline route, and at the locations of alternatives, as well as a description of the soil types that may be affected by construction. These discussions will address prime farmland soils, soils and acreage within the Conservation Reserve Program (CRP) and other land conservation programs administered by the Farm Service Agency (FSA), erosion of unprotected soil surfaces, topsoil segregation, soils with low revegetation potential, and damage to soils by construction activities. The Soils sections will also describe mitigation measures identified by Keystone in the CMR Plans to minimize erosion and preserve topsoil, enhance revegetation, and return affected areas to their pre-construction state.

Water Resources

ENTRIX will use the Environmental Report, its supporting data, and supplemental Keystone submittals to describe issues associated with water use and quality. It is anticipated that any required data not included in the Keystone submittals can be generated from a review of pertinent regulations, readily available literature sources, or a data request to Keystone.

The Water Resources sections of the EIS will contain a discussion of the general groundwater and surface water resources in the area and a description of existing water uses. We will address water quality for each potentially affected aquifer and surface water body, and applicable water quality regulations and standards. The 72 stream crossings identified in the Preliminary Environmental Report will be analyzed, with particular emphasis on flooding effects, as low terraces susceptible to inundation occur at nearly every stream crossing. We will discuss water well locations, water crossing installations, source and discharge locations for hydrostatic test water for both storage vessels and pipelines, and other issues as appropriate. These sections will also address the potential for groundwater or soils contamination along the proposed route. We will integrate our technical specialties to address the interrelated aspects of water quality and construction techniques as they relate to aquatic habitat conditions.

Impacts to water resources will be assessed by comparison to existing or potential uses, regulatory water quality limits or standards,

and our experience with similar facilities. Measures may be developed to reduce or avoid impacts, but the NEPA and MEPA assessments will not address mitigation at the level required by the National Pollutant Discharge Elimination System (NPDES) permitting process or other permitting processes of the Clean Water Act (CWA).

This section will include discussion of discharges, but it is anticipated that measures to mitigate impacts of point source discharges will be addressed primarily through the NPDES permitting processes under the CWA. Similarly, it is anticipated that mitigation measures to minimize the impacts of stream crossings involving trenching and filling will be addressed through the permitting requirements of Section 404 of the CWA. The net effect of these mitigation measures will be discussed in the Water Resources and Biological Resources sections in terms of residual, significant impacts and the need for mitigation.

Biological Resources - Wetlands and Vegetation, Fish and Wildlife Resources, and Threatened and Endangered Species

ENTRIX will review information provided by Keystone to determine its adequacy for NEPA and MEPA purposes. We have assumed that (1) Keystone will provide documentation of consultation with the U.S. Fish and Wildlife Service (FWS) and state resource agencies regarding threatened and endangered species, and (2) that the locations of biological resources relevant to the Project will be depicted on maps provided by Keystone. We will review this information and specify any further mapping needs. Our approach will be to use aerial photographs (as available), available occurrence data, and contacts with resource agency representatives to validate the data filed.

The Biological Resources sections of the EIS will identify common species of plants, fish, and wildlife in the Project area, including those having commercial and recreational importance, and the different communities and associations that are present. Confirmation of the presence or absence of the 21 special status plant species, 20 fish species and 82 wildlife species identified in the Preliminary Environmental Report as having the potential to occur in the Project area will be determined through agency consultation and examination of available data. Environmental impacts to important fisheries for the Project will focus on fisheries located immediately downstream of the proposed pipeline crossings and waterbodies located within 0.5 miles of the proposed route. Unique ecosystems or communities, rare or endangered species, and other biotic resources of importance will be described. Important undeveloped wildlife habitats crossed by the proposed route will

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be analyzed for their potential to sustain native wildlife populations.

In keeping with NEPA and MEPA guidance, the level of significance for impacts to vegetation will be based on species of concern, wetlands of special concern, the nature and extent of affected communities or associations, and their estimated recovery rates (natural or otherwise). Significance will also be evaluated in terms of the potential loss of special status species and their habitats. In addition, the potential for noxious and invasive weeds to infest the Project area will be determined through consultation with county weed control boards or districts, and weed control management plans will be developed, where necessary.

We will identify potentially affected wetlands using FWS National Wetlands Inventory maps and wetland delineations provided in Keystone's Environmental Report and associated filings. Wetland habitats along the proposed pipeline route may be subject to jurisdiction of the COE, pursuant to its CWA permitting authority. We will follow the CWA 404(b)(1) guidelines to assess potential impacts to wetlands and major wetland crossings by the pipeline route to determine if Keystone adequately considered avoidance of these features.

ENTRIX will work in consultation with federal and state agencies with jurisdiction over natural resources at and near the proposed pump stations sites and along the pipeline route to develop mitigation measures, in addition to those presented by Keystone in the CMR Plan, to offset potentially significant impacts to biological resources. In the EIS we will present measures proposed by Keystone to minimize impacts, and, if appropriate, we will develop additional mitigation measures. Mitigation measures will be designed to avoid and minimize impacts relevant to this Project such as scheduling construction activities when species are least vulnerable to impacts (e.g., outside bird nesting seasons). Potential concerns relative to the Migratory Bird Treaty will be assessed. We also will develop appropriate restoration plans as necessary for habitats affected by the construction, maintenance, and operation of the proposed Project.

Our approach to addressing the potential need for a Biological Evaluation or a Biological Assessment is presented in Section 3.11.2.

Land Use Recreation and Visual Resources

Land Ownership, Land Use, and Recreation

We will use the Environmental Report, its supporting data, and supplemental Keystone submittals to document existing and planned land use patterns, and the susceptibility of particular land uses, transportation facilities, and recreational resources to Project-related impacts. Land ownership, proximity to residences and businesses, land use, and recreation data from the Environmental Report will be verified through quality control checks of the information provided by Keystone. Particular care will be taken in assessing potential impacts to CRP and other conservation reserve lands administered through FSA.

In the EIS we will describe land use types, intensities, and patterns on and adjacent to the proposed pump station sites and pipeline route and in the vicinity of these facilities. The description of the existing environment will address the potential for new development in these areas and will identify existing and planned land uses, special management areas, and any areas of critical environmental concern that may be directly affected by implementation of the proposed Project. Particular emphasis will be placed on USFWS Wetland Easements and NRCS conservation easements due to the restrictive nature of such land ownership rights. We will also address major transportation corridors (including roads, highways, and other traffic infrastructures), pipelines and electrical transmission facilities, and recreational uses that could be affected by construction or operation of the Project.

We will analyze the potential short- and long-term impacts of Project construction, operation, and maintenance on existing and future land uses and on recreational facilities and activities in the vicinity of the Project. We will examine the effects of Project construction activities on nearby transportation facilities and patterns such as roadways and other traffic infrastructures. We will also perform an analysis, using aerial photograph alignment sheets provided by Keystone and observations from the pipeline right-of-way inspection, of any instances where Keystone proposes construction activities within 50 feet of an existing residence. Feasible route variations will be forwarded to DOS for further evaluation.

In the EIS we will present mitigation measures to minimize significant environmental effects, if any are identified, due to construction, operation, or maintenance. Potential mitigation measures may relate to the timing and/or modification of construction, Project design, pipeline alignment, and aboveground facility locations. Additional mitigation measures may include assisting landowners in meeting FSA rules concerning construction within CRP areas.

Visual Resources/Aesthetics

ENTRIX will also use the Environmental Report, its supporting data, and supplemental Keystone submittals to document existing and supporting information to analyze the visual resources and aesthetic quality of Project facilities, alternatives, and surrounding areas and to determine the potential extent of impacts on scenic resources. The accuracy and completeness of visual resources information will be verified via a review of written, cartographic, and photographic information. ENTRIX has experience with various Visual Resources methodologies required by land owners, including work with the BLM on Visual analysis for EIS projects.

The Visual Resources section will establish the visual context for the Project and alternatives, including any federal, state, or locally designated scenic areas or routes and public spaces of visual importance in the Project vicinity. This section will identify

sensitive receptors and key observation points, and will describe existing conditions, including any important, unique, or unusual features and views.

We will describe significant direct and indirect aesthetic impacts that could result from Project implementation, including the short- and long-term impacts of Project construction, operation, and maintenance on the visual quality of the Project area. If there are residual significant visual impacts, we will develop mitigation measures to minimize these impacts. Potential mitigation measures could include relocating structures at the pump stations sites, provision of vegetative screening, and pipeline alignment adjustments.

Air and Noise Quality

Air Quality

ENTRIX will use data filed in the Environmental Report, its supporting data, and supplemental Keystone submittals to prepare the air quality sections of the EIS. If appropriate, we will also obtain additional information from a review of pertinent regulations, readily available literature sources, or a data request to Keystone. We will describe the applicable federal and state air quality regulations and the air quality permits required for construction and operation of the Project and alternatives.

Information in the EIS on air quality will include the following:

- Regional climate and meteorological conditions in the area that influence the transport and dispersion of air pollutants;
- Background air quality conditions and historical background concentrations of the criteria pollutants, if available;
- Pertinent air quality regulations and standards; and
- Emissions data for proposed facilities and equipment.

For residual significant impacts, we will identify measures to mitigate the impacts of air quality during construction, such as dust control strategies and equipment maintenance. We will also assess the effects of emissions from Project operations, especially pump stations, and will develop mitigation measures as appropriate.

Noise

Information provided in the Environmental Report, its supporting data, and supplemental Keystone submittals will be used to assess major noise issues, including estimated background noise levels, measured noise levels in any Noise Sensitive Areas (NSAs), and estimated noise level increases associated with construction equipment and operation of the Project. Information from the Environmental Report also will be used to assess noise attenuation, as applicable. We will verify the sources of information and calculations for background and estimates of increased noise levels. We anticipate that any required noise data that is not provided by Keystone can be generated from a review of pertinent regulations, available literature sources, or a data request to Keystone.

The Noise sections of the EIS will contain discussions of background noise levels and descriptions of the sensitive receptors and NSAs in the vicinity of the pump station locations and proposed pipeline route and for alternatives. We will also present estimates of temporary noise levels associated with construction, a summary of expected noise levels during operation, and a discussion of relevant federal, state, and local noise regulations and standards. Ambient noise levels will be evaluated and compared to predicted noise levels during construction and operation, and we will compare the predicted noise levels to existing federal, state, and local regulatory standards. The effectiveness of attenuation measures, such as acoustic enclosures for mitigating impacts to nearby receptors, will also be addressed, and if appropriate, we will identify requirements for monitoring noise mitigation measures.

Cultural Resources

We will review documentation provided in the Environmental Report, its supporting data, and supplemental Keystone submittals. This will include cultural resource survey reports, site forms, site location maps, and records of consultation with the appropriate state historical agencies, as well as any potentially affected and federally recognized Native American Tribes. The cultural resources analysis will focus on the archaeological sites, historical resources and properties of religious and cultural significance, including Traditional Cultural Properties (TCP's), identified within the Project's Area of Potential Effect (APE). All cultural resources within the APE will be addressed in the EIS documentation, as will the results of consultations regarding the eligibility of the sites for inclusion in the National Register of Historic Places (NRHP). ENTRIX recognizes the importance of early contact and consultation with Indian tribes by DOS, particularly relating to sensitive issues such as TCP's and inadvertent discoveries during construction. Our cultural resource work in the EIS process will be closely linked to our parallel Section 106 NHPA process (see Section 2.2). We will also address potential impacts associated with the alternatives identified in the EIS.

The EIS will briefly summarize the prehistory and history of the Project area and the results of the cultural resource surveys. We will use summary tables to present the numbers, types, significance, and legal status of the known resources, and will summarize the scope of additional cultural resource investigations that are anticipated.

The cultural resources impact analysis will focus on those resources that have been determined eligible for the NRHP and any resources that remain unevaluated. Cultural resources determined to be ineligible for the NRHP will be dropped from consideration in the impact assessment since they are not deemed significant. Our analysis will also consider the potential for the unanticipated discovery of buried archaeological sites

during construction and the potential for occurrence of any sites in portions of the APE that have not received adequate surveys.

Direct ground-disturbing impacts are expected to be of most concern, although visual or audible effects to historical resources, if they are present, will be considered, if appropriate. With respect to physical disturbance, we will evaluate the potential for avoidance, including a review of Keystone's plan regarding anticipated site avoidance, and consideration of the site size and other routing and siting constraints.

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In addition, we will review the survey data submitted to DOS. Based on our experience on the Keystone Oil Pipeline Project EIS, we assume that most potentially eligible properties will be avoided by Keystone as it works through the cultural resource survey data prepared by its consultants.

With regard to paleontological resources, ENTRIX will review the results of Keystone's consultation with state agencies, study plans in response to that consultation, and any data compiled by Keystone on paleontological sensitivity. Our experience indicates that a literature review is generally sufficient for an EIS analysis of paleontological resources.

Socioeconomics

ENTRIX will use the information provided in the Environmental Report, its supporting data, and supplemental Keystone submittals to assess any impacts to socioeconomic conditions in the general areas of the Project and alternatives. We will also develop mitigation measures for potential impacts identified. Economic benefits from the Project and alternatives will be described for communities in the vicinity of the Project and alternatives based on employment data and tax revenues. We will perform quality control checks of the field data through telephone conversations with representatives of local agencies and cities. Validation efforts will be limited for areas where no impacts are anticipated.

The Socioeconomics sections of the EIS will describe local communities in terms of population, employment/unemployment trends, temporary housing, and public services. Income and taxes will be described for farming and tourism and other Project-area specific occupations as appropriate. Per capita income data and existing tax revenue will be presented for the counties traversed by the Project and alternatives. Impacts to local housing availability during construction will be addressed with impacts related to the size of the non-local workforce. Mitigation measures for potential residual impacts will consider temporary and mobile housing solutions. We will also examine the adverse and positive socioeconomic impacts of construction and operation activities on transportation facilities and recreation.

We will use socioeconomic information and any other relevant data in the Environmental Report, its supporting data, and supplemental

Keystone submittals to address environmental justice in compliance with Executive Order 12898. We will confirm the screening analysis for environmental justice to determine whether or not low-income and/or minority populations exist within the area of the proposed Project and alternatives and, if present, whether or not disproportionate impacts are anticipated for these populations. We will identify and characterize any disproportionately high environmental or socioeconomic effects that are predicted to occur. Our findings will reflect the results from our discussions with local governments and from public input. The EIS will describe any special construction procedures, site-specific mitigation options, and alternatives that could achieve/promote environmental justice.

Reliability and Safety

Information provided by Keystone and industry historical data will be used to address issues associated with reliability and safety as regulated by the U.S. Department of Transportation, Pipeline and Hazardous Materials Administration (PHMSA). This portion of the EIS will address the potential hazards to the public from failure of Project components resulting from accidents, natural catastrophes, or acts of terrorism, and how these events would affect the reliability and safety of the Project. We will evaluate Project procedures and design features that are planned to reduce potential hazards. This evaluation will be based on information provided in the Environmental Report, other Keystone filings, pertinent regulations, readily available literature, and responses to data requests. Our assessment will include safety during construction and reliability and safety during operation.

We will summarize information on pipeline incidents, including all data readily available from PHMSA and Keystone at the time of EIS preparation. We will describe the potential environmental and public health impacts that would result from failure (mechanical or operational) of the components of the system (pipeline and ancillary facilities), especially those components sited near residential areas or public places and environmentally sensitive areas.

We will also prepare an analysis of the potential impacts of a release from the pipeline system that would be similar to the analyses presented in the DOS Third Party EISs for both the Keystone Oil Pipeline and Alberta Clipper projects. Because there would be essentially an infinite number of spill possibilities when considering location, timing (season), volume, and extent of coverage along the corridor, it is not possible to address the impacts of each potential spill situation. Therefore, our impact analysis will focus on releases to ground water and surface water and will address "typical" impacts to environmentally sensitive areas and species.

Cumulative Impacts

We will prepare a section on cumulative impacts for the EIS that will address the potential impacts of the Project and the incremental impacts of other projects either under construction or proposed for construction (i.e., as stated in Title 40 of the Code of Federal Regulations, Section 1508.7, "reasonably foreseeable future actions regardless of what agency [federal or non-federal] or person undertakes such other actions"). As appropriate, we will obtain available information for recently completed projects, projects under construction, and proposed projects, taking advantage of already developed information (e.g., other recent EISs), with the extent of the analysis to be determined by the DOS PM. This approach to preparing the section on cumulative impacts is expected to also satisfy the cumulative impacts requirements of MEPA.

2.110.5 Conclusions and Additional Mitigation

We will prepare this section primarily using the information developed above. This section will include a summary of the DOS environmental analysis of the proposed action and alternatives, which will be a slightly expanded version of similar information on each resource that is presented in the Executive Summary section of the EIS. The heart of this section will be the DOS recommendations for additional mitigation, which will describe the procedures that Keystone will be required to follow if the Project receives a Presidential Permit. The recommendations will include all of the mitigation measures identified in the Environmental Consequences section, and, if an alternative is recommended, the corresponding mitigation measures identified in the Alternatives section.

2.111 Public Comment Meetings on the DEIS

For the DOS public comment meetings, we will identify the meeting site, make arrangements for the meetings, hire the court reporters, and draft public notices and presentation materials. We will also file notices of the meeting in local newspapers, and mail meeting announcements in advance of the meetings. We anticipate conducting the public comment meetings in the September to October 2009 time frame at the same locations as the scoping meetings.

Based on Clarification #2, we anticipate 20 public comment meetings along the pipeline corridor (6 will occur in each county in Montana), again occurring over a three-week period. We will mobilize 2, two-person ENTRIX teams to accompany the DOS Project Manager and designee to concurrent meetings at locations along the corridor to achieve the three week schedule. As was proposed for the scoping meetings, our two teams will be led by either the ENTRIX PM, the ENTRIX DPM, the ENTRIX DOS liaison, or the ENTRIX Section 106 Coordinator. In areas where we expect input from representatives of Indian tribes or members of Indian tribes, the Section 106 Coordinator or her designee will be in attendance. The DOS PM will ultimately determine our level of attendance at these meetings.

2.112 Response to Public Comments

NEPA requires that all substantive comments received on the DEIS be reported and responded to in the Final EIS (FEIS). The law does allow for summary tables and a summary report of the comments to be provided in lieu of reproducing each individual letter or transcript with each copy of the FEIS. However, the FEIS must incorporate all changes to the DEIS that are made as a result of the comments, and the summary should provide an indication of where the specific changes were made in the document. The official public meeting transcripts and all written comment letters, emails, e-comments etc., will also be available in their entirety as part of the Administrative Record.

All letters, emails, comment forms, transcripts of public hearings and electronically received comments on the DEIS will be read and given unique identifications referred to as "Letter Number or Transcript Number". Written and oral public and agency comment letters and transcripts will also be reviewed and entered into the spreadsheet. Unique comments gleaned from the letters and testimony will be entered into a database spreadsheet for tracking and response. Each comment will be assigned an issue code that captures the essence of the comment, and allows for ease of sorting and responding. During coding, analyzing and responding, all comments will be treated equally. They will not be weighted by agency, organizational affiliation, or number of similar comments received. The emphasis is on the content of the comments. By consulting the Comment Response Report provided in the FEIS, an individual commenter can find his or her comments taken from a given letter or testimony, and track the disposition of the comment through the FEIS publication, as required by NEPA.

This process was successfully used to process over 100 comment letters and 13 transcripts from public meetings addressing the Keystone Oil Pipeline DEIS. Over 1,000 individual comments were categorized, tracked and responded to for that project.

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Adherence to the noticed public comment period following issuance of the DEIS is not under our control. Our schedule timeline assumes a typical 45-day public review period for the DEIS. Any relaxation of this comment period by the DOS to accommodate agencies or stakeholders and to ensure compliance with NEPA and MEPA may result in changes to the Project schedule and budget.

2.113 Preparation of the FEIS

During and after the comment period for the DEIS, we will prepare draft responses to written and oral public comments on the DEIS, based on the direction provided by the DOS PM and as described above in Section 2.1.12. We will submit a draft of the Responses to Comments Appendix of the FEIS to the DOS

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PM for review and comment within two weeks after the close of the comment period. We will incorporate DOS input to the Responses to Comments Appendix, which will be included in the FEIS, and posted on the public accessible website. The web-posting and FEIS Appendix will not include contact information of the commenters.

Our Work Plan includes preparation of a Preliminary FEIS (PFEIS) for review by DOS, and if desired by DOS, the cooperating agencies by December 1, 2010. We anticipate that this would be an electronic copy, delivered by email; no hard copies would be produced and mailed. After receipt of comments from DOS and cooperating agencies, if they review the document, we would revise the PFEIS as appropriate to create the FEIS.

After receiving approval from DOS, we will prepare a camera-ready copy of the FEIS and have it printed. We will submit the FEIS to DOS, EPA (5 paper copies), and members of Congress (for the states where there would be Project-related facilities) on paper and/or electronic (CDs) copies by February 19, 2009. At the same time, we will also mail copies to Keystone and to libraries, agencies, and other stakeholders identified and included on the mailing list. As noted above, mailings to federal agencies will be accomplished by a courier service to avoid problems with the irradiation of mail delivered by the U.S. Postal Service.

2.114 On-going Review

ENTRIX will review Keystone submittals to DOS and consider them in relation to the ongoing EIS efforts. If the submittals indicate that there is a potential for changes to the impact analysis, analytical shortcomings exist, or gaps to the necessary data exist, we will notify DOS and work with them to develop a plan to correct the situations. We will also maintain contact with key federal and environmental agencies to maintain an up-to-date awareness of the key issues of concern along the proposed route. However, our efforts for the Ongoing Review task would not include a continuous review of literature and published articles regarding environmental issues along the route. In the tasks described in the sections above, we would develop an understanding of the environmental issues using information provided in Keystone's submittals and conduct literature reviews where appropriate; we believe that this approach, along with maintaining contact with key agency personnel, is satisfactory for the EIS.

2.115 Meetings and DOS Liaison

Our proposed scope includes attendance at 20 scoping meetings and 20 public comment meetings on the DEIS. However, the DOS PM may reduce or expand the number of these meetings or the scope of our involvement.

In addition to public meetings, we anticipate that the DOS PM may request ENTRIX participation at a startup meeting in Washington, DC.

As stated previously we also anticipate convening a meeting soon after project startup with Keystone and their environmental consultant to review information provided in the Environmental Report and any other survey reports available at the time of the meeting. We found that a face-to-face question and answer session with the preparers of the environmental studies and documents to be an extremely useful exercise on the Keystone Oil Pipeline Project.

It is also likely that DOS will request that we attend interagency coordination meetings associated with the proposed Project as well as stakeholder meetings. This would include meetings with BLM and the Montana Department of Environmental Quality, as well as other cooperating agencies.

We have found that these meetings are usually important to successful completion of major project EISs and maintenance of the Project schedule since they afford the opportunity for enhanced communication among the cooperating agencies and facilitate the resolution of outstanding issues. ENTRIX staff participation at any interagency coordination meetings or stakeholder meetings will be in support of DOS staff.

2.116 Biological Assessment

As was our experience with the Keystone Oil Pipeline Project, we have assumed that Keystone's environmental consultant would prepare the Biological Assessment/Biological Evaluation (BA/BE) for the XL Project. ENTRIX would review and comment on the document on behalf of DOS.

We will review the draft BA/BE for accuracy and completeness and compliance with the criteria of FWS. We will also contact the appropriate resource specialists at FWS and the state resource agencies, as appropriate. If Keystone would prefer that ENTRIX prepare the BA/BE, we are fully prepared to provide a cost estimate for work on that effort as soon as we

receive authorization to proceed, and can initiate work on the BA/BE as soon as our budget and scope of work is approved.

2.1.17 Record of Decision

If requested, we will assist DOS in preparing the Record of Decision (ROD) as we did on the Keystone Pipeline Project EIS.

expect that a similar number of tribes will engage as consulting parties in the XL Project. For purposes of this proposal, we

2.2 Section 106 Process

ENTRIX understands the importance of a Section 106 process that addresses the proposed undertaking and runs parallel with the NEPA process. We particularly understand the sensitivity of this process in the region covered by the XL Project, based on our experience with the Keystone Oil Pipeline Project. This approach provides the best pathway to meeting both NEPA and Section 106 compliance goals while maintaining the commitment to an efficient project schedule. Based on our experience on the Keystone Pipeline EIS Project and the Alberta Clipper EIS Project, we will implement the following Work Plan for the Section 106 effort

2.2.1 Identify Potential Consulting Parties

Working with the DOS Project Manager, the ENTRIX Section 106 Coordinator and her team will contact State Historical Preservation Officers (SHPO), the Advisory Council on Historic Preservation (ACHP) and other relevant entities to identify Indian tribes and bands within the project area that may have an interest in the XL Project. Tribes with potential interest will include those who currently reside in or near the project area as well as those who may associate lands within the project area with historical or traditional uses. As potentially interested tribes are contacted, we will encourage them to provide us with other tribes or bands that may be interesting in consultation under Section 106. We will also work with DOS to include the SHPOs of each state intersecting the proposed corridor and the cooperating agencies within the NEPA process that wish to meet their Section 106 obligations as consulting parties with DOS as lead agency.

2.2.2 Initial Meetings and Consultation

All potentially interested Indian tribes and bands and other potential consulting parties will be notified of the DOS intent to conduct a Section 106 consultation in parallel with the NEPA process. In addition to inviting these parties to the NEPA scoping meetings, we will work to set up for DOS introductory meetings with those Indian tribes that indicate a willingness to become a consulting party under Section 106. On the Keystone Pipeline EIS Project, out of 87 tribes and bands that were contacted in the early weeks of the project, 39 tribes became consulting parties under Section 106. We would

2.2.3 Identification of TCP Areas

ENTRIX and the DOS PM will encourage the identified tribal consulting parties to provide to DOS information on Traditional Cultural Properties (TCP) that could be affected by the proposed undertaking. We anticipate that some tribes will request financial remuneration to support their efforts to identify TCP areas through discussions with elders and potential visits to areas along the corridor. We further anticipate that access issues may inhibit or prevent such visits, and that the earlier the issue is addressed the better from a schedule standpoint.

2.2.4 Government to Government Consultation

We anticipate that some Indian tribes may require one on one government consultation with DOS, and other tribes may request joint government to government consultation with DOS. ENTRIX will work with the DOS Project Manager to determine the feasibility and logistics of such meetings.

2.2.5 Negotiations on Programmatic Agreement

We anticipate that many if not all consulting parties will be interested and want to participate in the process by which Section 106 compliance occurs during the construction period. Of particular sensitivity are the processes to be followed by state in regards to unanticipated discoveries, particularly of human remains. The purpose of the Section 106 Programmatic Agreement (PA) is to develop the negotiated blueprint and commitment amongst the consulting parties, including Keystone, DOS, consulting tribes, SHPOs, and others that will drive compliance with Section 106 during construction or any other ground disturbing activities that occur after the enactment of the Programmatic Agreement by the signatory parties. ENTRIX worked with DOS, ACHP, consulting tribes, consulting agencies, and consulting SHPOs to develop the Programmatic Agreement for the Keystone Oil Pipeline Project, and that agreement is serving as the model for the PA for the Alberta Clipper Project.

For the XL Project, we will work towards including a final version of the Programmatic Agreement in the DEIS. Given the complexity of the negotiations we expect, however, it may more realistically be ready for inclusion in the FEIS.

Cost Estimate based on experience gained from our work on the very similar Keystone Oil Pipeline and Alberta Clipper Projects. We understand that the scope may be modified at the direction of the DOS PM. ENTRIX will notify Keystone verbally and in writing if DOS-required changes in scope will result in changes to the approved budget. The need for the additional tasks and the level of effort required to complete them will be determined by the DOS, and therefore it is not possible

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2.3 Scope Modifications/Added Tasks

In this Technical Proposal, we have described how we will conduct the scope of work included in the RFP and have provided a Cost Estimate for the proposed work. In addition, we have refined our

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_____ is the firm's Executive Vice President for Strategic Developments and has experience on oil pipeline programs extending back to the design and construction of the TAPS project in Alaska. ENTRIX considers the Keystone XL Pipeline EIS a project of firm-wide significance, and therefore _____ will serve as the Project Director. In this role, he will ensure that whatever firm resources are required to implement the work within the schedule will be mobilized as a firm-wide priority. He will periodically review the progress of the Project with the ENTRIX and DOS PMs to ensure that the ENTRIX team is meeting the needs of DOS.

3.2.1 Overview of Management Approach

The ENTRIX management team comprises a strong blend of DOS Third Party NEPA EIS experience, strong MEPA EIS process experience, key regulatory agency third-party EIS experience, pipeline construction experience, technical depth, regional knowledge, NEPA compliance familiarity, Section 106 compliance experience, and program management skills.

In addition to our management team, our Task Leaders have extensive experience preparing third-party EISs. The ENTRIX Task Leaders for the Project include the following:

- MEPA and MFSA Issues;
- Project Scope;
- Physical Resources;
- Social Sciences; and
- Biological Resources.

Task Leaders report directly to the DPM and are responsible for the technical disciplines assigned to them and for interfacing with the management team to ensure that the results and conclusions of the work are accurate, objective, and on schedule. They will assist the Resource Specialists in organizing and planning the work and assigning priorities.

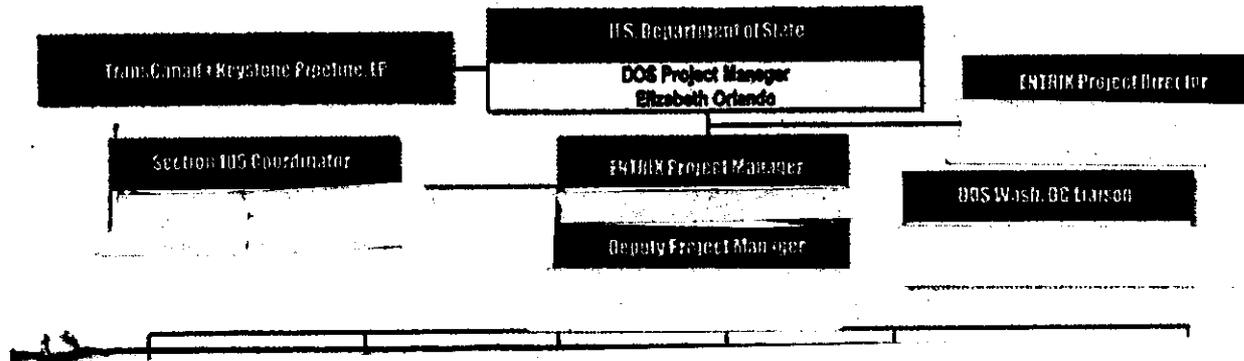
Resource Specialists have been assigned to each major resource area, and will report directly to the Task Leaders. Our proposed resource specialists all have pertinent experience assessing potential impacts and preparing EIS text for third-party EISs. They are shown on Figure 3.1. Resumes for all proposed XL Project staff are provided in Attachment 3. Resumes of the management team are provided first; the remainder of the resumes are organized alphabetically.

3.2 Project Management

In the following sections we present an overview of our management approach (Section 3.2.1) and our specific approaches to communication (Section 3.2.2), reporting (Section 3.2.3), cost control (Section 3.2.4), Project schedule control (Section 3.2.5), quality control (Section 3.2.6), and Project documentation (Section 3.2.7).

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3.2.2 Communication

Timely preparation of the EIS will require close communication among the ENTRIX Team, the DOS PM, and the cooperating agencies. One of our initial tasks will be to meet with the DOS PM to finalize the scope of work and schedule. We will then prepare a revised work plan for use by the Project team, and conduct a start-up meeting to clearly communicate the scope of work, schedule, budget, reporting requirements, communications constraints, documentation requirements, and other key aspects of Project execution.

staff and other agency staff members to assist in their use of the sites.

3.2.3 Reporting

The ENTRIX PM will also be responsible for preparing and submitting monthly progress reports to Keystone, which will accompany the monthly invoices. The reports will provide a bulleted summary of current and upcoming activities, and a summary table of expenditures to date by task, and remaining budget per task.

3.2.4 Cost Control

The ENTRIX PM will work with the DPM and Task Leaders to assign budgets to each task. These budgets will consist of labor hours assigned to each member of the Project team and costs associated with accomplishing the work, such as equipment

Our work on each of our previous third-Party EISs was ~~successful~~ successfully in this manner; that is, we provided the appropriate level of expertise and experience for the job, regardless of location.

The ENTRIX PM will be the principal point of contact with the DOS PM. A Project Coordinator will maintain the Project files including documentation of project communications.

In addition, we will assist DOS and Keystone by setting up and maintaining the web sites requested in the RFP. One of the web sites will assist in communicating both internally among members of the Project team (DOS, ENTRIX, and the cooperating agencies), and the other will be used for obtaining information from the public and providing the public with information on the Project. The ENTRIX Information Technology staff will ensure that the web sites are operating properly and will conduct "webinars" for DOS

Requests for additional work by the DOS will be identified and presented to Keystone for resolution prior to additional costs being incurred whenever possible. However, it has been our experience that the lead agencies on third-party EISs may request additional work that requires a rapid response that may not allow time for written authorization from Keystone prior to initiating the task. If this occurs, we will inform Keystone of these tasks as soon as possible.

3.2.5 Project Schedule Control

After we have established the overall schedule and milestones with the DOS PM, the ENTRIX PM, DPM, Section 106 Coordinator, and Task Leaders will prepare a detailed schedule that lists the milestones and other target dates by task.

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Each section of each document will undergo multiple reviews. Task Leaders and a technical editor will be responsible for the initial reviews that will address technical accuracy, consistency among sections, grammar and style, clarity, conciseness, and readability. The PM and DPM will conduct final reviews prior to submittal to the DOS. These reviews will be comprehensive, focusing on accuracy, complete coverage of issues of concern, regulatory compliance requirements, and the guidance documents and stated preference of the DOS and other appropriate federal agencies.

3.2.7 Project Documentation

ENTRIX will initiate and maintain Project files and a file index under the direction of the DPM and the Project Coordinator. The index will be developed in consultation with the DOS to ensure that the majority of the file system can serve as the Administrative Record for the DOS. Some files such as preliminary drafts of sections of the EIS would be included in the ENTRIX Project files, but would not be included in the Administrative Record. That approach will be identical to the approach we used for the Project files and Administrative Record for the NEPA environmental review and associated activities for the Keystone Oil Pipeline Project and for the Alberta Clipper Project.

Team members will be required to forward copies of all completed Project documents, data, calculations, and reference documents to the Project Coordinator for inclusion in these files. Project files will be available for review and transmittal to the DOS upon request. Other back-up data will be supplied to the DOS, as requested.

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3.2.6 Quality Control

The quality control procedures that we incorporate into our work have contributed to the successful completion of our environmental projects, many of which were complex and controversial. Our quality control procedures address our work on field studies, laboratory analyses, and report production.

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Section 4 Qualifications and Experience

The ENTRIX team has experience working with DOS on NEPA environmental reviews, including extensive work assisting DOS in ensuring Section 106 compliance on two projects: the Keystone Oil Pipeline Project and the Alberta Clipper Project. We have also completed dozens of third-party EISs for other federal agencies and for state agencies. ENTRIX has experience on third-party EISs in all of the states along the route, and has conducted other types of projects in most of those states as well. As a result, we believe that our team provides DOS and Keystone with unique qualifications, experience, and expertise.

As a result of our experience with DOS, we have an in-depth understanding of the DOS NEPA compliance process for Presidential Permits. That understanding was gained through our work in assisting DOS with the NEPA environmental review of the Keystone Oil Pipeline Project, including preparation of the EIS and Section 106 consultations, and assisting DOS in the same capacity for the Alberta Clipper Project.

Additional experience that underlines our team's unique qualifications for this contract includes the following:

- Our Task Leaders and the PM, DPM, and Section 106 Coordinator worked on the DOS EIS for the Keystone Oil Pipeline Project, except for our Task Leader for Montana-related issues.
- We have an established and successful working relationship with the DOS PM and staff. This includes recognizing that with its international relations and foreign policy focus, DOS needs considerable support for environmental analyses and implementation of its responsibilities under NEPA, the Endangered Species Act (ESA), and Section 106 of the National Historic Preservation Act (NHPA). ENTRIX defined DOS needs in these areas and mobilized the resources necessary to assist DOS in implementing its responsibilities;
- Early during our work on the Keystone Oil Pipeline Project environmental review, we found that restrictions resulting from security concerns and funding levels made it difficult for DOS to provide adequate support to its PM. Our support staff operated through less restricted servers and mail services to speed project communications with agencies and stakeholders;
- Similarly, we found that due to staffing and travel funding limitations, the DOS outreach to stakeholders was problematic. As a result, ENTRIX attended stakeholder meetings on behalf of DOS when required to keep the project schedule moving forward.
- Through our work on third-party EISs for DOS, FERC, the COE, BLM, and the U.S. Coast Guard, we developed an in-depth understanding of and working experience with the NEPA environmental review process;

- We also understand the applicant's concerns since we regularly assist pipeline and oil and gas companies with permitting and environmental compliance, FERC applications, and state and local permits;
- We have experience preparing third-party EISs in each of the states that would be crossed by the proposed XL Project pipeline;
- We have a Task Leader for Montana-related issues and a subcontractor (Catena) that have experience throughout Montana, including experience with MEPA and addressing the requirements of MFSA;
- Our team includes a DOS Washington, D.C. Liaison who has an excellent working relationship with the DOS PM and can meet with DOS on short notice;
- Our team includes a Section 106 Coordinator to assist DOS in closely coordinating with Indian tribes, SHPOs, and the ACHP, a function that was vital to the success of the DOS in meeting its obligations under Section 106 of NHPA. Our Section 106 team in assisting DOS for the Keystone Oil Pipeline Project, is continuing in that role for the Alberta Clipper Project, and will do so for the XL Project.

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A brief description of our team's corporate qualifications is presented in Section 4.1. Representative project experience for the team is presented in Section 4.2. Summaries of relevant professional experience for our key personnel are presented in Section 4.3.

4.1 ENTRIX Team Qualifications

4.1.1 ENTRIX

ENTRIX is an international environmental consulting firm headquartered in Houston, Texas. Since its founding in 1984, ENTRIX has worked extensively in environmental assessment and compliance on a variety of natural gas projects throughout the U.S. The firm now has over 40 U.S. offices with approximately 500 staff members in the practice areas of environmental sciences, socioeconomics, land use, cultural resources, engineering, and geosciences. ENTRIX provides services for governmental agencies and the energy industry throughout the nation.

One of ENTRIX's core practices is the environmental review of proposed and existing crude oil and natural gas projects, including pipelines and LNG facilities. This includes environmental reviews conducted pursuant to NEPA and the requirements of federal, state, and local resource agencies. We have current experience in both preparing third-party EISs for crude oil pipelines, interstate natural gas pipeline systems and

LNG terminals, and preparing permits and applications for construction and operation of pipelines, LNG terminals, and associated facilities. In addition, we have prepared EISs for federal and state agencies for a wide variety of projects, from oil and gas development in Alaska for BLM to pipelines in California for the State Lands Commission.

We have also conducted environmental permitting studies for crude oil and liquids pipelines, and several of the staff members proposed for the XL Project have managed environmental permitting studies for several major crude oil or products pipelines.

4.1.2 Catena Consulting, LLC

Catena Consulting, LLC (Catena), an environmental consulting firm based in Billings, Montana, provides a variety of professional services in support of resource development and environmental management. Catena's staff is experienced at collecting baseline environmental data, analyzing resource impacts, and preparing and evaluating environmental permitting documents. The experience and capabilities of Catena's staff are supplemented by that of closely associated independent scientists and resource specialists throughout the Upper Great Plains. Catena's integration of experienced independent associates and staff scientists ensures that each project's unique characteristics and site-specific issues are addressed by experienced personnel with local expertise. Catena's most recent Montana projects include baseline environmental investigations for large new coal mining projects and multi-disciplinary baseline data collection and permitting for utility scale wind energy facilities. In addition, Catena's staff and associates have recently provided discipline specific impact analyses for many projects throughout the western US.

4.2 Representative Project Experience

4.2.1 ENTRIX

Summary information on relevant key projects we have worked on is presented below in the following sections:

- DOS Third-Party Experience (Section 4.2.1.1);
- Third-Party EISs in the XL Project Region (Section 4.2.1.2);
- Other Third-Party EISs (Section 4.2.1.3); and
- Oil/Liquids Pipeline Experience (Section 4.2.1.4)

4.2.1.1 DOS Third-Party EIS Experience

As noted throughout this proposal, ENTRIX assisted DOS on the Keystone Oil Pipeline Project NEPA environmental review and Section 106 processes and is assisting DOS in a similar capacity on the Alberta Clipper Project. Our work for DOS on these two projects is summarized below.

Keystone Oil Pipeline Project – North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Missouri, Illinois

ENTRIX prepared the DOS third-party EIS for TransCanada Keystone Pipeline, LLC (Keystone). The pipeline is under construction and consists of two distinct segments: a 30-inch-diameter 1,078-mile-long mainline crude oil pipeline delivering Western Canada Shale Basin oil sands syncrude from Hardisty (Alberta), Canada to existing facilities at Wood River and Patoka, Illinois; and a 36-inch-diameter 292-mile-long segment that extends from southern Nebraska to a terminal in Cushing, Oklahoma. Potential throughput in the pipeline system is 591,000 barrels per day.

Oil pipelines crossing the international border require a Presidential Permit administered by DOS. Cooperating agencies for the EIS included USEPA, FWS, COE, and the Advisory Council on Historic Preservation. The pipeline corridor crosses seven states, including North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Missouri, and Illinois. Major river crossings include the Missouri River, the Platte River, the Mississippi River, and the Arkansas River. In total the mainline pipeline crosses 272 perennial streams and rivers and the Cushing extension crosses an additional 58 perennial water bodies. Proposed river crossing construction methodologies analyzed in the EIS include horizontal directional drilling (HDD), open-cut wet crossings, dam and pump, and dry flume crossings.

The EIS also addresses impacts from the construction of power substations, transmission lines, access roads, staging areas, and pump stations. The EIS addresses 29 special status wildlife species and 40 species of special concern (including the Indiana bat), as well as 13 special status fish species and 4 mussel species.

ENTRIX personnel assisted the DOS in consultation with Indian tribes and in compliance with Section 106 of the National Historic Preservation Act (NHPA). Over 80 Tribes were included within the compliance effort. ENTRIX worked with DOS and ACHP to draft a Programmatic Agreement (PA) that is now serving as a model for the Alberta Clipper Project and will likely serve as the model PA for the XL Project.

The Draft EIS for the project was issued within 10 months of the scoping meetings, and the FEIS was completed and published in January 2008, 14 months after the completion of scoping.

Alberta Clipper Pipeline Project – North Dakota, Minnesota, Wisconsin

ENTRIX is preparing a third-party EIS for the Alberta Clipper Pipeline Project at the direction of DOS. Enbridge Energy and its affiliates (collectively Enbridge) are proposing to construct and operate a crude oil pipeline from Hardisty, Alberta, Canada, to Superior, Wisconsin. The 36-inch Alberta Clipper Pipeline

would carry up to 450,000 barrels of crude oil a day from the Western Canadian Sedimentary Basin in Canada for delivery to refineries in the U.S. In the U.S., the Alberta Clipper Pipeline would extend 331 miles from the U.S.-Canadian border near Neche, North Dakota across northern Minnesota to an existing Enbridge terminal in Superior, Wisconsin.

Because the Alberta Clipper Project would require a crossing of the U.S.-Canadian border, a Presidential Permit is required from the DOS for the Project to proceed. As a result, the Project is subject to NEPA, which requires public disclosure of potential environmental impact, and identification of potential mitigation measures and consideration of alternatives to avoid or minimize potential significant impacts. In addition to the international border, the proposed Project route crosses an Indian Reservation and a National Forest. ENTRIX is supporting DOS for both the NEPA review and the government-to-government consultation with a variety of Native American Tribes under Section 106 of the National Historic Preservation Act.

In accordance with NEPA requirements, public scoping for this Project was initiated in July 2007 and in August 2007, public scoping meetings were held at twelve locations along the pipeline route. Various federal, state, and tribal meetings as well as an additional public scoping meeting were held in May 2008. The public, agency, and tribal comments were incorporated into a draft EIS, which will be issued on November 28, 2008.

4.2.1.2 Third-Party EISs in XL Project Region

ENTRIX has worked on many EISs for proposed projects that include facilities in the states that would be crossed by the XL Project. Summaries of our most recent third-party EIS projects in the region project are presented below.

Pathfinder Pipeline Project – Wyoming, Montana and North Dakota

ENTRIX is preparing a third-party EIS for the Pathfinder Pipeline Project at the direction of the Federal Energy Regulatory Commission (FERC). TransCanada Pipeline USA, Ltd. (TransCanada) has proposed to construct and operate a natural gas pipeline from the Green River basin in northeastern Colorado to markets in the Midwest. The 36-inch pipeline would extend 661 miles from Meeker, Colorado across Wyoming and Montana to an interconnect with an existing Northern Border pipeline in western North Dakota (Morton County). The pipeline would receive gas from Meeker, Colorado; Wamsutter, Wyoming; Echo Springs, Wyoming (via an 11-mile lateral pipeline), and the Dead Horse region of the Powder River basin in northeast Wyoming Powder.

The U.S. Bureau of Land Management (BLM) is a cooperating agency in the environmental review of the proposed Project since over 30 percent of the land crossed by the Project is managed by BLM. ENTRIX is coordinating with FERC, BLM, and TransCanada to avoid or minimize impacts to threatened and endangered species

and habitat, migratory birds, cultural resources, paleontological resources, and steep terrain among other potential impacts.

Midcontinent Express Pipeline Project – Oklahoma, Texas, Louisiana, Mississippi and Alabama

As a third-party EIS contractor, ENTRIX assisted the FERC in the preparation of an EIS for the proposed Midcontinent Express Pipeline Project, which would consist of construction and operation of approximately 510 miles of natural gas pipeline in Oklahoma, Texas, Louisiana, Mississippi, and Alabama. The proposed project would also entail construction of one booster and four new compressor stations. As proposed, the pipeline would have the capacity to deliver up to approximately 1.5 billion cubic feet of natural gas per day, and would be interconnected with 14 other existing interstate or intrastate natural gas pipeline facilities. ENTRIX prepared the EIS in coordination with 10 cooperating agencies including the U.S. Fish and Wildlife Service, Natural Resources Conservation Service, National Park Service, U.S. Environmental Protection Agency, Louisiana Department of Wildlife and Fisheries, Louisiana Department of Environmental Quality, Texas Parks and Wildlife Department, Mississippi Department of Wildlife Fisheries, and Parks, and the Alabama Department of Conservation and Natural Resources. Additionally, ENTRIX worked closely with other federal agencies such as the U.S. Army Corps of Engineers and other state and local agencies, and has a unique understanding of the environmental issues and required impact minimization and mitigation measures. The third EIS was issued in May 2008.

Gulf Crossing Project – Texas, Oklahoma, Louisiana, and Mississippi

As a third-party EIS contractor, ENTRIX assisted the FERC in the preparation of a Final EIS for the Companies' proposed Gulf Crossing Project, which would consist of construction and operation of approximately 353 miles of natural gas pipeline in Texas, Oklahoma, Louisiana, and Mississippi. The proposed project would also entail construction of four new compressor stations. As proposed, the pipeline would have the capacity to deliver approximately 1.73 billion cubic feet of natural gas per day, and would be interconnected with seven other existing interstate or intrastate natural gas pipeline facilities. ENTRIX prepared the EIS in coordination with cooperating agencies such as the U.S. Fish and Wildlife Service, Natural Resources Conservation Service, Louisiana Department of Wildlife and Fisheries, and the Texas Parks and Wildlife Department. Additionally, ENTRIX worked closely with other federal, state, and local agencies, and has a unique understanding of the environmental issues and required impact minimization and mitigation measures. The final EIS was issued in March 2008.

East Texas to Mississippi Expansion Project – Texas Louisiana, and Mississippi

As a third-party EIS contractor, ENTRIX assisted the FERC in the preparation of an EIS for Gulf South's East Texas to Mississippi Expansion Project, which consists of construction and operation of approximately 243 miles of natural gas pipeline in Texas, Louisiana, and Mississippi. The project also entailed construction of two new compressor stations in Ouachita and Madison Parishes, Louisiana, and expansion of an additional compressor station in Pandla County, Texas. The pipeline has the capacity to deliver approximately 1.7 billion cubic feet of natural gas per day, and is interconnected with three other existing interstate natural gas pipeline facilities. ENTRIX prepared the EIS in coordination with cooperating agencies such as the U.S. Army Corps of Engineers, National Park Service, U.S. Fish and Wildlife Service, and the U.S. Environmental Protection Agency. Additionally, ENTRIX worked closely with other federal agencies such as the Natural Resources Conservation Service and various state agencies, and has a unique understanding of the environmental issues and required impact minimization and mitigation measures in Texas. The final EIS was issued in May 2007.

Carthage to Perryville Project – Texas and Louisiana

ENTRIX successfully assisted the FERC as the third-party EIS contractor for Centerpoint Energy Gas Transmission Company's proposed Carthage to Perryville Project. Prior to the date the Project application was filed, ENTRIX began working with FERC and CEGT using the FERC's Pre-Filing Process, which encourages involvement by interested stakeholders in a manner that allows for the early identification and resolution of environmental issues. In addition to the FERC, ENTRIX prepared the EIS in coordination with the U.S. Army Corps of Engineers and the U.S. Fish and Wildlife Service, which were federal cooperating agencies for the Project. ENTRIX worked closely with OEP staff to develop an accelerated Project schedule that would meet that requested by CEGT to satisfy critical energy needs. Despite involvement in multiple other concurrent, FERC third-party EIS projects, ENTRIX maintained the aggressive Project schedule while continuing to provide quality work products. The Final EIS for the Project was issued on August 18, 2006, less than five months after the Project application was filed with the FERC.

4.2.1.3 Other Third-Party EISs

In addition to the regional experience, ENTRIX has prepared over a dozen EISs for a wide variety of federal agencies. Summaries of many of those projects are presented below.

Alpine Satellite Development Plan – North Slope, Alaska

ENTRIX completed the Alpine Satellite Development Plan EIS within 18 months of initiation of work. This third-party EIS project was for the plan for North Slope oil and gas development in the National Petroleum Reserve-Alaska, state lands, and native Kookpak Corporation lands on Alaska's North Slope. The Bureau of Land

Management (BLM) was lead agency and ConocoPhillips was the project proponent. Cooperating agencies included the U.S. Army Corps of Engineers, U.S. Environmental Protection Agency, U.S. Coast Guard, and state of Alaska. This project, under close scrutiny by local peoples, state residents and several national environmental groups, involves constructing gravel roads and gravel pads on tundra, building an aboveground pipeline across sensitive habitat areas, and building several bridges and pipeline crossing over sensitive creeks and the Colville River. The project includes five satellite pads and associated roads, bridges, pipelines and airstrips. A full-field development scenario for the 890,000 planning area included up to 22 additional well pads and two processing facilities. The project included extensive coordination with the SHPO, USFWS, and North Slope Native Villages and interests. The project involved coordination and integration of the EIS and permitting activities; complex ecology and subsistence uses; need for and design of pipeline, bridges and other "crossings" of the Colville River; potential impact on Alaska native culture and subsistence; socioeconomic and environmental justice implications; developing government-to-government relationships; and cumulative impacts as they relate to subsistence lifestyles. The project team completed the scoping process, DEIS and FEIS documents. Over 30,000 public comments on the DEIS were processed and addressed in the FEIS. An extensive electronic based administrative record was developed. The Record of Decision was issued in January 2005.

Cherry Point Dock EIS – Puget Sound and Strait of Juan de Fuca

ENTRIX is currently preparing an EIS for the U.S. Army Corps of Engineers – Seattle District under a third-party contract with BP Cherry Point Refinery. The EIS evaluates continued operation of the previously permitted and constructed pier extension in the Strait of Georgia at Cherry Point. The U.S. Department of Homeland Security, U.S. Coast Guard is participating in preparation of the EIS as a cooperating agency. BP's completion of its marine terminal at Cherry Point under a permit issued by was challenged and subsequent judicial review has led to a Federal Court decision requiring that an EIS be prepared. BP is permitted to operate the dock contingent on completion of an EIS.

The primary subject of the EIS is evaluation of incremental risk of oil spill and potential environmental impacts related to operations of the expanded dock facility. To determine incremental risk a Vessel Traffic Risk Assessment is being developed to forecast future risk of accidents and release throughout Puget Sound, Admiralty Inlet and the Strait of Juan de Fuca. This model will predict probabilistically, increased vessel movements, collisions or grounding and spill releases.

As part of the EIS, ENTRIX will evaluate program effects on other relevant environmental resources including marine fish and shellfish; commercial, recreational, tribal harvests of salmon, Dungeness crab, and bottom fish; marine mammals and coastal birds; invertebrates; air and water quality; cultural and visual resources; native subsistence resources; recreation; land use and socio-economics

Under this contract, ENTRIX is tasked with program management, integration of a Vessel Traffic Risk Assessment prepared by a separate contractor, EIS scoping, development of the project description and alternatives; oil spill trajectory and fate analysis, environmental analysis including affected environment, impact assessment, cumulative effects, environmental justice issues, and preparation, review, and revisions to NEPA documents. ENTRIX is also tasked with assessing compliance of the new dock and its operations with the Magnuson Amendment (limitations to crude oil imports to the State of Washington), the Endangered Species Act and the Historical Preservation Act.

Kinder Morgan Louisiana Pipeline Project - Louisiana

ENTRIX assisted FERC in the development of the third-party EIS for the proposed Kinder Morgan Louisiana Pipeline Project. The project would consist of a 42-inch-diameter natural gas pipeline that would extend approximately 130 miles from the Sabine Pass LNG Terminal near Johnson's Bayou to Evangeline Parish, Louisiana. The pipeline would be installed using over a dozen horizontal directional drills and include crossings of Sabine Lake, the Intracoastal Waterway, and the Calcasieu River. The Final EIS was issued on April 2007.

Greenbrier Pipeline Project - West Virginia, Virginia, and North Carolina

ENTRIX assisted the FERC as the third-party EIS contractor for the Greenbrier Pipeline Project, which was sponsored by Greenbrier Pipeline Company, LLC. The project consists of a new 260-mile natural gas pipeline extending through southwestern West Virginia, southwestern Virginia, and central North Carolina. The Project also includes two new compressor stations, four metering stations, 22 block valves, 212 access roads, and approximately four miles of lateral extensions to electric power generation facilities.

The Greenbrier Project was the first pipeline project to successfully incorporate the FERC's Pre-Filing Process. The ENTRIX project management team worked with FERC staff to develop a pragmatic approach to implementing the newly instituted Pre-Filing Process, which enabled the DEIS to be issued less than four months after the application for the project was submitted. During development of the EIS, ENTRIX identified and evaluated more than 20 alternatives designed to avoid or minimize landowner concerns and environmental impacts.

The Final EIS was issued in February 2003, approximately 8 months after Greenbrier filed its formal application, and the project was certificated in April 2003.

Broadwater LNG Project - Long Island Sound, New York

ENTRIX was FERC's third-party contractor for the EIS prepared as a part of the NEPA environmental review for the Broadwater LNG Project. Our work involved assessing the potential environmental impacts of the proposed project, identifying and analyzing alternatives to avoid and/or minimize those impacts, identifying mitigation measures to offset unavoidable impacts, and evaluating the safety of the project. As part of the Pre-Filing environmental review for the project, ENTRIX also assisted FERC with organization of multiple public scoping meetings and extensive coordination with federal, state, and local agencies.

The proposed project consists of a floating storage and re-gasification unit (FSRU) in Long Island Sound that would receive and process LNG and a new 22-mile-long offshore pipeline from the LNG terminal to an offshore connection to the existing Iroquois Gas Transmission System pipeline that extends across Long Island Sound. The FSRU would be anchored in New York State waters, approximately 9 miles from shore. The Final EIS was issued in January 2008.

Patriot Pipeline Project - Tennessee, Virginia, and North Carolina

ENTRIX completed a FERC third-party EIS for the Patriot Project in late 2002. The Patriot Project consists of the Mainline Expansion and the Patriot Extension. The Mainline Expansion involves improvement along East Tennessee Natural Gas Company's existing pipeline in Tennessee and Virginia, including approximately 187 miles of new pipeline looping and upgrades, replacement of old pipeline, additions of compression, and five new compressor stations. The Patriot Extension includes approximately 100 miles of new pipeline in Virginia and North Carolina, and three new meter stations.

ENTRIX assessed environmental impacts and developed mitigation measures to minimize impacts to wildlife, threatened and endangered species, parklands, residences, and hundreds of stream crossings and wetlands. ENTRIX worked closely with FERC staff to develop reasonable alternatives and mitigation measures that addressed the environmental concerns of landowners, government agencies, and other stakeholders, without substantially increasing project costs. The project included preparation of a BA in coordination with three FWS regions. ENTRIX successfully completed the EIS and other NEPA compliance tasks on schedule, with the FEIS issued in September 2002.

Calypso Pipeline Project - FERC Third-Party EIS, Florida

Tracelabel Calypso, L.L.C. proposed to construct and operate a natural gas pipeline system that would extend approximately 90 miles from a liquefied natural gas terminal proposed for

construction near Freeport, Grand Bahama Island, to a receipt point near Fort Lauderdale, Florida.

The proposed facilities would increase the efficiency, volume, and flexibility of the existing natural gas delivery system, while enhancing the supply diversification of the southern Florida market, one of the fastest growing consumers of natural gas in the United States.

ENTRIX worked under the direction of FERC as a third-party contractor responsible for preparation of the project EIS. ENTRIX also worked closely with various Federal, state, and local resource agencies whose environmental review of the proposed project was closely coordinated with the NEPA review. Development of the EIS required that ENTRIX assess the environmental impacts of the proposed project, identify and analyze alternatives to avoid and/or minimize those impacts, and evaluate mitigation measures to offset unavoidable impacts. Some of the technical assessments performed by ENTRIX included evaluation of sediment plume modeling and associated impacts to marine live bottom/coral reef habitats, preparation of an Essential Fish Habitat Assessment, and development and evaluation of alternative project routes and installation methods that addressed stakeholder concerns. The EIS concluded that the project would be an environmentally acceptable action if constructed and operated as planned, with careful resource monitoring during construction and using the specific mitigation measures recommended in the EIS. ENTRIX's understanding of the NEPA process and effective working relationship with FERC staff enabled the EIS to be completed in a technically sound and defensible manner while still maintaining the project schedule. The Final EIS was issued in April 2006.

Calypso LNG Deepwater Port and Pipeline Project — U.S. Coast Guard Third-Party EIS, Florida

ENTRIX assisted the U.S. Coast Guard in the completion of a third-party EIS for the Calypso LNG Deepwater Port, which would be located approximately 10 miles off shore Fort Lauderdale, Florida. The proposed port would provide two unloading buoys, one of which would be used to unload conventional shuttle regasification vessels. The second buoy would semi-permanently moor and unload a storage and regasification ship, a novel design developed to address this hurricane prone area. ENTRIX also completed the FERC third-party EIS and supplemental EA for the related Calypso U.S. Pipeline Project, which would transport gas received from the deepwater port, traversing nearshore coral reefs via construction of a subsea tunnel. These projects would incorporate new concepts and technologies to minimize potential environmental impacts while providing needed gas supplies to the burgeoning population of south Florida. The Final EIS was issued in July 2008.

Rockies Express East Project, FERC Third-Party EIS — Missouri, Illinois, Indiana, and Ohio

As a subcontractor to ICF International, ENTRIX assisted the FERC in the preparation of an EIS for the eastern phase of Kinder Morgan's Rockies Express Pipeline Project. The proposed Rockies Express Pipeline Project, Eastern Phase involves the construction and operation of a new interstate natural gas pipeline and appurtenant facilities in Missouri, Illinois, Indiana, and Ohio. These facilities would consist of 635 miles of 42-inch-diameter natural gas pipeline; five new compressor stations; approximately 41 mainline valves; and 20 interconnects. ENTRIX assisted ICF International and the FERC with assessment of stakeholder concerns identified at the project open houses and scoping meetings during the Pre-Filing period. ENTRIX also participated in interagency coordination meetings, including meetings with the Illinois Department of Agriculture regarding the development of an Agricultural Impact Mitigation Agreement to be used to mitigate construction activities through the more than 500 miles of agricultural land crossed by the proposed pipeline route. The Final EIS was issued in April 2008.

4.2.14 Oil/Liquids Pipeline Experience

EIR/EA for El Paso Line 1903 Pipeline Conversion Project — Arizona and California

ENTRIX prepared an EIR/EA for the El Paso Natural Gas Company's planned conversion of a crude oil pipeline to natural gas transmission. This pipeline runs 303 miles through La Paz (Arizona), Kern, Riverside, and San Bernardino counties. ENTRIX is preparing the CEQA and NEPA documentation for the co-leads for the project, California State Lands Commission and the Bureau of Land Management. ENTRIX is also consulting with several responsible agencies, including California Department of Fish and Game, U.S. Fish and Wildlife Service, State Historic Preservation Office, Federal Energy Regulatory Commission and the Department of Air Force, Edwards Air Force Base in the preparation of the environmental assessment. The project involves testing and upgrade of existing pipeline, replacement of several sections of pipeline, and installations of new valves. In addition to CEQANEPAA resource assessments, ENTRIX managed and staffed the mitigation compliance monitoring program.

Project Permitting for New Crude Oil Pipeline Chevron/Texaco — California

ENTRIX conducted all environmental surveys and preparing all permit information necessary for a new crude oil pipeline in Monterey and Fresno Counties, California. The new pipeline will be 51 miles long, and transport oil from a central California

coastal producing field to the extensive pipeline infrastructure in the San Joaquin Valley. ENTRIX consulted with the Army Corps of Engineers, Fish and Wildlife Service, and California Department of Fish and Game to obtain necessary permits. ENTRIX applied a programmatic permitting approach to streamline agency review and oversight and consulted with Monterey County and Fresno County to provide environmental material in support of their California Environmental Quality Act (CEQA) review.

ARCO/Trans Mountain Pipeline Project, Cherry Point, Washington

ENTRIX staff managed the environmental permitting for the ARCO Trans Mountain Pipeline Project, a proposed crude oil transshipment project with an oil port and storage facilities at the ARCO Cherry Point refinery. The project also included a 45-mile-long pipeline to Canada proposed to connect with the existing Trans Mountain Oil Pipeline system that would ship oil to markets in the midwestern U.S. The project included an Application for Site Certification to the Energy Facility Site Evaluation Council for all state-issue environmental permits, and an application to the COE for a Section 404 and Section 10 permit.

The site certification application was submitted in the form of an EIS and addressed all environmental issues related to construction and operation of the project, including vessel traffic from the beginning of the Strait of Juan de Fuca to the proposed docking facility. Studies were conducted to assess the marine traffic risks, potential trajectories of an oil spill, and potential impacts of both marine and pipeline spills. Other key issues addressed included visual resources, air quality and noise impacts, marine biological impacts, threatened and endangered species, water quality, and cultural resources.

ARCO and Trans Mountain terminated the application process after passage of the Magnuson Amendment to the Marine Mammals Act, which included a restriction on tanker traffic east of Port Angeles.

Trans Mountain Low Point Project, Northwestern Washington

ENTRIX staff managed the environmental permitting for Trans Mountain Pipe Line Company's proposed crude oil transshipment project. The project would have consisted of a crude oil terminal at Low Point, located west of Port Angeles, onshore oil storage facilities, and a dual pipeline system extending approximately 150 miles to the Canadian border where it would connect with the existing Trans Mountain Oil Pipeline system and ship oil to markets in the midwestern U.S. The marine terminal was to consist of two single-point moorings in the Strait of Juan de Fuca. The pipeline would have crossed several rivers as well as Puget Sound between Marrowstone Island and Whidbey Island.

The project included an Application for Site Certification to the Energy Facility Site Evaluation Council for all state-issue environmental permits, and an application to the COE for Section

404 and Section 10 permits. The site certification application was submitted in the form of a NEPA/SEPA EIS and addressed all environmental issues related to construction and operation of the project, including vessel traffic in the Strait of Juan de Fuca, the marine traffic risks, potential trajectories of an oil spill, and potential impacts of both marine and pipeline spills. Other key issues addressed included visual resources, air quality and noise impacts, marine biological impacts, threatened and endangered species.

TEPPCO Pipeline Incident, Natural Resource Damage Assessment and Restoration Planning - Texas

ENTRIX conducted a NRDA associated with the release of approximately 2500 gallons of JP-8 jet fuel from an underground pipeline near Vidor, TX. The released JP-8 fuel flowed through an adjacent bottom land hardwood before being carried into emergent wetlands and Waters of the United States by unusually high rainfalls. ENTRIX managed the initial spill response activities and coordinated all pre-NRDA and NRDA activities related to the release. ENTRIX conducted an investigation concerning the spatial extent of contamination and performed human health and ecological risk assessments for the impacted area. In cooperation with state natural resource trustees, ENTRIX quantified injuries at the site and estimated rates of recovery. Habitat Equivalency Analysis was used to scale compensatory restoration projects within the watershed in which the injuries had occurred. An evaluation of alternative restoration project was conducted and a restoration plan was prepared for the state trustees; ENTRIX is currently negotiating with the trustee agencies and the National Park Service for acquisition of various bottomland tracts along Village Creek within The Big Thicket National Preserve as compensation for impacts to bottomland hardwoods resulting from the pipeline.

4.2.2 Catena Consulting, LLC

The following are examples projects conducted by Catena Consulting, LLC, has completed, or projects that are in progress:

Bureau of Land Management Gas Exploration EIS - Montana

Catena staff supervised field inventory and validation of old-growth forest stands; ground and aerial surveys for nesting raptors (golden eagle, prairie falcon, peregrine falcon, and goshawk); and development of a project GIS. Data were collected to support the development of an EIS by BLM. Technical reports, map products, and GIS coverages were provided to the BLM. The company served as Biological Sciences Coordinator for development of the EIS for gas exploration on the Rocky Mountain Front, until development of the EIS was postponed by the Department of the Interior.

Montana Tunnels Mine Expansion - Montana

We participated on an interdisciplinary team for the development of an EIS for expansion of the Montana Tunnels mine. EIS was prepared for Montana DEQ and BLM, Butte Field Office. Responsible for analyzing and describing potential impacts to wildlife, federally listed wildlife species, and BLM sensitive wildlife species. We also prepared a combined Biological Evaluation and Biological Assessment for the BLM.

Mining and Reclamation Operations Review - Montana

Inspected coal mines to determine compliance with surface mining, air quality, and MPDES permits and associated standards. Catena inspected active mining, reclamation, waste collection and storage, stormwater control measures, and soil handling. Served as an authority on permitting and regulatory issues.

Express Oil Pipeline Construction and Reclamation - Montana

The company provided environmental regulatory compliance oversight during pipeline construction and reclamation. We were responsible for knowing and understanding all state and federal regulations and guidelines pertaining to pipeline construction and reclamation, and responsible for documenting regulatory compliance and non-compliance. We provided oversight for hazardous waste containment and cleanup, water quality protection, erosion control, and fish and wildlife protection.

Bureau of Indian Affairs Oil and Gas Exploration EA - Montana

Conducted a site reconnaissance and compiled information, in coordination with BIA and Tribal biologists, concerning biological resources in two lease blocks (ca. 60,000 acres) in the western portion of the Blackfeet Indian Reservation. We served as the designated non-federal representative for preparation of a Biological Assessment. Responsible for writing biological resources sections of an EA and preparation of a Biological Assessment. The BA involved detailed descriptions of baseline information derived from the Grizzly Bear Cumulative Effects Model for the NCDE Recovery Zone.

Upper Yellowstone River Watershed Evaluation - Montana

Responsible for compiling and evaluating existing data on species and communities of special concern and identifying areas of potential conservation importance in the upper Yellowstone River watershed. This project was part of the USEPA Region VIII Watershed Protection Initiative.

Big Sky Coal Company Permitting Support, Montana

Managed and assisted in development of drainage reconstruction plans and revegetation plans during mine closure. We assisted in preparation of permit revision documents and correspondence critical to securing final bond-release. Catena represented the company's interests at meetings with Montana DEQ.

Resource Management Plan (RMP) and Environmental Impact Statement (EIS) - Montana

We prepared descriptions of current management, including existing RMPs and plan amendments related to grazing and vegetation management for the BLM. Assisted with identification of plan goals and objectives and desired future condition of the vegetation resource.

Ranch Land Management - Montana

Slope and Golden Valley Counties, North Dakota. The company worked with the owner/operator to manage available resources in a productive and sustainable manner. Developed and implemented plans for grazing, noxious weed control, water distribution and crop rotation, and hunting management. We participated in meetings with local, state and federal officials to discuss grazing leases, land management and activities under cost share.

Bureau of Indian Affairs Forest Management Plan Blackfeet Indian Reservation - Montana

Catena served as the designated non-federal representative to U.S. Fish and Wildlife Service for preparation of a Biological Assessment for a revised forest management plan. The BA evaluated potential effects to threatened and endangered species including bull trout, Canada lynx, gray wolf and grizzly bear.

Wildlife Inventories and Threatened and Endangered Species Surveys - Various Projects, Western United States

Catena conducted wildlife inventories and threatened and endangered species surveys in support of proposed projects throughout the Western United States. Representative Montana projects include:

- Grizzly bear Cumulative Effects Model analysis (four projects)

- Baseline studies for Yellowstone Pipeline

- Impacts of 500-kV transmission line on elk

- Studies of mining unsuitability criteria concerning mule deer and sage grouse

- Lynx winter habitat surveys

- Assessment of effects of subdivisions on elk winter range

4.3 Project Team Members

ENTRIX has assembled an experienced and balanced team to conduct the third-party EIS services for the Project. This section presents biographical sketches for key team personnel. Resumes for these and other personnel are presented in Attachment 3. Their work locations are provided in the biographies provided below and in the project organization chart provided as Figure 3-1.

4.3.1 ENTRIX Management Team

PM

[REDACTED] served as the Project Manager of the Keystone Oil Pipeline Third-Party EIS and will serve the same role on the XL Project. The Keystone Pipeline EIS dealt with many issues and concerns that will also face the Keystone XL EIS. Based on his 33 years of professional experience that includes significant work on oil pipeline construction, permitting, and EIS management, **[REDACTED]** was able to assist DOS in organizing the EIS and consultation effort for Keystone that allowed the FEIS to be published within 15 months of the initial NEPA scoping.

[REDACTED] previous experience includes management responsibility for oil production and transportation related Third Party EIS projects for the BLM (Alpine Satellite Development EIS) and COE (BP Cherry Point North Dock EIS and Northstar Production Island EIS), linear facility related Third Party EIS for BPA (Waltula 1300 MW Generation Facility and 500 KV Transmission Line joint SEPANPEA EIS); environmental report production for oil pipelines (Trans Mountain Low Point Project, Northern Tier Around-Sound Pipeline Project), and field engineering responsibility during the construction of the Trans Alaskan Oil Pipeline System (TAPS). This experience, particularly the successful work on the Keystone Pipeline EIS, is directly applicable to the **[REDACTED]** completion of the Keystone XL EIS Project.

DOS Washington DC Liaison

[REDACTED] has served as the Project Manager or Deputy Project Manager on eight third-party EISs including Project Manager for DOS' EIS for the Alberta Clipper Pipeline Project and as Deputy Project Manager and DC Liaison for TransCanada's Keystone EIS. His third-party EIS experience included hands-on project work in every state that would be crossed by the Keystone XL Project.

[REDACTED] located in the greater Washington D.C. area and has regularly coordinated with DOS in its Washington D.C. office as well as supporting DOS in meetings with other federal cooperating agencies in Washington D.C.

Senior Project Manager

[REDACTED] a project manager and environmental scientist with 23 years of experience working with government and industry clients in Alaska. She has managed and authored Environmental Assessments (EAs), environmental impact statements (EISs), and ecological risk assessments following National Environmental Policy Act (NEPA) stipulations for projects throughout the United States.

She has developed methods to assess Cumulative Impacts of many of these projects following Council on Environmental Quality (CEQ) guidelines. She has managed projects and Indefinite Delivery Contracts ranging from several thousand to several million dollars. Since 2006, **[REDACTED]** has been Entrix's Deputy Project Manager for the Keystone Pipeline EIS for which she managed the day-to-day schedule and budget. She also developed methods for categorizing and responding to over 100 comment letters and the oral testimony from 13 public comment meetings. These methods were used to summarize nearly 1,000 individual comments on the DEIS. The FEIS was successfully delivered to all cooperating and interested agencies and the public in early January 2008. DOS issued a Record of Decision for the project in March 2008.

Section 106 Coordinator

[REDACTED] is the Technical Director for Cultural Resources Management, with over 29 years of national professional experience in the historic preservation of architecture, cultural resource management, project management, agency and tribal consultation and planning. She has extensive experience managing the historic, archaeological, and cultural resources technical studies for oil and gas projects, road and bridge projects, shipyards, light rail transit, commuter rail, heavy rail, monorail, transmission and hydroelectric projects, waterfront revitalization projects, baseball and football stadiums, and urban design projects. She has led consultation with numerous Indian tribes, federal, state, and local historic preservation agencies on projects involving Section 106 of the National Historic Preservation Act and Section 4(f) and 6(f) of the Department of Transportation Act. She has developed Programmatic Agreements (PA) and Memorandum of Agreements (MOA), working closely with the Advisory Council on Historic Preservation (ACHP). **[REDACTED]** was the technical lead for cultural resources management and Section 106 consultation for the Keystone and Alberta Clipper projects. For the Keystone project, she organized and led numerous group and individual Section 106 government-to-government consultation meetings, was the senior author on the DEIS and FEIS cultural resources technical sections, and assisted DOS in drafting the PA. She has developed close working relationships with DOS, ACHP, USACE, SHPOS, and numerous tribes through this process.

2nd Program Director

[REDACTED] is responsible for management of the operations of ENTRIX; most of his activities are focused in the western USA; this includes oversight of all major projects, client interaction, and assignment of the firm's resources to various activities.

[REDACTED] as over 32 years of professional experience is responsible for management of the western operations of ENTRIX; this includes oversight of all major projects, client interaction, and assignment of the firm's resources to various

activities. He has gained experience throughout the country, working from New York, Anchorage, San Francisco, and Santa Barbara. In connection with his various assignments, [redacted] has served as an expert witness in hearings before federal agencies, including the Atomic Energy Commission (now NRC), Federal Power Commission (now FERC) and various state agencies. He assists clients in developing and implementing strategies for their relations with key agencies.

3rd. Social Sciences Task Leader

[redacted] has 36 years of experience in economic impact, benefit-cost, feasibility, agricultural economics, land use planning, and environmental analyses. He joined the firm in 1991, prior to which he was a lending officer with Bank of America and a planner with Sun Oil Company. At ENTRIX, he was the senior economic consultant for a third-party EIS for the Keystone Pipeline Project, under contract to the U.S. Department of State. He has managed or participated in hundreds of studies addressing local and regional economic impacts of potential pipeline, irrigation, commercial and industrial real estate, and other development projects throughout the United States. He has also analyzed the impacts of resource shortages and of changing resource policies at the federal and state levels.

3rd. Technical Physical Resources Task Leader

[redacted] led the Physical Resources Task for the Keystone Oil Pipeline EIS. Dr. Abbe is an internationally recognized geologist and geomorphologist with 20 years of applied science and research experience in geology, geomorphology, environmental restoration, and land management. [redacted] is an expert in the geomorphology of rivers and the mechanics of channel migration. He has designed retrofit stream crossings with complex grade control structures for gas pipelines that have been exposed by channel incision. He has designed stream crossings for highway and pipeline corridor projects in a number of different geographic settings. He is currently assisting in assessing the impacts of bed degradation in the Missouri River system for an EIS program with USACE, Kansas City District as lead agency that is addressing the impacts of gravel dredging for construction materials on engineered structures and river/wetland habitats. Recently, [redacted] co-authored technical guidelines for the delineation of channel migration zones for the Washington State Department of Ecology and an introduction to engineered log jam (ELJ) technology for the U.S.D.A. Natural Resource Conservation Service.

NEPA/MEPA Compliance Task Leader

[redacted] is a National expert in the National Environmental Policy Act (NEPA compliance and process) and the Montana Environmental Policy Act (MEPA - a Montana state law with very similar requirements and process as NEPA) and California's Environmental Quality Act (CEQA). [redacted] has extensive experience overseeing Multi-State Regional Programmatic and Site Environmental Impact Statement (EIS) Projects and Statewide EISs and Environmental Assessments (EAs) in compliance NEPA and MEPA. He has led

(over 40 major EISs) and served as NEPA Project Manager for more than 30 years. [redacted] has worked on studies for linear corridor related EIS projects in all 12 contiguous Western States for major pipelines, electrical transmission lines, energy and regional electrical power marketing as well as aspects of public land management. [redacted] administered multi-agency master contracts involving the NEPA and related state and federal environmental protection laws, such as Clean Air and Water Acts, Floodplains Protection Act, Endangered Species Act, National Historic Preservation Act, Resource Conservation and Recovery Act, Toxic Substances Control Act, and others.

Project Scope Task Leader

[redacted] has 38 years of experience in all aspects of energy project development. He has managed and served as technical lead for preparation of Environmental Assessments, Environmental Impact Statements, Environmental Reports, Initial Studies, and Environmental Impact Reports under national (NEPA) and various state environmental review statutes for high pressure natural gas pipelines lines, crude oil and refined product pipelines, high voltage transmission lines and energy generation projects. Most recently, [redacted] served as the technical lead for the analysis of alternatives, cumulative impact analysis and preparation of the Draft Record of Decisions for the Keystone Pipeline Project EIS and Presidential Permit. He is currently managing or providing technical direction of two NEPA-Environmental Impact Statements under 3rd party contracts with the U.S. Army Corps of Engineers.

Biological Resources Task Leader

[redacted] has over 22 years experience in environmental consulting, impact assessments, and assessment-related research, specializing in fisheries surveys, wetland habitat mapping, threatened and endangered species surveys, and large mammal aerial surveys. [redacted] was the primary author and analyst for the Keystone Pipeline EIS for wetlands, vegetation, wildlife and endangered species; and was the primary author and analyst for the Alberta Clipper Pipeline EIS for endangered species. She supervised preparation and provided reviews of the Alberta Clipper Pipeline EIS wildlife section. [redacted] served as the biological sciences lead for the Northern Rail Extension and the Port MacKenzie Rail Extension EISs, also serving as the primary author and analyst for wildlife and habitat analyses for both projects. She assisted with design, implementation, completion, and data analysis of fisheries habitat surveys for both rail extension EIS projects. She has completed numerous biological assessments for oil and gas projects on Alaska's North Slope including the Liberty Development EIS, the Alpine Satellite Development EIS; and she has designed impact assessment studies for the Badami, Point Thomson, Prudhoe Bay, Endicott, and Milne Point Developments. She has designed and directed studies focused on fisheries and wildlife-habitat relationships, construction

related habitat use impacts, geographic database, construction, spatial analyses, and aquatic biomonitoring. [redacted] has published on a variety of wildlife-oil and gas related topics.

Support Services Project Coordinator

[redacted] has over six years of experience coordinating complex projects involving document production and management. Part of that experience has been working as a supervisor in managing a support service team for an investment bank. [redacted] understands the nature of working in a fast-paced and demanding environment and readily adapts to changing priorities. Areas of expertise include maintaining plans and milestones for projects; tracking and reporting on deliverables, resource allocation and document management. Jennifer provides support in project coordination, scheduling, report formatting and production, graphics, and communications. She is proficient with Microsoft Word, Excel, PowerPoint, and Project as well as Adobe Acrobat Professional and Creative Suite.

4.3.2 Catena Consulting, LLC

resident

Catena Consulting, LLC (Catena), an environmental consulting firm based in Billings, Montana, provides a variety of professional services in support of resource development and environmental management. Catena's staff are experienced at collecting baseline environmental data, analyzing resource impacts, and preparing and evaluating environmental permitting documents. The experience and capabilities of Catena's staff are supplemented by that of closely associated independent scientists and resource specialists throughout the Upper Great Plains. Catena's integration of experienced independent associates and staff scientists ensures that each project's unique characteristics and site-specific issues are addressed by experienced personnel with local expertise. Catena's most recent Montana projects include baseline environmental investigations for large new coal mining projects and multi-disciplinary baseline data collection and permitting for utility scale wind energy facilities. In addition, Catena's staff and associates have recently provided discipline specific impact analysis for a multitude of projects throughout the Western US.

4.3.3 Osprey Environmental

resident

Osprey Environmental Consulting, Inc.

[redacted] E., offers broad based environmental consulting support to industrial projects. He performs siting studies, conceptual engineering and CEQA/NEPA permitting for new projects. He performs process hazard analysis/process risk assessment, pollution prevention/waste minimization, hazardous materials management, and other environmental regulatory compliance and auditing projects for ongoing operations

Osprey provides technical support to CEQA and NEPA permitting efforts for energy projects. He participates in the development of EIR/EIS environmental documentation for LNG, gas pipeline, oil and gas field development, ethanol fuel and other projects, authoring project descriptions and sections related to safety and risk related to hazardous materials. [redacted] performs comprehensive environmental regulatory compliance auditing for facilities ranging from gas pipeline compressor stations and complex manufacturing facilities to small repair shops. His experience also includes application of his process knowledge to source reduction to minimize the generation of wastes from various industrial processes. He was responsible for preparing the Reliability and Safety section for the Keystone Oil Pipeline EIS.

4.4 Small and Disadvantaged Businesses

ENTRIX is committed to the Federal Small and Small Disadvantaged Business (SB/SDB) Subcontracting Program. Currently, we are working with at least 13 SB/SDB subcontractors and we continually seek to establish working relationships with qualified SB and SDB firms. Our efforts toward this end include, maintaining a standing service agreement with local SB/SDB firms, advertising in local trade papers, and subscribing to local Disadvantaged Business Enterprise (DBE) directories to identify qualified SB/SDB subcontractors.

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5.1 EIS Schedule

ENTRIX understands that adherence to the proposed Project schedule is of critical importance to Keystone and the DOS. We reviewed the schedule presented in the RFP and determined that we will be able to meet the milestones listed without modification. Our proposed schedule for preparation of the EIS and associated documents and for the Section 106 consultation is presented in Figure 5-1. However, as noted in the RFP, the actual schedule will be determined by DOS.

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ENTRIX will use this overall schedule as a guide in working with the DOS PM, who will be responsible for establishing the final schedule for the EIS and associated activities and the Section 106 consultations. Once DOS finalizes the schedule, we will be fully committed to meeting it.

5.2 Ability to Meet the Proposed Schedule

ENTRIX has the management experience and personnel resources to meet the proposed Project schedule. We understand that adhering to the schedule, while maintaining a high-quality product is important to Keystone and to DOS. ENTRIX successfully met the very aggressive schedules for the Keystone Oil Pipeline Project, including the EIS, the Section 106 consultations, and the Programmatic Agreement. We also met all deadlines for the DOS third-party DEIS for the Alberta Clipper Project, which will be issued on November 28, 2006, and have a successful record of meeting all deadlines on other third-party pipeline EISs for FERC, the U.S. Coast Guard, the COE, and BLM. We recognize that DOS third-party projects require a major commitment by both ENTRIX and the DOS to meet the

schedule, and we are committed to providing the XL Project EIS and Section 106 consultations with that level of effort.

Over 75 ENTRIX professionals have experience preparing third-party EISs, and ENTRIX has proven that it has the staff and expertise to successfully manage multiple third-party pipeline and LNG EIS projects concurrently with the firm's other projects. In fact, at one time, ENTRIX worked concurrently on nine third-party EISs for proposed pipeline and/or LNG projects. During preparation of the Keystone Oil Pipeline Project EIS, we were also working on between five and seven gas pipeline and/or LNG project EISs, depending on the time frame considered, and we clearly had the resources to meet the aggressive schedule of the EIS with a technically sound and defensible document.

Those situations clearly demonstrate that ENTRIX has the resources necessary for an EIS such as the DOS EIS for the XL Project, even with other major EISs in progress. More importantly, most of those resources are available at the present time since we are working on only two other pipeline third-party EISs and one third-party EIS for a petroleum dock expansion.

We will be able to devote our proposed Project team to the XL Project as soon we are given authorization to proceed. If additional staff is necessary for the XL Project EIS due to unforeseen circumstances, ENTRIX has adequate staffing to provide whatever staffing level is needed by the ENTRIX PM.

In summary, we have selected a Project team that provides the DOS and Keystone with the EIS experience necessary to efficiently complete the EIS. Our proposed management team and resource specialists have all served in the capacity that they are proposed for this Project or at higher levels. Therefore, we are confident that we can meet the Project schedule presented in Figure 5-1 and provide the DOS with the desired high-quality documents.

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Keystone XL Pipeline Project
Anticipated Schedule

Figure 5-1

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The following three-project references are provided to confirm ENTRIX's qualifications to be the third-party EIS contractor for the Keystone Project. We have also provided client references for the ENTRIX PM.

6.1 Corporate Client References

| Project | Reference |
|--|--|
| Carthage to Perryville Project, FERC Third-Party EIS | Charles Brown Project Manager Federal Energy Regulatory Commission (202) 502-8767 |
| Keystone Oil Pipeline Third party EIS | Mrs. Elizabeth Orlando Office of Environmental Policy US Department of State OES/ENV Washington DC 20520 phone: (202) 647-2484 email: orlandoea2@state.gov |
| Broadwater Energy Project, FERC third-party EIS | Jim Martin Project Manager Federal Energy Regulatory Commission 202-502-8045 |

6.2 Project Manager's Client References

The following are client references specifically for ENTRIX PM.

| Project | Reference |
|---|--|
| Keystone Oil Pipeline Third party EIS | Mrs. Elizabeth Orlando Office of Environmental Policy US Department of State OES/ENV Washington DC 20520 phone: (202) 647-2484 email: orlandoea2@state.gov |
| Wailuka Power Plant and Transmission Line NEPA/SEPA EIS | |
| Northstar Island Third Party EIS (coworker), various NMFS EAs | Mr. Steve Davis National Marine Fisheries Service EIS Coordinator Federal Courthouse Building 222 W. 7th Avenue Room 517 Anchorage, AK 99513 phone: (907) 271-3523 email: steven.k.davis@noaa.gov |

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Section 7

Conflict of Interest and Critical Infrastructure Information

In accordance with 40 CFR 1506.5(c), we have reviewed our past and existing project logs for possible conflicts of interest that may require investigation by the DOS staff. All work of a similar nature conducted within the last three years for other natural gas projects were included in this review. Projects completed consist of (1) the FERC third-party EIS for the Traclebel Calypso Pipeline Project; (2) a FERC third-party EA for the AES Ocean Express Pipeline Project; (3) a U.S. Coast Guard third-party EIS for the Compass Port LNG Project; and (4) the Deepwater Port Application and associated environmental permitting for the Port Pelican LNG Project. Work of a similar nature that is in progress consists of (1) the FERC third-party EISs for the Carthage to Perryville Project, the East Texas Expansion Project, the Kinder Morgan Louisiana Pipeline Project, the Casotte Landing LNG Project, the Broadwater LNG Project, the Rockies Express - East, and the Seafarer US Pipeline System Project; and (2) the Deepwater Port Applications and associated environmental permitting for the Cabrillo Port LNG Project and the Bienville Offshore Energy Terminal Project. Additional information for most of these projects is presented in Section 4.2.

ENTRIX has no financial or otherwise conflicting interests in the outcome of the Keystone Project.

ENTRIX has completed the DOS's Organizational Conflict of Interest (OCI) Representation Statement and the DOS's OCI Questionnaire. These documents are included in Attachment 1 to this proposal.

ENTRIX has also completed the Critical Infrastructure Information Non-Disclosure Agreement, which is included as Attachment 2 to this proposal.

Attachment B1 OCI Representation Statement

Name of Person or Organization: ENTRIX, Inc.

ATTACHMENT "B1"
OCI REPRESENTATION STATEMENT

Name of Person or Organization: ENTRIX, Inc.

I hereby certify (or as a representative of my organization, I hereby certify) that, to the best of my knowledge and belief, no facts exist relevant to any past, present or currently planned interest or activity (financial, contractual, personal, organizational or otherwise) that relate to the proposed work; and bear on whether I have (or the organization has) a possible conflict of interest with respect to (1) being able to render impartial, technically sound, and objective assistance or advice; or (2) being given an unfair competitive advantage.

Signature: _____ Date: November 20, 2008
Name: _____
Organization: ENTRIX, Inc.
Title: Senior Vice President

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¹ An unfair competitive advantage does not include the normal flow of benefits from the performance of the contract.

Name of Person or Organization: Osprey Environmental

ATTACHMENT "B1"
OCI REPRESENTATION STATEMENT

Name of Person or Organization: Osprey Environmental Consulting Inc.

I hereby certify (or as a representative of my organization, I hereby certify) that, to the best of my knowledge and belief, no facts exist relevant to any past, present or currently planned interest or activity (financial, contractual, personal, organizational or otherwise) that relate to the proposed work; and bear on whether I have (or the organization has) a possible conflict of interest with respect to (1) being able to render impartial, technically sound, and objective assistance or advice; or (2) being given an unfair competitive advantage¹

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Signature: _____ Date: Nov 20, 2008

Name: _____

Organization: Osprey Environmental Consulting Inc.

Title: President

¹ An unfair competitive advantage does not include the normal flow of benefits from the performance of the contract.

Name of Person or Organization: **Catena Consulting, LLC**

ATTACHMENT "B1"
OCI REPRESENTATION STATEMENT

Name of Person or Organization: Catena Consulting, LLC (including employees and associates)

I hereby certify (or as a representative of my organization, I hereby certify) that, to the best of my knowledge and belief, no facts exist relevant to any past, present or currently planned interest or activity (financial, contractual, personal, organizational or otherwise) that relate to the proposed work; and bear on whether I have (or the organization has) a possible conflict of interest with respect to (1) being able to render impartial, technically sound, and objective assistance or advice; or (2) being given an unfair competitive advantage¹

Signature: _____ Date: November 20, 2008
Name: _____
Organization: CATENA CONSULTING, LLC
(including employees and the associates)
Title: PROJECT MANAGER / MEMBER

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¹ An unfair competitive advantage does not include the normal flow of benefits from the performance of the contract.

Name of Person or Organization: Catena Consulting

ATTACHMENT "B1"
OCI REPRESENTATION STATEMENT

Name of Person or Organization: _____

I hereby certify (or as a representative of my organization, I hereby certify) that, to the best of my knowledge and belief, no facts exist relevant to any past, present or currently planned interest or activity (financial, contractual, personal, organizational or otherwise) that relate to the proposed work; and bear on whether I have (or the organization has) a possible conflict of interest with respect to (1) being able to render impartial, technically sound, and objective assistance or advice; or (2) being given an unfair competitive advantage.

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Signature: _____

Date: 11/20/08

Name: _____

Organization: Hbsaroka Ecological Consulting

Title: Biologist

¹ An unfair competitive advantage does not include the normal flow of benefits from the performance of the contract.

Name of Person or Organization: **ENTRIX, Inc.**

1. Will you (or your organization) be involved in the performance of any portion of the proposed work under this solicitation?

No.

Yes. The portion of the proposed work; the proposed hours and dollar value; and the type of involvement are fully disclosed on the attached pages.

2. What is (are) the major type(s) of business conducted by you (or your organization)? Please reply on the attached pages.

3. Do you (or your organization) have any affiliates?

No.

Yes. The name and a description of the major type(s) of businesses that each affiliate conducts are disclosed on the attached pages.

4. Will any of the following be involved in performing the proposed work: (a) any entities owned or represented by you (or your organization); (b) your organization's Chief Executive or any of its directors; or (c) any affiliates?

No.

Yes. A full disclosure and discussion is given in the attached pages.

5. Are you (or your organization) an energy concern?

No.

Yes. A full disclosure and discussion is given in the attached pages.

6. Do you (or your organization) have a direct or indirect relationship (financial, organizational, contractual or otherwise) with any business entity that could be affected in any way by the proposed work under this solicitation?

Your Name or Organization: **ENTRIX, Inc.**

No.

Yes. List the business entity (ies) showing the nature of your relationship and how it would be affected by the proposed work.

ENTRIX provided the consulting services listed below to Keystone for the Keystone Oil Pipeline Project; all services were conducted under the direction of the U.S. Department of State: (1) a third-party environmental impact study and associated activities conducted, and (2) tribal consultations under Section 106 of the National Historic Preservation Act and an associated Programmatic Agreement. All work was

ENTRIX
ENVIRONMENTAL CONSULTANTS

completed in 2008, for a total charge of approximately \$2.9 million. We do not believe this work would have any impact on the project described in the RFP and the ENTRIX proposal.

7. What percentage of your total income for the current and preceding fiscal years resulted from arrangements with any of the entities identified in Question 6 above?

0% For the current fiscal year - from / / to / / .

0% For the preceding fiscal year - from / / to / / .

8. Do you (or your organization) currently have or have you had during the last 6 years any arrangements (for example, contracts and cooperative agreements) awarded, administered, or funded wholly or partly by the Commission or any other Federal agency which relate to the proposed Statement of Work?

- No.
 Yes. A full disclosure and discussion is given in the attached pages.

9. Do you (or your organization) have or have you ever had any contracts, agreements, special clauses, or other arrangements which prohibit you (or your organization) from proposing work to be performed in this solicitation or any portion thereof.

- No.
 Yes. A full disclosure and discussion is given in the attached pages.

10. Do you (or your organization) have any involvement with or interest (direct or indirect) in technologies, which are or may be subjects of the contract, or which maybe substitutable for such technologies?

- No.
 Yes. A full disclosure and discussion is given in the attached pages.

11. Could you (or your organization) in either your private or Federal Government business pursuits use information acquired in the performance of the proposed work; such as:

- A. Data generated under the contract?
- B. Information concerning Commission plans and programs?
- C. Confidential and proprietary data of others?

- No.
 Yes. A full disclosure and discussion is given in the attached pages.

12. Under the proposed work, will you (or your organization) evaluate or inspect your own services or products, or the services or products of any other entity that has a relationship (such as client, organizational, financial, or other) with you (or your organization)? This could include evaluating or inspecting a competitor's goods and services.

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No.

Yes. A full disclosure and discussion is given in the attached pages.

13. To avoid what you perceive as a possible organizational conflict of interest, do you (or your organization) propose to: exclude portions of the proposed work; employ special clauses; or take other measures?

No.

Yes. A full discussion is given in the attached pages. No possibility of an organizational conflict of interest is perceived. This answer is briefly justified on the attached pages.

I hereby certify that I have authority to represent my organization, if applicable, and that – to the best of my knowledge and belief – the facts and representations presented on the three pages of this questionnaire and on the 1 page of the attachment to it are accurate and complete.

Signature: _____

Name: _____

Title: _____

Senior Vice President and Manager

Date: _____

Organization: _____

November 19, 2008

ENTRIX, Inc.

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OCI Questionnaire – Additional Information

ENTRIX, Inc. –

1. The services to be provided are to assist the DOS in preparation of the Keystone XL Oil Pipeline Project. The cost estimate has been provided to TransCanada Keystone Pipeline, LP.
2. ENTRIX, Inc. is an Environmental Consulting firm.
3. ENTRIX affiliates are:
 - ENTRIX Americas SA – Environmental Consulting
 - ENTRIX Canada Limited – Environmental Consulting

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Name of Person or Organization:

Catena Consulting**ATTACHMENT "C"
OCI QUESTIONNAIRE**Name of Person or Organization: Catena Consulting, LLC

1. Will you (or your organization) be involved in the performance of any portion of the proposed work?
- No.
 Yes. The portion of the proposed work; the proposed hours and dollar value; and the type of involvement are fully disclosed on the attached pages.
2. What is (are) the major type(s) of business conducted by you (or your organization)? Please reply on the attached pages.
- See attached page.*
3. Do you (or your organization) have any affiliates?¹
- No.
 Yes. The name and a description of the major type(s) of business that each affiliate conducts are disclosed on the attached pages.
4. Will any of the following be involved in performing the proposed work: (a) any entities owned or represented by you (or your organization); (b) your organization's Chief Executive or any of its directors; or (c) any affiliates?¹
- No.
 Yes. A full disclosure and discussion is given in the attached pages.
5. Are you (or your organization) an energy concern?¹
- No.
 Yes. A full disclosure and discussion is given on the attached pages.
6. Do you (or your organization) have a direct or indirect relationship (financial, organizational, contractual or otherwise) with any business entity that could be affected in any way by the proposed work?
- No.
 Yes. List the business entity(ies) showing the nature of your relationship and how it would be affected by the proposed work.
7. What percentage of your total income for the current and preceding fiscal years resulted from arrangements with any of the entities identified in Question 6 above?
- None*
- 0 % For the current fiscal year -- from _____ to _____
0 % For the preceding fiscal year -- from _____ to _____
8. Do you (or your organization) currently have or have you had during the last 6 years any arrangements (for example, contracts and cooperative agreements) awarded, administered, or funded -- wholly or partly -- by the Department of State or any other Federal agency which relate to the proposed Statement of Work?
- No.
 Yes. A full disclosure and discussion is given on the attached pages.

ENTRIX

ENVIRONMENTAL CONSULTANTS

9. Do you (or your organization) have or have you ever had any contracts, agreements, special clauses, or other arrangements which prohibit you (or your organization) from proposing work to be performed in this solicitation or any portion thereof?
- (x) No.
() Yes. A full disclosure and discussion is given on the attached pages.
10. Do you (or your organization) have any involvement with or interest (direct or indirect) in technologies which are or may be subjects of the contract, or which may be substitutable for such technologies?
- (x) No.
() Yes. A full disclosure and discussion is given on the attached pages.
11. Could you (or your organization) in either your private or Federal Government business pursuits use information acquired in the performance of the proposed work; such as:
- (a) Data generated under the contract?
(b) Information concerning DOS plans and programs?
(c) Confidential and proprietary data of others?
- (x) No.
() Yes. A full disclosure and discussion is given on the attached pages.
12. Under the proposed work, will you (or your organization) evaluate or inspect your own services or products, or the services or products of any other entity that has a relationship (such as client, organizational, financial, or other) with you (or your organization)? This could include evaluating or inspecting a competitor's goods and services.
- () No.
(x) Yes. A full disclosure and discussion is given on the attached pages.
13. To avoid what you perceive as a possible organizational conflict of interest, do you (or your organization) propose to: exclude portions of the proposed work; employ special clauses; or take other measures?
- () No.
() Yes. A full discussion is given on the attached pages.
(x) No possibility of an organizational conflict of interest is perceived. This answer is briefly justified on the attached pages.

I hereby certify that I have authority to represent my organization, if applicable, and that -- to the best of my knowledge and belief -- the facts and representations presented on the two pages of this questionnaire and on the one page of the attachment to it are accurate and complete.

Signature:

Date:

NOVEMBER 15, 2008

Name:

Organization:

CATENA CONSULTING LLC

Title:

PROJECT MANAGER / MEMBER

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ENTRIX

ENVIRONMENTAL CONSULTANTS

Name of Person or Organization: **Catena Consulting**

RESPONSES:

- 1) Catena Consulting, LLC (Catena) and independent associates, including _____ and _____ will assist Entrix, Inc. (Entrix) in evaluating the environmental impacts of the project. Primary roles will be associated with assessing impacts related to biological issues, soils, and land use. Additional duties will specifically relate to ensuring compliance with the Montana Environmental Policy Act. The proposed scope of activities, hours, and dollar amounts are identified in the proposal submitted by Entrix, Inc.
- 2) Catena is engaged in the business of environmental consulting. Services provided by Catena include baseline environmental studies, environmental sampling and monitoring, remediation systems operation, project permitting, and related services. Catena often works closely with independent associates to provide project support with an interdisciplinary approach.
- 3) Catena has no affiliates. The term "affiliates" is understood to mean "...business concerns which are affiliates of each other when either directly or indirectly one concern or individual controls or has the power to control another, or when a third party controls or has the power to control both."
- 4) _____ Catena and independent associates including _____ will perform the proposed work. All work will be performed by these individuals or employees of Catena _____ is the signatory of this document, which accurately represents his business relationships and the relationships of Catena and employees. _____ have prepared separate OCIs.
- 5) No additional response required.
- 6) No additional response required.
- 7) No additional response required.
- 8) No additional response required.
- 9) No additional response required.
- 10) No additional response required.
- 11) No additional response required.
- 12) Catena will not inspect its own services or the services or products of any entity with which Catena has a relationship except possibly as a competitor. It is possible that the project proponent previously hired business entities engaged in activities similar to Catena and Catena's associates to provide services in support of the project, the products of which may be reviewed under the proposed work. If such entities were hired and regularly compete with Catena for contracts to provide services, they may be considered competitors. Catena does not know whether the project proponent has hired such contractors or whether, if hired, these contractors are competitors of Catena. This statement is intended only to acknowledge the possibility.
- 13) The only extended response in this questionnaire is the response to Question 12. It is common for environmental consultants such as Catena to review the products of other entities that may be competitors due to the similarity in services provided. Neither Catena nor Catena's associates know of involvement by any competitor and Catena has not competed for contracts offered by the project's proponent. While a competitive relationship between Catena and a contractor to the project proponent does potentially exist, such a relationship is not perceived to be a conflict of interest.

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Name of Person or Organization: _____

ATTACHMENT "C"
OCI QUESTIONNAIRE

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Name of Person or Organization: _____

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1. Will you (or your organization) be involved in the performance of any portion of the proposed work?
 No.
 Yes. The portion of the proposed work; the proposed hours and dollar value; and the type of involvement are fully disclosed on the attached pages.

2. What is (are) the major type(s) of business conducted by you (or your organization)? Please reply on the attached pages.

See attached page.

3. Do you (or your organization) have any affiliates?¹
 No.
 Yes. The name and a description of the major type(s) of business that each affiliate conducts are disclosed on the attached pages.

4. Will any of the following be involved in performing the proposed work: (a) any entities owned or represented by you (or your organization); (b) your organization's Chief Executive or any of its directors; or (c) any affiliates?¹
 No.
 Yes. A full disclosure and discussion is given in the attached pages.

5. Are you (or your organization) an energy concern?¹
 No.
 Yes. A full disclosure and discussion is given on the attached pages.

6. Do you (or your organization) have a direct or indirect relationship (financial, organizational, contractual or otherwise) with any business entity that could be affected in any way by the proposed work?
 No.
 Yes. List the business entity(ies) showing the nature of your relationship and how it would be affected by the proposed work.

7. What percentage of your total income for the current and preceding fiscal years resulted from arrangements with any of the entities identified in Question 6 above?

None

0 % For the current fiscal year -- from _____ to _____
0 % For the preceding fiscal year -- from _____ to _____

8. Do you (or your organization) currently have or have you had during the last 6 years any arrangements (for example, contracts and cooperative agreements) awarded, administered, or funded -- wholly or partly -- by the Department of State or any other Federal agency which relate to the proposed Statement of Work?
 No.
 Yes. A full disclosure and discussion is given on the attached pages.

ENTRIX
ENVIRONMENTAL CONSULTANTS

9. Do you (or your organization) have or have you ever had any contracts, agreements, special clauses, or other arrangements which prohibit you (or your organization) from proposing work to be performed in this solicitation or any portion thereof?

- (x) No.
() Yes. A full disclosure and discussion is given on the attached pages.

10. Do you (or your organization) have any involvement with or interest (direct or indirect) in technologies which are or may be subjects of the contract, or which may be substitutable for such technologies?

- (x) No.
() Yes. A full disclosure and discussion is given on the attached pages.

11. Could you (or your organization) in either your private or Federal Government business pursuits use information acquired in the performance of the proposed work such as:

- (a) Data generated under the contract?
(b) Information concerning DOS plans and programs?
(c) Confidential and proprietary data of others?

- (x) No.
() Yes. A full disclosure and discussion is given on the attached pages.

12. Under the proposed work, will you (or your organization) evaluate or inspect your own services or products, or the services or products of any other entity that has a relationship (such as client, organizational, financial, or other) with you (or your organization)? This could include evaluating or inspecting a competitor's goods and services.

- () No.
(x) Yes. A full disclosure and discussion is given on the attached pages.

13. To avoid what you perceive as a possible organizational conflict of interest, do you (or your organization) propose to: exclude portions of the proposed work; employ special clauses; or take other measures?

- () No.
() Yes. A full discussion is given on the attached pages.
(x) No possibility of an organizational conflict of interest is perceived. This answer is briefly justified on the attached pages.

I hereby certify that I have authority to represent my organization, if applicable, and that - to the best of my knowledge and belief - the facts and representations presented on the two pages of this questionnaire and on the one page of the attachment to it are accurate and complete.

Signature: _____

Date: November 16, 2008

Name: _____

Organization: Elliott Consulting

Title: Biologist

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ENTRIX
ENVIRONMENTAL CONSULTANTS

RESPONSES:

- 1) [redacted] will work in association with Catena Consulting, LLC (Catena) to assist Entrix, Inc. (Entrix) in evaluating the environmental impacts of the project. Primary roles will be associated with assessing impacts related to biological issues, soils, and land use. Additional duties will specifically relate to ensuring compliance with the Montana Environmental Policy Act. The proposed scope of activities, hours, and dollar amounts are identified in the proposal submitted by Entrix, Inc.
- 2) [redacted] is engaged in the business of environmental consulting. Services provided by [redacted] include baseline environmental studies, environmental sampling and monitoring, expert testimony, and related services.
- 3) [redacted] has no affiliates. The term "affiliates" is understood to mean "...business concerns which are affiliates of each other when either directly or indirectly one concern or individual controls or has the power to control another, or when a third party controls or has the power to control both."
- 4) [redacted] is an independent contractor doing business as Elliott Consulting. No other entities are owned or represented and [redacted] Consulting have no affiliates.
- 5) No additional response required.
- 6) No additional response required.
- 7) No additional response required.
- 8) No additional response required.
- 9) No additional response required.
- 10) No additional response required.
- 11) No additional response required.
- 12) [redacted] will not inspect his own services or the services or products of any entity with which [redacted] has a relationship except possibly as a competitor. It is possible that the project proponent previously hired business entities engaged in activities similar to [redacted] Consulting to provide services in support of the project, the products of which may be reviewed under the proposed work. If such entities were hired and regularly compete with [redacted] for contracts to provide services, they may be considered competitors. [redacted] does not know whether the project proponent has hired such contractors or whether, if hired, these contractors are competitors of [redacted] Consulting. This statement is intended only to acknowledge the possibility.
- 13) The only extended response in this questionnaire is the response to Question 12. It is common for environmental consultants such as [redacted] to review the products of other entities that may be competitors due to the similarity in services provided. [redacted] does not know of involvement by any competitor and [redacted] has not competed for contracts offered by the project's proponent. While a competitive relationship between [redacted] and a contractor to the project proponent does potentially exist, such a relationship is not perceived to be a conflict of interest.

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ENTRIX

ENVIRONMENTAL CONSULTANTS

9. Do you (or your organization) have or have you ever had any contracts, agreements, special clauses, or other arrangements which prohibit you (or your organization) from proposing work to be performed in this solicitation or any portion thereof?
- No.
 Yes. A full disclosure and discussion is given on the attached pages.
10. Do you (or your organization) have any involvement with or interest (direct or indirect) in technologies which are or may be subjects of the contract, or which may be substitutable for such technologies?
- No.
 Yes. A full disclosure and discussion is given on the attached pages.
11. Could you (or your organization) in either your private or Federal Government business pursuits use information acquired in the performance of the proposed work, such as:
- (a) Data generated under the contract?
(b) Information concerning DOS plans and programs?
(c) Confidential and proprietary data of others?
- No.
 Yes. A full disclosure and discussion is given on the attached pages.
12. Under the proposed work, will you (or your organization) evaluate or inspect your own services or products, or the services or products of any other entity that has a relationship (such as client, organizational, financial, or other) with you (or your organization)? This could include evaluating or inspecting a competitor's goods and services.
- No.
 Yes. A full disclosure and discussion is given on the attached pages.
13. To avoid what you perceive as a possible organizational conflict of interest, do you (or your organization) propose to: exclude portions of the proposed work; employ special clauses; or take other measures?
- No.
 Yes. A full discussion is given on the attached pages.
 No possibility of an organizational conflict of interest is perceived. This answer is briefly justified on the attached pages.

I hereby certify that I have authority to represent my organization, if applicable, and that - to the best of my knowledge and belief - the facts and representations presented on the two pages of this questionnaire and on the one page of the attachment to it are accurate and complete.

Signature: _____

Date: 11/17/08

Name: _____

Organization: Absentia Ecological Consulting

Title: Biologist

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ENTRIX

ENVIRONMENTAL CONSULTANTS

RESPONSES:

- 1) [redacted] will work in association with Catena Consulting, LLC (Catena) to assist Entrix, Inc. (Entrix) in evaluating the environmental impacts of the project. Primary roles will be associated with assessing impacts related to biological issues, soils, and land use. Additional duties will specifically relate to ensuring compliance with the Montana Environmental Policy Act. The proposed scope of activities, hours, and dollar amounts are identified in the proposal submitted by Entrix, Inc.
- 2) [redacted] is engaged in the business of environmental consulting. Services provided by [redacted] include baseline environmental studies, environmental sampling and monitoring, expert testimony, and related services.
- 3) [redacted] has no affiliates. The term "affiliate" is understood to mean "...business concerns which are affiliates of each other when either directly or indirectly one concern or individual controls or has the power to control another, or when a third party controls or has the power to control both."
- 4) [redacted] is an independent contractor doing business as Absaroka Ecological Consulting. No other entities are owned or represented and [redacted] and Absaroka Ecological Consulting have no affiliates.
- 5) No additional response required.
- 6) No additional response required.
- 7) No additional response required.
- 8) No additional response required.
- 9) No additional response required.
- 10) No additional response required.
- 11) No additional response required.
- 12) [redacted] will not inspect his own services or the services or products of any entity with which [redacted] has a relationship except possibly as a competitor. It is possible that the project proponent previously hired business entities engaged in activities similar to [redacted] and Absaroka Ecological Consulting to provide services in support of the project, the products of which may be reviewed under the proposed work. If such entities were hired and regularly compete with [redacted] for contracts to provide services, they may be considered competitors. [redacted] does not know whether the project proponent has hired such contractors or whether, if hired, these contractors are competitors of [redacted] or Absaroka Ecological Consulting. This statement is intended only to acknowledge the possibility.
- 13) The only extended response in this questionnaire is the response to Question 12. It is common for environmental consultants such as [redacted] to review the products of other entities that may be competitors due to the similarity of services provided. [redacted] does not know of involvement by any competitor and [redacted] has not compared or contracts offered by the project's proponent. While a competitive relationship between [redacted] and a contractor to the project proponent does potentially exist, such a relationship is not perceived to be a conflict of interest.

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Name of Person or Organization:



Osprey Environmental

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ATTACHMENT "C"

OCI QUESTIONNAIRE

Name of Person or Organization: Osprey Environmental Consulting, Inc.

1. Will you (or your organization) be involved in the performance of any portion of the proposed work?
- No.
 Yes. The portion of the proposed work; the proposed hours and dollar value; and the type of involvement are fully disclosed on the attached pages.

2. What is (are) the major type(s) of business conducted by you (or your organization)? Please reply on the attached pages.

Environmental consulting, especially environmental permitting and regulatory compliance related to energy and hazardous materials management.

3. Do you (or your organization) have any affiliates?¹
- No.
 Yes. The name and a description of the major type(s) of business that each affiliate conducts are disclosed on the attached pages.

4. Will any of the following be involved in performing the proposed work: (a) any entities owned or represented by you (or your organization); (b) your organization's Chief Executive or any of its directors; or (c) any affiliates?¹
- No.
 Yes. A full disclosure and discussion is given in the attached pages.

5. Are you (or your organization) an energy concern?¹
- No.
 Yes. A full disclosure and discussion is given on the attached pages.

6. Do you (or your organization) have a direct or indirect relationship (financial, organizational, contractual or otherwise) with any business entity that could be affected in any way by the proposed work?
- No.
 Yes. List the business entity(ies) showing the nature of your relationship and how it would be affected by the proposed work.

7. What percentage of your total income for the current and preceding fiscal years resulted from arrangements with any of the entities identified in Question 6 above?

0.0% For the current fiscal year - from 1/1/2008 to 11/18/2008
0.0% For the preceding fiscal year - from 1/1/2007 to 12/31/2007

8. Do you (or your organization) currently have or have you had during the last 6 years any arrangements (for example, contracts and cooperative agreements) awarded, administered, or funded – wholly or partly – by the Department of State or any other Federal agency which relate to the proposed Statement of Work?

- (X) No.
() Yes. A full disclosure and discussion is given on the attached pages.

9. Do you (or your organization) have or have you ever had any contracts, agreements, special clauses, or other arrangements which prohibit you (or your organization) from proposing work to be performed in this solicitation or any portion thereof?

- (X) No.
() Yes. A full disclosure and discussion is given on the attached pages.

10. Do you (or your organization) have any involvement with or interest (direct or indirect) in technologies which are or may be subjects of the contract, or which may be substitutable for such technologies?

- (X) No.
() Yes. A full disclosure and discussion is given on the attached pages.

11. Could you (or your organization) in either your private or Federal Government business pursuits use information acquired in the performance of the proposed work, such as:

- (a) Data generated under the contract?
(b) Information concerning DOS plans and programs?
(c) Confidential and proprietary data of others?

- (X) No.
() Yes. A full disclosure and discussion is given on the attached pages.

12. Under the proposed work, will you (or your organization) evaluate or inspect your own services or products, or the services or products of any other entity that has a relationship (such as client, organizational, financial, or other) with you (or your organization)? This could include evaluating or inspecting a competitor's goods and services.

- (X) No.
() Yes. A full disclosure and discussion is given on the attached pages.

13. To avoid what you perceive as a possible organizational conflict of interest, do you (or your organization) propose to: exclude portions of the proposed work; employ special clauses; or take other measures?

- (X) No.
() Yes. A full discussion is given on the attached pages.
() No possibility of an organizational conflict of interest is perceived. This answer is briefly justified on the attached pages.

I hereby certify that I have authority to represent my organization, if applicable, and that – to the best of my knowledge and belief – the facts and representations presented on the three pages of this questionnaire and on the 0 pages of the attachment to it are accurate and complete.

Signature:

[Signature]

Date: November 18, 2008

Name:

[Name]

Organization:

Osorev Environmental Consulting, Inc.

Title:

President

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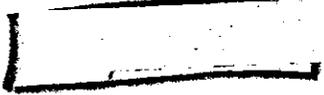
Attachment E

Contractor CII Non-Disclosure Agreement

Name of Person or Organization: **ENTRIX, Inc.**

On behalf of ENTRIX, Inc., I certify that ENTRIX, Inc. will abide by the following terms with respect to critical infrastructure information (CII) that the company has access to because of its work for the Department of State.

- Only authorized company employees with a need for the information will be given access to CII. ENTRIX, Inc. will maintain a list of each employee who is given access to CII, including a listing of each project for which the employee has been given CII.
- ENTRIX, Inc. will not provide CII to or discuss CII with anyone outside the company, except that CII may be discussed with the DOS and other agencies as directed by the DOS, the project's owner, operator, or applicant.
- Any copies made of CII will be marked as CII and treated as CII.
- CII will be used only in performance of ENTRIX, Inc. work for the Department of State. When ENTRIX has completed work on the project, all CII will be returned to the Department of State.
- I acknowledge that a violation of this agreement may result in negative consequences and could alter ENTRIX's ability to contract with the Department of State in the future.

By: 

Title: Senior Vice President

Representing: ENTRIX, Inc.

Date: November 20, 2008

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Name of Person or Organization: Osprey Environmental

On behalf of OSPREY ENVIRONMENTAL, Inc., I certify that OSPREY ENVIRONMENTAL, Inc. will abide by the following terms with respect to critical infrastructure information (CII) that the company has access to because of its work for the Department of State.

- Only authorized company employees with a need for the information will be given access to CII. OSPREY ENVIRONMENTAL, Inc. will maintain a list of each employee who is given access to CII, including a listing of each project for which the employee has been given CII.
- OSPREY ENVIRONMENTAL, Inc. will not provide CII to or discuss CII with anyone outside the company, except that CII may be discussed with the DOS and other agencies as directed by the DOS, the project's owner, operator, or applicant.
- Any copies made of CII will be marked as CII and treated as CII.
- CII will be used only in performance of OSPREY ENVIRONMENTAL, Inc. work for the Department of State. When OSPREY ENVIRONMENTAL has completed work on the project, all CII will be returned to the Department of State.
- I acknowledge that a violation of this agreement may result in negative consequences and could alter OSPREY ENVIRONMENTAL's ability to contract with the Department of State in the future.

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By: _____

Title: President

Representing: OSPREY ENVIRONMENTAL, Inc.

Date: November 20, 2008

Name of Person or Organization: **Catena Consulting, LLC**

On behalf of CATENA CONSULTING, Inc., I certify that CATENA CONSULTING, Inc. will abide by the following terms with respect to critical infrastructure information (CII) that the company has access to because of its work for the Department of State.

- Only authorized company employees with a need for the information will be given access to CII. CATENA CONSULTING, Inc. will maintain a list of each employee who is given access to CII, including a listing of each project for which the employee has been given CII.
- CATENA CONSULTING, Inc. will not provide CII to or discuss CII with anyone outside the company, except that CII may be discussed with the DOS and other agencies as directed by the DOS, the project's owner, operator, or applicant.
- Any copies made of CII will be marked as CII and treated as CII.
- CII will be used only in performance of CATENA CONSULTING, Inc. work for the Department of State. When CATENA CONSULTING has completed work on the project, all CII will be returned to the Department of State.
- I acknowledge that a violation of this agreement may result in negative consequences and could alter CATENA CONSULTING's ability to contract with the Department of State in the future.

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By: _____

Title: Project Manager

Representing: CATENA CONSULTING, Inc.

Date: November 20, 2008

Name of Person or Organization: Catena Consulting

ATTACHMENT "E"
CONTRACTOR CII NON-DISCLOSURE AGREEMENT

On behalf of [contractor name], I certify that [contractor name] will abide by the following terms with respect to critical infrastructure information (CII) that the company has access to because of its work for the Department of State.

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- Only authorized company employees with a need for the information will be given access to CII [contractor name] will maintain a list of each employee who is given access to CII, including a listing of each project for which the employee has been given CII.
- [Contractor name] will not provide CII to or discuss CII with anyone outside the company, except that CII may be discussed with the DOS and other agencies as directed by the DOS, the project's owner, operator, or applicant.
- Any copies made of CII will be marked as CII and treated as CII.
- CII will be used only in performance of [contractor name]'s work for the Department of State. When [contractor name] has completed work on the project, all CII will be returned to the Department of State.
- I acknowledge that a violation of this agreement may result in negative consequences and could alter [contractor name]'s ability to contract with the Department of State in the future.

By: _____
Title: Biologist
Representing: _____
Date: 11/20/08

Sixty-eight (68) pages of resumes Exemption (b)(4)