SCHEDULE "A" – EXHIBIT "A-1"

PROJECT BACKGROUND AND SCOPE OF SERVICES

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

1.0 BACKGROUND, OVERVIEW AND SCOPE OF WORK

1.1 Background

TransCanada Keystone Pipeline, LP ("Keystone") a subsidiary of, TransCanada PipeLines Limited ("TransCanada"), is developing a new pipeline project to transport crude oil from Hardisty, Alberta, Canada, across the United States border and on to refineries in Texas Gulf Coast area of the United States. This project is known as the Keystone XL Project (hereinafter called the "Project" or "Keystone XL"). In the U.S., the Project involves the construction of a new crude oil pipeline and related facilities, including pumping stations, across Montana, South Dakota, Nebraska, Oklahoma and Texas. Pump stations will also be added in Kansas along the Cushing Extension segment of the Keystone Pipeline. The project is more specifically described in Section 1.2.

Keystone is soliciting proposals for the preparation of an Environmental Impact Statement (EIS) and related documents and services for the proposed Project. The EIS will be prepared under a third-party contractual agreement to Keystone, with Keystone being the Applicant. The Department of State (DOS) will act as the lead Federal agency for preparing the EIS in conformance with the National Environmental Policy Act (NEPA). Additionally, the Bureau of Land Management (BLM) will participate in the EIS as a cooperating agency to ensure the EIS satisfies BLM's requirements prior to issuing right(s)-of-way grant(s) and temporary use permits across federal lands and the Montana Department of Environmental Quality (MDEQ) will also participate and review the EIS to ensure that the EIS satisfies its requirements under the Montana Environmental Policy Act (MEPA). The DOS will be responsible for providing supervisory and technical direction to the third-party contractor. A contract will be executed pursuant to third-party contracting procedures consistent with 40 CFR 1506.5(c).

As the Applicant, Keystone is soliciting proposals through this RFP for a third-party contractor to provide the services described in sections 1.3 and 2.0. The technical and cost proposals will be initially reviewed and evaluated by Keystone, which will then submit the top three proposals to the DOS. The DOS, in consultation with the BLM and MDEQ and other appropriate agencies, will make the final selection of the third-party contractor, based on its independent review of the technical, managerial, personnel, and Organizational Conflict of Interest (OCI) aspects of each proposal. Ultimately, DOS will make the final decision. Upon selection of the third-party contractor, Keystone, will finalize a contract with and fund the successful contractor for the preparation of an EIS and attendant activities. Keystone will be responsible for answering any questions from non-selected bidders.

Once a third-party contractor is selected, the DOS will direct the activities of the contractor in the consultation, review, and preparation and processing of documents within the scope identified herein. Neither Keystone nor TransCanada will have control over, or direct the activities of the contractor. Federal agencies participating in the NEPA process may include the BLM, U.S. Fish and Wildlife Service, U.S. Army Corps of Engineers, U.S. Environmental Protection Agency, National Parks Service, and the National Resources Conservation Service. Appropriate regulatory agencies in Montana, South Dakota, Nebraska, Kansas, Oklahoma, and Texas will be invited to participate in the NEPA process.

Keystone has compiled a team to manage, design, and permit the proposed Project. This team has selected a preferred route for the proposed pipeline, along with certain possible alternatives, and has secured the services of ENSR as the prime environmental and cultural resources consultant for the Project. Keystone filed a Preliminary Environmental Report (ER) along with a Presidential Permit Application with the DOS on September 19, 2008. Field surveys of the entire project footprint, where landowner permission has been secured, were completed and will be filed with the DOS on or about November 19, 2008, as part of a comprehensive Environmental Report (ER). A preliminary SF 299 application for a pipeline right-of-way and ancillary facilities under the Mineral Leasing Act (MLA) of 1920 was filed with the BLM in Montana to initiate the cost recovery agreement process in March 2008. Applications for a right-of-way under the MLA and the

Federal Land Policy Management Act are expected to be filed with BLM by utilities (local power providers) for purposes of supplying power to the Project. An application to MDEQ under the Montana Facility Siting Act (MFSA) will be filed on or about December 22, 2008.

1.2 Overview of the Project

Keystone is proposing to construct and operate a crude oil pipeline and related facilities from Hardisty, Alberta, Canada, to the Port Arthur and east Houston areas of Texas in the United States (US). The Project "Keystone XL" will have a nominal capacity to deliver up to 900,000 barrels per day (bpd) of crude oil from an oil supply hub near Hardisty to existing terminals in Nederland near Port Arthur, and the Houston Ship Channel in Houston, Texas. The Steele City Segment of the Project extends from Hardisty, Alberta, crosses the US/Canadian border at Morgan, Montana, and continues southeast to Steele City, Nebraska. The Gulf Coast Segment of the Project extends from Cushing, Oklahoma south to Nederland, Texas. The Houston Lateral extends from the Gulf Coast Segment, Liberty County, Texas southwest to Moore Junction, Harris County, Texas. (Figure 1) In total, the Project will consist of approximately 1,704 miles of new, NPS 36-inch-diameter pipeline, consisting of about 329 miles in Canada and about 1,375 miles within the US. It will interconnect with the northern and southern termini of the 298-mile-long, 36-inch-diameter Cushing Extension segment of the Keystone Pipeline Project (Keystone Cushing Extension). DOS prepared an EIS on the original Keystone Pipeline project that included this segment.

The Project is planned to be placed into service in phases. The Gulf Coast segment is planned to be in service in 2011 and the Steele City Segment is planned to be in-service in 2012.

In the US, the Project will be constructed as follows:

- 36-inch diameter Steele City Segment, approximately 850 miles in length, from the US/Canadian Border at Morgan, Montana to Steele City, Nebraska, which will be constructed with seven mainline spreads, approximately 120 miles each, from 2011 to 2012.
- 36-inch diameter Gulf Coast segment, approximately 478 miles in length, from Lincoln County, Oklahoma to Nederland, Texas, which will be constructed with five mainline spreads, varying in lengths from 65 to 122 miles each, from 2010 to 2011.
- 36-inch diameter Houston Lateral, approximately 47 miles in length, from Liberty County, Texas to Harris County, Texas, which will be constructed with one main spread, in 2011.

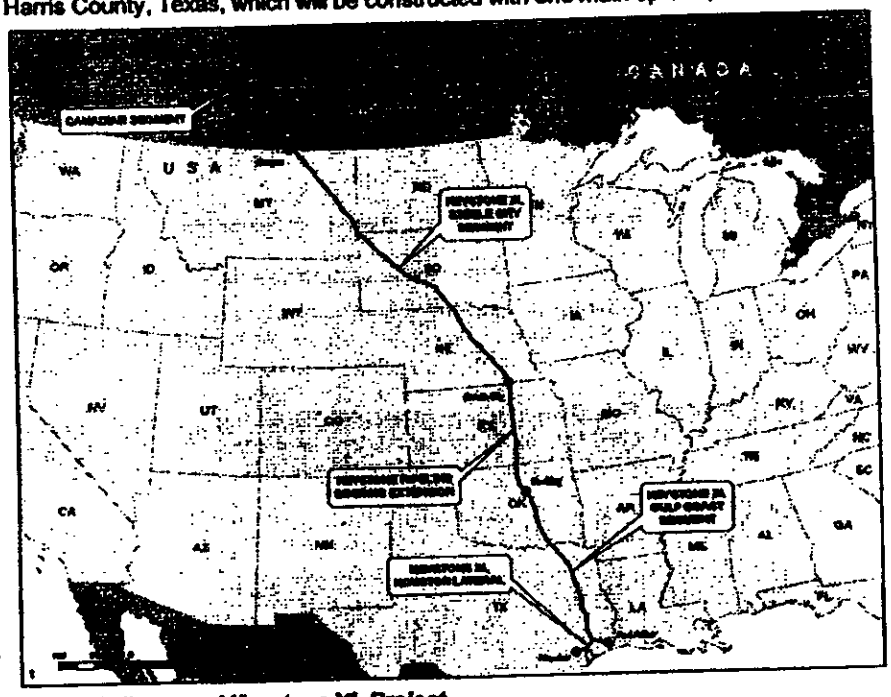

Figure 1- Proposed Keystone XL Project

Temporary use access roads to the construction right of way and temporary use contractor yards or stockpile sites will be required during the construction. Access roads will vary in length and will be required on every 5 to 10 miles along the pipeline route and will be about 20-30 feet wide. Temporary use construction stockpile sites will be about up to 30 acres in size while contractor yards will be about 30 acres in size. Stockpile sites will be located at 30 to 80 mile intervals along the proposed route. Contractor yards are expected to be needed approximately every 60 miles.

A total of 30 new pump stations will be constructed in the US; 18 on the Steele City Segment and 10 on the Gulf Coast Segment. In addition, two (2) new pump stations will be added along the Keystone Cushing Extension in Kansas. A tank farm consisting of three tanks will be constructed on approximately 50 acres near the junction of the Project with the Keystone Cushing Extension at Steele City, Nebraska. Each tank will have a designed capacity of 350,000 barrels and will be used operationally for the management of batch movements.

Valves will be installed and located as dictated by the hydraulic characteristics of the pipeline, as required by federal regulations, and with the intent to enhance public safety and environmental protection as part of Keystone's integrity management practices. Permanent access will be obtained to each of these intermediate sites. Intermediate mainline valves will have a typical spacing of 30 miles.

Densitometer sites for detection of crude oil batch interfaces will be co-located at the last sectional valve upstream of each delivery location as well as at each delivery location.

Delivery metering and proving facilities at Nederland and the Houston Ship Channel will measure the amount of product transported and delivered to terminals.

Finally, electric power lines will be constructed by local power providers to provide power for the new pump stations and to power remotely activated valves and densitometers located along the pipeline route.

While the Project will require electrical transmission lines and facility upgrades in multiple locations along its route, Keystone will not construct and will not be responsible for the permitting of new electrical transmission lines and related facility construction. Local power providers will be responsible for obtaining any necessary approvals or authorizations from federal, state, and local governments for such facilities. The permitting process for the electrical facilities is an independent process but Keystone has included information that could be used in the NEPA document. Construction and operation of these facilities are considered connected actions under NEPA and are evaluated within the Keystone Environmental Report on this project. Keystone will file a separate ROW Grant application with BLM for power lines that cross BLM lands along the Steele City segment. This is required by the BLM in order to ensure those ROWs are processed in parallel with the Keystone XL ROW grant. However, Keystone will transfer those ROW grants to the appropriate power providers once those power providers have been selected and have started their permitting process.

The crude oil transported by the Project to market destinations in the US is expected to be integrated into the existing US crude oil pipeline system and processed at existing refineries.

1.3 Scope of Work

Subject to the requirements, descriptions, and timelines, set forth at Sections 1.4 and 2.0, the selected third-party contractor will work under the direction of the DOS to perform the following tasks:

- Verify, supplement as appropriate, update, and maintain mailing lists.
- Create and host project website.
- Create web-based administrative record inventory and assemble and house the administrative record on the Keystone XL application.
- Review and/or prepare draft Notice(s) of Intent to Prepare EIS and Notice(s) of Public Scoping Meetings. Finalize and assist the DOS in issuing these Notices in print, by mail, and in media releases.
- Coordinate and attend scoping meetings and other meetings (including tribal consultation meetings) and site visits, as required by the DOS and other regulatory agencies.

- Work with the DOS to identify and summarize concerns of affected/adjacent landowners, landowner organizations, environmental groups, other interested stakeholders, and Federal, State and local agencies.
- Communicate with and assess information from those concerned parties and advise Keystone's staff and Keystone's environmental consultant regarding the collection of additional data, suggested alternative routes, and/or mitigation to respond to these concerns.
- Review and comment on the background and field survey data developed by Keystone's environmental consultant to support the ER that will be filed on or about November 19, 2008. Request additional data where needed for the development of the EIS. This review may include the following items:
    - maps and alignment sheets;
    - work required to comply with the Endangered Species Act, including field surveys;
    - work required to comply with the National Historic Preservation Act, including field surveys;
    - work required to comply with BLM requirements for Minerals Leasing Act and Federal Land Policy Management Act;
    - work required to comply with the Montana Major Facilities Siting Act (MFSA); and
    - work (including field surveys) required to delineate waters of the U.S. and wetlands that will be subject to the Federal permitting requirements.
- Review and comment on field surveys conducted by Keystone's environmental consultant, to include:
    - review information that will be the basis of the EIS; and
    - review alternatives analysis completed to date for adequacy in the EIS/MEPA process.
- Prepare and submit a Preliminary Draft EIS (PDEIS) to the DOS for review and comment.
- Incorporate comments from the DOS into the PDEIS.
- Prepare and submit the revised PDEIS to the DOS and cooperating agencies.
- Incorporate/resolve comments on the PDEIS from the DOS and the cooperating agencies.
- Prepare and submit a Draft EIS (DEIS) to the DOS with copies to EPA and Congress. Prepare, print and mail public copies including copies to identified libraries and other stakeholders (assume 100 copies).
- Draft the notice of Public Availability and public comment period on the DEIS and assist the DOS in issuing these notices by printing and mailing.
- Coordinate public comment on DEIS, including helping DOS arrange public comment meetings to include a court reporter, news releases, mailings and other logistical needs.

  Assist the DOS in preparing responses to public comments on the DEIS to include creating web-based tracking of all comments.
- Prepare and submit a draft Final EIS (FEIS) to the DOS and the cooperating agencies, as necessary for review and comment.
- Prepare, print, and submit a revised Final EIS (FEIS) to the DOS, EPA and Congress. Prepare, print, and mail public copies (assume 250 copies).
- Draft the notice of Public Availability of the FEIS and assist State in issuing that notice to include mailings and media releases.
- The contractor may also be required to assist the DOS in preparing a Record of Decision (ROD).
- The contractor will likely be required to help draft and finalize a Programmatic Agreement under Section 106 of the NHPA for treatment of cultural resources after possible permit award.
- Create log, store and organize the Administrative Record

1.4 Services Required

The selected third-party contractor will be responsible for working with the DOS, Keystone, Keystone's environmental consultant, and the various stakeholders. The selected third-party contractor will keep the DOS apprised of issues as they arise, and when the DOS determines it is appropriate, participate in stakeholder meetings and site visits to identify and possibly help resolve issues.

The third-party contractor will also be responsible for assisting the DOS in conducting the NEPA review, preparing an EIS, and completing related work as provided in Section 1.3 within an agreed-upon schedule and approved budget. It will be the contractor's responsibility to notify Keystone if the work effort required by the DOS exceeds the work effort on which the bid was based, or the approved budget.
The third-party contractor will be responsible for providing the following services:

1.4.1 Preparation, printing and reproduction of all project-related documents, reports, and notices required by the DOS. In addition to paper copies, all materials must be provided to the DOS on compact disk, in Microsoft Word and Acrobat PDF format. Keystone will provide any required databases (such as mailing lists). The camera-ready DEIS and FEIS will be provided as .pdf files in addition to hard copy. Note, that all printing and mass mailings will be completed by the contractor.

1.4.2 Keystone, or its environmental contractor, may prepare draft notices and presentation materials for public scoping and DEIS public comment meetings, as well as public meetings required by the Montana statutes (one required per county crossed). If so, the selected contractor will be responsible for review and finalizing these materials with the DOS and for their issuance and use. The selected contractor may be responsible for drafting this notice. The selected contractor will also set-up and coordinate the public meetings, including arrangement for and payment of a court stenographer. This task will require close coordination with the DOS. Required work will include arranging for meeting places, placing notices/announcements in the appropriate news media (local newspapers, radio stations, etc.), and mailings to stakeholders to include each landowner, working with Keystone under DOS' direction regarding preparation of materials for meetings, participating in meetings, and preparing reports summarizing the scoping meetings and public comment meetings on the DEIS. The selected contractor will prepare a summary of agency scoping comments/issues for subsequent agency review and concurrence, as well as summarizing written public comments received during the scoping process and the DEIS public comment process. The comments will be posted on the contractor's hosted web-site. For the purposes of this RFP, assume a minimum of twelve (12) scoping meetings and public comment meetings will be conducted. In Montana, these meetings will need to occur in each county where the proposed and alternative routes are located.

1.4.3 Maintenance of a computerized (sortable database) mailing list of all interested agencies, officials, members of Congress, community/environmental groups, concerned citizens, affected property owners, and other interested parties. Keystone will provide the contractor with an initial mailing list, as well as providing updates throughout the NEPA process.

1.4.4 Set up and maintain on a daily basis a computerized, web based administrative record similar to an Electronic Docket system.

1.4.5 Set-up and maintain an internet website with the capability to accept public comments, and post public information regarding the project.

1.4.6 Characterization of existing environmental conditions, incorporation of issues identified during scoping, assessment of potential environmental effects and significance associated with implementation of the Keystone XL Project, identification of potential route location alternatives (both locally and regionally), and determination of necessary mitigation to avoid and/or reduce impacts to acceptable levels for the environmental topics listed below. Studies shall take into account both direct and indirect effects of project facilities construction, operation and maintenance, upset conditions, and abandonment. The ER contained in the application, the subsequent field surveys, and other already available technical data shall be used to the maximum extent practicable. Use of any data not in the public record for the project must be approved by the DOS.

1.4.7 Preparation of the PDEIS, DEIS, and FEIS to meet the requirements of NEPA; the National Historic Preservation Act; Endangered Species Act; MEPA; other applicable laws and regulations; any additional requirements of the DOS; and to address comments and issues raised during the scoping, DEIS and public meeting processes.

The EIS shall include, in conformance with the CEQ Regulations 40 CFR Section 1502.10, but not necessarily be limited to, the following sections:

- Cover Sheet
- Executive Summary (including Impact Summary Table)
- Introduction
- Description of Proposed Project and Alternatives
- Affected Environment
- Environmental Consequences (including Cumulative Impacts)
- Comparison of Alternatives
- Conclusions (including summary of unavoidable significant adverse effect) and Recommendations (mitigation measures, including mitigation monitoring plan)
- Agencies and Sources Consulted
- List of Preparers and Contributors
- References
- EIS Distribution List
- Index (FEIS only)
- Comments and Responses (FEIS only)
- Appendices and Technical Reports

The EIS should fully address the following resource topics in conformance with CEQ Regulations and current legal standards and case law (as applicable):

- Geology and Mineral Resources
- Soils (including erosion control and restoration/revegetation)
- Water Resources (surface water and groundwater hydrology and quality)
- Biological Resources (including wildlife, vegetation, wetlands, aquatic biology, and threatened and endangered species)
- Land Ownership, Land Use, and Recreation
- Socioeconomics
- Environmental Justice
- Visual Resources/Aesthetics
- Air Quality
- Noise
- Cultural and Paleontological Resources to include TCP issues
- Public Safety
- Potential cumulative Impacts including, for example: Greenhouse Gas Emissions (GHG), climate change and carbon footprint issues
- Potential connected actions, such as refining oil sand products

1.4.8 Some of the information necessary for preparation of the EIS will be available in the Environmental Report (ER) and the field survey reports to be provided by Keystone on or about November 19, 2008 and the MFSA application to be filed on or about December 22, 2008. A Plan of Development (POD) describing the Keystone XL Project planned design, construction, operation, maintenance, and termination will also be provided to the BLM as part of its right-of-way Grant requirements and will be filed in late 2008/early 2009. A supplemental environmental filing will be made in June 2009. The selected contractor will review this information for accuracy and adequacy to ensure compliance with the NEPA requirements for preparation of an EIS. If necessary, the contractor will prepare a timely data request(s) to Keystone (approved by DOS) requesting any other data that may be needed.

1.4.9 In conjunction with the DOS and Keystone, the third-party contractor will be responsible for identifying and assessing potential alternatives to the proposed project that are capable of meeting the project's goals and

are sufficient to meet NEPA requirements, including reducing potentially significant effects associated with the proposed project and fostering informed decision-making. Potential alternatives to the Keystone XL Project will be identified in the ER. Any project alternatives identified by the DOS shall also be addressed to include those raised in the scoping or DEIS phases of the process.

The Description of the Proposed Project and Alternatives should include, at a minimum, the following subsections:

- Purpose and Need for the Project
- Approvals to be Sought through Use of the EIS
- Pipeline Route Description
- Pump Station Facilities
- Ancillary Facilities
- General Design Parameters
- Construction Methods for pipelines and pumping stations (including Applicant-Proposed Mitigation Measures)
- Construction Schedule and Work Force
- Operation and Maintenance Procedures
- Abandonment Procedures
- Interrelationships with Other Planned Projects and Non-jurisdictional Facilities
- Alternatives (including the No Action alternative)

1.4.10 Keystone will be responsible for developing the maps requested by the third-party contractor. Map scale will range from 1:24,000 to 1:3,600 depending on the complexity/sensitivity of the resources potentially affected and project specifics.

1.4.11 Maintain ongoing review of potential environmental issues and assessment of adequacy of overall scope of the environmental analysis. The DOS shall be advised immediately of any potential data gaps or analysis shortcomings.

1.4.12 May arrange with Keystone to participate in site inspections with the DOS. This may occur in conjunction with the scoping meetings.

1.4.13 Accept, analyze and prepare draft responses to comments on the PDEIS, DEIS, and FEIS, and other related documents.

1.4.14 Prepare camera-ready copies of the PDEIS, DEIS and FEIS and any required notices for submission to the DOS and arrange for printing and mailing. For purposes of proposal preparation, assume that the contractor will print and distribute a minimum of 100 copies of the DEIS and 250 of the FEIS (a mixture of CD and hard copies) to cooperating and consulting agencies and other interested stakeholders. (The actual number of preliminary documents required will be determined based on consideration of cooperating agencies' needs.). Please note that mailing to federal agencies must be carried out by Federal Express or equivalent service to avoid irradiation of regular Department mail. Five (5) hard copies of DEIS and FEIS must be filed with EPA. CDs may be distributed to appropriate members of Congress

1.4.15 Develop and maintain a formal project management system to allow for weekly tracking of schedule and budget status for the prime contractor and any subcontractors.

1.4.16 Prepare a Biological Assessment, if appropriate.

1.4.17 Regular consultation with the DOS, BLM, and MDEQ, including travel to Washington, DC and/or Billings and Helena Montana to meet as required.

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1.5 Keystone's Application Development Work

Conduct open houses:	Completed, summer 2008
Environmental surveys, 2008:	May to August, 2008
Environmental Report	November 19, 2008
File MFSA application with MDEQ	December 22, 2008
File final SF 299 and Plan of Development with BLM	late 2008/early 2009
Environmental surveys, 2009:	Winter and spring 2009
Supplement to Environmental Report	June 2009
Draft Biological Assessment	May 2009

1.6 Schedule Milestones for the Project

The scheduled applicable to the EIS process will be established by DOS with the selected contractor. The following schedule of milestones is illustrative.

Activity	Date
Keystone submits to the DOS a draft Notice of Intent to Prepare EIS and Notice of Public Scoping Meetings, and Mailing List	December 10, 2008
Contractor Finalizes Notice of Intent, Notice of Public Scoping Meetings, and mailing list and issues through the DOS	December 22, 2008
Scoping Meetings	January 12 - February 20, 2009
Section 106 work begins with tribal Consultation and development of PA	
Review Keystone Route and surveys	December 2008 - March 2009
Contractor delivers draft PDEIS to the DOS	May 4, 2009
Comments on draft PDEIS returned to contractor	June 1, 2009
Contractor delivers PDEIS to the DOS, Cooperating Agencies, consulting parties, other identified relevant federal and state officials and relevant stakeholders.	July 13, 2009
Comments on PDEIS returned to contractor	August 10, 2009
Contractor delivers DEIS to the DOS with copies to file with EPA and deliver to Congress	August 31, 2009
DOS authorizes mailing of DEIS	September 4, 2009
Hold public meetings to receive comments on DEIS	September - October, 2009
Contractor delivers preliminary FEIS to DOS	December 1, 2009
Comments on preliminary FEIS returned to contractor	January 18, 2010
Contractor delivers FEIS to DOS with copies to file with EPA and deliver to Congress	February 19, 2010
DOS authorizes mailing of FEIS	
Section 106 completed with PA finalized and signed	March 24, 2010
ESA consultations under ESA 7 complete	
DOS issues ROD	May 8, 2010
Contractor prepares Admin Record	

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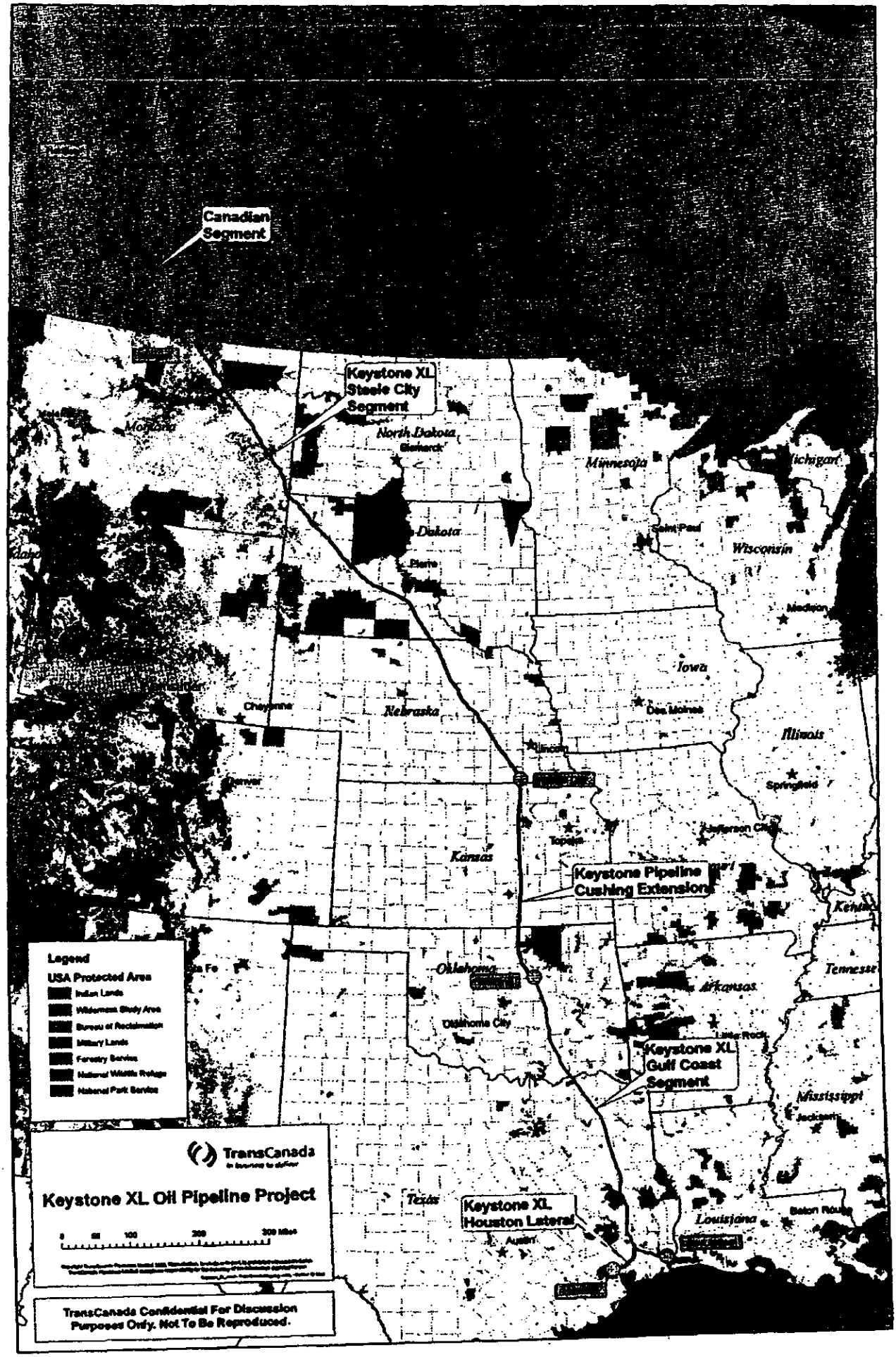
SCHEDULE "A" – EXHIBIT "A-2"

PROJECT MAP

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


Canadian Segment
Keystone XL Steele City Segment
Montana
North Dakota
Bismarck
Minnesota
Michigan
Dakota
Pierre
Saint Paul
Wisconsin
Madison
Iowa
Des Moines
Nebraska
Cheyenne
Lincoln
Illinois
Springfield
Denver
Topeka
Jefferson City
Kansas
Keystone Pipeline Cushing Extension
Kentucky
Legend
USA Protected Area
Indian Lands
Wilderness Study Area
Bureau of Reclamation
Military Lands
Forestry Service
National Wildlife Refuge
National Park Service
Oklahoma
Oklahoma City
Arkansas
Little Rock
Tennessee
Keystone XL Gulf Coast Segment
Mississippi
Jackson
TransCanada
Keystone XL Oil Pipeline Project
Texas
Keystone XL Houston Lateral
Austin
Louisiana
Baton Rouge
TransCanada Confidential For Discussion Purposes Only. Not To Be Reproduced.

SCHEDULE "A" – EXHIBIT "A-3"

CONTRACTOR'S TECHNICAL PROPOSAL

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

Contractor's Technical Proposal dated November 20, 2008

ENTRIX
ENVIRONMENTAL CONSULTANTS

Technical Proposal

Department of State
Environmental Impact Statement
Third-Party Contractor Services

for the

Keystone XL Project

Prepared for

TransCanada Keystone Pipeline, LP
Request for Proposal No. 6414

Prepared by

ENTRIX, Inc.

200 First Ave. West, Suite 500
Seattle, WA 98119

November 28, 2008

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ENTRIX
ENVIRONMENTAL CONSULTANTS

Contents

Section 1 Introduction 1
1.1 Understanding of Project 1
1.2 ENTRIX Team Experience and Qualifications 1
1.2.1 Overall Project Team 2
1.2.2 Project Manager and Deputy Project Manager 2
1.2.3 Other Key Members of Management Team 2
1.3 Proposal Organization 2
Section 2 Technical Approach 3
2.1 Approach to the NEPA and MEPA Process 3
2.1.1 Overall Approach 3
2.1.2 Assessment of Keystone's Environmental Information 4
2.1.3 Site and Right-Of-Way Inspection 4
2.1.4 Prepare Notices and Maintain Mailing Database 5
2.1.5 Public and Administrative Record Websites 5
2.1.6 Public Scoping Meetings 5
2.1.7 EIS Preparation 5
2.1.8 General Sequence of DEIS Preparation 6
2.1.9 Organization of the DEIS 6
2.1.10 Preparation of DEIS Sections 6
2.1.11 Public Comment Meetings on the DEIS 12
2.1.12 Response to Public Comments 12
2.1.13 Preparation of the FEIS 12
2.1.14 On-going Review 13
2.1.15 Meetings and DOS Liaison 13
2.1.16 Biological Assessment 13
2.1.17 Record of Decision 14
2.2 Section 106 Process 14
2.2.1 Identify Potential Consulting Parties 14
2.2.2 Initial Meetings and Consultation 14
2.2.3 Identification of TCP Areas 14
2.2.4 Government to Government Consultation 14
2.2.5 Negotiations on Programmatic Agreement 14
2.3 Scope Modifications/Added Tasks 15
Section 3 Project Organization and Management Approach 17
3.1 Project Organization 17
3.2 Project Management 18

3.2.1 Overview of Management Approach 18
3.2.2 Communication 20
3.2.3 Reporting 20
3.2.4 Cost Control 20
3.2.5 Project Schedule Control 21
3.2.6 Quality Control 21
3.2.7 Project Documentation 21
Section 4 Qualifications and Experience 23
4.1 ENTRIX Team Qualifications 23
4.1.1 ENTRIX 23
4.1.2 Catena Consulting, LLC 24
4.2 Representative Project Experience 24
4.2.1 ENTRIX 24
4.2.2 Catena Consulting, LLC 29
4.3 Project Team Members 31
4.3.1 ENTRIX Management Team 31
4.3.2 Catena Consulting, LLC 33
4.3.3 Osprey Environmental 33
4.4 Small and Disadvantaged Businesses 33
Section 5 Project Schedule 35
5.1 EIS Schedule 35
5.2 Ability to Meet the Proposed Schedule 35
Section 6 References 38
6.1 Corporate Client References 38
6.2 Project Manager's Client References 38
Section 7 Conflict of Interest and Critical Infrastructure Information 40

Figures

Figure 3-1 Keystone Project Organization 18
Figure 5-1 Keystone Project Anticipated Schedule 37

Attachments

Attachment 1 DOS OCI Documentation
Attachment 2 Contractor CII Non-Disclosure Agreement
Attachment 3 Resumes of Key Personnel