

REQUEST FOR PRODUCTION OF DOCUMENTS

1. All documents identified or referred to in your Answers to DRA's First Interrogatories to you. *[Applicable Finding or Condition No.: all]*

ANSWER: See responses to DRA interrogatories 7, 8, 12, 13, 15, 23, 24, 27, 30, 33, 34, 35, 40, 41, 50, 58, 66, 68, and 84.

2. All documents and correspondence presented to any expert in connection with the above-captioned proceedings, or received from any expert, including but not limited to emails, letters, engagement documents, resumes, curriculum vitae, reports, analysis, spreadsheets, schedules, and any drafts thereof. *[Applicable Finding or Condition No.: all]*

ANSWER: Keystone does not intend to call any retained expert witnesses.

3. The most recent resume or curriculum vitae of each expert whom you expect to call as an expert witness at the hearing before the Commission. *[Applicable Finding or Condition No.: all]*

ANSWER: Keystone does not intend to call any retained expert witnesses. Keystone will offer prefiled direct testimony from the following persons, each of whom will testify to the changes identified in Keystone's tracking table for that person's area of expertise:

(1) Corey Goulet, President, Keystone Projects, 450 1st Street S.W., Calgary, AB Canada T2P 5H1; (403) 920-2546; Project purpose, Overall description; Construction schedule; Operating parameters; Overall design; Cost; Tax Revenues

(2) Steve Marr, Manager, Keystone Pipelines & KXL, TransCanada Corporation, Bank of America Center, 700 Louisiana, Suite 700, Houston, TX 77002; (832) 320-5916; same; CMR Plan, Con/Rec Units, HDD's

(3) Meera Kothari, P. Eng., 450 1st Street S.W., Calgary, AB Canada T2P 5H1; (832) 320-5190; same; Design and Construction; PHMSA compliance

(4) David Diakow, Vice President, Commercial, Liquids Pipeline, 450 1st Street S.W., Calgary, AB Canada T2P 5H1; (403) 920-6019; Demand for the Facility

(5) Jon Schmidt, Vice President, Environmental & Regulatory, exp Energy Services, Inc., 1300 Metropolitan Boulevard, Suite 200, Tallahassee, FL 32308; (850) 385-5441; Environmental Issues; CMR Plan, Con/Rec Units, HDD's

(6) Heidi Tillquist, Senior Associate, Stantec Consulting Ltd., 2950 E. Harmony Rd., Suite 290, Fort Collins, CO 80528; (970) 449-8609; High Consequence Areas, Spill Calculations

Resumes for each witness are attached as Keystone 1341-1374.

4. The written reports of experts who are expected to testify on behalf of TransCanada. *[Applicable Finding or Condition No.: all]*

ANSWER: Keystone does not intend to call any retained expert witnesses.

5. All correspondence between TransCanada or its Affiliates and the Commission or Commission staff concerning the Project. *[Applicable Finding or Condition No.: all]*

ANSWER: With the exception of communications from Keystone's project liaison, neither TransCanada or its affiliates has had any correspondence with the Commission or its staff concerning the Project, beyond the certification filed September 15, 2014.

6. All documents concerning production and transportation of crude oil from the Williston Basin area, including but not limited to, projections of crude oil supply to be transported via the proposed Project, and any agreements or commitments entered into with oil producers and refiners with respect to any production from the Williston Basin area. *[Applicable Finding or Condition No.: Finding 14]*

OBJECTION AND RESPONSE: The identity of Keystone's shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect this information from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms of the contracts between

Keystone and its shippers and Section 15(13) of The Interstate Commerce Act. This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014; and the Energy Information Agency Annual Energy Outlook 2014. These documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>, are marked as Keystone 0001-0467.

7. All documents concerning a change in routing of the Project between 2010 and the present date, including but not limited to, any parcel maps showing the precise location of the proposed Project through South Dakota. *[Applicable Finding or Condition No.: Finding 16]*

ANSWER: Please refer to the route variation maps attached as Keystone 0470-0583.

8. All documents setting forth TransCanada's proposed construction schedule for the Project, and all contracts for construction of the proposed Project and all contracts or other documents relating to commitments made with respect to the Project by shippers. *[Applicable Finding or Condition No.: Finding 17]*

ANSWER: Keystone currently has not set a date to commence construction, nor does it have any construction contracts in place. Construction of the proposed Project would begin after Keystone obtains all necessary permits, approvals, and authorizations. Keystone anticipates that the proposed Project would be placed into service approximately 2 years after receiving such authorizations. (FSEIS, page 2.1-69).

9. All documents concerning the decision to use API 5L X70M high-strength steel for the Project in lieu of API 5L X80M high-strength steel. *[Applicable Finding or Condition No.: Finding 18]*

OBJECTION: This request is overlybroad and unduly burdensome because it requests “all documents” concerning the decision to use API 5L X70M high-strength steel. Without waiving the objection, API 5L X80 high strength steel was contemplated as an option during the early stages of the Project. Material evaluation and selection was finalized during the detail design phase of the Project at which time Keystone selected grade X70 materials for use in the pipeline.

10. All documents concerning the decision to use fusion-bonded epoxy (FBE) coating on the proposed pipeline, including but not limited to, contracts or other agreements with the manufacturer of the FBE product, and any communications between TransCanada and such manufacturer. *[Applicable Finding or Condition No.: Finding 18]*

OBJECTION: This request is overlybroad and unduly burdensome because it requests “all documents” concerning the decision to use fusion-bonded epoxy coating on the proposed pipeline. It also seeks information that is not relevant or likely to lead to the discovery of

admissible evidence under SDCL 15-6-26(b) to the extent that it seeks all communications between TransCanada and the manufacturer of the coating.

11. All documents, including internal communications between TransCanada's or its Affiliates' staff, consultants, advisors, or other parties concerning the appropriate pipeline operating pressure for the Project. *[Applicable Finding or Condition No.: Finding 19]*

OBJECTION AND ANSWER: This request is overlybroad, unduly burdensome, not relevant, and not likely to lead to the discovery of admissible evidence. Without waiving the objection, the operating pressure is in accordance with 49 CFR 195.106.

12. All documents showing location of power lines for pumping stations proposed for the Project, the location of proposed pumping stations and mainline valves for the Project in South Dakota, and including, but not limited to all communications between TransCanada's or its Affiliates' staff, consultants, advisors, or other parties concerning location and operation of pumping stations, mainline valves, and the proposed conversion of valves to remote control operations. *[Applicable Finding or Condition No.: Finding 20]*

OBJECTION AND ANSWER: This request is overlybroad, unduly burdensome, not relevant, and not likely to lead to the discovery of admissible evidence. In addition, the location of pump stations and mainline valves is confidential for reasons related to homeland security. Without waiving the objection, please refer to FSEIS 2.1.12.3 Electrical Distribution Lines and Substations.

13. All documents concerning compliance by TransCanada with U.S. Department of Transportation, Pipeline Hazardous Materials and Safety Administration ("PHMSA") regulations

set forth at 49 CFR Part 195, and the special conditions developed by PHMSA and set forth in Appendix Z to the Department of State (“DOS”) January 2014 Final Supplemental Environmental Impact Statement (“Final SEIS”), including but not limited to any and all communications between TransCanada’s or its Affiliates’ staff, consultants, advisors, or other parties, and PHMSA, DOS, or other federal agencies concerning regulatory compliance, approvals, or waivers of applicable regulations with respect to the Project. [*Applicable Finding or Condition No.: Finding 22*]

OBJECTION: This request seeks information that is beyond the scope of the PUC’s jurisdiction and Keystone’s burden under SDCL 49-41B-27. This request also seeks information that is governed by federal law and is within the province of PHMSA. The request is also overlybroad and unduly burdensome by requesting any and all communications between TransCanada, including its consultants, and PHMSA related to the Project.

14. All documents concerning the increase in projected costs for the Project, including but not limited to draft or final budgets, pro-formas, estimated cost schedules, and communications between TransCanada’s or its Affiliates’ staff, consultants, advisors, or other parties regarding the increased estimated costs of the Project. [*Applicable Finding or Condition No.: Finding 23*]

OBJECTION: This request seeks information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b). In addition, Keystone does not maintain a breakdown of the estimated project cost in the way requested, and requiring such a breakdown of costs would require the disclosure of information that has substantial commercial

and proprietary value, and is subject to substantial efforts by Keystone to protect it from actual and potential competitors.

15. All documents setting forth forecasts of “additional crude oil production from the WCSB” and Williston Basin, including any documents discussing the impact of current low oil prices on such forecasts. *[Applicable Finding or Condition No.: Finding 24]*

OBJECTION: This request seeks information that is beyond the scope of the PUC’s jurisdiction and Keystone’s burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone’s custody or control and is not maintained by Keystone in the ordinary course of business. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast, Markets and Transportation June 2014; and the Energy Information Agency Annual Energy Outlook 2014. These documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>, are marked as Keystone 0001-0467.

16. All documents setting forth binding shipper commitments to utilize the Project. *[Applicable Finding or Condition No.: Finding 24]*

OBJECTION: The identity of Keystone’s shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and must be maintained on a confidential

basis pursuant to the terms of the contracts between Keystone and its shippers and Section 15(13) of the Interstate Commerce Act.

17. All documents, including but not limited to communications between TransCanada's or its Affiliates' staff, consultants, advisors, or other parties discussing or containing information stating or indicating that existing or new refineries will import less crude oil and, instead, replace it with crude oil transported via the Project. *[Applicable Finding or Condition No.: Finding 24]*

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast, Markets and Transportation June 2014; and the Energy Information Agency Annual Energy Outlook 2014. These documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>, are marked as Keystone 0001-0467.

18. All documents discussing or setting forth TransCanada's or its Affiliates' forecasts of US demand for petroleum products. *[Applicable Finding or Condition No.: Finding 25]*

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast, Markets and Transportation June 2014; and the Energy Information Agency Annual Energy Outlook 2014. These documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>, are marked as Keystone 0001-0467.

19. All documents setting forth or discussing whether or if crude oil from the WCSB is sold at a "significant discount" from other sources. [*Applicable Finding or Condition No.: Finding 27*]

ANSWER: Responsive documents are attached as Keystone 1119-1120.

20. All documents setting forth, discussing, or describing whether or if shipment of crude oil via the Project will replace rail transportation for crude oil shipments from the WCSB. [*Applicable Finding or Condition No.: Finding 27*]

OBJECTION: This request seeks information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. This issue is addressed in the Final Supplemental Environmental Impact Statement and is publicly available.

21. All documents setting forth binding commitments from shippers to use the Project, including but not limited to copies of contracts between TransCanada (and its Affiliates) and such shippers. *[Applicable Finding or Condition No.: Finding 29]*

OBJECTION: The identity of Keystone's shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect this information from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms of the contracts between Keystone and its shippers and Section 15(13) of The Interstate Commerce Act.

22. All documents describing soil types and conditions along the currently-proposed Project route through South Dakota. *[Applicable Finding or Condition No.: Finding 33]*

ANSWER: Appendix M of the Department of State FSEIS (2014) identifies soil types crossed by the Project route in South Dakota. Section 3.2.2.2 of the Department of State FSEIS (2014) describes the soil types crossed by the Project route in South Dakota.

23. All documents describing, discussing, or setting forth plans for the Project to cross perennial streams and rivers, intermittent streams, and ephemeral streams in South Dakota, including but not limited to all documents concerning the methodology used by TransCanada (and its Affiliates) or its agents in determining construction plans for the Project across such waterways. *[Applicable Finding or Condition No.: Finding 41]*

ANSWER: The following documents provide the requested information:

- a. The CMR Plan Rev4

b. The following portions from the Department of State FSEIS (2014): Section 4.3.3.2 and Appendix D1, Waterbody Crossing Tables.

Prior to construction, Keystone will consult with the US Army Corps of Engineers as part of the permitting process under Section 404 of the CWA regarding the proposed crossing methodology for each jurisdictional waterbody crossed in South Dakota.

24. All documents concerning the reduction in the length of the proposed Project potentially affecting High Consequence Areas. *[Applicable Finding or Condition No.: Finding 50]*

ANSWER: During the detailed engineering design phase of the Project, the route was adjusted. Please refer to the attached route variation maps. In doing so, the route deviated away from DOT designated HCA areas thereby reducing total HCA miles crossed by the Project.

25. All documents concerning TransCanada's (or its Affiliates') decision to withdraw its request to the PHMSA for a special permit referenced in Finding 60. *[Applicable Finding or Condition No.: Finding 60]*

ANSWER: The Media Advisory attached as Keystone 0647-0649 explains the decision.

26. All documents containing information concerning the failure of FBE coating referenced in the update to Finding 68. *[Applicable Finding or Condition No.: Finding 68]*

ANSWER: Base Keystone experienced a localized external corrosion wall loss due to DC stray current interference from foreign utility colocation which caused sacrificing significant amounts of protective current to other pipelines in the shared Right-of-Way. This adversely

affected CP current distribution to the Keystone line. This anomaly was found during proactive and routine high resolution in-line inspection. This issue has been reviewed, remediated and updates to the CP design where colocation occur have been implemented. In South Dakota specifically, no such location exists for colocation of multiple pipelines in a shared Right-of-Way. However, Keystone has applied these updates to its design and existing CP “construction bridge to energization” plan to address potential for DC stray current interference due to foreign utility crossings and paralleling utilities.

27. All documents containing information concerning construction/reclamation unit mapping referenced in Finding 80, including but not limited to the construction/reclamation unit mapping. *[Applicable Finding or Condition No.: Finding 80]*

ANSWER: The 2013 Construction/Reclamation Unit Specifications contain this information and are found in Appendix R of the Department of State FSEIS (2014).

28. All documents containing information regarding TransCanada’s (or its Affiliates’) decision to use horizontal directional drilling to cross waterways, including but not limited to all documents discussing or describing the decision-making process engaged in to determine which waterways would be crossed using horizontal directional drilling. *[Applicable Finding or Condition No.: Finding 83]*

ANSWER: The decision to horizontal directional drill water bodies is based on the width of the water body, terrain changes at the crossing and potential for scour and migration of the water body.

29. All documents, including but not limited to forecasts and projections of tax revenue accruing to the State of South Dakota should construction and operation of the Project commence. *[Applicable Finding or Condition No.: Finding 107]*

ANSWER: An itemization of taxes paid is attached as Keystone 0768-0773.

30. All documents evidencing TransCanada's or its Affiliates' compliance efforts with applicable laws and regulations related to construction and operation of the Project. *[Applicable Finding or Condition No.: Condition 1]*

OBJECTION: This request is overlybroad and unduly burdensome by requesting "all documents" concerning TransCanada's compliance with applicable laws and regulations related to construction and operation of the project.

31. All documents concerning TransCanada's or its Affiliates' efforts to obtain and comply with applicable permitting referenced in Condition 2, including but not limited to copies of any permits obtained. *[Applicable Finding or Condition No.: Condition 2]*

OBJECTION AND RESPONSE: This request is overlybroad, unduly burdensome, not relevant, and not likely to lead to the discovery of admissible evidence. Without waiving the objection, Keystone addressed the status of permitting in its answer to DRA's interrogatory number 3.

32. All documents concerning TransCanada's or its Affiliates' compliance with the recommendations set forth the DOS's Final Environmental Impact Statement, including but not limited to documents discussing or concerning compliance with Section 106 of the National Historic Preservation Act. *[Applicable Finding or Condition No.: Condition 3]*

OBJECTION AND RESPONSE: This request is overlybroad and unduly burdensome. Without waiving the objection, unless and until the DOS issue a Record of Decision and a Presidential Permit, the recommendations in the Final EIS are not binding on Keystone. Compliance with Section 106 of the NHPA is the responsibility of the DOS.

33. All documents concerning or discussing proposed adjustments or deviations in the route of the Project, including but not limited to copies of notices to affected land owners.

[Applicable Finding or Condition No.: Condition 6]

ANSWER: Please refer to the route variation maps attached as Keystone 0470-0583.

34. All documents concerning the appointment of a public liaison officer by TransCanada for the Project, and all documents containing information regarding communications between the public liaison officer and landowners affected by the Project.

[Applicable Finding or Condition No.: Condition 7]

OBJECTION: This request is overlybroad, unduly burdensome, not relevant, and not likely to lead to the discovery of admissible evidence. The PUC approved the liaison, and her quarterly and monthly reports are available on the PUC's website.

35. All documents containing information with respect to contacts or communications with state, county and municipal emergency response, law enforcement and highway, road and other infrastructure management agencies regarding the Project. *[Applicable Finding or Condition No.: Condition 10]*

ANSWER: Attached as Keystone 0650-0767 are documents related to contacts with state and local emergency responders related to first responder training.

36. All documents containing information concerning TransCanada's or its Affiliates' efforts to comply with mitigation measures set forth in the Construction Mitigation and Reclamation Plan submitted to the Commission. *[Applicable Finding or Condition No.: Condition 13]*

ANSWER: Unless and until the Department of State issues a Record of Decision and a Presidential Permit, the recommendations in the Final EIS are not binding on Keystone.

37. All documents containing information regarding consultations, including but not limited to communications, with Natural Resources Conservation Services ("NRCS") regarding development of construction/reclamation units ("Con/Rec Units"). *[Applicable Finding or Condition No.: Condition 15]*

OBJECTION AND ANSWER: This request is overlybroad and unduly burdensome. Without waiving the objection, attached as Keystone 0636-637 is a Contact Record with NRCS dated June 7, 2010.

38. All Con/Rec Units developed in connection with the Project, including but not limited to drafts and supporting studies or documents. *[Applicable Finding or Condition No.: Condition 15]*

ANSWER: The 2013 Construction/Reclamation Unit Specifications contain this information and are found in Appendix R of the Department of State FSEIS (2014).

39. All documents provided to landowners affected by the Project explaining trenching and topsoil and subsoil/rock removal, segregation and restoration methods for their property. *[Applicable Finding or Condition No.: Condition 16]*

ANSWER: Landowners and a project representative complete a “Keystone Pipeline Project Landowner/Tenant Construction Restrictions Binding Agreement,” which covers rock disposal, topsoil stripping, and restoration preferences. All agreements will be completed before construction begins, unless a landowner refuses to complete the agreement. A template agreement is attached as Keystone 1116-1118.

40. All documents containing information regarding trucking or hauling contractors to be used in construction of the Project, including but not limited to agreements with such trucking or hauling contractors. *[Applicable Finding or Condition No.: Condition 17]*

ANSWER: Keystone currently has no contractors retained to undertake trucking and hauling.

41. All documents containing information or describing the methodology to be used by TransCanada (or its Affiliates) for valuing trees. *[Applicable Finding or Condition No.: Condition 19]*

ANSWER: There is not a methodology for valuing merchantable timber, but if a property contains timber, it is identified on the “Keystone Pipeline Project Landowner/Tenant Construction Restrictions Binding Agreement. Keystone pays fair market value for the affected acreage.

42. All documents containing information regarding consultations between TransCanada (or its Affiliates) and South Dakota Game, Fish and Parks. *[Applicable Finding or Condition No.: Condition 20(c)]*

OBJECTION AND RESPONSE: This request is overlybroad and unduly burdensome. Without waiving the objection, the following is a summary of Keystone consultation history with SD Game, Fish, and Parks as documented in the USFWS issued May 2013 Biological Opinion (Appendix H of the of the Department of State FSEIS (2014)).

- June 10, 2008: Keystone met with staff from USFWS and South Dakota Department of Game, Fish, and Parks (SDGFP), at the SDGFP office in Pierre, South Dakota, to discuss issues pertaining to wildlife, special status species, and sensitive habitat that could potentially occur in the Project area. The goal of the meeting was to gather input on agency recommendations based on the information sent to them in April 2008 for species occurrence, habitat assessments, and future field surveys. Keystone incorporated comments from the meeting into survey protocols and BMPs for future agency verification.
- January/February 2009: Keystone initiated section 7 consultation with the USFWS. Keystone continued discussions with BLM, and state wildlife agency offices for South Dakota that included state-specific special status species survey protocols and BMPs for the species identified as potentially occurring during the 2008 meetings. A summary of the findings from the 2008 biological field surveys was included in the discussions.
- January 27, 2009: Keystone met with staff from the USFWS and SDGFP at the SDGFP office in Pierre, South Dakota, to discuss issues pertaining to special status species surveys. The goals of the meeting were to verify Keystone's survey approach, BMPs, discuss required field surveys, and review the information that was sent to the USFWS in the January/February 2009, informal consultation package. The USFWS and SDGFP provided additional recommendations

to Keystone's sensitive species mitigation approach to be updated prior to final agency concurrence.

- October 23, 2012: A meeting was held between the USFWS, Department, SDGFP, BLM, and Keystone regarding the greater sage-grouse and a compensatory mitigation plan for the species in South Dakota. Discussions included a management plan and avoidance, minimization, and mitigation strategies.

43. All documents describing the development of frac-out plans in areas where horizontal directional drilling will occur in connection with the Project, including but not limited to any frac-out plans developed. *[Applicable Finding or Condition No.: Condition 21]*

ANSWER: Keystone currently has no contractors retained to undertake construction. When Keystone employs a pipeline contractor, that contractor will develop the plan, subject to Keystone's approval as required by Condition 21. This issue is addressed in Section 7.4.5 of the CMR Plan.

44. All documents describing or containing information regarding TransCanada's or its Affiliates' efforts to comply with conditions regarding construction of the Project near wetlands, water bodies, and riparian areas, such documents including but not limited to compliance plans, construction plans, mitigation plans, and communications with any regulatory agency in such regard. *[Applicable Finding or Condition No.: Condition 22]*

ANSWER: Keystone has not yet received its permit authorization for wetland construction.

45. All documents containing or referencing adverse weather land protection plans developed in connection with the Project. *[Applicable Finding or Condition No.: Condition 25]*

ANSWER: The Adverse Weather Plan has not yet been prepared, but will be filed with the Commission two months prior to the start of construction as stated in Condition #25.

46. All documents that reference or identify private and new access roads to be used or required during construction of the Project. *[Applicable Finding or Condition No.: Condition 28]*

OBJECTION: This request seeks information that is confidential for homeland security reasons.

47. All documents referencing or containing information regarding winterization plans provided to landowners affected by the Project, including but not limited to plan(s) developed. *[Applicable Finding or Condition No.: Condition 29]*

ANSWER: TransCanada/Keystone will have a winterization plan prepared prior to construction. The winterization plan will be provided to affected landowners if winter conditions prevent reclamation until spring. No documents related to winterization plans have been provided to landowners to date.

48. All documents referencing agreements reached with landowners, including but not limited to any agreements reached with landowners modifying any requirements or conditions established by the Commission in connection with the Project. *[Applicable Finding or Condition No.: Condition 30]*

OBJECTION: This request is overlybroad, unduly burdensome, and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b).

49. All documents containing information regarding compliance by shippers with crude oil specifications. *[Applicable Finding or Condition No.: Condition 31]*

OBJECTION: The identity of Keystone's shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect this information from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms of the contracts between Keystone and its shippers and Section 15(13) of The Interstate Commerce Act. Until Keystone commences operations on the Keystone XL Project and shippers begin tendering crude oil for shipment, shippers do not "comply" with the crude oil specifications in Keystone's tariff.

50. All documents containing information regarding assessments performed in connection with your activities in "high consequence areas", including but not limited to documents referencing efforts by you to comply with 49 C.F.R. Part 195, and any communications or consultations with the South Dakota Geological Survey, the Department of Game Fish and Parks ("SDGFP"), affected landowners and government officials. *[Applicable Finding or Condition No.: Condition 34]*

OBJECTION: To the extent that it seeks information about High Consequence Areas, this request seeks information that is confidential and Keystone is required by PHMSA to keep this information confidential. This request seeks information outside the jurisdiction of the PUC.

51. All documents where you have identified hydrologically sensitive areas as required by Condition Number 35. *[Applicable Finding or Condition No.: Condition 35]*

ANSWER: Based on the current route in South Dakota which was evaluated in the Department of State FSEIS (2014) in Sections 3.3 and 4.3, the High Plains Aquifer in southern Tripp County is the only vulnerable and beneficially useful aquifer identified as being crossed by the Project in South Dakota.

52. All documents containing information regarding noise-producing facilities in connection with the Project, including but not limited to any studies conducted regarding noise levels, and any noise mitigation measures. *[Applicable Finding or Condition No.: Condition 39]*

ANSWER: Responsive documents marked as Keystone 0592-0599 are attached.

53. All documents containing information regarding TransCanada's or its Affiliates' efforts to comply with protection and mitigation requirements of the US Fish and Wildlife Service ("USFWS") and SDGFP with respect to any endangered species. *[Applicable Finding or Condition No.: Condition 41]*

ANSWER: See the Biological Assessment and Biological Opinion contained in the State Department Final EIS and Final Supplemental EIS.

54. All documents containing information or details regarding location of drain tiles, including but not limited to all documents containing information regarding the potential for drain tiles to operate as conduits for contaminants in connection with construction or operation of the Project. *[Applicable Finding or Condition No.: Condition 42]*

ANSWER: There are no known drain tile crossings in South Dakota.

55. All documents referencing or containing information concerning cultural or paleontological resources along the Project route, including but not limited to all documents identifying cultural and paleontological resources, consultations and communications with the Bureau of Land Management and Museum of Geology at the South Dakota School of Mines and Technology. *[Applicable Finding or Condition No.: Condition 44]*

ANSWER: Cultural resources survey reports are listed in Section 3.11 of the Department of State FSEIS (2014), with results of the SD surveys detailed in Table 3.11-3. The Unanticipated Discovery Plan for cultural resources can be found within the Programmatic Agreement in Appendix E of the Department of State FSEIS (2014). The paleontological survey reports are listed in Table 3.1-4 of the FSEIS, with results of the SD surveys detailed in Table 3.1-5. The paleontological monitoring plan for South Dakota is not being produced because it is confidential/privileged information. There were no consultations with BLM or the Museum of Geology at the South Dakota School of Mines and Technology for the Project route in South Dakota.

56. The incident reports for each and every spill or leak related to a pipeline operated by TransCanada and its Affiliates since January 1, 2010. *[Applicable Finding or Condition No.: Findings 12(2)-(3), 41-45, 47, 103; Conditions 32-38]*

OBJECTION AND ANSWER: This request is overlybroad and unduly burdensome. Without waiving the objection, documents attached as Keystone 0774-0785 are responsive to this request.

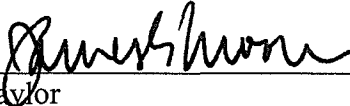
OBJECTIONS

The objections stated to Dakota Rural Action's Request for Production of Documents were made by James E. Moore, one of the attorneys for Applicant TransCanada herein, for the reasons and upon the grounds stated therein.

Dated this 6th day of February, 2015.

WOODS, FULLER, SHULTZ & SMITH P.C.

By



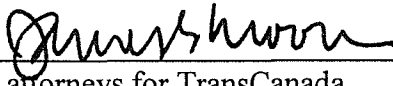
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Attorneys for Applicant TransCanada

CERTIFICATE OF SERVICE

I hereby certify that on the 6th day of February, 2015, I sent by e-mail transmission, a true and correct copy of Keystone's Responses to Dakota Rural Action's First Request for Production of Documents, to the following:

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Attorney for Dakota Rural Action

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