

FW: [EXTERNAL] Minutes - Brule County Haul Road Agreement

[REDACTED]
Fri 8/27/2021 12:01 PM

To: [REDACTED]
[REDACTED]

This is an **EXTERNAL** email. Do not click links or open attachments unless you validate the sender and know the content is safe.

See below and upload into LiNK.

Thanks,



Liquids Land
700 Louisiana Street, Suite 1300
Houston, Texas 77002-2700
[REDACTED]

From: Pam Petrak <brulaud@midstatesd.net>
Sent: Friday, August 27, 2021 11:46 AM
To: [REDACTED]
Subject: [EXTERNAL] Minutes - Brule County Haul Road Agreement

EXTERNAL EMAIL: PROCEED WITH CAUTION.

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Here is the motion regarding the haul road agreement, if you need something more let me know.

REGULAR MEETING OF BRULE COUNTY COMMISSIONERS

August 26, 2021

HAUL ROAD AGREEMENT

A haul road agreement with the XL Pipeline was signed on April 24, 2019, but due to the cancellation of the Pipeline the road was never used and no damage was done to the road. Commissioner Mairose moved and Commissioner Nesladek seconded to terminate the haul road agreement with XL Pipeline. All members voted aye. Motion carried.

Pamela Petrak
Brule County Auditor

[REDACTED]

From: buttehwy@buttesd.org
Sent: Tuesday, August 17, 2021 2:58 PM
To: [REDACTED]
Subject: [EXTERNAL] Letter of Termination of Haul Road Agreement
Attachments: doc01710420210817143038.pdf

This is an EXTERNAL email. Do not click links or open attachments unless you validate the sender and know the content is safe.

[REDACTED] ... please find attached the letter terminating the "Haul Road Agreement" with Butte County.
It was voted on and approved at the County Commissioners' Meeting today; and signed off on by the current Chairperson, Karrol J Herman.

Please let me know if you need anything else.

Thank you,

Lori D Johnston
Butte Co Hwy Dept

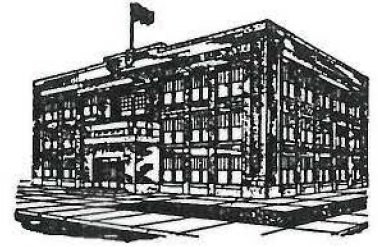
Office Of
GREGORY COUNTY
COUNTY AUDITOR

P.O. Box 437

Burke, South Dakota 57523-0437

Phone: (605)775-2664

Fax: (605)775-2596



September 10, 2021

[REDACTED]
Land Mgr. – Keystone XL Pipeline
TC Energy
700 Louisiana Street
Houston, TX 77002

Dear [REDACTED],

Thank you for your correspondence regarding the Haul Road Agreement with Gregory County and the need to terminate the agreement. Please be advised that, the Gregory County Board of Commissioners agree that the road is in satisfactory condition and do hereby agree to the termination of the Haul Road Agreement with TransCanada Keystone Pipeline, LP, dated August 6, 2019.

Also, please be advised that, a Notice of Termination with the SD Department of Environment and Natural Resources was given by the County and sent on July 20, 2021 to said department. A copy is enclosed for your reference.

If you have any questions, please do not hesitate but to contact me at 605-775-2664. Thank you very much.

Sincerely,

A handwritten signature in blue ink, appearing to read "Julie Bartling". The signature is fluid and cursive.

Julie Bartling
Gregory County Auditor

cc: [REDACTED] TC Energy Lead Land Agent (via e-mail)
Brad Ellwanger, Gregory Co. Highway
file

[REDACTED]

From: Valerie <haacohwy@gwtc.net>
Sent: Saturday, August 21, 2021 12:18 PM
To: [REDACTED]
Subject: [EXTERNAL] Re: TC Energy KXL - Haakon County Haul Route Agreement
Attachments: haacohwy.vcf

This is an **EXTERNAL** email. Do not click links or open attachments unless you validate the sender and know the content is safe.

Haakon County Highway Department agrees to terminate the haul route agreements. No further action is needed.

On 8/18/2021 8:34 AM, [REDACTED] wrote:

To whom it may concern,

The attached letter is being sent to the Haakon County Highway Department from TC Energy regarding the Haul Route Agreement (HRA). As you are likely aware, TC has decided to terminate the KXL pipeline project. As a result, we would also like to request termination of the HRA. Please advise what steps may be necessary for the HRA to be terminated with Haakon County. Also attached are relevant HRA documents for your reference if needed.

If and when HRA termination is approved, an email response stating the same is all that is needed for TC's records, however if the county would prefer to document the termination in another way that will be agreeable.

Please feel free to contact me by phone or email at your convenience if you have any questions in this regard.

Much Appreciated,

[REDACTED]

Lead Land Agent

[REDACTED]

--
Valerie Williams
Asst. Hwy.Supt./Office Manager
Haakon County Highway Dept.
PO Box 156
Philip SD 57567

Harding County Haul Route Agreement Release

This agreement ("**Agreement**") is made and entered into on this 21st day of September, 2021 ("**Effective Date**"), by and between TransCanada Keystone Pipeline, LP ("**Company**"), with an address of 700 Louisiana Street, Suite 1300, Houston, TX 77002, and Harding County, South Dakota ("**County**"), with an address of 410 Ramsland Street, Buffalo, South Dakota, 57720.

WHEREAS, Company and County entered into that certain Haul Route Agreement dated September 6, 2011, and that certain Supplement to Harding County Haul Road Agreement dated September 3, 2019 (together, the "HRA's") which set forth terms and conditions of Company's use of County's roads, as defined therein, in anticipation of Company's construction of the Keystone XL Pipeline project;

WHEREAS, on June 9, 2021, Company's parent organization, TC Energy Corporation, announced that it has terminated the Keystone XL Pipeline project; and

WHEREAS, Company and County now desire to resolve any and all outstanding obligations Company owes to County under the HRA's;

NOW THEREFORE, in consideration of the sum stated herein, the receipt and sufficiency of which is hereby acknowledged by County, and of the mutual covenants and terms and conditions contained herein, the parties therefore agree as follows:

1. **Obligations.** The HRA's require that Company complete a single chip seal application on 22.07 miles of the Camp Crook Road located in County (the "Work"). County and Company agree that in lieu of Company completing the Work, Company will pay County [REDACTED]

[REDACTED] (the "Work Payment"), the cost, scope, and description of the Work of which Company and County have agreed to as reflected in Exhibit A, attached hereto and made a part of this Agreement. Upon completing the Work Payment to County and execution of this Agreement, the HRA's will be terminated, and County fully, completely, and forever releases and discharges Company, including its partners, officers, employees, attorneys, and agents of any kind, from any and all claims, causes of action, and demands (including attorney fees) which were or could have been raised related to the HRA's and the Work brought by County and/or third-parties. For the avoidance of doubt, following the Work Payment, Company will not have any further liability or obligation whatsoever regarding North Camp Crook Road, any chip seal application on North Camp Crook Road, or any repair after such chip seal application on North Camp Crook Road, nor any further obligation under the HRA's.

2. **Authority.** Each signatory hereto represents and warrants that it has the full right, power, authority, and capacity to enter into this Agreement on its own behalf.
3. **Fully Integrated.** This Agreement contains the entire understanding of the parties hereto with respect to the subject matter contained herein. This Agreement supersedes the HRA's, and all other prior agreements and understandings, oral or written, between the parties.
4. **Executed in Counterparts.** This Agreement may be executed in any number of counterparts, an each such counterpart, including PDF format, shall be deemed to be an original instrument, and

all such counterparts shall construe one agreement. Whether in counterparts or otherwise, this Agreement shall not be binding on, and shall not be effective against, any party who has signed it unless and until all parties have signed it.

The parties are executing this Agreement as of the Effective Date.

TRANSCANADA KEYSTONE PIPELINE, LP
by its agent TC Oil Pipeline Operations Inc.

Signed: _____
Name: _____
Title: _____

Signed: _____
Name: _____
Title: _____

COUNTY

Signed: Charles Verhulst
Name: Charles Verhulst
Title: Chairman, Harding County Commissioners

EXHIBIT A – THE WORK

NORTH CAMP CROOK ROAD
CHIP SEAL/PRME 22.07 MILES

Harding County bids for road oil, chips, chip hauling and chip application. The following products/equipment & labor are based on bids that were accepted for 2021.

[REDACTED]		[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]		[REDACTED]
[REDACTED]		[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]		[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]		[REDACTED]

FW: [EXTERNAL] Cancellation of Road Agreement

[REDACTED]

Wed 9/8/2021 4:03 PM

[REDACTED]

This is an **EXTERNAL** email. Do not click links or open attachments unless you validate the sender and know the content is safe.

The Jones County HRA termination confirmation is stated in the chain below.

Thanks,

[REDACTED]



Liquids Land
700 Louisiana Street, Suite 1300
Houston, Texas 77002-2700

[REDACTED]

From: jonesaud@goldenwest.net <jonesaud@goldenwest.net>

Sent: Wednesday, September 8, 2021 3:50 PM

[REDACTED]

Dallas <jchwy@goldenwest.net>

Subject: [EXTERNAL] Cancellation of Road Agreement

EXTERNAL EMAIL: PROCEED WITH CAUTION.

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[REDACTED]

Please note that at the Commission Meeting September 7, 2021, there was discussion with Highway Superintendent Dallas Young.

It was determined the condition of the roads are satisfactory and we agree to terminate our agreement with TC Energy.

Thanks you so much!

Kindest Regards,

*Janice Whitney
Jones County Auditor
(605) 669-7100*

[REDACTED]

From: Deb Halverson <auditor@lymancounty.org>
Sent: Wednesday, August 18, 2021 2:31 PM
To: [REDACTED]
Subject: [EXTERNAL] Haul Road Agreement

This is an **EXTERNAL** email. Do not click links or open attachments unless you validate the sender and know the content is safe.

Hi [REDACTED],
I sent this information to [REDACTED] as well but I wanted to let you know our Commissioners met yesterday morning and discussed the current Haul Road Agreement with TC Energy. They voted to terminate the agreement as of yesterday. Here is an excerpt from their minutes. Please let me know if you need any other documentation on the matter.

Hwy. Supt. Walt Nagel discussed the haul route agreement with TC Energy that is no longer necessary now that they have ceased operations on the Keystone XL Pipeline. Motion by Schelske, second by Kraus to terminate the Haul Road Agreement with TC Energy. All voting aye.

Thanks,

Deb Halverson

Lyman County Auditor
(605) 869-2247
PO Box 38
Kennebec SD 57544
auditor@lymancounty.org

[REDACTED]

From: Nicholas Broyles <nicholas.broyles@meadecounty.org>
Sent: Wednesday, August 18, 2021 1:56 PM
To: [REDACTED]
Cc: Scott Tegethoff; Ken Chleborad
Subject: [EXTERNAL] Termination of TC Energy KXL/Meade County Haul Route Agreement
Attachments: MeadeCO_HRAgmt.pdf

Importance: High

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[REDACTED]

Effective immediately, the attached Haul Road Agreement dated 07Mar12 is terminated. If the need arises for your company to enter into future haul road agreements with Meade County, those agreement will be renegotiated at a future date. Please let me know if you have any questions.

Regards
Nick

Nick W. Broyles
Highway Superintendent, Meade County
20623 Fort Meade Way
Sturgis, SD 57785
Office - 605.347.4565
Cell - 605.490.0116
nicholas.broyles@meadecounty.org

From: [REDACTED]
Sent: Monday, August 9, 2021 11:43 AM
To: Nicholas Broyles <nicholas.broyles@meadecounty.org>; Scott Tegethoff <stegethoff@meadecounty.org>; Bill Rich <billr@meadecounty.org>
Subject: TC Energy KXL - Meade County Haul Route Agreement

To whom it may concern,

The attached letter is being sent to the Meade County Highway Department from TC Energy regarding the Haul Route Agreement (HRA). As you are likely aware, TC has decided to terminate the KXL pipeline project. As a result, we would also like to request termination of the HRA. Please advise what steps may be necessary for the HRA to be terminated with Meade County.

Much Appreciated,

[REDACTED]
Lead Land Agent



Pennington County Highway Department

3601 Cambell Street • Rapid City, SD 57701-0124

Phone: (605) 394-2166 • Fax: (605) 394-2168

www.pennco.org

September 16, 2021

TC Energy

██████ Land Manager – Keystone XL Pipeline

700 Louisiana Street

Houston, Texas 77002

Re: Release of Haul Road Agreement

To Whom It May Concern,

Pennington County entered into a Haul Road Agreement with TransCanada Keystone Pipeline, LP on May 21, 2019 for Elm Springs Road, Liberty Boulevard, and Highway 1416. TC Energy notified Pennington County on Tuesday, September 7, 2021 that they are terminating the TransCanada Keystone XL Pipeline Project and therefore request the Haul Road Agreement also be terminated.

This letter serves as notice that authorized representatives of Pennington County Highway Department have inspected the roads and hereby release and absolve TransCanada Keystone Pipeline, LP from any further obligation concerning the above noted Haul Road Agreement.

Sincerely,

Joseph Miller

Superintendent

Pennington County Highway Department



[REDACTED]

From: Perkins County Highway <pchwy53@sdplains.com>
Sent: Monday, August 16, 2021 4:16 PM
To: [REDACTED]
Subject: [EXTERNAL] RE: TC Energy KXL - Perkins County Haul Route Agreement

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I am satisfied with the haul roads in the condition they are and accept the termination of the agreement.
Thank you
Cody

Cody Green
Perkins County Highway Superintendent
PO Box 158
Bison, SD 57620
Email: pchwy53@sdplains.com
Office: 605-244-5629
Cell: 605-490-7634

From: [REDACTED]
Sent: Monday, August 16, 2021 4:13 PM
To: pchwy53@sdplains.com
Subject: FW: TC Energy KXL - Perkins County Haul Route Agreement

Cody,

Attached is the letter we discussed on the phone today. Please reply with confirmation of termination of the HRA with Perkins County at your convenience.

Much Appreciated,

[REDACTED]
Lead Land Agent

[REDACTED]

From: [REDACTED]
Sent: Monday, August 9, 2021 11:42 AM
To: pchwy53@sdplains.com
Subject: TC Energy KXL - Perkins County Haul Route Agreement

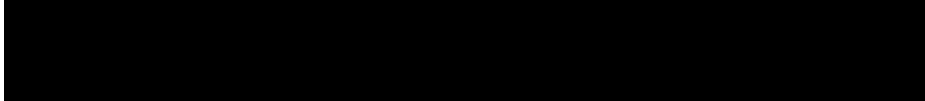
To whom it may concern,

The attached letter is being sent to the Perkins County Highway Department from TC Energy regarding the Haul Route Agreement (HRA). As you are likely aware, TC has decided to terminate the KXL pipeline project. As a result, we would also like to request termination of the HRA. Please advise what steps may be necessary for the HRA to be terminated with Perkins County.

Much Appreciated,

A small black rectangular redaction box covering the signature of the Lead Land Agent.

Lead Land Agent

A large black rectangular redaction box covering the contact information of the Lead Land Agent.

[REDACTED]

From: Barb DeSersa <bdesersa@trippcounty.us>
Sent: Wednesday, September 29, 2021 1:12 PM
To: [REDACTED]
Subject: RE: [EXTERNAL] RE: TC Energy KXL - Tripp County Haul Route Agreement

This is an **EXTERNAL** email. Do not click links or open attachments unless you validate the sender and know the content is safe.

Hello John,
I'm so glad you reached out as Commissioner day can be overwhelming sometimes. I may have forgotten until I typed the minutes.

Yes the Tripp County Commissioners voted to terminate the Road Haul Agreement with TransCanada and was passed 5-0.

Thanks you,
Barb DeSersa
Tripp County Auditor

From: [REDACTED]
Sent: Wednesday, September 29, 2021 1:35 PM
To: Barb DeSersa <bdesersa@trippcounty.us>
Subject: RE: [EXTERNAL] RE: TC Energy KXL - Tripp County Haul Route Agreement

Barb,

Following-up after the Commissioners' Meeting yesterday. Please feel free to respond to this email with confirmation of the motion passed to terminated the Haul Route Agreement (HRA).

Much Appreciated,

[REDACTED]
Lead Land Agent

[REDACTED]

From: Ohlms, John
Sent: Thursday, September 9, 2021 11:17 AM
To: Barb DeSersa <bdesersa@trippcounty.us>
Subject: RE: [EXTERNAL] RE: TC Energy KXL - Tripp County Haul Route Agreement