

Attachment 2A
LINE 3 REPLACEMENT PROJECT
LANDOWNER CHOICE PROGRAM

Enbridge is committed to working with landowners along the existing Enbridge Mainline and commits to following this landowner program providing choice to the landowner for removal or decommissioning in-place of existing Line 3 after the Line 3 Replacement Project pipeline is placed in-service. The commitment is referred to as the “Landowner Choice Program” below.

Program Details

Schedule Overview:

Landowner Communications

Upon receipt of the Minnesota Public Utilities Commission’s (the “Commission”) written order granting Enbridge’s Certificate of Need and Route Permit Application, Enbridge will formally commence landowner outreach via an introductory letter introducing basic details about the Landowner Choice Program (the “Introductory Letter”). Before that time, Enbridge will respond to inquiries on a case-by-case basis. However, if the number or character of inquiries about the Landowner Choice Program after the Commission’s vote but before the Commission’s written order is issued is such it would be prudent for Enbridge to send the Introductory Letter to all landowners before the Commission’s written order is received, Enbridge may adjust the letter and send it before the Commission’s written order is received. Upon receipt of the necessary permits and/or authorizations to commence the construction of the Line 3 Replacement Project, Enbridge will begin implementing the Landowner Choice Program. Enbridge will be prepared with appropriate staffing, documents and/or outreach materials to begin implementing this commitment to landowners immediately.

Deactivation Activities

After the Line 3 Replacement pipeline is in service, Enbridge has obligations under federal regulations and a Consent Decree with the United States that require certain deactivation work to be completed in connection with existing Line 3. Enbridge has 90 days to purge existing Line 3 of oil and 365 days after that to complete required deactivation work (facilities removal, valve flushing, valve removal, disconnections, segmentations, under road and under railroad grouting, cathodic protection, etc.). Removal construction activities under the Landowner Choice Program will begin after Enbridge’s deactivation work obligations under the federal regulations and Consent Decree are completed.

Landowner Choice and Removal Activities

Landowners must notify Enbridge, in writing, of their decision under the Landowner Choice Program within five years after the Route Permit is issued. As explained in more detail below, landowners will have access to information necessary to ensure their decisions are informed. Once landowners' choices are known, Enbridge will diligently pursue any required permits and other authorizations, and the removal work that is permitted will be completed in due course. This will involve some level of survey and study work, which may take place over multiple seasons. Because the window of time for landowners to make a decision under the Landowner Choice Program is several years long, Enbridge will use its judgment in scaling, scheduling, staging, and completing removal construction activities in an efficient, responsible manner.

At this point, because the scope(s) is/are not known, it is not possible to establish the schedule beyond the milestones discussed above. However, Enbridge will provide landowners and other stakeholders updates regarding scheduling as scopes are developed and work plans are scheduled. Enbridge will also provide the Commission with updates about the scopes and schedules at appropriate intervals via the independent liaison (discussed below).

Implementation Details:

Landowner Communications

Enbridge has dedicated eight Land Rights representatives to work on the Landowner Choice Program. Enbridge will begin the process by notifying landowners with the Introductory Letter. A draft template of the Introductory Letter is included as Attachment 2B. The Introductory Letter will introduce landowners to the process and inform them of Enbridge's intention to contact them by phone to arrange an in-person meeting with an Enbridge representative.

At the in-person meeting and in any subsequent exchanges, the Enbridge representative will serve as a resource to all landowners, providing information and/or resources about the landowners' options under the Landowner Choice Program, both removal and deactivation-in-place. As part of the outreach to landowners, Enbridge's subject matter experts will answer any questions that arise during our meetings that may need a more involved or technical explanation to the landowner. In addition, as discussed below, landowners will have access to a representative from at least one independent, third-party engineering firm knowledgeable in matters relevant to the landowners' choice of deactivation-in-place or removal.

Landowners will have five years from the date that the Route Permit is issued to make their decision under the Landowner Choice Program. If a landowner does not make a timely decision to participate in the Landowner Choice Program, Enbridge will deactivate the pipeline in place on that landowner's property consistent with the Deactivation Plan. Landowner decisions on removal preference will be systematically recorded along with a record of contact in Enbridge's

Land database application. A document reflecting each landowner’s decision to deactivate in place or to have the pipeline or part of it removed from their property will be placed of record so that subsequent purchasers will have notice of, and be bound by, the prior landowner’s decision consistent with established principles of Minnesota real estate law.

Removal Activities, Permitting, and Permit-Related Communications

Enbridge will likely need to obtain one or more permits and/or authorizations for every requested removal. The permits required may range from stormwater permits to United States Army Corp of Engineers permits, and may be subject to various levels of environmental review as well. Enbridge must, of course, be able to complete any requested removal work safely for the human and natural environments to obtain such permits. Enbridge will notify landowners requesting removal that removal is contingent upon Enbridge receiving all required permits from applicable permitting agencies. Enbridge will pursue these permits and/or authorizations diligently and in good faith, and entirely at Enbridge’s expense, although landowner coordination may be required for access, surveys, and other permitting-related work.

In those cases where permits are required for Enbridge to remove pipe as requested by a landowner under the Landowner Choice Program, Enbridge will keep any landowners apprised of material facts and communications regarding any permits required to be obtained for removal of pipe. Specifically, but without limitation, Enbridge will provide a copy of any permit application and written communications to the landowner when they are submitted to the agency. In addition, Enbridge will coordinate with landowners to give them the opportunity to participate in any substantive communications with the permitting agency, whether those communications are telephonic or in-person. Enbridge will also timely provide landowners with notice of final agency decisions on such permit applications.

Assuming that the necessary permits and/or authorizations are obtained, Enbridge can then schedule the removal work to be completed under the Landowner Choice Program. The scope of such work cannot be identified yet, because specific information about landowners’ choices and permitting are not known. However, based on anecdotal information obtained to date, it is unlikely that the Landowner Choice Program will result in removals that are substantially different in scope than integrity digs. As a result, generally speaking, Enbridge anticipates that each location of removal will be similar in scope to integrity-dig like work (excavation, pipe removal, restoration). While there is a potential that removal work will involve areas slightly larger than a typical integrity dig, Enbridge presently expects that requested removals will still be similar to the efforts made in connection with a typical integrity dig and very targeted compared to removal of longer sections of pipe. Areas disturbed in connection with the removal efforts will be restored consistent with the applicable permits, regulations, and standards. Regardless of the scope of the removal, all removal and restoration activities will be completed at Enbridge’s expense.

At this point, based on its operational experience as well as its experience in conducting several hundred integrity digs in connection with existing Line 3 in the last several years, Enbridge has no factual basis to suspect that contamination will be found. However, in the event that any localized contamination is found during a removal,¹ Enbridge will abide by its Contaminated Sites Management Plan,² coordinate with appropriate resource agencies and authorities, and comply with Minnesota law regarding reporting and mitigation of any contamination.

Compensation and Other Considerations

Where landowners choose deactivation-in-place, they will be compensated (subject to the negotiation of a mutually acceptable compensation arrangement between Enbridge and the landowner). Enbridge anticipates that payments will be roughly equivalent to those made as part of the deactivation process for the Canadian portion of the Line 3 Replacement Project pipeline. Enbridge will also be responsible for removal of all above ground appurtenances to the pipeline. These appurtenances, such as valves and gauges, will be removed during the deactivation project to restore use of the property to the landowner.

Landowners will be compensated for needed temporary workspace, crop damages, and other damages incurred during or after removal of the pipe and appurtenances.

Enbridge will continue to monitor and maintain the right-of-way along the existing Line 3 corridor. Enbridge will maintain cathodic protection along the segments of existing Line 3 that are deactivated-in-place.

¹ Enbridge screens for contaminated soils at integrity dig locations following standard protocol contained in Enbridge’s MLP Due Diligence Process for Screening Pipeline Maintenance Locations for Possible Contamination and would employ the screening protocol in connection with the removal activities under the Landowner Choice Program. A copy of the protocol is available as Attachment D to Enbridge’s July 2017 DEIS Comments.

² The Contaminated Sites Management Plan (“CSMP”) will be similar to the Contaminated Sites Management Contractor Plan, Wisconsin, Segment 18 Project, a copy of which was included as Attachment E to Enbridge’s July 2017 DEIS Comments.

Independent Liaison

Enbridge will cooperate with, and to the extent practicable, help establish, an independent agency liaison as part of the Landowner Choice Program, ideally via coordination with an agency such as the Department of Commerce—Energy Environmental Review and Analysis (“DOC—EERA”), who will perform the following tasks: (i) coordinate, as needed, between the PUC and Enbridge regarding status of the Landowner Choice Program implementation and compliance with related conditions; and (ii) coordinate, as needed, between Enbridge and permitting agencies from whom permits and/or authorizations must be obtained in order to complete any removal requested by landowners.

Enbridge has made contacts with DOC—EERA about assisting with the establishment of an independent liaison and then oversight of that position until the work to be completed under the Landowner Choice Program is completed. The independent liaison, however appointed, retained, hired, or the like will be at the expense of Enbridge via reimbursement, although the independent liaison shall not be under Enbridge’s direction or control.

Independent Third Party Engineer

As part of the Landowner Choice Program, Enbridge is committed to ensuring that landowners are able to make an informed decision regarding the decision to choose to have existing Line 3 removed or deactivated in place. As directed by the Commission, Enbridge will support contracting with one or more independent third party engineering firms with persons knowledgeable in the area of oil pollution remediation or pipeline removal to serve as a resource to landowners in the Landowner Choice Program. The independent third party engineer will not be an advocate for any party in the Landowner Choice Program and cannot give legal advice or other advice that may affect landowners’ legal rights. Rather, the independent third party engineer is an information resource. Contact information for the appropriate personnel at such firms will be made available to landowners. The third party engineering firm’s fees will be the responsibility of Enbridge, not of the landowners. Enbridge anticipates that the independent engineering firm(s) will be obtained via a Request for Proposals to be issued and administered by either the Pipeline and Hazardous Materials Safety Administration (“PHMSA”) or DOC-EERA.

Tribal Monitor

Prior to the start of removal construction activities under the Landowner Choice Program, Enbridge will identify a third party tribal monitor (or more as appropriate, depending upon the scope of such construction activities) to serve functions similar to that described for Tribal Monitors as set out at Sample Route Permit, § 4.4.5, including observing Landowner Choice Program construction activities and the responsibilities to address concerns related to observed or suspected cultural resources or human remains as outlined in the Environmental Monitor Control Plan. The Tribal Monitor(s) will be funded at Enbridge’s expense.

Restrictions:

As explained above, Enbridge’s ability to remove existing Line 3 will be subject to the receipt of necessary permits and/or authorizations for each requested removal. Enbridge commits to making all reasonable efforts to obtain the necessary permits for deactivation-in-place and/or removal per the landowner preference and honoring those preferences. Despite those efforts, in some cases Enbridge may be prohibited from honoring preferences as a consequence of permit denials or where removal is simply not feasible. The feasibility of any particular requested removal will not be known until the requests are made, but considerations will include whether the pipeline was installed via boring methods rendering the pipe inaccessible or whether other safety concerns cannot be reasonably mitigated. Enbridge will provide landowners with relevant information if Enbridge is unable to honor a preference due to feasibility or permit issues. In these circumstances, Enbridge will negotiate the terms of deactivation-in-place with the affected landowner.

Landowner Cooperation Needed to Implement:

In order to effectively implement the above commitments, landowner cooperation will be needed in several areas.

Landowners will be required to make a timely and informed written decision about their preference.

Landowners will need to provide access to their parcel and, at a minimum, not interfere with environmental and other surveys needed to complete the decommissioning plan and draft required permits.

Landowners will need to be reasonably available to meet with Enbridge representatives will be needed. Landowners will also need to accept service of required documents and notices during the process and further be prepared to accept and review educational and outreach materials prepared specifically for this process.

Parcel ownership information will need to be communicated to Enbridge in cases where ownership details may not be publically available, such as trusts, land contracts and other unrecorded interests.

For Enbridge to implement the choices made by landowners, they must be willing to grant workspace and access as needed. Landowners will also need to be willing to execute agreements and documents that will allow Enbridge to complete the work agreed to during the process. Some landowners may need to cooperate with Enbridge in connection with permit applications where landowner sign-off is required.

Attachment 2B
Introductory Letter to Landowners Regarding the Landowner Choice Program

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[Insert Landowner Name and Contact Information]

RE: Line 3 Replacement Project – Landowner Choice Program Introductory Letter

Dear [Name of Landowner],

As you know, Enbridge applied to the Minnesota Public Utilities Commission (the “Commission”) for a Certificate of Need and a Route Permit for the Line 3 Replacement Project (the “Project”). As you also know, in connection with the Project, Enbridge committed to work with the landowners across whose land existing Line 3 runs. Specifically, Enbridge is offering landowners the choice of deactivation-in-place or removal of existing Line 3 after the Project is completed and the new pipeline is placed in-service (the “Landowner Choice Program”). The purpose of this letter is to provide additional details regarding the Landowner Choice Program and answer initial questions you may have about the process.

What is the status of the Project?

On _____, 2018, the Commission issued its written order approving Enbridge’s applications. Enbridge has assigned eight of its Land Rights representatives to the Landowner Choice Program. It is our intent that these representatives will serve as a resource for you, and we invite you to reach out with any questions you have.

What is the Landowner Choice Program?

The Landowner Choice Program is Enbridge’s response to feedback it has received from stakeholders who participated in the Project’s regulatory process related to Enbridge’s Deactivation Plan for existing Line 3. The Landowner Choice Program’s key function is to offer you a choice with respect to existing Line 3.

1. You may choose to have Enbridge deactivate the pipeline in place; or
2. You may choose to have Enbridge remove all or parts of existing Line 3 from your property, after the Project is completed and in-service.

When will I hear more about the Landowner Choice Program from Enbridge?

As a follow up to this letter, an Enbridge Land Rights representative will be contacting you by telephone in the near future to provide you with information about the Landowner Choice Program and answer any questions you have. If the representative is not able to reach you, they will leave at least one voicemail message so that you can contact the representative at your convenience. If a Land Rights representative is not able to reach you and does not hear back from you within a reasonable period of time, and you are a local resident, a Land Rights representative will make an in-person visit to your residence. If the representative is unable to confer with you in person, the representative will leave a door-hanger with additional information.

What are the next steps?

Enbridge understands that deactivation-in-place and potential removal of existing Line 3 each have potential impacts to landowners and that landowners' questions about their choice will be fact-dependent. Enbridge is committed to providing you with resources and information to help you decide what's right for you and your property. As your Land Rights representative will explain, if you choose to have existing Line 3 removed from your property, it will be necessary for Enbridge to obtain the necessary government permits and/or authorizations to complete the work. The sole costs to obtain these permits and/or authorizations will be paid by Enbridge, but Enbridge may need your help in completing permit applications, accessing the property, and other related matters. If, despite Enbridge's efforts to obtain the necessary permits and/or authorizations, the government unit or agency declines to issue a permit, Enbridge will work to provide as satisfactory an outcome as is possible under the circumstances.

What other resources are available to me to help me make a decision?

Enbridge's Land Rights representative will help to provide you with any resources you are interested in as part of your decision-making process. In addition, an independent, third-party engineering firm has been retained to be an additional resource available through the Landowner Choice Program. That firm, [Insert Name of Firm], is knowledgeable in matters potentially relevant to your decision-making process and can help address technical questions related to your election to remove or deactivate-in-place. Enbridge's Land Rights representative will provide you contact information for the third-party engineering firm.

How long do I have to make my choice?

You can make your choice at any time from when the Enbridge Land Rights representative reaches you and five years after the Route Permit is issued (the end of the five-year period is anticipated to be approximately August 2023).

How long will it take Enbridge to remove the pipeline if I make that choice?

Enbridge will know the scope of permitting and removal efforts that will be necessary to implement the Landowner Choice Program after the deadline described above has passed. At that point, Enbridge may be able to better predict the permitting and removal construction timelines. However, at this stage, Enbridge will not be able to predict exactly when work will be done under the Landowner Choice Program, because that work cannot begin until after certain milestones are reached, including placing the Project in-service and completing the required deactivation work. That said, in order to provide you with a very general and preliminary understanding as to the potential timeline of the actual removal work that could occur under the Landowner Choice Program, below are some estimated date ranges based on the expected achievement of certain milestones in connection with the Project, the post-Project deactivation work, and then the Landowner Choice Program permitting:

- Day 1 (a presently unknown date) – Project is placed in-service;
- Day 2 through Day 91 – Existing Line 3 is purged of oil and cleaned;
- Day 92 through Day 457 – Enbridge completes work on existing Line 3 required by federal regulations to disconnect existing Line 3 from service;
- Day 458 through Day 548 – Enbridge, in collaboration with landowners and government agencies, prepares applications for permits and/or other authorizations necessary to complete removal of the segments of existing Line 3 designated for removal under the Landowner Choice Program; and
- Day 549 through Completion – Enbridge will execute removal of the segments of existing Line 3 designated for removal, assuming permits and/or authorizations are issued by the relevant government units and/or agencies, under the Landowner Choice Program.

Keep in mind that these dates are preliminary and approximate. Again, your Land Rights representative will be able to provide updated information, as it becomes available, throughout the Landowner Choice Program implementation.

Will Enbridge restore the right-of-way after removal activities are complete?

Yes. Enbridge is responsible for restoring the right-of-way after removal activities are completed.

Is Enbridge guaranteeing that it will get the required permits and remove existing Line 3?

No. This will depend on the facts existing on each parcel. There may be times where permits cannot be obtained or where conditions simply do not allow for removal (e.g., certain pipeline locations have been bored and are not readily accessible, certain pipeline locations may not be safe or environmentally compatible to remove).

Your cooperation and participation is an important part of this permitting process. Removal is contingent upon Enbridge receiving all required permits from applicable permitting agencies. In those cases where permits are required for Enbridge to remove pipe under the Landowner Choice Program, Enbridge will keep you apprised of material facts and communications regarding any permits required to be obtained for removal of pipe. Specifically, but without limitation, Enbridge will provide a copy of any permit application and written communications to you when they are submitted to the agency. In addition, Enbridge will coordinate with you to give you the opportunity to participate in any substantive communications with the permitting agency, whether those communications are telephonic or in-person. Enbridge will also timely provide you with notice of final agency decisions on such permit applications.

What if I choose for Enbridge to deactivate existing Line 3 in place?

Enbridge's Land Rights representatives will be prepared to discuss the terms of deactivation of Line 3 in place across your property, including compensation. This will be true for landowners who choose deactivation-in-place and for removals that cannot be permitted or otherwise are not feasible. In either situation, Enbridge will work with you to help you understand what work will be performed to minimize impacts on the property as well as Enbridge's ongoing responsibility to monitor and maintain the pipeline right-of-way. Notably, after the scope of these activities is better known, there may be locations where Enbridge determines to remove segments of existing Line 3 from your property, even if you do not wish to have it removed. Your Land Rights representative will be available to discuss these issues as well.

In closing, we value our long-term relationship with you and all landowners and other stakeholders, and we are pleased to be able to offer the Landowner Choice Program to you. Please expect a follow-up call from an Enbridge Land Rights representative soon.

Regards,