

LICENSE FOR UTILITY TO CROSS PUBLIC WATERS

This license is issued by the State of Minnesota, acting by and through its commissioner of natural resources, and hereafter called the “State”, under authority and subject to Minnesota Statutes, section 84.415, and Minnesota Rules Chapter 6135 and other applicable law, to the Licensee as named and for the fee and term as specified below.

Name and Address of Licensee: Enbridge Energy, Limited Partnership
26 East Superior St
Duluth, MN 55802

License Fee: Twenty-Two Thousand Five Hundred Forty-One and NO/Dollars	(\$22,541.00)
Monitoring Fee: Three Hundred Sixty-Seven Thousand Nine Hundred Forty-Four and NO/Dollars	(\$367,944.00)
TOTAL: Three Hundred Ninety Thousand Four Hundred Eighty-Five and NO/Dollars	(\$390,485.00)

Term (years): 50 Years

Effective Date: November 15, 2020

Expiration Date: November 14, 2070

Purpose of License: Construction, maintenance and operation of a pipeline line under water under the covenants and agreements of the Licensee to use the following described waters:

That part of the following descriptions as shown on the attached application and map, all of which are made a part hereof by reference.

Refer to Exhibit A: Water Crossing Table

This license is granted subject to the following provisions:

1. **Use of premises.**
 - A. This license is subject to the provisions of Minnesota Statutes, section 84.415 and Minnesota Rules Chapter 6135. All standards of Chapter 6135 are incorporated as terms and conditions of this license, except such variations as are identified and approved by the State in the license applications, plans and specifications which are attached and made part of the terms and conditions of this license. The Licensee is bound by the crossing location and installation method as detailed in the application and approved by the State. The Licensee shall not deviate from the terms and conditions of this license or the application as approved by the State unless it has first obtained written permission from the State.

- B. When the installation occurs more than six months after the issuance of the license, the Licensee shall contact the State 20 days prior to installation.
 - C. No merchantable timber shall be cut, used, removed or destroyed without first paying the State the timber value in the sum stated above as determined by the State. Slash material on state water crossings must be disposed of within 30 days of clearing activities.
 - D. For overhead crossings of state waters, lines shall have a minimum clearance of 25 feet above the water, unless otherwise approved by the State.
 - E. When directed by the State as a condition of the license, flight diverters shall be placed on overhead utility lines.
 - F. Any cable or conduit located at a shoreline shall be sufficiently buried so that it does not become exposed.
 - G. When directed by the State as a condition of the license, underwater crossings shall be marked by permanent signs on the banks at the points where the line enters and leaves the public waters.
 - H. To protect fish spawning activities, the State may prohibit work in the public water or within a specified distance of the public water during the spawning season.
2. **State's rights and reservations.**
The use of these waters by the Licensee in constructing or maintaining the lines for which this license is granted shall be subject to the use, sale, or leasing for mineral or other legal purposes. The Licensee will not cause any unnecessary hindrance to the activities of the State and shall allow access across the license area by the State when needed.
3. **Erosion and Revegetation.**
 - A. Erosion control measures shall be adequately designed for site characteristics. They shall be installed prior to commencement of construction and maintained for as long as needed. All erosion control measures installed next to a water body shall run parallel to the contours.
 - B. All disturbed areas shall be restored to original contours and elevations and stabilized as soon as possible following construction. Areas of subsidence and crowning shall be repaired. Topsoil shall be reserved on site and used to re-dress disturbed areas.
 - C. All disturbed areas shall be revegetated using state approved seed mixes. All seed and plant materials shall be certified weed-free. Weed-free straw or hay shall be used for mulching and erosion control. Native species plants should be used, whenever possible, to revegetate disturbed areas. This revegetation should occur as early in the season as possible to permit adequate regrowth.
 - D. The Licensee shall monitor revegetation at state water crossings until the site is stabilized and the vegetation is self-sustaining. Where severe or repeated damage is occurring or where measures have not been successful, preventative and corrective actions shall be taken by the Licensee, including construction of appropriate barriers, installation of warning signs, and other methods in consultation with the State.
 - E. The Licensee shall routinely inspect for erosion that may develop during the term of the license. Areas of erosion shall be stabilized by the Licensee.
 - F. If a disturbed area cannot be stabilized with vegetation before September 15 in the year that the utility was installed, the Licensee shall submit a written site stabilization plan to the State for approval. This plan shall describe erosion control, mulching, dormant seeding and monitoring. Seeding shall occur as soon as soil conditions are suitable.
 - G. Excavated materials shall not be deposited or stored alongside public water in a manner where the materials can be redeposited into the public water by reasonably expected high water or storm run-off.
4. **Herbicides and Pesticides.**
 - A. The Licensee must request and obtain written permission to apply herbicides or pesticides to state waters from the State prior to treatment. This request shall consist of (1) a map identifying proposed treatment areas and (2) a description of the proposed treatment plan, including target species, herbicide or pesticide name, rate of application, a description of application method, and beginning and end dates. All applications must be according to label regulations and as otherwise specified by the State. The Licensee shall not apply pesticides that are restricted for use on certified state forest land administered by the State.

- B. The Licensee must submit annual reports detailing herbicide or pesticide application on areas covered under the license. The report must include the dates, acres, location expressed as quarter-quarter section, township and range, herbicide or pesticide used, target species, and such other information as may be reasonably required by the State for the purpose of verifying herbicide or pesticide use.
 - C. The Licensee shall post all places commonly used by the public for access along the utility corridors treated with herbicides or pesticides.
5. **Invasive Species.**
- A. The Licensee shall inspect all state water crossings for the presence of invasive species and noxious weeds prior to commencing clearing activities and take action to prevent their spread. For installation of the utility line, the State will identify on a map the known infested sites to be avoided. For maintenance and operation, the Licensee is responsible for obtaining updated information on known infested sites.
 - B. If the State or the Licensee discover additional invasive species infestation areas on state water crossings during construction, the Licensee shall immediately take action to prevent spread from the newly discovered infested area and then consult with the State on a resolution.
 - C. The Licensee shall prevent invasive species from entering into or spreading within state water crossing by cleaning equipment and clothing prior to arriving at the license area. The Licensee shall legally dispose of material cleaned from equipment and clothing at a location offsite and the materials must be secured prior to transport to avoid dispersal.
 - D. Whenever possible, parking, staging areas and travel routes shall not be within known infested sites. Where there are multiple state water crossings and at least one contains invasive species, the Licensee shall to the extent practicable start work at the site with the fewest number of invasive plants, leaving the most heavily infested sites to last. The Licensee shall make every effort to schedule operations and site visits to avoid the spread of weed seed.
 - E. The Licensee shall continue to control invasive species on state water crossings for the terms of the license using methods approved by the State.
6. **Crossing of State Trail.**
- A. The location of any crossing of a state trail must be approved in advance by the State. The State may provide written instructions as to specific construction standards to be followed for the crossing of the state trail.
 - B. Utility installation and maintenance activities shall be conducted in a manner so as to minimize disturbance of state trail use and to separate the public from work areas. The Licensee must provide signs to warn state trail users of construction hazards.
 - C. The Licensee is responsible for repairing any damage to the state trail in a manner satisfactory to the State.
 - D. For maintenance and operations, prior approval must be obtained from the State for the cutting or trimming of trees within the state trail right-of-way.
 - E. The Licensee may not close the state trail right-of-way without the prior written approval of the State.
7. **Maintenance, operations and repairs.**
- A. The Licensee must keep the premises in a neat and orderly condition, and shall remove all refuse and debris that may accumulate thereon.
 - B. After initial installation, no merchantable timber shall be cut, used, removed or destroyed by the Licensee without first contacting the State at least 60 days in advance to determine if a timber payment is needed. Slash material on state water crossings must be disposed of within 30 days of maintenance activities.
 - C. Emergency repairs and replacements may be made without prior notification to the State by the Licensee according to conditions and standards prescribed by Minnesota Rules, Chapter 6135 and the method of installation identified in this license. The Licensee shall notify the State of this activity as soon as practicable.
 - D. The Licensee shall employ appropriate erosion and sedimentation measures at the site during any emergency repairs. The State must approve plans for restoration of the site after the emergency repairs are conducted.
 - E. Other than the herbicide or pesticide application reporting as provided in paragraph 4, the Licensee shall notify the State of the extent and method of any routine maintenance and the proposed schedule. The notification must be in writing and must be provided either annually or at least 20 days prior to commencing any routine

maintenance work on state water crossings subject to this license, The Licensee shall include a specific description of the proposed maintenance activities including location, clearing methods, erosion and sedimentation control measures, removal of merchantable timber, revegetation plans, and plans for preventing the spread of invasive species. The Licensee may commence any routine maintenance work unless notified to the contrary by the State within 20 days after the State's receipt of the maintenance plan. The State may require the Licensee to adjust its maintenance plans due to natural resource management concerns.

8. **State inspection.**

The project hereunder shall at all times during and after construction be subject to inspection by the State and for that purpose the Licensee shall grant access to the premises at all reasonable times.

9. **Compliance with laws.**

The Licensee shall comply with all federal, state and local laws and regulations, including municipal ordinances, affecting said lands or the area in which they are situated.

10. **Taxes and assessments.**

The Licensee will pay when due all taxes and assessments levied against said waters or any improvements owned, used, or controlled by the Licensee, provided that the taxes or assessments are imposed due to this license.

11. **Enforcement.**

No delay by the State in enforcing any of the conditions of this license shall operate as a waiver of any of its rights.

12. **Liability.**

This license is permissive only. No liability shall be imposed upon or incurred by the State of Minnesota or any of its officers, agents, or employees, officially or personally, on account of the granting of the license or on account of any damage to any person or property resulting from any act or omission of the Licensee or any of its agents, employees, or contractors relating to any license matter. This license shall not be construed as estopping or limiting any legal claims or right of action of any person against the Licensee, its agents, employees, or contractors for any damage or injury resulting from any such act or omission, or as estopping or limiting any legal claim or right of action of the State against the Licensee, its agents, employees, or contractors, for violation of or failure to comply with the provisions of the license or applicable provisions of law. The Licensee shall indemnify and hold harmless the State from all claims arising out of the Licensee's use of the above described lands whether such claims are asserted by civil action or otherwise.

13. **Termination and cancellation.**

A. At the end of the license period and if both parties wish to renew, the renewal fee will be determined by the State.

B. This license shall be cancelable upon reasonable notice by the State for violation of any of its terms, or if at any time its continuance will conflict with a public use of the land over or upon which it is granted, or for any other reason. Licensee shall ensure that Licensee's employees, agents and contractors have received and thoroughly understand all conditions of this license.

C. Unless otherwise authorized by the State, upon the surrender, expiration or cancellation of this license, the Licensee shall remove from the above described lands all the utility lines and related structures owned by it. If Licensee does not remove such lines or related structures, all such lines or structures remaining shall become the property of the State, to be used or disposed of as the State elects. If the State requires the Licensee to remove utility lines and related structures and Licensee fails to do so, the Licensee agrees to pay the State for the costs of removing and disposing of such lines or structures.

14. **Assignment or transfer.**

The Licensee shall not without the State's prior written consent: a) assign, convey or otherwise transfer this license or any interest under it; b) sublet the license corridor or any part thereof; or c) permit the use or occupancy of the license corridor or any part thereof by anyone other than the Licensee. This license shall extend to, and bind the successors, heirs, legal representatives and assigns of the Licensee, if any. The State may require a party who has requested to sublet, use or occupy the license corridor to obtain a separate license from the State prior to occupying or using the license corridor.

15. **Reports.**

The Licensee must submit reports on herbicide and pesticide use as provided in paragraph 4 and maintenance and repair work as provided in paragraph 7.

16. **Contacts.**

The contact for the State is the Regional Lands and Minerals Operations Supervisor, who is Cheryl Kelley-Dobie at 218-308-2627 or email Cheryl.kelley-dobie@state.mn.us. Any questions about this license shall be directed to the Regional Lands and Minerals Operations Supervisor. The Regional Lands and Minerals Operations Supervisor may direct the Licensee to contact additional State staff for reviews and approvals.

17. **Special provisions.**

This license is subject to Exhibit A (Water Crossing Table), Exhibit B (Special Provisions), Exhibit C (Monitoring Fee) attached hereto.

ACCEPTED AND ACKNOWLEDGED

ENBRIDGE ENERGY, LIMITED PARTNERSHIP
Licensee

By _____ 

Name _____

Title _____

Date _____

STATE OF MINNESOTA
DEPARTMENT OF NATURAL RESOURCES

By _____
Barb Naramore, Deputy Commissioner

Date _____

Form approved by Lands and Minerals Division, DNR, March 5, 2015.

Exhibit A
Water Crossing Table - Utility License UWAT011547

That part of the following descriptions as shown on the attached application and map, all of which are made a part hereof by reference.

Crossing ID 1	Government Lot 6 in Section 4, Township 160 North, Range 50 West, in Kittson County
Crossing ID 2	NE ¼ SE ¼ in Section 23, Township 160 North, Range 50 West, in Kittson County
Crossing ID 3	SE ¼ SE ¼ in Section 25, Township 159 North, Range 49 West, in Kittson County
Crossing ID 4a	SW ¼ SW ¼ in Section 16, Township 157 North, Range 47 West, in Marshall County
Crossing ID 4b	SW ¼ SW ¼ in Section 16, Township 157 North, Range 47 West, in Marshall County
Crossing ID 5a	SW ¼ SE ¼ in Section 7, Township 156 North, Range 46 West, in Marshall County
Crossing ID 5b	NW ¼ NE ¼ in Section 18, Township 156 North, Range 46 West, in Marshall County
Crossing ID 6	NW ¼ NE ¼ in Section 12, Township 155 North, Range 46 West, in Marshall County
Crossing ID 7	NE ¼ NW ¼ in Section 28, Township 155 North, Range 45 West, in Marshall County
Crossing ID 8	SW ¼ SE ¼ in Section 29, Township 153 North, Range 43 West, in Pennington County
Crossing ID 9	NW ¼ NW ¼ in Section 4, Township 152 North, Range 43 West, in Pennington County
Crossing ID 10	NE ¼ SW ¼ in Section 14, Township 152 North, Range 43 West, in Pennington County
Crossing ID 11	NE ¼ NW ¼ in Section 9, Township 151 North, Range 42 West, in Red Lake County
Crossing ID 12	NW ¼ NW ¼ in Section 1, Township 150 North, Range 41 West, in Red Lake County
Crossing ID 13	NE ¼ SW ¼ in Section 8, Township 149 North, Range 38 West, in Clearwater County
Crossing ID 14	NW ¼ SW ¼ in Section 15, Township 149 North, Range 38 West, in Clearwater County
Crossing ID 15	SE ¼ NE ¼ in Section 25, Township 149 North, Range 38 West, in Clearwater County
Crossing ID 16	SW ¼ NW ¼ in Section 30, Township 149 North, Range 37 West, in Clearwater County
Crossing ID 17	NE ¼ SW ¼ in Section 30, Township 149 North, Range 37 West, in Clearwater County
Crossing ID 18a	SE ¼ SW ¼ in Section 29, Township 149 North, Range 37 West, in Clearwater County
Crossing ID 18b	SE ¼ SW ¼ in Section 29, Township 149 North, Range 37 West, in Clearwater County
Crossing ID 19	SW ¼ NW ¼ in Section 32, Township 149 North, Range 37 West, in Clearwater County
Crossing ID 20	SE ¼ SW ¼ in Section 21, Township 147 North, Range 37 West, in Clearwater County
Crossing ID 21	SW ¼ NE ¼ in Section 34, Township 147 North, Range 37 West, in Clearwater County
Crossing ID 22	SW ¼ NW ¼ in Section 2, Township 146 North, Range 37 West, in Clearwater County
Crossing ID 23	NW ¼ SW ¼ in Section 8, Township 146 North, Range 36 West, in Clearwater County
Crossing ID 24	SW ¼ NE ¼ in Section 15, Township 146 North, Range 36 West, in Clearwater County
Crossing ID 25	NW ¼ NW ¼ in Section 23, Township 146 North, Range 36 West, in Clearwater County
Crossing ID 26	NW ¼ SW ¼ in Section 23, Township 146 North, Range 36 West, in Clearwater County
Crossing ID 27	SE ¼ NW ¼ in Section 26, Township 145 North, Range 36 West, in Clearwater County
Crossing ID 28	NW ¼ NE ¼ in Section 35, Township 145 North, Range 36 West, in Clearwater County
Crossing ID 29	SE ¼ NW ¼ in Section 19, Township 144 North, Range 35 West, in Hubbard County
Crossing ID 30	NW ¼ NE ¼ in Section 8, Township 141 North, Range 35 West, in Hubbard County
Crossing ID 31	SE ¼ NW ¼ in Section 17, Township 141 North, Range 35 West, in Hubbard County
Crossing ID 32	SE ¼ NE ¼ in Section 6, Township 140 North, Range 35 West, in Hubbard County
Crossing ID 33	NE ¼ SE ¼ in Section 6, Township 139 North, Range 35 West, in Hubbard County
Crossing ID 34	NE ¼ NE ¼ in Section 19, Township 139 North, Range 35 West, in Hubbard County
Crossing ID 35	NE ¼ SE ¼ in Section 33, Township 139 North, Range 35 West, in Hubbard County
Crossing ID 36	SW ¼ NW ¼ in Section 34, Township 139 North, Range 35 West, in Hubbard County
Crossing ID 37	SW ¼ NW ¼ in Section 36, Township 139 North, Range 35 West, in Hubbard County
Crossing ID 38	NW ¼ NE ¼ in Section 31, Township 139 North, Range 34 West, in Hubbard County
Crossing ID 39	SW ¼ NE ¼ in Section 1, Township 138 North, Range 34 West, in Wadena County
Crossing ID 40	NE ¼ SE ¼ in Section 5, Township 138 North, Range 33 West, in Wadena County
Crossing ID 41	SE ¼ SE ¼ in Section 4, Township 138 North, Range 32 West, in Cass County
Crossing ID 42	NW ¼ NE ¼ in Section 8, Township 138 North, Range 31 West, in Cass County
Crossing ID 44	NE ¼ SW ¼ in Section 8, Township 138 North, Range 29 West, in Cass County
Crossing ID 45	NW ¼ NE ¼ in Section 28, Township 139 North, Range 28 West, in Cass County
Crossing ID 46	NW ¼ NE ¼ in Section 26, Township 139 North, Range 28 West, in Cass County
Crossing ID 47	SE ¼ NE ¼ in Section 19, Township 139 North, Range 26 West, in Cass County
Crossing ID 48	NW ¼ NW ¼ in Section 14, Township 139 North, Range 26 West, in Cass County
Crossing ID 49	SW ¼ NW ¼ in Section 2, Township 139 North, Range 25 West, in Cass County
Crossing ID 50	NE ¼ NE ¼ in Section 36, Township 51 North, Range 27 West, in Aitkin County

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Crossing ID 51	SE ¼ NE ¼ in Section 33, Township 51 North, Range 26 West, in Aitkin County
Crossing ID 52	SW ¼ NE ¼ in Section 31, Township 51 North, Range 24 West, in Aitkin County
Crossing ID 53	NW ¼ SE ¼ in Section 27, Township 51 North, Range 24 West, in Aitkin County
	NE ¼ SE ¼ in Section 27, Township 51 North, Range 24 West, in Aitkin County
Crossing ID 54	NE ¼ SE ¼ in Section 26, Township 51 North, Range 24 West, in Aitkin County
Crossing ID 55	SE ¼ NW ¼ in Section 27, Township 51 North, Range 23 West, in Aitkin County
Crossing ID 56	SW ¼ SE ¼ in Section 23, Township 51 North, Range 23 West, in Aitkin County
Crossing ID 57	NE ¼ SW ¼ in Section 20, Township 51 North, Range 21 West, in St. Louis County
Crossing ID 58	SW ¼ NW ¼ in Section 27, Township 51 North, Range 20 West, in St. Louis County
Crossing ID 59	NE ¼ SW ¼ in Section 35, Township 51 North, Range 20 West, in St. Louis County
Crossing ID 60	NE ¼ NE ¼ in Section 2, Township 50 North, Range 20 West, in St. Louis County
Crossing ID 63a	SW ¼ SE ¼ in Section 6, Township 48 North, Range 17 West, in Carlton County
Crossing ID 63b	SW ¼ SE ¼ in Section 6, Township 48 North, Range 17 West, in Carlton County
Crossing ID 65	SE ¼ NE ¼ in Section 16, Township 48 North, Range 17 West, in Carlton County
Crossing ID 67	NW ¼ NE ¼ in Section 28, Township 48 North, Range 16 West, in Carlton County

Note: Parcel ID's 43, 61, 62, 64 and 66 have been removed from the parcel list.

EXHIBIT B – SPECIAL PROVISIONS
WATER CROSSING LICENSE UWAT011547

SPECIAL PROVISIONS:

This license is granted subject to the below special provisions, per license provision 17. Special provisions apply to all State water crossings, and may clarify, add to, or substitute for standard license provisions contained within the license and application materials. Changes or exceptions to these special provisions are subject to written approval by the State.

When license and special provisions are in conflict with application materials, the license and special provisions shall prevail and supersede application materials.

- 1. INCORPORATED APPLICATION MATERIALS:** The Licensee submitted the plans, specifications, and other information listed below as part of the Licensee’s application materials. Per paragraph 1.A. of the license, these materials are attached to this license and made part of the terms and conditions of this license.
 - Application for License to Cross Public Waters: November 2020 (Rev 4)
 - Environmental Protection Plan (EPP): November 2020 (Rev 11)
 - Invasive and Noxious Species Management Plan (INS): October 2020 (Rev 7)
 - Winter Construction Plan: November 2020 (Rev 7)
 - Blasting Plan: November 2020 (Rev 6)
 - Natural Heritage Information System Review and Avoidance Plan (NHIS): November 2020 (Rev 4)
 - Post Construction Vegetation Management Plan for Public Lands and Waters (PCVMP): November 2020 (Rev 4)
 - Planting Plan: November 2020 (Rev 1)
 - Post-Construction Wetland and Waterbody Monitoring Plan (PCMP): November 2020 (Rev 6)
 - Avoidance, Mitigation and Implementation Plan (AMIP): July 2020
 - Unanticipated Discoveries Plan (UDP): November 2019 (Rev 6)
 - Archaeological and Historic Resources Plan (AHRP): October 2020
- 2. ADDITIONAL PROJECT PLANS:** The Licensee acknowledges the Enbridge Energy Line 3 Replacement Project (Project) is subject to, and the Licensee is separately required to comply with, additional Project plans, permits, approvals, interagency agreements, and legal requirements from other regulatory authorities, including but not limited to:
 - Environmental Monitor Control Plan (EMCP): October 2020 (Rev 4)
 - Independent Environmental Monitor Staffing Plan: October 2020 (Rev 3)
 - Construction Storm Water Pollution Prevention Plan (SWPPP): As issued by Minnesota Pollution Control Agency (MPCA)
 - Inadvertent Release and Response Plan (IRRP): October 2020
 - Rare and Sensitive Environmental Resources Plan: October 2020 (Rev 2)
- 3. NO CHANGES TO SPECIFICATIONS; AMENDMENTS:** The Licensee is not allowed to deviate from the requirements and specifications in the attached application materials without express written approval by the State, which may be in the form of an amendment to this license. Examples of deviations from application materials include, but are not limited to, changes in primary methods of installation, access, clearing methods, workspace, construction activities, mitigation, and right-of-way.

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If the Licensee seeks an amendment or modification to this license, the Licensee must submit a written request to the State at least ten business days prior to the planned activity for which an amendment or modification would be needed. The Licensee shall include the reason for the requested modification or amendment. The Licensee may not implement the desired amendment or modification unless approved by the State. Additional monitoring and license fees may apply.

If the utility comes out of compliance with the original specifications in the attached application materials for any reason (for example, if the pipe becomes exposed), the Licensee shall immediately notify the State of the discovery and shall consult with the State and submit a plan for corrective action within six months for State review and approval. The Licensee shall implement the State approved corrective action plan within one year of plan approval.

- 4. NOTIFICATION OF CONSTRUCTION:** The Licensee shall provide 48-hour advance notice by phone or email to Cheryl Kelley-Dobie, the State’s Regional Operations Supervisor, at (218) 308-2627 or cheryl.kelley-dobie@state.mn.us, or any other person subsequently designated by the State (“DNR Contact”), prior to conducting any activities on public waters crossings. If clearing and/or construction activities are to occur on a Monday or Tuesday, or if circumstances make the start time uncertain, the Licensee must give notice by 10:00 AM on the preceding Thursday that construction is imminent. The notice shall describe the crossing number, legal description (quarter-quarter or government lot, section, township, range), county, and construction activity.
- 5. PRE-CONSTRUCTION CONFERENCE:** The Licensee shall meet with the State and Lead Independent Environmental Monitor(s) (LIEM) at a pre-construction conference before any construction occurs in public waters crossings. The Licensee shall provide the State with sufficient notice of the conference to allow attendance. Contact information for the DNR Contact, LIEM, Licensee, and designated Environmental Project Manager (EPM) will be provided at the pre-construction conference. The Licensee shall provide safety orientation for the DNR Contact, State staff, and LIEM.
- 6. LEAD INDEPENDENT ENVIRONMENTAL MONITOR (LIEM):** The LIEM is an independent contractor paid for by the Licensee who reports to the State and other agencies. The LIEM will observe construction activities on public waters crossings. The LIEM will provide an ongoing field presence for the State during construction of the Project. The LIEM will report observations to the DNR Contact, or such other person as the State may subsequently designate, as to whether the Licensee is complying with the terms of this license and other Project requirements. The Licensee will establish a reporting system in which the LIEM can prepare and provide monitoring reports.
- 7. MONITORING REPORTS:** The LIEM will provide the DNR Contact and designated State staff with daily monitoring reports in a prescribed form during construction, restoration, and on-going monitoring.
- 8. MONITORING TABLET TECHNOLOGY:** The Licensee will provide the State with mobile tablets and associated equipment, at the Licensee’s sole cost, for the State’s staff to use during site visits for the Project. These tablets are in lieu of paper alignment sheets. The Licensee will ensure the tablets are loaded with a GIS-based mobile application containing offline accessible spatial data. The data layers will include authorized workspaces and centerlines, environmentally sensitive features, and State-owned land parcels and public waters crossings. The Licensee shall coordinate with the State prior to commencement of Project activities or use of the public waters crossings to identify a

EXHIBIT B – SPECIAL PROVISIONS
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comprehensive list of data layers and the quantity of mobile tablets to be made available to the State's staff.

- 9. PUBLIC WATER CROSSINGS SUBJECT TO THIS LICENSE:** The Licensee's activities related to the construction, maintenance, repair, and operation of the pipeline permitted by this license are restricted to the right-of-way on the public water crossings subject to this license. Additional public waters needed for access, construction, dewatering, and other activities are subject to review and approval by the State under separate agreements or permits.

The portion of the right-of-way subject to this license and identified as the temporary workspace in the attached application materials may be used only during the initial installation of the pipeline. After initial pipeline installation, temporary workspace shall not be maintained as operational right-of-way and shall be restored according to the PCMP, PCVMP, EPP, and applicable Site Specific Restoration Plans (SSRPs).

- 10. RIGHT-OF-WAY SIGNAGE:** The Licensee shall install pipeline markers on the entry and exit of each public water crossing.

- 11. THREATENED AND ENDANGERED SPECIES (TES):** The Licensee shall locate and protect TES during construction, operation, repair, and maintenance activities on public waters crossings. The Licensee shall ensure proper TES avoidance and protection measures are in place to avoid an inadvertent take. Excavation or trampling by construction, maintenance, or operation activities could result in a take.

Location specific avoidance plans depicting TES and all construction features (i.e. construction workspace, additional temporary workspace, etc.) must be submitted to the Department of Natural Resources Endangered Species Review Coordinator and approved prior to initiation of clearing or construction activities on public waters crossings with TES. An application must be submitted to the Department of Natural Resources Endangered Species Coordinator for a permit to take TES. TES species cannot be taken without a permit to take TES.

- 12. ECOLOGICALLY SENSITIVE STATE RESOURCES:** The Licensee must take special measures to avoid and minimize impacts to ecologically sensitive State resources according to the NHIS Plan. This applies to sites identified in the NHIS Plan, including but not limited to Native Plant Communities ranked S1-S3, MBS Sites of Biodiversity Significance ranked Outstanding or High, and Colonial Waterbird nesting areas.

- 13. INVASIVE SPECIES:** The INS Plan at appendix B of the EPP, which is attached to and incorporated into this license, has requirements pertaining to invasive species control. The Licensee is required to implement and comply with the INS Plan, including but not limited to Attachment C (Invasive and Noxious Species Implementation Plan for Public Lands) found in the INS, for at least 200 feet from the Ordinary High Water Level (OHWL) of water crossings.

Prior to clearing and grading operations, the Licensee shall survey public waters crossings to identify invasive and noxious weed species. During all phases of pre-construction, construction and post construction activities, the Licensee shall utilize mechanical and physical control methods at public waters crossings. To avoid the spread of invasive species, the Licensee's practices shall meet or exceed the DNR Invasive Species Operations Handbook Guidelines, DNR Division of Ecological Resources guidelines, and the Minnesota Board of Water and Soil Resources manual.

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14. NON-MERCHANTABLE MATERIAL: The Licensee shall not deposit slash and non-merchantable materials originating from upland sites in or near wetlands or public waterways, except where needed to implement the brush toe-wood trenchline restoration technique as presented in the SSRPs.

15. RUTTING AND MATS: The Licensee shall minimize rutting to protect productivity, protect hydrologic function, protect water quality, reduce erosion, and minimize impacts to flora and fauna. The Licensee shall avoid repeated and excessive rutting.

Rutting shall not exceed six inches in depth. If rutting exceeds six inches in depth, Licensee shall immediately cease operations at the impacted location, take appropriate measures to reduce rutting and may resume only when conditions are adequate to support the equipment.

The Licensee shall use mats as needed. The Licensee is not allowed to use foreign materials (such as gravel) to establish a stable base for mats and equipment pads. The Licensee must clean mats prior to coming onto State water crossings. The Licensee must also clean mats during construction and maintenance activities to avoid the spread of invasive species. The Licensee shall clean mats in place during construction for equipment passage so that soils do not accumulate. The Licensee shall remove all mats on State water crossings at the earliest practical time after construction and restoration activities.

16. PUBLIC WATER CROSSINGS WITHIN PEATLAND/WETLAND WINTER CONSTRUCTION AREAS: To the maximum extent feasible, the Licensee shall construct the following crossings from November 1 through March 31 during winter conditions, as defined in the Winter Construction Plan, and preferably during frozen conditions:

- Crossing #41 Big Swamp Creek MP 1000.5
- Crossing #50 Unnamed Stream MP 1053.4
- Crossing #51 Moose Lake/tributary MP 1056.6
- Crossing #54 Unnamed Stream MP 1070.9
- Crossing #55 Unnamed Stream MP 1075.5
- Crossing #56 West Savanna River MP 1076.9

Licensee may conduct work in the above crossings to complete staking, clearing, and building of frost roads using construction mats or low ground pressure equipment. However, prior to excavating at the above crossings, the Licensee shall monitor frost depth to ensure frost is adequate to support equipment and is at least 30 inches deep; otherwise, the Licensee is required to utilize sufficient construction matting according to figure 49 of the EPP. The Licensee shall mark and not enter any peatland areas where the frost depth has not been surveyed until the Licensee determines frost depth and/or necessary matting.

The Licensee and State acknowledge the feasibility of winter construction of the above crossings is highly dependent on the starting date of the Licensee's Project construction.

If the Licensee does not conduct winter construction as described in Site Specific Crossing Plans (SSCPs) and SSRPs in attachment B of the application, then the following requirements apply:

- a. The Licensee shall submit to the State a revised peatland/wetland construction plan that demonstrates how the Licensee will implement winter construction to the maximum extent possible for these crossings. The Licensee must provide information in the revised peatland/wetland construction plan to support why any specific winter construction is not

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feasible. This plan must also provide the construction details for peatland/wetland construction that will be implemented to minimize impacts to these resources.

- b. The Licensee shall implement enhanced construction monitoring, including:
 - i. One additional dedicated LIEM for each construction spread where non-winter construction will occur at the above crossings; and
 - ii. Additional State staff monitoring at each of the above crossings where non-winter construction will occur. The Licensee is responsible for the costs of this additional State staff monitoring.

The Licensee is subject to rigorous vegetation and shallow groundwater monitoring as described in the PCMP. If monitoring identifies unanticipated impacts to these crossings, the Licensee must submit a corrective action plan to the State for review and approval. Upon State approval of the corrective action plan, the Licensee must implement the corrective action plan within one year. If the State determines the Licensee's corrective action plan did not sufficiently remediate the impacts to the crossings, the State may conduct an assessment of the impacted areas and require additional mitigation from the Licensee.

17. FINANCIAL ASSURANCE FOR WETLAND AND WATERBODY RESTORATION. Prior to commencing any activities on State land or water crossings, the Licensee shall provide a bond or other financial assurance instrument to the State, in an amount and form acceptable to the State, that the State can access if the Licensee fails to perform its obligations to restore wetlands and waterbodies under this license. The State may access this financial assurance to perform the wetland and waterbody restoration under this license, to restore other wetlands and waterbodies in the area, or purchase wetland credits.

18. FISHERIES WORK EXCLUSION DATES: To protect fish spawning and migration, the Licensee must comply with exclusion dates listed in section 2.1 of the EPP, which are generally based on the State's warm and cool water fisheries and designated trout stream work exclusion dates.

- A. Notwithstanding the above, the Licensee may work within the following public waters during dates that would otherwise be restricted for warm water fisheries. The waiver of exclusion dates does not apply during high flows when the water level is above the OHWL.
 - Crossing #9 (Unnamed Creek)
 - Crossing #18a/18b (Unnamed Creek)
 - Crossing #32 (Portage Lake)
 - Crossing #36 (Unnamed Basin)
- B. The Licensee shall not work within the following public waters from September 15 through April 30.
 - Crossing #63a (Unnamed Stream)
 - Crossing #63b (Unnamed Stream)
 - Crossing #65 (Little Otter Creek)
 - Crossing #67 (Unnamed Stream)
- C. Notwithstanding the above, the Licensee may work within the following public waters from November 1 through March 31 during winter conditions, as defined in the Winter Construction Plan, that would otherwise be seasonally restricted for cold water fisheries.
 - Crossing #29 (LaSalle Creek)

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- Crossing #54 (Unnamed Stream) - This waiver of exclusion dates only applies if the Licensee's proposed beaver dam removal on this crossing is limited to the two beaver dams that are closest to the construction area.

19. HDD TIMING RESTRICTION AT CROSSING #33 (STRAIGHT RIVER): The Licensee is not allowed to conduct horizontal directional drilling (HDD) work at crossing #33 (Straight River) from October 1 through April 15.

20. HDD RESTRICTED IN FROZEN CONDITIONS: The Licensee shall not conduct HDD stream crossing construction activities during frozen conditions, unless otherwise approved in writing by the State and the MPCA.

21. COMPLETION OF CROSSINGS: Except for crossings using the HDD method, or as previously approved by the State in a SSCP, the Licensee is required to complete in-stream pipeline installation activities for crossings of a stream or lakebed within the timeframes noted below:

- Minor Waterbodies (all waterbodies less than or equal to ten feet wide at the water edge at the time of crossing): 24 hours
- Intermediate Waterbodies (all waterbodies greater than ten feet wide but less than 100 feet wide at the water edge at the time of crossing): 48 hours
- Major Waterbodies (all waterbodies greater than 100 feet wide at the water edge at the time of crossing): as specified in the application materials or in applicable permits.

The State may give subsequent written approval for timeframes different than above.

The Licensee must initiate stabilization on stream banks and buffer areas next to streams within 24 hours after pipeline placement in the stream. The Licensee shall contact the LIEM immediately if a situation occurs during installation, or any other circumstance arise, that could delay completion of the crossing beyond the timing noted above. If Licensee cannot comply with license term 3.B. for a particular crossing and there is not an SSRP, Licensee shall consult with the State prior to restoration of the stream bank.

Due to entanglement issues with small animals, the Licensee's use of erosion control blanket shall be limited to 'bio-netting' or 'natural netting' types, and specifically not products containing plastic mesh netting or other plastic components. These are Category 3N or 4N in the 2016 and 2018 MnDOT Standards Specifications for Construction.

22. CROSSINGS RESTORATION; SITE SPECIFIC RESTORATION PLANS: As specified in the incorporated application materials, certain crossings are subject to SSRPs. For crossings subject to SSRPs, the Licensee is required to restore each such crossing according to the applicable SSRP. Each SSRP identifies the geographic area subject to that SSRP.

SSRPs are subject to additional review and revision by the State based upon final construction plans, site visits, or other updated information. The Licensee must obtain the State's final approval of SSRPs prior to beginning construction of the pipeline within the area identified on any specific SSRP.

For crossings not subject to SSRPs, the Licensee is required to restore each such crossing according to "typical" restoration requirements in the application materials.

23. CROSSING #31 (HAY CREEK): The Licensee acknowledges that the Licensee has designed an HDD crossing for a public water wetland, which also contains Hay Creek. The Licensee may need to

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remove vegetation within the license right-of-way and across the 670-foot-wide public water wetland boundaries (approximately 0.8 acres) to access Hay Creek for HDD monitoring activities and to place guide wires used during the HDD process. The Licensee is required to minimize the area of vegetation removal to the minimum amount necessary to maintain sightline of the HDD and shall complete the clearing referenced in this provision using hand tools and employee walk-in access only.

- 24. CROSSING #48 (SPRING BROOK):** This crossing is subject to a specialized Construction and Restoration Plan included in attachment B of the application. In addition, for the three years commencing upon completion of installation of the utility at this crossing, the Licensee is required to monitor water management at this crossing two times per year to ensure seep mitigation measures are functioning properly. The Licensee shall report the monitoring results to the State within 30 days.
- 25. CROSSING #29 (LASALLE CREEK):** This crossing is subject to a specialized Construction and Restoration Plan included in attachment B of the application. In addition, the Licensee shall save sod that is removed for construction purposes and shall reuse the sod at the site to the maximum extent practicable.
- 26. CROSSING #51 (MOOSE LAKE):** The pipeline shall be constructed with additional depth of cover in this area to maximize the area of porous peat above the pipeline. The Licensee must install the depth of pipe, at a minimum, lower than 1252.5' elevation extending out 25 feet to the west and 120 feet to the east of the open water drainage.
- 27. CROSSING #67 (UNNAMED STREAM):** The Licensee shall complete expanded grade control throughout the Licensee's entire pipeline right-of-ways at this location. The Licensee shall apply restoration techniques as outlined in the SSRP to Licensee's other existing pipeline right-of-ways in this location.
- 28. FIREARM DEER HUNTING SEASON:** The Licensee is prohibited from conducting construction or maintenance activities on State water crossings during the opening weekend of the Minnesota firearm deer season. For purposes of this provision, opening weekend is defined as the Friday before the opening day, as published by the State, through the following Monday.
- 29. BEAVER DAM REMOVAL:** The Licensee must obtain all necessary permits for beaver dam removal. Permits will be required if removal will affect the course, current or cross section of public waters. The Licensee shall take care during removal of beaver dams to ensure silt flushing and downstream channel erosion does not occur. The Licensee shall conduct any beaver dam removal to limit the amount and timing of water release to the maximum extent practicable. The Licensee is required to have a contingency plan in place to manage any uncontrollable flow from beaver dam removal.
- 30. RECREATIONAL WATER TRAILS:** The Licensee shall not close or interrupt any recreational opportunities on the following river canoe routes without prior notification to the appropriate DNR Parks & Trails Division Area Supervisor. The Licensee must maintain a regular correspondence with the appropriate DNR Parks & Trails Division Area Supervisor during construction of the utility so the State may inform the public of the Licensee's actions concerning these water trails. The Licensee's placement of bridges across the rivers cannot interrupt any recreational use of these water trails.

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After construction activities, the Licensee must restore the State water trails to their pre-construction condition and must replace all signage.

- Crossing #1 (Red River of the North)
- Crossing #8 (Red Lake River)
- Crossing #28 (Mississippi River)
- Crossing #40 (Crow Wing River)
- Crossing #44 (Pine River)

31. REFUELING AND SPILLS: Per the EPP, the Licensee shall notify the Minnesota Duty Officer of any spills on public water crossings. The Licensee must have spill kits readily available at each construction location.

The Licensee shall refuel vehicles and equipment on landings with secondary containment structures. The Licensee shall not leave vehicles or equipment unattended within 100 feet of public water wetlands or waterbodies unless advanced approval is provided by the LIEM and liners are placed under the unattended vehicles or equipment.

32. TEMPORARY DISCHARGE OF WATER FROM CONSTRUCTION DEWATERING ACTIVITIES: If conditions arise resulting in the need for additional temporary workspace for temporary discharge of water from construction dewatering activities on State lands, the Licensee must provide 48-hour advance notice to the State. This notice must include the required information outlined in the application materials. The Licensee shall not use the additional temporary workspace for dewatering discharge activities and shall not conduct any dewatering discharge activities at these locations until the State has given written permission. This activity is subject to additional State and MPCA permits.

33. TRENCH BREAKERS: The Licensee shall not use closed cell polyurethane foam on public water crossings. The Licensee shall install trench breakers at all crossings (entrance and exit) shown in the application materials unless there is no stable wall or footing to tie the trench breaker into or no slope.

34. SPOIL: During construction, the Licensee shall remove all excess spoil material to upland areas. The Licensee is not allowed to place permanent fill material in public waters and wetlands. The Licensee may mound spoil over the trench line of public water wetland crossings constructed under frozen ground conditions.

35. BLASTING: If the Licensee seeks to use blasting methods to construct a State water crossing beyond what is identified in the Blasting Plan included in attachment H of the application, the Licensee shall submit a site specific blasting plan for State review. The Licensee cannot proceed with the proposed site specific blasting plan until the State gives written approval.

36. ROCK PLACEMENT: The Licensee shall coordinate with the State on placement of rock at Crossing #65 (Little Otter Creek).

37. MINNESOTA BUFFER LAW: The Licensee shall restore and maintain a 50-foot vegetative buffer from the OHWL on public watercourses.

38. BRIDGES: Attachment A of the application identifies the crossings for which Licensee proposes temporary clear span bridges and in-stream support bridges for equipment crossing of public

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waters. The Licensee must consult with the State and obtain the State's written consent before making any changes to the bridge type for a crossing or adding bridges to additional crossings.

All portions of bridge header supports shall be placed at least five feet back from the top of bank. The Licensee will install bridges and culverts in the deepest portion of the stream (thalweg) and will review exceptions with the State as part of the SSRP. The Licensee must size these openings adequately to prevent or minimize increases in flow of water and to avoid restriction of flow that creates ponding or scouring on either side of the bridge.

Crossing #23, #63a/#63b, #67 – Licensee shall submit for the State's review and approval a revised bridge plan that shows either an engineered clear span bridge or a revised in stream support design that avoids directing flow into the downstream bank. The Licensee shall not install bridges at these locations until the State has approved the revised submittal.

Crossing #41 – A temporary work bridge is prohibited at crossing #41 unless the crossing is constructed during the winter.

Crossing #4a, #11, #38 – A temporary work bridge is prohibited at these crossings.

39. DEPTH OF COVER: The application generally describes and identifies the minimum pipeline depth of cover that Licensee must use for installation. Notwithstanding the application materials, the State requires the Licensee to use the following more stringent depths of cover than shown in the application at the following crossings:

- Crossing #23 (Walker Brook) - The depth of cover must be a minimum of 5 feet.
- Crossing #41 (Big Swamp Creek) - The depth of cover must be a minimum of 4.5 feet.
- Crossing #50 (Unnamed Stream) - The depth of cover must be a minimum of 5 feet.
- Crossing #54 (Unnamed Stream) - The depth of cover must be a minimum of 6 feet.

40. ORDINARY HIGH WATER LEVEL CORRECTION: The crossing length in the application is based on available data and site conditions at the time the application was prepared. Lack of site specific data or changing environmental conditions create a limitation on the accuracy of the crossing length. This license governs the full extent of the crossing from OHWL to OHWL, regardless of any different crossing length listed in the application. The location of the OHWL at any crossing is subject to continuing review by the State, and the State may notify the Licensee of any needed revisions to the locations of OHWLs on construction plans.

The following three crossings have incorrect OHWL depictions in the application:

- Crossing #54 (Unnamed Stream) - The OHWL depicted for this crossing in the application is not accurate. The approved depth of cover of 6 feet at this crossing needs to be maintained for the entire OHWL length that is estimated at a ground surface elevation of 1250 feet on the both sides of the crossing.
- Crossing #56 (West Savanna River) - The OHWL depicted for this crossing in the application is not accurate. The approved depth of cover of 6.1 feet at this crossing needs to be maintained for the entire OHWL length that is estimated at 175 feet associated with the area of herbaceous vegetation on both sides of the crossing.

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- Crossing #65 (Little Otter Creek) - The OHWL depicted for this crossing in the application is not accurate. The approved depth of cover of 6.2 feet at this crossing needs to be maintained for the entire OHWL length that is estimated at 173.5 feet and extended 100 feet east of the 73.5 feet identified in the application.
- 41. AS-BUILT SURVEY:** The License shall complete as-built stream channel geomorphic surveys of Crossings #63a, #63b and #67 after final restoration of these crossings. The survey shall be provided to the State within three months of completed final restoration.
 - 42. POST CONSTRUCTION WETLAND AND WATERBODY MONITORING:** The PCMP imposes requirements on the Licensee pertaining to post-construction wetland and waterbody monitoring. The Licensee is required to implement and comply with the PCMP.
 - 43. CONCRETE COATED PIPE:** The Licensee shall use an additive to the concrete mixture that prevents acidic degradation at wetland/peatland locations with pH below 5.
 - 44. PLANTING PLAN:** The Licensee shall supply a final Planting Plan with all related information (including but not limited to all maps) to the State for review and approval. The State must give final written approval to the Planting Plan before the Licensee can begin construction on public water crossings.
 - 45. PLANT MATERIALS:** All plant material (seeds and woody vegetation) utilized in final restoration must be listed as native to the county in which it's planted on MN Taxa. Materials must also be sourced consistent with the State's Operational Order 124 Plant Material Standards for Native Plant Community Restoration and the State's Division of Forestry Nursery Seed Source Control.

EXHIBIT C

MONITORING FEE (UWAT011547)

1. The Monitoring Fee applies to the land and water crossing licenses described below that are required for the Enbridge Line 3 Replacement Project.
Land Crossing License: ULND010332
Water Crossing License: UWAT011547
2. Total Monitoring Fee for the above referenced licenses is \$763,178.00
3. The Monitoring Fee is based on DNR staff hours needed to process applications, coordinate review, complete special provisions and terms for the land and water crossing licenses and to monitor activities during construction and for the first growing season after construction.
4. DNR staff spent approximately 4,046 hours during the pre-application, application coordination, development of special provisions, and pre-construction conference through November 14, 2020 and it is estimated that staff will spend approximately 2,804 hours on monitoring construction activities from November 15, 2020 through construction completion and monitoring of restoration. The total number of staff estimated staff hours is 6,850 hours. To arrive at the monitoring fee estimate, the total hours was multiplied by the applicable hourly division rate yielding a fee of \$763,178.00.
5. Monitoring activities include but are not limited to processing applications, coordination, review and drafting of special provisions and terms for the license documents; site inspections; review of monitoring reports; engage in and coordinate communications with the Licensee, monitors, and staff; participate in regular conference calls and meetings; and respond to unexpected situations.
6. For payment purposes, the monitoring fee will be assessed as follows. A monitoring fee of \$367,944.00 will be assessed for Water Crossing License UWAT011547 and a monitoring fee of \$395,234.00 will be assessed for Land Crossing License ULND010332. The monitoring fee will be billed at the same time as the license fees. Both the monitoring fee and the license fee must be paid prior to the issuance of each license.
7. Additional and supplemental fees may be required to accommodate Licensee requests to modify or amend licenses as needed during construction. The additional fees would cover the actual costs to process the requests for modification, to revise terms and conditions, conduct site visits, and monitor changes.
8. If additional monitoring is required, the DNR will provide an estimate of the additional hours needed for monitoring and bill the Licensee. Upon completion of monitoring activities, any unused balance will be refunded to the Licensee.