



ROVER PIPELINE

An ENERGY TRANSFER Company

ROVER PIPELINE LLC

Rover Pipeline Project

Supplement

FERC Docket No. CP15-93-000

June 2015

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On February 20, 2015, Rover Pipeline LLC (Rover) submitted its application seeking authorization from the Federal Energy Regulatory Commission (FERC or Commission) pursuant to Section 7(c) of the Natural Gas Act (NGA) to construct, own, and operate the proposed Rover Pipeline Project (Project) that will extend from the vicinity of New Milton, Doddridge County, West Virginia to the vicinity of Howell, Livingston County, Michigan. The Project will have the capacity to transport 3.25 billion cubic feet per day of natural gas and is a producer-driven pipeline project in which Marcellus and Utica producers have made long-term commitments for transportation capacity to move natural gas production to connections with interstate natural gas pipelines and storage facilities, as well as to major gas consuming markets in the Gulf Coast, Midwest and Canadian regions.

This supplement to Rover's application provides the results of additional biological and cultural surveys conducted in late 2014 and early 2015, and the incorporation of route variations into the proposed route to accommodate landowner requests, reduce or avoid impacts on cultural or biological resources, and resolve constructability concerns.

The results of these modifications are outlined in the following sections, and in the revised alignment sheets, tables and figures provided in the appendices and attachments to this Supplement. All updates or corrections that were noted in the April 22, 2015 submittal, which was in response to FERC's April 2, 2015 Environmental Information Request, have been changed to black text in the enclosed tables and the new changes are noted in the tables in red text and deletions are noted with strike-through. Only those tables with changes are included in this submittal.

1.0 RESOURCE REPORT 1 - PROJECT DESCRIPTION

As a result of incorporation of the route variations, the Rover Pipeline Project will consist of approximately 712.9 miles of Supply Laterals and Mainlines, 10 compressor stations, and associated meter stations and other aboveground facilities that will be located in parts of West Virginia, Pennsylvania, Ohio, and Michigan. The Project will include approximately 510.7 miles of proposed right-of-way and will include approximately 202.2 miles of dual pipelines. The Project will consist of the following components and facilities:

- Supply Laterals:
 - eight supply laterals consisting of approximately 201.2 miles of 24-, 30-, 36-, and 42-inch-diameter pipeline in West Virginia, Pennsylvania, and Ohio,
 - two parallel supply laterals, each consisting of approximately 18.6 miles (for a total of approximately 37.2 miles) of 42-inch-diameter pipeline (Supply Connector Lines A and Line B) in Ohio,
 - approximately 72,645 horsepower (hp) at six new compressor stations to be located in Doddridge and Marshall counties, West Virginia; Washington County, Pennsylvania; and Noble, Monroe, and Harrison counties, Ohio, and
 - two new delivery, 11 new receipt, and two bidirectional meter stations on the Supply Laterals.

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- Mainlines A and B:
 - approximately 190.9 miles of 42-inch-diameter pipeline (Mainline A) in Ohio,
 - approximately 183.6 miles of parallel 42-inch-diameter pipeline (Mainline B) in Ohio,
 - approximately 114,945 hp at three new compressor stations to be located in Carroll, Wayne, and Crawford counties, Ohio, and
 - two new delivery meter stations in Defiance County, Ohio.

- Market Segment:
 - approximately 100.0 miles of 42-inch diameter pipeline in Ohio and Michigan,
 - approximately 25,830 hp at one new compressor station to be located in Defiance County, Ohio, and
 - two new delivery meter stations in Washtenaw and Livingston counties, Michigan.

In addition to the route variations (see Section 10.0), Rover is incorporating the following modifications to the aboveground facilities:

- Modification of the property boundaries for the Burgettstown Compressor Station in Washington County, Pennsylvania and Mainline Compressor Station 2 in Wayne County, Ohio;
- Relocation of the CGT Meter Station to the new start for the CGT Lateral in Doddridge County, West Virginia;
- Relocation of the Cadiz Tie-In Site to the southwest corner of Dominion's property and relocation of the Clarington and Cadiz Laterals, and Supply Connector Lines A and B to the new site; and
- Relocation of the Consumers Energy Meter Station from milepost (MP) 67.8 to MP 75.0 in Washtenaw County, Michigan.

Environmental surveys are complete except for tracts where landowner permission had not been acquired by May 2015. Remaining surveys are located on the following pipeline segments:

- Burgettstown Lateral – 2.3 miles for biological and cultural in Washington County, Pennsylvania;
- Mainlines A and B – 7.8 miles for biological; 8.3 miles for cultural in Wood County, Ohio; and
- Market Segment – 2.4 miles for biological, 3.0 miles for cultural in Michigan

Updated tables, figures, maps, and alignment sheets are provided in the appendices and attachments to Resource Report 1 of this Supplement.

2.0 RESOURCE REPORT 2 - WETLANDS AND WATERBODIES

Volume IIA, Appendix 2A includes Tables 2.2-1, 2.3-1 and Tables 2A-1 through 2A-11 that have been revised to reflect variations to the Rover pipeline route and aboveground facilities since the previous filing. In addition, data collected during wetland delineation surveys from October 2014 to May 2015 was added to Table 2A-5, Table 2A-5a, Table 2A-6, Table 2A-6a, Table 2A-7, and Table 2A-11. The addendums to the Wetland Delineation Reports are included in Volume IIB, Attachment 2A.

Groundwater Resources

In summary, aquifers crossed by the Rover Pipeline Project are consistent with those reported in the previous filing (see Table 2A-1), and no Sole Source Aquifers (SSA) or state-designated aquifers are affected by variations to the route variations or aboveground facilities. A total of 118 public and private water supply wells are located within 150 feet of the workspace associated with the Supply Laterals (48), Mainlines A and B (13), and Market Segment (57) (see Table 2A-2). Two additional wellhead protection areas (WHPAs) associated with the Go Getters LLC – Always Unique Childcare and WJ Maxey Boys Training School are located in the Whitmore Lake Contractor Yard of the Market Segment. In addition, two WHPAs, one associated with the Woodview Golf Course, is no longer crossed by the Burgettstown Lateral, and one associated with Cygnet Village Water, is no longer crossed by Mainlines A and B (see Table 2A-3 and Appendix 2B).

Surface Water Resources

Project facilities are located within 14 watersheds as defined by the USGS at the 8-digit HUC or subbasin level (see Table 2A-4). Based on wetland delineation surveys through May 2015, 884 waterbodies and 141 drainages will be crossed by the Rover Pipeline Project (see Table 2.2-1, Table 2A-5, and Table 2A-6). In addition, 158 waterbodies and 42 drainages are located within the construction workspace that are not crossed by the centerline of the Rover Pipeline Project (see Table 2A-5a and Table 2A-6a). No additional surface water intakes are located within three miles downstream of waterbodies crossed by the Rover Pipeline Project (see Table 2A-8). Aboveground facilities associated with the Rover Pipeline Project have been found to occur within three previously-identified surface water protection areas (SWPAs) including the Cincinnati PWS/Ironton PWS/Portsmouth PWS Ohio River Source Water Area Watershed (Zone III), Pennsylvania Water Company PWS Racoon Creek SWPA, and Bayer, Inc. Zone of Critical Concern. In addition, variations to the CGT Lateral have resulted in its location within the West Union Zone of Critical Concern (see Table 2A-9). Lastly, the Project crosses the same Special Flood Hazard Areas (SFHAs), Zones A and AE, reported in the previous filing (Table 2A-10).

Wetlands

The Project will cross a total of 621 wetlands, for a combined crossing length of 13.3 miles, based on field delineation surveys conducted through mid-May 2015 (see Table 2.3-1). Table 2A-11 has been revised to reflect a complete list of the wetlands crossed by Project facilities, including the length of the crossing and total impact to each wetland, as well as the total permanent conversion of forested wetlands to PEM/PSS wetlands. Based on surveys completed to date, the Project will affect a total of 180.49 acres of wetlands during construction, of which 1.81 acres are PFO and the remainder are PEM or PSS. Following construction, approximately 0.8 acres of PFO will be permanently converted to PEM.

3.0 RESOURCE REPORT 3 - VEGETATION AND WILDLIFE

An update to Table 3A-3 (Acres of Vegetation Potentially Affected by the Project) is provided in Volume IIA, Appendix 3A. Due to the number of small changes, this table is revised in its entirety.

In accordance with survey windows, mist net surveys for bats began in May 2015 in Michigan and Pennsylvania (survey window: May 15 to August 15), and in June 2015 in Ohio and West Virginia (survey window: June 1 to August 15). Surveys for snow trillium were conducted in Pennsylvania where survey permission was available on April 14-15, 2015. No snow trillium were found. Mussel surveys in West Virginia, Ohio, and Michigan will begin in late June 2015. No mussel surveys are required in Pennsylvania based on additional consultations with the Pennsylvania Fish and Boat Commission.

4.0 RESOURCE REPORT 4 - CULTURAL RESOURCES

Updated tables are provided in Appendix 4A. These tables provide updates on the status of surveys and survey results. In addition, management summaries describing findings from the 2015 surveys in West Virginia, Pennsylvania, Ohio and Michigan are provided in Volume IV, Attachments 4B, 4C, 4E, and 4G, respectively. Volume IV is labeled *Contains Privileged Information – Do Not Release*.

5.0 RESOURCE REPORT 5 - SOCIOECONOMICS

An updated Table 5A-10 (Demographic and Economic Conditions by Census Tracts) is provided in Appendix 5A. Four census tracts were eliminated in Livingston County, Michigan with incorporation of the route variations.

6.0 RESOURCE REPORT 6 - GEOLOGY

Updates to Tables 6A-3 (Bedrock Geology Crossed by the Pipelines), Table 6A-5 (Mines within 0.25 mile of the Pipelines) and Table 6A-6 (Oil and Gas Wells within 0.25 mile of the Pipelines) are provided in Appendix 6A.

7.0 RESOURCE REPORT 7 - SOILS

Appendix 7A includes updates to Table 7A-3 (Summary of Soil Characteristics at the Rover Aboveground Facilities), Table 7A-4 (Summary of Soil Characteristics Affected by Construction and Operation of the Rover Pipelines), and Table 7A-8 (Summary of Vulnerable Soils by State). Also provided in Attachment 7A are updates to Table 7AA-1 (Soil Types Crossed by the Rover Pipelines), Table 7AA-2 (Soil Types at the Aboveground Facilities) and Table 7AA-3 (Soils Types Affected by Access Roads (acres)). All tables are revised in their entirety.

8.0 RESOURCE REPORT 8 - LAND USE, RECREATION, AND VISUAL RESOURCES

Updates to Table 8.1-1 (Summary of Land Uses Crossed by the Pipeline Facilities), Table 8.2-1 (Summary of Land Ownership), Table 8A-1 (Land Uses Crossed by the Pipeline Facilities), Table 8A-2 (Land Use Acreage Affected by Construction and Operation), Table 8A-3 (Structures Located within 50 feet of the Pipeline Construction Right-of-Way), and Table 8A-4 (Public Land and Designated Recreation, Scenic, and Other Areas) are provided in Appendix 8A. Updated Site-Specific Residential Plans are located in Appendix 8B.

9.0 RESOURCE REPORT 9 - AIR AND NOISE QUALITY

The proposed facility changes will not involve changes in air emissions during construction or operation of the Project. However, the changes at Compressor Station 2 and Burgettstown Compressor Station affect the distance to the Noise Sensitive Areas (NSA) proximate to each facility. Revised tables are located in Volume IIA, Appendix 9A, revised figures are located in Volume IIA, Appendix 9B, and revised contours are located in Volume IIA, Appendix 9C. In addition, the newly proposed location for the Berne Meter Station is addressed in the Addendum Report enclosed in Volume IIA, Appendix 9D.

10.0 RESOURCE REPORT 10 - ALTERNATIVES

Route Variations Incorporated into the Proposed Route

A total of 59 route variations have been incorporated into the proposed route in response to landowner concerns or constructability issues. Of these, 29 route variations are greater than 500 feet from the proposed route as filed in February 2015 and are designated major route variations. The remaining 30 route variations are less than 500 feet from the proposed route as filed in February 2015 and are designated minor route variations. All route variations are listed in Table 10D in Appendix 10D. Appendix 10D also includes Tables 10D-1 through 10D-30 that provide a comparison of the February 2015 route and currently proposed route for the major route variations. These major variations are shown on the maps in Appendix 10E. Appendix 10F provides a table and map for each of the minor variations. In addition, tables and figures for variations deviating from the Proposed Market Segment Alternatives provided in February 2015 are included in Appendix 10G and are described below.

Planned Market Segment Planned Variations

In response to landowner comments that the pipeline be placed within existing utility rights-of-way, Rover contacted the International Transmission Company (ITC) to discuss the possibility of constructing within the ITC electrical transmission infrastructure corridor along parts of the Market Segment of the Project. On January 12, 2015, Rover and ITC met and agreed to investigate the potential of collocation and overlapping of easements where feasible. ITC granted survey permission to Rover, and surveys were completed in the spring of 2015. From the information gathered during the surveys on the ITC corridor and adjacent properties as available, Rover adjusted the proposed routing to indicate where Rover believes collocation within the ITC corridor is possible based on constructability and safe operating procedures, and overlapping

of construction easements where collocation would not be possible and the pipeline would need to be adjacent to the ITC corridor. Rover submitted the revised plans to ITC and the companies met on May 22, 2015 to discuss. ITC is currently reviewing to validate the plans based on their future expansion plans, engineering constraints, and safe construction procedures, as well as operational challenges that collocation would potentially create.

Rover submitted three Planned Route Alternatives (Planned Route Alternatives 1, 3, and 4) in February 2015 where Rover proposed to incorporate the alternative routes pending completion of civil and environmental survey and negotiations with the utility companies. Rover also proposed a fourth alternative (Planned Route Alternative 2) at that time to address the Village of Pinckney's concerns about the crossing of the Village's municipal sewage treatment plant. The following is an update on the status of the Planned Route Alternatives.

Planned Market Segment Route Alternative 1

Planned Market Segment Alternative 1 was depicted in February as deviating west from the proposed route at Market Segment MP 67.99, just north of Pleasant Lake Road and continuing adjacent to Panhandle Eastern Pipeline and ITC rights-of-way before turning west to rejoin the proposed route at Market Segment MP 81.75 (see Figure 10.5-13 in Appendix 10A from February 2015). Rover has completed surveys for the majority of this alternative, with six properties (3,550 feet) remaining to survey pending landowner permission. Rover has revised the alternative based on surveys completed to date and has provided more detailed analysis in this submittal by supplying tables and figures for individual sections of the alternative, included in Appendices 10D and 10E as Variations MS15-MS19. Collectively, these variations would be approximately 0.89 mile shorter than the corresponding segment of the proposed route and would affect 12.96 fewer acres of land during construction. Changes in construction acreage per land use would include 7.85 fewer acres of forest, 3.28 more acres of emergent wetlands, 3.8 fewer acres of forested wetlands, and 4.95 more acres of scrub-shrub wetlands (see Tables 10D-24 through 10D-28 in Appendix 10D).

One minor route variation from Planned Market Segment Alternative 1 is currently proposed, where the Rover pipeline would be collocated within the ITC corridor, and is included herein as Planned Variation MS26. Planned Route Variation MS 26 would deviate west from the proposed route at Market Segment MP 78.45 just south of Island Lake Road. It would then continue north, adjacent to an existing Enbridge pipeline within the ITC utility corridor adjacent to a residential area. The variation stays within the utility corridor north for approximately 4,000 feet, then turns west for another approximately 1,800 feet before turning north to rejoin the proposed route at Market Segment MP 79.72 (see Figure 10G-1 in Appendix 10G). It would be approximately 0.07 mile shorter than the corresponding segment of the proposed route, would affect 0.75 less of an acre of land during construction, and 10 fewer landowners (a 71% reduction). Changes in construction acreage per land use would include 0.96 less of an acre of forest, 0.05 less of an acre of emergent wetlands, and 0.1 less of an acre of forested wetlands (see Table 10G-1 in Appendix 10G). Alignment sheets showing the construction details for Planned Route Variation MS 26 are provided in Volume IIB, Attachment 1A. This segment is under review by ITC for engineering and safety

considerations during construction as well as operational challenges that collocation would potentially create.

Planned Market Segment Route Alternative 2

Planned Market Segment Alternative 2 was proposed to avoid a 0.64-mile-long crossing of the Village of Pinckney's municipal sewage treatment plant. Rover evaluated the original route adjacent to the ITC corridor and the proposed alternative route and determined that the alternative route was necessary to avoid a contaminated site and the expansion of a public water treatment facility along the originally proposed route. The Planned Market Segment Route Alternative is evaluated herein as Variation MS21 in Table 10D-29 in Appendix 10D and in Figure 10E-29 in Appendix 10E. This route variation would deviate away from the proposed route and the ITC powerline corridor at Market Segment MP 83.88. It would then continue north on new right-of-way (west of the proposed route and the Village of Pinckney's sewage plant) and rejoin the proposed route at Market Segment MP 86.82. It would be approximately 0.02 mile shorter than the corresponding segment of the proposed route, would affect 1 less landowner, and would affect 6.75 fewer acres of land during construction. Changes in construction acreage per land use would include 12.1 fewer acres of forest, 2.77 more acres of emergent wetlands, 1.26 fewer acres of scrub-shrub wetlands, and 0.27 more of an acre of forested wetlands.

Planned Market Segment Route Alternative 3

Planned Market Segment Variation 3 would move the Rover Pipeline to parallel the ITC corridor along the south side, rather than along the south side as originally proposed. The alternative was refined during surveys and is included as Variation MS22 in Table 10D-30 in the enclosed Appendix 10D and in Figure 10E-30 in Appendix 10E. The proposed pipeline segment would cross to the south side of the existing ITC right-of-way at Market Segment MP 88.23, and continue along the south side before turning north to minimize impacts on the Golden property. It would then rejoin the proposed route at Market Segment MP 89.54. It would be the same length as the corresponding segment of the proposed route, and would affect 0.16 less of an acre of land during construction. It would affect the same number of landowners, but would reduce the number of residences within 50 feet of the construction workspace by one. Changes in construction acreage per land use would include 0.85 less of an acre of forest, 0.49 more of an acre of scrub-shrub wetlands, 0.37 less of an acre of emergent wetland, and 0.1 less of an acre of forested wetlands.

Planned Market Segment Route Alternative 4

Planned Market Segment Route Alternative 4 was proposed by Rover in February 2015 as a segment of the pipeline route where Rover could possibly collocate the Rover Pipeline into the existing ITC utility corridor pending surveys. The alternative has been refined following surveys by incorporating minor route variations MS24 and MS25, which are depicted in Appendix 10F in Figures 10F-28 and 10F-29. The Planned Market Segment Route Alternative 4 with the minor variations incorporated is analyzed herein as Planned Route Variation MS27. Planned Route Variation MS27 would deviate to the west side of an

existing powerline right-of-way at Market Segment MP 93.19. It would then continue within the existing powerline right-of-way to a point approximately 2.19 miles south of the Vector Meter Station, where it would rejoin the proposed route at MP 97.81 (see Figure 10G-2 in Appendix 10G). It would be approximately 0.09 mile shorter than the corresponding segment of the proposed route, and would affect 2.26 fewer acres of land during construction and 25 fewer landowners (a 62% reduction). Changes in construction acreage per land use would include 0.1 less of an acre of forested wetlands, 0.42 less of an acre of emergent wetlands, 3.15 more acres of scrub-shrub wetlands, and 6.86 more acres of forest (see Table 10G-2 in Appendix 10G). However, it would significantly reduce the number of landowner tracts if negotiations are successful and Rover can collocate within the powerline right-of-way. Alignment sheets showing the construction details for the planned variation are provided in Volume IIB, Attachment 1A. This segment is under review by ITC for engineering and safety considerations during construction as well as operational challenges that collocation would potentially create.

Following civil, biological, and cultural surveys, Rover believes the Planned Market Segment Alternatives 1-4 are preferable to the original proposed route, and recommends that FERC consider Planned Market Segment Alternatives 1-4 as part of the proposed route, with the exception of Planned Route Variations MS26 and MS27, which are under consideration by ITC at this time. Rover will provide FERC updates of the continuing discussions with ITC concerning these variations.

Aboveground Site Alternatives Incorporated into the Project

Five of the aboveground site boundaries were modified or the sites were relocated. Appendix 10H provides tables and maps showing the February 2015 site in comparison to the currently proposed site for the Berne Meter Station, Burgettstown Compressor Station, Cadiz Tie-In, Mainline Compressor Station 2, and Consumers Meter Station.

11.0 RESOURCE REPORT 11 - RELIABILITY AND SAFETY

Updates to Tables 11A-1 (Class Locations for the Rover Pipelines) and Table 11A-2 (Location of High Consequence Areas for the Rover Pipeline Project) are provided in Appendix 11A.