

**NOTICE OF BINDING OPEN SEASON/SOLICITATION OF INTEREST**  
**Roadrunner Gas Transmission, L.L.C.**  
**June 28, 2018**

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**Announcement of Open Season Solicitation of Interest**

In response to significant interest in Delaware Basin natural gas outlets, **Roadrunner Gas Transmission, L.L.C.** (Roadrunner) is holding a binding Open Season to solicit interest for a project to increase transportation capability on the existing Roadrunner system in the Permian Basin. The proposed project will provide transportation on the existing Roadrunner system from receipt points in Culberson, Pecos and Reeves Counties to the ONEOK WesTex Transmission (OWT) delivery point in Pecos County, Texas. Other potential future receipt and delivery points will be also be considered. The estimated total west to east throughput capacity for the pipeline will be up to approximately 750,000 Dth/day, depending on the results of the Open Season. See Exhibit B – Project Map for details.

Roadrunner invites parties interested in obtaining some or all of this proposed capacity to submit in confidence a binding request for service during this Open Season period. The request for service will constitute an offer that may be accepted by Roadrunner as a part of this binding Open Season process as further described below. Any accepted offer and transaction will be subject to completion and execution of a binding precedent agreement and/or transportation service agreement and service order.

Based on the Open Season results, Roadrunner will refine facility designs, cost estimates and project economics. In accordance with the terms of this announcement, Roadrunner will install new facilities to accommodate awarded transportation capability. The amount of awarded capacity will be determined at Roadrunner's discretion, depending on bidders' aggregate level of commitment and the economic viability of any potential expansion(s).

**About**

Roadrunner is a Texas intrastate pipeline system transporting gas from Waha to El Paso markets and to the U.S./Mexico border. Roadrunner is a 50-50 joint venture between Mexico City-based natural gas infrastructure company Fermaca Infrastructure B.V. and ONEOK, with current east to west throughput capacity of 570,000 Dth/day.

**Length of Open Season**

The Open Season is posted June 28, 2018. Declarations of interest will be accepted June 29, 2018, at 8 a.m. CDT, concluding July 27, 2018, at 5 p.m. CDT. Parties should send

their binding request for service via email to Cliff Allison @ [Cliff.Allison@oneok.com](mailto:Cliff.Allison@oneok.com) or to Roadrunner's offices via registered mail at ONEOK Plaza 100 W. 5<sup>th</sup> Street, Suite 1200 Tulsa, Oklahoma 74103, attention: Cliff Allison.

Parties should submit questions concerning this Open Season to:

Cliff Allison	(918) 588-7718, <a href="mailto:Cliff.Allison@oneok.com">Cliff.Allison@oneok.com</a>
Monica Paul	(918) 732-1391, <a href="mailto:Monica.Paul@oneok.com">Monica.Paul@oneok.com</a>

Roadrunner may, in its sole discretion, modify the terms of the Open Season and/or extend the duration of the Open Season at any time during the Open Season, upon notice given by means of a posting to Roadrunner's website.

### **Subsequent Schedule**

Roadrunner expects to contact bidders by no later than August 15, 2018, concerning requests for service. Where bidders and Roadrunner have a mutual interest in proceeding with the proposed project, a binding precedent and/or transportation service agreement will be executed between the parties as quickly as project circumstances warrant.

### **Commencement of Service**

Service will commence as early as first quarter 2019 or as project circumstances warrant. If desired, earlier in-service dates will be considered. The proposed project and the service are dependent on Roadrunner obtaining all necessary internal approvals and all external approvals, authorizations and permits, including satisfying all rules, regulations and requirements of governmental authorities having jurisdiction.

### **Rate Information**

Roadrunner reserves the right to define and maintain the economic viability of the project. Roadrunner's decision to proceed with the project is at its sole discretion and is subject to receiving a sufficient level of capacity subscriptions, obtaining the necessary governmental authorizations to construct and operate the project and other conditions as set forth in the precedent agreement.

### **Request for Service Award Process**

During the Open Season period, Roadrunner will accept requests for transportation service commencing as outlined in the "Commencement of Service." If, after evaluating the requests for service, Roadrunner determines the level of interest is sufficient to warrant economically viable support for the proposed project, then Roadrunner will proceed to obtain precedent and/or firm transportation service agreements.

In evaluating requests for service, Roadrunner will utilize a net present value (NPV) analysis and will proceed with negotiations with parties having the highest net present value request for service. For purposes of its NPV evaluation, Roadrunner may consider the aggregate NPVs of two or more requests for service. In the event of equal NPV calculations on requests for services or a combination of requests for service, capacity will be awarded on a pro rata basis to achieve the highest overall NPV as determined by Roadrunner on a not unduly discriminatory basis. Factors used in evaluating the NPV of a request for service include the rate, term, effective date and sufficient volumes to support the proposed expansion.

Roadrunner will begin the negotiation of precedent agreements and/or transportation service agreements and service orders with individuals submitting a request for service in this Open Season prior to negotiating with any other party excluding anchor tenants with prearranged deals. If all capacity created by the proposed expansion is not initially subscribed to Open Season bidders, and if Roadrunner in its sole discretion is interested in proceeding, Roadrunner reserves the right to market this capacity post-Open Season.

Roadrunner reserves the right to negotiate precedent agreements and/or transportation service agreements and service orders that will obligate Roadrunner and the successful bidder(s) to execute a transportation service agreement upon satisfaction of the conditions set forth in the precedent agreement. This includes Roadrunner's right to negotiate binding precedent agreements with any party submitting a post-Open Season request for service without an additional Open Season.

### **Credit Requirements**

Shippers will be required to demonstrate creditworthiness or provide a credit alternative acceptable to Roadrunner.

### **Submission of Binding Request for Service**

To respond to this Open Season, bidders should submit a binding request for service in a form substantially similar to that contained in Exhibit A. A minimum term of five years shall be required. The binding request for service should contain each receipt and delivery point as well as the Maximum Daily Demand Quantity at each, and the total Maximum Daily Demand Quantity.

Upon receipt of the binding request for service, Roadrunner, at its sole discretion, shall determine whether to proceed and, if so, in what manner. Roadrunner has no obligation to negotiate with or enter into any transaction with any party that submits a binding request for service. Roadrunner may consider a nonconforming request for service at its sole discretion if the party submitting the request for service otherwise agrees to adhere to

the processes described herein. Parties submitting a request for service must include an indication if they would accept a lesser quantity in the event such capacity is awarded on a pro rata basis.

**Roadrunner Gas Transmission, L.L.C.**  
**OPEN SEASON EXHIBIT A**

- A. Bidder Name: \_\_\_\_\_
- B. Effective Date: \_\_\_\_\_
- C. Term: \_\_\_\_\_
- D. Total Requested Maximum Daily Demand quantity (Dth/d): \_\_\_\_\_
- E. Willing to accept pro rata quantity? (Yes or No) \_\_\_\_\_
- F. Receipt/Delivery Point/Rate information on attached page.
- G. Fuel Use and Line Loss quantity: 0.5 percent

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

**OPEN SEASON EXHIBIT A - CONTINUED  
RECEIPT/DELIVERY POINT INFORMATION**

<b>Receipt Point Name</b>	<b>Delivery Point Name</b>	<b>Maximum Daily Demand Quantity</b>	<b>Rate</b>
	OWT/Roadrunner Waha		
	OWT/Roadrunner Waha		
	OWT/Roadrunner Waha		
	OWT/Roadrunner Waha		
	OWT/Roadrunner Waha		
<b>Total Receipt Quantity</b>			

# OPEN SEASON EXHIBIT B Project Map

