

BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS

In the Matter of the Application of ONEOK)
NGL Pipeline, L.L.C. for an Order Approving)
an Amendment to the Pipeline Capacity Lease) Docket No. 25-ONEP- 241 -CON
Agreement with Holly Frontier Refining &)
Marketing LLC.)

APPLICATION

ONEOK NGL Pipeline, L.L.C. ("ONEOK NGL"), pursuant to K.S.A. 66 1,230, *et seq.*, and other applicable statutes, makes this Application to the State Corporation Commission of the State of Kansas ("Commission") for an order approving ONEOK NGL's Amendment to the Pipeline Capacity Lease Agreement with Holly Frontier Refining & Marketing LLC ("HFRM") ("2025 Amendment").

In support thereof, ONEOK NGL states as follows:

1. ONEOK NGL is a Delaware limited liability company with its principal offices and place of business located at 100 West Fifth Street, Tulsa, Oklahoma 74103. ONEOK NGL is the operator of a 6-inch and a 4-inch natural gas liquids pipeline located between Conway, Kansas and El Dorado, Kansas. ("Conway/El Dorado Pipeline"). ONEOK NGL has certificates for authority to do business in the State of Kansas issued by the Commission, including a limited contract carrier certificate/permit issued by the Commission in Docket No. 06-ONEP-646-COC ("06-646 Docket") on April 20, 2006, relating to ONEOK's operation of the Conway/El Dorado Pipeline, and a limited contract carrier certificate issued by the Commission in Docket No. 12-ONEP-333-CON ("12 333 Docket") on December 8, 2011, relating to the lease of the pipeline capacity of the Conway/El Dorado Pipeline to HFRM under a Pipeline Capacity Lease Agreement dated August 31, 2011 ("2011 HFRM Agreement"). A 2015 amendment to the 2011 HFRM Agreement, which extended the term through

March 31, 2018, was approved by the Commission in Docket No. 15-ONEP-460-CON ("15-460 Docket"). A 2018 amendment to the 2011 HFRM Agreement, which extended the term through March 31, 2021, was approved by the Commission in Docket No. 18-ONEP-502-CON ("18-502 Docket"). An initial 2021 amendment extending the term of the 2011 HFRM Agreement through March 31, 2024, followed by a second 2021 amendment extending the term through March 31, 2025, were each approved by the Commission in Docket No. 21-ONEP-214-CON ("21-214 Docket"). The 2011 HFRM Agreement is now being amended by the 2025 Amendment. ONEOK NGL is seeking an extension of its limited contract carrier certificate in order to fulfill its obligations under the 2025 Amendment.

2. Pleadings, notices, orders and other correspondence and communication concerning this application and proceeding held thereon should be addressed to:

Jake Nolte
ONEOK, Inc.
100 West Fifth Street
Tulsa, Oklahoma 74103
jake.nolte@oneok.com

James G. Flaherty
Anderson & Byrd, LLP
216 S. Hickory, P.O. Box 17
Ottawa, Kansas 66067
jflaherty@andersonbyrd.com

3. ONEOK NGL is seeking an order from the Commission approving the 2025 Amendment and allowing ONEOK NGL to fulfill its contractual obligations under the 2025 Amendment under its limited contract carrier certificate or permit issued by the Commission in the 06-646 Docket and 12-333 Docket. A letter agreement indicating that ONEOK NGL and HFRM intend to extend the 2011 HFRM Agreement by entering into a new amendment is attached to this Application as **Exhibit A** and is incorporated herein by reference ("Letter Agreement"). An executed

copy of the 2025 Amendment will be filed as a late-filed exhibit to the Application as **Exhibit B** and is incorporated herein by reference. Because public release of the 2025 Amendment could give ONEOK NGL's competitors in the liquids pipeline industry a competitive advantage, the 2025 Amendment has been designated as confidential pursuant to K.S.A. 66-1220a, in that the 2025 Amendment has not been disclosed to the public and the parties to the Amendment have contractually agreed to keep such non-public information confidential because of the competitive nature of both the natural gas liquids pipeline business and the refinery business.

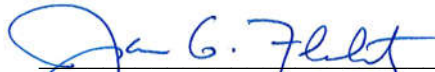
4. The capacity in the Conway-El Dorado Pipeline covered by the 2025 Amendment was previously leased to HFRM under a pipeline capacity lease agreement approved by the Commission in the 12-333 Docket, and HFRM's predecessor and Coffeyville Resources Refining and Marketing, LLC ("Coffeyville") under a pipeline capacity lease agreement approved by the Commission in the 06-646 Docket. The currently effective 2021 amendment to the 2011 HFRM Agreement, approved by the Commission in the 21-214 Docket, expires on March 31, 2025. ONEOK NGL and HFRM have entered into a Letter Agreement to execute a 2025 Amendment to the 2011 HFRM Agreement and to obtain Commission approval of the 2025 Amendment.

5. The request by ONEOK NGL in this case is limited specifically to allowing ONEOK NGL to fulfill its contractual obligations under the 2025 Amendment. ONEOK NGL is not requesting any authority beyond its limited request; is specifically not requesting any common carrier authority under this Application; and specifically has not held, and is not holding itself or the pipelines referenced herein that it operates, out for use by the public. ONEOK NGL will make a notice filing with the Commission in this docket with respect to any subsequent changes to the terms and conditions of the 2025 Amendment. ONEOK NGL requests that its limited contract carrier certificate

or permit granted by the Commission expire or terminate immediately upon termination of the Lease Agreement as defined in the 2025 Amendment.

6. ONEOK NGL states that the approval of the 2025 Amendment will promote the public interest in that ONEOK NGL is qualified by its experience and financial strength to meet all of the demands associated with fulfilling its contractual obligations under the 2025 Amendment and that HFRM requires the use of the capacity in the Conway/El Dorado Pipeline in conjunction with its refinery operations in El Dorado, Kansas.

WHEREFORE, ONEOK NGL respectfully requests that the Commission issue an order approving the 2025 Amendment, any extension of ONEOK NGL's limited contract carrier certificate or permit to fulfill its obligations under the 2025 Amendment, and said further relief and authority as found by the Commission to be just and reasonable.




James G. Flaherty, #11177
ANDERSON & BYRD, LLP
216 S. Hickory ~ P.O. Box 17
Ottawa, Kansas 66067
(785) 242-1234, telephone
(785) 242-1279, facsimile
jflaherty@andersonbyrd.com
Attorneys for ONEOK NGL Pipeline, L.L.C.

VERIFICATION

STATE OF KANSAS, COUNTY OF FRANKLIN, ss:

James G. Flaherty, of lawful age, being first duly sworn on oath, states:

That he is the attorney for ONEOK NGL Pipeline, L.L.C., named in the foregoing Application, and is duly authorized to make this affidavit; that he has read the foregoing Application and knows the contents thereof; and that the facts set forth therein are true and correct to the best of his knowledge, information and belief.


James G. Flaherty

SUBSCRIBED AND SWORN to before me this 10th day of December, 2024.





Notary Public

Appointment/Commission Expires:

CERTIFICATE OF SERVICE

I hereby certify that a confidential copy of the above and foregoing Application was mailed, postage prepaid, addressed to:

HollyFrontier Refining & Marketing LLC
Attn: Vice President of Marketing
2828 N. Harwood, Suite 1300
Dallas, Texas 75201

on this 10th day of December, 2024.

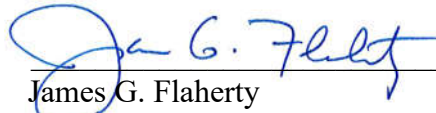

James G. Flaherty

EXHIBIT A



November 15, 2024

HF Sinclair Refining & Marketing LLC
(f/k/a HollyFrontier Refining & Marketing LLC)
Attn: Vice President of Marketing
2828 N. Harwood, Suite 1300
Dallas, Texas 75201

Re: Pipeline Capacity Lease Agreement dated October 31, 2011, as Amended (the "Lease")
between ONEOK NGL Pipeline, L.L.C. ("ONP") and Holly Frontier Refining & Marketing
LLC ("HFRM") ("Letter Agreement")

Greetings:

ONP and HFRM entered into the above-referenced Lease for certain natural gas liquids shipping capacity on ONP's pipeline system as more fully described in the Lease. ONP and HFRM desire to amend the Lease in accordance with Section 18.2 of the Lease in order to extend the term of the Lease, which is currently set to terminate on March 31, 2025 and for ONP to submit said Amendment to the Kansas Corporation Commission ("Commission") for approval.

The purpose of this Letter Agreement is to set forth the intent of ONP and HFRM to negotiate an amendment to the Lease which extends the current Lease. ONP can then provide a copy hereof with its Application for approval of a 2025 Amendment to the Lease. It is the intent of ONP and HFRM to execute the 2025 Amendment within the next 60 days so it may be filed as a late-filed exhibit to ONP's Application filed with the Commission.

Currently, the Lease shall remain in effect through March 31, 2025 pursuant to the May 2021 Amendment to the Lease.

This Letter Agreement shall be effective as of the 10th day of December, 2024.

ONEOK NGL PIPELINE, L.L.C.

Printed Name: Tim King
Title: VP NGL Pipelines

HF SINCLAIR REFINING & MARKETING LLC

Printed Name: Drew Spence
Title: VP Product Supply and Trading

EXHIBIT B

CONFIDENTIAL

AMENDMENT TO LEASE

LATE-FILED EXHIBIT