Enbridge Energy, Limited Partnership Description of Improvements

River Access Sites Calhoun County, Michigan Updated: September 12, 2014

Saylor's Landing Ceresco Green and Ceresco Dam Portage Angler's Bend Paddler's Grove Historic Bridge Park





Executive Summary

Enbridge Energy, Limited Partnership ("Enbridge") recognizes the Kalamazoo River as the most significant natural resource and the most valued recreational asset in Calhoun County. During 2010-2012, Enbridge developed or enhanced five access sites on the Kalamazoo River. Currently, Enbridge owns four of the sites (Saylor's Landing, Angler's Bend, Paddler's Grove and Ceresco Dam Portage), with one being owned by Calhoun County (Historic Bridge Park). A sixth site was announced in 2014 named Ceresco Green and is currently under development. Total cost for the care and maintenance of these sites as of June 2014 is approximately \$240,000. Total design and construction costs for the sites are approximately \$7.4M.

Enbridge has created the Kalamazoo River Community Recreational Foundation ("Foundation") which oversees an endowment established to provide for the long-term maintenance of these sites. In establishing these sites and funding their long-term maintenance, Enbridge sees these sites serving generations of residents and visitors to the area for years to come. By enhancing public access to the river, Enbridge believes people will gain an appreciation for the delicate balance that exists in the river environment.

The initial capitalization of the endowment was \$2.5 million, with the understanding that the endowment may have future capitalization needs that would be funded by Enbridge. The endowment administration is handled by a third party, Public Sector Consultants (PSC), and overseen by a board of directors consisting of Enbridge personnel and other individuals who have been closely involved with these projects.

Detailed Site Use and Management Guides have been developed for each site to assist entities that own the sites and are responsible for their management and maintenance. The guides provide basic information about each site's development, identify key site components and products, and most importantly, establish expectations for the care of the sites.

In October 2013, Enbridge announced it will donate Saylor's Landing, Paddler's Grove and Angler's Bend to the Calhoun Conservation District, a not-for-profit entity dedicated to conservation and stewardship of natural resources in Calhoun County for the benefit of county residents and southwest Michigan. The legal conveyance is likely to occur in Fall 2014.

After constructing a portage at the Ceresco Dam in 2012, Enbridge purchased the dam, power plant building and related properties. The Michigan Department of Environmental Quality (MDEQ) and the Michigan Department of Natural Resources (MDNR) requested that Enbridge remove the dam to create a free-flowing river. Under permits issued by the MDEQ, Enbridge notched the dam in the fall of 2013 and removed the remainder of the dam in the summer of 2014. With the removal of the dam, the portage became obsolete.

In May 2014, Enbridge announced plans for a sixth site named Ceresco Green – a place for the local community to gather and a way of accessing a restored and free-flowing river. Ceresco Green will be constructed on a portion of the properties related to the former dam and on adjacent parcel acquired by Enbridge. With completion of Ceresco Green, the site will become the public access to the river in Ceresco, and the Ceresco Dam Portage will be closed to the public. Construction will begin late summer 2014 and is anticipated to be complete by the end of the year.

In total, five sites will be active by the end of 2014.



Saylor's Landing

12669 15 Mile Road, Marshall Township

Pre-development condition

Saylor's Landing exists on the site of a former single-family residence and undeveloped land abutting the Kalamazoo River. Together, the site totals 3.4 acres and includes several hundred feet of frontage on the river.

Ownership and maintenance

The site is currently owned by Tri-State Holdings, LLC, a subsidiary of Enbridge. Enbridge expects to transfer the property to the Calhoun Conservation District in 2014 for long-term ownership and management. The Foundation will provide funding for long-term care of the improvements.

Development as a river access site

Saylor's Landing provides access to the river using a concrete plank ramp capable of allowing boat trailers to access the river. The ramp provides access to the river for flat-bottomed boats, canoes, kayaks, and tubes. Parking on the site accommodates 14 cars.

A pavilion and restroom is the focus of the landside development. The Jeffery Pavilion, so named because of the family that occupied the residence previously located on the site for more than half a century, provides shelter for two picnic tables - one of which is designed for accessibility for wheelchairs. The restroom is uni-sex and includes an infant changing station. Water is provided from an on-site well, and wastewater is handled through an on-site septic system and drain field. A broad lawn west of the pavilion accommodates three picnic tables and grills.

The south abutment of a former steel truss bridge that carried 15 Mile Road over the Kalamazoo River has been transformed into an overlook at the river.

The site development includes landscape improvements in a plaza surrounding the pavilion, overstory trees, islands in the parking lot planted with ornamental shrubs and perennials, and a stand of river birch leading to the river overlook.

Subtle marker signs pay tribute to the family that lived on the site for more than 50 years, to the Saylor family that owned and farmed the property for more than 100 years, and to a Calhoun County resident and river enthusiast who encouraged Enbridge to consider enhancing public access to the Kalamazoo River. A kiosk displays information about the river and provides boxes for other information of interest to visitors.

The site was opened to the public in October 2011.

Total Design and Construction Costs:	\$1,268,357
Endowment Investment:	\$725,000



Ceresco Green

200 Marshall Street (C Drive North), Marshall Township

Pre-development condition

Ceresco Green exists on the site of a former vacant lot and commercial property abutting the Kalamazoo River. Together, the properties total approximately 1.3 acres and include approximately 390 feet of frontage on the river. The parcels will be aggregated upon completion of the construction.

Ownership and maintenance

The site is currently owned by Tri-State Holdings, LLC, a subsidiary of Enbridge. Enbridge expects to transfer ownership once construction of Ceresco Green is completed in October 2014 and a suitable ownership entity is determined. The Foundation will provide funding for long-term care of the improvements.

Development as a river access site

The idea of Ceresco Green resulted from the removal of the Ceresco Dam, which impounded the river since 1905. A portion of the properties acquired to facilitate the removal of the dam will become Ceresco Green.

Situated wholly on the north bank of the Kalamazoo River at Ceresco, Ceresco Green offers a place for the local community to gather and a way of accessing a restored and free-flowing river. Principal features include:

- a formalized parking configuration along the site's Marshall Street (C Drive North) frontage;
- an oval-shaped lawn bordered by a grove of birch and focused on a timber-framed pavilion overlooking the river and former power plant;
- a small promontory offering seating and opportunities for recounting local history and the evolution of Ceresco's riverfront;
- a grassy "platform" oriented to the river and recalling one of the small mills that once occupied the river's north bank;
- concrete steps and a gently sloping grass path offering access to remnants of the 1905 Commonwealth Power Company dam and to the river itself; and,
- a more appropriate setting for a memorial commemorating local servicemen who served in the World War.

Two dams, a flour and cider mill, a sawmill, and, since 1905, the Commonwealth Power Company power plant, have populated the stretch of the Kalamazoo River in Ceresco. With the creation of Ceresco Green, the community will have safe, legal, and perpetual public access to the river – a condition that hasn't existed since the first dam was constructed in the 1830s.

Ceresco Green replaces the Ceresco Dam Portage (located at 160 South Main Street) as an access point to the Kalamazoo River in Ceresco. As part of Enbridge's plan to enhance public access to the river, it initially executed an agreement with the previous owner of the dam and surrounding properties that would allow the construction of the Ceresco Dam Portage, which included the portage, parking, river access, and other improvements to the site, as well as providing a means of maintaining those improvements for the benefit of the public. When the portage was completed and put into service in



2012, it served river users by providing a route around the dam and an access to the river below the dam.

In September 2013, Enbridge purchased the dam and associated properties and began the process of restoring a free-flowing Kalamazoo River by initiating dam removal. With removal of the dam in 2014, the portage became obsolete.

Ceresco Green is intended as a space for the community. It has been crafted and scaled to match the intimate nature of Ceresco and to bridge the community and their stretch of the Kalamazoo River. Due to Ceresco Green's orientation to the community, Enbridge intends to establish a method for local input into its use and management as part of the conveyance of the site to another entity upon completion of construction.

CERESCO GREEN Estimated Design and Construction Costs: Estimated Endowment Investment:	\$1,200,000 \$270,000*
PORTAGE Total Design and Construction Costs: Endowment Investment	\$565,310 \$185,000

*With the completion of Ceresco Green, funds allocated to the Ceresco Dam Portage (which would then become obsolete) would be redirected to Ceresco Green. As part of the design process for Ceresco Green, Enbridge projected costs related to maintenance, operations, and long-term replacement using the same methods employed for the five original river access sites. While the costs were slightly higher for Ceresco Green, PSC and Plante Moran confirmed that funds sufficient to address those costs were available from the endowment, and no additional capitalization is required at this time.



Angler's Bend

D Drive North and 11 Mile Road, Emmett Township

Pre-development condition

The site of Angler's Bend was a portion of an elongated single-family residential parcel that stretches more than 1200 feet along the Kalamazoo River. The site was previously used on an ad hoc basis to gain access to the river. Parking occurred along a gravel surfaced two-track drive paralleling 11 Mile Road, but this parking was not sanctioned by the Michigan Department of Transportation, the authority with jurisdiction over the road. Access through the site to the river occurred on a trespass basis along a steep and unimproved pathway.

Ownership and maintenance

The site is currently owned by Tri-State Holdings, LLC, a subsidiary of Enbridge. Enbridge expects to transfer the property to the Calhoun Conservation District in 2014 for long-term ownership and management. The Foundation will provide funding for long-term care of the improvements.

Development as a river access site

Envisioned as a walk-in site oriented to anglers, the 0.60 acre site takes advantage of a part of the river with more of a "rapids" character. Improvements are modest but focus on providing safe and legal access to the river.

Stone steps descend the steep embankment from the road to the river's edge providing a muchimproved path. At the top of the path, a kiosk provides space for river-oriented information and handouts. A bench is located at the base of the path where it focuses downstream to the rapids.

Two parallel parking spaces are provided along D Drive for users of the site. Enbridge received approval from Emmett Township to legally divide the site from its parent parcel, and it now exists as a free-standing parcel.

The site was opened to the public in October 2011.

Total Design and Construction Costs:	\$169,472
Endowment Investment:	\$122,500



Paddler's Grove

165 South River Drive, Emmett Township

Pre-development condition

The site was a portion of a large undeveloped parcel along the south bank of the Kalamazoo River. Prior to development, the site was overgrown and impassable as a route to the river. A portion of the site includes remnants of a backwater dam for a reservoir known as Electric Lake.

Ownership and Maintenance

The site is currently owned by Tri-State Holdings, LLC, a subsidiary of Enbridge. Enbridge expects to transfer the property to the Calhoun Conservation District in 2014 for long-term ownership and management. The Foundation will provide funding for long-term care of the improvements.

Development as a river access site

Paddler's Grove offers the features of a neighborhood park while providing access to the river along a concrete path. The site was cleared of overgrowth and a meandering route to the banks of the river was carved through the woods to provide the foundation for the park-like setting of Paddler's Grove. The primary and most obvious feature of the site is a playground. Intended to serve children living near the site, the playground offers a safe and accessible play experience for children of all ages and abilities. The playground is situated adjacent to a pavilion that includes two picnic tables, one of which is wheelchair accessible, and a restroom. Water for the restroom is provided by an on-site well and wastewater is accommodated through a connection to a municipal sewer system.

A subtle ridge that was formerly a part of the backwater dam for Electric Lake defines the main portion of the site. At the river, a concrete walkway rises to create an overlook on the remnants of the dam outlet structure. The overlook was added to the construction as the remnant structure was revealed during nearby construction activities. In scale and character, it mimics the overlook created at Saylor's Landing. Landscape improvements focus on creating groups of trees—the groves of Paddler's Grove, although the understory layer has been replaced with grass to improve visibility and accessibility through the park. Two picnic tables are located at the periphery of a large grass lawn located at the center of the park.

At the river, a dock has been installed to allow disabled individuals to more easily access the river in their canoes or kayaks. Parking is provided for the site in a six car parking area.

Subtle marker signs highlight the story of Electric Lake and pay tribute to a Calhoun County resident and river enthusiast who encouraged Enbridge to consider enhancing public access to the Kalamazoo River. A kiosk displays information about the river and provides boxes for other information of interest to visitors.

The site was opened to the public in October 2011.

Total Design and Construction Costs:	\$1,462,368
Endowment Investment:	\$775,000



Historic Bridge Park

14930 Nine Mile Road, Emmett Township

Pre-development condition

The site has been used as a gathering place for more than 100 years. It has been a popular place for passive recreation activities such as picnicking and, although not encouraged by the County, swimming and wading in the river. While it has been popular, the park improvements had deteriorated, and there was little evidence of investment in the components that existed on the site. The major feature of the park is a series of historic metal truss bridges that were relocated to the site and are now a part of the park's trail network.

Ownership and maintenance

Historic Bridge Park is owned by Calhoun County. The park is managed by the County according to rules established by administrative policy. Maintenance of the park is a County responsibility, although the Foundation will cover some aspects of maintenance. In general, those facilities or park components that are new to the park will be paid for by the Foundation those facilities or components that replaced existing similar features are not covered by the endowment. The Site Use and Management Guide for the park more fully addresses maintenance expectations relative to the Foundation.

Development as a river access site

Most of the improvements at Historic Bridge Park replace outdated versions of similar facilities. An aggregate-surfaced parking area was replaced with bituminous and the guardrail that separated the parking from the park area was replaced with curb and gutter. Storm water from the parking area is directed to a rain garden that treats and cools runoff before it enters Dickinson Creek and to a series of bio-swales that treat runoff before entering the river. This parking area accommodates 37 cars. A new parking area was constructed in an effort to relieve parking congestion and pedestrian conflicts along the drive to the lower portion of the park near the river. The new parking area accommodates 19 cars. In addition, a remote parking area was graded and stone steps provide an improved connection between the park and this overflow parking area and the Charlotte Highway Bridge, one of the signatures of the park.

A restroom facility replaced a vault toilet that was removed from the east end of the site. Water for the restroom is provided from an on-site well and wastewater is handled through an on-site septic system and drain field. Separate women's and men's facilities are provided, each with an infant changing station.

The general site improvements include picnic tables, including two wheelchair accessible picnic tables, and benches throughout the lower park. A concrete walk provides access throughout the park and provides continuity for the North Country Trail. Landscape improvements, including a tree-lined entry to the lower park, have also been implemented.

A new pavilion replaced an existing pavilion in the park. The former pavilion was determined to require significant repairs to make it safe in the long term. The new pavilion is larger than the former and capable of accommodating larger groups. It is also designed to be significantly more durable than the former pavilion, with concrete columns and reinforced concrete slab constructed over a stabilized subgrade.



Two features stand out from other features of the park. A new playground provides a range of safe play activities for children of all abilities. The playground significantly expands opportunities for children's play activities in the park. A dock that allows disabled individuals to more easily access the river in their canoes or kayaks has also been installed in the park.

Using the historic metal truss bridges as inspiration, the park now includes an information kiosk and a sign that reflect the character and qualities of those signature elements. The park also includes a series of environmental education signs describing key features of the park and their relationship to the Kalamazoo River environment.

The improvements were completed and the park was reopened in June 2012. Enbridge is providing an interim maintenance stipend to Calhoun County that assists the County in maintaining the improvements to the highest levels of quality. In Fall 2014, a process will be established for the County to request reimbursement from the Foundation for maintenance of the improvements.

Total Design and Construction Costs:\$2,729,005Endowment Investment:\$692,500



Foundation

The Kalamazoo River Community Recreational Foundation is administered by a seven-member Board of Directors. The Board includes five Enbridge employees and two ad hoc members who have been closely involved with these projects from the outset. The primary duty of the Board is to ensure that the mission of the Foundation is achieved and perpetuated for the benefit of the river access sites and river users.

The Board consists of two individuals who hold leadership positions with Enbridge, one individual from the finance department, one individual from the legal department, one individual from the Public affairs department, and two ad hoc members.

The incorporator appointed an initial Board of Directors. Roughly one-third of the initial Board of Directors is serving for a one-year term, one-third of the initial Board of Directors is serving for a two-year term, and one third of the initial Board of Directors is serving for a three-year term. However, the terms of the initial Board of Directors appointed during the first calendar year of operation shall be extended to include such partial first year of operation plus, as the case may be, the additional one, two or three year term for which each was appointed, it being the intention that such terms expire on December 31 of the applicable calendar year.

Other than the initial Directors appointed by the incorporator, Directors of the Foundation shall be appointed by the current Board of Directors. Any vacancy on the Board of Directors shall be filled by the remaining Directors. The members of the Board of Directors have staggered terms with each Director (other than the initial Board of Directors) serving for a term of three years.

The current Board of Directors includes:

Chairman

Rich Adams, Senior Vice President, Operations, Liquids Pipelines Field Operations and Liquids Pipelines, Enbridge

President

David Bareham, Manager, Environment, Marshall Remediation Project, Enbridge

Treasurer

Howard Brown, Assistant Controller, U.S. Finance, Accounting, Enbridge

Secretary

Chris Kaitson, Vice President, U.S. Law & Deputy General Counsel, Enbridge

Members

Lorraine Little, Senior Manager, Public Affairs, Liquids Pipelines Meredith Powell, Principal, Powell Communications, LLC Michael Schroeder, Director of Urban Design and Planning, LHB, Inc.



Public Sector Consultants

In August 2012, Public Sector Consultants Inc. (PSC) joined efforts with Plante Moran Financial Advisors (PMFA) to provide support of the Kalamazoo River Community Recreational Foundation (KRCRF). PSC's activities include:

- Serve as the foundation administrator and provide management services for the KRCRF on an annual basis;
- Oversee and monitor program and maintenance operations, including management of subcontractors and site owners, monetary disbursements to Calhoun County and the Calhoun Conservation District, reporting, and assisting the KRCRF with legal and accounting issues;
- Convene the Board of Directors twice annually, and work with the Board to gain approval on matters on a more regular basis, as needed;
- Compile annual reports from the ownership entities for the sites and prepare an annual report to the Board of Directors; and,
- Work with an accounting firm to prepare annual financial statements and file Federal Form 990 tax forms.

Public Sector Consultants will also provide an annual report to the State of Michigan no later than March 31 of each year. The report will outline any changes to the articles of incorporation and bylaws, Board of Directors and other pertinent items, including, but not limited to, all requests for funding received by the Foundation and expenditures by the Foundation.

Plante Moran

Plante Moran is the investment advisor overseeing the endowment fund. Plante Moran Financial Advisors (PMFA) acts as the independent investment consultant for the endowment fund under the Foundation. Part of PMFA's highly collaborative investment consulting process is developing a proper asset allocation for the endowment's long-term investment and spending policies.

On a regular basis, PMFA reviews the endowment to assess the need for any adjustments (e.g. raising cash for payouts, rebalancing funds between asset classes, etc.). PMFA may periodically approach the Board with recommended changes to investment strategy dependent on economic conditions, current investment manager situation, or any other factors that may warrant an adjustment to the endowment. PMFA also produces quarterly reports for the Board and the Foundation administrator that detail performance of the endowment, investment allocation, and investment activity.

Public Input

As previously discussed, Historic Bridge Park is owned and managed by Calhoun County. The County has a Parks and Recreation Commission appointed by the County Board and charged with oversight of all county parks. Regarding Saylor's Landing, Paddler's Grove and Angler's Bend, the activities of the Calhoun Conservation District are guided by a locally-elected Board of Directors.

Both ownership entities have mechanisms in place to receive public input.

The public may also provide feedback to PSC, the Foundation administrator, at the following:

Kalamazoo River Community Recreational Foundation c/o Public Sector Consultants 230 N. Washington Square, Suite 300 River Access Sites – Description of Improvements Updated: September 12, 2014



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