

Williams Files Application Seeking Federal Approval for Pipeline Expansion

Williams has filed a Certificate Application with the Federal Energy Regulatory Commission (FERC) seeking authorization to implement a multiphased pipeline project to significantly expand its pipeline capacity in Alabama beginning in May 2017.

We are providing this newsletter to parties who may be affected or have an interest in the pipeline proposal.

The Hillabee expansion project would involve the construction of approximately 43 miles of pipe segments (called loops) parallel to the existing Transco pipeline in Alabama, in addition to adding compression and modifying some existing pipeline facilities.

The project is proposed to be constructed in three separate phases over a four year period, wrapping up by May 2021. Once complete, it will supply gas to the proposed Sabal Trail pipeline, providing enough natural gas to meet the needs of over four million American homes annually.

The Certificate Application filed with FERC is a comprehensive document that describes the proposed project, its need and potential environmental impacts.

Since November 2013 Williams has been involved in the FERC pre-filing process, soliciting input from citizens, governmental entities and numerous other interested parties to identify and address issues with potential facility locations.

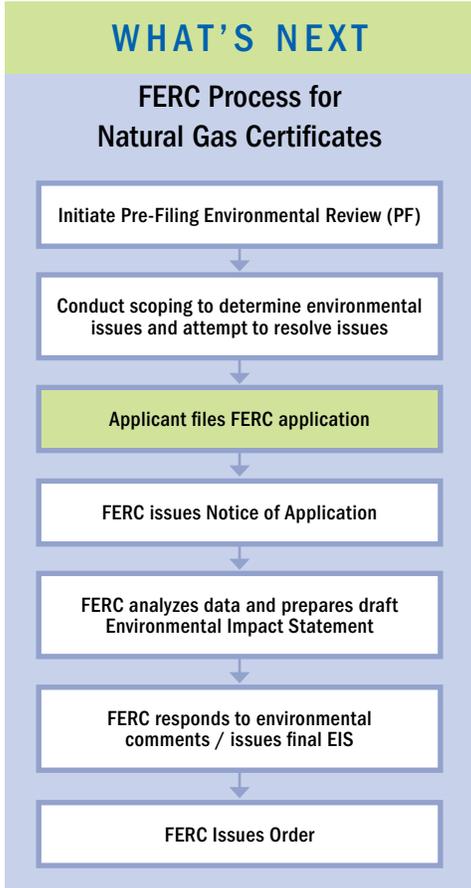
Among other things, the Certificate Application contains a description of the new facilities, detailed maps, schedules,

and various environmental reports, which detail the various studies and analyses that have been conducted. This information helps to determine what effect construction and operation could potentially have on the environment and community. The application also contains various environmental resource reports, which include an analysis of route alternatives, water resources, vegetation and wildlife, cultural resources, socioeconomics, soils, geology and land use.

The three-phase Hillabee Expansion project would ultimately involve the construction of eight pipe loops located in parts of Choctaw, Autauga, Chilton, Coosa and Tallapoosa counties. The pipeline loops vary in length and are proposed to parallel the existing Transco pipeline, either completely within or adjacent to the existing utility corridor. By maximizing the use of our existing transmission corridor, our goal is to minimize the impact on property owners and the environment.

In addition, as part of the proposal, Williams is proposing to construct a 32,000-horsepower compressor facility in Choctaw County.

Within the next few months, the FERC is expected submit a preliminary draft of its Environmental Impact Statement (EIS) to all cooperating agencies. The draft EIS will describe the proposed facilities and construction methods, identify environmental resources and potential impacts, and evaluate proposed mitigation. The draft EIS will be issued



for public comment. Following the EIS public comment period, the FERC will make a determination on whether to issue a Certificate Order authorizing construction of the Hillabee Expansion Project.

Pipeline construction on the first phase of the project is proposed to begin in April 2016. Construction on the second phase would begin in April 2019, while the final phase of the project would begin construction in November 2020. All three phases of the \$425-million project are anticipated to be complete by May 2021.

Anatomy of an Application for a Certificate of Public Convenience and Necessity



The siting and construction of interstate natural gas pipelines is regulated by the Federal Energy Regulatory Commission (FERC). An integral component to FERC's review of a proposed project is the Application for a Certificate of Public Convenience and Necessity (Certificate Application). The Certificate Application is a comprehensive document that describes the proposed project, its need and potential environmental impacts.

Williams recently filed its Certificate Application with the FERC for its Hillabee Expansion project. The application includes the following information:

Description of Proposed Facilities

A description of the new pipeline facilities and an overview of their location and cost.

Market Support

Identification of the customers who have executed contracts to be part of the project, as well as the gas volumes that they have requested.

Tariff

Description of the proposed rates that project customers will pay for the gas service.

Public Convenience and Necessity

Included is a description of the company's efforts to minimize or eliminate potential adverse effects, including impacts to customers, landowners and the environment. This section also makes the case that the public benefits of the project outweigh potential adverse effects.

Timing for Approval

The requested in-service date, as well as the date in which the company would like to receive approval of the application.

Other Exhibits

Included in the Certificate Application are many exhibits that support the proposal. These exhibits include detailed maps, market and cost data, as well as all the

various environmental reports. Exhibit F-1 contains the Environmental Resource Reports that detail the various studies and analyses which have been conducted to determine what effect construction and operation could potentially have on the environment and community and how those effects can be effectively minimized or eliminated.

The Environmental Resource Reports include an analysis of route alternatives, as well as an analysis of potential impacts to water resources including wetlands and groundwater, vegetation and wildlife including threatened and endangered species, cultural resources, socioeconomics, soils, geology, land use including proposed developments and, noise and air quality, alternatives, and safety.

Following the end of the scoping period, Williams filed Draft Environmental Resource Reports with the FERC.

When the Certificate Application is filed and a Certificate Proceeding (CP) docket number is assigned, a copy of the entire application will be made available for viewing at public libraries, as well as via the FERC website by referencing the project's docket number. Please note that the application will contain detailed drawings and schematics of facilities that are considered Critical Energy Infrastructure Information (CEII). Those materials are not available electronically.

Williams anticipates that once the Certificate Application is filed, the FERC will require an additional eight to 10 months to make a final decision on whether to issue a Certificate Order authorizing construction of the pipeline. If authorized, the Certificate Order will detail the conditions of the approval, including the final route that FERC has authorized, and construction and mitigation measures that Williams must follow.

Viewing The Application

A copy of Williams' Hillabee Expansion project application to FERC will be available on FERC's website at www.ferc.gov (select the "Documents and Filing" tab, then "e-library" and then "General Search").

In addition, copies of the application are accessible for public inspection at the following public libraries.

CHOCTAW COUNTY

Choctaw Co. Public Library
124 North Academy Avenue
Butler, AL

MARENGO COUNTY

Marengo Co. Public Library
210 North Shiloh Street
Linden, AL

AUTAUGA COUNTY

Autauga-Prattville Public Library
254 Doster Street
Prattville, AL

CHILTON COUNTY

Billingsley Public Library
2021 Office Street
Billingsley, AL

COOSA COUNTY

Rockford Public Library
9688 U.S. Hwy. 231
Rockford, AL

PERRY COUNTY

Marion-Perry Co. Public Library
202 Washington Street
Marion, AL

TALLAPOOSA COUNTY

Adelia McConnell Russell Library
318 Church Street
Alexander City, AL

DALLAS COUNTY

Selma-Dallas Co. Public Library
1103 Selma Avenue
Selma, AL

Frequently Asked Questions

What are the projected local benefits from this additional pipeline infrastructure?

The preliminary anticipated annual ad valorem tax benefit for each affected county is:

- Autauga County – \$500,000
- Chilton County – \$200,000
- Choctaw County – \$1,500,000
- Coosa County – \$1,100,000
- Dallas County – \$700,000
- Tallapoosa County – \$400,000

How long would pipe loop construction typically last?

Construction for an entire pipeline loop will typically last about six months. In any one area, the bulk of the work will be done in six to eight weeks.

How would you construct around septic systems?

Williams land agents will handle septic system issues as they arise on a case-by-case basis and in a timely manner, as this is a very important issue for landowners. If the pipeline's new proposed right-of-way impacts an existing septic system, then the company will take responsibility for having it repaired, or replaced/relocated off the right-of-way, with the landowner's permission (assuming that there is room).

What will the company do to protect water wells?

Williams' land agents will solicit input from each affected landowner about the number and location of water wells that are present on their property. Prior to construction, Williams will seek landowner permission to test all wells within 150 feet of the construction footprint before and after construction. Any problems with tested water wells after construction begins will be promptly resolved by the company.

Will topsoil be segregated from subsoil?

Topsoil will be segregated (removed and stored in a pile or on the right-of-way along the edge of the construction right-of-way) in residential and agricultural areas at the beginning of construction and then the topsoil will be replaced after the pipe is installed. The subsoil, which receives the bulk of the construction traffic, will be tested and decompacted as necessary by the contractor with a disc/harrow or chisel plow. In Transco's experience, soils within the right-of-way (footprint) don't typically exhibit percolation problems.

How will you restore my land after pipeline construction?

Williams' land agents will meet with all directly affected landowners to assess

any particular issues or concerns that the landowner may have, such as impact to landscaping or structures such as fences, sheds or playground equipment. Landowners will be compensated for physical damages to property not restored by our contractor following construction. Land disturbed during the construction period will be returned to as close to original condition as possible. Agricultural lands will be properly restored using approved, modern mitigation techniques designed to ensure full productive reuse of the agricultural lands.

How do I get gas from Transco?

The Transco pipeline isn't designed to provide residential gas service. Contact your local municipality or public utility for local gas service in your area.

Proposed Major Facility Modifications		
Phase I (2017 In-Service)		
State	County	Scope
AL	Choctaw	New 32,000-hp compressor facility
AL	Dallas	Existing compressor facility modifications
AL	Autauga / Chilton	4.6 miles of 48-inch pipe
AL	Coosa	5.3 miles of 42-inch pipe
AL	Coosa	2.55 miles of 42-inch pipe
AL	Coosa	Existing compressor facility modifications
AL	Tallapoosa	7.6 miles of 42-inch pipe
Phase II (2020 In-Service)		
AL	Choctaw	6.73 miles of 42-inch pipe
AL	Dallas	Existing compressor facility modifications
AL	Chilton	Existing compressor facility modifications
AL	Chilton	3.92 miles of 42-inch pipe
Phase III (2021 In-Service)		
AL	Choctaw	5.48 miles of 42-inch pipe
AL	Chilton	Existing compressor facility modifications
AL	Chilton / Autauga	7.48 miles of 42-inch pipe



Hillabee Expansion Project Office
1600 Executive Drive South, Suite 200
Duluth, GA 30096

For More Information

Project website:
www.williams.com/hillabee

Toll-free information line:
866-455-9103

E-mail:
pipelineexpansion@williams.com

Land Department:
Hillabee Expansion Project Office
1600 Executive Drive South, Suite 200
Duluth, GA 30096

Proposed Project Schedule		
November	2013	Pre-filing process began
November	2013	Detailed civil surveys began and are ongoing
January	2014	Open houses and informational meetings
First Quarter	2014	FERC scoping hearings
Fall	2014	Submit 7(c) application to FERC
April	2016	Proposed construction start on Phase I facilities
May	2017	Phase I in-service
April	2019	Proposed construction start on Phase II facilities
May	2020	Phase II in-service
November	2020	Proposed construction start on Phase III facilities
May	2021	Phase III in-service