



August 26, 2012

Genevieve Walker
U.S. State Department
OES/ENV
Via e-mail: WalkerG@state.gov

Subject: ICF Conflict of Interest Forms and Disclosure to Support ERM on the Keystone XL Supplemental Environmental Impact Statement (SEIS)

Dear Ms. Walker:

ICF Incorporated, L.L.C., an ICF International, Inc. company hereafter referred to as "ICF," is pleased to submit the attached Conflict of Interest (COI) forms and disclosure as the State Department considers the prospect of adding ICF to the ERM team preparing the Third-Party SEIS for the Keystone XL Oil Pipeline Project.

These materials, which also include the standard Critical Infrastructure Information Non-Disclosure Agreement, are the same as the materials that ICF submitted on June 28, 2012 in response to the Department's RFP Number 6152012, except that they have been updated to include information on a new project won since then for the sake of completeness. This new project is with Imperial Oil (Exxon), does not raise any COI issues with the Keystone XL SEIS, and does not change the conclusions of the materials submitted previously.

In summary, ICF Incorporated has performed work for the applicant TransCanada over the past three years, and our Canadian affiliate, named ICF Consulting Canada, Inc., continues to perform a small amount of work for TransCanada. However, we have thoroughly considered the matter and are confident that this work does not represent an Organizational COI based on several important considerations detailed in the attached materials. As our largest project funded by TransCanada, ICF Incorporated performed work as a subcontractor to Cardno ENTRIX on the Final EIS (FEIS) and National Interest Determination for the Keystone XL Oil Pipeline. This project represents by far the largest body of ICF work paid for by TransCanada, but the risk of potential or perceived conflict of interest is mitigated in part by the third-party arrangement under which the work was completed – though funded by TransCanada, the work was actually overseen and directed by the Department. In addition to this Keystone XL FEIS project, ICF Consulting Canada, Inc. has been retained by TransCanada Pipelines Limited since 2008 (and currently) to provide advisory services related to air emissions issues associated with operations in Canada and the U.S. Over the course of this engagement, services have included climate policy analysis and regulatory support (e.g., regulatory reporting, assessing impacts of regulations on TransCanada's operations) similar to work we do for many government and other non-government clients. The total value of these tasks since the beginning of FY/CY 2010 has been less than \$300,000 (less than 0.1% of ICF revenues) and this business is not related to supporting the Keystone XL Oil Pipeline Project. Although the nature and scale of this work do not represent an Organizational COI, we have proposed additional mitigation measures to ensure that no such conflict arises as a result of this contractual relationship.

Please note that ICF considers much of the information in the attached materials as business confidential and therefore, with ERM's understanding and approval, is submitting them directly to the Department and not through ERM. We respectfully request that the following standard restriction apply to this submittal: This submittal includes data that shall not be disclosed outside the Government and shall not be duplicated, used, or disclosed – in whole or in part – for any purpose other than to evaluate this submittal. If, however, a contract is awarded to this offeror as a result of – or in conjunction with – the submission of these data, the Government shall have the right to duplicate, use, or disclose the data to the extent provided in the resulting contract. This restriction does not limit the Government's right to use information contained in these data if it is obtained from another source without restriction. The data subject to this restriction are contained in all the attached sheets so designated in a footer.

Thank you for considering the possibility of adding ICF to your SEIS contractor team. If you have any questions or need anything else on this matter, please let me know at (703) 934-3283 or swyngarden@icfi.com.

Sincerely,

A handwritten signature in black ink that reads "Steve Wyngarden". The signature is written in a cursive, slightly slanted style.

Steve Wyngarden
Senior Vice President