

**ATTACHMENT "D"**  
**OCI QUESTIONNAIRE**

Name of Person or Organization: ICF Incorporated, LLC and affiliates

1. Will you (or your organization) be involved in the performance of any portion of the proposed work?

No.  
 Yes.

The portion of the proposed work; the proposed hours and dollar value; and the type of involvement are fully disclosed on the attached pages. ICF will serve as the prime contractor and perform wide ranging services as presented in our technical proposal and summarized in the introduction to the attached COI Plan and Procedures.

2. What is (are) the major type(s) of business conducted by you (or your organization)? Please reply on the attached pages.

The attached COI Plan and Procedures describes the major service areas and markets served by ICF Incorporated and its affiliates.

3. Do you (or your organization) have any affiliates?<sup>1</sup> All questions in this questionnaire apply to affiliates as well. Whenever possible, each affiliate should submit a separate questionnaire (for instance, to avoid completing a large number of questionnaires), this questionnaire must incorporate information regarding all affiliates.

No.  
 Yes. The name and a description of the major type(s) of business that each affiliate conducts are disclosed on the attached pages.

The attached COI Plan and Procedures identifies each affiliate and whether they are included as part of our proposed team for this project. The information provided in this questionnaire incorporates information from all affiliates.

4. Will any of the following be involved in performing the proposed work: (a) any entities owned or represented by you (or your organization); (b) your organization's Chief Executive or any of its directors; or (c) any affiliates?<sup>1</sup>

No.  
 Yes. A full disclosure and discussion is given in the attached pages.

---

<sup>1</sup>The term "affiliates" means business concerns which are affiliates of each other when either directly or indirectly one concern or individual controls or has the power to control another, or when a third party controls or has the power to control both.

5. Are you (or your organization) an energy concern?<sup>2</sup>

- (x) No.  
( ) Yes. A full disclosure and discussion is given on the attached pages.

6. Within the past three years, have you (or your organization) have a direct or indirect relationship (financial, organizational, contractual or otherwise) with any business entity that could be affected in any way by the proposed work?

- ( ) No.  
(x) Yes. List the business entity(ies) showing the nature of your relationship (including the dates of the relationship) and how it would be affected by the proposed work under this solicitation.

The attached COI Plan and Procedures describes the support ICF has provided to TransCanada over the past three years. This vast majority of this work was in support provided as a subcontractor to Cardno Entrix on the third-party SDEIS, FEIS, and National Interest Determination (NID) overseen by the State Department and described more fully in response to question 8 below. Our affiliate ICF Consulting Canada, Inc. also has a contractual business relationship with TransCanada Pipeline LLC. Revenues from all these projects are included in the income estimates provided in response to question 7 below.

7. What percentage of your total income for the current and preceding fiscal years resulted from arrangements with any of the entities identified in Question 6 above?

<0.1 % For the current fiscal year -- from January 1, 2012 to December 31, 2012.  
0.15 % For the preceding fiscal year -- from January 1, 2011 to December 31, 2011  
<0.1 % For the second preceding fiscal year -- from January 1, 2010 to December 31, 2010

Approximately 90% of the 2011 income is attributable to the Keystone XL FEIS project under which ICF subcontracted to Cardno/ENTRIX on a third-party arrangement overseen by The Department of State as described below in response to question 8.

---

<sup>2</sup> The term "energy concern" includes:

- i. Any person significantly engaged in the business of developing, extracting, producing, refining, transporting by pipeline, converting into synthetic fuel, distributing, or selling minerals for use as an energy source, or in the generation or transmission of energy from such minerals or from wastes or renewable resources;
- ii. Any person holding an interest in property from which coal, natural gas, crude oil, nuclear material or a renewable resource is commercially produced or obtained;
- iii. Any person significantly engaged in the business of producing, generating, transmitting, distributing, or selling electric power;
- iv. Any person significantly engaged in development, production, processing, sale or distribution of nuclear materials, facilities or technology; and
- v. Any person --

(1) significantly engaged in the business of conducting research, development, or demonstration related to an activity described in paragraphs (i) through (v); or

(2) significantly engaged in conducting such research, development, or demonstration with financial assistance under any Act the functions of which are vested in or delegated or transferred to the Chair of the Commission.

8. Do you (or your organization) currently have or have you had during the last 6 years any arrangements (for example, contracts and cooperative agreements) awarded, administered, or funded -- wholly or partly -- by the Department of State or any other Federal agency which relate to the proposed Statement of Work?

- No.  
 Yes. A full disclosure and discussion is given on the attached pages.

For the Keystone XL SDEIS and FEIS, ICF was a subcontractor to Cardno ENTRIX, and as such was responsible for the greenhouse gas life cycle analysis, petroleum engineering issues (e.g., corrosivity of dilbit), and for summarizing the 740,000 comments received on the NID. Revenue from this work represents the vast majority of the revenue reported above in response to question 7.

9. Do you (or your organization) have or have you ever had any contracts, agreements, special clauses, or other arrangements which prohibit you (or your organization) from proposing work to be performed in this solicitation or any portion thereof?

- No.  
 Yes. A full disclosure and discussion is given on the attached pages.

10. Do you (or your organization) have any involvement with or interest (direct or indirect) in technologies which are or may be subjects of the contract, or which may be substitutable for such technologies?

- No.  
 Yes. A full disclosure and discussion is given on the attached pages.

11. Could you (or your organization) in either your private or Federal Government business pursuits use information acquired in the performance of the proposed work; such as:

- (a) Data generated under the contract?  
(b) Information concerning Department plans and programs? [  
(c) Confidential and proprietary data of others?

- No.  
 Yes. A full disclosure and discussion is given on the attached pages.

ICF may use the general experience and knowledge gained from this project to win similar or related projects, but is not in a position to use any information from this project to gain any type of unfair competitive advantage or other situation that would create a conflict of interest.

12. Under the proposed work, will you (or your organization) evaluate or inspect your own services or products, or the services or products of any other entity that has a relationship (such as client, organizational, financial, or other) with you (or your organization)? This could include evaluating or inspecting a competitor's goods and services.

- No.  
 Yes. A full disclosure and discussion is given on the attached pages.

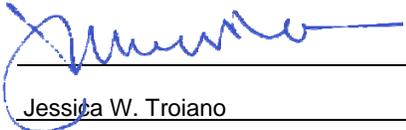
Neither ICF nor its affiliates or subcontractors will be evaluating or inspecting any such services or products, but we do expect to review past work products from the SDEIS/FEIS to determine whether they need to be updated due to the passage of time or changing circumstances since the original work was completed.

13. To avoid what you perceive as a possible organizational conflict of interest, do you (or your organization) propose to: exclude portions of the proposed work; employ special clauses; or take other measures?

- No.  
 Yes. A full discussion is given on the attached pages  
 No possibility of an organizational conflict of interest is perceived. This answer is briefly justified on the attached pages.

ICF perceives no actual or potential organizational conflict of interest with the proposed work. However, as an extra measure of precaution we are proposing several mitigation measures to avoid any such conflicts arising. These measures are described in the attached COI Plan and Procedures.

I hereby certify that I have authority to represent my organization, if applicable, and that the facts and representations presented on the pages of this questionnaire and on the COI Plan and Procedures attachment to it and my OCI Disclosure Certification are accurate and complete.

Signature:  \_\_\_\_\_ Date: August 24, 2012

Name: Jessica W. Troiano

Organization: ICF Incorporated, L.L.C.

Title: Sr. Manager, Contracts