

Exhibit B

Dani N. Cepernich

From: Joseph Kesler (J.D.) [JD.Kesler@questar.com]
Sent: Friday, June 06, 2014 11:59 AM
To: Shawn Draney
Cc: Perrin R. Love; Scott Martin; Mike Wilson; Wayne Winsor
Subject: RE: Questar threatened condemnation Corner Canyon [SCM-iDocs.FID813181]

Shawn:

Questar Gas' positions and the issues at hand are simple and easy to understand. Questar Gas has made Metro Water an offer to purchase an easement on the terms and conditions found in Steve Stuart's appraisal. Metro Water can accept it, reject it, or propose a modification of the easement.

Thanks,
J.D.

J.D. Kesler

Senior Attorney

QUESTAR

333 South State Street

P.O. Box 45433

Salt Lake City, Utah 84145

Direct: 801-324-5936

From: Shawn Draney [mailto:sed@scmlaw.com]
Sent: Friday, June 06, 2014 10:42 AM
To: Joseph Kesler (J.D.)
Cc: Perrin R. Love; Scott Martin; Mike Wilson; Wayne Winsor
Subject: RE: Questar threatened condemnation Corner Canyon [SCM-iDocs.FID813181]

J.D.,

We're working on a complete response that will be in the nature of an attempt to understand what Questar's position is on a variety of matters. We wish to understand all the issues that are in dispute so we can take the appropriate steps to resolution of those issues in a timely fashion. To do that we need to identify what the issues are. Obviously both parties have a role in framing the issues. We do not wish to mischaracterize your positions. We don't wish to infer your positions on certain matters if that can be avoided.

This is about a side note, as to what I think is a minor, collateral, and non-substantive crumb.

You say we're making things up after the fact, a euphemism for not telling the truth, about what the intent was of the District as to what was to be communicated to Questar regarding communications about Corner Canyon.

It's certainly logical that I, as a lawyer, would want to have all communications between Questar and the District relating to crossing District aqueducts directed through counsel in light of two pending cases where such encroachments are at issue. You might give me that much.

We cannot actually, effectively, avoid communication. For example, you, a Questar employee, communicated through counsel notwithstanding what the District's Engineering Manager said. So, why would we attempt to cut off communications, as oppose to direct them to counsel?

What purpose would lack of communication, so long as it was through counsel, serve?

But, notwithstanding those points that I would contend are patent, let's assume for sake of argument that you are correct, and we're making up a story about what happened in the past. If you are correct about that, don't we get to the same place as to the here and now? Is the current situation all that matters, or not?

We have two propositions. We always were willing to talk, through counsel, about Corner Canyon, but there was a miscommunication on our part. Or, in the alternative, we were not willing to talk, but we are currently willing to talk about all things Corner Canyon through counsel. Does it change anything in terms of substance or procedure in your view as to which proposition is correct? For example, do you claim we cannot change our mind?

If I think it may be genuinely important to facilitating discussion, I may consider waiving privilege for a limited purpose and give you the communications relating to what was to be communicated to Questar about communications regarding Corner Canyon. If not, can we check that issue off our long list as one we no longer need to spend energy, time and money on, please?

I would have let this go, but you are unwittingly embarrassing the District's Engineering Manager to no constructive end.

Thank you for your kind consideration.

From: Joseph Kesler (J.D.) [<mailto:JD.Kesler@questar.com>]
Sent: Thursday, June 05, 2014 2:57 PM
To: Shawn Draney
Cc: Perrin R. Love; Scott Martin; Mike Wilson; Wayne Winsor
Subject: RE: Questar threatened condemnation Corner Canyon [SCM-iDocs.FID813181]

Shawn:

Your emails appear to ask questions that have been answered previously. To reiterate, and perhaps clarify, Questar Gas' position to you I provide the following information.

Questar Gas has offered to purchase an easement across Metro Water's fee property in the corner canyon area of Draper. One point that is not clear from any of your emails is whether Metro Water is willing to negotiate a sale of an easement across the entire fee property area in corner canyon. If Metro Water is interested in negotiating Questar Gas' purchase of an easement, we would be happy to have a meeting to discuss purchasing an easement.

You have been given the opportunity to meet with Mr. Stuart, our appraiser, if you choose to use it. In a letter dated May 13, 2014, addressed to you, Metro Water was told "[i]f you desire to meet our appraiser on Metro Water's property, please contact me at your earliest convenience." I have not received a request from you to have the opportunity to meet with Mr. Stuart. Additionally, Mr. Stuart's appraisal acknowledges that "If any new information were to come to light as provided by Metropolitan Water in the future, my appraisal report could be amended to accommodate such information." Stuart Appraisal, p. 2.

Metro Water told Questar Gas they had no desire to discuss our project after our early attempts to contact Metro Water. Despite your post hoc attempts to interpret Mr. Winsor's email dated November 19, 2013, a simple reading of the email shows that we were told that Metro Water had "suspended all contact with Questar or its consultants with regard to [Metro Water] property or right-of-way." Consequently, Questar Gas waited to begin negotiations on this easement until we were certain we would be crossing Metro Water's property with our pipeline. However, as stated above, it is still unclear whether Metro Water is willing to negotiate a purchase/sale of an easement.

You have already been provided Questar Gas' current plans. As I explained to you in an email dated May 16, 2014, the Addendum to Mr. Stuart's appraisal includes a copy of the Right-of-Way and Easement Grant Questar Gas is offering to purchase, the description of the proposed easement, and a map showing the location of the easement on Metro Water's property. Final plans for the pipeline within the easement area will be completed after Questar Gas conducts the surveys and studies on Metro Water's property allowed under Section 78B-6-506.

Thank you for identifying neighboring landowners. Questar Gas has already identified them and has discussed our project with them.

Please let me know at your earliest convenience if you desire to negotiate the sale of an easement and if you desire to meet Mr. Stuart on site.

Thanks,

J.D.

J.D. Kesler

Senior Attorney

QUESTAR

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Direct: 801-324-5936

From: Shawn Draney [<mailto:sed@scmlaw.com>]

Sent: Friday, May 30, 2014 2:54 PM

To: 'JD.Kesler@questar.com'

Cc: Perrin R. Love; Scott Martin; Mike Wilson; Wayne Winsor

Subject: FW: Questar threatened condemnation Corner Canyon [SCM-iDocs.FID813181]

JD,

May I trouble you for the courtesy of a reply? Thanks.

From: Shawn Draney

Sent: Friday, May 23, 2014 3:05 PM

To: 'JD.Kesler@questar.com'

Cc: Mike Wilson; 'Wayne Winsor'; Perrin R. Love

Subject: Questar threatened condemnation Corner Canyon [SCM-iDocs.FID813181]

J.D.,

A portion of the District lands over which Questar seeks an easement do not appear to be in the corridor, and thus would not be the subject of the District's corridor regulations. Staff has authority under the regs for licensing encroachments in the corridor without specific Board approval if the license is consistent with the regs. As to other lands, the District staff has no authority to finalize an agreement. As to those lands, staff would have to negotiate an agreement to be proposed to the Board for its approval. Usually such an agreement goes to the Board's Engineering Committee for a recommendation for the Board.

The District does not hold a July Board meeting. The June Board meeting is set for June 16. The agenda goes out not later than the Wednesday evening before Board meeting. There currently is no Engineering Committee meeting set between now and the June Board meeting. I do not know if there will be time available on the June 16 agenda. That's the date when the District must adopt a budget for FY 2015.

Any pipe crossing the corridor will be required to be in a casing to facilitate supporting the pipe during work on the aqueduct.

The District will insist that Questar follow applicable condemnation requirements without excuse. For example, your appraisal was accomplished without giving the District a right to be present. You are obligated to negotiate in good faith and we're happy to schedule meetings and participate in those negotiations. If negotiations are not successful the District has a right to demand mediation before the Ombudsman, and the District will likely exercise that right. If the mediation is not successful the District has a right to demand arbitration, and the District will likely do so. Efforts to circumvent the law will be resisted.

Call to schedule a meeting between Questar and the appropriate senior management staff of the District at your earliest convenience, or suggest some dates and time. The District management folk typically work four tens, and thus do not work Fridays. In addition to negotiations, there are several other matters that would be important to discuss at that time, including the entities that have interests in the area. I do not know if the attached documents constitute a complete list. I highlight for you the fact that the Questar proposed alignment may match rather exactly a Water Pro pipeline alignment. Questar plans would be most helpful to making progress.

I understand that Questar has taken the position in the POMA litigation that the mere response of a District employee to a blue stakes request for marking without objection to what is unknown, Questar plans, is somehow consent to whatever Questar project prompted the blue stakes request. No one responding to a blue stakes request has any authority to bind the District to anything. I'm sure Questar would take the same position about its employees responsible for blue stakes responses. In any event you are expressly on notice of what is otherwise already obvious.

Regards,

Shawn E. Draney

Lawyer

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