

George M. Pond  
Partner

**VIA ELECTRONIC MAIL**

Hon. Jeffrey Cohen  
Acting Secretary  
New York State Public Service Commission  
Three Empire State Plaza  
Albany, New York 12223-1350

May 22, 2013

Re: Application of Champlain Hudson Power Express, Inc. for a Certificate of Environmental Compatibility and Public Need Pursuant to Article VII of the PSL for the Construction, Operation and Maintenance of a High Voltage Direct Current Circuit from the Canadian Border to New York City  
Case 10-T-0139

**Filing of the Governance Agreement for the Environmental Trust**

Dear Secretary Cohen:

Champlain Hudson Power Express, Inc. and CHPE Properties, Inc. (“Certificate Holders”) respectfully submit the attached revised version of the Governance Agreement (the “Governance Agreement”) for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) for review and approval by the Commission pursuant to Section U of the Certificate Conditions approved by the Commission in its April 18, 2013 Order Granting Certificate of Environmental Compatibility and Public Need in this proceeding.

This revised version of the Governance Agreement contains three minor changes. First, the New York State Office of Parks and Recreation (“NYSOPR”) has been removed as a party to the Governance Agreement in two places. This change was made because NYSOPR was not named as a member of the Governance Committee in Certificate Condition No. 165 and because NYSOPR has requested Certificate Holders to make this change based on its determination that the New York State Department of Environmental Conservation will adequately represent NYSOPR’s interests in the management of the Trust. This change has also been discussed with all of the parties designated as members of the Governance Committee, all of whom either support or do not object to this change.

May 22, 2013

Page 2

Second, Certificate Holders have changed the advance notice required for meetings of the Governance Committee from thirty days to fourteen days. This change was made based on practical experience in attempting to schedule future meetings of the Governance Committee and is supported or not opposed by all of the designated members of the Governance Committee.

Because these changes do not represent a material change to the provisions of the proposed Governance Agreement and are supported or not opposed by all of the designated members of the Governance Committee, Certificate Holders respectfully request that the due date for comments on the draft Governance Agreement not be changed from the May 28, 2013 date established in the Commission's Notice Soliciting Comments issued in this proceeding on May 15, 2013.

Respectfully submitted,

*/s/ George M. Pond*

George M. Pond  
Attorney for Champlain Hudson Power  
Express, Inc. and CHPE Properties, Inc.

Enclosures: Governance Agreement for the Environmental Trust in Case 10-T-0139

cc/

Active Party List in Case 10-T-0136 (via electronic delivery)

**List of the Members of the Governance Committee for the Environmental Trust**

1. Champlain Hudson Power Express, Inc. and CHPE Properties
2. The Staff of the New York State Department of Public Service
3. The New York State Department of Environmental Conservation
4. The New York State Department of State
5. The New York State Office of Parks, Recreation and Historic Preservation
6. The New York State Adirondack Park Agency
7. The City of New York
8. The New York State Council of Trout Unlimited
9. Riverkeeper, Inc.
10. Scenic Hudson, Inc.