

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 13, 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 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.

The Governance Agreement was developed in consultation with the members of the Governance Committee to be established as specified in Certificate Condition 165(c) of the Certificate Conditions, all of whom have authorized Certificate Holders to represent that they are prepared to execute this agreement in its present form in the near future. A list of these Governance Committee members is annexed to this letter.

Certificate Holders respectfully request that the Commission establish a deadline of May 28, 2013 for comments on this proposed agreement, so that comments will be filed in time for the Commission to consider this submission at its June Session. Review and approval of this proposed agreement at the Commission’s June Session would enable the Governance Committee to meet to consider the selection of a Trust Administrator and a Trustee Bank to manage the funds of the Trust on a day-to-day basis and to negotiate a Trust Agreement with this entity(ies)

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to be filed with the Commission on or before August 16, 2013 as required by Certificate Condition 165(a).

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.