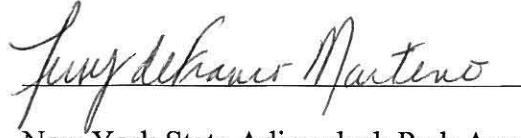


**Champlain-Hudson Power Express Project  
Environmental Trust Governance Agreement**

IN WITNESS WHEREOF, the Members hereto this day signed and executed this Agreement.



New York State Adirondack Park Agency

By:

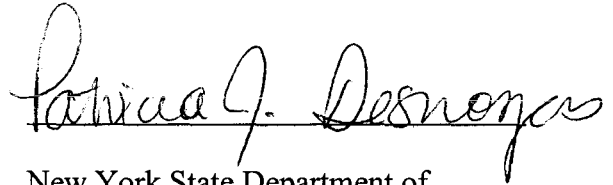
Terry deFranco Martino

Executive Director

Date: May 29, 2013

**Champlain-Hudson Power Express Project  
Environmental Trust Governance Agreement**

IN WITNESS WHEREOF, the Members hereto this day signed and executed this Agreement.



New York State Department of  
Environmental Conservation

By:

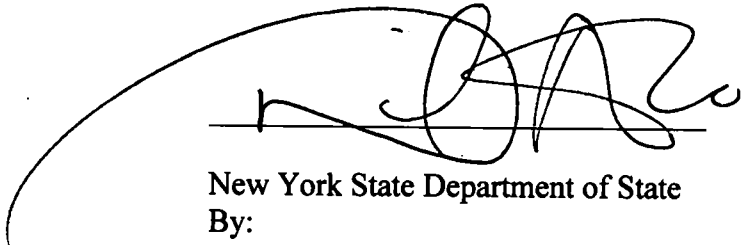
Patricia Desnoyers

Office of General Counsel

Date: May 24, 2013

**Champlain-Hudson Power Express Project  
Environmental Trust Governance Agreement**

IN WITNESS WHEREOF, the Members hereto this day signed and executed this Agreement.

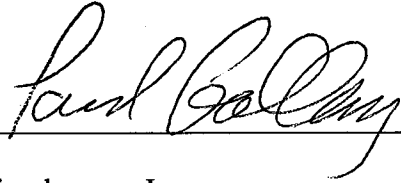
A handwritten signature in black ink, appearing to read 'D. Shapiro', is written over a horizontal line. The signature is stylized and somewhat cursive.

New York State Department of State  
By:  
Daniel E. Shapiro  
First Deputy Secretary of State

Date: 5/24, 2013

**Champlain-Hudson Power Express Project  
Environmental Trust Governance Agreement**

IN WITNESS WHEREOF, the Members hereto this day signed and executed this Agreement.



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Riverkeeper, Inc.

By:

Paul Gallay

President and Hudson Riverkeeper

Date: May 24, 2013

CHAMPLAIN-HUDSON POWER EXPRESS PROJECT  
ENVIRONMENTAL TRUST GOVERNANCE AGREEMENT

IN WITNESS THEREOF, the members have hereto this day signed and executed this agreement.

  
New York State Council of Trout Unlimited

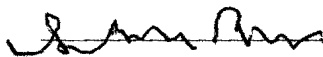
BY

William H. Wellman, Region 5 Vice President

DATE: 24 May 2013

**Champlain-Hudson Power Express Project  
Environmental Trust Governance Agreement**

IN WITNESS WHEREOF, the Members hereto this day signed and executed this Agreement.



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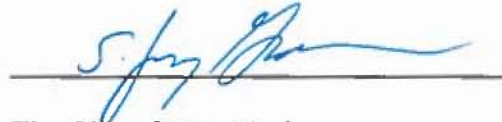
Staff of New York State Department  
of Public Service

By:  
Steven Blow  
Assistant Counsel

Date: 5/27, 2013

**Champlain-Hudson Power Express Project  
Environmental Trust Governance Agreement**

IN WITNESS WHEREOF, the Members hereto this day signed and executed this Agreement.

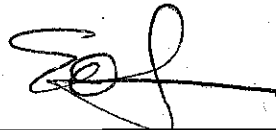


The City of New York  
By: S. Jay Goodman, Esq.  
Couch White, LLP  
Counsel for the City of New York

Date: May 28, 2013

**Champlain-Hudson Power Express Project  
Environmental Trust Governance Agreement**

IN WITNESS WHEREOF, the Members hereto this day signed and executed this Agreement.



Scenic Hudson, Inc.

By:

Ned Sullivan

President

Date: June 3, 2013



**Champlain-Hudson Power Express Project  
Environmental Trust Governance Agreement**

IN WITNESS WHEREOF, the Members hereto this day signed and executed this Agreement.



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Champlain Hudson Power Express, Inc.  
and CHPE Properties, Inc.

By:  
Donald Jessome  
President and CEO

Date: May 30, 2013