

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

November 15, 2019

On November 15, 2019, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) convened an additional meeting because the Committee was unable to take votes at the last regularly scheduled meeting on September 24, 2019.

The meeting took place at the NYS Public Service Commission, 4th Floor Conference Room.

Attendees:

PSC Offices in Albany: Certificate Holders (“TDI”): Bill Helmer, Josh Bagnato; DPS: Heather Behnke, Andy Davis; DOS: Matthew Maraglio, Laura McLean; and City of NY: Justin Fung.

DEC Region 5 at Ray Brook via videoconference: APA: Elizabeth Phillips.

Video Conference: DEC: Heather Gierloff.

On the phone were: Hudson River Foundation: Jim Lodge; Scenic Hudson: Hayley Carlock; DEC: Jeff Loukmas; DEC: Gregg Kenney; NYC: Nick Patane.

Agenda Items:

1. Approval of past meeting minutes
2. Champlain Hudson Power Express Project (“CHPE” or “Project”) Update
3. Meeting dates and review of action items

Preliminary Items:

Meeting was called to order at 10:41a.m. and a quorum was confirmed.

- Minutes of the July 25, 2019 meeting were approved with no revisions. **Moved by DOS, Seconded by DPS, motion carried unanimously.**
- Minutes of the September 24, 2019 meeting were discussed. Certificate Holders provided a follow-up on a question from that meeting, indicating they do not believe that additional permitting would be required from the Army Corps of Engineers to perform pre-construction studies and they are verifying. Parties agreed to vote on the minutes at the next meeting.
- With this meeting, the Governance Committee has held four meetings in 2019. Even though the third meeting did not have a quorum, this will be adequate for adhering to the intent of the Environmental Trust Governance Agreement.

Project Updates:

Certificate Holders reported on the status of the Project.

- Certificate Holders submitted Amendment 1 to PSC on September 30, 2019.
- Certificate Holders provided an overview of proposed changes that will be subject of Amendment 2. They are incorporated into these minutes by reference and as Attachment 1.
- Certificate Holders are in the process of securing contracts with HydroQuebec. There have been on-going discussions with NYC, and there is momentum with large private real estate owners in both the public and private sectors.
- Route alternatives were discussed (see slides). No revised Harlem River Yards alternative will be included. TDI has issued a public notice for Amendment 2 in newspapers.
- NYISO is now studying the 250 MW uprate option only in connection with injection at Astoria; withdrawal of 250 MWs will be studied in the future, likely after a further queue position is obtained.
- The Class Year 2019 Facilities Study is projected to be completed by Aug 2020.
- DEC asked about the schedule of the pre-construction monitoring due to the time-sensitive nature of tagging and monitoring sturgeon. Certificate Holders will reach out to schedule a meeting with DEC in early 2020.

Next meeting date(s):

The committee discussed cancelling the previously scheduled meeting for December 17, 2019 at 10:30 a.m. **DOS moved, NYC seconded, motion carried unanimously.**

The following meeting dates were proposed as tentatively scheduled, pending DPS verification of room availability.

- March 19, 2020, 10:30am
- June 18, 2020, 10:30am
- September 17, 2020, 10:30am
- December 17, 2020, 10:30am

TDI moved, DOS seconded, motion carried unanimously.

Members should come prepared for committee elections at the March 2020 meeting.

Action Items:

Pending action items:

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November 15, 2019

- TDI to report by email to the committee members after each TPAS meeting occurs where CHPE is material to the meeting.
- Vice-Chair to confirm room availability and send invitations for future meetings.

No new action items.

Meeting adjourned at 11:06 a.m. Moved by DPS, seconded by TDI, motion carried unanimously.

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November 15, 2019

ATTACHMENT 1



CHAMPLAIN HUDSON POWER EXPRESS

PREVIEW OF ROUTE CHANGE AMENDMENT
FOR
CHPE ENVIRONMENTAL TRUST GOVERNANCE COMMITTEE

NOVEMBER 15, 2019



Transmission
Developers Inc.

A **Blackstone** Portfolio Company

Overview of Preferred Alternatives (Amendment #2) & Project Timeline

- Over the past several years TDI has advanced the Project design and during this process identified Preferred Alternatives along eight segments (including the Converter Station) of CHPE representing approximately 10% of the route
- TDI has conducted an extensive outreach program over the past 2 years and has secured resolutions of support from affected municipalities, as well as an MOU from 5 municipalities in Rockland County
- TDI has discussed these route modifications with interested stakeholders as well as the NYDOT, NYDEC, NYPSC, NYPA, NYISO, New York City, Army Corps, and U.S. DOE

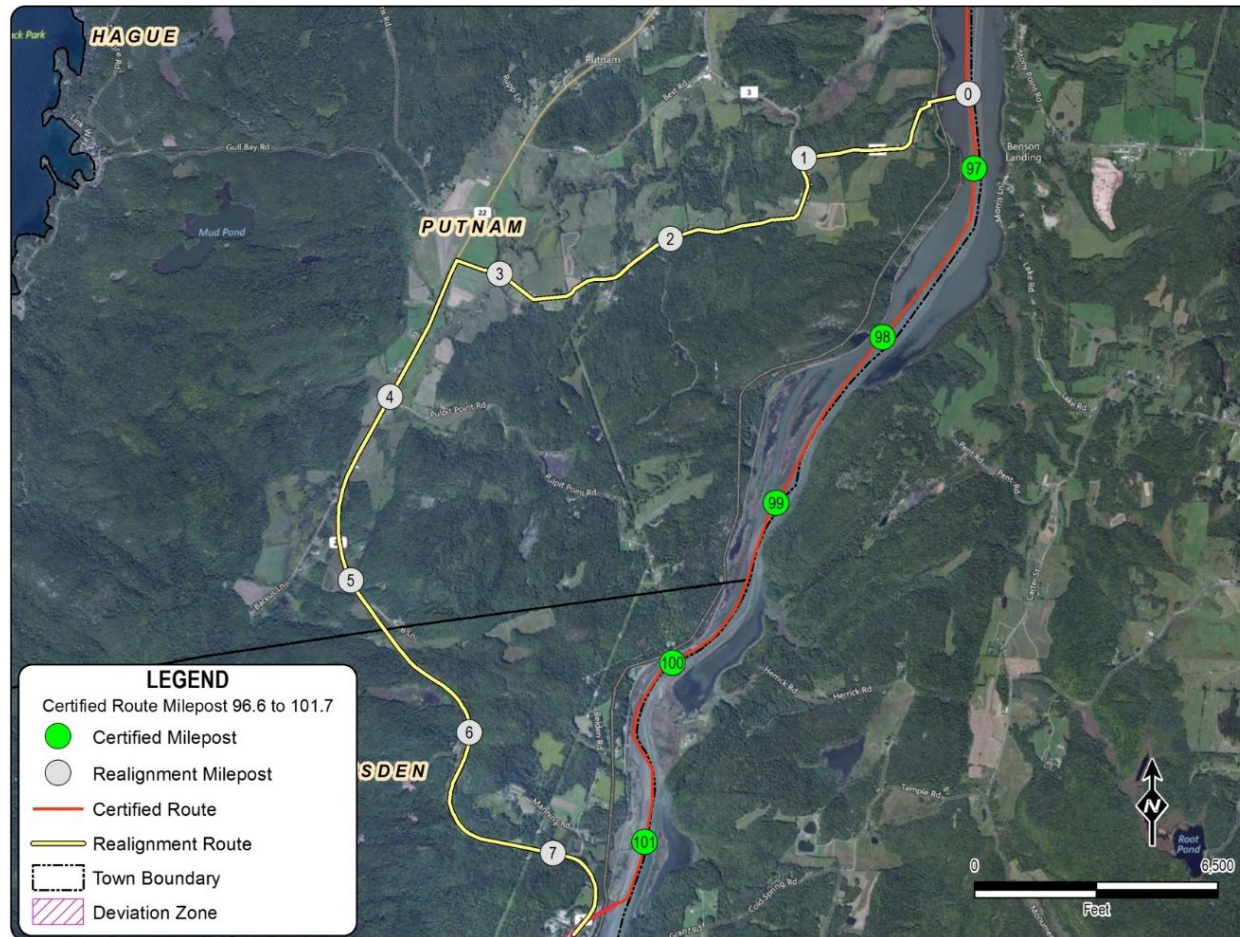
Period	Event
Q3-Q4, 2019	Submit two permit amendment to NYC PSC for modifications to Article VII Certificate <ul style="list-style-type: none">- Amendment #1 (Certificate Modifications): Submitted 9/30- Amendment #2 (Route Modifications): Expect to submit: 11/22
Q1-Q2, 2020	<ul style="list-style-type: none">- Submit supplemental information to US DOE and Army Corps on Preferred Alternatives- Potentially seek approval for 250 MW uprate from Regulatory Agencies
2020 – 2021	Pre-construction activities (engineering field work, waterway surveys, field verification of co-located infrastructure, PILOT Agreements, EM&CP process, etc.)
Q3-Q4, 2020	Project financing
Q1 2021 – 2024	Project construction
Late 2024	Commercial operations commence <ul style="list-style-type: none">– CHPE will have an expected life of 60+ years

Overview of Preferred Alternatives

#	Change	Permitted Route Miles	Description / Reason(s) for Change	Status	Municipalities
1	Putnam Station	96.6 – 101.5 (4.9 miles)	<ul style="list-style-type: none"> Exit Lake Champlain 4 miles north Required due to installation challenges in shallow water 	Re-route confirmed, full support from Towns	Putnam, Dresden
2	Fort Ann Bypass	117.6 – 120.9 (3.3 miles)	<ul style="list-style-type: none"> Move cable from railroad ROW to road ROW Reduces rock removal and wetland impacts 	Re-route confirmed, full support from Towns	Whitehall, Fort Ann
3	Schenectady	169.0 – 177.0 (8 miles)	<ul style="list-style-type: none"> Reroute cable around downtown Schenectady Avoids impact to Schenectady downtown revitalization project, reduces community impacts 	Re-route confirmed, full support from Towns	Glenville, Village of Scotia, Rotterdam
4	Selkirk Yard	194.0 – 197.0 (3 miles)	<ul style="list-style-type: none"> Reroute cable around Selkirk Yard Avoids conflicts with expanding railyard, reroute requested by railyard owner 	Re-route confirmed, full support from Towns	Bethlehem
5	Catskill Creek	221.0 – 221.5 (0.5 miles)	<ul style="list-style-type: none"> Utilize HDD vs. bridge attachment to cross Creek RR bridge deemed unfit for cable attachment 	Re-route confirmed, full support from Towns	Village of Catskill
6	Rockland County	295.0 – 302.0 (7 miles)	<ul style="list-style-type: none"> Utilize road ROW vs railroad ROW Community opposition to Railroad route, addition of double tracks in ROW makes installation problematic 	Re-route confirmed, full support from Towns	Stony Point, Haverstraw, Clarkstown, Villages of W. Haverstraw & Haverstraw
7	Converter Station	333	<ul style="list-style-type: none"> Selected alternative site for Converter Station 	Re-route confirmed	Queens, New York City
8	Astoria Rainey Cable	N/A (upgrade to AC System)	<ul style="list-style-type: none"> Potential change to underground AC cable route Reroute of upgrade to avoid underground utilities and residential neighborhoods 	Re-route confirmed	Queens, New York City
Modifications Under Consideration					
9	Harlem River Yards	330 – 331	<ul style="list-style-type: none"> Recent construction of warehouse may impact permitted route 	Under consideration	New York City

1. Putnam Station Alternative

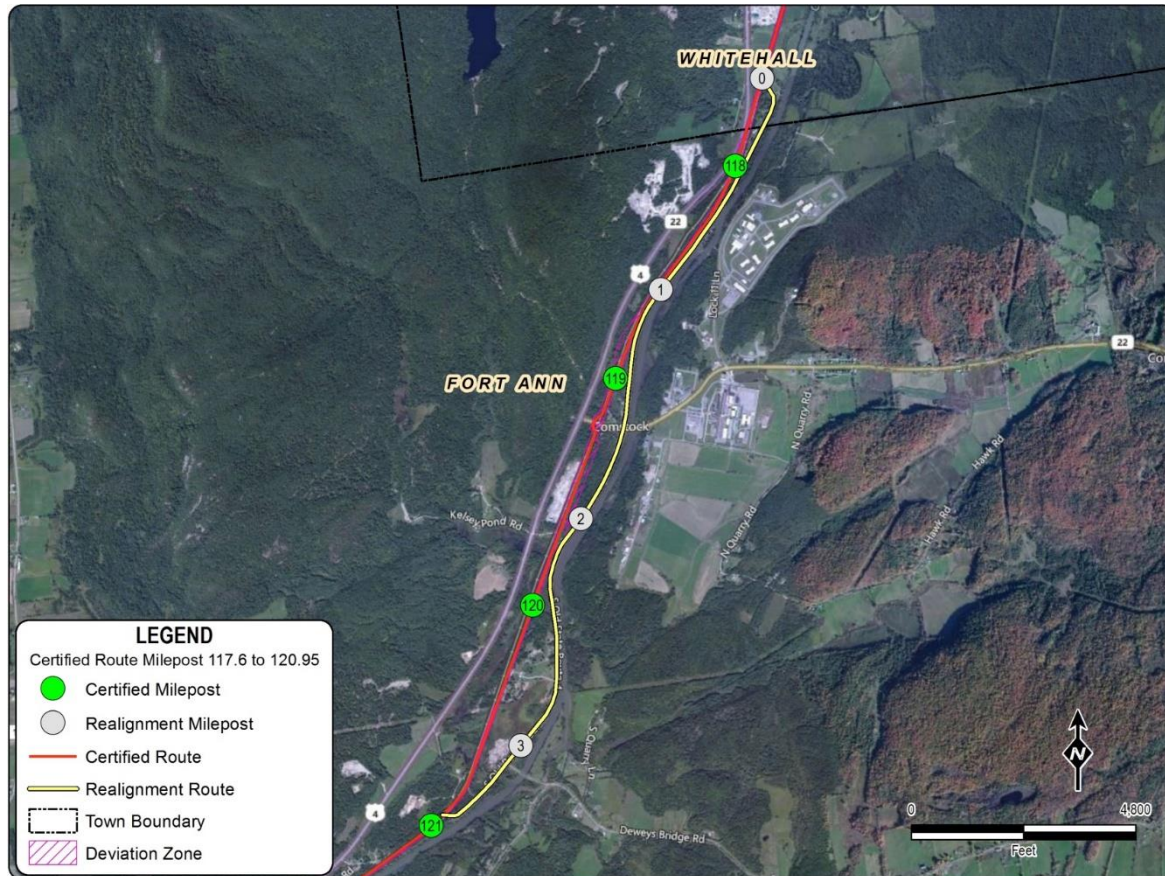
Overview: The Putnam Station re-route proposes to exit Lake Champlain near milepost 97 (4.5 miles north of the permitted exit point) and travel 7.5 miles along Road ROW until it rejoins the permitted route along State Route 22 in Dresden at milepost 101.5.



Road ROWs in Putnam

2. Fort Ann Alternative

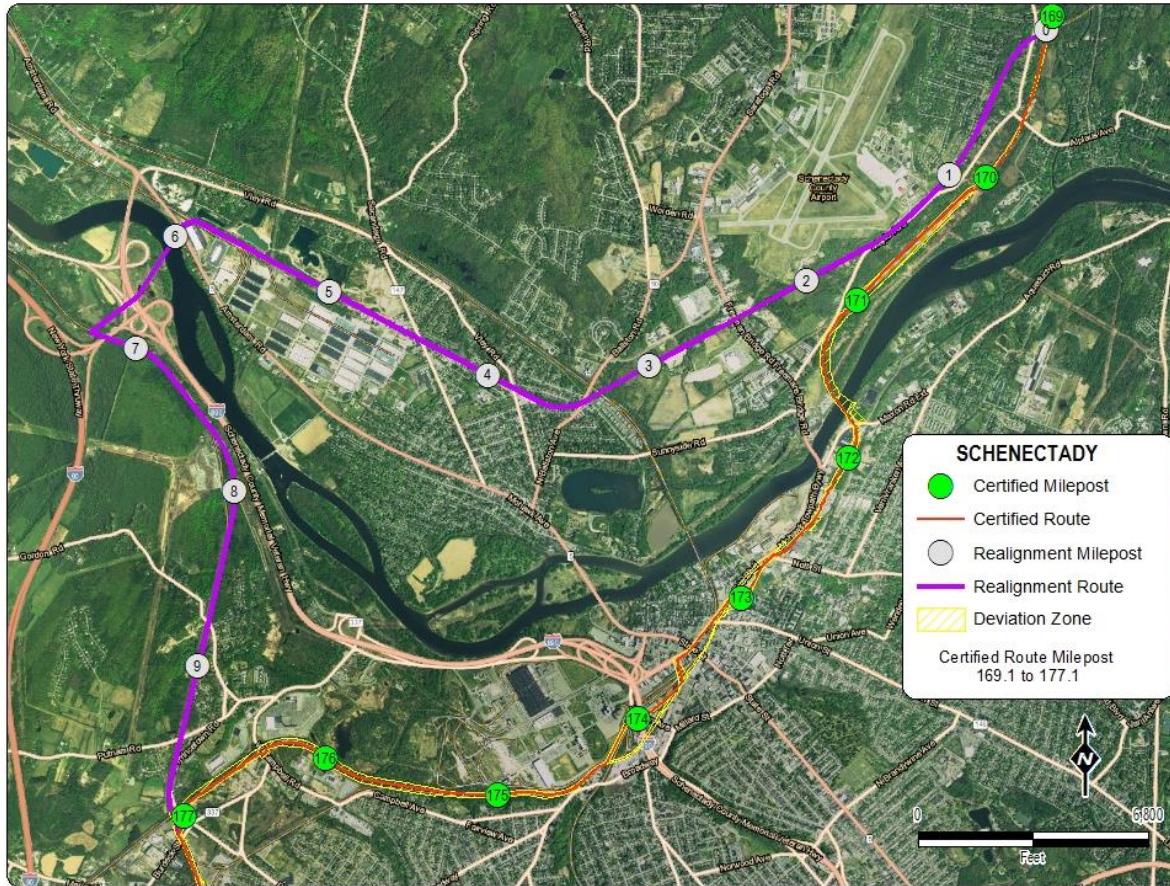
Overview: The Fort Ann modification involves relocating the cable from a Railroad ROW to an adjacent road ROW starting near milepost 118 for 3.4 miles.



Road ROW in Fort Ann

3. Schenectady Alternative

Overview: This modification departs the permitted route at milepost 169 and travels along a Railroad ROW for 6 miles, proceeds under Catskill Creek via an HDD and then joins a Railroad ROW for 3.5 miles before rejoining the permitted route at milepost 177.



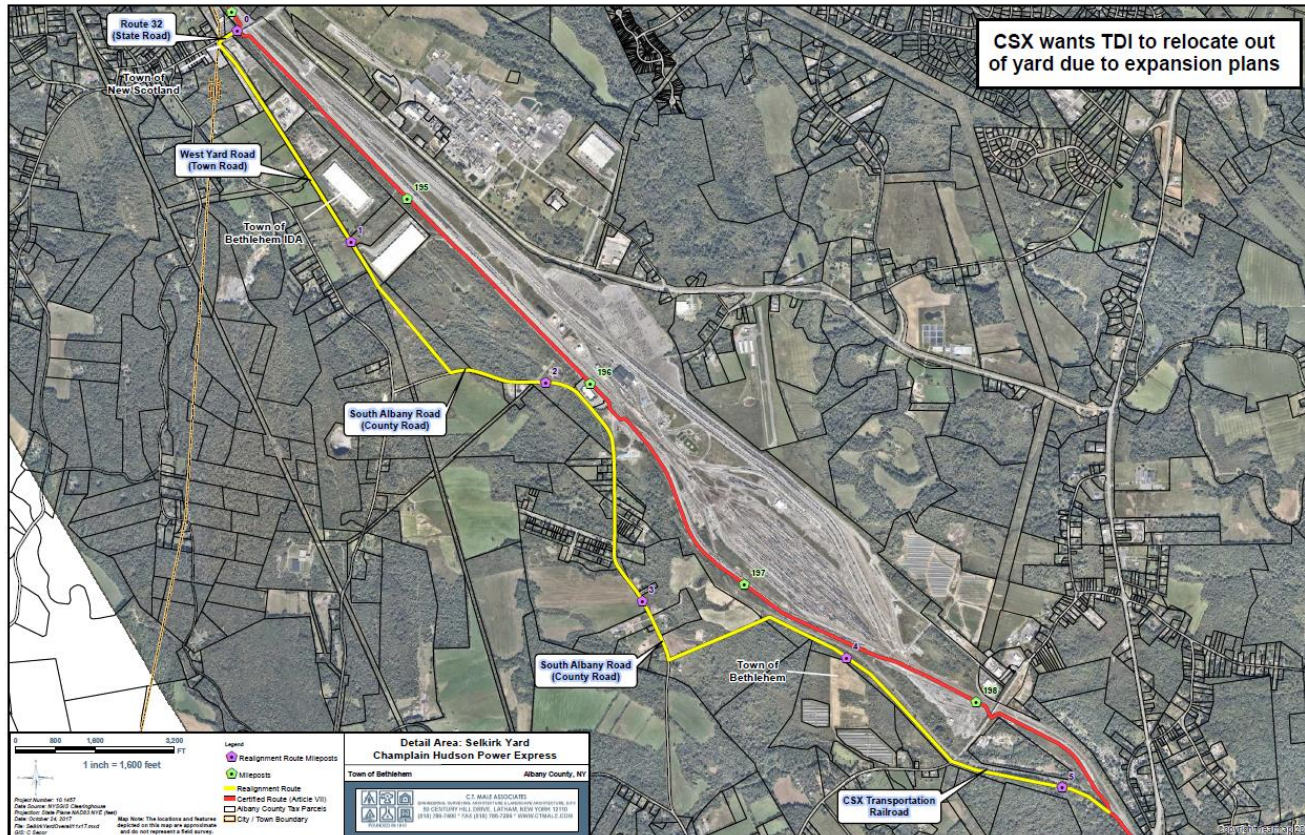
Permitted Downtown Route



Proposed New Route within RR ROW

4. Selkirk Yard Alternative

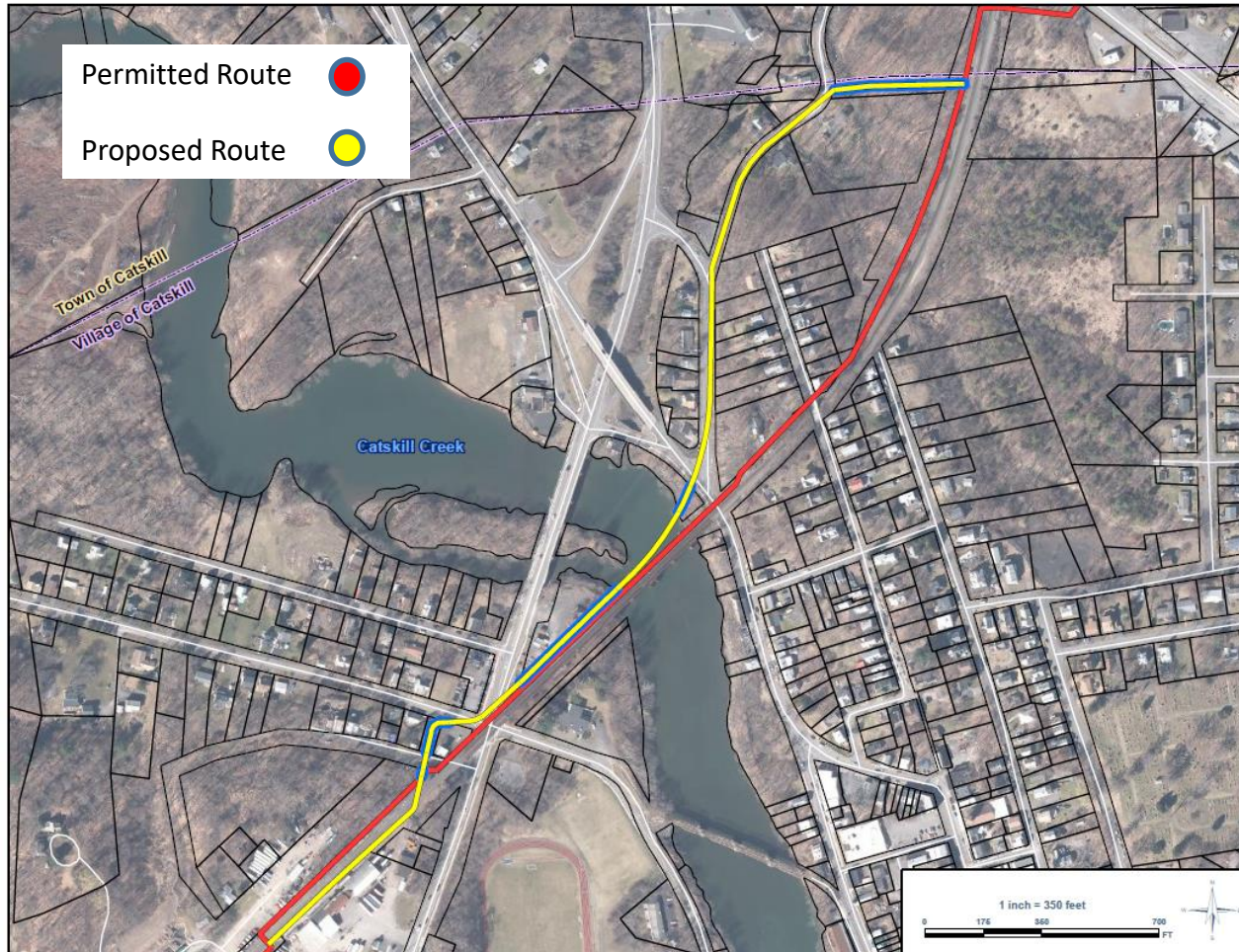
Overview: This modification departs the permitted route near milepost 194 and travels along road ROW and private ROWs for 3.6 miles until it rejoins the permitted route within the RR ROW near milepost 197.



Road ROWs in Bethlehem

5. Catskill Creek Alternative

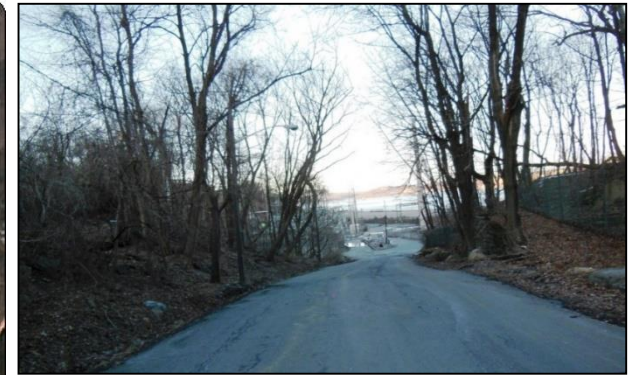
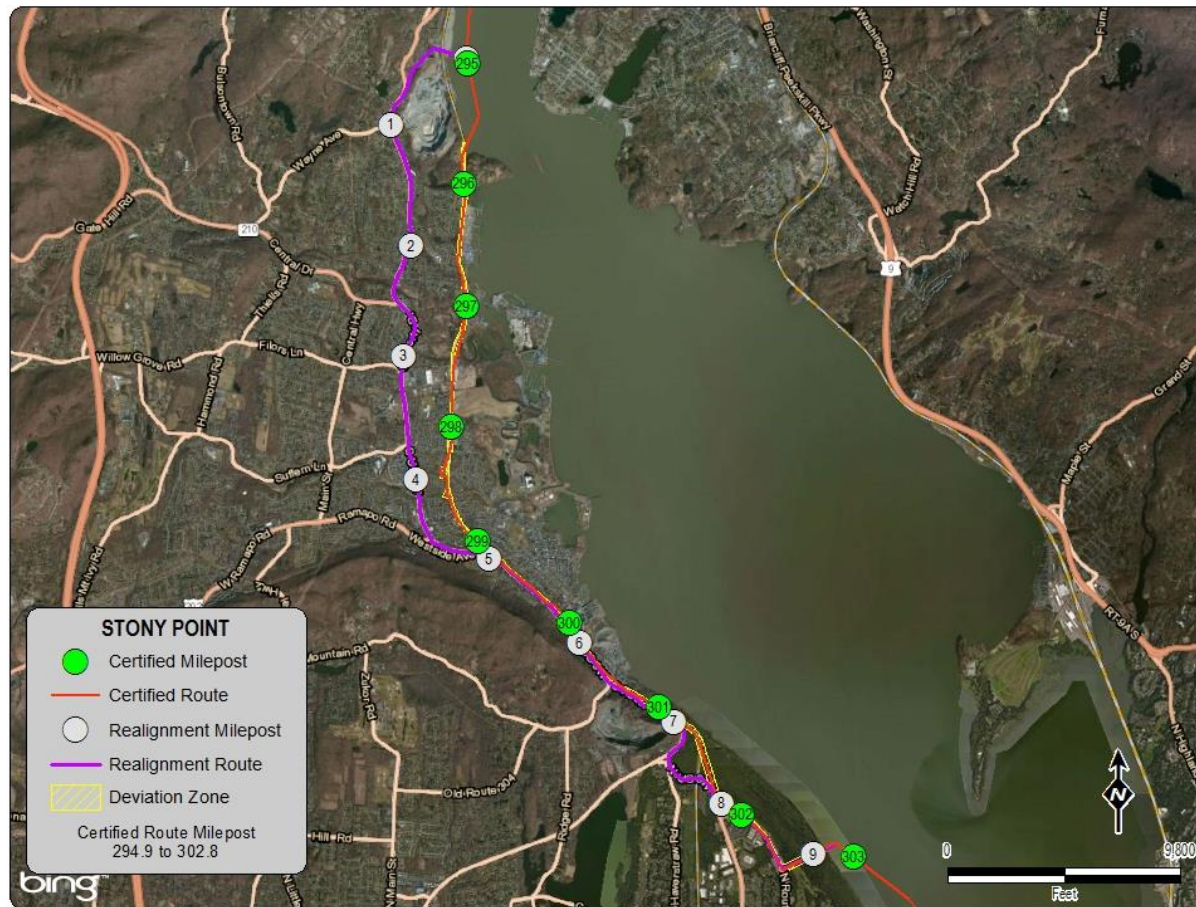
Overview: The Catskill Creek modification involves departing the permitted route at milepost 221 and using adjacent roadways and private property to HDD under Catskill Creek before rejoining the permitted route at milepost 221.5.



RR Bridge that modified route seeks to avoid

6. Rockland County Alternative

Overview: The Rockland County modification involves relocating the cables from a Railroad ROW to an adjacent Road ROW through an 8 mile section in Rockland County. This modification departs the permitted route at milepost 295 and travels primarily along Road ROWs for approximately 8 miles until it rejoins the permitted route at milepost 302.



ROWS in Rockland County

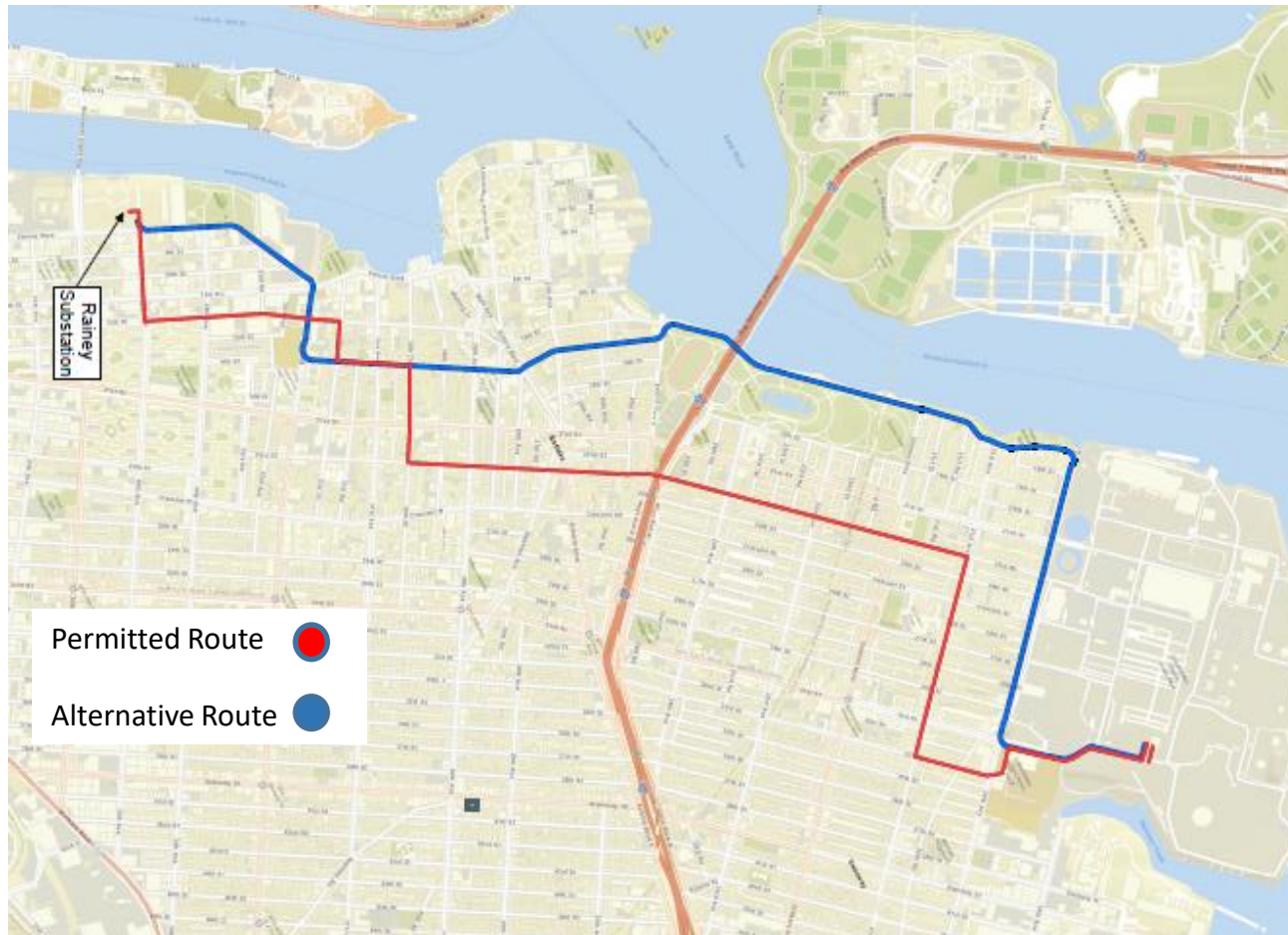
7. Converter Station Alternative

Overview: TDI will propose an alternative Converter Station location on a ~5 acre site located approximately 0.2 miles north of the permitted site within the Astoria Complex. The Astoria Complex is a heavily industrialized section of Queens primarily used for electrical generation and distribution. Alternative locations for the Converter Site were reviewed during the Article VII process.



8. Astoria Rainey Cable Alternative

Overview: TDI will propose an alternative ~3.5 mile route for the Astoria Rainey Cable (“ARC”). The ARC is a required upgrade to the NYC system. The modified ARC route would travel a different route under the streets of Queens and is proposed to avoid impacts to existing underground infrastructure and residential areas. Alternative routes were analyzed during the permitting process.





Transmission
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A **Blackstone** Portfolio Company

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Case 10-T-0139
Champlain Hudson Power Express Project
Environmental Trust Governance Committee Meeting Minutes
September 24, 2019

On September 24, 2019, the Governance Committee for the Hudson River and Lake Champlain habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th floor conference room.

Attendees:

PSC Albany Offices: Certificate Holders: Bill Helmer, Josh Bagnato, Steve Wilson, Bob Harrison; DPS: Andy Davis, Heather Behnke; DOS: Matt Maraglio; NYC: Justin Fung

On the Phone: DEC: Heather Gierloff; APA: Dan Kelleher; Trout Unlimited: Roger Olson; HRF: Clay Hiles, Jim Lodge; River Keeper: Rich Webster

Agenda Items:

- 1.) Welcome
- 2.) Approval of minutes
- 3.) Project timeline update
- 4.) Update on future filings
- 5.) Next meeting dates

Preliminary Items:

Meeting was called to order at 10:36 am. Due to technical difficulties, remote video locations were unable to be established at Raybrook and New Paltz. Due to this, representatives typically attending remotely from these locations were unable to be counted towards the required quorum. As such, no quorum was established. The meeting continued following consent of all parties and no formal actions were taken.

Approval of Minutes:

Having no quorum, no vote was called to approve the past meeting minutes.

Project Update:

- There is no material update on the NYISO interconnection process.
- Two amendments are expected to be submitted to DPS.
 - Amendment 1 is expected on 9/30/2019
 - Amendment 2 is expected around Thanksgiving
- Certificate Holders have been undertaking wetland surveys and meeting with regulatory agencies.

- There are 3 potential project changes in NYC, and the Certificate Holders will be meeting with NYC to discuss shortly.
- Certificate Holders are trying to get an off-take agreement in place.
- Certificate Holders are hopeful for a financial close in late 2020.
- Certificate Holders provided an overview of the Amendment 1 proposed changes dated 9/24/2019. They are incorporated into these minutes by reference.
- Certificate Holders state that the first year of construction will likely consist of preliminary work, such as land-to-water transitional horizontal directional drilling.
- DEC recommended that the Certificate Holders meet with the Hudson River Navigation and Safety Committee to discuss the proposed modifications.
- Certificate Holders described the purported benefits of one of the design changes proposed by Amendment 1--installing a cable-protective conduit in the terrestrial portions of the route.
 - Staging areas will likely not change.
 - There is no additional capacity proposed in the conduit.
- DPS asked about vault design and sizing and the Certificate Holders described the sizing as location specific and material to be used as concrete.
- DEC brought up preconstruction related questions on Certificate Condition 153 and stated that the agency is hoping for an updated construction scheduling document.
- DOS asked TDI to verify if additional Army Corps of Engineers permitting was required to perform pre-construction studies especially since the 2017 Nationwide Permit Program has changed.

Next meeting date

Having no quorum, no vote was called on the next meeting date. It was noted that a 12/17/2019 meeting was already on the calendar and should remain on the calendar.

Certificate Holder suggested that another meeting be held in November, with a quorum to finalize meeting minutes. This was agreed to and set for 11/15/2019.

Meeting was recessed at 11:35am and is to reconvene on 11/15/2019 at 10:30am.

**Overview of Proposed Certificate Condition Changes (Amendment #1)
Champlain Hudson Power Express Environmental Trust Meeting
September 24, 2019**

Conditions

TDI is proposing to modify four conditions from the Article VII Certificate via an Amendment that will be submitted to the New York PSC. The “redlines” and “strikethroughs” depicted below are the proposed modifications and the rationales for these modifications are also included. TDI intends to expand upon this information, answer questions and receive feedback regarding these modifications from the Environmental Trust Governance Committee during the September 24 meeting.

11. The Certificate Holders shall not commence construction of the Facility prior to the issuance (i) by *TransÉnergie (or any successor organization) of the Network Impact Study for the Canadian transmission project linking the Facility with the Quebec bulk power system and by appropriate Canadian federal and/or provincial authorities of a public notice or notices announcing that applications for all the remaining* ~~those~~ approvals and permits necessary in order to allow for the construction of *such linking project have been filed;* ~~transmission facilities interconnecting with the bulk power system operated by TransÉnergie (or a successor to such organization) and extending to the New York border;~~ (ii) by the United States Department of Energy of an approval pursuant to Executive Orders 10485 and 12038, and (iii) by the United States Army Corps of Engineers (“USACE”) of permits pursuant to section 404 of the Federal Clean Water Act and section 10 of the Federal Rivers and Harbors Act. The Certificate Holders shall provide copies of said permits to the Secretary within fifteen (15) days of receipt.

Rationale for Condition 11 modification: TDI’s current schedule seeks to start construction 15-18 months prior to TransÉnergie’s expected permit approval date. TDI is proposing different milestones for the TransÉnergie permitting process that would provide TDI with the flexibility to commence construction prior to the receipt of these permits in Canada.

95. The Certificate Holders shall use installation techniques for underwater cable installation activities that are appropriate for the prevailing substrate conditions.

a Cable Installation in the Hudson, Harlem, and East Rivers shall be designed and installed to meet the following criteria:

(i) Where the cables shall be located within the limits of the maintained Federal Navigation Channels in the Harlem, Hudson, and East Rivers, the Certificate Holders shall install the cables to ~~a depth of at least fifteen (15) feet below the federally authorized depth of the Federal Navigation Channel.~~ those elevations below the federally-authorized depths of such Channels that have been specified by the USACE in Permit NAN-2009-0189 and by the New York State Department of State in its determination of March 14, 2014 made pursuant to the federal Coastal Zone Management Act.

Rationale for Condition 95 modification: TDI seeks to make the burial requirements of the cables within waterways consistent between the Article VII Certificate and the Army Corps permit.

140. *Except as may be detailed, justified, and approved by the Department of Public Service pursuant to the EM&CP process, ~~e~~Each edge of the permanent overland Facility ROW shall be no closer than (a) when located entirely*

within lands owned or controlled by a railroad company or a public highway, six (6) feet to the outer surface of the nearest installed cable and (b), in all other areas, eight (8) feet to the outer surface of the nearest installed cable.

Rationale for Condition 140 modification: Similar to other conditions with numerical limitations within the Certificate, TDI seeks to allow for deviations from the limitations detailed in Condition 140 provided they are approved in the EM&CP process.

*156. (b) For the HVDC Transmission System installed in Lake Champlain and the Hudson ~~and Harlem~~ Rivers, the Allowed Deviation Zone shall be anywhere within those bodies of water where the water depth exceeds twenty (20) feet at mean low water, and where installed in the **Harlem and East Rivers** the Allowed Deviation Zone for the HVDC Transmission System shall be anywhere where the water depth exceeds ten (10) feet at mean low water...*

Rationale for Condition 156(b) modification: Due to information on the depths of the Harlem River obtained after the Article VII Certificate (i.e. the Harlem River has long stretches where the depth is less than 20' below MLW) TDI seeks to properly group the Harlem River with the East River.

Construction Methodology

In addition to modifications of these Conditions, TDI also intends to supplement “typical” installation detail drawings. This supplement would allow for installing the cables within protective conduits instead of direct burial in an open trench along the terrestrial portion of the Project. This particular change is described in an addendum to Section 7.3 of the Project Best Management Practices (the “Addendum”) as well as in certain design drawings.

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Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

July 23, 2018

On July 23, 2018, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to DEC’s offices Raybrook, New York and New Paltz, New York.

Attendees:

PSC Offices in Albany: Certificate Holders (TDI): Bill Helmer & Rick Chase; DPS: Heather Behnke & Andy Davis; DOS: Matt Maraglio and Laurie McLean; and City of NY: Justin Fung

DEC Region 5 at Ray Brook: APA: Dan Kelleher via videoconference

On the phone were: Scenic Hudson: Hayley Carlock; Riverkeeper: Richard Webster; Trout Unlimited: Roger Olsen and DEC: Heather Gierloff & Jeffrey Loukmas; Hudson River Foundation: Clay Hiles,

Agenda Items:

1. Approval of past meeting minutes
2. Champlain Hudson Power Express Project Update
3. Election of officers
4. Next meeting date

Preliminary Items:

Meeting was called to order at 10:44 a.m. and a quorum was confirmed.

- Minutes of the April 9, 2018 meeting were approved. It was requested that future minutes provide a list of attendees in addition to their affiliation and more of a summary of the items discussed.

Project Updates:

Certificate Holders reported on the status of the Project.

Project activities discussed included:

- New York Independent System Operator’s (NYISO) Class Year 2017 status update.

At the end of a NYISO Class Year Study (CYS), three important pieces of information are made available to CYS participants: (1) the allocated costs of any system upgrades (these are system upgrade facilities or “SUFs”) made necessary by the proposed project interconnections; (2) the “deliverability” (of capacity) into the bulk power system attributable to each project; and (3), in the case of projects delivering within a mitigated capacity zone such as New York City, whether the project will be subject to an ICAP offer floor.

Once developers have received this information, they have 30 days to decide whether to accept their interconnection costs or withdraw from the CYS. Developers accepting their interconnection costs then have a further 7 days to post firm security.

In prior Class Years, all projects received this information and made these determinations at the same time. Because NYISO identifies SUFs before it conducts the further studies required to determine the costs of the additional upgrades required to provide those Class Year projects with full capacity deliverability (these are system deliverability upgrades or “SDUs”), in prior years many projects that did not need any SDUs were forced to wait 6 months or more while NYISO performed SDU cost studies for (usually) a small number of other projects in that CYS that did request such studies.

To avoid that result, NYISO amended its tariff to bifurcate the CYS when some projects require SDU cost studies and others do not. Class Year 2017 is the first CYS performed under these revised rules, which permit, but do not require, Class Year members that do not require SDUs to accept their cost allocations and post security while NYISO is still performing SDU cost studies for other projects.

Thus, there was a chance that the 2017 CYS would be bifurcated, and that is in fact what happened, because two projects requested SDU cost studies. Although it did not request an SDU cost study, TDI decided to defer acceptance of its interconnection costs and the posting of security while these studies proceeded, as did several other similarly-situated projects. The deadline for this first round decision was July 9th and, although a formal notice letter to the NYISO was not required, TDI did supply one. A copy of this letter is attached. NYISO has determined that these additional studies are likely to postpone the final conclusion of Class Year 2017 into late 2018 or early 2019.

TDI took this step because it believes that the six-month time period flanges up nicely with what it hopes will be the finalization of its commercial arrangements.

As we have reported before, the focus has moved over time from the supply part of the equation to the demand part. We are looking towards a three-legged stool strategy that will bring supply, demand, and transmission together, but demand appears now to be the prime mover. TDI is working on its commercial program every day and, beyond that, we cannot say much more.

- Community Outreach activities conducted by TDI.
 - Outreach to communities that may be affected by route modifications desired by TDI as does acquisition of discrete land parcels associated with the potential route modifications. Most communities potentially affected by the desired route changes have passed resolutions supporting the modifications, while a few others remain undecided. A large percentage of desired land rights have been obtained or are nearing the completion of negotiations.

Election of Officers

The following officers were elected by the committee for the coming year:

Chair: TDI

Vice Chair: DPS

Secretary: DOS

Action Items:

TDI to provide information on desired route modifications to DEC and TU to identify ongoing activities by them along the considered route changes which may be of interest to TDI.

Next meeting date:

September 27, 2018 at 10:30 a.m.

Meeting adjourned at 11:15 a.m.

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Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

April 9, 2018

On April 9, 2018, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to DEC’s offices in New Paltz and Raybrook, New York.

Attendees:

PSC Offices in Albany: Certificate Holders (TDI), DPS, DOS, and City of NY

DEC Region 5 at Ray Brook: APA via videoconference

DEC Region 3 at New Paltz: DEC via videoconference

On the phone were: Scenic Hudson, Riverkeeper, Trout Unlimited and DEC

Agenda Items:

1. Approval of meeting minutes
2. Project Update
3. Trustee Bank Agreement
4. Trust Administrator Agreement
5. Next meeting date

Preliminary Items:

Meeting was called to order at 1:30 p.m. and a quorum was confirmed.

➤ Minutes of the December 7, 2017 meeting were approved.

Project Updates:

Certificate Holders reported on the status of the Project.

Project activities discussed included:

- Community Outreach activities conducted by TDI.
- New York Independent System Operator’s (NYISO) Class Year 2017 status update.

- U.S. Coast Guard Ports and Waterways Safety Assessment (PAWSA) – no need for additional anchorage areas in the Hudson River.
- U.S. National Marine Fisheries Service Sturgeon policy
- Benthic Survey status – likely to be conducted in 2019
- Response to New York Power Authority (NYPA) Request For Proposals for Large Scale Renewables – TDI submitted proposal in September 2017 and it wasn't chosen under this RFP for a contract with NYPA.

Trust Agreement:

No update - tabled until financial close is near.

Trust Administrator Agreement

No update - tabled until financial close is near.

Other

- The Chair reminded committee members that election of officers would be scheduled for the next meeting.
- The Chair noted that Betsy Blair, DEC's representative to the committee, planned to retire this summer and committee members expressed their appreciation for the work she has done for the Trust over the years.

Next meeting date:

July 2018 – date to be determined.

Meeting adjourned at 2:00 p.m.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

December 7, 2017

On December 7, 2017, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to the Commission’s 4th Floor Conference Room in New York City and to DEC’s offices in New Paltz and Raybrook, New York.

Attendees:

PSC Offices in Albany: Certificate Holders (TDI), DPS, DOS, DEC and City of NY

DEC Region 5 at Ray Brook: APA via videoconference

PSC Offices in NYC: Trout Unlimited via videoconference.

Agenda Items:

1. Approval of meeting minutes
2. Project Update
3. Trustee Bank Agreement
4. Trust Administrator Agreement
5. Review Action Items
6. Next meeting date

Preliminary Items:

Meeting was called to order at 1:00 p.m. and a quorum was confirmed.

➤ Minutes of the September 28, 2017 meeting were approved.

Project Updates:

Certificate Holders reported on the status of the Project.

Project activities discussed included:

- New York Independent System Operator (NYISO) status update.
- Response to New York Power Authority (NYPA) Request For Proposals for Large Scale Renewables – TDI submitted proposal in September 2017 and it remains under consideration.

- Community Outreach activities.
- Preconstruction information gathering for EM&CP preparation

Trust Agreement:

Bank of NY Mellon approved language of the Trustee Bank Agreement. Financial terms will be resolved closer to implementation.

Trust Administrator Agreement

No update - tabled until financial close is near.

Other

- Update of Priority Projects – it was agreed that prior to financial close of the project, the Governance Committee Agreement will be revised with an updated list of priority projects.

Next meeting date:

April 9, 2018 @ 1:30 p.m.

Meeting adjourned at 1:27 p.m.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

September 28, 2017

On September 28, 2017, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to the Commission’s 4th Floor Conference Room in New York City and to DEC’s offices in New Paltz and Raybrook, New York.

Attendees:

PSC Offices in Albany: Certificate Holders (TDI), DPS, DOS, DEC and City of NY

DEC Region 3 at New Paltz: Riverkeeper and DEC via videoconference

DEC Region 5 at Ray Brook: APA via videoconference

PSC Offices in NYC: Trout Unlimited via videoconference.

Agenda Items:

1. Approval of meeting minutes
2. Project Update
3. Trust Administrator Agreement
4. Trustee Bank Agreement
5. Review Action Items
6. Next meeting date

Preliminary Items:

Meeting was called to order at 10:00 a.m. and a quorum was confirmed.

- Minutes of the June 22, 2017 meeting were approved after acronyms were spelled out for clarity.

Project Updates:

Certificate Holders reported on the status of the Project.

Project activities discussed included:

- New York Independent System Operator (NYISO) status update – procedural schedule has been extended for the Class Year 2017 Facilities Study, possibly as late as August 2018
- Bank has approved of changes to Trustee Bank Agreement.
- Development of Environmental Management & Construction Plan (EM&CP) continues
- Hiring of Community Relations Director Jen White.
- Response to New York Power Authority (NYPA) Request For Proposals for Large Scale Renewables – TDI submitted proposal in September and NYPA anticipates providing a status report on bidders' status on October 21, 2017.
- Benthic study – TDI will request that the U.S. Army Corps of Engineers approve conducting this study closer to the start of construction.
- Navigational Risk Assessment – Coast Guard and Army Corps have concurred.

Trust Administrator Agreement

No update - tabled until financial close is near.

Trust Agreement:

Bank of NY Mellon approved language of the Trustee Bank Agreement.

Next meeting date:

December 7, 2017 @ 1p.m.

Action items:

1. Circulate master list of pre-construction studies - TDI
2. Circulate Trustee Bank Agreement.- TDI
3. Create key for meeting minutes, if needed – TDI as Committee Secretary
4. Review and update of priority projects by each member of the Committee.
5. Place Coast Guard and Army Corps concurrence letters on the website – TDI

Meeting adjourned at 10:34 a.m.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

June 22, 2017

On June 22, 2017, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to DEC’s Region 3 Office in New Paltz, New York and DEC’s Region 5 Office in Ray Brook, New York.

Attendees:

PSC Offices in Albany: Certificate Holders, DPS, DEC, DOS, City of New York

DEC Region 3 at New Paltz: Scenic Hudson via videoconference

DEC Region 5 at Ray Brook: APA via videoconference

Via teleconference: HRF, Riverkeeper

Agenda Items:

1. Approval of March 2017 meeting minutes
2. Project Update
3. Trustee Bank Agreement
4. Trust Administrator Agreement
5. Next meeting date
6. Election of Officers

Preliminary Items:

Meeting was called to order at 10:14 a.m. and a quorum was confirmed.

- The minutes of the March 30, 2017 meeting were approved, with one correction.

Project Updates:

Certificate Holders reported on the status of the Project. Project activities discussed included:

- **New York Independent System Operator (NYISO) Class Year 2017 (CY2017)** Facilities Study began on March 1. Project is Queue 458, Quebec-NYC line with no interconnection. **Champlain Hudson (CH)** filed new interconnection request for Queue 631, the New Scotland Power Express, for line with interconnection at New Scotland.
- Approximately Summer 2018 expected for signing of interconnection agreement; Best estimate of project financial close is last quarter of 2018.
- Summer 2018 is also when CH expects to come back to PSC for **Environmental Management and Construction Plan (EM&CP)** filings.
- CH remains optimistic about prospects of **New York Power Authority (NYPA)** Renewables **Request for Proposal (RfP)** and relationship with Canadian supplier. Proposals responding to NYPA RfP are due September 1.
- There is a possibility of some pre-financial close interim trust funding if/when CH prevails in NYPA RfP. But not possible to fund prior to decision on RfP and/or interconnection agreement.
- Navigational risk assessment has been approved by United States Coast Guard (USCG) but still needs concurrence letter from USCG. USCG has asked CH for data related in light of anchorage proposal.

Trustee Bank Agreement:

- CH has provided BNY Mellon most recent version of the Trust Agreement and expect to hear back soon and have next version within a few weeks.

Trust Administrator Agreement:

- There is some substantive disagreement about best way to structure trust activities and set fee. Will reevaluate and iron out details closer to financial close in 2018.
- **There will be a separate meeting about benthic studies CH will conduct as part of Army Corps of Engineers (ACOE) permit so Hudson River Foundation (HRF) can give input and see if any synergies between these studies and trust activities. CH will get scope once there is a preliminary deal with ACOE and then schedule meeting.**
- **CH will share master list of studies required prior to next GC meeting (e.g., grappling survey, benthic survey).**

Meeting Dates for 2017:

September 28, 2017 is next meeting, followed by December 7, 2017.

Election of Officers:

The following officers were elected unanimously:

Matt Maraglio/DOS – Chair

Heather Behnke/DPS – Vice Chair

TDI/Certificate Holder – Secretary

Amended following 09/28/2017 meeting to spell out acronyms

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Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

March 30, 2017

On March 30, 2017, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to the Commission’s 4th Floor Conference Room in New York City, DEC’s Region 3 Office in New Paltz, New York and DEC’s Region 5 Office in Ray Brook, New York.

Attendees:

PSC Offices in Albany: Certificate Holders, DPS, DEC, DOS, City of New York

DEC Region 3 at New Paltz: Scenic Hudson via videoconference

DEC Region 5 at Ray Brook: APA via videoconference

Via teleconference: HRF

Agenda Items:

1. Approval of December 9, 2016 meeting minutes
2. Project Update
3. Trust Administrator Agreement
4. Trustee Bank Agreement
5. Next meeting date

Preliminary Items:

Meeting was called to order at 10 a.m. and a quorum was confirmed.

- The minutes of the December 9, 2016 meeting were approved, with two corrections.

Project Updates:

Certificate Holders reported on the status of the Project. Project activities discussed included:

- Certificate Holders did not post security in January 2017 as they did not have a final commercial solution, so did not join CY2015.
- Certificate Holders now have a request to enter CY2017.
- There should not be a significant delay, probably 6 months to 1 year. CY2017 Facilities Study will most likely end in Q3-Q4 of 2017 but could have an interconnection agreement before that if CH is prepared to post security.
- Financial close could occur before the end of CY2017 study if commercialization comes together with interconnection agreement.
- EM&CP is key construction approval from PSC that still needs to be granted.
- CH performing benthic study in Hudson River, Harlem River and Lake Champlain per ACOE; internal discussions ongoing about possible role for some members of the GC (regulators, HRF).
- CH has dropped the New Scotland interconnection option from Queue 458.

Trust Administrator Agreement:

- CH had comments on redline in January, HRF has not received comments from any other member of the GC.
- GC decided no need to finalize agreement now since we have 1-2 years to trust funding, but **we should achieve conceptual agreement and put the draft agreement up on website.**
- **CH will run latest Trust Agreement by Trustee Bank, BNY.**

Action Items from Last Meeting:

- Prepayment Accommodation has not occurred because CH not as close to financial close as previously believed. **We will revisit this issue at each meeting until CH believes a funding event is near.**
- May need a special meeting of GC member to deal with benthic survey and relationship between GC work and that survey. **CH will write up description of what benthic survey will cover and circulate.**
- After news that CH did not post security in 2017, decided not to advance review and revision of priority project because financial close is no longer imminent and existing projects are in a state of flux. **We will revisit at each meeting until such time as we are getting close enough to begin revisions.**

Meeting Dates for 2017:

Setpember 21, 2017 is next meeting, followed by December 7, 2017.

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Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

December 9, 2016

On December 9, 2016, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to the Commission’s 4th Floor Conference Room in New York City, DEC’s Region 3 Office in New Paltz, New York and DEC’s Region 5 Office in Ray Brook, New York.

Attendees:

PSC Offices in Albany: Certificate Holders, DPS, DEC, DOS, City of New York

PSC Offices in New York City: Riverkeeper via videoconference

DEC Region 3 at New Paltz: Scenic Hudson via videoconference

DEC Region 5 at Ray Brook: APA via videoconference

Via teleconference: HRF

Agenda Items:

1. Approval of September 29, 2016 meeting minutes
2. Project Update
3. Trust Administrator Agreement
4. Trustee Bank Agreement
5. Next meeting date

Preliminary Items:

Meeting was called to order at 10 a.m. and a quorum was confirmed.

- The minutes of the September 29, 2016 meeting were approved, with a correction to the spelling of Donna Giliberto’s name.

Project Updates:

Certificate Holders reported on the status of the Project. Project activities discussed included:

- The Class Year 2015 Facilities Study at NYISO was approved on December 2, 2016. Certificate Holders are now in 30-day period wherein it can accept or reject its cost allocation. If all projects in study accept, security posting will be due January 10th. If any projects reject their cost allocation, there will be an additional 7 days for other projects to accept if they are affected.
- If Certificate Holders post security in January 2017, financial close (and first payment to the trust) will possibly occur in Q4 of 2017.
- Once the decision is made whether to post security, the possibility still exists for early disbursement to the Trust Administrator.
- Navigation Risk Assessment as a condition of Army Corps of Engineer permit is complete. Concurrence letter from U.S. Coast Guard to ACOE expected soon.

Trustee Bank Agreement

- The Trustee Bank Agreement is virtually finalized. Once Certificate Holder is “within reasonable sight” of trust funding, it will engage the bank.

Trust Administrator Agreement:

- Certificate Holder stated that it has looked over HRF’s redline briefly but has not had time to confer, so anything discussed at this meeting should not be considered final input or approval.
- Hire of experts – GA states that TWG members are uncompensated, do we need an exception?
 - Betsy reviewed chart of categories of advisors/experts. Peer reviewers typically not paid, whereas technical consultants are typically paid.
 - Dennis stated HRF’s belief that the funds required for this will typically be small, and there are ways to handle it within project budget as approved by GC or as minor expenses within HRF’s contracts.
 - Betsy’s chart is guidance for the Governance Committee, it is an internal document only.
- Priority projects must be revisited. **Those who proposed priority projects will take a look back at the list and bring relevant updates or context back to the Governance Committee ASAP.**
- **Betsy will circulate criteria by which to rank possible projects.** Ranking and fleshing out priority projects will be done by Trust Administrator working with TWGs. TWGs will be convened shortly after financial close.

- HRF questioned what the process was to approve payment for work done prior to financial close. HRF expects they will invoice an amount short of total expenses incurred.
 - Certificate Holder is fine with this reimbursement but needs assurance from DPS that this payment will count towards CH's total obligation to the Trust.
 - **George will send email to Donna with a proposal for how this prepayment could be accommodated to see if it comports with DPS' understanding.**
 - Every GC member present conceptually approved that prepayment strategy.
- **GC members will come back with any further edits/questions on HRF redline by date TBD.**

Meeting Dates for 2017:

Weeks of March 19, June 19, September 21 and early December were suggested. **Donna will circulate specific proposed dates.**

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Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

September 29, 2016

On September 29, 2016, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to the Commission’s 4th Floor Conference Room in New York City and to DEC’s Region 3 Office in New Paltz, New York.

Attendees:

PSC Offices in Albany: Certificate Holders, DPS, DEC, DOS , Trout Unlimited

DEC Region 3 at New Paltz: Scenic Hudson via videoconference

DEC Region 5 at Ray Brook: APA via videoconference

Via teleconference: HRF, NYC

Agenda Items:

1. Approval of June 22, 2016 meeting minutes
2. Project Update
3. Trust Administrator Agreement
4. Trustee Bank Agreement
5. Next meeting date

Preliminary Items:

Meeting was called to order at 10 a.m. and a quorum was confirmed.

- Betsy introduced Lisa Wilkinson, who is taking over Patty Desnoyers’ role for DEC.
- The minutes of the June 22, 2016 meeting were approved.

Project Updates:

Certificate Holders reported on the status of the Project. Project activities discussed included:

- The Class Year 2015 Facilities Study at NYISO will likely be completed in December 2016-January 2017 Final solution expected in January 2017 but could take up until March 2017.
- Certificate Holders are cautiously optimistic in their negotiations with a very large supplier of renewable energy and a very large potential consumer of renewable energy. Any deal will not be final until after PSC rules on the CES.
- Best guess as to financial closing and trust funding is Q4 of 2017.
- Given this schedule, Certificate Holder is considering pre-funding of some of the administrative costs of the Trust. There may be some level of approval by PSC (less than Certificate amendment) to authorize such pre-payments.
- New Scotland converter station is still on the table as a back-up plan if current project doesn't get commercialized.
- **George will give a brief update to the GC after each NYISO Transmission Planning Advisory Subcommittee meeting.**

Trust Agreement

- Revised document reflects comments from DPS, DEC and RK as well as discussion from last conference call
 - Section 15 – Termination and Reversion of Trust – originally said funds will come back to grantor, revised version states that will be placed with another entity pursuing similar objectives but failing that would revert to grantor.

Trust Administrator Agreement:

- HRF recommended that communications b/w administrator and GC should be as efficient as possible – need formal communication structure but flexibility to operate quickly outside of quarterly meetings.
 - **Certificate Holder will circulate proposal for how to handle these decisions outside of quarterly meeting context**
- HRF suggested Section 2(A) of the Trust Administrator Agreement should be revised to clarify how much control grantor has of day-to-day operations and how to calculate a set fee to cover typical matters.
 - **HRF will send around redline of document**
- Hire of experts – GA states that TWG members are uncompensated, do we need an exception?

- Experts would be consultants paid as part of project budget, separate from TWG member.
- **Betsy will work with HRF to develop chart of categories (consultant, TWG member, etc.), role, and whether they would be compensated.**
- Updating priority project status
 - **If anyone has updates on projects that have been completed or are already in development, send to Betsy, who will send around an updated project table.**

Next meeting date:

Donna Giliberto will take over scheduling duties.

Will follow up with possible meeting dates in early December.

Case 10-T-0139
Champlain-Hudson Power Express Project
Environmental Trust Governance Committee Meeting Minutes
June 22, 2016 Meeting

Final – as amended and approved by vote of the Governance Committee on 09/29/2016

On June 22, 2016, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to DEC’s Region 3 Office in New Paltz, New York and to DEC’s Region 5 office in Raybrook, NY.

GC Attendees:

PSC Offices in Albany: Certificate Holders, NYC, DEC, DPS, DOS
DEC Region 3 at New Paltz: Scenic Hudson and DEC
DEC Region 5 at Raybrook: APA

Trout Unlimited attended telephonically

Other attendees:

Hudson River Foundation attended telephonically

Agenda Items:

1. Approval of past meeting minutes
2. Creation of online repository for meeting minutes and other CHET documents
3. Project update
4. Trust Administrator Agreement
5. Trustee Bank Agreement
6. Update on action items
7. Election of 2016-17 officers
8. Next meeting date

Meeting was called to order at 10 a.m. and a quorum was confirmed.

- Chair requested a motion to approve the draft meeting minutes.
 - DOS motioned
 - DPS seconded

- Motioned carried unanimously
- Chair asked that an online repository be created to house final meeting minutes, discussion followed.
 - Certificate holder offered to host them on the project website
 - DPS opined that their online content management system (DMM) would be inappropriate due to the separate nature of the Governance Committee from the original case.
 - All agreed to place the meeting minutes on the certificate holder's project website in a publicly available manner
 - **Certificate Holder will set up**
 - **DEC and certificate holder will work together to gather past minutes**
 - **Secretary will finalize meeting minutes following their approval and transmit to GC members**
- Project Update
 - 2015 Class Year study
 - The NYISO class year 2015 study is projected to be complete in November 2016
 - A November completion of the study will result in multiple developers posting security for system upgrades in January-February of 2017.
 - Security posting will require substantial capital outlay from the Certificate Holders which they feel further demonstrates their commitment to the project
 - A financial closing is now projected to occur in late third quarter 2017
 - Some money may be available following bond posting in the early to mid 1st quarter of 2017 for administrative expenses of the trust.
 - Navigational Risk Assessment (NRA)
 - Draft was submitted to the Army Corps and the Coast Guard at the end of March 2016
 - A final draft, reflecting Coast Guard comments, was resubmitted to the Coast Guard last week.
 - Certificate Holder offered to share the NRA
 - DPS reminded the Certificate Holder that compliance items from federal permits must be submitted to DPS so they may ensure that EM & CP documents reflect federal concerns
 - NRA
 - Cultural Resource Plan
 - Required Submittals likely by end of 1st quarter 2017
 - EM & CP
 - Municipal Consent
 - Certain ministerial items (i.e. building permits)
 - Potential Certificate amendment regarding burial depth in the Harlem River
 - Projected in service date remains 2020

- Early Construction to begin in 2017
 - Army Corp Permit requires completion by 12/31/2019
 - **Certificate Holder agreed to provide a written project schedule to GC members**
- Trust Agreement
 - Compiled by Certificate Holder
 - Substantive Changes for original draft
 - This is a Grantor Trust which will likely have a lower tax rate than a non-grantor trust
 - The Public Service Commission is the sole beneficiary
 - Agreement is based off of Standby trusts used by DPS in past proceedings and by DEC during Hazardous Waste Proceedings
 - DPS and DEC reported conversations with OAG and the OSC
 - OSC
 - No approval is required from them
 - They will not review preliminary products
 - OAG
 - Is investigating whether they need to approve the agreement but early indications appear that they will not have a formal role
 - Have indicated a willingness to review preliminary products
 - Trout Unlimited questioned why PSC was the sole beneficiary and if other entities could be the beneficiary. The GC discussed
 - The Commission is the main regulatory body and ultimate arbiter of compliance
 - The Trust was created by an order of the PSC
 - Previous trusts of this nature listed DPS or DEC (as applicable) as the sole beneficiary
 - It is legally difficult for the GC to be the beneficiary since the Certificate Holder is on it
 - Trout Unlimited offered an example of the Fisheries Enhancement Trust Agreement that has alternate language
 - **Trout Unlimited will provide a copy to the GC w/in 2 weeks if it is publicly distributable. (07/05)**
 - DEC asked for elaboration on the Irrevocability and Termination Clause (section 15)
 - This prevents remaining money from reverting to the State General Fund
 - Trout Unlimited suggested that the Trust money should not revert to the Certificate Holder
 - **DPS will review to see if this clause is consistent with the Governance Agreement**
 - GC agreed that written comment should be collected
 - **Comments Due to Certificate Holders by 7/19 with a copy to GC members**

- **Follow up conference call by 08/02 (DEC will set up)**
 - HRF requested to be included and the GC agreed
- Trust Administrator Agreement
 - Certificate Holder compiled the document and requested comments
 - **Written Comments due to Certificate holder concurrently with comments on Trust Agreement with a copy to all GC members**
 - HRF opined
 - Agreement in good shape
 - Would like language regarding an upfront payment for past work
 - Would like a flat fee for future services with “not to exceed” provisions.
 - Would like renewal terms
- Election of officers
 - Following discussion the current suite of officers was nominated to continue in their respective roles
 - The GC unanimously agreed
 - 2016-2017 officers
 - DEC –Chair
 - DPS – Vice Chair
 - Scenic Hudson – Secretary
- Next meeting date
 - **DEC will send a Doodle Poll after confirming room availability with DPS**
- The GC recognized and thanked Steve Blow for his service in recognition of his pending retirement
- Chair requested a motion to adjourn
 - DPS moved
 - DOS seconded
 - Motion carried and Meeting adjourned at 12:25

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

March 1, 2016

On March 1, 2016, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to the Commission’s 4th Floor Conference Room in New York City and to DEC’s Region 3 Office in New Paltz, New York.

Attendees:

PSC Offices in Albany: Certificate Holders, DPS, DEC, DOS

DEC Region 3 at New Paltz: Scenic Hudson via videoconference

PSC Offices in NYC: Trout Unlimited via videoconference

Via teleconference: HRF

Agenda Items:

1. Approval of December 11, 2015 meeting minutes
2. Project Update
3. Trust Administrator Agreement
4. Trustee Bank Agreement
5. Next meeting date

Preliminary Items:

Meeting was called to order at 10 a.m. and a quorum was confirmed.

- The minutes of the December 11, 2015 meeting were approved, with a correction to the spelling of Bob Loughney’s name.

Project Updates:

Certificate Holders reported on the status of the Project. Project activities discussed included:

- The Class Year 2015 Facilities Study at NYISO will not be completed by June 2016. This will likely be delayed until December 2016-January 2017.
- Certificate Holders are cautiously optimistic in their negotiations with Hydro-Quebec.
- Certificate Holders will be required to put up security for delivery agreement, likely March 2017, and this will be concurrent with initial funding of environmental trust (“financial close” of project).
- Army Corps of Engineers Navigational Risk Assessment almost complete and will be ready by 3/31/16.
- If current schedule holds, construction would begin approximately end of 2017 and a three-year construction period would leave the project in-service in 2020.

Trust Administrator Agreement

HRF had questions relating to priority projects and compensation. These questions can be sorted out with Certificate Holders and other parties prior to next meeting – no need for quorum. **Certificate Holders will try to address questions in updated draft of Trust Administrator Agreement. Betsy Blair will set up an interim call in about 6 weeks.**

Trust Agreement:

This is likely the only agreement that would need NYS Comptroller approval. **Certificate Holders will distribute most recent draft of Trust Agreement.**

Next meeting date:

Early-mid June 2016. Betsy Blair will follow up with possible meeting dates.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

December 11, 2015

On December 11, 2015, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to the Commission’s 4th Floor Conference Room in New York City and to DEC’s Region 3 Office in New Paltz, New York.

Attendees:

PSC Offices in Albany: Certificate Holders, DPS, DEC, DOS and APA

DEC Region 3 at New Paltz: Scenic Hudson via videoconference

PSC Offices in NYC: Riverkeeper and Trout Unlimited via videoconference

Via teleconference: Bob Loughney for NYC; HRF

Agenda Items:

1. Approval of September 9, 2015 meeting minutes
2. Project Update
3. Trust Administrator Agreement
4. Trustee Bank Agreement
5. Next meeting date

Preliminary Items:

Meeting was called to order at 10 a.m. and a quorum was confirmed.

- The minutes of the September 9, 2015 meeting were approved.

Project Updates:

Certificate Holders reported on the status of the Project. Project activities discussed included:

- The Project is participating in the Class Year 2015 Facilities Study at NYISO, which will ideally be completed by June 2016, although this is looking less likely. There are several factors outside of Certificate Holders' control that may delay this, potentially until January 2017. Certificate Holders should have a better idea in February of when the Facilities Study will be complete. Financial close will likely be contemporaneous with the Class Year 2015 Interconnection Agreement.
- There are ongoing substantive discussions with NYC and Canadian suppliers that have been encouraging. The tides are running in favor of hydropower, given the NYC RFI, federal Clean Power Plan and Governor's carbon emissions goals.
- There are a few upland locations where municipality is fee owner of right-of-way and Certificate Holders must negotiate a use and occupancy agreement and possible host community fee.
- Army Corps of Engineers permit requires Navigational Risk Assessment by 3/31/16 and Certificate Holders are actively working on this.
- Cultural Resources Management plan under Presidential Permit (required for Section 106 compliance) has been filed and accepted by SHPO.
- Interconnection in New Scotland is still possible, no decision has been made but the timing is independent of rest of project.
- Current expected project in-service date would shift to mid-late 2020 if the NYISO pushes the CY2015 Study out to 2017.

Trust Administrator Agreement

HRF provided an outline and assumptions prior to the meeting.

- Who will be Trustee and Beneficiary?
 - Certificate Holders recommend bank as Trustee, and PSC as Beneficiary.
- What are relevant procurement requirements?
 - **Action Item: Steve Blow will look into this.**
- Technical and financial oversight: Who does trust designate TA to report to on day-to-day basis? A standing committee of officers?
 - **Action Item: Sacha will suggest structure for financial and technical oversight committee.**

Trust Agreement:

There is nothing new to report.

Next meeting date:

Mid-March 2016. Steve Blow will look into room availability at DPS and date will be determined via email.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

September 9, 2015

On September 9, 2015, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to the Commission’s 4th Floor Conference Room in New York City and to DEC’s Region 3 Office in New Paltz, New York.

Attendees:

PSC Offices in Albany: Certificate Holders, DPS, DEC, DOS and Trout Unlimited

DEC Region 3 at New Paltz: Scenic Hudson via videoconference

DEC Region 5 at Ray Brook: APA via videoconference

Via teleconference: Bob Lockney for NYC; HRF

Agenda Items:

1. Approval of June 4, 2015 meeting minutes
2. Project Update
3. Trust Administrator Agreement
4. Trustee Bank Agreement
5. Next meeting date

Preliminary Items:

Meeting was called to order at 11 a.m. and a quorum was confirmed.

- The minutes of the June 4, 2015 meeting were approved.

Project Updates:

Certificate Holders reported on the status of the Project. The Project is participating in the Class Year 2015 Facilities Study at NYISO, which is expected to be completed in the second half of 2016. The projected in-service date for the Project is in late 2019.

Project activities discussed included:

- Significant filings for federal permits anticipated shortly (Cultural Management Plan and Navigational Risk Assessment)
- NYISO Class Year 2015 – Queue Position #305 – certified configuration. Facilities Study is underway and Certificate Holder will have an update in October; currently expect completion of study in March-April 2016 timeframe.
- NYISO Queue Position #458 – three terminal configuration. Feasibility Study is underway.
- Overall schedule and financial close – Financial close should occur in less than one year, Second or Third Quarter of 2016. Decision on whether to pursue #458 will occur at Financial Close.
- TDI with partners is planning to respond to NYC PlaNYC RFP.

Trust Administrator Agreement

HRF provided an outline and assumptions prior to the meeting.

- May need to reconsider priority projects due to passage of time.
- Cap on priority projects as no more than 75% on an annual basis – should we think about being more flexible here?
 - Action Items: Closer to financial close, perhaps 1Q-2Q 2016, Priority Projects should be assessed and updated.
- Who will be named Trustee and beneficiary?
 - **Action Item: Certificate Holder will investigate and propose solutions**
- What procurement requirements are applicable? How much flexibility will we have?
 - **Action Item: Steve Blow/DPS will look into this**
- Technical and financial oversight: Who does trust designate TA to report to on day-to-day basis? A standing committee of officers?
 - **Action Item: Sacha will draft structure for financial and technical oversight committee.**

Trust Agreement:

There is nothing new to report.

Next meeting date:

Early-mid December 2015. Committee members should get back to Betsy Blair with availability.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

June 4, 2015

On June 4, 2015, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 19th Floor Conference Room, Albany, New York, with videoconference connections to the Commission’s 4th Floor Conference Room in New York City and to DEC’s Region 3 Office in New Paltz, New York.

Attendees:

PSC Offices in Albany: Certificate Holders, DPS, DEC, DOS and City of NY.

DEC Region 3 at New Paltz: Scenic Hudson and DEC via videoconference

NYC VC Room 4th Floor: Trout Unlimited via videoconference.

Agenda Items:

1. Approval of March 24, 2015 meeting minutes
2. Project Update
3. Trust Administrator Agreement
4. Trustee Bank Agreement
5. Election of Officers
6. Next meeting Date

Preliminary Items:

Meeting was called to order at 11:00 a.m. and a quorum was confirmed.

- The minutes of the March 24, 2015 meeting were approved.

Project Updates:

Certificate Holders reported on the status of the Project. The Project is participating in the Class Year 2015 Facilities Study at NYISO, which is expected to be completed in the second half of 2016. The projected in-service date for the Project is in late 2019.

Project activities discussed included:

- NYISO Class Year 2015 – Queue Position #305 – certified configuration
- NYISO Queue Position #458 – three terminal configuration
- U.S. Army Corps of Engineers permits
- Overall schedule and financial close

Trust Administrator Agreement

There is nothing new to report.

Trust Agreement:

There is nothing new to report.

Election of Officers:

Newly-elected officers are:

Chair: DEC

Vice Chair: DPS

Secretary: Scenic Hudson

Next meeting date:

September, 2015. Committee members should get back to Steve Blow by June 9th on availability in September.

Meeting adjourned at 12:05 p.m.

Action items:

1. Certificate holders to consider pre-EMCP studies, IDA agreements and municipal consents.
2. Review Priority Projects to determine if updates are needed.

3. HRF will distribute current version of the Trust Administrator Agreement and a brief status report. It was agreed that discussions to begin finalizing the agreement would begin in December.
4. Complete Trust Agreement by March 2016.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

March 24, 2015

On March 24, 2015, the Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held its regularly scheduled meeting.

The meeting took place at the NYS Public Service Commission, 3rd Floor Conference Room, Albany, New York.

Preliminary Items:

Meeting was called to order at 11:00 a.m. and a quorum was confirmed.

- The minutes of the December 18, 2014 meeting were approved.

Attendees:

PSC Offices in Albany: Certificate Holders, DPS, Trout Unlimited, DEC and City of NY.

DEC Region 3 at New Paltz: Scenic Hudson, Riverkeeper and DEC via videoconference

NYC VC Room 4th Floor: Trout Unlimited via videoconference.

DEC Raybrook: APA

Agenda Items:

1. Project Update
2. Trustee Bank Agreement
3. Other Issues
4. Next meeting

Project Updates:

Certificate Holders reported on the status of the Project. As a result of recent developments, the in-service date for the Project is now 2019.

Project activities discussed included:

- NYISO Class Year 2015 – Queue Position #305 – certified configuration
- FERC decision and Certificate holder's application to the NYISO for a competitive exemption from mitigation
- NYISO Queue Position #458 – three terminal configuration
- U.S. Army Corps of Engineers permits
- Overall schedule and financial close

Trust Agreement:

There is nothing new to report. Certificate Holders indicated that the Trust Agreement will be advanced closer to the project's financial close.

Other issues:

Sections 68 and 69 processes.

Next meeting date:

June, 2015. Committee members should get back to Steve Blow by week's end on availability in June.

Meeting adjourned at 11:47 p.m.

Action items:

1. Certificate Holders will provide information available to the public regarding NYISO Queue Position #458 describing the project under consideration.
2. Certificate Holders will provide, and will be prepared to discuss, a list of municipalities requiring municipal consents.
3. Certificate Holders will provide a timeline for a decision for the competitive exemption.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

December 18, 2014

On December 18, 2014, Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held the third regular meeting of the Governance Committee.

The meeting took place at the NYS Public Service Commission, 3rd Floor Board Room, Albany, New York.

Preliminary Items:

Meeting was called to order at 10:26 a.m. and a quorum was obtained.

- The minutes of the September 18, 2014 meeting were approved.

Attendees:

PSC Offices in Albany: Certificate Holders, DPS, Trout Unlimited, DEC, and City of NY.

DEC Region 3 at New Paltz: Scenic Hudson and DEC via teleconference (video feed was not working).

NYC VC Room 4th Floor: Trout Unlimited.

Raybrook New York: APA

Agenda Items:

Proposed Agenda for today’s meeting is as follows:

1. Updates
2. Trust Administrator Agreement
3. Trustee Bank Agreement
4. Update on technical working groups
5. Other Issues
 - a) Technical Working Groups
6. Next meeting date in March

Updates:

TDI reported on the status of the Project. As a result of recent developments, the in-service date for the Project is now the fourth quarter of 2018.

Trust Administration Agreement:

The draft agreement was circulated prior to the meeting. HRF expended a lot of money to this point, and would like to sort out the project timeline now the financing has been delayed. A key point in the draft proposed by HRF is the 20% flat fee for the initial five-year period, which started once HRF was designated as the trust administrator in 2013. It is currently only a proposed figure, and other fee arrangements can be discussed. The 20% fee would cover ordinary expenses, but would not include larger projects that would be approved by the GC.

The focus will be on priority projects, with the expectation that 75% of the funds will go to priority projects. Whether the 75/25 allocation will be on an annual or cumulative basis remains an open question as priorities can change year-to-year.

Trust Agreement:

There is nothing new to report. A draft is expected in the next two (2) to three (3) weeks.

There is precedent for the PSC to be named as a “standby beneficiary” so the bank would have what it needs for a beneficiary for the trust.

Working Groups:

The proposed membership is as follows:

Hudson River Group: DEC, City of NY, Scenic Hudson, Trout Unlimited, Riverkeeper, and possibly DPS.

Lake Champlain Group: Trout Unlimited, APA, DEC, and possibly DPS.

The DPS would like to be included in the lists and groups where it can participate. The Certificate Holders have opted to not participate in the working groups.

The extent and reach of the two groups would be demarcated at the dam at Troy.

- A motion was made to approve the concept of two (2) groups, approve the members listed above in each respective group, and to declare the dam at Troy as the geographic demarcation point between the two groups. There being no objections, the motion was passed.

DPS will still need to confirm that it will be a member of each.

Members of the technical groups do not need to be members of the GC. Additional members may be added by two-thirds (2/3) majority vote of the GC.

TDI will explore the possibility of pre-funding work.

It was agreed that the discussion of when the working groups should convene and the focus of each should be tabled until March.

Other issues:

None.

Next meeting date: Third or fourth week of March. Everyone should get back to Steve Blow by Monday the 22nd on availability dates for March.

Meeting adjourned at 12:02 p.m.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

September 24, 2014

On September 24, 2014, Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held the third regular meeting of the Governance Committee.

The meeting took place at the NYS Public Service Commission, 3rd Floor Board Room, Albany, New York.

Preliminary Items:

Meeting was called to order at 10:10 a.m. and a quorum was obtained. Minutes of June 17, 2014 approved.

Attendees:

Certificate Holders, DPS, DOS, Trout Unlimited, DEC and City of NY.

DEC Region 3 at New Paltz – Scenic Hudson and DEC

NYC VC Room 4th Floor – Trout Unlimited and Hudson River Foundation

Raybrook New York - APA

Agenda Items:

Proposed Agenda for today’s meeting is as follows:

1. Updates
2. Trust Administrator Agreement
3. Trustee Bank Agreement
4. Other Issues
 - a) Technical Working Groups
5. Next meeting date in December

Updates:

Three things driving the timeline: Appeal in the Third Department, oral argument was September 5th and we are awaiting a decision. The Federal permits – we are hopeful for action in the near future from DOE (Record of Decision and Presidential Permit) and the ACOE. Awaiting results of the NYISO interconnection process. NYISO is doing a clustered Class Year study. Once a report is completed, NYISO process continues until a stable solution is reached.

A new deposit to NYISO will need to be posted by CH. System Facility upgrades (SUF's) are approximately \$160M. There are no SDU's (System Delivery Upgrades). Assuming process is over by December, financial close will be as soon thereafter – b/t Q1 and Q2 2015.

Entergy's issue is that the Commission erred in granting Certificate as they feel the facility is not economic. Impacts were not considered regarding EMF and sturgeon. Entergy feels that ACOE's position conflicts with the Certificate. Law Office Failure and jurisdiction are big issues in the Appeal.

Financial Close consists of a promise of money so the Project has the line of credit to build the project.

Trust Administrator Agreement:

CH has nothing to report. We have not seen a draft of the Agreement. Can we expect a draft before our next meeting in December? Deadline of November 25th set to have a draft from HRF.

HRF would like to list in broad terms what they will be doing and amount of their administrative fee. Structure of decision making and operation needs to be decided.

The agreement will have structure regarding the 3 TWG's. HRF will coordinate emails with GC members.

GC will formalize the agreement at our December meeting.

Trustee Bank Agreement:

BNY Mellon drafted a letter to merge with our Pro Forma Agreement. Issue regarding who will be the beneficiary. Qualified Settlement fund set up? We want favorable tax treatment. There may be a problem having a state agency as the beneficiary. Who is authorized to act on behalf of the GC? After looking at the duties of the officers in the Certificate, it appears to be the Chairperson (DPS) and Vice-Chair (DEC – Betsy). Term ends in March 2015. HRF will be doing tracking of monies and record keeping.

Other Issues:

TWG's – for purposes of exploration, we will split up into 3 groups of 4 members each: NYC Harbor group (lower Hudson, Harlem & East Rivers), Hudson River group and Lake Champlain

group (including Champlain Canal). Some discussion had regarding meetings of TWG and Open Meetings Law. Should we draw a line regarding the location of the groups? Below Haverstraw Bay for NYC Harbor group or move the line to below Piermont (south end of Tappan Zee). There was no line drawn regarding the priority projects. May be some fishery issues and we should be willing to combine groups and work together to coordinate efforts.

TWG's will make recommendations to the GC.

Steve Blow will get back to the group today or Monday regarding number of members in each TWG. This will be followed by an email discussion regarding members of each TWG.

Next meeting date: Third week of December. Everyone will get back to Steve Blow by 9 a.m. on Monday the 29th.

Meeting adjourned at 12:00 p.m.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

June 17, 2014

On June 17, 2014, Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held the second regular meeting of the Governance Committee.

The meeting took place at the NYS Public Service Commission, 19th Floor Board Room, Albany, New York.

Preliminary Items:

Meeting was called to order at 10:05 a.m. and a quorum was obtained. Minutes of March 10, 2014 approved.

Attendees:

Certificate Holders, DPS, Trout Unlimited, DEC, City of NY and Hudson River Foundation.

DEC Region 3 at New Paltz – Scenic Hudson, Riverkeeper

NYC VC Room 4th Floor – Trout Unlimited

Raybrook New York - APA

Agenda Items:

Proposed Agenda for today’s meeting is as follows:

1. Updates
2. Review the Governance Agreement with regard to establishment of the Technical Working Groups (TWGs) (Section II. E.), as well as the duties of the Trust Administrator with respect to the TWGs (Sections IV. B. 5, plus Sections IV. B. 4, 6, 8, and 12).
3. Discuss the applicability of the Open Meetings Law to the TWGs.
4. Discuss other aspects of TWG operations, including voting provisions, if any.
5. Confirm Governance Committee membership interest on the TWGs. Seek approval of TWG membership by two-thirds majority vote of the Members of the Governance Committee in attendance (June or September).

6. Trust Administrator Agreement
7. Trustee Bank Agreement
8. Next meeting date in September

Updates:

First funding event is the financial close – projected for Q1 of 2015. NYISO Interconnection process, litigation with Entergy – oral argument is in September, Federal Environmental review is still ongoing. CH is thankful to DEC for their help in that process. CH has some loose ends to tie up.

CNY asks on timeline of Federal review. DPS – final draft will be available for review in July.

Technical Working Groups:

TWGs haven't been established yet. HRF would like to make the practical parts of it work. They have spoken to stakeholders and GC members to prioritize projects and timeline.

DEC wants to do a quick review about what was agreed to regarding the TWGs.

CH – is there a concern that the provisions of the GA would limit the TWGs? DEC feels there should be more detail with regard to TWGs. The TWGs have to be approved. How many committees – River and lake? Members? Questions re operation of the Committees. TWG is supposed to provide recommendations to the GC.

CH – GC has the power to create TWG.

HRF – feels it is their job to meet with members of the GC to discuss projects and new priorities that may have arisen. The landscape of funding has changed as well and this should fit with our mission. How do we get to a formal point of approval through the TWGs?

DPS – is it better to have regional focus or focus more on priority projects?

DEC – have 2 TWGs because there are distinctive sets of work to accomplish.

HRF – as a practical matter there are 3 sets of priorities and a different way of looking at the geographies.

DEC – there is going to be some overlap and we are stretched for resources. 2 TWG's – one for the Lake and other for the rivers. Help assist with proposal development, with annual technical reviews and recommend project priorities to governing board. Determine the nexus of projects to the transmission project.

TU – are the problems different in the various rivers? Lake Champlain TWG is a function of the Lake Champlain Basin Group. We should have one group for the lake. 3 or 2 groups is fine.

HRF – it would work with either, they would be fine with 2 TWGs. We need flexibility within the overall framework. They want to coordinate and move consensus along. As long as a decision can be made at the end of the day. The TWG is a level above what they are working on. They are taking guidance from the priority projects. Problem is how many do we develop? Difference in the science of these projects. Opinions may differ with TWG – we need technical and programmatic input, do we have the right resources? Some GC aspect within the TWGs. 3 lake projects have been divided up into 10 separate projects. Are they getting ahead of themselves and would like some guidance from the GC. Looking for a balance with the projects.

DEC – we should update the lists. Where have funds been allocated? Continue to do what HRF is doing and get these projects to doable. Create a menu.

TU – practical aspect needs to be considered – who are we working with? Locally we need to work with NYC. NOAA and NYC have very strong positions and set in their ways with regard to funding. Further north working with DEC – source projects and look for volunteers and funding. Fill out lines of communication with potential partners to leverage funds. What technical expertise can we draw upon? Where can we find people to do the work?

RVKP – revise the project list and see if any of these projects are being funded or if there are other funding opportunities. 2 vs. 3 groups – 2 groups is probably enough. Establish Technical committee then figure out how to structure. Come up with a draft proposal and put forth to GC.

SH – is there a good channel for HRF to get feedback from the Committee? Should we form a sub-committee?

HRF likes that idea.

SH – maybe the Committee could be a mixture of GC members and others.

HRF- any issue with open meetings law?

DPS – shouldn't be a problem because it is a subset.

CH – as long as the decisions are made by the GC in an open meeting, shouldn't be an issue. Actions would be proposed by the technical committee and GC would vote on that. We should talk to SB about that.

DEC – maybe we should provide notice of technical meetings to be cautious and be true to the TA.

SH – if we had a sub-committee would that trigger more stringent requirements?

CH – yes.

HRF – mechanisms will have to be developed depending on the issues. Thrashing out of ideas to discuss with TWG. Trust admin needs to keep these conversations going all the time. How often would the TWG meet and for how long? Would this be technical discussions? They would just like to maximize communication and accelerate the projects.

CNY – agree with having 2 TWGs now. If we need to address harbor vs. estuary vs. river issues we can discuss at a later time. Menu of funding sources would be helpful and update of funding sources. Money from Sandy may now be available and it would be a worthwhile exercise to map out our options. Let's identify the first 2 or 3 steps we need to take.

DPS – do we need to get Commission approval if we change the priority project list?

CNY – there is room to flesh out the projects.

DEC – Section 5 re project selection. GC can make a $\frac{3}{4}$ vote to decide if projects are necessary in whole or in part.

SH – we are free to add priority projects and have given ourselves enough flexibility.

TU – we aren't at the point yet to change priorities of the projects. We can go where we need to go.

CNY – we want to make sure we are operating within the parameters of the Agreement.

DPS – we don't want to exceed the bounds of the JP.

HRF is struggling with the 75% vs. 25% of spending on projects. How do they get to the other projects? Would be willing to suggest projects on their own. How do we handle identifying the other 25%+?

SH – allocation should be on an annual basis. Looking at the funding as an annual revenue stream. Identifying additional projects would be the role of the committees and drawn from existing priority projects. We would seek guidance from there.

DEC – Section 5(a) does contemplate an annual basis for the first 15 yrs. of Trust.

HRF – once we start talking about real projects it will become more clear.

DPS – can we identify interest in the TWGs now?

TWG members: Betsey Blair (Hudson River and Lake Champlain), Roger Olsen (Hudson River), Bill Welman (Lake Champlain), Jay Goodman (Hudson River) – will provide member name in the future, Sacha Cohen (Hudson River), Phillip Musegaas (Hudson river), Dan Kelleher (Lake Champlain) – in addition to a scientist. APA - Can we also get someone from DEC Region 5 on the Lake Committee? Vance Barr (Hudson River and Lake Champlain)

RVKP – concerned about 2 working groups giving 2 sets of recommendations to the GC.

DEC – solution would be to unify the 2 TWGs.

HRF – maybe select a Chair of both groups to meet with GC and make recommendations.

CNY – concerned about creating too many committees.

CH - Sub-Committee of GC could be ramifications re open meetings law.

SH – sub-committee would just be a subset of the GC and not make any funding decisions. We need more adhesion with regard to GC, TWG's and sub-committees.

DEC – maybe have more GC meetings? Concerned about the Chair People being selected and making decisions. Do they have this authority without coming back to the GC.

HRF – it would be more of recommendations to the GC. Everyone on the GC has interests in both geographic regions.

DEC- we can get the groups together?

HRF – have conference calls with both TWGs and get other interested parties involved. We would eventually get to the point where the GC would act to designate people on the committee. TWGs can invite anyone to be present at the meetings.

DPS – is it necessary to approve the names?

DEC – we just need to approve the groups.

CH – meetings should be open and accessible. Not sure if they are bound by Open Meetings Law. We will talk to Steve Blow. We want the process to be open and inclusive.

HRF – TWGs are not exercising any kind of final authority.

RVKP – members of the TWGs have to be approved by a vote of the GC.

CH – we do want a mechanism of control.

HRF – we can expand the TWGs to add to the discussions, but they would not have to be a TWG member.

DEC – let's take a vote.

SH – I don't think we are prepared to establish the TWGs now.

DEC – we would like to get started now.

Vote is taken, everyone is in favor of creating TWGs. The TWGs of the GC are hereby formed.

SH – in addition to open meetings issues, we need to think about rules to manage conflicts of interest in these groups. This needs to be managed.

Trust Administrator Agreement:

HRF – Goal is to continue to accelerate conversations already begun with GC members and the priority projects. Hoping to have the penultimate plan by next meeting in September.

Trustee Bank Agreement:

CH – BNY Mellon was the only bank that had what we needed. A pro forma agreement was submitted to the PSC. We are waiting for comments from the bank. General framework was workable but would have some comments. This is a TDI obligation under the Certificate.

DEC – we should assign priority projects to the TWGs as an agenda item for the next meeting in September. This would be in preparation of funding in Q1 2015 and our future meeting in December.

Next meeting date: Week of September 15th.

TWGs meeting date: Will be arranged separately by email.

Meeting adjourned at 11:37 a.m.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

March 10, 2014

On March 10, 2014, Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held the second regular meeting of the Governance Committee.

The meeting took place at the NYS Public Service Commission, Third Floor Hearing Room, Albany, New York.

Preliminary Items:

Meeting was called to order at 10:10 a.m. and a quorum was obtained.

Attendees:

Certificate Holders, DPS, Trout Unlimited, DEC, DOS, APA and Hudson River Foundation.

DEC Region 3 at New Paltz – Scenic Hudson, City of NY and DEC

NYC VC Room 4th Floor – Trout Unlimited

Agenda Items:

Proposed Agenda for today’s meeting is as follows:

1. Updates:
 - Power Point presentation by HRF (attached)
 - NYC Trout Unlimited is also already looking at projects in the Harriman, Croton and lower Hudson that we would like to be considered, several where we would work with DEC and some of the County S&W Depts.
 - NYC Trout Unlimited would like to move forward on reaching out to NYC fiduciary banks
2. Report on Trustee

3. Candidates for the Trustee Bank:

- U.S Trust
- Merrill Lynch
- Bessemer Trust
- Morgan Stanley
- TD Bank
- BNY Mellon

4. Update on the selection Trustee Bank selection process

5. Drafting of the Trust Administrator Agreement

6. Meeting Date in June 2014.

Updates:

HRF feels that they are in limbo as Trust Administrator. Their duties as TA and the Projects are intertwined and they are developing a work plan. See, Power Point presentation (attached).

HRF is prepared to get started with their own funds and also counting on the \$2.5 infusion from the closing.

Planning Now: Closing is now assumed to take place in Q1 2015. More speculation and uncertainty with how to operate and get started. Goal is to have a work plan developed by next meeting (i.e., budget to be finalized at next meeting). Leave today with a plan as far as who they should be speaking with and reaching out to.

HRF Power Point presentation reviewed. Trying to come up with a detailed work plan and provide an illustration of the program. Questions need to be addressed. How can HRF initiate and move projects ahead? Going under assumption of 4 year construction period for Project. Assuming we would want to see projects in all 3 geographic areas and will seek guidance on moving those ahead. Since TA specifies 75% spent vs. 25% not earmarked and want to work out those percentages. HRF is looking for guidance.

B/T Now and Closing: HRF to review Project list in all areas. Hurricanes Irene, Lee and Sandy created changes and opportunities for leveraging of funds. See opportunity for workshops and meetings to bring in some experts regarding the modeling. Questions are raised about uncertainty in Project. They want to reduce their risk and keep options open. Did quick analysis of what might be doable before Closing – first 2 priority projects for Hudson River. Complementary efforts with other projects have already been undertaken. HRF would like to hit the ground running when Closing happens.

Closing to COD: Three projects with which HRF is already familiar and which work has already commenced.

TU has question regarding HRF depth of knowledge on Lake Champlain and inquires when they will be reaching out to experts on the Lake. Can think of many other projects that are already underway. Concerned that the Lake will come last because they have more knowledge regarding the other areas.

HRF acknowledged they have to catch up re: the lake. They are not leaving Lake Champlain out or being stingy. Started with what they knew and are prepared to make the lake a big part of this next quarter. Outreach of experts will be happening. Want to know who do they work with on this committee for advice.

TU commented that early outreach regarding project that could be funded will be helpful.

TU has question of HRF re: oyster beds that have been receiving some attention off the Bronx River. Also questions the quality of the water in the Bronx River.

HRF replies that NYC has been doing work regarding the water quality. It has improved to the point that indigenous species are returning. Until the quality of the water in the Hudson and Bronx, there won't be any ability to work with oyster beds. Focusing on project around Harriman and not much work going on with DEC. Reached out to DEC for grants and DEC responded that they would like them to go out and source project and DEC would work with them. In addition, NOAA is doing a lot of research – looking at dam removal and bridges that cause problems to stream access by fish. Are any of these projects on HRF's radar? Can be sourced, approved and done very quickly.

HRF has a hand in oyster projects. Projects are similar to one's identified in the priority list. They do reach out to NOAA and will continue to follow these projects. Once the money comes it will be easier to focus. Understand the concept of 'low hanging fruit.'

DEC feels that studying and following up is very important. Any recommended project has to have a nexus to the construction, operation or maintenance of the line. We can't lose this focus. Being cautious and conservative is a good thing at this point.

TU understands the impact of the line to the projects. Wants to know what is foreseen regarding fish and research.

HRF has concerns regarding initial assessments and whether they will focus on the streams. They feel it is challenging to tie in projects with regard to the nexus as fish and water goes everywhere. They do understand the opportunities regarding tributary work and are aware of the work going on with NOAA. If this group is more interested in barrier removal and stream restoration, they are thrilled to get involved. The ideas regarding tributary restoration fit well

with what HRF is doing. HRF and DEC are about to launch a reservoir project regarding impact on streams. Perhaps this could intertwine with other Trust resources?

TU feels that HRF could look to NYC for other resources.

CNY suggests that perhaps NYC could work as a liason. The City is getting new DEP Commissioner as of March 17th. It's possible priorities and funding could change. NYC could set up meeting with new people at DEP to see if there are any new leveraging opportunities.

DOS asks if HRF is aware of any other projects that they could work with. The money is going to go fast over 4 years. Maybe we should spend the Trust money attaching to other projects already in progress.

HRF feels it will be a challenge trying to hold down costs.

DOS states that the federal agencies have commented and identified areas of potentially needed research. Has HRF looked at the comments and will they do more research? Can this affect projects?

HRF assumed additional research would be paid for by others and not the Trust. Followed sturgeon work mostly and had some discussion with DEC. Tappan Zee bridge research is ongoing. There may be more work 4-5 years down the road re: sturgeon. Want to know if Certificate Holder (CH) had conversations with federal agencies.

CH has not with regard to priority projects.

DOS would expect the federal agencies to ask us to kick in more money for projects.

CH comments that DOS is probably right and we would expect additional monies to be requested for the Trust and the priority projects.

TU asks if DOE or FERC has made any requests along those lines.

CH comments not to our knowledge, no. There were comments received by federal agencies and we are in the process of addressing those comments.

DEC appreciates the thought HRF is putting into challenges and how to figure out how best to spend the money in the Fund. DEC would be very happy to speak with HRF regarding water bodies and opportunities. Glad to see the level of interest with other projects. We need to stay focused on what we can begin in 2015. Talked about having a sub-committee, perhaps we should continue to think about that. Maybe propose process and structure at the next meeting.

DOS says we may have to do that ahead of time if HRF wants an agreement ready for finalization by June meeting. We need some time to deal with that. There should be some consultation. People should think about whether they want to be on a sub-committee.

HRF will include the process as part of the work plan. What are the tasks and who will perform them? HRF hopes to have developed a work plan encompassing this.

Scenic Hudson seconded DEC's call for a technical process. The next logical step is to convene some parties and outside parties in a technical workshop with a more formal process. Phase I projects are heavier on research side rather than implementation. Want to answer some key questions about impacts and inform projects to follow.

DOS feels that would be helpful. Projects were developed over 2 years ago. Things may have changed. Agreed by all to set up a sub-committee by end of the week.

Trustees Update:

Between December and February extensive interviews were conducted. BNY Mellon is a front-runner with the best rates.

HRF feels that State Street Bank may be feasible and prepared to undertake the Trust for virtually nothing. They should know shortly.

It is the decision of the CH regarding the Trustee bank with input from HRF. CH then negotiates with the bank and files Agreement with PSC.

CH wants to file Agreement by 3/24. It may take longer, but CH wants to do this asap. Rates and schedules – waive initial acceptance fee and annual Trustee fee of \$3,500. They are experienced and don't expect to use an outside counsel for the Agreement.

TU highly recommends BNY Mellon.

DOS suggests we pick date for next meeting – the week of June 9th or 16th. Everyone should get back to the group by the end of the week if June 17th is good or what dates are better. Also, advise DOS if anyone wants to participate on a sub-committee as well.

Minutes of December 5, 2013 approved.

Meeting adjourned at 11:21 a.m.

CHPEI Environmental Trust Governance Committee Meeting Minutes
December 5, 2013

Present: Certificate Holders, DPS, DEC, DOS, NYC, APA, Riverkeeper, Scenic Hudson, Trout Unlimited

Quorum was reached.

1. Approval of the Minutes from the October Meeting – subject to the changes corrected.
2. Update on the contacts with the candidates for the Trustee Bank:
 - i. U.S Trust
 - ii. Merrill Lynch
 - iii. Bessemer Trust
 - iv. Morgan Stanley
 - v. TD Bank
 - vi. BNY Mellon
3. Action Items:
 - i. Certificate Holders will file a Status Letter with the Commission on December 13, 2013.
 - ii. Drafting of the Trust Administrator Agreement:
 - a. DEC and HRF are working together, working on determining the implementation of the priority projects.
 - b. Service Fees for HRF and Trustee Bank: It is premature to talk about the Trust Administrator fees at this point, as things are in an initial phase. GC Members would like to keep the fees at the reasonable level, but at a point that is still acceptable to HRF.
 - c. Discussion about the timing of the financial closing. At this point, the understanding is that the Financial Closing will happen in the 3rd or 4th Quarter of 2014.
 - d. Timeline for the Trust Agreement: HRF will prepare and share a draft agreement with the GC Members.
 - e. In terms of working with a bank, we need to make sure that we pick a bank that is trustworthy and with reasonable rates. We may also need to work with banks in terms of confidentiality, because their rates and schedules might be confidential.
 - f. Discussion about the confidentiality of the bank's rate and schedules: When the Certificate Holders receive rates and schedules from the trustee banks for competitive bidding, the rates and schedules will be shared with the Commission's ROA, and the ROA will share it with the rest of the GC members. The ROA will also issue a Protective Order.

4. Next Meeting Date: Monday, March 10, 2014 at 10:30 am at the Third Floor Hearing Room.

Meeting was adjourned at 1:31 pm.

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

October 23, 2013

On October 23, 2013, Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held the second regular meeting of the Governance Committee.

The meeting took place at the NYS Public Service Commission, Third Floor Hearing Room, Albany, New York.

Preliminary Items:

Meeting was called to order at 2:08 p.m. and a quorum was obtained.

Attendees:

Steve Blow (DPS), Vance Barr (DPS), Sacha Spector (Scenic Hudson) Bill Wellman (Trout Unlimited), Patty Desnoyer (DEC), Betsy Blair (DEC), Jay Goodeman (CNY), Kari Gathen (DOS), Clay Hiles and Jim Lodge (HRF), Rick Chase (TDI), Ekin Senlet (TDI), George Pond (TDI) and Nancy Clarke (TDI).

DEC Region 3 at New Paltz – Hayley Carlock (Scenic Hudson), Phillip Musegaas (Riverkeeper)

NYC VC Room 4th Floor – Roger Olson (Trout Unlimited)

Raybrook – Elizabeth Phillips and Dan Kelleher (APA)

Meeting minutes of August 13th, motion to approve, moved, 2d. All in favor, aye – all ayes.

Minutes of August 13, 2013 approved.

After feedback issues with the video conferencing audio, a call-in number was provided.

Phone: 866-394-2346; Code: 3589178787

Agenda Items:

Proposed Agenda for today’s meeting is as follows:

1. Updates:

- The Pro Forma Trust Agreement has been filed on October 16, 2013.
 - The Executed Trust Agreement needs to be filed on December 13, 2013.
2. Candidates for the Trustee Bank
 1. U.S Trust
 2. Merrill Lynch
 3. Bessemer Trust
 4. Morgan Stanley
 5. TD Bank
 6. BNY Mellon
 3. Update on the selection Trustee Bank selection process
 4. Drafting of the Trust Administrator Agreement
 5. Meeting Date in December.

Updates:

Proforma Trust Agreement was filed with Secretary on October 16, 2013. In filing letter we will work with HRF and candidates for bank. Six were identified. JP Morgan did not work out.

List of 6 Banks:

1. U.S Trust
2. Merrill Lynch
3. Bessemer Trust (they liked the Proforma Agreement)
4. Morgan Stanley
5. TD Bank
6. BNY Mellon

We will reach out to each bank individually, discuss the program and get proposals. Looking for basic services, so any bank should be fine. Should be a fairly simple selection, which is on TDI who will in turn advise GC.

SB: Do you have a preference of bank?

HRF: Not really, but it would be convenient in having the bank or a branch in NYC. Also if we can get them to do it for nothing or very little.

Does HRF have any relationships with the 6 banks?

HRF: No.

TDI has been consulting closely with HRF and banks on the selection of the bank.

During interviews, we will make sure bank has experience with Trusts of this kind.

Drafting of Agreement(s)

TA Agreement first? Technically this could wait because it doesn't have to be filed with the Commission.

Report on TA: Filing deadline was met for filing on 10/16/13. This is a Proforma Agreement which is subject to change pending selection of bank. Hope to wrap up by mid-December

SB: Commission may extend time because of circumstances.

GP: We will advise when bank is chosen. Clay, would you like to discuss the TA Agreement?

Clay: Everything is interrelated with the TA Agreement. Substance of the work will shade the Agreement. We have been discussing projects and how to make best use of the funds. The rest of the funds may be another 3-4 years out. Our goal by the first of year to have draft of the Agreement based on how it will all work regarding projects, etc. We started by speaking with DEC and SH and RK briefly. Also had brief conversations with CNY. We would like to speak to Lake Champlain people and APA as well.

Timing and scheduling will help.

SB: One meeting in December, then once in February or March. We need to have 4 meetings per year. Early December may be better because of the mid-December filing.

Clay: Let's try to set a December date today.

Patty: What would be an updated schedule you could provide? Status report on CHPE and financial close projected to occur?

GP: Critical path item is NYISO 2012 class year interconnection study, which should be completed by December 31, 2014. We are hoping it will be completed prior to that date. This study assumes there are no deliverability upgrade studies required. I don't see any studies for upstate being needed.

Somewhere b/t end of Q4 2014 and this is the best estimate we have today. NYISO costs need to be locked down.

SB: Would there be any scenario under which we would start our pre-EM&CP studies need to be filed. Would they happen before financial close.

GP: Some pre-construction work could be done pre-financial close.

CNY: How much time b/t NYISO 2012 Class Year study and closing.

GP: We will be preparing for closing prior to end of Class Year study.

Sacha: Financial close is not Q1 2014, it's Q4 2014 or Q1 2015.

GP: yes, because of the delay from the NYISO process.

Phil: Other outstanding permits, ACOE 404 and Presidential Permit – are these the only outstanding.

GP: yes, those 2. DEIS was just noticed and the ACOE noticed as well. We can send a link around after the meeting.

SB: Any more questions?

No.

Next meeting date has been scheduled for Thursday, December 5, 2013 at 10:30 a.m. in 19th Floor Boardroom.

SB: We will pick a March 2014 date at this meeting.

Please advise ASAP if you need videoconferencing.

Meeting was adjourned at 2:40 p.m.

New email to add for Roger Olson (TU): rdo@rogerolosonlaw.com

Case 10-T-0139

Champlain-Hudson Power Express Project

Environmental Trust Governance Committee Meeting Minutes

August 13, 2013

On August 13, 2013, Governance Committee for the Hudson River and Lake Champlain Habitat Enhancement, Restoration, and Research/Habitat Improvement Project Trust (the “Trust”) held the first regular meeting of the Governance Committee and to welcome the selected Trust Administrator, the Hudson River Foundation, in the above mentioned case. The meeting took place at the NYS Public Service Commission, Third Floor, Albany, New York.

Preliminary Items:

Meeting was called to order at 10:00 a.m. and a quorum was obtained.

Attendees:

Jim de Waal Malefyt (DPS), Steve Blow (DPS), Vance Barr (DPS), Bill Wellman (Trout Unlimited), Dan Kelleher (APA), Matt Maraglio (DOS), Clay Hiles, Jim Lodge and Dennis Suskowski (HRF), Rick Chase (TDI), Ekin Senlet (TDI), George Pond (TDI) and Nancy Clarke (TDI).

DEC Region 3 at New Paltz – Hayley Carlock (Scenic Hudson), Dan Miller (DEC), Phillip Musegaas (Riverkeeper)

NYC VC Room 4th Floor – Mike Delaney (NYC)

Meeting minutes of June 28th, motion to approve, moved, 2d. All in favor, aye – all ayes.

Minutes approved of June 28, 2013 approved.

Agenda Items:

1. Discussion of the TA Agreement issues and items. One immediate concern was the Trust Agreement b/t Certificate Holders and the bank, with input from TA.
2. Update from Certificate Holders on Trust Agreement, which is to be filed on Friday, August 16th:

CH and TA have contacted JP Morgan. A draft Agreement will be filed notifying Commission of the chosen Bank. Once filed, the question is whether it constitutes a filing under

Cert. Conditions. We can file and supplement later. We will file a status report with the Commission and attach a draft Agreement as an Appendix. We are still working with JP Morgan re: language. Bank is the TA as well as Trustee. JP has a form that they will provide. The bank has been slow getting back. HRF will reach out again today.

Discussion of TA Agreement:

We know what we want, but maybe not everything to be in the Agreement. B/T Governance Committee and Trust Administrator? Thoughts? Clay – Very pleased and grateful re: selection. HRF has been very focused. Some things were left inconclusive and HRF still needs discussion with GC. How to proceed and get to where they need to be? Would be helpful for HRF to know how much time today – conference has hard stop at 1:30 p.m. today. They are here for us all day if needed. Are we all on the same page re: reaching approvals? SB – there will be a total of 3 agreements, GA establishing Governance Committee and how we govern. Controller's office called to see how things are going. Agreement was approved and they were happy with that. Don't need to approve the contract. Next, we file Trust Agreement b/t Trustee Bank and Certificate Holders, with TPA. The TA Governs monetary relationship b/t Trustee and Cert. Holder. TA Agreement is b/t Governance Committee and TA to say how the program will be carried out. Constraints on TA Agreement because of Cert Conditions, Governance Agreement and Trust Agreement. There will be another agreement to cement relationships.

GP – fundamental agreement, not total agreement. There will be an ongoing dialogue. This is the foundational doc of our relationship.

HRF – very eager to get going. Question 1 – the closing is expected to happen in Q1?

GP – we need ACOE Permit and DOE Presidential Permit, which need Environmental Impact analysis. NYISO interconnection could also affect the closing. Currently targeting Q1 2014.

Vance - DOE and Army Corp follow NEPA timeline.

GP – Governance Committee is an existing entity and we are ready to enter into an agreement with HRF.

SB – the GC can work on drafts b/t now and then.

GP – we want all docs in place before closing.

HRF – how should we proceed to facilitate?

GP – Business plan should not be part of basic agreement. It can be proposed from time to time for review and approval by GC. First focus on laying of foundation.

SB – changing biz plan will that alter anything in the agreement so we would have to provide for alternatives in agreement? Like pricing for example, will a change result in a different cost. If so, it would have to be provided for in agreement.

Mike D – reading bylaw info, seems that we could lift most language from Governance Agreement terms.

SB – as long as consistent with GA. We had some terms i.e. succession planning to address with HRF.

VB – baseline for starting would be priority projects, TA ability to get going prior to financial close.

GP – yes. Other concern (by Patty?) that we should challenge HRF re: leveraging funds.

HRF – Clay will talk with Patty D. when she returns.

ES – we should discuss communications.

SB – we can discuss drafts, but not have a meeting with a majority of members. We can do briefings and drafts. It would be helpful to have HRF meet with different member and get feedback and address concerns. We won't vote on agreement until it was closer to financial close.

BW – area of concern – UVM and Lake Champlain Research institute would like to input projects. There is room for other projects and this would be significant on how HRF handles funding and examination of projects not on the table.

HRF – Useful and essential to them, would be to put them in touch with interested parties. We can get in touch with HRF re: any questions to come up with an operating system.

VB – HRF can solicit on their own.

HRF – Research and restoration of Hudson River and Lake Champlain, HR Estuary Program, NY/NJ Estuary Program, Goals and Priorities of HRF and the Trust with all rules, etc. They all build on each other. We have common goals. Their job is to make it all work together and leverage against each other. All the pieces need to fit together. Next funding cycle – how does it relate to our projects? We need to discuss with regard to open meeting rules. They should start coming up with drafts and gear up to hit the ground running.

GP – there are a lot of moving parts. Permits, Presidential and Army Corp are separate. DOE is lead agency for Presidential permit.

HRF – once the Trust is funded, they want to be ready and have a strategy in place. It isn't high risk for them to get started. They want to be ready to utilize funds (\$2.5 M) while waiting for the big money. How do we want to utilize time between now and COD (3.5 yrs.)

SB – how is HRF going to work in Lake Champlain and do the priority projects? And how in the Hudson River – with your own personnel or other organizations? Another thing – focusing on in water projects, not simply research. How will that be done?

HRF – we have contacts in Lake Champlain, but wanted to have this meeting before reaching out. It's an "organized scramble." They have a starting point for the Hudson River.

BW – knows players for Lake Champlain – Lake Champlain Basin Program, DEC, UVM, Maritime Museum, fisheries biologists, etc.

HRF – these contacts will lead to others.

VB – NYS SHPO also. Historical and archeological things need to be looked at.

HRF – timing is very important to them. They are very excited to be working on projects now. Two phases – some projects are very expensive and can't proceed until close. How should we proceed to reach the long-term objectives? How much money is really available and which projects should take priority? They would need more guidance on this initial period. They would like a 'refinement' of the priority projects. There are periods of uncertainty regarding time and amounts of money. Should we seize this moment re: climate change? Oyster bed restoration – should that go hand in hand with what's going on w/Tappan Zee bridge project?

SB – you have an idea of cost and timing for projects, so it would be helpful for you to suggest refinements given what you know now that the \$2.5M will be the only money in the Trust for 3-4 years. Is other \$ available from other sources? Can you partially fund?

HRF – all points of view must be accommodated. They accept the leadership role here. There is more than one way to implement and this needs to be worked out. They have 30 yrs. experience and have learned how to do things such as set up technical working groups, but would like out feedback. Tech working group members cannot be compensated. They would like to set up a committee structure that is not in violation of the Trust but is still effective.

GP – the GA allows us to establish tech working groups and sub-committees.

MD - Sub F provides for 2 or more committee members in a sub-committee.

HRF – we should come up with some ideas and decide if they fit with the open meetings law. This is the least amount of \$ for the longest time and they are eager to get going. Estuary programs may have funds. The road map has been to restore ecosystems and is laid out by the Trust.

BW – are you comfortable with preparing the initial draft?

HRF – yes. We need to work together to accommodate the needs of the moment.

SB – we were more comfortable with a more hands on approach because the agencies are busy with other responsibilities. His recollection is that we want to be involved, but we don't need to be the active participant with HRF being passive.

PM – discuss further about timing, how much work and pre-planning can HRF get done b/t now and close? Do we need to think more about using the \$2.5M to set up projects?

SB – will there be a priority project that can be funded with the money or will it be taken up with 'administration and planning' and setting up for long term?

HRF – would like to get started on projects. They will not 'hoard' money unless at our suggestion. How do they operate?

VB – order of projects was not considered and we would take their input re: same.

DEC – list of projects supports the science and implementation of the restoration projects. Research should be done over the first 5 years. We need to have a discussion about re-prioritizing projects.

MD – echoes sentiment. Priority projects were the product of lengthy negotiation. Recognize gap b/t initial funding and second infusion.

RC – projects may need long term maintenance. Do we set aside money for long-term needs and maintenance?

JDWM – that is typical.

HRF – it would be helpful if we could share some earlier write-ups and cost estimates. They assume numbers had budget lines. Detail would be very helpful for them to understand our expectations.

SB – DEC may have more detail.

GP – talk to Betsy, Dan, Patty and Larry Wilson.

HRF – Lake Champlain projects could be relatively modest to very expensive. Can we give guidance on how to balance the three geographic areas for projects?

SB – depends on whether a project is ready to go.

HRF – who has authority to make decisions? Over the next several weeks they will be working to get ready – they may need to spend \$. Who makes decision whether \$ is available?

SB – you were willing to get started ahead of time. ‘Prudently incurred’ expenses will be covered out of the Trust.

GP – maybe we need to put together a brief proposal, submit to GC and approve.

SB – technically we meet a minimum of 4 times a year. This is the first regular meeting. The Special meeting could be counted for this year. It won’t be difficult to meet in October and December.

VB – should we establish a fiscal year?

HRF – Clay will check their calendars and send availability in October and December.

SB – tentatively we will plan on Oct/Dec meetings to meet the 4 meeting per year requirement. Agenda – discuss various versions of draft.

BW – it would be important politically to not exclude any geographic region.

JDWM - look at relationship of projects to construction impact.

GP – the route may change, we may have to amend certificate, etc.

VB – that’s the beauty of the process, which involves input from multiple sources.

HRF – what are the rules and what ‘s feasible? Are there documents they can review?

SB – Certificate, GA, DEC may have docs they prepared re: projects, CNY may also. Proposals and details do not exist.

HRF – memos, correspondence that would be helpful?

MD – we may have some docs generated and will take a look.

MM – are any of the Hudson River projects already ongoing that may be advanced with a small infusion of \$?

HRF – are any of the projects overlapping TZB mitigation projects?

DEC – no.

HRF – overlap with Sturgeon tracking?

DEC – we will have to take a look.

HRF – shoreline restoration in NYC post-Sandy, some of our oyster work has progressed a bit and been done with TZB. Some survey work may overlap.

HRF – we may be able to partner/leverage with NJ/EPA \$\$\$. Dept. of Interior announced \$100M for science projects and there is an opportunity for leveraging, as well other opportunities in Harlem River.

SB – we will get potential dates in Oct/Dec. HRF will start drafting, start consultation with members of GC. Anything else?

VB – the GC agreed that hands-on approach is better. We are looking for a plan and strategy from HRF that we can all work with.

HRF – Steve are you the point of contact? Don't worry about Open Meetings law if it regards scheduling.

SB – talk to me or Cert Holder.

HRF – meetings take place at PSC?

SB – yes, we need to do videoconferencing and webcasting because of Executive Order. These are public meetings that the public can attend. Webcasting link won't be known until a few days prior to meeting. We give 14 day notice and supplement with link. We could meet in NYC at Commission Offices if need be. PSC is the main location.

Everyone email Nancy will availability for next meeting dates.

JDWM – motion to end meeting, all in favor.

Next meeting date has not been scheduled. October dates to be provided to Nancy Clarke of TDI.

Meeting was adjourned at approximately 12:30 p.m.