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Docket No. _____
Exh. TDI-JMB-13b

December 3, 2014

Champlain VT, LLC d/b/a TDI-New England
Mr. Donald Jessome, General Manager
P.O. Box 155
Charlotte, Vermont 05445

Re: New England Clean Power Link Project - 19 V.S.A. § 1111
Permit Application Number 38887

Dear Mr. Jessome:

On behalf of Vermont Rail System, please accept this letter of conditional support for the TDI-NE proposed construction, operation and maintenance of a submarine and underground high-voltage direct current ("HVDC") electrical transmission line from Quebec, Canada, that ultimately terminates at a TDI-NE HVDC converter station in Ludlow which will supply electricity to the Vermont Electric Power Company's Calvin Coolidge Substation in the Towns of Ludlow and Cavendish. This project will directly affect and/or involve properties either owned or controlled by one or more companies of the Vermont Rail System. Please note that this conditional letter of support is not a license, lease or agreement of any sort for entry or construction upon the lands and premises of Vermont Rail Systems or any of its affiliated companies.

Enclosed please find a copy of the December 2, 2014, conditional letter of support from Craig S. Keller, P.E., Chief of Utilities and Permits for the Vermont Agency of Transportation. Mr. Keller's letter sets forth many terms and conditions for placement of the transmission line in state owned property. Please note that Vermont Rail System does hereby incorporate all of the conditions set forth in Mr. Keller's letter as part of the conditions of this conditional letter of support. It is important to note that not all of Vermont Rail System's railroad properties are state owned and if access and/or placement of transmission lines are required on these properties then separate agreements, insurance, flagging and license fees will be required.

In order to process any requests for entry, access and license of Vermont Rail System properties we will require first that all agreements are fully executed with certificates of insurance provided to us. Then a full set of engineering plans and scope of work documentation for our review and approval must be presented and approved prior to any access or work being permitted. Please direct all such documents to my attention. It would be important to note that the processing of your requests will require reasonable lead time for us to review them and that you send your requests well enough in advance to facilitate that process.

We look forward to working with you on this important project for Vermont. Please let me know if you have any questions regarding the foregoing.

Sincerely,

David W. Wulfson, Pres.

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Washington County Railroad Company - New York & Ogdensburg Railway Company, Inc.
www.vrs.us.com*

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Project Delivery Bureau
Right of Way & Utilities & Survey
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Agency of Transportation

December 2, 2014

Mr. Donald Jessome, General Manager
Champlain VT, LLC d/b/a TDI-New England
P.O. Box 155
Charlotte, Vermont 05445

**Re: New England Clean Power Link Project
19 V.S.A. § 1111 Permit Application
Number 38887**

Dear Mr. Jessome:

The Vermont Agency of Transportation (“VTrans”) received its 45-day notice, as required under 30 V.S.A. § 248(f) and Vermont Public Service Board (“PSB”) Rule 5.402(A), on October 17, 2014. As you are aware, VTrans has been coordinating with TDI-New England (“TDI-NE”) for several months regarding the New England Clean Power Link Project (“Project”) and has completed its initial assessment of the TDI-NE request to utilize state highway right-of-way and State-owned rail corridors for the development of the Project. We understand that TDI-NE is proposing to construct, operate and maintain a submarine and underground high-voltage direct current (“HVDC”) electrical transmission line from Quebec, Canada, that ultimately terminates at a TDI-NE HVDC converter station in Ludlow; which will supply electricity to the Vermont Electric Power Company’s Calvin Coolidge Substation in the Towns of Ludlow and Cavendish.

From the Lake Champlain exit point in Benson, the transmission line will be buried in public rights-of-way or private property controlled by TDI-NE for approximately 56 miles; of which approximately 46.5 miles (83%) is within right-of-way controlled by VTrans. The transmission line is also proposed to cross under the Rouses Point (US 2) and Lake Champlain Bridge (VT 17) crossings of Lake Champlain. The approximate lengths in VTrans’ controlled public rights-of-way are:

- VT 22A, from Benson to Fair Haven (8.1 miles)
- US 4 (limited access), from Fair Haven to Rutland Town (17.2 miles)
- US 7 (limited access), from Rutland Town to Clarendon (2.6 miles)
- VT 103, from Clarendon to Ludlow (14.2 miles), including a 3.6 mile
- Segment of the State-owned corridor in Shrewsbury, leased to and operated by Green Mountain Railroad Corporation (GMRC)
- VT 100, in Ludlow (0.8 miles)

VTrans appreciates the efforts taken to-date by TDI-NE to explain and answer staff questions about its Project. In Vermont, as in most states, the Legislature has authorized regulated utilities to use existing public highway rights-of-way, subject to control by public highway authorities—VTrans in the case of Vermont state highways. VTrans is confident that TDI-NE can properly design their facilities to ensure that its installation and maintenance will not impair the highway or adversely affect highway or traffic safety. *Therefore, VTrans supports the use of the referenced highways and rail corridor by TDI-New England for the New England Clean Power Link Project.*



Should TDI-NE continue to pursue the development of its Project with the intent to utilize VTrans highway and/or rail corridors, TDI-NE will need to address the following items:

- TDI-NE must obtain a favorable 30 V.S.A. § 248 certificate of public good determination from the PSB before VTrans issues a permit under 19 V.S.A. § 1111;
- TDI-NE must obtain a Presidential Permit through the United State Office of Electricity Delivery and Energy Reliability of the Department of Energy before VTrans issues a permit under 19 V.S.A. § 1111;
- Prior to beginning work under a permit, TDI-NE will need to enter into a lease agreement with VTrans for the use of VTrans' property located in the right-of-way of the limited access portions of US Route 4 and US Route 7;
- Wireline telecommunication facilities within limited access highway right-of-way (US Route 4 and US Route 7) will only be authorized to support the HVDC electric transmission line unless otherwise approved by VTrans;
- Construction access to the construction work zone at limited access highways shall be provided from off-highway locations;
- TDI-NE shall be responsible for checking all culverts and assuring that they are not damaged, crushed or blocked, taking immediate steps to replace or repair the culvert in accordance with applicable state standards;
- Prior to beginning work under a permit, TDI-NE will need to enter into an inspection agreement with VTrans, which will cover periodic inspection, by VTrans representatives of the work being conducted under the permit;
- Prior to beginning work, TDI-NE will need to enter into a master license agreement with VTrans and GMRC for the use of the State-owned railroad property located along the Bellows Falls-Rutland rail line;
- For each location where the facility involves construction across or within state highway right-of-way, TDI-NE shall implement a Maintenance and Protection of Traffic (MPT) plan approved by VTrans that identifies procedures to be used to maintain traffic and provide a safe construction work zone for those activities within the right-of-way;
- For each location where the facility involves construction across or within state highway right-of-way or rail corridor, TDI-NE shall provide detailed soil erosion and sediment control plans in a stormwater pollution prevention (SWPPP) plan;
- To the extent required in connection with the delivery of oversized components, TDI-NE or its suppliers shall obtain any necessary permits from the Department of Motor Vehicles;
- Prior to beginning work in any segment of state highway or rail right-of-way, TDI-NE shall coordinate with VTrans (and GMRC, in the case of the State-owned Bellows Falls-Rutland railroad corridor) regarding all plans and work to be performed to avoid conflict with potential transportation projects or ongoing maintenance operations;

- TDI-NE shall engineer, construct, and install the facility so as to make it fully compatible with the continued operation and maintenance of existing utility infrastructure within the affected state highways and rail corridor. Infrastructure may include electric, gas, telecommunications, water, and wastewater lines and equipment, whether above ground, below ground, or submerged;
- TDI-NE, at its own expense, will relocate or adjust its facilities within highway and railroad rights-of-way to accommodate future maintenance, reconstruction, or expansion of the highway or railroad; and
- TDI-NE shall not sell, barter, license or trade the use of dark fiber anywhere along limited-access facilities without VTrans' prior written consent.

(The above list is not necessarily exhaustive; VTrans reserves the right to supplement the list as review of the TDI-NE project advances.)

If you should have any questions, or require additional information, please do not hesitate to contact my office.

Sincerely,

Theresa C. Gilman for CSK

Craig S. Keller, P.E.
Chief of Utilities & Permits
Utilities & Permits Unit

cc: Billy Coster, Vermont Agency of Natural Resources
Ed McNamara, Vermont Department of Public Service
Scott Dillon, Vermont Division for Historic Preservation
Northwest Regional Planning Commission
Rutland Regional Planning Commission
Southern Windsor County Regional Planning Commission
Matthew Hake, Vermont Division-FHWA
Town of Alburgh
Town of Benson
Town of Fair Haven
Town of Castleton
Town of Ira
Town of West Rutland
Rutland Town
Town of Clarendon
Town of Shrewsbury
Town of Wallingford
Town of Mount Holly
Town of Ludlow
Town of Cavendish