STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

At a session of the Public Service Commission held in the City of Albany on April 18, 2013

COMMISSIONERS PRESENT:

Garry A. Brown, Chairman
Patricia L. Acampora
Maureen F. Harris
James L. Larocca
Gregg C. Sayre

CASE 11-T-0534 - Application of Rochester Gas and Electric Corporation for a Certificate of Environmental Compatibility and Public Need for the Construction of "Rochester Area Reliability Project," Approximately 23.6 Miles of 115 Kilovolt Transmission Lines and 1.9 Miles of 345 Kilovolt Line in the City of Rochester and the Towns of Chili, Gates and Henrietta in Monroe County

ORDER ADOPTING THE TERMS OF A JOINT PROPOSAL AND GRANTING CERTIFICATE OF ENVIRONMENTAL COMPATIBILITY AND PUBLIC NEED, WITH CONDITIONS

(Issued and Effective April 23, 2013)

BY THE COMMISSION:

INTRODUCTION

In September 2011, Rochester Gas and Electric Corporation (Rochester, RG&E, the Applicant) applied pursuant to Public Service Law (PSL) Article VII for a Certificate of Environmental Compatibility and Public Need (Certificate) for the construction, operation, and maintenance of the Rochester Area Reliability Project (the Project or RARP). The Project consists of 345 and 115 Kilovolt transmission lines, improvements to three existing substations, and construction of one new 345 kV/115kV substation (Station 255) in Monroe County. The new and improved substations and transmission lines will provide an additional interface with an existing New York Power

Authority (NYPA) 345 kV cross-state transmission line.[1] The Project will use existing right-of-way corridors for most of its length, minimizing the environmental impact.

The Project is proposed to increase the reliability of the Rochester area electric system supply. That system currently relies on three sources of supply: (1) four bulk power transformers tapping into the NYPA 345 kV bulk transmission system at Station 80 (1221 MW); (2) three bulk power transformers tapping into the NYPA 345 kV bulk transmission system at Station 122 (676 MW); and (3) the Ginna Nuclear Power Plant (610 MW)(Ginna). Currently, a temporary loss of either of the transmission sources during a maintenance or forced outage of Ginna would leave the Rochester system vulnerable to overloading.

On December 11, 2012, a Joint Proposal was filed in this Article VII proceeding by RG&E, Department of Public Service Staff (Staff), the Department of Environmental Conservation (DEC), and the Department of Agriculture and Markets (Ag & Markets).[2] Each has filed a statement in support

[1] Specifically the Project entails construction of a new 9.8-mile 115 kV transmission line (Circuit 940), a new 11.3-mile 115 kV transmission line (Circuit 941), the reconstruction of 2.5 miles of an existing 115 kV transmission line (Circuit 906), and a new 1.9-mile 345 kV transmission line (*Circuit* 40). With respect to substation changes, the Project involves construction of a new 345 kV/115 kV substation (Station 255), and improvements to three existing substations (Stations 23, 80, and 418) in the Towns of Chili, Gates, and Henrietta and the City of Rochester in Monroe County, New York (the "Project"). The Project also includes new protection and communication system upgrades within the existing control buildings at RG&E's Station 80 in the Town of Henrietta, the New York State Electric & Gas Corporation (NYSEG) Kintigh Substation in the Town of Somerset, and the NYPA Niagara Substation in the Town of Lewiston.

[2] The Joint Proposal is appended hereto as Attachment 1.

of the Joint Proposal. The signatory parties submitted the Joint Proposal for the adoption of its terms, including proposed certificate conditions[3] and findings.[4] No party opposed the Joint Proposal.

The towns adjacent to the proposed route – Chili, Gates, and Henrietta – as well as the City of Rochester and Monroe County, also filed supporting letters early in the proceeding, as did Empire State Development and Greater Rochester Enterprise.

The Project, as modified by the Joint Proposal, will provide additional access to NYPA's neighboring 345 kW transmission system, coupled with upgrades to existing infrastructure. It is expected to considerably reduce the vulnerability of the Rochester area electric system supply.[5]

Land use impacts are mitigated by the location of much of the proposed route along existing transmission and railroad corridors. The Joint Proposal further reduces land use impacts by modifying the original route to preserve existing active farmland and avoid a federal conservation easement. The Joint Proposal also reduces the visual impact of the line in a residential area by providing that one portion of the project be built underground.

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[3] Joint Proposal, Attachment 1, Appendix D. A revised set of Certificate Conditions was agreed to by the parties and submitted January 23, 2013. The revised conditions are appended here to the Joint Proposal. The revisions reflect the incorporation of a Staff amendment adding requirements to conform to State and local building codes.

[4] Joint Proposal, Attachment 1, Appendix C.

[5] The Project Description and Location of the Facility, Joint Proposal, Attachment 1, Appendix B, accurately describes the location and configuration of the Project.

BACKGROUND

Rochester Gas and Electric's Article VII Application was filed on September 29, 2011.[6] The Application included a motion seeking waivers from the Commission of certain application requirements of Commission rules. By order issued January 20, 2012, we granted the RG&E motion for waiver.[7] By letter from the Secretary, as of January 20, 2012, the Application was considered to be in compliance with Commission regulations. Rulings were issued granting confidential status and adopting a protective order and agreement for protected species maps and critical infrastructure information on February 24, 2012 and March 6, 2012, respectively.

Public statement hearings, with RG&E available to provide public information, were held in Rochester and Henrietta on April 3, 2012. Three members of the public attended to obtain information about the project, but none made public statements for the record.

On May 4, 2012 RG&E filed and served upon required parties a Notice of Impending Negotiations.[8] Negotiation sessions were attended by the Applicant, Staff, DEC, Ag &

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[6] Following the issuance of a letter from the Secretary dated November 22, 2011, identifying Application deficiencies and seeking additional information, RG&E submitted a supplemental filing on December 16, 2011.

[7] Order Granting Waiver Requests (issued January 20, 2012). The Commission waived requirements of specific maps and photographs, as long as the Applicant proffered acceptable substitutes; provided for confidential submission of information concerning sensitive archeological resources; allowed submission of photographs showing access routes with the Environmental Management and Construction Plan (EM&CP); and allowed submission of substitute information concerning alternative routes.

[8] Parties were served in compliance with Commission Rule of Procedure 3.9(a)(1), 16 NYCRR §3.9(a)(1).

Markets, and NYPA. At the request of RG&E and negotiating parties the schedule was extended several times to accommodate the negotiation process.[9] On December 5, 2012 a ruling was issued granting trade secret protection for certain bidding and cost information.[10]

Parties filed the Joint Proposal on December 12, 2012. Signatories to the Joint Proposal are Staff, DEC, Ag & Markets, and RG&E.[11] Initial statements in support were filed by RG&E (December 27, 2012), Staff (December 19, 2012), DEC (December 24, 2012), and Ag & Markets (January 3, 2013). No reply statements or statements in opposition were filed. A hearing on the Joint Proposal was held on January 23, 2013; hearing exhibits were entered into evidence[12] and a hearing transcript of 57 pages was compiled.

THE JOINT PROPOSAL

The Joint Proposal provides for the authorization, pursuant to Article VII of the Public Service Law, of the installation, operation, and maintenance of a major utility transmission facility consisting of a new 9.6-mile 115 kV transmission line (circuit 940), a new 11.1-mile 115 kV transmission line (circuit 941), the reconstruction of 2.0 miles of an existing 115 kV transmission line (circuit 906), a new 1.8-mile 345 kV transmission line (circuit 40), a new 345 kV/115

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[9] *See* rulings revising the schedule issued May 15, May 16, July 31, September 24, and December 6, 2012.

[10] Ruling on Request for Trade Secret Protection (issued December 5, 2012).

[11] Although NYPA is not a party to the Joint Proposal, RG&E avers that proposed certificate conditions were crafted to protect the integrity of NYPA's interstate 345 kV transmission system.

[12] The list of hearing exhibits is attached as Appendix A to the Joint Proposal, Attachment 1.

kV substation (Station 255), and improvements to three existing substations (Stations 23, 80, and 418), in the towns of Chili, Gates, and Henrietta and the City of Rochester in Monroe County.

The Joint Proposal includes appendices (A) listing testimony, affidavits, and exhibits, (B) describing the facility and its location, (C) proposing Commission findings, (D) proposing revised Certificate Conditions, (E) listing specifications for the development of the Environmental Management & Construction Plan (EM&CP), and (F) proposing terms for a §401 Water Quality Certificate.[13]

The Joint Proposal asserts that the need for the Project is based on the imperative to increase the reliability of the RG&E system. Without the system additions and upgrades proposed here, that system's ability to meet customers' electricity needs could be compromised in the event of unexpected equipment failure or other factors impacting the delivery of electricity.

In the course of negotiations, the Applicant conducted a comprehensive wetland survey, a protected species habitat survey, a study of the relocation of proposed Station 255 to minimize agricultural impacts, and an invasive species survey of the proposed route. Based on these studies and other record evidence, parties agree that the Joint Proposal contains a number of safeguards that, taken together, minimize the potential adverse impact on the environment resulting from the construction and operation of the Project.

These protections relate to the location of Project components, the use of best construction practices, applicable measures of protection for properties, noise mitigation, site

[13] The Joint Proposal, Attachment 1 to this order, is the authoritative statement of its terms. This summary is included for the convenience of the reader.

restoration and re-vegetation, compliance with occupational safety regulations, local laws, and right-of-way maintenance. The Joint Proposal also requires advance public notice of construction, complaint handling procedures, environmental supervision, and stop-work authority to cease violations. Finally, the Joint Proposal provides a dispute resolution mechanism to ensure that disagreements are addressed promptly and brought to the Commission for resolution.

Rochester Gas and Electric projects the cost of the RARP will be $254,496,000.[14] Applicant estimates the cost and temporary construction activities will not impact the local economy sufficiently to result in changes in residential, commercial, agricultural, or industrial land use patterns.

According to the Joint Proposal, because the planned transmission lines will be installed primarily within or adjacent to existing rights of way, no mitigation is necessary to avoid loss of business income or disruption of residential, commercial, or agricultural land use. The use of the proposed site for Station 255, now used for agriculture, will result in the owner receiving just compensation.

Article VII Standard of Review

In considering an Article VII Application we consider the totality of relevant factors affecting the public interest, convenience, and necessity, including the Project's environmental compatibility and the public need for it. These factors include the electric system impact, the cost, the environmental impacts, the consideration of alternative supply and routes, the potential for undergrounding, and the conformance to long-range plans and State and local laws.

[14] Project costs were detailed in Exhibit 32 to the Application.

In order to grant a certificate for the construction and operation of a major utility transmission facility pursuant to Article VII we must find and determine (a) the basis of need for the facility; (b) the probable environmental impact; (c) that the facility represents the minimum adverse environmental impact, considering the state of available technology and the economic and other impacts of potential alternatives, including the effect on agricultural lands, wetlands, parklands, and river corridors traversed by the route; (d) any portion of the line to be located underground; (e) that the facility is consistent with a long-range plan for expansion of the electric system serving this state and interconnected utility systems, which will serve the interests of electric system economy and reliability; (f) that the location of the facility as proposed is consistent with applicable state and local laws and regulations; and (g) that the proposed facility will serve the public interest, convenience and necessity.[15]

The Joint Proposal made several changes to the location and route of the Project originally contained in the Application. First, the new substation 255 was moved approximately 450 feet to the east, to balance agricultural impacts with potential impacts to state regulated wetlands. A second location change moved the centerline for 115 kV circuits 940 and 941, and for the new 345 kV circuit 40 which begins at Station 255 and heads east to Station 80.[16]

The Basis of Need

The purpose of the Project is to increase the reliability of the RG&E electric system in the event of

[15] PSL §126(1).

[16] *See* Project Map, Attachment 2, Summary of Joint Proposal (filed January 10, 2013), p.6.

unexpected equipment failure or any of a range of other factors that could result in a decrease in available electric power. Rochester Gas and Electric avers that its electric system capacity currently has three sources, providing a total capacity of approximately 2507 MW. These are (1) four bulk power transformers at Station 80 which tap the NYPA 345 kV bulk transmission system, and are capable of providing approximately 1221 megawatts (MW); (2) three bulk power transformers at Station 122, also tapping into the NYPA 345 kV bulk transmission system and providing approximately 676 MW; and (3) the Ginna plant, owned by Constellation Energy, providing up to 610 MW.

Rochester Gas and Electric estimated that the need for the Project "comes about at a load level of one thousand, four hundred and thirty-five megawatts ... let's just call that fourteen hundred megawatts."[17] The 2012 summer peak was 1752 megawatts: "three hundred megawatts higher than when we have a problem."[18] With respect to the availability of energy efficiency or demand response resources to address the shortfall, RG&E noted that the New York Independent System Operator (NYISO) has available roughly 100 megawatts of special case resources. In light of growth in the Rochester area, Applicant concluded it was impossible to obtain sufficient demand-side resources in time to address the potential shortfall. In addition, RG&E intends to ensure that its system will allow for the contingency of the possible retirement of Ginna in the future.[19]

In the event of a catastrophic failure of one of the system's 345 kV transformers during a period when Ginna was shut

[17] Tr., 9.

[18] *Id*.

[19] The Applicant also attributed some of the shortfall to the closure of the 250 megawatt coal-fired Russell Power Station (Tr., 11).

for routine refueling or maintenance, "we would be in a serious situation where we would have to perhaps go so far as to drop load for an extended period of time."[20] According to the Joint Proposal, during a Ginna maintenance or forced outage at a Rochester area load of approximately 1435 MW, the failure of the 345/115kV transformer #4 at Station 80 would cause the remaining transformers to operate at full capacity. If this contingency occurred when the Rochester area load was closer to peak conditions, RG&E would be required to manually disconnect load to prevent overloading and damage to critical infrastructure.[21]

Rochester Gas and Electric and the parties conclude that without the Project, the ability of the electricity delivery system in the Rochester area to meet the needs of its customers will be compromised in the event of unexpected equipment failure or other events decreasing the amount of available power.

Cost

The Applicant estimates the Project cost at $254,496.000. Parties do not foresee any significant impact on the local economy or land use as a result of the cost or the short-term construction activities required for the Project.

The Environmental Impact and the Parties' Concerns

The Project maximizes the use of existing transmission and railroad rights-of-way to reduce land use impacts. Circuits 40, 940, and 941, as well as the partial relocation of Circuit 906, will be along existing rights-of-way, with the exception of portions of Circuits 940 and 941 where the proposal is to divert

[20] Tr., 12.

[21] Joint Proposal, Attachment 1, p.6.

from the existing NYPA lines in order to avoid a federal conservation easement.

In response to requests from parties, RG&E conducted a comprehensive wetland delineation, a protected species habitat survey, a study of the impact of the relocation of Station 255, an invasive species survey of the proposed Project routes, and located known stands of shellbark hickory. In addition, following a proposal by Staff for the undergrounding of a short portion of Circuit 941, parties inspected that site. The Joint Proposal was crafted in part in response to concerns raised by parties as to these environmental impacts.

1. Agriculture & Markets

For the Department of Agriculture and Markets, of primary concern was the location of Station 255. The site for Station 255 according to the Application would compromise 10 acres of active cropland in an agricultural district located in the Town of Chili. The cropland included soils designated prime farmland and soils of statewide importance. The proposed location of Station 255 would have permanently converted at least 10 acres to non-agricultural use. Following negotiations with the landowner and the parties, the Joint Proposal suggests moving the location of Station 255 approximately 400 feet east, mitigating the adverse impact on active agricultural land, and reducing the number of lattice and pole structures.[22] In addition, parties agreed on new guyless pole structures for circuits 940 and 941, located northwest of Station 255, oriented to avoid the farmer's field crop, tillage, and harvesting patterns.

[22] Letter in Support of Joint Proposal of Department of Agriculture and Markets, at 2.

Negotiations and site visits by the participating parties also resulted in specific certificate conditions, including specifications for the development of the EM&CP intended to minimize the Project's effect on agricultural lands during construction and restoration.[23] These modifications satisfied the concern of Ag and Markets.[24]

2. Department of Environmental Conservation

Environmental impact concerns of DEC included the potential transport of invasive plant species, impact on rare, threatened and endangered species and significant natural communities, herbicide use along the right-of-way, particularly in wetlands, and the placement of poles within State-regulated wetlands and adjacent areas.

DEC is satisfied that the Joint Proposal addresses its environmental concerns including the development of the EM&CP standards and procedures, identification and prevention of the introduction and spread of invasive plant and insect species; protection of rare, threatened, and endangered species;

[23] Joint Proposal, Attachment 1, Appendices D and E.

[24] On April 17, 2013, a letter on behalf of certain non-party landowners was received by the Office of the Secretary, opposing certification of the Project primarily on the ground that the choice of site for Station 255 would interfere significantly with the agricultural use of their property. In light of the participation of both Agriculture and Markets and DEC in the formulation of the Joint Proposal, the impacts on agricultural lands and wetlands have been addressed exhaustively by the parties. In addition, these objections are untimely for consideration of certification. Until the day before the scheduled Commission consideration of this matter, no opposing comments were received. These landowners may participate and seek relief in the EM&CP phase.

protection of wetlands, streams, and water bodies; and stormwater pollution prevention.[25]

At the request of Staff and DEC, the Applicant undertook an Invasive Species Survey to identify and add to the State database the locations of invasive plant species included in the DEC *Revised Interim List of Invasive Plant Species in New York State.* The BMP Manual specifies measures to prevent transport of invasive plants and insects, requirements for quarantine, and other DEC and Ag & Markets regulations during construction.[26]

Rochester Gas and Electric conducted a Protected Species Habitat Survey to identify locations of rare, threatened and endangered species and significant natural communities along the right-of-way, at the request of parties. These included the peregrine falcon and big shellbark hickory. Rochester Gas & Electric also surveyed habitat suitable for bog turtle and peregrine falcon, concluding that the Project presented little or no threat to nesting birds or bog-turtle habitat. The Joint Proposal provides specific protective measures should construction encounter such species.[27]

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[25] These issues were resolved in the Joint Proposal, Attachment 1, Appendix D (Certificate Conditions); Appendix E (Specifications for Development of the EM&CP); and Exh. 31 – EM&CP Best Management Practices: Environmental and Agricultural Land Protection (BMP Manual). DEC Statement in Support of Settlement, at 4-5.

[26] DEC also intends to work with RG&E for two years in planning post-construction monitoring and right-of-way surveys of invasives. DEC notes that the *Long Range Right-of-Way Management Plan for the NYSEG and RG&E Electric Transmission System* omits requirements' for prevention of post-construction introduction of invasive plants and insects. DEC Statement in Support, at 5-6.

[27] Joint Proposal, Attachment 1, ¶¶21-22; Appendix D §1.

Rochester Gas and Electric has agreed to include in its EM&CP the Stormwater Pollution Prevention Plan authorized by the DEC State Pollution Discharge Elimination System (SPDES) General Permit for Stormwater Discharges from Construction Activity.

As to waterbodies, streams, and wetlands, Certificate Conditions M and N detail protections to minimize adverse effects for the crossing of the Genesee River and for a 100-foot area adjacent to any wetlands during the construction, operation, and maintenance of the Project. In addition, DEC field representatives are permitted on the Project site to view construction activities at protected streams, wetlands, or adjacent areas, and will cooperate with Staff to assess site conditions and determine whether DPS Staff should authorize work to stop.

As to wetland mitigation, approximately 50 acres of forest cover is likely to be permanently removed for widening of existing and clearing of new right-of-way. As a result, approximately 13.4 acres of State and Federal regulated wetlands will be cleared of trees, and additional forested upland areas will also be converted to shrubland. The EM&CP will include a wetland mitigation plan, at a ratio of 1.5 acres for each acre cleared.

Other Parties' Statements in Support

Staff reviews the history of the submission and analysis of the RG&E Application, the filings and hearings, and the results of its investigation.

Staff opines that the overall package represented by the Joint Proposal, with its numerous conditions including safeguards to protect the natural and human environment, and to improve the public service infrastructure, should be approved. In particular, Staff views as in the public interest that the

Project route minimizes adverse environmental impacts, avoiding sensitive areas, and that the Project will ensure continued reliability of power supply to the Rochester area. Of importance to Staff is that portions of the Project will be located underground, that it uses existing railroad and utility rights-of-way, and that the provisions for managing construction impacts and protecting the environment are sound. Staff also concludes that Project construction impacts on wetlands, surface waters, and noise levels will be minimized by the terms of the Joint Proposal. In addition, Staff notes that the anticipated electric fields for the new circuits 40, 940, and 941, and relocated circuit 906 are within approved standards.

Staff supports the RG&E request for a Water Quality Certification pursuant to § 401 of the Clean Water Act, agreeing that the record in this proceeding supports the proposed Water Quality Certification contained in Appendix F to the Joint Proposal. Staff urges the Director of the Office of Electricity and Environment to grant the certification, consistent with Commission precedent. In conclusion, Staff asserts that approval of this Joint Proposal is in the public interest and that we should adopt its terms.

Rochester Gas and Electric emphasizes the need for the Project and the importance of the transmission line routes' location primarily along existing rights-of-way in minimizing environmental impacts. The Applicant also refers to the undergrounding of certain portions of the Project as reducing potential environmental impacts, and points to the considerable range of Certificate Conditions in meeting the concerns of parties. Referencing the support the Project has received from municipalities in which it will be built, RG&E anticipates its construction will achieve much-needed reliability while

minimizing the adverse impact on the environment and communities.

Alternatives

The Application and the Joint Proposal evaluated alternative routes and technology. Parties agreed that the routes specified in the Joint Proposal were preferable to the alternatives considered, because they use existing electric transmission and railroad corridors, avoiding impacts to existing land uses. An alternative route was evaluated for Circuit 940, and was rejected as it would require additional new right-of-way.

An underground option was considered for circuit 941, but rejected on the basis of cost, since the overhead route had comparable environmental impact. A variation of the proposed routes for circuits 940 and 941 was adopted because RG&E was unable to obtain an agreement with the owner of an underlying parcel. Five alternatives were considered for the route of Circuit 40. Several were rejected because of impacts on surrounding residences. With the relocation of Station 255 in the Joint Proposal, a new route for Circuit 40 was adopted to run along the NYPA and Empire Pipeline right-of-way.

The parties considered eight alternative locations for the site of new substation 255. Alternative sites had direct impacts on residences or wetlands, greater impact on agricultural land, or would require additional grading. The site chosen in the Joint Proposal avoids residential impacts and mitigates impacts on agricultural land.

The record also includes consideration of a no-build alternative. Parties agreed that demand-side and distributed generation options are not available in time to fulfill reliability requirements. Other alternatives, such as

construction of a new substation in downtown Rochester, were rejected based on cost and environmental impact.

State and Local Laws and Regulations

Rochester Gas and Electric agreed to comply with applicable State statutes and regulations. Exhibit 7 to the Joint Proposal identifies every substantive local legal provision, including ordinances, laws, regulations, standards, and requirements potentially applicable to the Project. The Applicant and parties requested the Commission waive certain of these on the ground that such local legal provisions are unreasonably restrictive in view of available technology, cost, or the needs of consumers.

FINDINGS

Pursuant to Public Service Law §126(1), the following constitute the specific findings and determinations of the Commission with respect to the Application of Rochester Gas and Electric for a certificate of environmental compatibility and public need, under the terms and conditions contained in the Joint Proposal, including the Revised Certificate Conditions, the Specifications for Development of the EM&CP, and the EM&CP Best Management Practices: Environmental and Agricultural Land Protection (BMP Manual).

Based upon the information provided in Exhibits 13 and 28, sponsored by Jeffrey McKinney, the Project is needed to reinforce RG&E's overall electric transmission system and its interface with the New York State bulk transmission system. At peak load levels forecasted for 2014, RG&E's current system will be at full capacity under single contingency conditions. The Project will provide source capability into the RG&E system to allow for loss of other sources in the RG&E system and will help relieve loading on existing 115 kV lines. Without the Project,

a contingency involving the long-term outage of the R. E. Ginna Nuclear Power Plant and the loss of T5, the largest transformer at Station 80, will expose RG&E customers to a potential loss of service.

Based upon the information provided in Exhibits 2, 3, 4, 14, 15, 19, 20, 22, 24, 25, 26, 29, 30 and 31, supported by the testimony of Craig Wolfgang, Carol Howland, Frank Cascino, Barry Hart and Kurt Doern, the Project will be designed, constructed and operated in a manner that minimizes impacts to environmental resources in the Greater Rochester Area. Clearing of the right-of-way will be required, but because almost the entire Project will be built along existing electric transmission and railroad corridors, the amount of clearing is more limited than it would be if new corridors were being created. Station 255, a new 345/115 kV substation, will be situated in land that is primarily agricultural, and Circuits 940 and 941 will impact agricultural land as they proceed east from Station 255. Agricultural land will also be impacted by that segment of the project that departs from the corridor of the New York Power Authority's cross-state transmission lines to avoid a federal agricultural easement. The existing corridors that the Project will utilize pass through certain wetlands, and some structures may need to be located in wetlands. Some wetlands will be converted from forested wetlands to shrub/brush wetlands. Selective clearing of undesirable vegetation within the right-of-way will create a visual impact. The Project will have temporary construction impacts on agricultural lands and wetlands, but once in operation, the Project is not expected to have a significant impact. Electric and magnetic fields at the edges of the rights-of-way of the Project's various lines will be below the levels required by the Commission's decisions.

Based upon the information provided in Exhibits 2, 3, 4, 14, 15, 19, 20, 22, 24 25, 26, 29, 30, and 31, the Project represents the minimum adverse environmental impact, considering the state of available technology and the nature and economics of the various alternatives and other pertinent considerations. By utilizing existing transmission and railroad corridors, the effect of the Project on agricultural lands, wetlands, parklands and river corridors traversed is minimized. Station 255 will remove approximately 10 acres of active agricultural land from production but the use of unguyed, self-supporting structures will facilitate continued agricultural operations within the new transmission line right-of-way. The Genesee Valley Greenway Trail, the Erie Canal and the Erie Canalway Trail are the only parkland features that are traversed by the proposed Project and these crossings are located adjacent to existing utility and transportation corridors. Circuit 40 will cross the Genesee River adjacent to the New York Power Authority's existing 345 kV lines.

Based upon the information provided by Exhibits 12 and 27, supported by the testimony of Kurt Doern and Barry Hart, that part of Circuit 940 between Station 67 and Station 418, a distance of about 3.5 miles in the towns of Gates and Chili, will be constructed underground, which will allow RG&E to construct the line within its existing right of way. Two sections of Circuit 941 will also be constructed underground. Approximately .7 miles of Circuit 941 parallel to the Greater Rochester International Airport in the Towns of Gates and Chili will be constructed underground because of airport restrictions. To mitigate visual impact, the last approximately .4 miles of Circuit 941 before it enters Station 23 in the City of Rochester will also be constructed underground.

Based upon the information in Exhibits 13 and 28, the Project conforms to the requirements and planning objectives of the New York Independent System Operator and is consistent with RG&E's long-range plans for the expansion of its transmission facilities and the Project will serve the interests of electric system economy and reliability.

Based upon the information provided in Exhibit 7, sponsored by Craig Wolfgang and Carol Howland, the location of the facility as proposed conforms to applicable state and local laws and regulations issued thereunder, except for those local ordinances that RG&E has asked the Commission to refuse to apply because they are unreasonably restrictive in view of the existing technology, or of factors of cost or economics, or of the needs of consumers. In addition, with the adoption of the Department of Public Service Staff addition of certain requirements to Section C of Appendix D to the Joint Proposal to ensure compliance with the State Building Code, the proposed facility conforms to that law.

Based on the entire record, the Project will serve the public interest, convenience and necessity.

CONCLUSION

The Joint Proposal has support in the record, was arrived at with notice to all parties, and is the result of compromise among normally adverse parties, consistent with the Commission's rules governing settlement procedures. Based upon our review of the record, we conclude that the proposed facility will serve the public interest, convenience, and necessity. The Certificate of Environmental Compatibility and Public Need is granted, subject to the terms and conditions in this Order, including the Certificate Conditions, the Specifications for Development of the EM&CP, and the EM&CP Best Management Practices: Environmental and Agricultural Land Protection (BMP

Manual) attached and appended thereto, and contained in the ordering clauses below.

The Commission orders:

1. The terms and provisions of the December 11, 2012 Joint Proposal submitted by Rochester Gas and Electric Corporation, Department of Public Service Staff, the New York State Department of Environmental Conservation, and the New York State Department of Agriculture and Markets, appended to this order as Attachment 1, are adopted and made a part of this order.

2. The terms of the Revised Proposed Certificate Conditions, included as Appendix D to the Joint Proposal and including the Staff addition of certain requirements to Section C of Appendix D to ensure compliance with the State Building Code, are hereby approved, and incorporated into this order, including the requirement that the Certificate Holder shall, within 30 days after the issuance of the Certificate, submit to the Public Service Commission a verified statement that it accepts and shall comply with the Certificate and the conditions placed upon the Certificate.

3. The terms of the Specifications for Development of the EM&CP, and the EM&CP Best Management Practices: Environmental and Agricultural Land Protection (BMP Manual), included as Appendix E to the Joint Proposal, are hereby approved and incorporated into this order.

4. As to the terms of the proposed §401 Water Quality Certification, pursuant to §401 of the Clean Water Act, 33 U.S.C. §1341(a)(1), it is hereby certified that if Rochester Gas and Electric Corporation submits an acceptable Environmental Management and Construction Plan (EM&CP) and complies with all conditions contained in the Joint Proposal and this order,

construction of the Project will comply with the applicable requirements of §§301, 302, 306, and 307 of the Clean Water Act, as amended, and will not violate New York State Water Quality standards and requirements.

5. Rochester Gas and Electric Corporation shall file with the Commission for approval its EM&CP, consistent with the Certificate Conditions and the terms of the Specifications for Development of the EM&CP, and the EM&CP Best Management Practices: Environmental and Agricultural Land Protection (BMP Manual), no more than one year after the issuance of the Certificate.

6. This proceeding is continued.

By the Commission,

(SIGNED) JEFFREY C. COHEN
Acting Secretary

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Case 11-T-0534 – Application of Rochester Gas and Electric Corporation for a Certificate of Environmental Compatibility and Public Need for the Construction of the "Rochester Area Reliability Project," Approximately 23.6 Miles of 115 Kilovolt Transmission Lines and 1.9 Miles of 345 Kilovolt Line in the City of Rochester and the Towns of Chili, Gates and Henrietta in Monroe County.

JOINT PROPOSAL

By: Rochester Gas and Electric Corporation
Staff of the New York State Department of Public Service
New York State Department of Environmental Conservation
New York State Department of Agriculture and Markets

Dated: December 4, 2012
Albany, New York

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STATE OF NEW YORK

PUBLIC SERVICE COMMISSION

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JOINT PROPOSAL

This Joint Proposal is made as of the 6th day of December, 2012 by and among Rochester Gas and Electric Corporation ("RG&E"), Staff of the New York State Department of Public Service designated to represent the public interest in this proceeding (" DPS Staff"), the New York State Department of Environmental Conservation ("DEC"), and the New York State Department of Agriculture and Markets ("Ag & Mkts") (collectively referred to as the "Signatory Parties").

INTRODUCTION

On September 29, 2011, RG&E filed with the New York State Public Service Commission ("Commission") an application seeking a Certificate of Environmental Compatibility and Public Need ("Certificate"), pursuant to Article VII of the New York Public Service Law ("PSL"), authorizing construction, operation and maintenance of a new 9.6-mile 115 kV transmission line

(circuit 940), a new 11.1-mile 115 kV transmission line (circuit 941), the reconstruction of 2.0 miles of an existing 115 kV transmission line (circuit 906), a new 1.8-mile 345 kV transmission line (circuit 40), a new 345 kV/115 kV substation (Station 255), and improvements to three existing substations (Stations 23, 80, and 418), in the towns of Chili, Gates, and Henrietta and the City of Rochester in Monroe County, New York (the "Project"). The application was supplemented on December 16, 2011. In a letter dated January 20, 2012, the Secretary to the Commission found that the application was filed or otherwise in compliance with PSL §122.

By Order Granting Waiver Requests, issued January 20, 2012, the Commission granted RG&E's request for waiver of certain of the Commission's regulations concerning the contents of applications for a certificate under PSL Article VII.

A procedural conference of the active parties was held before Administrative Law Judge Eleanor Stein at the offices of the Commission in Albany, New York, on February 28, 2012. Public Statement hearings were held before Administrative Law Judge Stein in Henrietta and in Rochester on April 3, 2012, preceded in each case by informational sessions for the public.

After exploratory discussions among DPS Staff, DEC, Ag & Mkts and the Applicant on April 19, 2012, a Notice of Impending Negotiations was sent to all active parties and duly filed with the Commission on May 4, 2012. Settlement conferences were held on June 21, July 9, August 23, October 19, November 16, and November 26, 2012. An inspection of the site of Station 255 and of the area where Circuits 940 and 941 would be routed to avoid a federal conservation easement was conducted on August 14, 2012. An inspection of the site in the vicinity of Station 23 for which DPS Staff proposed for additional underground construction of Circuit 941 was conducted on September 7, 2012. In response to requests from other Signatory Parties, RG&E conducted a comprehensive wetland delineation, a protected species habitat

survey, a Station 255 relocation study and an invasive species survey of the proposed project routes as of May 2012, and the results of these surveys and studies were incorporated into Joint Proposal documents. Similarly, RG&E identified the location of known stands of Shellbark hickory (Carya laciniosa). Electronic communications were utilized to complete settlement negotiations.

After thorough discussion of the issues, the Signatory Parties recognize that the parties' various positions can be addressed through settlement, and agree that settlement is now feasible. The Signatory Parties further believe that this Joint Proposal gives fair and reasonable consideration to the interests of customers and transmission owners alike in assuring the provision of safe and adequate service.

TERMS OF JOINT PROPOSAL

I. General Provisions

1. It is understood that each provision of this Joint Proposal is in consideration and support of all the other provisions of this Joint Proposal and is expressly conditional upon approval of the terms of this Joint Proposal in full by the Commission. If the Commission fails to adopt the terms of this Joint Proposal, the Signatory Parties to the Joint Proposal shall be free to accept the Commission's terms or to individually pursue their respective positions in this proceeding without prejudice.

2. The Signatory Parties agree to submit this Joint Proposal to the Commission along with a request that the Commission adopt the terms and provisions of this Joint Proposal as set forth herein. The Signatory Parties agree that construction, reconstruction, operation and

maintenance of the Project in compliance with the Joint Proposal and with the Proposed Certificate Conditions set forth in Appendix D attached hereto will comply with PSL Article VII and with the substantive provisions of applicable state law referenced in the Proposed Commission Findings set forth in Appendix C attached hereto.

3. The Signatory Parties recognize that certain provisions of this Joint Proposal contemplate actions to be taken in the future to effectuate fully this Joint Proposal. Accordingly, the Signatory Parties agree to cooperate with each other in good faith in taking such actions.

4. In the event of any disagreement over the interpretation of this Joint Proposal or implementation of any of the provisions of this Joint Proposal, which cannot be resolved informally among the Signatory Parties, such disagreement shall be resolved in the following manner:

a. the Signatory Parties shall promptly convene a conference and in good faith attempt to resolve any such disagreement; and

b. if any such disagreement cannot be resolved by the Signatory Parties, any Signatory Party may petition the Commission for resolution of the disputed matter.

5. This Joint Proposal shall not constitute a waiver by the Company of any rights it may otherwise have to apply for additional or modified permits, approvals or certificates from the Commission or any other agency in accordance with relevant provisions of law.

6. This Joint Proposal is being executed in counterpart originals, and shall be binding on each Signatory Party when the counterparts have been executed.

7. Appendix A to this Joint Proposal lists the exhibits, testimony and affidavits to be admitted as record evidence in this proceeding.

II. Description of Project Location

8. The Signatory Parties agree that the Description and Location of Facility which is Appendix B to this Joint Proposal accurately describes the location and configuration of the Project.

III. Environmental Compatibility and Public Need

9. The Commission must consider the totality of all of the relevant factors in making its determination of environmental compatibility and public need. The relevant factors include, without limitation, the electric system, cost, environmental impact, availability and impact of alternatives, undergrounding considerations, conformance to long-range plans, state laws and local laws, and the public interest, convenience and necessity.

A. The Electric System

10. This project is being undertaken to provide increased reliability to the RG&E system. RG&E avers that without the proposed facilities, the system's ability to meet the electricity needs of end-use consumers will decrease when unexpected equipment failures or other factors reduce the amount of available electricity. The Rochester Area electric system normal source capability is limited by the three sources into the system. These sources are:

> the four bulk power transformers at Station 80, which tap the 345 kV bulk transmission system of the New York Power Authority ("NYPA"), and can provide approximately 1221 MW;

the three bulk power transformers at Station 122, which tap the NYPA 345 kV bulk transmission system, and can provide approximately 676 MW;

Constellation Energy Nuclear Group-owned R. E. Ginna Nuclear Power Plant, which can provide up to 610 MW.

These three sources provide a total electric capacity of approximately 2507 MW. A maintenance or forced outage of Ginna generation, which is the largest single source to the Rochester system, decreases the total capability to 1897 MW. This is approximately the peak load that is forecasted to be served in 2016. The 2011 summer peak load for the RG&E system was 1752 MW.

During a maintenance or forced outage of the Ginna generation at a Rochester area load level of only 1435 MW (only 81.9% of the 2011 RG&E summer peak load), subsequent loss of the 345/115 kV 462MW transformer #5 at Station 80 will cause the #1 and #3 345/115 kV transformers at Station 80, and all the three 345/115 kV transformers at Station 122 to be at their full operating capacity. If this operating condition occurred during a period when the Rochester area load was over 1435 MW, RG&E would be required to manually disconnect load which exceeds 1435 MW to keep from overloading and potentially damaging critical electric equipment.

Two of the 345/115 kV transformers (T1 and T3) at Station 80 have reached the ends of their useful lives and are scheduled to be replaced by larger capacity units by June 2014. T1 and T3 will each be replaced by 420 MW units, which are each 204 MW larger than their current ratings. The capacity of Station 80 will then increase to 1629 MW. With these capacity upgrades on T1 and T3, and during a maintenance or forced outage of the Ginna Nuclear Station at a

Rochester area load level of 1843 MW, subsequent loss of the 345/115kV, 462MW, transformer #5 at Station 80 will cause the Station 80 345/115kV transformers #1 and #3, and all the three 345/115kV transformers at Station 122 to be at their full capacity. If this operating condition occurred during a period when the Rochester load were over 1843 MW (a peak load level forecasted for 2014). RG&E would be required to manually disconnect load which exceeds 1843 MW to keep from overloading and potentially damaging critical electric equipment.

As a result, the new 345/115 kV Station 255 and the proposed transmission lines are required to be in service by December 2014.

B. Cost

11. RG&E projects the Project will cost $254,496,000. A table summarizing Project costs is included as Exhibit 32. The Project's cost and Project's construction activities, which are of relatively short duration, will not impact the local economy sufficiently to induce any significant changes in local residential, commercial, agricultural or industrial land use patterns. In addition, the installation of the transmission lines will be primarily within or adjacent to existing railroad and electric transmission rights-of-way, and the improvements to existing substations will not displace any existing land uses, disrupt any residential, commercial, agricultural, or industrial uses or otherwise cause a loss of business income. Accordingly, no mitigation is deemed necessary for economic impacts or for changes in residential, commercial or industrial land use patterns in the Project.

12. The proposed site for Station 255 is currently used for agriculture. Development of this land will reduce income from agricultural production, for which the property owner will receive just compensation through the purchase of this property. This change in land use and ownership will provide an increase in property tax revenue to the town of Chili.

C. Environmental Impact

13. The application and exhibits to be supplied for the record describe the nature of the probable environmental impacts of the Project, and are briefly summarized below. The environmental impacts are expected to be minimal, and limited to temporary, construction-related disturbance and inconvenience.

Land Use

14. Circuits 40, 940, 941 and the partial relocation of circuit 906 are proposed to be located along existing transmission and railroad corridors to minimize land use impacts and subsequent mitigation through active agricultural land and suburban and urban development consisting of residential and industrial land uses. The use of existing corridors and the underground configurations of some portions of the circuits minimize impacts on surrounding land uses. Proposed Station 255 will have a direct impact on land use because the proposed site is active agricultural land which will no longer be used for agriculture following site acquisition and development of the substation. Proposed Station 255 will result in the conversion of approximately 10 acres of active agricultural land to utility use. Active agricultural land traversed by the proposed transmission lines will be encumbered with the placement of new transmission structures, but agreements between local farm operators and RG&E will allow for

continued agricultural use. The proposed Project will not require the acquisition or relocation of any residences.

15. The proposed Project is consistent with the goals of the 2009 New York State Open Space Conservation Plan in that the plan recognizes that energy production and distribution capacity are important to New York State and the Northeast as a whole, and the Project makes use of a statewide planning and siting process that takes into consideration natural and recreational open spaces as well as the state's natural and cultural heritage. Local land use plans or policies of the towns of Chili, Gates, Henrietta, and the city of Rochester within Monroe County were heavily considered to guide routing, locations and configurations of the proposed circuit and substation to promote compatibility with existing and future land use.

Visual Resources

16. Potential visual impacts are greatest when incompatible landscape features or elements are added in a way that detracts from the overall setting or the enjoyment of historic, scenic and recreational resources. The Project study area for visual resources includes 95 county and municipal parks, 1 national and 8 state recreational resources, and 100 National Register of Historic Places listed and eligible properties. Considering the use of existing electric transmission and railroad corridors for proposed circuits 40, 940 and 941 and the limited number of public viewpoints due to the relative isolation of these corridors, potential impacts to visual and recreational resources will be minimal. In the southern portion of the study area south of Station 67, the relatively level topography and intervening vegetation associated with wetland areas limit potential views of the new circuits to only a few road crossings. North of Station 67, the urban context and industrialized railroad corridor to be used by circuit 941 will minimize

potential visual impacts. Although the development of Station 255 at the proposed site will result in a major new utility use in an agricultural landscape, only middle ground views of the substation will be available from Scottsville Road to the west and Milewood Road to the north, and the new substation will be viewed in the context of the existing 345 kV transmission lines along with the new transmission lines.

17. RG&E proposed an overhead to underground transition structure to be placed in the southwest corner of the Frontier Field parking area off West Broad Street in Rochester. The 115 kV circuit was proposed to be placed underground along the toe of the slope of the Conrail railroad tracks to end at the Station 23 substation. Shifting the transition structure approximately 437 feet west along the proposed route to the slope of the intersection of the Conrail right-of-way and West Broad Street (as now proposed) will further obscure the transition structure's visibility to spectators arriving at the Frontier Field parking area, residents living west of West Broad Street and travelers arriving in Rochester on I-490 West.

Cultural Resources

18. There are 49 archeological sites and 12 recorded historic sites within a 1 mile radius of the Project, none of which are within the Project's immediate footprint. Additionally, there are 104 known historic resources within a 3 miles radius, approximately 70% of which are within a 1 mile radius of the Project and are located in the historical urbanized neighborhoods of Rochester. Review of the historical development of the Project areas suggests that construction of circuits 40, 940 and 941 and associated Project elements is unlikely to impact significant historic resources in nearly any area of the preferred alignment. In conjunction with the preparation of the Environmental Management and Construction Plan ("EM&CP"), Phase I

archeological investigations will be conducted in areas of moderate to high archeological sensitivity in coordination with the Office of Parks, Recreation and Historic Preservation (OPRHP).

Terrestrial Ecology and Wetlands

19. The RARP impacts approximately 200 acres along 24.5 miles of ROW with various widths ranging from 20 to 220 feet. The dispersion and density of vegetative land cover throughout the Project Corridor correlate with adjacent land use, development and existing natural resources, and include cultivated cropland, wetland communities, intermixed forested upland communities, and invasive plant species along transmission line rights-of-way and railroad beds. The most significant effect on vegetation is the long-term conversion of existing forested communities to managed grassland or shrubland within cleared areas of the proposed rights-of-way. Permanent removal of approximately 50 acres of forest cover is expected in areas that require widening of the existing right-of-way and clearing of the new right-of-way, and selective clearing of undesirable woody species will be required for improved road access or construction activities. Vegetation clearing and management techniques will include mechanical and chemical applications, or a combination of the two. Implementation of an invasive species management plan will mitigate potential spread of invasive plant and insect species (i.e., Emerald ash borer).

20. A delineation of wetland areas completed in May 2012 identified 39 wetlands within the survey corridor and confirmed an additional 12 previously delineated wetlands within the existing right-of-way between Station 67 and Station 418. Subsequent analysis indicated that a total of 35 wetland acres are located within the Project right-of-way, of which

approximately 13.4 acres are forested wetlands; the remaining 21.6 acres are either emergent or scrub-shrub wetlands. Approximately 27.2 wetland acres out of the total 35 .0 acres within the project area are associated with 7 DEC-regulated wetlands (CI-5, CI-32, CI-40, CI-55, HR-26, HR-30, and GT-4). Of the 27.2 acres of State wetlands, 18.6 acres of wetland CI-5, a Class I wetland, will be impacted by the Project (the remaining State wetlands are Class II). The other non-State wetlands (i.e., Federal wetland), totaling approximately 7.8 acres, would likely fall under the jurisdiction of the U.S. Army Corps of Engineers (USACE). Based on field examination and review of aerial imagery, topographic maps and hydrography data, 40 of the delineated wetlands appear to have a hydrologic connection to the Genesee River, Black Creek, Little Black Creek, and Red Creek and their associated tributaries. Potential effects to wetland areas may occur directly or indirectly during construction, operation, and maintenance of the proposed ROW. Based on preliminary design, approximately 38 poles will be located in state-regulated wetlands and 62 poles located in the adjacent area of state-regulated wetlands. Long-term effects to wetlands would only occur if the wetland could not be spanned, if dredging or filling was required for structure installation, or where clearing would convert and fragment forested wetlands. Approximately 13.4 acres of State and Federal regulated, forested wetlands will be cleared of trees and converted to scrub-shrub wetlands. Every practical attempt will be made to avoid wetlands and minimize the disturbance area. A wetland mitigation plan will be submitted as part of the EM&CP.

21. Wildlife habitats are associated with suburban, rural residential and agricultural areas. Many species likely to occur are those that have adapted to interactions with humans and are in environments that have been disturbed by land use practices. Construction of new transmission corridors and Station 255 will result in a change in the structure and function of

wildlife habitat within the developed area. Species in active agricultural land and that favor edge and early successional habitats are likely to experience temporary displacement during construction and will return once construction is complete. Along existing corridors that may have undergone secondary succession resulting in established saplings and shrubs, changes in structure and function during construction will include removal of woody vegetation that will likely require wildlife species to seek other suitable habitat in adjacent habitats. The greatest impacts to the structure and function of wildlife habitat will result from expanding the existing right-of-way corridor in areas that will permanently convert forested habitat to early successional shrubland. An increase in early successional habitat types will benefit species that favor edge habitat, adversely affect species that require forest cover for food, shelter and nesting, and provide new foraging corridors for predatory species. Based on preliminary design, approximately 19.6 acres of forested upland communities will be cleared of trees and converted to shrubland.

22. The New York Natural Heritage Program identified several Federal and State-level protected threatened and endangered species in the vicinity of the proposed Project, including the Peregrine Falcon (*Falco peregrines*), big shellbark hickory (*Carya laciniosa*), and the silver maple-ash swamp as occurring or having the potential to occur within the Project area. RG&E performed a review of ecological communities for the presence of suitable habitat for bog turtle and peregrine falcon and to identify the presence of big shellbark hickory within or adjacent to the proposed right-of-way. Consultation with the DEC Wildlife Manager for Region 8 regarding the status and distribution of the Peregrine Falcon indicated the proposed Project should have little or no threat to nesting birds as there are no known nest sites along the immediate vicinity of the proposed transmission route, and protected species habitat surveys

confirmed the conclusions made in the Application. Populations of big shellbark hickory have been confirmed in the silver maple-ash swamp community in Black Creek Swamp in the town of Chili, including one within the survey area outside of the proposed right-of-way. Protected species habitat surveys also confirmed that there is no suitable habitat for bog turtle within the Project area.

Topography and Soils

23. The topography in Monroe County is nearly level to gently rolling; significant relief within the Project area is attributed to major drainages such as the Genesee River, the Erie Canal and Lake Ontario to the north. Analysis of Soil Survey Geographic data indicates 38 soil associations occur within the right-of-way. A total of four sand and gravel pits and a quarry have been identified within three miles of the proposed Project; none will be affected by construction or operation of the proposed Project. Substantial alterations of slope and gradient are not anticipated along the overhead portions of the alignment and mitigation measures will be implemented to address any soil erosion, compaction, and sedimentation during construction.

24. The underground segments would introduce additional topographic disturbances and best management practices will be implemented to curtail soil erosion and sedimentation during construction. The areas will be restored to pre-construction conditions. Proposed substation and transmission line improvements will be designed, constructed, operated, and maintained to be compatible with on-site geologic conditions and there are no geologic concerns that would have a long-term effect on the integrity of structures, as demonstrated by the long-standing presence of existing transmission lines along the proposed route. Two soil units along the proposed underground portions of the proposed Project indicate a depth to bedrock of less

than 5 feet; one area is near Station 418 and the other is encountered along Circuit 941 west of the Greater Rochester International Airport. Mechanical rock removal techniques will be implemented to achieve the required trench depth. Blasting, if required, will be performed in accordance with applicable state and local requirements.

Transportation

25. Circuit 940 in the town of Chili and circuit 941 in the towns of Chili and Gates border the western edge of the Greater Rochester International Airport. The rights-of-way are parallel to Runway 4/22 and are approximately perpendicular to Runways 10/28 and 7/25. Circuit 941 will be buried for approximately 3,700 feet adjacent to the end of Runway 10/28 and alongside circuits 916 and 926, two natural gas pipelines, and a water main. The overhead configurations to the north and south will not interfere with airport operations or air navigation. RG&E will coordinate the final design and construction of the adjacent overhead portions with the Greater Rochester International Airport and will incorporate appropriate design criteria and clearance requirements into its design and construction. In addition, a Notice of Proposed Construction or Alteration will be submitted to the Federal Aviation Administration (FAA) to confirm that the proposed construction activities in the vicinity of the airport will not impact air navigation or airport operations. With the exception of the Greater Rochester International Airport, there are no airports or heliports within 5 miles of the Project rights-of-way.

26. The Project uses the active CSX Railroad (Main Line) and Rochester & Southern Railroad corridors (and land adjacent to those corridors) and crosses the CSX Railroad (West Shore Division). Circuit 906 currently occupies a 2.5-mile-long right-of-way adjacent to the western edge of the Rochester & Southern rail line right-of-way and will be partially rebuilt to

the eastern edge of the rail line to better accommodate circuits 940 and 941. After the partial rebuild, circuit 906 will cross the Rochester & Southern rail line in one location near the southern edge of the NYPA right-of-way. Over its entire length, circuit 940 crosses CSX rail lines in two locations and the Rochester & Southern rail line in one location. Over its entire length, circuit 941 crosses CSX rail lines in three locations and the Rochester & Southern rail line in nine locations. Specialized construction techniques such as horizontal boring or horizontal directional drilling (HDD) will likely be used to install certain crossings, such as the crossing with Interstate 490.

27. RG&E will coordinate with the CSX Railroad and Rochester & Southern rail line regarding the use of two of the rail line corridors and the crossing of a third corridor. The final design for the transmission lines will reflect appropriate design criteria and clearance requirements. Construction activities will also be coordinated with the active railroad lines to ensure that construction activities do not conflict with railroad operations.

28. The Project crosses 41 state, county, or local roadways in Monroe County. Circuit 940 will cross state, county, or local roadways in 17 locations, four of which will be overhead and 13 will be underground. Circuit 941 will cross state, county, or local roadways in 25 locations, 23 of which will be overhead and two will be underground. The partial rebuild of circuit 906 involves the relocation a 2.5-mile segment of circuit 906 from the western edge of the Rochester & Southern rail line to the eastern edge; the existing right-of-way crosses two roadways in an aboveground configuration and the partial rebuild of circuit 906 will cross the same roadways approximately 50 feet east of its existing location on the opposite side of the Rochester & Southern rail line. Circuit 40 will cross one roadway in an overhead configuration.

29. A total of 15 road crossings (including highway ramps) will be in an underground configuration. Each of these crossings will be evaluated to determine the most appropriate construction technique (e.g., open trench, horizontal boring, and directional drilling). Specialized construction techniques such as horizontal boring and directional drilling will be used where necessary to minimize traffic disruption following consultation with the appropriate transportation agency. Open trenching may be used for local road crossings where lane closures, detours, and/or nighttime construction may be accommodated with limited traffic disruption.

30. During construction, the rights-of-way will be accessed at these public road crossings. The specific location of construction access points from local roads will consider the maintenance of safe traffic operations. Traffic control measures will be developed as part of the final design to address temporary signage, stabilized construction entrances, procedures for moving equipment and materials onto the right-of-way and possibly the shoulder, private commercial driveways, and roadway closings. The traffic control measures will also address procedures to be implemented during conductor stringing and underground drilling to ensure maintenance and protection of traffic (MPT) operations. The traffic control measures for these specific areas will be developed and implemented through MPT plans. To minimize potential conflicts, RG&E intends, where possible, to locate transmission structures outside of road rights-of-way. Should parking along the local roadways be required, all vehicles will be situated such that the safe operation of the roadway is not impeded.

31. The number of trips generated by the construction crews for right-of-way clearing, transmission structure erection, and conductor stringing will be minimal and short-term. Construction-related truck traffic will consist of equipment and material deliveries to the structure sites and removal of cleared vegetation and construction debris from the right-of-way.

Truck trips for these various purposes will also be minimal. The construction laydown areas and contractor parking will be determined during final design. Construction workers will likely arrive at and leave the site outside morning and evening peak travel periods. Deliveries of oversized equipment will be scheduled during off-peak periods to minimize traffic disruption.

32. The project will cross Interstate 490 in two locations; circuit 940 will cross Interstate 490 in an underground configuration, and circuit 941 will cross Interstate 490 in an overhead configuration. The NYSDOT requires that a Utility Work Permit application be submitted to install utilities within or adjacent to state highway rights-of-way. Following final design, RG&E will submit a Utility Work Permit application for all applicable road crossings and will fully comply with the permit conditions. Best management practices will be employed during construction activities to prevent the deposition of materials onto local roadways. Soil washed, dropped, spilled, or tracked outside the limit of disturbance or onto public rights-of-way will be removed in a timely manner. All work within state highway rights-of-way will be designed and performed according to the traffic and safety standards and other substantive requirements contained in 17 NYCRR Part 131, entitled Accommodation of Utilities Within State Highway Right-of-Way; and other applicable governmental design standards

33. Circuit 941 crosses the Erie Canal, which is part of the New York State Canal System, along the border of the City of Rochester and the Town of Gates. The Project will require a work permit from the New York State Canal Corporation. Construction activities will also be subject to the Special Provisions for Work In or Over Navigable Waterways Operated by the New York State Canal Corporation. Through the issuance of these permits, the Canal Corporation will review the line design and ensure that the Project will allow for adequate clearances and setbacks to accommodate continued vessel traffic.

34. The northern portions of the project are located in urban and suburban areas with relatively dense development that provide opportunities for pedestrian traffic. In downtown Rochester, where pedestrian traffic would be greatest, circuit 941 will be underground. The remainder of the right-of-way in the City of Rochester will be along the CSX Railroad (Main Line) and Rochester & Southern Rail Line. The existing rail lines create limitations to pedestrian access. Circuit 940 will be underground in the towns of Gates and Chili, from Station 418 to Station 67, and will follow an existing electric transmission corridor that currently limit pedestrian access. In the Town of Gates, along the border of the City of Rochester, circuit 941 and the Rochester & Southern Rail Line cross the Erie Canal Heritage Trail. The Erie Canal Heritage Trail is part of the Erie Canalway National Heritage Corridor and is a designated National Recreation Trail. The corridor is currently used by the rail line, and the addition of circuit 941 should not pose any additional issues related to the continued use of the trail. Also, circuits 940 and 941 will cross the Genesee Valley Greenway Trail in the Town of Henrietta. Measures will be taken during construction to dissuade trail users from entering the construction zones to avoid potential conflicts with trail users, particularly during conductor stringing. Proposed signage and other mitigation measures to protect trail users during construction will be provided in the forthcoming EM&CP and developed in consultation with Friends of Genesee Valley Greenway (www.fogvg.org). The southern portion of the Project is routed through rural areas characterized by large plots of agricultural and forested land not commonly visited or accessed by the public. In this portion, the right-of-way continues to follow the Rochester & Southern Rail Line to a point where it turns east to avoid a federal Department of Agriculture conservation easement, proceeds across agricultural land to a point northeast of the conservation easement, then turns south and proceeds to a route parallel to the right-of-way of NYPA's cross-

state lines. Both the rail line and the electric transmission line create pre-existing limitations to pedestrian access.

Water Quality and River Corridors

35. The Project area is located within the Lower Genesee River Basin. Twenty-four (24) linear aquatic features were delineated in the field and one feature, delineated during 2009, was reviewed to verify whether identified site conditions persist. Of the total 25 linear aquatic features, nine (9) are mapped blue lines including Genesee River, Black Creek, Little Black Creek, and Red Creek and their associated tributaries. Potential Project-related impacts to surface waters will be associated with clearing and grading for construction access, installation and operation of the transmission line within and downstream of the Project corridor, and hazard tree removal in areas adjacent to and within the Project Corridor. To the extent possible, vehicular access across streams and other watercourses will be avoided by interrupting access along the right-of-way and precluding construction traffic through these areas. If necessary, stream crossings will be done in the dry to the extent possible or where existing stream crossings are available. To further reduce impacts to surface waters, transmission line structures will be located as far as possible from streams and rivers to facilitate the preservation or establishment of vegetative buffers. Operation of the Project and routine maintenance of the rights-of-way will not result in discharges to surface waters, increases in stormwater runoff volumes or erosion or flooding potential along the existing rights-of-way or surrounding lands.

Noise

36. Construction of overhead and underground transmission lines will generate noise levels that are periodically audible along the Project route, access roads, structure sites,

conductor pulling sites, and staging and maintenance areas. Construction equipment will be similar to that used during typical public works projects and tree service operations. Construction at substations will include equipment modification and installation of new equipment and is not anticipated to be a significant source of construction noise. New Station 255 will require more extensive construction activity, including the creation of a permanent access road, clearing of vegetation and grading at the site. All construction activities will occur during daytime hours.

37. Noise generated by the operation of transmission lines typically contributes little to area noise levels when compared to other common sources, such as that from vehicles, aircraft and industrial sources, although the noise is greater with increasing transmission line voltages. The operation of substations involves switching, protection and control equipment and typically one or more transformers, which generate the sound generally described as a low humming, which will attenuate with distance at different rates depending on the transformer dimensions, voltage rating, and design. Substation maintenance will generate short-term, daytime traffic noise during Project maintenance and inspection that is not expected to result in adverse noise impacts.

38. Acoustic noise modeling results for Station 255 under several operating scenarios (i.e., with and without transformer cooling fans) indicate no exceedances of NYSDEC 6 dBA incremental noise increase criterion with the natural cooling (i.e., no fan operation) and low fan scenarios and two potential exceedances of the criterion under the high fan operating scenario. Based on the available data and acoustic modeling results, the Project can be adequately designed to meet all established noise limits and operate in compliance with NYSDEC Program Policy guidelines and local noise ordinances. Proposed Certificate Condition 44(b) provides limits on noise from Station 255 and requires post-construction testing of noise from Station 255.

Electric and Magnetic Fields

39. Under the Commission's September 11, 1990, "Statement of Interim Policy on Magnetic Fields of Major Electric Transmission Facilities," the peak field at the edge of the right-of-way corresponding to the Winter Normal conductor rating shall not exceed 200 mG. The calculated magnetic field for the new circuits 40, 940 and 941 and relocated circuit 906 varies from 20 mG to 173 mG at the edge of the right-of-way. Under the standard set forth in Commission Opinion No. 78-13, the maximum electric field at the edge of the right-of-way shall not exceed 1.6 kV/m. The calculated electric field for the new circuits 40, 940 and 941 and relocated circuit 906 varies from 0.08 kV/m to 1.56 kV/m. An EMF study is included as Appendix C to the Application.

The Availability and Impact of Alternatives

40. The Application and exhibits to be supplied for the record describe the availability and impact of alternatives to the Project and are briefly summarized below. Considering all factors, the Signatory Parties agree that the electric substation location for this Joint Proposal is preferable, on balance, to any of the alternatives considered. The location is preferred due to its relatively minimal impacts to wetlands, floodplains, topography, and residential areas. The selected routes and configurations are preferred because they use existing electric transmission and railroad corridors and avoid impacts to existing land uses.

Alternative Sites for Station 255

41. The Signatory Parties considered and rejected various alternative sites for the new 345 kV/115 kV substation (Station 255). A total of eight alternative site locations were

considered for Station 255. Alternative Site 1 was the westernmost option and was determined to be the least desirable site for Station 255. Alternative Site 2 had direct residential impacts and significant site constraints including slope and potential wetland impacts, and was not considered a feasible site for Station 255. Alternative Site 3 had potential residential, wetland, and floodplain impacts and would have required significant quantities of fill, and was not considered desirable. Alternative Site 4 was considered viable but a review of floodplain mapping and site elevations indicated significant grading and filling would be likely. Alternative Site 5, Alternative Site 6a, and Alternative Site 6b would not have resulted in any direct residential, wetland or floodplain impacts, would have resulted in comparable impacts to active agricultural land, and were similarly situated with regard to proximity to residences and public roads. Of these three, Alternative Site 6a was considered most preferable because it had the lowest estimated grading and site development costs. After consideration of the route options for circuit 40, Alternative Site 7 was proposed to avoid residential impacts caused by the 345 kV line.

42. To minimize agricultural impacts, RG&E evaluated shifting the proposed Station 255 site approximately 200 feet and 400 feet to the east at the request of the property owner and the Department of Agriculture and Markets. Estimated site development costs would increase with either of these options due to the need for additional fill and grading. The location 400 feet to the east was decided upon as the best location of Station 255. The proposed site of Station 255 is located on approximately 10 acres of active agricultural land adjacent to the existing NYPA 345 kV right-of-way. Station 255 will be approximately 2,000 feet east of Scottsville Road and 2,000 feet west of the Genesee River.

Alternative Transmission Line Routes

43. The Signatory Parties considered and rejected various alternative substation locations and electric transmission line routes for the Project. Two alternative routes, including several variations of each route, were considered for circuit 940; two alternative routes, including several variations, were considered for circuit 941; and five alternative routes were considered for circuit 40.

44. The rejected option for circuit 940 was the West Alternative. The West Alternative traverses significantly more residentially zoned land than the East Alternative (5.6 miles versus 1.8 miles). The West Alternative also crosses twice the amount of wooded wetlands (3.0 miles versus 1.5 miles) and nearly twice the amount of potential habitat for rare plants and animals (3.3 miles versus 1.7 miles). The West Alternative is approximately 0.4 mile longer than the East Alternative. Most importantly, the West Alternative would create approximately 6 miles of new electric transmission right-of-way, while the East Alternate would parallel or make use of existing electric transmission rights-of-way for nearly 8 miles out of the total 9.1 miles. After weighing all these factors, the East Alternative was selected as the preferred route for circuit 940.

45. The rejected option for circuit 941 was the Underground Alternative. Environmental factors are of limited value in comparing the Overhead Alternative and the Underground Alternative for circuit 941. Considering the shared alignment along the Rochester & Southern rail line north of the NYPA right-of-way, wetland impacts are comparable for both of these alternates. Both alternatives also make extensive use of existing rights-of-way: railroad and utility corridors for the Overhead Alternative, public roadways for the Underground Alternative, and long-term land use impacts are negligible for either alternate. Both routes are

comparable in overall length (10.4 miles for the Underground Alternative compared to 9.8 miles). The most significant differentiators between these two alternates are the relative costs and construction-related impacts of overhead versus underground transmission lines. The cost of materials and construction along the Overhead Alternative is significantly lower than the cost of underground construction, regardless of the selected route. The greater costs for any specialized crossings or bridges could potentially add to the cost of underground construction. Localized disruptions during construction, including impact to local businesses and traffic impacts, are also greater with underground construction within public roadways; manhole installations would be particularly disruptive. Weighing these various cost and engineering considerations, the advantages of the Overhead Alternative clearly make that the recommended alternative for circuit 941.

46. The alternative routes for circuit 940 and circuit 941 include variations to avoid a 55-acre conservation easement owned by the Anna Gunther Living Trust that is crossed by the NYPA right-of-way just east of the Rochester & Southern rail line. RG&E considered three alternative routes to the north of the conservation easement that cross through a combination of active agricultural land and wetlands while avoiding residences and selected one of the routes – identified as V-V2-T2 – to be the preferred route in the event that Circuits 940 and 941 could not traverse the conservation easement. Subsequent to the filing of the Application, RG&E was unable to secure an agreement with the owner of the underlying parcel, and has since recommended that the preferred alternative (V-V2-T2) be certified as the route for Circuits 940 and 941.

47. Five routes were determined and considered for circuit 40 prior to the decision that Alternative Site 7 was the preferred location for Station 255. RG&E identified and evaluated

Station 255 Alternative Site 7 in response to the potential for circuit 40 to have impacts on surrounding residences. The five alternative routes previously considered for circuit 40 are named Alternative A through E. Alternative A places circuit 40 within 250 feet of three residences and would likely require the removal of two abandoned storage sheds. Most importantly, the need to deviate to the north of Station 419 and the two existing 115 kV lines near Station 80 would place the new 345 kV line in an adverse position relative to the expanded layout of Station 80. For this primary reason, Alternative A was eliminated from further consideration. Alternative B was the underground alternative and would be far more expensive than the overhead options and would require specialized construction techniques at two road crossings. Alternative C would provide the most direct overhead route between new Station 255 and Station 80 but would result in the most significant land use impacts – the acquisition and removal of at least one residence (possibly two) along Scottsville Road. To avoid those impacts, Alternative D would deviate from the existing NYPA right-of-way and create a new stand-alone 345 kV right-of-way of approximately 4,000 feet. Land use impacts would not be entirely avoided as this new right-of-way would be located between two residences and down the middle of an undeveloped parcel with 200 feet of frontage on Scottsville Road. This alternative would eliminate any development potential of this parcel and would place the circuit 40 centerline approximately 150 feet from each of the two residences. Alternative E provides another option to avoid the direct impact to residences along Scottsville Road. Land use impacts would not be entirely avoided with Alternative E because this new right-of-way would be within 180 feet of five residences along Morgan Road and Scottsville Road and would preempt development of 1,000 feet of road frontage along the south side of Morgan Road. After consideration of these alternative routes for Circuit 40, RG&E identified and evaluated Station 255 Alternative 7 to

avoid impacts on surrounding residences. From Station 255 Alternative Site 7, the new 345 kV line will exit the substation to the east, angle north at the edge of a wooded area, and continue east along the southern edge of the NYPA and Empire Pipeline right-of-way. From the point at which it joins the existing right-of-way, the new 345 kV line would follow the same alignment as Alternatives C, D, and E to Station 80.

Expansion of Existing Rights-of-Way

48. Most of the new and rebuilt facilities for the proposed Project are located along existing electric transmission and railroad rights-of-way. Circuits 940, 941, and 40 will require expansion along the northern and southern edges of the existing NYPA 345 kV right-of-way. Additionally, circuit 940, circuit 941, and the partial rebuild of circuit 906 will require expansions of the Rochester & Southern and CSX railroad corridors. The northern portion of circuit 940 will be within the existing National Grid-RG&E electric transmission corridor and will not require expansion of the existing right-of-way.

Alternative Methods to Fulfill Energy Requirements

49. Alternative methods to fulfill energy requirements considered by RG&E included a “no-action” alternative, various system alternatives and the feasibility of demand-side management, and distributed generation. The Signatory Parties agree that the “no-action” alternative is not a viable option because the Project is required to provide increased reliability for the RG&E system.

50. Alternative means of reinforcing the transmission and distribution system in the Greater Rochester area were evaluated prior to the selection of the proposed Project. The

alternatives included the construction of a new 345 kV/115 kV station at or in the vicinity of Station 23 and/or Station 418. It was judged that a new substation in downtown Rochester or Gates would not be feasible based on cost and environmental impact.

51. Energy efficiency, demand-side management and distributed generation are cost-effective, viable components of electric supply plans that can help to meet the State's environmental and greenhouse gas emission goals. However, they do not sufficiently address RG&E's obligation under the New York State Public Service Law to supply reliable and essential electric service to its customers. Energy efficiency, demand-side management and distributed generation are cost-effective, viable components of electric supply plans that can help to meet the State's environmental and greenhouse gas emission goals. However, they do not sufficiently address RG&E's obligation under the New York State Public Service Law to supply reliable and essential electric service to its customers. Demand-side management is viewed as a short-term, temporary solution to alleviate potential overloads during peak demand periods. To produce the same level of energy that will be produced by the Project, the Rochester area would need to attract, site, license, design and construct a large number of individual distributed generation projects over the next four years. This is not considered viable. The Project needs to be in service well before such distributed generation could be constructed. The need for greater reliability in the Rochester area necessitates construction of the proposed Project.

D. Undergrounding Considerations

52. Underground portions of the Project include circuit 940 between Station 67 and Station 418, circuit 941 near the Greater Rochester International Airport, and circuit 941 in downtown Rochester. The underground portions of this Project will use solid dielectric cables.

The other viable cable technology is high pressure fluid filled ("HPFF") pipe-type cables. HPFF pipe-type cables consist of three cables installed in a steel pipe that is filled with dielectric fluid pressurized at 200 psig. As with the proposed solid dielectric cable system, HPFF pipe-type cables require manholes at periodic intervals for splicing. However, unlike solid dielectric cables, HPFF cable systems also require pressurization equipment and storage for the dielectric fluid, typically at both ends of the HPFF cable system. Considering these additional requirements and the potential spatial limitations at the points of transition from overhead to underground, HPFF cable technology was not preferred for this Project. At the request of DPS Staff, RG&E evaluated in Exhibit 27 extending the underground portion of the most northerly section of circuit 941 approximately 0.15 miles west to a location just east of W. Broad Street. After completion of the study, RG&E agreed to DPS Staff's request that this additional segment be constructed underground. The primary advantage of extending circuit 941 underground an additional 0.15 miles is the elimination of the overhead crossing of NYS I-490. The major disadvantage is the risk associated with the construction of an underground crossing of an interstate highway. The construction options for crossing NYS I-490 underground are very limited, with HDD technology being the most viable solution.

E. Conformance to Long-Range Plans for Expanding the Electric Power Grid

53. The Project conforms to the requirements and planning objectives of the New York State Independent System Operator and is consistent with RG&E's long-range plans for the expansion of its transmission facilities. The Project will serve the interests of electric system economy and reliability. With completion of this Project, RG&E will improve the reliability of

the transmission system for the loads served by this line and avoid unplanned outages due to potential failure of the existing facilities.

F. System Reliability Impact Study

54. The results of the System Impact Study indicate that the proposed Project would not adversely impact the reliability of the New York State Transmission System. The Project has no significant negative impact on the bulk power system except for increased post-contingency flows on the 115 kV circuit 910 (Station 418 – Station 67), on one 34.5 kV line (Station 49 – Station 42), and on the resulting 2-mile 345 kV line segment on the right-of-way west of Station 80 to the new Bulk Power System Station 255.

H. State and Local Laws

55. The Company will comply with the substantive provisions of each applicable state statute and regulation. Exhibit 7 identifies, for each local jurisdiction, every substantive local legal provision (ordinance, law, regulation, standard and requirement) potentially applicable to the Project and specifies every such local legal provision that RG&E has requested in Exhibit 7 that the Commission not apply because, as applied to the Project, such local legal provision is unreasonably restrictive in view of the existing technology, factors of costs or economics, or the needs of consumers. Except for those provisions the Company specifically requested that the Commission refuse to apply, the Company will comply with, and the location of the Line as proposed conforms to, all substantive local legal provisions that are applicable to the Project. Due to the preemptive effect of PSL Section 130, procedural requirements to obtain any approval, consent, permit, certificate or other condition for the construction or operation of the Project do not apply.

I. Public Interest, Convenience and Necessity

56. RG&E conducted public outreach regarding the Application, including letters to and meetings with local officials in areas affected by the Project, letters to property owners adjacent to the proposed Route, public open house meetings in the Towns of Henrietta, Chili, and Gates and the City of Rochester, and meetings with groups interested in the Project. Comments in support of the Project were filed by the municipalities in which the Project will be situated.

IV. Proposed Findings

57. The Signatory Parties agree that the record in this proceeding supports the Commission findings required by PSL Section 126 and set forth in Appendix C.

V. Proposed Certificate Conditions

58. The Signatory Parties agree that the Proposed Certificate Conditions set forth in Appendix D attached hereto are acceptable and appropriate for inclusion in a Certificate of Environmental Compatibility and Public Need authorizing construction and operation of the Project as reconfigured herein.

VI. Environmental Management & Construction Plan Specifications

59. The Signatory Parties agree that the Specifications for Development of EM&CP set forth in Appendix E attached hereto and the EM&CP Best Practices Manual included as Exhibit 31 in Appendix A are acceptable and appropriate for application to the Project as described herein.

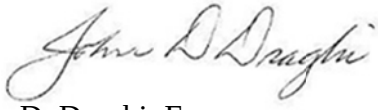
VII. Water Quality Certification

60. The Signatory Parties agree that the record in this proceeding supports the issuance of the proposed water quality certification set forth in Appendix F attached hereto. On November 14, 2011, the Buffalo District of the USACE advised that the period specified in 33 CFR 325.2(b)(1)(ii) after which a waiver of the 401 water quality certification will be deemed to occur commences upon receipt of a permit application by the USACE, given that RG&E has requested a water quality certification from the Commission but not yet applied for a permit from the USACE. RG&E has agreed to provide to Staff a copy of its permit application contemporaneous with its filing with the USACE so the water quality certification may be issued before a waiver is deemed to occur. At its March 15, 2000 session, the Commission delegated the authority to issue WQCs to the Director of the Office of Electricity and Environment or his successor. The Director of the Office of Energy Efficiency and the Environment has, in fact, issued water quality certifications.

Dated: December 5, 2012

Respectfully submitted,

Rochester Gas and Electric Corporation

By: 
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Case 11-T-0534
Rochester Area Reliability Project

APPENDIX A
LIST OF EXHIBITS, DISCOVERY RESPONSES AND TESTIMONY
TO BE INCLUDED IN THE RECORD OF THE PROCEEDING

Exhibits

Exhibit 1: Application and General Information (Exhibit 1 to the Application)

Exhibit 2: Location of Facilities (Exhibit 2 to the Application)

Exhibit 3: Alternatives (Exhibit 3 to the Application)

Exhibit 4: Environmental Impact (Exhibit 4 to the Application)

Exhibit 5: Design Drawings (Exhibit 5 to the Application)

Exhibit 6: Economic Effects of Proposed Facility (Exhibit 6 to the Application)

Exhibit 7: Local Ordinances (Replacement Exhibit 7 to the Application, filed with Exhibit 18)

Exhibit 8: Other Pending Filings (Exhibit 8 to the Application)

Exhibit 9: Cost of Proposed Facility (Exhibit 9 to the Application)

Exhibit 10: Description of Proposed Transmission Facility (Exhibit E-1 to the Application)

Exhibit 11: Other Facilities (Exhibit E-2 to the Application)

Exhibit 12: Underground Construction (Exhibit E-3 to the Application)

Exhibit 13: Engineering Justification (Exhibit E-4 to the Application)

Exhibit 14: Effect on Communications (Exhibit E-5 to the Application)

Exhibit 15: Effect on Transportation (Exhibit E-6 to the Application)

Exhibit 16: Agency Correspondence (Appendix A to the Application)

Exhibit 17: EMF Study (Appendix C to the Application)

Exhibit 18: Letter of December 16, 2011 from J. Draghi to PSC Secretary Brilling submitting RG&E's responses to Secretary Brilling's letter of November 22,

	2011, concerning deficiencies in RG&E's application and additional information requested by the PSC
Exhibit 19:	Appendix A to Exhibit 18: Document Deficiencies, including attachments referred to therein
Exhibit 20:	Appendix B to Exhibit 18: Additional Information Requested, including attachments referred to therein
Exhibit 21:	Responses to Information Requests DPS-1 through DPS-14
Exhibit 22:	Responses to Information Requests DEC-1 through DEC-20
Exhibit 23:	Response to Information Request AGM-1
Exhibit 24:	RG&E's Wetland Delineation Report
Exhibit 25:	RG&E's Invasive Species Survey Report
Exhibit 26:	RG&E's Protected Species Habitat Survey Report
Exhibit 27:	RG&E's Study of Additional Undergrounding of Circuit 941 west of Frontier Field.
Exhibit 28:	Engineering Justification - Supplement to Exhibit E4
Exhibit 29:	Map Showing Revised Location of Station 255
Exhibit 30:	RG&E's Responses to Inquiries from DEC During Negotiations
Exhibit 31:	RG&E/NYSEG EM&CP Best Management Practices
Exhibit 32:	Cost of Proposed Facilities
Exhibit 33:	RG&E's Responses to DEC Questions on Description and Location of Facility
Exhibit 34:	Exhibit 7 to Application, Revision 3
Exhibit 35:	Town of Chili Design Criteria and Construction Specification Manual (not available online)
Testimony:	Direct Testimony of Richard Brown, J. Frank Cascino, Kurt Doern, Barry Hart, Carol Howland, Tracy Landers, Jeffrey McKinney, Peter Strzempka, Craig Wolfgang, and Thomas Yurik sponsoring Exhibits 1 through 9 [Exhibits 1 through 9 to the application in this proceeding (the "Application")] and Exhibits 10-15 (Exhibits E-1 through E-6 to the Application).

CASE 11-T-0534

APPENDIX B

DESCRIPTION AND LOCATION OF FACILITY

The Rochester Area Reliability Project includes a new 9.6-mile 115 kV transmission line (circuit 940), a new 11.1-mile 115 kV transmission line (circuit 941), the reconstruction of 2.0 miles of an existing 115 kV transmission line (circuit 906), a new 1.8-mile 345 kV transmission line (circuit 40), a new 345 kV/115 kV substation (Station 255), and improvements to three existing substations (Stations 23, 80, and 418) in the towns of Chili, Gates, and Henrietta and the City of Rochester in Monroe County. The partial rebuild of circuit 906 involves a 2.0-mile segment adjacent to the Rochester & Southern rail line. Circuit 940 will be 9.6 miles long and will connect new Station 255 in the town of Chili to the existing Station 418 in the town of Gates. Circuit 941 will be 11.1 miles long and will connect new Station 255 to existing Station 23 in the city of Rochester. The new 345 kV circuit will connect new Station 255 to existing Station 80 in the town of Henrietta (all distances are approximate). New protection and communication system upgrades will also be required within the existing control buildings at RGE Station 80 in the town of Henrietta, New York State Electric and Gas (NYSEG) Kintigh Substation in the town of Somerset, and New York Power Authority's (NYPA) Niagara Substation in the town of Lewiston.

Circuit 906 Partial Rebuild

Existing circuit 906 is located on a centerline easement that, for the most part, parallels the western edge of the Rochester & Southern Railroad for approximately 2.5 miles between the NYPA 345 kV right-of-way and the point at which circuit 906 heads east, away from the Rochester & Southern rail corridor. The existing circuit 906 right-of-way and the west side of the Rochester & Southern Railroad right-of-way are wide enough to accommodate proposed circuits 940 and 941. Accordingly, circuit 906 will be relocated to the eastern edge of the Rochester & Southern Railroad to minimize right-of-way clearance requirements for circuits 940 and 941. A total of approximately 2.0 miles of circuit 906 will be rebuilt in the town of Chili from the point at which circuits 940 and 941 join the Rochester & Southern rail corridor and the point at which circuit 906 heads east.

Circuit 906 will be rebuilt with single wood pole or wood pole equivalent (WPE) steel structures with gray porcelain horizontal line post insulators (one insulator is typically composed of two pieces bolted together). Pole heights will average from 60 to 80 feet in height above ground, with spans averaging 200 to 350 feet. Self-supporting galvanized steel pole structures will be used at the angle and dead end locations, using nine gray porcelain 10-inch B+S suspension insulators for angles and dead ends per phase. The conductor will be 336.4 KCM ACSR 26/7 “Linnet.”

Proposed 115 kV Circuits 940

Circuit 940, which is approximately 9.6 miles long, will leave Station 255 and head west for approximately 0.75 miles west along the northern edge of the NYPA right-of-way. At this location, the line will turn north through agricultural land, and then west to the Rochester & Southern rail line. Circuit

940 will cross the rail line and continue north along the west side of the rail corridor for approximately 4.5 miles and transition to a buried cable system in the area of Station 67. From this point, the line follows an existing National Grid/RGE utility corridor to Station 418. Circuit 940 will share the RGE portion of the right-of-way with existing 115 kV overhead circuit 910 and future overhead circuit 939. With the exception of a 1.1 mile segment immediately south of the CSX Railroad (West Shore Division), the proposed circuit 940 right-of-way parallels or makes use of existing transmission rights-of-way for its entire length. Of the entire length of circuit 940, approximately 2.4 miles are in the town of Gates and approximately 7.2 miles are in the town of Chili.

The poles will be constructed of galvanized steel and will average 60 to 85 feet in height above grade. Structure-to-structure span lengths will be approximately 280 to 375 feet. Dead end and angle poles will be self-supporting and constructed of galvanized steel. The conductor is expected to be a bundle of 2-1033.5 KCM ACSR 45/7 "Ortolan" conductors per phase that will provide a normal summer rating of 300 MVA and a summer LTE rating of 550 MVA. A detailed description of the shield wire is provided in Section E-1.2.5, Aerial Ground Wires. Insulator design will consist of gray, braced post polymer (single unit), insulators for tangents and 9- to 10-inch B+S suspension insulators for angles and dead ends per phase in gray porcelain.

Circuit 940 will transition underground at the south edge of National Grid's Lockport-Mortimer right-of-way, near Station 67. The circuit will be buried across the National Grid right-of-way and longitudinally within the RG&E portion of the right-of-way, due to the number of existing and scheduled transmission lines. The duct bank for the transmission line will be installed within an open-cut trench excavated along the preferred route described. Certain road crossings (e.g., I-490 including the CSX Railroad and State Route 204 ramps) will likely require special construction methods, such as horizontal directional drilling (HDD) and horizontal boring.

Proposed 115 kV Circuit 941

Circuit 941, which is 11.1 miles long, will leave Station 255 and head west for approximately 0.85 miles parallel to circuit 940 along the northern edge of the NYPA right-of-way, north through agricultural land, and then west to the Rochester & Southern Railroad. Circuit 941 will continue north, parallel to circuit 940 for approximately 2.0 miles and will cross over to the east side of the rail line where circuit 906 heads east. From this point, the line will continue north for approximately 3.0 miles and transition to a buried cable system in the vicinity of the Rochester International Airport for a distance of approximately 0.7 miles. It will then transition back to overhead construction for a distance of approximately 3.4 miles. At this point, the remaining approximately 0.4 miles will transition to underground construction before terminating at Station 23. Of the entire length of circuit 941, 3.0 miles are in the city of Rochester, 1.2 miles are in the town of Gates, and 6.9 miles are in the town of Chili.

The line will be constructed on WPE steel, single-circuit, single-pole structures. The poles will be constructed of galvanized steel and will average 60 to 85 feet in height above grade. Structure-to-structure span lengths will be approximately 250 to 375 feet. Dead end and angle poles will be self-supporting and constructed of galvanized steel. The conductor is expected to be a bundle of 2-1033.5

KCM ACSR 45/7 “Ortolan” conductors per phase that will provide a normal summer rating of 300 MVA and a summer LTE of 550 MVA. Insulator design for tangents will consist of gray, braced post polymer (single unit) insulators; for angles and dead ends, it will consist of nine gray porcelain 10-inch B+S suspension insulators per phase.

Approximately 600 feet north of Beahan Road, circuit 941 will transition to an underground configuration for approximately 0.7 mile due to airport restrictions (existing circuits 916 and 926 are also located underground within this right-of-way, along with two natural gas pipelines and a water main). South of Brooks Avenue, circuit 941 will transition back to an aboveground configuration. The last approximately 0.4 mile of circuit 941 transitions to an underground configuration at a point adjacent to the CSX rail line just east of W. Broad Street and continues underground to Station 23. The duct bank for the transmission line will be installed within an open-cut trench excavated along portions of the preferred route described. The underground segments of circuit 941 include approximately 0.3 miles in the town of Gates, approximately 0.4 mile is in the town of Chili, and approximately 0.4 miles in the City of Rochester which will be within easements to be acquired from Monroe County and County of Monroe Industrial Development Agency. The underground crossing of I-490 in the city of Rochester will require HDD installation. The two additional underground road crossings in the city of Rochester (Plymouth Avenue North and State Street) will also likely require special construction methods, such as HDD and horizontal boring or some other method acceptable to the City of Rochester, to avoid traffic disruption.

Proposed 345 kV Circuit 40

The new 345 kV circuit 40 will connect new Station 255 in the town of Chili to existing Station 80 in the town of Henrietta. Circuit 40 will extend east for approximately 1.8 miles along the southern edge of the existing NYPA right-of-way. Of the total distance, approximately 0.5 mile is in the town of Chili and 1.3 miles are in the town of Henrietta.

The poles will be self-supporting, constructed of galvanized steel, and will average 90 to 130 feet in height above grade. Structure-to-structure span lengths will be approximately 700 to 900 feet. The conductor is expected to be a bundle of 2-795 KCM ACSR 26/7 “Drake” conductors per phase that will provide a normal winter rating of 1591 MVA and a winter long term emergency (LTE) rating of 1745 MVA. Insulator design will consist of an I-string (19- to 10-inch B+S suspension insulators) for tangents and 22- to 10-inch B+S suspension insulators for angles and dead ends per phase in gray porcelain. The phases and techniques of line construction are generally the same for both 115 kV and 345 kV, but the larger 345 kV structures and foundations will likely require more substantial access roads. The overhead crossing of the Genesee River may also involve special techniques during conductor stringing.

Proposed Station 255

The new Station 255 will occupy an approximately 10-acre site adjacent and to the south of the existing New York Power Authority 345 kV right-of-way in the town of Chili. The overall fenced area for proposed Station 255 will be approximately 590 feet by 840 feet. The proposed substation site is located in an agricultural field with minimal trees and outside any mapped wetland or floodplain areas. The average site elevation is approximately 540 feet above mean sea level. The substation will require the addition of

an access road from Milewood Road. The substation will be located approximately 60 feet off of the 345 kV NYPA right-of-way to allow adequate space for expansion towards the north to add a third 115 kV bay, if needed.

The 345 kV breaker and half bus arrangement will consist of four bay positions that contain eleven 345 kV, 3000 A gas-insulated breakers and associated 3000 A motor-operated disconnect switches for isolating each breaker, line terminals, and power transformers. Voltage instrument transformers for relaying purposes will be installed on each main bus and line terminals.

The 115 kV breaker and half bus arrangement will consist of two bay positions that contain six 115 kV, 3000 A gas-insulated breakers and associated 3000 A motor-operated disconnect switches for isolating each breaker, line terminals, and power transformers. Voltage instrument transformers for relaying purposes will be installed on each main bus and line terminals.

Improvements to Existing Substations

The proposed Project includes equipment additions, removals and upgrades at three existing substations on the 115 kV system: Station 23 located in downtown Rochester, Station 80 located in the Town of Henrietta, and Station 418 located in the Town of Gates. All modifications at Station 23 to provide for the termination of circuit 941 will be accommodated within the existing enclosed building. To provide a new source into the Rochester area, a new 115 kV line from the new Station 255 will be terminated at the existing Station 23. The new 115 kV line (circuit 941) is to be rated for 300 MVA Summer Normal and 550 MVA Summer LTE and is to be connected to Bus Section 1 and 2 via a Gas-Insulated Substation (GIS) double bus bar arrangement.

The additional 345 kV bay at Station 80 for circuit 40 will be accommodated within the existing fence line of that substation. The construction of the new Station 255 will impact the protection system for the existing 345 kV NYPA lines that currently run from Station 80 to NYPA's Niagara substation and Station 80 to NYSEG's Kintigh substation. To provide adequate protection for these new line segments from Station 80 to the new Station 255, the protection and communication systems for lines SR1-39B and NR-2B at Station 80 will need to be upgraded. To mitigate the reduction in transfer limits on the West Central and Dysinger East interfaces, a third 345 kV line from Station 80 to Station 255 will be built. The new 345kV line (circuit 40) will be rated 1591 MVA Winter Normal and 1745 MVA for Winter LTE. To increase reliability, 1 Transformer (1T) rated 345 kV/115 kV, 200 MVA, which is currently connected to the main Bus Section 1, will be reconnected into the new breaker and half bay position

Minor relocations of the existing fence line within the current substation property will be necessary at Station 418 to provide space for the termination of circuit 940. To provide a new source into the Rochester area, a new 115 kV line from the new Station 255 will be terminated at the existing Station 418. The new 115 kV line (circuit 940) is to be rated for 300 MVA Summer Normal and 550 MVA Summer LTE and is to be connected to Bus Section 2.

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APPENDIX C
PROPOSED COMMISSION FINDINGS

1. Based upon the information provided in Exhibits 13 and 28, sponsored by Jeffrey McKinney, the electric transmission project for which Rochester Gas and Electric Corporation ("RG&E") seeks a certificate ("Project") is needed to reinforce RG&E's overall electric transmission system and its interface with the New York State bulk transmission system. At peak load levels forecasted for 2014, RG&E's current system will be at full capacity under single contingency conditions. The Project will provide source capability into the RG&E system to allow for loss of other sources in the RG&E system and will help relieve loading on existing 115 kV lines. Without the Project, a contingency involving the long-term outage of the R. E. Ginna Nuclear Power Plant and the loss of T5, the largest transformer at Station 80, will expose RG&E customers to a potential loss of service.

2. Based upon the information provided in Exhibits 2, 3, 4, 14, 15, 19, 20, 22, 24, 25, 26, 29, 30 and 31, supported by the testimony of Craig Wolfgang, Carol Howland, Frank Cascino, Barry Hart and Kurt Doern, the Project will be designed, constructed and operated in a manner that minimizes impacts to environmental resources in the Greater Rochester Area. Clearing of the right-of-way will be required, but because almost the entire Project will be built along existing electric transmission and railroad corridors, the amount of clearing is more limited than it would be if new corridors were being created. Station 255, a new 345/115 kV substation, will be situated in land that is primarily agricultural, and Circuits 940 and 941 will impact agricultural land as they proceed east from Station 255. Agricultural land will also be impacted by that segment of the project that departs from the corridor of the New York Power Authority's cross-state transmission lines to avoid a federal agricultural easement. The existing corridors that the Project will utilize pass through certain wetlands, and some structures may need to be located in wetlands. Some wetlands will be converted from forested wetlands to shrub/brush wetlands. Selective clearing of undesirable vegetation within the right-of-way will create a visual impact. The Project will have temporary construction impacts on agricultural lands and wetlands, but once in operation, the Project is not expected to have a significant impact. Electric and magnetic fields at the edges of the rights-of-way of the Project's various lines will be below the levels required by the Commission's decisions.

3. Based upon the information provided in Exhibits 2, 3, 4, 14, 15, 19, 20, 22, 24 25, 26, 29, 30, and 31, the Project represents the minimum adverse environmental impact, considering the state of available technology and the nature and economics of the various alternatives and other pertinent considerations. By utilizing existing transmission and railroad corridors, the effect of the Project on agricultural lands, wetlands, parklands and river corridors traversed is minimized. Station 255 will remove approximately 10 acres of active agricultural land from production but the use of unguyed, self-supporting structures will facilitate continued agricultural operations within the new transmission line right-of-way. The Genesee Valley Greenway Trail, the Erie Canal and the Erie Canalway Trail are the only parkland features that are traversed by the proposed Project and these crossings are located adjacent to existing utility and transportation corridors. Circuit 40 will cross the Genesee River adjacent to the New York Power Authority's existing 345 kV lines.

4. Based upon the information provided by Exhibits 12 and 27, supported by the testimony of Kurt Doern and Barry Hart, that part of Circuit 940 between Station 67 and Station 418, a distance of about 3.5 miles in the towns of Gates and Chili, will be constructed underground, which will allow RG&E to construct the line within its existing right of way. Two sections of Circuit 941 will also be constructed underground. Approximately .7 miles of Circuit 941 parallel to the Greater Rochester International Airport in the Towns of Gates and Chili will be constructed underground because of airport restrictions. To mitigate visual impact, the last approximately .4 miles of Circuit 941 before it enters Station 23 in the City of Rochester will also be constructed underground.

5. Based upon the information in Exhibits 13 and 28, the project conforms to the requirements and planning objectives of the New York Independent System Operator and is consistent with RG&E's long-range plans for the expansion of its transmission facilities and the Project will serve the interests of electric system economy and reliability.

6. Based upon the information provided in Exhibit 7, sponsored by Craig Wolfgang and Carol Howland, the location of the facility as proposed conforms to applicable state and local laws and regulations issued thereunder, except for those local ordinances that RG&E has asked the Commission to refuse to apply because they are unreasonably restrictive in view of the existing technology, or of factors of cost or economics, or of the needs of consumers.

7. Based on the entire record as listed on Appendix A, the Project will serve the public interest, convenience and necessity.

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CERTIFICATE CONDITIONS (Revised 1/23/13)

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APPENDIX D

PROPOSED CERTIFICATE CONDITIONS

A. Conditions of the Order

The Commission orders:

1. Subject to the conditions set forth in this Opinion and Order, Rochester Gas & Electric Corporation (the "Certificate Holder") is granted a Certificate of Environmental Compatibility and Public Need (the "Certificate"), pursuant to Article VII of the New York Public Service Law ("PSL"), authorizing construction, reconstruction, operation and maintenance of the Rochester Area Reliability Project in the Towns of Chili, Gates, and Henrietta and the City of Rochester in Monroe County, New York (the "Project").

2. The Certificate Holder shall, within 30 days after the issuance of the Certificate, file with the Secretary either a petition for rehearing or a verified statement that it accepts and will comply with the Certificate. Failure to comply with this condition shall invalidate the Certificate.

3. The Certificate Holder shall notify the Commission in writing within 30 days of any decision not to complete construction of all or any portion(s) of the Project and shall serve a copy of such notice upon all parties in the same manner and at the same time as it files its notice with the Secretary.

4. If construction of the Project hereby certified is not commenced within 18 months after the Certificate Holder files a verified statement that it accepts and will comply with the Certificate, the Commission may vacate the Certificate with notice to the Certificate Holder.

B. Description of Route

5. The proposed location of the Project as set forth in Appendix B entitled "Description and Location of Project" attached to the Joint Proposal is approved.

C. Laws and Regulations

6. a) Each substantive federal, state and local law, regulation, code and ordinance applicable to the Project authorized by the Certificate shall apply, except any substantive local law or regulation which the Commission expressly has refused to apply as being unreasonably restrictive as discussed herein.

b) No State or municipal legal provision purporting to require any approval, consent, permit, certificate or other condition for the construction or operation of the Project authorized by the Certificate shall apply, except (i) those of the PSL and regulations and orders adopted thereunder, (ii) those provided by otherwise applicable state law for the protection of employees engaged in the construction and operation of the Project, and (iii) those permits issued under a federally-delegated or approved environmental permitting program.

c) The Certificate Holder shall construct the Project in a manner that conforms to all applicable standards of the American National Standards Institute ("ANSI") including, without limitation, the National Electrical Safety Code ("NESC"), Institute of Electrical and Electronics Engineers ("IEEE"), Standard IEEE C2-2002, and any stricter standards adopted by the Certificate Holder. Upon completion of the Project, the Certificate Holder shall certify to the Secretary of the Public Service Commission ("Secretary") that the Project was constructed in full conformance with the NESC.

d) Compliance with State Building Code:

(1) Before the start of construction of Station 255, the Certificate Holder shall first obtain review and written certification by a public entity recognized by the Department of State as having the requisite training or qualifications that the construction plans are in compliance with the New York State Uniform Fire Prevention and Building Code;

(2) within 10 days of receiving any written certification as described in "(1)" above, the Certificate Holder shall file a copy of such certification with the Secretary;

(3) during the construction, the Certificate Holder shall obtain periodic inspections of the construction work by a public entity recognized by the Department of State as having the requisite training or qualifications to inspect such work for compliance with the New York State Uniform Fire Prevention and Building Code;

(4) prior to the use or occupancy of Station 255, the Certificate Holder shall first obtain written certification by a public entity recognized by the Department of State as having the requisite training or qualifications that the construction was completed in compliance with the New York State Uniform Fire Prevention and Building Code; and

(5) within 10 days of receiving any written certification as described in "(d)" above, the Certificate Holder shall file a copy of such certification with the Secretary.

7. The Certificate Holder shall maintain the Project right-of-way ("ROW") in accordance with the Certificate Holder's Transmission Right-of-Way Management Program ("TROWMP") adopted pursuant to 16 NYCRR Part 84, as it may be amended from time to time.

8. a) The Certificate Holder shall coordinate all work performed at state and municipal road and highway crossings with the appropriate state and municipal officials and shall obtain the required permits for such work, subject to the Commission's ongoing jurisdiction as appropriate.

b) The Certificate Holder shall coordinate with the appropriate municipal agencies and police departments for traffic management of roads under municipal jurisdiction.

c) A copy of each permit or approval received from the issuing agencies shall be provided to the Secretary by the Certificate Holder promptly after receipt by the Certificate Holder of such permit or approval and before commencement of construction across any affected area.

9. If the Certificate Holder believes that any action taken, or determination made, by a state or municipal agency (other than with respect to property rights) in connection with this Certificate is unreasonable or unreasonably delayed, the Certificate Holder may petition the Commission, upon reasonable notice to that agency, to seek a resolution of any such unreasonable or unreasonably delayed requirement. Such agency may respond to the petition, within five (5) business days, to address the reasonableness of any requirement or delay.

D. Public Health and Safety

10. The Certificate Holder shall design, engineer and construct the Project such that its operation shall comply with the electric field standard established by the Commission in Opinion No. 78-13, issued June 19, 1978, and the electromagnetic field limit set by the Commission in Statement of Interim Policy on Magnetic Fields of Major Electric Transmission Facilities, issued September 11, 1990.

11. The Certificate Holder shall engineer and construct the Project to be fully compatible with the operation and maintenance of nearby electric, gas, telecommunication, water, sewer, and related facilities; details of such other facilities and measures to protect the integrity, operation and maintenance of those facilities shall be presented in the Environmental Management & Construction Plan ("EM&CP"). The Project shall be designed and constructed to avoid adverse effects on the cathodic protection system and physical conditions of existing structures and any fuel gas pipelines within 25 feet of the edge of the ROW. The Certificate Holder shall provide the details and design measures that will be implemented to protect nearby facilities and structures in the EM&CP.

12. The Certificate Holder shall notify persons who own properties that abut the ROW, and persons who reside on such properties (if different from the owner), of the planned construction activities and schedule affecting their residences at least one week, but no more than two weeks, prior to the commencement of construction in these areas. The Certificate Holder may give such notices by affixing them to the doors of residences. After such notices are given, and prior to the commencement of construction, the Certificate Holder shall provide a copy of the generic form of such notice to the Secretary.

13. The Certificate Holder shall keep local fire department and emergency management teams apprised of on-site chemicals and waste. All chemicals and waste shall be secured in a locked and controlled area.

14. The Certificate Holder shall notify DPS Staff and the New York State Department of Environmental Conservation ("DEC") of any fuel or chemical spills in accordance with DEC regulations.

15. The Certificate Holder shall comply with the requirements for the protection of underground facilities set forth in 16 NYCRR Part 753 "Protection of Underground Facilities".

16. The Certificate Holder shall adhere to DEC's New York State Standards and Specifications for Erosion and Sediment Control ("NYSSEC") (August 2005, also known as the "Blue Book"), or take such alternative measures as allowed in accordance with DEC regulations.

17. Parking for Project construction workers shall be in designated areas which do not interfere with normal traffic, cause a safety hazard or interfere with existing land uses. These parking areas shall be designated in the EM&CP.

18. Direct disturbance to properties shall be avoided by accessing the ROW from existing roadways or off-ROW access roads listed in the EM&CP or otherwise approved by DPS Staff.

19. During and after construction, the Certificate Holder shall control access to the ROW from roadways. Detailed dimension drawings and specifications for locking gates including paint color other than orange shall be provided in the EM&CP.

20. For each road crossing, the Certificate Holder shall implement a Maintenance and Protection of Traffic ("MPT") plan that identifies procedures to be used to maintain traffic and provide a safe construction zone for those activities within the roadway right-of-way. The Certificate Holder also shall prepare MPT plans for each location where construction vehicles will access the Project ROW from the local roadway. The MPT plans shall address temporary signage, lane closures, placement of temporary barriers and traffic diversion. The Certificate Holder shall provide MPT plans in conjunction with the Plan and Profile drawings for each circuit in the EM&CP.

a) All signage utilized shall comply with New York State Department of Transportation ("DOT") Manual of Uniform Traffic Control Devices (manual No. 7155). Placement of signs shall be determined in consultation with the jurisdictional agency. At a minimum, signs shall be placed at the following distances:

(1) Signs announcing construction at 500 feet and 1,000 feet;

(2) Signs depicting workers at 300 feet;

(3) Where blasting is to take place within 50 feet of a road, a blast-warning sign at 1,000 feet.

b) Flagmen shall be present at all times when equipment is crossing any public road, when equipment is being loaded or unloaded from a vehicle parked on a public road, and where two lane traffic has been reduced to one lane. All flagging operations shall comply with 17 NYCRR Part 131.

21. To the extent required in connection with the delivery of oversized components, the Certificate Holder or its suppliers shall obtain any necessary permits from applicable state agencies.

E. Environmental Management and Construction Plan

22. (a) Except where this Certificate requires otherwise, the terms of the Joint Proposal and the environmental protection measures contained in the Application shall be incorporated into the EM&CP.

The EM&CP shall be prepared in accordance with the Specifications for Development of EM&CP attached as Appendix E to the Joint Proposal ("EM&CP Specifications"), and the RG&E/NYSEG EM&CP Best Practices Manual listed as Exhibit 31 in Appendix A to the Joint Proposal (the "EM&CP Best Practices Manual"), and shall not be inconsistent with Certificate Holder's TROWMP except where a conflict with a provision of the Certificate would otherwise be created. Upon completion of the project, routine vegetation maintenance shall be conducted in accordance with the TROWMP. Applicable provisions of the Certificate, EM&CP, and orders approving the EM&CP shall be accommodated in any design, construction, ownership or maintenance contracts associated with the Project.

(b) Whenever Certificate Holder submits a request for an EM&CP Change pursuant to Ordering Clause 31, concerning: herbicide use; natural resources; water bodies and regulated wetlands; rare, threatened and endangered species; invasive species; petroleum and hazardous substances; or any other environmental matter, it shall first notify the DEC Region 8 office.

(c) If the Certificate Holder includes in the EM&CP any environmental protection or mitigation measure(s) not set forth in its EM&CP Best Practices Manual, the Certificate Holder shall also include with such proposed EM&CP a listing of each such measure, where it is used, and an explanation as to why the Certificate Holder selected that measure rather than a measure included in the EM&CP Best Practices Manual.

23. In preparing the EM&CP, the Certificate Holder shall consult with each transportation department or agency normally having jurisdiction over any roads in the Project vicinity that will be crossed by the certified facilities, or used for direct access to the ROW. If the access road takes direct access from, or lies within the limits of, such roads, the Certificate Holder shall notify each relevant transportation department or agency of the approximate date when work will begin.

24. The Certificate Holder shall provide, as a part of the EM&CP:

a) A final design plan that conforms with the Project design set forth in the Certificate, applicable federal, state and local requirements, including, but not limited to, applicable regulations promulgated by DEC, the New York State Office of Parks, Recreation & Historic Preservation ("OPRHP"), the New York State Department of Agriculture & Markets ("Ag & Mkts"), the Commission, the Bureau of Alcohol, Tobacco and Firearms, the Occupational Safety and Health Administration, the NYS Department of Labor, and local government chemical and waste-storage use and handling regulations; and

b) A discussion of the status of efforts by the Certificate Holder to obtain permits necessary for Project construction from Federal agencies (such as the U.S. Army Corps of Engineers ("USACE")) and state agencies with federally-delegated authority.

25. Paved surfaces of all public and private roads shall be protected from heavy equipment damage. Should any pavement damage occur, it shall be restored by Certificate Holder.

26. a) Deviations from the certified centerline, as reasonably necessary, shall be allowed for appropriate environmental or engineering reasons, except where a conflict with a provision of the Joint

Proposal or the Certificate would be created. An explanation for the deviation identified as such shall be provided to DPS Staff, and supporting documentation shall be provided in the proposed EM&CP. Once the EM&CP is approved by the Commission, the procedures recited in ordering clause number 31 of this Certificate for proposing a change to the EM&CP shall apply.

b) Deviations from the design height and location of structures shall be allowed for appropriate environmental or engineering reasons, except where a conflict with a provision of the Certificate would be created. An explanation for the proposed deviation identified as such shall be provided with supporting documentation in the proposed EM&CP. Once the EM&CP is approved by the Commission, the procedures recited in ordering clause number 31 of this Certificate for proposing a change to the EM&CP shall apply.

c) Deviations from the proposed structure types described in Appendix B to the Joint Proposal shall be allowed for appropriate environmental or engineering reasons, except where a conflict with a provision of the Certificate would be created. An explanation for the proposed deviation and supporting documentation shall be provided in the proposed EM&CP. Once the EM&CP is approved by the Commission, the procedures recited in ordering clause number 31 of this Certificate for proposing a change to the EM&CP shall apply to any further proposed deviations.

27. The Certificate Holder shall not begin site preparation or construction with respect to any portion of the Project except for surveying, soils testing, and such other related activities as are necessary for preparation of the final design plans and shall not commence any proceedings under the Eminent Domain Procedure Law to acquire permanent ROW, temporary ROW, or off-ROW access until the Commission has approved the EM&CP for such portion of the Project. To calculate the three-year period for acquisition of property pursuant to the Eminent Domain Procedure Law, the date of Commission approval of an EM&CP covering the affected parcel shall be regarded as the date on which this Article VII proceeding was completed.

28. The Certificate Holder shall file paper copies of the proposed EM&CP as directed by the Secretary, and unless directed otherwise by the Secretary, serve two searchable electronic copies and one hard copy on the Staff of the DEC at the Central Office in Albany, one searchable electronic and one hard copy on the Region 8 office of the DEC, one hard copy on the Commissioner of the OPRHP, one hard copy on the Staff of Ag & Mkts, one hard copy on the Region 4 office of the DOT; one hard copy on any other New York State agency (and its relevant regional offices) that requests the document; and one searchable electronic copy on active parties on the service list who request the document. Service upon state agencies shall be in the same manner and at the same time as filing with the Secretary. The Certificate Holder also shall place one electronic copy and one hard copy for inspection by the public in at least one public library or other convenient location in each municipality in which construction will take place.

29. Contemporaneously with the filing and service of the proposed EM&CP, the Certificate Holder shall provide notice, in the manner specified below, that the proposed EM&CP has been filed.

a) The Certificate Holder shall serve written notice(s), in language reasonably understandable to the average person, of filing the proposed EM&CP on all parties to this proceeding, on each person on the Commission's service list considered potentially affected by the subject matter in the proposed EM&CP, on all statutory parties to this proceeding, and on each person from whom property rights are required, and shall attach a copy of the notice to each copy of the proposed EM&CP. Further, the Certificate Holder shall publish the notice(s) in a newspaper or newspapers of general circulation in the vicinity of the Project.

b) The written notice(s) and the newspaper notice(s) of filing the proposed EM&CP shall contain, at a minimum, the following:

(1) A statement that the proposed EM&CP has been filed;

(2) A general description of the authorized Project, the need for the Project and the proposed EM&CP;

(3) With respect to the written notice(s) for identified persons with a record interest in property to be acquired, a description of the permanent ROW, temporary ROW, or off-ROW access to be acquired for the Project;

(4) A listing of the locations where the EM&CP is available for public inspection;

(5) A statement that any person desiring additional information about a specific geographical location or specific subject may request it from the Certificate Holder;

(6) The name, postal and email addresses , and toll free and/or local telephone numbers of an appropriate Certificate Holder representative;

(7) The email and postal address of the Secretary; and

(8) A statement that any person may be heard by the Commission on any matter or objection regarding the proposed EM&CP by filing written comments with the Secretary and the Certificate Holder within 45 days of the date the EM&CP was filed with the Commission (or within 45 days of the date of the newspaper notice, whichever is later).

30. A certificate of service indicating the persons upon whom all EM&CP notices and documents regarding the proposed EM&CP were served and a copy of the written notice shall be filed with the Secretary within three (3) business days after the time the proposed EM&CP is filed, and shall be a condition precedent to approval of the EM&CP. When available, proof of publication of the newspaper notice(s) of filing the proposed EM&CP, including a copy of such notice, shall be filed with the Secretary.

31. After the EM&CP has been approved by the Commission:

a) The Certificate Holder shall report any proposed changes to the authorized Project and approved EM&CP to DPS Staff. DPS Staff will refer any proposed changes that will not result in any increase in adverse environmental impacts or are not directly related to contested issues decided during

the proceeding to the Director of the Office of Energy Efficiency and the Environment ("OEEE") for approval. DPS Staff will refer all other proposed changes to the Commission for approval.

b) Upon being advised that DPS Staff will refer a proposed change to the Commission, the Certificate Holder shall notify all parties to the proceeding, as well as property owners and lessees whose property is affected by the proposed change. The notice shall: (1) describe the original conditions and the requested change; (2) state that documents supporting the request are available for inspection at specified locations, and (3) state that persons may comment by writing or calling (followed by written confirmation) to the Commission within twenty-one (21) days of the notification date. Any delay in receipt of written confirmation will not delay Commission action on the proposed change.

c) The Certificate Holder shall not execute any proposed change until it has received oral or written approval, except in emergency situations threatening personal injury, property, or severe adverse environmental impact. Any oral approval from DPS Staff will be followed by written approval from the Director of OEEE or the Commission.

F. Notices and Public Complaints

32. a) The Certificate Holder shall make available to the public a toll-free or local phone number of an agent or employee who will receive complaints, if any, during the construction of the Project, and shall include in the voicemail for that number a message with the number to be called in case of emergency. In addition, the phone numbers and email addresses of the Secretary and the Commission's Environmental Compliance Section shall be provided.

b) The Certificate Holder shall report to DPS Staff every complaint that cannot be resolved after reasonable attempts to do so. Such report shall be made within three (3) business days after receipt of the complaint.

33. a) No less than two (2) weeks before commencing site preparation, the Certificate Holder shall notify the public of the anticipated date that site preparation will commence, as follows:

(1) provide notice to local officials and emergency personnel in the area where it will be working on the Project;

(2) provide notice to local media for dissemination;

(3) provide notice for display in public places (such as general stores, post offices, community centers, and conspicuous community bulletin boards).

b) The notice or notices under this paragraph shall be written in language reasonably understandable to the average person and shall contain:

(1) a map of the Project;

(2) a brief description of the Project ;

(3) The anticipated date for start of construction;

(4) The name, address and local or toll-free telephone number and email of an employee or agent of the Certificate Holder who will receive complaints, if any, during the construction of the Project;

(5) A statement that the Project is under the jurisdiction of the New York State Public Service Commission, which is responsible for enforcing compliance with environmental and construction conditions, and which may be contacted at an address, email, and telephone number to be provided in the notice;

c) Upon distribution, a copy of the notice shall be submitted to the Secretary.

34. The Certificate Holder shall provide all contractors providing services for construction of the Project ("Contractors") with complete copies of the Certificate, the approved EM&CP, the order(s) approving the EM&CP, updated construction drawings, any site-specific plans, the State Pollutant Discharge Elimination System ("SPDES") General Permit for Stormwater Discharge from Construction Activity (Permit No. GP-0-10-001) ("SPDES General Permit") any permit issued pursuant to section 404 of the Federal Clean Water Act and the section 401 Water Quality Certification. To the extent that the listed documents are available before contracts for construction services are executed, such copies shall be provided to the Contractors prior to the execution of such contracts.

35. The Certificate Holder shall notify all Contractors that the Commission may seek to recover penalties for any violation of the Certificate and other Orders issued in this proceeding, not only from the Certificate Holder, but also from its Contractors, and that Contractors also may be liable for other fines, penalties, and environmental damage.

36. The Certificate Holder shall inform the Secretary and DPS Staff in writing at least five days before commencing construction or clearing on the Project.

37. The Certificate Holder shall provide DPS Staff, Ag&Mkts, and DEC with monthly status reports summarizing construction and indicating construction activities and locations scheduled for the next month.

38. Within ten (10) days after the Project is in service, the Certificate Holder shall notify the Secretary in writing of that fact.

39. Within ten (10) days of the completion of final restoration, the Certificate Holder shall notify the Secretary that all restoration has been completed in compliance with this Certificate and the Order(s) approving the EM&CP.

G. ROW Construction, Operation, Maintenance and Restoration

40. a) At least two (2) weeks prior to the start of construction, the Certificate Holder shall hold a preconstruction meeting to which it shall invite DPS Staff, Ag&Mkts, NYPA and DEC. An agenda, the location, and an attendee list shall be agreed upon between DPS Staff and the Certificate Holder.

b) The Certificate Holder shall supply draft minutes from this meeting to all attendees, the attendees may offer corrections or comments, and thereafter the Certificate Holder shall issue the finalized meeting minutes to all attendees.

c) If, for any reason, the construction contractors retained by the Certificate Holder to construct the Project (the "Contractors") cannot finish the construction of the Project, and one or more new construction contractors are needed, there shall be another preconstruction meeting with the same format as outlined above.

41. The Certificate Holder shall confine construction and subsequent maintenance to the certified ROW and approved additional work areas as detailed in the EM&CP.

42. Construction shall not commence on any segment of the Project until the Certificate Holder has obtained the property rights necessary for construction of such segment. A detailed construction schedule and location timeline identifying the construction segments shall be provided to DPS Staff prior to construction. The information provided to DPS Staff on the segments shall include the status of any property rights, permits, or other obstacles that may be encountered. Each construction activity shall be described in detail in the EM&CP.

43. At least two weeks before Project construction begins on any segment, both edges of the ROW shall be delineated, and any known danger trees shall be marked. Also, the Certificate Holder shall stake and/or flag all off-ROW access roads and other areas needed for construction such as structure work areas, laydown and storage areas.

44. (a) Construction activities on the Project within 200 feet of occupied structures generally shall be scheduled to occur between the hours of 7:00 a.m. and 6:00 p.m. six days per week (Monday through Saturday). Nighttime and Sunday construction may be necessary to coordinate utility outages for the convenience of residences and businesses. For certain construction phases and activities, additional work hours may be necessary. Nothing herein shall preclude Certificate Holder from making necessary arrangements for the extension of work hours with appropriate local agencies in compliance with local ordinances; DPS Staff shall be notified of such arrangements. Due to safety or continuous operation requirements, construction activities may infrequently be scheduled to occur on Sundays, with 48 hour prior notification and explanation (to the extent possible) to DPS Staff and to the affected municipality. As part of the EM&CP, the Certificate Holder shall provide a list of residences located within 200 feet of the ROW, identifying the approximate locations by structure number. The Certificate Holder shall implement noise mitigation measures set forth in Section 4.9 of Exhibit 4 during the course of the Project

b) Noise from operation of Station 255 shall not result in adverse noise impacts:

(1) The facility shall not exceed the greater of either of the following standards at the exterior of any existing residence:

(i) the validly measured Leq sound level plus five dBA; or

(ii) the absolute Leq sound limit of 40 dBA under no-wind conditions;

(2) Operation of the Station 255 shall not result in a prominent pure tone condition directly attributable to the facility at any existing residence;

(3) The EM&CP shall include a design for achieving the standards specified in (1) and (2) above, due to operation of Station 255, with supporting analysis based on measurement of baseline sound levels. Ambient noise measurements shall consist of a combination of a 24-hour measurement at the Station 255 site and short-term day and night measurements at existing noise sensitive receptors;

(4) Within six months of the start of commercial operation, a post-construction report by an acoustical engineer demonstrating operational noise characteristics and addressing the design performance standards specified above, shall be filed with the Secretary. In the event that facility operation exceeds these standards, the report shall address mitigation options and available noise reducing measures, such as noise control features, noise cancellation technology, and other measures or equipment; the report shall provide supplemental analyses and site plans indicating proposed noise-control features or installations, as appropriate.

45. In connection with ROW vegetation clearing the Certificate Holder shall:

a) comply with the provisions of 6 NYCRR Part 192, Forest Insect and Disease Control, and ECL § 9-1303 and any quarantine orders issued thereunder;

b) note on the EM&CP drawings the clearing and disposal techniques;

c) not create a maximum wood chip depth greater that three (3) inches, except for chip roads, nor store or dispose chips in wetlands, within stream banks, floodways, or active agricultural fields; and

d) utilize the wood resource generated by the clearing in accordance with sound environmental techniques. This shall be accomplished through coordination of wood processing businesses and through cooperation with landowners. The Certificate Holder shall as part of its purchasing of new ROW and or danger tree rights, negotiate in good faith with each landowner the purchase of rights to all logs over 6 inches in diameter at the small end and 8 feet or longer ("merchantable logs"); the Certificate Holder's removal of the merchantable logs resulting from clearing the ROW for the Project shall be based on factors such as the attributes of the site, outcome of landowner negotiations, and attributes of the logs, provided, however, that the Certificate Holder may agree to a landowner's request that logs remain on the landowner's property.

46. The Certificate Holder shall include in the EM&CP a plan for removal, reuse, recycling, and disposal of all existing equipment (e.g. transformers, wood poles, conductors, etc.). Existing transmission facility components removed or replaced as part of construction of the Project shall be removed from the ROW to appropriate destinations and handled in accordance with the plan.

47. Neither the Certificate Holder nor any Contractors in its employ shall construct any new, or improve any existing, access roads unless such road is (i) located on the ROW authorized as part of the Project ; (ii) located on other utility ROW to be utilized in the construction or operation and maintenance of the certified facilities, or (iii) described in the approved EM&CP. Should the need arise for additional off-ROW access, the Certificate Holder shall submit a request to DPS Staff; the request will be considered consistent with the provisions herein listed. If the change may involve a site listed or eligible for listing on the New York State or National Register of Historic Places, DPS Staff will consult with OPRHP Field Service Bureau, and forward a recommendation to the Director of OEEE. If the change involves any State-regulated wetland or protected stream or waterbody, or the habitat of any rare, threatened, or endangered plant or animal species or species of special concern, DPS Staff will consult with the DEC Region 8 office and forward a recommendation to the Director of OEEE.

48. a) The Certificate Holder shall include the Stormwater Pollution Prevention Plan ("SWPPP") for this Project authorized under the SPDES General permit in the EM&CP.

b) The Certificate Holder shall install temporary erosion control devices as soon as practicable and appropriate as indicated in the EM&CP or in the Project SWPPP, but in any event no later than the end of the work day in which site disturbance occurs.

c) Specific structural controls to divert stormwater runoff, and the location of culverts, shall be shown on the proposed EM&CP Plan and Profile drawings.

d) Special conditions and erosion and sedimentation controls shall be prescribed on the EM&CP Plan and Profile drawings by work location.

49. Disturbed areas, ruts, and rills shall be restored to original grades and conditions with permanent re-vegetation and erosion controls appropriate for those locations. Disturbed pavement, curbs and sidewalks shall be restored to their original preconstruction condition or improved.

50. The Certificate Holder shall be responsible for checking all culverts and assuring that they are not crushed or blocked during construction and restoration of the Project, and, if a culvert is blocked or crushed, or otherwise damaged, the Certificate Holder shall repair the culvert or replace it with alternative measures appropriate to maintaining proper drainage..

51. During the initial clearing phase of the Project, the Certificate holder shall identify Ash trees (Fraxinus sp.) located on the ROW. The Environmental Monitor(s) shall ensure that all Ash trees harvested during the Project either: (1) remain on site in a manner or location that minimizes the risk that the trees will be removed from the ROW; (2) are chipped; or (3) are transported to a wood-using facility pursuant to appropriate emerald ash borer compliance agreements, pursuant to and in compliance with DEC regulations and quarantine orders, and Ag & Mkts regulations.

52. All trees over four inches in diameter (measured four feet above ground) or shrubs over four feet in height damaged or destroyed by Certificate Holder's activities during construction, operation, or

maintenance, regardless of where located, shall be replaced by Certificate Holder with the equivalent type trees or shrubs, except where:

a) permitted by the approved EM&CP;

b) equivalent-type replacement trees or shrubs would interfere with the proper clearing, construction, operation, or maintenance of the facility;

c) replacement would be contrary to sound ROW management practices or to any approved long-range ROW management plan applicable to the project; or

d) a property owner (other than the Certificate Holder) on whose land the damaged or destroyed trees or shrubs were located declines replacement.

The EM&CP shall identify plans for tree protection, the location on the drawings where the measures will be applied, if any are known at the time of EM&CP preparation, and identify the measures to be taken if trees are damaged (e.g., pruning, feeding, periodic inspection, etc.).

53. The EM&CP shall include plans to prevent unauthorized access to and along the ROW, which plans shall include the following:

a) posting signs at the ROW edges in those locations where the ROW intersects public roads;

b) performing outreach to educate and inform the public concerning the risks and impacts of unauthorized access;

c) working with local law enforcement officials in an effort to prevent future trespassing; and

d) identifying construction and material details of gates and berms.

Existing and proposed gate locations shall be identified on the Plan and Profile drawings. Final determination of locations of gates and berms shall be made during a post-construction assessment of the Project, in consultation with DPS Staff.

54. At the end of all construction, the ROW and respective work areas, including guying wire assembly and disassembly sites, shall be thoroughly cleared of debris such as nuts, bolts, spikes, wire, pieces of steel, and other assorted items.

H. Herbicide Use

55. The Certificate Holder shall notify DPS Staff and the appropriate DEC Regional Natural Resource Supervisor(s) and Pesticide Control Specialist fourteen (14) days prior to the commencement of herbicide application on the Project.

56 The application of herbicides shall be made under the direct supervision of a NYS Certified Applicator who shall own or be employed by a New York State-registered business. The supervising

certified applicator shall be familiar with and understand the provisions of this Certificate and shall be present in the field to ensure compliance with best management practices for targeting species and for proper application of authorized herbicides.

57. All herbicides used shall have valid registrations under applicable state and federal laws and regulations. Any request for a proposed change to the herbicides planned for use during construction, including mix proportions, additives or method of application, as specified in the approved EM&CP, shall be submitted for approval pursuant to ordering clause number 31 of this Certificate at least 30 days prior to implementation of the proposed change. All changes shall be made in accordance with the pesticide labeling.

58. Application of herbicides shall conform to all label instructions and all applicable state and federal laws and regulations. Herbicides shall not be applied within 5 feet of streams or standing water or within 100 feet of any public water supply (reservoirs and wellheads). Applicators shall reference maps which indicate treatment areas, and wetland and adjacent area boundaries, prior to treating. Applications required in seasonally flooded freshwater wetlands shall be undertaken during a dry season.

59. Motorized vehicle use associated with the application of herbicides within regulated wetlands shall be kept to a minimum. Motorized vehicles traversing the ROW for herbicide treatment shall stay on the main access route through any wetland area. Whenever possible, herbicide spraying within wetlands shall be done by backpack treatment or squirt bottle method. If use of a motorized vehicle for herbicide treatment is necessary, the vehicle used shall be a wide track or flex track vehicle.

60. No equipment wash water or excess herbicide shall be allowed to enter wetlands, streams or waterbodies.

61. The ROW and adjoining properties shall be posted using the DEC –approved format (ECL Part 33 and 6 NYCRR Part 325).

I. Environmental Supervision

62. The Certificate Holder shall use at least five (5) individuals for Project oversight (or at least four (4) if the Certificate Holder elects to use the same individual as both environmental monitor and agricultural inspector):

a) One environmental monitor employed full-time on the Project;

b) One construction supervisor employed full-time on the Project;

c) One agricultural inspector employed part-time on the Project;

d) One safety inspector who will inspect the work site from time to time; and

e) One quality assurance inspector who will inspect the work site from time to time.

63(a) During periods of relative inactivity on the Project, Certificate Holder may temporarily decrease the number of hours worked by inspectors and the extent of their presence at the Project site commensurate with the decline in Project activity; likewise, during periods of relatively high activity on the Project, the number of inspectors and the extent of their presence at the Project site may temporarily increase commensurate with the increase in Project activity. The frequency of inspections by the environmental monitor shall comply with the requirements of NYSDEC's SPDES General Permit for Stormwater Discharges.

(b) The environmental monitor shall have stop work authority over all aspects of the Project.

(c) The Certificate Holder shall provide to DPS Staff and DEC the cell phone numbers of the environmental monitor and the construction supervisor.

(d) The environmental monitor and the construction supervisor shall be equipped with sufficient access to documentation, transportation and communication equipment to effectively monitor each Contractor's compliance with the provisions of every Order issued in this proceeding and applicable sections of the PSL, Environmental Conservation Law, Section 401 Water Quality Certification and the EM&CP.

64. The names and qualifications of the environmental monitor and the construction supervisor shall be submitted to DPS Staff at least two (2) weeks prior to the start of construction. The environmental monitor's qualifications shall satisfy those of a "Qualified Inspector" pursuant to the New York State DEC SPDES General Permit for Stormwater Discharges from Construction Activity (Permit No. GP-0-10-001) ("SPDES General Permit").

65. The authority granted in the Certificate and any subsequent order(s) in this proceeding is subject to the following conditions necessary to ensure compliance with such order(s):

a) The Certificate Holder shall regard DPS Staff representatives (authorized pursuant to PSL §8) as the Commission's designated representatives in the field. In the event of any emergency resulting from the specific construction or maintenance activities that violate or may violate the terms of the Certificate or any other order in this proceeding, such DPS Staff representatives may issue a stop work order for that location or activity.

b) A stop work order shall expire 24 hours after issued unless confirmed by a single Commissioner. DPS Staff shall give the Certificate Holder notice by electronic mail of any application to a Commissioner to have a stop work order confirmed. If a stop work order is confirmed, the Certificate Holder may seek reconsideration from the confirming Commissioner or the whole Commission. If the emergency prompting the issuance of a stop work order is resolved to the satisfaction of the Commissioner or the Commission, the stop work order will be lifted. If the emergency has not been satisfactorily resolved, the stop work order will remain in effect.

c) Stop work authority will be exercised sparingly and with due regard to potential environmental impact, economic costs involved, possible impact on construction activities, and whether

an applicable statute or regulation is violated. Before exercising such authority, DPS Staff representatives will consult (wherever practicable) with the Certificate Holder's representatives possessing comparable authority. Within reasonable time constraints, all attempts will be made to address any issue and resolve any dispute in the field. In the event the dispute cannot be resolved, the matter will be brought immediately to the attention of the Certificate Holder's Project Manager and the Director of the OEEE. In the event that a DPS Staff representative issues a stop work order, neither the Certificate Holder nor the Contractor will be prevented from undertaking any safety-related activities as they deem necessary and appropriate under the circumstances. The issuance of a stop work order or the implementation of measures as described below may be directed at the sole discretion of the DPS Staff representative during these discussions;

d) If a DPS Staff representative discovers a specific activity that represents a significant environmental threat that is or immediately may become a violation of the Certificate or any other Order in this proceeding, the DPS Staff representative may -- in the absence of responsible Certificate Holder supervisory personnel, or in the presence of such personnel who, after consultation with the DPS Staff representative, refuse to take appropriate action -- direct the field crews to stop the specific potentially harmful activity immediately. If responsible Certificate Holder personnel are not on site, the DPS Staff representative will immediately thereafter inform the Construction Inspector and/or Environmental Monitor of the action taken. The stop work order may be lifted by the DPS Staff Representative if the situation prompting its issuance is resolved;

e) If the DPS Staff representative determines that a significant threat exists such that protection of the public or the environment at a particular location requires the immediate implementation of specific measures, the DPS Staff representative may, in the absence of responsible Certificate Holder supervisory personnel, or in the presence of such personnel who, after consultation with the DPS Staff representative, refuse to take appropriate action, direct the Certificate Holder or its Contractors to implement the corrective measures identified in the EM&CP. The field crews shall comply with the DPS Staff representative's directive immediately. The DPS Staff representative will immediately thereafter inform the Certificate Holder's Construction Inspector and/or Environmental Monitor of the action taken.

f) DPS Staff will promptly notify the DEC Region 8 representative of any activity that is a significant environmental threat to a State-regulated wetland or its adjacent area, a protected stream or other waterbody, or a threatened or endangered species, or that may become a violation of the Certificate or other Order pursuant to clause (d) above.

66. The Certificate Holder shall propose to organize and conduct site-compliance inspections for DPS Staff as needed, but not less frequently than once per month during the site preparation, construction, and restoration phases of the Project, and at least annually for two (2) years after the Project is operational. Inspections shall conclude upon the final sign-off of the SWPPP by the SWPPP inspector.

a) The monthly inspection shall include a review of the status of compliance with all conditions contained in the Certificate and any other Order issued in this proceeding, other legal requirements and commitments, as well as a field review of the Project site, if necessary. The inspection also may include:

(1) Review of all complaints received, and their proposed or actual resolutions;

(2) Review of any significant comments, concerns, or suggestions made by the public, local governments, or other agencies;

(3) Review of the status of the Project in relation to the overall schedule established prior to the commencement of construction; and

(4) Other items the Certificate Holder or DPS Staff consider appropriate.

b) The Certificate Holder shall provide a written record of the results of the inspection, including resolution of issues and additional measures to be taken, to agencies involved in the inspection audit.

67. Nothing herein shall be deemed to limit the right of DEC to enter and inspect the Project to assess compliance with: any DEC-issued permit or applicable substantive statute or regulation under DEC's jurisdiction, any activity at or near protected streams, wetlands or adjacent areas, and any areas involving RTE species or invasive species.

Certificate Holder's Contractor Safety Requirements document shall be provided to all New York State agency personnel who make visits to the Project site during construction, to aid in the communication of hazards and minimum safety requirements and to establish expectations regarding safe work behavior while on the Project site. Certificate Holder shall require that all site inspectors follow the requirements in this document, as well as their own agencies' safety rules, policies and procedures. In the case of conflicting requirements, the most stringent shall prevail.

Certificate Holder representatives shall communicate the required safety rules and regulations to site inspectors in a documented tailboard meeting prior to entry onto the job site. Site inspectors are responsible for interpreting these rules for non-English speaking and reading-impaired employees. Once a site inspector has received the Safety Awareness training session, he or she is authorized to visit that site for which the training was held. A separate training session is required for each jobsite.

Certificate holder may require site inspectors to supply their own personal protective equipment for any tours of construction sites. This shall include a properly fitted, currently valid, hardhat, safety glasses with side shields, and steel or ceramic-toed boots at any time while on site, unless the visitor is in a vehicle or in a construction trailer.

J. Roads and Highways

68. The Certificate Holder shall delineate on the proposed EM&CP drawings, the locations of proposed temporary roads, proposed permanent roads and existing access roads. Proposed access road improvements and measures for environmental impact minimization and access control shall be included in the EM&CP.

69. The Certificate Holder shall minimize the impact of the construction of the Project on traffic circulation. Traffic control personnel and safety signage shall be employed to ensure safe and adequate traffic flow when roadways are affected by construction.

70. The Certificate Holder shall consult periodically as necessary with municipal highway transportation agencies about traffic conditions near the Project site and shall notify each such transportation agency of the approximate date work will begin in its jurisdiction, using access points that take direct access from the highways in that jurisdiction.

71. Except as allowed by DOT permits, construction access to the ROW of limited-access highways shall be provided from off-highway locations.

72. NYSDOT shall have authority to place inspectors on site to monitor and observe the Certificate Holder's activities on state highways, and/or to request the presence of state or local police to assure the safety of freeway travelers, at such times and for such periods as DOT deems appropriate. All costs thereof shall be borne by the Certificate Holder.

73. The Certificate Holder shall coordinate all State Highway crossings and longitudinal occupations with NYSDOT. The Certificate Holder shall obtain the necessary permits from NYSDOT, including, as appropriate, a Highway Work Permit and Use and Occupancy Permit pursuant to 17 NYCRR Part 131, including, if necessary, the filing by NYSDOT of a request with the Federal Highway Administration for an exception to the Accommodation Plan for Longitudinal Use of Freeway Right-of-Way by Utilities, for the construction, operation and maintenance of the Project in the right-of-way of State highways. Said Use and Occupancy Permit shall include payment of a fair market value-based fee for use of State property.

74. The Certificate Holder shall coordinate with DPS Staff and NYSDOT for all work to be performed in the State highway rights-of-way. Prior to submitting its construction plan for any State highway right-of-way segment, the Certificate Holder shall provide to DPS Staff and NYSDOT a preliminary design marked to avoid conflict with transportation projects that NYSDOT may seek to undertake in the future and shall offer to consult with NYSDOT concerning any comments it may offer and shall use reasonable efforts to accommodate any NYSDOT concerns.

75. a) All work within state highway rights-of-way shall be designed and performed according to the traffic and safety standards and other requirements contained in 17 NYCRR Part 131, entitled *Accommodation of Utilities Within State Highway Right-of-Way* and applicable design standards required by law or governmental regulation.

b) The Certificate Holder shall provide details in the EM&CP for street work, including provisions for minimizing the duration and extent of open excavation, traffic disruptions, and work within adjoining public streets and ROW.

K. Cultural Resources

76. The Certificate Holder shall not undertake construction in areas where archeological surveys have not been completed and until such time as the appropriate authorities, including New York State Office of Parks Recreation & Historic Preservation ("OPRHP") and Staff, have reviewed the results of any additional historic properties and archeological surveys that are required.

77. Should archeological materials be encountered during construction, the Certificate Holder shall stabilize the area and cease all ground-disturbing activities in the immediate vicinity of the find and protect the find from further damage. Within twenty-four (24) hours of such discovery, the Certificate Holder shall notify and consult with DPS Staff and OPRHP Field Services Bureau to determine the best course of action. No construction activities shall be permitted in the vicinity of the find until such time as the significance of the resource has been evaluated and the need for and scope of impact mitigation has been determined.

78. Should human remains or evidence of human burials be encountered during the conduct of archeological data recovery fieldwork or during construction, all work in the vicinity of the find shall be halted immediately and the remains shall be protected from further disturbance. Within twenty-four (24) hours of any such discovery, the Certificate Holder shall notify and consult with the DPS Staff and OPRHP Field Services Bureau. Treatment of human remains shall be done in accordance with the OPRHP's Human Remains Discovery Protocol. All archaeological or remains-related encounters and their handling shall be reported in the status reports summarizing construction activities and reviewed in the site-compliance audit inspections.

79. The Certificate Holder shall avoid creating adverse impacts on historic structures in the Project vicinity by implementing Project location, design, and vegetation management measures as shall be specified in the EM&CP.

80. The Certificate Holder shall have a continuing obligation during the duration of Project construction to respond promptly to complaints of negative archeological impacts and, if necessary, to mitigate any actual impacts through on-site design modifications and off-site mitigation techniques developed in consultation with the OPRHP Field Services Bureau.

L. Terrestrial and Wildlife Resources

81. The Certificate Holder shall promptly notify DPS Staff and the DEC Regional Natural Resources Supervisor if any threatened or endangered animal species or animal species of special concern or rare, threatened or endangered plants listed in New York (both together, "RTE" species) is encountered on the Project ROW so as to determine the appropriate measures to be taken to protect such species. If necessary to protect a species or its habitat from immediate harm, the Certificate

Holder shall stabilize the area and cease construction or ground-disturbing activities in the area. The Certificate Holder shall refer to 6 NYCRR Part 182 & http://www.dec.ny.gov/animals/7494.html for lists of RTE species.

M. Water Bodies and Wetlands

82. The Certificate Holder shall minimize adverse effects to streams, waterbodies, wetlands, and the one hundred (100) foot adjacent area associated with any wetlands during the construction, operation and maintenance activities of the Project. Provisions to protect streams, waterbodies and wetlands shall include:

a) wetland locations and wetland adjacent areas located within the ROW or crossed by the ROW or any off-ROW access road constructed, improved or maintained for the Project shall be delineated in the field prior to construction and indicated on the EM&CP drawings for the Project. Wetland delineation drawings shall be delivered for review to DPS Staff and DEC at least 30 days prior to the filing of the proposed EM&CP.

b) Any activities which may affect wetlands shall be designed and controlled to minimize adverse impacts, giving due consideration to the environmental features and functions of the regulated wetlands and the 100-foot adjacent area associated with any State-regulated wetlands ("adjacent area").

c) A wetland mitigation plan shall be submitted in the EM&CP to mitigate for the clearing of forested wetland habitat and functions and other adverse wetland impacts resulting from permanent structures in wetlands and damage to wetland vegetation from roadways. Mitigation for clearing forested wetlands shall be at a ratio of 1.5 acres for 1 acre cleared. The Certificate Holder shall work with DEC and DPS Staff to develop a Wetland Mitigation Plan, following DEC's wetland mitigation guidelines, before the proposed EM&CP is filed.

d) Construction through wetlands or adjacent areas shall be done with tracked equipment or on temporary mats or geotextile/gravel access roads and shall be restricted to access roads and work areas set forth on the EM&CP drawings, provided that the Certificate Holder's use of geotextile and gravel for access roads shall not contravene the requirements set forth in this Certificate.

e) Except in connection with "danger tree" clearing during construction of the Project required to prevent inadvertent outages, selective vegetation clearing techniques (e.g., hand cutting) shall be used within 100 feet of any regulated wetland so as to reduce the amount of activity and disturbance to the wetland and adjacent area.

N. Streams and Water Bodies

83. Certificate Holder shall observe the following practices in connection with construction in the vicinity of streams, water bodies or wetlands:

a) Equipment or machinery shall not be washed in any stream, waterbody, wetland or adjacent area, and runoff resulting from washing operations shall not be permitted to directly enter any stream, waterbody, or wetland.

b) Any excess excavated material resulting from structure installation that is to be removed from any stream, waterbody, or wetland or adjacent areas shall not be stored inside wetlands or adjacent areas. Excavated material shall be disposed of in approved upland locations.

c) In wetlands, slash that is cut may be left in place (drop and lop) or removed from the wetland.

d) Construction vehicle access across streams and waterbodies shall be limited to existing bridges and culverts and to temporary crossings installed in accordance with the provisions set forth in the EM&CP.

e) During periods of work activity, flow immediately downstream of the worksite shall equal flow immediately upstream of the worksite.

f) There shall be no increase in turbidity downstream of the construction activity that will cause a substantial visible contrast to natural conditions.

g) Unless otherwise specified in the EM&CP, work in streams, when necessary, shall be prohibited between March 1 and July 15 for warm water fisheries habitat.

h) Within one hundred (100) feet of a stream or waterbody or wetland, the Certificate Holder shall not: (i) store, mix, or handle open containers of or load herbicides, chemicals labeled "toxic", or petroleum products. Refueling of vehicles and equipment within 100 feet of waterbodies is prohibited; except as provided in Certificate Holders EM&CP Best Practices Manual or in the EM&CP

i) Water from dewatering operations shall be pumped into a temporary straw bale/silt fence barrier or filter bag to settle suspended silt material prior to discharge. Direct discharge to wetlands, streams, and waterbodies shall be avoided.

84. Construction of any access roads through wetlands or adjacent areas shall be carried out using methods of construction set forth in the EM&CP for wetlands.

85. (a) Upon filing a permit application with the U.S. Army Corps of Engineers ("USACE"), the Certificate holder shall provide a copy to DPS Staff.

(b)The Certificate Holder shall secure and provide copies to DPS Staff and DEC Staff of all permits listed in Exhibit 8 to the Application including, all necessary USACE Nationwide permits for construction in federal wetlands affected by the Project; the required permit pursuant to §404 of the Federal Clean Water Act; the required permit pursuant to §10 of the Rivers and Harbors Act; and the SPDES General Permit.

86. For construction activities at protected streams, wetlands or adjacent areas, DEC field representatives shall be permitted on the Project site. DEC Staff field representatives will notify the DPS Staff representative and the Certificate Holder's appropriate representative of any activities that violate or may violate either the terms of the Certificate or the Environmental Conservation Law. The DPS Staff and DEC staff field representatives will cooperate in assessing site conditions and determining whether DPS Staff should exercise stop work authority, or whether directing Certificate Holder to take action to minimize further impacts to streams and regulated wetlands is appropriate.

O. Agricultural Resources

87. As required by Section 62, the Certificate Holder shall retain a qualified Agricultural and Soil Conservation Specialist/Inspector ("Agricultural Inspector") for each phase of Project development, including design, construction, initial restoration, post-construction monitoring and follow-up restoration. The Agricultural Inspector shall be available to provide site-specific agricultural information as necessary for EM&CP development through field review as well as to have direct contact with affected farm operators, County Soil and Water Conservation Districts, Ag & Mkts and others. The Agricultural Inspector shall maintain regular contact with the Environmental Monitor and/or the Construction Inspector throughout the construction phase. The Agricultural Inspector also shall maintain regular contact with the affected farmers and County Soil and Water Conservation Districts concerning farm resources and management matters pertinent to the agricultural operations and the site-specific implementation of the EM&CP. Whenever the Certificate Holder submits a request for an EM&CP change concerning agriculture, it shall consult with Ag & Mkts.

88. The Certificate Holder shall identify Black Cherry trees located on the ROW near active livestock use areas during EM&CP development. During the clearing phase, such vegetation shall be disposed of in a manner which prevents access by livestock and which is consistent with the provisions of the EM&CP.

89. The Certificate Holder shall design the Project to the extent possible to avoid or limit the placement of structures on crop fields or on other active agricultural land where the structures may significantly interfere with normal agricultural operations or activities. Where the location of a structure on such agricultural land is unavoidable, the Certificate Holder shall attempt to site the structure in a location that minimizes impact to normal farming operations.

90. During preparation of the EM&CP and in accordance with the EM&CP Procedures, a detailed drainage line repair procedure shall be developed, in consultation with the local Soil and Water Conservation District, for the repair of crushed/severed clay tile and plastic drain lines. Drawings showing the generic technique to be implemented for drain line repairs shall be provided by the Certificate Holder. All new plastic drain tubing shall meet or exceed the AASHTO M252 specifications. The plan for the replacement of functional stone drainage systems severed during construction shall be prepared during the restoration phase, in consultation with Ag & Mkts.

91. Where construction entrances are required from public roadways to the ROW in agricultural fields, an underlayment of durable, geotextile fabric shall be placed over the exposed subsoil surface prior to the use of temporary gravel access fill material. Complete removal of the construction entrance upon completion of the Project and restoration of the affected site is required prior to topsoil replacement.

92. Segments of farm roads utilized for access shall be improved in consultation with the farm operator and Ag & Mkts prior to use. Such improvements may include the installation of geotextile fabric and crushed stone.

93. Farm drainage features, fences and gates affected by construction shall be rebuilt to like new condition upon completion of construction. The base of all new posts shall be secured to a reasonable depth below the surface to prevent frost heave.

94. Mats shall be installed where repeated temporary access is necessary across agricultural fields. The mats shall be layered where necessary to provide a level access surface. Once access is no longer required across agricultural areas, the mats shall be removed and the Agricultural Inspector shall use a soil penetrometer to determine if soil compaction has occurred as a result of construction activities.

95. Where the installation of mats is not practical, topsoil shall be removed, including all of the "A" horizon down to the beginning of the subsoil "B" horizon, generally not to exceed a maximum of 12 inches. Topsoil removal up to a depth of 16 inches may be required in specially-designated soils encountered along the route and identified in the EM&CP. All topsoil shall be stockpiled directly adjacent to the travel way on the ROW and separated from other excavated materials. The Agricultural Inspector shall determine depth of topsoil stripping on each affected farm by means of the County Soil Survey and on-site soil auguring, if necessary. All topsoil material shall be stripped, stockpiled, and uniformly returned to restore the original soil profile. During the clearing/construction phase, site specific depths of topsoil stripping shall be monitored by the Agricultural Inspector. The use of topsoil stripping for construction access, as opposed to matting, shall only be allowed with approval from DPS Staff in consultation with Ag & Mkts.

96. In agricultural areas of till over bedrock where blasting is required, the Certificate Holder shall use matting or controlled blasting to limit the dispersion of blast rock fragments. All blasted rock not used as backfill shall be removed from croplands, haylands and improved pastures. The till and topsoil shall be returned in natural sequence to restore the soil profile. Farm owners/operators shall be given timely notice prior to blasting on farm property.

97. In all agricultural sections of the ROW disturbed during construction, the Certificate Holder shall break up the subsoil compaction with deep tillage by such devices as a deep-ripper (subsoiler). Following the deep ripping, all stone and rock material 4 inches and larger in size which has been lifted to the surface shall be collected and taken off site for disposal. The topsoil that has been temporarily removed for the period of construction shall then be replaced. Finally, deep subsoil shattering shall be performed with a subsoiler tool having angled legs. Stone removal shall be completed, as necessary, to

eliminate any additional rocks and stones brought to the surface as a result of the final subsoil shattering process.

98. All structures and guy anchors removed from agricultural areas as part of the construction activities shall be removed to a minimum depth of 48 inches below the soil surface. All holes or cavities created by the removal of the old facilities shall be filled to the same level as the adjacent area, plus 6 to 12 inches of additional soil to allow for settling. All material used for fill shall be similar to native soil. All fill material shall be compacted.

99. Wherever existing structures are removed from agricultural fields, the area shall be restored to allow agricultural activities. Such restoration shall include the removal of all vegetation from the structure area and grading of the ground surface to match the adjacent field. All rocks 4 inches and greater in size shall be removed from the surface.

100. The Certificate Holder shall provide a monitoring and remediation period of two (2) growing seasons following completion of ROW restoration in active agricultural areas. The Certificate Holder shall retain the services of an Agricultural Inspector on at least a part-time basis through this period. The monitoring and remediation phase shall be used to identify any remaining agricultural impacts associated with ROW construction that are in need of mitigation and to implement the follow-up restoration. During this phase, the Agricultural Inspector shall also maintain a list of invasive species observed on the Project ROW in agricultural areas , adjoining ROW areas, and other areas utilized by current field operator. In agricultural areas where invasive species are documented along the ROW, the Certificate Holder shall determine whether such species were pre-existing or whether such species were introduced by the Project. If it is determined that the Project was directly responsible for the introduction of invasive species to the agricultural areas, the Certificate Holder shall consult with the farm operator, Staff and Ag&Mkts to determine the appropriate control measures to implement.

101. During the monitoring and remediation period, on site monitoring shall be conducted at least three (3) times during each growing season and shall include a comparison of growth and yield for crops on and off the ROW. When the subsequent crop productivity within the affected ROW is less than that of the adjacent unaffected agricultural land, the Agricultural Inspector, in conjunction with the Certificate Holder and other appropriate organizations, shall help to determine the appropriate rehabilitation measures for the Certificate Holder to implement (soil de-compaction, topsoil replacement, etc.). During the various stages of the Project, all affected farm operators shall be periodically apprised of the duration of remediation by the Agricultural Inspector. Because conditions which require remediation may not be noticeable at or shortly after the completion of construction, the signing of a release form prior to the end of the remediation period shall not obviate the Certificate Holder's responsibility to fully redress all Project impacts. After completion of the specific remediation period, the Certificate Holder shall continue to respond to the reasonable requests of the farmland owner/operators to correct Project related effects on the impacted agricultural resources.

102. The Certificate Holder shall provide all farm owners/operators with a telephone number to facilitate direct contact with the Certificate Holder and the Agricultural Inspector(s) through all of the

stages of the Project. The farm owner/operators shall also be provided with a telephone number to facilitate direct contact with the Certificate Holder's Project Manager for the Project during operation and maintenance of the transmission line.

103. The Agricultural Inspector shall work with the farm operators during the planning phase to develop a plan to delay the pasturing of the ROW, following construction until pasture areas are adequately revegetated. The Certificate Holder shall be responsible for maintaining the temporary fencing on the ROW until the Agricultural Inspector determines that the vegetation on the ROW is established and able to accommodate grazing. At such time, the Certificate Holder shall be responsible for removal of the fences.

104. On affected farmland, restoration practices shall be postponed until favorable (workable, relatively dry) topsoil/subsoil conditions exist. Restoration shall not be conducted while soils are in a wet or plastic state. Stockpiled topsoil shall not be regraded until plasticity, as determined by the Atterberg field test is significantly reduced. No Project restoration activities shall occur in agricultural fields between the months of October through May unless favorable soil moisture conditions exist. The Certificate Holder shall monitor and advise Ag & Mkts and DPS Staff regarding tentative restoration planning. Potential schedules will be determined by conducting the Atterberg field test at appropriate depths into topsoil stockpiles, and below the traffic zone for a mutual determination of adequate field conditions for the restoration phase of the Project.

105. Topsoil stockpiles on agricultural areas left in place prior to October 31 shall be seeded with Aroostook Winter Rye or equivalent at an application rate of 3 bushels (168 #) per acre and mulched with straw mulch at rate of 2 to 3 bales per 1000 Sq. Ft. Topsoil stockpiles left in place between October 31 and May 31 shall be mulched with straw mulch at a rate of 2 to 3 bales per 1000 Sq. Ft. Straw (not hay) mulch shall be used to prevent soil loss on stockpiled topsoil from October through May.

106. After topsoil replacement, seedbed preparation (final tillage, fertilizing, liming) and seeding shall follow either Ag & Mkts recommendations as contained in Fertilizer, Lime and Seeding Recommendations for Restoration of Farmland in New York (Rev. 9-25-12) or landowner specifications.

P. Petroleum and Hazardous Substances

107. The EM&CP shall include a plan for storage of all petroleum and hazardous substances which may be used during, or in connection with, the construction, operation or maintenance of the Project.

108. The EM&CP shall include a plan for responding to and remediating the effects of any spill of petroleum or other hazardous substances in accordance with applicable law and regulations. Such Plan shall be developed in accordance with applicable state and federal laws, regulations and guidance, and shall include proposed methods of handling spills of petroleum products and any hazardous substances which may be stored or utilized during the construction, operation or maintenance of the Project.

109. The Certificate Holder shall comply with §175 of the Navigation Law, 6 NYCRR §613.8 (petroleum spills) and 6 NYCRR §595.3(b) (hazardous substance spills).

Q. Contractors and Contractor Supplies/Materials

110. Two weeks prior to construction of a segment, the Certificate Holder shall submit a report to the Secretary confirming that all required construction materials are available. Construction material shall be considered available if it is located at a marshaling yard or laydown area, if it is in the Certificate Holder's warehouse or other routine Certificate Holder inventory stocking location, or if it is on order from a vendor with a scheduled delivery date prior to the time scheduled for its use in the Project.

111. The Contractor shall be responsible for all construction materials after they have been received by the Contractor. All equipment shall be located at the marshaling yard(s) or on the ROW, provided, however, that if a local contractor is used for the work, the local contractor's facility shall be considered an acceptable marshaling yard.

112. DPS Staff will provide the name of a contact person(s) ("DPS Staff Representative") and the contact information (mailing address, phone number, e-mail, etc.) of that individual for purposes of this ordering clause and ordering clause numbers 113 through 117 of this Certificate. If a reportable accident occurs in connection with work on the Project, the Certificate Holder shall report any such accident to the DPS Staff Representative as soon as practicable. A copy of the accident report, if any, shall be provided to the Staff Representative after it has been finalized.

113. The Certificate Holder shall provide the DPS Staff Representative with a monthly audit report reflecting material inventory and usage.

114. The Certificate Holder shall provide the DPS Staff Representative with a copy of any police report and any insurance claim filed in connection with any theft of Facility-related materials, as well as a list of the stolen items. Subsequently, the Certificate Holder shall provide the Staff Representative with an accounting of all replacement materials. The accounting of replacement materials shall include documentation of the insurance company's coverage and the contractor's costs for replacement.

115. Within six (6) months following Project completion, the Certificate Holder shall provide to the DPS Staff Representative a full accounting of all Facility costs, including an explanation of variances, if any, between projected and actual costs.

116. A representative from the engineering design firm that designed the transmission line or another Consultant selected by the Certificate Holder shall conduct field reviews on a bi-weekly basis and prepare a written report of the firm's findings on whether the project is being constructed in accordance with the design for the project . The Certificate Holder shall provide a copy of each such report to the DPS Staff Representative within three (3) business days after the Certificate Holder receives the report. The Certificate Holder shall notify the DPS Staff Representative of when the field reviews will occur.

117. If the Contractor installs incorrect materials, structures, or components, the Certificate Holder, within one month after becoming aware of such incident, shall prepare and deliver to the DPS Staff Representative a summary report detailing the incident, the steps to be taken to rectify the mistake, the material and labor costs associated with rectifying the incident, and the manner in which such costs will be accounted for separately from other Project costs.

R. Invasive Species

118. The Certificate Holder shall perform the following activities to identify and address potential invasive species hazards:

a) Contact the appropriate DEC Regional Natural Resource Supervisor(s) and Ag & Mkts for any project-area information about known or potential occurrences of (i) invasive plant species that are included in the DEC's "Interim List of Invasive Plant Species in New York State" and that also may be of special concern to the DEC Regional Natural Resource Supervisor(s); and (ii) invasive insects.

b) In conjunction with performing site-by-site field analyses and the wetland delineation efforts needed to develop the proposed EM&CP, conduct an invasive species survey to identify invasive species along the ROW.

c) After consultation with DEC Staff , include in the proposed EM&CP the locations of invasive species that constitute an environmental or human health hazard that warrants the prescription of measures to control the spread of such species during construction. Consider each species in its landscape context, such as whether a species is contributing positively to vegetation management of the ROW and whether the same species has been observed, or otherwise is known to be abundant, on adjacent lands.

d) In order to prevent the potential introduction of invasive species from other areas or regions to the project area: require that vehicles, equipment, and materials (including mats) be inspected for, and cleaned of, any visible soils, vegetation, insects, and debris before bringing them to the project area. On a site-by-site basis and as prescribed on the EM&CP drawings, equipment and material shall be cleaned prior to leaving the ROW. The cleaning method shall include, as applicable, brushing, scraping and/or the use of compressed air to remove visible soils and vegetation. Any matter cleaned from equipment and material shall remain within the infested area.

e) Where practicable, in upland areas identified for invasive species control, chip brush and wood into a layer of at least six (6) to eight (8)-inches over access pathways on the ROW, thus providing a barrier between plant material and equipment. Areas where this shall be implemented shall be noted on the EM&CP drawings. The condition of this access shall be monitored by the Environmental Monitor during construction. Provided this barrier remains intact, the Environmental Monitor may exempt specific types of potential transporters, *e.g.,* pickup trucks and pedestrians, from cleaning requirements.

f) Train Project contractor(s) and subcontractor(s) on the various relevant cleaning methods to be used on the Project.

g) Minimize ground disturbances and vegetation removal as much as possible. The contractor(s) and subcontractor(s) shall be instructed to stay within access paths and work areas that are designated on the EM&CP drawings.

h) Ensure that any off-site or on-site fill materials shall come from invasive-species-free sources.

i) Stabilize and re-vegetate disturbed sites using soil components and mulches obtained from non-invasive species sources. Utilize seed and other plant materials that have been checked and certified as noxious-weed-free.

j) Coordinate with outside logging contractors for sale and use of the merchantable timber that shall be cleared from the ROW, provided that the landowner on whose property the timber is situated does not wish to retain the timber.

k) Remove any wood from the ROW pursuant to the DEC's firewood regulations to protect forests from invasive species found in 6 NYCRR Part 192, and any applicable DEC quarantine orders and Ag & Mkts quarantine regulations.

l) Train clearing crews to identify the Asian Longhorned Beetle, the Emerald Ash Borer, and any other insects that the DEC identifies as a potential problem. If evidence of the existence of these insects is found, the facts shall be reported as soon as practicable to the appropriate DEC regional forester unless DEC has already determined that such insects are a potential problem in the area.

m) During development of the EM&CP, and based on the pre-construction invasive species survey which determined the presence, type, extent, and GPS location of invasive species within the ROW, the Certificate Holder shall consult with DEC staff and DPS Staff to develop a plan for determining which portions of the Project ROW, in addition to the agricultural areas described in Certificate Condition 100, would be most appropriate for conducting post-construction monitoring and surveys once each year for a period of 2 years following completion of ROW restoration, to determine the change in invasive species as compared to the baseline survey."

S. Impact on New York Power Authority Facilities

119. The Certificate Holder shall not place any structures or situate any access roads within the right-of-way of NYPA's cross-state 345 kV transmission lines except as follows:

a) where, subject to the execution of an Interconnection Agreement between NYPA and RG&E, RG&E's 115kV Circuits 940 and 941 exit Station 255, each circuit may require a dead end transmission line pole located on the NYPA right-of-way.

b) where, subject to the execution of an Interconnection Agreement between NYPA and Certificate Holder, the extension of Milewood Road to access Station 255 will cross the NYPA right-of-way.

120. The minimum distances between the Certificate Holder's transmission line poles for the Project and NYPA's adjacent cross-state 345 kV transmission lines shall be as follows:

a) For Certificate Holder's 345kV Circuit 40, the distance between the centerline of each Certificate Holder transmission line pole and NYPA's outer-most conductor shall be a minimum of 10 feet greater than the height of Certificate Holder's transmission line pole (i.e. 130-foot transmission line pole requires a minimum distance of 140 feet from the centerline of the Certificate Holder's transmission line pole to NYPA's conductor).

b) For Certificate Holder's 115kV Circuits 940 and 941, the distance between the centerline of each Certificate Holder transmission line pole and NYPA's outer-most conductor shall be a minimum of 5 feet greater than the height of the Certificate Holder's pole (i.e. 80-foot pole requires a minimum distance of 85 feet from the centerline of the Certificate Holder's pole to the NYPA conductor).

121. No building or structures in connection with the construction of the Project shall be erected, maintained or suffered upon NYPA's right-of-way without the written consent of NYPA.

122. Requests for authorization to access or utilize NYPA real property or NYPA facilities in connection with the construction of the Project shall be made at least sixty (60) days before the construction of the Project is scheduled to commence. The Certificate Holder may not access, go across or use any NYPA real property, including without limitation, NYPA's fee-owned property and exclusive easements, and any licenses, rights, privileges and property owned by the State of New York and under the jurisdiction of NYPA, without the requisite approvals, permits, and authorization of NYPA. Certificate Holder shall comply with NYPA procedures in applying for rights, permissions, or authorization necessary for Certificate Holder to access NYPA real property or facilities in connection with the construction, operation, or maintenance of the Project. The Certificate Holder shall comply with all conditions and follow all standards, specifications, and procedures contained in such approvals, permits or authorizations.

123. The obligation of the Certificate Holder to obtain rights, permissions, or authorization to access, go across or use any NYPA real property or NYPA facilities including exclusive easements, shall not obviate the need for Certificate holder to acquire any rights required from any underlying fee owner if other than NYPA.

APPENDIX E

SPECIFICATIONS FOR THE DEVELOPMENT OF ENVIRONMENTAL MANAGEMENT AND CONSTRUCTION PLAN

Section A of the Specifications for the Development of Environmental Management and Construction Plan ("Specifications") addresses the development of the plan and profile drawings, and maps portion of the EM&CP.

Section B addresses the description and statement of objectives, techniques, procedures, and requirements, i.e. the textual portion of the EM&CP.

If any particular requirement of the Specifications is not applicable, so indicate and briefly explain.

A. EM&CP Plan and Profile Drawings and Maps

The EM&CP maps, charts, photostrip maps, and illustrations shall include, but need not be limited to, all of the following information:

1. Plan and Profile Details

A Line[1] Profile (at an appropriate scale) and plan drawings (scale minimum 1 inch = 200 feet)[2] showing:

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[1] The lowest conductor of an overhead design shall be shown in relation to ground at the maximum permissible conductor temperature for which the line is designed to operate, i.e., normally the short-time emergency loading temperature specified by the New York ISO. If a lesser conductor temperature is used for the line profile, the maximum sag increase between the conductor temperature and the maximum conductor temperature shall be indicated for each ruling span. For underground Project design, show relation of Project to final surface grade, indicating design depth-of-cover.

[2] Contour lines (preferably at 5-foot intervals) are desirable on the photostrip map if they can be added without obscuring the required information.

a. The boundaries of any new, existing, and/or expanded right-of-way (ROW)[3] or road boundaries, and where cables are to be constructed overhead or underground; plus areas contiguous to the ROW or street within which the Certificate Holder will obtain additional rights.

b. The location of each Facility structure (showing its height, material, finish and color, and type), structural foundation, fence, gate, down-guy anchor, and any counterpoise required for the Facility (typical counterpoise drawings will suffice recognizing that before field testing of installed structures the Certificate Holder may be unable to determine the specific location of all required counterpoise), conductors, insulators and static wires and other components attached to Facility structures.

c. Existing utility or non-utility structures on the ROW, and indicate those to be removed or relocated (include circuit arrangements where new structures will accommodate existing circuits, indicate methods of removal of existing facilities, and show the new locations, types and configurations of relocated facilities).

d. Any underground utility or non-utility structure.

e. The relationship of the Facility to nearby fence lines; roads; railways; airfields; property lines; hedgerows; fresh surface waters; wetlands; other water bodies; significant habitats; associated facilities; flowing water springs; nearby buildings or structures; major antennas; oil or gas wells, and blowdown valves.

[3] The term "right-of-way" in these *Specifications* includes property, whether owned in fee or easement, to be used for substations, disposal sites, underground terminals, storage yards, and other associated facilities. Where such properties cannot reasonably be shown on the same plan or photo-strip, maps, or plan drawings used for the transmission line, additional maps or drawings at convenient scales should be used.

f. The location of any proposed new or expanded switching station, substation, or other terminal or associated utility or non-utility structure (attach plan[4] - plot, grading, drainage, and electrical - and elevation views with architectural details at appropriate scales). Indicate the type of outdoor lighting, including design features to avoid off-site illumination and minimize glare; the color and finish of all structures; the locations of temporary or permanent access roads, parking areas, construction contract limit lines, property lines, designated floodways and flood-hazard area limits, buildings, sheds, relocated structures, and any plans for water service and sewage and waste disposal.

g. The location and boundaries of any areas whether located on- or off- ROW proposed to be used for fabrication, designated equipment parking, staging, access, lay-down, and conductor pulling. Indicate any planned fencing, surface improvements, and screening of storage and staging areas.

h. The locations for ready-mix concrete chute washout and any other cleaning activities (e.g., control of invasive species).

2. <u>Stormwater Pollution Prevention</u>

a. Include on the plan and profile drawings the approved Storm Water Pollution Prevention Plan (SWPPP) details. Include the locations of soil erosion and sediment control measures developed in accordance with the latest version of the New York Standards and Specifications for Erosion and Sediment Control (e.g., stabilized construction entrances, silt fences, check dams, and sediment traps).

[4] Preferably 1" = 50' scale with 2-foot contour lines.

b. Include on the plan and profile drawings the approved SWPPP locations of all permanent stormwater management controls that are required based on site-specific conditions or conditions of the Certificate, .

3. <u>Vegetation Clearing and Disposal Methods</u>

Identify on the plan and profile drawings:

a. the locations of sites requiring trimming or clearing of vegetation and the geographic limits of such trimming or clearing;

b. the specific methods for the type and manner of cutting and disposition or disposal method for cut vegetation (e.g., chip; cut and pile; salvage merchantable timber, etc.);

c. the methods for management of vegetation to be cut or removed at each site;

d. any geographical area bounded by distinctly different cover types requiring different cut-vegetation management methods;

e. any geographical area bounded at each end by areas requiring distinctly different cut-vegetation methods due to site conditions such as land use differences, population density, habitat or site protection, soil or terrain conditions, fire hazards, or other factors;

f. different property-owners requesting specific vegetation treatment or disposal methods;

g. desirable vegetation species;

h. areas requiring (off-ROW) danger tree removal; and,

i. the location of any areas where specific vegetation protection measures will be employed and the details of those measures to avoid damage to specimen tree stands of desirable species, important screening trees, or hedgerows.

4. <u>Building and Structure Removal</u>

Indicate the locations of any buildings or structures to be acquired, demolished, moved, or removed.

5. <u>Waterbodies</u>

a. Indicate the name, water quality classification and location of all rivers and streams, (whether perennial and intermittent) and drainages crossed by, the proposed ROW or any off-ROW access road constructed, improved or maintained for the Facility. On the plan and profile drawings, indicate:

1) stream crossing method and delineate any designated streamside "protective or buffer zone" in which construction activities will be restricted to the extent necessary to minimize impacts on rivers and streams;

2) the activities to be restricted in such zones; and,

3) identify any designated floodways or flood hazard areas to be traversed by the Facility or access roads, or otherwise used for Facility construction or the site of associated facilities.

b. Show the location of all potable water sources, including springs and wells on the ROW or within 100 feet of the ROW or access roads indicating on a site-by-site basis, precautionary measures to be taken to protect each water source.

6. Wetlands

a. All wetlands and wetland adjacent areas located within the ROW or crossed by the ROW or any off-ROW access road constructed, improved, or maintained for the Facility shall be depicted on EM&CP drawings. The plan and profile drawings shall delineate the wetland "protective or buffer zone" in which construction activities will be restricted to the extent necessary to minimize impacts on wetlands.

b. Indicate the location and type (i.e., identification code for regulated town, state, or federal wetlands) of any wetland (e.g., marsh, meadow, bog, or scrub-shrub or forested swamp) within or adjoining the ROW or any access road, as determined by site investigation and delineation.

c. Indicate type and location of precautionary measures (e.g., mats) to be taken to protect all wetlands, associated drainage patterns and wetland functions.

7. Land Uses

a. Agricultural Areas

1) Indicate the locations of sites under cultivation or in active agricultural use including rotational pasture, pasture, hayland, and cropland.

2) Indicate the location of any unique agricultural lands including maple sugarbushes, organic muckland and permanent irrigation systems, as well as areas used to produce specialty crops such as vegetables, berries, apples, and grapes.

3) Indicate the location of vulnerable soils in agricultural areas that are more sensitive than other agricultural soils to construction disturbance due to slope, soil wetness, and shallow depth to bedrock.

4) Indicate the location of all land and water management features including subsurface drainage, surface drainage, diversion terraces, buried water lines, and water supplies.

5) Designate the site-specific techniques to be implemented to minimize or avoid construction-related impacts to agricultural resources.

b. Sensitive Land Uses and Resources

Indicate the location and identification of sensitive land uses and resources that may be affected by construction of the Facility or by construction-related traffic (e.g., hospitals, emergency services, sanctuaries, schools, and residential areas).

c. Geologic, Historic, and Scenic or Park Resources

Indicate the locations of geologic, historic, and existing or planned scenic or park resources and specify measures to minimize impacts to these resources (e.g., fencing, signs).

d. Recreational

Indicate the locations where existing or planned recreational use areas, would affect or be affected by the Facility location, construction or other ROW preparation.

8. Access Roads and Lay-down Areas

Indicate the locations of temporary and permanent on- and off-ROW access roads and lay-down areas. Provide construction type, material, and dimensions. Indicate provisions for upgrading any existing access roads.

9. Noise Sensitive Sites

Show the locations of noise-sensitive areas along the proposed ROW.

10. Ecologically and Environmentally Sensitive Areas

Indicate the general locations of any known ecologically and environmentally sensitive sites (e.g., archaeological sites; fish and wildlife habitat; rare, threatened, and endangered species or habitats; forest and vegetation; open space; areas of important aesthetic or scenic quality; deer winter yards, etc.), within or nearby the proposed or existing ROW or along the general alignment of any access roads to be constructed, improved or maintained for the Facility. Specify the measures that will be taken to protect these resources (e.g., fencing, flagging, signs "Sensitive Environmental Areas, No Access").

11. Invasive Species of Special Concern

Identify the location(s) of Species of Special Concern and the prescribed method to control the spread and/or eradicate the identified species.

12. Herbicide

Indicate any areas where herbicides may not be used.

B. Description and statement of objectives, techniques, procedures and requirements

The textual portion of the EM&CP for the Facility shall include, but need not be limited to, all of the following information:

1. Facility Location and Description

Describe the location and limits of the site or ROW and explain the need for any additional rights. For each structure type, indicate the GSA—595A Federal standard color designation or manufacturer's color specification to be used for painted structures. State any objections raised by Federal, State or local transportation (highways, waterways, or aviation) officials to the final location or manner of installation of, or access to, the certified Facility

2. Stormwater Pollution Prevention

a. In accordance with the latest approved SWPPP for the Facility: (1) describe the temporary and permanent measures to be taken during all construction phases to stabilize and restore soils, control erosion, and preserve natural drainage patterns in areas where significant soil disturbances (including removal of vegetative cover, grading or excavation) are proposed; (2) provide a maintenance schedule for all permanent stormwater management controls that are required based on site-specific conditions or conditions of the Certificate.

b. In areas of coastal erosion hazard, include plans to demonstrate compliance with the standards for coastal erosion hazard protection as required by 6 NYCRR Part 505 - Coastal Erosion Management.

3. Vegetation Clearing and Disposal Methods

a. Describe the specific methods and rationale for the type and manner of cutting and disposition or disposal methods for cut vegetation.

b. Detail specific measures employed to avoid damage to specimen tree stands of desirable species, rare, threatened and endangered species, important screening trees, and hedgerows.

c. Identify the factors such as the attributes of the site, outcome of landowner negotiations, and attributes of the logs, upon which Certificate Holder's removal of the merchantable logs resulting from clearing the ROW for the Facility will be based.

d. Describe methods of compliance with 6 NYCRR Part 192 – Forest Insect and Disease Control, applicable DEC quarantine orders, and New York State Department of Agriculture and Markets (Ag&Mkts) regulations.

4. Building and Structure Removal

Indicate the locations of any buildings or structures to be acquired, demolished, moved, or removed. Provide the rationale for the acquisition and removal of buildings or structures.

5. Waterbodies

a. Describe the measures to be taken to protect stream bank stability, stream habitat, and water quality including, but not limited to: crossing technique; crossing structure type; timing restrictions for in-stream work; stream bed and bank restoration measures; vegetation restoration measures; and other site-specific measures to minimize impacts, protect resources, and manage Facility construction.

b. Indicate the procedures that were followed to inventory such resources and provide copies of any resulting data sheets and summary reports.

c. Develop a table of waterbodies crossed by the Facility and include: Town (location), Existing Structure Span (mileposts), Stream Name, Field/Map Identification Name, Perennial (P) or Intermittent (I), New York Stream Classification, Water Index Number, Crossing Method and Length, Fishery Type, GPS coordinates, and Comments.

6. <u>Wetlands</u>

a. For each State-regulated wetland, indicate the following: town (location); existing Structure Span (milepost); wetland field designation; NYSDEC classification code; wetland type; proposed structure located within wetland; total area of temporary disturbance/impact; dead end structures in NYSDEC wetlands; tangent structures in NYSDEC wetlands; total area of permanent disturbance in NYSDEC wetlands (sq. ft.); area crossed by Facility (sq. ft.); conversion of State-regulated forested wetlands (sq. ft.); and, comments.

b. Describe all activities that will occur within State-regulated wetlands or adjacent areas (e.g., construction, filling, grading, vegetation clearing, and excavation) and assure that the activity is consistent with the weighing standards set forth in 6 NYCRR 663.5(e) and (f). Describe how impacts to wetlands, 100 foot adjacent areas, associated drainage patterns and wetland functions will be avoided, and how impacts will be minimized.

c. Describe the precautions or measures to be taken to protect all other wetlands (e.g., town, federal wetlands) associated drainage patterns, and wetland functions.

7. Land Uses

a. Agricultural Areas

1) Describe programs, policies, and procedures to mitigate agricultural impacts such as soil compaction. Explain how construction plans either avoid or minimize crop production losses and impacts to vulnerable soils.

2) Indicate specific techniques and references to appropriate agricultural protection measures recommended by Ag&Mkts, as available.

b. Sensitive Land Uses

Describe the sensitive land uses (e.g., hospitals, emergency services, sanctuaries, schools, residential areas) that may be affected by construction of the Facility or by construction-related traffic and specify measures to minimize the impacts on these land uses.

c. Geologic, Historic and Scenic or Park Resources

Describe the geologic, historic, and scenic or park resources that may be affected by construction of the Facility or by construction-related traffic and specify measures to minimize impacts on these resources. Indicate the procedures that were followed to identify such resources and specify the measures that will be taken to protect or preserve these resources. Reports prepared to identify and analyze such sites shall be made available to Staff upon request.

d. Recreation Areas

Explain how proposed or existing recreation areas will be avoided or accommodated during construction, operation, and maintenance of the Facility.

8. Access Roads and Lay-down Areas

a. Discuss the necessity for access to the ROW, including the areas where temporary or permanent access is required; and the nature of access improvements based on natural features, equipment constraints, and vehicles to be used for construction and maintenance, and the duration of access needs through restoration and the maintenance of the Facility.

b. Discuss the types of access which will be used and the rationale for employing that type of access including consideration of:

    1) temporary installations (e.g., corduroy, mat and fill, earthen road, geotextile underlayment, gravel surface, etc.);
    2) permanent installations (e.g., cut and fill earthen road, geotextile under-layment, gravel surface, paved surface, etc.);
    3) use of roads, driveways, farm lanes, rail beds, etc.
    4) other access, e.g. helicopter or barge placement.

    For each temporary and permanent access type, provide a figure or diagram showing a typical installation (include top view, cross section and side view with appropriate distances and dimension). Where existing access ways will be used, indicate provisions for upgrading to meet appropriate standards.

c. Indicate the associated drainage and erosion control features to be used for access road construction and maintenance. Provide diagrams and specifications (include plan and side views with appropriate typical dimensions) for each erosion control feature to be used, such as:

    1) staked straw bale or check dam (for ditches or stabilization of topsoil);

2) broad-based dip or berm (for water diversion across the access road);

3) roadside ditch with turnout and sediment trap;

4) French drain;

5) diversion ditch (water bar);

6) culvert (including headwalls, aprons, etc.);

7) sediment retention basin (for diverting out-fall of culvert or side ditch); and,

8) silt fencing.

d. Indicate the type(s) of stream crossing method to be used in conjunction with temporary and permanent access road construction. Provide diagrams and specifications (include plan and side view with appropriate dimensions) for each crossing device and rationale for their use. Stream crossing devices may include but not be limited to:

    1) timber mat;

    2) culverts including headwalls;

    3) bridges (either temporary or permanent); and,

    4) fords.

e. All diagrams and specifications should include material type and size to be placed in streams and on stream approaches.

f. If access and workpad areas cannot be limited to upland areas, provide justification for any access and workpad areas which is proposed to be located in a wetland or stream or waterbody.

9. Noise Sensitive Sites

Specify procedures to be followed to minimize noise impacts related to ROW clearing, and construction and operation of the Facility. Indicate the types of major equipment to be used in construction or Facility operation; sound levels at which that equipment operates; days of the week and hours of the day during which that equipment will normally be operated; any exceptions to these schedules; and any measures to be taken to reduce audible noise levels caused by either construction equipment or Facility operation.

10. Ecological and Environmentally Sensitive Sites

Indicate the procedures that were followed to identify ecological and environmental resources (e.g., archaeological sites; fish and wildlife habitat; rare, threatened, and endangered species or habitats; forest and vegetation; open space; areas of important aesthetic or scenic quality; deer winter yards) and specify the measures that will be taken to protect or preserve these resources. Reports prepared to identify and analyze such sites shall be identified, and made available upon request.

11. Invasive Species of Special Concern

a. Provide an invasive species prevention and management plan for invasive species of special concern, prepared in consultation with DPS, DEC and Ag&Mkts, based on the pre-construction invasive species survey which determined the presence, type, extent, and GPS location of invasive species within the ROW.

b. The plan shall include measures that will be implemented to minimize the introduction of invasive species of special concern and the spread of existing invasive species of special concern, during and after construction: during soil

disturbance, vegetation management, transportation of materials and equipment, and landscaping/revegetation.

12. Herbicides

a. Specify the locations where herbicides are to be applied. Provide a general discussion of the site conditions (e.g., land use, target and non-target vegetation species composition, height and density) and the choice of herbicide, formulation, application method and timing.

b. Describe the procedures that will be followed during application to protect non-target vegetation, streams, wetlands, potable waters and other water bodies, and residential areas and recreational users on or near the ROW.

13. Fugitive Dust Control

Specify appropriate measures that will be used to minimize fugitive dust and airborne debris from construction activity.

14. Petroleum and Chemical Handling Procedures

a. Include a plan for the storage, handling, transportation, and disposal of petroleum, fuels, oil, chemicals, hazardous substances, and other potentially harmful substances which may be used during, or in connection with, the construction, operation, or maintenance of the Facility. Address how to avoid spills and improper storage or application in the vicinity of any wetland, river, creek, stream, lake, reservoir, spring, well, or other ecologically sensitive site, or existing recreational area along the ROW and access roads.

b. Include a plan for responding to and remediating the effects of any spill of petroleum, fuels, oil, chemicals, hazardous substances, and other potentially harmful substances

in accordance with applicable State and Federal laws, regulations, and guidance, and include proposed methods of handling spills of petroleum, fuels, oil, chemicals, hazardous substances, and other potentially harmful substances which may be stored or utilized during the construction and site restoration, operation, and maintenance of the Facility.

15. <u>Environmental Supervision</u>

a. Describe protocols for supervising demolition, vegetation clearing, use of herbicides, construction, and site restoration activities to ensure minimization of environmental impact and compliance with the environmental protection provisions specified by the Certificate.

b. Specify the titles and qualifications of personnel proposed to be responsible for ensuring minimization of environmental impact throughout the demolition, clearing, construction and restoration phases, and for enforcing compliance with environmental protection provisions of the Certificate and the EM&CP. Indicate the amount of time each supervisor is expected to devote to the project.

c. Specify responsibilities for personnel monitoring all construction activities, such as clearing, sensitive resource protection, site compliance, EM&CP change notices, etc.

d. Explain how all environmental protection provisions will be incorporated into contractual specifications, and communicated to those employees or contractors engaged in demolition, clearing, construction, and restoration.

e. Describe the procedures to “stop work” in the event of a Certificate violation. Identify the company's designated contact including 24/7 emergency phone number, for assuring overall compliance with Certificate conditions.

16. Clean-up and Restoration

Describe the Certificate Holder's program for ROW clean-up and restoration, including:

a. the removal of any temporary roads; restoration of lay-down or staging areas; the finish grading of any scarified or rutted areas; the removal of waste (e.g. excess concrete), scrap metals, surplus or extraneous materials or equipment used;

b. plans, standards and a schedule for the restoration of vegetative cover; include, but not limited to, specifications to address:

    1) design standards for ground cover:

        a) species mixes and application rates by site;

        b) site preparation requirements (soil amendments, stone removal, subsoil treatment, or drainage measures);

        c) acceptable final cover % by cover type;

    2) planting installation specifications and follow-up responsibilities;

    3) a schedule or projected dates of any seeding and/or planting; and,

    4) plans to prevent unauthorized access to and along the ROW.

17. Visual Impact Mitigation

Provide details of screening or landscape plans prescribed at road crossings and for adjacent property owners. Discuss existing or proposed landscape planting, earthwork, or installed features to screen or landscape substations and other Facility components.

18. ROW Encroachment Plan

Provide detailed plans for identifying and resolving potential encroachments to the existing and proposed ROW.

19. Wetland Mitigation Plan

Provide detailed plans for mitigating all unavoidable impacts to State-regulated wetlands and Federally-regulated wetlands, if prescribed by the Army Corps. of Engineers, including, but not limited to, the permanent conversion of forested wetland to scrub/shrub wetland. For State-regulated wetlands, mitigation plans shall separately address impacts to each of the wetlands benefits described in ECL § 24-0105(7). Plans shall provide for wetland mitigation in the same watershed to the maximum extent possible.

Appendix F

NEW YORK STATE PUBLIC SERVICE COMMISSION
WATER QUALITY CERTIFICATION

Pursuant To:

Section 401 of the Federal Water Pollution Control Act, 33 U.S.C. § 1341(a)(1), and Article VII of the New York State Public Service Law

Certification Issued to:

Rochester Gas & Electric Corporation
89 East Avenue
Rochester, New York 14649

Project Description and Location

The Rochester Area Reliability Project ("RARP") of Rochester Gas & Electric Corporation ("RG&E") is the construction, operation and maintenance of approximately 22.7 miles of new or rebuilt 115 kV transmission lines, a new 1.8 mile 345 kV transmission line, a new 345/115 kV substation, and equipment upgrades at three existing substations all in Monroe County, and communication and protection system upgrades at two existing substations, both in Niagara County. The location of the RARP is described in detail in the administrative record of PSC Case 11-T-0534.

A total of 10 surface water bodies will be crossed by the proposed transmission corridors along the RARP's 24.50 miles of rights-of-way, including the Genesee River, 1 unnamed tributary to the Genesee River, Black Creek, 2 unnamed tributaries to Black Creek, 2 crossings of Little Black Creek, 1 unnamed tributary to Little Black Creek, 1 unnamed tributary to Red Creek, and the Erie

Canal. All the water bodies crossed have a Class C Water Quality Classification except the Genesee River, the Erie Canal, and an unnamed tributary of Little Black Creek in the town of Gates, which are Class B. No surface waters are located within the existing and proposed substation properties. Nine of these water bodies are crossed by proposed overhead lines and one is crossed by the underground segment of Circuit 940.

Construction, operation and maintenance of the RARP will be in accordance with the Certificate of Environmental Compatibility and Public Need ("Certificate") granted in Case 11-T-0534, the Commission-approved Environmental Management and Construction Plan ("EM&CP"), and RG&E's Commission-approved "Long Range Right-of-Way Management Plan for the NYSEG and RG&E Electric Transmission System," dated September 30, 2011, as it may be amended from time to time.

Certification:

The New York State Public Service Commission hereby certifies, pursuant to Section 401 of the Federal Water Pollution Control Act, 33 U.S.C. Section 1341(a)(1) and Article VII of the New York State Public Service Law, that the RARP, as conditioned herein, complies with applicable requirements of Sections 301, 302, 303, 306 and 307 of the Federal Water Pollution Control Act, as amended, and applicable New York State water quality standards, limitations, criteria and other requirements set forth in 6 NYCRR § 608.9(c) and Parts 701 through 704, provided that all conditions listed herein are met. This certification

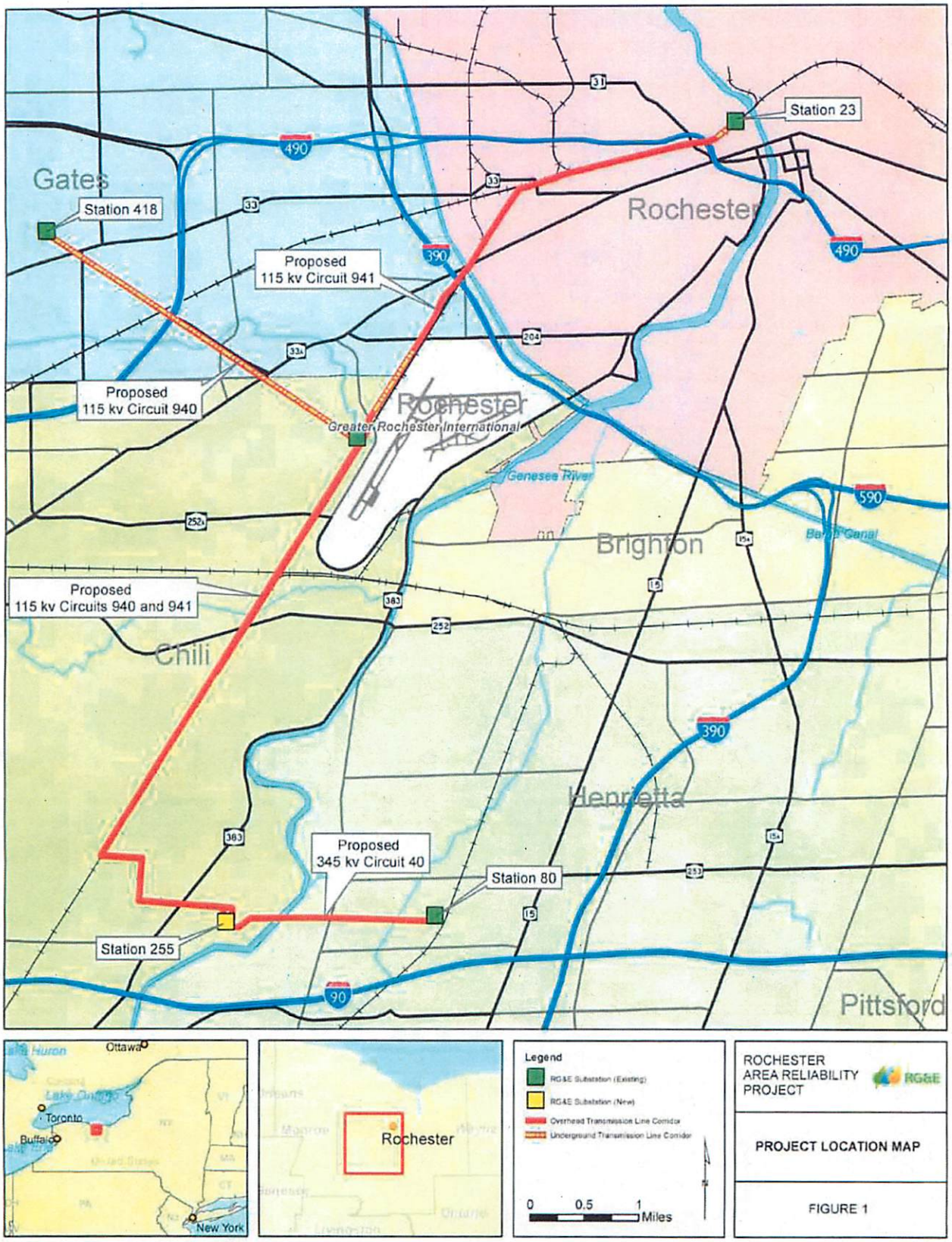
is issued in conjunction with the Certificate granted to RG&E in Case 11-T-0534.

Conditions:

1. No in-water work shall commence until all pre-construction conditions relating to such work contained in the Certificate have been met to the satisfaction of the New York State Department of Public Service.
2. Construction and operation of the RARP shall at all times be in conformance with (a) the application and Joint Proposal in Case 11-T-0534, to the degree not superseded by the Certificate, (b) all conditions of approval contained in the Certificate, (c) the EM&CP, and (d) all conditions incorporated in any order approving the EM&CP, to the extent the documents referenced in (c) and (d) pertain to compliance with New York State Water Quality Standards necessary and appropriate for issuance of, and compliance with, this Certification.
3. RG&E shall provide a copy of this certification to the U.S. Army Corps of Engineers along with a copy of the application, Joint Proposal, Certificate, EM&CP, and order approving the EM&CP (and all subsequent EM&CPs and approval orders) in Case 11-T-0534 so that the U.S. Army Corps of Engineers will have a complete record of the conditions that apply hereto.

4. RG&E shall provide to all construction contractors complete copies of the Article VII Certificate, the approved EM&CP, and this certification.

Certified By: _____, Director
Office of Energy Efficiency
and the Environment
New York State Department of Public Service
Three Empire State Plaza
Albany, New York 12223



Attachment 2