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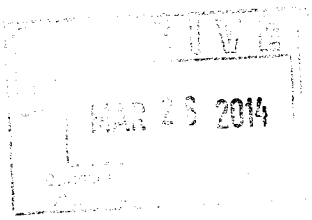

Spectra Energy Partners

March 20, 2014

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RI D.E.M.
MAR 2 4 2014
Office of the Director

Janet Coit, Director
RI Department of Environmental Management
235 Promenade Street
Providence, RI 02903

Re: Algonquin Gas Transmission, LLC
Federal Energy Regulatory Commission Docket No. CP14-96-000, AIM Project

Dear Janet Coit:

As you may be aware, Algonquin Gas Transmission, LLC ("Algonquin") is an interstate natural gas transmission limited liability company that constructs, maintains and operates interstate pipelines under the exclusive jurisdiction of the Federal Energy Regulatory Commission ("Commission" or "FERC") pursuant to the Natural Gas Act (15 U.S.C. §§ 717-717w). Algonquin's principal place of business is 5400 Westheimer Court, Houston, Texas 77056. Algonquin maintains and operates pipelines extending from points near Lambertville and Hanover, New Jersey, through the states of New Jersey, New York, Connecticut, Rhode Island, and Massachusetts to points in eastern Massachusetts.

On February 28, 2014 Algonquin filed an application seeking Commission approval for its AIM Project ("AIM Project" or "the Project"). The Commission has docketed this Project as CP14-96-000. Algonquin's application requests that FERC issue a certificate of public convenience and necessity, by January 31, 2015, to install, construct, own, operate and maintain certain pipeline facilities in New York, Connecticut, Rhode Island and Massachusetts (the "Application"). I have enclosed a copy of the Commission's Notice of the Application for the Project in FERC Docket No. CP14-96-000 with this letter. The Notice of Application describes how interested persons may participate in the FERC review process and the applicable intervention dates. A similar letter and background materials have been sent to directly affected landowners as well as abutters to the Project.

The Project is necessary in order to transport new supplies of natural gas, thereby enhancing the reliability of energy supplies and providing pipeline system flexibility for expanding markets throughout New England and the region. The Project responds to significant interest from shippers that require transportation capacity to accommodate increased receipts of natural gas at meter stations throughout Connecticut and Massachusetts. The Project will provide customers with diversified access to regional supplies that will accommodate projected demand. A Project overview map is also enclosed to provide a general scope of the Project.

The proposed Project facilities are located in New York, Connecticut, Rhode Island and Massachusetts and include the construction of approximately 37.6 miles of take-up and relay, loop and lateral pipeline facilities, modifications to six existing compressor stations resulting in the addition of 81,620 horsepower ("hp") of compression, modifications to 24 existing metering and regulating ("M&R") stations, the construction of three new M&R stations and the removal of one existing M&R station. A discussion of the proposed Project facilities throughout those states follows.

Proposed Pipeline Facilities

The proposed AIM Project includes approximately 37.6 miles of pipeline composed of the following facilities:

- Construction of approximately 20.1 miles of mainline pipeline, comprised of the following:
  - Haverstraw to Stony Point Take-up & Relay - Take-up and relay 3.3 miles of 26-inch diameter pipeline with 42-inch diameter pipeline in Rockland County, New York upstream of Algonquin's existing Stony Point Compressor Station;
  - Stony Point to Yorktown Take-up & Relay - Take-up and relay 9.4 miles of 26-inch diameter pipeline with 42-inch diameter pipeline and the installation of an approximately 2.9-mile section of new pipeline ROW that includes a 0.7-mile horizontal directional drill ("HDD") crossing of the Hudson River. This 12.3-mile segment is located in Rockland County, New York and Westchester County, New York downstream of Algonquin's existing Stony Point Compressor Station; and
  - Southeast to MLV 19 Take-up & Relay - Take-up and relay 4.5 miles of 26-inch diameter mainline pipeline with 42-inch diameter pipeline (including a new 0.7-mile long, 42-inch diameter HDD pipeline crossing of Interstate 84 and the Still River) located in Putnam County, New York and Fairfield County, Connecticut downstream of and between Algonquin's existing Southeast Compressor Station and mainline valve ("MLV") 19;

- Line-36A Loop Extension - Installation of 2.0 miles of 36-inch diameter pipeline loop extension in Middlesex County, Connecticut and Hartford County, Connecticut downstream of Algonquin's existing Cromwell Compressor Station;

- E-1 System Lateral Take-up & Relay - Take-up and relay 9.1 miles of 6-inch diameter pipeline with 16-inch diameter pipeline on Algonquin's existing E-1 System in New London County, Connecticut;

- E-1 System Lateral Loop - Installation of 1.3 miles of 12-inch diameter pipeline loop on Algonquin's existing E-1 System in New London County, Connecticut;

- West Roxbury Lateral - Installation of 4.2 miles of new 16-inch diameter pipeline and 0.9 miles of new 24-inch diameter pipeline off of Algonquin's existing I-4 System in Norfolk and Suffolk Counties, Massachusetts.

Modifications to Existing Algonquin Compressor Stations

Algonquin will modify six existing Algonquin compressor stations to add an additional 81,620 hp to its pipeline system as part of the AIM Project. This increase in horsepower will be achieved with the installation of six new compressor units. The proposed compressor modifications include the following:

Stony Point Compressor Station - Rockland County, New York

- Install two (2) Solar Mars 100 (15,900 hp each) natural gas-fired compressor units;
- Restage one (1) existing compressor driven by a Solar Taurus 60 natural gas-fired turbine;

- Install gas cooling for the new units; and
- Station piping modifications.

Southeast Compressor Station - Putnam County, New York

- Install one (1) Solar Taurus 70 (10,320 hp) natural gas-fired turbine compressor unit;
- Restage one (1) existing compressor driven by a Solar Taurus 70 natural gas-fired turbine;
- Replace the compressor body driven by an existing Solar Mars 90 natural gas fired turbine;
- Install gas cooling for the new unit; and
- Station piping modifications.

Oxford Compressor Station - New Haven County, Connecticut

- Restage one (1) existing compressor driven by a Solar Taurus 60 natural gas-fired turbine;

Cromwell Compressor Station - Middlesex County, Connecticut

- Install one (1) Solar Mars 100 (15,900 hp) natural gas-fired turbine compressor unit;
- Install gas cooling for the new unit and two (2) existing turbine compressor units; and
- Station piping modifications.

Chaplin Compressor Station - Windham County, Connecticut

- Install one (1) Solar Taurus 60 (7,700 hp) natural gas-fired turbine compressor unit;
- Restage two (2) existing compressors driven by Solar Taurus 60 natural gas-fired turbines;
- Install gas cooling for the new unit and two (2) existing turbine compressor units; and
- Station piping modifications.

Burrillville Compressor Station - Providence County, Rhode Island

- Install one (1) Solar Mars 100 (15,900 hp) natural gas-fired turbine compressor unit;
- Restage two (2) existing compressors driven by Solar Taurus 60 natural gas-fired turbines;
- Install gas cooling for the new unit; and
- Station piping modifications.

Modifications to Existing Algonquin M&R Stations

The AIM Project will include modifications to 24 existing Algonquin M&R stations in New York, Connecticut and Massachusetts, in order to accept the new gas flows associated with the AIM Project. Three M&R stations are located in New York, 13 are located in Connecticut and eight are located in Massachusetts. The types of modifications will include the replacement of existing heaters and metering facilities, piping modifications, and facility uprates. In addition, one existing M&R station (Greenville) will be removed in Connecticut.

Modifications at 21 of these existing stations are minor in nature and will take place within the existing fenced facilities. Three of the remaining M&R stations will require complete reconstruction and one will be decommissioned and removed (Greenville M&R). The stations requiring reconstruction are all in Connecticut and include the Willimantic M&R Station, Guilford M&R Station and Glastonbury M&R Station. The Glastonbury and Guilford M&R stations will be rebuilt within the same station footprint while the Willimantic M&R Station will be rebuilt on a new parcel of land being acquired by Algonquin adjacent to the existing station

property. The M&R station locations are shown on the United States Geological Survey ("USGS") quadrangle excerpts and aerial photo based site plans provided in Appendix 1A of Resource Report 1.

Construction of New Algonquin M&R Stations

Algonquin will construct three new M&R stations: two are located in Bristol and Suffolk counties in Massachusetts and one is located in New London County, Connecticut.

- Construct one (1) new M&R station in Connecticut:
  - Oakland Heights M&R Station – construct a new M&R station, including regulation, in the City of Norwich, New London County.

- Construct two (2) new M&R stations in Massachusetts:
  - Assonet M&R Station – construct a new M&R station, including regulation, in the Town of Freetown, Bristol County; and
  - West Roxbury M&R Station – construct a new M&R station, including regulation, in the City of Boston, Suffolk County.

Upon receipt of the Commission's approval for the Project, Algonquin may need to acquire temporary or permanent easements (or both) over portions of certain properties for the pipeline. Algonquin's right of way agents are committed to working with landowners to discuss the Project and attempt to address their concerns.

Algonquin has placed electronic copies of its FERC Application in the office of the Mayor, First Selectman, Town Manager, Town Administrator or Executive Secretary, the town or city clerk, as well as in the enclosed list of public libraries in each community to be crossed by the proposed Project facilities. As part of the FERC Application, there are documents identified as Resource Reports as well as detailed maps showing the locations of the proposed facilities. The Resource Reports describe in detail the specific activities related to construction, the types of anticipated impacts and the specific pipeline routes, including routing alternatives, and access roads to be considered by FERC.

Also included in this correspondence is a pamphlet from the Commission that explains the Commission's certificate process and addresses the basic concerns of landowners and how to intervene in Commission proceedings. You may also review copies of the Project application and Resource Reports on the Commission's website located at http://www.ferc.gov.

If you have any questions concerning the proposed Project, please do not hesitate to contact me.

Very truly yours,

John P. Sheridan

John P. Sheridan
Director State Government Affairs

Enclosures