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September 16, 2014

Kimberly D. Bose, Secretary  
Federal Energy Regulatory Commission  
888 First Street, NE  
Room 1A  
Washington, DC 20426

Re: Tennessee Gas Pipeline Company, L.L.C., Docket No. PF14-22-000  
Request to Use Pre-filing Procedures  
Proposed Northeast Energy Direct Project

Dear Ms. Bose:

I have received notice that Tennessee Gas Pipeline, LLC, ("Tennessee Gas" or "the Company"), proponent of the Northeast Direct Natural Gas Pipeline, has submitted a pre-filing application with the Federal Energy Regulatory Commission ("FERC"). I understand that FERC will be providing more information to the public in the near future with regard to opportunities for the public to learn more about the project and also to comment on the proposed pipeline.

As you are aware, Governor Patrick wrote to Acting Chairman LaFleur this summer to encourage a robust and full public review of this proposal. As the pre-filing stage of the FERC proceeding has commenced, so has the opportunity for full and meaningful input from the public. I urge FERC to consult with the Commonwealth's Energy Facilities Siting Board to make sure that a comprehensive public outreach plan is developed and implemented and that there are meaningful opportunities for public input. The Company has repeatedly pledged to the Commonwealth's Executive Office of Energy and Environmental Affairs (EEA) and to the public that it will be open to making adjustments to its proposal during the pre-filing process. FERC should use its resources during this pre-filing process to hold the Company to that pledge.

Massachusetts, through its Executive Office of Energy and Environmental Affairs and agencies within that Secretariat, has a number of interests affected by the proposal and will be an active participant in the pre-filing process and any subsequent application

process. As will be discussed in additional detail below, the interests of the Commonwealth include, but are not limited to:

1. Ensuring a full analysis of the need for the project in Massachusetts and regionally;
2. Ensuring a full environmental review and consideration of environmental permitting requirements for the proposal; and
3. Ensuring a full examination of the proposed routing and seeking ways to avoid or minimize the impacts to important natural resources managed by the Commonwealth through its land management and wildlife agencies, as well as other property dedicated to conservation, farming and forestry purposes.

### Need

Tennessee Gas has noted that the NED Project is projected to provide capacity scalable from approximately 800,000 Dth/d to 1.2 Bcf/d to 2.2 Bcf/d of additional natural gas to the region. However, it is unclear whether Massachusetts needs additional infrastructure to meet demand, and if so, how much. We urge the Company to share any data available regarding regional demand for natural gas. Also of interest is whether the Company perceives any unmet demand to be the result of Massachusetts' thermal needs, generation needs, or both. We are also interested in whether the Company is planning only to meet the demand of existing customers or if it is preparing to serve new gas customers through this project. Lastly, we are particularly concerned with whether the Company is planning to serve customers outside the state or even New England.

Massachusetts is conducting its own study to determine whether additional infrastructure is required to meet projected demand, and how to account for environmental, reliability, and cost considerations should new infrastructure be needed. Given the Commonwealth's climate goals, it is critical that any efforts to build additional natural gas infrastructure are limited to only what is determined to be necessary. We urge Tennessee Gas to work with Massachusetts EEA agencies to properly assess the need for this project.

### Environmental Review

The project is significant in size and scope. Based on presentations made by company representatives at meetings with EEA and its agencies, the proponent describes a pipeline over 127 miles in length, crossing northern Massachusetts from Richmond to Dracut. The project will require a 100 foot right-of-way during construction and will require the maintenance of a permanent easement of 50 feet in width throughout the length of the project. Based on preliminary reviews, the project will cross wetland resources, protected forest habitat including but not limited to BioMap2 Forest

Cores and seventeen BioMap2 Critical Natural Landscape Blocks, active and prime agricultural lands, waterbodies, mapped habitat for endangered, threatened and special concern state-listed species, five BioMap2 Vernal Pool Cores and Areas of Critical Environmental Concern. The proposed pipeline route traverses some of the most critical habitats for approximately 15 % of all state-listed “Endangered”, “Threatened”, and “Special Concern” species and has the potential to result in a significant level of “Take” within the Commonwealth for this project. There are likely to be additional environmental issues identified when the proponent identifies the access routes needed for construction and work on lateral lines related to this project.

### Impacts on Conservation Lands and Other State Managed Natural Resources

In addition to the environmental impacts discussed above, the proposed route crosses over 19 miles of Commonwealth managed conservation fee lands (through its Department of Conservation and Recreation and Department of Fish and Game and Division of Fisheries and Wildlife) and lands in which the Commonwealth holds a property interest for conservation and agricultural purposes. These conservation lands are protected by the Massachusetts Constitution, and the environmental agencies hold fee interests, conservation restrictions, easements, agricultural preservation restrictions or other real property interests on these lands for the direct use and enjoyment and on behalf of the citizens of our state. At several meetings over the past months, EEA and its agencies have urged Tennessee Gas to seriously examine alternatives, including the use of existing rights of way to avoid or minimize disturbing valuable conservation properties. EEA and the agencies have provided detailed information about existing GIS data layers, available to the proponent and the public, which delineate these resources. It is the position of EEA and the agencies that the Company can and should do more analysis to avoid negatively affecting important environmental and recreational resources.

It should be noted that the Patrick Administration has made an unprecedented investment of over \$360 million in land protection, resulting in the conservation of over 125,000 acres of land in the past seven years. In addition to expanding state ownership, EEA and its agencies have partnered with municipalities, non-profit organizations and landowners to conserve properties held by these entities. A large number of these stakeholders expressed concerns about the proponent’s project and the impact of its proposed route on their communities and on specific properties. The Commonwealth’s Executive Office of Energy and Environmental Affairs has convened several meetings of concerned stakeholders with the Company in an effort to facilitate dialogue and ensure that the proponent is fully considering these concerns.

A preliminary, non-exhaustive, review by EEA and the agencies shows that the pipeline would pass through approximately nine Wildlife Management Areas (WMAs) and four Wildlife Conservation Easements (WCEs). As only one illustrative example, properties such as the Montague Plains WMA will see years of active habitat

management for species recovery and restoration through prescribed fire and other means potentially disrupted as the current proposed pipeline goes through the very center of the WMA. The proposed route similarly traverses the Birch Hill, Fairfield Brook, George L. Darey, Millers River, Peru, Townsend Hill, Tully Mountain, and Upper Westfield River WMAs, as well as the Housatonic River East Branch, Little Tully Mountain, Pepperell Springs, and Windsor Brook WCEs. Further, the construction and maintenance of the pipeline has secondary impacts that can destroy important habitat, hamper ongoing wildlife restoration efforts, and introduce a variety of management concerns.

The pipeline also passes through several park and forest facilities, raising the possibility that the pipeline will pass through important recreational facilities like campgrounds and through important natural resource areas set aside for special protection. In addition, the proposed route intersects with three long distance trails, including the Appalachian Trail that traverses the entire eastern part of the country. Further, the proposed route passes through four Areas of Critical Environmental Concern, which are nominated by citizens for special protection and designated under EEA regulations.

Farmers who are subject to Agricultural Preservation Restrictions have been in contact with the Department of Agricultural Resources, noting that the route, as planned, may make continued farming on their properties impossible. The state Department of Agricultural Resources acquires these easements with state funding that is often matched by funds from the U.S. Department of Agriculture.

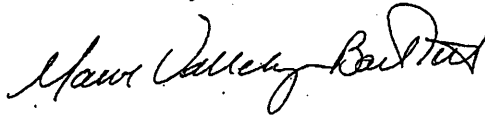
The pipeline will impact up to 12 farm properties in which the Department holds a covenant or restriction, creating management and access issues. This includes uprooting part of a 44 acre fourth generation orchard that produces 100 varieties of apples, peaches and pears and splitting a 350 acre parcel used to produce potatoes. Fragmentation of farmland creates management issues and impacts the viability of the farm.

Each of these cases calls for a more detailed analysis of the extent of impact and to determine whether the route can be adjusted to avoid or at least minimize impacts to these irreplaceable resources. To date, detailed discussion about these very real examples has not taken place and the Company has not proposed any route adjustments for any state properties. Tennessee Gas indicates that it is amenable to these types of discussion and making adjustments to its route, but to date the Company has not undertaken the type of detailed analysis to facilitate a meaningful review of the route, nor has it demonstrated that it has fully considered alternative routes to minimize impacts.

In the months ahead, EEA and its agencies intend to fully engage in the public process and hope to have meaningful discussions with the Company about the

questions and concerns raised above and other issues identified during the pre-filing process. I urge FERC to establish clear and reasonable schedules to allow the public and affected property owners the chance to review and discuss the proposal and to fully scope the environmental issues that will need to be addressed for any future filing with FERC. As noted earlier, I also urge FERC to work with our Energy Facilities Siting Board to ensure that the pre-filing process is appropriate for a project of this size and significance.

Sincerely,

A handwritten signature in black ink, appearing to read "Maeve Vallely Bartlett". The signature is fluid and cursive, with a large initial "M" and a distinct "B" at the end.

Maeve Vallely Bartlett  
Secretary