New York State Department of Environmental Conservation
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Joe Martens
Commissioner

Hon. Kathleen H. Burgess
Secretary, NYS Department of Public Service
Three Empire State Plaza
Albany, NY 12223-1350

January 9, 2014

Attn: John Strub

Re: Case No. 13-T-0538 Application for a Certificate of Environmental Compatibility and Public Need Pursuant to Article VII of the Public Service Law to construct an approximately 9.5-mile natural gas gathering pipeline, New York Mainline Loop Natural Gas Pipeline Project in the Town of Windsor, County of Broome, New York.

Dear Secretary Burgess:

The New York State Department of Environmental Conservation (DEC) submits the following preliminary comments on the above-referenced Article VII Application of Williams Field Services Company, Inc., and DMP New York, Inc.

Review of state protected natural resources includes the following:

New York State Freshwater Wetlands. As currently proposed the project route and construction areas do not traverse or impact any Department regulated wetlands or their 100 foot adjacent areas. There may be federal wetlands impacted by the project. Pursuant to the Clean Water Act, the applicant will be required to obtain a Water Quality Certificate (WQC) if the amount of impact to federal wetlands requires an individual permit from the US Army Corps of Engineers, under Section 404 of the Clean Water Act.

Streams: There are no protected streams which are Class C (t) and higher, which will be affected by this project.

There are two streams under which the proposed gas line will be buried. DEC staff has raised fisheries and bank protection concerns with DPS staff and the Applicant. Those concerns have been resolved by agreeing that installation will be beneath the Trowbridge Creek using the HDD technique, with both entry and exit locations at least 100 feet from wetland and Trowbridge creek bed and banks, as depicted in Exhibit Z 2. Burial will be to a depth no less than 10 feet. Installation will be beneath the Occanum Creek using a trenching method, performed in the dry using a dam and pump around. A noted habitat area, while not statutorily protected, will also have the gas line installed using HDD boring, as depicted in Exhibit Z2.

DEC's comments on Exhibit B, draft Certificate Conditions dated 12/09/2013 as follows:

General comments:

1) The certificate should refer the Certificate Holder to the DEC's Construction Stormwater SPDES General Permit GP-0-10-001 and its obligations under that permit. As you know, this SPDES permit is

issued by DEC under federal authorization. The Stormwater Pollution Prevention Plan (SWPPP) contains erosion & sediment control and storm water runoff provisions that must be complied with, and which are to be considered in conjunction with other provisions of the EM & CS & P.

2) While general restoration provisions are contained in Exhibit S, DEC requests that its staff have the opportunity to review and provide comments for the final post installation restoration plans regarding the Trowbridge and Occanum Creek crossings, and that this be made a certificate condition.

3) Invasive Species Plan- Williams is encouraged to follow the Laser Pipeline invasive species protocol, and, to the extent they can, adopt the Laser guidance document. Areas along the right of way which contain invasive species shall be clearly flagged. DEC would like to review and comment on a plan. Please be mindful that DEC's currently proposed Regulations, as well as the List of species that accompany those Regulations can be found at http://www.dec.ny.gov/regulations/93848.html .

4) William's New York Mainline Loop stormwater pollution prevention plans (SWPPP) for coverage under the State Pollution Discharge Elimination System (SPDES) general permit for Stormwater Discharges from Construction Activity (GP-0-10-001) must be reviewed and accepted by DEC. The Permit should also be readily available to be referenced as part of the plan and profile drawings or construction alignment sheets, during the daily operations of construction activity. EI reports on SWPPP inspections should be included in weekly reports to DEC. DEC may have further comments during the SWPPP upcoming review.

Temporary Access roads should be crossed using temporary bridges, or crossed in the dry with mats.

5) Condition 2 .Explain how 'substantial change in environmental impact ' will be determined. DEC staff should be included in the review of EM&CS&P changes which affect the creek crossings cited above, and that this is made a certificate condition.

6)Condition 7. Include in this condition, the applicant shall provide construction contractors with '..... the DEC accepted (approved) SWPPP ...'

Applicant shall ensure the construction contractors are meeting the "trained contractor" requirements of GP-0-10-001 by attending the DEC-endorsed four hour Erosion & Sediment Control Training for contractors.

7) Condition 8. For clarity, DEC prefers "No less than 10", rather than 'at least ten days'.

8)Condition 11. Include the following: "the DEC Regional Habitat staff and Project Manager shall be advised no less than ten days prior, of this DPS/ applicant meeting regarding the use of blasting and allowed to comment on decisions related blasting a streambed or bank. DEC's comments shall be considered in the decision. Exhibit F of the application does not contain any discussion related to blasting in or near streams or wetlands.

9)Condition 12. Add after second sentence, "For changes to pipeline installation methods for crossing the Occanum Creek or Trowbridge Creek, DEC staff shall be notified prior to any proposed changes other than those described in Table 1. DEC has been informed that a temporary rock flume bridge will not be used at the Occanum Creek. An open cut crossing is only permissible while the stream is dry and weather forecast does not predict precipitation for the duration of the work. Applicant shall have materials on hand and in place, to protect water from turbidity should a surprise precipitation event cause water to flow. Because the crossing location is downstream from the fish sampling location where DEC's Bureau of Fisheries has found trout, any location changes to the installation location should be reviewed by DEC.

10)Condition 15. Provide a reference to the SPDES General Permit (GP-0-10-001) which is applicable in this Condition. Include in this condition, and the DEC issued NOI Acknowledgement letter.

11) Condition 27. Add 'stream beds and banks' to clarify.

12) Condition 30 this lengthy condition contains several provisions which are duplicative of 31, 32, and 33.

13) Condition 34. DEC prefers the following: "Applicants shall locate boring pits as far from the top of steam banks or wetlands edges as possible or at a minimum of 25 feet. If this is not feasible, DEC requests that we be consulted regarding the distance from the wetland edge or top of stream bank, and why that minimum cannot be met."

14) Condition 36. For clarity, DEC suggests the following word changes: "minimum burial depth of no less than 10 feet below the bed of ...."

15) Conditions 38-42 these conditions may need revision, to be in accordance with SWPPP review.

Please note re: hydrostatic testing that water withdrawals are now regulated by DEC regulations, and must also follow the Susquehanna River Basin Commission requirements.

DEC is now reviewing the Laser SWPPP, as the Applicant has requested the plan and permit be transferred; however, our Division of Water may find that the project requires adjustments or a different plan. This is a determination made by our DOW staff. I will follow up with this analysis and request for supplemental information, if necessary, in a separate forthcoming letter.

Finally, in our Feb 9, 2011 letter (attached) providing comments to the PSC, DEC noted that nighttime ambient background noise should also be considered in analyzing noise impacts. We also recommended, page 2, that a new noise assessment be required if additional capacity is proposed for the Dunbar facility. We base our concerns from DEC's Program Policy entitled 'Assessing and Mitigating Noise Impacts', dated Feb 2, 2001.

Thank you for the opportunity to provide these comments.

Sincerely

Betsy Hohenstein

Betsy Hohenstein

cc: J. Foley, DEC
L Weintraub, DEC
S. Cook, DEC
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Via Electronic Delivery Or Overnight Mail

January 29, 2014

Hon. Kathleen H. Burgess
Secretary
New York State Department of Public Service
Empire State Plaza
Agency Building 3
Albany, New York 12223-1350

Re: CASE 13-T-0538 - Application of Williams Field Services Company, LLC and DMP New York, Inc. For a Certificate of Environmental Compatibility and Public Need to Construct an Approximately 9.5 Mile Natural Gas Gathering Pipeline in the Town of Windsor, Broome County, State of New York.

Dear Secretary Burgess:

Williams Field Services Company, LLC and DMP New York, Inc. (collectively, "Williams") has received the New York State Department of Environmental Conservation ("NYSDEC") preliminary comments letter, dated January 9, 2014, regarding Case 13-T-0538. The NYSDEC has commented on several aspects of the New York ("NY") Mainline Loop Pipeline Project ("Project") Article VII application including Williams' Proposed Certificate Conditions ("Exhibit B"), Williams' Right of Way ("ROW") Restoration and Revegetation Plan ("Exhibit S"), and Stormwater Pollution Prevention Plan ("SWPPP"). For ease of review, we have provided the NYSDEC's comments in italicized font, followed by our responses.

New York State Freshwater Wetlands. As currently proposed the project route and construction areas do not traverse or impact any Department regulated wetlands or their 100 foot adjacent areas. There may be federal wetlands impacted by the project. Pursuant to the Clean Water Act,

the applicant will be required to obtain a Water Quality Certificate (WQC) if the amount of impact to federal wetlands requires an individual permit from the US Army Corps of Engineers, under Section 404 of the Clean Water Act.

On December 10, 2013, Williams submitted a Pre-Construction Notification ("PCN") for Nationwide Permit 12 ("NWP-12") to the United States Army Corps of Engineers ("USACE") Buffalo District Office. The PCN is currently being reviewed by the USACE [hard copy attached for Betsy Hohenstein at the NYSDEC and John Strub at NY State Department of Public Service ("NYDPS")]. In the NY Mainline Loop Natural Gas Pipeline Project Article VII Application submitted on December 2, 2013, Williams requested that the NY State Public Service Commission ("NYPSC") issue the Section 401 WQC required for this project as the Project did not qualify for the automatic Section 401 WQC under NWP-12. A copy of the Section 401 WQC, if and when issued, will be forwarded to the USACE upon receipt.

There are two streams under which the proposed gas line will be buried. DEC staff has raised fisheries and bank protection concerns with DPS staff and the Applicant. Those concerns have been resolved by agreeing that installation will be beneath the Trowbridge Creek using the HDD technique, with both entry and exit locations at least 100 feet from wetland and Trowbridge creek bed and banks, as depicted in Exhibit Z-2. Burial will be to a depth no less than 10 feet. Installation will be beneath the Occanum Creek using a trenching method, preformed in the dry using a dam and pump around. A noted habitat area, while not statutorily protected, will also have the gas line installed using HDD boring, as depicted in Exhibit Z-2.

In regard to the method of pipe installation across Occanum Creek, the creek is proposed to be crossed using a dry-ditch, open-cut crossing method as stated in Table 1.0 of the Application, however, the technique will not necessarily be dam and pump around. The specific dry-ditch, open-cut method of pipe installation to be used will be decided at the time of construction, based upon the real-time conditions of the creek at the time, and will comply with the Environmental Management and Construction Stands and Practices ("EM&CS&P") approved in this case.

Comment 1: *The certificate should refer the Certificate Holder to the DEC's Construction Stormwater SPDES General Permit GP-0-10-001 and its obligations under that permit. As you know, this SPDES permit is issued by DEC under federal authorization. The Stormwater Pollution Prevention Plan (SWPPP) contains erosion and sediment control and storm water runoff provisions that must be complied with, and which are to be considered in conjunction with other provisions of the EM&CS&P.*

Response 1: On December 16, 2013, Williams submitted to the NYSDEC's Division of Water a Notice of Intent ("NOI") for coverage under State Pollution Discharge

Elimination System ("SPDES") GP-0-10-001. A proposed SWPPP was submitted to the NYSDEC with the NOI. Williams agrees that its provisions should be consistent with the provisions of the EM&CS&P approved in this case and that the certificate should refer to the General Permit.

Comment 2: While general restoration provisions are contained in Exhibit S, DEC requests that its staff have the opportunity to review and provide comments for the final post installation restoration plans regarding the Trowbridge and Occanum Creek crossings, and that this be made a certificate condition.

Response 2: Section 2.6.1, Stream Crossings, of the Application discusses construction and restoration measures to be implemented at stream crossings. The ROW Restoration and Revegetation Plan (Exhibit S – Section 6 of the Application), contains details related to the restoration of waterbody crossings. Additionally, Williams will comply with the stream bed and bank restoration measures contained within the approved EM&CS&P, as well as the Project's SWPPP that was submitted to the NYSDEC as part of Williams' NOI for coverage under SPDES GP-0-10-001. The pipe installation method across Trowbridge Creek will be crossed via Horizontal Directional Drill ("HDD") and, therefore, disturbance of Trowbridge Creek bed and banks as a result of pipe installation is not anticipated. Williams respectfully requests that the NYSDEC review the aforementioned documents and consult with Williams as soon as possible so that we may develop any additional language for the Certificate, if deemed necessary in order to facilitate planning, installation, and restoration efforts, and avoid any unnecessary delays or costs.

Comment 3: Invasive Species Plan - Williams is encouraged to follow the Laser Pipeline invasive species protocol, and, to the extent they can, adopt the Laser guidance document. Areas along the right of way which contain invasive species shall be clearly flagged. DEC would like to review and comment on a plan. Please be mindful that DEC's currently proposed Regulations, as well as the List of species that accompany those Regulations can be found at http://www.dec.ny.gov/regulations/93848.html.

Response 3: After further consultation with NYSDEC Staff, Williams submitted the invasive species text of the Article VII Application and the Laser Invasive Species Plan to the NYSDEC for further review and comment. Williams will continue to work with the NYSDEC and the NYDPS to come to terms on a mutually agreeable invasive species plan for the Project, which will be embodied in a Certificate Condition.

Comment 4: *Williams' New York Mainline Loop stormwater pollution prevention plans (SWPPP) for coverage under the State Pollution Discharge Elimination System (SPDES) general permit for Stormwater Discharges from Construction Activity (GP-010-001) must be reviewed and accepted by DEC. The Permit should also be readily available to be referenced as part of the plan and profile drawings or construction alignment sheets, during the daily operations of construction activity. EI reports on SWPPP inspections should be included in weekly reports to DEC. DEC may have further comments during the SWPPP upcoming review.*

Temporary Access roads should be crossed using temporary bridges, or crossed in the dry with mats.

Response 4: On December 16, 2013, Williams submitted to the NYSDEC Division of Water a NOI for coverage under SPDES GP-0-10-001, which included a SWPPP. Once the SWPPP is approved, a copy will be kept on-site during construction. According to Part III.A.7 of the NYSDEC SPDES from Construction Activity (Permit No. GP-0-10-001), Weekly inspection reports will be submitted to the NYSDEC as requested.

As stated in Table 1.0 (Stream and Waterbody Crossings) of Williams Application, the proposed construction crossing method for access roads across streams will either be via existing culverts/bridges, or a temporary bridge or temporary rock flume bridge. Timber mats or their equivalent may be used at stream crossings. As stated in Table 2.0 (Wetland Crossings) of Williams Application, the proposed construction crossing method for access roads across wetlands is timber mats or their equivalent. Temporary access road crossings of streams and wetlands will be completed in accordance with SPDES GP-0-10-001 and the EM&CS&P approved in this case.

Comment 5: *Condition 2. Explain how 'substantial change in environmental impact' will be determined. DEC staff should be included in the review of EM&CS&P changes which affect the creek crossings cited above, and that this is made a certificate condition.*

Response 5: This proposed condition was copied from the Case 10-T-0350 certificate conditions adopted by the NYPSC. Williams does not object to providing NYSDEC Staff a reasonable opportunity to review and comment on any proposed EM&CS&P changes which affect creek crossings and having this opportunity included as a certificate condition.

Comment 6: *Condition 7. Include in this condition, the applicant shall provide construction contractors with '... the DEC accepted (approved) SWPPP ...'*

Applicant shall ensure the construction contractors are meeting the "trained contractor" requirements of GP-0-10-001 by attending the DEC-endorsed four hour Erosion and Sediment Control Training for contractors.

Response 6: Williams has no comment and accepts this language change.

Comment 7: Condition 8. For clarity, DEC prefers "No less than 10", rather than 'at least ten days'.

Response 7: Williams has no comment and accepts this language change.

Comment 8: Condition 11. Include the following: "the DEC Regional Habitat staff and Project Manager shall be advised no less than ten days prior, of this DPS/applicant meeting regarding the use of blasting and allowed to comment on decisions related to blasting a streambed or bank. DEC's comments shall be considered in the decision. Exhibit F of the application does not contain any discussion related to blasting in or near streams or wetlands.

Response 8: Williams will notify the NYSDEC's Regional Habitat Staff and Project Manager as well as those listed in Condition 11 no less than 10 days prior to any scheduled meeting if blasting a stream bed or bank is deemed necessary. The NYSDEC will be allowed to comment on the proposal at the meeting and their comments will be considered.

Comment 9: Condition 12. Add after second sentence, "For changes to pipeline installation methods for crossing the Occanum Creek or Trowbridge Creek, DEC staff shall be notified prior to any proposed changes other than those described in Table 1. DEC has been informed that a temporary rock flume bridge will not be used at the Occanum Creek. An open cut crossing is only permissible while the stream is dry and weather forecast does not predict precipitation for the duration of the work. Applicant shall have materials on hand and in place, to protect water from turbidity should a surprise precipitation event cause water to flow. Because the crossing location is downstream from the fish sampling location where DEC's Bureau of Fisheries has found trout, any location changes to the installation location should be reviewed by DEC.

Response 9: Williams does not object to the insertion of the recommended text and will inform the NYSDEC of any proposed changes in the proposed crossing methods of Occanum Creek or Trowbridge Creek. As stated in Table 1.0 Stream and Waterbody Crossings of Williams' Application, there are three proposed crossings of Occanum Creek. One of those crossings is via an existing bridge

along access road 7 ("AR-7"). The second proposed crossing is located along AR-8, upstream of the pipeline crossing, and is proposed to be crossed either with a temporary bridge or temporary rock flume bridge. The third crossing of Occanum Creek is the pipeline crossing and its associated travel lane. The pipe is proposed to be installed via a dry-ditch, open-cut method per the approved EM&CS&P; Williams is proposing that the actual method to be used will be determined at the time of construction based upon real-time conditions. The travel lane crossing at the location of the pipeline crossing is anticipated to be a temporary bridge or timber mat. A rock flume bridge is not anticipated, however, it is an approved method within the EM&CS&P. Therefore, the statement "DEC has been informed that a temporary rock flume bridge will not be used at the Occanum Creek." is not what is proposed in the Application. Williams intends to cross streams when water levels are at the lowest point possible and not during periods of precipitation during the scheduled period of construction.

Comment 10: Condition 15. Provide a reference to the SPDES General Permit (GP-0-10-001) which is applicable in this Condition. Include in this condition, and the DEC issued NOI Acknowledgement letter.

Response 10: Williams has no comment and accepts the language change.

Comment 11: Condition 27. Add 'stream beds and banks' to clarify.

Response 11: Williams has no comment and accepts the language change.

Comment 12: Condition 30. This lengthy condition contains several provisions which are duplicative of 31, 32, and 33.

Response 12: Williams does not object to this comment, but will defer to the NYDPS to modify Condition 30 at their discretion since it was previously adopted in Case 10-T-0350.

Comment 13: Condition 34. DEC prefers the following: "Applicants shall locate boring pits as far from the top of steam banks or wetlands edges as possible or at a minimum of 25 feet. If this is not feasible, DEC requests that we be consulted regarding the distance from the wetland edge or top of stream bank, and why that minimum cannot be met."

Response 13: The bore of State Route 17/Interstate 86 has been identified as an area where this condition will not be met. The 25 feet by 50 feet bore pit that is located within 20 feet of Wetland WNY-SJB-028 and Stream SNY-SJB-0021 is necessary to

cross State Route 17/Interstate 86 via guided bore. Because the crossing of State Route 17/Interstate 86 will be via guided bore, which is similar to a conventional bore, the shorter the distance of the bore the greater the probability a successful bore will occur. When guided/conventional bores are extended, the probability of a successful bore decreases. Therefore, to optimize the chances of a successful bore, the bore pit was placed at its proposed location. This location is shown in detail on Sheet 6 of Exhibit I (Construction Alignment Sheets). The bore hole locations for the HDD of Trowbridge Creek, the wetland and pond complex north of Trim Street, and the guided bore of Trim Street are all located 25 feet outside of wetland and stream boundaries.

Comment 14: Condition 36. For clarity, DEC suggests the following word changes: "minimum burial depth of no less than 10 feet below the bed of...."

Response 14: Williams has no comment and accepts the language change.

Comment 15: Conditions 38-42. These conditions may need revision, to be in accordance with SWPPP review.

Response 15: Proposed Conditions 38, 39, 41, and 42 were adopted from Case 10-T-0350 and proposed Condition 40 was adopted from Case 11-T-0401. Conditions 38, 39, 40, and 41 are in accordance with SPDES General Permit (GP-0-10-001) and the NOI and SWPPP submitted to the NYSDEC on December 16, 2013 for review and approval. However, Condition 42 has a different timeframe (5 days) than what is currently stated in the submitted SWPPP (7 days). Williams used the seven (7) day time frame in the SWPPP as it states in Part II.C.2 of the NYSDEC SPDES from Construction Activity (Permit No. GP-0-10-001), "In areas where soil disturbance activity has been temporarily or permanently ceased, temporary and/or permanent soil stabilization measures shall be installed and/or implemented within seven (7) days from the date the soil disturbance activity ceased." To be consistent, the SWPPP seven (7) day timeframe should be used in Condition 42.

Please note re: hydrostatic testing that water withdrawals are now regulated by DEC regulations, and must also follow the Susquehanna River Basin Commission requirements.

No water withdrawals are proposed for this Project, as stated on Page 36 of the Article VII Application.

DEC is now reviewing the Laser SWPPP, as the Applicant has requested the plan and permit be transferred; however, our Division of Water may find that the project requires adjustments or a

different plan. This is a determination made by our DOW staff. I will follow up with this analysis and request for supplemental information, if necessary, in a separate forthcoming letter.

Williams consulted with the Division of Water prior to and during preparation of the SWPPP and we believe we have satisfied the recommendations that were made.

Finally, in our February 9, 2011 letter (attached) providing comments to the PSC, DEC noted that nighttime ambient background noise should also be considered in analyzing noise impacts. We also recommended, page 2, that a new noise assessment be required if additional capacity is proposed for the Dunbar facility. We base our concerns from DEC's Program Policy entitled 'Assessing and Mitigating Noise Impacts', dated February 2, 2001.

No new capacity is proposed for Dunbar Compressor Station in this Article VII Application; therefore, this comment is not applicable to Case 13-T-0538.

Thank you for the opportunity to respond to these preliminary comments submitted by the NYSDEC. All correspondence or questions concerning the Application (Case 13-T-0538) should be addressed to the undersigned.

Respectfully submitted,

READ AND LANIADO, LLP
Attorneys for Williams Field Services Company, LLC
and DMP New York, Inc.

By: _____/s/_____
Sam M. Laniado

cc: Attached Service Lists
Mr. John Strub, New York State Department of Public Service
Ms. Betsy Hohenstein, New York State Department of Environmental Conservation

Via Electronic Delivery Or Overnight Mail

January 16, 2014

Hon. Kathleen H. Burgess
Secretary
New York State Department of Public Service
Empire State Plaza
Agency Building 3
Albany, New York 12223-1350

Re: CASE 13-T-0538 – Application of Williams Field Services Company, LLC and DMP New York, Inc. For a Certificate of Environmental Compatibility and Public Need to Construct an Approximately 9.5 Mile Natural Gas Gathering Pipeline in the Town of Windsor, Broome County, State of New York.

Dear Secretary Burgess:

Williams Field Services Company, LLC and DMP New York, Inc. (collectively, "Williams"), has received the New York Department of Public Service ("NYDPS") deficiency letter, dated December 16, 2013, regarding Case 13-T-0538. For ease of review, we have provided your comments in italicized font, followed by our responses.

Comment 1: The documents do not comply with the requirement of 16 NYCRR §85-1.2(a)(2)(i), as referenced in §85-1.3(a)(1)(i), that the applicant state the length and nominal diameter of the line, in that on p. 15 of the application an approximate length of 50,187 is stated, while in describing the pipeline, a figure of 48,819 is given. The Applicants must clarify the total length of the proposed pipeline, including all necessary station and interconnection piping.

Response 1: Upon further consultation with NYDPS Staff, Williams has reviewed the information provided in its December 2, 2013 Application and has found the pipeline length to be as stated (50,187 feet).

Comment 2: The documents do not comply with the requirement of 16 NYCRR §85-1.2(a)(2)(i), as reflected in §85-1.3(a)(1)(i), that the applicant provide the locations for pipeline markers, in that the locations for such markers (as required by 16 NYCRR §§255.9(b) and (f)(10) and 255.707) were not provided.

Response 2: The Construction Alignment Sheets (Exhibit I) in the filed Application contain a note on the cover sheet explaining that pipeline markers are to be placed at all public roads and at a sufficient spacing to maintain "line of sight" marking of the pipeline. As a supplement to Exhibit I, Exhibit I-A is attached hereto and is being filed to provide further clarification of the location of proposed pipeline markers.

Additionally, the following information was requested on December 16, 2013 to facilitate review of the Application:

Comment A) A copy of the Town of Windsor sound ordinance;

Response A) A copy of the Town of Windsor sound ordinance (Noise Control Chapter 68) is being provided.

Comment B) A discussion of the proposed Horizontal Directional Drilling Inadvertent Return Contingency Plan in light of experience;

Response B) A revised Exhibit AA (Horizontal Directional Drilling Inadvertent Return Contingency Plan) is attached hereto, which provides more detail related to the site-specific planning and response preparation.

Comment C) An explanation of whether the landowner agreements provided in the application reflect the right-of-way adjustment discussed in the application for amendment filed in Case 10-T-0350;

Response C) Landowner agreements provided in the Application being reviewed under Case 13-T-0538 reflect the right-of-way adjustment discussed in the Application for the amendment filed in Case 10-T-0350.

Comment D) A copy of the letter provided to landowners concerning the application; and

Response D) A copy of the letter provided to landowners concerning the Application is attached hereto.

Comment E) The names of the owners of the underground utilities proposed to be crossed by the pipeline.

Response E) Williams has contacted the utility owners via "Dig Safely New York" to confirm the ownership of said utilities and has updated Section 2.7.5 One-Call Summary

of the Application, the Field Summary (Exhibit D) and the Utility Crossing Plan (Exhibit D-1) (Attached hereto). Prior to construction, a "One-Call" will be placed requesting all underground utility owners to mark their facilities within the project's proposed limits-of-disturbance.

In addition, based upon discussions with the Town of Windsor (the "Town"), Williams has revised Section 2.8.4.2 entitled Noise Control to address a concern raised by the Town. The revised Section 2.8.4.2 is attached hereto and will now encompass Pages 71-75 of the Application. Furthermore, Williams and the Town have engaged, and will continue to engage, in discussions regarding an amendment to the current Road Use Agreement. Once finalized, the amendment to the Road Use Agreement will be submitted as part of Case 13-T-0538.

A revised Table of Contents reflecting the addition of the new exhibit (Exhibit I-A) described above and Section 2.7.5 One-Call Summary are included. A letter from the NY State Historic Preservation Office, dated January 8, 2014, stating concurrence with Proposed Certificate Condition #29 is also included.

All correspondence or questions concerning the Application (Case 13-T-0538) or the Petition (Case 10-T-0350) should be addressed to the undersigned.

Respectfully submitted,

READ AND LANIADO, LLP
Attorneys for Williams Field Services Company, LLC
and DMP New York, Inc.

By: _____/s/_____
Sam M. Laniado

cc: Attached Service Lists