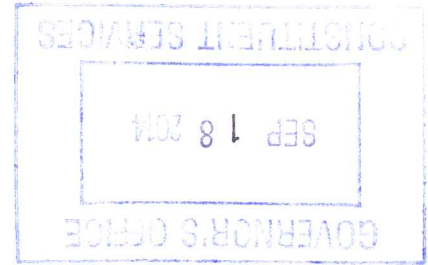




September 16, 2014



Honorable Governor Deval Patrick
Massachusetts State House
Office of the Governor
Room 105
Boston, MA 02133

Re: Tennessee Gas Pipeline, FERC Pre-Filing, Northeast Energy Direct Pipeline Project, FERC Docket No. PF14-22-000

Dear Governor Patrick:

We are pleased to provide you with a copy of the letter Tennessee Gas Pipeline Company, L. L.C. ("Tennessee") filed yesterday ("Pre-Filing") with the Federal Energy Regulatory Commission ("FERC") requesting to use FERC's pre-filing procedure for the Northeast Energy Direct Pipeline Project ("NED Project"). As we have noted in meetings with your senior staff within the Executive Office of Energy and Environmental Affairs and the Executive Office of Transportation over the past several months, the NED Project is unique on many levels.

The need for the NED Project is demonstrated in the market place as evidenced by Tennessee having reached commercial agreement with several Massachusetts and New England local distribution companies for approximately 500,000 dekatherms per day of firm transportation capacity that will heat homes and businesses in the Commonwealth and the region for years to come. More importantly, the NED Project would contribute significantly to lowering gas and electricity cost for the citizens of Massachusetts, enhancing regional energy reliability of the electric grid, and spurring economic growth, all of which are priorities for Massachusetts and the rest of New England.

Within Massachusetts, the NED Project is one of the largest private sector infrastructure projects in several decades. In addition to the benefits above, the Project will create thousands of jobs during the construction process. As the owner and operator of approximately 600 miles of existing natural gas pipelines in Massachusetts, Tennessee has an extended history of sensitivity to and cooperation with the citizens of Massachusetts. Likewise, Tennessee understands and remains sensitive to the many different interests related to state parkland, fisheries and wildlife resources, and other Article 97 resources that must be addressed when constructing this Project.

Tennessee has already made more than 100 alterations to the proposed route as shared with your agencies earlier this year to take into account environmental and construction concerns as well as private property owner requests such as preserving particular tree lines or avoiding particular land owner concerns. The proposed route reflecting these changes is set forth in location maps that are included as exhibits to the Pre-Filing request letter.

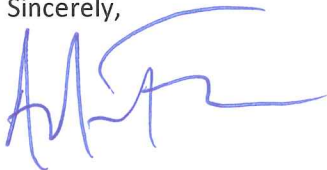
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Tennessee expects that the proposed route, through the FERC evaluation and certificate process, may be further adjusted as we continue to refine our route analysis and continue our discussions with Massachusetts Environmental, Energy and Transportation agencies regarding Article 97 lands as well as with other stakeholders. As you may notice in the Pre-Filing request letter, we have identified these discussions so that FERC Staff is aware of these ongoing discussions with Massachusetts. Tennessee's approach with this Project is different than a typical pipeline project where we would proceed at this point with the expectation that the preferred route has already been sufficiently vetted and would not likely change significantly after Pre-Filing.

As you may know, Tennessee is a reliable and responsible corporate citizen and has been supplying the natural gas needs of the citizens of Massachusetts for over 60 years. The NED Project is an important and necessary natural gas transmission system that will serve and provide benefits to the Commonwealth and its citizens. We are committed to working with the Commonwealth to complete this Project in an environmentally acceptable manner which permits and encourages the continued expenditure of tens of millions of dollars of development capital.

Thank you for your time and please do not hesitate to contact me with any questions or concerns.

Sincerely,



Allen Fore
Vice President, Public Affairs

Enclosure: NED project pre-file letter to FERC

Cc: Senator Elizabeth Warren
Senator Ed Markey
Representative Richard Neal
Representative Jim McGovern
Representative Niki Tsongas
Representative Joe Kennedy
Representative Katherine Clark
Representative Mike Capuano
Representative Stephen Lynch
Representative Bill Keating
Representative John Tierney
Speaker of the House, Robert A. Deleo
President of the Senate, Therese Murray
Members of the General Court of the Commonwealth of Massachusetts



Tennessee Gas Pipeline
Company, L.L.C.
a Kinder Morgan company

September 15, 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-____-000
Request to Use Pre-filing Procedures
Proposed Northeast Energy Direct Project

Dear Ms. Bose:

Tennessee Gas Pipeline Company, L.L.C. (“Tennessee”) submits to the Federal Energy Regulatory Commission (“Commission”) this request to use the pre-filing procedures (“Request”) for Tennessee’s proposed Northeast Energy Direct Project (“NED Project” or “Project”). Tennessee submits this Request in compliance with Section 157.21 of the Commission’s regulations.¹

The proposed NED Project, as described in further detail herein, consists of approximately 167 miles of new and co-located pipeline and two pipeline looping segments on Tennessee’s existing 300 Line in Pennsylvania, and compression facilities designed to receive gas from Tennessee’s 300 Line for deliveries to Tennessee’s system near Wright, New York, Iroquois Gas Transmission System, LP, and/or the proposed Constitution Project (referred to as the supply path component of the NED Project), and approximately 177 miles of new and co-located pipeline facilities extending from Wright, New York to an interconnect with the Joint Facilities of Maritimes & Northeast Pipeline System and Portland Natural Gas Transmission System (“Joint Facilities”) at Dracut, Massachusetts and Tennessee’s existing 200 Line near Dracut, Massachusetts (referred to as the market path component of the NED Project). In addition, the Project includes the construction of eight (8) new compressor stations, modifications at an existing compressor station, and approximately 73 miles of market delivery laterals and pipeline looping segments located in the states of Pennsylvania, New York, Massachusetts, Connecticut, and New Hampshire.

The Project will provide up to 2.2 billion cubic (“Bcf”) per day (“Bcf/day”) of additional natural gas transportation capacity to meet the growing energy needs in the Northeast U.S., particularly in New England. This includes needs of local distribution companies (“LDCs”),

¹ 18 C.F.R. § 157.21 (2014).

Bcf/day of new natural gas pipeline capacity will be needed in the Northeast U.S. by 2020, and 10.1 Bcf/day of capacity will be needed by 2035.⁵

This Project will add significant new pipeline capacity, alleviating the transportation constraint in the region and leading to lower natural gas costs over time. To the extent that the region increases its gas-fired generation, it will also provide generation resources to support the intermittent generation resources contributed by wind and solar resources. Thus, increased natural gas supplies available to the region will support wind power and solar power development. Similar co-existence profiles have developed in other regions of the country, including the Midwest, Southeast, Southwest, and Northwest.

To meet this expansive demand, Tennessee is scaling the NED Project to provide up to 2.2 Bcf/day of capacity into the market, expected to be operational by November 2018. During the non-binding open season for the NED Project conducted in February and March 2014, Tennessee received significant interest from a wide range of potential customers, and it has numerous ongoing discussions and marketing efforts aimed at executing long-term binding agreements. As of the date of this Request, Tennessee has reached commercial agreement, subject to the customary approvals, for approximately 500,000 dekatherms per day ("Dth/day) of long-term firm transportation capacity on the market path component of the proposed NED Project with The Berkshire Gas Company, Columbia Gas of Massachusetts, Connecticut Natural Gas Corporation, Liberty Utilities (EnergyNorth Natural Gas) Corp., National Grid, Southern Connecticut Gas Corporation, and three other LDCs. Tennessee will continue discussions with additional potential shippers during the pre-filing process to secure long-term binding agreements for NED Project capacity. Tennessee will build facilities for incremental capacity as required by the present or future public convenience and necessity, demonstrated in part by executed long-term binding firm precedent agreements reflecting sufficient revenues to justify proceeding with the substantial risks associated with the certification and construction of a project of this scale.

For purposes of the environmental review of the Project in pre-filing process, Tennessee has proposed the facilities described in more detail below, including a 36-inch diameter pipeline from Wright, New York to Dracut, Massachusetts capable of transporting up to 2.2 Bcf per day of natural gas on a firm basis. Tennessee may, depending on market conditions and regional developments, ultimately propose to proceed with a 30-inch diameter pipeline from Wright, New York to Dracut, Massachusetts in the certificate application for the Project that is anticipated to be filed at the conclusion of the pre-filing process in the latter half of 2015.

The NED Project, employing either the 36-inch design capacity or the 30-inch design capacity, will serve the emergent need for significant natural gas transportation capacity into New England to begin delivering sufficient additional supplies that should, based upon basic market forces of supply and demand, put favorable downward pressure on commodity prices,

⁵ The INGAA Foundation, North American Midstream Infrastructure through 2035: Capitalizing on Our Energy Abundance at 12 (Mar. 18, 2014), available at <http://www.ingaa.org/File.aspx?id=21498>.

this date will provide Tennessee a reasonable opportunity to meet its anticipated in-service date of November 1, 2018 for the core Project facilities (all Project facilities with the exception of two proposed pipeline looping segments in Connecticut), consistent with the terms and conditions of the precedent agreements executed with Tennessee's customers. It is anticipated that two proposed pipeline looping segments in Connecticut will be placed in-service by November 1, 2019.

The proposed Project timeline is as follows:

June 2014	Began civil surveys
July 2014	Began environmental surveys
September 15, 2014	Submit pre-filing request letter
September 30, 2014 (anticipated)	Staff issues pre-filing notice
October 31, 2014	File draft Resource Report 1 and draft Resource Report 10 and updated stakeholder mailing list
November and December 2014	Conduct open houses (Wright, New York to Dracut, Massachusetts)
January and February 2015	Conduct open houses (Troy, Pennsylvania to Wright, New York)
March 2015	File first draft of ER
June 2015	File second draft of ER
September 2015	File Section 7(c) Certificate Application (including final ER)
October 2016	Requested issuance of Certificate Order
January 2017	Anticipated start of tree felling for 2017 construction
April 2017	Anticipated start of 2017 construction
October 2018	Anticipated start of tree felling for 2018 construction
April 2018	Anticipated start of 2018 construction
November 2018	Anticipated In-Service Date for NED Project
November 2018	Anticipated start of tree felling for 2019 construction (two pipeline looping segments in Connecticut)
April 2019	Anticipated start of 2019 construction (two pipeline looping segments in Connecticut)
November 2019	Anticipated In-Service Date (two pipeline looping segments in Connecticut)

2. For LNG terminal facilities, a description of the zoning and availability of the proposed site and marine facility location.

There are no LNG terminal facilities related to or proposed as part of the Project.

- North Worcester Lateral (approximately 14.13 miles of 12-inch pipeline in Massachusetts).
 - 300 Line CT Loop (approximately 14.57 miles of 24-inch pipeline looping in Connecticut).
 - Stamford Loop (approximately 1.51 miles of 12-inch pipeline looping in Connecticut).
 - Pittsfield Lateral (approximately 1.78 miles of 12-inch pipeline in Massachusetts).
- Modifications to the existing Station 319 in Pennsylvania, including restaging the existing compressor, adding an ESD silencer, and modifying the existing station piping to accommodate the new 36-inch loops.
 - Installation of the following new compressor stations in Pennsylvania, New York, and Massachusetts:
 - Supply Path Head Station -- This new compressor station, to be located in Susquehanna County, Pennsylvania, will include two (2) Mars 100 turbines, for a total of 32,000 horsepower.
 - Supply Path Mid Station -- This new compressor station, to be located in Delaware County, Pennsylvania, will include one (1) Titan 130 turbine, for a total of 20,500 horsepower.
 - Supply Path Tail Station -- This new compressor station, to be located in Schoharie County, New York, will include one (1) Titan 250 turbine, for a total of 30,000 horsepower.
 - Market Path Head Station -- This new compressor station, to be located in Schoharie County, New York, will include two (2) Taurus compressors, for a total of 20,000 horsepower.
 - Market Path Mid Station 1 -- This new compressor station, to be located in Columbia County, New York, will include four (4) Titan 250 turbines, for a total of 120,000 horsepower.
 - Market Path Mid Station 2 -- This new compressor station, to be located in Franklin County, Massachusetts, will include four (4) Titan 250 turbines, for a total of 120,000 horsepower.
 - Market Path Mid Station 3 -- This new compressor station, to be located in Middlesex County, Massachusetts, will include four (4) Titan 250 turbines, for a total of 120,000 horsepower.
 - Market Path Tail Station -- This new compressor station, to be located in Middlesex County, Massachusetts, will include a 23,000 horsepower electrical unit.
 - Installation of the following fifteen (15) metering and regulation facilities, including tap, metering, heating, flow control, overpressure protection, and communications facilities, as necessary:

Location maps for the pipeline facilities (including new metering and regulations facilities) and a representative plot plan showing all major plant components for new compressor stations for the Project are included in Appendix A to this Request. Tennessee notes it is continuing to determine the specific locations for the new compressor stations and has identified in this Request the county/state for these proposed facilities. Tennessee will include the specific locations for the new compressor stations, including location-specific plot plans for each facility, no later than when it submits the first draft of the ER for the proposed Project in March 2015.

Tennessee is continuing to evaluate potential route alternatives for the proposed Project, including alternatives in the Commonwealth of Massachusetts regarding Article 97 properties and mitigation and co-location opportunities and will continue to meet with officials in the Commonwealth of Massachusetts in the coming months. Tennessee will continue its evaluation of potential route alternatives as part of the pre-filing process. In the event that Tennessee determines, based on its review and information received from stakeholders, that a potential route alternative should be incorporated as part of the proposed Project, Tennessee will notify the Commission and revise the proposed Project facility scope accordingly.

5. **A list of the relevant federal and state agencies in the project area with permitting requirements. For LNG terminal facilities, the list shall identify the agency designated by the governor of the state in which the project will be located to consult with the Commission regarding state and local safety considerations.**

Relevant federal and state agencies are aware of Tennessee's intention to use the Commission's pre-filing process as Tennessee has initiated consultation with the relevant federal and state agencies, which includes outlining the Commission's pre-filing process to such agencies, and requesting such agencies' participation in the Commission's pre-filing process. Appendix B to this Request provides a table that includes a list of relevant federal and state regulatory agencies within the Project area with permitting requirements, including contact names and telephone numbers for those agencies. The table also identifies those agencies that have responded to Tennessee's request to participate in the pre-filing process as of the date of this filing. Examples of the consultation letters are provided in Appendix C to this Request. Also included in Appendix B is a table listing the anticipated federal and state environmental permits, approvals, and consultations for the Project that have been identified as of the date of this Request. Tennessee anticipates that applications for all federal environmental permits, approvals, and consultations for the Project will be filed on or before the date that the certificate application is submitted for the Project. Tennessee will provide a schedule of the anticipated dates for submitting the applications for federal and state environmental permits, approvals, and consultations for the Project in the draft Resource Report 1 for the Project, to be submitted October 31, 2014.

Information regarding LNG terminal facilities is not applicable as the Project does not include any LNG terminal facilities.

(weather permitting), and then resume in spring 2015 when weather conditions permit.

Engineering progress as of the date of this Request has been crucial in advancing the development of the proposed Project and is continuing. Aerial photography covering 95 percent of the proposed route has been developed for the Project as a result of specific fly-overs completed in July 2014. The next phase of detailed design will begin as detailed survey information is obtained as a result of the field surveys and that information is used to develop the draft resource reports for the Project.

Line lists, tract maps, and related right-of-way activities are well underway. As of the date of this Request, Tennessee has:

- received survey permission from approximately 46 percent of the landowners along the proposed pipeline corridor;
- staked approximately 60 miles of the proposed pipeline corridor for civil and environmental surveys; and
- completed approximately 18 miles of the wetland surveys and approximately 3 miles of the cultural surveys, all in New York.

Consultants contracted to work on the Project include:

- Hatch Mott MacDonald (“HMM”) is the primary contractor that has been engaged by Tennessee for engineering services, environmental services, civil surveys, and route planning for the Project.
- HMM has subcontracted with AECOM to assist Tennessee in managing the environmental aspects of the Project, including but not limited to preparation of the drafts of the Environmental Report that will be submitted to the Commission during the pre-filing process, the final Environmental Report that will be submitted to the Commission as part of the application for a certificate of public convenience and necessity for the Project, all federal and state permit applications, and wetland and threatened and endangered species consultation.
- AECOM has subcontracted with (a) The Louis Berger Group, Inc. to manage the cultural resource portion of the Project; and (b) the firms Epsilon Associates, Inc., Normandeau Environmental Consultants, and Oxbow Associates, Inc. to conduct specialty surveys and wetlands and threatened and endangered species-specific surveys, as well as to assist in the preparation of the applicable federal and state permit applications for the Project.
- The NLS Group and Atwell Field Services are providing right-of-way services for the proposed Project, including coordination of efforts to determine land ownership, obtain survey permissions, and eventual acquisition of rights-of-way/easements for the Project.

- Initial meetings with Massachusetts and New York state environmental permitting agencies have been conducted.
- Tennessee has had initial and follow-up meetings with officials of the Commonwealth of Massachusetts Department of Energy and Environment and Department of Transportation regarding the Project impacts in Massachusetts, including but not limited to impacts to Article 97 properties and mitigation for routing Project facilities through or around such properties, and will continue these discussions throughout the pre-filing process. This includes a follow-up meeting with the Massachusetts Department of Energy and Environment in mid-October 2014.
- An initial cultural resource meeting and records review with the New York State Office of Parks, Recreation and Historic Preservation has been conducted. Cultural resource surveys (following environmental, safety, and public awareness training of field crews) began in high probability areas in New York the week of August 18, 2014.
- An initial cultural resource meeting and records review was held with the Pennsylvania Historical and Museum Commission.

8. For LNG terminal projects, proposals for at least three prospective third-party contractors from which Commission staff may make a selection to assist in the preparation of the requisite NEPA document.

Not applicable. There are no LNG terminal facilities related to or proposed as part of the Project.

9. For natural gas facilities other than LNG terminal facilities and related jurisdictional natural gas facilities, proposals for at least three prospective third party contractors from which Commission staff may make a selection to assist in the preparation of the requisite NEPA document, or a proposal for the submission of an applicant-prepared draft Environmental Assessment as determined during the initial consultation described in paragraph (c) of Section 157.21.

Tennessee has forwarded directly to Commission staff a copy of one bid from a qualifying third party environmental contractor and anticipates providing directly to Commission Staff copies of other bids from qualifying third party environmental contractors as those bids are received.

10. Acknowledgement that a complete Environmental Report and complete application are required at the time of filing.

Tennessee acknowledges that a complete Environmental Report and a complete certificate application are required at the time of filing and will be submitted as required under Section 7(c) of the NGA. The certificate application submitted by Tennessee will meet all filing requirements of the Commission's regulations, including but not limited to those regulations implementing NEPA, 18 C.F.R. Part 380 (2014).



Tennessee Gas Pipeline
Company, L.L.C.
a Kinder Morgan company

Tennessee Gas Pipeline Northeast Energy Direct Project

PROJECT OVERVIEW:

- Tennessee Gas Pipeline Company, L.L.C. (TGP), a subsidiary of Kinder Morgan Energy Partners, L.P., is proposing the Tennessee Gas Pipeline Northeast Energy Direct Project to upgrade its existing pipeline system in New York, Pennsylvania, Massachusetts, New Hampshire and Connecticut. This project is a combination of TGP's proposed (i) Pennsylvania to Wright, New York, and (ii) Wright, New York, to Dracut, Massachusetts, projects.
 - i. The proposed Pennsylvania to Wright, New York, portion of the project includes the construction of approximately 135 miles of greenfield pipeline from the existing TGP line in Susquehanna County, Pennsylvania, northeast to the existing TGP line in Schoharie County, New York. The project also includes the construction of a 9-mile and a 23-mile loop along the existing TGP line in Bradford and Susquehanna counties in Pennsylvania.

Additionally, this will include the upgrade of an existing compressor station in Bradford County, Pennsylvania, and construction of three new compressor stations; one in Susquehanna County, Pennsylvania, one in Delaware County, New York, and one in Schoharie County.
 - ii. The proposed Wright, New York, to Dracut, Massachusetts, segment would result in the construction of approximately 52 miles of pipeline co-located with TGP's existing system and 125 miles of greenfield pipeline, additional meter stations, compressor stations, and modifications to existing facilities in New York, Massachusetts, Connecticut and New Hampshire.

Approximately 73 miles of pipeline laterals and loops are planned to be constructed in Massachusetts, Connecticut and New Hampshire.
- The Northeast Energy Direct Project is being developed to meet increased demand in the northeast United States for transportation capacity for natural gas, which is a clean, environmentally friendly energy source produced domestically. Pending receipt of all necessary regulatory approvals, the proposed project is estimated to be placed in service by November 2018, in order that the additional gas supplies are available for the 2018-2019 winter heating season.

NORTHEAST ENERGY DIRECT PROJECT TIMELINE:

- Outreach Meetings – Ongoing
- Route Selection and Permit Preparation – Ongoing
- Proposed Construction Start Date – January 2017
- Proposed In-Service Date – November 2018