

**AUTHORIZATION TO DISCHARGE UNDER THE
NATIONAL POLLUTION DISCHARGE ELIMINATION SYSTEM**

In compliance with the provisions of the Federal Clean Water Act as amended, (33U.S.C. §§1251 et seq.; the “CWA”, and the Massachusetts Clean Waters Act, as amended, (M.G.L. Chap. 21, §§26-53),

**Algonquin Gas Transmission, LLC
890 Winter Street, Suite 300
Waltham, MA 02451**

and

**Northeast Gateway Energy Bridge, LLC
1330 Lake Robbins Drive, Suite 270
The Woodlands, TX 77380**

are authorized to discharge from a facility located at

**Northeast Gateway Energy Bridge
Pipeline Lateral Project
Massachusetts Bay**

to receiving waters named

Massachusetts Bay

In accordance with effluent limitations, monitoring requirements and other conditions set forth herein.

This permit shall become effective 40 days after signature.

This permit and the authorization to discharge expire at midnight five years from the effective date of the permit.

This permit shall be effective only during time periods when a National Oceanic and Atmospheric Administration Incidental Take Statement, that exempts the U.S. Environmental Protection Agency from the take prohibitions of the Endangered Species Act, is in effect for the Northeast Gateway Energy Bridge Project.

This permit consists of 6 pages in Part I including effluent limitations, monitoring requirements, etc and 25 pages in Part II including General Conditions and Definitions.

Signed this 13th day of June, 2007

/S/ SIGNATURE ON FILE

Stephen S. Perkins, Director
Office of Ecosystem Protection
Environmental Protection Agency
Boston, MA

Glenn Haas, Director
Division of Watershed Management
Department of Environmental Protection
Commonwealth of Massachusetts
Boston, MA

PART I

A. EFFLUENT LIMITATIONS AND MONITORING REQUIREMENTS

1. During the period beginning on the effective date of the permit and lasting through expiration, the permittee is authorized to discharge through **outfall serial numbers 001, 002 and 003: neutralized flood/hydrostatic test water**. Discharge shall be limited and monitored by the permittee as specified below:

**OUTFALL 001 – Pipeline Lateral Mile Point (MP) 0.0
Massachusetts Bay, East of Marblehead, MA
Massachusetts Waters
Latitude 42°28’46” Longitude 70°46’45”**

**OUTFALL 002 - Flow Line A MP 0.0
Massachusetts Bay, Approximately 26 miles east of Revere, MA
Federal Waters
Latitude 42° 23’ 40” Longitude 70° 35’ 38”**

**OUTFALL 003 - Flow Line B MP 0.0
Massachusetts Bay, Approximately 26 miles east of Revere, MA
Federal Waters
Latitude 42° 23’ 59” Longitude 70° 36’ 54”**

Effluent Characteristic (units)	Discharge Limitations	Monitoring Requirements	
	Maximum Daily	Measurement Frequency	Sample Type
Flow rate (gpm) ¹	2400	Continuous	Estimate
Total suspended solids (mg/l)	100	2/discharge	Grab
THPS ² (mg/l)	4.4	1/hour	Grab
Dissolved oxygen (mg/l)	6.0 (minimum)	1/discharge	Grab
pH range (s.u.)	6.5 to 8.5	1/discharge	Grab

Footnotes:

¹ Total flow volume from Outfall 001 shall not exceed the total volume required to fill the Pipeline Lateral, Flowline A, and Flowline B one time. Total flow volume from Outfall 002 shall not exceed the total volume required to fill Flowline A one time. Total flow volume from Outfall 003 shall not exceed the total volume required to fill Flowline B one time.

² THPS = Tetrakis Hydroxymethyl Phosphonium Sulfate

Part I.A (continued)

2. The discharges, either individually or in combination shall not cause a violation of State Water Quality Standards of the receiving waters.
3. The pH of the effluent shall not be less than 6.5 or greater than 8.5 standard units at any time unless these values are exceeded as a result of natural causes.
4. The discharge shall not cause objectionable discoloration of the receiving waters.
5. The effluent shall not contain visible oil sheen, foam, or floating solids at any time.
6. The discharge shall not contain materials in concentrations or combinations which are hazardous or toxic to human health, aquatic life of the receiving waters or which would impair the uses designated by its classification.
7. Pollutants which are not limited by this permit, but which have been specifically disclosed in the permit application, may be discharged up to the frequency and level disclosed in the application, provided that such discharge does not violate Section 307 or 311 of the Clean Water Act (CWA) or applicable state water quality standards.
8. In addition to any other grounds specified herein, this permit shall be modified or revoked at any time if, on the basis of any new data, the Director determines that continued discharges may cause unreasonable degradation of the marine environment.
9. All existing manufacturing, commercial, mining, and silvicultural dischargers must notify the Director as soon as they know or have reason to believe:
 - a. That any activity has occurred or will occur which would result in the discharge, on a routine basis, of any toxic pollutant which is not limited in the permit, if that discharge will exceed the highest of the following "notification levels":
 - i One hundred micrograms per liter (100 µg/l);
 - ii Two hundred micrograms per liter (200 µg/l) for acrolein and acrylonitrile; five hundred micrograms per liter (500 µg/l) for 2,4-dinitrophenol; and one milligram per liter (1 mg/l) for antimony;
 - iii Five (5) times the maximum concentration value reported for that pollutant in the permit application in accordance with 40 C.F.R. §122.21(g)(7); or
 - iv Any other notification level established by the Director in accordance with 40C.F.R. §122.44(f)
 - b. That any activity has occurred or will occur which would result in the discharge, on a non-routine or infrequent basis, of any toxic pollutant which is not limited in the permit, if that discharge will exceed the highest of the following "notification levels":
 - i Five hundred micrograms per liter (500 µg/l);
 - ii One milligram per liter (1 mg/l) for antimony;
 - iii Ten (10) times the maximum concentration value reported for that pollutant in the

permit application in accordance with 40 C.F.R. §122.21(g)(7).

- iv Any other notification level established by the Director in accordance with 40 C.F.R. §122.44.
 - c. That they have begun, or expect to begin to use or manufacture as an intermediate or final product or byproduct, any toxic pollutant which was not reported in the permit application.
10. The permittee shall include notification of completion of the dewatering testing of the pipes with the submission of the appropriate discharge monitoring report. The permit shall be terminated upon completion and testing of the pipeline lateral and port connector pipes.
11. Filling and dewatering activities shall be postponed in the event of a hurricane or tropical depression warning until after the hurricane or tropical depression is no longer a threat to the project area.

B. MANAGEMENT PRACTICES

1. The permittee shall ensure that the flooded pipe is enclosed to the extent practicable. The permittee shall not leave the flooded pipe open except to complete necessary underwater measurements or connections. The permittee shall enclose the end of the pipe securely when leaving the pipe unattended.
2. At no time shall both ends of the flooded pipe be open at the same time.
3. The permittee shall provide for storage of flood water prior to and following neutralization in an appropriate storage vessel. Holding tanks used for this purpose shall be cleaned and inspected to ensure that they are free of debris or other material that may cause the discharge of pollutants.
4. The permittee shall conduct an “on-charter survey” of each flood water storage vessel prior to its use to ensure that it is free of contamination that might cause harm to receiving waters.
5. The permittee shall use dewatering vessels with sufficient capacity for recycling and testing to assure that the treated effluent is not discharged above required permit limits.
6. The permittee shall visually inspect the discharge location at least hourly for any sign of environmental stress, fish mortality, sheen or other perceived operational problems and have in place mechanisms to halt the discharge if problems develop. A fish shall be considered dead if it exhibits a loss in equilibrium. If fish mortality is observed, the discharge shall be stopped until the cause of the fish mortality can be determined and remedied. Notification shall be made to Massachusetts Division of Marine Fisheries at 978-282-0308 x122 within 24 hours of the fish mortality observation.

C. MONITORING AND REPORTING

1. The permittee shall notify the EPA, and MassDEP at least 48 hours prior to discharge and within 2 hours after discharge has ceased by calling George Harding, EPA, at 617-918-1870

and Paul Hogan, MassDEP, at 508-767-2796. The permittee shall provide transportation for inspectors by appointment, as requested from the above agencies, from a coastal port location to, and from, the treatment vessels.

2. The permittee shall notify USCG at least 72 hours prior to discharge in accordance to the notification procedures described for offshore activities related to the construction of the Northeast Gateway Project described in the most current issue of the Northeast Gateway Energy Bridge Deepwater Port Project and Pipeline Lateral – Marine Communications Plan, Construction Phase prepared by Spectra Energy and Excelerate Energy.
 3. The permittee shall report within twenty four (24) hours any discharge of THPS in concentrations greater than 4.4 mg/l to the U.S. Environmental Protection Agency (EPA), the Massachusetts Department of Environmental Protection (MassDEP) and the Massachusetts Division of Marine Fisheries (MassDMF) at the following phone numbers:
4. Monitoring results obtained during the previous month shall be summarized for each month and reported on separate discharge monitoring report (DMR) forms postmarked no later than the 15th day of the month following the effective date of the permit.
 5. Signed and dated originals of these, and all other reports required herein, shall be submitted to the Director and the State at the following addresses:

EPA: 617-918-1715
MassDEP: 978-661-7600
MassDMF: 978-282-0308 x122

U.S. Environmental Protection Agency
Water Technical Unit (SEW)
P.O. Box 8127
Boston, MA 02114

and

Massachusetts Department of Environmental Protection
Bureau of Waste Prevention
Northeast Regional Office
205B Lowell Street
Wilmington, MA 01887

6. Signed and dated DMRs required by this permit shall be submitted to the State at:

Massachusetts Department of Environmental Protection
Division of Watershed Management
Surface Water Discharge Permit Program
627 Main Street, 2nd Floor
Worcester, MA 01608

D. STATE PERMIT CONDITIONS

1. This discharge permit is issued jointly by the U.S. Environmental Protection Agency (EPA)

and the Massachusetts Department of Environmental Protection (MassDEP) under federal and state law, respectively. As such, all the terms and conditions of this permit are hereby incorporated into and constitute a discharge permit issued by the Commissioner of the MassDEP pursuant to M.G.L. Chap. 21, §43.

2. Each agency shall have the independent right to enforce the terms and conditions of this permit. Any modification, suspension or revocation of this permit shall be effective only with respect to the agency taking such action, and shall not affect the validity or status of this permit as issued by the other agency, unless and until each agency has concurred in writing with such modification, suspension or revocation. In the event any portion of this permit is declared invalid, illegal or otherwise in violation of state law such permit shall remain in full force and effect under federal law as an NPDES Permit issued by the EPA. In the event this permit is declared invalid, illegal or otherwise issued in violation of federal law, this permit shall remain in full force and effect under state law as a permit issued by the Commonwealth of Massachusetts.