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January 9, 2014

Client File No. 5433.00

Licence No. 3055

Ms. Tracey Braun
Director
Environmental Approvals
Manitoba Conservation
Suite 160, 123 Main Street
Winnipeg, MB R3C 1A5

Dear Ms. Braun:

RE: Bipole III Transmission Project (Licence 3055) – Licence Conditions # 54

This letter is pursuant to clause 54 of the Bipole III Transmission Project *Environment Act* Licence #3055. The licence condition states, “the Licencee shall ensure access within the development, where possible, to quarry mineral withdrawals by Manitoba Infrastructure and Transportation (MIT) in Townships 22-11w, 30-17w, 22-12w, 30-18w, 23-12w, 31-19w, 25-13w, 32-20w, 26-13w, 33-21w, 30-18w, 33-25w, 32-20w, 44-25w, 49-25w and 45-25w.”

Manitoba Hydro met with Craig Drimes, Mangers of Aggregate Resources for MIT, and Adam Melnyk, Aggregate Technician, on September 11, 2013 to review the licence condition. Through review of the quarry withdrawal areas identified in the licence condition, it was determined that only two quarry areas were of concern to MIT – within townships 32-20w and 30-18w. MIT requested that Manitoba Hydro review the two quarry areas located in primarily in NE-31-32-20W and NE-13-30-18W to consider a route adjustment to mitigate against potential effects on pit operation or development.

Manitoba Hydro developed slight route adjustments to accommodate the concerns raised by MIT. On November 21, 2013, Manitoba Hydro met with MIT staff again to review the route adjustments (See attached maps). A key consideration in developing the route adjustment was to avoid affecting new landowners. In township 30-18w, an adjustment was made that resulted in the route being moved 191 meters northeast in NE-13-30-18W. In township 30-20W, an adjustment was made that resulted in the route being moved 50 meters southwest in NE-31-32-20W. MIT accepted and agreed to the route adjustments as presented by Manitoba Hydro. The attached maps represent the proposed changes to the Bipole III route in fulfillment of Clause 54 of the Bipole III Environment Act Licence.

Should you have any questions or require further clarification of our comments please do not hesitate to contact me at 204-360-4394.

Regards,

Original signed by Shannon Johnson

Shannon Johnson
Manager
Licensing and Environmental Assessment Department
Manitoba Hydro
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Winnipeg, Manitoba
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Attachments: 2 Maps

CC: C. Drimes, Manger of Aggregate Resources, Manitoba Infrastructure & Transportation