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March 9, 2011

Thomas S. Burack, Chairman
New Hampshire Site Evaluation Committee
N.H. Department of Environmental Services
29 Hazen Drive
Concord, NH 03302-0095

Re: Application of Laidlaw Berlin BioPower, LLC for a Certificate of Site and Facility for a Renewable Energy Facility in Berlin, New Hampshire – Docket No. 2009-02

Dear Chairman Burack:

I enclose for filing with the New Hampshire Site Evaluation Committee an original and eighteen (18) copies of the Joint Motion of Laidlaw Berlin BioPower, LLC and Berlin Station, LLC for Transfer and Amendment of the Certificate of Site and Facility, and Notice of Change in Major Contractor and its related exhibits including the pre-filed testimony of Keith Mueller (Exhibit 1), Raymond Kusche (Exhibit 2) and Ross D'Elia (Exhibit 3).

I also enclose Laidlaw's Motion for Protective Order and Confidential Treatment for ISO-NE Interconnection Request. The ISO-NE Interconnection Request is Exhibit A to the Motion for Protective Order and Confidential Treatment and Exhibit 4 to the Joint Motion for Transfer and Amendment. This Exhibit has been stamped CONFIDENTIAL and we request that it not be posted to the Site Evaluation Committee's website or distributed to anyone other than members of the Committee. After finalizing the Motion for Protective Order and burning it to disc, the Attorney General's office advised that it does not oppose the Motion for Protective Order.

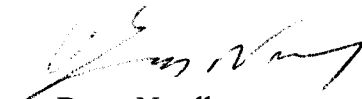
Finally, I enclose a disc that contains pdf copies of all of the documents being filed today.

Laidlaw has sent a copy of both motions and all of the exhibits included the confidential ISO-NE Interconnection Request to the New Hampshire Attorney General's office. Laidlaw has also sent a courtesy copy of its filings to the City of Berlin.

Thomas S. Burack, Chairman
March 9, 2011
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Please do not hesitate to contact me if you have any questions. Thank you for your assistance with this matter.

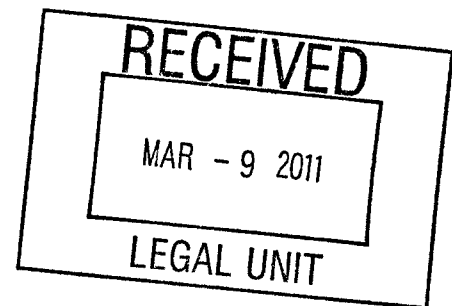
Very truly yours,



Barry Needleman

Enclosures

cc: K. Allen Brooks
City of Berlin



STATE OF NEW HAMPSHIRE
BEFORE THE
SITE EVALUATION COMMITTEE

APPLICATION OF LAIDLAW BERLIN BIOPOWER, LLC FOR A CERTIFICATE OF SITE
AND FACILITY

DOCKET NO. SEC _____

**JOINT MOTION OF LAIDLAW BERLIN BIOPOWER, LLC AND BERLIN STATION,
LLC FOR TRANSFER AND AMENDMENT OF THE CERTIFICATE OF SITE AND
FACILITY, AND NOTICE OF CHANGE IN MAJOR CONTRACTOR**

Laidlaw Berlin BioPower, LLC and Berlin Station, LLC, respectfully submit this Motion to Amend the Certificate of Site and Facility and Notice of Change in Major Contractor, and state as follows:

Introduction

On November 9, 2010, the New Hampshire Site Evaluation Committee issued its Decision Granting Certificate of Site and Facility with Conditions (“Decision”) and Order and Certificate of Site and Facility with Conditions (“Certificate”) to Laidlaw Berlin BioPower, LLC (“Laidlaw”) in the above-captioned matter. Since the time Laidlaw presented its application to the subcommittee of the Site Evaluation Committee (the “Subcommittee”), Laidlaw has been working diligently with its lenders to secure the financing necessary to construct the Project. The New Hampshire Public Utilities Commission is currently reviewing the Power Purchase Agreement (PPA). If the PPA is approved in substantially the same form as it was submitted, and this Subcommittee acts favorably on this Motion, Laidlaw expects the financing will close shortly thereafter.

The financing and continued engineering efforts have necessitated changes to the Project. Several require Subcommittee approval and one, as Laidlaw understands, requires only notice to the Subcommittee.

First, as anticipated at the hearings,¹ the lenders require some corporate reorganization. NewCo Energy, LLC, the same entity presented at the hearings to the Subcommittee, will remain at the top of the corporate structure. A new corporate entity will be formed to replace both PJPD Holdings, LLC and Laidlaw Berlin BioPower, LLC. The Applicant believes this corporate consolidation simplifies the Project structure while also strengthening it by having a single entity own the land, the facility, be the party to all contracts and, pursuant to Subcommittee approval, the Certificate holder.

Second, Laidlaw is providing notice of a change in “major contractors providing construction, operation, or management services”. *See* Decision at 53. In response to the request of the lenders, Laidlaw intends to replace Homeland Renewable Energy and Fibrowatt Operations, LLC (collectively “Homeland”) with large, well recognized engineering firms who have very significant experience constructing and operating energy projects, including in New Hampshire.

Third, Laidlaw requests that the Certificate be amended to permit it to contract with an entity other than Cousineau Forest Products to serve as its fuel supplier. The ultimate fuel supply contract will be materially the same as the draft Cousineau Fuel Supply Agreement presented to the Subcommittee [Laidlaw Exhs. 62, 63, and 76A], including the stipulation and sustainability conditions that are a condition to the Certificate.

Finally, in addition to the changes driven by the financing process, Laidlaw is also requesting that the Subcommittee amend the Certificate to reflect an increase in the facility’s gross power generating rate from 70 MW to 75 MW. This increase is purely a function of improved efficiency. Based on the final project engineering, Babcock & Wilcox has determined

¹ Transcript Day 3, P.M. Session at 98:4-101:2.

that greater operating efficiencies can be achieved with the existing boiler. This change will not alter the Project's impacts to the environment, public health or safety as presented in the Application and reviewed and approved by the Subcommittee. More specifically, this efficiency increase will have no effect on the amount of wood consumed, air emissions, truck traffic or any other similar project parameters. Consequently, Laidlaw is requesting that the Certificate be amended, consistent with the pending ISO-New England Interconnection Request,² to reflect the increased potential output.

Laidlaw is submitting pre-filed testimony in support of these changes simultaneously with this Motion as exhibits to the Motion. Mr. Keith Mueller of Cate Street Capital testifies on the corporate reorganization. Exhibit 1. Mr. Raymond Kusche of Laidlaw and Cate Street Capital testifies on the change in major contractor and the increase in the Facility's gross power output. Exhibit 2. Finally, both Mr. Kusche and Ross D'Elia of the Richard Carrier Trucking group of companies, testify on the replacement of Cousineau Forest Products as Laidlaw's fuel supplier. Exhibit 3.

I. Revisions to Corporate Structure

A. **Summary and Purpose of Reorganization**

The lenders have required certain corporate restructuring for financing purposes. As previously described to the Subcommittee, the Project expects to obtain financing from the private placement market as well as from New Market Tax Credit (NMTC) lenders. The corporate structure has been modified to accommodate both sets of lenders.

NewCo Energy, LLC, the current owner, will remain the principal owner. Laidlaw Berlin BioPower, LLC and PJPD Holdings, LLC will be replaced by a new single purpose entity

² Attached as Exhibit 4. A separate motion has been filed, which accompanies this motion, and requests confidential treatment for Exhibit 4.

(“SPE”). An organizational chart depicting the new corporate structure is attached. See Exhibit 5.³ Mr. Bartoszek testified during the hearing that this type of reorganization is typical and may be required by the lenders. *See* Transcript Day 3, P.M. Session at 97:24-101:2.

The creation of new SPEs is a common practice in limited-recourse financing transactions. According to Standard & Poor’s *Criteria for Special Purpose Entities in Project Finance Transactions*:

Standard & Poor’s believes that the preservation and protection of the project and the other collateral from extraneous, non-project risk is of prime importance to investors. Such risks threaten the full and timely repayment of debt service, which, of course, is the basis of Standard & Poor’s bond rating.

James Penrose, Esquire, Standard & Poor’s RatingsDirect, November 20, 2000 at page 2. The revised corporate structure is consistent with this Standard and Poor’s criteria and will help facilitate the Project financing. In practice, this structure permits the rating agencies and lenders to focus exclusively on the economic features of the Project.

In addition, some of the corporate restructuring is driven by tax requirements associated with the NMTC lenders. The specific NMTC rules as well as the specific structural features proposed in response to those rules are set forth in greater detail below.

B. Specifics of the Reorganization

NewCo Energy, LLC, the primary owner of the Project as presented to the Subcommittee, will own NewCo Energy Holdings, LLC.⁴ NewCo Energy Holdings, LLC will own BBP Holdings 1, LLC and Burgess Holding, LLC.

³ The existing corporate organizational chart, designated Laidlaw 8 at the hearings, is also attached for comparison purposes.

⁴ NewCo is currently in preliminary discussions with a party who is contemplating purchasing an ownership interest in NewCo Holdings, LLC. These discussions are in the early stages and it is unclear at this point whether a deal will be consummated. Applicant raises this issue here because of the Certificate condition requiring notification of a change in the ownership structure. *Order* at 3.

CSC Group Holdings, LLC will own BBP Holdings 2, LLC. CSC Group Holdings is the same entity identified at the hearing as one of the investors in NewCo Energy, LLC. See Committee Exhibit 1.

Berlin Station, LLC (“Berlin Station”) will replace PJPD Holdings, LLC (“PJPD”) and Laidlaw Berlin Biopower, LLC (“LBB”). In essence, the prior attributes and responsibilities of PJPD and LBB will all be consolidated into Berlin Station. Berlin Station will own the facility, the real property, be the party to all the contracts (PPA, fuel supply, EPC, O&M, etc.) and the Certificate holder.

BBP Holdings #1, LLC will own 99% of Berlin Station and BBP Holdings #2, LLC will own 1% of Berlin Station. The reason for this arrangement is that NMTC rules prohibit Berlin Station from being a “disregarded entity” for federal income taxes. This in turn requires Berlin Station to be owned by at least two members with different ultimate ownership.

While Berlin Station retains ultimate ownership and responsibility for the Project, NMTC rules prohibit Berlin Station from directly operating the Project. To accommodate this requirement, Berlin Station will lease the facility to Burgess BioPower, LLC (Burgess) pursuant to a site and facility lease (the “Facility Lease”). Berlin Station will also enter into a “Right of Use Agreement” with Burgess pursuant to which Burgess shall have the right to use the contracts required to operate the Project (PPA, fuel supply, EPC, O&M, etc). Burgess will administer the Certificate and the contracts, and function as the facility manager on behalf of Berlin Station, subject to the terms of the Facility Lease and Right of Use Agreement.

The Applicant recognizes and understands that regardless of what type of management structure Berlin Station establishes in order to satisfy the lenders and obtain the financing, as the proposed holder of the Certificate, it will have ultimate responsibility for ensuring complete,

ongoing compliance with all the Certificate's terms and conditions. Accordingly, Burgess's rights under the Facility Lease and Right of Use Agreement will be expressly subject to Burgess's compliance in all respects with the terms and conditions of the Certificate. Moreover, Berlin Station, Burgess and NewCo Energy, LLC are all willing to be bound by the terms and conditions of the Certificate.

The Applicant believes that combining the attributes and responsibilities of PJPD and LBB addresses one of the concerns originally expressed by the Subcommittee,⁵ thus strengthening the Project. Likewise, the Subcommittee placed weight on the fact that "the senior management of the Applicant, NewCo, Aware and LBB are highly qualified for raising capital for construction and operation of the facility." Decision at 47. In fact, those same highly qualified persons remain in place in this new structure and the Applicant now believes it has reached the point where, if the PPA is approved and this Subcommittee acts favorably on this Motion, the financing will close shortly thereafter.

II. Notice of Change in Major Contractors Providing Construction, Operation and Management Services.

A. **Background Information**

The Subcommittee imposed the following requirement in its Decision:

In order to ensure that the Facility will be constructed and operated in accordance with represented set of skills, the Subcommittee requires the Applicant to notify the Subcommittee of any changes in major contractors providing construction, operation, or management services for the Facilities.

Decision at 53. Pursuant to this condition, Laidlaw is providing notice of its intent to replace the entities that were originally contemplated to provide construction and operation services.

⁵See Decision at 46-47.

Laidlaw intends to replace Homeland with a team of highly qualified entities who will provide top-notch, proven construction and operational expertise. This replacement is occurring at the prompting of the lenders to add even greater technical and operational strength to the Project team. The replacement team will consist of the following entities:

- Waldron Engineering and Construction, Inc. (“Waldron”) will serve as construction engineer with primary responsibility for overseeing the EPC Contractor - the Babcock & Wilcox Construction Company (“Babcock & Wilcox”) - managing construction on behalf of the owner and ensuring compliance with the terms and conditions of the Certificate; and
- Delta Power Services, LLC (“Delta Power”), a wholly owned subsidiary of Babcock & Wilcox, will serve as the operations and maintenance contractor on behalf of the owner and ensure compliance with the terms and conditions of the Certificate.

In addition to the deep experience provided by Waldron and Delta Power, the Shaw Group (“Shaw”) will also assist with construction oversight, as described below. The project technical team will also continue to rely on the expertise of Babcock & Wilcox and the Laidlaw Advisory Board as previously outlined in the SEC hearings. The Laidlaw Advisory Board will continue to consist of NewCo personnel with substantial technical and managerial experience in the power industry. The Laidlaw Advisory Board will remain in place, with the same people, at the conclusion of the corporate reorganization described herein, and play the same role as initially contemplated.

Finally, as discussed at the SEC hearings, Black & Veatch will continue to serve as the Independent Engineer with primary responsibility for overseeing construction on behalf of the lenders and ensuring compliance with all regulatory requirements and technical specifications.

See Transcript at Day 5 A.M. (August 27, 2010) at 87-88. Black & Veatch will not be under the direction and control of the Certificate holder, but it will provide an additional layer of oversight.

B. Specific Information About Team Members

Waldron is a New Hampshire-based engineering and construction management firm with extensive experience in the biomass and power industry. Its work has included serving as the independent engineer on behalf of Con Edison Development at the 535 MW Newington Energy Facility, where it supervised the design, construction, commissioning and testing of the plant. Waldron also served as owner's engineer at a 45 MW biomass plant in Edmundston, New Brunswick. More detailed information about Waldron is attached as Exhibit 6. In addition, Waldron has been periodically involved in this Project since its inception and has significant, direct project experience.

Jack Howarth will lead Waldron's team. His resume is attached. *See* Exhibit 7. If the Subcommittee so desires, Laidlaw will provide a copy of the final, unexecuted construction management agreement with Waldron (for which it would seek confidential treatment). The parties will execute this agreement at the conclusion of this proceeding.

Shaw will support Waldron as owner's engineer with respect to supervision of plant construction. Shaw is a leading global provider of comprehensive services to the power, process, and environmental and infrastructure industries. Headquartered in Baton Rouge, Louisiana, Shaw employs 27,000 people and has offices around the world. Since 1974, Shaw has built projects of various sizes and complexities, primarily for the refining, petrochemical, pipeline, pulp and paper, and electric power industries. Shaw has engineered many biomass processes with state-of-the-art technologies using renewable fuel sources.

Laidlaw anticipates that Theodore Wong will lead Shaw's team. His resume is attached. *See Exhibit 8.* Detailed information about Shaw is also attached. *See Exhibit 9.* If the Subcommittee so desires, Laidlaw will provide a copy of the final, executed agreement that it has negotiated with Shaw (for which it would seek confidential treatment).

Delta Power is the fourth-largest power operation and maintenance services provider in the United States. Delta Power is a wholly owned subsidiary of Babcock & Wilcox, the EPC contractor for the Project. Delta Power has extensive experience providing operating and maintenance services to power stations, including currently providing service to nine power facilities in six states. Delta Power operates three solid fuel projects, including a 40 MW wood-chip biomass plant. Delta Power currently employs approximately 320 people.

Delta Power will be responsible for plant staffing,⁶ plant operations and maintenance, and all accounting and financial reporting. Laidlaw anticipates that Pete Sessler will be the person at Delta Power with direct responsibility for the Project. His resume is attached. *See Exhibit 10.* Detailed information about Delta Power is attached. *See Exhibit 11.* If the Subcommittee so desires, Laidlaw will provide a copy of the final, unexecuted agreement that it has negotiated with Delta Power (for which it would seek confidential treatment). Laidlaw will execute this agreement at the conclusion of this proceeding.

Black & Veatch will serve as the Independent Engineer for the lenders with responsibility for ensuring that construction occurs properly and in conformance with all technical and regulatory specifications. Black & Veatch is a leading global engineering, consulting and construction company. *See Exhibit 12.* Founded in 1915, Black & Veatch currently has a global workforce of more than 8,600 working in over 100 offices worldwide with projects completed in

⁶ Using Delta Power will not change any commitments Laidlaw has made regarding local hiring.

more than 100 countries on six continents. *See* Transcript Day 5 A.M. (August 27, 2010) at 87-88.

In sum, Waldron, working in conjunction with Babcock & Wilcox, Shaw and Laidlaw personnel, will oversee construction of the facility and ensure compliance with all Certificate terms and conditions. Babcock & Wilcox, as the EPC contractor, is also contractually bound to comply with all the terms and conditions of the Certificate. Once construction is completed, Delta Power will assume operational responsibility, overseen by Laidlaw (or its successors) and its Advisory Board. Laidlaw expects that because Babcock & Wilcox and Delta Power are both Babcock & Wilcox companies, that relationship will help facilitate a smooth transition from the construction phase to the operational phase.

Laidlaw submits that collectively, it has assembled an extraordinarily strong team that is more than capable of replacing Homeland and Fibrowatt. There can be no doubt that this team has the technical and managerial capability to ensure construction and operation of the facility in compliance with the terms and conditions of the Certificate.

III. Change in Fuel Supplier

The Certificate provides that “the Applicant shall not commence construction until such time that it has filed, with the Subcommittee, a signed Fuel Supply Agreement with Cousineau Forest Products materially consistent with Laidlaw Exhs. 62, 62 [sic] and 73A CONFIDENTIAL.” The Decision requires Laidlaw to enter into a Fuel Supply Agreement with Cousineau, materially consistent with the one presented to the Subcommittee during the hearing. Laidlaw Exhs. 62, 63 and 73A. The Decision is predicated largely on the material elements of the agreement (e.g. length of the Fuel Supply Agreement (20 years); providing financial stability for Laidlaw, the incorporation of the Sustainability Conditions into the Fuel Supply Agreement; etc.).

Laidlaw requests that the Certificate be amended to state as follows: “the Applicant shall not commence construction until such time it has filed, with the Subcommittee, a signed Fuel Supply Agreement materially consistent with Laidlaw Exhs. 62, 63 and 73A CONFIDENTIAL.” Pursuant to the amendment, Laidlaw would be permitted to enter into a Fuel Supply Agreement, materially consistent with Laidlaw Exhs. 62, 63 and 73A CONFIDENTIAL, with an entity other than Cousineau. Laidlaw will file that Fuel Supply Agreement with the Subcommittee prior to the commencement of construction.

Laidlaw seeks this amendment because it wishes to replace Cousineau with Richard Carrier Trucking, Inc. and its associated companies (“RCT”). RCT is substantially larger than Cousineau and consequently, has greater logistical and financial wherewithal to meet the requirements of the Project.

RCT was established in 1974. It is an environmentally conscious, integrated forest products group of companies, all owned by Richard Carrier. RCT has large manufacturing and service operations located in Milan, Henniker, Shelburne, and Brentwood, New Hampshire, as well as numerous facilities throughout Maine and eastern Canada. RCT owns and operates lumber mills, chipping facilities, timber holdings, pallet manufacturing, and landscape/mulching operations, all of which are fully supported by an extensive forest product shipping and handling distribution system.

The RCT group is comprised of over 10 operating entities in New Hampshire alone, including two of the State’s largest sawmills: Milan Lumber Co in Milan (located 9 miles from Berlin) and HHP, Inc. in Henniker; a chipping company, R.J. Chipping Enterprises in Shelburne (14 miles from Berlin); and a bark and mulch business, P.R. Russell Brentwood Distribution,

LLC, in Brentwood. RCT currently procures and transports in excess of 1.5 million tons of woodchips annually to a diverse client base.

To effectively process and distribute the various forest products, RCT can call upon its locally owned fleet of over 75 tractors and more than 150 specialized trailers, as well as dozens of associated loading and processing heavy machinery and equipment. RCT provides access to wood supply and trucking capabilities as well as extensive and diversified handling and storage abilities.

RCT's livelihood is dependent on the sustainability of wood supply and on the local forests remaining healthy and productive. As a result, RCT has a strong commitment to responsible forestry and best management practices, including within its own staff of state-licensed foresters, its woodlots, and as well as within its manufacturing operations.

IV. Increase in Facility Electrical Output Due To Greater Boiler Efficiency.

A. **Background Information**

Laidlaw originally anticipated that its gross output would be 70 MW and sought a Certificate predicated on that figure. As Ray Kusche testified during the hearing, however, Babcock & Wilcox has determined that the boiler can actually efficiently produce more energy than 70MW and therefore Laidlaw has applied to ISO-NE for an increase in output. Transcript, Day 4 PM Session (August 26, 2010) at 15-16; see also Exhibit 4. This increase in power output is purely an efficiency increase and will not affect the emissions or wood supply needs for the Project.

Refinement and optimization of the Project's design and operating parameters has occurred throughout the development process. See Transcript, Day 2, AM Session (8/24/2010) at 51-52. Laidlaw's engineers have achieved improved performance while not increasing the

amount of fuel to be used, or otherwise increasing the Project's impacts. Increasing the power output of the plant involved the following factors:

- The boiler steam output temperature has been slightly increased, while reducing the total steam output flow rate. The increased steam temperature at the turbine, even with the reduced steam flow, gives a net increase in output due to the increased turbine efficiency. Although the temperature is increased slightly, the decrease in total steam output flow maintains the heat input rate as presented in the Application, and hence the same fuel input rate and annual consumption.
- Laidlaw had planned to use a used steam turbine generator. Laidlaw has instead decided to use a new steam turbine generator. Due to its age, a used steam turbine generator would have had a significantly lower efficiency than a new machine.
- Laidlaw's engineers are also optimizing the steam turbine generator's exhaust pressure by further refining the design of the water cooled condenser and mechanical draft cooling tower. These refinements will cause the operating temperature of the water cooled condenser to be reduced, thus lowering the turbine's exhaust pressure. At the same inlet pressure, a lower exhaust pressure indicates that the useful work done by the steam (in this case the power produced) will increase. These refinements further confirm that the power output can be increased while maintaining other operating parameter assumptions that correlate to the Project's impacts as discussed below.
- Laidlaw has selected a low-loss generator step-up transformer, further improving overall project efficiency.

In sum, the evolution of the Project's design has allowed Laidlaw's engineers to achieve a higher operating efficiency for the plant than originally planned, and to confirm that the plant can generate a gross output of up to 75 MW. The resulting improvements bring overall benefits by increasing the power generated per ton of fuel used, and reducing air emissions, water consumption and other collateral impacts per unit of power produced.

B. Impacts of Proposed Increase in Power Output

1. Air Emissions

As noted previously, the design and operating refinements that lead to the increased power output will not change the boiler's heat input rate from the short term (i.e. hourly) and annual levels presented in the Application. Assuming that all the fuel parameters remain as presented in the Application and reviewed during the hearings (heating value, moisture content, etc.), the fuel consumption of the Project is directly related to the heat input, and thus will not change. In turn, the boiler's air emissions, expressed in terms of pounds emitted per million Btu of heat input, are directly proportional to its heat input rate and will not be altered by the increased power output.

The Project's mechanical draft cooling tower is also a source of air emissions due to particles contained in water droplets discharged from the unit's exhaust, commonly referred to as "drift". The drift and water vapor contained in the exhaust can also result in ground level fogging and icing if not properly designed. As discussed below with regard to the water consumption and wastewater, the quantity of drift and water vapor discharged from the tower will remain within the levels presented in the Application. Thus, the tower's particulate emissions will remain unchanged and the tower will not cause ground level fogging or icing on nearby roadways as determined by the modeling conducted for the Project.

In sum, the increased output will not result in an increase in emissions of any pollutant. In addition, the change in output itself is not an issue under the air permit; therefore, the Air Permit does not require amendment.

2. Truck Traffic

The number of truck trips required to supply fuel to the Project is directly tied to the quantity of fuel used. Since the heat input rate of the Project will not change, the fuel consumption rate will remain unchanged. Accordingly, the number of trucks required to deliver fuel to the Project will remain as presented in the Application.

3. Water Consumption and Wastewater Discharge

The overwhelming majority of the Project's water consumption and wastewater discharge is related to the mechanical draft cooling tower used to supply cooling water to the steam condenser on the discharge of steam turbine generator. The refined system's design and heat balance calculations developed by Laidlaw's engineers confirm that the operating parameters that affect water consumption and discharge from the cooling tower, including water recirculation rate, heat rejection rate, and water blow down rate, are all less than or equal to the values set forth in the Application. As these parameters will not increase, neither will the water consumption or wastewater discharge.

4. Aesthetics

The increased power output results from optimization of the Project's steam cycle and the use of more efficient equipment. It will not materially change the size or appearance of the Project's structures as presented in the Application, and will not alter the visual impacts of the Project.

5. Noise

The proposed increase in power output from the Project only impacts the steam turbine generator itself; there are no changes in other sources of sound such as the boiler, cooling tower, on-site wood handling equipment, etc. The acoustic emissions of the steam turbine were derived

from an algorithm that relates the gross electrical generating rating of the steam turbine generator to the sound power level as referenced in Table (h)(3)(ii)-6 contained in the Application. Based on this algorithm, the increase in the megawatt rating of the steam turbine has a negligible increase in the sound power level produced by the turbine (less than ½ decibel). As a result, the ultimate effect on sound impacts in the community and at the property line, when taken in combination with the relative contributions of other sources of sound associated with the Project (e.g. the cooling tower, the front end loaders, etc.) and the sound insulating characteristics of the building housing the turbine, will be negligible (less than a 0.1 decibel increase).

6. Other Environmental, Health & Safety Impacts

The proposed increase in power output will not result in alterations to the site layout, location, waste generation, or chemicals used, and thus will not have any adverse impacts to other environmental, health or safety considerations such as wetlands, habitat, or community safety.

For all of these reasons, the proposed increase in power output from the Project will not alter any of the findings made by the Subcommittee in the Certificate. Accordingly, Laidlaw requests that the Subcommittee amend the Certificate, consistent with the above-referenced ISO filing (and contingent on ISO approval), to allow the facility to generate up to 75 MW gross.

WHEREFORE, Laidlaw respectfully requests the Subcommittee:

- A. Grant this motion for transfer and amendment of the Certificate;
- B. Transfer the Certificate to Berlin Station, LLC;
- C. Amend the Certificate to incorporate the changes described herein; and
- D. Grant such other and further relief as the Subcommittee deems fair and just.

Respectfully submitted,

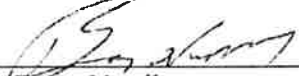
Laidlaw Berlin BioPower, LLC and Berlin Station, LLC

By Their Attorneys,

McLANE, GRAF, RAULERSON & MIDDLETON,
PROFESSIONAL ASSOCIATION

Date: March 9, 2011

By:



Barry Needleman
Gregory H. Smith
Cathryn E. Vaughn
Eleven South Main Street
Concord, NH 03301
Telephone (603) 226-0400

Certificate of Service

I hereby certify that on this 9th day of March, 2011, I hand delivered an original and eighteen copies of this Motion to the Site Evaluation Committee and a copy to the office of the Attorney General.



Barry Needleman