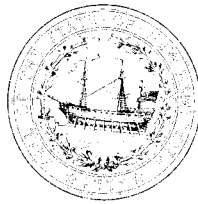


**ATTORNEY GENERAL  
DEPARTMENT OF JUSTICE**

33 CAPITOL STREET  
CONCORD, NEW HAMPSHIRE 03301-6397

MICHAEL A. DELANEY  
ATTORNEY GENERAL



June 2, 2011

NH Site Evaluation Committee  
c/o Jane Murray, Secretary  
29 Hazen Drive, PO Box 95  
Concord, New Hampshire 03301-0095

Re: Berlin Station, LLC  
Docket No. 2011-01

Dear Ms. Murray:

Enclosed for filing to the above referenced matter please find Counsel for the Public's Proposed Conditions and Procedures.

Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Manuela Perry".

Manuela Perry  
Paralegal II  
Environmental Protection Bureau  
(603) 271-3679

/MP  
Enclosure

**THE NEW HAMPSHIRE  
SITE EVALUATION COMMITTEE**

\_\_\_\_\_) )  
RE: ) )  
    Berlin Station, LLC )     No. 2011-01  
\_\_\_\_\_) )

COUNSEL FOR THE PUBLIC'S PROPOSED CONDITIONS AND PROCEDURES

1. Counsel for the Public recommends that all the entities depicted on Exhibit PC-5 and described in the Joint Motion, and in addition, BBP Finance, be bound by the terms and conditions of the Certificate to the same extent as the Applicant.

2. The amended certificate should also be conditioned as follows:

Further Ordered that if construction of the Facility is not completed by July 31, 2013, Berlin Station LLC shall file a notice with the Site Evaluation Committee and show cause as to why the decommissioning provisions of the Order and Certificate of Site and Facility should not be imposed

3. The Applicant should be required to submit to the Committee prior to a vote on the Joint Motion an updated and complete organizational chart showing the relationship of BBP Finance.

4. The Applicant should be required to submit to the Committee prior to a vote on the Joint Motion an updated and complete debt/equity figure which includes the \$75 million note purchase agreement to be entered into by Burgess Holdings, and include in the figure an exposition of any guaranties or pledges being made by any of the entities on the revised and updated organizational chart to obligate the \$75 million note purchase agreement or secure it with assets of any of the entities.

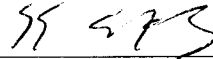
5. Counsel for the Public also recently received notice that rehearing has been sought of Order No. 25,213 of the N.H. Public Utility Commission related to the Power Purchase Agreement (“PPA”) between Public Service of New Hampshire and the Applicant, and that an appeal with the New Hampshire Supreme Court has been filed. The impacts of the rehearing and appeal process are currently unknown; however, the Applicant has previously stated that the Project cannot be successful without an approved PPA. Transcript, May 18, 2011, A.M. at 89. In the past, issues related to financial aspects of the Project have resulted in significant changes such as the creation of new business entities, corporate restructuring, and adjustments in the distribution and amount of debt and equity. Joint Motion at 1-2; Mueller Testimony at 2-3; Transcript, May 18, 2011, Conf. Session at 84. To the extent the appeal of the PPA could or will impact significant aspects of the proposed project which could subsequently result in proposed changes and further hearings, a final determination on the proposed Project at this time would be premature and inefficient.

Counsel for the Public recommends that the Applicant be required to demonstrate that the appeal of the PPA will not result in any significant changes to the Project such as those described above. If the Applicant is unable to demonstrate that the appeal of the PPA will not result in any significant changes to the Project, Counsel for the Public recommends that the Site Evaluation Committee suspend deliberations until all issues associated with the PPA are fully and finally resolved.

COUNSEL FOR THE PUBLIC

By his Attorneys

MICHAEL A. DELANEY  
ATTORNEY GENERAL



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