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July 5, 2012

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

Re: Berlin Station

Dear Chairman Burack:

I write regarding the Certificate of Site and Facility issued to Berlin Station, LLC on November 8, 2010 and amended on July 12, 2011. Construction commenced in October 2011 and we expect that it will be completed sometime around October 2013. As we near that point, we expect to file with the Site Evaluation Committee ("SEC") a Motion to Amend portions of the Certificate to reflect changes that have occurred during the construction phase. We consider these changes to be minor and not ones that require SEC action now. Moreover, in order to conserve the time and resources of the Committee, it is our intention to only file one Motion to Amend as we near the completion of construction and all changes have been identified. Nevertheless, we want to identify the current changes for the Committee at this time so that if the Committee has questions about our conclusions, we can address the matter.

In the process of advancing construction level design details, Berlin Station and its engineering team have further evaluated the layout and material handling equipment for the wood yard that will be located adjacent to the boiler building. The overall footprint of the wood yard and the type of handling equipment to be installed are generally consistent with those presented in the Application for Certificate of Site and Facility. However, detailed design assessments have led to relatively minor changes in their configurations. As summarized below, Berlin Station believes that these changes serve to minimize the project's overall impacts, reduce impacts in some key areas, and improve the reliability and performance of the facility.

The attached figure shows the wood yard and handling equipment configurations as approved by the Committee in red, and the refined configurations shown in black. As the figure

shows, the wood chip pile configurations have been revised from three individual roughly square shaped piles, to one pile of similar shape and one oval pile, both of which sit within the same footprint as originally proposed. The oval pile will facilitate use of an A-frame overhead stack-out conveyor and an under-pile reclaim conveyor system. These pieces of equipment allow the development and reclaim of this wood pile to be fully automated, thus eliminating one or more pieces of heavy equipment (front end loaders) that would have been necessary to manage the pile as originally proposed. Elimination of this equipment from operating along the northern edge of the property will serve to minimize sound level impacts in the area of the City located directly across the river from the site, and will reduce emissions associated with diesel powered equipment.

The configuration of the wood chip handling equipment has been refined to facilitate wood yard operations under the refined pile configurations. In the original configuration, the wood yard was equipped with a centrally located wood processing building which housed a screen and grinder used to reduce the size of over-sized material, with eight separate conveyors extending from the structure in all directions. In the refined configuration, the wood processing building is shifted approximately 250 feet to the south and a set of four conveyors are used to handle incoming woodchips, stack out to piles, and feed the boiler. In the refined configuration, the height of the wood processing building has been reduced from approximately 60 feet to 45 feet tall. Although the wood processing building is located closer to the property line in the refined configuration, the project's engineers believe that adequate sound mitigation can be applied to the structure to assure conformance with the project's sound limits at the property line and nearest residence. We note that Berlin Station's contract with the constructors requires conformance with the sound standards. The refined configurations also bring the added benefit of reducing the impervious area on the overall site by nearly 12,000 square feet, with much of this occurring within the protected shoreland area.

In addition to the wood yard, there are three other changes of note. First, the City of Berlin has determined that the Riverwalk cannot be constructed as anticipated. Because the project does not own the property along the river on the north end of the site, the Riverwalk would dead-end at that point. Moreover, various portions of the Riverwalk would have to be located very close to the industrial equipment on the Berlin Station site. For these reasons, the City has concluded that it would prefer not to have the Riverwalk constructed. In lieu of constructing the Riverwalk, Berlin Station has acceded to the City's request and will provide to the City the funds that would have been used for the Riverwalk.

Second, with the elimination of the Riverwalk, the City has also determined that fencing is not required along the site boundary that abuts the river but rather, only along roads and the border of the property to the north. We expect that the monetary savings from the reduced fencing needs will also be provided to the City.

Finally, based upon closer review of the site during spring/summer conditions, the City has determined that it will not be possible to fully implement the landscaping plan as initially conceived because in many places, the plan calls for plantings in areas that simply cannot sustain

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vegetation of any appreciable size (due to the presence of ledge, etc.). We are working with the City to modify the plan to its satisfaction and fully expect we will be able to so.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Barry Needleman", written in a cursive style.

Barry Needleman

Enclosure

cc: Service List