AES Londonderry, LLC
4/26/99

WATER QUALITY, WASTEWATER AND WETLANDS CONDITIONS ATTACHMENT "E"

I. Wastewater Design Review and Discharge Permit Conditions

1. Applicant shall submit application, appropriate fees, construction drawings, specifications, and supporting documention in compliance with Env-Ws 700 to the Department for review and approval prior to commencing construction for theconnection to the Londonderry wastewater collection system.

2. Applicant shall submit application, appropriate fees, and supporting documentation in compliance with Env-Ws 904 to the Department for review and approval prior to commencing construction on any portion of this project.

3. Applicant shall submit all plans and specifications for installations of systems and devices for handling, treating, or disposing of sewage, industrial and other wastes to DES at least 30 days prior to the beginning of construction as required in RSA 485-A:4.

4. Applicant shall construct the cooling water line in accordance with the plans and specifications approved by the Department on April 22, 1999.

5. Applicant shall treat discharges to the Manchester wastewater treatment facility as necessary to ensure that the local Sewer Use Ordinance, local discharge limitations, local industrial discharge permit conditions, and state pretreatment statutes (RSA 485-A)and regulations (Env-Ws 904), and the federal Clean Water Act and federal pretreatment regulations (40 CFR 403) are met.

6. Applicant shall file federal applications for all discharges of stormwater associated with industrial activity and prepare all required stormwater pollution prevention plans such that they will be implemented prior to the beginning of construction and the start-up of the operation of the facility. The construction and the operation of the facility shall not result in water quality standards violations due to contaminants contained in stormwater.

7. Additional permit conditions and data requests may be necessary based on final plan review.

II. Site Specific Permit Conditions

1. Applicant shall not degrade water quality as a result of the project.

2. Applicant shall submit revised plans for permit amendment prior to any changes in construction details or sequences.

3. Applicant shall notify the Department in writing prior to the start of construction.

4. The approved plans and supporting documentation in the project file are a part of this approval.

5. Applicant shall notify the Department in writing within ten days of a change in ownership.
6. Applicant shall address to the satisfaction of the Department all issues raised in the letter of April 9, 1999, from James T. Spaulding, PE of the Wastewater Engineering Bureau, Water Division, DES to Gregory H. Smith, Esq, counsel for the applicant.

7. Final approval by the Department is not assured, since all required information and data has not yet been received by the Department.

8. Additional permit conditions and data requests may be necessary based on final plan review.

III. Wetlands Permit Conditions

1. Wetlands Conditions Applicable to the AES On-site Facilities

(A) Contingent on approval by the DES Site Specific Program.

(B) Any dredged material shall be placed out of the DES Wetlands Bureau jurisdiction.

(C) Orange construction fencing shall be placed at the limits of construction; siltation/erosion controls shall be installed prior to construction, shall be maintained during construction, and shall remain until the area is stabilized.

(D) Detailed construction plans shall be submitted before construction begins.

(E) Appropriate siltation/erosion/turbidity controls shall be in place prior to construction, shall be maintained during construction, and shall remain until the area is stabilized.

(F) Within three days of final grading in an area that is in or adjacent to wetlands or surface waters, all exposed soil areas shall be stabilized by seeding and mulching during the growing season, or if not within the growing season, by mulching with tack or netting and pinning on slopes steeper than 3:1.

(G) Where construction activities have been temporarily suspended within the growing season, all exposed soil areas shall be stabilized within 14 days by seeding and mulching.

(H) Where construction activities have been temporarily suspended outside the growing season. all exposed soil areas shall be stabilized within 14 days by mulching and tack. Slopes steeper than 3:1 shall be stabilized by matting and pinning.

(I) Work shall be done during low flow.

(J) The Department must be notified in writing within ten days of a change in ownership. The Department must be notified in writing before construction begins.

(K) The previous Standard Dredge and Fill Permit issued for this site on 6/12/1998 (#98-493) is superseded by the authorization this project.

(L) There shall be no wetlands impacts for the upgrade or construction of the electrical transmission lines.

2. Wetlands Mitigation

(A) This permit is contingent upon the creation of wetlands in accordance with plans received 04/12/1999.

(B) The schedule for mitigation construction shall coincide with site development unless otherwise considered and authorized by the DES Wetlands Bureau to occur subsequent to site construction.

(C) The areal extent of wetland creation shall be consistent with that described in the approved mitigation report dated 4/12/99.

(D) The wetland compensatory mitigation area shall be properly constructed, monitored, managed and the entire mitigation area preserved from future development.

(E) Wetland soils from areas vegetated with purple loosestrife shall not be used in the wetland creation site. In other areas the Department considers spreading the spoils, the potential for the establishment of the invasive species should be considered to limit its further establishment.

(F) Wetland creation and enhancement areas shall have at least 75% successful establishment of wetlands vegetation after two (2) growing seasons, or it shall be replanted and re-established until a functional wetland is replicated in a manner satisfactory to the DES Wetlands Bureau.

(G) Wetland creation and enhancement areas shall be properly constructed, landscaped, monitored and remedial actions taken that may be necessary to create functioning wetland areas similar to those of the wetlands destroyed by the project. Remedial measures may include replanting, relocating plantings, removal of invasive species, changing soil composition and depth, changing the elevation of the wetland surface, and changing the hydraulic regime.

(H) The applicant shall designate a qualified professional who will have the responsibility to assure that the mitigation area is constructed in accordance with the mitigation plan, that monitoring is accomplished in a timely fashion, and remedial measures are taken if necessary. The Wetlands Bureau shall be notified of the designated professional prior to the start of work and if there is a change of status during the project.

(I) The applicant shall monitor the initial construction of the mitigation area to assure the work is accomplished in accordance with the plan, and that the necessary soil, water and vegetation is present upon completion of work. Site monitoring include implementation of nuisance plant control as described in the wetland compensation/creation plan dated 04/12/99.

(J) The applicant shall conduct a follow-up inspection after the first growing season, to review the success of the mitigation area and schedule remedial actions if necessary. A report outlining these follow-up measures and a schedule for completing the remedial work shall be submitted by December 1 of that year. Similar inspections, reports and remedial actions shall be undertaken in at least the second and third years following the initial completion of each mitigation site. After at least three full growing seasons, the applicant shall delineate the wetlands within the mitigation site and document the delineation with data forms and depict the delineation as an overlay of the final as-built plans.

(K) The applicant shall attempt to control invasive, weedy species such as purple loosestrife (*Lythrum salicaria*) and common reed (*Phragmites australis*) by measures noted in the nuisance control plan and any additional means agreed upon by the DES Wetlands Bureau if control of invasive species has been unsuccessful.

3. Wetlands Conditions Applicable to the Construction of Utility Lines

(A) No temporary or permanent wetland impacts are authorized for the construction of overhead electrical transmission lines or for hydrostatic testing of utility lines without further review and approval by the Department.

(B) The conditions below are intended to apply to construction of buried utility lines associated with the proposed AES Londonderry facility including sewer line, cooling water line and natural gas lateral interconnect.

(C) The applicant shall submit final design plans identifying impacts to jurisdictional wetlands and watercourses associated with utility line construction for review and approval by the Department prior to construction.

(D) Payment of the balance due on wetlands application fees for wetlands impacts associated with proposed utility lines shall be made prior to construction.

(E) Construction of utility lines shall not commence until the applicant submits an environmental construction plan to the Wetlands Bureau for review and approval. This plan should detail proposed construction procedures, construction sequence, and proposed structural and procedural erosion control measures. The plan must also identify proposed wetland and stream bank restoration measures.

(F) The applicant shall notify the DES Wetlands Bureau of their intention to commence construction no less than five (5) business days prior to the commencement of construction of utility lines. Additionally, a schedule of anticipated work dates for utility line construction shall be submitted to the DES Wetlands Bureau at least five (5) business days prior to commencing work on any spread.

(G) Construction of the natural gas lateral within Wetlands 68 or 69 shall not begin until the certificate holder submits documentation to the DES Water Division that adequately demonstrates that alignment within the existing abandoned railroad grade is not feasible.

(H) If construction of the natural gas lateral within Wetland 68 or 69 is authorized pursuant to condition 29 above, then construction shall not begin until the certificate holder submits a site-specific drawing showing proposed construction procedures in this area.

(I) Construction of utility lines shall be inspected by a qualified wetland scientist or erosion control specialist to insure that appropriate protective measures are properly implemented, including those outlined in the plans and documents supporting this permit application and the conditions of this authorization.

(J) Wetlands shall be restored to their pre-construction conditions within rights-of-way including restoration of original grades.

(K) Any clearing required in utility line rights-of-way shall be in accordance with the "Best Management Practices for Erosion Control on Timber Harvesting Operations in New Hampshire."

(L) Topsoil in wetlands shall be stripped and segregated from subsoil during construction. Wetland topsoils shall be restored following backfill of utility lines.

(M) Construction across all watercourses shall be in the dry or shall utilize an appropriate dry crossing method such as a dam and flume, dam and pump, or directional drilling.

(N) All construction activities associated with watercourse crossings, including bank restoration, shall be conducted within a single 24 hour period. This condition shall not apply to directional drill crossings.

(O) Rip-rap bank stabilization shall not be installed without the prior, written approval of DES.

(P) Stumping in wetlands or on the banks adjacent to water bodies shall be limited to the pipe trench line. Stumps outside the trench line which pose a hazard to the safe passage of equipment shall be ground down.

(Q) Timber or natural fiber mats or corduroy shall be used for access to and for crossing all wetlands with very poorly drained or hydric A soils and those wetlands that are saturated at or above the surface of the ground.

(R) Within three days of the last activity in an area, all exposed soil areas, where construction activities are complete or have been temporarily suspended, shall be stabilized by seeding and mulching during the growing season, or if not within the growing season, by mulching with tack or netting and pinning on slopes steeper than 3:1.

(S) The crossing of the Little Cohas Brook shall be by directional drilling. The certificate holder shall submit a site specific plan outlining the directional drill to DES for review and approval prior to construction.

(T) Additional temporary workspace areas outside of the construction rights-of-way shall be setback a minimum of 20 ft. from any wetland or surface water.

(U) The certificate holder shall notify NHDES within twelve (12) hours of an erosion event resulting in sediment entering a wetland or surface water.

(V) There shall be no impact to any wetlands where the Natural Heritage Inventory ("NHI"), New Hampshire Department of Fish & Game ("F&G"), or the certificate holders identifies threatened, rare, or endangered species, or exemplary communities unless mitigation plans are submitted to NHI, F&G, and NHDES for review and approval prior to commencing

(W) A post-construction report documenting status of wetlands and stream restoration shall be submitted to the Wetlands Bureau within six weeks of the completion of construction.

(X) The rights-of-way shall be monitored and a written report documenting its condition shall be submitted to the Wetlands Bureau by July 15 of the year following construction. Construction reports shall include photographic documentation. The Wetlands Bureau shall require subsequent monitoring and may require corrective measures if the right-of-way is not adequately stabilized and restored.

(Y) Wetland restoration shall not be considered successful if sites are newly invaded by nuisance species such as common reed or purple loosetrife during the first full growing season following the completion of construction. The certificate holders shall work with DES to attempt to eradicate nuisance species newly found along the pipeline right-of-way during this same period.

State of New Hampshire
DEPARTMENT OF ENVIRONMENTAL SERVICES
6 Hazen Drive, P.O. Box 95, Concord, NH 03302-0095
(603) 271-3503 FAX (603) 271-2982

April 22, 1999

Garry Tendler, Superintendent
Water and Sewer Department
50 Nashua Road, Suite 100
Londonderry, New Hampshire 03053

Re: Londonderry, NH - AES Cogeneration Facility Cooling Water Line
DES Project No. D1998-0809

SEWERAGE PLAN APPROVAL

Dear Mr. Tendler:

The Department of Environmental Services (DES) has reviewed the sewerage plans and technical specifications for the subject project, and conditionally approves same. An approved set of documents is enclosed for your files. This approval applies to the cooling water line for the subject project only, and expires two (2) years from the date of this letter if construction has not yet begun.

This project is approved with one condition. Adequate provision must be made to drain the line for service in accordance with Env-Ws 707.07(d).

Please be advised that project construction may NOT commence until applicable site specific plans for the project have been approved by DES under RSA 485-A:17. Other DES permits, such as wetlands, may be required as well.

Please contact me at the Water Division, at the address above , if you need clarification or additional information regarding this matter.

Sincerely,

Franz K. Vail, P.E.
Wastewater Engineering Bureau

Enc: Approved Plans/Specs

cc: Michael A. Trainque, P.E. - Hoyle, Tanner and Associates
Harry T. Stewart, P.E. - Director, Water Division, DES
Timothy W. Dew - DES/CO

State of New Hampshire
DEPARTMENT OF ENVIRONMENTAL SERVICES
6 Hazen Drive, P.O. Box 95, Concord, NH 03302-0095
(603) 271-3503 FAX (603) 271-2982

April 9, 1999

Gregory H. Smith, Esq.
McLane, Graf, Raulerson & Middleton, PA
Fifteen North Main Street
Concord, NH 03301-4945

Subject: Site Specific Permit Application AES
Londonderry, NH

Dear Attorney Smith:

We have reviewed the information submitted for the cooling water line and the natural gas pipeline interconnect and as a result of this review we have the following comments:

I. Cooling Water Line

1. The plans must contain a construction sequence which relates the various construction elements to the implementation of the appropriate erosion control measures.
2. The plans must contain a note limiting the length of time an area can be disturbed and left unstabilized.
3. The plans must contain a note limiting the amount of area allowed to be disturbed and unstabilized at one time.
4. Indicate how temporary and permanent stabilization of the disturbed soils will be accomplished.
5. Indicate suggested/typical locations of erosion control measures.
6. Include re-vegetation specifications on the plans.
7. Identify the soil types in the project area.
8. The gully at station 4+50 had standing water during my April 9, 1999, inspection. Provide a dry crossing method. This area requires additional stabilization such as erosion control matting. Has this area been evaluated to determine if it is a jurisdictional wetland?
9. The 24 inch culvert at station 143+00 was flowing during my April 9, 1999, inspection. Provide a crossing method at this location. This area requires additional stabilization such as erosion control matting.
10. Provide the updated wetlands delineation for the wetlands on sheet 16.
11. Sheet 19

a) Experience has shown that the hay bale barriers at catch basins are not effective, it is suggest one of the methods utilizing a geosynthetic be employed.

b) The hay bales shown in the hay bale/silt fence detail should be rotated 90 degrees so that the strings are not in contact with the ground, the note requiring nylon or wire should be deleted (string bound bales are preferred), and the preferred method of staking should be

wooden stakes (steel rebar can present a safety issue and should only be used were the ground is very hard or frozen).

12. There are numerous utilities crossing and potential utility structure conflicts not shown in the profile.
13. The area in the vicinity of stations 98+00 to 102+00 has been excavated sense your survey was performed. Revise the plans accordingly.
14. There is a drafting error in the plan view on sheet 16.

II. Natural Gas Interconnect

1. Final complete plans must be submitted for review and approval prior to final action on the application by DES.
2. The plans must contain a construction sequence which relates the various construction elements to the implementation of the appropriate erosion control measures.
3. The plans must contain a note limiting the length of time an area can be disturbed and left unstabilized.
4. The plans must contain a note limiting the amount of area allowed to be disturbed and unstabilized at one time.
5. Indicate how temporary and permanent stabilization of the disturbed soils will be accomplished.
6. Indicate suggested/typical locations of erosion control measures.
7. Include re-vegetation specifications on the plans.
8. Plans must include erosion control details and standards.
9. Include a typical right of way cross section showing: spoil storage, trench, working side, etc.
10. Provide a narrative which at the least addresses the following:
Clearing, grading, stump disposal, waterbar spacing, ditching, including ditch plugs, de-watering, lowering in & backfilling, hydrotesting, restoration and re-vegetation, temporary erosion and sediment control, seeding and mulching, matting, two tone construction, access roads.
11. A site inspection of the proposed route of the natural gas pipeline indicated the following areas requiring additional information or revisions to the plans:

a) There are two crossings of a large tributary to Little Cohas brook in the vicinity of the interconnect with the Tennessee Gas line which are not indicated on the plans. Show these as crossings and provide a detailed description of the crossing and stabilization methods.

b) The line is proposed to go through a large depression on the east side of Route 28. At the time of our inspection there was a substantial amount of flowing water in this depression. Provide a detailed description of the crossing and stabilization methods.

c) A substantial amount of the right of way has only about 15 feet width of upland area, how does AES plan to construct the pipeline in these areas.

d) In the vicinity of the proposed HDD of Little Cohas Brook the right of way has open water on the south and a wetland on the north with only about 15 feet of available

working width. Provide a detailed description of the method proposed to be used and workspace requirements. Include temporary erosion and sediment control, restoration and method of handling drilling mud.

e) Numerous culvert crossings, several of them containing small brooks were observed that are not shown on the plans.

12. The position of DES regarding brook crossing is that they shall all be performed as dry crossings.

III Other Issues

1. Our records indicate that we have received $1300.00 in fees for this application. The Site Specific fee is based upon the area of soil disturbance. The file indicates that the total area of disturbance could be in excess of 1,700,000 which would require a fee of $1700.00. Please supply a copy of your calculations for the establishment of the fee and any required additional fee.
2. Provide a contact list of persons responsible for the various aspects of the project construction including environmental compliance.
3. Provide a routing of the cooling water and natural gas pipelines on the site.
4. DES is required to supply permit conditions to the EFSEC by April 26, 1999. To meet this deadline, the Site Specific permit conditions will be submitted by April 21, 1999, and unresolved issues will generate permit conditions. Because of the very preliminary nature of portions of the submittal, ultimate approval of the Site Specific application can not be guaranteed.

If you have any questions feel free to contact me at (603)271-2973 or E-mail at J_Spaulding@des.state.nh.us.

Yours truly,

James T. Spaulding, P.E.
Wastewater Engineering Bureau

FILE: AES.WPD
cc: Helen Vezina, NH DES
Russell A. Nylander, PE, WD/DES
Peter Walker, WB/WD/DES
Timothy W. Drew DES
Michael J. Walls, Esq., NH DoJ, Via Facsimile Only 2110
Justin C. Richardson, Esq., NH DoJ, Via Facsimile Only 2110
Vincent J. Iacopino, Esq.
AES Enterprises, Inc.
Michael A. Trainque, PE, HTA

"ATTACHMENT F"

STATE OF NEW HAMPSHIRE

ENERGY FACILITY SITE EVALUATION COMMITTEE

Where these conditions refer to the applicant or AES Londonderry, the conditions shall also apply to its employees, contractors or other agents unless otherwise specified.

I. Construction

1. AES Londonderry shall maintain a telephone hotline service and respond to individual noise complaints from community residents. AES Londonderry shall retain records of such complaints and the manner in which the complaint was evaluated or resolved.

2. AES Londonderry shall limit construction to the weekday and Saturday work hours of 7:00 AM to 7:00 PM. Construction at other hours shall occur only if activities produce noise levels consistent with conditions II, 1, (A), (B), and (C) below and do not produce unreasonable impulsive sounds or upon prior written approval by the Town of Londonderry.

3. AES Londonderry shall utilize mufflers on all engine driven equipment.

4. AES Londonderry shall utilize mufflers for all steam blow activity.

5. AES shall notify residents at least 24 hours in advance of pile driving and blasting activities by posting a readily visible sign at the intersection of Litchfield and High Range Roads.

II. Design & Operation

1. AES Londonderry shall develop a final design to demonstrate that the facility will produce noise levels no greater than those identified below when measured at any residences existing as of July 1, 1998:

(A) The facility shall produce noise levels no greater than 45 dBA;

(B) The facility shall produce noise levels no greater than 70 dBC;

(C) The facility shall not produce any prominent pure tones as defined in Appendix A.

2. AES Londonderry shall develop a final design which shall include information on the steam vent systems, including the sound power levels from each vent, the vent mufflers, including the attenuation provided by each muffler, and the estimated sound levels for each vent at the community locations (1 through 4) identified in the application.

3. AES Londonderry shall develop the final design required by Section II in cooperation and consultation with the Town of Londonderry. AES Londonderry shall provide funding for a qualified consultant. Both the funding and the consultant shall be mutually agreed upon by AES Londonderry and the Town of Londonderry, to assist the Town with its review of the final design required by Section II.

4. After consultation with the Town of Londonderry, AES Londonderry shall submit to the EFSEC its final design, which shall clearly demonstrate compliance with the conditions of Section II.

5. After construction and initial plant operation, AES Londonderry shall measure facility noise at the locations (1 through 4) identified in its application in consultation with the Town of Londonderry. AES shall provide funding for a qualified consultant to review the results of said tests for the benefit of the Town. AES Londonderry shall demonstrate to the Site Evaluation Committee that compliance with the conditions of Section II has been achieved. In the event the facility does not comply with the conditions of Section II, as indicated by any measurements taken by AES Londonderry and the Town, AES shall be provided a reasonable period of time to verify any measurements and shall be provided a reasonable period of time to remedy any exceedance.

6. AES Londonderry agrees to perform an additional two week survey of continuous hourly A-weighted sound level statistics, L_{10}, L_{50}, L_{90}, L_{max}, L_{eq}, with acoustical residual octave band sound level measurements in order to more accurately determine noise levels at location #3. The purpose of this survey shall be to obtain additional data to establish an accurate representation of the ambient noise environment.

7. AES agrees to purchase residential properties for fair market value, if the noise level at the residence exceeds any of the noise levels detailed in II.1(A), (B), (C), solely from noise specifically attributable to the AES facility. When there is a reasonable basis to believe that the facility has exceeded the above-identified standards at a particular property, and that property owner requests that AES measure the noise levels at his or her residence, AES shall conduct measurements to determine whether the above-stated standards are exceeded. These measurements will be conducted at representative times and in a representative manner. If such measurements are confirmed, AES shall have a reasonable period of time to correct any such exceedance. If there is an exceedance which is not corrected within a reasonable period of time, the property owner then qualifies for the voluntary buyout. If the property owner elects to sell the qualifying property, the request for a buyout shall be made in writing directly by the residential property owner to AES. Upon receipt of said written request, AES shall notify the Town. Such buyout program will be available for the first year following the commercial operation date of the facility. In the event of a qualifying residential property purchase, fair market value shall be determined by a certified appraiser mutually agreed upon between the property owner and AES. If an appraiser cannot be mutually agreed upon, the appraisers selected by AES and the property owner shall both select a third certified appraiser to determine the fair market value of the property through performance of a full appraisal report. If a third appraiser cannot be mutually agreed upon, then the fair market value will be the assessed value of the property as established in accordance with published Londonderry property tax records, as adjusted by the equalization rate as determined by the State.

Said fair market value, as determined above, shall be the final buyout price. The property owner shall have 90 days from the date that fair market value is determined, or such time as is mutually agreed upon, to accept this buyout price. If the property owner does not elect to accept this buyout price all rights afforded to the property owner under this buyout provision shall cease

APPENDIX A

The facility will not produce any prominent pure tones that are noticeable in the community.

As used herein, prominent pure tones means the presence of acoustic energy concentrated in a narrow frequency range, including, but not limited to, an audible tone, which produces a one-third octave sound pressure level greater than that of either adjacent one-third octave and which exceeds the arithmetic average of the two adjacent one-third octave band levels by an amount greater than shown below opposite the center of frequency for the one third octave band containing the concentration of acoustical energy.

One third Octave Band Center Frequency (Hz)	dB
25	15
32.5	15
40	15
50	15
63	15
80	15
100	15
125	14
160	12
200	11
250	9
315	8
400	7
500	6
630	6
800	5
1000	4
1250	4
1600	4
2000	3
2500	3
3150	3
4000	3
5000	4
6300	4
8000	5
10000	6

"ATTACHMENT G"

Conditions Agreed with the Town of Londonderry

I. Safety Planning

A. AES will comply with National Fire Protection Association (NFPA) Standard 850 as it pertains to electric generation facilities. Any disagreement regarding enforcement of the NFPA Standard 850 requirements shall be resolved by the State Fire Marshall, subject to Section XIV below.

A. AES shall design and construct fire protection systems in accordance with local and state requirements and NFPA Standard 850, as applicable. In so doing AES shall comply with the State of New Hampshire Fire Code with recognition of the authority granted to state and local officials under State law.

A. AES shall comply with the codes adopted by reference in the State Fire Code, including but not limited to:

1. NFPA 1, Fire Prevention Code (1992 ed.) (replaces the BOCA Fire prevention Code (1990 ed.), SAF-C6008.1
2. NFPA 10, Portable Fire Extinguishers (1994 ed.) SAF-C6016.01
3. NFPA 13, Installation of Sprinkler Systems (1994 ed.) SAF-C6017.1
4. NFPA 25, Maintenance of Water Based Fire Protection Systems (1995 ed.) SAF-C6017.04
5. NFPA 30, Flammable and Combustible Liquids (1993 ed.) SAF-C6009.1
6. NFPA 70, National Electrical Code (1996 ed.) SAF-C6010.02
7. NFPA 72, National Alarm Code (1993 ed.) SAF-C6018.02
8. NFPA 101, Life Safety Code (1994 ed.) SAF-C6008.03
9. BOCA National Building Code (1996 ed.) sections relative to fire protection and structural integrity, SAF-C6008.04

A. AES shall develop letters of understanding and/or agreement with the local Emergency Service Providers to define the emergency response obligations of each.

A. AES will involve the Town in the development of all emergency plans and agrees to give the Town approval over such plans. Disputes will be resolved by the Fire Marshall, subject to the ultimate authority of the EFSEC. Such plans shall include, but not be limited to the following:

1. A gas leakage detection system will be installed at appropriate locations;
2. A fire hazard risk assessment plan;
3. Training of AES personnel in emergency first aid and fire protection;
4. Spill containment and safety procedures for all hazardous chemicals;
5. Assurance that personnel responsible for responding to spills or other related emergencies will receive at least 24 hours Hazardous Waste Operations and Emergency Response Training (HAZWOPER Training);
6. Maintenance of personal protective equipment on site, including Tyvek suits, safety goggles, gloves, boots and fuel cartridges air purifying respirators, air monitoring equipment and Self-Contained Breathing Apparatus (SCBA);
7. Material Safety Data Sheets (MSDS) for all chemicals used and stored on site.

A. AES shall install the plume abatement technology which is the same type of technology used at the Chicago O'Hare Airport with the understanding that the design basis for the AES Londonderry cooling tower will include a dry exchange portion that is approximately 10% of the total heat exchange capability of the cooling tower.

A. There shall be no ground level icing and no ground level fogging as a result of operation of the AES plant. Failure by AES to meet this condition shall subject the company to RSA 162-H enforcement provisions.

A. AES will participate in the preparation of a Comprehensive Industrial/Commercial Emergency Plan for the Eco-Industrial Park area.

A. AES commits to the following conditions regarding the circulating cooling water system. The Town of Londonderry did not undertake an expert analysis regarding the imposition of special conditions for the cooling water system. The Town relies on the expertise of the Department of Ernvironmental Services to mandate appropriate treatment practices to assure that cooling tower discharge meets all public health requirements. The AES proposed conditions are as follows:

1. AES shall chlorinate the Manchester WWTP effluent at the discharge of the pumps at the treatment plant, which supply the treated effluent to the Londonderry Cogeneration Facility via the 3.5 mile cooling water line to maintain a total chlorine residual of 1.0 mg/l at the project boundary. AES shall monitor the total chlorine residual continuously at the project's boundary;

2. AES shall chlorinate the Manchester WWTP effluent at the inlet to the clarifier on site to maintain a free chlorine residual of 0.5 mg/l in the cooling tower basin. AES shall monitor the free chlorine residual continuously in the cooling tower basin;
3. AES shall monitor pH continuously in the cooling tower basin;
4. AES shall monitor pH continuously in the pretreatment clarifiers;
5. AES shall monitor turbidity continuously in the effluent from the multi-media filter. AES shall bypass the cooling tower if turbidity exceeds 5 NTU;
6. AES shall perform weekly sampling for fecal coliform bacteria at the multi-media filter discharge.

A. AES shall provide financial support for any technical assistance, training and equipment required by the Town as a direct result of the AES facility. Any disagreements regarding the need for or level of financial support for such assistance shall be resolved by the State Fire Marshall, subject to Section XIV below.

A. AES shall equip gates at the entrance and exits of the plant with an opti-com system for emergency access by the Fire Department.

I. Environment

A. AES shall discharge into the Londonderry sewer system only when in compliance with the industrial discharge permit issued by the Town of Londonderry, City of Manchester, and State of New Hampshire.

A. AES shall use portable demineralizers during backup fuel use.

A. The standard operating procedure of the AES facility shall include a procedure whereby AES personnel will be required to confirm the absence of any leaks from facility transformers following periods of rainfall, prior to the manual opening of isolation valves for the release of rain water to the sewer system.

A. AES shall remove all chemicals and hazardous materials from any vessels, containers, machinery or equipment on the site if the facility shuts down permanently for any reason. AES will comply with State and federal laws regarding cleanup of any contaminated materials on the site.

A. AES shall enter into an agreement with an oil spill response company for any service necessary in the event of an oil spill.

A. AES shall manage boiler cleaning chemicals consistent with all applicable local, state, and federal requirements.

A. AES shall maintain on-site a sufficient number of booms and filter pads to provide initial control of any oil or chemical spill.

A. AES shall have spill prevention control and contingency plans established for all materials used on site.

A. AES shall not use distillate fuel during the ozone season from May 1 to September 30 except for any necessary testing consistent with commitments made in Data Response PC-II-42.

A. AES shall prepare a vulnerability analysis of sensitive environmental resources to identify any special procedures required for the area's protection. Such an analysis shall include a special oil spill contingency plan for the protection of sensitive environmental areas and shall be included as part of the final development plan.

A. AES shall locate the transmission lines within a forested buffer so that there is only moderate visibility in a few locations as provided in the AES Supplemental Filing of 15 October 1998.

I. Engineering/Facility Design

A. Ground fault protection shall be provided for the generator, AC distribution load centers, power transformers, and large motors.

A. AES shall perform and/or manage any post-operation design changes by on-site plant personnel.

A. AES shall construct the proposed sewer line to the Town's and New Hampshire DES standards.

A. AES shall provide documentation to the Town demonstrating that the proposed sewer line shall be placed within the Town's right-of-way, or that appropriate easements from the property owners have been obtained. Once constructed, AES shall transfer ownership of the easements to the Town.

A. AES shall provide final and complete drawings of the proposed sewer line for review and approval by the Town of Londonderry Sewer Division as part of its application for a Sewer Discharge Permit and prior to construction.

A. Each oil filled transformer shall have its own containment sump and surface membrane.

I. Financial

A. AES shall offer low-cost steam to other Eco-Park members.

A. AES shall post a bond for all utility work in North Wentworth Avenue, Pettingill Road, and any other affected roads as determined by the Public Works Department consistent with prior practice.

I. Land Use/Off-Site Improvements

A. AES shall dedicate 110 acres of permanent conservation land to the Town as an easement to be managed by the Town of Londonderry Conservation Commission. Said land to be that identified in Exhibit L-1.

A. AES shall commit to the Eco-Park Vision Statement and Performance Requirements.

A. AES shall not receive backup fuel deliveries between 7:00 a.m. and 9:00 a.m. and 4:30 p.m. and 6:30 p.m.

A. Backup fuel deliveries shall access the site by using only the following two routes:

1. Route 293 to South Willow Street at Exit 1 to Harvey Road; and
2. Route 93 to Route 28 at Exit 5, to Page Road to Grenier Field Road to Webster Road to Harvey Road.

A. AES shall participate in the Manchester Airport's Area Transportation Management Association (TMA).

A. AES shall provide a permanent cul-de-sac to the Town for the Cooper Subdivision with a radius located 75 feet from the center of the proposed cul-de-sac.

A. AES shall provide a permanent cul-de-sac, which may be offset, for Burton Drive, the final design of which is subject to approval of the Public Works Department. If additional easements are required,for an offset cul-de-sac, AES will provide the Town the additional easements from Map Lot 44-14, or Lot 44-37.

A. AES shall plant screening trees on the south side of Litchfield Road. Tree location is subject to approval by the Public Works Department.

A. AES shall file proper documents with the Town for the consolidation of lots 44-37 and 44-14.

A. AES shall construct the proposed gasline pursuant to RSA 289:3.

I. Construction

A. AES shall restrict large vehicles operating under its control including contract and subcontract vehicles during the construction period to the use of the following roads: South Willow Street; Route 28; Mammoth Road (Route 128); Route 102; Page Road; Grenier Field Road; Webster Road; and Harvey Road. Litchfield Road, west of Harvey Road, may be used by construction vehicles delivering materials, supplies and equipment that are sourced along Route 3A. In addition, Route 128 and Route 102 shall be used only for locally sourced materials, supplies and equipment. Any large trucks delivering construction materials, equipment and supplies using Interstate 93 shall not use Exit 4.

A. AES shall, as a first option, stage construction delivery vehicles on-site. AES shall not stage said vehicles in front of developed properties on Burton Drive and North Wentworth Avenue. If the side of the road becomes damaged due to staging on the side and shoulder, AES shall repair the damage to the Town of Londonderry's Public Works Director's satisfaction.

A. Only to the extent required by a State temporary air permit shall AES be required to begin construction within 18 months of receiving all required approvals, including ISO interconnection approval and gas line upgrade approvals, and provided such timeframe shall be extended for a time equal to any project delays caused by third parties or otherwise beyond the control of AES. Consistent with its EFSEC permit, AES shall build to full capacity.

I. Conditions pursuant to Planning Board Site Plan Review

A. AES shall provide a final, full and complete set of site plan drawings for the Town's file for this project, stamped by a licensed land surveyor and/or professional engineer that indicate and incorporate all the proposed utilities intended to serve the site. The plan set shall include the coordinated location of all off-site utilities and correctly identify the location of each utility on the site plans for the project. Each utility should be labeled whether it is public or private and reference the additional plan sets pertaining to design and construction of the utility. Utility plans referenced in the plan set shall be those as approved by the appropriate utility.

A. AES shall post a bond with the Department of Public Works prior to starting work within the ROW of Burton Drive, North Wentworth Avenue, or other such public ROW as identified by the Public Works Director.

AES shall post a bond for the Cooper Subdivision Road, to the extent it is not previously posted.

A. AES shall provide a letter from the Town of Londonderry Fire Department indicating approval of the number and location of fire hydrants. Other fire protection systems, e.g. deluge, etc., shall also be approved by the Londonderry Fire Department.

A. AES shall reconcile the proposed sewer design shown on the site plan with the off-site sewer extension drawings.

A. AES shall provide the owner's signature on the plans.

A. The applicant shall list all applicable permit approval numbers (such as the NH DES Site Specific Permit, NH DES Wetlands Permit, NH DES Sewer Discharge Permit, etc.) on the Vicinity Plan – Sheet 1. In addition, copies of the approval shall be provided to the Town.

A. AES shall correct the plans details as follows:

1. Revise all drainage and sewer details to provide ¾ in. crushed stone bedding instead of screened gravel. (Note: 6 inch minimum in earth and 12 inch minimum in ledge.)
2. Label all drainage structures including frames and grates to be H-20 loading.
3. Verify and revise as necessary design for all stone fill to 25 year design storm (see comment #2 under Drainage Issues).

A. AES shall show the area subject to the Manchester Airport approach zone as requested in the Building Inspector's Design Review Committee, DRC, comments on the site plan.

A. AES shall clarify the status of the ownership of lots 44-37 and 44-14 and correct the title block on all sheets in accordance with the Planning Department's DRC comments.

I. Drainage Issues

A. Provide calculations for rip-rap aprons to demonstrate a 25 year design storm as required in section 4.07e of the Town's site plan regulations.

A. AES shall supply additional information to the Department of Public Works regarding the installation and use of the "gravity differential flowstop valve" proposed in DMH#4 (sheet 11 of 13).

A. The following drainage structures shall be verified and labeled correctly on the plans:

1. DMH #@ located at the in-let of the large wetland in the center of the site should be labeled as DMH#1.
2. OS#2 and FES#12 located at the proposed detention basin adjacent to the cooling towers should be labeled as OS#3 and FES#10, respectively;
3. The rim elevation for CB#9 is 310.5 but the invert out is shown as 370.0.

A. AES shall clarify and revise as necessary the following relative to drainage design;

1. Pipe lengths and slope valves provided in the calculations for Reach #6, #10, #16, and #18 do not correspond to the information shown on the "Closed Drainage Summary" table provided on sheet 5 of 13.
2. The pipe for Reach #20 (DMH#4 to HT#2) is shown as 12 inch in the calculations and 8 inch DI on the "Closed Drainage Summary" table provided on sheet 5 of 13. (Based upon the calculations for the 25 year storm, it would appear that at least a 12 inch pipe is necessary.)

I. Off-site Utilities

AES shall provide final and complete design drawings of each utility located within the Town for review by the Town. The drawing shall incorporate all the proposed design information (including all buildings, grading, utilities, etc.) indicated on the site plan for the project. The plan shall indicate all property lines, right-of-way lines, existing and proposed easements (including widths, bearings, and distances), buildings, utilities, lot numbers (by Tax Map and lot number). Abutter's names, etc., along the entire length (within the Town of Londonderry) and within 75 feet of the proposed utility routes. AES shall substantiate the location of the ROW of Pettingill Road. The location of all wetlands, including impact areas, shall be indicated. The required permit approvals, (wetlands, site specific, NH DOT, etc.) for these utilities shall be noted on the plans and copies provided to the Town -(The utility plans shall be incorporated into and become part of the site plan review process of the project.)

I. Gas Line

A. AES shall indicate the location, by dimension, of the gas main, cooling water line and sanitary sewer lines to be located within the proposed combined easement located between Pettingill Road and North Wentworth Avenue that

serves the site. The utility location shall be properly separated to prevent undermining during and after construction. Please provide the appropriate typical trench sections in the details.

B. AES shall indicate on the plans if the gas line is to be publicly or privately owned. Locating the gas line, public or private, within the public rights-of-way, including Mammoth Road, Harvey Road, Pettingill Road and Sanborn Road, is generally acceptable to the Town, pursuant to the terms stated in the Letter of Intent to Enter into Option Agreement Between Town of Londonderry (Optionor) and AES Londonderry, LLC (Optionee), attached herein, or otherwise necessary. The precise location within the right-of-way is subject to approval by the Town. The applicant shall secure all easements necessary for construction outside the public ROWs. The plans shall be revised accordingly to show all the required information including easements.

I. Sanitary Sewer

A. AES shall provide final and complete drawings for review and approval by the Town of Londonderry Sewer Division. The general route of the line within the Town's ROW is acceptable to the Town.

A. AES shall indicate the location, by dimension of the sanitary sewer line, cooling water line and gas main to be located within the proposed easement located between Pettingill Road and North Wentworth Avenue that serves the site. The utility location shall be properly separated to prevent undermining during construction. AES shall revise the typical trench section to address all Town concerns regarding potential undermining of other utilities during construction.

A. AES shall indicate the location of all utility crossings in the plan and profile views.

A. AES shall identify the location and elevation of the existing sewer line and manholes located in North Wentworth Avenue. Please provide complete existing conditions for North Wentworth Avenue and reconcile the proposed off-site sewer plans with the sewer designs shown on the site plans.

B. AES shall secure all the required easements for construction (show the sewer easements on the drawings) and provide copies to the Town. The interceptor shall be constructed by AES to the Londonderry Sewer Division and NH DES standards. AES shall transfer ownership of the proposed sewer to the Town for a municipal interceptor.

A. AES shall show subsurface information such as probes, borings, etc. as may be required to address subsurface conditions. The plans shall also note the Town's requirements relative to blasting and ledge removal.

A. AES shall correct the plan details as follows:

1. Revise all details to provide ¾ inch crushed stone bedding instead of screened gravel;
2. Label all sewer structures including frames and covers to be H-20 loading;
3. Pipe trench detail shall indicate a minimum of 12 inch excavation depth below pipe in ledge.

I. Cooling Water Supply

A. AES shall provide final and complete construction drawings for review and approval by the Town of Londonderry Department of Public Works. The location of the line is acceptable to the Town pursuant to the terms stated in the Letter of Intent to Enter into Option Agreement Between Town of Londonderry (Optionor) and AES Londonderry, LLC (Optionee), attached herein. The precise location within the rights-of-way is subject to approval by the Town. Please note the location of the connection to yard piping indicated on Sheet 18 appears to be in the cooling towers and not as indicated in the site plans for the project. In addition, the profile information indicated for the proposed cooling water line appears to be at or above the proposed finished grade based on the information indicated in the site plan. AES shall revise the drawings to the proper location and elevations necessary to serve the site.

A. AES shall indicate the location, by dimension, of cooling water line, sanitary sewer line and gas main to be located within the proposed combined easement located between Pettingill Road and North Wentworth Avenue that serves the site. The utility location shall be properly separated to prevent undermining during and after construction since each utility may be built and maintained at different times. Please provide the appropriate typical trench sections in the details.

A. AES shall indicate the location of all utility crossings in the plan and profile view.

B. AES shall identify the location and elevation of the existing sewer line located in North Wentworth Avenue and Pettingill Road in the plan and profile. The proposed sanitary sewer line crossing for this project shall also be indicated in the plans and profile.

C. AES shall indicate on the plans if the water line is to be publicly or privately owned. AES shall procure all easements required to build outside the public rights-of-way. The plans shall be revised accordingly to show all the required information including easements.

A. AES shall correct the plan details as follows:

1. Label all structures including frames and covers to be H-20 loading;
2. Pipe trench detail shall indicate a minimum of 12 inch excavation depth below pipe in ledge and correctly show the proper pipe size.

A. AES shall clarify where the detail of the proposed gravel road shown on sheet 19 will be used in the design.

A. AES shall maintain high water quality within the cooling tower assuring that there will be no adverse impact to air quality from cooling tower emissions as provided in the NH DES air permit. Nothing in this section is intended to impose any requirements beyond the NH DES air permit.

I. Town of Londonderry's Enforcement of Site Plan Conditions

A. For the site plan review conditions identified above,:

1. The Town of Londonderry shall provide a written notice of any non-emergency default conditions to AES specifically stating the nature of the default;
2. Response to emergency conditions shall take place as statutorily authorized;
3. AES shall have 30 days or other mutually agreed upon time to cure the default or provide information regarding its position on the status of the alleged default;
4. After failure to cure the default within 30 days or other mutually agreed upon time of original notice, the Town may petition EFSEC for relief seeking enforcement of such EFSEC permit conditions.

XIV. Nothing in these proposed conditions with the Town of Londonderry shall be construed to alter in any way whatsoever the authority conferred by law on any State, federal or local agencies, including the authority and responsibility conferred by RSA 162-H.

XI. All references to AES in this document mean AES Londonderry, L.L.C., the Applicant.

Attachment H

CONDITIONS REGARDING TOWN OF LITCHFIELD

AES Londonderry, LLC hereby agrees to the following conditions relative to the Town of Litchfield:

1. AES Londonderry will communicate and coordinate with the Fire Chief of the Town of Litchfield, any issues involving fire prevention and/or specialized training that may be required by the Litchfield Fire Department. In the event that there is any specialized training required by the Litchfield Fire Department in order to respond to AES Londonderry, the expense for that training will be borne by AES Londonderry.

2. As regard to the switching station, AES agrees that lighting will be designed to provide for directional lighting of the facility itself so as to minimize light spillage onto surrounding property.

3. AES agrees to provide an appropriate vegetative screen of the switching station which is compatible with other uses within the power line right-of-way and security of the switching station.

4. AES agrees to construct an 8 foot high fence around the switching station as requested by the Town of Litchfield Planning Board.

5. AES agrees that the access way serving the switching station shall have a locked gate.

APPEAL PROCESS

Any person or party aggrieved by this decision or order may appeal this decision or order to the New Hampshire Supreme Court by complying with the following provisions of RSA 541:1.

541:3 Motion for Rehearing: Within 30 days after any order or decision has been made by the commission, any party to the action or proceeding before the commission, or any person directly affected thereby; may apply for a hearing in respect to any matter determined in the action or proceeding; or covered or included in the order; specifying in the motion all grounds for rehearing; and the commission may grant such rehearing if in its opinion good reason for the rehearing is stated in the motion.

541:4 Specifications: Such motion shall set forth fully every ground upon which it is claimed that the decision or order complained of is unlawful or unreasonable. No appeal from any order or decision of the commission shall be taken unless the appellant shall have made application for rehearing as herein provided, and when such application shall have been made, no ground not set forth therein shall be urged, relied on, or given any consideration by the court, unless the court for good cause shown shall allow the appellant to specify additional grounds.

541:5 Action on Motion. Upon the filing of such motion for rehearing, the commission shall within ten days either grant or deny the same, or suspend the order or decision complained of pending further consideration, and any order of suspension may be upon such terms and conditions as the commission may prescribe.

541:6 Appeal. Within thirty days after the application for a rehearing is denied, or, if the application is granted, then within thirty days after the decision on such rehearing, the applicant may appeal by petition to the supreme court.