

**STATE OF NEW HAMPSHIRE
SITE EVALUATION COMMITTEE
SEC Docket No. 98-02**

Application of AES Londonderry L.L.C.

AES Londonderry, L.L.C. a wholly owned subsidiary of The AES Corporation, filed an application for a Certificate of Site and Facility to construct and operate a 720 megawatt combined cycle natural gas fired power facility in the Town of Londonderry, Rockingham County known as the "AES Londonderry Cogeneration Facility or Project." The proposed project is a 720 megawatt combined cycle natural gas fired cogeneration plant, configured with two Westinghouse 501G combustion turbine trains and a single Heat Recovery steam turbine.

The scope of the Project includes the actual project site in the Londonderry Ecological Industrial Park, as well as the (1) electrical interconnection to PSNH and NEP transmission lines along the existing right-of-way (together the "Direct Electrical Connections"); (2) the lateral gas pipeline connection to the existing Tennessee Gas Pipeline (the "Direct Gas Interconnection" or "Project Lateral"); and (3) a new cooling water supply line connecting the Manchester Wastewater Treatment Facility ("MWWTF") to the Project.

The project will be located on 47.7 acres within the 100 acre Londonderry Ecological Industrial Park, approximately 1.4 miles south of Manchester Airport. The Project will be the anchor industry in the Ecological Industrial Park by providing local steam and heat to industrial and commercial neighbors.

ORDER

CERTIFICATE OF SITE AND FACILITY

Upon Consideration of the foregoing Decision, the findings of the Energy Facility Site Evaluation Committee, with conditions imposed by the Department of Environmental Services, Air Resources Division, Water Division, Waste Management Division, the Office of State Planning, and the Public Utilities Commission, and by the Towns of Londonderry, Litchfield and Public Council, all of which are made part of this order, it is hereby

ORDERED, That AES Londonderry, L.L.C. a wholly owned subsidiary of The AES Corporation, filed an application for a Certificate of Site and Facility to construct and operate a 720 megawatt combined cycle natural gas fired power facility in the Town of Londonderry, Rockingham County known as the "AES Londonderry Cogeneration Facility or Project." The proposed project is a 720 megawatt combined cycle natural gas fired cogeneration plant, configured with two Westinghouse 501G combustion turbine trains and a single Heat Recovery steam turbine, is approved subject to compliance with the terms and conditions imposed by the Site Evaluation Committee as attachments to the report and decision issued this date.

The proposed facility is to be located on 47.7 acres within the 100 acre Londonderry Ecological Industrial Park, approximately 1.4 miles south of Manchester Airport. The Project will be the anchor industry in the Ecological Industrial Park by providing local steam and heat to industrial and commercial neighbors. In addition to the site proper, the proposed facility includes an electric transmission line from the site proper to the substation at the PSNH and New England Power substations and a gas pipe line from the proposed Tennessee Gas Pipeline to the site.

FURTHER ORDERED, that the proposed Energy Facility is of sufficient character and environmental impact to require a Certificate of Site and Facility; and it is hereby

FURTHER ORDERED, that the requisite good cause exists to permit issuance of this Certificate of Energy Facility to permit construction of the proposed facility and associated facilities; and it is hereby

FURTHER ORDERED, that all licenses and/or permits issued by the New Hampshire Department of Environmental Services, Air Resources Division, Water Division, and Waste Management Division, the Office of State Planning, and the Public Utilities Commission under RSA Chapter 371, are granted, with the conditions attached thereto and pursuant to RSA 162-H:16 VII and VIII. All permit conditions imposed by the state agencies and conditions imposed by the Site Evaluation Committee shall be complied with, and all state standards and requirements shall be met by the AES Londonderry, L.L.C., as a condition of granting this Certificate of Site and Facility; and it is

FURTHER ORDERED, pursuant to RSA 162-H:4 III-a, the Committee delegates authority to the New Hampshire Department of Environmental Services Air Resources Division to specify the use of any appropriate technique, methodology, practice or procedure associated with the air emissions of the facility including authority to approve minor modifications to the facility's emission sources and control equipment, so long as such modifications do not substantially modify the design of the facility, as determined by the Air Resources Division. The Committee also delegates to the DES the authority to issue to AES Londonderry, LLC subsequent permits such as the Title V Operating Permit, including the Acid Rain Portion. Such permits shall be issued in accordance with the requirements of DES administrative rules, the Clean Air Act and conditions imposed herein.

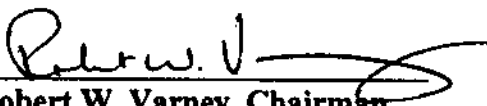
FURTHER ORDERED, pursuant to RSA 162-H:4 III-a, the Committee delegates to the New Hampshire Department of Environmental Services authority to specify minor modifications in the natural gas pipeline interconnection alignment to the extent that such modifications are necessary as a result of information that was unavailable due to conditions which could not have been reasonably anticipated prior to the issuance of the certificate, including, but not limited to, information regarding various environmental resources, alignment requests from property owners, alignment modifications necessitated by compliance with either State or Federal law, and alignment modifications requested by the Towns of Londonderry and Litchfield.

FURTHER ORDERED, pursuant to RSA 162-H:4 III, IIIa, the Public Utilities Commission is authorized to monitor the construction safety aspects of the natural gas pipeline, and the Department of Environmental Services is authorized to monitor and enforce environmental standards as well as the authority to specify minor changes in the route alignment to the extent that such changes are authorized by the certificate for those portions of the electric transmission line or natural gas pipeline for which information was unavailable due to conditions which could not have been reasonably anticipated prior to the issuance of the certificate.

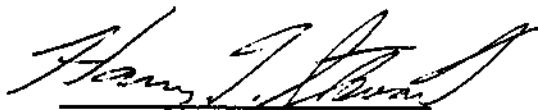
FURTHER ORDERED, Pursuant to RSA 162-H:4 III-a, the Committee delegates to the New Hampshire Department of Environmental Services authority to specify minor modifications in the water intake and discharge structures alignment to the extent that such modifications are necessary as a result of information that was unavailable due to conditions which could not have been reasonably anticipated prior to the issuance of the certificate, including, but not limited to, information regarding various environmental resources, alignment requests from property owners, alignment modifications necessitated by compliance with either State or Federal law, and alignment modifications requested by the Towns of Londonderry and Litchfield.

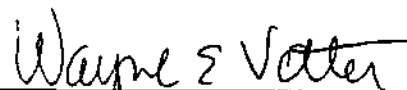
FURTHER ORDERED, The Site Evaluation Committee hereby adopts and incorporates the conditions which are attached as part of the Certificate of Site and Facility. Said conditions shall remain in full force and effect unless otherwise further ordered by the Committee.

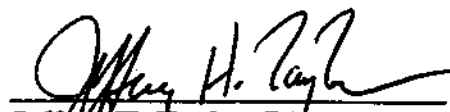
By Order of the Energy Facilities Site Evaluation Committee of New Hampshire this 25th day of May, 1999, at Concord, New Hampshire.


Robert W. Varney, Chairman
Commissioner, Dept. of
Environmental Services


Douglas L. Patch, Chairman, Vice Chairman (cd)
Chairman, Public Utilities Commission


Harry Stewart, Director
Water Division, Dept of
Environmental Services


Wayne Vetter, Director
Fish and Game Dept.


Jeffrey H. Taylor, Director
Office of State Planning


Kenneth A. Colburn, Director
Air Resources Division,
of Environmental Services



**Deborah Schachter, Director
Governor's Office of Energy &
Community Services**



**Philip Bryce, Director
Division of Forest & Lands**



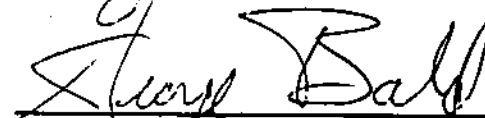
**Leon S. Kenison, Commissioner
Dept. of Transportation**



**Brook Dupee, Office of Community &
Public Health, Dept of Public Health &
Human Services**



**Richard McLeod Dir.
Division of Parks,
Dept. of Resources & Economic
Development**



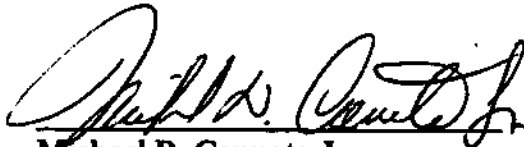
**George Bald, Commissioner
Dept. of Resources & Economic
Development**



**Susan S. Geiger, Commissioner
Public Utilities Commission**



**Nancy Brockway, Commissioner (Acting)
Public Utilities Commission**



**Michael D. Cannata Jr.,
Chief Engineer
Public Utilities Commission**