

**BRENNAN
CARON
LENEHAN &
IACOPINO**
ATTORNEYS AT LAW

85 BROOK STREET
MANCHESTER, NEW HAMPSHIRE 03104

TELEPHONE • TELECOPIER
603-668-8300 603-668-1029

WEB ADDRESS: www.bclilaw.com

WILLIAM E. BRENNAN*
RONALD J. CARON
GARY S. LENEHAN
MICHAEL J. IACOPINO
KATHLEEN A. HICKEY
WILLIAM J. QUINN**
JAYE L. RANCOURT
KRISTIN L. CLOUSER

*Also admitted MA
**Also admitted ME

October 22, 2008

Thomas S. Burack, Chairman
Site Evaluation Committee
Dept. Of Environmental Services
Health & Welfare Building
29 Hazen Drive, Box 95
Concord, NH 03302-0095

Harry Stewart, Director
Water Division
Dept. Of Environmental Services
Health & Welfare Building
29 Hazen Dr., Box 95
Concord, NH 03302-0095

Robert Scott, Director
Air Resources Division
Dept. Of Environmental Services
29 Hazen Dr., Box 95
Concord, NH 03302-2033

Director
Division of Forests & Lands
Dept. Resources & Economic Develop.
172 Pembroke Road, Box 856
Concord, NH 03302-0856

Michael Harrington, Staff Engineer
Public Utilities Commission
21 South Fruit Street, Suite 10
Concord, NH 03301-2429

Thomas B. Getz, Vice Chairman
Site Evaluation Committee
Public Utilities Commission
21 South Fruit St., Suite 10
Concord, NH 03301-2429

Director
Fish & Game Department
11 Hazen Drive
Concord, NH 03301

Director
Division of Parks & Recreation
Dept. Resources & Economic Development
172 Pembroke Road, Box 856
Concord, NH 03302-0856

Amy Ignatius, Director
Office of Energy & Planning
57 Regional Drive
Concord, NH 03301-8506

Graham J. Morrison, Commissioner
Public Utilities Commission
21 South Fruit St., Suite 10
Concord, NH 03301-2429

Site Evaluation Committee Members
October 22, 2008
Page 2

George Bald, Commissioner
Dept. Of Resources & Economic Dev.
172 Pembroke Road, Box 1856
Concord NH 03302-1856

Brook Dupee
Department of Health & Human Services
29 Hazen Drive
Concord, NH 03301

Clifton C. Below, Commissioner
Public Utilities Commission
21 South Fruit Street, Suite 10
Concord NH 03301

Jeff Brillhart, Assistant Commissioner
Department of Transportation
7 Hazen Dr., Box 483
Concord, NH 03302-0483

**Re: Lempster Wind, LLC
Docket No. 2006-01**

Dear Site Evaluation Committee Members:

I have enclosed a copy of a letter from Susan Geiger on behalf of Lempster Wind, LLC to public counsel, Peter Roth. In accordance with the conditions contained in Appendix 2 of the Certificate of Site and Facility in this matter, the Applicant and public counsel have agreed that a parcel of land known as the "Earls Lane" parcel will be donated to the Town of Lempster acting through the Conservation Commission. The condition contained within the Certificate permitted a substitute parcel and the parties apparently had some discussions about either a substitute parcel or a cash donation to a private agency such as the Society for the Protection of New Hampshire's Forests. However, after their negotiations, it is apparent that they have returned to the original condition and that the Earls Lane parcel will be donated to the Town of Lempster.

In summary, this letter indicates that the condition contained in Appendix 2, Paragraph 5.a. of the Lempster Certificate of Site and Facility has been complied with.

If you have any questions, please feel free to contact me.

Very truly yours,



Michael J. Iacopino

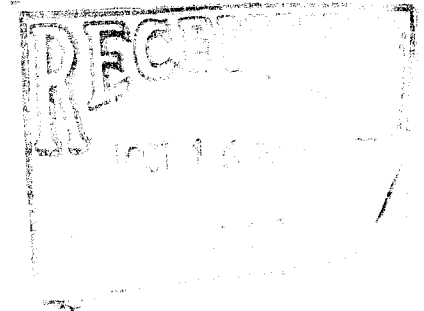
MJI/tm
Enclosure

Susan S. Geiger
sgeiger@orr-reno.com
Direct Dial 603.223.9154
Direct Fax 603.223.9054

Orr&Reno
Professional Association

One Eagle Square, P.O. Box 3550
Concord, NH 03302-3550
Telephone 603.224.2381
Facsimile 603.224.2318
www.orr-reno.com

October 15, 2008



Via Electronic Mail and Hand Delivery

Senior Assistant Attorney General Peter C.L. Roth
Office of the Attorney General
Environmental Protection Bureau
33 Capitol Street
Concord, NH 03301

***Re: Site Evaluation Committee Docket No. 2006-01
Lempster Wind, LLC Conservation Land Donation***

Dear Peter:

Thank you for taking the time this past Monday to meet with Ed Cherian and me to discuss resolution of the above-referenced issue. This responds to your e-mail message to Ed Cherian sent October 13, 2008 in which you have indicated that you will not file either of the motions which you presented to me last week, and would accept either the donation of the Earls Lane parcel or that the Project donate cash for the purchase of 70 acres of the Ashuelot Headwaters Project, as these options were outlined in my letter to you dated October 7, 2008. For the reasons set forth below, the Project believes that donating the Earls Lane parcel to the Town of Lempster, acting through the Lempster Conservation Commission¹, is preferable and therefore intends to move ahead with that transaction.

1. As you are aware, donation of the Earls Lane parcel is specifically recognized in the Certificate of Site and Facility, Appendix II, "Conditions Pursuant to Agreement of Counsel for the Public and the Applicant", paragraph 5.a.² The Lempster Conservation Commission and the Lempster Selectmen have been consulted about this donation and are amenable to accepting the land. Moreover, the Site Evaluation Committee has reviewed and approved of the donation of this parcel. Thus, the Project believes it would be more appropriate to move ahead with the

¹ It is my understanding that the Lempster Conservation Commission does not have authority to bind the Town of Lempster. Therefore, the Project must donate the land to the Town, acting through the Conservation Commission.

² Paragraph 5.a. of Appendix II to the Certificate of Site and Facility requires that the Project consult with your office and the Town of Lempster and, prior to the commercial operation date, donate the lands owned by the Project in the Town of Lempster (Tax parcel 12-036, 324, "Earl's Lane") or such other parcel as they may agree upon, to an organization approved by Counsel to the Public for conservation purposes and subject to a conservation easement.

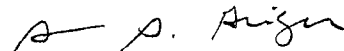
transaction that the Committee has expressly approved rather than pursuing an alternative arrangement that has not been reviewed by the Committee.

2. Unlike a cash donation to the Society for the Protection of New Hampshire's Forests, which provides no direct benefit to the Town of Lempster, the donation of the Earls Lane land to the Town/Conservation Committee, subject to a conservation easement, provides the host community with a tangible benefit in that it enables the Town/Conservation Committee to make use of the property and insures that that the land will not be developed further. This is a direct and tangible value to the Town of Lempster.

3. Lastly, the Project has devoted a considerable amount of time toward the Earls Lane parcel donation and has been coordinating with the Town, which has expectations of receiving the land. The Project has also incurred expenses in connection with a certified survey of the property, document preparation, and other work required to transfer title to the Town/Conservation Committee. Abandoning this course of action now would be imprudent from both a financial and community relations perspective. Accordingly, the Project prefers to move ahead with the course of action specifically contemplated in said paragraph 5.a.

I very much appreciate the time that you and Associate Attorney General Richard Head took to discuss this matter with Ed Cherian and me and we are grateful for your willingness to consent to the donation of the Earls Lane parcel to the Town of Lempster/Lempster Conservation Commission as originally contemplated by our agreement which was approved by the Site Evaluation Committee. Thank you for your assistance and cooperation in resolving this matter.

Very truly yours,



Susan S. Geiger

cc: Attorney General Kelly A. Ayotte
Associate Attorney General Richard Head
Michael Iacopino, Esquire