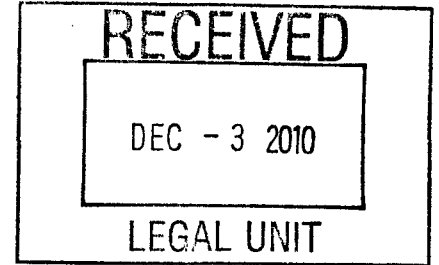


Harold C. Pachios
hpachios@preti.com

December 2, 2010

VIA HAND DELIVERY
Thomas S. Burack, Chairman
Site Evaluation Committee
N.H. Department of Environmental Services
29 Hazen Drive
Concord, NH 03302-0095



Re: Docket 2010- , Joint Application by Granite Reliable Power, LLC and Brookfield Renewable Power Inc. For Approval To Transfer Equity Interests in Granite Reliable Power, LLC Under RSA Ch. 162-H

Dear Chairman Burack:

Enclosed for initial filing with the New Hampshire Site Evaluation Committee in the above-captioned matter please find an original and 18 copies of the Joint Application by Granite Reliable Power, LLC and Brookfield Renewable Power Inc. For Approval To Transfer Equity Interests in Granite Reliable Power, LLC Under RSA Ch. 162-H, together with an original and 18 copies of the Testimonies and Exhibits of Jason H. Spreyer, Kim Osmars, and Michael Cutter in support of such Joint Application.

As explained more thoroughly in the Joint Application and supporting testimony, the Joint Application requests approval of the transfer of a majority ownership interest in Granite Reliable Power, LLC to Brookfield Renewable Power Inc. and its affiliates. As a condition of granting Granite Reliable Power, LLC an Order and Certificate of Site and Facility in Docket No. 2008-04 for the construction of the Granite Reliable Power Windpark, the Committee required that any changes in the ownership structure of Granite Reliable Power, LLC be approved by the Committee. Brookfield Renewable Power Inc. and its affiliates have arranged construction financing and are prepared to commence construction immediately in accordance with the terms of the Order and Certificate of Site and Facility.

Finally, we ask the Committee to consider our request that the Committee process the Joint Application on an expedited basis in order to allow construction to commence promptly, again as more fully explained in the Joint Application and supporting testimony.

Very truly yours,

A handwritten signature in black ink, appearing to read "Harold Pachios".

Harold Pachios
Counsel for
Brookfield Renewable Power Inc.

Enc.

Cc: Service List, Docket No. 2008-04

**STATE OF NEW HAMPSHIRE
BEFORE THE SITE EVALUATION COMMITTEE**

Docket No. _____

Joint Application by Granite Reliable Power, LLC

and Brookfield Renewable Power Inc.

For Approval

To Transfer Equity Interests in Granite Reliable Power, LLC

Under RSA Ch. 162-H

December 1, 2010

**Joint Application by Granite Reliable Power, LLC and Brookfield Renewable Power Inc.
For Approval to Transfer Equity Interests in Granite Reliable Power, LLC,
Under RSA Ch. 162-H**

Table of Contents

I.	Introduction and Overview.....	1
II.	Scope of Docket and Procedural Schedule.....	4
III.	Background of Application/GRP Certification of Site and Facility	5
IV.	GRP Transaction/Transfer of Membership Interests.....	7
V.	Committee Jurisdiction, Scope and Standard of Review.....	9
VI.	Financial Capability of Brookfield.....	10
VII.	Technical Capability of Brookfield.....	13
VIII.	Managerial Capability of Brookfield.....	17
IX.	Additional Transfers	19
X.	Conclusion	21

Appendices

- A. Joint Applicants' Contact Information**
- B. Financial Statements of Brookfield**
- C. Brookfield's History**
- D. Brookfield's Corporate and Management Structure**
- E. Outline of Key Brookfield Management Personnel**
- F. Certificate of Site and Facility**

**STATE OF NEW HAMPSHIRE
BEFORE THE SITE EVALUATION COMMITTEE**

Docket _____

**Joint Application by Granite Reliable Power, LLC and Brookfield Renewable Power Inc.
For Approval to Transfer Equity Interests in Granite Reliable Power, LLC,
Under RSA Ch. 162-H**

I. Introduction and Overview

NOW COME Granite Reliable Power, LLC (“GRP”) and Brookfield Renewable Power Inc. (referred to herein along with its affiliates as “Brookfield” and, collectively with GRP, the “Applicants”) and petition the Site Evaluation Committee (“SEC” or “the Committee”) for authority to transfer a majority ownership interest in GRP to Brookfield. In support of this Joint Application, the Applicants recite as follows.

By Application dated July 15, 2008, GRP sought rights to develop the “Granite Reliable Power Windpark”, a 99-megawatt (“MW”) wind powered 33 turbine electric power generation facility sited in the central portion of Coos County, New Hampshire (the “Project”). The Project was subsequently approved under an Order and Certificate of Site and Facility (the “Certificate”) granted by a subcommittee of the SEC on July 15, 2009.¹ The Certificate provided that it was not transferable to any other person or entity without the prior written approval of the Committee.² The Certificate was also conditioned on the existing ownership structure of GRP and provided that neither GRP nor its assets could be transferred by sale or other method without

¹ The Order Denying Motions for Rehearing Filed by the Applicant, Counsel for the Public Counsel and Industrial Wind Action Group and Granting, in Part, Denying, in Part, Motion for Rehearing Filed by New Hampshire Fish and Game in Docket No. 2008-04 was issued on November 9, 2009; an appeal of this Order was declined by the New Hampshire Supreme Court, Case No. 2009-0889, Appeal of Industrial Wind Action Group, Order issued on April 15, 2010.

² The July 15, 2009 Order also contained a condition that prohibited the Project from commencing construction until such time as construction financing was in place, and it required GRP to notify the Subcommittee when the financing was in place and to generally advise the Subcommittee of the lenders who would be providing financing.

the prior written approval of the Committee. Presently, Noble Environmental Power, LLC (“Noble”) owns 75% of GRP and Freshet Wind Energy, LLC (“Freshet”) owns 25% of GRP.

Brookfield is a leading international producer and developer of hydroelectric and wind power projects. Brookfield has been in business for over 100 years and today owns, operates and manages power generation and related assets with an underlying value of approximately \$12 billion in Canada, the United States and Brazil.

Noble and Brookfield have entered into a Purchase and Sale Agreement pursuant to which Noble agrees to sell its 75% membership interest in GRP to Brookfield or to an affiliate of Brookfield. Brookfield will be creating an affiliated company for the single purpose of acquiring and holding the Noble ownership interest. By this Joint Application, Applicants seek the SEC’s approval to transfer a majority ownership interest in GRP to a single purpose affiliate created by Brookfield, as described in greater detail herein. Specifically, the Applicants request that the SEC: 1) approve the transfer of Noble’s 75% equity interest in GRP to this single purpose affiliate of Brookfield; and 2) amend the condition limiting changes in ownership to allow further changes so long as Brookfield, including its affiliates, retain a controlling interest in GRP.

Part II of this application addresses the scope of the SEC’s review, notice, and timing issues. Part III summarizes the Project background information, including the original review and approval by the SEC. As described in Part IV, and subject to SEC approval, GRP and Brookfield seek the transfer of a majority ownership interest in GRP to the Brookfield affiliate. Following the transfer, GRP will continue to own the Project and hold the Certificate, but Noble will no longer own a controlling interest in GRP, nor will it control or manage the Project.

Instead, ownership of all Noble's equity interests in GRP will be transferred from Noble to the Brookfield affiliate. Brookfield will then control and manage the Project.

Noble will hold the equity interests in GRP until it receives approval of the transaction by the SEC and Brookfield completes the acquisition of Noble's interest. Transfer of Noble's equity interests in GRP to the Brookfield affiliate is subject to (i) the satisfaction of certain conditions customary in transactions of this type; (ii) the receipt of certain third party approvals; and (iii) the approval of the SEC.

The Project's existing permits, including the Certificate, will remain in place throughout the transfer of ownership process, and such permits will not be terminated by reason of this petition. Subject to receiving approval of the SEC, Brookfield intends to construct the Project and have it operational by the end of 2011. Given the magnitude of the Project, the need to make immediate significant capital investments to qualify the project under Section 1603 of the American Recovery & Reinvestment Act ("ARRA") of 2009, and the prohibition in GRP's Certificate against any significant cutting activities above an elevation of 2,700 feet on Mt. Kelsey or Dixville Peak between April 1 and August 1, the Committee's approval of the proposed transfer of Noble's interest in GRP by December 31, 2010 is critical to meeting this goal. Brookfield and Noble thus respectfully request the expeditious treatment of this Joint Application by the SEC.

Indeed, to move the project forward with the greatest expedition, as described in more detail below, Brookfield will be making its considerable financial resources available to the financing of construction. Thus, the transaction contemplated by this Joint Application will satisfy the construction financing condition of the Certificate, which provides that GRP not

commence construction of the Project until such time as construction financing is completely in place.

For all of the reasons described herein, Brookfield and its affiliates have the financial, managerial and technical capability to assure the construction and operation of the Project in continuing compliance with the terms and conditions of the Certificate.

II. Scope of Docket and Procedural Schedule

RSA 162-H:5, I provides that a certificate of site and facility “shall not be transferred or assigned without approval of the committee.” While the statute and the SEC Rules are silent on the process for approval of a transfer of ownership of an entity holding a Certificate, as distinct from a transfer of the Certificate itself, General Condition 4 of the GRP Certificate provides that: “[t]his Certificate is conditioned on the present ownership structure of [GRP], *to wit*, [GRP] is owned by Noble Environmental Power, LLC (75%) and Freshet Wind Energy, LLC (25%), and neither [GRP], nor [GRP’s] assets shall be transferred by sale or other method to any other person or entity without the prior written approval of the Subcommittee. In the event of an unapproved sale, this Certificate shall be null and void”

Because the siting, permitting, environmental, design and construction issues described in RSA 162-H:16 were resolved by the SEC in Docket 2008-04, this proceeding will focus on the financial, technical and managerial capability of Brookfield to construct and operate the facility, in accordance with RSA 162-H:16, IV(a). These issues are dealt with in Parts VI-VIII below.

The Town of Dummer and Coos County (responsible for the unincorporated areas of Dixville, Ervings Location, Millsfield and Odell) have been provided with copies of this application pursuant to RSA 162-H:7, V(f). Similarly, notice of this application has also been

provided to all persons set forth on the most recent Service List in SEC Docket 2008-04, including all intervenors.

Applicants request that the Committee proceed with an expedited review and approval. Applicants will cooperate to assist in any necessary review and will pay costs and expenses properly assessed by the SEC under RSA 162-H:10, V.

III. Background of Application/GRP Certificate of Site and Facility

The Project includes: (1) thirty-three (33) wind turbines each with a nameplate rating of three (3) megawatts (MW), for a total nameplate capacity of ninety-nine (99) MW, on three (3) private tracts of land in Coos County; (2) an electrical substation with a nearby maintenance building and lay down yard; (3) an interconnection switching station; (4) a collection line; (5) an electrical interconnection line; and (6) approximately twelve (12) miles of new roads and the upgrading of approximately nineteen (19) miles of existing access roads. The Project, along with its components, is hereinafter referred to as the Facility. The Project, including its attendant lines and stations, spans some fourteen and one-half (14.5) miles.

GRP submitted its application to the SEC on July 15, 2008. The SEC initiated Docket 2008-04, determined the application to be complete on August 14, 2008, and conducted public information hearings on October 2, 2008 and March 23, 2009.

The parties participated in five technical sessions at the following dates and places: October 30, 2008 in Concord; November 21, 2008 in Lancaster; December 19, 2008 in Berlin; and February 3 and March 2, 2009 in Concord.

The Subcommittee received numerous written comments from the public pertaining to the Project, both in support of and in opposition to it. Various entities and individuals sought and were granted leave to intervene. Among these were:

- i. Property owners Sonja M. Sheldon and Wayne Urso (of Millsfield);
- ii. Kathlyn Keene, Robert Keene and Jon Odell from the Towns of Jefferson and Lancaster;
- iii. The Appalachian Mountain Club (“AMC”), the Industrial Wind Action Group, the New Hampshire Wind Energy Association, and Clean Power Development, LLC; and
- iv. The New Hampshire Department of Fish and Game (“NHF&G”)

Public Counsel, appointed by the Attorney General pursuant to RSA 162-H:9, participated throughout the proceeding.

Adversarial hearings on the application were held between March 9 and May 27, 2009. The hearings continued for nine separate days and included testimony by twenty-two (22) witnesses. The SEC review process was thorough, methodical and open to full public participation. The SEC unanimously granted the Certificate on July 15, 2009, subject to a number of conditions set forth therein. The Certificate, including the SEC Decision and Order and the attached Conditions, is attached as Appendix F. Attached to the Certificate, and approved by the SEC as part of it, are various final approvals issued by the New Hampshire Department of Environmental Services, including final determinations (or “permits”) by the Water Division, Wetlands Bureau, and Alteration of Terrain Bureau.

The foregoing agency permitting decisions, and the Certificate, rest on a thorough review of the necessary supporting information. This included the initial application, supplemental filings made in February of 2009, the evaluation and testimony of experts retained by the Applicant and Public Counsel, and testimony at the public hearings described above. It also included agreements with (i) Coos County (relative to operation and decommissioning); (ii) the

Town of Dummer (incorporated by reference in the Certificate), and; (iii) a High Elevation Mitigation Settlement Agreement between GRP, NHF&G and AMC (relative to environmental protection and mitigation for affected ecosystems above 2700 feet).

Consistent with the Certificate, some off-site construction activities have commenced in 2010, including the manufacturing of certain wind turbine components and interconnection switchyard equipment. With Brookfield making its considerable resources available to the financing of project construction, on-site construction of the Project can commence by January, 2011, consisting primarily of clearing activities for the interconnecting switchyard, electrical interconnection line, substation and certain roads and turbine erection sites (the “Clearing Activities”). It is important these Clearing Activities begin no later than January 2011 in order to meet the goal of completing construction in 2011, while complying with the Certificate’s restriction against significant cutting activities on Mt. Kelsey or Dixville Peak between April 1 and August 1. The remainder of on-site and off-site construction including turbine delivery, access roads and foundations construction, turbine erection and other construction and commissioning activities will occur later in 2011 with a view to achieving completion of construction and commercial operations in the fourth quarter of 2011.

IV. GRP Transaction/Transfer of Membership Interests

The membership interests of GRP are currently owned by Noble and Freshet, in the ratio of 75% and 25% respectively. Noble and Brookfield have entered into a Purchase and Sale Agreement pursuant to which Noble will sell its 75% membership interest in GRP to Brookfield or to an affiliate of Brookfield. Brookfield will be creating an affiliate prior to the closing of the transaction agreed to in the Purchase and Sale Agreement for the sole purpose of acquiring and holding the Noble ownership interest. Immediately following the transfer, the Brookfield

affiliate will stand in the shoes of Noble and will own a controlling interest in GRP. GRP will continue to be the owner of the Certificate of Site and Facility for the Project.

The single purpose company created by Brookfield, to be known as BAIF Granite Holding LLC (“BGH”), will be an indirect subsidiary of Brookfield Americas Infrastructure Fund, L.P. (“BAIF”), the financial resources of which are describe in Section VII, below) and organized as a limited liability company under the laws of Delaware. BAIF was created in 2010 by Brookfield’s corporate parent, Brookfield Asset Management Inc. (“BAM”). BGH will be an immediate subsidiary of BAIF U.S. Renewable Power Holdings II LLC, another Delaware limited liability company. A more thorough description of corporate organization of BGH and BAIF U.S. Renewable Power Holdings II LLC, and its relationship with Brookfield and BAM is included in the testimony of Jason M. Spreyer accompanying this Joint Application. This structure ensures that financing for the project benefits from the full financial resources of Brookfield and BAIF.

The transfer of membership interests in GRP is consistent with NH SEC precedent for transfer of membership interests. For instance, in Docket No. 2004-01 (“the AES Matter”) the Committee approved the transfer by AES Holdings Londonderry, LLC of its membership interest in AES Londonderry, LLC (the owner and operator of a 720 MW combined cycle facility in Londonderry) to Granite Ridge I, SPE, LLC, an entity formed for that purpose by the consortium of lenders that financed the AES facility. That permitted transfer was an interim step that enabled the AES lenders to assume ownership of the AES plant.

The facts of Docket No. 2008-01 (“the Newington Energy Matter”) are also consistent with the present situation. In that matter, the Committee approved the transfer of ownership interests in Newington Energy, LLC held by CED/SCS Newington, LLC to North American

Energy Alliance, LLC. Newington Energy, LLC owns and operates a 525 MW electric generation facility in Newington, New Hampshire. The sale of the Newington Energy, LLC ownership interests (and the Newington Facility) was part of a \$1.4 billion transaction involving 11 different sites in Massachusetts, New Hampshire, New Jersey and Maryland.

V. Committee Jurisdiction Scope and Standard of Review

GRP and Brookfield seek Committee approval of the transfer of membership interests in GRP from Noble to Brookfield as described above, pursuant to RSA 162-H:5, I and General Condition No. 4 of the Certificate. In the Newington Energy matter, this Committee (following its reasoning in the AES Matter) articulated the following standard of review:

The Joint Application proposes a transfer of the ownership interests in NEL....Issues concerning siting, design, and environmental impacts were addressed by the Committee in the course of granting the Certificate to NEL. [S]uch issues are not part of the calculus in determining where a certificate or ownership interest may be transferred to a new owner. When a change in ownership is proposed, the focus for the Committee shifts to an examination of the financial, managerial and technical capabilities to assure that the conditions of the certificate are continuously met. Ongoing environmental compliance and the safe operation of the facility are of the utmost concern to the Committee and the State of New Hampshire. Thus, the Committee's focus in this Docket is on the financial, technical and managerial capability of the proposed new owner of NEL. *See* RSA 162-H:16, IV(a) and State of New Hampshire Site Evaluation Committee, Docket No. 2008-01, Decision and Order Approving Transfer, dated April 18, 2008, p. 4.

As set forth below, Brookfield and GRP (once it is owned by Brookfield) will have the financial, technical and managerial capability to continuously meet the conditions of the Certificate, thereby assuring that the Project, once constructed, will be operated in a financially secure, safe and environmentally compliant manner.

VI. Financial Capability of Brookfield

Pursuant to RSA 162-H:16, IV(a), an applicant for a certificate of site and facility must demonstrate its financial capability to construct and operate the proposed facility in continuing compliance with the terms and conditions of the certificate. Although the statute does not by its terms require such a showing in the case of an application to transfer equity interests in the owner of an existing facility operating under a certificate previously granted by the Committee, in the case of the Project, General Condition 4 of the Certificate specifically provides that any change in ownership of the original applicant (GRP) without the approval of the SEC shall render the Certificate null and void. Moreover, this Committee has established by precedent the need for a showing of financial, technical and managerial capability upon the transfer of ownership. The purpose of this application is to demonstrate that Brookfield has such capability to own and operate the Project in compliance with the terms originally set by the SEC in the Certificate.

GRP will continue to own the Project and hold the Certificate, but, as described in Part IV above, a controlling equity interest in GRP will be transferred to a Brookfield affiliate. Brookfield has been in business for over 100 years, and today owns, operates and manages assets with an underlying value of approximately \$12 billion of power generation and related assets in Canada, the United States and Brazil. The Brookfield portfolio includes three operating wind projects and one of the largest privately owned hydroelectric power generating portfolios in the world, made up of 165 conventional hydroelectric generating facilities and one hydroelectric pumped storage facility on 65 river systems. The installed capacity of the portfolio totals more than 4,200 megawatts (“MW”) producing, on average, more than 16,000 gigawatt hours

(“GWh”) of energy annually, mostly from renewable and environmentally-preferred resources such as hydro and wind.

Nearly half of Brookfield’s installed capacity (2,021 MW) is located in the United States. In the U.S., Brookfield operates 100 hydroelectric facilities in nine states, including 8 facilities located on the Androscoggin River in New Hampshire. Combined, these New Hampshire facilities have a capacity of 45 MW and annually generate enough power for 37,000 average households.

Through subsidiaries and affiliates, Brookfield has successfully planned, developed, financed and constructed, and now operates three large-scale wind projects totaling 239 MW – specifically the Prince I, Prince II, and Gosfield Wind Energy projects are located in Ontario, Canada. Brookfield also is in the process of constructing the 166 MW Comber Wind Energy Project, also in Ontario, Canada, and is scheduled to begin construction of the 102 MW Coram Wind Energy project in Tehachapi, California by the first quarter of 2011.

Attached, as Appendix B, are Brookfield’s Consolidated Financial Results through June 30, 2010 and Annual Information Form, each filed with SEDAR. SEDAR is the System for Electronic Document Analysis and Retrieval, the electronic filing system for the disclosure documents of public companies and investment funds across Canada (similar to EDGAR in the United States). All Brookfield filings can be found at:

<http://www.sedar.com/DisplayCompanyDocuments.do?lang=EN&issuerNo=00026728>.

Brookfield is a wholly-owned subsidiary of BAM, a global asset management company focused on property, renewable power and infrastructure assets. BAM manages assets worth over \$100 billion and is listed on the Toronto and New York Stock Exchanges under the symbol BAM, as well as on the Euronext Amsterdam exchange under the symbol BAMA. BAM

currently has a market capitalization of \$17 billion, which exceeds Consolidated Edison's market capitalization of \$14 billion considered by the SEC in Newington. BAM's SEDAR filings can be found at:

<http://www.sedar.com/DisplayCompanyDocuments.do?lang=EN&issuerNo=00007472>

Brookfield Renewable Power Inc., and BAM, each have investment grade senior debt rating as more fully shown in the table below:

Long Term Debt Rating	Standard & Poors	Fitch
Brookfield Renewable Power Inc.	BBB	BBB
Brookfield Asset Management Inc.	A-	BBB

BAIF was created by BAM in 2010. Since 2001, BAM has established a series of private funds and investment programs with total capital commitments of approximately \$22 billion primarily for investment in energy, infrastructure and real estate assets. As a result of its September, 2010 closing, BAIF raised institutional capital commitments to be allocated in BAM's discretion of approximately \$2.7 billion from a diverse group of global sovereign wealth funds, and public and private pension plans. Indeed, BAIF raised nearly double its original target of \$1.5 billion, reflecting strong investor demand and confidence in Brookfield's track record and operating platform, as well as in BAM. BAIF was developed to invest in high quality infrastructure assets primarily in North and South America. BAM manages BAIF and has itself committed 25% of BAIF's total capital, or approximately \$660 million.

Because BAIF closed in September, 2010, almost all of its capital and commitments remain undeployed. BAIF therefore has most of its \$2.7 billion in cash and commitments readily available for investment. The Project will be one of the first investments by BAIF.

BGH's acquisition of Noble's membership interests in GRP will be financed 100% by equity. By virtue of BAIF's committed capital, BGH has access to sufficient committed equity

to fund 100% of the construction cost of the Project. Freshet Wind Energy, LLC will remain a 25% owner of GRP and will have the full opportunity to invest 25% of the capital requirements of the Project upon capital calls made by GRP. However, if for any reason Freshet chooses not to make such investment, Brookfield is prepared to fund 100% of Project construction costs, as permitted by the terms of the GRP limited liability company operating agreement. This commitment by Brookfield satisfies the SEC's requirement that funds be committed for the construction of the Project prior to the commencement of on site construction.

VII. Technical Capability of Brookfield

New Hampshire law requires an applicant for a certificate to operate an energy facility in New Hampshire, and by extension the purchaser of an owner of such a certificate, to have “adequate...technical...capability to assure...operation of the facility in continuing compliance with the terms and conditions of the certificate.” RSA 162-H:16, IV(a).

Brookfield has the technical capability to construct and operate the Project. If the transfer of Noble's ownership interest in GRP to Brookfield is approved by this Committee, Brookfield will operate the Project. Brookfield has a long history, a broad range of experience and the resources to construct and run large electric generating facilities safely and reliably. Brookfield traces its roots back to 1899 when its predecessor, São Paulo Tramway, Light and Power Company was founded in Brazil. Brookfield (through its corporate predecessors) has continuously been in the business of owning and operating electric utilities since that time. Brookfield's corporate history is attached as Appendix C to this application.

Brookfield's internal expertise and access to experienced wind professionals has already resulted in the successful development, construction and operation of three large-scale wind

projects, the Prince I, Prince II, and Gosfield Wind Energy projects, located in Ontario, Canada. Totalling 239 MW, these projects are located in a climate similar to GRP. Brookfield is in the process of constructing the 166 MW Comber Wind Energy Project, also in Ontario, Canada. In the next six months, Brookfield is scheduled to begin construction of the 102 MW Coram Wind Energy project in Tehachapi, California. As the projects summarized below demonstrate, Brookfield is fully capable of planning, developing, and constructing GRP in accordance with good engineering and operating practices; meeting milestones and operating and maintaining the Facility in compliance with market rules and government regulations.

Recent Brookfield wind power projects in operation and under development which demonstrate its technical capabilities include:

Prince I Wind Energy Project

Brookfield commissioned the Prince I Wind Energy Project in September 2006. Prince I has an installed capacity of 99 MW and comprises 66 1.5 MW wind turbines. Brookfield was awarded a 20-year contract with the Ontario Power Authority for Prince I in November 2004. The capital cost of Prince I Wind Energy Project was \$196M (2006 dollars). During its peak, Brookfield was managing approximately 300 construction workers, including contractors and sub-contractors at the Prince project. Brookfield successfully constructed the Prince project to perform very well in a cold climate similar to that of the GRP site. Brookfield brought the Prince project to commercial operation in just 14 months, on time and on budget.

Prince II Wind Energy Project

Brookfield commissioned the Prince II Wind Energy Project in November 2006. Prince II has an installed capacity of 90 MW and comprises 60 1.5 MW wind turbines. Brookfield was awarded a 20-year contract with the Ontario Power Authority for Prince II in November 2005.

The capital cost of Prince II Wind Energy Project was \$187M (2006 dollars). As with Prince I, the Prince II development phase involved approximately 300 construction workers, including contractors and sub-contractors at the Prince project. Like Prince I, Brookfield engineered and constructed the Prince II project for cold climate operation and brought the Prince II project to commercial operation on time and on budget.

Gosfield Wind Project

Most recently, Brookfield commissioned the Gosfield Wind Project in October 2010. The Gosfield project is located in Kingsville, Ontario, and has an installed capacity of approximately 50MW. The Gosfield project consists of twenty-two (22) Siemens SWT 2.3MW turbines, with a capital cost of approximately \$142 million. The Gosfield project was awarded a 20-year Power Purchase Agreement by the Ontario Power Authority in January 2009.

Each of the operating projects have been fully integrated into Brookfield's operations, and are operated and maintained in full compliance with all applicable permits, rules, regulations, and law. In addition to these examples of recently built and operating wind facilities demonstrating Brookfield's technical capabilities, other Brookfield projects in the construction and pre-construction phases further demonstrate Brookfield's technical capability to successfully bring this project into operation. These facilities include:

Comber Wind Project

The Comber Wind Project, which is currently under construction, will be 166 MW when completed. The Project is located in the Town of Lakeshore, Essex County, Ontario, Canada. In April 2010, it was awarded a 20-year power purchase agreement with the Ontario Power Authority. Construction of this project began in October 2010, and once completed, it will be

capable of delivering enough electricity to power about 55,000 homes annually at approximately a total project cost of CA\$567.

Coram Wind Project

Brookfield plans to begin construction of the Coram Wind Project, adding up to 102 MW of wind power to help meet California’s renewable power goals. Located in the well-known Tehachapi Pass area of Kern County, California, this project will be one of the first projects to interconnect at the new California Wind Hub substation and is expected to be commissioned in 2011. This project will utilize the same Vestas V90 3 MW turbines as the GRP Windpark Project.

The following chart summarizes these examples of successful projects, ranging from the pre-construction phase through commissioning and operation, demonstrating Brookfield’s technical capability to construct and operate the GRP Windpark Project.

FACILITIES

Project Name	Type	Location	Installed Capacity	Capital Cost	Development Status
Prince I	Wind	Sault Ste Marie, ON	99 MW	CA\$196M (2006)	COD September 2006
Prince II	Wind	Sault Ste Marie, ON	90 MW	CA\$187M (2006)	COD November 2006
Gosfield	Wind	Kingsville, Ontario	50MW	CA\$147M (2009)	COD October 2010
Comber	Wind	Kingsville, Ontario	166 MW	CA\$567M (est.)	Construction Underway
Coram	Wind	Tehachapi, California	Up to 102 MW	US\$ 250M (est)	Planned Construction 2011

The GRP Windpark Project represents a natural fit for Brookfield’s technical capabilities. Brookfield representatives have visited the Project site and have met with all Project participants. Brookfield has also spent considerable time reviewing the terms and conditions which the SEC imposed on the Project in the Certificate. Brookfield is familiar with federal, state, and local laws, regulations, and requirements affecting the Project. Brookfield thus satisfies the technical capability standard with respect to this Application.

VIII. Managerial Capability of Brookfield

The statute also requires an applicant for a certificate to operate an energy facility in New Hampshire to have “adequate...managerial capability to assure...operation of the facility in continuing compliance with the terms and conditions of the certificate.” RSA 162-H:16, IV(a).

Brookfield’s acquisition, through an affiliate, of a majority ownership interest in the Project will directly and immediately result in the application of Brookfield’s global skills and expertise to the Project. Specifically, Brookfield will considerably enhance GRP’s managerial capability, thus assuring operation of the Project in continuing compliance with the terms and conditions of the certificate.

Brookfield has a proven track record of successful management of renewable power plants at all stages of a project’s life cycle. Brookfield has a highly-skilled, multi-disciplinary staff, as well as access to top consultants, which allows it to compile knowledgeable project management teams with deep experience. Brookfield successfully constructs and operates a diverse asset portfolio, based on a broad range of technologies, regulatory requirements, and geographic ranges, including New Hampshire. Organizationally, this results in a staff that has

confronted and successfully managed through innumerable situations. Brookfield will bring this depth of experience, knowledge and problem solving to GRP.

As noted in Part VI and Part VII above, Brookfield has a proven track record and long history of owning and operating a large number of renewable power plants. Brookfield's managerial capability is best explained by the fact that it has successfully managed large electric power plants for more than one century. Brookfield will manage on-site plant operations, from human resource issues to technical matters involving the operation and maintenance of the equipment as well as safety environmental matters.

For example, Brookfield's extensive experience with hydropower demonstrates its managerial capabilities. Brookfield is among the largest private holders of FERC hydropower licenses, holding over 50 distinct licenses covering 100 hydroelectric facilities, and maintaining and operating those projects in compliance with federal and state permits, licenses and law. Brookfield's management approach includes internal systems, protocols/policies, and organizational structures dedicated to managing these complex licenses. Through its management of its hydropower operations, Brookfield has demonstrated a strong managerial capability resulting in exceptional compliance, system control, regulatory, health, safety and environment and resource management outcomes.

Brookfield has also successfully demonstrated the ability to transfer these strong managerial skills to wind projects, through its management of the projects described in Section VII of this Application. Between its existing portfolio and those facilities now in development, Brookfield has managed, is managing, and soon will be managing power plants with equipment and operating conditions very similar to those at the GRP Project. GRP and the Project will benefit from this base of proven managerial capability.

Brookfield's organizational and management structure is set forth in Appendix D to this application. Brookfield has an international presence throughout North and South America. Brookfield's U.S. Operations Headquarters is located in Marlborough, Massachusetts from which it manages 100 renewable energy facilities, a substantial number of active construction and development projects, a National System Control dispatch center, and approximately 400 employees.

With respect to the GRP Windpark Project, on-site responsibility, including environmental compliance, will rest with Brookfield and the key management personnel identified in Part VII. Other personnel or consultants may be hired as necessary or advisable to manage the Project.

The management team assembled by GRP and Brookfield (see Appendix E) more than meets the statutory standard of having adequate managerial capability to operate the Project continuously in compliance with the SEC terms and conditions. If the transfer of the ownership interest of Noble to Brookfield is approved, Brookfield will preserve and ultimately enhance the value of the Project to ensure the Project is managed to comply with the Committee's terms and conditions in the Certificate, and accordingly to be a good corporate citizen of New Hampshire.

IX. Additional Transfers

Although the Applicants today require approval of the transfer of Noble's 75% membership interest in GRP to Brookfield, it is possible that further adjustments to the relative membership shares may occur. In particular, the GRP limited liability company operating agreement includes capital call provisions that may result in one member or the other making a capital contribution that is either greater or less than their current pro rata membership interest in

GRP. Both members have an equal right to make pro rata contributions upon a call, but may choose not to do so for a variety of business reasons. As a result, following any individual capital call, the current ownership ratio could shift. In addition, it is possible that Freshet may wish to sell all or a portion of its interest to another party, or that Brookfield may wish to transfer a portion of its own membership interest to a third party. Under the current articulation of the change in ownership condition, any of these changes would appear to require additional SEC approval. To provide GRP with flexibility 1) in meeting its capital calls and 2) for the members to sell minority interests in GRP without returning the Committee, the Applicants further request that the SEC modify the change in ownership condition to require further approvals only if a proposed transaction would cause Brookfield to no longer have a controlling interest in GRP.

X. Conclusion

For the reasons stated, the Applicants respectfully request that the Committee expeditiously 1) approve the transfer of Noble's 75% equity interest in GRP to Brookfield as described in more detail herein; and 2) amend the condition limiting changes in ownership to allow further changes so long as Brookfield retains a controlling interest in GRP. Brookfield also hereby provides notice that, upon the closing of its acquisition of Noble's interest in GRP, its commitment to provide 100% of the construction funding necessary to develop the Project is in place.

Respectfully submitted,

GRANITE RELIABLE POWER, LLC

By  _____

and its Attorneys,
Orr & Reno, P.A.
One Eagle Square
Concord, New Hampshire 03301

By: Douglas L. Patch
Phone (603) 224-2381

and

BROOKFIELD RENEWABLE POWER INC.

By _____

and its Attorneys,
Prete Flaherty Beliveau & Pachios PLLP
P.O. Box 1318
57 North Main Street
Concord, NH 03302-1318

By: Mark H. Puffer
Phone (603) 410-1500

December 1, 2010

X. Conclusion

For the reasons stated, the Applicants respectfully request that the Committee expeditiously 1) approve the transfer of Noble's 75% equity interest in GRP to Brookfield as described in more detail herein; and 2) amend the condition limiting changes in ownership to allow further changes so long as Brookfield retains a controlling interest in GRP. Brookfield also hereby provides notice that, upon the closing of its acquisition of Noble's interest in GRP, its commitment to provide 100% of the construction funding necessary to develop the Project is in place.

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Preti Flaherty Beliveau & Pachios PLLP
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57 North Main Street
Concord, NH 03302-1318

By: Mark H. Puffer
Phone (603) 410-1500

December 1, 2010

Certification by Executive Officer of Granite Reliable Power, LLC

In accordance with RSA 162-H:8, I, Pip M. Decker, the Manager of Joint Applicant Granite Reliable Power, LLC, do hereby swear and affirm that the information contained in this Application that relates to Granite Reliable Power, LLC, Noble Environmental Power, LLC, their affiliates and the Project is true and accurate to the best of my knowledge and belief.

I also certify that, as an Applicant to the New Hampshire Site Evaluation Committee, Granite Reliable Power, LLC agrees to provide such information as the Committee shall require to carry out the purposes of RSA 162-H.

Granite Reliable Power, LLC



Name: Pip M. Decker

Title: Manager

Date: December 1, 2010

STATE OF CONNECTICUT

ss. Essex

COUNTY OF MIDDLESEX

On this the 1st day of December, 2010, personally appeared before me the above-named Pip M. Decker, Manager of Granite Reliable Power, LLC and swore and affirmed that the materials and representations contained in the attached Application are true and accurate to the best of his knowledge and belief.



Notary Public

STEPHANIE C. KENNY
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2012

Certification by Executive Officer of Brookfield Renewable Power Inc.

In accordance with RSA 162-H:8, I, Kim Osmars, the COO & SVP, US Operations of Joint Applicant Brookfield Renewable Power Inc., do hereby swear and affirm that the information contained in this Application is true and accurate to the best of my knowledge and belief.

I also certify that, as an Applicant to the New Hampshire Site Evaluation Committee, Brookfield Renewable Power Inc. agrees to provide such information as the Committee shall require to carry out the purposes of RSA 162-H.

Brookfield Renewable Power Inc.



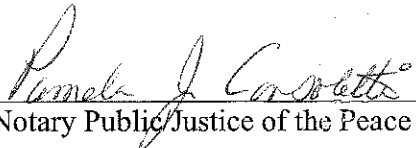
Name: Kim Osmars

Title: C.O.O. + Senior V.P., U.S. Operations

Date: 11/30/2010

STATE OF MASSACHUSETTS
COUNTY OF Middlesex

On this 30th day of Nov., 2010, personally appeared before me the above-named Kim Osmars, COO + Sr. V.P. U.S. Ops Brookfield Renewable Power Inc., and swore and affirmed that the materials and representations contained in this attached Application are true and accurate to the best of his information, knowledge and belief.


Notary Public/Justice of the Peace



PAMELA J. CONSOLETTI
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES DECEMBER 27, 2013

Appendices

- A. Joint Applicants' Contact Information**
- B. Financial Statements of Brookfield**
- C. Brookfield's History**
- D. Brookfield's Corporate and Management Structure**
- E. Outline of Key Brookfield Management Personnel**
- F. Certificate of Site and Facility**

Prefiled Testimony

- a. Prefiled testimony of Jason M. Spreyer addressing financial capability to assure construction and operation of the Project in compliance with the certificate**
- b. Prefiled testimony of Kim Osmars addressing managerial capability to assure operation in compliance with the terms and conditions of the certificate**
- c. Prefiled testimony of Michael R. Cutter addressing technical capability to assure operation in compliance with the terms and conditions of the certificate**