

STATE OF NEW HAMPSHIRE
BEFORE THE ENERGY FACILITY SITE EVALUATION COMMITTEE

Docket No. SEC 2008-04

Application of Granite Reliable Power, LLC (“GRP”)
and Brookfield Renewable Power Inc.
for approval of transfer of membership interests in GRP

TESTIMONY OF MICHAEL R. CUTTER
ON BEHALF OF GRANITE RELIABLE POWER, LLC
AND BROOKFIELD RENEWABLE POWER INC.

1 **Q. Please state your name, title and business address for the record.**

2 **A.** My name is Michael R. Cutter. I am the Vice President of Engineering and Development
3 for Brookfield Renewable Power Inc. My business address is 200 Donald Lynch Boulevard,
4 Marlborough, MA 01752.

5 **Q. In what capacity are you testifying today?**

6 **A.** I am here today to represent the Applicants, Brookfield Renewable Power Inc. referred to
7 herein with its affiliates as “Brookfield”) and Granite Reliable Power, LLC, before the Site
8 Evaluation Committee and to speak generally about its technical capabilities of GRP and
9 Brookfield to build and operate the Granite Reliable Power Windpark, a 99-megawatt wind
10 powered 33 turbine electric power generation facility sited in Coos County, New Hampshire (the
11 “Project”). The structure of the transaction through which BGH proposes to acquire an
12 ownership interest in the Project (the “Transaction”) is described in the Application and the
13 testimony of Jason M. Spreyer on behalf of Brookfield. In essence, Brookfield is entering into a
14 Purchase and Sale Agreement to acquire the 75% ownership interest in GRP currently held by
15 Noble Environmental Power, LLC. As permitted by the Purchase and Sale Agreement, a single
16 purpose affiliate of Brookfield that will be called BAIF Granite Holdings LLC (“BGH”) will be
17 created to acquire and hold this interest.

18 **Q. Would you briefly summarize your educational background and employment**
19 **experience in the power industry?**

20 **A.** I hold a Bachelor of Science degree from the University of Lowell, Massachusetts in
21 Electrical Engineering. I have also completed courses in the Master of Business Administration

1 program at the University of Southern Maine, as well as Harvard Business School's Executive
2 Educational Program.

3 I have over 30 years of energy generation and delivery experience including executive-
4 level accountability for technical projects. As the Vice President of Engineering and
5 Development for Brookfield Renewable Power, I am responsible for Brookfield's wind and
6 hydro-electric generation development, engineering for acquisition opportunities, and
7 engineering for existing generation assets. I served as Brookfield's General Manager for New
8 England Southern Operations from 2005 to 2009; I was responsible for all aspects of
9 Brookfield's operation of twelve hydro-electric generating stations, including a 600 MW pumped
10 storage plant, one of the largest hydroelectric plants in New England.

11 From 2001 to 2005, I was a principal of Energy Advisors, LLC, an energy and utility
12 consulting firm.

13 From 1976 to 2000, I worked for Central Maine Power ("CMP") in a variety of roles. As
14 Manager of Marketing and Energy Services, I expanded the company's delivery of energy
15 management services from \$3 million per year to over \$20 million per year. In 1991, I became
16 the Division Vice President for Western Operations. In that role, I was responsible for providing
17 electric service to 180,000 customers over a 5000 square mile service area. I managed a 320
18 employee workforce and \$22 million annual operating and capital project budget. In 1993, I
19 became the Managing Director for Energy Services and Sales. In 1997, I became the Vice
20 President of the Operations Support Division.

21 From 1998 to 2000, I served as CMP's Vice President for Competitive Restructuring.
22 Maine had passed a sweeping Electric Restructuring law that required utilities to divest their
23 electric generation. My duties included leading CMP's highly successful two-year, \$11 million

1 restructuring project, from legislation through to computer system implementation. We
2 successfully completed the most complex, integrated set of IT system changes in CMP's history,
3 with no adverse impact on customer service or internal productivity.

4 My resume is included with this testimony as Exhibit Cutter-1.

5 **Q. Please summarize the purpose of your testimony before the Site Evaluation**
6 **Committee today.**

7 **A.** The purpose of my testimony is to demonstrate that after the Transaction, GRP will
8 continue to have strong technical capability to assure the construction and operation of the
9 facility in continuing compliance with the terms and conditions of the certificate.

10 It is my understanding that New Hampshire law and the requirements of the Certificate of
11 Site and Facility this Committee issued to the Project in July 2009 require the applicant for
12 transfer in the ownership interests of such a certificate-holder to have "adequate ... technical
13 capability to assure ... operation of the facility in continuing compliance with the terms of the
14 certificate." RSA 162-H:16,IV(a). My testimony, coupled with the materials in the Application,
15 demonstrates that BGH's membership interests in GRP will bolster GRP's technical capability to
16 construct and operate the Project in compliance with the terms and conditions included in this
17 Committee's 2009 Order issuing the Certificate of Site and Facility.

18 **Q. Are you familiar with the Granite Reliable Power, LLC wind electricity generation**
19 **Project?**

20 **A.** Yes, I am. I have performed considerable due diligence on the Project, as have my staff
21 and consultants. I have reviewed numerous documents associated with the Project, including the
22 Certificate of Site and Facility this Committee issued to the Project in July 2009. Along with a

1 number of my colleagues at Brookfield, I have visited the site and met with GRP personnel and
2 key contractors including RMT, Inc., the contractor who will construct the project.

3 **Q. Are you familiar with the terms and conditions which the Committee imposed when**
4 **it issued the Certificate of Site and Facility for the Project in July 2009?**

5 **A.** Yes, I am. I have reviewed the terms and conditions contained in the Certificate. These
6 include, among other conditions, that:

- 7 • GRP may site, construct and operate the Project as outlined in the Application, as amended,
8 and subject to the terms and conditions of the Decision and the Order and Certificate;
- 9 • the Certificate is conditioned on the terms of certain agreements, including the Agreement
10 between Coos County and GRP (attached as Appendix II to the Certificate), the Agreement
11 between GRP and the Town of Dummer (attached as Appendix IV to the Certificate), and the
12 High Elevation Mitigation Settlement Agreement between GRP, the Appalachian Mountain
13 Club and the New Hampshire Fish and Game Department (attached as Appendix V to the
14 Certificate)
- 15 • the Certificate includes certain decommissioning conditions attached as Appendix III to the
16 Certificate;
- 17 • GRP shall not commence construction, as “commencement of construction” is defined in
18 RSA 162-H: 2, III, until such time as construction financing is completely in place; and
- 19 • GRP shall not conduct any significant vegetation cutting activities above 2700 feet elevation
20 on Mt Kelsey or Dixville Peak between April 1, and August 1.

21 I am also generally familiar with federal, state and local laws, regulations, and requirements
22 affecting the Project.

23 **Q. How will BGH and Brookfield contribute to GRP’s technical capability?**

24 **A.** After the consummation of the Transaction, Brookfield will build and operate the Project.
25 Since commencing electricity operations in 1899, Brookfield and its predecessors have
26 developed considerable technical expertise in the electricity and project development fields.
27 This expertise will bolster GRP’s technical capability to both build and operate the Project.

1 Brookfield is an experienced developer and operator of wind projects in northeastern
2 North America, with a strong track record of success in both construction and operation of
3 projects. In 2006, Brookfield completed development and began commercial operation of the
4 Prince I & II Wind Energy Projects (“Prince”), the first commercial wind projects in Northern
5 Ontario. With 126 wind turbine generators creating a combined installed capacity of 189
6 megawatts and an approximately \$383 million capital cost (2006 dollars), the Prince project
7 development became Canada’s largest wind project when it came online. (By comparison, the
8 Granite Reliable Power Windpark involves just one quarter as many turbines.) Brookfield
9 successfully managed the technical aspects of Prince’s project development, interconnection, and
10 operation. During its peak, Brookfield was managing approximately 300 construction workers,
11 including contractors and sub-contractors at the Prince project. We successfully constructed the
12 Prince project to perform very well in a cold climate similar to that of the Granite Reliable Power
13 site. We brought the Prince project to commercial operation in just 14 months, on time and on
14 budget.

15 Brookfield will enable GRP to not only construct the project successfully, but also to
16 operate it safely and in compliance with the Certificate of Site and Facility. For example,
17 Brookfield’s technical team successfully integrated the Prince projects into its larger portfolio of
18 renewable power operations.

19 In the time since commercial operations commenced in 2006, we have successfully
20 operated and maintained the Prince facilities in full compliance with safety, engineering, and
21 power market requirements.

22 Additionally, we continue to develop and operate wind projects throughout North
23 America. For example, in October 2010, Brookfield completed the construction and

1 commissioning of the approximately \$142 million 50 megawatt Gosfield Wind Project in
2 Kingsville, Ontario. Like the Prince project, the Gosfield project is located in a climate very
3 similar to that of Coos County. The Gosfield Wind Project consists of 22 Siemens SWT 2.3
4 MW wind turbines, totaling 50.6 MW of installed capacity. During its peak, the Gosfield project
5 too created approximately 300 construction jobs, including contractors and sub-contractors.
6 Construction of the Gosfield Wind Project was successfully completed on time and on budget.
7 After construction, Brookfield successfully integrated the Gosfield Wind Project into its
8 operations, and operates and maintains the facility in full compliance with safety, engineering,
9 and power market requirements. In October 2010, Brookfield commenced construction on the
10 166 MW Comber Wind project, located in the town of Lakeshore, Ontario. These projects
11 illustrate the technical capabilities that Brookfield will bring to GRP to both construct and
12 operate the Project, and the GRP team's Canadian counterparts are available to GRP to consult
13 and support its successful construction and operation of the Project if needed.

14 Brookfield's wind experience extends beyond northeastern North America. Brookfield is
15 scheduled to commence construction in the first quarter of 2011 on its 102 MW Coram Wind
16 project in Tehachapi, California. The Coram Wind Project is expected to be commissioned in
17 2011, and will be one of the first projects to interconnect at the new California Wind Hub
18 substation near Tehachapi Pass. The Coram project further demonstrates Brookfield's technical
19 capability to develop and build wind projects very similar to the Granite Reliable Power Project.
20 For example, both Coram and Granite Reliable will generate power with the same Vestas V90 3
21 MW turbines.

1 The following chart summarizes these examples of successful projects, ranging from the
 2 pre-construction phase through commissioning and operation, demonstrating Brookfield's
 3 technical capability to construct and operate the Granite Reliable Power Windpark Project.

4 **FACILITIES**

5

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

6

7 On top of this significant experience developing and operating wind generation stations,
 8 Brookfield has considerable technical expertise in operating a broad portfolio of other renewable
 9 power plants, including eight hydro-electric stations on the Androscoggin River in New
 10 Hampshire. Internationally, Brookfield manages a portfolio including 170 generating facilities
 11 totaling 4,292 megawatts of capacity, nearly half of which (2,021 megawatts) is located in the
 12 United States.

1 **Q. What resources and expertise will Brookfield provide to ensure the project is**
2 **constructed as planned?**

3 A. Brookfield's technical team of project managers, engineers, technicians, and consultants
4 provides support for construction and operation of its generation portfolio, which will include the
5 GRP Project. For construction projects, Brookfield employs a Project Execution Plan which
6 centralizes in one dynamic document project scope, organization, objectives, costs, schedule,
7 controls, risk management, commissioning and close-out. See Exhibit Cutter-2 to this testimony
8 for a sample Project Execution Plan table of contents. This Project Execution Plan is integral to
9 getting all project participants aligned. Brookfield's project management teams have been able
10 to resolve all technical problems encountered to complete each of the wind projects mentioned
11 above. As with most project developers, Brookfield coordinates the actual construction of a
12 project with equipment suppliers and construction companies. For example, GRP has selected
13 RMT, Inc. as the contractor to construct the Project. RMT is a leader in the development,
14 design, and construction of wind energy facilities, and has been involved in the design and
15 construction of over 3,800 MW of wind energy capacity in the past decade. RMT has been a
16 market leader in the engineering, procurement, and construction of renewable energy facilities
17 for more than 30 years. See Exhibit Cutter-3 for proposed Construction Team and Engineering
18 Teams.

19 **Q. Who are the key players in Brookfield's management team for the Project?**

20 **A.** Brookfield has a highly skilled on-the-ground technical team as well as a set of in-house
21 advisors who provide comprehensive experience across various disciplines.

22 In addition to myself, the Project team includes:

- 1 • Shane Melski, Vice President, Wind Development at BRPI, U.S. Operations. His 14 years of
2 experience include previous work with Vestas, the manufacturer of the turbines for the
3 Project. Mr. Melski has been involved with wind developments including the 320 MW
4 Maple Ridge Wind Farm in New York, which was built as the largest wind project east of the
5 Mississippi River, as well as the 307 MW Stateline Wind Farm in Oregon and Washington.

- 6 • Brian French, P.E., will serve as Project Manager for the Granite Reliable Power Windpark.
7 Mr. French has experience managing a variety of renewable projects in New Hampshire and
8 around the world. He participated in the redevelopment and rehabilitation of hydroelectric
9 projects at existing dams in New Hampshire and Maine. On projects including Gregg’s Falls
10 Hydro in Goffstown, Pembroke Hydro in Pembroke and Milton Hydro in Milton, his
11 responsibilities included licensing, environmental permitting, preparation of the construction
12 and turbine-generator procurement contracts, contractor selection and owner’s project
13 management during construction and commissioning. He also managed the completion of a
14 waste-to-energy plant in Islip, New York whose developer was in bankruptcy. He was
15 responsible for directing the completion contractor to finish the work, get the facility ready
16 for testing and turning it over to the Town of Islip. He has also managed the development
17 and construction of greenfield, hydroelectric generating projects in Latin America.

- 18 • Pip Decker will serve as Assistant Project Manager. Mr. Decker has been the key on-the-
19 ground developer of the Project for GRP, actively involved in land, environmental,
20 regulatory and technical issues over the course of the last three years. His ongoing
21 involvement in the Project will provide important consistency for stakeholders, project
22 management and regulatory compliance.

23 The Technical Advising team includes:

- 24 • Jim Deluzio now serves as General Manager responsible for operations/maintenance of
25 Brookfield’s wind projects. His 24 years of experience include management responsibility
26 for the construction and commissioning of the Prince I, Prince II, Gosfield, and Comber wind
27 projects.

- 1 • David Alfred Hurd, a Registered Professional Engineer in Ontario, has 26 years of
2 experience. He currently serves as Operation and Maintenance Manager, giving him
3 responsibility for operation and maintenance planning and execution for Brookfield's Prince
4 I, Prince II, Gosfield, and Comber wind projects.

- 5 • Ian Kerr, a Registered Professional Engineer in Ontario, has over 20 years of experience with
6 operations, maintenance and project development of hydro and wind facilities at Brookfield,
7 Newfoundland Power (Fortis Inc.) and BC Hydro.

- 8 • Berk Gursoy, a Registered Professional Engineer in Ontario, has over 15 years of
9 transmission and wind project development, engineering, construction, O&M experience at
10 BRPI and subsidiaries, Acres International Ltd. and international companies. At Brookfield,
11 he continues to be involved in the Gosfield and Comber projects.

- 12 • Jean Pellerin, a Member of the Ordre des Ingénieurs du Québec (OIQ), brings 24 years of
13 experience to his role as technical advisor for the Project. Mr. Pellerin supervised the design
14 and engineering activities associated with the Prince I, Prince II, Gosfield, and Comber
15 projects.

16

17 **Q. How will GRP's day-to-day plant operations be affected by the Transaction?**

18 **A.** By bringing Brookfield's considerable expertise to the Project, the Transaction
19 strengthens GRP's technical capabilities to operate the Project. GRP will continue to own the
20 Project and hold the Certificate. Day-to-day responsibility for operations will rest with
21 Brookfield and the key operational management personnel identified in the Application.
22 Through a management services agreement, Brookfield will manage the Project's on-site plant
23 operations, ranging across the board from human resource matters to technical engineering
24 matters, environmental, health and safety matters. This is a proven model for providing
25 technical and management services which Brookfield has successfully implemented at several

1 other projects including the Hydro Kennebec LLC project in Maine. When necessary,
2 Brookfield will hire other personnel or consultants to help perform defined tasks or projects
3 associated with operating the Project. For example, professional engineers may be consulted to
4 address certain technical issues, regional crane operators may assist with tasks requiring
5 expertise in rigging and lifts, and certain high voltage electrical work could be performed by
6 PSNH or other qualified contractors in coordination with Brookfield personnel.

7 In addition, the turbine supplier Vestas guarantees each turbine for the first two full years
8 of operation. As part of the Vestas warranty, during this period, Brookfield’s turbine technicians
9 will maintain the Project with support from Vestas technicians. This team will be responsible for
10 both scheduled preventative maintenance and unscheduled turbine maintenance. Granite
11 technicians will be trained and certified by Vestas to operate and maintain these turbines and
12 related equipment. Preventative maintenance is performed semi-annually on every turbine, and
13 includes inspection, lubrication, fastener re-torquing and oil sampling. Major maintenance, such
14 as main component change out, will be performed based on industry standards for turbine
15 inspection and main component condition assessment. Brookfield has a strong working
16 relationship with turbine supplier Vestas, and plans to deploy Vestas turbines in other wind
17 power projects.

18

19 **Q. What technical expertise is required to operate and maintain a windpower project?**

20 **A.** Operating and maintaining a wind power project requires technical expertise in several
21 areas, including expertise in the following:

- 22 1. Wind turbine operation.
- 23 2. Troubleshooting of wind turbine system faults or trips.

1 3. Preventative maintenance on wind turbines and all related electrical and mechanical
2 systems and components.

3 4. High voltage system operation and preventative maintenance.

4 5. Crane rigging and logistics for major component change outs.

5
6 **Q. Does Brookfield have the requisite technical expertise in the areas that you have**
7 **outlined above?**

8 **A.** Yes. Brookfield's managers and technicians have substantial experience in the
9 maintenance and operations of modern wind turbine generation facilities, including all of the
10 areas described above. In addition, Brookfield will contract with leading specialty contractors
11 and engineering firms to augment its own capabilities when necessary or beneficial to its
12 operations. Brookfield owns and operates over 100 hydro electric generating stations in the US,
13 and will employ similar personnel and management processes to successfully operate GRP. See
14 Exhibit Cutter-4 for the organizational structure of Brookfield's New England Operations, which
15 will manage GRP, along with selected staff profiles illustrating Brookfield's technical expertise.

16 **Q. Does Brookfield have experience with the technical aspects of renewable power**
17 **projects in New Hampshire and New England?**

18 **A.** Yes. Brookfield successfully operates eight hydro-electric generating stations in New
19 Hampshire. These include six hydro-electric generating stations on the Androscoggin River
20 which Brookfield acquired in 2002, as well as the Pontook and Errol hydro-electric stations
21 which Brookfield acquired in 2003. These eight stations have a total installed capacity of 45
22 megawatts. Brookfield has demonstrated a successful track record of safe and successful
23 operations of its renewable power projects in New Hampshire.

1 Brookfield has a similar track record of technical success with its seven hydro-electric
2 facilities in Maine with a total installed capacity of 131 megawatts. Together, these facilities
3 produce 1,043 gigawatt-hours of electricity annually. Through its record of successful operation
4 of renewable power projects in New Hampshire, the region, and the globe, Brookfield has
5 proved that it possesses the technical capability to operate the Project.

6 **Q. Does Brookfield have the technical capability to assure operation of the Project in**
7 **continued compliance with the terms and conditions of the Certificate?**

8 **A.** Yes. As demonstrated by the Application, coupled with the information I have provided
9 in my testimony, BGH and Brookfield clearly have the technical capability to assure operation of
10 the facility will continue to comply with the terms and conditions of the Certificate.

11 **Q. Does this conclude your pre-filed testimony?**

12 **A.** Yes. I would be glad to answer any questions.

13

14


15 
16 _____
17 Michael R. Cutter
18 Vice President of Engineering and Development
19 Brookfield Renewable Power Inc.

Exhibit Cutter-1

Resume of Michael Cutter

Brookfield

Michael R. Cutter

Vice President, Engineering and Development
Brookfield Renewable Power
U.S. Operations



Profile

Over 30 years of energy and utility experience;
Executive level responsibilities in hydropower generation and electric utility operations, sales, customer service, human resources and administration;
Proven ability to lead large, complex projects of critical importance;
Demonstrated fiscal management of large operating and administrative budgets and corporate projects;
Strong emphasis on leadership, creative problem solving, and teamwork.

Professional Experience

BROOKFIELD RENEWABLE POWER, Marlborough, MA 2005-Present

VP Engineering and Development

April 2009 to Present

Responsible for a pipeline of wind and hydroelectric development and construction projects valued at over \$700M; accountability for engineering components of Brookfield's 100 existing U.S. renewable generation assets as well as engineering due diligence on acquisition opportunities.

General Manager, Southern New England Operations

2005 to 2009

Responsible for all operating, engineering, regulatory and financial aspects of 12 hydroelectric projects totaling 690 MW in three states, including a 600 MW pumped storage facility; coordinated the acquisition of Rumford Falls Hydro and successfully integrated the two plants into Brookfield's operating platform.

ENERGY ADVISORS, LLC, Winthrop, ME

Principal, Energy and Utility Consulting Firm

2001 – 2005

Consulting projects include electrical system and process efficiency improvements for large industrial customers; assisting electric utility clients on energy management and corporate efficiency issues; work with public and private entities on the design of conservation programs for the State of Maine; projects related to electric utility service quality plans in Maine and Massachusetts.

CENTRAL MAINE POWER (CMP), Augusta, Maine

1976 - 2000

Vice President, Competitive Restructuring

1998 - 2000

Officer in charge of implementing Maine's Electric Restructuring law. Led CMP's highly successful two-year, \$11M restructuring project, from legislation through to computer system implementation

Analyzed business impacts of legislation and proposed regulations, developed position documents, participated in and achieved excellent results from the public rule making process, despite strong opposition on many issues

Successfully completed the most complex, integrated set of IT system changes in CMP's history, with no adverse impact on customer service or internal productivity. A national energy supplier stated that CMP had set the standard for other utilities to meet when transforming their companies to a competitive market

Led the communication effort to educate CMP's 1500 employees on the new business environment, systems and rules. Developed the companion communications effort for the public

Directed the merger integration project between CMP and Energy East's 4 operating companies

Led six cross-company teams of executives in the areas of IT, HR, Communications, Government Affairs, Finance and Supply Chain Management in preparing for the changes required upon closing the mergers

Selected the consulting team to assist on the merger integration process for Energy East

Vice President, Operations Support Division

1997 - 1998

Integrated 14 corporate support departments into a new 350 person Business Unit. Its mission was to become the supplier of choice to all CMP Group operating companies and subsidiaries, finding internal customers for all \$90 million of services and projects.

Developed a business plan to improve the efficiency of all corporate support business units and prepare them for operating in a deregulated environment. Culture and mind-set changes were as critical as system and operational changes.

Met financial performance targets of keeping CMP A&G costs as a % of operating costs among the 10 best in the industry

Introduced customer and bottom-line emphasis to corporate support departments, which historically had not focused on these issues.

Managing Director, Energy Services and Sales

1993- 1997

Created CMP's 100 person sales and service department in response to new competitive pressure brought on by the 1992 Federal Energy Policy Act. Responsibilities included sales and service to all markets, and executive management of all conservation program delivery.

Developed an energized sales and service organization from groups of employees who had traditionally focused on customer service and technical support. Implemented a new sales management concept to the workforce and organized the department using a self-directed work team structure to speed decision making for customers.

Developed CMP's first comprehensive sales plan encompassing all major market segments, 520,000 customers and over \$850M in annual revenue

Negotiated 5-year primary supplier contracts with CMP's 22 largest industrial customers that were at risk of reducing or eliminating purchases from CMP. This intense four-month effort resulted in retaining \$180 million in annual revenue.

Directed the start-up of CMP's Energy Service business unit, Combined Energy with annual sales exceeding \$10 million.

Division Vice President, Western Operations

1991-1993

Responsible for providing electric service to 180,000 customers over a 5000 square mile service area

Managed the 320 employee workforce and \$22 million annual operating and capital project budget

Developed and implemented a new regional organizational structure which replaced a decades old, independent District Office organization. Reduced management positions in the Division from 78 to 44.

Introduced TQM principles and team management to both the union and management workforce.

Manager of Marketing and Energy Services

1987-1991

Expanded delivery of energy management services from \$3M/year to over \$20M/year

Developed 5 year, \$100 million marketing plan for energy conservation programs to meet State and corporate targets

Designed and negotiated the approval of energy conservation programs with State agencies and special interest groups

Director of Customer Services

1984-1987

Division Customer Services Supervisor

1978 - 1984

Assistant Engineer

1976 - 1978

Other

Director, Union Water Power Company

President of Cumberland and Central Securities (CMP subsidiaries)

Education

Harvard Business School, Massachusetts

Executive Education Program 1989

University of Southern Maine

MBA courses 1982-84

University of Lowell, Massachusetts

BS Electrical Engineering 1976

Exhibit Cutter-2

Sample Project Execution Plan

Brookfield

Brookfield Renewable Power [Project Name]

Project Execution Plan For the [Project Name]

IRF# []

[Date of Execution]

Management Routing:

1. _____ Kim Osmars, COO
2. _____ Michael Cutter, VP Engineering & Development
3. _____ Shane Melski, VP, Wind Development
4. _____ Tom Deedy, VP of Operations
5. _____ Project Manager

Rev.1

TABLE OF CONTENTS

Section 1 – Project Overview and Objectives

Section 2 – Project Scope

Section 3 – Project Execution

Section 4 – Project Organization

Section 5 – Project Safety & Environmental

Section 6 - Project Cost

Section 7 - Project Schedule

Section 8 – Project Controls for Cost and Change Control

Section 9 – Project Risk Management

Section 10 – Project Commissioning

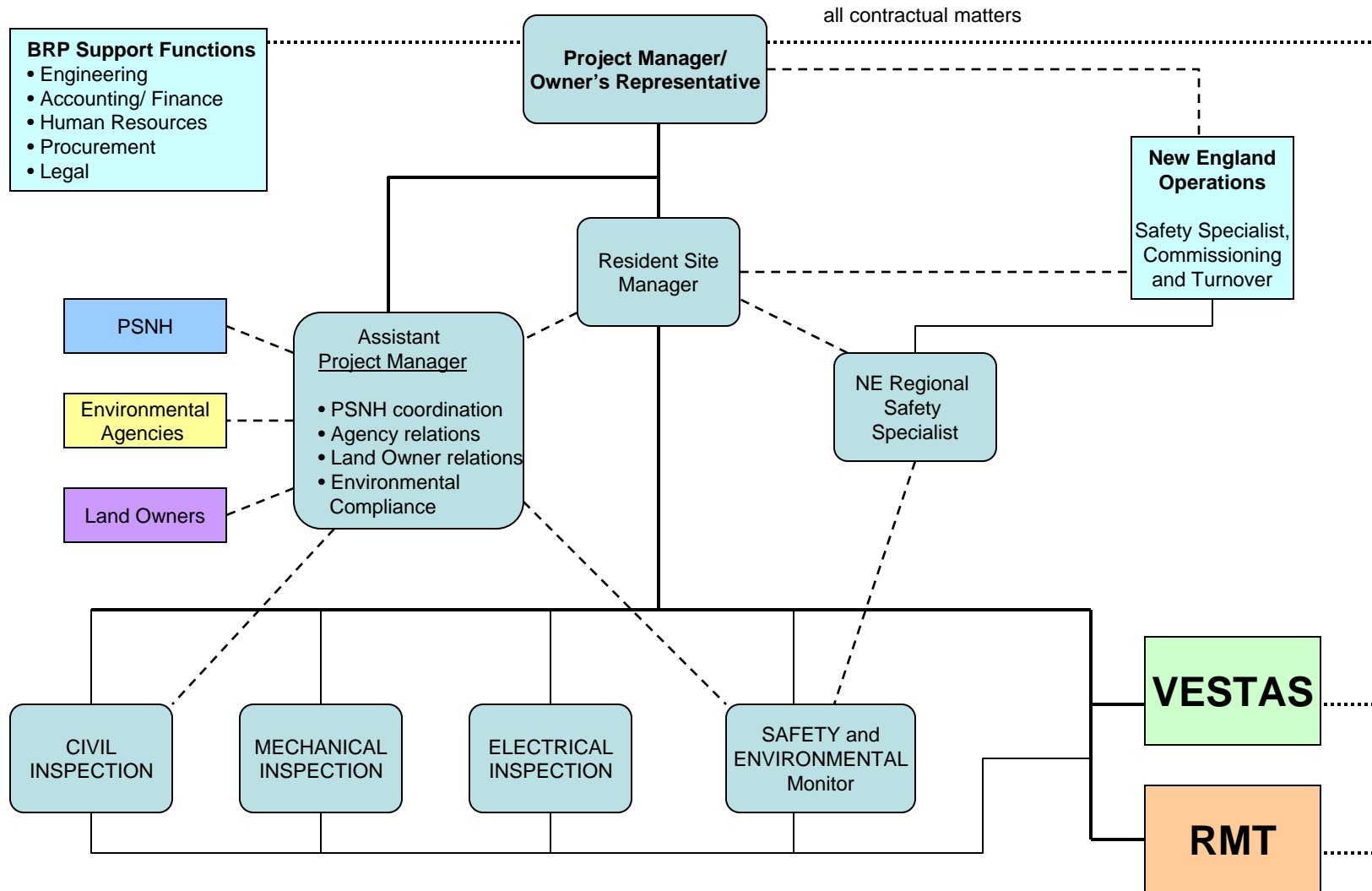
Section 11 – Project Close-out

Exhibit Cutter-3

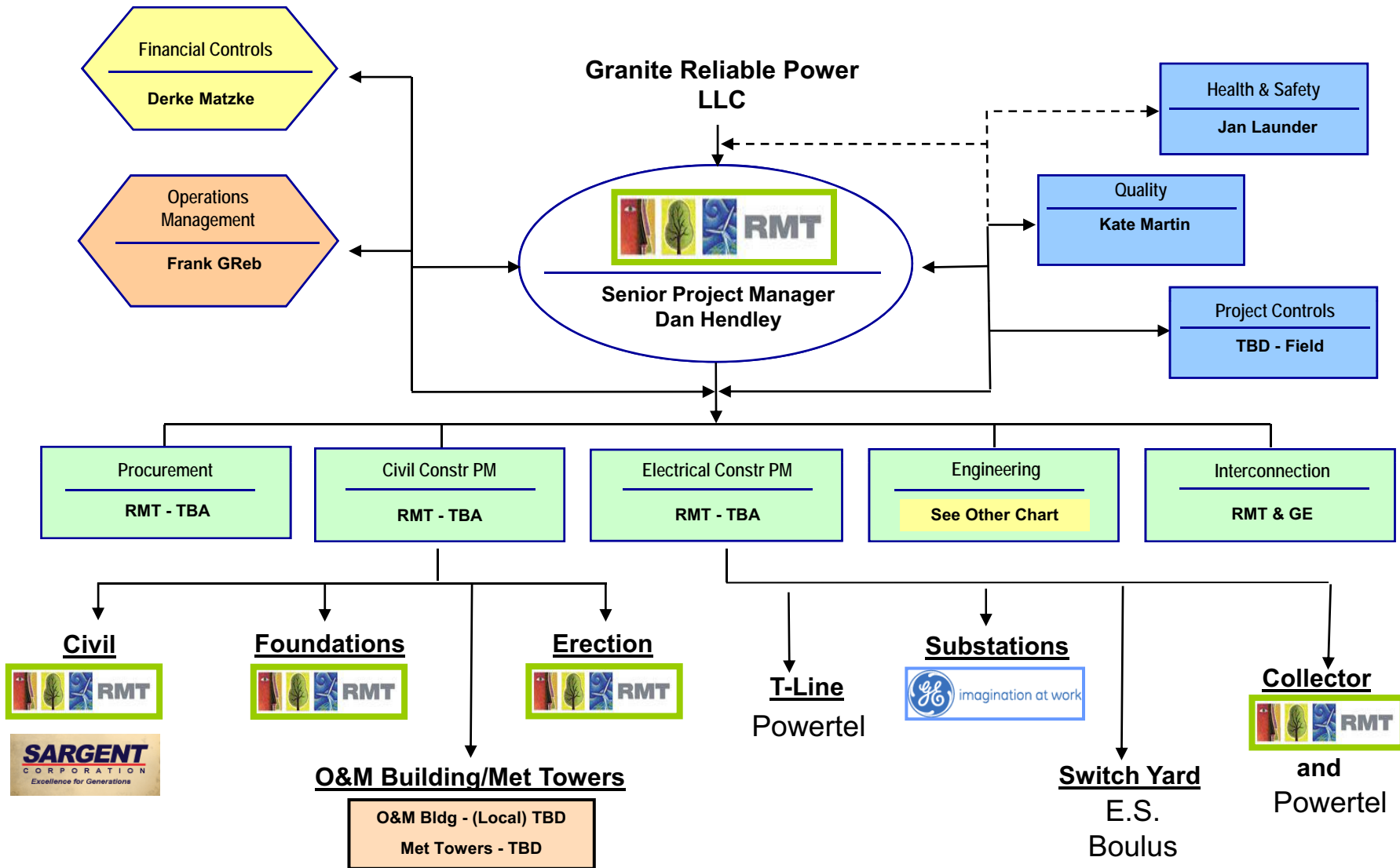
Organizational chart for construction management

GRANITE RELIABLE POWER

Organizational Chart for Project Construction



Construction Team - Draft



Engineering Team

Granite Reliable
Power LLC



Senior Project Manager to
Engineering Manager

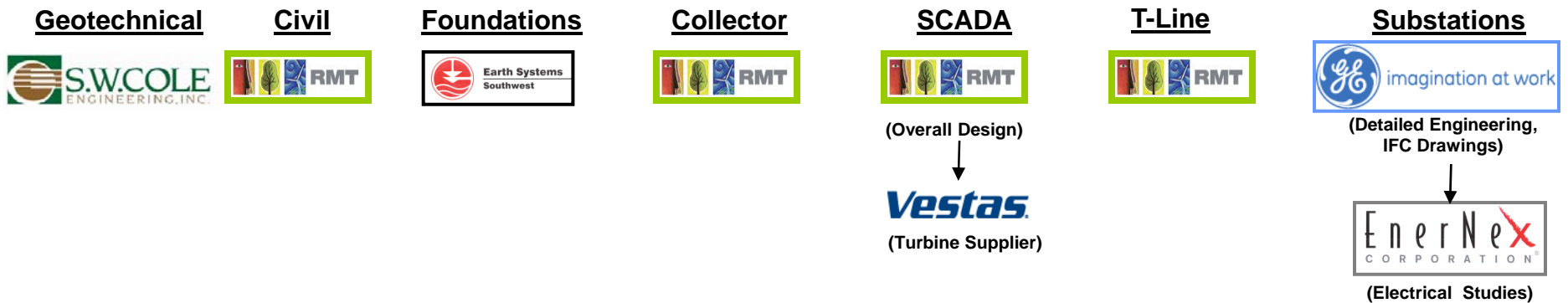
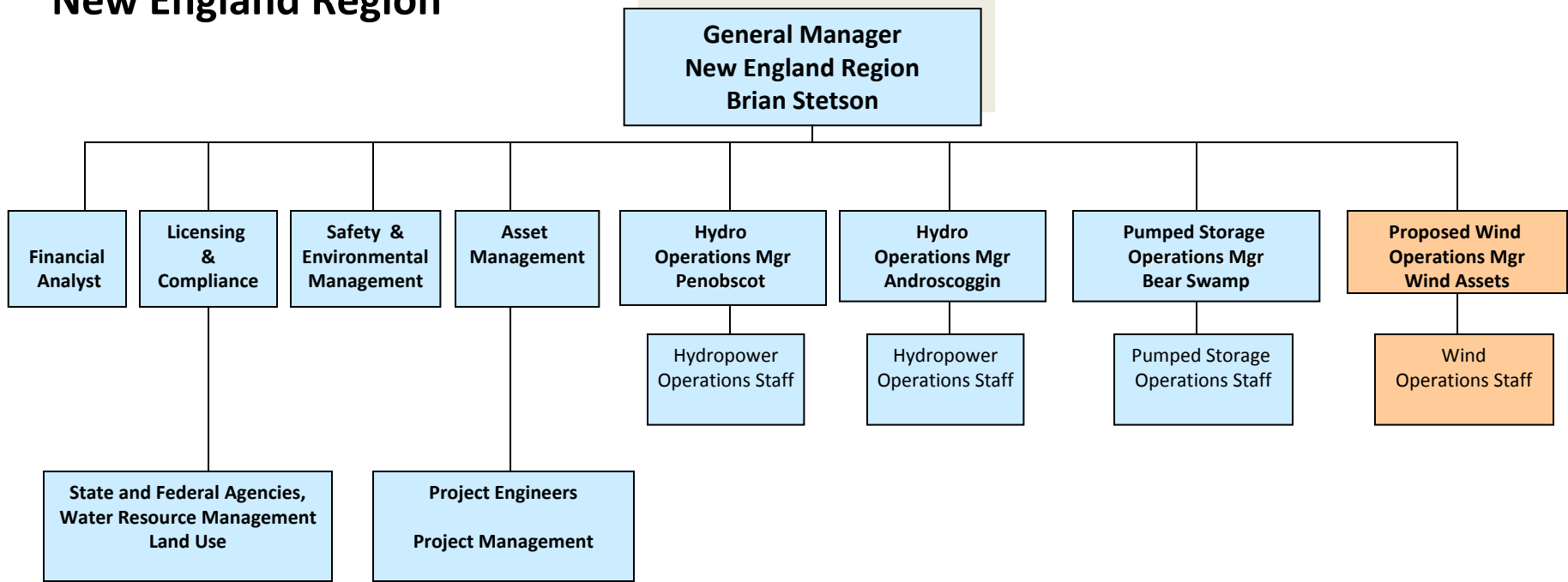


Exhibit Cutter-4

New England Region



Brookfield Renewable Power
New England Regional Operations
Staff Profiles

Brian Stetson, General Manager

Mr. Stetson has over 30 years experience in engineering, environmental & project planning and operations management. He joined Brookfield in 2005 as General Manager of Brookfield's New England Northern Operations and in 2009 was assigned senior management responsibilities for the entirety of Brookfield's New England portfolio of hydropower, representing a combined capacity of over 840 megawatts. He is responsible for planning, directing, managing and overseeing all maintenance and operations for the region's 20 stations and 68 generating units located on five rivers in New Hampshire, Maine and Massachusetts. Mr. Stetson has direct accountability for a staff consisting of safety specialists, engineers, resource managers, compliance specialists, asset managers, operators and technicians.

Stephen Mockler, Asset Manager

Mr. Mockler has over 20 years of experience in operations and manufacturing, including eight years with Brookfield in project and asset management. As Asset Manager in the New England region, he is responsible for the oversight of six to eight project engineers as well as the planning, execution and monitoring of the regional capital and major maintenance asset improvement program. In addition to his operations responsibility, in 2009, Mr. Mockler was assigned responsibility for the construction management of a 10 MW, \$35 million non-conventional hydropower project Brookfield is building at a U.S. Army Corps of Engineers auxiliary lock structure in Minneapolis, MN.

Dennis Turcotte, Operations Manager, Androscoggin River

Mr. Turcotte joined Brookfield in 2005 as a Hydro Engineer responsible for managing day to day operations for the company's New Hampshire hydro stations. In 2009, he was promoted to Operations Manager for the Brookfield's 10 hydroelectric stations located on the Androscoggin River, where he is responsible for system safety, environmental compliance and regulatory compliance. Prior to joining Brookfield, Dennis worked nearly 30 years for Katahdin Paper working his way up from a lab technician to an E/I Supervisor/Planner.

Clare Kirk, Licensing and Compliance Specialist

Ms. Kirk has over 15 years experience as an engineer and supervisor in renewable energy, environmental engineering, water resources, regulatory compliance and permitting. She joined Brookfield in 2007 with responsibilities for FERC licensing compliance, permitting for dam safety and power generation upgrades and tracking and integrating new state and federal regulations. Prior to joining Brookfield, Ms. Kirk worked for 10 years with the Massachusetts Water Authority and five years as a supervising engineer at Bechtel/Parsons Brinkerhoff's Central Artery/Tunnel joint venture.

Russell Smith, Safety & Environmental Specialist

Mr. Smith has more than 23 years of safety, environmental and loss control experience. He brought that experience to Brookfield in 2004 filling the role of Safety & Environmental

Specialist. In this role, he is responsible for ensuring the compliance with all safety and environmental regulations, the implementation of corporate safety and environmental management systems, safety training and participating in safety audits throughout Brookfield's North America operations. Mr. Smith has held similar rolls with Maine Public Service Company and the Department of Environmental Protection.