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**NH DEPT. OF
ENVIRONMENTAL SERVICES**

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Thomas Burack, Chairman
NH Site Evaluation Committee
Dept. of Environmental Services
29 Hazen Dr., Box 95
Concord, NH 03302-0095

**Re: Joint Application by Granite Reliable Power, LLC and Brookfield Power, Inc. for Approval to Transfer Equity Interests in Granite Reliable Power, LLC under RSA 162-H
SEC No. 2010- _____**

Dear Chairman Burack:

As you know, my law firm, Brennan, Caron, Lenehan & Iacopino, has acted as outside counsel to the New Hampshire Site Evaluation Committee ("Committee") with respect to a number of recent applications and other matters that have been heard by the Committee. These applications include the application of Granite Reliable Power, LLC, (SEC No. 2008-04), Lempster Wind, LLC (SEC No. 2006-01), the application of AES Londonderry, LLC (SEC No. 1998-02), the application of Newington Energy, LLC (SEC No. 1998-01) and the application of the Tennessee Gas Pipeline Company (Londonderry 20' Replacement Project, SEC No. 00-01). At present, I represent the Committee in its proceedings on the Application of Laidlaw Berlin BioPower, LLC and in the matter of the Application of Groton Wind, LLC and in the matter of Petition of Androscoggin Valley Regional Refuse District for an Exemption. We have also assisted the Committee when dealing with issues that have been raised in other contexts, such as requests for exemptions from certificates, requests for modifications of outstanding certificates and requests for jurisdictional advice. Additionally, I was involved in the efforts of the Site Evaluation Committee to promulgate administrative regulations.

It is my understanding that the Committee recently received the Joint Application by Granite Reliable Power, LLC and Brookfield Power, Inc. for Approval to Transfer Equity Interests in Granite Reliable Power, LLC under RSA 162-H. The purpose of this letter is to advise you that our office is available, ready, willing and able to represent the Committee with respect to the recently filed Application if, in fact, the Committee deems it necessary and appropriate to hire outside counsel for this purpose. I have confirmed that my office has no conflicts of interest in representing the Committee in this matter.

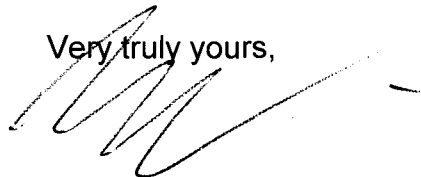
Generally, the applicant or party seeking the Committee's action has been responsible for the payment of our fees. See, R.S.A. 162-H: 10, V. In the past, our bills have been presented to the Chairman of the Committee for approval, and then forwarded to the applicant for payment. To the best of my knowledge, that system has worked well and I do not believe that there has ever been an issue raised by any applicant regarding the amount of fees charged by my Firm. (Although, as you know the lawfulness of the assessment of fees in the Merrimack Station matter is presently pending in the New Hampshire Supreme Court..)

In representing the Committee in this matter, I would propose attorney's fees in the hourly rate of \$200.00 per hour, and reimbursement for out of pocket costs and expenses incurred by counsel. To the extent that I employ the use of an associate in my office, the hourly rate for such an associate will be less than \$200.00 per hour. In no case will my office charge more than \$200.00 per hour, and our time will never be billed twice for two lawyers working on the matter at the same time, including attendance at meetings or hearings.

I can report that my firm does not have any conflict of interest with respect to representing the Committee concerning the Application.

Should you require further information about my Firm and our qualifications, I would be happy to provide that in whatever format you require. Again, I thank you for the opportunity to represent the Site Evaluation Committee and ask that you approve our representation under the terms and conditions set forth above.

Very truly yours,



Michael J. Iacopino

MJI/