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April 10, 2024

Via Email and Hand Delivery

Mr. Daniel C. Goldner
Chairman
New Hampshire Site Evaluation Committee
21 South Fruit Street, Suite 10
Concord, NH 03301

Re: Joint Petition to Change Ownership or Transfer Certificate of Site and Facility from Berlin Station, LLC to North Country Generation Holdings LLC

Dear Chairman Goldner:

Enclosed for filing pursuant to RSA 162-H:8, please find the Joint Petition of Berlin Station, LLC (“Berlin Station”) and North Country Generation Holdings LLC (“North Country”) for Administrative Approval of a Change in Ownership or the Transfer of a Certificate of Site and Facility Issued to Berlin Station, LLC to North Country Generation Holdings LLC (collectively, “Joint Petitioners”). The Joint Petition is being filed electronically, and a paper copy will be hand-delivered to your attention along with the filing fee addressed below.

The Site Evaluation Committee (“the Committee”) issued a Certificate of Site and Facility (“Certificate”) authorizing the construction and operation of a 70 megawatt (“MW”) wood biomass-fired generating station in Berlin, New Hampshire (the “Facility”) on November 10, 2010 (SEC Docket No. 2000-02). The Certificate was later amended to allow the Facility to operate at a nameplate capacity of 75 MW and transferred to Berlin Station on July 12, 2011 (SEC Docket No. 2011-01). The Certificate was amended again on April 16, 2013 (SEC Docket No. 2011-01). Berlin Station holds the Certificate and leases the Facility to Burgess BioPower, LLC (“Burgess”).

As explained in more detail in the Joint Petition, as a result of cases commenced by Berlin Station and Burgess under chapter 11 of the U.S. Bankruptcy Code, Joint Petitioner North Country may either (1) purchase the equity of Berlin Station and Burgess and become

those entities' new upstream owner; or (2) purchase all or substantially all the assets of Berlin Station and Burgess, including the Facility.

The Joint Petitioners respectfully request that you appoint a three-member subcommittee pursuant to RSA 162-H:4-a, III (the "Subcommittee"), and that the Subcommittee expeditiously review and administratively approve the Joint Petition pursuant to RSA 162-H:8, VI. Accompanying this filing is a check payable to the State of NH-Site Evaluation Committee in the amount of \$3,600, pursuant to the fee schedule set forth in RSA 162-H:8-a, II(d)(3) for the administrative review of a transfer of ownership of a certificated facility by a three-member Subcommittee.

We understand that RSA 162-H:8 was recently amended to require that requests for changes in ownership or transfers of certificates be signed and sworn to by the executive officer(s) of the corporation(s) making application to the Committee. Pursuant to this new requirement, the signature block to the Joint Petition includes a separate signature and notarization for both of executives at the petitioning companies. Because the Joint Petition includes certain information that is specific to one or more of the Joint Petitioners, but not all of them collectively, the affirmation accompanying the notarization has been tailored to make clear that the signatories swear only to the information as it relates to their respective entities. This approach recognizes that, for example, the executive of Berlin Station cannot swear to information that is germane to or only in the possession of North Country.

Further, with the amendment of RSA 162-H:8, VI, we understand that the process for approval of changes in ownership has changed from an adjudicative proceeding to an administrative proceeding requiring approval of the requested change in ownership within 90 days. However, because the Committee has yet to issue regulations regarding the procedures associated with this administrative review, Joint Petitioners have been guided by (but are not necessarily bound by) previous proceedings and have submitted Pre-Filed Testimony filed in support of the Joint Petition with appropriate attestations, which the Subcommittee members may rely on during their administrative deliberations.

In addition, because North Country's *Pro Forma* Statements of Assets and Liabilities (Attachment 9 to the Joint Petition) and the Unredacted Pre-Filed Testimony of R.J. Arsenault (Attachment 4a to the Joint Petition) contain highly sensitive and confidential financial and commercial information, we are contemporaneously filing a Motion for Protective Order and Confidential Treatment requesting protection and confidential treatment of the aforementioned documents. This electronic filing includes a redacted version of the Pre-Filed Testimony of R.J. Arsenault, while the unredacted confidential documents have been stamped CONFIDENTIAL and are being hand-delivered to your attention in a stamped and sealed envelope along with the paper copy of this filing.

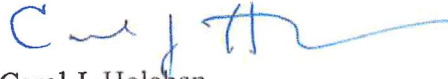
Chairman Goldner

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Thank you for your assistance.

Very truly yours,



Carol J. Holahan
For Berlin Station, LLC

And



Mark Dean
**For North Country Generation Holdings
LLC**

cc: Aaron Lang, Esq.
Lindsay Zahradka Milne, Esq.