

BY HAND DELIVERY

July 25th, 2017

Department of Energy Resources

c/o Judith Judson

Commissioner

Massachusetts Department of Energy Resources

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RE: Massachusetts Clean Energy RFP: Brookfield Hydro Conversion Project

To the Soliciting Parties:

Brookfield Energy Marketing LP (“BEMLP”) is pleased to submit its enclosed proposal for Firm Service Hydroelectric Generation from Incremental Hydroelectric Generation via Long Term Contract from its portfolio of hydro generating assets located on the Penobscot River in the State of Maine (the “Project”) in response to the Massachusetts Request for Proposals for Long-Term Contracts for Clean Energy Projects (the “RFP”).

BEMLP wishes to assist Massachusetts in cost effectively meeting its clean energy goals by providing 20.8 megawatts (MW) of Incremental Firm Hydro energy into New England. The Brookfield Hydro Conversion Project (the “Project”) consists of repowering and converting five (5) generators from 40 Hz to 60 Hz at two (2) hydroelectric stations on the Penobscot River in

Maine that form part of our Penobscot River Facility (the “Facility”). The Project will provide 60 GWh/yr of Incremental Qualified Clean Energy in compliance with the RFP requirements.

We are confident that our Project will help Massachusetts in meeting both the defined objectives of the RFP, as well as broader environmental challenges that the Commonwealth is addressing. Our offer would provide significant and lasting benefits to rate payers including:

- Base-load renewable energy deliveries;
- Direct and indirect energy, capacity and REC price savings and price reductions;
- Reduction in carbon emissions;
- Reduced winter reliance on fossil generation;
- Increased reliability; and
- Regional economic benefits.

Our Project’s main features consist of the following:

- Hourly firm renewable energy delivery of 20.8 MW for 20 years;
- A winter 7X24 flat schedule (November to February inclusive);
- Very low delivery risk, as the proposed schedule is firmed from the portfolio of stations available in the Facility;
- Guaranteed start date before 2020; and
- No permitting or development risk.

However, we are open and prepared to discuss alternate structures that may be preferable to the Contracting Distribution Companies.

We are hand delivering seven (7) copies of each of a Confidential Full Version and a Redacted Public Version of our Project proposal on appropriately labeled CD-ROMS as specified by Appendix H and required by Section 1.7.3 of the RFP.

The enclosed CD-ROMs include the requested CPPD form. We have completed each applicable section of the RFP Application Form by reproducing the form’s questions with answers to each in pdf format, together with the relevant attachments. Ease of navigation and easy access to attachments is provided by clicking on active hyper-links references in the body of the Project proposal. The attachments also include an active Excel workbook for the CPPD Forms in the Confidential version.

The Bid Fee in the aggregate amount of \$7,800.00 has been made by wire transfers in accordance with your posted instructions as follows:

Electric Distribution Company	Remittance Percentage	Bid Fee Due
National Grid	45.72%	\$3,566.16
Eversource Energy	53.15%	\$4,145.70
Unitil	1.13%	\$88.14
Total	100%	\$7,800.00

We look forward to the evaluation of our Project's proposal and stand ready to provide any further information or assistance that you may require.

Respectfully submitted,

Brookfield Energy Marketing LP

< Signed in Confidential Version >

Josée Guibord

Senior Vice President and Secretary

CONFIDENTIAL

Brookfield Hydro Conversion Project

Brookfield Energy Marketing LP

Mass RFP Response
July 2017

SECTION 83D

REQUEST FOR PROPOSAL APPLICATION FORM

APPLICANT INFORMATION

Applicant: Brookfield Energy Marketing LP

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SECTION 1 OF APPENDIX B TO THE RFP CERTIFICATION, PROJECT AND PRICING DATA

The Certification, Project and Pricing Data (“CPPD”) document is a Microsoft Excel workbook that is provided on the website at www.MACleanEnergy.com.

CPPD is attached as a separate document.

SECTION 2 OF APPENDIX B TO THE RFP EXECUTIVE SUMMARY OF THE PROPOSAL

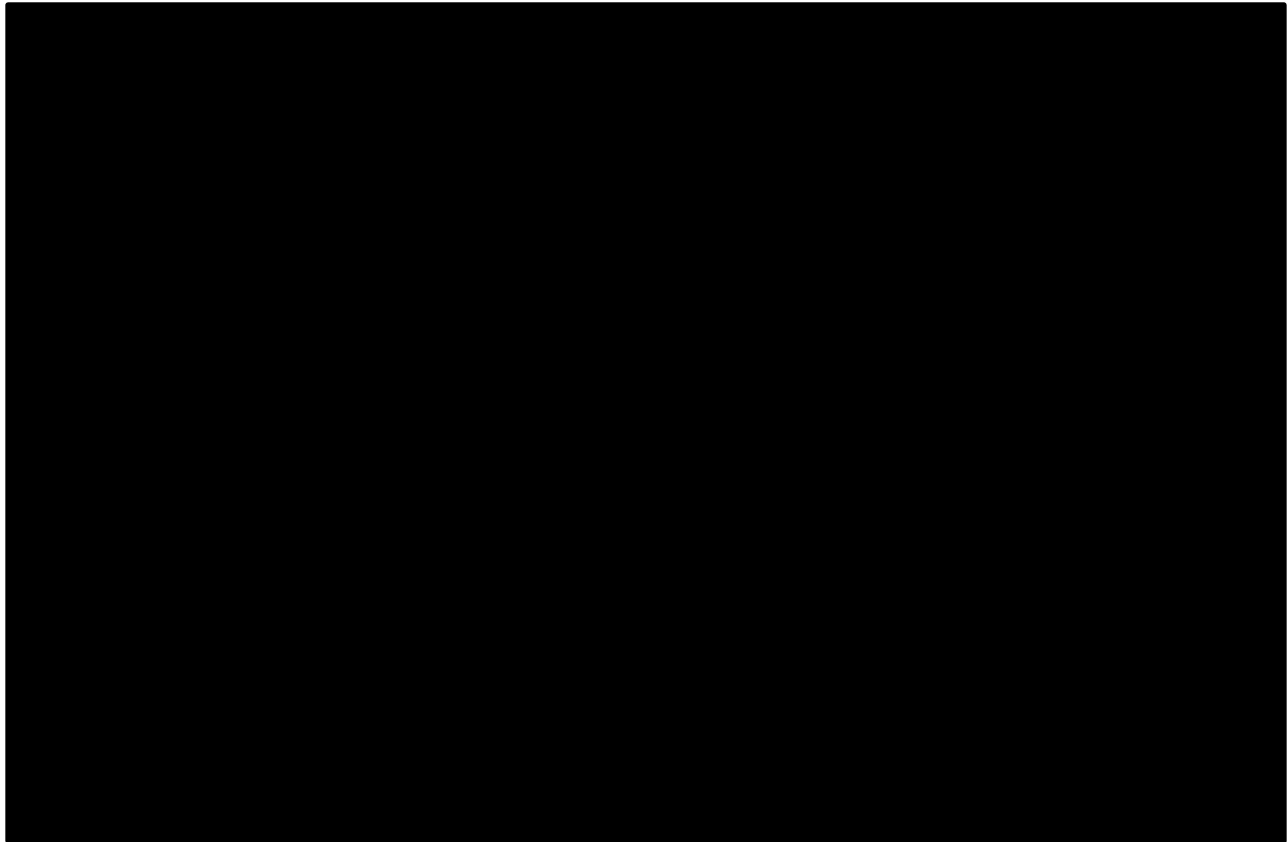
The bidder is required to provide an executive summary of the project proposal that includes a complete description of the proposed generation and/or transmission bid, the proposed contract term and pricing schedule, and other factors the bidder deems to be important.

In response to the Massachusetts Request for Proposals for Long-Term Contracts for Clean Energy Projects (the “RFP”), Brookfield Energy Marketing LP (“BEMLP”), in association with its affiliate Great Lakes Hydro America (“GLHA”), is pleased to offer Firm Service Hydroelectric Generation from Incremental Hydroelectric Generation via Long Term Contract (the “PPA”). The Incremental Hydroelectric Generation will be offered from our portfolio of hydro generating assets located on the Penobscot River in the State of Maine (the “Penobscot Hydro Facility” or the “Facility”). The Penobscot Hydro Facility includes the McKay, North Twin, Millinocket, Dolby, Weldon and East Millinocket stations and generating equipment.

GLHA intends to convert and upgrade five (5) 40 Hz generators to 60 Hz (three at its Millinocket Station and two at its Dolby Station) at the cost of [REDACTED] and make them available to ISO-NE administered markets. This Conversion Project (the “Brookfield Hydro Conversion Project” or the “Project”) will result in an additional 20.8 MW ICAP of 60 Hz generation and produce an estimated 60 GWh of incremental energy per year compared to the average historical three years reference period as per the conditions of the RFP. The generators were previously serving 40 Hz load behind the meter at sites formerly occupied by paper mills. The generators have been mothballed since the retirement of that load in 2014.

The Incremental Hydroelectric Generation will be produced on an annual schedule, but be offered to the contracting Distribution Companies (the “DCs”) by the Facility on a firm hourly, winter schedule basis as per the chart below. We believe that this proposal represents a valuable product for the DCs with a firm delivery commitment from the Facility during the peak winter period.

Chart 1: Annual Hydroelectric Generation and Delivery Schedule: Brookfield Penobscot Facility



We believe our proposal meets the criteria outlined in the RFP and demonstrates an understanding of the goals of the Commonwealth in pursuing their long term carbon reduction objectives:

- The Project will result in an increase in annual generation over the previous three-year average (2014 to 2016) of approximately 60 GWh;
- The energy will be offered on a compressed winter schedule made possible through firming from the Facility's other stations, providing valuable firm energy during the winter season;
- The incremental 20.8 MW of capacity available to ISO-NE administered markets is expected to qualify in Forward Capacity Market (FCM) auctions; and
- The incremental energy and associated environmental attributes may also be eligible to receive MA or ME Class I RECs, and potentially other similar State programs, which could enhance the benefits for the DCs.

The Project is already at an advanced stage for its Interconnection Process with ISO-NE (expected completion before the end of 2017), with no major upgrades identified in the system impact study completed on behalf of ISO-NE.

We are confident that our Project will help Massachusetts in meeting both the defined objectives of the RFP, as well as broader environmental challenges that the Commonwealth is addressing. Our offer would provide significant and lasting benefits to rate payers including:

- Base-load renewable energy deliveries;

Green Communities Act Section 83D Request For Proposal

- Direct and indirect energy, capacity and REC price savings and reductions;
- Reduction in carbon emissions;
- Reduced winter reliance on fossil generation;
- Increased reliability; and
- Regional economic benefits.

SECTION 3 OF APPENDIX B TO THE RFP

OPERATIONAL PARAMETERS

- 3.1 *Maintenance Outage Requirements – Specify partial and complete planned outage requirements in weeks or days for all generation facilities and transmission facilities. Also, list the number of months required for the cycle to repeat (e.g., list time interval of minor and major overhauls, and the duration of overhauls).*
-

Maintaining high reliability and availability of all plants is critical. To the greatest extent possible, the operating teams perform periodic and planned maintenance activities during periods of low hydrology. On average and historically, the Facility availability factor has been and is expected to be greater than 90%.

While we are proposing a volume of energy that is marginal compared to the overall generating profile of the Portfolio, maintenance outages will be sequenced to assure a consistent supply of Qualified Clean Energy will be available to meet all of our obligations during the term of the PPA.

- 3.2 *Operating Constraints – Specify all the expected operating constraints and operational restrictions for the project (i.e., limits on the number of hours a unit may be operated per year or unit of time). If the bid includes firm deliveries, list the anticipated situations and frequency of interruptions of transmission sources which would affect power deliveries.*
-

The Project will not have significant operating constraints, nor are there restrictions over the Facility that would be material to the delivery of the Firm Winter Product. While individual units/stations within the Facility may operate under certain constraints, as a portfolio there are no practical operating constraints or operational restrictions that are expected to impact the Facility's ability to supply energy to the contracting DCs in accordance with the terms of this Proposal. As mentioned above, the Facility has traditionally achieved a very high fleet-wide availability of over 90%.

Periodic planned maintenance outages and interruptions at the 115 kV transmission line connecting Powersville Road to Keene Road may occasionally affect the ability of the Project to deliver the firm energy and outages are not expected to be material or beyond industry standards. In addition, every effort will be made to schedule planned outages around the proposed winter schedule.

- 3.3 *Reliability – Describe how the proposal would provide enhanced electricity reliability to Massachusetts, including its impact on transmission constraints.*
-

There are two aspects of electric system reliability:

- **Resource adequacy**, which is enhanced by a diversity of sources; and
- **Firmness of Winter Supply**, which would assure delivery during that critical period of the year.

The Project will introduce an estimated 60 GWh of incremental clean, renewable power into New England, helping to mitigate the risks of nuclear and thermal generation retirements occurring

between now and 2020, as anticipated by ISO-NE in the Generation Retirement Study dated June 14, 2013.

The Project will also increase diversity to the New England region's generation fuel mix, helping to reduce dependence on natural gas, and enabling a more base-load delivery pattern during the critical winter peak months.

[REDACTED]

3.4 Moderation of System Peak Load – Describe how the proposal would contribute to moderating system peak load requirements and provide the following information:

- i) Estimated average output for each summer period (June- September) from 1:00 - 6:00 pm*
- ii) Estimated average output for each winter period (October-May) from 5:00 – 7:00 pm*

[REDACTED]

[REDACTED]

Table 1: Seasonal Average Output

3.5 Development Stage of all physical aspects of the bid – Describe whether the project is in operation, in construction or in the development phase.

- (a) If in operation, when did the project achieve commercial operation.*
- (b) If in construction, when did construction commence and what are the projected dates for initial testing and commercial operation.*
- (c) If the project is partly in one development stage and partly in another, please explain in detail the status of the project.*

If the proposed project is an expansion, repowering, environmental investment or other modification of an existing Facility, please describe the project in detail, the total cost and

cost on a \$/kW basis specifying the existing project and the proposed expansion, repowering or other modification. Indicate any incremental or decremental capacity.

The Facility is already in operation, the planning and development of the Project's main elements are well advanced. The scope of the Project includes converting three units at Millinocket Station and two units at Dolby Station from 40 Hz to 60 Hz and upgrading existing infrastructure as needed, including, but not limited to, Generator Step Up transformer and other generation related equipment to accommodate the increased 60 Hz load, as needed. The converted units will be removed from a 40 Hz bus and installed into an existing 60 Hz bus. [REDACTED]
[REDACTED]

SECTION 4 OF APPENDIX B TO THE RFP ENERGY RESOURCE AND DELIVERY PLAN

- 4.1 *For Eligible Facilities, the bidder is required to provide an energy resource or fuel supply plan for its proposed project, including supporting documentation. The fuel supply/energy resource profile information should be consistent with the type of technology/resource option proposed and the term proposed. The information requested is organized according to the type of project or energy resource. Bidders should respond to all information requests which are relevant to the bid in a timely manner.*

Hydropower

Describe the project characteristics in terms of water flow (on a monthly basis) and head, and state the assumptions regarding seasonal variations, and a conversion of such flow into megawatts and megawatt-hours.

The Facility is made up of a portfolio of 6 scheduled-release and run-of-river hydro stations situated on the Penobscot River system in the State of Maine, with a 60 Hz aggregate capacity of 94.4 MW (before the completion of the Conversion Project). Following the completion of the Conversion Project, aggregate name plate capacity for 60 Hz generation will increase by 20.8 MW to 115.2 MW. The Project Memo from Hatch (dated June 30, 2014 and included as Attachment A) summarizes the assessment of the 40 Hz turbine conversion project. In the memo, Hatch concludes that the conversion of Units 4, 5, and 6 at Millinocket Station and Units 2 and 8 at Dolby Station will result in an incremental 45.5 GWh/year of energy when compared to the Long Term Average ("LTA") for the stations. When compared to average actual generation (period 2014 to 2016) the conversion yields an additional 15.4 GWh/year.

Figure 1: Facility Map

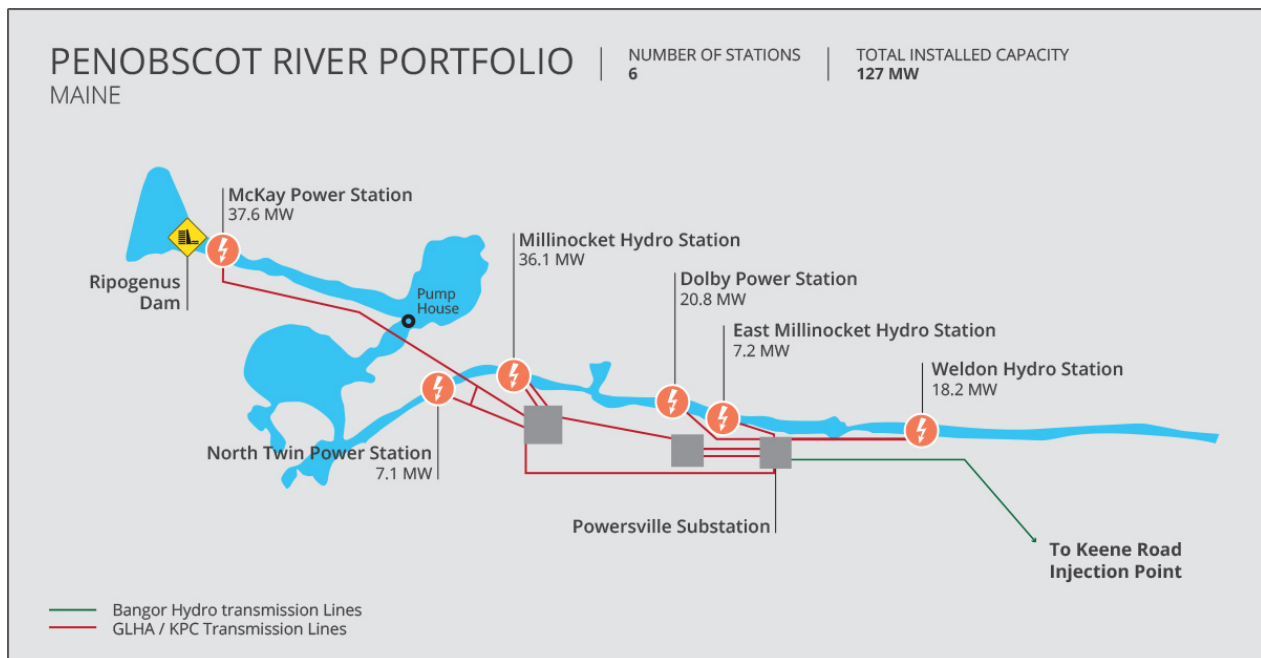


Table 2: Current Penobscot River Facility Station Information

Stations	Pre Conversion Project Installed Capacity (60Hz 40 Hz, MW)	Post Conversion Project Installed Capacity (60 Hz MW ONLY)	FERC Project Number	License Issued	License Renewal Date	Point of Interconnection
Ripogenus / McKay	37.6 0	37.6	2572	10/22/1996	9/30/2026	Powersville Rd - UN.POWERSVL115 GNRT
North Twin	7.1 0	7.1	2458	10/22/1996	9/30/2026	Powersville Rd - UN.POWERSVL115 GNRT
Millinocket	10.8 25.3	27.3	2458	10/22/1996	9/30/2026	Powersville Rd - UN.POWERSVL115 GNRT
Dolby	13.5 7.3	17.8	2458	10/22/1996	9/30/2026	Powersville Rd - UN.POWERSVL115 GNRT
East Millinocket	7.2 0	7.2	2458	10/22/1996	9/30/2026	Powersville Rd - UN.POWERSVL115 GNRT
Mattaceunk / Weldon	18.2 0	18.2	2520	9/3/1988	8/31/2018	Powersville Rd - UN.POWERSVL115 GNRT

Their latest drainage area measurements are shown in the table below.

Table 3: Penobscot Hydro Stations

Hydro Plant	Drainage Area (square miles)
McKay	1442.7
North Twin	1902.8
Millinocket	1915.2
Dolby	2133.1
East Millinocket	2136.3
Weldon	3370.7

For the Millinocket and Dolby stations (where the Conversion Project is taking place):

Table 4: Drainage

	Millinocket	Dolby	Source
Drainage area (mi ²)	1915.2	2133.1	Hatch, 2014 ⁽¹⁾
Runoff, mean (cfs/mi ²)	1.91	1.87	Hatch, 2014
Mean annual flow 1969-2012 (cfs)	3357	3687	Hatch, 2014
Mean annual flow 2002-2012 (cfs)	3451	3810	Hatch, 2014
Power conversion factor (MW/cfs) ⁽³⁾	0.00775	0.00333	Brookfield, 2017 ⁽²⁾
Rated head (ft)	108	48	Hatch, 2014

(1) Hatch, *Independent Engineer's Report on Great Lakes Hydro America, LLC Assets*, 2014

- (2) Brookfield, *Asset Characteristics Database*, 2017
- (3) Power conversion factor: factor estimating the power as a function of turbined flow, assuming constant rated head and linear power to flow relationship.

Table 5: Average Daily and Monthly Flows

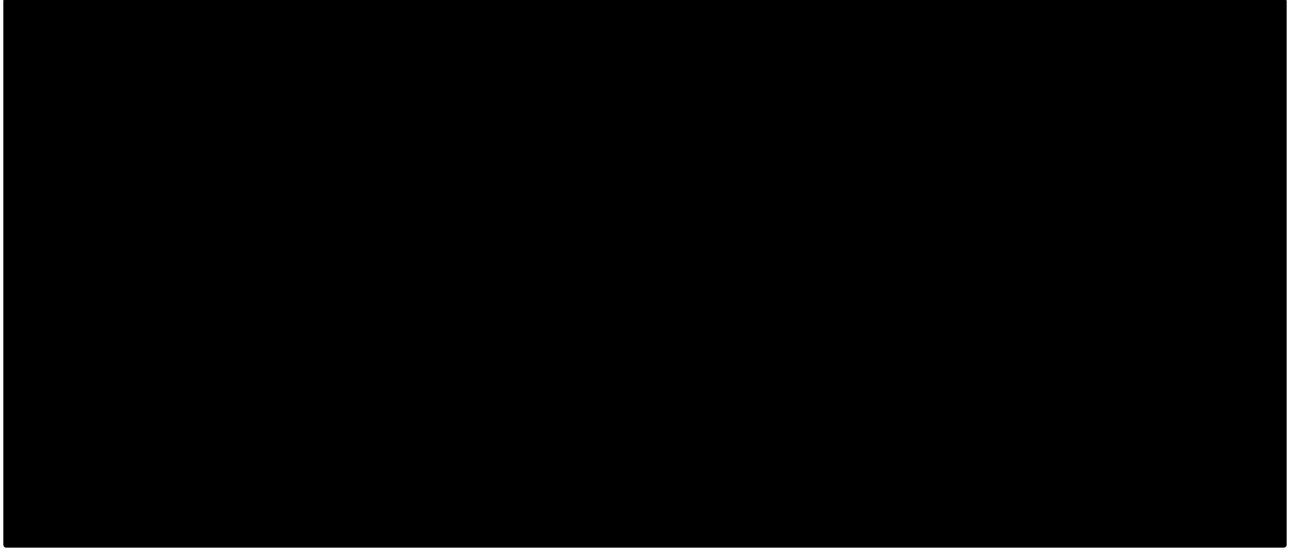
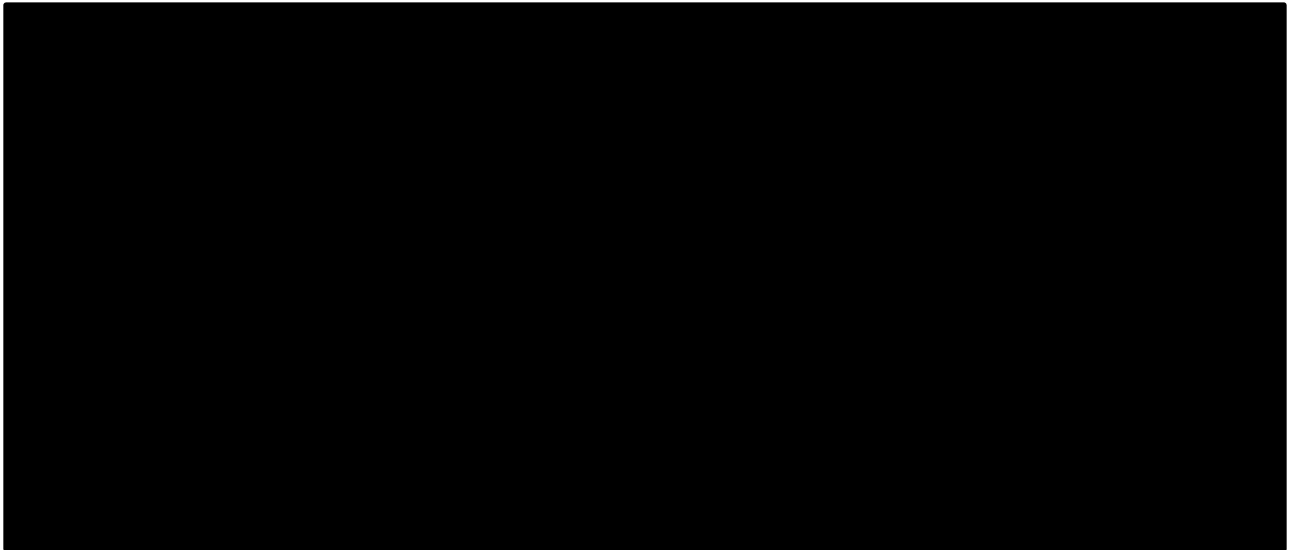
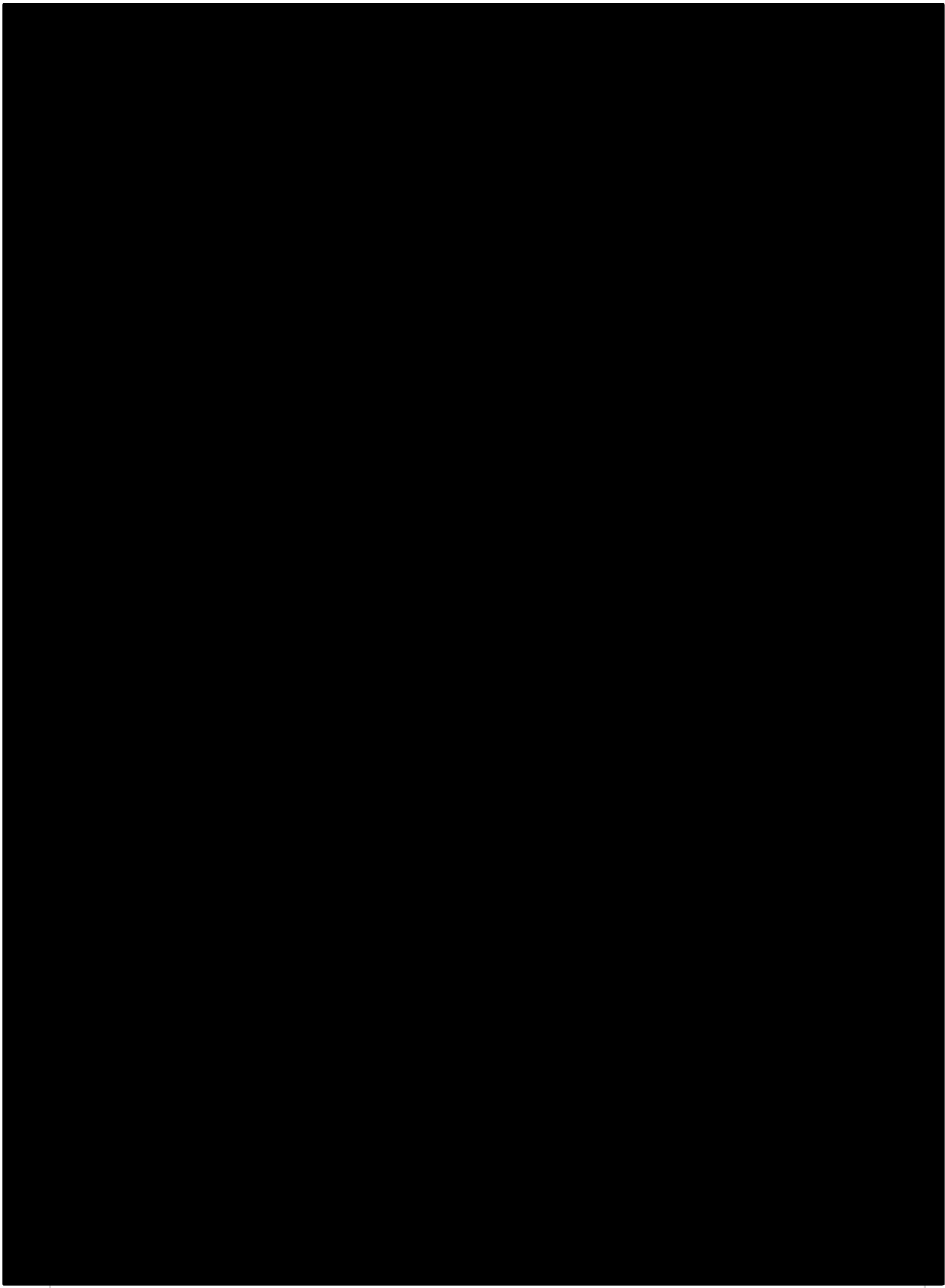
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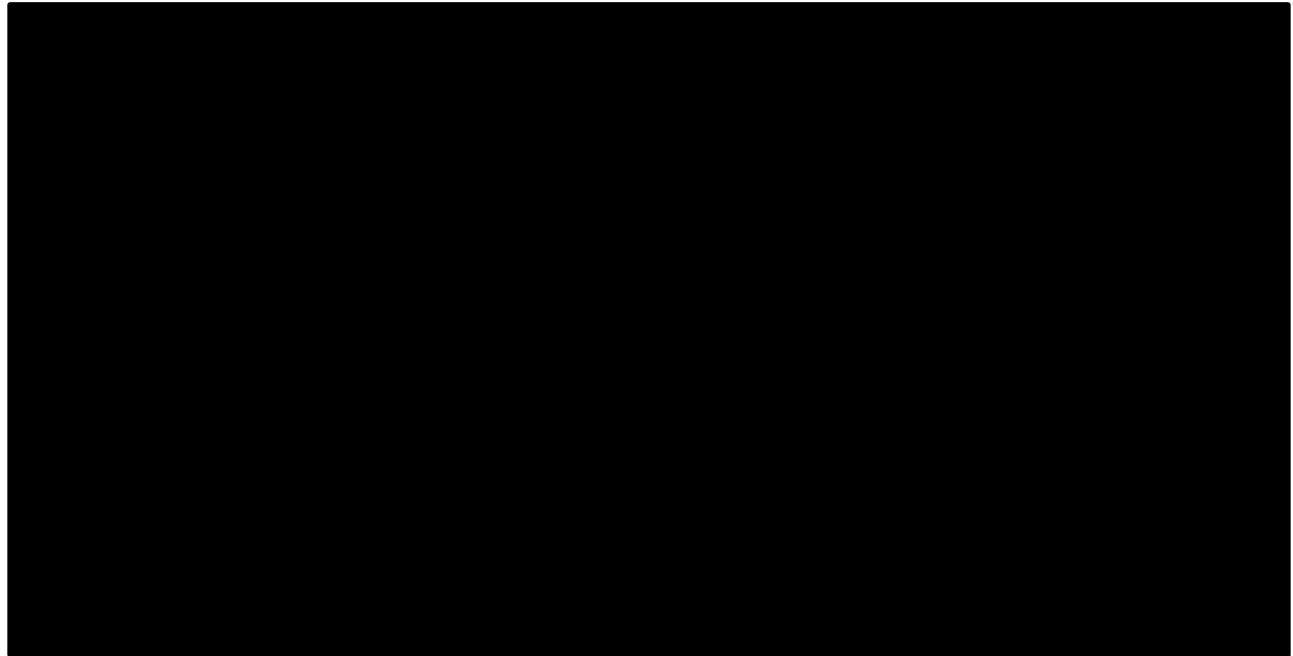
Table 6: Daily Flow Duration Curves



BEMLP can also provide energy flow duration curves upon request from the DCs.

Identify if the project is run-of-river or has storage capability.

The Facility is typically scheduled-release and run-of-river plants, with two small reservoirs upstream of the river system, and is regulated by four large lakes and five smaller lakes upstream. Since 2005, when the FERC license was renewed, the storage available for use in the large lakes has been reduced, however storage in the smaller lakes has increased. The available storage changes in the FERC license effectively balance and any changes in flow regulation downstream have been minimal. Table 7 shows average total plant outflows from the Facility for 2002 – 2012.



The Millinocket and Dolby stations are also both operated as run-of-river.

Specify if the project is new, or if the project is an expansion of an existing facility.

The Facility has been operating for decades, and the Project is an expansion of current 60 Hz installed capacity with Clean Energy Generation that is incremental to the New England Control Area when compared to the 2014 – 2016 reference period.

Describe why the generation proposal qualifies as Incremental Hydropower Generation. If the entire project is not new, specify the amount of power provided to or sold into the ISO-NE market during 2014, 2015, and 2016. Provide information which demonstrates that the resources and transmission capacity described in your proposal are capable of providing an increase in the amount of such power compared to the average power deliveries in ISO-NE over those three years.

This proposed Conversion Project provides an incremental 20.8 MW of installed capacity by repowering generating equipment that has been previously mothballed resulting in an additional 61 GWh/yr of incremental hydroelectric generation over the historical three-year average hydroelectric generation from the existing Facility.

The assessment of the incremental generation from the Facility after completion of the Conversion Project was carried out using a simulation model. This simulation model was calibrated to the existing Facility operations by an independent engineer in 2014 and was adopted for current use in assessing the future generation potential of the Facility after completion of the Conversion Project.

It is a general “multipurpose, multi-reservoir simulation” program based on the premise that a water resource system can be represented by a flow network and that an optimal operating decision can be made for a prescribed operating policy, given the initial state of the system and estimates of net inflows to the system. The model is capable of representing cascading water resource systems which incorporate the following physical processes and data:

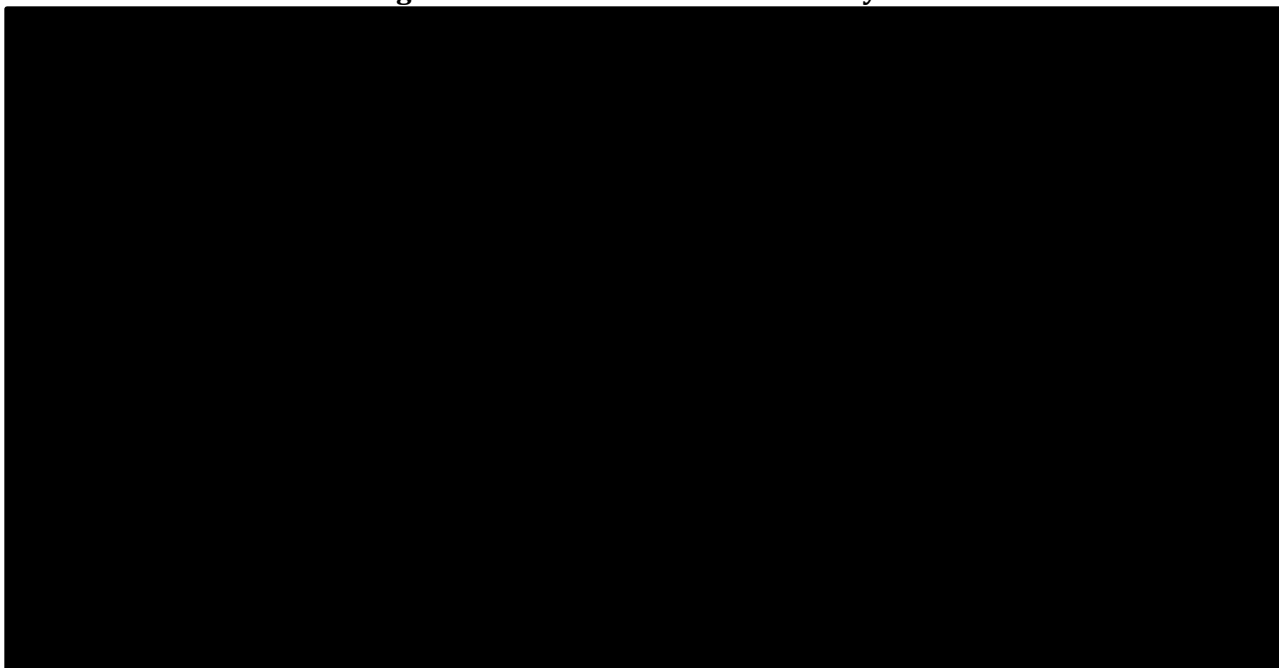
- natural inflows (net basin runoff)
- precipitation, evaporation, and evapotranspiration associated with reservoirs
- storage and release of water by reservoirs
- physical discharge controls and restrictions at the outlet of reservoirs
- water flow in channels (e.g., natural streams, power channels, general diversion channels, irrigation diversion channels)
- consumptive demands (e.g., agricultural, industrial and municipal water requirements)
- reservoir balancing
- hydropower releases
- water losses in channels
- head losses in channels
- channel routing and storage; level-pool routing in reservoirs
- physical performance characteristics of the generating equipment

In this assessment, a subset of the Facility model was utilized to simulate the operation of the Millinocket and Dolby stations after completion of the Conversion Project using a 48-year daily reference hydrology database covering the years 1969 to 2016, inclusive. This daily hydrologic sequence was sufficiently long and representative of the long-term hydrologic response of the Penobscot River basin.

The Facility is licensed by FERC. The reservoirs and head ponds are subject to limitations in operating variability. Therefore, no attempt was made to maximize energy through changes to the seasonal target water levels, and the resulting incremental generation represents the long-term average incremental generation from the Facility while adhering strictly to the operational constraints imposed in the FERC license.

In order to determine the incremental hydroelectric generation from the Conversion Project, the simulated long-term average generation from Millinocket and Dolby, post-Conversion, was compared directly to the three-year average (2014 through 2016) historical generation delivered to the Powersville point of interconnection from the same stations. The resulting incremental hydroelectric generation is 61 GWh/yr. This incremental generation is spread across the calendar year, but is offered and can be delivered as a firm winter product as illustrated in the following table.

Table 9: Incremental Generation Summary of the Conversion Project vs the 3-Year Historical Average for Millinocket Station and Dolby Station



Firming of the delivered product will be accomplished using the remainder of the Facility to fill in any shortfall for periods of generation that are less than the long term average (see Figure 1).

With respect to confirming available transmission capacity, the recently completed System Impact Study (on behalf of ISO-NE) confirmed that no upgrades were required.

The bidder must disclose in its bid how it proposes to certify that the environmental attributes are included with the energy delivered.

It is anticipated that the energy supplied from the Facility will qualify for Maine Class II RECs and be tagged using the NEPOOL GIS system, with the associated credits transferred irrevocably in the contracting DCs' respective GIS accounts.

The DCs would then be able to identify the source of all Qualified Clean Energy Generation along with the associated Environmental Attributes.

4.2 Clean Energy Generation Delivery Plan

Please provide documentation that any clean energy plan delivery plan that includes hydroelectric generation meets the definition of "Incremental Hydroelectric Generation" as defined in the body of the RFP.

The yearly generation at the Millinocket and Dolby Stations over the RFP reference period (2014 to 2016) averaged 242 GWh / year delivered to the interconnection point (Powersville Road). As noted above in section 4.1, in order to determine the incremental hydroelectric generation from the Conversion Project, the simulated long-term average generation from Millinocket and Dolby, post-Conversion, was compared directly to the three-year average (2014 through 2016) historical

generation delivered to the Powersville Road point of interconnection from the same stations. The resulting incremental hydroelectric generation is 61 GWh/yr.

Please provide an energy delivery plan and profile for the proposed project, including supporting documentation. The energy delivery profile must provide the expected Clean Energy Generation to be Delivered into the ISO-NE market settlement system and permit the Evaluation Team to determine the reasonableness of the projections for purposes of Sections 2.2.1.3 Eligible Bid Categories and 2.2.1.7 Minimum Contract Size of the RFP. Such information should be consistent with the energy resource plan provided above and also considering any and all constraints to physical delivery into ISO-NE.

[Redacted]

Table 10: Winter Delivery Profile (MWh per day)

[Redacted Table Content]

The Clean Energy Generation will be delivered to Keene Road Substation over the existing 115 kV line from Powersville Road substation (which substation is co-owned by Emera Maine and GLHA), under a long term Transmission Service Agreement with Emera Maine. While the initial term of the current agreement terminates in 2018, BEMLP has exercised its rollover rights and notified Emera Maine of its intention to renew the transmission, all in accordance with FERC rules and regulations. BEMLP intends to continue to rollover the transmission rights to match (at a minimum) the term of the PPA.

In compliance with Section 2.2.1.7 of the Massachusetts RFP, the Project has a total capacity of 20.8 MW summarized in the following table (the turbines scheduled for conversion are highlighted for greater clarity):

Table 11: Project Incremental Capacity Summary

Units	Pre-conversion		Post-conversion	
	Frequency in 2014	2014 Capacity at 60 Hz (MW)	Frequency post conversion	2019 Capacity at 60 Hz (MW)
Millinocket U1	60	4.5	60	4.5
Millinocket U2	40	<i>Mothballed</i>	<i>Mothballed</i>	<i>Mothballed</i>
Millinocket U3	40		60	5.5
Millinocket U4	40		60	5.5
Millinocket U5	60	5.5	60	5.5
Millinocket U6	60	5.5	60	5.5
Millinocket U7	40		60	5.5
Millinocket U8	60	4.5	60	4.5
Dolby U1	<i>Decommissioned</i>	<i>Decommissioned</i>	<i>Decommissioned</i>	<i>Decommissioned</i>
Dolby U2	40		60	1.3
Dolby U3	40		<i>Offline</i>	
Dolby U4	40		<i>Offline</i>	
Dolby U5	60	5.3	60	5.3
Dolby U6	60	4.1	60	4.1
Dolby U7	60	4.1	60	4.1
Dolby U8	40		60	3
Total		33.5	Total	54.3
			Incremental:	20.8

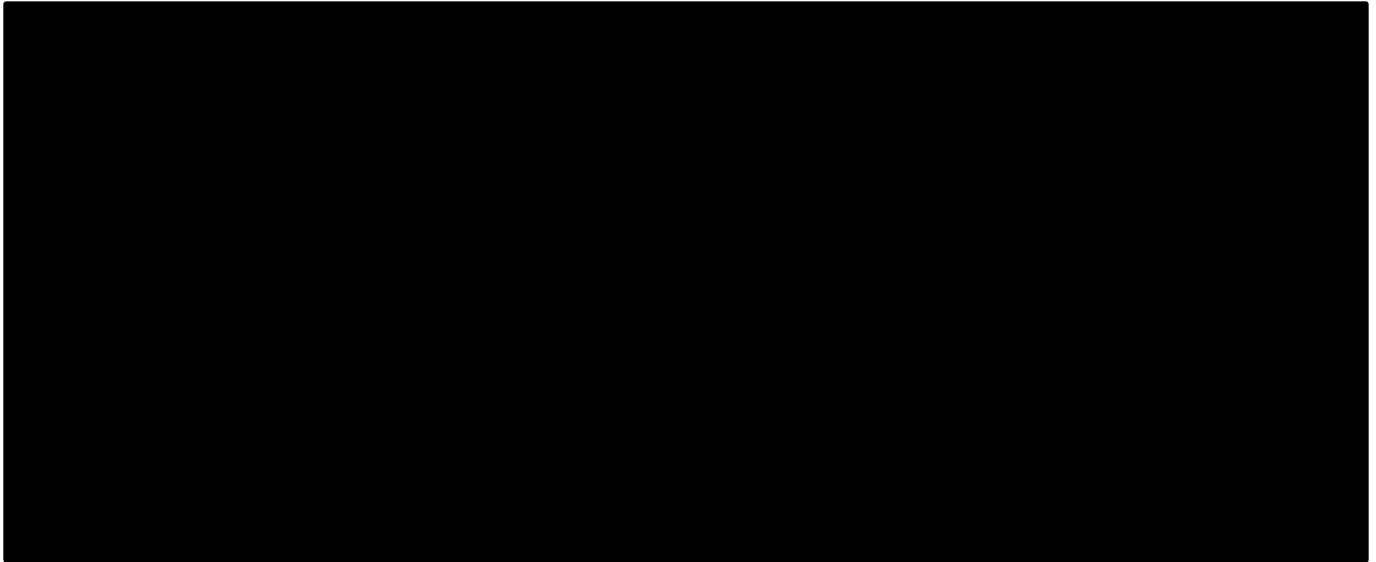
Clean Energy Generation for projects containing new Class I eligible resources only must comply with Section 2.2.2.7 of the RFP. They must submit a delivery profile guaranteeing 70% of the energy in their delivery profile for the Winter Peak Period over the course of every Winter Peak Period on the CPPD form in their bidder response package.

Clean Energy Generation for projects containing firm service hydroelectric generation, and Clean Energy from new Class I RPS eligible resources paired with firm service hydroelectric generation must comply with section 2.2.2.7 of the RFP. They will be required to submit a delivery profile with no Winter Peak Period hour less than 60% of their highest annual

single hourly delivery claimed in their annual delivery profile as submitted as a part of their CPPD form in their bidder response package. Bidders will be required to guarantee the submitted delivery profile in all hours during the Winter Peak Period. Bidders should supply any studies performed to support this profile. Bidders should respond to all information requests which are relevant to the bid in a timely manner.

[REDACTED]

Chart 2: Facility Power Duration Curve



4.3 REC/Environmental Attribute Delivery Plan

Please provide documentation demonstrating that the project will deliver GIS Certificates representing those RECs or Environmental Attributes. For projects located outside of the ISO-NE control area, describe how the Delivered energy and associated RECs or Environmental Attributes will satisfy NEPOOL-GIS rules for the Delivery of GIS Certificates.

It is anticipated that the energy supplied from the Conversion Project would be qualified for Maine Class II RECs and be tagged using the NEPOOL GIS system. The associated credits would be transferred irrevocably into the DCs respective GIS accounts. The DCs would then be able to identify the source of all qualified Clean Energy Generation and associated Environmental Attributes.

[REDACTED]

SECTION 5 OF APPENDIX B OF THE RFP FINANCIAL/LEGAL

Bidders are required to demonstrate the financial viability of their proposed project. Bidders should provide the following information:

- 5.1 *Each bidder is required to submit information and documentation that demonstrates that a long term contract resulting from this RFP Process would either permit the bidder to finance its proposal that would otherwise not be financeable, or assist the bidder in obtaining financing of its proposal.*
-

Contract cash flows are viewed favorably by lenders as they provide a stable and known revenue stream. Given the current volatile and low price environment, lenders are likely more confident investing in contracted projects to minimize their exposure to merchant risk. Please note, however, that securing financing is not currently a pre-condition to the Conversion Project.

- 5.2 *Please provide a description of the business entity structure of the bidder's organization from a financial and legal perspective, including all general and limited partners, officers, directors, managers, members and shareholders, involvement of any subsidiaries supporting the project, and the providers of equity and debt during project development. Provide an organization chart showing the relationship between the equity and debt participants and an explanation of the relationships. For jointly owned facilities, identify all owners and their respective interests, and document the Bidder's right to submit a binding proposal.*
-

Brookfield Asset Management Inc. ("Brookfield") is a global alternative asset manager with approximately \$250 billion in assets under management. Brookfield has more than 100-year history of owning and operating real assets with a focus on property, renewable power, infrastructure and private equity. Brookfield currently owns and manages one of the world's largest portfolios of real assets, defined as long-life, physical assets that form the critical backbone of economic activity, generate reliable clean electricity, or transport goods and resources between key locations, these assets play an essential role within the global economy. Brookfield offers a range of public and private investment products and services, and is co-listed on the New York, Toronto and Euronext stock exchanges under the symbol BAM, BAM.A, and BAMA, respectively. Through various subsidiaries, Brookfield will have two distinct roles in the project:

Brookfield Renewable Partners ("Brookfield Renewable") is a majority owner and operator of GLHA and the Facility. Brookfield Renewable operates one of the largest publicly-traded, pure-play renewable power platforms. The platform consists of hydroelectric and wind facilities in North America, Colombia, Brazil and Europe and totals more than 10,600 megawatts of installed capacity.

GLHA, a subsidiary of Brookfield Renewable, operates 46 hydroelectric generating facilities in Maine and New Hampshire for a total of 667 MW in installed capacity with a long-term average generation of 3.5 TWh/yr . The company was incorporated in 1999 and is based in Millinocket, Maine.

BEMLP has a significant presence in the Northeast, and experience scheduling energy across different ISOs and RTOS. As the power agent for Brookfield Renewable's portfolio of operating subsidiaries in North America, BEM LP provides sales, scheduling, and dispatch services for facilities totaling over 5800 MWs of nameplate capacity.



5.2 *For projects that include new facilities or capital investment, provide a description of the financing plan for the project, including construction and term financing. The financing plan should address the following:*

i. *Who will finance the project and the related financing mechanism or mechanisms that will be used (i.e. convertible debenture, equity or other) including repayment schedules and conversion features*

As mentioned in section 5.1, the Facility is fully operational and GLHA seeks to preserve and enhance the productivity, reliability, and longevity of each of its generating facilities. The cornerstone of its asset maintenance and enhancement program is a rolling 20-year forward looking capital reinvestment program. The program is designed to (i) repair or replace worn components or to increase or maintain the useful life, (ii) perform recommended projects that will maintain the net annual energy output, and (iii) complete specified and unspecified major maintenance projects necessary to maintain the useful life and the net annual energy output.

ii. *The project's existing initial financial structure and projected financial structure*

N/A, please refer to section 5.2(i).

iii. *Expected sources of debt and equity financing*

N/A, please refer to section 5.2(i).

iv. *Estimated construction costs*

The total construction cost for the Project (as outlined previously in this response) is \$18mm.

v. *The projected capital structure*

N/A, please refer to section 5.2(i).

- vi. *Describe any agreements, both pre and post commercial operation date, entered into with respect to equity ownership in the proposed project and any other financing arrangement.*
-

N/A, please refer to section 5.2(i).

In addition, the financing plan should address the status of the above activities as well as the financing of development and permitting costs. All bidders are required to provide this information.

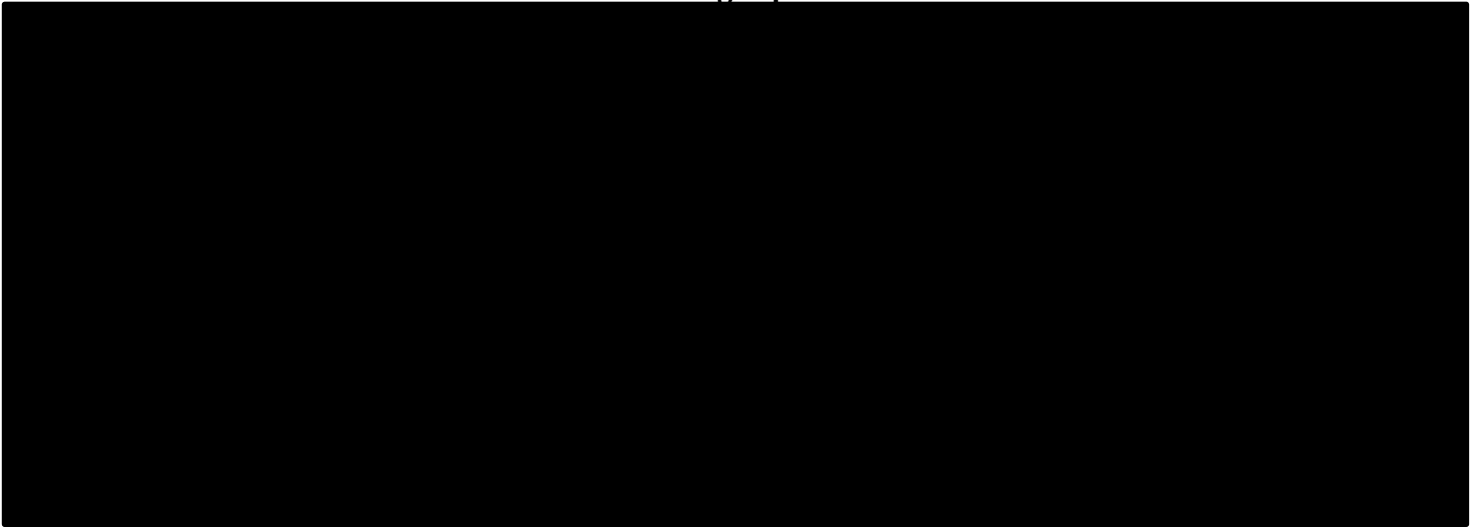
N/A, please refer to section 5.2(i).

5.3 *Provide documentation illustrating the experience of the project sponsor in securing financing for projects of similar size and technology. For each project previously financed provide the following information:*

- i. *Project name and location*
 - ii. *Project type and size*
 - iii. *Date of construction and permanent financing*
 - iv. *Form of debt and equity financing*
 - v. *Current status of the project*
-

Brookfield has significant experience financing their infrastructure investments. The table below summarizes some of the infrastructure financing experience of the Owner. The Facility is already operating and interconnected to the ISO-NE grid.

Table 12: Selection of Projects Demonstrating Brookfield Renewable’s Infrastructure Financing Experience



- 5.4 *For projects that include new facilities or capital investment, provide evidence that the bidder has the financial resources and financial strength to complete and operate the project as planned.*
-

BEMLP is part of a large, financially-sound organization with the resources and strength to complete and operate its portion of the Project as planned. The strong financial condition of sponsor is evidenced by its financial reports and credit ratings from major ratings agencies as set forth in Section 5.5.

Brookfield Asset Management Inc.

As of March 2017, Brookfield Asset Management has invested and committed \$17 billion on a last twelve months ("LTM") basis, including \$3 billion of capital in the first quarter. Significant transactions included: commitment of approximately \$2 billion of capital to acquire two global renewable power portfolios, a U.K. fuel distributor and a Canadian gas station portfolio. See <https://bam.brookfield.com/~media/Files/B/BrookField-BAM-IR/supplemental-information/2017/2017%20-%20Q1%20Supplemental%202.pdf> for additional information regarding Brookfield Renewable's financial resources and strengths.

Brookfield Renewable Partners LP

Brookfield Renewable's existing assets and sustaining capital is funded by internal cash generation. Since 2011, Brookfield Renewable has invested (along with its partners) over \$4 billion into growth opportunities and currently has approximately \$1.6 billion of near term liquidity (as of September 2016). See <https://bep.brookfield.com/~media/Files/B/Brookfield-BEP-IR/supplemental-information/2017/q1-2017-supplement.pdf> for additional information regarding Brookfield Renewable's financial resources and strengths.

- 5.5 *Provide complete copies of the most recent audited financial statement or annual report for each bidder for each of the past three years; including affiliates of the bidder (if audited statements are not available, reviewed or compiled statements are to be provided). Also, provide the credit ratings from Standard & Poor's and Moody's (the senior unsecured long term debt rating or if not available, the corporate rating) of the bidder and any affiliates and partners.*
-

Please find below links to the Annual Reports for Brookfield Asset Management (BAM) and to Brookfield Renewable (the ultimate parent of GLHA, the owner of the Facility).

BAM is the parent company of BEMLP (the Bidder). In the event that BEMLP is successful in contracting a PPA with the DCs as part of this RFP process, and in the event the contract is eventually assigned to GLHA, we have included the links to the annual reports and financial statements of Brookfield Renewable who is the ultimate parent of GLHA.

Brookfield Asset Management Annual Reports for:

- [The fiscal year ended December 31, 2016;](#)

- [Fiscal year ended, December 31, 2015;](#)
- [And fiscal year ended December 31, 2014.](#)

Brookfield Renewable Annual Reports for:

- [The fiscal year ended December 31, 2016;](#)
- [Fiscal year ended, December 31, 2015;](#)
- [And fiscal year ended December 31, 2014.](#)

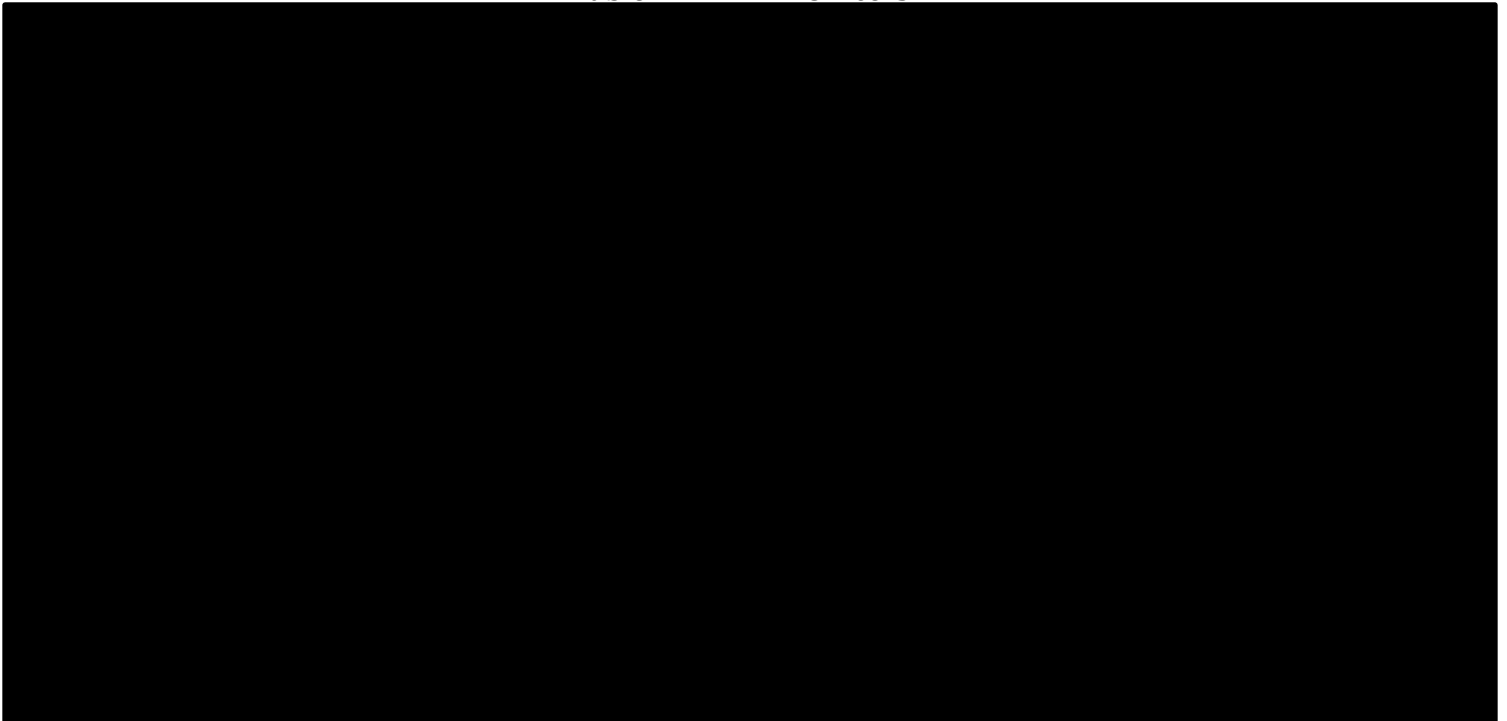
Hard copies of those reports are available upon request.

Table 13: Credit Ratings

Sponsor	Standard & Poor	Moody's	DBRS
Brookfield Renewable Partners L.P.	BBB (Stable)	Not Rated	BBB (High)

5.6 *Please also include a list of the board of directors, officers and trustees for the past three years and any persons who the bidder knows will become officers, board members or trustees.*

Table 14: BEMLP Officers*



5.7 *The bidder should demonstrate its ability (and/or the ability of its credit support provider) to provide the required security, including its plan for doing so.*

[REDACTED]

5.8 *Provide a description of any current or recent credit issues/ credit rating downgrade events regarding the bidder or affiliate entities raised by rating agencies, banks, or accounting firms.*

BEMLP and Brookfield Renewable are part of a large corporate entity and, consequently, from time to time its affiliates are the subject of credit issues/credit rating downgrade events raised by rating agencies, banks, or accounting firms. There are no current or recent credit issues or credit rating downgrades regarding BEMLP or Brookfield Renewable that would be material to the proposed transaction.

5.9 *Describe the role of the Federal Production Tax Credit or Investment Tax Credit (or other incentives) on the financing of the project.*

The Project is not contingent on the receipt of either the Federal Production Tax Credit or the Investment Tax Credit. The Federal Production Tax Credits and Investment Tax Credits programs are not applicable to the Project.

5.10 *Bidders must disclose any pending (currently or in the past three years) litigation or disputes related to projects developed, owned or managed by Bidder or any of its affiliates in the United States, or related to any energy product sale agreement.*

There is no litigation pending that relates to any existing or proposed facilities that are offered as part of the Project.

With regard to affiliates, BEMLP is part of a large corporate entity and, consequently, its affiliates are involved in litigation and disputes from time to time. Material litigation and disputes regarding affiliates for the past three years are found in the annual reports and related financial information referenced by that Bidder in Section 5. Any affiliate litigation will not have a material effect on that BEMLP's ability to perform on the contracts described in this Proposal.

5.11 *What is the expected operating life of the proposed project? What is the depreciation period for all substantial physical aspects of the bid, including generation facilities, transmission lead lines to move power to the grid, transmission proposals, and mandatory and voluntary transmission system upgrades?*

Brookfield Renewable makes appropriate investments (maintenance and refurbishments) in the Facility on a regular basis to ensure the facilities can be operated well beyond the term of the PPA in accordance with the highest industry standards.

5.12 *For projects that include new facilities or capital investment, has the bidder already obtained financing, or a commitment of financing, for the project? If financing has not been obtained,*

explain how obtaining a long-term agreement as proposed will help you in obtaining financing for the proposed project, in obtaining more favorable terms for the financing of the proposed project, or in supporting the future capital investment.

The Facility is already operating. Obtaining an award under this RFP process is not a condition to obtaining financing; however given the uncertainty of the current price environment, an award under this RFP would likely help secure more favorable financing terms.

5.13 State whether the bidder or its affiliates have executed agreements with respect to energy, RECs and/or capacity for the project (including any agreements that have been terminated) and provide information regarding the associated term and quantities, and whether bidder has been alleged to have defaulted under or breached any such agreement.

There are no executed agreements with respect to energy, RECs, or capacity sales agreements with respect to the Facility that would adversely affect the eligibility or performance of the transactions contemplated under this Proposal.

5.14 List all of the Bidder's affiliated entities and joint ventures transacting business in the energy sector.

BEMLP and its parent company and affiliates (including as described in Section 5.2) regularly conduct business in the energy sector. Information regarding those activities is contained in the annual reports referenced in Section 5.5. Section 11 further includes some representative experience of the Bidder in the energy sector.

In compliance with the instructions set out in Appendix D – Certification, the Bidder hereby confirms that they are aware that Brookfield Power US Holding America Co, an affiliate of BEMLP, will be submitting one or more proposals in response to this RFP.

5.15 Has Bidder, or any affiliate of Bidder, in the last five years, (a) consented to the appointment of, or was taken in possession by, a receiver, trustee, custodian or liquidator of a substantial part of its assets, (b) filed a bankruptcy petition in any bankruptcy court proceeding, (c) answered, consented or sought relief under any bankruptcy or similar law or failed to obtain a dismissal of an involuntary petition, (d) admitted in writing of its inability to pay its debts when due, (e) made a general assignment for the benefit of creditors, (f) was the subject of an involuntary proceeding seeking to adjudicate that Party bankrupt or insolvent, (g) sought reorganization, arrangement, adjustment, or composition of it or its debt under any law relating to bankruptcy, insolvency or reorganization or relief of debtors?

No.

5.16 Briefly describe any known conflicts of interest between Bidder or an affiliate of Bidder and any Distribution Company, or any affiliates of the foregoing.

BEMLP is not aware of any conflicts of interests with any of the Distribution Companies whether directly or through affiliates. Notwithstanding the foregoing, it should be noted that an affiliate of BEMLP, Brookfield Power US Holding America Co, is participating in a bid under this RFP with GridAmerica Holdings Inc., an affiliate of Massachusetts Electric Company and Nantucket Electric Company, two of the Distribution Companies and members of the Evaluation Team.

5.17 Describe any litigation, disputes, claims or complaints involving the Bidder or an affiliate of Bidder, against any Distribution Company or any affiliate of any Distribution Company.

BEMLP is not aware of any pending litigation, disputes, claims or complaints against any of the Distribution Companies or any affiliate of the Distribution Companies. Any material litigation, disputes, claims or complaints involving any other affiliate of BEMLP and any of the Distribution Companies or their affiliates would be disclosed in the annual reports referenced in Section 5.6.

5.18 Describe any litigation, disputes, claims or complaints, or events of default or other failure to satisfy contract obligations, or failure to deliver products, involving Bidder or an affiliate of Bidder, and relating to the purchase or sale of energy, capacity or renewable energy certificates or products.

BEMLP has not been implicated in any material litigation, disputes, claims or complaints, or events of default or other material failure to satisfy contract obligations, or material failure to deliver products in each case involving, and relating to, the purchase or sale of energy, capacity or renewable energy certificates or products.

With regard to its affiliates, BEMLP is part of a large corporate entity and, consequently, its affiliates are involved in litigation and disputes from time to time. Material litigation and disputes regarding affiliates for the past three years are found in the annual reports and related financial information referenced in Section 5.5. Any litigation and other disputes involving an affiliate will not have a material effect on that Bidder's ability to perform on the contracts described in this Proposal.

5.19 Confirm that Bidder, and the directors, employees and agents of Bidder and any affiliate of Bidder are not currently under investigation by any governmental agency and have not in the last four years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction involving conspiracy, collusion or other impropriety with respect to bidding on any contract, or have been the subject of any debarment action (detail any exceptions).

BEMLP is part of a large corporate entity and, consequently, its directors, employees and agents, as well as its respective affiliates, have been involved in regulatory investigations by governmental authorities from time to time. BEMLP, or any of their directors, employees agents, and affiliates, has not in the last four years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction, in each case involving conspiracy, collusion or other impropriety with respect to bidding on any contract, or has been the subject of any debarment action. Any such regulatory investigations will not have a material effect on BEMLP's ability to perform on the contracts described in this Proposal.

5.20 Identify all regulatory and other approvals needed by Bidder to execute a binding sale agreement.

No external approval will be necessary to execute a binding sale agreement related to the Facility.

5.20 Describe how the project will conform to FERC's applicable regulatory requirements, including, but not limited to, FERC requirements relating to allocation of transmission capacity and open access, the justness and reasonableness of rates, the potential for undue preference or discrimination, and affiliate dealings, if any. Describe how your proposed approach is consistent with FERC precedent and ratemaking principles.

In addition to the permits and approvals required to operate the Project as described in this Proposal, including in Sections 7.1 and 7.2, FERC has jurisdiction over all wholesale transmission rates, terms and conditions, which includes cost-of-service based tariffs, and other agreements affecting transmission rates and services. BEMLP has recently exercised its rollover right to renew its current Transmission Service Agreement with Emera Maine for firm service from Powersville substation, connecting the Portfolio, up to the Keene Road Substation, the proposed physical Delivery Point under this bid. While the initial term of the current agreement terminates in 2018, BEMLP has exercised its rollover rights and notified Emera Maine of its intention to renew the transmission, all in accordance with FERC rules and regulations. BEMLP intends to continue to rollover the transmission rights to match (at a minimum) the term of the PPA. We do not foresee any problem securing the necessary transmission capacity to fulfill all our obligations considering that we are currently the sole user of that transmission path.

BEMLP holds Market Based Rate Authority under FERC rules and regulations and will ensure it has all necessary FERC authorizations to supply power in connection with this Proposal. GLHA is registered as an Exempt Wholesale Generator with FERC and adheres to NERC reliability standards.

5.21 Describe and document any and all direct and indirect affiliations and affiliate relationships, financial or otherwise in the past three years between the bidder and one or more of the Distribution Companies and their affiliates, including all relationships in which one of the Distribution Companies has a financial or voting interest (direct or indirect) in the bidder or the bidder's proposed project. These relationships include:

- *Corporate or other joint arrangements, joint ventures, joint operations whether control exists or not;*
- *Minority ownership (50% or less investee);*
- *Joint development agreements;*
- *Operating segments that are consolidated as part of the financial reporting process ;*
- *Related parties with common ownership;*
- *Credit, debenture, and financing arrangements, whether a convertible equity feature is present or not;*

- *Wholly owned subsidiaries; and*
 - *Commercial (including real property) relationships with any Distribution Company.*
-

Brookfield Power US Holding America Co, an affiliate of BEMLP, is participating in a bid under this RFP with GridAmerica Holdings Inc., an affiliate of Massachusetts Electric Company and Nantucket Electric Company, two of the Distribution Companies and members of the Evaluation Team. Other than that relationship and commercial relationships occurring in the ordinary course of BEMLP's operations (ie. purchasing transmission in the ordinary course), there are no affiliations with Distribution Companies.

We would also like to note that, a subsidiary of Brookfield Infrastructure Partners LP (an affiliate of BEMLP) had an agreement with an affiliate of Eversource Energy for the development of a transmission line that was proposed in the New England Clean Energy RFP issued on November 12, 2015 by the States of Connecticut, Rhode Island, and the Commonwealth of Massachusetts.

SECTION 6 OF APPENDIX B TO THE RFP SITING, INTERCONNECTION, AND DELIVERABILITY

This section of the proposal addresses project location, siting, real property rights and interconnection issues. Bidders should ensure that the threshold criteria outlined in Section 2.2 of the RFP for generation, transmission proposals, and system upgrades are verified in their responses.

- 6.1 *Provide a site plan including a map of the site that clearly identifies the location of the Eligible Facility site and/or Transmission Project route, the assumed right-of-way width, the total acreage for Eligible Facilities, the anticipated interconnection point (or, if applicable, multiple points for a Transmission Project), and the relationship of the site to other local infrastructure, including transmission facilities, roadways, and water sources. In addition to providing the required map, provide a site layout plan which illustrates the location of all major equipment and facilities on the site.*

Site plan included? Yes ☐ No ☒ If not, please explain:

The Facility is already sited and interconnected with the ISO-NE grid at Powersville Road (Node 424). The Project does not require any additional land or changes in zoning, therefore we have not provided a Project specific site map. If additional information on the current Facility is required, we will provide it upon request.

- 6.2 *Identify any real property rights (e.g., fee-owned parcels, rights-of-way, development rights or easements or leases) that provide the right to use the Eligible Facility site and/or Transmission Project route, including, for Eligible Facilities, and any rights of way needed for interconnection.*

- i. *Does the project have a right to use the Eligible Facility site and/or Transmission Project route for the entire proposed term of the PPA or tariff (e.g., by virtue of ownership or land development rights obtained from the owner)?*

Yes ☒ No ☐ If not, please explain:

As explained below, GLHA has all of the necessary site controls.

- ii. *If so, please detail the Bidder's rights to control the Eligible Facility site and/or Transmission Project route control.*

GLHA owns or otherwise has all required rights and interests for the Facility. Please see below for a summary of the taxing authorities and parcels owned by GLHA as part of the Penobscot River Facility and the associated stations.

Table 15: Summary of Taxes for Penobscot Facility Stations

Station	Listed Owner	Taxing Authority	Type	Parcel / Account	2016 Taxable Value
East Millinocket	Great Lakes Hydro America LLC	Town of East Millinocket	Hydro	0001-1-000-0	\$ 18,629,480

Green Communities Act Section 83D Request For Proposal

Millinocket	Great Lakes Hydro America LLC	Town of Millinocket	Hydro	U11-009-OTH	\$ 17,792,600
Millinocket	Great Lakes Hydro America LLC	Town of Millinocket	Hydro	U11-009	\$ 474,000
Dolby	Great Lakes Hydro America LLC	Maine Revenue Services	Hydro	198140041	\$ 11,895,780
MacKay	Great Lakes Hydro America LLC	Maine Revenue Services	Hydro	218370015	\$ 1,382,230
MacKay	Great Lakes Hydro America LLC	Maine Revenue Services	Hydro	218380029	\$ 1,360,900
North Twin	Great Lakes Hydro America LLC	Maine Revenue Services	Hydro	198060217	\$ 13,221,910
Weldon	Great Lakes Hydro America LLC	Not available	Hydro	Not available	Not available

- iii. Describe the status of acquisition of real property rights, any options in place for the exercise of these rights and describe the plan for securing the necessary real property rights, including the proposed timeline. Include these plans and the timeline in the overall project timeline.*

GLHA already possesses access rights to its existing hydro sites.

- iv. Identify any joint use of existing or proposed real property rights*

GLHA does not have any joint use of existing or proposed real property rights.

- 6.3** *Provide evidence that the Eligible Facility site and/or Transmission Project route is properly zoned or permitted. If the Eligible Facility site and/or Transmission Project route is not currently zoned or permitted properly, identify present and required zoning and/or land use designations and permits and provide a permitting plan and timeline to secure the necessary approvals.*

Detail the zoning and permitting issues:

Please see table in section 4.1 which summarizes the FERC license numbers and schedule for the stations that make up the Facility.

Permitting plan and timeline:

The Facility is already interconnected to the New England transmission system.

Start Date: *N/A*

End Date: *N/A*

Not applicable.

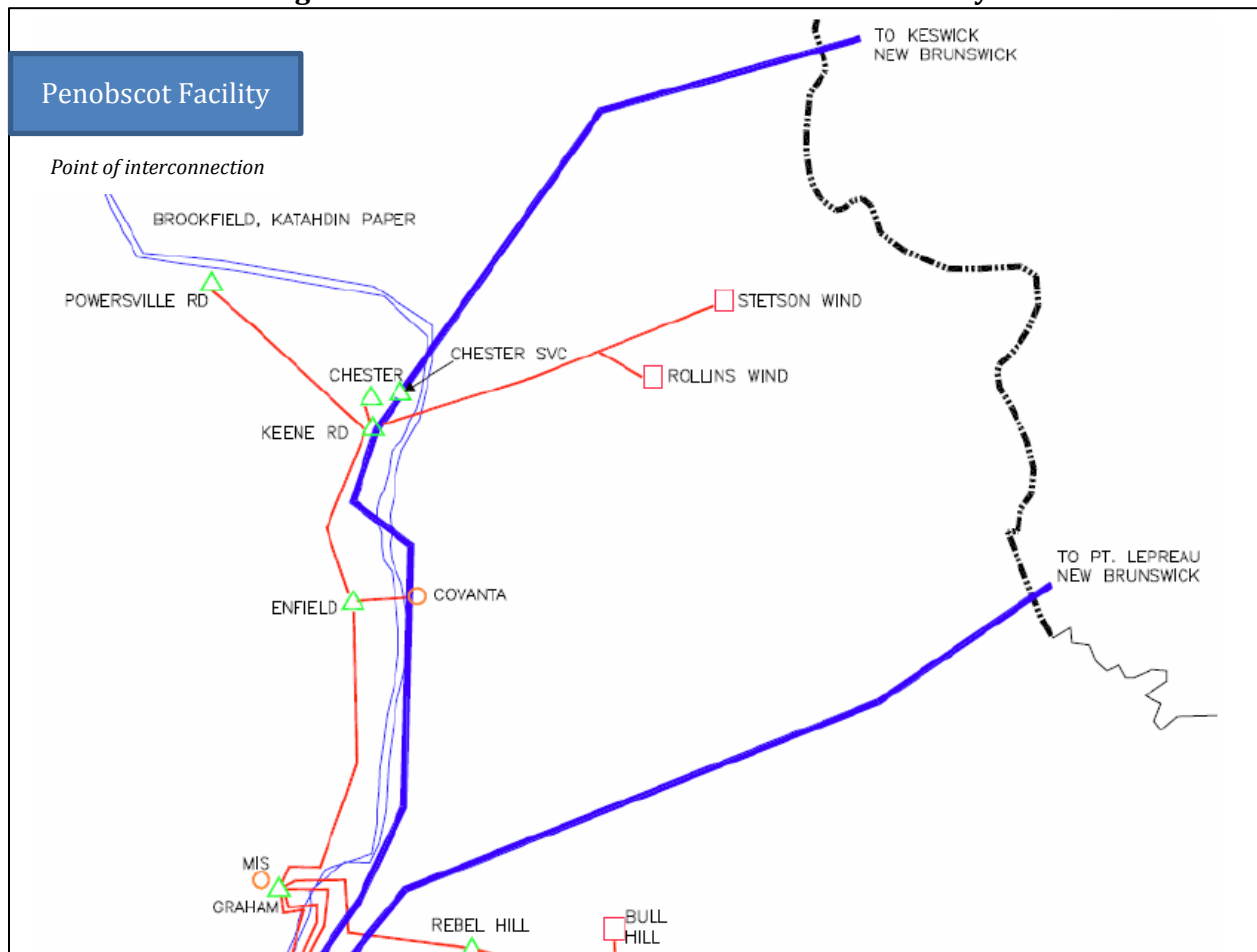
- 6.4 *Provide a description of the area surrounding the Eligible Facility site and/or Transmission Project route, including a description of the local zoning, flood plain information, existing land use and setting (woodlands, grasslands, agriculture, other).*

The Facility is a combination of scheduled-release and run-of-river, situated in a variety of rural and urban areas. All of the facilities have been in operation for decades. Acceptance of this Proposal will not result in the further development of any of these sites that could affect the surrounding environment. The Facility is compliant with various applicable ordinances and regulations.

- 6.5 *For Eligible Facilities, describe and provide a map of the proposed interconnection that includes the path from the generation site to the ISO New England Inc. ("ISO-NE") Pool Transmission Facilities ("PTF"). Describe how the bidder plans to gain interconnection path site control.*

Interconnection map included? Yes: ☒ No: ☐ if not, please explain:

Figure 2: Interconnection Point for Penobscot Facility



We are proposing to transfer the energy title under an Internal Bilateral Transaction schedule with ISO-NE at Keene Road Node (Name: LD.KEENE_RD46 / Unit ID: 43790) and to settle financially the

energy at the Powersville Node (Name: UN.POWERSVL115 GNRT / Unit ID: 424), the official connecting point of the Facility with ISO-NE's grid.

Interconnection site control plan:

The Facility is already interconnected to the Emera Maine transmission system, which is connected to ISO-NE grid.

- 6.6 *Please describe the status of any planned interconnection to the grid. Has the bidder made a valid interconnection request to ISO-NE, the applicable New England Transmission Owner, or any neighboring control areas, to interconnect at the Capacity Capability Interconnection Standard? Have any studies been completed by ISO-NE or the applicable Transmission or Distribution Owner? If multiple interconnection requests have been made, please specify all such active requests which have not been superseded by subsequent requests and information regarding the status of each.. Provide copies of any requests made and studies completed. Describe how such studies and information support the costs assumed in preparing your bid and the associated timeline proposed.*
-

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- 6.7 *Describe the Project's electrical system performance and its impact to the reliability of the New England Transmission system. For Transmission Projects provide a description of how the project would satisfy ISO NE's I.3.9 requirements. Provide the status of any interconnection studies already underway with ISO-NE and/or the transmission owner. Provide a copy of any*

studies completed to date. Provide a copy of an interconnection agreement, if any, executed by the bidder with respect to the proposed project. If an interconnection agreement has not been executed, please provide the steps that need to be completed before an interconnection agreement can be executed and the associated timeline.

Performance and its impact:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Attachments:

Copy of completed studies attached: X If none, please explain:

See "QP496 System Impact Study Report Email" (Confidential Attachment B).

Copy of Interconnection Agreement attached: X If none, please explain:

[REDACTED]

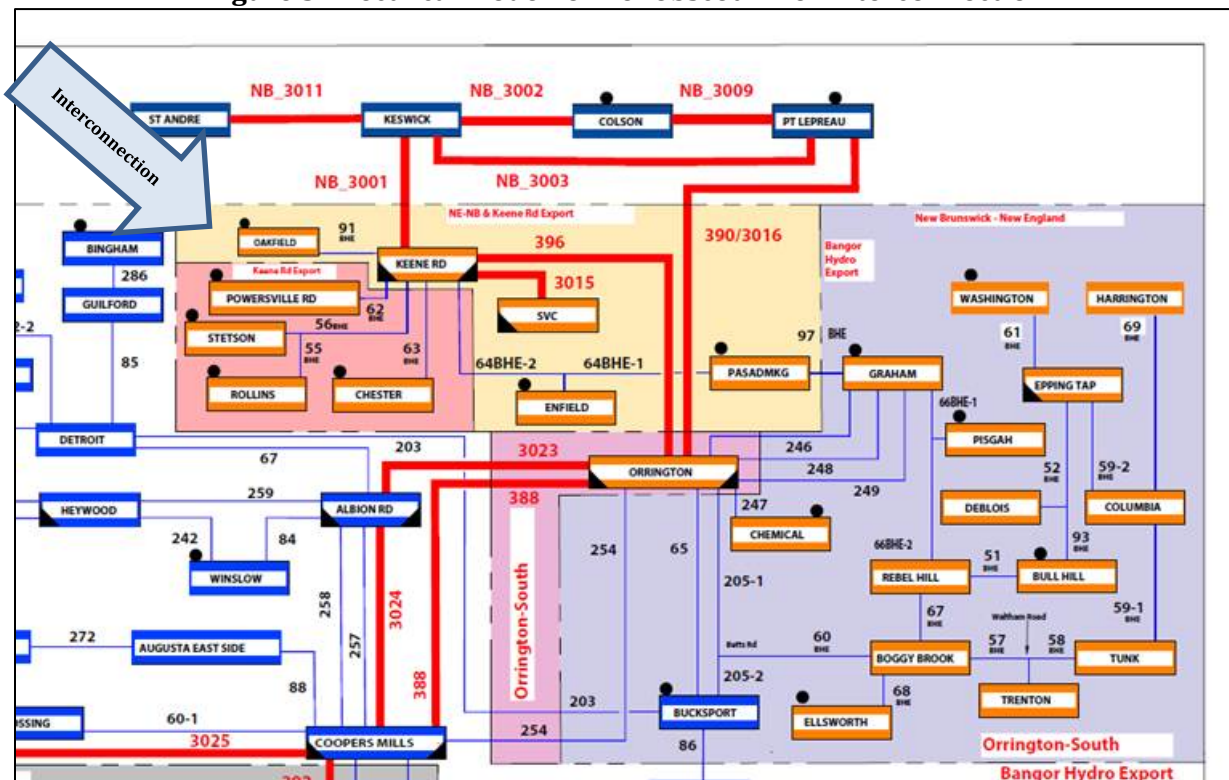
- 6.8 *Projects that do not have I.3.9 approval from ISO-NE must include technical reports or system impact studies that approximate the ISO-NE interconnection process, including but not limited to clear documentation of study technical and cost assumptions, reasoning, and justification of such assumptions. All studies must assume the project will interconnect using the Capacity Capability Interconnection Standard, must use the current ISO-NE interconnection process (including network impact scenarios from multiple projects interconnecting), and must also detail any assumptions with respect to projects ahead of the proposed project in the ISO-NE interconnection queue and any assumptions as to changes to the transmission system that differ from the current ISO-NE Regional System Plan. Please include a scenario analysis that shows how changes in the project interconnection queue could impact interconnection costs.*
-

6.9 To the extent that you provide an alternative interconnection scenario based on ISO-proposed interconnection process changes, you must also include studies using the proposed ISO-NE-proposed process. Any such studies must be accompanied with clear documentation of study technical and cost assumptions, reasoning, and justification of such assumptions.

6.10 Provide the electrical models of all energy resources supporting the proposed project in accordance with the filing requirements of the ISO-NE Tariff Schedule 22 and 23.

Electrical models attached: X If none, please explain:

Figure 3: Electrical Model for Penobscot River Interconnection



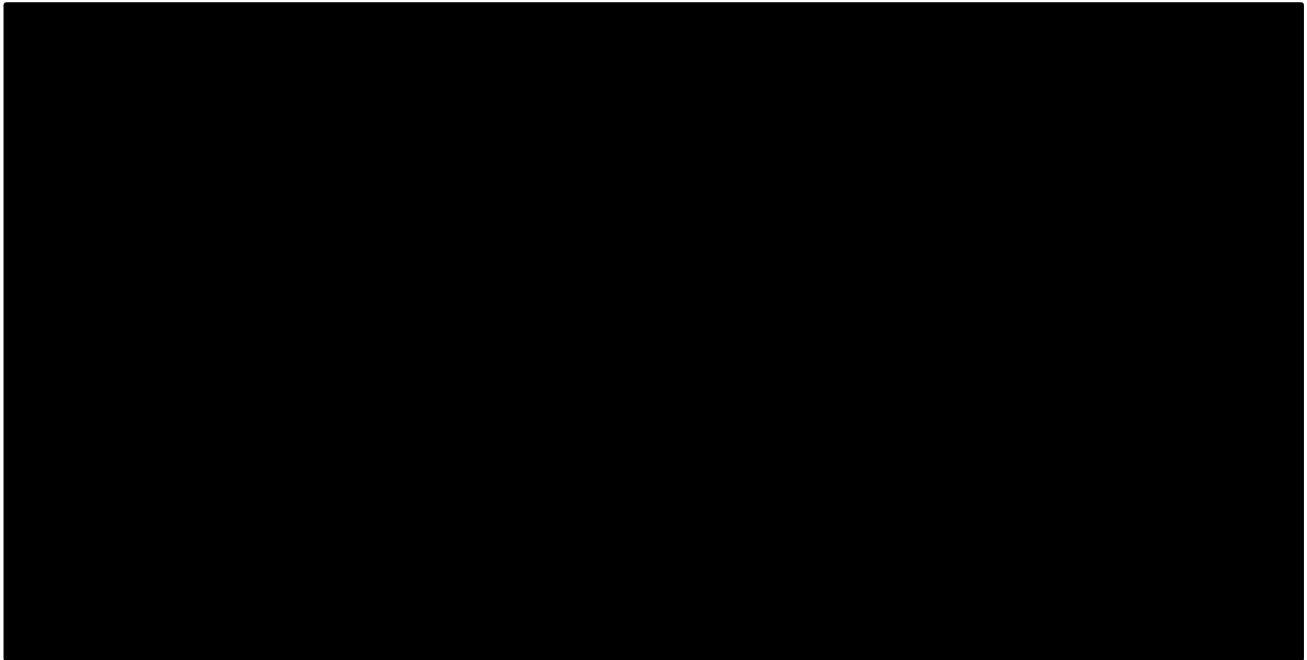
Source: ISO-NE

- 6.11 *Provide a copy of an electrical one-line diagram showing the interconnection facilities and the relevant facilities of the transmission and/or distribution provider.*

Electrical one-line diagram attached: X If none, please explain:

The Facility is already operating and interconnected to the ISO-NE grid; the one-line diagrams for the Millinocket and Dolby Stations are included.

Figure 4: Electrical One-Line Diagram for Penobscot Facility Interconnection



- 6.12 *Specify and describe the current or new interconnection facilities (lines, transformers, switching equipment, system control protection, etc.) that bidder owns or is intending to construct or have constructed in order to deliver the proposed energy.*
-

The Facility is already interconnected to the New England transmission system.

[Redacted text block]

[Redacted text block]

- 6.13 *Incremental data requirements for Projects that include Transmission facilities;*

1. IDV file(s) in PSSE v32 format modeling only the new/modified Transmission components of the project: ☐ If none, please explain:

Not applicable.

If the Bidder does not use PSSE, provide in text format necessary modeling data as follows:

- *Line Data:*
Voltage *Thermal Ratings*

Impedances (r, X and B)

Line Length: from to
(bus numbers and names)

Not applicable.

- *Transformer data (including Phase shifting transformers if applicable):*
Terminal Voltages *Thermal Ratings*

Impedance

From To
(bus numbers and names)

Not applicable.

- *Reactive compensation models as necessary*

Not applicable.

- *Other changes to the model that would occur due to a Project such as terminal changes for lines/transformers/generator leads/loads etc.*

Not applicable.

6.14 *Please detail with supporting information and studies (as available) that the energy contemplated in your proposal can be delivered to the Distribution Companies without material constraint or curtailment.*

While we expect occasional negative price occurrences, we do not forecast material curtailment events to occur for reliability reasons.

6.15 *Please provide sufficient information and documentation to demonstrate that the proposed point of delivery into ISO-NE, along with their proposed interconnection and transmission upgrades including any transmission upgrades beyond the point of interconnection, is sufficient to ensure full dispatch of the proposal's Clean Energy Generation profile.*

The existing GLHA Interconnection Agreement contemplates a 126 MW maximum energy injection, which is sufficient to fulfill all our obligations under our proposal.

SECTION 7 OF APPENDIX B TO THE RFP ENVIRONMENTAL ASSESSMENT, PERMIT ACQUISITION PLAN AND NEW CLASS I RPS CERTIFICATION

This section addresses environmental and other regulatory issues associated with project siting, development and operations for both generation and transmission projects, as applicable.

7.1 Provide a list of all the permits, licenses, and environmental assessments and/or environmental impact statements required. If a bidder has secured any permit or has applied for a permit, please identify in the response.

- i. Provide a list of all Federal, state and local permits, licenses, and environmental assessments and/or environmental impact statements required to construct and operate the project.*
-

All of the stations, which are properly zoned and permitted, are presently licensed, operating, and will require no additional approvals in conjunction with the Project. These facilities are all FERC licensed – please refer to Section 4.1 for a summary of their FERC license numbers and schedule.

- ii. Identify the governmental agencies that will issue or approve the required permits, licenses, and environmental assessments and/or environmental impact statements.*
-

N/A, please refer to section 7.1(i).

7.2 Provide the anticipated timeline for seeking and receiving the required permits, licenses, and environmental assessments and/or environmental impact statements. Include a project approval assessment which describes, in narrative form, each segment of the process, the required permit or approval, the status of the request or application and the basis for projection of success by the milestone date. All requirements should be included on the project schedule in Section 10.

N/A, please refer to section 7.1(i).

7.3 Provide a preliminary environmental assessment of the site and project, including both construction and operation, as applicable. In addition, the bidder should identify environmental impacts associated with the proposed project, any potential impediments to development, and its plan to mitigate such impacts or impediments. The analysis should address each of the major environmental areas presented below, as applicable to the proposed project:

- i. Impacts during site development*
- ii. Transportation infrastructure*
- iii. Air quality impacts*

- iv. *Access to water resources/water quality impacts*
 - v. *Ecological and natural resources impacts*
 - vi. *Land use impacts*
 - vii. *Cultural resources*
 - viii. *Previous site use (e.g., greenfield, brownfield, industrial, etc.)*
 - ix. *Noise level impacts*
 - x. *Aesthetic/visual impacts*
 - xi. *Transmission infrastructure impacts*
 - xii. *Fuel supply access, where applicable*
-

N/A, please refer to section 7.1(i).

- 7.4 *Provide documentation identifying the level of public support for the project including letters from public officials, newspaper articles, etc. Include information on specific localized support and/or opposition to the project of which the bidder is aware. Provide copies of any agreements with communities and other constituencies impacted by the project, and a plan for community outreach activities, and discuss the status of that plan.*
-

N/A, please refer to section 7.1(i)

- 7.5 *For bids that include New Class I Renewable Portfolio Standard Eligible Resources, provide documentation demonstrating that the project was or will be qualified as such. If the facility is already in operation, please indicate when the facility received such qualification.*
-

Not Applicable: the Facility is not submitted as a New Class I Renewable Portfolio Standard Eligible Resources.

- 7.6 *All bidders must include sufficient information and documentation that demonstrates that the bidder will utilize an appropriate tracking system to ensure a unit-specific accounting of the delivery of Clean Energy Generation, to enable the Department of Environmental Protection, in consultation with DOER, to accurately measure progress in achieving the commonwealth's goals under chapter 298 of the acts of 2008 or Chapter 21N of the General Laws. The RECs and environmental attributes associated with Clean Energy Generation must be delivered into the Distribution Companies' NEPOOL GIS accounts.*
-

It is anticipated that the generators providing the offered firm winter product would be tagged using the NEPOOL GIS system under Maine RPS program. The contracting Distribution Companies would then be able to identify the source of all qualified Clean Energy Generation and associated Environmental Attributes.

7.7 *Identify any existing, preliminary or pending claims or litigation, or matters before any federal agency or any state legislature or regulatory agency that might affect the feasibility of the project or the ability to obtain or retain the required permits for the project.*

BEMLP is not aware of such claims, litigation, or matters.

SECTION 8 OF APPENDIX B TO THE RFP ENGINEERING AND TECHNOLOGY; COMMERCIAL ACCESS TO EQUIPMENT

This section includes questions pertinent to the engineering design and project technology. This section must be completed for a project that includes new facilities or capital investments for both generation and transmission components if applicable. Bidders should provide information about the specific technology or equipment including the track record of the technology and equipment and other information as necessary to demonstrate that the technology is viable.

- 8.1 *Provide a reasonable but preliminary engineering plan which includes the following information:*
- i. Type of generation and transmission technology, if applicable*
 - ii. Major equipment to be used*
 - iii. Manufacturer of the equipment*
 - iv. Status of acquisition of the equipment*
 - v. Whether the bidder has a contract for the equipment. If not, describe the bidder's plan for securing equipment and the status of any pertinent commercial arrangements*
 - vi. Equipment vendors selected/considered*
 - vii. History of equipment operations*
 - viii. If the equipment manufacturer has not yet been selected, identify in the equipment procurement strategy the factors under consideration for selecting the preferred equipment*
-

The Facility is currently operating. Other than regularly scheduled sustaining capital for all of the stations within the Facility, [REDACTED]

For the Project:

i. Type of generation and transmission technology, if applicable: The generation proposed within this plan is hydroelectric power. The units are conventional horizontal and vertical hydro turbine technology.

ii. Major equipment to be used: Major equipment will include: new electrical generators, new digital static power excitation as well as significant internal transmission improvement.

iii. Manufacturer of the equipment: [REDACTED]

iv. Status of acquisition of the equipment: Presently budgetary pricing has been received for all major equipment supplies. Balance of plant equipment and labor estimates are based upon normal industry costs.

v. Whether the bidder has a contract for the equipment. If not, describe the bidder's plan for securing equipment and the status of any pertinent commercial arrangements: Presently firm vendor bids have not been received nor have contracts been issued. Bid pricing and contract issuance is scheduled to occur during Q4 of 2017. All identified bidders for major equipment supply have provided identical or similar equipment to Brookfield during past bid solicitations.

vi. Equipment vendors selected/considered: Major equipment will include: new electrical generators, new digital static power excitation as well as significant internal transmission improvement. For water conveyance improvements (penstocks) the material supply and fabrication will likely be procured from New England based suppliers.

vii. History of equipment operations: The Millinocket & Dolby stations have nearly a century of operations. This incremental increase in generation at these locations will provide continued longevity to well designed and maintained hydroelectric facilities.

viii. If the equipment manufacturer has not yet been selected, identify in the equipment procurement strategy the factors under consideration for selecting the preferred equipment: Competitive bids will be sought for: electrical generators, new static excitation, water conveyance improvement as well as labor for equipment installation & balance of plant equipment refurbishment.

8.2 If the bidder has not yet selected the major equipment for a project, please provide a list of the key equipment suppliers under consideration.

The Facility is currently operating.

[REDACTED]

8.3 Please identify the same or similar equipment by the same manufacturer that are presently in commercial operation including the number installed, installed capacity and estimated generation for the past three years.

The stations within the Facility include horizontal and vertical Francis type turbines as well as propeller, Kaplan, and multiple runner turbines. The Facility has operated successfully for decades and there are an extensive number of similar facilities, worldwide. In the US alone, there are over 1,600 conventional hydropower facilities currently operating with a total capacity of over 100,000 MW.

All key equipment manufacturers are major vendors in power generation, distribution and control for power producing facilities. All vendors currently provide equipment to power producers across North America as well as globally, providing equipment to large private, State and Federal power producers.

- 8.4 *For less mature technologies, provide evidence (including identifying specific applications) that the technology to be employed for energy production is ready for transfer to the design and construction phases. Also, address how the status of the technology is being considered in the financial plan for the project.*
-

The Facility is currently operating and utilizes mature technology.

- 8.5 *Please indicate if the bidder has a full and complete list of equipment needed for all physical aspects of the bid, including generation facilities, transmission lead lines, transmission proposals, and mandatory and voluntary transmission system upgrades. If not, identify the areas of uncertainty and when the full and complete list of equipment will be identified.*
-

The Facility is currently operating.

For the Project, the anticipated equipment needed will be: new hydro electric generators, new static excitation systems, new internal transmission upgrades as well as transformer and governor upgrades. Labor bids will be sought for all equipment installation as well as balance of plant equipment refurbishment.

- 8.6 *Please indicate if the bidder has secured its equipment for all physical aspects of the bid, including generation facilities, transmission lead lines, transmission proposals, and mandatory and voluntary transmission system upgrades. If not, identify the long-lead equipment and describe the timing for securing this equipment.*
-

The Facility is currently operating.

Equipment will be awarded through a competitive bid process. There are no transmission constraints on the project. As such, no obstacles are expected in the procurement of equipment and labor or during the execution of the Project.

SECTION 9 OF APPENDIX B TO THE RFP OPERATION AND MAINTENANCE

Projects that can demonstrate that the operation and maintenance (“O&M”) plan, level of funding, and mechanism for funding will ensure reliable operations during the term of the contract or the tariff are preferred.

9.1 Provide an O&M plan for the project that demonstrates the long term operational viability of the proposed project. The plan should include a discussion of the staffing levels proposed for the project, the expected role of the project sponsor or outside contractor, scheduling of major maintenance activity, and the plan for testing equipment.

Brookfield Renewable operates and manages the existing Facility as part of its 10,000 MW of generating assets. At these existing facilities, the on-site management of operations is supported by the Northeast Operations Center, as well as other resources within Brookfield Renewable’s Operations Group.

All generation operation and majority of the maintenance is performed using internal resources. Typical maintenance activities include runner metal repair, bearing refurbishment, wicket gate overhauls, and rehabilitation of governor systems. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Incremental generation is being developed at existing sites within a larger hydro power portfolio. No additional staffing is required and the upgraded units will be managed utilizing the existing O&M, CAPEX, and major maintenance plans for GLHA.

9.2 Describe in detail the proposed O&M funding mechanism and funding levels to support planned and unplanned O&M requirements.

Payments under the PPAs will support and fund O&M activities for the Facility. The payments under the PPAs will be considered in the financial planning of GLHA for the Facility. O&M activities are a function of prudent management and performed in accordance with industry standards.

See answer to question 9.1.

9.3 Describe the terms (or expected terms) of the warranties and/or guarantees on major equipment that the bidder is utilizing or proposing to utilize.

Most of the Facility equipment is beyond any warranty periods. Brookfield inspects and performs routine maintenance and repairs on plant equipment on a regular basis, thus ensuring safe and

reliable operation. Brookfield expects that the warranty period on the new equipment involved in the Project will have 12 month or 24 month warranty periods.

9.4 Describe the status of the project sponsor in securing any O&M agreements or contracts. Include a discussion of the sponsor's plan for securing a medium-term or long-term O&M contract, including the expected provider of O&M services.

GLHA generally self-performs comprehensive O&M of its facilities but will secure third-party services for special applications from specialized equipment and strategic vendors that provide support as needed under master or similar agreements.

The Project does not require an O&M contract. Please refer to the answer to question 9.5.

9.5 Provide examples of the bidder's experience with O&M services for other similar projects.

Brookfield Renewable has extensive experience with O&M services for similar projects. Brookfield Renewable operates and maintains its fleet of generation facilities, including the Facility, using internal resources. Brookfield Renewable's portfolio is primarily hydroelectric and totals approximately 10,731 MW of installed capacity, diversified across 82 river systems and 15 power markets in North America, Latin America, and Europe.

Brookfield Renewable also has a significant presence across the Northeast, with close to 4,000 MW in operation across 155 facilities in New York, New England, Quebec, and Ontario. Brookfield Renewable owns and operates a total portfolio of 1,376 MW in New England (including 677 MW of hydroelectric generation, the 600 MW Jack Cockwell pumped storage hydro facility in western Massachusetts, as well as a 99 MW wind farm in New Hampshire).

Brookfield Renewable's US Operations headquarters is in Boston, MA, and its US Control Center is located in Marlborough, MA.

SECTION 10 OF APPENDIX B TO THE RFP PROJECT SCHEDULE

A bidder must demonstrate that its proposal can be developed, financed, and constructed and be technically viable within a commercially reasonable timeframe. The bidder is required to provide sufficient information and documentation that shows that the bidder's resources, process and schedule are adequate for the acquisition of all rights, permits and approvals for the project and for the financing of the project consistent with the proposed project milestone dates.

For Eligible Generation Facilities or Transmission Projects that are not yet in-service, bidders are required to provide a complete critical path schedule for the project from the notice of selection of the project for contract consideration to the start of commercial operations. For each project element, list the start and end date.

10.1 Identify the elements on the critical path. The schedule should include, at a minimum, preliminary engineering, financing, acquisition of real property rights, Federal, state and/or local permits, licenses, environmental assessments and/or environmental impact statements (including anticipated permit submittal and approval dates), completion of interconnection studies and approvals, procurement, facility contracts, start of construction, construction schedule, fuel supply, and any other requirements that could influence the project schedule and the commercial operation date.

The Facility is currently operating, and the necessary permits and approvals for the Project have been secured. As outlined in previous responses, the Project consists of the conversion, upgrade and repowering of five mothballed generators at two stations within the Facility.

The remaining critical milestones on the Project schedule include:

- Generator deposits – November 1st, 2017 (or following notice of selection)
- Finalization of interconnection agreement – June 1st, 2018
- Commercial Operation Date – January 1st, 2019

10.2 Detail the status of all critical path items, such as receipt of all necessary siting, environmental, and ISO-NE approvals.

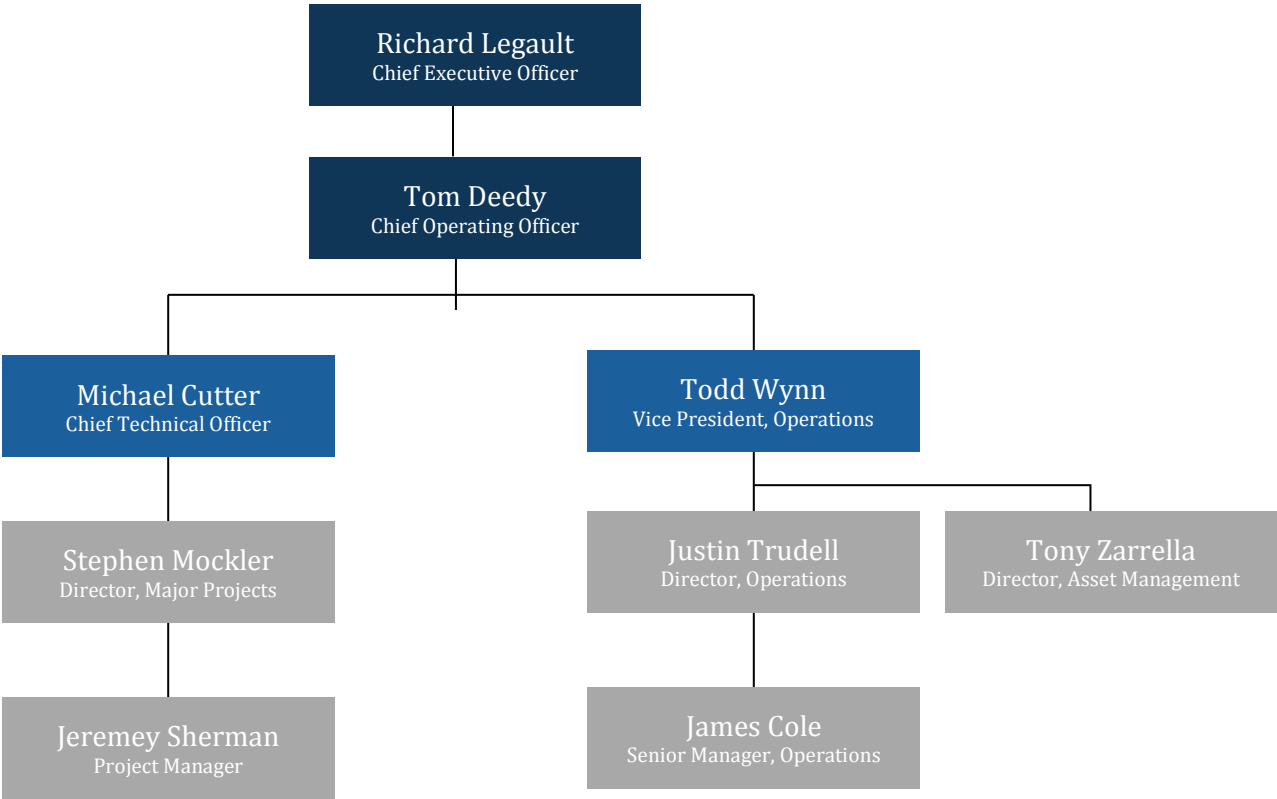
The Facility is currently operating, and all necessary siting and environmental approvals have been received.

SECTION 11 OF APPENDIX B TO RFP
PROJECT MANAGEMENT / EXPERIENCE

Bidders are required to demonstrate project experience and management capability to successfully develop (for a project that includes new facilities or capital investment) and operate the project proposed. The Distribution Companies are particularly interested in project teams that have demonstrated success in projects of similar type, size and technology and, for projects that include new facilities or capital investment, can demonstrate an ability to work together effectively to bring the project to commercial operation in a timely fashion.

11.1 Provide an organizational chart for the project that lists the project participants and identifies the corporate structure, including general and limited partners.

Figure 5: Project Organizational Chart



Richard Legault, Executive Group Chairman – Renewable Power, Brookfield Asset Management Chief Executive Officer, North America, Brookfield Renewable
Richard Legault is the Executive Group Chairman, Renewable Power, for Brookfield Asset Management. In this role, he oversees all of Brookfield’s renewable business. Mr. Legault was Chief Financial Officer of Brookfield Asset Management from 2000 to 2001, and has held several senior positions in operations, finance, and corporate development in his 26 years with Brookfield. Mr. Legault also assumes the role of Chief Executive Officer for Brookfield Renewable’s North American Platform.

Tom Deedy – Chief Operating Officer, Brookfield Renewable

Tom Deedy is Chief Operating Officer for Brookfield Renewable's North American Platform. In this role, he oversees all operational matters, including construction and development projects. Mr. Deedy has more than 20 years of experience in the power industry & has held several operational, asset management and project management positions in regulated and non-regulated business environments.

Michael Cutter – Chief Technical Officer, Brookfield Renewable

Michael Cutter is Chief Technical Officer for Brookfield Renewable's North American Platform. He acts as main advisory to the Executive Leadership Team on matters related to acquisitions, development, construction projects, and major capital planning and expenditures. Mr. Cutter has close to 40 years of experience in the energy and utility business, including transmission and distribution and utility management and oversight of operational, development and construction activities.

Todd Wynn – Vice President, Operations, Brookfield Renewable

Todd Wynn is Vice President, Operations for Brookfield Renewable's Northeast Operations, where he holds executive-level accountability and oversight for our renewable energy facilities in Massachusetts, Maine and New Hampshire. Mr. Wynn has over 20 years of experience in the energy generation industry, including senior level accountability for generation operations and management.

Stephen Mockler – Director, Major Projects, Brookfield Renewable

Stephen Mockler is the Director for Brookfield Renewable's Major Projects Division in North America. In this role, he oversees the execution of large and major projects across North America. Mr. Mockler has over 25 years of engineering and project leadership experience. He joined Brookfield in 2002 and has overseen hundreds of projects during his time with Brookfield Renewable.

Jeremy Sherman P.E – Project Manager, Major Projects, Brookfield Renewable

Jeremy Sherman is a Project Manager for Brookfield Renewable's Major Projects Division in North America. In this role, he manages the execution of major civil, electrical, and mechanical projects within budget, schedule, and safely. Jeremy joined Brookfield Renewable in 2015 and has 8 years of experience as a Project Manager, of which 6 years are related to the management of hydroelectric projects throughout the United States.

Justin Trudell – Director, Operations, Brookfield Renewable

Justin Trudell is Director, Operations for Brookfield Renewable's Northeast Operations, where he oversees the daily operations of our wind and hydro facilities. Justin has been with Brookfield Renewable since 2009 and holds over 10 years of experience in energy generation and management.

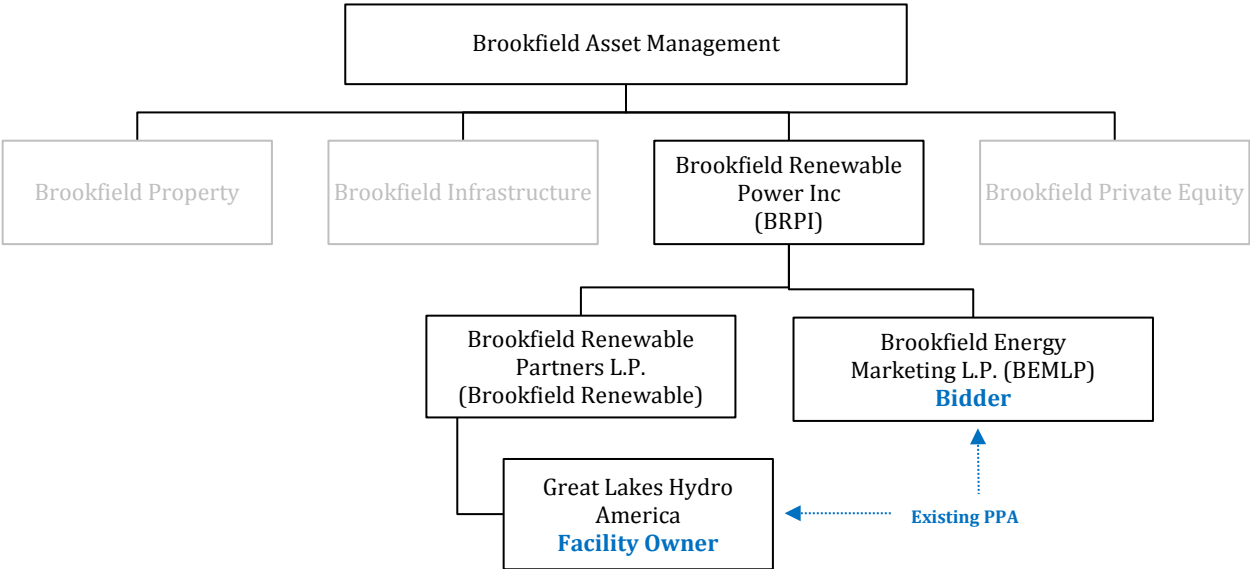
Tony Zarrella – Director, Asset Management, Brookfield Renewable

Tony Zarrella is Director, Asset Management for Brookfield Renewable's Northeast Operations, where he has accountability for the regulatory, compliance, licensing, safety and capital & major maintenance aspects of our renewable energy facilities. Mr. Zarrella holds over 28 years of experience in the energy industry and has been with Brookfield Renewable since January 1999. He is an honorably discharged veteran of the United States Navy, where he worked in the nuclear power field on board submarines.

James Cole – Senior Manager, Operations, Brookfield Renewable

James Cole is a Senior Manager for Brookfield Renewable's Northeast Operations. In this role, he manages the safe execution of daily operations of 14 hydro facilities on the Penobscot and Union Rivers, approximately 50 miles of transmission lines, and 9 storage facilities. Mr. Cole joined Brookfield Renewable in 2003 and holds close to 25 years of experience in the energy industry as an engineer, project manager.

Figure 6: Corporate Organizational Chart



11.2 For a project that includes new facilities or capital investment, provide statements that list the specific experience of the bidder and each of the project participants (including, when applicable, the bidder, partners, EPC contractor and proposed contractors), in developing, financing, owning, and operating generating or transmission facilities (as applicable), other projects of similar type, size and technology, and any evidence that the project participants have worked jointly on other projects.

The Facility includes no new facilities; please see the response to Question 11.3 for further information on the project experience of GLHA and parent Brookfield Renewable.

11.3 For a bid that includes existing facilities, provide statements that list the specific experience of the bidder and each of the project participants (including, when applicable, the bidder, partners, EPC contractor and proposed contractors), in owning and operating generating or transmission facilities (as applicable), other projects of similar type, size and technology, and any evidence that the project participants have worked jointly on other projects.

GLHA is a majority-owned subsidiary of Brookfield Renewable. Brookfield Renewable:

- Operates one of the largest publicly-traded, pure-play renewable power platforms globally, with over 100 years of experience in power generation.
- Employs approximately 2,175 people involved in the day-to-day operations of the facilities and business development.
- Has a portfolio that is:

- Primarily hydroelectric (~80%) and totals approximately 10,731 MW of installed capacity.
- Diversified across 82 river systems and 15 power markets in North America, Colombia, Brazil and Europe. The portfolio generates enough electricity from renewable resources to power over four million homes, on average, each year.

The majority of Brookfield Renewable's capacity in the United States is located in New York and New England. Brookfield Renewable is also strategically focused on power markets in the Mid-Atlantic, Southeast and California, with additional operations in Arizona, Minnesota and Louisiana.

In New England, Brookfield Renewable has 1,274 MW of operating hydroelectric capacity and a 50% joint venture operating interest in a 600 MW hydroelectric pumped storage facility located in Massachusetts as well as a 99 MW wind farm in New Hampshire.

In New York, Brookfield Renewable owns 688,4 MW of small-hydro stations (the Facility in this Proposal), with a long-term average generation of approximately 2.95 TWh annually.

Brookfield Energy Marketing LP (BEMLP), as power marketing agent for Brookfield Renewable, has extensive experience in marketing power across ISOs and balancing authorities and across controllable transmission lines. Examples include energy and/or capacity sales across Smoky Mountain Transmission (which connects the TVA and Duke Power Systems), across the Cross-Sound Cable between New York and New England, and across Phase I/II between Quebec and New England.

11.4 Provide a management chart that lists the key personnel dedicated to this project and provide resumes of the key personnel. For Eligible Facilities or Transmission Projects that are not yet in-service, key personnel of the bidder's development team having substantial project management responsibilities must have:

- i. Successfully developed and/or operated one or more projects of similar size or complexity or requiring similar skill sets; **and***
- ii. For a project that includes new facilities or capital investment, experience in financing power generation projects (or have the financial means to finance the project on the bidder's balance sheet)*

The project organizational chart provided in section 11.1 identifies the key personnel of GLHA and Brookfield Renewable involved in the project. These key personnel were carefully selected based on comprehensive experience in successfully developing projects of similar size and complexity and in operating, maintaining, and/or financing similar projects for their respective enterprises.

Section 5 provide information regarding the ability BEMLP to finance its element of the Project, typically through its balance sheet using a combination of internally generated cash, long-term and short-term debt financings, and equity contributions.

11.5 *Provide a listing of all projects the project sponsor has successfully developed or that are currently under construction. Provide the following information as part of the response:*

- i. Name of the project*
 - ii. Location of the project*
 - iii. Project type, size and technology*
 - iv. Commercial operation date*
 - v. Estimated and actual capacity factor of the project for the past three years*
 - vi. Availability factor of the project for the past three years*
 - vii. References, including the names and current addresses and telephone numbers of individuals to contact for each reference*
-

11.6 *With regard to the bidder's project team, identify and describe the entity responsible for the following, as applicable:*

- i. Construction Period Lender, if any*
 - ii. Operating Period Lender and/or Tax Equity Provider, as applicable*
 - iii. Financial Advisor*
 - iv. Environmental Consultant*
 - v. Facility Operator and Manager*
 - vi. Owner's Engineer*
 - vii. EPC Contractor (if selected)*
 - viii. Transmission Consultant*
 - ix. Legal Counsel*
-

i. Construction Period Lender

As described in Section 5, GLHA (or its corporate parent) typically uses corporate resources to finance the construction of new facilities and has the financial resources to do so without the need for a construction lender. Internal corporate resources within the organization will be charged with

developing specific financing plan for the Project. Therefore, GLHA does not currently anticipate needing a construction period lender, thereby eliminating the risk of construction financing for the Project.

ii. Operating Period Lender and/or Tax Equity Provider

Similar to their collective approach to construction financing, GLHA or its corporate parents usually arrange operating debt at the corporate level. Each intends to use its proven corporate level approach to its existing infrastructure portfolio to fund the operating period.

iii. Financial Advisor

Neither BEMLP nor GLHA anticipate retaining a dedicated financial advisor for its portion of the Project. Nonetheless, BEMLP and GLHA have corporate finance resources with existing relationships with financial advisors that would be available to appropriately assist on financial matters relating to the Project.

iv. Environmental Consultant

Given that the Facility is already constructed and the stations involved in the Conversion Project will not require any modifications in connection with their FERC license requirements, GLHA does not contemplate required the services of an environmental consultant. GLHA does retain the services of environmental consultants on an as-needed basis.

v. Facility Operator and Manager

Brookfield Renewable, parent company of GLHA, will ensure continued operation and maintenance of the Facility.

vi. Owner's Engineer

Not applicable.

vii. EPC Contractor

Not applicable.

viii. Transmission Consultant

Not applicable.

ix. Legal Counsel

The corporate legal department of Brookfield Renewable will have primary responsibility for the legal support for the Project.

Brookfield Renewable's internal legal department will access and manage outside counsel if and as necessary to obtain assistance, including for matters of local law such as siting and permitting.

11.7 Provide details of the bidder's experience in ISO-NE other Markets affected by the bid. With regard to bidder's experience with ISO-NE markets, please indicate the entity that will assume the duties of Lead Market Participant for your Project. Please provide a summary of the proposed Lead Market Participant's experience with each of the ISO-NE markets.

On behalf of Brookfield Renewable, BEMLP is responsible for selling all energy and energy-related products generated by Brookfield Renewable assets in North America. With approximately 113 employees and 24 hours/day, 365 days/year operations, BEMLP performs transaction execution, risk management, settlement, information technology, regulatory, legal and human resource functions. BEMLP also schedules, dispatches and arranges for transmission of the power produced and the power supplied to third parties in accordance with prudent industry practice. These groups provide valuable market intelligence regarding pricing dynamics, regulatory regimes and market participants. In 2016, BEMLP was responsible for the sale of over 17,300 GWh of generation in North America.

BEMLP, as power marketing agent for Brookfield Renewable, has extensive experience in marketing power access ISOs and balancing authorities.

BEMLP is currently a member in good standing of NYISO, ISO-NE, PJM, MISO, CAISO and the IESO.

SECTION 12 OF APPENDIX B TO THE RFP EMISSIONS

12.1 *For existing generation facilities, provide emissions estimates based on available continuous emissions monitoring data. Where continuous emissions monitoring data is not available, provide emissions estimates based on the most recent stack emissions test conducted using an EPA reference method approved by the applicable permitting and enforcement authority. Where continuous emissions data or actual stack emissions test data are not available, provide emissions estimates based on emissions factors from the latest edition of EPA's AP-42, Compilation of Air Pollutant Emissions Factors.*

For new generation facilities, provide emissions estimates based on available data from the unit manufacturer. Alternatively, provide actual emissions data determined in accordance with the paragraph above for a similar facility built within the past 3 years. Include copies of supporting documentation for all emissions estimates.

Project Anticipated Emissions, expressed in pounds/megawatt-hour (lbs/MWh)

The Project will have near zero or negligible emissions of carbon and greenhouse gasses because the Facility are existing scheduled-released and run-of-river facilities, the great majority of which have been in operation for over 50 years, which do not produce emissions associated with vegetative decay characteristics of pooled hydro during its early years of operation. For further information, please see Attachment E ("Economic and Environmental Benefits of the Brookfield Hydro Conversion Project").

12.2 *Describe any past investments that will, or have been made to your facility to improve its emissions profile or any planned future investments made to your facility in order to improve its emissions profile. Pollutant specific emissions improving technologies include, but are not limited to:*

- *NO_x – Selective/Non-Selective Catalytic Reduction*
- *SO_x – wet/dry scrubbers*
- *PM – fabric filter/bag house, electrostatic precipitator, cyclone separator*
- *CO – oxidation catalyst*

Investments that improve overall emissions include, but are not limited to:

- *equipment tune-ups (improves combustion efficiency and emissions)*
- *boiler tube replacements (improves heat transfer efficiency and reduces fuel use)*
- *other efficiency improvements (e.g., installing a heat exchanger to use waste heat to pre-heat feed water to the boiler)*

Include control equipment specifications, date(s) of installation, expected life of equipment, benefits gained from the addition of such equipment, etc.

Not applicable.

12.3 *Describe how your project will contribute to the Massachusetts 2008 Global Warming Solutions Act (GWSA) and the 2010 Clean Energy and Climate Plan for 2020. Describe how your project will contribute both to the short term 2020 goal, and longer term 2050 goal found in these laws.*

Please see Attachment E (“Economic and Environmental Benefits of the Brookfield Hydro Conversion Project”).

SECTION 13 OF APPENDIX B TO THE RFP CONTRIBUTION TO EMPLOYMENT AND ECONOMIC DEVELOPMENT AND OTHER DIRECT AND INDIRECT BENEFITS

- 13.1 *Please provide an estimate of the number of jobs to be created directly during project development and construction (for a project that includes new facilities or capital investment), and during operations, and a general description of the types of jobs created, estimated annual compensation, the employer(s) for such jobs, and the location. Please treat the development, construction, and operation periods separately in your response.*
-

Please see Attachment E ("Economic and Environmental Benefits of the Brookfield Hydro Conversion Project").

- 13.2 *Please provide the same information as provided in response to question 13.1 above but with respect to jobs that would be indirectly created as a result of the proposed project.*
-

Please see Attachment E ("Economic and Environmental Benefits of the Brookfield Hydro Conversion Project").

- 13.3 *Please describe any other economic development impacts (either positive or negative) that could result from the proposed project, such as creating property tax revenues or purchasing capital equipment, materials or services for New England businesses. Please provide the location(s) where these economic development benefits are expected to occur.*
-

Please see Attachment E ("Economic and Environmental Benefits of the Brookfield Hydro Conversion Project").

- 13.4 *To the extent not already specified elsewhere in your response, please address the factors listed in Section 2.2.2.9 and describe any benefits or impacts associated with the proposed project.*
-

Please see Attachment E ("Economic and Environmental Benefits of the Brookfield Hydro Conversion Project").

- 13.5 *Describe how your project will (a) contribute to reducing winter electricity price spikes in Massachusetts, and (b) guarantee energy delivery in winter months. Class I RPS eligible projects must guarantee that 70% of energy in their delivery profile of the Winter Peak Period will be delivered over the course of every Winter Peak Period (see Section 2.2.2.7). Clean Energy Generation for projects containing firm service hydroelectric generation, and Clean Energy from new Class I RPS eligible resources paired with firm service hydroelectric generation, will be required to submit a delivery profile with no Winter Peak Period hour less than 60 percent (60%) of their highest annual single hourly delivery claimed in their annual delivery profile.*

a) contribute to reducing winter electricity price spikes in Massachusetts

The hourly firm winter all hours product (November 1st to February 28th inclusive) offered under this proposal will provide a base load shape during winter peak period, mitigating the effect of fluctuating winter energy prices.

The firm service hydroelectric winter profile is provided in Section 4.2 and it complies with the Winter Peak Period delivery restrictions. For further information, please see Attachment E ("Economic and Environmental Benefits of the Brookfield Hydro Conversion Project").

b) guarantee energy delivery in the winter months

Please refer to the Power Duration Curve provided in Section 4.2. The 20.8 MW hourly firm winter product offered will be firmed by the six stations of the Penobscot River Facility. As per the graph, and based on actual generation between 2002 and 2016, the probability of exceedance of the 20.8 MW product is 100%.

13.6 If applicable, please demonstrate any benefits to low-income ratepayers in the Commonwealth, and the impact, if any, those benefits will have on the cost to the project.

Not applicable.

SECTION 14 OF APPENDIX B OF THE RFP ADDITIONAL INFORMATION REQUIRED FOR TRANSMISSION PROJECTS

Bids that include Transmission Projects (and all System Upgrades) must also provide the following information:

14.1 Transmission Project Information:

i. Overall project description

Not applicable.

ii. The operating voltage of the proposed project: kV:

iii. The type of structures (such as steel towers or poles) that would be used for the proposed project

Not applicable.

iv. The length of the proposed transmission line and the type(s) of terrain and land ownership of the proposed ROW

Overhead miles: Underwater/underground miles:

Terrain:

Not applicable.

v. The substation facilities (number of breakers, transformers, etc.) required at each terminal of the proposed project and information as to how the new facilities would interconnect to any existing facilities.

Not applicable.

vi. The estimated costs of the proposed project broken out into separate categories as described below for transmission facilities and substation facilities in nominal year dollars.

a. For cost of service or modified cost of service proposals:

- 1. Provide the capital cost estimate presented as a buildup of costs by category, such as environmental, engineering, civil works, materials, equipment, construction, construction management, physical and price contingencies, allowance for funds used during construction*

(AFUDC), and all other categories for which recovery under FERC would be sought. These categories are illustrative; aggregate costs into the categories most relevant to the development of the proposed project. All costs should be provided in nominal dollars.

Not applicable.

2. *For projects with transmission and substation components, separate the costs into two rows (e.g. use one row for substation construction and a second for transmission construction). Describe the detailed financial plan on a monthly basis during the construction period, e.g., for 3 years or as long as necessary. The plan should present the costs and financial outlays in each month of the construction period, and the corresponding sources of financing (equity contribution and debt drawdown), as in the following illustrative table. Data should include an estimate of the cost of both physical and price contingencies during the construction period. The financing plan should indicate the ability to finance the construction of the proposed project under base case and contingency scenarios.*
-

Not applicable.

3. *Describe the proposed financing sources and instruments.*
-

Not applicable.

4. *Sources of funds for construction and working capital - include name of entity providing debt financing, loan amounts, interest rates, repayment period, grace period during construction; and equity provided by project sponsor.*
-

Not applicable.

5. *Sources of funds for unexpected repairs or replacement construction during the operating period, e.g., replacement of tower. Note: the operating period is the applicant's estimate of the useful life or accounting life of the transmission project element(s).*
-

Not applicable.

- b. *If the bidder is proposing fixed-rate pricing rather than cost-of-service or modified cost-of-service pricing, provide sufficient information and assessment to show that the proposed project, including any necessary transmission network upgrades, is financially viable. In this regard, provide*

capital cost estimates and operation and maintenance cost estimates and the basis for your estimates, including the extent to which estimates are based on vendor contracts or vendor quotes, your experience in the development, construction and/or operation of similar projects, your approach regarding contingency and risk management, and your proposed financing plan. All costs should be provided in nominal dollars, although inflation and cost escalation estimates should be provided. Please describe in detail the due diligence you have conducted in developing your pricing and tariff proposal.

Not applicable.

vii. *Provide a proposed schedule for project development through release for operation that includes key critical path items, such as:*

a. *Develop contracts for project work*

Not applicable.

b. *Completion of studies and receipt of approvals needed for the interconnection*

Not applicable.

c. *Permitting; R/W and land acquisition*

Not applicable.

d. *Engineering and design*

Not applicable.

e. *Material and equipment procurement, including identification of long lead time equipment*

Not applicable.

f. *Facility construction*

Not applicable.

g. *Agreements (interconnection, operating, scheduling, etc.) with other entities*

Not applicable.

h. Pre-operating testing

Not applicable.

i. Project in-service date

j. Other items identified by the bidder

Not applicable.

- viii. Bidder must indicate whether it proposes to recover abandonment costs for its transmission project from the Distribution Companies, as described in Section 2.2.2.6.2 of this RFP. If so, Bidder must acknowledge that recovery of any such abandonment costs shall be in accordance with FERC rules and policies, and also acknowledge that in no event will a Bidder seek to recover abandonment costs if the abandonment was caused directly or indirectly by some act or failure to act of the Bidder. Bidder must further affirmatively commit not to seek from FERC or any other agency or authority any treatment of abandonment costs inconsistent with the provisions of Section 2.2.2.6.2 of the RFP. To the extent the Bidder proposes to recover abandonment costs, such proposal should be further described as set forth in Appendix C-2 of this RFP.*
-

Not applicable.

14.2 The proposed payment required for the transmission project and all system upgrades.

- i. All proposals must include significant cost containment as stated in the RFP.*
-

Not applicable.

- ii. List all situations which may change the proposed payments by consumers during the contract term.*
-

Not applicable.

- iii. Identify any limits placed upon the bidder's post-contract term rates according to current FERC rules.*
-

Not applicable.

- iv. Identify all other project revenues which may be received by the bidder during the contract term which would not reduce rates paid by consumers.*
-

Not applicable.

- v. *If the proposed payments may change during the contract term or the proposal is based on cost of service, the bidder must provide the method that transmission owner shall use to determine the payment for the Transmission Project under the transmission Rate Schedule or Tariff and Service Agreement to be filed with FERC. If the proposed payment is a formula rate, the Eligible Bidder must also provide the formula and its proposed inputs that the transmission owner will file with FERC.*
-

Not applicable.

- vi. *If the proposed payment is based on the Transmission Project's cost of service and may change during the contract term based on changes in the cost of service, a full revenue requirements model must be included and submitted as a working Excel spreadsheet with the formulas intact.*
- a. *Provide the annual revenue requirement forecasts for the project – including assumptions. Provide a draft version of the revenue requirement calculation in a format that is similar to what would be included in the Rate Schedule or Tariff and Service Agreement application to FERC, indicating the forecast revenue requirement amounts and all assumptions used in the calculations. This should include but not be limited to the assumptions regarding rate of return, depreciation life, split between debt and capital, AFUDC and weighted cost of capital, and a detailed estimate of the anticipated average annual operating and maintenance cost. Provide the information requested in Section 14.1.a of the Bidder Response Package.*
-

Not applicable.

- vii. *If the pricing proposed is based on cost of service, detail all cost containment commitments. Examples of such commitments include fixed price components, cost overrun restrictions, or other cost bandwidth provisions that are proposed to limit ratepayer risk must be clearly defined.*
-

Not applicable.

- viii. *Please include full and complete descriptions of all cost containment measures that you propose to be included in your pricing. Additionally provide any supporting documentation for any savings or methods of savings including cost caps on any portion of your project. Please include working excel spreadsheets to more fully explain how your cost containment measures should work. Please provide details and notes that describe the nexus between the cost containment provisions in your proposal and those supporting documents and spreadsheets. Please provide examples about how any cost containment measures you are proposing would work.*
-

Not applicable.

- ix. *To the extent that you are proposing different interconnection scenarios that affect cost please include full and complete cost information on each scenario. Please describe all interconnection and transmission upgrade costs required to interconnect at the Capacity Capability Interconnection Standard and to ensure full dispatch, including transmission upgrades that may need to occur beyond the point of interconnection.*
-

Not applicable.

- x. *Please describe the coordination of the availability of the Clean Energy Generation and any associated transmission or distribution facilities. All proposals must include a project schedule, and proposals including a combination of transmission and Clean Energy Generation should propose complete critical path schedules, for both elements of the project, from the notice of selection for contract consideration to the start of commercial operations (the "Baseline Schedule"). Please describe all aspects of your proposal that protect ratepayers from risks associated with payments for transmission costs when any associated expected Clean Energy Generation, as proposed by the bidder, is absent, reduced, or curtailed as compared to the Baseline Schedule.*
-

Not applicable.

- xi. *Please describe your approach to avoid line losses.*
-

Not applicable.

- 14.3 *The schedule of the payments defined in 14.2 above including when the payments will commence, how often payments will be required and the length of time over which payments will be required. In no event may payments commence before the Transmission Project is placed in service.*
-

Not applicable.

- 14.4 *The design life of the project*
-

Not applicable.

- 14.5 *A description of the reliability benefits of the proposed Transmission Project and its impact on existing transmission constraints*
-

Not applicable.

SECTION 15 OF APPENDIX B TO THE RFP EXCEPTIONS TO FORM PPA AND OR VARIATIONS FROM THE PROPOSED TARIFF REQUIREMENTS

Please attach an explanation of any exceptions to the Form PPAs set forth in Appendix C-1 or Appendix C-2 to this Notice, including any specific alternative provisions in a redline format to the Form PPA.

Please see the attached summary of changes and redline PPA.

Transmission bids must contain a proposed tariff, rate schedule or transmission service agreement ("Transmission Agreement") that the Bidder proposes as the vehicle for recovery of its transmission costs from the Distribution Companies. In addition, all transmission bids must separately contain a detailed summary of the material provisions of the proposed Transmission Agreement. Such a summary should include, but not be limited to, a discussion of the key provisions set forth in Appendix C-3, as well as a cross-reference to the corresponding sections of the proposed Transmission Agreement where such provisions may be found.

Bidders are discouraged from proposing changes to the Form PPA and or variations from the Proposed Tariff requirements.

SECTION 16 OF APPENDIX B TO THE RFP FREQUENTLY USED TERMS

In addition to terms defined in the RFP, this Proposal frequently uses the following defined terms:

“Affiliated Company” means an affiliated company as defined in Section 85 of Chapter 164 of the Massachusetts General Laws.

“Bidders” means BEMLP.

“Clean Energy Generation” means either: (i) firm service hydroelectric generation from hydroelectric generation alone; (ii) new Class I Renewable Portfolio Standard (“RPS”) eligible resources that are firm up with firm service hydroelectric generation; or (iii) new Class I RPS eligible resources.

“Control Area” means a geographic region in which a common generation control system is used to maintain scheduled interchange of Energy within and outside the region.

“Conversion Project” is the upgrading and repowering of certain generating units within the Facility to generate Incremental Hydroelectric Generation on an annual basis

“Delivery”, “Deliveries”, “Deliver”, or “Delivered” means that Clean Energy Generation is recognized in the New England Control Area as: i) injected in the New England Control Area at a specified and agreed upon pricing node (e.g., the generator asset node applicable to an internal resource or the external interface node applicable to an import), and ii) injected under any additional agreed upon conditions intended to reflect and realize a generally unconstrained/uncongested delivery of the Clean Energy Generation.

“Department of Energy Resources” or “DOER” means the Massachusetts Department of Energy Resources established by Section 1 of Chapter 25A of the Massachusetts General Laws.

“Distribution Company” or “Distribution Companies” means a distribution company as defined in Section 1 of Chapter 164 of the Massachusetts General Laws.

“Energy” means electric “energy,” as such term is defined in the ISO-NE Tariff, generated by the Generation Unit as measured in MWh in Eastern Prevailing Time, less such Generation Unit’s station service use, generator lead losses and transformer losses, which quantify will never be less than zero.

“Energy storage system” means a commercially available technology that is capable of absorbing energy, storing it for a period of time and thereafter dispatching the energy and which may be owned by an electric distribution company; provided, however, that an energy storage system shall: (i) reduce the emission of greenhouse gases; (ii) reduce demand for peak electrical generation; (iii) defer or substitute for an investment in generation, transmission or distribution assets; or (iv) improve the reliable operation of the electrical transmission or distribution grid; and provided further, that an energy storage system shall: (1) use mechanical, chemical or thermal processes to store energy that was generated for use at a later time; (2) store thermal energy for direct heating or cooling use at a later time in a manner that avoids the need to use electricity at that later time;

(3) use mechanical, chemical or thermal processes to store energy generated from renewable resources for use at a later time; or (4) use mechanical, chemical or thermal processes to capture or harness waste electricity and to store the waste electricity generated from mechanical processes for delivery at a later time.

“Environmental Attribute” means all of the GIS Certificates and any other present or future environmental benefits associated with the Firm Service Hydroelectric Generation energy deliveries contracted for as part of this RFP.

“Evaluation Team” means the Distribution Companies and the Department of Energy Resources.

“Evaluation Team Consultant” means an entity or entities that will contract with the Distribution Companies to assist the Evaluation Team with the technical methodologies and findings for eligible proposals.

“Facility” means a portfolio of generating assets including the equipment and infrastructure belonging to GLHA on the Penobscot River including but not limited to the McKay, North Twin, Millinocket, Dolby and East Millinocket dams and generation equipment

“FERC” means the United States Federal Energy Regulatory Commission, and includes its successors.

“Facility” means [copy from Exhibit A of PPA once finalized]

“Firm Service Hydroelectric Generation” means hydroelectric generation provided without interruption for one or more discrete periods designated in a long-term contract, including but not limited to multiple hydroelectric run-of-the-river generation units managed in a portfolio that creates firm service through the diversity of multiple units.

“Generation Unit” means a facility that converts a fuel or an energy resource into electrical energy.

“GIS” means the New England Power Pool (“NEPOOL”) Generation Information System or any successor thereto, which includes a generation information database and certificate system, operated by NEPOOL, its designee or successor entity, that accounts for generation attributes of electricity generated or consumed within New England.

“Incremental Hydroelectric Generation” means Firm Service Hydroelectric Generation that represents a net increase in MWh per year of hydroelectric generation from the bidder and/or affiliate as compared to the 3 year historical average and/or otherwise expected delivery of hydroelectric generation from the bidder and/or affiliate within or into the New England Control Area.

“Interconnection Agreement” means an agreement pursuant to the relevant section(s) of the ISO-NE Tariff among the Facility owner, the interconnecting utility and ISO-NE, as applicable, regarding the interconnection of the Facility to the Transmission System of the transmission affiliate of the Distribution Company, as the same may be amended from time to time.

“ISO” or “ISO-NE” means ISO New England Inc., the independent system operator established in accordance with the RTO arrangements for New England, or its successor.

“Long Term Contract” or “PPA” means a contract for a period of 15 to 20 years for Clean Energy Generation.

“New Class I Renewable Portfolio Standard Eligible Resources” means Class I renewable energy generation sources, as defined in Section 11F of Chapter 25A of the Massachusetts General Laws, that have not commenced commercial operation prior to the date of execution of a long-term contract or that represent the net increase from incremental new generating capacity at an existing generation unit after the date of execution of a long-term contract.

“New England Control Area” means New England Control Area as set forth in the ISO-NE Tariff.

“Other Authorities” means one or more regional transmission organizations, balancing authorities, or utilities in other Control Areas in which a generation unit is located or through which its Energy may pass.

“Project” and “Conversion Project” is the Conversion of 5 turbines at the Dolby and Millinocket Stations.

“Proposal” is this proposal dated July 27th, 2017, submitted by BEMLP.

“Rate Schedule” means Rate Schedule as set forth in 18 CFR §35.2(b).

“Renewable Energy Certificates” or “RECs” means all of the GIS Certificates and environmental benefits associated with New Class I RPS eligible resources.

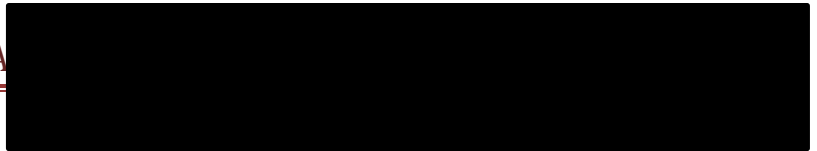
“Selection Team” means the Distribution Companies.

“Service Agreement” has the meaning provided in 18 CFR §35.2(c)(2).

“Tariff” has the meaning provided in 18 CFR §35.2(c)(1).

“Winter Peak Period” means the peak winter months of January, February, and December, and peak hours ending 0800 to hour ending 2300 on Monday through Friday, excluding North American Reliability Corporation holidays.

ATTACHMENT A



ATTACHMENT D



ATTACHMENT



ATTACHMENT



ATTACHMENT E: