

August 13, 2015

Via Electronic Filing

The Honorable Kimberly D. Bose
Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

**SUBJECT: Bear Swamp Project, FERC Project No. 2669
Follow-up to June 29-30, 2015 Proposed Study Plan Meeting**

Dear Secretary Bose:

Bear Swamp Power Company, LLC (BSPC), a limited liability company jointly owned indirectly by Brookfield Renewable Energy Group and Emera, Inc., is the Licensee, owner, and operator of the 610 megawatt (MW) Bear Swamp Project (Project or BSP). The Project is located along the Deerfield River in Berkshire and Franklin counties, in the Commonwealth of Massachusetts. The Project consists of the Bear Swamp Pumped Storage Development (PSD) and the Fife Brook Development. In support of preparing an application for a new license for the Project, BSPC has elected to use the Federal Energy Regulatory Commission's (FERC or Commission) Integrated Licensing Process (ILP), as defined in 18 C.F.R. Part 5 of the Commission's regulations. Major milestones to date are presented in Table 1.

**TABLE 1
MAJOR ILP MILESTONES COMPLETED**

Date	Milestone
12/19/2014	Pre-Application Document (PAD) and Notice of Intent (NOI) Filed
02/18/2015	Scoping Document 1 (SD1) Issued by FERC
03/18/2015	FERC's Agency and Public Scoping Meetings Conducted
03/19/2015	Project Site Visit Held
06/02/2015	Proposed Study Plan (PSP) Filed
06/29-30/2015	PSP Meeting Conducted

BSPC conducted a two-day PSP meeting on June 29-30, 2015 at Greenfield Community College in Greenfield, Massachusetts. During the PSP meeting, BSPC presented the basis for the studies as described in the PSP. BSPC would like to thank all participants for attending, and BSPC believes the dialogue was both important and productive. Accordingly, this letter outlines a series of key themes or aspects which BSPC heard and took note-of during the meeting, and which BSPC is examining relative to the Revised Study Plan (RSP) which will be filed by September 30, 2015.

At the outset of the meeting BSPC presented its approach to the PSP (as described in-detail in Section 1.3 of the PSP) which is centered on appropriately applying FERC's ILP study criteria with emphasis on matters and issues for which BSPC has direct control and which have a nexus to Project operations. The approach and guiding principles outlined in the PSP represent valid and reasonable interests that BSPC continues to maintain particularly when considering that; (a) it is the eight-development Deerfield River Project (FERC No. 2323) (DRP) that drives and regulates the peaking flow regime throughout the Deerfield River, (b) this flow regime is authorized by DRP's Settlement, FERC license and 401 Water Quality Certificate (WQC), none of which are under BSPC's control, and (c) BSPC does not own or control any of the DRP facilities none of which are up for relicensing at this time.

However, BSPC also respects key interests expressed by stakeholders during the PSP meeting and appreciates the constructive dialogue regarding specific study methods. Accordingly, BSPC is reviewing the practical attributes of the following resource areas and fieldwork considerations with respect to the RSP:

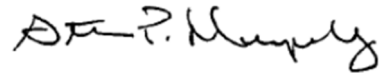
- Supplemental characterization of freshwater mussels,*
- Supplemental characterization of state-listed odonate species,*
- Additional examination of naturally reproduced trout,
- Integrate a level of examination of the Deerfield River between the Cold River and the most-upstream (highest) extent of the Deerfield No. 4 Station backwater,
- Additional field components associated with the proposed Instream Flow Assessment,
- Revised schedule for recreational visitor use surveys,
- Supplemental characterization of state and federally listed rare, threatened, and endangered species,
- Additional definition of acoustic Doppler current profiler (ADCP) fieldwork under the Entrainment Evaluation,
- Collaboration with the whitewater/boating and angling communities to examine Fife Brook scheduled release considerations,
- Further information regarding the function/workings of the Flow Regime Working Group under the Operations Model, and
- Details regarding the means, methods, execution and timing of studies.

BSPC anticipates that the RSP will reflect-upon these aspects while maintaining consistency with BSPC's approach and guiding principles described in the PSP; all of which will continue to be examined by BSPC under the schedule afforded by the ILP in which the RSP is filed by September 30, 2015.

* BSPC expects that these are additional, stand-alone studies with specific field methods described in the RSP.

BSPC looks forward to working with the Commission, agencies, Indian tribes, local governments, and members of the public to timely develop a license application and supporting record that fully meets regulatory requirements in relicensing the Project. If you have questions or require additional information, please contact me at (315) 598-6130 or via email at Steven.Murphy@brookfieldrenewable.com.

Steven P. Murphy

A handwritten signature in black ink that reads "Steven P. Murphy". The signature is written in a cursive style with a large, stylized "S" and "M".

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Cc: Attached Distribution List

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