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VIA E-MAIL & COURIER

August 21, 2009

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ONTARIO ENERGY BD

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
2300 Yonge Street
PO Box 2319, 27th Floor
Toronto, ON
M4P 1E4

Dear Ms. Walli:

Re: Greenwich Windfarm, LP – Application for Leave to Construct Board File No. EB-2009-0315

I am writing on behalf of Greenwich Windfarm, LP to file, under separate cover, a Notice of Proposal under Sections 80 and 81 of the *Ontario Energy Board Act, 1998*. This Notice of Proposal was previously filed with the Board under cover of letter dated August 11, 2009 as Exhibit B-2-1 in a binder entitled "Greenwich Wind Farm, LP, Application to the Ontario Energy Board for Leave to Construct Transmission Facilities and Notice of Application under s. 81 of the *Ontario Energy Board Act, 1998*".

I would ask that the Notice of Proposal continue to be included in the Leave to Construct Application as Exhibit B-2-1 for informational and ease of reference purposes only.

Yours very truly,

Helen T. Newland

HTN/ko

Encls.

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Ontario Energy Board

Preliminary Filing Requirements
For a Notice of Proposal under Sections 80 and 81
Of the *Ontario Energy Board Act*, 1998

INSTRUCTIONS:

This form applies to all applicants who are providing a Notice of Proposal to the Ontario Energy Board (the "Board") under sections 80 and 81 of the *Ontario Energy Board Act*, 1998 (the "Act"), including parties who are also, as part of the same transaction or project, applying for other orders of the Board such as orders under sections 86 and 92 of the Act.

The Board has established this form under section 13 of the Act. Please note that the Board may require information that is additional or supplementary to the information filed in this form and that the filing of the form does not preclude the applicant from filing additional or supplementary information.

PART I: GENERAL MINIMUM FILING REQUIREMENTS

All applicants must complete and file the information requested in Part I.

1.1 Identification of the Parties

1.1.1 Applicant

Name of Applicant **Greenwich Windfarm, LP**	File No: (Board Use Only)	
Address of Head Office **c/o Renewable Energy Systems Canada Inc.** **300 Leo-Pariseau, Suite 2516** **Montreal, Quebec H2X 4B3**	Telephone Number **514-525-2113** Facsimile Number **514-524-9669** E-mail Address **peter.clibbon@res-americas.com**	
Name of Individual to Contact **Peter Clibbon**	Telephone Number **514-524-9669** Facsimile Number **514-524-9669** E-mail Address **peter.clibbon@res-**	

	americas.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party **Greenwich Windfarm LP will construct, own and operate the Greenwich Windfarm and the associated Greenwich Windfarm transmission facilities. No other parties are involved in the project.**	Board Use Only	
Address of Head Office	Telephone Number	
	Facsimile Number	
	E-mail Address	
Name of Individual to Contact	Telephone Number	
	Facsimile Number	
	E-mail Address	

1.2 Relationship between Parties to the Transaction or Project

1.2.1	Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project. **Greenwich Windfarm, LP has two general partners: Greenwich Windfarm GP Inc. and Greenwich Windfarm Holdings Inc.** **The following is the list of directors and officers of Greenwich Windfarm GP Inc., a General Partner of Greenwich Windfarm, LP.:**	

DIRECTORS	OFFICERS
Craig Mataczynski	Craig Mataczynski – President and Chief Executive Officer
Brian Evans	Brian Evans – Vice President
Richard Ashby	Matthew Burt – Vice President
	Peter Clibbon – Vice President
	Richard Ashby – Chief Financial Officer and Treasurer
	Marcia Emmons – Secretary
	Hillel W. Rosen – Assistant Secretary

The following is the list of directors and officers of Greenwich Windfarm Holdings Inc., a General Partner of Greenwich Windfarm, LP.:

DIRECTORS	OFFICERS
Craig Mataczynski	Craig Mataczynski – President and Chief Executive Officer
Brian Evans	Brian Evans – Vice President
Richard Ashby	Matthew Burt – Vice President
	Richard Ashby – Chief Financial Officer and Treasurer
	Marcia Emmons – Secretary
	Hillel W. Rosen – Assistant Secretary

1.2.2 Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates.

Please see the attached corporate chart that shows RES Canada's Canadian affiliates.

1.3 Description of the Businesses of Each of the Parties

1.3.1 Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licenced under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licenced under the OEB Act in Ontario ("Electricity Sector Affiliates").

Greenwich Windfarm, LP will be the licensed owner and operator of a 99 MW wind farm known as Greenwich Windfarm which will be located in the Municipality of Dorion. The Greenwich Windfarm will be connected to the IESO-controlled grid via the 10.3 kilometre, 230 kV Greenwich Windfarm Transmission Line and associated substation and switching station.

Greenwich Windfarm, LP is affiliated with Renewable Energy Systems Canada Inc., the Canadian arm of the RES Group based in the United Kingdom, an international renewable energy company that has built more than 70 wind farms across the world and was recently called one of the U.S. "50 Best Green Companies".

Greenwich Windfarm, LP's affiliate, Talbot Windfarm, LP, proposes to construct a 99-MW wind farm near Chatham-Kent, Ontario (the "Talbot Windfarm"). Both Greenwich Windfarm, LP and Talbot Windfarm, LP have applied to the Ontario Energy Board for Generation Licences (EB-2009-0295 and EB-2009-0289,

	respectively). Talbot Windfarm, LP has also applied to the Board for Leave to Construct the Talbot Windfarm transmission facilities (EB-2009-0290). Greenwich Windfarm, LP expects to file its Leave to Construct the Greenwich Windfarm transmission facilities in the week of August 10, 2009.
1.3.2	Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities. **Greenwich Windfarm, LP will own and operate a 99-MW wind farm in the Municipality of Dorion, approximately 60 kilometre east of Thunder Bay. The windfarm will be connected to the IESO-controlled grid by means of the 10.3 kilometre, 230 kV Greenwich Windfarm Transmission Line proposed to be constructed, owned and operated by Greenwich Windfarm, LP.** **As mentioned above, Greenwich Windfarm, LP's affiliate, Talbot Windfarm, LP, will own and operate a similar wind farm located in the municipality of Chatham-Kent, Ontario.**
1.3.3	Attach a breakdown of the annual sales (in C$, and in MWh) as of the most recent fiscal year end of the existing generation output among the IESO Administered Markets ("IAM"), bilateral contracts, and local distribution companies. **To date, neither Greenwich Windfarm, LP nor any of its affiliates have any generation capacity in the Province of Ontario and, accordingly, have no revenue from the sale of electricity in Ontario. The expected in-service date for the Talbot Windfarm is the last quarter of 2010; Greenwich Windfarm is expected to come into service in the September-November 2010 period.**
1.3.4	Attach a list identifying all relevant Board licences and approvals held by the parties to the proposed transaction or project and each of their Electricity Sector Affiliates, and any applications currently before the Board, or forthcoming. Please include all Board file numbers. **Talbot Windfarm, LP** **(i) application for Generation Licence (EB-2009-0289);** **(ii) Notice of Proposal under s. 81 of the OEB Act (EB-2009-0286); and** **(iii) application for leave to construct transmission facilities (EB-2009-0290).** **Greenwich Windfarm, LP** **(i) application for Generation Licence (EB-2009-0295); and** **(ii) an application for leave to construct transmission facilities is being filed concurrently with this Notice of Proposal; a Board file number has not yet been assigned.**

1.4 Current Competitive Characteristics of the Market

1.4.1	Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to the completion of the proposed transaction or project. **To date, neither Greenwich Windfarm, LP nor any of its affiliates own or operate any generation facility in the Province of Ontario. Upon completion of the Greenwich Windfarm and the Talbot Windfarm, the RES Group of Companies will have a combined generation capacity of 198 MW in the Province of Ontario.**
1.4.2	Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to completion of the proposed transaction or project. **Prior to construction and energization of the Greenwich Windfarm, Greenwich Windfarm, LP will have zero percent market share in the Province of Ontario.** **According to IESO data, the total electricity demand in Ontario in 2008 was 148 TWh. The Greenwich Windfarm is forecast to produce 285.9 GWh per year (based on a capacity factor of 33%). The Talbot Windfarm is forecast to produce an estimated 311.9 GWh annually (based on a capacity factor of 36%). Accordingly, the total annual estimated production for <u>both</u> the Greenwich and the Talbot Windfarms will be approximately 0.4 percent of total Ontario demand or 0.2 percent per project.**

1.5 Description of the Proposed Transaction or Project and Impact on Competition - General

1.5.1	Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities. **Greenwich Windfarm project will be wholly owned by Greenwich Windfarm, LP. The project will comprise the following:** **(i) the Greenwich Windfarm comprising 43 turbines with a total peak generation capacity of 99 MW;** **(ii) the Greenwich Windfarm Feeder and Collector System comprising a combination of aboveground and underground 34.5 kV electrical power lines running between the turbines and routed to the Greenwich Windfarm Substation;** **(iii) the Greenwich Windfarm Substation that will step up the voltage from 34.5 kV to 246 kV and will comprise two HICO equivalent, 3 phase 60 Hz 40/50/60 MVA transformers;**

	(iv) the Greenwich Windfarm Transmission Line, comprising a double circuit, overhead 230 kV transmission line that will extend from a point of interconnection with the Greenwich Windfarm Substation, approximately 10.3 kilometres to a point of interconnection with the Greenwich Windfarm Switching Station; and **(v) the Greenwich Windfarm Switching Station comprising two 230 kV breakers and motorized disconnect switches with protection and monitoring provided by multi-function micro-processor based relays,** **All facilities will be located within the Municipality of Dorion or in unorganized territory managed by the MNR.**
1.5.2	Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project. **Greenwich Windfarm, LP will own generation capacity of 99 MW following the completion of the Greenwich Windfarm. Upon completion of the Talbot Windfarm, its affiliate, Talbot Windfarm, LP, will also own 99 MW of generation capacity.**
1.5.3	Describe the generation market share based on anticipated MWh production as a percentage of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project. **Prior to construction and energization of the Greenwich Windfarm, Greenwich Windfarm, LP will have zero percent market share in the Province of Ontario.** **According to IESO data, the total electricity demand in Ontario in 2008 was 148 TWh. The Greenwich Windfarm is forecast to produce 285.9 GWh per year (based on a capacity factor of 33%). The Talbot Windfarm is forecast to produce an estimated 311.9 GWh annually (based on a capacity factor of 36%). Accordingly, the total annual estimated production for <u>both</u> the Greenwich and the Talbot Windfarms will be approximately 0.4 percent of total Ontario demand or 0.2 percent per project.**
1.5.4	Attach a short description of the impact, if any, of the proposed transaction or project on competition. If there will be no impact on competition, please state the reasons. Cite specifically the impacts of the proposal on customer choice regarding generation, energy wholesalers, and energy retailers. **The project will have little to no impact on competition within the Province of Ontario. Customer choice will not be affected, as Greenwich Windfarm is subject to a Power Purchase Agreement with the Ontario Power Authority and the proposed Greenwich Windfarm Transmission Line will be a designated line to connect Greenwich Windfarm to the IESO-controlled grid.**
1.5.5	Provide confirmation that the proposed transaction or project will have no impact on open access to the transmission or distribution system of the parties or their

	affiliates. If open access will be affected explain how and why. **Greenwich Windfarm, LP confirms that Greenwich Windfarm and the Greenwich Windfarm Transmission Line will not affect open access in any way.**	

1.6 Other Information

1.6.1	Attach confirmation that the parties to the proposed transaction or project are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the proposed transaction or project. **Greenwich Windfarm, LP confirms that it is in compliance with all applicable license and code requirements and will continue to be in compliance after completion of the Greenwich Windfarm.**	

PART II: SECTION 80 OF THE ACT – TRANSMITTERS AND DISTRIBUTORS ACQUIRING AN INTEREST IN GENERATORS OR CONSTRUCTING A GENERATION FACILITY

All applicants filing a Notice of Proposal under section 80 of the Act must complete and file the information requested in Part II.

2.1 Effect on Competition

2.1.1	Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.	
2.1.2	Provide a description of the generation including fuel source, technology used, maximum capacity output, typical number of hours of operation in a year, and peaking versus base-load character.	
2.1.3	Provide details on whether the generation facility is expected to sign a "must run" contract with the 1ESO.	
2.1.4	Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints.	

2.2 System Reliability

Section 2.2 must be completed by applicants who are claiming that the proposed transaction or project is required for system reliability under section 82(2)(b) of the Act.

2.2.1	Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.	
2.2.2	Discuss the effect of the proposal on the adequacy (ability of supply to meet demand) of supply in the relevant control area or distribution region, citing effects	

	on capacity plus reserve levels in comparison to load forecasts.	
2.2.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.	
2.2.4	Provide a copy of the IESO Preliminary System Impact Assessment Report, if completed, and the IESO Final System Impact Assessment Report, if completed. If the IESO is not conducting a System Impact Assessment Report, please explain.	

PART III: SECTION 81 OF THE ACT – GENERATORS ACQUIRING AN INTEREST IN OR CONSTRUCTING A TRANSMISSION OR DISTRIBUTION SYSTEM

All applicants filing a Notice of Proposal under section 81 of the Act must complete and file the information requested in Part III.

3.1 Effect on Competition

3.1.1	Provide a description of the transmission or distribution system being acquired or constructed. **Greenwich Windfarm, LP proposes to construct, own and operate the following distribution and transmission facilities:** **(i) the Greenwich Windfarm Collector System comprising a combination of aboveground and underground 34.5 kV electrical power lines running between the turbines and routed to the Greenwich Windfarm Substation;** **(ii) the Greenwich Windfarm Substation that will step up the voltage from 34.5 kV to 246 kV and will comprise a HICO equivalent, 3 phase 60 Hz 40/50/60 MVA transformer surrounded by a sound-barrier wall;** **(iii) the Greenwich Windfarm Transmission Line, comprising a single circuit, overhead 230 kV transmission line that will extend from a point of interconnection with the Greenwich Windfarm Substation, approximately 10.3 kilometres to a point of interconnection with the Greenwich Windfarm Switching Station; and** **(iv) the Greenwich Windfarm Switching Station comprising two 230 kV breakers and motorized disconnect switches with protection and monitoring provided by multi-function micro-processor based relays.**	
3.1.2	Provide details on whether the generation facilities owned by the acquiring company are or will be directly connected to the transmission or distribution system being acquired or constructed. **Both the generation facility and the transmission system will be owned by Greenwich Windfarm, LP and will be connected to one another. The proposed Greenwich Windfarm Transmission Line will be a designated line to connect Greenwich Windfarm to the IESO-controlled grid.**	

3.1.3	Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints. **The Greenwich Windfarm is not expected to serve as a load pocket and is not likely to be "constrained on" due to transmission constraints.**	
3.1.4	Provide details on whether the generation facilities are expected to sign a "must run" contract with the IESO. **The Greenwich Windfarm will comprise 43 turbines that will run intermittently according to prevailing wind conditions, with a maximum peak total capacity of 99 MW. The Greenwich Windfarm is operated pursuant to a Power Purchase Agreement with the Ontario Power Authority. It is not a "must run" facility.**	

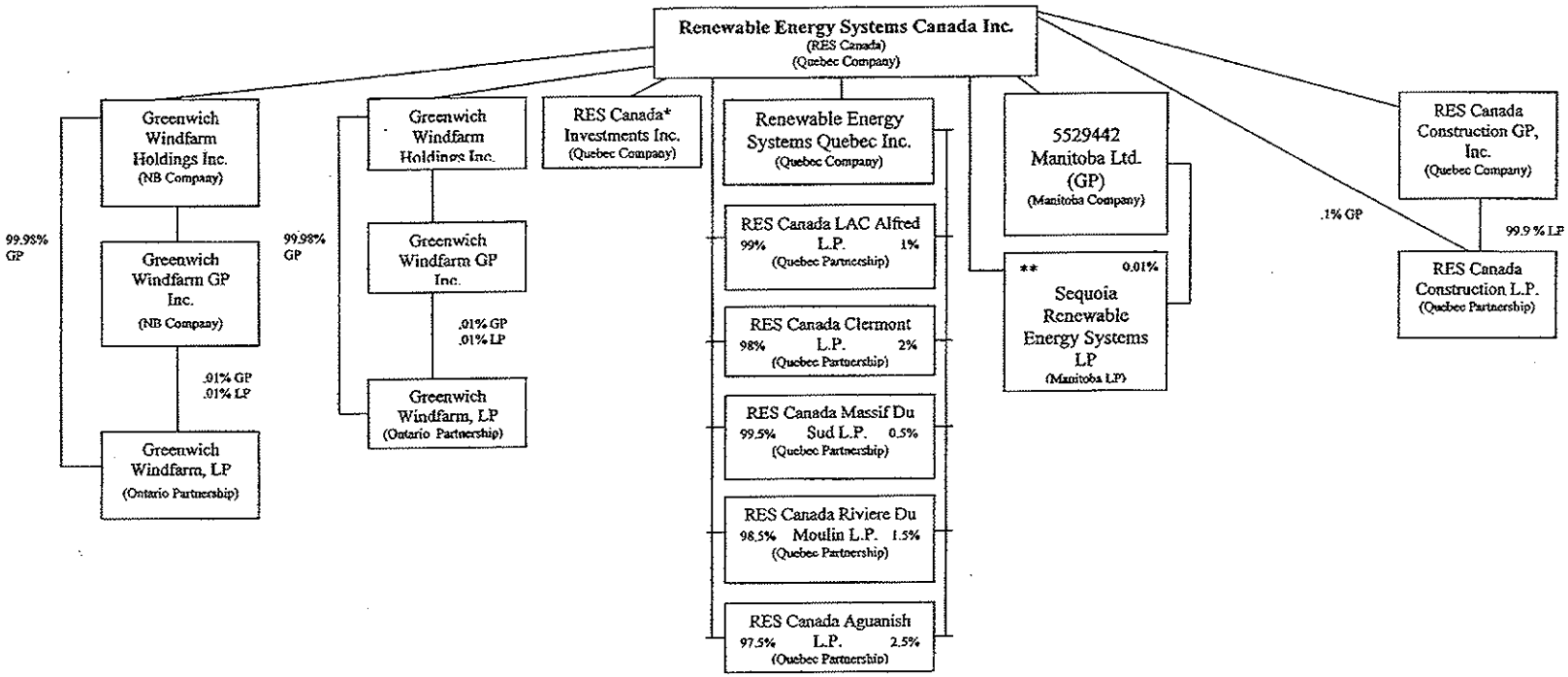
How to Contact the Ontario Energy Board

The Ontario Energy Board is located at:

P.O. Box 2319
2300 Yonge Street, Suite 2701
Toronto, Ontario
M4P 1E4

Telephone:	416-481-1967
Toll Free Number:	1-888-632-6273
Fax:	416-440-7656
Website:	http://www.oeb.gov.on.ca
Board Secretary's e-mail address:	boardsec@oeb.gov.on.ca

RENEWABLE ENERGY SYSTEMS CANADA INC. STRUCTURE CHART



* RES Canada will transfer its LP interest in 5 Quebec Windfarm partnerships to RES Canada Investments, if necessary for financing purposes.
** RES Canada together with a third party, Sequoia Energy Inc., together own 99.99% of Sequoia Renewable Energy Systems LP.