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April 12, 2013

Via RESS and COURIER

Ontario Energy Board
2300 Yonge Street
P.O. Box 2319
Suite 2700
Toronto, ON M4P 1E4

Attention: Ms. Kirsten Walli
Board Secretary

Dear Ms. Walli:

Re: Conestogo Wind, LP Notice of Proposal under Section 81 of the *Ontario Energy Board Act, 1998*

We are counsel to Conestogo Wind, LP (the "Applicant"). Please find enclosed a Notice of Proposal under Section 81 of the *Ontario Energy Board Act, 1998* (the "Notice"). Please note that due to an oversight, the Notice was not filed prior to the commercial operation of the Conestogo Wind Energy Centre. We apologize for the inconvenience this may cause.

We request that communications regarding the Notice be directed to both the Applicant at the address provided in the Notice and to counsel at the address provided above.

Please do not hesitate to contact the undersigned with any questions regarding the foregoing.

Sincerely,

Signed in the Original

George Vegh

GAV:ha
Enclosure

Ontario Energy Board

Notice of Proposal under Sections 80 and 81 of the *Ontario Energy Board Act, 1998 (the "OEB Act")*

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 Conestogo Wind, LP	File No: (Board Use Only)	
Address of Head Office 390 Bay Street, Suite 1720 Toronto, ON M5H 2Y2	Telephone Number 905-335-4904	
	Facsimile Number 905-335-5731	
	E-mail Address Jeremy.ferrell@nexteraenergy.com	
Name of Individual to Contact Jeremy Ferrell	Telephone Number 561-694-3134	
	Facsimile Number 561-304-5161	
	E-mail Address Jeremy.ferrell@nexteraenergy.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Applicant Bornish-Conestogo LP, Inc.	File No: (Board Use Only)
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Address of Head Office 390 Bay Street, Suite 1720 Toronto, ON M5H 2Y2	Telephone Number 905-335-4904	
	Facsimile Number 905-335-5731	
	E-mail Address Jeremy.ferrell@nexteraenergy.com	
Name of Individual to Contact Jeremy Ferrell	Telephone Number 561-694-3134	
	Facsimile Number 561-304-5161	
	E-mail Address Jeremy.ferrell@nexteraenergy.com	

Name of Applicant Conestogo Wind GP, Inc.	File No: (Board Use Only)	
Address of Head Office 390 Bay Street, Suite 1720 Toronto, ON M5H 2Y2	Telephone Number 905-335-4904	
	Facsimile Number 905-335-5731	
	E-mail Address Jeremy.ferrell@nexteraenergy.com	
Name of Individual to Contact Jeremy Ferrell	Telephone Number 561-694-3134	
	Facsimile Number 561-304-5161	
	E-mail Address Jeremy.ferrell@nexteraenergy.com	

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.***

Conestogo Wind, LP has no directors or officers. The holders of its limited partnership interests are:

- (1) Bornish-Conestogo LP, Inc. and
- (2) Conestogo Wind GP, Inc., its general partner

Below is a list of the officers and directors for each of Bornish-Conestogo LP, Inc. and Conestogo Wind GP, Inc.

Bornish-Conestogo, LP, Inc.

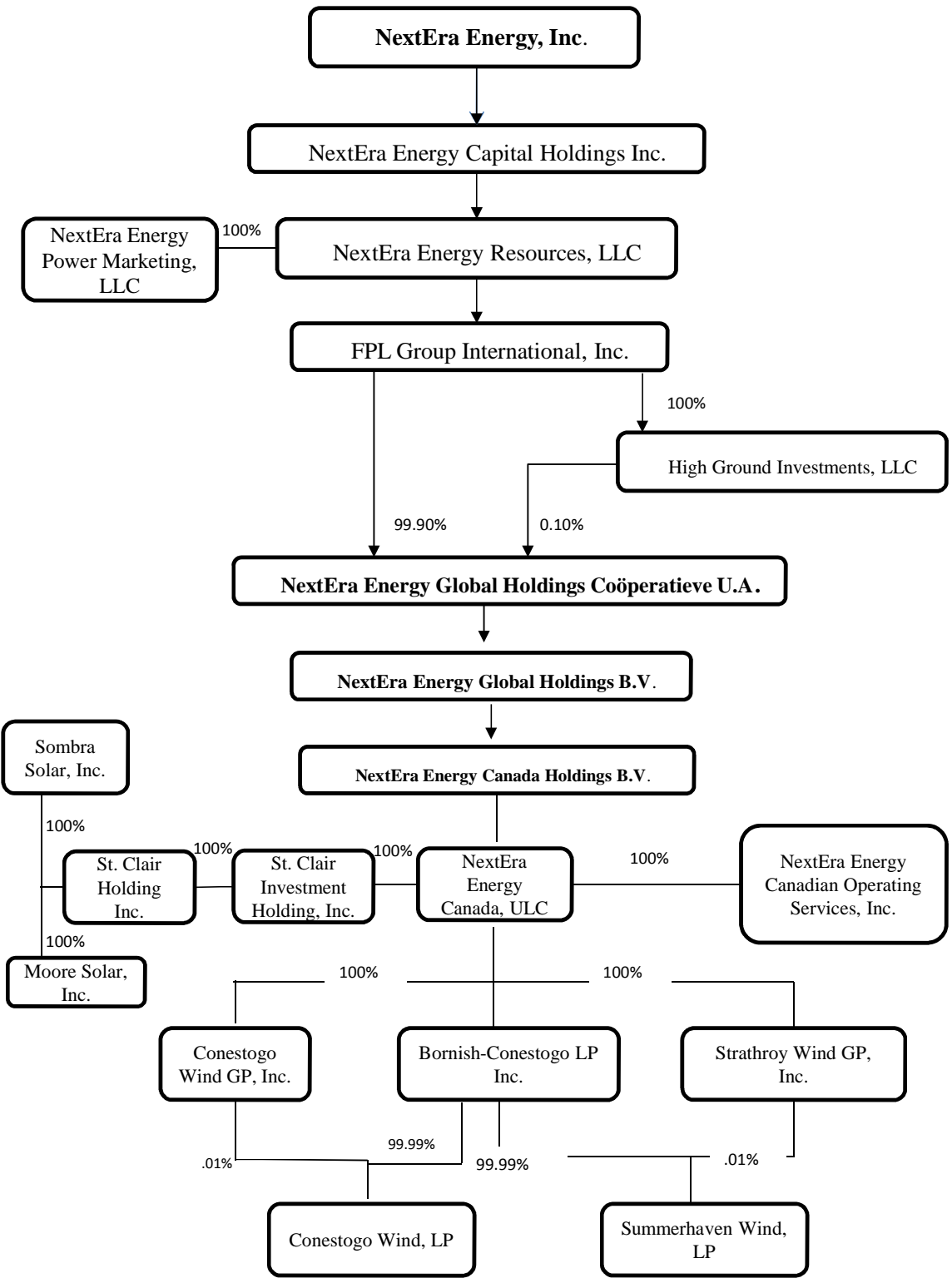
Name	Title
Ketchum, John W.	Director
Sorensen, Mark R.	Director
Ketchum, John W.	President
Paul I. Cutler	Vice President
Sorensen, Mark R.	Treasurer
Ballot, Alissa E.	Secretary

Conestogo Wind GP, Inc.

Name	Title
O'Sullivan, Michael	Director
Ross, Mitchell S.	Director
O'Sullivan, Michael	President
Arcari, Craig W.	Vice President
Canino, Michele	Vice President
DiDonato, John	Vice President
Kujawa, Rebecca J.	Vice President
Schafer, Matthew	Vice President
Tobin, Brian	Vice President
Wiley, F. Allen	Vice President
Cribbs, Richard	Treasurer
Plotsky, Melissa A.	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.**

Chart describing relationship between parties and their Electricity Sector Affiliates:



1.3 Description of the Businesses of Each of the Parties

1.3.1	<i>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").</i>	
	<p>The Applicant, Conestogo Wind, LP, is a special purpose vehicle established for the purpose of developing, constructing and operating the Conestogo Wind Energy Centre ("CWEC").</p> <p>The Applicant was successful in obtaining a power purchase agreement with the Ontario Power Authority ("OPA") under the OPA's feed-in-tariff program for the energy generated by the CWEC. The CWEC is a 22.92 MW wind power generating facility that is located in Wellington County. The Applicant is the licenced owner of the facility, and NextEra Energy Canadian Operating Services Inc. ("NextEra OSI"), an affiliate of the Applicant, is the licenced operator of the facility. NextEra OSI also operates the Summerhaven facility (described below).</p> <p>Summerhaven Wind, LP, a licensed generator under the <i>OEB Act</i>, is an affiliate of the Applicant. Summerhaven Wind, LP is a special purpose vehicle established for the development, construction and operation of the Summerhaven Wind Energy Centre located in Haldimand County.</p> <p>Sombra Solar, Inc. and Moore Solar, Inc., also affiliates of the Applicant and licensed generators under the <i>OEB Act</i>, own and operate the Sombra Solar Energy Centre and Moore Solar Energy Centre, respectively. The Sombra Solar Energy Centre and Moore Solar Energy Centre are located in Lambton County.</p> <p>The Applicant is also affiliated with NextEra Energy Power Marketing, LLC ("NextEra EPM"), a licensed wholesaler under the <i>OEB Act</i>. NextEra EPM is in the business of scheduling physical power, purchasing and selling physical and financial energy commodities.</p>	
1.3.2	<i>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.</i>	

	<p>The CWEC is located in Wellington County, in the area of Arthur, Ontario. The CWEC covers approximately 2400 ha south of Arthur. The actual area occupied by turbines, roads and transformer station is approximately 16.2 hectares in total. The electricity generated is flowed to the IESO-controlled grid, therefore no particular service territory exists for the CWEC.</p> <p>The Summerhaven Wind Energy Centre, owned by the Applicant's affiliate, Summerhaven Wind, LP, is located in Haldimand County, along the shores of Lake Erie from the town of Jarvis to Nelles Corners, south of Highway 3. The power generated by Summerhaven Wind Energy Centre will flow to the IESO-controlled grid, therefore no particular service territory exists for the Summerhaven Project.</p> <p>The Sombra Solar Energy Centre and the Moore Solar Energy Centre, each owned by an affiliate of the Applicant, are located in the township of Sombra, Ontario, and Moore, Ontario, respectively. The power generated by the Sombra Solar Energy Centre and the Moore Solar Energy Centre flows to the IESO-controlled grid, therefore no particular service territories exist for these projects.</p> <p>NextEra EPM does not have a geographic service territory.</p>	
1.3.3	<p><i>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.</i></p>	
	<p>The Applicant has not yet had generation capacity in Ontario for a full year and accordingly, cannot provide a breakdown of annual sales.</p>	
1.3.4	<p><i>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.</i></p>	
	<p><i>Applicant:</i></p> <p>Electricity Generation License EG-2012-0312.</p> <p><i>Affiliates of Applicant:</i></p> <ul style="list-style-type: none"> - Electricity Generation License EG-2012-0311 (NextEra Canadian Operating Services Inc.); - Leave to construct electricity transmission facilities (Summerhaven Wind, LP) granted by Board Decision and Order issued November 11, 2011; - Electricity Generation License EG-2012-0474 (Summerhaven Wind, LP); - Electricity Wholesaler License EW-2009-0076 (NextEra Energy Power Marketing, LLC); - Electricity Generation License EG-2011-0022 (Sombra Solar, Inc.); and - Electricity Generation License EG-2011-0023 (Moore Solar, Inc.) 	

1.4 Current Competitive Characteristics of the Market

1.4.1	<i>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.</i>	
	<p>Prior to completion of the project, the Applicant had no generation capacity in Ontario.</p> <p>The Sombra Solar Energy Centre and Moore Solar Energy Centre, owned by Sombra Solar, Inc. and Moore Solar, Inc., also affiliates of the Applicant, each have a capacity of 20 MW.</p>	
1.4.2	<i>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.</i>	
	<p>Prior to the completion of the Conestogo Project, the Applicant had zero percent market share.</p> <p>Prior to the completion of the Summerhaven Project, Summerhaven Wind, LP will have zero percent market share.</p> <p>The output from the Sombra Solar Energy Centre and Moore Solar Energy Centre represents a nominal percentage of the Annual Primary Demand.</p>	

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

1.5.1	<i>Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.</i>	
	<p>The Conestogo Project is located in Wellington County, Ontario and consists of</p> <ul style="list-style-type: none"> - Nine Siemens SWT 2.3-101 wind turbines - One Siemens SWT 2.22-101 wind turbines - Pad mount 690V / 35.kV step up transformers located at or near the base of each turbine - Buried 34.5kV electrical collector system - Buried and overhead 44kV electrical lines - A transformer substation to connect to the Hydro One distribution system - Turbine access roads - 2 meteorological towers <p>The Project is located west of Alma and south of Arthur in south-western Ontario. The area is generally bounded by:</p> <ul style="list-style-type: none"> - Highway 6 to the north - Sideroad 18 to the east - Fourteenth Line to the south - Sideroad 16 to the west 	
1.5.2	<i>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.</i>	
	<p>The CWEC has a nameplate generation capacity of 22.92 MW. The Sombra Solar Energy Centre and Moore Solar Energy Centre each have a capacity of 20 MW. The Summerhaven Wind Energy Centre, when the project is complete, will have a nameplate capacity of 124.4 MW.</p>	
1.5.3	<i>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.</i>	
	<p>According to IESO market data, the total electricity consumption for 2012 reached 141.3 TWh, down from 141.5 in 2011.</p> <p>The output from the CWEC represents a nominal percentage of the Annual Primary Demand.</p>	

	<p>The output from the Sombra Solar Energy Centre and Moore Solar Energy Centre represents a nominal percentage of the Annual Primary Demand.</p> <p>The output from the Summerhaven Wind Energy Centre will represent a nominal percentage of the Annual Primary Demand.</p>	
1.5.4	<p><i>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.</i></p>	
	<p>Other than making use of available grid capacity (IESO-controlled), the CWEC will have no impact on competition since (a) the Applicant has entered into a fixed-price power purchase agreement with the OPA, and (b) the CWEC is financed by the Applicant as opposed to directly by rate payers.</p> <p>The CWEC does not affect the choice of consumers since power generated from the CWEC is being flowed directly to the IESO-controlled grid for general consumption.</p>	
1.5.5	<p><i>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.</i></p>	
	<p>The CWEC does not affect open access requirements.</p>	

1.6 Other Information

1.6.1	<p><i>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.</i></p>	
	<p>The Applicant and its affiliates are and will continue to be in compliance with all licence and code requirements.</p>	

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

Not applicable.

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	<i>Provide a description of the transmission or distribution system being acquired or constructed.</i>	
	Please see section 1.5.1.	
3.1.2	<i>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.</i>	
	The CWEC is directly connected to the Hydro One distribution system.	
3.1.3	<i>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.</i>	
	The Conestogo Project is not expected to serve a load pocket, nor is the Conestogo Project expected to be constrained on due to transmission constraints.	
3.1.4	<i>Provide details on whether the generation facilities are expected to sign a “must-run” contract with the IESO.</i>	
	The CWEC is not expected to sign a “must-run” contract with the IESO.	