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May 24, 2013

Delivered by Email and Courier

Ms. Kirsten Walli Board Secretary Ontario Energy Board 2300 Yonge Street 26th Floor, Box 2319 Toronto, ON M4P 1E4

Dear Ms. Walli:

Re: Notice of Proposal under Section 81 of the *Ontario Energy Board Act*, 1998 for Grand Bend Wind Limited Partnership

We are counsel to Grand Bend Wind Limited Partnership (the "Applicant") in the above-captioned matter.

Please find accompanying this letter two paper copies of the Applicant's Notice of Proposal under section 81 of the *Ontario Energy Board Act*, 1998 in the Board's prescribed form.

Please do not hesitate to contact me should you have any questions or require further information.

Yours very truly,

BORDEN LADNER GERVAIS LLP

Per:

Original signed by James C. Sidlofsky

James C. Sidlofsky Encl.

copy to: Gordon Potts, Northland Power Inc.

TOR01: 5186394: v1

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	File No: (Board Use Only)
Grand Bend Wind Limited Partnership	
Address of Head Office 30 St. Clair Ave. West, Suite 1700 Toronto, ON M4V 3A1	Telephone Number 416 962 6262 Facsimile Number 416 962 6266 E-mail Address gordon.potts@northlandpower.ca
Name of Individual to Contact	Telephone Number
	647 288 1223
Gordon Potts Director, Business Development and Project Manager	Facsimile Number 416 962 6266
	E-mail Address gordon.potts@northlandpower.ca

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party	Board Use Only
Northland Power Inc.	
Address of Head Office	Telephone Number
30 St. Clair Ave. West, Suite 1700	416 962 6262
Toronto, ON M4V 3A1	Facsimile Number 416 962 6266
	E-mail Address
	gordon.potts@northlandpower.ca
Name of Individual to Contact	Telephone Number 647 288 1223
Gordon Potts Director Pusiness Development and Project	Facsimile Number
Director, Business Development and Project Manager	416 962 6266
	E-mail Address
	gordon.potts@northlandpower.ca

Name of Other Party	File No: (Board Use Only)
2361901 Ontario Corp.	
229 College St Third Floor Toronto, Ontario M5T 1R4	Telephone Number 416-981-9331 Facsimile Number 416-981-3350
Name of Individual to Contact	Telephone Number 519-336-9053
Tom Maness, Director	Facsimile Number
	E-mail Address tmaness@cidl.net
	Facsimile Number (519) 339-9079
	E-mail Address
Graham Hoogterp, Director	Telephone Number 519-627-0881
	Facsimile Number (519) 627-9376
	E-mail Address grahamhoogterp@gmail.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.		
	Grand Bend Wind Limited Partnership ("GBWLP", also referred to here as the "Applicant") has one general partner: Grand Bend Wind GP Inc. (the "Applicant General Partner"). GBWLP's current limited partner is Northland Power Inc. ("NPI"). NPI and 2361901 Ontario Corp. ("2361901") have entered into partnership agreements whereby upon the satisfaction of certain conditions (the "Conditions Precedent"), 2361901 will be issued 50% of the limited partner units in the Applicant, and 50% of the shares in the Applicant General Partner. The following are lists of directors and officers of Grand Bend Wind GP Inc., the general partner of the Applicant:		
	<u>DIRECTORS</u> <u>OFFICERS</u>		
	John W. Brace	John W. Brace, President and Chief Executive Officer	
	Paul J. Bradley	Salvatore (Sam) Mantenuto, Chief Operating Officer and Chief Development Officer	
		Paul J. Bradley, Chief Financial Officer	
		Anthony (Tony) F. Anderson, Chief Investment Officer	
		Michael D. Shadbolt, Secretary, Vice-President and General Counsel	
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 refer to attachment 1.2.2 to this Notice.		

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").	
	The Applicant is in the business of developing, constructing, owning and operating renewable generation projects and related facilities. The Applicant is constructing	

a 100 MW wind powered electricity generation facility in the vicinity north of the Town of Grand Bend and the generation facility is subject to an Ontario Power Authority ("OPA") Feed-in Tariff ("FIT") contract. (the generation project is referred to as the "Generation Project"). The Transmission Facilities to be constructed in conjunction with the Generation Project will connect the Generation Project to the IESO controlled grid at Hydro One Networks Inc. ("HONI") 230 kV circuit B23D, located approximately 3 km south east of Seaforth T.S.

The Applicant is affiliated with NPI, an experienced developer, owner and operator of renewable power generation in Canada and abroad.

The Applicant has Electricity Sector Affiliates licensed under the OEB Act, as follows:

- Cochrane Power Corporation has an OEB Generation Licence (EG-2003-0100) authorizing ownership and operation of a 35.8 MW combined cycle power co-generation station located in Cochrane, Ontario;
- Kirkland Lake Power Corp. has an OEB Generation Licence (EG-2003-0101) authorizing ownership and operation of a 102 MW combined cycle power co-generation facility located in Kirkland Lake, Ontario;
- Iroquois Falls Power Corp. has an OEB Generation Licence (EG-2003-0144) authorizing ownership and operation of a 120 MW natural-gas-fired cogenerating facility located on the Abitibi River in Teefy Township;
- Thorold CoGen L.P., by its general partner Thorold CoGen Management Inc., has OEB Generation Licence (EG-2007-0101 and EG-2007-0102) authorizing ownership and operation of a 305 MW natural gas-fired industrial co-generation facility located in Thorold, Ontario;
- Kingston Cogen Limited Partnership has an OEB Generation Licence (EG-2003-0137) authorizing ownership and operation of a 110 MW cogeneration plan located in Kingston, Ontario; and
- McLean's Mountain Wind Limited Partnership has a pending OEB Generation Licence application for authorization of ownership and operation of a 60 MW wind generation facility located on Manitoulin Island, Ontario.
- 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.

The Generation Project and the Transmission Facilities will be located predominantly in Huron County with a small portion of the transmission line in Perth County, Ontario.

Please refer to Section 1.3.1 for the geographic locations of the Applicant's

	faciliti	ies and its Electricity Sector Affiliates' generation facilities.	
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.		
	The following information reflects 2012 fiscal year data, the most recent available at the time of filing this Notice.		
	• Cochrane Power Corporation OEB Generation Licence (EG-2003-0100).		
		• Generation 307,735 MWh	
		• Revenue \$27,746,739	
	•	Kirkland Lake Power Corp. has an OEB Generation Licence (EG-2003-0101).	
		• Generation 776,484 MWh	
		• Revenue \$65,984,206	
	• Iroquois Falls Power Corp. has an OEB Generation Licence (EG-2003-0144).		
	• Generation 724,486 MWh		
		• Revenue \$44,014,996	
	•	Thorold CoGen L.P., by its general partner Thorold CoGen Management Inc., has OEB Generation Licence (EG-2007-0101 and EG-2007-0102).	
		• Generation 876,858, MWh	
		• Revenue \$18,778,657	
	•	Kingston Cogen Limited Partnership has an OEB Generation Licence (EG-2003-0137).	
		• Generation 769,149 MWh	
		• Revenue \$94,917,380	
1.3.4	parties Affilia	n a list identifying all relevant Board licences and approvals held by the s to the proposed transaction or project and each of their Electricity Sector ates, and any applications currently before the Board, or forthcoming. Please e all Board file numbers.	
	Please	e refer to Section 1.3.1 of this Notice.	

1.4 Current Competitive Characteristics of the Market

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.		
ario.	The Applicant currently has no generation capacity within the Province of Ontario.	
pacity	The Applicant's Electricity Sector Affiliates have the following generation capacity within the Province of Ontario:	
	• Cochrane Power Corporation: 35.8 MW;	
	• Kirkland Lake Power Corp.: 102 MW;	
	• Iroquois Falls Power Corp.: 120 MW;	
	Thorold CoGen L.P.: 265 MW; and	
	Kingston Cogen Limited Partnership: 110 MW.	
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.		
t will	Prior to construction and operation of the Generation Project, the Applicant will have zero percent market share in the Province of Ontario.	
year.	According to IESO data, the total 2011 electricity demand in Ontario in was 141 TWh. The Applicant's Project is forecasted to produce 335,000 MWh per year. Accordingly, the total estimated production for GBWLP will be less than 0.25% of total Ontario demand.	
ed on	The Applicant's Electricity Sector Affiliates will have the following share based o actual MWh production as a percentage of the 141 TWh 2011 consumption:	
	• Cochrane Power Corporation: 307,735 MWh, 0.22%;	
	• Kirkland Lake Power Corp. 776,484 MWh, 0.55%;	
	• Iroquois Falls Power Corp. 724,486 MWh, 0.51%;	
	• Thorold CoGen L.P. 876,858 MWh, 0.62%; and	
	• Kingston Cogen Limited Partnership: 769,149 MWh, 0.55%.	
	 Kirkland Lake Power Corp. 776,484 MWh, 0.55%; Iroquois Falls Power Corp. 724,486 MWh, 0.51%; Thorold CoGen L.P. 876,858 MWh, 0.62%; and 	

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.

Please see section 1.3.1, above, for a description of the generation facilities being developed by the Applicant.

Description and Location of the Generation Project

The Generation Project and the Transmission Facilities will be located predominantly in Huron County with a small portion of the transmission line in Perth County, Ontario.

A "step-up" transformer will be used at each wind turbine generator ("WTG") to transform the electricity generated at the WTG from 690 V to 34.5 kV, for further transmittal through the medium voltage (34.5 kV) collector system to the Substation. The Substation will be installed on lot 14, concession 13, Hay Township in the Municipality of Bluewater. The purpose of the Substation is to combine the 34.5 kV cabling of the medium voltage collector system and then transform it to 230 kV. The medium voltage collector system is planned to be entirely underground.

Description and Location of Transmission Facilities

Power from the Generation Project is stepped-up at the Substation. From the Substation the buried transmission line travels north approximately 500 M across lots 14 and 15, concession 13, Hay Township, Municipality of Bluewater until it reaches the shoulder of Sararas Road. From there it travels underground, (buried approximately 1 M in the shoulder of the road), to the Switching Station as follows:

Section	Direction	То	Approximate Length [M]
1	East	Bronson Line	1000
2	South	Rodgerville Rd	200
3	East	Rodgerville Rd	1000
4	North	Rodgerville Rd	200
5	East	Road 183	15,500
6	North East	Switchyard	12,200

The transmission line connects to HONI circuit B23D at the Switching Station.

The Transmission Facilities consist of the following components discussed in greater detail below (approximate GPS coordinates are shown where available),:

- (a) The Substation (43.3941, -81.6574);
- (b) High Voltage Transmission Line; and
- (c) The Switching Station at the HONI Interconnection (43.5154, -81.3669).

(see Exhibit B, Tab 2, Schedule 2 for mapping of the proposed location)

• The Substation

A three phase transformer will be required to increase the voltage of the collector system from 34.5 kV to 230 kV, the voltage required to allow connection with the Hydro One ("HONI") transmission system. While the final design of the substation is to be confirmed, it will be an open-air design facility with one transformer unit. The substation will also include a three-phase shunt-connected reactor to compensate for the capacitance of the High Voltage Transmission Line. The substation will be surrounded by a security fence and will have security lighting. The substation will require an area of approximately 50 metres by 80 metres of land (see Exhibit B, Tab 2, Schedule 5 for the preliminary design of the substation layout).

Concrete containment systems will be installed to capture any oil leaks from the transformer or the reactor. The containment systems will be sized such that they will contain all of the oil in the transformer or the reactor should there be a complete failure of either unit (which would be a rare and unexpected event). Water in the containment system will be visually inspected for any evidence of oil (as oil would float to the top). If oil is present, a tank truck will be brought to the site to pump the water/oil mix into it the truck. The water/oil mix will then be disposed of off-site at a licensed facility. If no oil is detected in the water, the water will be pumped into an adjacent swale and then allowed to infiltrate into the ground. Given the small size of the containment system, the volume of water collected would be very small.

The substation will be designed as an unattended facility, but will be monitored remotely twenty four (24) hours a day, seven (7) days a week. Monitoring cameras will be installed to monitor for intruders and safety purposes. Qualified station operators will be available daily at the site for maintenance and operational duties. As required by the Board's Transmission System Code, the substation and line relay protection systems will be backed up by HONI's relay protection system.

• High Voltage Transmission Line

From the substation step-up transformer, a 230 kV single-circuit underground transmission line will be constructed to connect the Generation Facility to the existing HONI transmission system circuit B23D located approximately 3 km South East of HONI's Seaforth TS. The transmission line is entirely contained within municipal road rights-of-way to minimize its impact on private property, with the exception that some private property will be crossed at each end of the transmission line. The Applicant has acquired easements through the affected parcels of private land.

• Switching Station

A switching station will be required at the point of connection with the provincial HONI transmission system near Seaforth TS. The switching station will be secured in a fenced area of approximately 2200 square metres (see Exhibit B, Tab 2, Schedule 5 for the preliminary design of the switching station layout). A circuit breaker and disconnect switches (to allow the safe flow of electricity from the MMWF Project), revenue metering, telecommunication and protection equipment will be installed in the connection/switching station. The Switching Station operation will be remotely monitored on a twenty four (24) hour, seven (7) days a week basis in order to ensure the safe operation of the Generation Facility.

Attachment 1.5.1 to this Notice contains a detailed map showing the geographic locations of the proposed new transmission system.

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.

The Applicant will own generation capacity of 100 MW following the completion of the Generation Project. Upon completion, the Applicant's Electricity Sector Affiliates will have the same generation capacity (in MW) as described in Section 1.4.1.

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.

Please refer to s.1.4.2 of this Notice.

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. Section 96(2) of the Ontario Energy Board Act, 1998 ("OEB Act") provides the test used by the Board when considering whether the construction of an electricity transmission line is in the public interest. Under this "public interest test" the Board must consider if the proposed transmission line is in the interests of consumers with respect to prices and the reliability and quality of electricity service; and where applicable, and in a manner consistent with the policies of the Government of Ontario, the promotion of the use of renewable energy sources. The Ontario Power Authority ("OPA") utilized a competitive process for awarding the FIT contract relating to the GBWLP Project. The project will have little to no impact on competition within the Province of Ontario, as the Applicant is subject to the terms of the FIT contract with respect to pricing and contract capacity. Furthermore, the Transmission Line and related Transmission Facilities are to be a dedicated line to connect the GBWLP Project to the IESO-controlled grid, and the Applicant will therefore not be rate-regulated and the financial risk of constructing the Transmission Line and Transmission Facilities lies with the Applicant. The construction of the Transmission Line will result in the promotion of the use of renewable energy sources, namely, through the connection of the GBWLP Project to the provincial electricity 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. The Applicant is not a licensed transmitter and is not subject to the open access provisions of the *Electricity Act*, 1998, nor will it be subject to transmitter licensing or open access requirements following the completion of the Transmission Line. The Applicant will be transmitting electricity for the purpose of conveying it into the IESO-controlled grid.

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.	
	The Applicant will be applying for a Generation Licence prior to the commencement of generation for sale, and intends to comply with the requirements of its licence. The Applicant's Electricity Sector Affiliates are long-standing licence holders.	

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

2.1.2	Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.	
2.1.3	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.	
2.1.4	Provide details on whether the generation facility is expected to sign a "must run" contract with the IESO.	
2.1.5	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

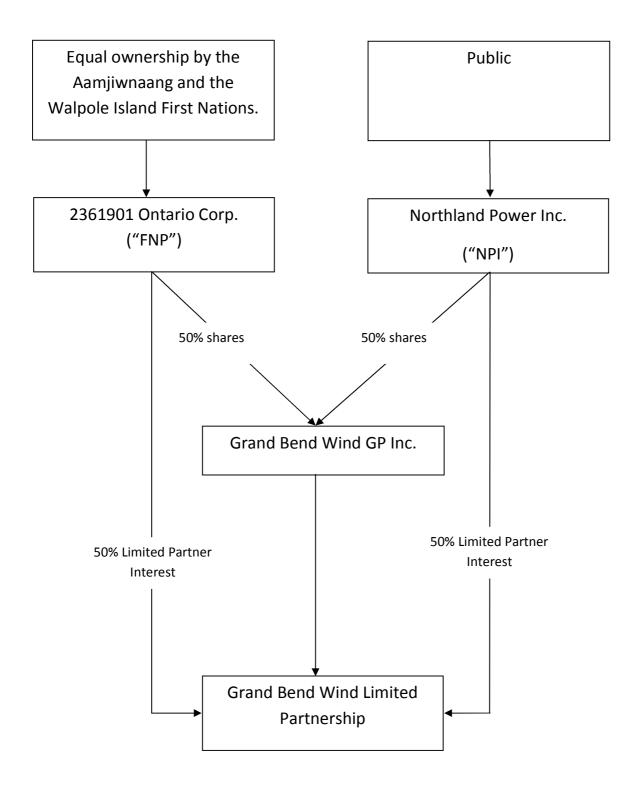
All applicants filing a Notice of Proposal under section 81 of the Act must complete and file the information requested in Part III.

3.1 Effect on Competition

3.1.1	Provide a description of the transmission or distribution system being acquired or constructed.	
	The Applicant has entered into an operation and maintenance agreement ("O&M Agreement") with NPI for the operation and maintenance of the Transmission Facilities that are the subject of this Notice, including approximately thirty (30) kilometres of 230 kV underground transmission line, one(1) 230 kV transformer substation and a switching station at the point of interconnection.	_
	As discussed in section 1.5.1, above, the Transmission Facilities consist of the following components:	
	(a) The Transformer Substation;	
	(b) High Voltage Transmission Line;	
	(c) The Switching Station at the HONI Interconnection.	
	Each of these components is discussed in detail in section 1.5.1, above.	
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.	
	The generation facilities and the related Transmission Facilities will be owned by the Applicant. The proposed Transmission Line and related Transmission Facilities are to be a dedicated line to connect the GBWLP generation facilities 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 GBWLP generation facilities are not expected to serve a "load pocket" and will not 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 GBWLP generation facilities will be operated pursuant to their FIT Contract with the OPA. They are not "must run" facilities.	

TOR01: 5150329: v4

ATTACHMENT 1.2.2 – CORPORATE CHART



Note: This is the intended corporate structure upon satisfaction of the Conditions Precedent.

$\frac{ATTACHMENT~1.5.1-MAP~OF~TRANSMISSION~FACILITIES~AND~PROPOSED}{ROUTE~FOR~TRANSMISSION~LINE}$

