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December 16, 2013

COURIER

Ontario Energy Board
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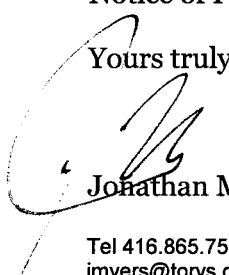
Attention: Ms. K. Walli, Board Secretary

Dear Ms. Walli:

**Re: Kerwood Wind, Inc. - Notice of Proposal Under Sections 80 & 81 of the
Ontario Energy Board Act, 1998**

We are counsel to Kerwood Wind, Inc. ("Kerwood"). On behalf of Kerwood, we are hereby filing a Notice of Proposal under Sections 80 and 81 of the Ontario Energy Board Act. We have enclosed two copies of the completed form entitled "Preliminary Filing Requirements For a Notice of Proposal Under Sections 80 and 81 of the Ontario Energy Board Act, 1998".

Yours truly,



Jonathan Myers

Tel 416.865.7532
jmyers@torys.com

cc: Mr. Ben Greenhouse, Kerwood Wind

Ontario Energy Board

Preliminary Filing Requirements for 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 Applicants

Name of Applicant: Kerwood Wind, Inc.	File No: (OEB Use Only)	
Address of Head Office: 390 Bay Street Suite 1720 Toronto, Ontario M5H 2Y2	Telephone Number: 416-364-9714	
	Facsimile Number: 416-364-2533	
	E-mail Address: adelaide.wind@nexteraenergy.com	
Name of Individual to Contact: Mr. Benjamin Greenhouse	Telephone Number: 416-364-9714	
	Facsimile Number: 416-364-2533	
	E-mail Address: ben.greenhouse@nexteraenergy.com	

1.1.2 Other Parties to the Transaction or Project

Not applicable.

1.2 Relationship Between Parties to the Transaction or Project

1.2.1	<p>Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.</p> <p>Kerwood Wind, Inc.</p> <p><u>Officers</u></p> <p>John W. Ketchum, President Craig W. Arcari, Vice President John DiDonato, Vice President Michael O'Sullivan, Vice President F. Allen Wiley, Vice President Richard Cribbs, Treasurer Melissa A. Plotsky, Secretary Alissa E. Ballot, Assistant Secretary</p> <p><u>Directors</u></p> <p>John W. Ketchum Michael O'Sullivan</p> <p><u>Shareholders</u></p> <p>NextEra Energy Canada, ULC (100%)</p>	
1.2.2	<p>Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates.</p> <p>Please see corporate chart in Appendix 'A'.</p>	

1.3 Description of the Businesses of Each of the Parties

1.3.1	<p>Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licensed under the Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licensed under the Act in Ontario ("Electricity Sector Affiliates").</p> <p>Parties to Proposed Project</p> <p><u>Kerwood Wind, Inc.</u></p> <p>The Applicant, Kerwood Wind, Inc., is a special purpose vehicle established for the purpose of developing, constructing and owning the Adelaide Wind Energy Centre, which is a 59.9 MW wind generation facility in Middlesex County for which Kerwood Wind, Inc. received a power purchase agreement from the Ontario Power Authority (the "OPA") under the OPA's Feed-in Tariff Program. Kerwood Wind, Inc. has applied for a generation licence as an owner and NextEra Energy Canadian Operating Services, Inc. has applied for an amendment to its generation licence to authorize it as an operator in respect of the Adelaide Wind Energy Centre.</p> <p>Electricity Sector Affiliates</p> <p><u>Bornish Wind, LP</u></p> <p>Bornish Wind, LP, is a special purpose vehicle established for the purpose of developing, constructing and owning the Bornish Wind Energy Centre, which is a 72.9 MW wind generation facility in Middlesex County for which Bornish Wind, LP received a power purchase agreement from the Ontario Power Authority (the "OPA") under the OPA's Feed-in Tariff Program. Bornish Wind, LP has applied for a generation licence as an owner and NextEra Energy Canadian Operating Services, Inc. has applied for an amendment to its generation licence to authorize it as an operator in respect of the Bornish Wind Energy Centre. Bornish Wind, LP is an affiliate of the Applicant as both are controlled by NextEra Energy Canada, ULC.</p>	
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	<p><u>NextEra Energy Canadian Operating Services, Inc.</u></p> <p>NextEra Energy Canadian Operating Services, Inc. ("NECOSI") is a licensed electricity generator (EG-2012-0311). Under its licence, NECOSI is currently authorized as an operator only in respect of the Conestogo Wind Energy Centre and the Summerhaven Wind Energy Centre. NECOSI has applied for an amendment to its licence so as to further authorize it as the operator in respect of the Bornish Wind Energy Centre and the Adelaide Wind Energy Centre. NECOSI is an affiliate of the Applicant as both are controlled by NextEra Energy Canada, ULC.</p> <p><u>Conestogo Wind, LP</u></p> <p>Conestogo Wind, LP is a licensed electricity generator (EG-2012-0312). Under its licence, Conestogo Wind, LP is authorized as an owner only in respect of the Conestogo Wind Energy Centre. Conestogo Wind, LP is a special purpose vehicle that was established for the purpose of developing, constructing and owning the Conestogo Wind Energy Centre, which is a 22.9 MW wind generation facility in Wellington County. Conestogo Wind, LP is an affiliate of the Applicant as both are controlled by NextEra Energy Canada, ULC.</p> <p><u>Summerhaven Wind, LP</u></p> <p>Summerhaven Wind, LP is a licensed electricity generator (EG-2012-0474). Under its licence, Summerhaven Wind, LP is authorized as an owner only in respect of the Summerhaven Wind Energy Centre. Summerhaven Wind, LP is a special purpose vehicle that was established for the purpose of developing, constructing and owning the Summerhaven Wind Energy Centre, which is a 124.4 MW wind generation facility in Haldimand County. Summerhaven Wind, LP is an affiliate of the Applicant as both are controlled by NextEra Energy Canada, ULC.</p> <p><u>Moore Solar, Inc.</u></p> <p>Moore Solar, Inc. is a licensed electricity generator (EG-2011-0023). Under its licence, Moore Solar, Inc. is authorized as both the owner and the operator of the St. Clair Solar 1 and St. Clair Solar 2 generation facilities, which have a total capacity of 20 MW and are located in Lambton County. Moore Solar, Inc. is an affiliate of the Applicant as both are controlled by NextEra Energy Canada, ULC.</p> <p><u>Sombra Solar, Inc.</u></p> <p>Sombra Solar, Inc. is a licensed electricity generator (EG-2011-0022). Under its licence, Sombra Solar, Inc. is authorized as both the owner and the operator of the St. Clair Solar 3 and St. Clair Solar 4 generation facilities, which have a total capacity of 20 MW and are located in Lambton County. Sombra Solar, Inc. is an affiliate of the Applicant as both are controlled by NextEra Energy Canada, ULC.</p> <p><u>NextEra Energy Power Marketing, LLC</u></p> <p>NextEra Energy Power Marketing, LLC is a licensed electricity wholesaler (EW-2009-0076) and is in the business of scheduling physical power, as well as purchasing and selling physical and financial energy commodities. NextEra Energy Power Marketing, LLC is an affiliate of the Applicant as both are controlled, directly or indirectly, by NextEra Energy Resources, LLC.</p>
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1.3.2	<p>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.</p> <p>Kerwood Wind, Inc.'s Adelaide Wind Energy Centre will be located in Middlesex County. The electricity generated will flow to the IESO-controlled grid. As such, no particular service territory will be served.</p> <p>Bornish Wind, LP's Bornish Wind Energy Centre will be located in Middlesex County. The electricity generated will flow to the IESO-controlled grid. As such, no particular service territory will be served.</p> <p>Conestogo Wind, LP's Conestogo Wind Energy Centre is located in Wellington County. The electricity generated flows to the IESO-controlled grid. As such, no particular service territory is served.</p> <p>Summerhaven Wind, LP's Summerhaven Wind Energy Centre is located in Haldimand County. The electricity generated flows to the IESO-controlled grid. As such, no particular service territory is served.</p>
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	The St. Clair Solar 1 and St. Clair Solar 2 facilities owned by Moore Solar, Inc. and the St. Clair Solar 3 and St. Clair Solar 4 facilities owned by Sombra Solar, Inc. are all located in Lambton County. The electricity generated flows to the distribution system owned and operated by Hydro One. As such, no particular service territory is served.	
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1.3.3	<p>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, bilateral contracts, and local distribution companies.</p> <p><u>Conestogo Wind, LP</u></p> <p>Annual Sales C\$: \$346,265 (2012) MWh: 3,217 (2012)</p> <p>* Note: Commercial operation reached in December 2012; Fiscal year end was December 31, 2012.</p> <p><u>Summerhaven Wind, LP</u></p> <p>Data not available. Commercial operation reached in August 2013.</p> <p><u>Moore Solar, Inc.</u></p> <p>Annual Sales C\$: 12.7M (2012) MWh: 30,191 (2012)</p> <p>* Note: Commercial operation reached in February 2012; Fiscal year end was December 31, 2012.</p> <p><u>Sombra Solar, Inc.</u></p> <p>Annual Sales C\$: 13.0M (2012) MWh: 30,954 (2012)</p> <p>* Note: Commercial operation reached in February 2012; Fiscal year end was December 31, 2012.</p>	
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1.3.4	<p>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.</p> <ul style="list-style-type: none"> Kerwood Wind, Inc. - Electricity Generator Licence Application (Currently before the Board, No EB number yet), Leave to Construct granted (EB-2013-0041). Bornish Wind, LP - Electricity Generator Licence Application (Currently before the Board, No EB number yet), Leave to Construct granted (EB-2013-0040). NextEra Energy Canadian Operating Services, Inc. - Electricity Generator Licence (EG-2012-0311, with application for amendment currently before the Board). Conestogo Wind, LP - Electricity Generator Licence (EG-2012-0312). Summerhaven Wind, LP- Electricity Generator Licence (EG-2012-0474). Moore Solar, Inc. - Electricity Generator Licence (EG-2011-0023). Sombra Solar, Inc. - Electricity Generator Licence (EG-2011-0022). Upper Canada Transmission, Inc. - Electricity Transmission Licence (ET-2011-0222). Varna Wind Inc. - Leave to Construct Approval (EB-2012-0442). Goshen Wind, Inc. - Leave to Construct Approval (EB-2013-0096). Jericho Wind, Inc. - Leave to Construct Application (EB-2013-0361, Currently before the Board). East Durham Wind, Inc. - Applications Under S. 41 Electricity Act (EB-2013-0233, Currently before the Board), (EB-2013-0366, Currently before the Board). 	
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	<ul style="list-style-type: none"> NextEra Energy Power Marketing, LLC - Electricity Wholesaler Licence (EW-2009-0076) 	
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1.4 Current Competitive Characteristics of the Market

1.4.1	<p>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 Energy Sector Affiliates, prior to the completion of the proposed transaction or project.</p> <p>Prior to the completion of the Adelaide Wind Energy Centre project, the Applicant has no generation capacity in Ontario and the Applicant's Energy Sector Affiliates have a total generation capacity in Ontario of 260.2 MW (comprised of Conestogo - 22.9 MW, Summerhaven 124.4 MW, Moore - 20 MW, Sombra -20 MW, Bornish - 72.9 MW).</p>	
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1.4.2	<p>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 Energy Sector Affiliates, prior to completion of the proposed transaction or project.</p> <p>Prior to completion of the Adelaide Wind Energy Centre project, the Applicant has zero percent market share and its Energy Sector Affiliates have a negligible market share based on their total generation capacity of 260.2 MW relative to Total Annual Ontario Energy Demand in 2012 of 141.3 TWh.</p>	
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1.5 Description of the Proposed Transaction or Project and Impact on Competition - General

1.5.1	<p>Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.</p> <p>The Adelaide Wind Energy Centre will include 37 General Electric 1.62 MW wind turbine generators, for a total installed capacity of 59.9 MW, on privately-owned agricultural lots in the Municipality of Adelaide-Metcalfe, in Middlesex County. The project will also include the Adelaide Collection Substation (ACS), which will be located on Part Lot 7, Concession 3 in the Township of Adelaide Metcalfe, which is on the east side of Kerwood Road between Langan Drive and Cuddy Drive. The station will have an area of approximately 2 acres. At the ACS, the electricity conveyed from the project's collector system will be transformed from 34.5 kV to 115 kV by means of a 115/34.5 kV, 51/68/85 MVA transformer. From the ACS, an approximately 10.8 km single circuit 115 kV transmission line will run north along Kerwood Road until it connects into the Bornish Customer Switching Station (BCSS), at which electricity conveyed from each of the Bornish Wind Energy Centre, the Adelaide Wind Energy Centre and the Jericho Wind Energy Centre will converge.</p> <p>The BCSS will have an area of approximately 1.5 acres and will consist of a four breaker ring bus. From the BCSS, a three phase single circuit 115 kV transmission line, approximately 12.6 km in length, will run north along Kerwood Road and then east along Elginfield Road, continuing along Nairn Road until a point just west of the intersection of Nairn Road and Macintosh, at which point it crosses over Nairn Road and connects into the planned Parkhill Customer Transformer Station (Parkhill CTS). The Parkhill CTS is a planned 500 kV transformer station that will be located on Part Lot 18, Concession 17 in the Municipality of North Middlesex. The station will have an area of approximately 13 acres. At the Parkhill CTS, the electricity transmitted from the Bornish CSS along the transmission line will be transformed from 115 kV to 500 kV by means of two 500/115 kV 135/180/225 MVA transformers. The 500 kV bus at Parkhill CTS will in turn be connected by means of a single circuit, 500 kV transmission line of less than 100 m in length to the adjacent Evergreen Switching Station (Evergreen SS), which will be constructed, owned and operated by Hydro One Networks Inc. Evergreen SS will consist of a 500 kV 3-breaker ring bus that will split Hydro One's existing 500 kV circuit B562L from Bruce A TS to Longwood TS into two sections: Bruce A TS x Evergreen SS and Evergreen SS x Longwood TS. This sectionalizing will occur approximately 36.5 km from Longwood TS, near tower #563 on Hydro One's existing circuit B562L. Parkhill CTS and Evergreen SS will be located adjacent to Hydro One's existing transmission right-of-way for circuit B562L.</p>	
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1.5.2	<p>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 Energy Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>The Adelaide Wind Energy Centre will have a nameplate generation capacity of 59.9 MW. The generation capacity of the Applicant's Energy Sector Affiliates, described in section 1.3.1 above, will not be affected by the proposed project. The combined generation capacity of the Applicant and its Energy Sector Affiliates will therefore be 320.1 MW.</p>
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1.5.3	<p>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 Energy Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>Subsequent to completion of the Adelaide Wind Energy Centre project, the Applicant will have a negligible market share based on its generation capacity of 59.9 MW relative to Total Annual Ontario Energy Demand in 2012 of 141.3 TWh. Similarly, the Applicant together with its Energy Sector Affiliates will have a negligible market share based on their combined generation capacity of 320.1 MW relative to Total Annual Ontario Energy Demand in 2012 of 141.3 TWh.</p>
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1.5.4	<p>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.</p> <p>The proposed project will make use of available capacity on the IESO-controlled grid and will have no impact on competition. The Applicant will be supplying energy from the project pursuant to a power purchase agreement from the OPA. Moreover, the Adelaide Wind Energy Centre, including its related collection system and transmission facilities will be paid for by the Applicant and not by ratepayers. The electricity generated by the project will flow directly to the IESO-controlled grid and will not impact customer choice regarding generation, wholesalers or retailers.</p>
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1.5.5	<p>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.</p> <p>Confirmed</p>
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1.6 Other Information

1.6.1	<p>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.</p> <p>The Applicant confirms that, to the best of its knowledge, it is in compliance with all licence and code requirements and that it will continue to be in compliance after completion of the proposed project.</p>
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PART II: TRANSMITTERS, DISTRIBUTORS ACQUIRING OR CONSTRUCTING GENERATORS - SECTION 80

All applicants filing 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. The proposed generation output will be supplied to the Ontario Power Authority pursuant to a contract under the Ontario Power Authority's Feed-in Tariff Program.	
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. The facility will be a wind generation facility comprised of 37 General Electric 1.62 MW wind turbine generators, for a total installed capacity of 59.9 MW. The facility can be classified as variable base-load generation. Based on an estimation that the facility will be in operation 70-80% of the time, it is estimated that it will typically be in operation for 6000-7000 hours per year.	
2.1.4	Provide details on whether the generation facility is expected to be a "must run" facility. The Adelaide Wind Energy Centre is not expected to be a "must-run" facility.	
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. The Adelaide Wind Energy Centre is not expected to serve a load pocket or 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 clause 82(2)(b) of the Act.

This section is not applicable

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 IMO Preliminary System Impact Assessment Report, if completed, and the IMO Final System Impact Assessment Report, if completed. If the IMO is not conducting a System Impact Assessment Report, please explain.	

**PART III: GENERATORS ACQUIRE OR CONSTRUCT TRANSMISSION, DISTRIBUTION -
SECTION 81**

All applicants filing 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. See response to 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 being constructed by the Applicant will be directly connected to the unlicensed transmission facilities being constructed by the Applicant, which will be connected directly to the unlicensed transmission system that is being constructed by Kerwood Wind, Inc. together with Bornish Wind, LP and Jericho Wind, Inc. as co-owners. This unlicensed transmission system, which will be owned and operated by the co-owners, will in turn be connected directly to Hydro One's transmission system at Hydro One's Evergreen SS, which is now under construction.	
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 Adelaide Wind Energy Centre is not expected to serve a load pocket or to be "constrained on" due to transmission constraints.	
3.1.4	Provide details on whether the generation facilities are expected to be "must-run" facilities. The Adelaide Wind Energy Centre is not expected to be a "must-run" facility.	

How to Contact Us at the Ontario Energy Board

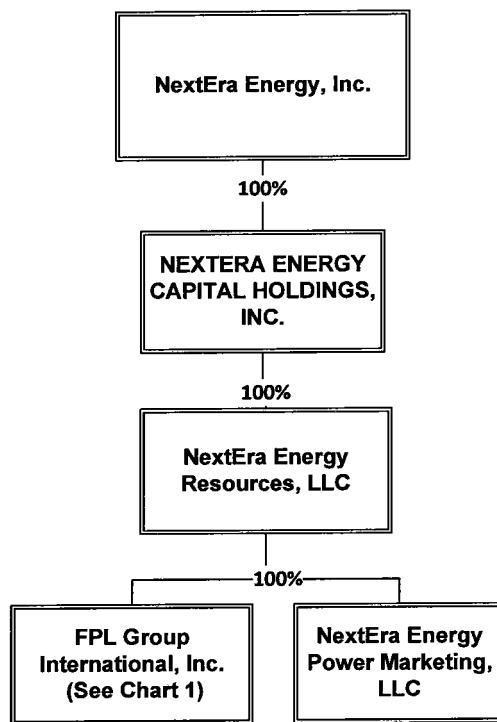
The Ontario Energy Board is located at:

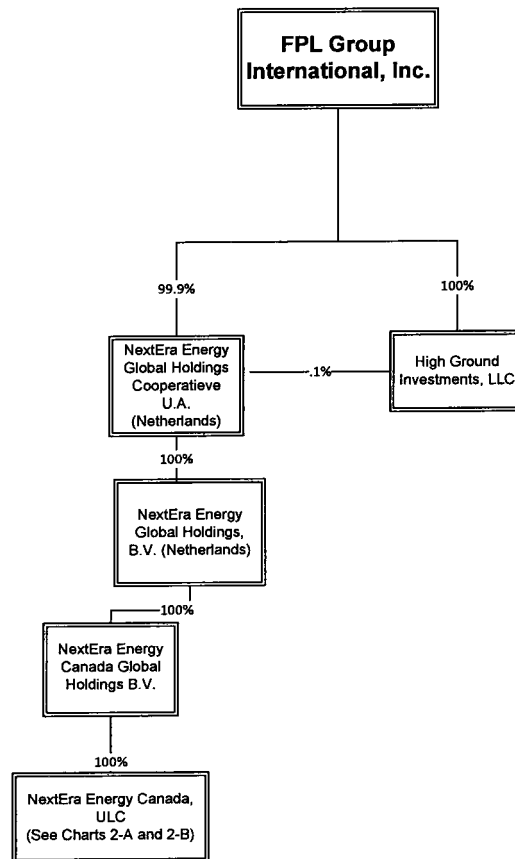
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APPENDIX 'A'
CORPORATE CHART

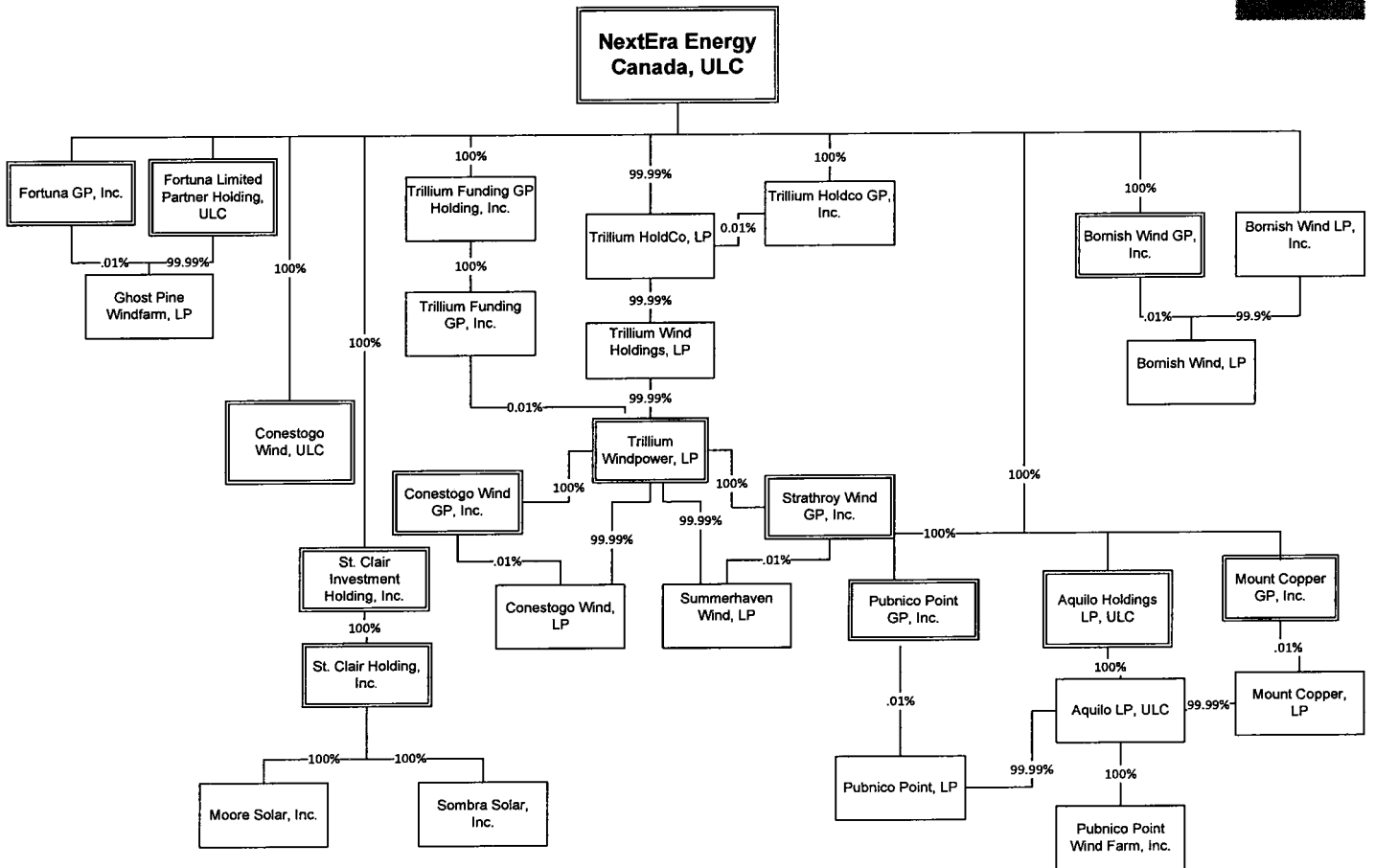
Entity Organization Chart





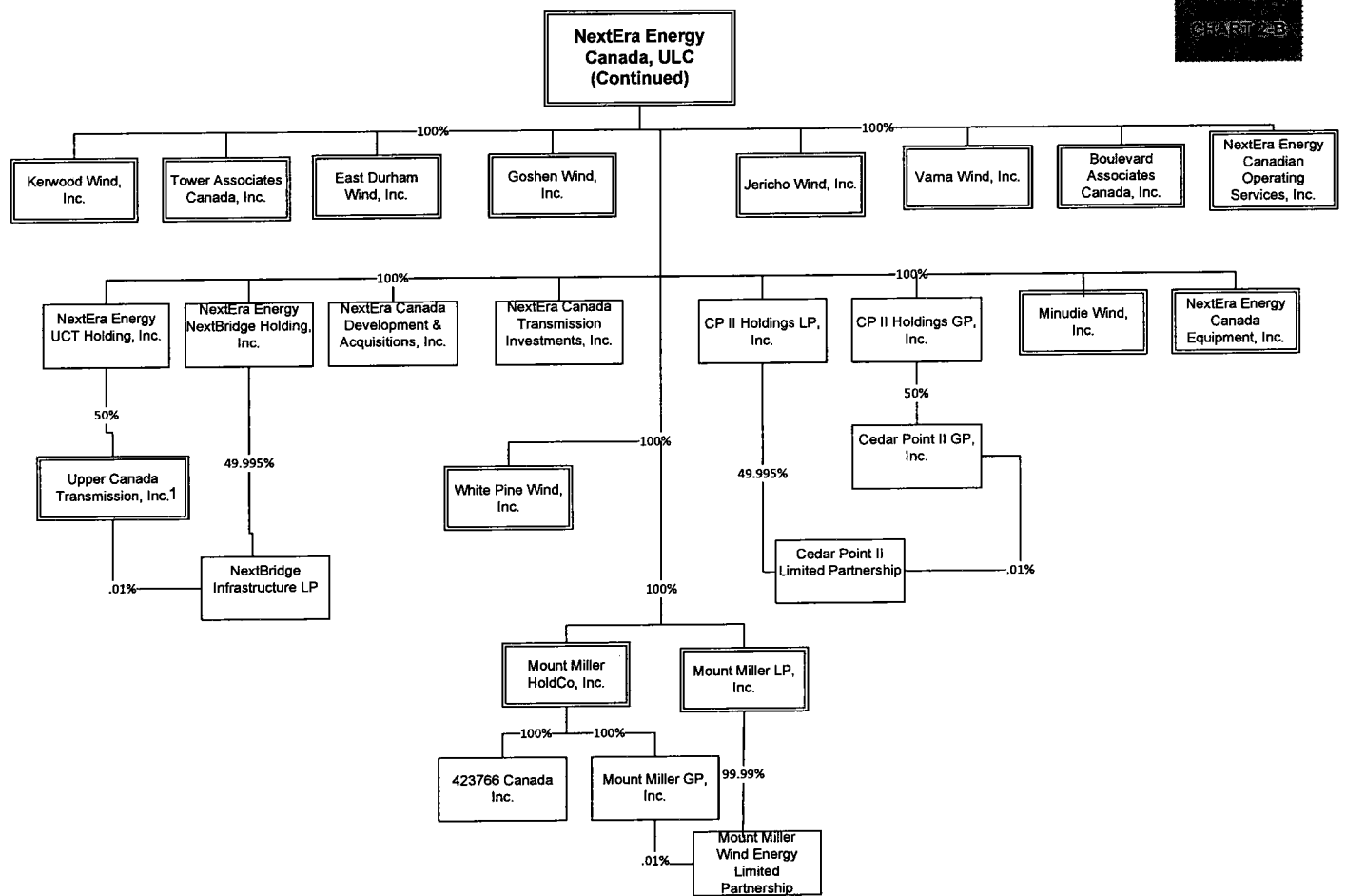
LP = Limited Partnership GP = General Partnership JV = Joint Venture LLC = Limited Liability Company

(Print Date_10/22/2013)



LP = Limited Partnership GP = General Partnership JV = Joint Venture LLC = Limited Liability Company

(Print Date_12/13/2013)



1 - As NextEra Energy Canada, ULC's 50% indirect interest does not provide for its control of Upper Canada Transmission, Inc. (UCT), the Applicant and UCT are not affiliates within the meaning of the Ontario Business Corporations Act

LP = Limited Partnership GP = General Partnership JV = Joint Venture LLC = Limited Liability Company

(Print Date_12/13/2013)