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May 5, 2014

VIA RESS AND COURIER

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

Dear Ms. Walli:

Re: Leave to Allow a Change of Control of NextEra Energy UCT Holding, Inc. under Section 86(2)(b) of the *Ontario Energy Board Act, 1998* from NextEra Energy Canada, ULC to NextEra Energy Canada, LP (the "Application")

Board File No. EB-2014-0167

We are counsel for the Applicant, NextEra Energy Canada, LP ("**NextEra LP**"), as well as NextEra Energy Canada, ULC ("**NextEra ULC**"), and NextEra Energy UCT Holding, Inc. ("**NextEra UCT Holding**").

This letter provides updated information and a non-substantive correction to the Application.

In terms of updated information, in response to question 1.9.1 of the application form, the Applicant undertook to confirm whether any consents are required from its commercial partners for the proposed transaction. This is to confirm that the Applicant has determined that the unanimous consent of the shareholders of Upper Canada Transmission, Inc. is required and has been obtained. Please see the attached Unanimous Consent of the Shareholders of Upper Canada Transmission, Inc.

In addition, the Application incorrectly identified the name of the corporation whose shares are being transferred as NextEra UCT Holding, Inc. The correct name for that company, as identified above, is NextEra **Energy** UCT Holding, Inc.

This correction does not have any impact on the substance of the Application.

Please contact me if you have any questions or concerns.

Sincerely,

Signed in the original

George Vegh

UNANIMOUS CONSENT OF THE SHAREHOLDERS OF
UPPER CANADA TRANSMISSION, INC.

Reference is made to the unanimous shareholders' agreement (the "**Agreement**") dated December 14, 2012 among NextEra Energy UCT Holding, Inc. ("**NextEra**"), Enbridge Transmission Holdings Inc. ("**Enbridge**"), Borealis EWT Inc. ("**Borealis**") and Upper Canada Transmission, Inc. (the "**Corporation**"). Capitalized terms not defined in this Unanimous Consent of the Shareholders will have the meanings given to them in the Agreement.

WHEREAS(i) NextEra holds 100 common shares in the capital of the Corporation; (ii) NextEra Energy Canada, ULC ("**NEEC**") is the holder of all of the issued and outstanding shares in the capital of NextEra; and (iii) NextEra Energy Canada Holdings B.V. ("**NextEra Netherlands**") is the holder of all of the issued and outstanding shares in the capital of NEEC;

AND WHEREAS the NEEC group of companies propose to undertake an internal reorganization that is anticipated to close in June, 2014 (the "**Reorganization**");

AND WHEREAS pursuant to the Reorganization (i) NextEra Netherlands will contribute ("**Change of Control 1**") all of the shares in the capital of NEEC to NextEra Energy Canada, LP ("**NextEra CLP**"); and (ii) immediately following Change of Control 1, NEEC will distribute all of the shares in the capital of NextEra to NextEra CLP ("**Change of Control 2**");

AND WHEREAS Change of Control 1 constitutes a "Transfer to a Related Entity" pursuant to Sections 1.1.68.4 and 1.1.59 of the Agreement and Change of Control 2 constitutes a "Transfer to a Related Entity" pursuant to Sections 1.1.68.3 and 1.1.59 of the Agreement;

AND WHEREAS Section 5.1.2.2 of the Agreement provides that a Transfer by a Shareholder to a Related Entity is permitted during and after the Lockdown Period subject to the general conditions to transfer contemplated in Section 5.6 of the Agreement;

AND WHEREAS Section 5.6.3 of the Agreement provides that prior to completing a Transfer, a Transferor must have provided evidence satisfactory to the Shareholders, acting reasonably, as evidenced by Unanimous Consent of the Shareholders, that the Transfer meets the conditions set forth in Section 5.6.3 of the Agreement;

AND WHEREAS NextEra has provided evidence satisfactory to the Shareholders, acting reasonably, that the Transfer meets the conditions set forth in Section 5.6.3 of the Agreement;

AND WHEREAS Section 5.7 of the Agreement requires each of the Shareholders to give and execute all necessary consents and approvals to a Transfer of Shares which is permitted under the Agreement as soon as the relevant provisions of the Agreement relating to that Transfer have been complied with;

NOW THEREFORE the undersigned Shareholders hereby acknowledge, agree and confirm that NextEra has provided them with satisfactory evidence that Change of Control 1 and Change of Control 2 comply with the conditions set forth in Section 5.6.3 of the Agreement.

This Unanimous Consent of the Shareholders relates only to the change of Control of NEEC that will result from Change of Control 1 and the change of Control of NextEra that will result from Change of Control 2 and shall not be construed as a consent to any other matter. All

of the terms and provisions of the Agreement are and shall remain in full force and effect. This Unanimous Consent of the Shareholders shall be binding upon the successors and assigns of the undersigned Shareholders. This Unanimous Consent of the Shareholders shall be construed in accordance with and governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein. This Unanimous Consent of the Shareholders may be executed by facsimile or portable document format.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, this Unanimous Consent of the Shareholders has been duly executed on April 23, 2014.

BOREALIS EWT INC.

Per:



Name: Katherine Hammond
Title: Vice President



Name: Michael Kelly
Title: Secretary

ENBRIDGE TRANSMISSION
HOLDINGS INC.

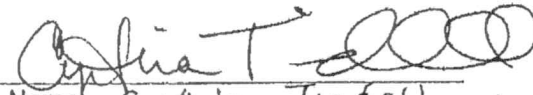
Per:

Name:
Title:

Name:
Title:

NEXTERA ENERGY UCT HOLDING, INC.

Per:



Name: Cynthia Tindell
Title: Director

IN WITNESS WHEREOF, this Unanimous Consent of the Shareholders has been duly executed on April __, 2014.

BOREALIS EWT INC.

Per:

Name:
Title:

Name:
Title:

**ENBRIDGE TRANSMISSION
HOLDINGS INC.**

Per:

Name: Don K. Thompson
Title: President

Name: Rob Carpenter
Title: Vice President, Corporate Law
and Deputy General Counsel

NEXTERA ENERGY UCT HOLDING, INC.

Per:

Name: Cynthia Tindell
Title: Director