

July 29, 2015

**VIA RESS, EMAIL 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 transfer leave to construct approval granted to Niagara Region Wind Corporation to FWRN LP**

On July 3, 2014, the Ontario Energy Board (the “**OEB**” or the “**Board**”) granted Niagara Region Wind Corporation (“**NRWC**”) leave to construct a transmission line and transmission facilities.<sup>1</sup>

As a result of a reorganization and change of control which are described below, NRWC filed a request on May 21, 2015 for the Board’s leave to transfer its leave to construct approval to FWRN LP.

As requested by Board staff, NRWC and FWRN LP are pleased to provide this joint letter confirming NRWC’s request to transfer the leave to construct approval to FWRN LP, and setting out FWRN LP’s support for this request.

**Background**

Pursuant to a reorganization, NRWC transferred the Niagara Region Wind Farm project (the “**Project**”), including the FIT contract for the project, on April 29, 2015 to FWRN LP, a newly-formed limited partnership which, at the time of the transfer, was controlled by NRWC. Immediately following the transfer of the Project to FWRN LP, pursuant to a share and unit purchase agreement between NRWC and 1022340 B.C. Ltd. (“**Enercon Subco**”) dated March 16, 2015, NRWC transferred 74.99% of the issued and outstanding limited partner units of FWRN LP and 100% of the shares of the sole general partner of FWRN LP to Enercon Subco.

Enercon Subco is a wholly-owned subsidiary of Enercon Canada Inc., a corporation incorporated under the laws of the Province of Nova Scotia.

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<sup>1</sup> OEB Decision and Order in EB-2013-0203 dated July 3, 2013.

*Request to transfer leave to construct*

In light of the above reorganization and change of control, and pursuant to section 18(1) of the *Ontario Energy Board Act, 1998*, NRWC filed its request of May 21, 2015 for leave of the Board to transfer its leave to construct approval such that the approval be held by FWRN LP. FWRN LP supports NRWC's request of May 21, 2015.

Following the transfer, FWRN LP confirms that it will be responsible for meeting the conditions of approval set out in the Board's Order granting Leave to Construct. In addition, FWRN LP confirms that the reorganization and change of control will have no impact on the construction or operation of the transmission line and transmission facilities.

*Request to proceed without a hearing*

NRWC and FWRN LP submit that no one will be adversely affected in a material way by the Board's decision regarding this application, and therefore request that the Board exercise its authority under s. 21(4)(b) of the *Ontario Energy Board Act, 1998* to dispose of this application without a hearing.

If you have any questions in regards to the foregoing, please contact counsel for NRWC, H  lo  se Apest  guy-Reux, at 416 601-7809 or hapesteguyreux@mccarthy.ca and / or counsel for FWRN LP, Peter Ascherl, at 416 868 3499 or pascherl@fasken.com.

Sincerely,

***[Signature page follows]***

**FWRN LIMITED PARTNERSHIP**, acting through  
its general partner, 1021702 B.C. Ltd.

Per:



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Name: Michael Weidemann  
Title: Executive Vice-President

**2254302 ONTARIO LIMITED**, as successor by  
name change to Niagara Region Wind Corporation

Per:

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Name: Peter Daniels  
Title: President

**FWRN LIMITED PARTNERSHIP**, acting through  
its general partner, 1021702 B.C. Ltd.

Per: \_\_\_\_\_

Name: Michael Weidemann

Title: Executive Vice-President

**2254302 ONTARIO LIMITED**, as successor by  
name change to Niagara Region Wind Corporation

Per: \_\_\_\_\_

Name: Peter Daniels

Title: President