



IBI Group
5th Floor – 230 Richmond Street West
Toronto ON M5V 1V6 Canada
tel 416 596 1930
fax 416 596 0644



www.NextEraEnergyCanada.com

Conestogo Wind Energy Centre Community Liaison Committee (CLC) TERMS OF REFERENCE

Conestogo Wind, LP (“Company”), a wholly-owned subsidiary of NextEra Energy Canada, ULC is committed to being the first and best source of information about the Conestogo Wind Energy Centre (“Facility”). The Company would like to establish a Community Liaison Committee (“CLC”) as a forum to exchange ideas and share information with interested area residents, landowners and other members of the public as the Facility progresses through construction and the first year of operation. The importance of, and need for, such a committee has been incorporated as a condition of the Renewable Energy Approval issued to Conestogo Wind, LP by the Ministry of the Environment (“MOE”) for a Class 4 Wind Facility in Mapleton Township, County of Wellington, Ontario.

Mandate/Purpose

The mandate of the CLC is to:

- Act as a liaison facilitating two way communication between the Company and members of the public with respect to issues related to the construction, installation, use, operation, maintenance and retirement of the Facility;
- Provide a forum for the Company to provide regular updates on, and to discuss issues or concerns relating to, the construction, installation, use, operation, maintenance and retirement of the Facility with members of the public; and
- Ensure that any issues or concerns resulting from the construction, installation, use, operation, maintenance and retirement of the Facility are discussed and communicated to the Company.

On December 8, 2011 the MOE issued a Renewable Energy Approval for the Facility (subject to conditions). As such, the CLC meetings will focus on aspects of the project related to construction, installation, use, operation, maintenance and retirement of the Facility. The CLC meetings will not re-visit concerns or opinions previously raised during the proposal/planning stage for the facility (e.g. location of a Wind Centre in Wellington County or on the subject site, the *Clean Energy Act*, the MOE’s approval process, etc).

Objectives

The objectives of the CLC are to:

- Increase the public’s knowledge base of wind energy by providing accurate and up-to-date information on the construction, installation, use, operation, maintenance and retirement of the Facility.
- Help the Company better understand the public’s concerns and perception of the risks and effects of wind energy and of the Facility;
- Engage in meaningful and open dialogue in order to identify opportunities for improvements and mitigation and work towards resolving or minimizing conflicts and gaining support/acceptance for the Facility.

Membership

Recruitment for the CLC is designed to be an open and impartial process, with members being identified through the following process:

- Notification of the CLC opportunity through advertisements posted in local newspapers (i.e. The Arthur Enterprise News, The Wellington Advertiser, The Mount Forest Confederate and Turtle Island News);
- Notification of the CLC opportunity on the Company’s publicly accessible website;
- Notices mailed to all persons living within a one (1) km radius of the Facility;

- Invitations mailed to First Nation and Métis communities;
- Invitations mailed or emailed to potential stakeholders (identified by IBI Group); and
- Request to participate submitted by interested residents and other stakeholders.

The CLC will be structured to include a broad and diverse range of community members. In order for the CLC to operate effectively and efficiently, it will be limited to 14 members. Ideally it will include representation from:

- Residents and landowners within 1 km of the Facility: 1 to 4 representatives*;
- Wellington County residents and landowners: 1 to 3 representatives*;
- First Nation and Métis communities: 1 to 2 representatives**;
- Members of the business community: 1 to 3 representatives (e.g. Arthur Chamber of Commerce, Mount Forrest District Chamber of Commerce, Wellington-Waterloo Community Futures Development Corporation Fergus BIA, Elora BIA, etc.)***;
- Government and/or agencies: 1 to 2 representatives (e.g. Township of Mapleton, Wellington County, Grand River Conservation Authority, Wellington Health Care Alliance, etc.)***; and
- Other interest groups/organizations: 3 to 5 representatives (e.g. Trees for Mapleton, Drayton Mapleton Agricultural Society, Maryborough Horticultural Society, Wellington Federation of Agriculture, Wellington County Stewardship Council, Drayton Kinsmen, Drayton Optimists, etc.)***.

The CLC meetings will also be attended by at least 1 Company representative as well as up to 3 technical staff/specialists. The meetings will be moderated by a facilitator from IBI Group.

* Given the number of people living within 1 km of the Facility and/or who own land within 1 km of the Facility, we ask that local residents and landowners coordinate amongst themselves to nominate up to four (4) people for membership on the CLC.

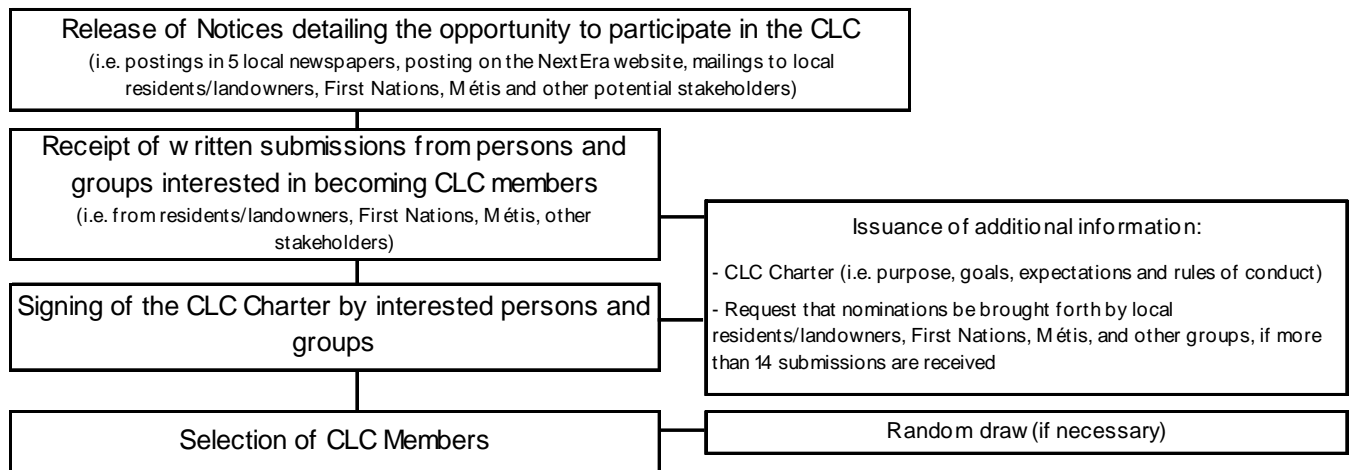
** In view of the number of First Nations and Métis communities who are part of the Conestogo renewable energy approval process, we ask that one representative from each community be nominated for membership on the CLC. The CLC is a separate and additional consultation initiative that is not intended to replace the existing and ongoing consultation process that has been established between NextEra and the First Nation and Métis communities.

*** In view of the number of agencies, organizations and special interest groups that have been identified as potential stakeholders, we ask that such parties nominate just one representative for membership on the CLC.

Should more than 14 participation requests/nominations be received, the IBI Group facilitator will undertake a random draw in order to select the final CLC members.

The following figure summarizes the CLC Member Selection Process.

CLC Member Selection Process



While the CLC will be limited to 14 members, meetings will be open to the general public for observation.

Brief depositions (up to 3 per meeting, at a maximum of 5 minutes each) may be made by members of the general public, providing they pertain to items on the meeting agenda (i.e. the construction, installation, use, operation, maintenance and retirement of the Facility).

In order to be considered for a public deposition, a request (along with the actual deposition) must be submitted to IBI Group 1 week prior to an upcoming CLC meeting. Depositions will be selected at the discretion of the CLC Chair and the Company, in consultation with the CLC members.

Roles and Responsibilities of Participants

The CLC provides a mechanism for community engagement and communication. All CLC members must be committed to attending and participating in the meetings by listening to information provided by the Company, providing input and engaging in discussion in a respectful and constructive manner. While opinions and ideas may differ, all will be listened to and considered.

The following outlines the specific roles and responsibilities of the various participants.

IBI Group (Meeting Coordinators and Chair/Facilitator)

In its role as Meeting Coordinators, the IBI Group team will be responsible for the following:

- Scheduling/organizing all CLC meetings;
- Setting formal Agendas:
 - Including the review, evaluation and selection of up to 3 public deposition requests which would be included as part of the meeting Agenda.
- Distribution of Agendas to CLC members and posting of the Agendas on the Company's website at least one week prior to the next CLC meeting;
- The preparation of meeting Minutes;
- The distribution of meeting Minutes to the CLC members and posting the Minutes on the Company's website;
- Tracking CLC and public inquiries regarding the Facility to ensure the following meeting's Agenda addresses relevant inquiries (including public depositions); and
- Liaising with the Company to collect additional information requested by the CLC members; and
- Coordinating the posting of any information prepared by, or presented to, the CLC on the Company's website.

In its role as Chair, IBI Group will attend and facilitate all meetings and ensure that:

- CLC members are provided with adequate information and technical support to assist them in their contribution to the CLC discussions;
- The agreed upon agenda and time schedule for each meeting is followed;
- Meetings allow for constructive and thorough discussion; and
- All members respect the participant's opinions and questions, and do not interrupt another CLC member while speaking (the Chair may supersede this provision and the Chair has the right to excuse or replace any member of the CLC or public observer who is interfering with or disrupting with the CLC meetings).

Company

Next Era Canada, ULC and its technical staff and specialists (as required) will be responsible for:

- Attending all meetings;
- Working within the Charter for the CLC;
- Providing the CLC with accurate and up-to-date information on the construction, installation, use, operation, maintenance and retirement of the Facility;
- Listening to issues, concerns and suggestions;
- Participating in discussion and providing answers or additional follow-up information;
- Reviewing meeting minutes and other materials prepared by the CLC or members of the public prior to attending subsequent CLC meetings; and
- Posting all CLC materials (e.g. Agendas, Minutes, and Additional Materials) on its website.

CLC Members:

Participants will be responsible for:

- Signing of the CLC Charter (mandatory in order to participate);
- Attending all CLC meetings (members may send alternates in their place if they are not able to attend a meeting.
 - Note: If a member or group representative misses the first two meetings, the Chair may require the member to forfeit their position and open the position to another person/stakeholder);
- Working within the Charter for the CLC;
- Listening to/reviewing and considering the information provided by the Company;
- Identifying areas of concern or interest about the Facility;
- Suggesting strategies for improvement;
- Participating in discussions;
- Listening to and considering the opinions of other CLC members;
- Providing constructive feedback on the Company's suggestions for improvements;
- Being prepared for meetings by reviewing any materials provided in advance by the Chair (including Minutes from previous meetings);
- Participation in the evaluation of requests for public depositions; and
- Assisting the Company keep the local community and other interest groups apprised of information about the Facility by relaying information via existing community networks.

Meeting Format

A total of four (4) CLC meetings will be held over a two-year period (i.e. 2 meetings annually) and will be:

- Conducted in a local facility (e.g. Arthur Community Centre – to be confirmed)
- Held in the evening (6:30 pm to 8:30 pm – to be confirmed)
- 2 hours in length; and
- Run in a workshop/roundtable format.

IBI Group will prepare Agendas for each CLC meeting and will be responsible for distributing the Agendas (via email, fax or mail) to all CLC members at least 48 hours prior to the scheduled meeting. The CLC Agendas will also be posted on the NextEra website. Members of the CLC may ask to place items on the agenda. Issues that have not been fully discussed should be put on the agenda for subsequent meetings.

The proceedings of the CLC meetings will be recorded in the form of audio (taped) and notes taken by IBI Group. The meeting minutes will be circulated in draft to the CLC in advance of the next meeting. At the beginning of each meeting the minutes from the previous meeting will be discussed and either approved by the CLC members or appropriately modified.