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September 30, 2013

Ms. Luly Massaro, Clerk  
Rhode Island Public Utilities Commission  
89 Jefferson Boulevard  
Warwick, RI 02888

**Re: *Docket No. 4437***

Dear Ms. Massaro:

Enclosed please find an original and ten copies of the following documents:

1. Champlain Wind, LLC's Response to the Rhode Island Public Utility Commission's First Set of Data Requests.

Please note that an electronic copy of this document has been sent to the service list.

Thank you for your attention to this matter.

Sincerely,



Joseph A. Keough, Jr.

JAK/kf  
Enclosure

**Comm. 1-1:** Please provide the name, address and contact person for all entities, corporate or otherwise, responsible for financing, in whole or part, the Bowers Wind Project.

**Response:** All development financing for the Bowers Wind Project has been handled by First Wind Holdings, LLC ("First Wind"), the ultimate indirect parent of Champlain Wind, LLC. First Wind will also be responsible for securing Champlain Wind, LLC's financing for the Bowers Wind Project. The final construction financing structure will be determined closer to actual construction and will be based on market conditions at that time. To date, First Wind has successfully financed five grid-scale projects in Maine utilizing a combination of First Wind equity and third-party debt financing to fund construction. First Wind expects that the majority of the Bowers Wind Project's construction financing will also be provided by third-party debt and/or tax equity with a smaller portion (typically in the range of 20% to 30%) funded with First Wind equity. First Wind's contact information is First Wind Holdings, LLC, 179 Lincoln Street, Boston, MA 02111, Attention: Chief Executive Officer.

Prepared by, or under the supervision of, Neil Kiely.

**Comm. 1-2:** Regarding any corporate entities provided in DR-1, please list the jurisdictions in which they are licensed to conduct business.

**Response:** First Wind Holdings, LLC is a Delaware corporation registered to do business in Delaware. Champlain Wind, LLC is a Delaware corporation that is foreign qualified in Maine.

Prepared by, or under the supervision of, Neil Kiely.

**Comm. 1-3:** Please explain the affiliation between Maine Wind Holdings, LLC and Champlain Wind, LLC.

**Response:** Maine Wind Holdings, LLC is the sole member of Champlain Wind, LLC, holding of 100% of the membership interests of Champlain Wind, LLC. Maine Wind Holdings, LLC and Champlain Wind, LLC are wholly-owned, indirect subsidiaries of First Wind Holdings, LLC.

Prepared by, or under the supervision of, Neil Kiely.

**Comm. 1-4:** Please explain the affiliation between Northeast Wind Partners II, LLC and Champlain Wind, LLC.

**Response:** In accordance with First Wind's Northeast Joint Venture with Emera Inc. which closed on June 15, 2012, Northeast Wind Partners II, LLC is owned 51% by First Wind Holdings, LLC and 49% by Emera, Inc. Through the Joint Venture transaction, Emera acquired a 49% equity interest in First Wind's 385 MW portfolio of operating wind energy projects in the Northeast. First Wind will exclusively manage the development of new projects, including the Bowers Wind Project, and transfer them to the Joint Venture once a set of prescribed investment criteria is met.

The Joint Venture with Emera provides First Wind with a dependable and attractively priced source of equity capital to continue development activities, gives First Wind access to Emera's commercial capabilities in the Northeast, and strengthens our ability to build and operate new wind energy projects.

First Wind anticipates it will transfer the Bowers project into the Joint Venture once it satisfies the prescribed transfer criteria, which typically occurs at, or around, closing of construction financing

Prepared by, or under the supervision of, Neil Kiely.

**Comm. 1-5:** In what jurisdictions is Maine Wind Holdings, LLC licensed to conduct business?

**Response:** Maine Wind Holdings, LLC is a Delaware corporation.

Prepared by, or under the supervision of, Neil Kiely.

**Comm. 1-6:** In what jurisdictions is Northeast Wind Partners II, LLC licensed to conduct business?

**Response:** Northeast Wind Partners II, LLC is a Delaware corporation.

Prepared by, or under the supervision of, Neil Kiely.

STATE OF RHODE ISLAND  
PUBLIC UTILITIES COMMISSION  
DOCKET NO. 4437  
Response Of Champlain Wind, LLC  
To The Rhode Island Public  
Utilities Commission's  
First Set of Data Requests

**CERTIFICATION**

I hereby certify that on September 30, 2013, I sent a copy of the within to all parties set forth on the attached Service List by electronic mail and copies to Luly Massaro, Commission Clerk, by electronic mail and regular mail.

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<b>File an original &amp; 10 copies w/:</b> Luly E. Massaro, Commission Clerk Public Utilities Commission 89 Jefferson Blvd. Warwick, RI 02888	<a href="mailto:Luly.massaro@puc.ri.gov">Luly.massaro@puc.ri.gov</a>	401-780-2017
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PUBLIC UTILITIES COMMISSION  
DOCKET NO. 4437  
Response Of Champlain Wind, LLC  
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