STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

PETITION OF FIRST WIND HOLDINGS, LLC, FIRST WIND NORTHEAST COMPANY, LLC, NORTHEAST WIND PARTNERS, LLC, CSSW HOLDINGS, LLC, CSSW, LLC, CSSW COHOCTON HOLDINGS, LLC, NEW YORK WIND, LLC, CANANDAIGUA POWER PARTNERS, LLC, CANANDAIGUA POWER PARTNERS II, LLC, AND NORTHEAST WIND HOLDINGS LLC, FOR A DECLARATORY RULING THAT PUBLIC SERVICE LAW SECTION 70 DOES NOT APPLY TO PROPOSED TRANSACTIONS	**Case 11-E-0253**

SUPPLEMENT TO JOINT PETITION FOR DECLARATORY RULING

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Dated: July 26, 2011

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INTRODUCTION

First Wind Holdings, LLC ("First Wind"), First Wind Northeast Company, LLC ("First Wind Northeast"), Northeast Wind Partners, LLC ("Northeast Wind Partners"), CSSW Holdings, LLC, CSSW, LLC, CSSW Cohocton Holdings, LLC, New York Wind, LLC ("New York Wind"), Canandaigua Power Partners, LLC ("CPP"), Canandaigua Power Partners II, LLC ("CPP II") (collectively, the "First Wind Petitioners"), file this Supplement to the Joint Petition of the First Wind Petitioners and Northeast Wind Holdings LLC ("Northeast Wind Holdings"), (collectively, "Petitioners") in order to (a) provide information regarding changes in the proposed transaction; (b) clarify some aspects of the transaction, to provide additional information requested by Staff of the Department of Public Service ("DPS Staff"); and (c) to provide a limited response to some of the comments submitted by Cohocton Wind Watch ("CWW"). As set forth in the initial Petition filed on May 18, 2011 (the "Initial Petition"), Petitioners respectfully submit that the proposed transactions as described in the Petition and below should not be reviewed because (a) Northeast Wind Holdings' acquisition of a 49% interest in First Wind's Northeast assets is a transfer of upstream ownership interests in lightly regulated wholesale merchant generating facilities and qualifies for the *Wallkill* presumption, and (b) the merger of CPP and CPP II into two new companies, with no resulting change in the direct and ultimate ownership of the lightly regulated entities, is not a transfer implicating Section 70. Alternatively, Petitioners request the Commission to approve the proposed transactions pursuant to Section 70.

Petitioners respectfully request that the Commission grant expedited review of this Petition so that the transactions contemplated herein are not impeded by any undue delay.

OWNERSHIP OF FIRST WIND

As described (and verified) in the Initial Petition, Petitioner First Wind is a limited liability company formed under the laws of the State of Delaware. The voting interests in First Wind are owned by: (i) several individual investors, each of which owns less than 3 percent of the voting interest in First Wind Holdings; (ii) UPC Wind Partners II, LLC, which owns approximately 2.6 percent of the voting interests; (iii) D.E. Shaw MWP Acquisition Holdings, L.L.C. ("D.E. Shaw"), which owns approximately 46 percent of the voting interests; (iv) Madison Dearborn Capital Partners IV, L.P. ("MDCP IV"), which owns approximately 46 percent of the voting interests; (v) PIP3GV FirstWind LLC Ltd. and PIP3PX FirstWind LLC Ltd., affiliates of one another that collectively own less than 10 percent of the voting interests; and (vi) Northwestern University, which owns less than 0.01 percent of the voting interests.

CWW questions First Wind's ownership structure of CPP and CPP II. While CWW questions the ownership of these entities, it is as stated above and as set forth and verified by First Wind in the Initial Petition. The ownership structure of CPP and CPP II was explained in a filing with the Commission in Case 07-E-0138 on October 15, 2008, in response to a request CWW made to revoke the Certificates of Public Convenience and Necessity granted to CPP and CPP II. That filing also discusses and documents the change in the name of the parent company from UPC Wind Partners, LLC to First Wind Holdings, LLC.

UPSTREAM OWNERSHIP

As noted above, First Wind is owned, in part, by (i) D.E. Shaw, which owns approximately 46 percent of the voting interests; and (ii) MDCP IV, which owns approximately 46 percent of the voting interests. Both MDCP IV and D.E. Shaw hold interests in electric generating facilities in the United States. DPS Staff requested further information regarding the ownership interests of MDCP IV and D.E. Shaw in New York, as well as in the New England Independent System Operator ("ISO-NE") area and the Pennsylvania-New Jersey-Maryland ("PJM") area. That information is set forth below.

MDCP IV does not currently own any interests in electric generating facilities in either the ISO-NE or PJM areas. MDCP IV divested itself of its indirect interests in Boston Generating Company, LLC ("Boston Generating"), which had four facilities in the ISO-NE area, through a process approved by the United States Bankruptcy Court for the Southern District of New York. The Bankruptcy Court approved the sale of Boston Generating to Constellation Energy, Inc., and according to a press release issued by Constellation Energy, attached hereto as Exhibit A, that sale has been completed.

As noted in the Initial Petition, MDCP IV indirectly holds an interest in Astoria Generating Company, L.P. ("Astoria Generating") Astoria Generating owns and operates the Astoria Generating Facility (1,296 MW), Gowanus Turbine Station (564 MW) and Narrows Gas Turbine Facility (309 MW) all in New York City. First Wind Holdings neither operates or controls the operation of the Astoria Generating facilities. In the petition filed on October 26, 2005 wherein MDCP IV acquired its indirect interest in Astoria Generating, in Case 05-E-1341, MDCP IV's indirect interest in Astoria Generating was described as a majority interest.[1]

With respect to D.E. Shaw, it does not own any generating facilities in the NYISO, ISO-NE or PJM areas. The only generating facilities it owns or operates are located in the Midwest ISO.

CLARIFICATION OF PROPOSED TRANSACTIONS

The Joint Venture Transaction

First Wind proposes to enter into a joint venture with Emera and Algonquin whereby Emera and Algonquin, through Northeast Wind Holdings, will collectively acquire an indirect 49% ownership interest in First Wind's Northeast assets in construction or commercial operation (the "Joint Venture Transaction"). The Initial

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[1] Case 05-E-0341, *Orion Power Holdings, Inc., et al.* Petition dated October 26, 2005 at p.4. There is no publicly available information which describes MDCP IV's ownership interest in Astoria Generating any more precisely, other than what is set forth above.

Petition described the transaction, as proposed at that time. The Initial Petition stated that Northeast Wind Partners would be the First Wind entity through which the Joint Venture Transaction would be effectuated. However, since that time, due to tax considerations associated with the Joint Venture Transaction, Northeast Wind Partners is not the entity through which the Joint Venture Transaction will be accomplished. Rather, First Wind Northeast will create a new wholly owned subsidiary to act as the vehicle for the Joint Venture Transaction. This new wholly owned subsidiary will be a Delaware limited liability company, with a name yet to be determined ("JV Hold Co").

Through a series of internal corporate restructurings, CSSW LLC will contribute its indirect ownership interests in CPP and CPP II to First Wind Northeast, which will then contribute the interests to JV Hold Co. JV Hold Co. will be owned by Vermont Red Clover Holdings, LLC, First Wind Rollins Holdings, LLC, CSSW Stetson Holdings, LLC and First Wind Northeast. JV Hold Co will thus become the indirect owner of each of First Wind's Northeast projects. Following the restructuring, and the Merger Transaction described below, Northeast Wind Holdings will acquire a 49% interest in JV Hold Co. It is anticipated that Northeast Wind Partners, as well as CSSW Holdings, LLC and CSSW, LLC will be dissolved. An organization chart indicating this new Post Joint Venture and Merger Structure for First Wind's Northeast Projects is attached as Exhibit B.[2]

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[2] This Exhibit B supersedes Exhibit B to the Initial Petition.

The Petitioners also sought approval of the transactions from the Federal Energy Regulatory Commission ("FERC") under Section 203(a)(1) of the Federal Power Act.[3] In their FERC filing, the First Wind Petitioners did not include intermediate subsidiaries or show them on the organizational chart, and Northeast Wind Partners was referred to as JV Holdco Company. In contrast, in the instant Petition, First Wind included many of the intermediate subsidiaries, and did not refer to JV Holdco Company.[4] This has caused some confusion.

The reason JV Holdco Company was used in place of Northeast Wind Partners in the FERC filing was because the FERC requires a copy of the agreement(s) evidencing the transaction to be included with the filing, and JV Holdco was the term used in the agreement(s) evidencing the Joint Venture Transaction. In contrast, the Commission does not require the agreement(s) to be filed. As Northeast Wind Partners had been formed and inserted into First Wind family of companies, the First Wind Petitioners decided that it would be more accurate to use the actual name of the company rather than JV Holdco Company. In fact, Exhibit C-2 to the FERC filing, noted that JV Holdco Company is the name of the entity in the transaction documents and that the name of the company was subject to change. As noted above, however, Northeast Wind Partners will no longer serve as the joint venture entity. Instead, JV Hold Co, the entity to be formed by First Wind Northeast and described earlier in this Supplement, will be the entity in

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3 16 USC § 824b(a)(1).

4 CWW also points out that the Cohocton and Dutch Hill Wind Projects have been referred to collectively as the 125 MW Cohocton Project, or alternatively, as Cohocton and Cohocton II. While for external purposes the two projects may be referred to as a single project, or as Cohocton and Cohocton II, for purposes of the PSC and the various New York permitting agencies, the projects are referred to as the Cohocton Wind Project, owned by CPP, and the Dutch Hill Wind Project, owned by CPP II.

which Northeast Wind Holdings acquires a 49% interest as part of the Joint Venture Transaction.

With respect to the reflection of intermediate subsidiaries in the original Petition which were not included with the FERC filing, FERC does not require that intermediate subsidiaries be reflected in organizational charts or be parties to a Petition. In contrast, the Commission's requirements are less clear.[5] As a result, and in an abundance of caution, the First Wind Petitioners included intermediate entities beween First Wind and CPP and CPP II as Petitioners in the Initial Petition, and included them in the organizational charts attached as Exhibits A and B to the Initial Petition.

The Merger Transaction

As described in the Initial Petition, New York Wind will form two new, wholly owned subsidiaries, and as part of the overall transaction, CPP and CPP II will merge into these new entities, with the new entities surviving the transaction. The new entities, which have yet to be formed, will be limited liability companies formed under the laws of the State of Delaware. These entities will be created prior to the close of the overall transaction, and copies of the certificates of formation will be filed with the Commission.

Although the fictional names of the companies were described in the Initial Petition as CPP HOLDCO, LLC and CPP II HOLDCO, LLC, the proposed mergers are not with holding companies above CPP and CPP II. Rather, the two new limited liability company subsidiaries of New York Wind, LLC will be formed at the same corporate

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[5] *See, e.g.*, Case 08-M-0659 *Proceeding on Motion of the Commission Regarding Regulation of Owners of Stock Interests in Electric and Steam Corporations*, Order Establishing Presumption and Closing Proceedings Without Prejudice (issued September 21, 2010).

level as CPP and CPP II. For purposes of the Petition, they will be referred to as Cohocton I, LLC ("Cohocton I") and Cohocton II, LLC ("Cohocton II"). Attached hereto as Exhibit C is an organization chart showing these new entities in the organization structure prior to the Joint Venture Transaction. Following the creation of these new entities, CPP will be merged into Cohocton I, and CPP II will be merged into Cohocton II. Attached hereto as Exhibit D is an organization chart showing the merger of these entities.[6] The purpose of the merger transaction is to take advantage of certain tax efficiencies associated with the Joint Venture Transaction.

As a merger transaction, the membership interests in CPP and CPP II will be converted into membership interests in Cohocton I and Cohocton II, respectively. All of the property, rights, privileges, powers, franchises and debts of CPP and CPP II will become vested in Cohocton I and Cohocton II, respectively, as the surviving corporate entities, and will continue to be held as wholly and directly owned subsidiaries of New York Wind. Thus, as discussed in the Initial Petition, there is no true "transfer" of the membership interests in CPP and CPP II; rather, the membership interests in CPP and CPP II are "converted" into the membership interests of Cohocton I and Cohocton II. Similarly, there is no true "transfer" of the interests in the Cohocton and Dutch Hill Wind Projects; those interests become vested in Cohocton I and Cohocton II, as the surviving entities. As a result, the First Wind Petitioners would respectfully submit that the Merger

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6 The current ownership structure for the New York Operating Projects was reflected in Exhibit A to the Initial Petition. The ownership structure for First Wind's Northeast Projects subsequent to the Joint Venture and Merger Transactions is set forth in Exhibit B hereto.

Transaction does not involve a transfer within the meaning of Section 70 of the Public Service Law.

CONCLUSION

The First Wind Petitioners respectfully request that the Commission review the Petition and this Supplement in an expedited manner and issue a declaratory ruling that Section 70 of the PSL does not apply to the transactions described above. The First Wind Petitioners also request a declaratory ruling that the CPCN, financing approvals and lightened regulation of CPP and CPP II will continue in the Cohocton I and Cohocton II following the respective mergers. Alternatively, the First Wind Petitioners request the Commission to approve the proposed transactions pursuant to Section 70 of the PSL.

Dated: July 26, 2011
Albany, New York

Respectfully submitted,

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VERIFICATION

I, Jeffrey S. Levy, authorized representative for the First Wind Petitioners in the above-entitled proceeding, have read the foregoing Supplement and know the contents thereof and that the same is true and accurate to the best of my knowledge as to the First Wind Petitioners.

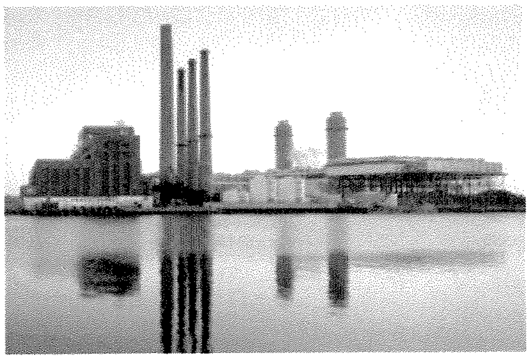
JEFFREY S. LEVY

Dated: July 26 2011

Exhibit A

Constellation Energy Completes Acquisition of 2,950 MW Boston Generating Gas Fleet in New England

BALTIMORE--(BUSINESS WIRE)-- Constellation Energy (NYSE: CEG) today announced it has completed a $1.1 billion agreement to purchase the 2,950-megawatt Boston Generating fleet in New England.



Mystic Station power plant located outside Boston, which was purchased by Constellation Energy this week. (Photo: Business Wire)

Under terms of the agreement, Constellation Energy acquired Boston Generating's five power plants located in the Boston area: four natural gas fired plants, including Mystic 8 and 9 (1,580 megawatts), Fore River (787 megawatts), and Mystic 7 (574 megawatts) as well as a fuel oil plant, Mystic Jet (9 megawatts).

"The addition of these well-managed, low-emissions plants greatly expands our generation portfolio and increases our capacity to sell electricity to retail and wholesale customers in competitive energy markets in New England and nationwide," said Mayo A. Shattuck, III, chairman, president and chief executive officer of Constellation Energy. "These modern, reliable generation facilities have a strong operating team, an excellent environmental record and provide nearly half of the electricity demand for the Boston metropolitan area. Constellation Energy has been a leader in New England energy markets for more than a decade, and we're proud to be building on that tradition with the addition of these premier assets."

Constellation Energy currently serves approximately 13.3 TWh of customer load in the NEPOOL market where Boston Generating is located. Prior to this acquisition, Constellation Energy had no generation assets in the region. These assets expand the company's physical generation fleet with a portion of the total output further improving the net load-to-generation ratio to approximately 55 percent.

Constellation Energy expects this transaction to be accretive to earnings beginning in 2011. The acquisition will be financed through a mix of available cash on hand and debt. The transaction received approval from the Federal Energy Regulatory Commission on Dec. 22, 2010.

About Constellation Energy

Constellation Energy (www.constellation.com) is a leading supplier of energy products and services to wholesale and retail electric and natural gas customers. It owns a diversified fleet of generating units located in the United States and Canada, totaling approximately 12,000 megawatts of generating capacity, and is among the leading advocates for new nuclear development in the United States. The company delivers electricity and natural gas through the Baltimore Gas and Electric Company (BGE), its regulated utility in Central Maryland. A FORTUNE 500 company headquartered in Baltimore, Constellation Energy had revenues of $15.6 billion in 2009.

Forward-Looking Statements

We make statements in this press release that are considered forward-looking statements within the meaning of the Securities Exchange Act of 1934. These statements are not guarantees of our future performance and are subject to risks, uncertainties and other important factors that could cause our actual performance or achievements to be materially different from those we project. For a full discussion of these risks, uncertainties and factors, we encourage you to read our documents on file with the Securities and Exchange Commission, including those set forth in our periodic reports under the forward-looking statements and risk factors sections. Except as required by law, we do not intend to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Photos/Multimedia Gallery Available: http://www.businesswire.com/cgi-bin/mmg.cgi?eid=6558156&lang=en

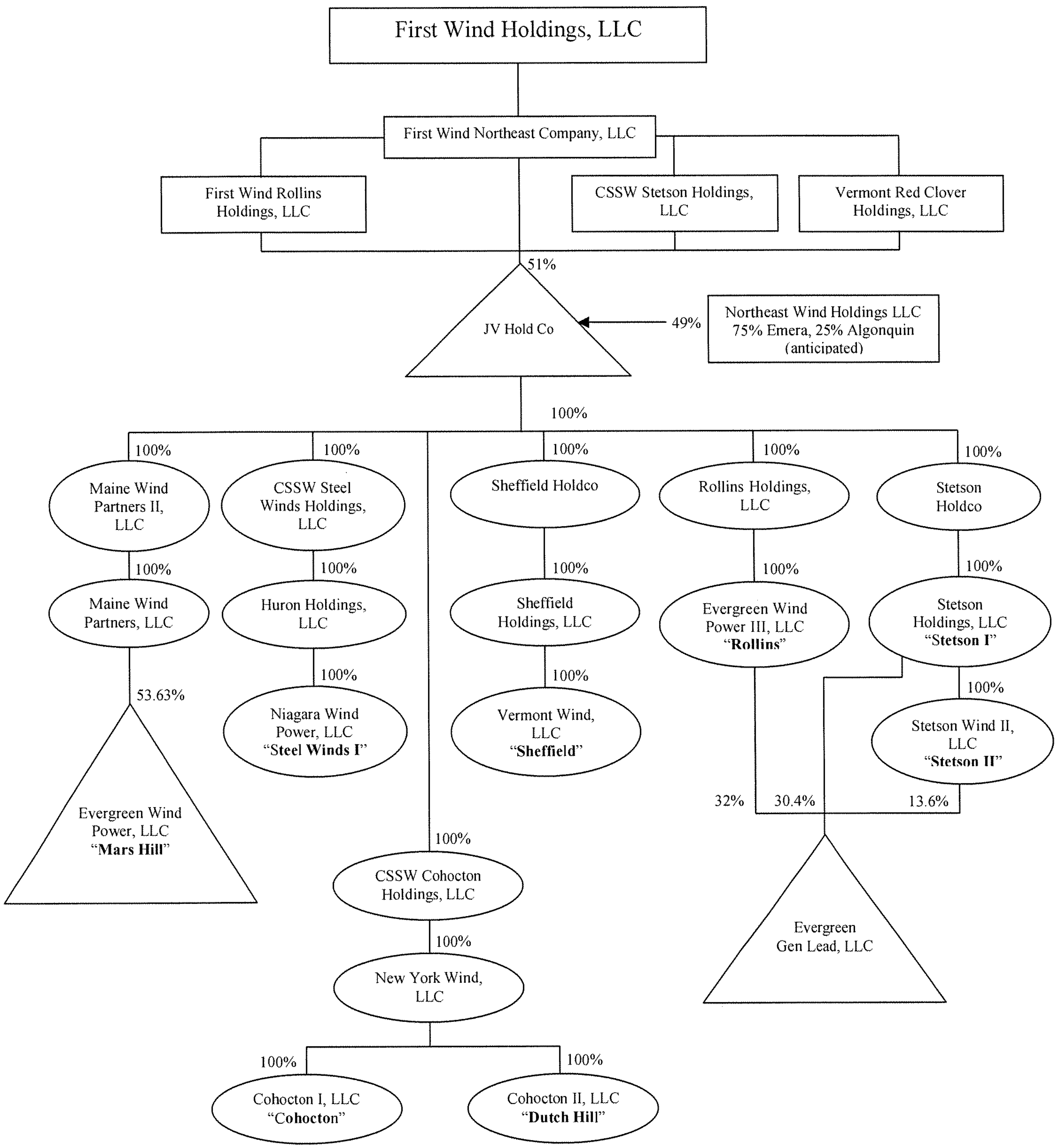
Constellation Energy
Media:
Lawrence McDonnell, 410-470-7433

or
Investor:
Carim Khouzami, 410-470-6440

Source: Constellation Energy

Exhibit B

Post Joint Venture and Merger Structure for Northeast Projects*

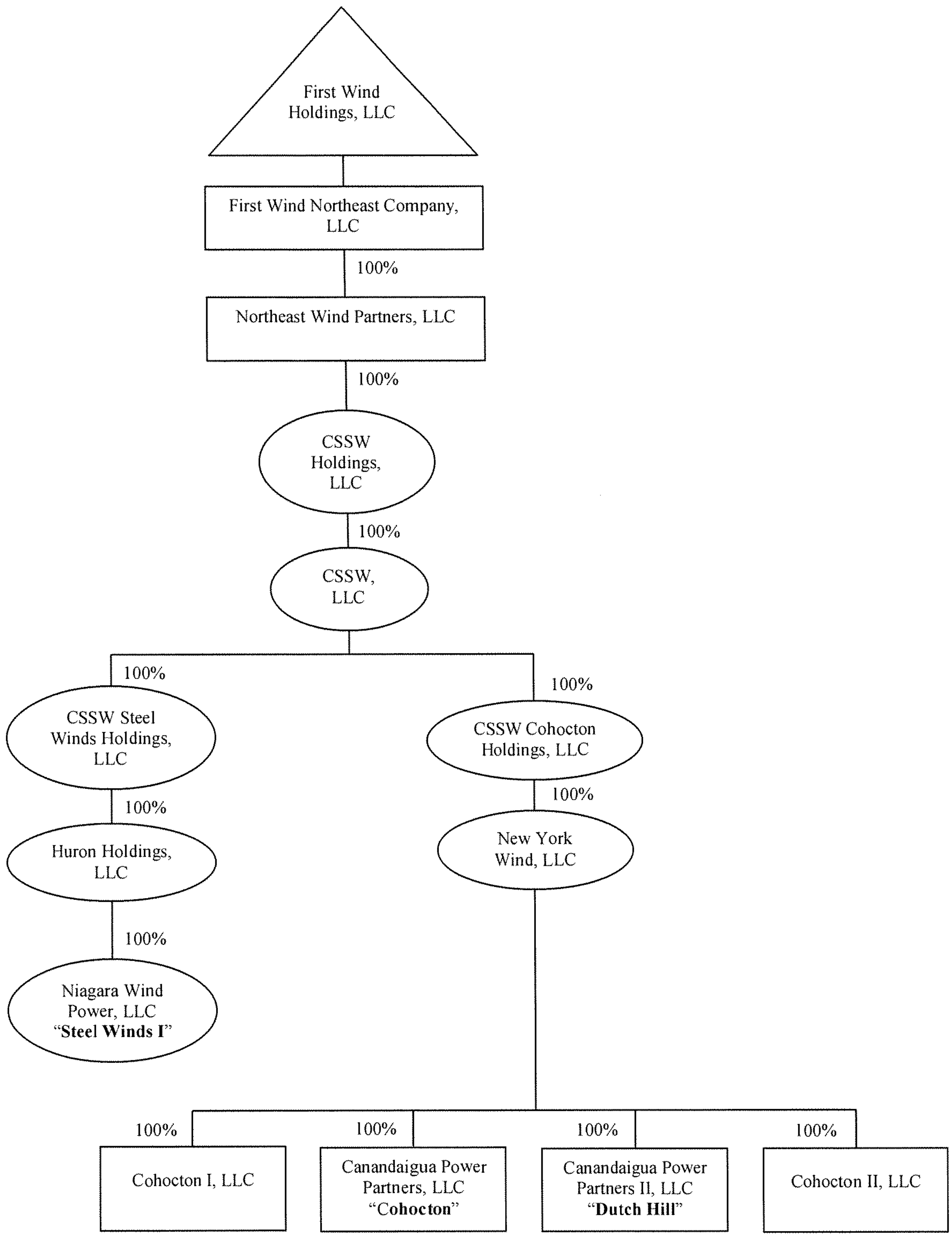


*Certain intermediate entities and passive, tax equity investors are not reflected. At the time of closing of the Joint Venture, additional tax credit equity investors may own a portion of the Rollins and Sheffield projects, thus reducing First Wind's ownership percentage in those projects.

13454410.1

Exhibit C

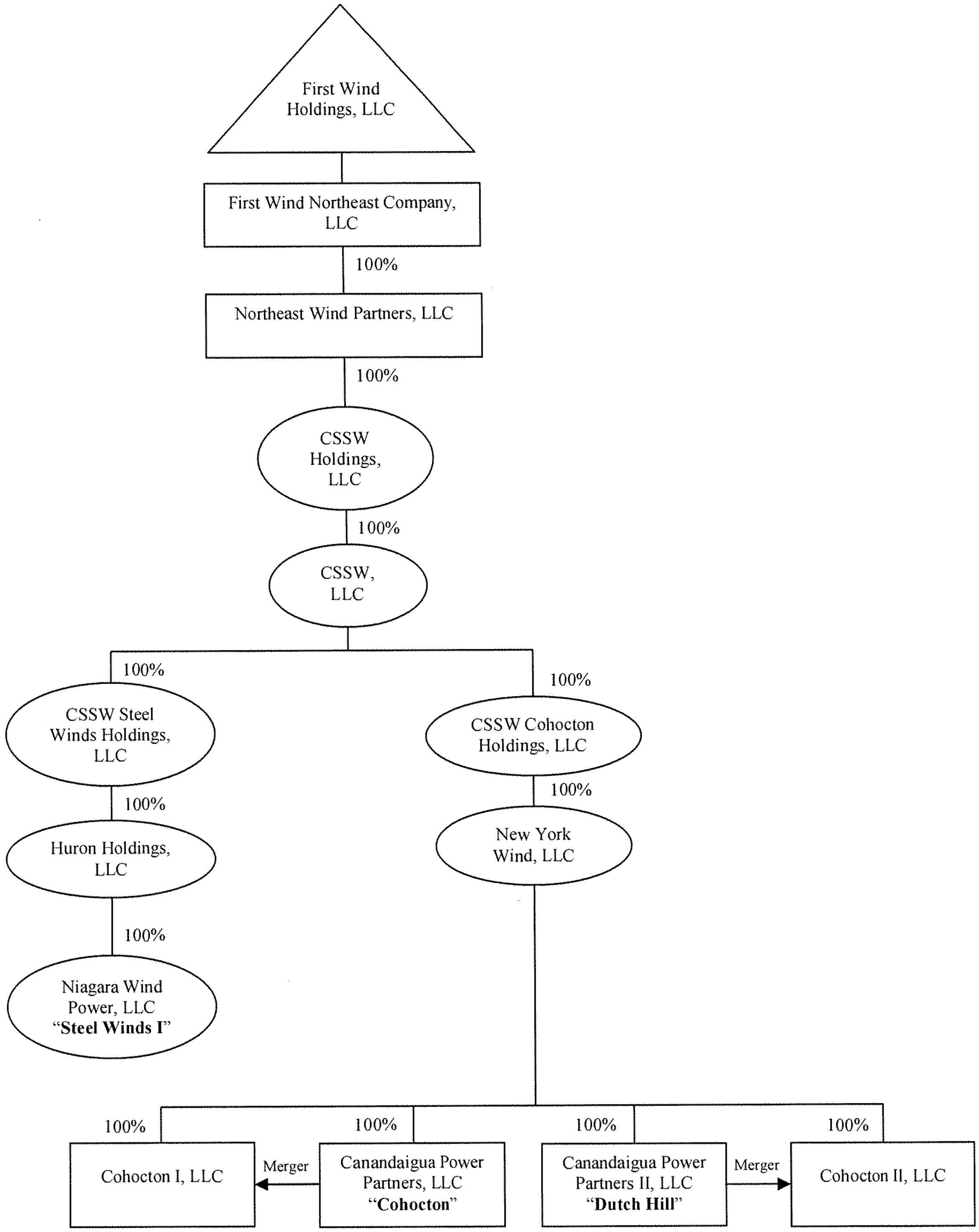
Intermediate Step 1 Ownership Structure for New York Operating Projects[1]



1 Certain intermediate entities and passive, tax equity investors are not reflected.

Exhibit D

Intermediate Step 2 Ownership Structure for New York Operating Projects[1]



1 Certain intermediate entities and passive, tax equity investors are not reflected.