

Brookfield

Brookfield Renewable Energy Group
Brookfield Energy Marketing Inc.
480 de la Cité Blvd
Gatineau, Québec J8T 8R3

Tel 819.561.2722
Fax 819.561.7188
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US Department of Energy

October 22, 2013

VIA COURIER

OCT 24 2013
Electricity Delivery and
Energy Reliability

Mr. Christopher Lawrence
Office of Electricity Delivery and Energy Reliability
Department of Energy
OE-20, Room 8G-024
1000 Independence Avenue, S.W.,
Washington, D.C. 20585
USA

RE: Brookfield Energy Marketing, Inc. –
Renewal Application to Export Electricity Docket Number: EA-258-D

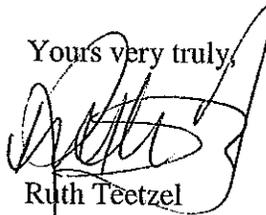
~~Dear Sirs:~~

Please find enclosed one original and five copies of Brookfield Energy Marketing Inc.'s application for renewed authorization to transmit electric energy to Canada and related power of attorney and opinion of counsel. Also enclosed is a cheque in the amount of US\$500 for the filing fee.

An additional copy of this letter has been included. Please confirm receipt of this application by date stamping such additional copy and returning it in the self-addressed envelope provided for that purpose.

Please contact the undersigned, or Shaun Logue, General Counsel at (819) 561-8851 or shaun.logue@brookfieldrenewable.com, with any questions or comments.

Yours very truly,



Ruth Teetzel
Senior Legal Administrator
819-561-2722 x 6524
ruth.teetzel@brookfieldrenewable.com

Encl.



**UNITED STATES OF AMERICA
BEFORE THE
THE UNITED STATES DEPARTMENT OF ENERGY**

Brookfield Energy Marketing Inc.) Docket No. EA-258-__

**APPLICATION OF
BROOKFIELD ENERGY MARKETING INC.
FOR RENEWED AUTHORIZATION TO TRANSMIT
ELECTRIC ENERGY TO CANADA**

Pursuant to Section 202(e) of the Federal Power Act ("FPA"), 1 and 10 C.F.R. Section 205.300 to 205.309 of the U.S. Department of Energy's ("DOE") regulations, Brookfield Energy Marketing Inc. ("Applicant" or "BEMI") respectfully submits this Application to renew its blanket authority to transmit electric energy from the United States to Canada. On April 26, 2002, BEMI, formerly known as Maclaren Energy, Inc. and Brascan Energy Marketing Inc., received authorization to export electric energy to Canada in Docket No. EA-258. On April 23, 2004, BEMI's export authorization was renewed until April 25, 2009. On March 26, 2009, BEMI's export authorization was renewed until April 23, 2014. Thus, BEMI respectfully requests that its renewal authorization become effective as of April 24, 2014 and that this authorization be issued for a period of five (5) years, ending on April 24, 2019.

I. DESCRIPTION OF THE APPLICANT

The exact legal name of the Applicant is Brookfield Energy Marketing Inc. BEMI is a power marketer that is incorporated under the laws of Ontario, Canada, with its principal place of business in Gatineau, Quebec, Canada. BEMI does not own generation or transmission assets and does not have a franchised electric power service area. BEMI operates as a wholesale and retail marketer of electric power and arranges services in related areas such as fuel supplies and transmission services.

BEMI is an indirect wholly owned subsidiary of Brookfield Asset Management Inc. ("BAM"). BAM is an Ontario corporation with its principal place of business in Toronto, Ontario, Canada. BAM is a global alternative asset manager focused on property, renewable power, infrastructure assets, and private equity. It currently has approximately \$150 billion of assets under management. BAM is a publicly traded company listed on the Toronto Stock Exchange, New York Stock Exchange and Euronext Amsterdam under the symbols BAM.A, BAM, and BAMA, respectively.

BAM indirectly owns companies regulated as public utilities under the Federal Power Act, and companies owning qualifying facilities. In total, BAM has ownership interests in approximately 5,179 MWs of generation in the United States and Canada.

BEMI purchases power from BAM affiliates, market pools and other third-party marketing entities. Some of this power is resold by BEMI under long term power purchase agreements

and some of it is sold into regulated markets, or to market pools and other third-party purchasers.

BEMI holds market-based rate authorization issued by the Federal Energy Regulatory Commission ("FERC") under Section 205 of the Federal Power Act¹.

II. JURISDICTION

No other U.S. federal, state or local government has jurisdiction over the actions to be taken under the authority in this application. The power export(s) contemplated by the Application are foreign as opposed to interstate commerce, and are therefore outside of FERC's jurisdiction.

III. COMMUNICATIONS

All service and correspondence concerning this Application should be sent to:

Shaun Logue
Vice President of Legal Services and General Counsel
Brookfield Energy Marketing Inc.
480 de la Cite Blvd.
Gatineau, Quebec J8T 8R3
Tele: (819) 561-8851
Fax: (819) 561-7188
shaun.logue@brookfieldrenewable.com

IV. DISCUSSION OF PROPOSAL

BEMI seeks renewed authorization to export electric power to Canada as a power marketer. BEMI requests authority for export transactions through specified border facilities set out in Exhibit C. In addition, BEMI agrees to abide by general conditions consistent with those set forth in existing DOE electricity export authorizations.

BEMI submits that this Application is consistent with the North America Free Trade Agreement (1993) and United States energy policy. BEMI has authority from the National Energy Board of Canada to export power to the U.S. from Canada across all border facilities². Thus, approval of this Application would foster a more efficient and competitive North American energy market.

BEMI respectfully submits that its request for export authorization meets the two criterion of Section 202(e) of the FPA (16 U.S.C. § 824(e)):

¹ *Maclaren Energy Inc.*, FERC Docket Nos. ER01-2104-000 and ER01-2104-001 (unpublished letter order issued Aug. 27, 2001 and unpublished letter order issued Oct. 16, 2001) (renamed Brookfield Energy Marketing Inc. with notice to FERC).

² National Energy Board Permit EPE-303 issued July 6, 2007 and ending July 5, 2017.

1. The first criterion provides that the DOE shall approve a request for export authorization unless, after opportunity for hearing, it finds that the proposed transmission would impair the sufficiency of electric supply within the United States. As a power marketer, BEMI does not have franchised service areas and, consequently, has no native load obligations. BEMI purchases the power to be exported from electric utilities, qualifying cogeneration and small power production facilities (as those terms are defined in Section 3 of the FPA, 16 U.S.C. § 796), and from exempt wholesale generators (as that term is defined in Section 32(a) of the Public Utility Holding Company Act, 15 U.S.C. §79z-5a). The power sold to BEMI is surplus to the needs of the selling entities. Accordingly, the proposed export would not impair the sufficiency of the electric power supply within the U.S.

2. The second criterion provides that the DOE shall approve a request for export authorization unless, after opportunity for hearing, it finds that the proposed transmission would impede or tend to impede the coordination in the public interest of facilities subject to the jurisdiction of the DOE. In making necessary arrangements to transmit the exported power, BEMI will comply with existing industry procedures for obtaining transmission capacity, including making reservations on the FERC Open-Access Same-Time Information System (OASIS), scheduling delivery of the export with the appropriate Regional Transmission Organization(s), Independent System Operator(s), control area operator(s) and/or non-jurisdictional transmission owners. Accordingly, transmission will need to be available on OASIS and transmission owners will be responsible for ensuring that its delivery is consistent with applicable reliability standards and transmission limits. This will ensure that the proposed export will not (a) cause the operating parameters of any regional transmission systems to fall outside established industry criteria, (b) exceed the maximum rate of transmission specified in export authorizations for jurisdictional border systems (as set forth on Exhibit C and updated by the DOE from time to time) or (c) exceed the transmission capability limits set by the DOE for exports through non-jurisdictional border systems (as set forth on Exhibit C and updated by the DOE from time to time). Accordingly, the proposed transmission would not impede or tend to impede the coordination in the public interest of facilities subject to the jurisdiction of the DOE.

V. EXHIBITS AND ATTACHMENTS

The following Exhibits are attached hereto:

Exhibit A - Agreements under which the electricity is to be transmitted. **NONE**

Exhibit B - Legal opinion of BEMI's counsel

Exhibit C - Transmission system information (submitted in lieu of maps)

Exhibit D - Non-U.S. Applicant's power of attorney

Exhibit E - Statement of any corporate relationship or existing contract which in any way relates to the control or fixing of electric power rates for the purchase, sale or transmission of electric energy. **NOT APPLICABLE**

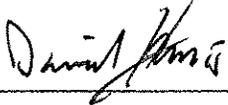
Exhibit F - Operating procedures regarding available capacity and energy. **NOT APPLICABLE**

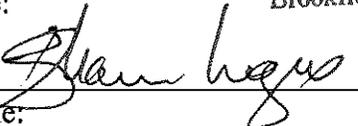
VI. CONCLUSION

BEMI respectfully requests that this Application to renew its blanket authority to transmit electric energy to Canada be expeditiously considered and approved. Further, BEMI respectfully requests that such renewed authorization be granted for five (5) years to expire on April 24, 2019.

Respectfully submitted,

Brookfield Energy Marketing Inc.

By:  **Daniel Harris**
Name: **V.P. Enterprise Risk Management**
Title: **Brookfield Energy Marketing Inc.**

By: 
Name: **Shaun P. Logue**
Title: **Vice-President Legal Services**
and General Counsel

October 22, 2013

Exhibit A

AGREEMENTS

NONE AT THIS TIME

Exhibit B
LEGAL OPINION AND STATEMENT OF COUNSEL

SEE ATTACHED

Brookfield

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October 22, 2013

U.S. Department of Energy
Office of Utility Systems and Economic Regulatory Administration
1000 Independence Avenue, SW
Washington, DC 20585

Re: Brookfield Energy Marketing Inc.
Authorization to Export Electricity (Docket no. EA-258-)

Ladies and Gentlemen:

I am Vice President of Legal Services and General Counsel to Brookfield Energy Marketing Inc ("BEMI"), a corporation incorporated under the laws of the Province of Ontario, Canada. This opinion is submitted pursuant to 10. C.F.R. 205.303(b) of the Department of Energy (the "DOE") administrative procedures in support of BEMI's application (the "Application") for renewal authorization from the DOE to export electricity from the United States to Canada (Docket No. EA-258-__).

In connection with this opinion, I have reviewed BEMI's corporate documents and have made such examination of law as I have deemed necessary or appropriate.

Based upon such review, I am of the opinion that the proposed export of electricity from the United States to Canada is within BEMI's corporate powers.

Further, BEMI has complied or will comply with all state and federal laws pertinent to the Application.

For the purpose of expressing this opinion, I have relied, as to matters of fact, upon representations and certificates of directors, officers and employees of BEMI, and certificates of, and communications from, government authorities and public officials, and I have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted as originals and the conformity with the original documents of all documents submitted as certified or photostatic copies or by facsimile or other means of electronic transmission.

I am admitted to the Bar of the State of New York and the Law Society of Upper Canada and I express no opinion under the laws of any jurisdiction other than New York, Ontario and the Federal laws of the United States of America.

Respectfully submitted,



Shaun Logue
Vice President of Legal Services and General Counsel

Exhibit C
UNITED STATES INTERCONNECTIONS WITH CANADA

| Presidential Permit | Owner | Location | Voltage |
|----------------------------|--------------------------------------|-------------------------|------------------|
| PP-86 | Avista | | |
| PP-64 | Basin Electric Power Cooperative | Tioga, ND | 230-kV |
| PP-89 | Bangor Hydro-Electric Company | Baileyville, ME | 345-kV |
| PP-10 | Bonneville Power Administration | Blaine, WA | 2 500-kV |
| PP-36 | Bonneville Power Administration | Nelway, WA | 230-kV |
| PP-46 | Bonneville Power Administration | Nelway, WA | 230-kV |
| PP-62 | Central Maine Power Company | Coburn Gore, ME | 120-kV 240-kV |
| PP-66 | Citizen Derby | Derby Line, VT | 120-kV |
| PP-221 | Detroit Edison Company | Marysville, MI | 230-kV |
| PP-221 | Detroit Edison Company | Detroit, MI | 230-kV |
| PP-221 | Detroit Edison Company | East China Township, MI | 345-kV |
| PP-221 | Detroit Edison Company | East China Township, MI | 345-kV |
| PP-228 | Edison Sault Electric Company | Sault Ste Marie, MI | 230-kV |
| PP-32 | Eastern Maine Electric Cooperative | Calais, ME | 69-kV |
| PP-230 | International Transmission Company | Detroit, MI | 230-kV |
| PP-230 | International Transmission Company | Marysville, MI | 230-kV |
| PP-230 | International Transmission Company | St. Claire, MI | 230-kV |
| PP230 | International Transmission Company | St. Claire, MI | 345-kV |
| PP-82 | Joint Owners of the Highgate Project | Highgate, VT | 120-kV |
| PP-24 | Long Sault, Inc. | Massena, NY | 2 – 115-kV |
| PP-43 | Maine Electric Power Company | Houlton, ME | 345-kV |
| PP-12 | Maine Public Service Company | Limestone, ME | 69-kV |
| PP-12 | Maine Public Service Company | Fort Fairfield, ME | 69-kV |
| PP-29 | Maine Public Service Company | Madawaska, ME | 138-kV |
| PP-29 | Maine Public Service Company | Aroostook, ME | 2 – 69-kV |
| PP-78 | Minnesota Power, Inc. | International Falls, MN | 115-kV |
| PP-61 | Minnkota Power Cooperative | Roseau, County, MN | 230-kV |

| Presidential Permit | Owner | Location | Voltage |
|----------------------------|---------------------------------------|----------------------|----------------|
| PP-305 | Montana Alberta Tie Ltd. | Great Falls, MO | 230-kV |
| PP-56 | New York Power Authority | Massena, NY | 765-kV |
| PP-25 | New York Power Authority | Massena, NY | 2 – 230-kV |
| PP-74 | New York Power Authority | Niagara Falls, NY | 2 – 345-kV |
| PP-30 | New York Power Authority | Devils Hole, NY | 230-kV |
| PP-190 | Niagara Mohawk Power Corp. | Devils Hole, NY | 230-kV |
| PP-45 | Northern States Power Company | Red River, ND | 230-kV |
| PP-63 | Northern States Power Company | Roseau County, MN | 500-kV |
| PP-231 | Northern States Power Company | Rugby, ND | 230-kV |
| PP-6 | Puget Sound Power & Light Company | Point Roberts, WA | 25-kV |
| PP-69 | Vermont Electric Cooperative, Inc. | Derby Line, VT | 24-kV |
| PP-69 | Vermont Electric Cooperative, Inc. | Derby Line, VT | 2 - 14-kV |
| PP-66 | Vermont Electric Power Co. | Derby Line, VT | 120-kV |
| PP-76 | Vermont Electric Transmission Co. | Norton, VT | 450-kV DC |
| PP-76 | Vermont Electric Transmission Co. | Millbury, MA | 345-kV |
| PP-76 | Vermont Electric Transmission Co. | Medway, MA | 345-kV |

Exhibit D
IRREVOCABLE LIMITED POWER OF ATTORNEY

SEE ATTACHED

IRREVOCABLE LIMITED POWER OF ATTORNEY

This IRREVOCABLE LIMITED POWER OF ATTORNEY is made October 22, 2013, by Brookfield Energy Marketing Inc. (the "Principal"), a corporation organized and existing under the laws of Ontario, with its principal place of business at 480 de la Cite Blvd, Gatineau, Quebec J8T 8R3.

1. Appointment. The Principal does hereby appoint Mr. David Bono, whose principal place of business is at Brookfield Renewable Power Group, Solomon Pond Park, 200 Donald Lynch Boulevard, Suite 300, Marlborough, Massachusetts USA, as the Principal's true and lawful agent and attorney-in-fact ("Attorney-in-Fact") for the limited purpose hereinafter set out.

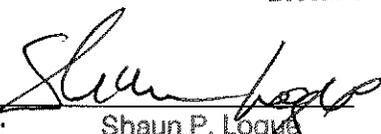
2. Scope of Authority. The Attorney-in-Fact shall have the limited power and authority to receive service of process for any and all matters relating to the Principal's reporting requirements to the U.S. Department of Energy pursuant to the Principal's Authority to Transmit Electric Energy to Canada.

3. Irrevocability. This Power of Attorney is irrevocable by the Principal.

IN WITNESS WHEREOF, the Principal has caused this Power of Attorney to be duly executed on this 22nd day of October, 2013.

Brookfield Energy Marketing Inc.

By: 
Name: **Daniel Harris**
Title: V.P. Enterprise Risk Management
Brookfield Energy Marketing Inc.

By: 
Name: Shaun P. Logue
Title: Vice-President Legal Services
and General Counsel

SUBSCRIBED AND SWORN before me, a Commissioner for taking Oaths in the Province of Quebec this 22nd day of October, 2013.


My Commission Expires: March 7, 2014

RUTHANNE TEETZEL
Commissaire à l'assermentation
No.: 193161
Pour tous les districts judiciaires
du Québec et pour l'extérieur du Québec

Exhibit E
STATEMENT OF ANY CORPORATE RELATIONSHIP OR EXISTING
CONTRACT WHICH IN ANY WAY RELATES TO THE CONTROL OR FIXING
OF ELECTRIC POWER RATES

NOT APPLICABLE

Exhibit F
OPERATING PROCEDURES REGARDING AVAILABLE
CAPACITY AND ENERGY

NOT APPLICABLE

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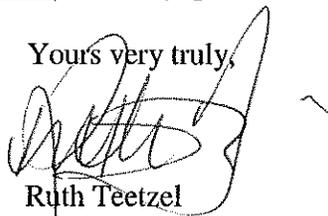
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