

Ontario Energy Board
Preliminary Filing Requirements
For Applications under Sections 80 and 81
Of the *Ontario Energy Board Act, 1998*

INSTRUCTIONS:

This form applies to all applicants who are providing a Notice of Proposal to the Ontario Energy Board (the "Board") under sections 80 and 81 of the Ontario Energy Board Act, 1998 (the "Act"), including parties who are also, as part of the same transaction or project, applying for other orders of the Board such as orders under sections 86 and 92 of the Act.

The Board has established this form under section 13 of the Act. Please note that the Board may require information that is additional or supplementary to the information filed in this form and that the filing of the form does not preclude the applicant from filing additional or supplementary information.

PART I: GENERAL MINIMUM FILING REQUIREMENTS

All applicants must complete and file the information requested in Part I.

1.1 Identification of the Parties

1.1.1 Applicant

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| Name of Applicant | File No: (Board Use Only) | |
| SP Belle River Wind LP (the " BRW LP ") | | |
| Address of Head Office 355 Adelaide Street West, Suite 100 Toronto, Ontario M5V 1S2 | Telephone Number (416) 263-8025 | |
| | Facsimile Number (416) 979-8428 | |
| | E-mail Address info@belleriverwind.com | |
| Name of Primary Individual to Contact: Kim Sachtleben | Telephone Number (416) 263-8025 | |
| | Facsimile Number (416) 979-8428 | |
| | Email Address kim.sachtleben@patternenergy.com | |
| Secondary Individual Contact: Ajeet K. Grover | Telephone Number (905) 501-4795 | |
| | Facsimile Number (905) 285-1852 | |
| | Email Address ajeet.grover@samsung.com | |

1.1.2 Other Parties to the Transaction or Project

On January 7, 2016 BRW LP filed an application with the Ontario Energy Board (the "Board") pursuant to section 92 of the *Ontario Energy Board Act, 1998* (the "**Act**" or "**OEB Act**") for leave to construct transmission facilities in the Town of Lakeshore in the County of Essex (EB-2016-0008) (the "**LTC Application**"). The proposed transmission facilities are required to connect up to a 100 MW wind generation facility known as the Belle River Wind project (the "**Wind Farm**") to the Hydro One Networks Inc. ("**Hydro One**") transmission system and the IESO controlled grid. The Wind Farm is being developed pursuant to a 20-year Power Purchase Agreement dated September 22, 2014 with the Ontario Independent Electricity System Operator (the "**IESO**").

BRW LP is in the process of applying to the Board for an electricity generator licence. Because BRW LP will be a generator that is acquiring an interest in transmission facilities, it filing this Notice of Proposal pursuant to Section 81 of the Act.

BRW LP is developing and constructing the proposed transmission connection facilities (i.e. it is not purchasing them from another party). As such, there are no other parties to the project.

1.2 Relationship between Parties to the Transaction or Project

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| 1.2.1 | <p>Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.</p> <p>BRW LP:</p> <p><u>Directors:</u> Colin Edwards Daniel M. Elkort Sung-Gi Cho Heesub Cho</p> <p><u>Officers:</u> Daniel M. Elkort, President Sung-Gi Cho, Executive Vice President</p> <p><u>Limited Partners:</u> Pattern Renewable Holdings Canada ULC ("Pattern") SRE Belle River LP Holdings LP (an affiliate of Samsung Renewable Energy Inc. ("Samsung"))</p> <p><u>General Partner:</u> SP Belle River Wind GP Inc.</p> | |
| 1.2.2 | <p>Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates.</p> <p>The corporate chart attached at Appendix 'A' illustrates the ownership structure of BRW LP.</p> | |

1.3 Description of the Businesses of Each of the Parties

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| 1.3.1 | <p>Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licenced under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licenced under the OEB Act in Ontario ("Electricity Sector Affiliates").</p> <p>As explained above in section 1.1.2, there are no other parties to the project. In BRW LP's LTC Application, it listed its electricity sector business</p> | |
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| | <p>partners at Exhibit B, Tab 2, Schedule 1, Pages 3 and 4. With the exception of SP Armow Wind Ontario LP ("Armow Wind"), none of the electricity sector business partners are "affiliates" as defined by the Affiliates Relationships Code. The following is a description of BRW LP's sole Electricity Sector Affiliate Armow Wind:</p> <ul style="list-style-type: none"> • Armow Wind (EG-2014-0269) is the owner of a 180 MW wind generation facility located in Kincardine, Ontario, which achieved commercial operation on December 7, 2015. Armow Wind is a 50/50 joint venture partnership between Pattern and an affiliate of Samsung. The project consists of 91 Siemens Energy wind turbines (Model SWT-2.3-10). <p>A description of BRW LP's ultimate parent companies: (i) Pattern Energy Group LP; and (ii) Samsung C&T Corporation can be found at Exhibit B, Tab 2, Schedule 1 of the LTC Application attached at Appendix 'B'.</p> | |
| 1.3.2 | <p>Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.</p> <p>Both the Wind Farm and the proposed transmission facilities will be entirely located within the Town of Lakeshore in the County of Essex. A map of the entire project area (i.e. both the Wind Farm and the proposed transmission facilities) can be found at Exhibit C, Tab 2, Schedule 1 of the LTC Application attached at Appendix 'B'.</p> <p>The location of the generation facilities of BRW LP's Electricity Sector Affiliate Armow Wind is described in section 1.3.1 above.</p> | |
| 1.3.3 | <p>Attach a breakdown of the annual sales (in C\$, and in MWh) as of the most recent fiscal year end of the existing generation output among the IESO Administered Markets ("IAM"), bilateral contracts, and local distribution companies.</p> <p>As of the most recent fiscal year end, BRW LP had no electricity sales in Ontario.</p> | |
| 1.3.4 | <p>Attach a list identifying all relevant Board licences and approvals held by the parties to the proposed transaction or project and each of their Electricity Sector Affiliates, and any applications currently before the Board, or forthcoming. Please include all Board file numbers.</p> | |

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| | <p>BRW LP:</p> <ul style="list-style-type: none"> • LTC Application - currently before the Board (EB-2016-0008) • Electricity Generator Licence Application - application to be filed <p>Please refer to section 1.3.1 above for the Electricity Generator Licence numbers of BRW LP's Electricity Sector Affiliate Armow Wind.</p> | |
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1.4 Current Competitive Characteristics of the Market

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| 1.4.1 | <p>Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to the completion of the proposed transaction or project.</p> <p>BRW LP currently has no generation capacity in Ontario. Further, as stated above in section 1.1.2, there are no other parties to the project.</p> <p>The total generation capacity of BRW LP's sole Electricity Sector Affiliate Armow Wind is 180 MW.</p> | |
| 1.4.2 | <p>Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to completion of the proposed transaction or project.</p> <p>BRW LP's sole Electricity Sector Affiliate Armow Wind generated approximately [REDACTED] in 2015. In its 2011-2013 Business Plan, the IESO estimated projected Annual Primary Demand in 2010 to be 151.3TWh. BRW LP is unaware of any updates to this figure. Assuming Annual Primary Demand remained approximately the same in 2015, Armow Wind generated approximately [REDACTED] of Annual Primary Demand.</p> | |

1.5 Description of the Proposed Transaction or Project and Impact on Competition - General

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| 1.5.1 | <p>Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.</p> <p>A detailed description of the Wind Farm and the proposed transmission connection facilities is set out in BRW LP's Section 92 LTC Application attached at Appendix 'B'.</p> | |
| 1.5.2 | <p>Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the</p> | |

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| | <p>completion of the proposed transaction or project.</p> <p>The sum of the generation capacity of the Wind Farm (100 MW) and the generation of BRW LP's Electricity Sector Affiliate (180 MW) is 280 MW.</p> | |
| 1.5.3 | <p>Describe the generation market share based on anticipated MWh production as a percentage of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>In its 2011-2013 Business Plan, the IESO estimated projected Annual Primary Demand in 2010 to be 151.3TWh. The projected annual generation energy volume of the Wind Farm is [REDACTED] and the projected annual generation of its Electricity Sector Affiliate Armow Wind is [REDACTED], once fully operational. This represents approximately [REDACTED] of provincial generation capacity.</p> | |
| 1.5.4 | <p>Attach a short description of the impact, if any, of the proposed transaction or project on competition. If there will be no impact on competition, please state the reasons. Cite specifically the impacts of the proposal on customer choice regarding generation, energy wholesalers, and energy retailers.</p> <p>BRW LP's proposed status as an electricity generator with an interest in the transmission connection facilities that will connect the Wind Farm to the IESO controlled grid will have no impact on competition. Due to the nature of the fuel source being wind, the Wind Farm will be an Ontario electricity market price taker. Therefore, BRW LP will not be able to make use of its status as a transmitter to engage in anti-competitive behaviour in regard to price or timing of the power generated by the Wind Farm.</p> <p>As described in section 1.1.2 above, the Wind Farm is being developed pursuant to a 20-year Power Purchase Agreement with the IESO. The Wind Farm will further the Ontario Government's policy objective to increase the amount of renewable energy generation being added to the Province's energy supply mix. In particular, the Wind Farm will contribute a total of up to 100 MW of clean, renewable energy to the provincial electricity grid.</p> | |
| 1.5.5 | <p>Provide confirmation that the proposed transaction or project will have no impact on open access to the transmission or distribution system of the parties or their affiliates. If open access will be affected explain how and why.</p> <p>BRW LP confirms that the Wind Farm and its associated transmission connection facilities will have no impact on open access to any transmission or distribution systems.</p> | |

1.6 Other Information

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| | Attach confirmation that the parties to the proposed transaction or project are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the proposed transaction or project. | |
| 1.6.1 | Currently, BRW LP is not licenced by the Board, and is therefore not governed by any Board codes. Should the Board grant BRW LPa generator licence, BRW LP confirms that it will comply with that licence and the referenced codes after completion of the proposed Wind Farm and its associated transmission connection facilities. | |

Part II: SECTION 80 OF THE ACT—TRANSMITTERS AND DISTRIBUTORS ACQUIRING AN INTEREST IN GENERATORS OR CONSTRUCTING A GENERATION FACILITY

All applicants filing a Notice of Proposal under section 80 of the Act must complete and file the information requested in Part II.

As BRW LP is filing a Notice of Proposal under section 81 of the OEB Act, it has not provided the information requested in this Part II.

PART III: SECTION 81 OF THE ACT—GENERATORS ACQUIRING AN INTEREST IN OR CONSTRUCTING A TRANSMISSION OR DISTRIBUTION SYSTEM

All applicants filing a Notice of Proposal under section 81 of the Act must complete and file the information requested in Part III.

3.1 Effect on Competition

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| 3.1.1 | Provide a description of the transmission or distribution system being acquired or constructed. Please refer to Exhibit C of the LTC Application attached at Appendix 'B' for a description of the proposed transmission connection facilities. | |
| 3.1.2 | Provide details on whether the generation facilities owned by the acquiring company are or will be directly connected to the transmission or distribution system being acquired or constructed. The proposed transmission connection facilities will connect the Wind Farm to the IESO controlled grid. | |
| 3.1.3 | Provide details of whether the generation facility is expected to serve a “load pocket”, or is likely to be “constrained on” due to transmission constraints. The Wind Farm is neither expected to serve a load pocket, nor will it be constrained on due to transmission constraints (i.e. it will be an intermittent facility). | |
| 3.1.4 | Provide details on whether the generation facilities are expected to sign a “must run” contract with the IESO. There will be no "must run" contract with the IESO. | |