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May 1st, 2019

Delivered by Email, RESS & Courier

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
2300 Yonge Street, 27th Floor, Box 2319
Toronto, ON M4P 1E4

Dear Ms. Walli:

Re: Preliminary filing requirements for a Notice of Proposal under Sections 80 and 81 of the *Ontario Energy Board Act, 1998* (the “Act”) re acquisition by Capital Power Corporation of the Goreway Station Partnership

We are counsel to Capital Power Corporation (“CPC”) in the above-captioned matter.

The Goreway Station Partnership owns and operates two transmission lines 2.2 km in length. CPC, which is affiliated with generators operating in the Ontario energy market, is proposing to indirectly acquire ownership of the Goreway Station Partnership. Pursuant to Section 81 of the Act, please find attached CPC’s Notice of Proposal, from which certain confidential information has been redacted, with accompanying attachments.

In regards to the 2018 annual sales amount for the Goreway Power Station (section 1.3.3 of the Notice of Proposal), this amount is not public information and is commercially sensitive. It has therefore been redacted from the version of this Notice of Proposal being filed on the public record. An un-redacted version with the 2018 annual sales amount included is being filed pursuant to the Board’s *Practice Direction on Confidential Filings* and confidential treatment for the un-redacted version is hereby requested.

Paper copies of this letter, the accompanying Notice of Proposal and attachments will be delivered to you by courier. Should you have any questions or require further information in this regard, please do not hesitate to contact me.

Yours very truly,

BORDEN LADNER GERVAIS LLP

Per:

Original signed by Kristyn Annis

Kristyn Annis

Enclsd.

Copy: Colleen Legge, Associate General Counsel and Corporate Secretary, Capital Power Corporation

Sean O'Neil, Partner, McCa Carthy Tétrault LLP (counsel for Sellers)

Heloise Apesteguy-Reux, McCarthy Tétrault LLP

Ontario Energy Board
Preliminary Filing Requirements
For a Notice of Proposal 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

Name of Applicant CAPITAL POWER CORPORATION (the “ Applicant ”)	File No: (Board Use Only)	
10423-101 Street NW Suite 1200 Edmonton, Alberta T5H 0E9	Telephone Number: 780-392-5100	
	Facsimile Number:	
	Email Address: info@capitalpower.com	
Kevin Moon	Telephone Number: 403-717-4653	
	Facsimile Number:	
	Email Address: kmoon@capitalpower.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

CAPITAL POWER GOREWAY INC. (“ Acquireco ”)	File No: (Board Use Only)	
10423-101 Street NW Suite 1200 Edmonton, Alberta T5H 0E9	Telephone number: 780-392-5100	
	Facsimile:	
	Email address: info@capitalpower.com	
Kevin Moon	Telephone number: 403-717-4653	

	Facsimile Number:	
	Email address: kmoon@capitalpower.com	

Chubu Electric Power Goreway B.V. (“ Chubu ”)	File No: (Board Use Only)	
Address of Head Office De entree 250, 1101EE Amsterdam	Telephone Number 31-20-280-3500	
	Facsimile Number 31-20-280-3501	
	E-mail Address Motoharu.Nakada@jera.co.jp	
Name of Individual to Contact Motoharu Nakada c/o JERA Co., Inc. 2-5-1 Nihonbashi, Chuo-ku, Tokyo 103-6125 Japan Nihonbashi Takashimaya Mitsui Building 25th Floor Attention: Motoharu Nakada	Telephone Number 81-3-3272-4631	
	Facsimile Number 81-3-3272-4635	
	E-mail Address Motoharu.Nakada@jera.co.jp	

Toyota Tsusho Goreway Netherlands B.V. (“ Toyota ”)	File No: (Board Use Only)	
Address of Head Office Herikerbergweg 238, Luna ArenA, 1101 CM Amsterdam, The Netherlands	Telephone Number	
	Facsimile Number	
	E-mail Address	
Name of Individual to Contact Ichiro Kawano c/o Toyota Tsusho Corporation 2-3-13 Konan, Minato-ku, Tokyo 108-8208 Japan	Telephone Number 81-3-4306-5506	
	Facsimile Number 81-3-4306-8908	
	E-mail Address ichiro_kawano@toyota-tsusho.com	

Goreway Power Station Holdings Inc. (the “ Target ”) ¹	File No: (Board Use Only)	
8600 Goreway Dr., Brampton ON L6T 0A8	Telephone Number: 1 905-595-4700	
	Facsimile Number: 1 800 889 9898	
	E-mail Address : info@gorewaypowerstation.com	
Name of Individual to Contact Emma Coyle	Telephone Number: (905) 595-4725	

¹ Technically, the Target is not a party to the transaction. However, it has been included for the sake of completeness.

	Facsimile Number:	
	E-mail Address: ECoyle@gorewaypowerstation.com	

1.2 Relationship between Parties to the Transaction or Project

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>See Attachment 1.2.1.</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 required corporate charts are set out in Attachments 1.2.2</p>	

1.3 Description of the Businesses of Each of the Parties

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>Applicant:</p> <p>The Applicant is a Canadian federal corporation that develops, acquires, owns and operates power generation facilities using a variety of energy sources. It owns approximately 5,100 MW of power generation capacity in Canada and the US and has approximately 900 MW of owned generation capacity in advanced development. The Applicant indirectly owns four generation facilities in Ontario: (1) Port Dover Nanticoke wind farm; (2) Kingsbridge wind farm; (3) York Energy Centre gas-fired generation station; (4) East Windsor Cogeneration plant; all as further detailed below.</p> <p>Acquireco:</p> <p>Acquireco is an indirectly wholly-owned subsidiary of the Applicant. Acquireco is a special purpose entity incorporated in British Columbia whose sole purpose is to acquire 100% of the issued share capital of the Target from Toyota and Chubu (collectively, the “Vendors”).</p> <p>Electricity Sector Affiliates of the Applicant</p> <p>1. Capital Power (PDN) L.P. (“CPPDN”)</p>	
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CPPDN owns the Port Dover & Nanticoke (PDN) wind farm. PDN is a 104.4 MW wind farm consisting of 58 Vestas model V90 induction type wind turbine generators. CPPDN has entered into a feed-in-tariff contract with the IESO. The said contract expires in 2023 and provides a price of 135\$/MWh (indexed) for all electricity generated and delivered to Ontario's electricity grid.

2. CP Renewable Energy (Kingsbridge) Limited Partnership ("CPREK")

CPREK owns the Kingsbridge wind farm, located near Goderich, Ontario. The wind farm is approximately 39.6 MW and CPREK has entered into two power purchase agreements with the IESO for the generating station. The contracts expire in 2027 and provides of a price of 79.44\$/MWh (indexed) for ell electricity generated and delivered to Ontario's electricity grid.

3. York Energy Centre LP ("YEC")

YEC owns the York Energy Centre, a 400 MW simple-cycle natural gas fired generating station located in the Municipality of York. YEC has entered into a 20-year contract with the IESO that provides for fixed monthly compensation for electricity generated and partially-linked to inflation. The contract will expire May 2032. The Applicant only owns, indirectly, a 50% interest in the York Energy Centre. An unaffiliated company owns the remaining 50% of the York Energy Centre.

4. East Windsor Cogeneration LP ("EWC")

EWC owns the East Windsor Cogeneration Centre, an 84 MW cogeneration plant that generates power for the Ontario grid as well as steam for an adjacent Ford Motor Company of Canada, Limited facility. EWC has entered into a 20-year contract with the IESO that provides for fixed monthly compensation for electricity generated and partially-linked to inflation. The contract will expire November 2029. In addition to the IESO contract, EWC has entered into a long-term steam supply agreement with Ford.

Chubu:

Chubu's business consists of holding interests in Goreway Power Station Holdings Inc.

Toyota:

Toyota's business consists of holding interests in Goreway Power Station Holdings Inc.

Target:

Target is a British Columbia corporation whose business consists of holding interests in the Goreway Station Partnership, directly as partner in the Goreway Station Partnership and indirectly as owner of 100% of the shares of Goreway Power Station Holdings II Inc., which entity is the second partner in the Goreway Station Partnership.

	<p>Electricity Sector Affiliates of Vendors:</p> <p>1. Goreway Station Partnership (“ProjectCo”)</p> <p>ProjectCo owns the Goreway Power Station (the “Facility”), which is an 875 MW combined-cycle natural gas generating station located in Brampton, Ontario. ProjectCo has entered into an Accelerated Clean Energy Supply Contract (“ACES Contract”) with the IESO. The ACES Contract has a remaining term of ~10 years. ProjectCo is a general partnership with two partners, Goreway Power Station Holdings II Inc. and the Target. ProjectCo owns 100% of the shares in Deerhurst Land Inc., a nominee corporation formed to hold legal title of land for Project Co.</p> <p>2. Deerhurst Land Inc.</p> <p>Deerhurst Land Inc. is a nominee corporation formed to hold legal title of land for Project Co.</p>	
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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>Applicant: The Applicant has operations across Canada and the United States of America. The Applicant divides its power generation business into segments as follows:</p> <ul style="list-style-type: none"> - Alberta commercial plants - including interests in two coal-fired units, two combined-cycle gas fired plants, one simple-cycle gas-fired plant, a landfill gas plant and a wind facility, each operating on a non-contracted or "merchant" basis in Alberta's competitive electricity market, for a total of 1,506 MW of net (or owned) generation capacity - Alberta contracted plants - including two coal-fired units subject to a power purchase arrangement with the Alberta government-owned Balancing Pool, for a total of 860 MW of net generation capacity - Ontario and B.C. contracted plants - including interests in a combined-cycle gas-fired plant, a wind facility, and two waste heat facilities in British Columbia, as well as two wind facilities and two gas-fired plants in Ontario, for a total of 856 MW of net generation capacity - U.S. contracted plants - including two coal, tire-derived fuel and wood waste combined heat and power plants and one solar facility in North Carolina, as well as a wind facility in New Mexico, two combined cycle gas-fired facilities in Alabama and Arizona, wind facilities in Kansas and North Carolina for a total of 1,851 MW in net generation capacity. 	
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	<p>Each of the Target and the Applicant's Electricity Sector Affiliates hold an OEB licence to generate electricity.</p> <p>Acquireco: Acquireco currently does not have any operating assets and therefore does not serve any geographic territory.</p> <p>Chubu: See ProjectCo below.</p> <p>Toyota: See ProjectCo below.</p> <p>Target: See ProjectCo below.</p> <p>ProjectCo: ProjectCo is the owner of the Facility. The Facility is located in Brampton, Ontario, approximately 31km north of Toronto. The site is approximately 21 hectares and includes vacant land. The Facility is connected to the Hydro One Networks transmission system through two, 2.2 km 230 kV transmission lines. The Facility is connected to TransCanada's pipeline system by a 6 km long, 24-inch diameter pipeline lateral. Given that the facility directly connected to the IESO-controlled grid, it is not deemed to serve a particular territory.</p> <p>CPPDN: The Port Dover Nanticoke Windfarm is located between the municipalities of Port Dover and Nanticoke on the shores of Lake Erie. A map of the location of the turbines, collection circuits and substation is attached. The facility directly connected to the IESO-controlled grid, it is not deemed to serve a particular territory.</p> <p>CPREK: The Kingsbridge wind farm is located within the municipal boundaries of Goderich, Ontario. A map of the location of the turbines, collection circuits and substation is attached. The facility directly connected to the IESO-controlled grid, it is not deemed to serve a particular territory.</p> <p>YEC: The York Energy Centre is located on Dufferin St. between Graham Side Road and Miller Side Road in the Township of King, Ontario. It is connected to the 230 kV circuits B88H and B89H between Holland TS and Brown Hill TS. The facility directly connected to the IESO-controlled grid, it is not deemed to serve a particular territory.</p> <p>EWC: The East Windsor Cogeneration Centre is located in Windsor, Ontario between Riverside Drive E. and Wyandotte St. E on the southern border of the Detroit River. The facility directly connected to the IESO-controlled grid, it is not deemed to serve a particular territory.</p>	
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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>Kingsbridge: 101,686 MWh and annual revenue in 2018 of \$8,360,727</p>	
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	<p>Port Dover Nanticoke: 298,957 MWh and annual revenue in 2018 of \$43,707,268</p> <p>York Energy Centre: 19,438 MWh and annual revenue in 2018 of \$59,753,287</p> <p>East Windsor: 9,450 MWh and annual revenue in 2018 of \$35,065,746</p> <p>ProjectCo: In 2018 the Facility had an output of approximately 770,429 MWh and annual sales for 2018 were approximately [NUMBER REDACTED]</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> <ol style="list-style-type: none"> 1. Capital Power (PDN) L.P.: Feed-in-tariff program EG-2013-0251 2. CP Renewable Energy (Kingsbridge) Limited Partnership: Electricity generator EG 2006-0273 3. York Energy Centre LP: Electricity generator EG-2009-0242 4. East Windsor Cogeneration LP – Generator EG-2007-0603 5. Goreway Station Partnership: Electricity generator EG-2006-0272 <p>None of the parties to the transaction nor their respective Electricity Sector Affiliates have an application before the Board.</p>	

1.4 Current Competitive Characteristics of the Market

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>ProjectCo owns the Facility, which has a nameplate capacity of 875 MW. CPPDN owns a single wind farm with a nameplate capacity of 104.4 MW. CPREK owns a single wind farm with a nameplate capacity of 39.6 MW. YEC owns a single gas-fired generating station with a nameplate capacity of 400 MW. EWC owns a single cogeneration plant with nameplate capacity of 84 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>In 2018, the most recent year for which this information is available, the total annual electricity consumption in Ontario was 137.4 TWh. (Source: IESO Demand Overview, available at: http://www.ieso.ca/Pages/Power-Data/Demand.aspx)</p>	

	<p>In 2018 the Facility had an output of approximately 770,429 MWh. This production represents significantly less than 1% of the total Annual Ontario Energy Demand.</p> <p>In 2018 CPPDN's PDN wind farm had generation output of 298,957 MWh, which represents significantly less than 1% of the total Annual Ontario Energy Demand.</p> <p>In 2018 CPREK's Kingsbridge wind farm had generation output of 101,686 MWh, which represents significantly less than 1% of the total Annual Ontario Energy Demand.</p> <p>In 2018 YEC's York Energy gas-fired plant had generation output of 19,438 MWh, which represents significantly less than 1% of the total Annual Ontario Energy Demand.</p> <p>In 2018 EWC's East Windsor cogeneration facility had generation output of 9,450 MWh, which represents significantly less than 1% of the total Annual Ontario Energy Demand.</p>	
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1.5 Description of the Proposed Transaction or Project and Impact on Competition – General

<p>1.5.1</p>	<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>The Applicant incorporated Acquireco in April 2019 pursuant to the laws of British Columbia for the sole purpose of acquiring the issued capital of the Target. Pursuant to a purchase and sale agreement entered into between Acquireco and the Vendors, Acquireco will purchase 100% of the issued and outstanding shares in the capital of the Target from the Vendors (the “Transaction”), provided that all closing conditions are met. The Target is a partner of ProjectCo and 100% owner of Goreway Power Station Holdings II Inc., the second partner of ProjectCo. Project Co owns the Facility, including the Facility’s two 2.2 km transmission lines and Deerhurst Land Inc., a nominee corporation that holds legal title of land for Project Co. Following completion of the Transaction, Target and Acquireco will merge to form a single entity.</p> <p>There will be no new transmission or distribution systems or generation facilities as a result of the Transaction, as this is strictly a purchase of an existing generation asset.</p>	
<p>1.5.2</p>	<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 completion of the proposed transaction or project.</p> <p>Please see s.1.4.1 above for the current generation capacity of the parties to the proposed Transaction, including each of their respective Electricity Sector Affiliates.</p> <p>There will not be changes in the generation capacity held by any of the parties’ respective Electricity Sector Affiliates following completion of the Transaction. In particular, the Facility will continue to be owned by the OEB-registered entity, ProjectCo.</p> <p>Each of the Applicant, which indirectly wholly-owns Acquireco, and Acquireco will increase their overall generation capacity by 875 MW upon completion of the proposed Transaction. The completion of the Transaction will increase the Applicant’s overall share of indirectly-owned installed generation capacity in Ontario from 1.70% to 4.06%, which amounts include 100% of the generation capacity of the York Energy Centre.</p> <p>Chubu and Toyota will no longer have generation capacity in Ontario.</p>	
<p>1.5.3</p>	<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>Please see the response provided in Section 1.4.2 regarding the current generation market share of the Applicant, the parties to the Transaction and their respective Electricity Sector Affiliates.</p> <p>There will not be any changes in the generation market share on anticipated MWh production as a percentage of the Annual Ontario Energy Demand held by any of the parties' respective Electricity Sector Affiliates following completion of the Transaction.</p> <p>Each of the Applicant, which indirectly wholly-owns Acquireco, and Acquireco will increase their overall production in MWh by an average of 648,500 MWh per year upon completion of the proposed Transaction. The completion of the Transaction will increase the Applicant's generation market share based on anticipated MWh production (as a percentage of the Annual Ontario Energy Demand) from 0.35% to 0.83%.</p> <p>Chubu and Toyota will no longer have generation capacity in Ontario.</p>
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<p>1.5.4</p>	<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>This Transaction will not have any impact on competition in the Ontario energy market. As stated above, following the Transaction, the Applicant will have nominally increased its installed generation capacity from 1.70% to 4.06% of the total installed generation capacity in Ontario. Furthermore, ProjectCo has entered into ACES Contract with the IESO with a remaining term of ~10 years. The ACES Contract is a financial contract for differences with a net revenue requirement.</p> <p>Given that the Transaction pertains exclusively to the indirect purchase of an existing generation asset, customer choice regarding energy wholesalers and energy retailers will not be impacted.</p>	
<p>1.5.5</p>	<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>The Parties confirm that the proposed transaction will not have an impact on open access to the transmission or distribution systems of the parties or their affiliates.</p>	

1.6 Other Information

<p>1.6.1</p>	<p>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.</p>	
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	An officer, director or an employee with knowledge of compliance matters for each of the parties to the Transaction and their respective Electricity Sector Affiliates confirms that their respective entity is in compliance with applicable licence and code requirements, and will continue to be in compliance following completion of the Transaction.	
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**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.

2.1 Effect on Competition

2.2

2.2.1	<p>Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.</p> <p>The generation output from the Facility will continue to be sold to the IESO. As noted in section 1.5.4, ProjectCo is party to the ACES Contract with the IESO with a remaining term of ~10 years. It is not currently known whether another long term contract will be entered into with the IESO or third party entity following the expiration of the ACES Contract.</p>	
2.2.2	<p>Provide a description of the generation including fuel source, technology used, maximum capacity output, typical number of hours of operation in a year, and peaking versus base-load character.</p> <p>The primary fuel source for the Facility is natural gas with a maximum output capacity of 935 MW. The Facility is a combined-cycle natural gas generation plant that uses best in class GE combustion turbines and Siemens steam turbines: three GE 7FB.04 combustion turbines, three Deltak heat recovery steam generators and a single Siemens steam turbine.</p> <p>In 2016, 2017 and 2018 respectively the Facility was dispatched (including ramp up and ramp down time) for 1410, 1,520 and 2,600 hours respectively. The Facility is an intermediate plant.</p>	
2.2.3	<p>Provide details on whether the generation facility is expected to sign a “must run” contract with the IESO.</p> <p>The Facility does not currently have a must-run contract with the IESO and it is not anticipated that it will have one in the near future.</p>	
2.2.4	<p>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.</p>	

	The Facility is located in Brampton, Ontario, within the GTA, and in close proximity to the load center of the province. The GTA has a total population of 6.4 million. Toronto is the largest load zone in the province, representing ~37% of total provincial load. The Facility provides the IESO with significant grid flexibility and may be “constrained on” due to transmission constraints/congestion.	
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2.3 System Reliability

Section 2.2 must be completed by applicants who are claiming that the proposed transaction or project is required for system reliability under section 82(2)(b) of the Act.

Not Applicable

2.3.1	Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.	
2.3.2	Discuss the effect of the proposal on the adequacy (ability of supply to meet demand) of supply in the relevant control area or distribution region, citing effects on capacity plus reserve levels in comparison to load forecasts.	
2.3.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.	
2.3.4	Provide a copy of the IESO Preliminary System Impact Assessment Report, if completed, and the IESO Final System Impact Assessment Report, if completed. If the IESO is not conducting a System Impact Assessment Report, please explain.	

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

3.2

3.2.1	<p>Provide a description of the transmission or distribution system being acquired or constructed.</p> <p>In acquiring the Target via Acquireco, the Applicant will indirectly own the two 230 kV transmission lines that connect the Facility to the IESO administered grid. The Facility also has two 18 kV to 7.2 kV unit auxiliary transformers rated 36 MVA that supply normal electrical power for start-up and general services. The Facility switchyard contains four generator step-up transformers, the unit auxiliary transformers, enclosed GIS and the connection structures for the two 230 kV transmission lines.</p>	
3.2.2	<p>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.</p> <p>As stated above in 3.2.1, the Facility is connected to two 230 kV transmission lines for the purpose of providing power to the IESO-controlled grid.</p>	
3.2.3	<p>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.</p> <p>Please see section 2.2.4.</p>	
3.2.4	<p>Provide details on whether the generation facilities are expected to sign a “must run” contract with the IESO.</p> <p>Please see section 2.2.3.</p>	

How to Contact the Ontario Energy Board

The Ontario Energy Board is located at:

P.O. Box 2319

2300 Yonge Street, Suite 2701

Toronto, Ontario

M4P 1E4

Telephone:	416-481-1967
Toll Free Number:	1-888-632-6273
Fax:	416-440-7656
Website:	http://www.oeb.gov.on.ca
Board Secretary's e-mail address:	boardsec@oeb.gov.on.ca

**Notice of Proposal under Sections 80 and 81
Of the Ontario Energy Board Act, 1998
ATTACHMENTS**

1.2.1 List of officers, directors and shareholders of each of the parties to the proposed transaction

1. Capital Power Corporation (“Applicant”)

Directors:

- Donald Lowry
- Brian Vaasjo
- Katharine Stevenson
- Robert Phillips
- Jill Gardiner
- Keith Trent
- Doyle Beneby
- Jane Peverett
- Kelly Huntington

Officers:

- Brian Vaasjo: President and CEO
- Bryan DeNeve: SVP Finance and CFO
- Kate Chisholm: SVP Chief Legal and Sustainability Officer
- Darcy Trufyn: SVP Operations, Engineering and Construction
- Mark Zimmerman: SVP Corporate Development and Commercial Services
- Sameer Bhojani, VP Valuations
- Sandra Haskins, Corporate Secretary
- Daylyn Dixon, VP Taxation

Shareholders

- The Applicant is a publicly traded company listed on the Toronto Stock Exchange. EPCOR Utilities Inc. holds one special limited voting share.

2. Capital Power Goreway Inc. (“Acquireco”)

Directors:

- Brian Vaasjo
- Bryan DeNeve

Officers

- Brian Vaasjo, President & Chief Executive Officer
- Bryan DeNeve, Senior Vice President & Chief Financial Officer
- Kate Chisholm, Senior Vice President & General Counsel
- Darcy Trufyn, Senior Vice President

- Mark Zimmerman, Senior Vice President
- Sandra Haskins, Treasurer
- Colleen Legge, Corporate Secretary
- Daylyn Dixon, Vice President Taxation

Shareholders

- Acquireco is wholly-owned by Capital Power LP Holdings Inc., which company is wholly-owned by Capital Power Corporation.

3. Chubu

Directors:

- Tatsuuro Yamaoka
- Masato Takeuchi
- Paul Duuren
- MUFG Business Services (Holland) B.V.

Officers:

- None

Shareholders:

- Chubu is indirectly wholly-owned by JERA CO., Inc. (“**JERA**”). JERA holds its indirect 100% interest in Chubu through its direct wholly owned subsidiary JERA Power International B.V. (Netherlands entity), which wholly owns Chubu Electric Power Company International B.V. (Netherlands entity) (“**CEPCI**”). CEPCI wholly owns Chubu. JERA was established on April 30, 2015 as a 50 / 50 joint venture between TEPCO Fuel & Power, Incorporated, (a wholly-owned subsidiary of Tokyo Electric Power Company) and Chubu Electric Power Company. JERA engages in fuel, power generation and energy infrastructure businesses across 17 countries.

4. Toyota Tsusho Goreway Netherlands B.V.

Directors:

- Yuichi Kiyooka
- MUFG Business Services (Holland) B.V.

Officers:

- None

Shareholders:

- Toyota is wholly-owned by Toyota Tsusho Corporation (“**TTC**”). Founded in 1948, TTC is the Toyota Group’s sole trading company, with a diversified business portfolio in 7 business areas; Metals, Global Parts & Logistics, Automotive, Chemicals & Electronics, Food & Consumer Services, Africa, as well as the Machinery, Energy & Project division which holds Goreway and other power generation assets.

5. Goreway Power Station Holdings Inc. (“Target”)

Directors:

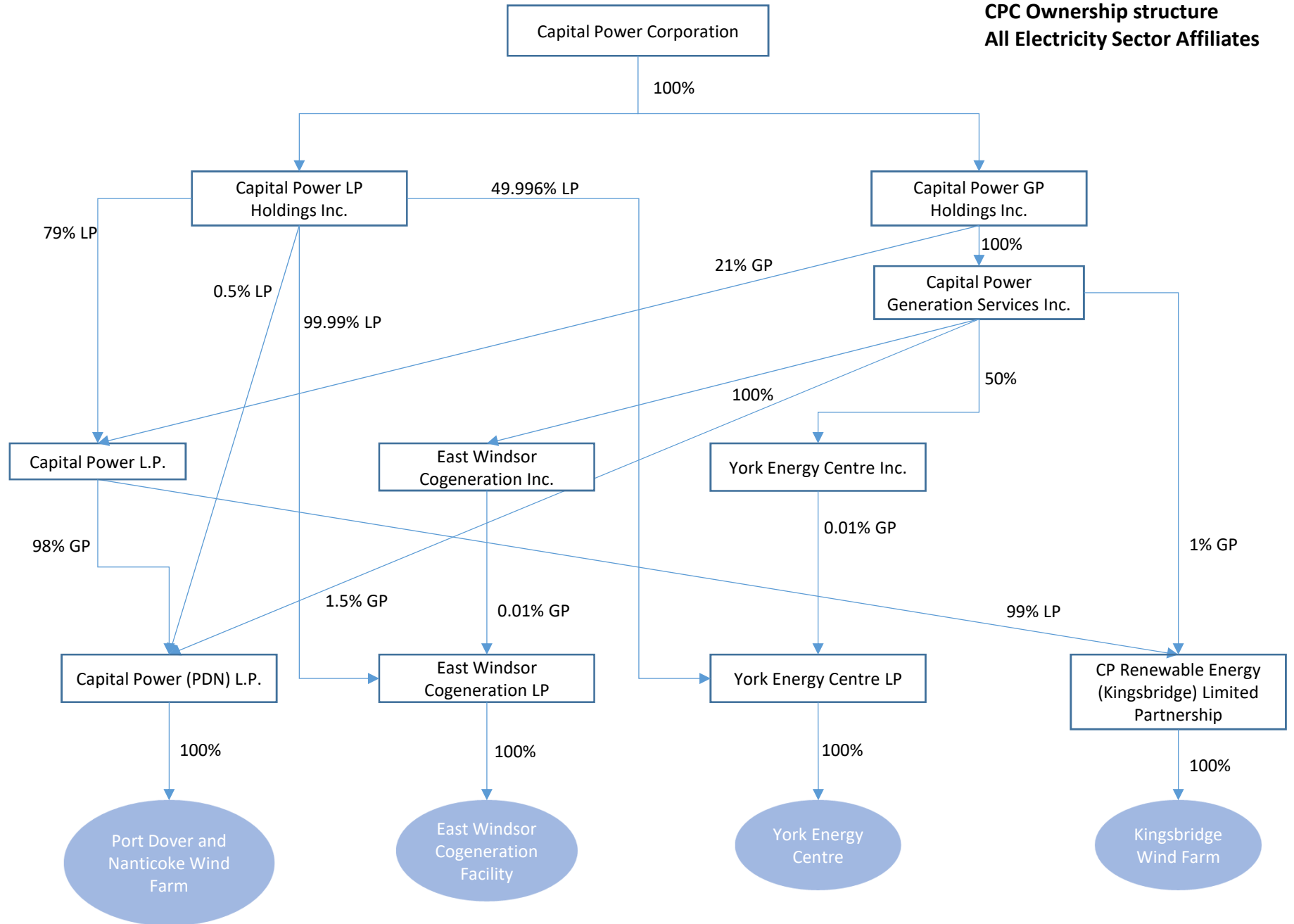
- Yuichi Kiyooka
- Takayuki Hara
- Kazuhisa Nitta
- Motoharu Nakada

Officers:

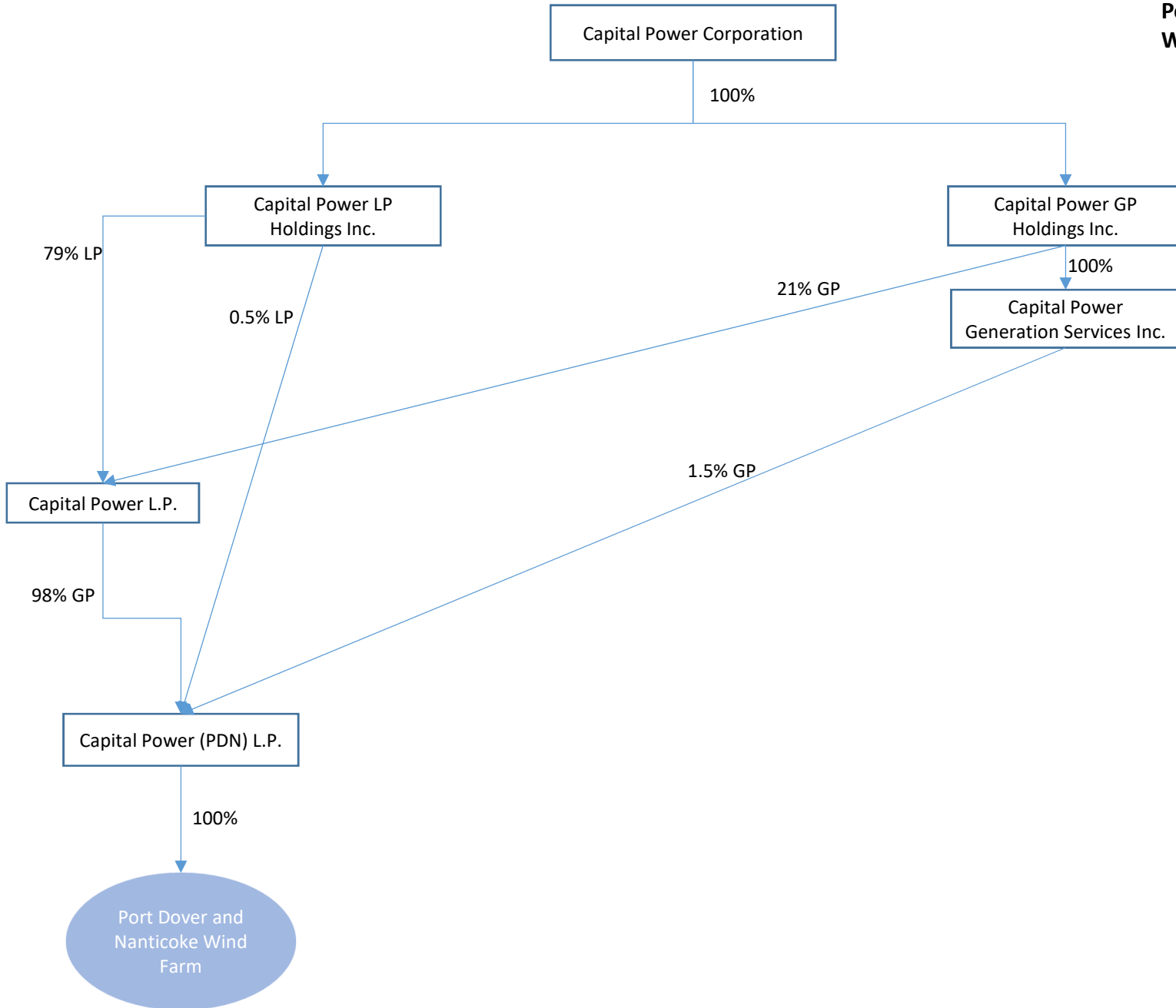
- Yuichi Kiyooka
- Takayuki Hara
- Kazuhisa Nitta
- Motoharu Nakada
- Emma Coyle

Shareholders: 50% Chubu and 50% Toyota.

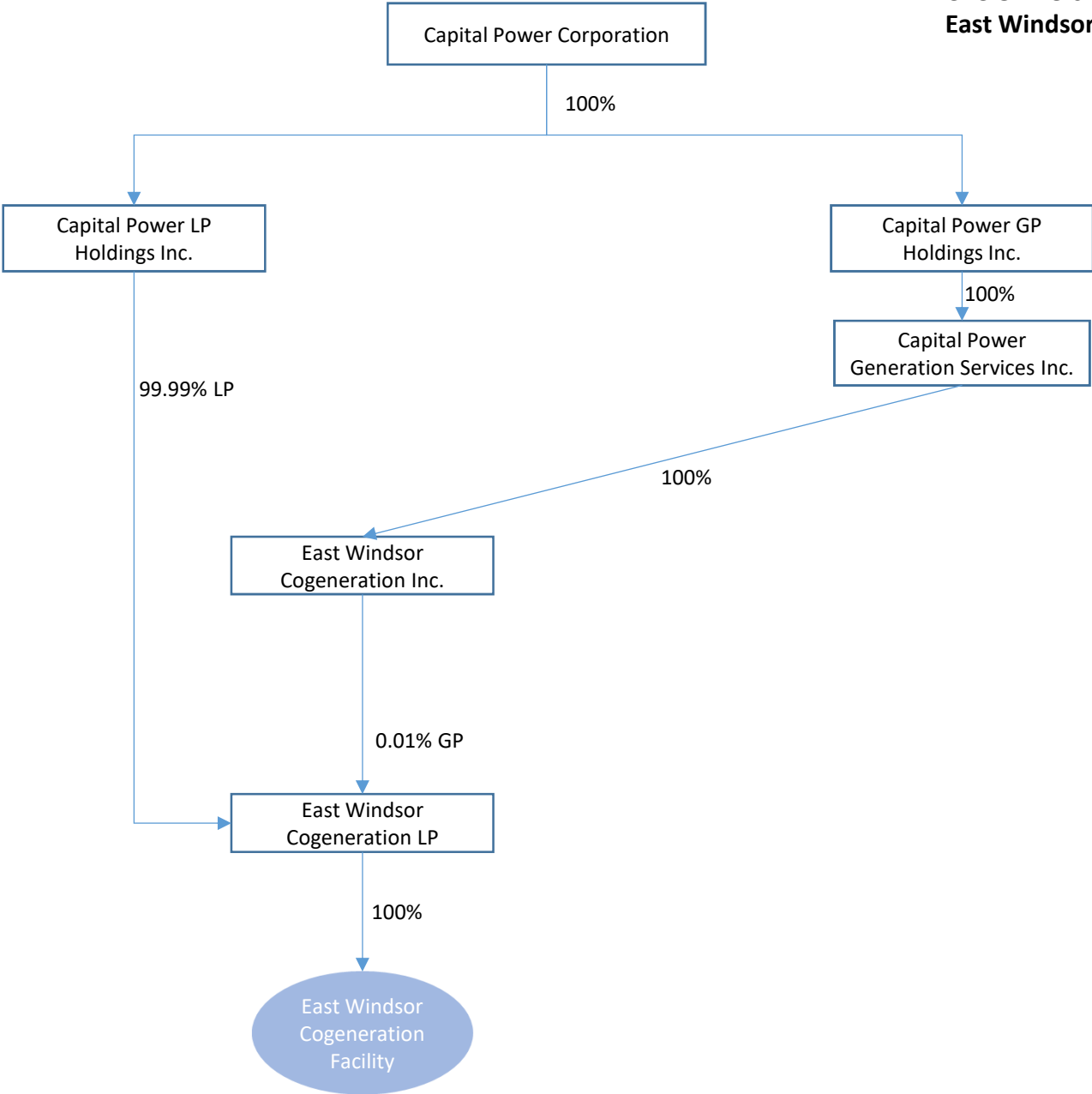
**PRE-TRANSACTION
CPC Ownership structure
All Electricity Sector Affiliates**



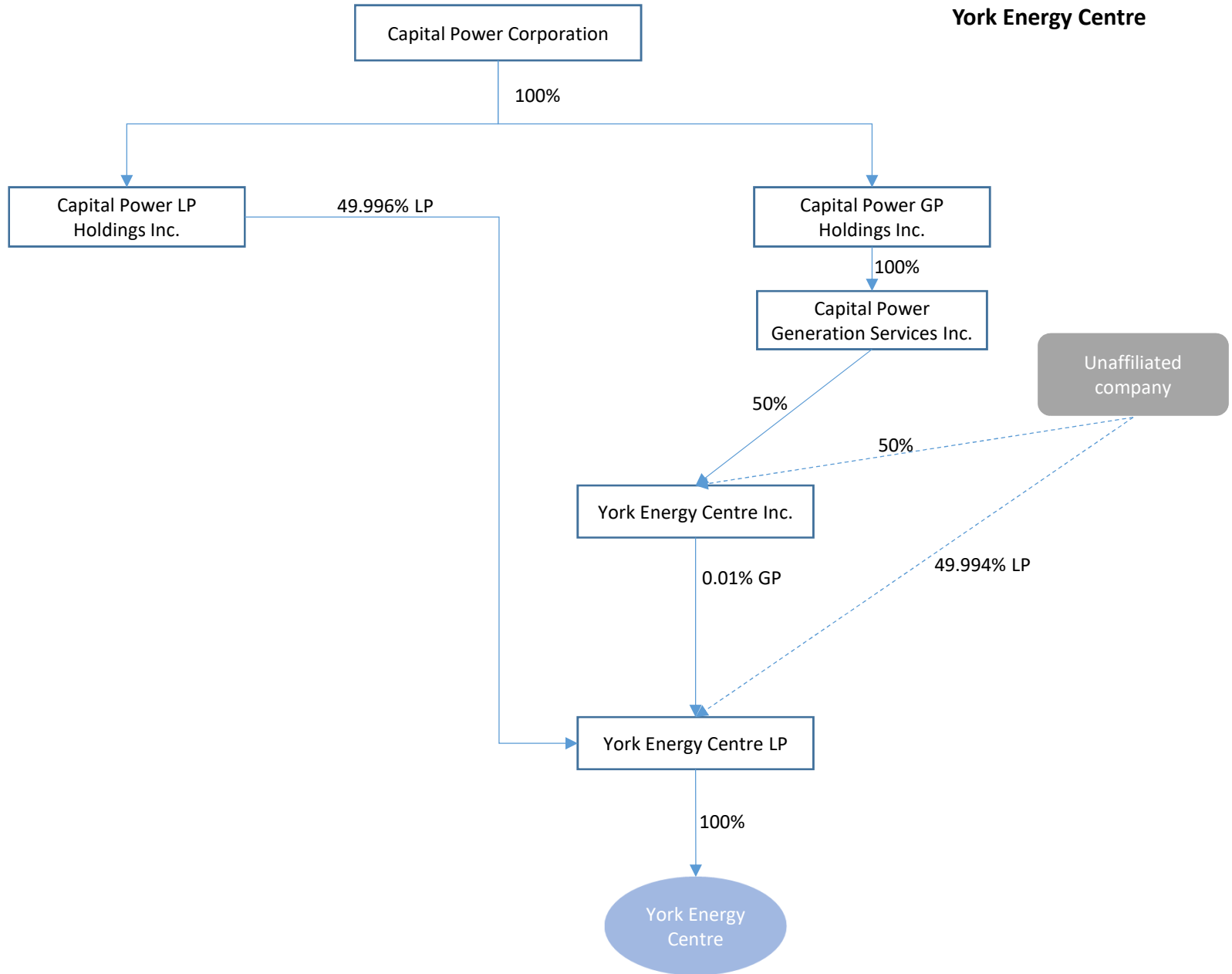
**CPC Ownership structure
Port Dover Nanticoke
Wind Farm**



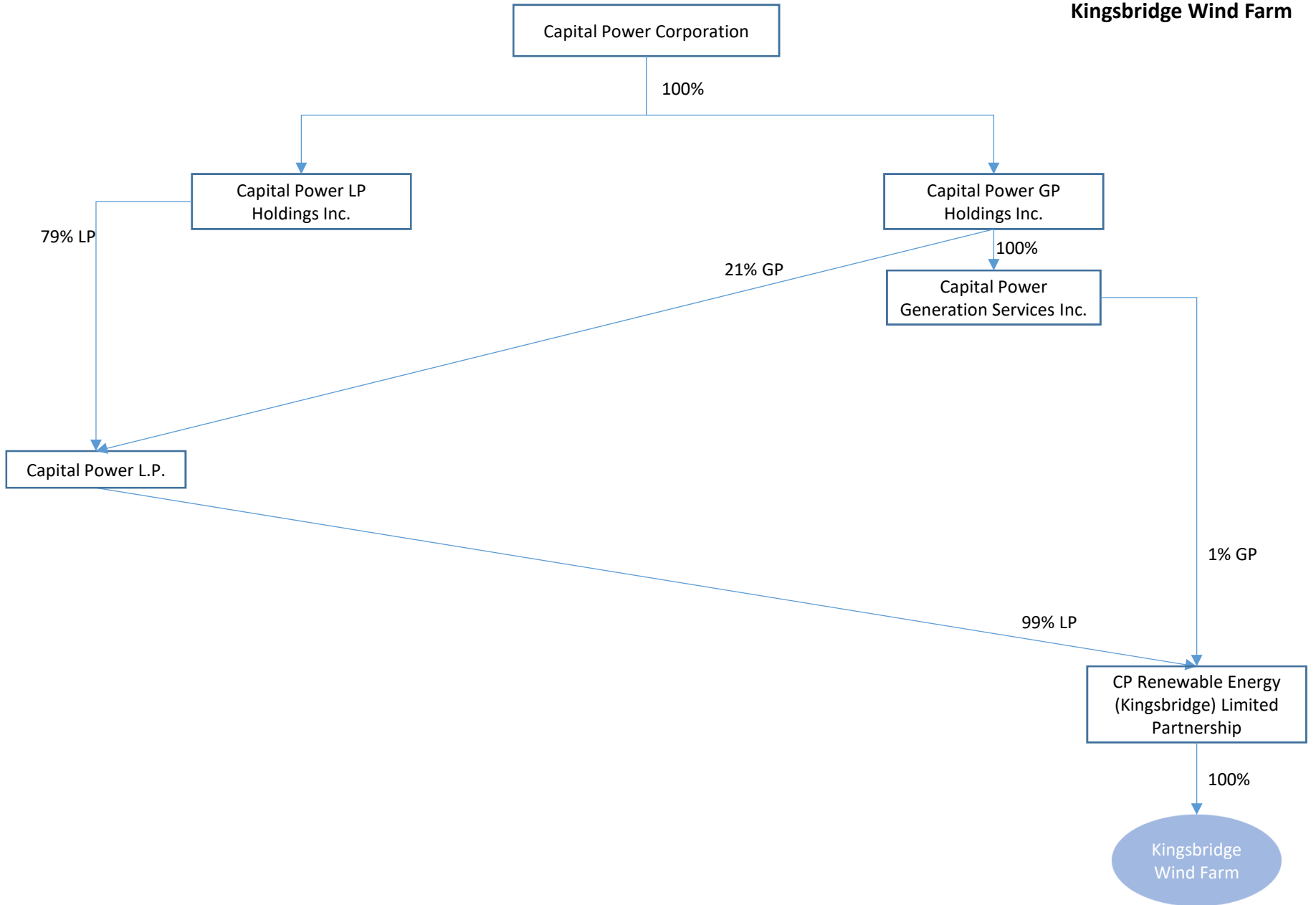
**CPC Ownership structure
East Windsor Cogeneration Facility**



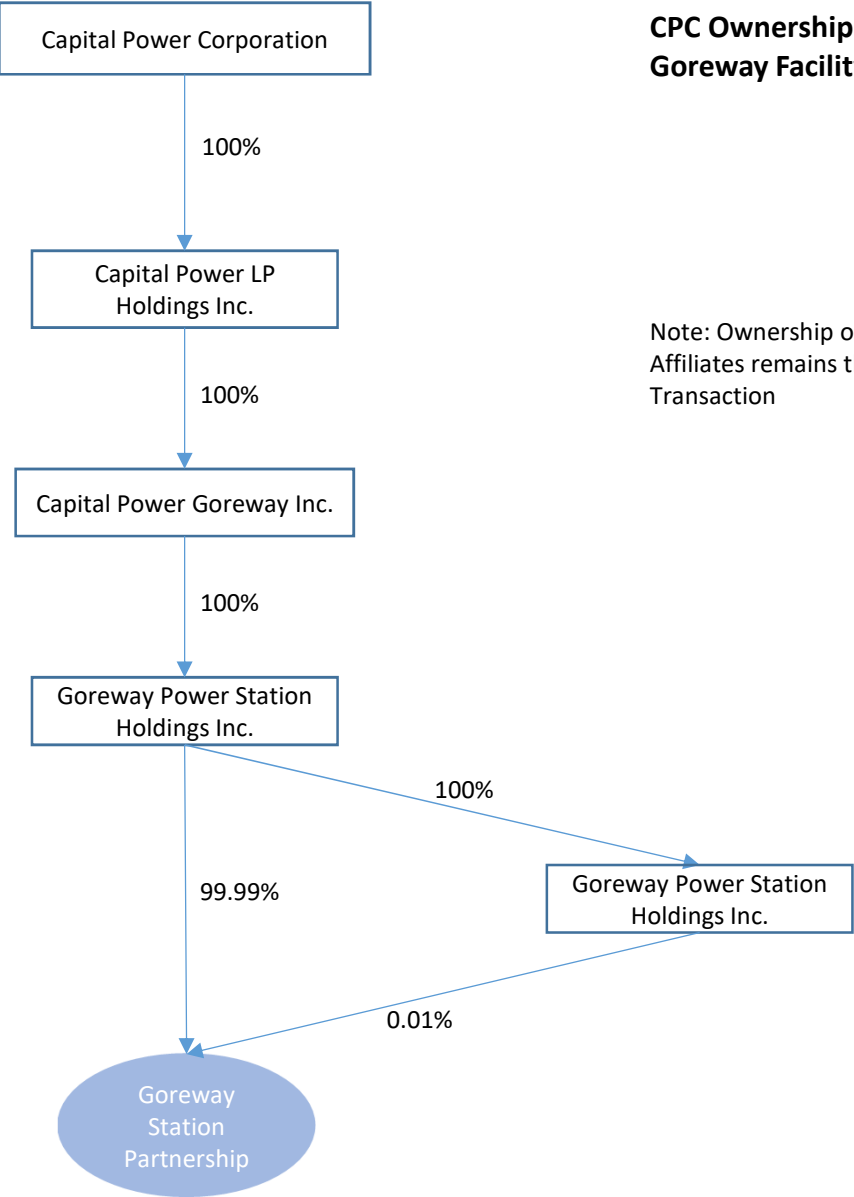
**CPC Ownership structure
York Energy Centre**



**CPC Ownership structure
Kingsbridge Wind Farm**



**POST-TRANSACTION
CPC Ownership structure
Goreway Facility**



Note: Ownership of CPC Electricity Sector Affiliates remains the same as Pre-Transaction

ATTACHMENT 1.2.2
GOREWAY STATION PARTNERSHIP
OWNERSHIP STRUCTURE

