

**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 Belle River LP Holdings LP and its general partner Temp Belle River Holdings Inc.	File No: (Board Use Only)	
Address of Head Office c/o Pattern Canada 119 Spadina Avenue; Suite 502 Toronto, ON M5V 2L1	Telephone Number 416-263-8035	
	Facsimile Number N/A	
	E-mail Address Andrew.Collingwood@patternenergy.com	
Name of Individual to Contact Andrew Collingwood Senior Director and Senior Legal Counsel	Telephone Number 416-263-8035	
	Facsimile Number N/A	
	E-mail Address Andrew.Collingwood@patternenergy.com	

### 1.1.2 Other Parties to the Transaction or Project

*If more than one attach list*

Name of Other Party <b>SP Belle River Wind LP and its general partner SP Belle River Wind GP Inc.</b>	Board Use Only	
Address of Head Office c/o Pattern Canada 119 Spadina Avenue; Suite 502 Toronto, ON M5V 2L1	Telephone Number 416-263-8035	
	Facsimile Number N/A	
	E-mail Address Andrew.Collingwood@patter nenergy.com	
Name of Individual to Contact <b>Andrew Collingwood</b> <b>Senior Director and Senior Legal Counsel</b>	Telephone Number 416-263-8035	
	Facsimile Number N/A	
	E-mail Address Andrew.Collingwood@patter nenergy.com	

Name of Other Party <b>Pattern Belle River LP Holdings LP and its general partner Pattern Belle River GP Holdings Inc.</b>	Board Use Only	
Address of Head Office c/o Pattern Canada 119 Spadina Avenue; Suite 502 Toronto, ON M5V 2L1	Telephone Number 416-263-8035	
	Facsimile Number N/A	
	E-mail Address Andrew.Collingwood@patter nenergy.com	
Name of Individual to Contact Andrew Collingwood Senior Director and Senior Legal Counsel	Telephone Number 416-263-8035	
	Facsimile Number N/A	
	E-mail Address Andrew.Collingwood@patter nenergy.com	

Name of Other Party PRHC Holdings LP and its general partner PRHC GP Inc.	Board Use Only	
Address of Head Office c/o Pattern Canada 119 Spadina Avenue; Suite 502 Toronto, ON M5V 2L1	Telephone Number 416-263-8035	
	Facsimile Number N/A	
	E-mail Address Andrew.Collingwood@patternenergy.com	
Name of Individual to Contact Andrew Collingwood Senior Director and Senior Legal Counsel	Telephone Number 416-263-8035	
	Facsimile Number N/A	
	E-mail Address Andrew.Collingwood@patternenergy.com	

Name of Other Party Pattern Canada Finance Company ULC ("PCFC")	Board Use Only	
Address of Head Office c/o Pattern Canada 119 Spadina Avenue; Suite 502 Toronto, ON M5V 2L1	Telephone Number 416-263-8035	
	Facsimile Number N/A	
	E-mail Address Andrew.Collingwood@patternenergy.com	
Name of Individual to Contact Andrew Collingwood Senior Director and Senior Legal Counsel	Telephone Number 416-263-8035	
	Facsimile Number N/A	
	E-mail Address Andrew.Collingwood@patternenergy.com	

Name of Other Party Vertuous Energy Trust, a trust to be formed under the laws of the Province of Ontario, the sole unitholder of which will be a wholly-owned subsidiary of Public Sector Pension Investment Board ("PSPIB")	Board Use Only	
Address of Head Office c/o Public Sector Pension Investment Board 1250 Rene-Levesque Blvd. West, Suite 1400 Montreal, QC H3B 5E9	Telephone Number 514-925-4531	
	Facsimile Number N/A	
	E-mail Address skaineroy@investpsp.ca	
Name of Individual to Contact Sophie Kaine Roy Senior Director, Legal Affairs	Telephone Number 514-925-4531	
	Facsimile Number N/A	
	E-mail Address skaineroy@investpsp.ca	

## 1.2 Relationship between Parties to the Transaction or Project

1.2.1	Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.	
	The required lists are attached as Schedule A to this Notice.	
1.2.2	Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates.	
	Two corporate charts are attached as Schedule B to this Notice. The first shows the current ownership of the Wind Farm (as defined in Section 1.3.1 below) and the second shows the ownership after the completion of the acquisition.	

## 1.3 Description of the Businesses of Each of the Parties

1.3.1	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>The applicant is acquiring an interest in a 100 MW renewable wind generation facility in the Town of Lakeshore, Ontario known as the Belle River Wind Project ("Wind Farm") and the related transmission facilities, owned by SP Belle River Wind LP. SP Belle River Wind LP entered into a 20-year Power Purchase Agreement with the Independent Electricity System Operator ("IESO"). Each of PCFC and PSPIB are acquiring direct interests in the applicant and Pattern Belle River GP Holdings Inc. (who will become the general partner of the applicant through the transaction).</p> <p>PSPIB is a Crown corporation established pursuant to the <i>Public Sector Pension Investment</i></p>	

	<p><i>Board Act</i> (Canada). It is the investment manager for the pension plans of the Public Service, the Canadian Armed Forces, the Royal Canadian Mounted Police and the Reserve Force. As of March 31, 2019, it had approximately \$168 billion of assets under management. PSPIB indirectly owns an approximately 92% interest in each of H2O Power Limited Partnership (EG-2006-0124) and H2O Power Holding Limited Partnership (EG-2016-0369), which own and operate, respectively, the Iroquois Falls Generating Station, Twin Falls Generating Station, Island Falls Generating Station, Calm Lake Generating Station, Sturgeon Falls Generating Station, Fort Frances Generating Station, Kenora Generating Station and Norman Generating Station.</p> <p>Pattern Energy Group Inc. ("PEGI"), the ultimate owner of PCFC, is an independent power company focused on owning and operating power projects. PEGI holds interests in 24 wind power projects located in the United States, Canada, and Japan, with a total owned capacity of 2,861 MW. A total of 6 of the 23 wind power projects are located in Canada – 3 in Ontario and 1 in each of British Columbia, Quebec, and Manitoba. All of the output of the 3 projects in Ontario is contracted pursuant to long term, fixed price power sale agreements with the IESO. The total capacity of PEGI's 3 Ontario projects is 599 MW, with PEGI's total owned capacity representing 292 MW.</p>	
1.3.2	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.	
	The geographic territory served by the parties to the proposed transaction or project is the Town of Lakeshore in Essex County, Ontario. The geographic location of the existing generation facilities is the Town of Lakeshore in Essex County, Ontario.	
1.3.3	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>For the year ending December 31, 2018, the breakdown for the Wind Farm is as follows:</p> <ol style="list-style-type: none"> <li>revenue from sales for 2018 was \$29,882,315;</li> <li>annual production was 168,741 MWh.</li> </ol>	
1.3.4	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>Decision and Order EB-2016-0008 re Application for Leave to Construct Transmission Facilities in the Town of Lakeshore in the County of Essex, Ontario</p> <p>Energy Generation Licence (EG-2016-0308) in the name of SP Belle River Wind LP, by its general partner, SP Belle River Wind GP Inc.</p>	

#### 1.4 Current Competitive Characteristics of the Market

1.4.1	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.	
	PCFC currently indirectly owns 3 Ontario projects with a total capacity is 599 MW, with PCFC's total owned capacity representing 292 MW of the total capacity. PSPIB currently indirectly owns eight (8) Ontario hydroelectric projects with a total capacity of approximately 151 MW, with PSPIB's total owned capacity representing approximately 139 MW of the total capacity. The Wind Farm, directly owned by SP Belle River Wind LP, has an aggregate capacity of 100 MW, 42.49% of the total capacity will be held directly by Belle River LP Holdings LP (and indirectly by PCFC and PSP) at the conclusion of the transaction and 0.02% of the total capacity will still be held by SP Belle River Wind GP Inc. (and indirectly held by PCFC and PSP through Pattern Belle River GP Holdings Inc.).	
1.4.2	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.	

	PCFC currently has a 1.5% share of total Ontario installed capacity and PSPIB currently has a 0.4% share of total Ontario installed capacity. SP Belle River Wind GP Inc. has a 0.2% share of total Ontario installed capacity.	
--	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

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

1.5.1	Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.	
	Two corporate charts are attached as Schedule B to this Notice. The first shows the current ownership of the Wind Farm and the second shows the ownership after the completion of the acquisition. The transaction does not involve any new transmission or distribution systems or new generation facilities. The transaction merely involves the sale of the Wind Farm, which is already operational, and the minor Transmission Facilities (defined in Section 3.1.1 below) that were built to connect the Wind Farm to the IESO-controlled grid.	
1.5.2	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.	
	Each of PCFC and PSPIB's generation capacity will be increased by its acquired ownership share of the 100 MW Wind Farm.	
1.5.3	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.	
	Each of PCFC and PSPIB's share will be increased by its acquired ownership share of the Wind Farm's market share of 0.2%.	
1.5.4	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.	
	The proposed transaction will have no meaningful impact on competition and will therefore not give rise to a substantial lessening or prevention of competition in any market in Canada. The Wind Farm represent a very small proportion of the installed generation capacity and electricity produced in Ontario, and post-transaction, PCFC's and PSPIB's aggregate electricity production in Ontario will continue to be de minimis. Moreover, the price of electricity supplied from the Wind Farm is fixed pursuant to a long-term (20 year) contract and is supplied exclusively to the IESO. As a result, there will be no impact on customer choice regarding generation, energy wholesalers and energy retailers.	
1.5.5	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.	
	Confirmed that the proposed transaction will have no impact on open access to the transmission system of the parties or their affiliates.	

**1.6 Other Information**

1.6.1	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.	
	Confirmed that the parties to the proposed transaction and 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.	

**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**

2.1.2	Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.	N/A
2.1.3	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.	N/A
2.1.4	Provide details on whether the generation facility is expected to sign a “must run” contract with the IESO.	N/A
2.1.5	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.	N/A

**2.2 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.

2.2.1	Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.	N/A
2.2.2	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.	N/A
2.2.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.	N/A
2.2.4	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.	N/A

**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**

3.1.1	Provide a description of the transmission or distribution system being acquired or constructed.	
	<p>The transmission facilities built to connect the Wind Farm to the IESO-controlled grid will be transferred along with the Wind Farm. The proposed transmission facilities include (collectively, the Transmission Facilities):</p> <ul style="list-style-type: none"> <li>a 230 kV/34.5 kV substation (Joe Byrne Substation) that will step up power from the Wind Farm;</li> <li>a 230 kV switching station (Brody Switching Station) at the interconnection point to Hydro One’s transmission system; and</li> </ul>	



	<ul style="list-style-type: none"> <li>a three-phase single 230 kV circuit underground transmission line (Transmission Line) that will run approximately 7 kilometres from the Joe Byrne Substation to the Brody Switching Station.</li> </ul>	
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 other generation facilities currently indirectly owned by the acquiring companies will not be connected to the Transmission Facilities as the Transmission Facilities were specifically built to connect the Wind Farm to the IESO-controlled grid, which is being acquired by the acquiring companies along with the Transmission Facilities.	
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 generation facility being acquired, the Wind Farm, is not expected to serve a “load pocket” nor to be “constrained on” due to transmission constraints.	
3.1.4	Provide details on whether the generation facilities are expected to sign a “must run” contract with the IESO.	
	The generation facility being acquired, the Wind Farm, is not expected to sign a “must run” contract with the IESO.	

**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:	<a href="http://www.oeb.gov.on.ca">http://www.oeb.gov.on.ca</a>
Board Secretary's e-mail address:	<a href="mailto:boardsec@oeb.gov.on.ca">boardsec@oeb.gov.on.ca</a>

**Schedule A**

1

**Lists of officers, directors, and shareholders of each of the parties to the proposed transaction or project**

<b>Party</b>	<b>Officers</b>	<b>Directors</b>	<b>Partners</b>	<b>Shareholders</b>
Temp Belle River Holdings Inc. as general partner of Belle River LP Holdings LP	None	Hunter Armistead Daniel M. Elkort Frank Davis	Temp Belle River Holdings Inc. Pattern Canada Finance Company ULC	Pattern Canada Finance Company ULC
SP Belle River Wind GP Inc. as general partner of SP Belle River Wind LP	Daniel M. Elkort Heesub Cho Jae Young Ahn Dyann Blaine Frank Davis Andrew Collingwood Andrew Murray Amy E. S. Smolen	Heesub Cho Andrew Collingwood Daniel M. Elkort Dae-yul Kim	SP Belle River Wind GP Inc. Pattern Belle River LP Holdings LP SRE Belle River LP Holdings LP WIFN BR Investor LP	Pattern Belle River GP Holdings Inc. SRE Belle River GP Holdings Inc.
Pattern Belle River GP Holdings Inc. as general partner of Pattern Belle River LP Holdings LP	Hunter Armistead Dyann Blaine Daniel M. Elkort Michael M. Garland Andrew Murry Blake Rasmussen Jeremy Rosenshine Amy E. S. Smolen Kevin Deters George Hardie Kevin Devlin Joni Barrett Richard Ostberg Frank Davis Andrew Collingwood Esben Pedersen Chris Shugart Charissa Tran	Hunter Armistead Daniel M. Elkort Frank Davis	Pattern Belle River Wind GP Inc. PRHC Holdings LP	PRHC Holdings LP
PRHC Holdings LP and its general partner PRHC GP Inc.	Hunter Armistead Dyann Blaine Daniel M. Elkort Michael M. Garland Andrew Murry Blake Rasmussen Jeremy Rosenshine Amy E. S. Smolen Kevin Deters George Hardie Kevin Devlin Joni Barrett	Hunter Armistead Daniel M. Elkort Frank Davis	PRHC GP Inc. Pattern Renewable Holdings Canada ULC	Pattern Renewable Holdings Canada ULC

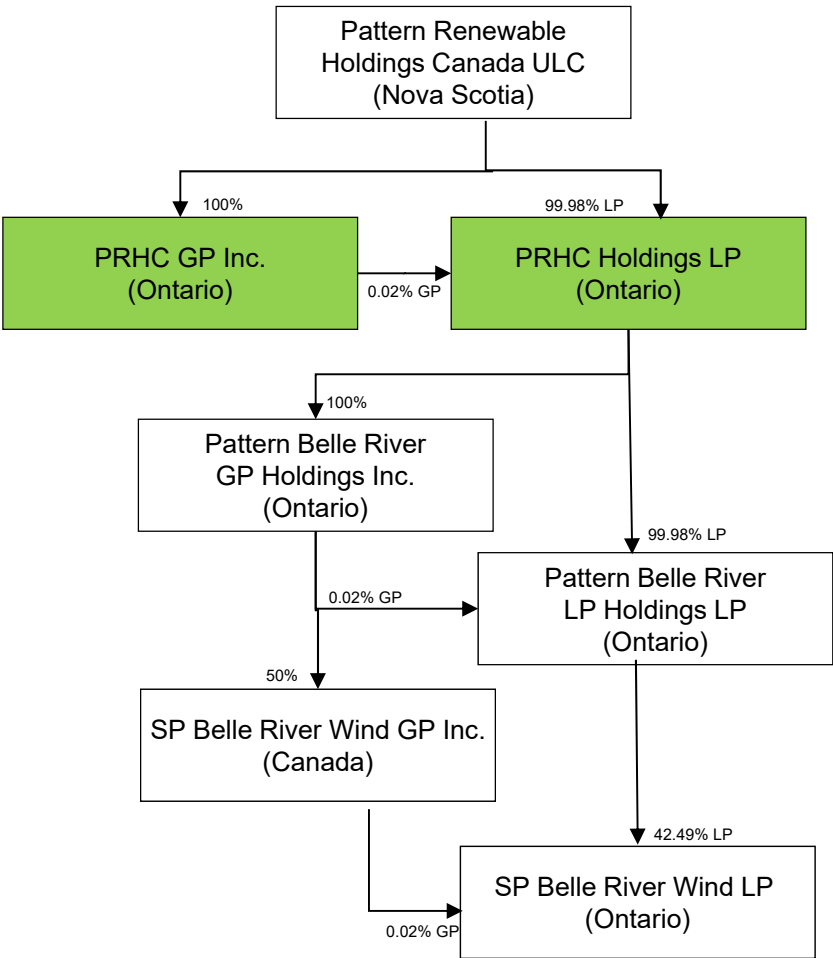
	Richard Ostberg Frank Davis Andrew Collingwood Esben Pedersen Chris Shugart Charissa Tran		12	
Pattern Canada Finance Company ULC	Michael M. Garland Michael J. Lyon Hunter Armistead Dyann Blaine Daniel M. Elkort Esben Pedersen Andrew Murray Blake Rasmussen Chris Shugart Amy E. S. Smolen Jeremy Rosenshine Kevin Deters Kevin Devlin Richard Ostberg Frank Davis Andrew Collingwood Stacey Theodorou Charissa Tran	Hunter Armistead Michael M. Garland Esben Pedersen	N/A	Pattern Canada Operations Holdings ULC
Vertuous Energy Trust (its sole trustee is Infra PSP Credit Inc.)	Neil Cunningham Nathalie Bernier Darren Baccus Marie-Claude Cardin Guthrie Stewart Jean-François Ratté Martin Boily-Côté Alison Breen Graeme Bromby Marie-Claude Cénédèse Renaud de Jaham Tammy Marer	Darren Baccus Marie-Claude Cardin	N/A	Vertuous Energy Canada Inc.

**Schedule B**

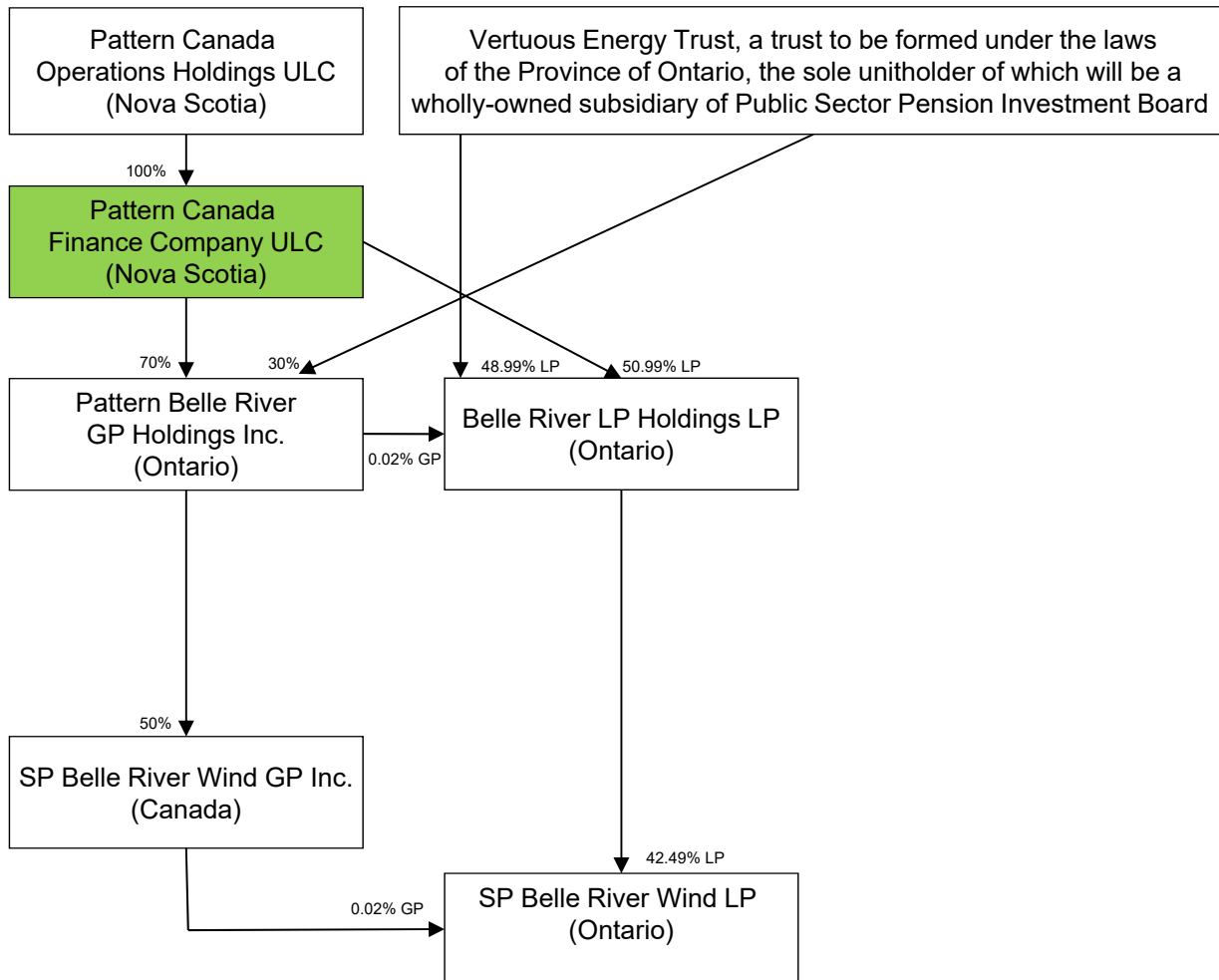
**Corporate Charts describing the Proposed Transaction and showing the Relationship between each of the Parties to the Proposed Transaction**

See attached.

# SP Belle River Wind Farm – Pre-Transaction Partial Ownership



## SP Belle River Wind Farm – Post-Transaction Partial Ownership



**CONFIDENTIAL INFORMATION**