

**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**

|                                                                                 |                                               |  |
|---------------------------------------------------------------------------------|-----------------------------------------------|--|
| <b>2753890 Ontario Inc. ("Acquireco")</b>                                       | File No: (Board Use Only)                     |  |
| Address of Head Office<br>155 Wellington Street West, Suite 2930<br>Toronto, ON | Telephone Number<br>416-649-1300              |  |
|                                                                                 | Facsimile Number<br>(416) 649-1335            |  |
|                                                                                 | E-mail Address<br>info@capstoneinfra.com      |  |
| Name of Individual to Contact<br>Greg Peterson                                  | Telephone Number<br>(416) 649-1312            |  |
|                                                                                 | Facsimile Number<br>(416) 649-1335            |  |
|                                                                                 | E-mail Address<br>gpeterson@capstoneinfra.com |  |

|                                                                                 |                                               |  |
|---------------------------------------------------------------------------------|-----------------------------------------------|--|
| Name of Applicant<br><b>SWNS Wind LP ("Assignee")</b>                           | File No: (Board Use Only)                     |  |
| Address of Head Office<br>155 Wellington Street West, Suite 2930<br>Toronto, ON | Telephone Number<br>416-649-1300              |  |
|                                                                                 | Facsimile Number<br>(416) 649-1335            |  |
|                                                                                 | E-mail Address<br>info@capstoneinfra.com      |  |
| Name of Individual to Contact<br>Greg Peterson                                  | Telephone Number<br>(416) 649-1312            |  |
|                                                                                 | Facsimile Number<br>(416) 649-1335            |  |
|                                                                                 | E-mail Address<br>gpeterson@capstoneinfra.com |  |

### 1.1.2 Other Parties to the Transaction or Project

*If more than one attach list*

|                                                                                          |                                          |  |
|------------------------------------------------------------------------------------------|------------------------------------------|--|
| Name of Other Party<br><b>wpd Europe GmbH ("Vendor")</b>                                 | Board Use Only                           |  |
| Address of Head Office<br>Stephanitorsbollwerk 3 (Haus LUV)<br>D-28217 Bremen<br>Germany | Telephone Number<br>+49 (421) 16866-10   |  |
|                                                                                          | Facsimile Number<br>+49 (421) 16866-66   |  |
|                                                                                          | E-mail Address<br>info@wpd.de            |  |
| Name of Individual to Contact<br>Helge Rau                                               | Telephone Number<br>+49 (421) 16866-5005 |  |
|                                                                                          | Facsimile Number<br>+49 (421) 16866-66   |  |
|                                                                                          | E-mail Address<br>h.rau@wpd.de           |  |

|                                                                                     |                                                                                |  |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|--|
| Name of Other Party<br>wpd Springwood Wind Incorporated (a <b>"Target"</b> )        | Board Use Only                                                                 |  |
| Address of Head Office:<br>2233 Argentia Road, Suite 112<br>Mississauga, ON L5N 2X7 | Telephone Number<br>1-905-813-8400                                             |  |
|                                                                                     | Facsimile Number<br>1-905-813-7487                                             |  |
|                                                                                     | E-mail Address<br><a href="mailto:info@wpd-canada.ca">info@wpd-canada.ca</a>   |  |
| Name of Individual to Contact<br>Jesse Long                                         | Telephone Number<br>1-905-813-8400                                             |  |
|                                                                                     | Facsimile Number<br>1-905-813-7487                                             |  |
|                                                                                     | E-mail Address<br><a href="mailto:Jesse@wpd-canada.ca">Jesse@wpd-canada.ca</a> |  |

|                                                                                     |                                                                                |  |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|--|
| Name of Other Party<br>wpd Whittington Wind Incorporated (a <b>"Target"</b> )       | Board Use Only                                                                 |  |
| Address of Head Office:<br>2233 Argentia Road, Suite 112<br>Mississauga, ON L5N 2X7 | Telephone Number<br>1-905-813-8400                                             |  |
|                                                                                     | Facsimile Number<br>1-905-813-7487                                             |  |
|                                                                                     | E-mail Address<br><a href="mailto:info@wpd-canada.ca">info@wpd-canada.ca</a>   |  |
| Name of Individual to Contact<br>Jesse Long                                         | Telephone Number<br>1-905-813-8400                                             |  |
|                                                                                     | Facsimile Number<br>1-905-813-7487                                             |  |
|                                                                                     | E-mail Address<br><a href="mailto:Jesse@wpd-canada.ca">Jesse@wpd-canada.ca</a> |  |

|                                                                                     |                                                                                |  |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|--|
| Name of Other Party<br>wpd Napier Wind Incorporated (a <b>"Target"</b> )            | Board Use Only                                                                 |  |
| Address of Head Office:<br>2233 Argentia Road, Suite 112<br>Mississauga, ON L5N 2X7 | Telephone Number<br>1-905-813-8400                                             |  |
|                                                                                     | Facsimile Number<br>1-905-813-7487                                             |  |
|                                                                                     | E-mail Address<br><a href="mailto:info@wpd-canada.ca">info@wpd-canada.ca</a>   |  |
| Name of Individual to Contact<br>Jesse Long                                         | Telephone Number<br>1-905-813-8400                                             |  |
|                                                                                     | Facsimile Number<br>1-905-813-7487                                             |  |
|                                                                                     | E-mail Address<br><a href="mailto:Jesse@wpd-canada.ca">Jesse@wpd-canada.ca</a> |  |

|                                                                                     |                                                                                |  |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|--|
| Name of Other Party<br>wpd Sumac Ridge Wind Incorporated (a <b>"Target"</b> )       | Board Use Only                                                                 |  |
| Address of Head Office:<br>2233 Argentia Road, Suite 112<br>Mississauga, ON L5N 2X7 | Telephone Number<br>1-905-813-8400                                             |  |
|                                                                                     | Facsimile Number<br>1-905-813-7487                                             |  |
|                                                                                     | E-mail Address<br><a href="mailto:info@wpd-canada.ca">info@wpd-canada.ca</a>   |  |
| Name of Individual to Contact<br>Jesse Long                                         | Telephone Number<br>1-905-813-8400                                             |  |
|                                                                                     | Facsimile Number<br>1-905-813-7487                                             |  |
|                                                                                     | E-mail Address<br><a href="mailto:Jesse@wpd-canada.ca">Jesse@wpd-canada.ca</a> |  |

## 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>There is no corporate relationship between the Applicants and the Vendor.</p> <p>See attachment 1.2.2A for a corporate chart showing the Applicants' (2753890 Ontario Inc and SWNS Wind LP) current relationship to Capstone Infrastructure Corporation ("<b>Capstone</b>") and each of Capstone's Ontario Electricity Sector Affiliates. (To simplify the chart, we have not included those affiliates of Capstone that do not participate in the Ontario electricity sector.)</p> <p>See attachment 1.2.2B for a corporate chart showing the expected structure after the proposed transaction is completed, including the ownership of the Springwood, Whittington, Napier and Sumac Ridge wind farms that will be acquired by the Applicants in the transaction.</p> <p>See attachment 1.2.2C for a corporate chart showing the current ownership of the Targets.</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>See attachment 1.3</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>See attachment 1.3</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>See attachment 1.3</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> <p>See attachment 1.3</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>See attachment 1.3</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>The Annual Primary Demand is no longer calculated by the IESO, but the IESO has stated that in 2019 Ontario's energy demand in 2019 was 135.1 TWh,</p> <p>(Source: <a href="http://www.ieso.ca/en/Corporate-IESO/Media/Year-End-Data#:~:text=Ontario's%20energy%20demand%20in%202019,over%20the%20past%2025%20years.">http://www.ieso.ca/en/Corporate-IESO/Media/Year-End-Data#:~:text=Ontario's%20energy%20demand%20in%202019,over%20the%20past%2025%20years.</a> )</p> <p>Applicant's Affiliates:</p> <p>In 2019, the Applicants' Electricity Sector Affiliates produced a total of 768.3 GWh of electricity in Ontario. This production represented approximately 0.57% of the total Ontario energy demand.</p> <p>Vendor's Affiliates:</p> <p>Vendor's Electricity Sector Affiliates generated 85.3 GWh of electricity in 2019. The output from Vendor's Electricity Sector Affiliates represented approximately 0.06% of the total Ontario energy demand.</p> |  |

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

|       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 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>Acquireco has entered into a share purchase agreement with Vendor, pursuant to which Acquireco will acquire 100% of the shares of wpd Springwood Wind Incorporated, wpd Whittington Wind Incorporated, wpd Napier Wind Incorporated and wpd Sumac Ridge Wind Incorporated (each a <b>"Target"</b>) (the <b>"Transaction"</b>). Immediately after the acquisition of the shares of the Targets, Acquireco will amalgamate with the Targets, creating the amalgamated company (<b>"Amalco"</b>). Subsequent to the amalgamation, Amalco will transfer all the wind farm assets of the Targets to its subsidiary, SWNS Wind LP (the <b>"Assignee"</b>), resulting in the Assignee being the owner and operator of the Springwood, Whittington, Napier and Sumac Ridge wind farms, including their related distribution system assets. It is not yet known what the name of the amalgamated company will be following the amalgamation. Both Acquireco and the Assignee are Applicants in this Notice.</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 existing generation assets and related electricity distribution infrastructure.</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 completion of the proposed transaction or project.</p> <p>Please see attachment 1.3 for the current generation capacity of the parties to the proposed Transaction, including each of their respective Electricity Sector Affiliates.</p> <p>The Transaction will result in an increase of 28.7 MW in the generation capacity of the Applicants' Electricity Sector Affiliates (from 404.3 to 433.0, with the Targets no longer directly owning any generation capacity, and instead the Assignee directly owning the Targets' current total 28.7 MW of generation capacity.</p> <p>The Transaction will result in a decrease of 28.7 MW in the generation capacity of the Vendor's Electricity Sector Affiliates (from 28.7 MW to zero 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>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>The Applicants' generation market share will increase from 0.57% of total Ontario energy demand to 0.63% of total Ontario energy demand after completion of the Transaction.</p> <p>Vendor will no longer have Electricity Sector Affiliates in Ontario.</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>There will be no impact on competition. The proposed transactions do not affect competition in the Ontario electricity sector as the distribution facilities that are being acquired by the Applicants are only used to convey electricity to HONI's distribution system. The Applicants are acquiring only 28.7 MW of contracted wind generation which is a miniscule percentage of Ontario's overall generation capacity which is greater than 38,600 MW.</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>The proposed transactions will have no impact on open access. Open access to the distribution system is not a relevant concern since the distribution systems that are being acquired are used solely for the purpose of conveying generation output to HONI's distribution system.</p>                                                                                                                                                                                                                                                                                                                                                                                                                           |  |

## 1.6 Other Information

|       |                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |
|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1.6.1 | <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> <p>The parties to the proposed transaction are in compliance with all licence and code requirements and will continue to be in compliance after completion of the proposed transaction.</p> |  |
|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

**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.

**NOT APPLICABLE**

**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.                                                            |  |
| 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. |  |
| 2.1.4 | Provide details on whether the generation facility is expected to sign a “must run” contract with the IESO.                                                                                      |  |
| 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.                                    |  |

**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.                                                                                         |  |
| 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.     |  |
| 2.2.3 | Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.                                                                                                                     |  |
| 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. |  |

**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.<br><br>The Applicant will acquire all of the assets of the Targets, which include the electrical power lines that exclusively convey the electricity generated by the wind turbines at each of the Targets’ generating facilities to HONI’s distribution system. In total there are approximately 11.4 km of these distribution lines, operated at voltages of 27.6 kV or 44 kV. |  |
|-------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|



|       |                                                                                                                                                                                                                                                                                                                                                                                                         |  |
|-------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 3.1.2 | <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>The generation facilities owned by the affiliates of the acquiring Applicants are not and will not be directly connected to the distribution systems that are being acquired from Vendor.</p> |  |
| 3.1.3 | <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>The relevant generation facilities do not serve a “load pocket” and are not likely to be “constrained on” due to transmission constraints.</p>                                                                                  |  |
| 3.1.4 | <p>Provide details on whether the generation facilities are expected to sign a “must run” contract with the IESO.</p> <p>The relevant generation facilities are not “must run” facilities.</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:                          | <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> |

**2753890 Ontario Inc. and SWNS Wind LP**  
**Notice of Proposal under Sections 80 and 81**  
**Of the *Ontario Energy Board Act, 1998***

**ATTACHMENT 1.2.1**

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

**1. 2753890 Ontario Inc.**

**Directors:**

- David Eva
- Andrew Kennedy
- Aileen Gien

**Officers:**

- David Eva, Chief Executive Officer
- Andrew Kennedy, Chief Financial Officer
- Aileen Gien, General Counsel and Corporate Secretary
- Patrick Leitch, Senior Vice President, Operations

**Shareholder(s):**

- Capstone Power Corp.

**2. SWNS Wind LP**

**Directors of General Partner (SWNS Wind GP Corp.):**

- David Eva
- Andrew Kennedy
- Aileen Gien

**Officers of General Partner (SWNS Wind GP Corp.):**

- David Eva, Chief Executive Officer
- Andrew Kennedy, Chief Financial Officer
- Aileen Gien, General Counsel and Corporate Secretary
- Patrick Leitch, Senior Vice President, Operations

**Unitholders:**

- 2753890 Ontario Inc. (limited partner)
- SWNS Wind GP Corp. (general partner)

**3. wpd europe GmbH**

**Managing directors:**

- Hartmut Brösamle
- Gernot Blanke

**Officers/authorized representatives:**

- Ralf Ketteler
- Andreas Chollet
- Markus Jansen
- Lars Müller

**Shareholders:**

- wpd AG
- Stadtwerke München GmbH

**4. wpd Springwood Wind Incorporated**

**Directors:**

- Hartmut Brösamle
- Arvid Hesse
- Ian MacRae

**Officers:**

- Ian MacRae, President
- Arvid Hesse, Vice President

**Shareholders:**

- wpd europe GmbH

**5. wpd Whittington Wind Incorporated**

**Directors:**

- Hartmut Brösamle
- Arvid Hesse
- Ian MacRae

**Officers:**

- Ian MacRae, President
- Arvid Hesse, Vice President

**Shareholders:**

- wpd Europe GmbH

**6. wpd Napier Wind Incorporated**

**Directors:**

- Hartmut Brösamle
- Arvid Hesse
- Ian MacRae

**Officers:**

- Ian MacRae, President
- Arvid Hesse, Vice President

**Shareholders:**

- wpd europe GmbH

**7. wpd Sumac Ridge Wind Incorporated**

**Directors:**

- Hartmut Brösamle
- Arvid Hesse
- Ian MacRae

**Officers:**

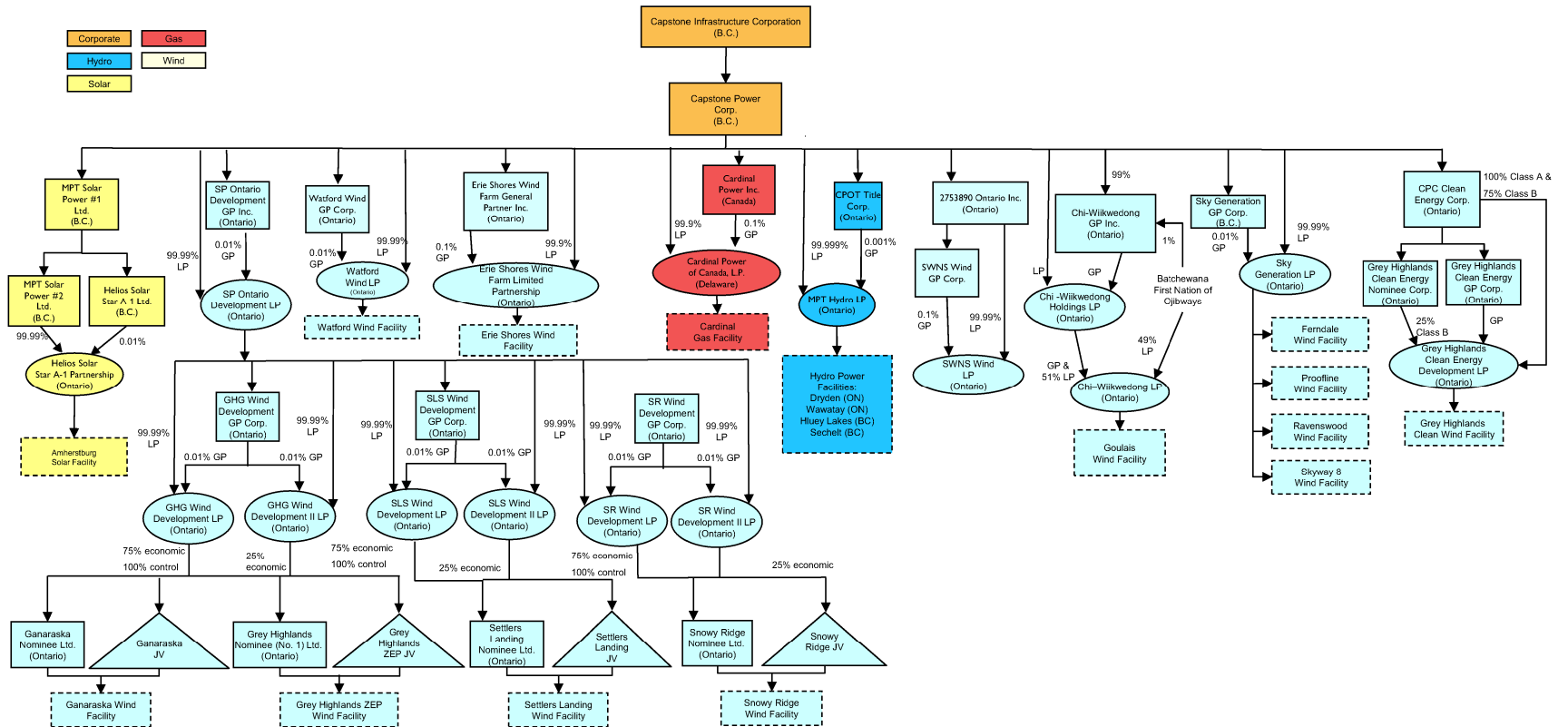
- Ian MacRae, President
- Arvid Hesse, Vice President

**Shareholders:**

- wpd europe GmbH

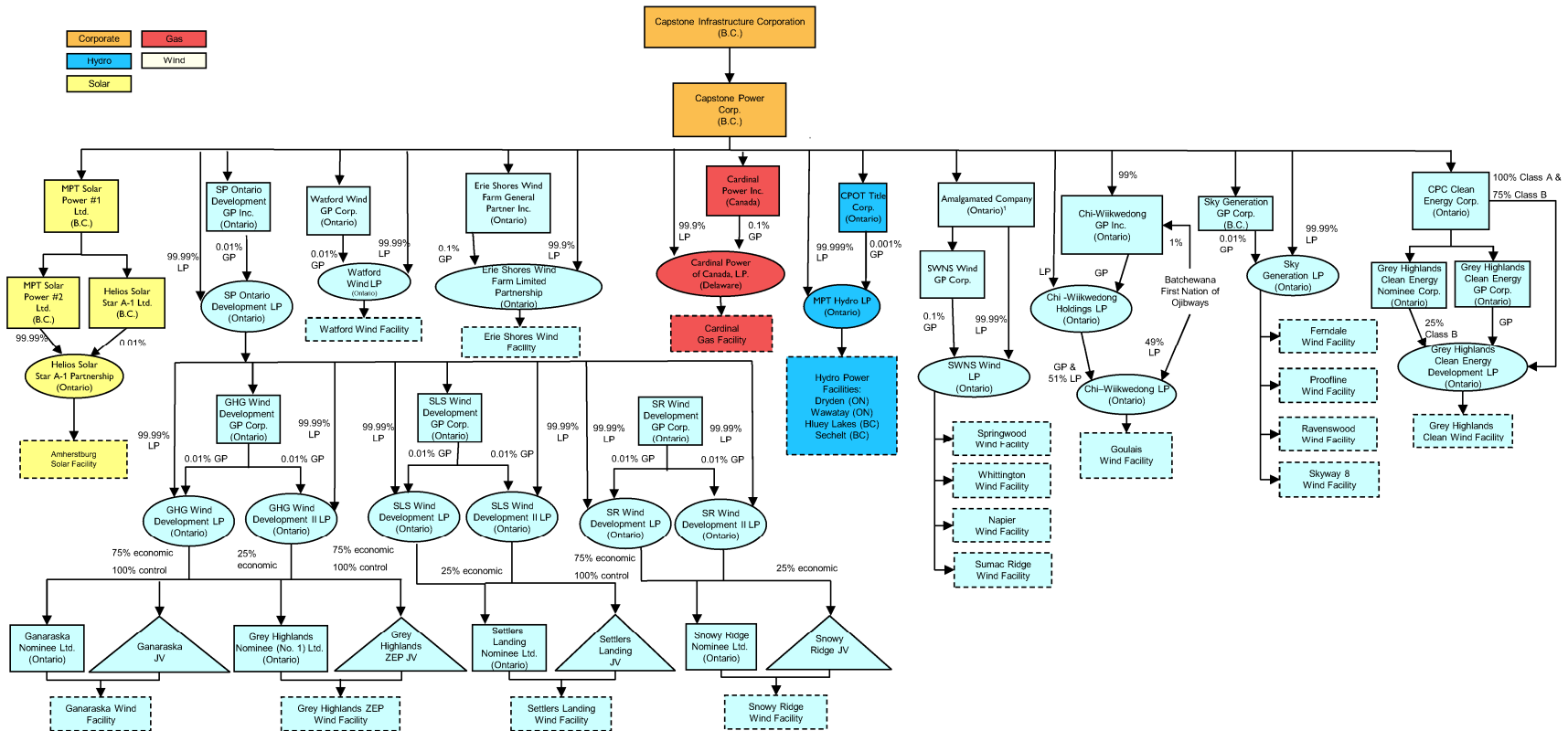
**Attachment 1.2.2A: CAPSTONE INFRASTRUCTURE CORPORATION – Ontario Electricity Sector Affiliates Ownership Structure**

Current as of October 28, 2020



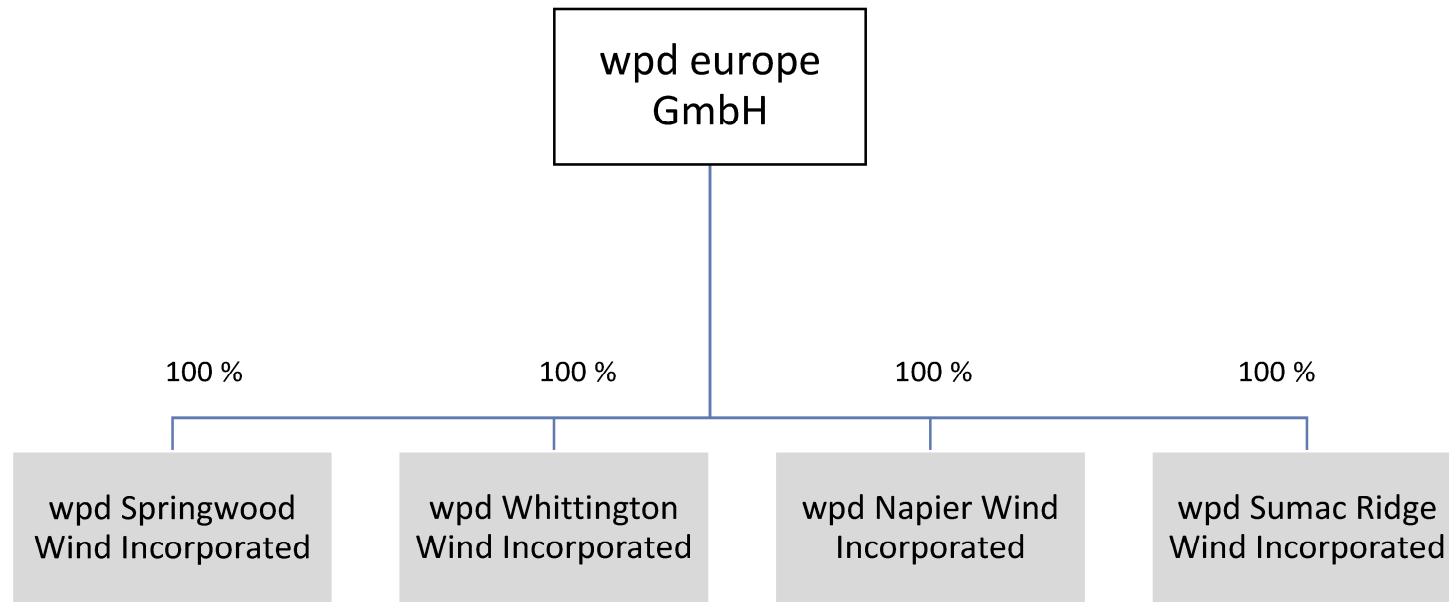
**Attachment 1.2.2B: CAPSTONE INFRASTRUCTURE CORPORATION – Ontario Electricity Sector Affiliates Ownership Structure**

Post-Transaction



<sup>1</sup> Amalgamated Company will be the corporation resulting from the amalgamation of 2753890 Ontario Inc., wpd Springwood Wind Incorporated, wpd Whittington Wind Incorporated, wpd Napier Wind Incorporated and wpd Sumac Ridge Wind Incorporated. The future name of the amalgamated corporation is not yet known

## Corporate Chart wpd – attachment 1.2.2C



**2753890 Ontario Inc. and SWNS Wind LP**  
**Notice of Proposal under Sections 80 and 81**  
**Of the *Ontario Energy Board Act, 1998***

**ATTACHMENT 1.3**

1.3.1 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 retaining of electricity or providing goods and services to companies licenced under the OEB Act in Ontario (“Electricity Sector Affiliates”).

1.3.2 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.

1.3.3 Breakdown of 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.

1.3.4 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.

This attachment responds to all of the items requested under Section 1.3.

**PART I: Description of the Business of each of the Parties**

The Applicants 2753890 Ontario Inc. and SWNS Wind LP are new entities that were created for the purpose of acquiring and holding the assets of the Targets. The Applicants are wholly owned (either directly or indirectly) and controlled by Capstone Infrastructure Corporation (“**Capstone**”) which is a publicly listed corporation on the Toronto Stock Exchange. Capstone owns and operates 24 renewable power facilities in five provinces across Canada.

The Vendor, wpd Europe GmbH, is a privately held company that owns and operates wind projects and as solar projects in Europe and North America.

**Part II: OEB-Licensed Affiliates of 2753890 Ontario Inc. and SWNS Wind LP**

| <b>OEB-Licensed Affiliates of 2753890 Ontario Inc. and SWNS Wind LP</b> | <b>OEB Generator Licence #</b> | <b>2019 Ontario Generation Output (GWh)</b> | <b>2019 Annual sales in Ontario (\$000)</b> |
|-------------------------------------------------------------------------|--------------------------------|---------------------------------------------|---------------------------------------------|
| Cardinal Power of Canada, L.P.                                          | EG-2003-0121                   | 34.4                                        | 22,493                                      |
| Chi-Wiikwedong LP                                                       | EG-2014-0352                   | 72.7                                        | 11,847                                      |
| CPOT Title Corp. on behalf of MPT Hydro LP                              | EG-2001-0772                   | 18.0                                        | 7,986                                       |
| Erie Shores Wind Farm Limited Partnership                               | EG-2005-0264                   | 248.1                                       | 22,110                                      |
| Sky Generation LP                                                       | EG-2013-0436                   | 90.4                                        | 10,811                                      |



|                                            |              |              |                |
|--------------------------------------------|--------------|--------------|----------------|
| GHG Wind Development II LP <sup>1</sup>    | EG-2015-0360 | 81.9         | 11,992         |
| GHG Wind Development LP <sup>2</sup>       | EG-2015-0361 |              |                |
| Grey Highlands Clean Energy Development LP | EG-2015-0359 | 60.6         | 8,879          |
| SLS Wind Development II LP <sup>3</sup>    | EG-2016-0290 | 23.0         | 3,366          |
| SLS Wind Development LP <sup>4</sup>       | EG-2016-0291 |              |                |
| SR Wind Development II LP <sup>5</sup>     | EG-2016-0172 | 33.1         | 4,854          |
| SR Wind Development LP <sup>6</sup>        | EG-2016-0173 |              |                |
| Helios Solar Star A-1 Partnership          | EG-2008-0319 | 35.5         | 14,916         |
| Watford Wind LP                            | EG-2010-0318 | 10.6         | 1,221          |
| <b>Total</b>                               |              | <b>768.3</b> | <b>120,475</b> |

Description of OEB-Licensed Affiliates of 2753890 Ontario Inc. and SWNS Wind LP:

1. Cardinal Power of Canada, L.P.

Owner and operator of the 156 MW combined-cycle gas generation plant located in Cardinal, ON.

2. Chi-Wiikwedong LP

Owner and operator of the 25 MW Goulais Wind Farm located in Sault Ste. Marie, ON.

3. MPT Hydro LP

Owner of the following hydroelectric facilities (that are operated by Regional Power OPCO Inc.):

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<sup>1</sup> Sales and generation output shown are for 100% of the facilities that are jointly owned by GHG Wind Development LP and GHG Wind Development II LP, which own an economic interest of 75% and 25% of the subject facilities, respectively

<sup>2</sup> Sales and generation output shown are for 100% of the facilities that are jointly owned by GHG Wind Development LP and GHG Wind Development II LP, which own economic interests of 75% and 25% of the subject facilities, respectively

<sup>3</sup> Sales and generation output shown are for 100% of the facility that is jointly owned by SLS Wind Development LP and SLS Wind Development II LP, which own economic interests of 75% and 25% of the subject facilities, respectively

<sup>4</sup> Sales and generation output shown are for 100% of the facility that is jointly owned by SLS Wind Development LP and SLS Wind Development II LP, which own economic interests of 75% and 25% of the subject facilities, respectively

<sup>5</sup> Sales and generation output shown are for 100% of the facility that is jointly owned by SR Wind Development LP and SR Wind Development II LP, which own economic interests of 75% and 25% of the subject facilities, respectively

<sup>6</sup> Sales and generation output shown are for 100% of the facility that is jointly owned by SR Wind Development LP and SR Wind Development II LP, which own economic interests of 75% and 25% of the subject facilities, respectively

- 13.5 MW Wawatay Generating Station located near Marathon, ON
- 0.95 MW McKenzie Falls Generating Station located at Eagle River, ON
- 1.25 MW Eagle River Generating Station located at Eagle River, ON
- 1.05 MW Wainwright Generating Station located at Dryden, ON

Outside of Ontario:

- 3 MW Hluey Lakes Generating Station located near Dease Lake, BC
- 16 MW Sechelt Creek Generating Station located near Sechelt, BC

#### 4. Erie Shores Wind Farm Limited Partnership

Owner and operator of the 99 MW Erie Shores Wind Farm located at Port Burwell, ON.

#### 5. GHG Wind Development II LP

Partial ownership of 10 MW Grey Highlands Zero Emission People Wind Farm located at Singhampton, ON and 17.6 MW ZEP Wind Farm Ganaraska located at Orono, ON.

#### 6. GHG Wind Development LP

Operation and partial ownership of 10 MW Grey Highlands Zero Emission People Wind Farm located at Singhampton, ON and 17.6 MW ZEP Wind Farm Ganaraska located at Orono, ON.

#### 7. Grey Highlands Clean Energy Development LP

Ownership and operation of 18.45 MW Grey Highlands Clean Energy Wind Farm located at Singhampton, ON.

#### 8. Helios Solar Star A-1 Partnership

Ownership and operation of 10 MW Amherstburg Solar Park Site A and 10 MW Amherstburg Solar Park B, located at Amherstburg, ON.

#### 9. Sky Generation LP

Ownership and operation of the following wind generation facilities:

- Ferndale, 5.1 MW, located at Lion's Head, ON
- Ravenswood, 9.9 MW, located at Forest, ON
- Proof Line 1, 6.6 MW, located at Forest, ON
- Skyway 8 Wind Farm, 9.48 MW, located at Dundalk, ON

10. SLS Wind Development LP

Operation and partial ownership of the 8 MW Settlers Landing Wind Park located at Pontypool, ON.

11. SLS Wind Development II LP

Partial ownership of the 8 MW Settlers Landing Wind Park located at Pontypool, ON.

12. SR Wind Development LP

Operation and partial ownership of the 10 MW Snowy Ridge Wind Park located at Bethany, ON.

13. SR Wind Development II LP

Partial ownership of the 10 MW Snowy Ridge Wind Park located at Bethany, ON.

14. Watford Wind LP

Ownership and operation of the 10 MW Watford Wind Farm (formerly known as Zephyr Farms Limited) located at Watford, ON.

There are currently no applications by the above parties currently before the Board or forthcoming. However, we note that there is an application being made concurrently with this submission for a generator license for SWNS Wind LP for the ownership and operation of the Springwood Wind Farm, Whittington Wind Farm, Napier Wind Project and Sumac Ridge Wind Farm, which are the subject of this submission.

### Part III: OEB-Licensed Affiliates of wpd Europe GmbH and the Targets

| OEB-Licensed Affiliates of wpd europe GmbH and Targets | OEB Generator Licence # | 2019 Generation Output (MWh) | 2019 Annual sales in Ontario (\$000) |
|--------------------------------------------------------|-------------------------|------------------------------|--------------------------------------|
| wpd Springwood Wind Incorporated                       | EG-2013-0327            | 25,703                       | 3,773                                |
| wpd Whittington Wind Incorporated                      | EG-2014-0127            | 19,099                       | 2,814                                |
| wpd Napier Wind Incorporated                           | EG-2015-0239            | 11,278                       | 1,678                                |
| wpd Sumac Ridge Wind Incorporated                      | EG-2016-0345            | 29,251                       | 4,293                                |
| <b>Total</b>                                           |                         | <b>85,331</b>                | <b>12,559</b>                        |

1. wpd Springwood Wind Incorporated

Ownership and operation of the 8.2 MW Springwood Wind Farm located at Fergus, ON.

2. wpd Whittington Wind Incorporated

Ownership and operation of the 6.15 MW Whittington Wind Farm located at Amaranth, ON.

3. wpd Napier Wind Incorporated

Ownership and operation of the 4.1 MW Napier Wind Project located at Kerwood, ON.

4. wpd Sumac Ridge Wind Incorporated

Ownership and operation of the 10.25 MW Sumac Ridge Wind Farm located at Kawartha Lakes, ON.

There are currently no applications by the above parties currently before the Board or forthcoming.