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File No. 32623.477

July 12, 2023

<u>BY EMAIL</u> registrar@oeb.ca

Ms. Nancy Marconi Ontario Energy Board 2300 Yonge Street, 27th Floor Toronto, ON M4P 1E4

Dear Ms. Marconi:

Re: Oneida Storage LP - Section 80 & 81 Notice of Proposed Transaction

We are legal counsel to Oneida Storage LP in respect of the above noted matter. Oneida Storage LP is proposing to construct a battery storage facility and associated transmission facilities in Haldimand County. Pursuant to the OEB's *Preliminary Filing Requirements for Notice of Proposal Under Sections 80 and 81 of the Ontario Energy Board Act, 1998*, please see the Notice form and supporting information attached hereto.

Yours truly,

BORDEN LADNER GERVAIS LLP

Vellone

John Vellone JV/CB

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	File No: (Board Use Only)
Oneida Storage LP	
Address of Head Office	Telephone Number
30 St. Clair Avenue West, 12 th Floor	416-962-6262
Toronto, Ontario, M4V 3A1	Facsimile Number
	N/A.
	E-mail Address
	legal@northlandpower.com
Name of Individual to Contact	Telephone Number
Mike Zajmalowski	647-288-5578
Director – Market Operations, Regulatory & Compliance Northland Power Inc.	Facsimile Number
	N/A.
	E-mail Address
	Mike.Zajmalowski@northlandpower.com

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party	File No: (Board Use Only)
Oneida Storage GP Ltd.	
Address of Head Office	Telephone Number
30 St. Clair Avenue West, 12 th Floor	416-962-6262
Toronto, Ontario, M4V 3A1	Facsimile Number
	N/A.
	E-mail Address
	legal@northlandpower.com
Name of Individual to Contact	Telephone Number
Mike Zajmalowski	647-288-5578
Director – Market Operations, Regulatory & Compliance Northland Power Inc.	Facsimile Number
	N/A.
	E-mail Address
	Mike.Zajmalowski@northlandpower.com

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.	
	Oneida Storage GP Inc. (managing general partner of Oneida Storage LP)	
	Officers Michelle Chislett – President, CEO, EVP Onshore Renewables Borja Gonzalez-Barba - CFO Yonni Fushman – Chief Legal Officer and Secretary Dino Gliosca – VP, Engineering Nick Zsofcsin – Project Director Nizar Yousef - Managing Director, Business Development – Canada & US	
	Directors Michelle Chislett Borja Gonzalez-Barba Nizar Yoursef Joseph Arcuri Matt Jamieson	

	Shareholders of Oneida Storage GP Ltd. NP Oneida Holdings Inc. ("NPOH") 11456784 Canada Limited ("114") NRStor Incorporated ("NRStor")	
	Limited Partners of Oneida Storage LP NPOH 114 NRStor Aecon Oneida Energy Storage Holdings Inc.	
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. See attached Appendix A.	

1.3 Description of the Businesses of Each of the Parties

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").
	Oneida Storage LP and Oneida Energy Storage LP
	On December 20, 2022, the IESO, Oneida Energy Storage LP ("Old Oneida LP ") and Oneida Storage LP ("Oneida LP ") entered into an assignment and assumption agreement to assign an Energy Storage Proposed Facility Agreement ("ESFA ") from Old Oneida LP to Oneida LP. The ESFA pertains to ownership and operation of the Oneida Energy battery storage proposed facility with an installed capacity of 250 MW and located at 95 Concession 2 – Walpole, Nanticoke, Ontario that includes the following components:
	 the construction of a 250 MW (500 MWh) battery energy storage facility by Oneida LP, comprising of 214 integrated battery packs, an inverter system and a 34.5 kV double bus switchgear collector system;
	 the construction of two step-up transformers by Oneida LP that will directly connect to the Hydro One transmission system; and
	 the construction of approximately 500 metres of 230 kV lines by Hydro One north of the proposed battery storage facility to connect it to Hydro One's N21J and N22J transmission lines.
	(together the " Proposed Facility ")
	On December 21, 2022, Old Oneida LP, Oneida LP, NRStor and 114 entered into an asset transfer agreement to transfer ownership of the Proposed Facility, together with other project assets from Old Oneida LP to Oneida LP.
	NPOH is the majority owner of Oneida LP as shown in Appendix A. NPOH's sole shareholder is Northland Power Inc. (" Northland "). As of March 31, 2023, Northland globally owns or has a net economic interest in 2,616 megawatts ("MW") of power-producing facilities with a total gross operating capacity of approximately 3,026MW and a regulated utility. Northland's facilities produce electricity from clean energy sources for sale primarily under long-term PPAs or other revenue arrangements with creditworthy counterparties. Northland's utility is a distributor and retailer of electricity compensated under a regulated framework. These operating assets provide stable cash flow and are primarily located in Canada, Germany, the Netherlands, Spain and Colombia. Northland's significant assets under construction and development are located in Canada. Mexico. Taiwan. Poland. Germany. Colombia and the United States.

On March 28, 2023, the OEB granted the transfer of Electricity Storage Licence (ES-2021-0071) from Old Oneida LP to Oneida LP. Old Oneida LP was dissolved on May 15, 2023. **Electricity Sector Affiliates** The following entities are Electricity Sector Affiliates of Oneida LP in Ontario: Northland Power Inc. Authorized by Electricity Generation Licence (EG-2003-0103) to operate the following facilities: 1. Kirkland Lake Power Corp. biomass and gas fired generating station, with an installed capacity of 132 MW, located at 505 Archers Drive, Kirkland Lake, Ontario. 2. Northland Power Solar Crosby, with an installed capacity of 10 MW, located at 249 Little Rideau Lake Road, Portland, Ontario. 3. Northland Power Solar Belleville North, with an installed capacity of 10 MW located at Lot 65, Concession 5, Prince Edward County, Ontario. 4. Northland Power Solar Rideau Lakes, with an installed capacity of 10 MW located at 360 Narrow Locks Road, Rideau Lakes, Ontario, 5. Northland Power Solar McCann, with an installed capacity of 10 MW located at 878 McCann Road, Rideau Lakes, Ontario. 6. Northland Power Solar Burks Falls East, with an installed capacity of 10 MW located at 827 Chetwynd Road, Armour, Ontario. 7. Northland Power Solar Belleville South, with an installed capacity of 10 MW located at Lot 61/62, Concession 2, Prince Edward County, Ontario. 8. Thorold CoGen GS, with an installed capacity of 305 MW located at 2 Allanburg Road, Thorold, Ontario. 9. Northland Power Solar Glendale, with an installed capacity of 10 MW located at 18085 County Road 19, Township of South Glengarry, United Counties of Stormont, Dundad and Glengarry, Ontario. 10. Northland Power Solar North Burgess, with an installed capacity of 10 MW located at Part of Lot 13, Concession 9, Tay Valley Township, County of Lanark, Ontario. 11. Northland Power Solar Burks Falls West, with an installed capacity of 10 MW located at Lot 1 to 3. Concession 8. Armour Township. District of Parry Sound. Ontario. 12. McLean's Mountain Wind Farm, with an installed capacity of 60 MW located at RR 1, Little Current, Ontario. 13. Northland Power Solar Martin's Meadows, with an installed capacity of 10 MW located at Lot 16 of Concession 8, Cochrane, Ontario. 14. Northland Power Solar Abitibi, with an installed capacity of 10 MW located at Lots 14 and 15 of Concession 8, Cochrane, Ontario. 15. Northland Power Solar Empire, with an installed capacity of 10 MW located at Lots 17 & 18, Concession 7, Cochrane, Ontario. 16. Northland Power Solar Long Lake, with an installed capacity of 10 MW located at Rural Road #4, Site 1, Box Comp 2, Hunta, Ontario. 17. Grand Bend Wind Farm, with an installed capacity of 100 MW located at RR #2, Zurich, Ontario. McLean's Mountain Wind Limited Partnership Authorized under Electricity Generation Licence (EG-2013-0015) with respect to the ownership of the McLean's Mountain Wind Farm with an installed capacity of 60 MW located at RR 1, Little Current, ON, P0P 1K0. Grand Bend Wind Limited Partnership Authorized under Electricity Generation Licence (EG-2014-0303) with respect to the ownership of the Grand Bend Wind Farm with an installed capacity of 100 MW located at RR#2 Zurich, Ontario N0M 2T0. Thorold CoGen L.P. Authorized under Electricity Generation Licence (EG-2007-0101) with respect to the ownership of Thorold CoGen GS with an installed capacity of 305 MW located at 90 Allanburg Road, Thorold, Ontario. Kirkland Lake Power Corp.

Authorized under Electricity Generation Licence (EG-2003-0101) with respect to the ownership of Kirkland Lake Power Corp. Generating Station with an installed capacity of 132 MW located at 505 Archers Drive, Kirkland Lake, Ontario.

Northland Power Solar Crosby L.P.

Authorized under Electricity Generation Licence (EG-2012-0179) with respect to the ownership of Northland Power Solar Crosby with an installed capacity of 10 MW located at 249 Little Rideau Lake Road Portland, Ontario.

Northland Power Solar McCann L.P.

Authorized under Electricity Generation Licence (EG-2012-0291) with respect to the ownership of Northland Power Solar McCann with an installed capacity of 10 MW located at 878 McCann Road, Rideau Lakes, Ontario.

Northland Power Solar Rideau Lakes L.P.

Authorized under Electricity Generation Licence (EG-2012-0275) with respect to the ownership of Northland Power Solar Rideau Lakes with an installed capacity of 10 MW located at 360 Narrow Locks Road, Rideau Lakes, Ontario.

Northland Power Solar Burks Falls East L.P.

Authorized under Electricity Generation Licence (EG-2012-0292) with respect to the ownership of Northland Power Solar Burks Falls East with an installed capacity of 10 MW located at 827 Chetwynd Road, Armour Township, Ontario.

Northland Power Solar Belleville North L.P.

Authorized under Electricity Generation Licence (EG-2012-0274) with respect to the ownership of Northland Power Solar Belleville North with an installed capacity of 10 MW located at Lot 65, Concession 5, Prince Edward County, Ontario.

Northland Power Solar Belleville South L.P.

Authorized under Electricity Generation Licence (EG-2012-0293) with respect to the ownership of Northland Power Solar Belleville South with an installed capacity of 10 MW located at Lot 61/62, Concession 2, Prince Edward County, Ontario.

Northland Power Solar Glendale L.P.

Authorized under Electricity Generation Licence (EG-2012-0471) with respect to the ownership of Northland Power Solar Glendale, with an installed capacity of 10 MW located at 18085 County Road 19, Township of South Glengarry, United Counties of Stormont, Dundad and Glengarry, Ontario.

Northland Power Solar North Burgess L.P.

Authorized under Electricity Generation Licence (EG-2012-0472) with respect to the ownership of Northland Power Solar North Burgess, with an installed capacity of 10 MW located at Part of Lot 13, Concession 9, Tay Valley Township, County of Lanark, Ontario.

Northland Power Solar Burks Falls West L.P.

Authorized under Electricity Generation Licence (EG-2012-0473) with respect to the ownership of Northland Power Solar Burks Falls West, with an installed capacity of 10 MW located at Lot 1 to 3, Concession 8, Armour Township, District of Parry Sound, Ontario.

Northland Power Solar Abitibi L.P.

Authorized under Electricity Generation Licence (EG-2013-0377) with respect to the ownership of Northland Power Solar Abitibi, with an installed capacity of 10 MW located at Lots 14 and 15 of Concession 8, Cochrane, Ontario.

Northland Power Solar Empire L.P.

Authorized under Electricity Generation Licence (EG-2013-0378) with respect to the ownership of Northland Power Solar Empire, with an installed capacity of 10 MW located at Lots 17 & 18, Concession 7, Cochrane, Ontario.

Northland Power Solar Long Lake L.P.

	Authorized under Electricity Generation Licence (EG-2013-0379) with respect to the ownership of Northland Power Solar Long Lake, with an installed capacity of 10 MW located at Rural Road #4, Site 1, Box Comp 2, Hunta, Ontario.	
	<u>Northland Power Solar Martin's Meadows L.P.</u> Authorized under Electricity Generation Licence (EG-2013-0376) with respect to the ownership of Northland Power Solar Martin's Meadows, with an installed capacity of 10 MW located at Lot 16 of Concession 8, Cochrane, Ontario.	
	Northland Power Energy Marketing Inc. Authorized under Electricity Wholesaler Licence (EW-2018-0342) as an electricity wholesaler.	
	Northland Power Energy Marketing (US) Inc. Authorized under Electricity Wholesaler Licence (EW-2019-0086) as an electricity wholesaler.	
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 locations of service territories or generation facilities, as applicable are described in section 1.3.1 above.	
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.	
	In 2022 fiscal year, the Applicant and its affiliates had total annual revenues from generation of \$295,419,779, which corresponds to the gross electricity generation of approximately 1,327,288 MWh. The generated electricity was supplied directly or indirectly to Independent Electricity System Operator (IESO) administered markets.	
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.	
	Oneida Storage LP 1. Electricity Storage Licence (ES-2021-0071)	
	Please see Section 1.3.1 above for OEB licences/approvals held by Oneida Storage LP's Electricity Sector Affiliates in Ontario. Other than this section 80/81 notice, there are no applications by the parties to the transaction that are currently before the OEB or forthcoming.	

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. Oneida Storage LP and its affiliates have a combined generating capacity of approximately 557 MW in the Province of Ontario prior to the completion of the Proposed Facility.	
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. According to the IESO, in 2022 the total annual Ontario energy demand was 137.5 TWh.	
	The actual MWh production of the Oneida Storage LP and its affiliates in Ontario in 2022 was 1,327,288 MWh. This represents 0.97% of the total annual Ontario energy demand.	

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. Please see section 1.3.1 above.	
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. The generation capacity of Oneida Storage LP and its affiliates will remain unchanged after the completion of the Proposed Facility.	
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. The generation market share will remain unchanged after the completion of the Proposed Facility.	

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 Facility will not impact competition. Aside from the Proposed Facility, there will be no new transmission or distribution systems or generation facilities as a result of the restructuring.	
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. The Proposed Facility will have no impact on open access to the transmission or distribution 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.

The parties to the Proposed Facility are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the Proposed Facility.

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. Output from the Proposed Facility is expected to be supplied to the IESO Administered Markets ("IAM").	
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. Please see section 1.3.1 above for a description of the fuel source, technology used and maximum capacity output. The Proposed Facility can be classified as variable generation. Based on an estimation that the Proposed Facility will be discharging electricity up to 11% of the time, it is estimated that it will typically be in operation for 8,628 hours per year. The Proposed Facility is expected to store and discharge up to 250,000 GWh annually.	
2.1.4	Provide details on whether the generation facility is expected to sign a "must run" contract with the IESO. The Proposed Facility is not expected to be a "must-run" facility.	
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. The Proposed Facility is not expected to serve a load pocket or 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.

NOT APPLICABLE

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.	
	Please see section 1.3.1 above.	
3.1.2	Provide details on whether the generation facilities owned by the acquiring company are or will be directly connected to the transmission or distribution system being acquired or constructed. The Proposed Facility will be directly connected to the Hydro One transmission system.	
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 Proposed Facility is not expected to serve a "load pocket", and is not likely 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 Proposed Facility has not, and 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: Toll Free Number: Fax: Website: Board Secretary's e-mail address:

416-481-1967 1-888-632-6273 416-440-7656 http://www.oeb.gov.on.ca boardsec@oeb.gov.on.ca

Appendix A

A corporate chart describing the relationship between each of the parties to the
 proposed transaction or project and each of their respective affiliates.

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