

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 Applicants

Name of Applicant (acquiring an interest): Algonquin Hydro Holdings Corp.	File No: (Board Use Only)	
Address of Head Office 354 Davis Road, Suite 100 Oakville, Ontario, L6J 2X1 Canada	Telephone Number (365) 292-1526	
	Facsimile Number N/A	
	E-mail Address dahlia.simpson@libertyutiliti es.com	
Name of Individual to Contact Dahlia Simpson	Telephone Number (365) 292-1526	
	Facsimile Number N/A	

	E-mail Address dahlia.simpson@libertyutiliti es.com	
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1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Parties (selling an interest): Algonquin Power (Canada) Holdings Inc.	Board Use Only	
Address of Head Office: 354 Davis Road, Suite 100 Oakville, ON L6J 2X1 Canada	Telephone Number (365) 292-1526	
	Facsimile Number N/A	
	E-mail Address dahlia.simpson@libertyutiliti es.com	
Name of Individual to Contact Dahlia Simpson	Telephone Number (365) 292-1526	
	Facsimile Number N/A	
	E-mail Address dahlia.simpson@libertyutiliti es.com	

Name of Parties (in whom share/units are being acquired): Algonquin Power (Long Sault) Corporation Inc. Algonquin Power (Long Sault) Partnership	Board Use Only	
Address of Head Office:	Telephone Number (365) 292-1526	

354 Davis Road, Suite 100 Oakville, ON L6J 2X1 Canada	Facsimile Number N/A	
	E-mail Address dahlia.simpson@libertyutilities.com	
Name of Individual to Contact Dahlia Simpson	Telephone Number	
	Facsimile Number (365) 292-1526	
	E-mail Address dahlia.simpson@libertyutilities.com	

1.2 Relationship between Parties to the Transaction or Project

1.2.1	<p>Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.</p> <p><u>APPLICANT:</u></p> <p><u>Algonquin Hydro Holdings Corp.</u></p> <p>Directors: Jeffery Norman Darren Myers</p> <p>Officers: Jeffery Norman – President Darren Myers – Treasurer Jennifer Tindale – Secretary</p> <p>Shareholder: Currently Algonquin Tinker (AB) Corp. As of the transfer to which this notice relates, the sole shareholder will be Algonquin Power & Utilities Corp.¹</p> <p><u>TRANSFEROR:</u> <u>Algonquin Power (Canada) Holdings Inc.:</u></p>	
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¹ It is anticipated that Algonquin Tinker (AB) Corp. and 2588875 Alberta Ltd., both currently directly wholly owned subsidiaries of Algonquin Power & Utilities Corp., will amalgamate with Algonquin Hydro Holdings Corp. on or about May 1, 2024 (and in any event prior to the transfer to which this notice relates) to form an amalgamated entity, which will keep the name Algonquin Hydro Holdings Corp. and will be the legal successor to the Algonquin Hydro Holdings Corp. The successor entity will be directly wholly owned by Algonquin Power & Utilities Corp. The directors and officers of the amalgamated entity will be the same as shown above, except that Chris Huskison will be a director and President in place of Jeffery Norman. The contact information for Algonquin Hydro Holdings Corp. will remain the same as set out in this Notice.

	<p>Directors: Christopher Huskilson Darren Myers</p> <p>Officers: Christopher Huskilson – President Darren Myers – Treasurer Jennifer Tindale – Secretary Anthony Johnson – Vice President Jeffery Norman – Vice President</p> <p>Shareholders: Algonquin Power Co. – 559,332,251 Class A Common (83.08%) 2496838 Ontario Inc. – 82,261,761 Class B Common (12.22%) St. Leon Wind Energy GP Inc. – 31,610,912 Class C Common (4.70%) KMS Power Income Fund: 1 preferred share (non-voting) Algonquin Power Trust: 29,037 preferred shares (non-voting)</p> <p><u>OTHER PARTIES (in whom shares/units are being acquired)</u></p> <p><u>Algonquin Power (Long Sault) Corporation Inc.:</u></p> <p>Directors: Jeffery Norman Darren Myers</p> <p>Officers: Jeffery Norman – President Anthony Johnston – Vice President Darren Myers – Treasurer Jennifer Tindale – Secretary</p> <p>Shareholder: Algonquin Power (Canada) Holdings Inc.</p> <p><u>Algonquin Power (Long Sault) Partnership</u></p> <p>Partners: Algonquin Power (Canada) Holdings Inc. (99.9%) Algonquin Power (Long Sault) Corporation Inc. (0.1%)</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>Please see Appendix 1.</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><u>Parties to the Transaction:</u></p> <p><u>Applicant</u></p> <p>Algonquin Hydro Holdings Corp.</p> <p>Algonquin Hydro Holdings Corp. (the "Applicant") is a corporation existing under the <i>Business Corporations Act</i> (Alberta). The Applicant will be, as of the transfer to which this notice relates, wholly owned by Algonquin Power & Utilities Corp. ("APUC"), a corporation existing under the <i>Canada Business Corporations Act</i> and publicly traded on the Toronto Stock Exchange and the New York Stock Exchange. APUC's operations are organized across two primary business units consisting of: the Regulated Services Group, which primarily owns and operates a portfolio of regulated electric, water distribution and wastewater collection and natural gas utility systems and transmission operations in the United States, Canada, Bermuda and Chile; and the Renewable Energy Group, which primarily owns and operates, or has investments in, a diversified portfolio of renewable and thermal energy generation assets.</p> <p>APUC's Renewable Energy Group is principally owned by Algonquin Power Co. ("APCo"), a trust whose units are wholly owned by APUC.</p> <p>APCo owns 83.08% of the common shares in Algonquin Power (Canada) Holdings Inc. ("APCH"). Two other APUC subsidiaries, namely 2496838 Ontario Inc. and St. Leon Wind Energy GP Inc., own the remaining 12.22% and 4.70% of common shares in APCH.</p> <p>The proposed transfer will, once completed, result in the Applicant acquiring all of the shares of Algonquin Power (Long Sault) Corporation Inc. ("Long Sault Inc.") from APCH and nearly all partnership units in Algonquin Power (Long Sault) Partnership ("Long Sault Partnership") from APCH (which owns 99.9% of the partnership units in Long Sault Partnership). Long Sault Inc. will retain its current ownership of 0.1% of the partnership units of Long Sault Partnership.</p> <p>Long Sault Partnership is party to a joint venture with N-R Power Partnership (a third party not involved in the internal reorganization being undertaken by APUC). Long Sault Partnership and N-R Power Partnership by way of this joint venture each own a 50% undivided interest in the Long Sault Generating Station, a hydroelectric facility with an installed capacity of 18 MW located at Long Sault Rapids on the Abitibi River in Blount Township, District of Cochrane, Ontario (the "Facility"), and associated transmission and distribution systems.</p> <p>Long Sault Partnership and N-R Power Partnership jointly hold an electricity generation licence under the OEB Act.</p> <p><u>Vendor</u></p> <p>Algonquin Power (Canada) Holdings Inc.</p> <p>APCH is a holding company existing under the laws of Ontario. It is owned by APCo (83.08%), 2496838 Ontario Inc. (12.22%) and St. Leon Wind Energy GP Inc. (4.70%), all of which are, in turn, owned directly or indirectly by APUC.² APCH is therefore a wholly owned subsidiary of APUC. APCH owns an indirect 50% interest in the Facility through its ownership of Long Sault Partnership, as described above and also holds ownership interests in OEB-licensed generators Windlectric Inc. and Cornwall Solar Inc.</p> <p><u>OTHER PARTIES (in whom the Applicant is acquiring an interest)</u></p>	
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² Non-voting preferred shares in Algonquin Power (Canada) Holdings Inc. are also held by Algonquin Power Trust (29,037 preferred shares) and KMS Power Income Fund (1 preferred share). KMS Power Income Fund is wholly and directly owned by Algonquin Power Trust, which is wholly and directly owned by APCo. It is expected that the Class B units held by APUC in St. Leon Wind Energy LP will be transferred to APCo, either before or after the proposed transfer to which this Notice relates.

	<p>Algonquin Power (Long Sault) Corporation Inc.</p> <p>Long Sault Inc. is wholly owned by APCH and is the holder of 0.1% of the partnership units of Long Sault Partnership.</p> <p>Algonquin Power (Long Sault) Partnership</p> <p>Long Sault Partnership is a partnership that holds an 50% undivided interest in the Facility and associated transmission and distribution infrastructure. Long Sault Partnership jointly holds Electricity Generation Licence EG-2022-0215, which authorizes it to jointly own and operate the Facility with N-R Power Partnership.</p> <p>As discussed above, APCH and Long Sault Inc. respectively own 99.9% and 0.1% of the partnership units of Long Sault Partnership.</p>	
<p>1.3.2</p>	<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>The following parties do NOT serve a geographic territory:</p> <ul style="list-style-type: none"> Algonquin Power & Utilities Corp. Algonquin Power Co. Algonquin Hydro Holdings Corp. Algonquin Power (Long Sault) Corporation Inc. Algonquin Power (Long Sault) Partnership <p>Electricity Sector Affiliates:</p> <p><u>Windlectric Inc.</u></p> <p>Windlectric Inc. holds legal title to a wind facility known as the Amherst Island Wind Project with an installed capacity of 74.112 MW located on Amherst Island, Stella, Ontario.</p> <p><u>Cornwall Solar Inc.</u></p> <p>Cornwall Solar Inc. holds legal title to the Cornwall Solar Project³ with an installed capacity of 10 MW located at 18337 Country Road 19, Cornwall, Ontario.</p>	
<p>1.3.3</p>	<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><u>Algonquin-N-R Power Joint Venture</u></p> <p>The joint venture comprised of Long Sault Partnership and N-R Power Partnership that owns the Facility sold 107.85 GWh of electricity in 2023 and had total sales of C\$ 14,665,110.02 for 2023.</p> <p><u>Windlectric Inc.</u></p> <p>Windlectric Inc., which owns the Amherst Island Wind Project, sold 186.52 GWh of electricity in 2023 and had total sales of C\$ 28,802,503.58 for 2023.</p> <p><u>Cornwall Solar Inc.</u></p> <p>Cornwall Solar Inc., which owns the Cornwall Solar Project sold 13.93 GWh of electricity in 2023 and had total sales of C\$ 5,723,640.31 for 2023.</p>	

³ Please note that this generation station is referred to as the “Cornwall Ground Mount Solar Project” in Cornwall Solar Inc.’s Electricity Generation Licence EG-2013-0265.

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>Long Sault Partnership jointly holds OEB Electricity Generation Licence EG-2022-0215 along with N-R Power Partnership.</p> <p>N-R Power Partnership is not a party to the transaction giving rise to this Notice of Proposal, but it is a partner in the joint venture owning and controlling the Facility. N-R Power Partnership holds OEB Electricity Generation Licence EG-2022-0215.</p> <p>Windlectric Inc. holds OEB Electricity Generation Licence EG-2017-0120.</p> <p>Cornwall Solar Inc. holds OEB Electricity Generation Licence EG-2013-0265.</p>
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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> <table border="1" style="margin-left: 40px;"> <thead> <tr> <th style="text-align: left;">Entity</th> <th style="text-align: left;">MW</th> </tr> </thead> <tbody> <tr> <td>Long Sault Partnership/N-R Power Partnership Joint Venture</td> <td>18 MW</td> </tr> <tr> <td>Windlectric Inc.</td> <td>74.112 MW</td> </tr> <tr> <td>Cornwall Solar Inc.</td> <td>10 MW</td> </tr> <tr> <td>TOTAL</td> <td>102.11 MW</td> </tr> </tbody> </table> <p>Please note that the 18-MW Long Sault Generating Station is owned by a joint venture between Long Sault Partnership and N-R Power Partnership. Long Sault Partnership only owns a 50% undivided interest in the Facility. Accordingly, the total generating capacity of 18 MW associated with the Facility should not be attributed solely to Long Sault Partnership.</p>	Entity	MW	Long Sault Partnership/N-R Power Partnership Joint Venture	18 MW	Windlectric Inc.	74.112 MW	Cornwall Solar Inc.	10 MW	TOTAL	102.11 MW
Entity	MW										
Long Sault Partnership/N-R Power Partnership Joint Venture	18 MW										
Windlectric Inc.	74.112 MW										
Cornwall Solar Inc.	10 MW										
TOTAL	102.11 MW										
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 2023, Ontario's total annual electricity consumption was 137.1 TWh. (Source: http://www.ieso.ca/en/Corporate-IESO/Media/Year-End-Data)</p> <p>In 2023, the Long Sault Generating Station co-owned by the joint venture formed by Long Sault Partnership and N-R Power Partnership produced a total of 53.93 GWh of electricity. This production represented less than 0.04% of the total Ontario energy demand. This number is prorated to reflect Long Sault Partnership's 50% ownership interest in the generating station to accurately reflect the market share of Long Sault Partnership (and, therefore, the market share of the Applicant and APUC).</p> <p>In 2023, the Amherst Island Wind Project owned by Windlectric Inc. produced a total of 186.52 GWh of electricity. This production represented less than 0.1% of the total Ontario energy demand.</p> <p>In 2023, the Cornwall Solar Project owned by Cornwall Solar Inc. produced a total of 13.93 GWh of electricity. This production represented approximately 0.01% 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>Please see the accompanying cover letter, which includes a detailed description of the proposed transaction.</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>The proposed transaction will not change the generation capacity of the parties and their Electricity Sector Affiliates.</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>Since the proposed transaction does not change the generation produced by the parties and their respective Electricity Sector Affiliates, there will be no change in their respective market shares as a result of the proposed transaction. Moreover, the proposed transaction will not change the total market share of the parties and their Electricity Sector Affiliates combined.</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. As a result of the proposed internal reorganization, the Applicant, a wholly owned subsidiary of APUC, will acquire the shares of Long Sault Inc. and nearly all (99.9%) of the partnership units of Long Sault Partnership. The Applicant will also, as a result of the acquiring the shares of Long Sault Inc., obtain indirect control over the remaining 0.1% of partnership units in Long Sault Partnership.</p> <p>The Applicant is not acquiring an interest in any other Electricity Sector Affiliates.</p> <p>The proposed reorganization does not substantively change the status quo, as the relevant transmission facilities and generation facilities co-owned by Long Sault Partnership in Ontario will continue to be controlled, to the same extent as they are currently, by Long Sault Partnership and its ultimate parent company APUC.</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 transaction will have no impact on open access. The transaction will not give rise to adverse impacts on the development or maintenance of a competitive market in Ontario, and open access to the transmission and distribution system is not a relevant concern since the transmission and distribution systems co-owned by Long Sault Partnership and N-R Power Partnership are used solely for the purpose of conveying generation output to the IESO-controlled grid (the "Grid").</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>Yes, the parties to the proposed transaction confirm that to the best of their knowledge they are each in compliance with all licence and code requirements and will continue to be in compliance after completion of the proposed transaction.</p>
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PART II: SECTION 80 OF THE ACT—TRANSMITTERS AND DISTRIBUTORS ACQUIRING AN INTEREST IN GENERATORS OR CONSTRUCTING A GENERATION FACILITY

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

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	<p>Provide a description of the transmission or distribution system being acquired or constructed.</p> <p>Long Sault Partnership is an independent power producer that is the co-owner, jointly with N-R Power Partnership, of the Long Sault Generating Station, as well as certain associated connection lines that connect and convey generation output to IESO-controlled grid. The Generating Station, composed of four units in parallel, is connected to a 4.16 kV bus system. This bus system is connected via underground 4.16 kV cables to the generator's 20 MVA step-up transformer. The 130 kV side of the transformer (T1) connects via a 23.5km transmission line (L8L) to the Hunta Switching Station which is also co-owned by Long Sault Partnership. The site's mid-span openers are the last connection device that joins to the Hydro One Networks Inc. ("Hydro One") transmission system at the Hydro One-owned Hunta Switching Station (downstream of the generator's switching station), which system forms part of the IESO-controlled grid.</p>	
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>Yes, because the proposed transaction will transfer indirect ownership of a 50% undivided interest in the Facility and associated transmission and distribution assets from APCH to the Applicant. This internal reorganization of the ownership structure of the APUC entities will not result in the acquisition by APUC and its subsidiaries of an interest in any additional transmission or distribution systems.</p> <p>The transmission and distribution systems that give rise to this Application are co-owned by Long Sault Partnership and N-R Power Partnership and are used to connect the generation Facility co-owned by Long Sault Partnership and N-R Power Partnership to the Grid.</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 Facility does not serve a "load pocket".</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 Facility is not a "must-run" facility.</p>	

How to Contact the Ontario Energy Board

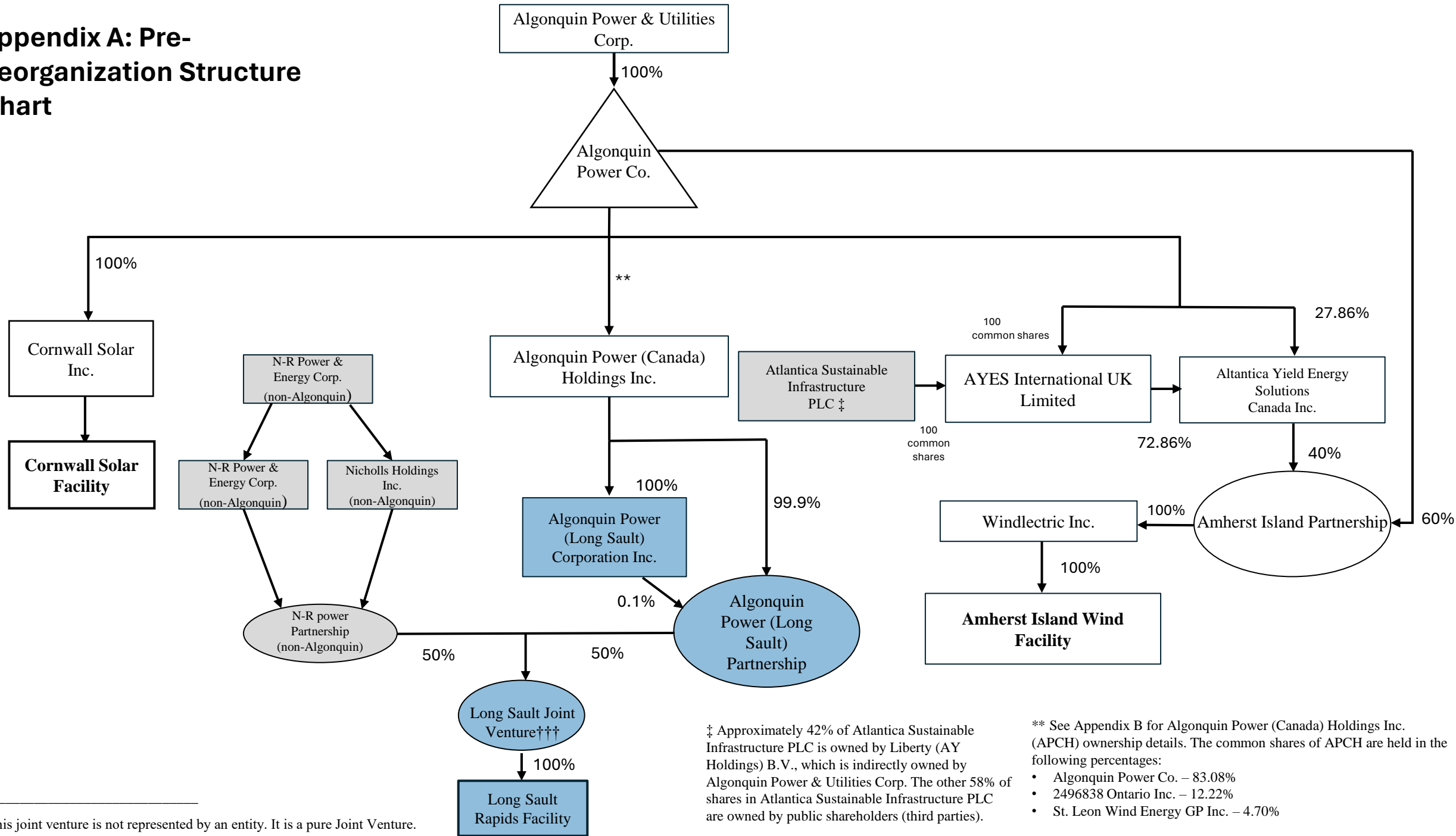
The Ontario Energy Board is located at:
P.O. Box 2319
2300 Yonge Street, Suite 2701
Toronto, Ontario
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Telephone: 416-481-1967
Toll Free Number: 1-888-632-6273

Fax: 416-440-7656
Website: <http://www.oeb.gov.on.ca>
Board Secretary's e-mail address: boardsec@oeb.gov.on.ca

APPENDIX A

Appendix A: Pre-Reorganization Structure Chart



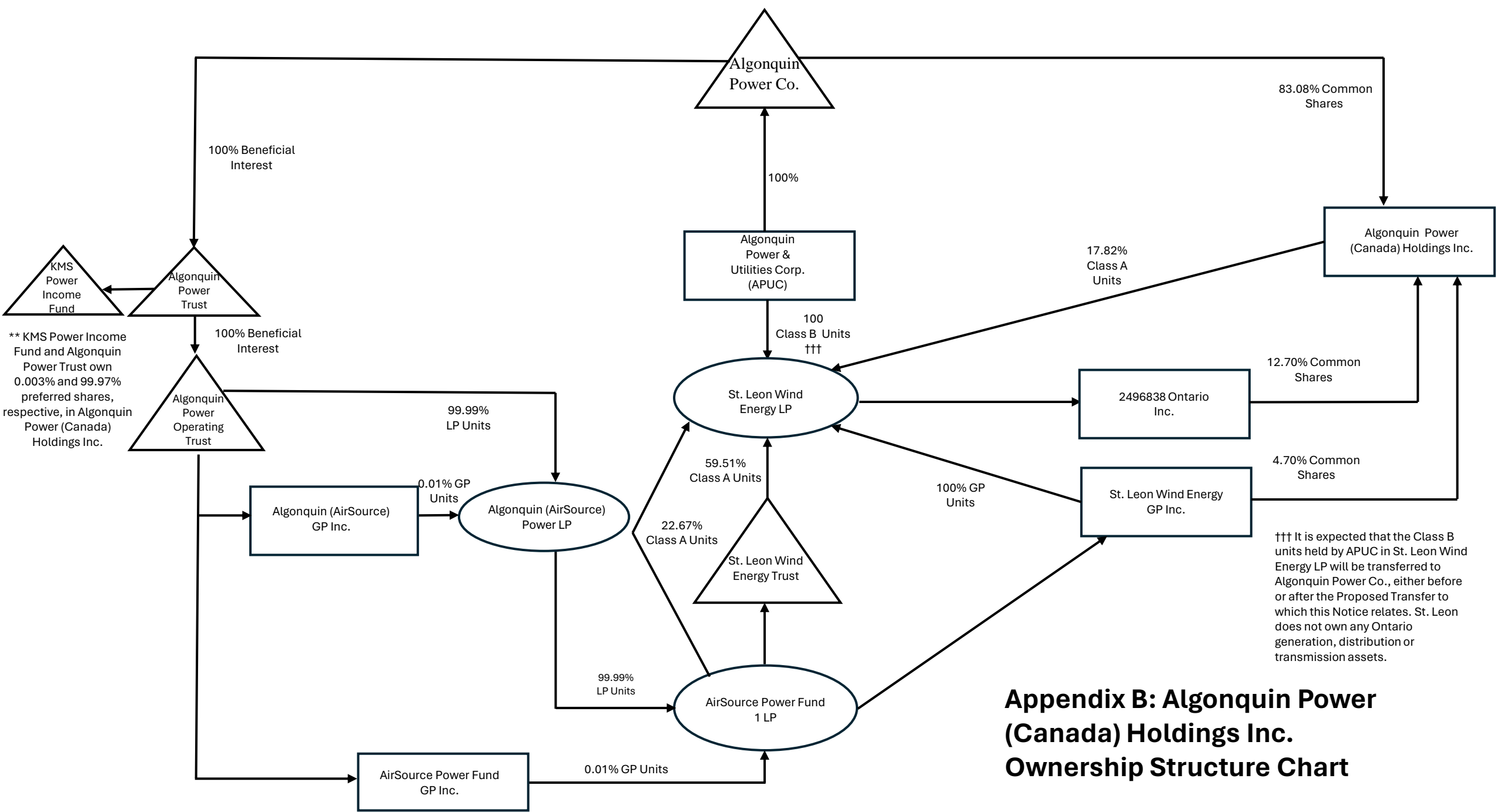
††† This joint venture is not represented by an entity. It is a pure Joint Venture.

‡ Approximately 42% of Atlantica Sustainable Infrastructure PLC is owned by Liberty (AY Holdings) B.V., which is indirectly owned by Algonquin Power & Utilities Corp. The other 58% of shares in Atlantica Sustainable Infrastructure PLC are owned by public shareholders (third parties).

** See Appendix B for Algonquin Power (Canada) Holdings Inc. (APCH) ownership details. The common shares of APCH are held in the following percentages:

- Algonquin Power Co. – 83.08%
- 2496838 Ontario Inc. – 12.22%
- St. Leon Wind Energy GP Inc. – 4.70%

APPENDIX B

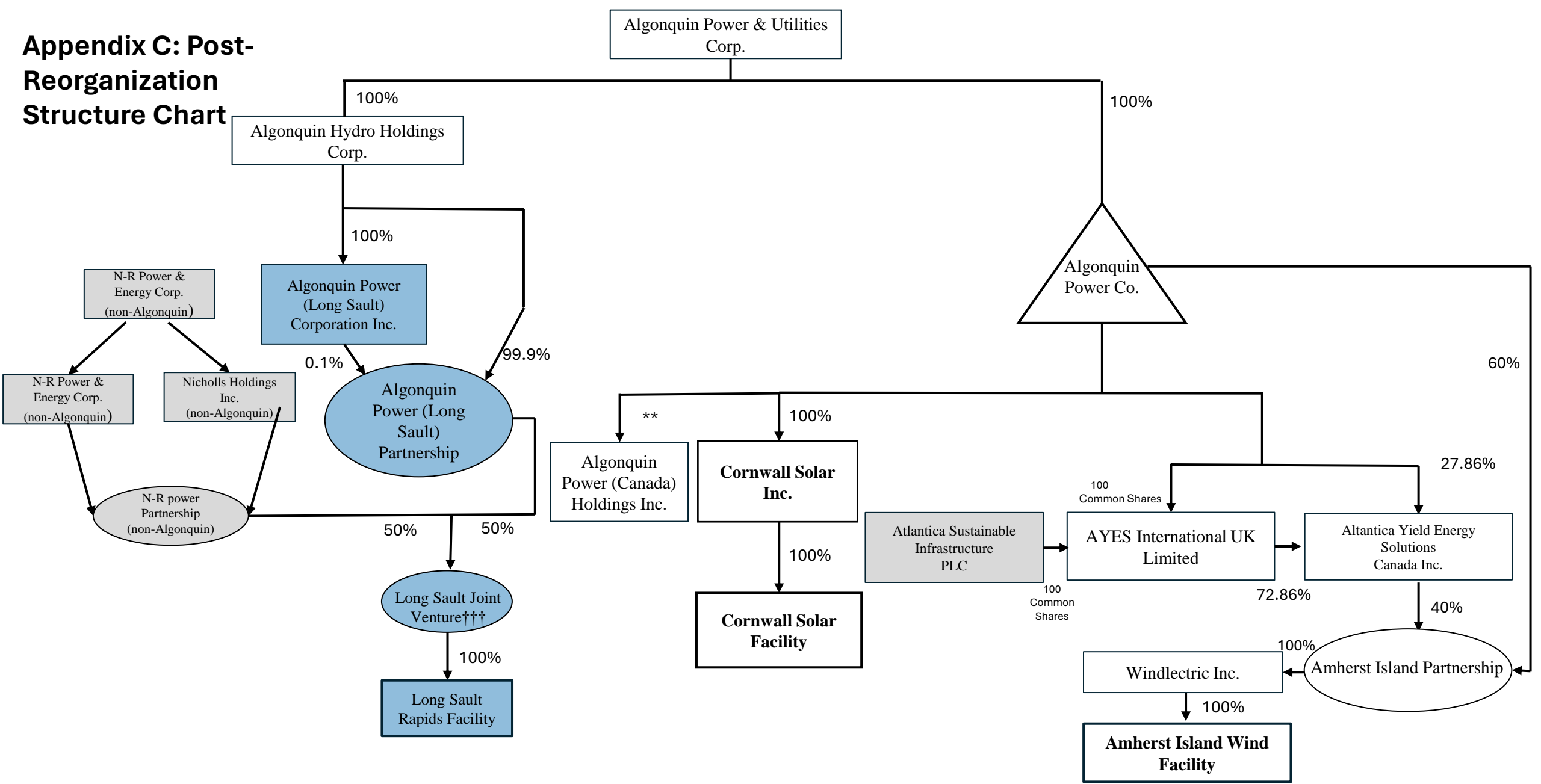


††† It is expected that the Class B units held by APUC in St. Leon Wind Energy LP will be transferred to Algonquin Power Co., either before or after the Proposed Transfer to which this Notice relates. St. Leon does not own any Ontario generation, distribution or transmission assets.

Appendix B: Algonquin Power (Canada) Holdings Inc. Ownership Structure Chart

APPENDIX C

Appendix C: Post-Reorganization Structure Chart



††† This joint venture is not represented by an entity. It is a pure Joint Venture

** See Appendix B for Algonquin Power (Canada) Holdings Inc. ownership details. These will not change as a result of the proposed reorganization.