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File 291088

#### CONFIDENTIAL

October 25, 2024

#### **BY EMAIL**

Ontario Energy Board Yonge-Eglinton Centre 2300 Yonge Street, Suite 2700 Toronto, ON M4P 1E4 Email: registrar@oeb.ca

Attention: Nancy Marconi, Registrar

Dear Ms. Marconi:

Re: Wind AcquisitionCo Limited Partnership – Notice of Proposal under Section 81 of the <i>Ontario Energy Board Act, 1998</i> and Confidentiality Request
We are counsel to Wind AcquisitionCo Limited Partnership (the "Applicant").
On behalf of the Applicant, please find enclosed a Notice of Proposal being submitted to the Ontario Energy Board (the "Board") pursuant to section 81 of the <i>Ontario Energy Board Act</i> , 1998 (the "OEB Act"). As described in the attached Notice of Proposal, the Applicant intends to purchase (the "Proposed Transaction") an approximately 49% ownership interest in the Project (the "Project") from (collectively, the "Sellers"). The Project is a MW wind generation facility located in , Ontario.
The Applicant and the Sellers are in the process of finalizing arrangements for the closing of the Proposed Transaction and wish to close the Proposed Transaction as soon as possible, and in any event prior to December 13, 2024, subject to the Board's determination that the transaction does not require a review under section 81 of the OEB Act. Accordingly, the Applicant respectfully requests that the Board expedite its review of the Notice of Proposal and issue a "no review letter" by December 6, 2024.
In addition, because each of the Sellers is a wholly-owned subsidiary of a publicly-traded company listed on the Toronto Stock Exchange (Symbol: ), the Applicant requests pursuant to Rule 10.01 of the Board's <i>Rules of Practice and Procedure</i> that all parts of this

Notice of Proposal dealing with the Sellers, the Project, and any affiliates thereof be treated as confidential until such time that the Proposed Transaction is publicly disclosed by ...... The Applicant

and the Sellers are in the advanced stages of negotiation of a definitive purchase and sale agreement with respect to the Proposed Transaction. As required by securities legislation, intends to publicly disclose the execution and delivery of the purchase and sale agreement promptly after it is signed. However, as a result of strong desire to complete the Proposed Transaction prior to December 13, 2024, the Applicant was required to submit its Notice of Proposal prior to the execution of the definitive purchase and sale agreement in order to allow the Board sufficient time to review and consider it, and to issue a "no review letter" sufficiently in advance of the targeted closing date.

In order for to comply with its obligations under securities legislation, confidential treatment of the Notice of Proposal is required to ensure that news of the Proposed Transaction is not made available to members of the public prior to its general dissemination by by way of press release. To facilitate this request, and in accordance with the Board's *Practice Direction on Confidential Filings*, the Applicant has provided both redacted and un-redacted copies of this cover letter and the Notice of Proposal for the Board's consideration. The Applicant is simply requesting confidential treatment until such time as has announced the Proposed Transaction to the public. We trust that the Applicant's Notice of Proposal will continue to be processed while the Board considers this confidentiality request. We confirm that following announcement of the Proposed Transaction, the Board will be free to publish this Notice of Proposal and, following its decision in relation to the Notice of Proposal, to publish its full decision in accordance with its customary practice.

We ask that the Board please direct all communications regarding the Notice of Proposal to both the Applicant at the address provided in the enclosed Notice of Proposal and to counsel at the address provided above.

Yours truly.

Robyn Barabash

**Enclosures** 

CC Wind AcquisitionCo Limited Partnership
Wind AcquisitionCo Limited Partnership

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## Ontario Energy Board

# Preliminary Filing Requirements for 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 Notice of Proposal to the Board under section 80 or 81 of the *Ontario Energy Board Act*, 1998 (the "Act"), but who are not required to apply for an order of the Board under any other section of the Act as part of the same proposed transaction or project. This form does not apply to parties who are also, as part of the same transaction or project, applying for other orders of the Board such as under s. 85, 86, or 92.

#### 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: (OEB Use Only)	
Wind AcquisitionCo Limited Partnership, by its general partner, Wind AcquisitionCo GP Inc. (collectively, the "Applicant")		
Address of Head Office	Telephone Number	
	Facsimile Number	
	E-mail Address	
Name of Individual to Contact	Telephone Number	
	Facsimile Number	
	E-mail Address	

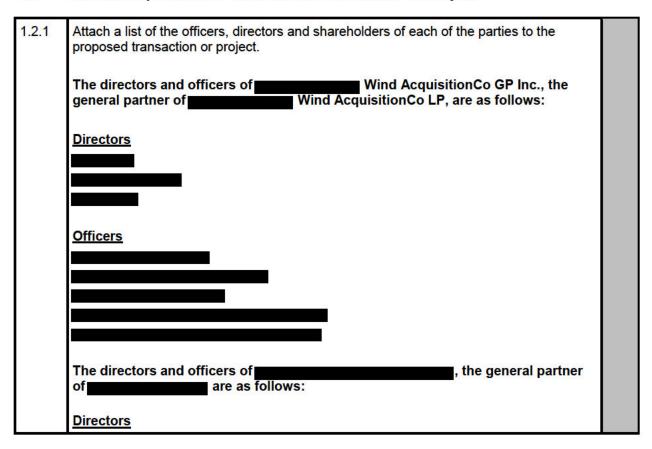
## 1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party	OEB Use Only	
(collectively the "Sellers")		
Address of Head Office	Telephone Number	
	Facsimile Number	
	E-mail Address	
Name of Individual to Contact	Telephone Number	
	Facsimile Number	
	E-mail Address	
Name of Other Party	OEB Use Only	
(collectively, the "Purchased Entities").		
Pursuant to an internal reorganization that shall occur prior to completion of the Proposed Transaction, an Ontario corporation will be incorporated and serve as the general partner of (the "New General Partner Corporation"). The Applicant will acquire an interest in and the New General Partner Corporation.		

Please see "Appendix A" for a corporate chart of the pre- and post-closing acquisition structure.		
Address of Head Office	Facsimile Number  E-mail Address	
Name of Individual to Contact	Facsimile Number  E-mail Address	

## 1.2 Relationship Between Parties to the Transaction or Project



Officers  The directors and officers of the	
The directors and officers of	
managing partner of the same and and	
managing partner of and general partner of a general partner	
<u>Directors</u>	
<u>Officers</u>	
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 "Appendix A" for a corporate chart of the pre- and post-closing acquisition structure.

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

1.3.1	Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licenced to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licenced in Ontario ("Electricity Sector Affiliates").	
	Applicant	
	These interests are set out in more detail in "Appendix B" hereto.	
	The Applicant is a special-purpose limited partnership established under the laws of the Province of Ontario and a subsidiary of and thus indirectly controlled by . The Applicant was established for the sole purpose of carrying out the Proposed Transaction (as defined below) on behalf of and it does not engage in any other commercial activities.	
	Pursuant to the proposed transaction, the Applicant will acquire from the Sellers approximately 49% of their collective ownership interests in each of the Purchased Entities, which in turn together own 100% of the "Project") (the "Proposed Transaction").	
	The remaining 51% interest in the Purchased Entities, and in turn the Project, will continue to be owned by the Sellers.	
	Sellers	
	interests in power generation assets in Ontario are set out in more detail in "Appendix C" hereto.	
	Co-Investors	
	It is currently proposed that one or possibly two co-investors will take passive, non-controlling equity positions in Wind HoldCo Limited  Partnership (which is to own 99.99% of the Applicant, see "Appendix A") prior to or shortly after closing of the Proposed Transaction. is in discussions with potential co-investors, all of which are institutional investors such as pension plans, life insurance companies, etc. However, in all circumstances, Wind HoldCo Limited Partnership, and consequently the Applicant, will remain a controlled affiliate of Further, it is expected that any co-investor will have only indirect, de minimis ownership interests in power generation assets located in Ontario, if any.	

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.  **Applicant** Refer to "Appendix B" and "Appendix D" hereto.  **Sellers** Refer to "Appendix C" and "Appendix E" hereto.	
1.3.3	Attach a breakdown of the annual sales (in C\$, and in MWh) as of the most recent year end of the existing generation output among the IMO Administered Markets ("IAM"), bilateral contracts, and local distribution companies.	
	In 2023, the Project had annual sales through the IAM of management from MWh of generation.	
	and its affiliates had annual sales through the IAM in the fiscal year of 2023 of on a gross basis and on a net basis from MWh production on a gross basis and MWh production on a net basis. or its affiliates do not sell energy through physical bilateral contracts (as such term is defined in the IESO Market Rules) and do not own or operate any local distribution companies.	
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 Director of Licensing or the Board, or forthcoming. Please include all Board file numbers.	
	Applicant	
	Please refer to "Appendix B" for Board licences held by affiliates of the Applicant.	
	Sellers	
9	Please refer to "Appendix C" for Board licences held by affiliates of the Sellers.	

## 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 Energy Sector Affiliates, prior to the completion of the proposed transaction or project.	
	The total generation capacity for the facilities indirectly owned by in Ontario prior to the completion of the Proposed Transaction is approximately MW or a weighted average (owned) capacity of approximately MW when adjusted for the fractional ownership interests held by	
	The Project is a facility with an installed capacity of MW.	

	The total generation capacity for the facilities owned by the Sellers in Ontario prior to the completion of the Proposed Transaction is approximately MW or a weighted average (owned) capacity of approximately MW when adjusted for the fractional ownership interest held by the Sellers.	
1.4.2	Describe the generation <b>market share</b> 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 Energy Sector Affiliates, <b>prior to</b> completion of the proposed transaction or project.	
	The output from the generation facilities indirectly owned by MWh on a gross basis and MWh on a net basis, when adjusted for the fractional ownership interests held by This represents and which and the second of the fractional ownership interests held by MWh on a net basis, when adjusted for the fractional ownership interests held by This represents and MWh on a net basis, when adjusted for the fractional ownership interests held by MWh on a net basis, when adjusted for the fractional ownership interests held by MWh on a net basis, when adjusted for the fractional ownership interests held by MWh on a net basis, when adjusted for the fractional ownership interests held by MWh on a net basis, when adjusted for the fractional ownership interests held by MWh on a net basis, when adjusted for the fractional ownership interests held by MWh on a net basis, when adjusted for the fractional ownership interests held by MWh on a net basis, when adjusted for the fractional ownership interests held by MWh on a net basis, when adjusted for the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership interests held by MWh on a net basis of the fractional ownership inte	
	The output from the generation facilities owned by the Sellers in Ontario in 2023 was MWh on a gross basis and MWh on a net basis when adjusted for fractional ownership interests held by the Sellers. This represents % and %, respectively, of total annual Ontario energy demand for 2023 of 137.1 TWh, as indicated in the IESO's 2023 Year in Review.	
	Description of the Proposed Transaction or Project and Impact on Competition General	on -
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.	
	Description of Transaction	
	As described in Section 1.3.1 above and "Appendix A", pursuant to the Proposed Transaction, the Applicant will acquire an approximately 49% ownership interest in each of the Purchased Entities, and in turn will own approximately 49% of the Project.	
	Description of Project	
	The Project is a MW wind project located on approximately in	
	, Ontario. The power from the Project is supplied to the IAM as a variable generation resource, under the terms of a Feed-In Tariff Power Purchase Agreement (the "PPA"), with a COD of and and is set to expire on the IESO under the PPA. The Project is managed by the IESO under the PPA. The Project is managed by the IESO under the IESO	
	The Project supplies power to the provincial grid and the Project interconnects to Hydro One Networks Inc.'s ("HONI") . The Project includes approximately km of collector lines which may be considered a distribution line. The majority of these distribution voltage collectors are located underground and there is no transmission line associated with the Project.	

	is a party to a Transmission Connection Agreement with HONI.	
	is a party to a Transmission Connection Agreement with HOM.	
	See "Appendix F" for a map of the Project.	3
1.5.2	Describe the generation <b>capacity</b> (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Energy Sector Affiliates, after the completion of the proposed transaction or project.	
	The total generation capacity for the facilities indirectly owned by in Ontario after the completion of the Proposed Transaction is approximately MW or a weighted average (owned) capacity of approximately MW, when adjusted for the fractional ownership interests held by	
	The total generation capacity for the facilities owned by the Sellers in Ontario after the completion of the Proposed Transaction is approximately MW or a weighted average (owned) capacity of approximately MW when adjusted for the fractional ownership interest held by the Sellers.	
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 Energy Sector Affiliates, after the completion of the proposed transaction or project.	
	The Applicant estimates that its output from the generation facilities indirectly owned by MWh on a gross basis and MWh on a net basis. This represents MWh on a gross basis and MWh on a net basis. This represents MWh on a net basis and MWh on a net basis. This represents MWh on a net basis and MWh on a net basis. This represents MWh on a net basis and MWh on a net basis. This represents MWh on a net basis and MWh on a net basis. This represents MWh on a net basis and MWh on a net basis. This represents MWh on a net basis and MWh on a net basis. This represents MWh on a net basis and MWh on a net basis. This represents MWh on a net basis and MWh on a net basis. This represents MWh on a net basis and MWh on a net basis.	
	The Sellers estimate that the output from the generation facilities owned by the Sellers in Ontario, after the completion of the Proposed Transaction, is MWh on a gross basis and MWh on a net basis when adjusted for fractional ownership interests held by the Sellers. This represents % and %, respectively, of total annual Ontario energy demand for 2023 of 137.1 TWh, as indicated in the IESO's 2023 Year in Review.	
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 Applicant does not expect the Proposed Transaction to have any material impact on competition. The Applicant and its respective affiliates currently own, operate and produce – and will own, operate and produce after the Proposed Transaction – a relatively immaterial share of the provincial generation capacity and energy production.	
1.5.5	Provide confirmation that the proposed transaction or project will have no impact on open access to the transmission or distribution system of the parties or their affiliates. If open access will be affected explain how and why.	

Confirmed. The distribution voltage collectors are used solely to convey energy generated by the Project to

#### 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 Applicant confirms that, to the best of its knowledge, it is in material compliance with all license and code requirements and that it will continue to be in compliance after completion of the Proposed Transaction.

Each of the Sellers confirms that, to the best of its knowledge, it is in material compliance with all license and code requirements and that it will continue to be in compliance after completion of the Proposed Transaction.

# PART II: TRANSMITTERS, DISTRIBUTORS ACQUIRING OR CONSTRUCTING GENERATORS - SECTION 80

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

## 2.1 Effect on Competition

2.1.2	Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.	
	N/A	
2.1.3	Provide a description of the generation including fuel source, technology used, maximum capacity output, typical number of hours of operation in a year, and peaking versus base-load character.  N/A	
2.1.4	Provide details on whether the generation facility is expected to be a "must run" facility.	
Sec. 86.07 (40.47 (10.43)	N/A	
2.1.5	Provide details of whether the generation facility is expected to serve a "load pocket", or is likely to be "constrained on" due to transmission constraints.	
2	N/A	

## 2.2 System reliability

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

2.2.1	Provide reasons why the proposal is <b>required</b> to maintain the reliability of the transmission or distribution system. Provide supporting studies.  N/A	
2.2.2	Discuss the effect of the proposal on the <b>adequacy</b> (ability of supply to meet demand) of supply in the relevant control area or distribution region, citing effects on capacity plus reserve levels in comparison to load forecasts.  N/A	
2.2.3	Discuss the effect of the proposal on the <b>security</b> (ability of supply to respond to system contingencies) of supply.  N/A	

2.2.4 Provide a copy of the IMO Preliminary System Impact Assessment Report, if completed, and the IMO Final System Impact Assessment Report, if completed. If the IMO is not conducting a System Impact Assessment Report, please explain.

N/A

# PART III: GENERATORS ACQUIRE OR CONSTRUCT TRANSMISSION, DISTRIBUTION - SECTION 81

All applicants filing 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 refer to the response in Section 1.5.1 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 Project is directly connected to the HONI  The Project includes approximately km of collector lines which may be considered a distribution line. The majority of these distribution voltage collectors are located underground and there is no transmission line associated with the Project.  It is a party to a Transmission Connection Agreement with HONI.	
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 Project offers energy into the IAM in accordance with the PPA and is not	
	expected to serve a "load pocket". Further, the generation facility has a fuel source of wind and is therefore not capable of being constrained on.	
3.1.4	Provide details on whether the generation facilities are expected to be "must-run" facilities.	
	The Project is not expected to be a "must run" facility.	

### How to Contact Us at the Ontario Energy Board

The Ontario Energy Board is located at:

2300 Yonge Street, Suite 2601 Toronto, Ontario M4P 1E4 Telephone: Fax: Website: (416) 481-1967 (416) 440-7656

http://www.oeb.gov.on.ca boardsec@oeb.gov.on.ca Board Secretary's email address:

## **APPENDIX B**

1.3.1 Description of Business of Each of the Parties (Applicant)

## I. LICENCED FACILITIES OWNED BY WHOLLY OWNED SUBSIDIARIES OF

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
		8			

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
g)					
			73		
e)					

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## II. LICENCED FACILITIES OWNED BY WHOLLY OWNED SUBSIDIARIES OF

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility

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## III. LICENCED FACILITIES IN WHICH

Name of Investment	Asset Type	Licensee	Ownership	License Number	Issue Date	Expiry Date	Facility
3							

Name of Investment	Asset Type	Licensee	Ownership	License Number	Issue Date	Expiry Date	Facility
		100					
			,				

Name of Investment	Asset Type	Licensee	Ownership	License Number	Issue Date	Expiry Date	Facility
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						(A)	
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Name of Investment	Asset Type	Licensee	Ownership	License Number	Issue Date	Expiry Date	Facility

Name of Investment	Asset Type	Licensee	Ownership	License Number	Issue Date	Expiry Date	Facility
					11	=	

Name of Investment	Asset Type	Licensee	Ownership	License Number	Issue Date	Expiry Date	Facility	

## **APPENDIX C**

1.3.1 Description of Business of Each of the Parties (Sellers)

### I. LICENCED FACILITIES OWNED BY THE SELLERS AND THEIR ELECTRICITY SECTOR AFFILIATES

Name of Facility	Asset Type	Licensee	Ownership	License Number	Issue Date	Expiry Date	Facility
		1 30	0.11			-	

#### II. ADDITIONAL LICENCES OF THE SELLERS AND THEIR ELECTRICITY SECTOR AFFILIATES

Licensee	License / Case Number	Issue Date	Expiry Date	Description
			Š	

APPENDIX D

1.3.2 Description of Geographic Territory of Each of the Parties (Applicant)



## **APPENDIX F**

