

October 31, 2024

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

Dear Ms. Marconi:

Re: Section 80 and 81 Notice of Proposed Transaction – Connor, Clark & Lunn Infrastructure Management Partnership

We are legal counsel to CC&L Hanlan Wind Limited Partnership, by its general partner CC&L Hanlan Wind Ltd. (the “**LP Applicant**”) and CC&L Hanlan Wind II Ltd. (the “**GP Applicant**”) and together with the LP Applicant, the “**Applicants**”). The Applicants are entities controlled by CC&L IMP Service Ltd. (“**CC&L**”). CC&L manages an investment portfolio of energy and infrastructure projects, including renewable generation facilities located in Ontario.

The Applicants are proposing to enter into a transaction with an affiliate of Pattern Ontario Holdings LP (“**Pattern Energy**”) pursuant to which (i) Pattern Energy will undertake an internal reorganization of interests in SP Armow Wind Ontario LP (and its general partner, SP Armow Wind Ontario GP Inc.) (“**Armow**”) and Grand Renewable Wind LP (and its general partner, Grand Renewable Wind GP Inc.) (“**Grand Renewable**”, and collectively, the “**Target Entities**”) and (ii) the Applicants, who are affiliates of an Ontario generator, will indirectly acquire minority interests in the Target Entities (collectively, the “**Proposed Transaction**”). The Target Entities own two wind generation projects in Ontario that include transmission facilities:

- The first project, owned by Grand Renewable and referred to as the “**Grand Renewable Wind Project**”, provides 149MW of nameplate capacity and is located in Haldimand, Ontario. It includes a 20km 230kV transmission line (the “**GR Transmission Line**”) which is shared and jointly owned by Grand Renewable and Grand Renewable Solar LP, an affiliate of CC&L that owns and operates a solar project in proximity to the Grand Renewable Wind Project.
- The second project, owned by Armow and referred to as the “**Armow Project**”, provides 179MW of nameplate capacity, and is located in Kincardine, in Bruce County, Ontario. It includes a 0.4km 230kV transmission line (collectively, the “**Projects**”).

Further details about the structure of the Proposed Transaction are set out below.

CC&L also controls, directly or indirectly, certain other entities that own and/or operate generation facilities in Ontario. In particular, entities controlled by CC&L own and/or operate the Southgate Solar Project, the Windsor Solar Project, the Grand Renewable Solar Project, the Kingston Solar Project, and the Pic Mobert Hydro Project (the “**Existing CC&L Projects**”). As both the Applicants and the entities that own and/or operate these generation facilities are under the common control of CC&L, the Applicants are considered to be Affiliates of generators in Ontario.

We wish to establish at the outset that the transmission assets associated with the Projects, a minority interest in which the Applicants will indirectly acquire through the Proposed Transaction (only one of which triggers the Notice requirements), operate solely to allow the owners of these systems to convey their generation output to the provincial grid. The parties involved in the Proposed Transaction do not carry out the business of providing transmission service for a profit. These transmission assets do not serve the public, they are not rate regulated, and they are not subject to OEB licensing requirements.

This letter, together with the attached documentation, constitutes a notice of proposed transaction (the “**Notice**”) under Section 80 and 81 of the *Ontario Energy Board Act, 1998* (the “**Act**”).

The Proposed Transaction

As noted above, the Proposed Transaction involves an internal reorganization of Pattern Energy’s interest in the Target Entities (“**Phase 1**”) followed by an indirect acquisition of a minority interest by the Applicants in the Target Entities (“**Phase 2**”). Further details are provided below.

A. Phase 1: Pattern Energy’s Internal Reorganization

Pattern Energy currently owns (i) a 49.99% interest in SP Armow Wind Ontario LP, (ii) a 50% interest in SP Armow Wind GP Inc., the general partner of SP Armow Wind LP (and, as general partner, SP Armow Wind GP Inc. holds a 0.02% interest in SP Armow Wind Ontario LP), (iii) a 44.99% interest in Grand Renewable Wind LP, and (iv) a 50% interest in Grand Renewable Wind GP Inc., the general partner of Grand Renewable Wind LP (and, as general partner, Grand Renewable Wind GP Inc. holds a 0.02% interest in Grand Renewable Wind LP (collectively, the “**Target Entity Interests**”). The following steps are being proposed to give effect to the Proposed Transaction, :

- Pattern Ontario Holdings LP will form a corporation under the laws of the Province of Ontario (“**Holdings GP**”), the sole purpose of which will be to act as the general partner of Holdings LP (as hereinafter defined).
- Holdings GP, as general partner, and Pattern Ontario Holdings LP, as limited partner, will form a limited partnership under the laws of the Province of Ontario (“**Holdings LP**”).
- Pattern Ontario Holdings LP will transfer all of the Target Entity Interests to Holdings LP, and as a result Holdings LP will hold (i) a 49.99% interest in SP Armow Wind Ontario LP, (ii) a 50% interest in SP Armow Wind GP Inc., (iii) a 44.99% interest in Grand Renewable Wind LP, and (iv) a 50% interest in Grand Renewable Wind GP Inc.

Holdings LP and Holdings GP are being formed for the sole purpose of facilitating the Proposed Transaction, and, at this time have not yet been formed. The Applicant understands that Pattern Energy is working to form the relevant entities in short order, and, as such, the Applicant proposes to notify the Board once these entities are duly formed. The Applicant will also notify the Board should there be any material changes to the above-noted steps that would affect the Board's consideration of this Notice. In the event that the Board issues a letter of no review before the entities in question are formed, which the Applicant does not expect to be the case, the Applicant suggest that the Letter of No Review be issued subject to the condition that such notice has been filed to the Board.

B. Phase 2: Acquisition by the Applicants

Following the completion of Phase 1 of the Proposed Transaction (and subject to the satisfaction of the conditions precedent to the acquisition, which will include the completion of Phase 1):

- The LP Applicant will acquire an approximate 79% interest in Holdings LP.
- GP Applicant will acquire an approximate 79% interest in Holdings GP.
- As a result of the foregoing acquisitions, the Applicants will hold (i) an approximate 40% indirect interest in the Armow Project; and (ii) an approximate 36% indirect interest in Grand Renewable Wind Project.

The relevant organizational structures of the Armow Project and Grand Renewable Wind Project prior to the Proposed Transaction are shown in the simplified diagram on Schedule A.

The relevant organizational structures of the Armow Project and Grand Renewable Wind Project at the conclusion of Phase 1 of the Proposed Transaction are shown in the simplified diagram on Schedule B.

The relevant organizational structures of the Armow Project and Grand Renewable Wind Project at the conclusion of Phase 2 of the Proposed Transaction are shown in the simplified diagram on Schedule C.

Requirement for Section 81 Notice

Erring on the side of compliance, we have taken the conservative view that notice is required under Section 81 of the Act because Phase 2 of the Proposed Transaction includes the indirect and minority acquisition of interests in a transmission system in Ontario, namely, the GR Transmission Line, which connects the Grand Renewable Wind Project to the IESO-controlled grid, by an affiliate of a generator. As an affiliate of Ontario generators, the Applicants will acquire an indirect interest in a transmission system in Ontario that is greater than 2 km in length. Detailed descriptions and accompanying corporate charts are provided in this Notice.

With respect to the Armow Project, the relevant transmission line does not trigger the requirement to file this Notice because it is under 2km in length and used solely to convey electricity to the IESO-controlled grid under Section 6.0.3 of Regulation 161/99 (the "**Regulation**").

Requirement for Section 80 Notice

Erring on the side of compliance, we have taken the conservative view that Notice under Section 80 is required because the Applicants are affiliates of an Ontario transmitter, and are acquiring an interest in generation facilities in Ontario as part of Phase 2 of the Proposed Transaction. Grand Renewable Solar LP, an affiliate of the Applicants, currently holds a joint interest in the GR Transmission Line. The GR Transmission Line serves the sole purpose of conveying energy generated from the Grand Renewable Wind Project and Grand Renewable Solar Project to the IESO-controlled grid. For this reason, the Board has previously confirmed that the GR Transmission Line is exempt from licensing requirements under the Act pursuant to Section 4.0.2(1)(d) of the Regulation.¹ To the extent that the equivalent exemption is not available, under s. 4.0.2(2)(3) of the Regulation, to affiliates of transmitters, we are issuing this Notice under Section 80.

No Review Needed

Despite that Sections 80 and 81 technically apply to the Proposed Transaction, there is no policy rationale or objective underlying the Act that would require the Proposed Transaction to be reviewed by the Board. This is because, from an energy regulation perspective, there are no adverse impacts and no material operational changes resulting from the Proposed Transaction. Moreover, the underlying transmission facilities are unlicensed transmission facilities used only for the purpose of conveying electricity from a generation facility to the IESO-controlled grid. Given that such facilities are not licensed or rate regulated by the Board, and only serve to connect the projects to the IESO-controlled grid, the issue of potential open access to transmission does not arise in this context. In addition, given the CC&L's relatively insignificant market share of provincial generation capacity and energy production, among other reasons, the Proposed Transaction, will have no material impact on competition on the development or maintenance of a competitive market in Ontario.

We have enclosed a completed "Preliminary Filing Requirements for a Notice of Proposal under Sections 80 and 81 of the Ontario Energy Board Act, 1998" form, which is included as Schedule D.

The parties to the Proposed Transaction intend for it close on or about December 13, 2024. As such, on behalf of the Applicants, we respectfully request that the Board make its determination regarding this Notice on an expedited basis so as not to delay the Proposed Transaction.

Sincerely,



Daniel Gralnick

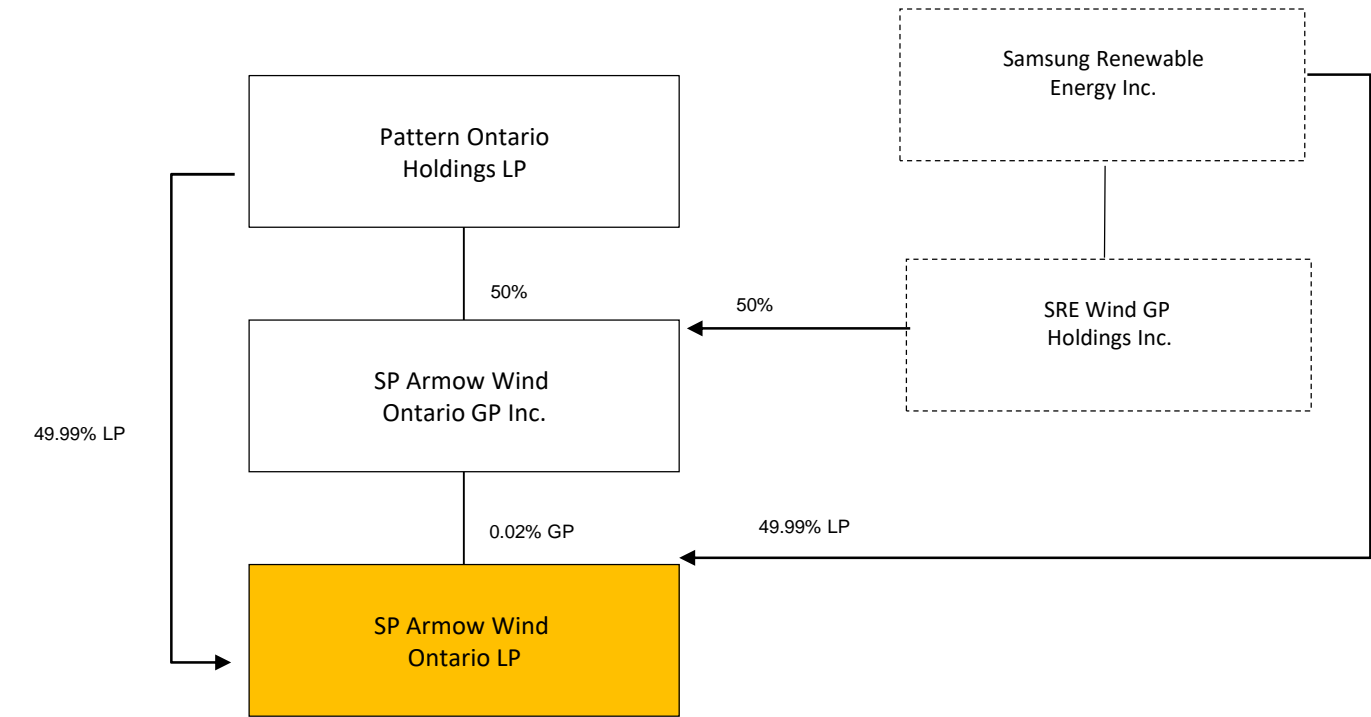
Cc: Jonathan Myers, Torys LLP
Eric Reidel, CC&L IMP Service Ltd.

¹ EB-2012-0235, Decision, July 5, 2012.

SCHEDULE A

SP Armow Wind Ontario LP
Current Ownership Chart

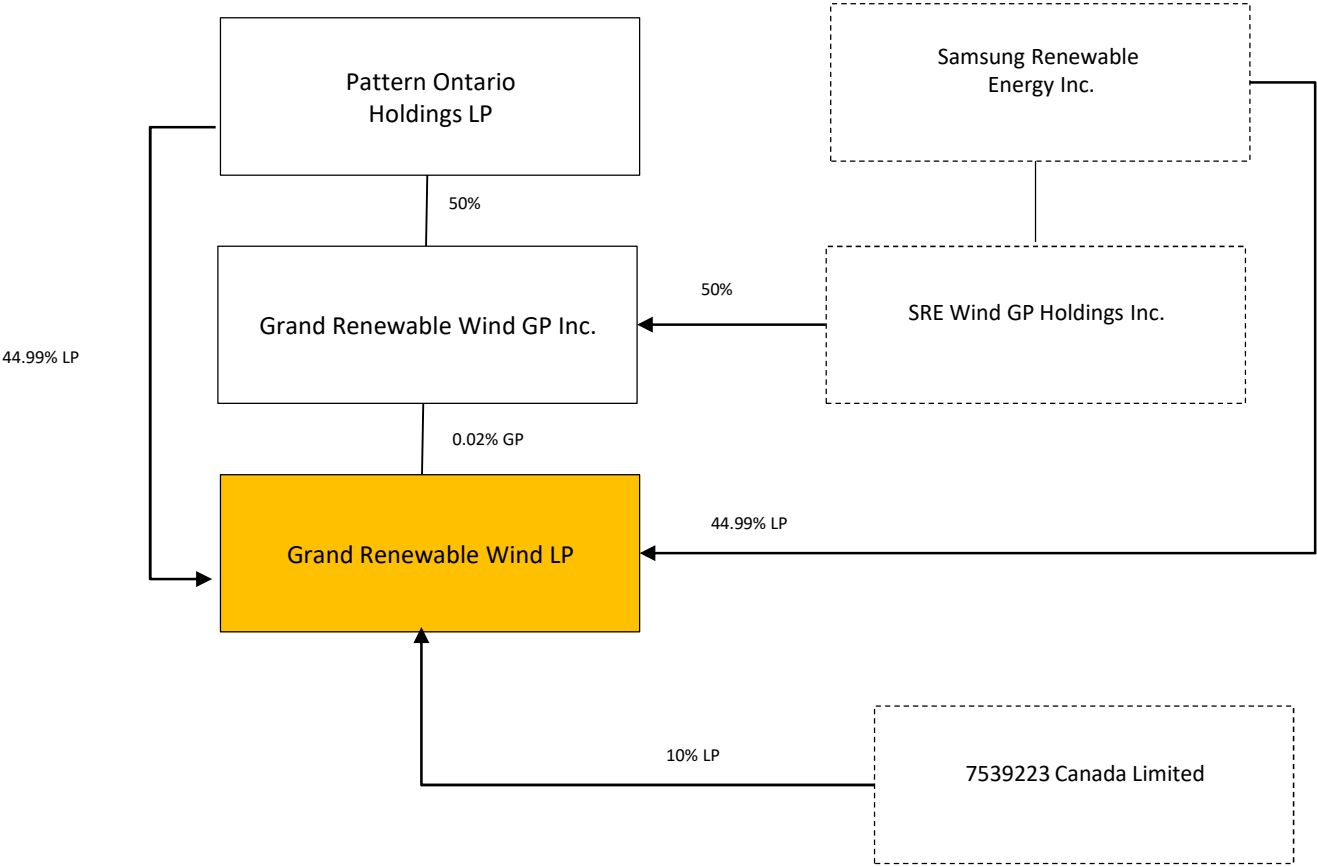
CONFIDENTIAL INFORMATION
Ownership is 100% unless otherwise specified



Dashed line box represents non-Pattern ownership

Grand Renewable Wind LP
Current Ownership Chart

CONFIDENTIAL INFORMATION
Ownership is 100% unless otherwise specified

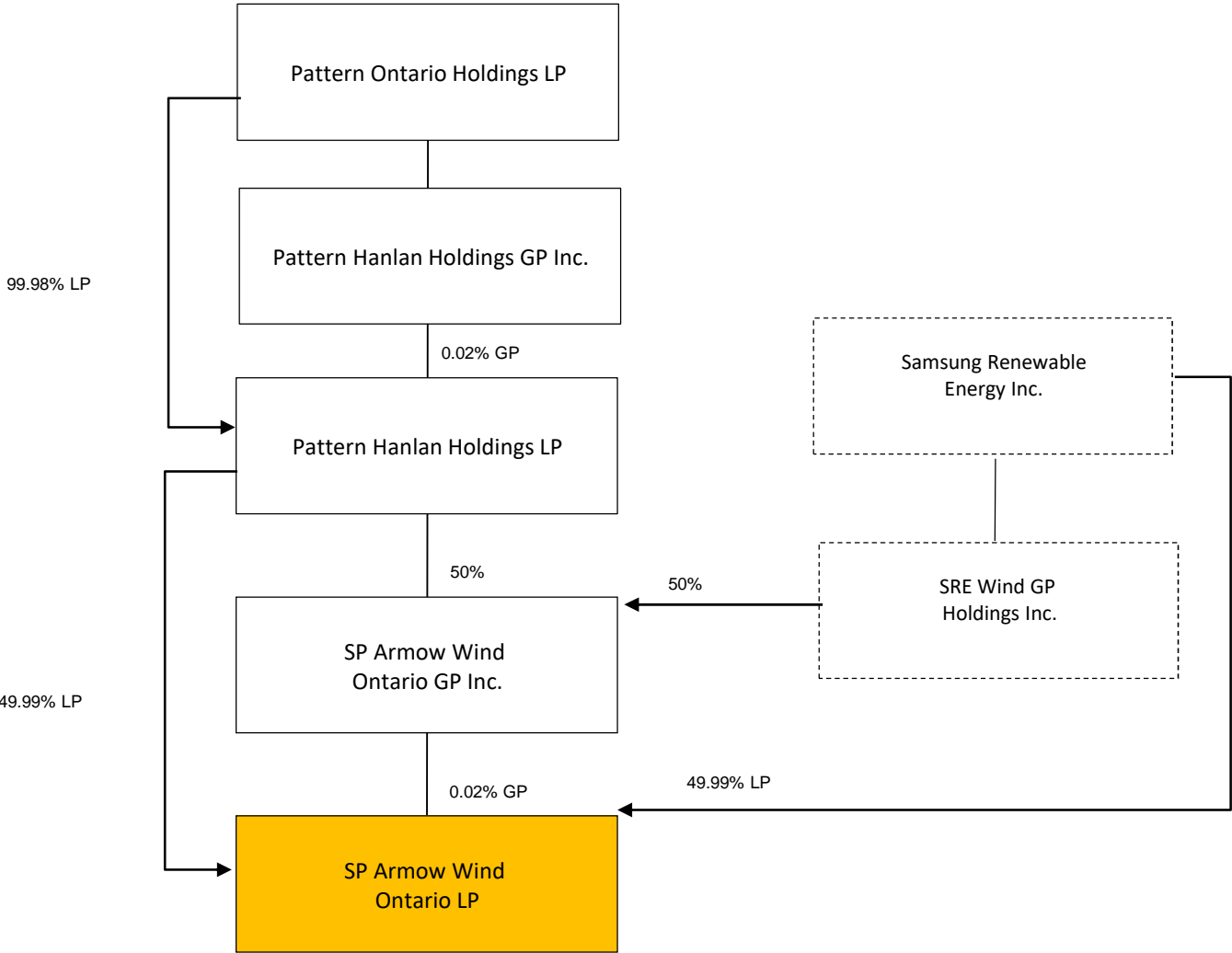


Dashed line box represents non-Pattern ownership

SCHEDULE B

SP Armow Wind Ontario LP
Phase 1 Ownership Chart

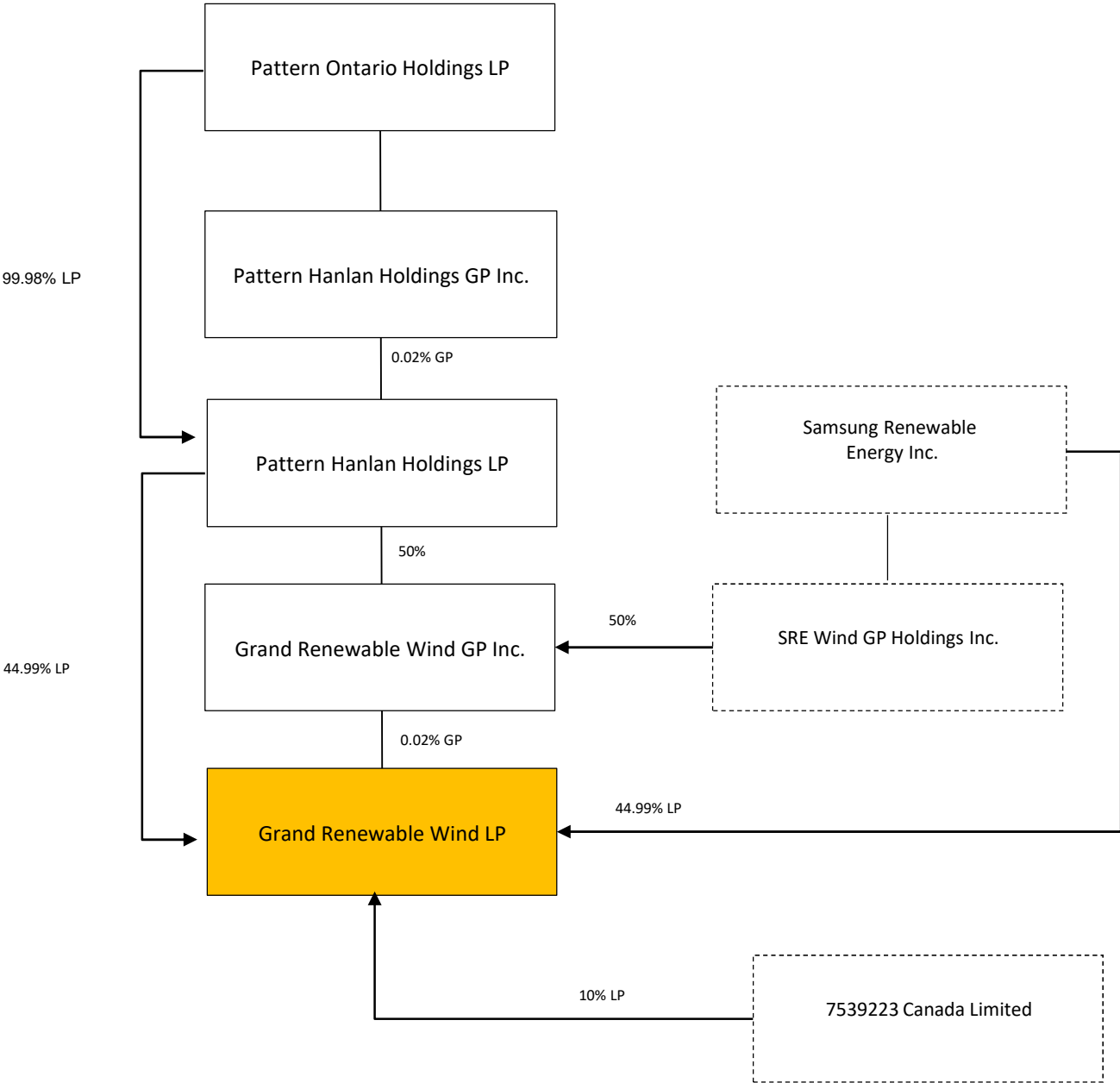
CONFIDENTIAL INFORMATION
Ownership is 100% unless otherwise specified



Dashed line box represents non-Pattern ownership

Grand Renewable Wind LP
Phase 1 Ownership Chart

CONFIDENTIAL INFORMATION
Ownership is 100% unless otherwise specified

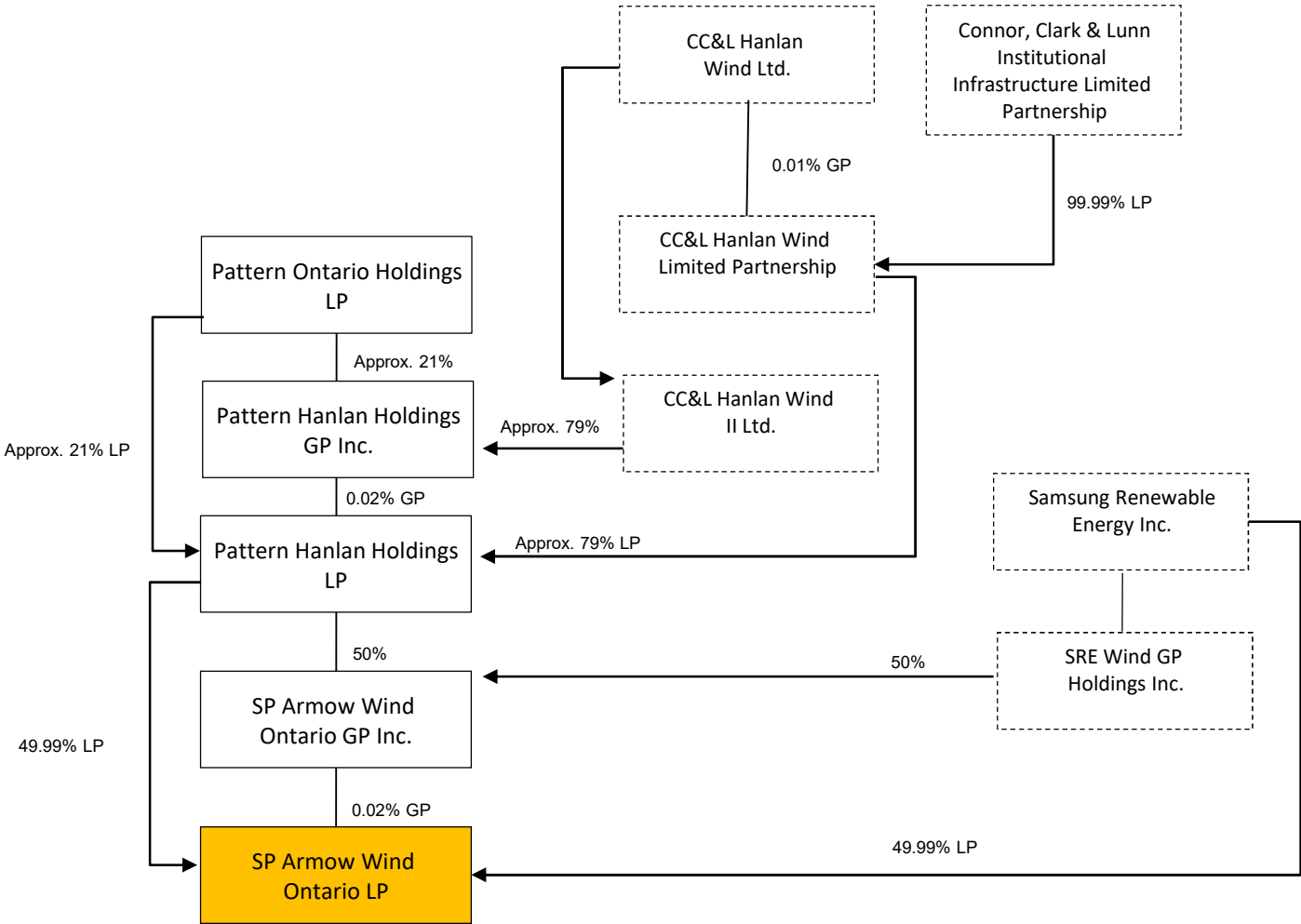


Dashed line box represents non-Pattern ownership

SCHEDULE C

**SP Armow Wind Ontario LP
Phase 2 Ownership Chart**

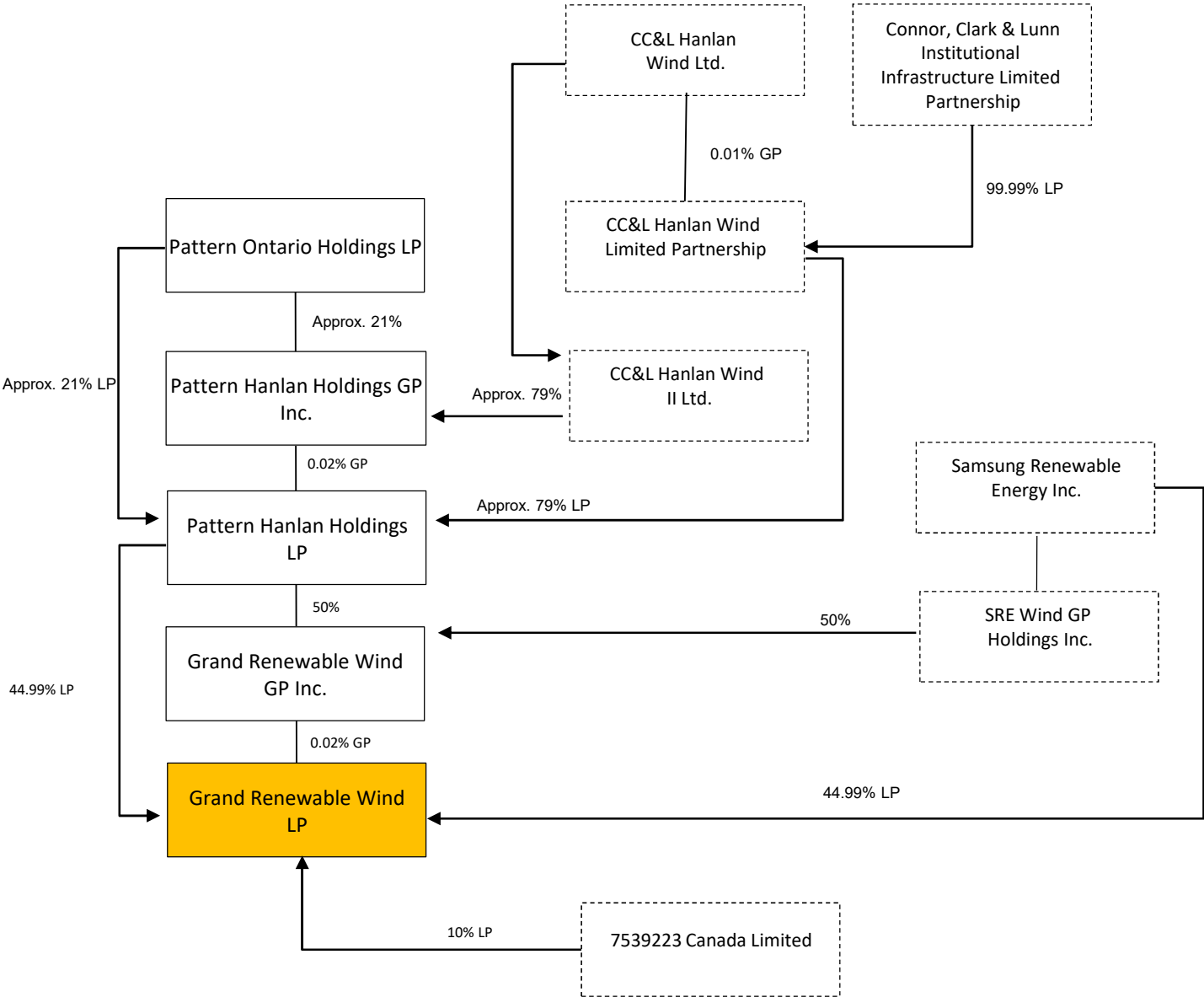
CONFIDENTIAL INFORMATION
Ownership is 100% unless otherwise specified



Dashed line box represents non-Pattern ownership

**Grand Renewable Wind LP
Phase 2 Ownership Chart**

CONFIDENTIAL INFORMATION
Ownership is 100% unless otherwise specified



Dashed line box represents non-Pattern ownership

SCHEDULE D

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: CC&L Hanlan Wind Limited Partnership represented by its general partner CC&L Hanlan Wind Ltd. (collectively, the " Applicants ")	File No: (OEB Use Only)	
Address of Head Office: 130 King Street W., Suite 1400 Toronto, ON M5X 1C8	Telephone Number: 416-862-2020	
	Facsimile Number: 416-363-2089	
	E-mail Address: PGilmour@cclgroup.com	
Name of Individual to Contact: Patrick Gilmour	Telephone Number: 437-218-7843	
	Facsimile Number: 416-363-2089	
	E-mail Address: PGilmour@cclgroup.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party: CC&L Hanlan Wind II Ltd.	File No: (OEB Use Only)
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Address of Head Office: 130 King Street W., Suite 1400 Toronto, ON M5X 1C8	- 2 -	Telephone Number: 416-216-3545
		Facsimile Number: 416-363-2089
		E-mail Address: PGilmour@cclgroup.com
Name of Individual to Contact: Patrick Gilmour		Telephone Number: 437-218-7843
		Facsimile Number: 416-363-2089
		E-mail Address: PGilmour@cclgroup.com

Name of Other Party: Pattern Ontario Holdings LP (the " Seller "), represented by its general partner, Pattern Ontario Holdings GP Inc.	File No: (OEB Use Only)	
Address of Head Office: c/o Pattern Canada 119 Spadina Avenue; Suite 403 Toronto, ON M5V 2L1	Telephone Number: 416-263-8035	
	Facsimile Number: N/A	
	E-mail Address: Andrew.Collingwood@patternenergy.com	
Name of Individual to Contact: Andrew Collingwood Senior Director, Senior Legal Counsel	Telephone Number: 416-263-8035	
	Facsimile Number: N/A	
	E-mail Address: Andrew.Collingwood@patternenergy.com	

Name of Other Party: Pattern Ontario Holdings GP Inc.	File No: (OEB Use Only)	
Address of Head Office: c/o Pattern Canada 119 Spadina Avenue; Suite 403 Toronto, ON M5V 2L1	Telephone Number: 416-263-8035	
	Facsimile Number: N/A	
	E-mail Address: Andrew.Collingwood@patternenergy.com	
Name of Individual to Contact: Andrew Collingwood Senior Director, Senior Legal Counsel	Telephone Number: 416-263-8035	
	Facsimile Number: N/A	

- 3 -	E-mail Address: Andrew.Collingwood@patternenergy.com	
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Name of Other Party: Pattern Hanlan Holdings LP		File No: (OEB Use Only)	
Address of Head Office: c/o Pattern Canada 119 Spadina Avenue; Suite 403 Toronto, ON M5V 2L1	Telephone Number: 416-263-8035		
	Facsimile Number: N/A		
	E-mail Address: Andrew.Collingwood@patternenergy.com		
Name of Individual to Contact: Andrew Collingwood Senior Director, Senior Legal Counsel	Telephone Number: 416-263-8035		
	Facsimile Number: N/A		
	E-mail Address: Andrew.Collingwood@patternenergy.com		

Name of Other Party: Pattern Hanlan Holdings GP Inc.		File No: (OEB Use Only)	
Address of Head Office: c/o Pattern Canada 119 Spadina Avenue; Suite 403 Toronto, ON M5V 2L1	Telephone Number: 416-263-8035		
	Facsimile Number: N/A		
	E-mail Address: Andrew.Collingwood@patternenergy.com		
Name of Individual to Contact: Andrew Collingwood Senior Director, Senior Legal Counsel	Telephone Number: 416-263-8035		
	Facsimile Number: N/A		
	E-mail Address: Andrew.Collingwood@patternenergy.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. <i>i. Entities affiliated with the Applicants</i>	
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CC&L Hanlan Wind Limited Partnership

- 4 -

Unitholders:

CC&L Hanlan Wind Ltd.
Connor, Clark & Lunn Institutional Infrastructure Limited Partnership

CC&L Hanlan Wind Ltd.**Directors:**

Patrick Gilmour
Jason Woods

Officers:

Andrew Agatep, Secretary
Patrick Gilmour, President
Jason Woods, Vice President

Shareholders:

CC&L IMP Service Ltd.

CC&L Hanlan Wind II Ltd.**Directors:**

Patrick Gilmour
Jason Woods

Officers:

Andrew Agatep, Secretary
Patrick Gilmour, President
Jason Woods, Vice President

Shareholders:

CC&L Hanlan Wind Ltd.

ii. Entities affiliated with the Seller**Pattern Ontario Holdings LP****Unitholders:**

Pattern Canada Finance LP
Pattern Ontario Holdings GP Inc.

Pattern Ontario Holdings GP Inc.**Directors:**

Hunter Armistead
Andrew Murray
Andrew Collingwood

Officers:

Hunter Armistead, President
Solape O. Delano, Secretary
Harman Ratia, Assistant Secretary
Christopher Robinson, Vice President and Treasurer
Brian Witt, Assistant Treasurer
Andrew Collingwood, Vice President
Andrew Murray, Vice President
Esben Pedersen, Vice President
Amy Smolen, Vice President
Stephen A. Stites, Vice President, Tax
Andre K. Walker, Vice President

Shareholders:

Pattern Canada Finance LP

Pattern Hanlan Holdings LP**Unitholders:**

Pattern Hanlan Holdings GP Inc.
Pattern Ontario Holdings LP

Pattern Hanlan Holdings GP Inc.**Directors:**

Hunter Armistead

	<p>Andrew Murray Andrew Collingwood</p> <p style="text-align: center;">- 5 -</p> <p>Officers: Hunter Armistead, President Solape O. Delano, Secretary Harman Ratia, Assistant Secretary Christopher Robinson, Vice President and Treasurer Brian Witt, Assistant Treasurer Andrew Collingwood, Vice President Andrew Murray, Vice President Matt Rhodes, Vice President Amy Smolen, Vice President Stephen A. Stites, Vice President, Tax Andre K. Walker, Vice President</p> <p>Shareholders: Pattern Ontario Holdings LP</p>	
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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 the corporate chart of the organizational structure in the cover letter.</p>	
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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 licensed 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 licensed under the OEB Act in Ontario ("Electricity Sector Affiliates").</p> <p><i>i. Entities affiliated with the Applicants</i></p> <p><u>CC&L Hanlan Wind Limited Partnership</u> CC&L Hanlan Wind Limited Partnership is an Ontario limited partnership that was formed to acquire an approximate 79% of the interests in Pattern Hanlan Holdings LP from Pattern Ontario Holdings LP. CC&L Hanlan Wind Ltd. is the general partner of CC&L Hanlan Wind Limited Partnership and Connor, Clark & Lunn Institutional Infrastructure Limited Partnership owns 100% of the limited partnership interests in CC&L Hanlan Wind Limited Partnership.</p> <p><u>CC&L Hanlan Wind Ltd.</u> CC&L Hanlan Wind Ltd. is an Ontario corporation that was formed to effect the proposed acquisition of an approximate 79% of Pattern Hanlan Holdings LP by CC&L Hanlan Wind Limited Partnership from Pattern Ontario Holdings LP and an approximate 79% of Pattern Hanlan Holdings GP Inc. by CC&L Hanlan Wind II Ltd. from Pattern Ontario Holdings LP. CC&L Hanlan Wind Ltd. is the general partner of CC&L Hanland Wind Limited Partnership and owns 100% of the equity interests of CC&L Hanlan Wind II Ltd.</p> <p><u>CC&L Hanlan Wind II Ltd.</u> CC&L Hanlan Wind II Ltd. is an Ontario corporation that was formed to acquire an approximate 79% of the interests in Pattern Hanlan Holdings GP Inc. from Pattern Ontario Holdings LP. CC&L Hanlan Wind II Ltd. is owned 100% by CC&L Hanlan Wind Ltd.</p> <p><i>ii. Seller Entities</i></p> <p><u>Pattern Ontario Holdings LP</u> Pattern Ontario Holdings LP is in the business of owning wind assets in Ontario. Pattern Ontario Holdings LP will hold 100% of the ownership interests in each of Pattern Hanlan Holdings GP Inc. and (directly and indirectly through Pattern Hanlan Holdings GP Inc.) Pattern Hanlan Holdings LP and, through Pattern Hanlan Holdings LP, Pattern Ontario Holdings LP will hold an indirect</p> <p>(a) 50% ownership interest in SP Armow Wind Ontario LP, which owns the Armow Project, and;</p>	
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	<p>(b) a 45% ownership interest in Grand Renewable Wind LP, which owns the "Grand Renewable Wind Project".</p> <p><u>Pattern Hanlan Holdings LP</u> Pattern Hanlan Holdings LP will be formed as an Ontario limited partnership that will hold an indirect 50% ownership interest in the Armow Project and an indirect 45% ownership interest in the Grand Renewable Wind Project. Pattern Ontario Holdings LP will own 100% of the limited partnership interests, and through its ownership of Pattern Hanlan Holdings GP Inc., 100% of the general partner interests of Pattern Hanlan Holdings LP. Pattern Hanlan Holdings LP will be formed by Pattern Ontario Holdings LP to effect the indirect sale of a portion of Pattern Ontario Holdings LP's ownership interest in the Armow Project and the Grand Renewable Wind Project through the sale of an approximate 79% of Pattern Ontario Holdings LP's interest in Pattern Hanlan Holdings LP to CC&L Hanlan Wind Limited Partnership and an approximate 79% of Pattern Ontario Holdings LP's interest in Pattern Hanlan Holdings GP Inc. to CC&L Hanlan Wind II Ltd.</p> <p><u>Pattern Hanlan Holdings GP Inc.</u> Pattern Hanlan Holdings GP Inc. will be formed as an Ontario corporation to serve as the general partner of Pattern Hanlan Holdings LP.</p> <p><u>Grand Renewable Wind LP</u> Grand Renewable Wind LP was formed to own the Grand Renewable Wind Project. Grand Renewable Wind GP Inc. is the general partner of Grand Renewable Wind LP.</p> <p><u>SP Armow Wind Ontario LP</u> SP Armow Wind Ontario LP was formed to own the Armow Project. SP Armow Wind Ontario GP Inc. is the general partner of SP Armow Wind Ontario LP.</p> <p>ELECTRICITY SECTOR AFFILIATES:</p> <p><i>i. Entities affiliated with the Applicants</i></p> <p><u>Southgate Solar LP</u> Southgate Solar LP was formed to own and operate the 50 MW Southgate Solar Farm located in Holstein, Ontario. Southgate Solar GP Inc. is the general partner of Southgate Solar LP.</p> <p><u>Windsor Solar LP</u> Windsor Solar LP was formed to own and operate the 50 MW Windsor Solar Farm located in Windsor, Ontario. Windsor Solar GP Inc. is the general partner of Windsor Solar LP.</p> <p><u>Grand Renewable Solar LP</u> Grand Renewable Solar LP was formed to own and operate the 100 MW Grand Renewable Solar Farm located in Haldimand County, Ontario. Grand Renewable Solar GP Inc. is the general partner of Grand Renewable Solar LP.</p> <p><u>Kingston Solar LP</u> Kingston Solar LP was formed to own and operate the 100 MW Kingston Solar Farm located in Kingston, Ontario. Kingston Solar GP Inc. is the general partner of Kingston Solar LP.</p> <p><u>Pic Mobert Hydro Inc.</u> Pic Mobert Hydro Inc. is the licensed owner of the Upper and Lower White River Hydroelectric GS (totaling 19 MW in capacity) located on the White River, in Brothers Township, Algoma, Ontario. Pic Mobert Hydro Inc. is owned 50/50 by (i) White River Hydro Limited Partnership, and (ii) the Pic Mobert First Nation (through the Gitchi Animki Energy Limited Partnership).</p> <p><i>ii. Entities affiliated with the Seller</i></p> <p>Pattern Ontario Holdings LP has no Electricity Sector Affiliates.</p>
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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><i>i. Entities affiliated with the Applicants</i></p> <p><u>CC&L Hanlan Wind Limited Partnership</u> As a limited partnership that was formed to acquire an ownership interest in Pattern Hanlan Holdings LP from Pattern Ontario Holdings LP. CC&L Hanlan Wind Limited Partnership does not have its own service territory.</p>
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	<p><u>CC&L Hanlan Wind Ltd.</u> As a corporation that was formed to enable the proposed acquisition of an ownership interest in Pattern Hanlan Holdings LP and Pattern Hanlan Holdings GP Inc. by CC&L Hanlan Wind Limited Partnership and CC&L Hanlan Wind II Ltd., respectively, CC&L Hanlan Wind Ltd. does not have its own service territory.</p> <p><u>CC&L Hanlan Wind II Ltd.</u> As a corporation that was formed to acquire an ownership interest in Pattern Hanlan Holdings GP Inc. from Pattern Ontario Holdings LP, CC&L Hanlan Wind II Ltd. does not have its own service territory.</p> <p><i>ii. Seller Entities</i></p> <p><u>Pattern Ontario Holdings LP</u> Pattern Ontario Holdings LP will own, through Pattern Hanlan Holdings LP, 50% of the Armow Project and 45% of Grand Renewable Wind Project (operating in Kincardine, Bruce County, Ontario and Haldimand, Ontario, respectively).</p> <p><u>Pattern Hanlan Holdings LP</u> Pattern Hanlan Holdings LP will own 50% of the Armow Project and 45% of Grand Renewable Wind Project (operating in Kincardine, Bruce County, Ontario and Haldimand, Ontario, respectively).</p> <p><u>Pattern Hanlan Holdings GP Inc.</u> Pattern Hanlan Holdings GP Inc. will be the general partner of Pattern Hanlan Holdings LP, which will own 50% of the Armow Project and 45% of Grand Renewable Wind Project (operating in Kincardine, Bruce County, Ontario and Haldimand, Ontario, respectively).</p> <p><u>Grand Renewable Wind LP</u> Grand Renewable Wind LP owns the Grand Renewable Wind Project situated in Haldimand County, Province of Ontario.</p> <p><u>SP Armow Wind Ontario LP</u> SP Armow Wind Ontario LP owns the Armow Project situated in Municipality of Kincardine in Bruce County, Province of Ontario.</p> <p>ELECTRICITY SECTOR AFFILIATES:</p> <p><i>i. Entities affiliated with the Applicants</i></p> <p><u>Southgate Solar LP</u> Southgate Solar LP owns and operates the 50 MW Southgate Solar Farm located in Holstein, Ontario.</p> <p><u>Windsor Solar LP</u> Windsor Solar LP owns and operates the 50 MW Windsor Solar Farm located in Windsor, Ontario.</p> <p><u>Grand Renewable Solar LP</u> Grand Renewable Solar LP owns and operates the 100 MW Grand Renewable Solar Farm located in Haldimand County, Ontario.</p> <p><u>Kingston Solar LP</u> Kingston Solar LP owns and operates the 100 MW Kingston Solar Farm located in Kingston, Ontario.</p> <p><u>Pic Mobert Hydro Inc.</u> Pic Mobert Hydro Inc. owns and operates the Upper and Lower White River Hydroelectric GS (totaling 19 MW in capacity) located on the White River, in Brothers Township, Algoma, Ontario.</p> <p><i>ii. Entities affiliated with the Seller</i></p> <p>N/A</p>	
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1.3.3	<p>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 IESO Administered Markets, bilateral contracts, and local distribution companies.</p> <p><i>i. Entities affiliated with the Applicants</i></p> <p><u>Southgate Solar LP</u> Total Sales thousands of C\$000 (for 2023): ~\$19,731 GWh (for 2023): ~65.6</p> <p><u>Windsor Solar LP</u></p>	
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	<p>Total Sales thousands of C\$000 (for 2023): ~\$21,949 GWh (for 2023): ~73.0 - 8 -</p> <p><u>Grand Renewable Solar LP</u> Total Sales thousands of C\$000 (for 2023): ~\$73,397 GWh (for 2023): ~159.5</p> <p><u>Kingston Solar LP</u> Total Sales thousands of C\$000 (for 2023): ~\$70,461 GWh (for 2023): ~154.1</p> <p><u>Pic Mobert Hydro Inc.</u> Total Sales thousands of C\$000 (for 2023): ~\$11,697 GWh (for 2023): ~73.6</p> <p><i>ii. Seller Entities</i></p> <p><u>Grand Renewable Wind LP</u> Total Sales thousands of C\$000 (for 2023): ~58,198 GWh (for 2023): ~346.4</p> <p><u>SP Armow Wind Ontario LP</u> Total Sales thousands of C\$000 (for 2023): ~83,499 GWh (for 2023): ~500.7</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 Director of Licensing or the Board, or forthcoming. Please include all Board file numbers.</p> <p><i>i. Entities affiliated with the Applicants</i></p> <p><u>Southgate Solar LP</u> Southgate Solar LP, by its general partner Southgate Solar GP Inc., holds OEB Generation Licence EG-2016-0019.</p> <p><u>Windsor Solar LP</u> Windsor Solar LP, by its general partner Windsor Solar GP Inc., holds OEB Generation Licence EG-2015-0329.</p> <p><u>Grand Renewable Solar LP</u> Grand Renewable Solar LP, by its general partner Grand Renewable Solar GP Inc., holds: - OEB Generation Licence EG-2012-0349. -Letter of No Review under Section 81 of the Act in respect of the GR Transmission Line (EB-2013-0084), which it jointly owns with Grand Renewable Wind LP.</p> <p><u>Kingston Solar LP</u> Kingston Solar LP, by its general partner Kingston Solar GP Inc., holds OEB Generation Licence EG-2014-0037.</p> <p><u>Pic Mobert Hydro Inc.</u> Pic Mobert Hydro Inc. holds: - OEB Generation Licence EG-2012-0412 - Letter of No Review under Section 81 of the Act in respect of the transmission components to the Gitchi Animki Hydroelectric Project (EB-2013-0084)</p> <p><i>ii. Seller Entities</i></p> <p><u>Grand Renewable Wind LP</u> Grand Renewable Wind LP, by its general partner Grand Renewable Wind GP Inc., holds: - OEB Generation Licence EG-2012-0350 -Leave to Construct in respect of the GR Transmission Line, EB-2011-0063 - EB-2012-0235, Decision, July 5, 2012 relating to exemption from licensing requirements</p> <p><u>SP Armow Wind Ontario LP</u> SP Armow Wind Ontario LP, by its general partner SP Armow Wind Ontario GP Inc., holds electricity generation licence EG-2014-0269.</p>

1.4 Current Competitive Characteristics of the Market

- 9 -

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.																																								
	<table> <tr> <th>ENTITY</th><th>MW (Total)</th><th>MW (adjusted for fractional ownership)</th></tr> <tr> <td>CC&L:</td><td></td><td></td></tr> <tr> <td>Southgate Solar</td><td>50.0</td><td>34.3</td></tr> <tr> <td>Windsor Solar</td><td>50.0</td><td>34.3</td></tr> <tr> <td>Grand Renewable Solar</td><td>100.0</td><td>13.1</td></tr> <tr> <td>Kingston Solar</td><td>100.0</td><td>14.4</td></tr> <tr> <td>Upper and Lower White River Hydroelectric GS</td><td>18.9</td><td>3.1</td></tr> <tr> <td>(total)</td><td>318.9</td><td>99.2</td></tr> <tr> <td>Pattern Energy:</td><td></td><td></td></tr> <tr> <td>Grand Renewable Wind Project</td><td>148.6</td><td>66.9</td></tr> <tr> <td>Arnow Project</td><td>178.7</td><td>89.4</td></tr> <tr> <td>(total)</td><td>327.3</td><td>156.3</td></tr> <tr> <td>TOTAL</td><td>646.2</td><td>255.5</td></tr> </table>	ENTITY	MW (Total)	MW (adjusted for fractional ownership)	CC&L:			Southgate Solar	50.0	34.3	Windsor Solar	50.0	34.3	Grand Renewable Solar	100.0	13.1	Kingston Solar	100.0	14.4	Upper and Lower White River Hydroelectric GS	18.9	3.1	(total)	318.9	99.2	Pattern Energy:			Grand Renewable Wind Project	148.6	66.9	Arnow Project	178.7	89.4	(total)	327.3	156.3	TOTAL	646.2	255.5	
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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 Energy Sector Affiliates, prior to completion of the proposed transaction or project.</p> <p>i. Entities affiliated with the Applicants</p> <p>Southgate Solar LP Total Sales thousands of C\$000 (for 2023): ~\$19,731 GWh (for 2023): ~65.6</p> <p>Windsor Solar LP Total Sales thousands of C\$000 (for 2023): ~\$21,949 GWh (for 2023): ~73.0</p> <p>Grand Renewable Solar LP Total Sales thousands of C\$000 (for 2023): ~\$73,397 GWh (for 2023): ~159.5</p> <p>Kingston Solar LP Total Sales thousands of C\$000 (for 2023): ~\$70,461 GWh (for 2023): ~154.1</p> <p>Pic Mobert Hydro Inc. Total Sales thousands of C\$000 (for 2023): ~\$11,697 GWh (for 2023): ~73.6</p> <p>The output from the generation facilities controlled by the Applicants and their Ontario Energy Sector Affiliates was ~525.8 GWh on a gross basis and ~150.0 GWh on an adjusted basis accounting for fractional ownership. This represents ~0.4% and ~0.1%, respectively of total annual Ontario energy demand for Ontario based on 137.1 TWh as indicated in the IESO's 2023 Year in Review.</p> <p>ii. Seller Entities</p> <p>The output from those generation facilities listed in Section 1.4.1 above relating to Pattern Energy was ~847.1 GWh on a gross basis and ~406.2 GWh on an adjusted basis after accounting for fractional ownership. This represents ~0.6% and ~0.3%, respectively, of total annual Ontario energy demand for Ontario based on 137.1 TWh as indicated in the IESO's 2023 Year in Review.</p>	
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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 transactions.</p> <p>Projects</p> <ul style="list-style-type: none"> Armow Project is located in Kincardine, Bruce County, Ontario, with a COD of December 7, 2015. It has a total generating capacity of 179MW and is currently owned by Pattern Energy (50%) and Samsung Renewable Energy (50%). Grand Renewable Wind Project is located in Haldimand, Ontario, with a COD of December 9, 2014. It has a total generating capacity of 149MW and is currently owned by Pattern Energy (45%), Samsung Renewable Energy (45%) and Six Nations of the Grand River Development Corp. (10%). 	
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 Energy Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>After the Proposed Transaction, the generation capacity from generation facilities controlled by Applicants and their Energy Sector Affiliates in Ontario is expected to be ~646.2 MW on a gross basis and ~222.6 MW on an adjusted basis accounting for fractional ownership.</p> <p>After the Proposed Transaction, the Seller is not expected to control any generation facilities within the Province of Ontario.</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 Energy Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>After the Proposed Transaction, the output from the generation facilities controlled by the Applicants and their Ontario Energy Sector Affiliates is expected to be ~1,372.9 GWh on a gross basis and ~470.9 GWh on an adjusted basis accounting for fractional ownership. This represents ~1.0% and ~0.4% respectively, of total annual Ontario energy demand for Ontario based on 137.1 TWh as indicated in the IESO's 2023 year in review. This is an insignificant amount relative to overall size of the market, or any relevant segment thereof.</p> <p>After the Proposed Transaction, the Seller is not expected to control any generation facilities within the Province of 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>The Proposed Transaction will not have any material impact on competition. The Applicants and their Energy Sector Affiliates currently own, operate and produce – and will own, operate and produce after the Proposed Transaction – a <i>de minimis</i> share of the provincial generation capacity and energy production. Further, the Applicants expect that there will be no material difference in the operation of Armow Project and the Grand Renewable Wind Project after the Proposed Transaction. After the Proposed Transaction, the projects will continue operate in accordance with the requirements of their standard form Power Purchase Agreements with the IESO without any expected material operational differences. Accordingly, the Proposed Transaction does not present any risk to competition in respect of generation or supply in the province.</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 not give rise to adverse impacts on the development or maintenance of a competitive market in Ontario, and transmission open access is not a relevant consideration to the</p>	

	Proposed Transaction because the transmission systems associated with the Armow Project and the Grand Renewable Wind Project are used solely for the purpose of conveying generation output from those projects to the grid.	
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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 confirm that, to the best of their knowledge, each is in compliance with all licence and applicable code requirements and will continue to be in compliance after completion of the Proposed Transaction.</p>	
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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.

NOT APPLICABLE

2.1 Effect on Competition

2.1.2	<p>Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.</p> <p>All of the output from the Armow Project and Grand Renewable Wind Project wind project is offered into the IAM pursuant to their respective Power Purchase Agreements with the IESO that expire in December 2035 and December 2034, respectively.</p>	
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2.1.3	<p>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.</p> <p><u>Armow Project</u></p> <p>Fuel Source: Wind</p> <p>Technology: 91 x Siemens 2.3 MW 101 WTGs</p> <p>Maximum Capacity Output 178.6 MW</p> <p>Typical Number of hours of operation in a year: ~8,462 (for 2023)</p> <p>Peaking vs Base: Peaking</p> <p><u>Grand Renewable Wind Project</u></p> <p>Fuel Source: Wind</p> <p>Technology: 67 x Siemens 2.3 MW 101 WTGs</p> <p>Maximum Capacity Output: 148.6 MW</p> <p>Typical Number of hours of operation in a year: ~8,085 (for 2023)</p> <p>Peaking vs Base: Peaking</p>	
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2.1.4	Provide details on whether the generation facility is expected to be a “must run” facility. - 12 - The relevant generation facilities associated with the Armow Project and the Grand Renewable Wind Project are not expected to be must run facilities.	
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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 relevant generation facilities associated with the Armow Project and the Grand Renewable Wind Project are not expected to serve a load pocket or be constrained on.	
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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.

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. N/A	
2.2.2	Discuss the effect of the proposal on the adequacy (ability of supply to meet demand) of supply in the relevant control area or distribution region, citing effects on capacity plus reserve levels in comparison to load forecasts. N/A	
2.2.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply. N/A	
2.2.4	Provide a copy of the 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. <u>Grand Renewable Wind Project</u> The GR Transmission Line consists of an approximately 20 km long overhead and underground 230 kV transmission line and an interconnection station that is connected to the 230 kV IESO-control grid. <u>Armow Project</u> Forming part of the 179 MW Armow Project, the associated transmission line is a 0.4 km 230kV overhead transmission line that connect the project to the 230kV IESO-controlled grid.	
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 Grand Renewable Solar Project is currently connected to the GR Transmission Line. The GR Transmission Line is jointly owned by Grand Renewable Wind LP and Grand Renewable Solar LP (which	

	<p>is an affiliate of the Applicants).</p> <p>- 13 -</p> <p>No other generation facilities currently owned by the Applicants or its Energy Sector Affiliates are connected to the transmission lines being acquired as part of the Proposed Transaction.</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 associated with the Armow Project and the Grand Renewable Wind Project are not expected to serve a load pocket are not expected to be "constrained on."</p>	
3.1.4	<p>Provide details on whether the generation facilities are expected to be "must-run" facilities.</p> <p>The relevant generation facilities associated with the Armow Project and the Grand Renewable Wind Project are not expected to be must run facilities.</p>	

How to Contact Us at the Ontario Energy Board

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