

July 29, 2025

EMAIL & RESS

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

Attention: Mr. Ritchie Murray, Acting Registrar

Dear Mr. Murray:

Re: Section 80 and 81 Notice of Proposed Transaction – CC&L IMP Service Ltd.

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

The Applicants are proposing to enter a transaction with affiliates of NextEra Energy Canada LP (“**NextEra Energy**”) pursuant to which the Applicants will acquire minority interests (49%) in each of the Project Entities (as defined below) and minority interests (49%) in each of the Project GPs (as defined below), that own three wind generation facilities in Ontario, along with associated transmission facilities (the “**Proposed Transaction**”).

As the Applicants are affiliates of persons that own generation and transmission facilities in Ontario, we are hereby providing, on their behalf, notice of the Proposed Transaction under sections 80 and 81 of the *Ontario Energy Board Act, 1998* (“**OEB Act**”). As set out below, the Applicants request that this notice be treated confidentially, at least on a temporary basis.

Seller’s Project Entities, Project GPs and Facilities

The “**Project Entities**” in which the Applicants are proposing to acquire minority interests, are Bornish Wind, LP, Kerwood Wind, LP and Goshen Wind, LP:

- Bornish Wind, LP owns a 73.5 MW wind generation facility located in Middlesex County, Ontario, referred to as the “**Bornish Wind Energy Centre**”, as well as certain project transmission facilities and a co-ownership interest in the Shared Transmission Facilities (described below) that connect the Bornish Wind Energy Centre to the Hydro One

Networks Inc. (“HONI”) transmission system. The General Partner of Bornish Wind, LP is Bornish Wind GP, ULC;

- Kerwood Wind, LP owns a 60.0 MW wind generation facility located in Middlesex County, Ontario, referred to as the “**Adelaide Wind Energy Centre**”, as well as certain project transmission facilities and a co-ownership interest in the Shared Transmission Facilities (described below) that connect the Adelaide Wind Energy Centre to the HONI transmission system. The General Partner of Kerwood Wind, LP is Kerwood Wind GP, ULC; and
- Goshen Wind, LP owns a 102.0 MW wind generation facility located in Huron County, Ontario, referred to as the “**Goshen Wind Energy Centre**”, as well as the Goshen Transmission Facilities (described below) that connect the Goshen Wind Energy Centre to the HONI transmission system. The General Partner of Goshen Wind, LP is Goshen Wind GP, ULC (together with Bornish Wind GP, ULC and Kerwood Wind GP, ULC, the “**Project GPs**”)

Each of the Project Entities is separately licensed by the Ontario Energy Board (“**OEB**”) in respect of the ownership of their corresponding generation facilities. NextEra Energy Canadian Operating Services Inc. (“**NECOS**”), an affiliate of NextEra Energy, is the licensed operator for all of the generation facilities.

The Bornish Wind Energy Centre and the Adelaide Wind Energy Centre each rely on a combination of project transmission facilities and Shared Transmission Facilities. The “**Shared Transmission Facilities**” include certain lines and stations that Bornish Wind, LP and Kerwood Wind, LP share with each other and with the owners of the Jericho Wind Energy Centre (“Jericho”) and the Cedar Point Wind Energy Centre (“Cedar Point”), which are located nearby. For the Bornish Wind Energy Centre, power is transformed to 121 kV via a 104 MVA transformer at the project’s Customer Generating Station (CGS), which connects to the adjacent Bornish Switching Station (SS). For the Adelaide Wind Energy Centre, power is transformed to 121 kV via a 104 MVA transformer at the projects CGS, which is connected to the Bornish SS via an 11 km connection line owned by Kerwood Wind, LP. From the Bornish SS, which is co-owned by all four co-owners, the combined wind generation output of the co-owners is transmitted approximately 12.8 km to the co-owned Parkhill Customer Transformer Station (CTS) where the voltage is stepped up to 500 kV before connecting to HONI’s transmission system at the adjacent Evergreen SS. Leave to construct the project transmission facilities and the Shared Transmission Facilities was granted in EB-2013-0040/0041, and all four co-owners are party to a single Transmission Connection Agreement with HONI.

The “**Goshen Transmission Facilities**”, through which the Goshen Wind Energy Centre is connected to the HONI transmission system, includes a 119.5 MVA transformer that transforms power to 121 kV, and a 23.6 km long, 121 kV connection line to HONI’s 115 kV L7S Switching Station, for which leave to construct was granted in EB-2013-0096.

Applicants’ Energy Sector Affiliate Facilities

CC&L controls, directly or indirectly, certain other entities that own and/or operate generation facilities and associated transmission facilities in Ontario. In particular, entities controlled by CC&L own (in whole or in part) and/or operate the Southgate Solar Project, the Windsor Solar Project, the Grand Renewable Solar Project, the Grand Renewable Wind Project, the Kingston Solar Project, the Pic Mobert Hydro Project, the Rainy River Solar Project and the Armow Wind

Project (collectively, the “**Existing CC&L Projects**”). Notably, the Grand Renewable Wind Project and Grand Renewable Solar Project include co-ownership interests in existing transmission facilities.

Requirement for Notice

As the Applicants and the entities that own and/or operate the Existing CC&L Projects are under the common control of CC&L, the Applicants are considered to be affiliates of generators and affiliates of transmitters in Ontario.

As affiliates of generators in Ontario, proposing to acquire limited partnership (LP) interests in the Project Entities and equity interests in the Project GPs, which each owns project transmission facilities and (in respect of the Bornish Project Entities and Kerwood Project Entities) co-ownership interests in the Shared Transmission Facilities, that in each case are greater than 2 km in length, the Proposed Transaction requires notice under section 81 of the OEB Act.

As affiliates of transmitters in Ontario, proposing to acquire LP interests in the Project Entities and equity interests in the Project GPs, which each owns a generation facility, the Proposed Transaction requires notice under section 80 of the OEB Act.

We wish to note that the project transmission facilities and Shared Transmission Facilities, in which the Applicants propose to acquire interests, operate solely to allow the owners of these facilities (including the co-owners in respect of the Shared Transmission Facilities) to convey their generation output to the provincial transmission grid. With the exception of one of the sellers’ energy sector affiliates, the parties involved in the Proposed Transaction do not carry on the business of providing transmission service for a profit in Ontario, and the transmission facilities that are the subject of the Proposed Transaction are not used to serve the public, are not rate regulated, and are not subject to OEB licensing requirements.

The Proposed Transaction

As noted above, the Proposed Transaction involves three components, each consisting of the acquisition by the Applicants of 49% of the LP interests in a Project Entity and 49% of the equity interests in the related Project GP from affiliates of NextEra Energy, as follows:

1. NextEra Energy indirectly owns 100% of Bornish Wind Funding, LP, which holds 99.9999% of the LP interests in Bornish Wind, LP, and indirectly holds the remaining 0.0001% general partnership (GP) interest through the general partner of Bornish Wind, LP, which is Bornish Wind GP, ULC. As part of the Proposed Transaction, the LP Applicant would acquire 49% of the LP interests in Bornish Wind, LP from Bornish Wind Funding, LP and the GP Applicant would acquire 49% of the equity interests of Bornish Wind GP, ULC from Bornish Wind GP, LLC (the “**Proposed Bornish Transaction**”).
2. NextEra Energy indirectly owns 100% of Kerwood Wind Funding, LP, which holds 99.9999% of the LP interests in Kerwood Wind, LP, and indirectly holds the remaining 0.0001% GP interest through the general partner of Kerwood Wind, LP, which is Kerwood Wind GP, ULC. As part of the Proposed Transaction, the LP Applicant would acquire 49% of the LP interests in Kerwood Wind, LP from Kerwood Wind Funding, LP

and the GP Applicant would acquire 49% of the equity interests of Kerwood Wind GP, ULC from Kerwood Wind GP, LLC (the “**Proposed Kerwood Transaction**”).

3. NextEra Energy indirectly owns 100% of Goshen Wind Funding, LP, which holds 99.9999% of the LP interests in Goshen Wind, LP, and indirectly holds the remaining 0.0001% GP interest through the general partner of Goshen Wind, LP, which is Goshen Wind GP, ULC. As part of the Proposed Transaction, the LP Applicant would acquire 49% of the LP interests in Goshen Wind, LP from Goshen Wind Funding, LP and the GP Applicant would acquire 49% of the equity interests of Goshen Wind GP, ULC from Goshen Wind GP, LLC (the “**Proposed Goshen Transaction**”).

Following the Proposed Transaction, the affiliates of NextEra Energy that are the selling entities will continue to directly hold 51% of the LP interests in their respective Project Entities, as well as 51% of their existing equity interests in the Project GPs. Through its 49% interest in the Project GPs and governance agreements, the Applicants will have the right to elect certain members to the Boards of Directors for each of the Project GPs, whose approval will be required for major decisions. Furthermore, following the Proposed Transaction, each of the three generation facilities will continue to be operated by NECOS.

No Review Needed

Despite that Sections 80 and 81 technically apply to the Proposed Transaction, there is no policy rationale or objective underlying the OEB Act that would require the Proposed Transaction to be reviewed by the OEB. 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 generation facilities to the IESO-controlled grid. Given that such facilities are not licensed or rate regulated by the OEB, and only serve to connect the projects (and those of the co-owners) to the IESO-controlled grid, the issue of potential open access to transmission does not arise in this context. In addition, given CC&L’s low market share of provincial generation capacity and energy production, among other reasons, the Proposed Transaction, will have no material impact on competition or on the development or maintenance of a competitive market in Ontario.

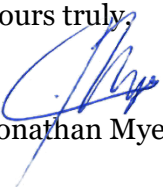
Supporting Documentation, Timing and Confidentiality

The Proposed Transaction is a single transaction with three components, i.e. the acquisitions of 49% of the LP interests of, and 49% of the equity interests in the respective Project GPs of, (i) the Bornish Project Entity, (ii) the Kerwood Project Entity and (iii) the Goshen Project Entity. However, to avoid the confusion of addressing all three components within a single form, we have enclosed separate completed “Preliminary Filing Requirements for a Notice of Proposal under Sections 80 and 81 of the Ontario Energy Board Act, 1998” forms for each of the three components of the Proposed Transaction. These are included in Schedules A, B and C. Included as appendices to the schedules are the corresponding corporate structure charts, descriptions of affiliate business activities and geographic territories, as well as project maps.

The parties to the Proposed Transaction intend for it close no later than September 30, 2025. As such, on behalf of the Applicants, we respectfully request that the Board make its determination regarding this Notice by approximately mid-September so as not to delay the Proposed Transaction.

The Applicants request that the Notice, including this cover letter and the attached schedules, be treated confidentially, at least on a temporary basis until after closing at the end of September 2025. This request is primarily to accommodate a request from the sellers, who are controlled by a publicly traded company and have site employees whose employment may be impacted by the Proposed Transaction.

Yours truly,



Jonathan Myers

cc: Matt O'Brien, CC&L IMP Service Ltd.

SCHEDULE ‘A’

Acquisition from Bornish Project Entities

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 CC&L Magnolia Wind Limited Partnership, and its general partner CC&L Magnolia Wind Ltd. (the “LP Applicant”) and CC&L Magnolia Wind Ltd. (the “GP Applicant” and together with the LP Applicant, 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: MOBrien@cclgroup.com	
Name of Individual to Contact Matt O’Brien	Telephone Number: 416-360-7382	
	Facsimile Number: 416-627-5278	
	E-mail Address: MOBrien@cclgroup.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party Bornish Wind Funding, LP, by its general partner, Bornish Wind Funding GP, ULC ("Seller 1")	OEB Use Only	
Address of Head Office 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 691-7721	
	Facsimile Number n/a	
	E-mail Address vincent.besner@fpl.com	
Name of Individual to Contact Brian Chung Vice-President – Corporate Development NextEra Energy Resources, LLC 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 304-6125	
	Facsimile Number n/a	
	E-mail Address Brian.Chung@nexteraenergy.com	
Name of Other Party Bornish Wind GP, LLC ("Seller 2" and, together with Seller 1, the "Sellers")	OEB Use Only	
Address of Head Office 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 691-7721	
	Facsimile Number n/a	
	E-mail Address vincent.besner@fpl.com	
Name of Individual to Contact Brian Chung Vice-President – Corporate Development NextEra Energy Resources, LLC	Telephone Number +1 (561) 304-6125	
	Facsimile Number n/a	

700 Universe Boulevard, Juno Beach, Florida, USA, 33408	E-mail Address Brian.Chung@nexteraenergy.com	
Name of Other Party Bornish Wind, LP and its general partner, Bornish Wind GP, ULC (collectively, the "Project Entities")	OEB Use Only	
Address of Head Office 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 691-7721	
	Facsimile Number n/a	
	E-mail Address vincent.besner@fpl.com	
Name of Individual to Contact Brian Chung Vice-President – Corporate Development NextEra Energy Resources, LLC 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 304-6125	
	Facsimile Number n/a	
	E-mail Address Brian.Chung@nexteraenergy.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>The directors and officers¹ of CC&L Magnolia Wind Ltd., the general partner of CC&L Magnolia Wind Limited Partnership, are as follows:</p> <p><u>Directors</u> Matt O'Brien</p> <p><u>Officers</u> None</p> <p>The directors and officers of Bornish Wind Funding GP, ULC, the general partner of Bornish Wind Funding, LP, are as follows:</p> <p><u>Directors</u></p>	
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¹ The directors and officers of CC&L Magnolia Wind Ltd. are expected to change prior to the closing of the Transaction.

	<p>Matthew Roskot</p> <p><u>Officers</u> Matthew Roskot – President Christopher H. Zajic – Vice President & Treasurer James May – Vice President Julie Homes – Vice President Lane S. Witten – Vice President Michael D. Dowling – Assistant Vice President Jason B. Pear – Secretary David Flechner – Assistant Secretary Evan Leary – Assistant Treasurer Joseph Balzano – Assistant Treasurer Lynsey M. Wenger – Assistant Treasurer Mark B. Patten IV – Assistant Treasurer Matthew R. Geoffroy – Assistant Treasurer</p> <p>The directors and officers of Bornish Wind GP, LLC are as follows:</p> <p><u>Directors</u> None</p> <p><u>Officers</u> Matthew Roskot – President Christopher H. Zajic – Vice President & Treasurer James May – Vice President Julie Homes – Vice President Lane S. Witten – Vice President Matthew S. Handel – Vice President Peter L. Skantze – Vice President Michael D. Dowling – Assistant Vice President Jason B. Pear – Secretary David Flechner – Assistant Secretary Evan Leary – Assistant Treasurer Joseph Balzano – Assistant Treasurer Lynsey M. Wenger – Assistant Treasurer Mark B. Patten IV – Assistant Treasurer Matthew R. Geoffroy – Assistant Treasurer</p> <p>The directors and officers of Bornish Wind GP, ULC, the general partner of Bornish Wind, LP, are as follows:</p> <p><u>Directors</u> Matthew Roskot</p> <p><u>Officers</u> Matthew Roskot – President Christopher H. Zajic – Vice President & Treasurer Daniel Gerard – Vice President James May – Vice President Jonathan T. Bain – Vice President Julie Homes – Vice President</p>	
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	Lane S. Witten – Vice President Michael D. Dowling – Assistant Vice President Jason B. Pear – Secretary David Flechner – Assistant Secretary Evan Leary – Assistant Treasurer Joseph Balzano – Assistant Treasurer Lynsey M. Wenger – Assistant Treasurer Mark B. Patten IV – Assistant Treasurer Matthew R. Geoffroy – Assistant Treasurer	
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>See “Appendix A” for corporate charts of the pre- and post-closing acquisition structures.</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 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”).</p> <p><i>Applicant</i></p> <p>Refer to “Appendix B”</p> <p><i>Sellers</i></p> <p>Refer to “Appendix C”</p>	
1.3.2	<p>Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.</p> <p><i>Applicant</i></p> <p>Refer to “Appendix B”.</p> <p><i>Sellers</i></p> <p>Refer to “Appendix D”.</p>	
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 IMO Administered Markets (“IAM”), bilateral contracts, and local distribution companies.</p> <p><i>Applicant</i></p> <p><u>Southgate Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$19,455 GWh (for 2024): ~64.6</p> <p><u>Windsor Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$21,863 GWh (for 2024): ~72.8</p>	

	<p><u>Grand Renewable Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$71,837 GWh (for 2024): ~155.1</p> <p><u>Grand Renewable Wind P</u> Total Sales thousands of C\$000 (for 2024): ~\$58,769 GWh (for 2024): ~366.8</p> <p><u>Kingston Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$74,636 GWh (for 2024): ~160.7</p> <p><u>Pic Mobert Hydro Inc.</u> Total Sales thousands of C\$000 (for 2024): ~\$10,057 GWh (for 2024): ~62.4</p> <p><u>Rainy River Solar Project</u> Total Sales thousands of C\$000 (for 2024): ~\$19,468 GWh (for 2024): ~41.7</p> <p><u>Armow Wind Project</u> Total Sales thousands of C\$000 (for 2024): ~\$90,197 GWh (for 2024): ~576.2</p> <p><i>Sellers</i></p> <p>In 2024, the Project had annual sales through the IAM of \$32.5 million from 210,048 MWh of generation.</p> <p>NextEra and its affiliates had annual sales through the IAM in the fiscal year of 2024 of \$171.6 million on a gross basis and \$145.2 million on a net basis from 1,093,012 MWh production on a gross basis and 922,836 MWh production on a net basis. Neither NextEra nor any of its affiliates sell energy through physical bilateral contracts (as such term is defined in the IESO Market Rules) or own or operate any local distribution companies.</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>Applicant</i></p> <p>Refer to “Appendix B”.</p> <p><i>Sellers</i></p> <p>Refer to “Appendix D”.</p>	

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	
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	<p>Affiliates, prior to the completion of the proposed transaction or project.</p> <p>The total generation capacity for the facilities owned by the Applicants and their affiliates in Ontario prior to the completion of the Proposed Transaction is approximately 671.2 MW or a weighted average (owned) capacity of approximately 229.4 MW when adjusted for the fractional ownership interests held by affiliates of the Applicants.</p> <p>The total generation capacity for the facilities owned by the Sellers and their affiliates in Ontario prior to the completion of the Proposed Transaction is approximately 357.5 MW or a weighted average (owned) capacity of approximately 307.5 MW when adjusted for the fractional ownership interests held by affiliates of the Sellers.</p>	
1.4.2	<p>Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Energy Sector Affiliates, prior to completion of the proposed transaction or project.</p> <p>The output from the generation facilities owned by the Applicants and their affiliates in Ontario in 2024 was 1,500,268 MWh on a gross basis and 517,567 MWh on a net basis, when adjusted for the fractional ownership interests held by the Applicants and their affiliates. This represents 1.08% and 0.37%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review.</p> <p>The output from the generation facilities owned by the Sellers and their affiliates in Ontario in 2024 was 1,093,012 MWh on a gross basis and 922,836 MWh on a net basis, when adjusted for the fractional ownership interests held by the Sellers and their affiliates. This represents 0.8% and 0.7%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review.</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>Description of Transaction</p> <p>As described in the Cover Letter and "Appendix A", pursuant to the Proposed Bornish Transaction, the LP Applicant will acquire 49% of the limited partnership interests in Bornish Wind, LP from Bornish Wind Funding, LP, and the GP Applicant will acquire 49% of the equity interests in Bornish Wind GP, ULC from Bornish Wind GP, LLC. Following completion of the Proposed Bornish Transaction, the Applicants will hold 49% of the limited partnership interests in Bornish Wind, LP and 49% of the equity interests in Bornish Wind GP, ULC.</p> <p>Description of Project</p> <p>The Bornish Project is a 73.5 MW wind project capable of generating enough power for approximately 18,375 homes in an average year. The Project is located</p>	
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	<p>in Middlesex County, 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 August 15, 2014, and is set to expire on August 14, 2034. The Project is in full operation and 100% of its power generation is contracted to the IESO under the PPA. The Project is currently operated by NextEra Energy Canadian Operating Services, Inc., a subsidiary of NextEra, pursuant to Electricity Generation Licence EG-2012-0311.</p> <p>The Project supplies power to the provincial grid through the interconnection of the Project with transmission infrastructure (lines and stations) that the Project shares with wind facilities located near the Project (the “Shared Facilities”), consisting of the Jericho Wind Energy Centre (“Jericho”), the Cedar Point Wind Energy Centre (“Cedar Point”) and the Adelaide Wind Energy Centre (“Adelaide” or “Kerwood”). At the Project’s Customer Generating Station (“CGS”), the power is transformed to 121 kV via one 104 MVA transformer. The Project connects directly to the Bornish Switching Station, at which point the Project joins with Jericho, Cedar Point and Adelaide. The combined wind farm outputs are then transported approximately 12.8 km via the BTS1P transmission line to the Customer-owned CTS 121/500 kV Parkhill CTS. The Parkhill CTS transforms the power supplied to it to 500 kV before its connection to Hydro One Networks Inc.’s (“HONI”) 500 kV Evergreen Switching Station. Bornish Wind, LP shares ownership of the Shared Facilities with Jericho Wind, LP, Kerwood Wind, LP and Cedar Point II Wind Limited Partnership, and all four entities are party to a Transmission Connection Agreement with HONI.</p> <p>See “Appendix D” for a map of the Bornish Project.</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 Energy Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>The total generation capacity for the facilities indirectly owned by the Applicants and their affiliates in Ontario after the completion of the Proposed Transaction is approximately 906.0 MW or a weighted average (owned) capacity of approximately 344.5 MW when adjusted for the fractional ownership interests held by the Applicants and their affiliates (figures include the acquisition of all three of the Bornish Project, Adelaide Project, and the Goshen Project).</p> <p>The total generation capacity for the facilities indirectly owned by the Sellers and their affiliates in Ontario after the completion of the Proposed Bornish Transaction is approximately 357.5 MW or a weighted average (owned) capacity of approximately 271.485 MW when adjusted for the fractional ownership interests held by the Sellers and their affiliates. The total generation capacity for the facilities indirectly owned by the Sellers and their affiliates in Ontario after the completion of the Proposed Transaction (inclusive of the Proposed Kerwood Transaction and the Proposed Goshen Transaction), is approximately 357.5 MW or a weighted average (owned) capacity of approximately 192.105 MW when adjusted for the fractional ownership interests held by the Sellers and their 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 Energy Sector Affiliates, after the completion of the proposed transaction or project.</p>	

	<p>The Applicants estimate that the output from the generation facilities indirectly owned by the Applicants and their affiliates in Ontario, after completion of the Proposed Transaction, is 2,205,171 MWh on a gross basis and 862,970 MWh on a net basis. This represents 1.58% and 0.62%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review (figures include the acquisition of all three of the Bornish Project, Adelaide Project, and the Goshen Project).</p> <p>The Sellers estimate that the output from the generation facilities indirectly owned by the Sellers and their affiliates in Ontario, after completion of the Proposed Transaction, is 1,093,012 MWh on a gross basis and 819,912 MWh on a net basis. This represents 0.8% and 0.6%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review.</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, including the Proposed Bornish 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 de minimis share of the provincial generation capacity and energy production. Further, the Applicants expect that there will be no material difference in the operation of Bornish Wind Energy Centre after the Proposed Transaction. After the Proposed Transaction, the facility will continue operate in accordance with the requirements of its standard form Power Purchase Agreement 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, including the Proposed Bornish 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 Proposed Transaction because the transmission systems related to the Proposed Transaction are used solely for the purpose of conveying generation output from generation facilities to 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>The Applicants confirm that, to the best of their knowledge, they and their energy sector affiliates are in material compliance with all licence and code requirements and that they will continue to be in compliance after completion of the Proposed Transaction.</p>	
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	The Sellers confirm that, to the best of their knowledge, they are in material compliance with all license and code requirements and that they will continue to be in compliance after completion of the Proposed Transaction.	
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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.

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. All of the output from the Bornish Wind Energy Centre will be offered into the IAM pursuant to the Power Purchase Agreement with the IESO.	
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. <u>Bornish Wind Energy Centre</u> Fuel Source: Wind Technology: 45 GE 1.62-100 Turbines Maximum Capacity Output: 72.9 MW Typical Number of Hours of Operation in a Year: 8,760 Peaking vs Base- Load Character: Variable	
2.1.4	Provide details on whether the generation facility is expected to be a “must run” facility. Not expected to be a “must run” facility.	
2.1.5	Provide details of whether the generation facility is expected to serve a “load pocket”, or is likely to be “constrained on” due to transmission constraints. Not expected to serve a “load pocket” or likely to be “constrained on”.	

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 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	<p>Provide a description of the transmission or distribution system being acquired or constructed.</p> <p>As described in the Cover Letter, the Bornish Wind Energy Centre and the Adelaide Wind Energy Centre each rely on a combination of project transmission facilities and Shared Transmission Facilities. The “Shared Transmission Facilities” include certain lines and stations that Bornish Wind, LP and Kerwood Wind, LP share with each other and with the owners of the Jericho Wind Energy Centre (“Jericho”) and the Cedar Point Wind Energy Centre (“Cedar Point”), which are located nearby. For the Bornish Wind Energy Centre, power is transformed to 121 kV via a 104 MVA transformer at the project’s Customer Generating Station (CGS), which connects to the adjacent Bornish Switching Station (SS). For the Adelaide Wind Energy Centre, power is transformed to 121 kV via a 104 MVA transformer at the projects CGS, which is connected to the Bornish SS via an 11 km connection line owned by Kerwood Wind, LP. From the Bornish SS, which is co-owned by all four co-owners, the combined wind generation output of the co-owners is transmitted approximately 12.8 km to the co-owned Parkhill Customer Transformer Station (CTS) where the voltage is stepped up to 500 kV before connecting to HONI’s transmission system at the Evergreen SS. Leave to construct the project transmission facilities and the Shared Transmission Facilities was granted in EB-2013-0040/0041, and all four co-owners are party to a single Transmission Connection Agreement with HONI.</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>None of the Existing CC&L Projects, as described in the Cover Letter, are or will be directly connected to the transmission system described in 3.1.1. However, the Bornish Wind Energy Centre and the Adelaide Wind Energy Centre, owned by Bornish Wind LP and Kerwood Wind LP, in which the Applicants are proposing to acquire minority limited partnership interests through the Proposed Transaction, are and will continue to be directly connected to the transmission facilities as described in 3.1.1.</p>	

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. Not expected to serve a “load pocket” or likely to be “constrained on”.	
3.1.4	Provide details on whether the generation facilities are expected to be “must-run” facilities. Not expected to be a “must run” facility.	

How to Contact Us at the Ontario Energy Board

The Ontario Energy Board is located at:

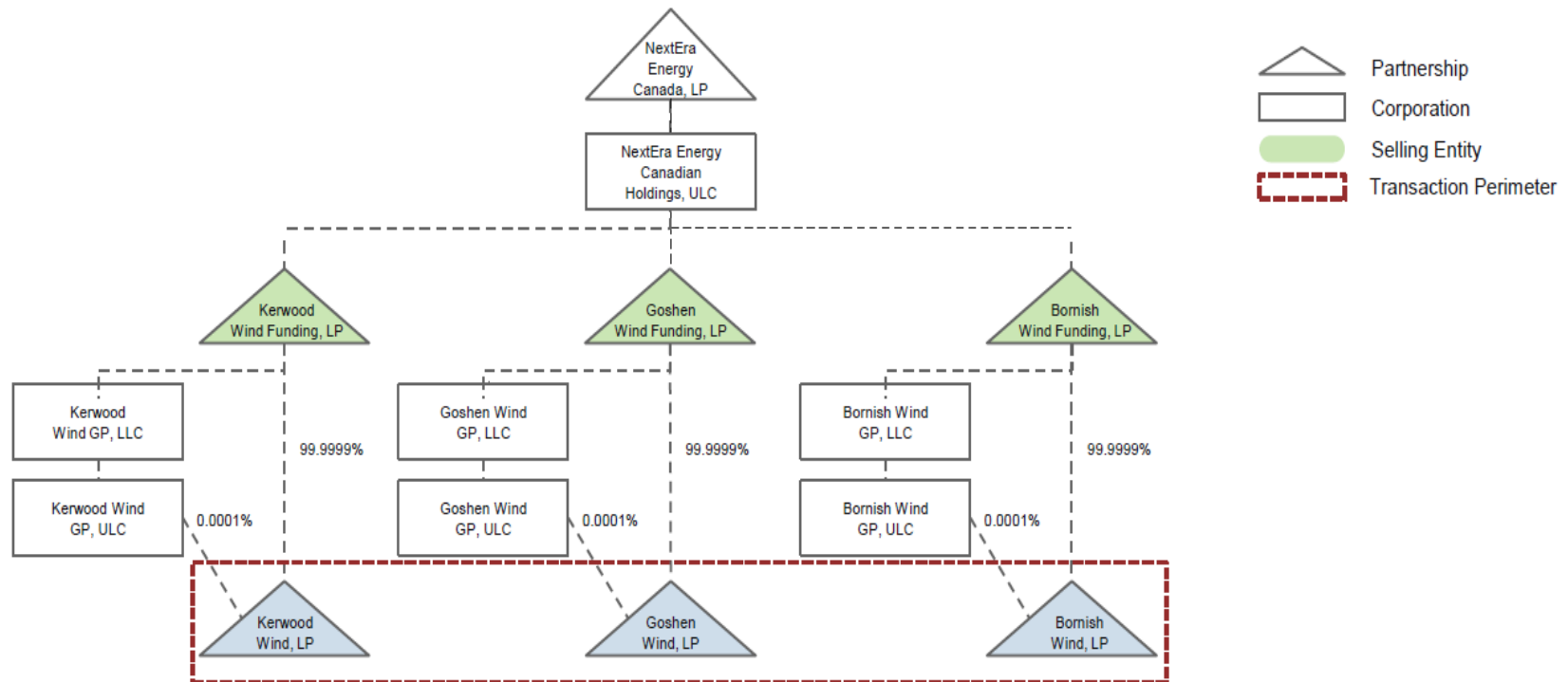
2300 Yonge Street, Suite
2601 Toronto, Ontario
M4P 1E4

Telephone: (416) 481-1967
Fax: (416) 440-7656
Website: <http://www.oeb.gov.on.ca>
Board Secretary's email address: boardsec@oeb.gov.on.ca

APPENDIX A

Corporate Structure Charts

Pre-Closing Organizational Chart



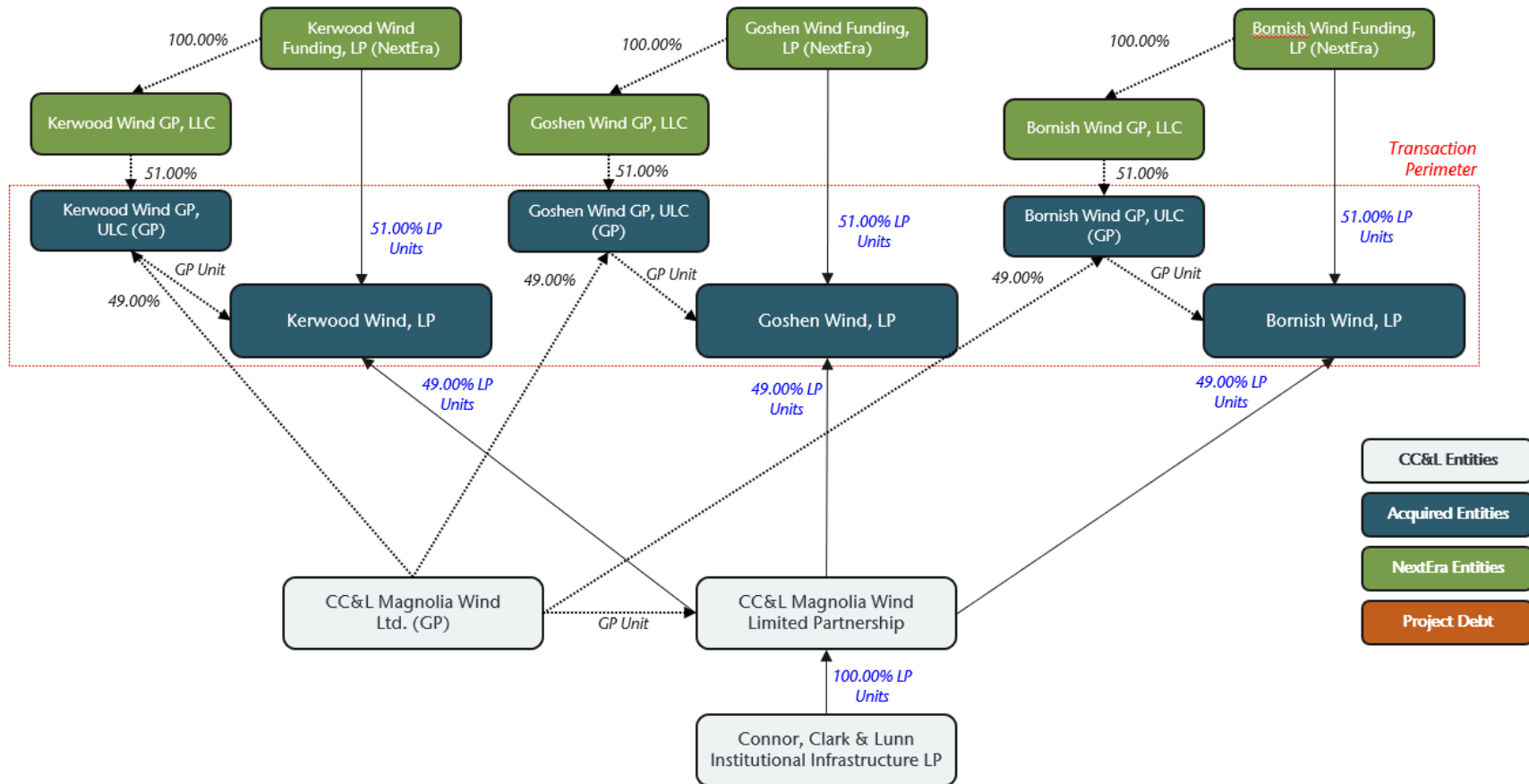
Notes:

Although not captured by the red dotted Transaction Perimeter line, Kerwood Wind GP, ULC, Goshen Wind GP, ULC and Bornish Wind GP, ULC are within the Transaction Perimeter.

The intermediate holding entities between NextEra Energy Canadian Holdings, ULC and each of Kerwood Wind Funding, LP, Goshen Wind Funding, LP and Bornish Wind Funding, LP are omitted for simplicity.

The general partners of Kerwood Wind Funding, LP, Goshen Wind Funding, LP, Bornish Wind Funding, LP and NextEra Energy Canada, LP are omitted for simplicity.

Post-Closing Organizational Chart



Note: An additional entity may be inserted between *Connor, Clark & Lunn Institutional Infrastructure LP* and *CC&L Magnolia Wind Limited Partnership* prior to closing

APPENDIX B

Description of the Business of the Applicant Parties and their Energy Sector Affiliates

A. APPLICANT PARTIES

Name of Entity	Description
CC&L Magnolia Wind Limited Partnership	Special purpose vehicle that will own 49% of the LP units in Bornish Wind, LP
CC&L Magnolia Wind Ltd.	General partner of CC&L Magnolia Wind Limited Partnership that will also own 49% of Bornish Wind GP, ULC and thus have certain governance rights over Bornish Wind, LP

B. LICENCED FACILITIES WHOLLY OWNED BY ENERGY SECTOR AFFILIATES OF APPLICANT

N/A

C. LICENCED FACILITIES IN WHICH ENERGY SECTOR AFFILIATES OF APPLICANT HAS INVESTMENTS

Name of Investment	Asset Type	Licensee	CC&L's Ownership	License Number	Issue Date	Expiry Date	Facility
Southgate Solar	Solar	Southgate Solar LP, by its general partner Southgate Solar GP Inc.	69%	EG-2016-0019	February 18, 2016	February 17, 2036	50 MW Southgate Solar Farm located in Holstein, Ontario
Windsor Solar	Solar	Windsor Solar LP, by its general partner Windsor Solar GP Inc.	69%	EG-2015-0329	February 4, 2016	February 3, 2036	50 MW Windsor Solar Farm located in Windsor, Ontario
Grand Renewable Solar	Solar	Grand Renewable Solar LP, by its general partner Grand Renewable Solar GP Inc.	13%	EG-2012-0349	December 20, 2012	December 19, 2032	100 MW Grand Renewable Solar Farm located in Haldimand County, Ontario
Kingston Solar	Solar	Kingston Solar LP, by its general	14%	EG-2014-0037	May 1, 2014	April 30, 2034	100 MW Kingston Solar Farm located in Kingston, Ontario

Name of Investment	Asset Type	Licensee	CC&L's Ownership	License Number	Issue Date	Expiry Date	Facility
		partner Kingston Solar GP Inc.					
Rainy River Solar	Solar	Rainy River First Nations Solar 1/2/3 LP	26%	EG-2014-0266/-0267/-0268	September 25, 2014	September 24, 2034	Rainy River First Nations Solar 1, 2 and 3 with a combined generating capacity of 25 MW, and more particularly comprised of Morley Solar Park (10 MW) located in Township of Morley, Ontario; Vanzwolf Solar Park (5 MW) located in the Township of Dawson, Ontario; and Dave Rampel Solar Park (10 MW) located in the Township of Dawson, Ontario.
Pic Mobert Hydro	Hydro	Pic Mobert Hydro Inc.	16%	EG-2012-0412	December 6, 2012	December 5, 2032	Upper and Lower White River Hydroelectric GS (totaling 19 MW in capacity) located on the White River, in Brothers Township, Algoma, Ontario
Grand Renewable Wind	Wind	Grand Renewable Wind LP, by its general partner Grand Renewable Wind GP Inc.	36%	EG-2012-0350	December 20, 2012	December 19, 2032	149 MW Grand Renewable Wind Farm located in Haldimand County, Ontario.
Armow Wind	Wind	SP Armow Wind Ontario LP, by its general partner SP Armow Wind Ontario GP Inc.	40%	EG-2014-0269	November 6, 2014	November 5, 2034	180 MW Armow Wind Farm located in the Municipality of Kincardine, Ontario.

D. ADDITIONAL OEB LICENCES HELD OR FORTHCOMING BY ENERGY SECTOR AFFILIATES OF APPLICANT

Licensee	License Number	Issue Date	Expiry Date	Description
Regional Power OPCO Inc.	EG-2023-0157	July 20, 2023	July 19, 2043	Authorizes licensee only in respect of operations for four hydroelectric generating stations owned by MPT Hydro LP under its licence EG-2022-0116 (Wawatay, Eagle River, McKenzie Falls and Wainwright) and two hydroelectric generating stations owned by Pic Mobert Hydro Inc. under its licence EG-2012-0412 (Gitchi Animiki Bezhig and Gitchi Animiki Niizh).

APPENDIX C

Description of the Business of the Seller Parties and their Electricity Sector Affiliates

A. SELLER PARTIES

Name of Entity	Description
Bornish Wind Funding, LP	An Ontario limited partnership and the sole limited partner of Bornish Wind, LP
Bornish Wind Funding GP, ULC	A British Columbia unlimited liability company and general partner of Bornish Wind Funding, LP
Bornish Wind GP, LLC	A Delaware limited liability company and the sole shareholder of Bornish Wind GP, ULC
Bornish Wind, LP	An Ontario limited partnership and owner of the assets of the Bornish Wind Energy Centre
Bornish Wind GP, ULC	A British Columbia unlimited liability company and general partner of Bornish Wind, LP

B. LICENCED FACILITIES OWNED BY WHOLLY OWNED INDIRECT SUBSIDIARIES OF NEXTERA ENERGY, INC. (NEXTERA)

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
Bornish Wind Energy Centre	Bornish Wind GP, ULC on behalf of Bornish Wind, LP	EG-2013-0431	13-Feb-2014	12-Feb-2034	Owner of Bornish Wind Energy Centre with an installed capacity of 72.9 MW located at 32185 Kerwood Road, Parkhill, Ontario. Bornish Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
Adelaide Wind Energy Centre	Kerwood Wind GP, ULC on behalf of Kerwood Wind, LP	EG-2013-0433	13-Feb-2014	12-Feb-2034	Owner of Adelaide Wind Energy Centre with an installed capacity of 59.94 MW located at 32185 Kerwood Road, Parkhill, Ontario. Adelaide Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
Goshen Wind Energy Centre	Goshen Wind GP, ULC, on behalf of Goshen Wind, LP	EG-2014-0315	27-Nov-2014	26-Nov-2034	Owner of Goshen Wind Energy Centre with an installed capacity of 102 MW, located at 70139B Parr Line RR2, Crediton, Ontario. Goshen Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
East Durham Wind Energy Centre	East Durham Wind GP, ULC on behalf of East Durham Wind, LP	EGB-2014-0142	11-June-2014	10-June-2034	Owner of East Durham Wind Energy Centre with an installed capacity of 23 MW, located at RR 1, County Road 4 at County Road 23, Grey County, Princeville, Ontario. East Durham Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
Elmira Solid Battery Energy Storage System	Elmira Energy Storage, LP	ES-2017-0246	17-Aug-2017	16-Aug-2027	Owner of Elmira Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 50 Martin's Lane, Elmira, Ontario. Elmira Solid Battery Energy Storage System is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its storage licence ES-2017-0231.
Parry Solid Battery Energy Storage System	Parry Energy Storage, LP	ES-2017-0247	17-Aug-2017	16-Aug-2027	Owner of Parry Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 5 Elliot House Rd., Parry Sound, Ontario. Parry Solid Battery Energy Storage System is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its storage licence ES-2017-0231.

C. LICENCED FACILITIES IN WHICH NEXTERA HAS INDIRECT INVESTMENTS

Name of Investment	Asset Type	Licensee	NextEra's Ownership	License Number	Issue Date	Expiry Date	Facility
Cedar Point II Wind Energy Centre	Wind	Cedar Point II Limited Partnership	NextEra: 50%	EG-2015-0137	21-May-2015	20-May-2035	The Licence authorizes the Licensee only in respect to the following: the ownership of Cedar Point II wind generation facility with an installed capacity of 100 MW, located at 5767 Cedar Point Line, Lambton Shores, Ontario. Cedar Point II is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.

D. ADDITIONAL OEB LICENCES HELD OR FORTHCOMING BY NEXTERA AND ITS AFFILIATES

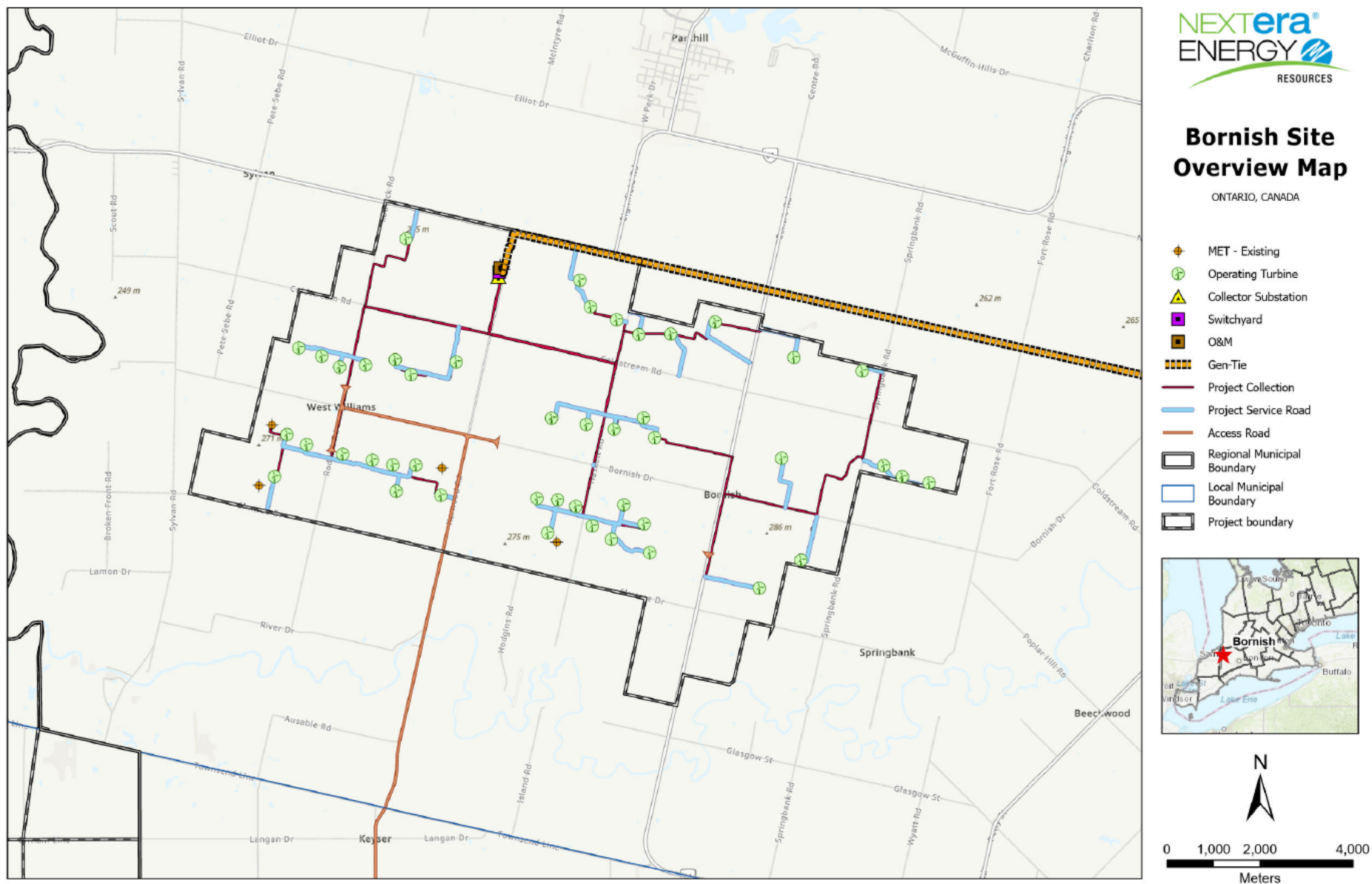
Licensee	License Number	Issue Date	Expiry Date	Description
NextEra Energy Marketing, LLC	EW-2024-0214	18-July-2024	17-July-2029	Electricity wholesaler licence – The Licence authorizes the Licensee to (i) purchase electricity or ancillary services in the IESO-administered markets or directly from a generator, subject to the conditions of the Licence; and (ii) sell electricity or ancillary services through the IESO-administered markets or directly to another person other than a consumer, subject to the conditions of the Licence.
Upper Canada Transmission 2, Inc.	ET-2011-0222	25-Nov-2011 (issue date)	6-Aug-2033	Electricity transmission licence – The Licence authorizes the Licensee to own and operate, and transmit electricity over, the 450 km 230 kV double

Licensee	License Number	Issue Date	Expiry Date	Description
		7-Aug-2013 (effective date)		circuit transmission line running from Lakehead TS in Thunder Bay to Wawa TS in two segments (Lakehead TS to Marathon TS and Marathon TS to Wawa TS).
NextEra Energy Canadian Operating Services Inc.	EG-2012-0311	8-Nov-2012	7-Nov-2032	<p>The Licence authorizes the Licensee only in respect to the following:</p> <ol style="list-style-type: none"> 1. The operator of Conestogo Wind Energy Centre with an installed capacity of 22.9 MW, located at RR1 Sideroad 17 between Sixteenth and Fourteenth Line, Alma, Ontario. 2. The operator of Summerhaven Wind Energy Centre with an installed capacity of 124.4 MW, located at 524 Concession 5 Walpole, Jarvis, Ontario. 3. The operator of Bornish Wind Energy Centre with an installed capacity of 72.9 MW located at 32185 Kerwood Road, Parkhill, Ontario. 4. The operator of Adelaide Wind Energy Centre with an installed capacity of 59.94 MW located at 32185 Kerwood Road, Parkhill, Ontario. 5. The operator of Bluewater Wind Energy Centre with an installed capacity of 59.9 MW, located at Centennial Rd and Babylon Line, near Zurich, Ontario. 6. The operator of East Durham Wind Energy Centre with an installed capacity of 23 MW located at RR 1, County Road 4 at County Road 23, Princeville, Ontario. 7. The operator of Jericho Wind Energy Centre with an installed capacity of 150 MW, located at 32185 Kerwood Road, Parkhill, Ontario. 8. The operator of Goshen Wind Energy Centre with an installed capacity of 102 MW, located at 70139B Parr Line RR2, Crediton, Ontario. 9. The operator of St. Clair Solar 1 with an installed capacity of 10 MW, located at Part of Lot 25, Concession 9, and part of Lot 26, Concession 9, Township of Moore, Ontario. 10. The operator of St. Clair Solar 2 with an installed capacity of 10 MW, located at Part of Lot 25, Concession 9, and part of Lot 26, Concession 9, Township of Moore, Ontario. 11. The operator of St. Clair Solar 3 with an installed capacity of 10 MW, located at North half of Lot 1, Concession 10, North half of Lot 1, Concession 11, West half of North half, Township of Sombra, Ontario. 12. The operator of St. Clair Solar 4 with an installed capacity of 10 MW, located at North half of Lot 1, Concession 10, North half of Lot 1, Concession 11, West half of North half, Township of Sombra, Ontario. 13. The operator of Cedar Point II wind generation facility with an installed capacity of 100 MW, located at 5767 Cedar Point Line, Lambton Shores, Ontario.
NextEra Energy Canadian Operating Services Inc.	ES-2017-0231	17-Aug-2017	16-Aug-2027	<p>The Licence authorizes the Licensee only in respect to the following:</p> <ol style="list-style-type: none"> 1. The operation of Elmira Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 50 Martin's Lane, Elmira, Ontario

Licensee	License Number	Issue Date	Expiry Date	Description
				2. The operation of Parry Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 5 Elliot House Rd., Parry Sound, Ontario

APPENDIX D

BORNISH PROJECT MAP



SCHEDULE 'B'

Acquisition from Kerwood Project Entities

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 CC&L Magnolia Wind Limited Partnership, and its general partner CC&L Magnolia Wind Ltd. (the “LP Applicant”) and CC&L Magnolia Wind Ltd. (the “GP Applicant” and together with the LP Applicant, 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: MOBrien@cclgroup.com	
Name of Individual to Contact Matt O’Brien	Telephone Number: 416-360-7382	
	Facsimile Number: 416-627-5278	
	E-mail Address: MOBrien@cclgroup.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party Kerwood Wind Funding, LP, by its general partner, Kerwood Wind Funding GP, ULC ("Seller 1")	OEB Use Only	
Address of Head Office 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 691-7721	
	Facsimile Number n/a	
	E-mail Address vincent.besner@fpl.com	
Name of Individual to Contact Brian Chung Vice-President – Corporate Development NextEra Energy Resources, LLC 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 304-6125	
	Facsimile Number n/a	
	E-mail Address Brian.Chung@nexteraenergy.com	
Name of Other Party Kerwood Wind GP, LLC (together with Seller 1, the "Sellers")	OEB Use Only	
Address of Head Office 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 691-7721	
	Facsimile Number n/a	
	E-mail Address vincent.besner@fpl.com	
Name of Individual to Contact Brian Chung Vice-President – Corporate Development NextEra Energy Resources, LLC	Telephone Number +1 (561) 304-6125	
	Facsimile Number n/a	

700 Universe Boulevard, Juno Beach, Florida, USA, 33408	E-mail Address Brian.Chung@nexteraenergy.com	
Name of Other Party Kerwood Wind, LP and its general partner, Kerwood Wind GP, ULC (collectively, the "Project Entities")	OEB Use Only	
Address of Head Office 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 691-7721	
	Facsimile Number n/a	
	E-mail Address vincent.besner@fpl.com	
Name of Individual to Contact Brian Chung Vice-President – Corporate Development NextEra Energy Resources, LLC 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 304-6125	
	Facsimile Number n/a	
	E-mail Address Brian.Chung@nexteraenergy.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>The directors and officers¹ of CC&L Magnolia Wind Ltd., the general partner of CC&L Magnolia Wind Limited Partnership, are as follows:</p> <p><u>Directors</u> Matt O'Brien</p> <p><u>Officers</u> None</p> <p>The directors and officers of Kerwood Wind Funding GP, ULC, the general partner of Kerwood Wind Funding, LP, are as follows:</p> <p><u>Directors</u></p>	
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¹ The directors and officers of CC&L Magnolia Wind Ltd. are expected to change prior to the closing of the Transaction.

	<p>Matthew Roskot</p> <p><u>Officers</u> Matthew Roskot – President Christopher H. Zajic – Vice President & Treasurer James May – Vice President Julie Homes – Vice President Lane S. Witten – Vice President Michael D. Dowling – Assistant Vice President Jason B. Pear – Secretary David Flechner – Assistant Secretary Evan Leary – Assistant Treasurer Joseph Balzano – Assistant Treasurer Lynsey M. Wenger – Assistant Treasurer Mark B. Patten IV – Assistant Treasurer Matthew R. Geoffroy – Assistant Treasurer</p> <p>The directors and officers of Kerwood Wind GP, LLC are as follows:</p> <p><u>Directors</u> None</p> <p><u>Officers</u> Matthew Roskot – President Christopher H. Zajic – Vice President & Treasurer James May – Vice President Julie Homes – Vice President Lane S. Witten – Vice President Matthew S. Handel – Vice President Peter L. Skantze – Vice President Michael D. Dowling – Assistant Vice President Jason B. Pear – Secretary David Flechner – Assistant Secretary Evan Leary – Assistant Treasurer Joseph Balzano – Assistant Treasurer Lynsey M. Wenger – Assistant Treasurer Mark B. Patten IV – Assistant Treasurer Matthew R. Geoffroy – Assistant Treasurer</p> <p>The directors and officers of Kerwood Wind GP, ULC, the general partner of Kerwood Wind, LP, are as follows:</p> <p><u>Directors</u> Matthew Roskot</p> <p><u>Officers</u> Matthew Roskot – President Christopher H. Zajic – Vice President & Treasurer Daniel Gerard – Vice President James May – Vice President Jonathan T. Bain – Vice President Julie Homes – Vice President</p>	
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	Lane S. Witten – Vice President Michael D. Dowling – Assistant Vice President Jason B. Pear – Secretary David Flechner – Assistant Secretary Evan Leary – Assistant Treasurer Joseph Balzano – Assistant Treasurer Lynsey M. Wenger – Assistant Treasurer Mark B. Patten IV – Assistant Treasurer Matthew R. Geoffroy – Assistant Treasurer	
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>See “Appendix A” for corporate charts of the pre- and post-closing acquisition structures.</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 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”).</p> <p><i>Applicant</i></p> <p>Refer to “Appendix B”</p> <p><i>Sellers</i></p> <p>Refer to “Appendix C”</p>	
1.3.2	<p>Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.</p> <p><i>Applicant</i></p> <p>Refer to “Appendix B”.</p> <p><i>Sellers</i></p> <p>Refer to “Appendix D”.</p>	
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 IMO Administered Markets (“IAM”), bilateral contracts, and local distribution companies.</p> <p><i>Applicant</i></p> <p><u>Southgate Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$19,455 GWh (for 2024): ~64.6</p> <p><u>Windsor Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$21,863 GWh (for 2024): ~72.8</p>	

	<p><u>Grand Renewable Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$71,837 GWh (for 2024): ~155.1</p> <p><u>Grand Renewable Wind P</u> Total Sales thousands of C\$000 (for 2024): ~\$58,769 GWh (for 2024): ~366.8</p> <p><u>Kingston Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$74,636 GWh (for 2024): ~160.7</p> <p><u>Pic Mobert Hydro Inc.</u> Total Sales thousands of C\$000 (for 2024): ~\$10,057 GWh (for 2024): ~62.4</p> <p><u>Rainy River Solar Project</u> Total Sales thousands of C\$000 (for 2024): ~\$19,468 GWh (for 2024): ~41.7</p> <p><u>Armow Wind Project</u> Total Sales thousands of C\$000 (for 2024): ~\$90,197 GWh (for 2024): ~576.2</p> <p><i>Sellers</i></p> <p>In 2024, the Project had annual sales through the IAM of \$27.7 million from 178,696 MWh of generation.</p> <p>NextEra and its affiliates had annual sales through the IAM in the fiscal year of 2024 of \$171.6 million on a gross basis and \$145.2 million on a net basis from 1,093,012 MWh production on a gross basis and 922,836 MWh production on a net basis. Neither NextEra nor any of its affiliates sell energy through physical bilateral contracts (as such term is defined in the IESO Market Rules) or own or operate any local distribution companies.</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>Applicant</i></p> <p>Refer to “Appendix B”.</p> <p><i>Sellers</i></p> <p>Refer to “Appendix D”.</p>	

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	
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	<p>Affiliates, prior to the completion of the proposed transaction or project.</p> <p>The total generation capacity for the facilities owned by the Applicants and their affiliates in Ontario prior to the completion of the Proposed Transaction is approximately 671.2 MW or a weighted average (owned) capacity of approximately 229.4 MW when adjusted for the fractional ownership interests held by affiliates of the Applicants.</p> <p>The total generation capacity for the facilities owned by the Sellers and their affiliates in Ontario prior to the completion of the Proposed Transaction is approximately 357.5 MW or a weighted average (owned) capacity of approximately 307.5 MW when adjusted for the fractional ownership interests held by affiliates of the Sellers.</p>	
1.4.2	<p>Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Energy Sector Affiliates, prior to completion of the proposed transaction or project.</p> <p>The output from the generation facilities owned by the Applicants and their affiliates in Ontario in 2024 was 1,500,268 MWh on a gross basis and 517,567 MWh on a net basis, when adjusted for the fractional ownership interests held by the Applicants and their affiliates. This represents 1.08% and 0.37%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review.</p> <p>The output from the generation facilities owned by the Sellers and their affiliates in Ontario in 2024 was 1,093,012 MWh on a gross basis and 922,836 MWh on a net basis, when adjusted for the fractional ownership interests held by the Sellers and their affiliates. This represents 0.8% and 0.7%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review.</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>Description of Transaction</p> <p>As described in the Cover Letter and "Appendix A", pursuant to the Proposed Kerwood Transaction, the LP Applicant will acquire 49% of the limited partnership interests in Kerwood Wind, LP from Kerwood Wind Funding, LP, and the GP Applicant will acquire 49% of the equity interests in Kerwood Wind GP, ULC from Kerwood Wind GP, LLC. Following completion of the Proposed Kerwood Transaction, the Applicants will hold 49% of the limited partnership interests in Kerwood Wind, LP and 49% of the equity interests in Kerwood Wind GP, ULC.</p> <p>Description of Project</p> <p>The Adelaide Project is a 60 MW wind project capable of generating enough power for approximately 15,000 homes in an average year. The Project is located in</p>	
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	<p>Middlesex County, 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 August 22, 2014, and is set to expire on August 21, 2034. The Project is in full operation and 100% of its power generation is contracted to the IESO under the PPA. The Project is currently operated by NextEra Energy Canadian Operating Services, Inc., a subsidiary of NextEra, pursuant to Electricity Generation Licence EG-2012-0311.</p> <p>The Project supplies power to the provincial grid through the interconnection of the Project with transmission infrastructure (lines and stations) that the Project shares with wind facilities located near the Project (the “Shared Facilities”), consisting of the Jericho Wind Energy Centre (“Jericho”), the Cedar Point Wind Energy Centre (“Cedar Point”) and the Bornish Wind Energy Centre (“Bornish”). At the Project’s Customer Generating Station (“CGS”), the power is transformed to 121 kV via one 104 MVA transformer. The Project connects via a 121 kV 11 km connection line to the Bornish Switching Station, at which point the Project joins with Jericho, Cedar Point and Bornish. The combined wind farm outputs are then transported approximately 12.8 km via the BTS1P transmission line to the Customer-owned CTS 121/500 kV Parkhill CTS. The Parkhill CTS transforms the power supplied to it to 500 kV before its connection to Hydro One Networks Inc.’s (“HONI”) 500 kV Evergreen Switching Station. Kerwood Wind, LP shares ownership of the Shared Facilities with Jericho Wind, LP, Bornish Wind LP and Cedar Point II Wind Limited Partnership, and all four entities are party to a Transmission Connection Agreement with HONI.</p> <p>See “Appendix D” for a map of the Adelaide Project.</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 Energy Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>The total generation capacity for the facilities indirectly owned by the Applicants and their affiliates in Ontario after the completion of the Proposed Transaction is approximately 906.0 MW or a weighted average (owned) capacity of approximately 344.5 MW when adjusted for the fractional ownership interests held by the Applicants and their affiliates (figures include the acquisition of all three of the Bornish Project, Adelaide Project, and the Goshen Project).</p> <p>The total generation capacity for the facilities indirectly owned by the Sellers and their affiliates in Ontario after the completion of the Proposed Kerwood Transaction is approximately 357.5 MW or a weighted average (owned) capacity of approximately 278.10 MW when adjusted for the fractional ownership interests held by the Sellers and their affiliates. The total generation capacity for the facilities indirectly owned by the Sellers and their affiliates in Ontario after the completion of the Proposed Transaction (inclusive of the Proposed Bornish Transaction and the Proposed Goshen Transaction), is approximately 357.5 MW or a weighted average (owned) capacity of approximately 192.105 MW when adjusted for the fractional ownership interests held by the Sellers and their 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 Energy Sector Affiliates, after the completion of the proposed transaction or project.</p>	

	<p>The Applicants estimate that the output from the generation facilities indirectly owned by the Applicants and their affiliates in Ontario, after completion of the Proposed Transaction, is 2,205,171 MWh on a gross basis and 862,970 MWh on a net basis. This represents 1.58% and 0.62%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review (figures include the acquisition of all three of the Bornish Project, Adelaide Project, and the Goshen Project).</p> <p>The Sellers estimate that the output from the generation facilities indirectly owned by the Sellers and their affiliates in Ontario, after completion of the Proposed Transaction, is 1,093,012 MWh on a gross basis and 835,275 MWh on a net basis. This represents 0.8% and 0.6%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review.</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, including the Proposed Kerwood 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 de minimis share of the provincial generation capacity and energy production. Further, the Applicants expect that there will be no material difference in the operation of Kerwood Wind Energy Centre after the Proposed Transaction. After the Proposed Transaction, the facility will continue operate in accordance with the requirements of its standard form Power Purchase Agreement 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, including the Proposed Kerwood 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 Proposed Transaction because the transmission systems related to the Proposed Transaction are used solely for the purpose of conveying generation output from generation facilities to 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>The Applicants confirm that, to the best of their knowledge, they and their energy sector affiliates are in material compliance with all licence and code requirements and that they will continue to be in compliance after completion of the Proposed Transaction.</p>	
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	The Sellers confirm that, to the best of their knowledge, they are in material compliance with all license and code requirements and that they will continue to be in compliance after completion of the Proposed Transaction.	
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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.

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. All of the output from the Kerwood Wind Energy Centre will be offered into the IAM pursuant to the Power Purchase Agreement with the IESO.	
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. <u>Kerwood Wind Energy Centre</u> Fuel Source: Wind Technology: 37 GE 1.62-100 Turbines Maximum Capacity Output: 59.94 MW Typical Number of Hours of Operation in a Year: 8,760 Peaking vs Base- Load Character: Variable	
2.1.4	Provide details on whether the generation facility is expected to be a “must run” facility. Not expected to be a “must run” facility.	
2.1.5	Provide details of whether the generation facility is expected to serve a “load pocket”, or is likely to be “constrained on” due to transmission constraints. Not expected to serve a “load pocket” or likely to be “constrained on”.	

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 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	<p>Provide a description of the transmission or distribution system being acquired or constructed.</p> <p>As described in the Cover Letter, the Bornish Wind Energy Centre and the Adelaide Wind Energy Centre each rely on a combination of project transmission facilities and Shared Transmission Facilities. The “Shared Transmission Facilities” include certain lines and stations that Bornish Wind, LP and Kerwood Wind, LP share with each other and with the owners of the Jericho Wind Energy Centre (“Jericho”) and the Cedar Point Wind Energy Centre (“Cedar Point”), which are located nearby. For the Bornish Wind Energy Centre, power is transformed to 121 kV via a 104 MVA transformer at the project’s Customer Generating Station (CGS), which connects to the adjacent Bornish Switching Station (SS). For the Adelaide Wind Energy Centre, power is transformed to 121 kV via a 104 MVA transformer at the projects CGS, which is connected to the Bornish SS via an 11 km connection line owned by Kerwood Wind, LP. From the Bornish SS, which is co-owned by all four co-owners, the combined wind generation output of the co-owners is transmitted approximately 12.8 km to the co-owned Parkhill Customer Transformer Station (CTS) where the voltage is stepped up to 500 kV before connecting to HONI’s transmission system at the Evergreen SS. Leave to construct the project transmission facilities and the Shared Transmission Facilities was granted in EB-2013-0040/0041, and all four co-owners are party to a single Transmission Connection Agreement with HONI.</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>None of the Existing CC&L Projects, as described in the Cover Letter, are or will be directly connected to the transmission system described in 3.1.1. However, the Bornish Wind Energy Centre and the Adelaide Wind Energy Centre, owned by Bornish Wind LP and Kerwood Wind LP, in which the Applicants are proposing to acquire minority limited partnership interests through the Proposed Transaction, are and will continue to be directly connected to the transmission facilities as described in 3.1.1.</p>	

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. Not expected to serve a “load pocket” or likely to be “constrained on”.	
3.1.4	Provide details on whether the generation facilities are expected to be “must-run” facilities. Not expected to be a “must run” facility.	

How to Contact Us at the Ontario Energy Board

The Ontario Energy Board is located at:

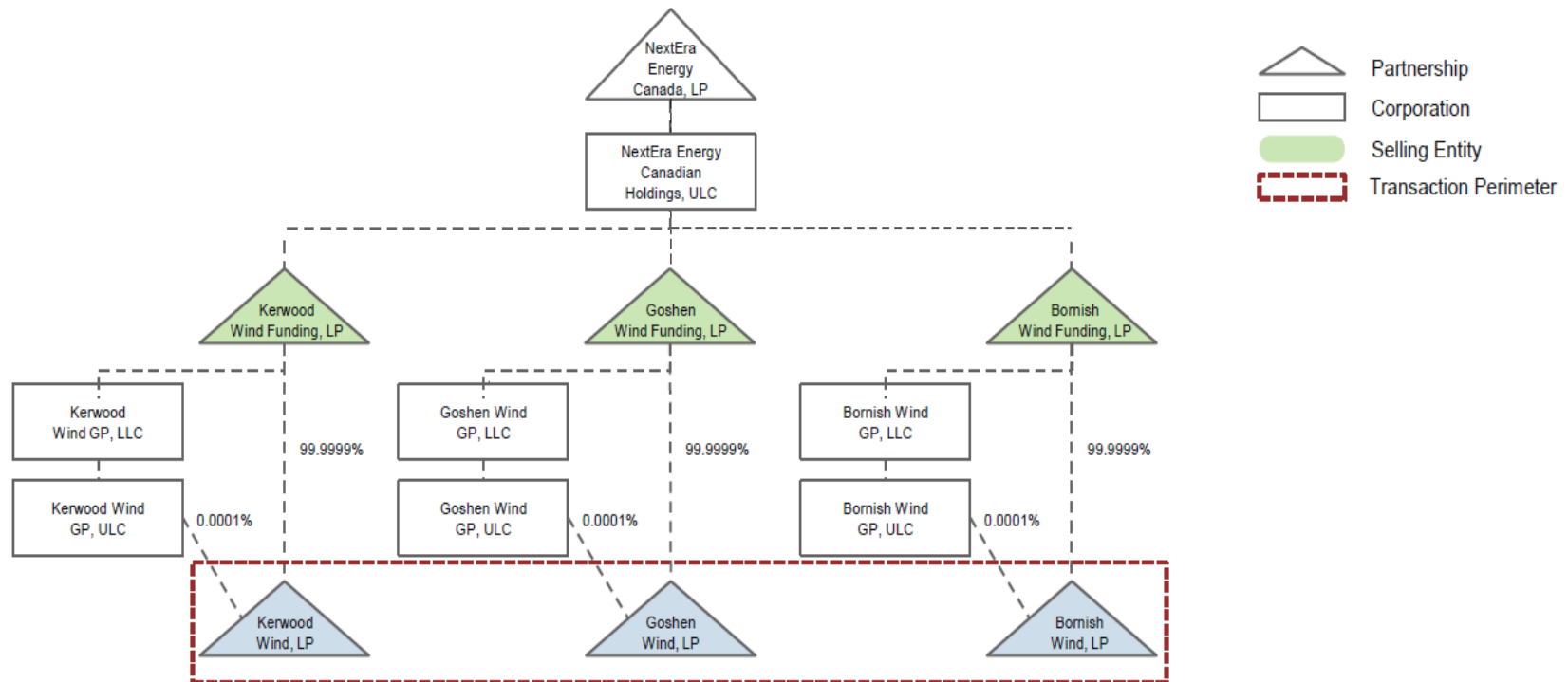
2300 Yonge Street, Suite
2601 Toronto, Ontario
M4P 1E4

Telephone: (416) 481-1967
Fax: (416) 440-7656
Website: <http://www.oeb.gov.on.ca>
Board Secretary's email address: boardsec@oeb.gov.on.ca

APPENDIX A

Corporate Structure Charts

Pre-Closing Organizational Chart



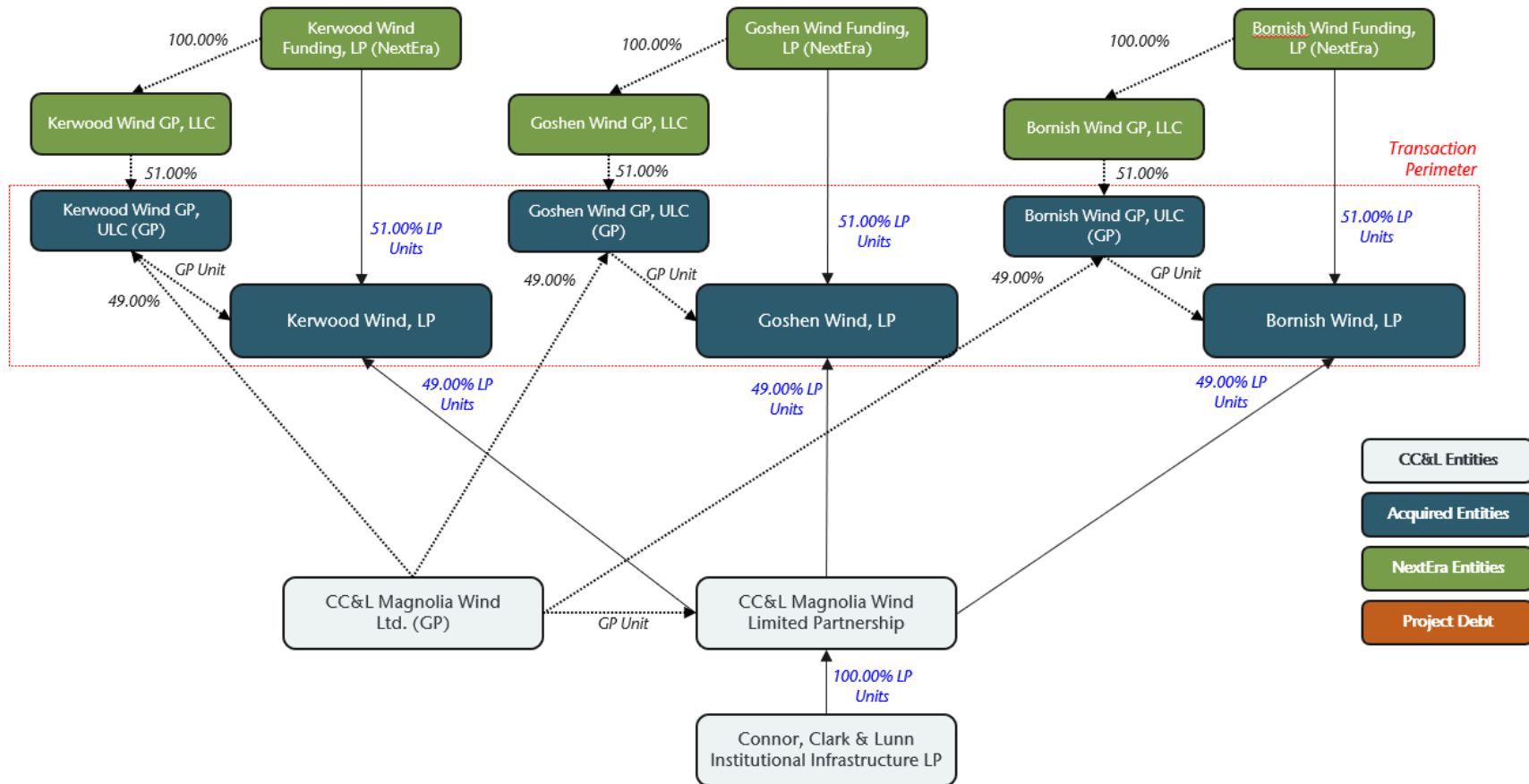
Notes:

Although not captured by the red dotted Transaction Perimeter line, Kerwood Wind GP, ULC, Goshen Wind GP, ULC and Bornish Wind GP, ULC are within the Transaction Perimeter.

The intermediate holding entities between NextEra Energy Canadian Holdings, ULC and each of Kerwood Wind Funding, LP, Goshen Wind Funding, LP and Bornish Wind Funding, LP are omitted for simplicity.

The general partners of Kerwood Wind Funding, LP, Goshen Wind Funding, LP, Bornish Wind Funding, LP and NextEra Energy Canada, LP are omitted for simplicity.

Post-Closing Organizational Chart



Note: An additional entity may be inserted between *Connor, Clark & Lunn Institutional Infrastructure LP* and *CC&L Magnolia Wind Limited Partnership* prior to closing

APPENDIX B

Description of the Business of the Applicant Parties and their Energy Sector Affiliates

A. APPLICANT PARTIES

Name of Entity	Description
CC&L Magnolia Wind Limited Partnership	Special purpose vehicle that will own 49% of the LP units in Kerwood Wind, LP
CC&L Magnolia Wind Ltd.	General partner of CC&L Magnolia Wind Limited Partnership that will also own 49% of Kerwood Wind GP, ULC and thus have certain governance rights over Kerwood Wind, LP

B. LICENCED FACILITIES WHOLLY OWNED BY ENERGY SECTOR AFFILIATES OF APPLICANT

N/A

C. LICENCED FACILITIES IN WHICH ENERGY SECTOR AFFILIATES OF APPLICANT HAS INVESTMENTS

Name of Investment	Asset Type	Licensee	CC&L's Ownership	License Number	Issue Date	Expiry Date	Facility
Southgate Solar	Solar	Southgate Solar LP, by its general partner Southgate Solar GP Inc.	69%	EG-2016-0019	February 18, 2016	February 17, 2036	50 MW Southgate Solar Farm located in Holstein, Ontario
Windsor Solar	Solar	Windsor Solar LP, by its general partner Windsor Solar GP Inc.	69%	EG-2015-0329	February 4, 2016	February 3, 2036	50 MW Windsor Solar Farm located in Windsor, Ontario
Grand Renewable Solar	Solar	Grand Renewable Solar LP, by its general partner Grand Renewable Solar GP Inc.	13%	EG-2012-0349	December 20, 2012	December 19, 2032	100 MW Grand Renewable Solar Farm located in Haldimand County, Ontario
Kingston Solar	Solar	Kingston Solar LP, by its general	14%	EG-2014-0037	May 1, 2014	April 30, 2034	100 MW Kingston Solar Farm located in Kingston, Ontario

Name of Investment	Asset Type	Licensee	CC&L's Ownership	License Number	Issue Date	Expiry Date	Facility
		partner Kingston Solar GP Inc.					
Rainy River Solar	Solar	Rainy River First Nations Solar 1/2/3 LP	26%	EG-2014-0266/-0267/-0268	September 25, 2014	September 24, 2034	Rainy River First Nations Solar 1, 2 and 3 with a combined generating capacity of 25 MW, and more particularly comprised of Morley Solar Park (10 MW) located in Township of Morley, Ontario; Vanzwolf Solar Park (5 MW) located in the Township of Dawson, Ontario; and Dave Rampel Solar Park (10 MW) located in the Township of Dawson, Ontario.
Pic Mobert Hydro	Hydro	Pic Mobert Hydro Inc.	16%	EG-2012-0412	December 6, 2012	December 5, 2032	Upper and Lower White River Hydroelectric GS (totaling 19 MW in capacity) located on the White River, in Brothers Township, Algoma, Ontario
Grand Renewable Wind	Wind	Grand Renewable Wind LP, by its general partner Grand Renewable Wind GP Inc.	36%	EG-2012-0350	December 20, 2012	December 19, 2032	149 MW Grand Renewable Wind Farm located in Haldimand County, Ontario.
Armow Wind	Wind	SP Armow Wind Ontario LP, by its general partner SP Armow Wind Ontario GP Inc.	40%	EG-2014-0269	November 6, 2014	November 5, 2034	180 MW Armow Wind Farm located in the Municipality of Kincardine, Ontario.

D. ADDITIONAL OEB LICENCES HELD OR FORTHCOMING BY ENERGY SECTOR AFFILIATES OF APPLICANT

Licensee	License Number	Issue Date	Expiry Date	Description
Regional Power OPCO Inc.	EG-2023-0157	July 20, 2023	July 19, 2043	Authorizes licensee only in respect of operations for four hydroelectric generating stations owned by MPT Hydro LP under its licence EG-2022-0116 (Wawatay, Eagle River, McKenzie Falls and Wainwright) and two hydroelectric generating stations owned by Pic Mobert Hydro Inc. under its licence EG-2012-0412 (Gitchi Animiki Bezhig and Gitchi Animiki Niizh).

APPENDIX C

Description of the Business of the Seller Parties and their Electricity Sector Affiliates

A. SELLER PARTIES

Name of Entity	Description
Bornish Wind Funding, LP	An Ontario limited partnership and the sole limited partner of Kerwood Wind, LP
Bornish Wind Funding GP, ULC	A British Columbia unlimited liability company and general partner of Kerwood Wind Funding, LP
Bornish Wind GP, LLC	A Delaware limited liability company and the sole shareholder of Kerwood Wind GP, ULC
Bornish Wind, LP	An Ontario limited partnership and owner of the assets of the Kerwood Wind Energy Centre
Bornish Wind GP, ULC	A British Columbia unlimited liability company and general partner of Kerwood Wind, LP

B. LICENCED FACILITIES OWNED BY WHOLLY OWNED INDIRECT SUBSIDIARIES OF NEXTERA ENERGY, INC. (NEXTERA)

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
Adelaide Wind Energy Centre	Kerwood Wind GP, ULC on behalf of Kerwood Wind, LP	EG- 2013-0433	13-Feb-2014	12-Feb-2034	Owner of Adelaide Wind Energy Centre with an installed capacity of 59.94 MW located at 32185 Kerwood Road, Parkhill, Ontario. Adelaide Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
Bornish Wind Energy Centre	Bornish Wind GP, ULC on behalf of Bornish Wind, LP	EG-2013-0431	13-Feb-2014	12-Feb-2034	Owner of Bornish Wind Energy Centre with an installed capacity of 72.9 MW located at 32185 Kerwood Road, Parkhill, Ontario. Bornish Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
Goshen Wind Energy Centre	Goshen Wind GP, ULC, on behalf of Goshen Wind, LP	EG- 2014-0315	27-Nov-2014	26-Nov-2034	Owner of Goshen Wind Energy Centre with an installed capacity of 102 MW, located at 70139B Parr Line RR2, Crediton, Ontario. Goshen Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
East Durham Wind Energy Centre	East Durham Wind GP, ULC on behalf of East Durham Wind, LP	EGB-2014-0142	11-June-2014	10-June-2034	Owner of East Durham Wind Energy Centre with an installed capacity of 23 MW, located at RR 1, County Road 4 at County Road 23, Grey County, Princeville, Ontario.

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
					East Durham Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
Elmira Solid Battery Energy Storage System	Elmira Energy Storage, LP	ES-2017-0246	17-Aug-2017	16-Aug-2027	Owner of Elmira Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 50 Martin's Lane, Elmira, Ontario. Elmira Solid Battery Energy Storage System is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its storage licence ES-2017-0231.
Parry Solid Battery Energy Storage System	Parry Energy Storage, LP	ES-2017-0247	17-Aug-2017	16-Aug-2027	Owner of Parry Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 5 Elliot House Rd., Parry Sound, Ontario. Parry Solid Battery Energy Storage System is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its storage licence ES-2017-0231.

C. LICENCED FACILITIES IN WHICH NEXTERA HAS INDIRECT INVESTMENTS

Name of Investment	Asset Type	Licensee	NextEra's Ownership	License Number	Issue Date	Expiry Date	Facility
Cedar Point II Wind Energy Centre	Wind	Cedar Point II Limited Partnership	NextEra: 50%	EG-2015-0137	21-May-2015	20-May-2035	The Licence authorizes the Licensee only in respect to the following: the ownership of Cedar Point II wind generation facility with an installed capacity of 100 MW, located at 5767 Cedar Point Line, Lambton Shores, Ontario. Cedar Point II is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.

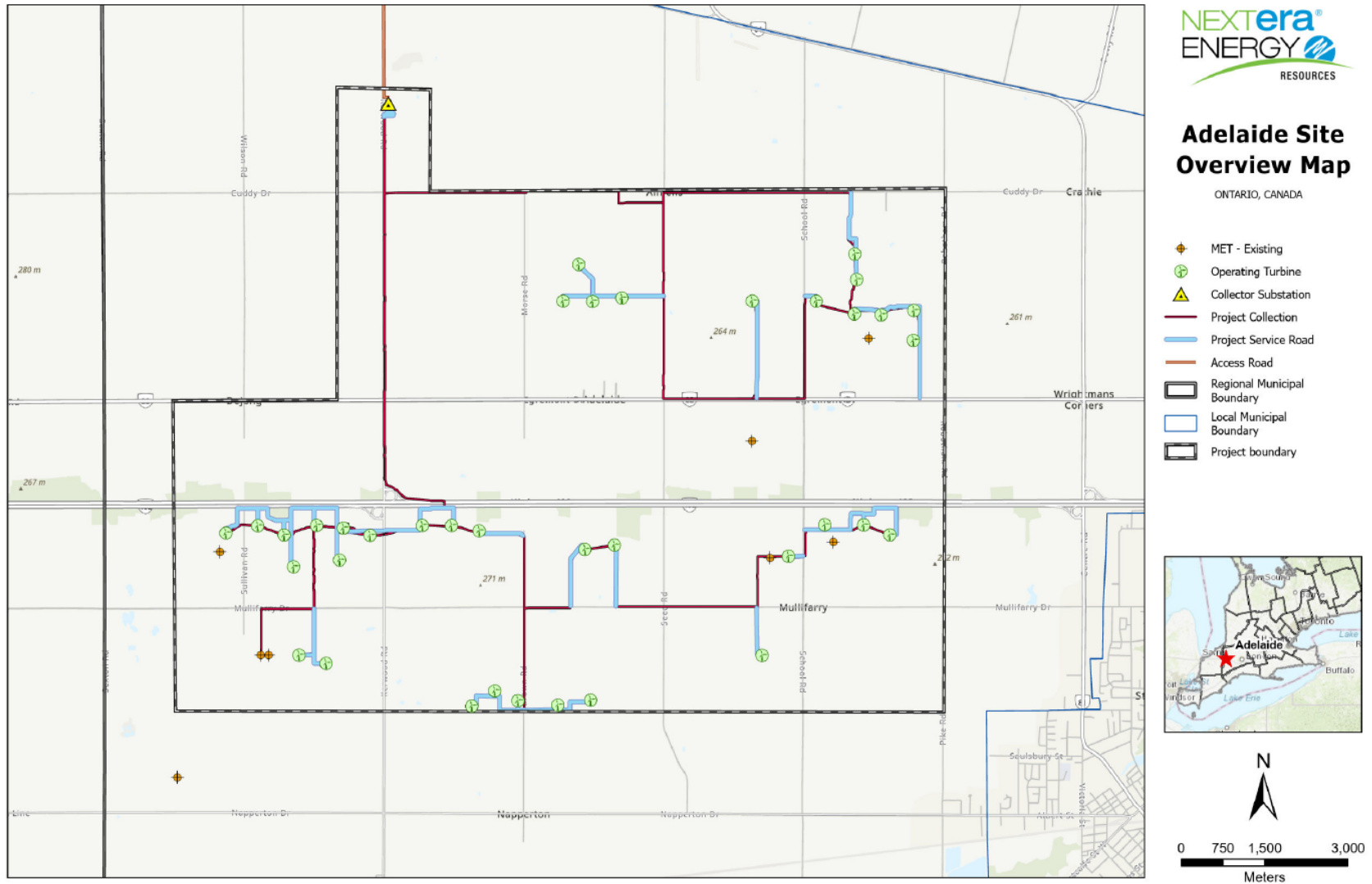
D. ADDITIONAL OEB LICENCES HELD OR FORTHCOMING BY NEXTERA AND ITS AFFILIATES

Licensee	License Number	Issue Date	Expiry Date	Description
NextEra Energy Marketing, LLC	EW-2024-0214	18-July-2024	17-July-2029	Electricity wholesaler licence – The Licence authorizes the Licensee to (i) purchase electricity or ancillary services in the IESO-administered markets or directly from a generator, subject to the conditions of the Licence; and (ii) sell electricity or ancillary services through the IESO-administered markets or directly to another person other than a consumer, subject to the conditions of the Licence.
Upper Canada Transmission 2, Inc.	ET-2011-0222	25-Nov-2011 (issue date) 7-Aug-2013 (effective date)	6-Aug-2033	Electricity transmission licence – The Licence authorizes the Licensee to own and operate, and transmit electricity over, the 450 km 230 kV double circuit transmission line running from Lakehead TS in Thunder Bay to Wawa TS in two segments (Lakehead TS to Marathon TS and Marathon TS to Wawa TS).
NextEra Energy Canadian Operating Services Inc.	EG-2012-0311	8-Nov-2012	7-Nov-2032	The Licence authorizes the Licensee only in respect to the following: 1. The operator of Conestogo Wind Energy Centre with an installed capacity of 22.9 MW, located at RR1 Sideroad 17 between Sixteenth and Fourteenth Line, Alma, Ontario. 2. The operator of Summerhaven Wind Energy Centre with an installed capacity of 124.4 MW, located at 524 Concession 5 Walpole, Jarvis, Ontario. 3. The operator of Bornish Wind Energy Centre with an installed capacity of 72.9 MW located at 32185 Kerwood Road, Parkhill, Ontario. 4. The operator of Adelaide Wind Energy Centre with an installed capacity of 59.94 MW located at 32185 Kerwood Road, Parkhill, Ontario. 5. The operator of Bluewater Wind Energy Centre with an installed capacity of 59.9 MW, located at Centennial Rd and Babylon Line, near Zurich, Ontario. 6. The operator of East Durham Wind Energy Centre with an installed capacity of 23 MW located at RR 1, County Road 4 at County Road 23, Princeville, Ontario. 7. The operator of Jericho Wind Energy Centre with an installed capacity of 150 MW, located at 32185 Kerwood Road, Parkhill, Ontario. 8. The operator of Goshen Wind Energy Centre with an installed capacity of 102 MW, located at 70139B Parr Line RR2, Crediton, Ontario. 9. The operator of St. Clair Solar 1 with an installed capacity of 10 MW, located at Part of Lot 25, Concession 9, and part of Lot 26, Concession 9, Township of Moore, Ontario. 10. The operator of St. Clair Solar 2 with an installed capacity of 10 MW, located at Part of Lot 25, Concession 9, and part of Lot 26, Concession 9, Township of Moore, Ontario. 11. The operator of St. Clair Solar 3 with an installed capacity of 10 MW, located at North half of Lot 1, Concession 10, North half of Lot 1, Concession 11, West half of North half, Township of Sombra, Ontario.

Licensee	License Number	Issue Date	Expiry Date	Description
				<p>12. The operator of St. Clair Solar 4 with an installed capacity of 10 MW, located at North half of Lot 1, Concession 10, North half of Lot 1, Concession 11, West half of North half, Township of Sombra, Ontario.</p> <p>13. The operator of Cedar Point II wind generation facility with an installed capacity of 100 MW, located at 5767 Cedar Point Line, Lambton Shores, Ontario.</p>
NextEra Energy Canadian Operating Services Inc.	ES-2017-0231.	17-Aug-2017	16-Aug-2027	<p>The Licence authorizes the Licensee only in respect to the following:</p> <p>1. The operation of Elmira Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 50 Martin's Lane, Elmira, Ontario</p> <p>2. The operation of Parry Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 5 Elliot House Rd., Parry Sound, Ontario</p>

APPENDIX D

KERWOOD PROJECT MAP



SCHEDULE ‘C’

Acquisition from Goshen Project Entities

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 CC&L Magnolia Wind Limited Partnership, and its general partner CC&L Magnolia Wind Ltd. (the “LP Applicant”) and CC&L Magnolia Wind Ltd. (the “GP Applicant” and together with the LP Applicant, 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: MOBrien@cclgroup.com	
Name of Individual to Contact Matt O’Brien	Telephone Number: 416-360-7382	
	Facsimile Number: 416-627-5278	
	E-mail Address: MOBrien@cclgroup.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Name of Other Party Goshen Wind Funding, LP, by its general partner, Goshen Wind Funding GP, ULC ("Seller 1")	OEB Use Only	
Address of Head Office 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 691-7721	
	Facsimile Number n/a	
	E-mail Address vincent.besner@fpl.com	
Name of Individual to Contact Brian Chung Vice-President – Corporate Development NextEra Energy Resources, LLC 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 304-6125	
	Facsimile Number n/a	
	E-mail Address Brian.Chung@nexteraenergy.com	
Name of Other Party Goshen Wind GP, LLC ("Seller 2" and, together with Seller 1, the "Sellers")	OEB Use Only	
Address of Head Office 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 691-7721	
	Facsimile Number n/a	
	E-mail Address vincent.besner@fpl.com	
Name of Individual to Contact Brian Chung Vice-President – Corporate Development NextEra Energy Resources, LLC	Telephone Number +1 (561) 304-6125	
	Facsimile Number n/a	

700 Universe Boulevard, Juno Beach, Florida, USA, 33408	E-mail Address Brian.Chung@nexteraenergy.com	
Name of Other Party Goshen Wind, LP and its general partner, Goshen Wind GP, ULC (collectively, the "Project Entities")	OEB Use Only	
Address of Head Office 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 691-7721	
	Facsimile Number n/a	
	E-mail Address vincent.besner@fpl.com	
Name of Individual to Contact Brian Chung Vice-President – Corporate Development NextEra Energy Resources, LLC 700 Universe Boulevard, Juno Beach, Florida, USA, 33408	Telephone Number +1 (561) 304-6125	
	Facsimile Number n/a	
	E-mail Address Brian.Chung@nexteraenergy.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>The directors and officers¹ of CC&L Magnolia Wind Ltd., the general partner of CC&L Magnolia Wind Limited Partnership, are as follows:</p> <p><u>Directors</u> Matt O'Brien</p> <p><u>Officers</u> None</p> <p>The directors and officers of Goshen Wind Funding GP, ULC, the general partner of Goshen Wind Funding, LP, are as follows:</p> <p><u>Directors</u></p>	
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¹ The directors and officers of CC&L Magnolia Wind Ltd. are expected to change prior to the closing of the Transaction.

	<p>Matthew Roskot</p> <p><u>Officers</u> Matthew Roskot – President Christopher H. Zajic – Vice President & Treasurer James May – Vice President Julie Homes – Vice President Lane S. Witten – Vice President Michael D. Dowling – Assistant Vice President Jason B. Pear – Secretary David Flechner – Assistant Secretary Evan Leary – Assistant Treasurer Joseph Balzano – Assistant Treasurer Lynsey M. Wenger – Assistant Treasurer Mark B. Patten IV – Assistant Treasurer Matthew R. Geoffroy – Assistant Treasurer</p> <p>The directors and officers of Goshen Wind GP, LLC are as follows:</p> <p><u>Directors</u> None</p> <p><u>Officers</u> Matthew Roskot – President Christopher H. Zajic – Vice President & Treasurer James May – Vice President Julie Homes – Vice President Lane S. Witten – Vice President Matthew S. Handel – Vice President Peter L. Skantze – Vice President Michael D. Dowling – Assistant Vice President Jason B. Pear – Secretary David Flechner – Assistant Secretary Evan Leary – Assistant Treasurer Joseph Balzano – Assistant Treasurer Lynsey M. Wenger – Assistant Treasurer Mark B. Patten IV – Assistant Treasurer Matthew R. Geoffroy – Assistant Treasurer</p> <p>The directors and officers of Goshen Wind GP, ULC, the general partner of Goshen Wind, LP, are as follows:</p> <p><u>Directors</u> Matthew Roskot</p> <p><u>Officers</u> Matthew Roskot – President Christopher H. Zajic – Vice President & Treasurer Daniel Gerard – Vice President James May – Vice President Jonathan T. Bain – Vice President Julie Homes – Vice President</p>	
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	Lane S. Witten – Vice President Michael D. Dowling – Assistant Vice President Jason B. Pear – Secretary David Flechner – Assistant Secretary Evan Leary – Assistant Treasurer Joseph Balzano – Assistant Treasurer Lynsey M. Wenger – Assistant Treasurer Mark B. Patten IV – Assistant Treasurer Matthew R. Geoffroy – Assistant Treasurer	
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>See “Appendix A” for corporate charts of the pre- and post-closing acquisition structures.</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 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”).</p> <p><i>Applicant</i></p> <p>Refer to “Appendix B”</p> <p><i>Sellers</i></p> <p>Refer to “Appendix C”</p>	
1.3.2	<p>Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.</p> <p><i>Applicant</i></p> <p>Refer to “Appendix B”.</p> <p><i>Sellers</i></p> <p>Refer to “Appendix D”.</p>	
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 IMO Administered Markets (“IAM”), bilateral contracts, and local distribution companies.</p> <p><i>Applicant</i></p> <p><u>Southgate Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$19,455 GWh (for 2024): ~64.6</p> <p><u>Windsor Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$21,863 GWh (for 2024): ~72.8</p>	

	<p><u>Grand Renewable Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$71,837 GWh (for 2024): ~155.1</p> <p><u>Grand Renewable Wind P</u> Total Sales thousands of C\$000 (for 2024): ~\$58,769 GWh (for 2024): ~366.8</p> <p><u>Kingston Solar LP</u> Total Sales thousands of C\$000 (for 2024): ~\$74,636 GWh (for 2024): ~160.7</p> <p><u>Pic Mobert Hydro Inc.</u> Total Sales thousands of C\$000 (for 2024): ~\$10,057 GWh (for 2024): ~62.4</p> <p><u>Rainy River Solar Project</u> Total Sales thousands of C\$000 (for 2024): ~\$19,468 GWh (for 2024): ~41.7</p> <p><u>Armow Wind Project</u> Total Sales thousands of C\$000 (for 2024): ~\$90,197 GWh (for 2024): ~576.2</p> <p><i>Sellers</i></p> <p>In 2024, the Project had annual sales through the IAM of \$46.8 million from 302,277 MWh of generation.</p> <p>NextEra and its affiliates had annual sales through the IAM in the fiscal year of 2024 of \$171.6 million on a gross basis and \$145.2 million on a net basis from 1,093,012 MWh production on a gross basis and 922,836 MWh production on a net basis. Neither NextEra nor any of its affiliates sell energy through physical bilateral contracts (as such term is defined in the IESO Market Rules) or own or operate any local distribution companies.</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>Applicant</i></p> <p>Refer to “Appendix B”.</p> <p><i>Sellers</i></p> <p>Refer to “Appendix D”.</p>	

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	
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	<p>Affiliates, prior to the completion of the proposed transaction or project.</p> <p>The total generation capacity for the facilities owned by the Applicants and their affiliates in Ontario prior to the completion of the Proposed Transaction is approximately 671.2 MW or a weighted average (owned) capacity of approximately 229.4 MW when adjusted for the fractional ownership interests held by affiliates of the Applicants.</p> <p>The total generation capacity for the facilities owned by the Sellers and their affiliates in Ontario prior to the completion of the Proposed Transaction is approximately 357.5 MW or a weighted average (owned) capacity of approximately 307.5 MW when adjusted for the fractional ownership interests held by affiliates of the Sellers.</p>	
1.4.2	<p>Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Energy Sector Affiliates, prior to completion of the proposed transaction or project.</p> <p>The output from the generation facilities owned by the Applicants and their affiliates in Ontario in 2024 was 1,500,268 MWh on a gross basis and 517,567 MWh on a net basis, when adjusted for the fractional ownership interests held by the Applicants and their affiliates. This represents 1.08% and 0.37%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review.</p> <p>The output from the generation facilities owned by the Sellers and their affiliates in Ontario in 2024 was 1,093,012 MWh on a gross basis and 922,836 MWh on a net basis, when adjusted for the fractional ownership interests held by the Sellers and their affiliates. This represents 0.8% and 0.7%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review.</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>Description of Transaction</p> <p>As described in the Cover Letter and "Appendix A", pursuant to the Proposed Goshen Transaction, the LP Applicant will acquire 49% of the limited partnership interests in Goshen Wind, LP from Goshen Wind Funding, LP, and the GP Applicant will acquire 49% of the equity interests in Goshen Wind GP, ULC from Goshen Wind GP, LLC. Following completion of the Proposed Goshen Transaction, the Applicants will hold 49% of the limited partnership interests in Goshen Wind, LP and 49% of the equity interests in Goshen Wind GP, ULC.</p> <p>Description of Project</p> <p>The Goshen Project is a 102.0 MW wind project capable of generating enough power for approximately 25,500 homes in an average year. The Project is located</p>	
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	<p>in Huron County, 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 January 28, 2015, and is set to expire on January 27, 2035. The Project is in full operation and 100% of its power generation is contracted to the IESO under the PPA. The Project is currently operated by NextEra Energy Canadian Operating Services, Inc., a subsidiary of NextEra, pursuant to Electricity Generation Licence EG-2012-0311.</p> <p>At the Project’s Customer Generating Station, the power is transformed to 121 kV via one 119.5 MVA transformer. The Project connects via a 121 kV 23.6 km connection line to Hydro One Networks Inc.’s 115 kV LTS Switching Station.</p> <p>See “Appendix D” for a map of the Goshen Project.</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 Energy Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>The total generation capacity for the facilities indirectly owned by the Applicants and their affiliates in Ontario after the completion of the Proposed Transaction is approximately 906.0 MW or a weighted average (owned) capacity of approximately 344.5 MW when adjusted for the fractional ownership interests held by the Applicants and their affiliates (figures include the acquisition of all three of the Bornish Project, Adelaide Project, and the Goshen Project).</p> <p>The total generation capacity for the facilities indirectly owned by the Sellers and their affiliates in Ontario after the completion of the Proposed Goshen Transaction is approximately 357.5 MW or a weighted average (owned) capacity of approximately 257.52 MW when adjusted for the fractional ownership interests held by the Sellers and their affiliates. The total generation capacity for the facilities indirectly owned by the Sellers and their affiliates in Ontario after the completion of the Proposed Transaction (inclusive of the Proposed Bornish Transaction and the Proposed Kerwood Transaction), is approximately 357.5 MW or a weighted average (owned) capacity of approximately 192.105 MW when adjusted for the fractional ownership interests held by the Sellers and their 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 Energy Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>The Applicants estimate that the output from the generation facilities indirectly owned by the Applicants and their affiliates in Ontario, after completion of the Proposed Transaction, is 2,205,171 MWh on a gross basis and 862,970 MWh on a net basis. This represents 1.58% and 0.62%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO’s 2024 Year in Review (figures include the acquisition of all three of the Bornish Project, Adelaide Project, and the Goshen Project).</p> <p>The Sellers estimate that the output from the generation facilities indirectly owned by the Sellers and their affiliates in Ontario, after completion of the Proposed Transaction, is 1,093,012 MWh on a gross basis and 744,720 MWh on a net basis.</p>	

	This represents 0.8% and 0.6%, respectively, of total annual Ontario energy demand for 2024 of 139.4 TWh, as indicated in the IESO's 2024 Year in Review.	
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, including the Proposed Goshen 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 de minimis share of the provincial generation capacity and energy production. Further, the Applicants expect that there will be no material difference in the operation of Goshen Wind Energy Centre after the Proposed Transaction. After the Proposed Transaction, the facility will continue operate in accordance with the requirements of its standard form Power Purchase Agreement 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, including the Proposed Goshen 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 Proposed Transaction because the transmission systems related to the Proposed Transaction are used solely for the purpose of conveying generation output from generation facilities to 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>The Applicants confirm that, to the best of their knowledge, they and their energy sector affiliates are in material compliance with all licence and code requirements and that they will continue to be in compliance after completion of the Proposed Transaction.</p> <p>The Sellers confirm that, to the best of their knowledge, they are in material compliance with all license and code requirements and that they 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.

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. All of the output from the Goshen Wind Energy Centre will be offered into the IAM pursuant to the Power Purchase Agreement with the IESO.	
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. <u>Goshen Wind Energy Centre</u> Fuel Source: Wind Technology: 62 GE 1.62-100 Turbines, 1 GE 1.56-100 Turbine Maximum Capacity Output: 102 Typical Number of Hours of Operation in a Year: 8,760 Peaking vs Base- Load Character: Variable	
2.1.4	Provide details on whether the generation facility is expected to be a “must run” facility. Not expected to be a “must run” facility.	
2.1.5	Provide details of whether the generation facility is expected to serve a “load pocket”, or is likely to be “constrained on” due to transmission constraints. Not expected to serve a “load pocket” or likely to be “constrained on”.	

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 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. As described in the Cover Letter, the Goshen Transmission Facilities, through which the Goshen Wind Energy Centre is connected to the HONI transmission system, includes a 119.5 MVA transformer that steps up power to 121 kV, and a 23.6 km long, 121 kV connection line to HONI's 115 kV LTS Switching Station, for which leave to construct was granted in EB-2013-0096.	
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. None of the Existing CC&L Projects, as described in the Cover Letter, are or will be directly connected to the transmission facilities described in 3.1.1. However, the Goshen Wind Energy Centre, owned by Goshen Wind LP, in which the Applicants are proposing to acquire minority limited partnership interests through the Proposed Transaction, is and will continue to be directly connected to the transmission facilities as described in 3.1.1.	
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. Not expected to serve a "load pocket" or likely to be "constrained on".	
3.1.4	Provide details on whether the generation facilities are expected to be "must-run" facilities. Not expected to be a "must run" facility.	

How to Contact Us at the Ontario Energy Board

The Ontario Energy Board is located at:

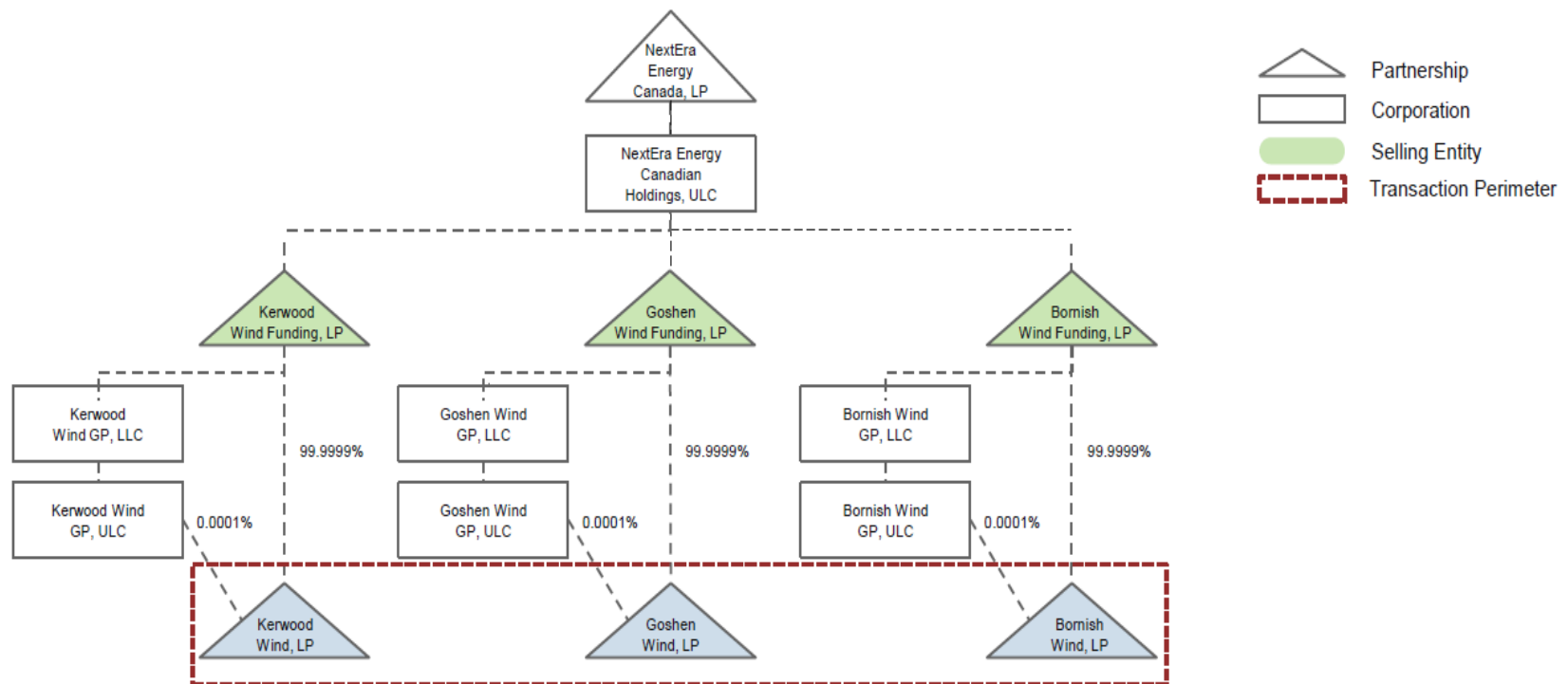
2300 Yonge Street, Suite
2601 Toronto, Ontario
M4P 1E4

Telephone:	(416) 481-1967
Fax:	(416) 440-7656
Website:	http://www.oeb.gov.on.ca
Board Secretary's email address:	boardsec@oeb.gov.on.ca

APPENDIX A

Corporate Structure Charts

Pre-Closing Organizational Chart



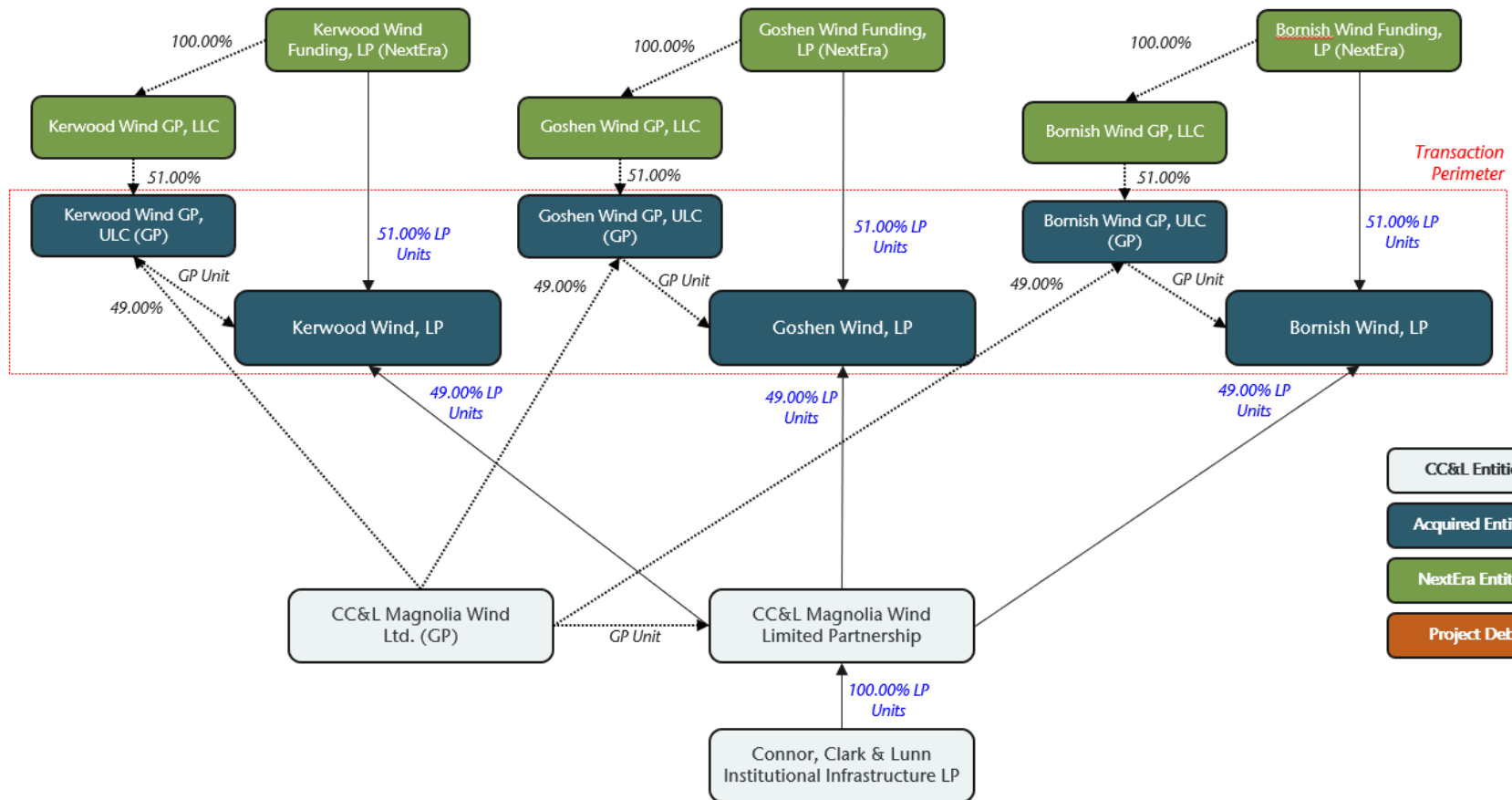
Notes:

Although not captured by the red dotted Transaction Perimeter line, Kerwood Wind GP, ULC, Goshen Wind GP, ULC and Bornish Wind GP, ULC are within the Transaction Perimeter.

The intermediate holding entities between NextEra Energy Canadian Holdings, ULC and each of Kerwood Wind Funding, LP, Goshen Wind Funding, LP and Bornish Wind Funding, LP are omitted for simplicity.

The general partners of Kerwood Wind Funding, LP, Goshen Wind Funding, LP, Bornish Wind Funding, LP and NextEra Energy Canada, LP are omitted for simplicity.

Post-Closing Organizational Chart



Note: An additional entity may be inserted between *Connor, Clark & Lunn Institutional Infrastructure LP* and *CC&L Magnolia Wind Limited Partnership* prior to closing

APPENDIX B

Description of the Business of the Applicant Parties and their Energy Sector Affiliates

A. APPLICANT PARTIES

Name of Entity	Description
CC&L Magnolia Wind Limited Partnership	Special purpose vehicle that will own 49% of the LP units in Goshen Wind, LP
CC&L Magnolia Wind Ltd.	General partner of CC&L Magnolia Wind Limited Partnership that will also own 49% of Goshen Wind GP, ULC and thus have certain governance rights over Goshen Wind, LP

B. LICENCED FACILITIES WHOLLY OWNED BY ENERGY SECTOR AFFILIATES OF APPLICANT

N/A

C. LICENCED FACILITIES IN WHICH ENERGY SECTOR AFFILIATES OF APPLICANT HAS INVESTMENTS

Name of Investment	Asset Type	Licensee	CC&L's Ownership	License Number	Issue Date	Expiry Date	Facility
Southgate Solar	Solar	Southgate Solar LP, by its general partner Southgate Solar GP Inc.	69%	EG-2016-0019	February 18, 2016	February 17, 2036	50 MW Southgate Solar Farm located in Holstein, Ontario
Windsor Solar	Solar	Windsor Solar LP, by its general partner Windsor Solar GP Inc.	69%	EG-2015-0329	February 4, 2016	February 3, 2036	50 MW Windsor Solar Farm located in Windsor, Ontario
Grand Renewable Solar	Solar	Grand Renewable Solar LP, by its general partner Grand Renewable Solar GP Inc.	13%	EG-2012-0349	December 20, 2012	December 19, 2032	100 MW Grand Renewable Solar Farm located in Haldimand County, Ontario
Kingston Solar	Solar	Kingston Solar LP, by its general	14%	EG-2014-0037	May 1, 2014	April 30, 2034	100 MW Kingston Solar Farm located in Kingston, Ontario

Name of Investment	Asset Type	Licensee	CC&L's Ownership	License Number	Issue Date	Expiry Date	Facility
		partner Kingston Solar GP Inc.					
Rainy River Solar	Solar	Rainy River First Nations Solar 1/2/3 LP	26%	EG-2014-0266/-0267/-0268	September 25, 2014	September 24, 2034	Rainy River First Nations Solar 1, 2 and 3 with a combined generating capacity of 25 MW, and more particularly comprised of Morley Solar Park (10 MW) located in Township of Morley, Ontario; Vanzwolf Solar Park (5 MW) located in the Township of Dawson, Ontario; and Dave Rampel Solar Park (10 MW) located in the Township of Dawson, Ontario.
Pic Mobert Hydro	Hydro	Pic Mobert Hydro Inc.	16%	EG-2012-0412	December 6, 2012	December 5, 2032	Upper and Lower White River Hydroelectric GS (totaling 19 MW in capacity) located on the White River, in Brothers Township, Algoma, Ontario
Grand Renewable Wind	Wind	Grand Renewable Wind LP, by its general partner Grand Renewable Wind GP Inc.	36%	EG-2012-0350	December 20, 2012	December 19, 2032	149 MW Grand Renewable Wind Farm located in Haldimand County, Ontario.
Armow Wind	Wind	SP Armow Wind Ontario LP, by its general partner SP Armow Wind Ontario GP Inc.	40%	EG-2014-0269	November 6, 2014	November 5, 2034	180 MW Armow Wind Farm located in the Municipality of Kincardine, Ontario.

D. ADDITIONAL OEB LICENCES HELD OR FORTHCOMING BY ENERGY SECTOR AFFILIATES OF APPLICANT

Licensee	License Number	Issue Date	Expiry Date	Description
Regional Power OPCO Inc.	EG-2023-0157	July 20, 2023	July 19, 2043	Authorizes licensee only in respect of operations for four hydroelectric generating stations owned by MPT Hydro LP under its licence EG-2022-0116 (Wawatay, Eagle River, McKenzie Falls and Wainwright) and two hydroelectric generating stations owned by Pic Mobert Hydro Inc. under its licence EG-2012-0412 (Gitchi Animiki Bezhig and Gitchi Animiki Niizh).

APPENDIX C

Description of the Business of the Seller Parties and their Electricity Sector Affiliates

A. SELLER PARTIES

Name of Entity	Description
Bornish Wind Funding, LP	An Ontario limited partnership and the sole limited partner of Goshen Wind, LP
Bornish Wind Funding GP, ULC	A British Columbia unlimited liability company and general partner of Goshen Wind Funding, LP
Bornish Wind GP, LLC	A Delaware limited liability company and the sole shareholder of Goshen Wind GP, ULC
Bornish Wind, LP	An Ontario limited partnership and owner of the assets of the Goshen Wind Energy Centre
Bornish Wind GP, ULC	A British Columbia unlimited liability company and general partner of Goshen Wind, LP

B. LICENCED FACILITIES OWNED BY WHOLLY OWNED INDIRECT SUBSIDIARIES OF NEXTERA ENERGY, INC. (NEXTERA)

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
Goshen Wind Energy Centre	Goshen Wind GP, ULC, on behalf of Goshen Wind, LP	EG- 2014-0315	27-Nov-2014	26-Nov-2034	Owner of Goshen Wind Energy Centre with an installed capacity of 102 MW, located at 70139B Parr Line RR2, Crediton, Ontario. Goshen Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
Adelaide Wind Energy Centre	Kerwood Wind GP, ULC on behalf of Kerwood Wind, LP	EG- 2013-0433	13-Feb-2014	12-Feb-2034	Owner of Adelaide Wind Energy Centre with an installed capacity of 59.94 MW located at 32185 Kerwood Road, Parkhill, Ontario. Adelaide Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
Bornish Wind Energy Centre	Bornish Wind GP, ULC on behalf of Bornish Wind, LP	EG-2013-0431	13-Feb-2014	12-Feb-2034	Owner of Bornish Wind Energy Centre with an installed capacity of 72.9 MW located at 32185 Kerwood Road, Parkhill, Ontario. Bornish Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
East Durham Wind Energy Centre	East Durham Wind GP, ULC on behalf of East Durham Wind, LP	EGB-2014-0142	11-June-2014	10-June-2034	Owner of East Durham Wind Energy Centre with an installed capacity of 23 MW, located at RR 1, County Road 4 at County Road 23, Grey County, Princeville, Ontario.

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
					East Durham Wind Energy Centre is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.
Elmira Solid Battery Energy Storage System	Elmira Energy Storage, LP	ES-2017-0246	17-Aug-2017	16-Aug-2027	Owner of Elmira Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 50 Martin's Lane, Elmira, Ontario. Elmira Solid Battery Energy Storage System is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its storage licence ES-2017-0231.
Parry Solid Battery Energy Storage System	Parry Energy Storage, LP	ES-2017-0247	17-Aug-2017	16-Aug-2027	Owner of Parry Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 5 Elliot House Rd., Parry Sound, Ontario. Parry Solid Battery Energy Storage System is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its storage licence ES-2017-0231.

C. LICENCED FACILITIES IN WHICH NEXTERA HAS INDIRECT INVESTMENTS

Name of Investment	Asset Type	Licensee	NextEra's Ownership	License Number	Issue Date	Expiry Date	Facility
Cedar Point II Wind Energy Centre	Wind	Cedar Point II Limited Partnership	NextEra: 50%	EG-2015-0137	21-May-2015	20-May-2035	The Licence authorizes the Licensee only in respect to the following: the ownership of Cedar Point II wind generation facility with an installed capacity of 100 MW, located at 5767 Cedar Point Line, Lambton Shores, Ontario. Cedar Point II is operated by NextEra Energy Canadian Operating Services, Inc., under authority of its generation licence EG-2012-0311.

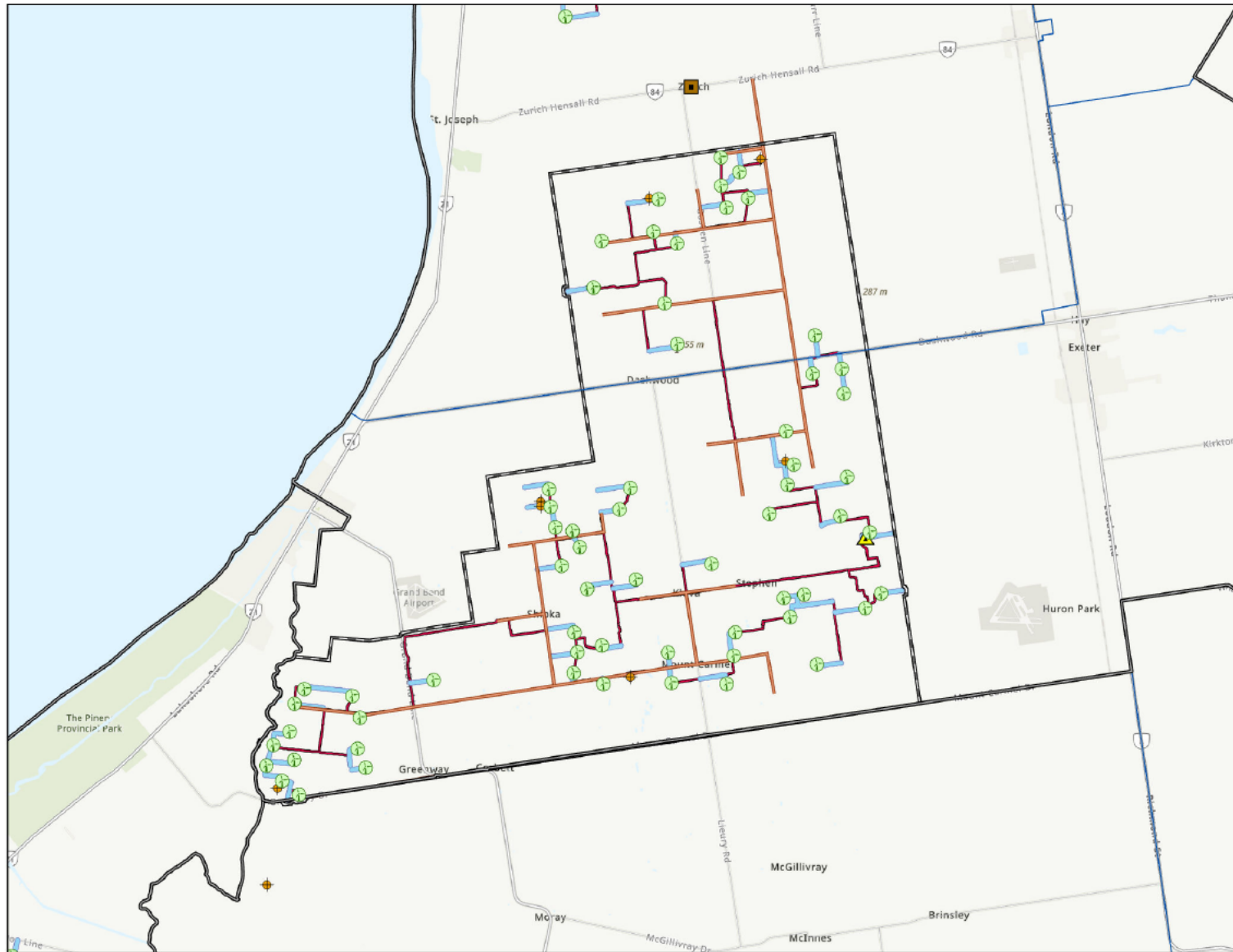
D. ADDITIONAL OEB LICENCES HELD OR FORTHCOMING BY NEXTERA AND ITS AFFILIATES

Licensee	License Number	Issue Date	Expiry Date	Description
NextEra Energy Marketing, LLC	EW-2024-0214	18-July-2024	17-July-2029	Electricity wholesaler licence – The Licence authorizes the Licensee to (i) purchase electricity or ancillary services in the IESO-administered markets or directly from a generator, subject to the conditions of the Licence; and (ii) sell electricity or ancillary services through the IESO-administered markets or directly to another person other than a consumer, subject to the conditions of the Licence.
Upper Canada Transmission 2, Inc.	ET-2011-0222	25-Nov-2011 (issue date) 7-Aug-2013 (effective date)	6-Aug-2033	Electricity transmission licence – The Licence authorizes the Licensee to own and operate, and transmit electricity over, the 450 km 230 kV double circuit transmission line running from Lakehead TS in Thunder Bay to Wawa TS in two segments (Lakehead TS to Marathon TS and Marathon TS to Wawa TS).
NextEra Energy Canadian Operating Services Inc.	EG-2012-0311	8-Nov-2012	7-Nov-2032	The Licence authorizes the Licensee only in respect to the following: 1. The operator of Conestogo Wind Energy Centre with an installed capacity of 22.9 MW, located at RR1 Sideroad 17 between Sixteenth and Fourteenth Line, Alma, Ontario. 2. The operator of Summerhaven Wind Energy Centre with an installed capacity of 124.4 MW, located at 524 Concession 5 Walpole, Jarvis, Ontario. 3. The operator of Bornish Wind Energy Centre with an installed capacity of 72.9 MW located at 32185 Kerwood Road, Parkhill, Ontario. 4. The operator of Adelaide Wind Energy Centre with an installed capacity of 59.94 MW located at 32185 Kerwood Road, Parkhill, Ontario. 5. The operator of Bluewater Wind Energy Centre with an installed capacity of 59.9 MW, located at Centennial Rd and Babylon Line, near Zurich, Ontario. 6. The operator of East Durham Wind Energy Centre with an installed capacity of 23 MW located at RR 1, County Road 4 at County Road 23, Princeville, Ontario. 7. The operator of Jericho Wind Energy Centre with an installed capacity of 150 MW, located at 32185 Kerwood Road, Parkhill, Ontario. 8. The operator of Goshen Wind Energy Centre with an installed capacity of 102 MW, located at 70139B Parr Line RR2, Crediton, Ontario. 9. The operator of St. Clair Solar 1 with an installed capacity of 10 MW, located at Part of Lot 25, Concession 9, and part of Lot 26, Concession 9, Township of Moore, Ontario. 10. The operator of St. Clair Solar 2 with an installed capacity of 10 MW, located at Part of Lot 25, Concession 9, and part of Lot 26, Concession 9, Township of Moore, Ontario. 11. The operator of St. Clair Solar 3 with an installed capacity of 10 MW, located at North half of Lot 1, Concession 10, North half of Lot 1, Concession 11, West half of North half, Township of Sombra, Ontario.

Licensee	License Number	Issue Date	Expiry Date	Description
				<p>12. The operator of St. Clair Solar 4 with an installed capacity of 10 MW, located at North half of Lot 1, Concession 10, North half of Lot 1, Concession 11, West half of North half, Township of Sombra, Ontario.</p> <p>13. The operator of Cedar Point II wind generation facility with an installed capacity of 100 MW, located at 5767 Cedar Point Line, Lambton Shores, Ontario.</p>
NextEra Energy Canadian Operating Services Inc.	ES-2017-0231.	17-Aug-2017	16-Aug-2027	<p>The Licence authorizes the Licensee only in respect to the following:</p> <p>1. The operation of Elmira Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 50 Martin's Lane, Elmira, Ontario</p> <p>2. The operation of Parry Solid Battery Energy Storage System with an installed capacity of 2 MW and located at 5 Elliot House Rd., Parry Sound, Ontario</p>

APPENDIX D

GOSHEN PROJECT MAP



Goshen Overview Map

ONTARIO, CANADA

- MET - Existing
- Operating Turbine
- Collector Substation
- O&M
- Project Collection
- Project Service Road
- Access Road
- Regional Municipal Boundary
- Local Municipal Boundary
- Project boundary



0 2,000 4,000 8,000
Meters