



WESTERN INTERCONNECT LLC STANDARDS OF CONDUCT

This Standards of Conduct (“SOC”) Policy (the “Policy”) ensures that all Transmission Customers, whether affiliated with the Company or not, are treated on a non-discriminatory basis and that the Company will not operate its Transmission System to preferentially benefit its Marketing Function Employees or any non-affiliated Transmission Customers.

To comply with the requirements of the SOC, and to promote a culture of compliance, the Company’s management, employees and agents will:

- Understand and comply with all SOC requirements, tariff provisions relating to the sale or purchase of open access transmission service in a fair and impartial manner that treats all transmission customers in a not unduly discriminatory manner;
- Follow and strictly adhere to all established procedures, tariff provisions related to the sale or purchase of open access transmission service to ensure compliance;
- Report to the Chief Compliance Officer and Regulatory Manager ALL suspected violations or concerns regarding compliance with the SOC; and
- Cooperate fully in investigations of alleged violations.

1. DEFINITIONS:

- a) Affiliate: means a corporation, partnership or other entity, that controls the Company, is under common control with the Company, or that the Company controls.
- b) Company: means Western Interconnect LLC
- c) FERC: means the Federal Energy Regulatory Commission
- d) Marketing Function: means the sale for resale, or the submission of offers to sell, electric energy or capacity, virtual transactions, or financial or physical Transmission rights, excluding bundle retail sales.
- e) Marketing Function Employee: means an employee, contractor, consultant, or agent of a transmission provider or of an affiliate of a transmission provider who is actively engaged on a day-to-day basis marketing function.
- f) Non-discriminatory Basis: means a not unduly discriminatory basis and without the granting of any undue preference or advantage to any person or subjecting any person to any undue prejudice or disadvantage with respect to Transmission (including, but limited to, the sale or purchase of Transmission, Transmission pricing, curtailments, scheduling, priority, ancillary services and dispatch services as defined in the OATT).
- g) OASIS: means Open Access Same Time Information System. An internet-based system related to electric power transmission in North America.
- h) OATT: means Open Access Transmission Tariff.
- i) Transmission: means electric transmission, network, or point-to-point service, ancillary services or the interconnection with transmission facilities.
- j) Transmission Customer: means any eligible Company customer, including an Affiliate, or non-affiliate that can or does execute a transmission service agreement or can or does receive Transmission under an umbrella agreement in accordance with the OATT. A Transmission Customer includes all persons who have pending requests for Transmission or for Transmission Function Information.



- k) Transmission Function: means the planning, directing, and organizing required for the day- to-day Transmission operation of the Western Interconnect Transmission system, including the granting or denying of Transmission requests under the OATT.
- l) Transmission Function Employee: means employees, agents or contractors acting for or on behalf of the Company who actively and personally engage on a day-to-day basis in Transmission Functions.
- m) Transmission Function Information: means information relating to Transmission Functions.
- n) Western Interconnect Operation Control Center: means the facilities where Transmission Function Employees conduct Transmission scheduling, reliability coordination, bulk transmission system operation and real time generation dispatch.

2. GENERAL PRINCIPLES:

2.1 Western Interconnect shall ensure that it:

- a) Treat all persons equally, on a Non-discriminatory Basis;
- b) Not disclose or use a conduit to disclose, non-public Transmission Function Information to Marketing Function Employees, except as otherwise permitted on this Policy;
- c) Provide all Transmission Customers “equal” access to non-public Transmission Information; and
- d) Comply with the provisions of the OATT

2.2 Transmission Function Employees shall:

- a) Not conduct marketing functions;
- b) operate and function independently of Marketing Function Employees, except as otherwise provided for in this Policy;
- c) Not give undue preference to any person in matters relating to the sale or purchase of Transmission (including, but not limited to, issues of price, curtailments, scheduling, priority, OATT ancillary services or dispatch services as defined by the OATT);
- d) Process all requests for Transmission in the same manner and within the same period of time;
- e) Strictly enforce all OATT provisions relating to the sale or purchase of Transmission (unless provisions described in OATT provide the use of discretion); and
- f) if OATT provisions provide for the use of discretion apply all OATT provisions relating to the sale of purchase of Transmission in a fair and impartial manner, treating all Transmission Customers on a Non-discriminatory Basis (this includes the Company and any of its Affiliates).

2.3 Marketing Function Employees shall:

- a) not conduct Transmission Functions; and
- b) not have access rights to the Western Interconnect Operation Control Center (or any similar facility used for Transmission Operations) that differ in any way from the access rights available to other Transmission Customers.

2.4 The Company shall:

- a) be in full compliance with this Policy on the date it commences transmission transactions;
- b) be transparent and post on its website written procedures, identification of affiliate information, list of Transmission Function Employees, Marketing Function Employees, Policy Implementation, information concerning potential merger partners as affiliates that may retain employee functions that require separation;



- c) designate a Chief Compliance Officer (CCO) who will be responsible for issues and questions associated with this Policy;
- d) train and implement to ensure that the requirements of this Policy are observed by all applicable personnel,
- e) provide Policy training to all Transmission Function Employees, Marketing Function Employees, supervisory employees, and any other employees likely to become privy to Transmission Function Information, such training should be provided annually and within 30 days after a new employee is hired, and with the employee certifying that he/she has completed such training;
- f) post on OASIS information pertaining to compliance with Reliability Standards approved by the Commission;
- g) post information necessary to maintain or restore operation of the transmission or generating units, or that may affect the dispatch of generating units;
- h) post this Policy (and any other written procedures related to this Policy) on the Company's OASIS website and distribute this Policy and any other related written material to all applicable employees.
- i) maintain its books of accounts and records separately from those of its affiliates that employ or retain marketing function employees;
- j) in the event of an emergency, such as an earthquake, flood, fire or hurricane, that severely disrupts the Company's operations; the Company may suspend the posting requirements of OASIS. Should the disruption last longer than one month, the Company must notify the Commission and may seek a further exemption from the posting requirements.

3. CONTACTS:

- a) Chief Compliance Officer
- b) Standards of Conduct and Tariff: Regulatory Manager
- c) Transmission Operations and Control Center

STANDARDS OF CONDUCT AFFILIATES:

According to the definition of "Affiliate" in the Company's Standards of Conduct Policy, the Company has identified the following affiliate(s):

Riverstone Holdings LLC owns Pattern and Talen Energy Corporation, therefore, by common upstream ownership; all of Riverstone Holdings LLC companies including all of the companies owned by Pattern and Talen are considered an affiliate of Western Interconnect.

WI is currently owned by Pattern Energy Group LP ("Pattern Development"), but Pattern Development has entered into an agreement to sell WI to Pattern Energy Group, Inc. ("Pattern").

WI is operated by Pattern Operators LP, consequently, TFEs are found within Pattern Operators LP.

WI identified MFEs in the following Tiers:

- A. First Tier – MFEs of Pattern/Riverstone/Talen affiliates using Western Interconnect transmission, operating in the southwest and with uncommitted capacity = No. No SOC impact. No uncommitted capacity.



- B. Second Tier – MFEs of Pattern/Riverstone/Talen affiliates using Western Interconnect transmission, operating in the southwest and with no uncommitted capacity – Broadview Energy JN, LLC, Broadview Energy KW LLC and Grady Wind Energy Center, LLC = No. No SOC impact. No uncommitted capacity.
- C. Third Tier – MFEs of Pattern/Riverstone/Talen affiliates not currently using Western Interconnect transmission, operating in the southwest market and with uncommitted capacity – Riverstone’s New Harquahala project (1,100 MW of uncommitted capacity) = No. No SOC impact. Not using Western Interconnect Transmission.
- D. Fourth Tier – MFEs of Pattern/Riverstone/Talen affiliates not currently using Western Interconnect transmission, operating in the southwest market but with no uncommitted capacity = Pattern’s Hatchet Ridge, LLC and Ocotillo Express LLC in California and Spring Valley Wind LLC in Nevada and Riverstone’s Imperial Solar in California = No SOC impact. MFEs are not using Western Interconnect transmission and no uncommitted capacity.
- E. Fifth Tier – MFEs of Pattern/Riverstone/Talen affiliates outside the southwest – Multiple projects of all three entities but not relevant for the SOC compliance issue – ERCOT market. No SOC impact. MFEs have uncommitted capacity but are not using Western Interconnect transmission, are not operating in the southwest.

STANDARDS OF CONDUCT SHARE FACILITIES:

There are no shared Western Interconnect facilities by any Transmission Function Employees and Marketing Function Employees.

STANDARDS OF CONDUCT CHIEF COMPLIANCE OFFICER:

Jamale Carlyle
VP – Business Performance Management and VP Internal Audit & Compliance
1088 Sansome Street
San Francisco, CA 94111
Phone: (415) 283 – 4000
E-mail: Jamale.Carlyle@patternenergy.com

STANDARDS OF CONDUCT CONTACT INFORMATION:

Angela Leon
Manager, Regulatory Compliance
1088 Sansome Street
San Francisco, CA 94111
Phone: 203-885-9725
E-mail: Angela.Leon@patternenergy.com



OTHER CONTACT INFORMATION:

Pattern Operations Control Center (24/7)
888 Westheimer Suite 350
Houston, TX 77006
Phone: (713) 308-4242, (855) 477-0396
Fax: (713) 571-8004
E-mail: patternocc@patternenergy.com

Mailing Address:

c/o Western Interconnect LLC
888 Westheimer Suite 350
Houston, TX 77006