

IN RE PATTERN ENERGY GROUP
INC. STOCKHOLDERS LITIGATION

**AFFIDAVIT OF ANDREW J. ENTWISTLE IN SUPPORT OF THE
PROPOSED SETTLEMENT, AN AWARD OF
ATTORNEYS' FEES AND EXPENSES, AND INCENTIVE AWARDS**

Andrew J. Entwistle, being duly sworn, deposes and says:

1. I am a partner at Entwistle & Cappucci LLP (“E&C”) and a member of good standing of the Texas Bar. E&C has served as counsel for The Arbitrage Fund, Water Island Merger Arbitrage Institutional Commingled Fund, LP, Morningstar Alternatives Fund, Litman Gregory Masters Select Alt Strategies Fund, Columbia Alternative Strategies Fund, Water Island Diversified Event-Driven Fund, Water Island LevArb Fund, LP and Water Island Long/Short Fund (collectively, the “Federal Plaintiffs”) and as Co-Lead Counsel to the class in *In re Pattern Energy Group Inc. Securities Litigation.*, C.A. No. 20-cv-275-MN (D. Del.) (the “Federal Action”) and in the above-captioned action (the “Chancery Action”).

2. I respectfully submit this affidavit in support of Plaintiffs' Application in Support of the Proposed Settlement, An Award of Attorneys' Fees and Expenses, and Incentive Awards.

3. E&C undertook the Federal Action and the Chancery Action on an entirely contingent basis.

4. From the initial investigation of the Federal Action through September 3, 2023, *i.e.*, when the parties executed the Binding Term Sheet memorializing the Settlement (the "Term Sheet"), attorneys, paralegals, and support staff at E&C expended a total combined 19,659.40 hours to the prosecution of the Federal Action for a total lodestar of \$24,023,363.00 based on E&C's current hourly rates.

5. The chart below shows E&C's time, hourly rates, and lodestar through September 3, 2023:

Timekeeper	Hours through September 3, 2023	Hourly Rate	Lodestar
Andrew J. Entwistle (P) ¹	3,094.20	\$ 1,650.00	\$ 5,105,430.00
Vincent R. Cappucci (P)	1,402.70	\$ 1,650.00	\$ 2,314,455.00
Arthur V. Nealon (P)	2,146.40	\$ 1,400.00	\$ 3,004,960.00
Robert N. Cappucci (P)	179.40	\$ 1,350.00	\$ 242,190.00
Jonathan H. Beemer (P)	3,555.00	\$ 1,350.00	\$ 4,799,250.00
Brendan J. Brodeur (P)	1,208.60	\$ 1,350.00	\$ 1,631,610.00
Jessica A. Margulis (A)	5,259.40	\$ 1,025.00	\$ 5,390,885.00
Sal H. Lee (A)	875.30	\$ 900.00	\$ 787,770.00
Neave R. Casey (PL)	564.00	\$ 425.00	\$ 239,700.00

¹ Partner (P); Associate (A); Paralegal (PL).

Timekeeper	Hours through September 3, 2023	Hourly Rate	Lodestar
Faith E. Fleming (PL)	707.00	\$ 425.00	\$ 300,475.00
Mariana Rojas (PL)	303.50	\$ 350.00	\$ 106,225.00
Hiliana Sarita (PL)	82.60	\$ 325.00	\$ 26,845.00
Dana Simendinger (PL)	212.40	\$ 275.00	\$ 58,410.00
Tahmir Williams (PL)	68.90	\$ 220.00	\$ 15,158.00
TOTAL	19,659.40		\$ 24,023,363.00

6. As the Court is aware, the Federal Plaintiffs were actively preparing for trial at the time the Term Sheet was signed. It was several weeks before Judge Noreika granted an Order adjourning the trial date (D.I. 327). As a result, the Federal Plaintiffs continued to actively prepare for trial in an abundance of caution until Judge Noreika entered an order adjourning the trial on September 25, 2023. From September 4, 2023, *i.e.*, the day after the parties executed the Term Sheet, through September 25, 2023, *i.e.*, when Judge Noreika granted the Order staying the litigation, attorneys, paralegals, and support staff at E&C expended a total combined 94.40 hours to the prosecution of the Federal Action for a total lodestar of \$135,977.50 based on E&C's current hourly rates.

7. The chart below reflects E&C's time, hourly rates, and lodestar from September 4, 2023 through September 25, 2023:

Timekeeper	Hours From September 4, 2023 Through September 25, 2023	Hourly Rate	Lodestar
Andrew J. Entwistle (P)	32.80	\$ 1,650.00	\$ 54,120.00
Vincent R. Cappucci (P)	11.00	\$ 1,650.00	\$ 18,150.00
Arthur V. Nealon (P)	32.00	\$ 1,400.00	\$ 44,800.00
Robert N. Cappucci (P)	2.90	\$ 1,350.00	\$ 3,915.00
Jonathan H. Beemer (P)	1.10	\$ 1,350.00	\$ 1,485.00
Brendan J. Brodeur (P)	0.50	\$ 1,350.00	\$ 675.00
Jessica A. Margulis (A)	11.40	\$ 1,025.00	\$ 11,685.00
Neave R. Casey (PL)	0.20	\$ 425.00	\$ 85.00
Faith E. Fleming (PL)	2.50	\$ 425.00	\$ 1,062.50
TOTAL	94.40		\$ 135,977.50

8. From September 26, 2023, *i.e.*, the day after Judge Noreika granted an Order staying the Federal Action, through December 6, 2023, *i.e.*, when the parties executed the Stipulation and Agreement of Settlement, Compromise, and Release (the “Settlement” or “Stipulation”), attorneys, paralegals, and support staff at E&C expended a total combined 265.90 hours to the prosecution of the Federal Action for a total lodestar of \$324,235.00 based on E&C’s current hourly rates.

9. The chart below reflects E&C’s time, hourly rates, and lodestar from September 26, 2023 through December 6, 2023:

Timekeeper	Hours From September 26, 2023 Through December 6, 2023	Hourly Rate	Lodestar
Andrew J. Entwistle (P)	82.70	\$ 1,650.00	\$ 136,455.00
Jessica A. Margulis (A)	183.20	\$ 1,025.00	\$ 187,780.00
TOTAL	265.90		\$ 324,235.00

10. Collectively, from the initial investigation of the Federal Action through December 6, 2023, *i.e.* when the parties executed and filed the Stipulation, E&C attorneys and paralegals dedicated 20,019.70 hours to the prosecution of the Federal Action. E&C's total lodestar for the period, based on current hourly rates billed to firm clients, is \$24,483,575.50.

11. The work performed by E&C's attorneys, paralegals, and other support staff included, among other things: (i) investigating the claims underlying the Federal Action and the Chancery Action; (ii) preparing and filing three complaints; (iii) briefing and arguing two motions to dismiss; (iv) undertaking substantial defendant and third-party discovery; (v) responding to the extensive discovery taken on the Federal Plaintiffs, including preparing for and defending the depositions two current and former Portfolio Managers of the investment adviser to the Federal Plaintiffs; (vi) engaging in significant expert work and discovery, including working with two testifying experts and one consulting expert, and taking the deposition of Defendants' two expert rebuttal witnesses; (vii) drafting extensive briefing and arguing for class certification; (viii) responding to a summary judgment motion; (ix)

mediating the Actions; and (x) preparing for trial which was just weeks away at the time an agreement in principle was reached settling the Federal Action and the Chancery Action.

12. E&C has also incurred \$1,615,054.19 in expenses, all of which were necessary to the prosecution of the Federal Action. These expenses break down as follows:

Expense	Amount
E-Discovery Costs and Support	\$ 388,134.28
Online Legal and Factual Research	\$ 118,085.83
Expert Witnesses and Consultants	\$ 850,692.50
Depositions and Transcripts	\$ 226,191.87
Transportation / Meals / Lodging	\$ 3,985.99
Copying / Phones / Mail / Notarization	\$ 8,989.75
Filing Fees / Court Costs / Service of Process	\$ 18,973.97
TOTAL	\$ 1,615,054.19

13. E&C's expenses pertaining to the Federal Action are reflected in the books and records of the firm. These books and records are prepared from invoices, bills, expense vouchers and check records kept in the normal course of business.

14. During the course of the litigation, the Federal Plaintiffs were also represented by three additional firms, Susman Godfrey L.L.P., Farnan LLP, and Fields Kupka & Shukurov LLP. Based upon the information provided to me by the counsel at those firms, the attorneys, paralegals, and other support staff at those firms recorded 4,461.55 hours, for a total lodestar of \$3,072,091.00 from the inception of

the matter through December 6, 2023. Those firms also collectively incurred direct expenses of \$43,960.81 in connection with the prosecution of the Federal Action. The chart below reflects those firms' total time, total lodestar, and total from inception of the Federal Action through December 6, 2023:

Firm	Total Hours	Total Loadstar	Total Expenses
Susman Godfrey L.L.P.	4,226.30	\$ 2,870,137.50	\$ 43,960.81
Farnan LLP	196.00	\$ 172,566.00	-
Fields Kupka & Shukurov LLP	39.25	\$ 29,387.50	-
TOTAL	4,461.55	\$ 3,072,091.00	\$ 43,960.81

15. I respectfully request that the Court award the attorneys' fees and expense reimbursement requested.

16. Attached hereto as exhibits are true and correct copies of the following documents:

EXHIBIT No.	DESCRIPTION
1	Affidavit of Krysta Kauble Pachman in Support of the Proposed Settlement, an Award of Attorneys' Fees and Expenses, and Incentive Fee Awards
2	Affidavit of Brian E. Farnan in Support of the Proposed Settlement, an Award of Attorneys' Fees and Expenses, and Incentive Fee Awards
3	Affidavit of Christopher J. Kupka in Support of the Proposed Settlement, an Award of Attorneys' Fees and Expenses, and Incentive Fee Awards
4	Affidavit of Jonathon Hickey in Support of the Proposed Settlement, an Award of Attorneys' Fees and Expenses, and Incentive Fee Awards

I declare under penalty of perjury and under the laws of the State of Delaware
that the foregoing is true and correct.

Dated: April 1st, 2024



Andrew J. Entwistle (*pro hac vice*)
ENTWISTLE & CAPPUCCI LLP
500 W 2nd Street, Suite 1900
Austin, Texas 78701
(212) 894-7200

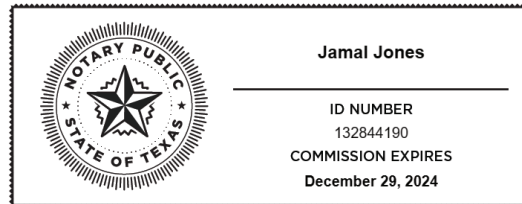
State of Texas; County of Harris

Subscribed and sworn to (or affirmed) before me
this 1st day of April 2024.



Jamal Jones 12/29/2024

NOTARY PUBLIC



Electronically signed and notarized online using the Proof platform.



EXHIBIT 1

IN RE PATTERN ENERGY GROUP
INC. STOCKHOLDERS LITIGATION

CONSOLIDATED
C.A. No. 2020-0357-MTZ

**AFFIDAVIT OF KRYSTA KAUBLE PACHMAN
IN SUPPORT OF THE PROPOSED SETTLEMENT,
AN AWARD OF ATTORNEYS' FEES
AND EXPENSES, AND INCENTIVE AWARDS**

STATE OF KANSAS)
) ss.:
COUNTY OF JOHNSON)

I, Krysta Kauble Pachman, declare under penalty of perjury under the laws of the State of Delaware that the following is true and correct:

1. I am a partner at Susman Godfrey L.L.P. and a member of good standing of the California Bar. I am also admitted *pro hac vice* in the United States District Court for the District of Delaware in connection with *In re Pattern Energy Group Inc. Securities Litigation*, C.A. No. 20-cv-275-MN (D. Del.) (the “Federal Action”). Susman Godfrey is one of the attorneys for The Arbitrage Fund, Water Island Merger Arbitrage Institutional Commingled Fund, LP, Morningstar Alternatives Fund, Litman Gregory Masters Select Alt Strategies Fund, Columbia Alternative Strategies Fund, Water Island Diversified Event-Driven Fund, Water Island LevArb Fund, LP and Water Island Long/Short Fund (collectively, the “Water

Island Funds”) and Co-Lead Counsel to the class in the Federal Action.

2. I respectfully submit this declaration in support of Plaintiffs’ Application in Support of Settlement and Award of Attorneys’ Fees, Expenses, and Incentive Awards.

3. Susman Godfrey undertook this litigation on an entirely contingent basis.

4. From the initial investigation of this litigation through December 6, 2023, when the parties executed and filed the Stipulation and Agreement of Compromise, Settlement and Release (the “Settlement” or “Stipulation”), Susman Godfrey attorneys and paralegals dedicated 4,226.30 hours to the prosecution of this litigation. Susman Godfrey’s total lodestar for the period, based on the firm’s current hourly rates, is \$2,870,137.50.¹

5. The chart below shows Susman Godfrey’s time:

Timekeeper	Hours through December 6, 2023	Hourly Rate	Lodestar
(P) ² Marc Seltzer	186.70	\$2,200	\$410,740.00
(P) Krysta Pachman	459.40	\$900	\$413,460.00
(A) Russell Rennie	490.70	\$800	\$392,560.00
(A) Lora Krsulich	183.60	\$850	\$156,060.00
(A) Emily Parsons	384.00	\$600	\$230,400.00
(A) Richard Jolly	100.50	\$575	\$57,787.50
(SA) Audra Clark	749.80	\$525	\$393,645.00

¹ For timekeepers who have left Susman Godfrey, the hourly rate listed is the one in effect at the time the timekeeper left the firm.

² Partner (P); Associate (A); Staff Attorney (SA); Paralegal (PL).

Timekeeper	Hours through December 6, 2023	Hourly Rate	Lodestar
(SA) Alex Stemkovsky	872.30	\$575	\$501,572.50
(SA) Shaleez Ozlat	169.70	\$400	\$67,880.00
(SA) Michael Mitchell	520.60	\$400	\$208,240.00
(PL) Simon DeGeorges	70.50	\$400	\$28,200.00
(PL) Nic Gamiz	17.40	\$250	\$4,350.00
(PL) Nicholas Loaiza	11.20	\$225	\$2,520.00
(PL) Christopher Maldonado	9.90	\$275	\$2,722.50

6. The work performed by Susman Godfrey's attorneys, paralegals, and other support staff included, among other things: (i) investigating the claims underlying this litigation; (ii) preparing and filing three complaints in the Federal Action; (iii) briefing and arguing two motions to dismiss; (iv) undertaking substantial defendant and third-party discovery, including preparing for and taking the depositions of numerous current and former Pattern Energy executives, some of which were noticed and taken in both this action and the Federal Action; (v) responding to the extensive discovery taken from the Water Island Funds; (vi) engaging in significant expert work and discovery, including working with two testifying experts and one consulting expert, and taking the deposition of defendants' two expert rebuttal witnesses; (vii) drafting extensive briefing and arguing for class certification; (viii) responding to a summary judgment motion; (ix) mediating the settlement of this action and the Federal Action; (x) preparing for trial; and

(xi) resolving issues relating to the implementation and approval of the settlement of this litigation.

7. Susman Godfrey has also incurred \$43,960.81 in expenses, all of which were necessary to the prosecution of this litigation.³ These expenses are as follows:

Expense	Amount
Online Legal and Factual Research	\$9,969.20
Transportation / Meals / Lodging	\$20,085.53
Duplication / Copying / Phones / Messenger	\$1,097.08
Filing Fees	\$20.00
Expert Fees	\$12,789.00
TOTAL	\$43,960.81

8. Susman Godfrey's expenses pertaining to this case are reflected in the books and records of the firm. These books and records are prepared from invoices, bills, expense vouchers, and check records kept in the firm's normal course of business.

³ This figure does not include \$360,000 that Susman Godfrey contributed to the litigation fund to defray costs in the Federal Action, which will be included in the separate Declaration of Andrew J. Entwistle in support of the Proposed Settlement, An Award of Attorneys' Fees and Expenses, and Incentive Awards.

I declare under penalty of perjury and under the laws of the State of Delaware
that the foregoing is true and correct.

Dated: April 2, 2024, at Leawood, Kansas


Krysta Kauble Pachman

Subscribed and sworn to (or affirmed) before me
this 2 day of April 2024.


NOTARY PUBLIC



EXHIBIT 2

IN RE PATTERN ENERGY GROUP INC. STOCKHOLDERS LITIGATION	CONSOLIDATED C.A. No. 2020-0357-MTZ
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STATE OF DELAWARE)
) S.S.:
COUNTY OF NEWCASTLE COUNTY)

1. I am a partner at Farnan LLP (“Farnan”) and a member of good standing of the Delaware Bar. Farnan has served as Delaware counsel for The Arbitrage Fund, Water Island Merger Arbitrage Institutional Commingled Fund, LP, Morningstar Alternatives Fund, Litman Gregory Masters Select Alt Strategies Fund, Columbia Alternative Strategies Fund, Water Island Diversified Event-Driven Fund, Water Island LevArb Fund, LP and Water Island Long/Short Fund (collectively, the “Water Island Funds”) and as Liaison Counsel to the class in *In re Pattern Energy Group Inc. Securities Litigation.*, C.A. No. 20-cv-275-MN (D. Del.) (the “Federal Action”).

2. I submit this Affidavit in support of Plaintiff's Application in Support of Settlement and Award of Attorneys' Fees, Expenses, and Incentive Award.

3. Farnan undertook the Federal Action on an entirely contingent basis.

4. From the initial investigation of the Federal Action through September 3, 2023, *i.e.*, when the parties executed the Binding Term Sheet memorializing the Settlement, Farnan attorneys and paralegals dedicated 179.6 hours to the prosecution of the Federal Action. Farnan's total lodestar for the period, based on current hourly rates billed to firm clients, is \$157,901.

5. The chart below shows Farnan's time, hourly rates, and lodestar through September 3, 2023:

Timekeeper	Hours Through September 3, 2023	Hourly Rate	Lodestar
Joseph J. Farnan, Jr.	1.6	\$1550	\$2,480
Sue L. Robinson	6.6	\$1350	\$8,910
Brian E. Farnan	119	\$975	\$116,025
Michael J. Farnan	14	\$895	\$12,530
Rosemary S. Piergiiovanni	14.8	\$695	\$10,286
Tracie Truman (Paralegal)	23.6	\$325	\$7,670
Total	179.6		\$157,901

6. From September 4, 2023, *i.e.*, the day after the parties executed the Binding Term Sheet, through December 6, 2023, *i.e.*, when the parties executed the Stipulation and Agreement of Settlement, Compromise, and Release, Farnan attorneys and paralegals dedicated 16.4 hours to the prosecution of the Federal Action. Farnan's total lodestar for the period, based on current hourly rates billed to firm clients, is \$14,665.

7. The chart below shows Farnan's time, hourly rates, and lodestar from September 4, 2023 through December 6, 2023:

Timekeeper	Hours Through December 6, 2023	Hourly Rate	Lodestar
Joseph J. Farnan, Jr.	0	\$1550	\$0
Sue L. Robinson	0	\$1350	\$0
Brian E. Farnan	10.1	\$975	\$9,847.50
Michael J. Farnan	4.6	\$895	\$4,117
Rosemary S. Piergiovanni	.4	\$695	\$278
Tracie Truman (Paralegal)	1.3	\$325	\$422.50
Total	16.4		\$14,665

8. Collectively, from the initial investigation of the Federal Action through December 6, 2023, i.e. when the parties executed and filed the Stipulation, Farnan attorneys and paralegals dedicated 196 hours to the prosecution of the Federal Action. Farnan's total lodestar for the period, based on current hourly rates billed to firm clients, is \$172,566.

9. The work performed by Farnan's attorneys, paralegals, and other support staff included, among other things: (i) assisting with drafting and reviewing all filings, including filings for two motions to dismiss, class certification, and summary judgment; (ii) conducting legal research; (iii) assisting with discovery and trial preparations; (iv) assisting with mediation; (v) providing general advice and consulting on Delaware law and procedure; and (vi) supporting and supplementing

in any and all ways our co-counsel Entwistle & Cappucci LLP and Susman Godfrey LLP.

10. Farnan has not incurred any unreimbursed expenses in connection with the Federal Action or this Action.

I declare under penalty of perjury and under the laws of the State of Delaware that the foregoing is true and correct.

Brian E. Farnan
BRIAN E. FARNAN

Sworn to before me this 3 day of
April, 2024

Brenna McMahon
Notary Public

My Commission expires: 12/13/2027

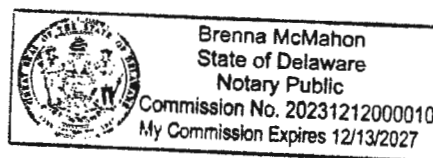


EXHIBIT 3

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE PATTERN ENERGY GROUP
INC. STOCKHOLDERS LITIGATION

CONSOLIDATED
C.A. No. 2020-0357-MTZ

**AFFIDAVIT OF CHRISTOPHER J. KUPKA
IN SUPPORT OF THE PROPOSED SETTLEMENT,
AN AWARD OF ATTORNEYS' FEES AND EXPENSES,
AND INCENTIVE FEE AWARDS**

[illegible]

Christopher J. Kupka, being duly sworn, deposes and says:

1. I am a partner at Fields Kupka & Shukurov LLP (“FKS”) and member in good standing of the bars of the States of New York and Illinois. FKS has served as counsel for The Arbitrage Fund, Water Island Merger Arbitrage Institutional Commingled Fund, LP, Morningstar Alternatives Fund, Litman Gregory Masters Select Alt Strategies Fund, Columbia Alternative Strategies Fund, Water Island Diversified Event-Driven Fund, Water Island LevArb Fund, LP and Water Island Long/Short Fund (collectively, the “Water Island Funds”) in *In re Pattern Energy Group Inc. Securities Litigation*, No. 20-cv-275-MN (D. Del.) (the “Federal Action”) and the above-captioned action (the “Action”).

2. I respectfully submit this affidavit in support of Plaintiff's Application in Support of the Proposed Settlement, an Award of Attorneys' Fees and Expenses, and Incentive Awards.

3. FKS undertook this representation on an entirely contingent basis.

4. From the initial investigation of the Federal Action through September 3, 2023, *i.e.*, when the parties executed the Binding Term Sheet memorializing the Settlement (the “Term Sheet”)¹, FKS attorneys worked a total of 39.25 hours for a total lodestar of \$29,387.50.

5. The chart below shows FKS’s time:

PROFESSIONAL	TITLE	HOURS	HOURLY RATE	LODESTAR
William J. Fields	Partner	2.25	\$750.00	\$1,687.50
Christopher J. Kupka	Partner	35	\$750.00	\$26,250.00
Samir Shukurov	Partner	2	\$725.00	\$1,450.00
Total =		39.25	Total =	\$29,387.50

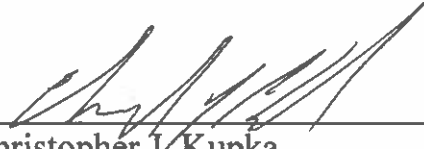
6. The work performed by FKS’s attorneys included, among other things: (i) investigating the claims underlying this Action and the Federal Action; (ii) preparing and filing three complaints; and (iii) briefing two motions to dismiss.

7. Based on records maintained by my firm, FKS incurred no unreimbursed expenses through the course of this litigation.

¹ FKS did not incur any time in the Federal Action between September 4, 2023 and December 6, 2023; *i.e.*, when the parties executed and filed the Stipulation and Agreement of Settlement, Compromise, and Release.

I declare under penalty of perjury and under the laws of the State of Delaware
that the foregoing is true and correct.

Dated: April 2, 2024

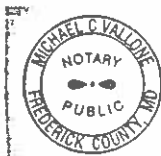


Christopher J. Kupka
FIELDS KUPKA & SHUKUROV LLP
141 Tompkins Ave, Suite 404
Pleasantville, New York 10570
(212) 231-1500

SWORN and SUBSCRIBED before me
this 2nd day of April, 2024.



Notary Public
My Commission Expires: 04/26/2025



Michael C Vallone
NOTARY PUBLIC
Frederick County
State of Maryland
My Commission Expires
April 26, 2025

EXHIBIT 4

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE PATTERN ENERGY GROUP
INC. STOCKHOLDERS LITIGATION

CONSOLIDATED
C.A. No. 2020-0357-MTZ

**AFFIDAVIT OF JONATHON HICKEY IN SUPPORT OF THE
PROPOSED SETTLEMENT, AN AWARD OF
ATTORNEYS' FEES AND EXPENSES, AND INCENTIVE AWARDS**

STATE OF New York)
) ss.:
COUNTY OF New York)

I, Jonathon Hickey, hereby declare under penalty of perjury as follows:

1. I am the Chief Operating Officer of Water Island Capital, LLC, and am authorized to submit this affidavit on behalf of The Arbitrage Fund; Water Island Merger Arbitrage Institutional Commingled Fund, LP; Morningstar Alternatives Fund a series of Morningstar Funds Trust; Litman Gregory Masters Alternative Strategies Fund; Columbia Multi-Manager Alternative Strategies Fund; Water Island Diversified Event-Driven Fund; Water Island LevArb Fund, LP and Water Island Long/Short Fund (collectively, the “Water Island Funds” or “Federal Plaintiffs”), lead plaintiffs in the action pending in the District of Delaware, captioned *In re Pattern Energy Group Inc. Securities Litigation*, No. 20-cv-275-MN-JLH (the “Federal Action”) and the above captioned action (the “Chancery Action”). Water Island Capital, LLC is the investment advisor to each of the Water Island Funds. The Water Island Funds submit this affidavit in support of the

proposed settlement of the Action, the requested Fee and Expense award, and request for an Incentive Award for the Water Island Funds work as a lead plaintiff in both the Federal Action and Chancery Action, which would be paid solely from any award of attorneys' fees and expenses ordered by the Court.

2. The Federal Plaintiffs are investment vehicles, headquartered in New York, New York, that invest in equity securities. As reflected in the attached Schedule A, the Water Island Funds held 4,135,372 shares of Pattern Energy Group Inc. ("PEGI") Class A common stock at the time of the Merger.¹

3. Prior to the commencement of the Federal Action, the advisor to the Water Island Funds, Water Island Capital, LLC, issued two public letters addressing the inadequacies recognized in the Merger.

4. On February 25, 2020, prior to the close of the Merger, the Water Island Funds filed their initial complaint in the Federal Action (D.I. 1).

5. On March 23, 2020, the Honorable Maryellen Noreika appointed the Water Island Funds as Lead Plaintiffs for the Federal Action (D.I. 12). Following this appointment, the Water Island Funds diligently pursued the effective prosecution of the Federal Action. Among other things, the Water Island Funds reviewed the operative complaint and various pleadings and filings; collected relevant documents

¹ Capitalized terms not defined herein have the meaning given to them in Stipulation and Agreement of Settlement, Compromise, and Release (the "Stipulation"). Trans. ID 71541011.

in preparation for participating in discovery; communicated frequently with their outside counsel concerning the case and litigation strategy; actively supervised their chosen counsel and provided extensive discovery, including production of approximately 22,000 documents totaling approximately 92,000 pages of documents, answered 26 interrogatories, and participation in two depositions. A representative of the Water Island Funds, Roger Foltynowicz, served as a 30(b)(6) witness for the Water Island Funds and attended the two mediation sessions in person on behalf of the Federal Class that ultimately led to the global settlement. Defendants also took discovery from three other former and current representatives of the Water Island Funds, including the deposition of Edward “Ted” Chen.

6. In connection with the Settlement, the Water Island Funds moved in the Chancery Action on December 7, 2023 to be appointed as co-lead plaintiff for the Class (Trans. ID 71566409) and, on January 8, 2024, the Court entered an Order granting that motion (Trans. ID 71762385).

7. The Water Island Funds have accepted and authorized the Settlement Agreement because they believe that it is a fair, reasonable, and adequate compromise that is in the best interest of the Class. The Water Island Funds believe that, balanced against the risks, duration, and uncertainty of continued litigation, the Settlement Agreement’s guarantee of significant benefits to the Class justifies settling the Federal Action and Chancery Action on the agreed terms.

8. Counsel for the Water Island Funds never offered any assurance that the Water Island Funds would receive compensation for the prosecution of the Federal Action and the prospect of such an award was not a factor in the Water Island Funds' decision to initiate, pursue or settle the Federal Action. The Water Island Funds did not commence the Federal Action to obtain any special benefit. The Water Island Funds have not received, been promised, or been offered – and would not and will not accept – any form of compensation, directly or indirectly, for prosecuting or serving as a representative party in either the Federal Action or the Chancery Action (together, the “Actions”), except (i) any damages or other relief that the Court may award the person as a class member; (ii) such fees, costs, or other payments as the Court expressly approved to be paid to the Water Island Funds, or (iii) reimbursement, paid by its attorneys, or actual and reasonable out-of-pocket expenses in connection with the prosecution of the Actions.

9. Counsel for the Water Island Funds has requested on the Water Island Funds' behalf an Incentive Award in consideration of the time and effort they have expended on behalf of the Class.

10. I certify that the foregoing statements are true and correct under penalty of perjury under the laws of the State of Delaware.

Dated: April 1st, 2024

Jonathon Hickey

Jonathon Hickey
Chief Operating Officer of
Water Island Capital, LLC,
Investment Advisor to
The Water Island Funds

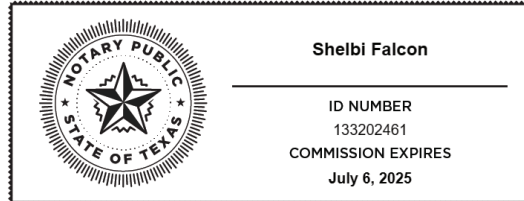
State of: Texas County of: Waller

Subscribed and sworn to (or affirmed) before me
this 1st day of April 2024.

Shelbi Falcon

Notary Public, State of Texas

NOTARY PUBLIC



Electronically signed and notarized online using the Proof platform.

Schedule A

Water Island Fund	Shares of PEGI Common Stock Held as of Merger Date
The Arbitrage Fund	2,767,099
Water Island Merger Arbitrage Institutional Commingled Fund, LP	207,399
Morningstar Alternatives Fund a series of Morningstar Funds Trust	102,900
Litman Gregory Masters Alternative Strategies Fund	608,870
Columbia Multi-Manager Alternative Strategies Fund	211,420
Water Island Event-Driven Fund	221,418
Water Island LevArb Fund, LP	10,475
Water Island Long/Short Fund	5,791
Total:	4,135,372