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BY E-MAIL & COURIER

November 19, 2013
File No.: 016157-1036

Ontario Energy Board
P.O. Box 2319
2300 Yonge Street
27th Floor
Toronto, ON M4P 1E4

Attention: Ontario Energy Board Secretary

Dear Sirs/Mesdames:

Re: Electricity Generation Licence Application (Board File No. EB-2013-0389)

I am writing on behalf of my client Aurora Smiths Falls 4 Limited Partnership. Reference is made to the above mentioned application (the "**Application**") and the enclosed letter dated October 21, 2013 in support of the applications for electricity generation licenses in respect of the Smiths Falls 1, Smiths Falls 3, and Smiths Falls 4 projects (the "**Letter**").

The purpose of this letter is to advise you that the transfer of the assets comprising the Smiths Falls 4 solar photovoltaic project from RE Smiths Falls 4 ULC to Aurora Smiths Falls 4 Limited Partnership is expected to take place around December 20, 2013. However, due to lender funding requirements, all conditions to closing the transaction (including issuance of Aurora Smiths Falls 4 Limited Partnership's electricity generation license) are required prior to December 2, 2013.

In view of such timing and notwithstanding the requested process set out in the Letter, we would ask that you please process the Application for the Aurora Smiths Falls 4 facility on substantially the same basis as the six (6) facilities that were previously transferred to subsidiaries of Aurora Solar Corporation. In other words, we respectfully request that the OEB follow the existing two-step process and issue (i) a temporary/interim generator license for the Aurora Smiths Falls 4 facility as soon as practicable, with Schedule 1 incomplete pending (A) written confirmation from Aurora Smiths Falls 4 Limited Partnership and RE Smiths Falls 4 ULC that the subject facility has been transferred and (B) a written request from RE Smiths Falls 4 ULC that its electricity license be cancelled; and (ii) a permanent license shortly after the facility achieves commercial operation.

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Finally, please note that the legal description provided in the Application is no longer current. Please disregard the legal description included in the Section 7(a) of the Application. The municipal address for the Aurora Smiths Falls 4 facility is as follows: 319 Drummond Con 1, Perth, ON K7H 3C3. Please update your records accordingly.

If you have any questions, please do not hesitate to contact me.

Yours truly,

A handwritten signature in cursive script that reads "Lanette Wilkinson".

Lanette Wilkinson

LW/il
Encl.

October 21, 2013

Mr. Vince Mazzone / Ms. Kirsten Walli
ONTARIO ENERGY BOARD
P.O. Box 2319, 27th Floor
2300 Yonge Street
Toronto, Ontario
M4P 1E4

Dear Mr. Mazzone / Ms. Walli:

**Re: Applications for Electricity Generation Licences – Feed-in Tariff Program:
Aurora Solar Corporation (Smiths Falls 1, Smiths Falls 3 and Smiths Falls 4)**

We write to submit three Feed-in Tariff Program (FIT) electricity generation licence applications for the **Smiths Falls 1, Smiths Falls 3 and Smiths Falls 4** ground mount, FIT contracted, solar photovoltaic facilities.

Aurora Solar Corporation (ASC) has agreed to purchase each of these facilities from Recurrent Energy Lux Holdings s.à.r.l. (Recurrent) on an individual basis when it achieves its commercial operation date (COD) and when certain other related conditions precedent to the transfer are satisfied. ASC will purchase each facility through a separate special purpose partnership (each referred to as an Applicant). Enclosed are electricity generation license applications from each Applicant.

The Parties

ASC is a corporation organized under the laws of New Brunswick. It is wholly owned by Aurora Solar Holdings Corporation, a corporation organized under the laws of New Brunswick, which itself is 50% owned by each of Osaka Gas Resources Canada Ltd. and Diamond Solar Canada Corporation. Osaka Gas Resources Canada Ltd. is a 100% subsidiary of Osaka Gas Co., Ltd., a Japanese corporation and Diamond Solar Canada Corporation is a 100% subsidiary of Mitsubishi Corporation, a Japanese corporation.

The name of each Applicant is set forth in the table below.

Recurrent is a private limited company organized under the laws of Luxembourg. It currently owns the Smiths Falls 1, Smiths Falls 3 and Smiths Falls 4 facilities through special purpose project entities organized under the laws of Nova Scotia.

The Facilities

Information on the Smiths Falls 1, Smiths Falls 3 and Smiths 4 facilities is provided in the following table. Recurrent, through the relevant project entities, has recently been granted generation licences for each of these facilities. The license numbers and other facility information are set forth in the table below.

Facility Name/Location	Licence Applicant	Anticipated COD	Recurrent Project Entity and Existing OEB Licence #
Smiths Falls 1 ¹ 57 Eric Hutcheson Road, Smiths Falls, Ontario	Aurora Smiths Falls 1 Limited Partnership	March 4, 2014	RE Smiths Falls 1 ULC EG-2013-0090
Smiths Falls 3 ¹ 537 Armstrong Road, Smiths Falls, Ontario	Aurora Smiths Falls 3 Limited Partnership	February 13, 2014	RE Smiths Falls 3 ULC EG-2013-0091
Smiths Falls 4 ¹ North East ½ of Lot 8, Concession 10, ON	Aurora Smiths Falls 4 Limited Partnership	December 4, 2013	RE Smiths Falls 4 ULC EG-2013-0092

The Commercial Transaction

As evidenced by a Purchase and Sale Agreement dated June 14, 2012, ASC agreed to purchase nine (9) ground mount FIT contracted solar generation facilities from Recurrent. Six (6) of the facilities have already been transferred from Recurrent to special purpose partnerships owned by ASC. The remaining three (3) facilities (Smiths Falls 1, Smiths Falls 3 and Smiths Falls 4) are expected to be transferred between December 2013 and March 2014. Each facility will be transferred on an individual facility basis once that facility achieves its commercial operation date (COD) and certain other related conditions precedent to the transfer are satisfied. In connection with each transfer, the FIT contract for the relevant facility will be assigned to the new facility owner with the OPA's consent.

The OPA FIT Rules

The OPA's FIT program rules and associated FIT contract specify that FIT contracts may only be assigned by the contract holder (Recurrent in this case) following COD. Prior to COD, the Applicant will submit to the OPA a *Notice RE: Post-COD Assignment* (a copy of which form is attached). Following submission of this form, the assumption and acknowledgement agreement referred to in the OPA's FIT contract management directions² will be executed and issued by the OPA. Section 15.5 of the FIT contract General Terms and Conditions provides that the OPA shall not "unreasonably withhold" its consent to the contract assignment. In our experience, provided that the facility purchaser meets minimum FIT program participation requirements (which ASC does), the process of OPA confirmation of contract assignment is a mechanical one. The OPA does not, however, provide confirmation that the OPA will be approving the contract assignment in advance of COD and the filing of the notice of assignment.

¹ The Applicants request that the electricity generation licenses issues to the Applicants be issued in respect of Aurora Smiths Falls 1, Aurora Smiths Falls 3, and Aurora Smiths Falls 4, which will be the name of the Facilities following the transaction.

² <http://fit.powerauthority.on.ca/contract-management/other-contract-issues/contract-assignment/post-cod-assignment>

We note that the OPA's *Notice RE: Post-COD Assignment* form focuses on information demonstrating the FIT contract assignee's operational and management experience in respect of the types of facilities being acquired. As the OPA has already approved the post-COD assignment of the initial six (6) facilities involved in this transaction to subsidiaries of ASC, we anticipate that the OPA will approve the assignments of the FIT contracts for Smiths Falls 1, Smiths Falls 3 and Smiths Falls 4 without delay.

The Transfer and License Application Process

The transfer process for the six (6) facilities that were already transferred to ASC involved a two-step electricity generating license application process. ASC (i) applied for and was granted a temporary/interim generator license for each of facility shortly before it achieved COD and (ii) separately applied for and was granted a permanent license for each facility shortly after it achieved COD.

We understand that this two-step process is no longer necessary because the Board is willing to issue permanent electricity generation licences to the new owner prior to the transfer of each facility to the new owner. Under this new process, Schedule 1 of the license is left incomplete pending written confirmation from the Applicant and the current licensee for each facility (the Facility Seller) that ownership of the facility has been transferred. We note that this approach was approved by the Board in a Decision & Order dated September 19, 2013 with respect to electricity generation license numbers EB-2013-0235, EB-2013-0236, EB-2013-0237, EB-2013-0238, EB-2013-0239, EB-2013-0240, EB-2013-0241 and EB-2013-0277 (Met Fiera Solar Orillia 1 L.P. and affiliates).

The Applications

Enclosed are applications for each of the Applicants listed in the foregoing table.

Also enclosed is a cheque in the amount of \$300, covering the application fees (at \$100 each) for these facilities, each of which has a nameplate capacity of equal or less than 10 MW.

In accordance with the Board's general practice, the Applicants request that:

1. As the Applicants are newly created special purpose entities and do not have websites of their own, that the Board direct in respect of the issuance of public notice of these applications that the Notice of Application for each application are not required to be posted on the websites of the Applicants.
2. The Board proceed with the enclosed applications by way of a written hearing. While 3 separate licences are requested, the Board may find it administratively convenient to combine these applications under one hearing docket, or as 3 dockets in a combined proceeding, and issue one notice in respect thereof.
3. The Board issue the applied for licences, with Schedule 1 of each licence incomplete, pending written confirmation from the Applicants and the then current licensee (Facility Seller) for each facility that the facility has been transferred.

4. The Board direct in its decision for each licence that upon receipt of:
- i) written confirmation from the Applicant and the Facility Seller that the commercial transaction transferring that facility has closed; and
 - ii) a letter from the Facility Seller requesting that its electricity licence be cancelled,
- the Board will amend Schedule 1 of each Applicant's licence to list the transferred facility, and will concurrently cancel the licence of the Facility Seller.

We request that the electricity generating licenses for the facilities are issued by the following dates:

Facility Name/Location	Licence Applicant	Requested License Issuance Date
Aurora Smiths Falls 4	Aurora Smiths Falls 4 Limited Partnership	November 11, 2013
Aurora Smiths Falls 1	Aurora Smiths Falls 1 Limited Partnership	January 20, 2014
Aurora Smiths Falls 3	Aurora Smiths Falls 3 Limited Partnership	January 20, 2014

For the Board's assistance, we attach a copy of a letter from Recurrent acknowledging the contents of this letter and the proposed licencing process.

Conclusion

Should the Board require any further information in respect of any of these applications, please contact the writer (listed in each of the enclosed applications as primary contact for the application).

Yours truly,


Yasuhiro Ide
Authorized Signatory, Aurora Solar Corporation

Enclosures

- cc. Simon Ross, Recurrent Energy, LLC
- cc. Lanette Wilkinson, Stikeman Elliott LLP