

**Ontario Energy Board**  
**Preliminary Filing Requirements**

**For a Notice of Proposal under Sections 80 and 81  
Of the *Ontario Energy Board Act, 1998***

**INSTRUCTIONS:**

This form applies to all applicants who are providing a Notice of Proposal to the Ontario Energy Board (the "Board") under sections 80 and 81 of the *Ontario Energy Board Act, 1998* (the "Act"), including parties who are also, as part of the same transaction or project, applying for other orders of the Board such as orders under sections 86 and 92 of the Act.

The Board has established this form under section 13 of the Act. Please note that the Board may require information that is additional or supplementary to the information filed in this form and that the filing of the form does not preclude the applicant from filing additional or supplementary information.

**PART I: GENERAL MINIMUM FILING REQUIREMENTS**

All applicants must complete and file the information requested in Part I.

**1.1 Identification of the Parties**

**1.1.1 Applicant**

Name of Applicants <b>Axium Foto Light LP</b> <b>Axium Discovery Light LP</b> <b>Axium City Light LP</b> <b>(collectively, the "Applicants")</b>	File No: (Board Use Only)	
Address of Head Office for each Applicant  <b>120 Adelaide Street West, Suite 425</b> <b>Toronto, Ontario M5H 1T1</b>	Telephone Number <b>(416) 955-4861</b>	
	Facsimile Number	
	E-mail Address <b>jcaceres@axiuminfra.com</b>	
Name of Individual to Contact for each Applicant <b>Mr. Juan Caceres</b> <b>Vice-President and Senior Investment Director</b> <b>Axium Infrastructure Inc.</b> <b>120 Adelaide Street West, Suite 425</b> <b>Toronto, Ontario M5H 1T1</b>	Telephone Number <b>(416) 955-4861</b>	
	Facsimile Number	
	E-mail Address <b>jcaceres@axiuminfra.com</b>	

**Other Parties to the Transaction or Project**

*If more than one attach list*

<p>Name of Other Parties  <b>FotoLight LP</b>  <b>DiscoveryLight LP</b>  <b>CityLights LP</b>  <b>(collectively, the “RET Parties” or “Existing Licences”)</b></p>	<p>File No: (Board Use Only)</p>	
<p>Address of Head Office for RET Parties  <b>c/o Renewable Energy Trust Capital, Inc.</b>  <b>475 Sansome Street, Suite 1850</b>  <b>San Francisco, CA 94111</b></p>	<p>Telephone Number  <b>(415) 970-5310</b></p>	
	<p>Facsimile Number</p>	
	<p>E-mail Address  <b>bbanke@renewabletrust.com</b></p>	
<p>Name of Individual to Contact for RET Parties  <b>Bryan Banke</b>  <b>VP, Asset Management</b>  <b>Renewable Energy Trust Capital, Inc.</b>  <b>475 Sansome Street, Suite 1850</b>  <b>San Francisco, CA 94111</b></p>	<p>Telephone Number  <b>(415) 970-5310</b></p>	
	<p>Facsimile Number</p>	
	<p>E-mail Address  <b>bbanke@renewabletrust.com</b></p>	

## 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><b>Axium Foto Light LP, General Partner Axium Foto Light GP Inc. Axium Discovery Light LP, General Partner Axium Discovery Light GP Inc. Axium City Light LP, General Partner Axium City Light GP Inc.</b></p> <p><b><u>Directors</u></b></p> <p><b>Juan Caceres, Stéphane Mailhot and Elio Gatto</b></p> <p><b><u>Officers</u></b></p> <p><b>Juan Caceres – President Stéphane Mailhot – Treasurer Jean Eric Laferriere – Secretary Anick Sivret – Assistant Treasurer Frederic Brassard – Assistant Secretary</b></p> <p><b>FotoLight LP, General Partner 2237116 Ontario Corp. DiscoveryLight LP, General Partner 2243932 Ontario Corp. CityLights LP, General Partner 2239279 Ontario Corp.</b></p> <p><b><u>Directors</u></b></p> <p><b>John Bohn, Karen Morgan, and Kenneth Pearce</b></p> <p><b><u>Officers</u></b></p> <p><b>Karen Morgan - President and Chief Executive Officer John Bohn - Chairman Emma Buls - Secretary Tim Distler - Treasurer</b></p>	
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> <ul style="list-style-type: none"> <li>- <b>An application for leave to transfer generating licences was submitted to OEB on September 14, 2016, a copy of which is attached hereto (the “Application for Leave”). See Schedules A, B and C of the attached Application for Leave with respect to the corporate organization and relationship of the Applicants and their affiliates.</b></li> <li>- <b>See attached Appendix 1 for organizational chart for the Existing Licencees.</b></li> </ul>	

## 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 under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licenced under the OEB Act in Ontario (“Electricity Sector Affiliates”).</p> <ul style="list-style-type: none"> <li>- <b>As described in the attached Application for Leave, under the proposed transaction, RET is disposing of its Canadian portfolio of projects. After completion of the proposed transaction, none of the Existing Licencees nor their affiliates will be licenced under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity.</b></li> </ul>	
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1.3.2	<p>Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.</p> <ul style="list-style-type: none"> <li>- <b>See attached Application for Leave and Schedules A, B and C for geographic territory served by the Applicants and their affiliates.</b></li> <li>- <b>The power generated by the existing generation facilities is sold through IESO-administered market pursuant to FIT contracts. The existing generating facilities are located as follows:</b>   <b>FotoLight LP owns FotoLight Solar Park Generation Facility in Hallowell, Prince Edward County, Ontario</b>   <b>DiscoveryLight LP owns DiscoveryLight Solar Project in Thorah, Ontario</b>   <b>CityLights LP owns CityLights Solar Park in North Dundas, Ontario</b></li> </ul>	
1.3.3	<p>Attach a breakdown of the annual sales (in C\$, and in MWh) as of the most recent fiscal year end of the existing generation output among the IESO Administered Markets ("IAM"), bilateral contracts, and local distribution companies.</p> <ul style="list-style-type: none"> <li>- <b>Axium and its affiliates had annual sales through the IESO Administered Markets in 2015 of \$53.5 million, from 123,424 MWh.</b></li> <li>- <b>The RET Parties and their affiliates had annual sales through the IESO Administered Markets in 2015 of \$21,365,812, from 51,004.38 MWh.</b></li> </ul>	
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 Board, or forthcoming. Please include all Board file numbers.</p> <ul style="list-style-type: none"> <li>- <b>See attached Application for Leave with respect to OEB Licences held by the Existing Licencees.</b></li> <li>- <b>See attached Schedules B and C of the attached Application for Leave for OEB Licences held by the Applicants and affiliates.</b></li> </ul>	

#### 1.4 Current Competitive Characteristics of the Market

1.4.1	<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 Electricity Sector Affiliates, prior to the completion of the proposed transaction or project.</p> <ul style="list-style-type: none"> <li>- <b>The total generation capacity for Axium and its affiliates in Ontario, prior to the completion of the proposed transaction is 90 MW<sub>AC</sub>.</b></li> <li>- <b>The total generation capacity for RET and its affiliates in Ontario prior to the completion of the proposed transaction is 30 MW<sub>AC</sub>.</b></li> </ul>	
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 Electricity Sector Affiliates, prior to completion of the proposed transaction or project.</p> <ul style="list-style-type: none"> <li>- <b>According to the IESO, in 2015 the total annual Ontario energy demand was 137.0 TWh (or 137,000,000 MWh).</b></li> <li>- <b>The actual MWh production of Axium and its affiliates in Ontario in 2015, as listed at section 1.3.2, was 123,424 MWh. This represents 0.09% of the total annual Ontario energy demand.</b></li> <li>- <b>The actual MWh production of CityLights LP, DiscoveryLight LP, and FotoLight LP in 2015 was 51,004 MWh. This represents 0.037% of the total 2015 annual Ontario energy demand.</b></li> </ul>	

## 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> <ul style="list-style-type: none"> <li>- <b>See attached Application for Leave.</b></li> </ul>	
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 Electricity Sector Affiliates, after the completion of the proposed transaction or project.</p> <ul style="list-style-type: none"> <li>- <b>After the completion of the proposed transaction Axiom and its affiliates will have a generation capacity of 120 MW<sub>AC</sub>.</b></li> <li>- <b>After the completion of the proposed transaction, RET and its affiliates will not have any generation capacity or distribution facilities within the Province of Ontario.</b></li> </ul>	
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 Electricity Sector Affiliates, after the completion of the proposed transaction or project.</p> <ul style="list-style-type: none"> <li>- <b>After the completion of the proposed transaction, the anticipated MWh production of Axiom and its affiliates in Ontario based on the 2015 MWh production, would be 174,428 MWh, or 0.13% of the total annual Ontario energy demand in 2015.</b></li> <li>- <b>The actual number might be slightly higher, because the CityLights Project commenced generation part way through January 2015.</b></li> <li>- <b>After the completion of the proposed transaction, the anticipated MWh production of the RET Parties and their affiliates in Ontario will be nil.</b></li> </ul>	
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> <ul style="list-style-type: none"> <li>- <b>The proposed transaction will have no impact on competition.</b></li> <li>- <b>The facilities described in the attached Application for Leave are subject to contracts (FIT Contracts) through IESO's FIT Program. The FIT Program is available to those who wish to participate in what is a standard offer type procurement process. The IESO evaluates proposed projects using its criteria, including the ability to connect the assets to the electricity system. All the power produced by the generation facilities that are the subject of the proposed transaction is sold through the IESO-administered market, and that will continue after the proposed transaction.</b></li> </ul>	

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> <ul style="list-style-type: none"> <li>- <b>There will be no impact on open access to the transmission or distribution system of the parties or their affiliates. The distribution lines to be acquired by the Applicants are described under the heading “Connection Particulars” in the attached Application for Leave. In each case, the tap line described therein connecting to Hydro One Networks Inc., 44 kV distribution line, will be a line which distributes electricity solely for the purpose of conveying it into the IESO controlled grid as contemplated by Section 4.01(1)(d) of O. Reg. 161/99. Axiom will only be acquiring less than 1 km of distribution lines, and no transmission lines.</b></li> <li>- <b>In granting the FIT Contracts, the IESO took into consideration available system capacity and its other related needs. The parties and their affiliates have no ability to influence or impact the provincial transmission or distribution system.</b></li> </ul>	
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### 1.6 Other Information

1.6.1	<p>Attach confirmation that the parties to the proposed transaction or project are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the proposed transaction or project.</p> <ul style="list-style-type: none"> <li>- <b>The Applicants are in compliance and will continue to be in compliance after completion of the proposed transaction with all licence and code requirements. The Existing Licensees each confirm that they are in compliance with all licence and code requirements and will continue to be in compliance after completion of the proposed transaction.</b></li> </ul>	
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## PART II: SECTION 80 OF THE ACT—TRANSMITTERS AND DISTRIBUTORS ACQUIRING AN INTEREST IN GENERATORS OR CONSTRUCTING A GENERATION FACILITY

All applicants filing a 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.	
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.	
2.1.4	Provide details on whether the generation facility is expected to sign a “must run” contract with the IESO.	
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.	

## 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 section 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.	
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.	
2.2.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.	
2.2.4	Provide a copy of the IESO Preliminary System Impact Assessment Report, if completed, and the IESO Final System Impact Assessment Report, if completed. If the IESO is not conducting a System Impact Assessment Report, please explain.	

### PART III: SECTION 81 OF THE ACT—GENERATORS ACQUIRING AN INTEREST IN OR CONSTRUCTING A TRANSMISSION OR DISTRIBUTION SYSTEM

All applicants filing a 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. - <b>Each distribution system being acquired is comprised of only the distribution facilities required to connect the licenced facilities into the IESO control grid at the connection points and pursuant to the Connection Agreements described in the attached Application for Leave.</b>	
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. - <b>The generation facilities to be owned by the Applicants will be directly connected to the distribution system being acquired.</b>	
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. - <b>The generation facilities are not expected to serve a “load pocket”, nor are they likely to be “constrained on” due to transmission constraints.</b>	
3.1.4	Provide details on whether the generation facilities are expected to sign a “must run” contract with the IESO. - <b>The generation facilities are not expected to sign a “must run” contract with the IESO. The generation facilities are governed by the FIT Contracts described in the attached Application for Leave.</b>	

## **How to Contact the Ontario Energy Board**

The Ontario Energy Board is located at:  
P.O. Box 2319  
2300 Yonge Street, Suite 2701  
Toronto, Ontario  
M4P 1E4

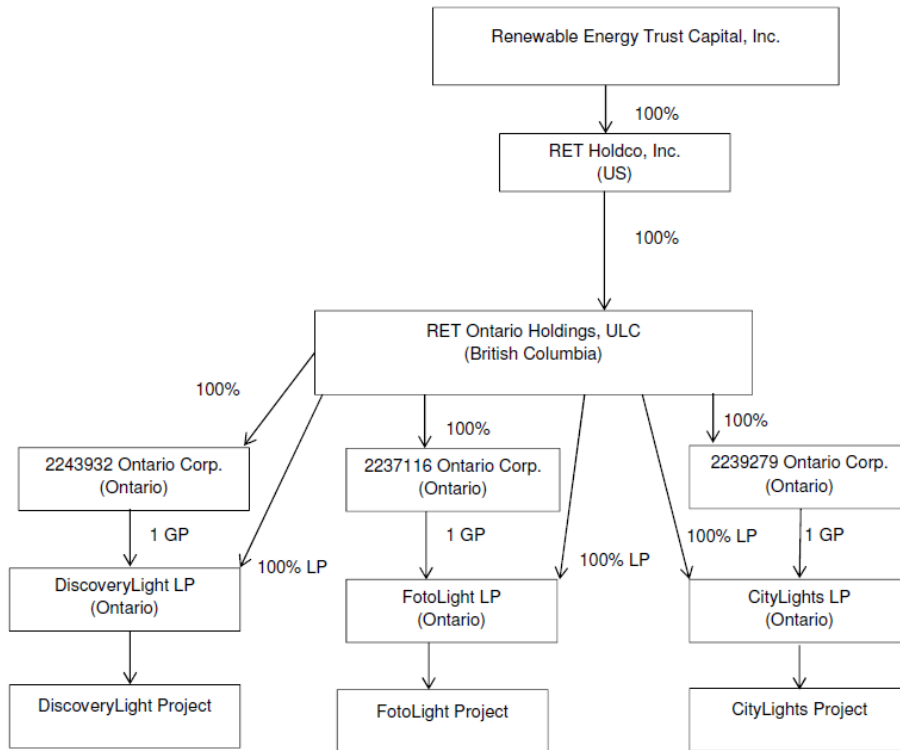
Telephone:	416-481-1967
Toll Free Number:	1-888-632-6273
Fax:	416-440-7656
Website:	<a href="http://www.oeb.gov.on.ca">http://www.oeb.gov.on.ca</a>
Board Secretary's e-mail address:	<a href="mailto:boardsec@oeb.gov.on.ca">boardsec@oeb.gov.on.ca</a>



# Appendix 1

September 19, 2016

Organizational Chart



September 14, 2016

**Sent By E-mail and Courier**

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

Norton Rose Fulbright Canada LLP  
45 O'Connor Street, Suite 1500  
Ottawa, Ontario K1P 1A4 Canada

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Our reference  
01019840-0013

Dear Ms. Walli:

**Application for Leave to Transfer Generating Licences pursuant to Subsection 18(2) of the Ontario Energy Board Act, 1998:  
CityLights LP, Licence No. EG-2014-0329;  
DiscoveryLight LP, Licence No. EG-2014-0164; and  
FotoLight LP, Licence No. EG-2014-0054  
(each a Licence and collectively the Licences)**

We are counsel to Axiom Infrastructure Inc. and its subsidiaries as described herein (**Axiom**) in connection with the proposed acquisition by: (i) Axiom City Light LP; (ii) Axiom Discovery Light LP; and (iii) Axiom Foto Light LP, (each a **Transferee** and collectively the **Transferees**) of the photovoltaic generating facilities described in each Licence (each a **Facility** and collectively the **Facilities**) from CityLights LP, DiscoveryLight LP, and FotoLight LP (each an **Existing Licencee** and collectively the **Existing Licencees**).

Ms. Sharon Wong and Mr. Kenneth Pearce of Blake, Cassels & Graydon LLP, copied on this correspondence, are Canadian counsel to the Existing Licencees.

On behalf of our client, and with the consent of the Existing Licencees, by this correspondence we are requesting leave of the Ontario Energy Board (**OEB**) pursuant to Section 18(2) of the Ontario Energy Board Act, 1998 (the **Act**) to transfer each of the Licences from each Existing Licencee to each Transferee as identified below in the context of the proposed transaction and the circumstances described in this correspondence.

**Requested Transfers**

Licence No.	Licensee	Transferee
EG-2014-0329	CityLights LP	Axiom City Light LP
EG-2014-0164	DiscoveryLight LP	Axiom Discovery Light LP
EG-2014-0054	FotoLight LP	Axiom Foto Light LP

### **Description of the Proposed Transaction**

The Facilities comprise part of a portfolio of renewable energy projects located in the United States and Canada which are presently ultimately owned by Renewable Energy Trust Capital, Inc. (RET), a US based investment fund. RET is the ultimate parent of the Existing Licences.

RET has elected to dispose of its portfolio, and in this regard embarked on a sale process soliciting expressions of interest from the market. Axium submitted a proposal for the acquisition of that portion of the portfolio comprised of operating solar generating facilities and was selected as the successful proponent for that component of the portfolio. On the basis of that selection, the parties negotiated and have now executed an asset purchase agreement (the **Asset Purchase Agreement**) with respect to the Facilities which comprise the Canadian component of the portfolio. In addition to the transaction provided for under the Asset Purchase Agreement, there are corresponding transactions pursuant to which Axium has agreed to purchase from RET its portfolio of operating solar generating facilities located in the United States.

The closing date for the transaction, as specified pursuant to the Asset Purchase Agreement, is three (3) business days after satisfaction of all conditions precedent with an outside closing date of December 12, 2016.

One of the conditions precedent to be satisfied pursuant to the Asset Purchase Agreement is the granting of leave of the OEB to the transfer of the Licences from the Existing Licences to the Purchaser.

### **The Transferees**

The Transferees will be newly formed limited partnerships constituted under the laws of the Province of Ontario. The legal name of each Transferee will be as follows:

- 1 Axium City Light LP
- 2 Axium Discovery Light LP
- 3 Axium Foto Light LP

The date of formation of each Transferee will be confirmed to the OEB under cover of separate letter.

### **Head Office / Business Address for Transferees**

The head office or business address of each Transferee will be as follows:

120 Adelaide Street West, Suite 425  
Toronto, Ontario M5H 1T1

### **Licence Primary Contact / Transferees**

The primary contact with the OEB on matters related to each licence on behalf of the Transferees will be:

Mr. Juan Caceres  
Vice-President and Senior Investment Director  
Axium Infrastructure Inc.

The contact address for Mr. Caceres is:

120 Adelaide Street West, Suite 425  
Toronto, Ontario M5H 1T1  
Phone Number: (416) 955-4861  
E-mail address: [jcaceres@axiuminfra.com](mailto:jcaceres@axiuminfra.com)

**Application Primary Contact / Transferees**

The primary contact for this application on behalf of the Transferees will be the undersigned:

J. Andrew Pritchard  
Partner  
Norton Rose Fulbright Canada LLP  
45 O'Connor Street, Suite 1500  
Ottawa, Ontario K1P 1A4  
Phone Number: (613) 780-8607  
E-mail Address: [Andrew.Pritchard@nortonrosefulbright.com](mailto:Andrew.Pritchard@nortonrosefulbright.com)

**Licence Primary Contact / Existing Licencees**

The primary contact with the OEB on matters related to each licence on behalf of the Existing Licencees will be:

Bryan Banke  
VP, Asset Management  
Renewable Energy Trust Capital, Inc.  
475 Sansome Street, Suite 1850  
San Francisco, CA 94111  
Phone Number: (415) 970-5310  
E-mail Address: [bbanke@renewabletrust.com](mailto:bbanke@renewabletrust.com)

**Application Primary Contact / Existing Licencees**

The primary contact for this application on behalf of the Existing Licencees will be:

Sharon Wong  
Partner  
Blake, Cassels & Graydon LLP  
199 Bay Street, Suite 4000  
Toronto ON M5L 1A9  
Phone Number: (416) 863-4178  
E-mail Address: [Sharon.Wong@blakes.com](mailto:Sharon.Wong@blakes.com)

**Trade Names**

The Transferees do not propose to use trade names in connection with the ownership and operation of the Facilities.

**Information About the Transferees including Transferees' Licencing Status and History**

The Transferees will be wholly owned subsidiaries of Axium Infrastructure Canada II Limited Partnership, an investment fund which is controlled and managed by Axium Infrastructure Inc. Attached as Schedule A is an organization chart showing the direct ownership of the Transferees, which also illustrates the proposed transfer

of Licences as identified under the heading “Requested Transfers”. Axiom Infrastructure Inc. is an independent portfolio management firm dedicated to generating long-term investment returns through investing in core infrastructure assets. It manages dedicated infrastructure funds with infrastructure investments being in three principal categories:

- (a) Energy Infrastructure through which one of its primary focuses is renewable power generation;
- (b) Transportation Infrastructure; and
- (c) Social Infrastructure.

Axiom Infrastructure Canada II Limited Partnership (**AIC II**) is one of the investment vehicles through which the energy infrastructure investments identified in subparagraph (a) above are made. Attached as Schedule B is a list of facilities and licences which are currently held by wholly owned subsidiaries of AIC II. The identified licensee in each case will be an affiliate of each Transferee upon completion of the proposed transaction.

Energy infrastructure investments are also made through Axiom Infrastructure Canada Limited Partnership (**AIC I**), which is also controlled and managed by Axiom Infrastructure Inc. Attached as Schedule C is a listing of facilities and licences which are currently held by wholly owned subsidiaries of AIC I. The identified licensee in each case will be an affiliate of each Transferee upon completion of the proposed transaction.

In addition to the foregoing, AIC II and AIC I have investments in OEB licenced facilities as set out in Schedule D, which investments are managed by Axiom Infrastructure Inc.

**Other Proceedings**

The Transferees, affiliates of the Transferees or associated entities do not currently have any other applications outstanding before the OEB.

**Key Individuals**

The following is a list of the key individuals associated with the Transferees’ business:

Name of Key Individual	Title/Position within Transferee’s Business
Stéphane Mailhot	President & Chief Operating Officer
Juan Caceres	Vice President and Senior Investment Director
Elio Gatto	Vice President

**Status of Facilities**

Each Facility is subject to an existing FIT Contract and each Facility has achieved the Commercial Operation Date as defined in each FIT Contract as follows:

Facility / OEB Licence	FIT Contract	Commercial Operation Date
CityLights LP Licence No. EG-2014-0329	F-001567-SPV-130-505	January 22, 2015

Facility / OEB Licence	FIT Contract	Commercial Operation Date
DiscoveryLight LP Licence No. EG-2014-0164	F-001551-SPV-130-505	November 3, 2014
FotoLight LP Licence No. EG-2014-0054	F-001561-SPV-130-505	November 17, 2014

In addition to the foregoing, each Facility has been issued a Renewable Energy Approval pursuant to the Environmental Protection Act as follows:

Facility / OEB Licence	Renewable Energy Approval
CityLights LP Licence No. EG-2014-0329	February 4, 2014
DiscoveryLight LP Licence No. EG-2014-0164	September 11, 2013
FotoLight LP Licence No. EG-2014-0054	October 25, 2013

Each Facility is the subject of a Connection Agreement with Hydro One Networks Inc. with facility connection particulars as follows:

Facility/ OEB Licence	Connection Agreement	Connection Particulars
CityLights LP Licence No. EG-2014-0329	Connection Agreement for a Mid-Sized Embedded Generation Facility, agreement dated September 23, 2014 between Hydro One Networks Inc. (Distributor) and CityLights LP (Customer)	The CityLights Facility is connected to Hydro One Networks Inc., 44 kV distribution line by a 0.05km tap line, the sole purpose of which is to convey electricity to the IESO-controlled grid. The connection point is Hydro One Networks Inc., Chesterville TS, Feeder M1.
DiscoveryLight LP Licence No. EG-2014-0164	Connection Agreement for a Mid-Sized Embedded Generation Facility, agreement dated July 30, 2014 between Hydro One Networks Inc. (Distributor) and DiscoveryLight LP (Customer)	The DiscoveryLight Facility is connected to Hydro One Networks Inc., 44 kV distribution line by a 0.01km tap line, the sole purpose of which is to convey electricity to the IESO-controlled grid. The connection point is Hydro One Networks Inc., Beaverton TS, Feeder M24.
FotoLight LP Licence No. EG-2014-0054	Connection Agreement for a Mid-Sized Embedded Generation Facility, agreement dated August 12, 2014 between Hydro One Networks Inc. (Distributor) and FotoLight LP (Customer)	The FotoLights Facility is connected to Hydro One Networks Inc., 44 kV distribution line by a 0.01km tap line, the sole purpose of which is to convey electricity to the IESO-controlled grid. The connection point is Hydro One Networks Inc., Picton TS, Feeder M6.

Except as described above, the Transferees will not own or operate any of the following:

- (i) A distribution line;
- (ii) A transmission line;
- (iii) A transformer station or distribution station that is used to transform the voltage of electricity at the generation facility on a transmission line or the distribution system of a local distribution company.

In each case, the Transferee will be the owner and operator of the Facility to which the transferred licence relates.

### **Finance**

Through its current ownership, operation and management of the Facilities and investments identified in Schedules B, C and D, Axium has a demonstrated history of having sufficient financial capability and resources of meeting its obligations under OEB licenced facilities.

### **Technical Resources**

The Transferees intend to retain the existing asset manager in connection with the management of each Facility.

As demonstrated by the number of facilities currently owned and investments managed by Axium as set out on Schedules B, C and D, Axium has demonstrated experience and capability in investing in and managing comparable facilities.

### **Legal and Regulatory Proceedings**

Neither Axium, or any of its directors and officers, or any affiliate or associated entity of the foregoing, have:

- (a) every been declared bankrupt or is presently the subject of a bankruptcy proceeding;
- (b) any unpaid judgements against them;
- (c) been found guilty or convicted of a criminal offence under any law in the past 5 years or are any charges now pending;
- (d) had a licence or registration of any kind refused, suspended, revoked or cancelled;
- (e) been subject to penalties, fines, payments as a result of investigation or any other disciplinary actions by a regulatory body in Ontario or any other jurisdiction within North America in the past 5 years; or
- (f) any outstanding licensing fees, outstanding information requests, or compliance orders.

### **Combined Proceeding**

Since all three Facilities are the subject of the single Asset Purchase Agreement, it is respectfully requested that the application for leave to transfer each licence be treated as part of a combined proceeding pursuant to subsection 21(5) of the Act.

**Disposition without a Hearing**

In the circumstances described above, it is submitted that no person stands to be adversely affected in a material way by the OEB's decision in these applications having regard to the following:

- (a) Each Facility has achieved Commercial Operation pursuant to each FIT Contract;
- (b) Pursuant to the Asset Purchase Agreement, each Transferee will assume all of each Existing Licensee's obligations with respect to the operation of each Existing Licensee's Facility including each Existing Licensee's obligations under each Licence, FIT Contract, Connection Agreement and REA and post-closing each Facility will continue to be operated in accordance with the terms and conditions of all existing approvals including each Licence and subject to the terms of each FIT Contract and each Connection Agreement;
- (c) The Transferees intend to retain the existing asset manager in connection with the management of each Facility;
- (d) Conditions precedent to the closing of the proposed transaction also include obtaining the consent of IESO to the assignment of each FIT Contract and Hydro One Networks Inc. to the assignment of each Connection Agreement (collectively the **Transfer Conditions**); and
- (e) Axiom has demonstrated experience and capability in investing and managing comparable facilities.

It is therefore respectfully requested that the OEB exercise its authority under subsection 21(4)(b) of the Act to dispose of the applications made herein without a hearing.

**Effective Date of Transfers and Terms of Order**

It is hereby respectfully requested that:

- (i) The OEB grant leave to transfer each of the Licences from each Existing Licensee to each Transferee as identified below:

Licence No.	Licensee	Transferee
EG-2014-0329	CityLights LP	Axiom City Light LP
EG-2014-0164	DiscoveryLight LP	Axiom Discovery Light LP
EG-2014-0054	FotoLight LP	Axiom Foto Light LP

- (ii) The OEB issue an order granting the application to transfer the Licences pending confirmation in writing on behalf of the Transferees that: (A) the Transfer Conditions have been satisfied; and (B) closing of the proposed transaction has occurred; and
- (iii) The requested transfer of each Licence take effect as of the date of the closing of the proposed transaction as will be subsequently advised to the OEB.



Ms. Kirsten Walli  
September 14, 2016



We look forward to the OEB's disposition of the requests herein, all of which are respectfully submitted.

Please contact the undersigned if you have any questions with respect to the foregoing.

Yours very truly,

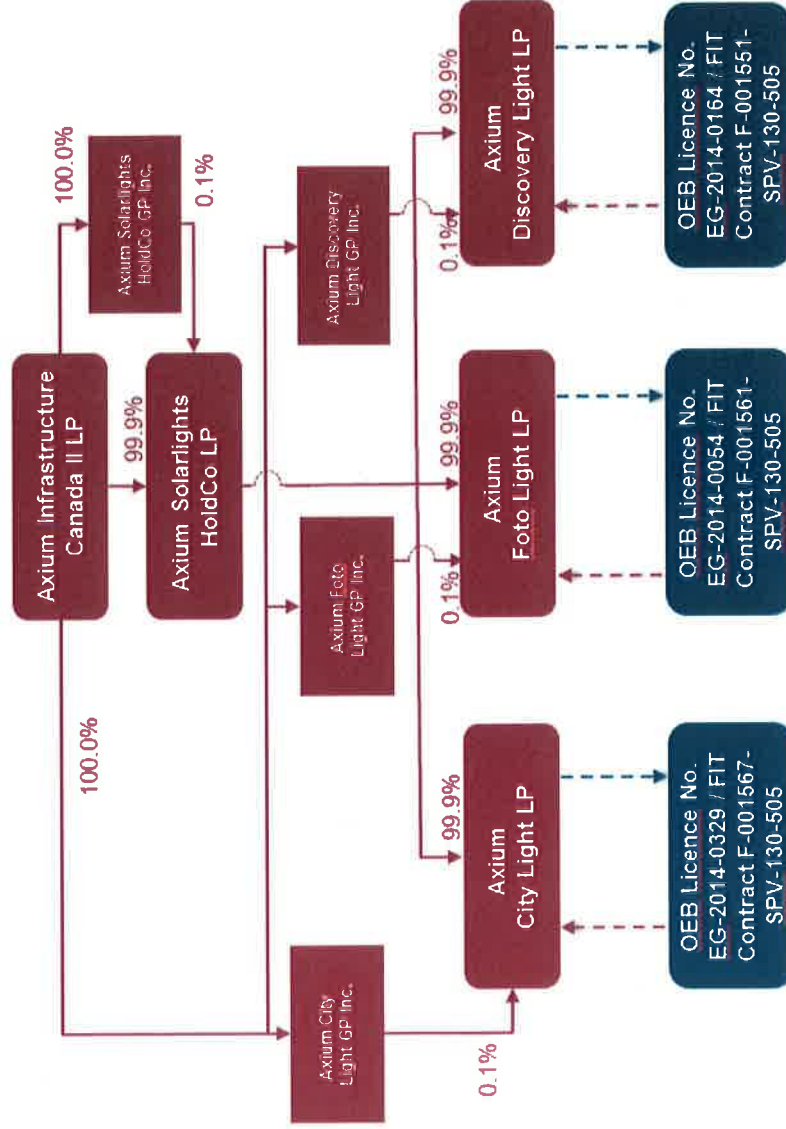
A handwritten signature in blue ink, appearing to read "J. Andrew Pritchard", with a long, sweeping flourish extending to the right.

J. Andrew Pritchard

JAP/sz

Copy to: Blake, Cassels & Graydon LLP  
Attention: Ms. Sharon Wong and Mr. R. Kenneth S. Pearce

# SCHEDULE A ORGANIZATIONAL CHART



**SCHEDULE B**  
**LICENCED FACILITIES OWNED BY WHOLLY OWNED SUBSIDIARIES OF AIC II**

<b>Name of Investment</b>	<b>Licensee</b>	<b>License Number</b>	<b>Issue Date</b>	<b>Expiry Date</b>	<b>Facility</b>
Northern Solar PV Facilities	New OSPVF 7 L.P.	EG-2013-0342	Nov 21, 2013	Nov 20, 2033	Owner and operator of Kap with an installed capacity of 6 MW, located at 241 Stevens Road, Kapuskasing, Ontario.
Northern Solar PV Facilities	New OSPVF 10 L.P.	EG-2013-0343	Nov 21, 2013	Nov 20, 2033	Owner and operator of Matt with an installed capacity of 10 MW, located at 2 Girard Road, Hearst, Ontario.
Northern Solar PV Facilities	New OSPVF 11 L.P.	EG-2013-0344	Nov 21, 2013	Nov 20, 2033	Owner and operator of Ramore with an installed capacity of 8 MW, located at 1370 Highway 572, Ramore, Ontario.
Northern Solar PV Facilities	New OSPVF 1 L.P.	EG-2013-0341	Nov 21, 2013	Nov 20, 2033	Owner and operator of Wainwright with an installed capacity of 10 MW, located at 180 Morton Road, Oxdrift, Ontario.
Borealis Solar PV Projects	Axium Solar Ingersol 1 Limited Partnership	EG-2013-0404	Jan 02, 2014	March 25, 2034	Owner and operator of Ingersoll 1 solar generation facility with an installed capacity of 9.5 MW, located at 414744 41st Line RR#3, Ingersoll, Ontario.
Borealis Solar PV Projects	Axium Solar Orillia 3 Limited Partnership	EG-2013-0403	Jan 02, 2014	March 25, 2034	Owner and operator of Orillia 3 solar generation facility with an installed capacity of 6.5 MW located at 1599 Line 13N, Hawkestone, Ontario.

**SCHEDULE C**  
**LICENCED FACILITIES OWNED BY WHOLLY OWNED SUBSIDIARIES OF AIC I**

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
Elmsley Solar PV Facilities	Axiom Solar Elmsley East Limited Partnership	EG-2010-0166	July 14, 2010	July 13, 2030	Owner and operation of Elmsley East solar generation facility with an installed capacity of 10 MW located at Part of Lot 13, Concession 3, Geographic Township of South Elmsley, Township of Rideau Lakes, County of Leeds, Ontario.
Elmsley Solar PV Facilities	Axiom Solar Elmsley West Limited Partnership	EG-2010-0167	July 14, 2010	July 13, 2030	Owner and operation of Elmsley West solar generation facility with an installed capacity of 10MW, located at Part of Lot 16, Concession 3, Geographic Township of South Elmsley, Township of Rideau Lakes, County of Leeds, Ontario.
St-Isidore Solar PV Facilities	Axiom Solar St. Isidore A Limited Partnership	EG-2010-0164	July 14, 2010	July 13, 2030	Owner and operation of St. Isidore A solar generation facility with an installed capacity of 10 MW located at Part of Lots 6 and 7, Concession 14, Town of Isidore in the Municipality of the Nation, County of Prescott, Ontario.
St-Isidore Solar PV Facilities	Axiom Solar St. Isidore B Limited Partnership	EG-2010-0165	July 14, 2010	July 13, 2030	Owner and operation of St. Isidore B solar generation facility with an installed capacity of 10 MW located at South half of Lot 7, Concession 19, Town of St. Isidore in the Municipality of the Nation, County of Prescott, Ontario.

## SCHEDULE D LICENCED FACILITIES IN WHICH AIC II AND/OR AIC I HAVE INVESTMENTS

Name of Investment (Axiom Website)	Asset Type	License Name	Axiom's Ownership In Investment	Regulatory Contact	License Number	Issue Date	Expiry Date	Facility
Ontario Farms	Wind	Pointe-Aux-Roches Wind L.P.	AIC II: 15%, AIC I: 9.5%	Ansar Gafur (GDF Suez)	EG-2012-0333	20-Sep-12	19-Sep-32	Owned and operated by the Licensee, in the Town of Lakeshore, County of Essex, Lake St. Clair to the North, Richardson Side Road to the East, County Road 42 to the South, and East Ruscom Road to the West.
Ontario Farms	Wind	Plateau Wind L.P.	AIC II: 15%, AIC I: 9.5%	Ansar Gafur (GDF Suez)	EG-2012-0332	20-Sep-12	19-Sep-32	The Licensee authorizes the Licensee only in respect to the following: Plateau Wind Farm I & II with a nameplate capacity of 18 MW owned and operated by the licensee and located at in the Municipality of Grey-Highlands and the Township of Melancthon, in the area that is generally bounded by Concession Road 3 to the North, 30 Sideroad to the East, Melancthon Township Line and the Melancthon-Artemesia Townline to the South and Highway 10 to the West. 2. Plateau Wind Farm III with a nameplate capacity of 9 MW within the area bounded by 240 Sideroad to the North, 6th Line North-East to the East, County Road 21 to the South and 2nd Line Southwest to the West, Township of Melancthon.
Brockville and Beckwith Solar PV Facilities	Solar	Brockville Solar Inc.	AIC II: 15%, AIC I: 9.5%	Ansar Gafur (GDF Suez)	EG-2012-0347	04-Oct-12	03-Oct-32	Ownership and operation of Brockville Solar Farm with an installed capacity of 10 MW located at 3551 County Road #27, Brockville, Ontario.
Ontario Farms	Wind	East Lake St. Clair Wind LP	AIC II: 15%, AIC I: 9.5%	Deborah Langelaan (GDF Suez)	EG-2012-0403	31-Jan-13	30-Jan-33	Ownership and operation of East Lake St. Clair Wind LP with an installed capacity of 99,000 kW, located at 9501 Bush Line, Chatham Kent, ON.
Ontario Farms	Wind	Erieau Wind LP	AIC II: 15%, AIC I: 9.5%	Ansar Gafur (GDF Suez)	EG-2012-0404	31-Jan-13	30-Jan-33	Ownership and operation of Erieau Wind LP with an installed capacity of 99,000 kW, located at 9461 Pinehurst Line, Chatham Kent, ON.
Brockville and Beckwith Solar PV Facilities	Solar	Beckwith Solar Inc.	AIC II: 15%, AIC I: 9.5%	Ansar Gafur (GDF Suez)	EG-2013-0271	29-Aug-13	28-Aug-33	Ownership and operation of Beckwith Ground Mount Solar Project with an installed capacity of 10 MW located at 6915 Country Road 29, Almonte, Ontario.
Borealis Solar PV Projects	Solar	Met Axiom Solar Midhurst 2 Limited Partnership	AIC II: 50%	Jiteendra Balchandani (MetLife)	EG-2013-0238	19-Sep-13	17-Mar-34	Owner and operator of Midhurst 2 solar facility with an installed capacity of 3.5 MW located at 1878 Matheson Road, Springwater, Ontario.
Borealis Solar PV Projects	Solar	Met Axiom Solar Midhurst 3 Limited Partnership	AIC II: 50%	Jiteendra Balchandani (MetLife)	EG-2013-0239	19-Sep-13	17-Mar-34	Owner and operator of Midhurst 3 solar facility with an installed capacity of 3.5 MW located at 217 Line 5 North, Oro Station, Ontario.
Borealis Solar PV Projects	Solar	Met Axiom Solar Midhurst 6 Limited Partnership	AIC II: 50%	Jiteendra Balchandani (MetLife)	EG-2013-0241	19-Sep-13	17-Mar-34	Owner and operator of Midhurst 6 solar generation facility with an installed capacity of 8.5 MW located at 2024 Old Second Road, Barrie, Ontario.

Name of Investment (Axiom Website)	Asset Type	License Name	Axiom's Ownership in Investment	Regulatory Contact	License Number	Issue Date	Expiry Date	Facility
K2 Wind Facility	Wind	K2 Wind Ontario Limited Partnership	AIC II: 11.1%	Sergio Gonsales (Pattern Energy)	EG-2013-0439	20-Mar-14	19-Mar-34	Owner and operator of K2 Wind Power Project with an installed capacity of 270 MW located in the Township of Ashfield-Colborne-Wawanosh in Huron County, Ontario.
Borealis Solar PV Projects	Solar	Met Axiom Solar Adelaide 1 Limited Partnership	AIC II: 50%	Jiteendra Balchandani (MetLife)	EG-2013-0277	19-Sep-13	20-Mar-34	Owner and operator of Adelaide 1 solar generation facility with an installed capacity of 10 MW located at 2894 Napperton Drive, Strathroy, Ontario.
Borealis Solar PV Projects	Solar	Met Axiom Solar Breen 2 Limited Partnership	AIC II: 50%	Jiteendra Balchandani (MetLife)	EG-2013-0237	19-Sep-13	20-Mar-34	Owner and operator of Breen 2 solar generation facility with an installed capacity of 10 MW located at 6955 Hamilton Road, Putnam, Ontario.
Borealis Solar PV Projects	Solar	Met Axiom Solar Midhurst 4 Limited Partnership	AIC II: 50%	Jiteendra Balchandani (MetLife)	EG-2013-0240	19-Sep-13	26-Mar-34	Owner and operator of Midhurst 4 solar generation facility with an installed capacity of 6.5 MW located between Line 5 N and Line 6 N, southwest of Hwy 11, Oro-Medonte, Ontario.
Borealis Solar PV Projects	Solar	Met Axiom Solar Orillia 1 Limited Partnership	AIC II: 50%	Jiteendra Balchandani (MetLife)	EG-2013-0235	19-Sep-13	26-Mar-34	Owner and operator of Orillia 1 solar generation facility with an installed capacity of 10 MW located at 1599 Line 13, North Hawkestone, Ontario.
Borealis Solar PV Projects	Solar	Met Axiom Solar Orillia 2 Limited Partnership	AIC II: 50%	Jiteendra Balchandani (MetLife)	EG-2013-0236	19-Sep-13	26-Mar-34	Owner and operator of Orillia 2 solar generation facility with an installed capacity of 10 MW located at 2081 Bass Lake Road, Hawkestone, Ontario.

Name of Investment (Axiium Website)	Asset Type	License Name	Axiium's Ownership In Investment	Regulatory Contact	License Number	Issue Date	Expiry Date	Facility
Ontario Wind Farms	Wind	AIM SOP Phase I LP, its General Partner AIM SOP Phase I GP Inc. (SOP)	AIC II: 15%, AIC I: 9.5%	Ansar Suez (GDF)	EG-2008-0079	05-May-08	04-May-28	<p>1. Mohawk Point Wind Farm, owned and operated by the Licencee within the area bounded by Lake Erie to the south, Moulton Bay (Lake Erie) to the east, Moulton Sherbrook Townline Road to the northeast, Rymer Road to the north and Dickhout Road to the west, in the County of Haldimand, Province of Ontario.</p> <p>2. Frogmore Wind Farm, owned and operated by the Licencee within the area bounded by West Quarter Town Line to the east, Norfolk County Road No. 23 to the west, Lakeshore Road to the south, and the First Concession Road to the north, in the County of Norfolk, Province of Ontario.</p> <p>3. Cultus Wind Farm, owned and operated by the Licencee within the area bounded by Norfolk County Road No. 23 to the east, and the northerly extension thereof in a straight line north from the intersection of Norfolk County Road No. 23 and the Lower Side Road, Concession Road 7 to the west, Lakeshore Road to the south, and the northerly boundaries of the properties which abut the northerly limit of Lower Side Road to the north, in the County of Norfolk, Province of Ontario.</p> <p>4. Clear Creek II Wind Farm, owned and operated by the Licencee within the area bounded by Lakeshore Road to the south, 6th Concession Road to the west, the north boundaries of Lots 2, Concession 6 &amp; 7, and the east boundaries of Lots 1, 2 and 16, Concession 7, in the County of Norfolk, Province of Ontario.</p>

Name of Investment (Axiom Website)	Asset Type	License Name	Axiom's Ownership in Investment	Regulatory Contact	License Number	Issue Date	Expiry Date	Facility
Ontario Wind Farms	Wind	AIM Harrow Wind Farm GP Inc. on behalf of AIM Harrow Wind Farm LP (SOP)	AIC II: 15%, AIC I: 9.5%	Deborah Langelan (GDF Suez)	EG-2008-0100	23-Jul-08	22-Jul-28	<p>The Licence authorizes the Licensee only in respect to the following:</p> <ol style="list-style-type: none"> <li>Harrow I Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex: <ul style="list-style-type: none"> <li>Turbines 1 &amp; 7 - Concession 1, Part Lot 95</li> <li>Turbines 2 &amp; 3 - Concession 1, Part Lot 94</li> <li>Turbine 4 &amp; 13- Concession 1, Part Lot 92</li> </ul> </li> <li>Harrow II Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex: <ul style="list-style-type: none"> <li>Turbines 11 &amp; 5 - Concession 1, Part Lots 90 &amp; 91</li> <li>Turbine 12 - Concession 1, Part Lots 88 &amp; 89</li> <li>Turbine 6 &amp; 15 - Concession 1, Part Lots 84 and 85</li> <li>Turbine 14 - Concession 1, Part Lots 85 &amp; 86</li> </ul> </li> <li>Harrow III Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex, Ontario: <ul style="list-style-type: none"> <li>Turbine 23 - Concession 2, Part Lot 2</li> <li>Turbine 9 - Concession 2, Part Lot 4</li> <li>Turbine 8 - Concession 2, Part Lot 4</li> <li>Turbine 10 - Concession 2, Part Lot 5</li> <li>Turbine 22 - Concession 2, Part Lot 2</li> <li>Turbine 24 - Concession 2, Part Lot 3</li> </ul> </li> <li>Harrow IV Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex: <ul style="list-style-type: none"> <li>Turbines 36, 20 &amp; 34 - Concession 1, Part Lot 75</li> <li>Turbines 28 &amp; 29 - Concession GORE, Part Lot 1</li> <li>Turbine 30 - Concession GORE, Part Lot 5</li> </ul> </li> </ol>
ABW Solar PV Facilities	Solar	ABW Solar General Partnership	AIC II: 31.1%	Dominic (Axiom)	EG-2011-0030	17-Oct-13	10-May-31	<p>Ownership and operation of Amherstburg Solar 1 at Part of the North half of Lot 7, Concession 2, and part of the South half of Lot 7, Concession 2, Township of Anderton, Ontario.</p> <ol style="list-style-type: none"> <li>Ownership and operation of Belmont Solar 1 at Part of the South half of Lot 3, Concession 6, Central Elgin, Elgin County, Ontario.</li> <li>Ownership and operation of Belmont Solar 2 at Part of the South half of Lot 3, Concession 6, Central Elgin, Elgin County, Ontario.</li> <li>Ownership and operation of Walpole Solar 1 at Lots 2 and 3, Concession 12, Hagersville/Nanticoke, Haldimand County, Ontario.</li> <li>Ownership and operation of Walpole Solar 2 at Lots 2 and 3, Concession 12, Hagersville/Nanticoke, Haldimand County, Ontario.</li> </ol>