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December 23, 2010

Board Secretary Ontario Energy Board 2300 Yonge St., Suite 2700 Toronto, Ontario M4P 1E4

Attention: Kirsten Walli

Dear Ms. Walli:

Re: EG-2010-0361 – Notice of name change and transfer of Tilbury Solar 2 solar generating facility (the "Facility")

We are counsel to Sarnia Solar Project L.P. (the "Partnership"). As you may be aware, on November 26, 2010 the Partnership submitted an application (the "Application") to the Board for a standard offer program generating licence. In particular, due to an accelerated project development schedule, the Partnership requested an interim licence identifying the Partnership as owner and operator of the Facility, such interim licence to be effective on the date that the Partnership gives notice to the Board that the Facility has changed ownership. In a decision dated December 10, 2010 the Board issued interim generating licence EG-2010-0361 (the "License") in the name of the Partnership. We note however, that the Licence was effective as of the date of issuance as opposed to becoming effective upon notice of transfer.

We wish to inform you that the Facility was transferred to the Partnership on December 22, 2010. A copy of a statutory declaration (the "**Statutory Declaration**") of the Vice President of the Partnership confirming the transfer of ownership of the Facility to the Partnership is attached.

Subsequent to the submission of the Application, the Partnership changed its name to "Tilbury Solar Project L.P.". Evidence of registration of the new name of the Partnership is enclosed. All other information about the Partnership remains the same. The Partnership is therefore requesting that the name on the Licence be amended to reflect the recent name change.

The Partnership further requests that this application for amendment be disposed of without a hearing, and submits this letter as evidence of consent of same. The Partnership believes that the requests made in this application meet the test set out in s. 21(4)(b) of the *OEB Act* and that no other person will be adversely affected in a material way should the Board decide to grant the amendment to the interim Licence.



Kindly let us know if you require anything further in order to consider this application.

Yours very truly,

McCarthy Tétrault LLP

Per: Kristyn Annis

Enc.

c: Jennifer Strain, Enbridge Inc. Robert Froelich, MacLeod Dixon LLP

Doc# 9902112



Ministry of Government Services

Ministère des Services gouvernementaux

Declaration Form 3 under the *Limited Partnerships Act*

Déclaration Formule 3 aux termes de la *Loi sur les sociétés en commandite*

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RESOP ASSIGNMENT AND NOVATION STATUTORY DECLARATION OF NEW GENERATOR

TO: THE ONTARIO POWER AUTHORITY (THE "OPA")

amend amend ORIG Farms	ed) BE led fron INAL (Canada	TRACT: RESOP CONTRACT # 11905 DATED October 2, 2007 (as TWEEN THE OPA AND THE ORIGINAL GENERATOR, as In time to time GENERATOR: First Solar Development (Canada), Inc. (previously OptiSolar Inc.) RATOR: Tilbury Solar Project L.P., by its general partner, 7243341 Canada Inc.				
I, <u>John</u> New G	Maniay Senerato	wski [INSERT YOUR NAME], the Vice President [INSERT YOUR OFFICE] of the r's general partner 7243341 Canada Inc., solemnly declare that I have knowledge herein deposed to, and declare the following:				
1.	assign	ecember 22, 2010 [INSERT DATE], the Original Generator sold, transferred and ed to the New Generator, and the New Generator purchased from the Original ator, the Contract Facility.				
2.		New Generator is the owner, developer and operator of, and has good title to, the act Facility.				
3.		ollowing agreements are assigned and novated from the Original Generator to the Generator:				
	a.	The Connection Cost Agreement and the Connection Agreement dated December 14, 2009 and November 16, 2010, respectively, between the Original Generator and Chatham Kent Hydro Inc. is assigned and novated as				
	b.	of <u>December 22, 2010</u> . All agreements (leases, options, priority permits, Band Council permissions, etc)				
		submitted by the Original Generator as part of its Application to demonstrate that it is the registered owner of the lands underlying the Contract Facility or has the necessary Access Rights pursuant to section 3.2(c) of the Program Rules, which are the following: [LIST ALL AGREEMENTS SUBMITTED AS PART OF APPLICATION]				
		i. Not Applicable. See attached Exhibit A ii. iii.				
		have been assigned and novated as of <u>December 22, 2010 [INSERT DATE]</u> .				

4. The Project meets the eligibility requirements set out in Section 2.2 of the Renewable Energy Standard Offer Program Final Program Rules, version 2.0 dated November 22, 2006.

I make this solemn declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath.

Signature of Deponent

Declared before me: Debra Poon

At the City

of Calgary

This 22 day of December, 2016

Commissioner for Taking Affidavits in Pilberta

DEBRA J. POON BARRISTER & SOLICITOR

Exhibit "A" to a Statutory Declaration of an Authorized Officer of 7243341 Canada Inc., the General Partner of Tilbury Solar Project L.P. dated December 22, 2010 re: RESOP Contract No. 11905

- 1. The Original Generator acquired registered ownership of the lands underlying the Contract Facility (as such term is defined in Schedule 2 to RESOP Contract No. 11905) (the "Lands") pursuant to the agreement of purchase and sale (the "Agreement of Purchase and Sale") submitted by the Original Generator as part of its Application (as such term is defined in Schedule 2 to RESOP Contract No. 11905). Upon closing of the purchase transaction contemplated by the Agreement of Purchase and Sale on October 2, 2008, a Transfer of the Lands in favour of the Original Generator was registered in the Land Registry Office for Kent as Instrument No. CK30256.
- 2. The Original Generator has agreed to transfer registered ownership of the Lands to the New Generator pursuant to a land purchase agreement dated December 22, 2010 between the Original Generator as vendor and the New Generator as purchaser (the "Land Purchase Agreement"). Pursuant to the Land Purchase Agreement, registered ownership of the Lands will be transferred from the Original Generator to the New Generator on December 22, 2010.