

EB-2013-0277

July 23, 2013

VIA COURIER

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

RECEIVED

JUL 24 2013

ONTARIO ENERGY BOARD
OFFICE OF THE BOARD SECRETARY

Ian A. Mondrow
Direct: 416-369-4670
ian.mondrow@gowlings.com

Assistant: Cathy Galler
Direct: 416-369-4570
cathy.galler@gowlings.com

Dear Ms. Walli:

Re: Application for Electricity Generation Licences – Feed-in Tariff Program

Met Fiera Solar Adelaide 1 L.P.

We write as counsel to Met Fiera Solar LP to submit an 8th Feed-in Tariff Program (FIT) electricity generation licence application. This letter is further to our letter of June 14, 2013 with which we submitted 7 FIT generation licence applications, and which referred to this 8th application as awaiting receipt of a Notice to Proceed (NTP) from the Ontario Power Authority (OPA). That NTP has now been received, and is attached to the enclosed application as required.

The Adelaide 1 generation facility is the 8th ground mount FIT solar facility that Met Fiera Solar LP has agreed to purchase from Recurrent Energy Lux Holdings s.à.r.l. (Recurrent). As with the 7 other facilities, Met Fiera Solar LP will acquire the Adelaide 1 facility through a special purpose partnership created by Met Fiera Solar LP, in this case Met Fiera Solar Adelaide 1 L.P. (Applicant).

The Parties

Met Fiera Solar LP is an equal partnership between the Metropolitan Life Insurance Company and Fiera Axiom Infrastructure Canada II L.P. (the latter being an entity ultimately controlled by Quebec based infrastructure fund Fiera Axiom Infrastructure).

As evidenced by a Purchase and Sale Agreement dated March 31, 2013, Met Fiera Solar LP agreed to purchase 8 ground mount FIT contracted solar generation facilities from Recurrent. The Adelaide 1 facility is the last of the 8 facilities to receive NTP. Accordingly, Recurrent, through its project entity associated with the Adelaide 1

generation facility, has recently submitted application for a generation licence which will allow Recurrent to construct and commission the facility, and operate it until the commercial operation date (COD) and certain other related conditions precedent to the transfer of the facility to the Applicant are achieved, and the facility is then transferred.

The Application

Please note that as with the previous Met Fiera Solar LP licence applications related to the transaction with Recurrent¹, the current Applicant has provided two licence primary contacts; Mr. Jiteendra Balchandani, Chairman & Director of Met Fiera L.P., and Juan Caceres, President & Director of Met Fiera L.P. We have included a new page 3a of 7 in the enclosed application, which new page is completed only for item 5 in order to add the second primary contact.

Also enclosed is our firm's cheque in the amount of \$100, covering the application fee for the licence for the subject facility, which facility has a nameplate capacity of 10 MW.

As has been noted with respect to the other 7 facilities for which Met Fiera Solar LP has applied for generation licences², the OPA's FIT program rules and associated FIT contract (relevant excerpts attached) specify that FIT contracts may only be assigned by the contract holder (Recurrent in this case) following COD. Following COD, the Applicant will submit to the OPA a *Notice RE: Post-COD Assignment* form (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 directions³ 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 Met Fiera Solar LP does), the process of OPA confirmation of contract assignment is a mechanical one. The OPA does not, however, provide, in advance of COD and the filing of the notice of assignment, confirmation that the OPA will be approving the contract 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 noted above, Met Fiera Solar LP is an equal partnership between the Metropolitan Life Insurance Company and Fiera Axium Infrastructure Canada II L.P, the latter being an entity ultimately controlled by Quebec based infrastructure fund Fiera Axium Infrastructure. For the assistance of the

¹ EB-2013-0235, 0236, 0237, 0238, 0239, 0240 and 0241.

² See our letter dated July 24, 2013 as filed in the EB-2013-0235, 0236, 0237, 0238, 0239, 0240 and 0241 proceedings.

³ <http://fit.powerauthority.on.ca/contract-management/other-contract-issues/contract-assignment/post-COD-assignment>

Board, and in respect of Fiera Axiom's operational and management experience related to the types of facilities being acquired, we provide below some additional information.⁴

Fiera Axiom Infrastructure Canada L.P.'s current energy infrastructure assets include 352.8 MW of wind generation and 67.4 MW of solar PV generation located across southeastern Ontario. Fiera Axiom's Ontario wind assets include the Harrow, AIM SOP, Plateau, Pointe-aux-Roches, East Lake St. Clair and Erieau wind farms. The fund's solar PV projects include: i) the Elmsley solar PV projects located in the township of Rideau Lakes near Ottawa having an aggregate generation capacity of 24 MW; ii) the Brockville and Beckwith solar PV projects located near Brockville and Ottawa having 20.0 MW of aggregate generation capacity; and iii) the St. Isidore solar PV projects located near Ottawa having an aggregate generation capacity of 23.4 MW. The output of all of these wind and solar generation facilities is contracted to the OPA.

Procedure

In accord with the Board's general practice, the Applicant requests that:

1. As the Applicant is a newly created special purpose entity, and does not have a website of its own, the Board direct in respect of the issuance of public notice of this application that it is sufficient for the Notice of Application to be posted on the websites of the ultimate parent entities of the Applicant; Metropolitan Life Insurance Company and Fiera Axiom Infrastructure.
2. The Board proceed with the enclosed application by way of a written hearing. The Board may find it administratively convenient to combine this application with the process adopted for the applications previously submitted and related to the transaction giving rise to this application.⁵
3. The Board issue the applied for licence with Schedule 1 incomplete, pending written confirmation from the Applicant and the then current licensee (Facility Seller) that the facility has been transferred.
4. The Board direct in its decision on this Application that upon receipt of:
 - (a) written confirmation from the Applicant and the Facility Seller that the commercial transaction transferring that facility has closed;
 - (b) a letter from the Facility Seller requesting that its electricity licence be cancelled; and

⁴ <http://www.fieraaxium.com/en/infrastructure-fund.html>

⁵ EB-2013-0235, 0236, 0237, 0238, 0239, 0240 and 0241.

- (c) Filing by the applicant of an executed copy of the OPA's *Assumption and Acknowledgement Agreement* in respect of the facility transferred,

the Board will amend Schedule 1 of the Applicant's licence to list the transferred facility, and will concurrently cancel the licence of the Facility Seller.

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

Conclusion

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

Yours truly,



Ian A. Mondrow

Enclosures

- c. Jiteendra Balchandani, Met Fiera Solar LP
Juan Caceres, Met Fiera Solar LP
Simon Ross, Recurrent Energy Lux Holdings s.à.r.l.

Ontario Energy
Board
P.O. Box 2319
2300 Yonge Street
27th Floor
Toronto ON M4P 1E4
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Application for an Electricity Generation Licence Feed-in Tariff Program

For Office Use Only	
Application Number	EB - 2013-0277
Date Received	July 24/13

1. Name to Appear on Licence

Legal name of the Applicant Met Fiera Solar Adelaide 1 L.P.

Name to Appear on Licence: Met Fiera Solar Adelaide 1 L.P.

☒ Indicate if same as above

Please note that if the name to appear on the licence is not the same as the legal name, the name on the licence must include the legal name of the applicant and the legal name must appear first. The "Name to Appear on Licence" will appear on the notice of application and on the licence.

2. Feed-in Tariff Program Contract and Notice to Proceed

Provide details regarding FIT contract with the OPA and Notice to Proceed

FIT Reference #: FIT - F-002188-SPV-130-505

Contract Date: July 6, 2011

Date Notice to Proceed was received: June 17, 2013

**Note: Your application cannot be processed until the OPA issues a Notice to Proceed for your project.
Please submit a copy of the Notice to Proceed with your application.**

3. Applicant's Business Information

☐ Sole Proprietor
☐ Partnership
☐ Corporation
☒ Other (describe) Limited Partnership
Date of Formation: May 31, 2013

Contact Address (if RR, give Lot, Concession No. and Township)

1 Adelaide Street East, Suite 600

City	Province/State	Country	Postal/Zip Code
<u>Toronto</u>	<u>Ontario</u>	<u>Canada</u>	<u>M5C 2V9</u>
Phone Number	Fax Number	E-mail Address	
<u>(416) 364-3711</u>	<u>(416) 955-4877</u>		

4. Key Individuals

The individuals listed as key individuals must be the individuals that are responsible for executing the following functions for the applicant: matters related to regulatory requirements and conduct, financial matters, and technical matters. These key individuals may include the Chief Executive Officer, the Chief Financial Officer, other officers, directors, or proprietors. Identify at least two key individuals. (If the applicant has only one key individual in the organization, identify the one key individual.)

Name of Key Individual	Title/Position within Applicant's Business (or identify company if not the Applicant's Business)
Jiteendra Balchandani	Chairman & Director, Met Fiera Solar GP Inc.
Juan Caceres	President & Director, Met Fiera Solar GP Inc.

5. Licence Primary Contact

(As a condition of the licence, the licensee shall designate a person who will act as a primary contact with the Board on matters related to the licence.)

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Balchandani	Jiteendra	
Other <input type="radio"/>		Position Held and Company Name if different from Name to Appear on Licence		
		Chairman & Director, Met Fiera Solar GP Inc.		
Contact Address (if RR, give Lot, Concession No. and Township), or indicate as above in section 3 <input type="checkbox"/>				
10 Park Avenue				
City	Province/State	Country	Postal/Zip Code	
Morristown	New Jersey	United States of America	07962-1563	
Phone Number	Fax Number	E-mail Address		
(973) 355-4707	(973) 355-4250	jbalchandani@metlife.com		

6. Primary Contact for this Application

☐ Indicate if same as in section 3. Proceed to section 7.

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Mondrow	Ian	
Other <input type="radio"/>		Position Held and Company Name if different from Name to Appear on Licence		
		Partner, Gowling Lafleur Henderson LLP		
Contact Address (if RR, give Lot, Concession No. and Township), or indicate if same as above <input type="checkbox"/>				
1 First Canadian Place, 100 King Street West, Suite 1600				
City	Province/State	Country	Postal/Zip Code	
Toronto	Ontario	Canada	M5X 1G5	
Phone Number	Fax Number	E-mail Address		
(416) 369-4670	(416) 862-7661	ian.mondrow@gowlings.com		

4. Key Individuals

The individuals listed as key individuals must be the individuals that are responsible for executing the following functions for the applicant: matters related to regulatory requirements and conduct, financial matters, and technical matters. These key individuals may include the Chief Executive Officer, the Chief Financial Officer, other officers, directors, or proprietors. Identify at least two key individuals. (If the applicant has only one key individual in the organization, identify the one key individual.)

Name of Key Individual	Title/Position within Applicant's Business (or identify company if not the Applicant's Business)

5. Licence Primary Contact

(As a condition of the licence, the licensee shall designate a person who will act as a primary contact with the Board on matters related to the licence.)

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Caceres	Juan	
Other <input type="radio"/>		Position Held and Company Name if different from Name to Appear on Licence		
		President & Director, Met Fiera Solar GP Inc.		
Contact Address (if RR, give Lot, Concession No. and Township), or indicate as above in section 3 <input type="checkbox"/>				
1 Adelaide Street East, Suite 600				
City	Province/State	Country	Postal/Zip Code	
Toronto	Ontario	Canada	M5C 2V9	
Phone Number	Fax Number	E-mail Address		
(416) 955-4861	(416) 955-4877	juan.caceres@fieraaxium.com		

6. Primary Contact for this Application

☐ Indicate if same as in section 3. Proceed to section 7.

Mr. <input type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>			
Other <input type="radio"/>		Position Held and Company Name if different from Name to Appear on Licence		
Contact Address (if RR, give Lot, Concession No. and Township), or indicate if same as above <input type="checkbox"/>				
City	Province/State	Country	Postal/Zip Code	
Phone Number	Fax Number	E-mail Address		

7. Generation Facilities

a) Describe the generation facility by providing the following information. If the applicant has more than one facility, provide the information on additional facilities as an attachment.

Generation Type: ☐ Biogas ☐ Biogas (On-Farm) ☐ Landfill Gas
☐ Renewable Bio-Mass ☐ Solar PV (Rooftop) ☒ Solar PV (Ground Mount)
☐ Wind (Off-Shore) ☐ Wind (On-Shore) ☐ Waterpower

Gross Nameplate Capacity 10 _____ ☐ kW ☒ MW

Expected Commercial Operation Date January 10, 2014

Facility Name and Address 2894 Napperton Dr., Strathroy, ON N7G 3H8

b) Does/will the applicant own and operate any of the following (check any that apply):

i) A distribution line that is used to distribute electricity within a generation facility described in section 7a) or from that facility to the distribution system of a Local Distribution Company?

☐ Yes, provide length of the distribution line in kilometres _____

☒ No

ii) A transmission line that is used to distribute electricity within a generation facility described in section 7a) or from that facility to the IESO-Controlled Grid?

☐ Yes, provide length of the transmission line in kilometres _____

☒ No

iii) A transformer station or distribution station that is used to transform the voltage of electricity at a generation facility described in section 7a), on a transmission line or on the distribution system of a Local Distribution Company?

☐ Yes

☒ No

c) Responsibilities of Applicant:

☒ Owner and Operator

☐ Operator (Please identify if you are leasing the facility and identify owner _____)

☐ Owner only (Please identify lessee/operator _____)

If you are applying for only one of the two qualifications, please provide information on the status of the other qualification. The information should include confirmation as to whether or not the person or entity seeking the other qualification is licensed and if not, indicate when an application for the other qualification will be filed with the Board: _____

8. Connection

Provide details regarding connection of the generation facility. If the applicant has more than one facility, provide the information on additional facilities as an attachment.

a) Will the generation facility be connected to the Local Distribution Company?

- ☒ Yes, identify the Local Distribution Company and the connection point (i.e. feeder name, name of transformer station or distribution station to which the feeder is connected)

Hydro One; Strathroy TS; Feeder = 29M3

☐ No

b) Will the generation facility be connected to a Host Facility?

- ☐ Yes, identify the Host Facility and the connection point (i.e. feeder name, name of Local Distribution Company or Transmitter serving Host Facility, name of feeder or circuit connecting Host Facility, name of transformer station or name of switching station, name of transformer or distribution station to which the feeder is connected)

☒ No

c) Will the generation facility be connected to a transmission system (the IESO-Controlled Grid)?

- ☐ Yes, identify the connection point (i.e. name of circuit, name of transformer or switching station)

☒ No

If you have answered "No" to a), b) and c), please explain how you intend to connect the project.

9. Requirement to Give Notice

Is the applicant a distributor or transmitter, or an affiliate of a distributor or transmitter?

- ☐ Yes, the applicant may be required to give notice to the Board under section 80 of the *Ontario Energy Board Act, 1998* regarding the construction or acquisition of an interest in generation facilities by transmitters or distributors. The filing requirements for a notice under section 80 of the *Ontario Energy Board Act, 1998* are found on the Board's website at www.ontarioenergyboard.ca.

☒ No

Will the applicant acquire an interest in a distribution or transmission system in Ontario or construct a distribution system or transmission system?

- ☐ Yes, the applicant may be required to give notice to the Board under section 81 of the *Ontario Energy Board Act, 1998* regarding the construction or acquisition of an interest in transmission or distribution assets by generators. The filing requirements for a notice under section 81 of the *Ontario Energy Board Act, 1998* are found on the Board's website at www.ontarioenergyboard.ca.

☒ No

10. Licensing History

a) Has the applicant ever been licensed by the Ontario Energy Board? ☐ Yes ☒ No

If yes, please provide the licensed company name, licence number and address:

Licensed Company Name _____ Licence Number _____

Address _____

b) Has the applicant ever had an energy market related licence or registration in Ontario and/or other jurisdiction within North America refused, suspended, revoked or cancelled? ☐ Yes ☒ No

If yes, provide details: _____

11. Notice

AS REQUIRED BY THE *FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY ACT*

The Board is authorized, under section 4.14 of the *Ontario Energy Board Act, 1998*, to collect personal information for the purpose of carrying out its duties and exercising its powers under the *Ontario Energy Board Act, 1998* or any other Act.

The information provided both on this form and attached to this form is being collected by the Board for the purpose of determining whether the applicant is qualified to receive the licence for which it is applying.

In order to verify the information on or attached to this form and/or determine whether the applicant is qualified to receive the licence for which it is applying, it may be necessary for the Board to collect additional information from some or all of the following sources: federal, provincial/state, or municipal governments; licensing bodies; law enforcement agencies; credit bureaus; and banks. Only information relevant to the application or the Board's determination of the application will be collected by the Board.

The public official who can answer questions about the collection of the information is:

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

Tel: 416-481-1967 or 1-888-632-6273

Applicants are reminded that the Board is subject to the *Freedom of Information and Protection of Privacy Act* ("FIPPA"). FIPPA addresses circumstances in which the Board may, upon request, be required to release information that is in its custody or under its control, and generally prohibits the Board from releasing personal information.

"Personal Information" has the meaning given to it under FIPPA.

12. Certification and Acknowledgement of Other Market Conditions

I certify that the information contained in this application and in the documents provided to the Board are true and accurate.

I understand and acknowledge that, as a licensed electricity generator, I must provide information as the Board may require from time to time.

I understand and acknowledge that, as a licensed electricity generator, I must enter into agreements with the distributor or transmitter to whom my facilities are connected.

Print Name of Applicant <i>JUAN CACERES</i>	Signature of Applicant 	Date Signed <i>JULY 23/2013</i>
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(Must be signed by one of the key individuals identified in section 4)



July 22, 2013

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

Dear Ms. Walli:

**Re: Application for Electricity Generation Licences – Feed-in Tariff Program
Met Fiera Solar Adelaide 1 L.P.**

Recurrent Energy Lux Holdings S.à.r.l. (Recurrent) is the seller of the Adelaide 1 ground mount FIT contracted solar generation facility to Met Fiera Solar LP. This sale is the subject of a contemporaneous letter to the Board from Gowling Lafleur Henderson LLP (Gowlings), counsel to Met Fiera Solar LP, with which the application for a Feed-in Tariff Program (FIT) generation licence for the Adelaide 1 facility is submitted to the Board.

Recurrent has reviewed Gowlings' letter, and agrees with the contents of that letter, including the proposal in that letter for the process for licencing the applicant in the application submitted therewith.

Upon closing the transfer of the Adelaide 1 facility sold by Recurrent to Met Fiera Solar LP, Recurrent will write a letter to the Board acknowledging transfer of the facility and requesting that the Board remove the facility from, and cancel, the licence held by the relevant Recurrent project entity and related to that facility.

We trust that this acknowledgment will assist the Board in processing the generation licence application submitted by Met Fiera Solar Adelaide 1 L.P. related to our transaction.

Yours truly,

Recurrent Energy Lux Holdings S.à.r.l.

By: 

Judith A. Hall, A Manager

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