

EB-2013-0387/0388/0389

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OCT 31 2013

ONTARIO ENERGY BOARD

October 21, 2013

Mr. Vince Mazzone / Ms. Kirsten Walli

ONTARIO ENERGY BOARD

P.O. Box 2319, 27<sup>th</sup> 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)**

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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 #
<b>Smiths Falls 1<sup>1</sup></b> 57 Eric Hutcheson Road, Smiths Falls, Ontario	Aurora Smiths Falls 1 Limited Partnership	March 4, 2014	RE Smiths Falls 1 ULC EG-2013-0090
<b>Smiths Falls 3<sup>1</sup></b> 537 Armstrong Road, Smiths Falls, Ontario	Aurora Smiths Falls 3 Limited Partnership	February 13, 2014	RE Smiths Falls 3 ULC EG-2013-0091
<b>Smiths Falls 4<sup>1</sup></b> 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 directions<sup>2</sup> 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.

<sup>1</sup> 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.

<sup>2</sup> <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:

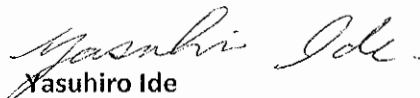
Facility Name/Location	Licence Applicant	Requested License Issuance Date
Aurora Smiths Falls 4	Aurora Smiths Falls 4 Limited Partnership	November 11, 2013
Aurora Smiths Falls 1	Aurora Smiths Falls 1 Limited Partnership	January 20, 2014
Aurora Smiths Falls 3	Aurora Smiths Falls 3 Limited Partnership	January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

# RECURRENT ENERGY

October 16, 2013

Mr. Vince Mazzone / Ms. Kirsten Walli  
**ONTARIO ENERGY BOARD**  
P.O. Box 2319, 27<sup>th</sup> 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)**

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Recurrent Energy Lux Holdings S.à.r.l. (Recurrent) intends to sell the Smiths Falls 1, Smiths Falls 3 and Smiths Falls 4 ground mount, FIT contracted solar generation facilities to special purpose partnerships (each, an Applicant) owned by Aurora Solar Corporation (ASC). These transactions are the subject of an October 16, 2013 letter to the Board from ASC (the ASC Letter). The ASC Letter enclosed applications for electricity generation licences from the three (3) Applicants.

Recurrent has reviewed the ASC Letter and agrees with its contents. Upon the sale of each facility to the Applicant, the appropriate special purpose subsidiary of Recurrent will write a letter to the Board acknowledging transfer of that facility and requesting that the Board remove that facility from, and cancel, the electricity generation licence currently related to that facility.

We trust that this acknowledgment will assist the Board in processing the generation licence applications submitted by ASC.

Sincerely,

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

Name:   
Title: "A" Manager



## Application for an Electricity Generation Licence Feed-in Tariff Program

### Application Instructions

#### 1. Application Requirement

Before applying for a licence the applicant must have entered into a contract with the Ontario Power Authority under the Feed-in Tariff program and have received from the Ontario Power Authority a Notice to Proceed for the generation facility/facilities covered by this application.

**You must attach a copy of the Notice to Proceed to your completed application form. Without a copy of the Notice to Proceed your application will be deemed incomplete.**

#### 2. Purpose of this Form

This form is to be used to apply for a licence that would enable the applicant to generate electricity for sale under the Feed-in Tariff Program.

**Note: MicroFit Program generators and Feed-in Tariff Program generators with gross nameplate capacity of 500 kilowatts or less are exempt from the need to obtain a generation licence.**

#### 3. Completion Instructions

This form is in a writeable PDF format. The applicant must either:

- type answers to all questions, print two copies and sign both copies; or
- print a copy of the form, clearly print answers to all questions, make a copy and sign both copies.

Please send two signed copies of the completed form and attachments to:

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

If you have any questions on completing this application, please contact the Market Operations Hotline at 416-440-7604 or 1-888-632-6273 or e-mail at [market.operations@ontarioenergyboard.ca](mailto:market.operations@ontarioenergyboard.ca).

The Board may require information that is additional or supplementary to the information required by this form. If the submitted application is incomplete, it may be returned by the Board or there may be a delay in processing the application.

#### 4. Application and Registration Fees

A non-refundable application fee is required to process your application. Please enclose a cheque or money order made payable to the ONTARIO ENERGY BOARD. The amount of the application fee is indicated on the "Apply for a Licence" page of the "Licences" section of the Board's website at [www.ontarioenergyboard.ca](http://www.ontarioenergyboard.ca).

If a licence is issued, the licensee may be required to pay an annual registration fee. The annual registration fee criteria can be found on the "Apply for a Licence" page of the "Licences" section of the Board's website at [www.ontarioenergyboard.ca](http://www.ontarioenergyboard.ca).

#### 5. Public Record

All information filed as part of or in support of this application will be placed on the public record. Where the applicant objects to public disclosure of information contained in the application, the applicant must follow the procedure set out in the Board's Practice Direction on Confidential Filings.

#### 6. Important Information

The applicant must make a copy of the application available to any person who requests a copy of the application.

As a licensed electricity generator, the licensee may be subject to additional obligations as required by a distributor, a transmitter, the Independent Electricity System Operator, the Ontario Power Authority, or the Ontario Energy Board.



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ONTARIO ENERGY BOARD  
OFFICE OF THE BOARD SECRETARY

Ontario Energy  
Board  
P.O. Box 2319  
2300 Yonge Street  
27<sup>th</sup> Floor  
Toronto ON M4P 1E4  
Telephone: 1-888-632-6273  
Facsimile: (416) 440-7656

Commission de l'énergie  
l'Ontario  
C.P. 2319  
2300, rue Yonge  
27<sup>e</sup> étage  
Toronto ON M4P 1E4  
Téléphone: 1-888-632-6273  
Télécopieur: (416) 440-7656

## Application for an Electricity Generation Licence Feed-in Tariff Program

For Office Use Only	
Application Number	EB - 2013-0387
Date Received	Oct 31/13

### 1. Name to Appear on Licence

Legal name of the Applicant Aurora Smiths Falls 1 Limited Partnership

Name to Appear on Licence: Aurora Smiths Falls 1 Limited Partnership

☒ 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-00547-SPV-130-505

Contract Date: September 16, 2010

Date Notice to Proceed was received: February 13, 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) \_\_\_\_\_

Date of Formation: 2012/06/07

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

199 Bay Street, Commerce Court West, Suite 5300 Attention: Lanette Wilkinson

City	Province/State	Country	Postal/Zip Code
Toronto	Ontario	Canada	M5L 1B9
Phone Number	Fax Number	E-mail Address	
416-869-6846	416-947-0866	lwilkinson@stikeman.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)
Hiroshi Miyasaka	Director
Yasuhiro Ide	Director

#### 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"/>	Miyasaka	Hiroshi	
Other <input type="radio"/>		Position Held and Company Name if different from Name to Appear on Licence		
		President		
Contact Address (if RR, give Lot, Concession No. and Township), or indicate as above in section 3 <input type="checkbox"/>				
Marunouchi Park BLDG, 6-1 Marunouchi 2cho-me				
City	Province/State	Country	Postal/Zip Code	
Chiyoda-ku	Tokyo	Japan	100-8086	
Phone Number	Fax Number	E-mail Address		
+81-3-3210-4228	+81-3-3210-4244	ml.mcaurora@mitsubishicorp.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"/>			
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 6 \_\_\_\_\_ ☐ kW ☒ MW

Expected Commercial Operation Date March 4, 2014

Facility Name and Address Aurora Smiths Falls 1, 57 Eric Hutcheson Road, Smiths Falls, ON, K7A 4S5

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; TS= Smiths Falls; Feeder = 82M28

☐ 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](http://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](http://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, 27<sup>th</sup> 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	Signature of Applicant	Date Signed
Yasuhiko Ide		10/25/13

(Must be signed by one of the key individuals identified in section 4)

Pursuant to Section 2.4 of the FIT Contract, the OPA is hereby issuing this Notice to Proceed. Capitalized terms not defined herein have the meanings ascribed thereto in the FIT Contract.

We request that you acknowledge receipt of this Notice to Proceed by signing both copies of this document and returning one (1) hardcopy of this Notice to Proceed to the OPA and emailing an electronic copy to [FIT.Contract@powerauthority.on.ca](mailto:FIT.Contract@powerauthority.on.ca)

Date	Monday, February 11, 2013
Legal Name of Supplier	RE Smiths Falls 1 ULC
Contract Identification #	F-000547-SPV-130-505
Contract Date	September 16, 2010

**OPA AUTHORIZED SIGNATORY**

By: Michael Killeavy Date: FEB 13 2013

Michael Killeavy  
Director, Contract Management  
Ontario Power Authority

**SUPPLIER AUTHORIZED SIGNATORY**

The Supplier acknowledges receipt of this Notice to Proceed.

By: Sheldon Kimber Date: 02/25/2013

RE Smiths Falls 1 ULC

Name: Sheldon Kimber  
Title: Vice President