

March 18, 2014

VIA RESS AND COURIER

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

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

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cathy.galler@gowlings.com

File No. T992906

Dear Ms. Walli:

**Re: EB-2013-0238/EG-2013-0238 – Met Fiera Solar Midhurst 2 L.P.
EB-2013-0239/EG-2013-0239 – Met Fiera Solar Midhurst 3 L.P.
EB-2013-0241/EG-2013-0241 – Met Fiera Solar Midhurst 6 L.P.**

**Written Confirmation of Closing of Transfer of Generation Facilities and
Request for Transferor Licence Cancellation.**

By Decision and Order issued September 19, 2013 the captioned Met Fiera Solar project partnerships (Licencees) were each granted Electricity Generation Licences (EG-2013-0238, 0239 and 0241). The Decision and Order was premised on each of the Licencees acquiring from project entities owned by Recurrent Energy Lux Holdings S.à.r.l the following generation facilities, each as identified in the respective applications of each of the three Licencees:

1. Midhurst 2, OPA Contract Identification Number F-000589-SPV-130-505.
2. Midhurst 3, OPA Contract Identification Number F-000588-SPV-130-505.
3. Midhurst 6, OPA Contract Identification Number F-000587-SPV-130-505.

The Decision and Order provided in the case of each licence that:

1. The licence will become effective on the date upon which the licensee files with the Board an executed copy of the Ontario Power Authority's (OPA) *Assumption and Acknowledgement Agreement* in respect of the transferred facility, and a written confirmation that the commercial transaction has closed.
2. Schedule 1 of the Licencees' licence, which ordinarily describes the generation facilities for which the applicant is being licensed, will be completed when the

Board receives written confirmation from the licensee that the commercial transaction that is the subject of the licence has closed and that the generation facility has been transferred to the licensee.

We are pleased to advise the Board that the commercial transactions for transfer of the generation facilities to each of the Licensees has now closed. Attached to this letter are, for each of the Licensees:

- (a) A signed confirmation from the licensee and the seller of the subject generation facility acknowledging closing of the commercial transaction, and transfer of the generation facility to the licensee.
- (b) A copy of the OPA's executed *Assumption and Acknowledgement Agreement* for the generation facility transferred.

In addition, through the attached confirmations, each of the sellers is also requesting, and has authorized us to file on its behalf its request for, cancellation of its Electricity Generation Licence (EG-2013-0086, EG-2013-0087 and EG-2013-0089).

Accordingly, in accord with the Decision and Orders referenced above, we request that the Board:

1. Confirm the effective date for each of generation licences EG-2013-0238, 0239 and 0241.
2. Issue completed licence Schedule 1s as follows:
 - (a) EG-2013-0238, listing the Midhurst 2 generation facility, OPA Contract Identification Number F-000589-SPV-130-505.
 - (b) EG-2013-0239, listing the Midhurst 3 generation facility, OPA Contract Identification Number F-000588-SPV-130-505.
 - (c) EG-2013-0241, listing the Midhurst 6 generation facility, OPA Contract Identification Number F-000587-SPV-130-505.

3. Cancel Electricity Generation Licences EG-2013-0086, EG-2013-0087 and EG-2013-0089.

Yours truly,

P.P. Neeta S.

Ian A. Mondrow

IAM:cag
Attachs.

c: Jiteendra Balchandani, Met Fiera Solar LP
Juan Caceres, Met Fiera Solar LP
Simon Ross, Recurrent Energy Lux Holdings S.ar.l

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March 18, 2014

TO: Ontario Energy Board

Re: EB-2013-0238/EG-2013-0238 – Met Fiera Solar Midhurst 2 L.P.

**Written Confirmation of Closing of Transfer of Generation Facilities and
Request for Transferor Licence Cancellation.**

The undersigned are pleased to provide the Board with confirmation that the commercial transaction transferring ownership of the following generation facility has been completed, and the subject facility has been transferred to the purchaser listed below, as of the date of this confirmation.

Facility	OPA Contract ID #	Purchaser	Seller
Midhurst 2	F-000589-SPV-130-505	Met Fiera Solar Midhurst 2 L.P (EG-2013-0238)	RE Midhurst 2 ULC (EG-2013-0086)

Through this confirmation RE Midhurst 2 ULC is also requesting cancellation of its generation licence EG-2013-0086.

[Signature page follows]

**Met Fiera Solar Midhurst 2 L.P., by its general partner
Met Fiera Solar Midhurst 2 GP Inc.**

By: 
Name: Elio Gatto
Title: Treasurer

By: _____
Name: _____

**Met Fiera Solar Midhurst 2 L.P., by its general partner
Met Fiera Solar Midhurst 2 GP Inc.**

By: _____

Name:

Title:

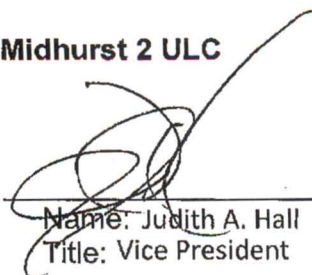
By: _____

Name:

Juan Caceres
President

RE Midhurst 2 ULC

By:



Name: Judith A. Hall
Title: Vice President

March 18, 2014

TO: Ontario Energy Board

Re: EB-2013-0239/EG-2013-0239 – Met Fiera Solar Midhurst 3 L.P.

**Written Confirmation of Closing of Transfer of Generation Facilities and
Request for Transferor Licence Cancellation.**

The undersigned are pleased to provide the Board with confirmation that the commercial transaction transferring ownership of the following generation facility has been completed, and the subject facility has been transferred to the purchaser, as of the date of this confirmation.

Facility	OPA Contract ID #	Purchaser	Seller
Midhurst 3	F-000588-SPV-130-505	Met Fiera Solar Midhurst 3 L.P. (EG-2013-0239)	RE Midhurst 3 ULC (EG-2013-0087)

Through this confirmation RE Midhurst 3 ULC is also requesting cancellation of its generation licence EG-2013-0087.

[Signature page follows]

**Met Fiera Solar Midhurst 3 L.P., by its general partner
Met Fiera Solar Midhurst 3 GP Inc.**

By: 
Name: Elio Gatto
Title: Treasurer

By: _____
Name: _____

**Met Fiera Solar Midhurst 3 L.P., by its general partner
Met Fiera Solar Midhurst 3 GP Inc.**

By: _____

Name:

Title:

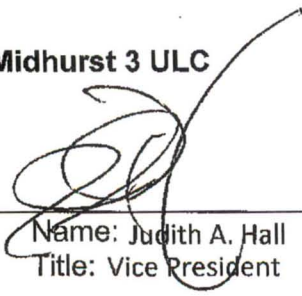
By: _____

Name:

Juan Carreres

President

RE Midhurst 3 ULC

By: 

Name: Judith A. Hall

Title: Vice President

March 18, 2014

TO: Ontario Energy Board

Re: EB-2013-0241/EG-2013-0241 – Met Fiera Solar Midhurst 6 L.P.

**Written Confirmation of Closing of Transfer of Generation Facilities and
Request for Transferor Licence Cancellation.**

The undersigned are pleased to provide the Board with confirmation that the commercial transaction transferring ownership of the following generation facility has been completed, and the subject facility has been transferred to the purchaser listed below, as of the date of this confirmation.

Facility	OPA Contract ID #	Purchaser	Seller
Midhurst 6	F-000587-SPV-130-505	Met Fiera Solar Midhurst 6 L.P. (EG-2013-0241)	RE Midhurst 6 ULC (EG-2013-0089)

Through this confirmation RE Midhurst 6 ULC is also requesting cancellation of its generation licence EG-2013-0089.

[Signature page follows]

**Met Fiera Solar Midhurst 6 L.P., by its general partner
Met Fiera Solar Midhurst 6 GP Inc.**

By: Elio Gatto
Name: Elio Gatto
Title: Treasurer

By: _____
Name: _____

**Met Fiera Solar Midhurst 6 L.P., by its general partner
Met Fiera Solar Midhurst 6 GP Inc.**

By: _____

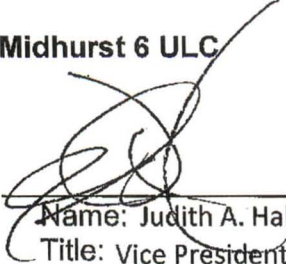
Name:

Title:

By: _____

Name: *Juan Caceres*
President

RE Midhurst 6 ULC

By: 

Name: Judith A. Hall

Title: Vice President