



EB-2015-0220
EB-2015-0221

IN THE MATTER OF the *Ontario Energy Board Act, 1998*, S.O.1998, c. 15, Schedule B;

AND IN THE MATTER OF applications by TA Kent Breeze Inc. on behalf of TA Kent Breeze Limited Partnership and Suncor Energy Products Inc. for an Electricity Generation Licence and Licence Amendment.

By delegation, before: Peter Fraser

ORDER

TA Kent Breeze Inc. on behalf of TA Kent Breeze Limited Partnership and Suncor Energy Products Inc. filed applications with the Ontario Energy Board under section 60 and section 74 of the *Ontario Energy Board Act, 1998* (the "Act") for an Electricity Generation Licence and an amendment to an Electricity Generation Licence, respectively. Due to the related nature of the applications the proceeding has been combined pursuant to section 21(5) of the Act.

As a result of an asset purchase agreement, the applicants applied to amend Suncor Energy Products' licence EG-2007-0015 to remove two generation facilities from its Schedule 1 and include the facilities on TA Kent Breeze Inc.'s new electricity generation licence. The two wind generation facilities with a nameplate capacity of 10 MW are the Kent Breeze Project and the MacLeod Windmill Project. The facilities were contracted under the Renewable Energy Standard Offer Program ("RESOP").

The asset purchase is scheduled to close on or about September 1, 2015. The applicants state that they are providing notice of the transaction prior to closing in order to obtain all necessary consents.

I have considered the application without holding a hearing pursuant to section 6(4) of the Act.

I find that the applications should be granted. However, I find that the granting of the application should be conditioned.

For generation licence applicants who will be operating under a RESOP contract with the Independent Electricity System Operator ("IESO"), proof of transfer of the contract with the IESO are part of the evidence that must be filed with the Board. When generation assets are transferred to unlicensed entities, the Board generally requires the applicant to obtain confirmation from the IESO of the transfer of the contracts to the new entity before the licence is granted or transferred.

The applicant has informed the Board that it does not yet have the confirmation of the transfer of contracts from the IESO. However, the applicant indicated that it needs to gain approval for the transfer of assets by September 1, 2015 to secure all necessary approvals in time for closing to take place.

I have agreed to approve the amendment of the licence pending the confirmation of the asset purchase agreement and transfer of contracts.

IT IS ORDERED THAT:

1. The application for amendment to Schedule 1 of Suncor Energy Products Inc.'s Electricity Generation Licence EG-2007-0015 is granted pending confirmation in writing that the IESO has assigned the RESOP contract and generation assets presently held by Suncor Energy Products Inc to TA Kent Breeze Inc. on behalf of TA Kent Breeze Limited Partnership.
2. The application for an Electricity Generation licence to TA Kent Breeze Inc. on behalf of TA Kent Breeze Limited Partnership is granted on such conditions as are contained in the attached licence and pending confirmation in writing that the IESO has assigned the RESOP contract and generation assets presently held by Suncor Energy Products Inc. to TA Kent Breeze Inc. on behalf of TA Kent Breeze Limited Partnership.

DATED at Toronto, August 13, 2015

ONTARIO ENERGY BOARD

Original signed by

Peter Fraser
Vice President, Industry Operations & Performance



Electricity Generation Licence

EG-2007-0015

Suncor Energy Products Inc.

Valid Until

April 30, 2027

Original signed by

Peter Fraser
Vice President, Industry Operations & Performance
Ontario Energy Board
Date of Issuance: May 1, 2007
Date of Amendment: February 16, 2011
Date of Amendment: August 13, 2015

Ontario Energy Board
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27th Floor
Toronto, ON M4P 1E4

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Table of Contents

Page No.

1	Definitions	1
2	Interpretation	1
3	Authorization	1
4	Obligation to Comply with Legislation, Regulations and Market Rules	2
5	Obligation to Maintain System Integrity	2
6	Restrictions on Certain Business Activities.....	2
7	Provision of Information to the Board.....	2
8	Term of Licence	2
9	Fees and Assessments.....	2
10	Communication	3
11	Copies of the Licence.....	3
	SCHEDULE 1 LIST OF LICENSED GENERATION FACILITIES	4
	SCHEDULE 2 AUTHORIZED TRADE NAMES.....	5

1 Definitions

In this Licence:

“**Act**” means the *Ontario Energy Board Act, 1998*, S.O. 1998, c. 15, Schedule B;

“**Electricity Act**” means the *Electricity Act, 1998*, S.O. 1998, c. 15, Schedule A;

“**generation facility**” means a facility for generating electricity or providing ancillary services, other than ancillary services provided by a transmitter or distributor through the operation of a transmission or distribution system and includes any structures, equipment or other things used for that purpose;

“**Licensee**” means Suncor Energy Products Inc.;

“**regulation**” means a regulation made under the Act or the Electricity Act.

2 Interpretation

- 2.1 In this Licence words and phrases shall have the meaning ascribed to them in the Act or the Electricity Act. Words or phrases importing the singular shall include the plural and vice versa. Headings are for convenience only and shall not affect the interpretation of this Licence. Any reference to a document or a provision of a document includes an amendment or supplement to, or a replacement of, that document or that provision of that document. In the computation of time under this Licence where there is a reference to a number of days between two events, they shall be counted by excluding the day on which the first event happens and including the day on which the second event happens. Where the time for doing an act expires on a holiday, the act may be done on the next day that is not a holiday.

3 Authorization

- 3.1 The Licensee is authorized, under Part V of the Act and subject to the terms and conditions set out in this licence:
- a) to generate electricity or provide ancillary services for sale through the IESO-administered markets or directly to another person subject to the conditions set out in this Licence. This Licence authorizes the Licensee only in respect of those facilities set out in Schedule 1;
 - b) to purchase electricity or ancillary services in the IESO-administered markets or directly from a generator subject to the conditions set out in this Licence; and
 - c) to sell electricity or ancillary services through the IESO-administered markets or directly to another person, other than a consumer, subject to the conditions set out in this Licence.
- 3.2 The Licensee is authorized to conduct business in the name under which this Licence is issued, or any trade name(s) listed in Schedule 2.

4 Obligation to Comply with Legislation, Regulations and Market Rules

- 4.1 The Licensee shall comply with all applicable provisions of the Act and the Electricity Act, and regulations under these acts, except where the Licensee has been exempted from such compliance by regulation.
- 4.2 The Licensee shall comply with all applicable Market Rules.

5 Obligation to Maintain System Integrity

- 5.1 Where the IESO has identified, pursuant to the conditions of its licence and the Market Rules, that it is necessary for purposes of maintaining the reliability and security of the IESO-controlled grid, for the Licensee to provide energy or ancillary services, the IESO may require the Licensee to enter into an agreement for the supply of energy or such services.
- 5.2 Where an agreement is entered into in accordance with paragraph 5.1, it shall comply with the applicable provisions of the Market Rules or such other conditions as the Board may consider reasonable. The agreement shall be subject to approval by the Board prior to its implementation. Unresolved disputes relating to the terms of the Agreement, the interpretation of the Agreement, or amendment of the Agreement, may be determined by the Board.

6 Restrictions on Certain Business Activities

- 6.1 Neither the Licensee, nor an affiliate of the Licensee shall acquire an interest in a transmission or distribution system in Ontario, construct a transmission or distribution system in Ontario or purchase shares of a corporation that owns a transmission or distribution system in Ontario except in accordance with section 81 of the Act.

7 Provision of Information to the Board

- 7.1 The Licensee shall maintain records of and provide, in the manner and form determined by the Board, such information as the Board may require from time to time.
- 7.2 Without limiting the generality of paragraph 7.1 the Licensee shall notify the Board of any material change in circumstances that adversely affects or is likely to adversely affect the business, operations or assets of the Licensee, as soon as practicable, but in any event no more than twenty (20) days past the date upon which such change occurs.

8 Term of Licence

- 8.1 This Licence shall take effect on May 1, 2007 and expire on April 30, 2027. The term of this Licence may be extended by the Board.

9 Fees and Assessments

- 9.1 The Licensee shall pay all fees charged and amounts assessed by the Board.

10 Communication

10.1 The Licensee shall designate a person that will act as a primary contact with the Board on matters related to this Licence. The Licensee shall notify the Board promptly should the contact details change.

10.2 All official communication relating to this Licence shall be in writing.

10.3 All written communication is to be regarded as having been given by the sender and received by the addressee:

- a) when delivered in person to the addressee by hand, by registered mail or by courier;
- b) ten (10) business days after the date of posting if the communication is sent by regular mail; or
- c) when received by facsimile transmission by the addressee, according to the sender's transmission report.

11 Copies of the Licence

11.1 The Licensee shall:

- a) make a copy of this Licence available for inspection by members of the public at its head office and regional offices during normal business hours; and
- b) provide a copy of this Licence to any person who requests it. The Licensee may impose a fair and reasonable charge for the cost of providing copies.

SCHEDULE 1 LIST OF LICENSED GENERATION FACILITIES

The Licence authorizes the Licensee only in respect to the following:

1. The ownership and operation of the Ripley Wind Power Project, with an installed capacity of 76 MW and located at RR1, 2496 4th Concession, Ripley, Ontario.

SCHEDULE 2 AUTHORIZED TRADE NAMES

1. None