



SP Belle River Wind LP
2050 Derry Road West
2nd Floor
Mississauga, ON L5N 0B9
www.belleriverwind.com

August 19, 2016

Ms. Kirsten Walli, Board Secretary
Ontario Energy Board
2300 Yonge Street
27th Floor
Toronto, Ontario
M4P 1E4

Dear Ms. Walli:

Re: SP Belle River Wind LP (the “Applicant”) – *Leave to Construct* application (EB-2016-0008), as amended (the “Application”)

Pursuant to your request, this will confirm the following matters with respect to Exhibit E (Land Matters) as set out in the Application:


1. **Form of Agreement:** The Applicant hereby confirms that the form of option agreement and form of lease agreement which have been entered into with the affected landowners contains provisions which address each of the OEB essential considerations for land agreements including, without limitation, the following:
 - a. Legal Description of Property;
 - b. Description of Leased Lands;
 - c. Quiet Possession;
 - d. Determination of Maintenance Obligations;
 - e. Decommissioning Obligations;
 - f. Independent Legal Advice (Option Agreement);
 - g. Indemnification;
 - h. Insurance;
 - i. Default and Termination;
 - j. Dispute Resolution/Arbitration.
2. **Road Use Agreement:** The Applicant hereby confirms that the County Council for the Corporation of the County of Essex (the “**County**”) adopted a resolution on August 10th, 2016 authorizing the County to execute the Road User Agreement with the Applicant.

We the trust foregoing is satisfactory. Please do not hesitate to contact us should you require further information.

Sincerely,

SP BELLE RIVER WIND LP,
by its general partner,
SP BELLE RIVER WIND GP INC.

By:



Name:

Title:

Heesub Cho
Director