



Ontario Energy Board Commission de l'énergie de l'Ontario

DECISION AND ORDER

EB-2016-0271 & EB-2016-0272 & EB-2016-0273

**AXIUM FOTO LIGHT LP
AXIUM DISCOVERY LIGHT LP
AXIUM CITY LIGHT LP**

Applications for leave to transfer electricity generation licences

BY DELEGATION, BEFORE: Peter Fraser
Vice President,
Consumer Protection & Industry Performance

October 20, 2016

DECISION AND ORDER

On September 14, 2016, Axium City Light LP, Axium Discovery Light LP and Axium Foto Light LP each applied for leave of the Ontario Energy Board (OEB) pursuant to section 18(2) of the *Ontario Energy Board Act, 1998* (the Act) to transfer FIT electricity generation licences EG-2014-0329, EG-2014-0164 and EG-2014-0054 from CityLights LP, DiscoveryLight LP and FotoLight LP, respectively. Due to the similar nature of the applications, the applications have been combined into one proceeding pursuant to section 21(5) of the Act.

CityLights LP, DiscoveryLight LP and FotoLight LP (collectively, the Existing Licensees) have been licensed by the OEB since 2014 to own and operate solar generation facilities. As a result of the commercial sale transaction between Renewable Energy Trust Capital Inc., the ultimate parent of the Existing Licensees, and Axium Infrastructure Canada II Limited Partnership (Axium) the photovoltaic generation facilities will be transferred to the applicants (the newly formed Ontario limited partnerships owned by Axium).

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

I find that the applications should be granted. The evidence in the applications indicates that the transfer of the generation assets to Axium City Light LP, Axium Discovery Light LP and Axium Foto Light LP will have no impact on the location or operation of the existing facilities. Each facility is subject to an existing FIT contract with the Independent Electricity System Operator (the IESO) and each facility has achieved the commercial operation date.

However, I find that the granting of the applications to transfer the licences should be conditioned. For generation licence applicants who will be operating under a FIT contract with the IESO, proof of signing of a procurement contract with the IESO and a Notice to Proceed are part of the evidence that must be filed with the OEB. At present, the Existing Licensees hold the FIT contracts and related Notices to Proceed. When generation assets are transferred to unlicensed entities, the OEB generally requires the

applicants to obtain confirmation from the IESO of the transfer of the contract to the new entity before the licence is granted or transferred. However, the applicants have informed the OEB that one of the conditions to be satisfied in order to close the transactions and transfer the IESO FIT contracts is the granting of leave of the OEB to the transfer of the licences from the Existing Licensees to the applicants.

IT IS ORDERED THAT:

The applications to transfer the electricity generation licences are granted, subject to the following conditions respecting timing:

- Electricity generation licence EG-2014-0329 will be transferred to Axium City Light LP once the OEB receives confirmation in writing that the IESO has assigned the FIT contract presently held by CityLights LP to Axium City Light LP;
- Electricity generation licence EG-2014-0164 will be transferred to Axium Discovery Light LP once the OEB receives confirmation in writing that the IESO has assigned the FIT contract presently held by DiscoveryLight LP to Axium Discovery Light LP;
and
- Electricity generation licence EG-2014-0054 will be transferred to Axium Foto Light LP once the OEB receives confirmation in writing that the IESO has assigned the FIT contract presently held by FotoLight LP to Axium Foto Light LP.

DATED at Toronto October 20, 2016

ONTARIO ENERGY BOARD

Original Signed By

Peter Fraser
Vice President, Consumer Protection & Industry Performance



Electricity Generation Licence

EG-2014-0164

Axium Discovery Light LP

Valid Until

June 18, 2034

Original Signed By

Peter Fraser

Vice President

Ontario Energy Board

Date of Issuance: June 19, 2014

Transferred from DiscoveryLight LP on November 17, 2016

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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 Axium Discovery Light LP;

“**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, to generate electricity or provide an ancillary service for sale under a contract with the Ontario Power Authority and the contract is entered into as part of a standard offer program offered by the Ontario Power Authority. This Licence authorizes the Licensee only in respect of those facilities set out in Schedule 1.

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 June 19, 2014 and expire on June 18, 2034. 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 owner and operator of DiscoveryLight Solar Project with an installed capacity of 10 MW, located at S 1/2, Lt 3 Con 5 described by the civic address 2125 Durham Road 15, Thorah, Ontario.