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Calgary AB T2G 4Y8
T 403.668.1575
blueearthrenewables.com

16 June 2015

EB-2015-0203

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

RECEIVED

JUN 18 2015

ONTARIO ENERGY BOARD

Attention: Board Secretary

Dear Sirs:

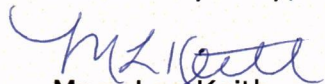
**Re: Amendments to Existing Licences EG-2014-0257
(SunE Solar Spirit LP formerly 2224375 Ontario Inc.)
and EG-2014-0200 (BEAM)**

Enclosed please find the following documentation in support of our request for amendments to the above-captioned Electricity Generation Licences,

- Completed Sections 8, 9 and 10 of Application for an Electricity Generation Licence, Feed-in Tariff (May 2015 template) with respect to Solar Spirit 4, in duplicate
- Letter requesting that (i) existing Licence EG-2014-00257 (SunE Solar Spirit LP) be amended to change Owner/Operator to Owner and, contact information be updated, (ii) Schedule 1 of Licence EG-2014-0200 (BEAM) be amended to add Solar Spirit 4, in duplicate
- Ontario Power Authority Prescribed Form: Notice of Post-COD Change of Control for SunE Solar Spirit LP dated May 8, 2015, in duplicate

Should you have further questions, please do not hesitate to contact me directly. Thank you for your assistance.

Yours very truly,


Mary Lee Keith
Lead, Land & Contracts
403.668.1575 x 420
marylee@bluearth.ca

encl.

Delivered by Courier

7. Key Individuals

In the table below, identify the key individuals that are responsible for executing the following functions for the applicant: matters related to regulatory requirements and conduct, financial matters, and technical matters. Key individuals include the Chief Executive Officer, the Chief Financial Officer, other officers and directors, partners or proprietors.

Name of Key Individual	Title/Position within Applicant's Business (or identify company if not the Applicant's Business)

8. Generation Facilities

Is the applicant applying to be licensed for more than one facility?

- Yes. Make a copy of **sections 8,9 and 10 of this application form** and provide information for each additional facility as an attachment.
- No

- a) Generation Type:
- | | | |
|--|--|--|
| <input type="radio"/> Biogas | <input type="radio"/> Biogas (On-Farm) | <input type="radio"/> Landfill Gas |
| <input type="radio"/> Renewable Bio-Mass | <input type="radio"/> Solar PV (Rooftop) | <input checked="" type="radio"/> Solar PV (Ground Mount) |
| <input type="radio"/> Wind (Off-Shore) | <input type="radio"/> Wind (On-Shore) | <input type="radio"/> Waterpower |

Gross Nameplate Capacity 10 kW MW

Expected Commercial Operation Date February 9, 2015

Facility Name Solar Spirit 4

Facility Address 4-420 Blessington Road, Belleville, ON K0K 1V0

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 the generation facility described in section 8 a) 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 the generation facility described in section 8a) 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 the generation facility described in section 8a), on a transmission line or on the distribution system of a Local Distribution Company?

Yes

No

c) Responsibilities of Applicant:

- Owner and Operator
- Operator only, please indicate if you are leasing the facility and identify owner _____
- Owner only, please identify lessee/operator BluEarth Asset Management Inc. is operator, EG-2014-0200

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; if licensed, please provide the licence number, and if not, indicate when an application for the other qualification will be filed with the OEB:

Licence EG-2014-0257 was assigned from 2224375 Ontario Inc. to SunE Solar Spirit LP
on April 27, 2015 and is owner of the Facility.

9. Feed-in Tariff Program Contract and Notice to Proceed

Provide details regarding FIT contract with the IESO and Notice to Proceed

FIT Reference #: FIT - _____

Contract Date: _____

Date Notice to Proceed was received: _____

**Note: The application cannot be processed until the IESO issues a Notice to Proceed for the project.
A copy of the Notice to Proceed must be submitted with your application.**

10. Connection

a) Will the generation facility be connected to a 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)
HONI Belleville TS, Feeder 8M2

No

b) Will the generation facility be connected to a Host Facility?

- Yes, identify the Host Facility and the connection point (i.e. name of Local Distribution Company or name of 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 the applicant has answered "No" to a), b) and c), explain how the applicant intends to connect the project.

11. Notice

The OEB is authorized, under section 4.14 of the OEB Act, to collect personal information for the purpose of carrying out its duties and exercising its powers under the OEB Act or any other Act.

The information provided both on this form and attached to this form is being collected by the OEB 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 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 OEB 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 OEB's determination of the application will be collected by the OEB.

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, 27th Floor
Toronto, ON
M4P 1E4

Tel: 416-481-1967 or 1-888-632-6273

Applicants are reminded that the OEB is subject to the *Freedom of Information and Protection of Privacy Act* (FIPPA). FIPPA addresses circumstances in which the OEB may, upon request, be required to release information that is in its custody or under its control, and generally prohibits the OEB from releasing personal information. "Personal Information" has the meaning given to it under FIPPA.



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16 June 2015

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

Attention: Board Secretary

Dear Sirs:

Re: Electricity Generation Licence EG-2014-0257
Licence Holder: SunE Solar Spirit LP (formerly 2224375 Ontario Inc.)
Facility: Solar Spirit 4

SunE Solar Spirit LP seeks to amend the existing Licence referenced above as follows,

Designation as 'Owner/Operator' shall be changed to 'Owner'

The Licence Holder confirms that no person will be adversely affected in a material way by the outcome of the proceeding and consents to disposing of a proceeding without a hearing, pursuant to s. 21(4)(b) of the Ontario Energy Board Act, 1998.

BluEarth Asset Management Inc. ("BEAM") will be the operator of the Generation Facility under Electricity Generation Licence EG-2014-0200 and requests that Schedule 1 of EG-2014-0200 be amended as follows:

6. The operator of Solar Spirit 4 with an installed capacity of 10 MW located at 4-420 Blessington Road, Belleville, Ontario.

With respect to SunE Solar Spirit LP, please be advised that there has been a change to key individual and primary contact information as follows,

Key Individual:

Geoff Carnegie
Vice President, Project Development & Construction

Licence Primary Contact:

Maurice Hickey
Lead, Eastern Operations
200, 4723 1 Street SW
Calgary, AB T2G 4Y8
maurice@bluearth.ca

Should you have any questions regarding the above, please do not hesitate to contact me.

Yours very truly,



Mary Lee Keith
Lead, Land & Contracts
403.668.1575 ext 420
marylee@bluearth.ca

DELIVERED BY COURIER

PRESCRIBED FORM: NOTICE OF POST-COD CHANGE OF CONTROL

SUBMIT BY E-MAIL (PDF WITH SIGNATURE) TO:
FIT.Contract@ieso.ca

Capitalized terms not defined herein have the meanings ascribed thereto in the FIT Contract.

Date	May 8, 2015			
Legal Name of Supplier	SunE Solar Spirit LP			
FIT Contract Identification #	#F-001575-SPV-130-505			(the "FIT Contract")
Contract Date	February 25, 2011			
FIT Contract Version	<input checked="" type="checkbox"/> Version 1.3	<input type="checkbox"/> Version 1.5	<input type="checkbox"/> Version 2.1.1	<input type="checkbox"/> Version 3.0.1
Contract Capacity	10,000 kW			
Commercial Operation Date	February 9, 2015			

WHEREAS the Supplier and the IESO are parties to a Feed-In Tariff Contract dated, February 25, 2011, and with FIT Contract Identification # as set out above (the "FIT Contract");

AND WHEREAS the Contract Facility (in the case of FIT Contract versions 1.3 & 1.5) or the Facility (in the case of versions 2.1.1 & 3.0.1), as applicable, attained Commercial Operation on the date set out above;

AND WHEREAS, on a date not later than 10 Business Days prior to the date hereof, the Supplier was subject to one or more changes of Control;

THIS NOTICE is provided by the Supplier pursuant to the requirements of subsection 15.6(a) of the FIT Contract for versions 1.3 and 1.5 or Section 16.2(a) of the FIT Contract for version 2.1.1 or version 3.0.1, as applicable.

Schedule "A" attached hereto sets out a description of each change of Control and the date thereof.

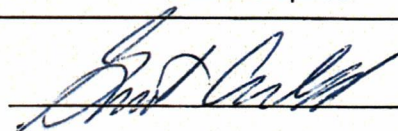
Schedule "B" attached hereto sets out the name of each and every Person that Controls the Supplier as at the date hereof and the nature of such Control.

Schedule "C" attached hereto sets out the names of each and every Person that holds a direct or indirect beneficial ownership interest in the Supplier equal to or exceeding 10% of the total beneficial ownership interest, together with a description of the nature of such interest and and the percentage held.

Signed this 8 day of May, 2015

SunE Solar Spirit LP

Per:



Name: Grant Arnold

Title: Authorized Signatory

I have the authority to bind the Supplier.

SCHEDULE "A"

Description of Each Change of Control	Date of Each Change of Control
<p>ARC Energy Fund 6 Canadian Limited Partnership, ARC Energy Fund 6 United States Limited Partnership, ARC Energy Fund 6 International Limited Partnership and ARC Capital 6 Limited Partnership (collectively, "ARC") and Ontario Teachers' Pension Plan Board ("Teachers"), subscribed for 900 and 100 Class B shares, respectively, of SunE Solar Spirit GP Corp. (the sole general partner of the Supplier) (the "General Partner"). ARC and Teachers also subscribed for 900 and 100 Class B shares, respectively, of 2224375 Ontario Inc. (the sole limited partner of the Supplier) (the "Limited Partner"). The Class B shares are entitled to vote on the election of directors (but have no other voting rights). The Class A common shares have the right to vote on all matters except election of directors. ARC and Teachers hold all of the Class B shares of the General Partner and the Limited Partner. ARC and Teachers are shareholders of BluEarth Renewables Inc. ("BluEarth")</p>	<p>April 30, 2015</p>
<p>1788831 Alberta Ltd. ("1788831"), an indirect subsidiary of BluEarth, acquired all of the issued and outstanding Class A common shares of the Limited Partner and all of the issued and outstanding Class A common shares of the General Partner.</p>	<p>April 30, 2015</p>

SCHEDULE "B"

List of All Persons that Control The Supplier	Description of Nature of Control (for each Person)
General Partner (as defined in Schedule "A")	Is the general partner of the Supplier
Limited Partner (as defined in Schedule "A")	Is the sole limited partner of the Supplier
1788831 (as defined in Schedule "A")	Owns 100% of the Class A common shares of the Limited Partner and the General Partner
BluEarth Holdings Inc. ("Holdings")	Owns 100% of the Class A common shares of 1788831
BluEarth (as defined in Schedule "A")	Owns 100% of the Class A common shares of Holdings
ARC (as defined in Schedule "A")	Holds 74.2% of the Series A preferred shares and 90.6% of the Series A-2 preferred shares in BluEarth. Also holds 90% of the Class B shares of Holdings, 1788831 the General Partner and the Limited Partner. The Series A preferred shares of BluEarth and the Class B shares of each of the other entities are entitled to vote on the election of directors (but have no other voting rights). The Series B preferred shares of BluEarth and the Class A common shares each of the other entities have the right to vote on all matters except the election of directors.

SCHEDULE "C"

List of Persons Having a Direct or Indirect Beneficial Ownership Interest in the Supplier Exceeding 10%	Percentage Held	Description of Ownership Interest
Limited Partner (as defined in Schedule "A")	99.9%	Owns all of the limited partnership units of the Supplier
1788831 (as defined in Schedule "A")	100% of the common equity	Owns all of the Class A common shares of 2224375 Ontario Inc. (the sole limited partner of the Supplier) and SunE Solar Spirit GP Corp. (the sole general partner of the Supplier).
Holdings (as defined in Schedule "B")	100% of the common equity	Owns all of the Class A common shares of 1788831
BluEarth (as defined in Schedule "A")	100% of the common equity	Owns all of the Class A common shares of Holdings
ARC (as defined in Schedule "A")	74.2% of the Series A preferred shares and 90.6% of the Series A-2 preferred shares of BluEarth 90% of the Class B shares of the other specified entities	Owns 74.2% of the Series A preferred shares and 90.6% of the Series A-2 preferred shares of BluEarth. Also owns 90% of the Class B shares of Holdings, 1788831, the Limited Partner and the General Partner. The Series A preferred shares of BluEarth and the Class B shares of each of the other entities are entitled to vote on the election of directors (but have no other voting rights). The Series B preferred shares of BluEarth and the Class A common shares each of the other entities have the right to vote on all matters except election of directors.
Teachers (as defined in Schedule "A")	12.6% of the Series A preferred shares, 9.4% of the Series A-2 preferred shares, 100% of the Series B preferred shares and 100% of the Series B-2 preferred shares of BluEarth 10% of the Class B shares of the other specified entities	Owns 12.6% of the Series A preferred shares, 9.4% of the Series A-2 preferred shares, 100% of the Series B preferred shares and 100% of the Series B-2 preferred shares of BluEarth. Also owns 10% of the Class B common shares of Holdings, 1788831, the Limited Partner and the General Partner. See above for voting rights attached to each class/series.
Kent Brown	16.1% of the non-voting Class B shares	Owns 16.1% of the Class B non-voting shares of BluEarth