

RENEWABLE ENERGY APPROVALNUMBER 5943-8R8HYQ
Issue Date: March 13, 2012

Northland Power Solar Belleville North L.P.
30 St. Clair Ave W, 12th Floor
Toronto, Ontario
M4V 3A1

Project: Belleville North Solar Project
Location: Lot 65, Concession 5
Prince Edward County,
K0K 1L0

You have applied in accordance with Section 47.4 of the Environmental Protection Act for approval to engage in a renewable energy project in respect of a Class 3 Solar facility consisting of the following:

- the construction, installation, operation, use and retiring of:
 - (a) seven (7) ground mounted arrays of photovoltaic (PV) modules or panels with a total name plate capacity of 10 megawatts (AC);
 - (b) seven (7) clusters, each consisting of two (2) inverters of 800 kilo volt-amp (kVA) capacity, and one (1) 1.6 Megavolt-amp (MVA) pad-mounted transformer;
 - (c) associated ancillary equipment, systems and technologies including one (1) transformer substation, on-site access roads, control building, maintenance shed, teleprotection antennae tower, underground cabling and overhead distribution lines.

all in accordance with the Application for a Renewable Energy Approval, dated June 28, 2011, and signed by John Brace, President and Chief Executive Officer, Northland Power Solar Belleville North GP Inc., on behalf of Northland Power Solar Belleville North L.P., and all supporting documentation submitted with the application, including amended documentation submitted with the application up to March 8, 2012.

For the purpose of this renewable energy approval, the following definitions apply:

1. "Acoustic Assessment Report" means the report included in the Application and entitled "Belleville North Solar Project Noise Assessment Report", dated December 2, 2011 and prepared by Hatch Ltd.;
2. "Acoustic Audit" means an investigative procedure consisting of measurements and/or acoustic modelling of all sources of noise emissions due to the operation of the Equipment, assessed to determine compliance with the Noise Performance Limits set out in this Approval;
3. "Acoustic Audit Report" means a report presenting the results of an Acoustic Audit;
4. "Acoustical Consultant" means a person currently active in the field of environmental acoustics and noise/vibration control, who is knowledgeable regarding Ministry noise guidelines and procedures and has a combination of formal university education, training and experience necessary to assess noise emissions from solar facilities;
5. "Act" means the *Environmental Protection Act* , R.S.O 1990, c.E.19, as amended;
6. "Adverse Effect" has the same meaning as in the Act;
7. "Application" means the application for a Renewable Energy Approval dated June 28, 2011, and signed by John Brace, President and Chief Executive Officer, Northland Power Solar Belleville North GP Inc., on behalf of Northland Power Solar Belleville North L.P., and all supporting documentation submitted with the application, including amended documentation submitted with the application up to March 8, 2012;
8. "Approval" means this Renewable Energy Approval issued in accordance with Section 47.4 of the Act, including any schedules to it;
9. "A-weighting" means the frequency weighting characteristic as specified in the International Electrotechnical Commission (IEC) Standard 61672, and intended to approximate the relative sensitivity of the normal human ear to different frequencies (itches) of sound . It is denoted as "A";
10. "A-weighted Sound Pressure Level" means the Sound Pressure Level modified by application of an A-weighting network. It is measured in decibels, A-weighted, and denoted "dBA";
11. "Class 1 Area" means an area with an acoustical environment typical of a major population centre, where the background sound level is dominated by the activities of people, usually road traffic, often referred to as "urban hum";

12. "Class 2 Area" means an area with an acoustical environment that has qualities representative of both Class 1 and Class 3 Areas:
- (a) sound levels characteristic of Class 1 during daytime (07:00 to 19:00 or to 23:00 hours);
 - (b) low evening and night background sound level defined by natural environment and infrequent human activity starting as early as 19:00 hours (19:00 or 23:00 to 07:00 hours);
 - (c) no clearly audible sound from stationary sources other than from those under impact assessment.
13. "Class 3 Area" means a rural area with an acoustical environment that is dominated by natural sounds having little or no road traffic, such as the following:
- (a) a small community with less than 1000 population;
 - (b) agricultural area;
 - (c) a rural recreational area such as a cottage or a resort area; or
 - (d) a wilderness area.
14. "Company" means Northland Power Solar Belleville North L.P., a limited partnership registered under the laws of Ontario, managed by its general partner Northland Power Solar Belleville North G.P. Inc, and includes its successors and assignees;
15. "Decibel" means a dimensionless measure of Sound Level or Sound Pressure Level, denoted as dB;
16. "Director" means a person appointed in writing by the Minister of the Environment pursuant to section 5 of the Act as a Director for the purposes of section 47.5 of the Act;
17. "District Manager" means the District Manager of the appropriate local district office of the Ministry where the Facility is geographically located;
18. "Equipment" means the inverters, transformers, transformer substation, and associated ancillary equipment identified in this Approval and as further described in the Application, to the extent approved by this Approval;
19. "Equivalent Sound Level" is the value of the constant sound level which would result in exposure to the same total A-weighted energy as would the specified time-varying sound, if the constant sound level persisted over an equal time interval. It is denoted L_{eq} and is measured in dB A-weighting (dBA);

20. "Facility" means the renewable energy generation facility, including the Equipment, as described in this Approval and as further described in the Application, to the extent approved by this Approval;
21. "Independent Acoustical Consultant" means an Acoustical Consultant who is not representing the Company and was not involved in preparing the Acoustic Assessment Report. The Independent Acoustical Consultant shall not be retained by the Acoustical Consultant involved in the noise impact assessment;
22. "Ministry" means the ministry of the government of Ontario responsible for the Act and includes all officials, employees or other persons acting on its behalf;
23. "O. Reg. 359/09" means Ontario Regulation 359/09 "Renewable Energy Approvals under Part V.0.1 of the Act" made under the Act;
24. "Point of Reception" has the same meaning as in Publication NPC-232 and is subject to the same qualifications described in that document;
25. "Publication NPC-103" means the Ministry Publication NPC-103, "Procedures", August 1978;
26. "Publication NPC-205" means Ministry Publication NPC-205 "Sound level Limits for Stationary Sources in Class 1 & 2 Areas (Urban)", October 1995;
27. "Publication NPC-232" means Ministry Publication NPC-232 "Sound Level Limits for Stationary Sources in Class 3 Areas (Rural)", October 1995, or its successor document;
28. "Publication NPC-233" means Ministry Publication NPC-233, "Information to be Submitted for Approval of Stationary Sources of Sound", October 1995;
29. "Sound Level" means the A-weighted Sound Pressure Level;
30. "Sound Level Limit" is the limiting value described in terms of the one hour A-weighted Equivalent Sound Level Leq;
31. "Sound Pressure" means the instantaneous difference between the actual pressure and the average or barometric pressure at a given location. The unit of measurement is the micro pascal (μPa);
32. "Sound Pressure Level" means twenty times the logarithm to the base 10 of the ratio of the effective pressure (μPa) of a sound to the reference pressure of 20 μPa ;
33. "UTM" means Universal Transverse Mercator coordinate system.

You are hereby notified that this approval is issued to you subject to the terms and conditions outlined below:

TERMS AND CONDITIONS

GENERAL

1. The Company shall construct, install, use, operate, maintain and retire the Facility in accordance with the terms and conditions of this Approval and the Application.
2. Where there is a conflict between a provision of this Approval and any document submitted by the Company, the conditions in this Approval shall take precedence. Where there is a conflict between one or more of the documents submitted by the Company, the document bearing the most recent date shall take precedence.
3. The Company shall ensure a copy of this Approval is:
 - (1) accessible, at all times, by Company staff operating the Facility and;
 - (2) submitted to the clerk of each local municipality and upper tier municipality in which the Facility is situated along with the Application.
4. If the Company has a publicly accessible website, the Company shall ensure that the Approval and the Application are posted on the Company's publicly accessible website within five (5) business days of receiving this Approval.
5. The Company shall, at least six (6) months prior to the anticipated retirement date of the entire Facility, or part of the Facility, review its Decommissioning Plan Report to ensure that it is still accurate. If the Company determines that the Facility cannot be decommissioned in accordance with the Decommissioning Plan Report, the Company shall provide the Director and District Manager a written description of plans for the decommissioning of the Facility.
6. The Facility shall be retired in accordance with the Decommissioning Plan Report and any directions provided by the Director or District Manager.
7. The Company shall provide the District Manager and the Director at least ten (10) days written notice of the following:
 - (1) the commencement of any construction or installation activities at the project location; and
 - (2) the commencement of the operation of the Facility.

EXPIRY OF APPROVAL

8. Construction and installation of the Facility must be completed within three (3) years of the later of:
 - (1) the date this Approval is issued; or
 - (2) if there is a hearing or other litigation in respect of the issuance of this Approval, the date that this hearing or litigation is disposed of, including all appeals.

9. This Approval ceases to apply in respect of any portion of the Facility not constructed or installed before the later of the dates identified in Condition No. 8.

PERFORMANCE LIMITS

10. The Company shall ensure that:
- (1) the Sound Levels from the Equipment, at the Points of Reception identified in the Acoustic Assessment Report comply with the Sound Level Limit of 40 dBA as described in Publication NPC-232;
 - (2) the Equipment is constructed and installed at either of the following locations:
 - (a) at the locations identified in Schedule A of this Approval; or
 - (b) at a location that does not vary by more than 10 metres from the locations identified in Schedule A of this Approval and provided that,
 - i) the Equipment will comply with Condition No. 10 (1) and
 - ii) all setback prohibitions established under O.Reg. 359/09 are complied with.
11. If the Company determines that some or all of the Equipment cannot be constructed in accordance with Condition No. 10 (2), prior to the construction and installation of the Equipment in question, the Company shall apply to the Director for an amendment to the terms and conditions of the Approval.
12. Within three (3) months of the completion of the construction of the Facility, the Company shall submit to the Director a written confirmation signed by an individual who has the authority to bind the Company that the UTM coordinates of the “as constructed” Equipment comply with the requirements of Condition No. 10 (2).

ACOUSTIC AUDIT

13. The Company shall carry out an Acoustic Audit in accordance with the procedures set out in Publication NPC-103, and shall submit to the District Manager and the Director an Acoustic Audit Report prepared by an Independent Acoustical Consultant in accordance with the requirements of Publication NPC-233, no later than three (3) months after the commencement of the operation of the Facility.

STORMWATER MANAGEMENT

14. Prior to the construction and installation of the Facility, the Company shall:
- (1) prepare a Stormwater Management Plan, as outlined in the Application, which shall include best management practices for stormwater management during construction, installation, use, operation, maintenance and retiring of the Facility;

- (2) prepare a Grading and Soil Containment and Contingency Plan, as outlined in the Application, which shall include best management practices for sediment and erosion control during construction, installation, use, operation, maintenance and retiring of the Facility;
- (3) provide the Stormwater Management Plan and Grading and Soil Containment and Contingency Plan to the Commissioner of Public Works for the County of Prince Edward and to the District Manager; and
- (4) implement the Stormwater Management Plan and Grading and Soil Containment and Contingency Plan.

SEWAGE WORKS

- 15. The Company shall, prior to the commercial operation date of the Facility, retain an independent Professional Engineer licensed in Ontario and familiar with electrical transformer substations and its associated sewage works to prepare a design report on the spill containment facility and, obtain approval (in the form of a letter) from the Director for a substation transformer spill containment area and associated sewage works that shall contain the following:
 - (1) final design drawings and specifications of the spill containment and associated sewage works;
 - (2) an operation and maintenance procedures manual including an emergency/contingency plan; and
 - (3) a monitoring program, including a groundwater monitoring program in the event of subsurface disposal system.

- 16. The Company shall design the sewage works in Condition No. 15 such that the concentration of the effluent parameter named in the table below does not exceed the maximum concentration objective shown for that parameter in the effluent, and shall comply with the following requirements:

Effluent Parameters	Maximum Concentration Objective
Oil and Grease	15mg/L

- (1) notify the District Manager as soon as reasonably possible of any exceedance of the maximum concentration objective set out in the table above;
- (2) take immediate action to identify the cause of the exceedance; and
- (3) take immediate action to prevent further exceedances.

WATER TAKING

17. The Company shall not take more than 50,000 litres of water on any day by any means during the construction, installation, use, operation, maintenance and retiring of the facility.

GROUNDWATER MONITORING

18. The Company shall implement the pre-construction survey and groundwater monitoring program described in the March 2, 2012 "Baseline Well Water Monitoring Program and Construction Response Plan" included in the Application.
19. The Company shall implement the groundwater monitoring program described in Condition No. 18 for a minimum period of two (2) years after the start of construction of the Facility.
20. The Company shall report the summary of the results of the groundwater monitoring program on an annual basis to the District Manager.

TRAFFIC MANAGEMENT PLANNING

21. Within three (3) months of receiving this Approval, the Company shall prepare a Traffic Management Plan and provide it to the Commissioner of Public Works for the County of Prince Edward.
22. Within three (3) months of having provided the Traffic Management Plan to the Commissioner of Public Works for the County of Prince Edward, the Company shall make reasonable efforts to obtain an entrance permit from the County of Prince Edward.
23. If an entrance permit has not been obtained from the County of Prince Edward within three (3) months of having provided the Traffic Management Plan to the Commissioner of Public Works for the County of Prince Edward, the Company shall provide a written explanation to the Director as to why this has not occurred.

EMERGENCY RESPONSE PLAN

24. Prior to the construction and installation of the Facility, the Company shall prepare an Emergency Response Plan, as outlined in the Application, and provide it to the Fire Chief for the County of Prince Edward.

ARCHAEOLOGICAL RESOURCES

25. The Company shall implement all of the recommendations, if any, for further archaeological fieldwork and for the protection of archaeological sites found in the consultant archaeologist's report included in the Application, and which the Company submitted to the Ministry of Tourism and Culture in order to comply with clause 22 (2) (b) of O. Reg. 359/09.

26. Should any previously undocumented archaeological resources be discovered, the Company shall:
- (1) cease all alteration of the area in which the resources were discovered immediately;
 - (2) engage a consultant archaeologist to carry out the archaeological fieldwork necessary to further assess the area and to either protect and avoid or excavate any sites in the area in accordance with the *Ontario Heritage Act*, the regulations under that act and the Ministry of Tourism and Culture's *Standards and Guidelines for Consultant Archaeologists*; and
 - (3) notify the Director as soon as reasonably possible.

OPERATION AND MAINTENANCE

27. Before the commercial operation date of the Facility, the Company shall prepare a written manual for use by Company staff outlining the operating procedures and a maintenance program for the Equipment that includes as a minimum the following:
- (1) routine operating and maintenance procedures in accordance with good engineering practices and as recommended by the Equipment suppliers;
 - (2) inspection programs including frequency of inspection and the methods or tests employed to detect when maintenance is necessary;
 - (3) repair and maintenance programs, including the frequency of repair and maintenance;
 - (4) emergency procedures;
 - (5) procedures for any record keeping activities relating to operation and maintenance of the Equipment, including the sewage works of the transformer/substation spill containment facility;
 - (6) all appropriate measures to minimize noise emissions from the Equipment; and
 - (7) any additional information requested in writing by the District Manager from time to time.
28. The Company shall;
- (1) update as required the manual described in Condition No. 27; and
 - (2) make the manual described in Condition No. 27 available for review by staff of the Ministry upon request.
29. The Company shall ensure that the Facility is operated and maintained in accordance with the Approval and the manual described in Condition No. 27.

RECORD CREATION AND RETENTION

30. The Company shall create written records consisting of the following:
- (1) an operations log summarizing the operation and maintenance activities of the Facility;
 - (2) within the operations log, a summary of routine and Ministry staff inspections of the Facility; and
 - (3) a record of any complaint alleging an Adverse Effect caused by the construction, installation, use, operation, maintenance or retirement of the Facility.
31. A record described under Condition No. 30 (3) shall include:
- (1) a description of the complaint that includes as a minimum the following:
 - a) the date and time the complaint was made;
 - b) the name, address and contact information of the person who submitted the complaint;
 - (2) a description of each incident to which the complaint relates that includes as a minimum the following:
 - a) the date and time of each incident;
 - b) the duration of each incident;
 - c) the wind speed and wind direction at the time of each incident;
 - d) the ID of the Equipment involved in each incident and its output at the time of each incident;
 - e) the location of the person who submitted the complaint at the time of each incident; and
 - (3) a description of the measures taken to address the cause of each incident to which the complaint relates and to prevent a similar occurrence in the future
32. The Company shall retain, for a minimum of five (5) years from the date of their creation, all records described in Condition No. 30, and make these records available for review by staff of the Ministry upon request.

NOTIFICATION OF COMPLAINTS

33. The Company shall notify the District Manager of each complaint within two (2) business days of the receipt of the complaint.
34. The Company shall provide the District Manager with the written records created under Condition No. 30 (3) within eight (8) business days of the receipt of the complaint.

35. If the Company receives a complaint related to groundwater, the Company shall contact the District Manager within one (1) business day of the receipt of the complaint to discuss appropriate measures to manage any potential groundwater issues.

CHANGE OF OWNERSHIP

36. The Company shall notify the Director in writing, and forward a copy of the notification to the District Manager, within thirty (30) days of the occurrence of any of the following changes:
- (1) the ownership of the Facility;
 - (2) the operator of the Facility;
 - (3) the address of the Company;
 - (4) the partners, where the Company is or at any time becomes a partnership and a copy of the most recent declaration filed under the *Business Names Act* , R.S.O. 1990, c.B.17, as amended, shall be included in the notification; and
 - (5) the name of the corporation where the Company is or at any time becomes a corporation, other than a municipal corporation, and a copy of the most current information filed under the *Corporations Information Act* , R.S.O. 1990, c. C.39, as amended, shall be included in the notification.

SCHEDULE A

Coordinates of the *Equipment* are listed below in UTM17-NAD83 projection:

Equipment I.D.	Make and Model	Coordinates, UTM (NAD 83 z17)	
		Easting (m)	Northing (m)
BN_Sub	See Details Below	313,234	4,881,082
BN_Inv_1	See Details Below	312,591	4,881,643
BN_Inv_2	See Details Below	312,797	4,881,725
BN_Inv_3	See Details Below	312,833	4,881,596
BN_Inv_4	See Details Below	312,797	4,881,468
BN_Inv_5	See Details Below	312,967	4,881,393
BN_Inv_6	See Details Below	312,833	4,881,331
BN_Inv_7	See Details Below	312,931	4,881,256
BN Trans 1	See Details Below	312,597	4,881,642
BN Trans 2	See Details Below	312,792	4,881,726
BN Trans 3	See Details Below	312,827	4,881,597
BN Trans 4	See Details Below	312,792	4,881,468
BN Trans 5	See Details Below	312,973	4,881,392
BN Trans 6	See Details Below	312,828	4,881,331
BN Trans 7	See Details Below	312,936	4,881,255

Make and Model

BS_Sub : 10-MVA ONAF step-up transformer, (oil natural air forced) type , with a maximum sound power level of 91 dBA when referenced to 10⁻¹² Watts

BS_Inv : 800 kVA, SMA Sunny Central 800 CP inverter

BS_Trans: step-up 360-V to 27.6 kV, 1.6-MVA transformer with a maximum sound power level of 80 dBA when referenced to 10⁻¹² Watts

The reasons for the imposition of these terms and conditions are as follows:

REASONS

1. Condition Nos. 1 and 2 are included to ensure that the Facility is constructed, installed, used, operated, maintained and retired in the manner in which it was described for review and upon which Approval was granted. These conditions are also included to emphasize the precedence of conditions in the Approval and the practice that the Approval is based on the most current document, if several conflicting documents are submitted for review.
2. Condition Nos. 3 and 4 are included to require the Company to provide information to the public and the local municipality.
3. Condition Nos. 5 and 6 are included to ensure that final retirement of the Facility is completed in an aesthetically pleasing manner, in accordance with Ministry standards, and to ensure long-term protection of the health and safety of the public and the environment.
4. Condition No. 7 is included to require the Company to inform the Ministry of the commencement of activities related to the construction, installation and operation of the Facility.
5. Condition Nos. 8 and 9 are intended to limit the time period of the Approval.
6. Condition No. 10 is included to provide the minimum performance requirement considered necessary to prevent an Adverse Effect resulting from the operation of the Equipment and to ensure that the noise emissions from the Equipment will be in compliance with applicable limits set in Publication NPC-232.
7. Condition Nos. 11 and 12 are included to ensure that the Equipment is constructed, installed, used, operated, maintained and retired in a way that meets the regulatory setback prohibitions set out in O. Reg. 359/09.
8. Condition No. 13 is included to require the Company to gather accurate information so that the environmental noise impact and subsequent compliance with the Act, O. Reg. 359/09, Publication NPC-232 and this Approval can be verified.
9. Condition Nos. 14, 17 to 20, and 21 to 24 are included to ensure that the Facility is constructed, installed, used, operated, maintained and retired in a way that does not result in an Adverse Effect or hazard to the natural environment or any persons.

10. Condition No. 15 is included due to the provisional nature of the supporting documentation submitted by the Company with the application for approval for the spill containment area and sewage works. The Director has only approved the spill containment area and sewage works in principle, and this condition will ensure that, in accordance with the provisions of the Renewable Energy Approval, prior to the commercial operation date of the Facility, the Director will have the opportunity to review detailed design drawings, specifications and an engineer's report containing detailed design calculations for that portion of the Facility, in order to determine the Facility's capability to comply with the Ministry's requirements stipulated in the terms and conditions of the Approval.
11. Condition No. 16 is included to establish non-enforceable effluent quality objectives which the Company is required to strive towards on an ongoing basis. These objectives are to be used as a mechanism to trigger corrective action proactively and voluntarily before environmental impairment occurs.
12. Condition Nos. 25 and 26 are included to protect archaeological resources that may be found at the project location.
13. Condition Nos. 27, 28 and 29 are included to emphasize that the Equipment must be maintained and operated according to a procedure that will result in compliance with the Act, O. Reg. 359/09 and this Approval.
14. Condition Nos. 30, 31 and 32 are included to require the Company to keep records and provide information to the Ministry so that compliance with the Act, O. Reg. 359/09 and this Approval can be verified.
15. Condition Nos. 33, 34 and 35 are included to ensure that any complaints regarding the construction, installation, use, operation, maintenance or retirement of the Facility are responded to in a timely and efficient manner.
16. Condition No. 36 is included to ensure that the Facility is operated under the corporate name which appears on the application form submitted for this Approval and to ensure that the Director is informed of any changes.

NOTICE REGARDING HEARINGS

In accordance with Section 139 of the Environmental Protection Act, within 15 days after the service of this notice, you may by further written notice served upon the Director, the Environmental Review Tribunal and the Environmental Commissioner, require a hearing by the Tribunal.

In accordance with Section 47 of the Environmental Bill of Rights, 1993, the Environmental Commissioner will place notice of your request for a hearing on the Environmental Registry.

Section 142 of the Environmental Protection Act provides that the notice requiring the hearing shall state:

1. The portions of the renewable energy approval or each term or condition in the renewable energy approval in respect of which the hearing is required, and;
2. The grounds on which you intend to rely at the hearing in relation to each portion appealed.

The signed and dated notice requiring the hearing should also include:

3. The name of the appellant;
4. The address of the appellant;
5. The renewable energy approval number;
6. The date of the renewable energy approval;
7. The name of the Director;
8. The municipality or municipalities within which the project is to be engaged in;

This notice must be served upon:

The Secretary*
Environmental Review Tribunal
655 Bay Street, 15th Floor
Toronto, Ontario
M5G 1E5

AND

The Environmental Commissioner
1075 Bay Street, 6th Floor
Suite 605
Toronto, Ontario
M5S 2B1

AND

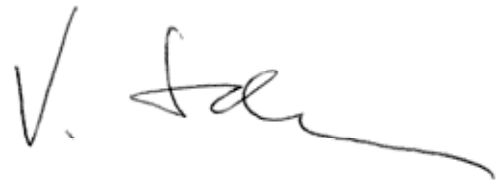
The Director
Section 47.5, *Environmental Protection Act*
Ministry of the Environment
2 St. Clair Avenue West, Floor 12A
Toronto, Ontario
M4V 1L5

*** Further information on the Environmental Review Tribunal's requirements for an appeal can be obtained directly from the Tribunal at: Tel: (416) 314-4600, Fax: (416) 314-4506 or www.ert.gov.on.ca**

Under Section 142.1 of the Environmental Protection Act, residents of Ontario may require a hearing by the Environmental Review Tribunal within 15 days after the day on which notice of this decision is published in the Environmental Registry. By accessing the Environmental Registry at www.ebr.gov.on.ca, you can determine when this period ends.

Approval for the above noted renewable energy project is issued to you under Section 47.5 of the Environmental Protection Act subject to the terms and conditions outlined above.

DATED AT TORONTO this 13th day of March, 2012



Vic Schroter, P.Eng.
Director
Section 47.5, *Environmental Protection Act*

DM/
c: District Manager, MOE Belleville

Sean Male, HATCH