
AMENDMENT TO RENEWABLE ENERGY APPROVALNUMBER 7420-9A6KGN
Issue Date: September 26, 2014

2224375 Ontario Inc.
595 Adelaide Street East, No. 400
Toronto, Ontario
M5A 1N8

Site Location: 439 Blessington Road
City of Belleville, County of Hastings

You are hereby notified that I have amended Approval No. 7420-9A6KGN issued on September 13, 2013 for a Class 3 solar facility , as follows:

A. The definitions of "Acoustic Assessment Report" and "Application" are deleted and replaced with the following:

1. "Acoustic Assessment Report" means the report included in the Application and entitled "Acoustic Assessment Report", prepared by Hatch, dated December 7, 2012, and signed by Renee Kenny and Oleg Belashov, P. Eng., and updated "Noise Assessment Study Report - Solar Spirit 4 Project", prepared by Hatch, dated September 18, 2014, and signed by Mervyn Choy;
7. "Application" means the application for a Renewable Energy Approval dated December 10, 2012, and signed by Michael Dilworth, Vice President, SunEdison, on behalf of 2224375 Ontario Inc., and all supporting documentation submitted with the application, including amended documentation submitted up to September 13, 2013; and as further amended by the application for an amendment to a Renewable Energy Approval dated June 11, 2014, and signed by Greg Scallen, VP Legal, SunEdison, on behalf of 2224375 Ontario Inc., and all supporting documentation submitted with the application, including amended documentation submitted up to September 19, 2014;

B. Schedule B and Schedule C are deleted and replaced with the following:

SCHEDULE B

Table B1: Coordinates of the Equipment and Noise Specifications

Coordinates of the Equipment are listed below in UTM, Z18-NAD83 projection:

| Source ID | Sound Power Level (dBA) | Easting (m) | Northing (m) | Source Description |
|-----------|-------------------------|-------------|--------------|---|
| Inv1 | 100 | 311720 | 4900383 | Inverter 1, See Table B2 below |
| Inv2 | 100 | 311755 | 4900544 | Inverter 2, See Table B2 below |
| Inv3 | 100 | 311234 | 4900614 | Inverter 3, See Table B2 below |
| Inv4 | 100 | 311263 | 4900722 | Inverter 4, See Table B2 below |
| Inv5 | 100 | 311328 | 4900884 | Inverter 5, See Table B2 below |
| Inv6 | 100 | 311501 | 4900884 | Inverter 6, See Table B2 below |
| Inv7 | 100 | 311263 | 4901045 | Inverter 7, See Table B2 below |
| Inv8 | 100 | 311447 | 4901045 | Inverter 8, See Table B2 below |
| Inv9 | 100 | 311608 | 4901099 | Inverter 9, See Table B2 below |
| Inv10 | 100 | 311453 | 4901207 | Inverter 10, See Table B2 below |
| Inv11 | 100 | 311978 | 4901199 | Inverter 11, See Table B2 below |
| Inv_Tr1 | 77 | 311719 | 4900384 | Inverter Transformer 1, See Table B3 below |
| Inv_Tr2 | 77 | 311755 | 4900546 | Inverter Transformer 2, See Table B3 below |
| Inv_Tr3 | 77 | 311234 | 4900616 | Inverter Transformer 3, See Table B3 below |
| Inv_Tr4 | 77 | 311263 | 4900724 | Inverter Transformer 4, See Table B3 below |
| Inv_Tr5 | 77 | 311328 | 4900886 | Inverter Transformer 5, See Table B3 below |
| Inv_Tr6 | 77 | 311501 | 4900886 | Inverter Transformer 6, See Table B3 below |
| Inv_Tr7 | 77 | 311263 | 4901047 | Inverter Transformer 7, See Table B3 below |
| Inv_Tr8 | 77 | 311447 | 4901047 | Inverter Transformer 8, See Table B3 below |
| Inv_Tr9 | 77 | 311608 | 4901101 | Inverter Transformer 9, See Table B3 below |
| Inv_Tr10 | 77 | 311453 | 4901209 | Inverter Transformer 10, See Table B3 below |
| Inv_Tr11 | 77 | 311978 | 4901200 | Inverter Transformer 11, See Table B3 below |
| Sub | 92 | 311830 | 4900246 | Transformer Substation, See Table B4 below |

Note: The inverter and transformer Sound Power Level values in the above table correspond to the combined output of all the inverters in each cluster, and include the 5 Decibel (dB) adjustment for tonality as prescribed in Publication NPC-104.

Table B2: Maximum Sound Power Spectrum (dB Lin) of Inverter

| Inverter 1 - 11 | Octave Band Centre Frequency (Hz) | | | | | | | |
|-----------------|-----------------------------------|-----|-----|-----|------|------|------|------|
| | 63 | 125 | 250 | 500 | 1000 | 2000 | 4000 | 8000 |
| Lw (dB Lin) | 87 | 85 | 86 | 86 | 81 | 84 | 93 | 82 |

Table B3 : Maximum Sound Power Spectrum (dB Lin) of 1-MVA Inverter Transformer

| Transformer 1 - 11 | Octave Band Centre Frequency (Hz) | | | | | | | |
|--------------------|-----------------------------------|-----|-----|-----|------|------|------|------|
| | 63 | 125 | 250 | 500 | 1000 | 2000 | 4000 | 8000 |
| Lw (dB Lin) | 75 | 77 | 72 | 72 | 66 | 61 | 56 | 49 |

Table B4 : Maximum Sound Power Spectrum (dB Lin) of Transformer Substation

| Transformer | Octave Band Centre Frequency (Hz) | | | | | | | |
|-------------|-----------------------------------|-----|-----|-----|------|------|------|------|
| | 63 | 125 | 250 | 500 | 1000 | 2000 | 4000 | 8000 |
| Lw (dB Lin) | 90 | 92 | 87 | 87 | 81 | 76 | 71 | 64 |

SCHEDULE C

Noise Control Measures

Acoustic Enclosure

Inverter Clusters

Eleven (11) enclosures for each set of inverter clusters around the Equipment with the enclosure shell, including composite effect of the wall/roof materials, doors and any openings, capable of providing the following values of Transmission-Loss in 1/1 octave frequency bands:

| Inverters Set | Octave Band Centre Frequency (Hz) | | | | | | | |
|------------------------|-----------------------------------|-----|-----|-----|------|------|------|------|
| | 63 | 125 | 250 | 500 | 1000 | 2000 | 4000 | 8000 |
| Transmission Loss (dB) | 5 | 6 | 7 | 7 | 10 | 10 | 15 | 15 |

All other Terms and Conditions remain the same.

This Notice shall constitute part of the approval issued under Approval No. 7420-9A6KGN dated September 13, 2013

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

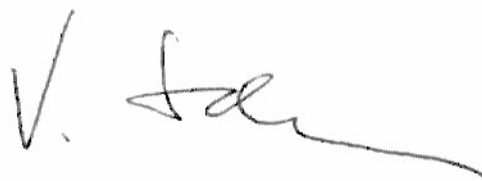
The Director
Section 47.5, *Environmental Protection Act*
Ministry of the Environment
2 St. Clair Avenue West, Floor 12A
Toronto, Ontario
M4V 1L5

*** 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 26th day of September, 2014

A handwritten signature in black ink, appearing to read 'V. Schroter', written over a horizontal line.

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

YB/

c: Area Manager, MOE Belleville
c: District Manager, MOE Kingston - District
Sean Male, Hatch

