

AMENDMENT TO RENEWABLE ENERGY APPROVALNUMBER 0602-8RFLKT
Issue Date: September 27, 2012

Brockville Solar Inc.
105 Commerce Valley Dr W Suite 410
Markham, Ontario
L3T 7W3

Site Location: Brockville Solar Project
Centennial Road
Parts 1-4, Reference Plan 28R-7817
Lot 19, Concession 2
Elizabethtown-Kitley Township, United Counties of Leeds and Grenville
K0E 1M0

You are hereby notified that I have amended Approval No. 0602-8RFLKT issued on March 23, 2012 for a Class 3 solar facility , as follows:

A. The description of the project is deleted and substituted with the following:

- The construction, installation, operation, use and retiring of a Class 3 solar facility with a total name plate capacity of up to ten (10) megawatts (AC).

B. The definitions on pages 2, 3 and 4 of the Approval are deleted and replaced with the following:

1. "Acoustic Assessment Report" means the report entitled "Brockville Solar Project, Noise Assessment Study", dated March 16, 2012, prepared by Hatch and signed by Andrew Bridgeman;
2. "Act" means the *Environmental Protection Act* , R.S.O 1990, c.E.19, as amended;
3. "Adverse Effect" has the same meaning as in the Act;

4. "Application" means the application for a Renewable Energy Approval dated September 15, 2011 and the updated Application form dated March 13, 2012 and signed by Michelle Chislett, Vice President of Brockville Solar Inc. and all supporting documentation submitted with the application, including amended documentation submitted up to March 21, 2012 and as further amended by the Application for an amendment to a Renewable Energy Approval dated August 7, 2012 and signed by Michelle Chislett, Vice President of Brockville Solar Inc., and all supporting documentation submitted with the Application up to the date this amendment is issued;
5. "Approval" means this Renewable Energy Approval issued in accordance with Section 47.4 of the Act, including any schedules to it;
6. "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 (pitches) of sound. It is denoted as "A";
7. "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";
8. "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";
9. "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.

10. "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.
11. "Company" means Brockville Solar Inc. and includes its successors and assignees;
12. "Decibel" means a dimensionless measure of Sound Level or Sound Pressure Level, denoted as dB;
13. "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;
14. "District Manager" means the District Manager of the appropriate local district office of the Ministry where the Facility is geographically located;
15. "Equipment" means the twenty (20) inverters, ten (10) transformers, and one (1) transformer substation, and associated ancillary equipment identified in this Approval and as further described in the Application, to the extent approved by this Approval;
16. "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);
17. "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;
18. "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;
19. "Noise Control Measures" means measures to reduce the noise emissions from the Facility and/or Equipment including, but not limited to, barriers, silencers, acoustical louvres, hoods and acoustical treatment, described in the Acoustic Assessment Report and Schedule C of this amendment to an Approval;
20. "Noise Receptor" has the same meaning as in O. Reg. 359/09;

21. "O. Reg. 359/09" means Ontario Regulation 359/09 "Renewable Energy Approvals under Part V.0.1 of the Act" made under the Act;
22. "Point of Reception" has the same meaning as in Publication NPC-205 or Publication NPC-232, as applicable, and is subject to the same qualifications described in those documents;
23. "Publication NPC-103" means the Ministry Publication NPC-103, "Procedures", August 1978;
24. "Publication NPC-104" means the Ministry Publication NPC-104, "Sound Level Adjustments", August 1978;
25. "Publication NPC-205" means the Ministry Publication NPC-205, "Sound Level Limits for Stationary Sources in Class 1 & 2 Areas (Urban)", October 1995;
26. "Publication NPC-232" means the Ministry Publication NPC-232, "Sound Level Limits for Stationary Sources in Class 3 Areas (Rural)", October 1995;
27. "Publication NPC-233" means the Ministry Publication NPC-233, "Information to be Submitted for Approval of Stationary Sources of Sound", October 1995;
28. "Sound Level" means the A-weighted Sound Pressure Level;
29. "Sound Level Limit" is the limiting value described in terms of the one hour A-weighted Equivalent Sound Level L_{eq} ;
30. "Sound Power Level" is ten times the logarithm to the base of 10 of the ratio of the sound power (Watts) of a noise source to standard reference power of 10^{-12} Watts;
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 $20 \mu\text{Pa}$;
33. "UTM" means Universal Transverse Mercator coordinate system.

C. Condition No. 1 is deleted and replaced with the following:

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 and in accordance with the following schedules attached hereto:
 - (a) Schedule A - Facility Description
 - (b) Schedule B - Coordinates of the Equipment and Noise Specifications
 - (c) Schedule C – Noise Control Measures

D. Condition No. 10 is deleted and replaced with the following:

10. The Company shall ensure that:
 - (a) 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;
 - (b) the Equipment is constructed and installed at either of the following locations:
 - (i) at the locations identified in Schedule B of this Approval; or
 - (ii) at a location that does not vary by more than 10 metres from the locations identified in Schedule B of this Approval and provided that,
 - 1) the Equipment will comply with Condition No. 10 (a), and
 - 2) all setback prohibitions established under O. Reg. 359/09 are complied with.
 - (c) the Equipment complies with the noise specifications set out in Schedule B of this Approval; and
 - (d) all of the Noise Control Measures are fully implemented prior to the commencement of the operation of the Facility.

E. Schedules A and B are deleted and replaced with the following:

SCHEDULE A

Facility Description

The Facility shall consist of the construction, installation, operation, use and retiring of the following:

- (a) ten (10) arrays of photovoltaic (PV) modules or panels with a total name plate capacity of up to approximately ten (10) megawatts (AC), with each array containing one (1) cluster consisting of one or more inverters with a total rating of one (1) megawatt (MW) and one (1) 1-MVA transformer; and
- (b) one (1) 10 MVA three-phase substation transformer with spill containment facility; and
- (c) associated ancillary equipment, systems and technologies including on-site access roads, underground cabling and overhead distribution lines,

all in accordance with the Application.

SCHEDULE B

Coordinates of the Equipment and Noise Specifications

Coordinates of the Equipment are listed below in UTM, Z17-NAD83 projection:

Equipment I.D.	Make and Model	Coordinates, UTM (NAD 83 z17)	
		Easting (m)	Northing (m)
Sub	See Details Below	441,595	4,938,100
Inv 1	See Details Below	441,280	4,938,967
Inv 2	See Details Below	441,333	4,938,876
Inv 3	See Details Below	441,368	4,938,816
Inv 4	See Details Below	441,403	4,938,755
Inv 5	See Details Below	441,438	4,938,695
Inv 6	See Details Below	441,471	4,938,644
Inv 7	See Details Below	441,539	4,938,554
Inv 8	See Details Below	441,618	4,938,423
Inv 9	See Details Below	441,663	4,938,296
Inv 10	See Details Below	441,716	4,938,203
Tran 1	See Details Below	441,283	4,938,962
Tran 2	See Details Below	441,336	4,938,872
Tran 3	See Details Below	441,371	4,938,811
Tran 4	See Details Below	441,406	4,938,751
Tran 5	See Details Below	441,441	4,938,691
Tran 6	See Details Below	441,475	4,938,640
Tran 7	See Details Below	441,542	4,938,549
Tran 8	See Details Below	441,621	4,938,419
Tran 9	See Details Below	441,665	4,938,293
Tran 10	See Details Below	441,719	4,938,199

Notes/Details:

Sub : Transformer substation including 10-MVA, 27.6 kV/44- kV step-up transformer, with a maximum sound power level of 93 dBA when referenced to 10^{-12} Watts

Inv : Inverter cluster including two 500 kW inverters with a maximum sound power level of 92 dBA when referenced to 10^{-12} Watts

Tran: Step-up 480-V / 27.6 kV MVA transformer with a maximum sound power level of 88 dBA when referenced to 10^{-12} Watts

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.

SCHEDULE C

Noise Control Measures

In accordance with Section 5 of the Acoustic Assessment Report; inverter clusters one (1) to five (5) {inclusive} must be encased in an acoustic enclosure with the enclosure shell, including the composite effect of the wall/roof and doors materials, capable of providing the following minimum values of Transmission-Loss in 1/1 octave frequency bands:

Acoustic Enclosure Specifications, [dB]

1/1 octave frequency bands	63	125	250	500	1000	2000	4000	8000
Acoustic Enclosure Transmission-Loss (dB)	1	3	6	8	8	6	6	6

This Notice shall constitute part of the approval issued under Approval No. 0602-8RFLKT dated March 23, 2012

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

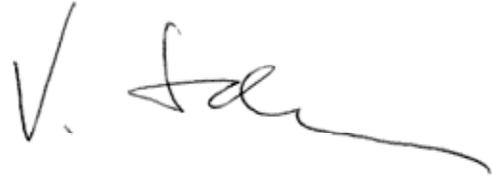
The Director
Section 47.5, *Environmental Protection Act*
Ministry of the Environment
2 St. Clair Avenue West, Floor 12A
Toronto, Ontario
M4V 1L5

*** 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 27th day of September, 2012

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*

MK/

c: District Manager, MOE Kingston - District
Noel Boucher, HATCH