



Application for an Electricity Generation Licence

Application Instructions

1. Purpose of this Form

This form is to be used to apply for a licence that would enable the applicant to generate electricity or provide ancillary services for sale through the Independent Electricity System Operator ("IESO") administered markets or directly to another person. Standard Offer Program generators should use the licence application form specified for Standard Offer Program generators, which can be found on the Board's website at www.ontarioenergyboard.ca.

2. Completion Instructions

This form is in a writeable PDF format. The applicant must either:

- type answers to all questions, print two copies and sign both copies; or
- print a copy of the form, clearly print answers to all questions, make a copy and sign both copies.

Please send both copies of the completed form and two copies of any attachments to:

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

If you have any questions regarding the completion of this application, please contact the Market Operations Hotline by telephone at 416-440-7604 or 1-888-632-6273 or e-mail at market.operations@ontarioenergyboard.ca.

Please note that the Board may require information that is additional or supplementary to the information filed in this application form and that filing of the form does not preclude the applicant from filing additional or supplementary information.

The Board's "Performance Standards for Processing Applications" are indicated on the "Corporate Information and Reports" section of the Board's website at www.ontarioenergyboard.ca. Applicants are encouraged to consider the timelines required to process applications to avoid submitting applications too early or too late. Submitting applications too early without reasonable certainty of the proposed licensed activities will impede regulatory efficiency while submitting applications too late will leave the applicant to bear the risk of delayed commencement of licensed activities. If the submitted application is incomplete, it may be returned by the Board or there may be a delay in processing the application.

3. Application and Registration Fees

A non-refundable application fee is required to process your application. Please enclose a cheque or money order made payable to the ONTARIO ENERGY BOARD. The amount of the application fee is indicated on the "Apply for a Licence" page of the "Licences" section of the Board's website at www.ontarioenergyboard.ca.

If a licence is issued, the licensee may be required to pay an annual registration fee. The annual registration fee criteria can be found on the "Apply for a Licence" page of the "Licences" section of the Board's website at www.ontarioenergyboard.ca.

4. Confidentiality

Sections 11 to 15 of this application will be treated as confidential. All other information filed as part of or in support of this application will be placed on the public record. Where the applicant objects to public disclosure of information contained in sections other than sections 11 to 15, the applicant must follow the procedure set out in the Board's Practice Direction on Confidential Filings.

5. Important Information

Applicants must make a copy of the non-confidential sections of the application available to any person who requests a copy of the application.

A licensee may be subject to additional obligations as established under section 70 of the *Ontario Energy Board Act, 1998* and as required by a distributor, transmitter or the IESO. The issuance of an electricity generation licence does not guarantee accreditation by the IESO or connection to a transmission or distribution system.

Ontario Energy Board
P.O. Box 2319
2300 Yonge Street
27th Floor
Toronto ON M4P 1E4
Telephone: 1-888-632-6273
Facsimile: (416) 440-7656

Commission de l'énergie l'Ontario
C.P. 2319
2300, rue Yonge
27^e étage
Toronto ON M4P 1E4
Téléphone: 1-888-632-6273
Télécopieur: (416) 440-7656



Application for an Electricity Generation Licence

For Office Use Only	
Application Number	EB -
Date Received	

1. The Applicant

Legal Name of the Applicant : South Kent Wind GP Inc.

Name to Appear on Licence: South Kent Wind LP

Indicate if same as above

If not the same as above, the name must include the legal name of the applicant and the legal name must appear first. The "Name to Appear on Licence" will appear on the notice and on the licence.

Date of formation or incorporation: January 10, 2011

2. Licence Primary Contact

(As a condition of licence, the licensee shall designate a person who will act as primary contact with the Board on matters related to the licence.)

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Edwards	Colin	
Other <input type="radio"/>		Title/Position/Company		
		Senior Developer , Director. Pattern Renewable Holdings Canada, ULC		
Licence Primary Contact Address (if RR, give Lot, Concession No. and Township):				
100 Simcoe Street, Suite 105				
City	Province/State	Country	Postal/Zip Code	
Toronto	Ontario	Canada	M5H 3G2	
Phone Number	Fax Number	E-mail Address		
4162638025	4169798428	colin.edwards@patternenergy.com		

3. Application Primary Contact

Indicate if same as above. Proceed to section 4.

(The primary contact for the licence application may be a person within the applicant's organization other than the licence primary contact noted above. An applicant may also choose to designate a consultant, lawyer, etc. to be the primary contact for the licence application. The Board will communicate with this person during the course of the application but with the licence primary contact after a licence is issued.)

Mr. <input checked="" type="radio"/>	Mrs. <input type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Taylor	Andrew	
Other <input type="radio"/>		Title/Position		
		Company Name if different from Name to Appear on Licence		
		Energy Boutique		
Application Primary Contact Address (if RR, give Lot, Concession No. and Township),				
120 Adelaide Street West, Suite 2500				
City	Province/State	Country	Postal/Zip Code	
Toronto	Ontario	Canada	M5H 1T1	
Phone Number	Fax Number	E-mail Address		
416-644-1568		ataylor@energyboutique.ca		

4. Application Type

New

Renewal

5. Applicant's Licensing Status and History

(a) Has the applicant, an affiliate of the applicant, or an associated entity (e.g., a partnership or limited partnership), ever been licensed by the Ontario Energy Board? (The *Business Corporations Act* definition for affiliate can be found at www.e-laws.gov.on.ca/html/statutes/english/elaws_statutes_90b16_e.htm.)

Yes, provide details of current and expired licences in the table below

No, proceed to section 5(b)

Licensee Name	Licence Number

(b) Has the applicant, an affiliate of the applicant or an associated entity (e.g., a partnership or limited partnership) ever participated in the electricity sector in another jurisdiction within North America?

- Yes, provide details of current and expired licences in the table below.
 No

Licensee Name	Jurisdiction	Business Activity
St. Joseph Windfarm Inc. (affiliate)	Manitoba	Wind farm
Hatchet Ridge Wind, LLC (affiliate)	California	Wind farm
Pattern Gulf Wind LLC (affiliate)	Texas	Wind farm

6. Key Individuals

The individuals listed as key individuals must be the individuals that are responsible for executing the following functions for the applicant: matters related to regulatory requirements and conduct, financial matters, and technical matters. These key individuals may include the Chief Executive Officer, the Chief Financial Officer, other officers, directors, or proprietors. Identify at least two key individuals. (If the applicant has only one key individual in the organization, identify the one key individual.)

Name of Key Individual	Title/Position within Applicant's Business (or identify company if not the Applicant's Business)
Colin Edwards	Director
Kim Sachtleben	Development & Market Analysis Manager

7. Intended Markets and Services

Does the applicant intend to sell electricity or ancillary services into the IESO administered market? [Ancillary services are defined as services necessary to maintain the reliability of the IESO-controlled grid, including frequency control, voltage control, reactive power, and operating reserve services.]

- Yes
 No

Does the applicant intend to settle with a distributor for the electricity injected into the distribution system in accordance with the retail settlement system?

- Yes, please identify the distribution company _____
 No

Does the applicant intend to sell electricity to another person?

- Yes
 No

If yes, is this person a consumer (i.e., a person who uses, for the person's own consumption, electricity that the person did not generate?)

- Yes (The applicant may require a retailer licence. The application form can be found at www.ontarioenergyboard.ca.)
 No

8. Facility Description

Are you applying to be licensed for more than one facility? (Note that a facility may have more than one unit.)

- Yes, please make a copy of sections 8, 9 and 10 for each facility and provide information for each facility.
 No

Generation Type

- Diesel Natural Gas Water Wind
 Other, please specify _____

Installed Capacity 270 MW

Number of Units 00125

Is the facility dispatchable? Yes No

If you are selling ancillary services, please describe: n/a

Facility Name and Address South Kent Wind Farm

South Kent Wind/Pattern Energy 57 Talbot Street W., Blenheim, Ontario, N0P 1A0 (519) 676-0237

Licence Responsibility/Qualification Sought

- Owner and Operator
 Owner Only (Please identify operator _____)
 Operator Only (Please identify owner _____)

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 and if not, indicate when an application for the other qualification will be filed with the Board.

9. Facility History and Status

Is the facility in commercial service?

- Yes, proceed to section 9(a)
 No, proceed to section 9(b)

(a) Existing Facility

When did this facility achieve commercial operation? _____

Are you the original owner and operator?

- Yes
 No, identify previous owner and operator: _____

(b) New Facility

Has facility construction commenced?

- Yes
 No

What is the expected in service date? March 31, 2013

Please provide a list of all other regulatory approvals required (e.g. environmental, municipal, etc.). Please identify the status of each approval. (Note: Your response may be continued on additional pages.)

Renewable Energy Approval (REA): in progress.
Leave to Construct: in progress.

10. Connection

What is the voltage at the perimeter of the applicant's property from the output of the generation facility?

- 50 kV or less, proceed to section 10(a)
 greater than 50 kV, proceed to section 10(b)

(a) The *Ontario Energy Board Act, 1998* defines a distribution system as a system for distributing electricity, and includes any structures, equipment or other things used for that purpose. "Distribute", with respect to electricity, means to convey electricity at voltages of 50 kV or less.

Describe the existing or future distribution equipment from the output of the generation facility to the connection point with the Local Distribution Company or to the connection point with the transmission system (e.g., length of line, transformers, etc.).

(Note: Your response may be continued on additional pages.)

Does (or will) the applicant own and/or operate the distribution equipment?

- Yes
 No, identify the owner and/or operator of the distribution equipment _____

If yes, does the applicant own and/or operate the distribution equipment only for the purpose of conveying electricity from the generation facility to the IESO-controlled grid?

- Yes
 No, describe the purpose of the distribution equipment _____

If the answer to the question above is no, the applicant may require a distribution licence. Please contact the Market Operations Hotline for further information.

Does (or will) the distribution equipment connect the generation facility to the Local Distribution Company?

- Yes, identify the Local Distribution Company _____ and proceed to section 10(c)
- No, proceed to section 10(b)

(b) The *Ontario Energy Board Act, 1998* defines a transmission system as a system for transmitting electricity, and includes any structures, equipment or other things used for that purpose. "Transmit", with respect to electricity, means to convey electricity at voltages of more than 50 kV.

Describe the existing or future transmission equipment from the output of the generation facility or applicant's distribution equipment to the connection point with the transmission network (e.g., length of line, transformers, etc.).

(Note: Your response may be continued on additional pages.)

The project will have two project owned substations, each with one project 34.5 kV to 230 kV transformer. with associated low and high side circuit breakers and protective relays. There are three 230 kV line segments totaling about 34 km connecting two project substations to the Ontario Grid at HONI's Chatham SS.

A small fenced area just outside Chatham SS will contain the required IESO revenue meter which will meter the energy delivered to the grid from the entire project.

Does (or will) the applicant own and/or operate the transmission equipment?

- Yes
- No, identify the owner and/or operator of the transmission equipment _____

If yes, does the applicant own and/or operate the transmission equipment only for the purpose of conveying electricity from the generation facility to the IESO-controlled grid?

- Yes
- No, describe the purpose of the transmission equipment _____

If the answer to the question above is no, the applicant may require a transmission licence. Please contact the Market Operations Hotline for further information.

(c) Is the applicant a licensed distributor or transmitter, or an affiliate of a licensed distributor or transmitter?

- Yes, the applicant may be required to give notice to the Board under section 80 of the Act regarding the acquisition of generation facilities by transmitters or distributors. The filing requirements for a notice under section 80 of the Act are found at www.ontarioenergyboard.ca.
- No, the applicant may be required to give notice to the Board under section 81 of the Act regarding the acquisition of transmission or distribution assets by generators. The filing requirements for a notice under section 81 of the Act are found at www.ontarioenergyboard.ca.

(d) Does the applicant intend to obtain from the Ontario Energy Board an order granting leave to construct an electricity transmission line under section 92 of the *Ontario Energy Board Act, 1998*?

- Yes
- No

The following sections of information (11 to 15) will be maintained in confidence.

11. Corporate Organization

Please describe the applicant's corporate organization and the applicant's relationship with its energy sector affiliates and associated entities (e.g., partnerships and limited partnerships).

Provide a chart that identifies the applicant and all of its affiliates and associated entities if possible.

Is a chart attached?

Yes

No

12. Finance

Note - it is preferable to receive financial information for the applicant and not an affiliate of the applicant.

Please provide the audited financial statements for the applicant for the last two years. If audited financial statements are not available, please provide unaudited financial statements for the applicant for the last two years. Documents must be signed by one key individual.

If the applicant does not have financial statements for itself, the applicant may submit the financial statements of its parent company. If the applicant submits the financial statements of its parent company, the applicant must also provide a parental guarantee. Please note that the Board has developed a parental guarantee template which the applicant may use by entering the necessary information and submitting it with the application. Please contact the Market Operations Hotline for further information or if you wish to obtain a copy of the template. An applicant may wish to provide its own parental guarantee, however, this will be subject to review during the application review process to determine whether or not it is satisfactory.

If the applicant does not submit financial statements for itself or its parent company, along with a parental guarantee, the applicant must identify and attach to its application, at least two of the following items:

Most recent prospectus and quarterly report

Proforma statements for two years if the applicant is a new company. Documents must be signed by one key individual.

Letter of reference from the applicant's bank

Other, please specify (i.e., proof of long term power purchase agreement with customers, proof of meeting the prudential payments required in the IESO wholesale market) _____

If the financial statements of either the applicant or its parent company demonstrate that the applicant or parent company (as applicable) is not in a healthy financial position, the applicant may be required to submit additional items from the list above in support of its application.

Is the generation facility under construction or extensive rehabilitation?

Yes, provide the projected capital cost _____

No

Has the applicant secured financing?

- Yes
- No

Will the applicant manage all financial aspects associated with owning, operating and maintaining the generation facility with its own staff?

- Yes
 - No, identify contractors who will provide this service
-

13. Technical Resources

Does the applicant employ technical resource staff or contractors with appropriate qualifications and experience in operating and maintaining generation facilities and any other technical matters associated with generation facilities?

- Yes, briefly describe the technical qualifications of at least one person employed by the applicant:
The applicant employs a team of scientists, engineers and technicians to operate this and existing plants. In addition the project will hire local technicians to maintain the project.
 - No, identify plans to acquire the necessary technical resources for technical matters related to the generation facilities:
-
-

14. Legal Proceeding

Has the applicant ever been declared bankrupt, or is it presently party to a bankruptcy proceeding?

- Yes, provide a copy of the Assignment in Bankruptcy, a list of creditors, or proof of discharge
- No

Does the applicant have any unpaid judgements against it?

- Yes, provide a copy of each judgement and state amount outstanding and repayment arrangements
- No

Has the applicant been found guilty or convicted of a criminal offence under any law in the past 5 years or are any charges now pending?

- Yes, provide particulars _____
- No

Has the applicant ever had a licence or registration pertaining to the energy sector refused, suspended, revoked or cancelled?

- Yes, provide particulars _____
- No

If the applicant has been previously licensed by the Board, are there any outstanding licensing fees, outstanding information requests, or compliance orders?

- Not Applicable - not a licensee
- Yes, provide particulars _____

No

15. Key Individual Information

Key Individual Information - Required for each key individual identified in section 6. If there are more than two key individuals, please make a copy of section 15.

Key Individual Information # 1

Mr. <input checked="" type="radio"/> Mrs. <input type="radio"/> Miss <input type="radio"/> Ms. <input type="radio"/> Other <input type="radio"/> _____	Last Name Edwards	First Name Colin	Initial _____
Title/Position Director			
Company Name Pattern Renewable Holdings Canada ULC			

Has this person been a proprietor, partner, officer or director with an entity that was granted a licence under the *Ontario Energy Board Act, 1998*?


- Yes, provide licence number and name of licensee _____
- No

Has this person been a proprietor, partner, officer or director of an entity that was registered or licensed under any other statute of Canada or the United States in relation to the energy sector?

- Yes, provide jurisdiction, name of business and business activity Director, St. Joseph Windfarm Inc.
Wind project in southern Manitoba (operational in April 2011)
- No

Has this person been a proprietor, partner, officer or director of an entity that had a registration or licence of any kind refused, suspended, revoked or cancelled?

- Yes, provide name of business, jurisdiction and describe situation _____
- No

Signature of Key Individual 	Date October 20, 2011
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Key Individual Information # 2

Mr. <input type="radio"/>	Mrs. <input checked="" type="radio"/>	Last Name	First Name	Initial
Miss <input type="radio"/>	Ms. <input type="radio"/>	Sachtleben	Kim	
Other <input type="radio"/>		Title/Position		
		Development & Market Analysis Manager		
		Company Name		
		Pattern Renewable Holdings Canada, ULC		

Has this person been a proprietor, partner, officer or director with an entity that was granted a licence under the *Ontario Energy Board Act, 1998*?

Yes, provide licence number and name of licensee _____

No

Has this person been a proprietor, partner, officer or director of an entity that was registered or licensed under any other statute of Canada or the United States in relation to the energy sector?


Yes, provide jurisdiction, name of business and business activity _____

No

Has this person been a proprietor, partner, officer or director of an entity that had a registration or licence of any kind refused, suspended, revoked or cancelled?

Yes, provide name of business, jurisdiction and describe situation _____

No

Signature of Key Individual 	Date 
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16. Notice

The Board is authorized, under section 4.14 of the *Ontario Energy Board Act, 1998*, to collect personal information for the purpose of carrying out its duties and exercising its powers under the *Ontario Energy Board Act, 1998* or any other Act.

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

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


17. Certification and Acknowledgment

I certify that the information contained in this application and in the documents provided are true and accurate.

I understand and acknowledge that, as a licensed electricity generator, I must provide information as the Board may require from time to time.

I understand and acknowledge that, as a licensed electricity generator, I must enter into a connection agreement with the distributor or transmitter to whom my facilities are connected.

Note: The issuance of an electricity generation licence does not guarantee registration with the IESO or connection to a transmission or distribution system.

Print Name of Key Individual <i>Colin Edwards</i>	Signature of Key Individual 	Date <i>July 15, 2011</i>
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(Must be signed by one of the key individuals identified in section 6)

Checklist (return with application form)

- Two copies of the application form have been included with original signature on both copies
- A cheque or money order for the non-refundable application fee has been included
- Section 12 has been completed and all relevant financial information has been included
- Section 15 has been completed for all key individuals