

AMENDMENT TO RENEWABLE ENERGY APPROVALNUMBER 2869-8VDRCV
Issue Date: January 15, 2015

Capital Power (PDN) L.P.
99 Summer Street, Suite 1000
Boston, Massachusetts
USA 02110

Site Location: Port Dover and Nanticoke Wind Project
Lot South Half of 21, Concession 3
County of Haldimand, Ontario

You are hereby notified that I have amended Approval No. 2869-8VDRCV issued on July 17, 2012 for a Class 4 Wind facility, as follows:

A. Definitions Nos. 1 and 11 of the Approval are deleted and replaced with the following:

1. "Acoustic Assessment Report" means the report included in the Application and entitled "Port Dover and Nanticoke Wind Project - Acoustic Assessment Report", dated November 14, 2014, prepared and signed by Sharon Schajnoha, Ben Coulson, and Gillian Redman, RWDI AIR Inc.; and
11. "Application" means the application for a Renewable Energy Approval dated March 2011, and signed by Sarah Palmer, Senior Environmental Advisor, Capital Power GP Holdings Inc. as general partner for and on behalf of Capital Power L.P., and all supporting documentation submitted with the application, including amended documentation submitted up to July 17, 2012; and as further amended by the application for an amendment to a Renewable Energy Approval dated September 20, 2012, and signed by Anthony Zlahtic, Director of Commercial Services, Capital Power GP Holdings Inc., and all supporting documentation submitted with the application up to December 21, 2012; and as further amended by the application for an amendment to a Renewable Energy Approval dated June 3, 2013, and signed by Jeff Sansom, Senior Environmental Advisor, Capital Power GP Holdings Inc., and all supporting documentation submitted with the application up to August 19, 2013; and as further amended by the application for an amendment to a Renewable Energy Approval dated August 22, 2014, and signed by Jeff Sansom, Senior Environmental Advisor, Capital Power (PDN) L.P., and all supporting documentation submitted with the application up to September 22, 2014; and as further amended by the application for an amendment to a Renewable Energy Approval dated January 29, 2014, and signed by Jeff Sansom, Senior Environmental Advisor, Capital Power (PDN) L.P., and all supporting documentation submitted with the application up to November 14, 2014;

B. Condition No. A9 is deleted.

C. Condition No. G1 is deleted and replaced with the following:

G1. The Company shall carry out an Acoustic Audit - Transformer Substation and shall submit to the District Manager and the Director an Acoustic Audit Report – Transformer Substation prepared by an Independent Acoustical Consultant no later than March 31, 2015.

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

SCHEDULE A

Facility Description

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

- (a) a total of fifty-eight (58) Vestas V90 1.8 MW VCSS wind turbine generators each rated at 1.8 megawatts generating output capacity with a total name plate capacity of 104.4 megawatts, designated as source ID Nos. T401 - T404, T406 - T414, T501 - T503, T505 - T507, T510, T511, T513, T514, T516 - T519, T521 - T525, T527 - T541, T543, T545 - T554 and T558, each with a hub height of 95 metres above grade, and sited at the locations shown in Schedule B; and
- (b) associated ancillary equipment, systems and technologies including one transformer substation, 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

Table B1: Coordinates of the Equipment are listed below in UTM, Z17-NAD83 projection:

Source ID	Sound Power Level (dBA)	Easting (m)	Northing (m)	Source description
T401	103.5	568,698	4,738,990	Vestas V90-1.8MW VCSS
T402	103.5	568,926	4,738,733	Vestas V90-1.8MW VCSS
T403	103.5	569,077	4,738,505	Vestas V90-1.8MW VCSS
T404	103.5	568,895	4,738,193	Vestas V90-1.8MW VCSS
T406	103.5	569,647	4,738,615	Vestas V90-1.8MW VCSS
T407	103.5	569,431	4,739,242	Vestas V90-1.8MW VCSS
T408	103.5	569,563	4,738,160	Vestas V90-1.8MW VCSS
T409	103.5	569,814	4,739,619	Vestas V90-1.8MW VCSS
T410	103.5	569,995	4,739,250	Vestas V90-1.8MW VCSS
T411	103.5	570,172	4,738,893	Vestas V90-1.8MW VCSS
T412	103.5	570,111	4,738,530	Vestas V90-1.8MW VCSS
T413	103.5	570,345	4,738,288	Vestas V90-1.8MW VCSS
T414	103.5	570,347	4,739,860	Vestas V90-1.8MW VCSS
T501	103.5	571,882	4,744,905	Vestas V90-1.8MW VCSS
T502	103.5	572,054	4,744,163	Vestas V90-1.8MW VCSS
T503	103.5	572,511	4,744,710	Vestas V90-1.8MW VCSS
T505	103.5	573,708	4,743,768	Vestas V90-1.8MW VCSS
T506	103.5	574,387	4,743,875	Vestas V90-1.8MW VCSS
T507	103.5	574,930	4,742,640	Vestas V90-1.8MW VCSS
T510	103.5	574,802	4,743,808	Vestas V90-1.8MW VCSS
T511	103.5	575,324	4,742,743	Vestas V90-1.8MW VCSS
T513	103.5	577,329	4,744,017	Vestas V90-1.8MW VCSS
T514	103.5	577,261	4,744,282	Vestas V90-1.8MW VCSS
T516	103.5	578,653	4,744,610	Vestas V90-1.8MW VCSS
T517	103.5	579,442	4,742,072	Vestas V90-1.8MW VCSS
T518	103.5	579,528	4,741,667	Vestas V90-1.8MW VCSS
T519	103.5	579,897	4,743,587	Vestas V90-1.8MW VCSS
T521	103.5	580,141	4,743,142	Vestas V90-1.8MW VCSS
T522	103.5	579,948	4,742,195	Vestas V90-1.8MW VCSS
T523	103.5	580,395	4,745,151	Vestas V90-1.8MW VCSS

SCHEDULE B (continued)

Source ID	Sound Power Level (dBA)	Easting (m)	Northing (m)	Source description
T524	103.5	580,850	4,740,726	Vestas V90-1.8MW VCSS
T525	103.5	580,425	4,742,237	Vestas V90-1.8MW VCSS
T527	103.5	580,845	4,740,069	Vestas V90-1.8MW VCSS
T528	103.5	580,924	4,742,063	Vestas V90-1.8MW VCSS
T529	103.5	580,960	4,745,244	Vestas V90-1.8MW VCSS
T530	103.5	581,146	4,740,457	Vestas V90-1.8MW VCSS
T531	103.5	581,225	4,740,766	Vestas V90-1.8MW VCSS
T532	103.5	581,259	4,739,957	Vestas V90-1.8MW VCSS
T533	103.5	581,277	4,745,145	Vestas V90-1.8MW VCSS
T534	103.5	581,699	4,743,973	Vestas V90-1.8MW VCSS
T535	103.5	581,714	4,740,972	Vestas V90-1.8MW VCSS
T536	103.5	581,857	4,743,740	Vestas V90-1.8MW VCSS
T537	103.5	582,020	4,740,794	Vestas V90-1.8MW VCSS
T538	103.5	582,260	4,744,187	Vestas V90-1.8MW VCSS
T539	103.5	582,753	4,742,483	Vestas V90-1.8MW VCSS
T540	103.5	583,577	4,744,367	Vestas V90-1.8MW VCSS
T541	103.5	583,795	4,745,820	Vestas V90-1.8MW VCSS
T543	103.5	584,273	4,742,681	Vestas V90-1.8MW VCSS
T546	103.5	584,917	4,742,909	Vestas V90-1.8MW VCSS
T547	103.5	584,896	4,744,176	Vestas V90-1.8MW VCSS
T548	103.5	584,767	4,743,168	Vestas V90-1.8MW VCSS
T549	103.5	585,207	4,743,227	Vestas V90-1.8MW VCSS
T550	103.5	585,310	4,744,492	Vestas V90-1.8MW VCSS
T551	103.5	585,331	4,743,737	Vestas V90-1.8MW VCSS
T552	103.5	585,480	4,744,274	Vestas V90-1.8MW VCSS
T553	103.5	585,719	4,743,350	Vestas V90-1.8MW VCSS
T554	103.5	585,946	4,741,936	Vestas V90-1.8MW VCSS
T558	103.5	582,339	4,740,661	Vestas V90-1.8MW VCSS
Tr101	95.3*	576,101	4,746,560	Transformer: 133 MVA

*Note: The Transformer Substation Sound Power Level values include the 5 decibel (dB) adjustment for tonality as prescribed in Publication NPC-104.

Table B2: Maximum Sound Power Spectrums (dBA and dB Lin) for the Transformer Substation

Transformer Substation (133 MVA, 250 kV)	Octave Band Centre Frequency (Hz)								
	63	125	250	500	1000	2000	4000	8000	Overall
Lw (dB A)	71.7	83.8	86.3	91.7	88.9	85.1	79.9	70.9	95.3
Lw (dB Lin)	97.9	99.9	94.9	94.9	88.9	83.9	78.9	71.9	103.7

Note: The Transformer Substation Sound Power Level values include the 5 decibel (dB) adjustment for tonality as prescribed in Publication NPC-104.

All other Terms and Conditions remain the same.

This Notice shall constitute part of the approval issued under Approval No. 2869-8VDRCV dated July 17, 2012.

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

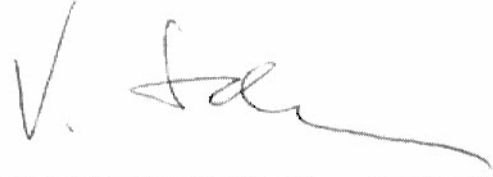
The Director
Section 47.5, *Environmental Protection Act*
Ministry of the Environment and Climate
Change
2 St. Clair Avenue West, Floor 12A
Toronto, Ontario
M4V 1L5

*** 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 15th day of January, 2015



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

YB/

c: District Manager, MOECC Hamilton - District
Jeff Sansom, Capital Power
Kara Hearne, Stantec Consulting Ltd.
Ben Coulson, RWDI