

**Ministry of
Natural Resources**

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**Ministère des
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July 19, 2012

SunEdison LLC.
945 Princess Street, Suite 252
Kingston, ON K7L 3N6

Attention: Mr. Simon Gill

Dear Mr. Gill,

RE : Addendum to Natural Heritage Assessment and Environmental Impact Study Reports, for the Kingston Gardiner TS Odessa Solar Energy Project.

In accordance with the Ministry of the Environment's (MOE's) Renewable Energy Approvals regulation (O.Reg.359/09), applicants are required to prepare a natural heritage assessment and environmental impact study using evaluation criteria or procedures established or accepted by the Ministry of Natural Resources (MNR). The regulation requires MNR to confirm that the natural heritage assessment and environmental impact study, including mitigation measures, were prepared using established procedures acceptable to MNR. The MNR's confirmation letter, along with other required project documentation, must be submitted to MOE as part of an application for a Renewable Energy Approval for consideration by MOE in making their Renewable Energy Approval decision.

The Ministry of Natural Resources (MNR) has reviewed the natural heritage assessment and environmental impact study Addendum Report submitted July 18, 2012, for the Kingston Gardiner TS Odessa Solar Energy Project, Part Lots Part Lots 21 & 22, Concession 4 of Loyalist Township, in the County of Lennox and Addington.

Upon reviewing the modifications to the project locations and the additional natural heritage assessment information received, the MNR is satisfied that the Natural Heritage Assessment and Environmental Impact Study along with the completed addendum report have appropriately considered the natural heritage features within, and within 120 meters of the updated project location.

In accordance with sections 28(2) and 38(2) (b) of the Renewable Energy Approvals regulation, MNR provides the following confirmations following review of the natural heritage assessment and natural heritage addendum reports:

1. The MNR confirms that the determination of the existence of natural features and the boundaries of natural features was made using applicable evaluation criteria or procedures established or accepted by MNR.
2. The MNR confirms that the site investigation and records review were conducted using applicable evaluation criteria or procedures established or accepted by MNR.
3. The MNR confirms that the evaluation of the significance or provincial significance of the natural features was conducted using applicable evaluation criteria or procedures established or accepted by MNR.
4. The MNR confirms that the project location is not in a provincial park or conservation reserve.
5. The MNR confirms that the environmental impact study report has been prepared in accordance with procedures established by the MNR.

MNR is providing this confirmation letter based on the review of the information provided in your natural heritage assessment reports. Applicants should be aware of the transition provisions under section 62 of the amended Renewable Energy Approvals regulation and fulfill natural heritage assessment requirements accordingly.

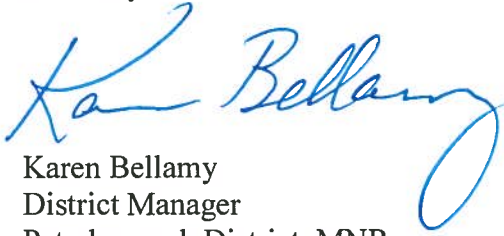
Where specific commitments have been made by the applicant in the natural heritage assessment with respect to project design, construction, rehabilitation, operation, mitigation, or monitoring, MNR expects that these commitments will be considered in MOE's Renewable Energy Approval decision and, if approved, be implemented by the applicant.

This confirmation letter is valid for the project as proposed in the natural heritage assessment and environmental impact study, including those sections describing the environmental effects monitoring plan and construction plan report. Should any changes be made to the proposed project that would alter the natural heritage assessment, MNR may need to undertake additional review of the natural heritage assessment.

In accordance with section 12(1) of the Renewable Energy Approvals Regulation, this letter must be included as part of your application submitted to the MOE for a Renewable Energy Approval.

If you wish to discuss any part of the confirmation or additional comments provided, please contact Eric R. Prevost, Renewable Energy Planning Ecologist, at (705) 755-3134.

Sincerely,



Karen Bellamy
District Manager
Peterborough District, MNR

cc. Narren Santos, Environmental Assessment and Approvals Branch, MOE
Dale Kristensen, Ecological Services Inc.