



Conservation

Environmental Stewardship Division
Environmental Assessment & Licensing Branch
123 Main Street, Suite 160
Winnipeg, Manitoba R3C 1A5
CANADA
www.gov.mb.ca/conservation/envapprovals
FAXED
Client File: 4976.00

December 19, 2007

Mr. Michael Griffin, P. Eng.
Manager, Regulatory Affairs
St. Leon Wind Energy GP for St. Leon Wind Energy LP
2845 Bristol Circle
Oakville, Ontario L6H 7H7

Dear Mr. Griffin:

Your Notice of Alteration, dated November 14, 2007, directed to Mr. Glenn Ritchie, Environment Officer, Manitoba Conservation, has been brought to my attention. I can advise that, on the basis of the information that has been provided, I consider the potential environmental effects resulting from the proposed alteration to be insignificant. Therefore, under Section 14(2) of The Environment Act, I hereby grant approval to implement the alteration. I have enclosed Environment Act Licence No. 2629 RRRR which replaces Environment Act Licence 2629 RRR. Licence No. 2629 RRRR includes reference to the Notice of Alteration, dated November 14, 2007 within the Licence preamble and rescinds Licence 2629 RRR under item A of the Review and Revocation section of the Licence.

In addition, revised Environment Act Licence No. 2629 RRRR deletes reference to noise nuisance. Specifically, reference to noise nuisance has been deleted from the Definition section and within the Respecting Operation section of previous Environment Act Licence No. 2629 RRR. Eliminating the reference to noise nuisance in revised Environment Act Licence No. 2629 RRRR is consistent with current environmental requirements and practices applied to wind farm developments licenced under The Manitoba Environment Act.

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Please be informed that all other applicable federal, provincial and municipal regulations and by-laws must be complied with in addition to the Revised Licence requirements.

For further information on the administration and application of Environment Licence No 2629 RRRR, please feel free to contact Glen Ritchie at (204) 325-1753.

Yours truly,



Tracey Braun, M. Sc.
Director
Environment Act

Enclosure

- c. B. Gillespie, Regional Director, Central Region, Conservation
Glenn Ritchie, Environment Officer
Millennium Public Library/Manitoba Eco-Network/South Central Regional Library
R. M.'s of Lorne and Pembina (as Registries) & Office Copy
Donald Harron, Tetres Consultants

NOTE: Confirmation of Receipt of this Revised Licence No. 2629 RRRR (by the Licencee only) is required by the Director of Approvals. Please acknowledge receipt by signing in the space provided below and faxing (letter only) a copy back to the Department by December 21, 2007.

On behalf of St. Leon Wind Energy Limited Partnership Date

****A COPY OF THE LICENCE MUST BE KEPT ON SITE AT THE DEVELOPMENT AT ALL TIMES****



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On behalf of St. Leon Wind Energy Limited Partnership Date

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LICENCE

Licence No. / Licence n° 2629 RRRR

Issue Date / Date de délivrance November 14, 2003

Revised : April 5, 2004
Revised : January 11, 2005
Revised : May 13, 2005
Revised : December 19, 2007

In accordance with The Environment Act (C.C.S.M. c. E125) /
Conformément à la Loi sur l'environnement (C.P.L.M. c. E125)

Pursuant to Section 11(1) and 14(2) / Conformément au Paragraphe 11(1) and 14(2)

THIS LICENCE IS ISSUED TO : / CETTE LICENCE EST DONNÉE À :

ST. LEON WIND ENERGY LIMITED PARTNERSHIP; "the Licencee"

for the construction, operation and maintenance of the Development known as the St. Leon Wind Energy Project being a commercial wind energy facility with an annual average electrical output equal to or less than 99 megawatts. The Development involves the installation of wind-turbine generators, access roads, a collector substation, and an operations and maintenance building within the project area located near St. Leon, Manitoba in accordance with the Proposal and Environmental Impact Assessment filed under The Environment Act, dated September 22, 2003 and the Notices of Alteration, dated March 8, 2004, December 23, 2004, May 10, 2005 and November 14, 2007, respectively, and subject to the following specifications, limits, terms and conditions:

DEFINITIONS

In this Licence:

“**affected area**” means a geographical area, excluding the property of the Development;

“**Director**” means an employee of the department appointed as such by the Minister;

“**Environment Officer**” means an employee of the department appointed as such by the Minister;

“**noise**” means unwanted or undesirable sound;

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“point of reception” is any point on the premises of a person where sound originating from other than those premises is received; and

“wetland or wetlands” means those areas where the water table is at or above the land surface for a long enough period each year to make the area capable of supporting aquatic or hydrophilic vegetation, and which have soils with characteristics indicative of wet conditions.

GENERAL TERMS AND CONDITIONS

This Section of the Licence contains requirements intended to provide guidance to the Licencee in implementing practices to ensure that the environment is maintained in such a manner as to sustain a high quality of life, including social and economic development, recreation and leisure for present and future Manitobans.

1. The Licencee shall site wind turbine generators throughout the Development in consideration of the *Provincial Guidelines for Sound Pollution, Environmental Sound Objectives, Schedule A* and any local by-law respecting the siting of wind turbine generators.
2. The Licencee shall locate fuel storage and equipment servicing areas established for the construction and operation of the Development a minimum distance of 100 meters from any waterbody, and operate the fuel storage areas in compliance with the requirements of *Manitoba Regulation 188/2001* respecting *Storage and Handling of Petroleum Products and Allied Products*.
3. The Licencee shall, at all times during the construction of the Development, have materials available at the construction sites to contain and recover spills of fuel and other fluids associated with construction machinery.
4. The Licencee shall ensure that non-reusable demolition and construction debris from the Development is disposed of at a waste disposal ground operating under the authority of a permit pursuant to the *Waste Disposal Ground Regulation, MR 150/91*, or a Licence pursuant to The Environment Act.
5. The Licencee shall, during construction, dispose of all sewage and septage from on-site sanitary facilities in accordance with the *Onsite Wastewater Management Systems Regulation, MR 83/2003*.
6. The Licencee shall, during construction and operation of the Development, report spills of fuels or other contaminants to an Environment Officer in accordance with the requirements of *Manitoba Regulation 439/87* respecting *Environmental Accident Reporting*. Any reportable spills shall be reported immediately to Manitoba Conservation’s Accident Reporting Line at 204-944-4888.

7. The Licencee shall, during construction, adhere to the general recommendations on design, construction and maintenance of stream crossings as specified in the Manitoba Department of Conservation guidelines titled *Manitoba Stream Crossing Guidelines for the Protection of Fish and Fish Habitat, 1996*.

SPECIFICATIONS, LIMITS, TERMS AND CONDITIONS

Respecting Pre-Construction

8. The Licencee shall, prior to construction, provide a copy of this Licence to the contractor and subcontractor(s) involved in the Development.
9. The Licencee shall, prior to construction start-up, retain a qualified on-site environmental inspector to ensure that impacts to wildlife and vegetation from the construction of the Development are avoided.
10. The Licencee shall, once specific locations of the wind generator structures are identified and prior to the construction, consult with the Historic Resources Branch, Manitoba Department of Culture, Heritage and Tourism to arrange for a Heritage Resource Impact Assessment of the Development property.
11. The Licencee shall, prior to the commencement of construction activities related to the Development, prepare a St. Leon Wind Energy Project Environmental Protection Plan (EPP). The EPP shall describe the integrated approach to be used by the Licencee to monitor the effects of construction activities and related environmental conditions both during and after construction to ensure that mitigative measures are applied systematically and in a manner consistent with the commitments made in the *St. Leon Wind Energy Project Environmental Impact Assessment, September 2003*. The Plan shall also:
 - a) provide information requested by the Federal Departments responsible for administering the Fisheries Act and the Migratory Birds Convention Act;
 - b) describe methods to be used to document bird use in the project area during the construction period; and
 - c) describe the methods to be used to evaluate disturbances to birds and their habitat during development operation.
12. The Licencee shall, prior to construction, consult with the Manitoba Conservation Wildlife staff and the onsite environmental inspector on the extent of need for site specific impact management practices.

Respecting Construction

13. The Licencee shall separate and replace topsoil from backhoe and trenching operations in accordance with the methodology described in Figures 1, 2 and 3 attached to this Licence. This requirement is not applicable where the topsoil has been previously disturbed due to the construction of roads or drains.
14. The Licencee shall, during construction, avoid clearing, compacting, grading or filling any agricultural lands, yard sites and natural habitat areas including wetlands, woodlands and grasslands which are not required for the Development. All construction related traffic shall be restricted to the access roads and marshalling yards throughout the Development.
15. The Licencee shall, during construction activities near wetland areas throughout the Development:
 - a) locate any temporary marshalling yards and storage sites required for the Development a minimum distance of 100 meters from any wetland or watercourse;
 - b) avoid construction activities on native grasslands, wetlands, lake or pond edges between April 15 and July 30 of each construction year; and
 - c) avoid altering surface drainage patterns and wetland water levels.
16. The Licencee shall, during construction, undertake temporary erosion control measures to reduce siltation from erosion prone areas. Erosion prone areas shall be monitored following construction to ensure stabilization procedures are effective.
17. The Licencee shall obtain water required for dust control during construction from a source other than waste water treatment facilities.
18. The Licencee shall, at the completion of the construction of the Development, landscape and vegetate erosion prone areas disturbed during the construction with native plant species and cultivars.

Respecting Operation


19. The Licencee shall carry out any noise monitoring required by an Environment Officer at the point of reception.

Respecting Alterations to the Development

20. The Licencee shall obtain approval from the Director for any proposed alteration to the Development before proceeding with the alteration.

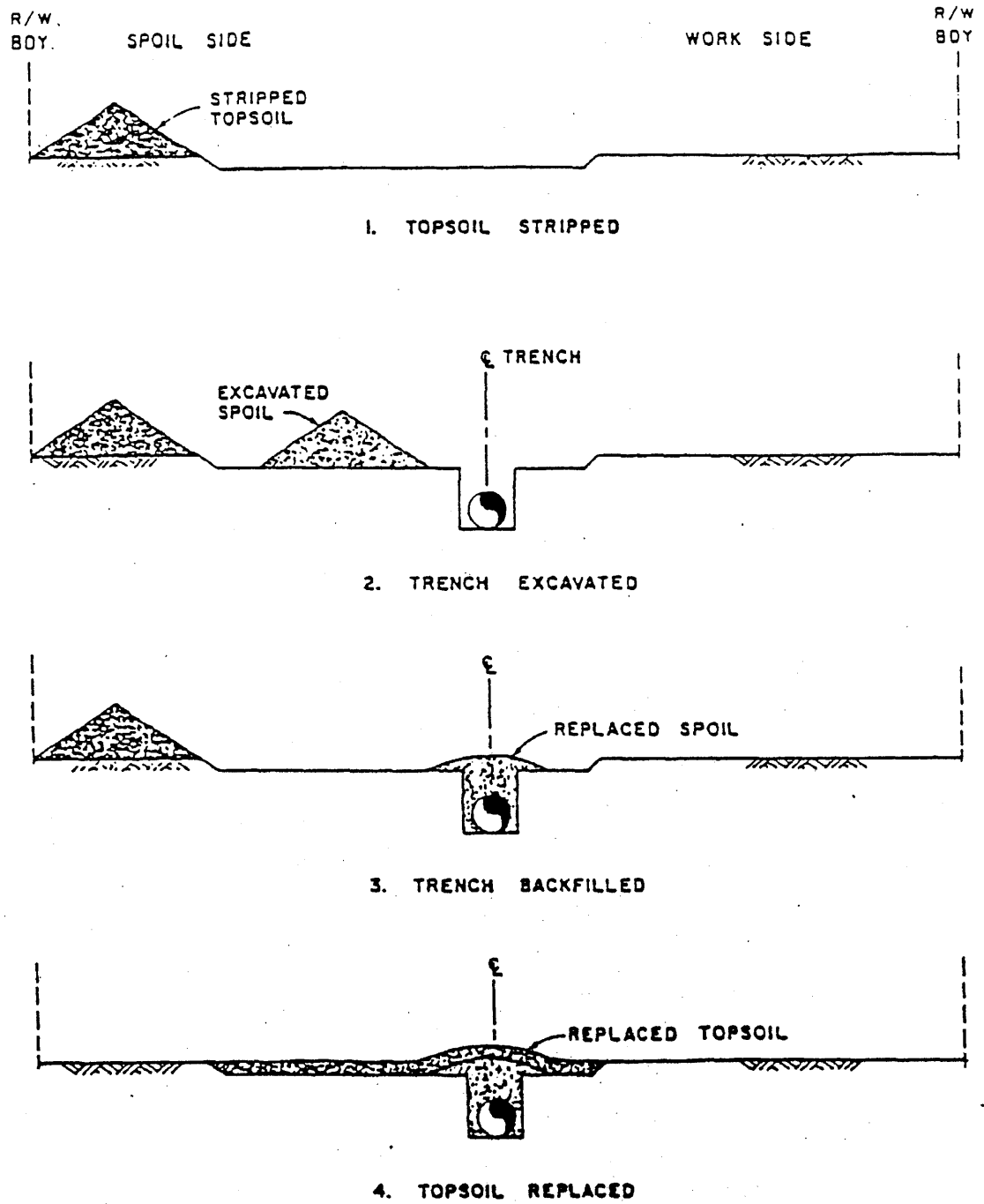
REVIEW AND REVOCATION

- A. Environment Act Licence No. 2629 RRR is hereby rescinded.
- B. If, in the opinion of the Director, the Licencee has exceeded or is exceeding or has or is failing to meet the specifications, limits, terms, or conditions set out in this Licence, the Director may, temporarily or permanently, revoke this Licence.
- C. If, in the opinion of the Director, new evidence warrants a change in the specifications, limits, terms or conditions of this Licence, the Director may require the filing of a new proposal pursuant to Section 11 of The Environment Act.
- D. If the construction of the Development has not commenced within three years of the date of this Licence, the Licence is revoked.



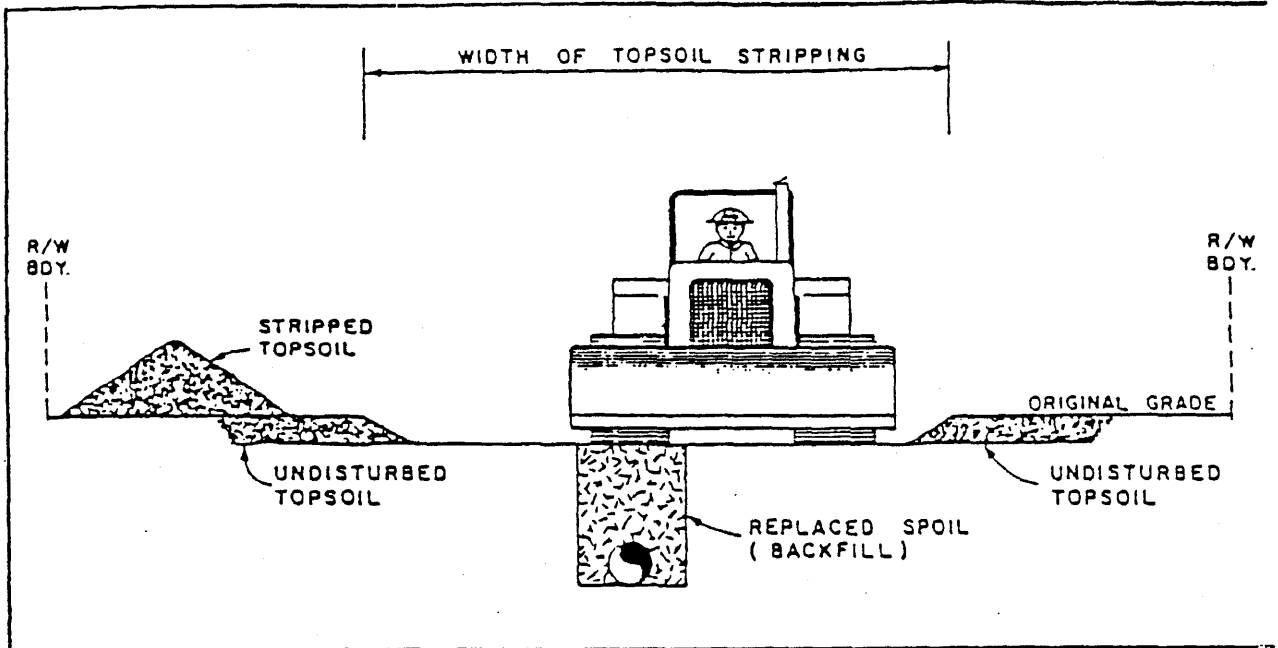
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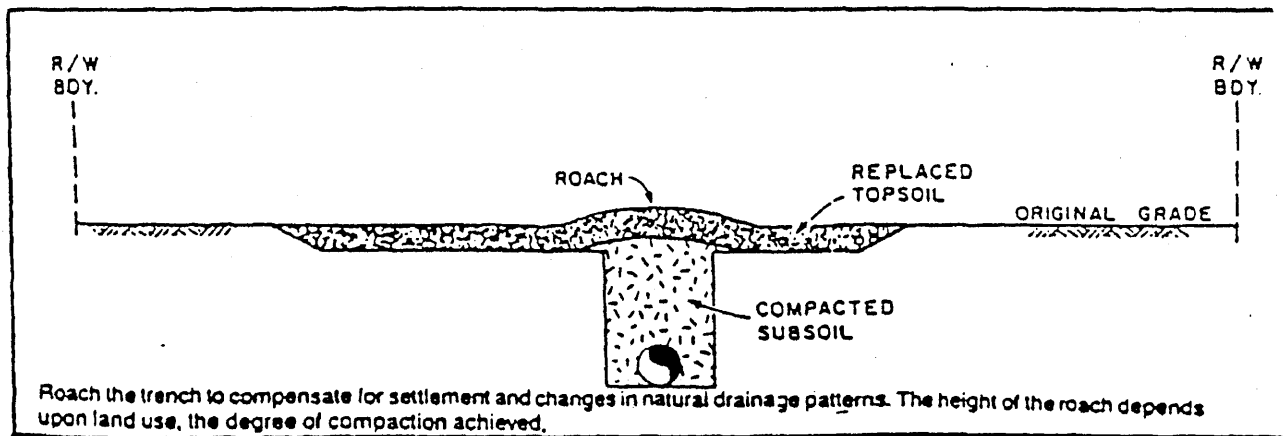
SEQUENCE OF TOPSOIL HANDLING

Figure 1.



COMPACTION OF BACKFILL

Figure 2



ROACHING THE TRENCH

Figure 3