Electricity

Application form for the issue of an Electricity Generation Licence – from 5MW and above

by the Essential Services Commission of SA under the *Electricity Act 1996*

April 2021

OFFICIAL

Enquiries concerning this form should be addressed to:

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The Essential Services Commission is an independent statutory authority with functions in a range of essential services including water, sewerage, electricity, gas, rail and maritime services, and has a general advisory function on economic matters. For more information, please visit www.escosa.sa.gov.au.

Table of contents

Glossary of terms iii
Licence requirements and conditions 1
Generation operations which require a licence 1
Mandatory licence conditions 2
Additional technical licence conditions 2
Variation of licence conditions 2
Annual licence fees 3
How to apply for a generation licence 3
Use of this form and applicant's responsibilities 3
Application fees 4
How to lodge an application 4
Consultation and confidentiality 4
Further information 4
Licence application form 5
1 The Applicant 5
1.1 Identity of applicant 5
1.2 Legal identity of applicant 5
1.3 Address and contact details of applicant 5
1.4 Contact person on behalf of applicant 6
1.5 Contact person for compliance matters and reporting 6
1.6 Contact person for licence fees 7
1.7 Diagram of corporate or other structure 7
2 The Licence 10
2.1 Date from which licence is sought 10
2.2 Nature and scope of operations for which licence is sought 10
2.3 Licensing of electricity entities 11
3 Suitability of applicant to hold a licence 11
3.1 Standard of honesty and integrity shown by applicant 11
3.2 Standard of honesty and integrity shown by officers and major shareholders of Applicant 12
3.3 Names and addresses of the officers of applicant 12
3.4 Names and addresses of major shareholders of applicant 13
3.5 Details of the group members 13
3.6 Additional information 13
3.7 Financial resources available to the applicant 14
3.8 Additional details of structure of applicant 15

3.9 Human resources available to the applicant 15
3.10 Technical resources available to the applicant 16
3.11 Quality of electricity produced/connection agreement 16
3.12 Risk management 17
3.13 Development Act approval 18
3.14 Registration with Australian Energy Market Operator (AEMO) 18
3.15 Licences held by the applicant in other Australian jurisdictions. 18
3.16 Previous unsuccessful licence applications in other Australian jurisdictions 19
3.17 Licences held by associates of the applicant 19
3.18 Compliance plans 19
3.19 Additional information 21
4 Factors specified in the *Essential Services Commission Act 2002* 22
5 Declaration 23
Attachment 1 24
2017 model licence conditions for new generators 24
1 Interpretation of this schedule 24
2 Disturbance ride through capability 24
3 System strength 24
4 System restoration 24
Appendix A – Site Layout 26

Glossary of terms

Commission	Essential Services Commission, established under the *Essential Services Commission Act 2002*
ESC Act	*Essential Services Commission Act 2002*
Treasurer	Treasurer for the South Australian Government
Minister	Minister for Energy and Mining
Regulator	Technical Regulator

Licence requirements and conditions

It is essential that licence applicants read the Essential Services Commission's (**Commission**) Advisory Bulletin No 4 – *"Licensing Arrangements for the Electricity and Gas Supply Industries"* before they fill out this form. This Bulletin is available on the Commission website www.escosa.sa.gov.au under electricity/licensing.

Generation operations which require a licence

Section 15(2)(a) of the *Electricity Act 1996* (***Electricity Act***)[1] is explicit in that it requires a person that carries on the operation of the generation of electricity to hold a licence. This requirement applies to all generators with the exception of a generator that can rely on:

- one of the statutory exemptions specified in the Electricity (General) Regulations 1997 (**Regulations**) outlined below
- an individual exemption issued by the Commission (with the approval of the Minister) pursuant to section 80(1) of the *Electricity Act*, or
- an exemption made by Governor under a regulation pursuant to section 98(2)(e) of the *Electricity Act*.

Pursuant to Regulations 6(1) and (2), the following generators are exempt from the requirement to hold a generation licence:

- a generator whose generating plant has a rated nameplate output of 100kVA or less
- a generator that does not supply electricity for reward to or by means of a transmission or distribution network
- a generator that generates electricity for the sole consumption of that generator or a designated body (such bodies must be designated by the Minister[2]), or
- a generator that generates electricity for a person at a premises occupied or used by the person as a tenant or licensee (whether directly or indirectly) of the generator (or a designated body) where that person is not charged for the supply of electricity except by a licensed retailer/generator or as an unspecified part of rent or charges for the occupation or use of the premises.

It is important for generators (or proposed generators) to carefully consider whether they can rely on a statutory exemption from the requirement to be licensed. If the reliance on a statutory exemption is queried by the Commission, the onus to provide evidence that a particular exemption can be relied upon is on the relevant generator.

In addition, in the event that the operations of a generator change so that it can no longer rely on one of the three exemptions specified above, it will need to apply to the Commission for a generation licence immediately in order to continue those operations.

[1] Available at https://www.legislation.sa.gov.au/LZ/C/A/ELECTRICITY%20ACT%201996.aspx

[2] To date, the Minister for Energy and Mining has not designated any bodies for the purposes of Regulations 6(1).

Mandatory licence conditions

Sections 21(1) and 22 of the *Electricity Act* requires the Commission to place certain mandatory conditions in generation licences. The Commission strongly recommends that applicants review these mandatory conditions. Applicants must be familiar with the relevant conditions and confident that they can comply with the conditions.

Additional technical licence conditions

Additional technical licence conditions apply to all new electricity generators seeking to connect to the South Australian power system. Applicants for a generation licence should familiarise themselves with the Commission's licensing arrangements for generators in South Australia final report, available on the Commissions website.[3]

Model licence conditions have been developed and are available in Attachment 1. The model conditions will be applicable to all new applications, having regard to advice from the Australian Energy Market Operator (**AEMO**) on the specific circumstances of individual applications received.

Depending on the specific characteristics of a given generation project, the model conditions may be varied to the degree necessary to ensure that South Australian consumers' long-term interests with respect to the price, quality and reliability of electricity services are protected.

Variation of licence conditions

As part of the Commission's licensing function, it has the power to vary (or add to) conditions that are imposed on a licence it has issued. Specifically, under section 27 of the *Electricity Act*, the Commission has the power to vary a licence at any time, subject to statutory procedural requirements, including providing a licensee with reasonable notice of a proposed variation and allowing it the opportunity to make representations on that variation.

There is a broad range of factors that might be potential 'triggers' for the Commission to consider varying a licence, or adding new conditions. These include factors both external and internal to a licensee, and may include (without limitation):

- material changes in market operations, outcomes or structures
- changes to applicable national or State legislation, rules or policy
- the findings of a formal inquiry undertaken by the Commission
- substantive changes to operations which would have a genuine connection to or impact on the operations authorised under a licence
- an application by a licensee to vary its licence (for example, to add new generation plant or equipment or increase the capacity of existing generation plant), and
- evidence of upgrades or material changes to a licensee's business or operational practices relating to the generation plant and equipment authorised under a licence.

In considering a potential licence variation, the Commission must consider the factors specified in section 6 of the *Essential Services Commission Act 2002* (***ESC Act***) (which sets out the Commission's primary statutory objective and other relevant considerations), the objects of the *Electricity Act* (as set out in section 3 of that Act). It will also be informed by any information submitted by a licensee

[3] Refer: https://www.escosa.sa.gov.au/projects-and-publications/projects/electricity/licensing-arrangements-for-generators-in-south-australia

to which the variation may apply, through public consultation and by engagement with regulatory agencies involved in the electricity supply industry.

Annual licence fees

Holding a licence incurs annual licence fees. The Commission administers the licence fees determined by the Minister for Energy and Mining. At annual intervals, the Commission, on behalf of the Minister, will send to each licensee, depending on the category within the sector, an invoice for the licence fee. Licence fees are to be paid on receipt of an invoice via one of the payment options set out in the invoice.

The initial licence will not be issued until the first annual licence fee (or approved licence fee instalment) has been paid.

How to apply for a generation licence

This form is to be completed by persons making application to the Commission for the issue of a licence to authorise electricity generation operations in the electricity supply industry in South Australia.

The Commission can also consider joint applications from two or more persons who wish to hold a licence jointly. Persons making joint applications must ensure that each of the applicants completes a separate application form, together with a covering letter explaining that the application is for a licence to be jointly held.

Section 16(1)(a) of the *Electricity Act* provides that an application for the issue of a licence must be made to the Commission in a form approved by the Commission. This is the form approved by the Commission.

Use of this form and applicant's responsibilities

An application for a licence may be made by any legal person including, without limitation, individuals, partnerships, incorporated associations, unit and other forms of trusts and corporations. Entities that are not a legal person (for example, an unincorporated joint venture) cannot apply for a licence.

For the purpose of this application form, reference to the term "officer" include the applicant's directors and secretary, and other persons who make or participate in making decisions that affect a substantial part of the business of the applicant (e.g. Chief Executive Officer, Chief Financial Officer, General Manager etc.).

Applicants should list the information requested in the spaces provided in this form and enclose additional information when required. Applicants must take all reasonable steps to ensure the information provided in the application form is complete, true and correct and are required to make a declaration to that effect in the application form. Failure to disclose information or misrepresent any matter relevant to such information may result in a licence not being issued or in the suspension or cancellation of a licence at a later time.

Applicants are responsible for providing the Commission with current, accurate and relevant documentation. This will ensure that the application is processed promptly and without delay. All applications are assessed on a case-by-case basis. If insufficient information is provided with an application, the Commission will request additional information to be submitted before the application is considered further.

Application fees

Applicants should note they will be required to pay an application fee (presently set by the Minister for Energy and Mining at $1,000 per licence).

Holding a licence incurs annual licence fees[4]. The Commission administers the licence fees determined by the Minister for Energy and Mining. At annual intervals, the Commission, on behalf of the Minister, will send to each licensee, depending on the category within the sector, an invoice for the licence fee. Licence fees are to be paid on receipt of an invoice via one of the payment options set out in the invoice.

The initial licence will not be issued until the first annual licence fee (or approved licence fee instalment) has been paid.

How to lodge an application

Applicants may send their completed application form electronically (preferred) or in writing to:

Electronically to: licensing@escosa.sa.gov.au

In writing to: Essential Services Commission of SA
GPO Box 2605
Adelaide SA 5001

Consultation and confidentiality

The Commission will consult with relevant government, industry and consumer groups in the conduct of its licensing functions through a public consultation process. Consequently, applications and/or supporting information will be made available on the Commission's website and in hard copy from the Commission's office for this purpose.

If applicants believe that they are providing confidential information when completing this form, they should write, "this information is confidential" after any such information. It is the applicant's responsibility to ensure this is clearly highlighted on the form. Applicants should also provide a 'non-confidential' version of the form capable of publication on the Commission's website.

The Commission will use information supplied in applications and in support of applications in accordance with the requirements of Part 5 of the *ESC Act*. Applicants claiming confidentiality are encourage to familiarise themselves with Part 5. Applicants should note that the Commission may disclose confidential information in some circumstances.

Further information

Applicants should note that the Commission may ask applicants who have submitted an application form to provide further information to the Commission, or to clarify the information that they have already provided if required.

Please note that, in the event that an application lacks sufficient detail and the Commission is required to request additional information from an applicant, delays in the assessment of the application may occur.

[4] Available at https://www.escosa.sa.gov.au/industry/electricity/licensing/licence-fees

Licence application form

1 The Applicant

(Applicants must answer all questions in this section)

1.1 Identity of applicant

State the full name of the applicant. The applicant is the person who will be undertaking the electricity generation operations that will be the subject of the licence. Joint applicants should each complete an application form, and submit their application forms at the same time, with a covering letter explaining that a joint application is being made.

Name: Goyder Wind Farm 1 Pty Ltd (ACN 643 229 869) as trustee for the Goyder Wind Farm 1 Trust.....

1.2 Legal identity of applicant

Provide information about the applicant, (i.e. whether the applicant is a natural person, private limited company or partnership, etc). If the applicant is a body corporate, please also state the jurisdiction in which the applicant is registered, and the applicant's ABN/ACN.

Goyder Wind Farm 1 Pty Ltd (ACN: 643 229 869), as trustee for the Goyder Wind Farm 1 Trust, is a special purpose vehicle proprietary company limited by shares and registered in Victoria. Its registered address:

NEOEN AUSTRALIA PTY. LTD.

Level 21, 570 George Street

Sydney NSW 2000

Goyder Wind Farm 1 Pty Ltd is a wholly owned (indirect) subsidiary of Neoen SA. For clarity, kindly refer to the corporate structure diagram provided in Section 1.7.

1.3 Address and contact details of applicant

Business address: Level 21, 570 George Street, Sydney .....

.....

State: New South Wales..... Post code: 2000 .....

Postal address (if different to business address):

N/A .....

State: N/A..... Post code: N/A.....

Telephone: [redacted]..... Facsimile: N/A .....

E-mail: [redacted].....

1.4 Contact person on behalf of applicant

The full name, title and contact details of a person to whom the Commission can direct enquiries and correspondence about the application.

Full name: Thomas Daly

Title: Project Manager

Business address: Level 21, 570 George Street, Sydney

State: New South Wales Post code: 2000

Postal address (if different to business address):

N/A

State: N/A Post code: N/A

Telephone: [redacted] Facsimile: N/A

E-mail: [redacted]

1.5 Contact person for compliance matters and reporting

The full name and/or title of the person to whom the Commission can direct enquiries and correspondence about compliance matters and annual reporting responsibilities.

Full name: Nigel Hicks

Title: Asset Manager

Business address: Level 21, 570 George Street, Sydney

State: New South Wales Post code: 2000

Postal address (if different to Business address):

N/A

State: N/A Post code: N/A

Telephone: [redacted] Facsimile: N/A

E-mail: [redacted]

1.6 Contact person for licence fees

The full name and/or title of the person to whom the Commission can direct enquiries and correspondence about licence fees.

Full name: Nigel Hicks

Title: Asset Manager

Business address: Level 21, 570 George Street, Sydney

State: New South Wales Post code: 2000

Postal address (if different to business address):

N/A

State: N/A Post code: N/A

Telephone: [redacted] Facsimile: N/A

E-mail: [redacted]

1.7 Diagram of corporate or other structure

Please attach with this application form details of the corporate or other structure, including details of any related companies within the meaning of the *Corporations Act 2001* (***Corporations Act***); and a diagram of the organisational chart, including composition of the board, management and other key personnel responsible for the key functions of the business.

Figure 1 describes the current corporate structure of the Applicant. Goyder Wind Farm 1 Pty Ltd is a wholly owned (indirect) subsidiary of Neoen SA.

The organisational structure of the Applicant showing all related Australian companies is attached. The board members and other key personnel of the Applicant are as follows:

Louis De Sambucy Director of the Applicant and Managing Director of Neoen Australia Pty Ltd (ACN 160 905 706)

Based in Sydney, Louis de Sambucy is an experienced Managing Director with a demonstrated history of developing new business ventures, notably in the renewables and environment industry. Prior to joining Neoen Australia in 2019, Louis has had a wealth of experience gained in strategic consulting and in the building materials industry both in business development and P&L management positions in Europe & Northern Africa. Throughout his career, Louis has developed a strong expertise in leading complex negotiations and managing large scale development projects. Louis has obtained an Engineering Degree from Ecole Polytechnique and a Master of Science in Management Science & Engineering from Stanford University

Romain Desrousseaux Director of the Applicant and Deputy CEO of Neoen SA

Based in Paris, Romain started his career at Neuf Telecom where he managed the company's investment program in high speed internet and then led the company's restructuring following its merger with Cegetel. In 2008, he joined Louis Dreyfus Commodities, first as deputy IT director and after 2 years became the COO of its Middle East & Africa operations. In January 2013, Romain joined Neoen SA as the General Manager of Neoen International in order to drive the development of projects outside of France. Romain graduated from Ecole Normale Supérieure.

Yves-Eric Francois Director of the Applicant and CFO of Neoen Australia Pty Ltd (ACN 160 905 706)

Based in Sydney, Yves-Eric joined Neoen Australia in 2020, bringing nearly 20 years of experience—first in investment banking (in London and Paris) before joining Eiffage, a French civil engineering construction company, holding CFO positions covering activities in Europe, Africa and the Americas across the Concessions sector in charge of investing into and managing equity stakes in social and transportation infrastructure, and then across the contracting and engineering business before being promoted CFO of Eiffage Infrastructures, Eiffage's largest division.

Laurent Francisci Operations Director of Neoen Australia Pty Ltd (ACN 160 905 706)

Based in Sydney, Laurent is a dual Australian and French citizen and has acquired strong general management skills and experience in the Infrastructure Sector over the past 23 years. This was achieved by driving multi-million dollar Bids, Projects and Business Units within the Degremont group (Water Treatment, now Suez) and LDCOM (Telecommunications, which became Neuf Cegetel).

Laurent managed Business Units and Projects involving multi-disciplinary mix of Civil, Building, Mechanical and Electrical. Water schemes, telecom infrastructure and associated power lines, pipe lines, tunnels & marine-works were the core challenges managed under various contractual schemes: PPPs, Alliances, integrated or non-integrated joint-ventures, or as a main Contractor.

Laurent holds a MSc (Civil Eng) from ESTP (Paris) and an MBA from Macquarie University (MGSM, Sydney).

2 The Licence

(Applicants must answer all questions in this section)

2.1 Date from which licence is sought

Applicants should usually allow the Commission a minimum of 16 weeks to consider an application, as a public consultation period of at least four weeks forms part of the Commission's consideration of licence applications. If the applicant seeks to have the licence issued by a certain date, provide this date. Please note that the Commission does not undertake to issue the licence by this date.

The Applicant seeks to finalise its Transmission Connection Agreement (TCA) with ElectraNet by the end of September 2022 of which this licence will form a condition precedent. Therefore, the Applicant asks that the licence is granted as soon as possible.

2.2 Nature and scope of operations for which licence is sought

Applicants for a generation licence must state the location of the generation plant, the expected nameplate capacity of the generation plant, the type of generation and fuel used and some details about how the generator is to be connected to the network. Applicants for a wind generation licence must attach a map showing the location of the wind turbines.

The Goyder Renewables Zone (the "**Development**") consists of a significant development comprising planned stages of wind, solar and battery installations located some 20km south of Burra in the mid-north region of South Australia.

'Notice to Proceed', for what is known as Stage 1 of the Development consisting of 75 x 5.5MW GE turbines split into two electrically separate projects notionally referred to as:

(a) Stage 1A (38 turbines with nameplate capacity of 209 MW to be owned and operated by Goyder Wind Farm 1 Pty Ltd (ACN 643 229 869) as trustee for the Goyder Wind Farm 1 Trust ("**Generator 1A**")); and

(b) Stage 1B (37 turbines with nameplate capacity of 203.5 MW to be owned and operated by Goyder Wind Farm 1B Pty Ltd (ACN 649 965 944) as trustee for the Goyder Wind Farm 1B Trust ("**Generator 1B**")),

was issued to the EPC construction contractor for the Development in December 2021. Note that the capacity registered with AEMO for Generator 1A is to be 201MW and for Generator 1B is to be 196 MW.

The Development will be connected to ElectraNet's 275 kV transmission network via a dedicated non-regulated 33km double circuit overhead transmission line from the wind farm collector substation (known as the "Goyder Wind Farm Substation") to ElectraNet's existing Robertstown Substation. This overhead transmission line and part of the associated Goyder Wind Farm Substation infrastructure will be owned and operated by Goyder Wind Farm Common Asset Pty Ltd which is subject to a separate licence exemption request.

For clarity, it is noted that the assets located at the Goyder Wind Farm Substation on Generator 1A and Generator 1B's side of the disconnector located on the high voltage side of each separate, dedicated 33/275kV transformer will be owned and operated by Generator 1A and Generator 1B respectively.

This application is relevant to the project within the Development known as Stage 1A. A separate application will be made for project within the Development known as Stage 1B.

Please refer to Appendix A for a map of the Development.

2.3 Licensing of electricity entities

Does the applicant for a generation licence supply electricity for reward or by means of a transmission or distribution network?

Yes. The Applicant will operate Stage 1A within the National Electricity Market with access provided by ElectraNet as the Transmission Network Service Provider in the region.

3 Suitability of applicant to hold a licence

(Applicants must answer all questions in this section)

3.1 Standard of honesty and integrity shown by applicant

In deciding whether the applicant is a suitable person to hold a licence, the Commission may:

- consider the applicant's previous commercial and other dealings, and
- the standard of honesty and integrity shown in those dealings.

Please provide information that will assist the Commission in its consideration of this matter. If the applicant:

- has been found guilty of any criminal offence
- has been successfully prosecuted under any Territory, State or Commonwealth legislation (such as the *Australian Securities and Investments Commission Act 2001* or the *Competition and Consumer Act 2010)*
- has been the subject of disciplinary action, or
- has been the subject of any past of present administrative or legal actions in relation to an authorisation, authority, or licence in any industry,

Details of such matters must be disclosed. Failure to disclose such information or misrepresent any matter relevant to such information may result in the cancellation of a licence.

The Commission may use the service of an external expert to assist with the assessment of the applicant's standard of honesty and integrity.

The Applicant is a "Special Purpose Vehicle" dedicated to the Construction, Operation and Maintenance for the Applicant's Project Assets (as defined in section 2.2 above).

The Applicant has not been:

(a) found guilty of any criminal offence;

(b) successfully prosecuted under any Territory, State or Commonwealth legislation (such as the Australian Securities and Investments Commission Act 2001 or the Competition and Consumer Act 2010); or

(c) the subject of disciplinary action; or

(d) the subject of any past of present administrative or legal actions in relation to an authorisation, authority, or licence in any industry.

3.2 Standard of honesty and integrity shown by officers and major shareholders of Applicant

Applicants should address responses to this question in the same manner as 3.1 above except here it relates to officers and major shareholders of the applicant.

Please also supply details of any policies and procedures addressing the probity and competence of officers and other key management staff.

To the best of the Applicant's knowledge having made due and reasonable enquiry, neither the officers listed in section 3.3 below, nor the shareholders of the Applicant (inclusive of Neoen SA and Neoen International SAS) have been:

(a) found guilty of any criminal offence;

(b) successfully prosecuted under any Territory, State or Commonwealth legislation (such as the Australian Securities and Investments Commission Act 2001 or the Competition and Consumer Act 2010); or

(c) the subject of disciplinary action; or

(d) the subject of any past of present administrative or legal actions in relation to an authorisation, authority, or licence in any industry.

The Applicant, through the proposed structure, has demonstrated competence in managing a generation business.

The Neoen group has an established code of conduct and policies and procedures applicable to directors, managers and employees. Financial and other information in relation to Neoen SA is publicly available and can be accessed at: https://neoen.com/en/investors/#publications

3.3 Names and addresses of the officers of applicant

State the names and addresses of the officers of the applicant. "officers" of the applicant include the applicant's directors and secretary, and other persons who make or participate in making decisions that affect a substantial part of the business of the applicant.

Full name: Louis Edouard Marie Agnes DE SAMBUCY DE SORGUE .....

Date of birth: 6 September 1977 ..... Office held: Director .....

Address:

C/- Neoen Australia Pty Ltd, Level 21, 570 George Street, Sydney .....

State: NSW ..... Post code: 2000 .....

Full name: Romain Camille Clement Desrousseaux .....

Date of birth: 3 November 1975 ..... Office held: Director .....

Address:

C/- Neoen Australia Pty Ltd, Level 21, 570 George Street, Sydney .....

State: NSW ..... Post code: 2000 .....

Full name: Yves-Eric Henri Xavier Francois

Date of birth: 28 August 1979 Office held: Director

Address:

C/- Neoen Australia Pty Ltd, Level 21, 570 George Street, Sydney

State: NSW Post code: 2000

3.4 Names and addresses of major shareholders of applicant

State the full names and addresses of the major shareholders of the applicant

Name: Goyder Wind Farm 1 HoldCo Pty Ltd (ACN 643b229 565)

Date of birth (if applicable): Office held (if applicable):

Address:

C/- Neoen Australia Pty Ltd, Level 21, 570 George Street, Sydney

State: NSW Post code: 2000

3.5 Details of the group members

This is information about entities controlled by the applicant, or by the ultimate parent entity of the applicant (if applicable).

Section 1.7 contains a diagram of the entities which ultimately control the Applicant and the entities which will own and operate the wind farms.

Goyder Wind Farm 1 Pty Ltd is registered in Victoria, Australia. Audited financial statements are consolidated at group level for the economic entity comprising Neoen SA and its subsidiaries.

We refer to the organisational structure of the Applicant showing all related Australian companies attached. Financial and other information in relation to Neoen SA is publicly available and can be accessed at: https://neoen.com/en/investors/

3.6 Additional information

Please answer the following questions.

Is the applicant a resident of, or does it have permanent establishment in, Australia? Where the answer to this question is no, please provide further detail.

Yes.

Is the applicant under external administration (as defined in the *Corporations Act*) or under a similar form of administration under any laws applicable to it in any jurisdiction? Where the answer to this question is yes, please provide further detail.

No.

Is the applicant immune from suit in respect of the obligations under the *Electricity Act*? Where the answer to this question is yes, please provide further detail.

No .....

Is the applicant capable of being sued in its own name in a court of Australia? Where the answer to this question is no, please provide further detail.

Yes. .....

(Attach additional pages if necessary)

3.7 Financial resources available to the applicant

Provide information about the financial resources available to the applicant. If the applicant is a company, please also enclose:

- copies of all audited profit and loss statements and balance sheets for the last three financial years (including all notes)
- director's declaration that the financial statements comply with accounting standards, give a true and fair view, have been made in accordance with the *Corporations Act* and that there are reasonable grounds to believe the company/entity will be able to pay its debts as and when they fall due, and
- the director's report and the audit opinion.

If the applicant is a subsidiary company, please also provide:

- copies of all audited profit and loss statements and balance sheets of the applicant's parent company for up to the last three financial years.

The applicant should also submit copies of:

- its business plans including at least strategic direction and objectives, identified opportunities in the market place and forecast results, and
- evidence of capital and liquidity support in place, including any bank or cross guarantees, to support the business and evidence of negotiations with the network service provider concerning credit support arrangements.

The Applicant has a balance date of 31/12 and will produce financial statements as at that date each year. The Applicant is currently not trading; once Stage 1A of the Development has been constructed and trading commences, the annual financial statements will be audited.

Neoen's three most recent audited annual financial statements (2021, 2020 and 2019) and associated declarations are included as attachments with this application (in confidence).

A summary of the latest financial results is described in following paragraph.

Neoen SAS's consolidated Net Income after tax was EUR40.2 million for FY 2021 up from EUR3.3 million in 2020. Over the period 31 December 2020 to 31 December 2021 total operating income grew from EUR142.4 million to EUR171.2 million.

Beyond the Development, Neoen holds important renewable energy deployment ambitions in Australia, where it is has an operational portfolio of 1.46 GW, another 1.13 GW awarded or in construction with a target of 5GW to be awarded or in construction by 2025.

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3.8 Additional details of structure of applicant

If the applicant is part of a group of related companies, and/or party to a partnership, joint venture or alliance agreement with another company, please provide:

- contractual arrangements (e.g. alliance contracts, associate contracts, establishment contracts) that define relationships within the group – including shared resources, guarantees, revenue flows, obligations and or responsibilities.

Please refer to section 1.7 of this application for a presentation of the current corporate structure of the Applicant.

GWFC will own the transmission line and substation that connects Stage 1A (and Stage 1B of the Development) to ElectraNet's Transmission network. An intercompany agreement will be in place between GWFC, the Applicant and Goyder Wind Farm 1B Pty Ltd as trustee for the Goyder Wind Farm 1B Trust which will outline how GWFC will provide transmission services to the Applicant and Goyder Wind Farm 1B Pty Ltd as trustee for the Goyder Wind Farm 1B Trust. It will detail the services provided, payments between parties and address future change control scenarios.

3.9 Human resources available to the applicant

Provide information about the human resources available to the applicant. This includes:

- the experience and qualifications of those employees outlined in the organisational chart (see point 1.7), and
- if the applicant will employ contractor/s to assist with the licensed operations, the name of that contractor/s, details about the experience of the contractor/s in such operations and details of the processes in place to ensure the contractor/s complies with the regulatory obligations imposed by the licence.

Via its related entities which are included in the organisational chart set out in section 1.7 above, the Applicant has access to an experienced employee base, including a dedicated O&M manager, who will be based in Canberra, directly monitoring topics including registration, compliance and O&M related activities.

The Applicant will also be supported via Neoen's Operational Control Centre ("**OCC**") in Canberra which provides 24/7 support to all of Neoen's assets in operation in Australia.

In addition to these arrangements, the Applicant intends to draw on other specialist consultants and contractor resources for specific aspects of the construction, operation and maintenance of the Development, including a consortium comprising GE Renewable Energy Pty Ltd ("**GE**") and Green Light Contractors Pty Ltd ("**GLC**") which has been engaged for the Engineering, Procurement and Construction.

GE is responsible for the on-site operation and maintenance of the wind farm post-construction.GE is one of the world's leading onshore wind energy companies having deployed over 49 000 wind turbines in more than 35 countries with a total installed capacity of 62 GW.

GLC is a subsidiary of Elecnor Group which is a parent company to nearly 80 subsidiaries made up of over 20 000 employees across over 50 countries. GLC has proven experience within Australia delivering Balance of Plant contracts for utility scale solar and wind farm projects. ... .

3.10 Technical resources available to the applicant

Applicants for a generation licence are asked to provide details about the availability of technical resources to be used in carrying out the operations for which a licence is sought. The information should include details about the technically qualified staff available to the applicant and (if relevant) details of experience gained in similar operations.

Where applicants are relying on a third party to provide staff and resources to meet the technical requirements of the generation licence, please provide:

- a list of all functions and activities being proposed to outsource
- details of any formal agreement/s to provide services, including confirmation that the third party possess relevant technical competencies to conduct the proposed activities
- a summary of the third party's technical capacity to meet relevant obligations, including relevant accreditations, and
- a summary of the third party's experience and knowledge in the relevant area.

Via the arrangements referred to above, the Applicant has access to a pool of internal experienced project delivery experts, backed-up (as necessary) by specialist external consultants and ontractors expertise as necessary to oversee the design, construction and the ongoing operation and maintenance activities of the Development.

GE is the wind turbine supplier. GLC is the Balance of Plant contractor. Together GE and GLC form the consortium that will perform the Engineering, Procurement and Construction (EPC) contracts for the Development. GE has experienced construction and maintenance teams operating in Australia and worldwide. GE will be responsible to ensure that the Development is operated and maintained in accordance with their own specifications and all applicable law. This will be achieved following construction via a full long-term (30 year) Operations and Maintenance contract for the on-site maintenance and operation activities.

With support of Neoen's OCC referred to above and over the operational life of the asset, Neoen's Asset Manager will have responsibility of:

- monitoring the good operation and maintenance of the facility on a day-to-day basis and accordingly supervising the proper performance of the O&M Agreement by GE.
- managing the relationship with AEMO, collecting settlements and accordingly preparing reports as required.
- being the primary contact of ElectraNet and AEMO for operation of the facility (including switching instructions, compliance or any relevant queries).
- being the primary contact of various stakeholders to ensure continuing compliance of the facility (environmental, cultural heritage, community etc.)

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3.11 Quality of electricity produced/connection agreement

The Commission may not issue a generation licence unless it is satisfied that the generating plant (or proposed generating plant) will generate electricity of the appropriate quality for the relevant transmission or distribution network. The Commission will be satisfied that the electricity is of an appropriate quality if the applicant has entered into a connection agreement, which meets the

Commission's technical requirements with the licensed operator of the relevant transmission or distribution network. Applicants are therefore required to submit a copy of such a connection agreement.

The Applicant is negotiating a Transmission Connection Agreement ("**TCA**") with ElectraNet and currently have multiple preliminary works orders in place to enable negotiations to be completed promptly and also to enable ElectraNet to begin works on the necessary Transmission Network expansions to connect the Development to the network. A copy of the TCA will be available once the TCA is completed.

3.12 Risk management

Provide confirmation and reasonable evidence that the applicant's management has identified the risks associated with electricity operations and has established, utilises and relies upon risk management systems and processes, which are adequate, accurate and current to address those risks. A copy of the applicant's risk management strategy should be submitted.

The Applicant, including through its parent Neoen SA, utilises corporate risk management processes as an integral part of the normal operation of its businesses.

Neoen's risk management includes measures implemented to assess, analyse and manage the risks to which it is subject in the course of its business worldwide. Neoen places great importance on a proper risk culture and has taken a structured approach to carry out active risk management policies designed to ensure that major and operational risks are recognized and managed. The risk management system is applicable to the entire group, including all of its activities, functions and locations.

Risk management is a priority for Neoen, and it has established a consistent approach to risk management and internal controls. Neoen's risk management and internal control systems are based on a set of methods, policies, procedures, behaviours and actions that aim to ensure that the necessary measures are taken to:

- verify the effectiveness of transactions and an efficient use of resources; and
- identify, analyse and manage risks that are likely to have a significant impact on Neoen's assets, results, transactions and achievements of its objectives, whether operational, commercial, legal or financial, including those relating to compliance with applicable laws and regulations.

An appropriate risk management approach and structuring tools have been established to support internal systems at every level of Neoen's organisation.

The local organisation, selected contractors and consultants ensure that the Applicant enjoys exemplary market knowledge to manage all identified risks related to financing, constructing, operating and maintaining a wind farm of this scale.

The Applicant, including through its parent Neoen SA utilises corporate risk management processes as an integral part of the normal operation of its businesses. Neoen SA's corporate governance and risk management frameworks are outlined in the company's annual reports which are included in Appendix B provided to the Commission in Confidence (refer to Note 21 of the 2021 and 2020 reports and section 1.7.2 of the 2019 report).

Utilising corporate risk management processes, risks are captured for each project in a Project Risk Register (Typical Template Risk Register attached). The Risk Register is populated throughout each stage of its development, construction and then operation (as shown in the Risk and obligations flow diagram (attached).

3.13 Development Act approval

Please advise if the applicant has or is applying for approval under the *Development Act 1993 (SA)*. If so, provide details, including the date on which approval was or will be granted.

Development Approval was granted for the Development (including Stage 1A) on 3rd March 2021, ref 422/V009/20.

3.14 Registration with Australian Energy Market Operator (AEMO)

Please advise if the applicant will apply to register with AEMO. If so, provide details. Applicants for a wind generation licence should note that registration as a semi-scheduled market participant is required for all new generators and all expansions to existing wind generation plant.

In accordance with the National Electricity Rules (NER), the Applicant intends to register with AEMO as a semi-scheduled market participant. In the usual way, the registration process will commence after the TCA with ElectraNet has been finalised.

3.15 Licences held by the applicant in other Australian jurisdictions.

If the applicant holds, or has previously held, electricity and/or gas licences in other Australian jurisdictions please provide details. If a licence previously held has been suspended or cancelled, please provide details.

The Applicant has not held electricity or gas licences in South Australia or any other Australian jurisdictions.

3.16 Previous unsuccessful licence applications in other Australian jurisdictions

Please state whether the applicant has applied for an electricity or gas licence in another Australian jurisdiction and not been issued with a licence, and provide details if relevant.

No. .....

.....

3.17 Licences held by associates of the applicant

If an associate of the applicant (within the meaning of the *Corporations Act*) holds an electricity or gas licence in South Australia or in other Australian jurisdictions, please provide details.

Electricity Generation Licence (ESCOSA) for the HWF1 Pty Ltd, granted on 12 May 2016.

Electricity Generation Licence (ESCOSA) for the HWF2 Pty Ltd, granted on 1 February 2017

Electricity Generation Licence (ESCOSA) for the HWF3 Pty Ltd, granted on 11 August 2017

Electricity Generation Licence (ESCV) for Numurkah Solar Farm Pty Ltd, granted 27 February 2019

Electricity Generation Licence (ESCV) for Bulgana Wind Farm Pty Ltd granted on 27 February 2019

Electricity Generation Licence (ESCOSA) for Hornsdale Power Reserve Pty Ltd, granted on 13 October 2017

Electricity Generation Licence (ESCV) for Victorian Big Battery Pty Ltd, granted on 26th May 2021

Electricity Generation Licence (DEPW) for Kaban Wind Farm Pty Ltd, granted on 2nd June 2022

Electricity Generation Licence (DEPW) for Western Downs Green Power Hub Pty Ltd, granted on 1st March 2021

3.18 Compliance plans

Applicants are required to submit a copy of their compliance plan, which demonstrates how the compliance systems the applicant has (or will have) in place will ensure compliance with all of the applicable regulatory obligations imposed by the relevant licence.

Neoen SA has implemented an internal control system at the global level to ensure the consistency and reliability of its accounting and financial information, to ensure compliance with applicable laws and regulations and the effectiveness of transactions. It is mainly based on a culture of proper internal controls, dedicated control activities and active management of the internal control system.

The culture of internal controls is based on Neoen's corporate culture and the Compliance Policy (**attached**). Neoen has defined and implemented a charter of ethics and maintains a managerial culture that is sensitive to risk management.

Control activities have been defined for ten major processes that have been identified by Neoen, whether operational, support or cross-functional. For each of them, control activities have been identified and circulated through "control matrices". The control activities were defined according to the operational risks identified in each process and those identified in a risk mapping exercise. They have been detailed and explained to facilitate their implementation by all group subsidiaries. In addition, a set of concrete tools (checklist, document templates, etc.) has been designed and deployed throughout the group for a better assimilation and implementation of control activities, on a uniform basis across Neoen's locations.

Further, the implementation of the internal control system is evaluated during annual internal control self-assessment campaigns, the first of which was launched in 2017. Each Asset Manager assesses, within his/her area of responsibility, the effectiveness of the internal control activities established by Neoen. This process enables the evaluation of the level of internal control deployment within Neoen, as well as the creation of action plans aimed at reinforcing activities to enhance the current internal controls.

In the past, other associate operational facilities have engaged specialist consultants to support the annual ESCOSA compliance audit with positive results.

Obligations are captured in Neoen's Obligations Register (relevant excerpt **attached**) along with controls and the relevant obligation owner. The regulatory landscape is frequently monitored by Neoen's local Compliance Manager, with changes reflected in the Obligations Register and communicated to relevant obligation owners.

Each asset also has a Generator Compliance Plan created as part of the construction and connection process. .....

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3.19 Additional information

The Commission encourages applicants to provide any additional information they consider would be of assistance in supporting the application. Please provide below.

Nil

4 Factors specified in the *Essential Services Commission Act 2002*

In considering a licence application, the Commission must have as its primary objective protection of the long-term interests of consumers with respect to the price, quality and reliability of electricity supply, and must have regard to the need to:

(a) promote competitive and fair market conduct

(b) prevent misuse of monopoly or market power

(c) facilitate entry into relevant markets

(d) promote economic efficiency

(e) ensure consumers benefit from competition and efficiency

(f) facilitate maintenance of the financial viability of regulated industries and the incentive for long term investment, and

(g) promote consistency in regulation with other jurisdictions.

If the applicant believes that information about their application would assist the Commission in its consideration of these factors, the applicant should provide such information below.

N/A

5 Declaration

All information in this application for the issue of a licence to authorise electricity generation operations in the electricity supply industry in South Australia must be verified by a Statutory Declaration of the applicant, in accordance with the provisions of the *Oaths Act 1936 (SA)*[5], stating that the information contained in the application is true and correct to the best of the applicant's knowledge, information and belief.

Where the applicant is a body corporate, evidence of the relevant authority of the declarant to sign on behalf of the body corporate must also be provided to the Commission.[6]

Statutory Declaration

I, Louis de Sambucy

of Goyder Wind Farm 1 Pty Ltd as trustee for the Goyder Wind Farm 1 Trust

do solemnly and sincerely declare that the information contained in this application for the issue of a licence to authorise electricity generation operations in the electricity supply industry in South Australia is true and correct to the best of my knowledge information and belief.

And I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the *Oaths Act 1936.*

Date 24/06/2022

Signature .....

(Where the applicant is a body corporate, the declaration must be made by a person authorised by body corporate to sign on its behalf)

Declared at: Sydney this 24th day of June 2022.

Before me: Joshuah Vaughan Williams

(Signature of Justice of the Peace or other person authorised under the *Oaths Act 1936*)

5 or equivalent legislation in other Australian jurisdictions.

6 The Commission will accept a copy of a Board minute (or circulating resolution) giving approval for the declarant to sign on behalf of the applicant as evidence of the relevant authority.

Attachment 1

2017 model licence conditions for new generators[7]

1 Interpretation of this schedule

1.1 Interpretation

1.1.1 Terms used in this schedule and also in the National Electricity Rules (**NER**) have the same meaning in this schedule as they have in those rules (unless otherwise specified or unless the context otherwise requires).

1.1.2 This schedule retains the numbering convention of the 2017 model licence conditions.

1.1.3 For the purposes of this schedule, the term:

Commission means the Essential Services Commission established under the *Essential Services Commission Act 2002*.

licensee means (Name of applicant)[8]

2 Disturbance ride through capability

2.1 Disturbance ride-through (voltage phase angle shift)

2.1.1 The generating system of the licensee must not include any vector shift or similar relay/protective function acting upon voltage phase angle, which might operate for phase angle changes less than 20 degrees.

3 System strength

3.1 System strength

3.1.1 Individual components of plant within the generating system of the licensee, which includes but is not limited to generating units and dynamic reactive power plant, must be capable of operating down to the following levels at the high voltage terminals in relation to each component:

(a) minimum short circuit ratio of 1.5, and

(b) minimum positive sequence X/R ratio of 2.

4 System restoration

4.1 System restoration

4.1.1 Where sufficient minimum fault level is available from online synchronous machines, the

[7] The numbering convention of the conditions retains the numbering convention of the 2017 model licence conditions as amended in the 2019 Report Licensing Arrangements for Generators in South Australia

[8] To be inserted by the Commission at the time the licence is issued.

generating system of the licensee must have the following capability in the event of a black system:

(a) the generating system must be capable of operation with auxiliary loads only for X[9] minutes while system load is being restored, and

(b) the generating system, including, but not limited to, each of its generating units and
dynamic reactive power plant (as applicable) must have the capability to provide steady-state and dynamic reactive power when operating with auxiliary loads only for X[10] minutes while system load is being restored.

[9] The exact duration will be specified by the Commission at the time the licence is issued.
[10] The exact duration will be specified by the Commission at the time the licence is issued.

Appendix A – Site Layout

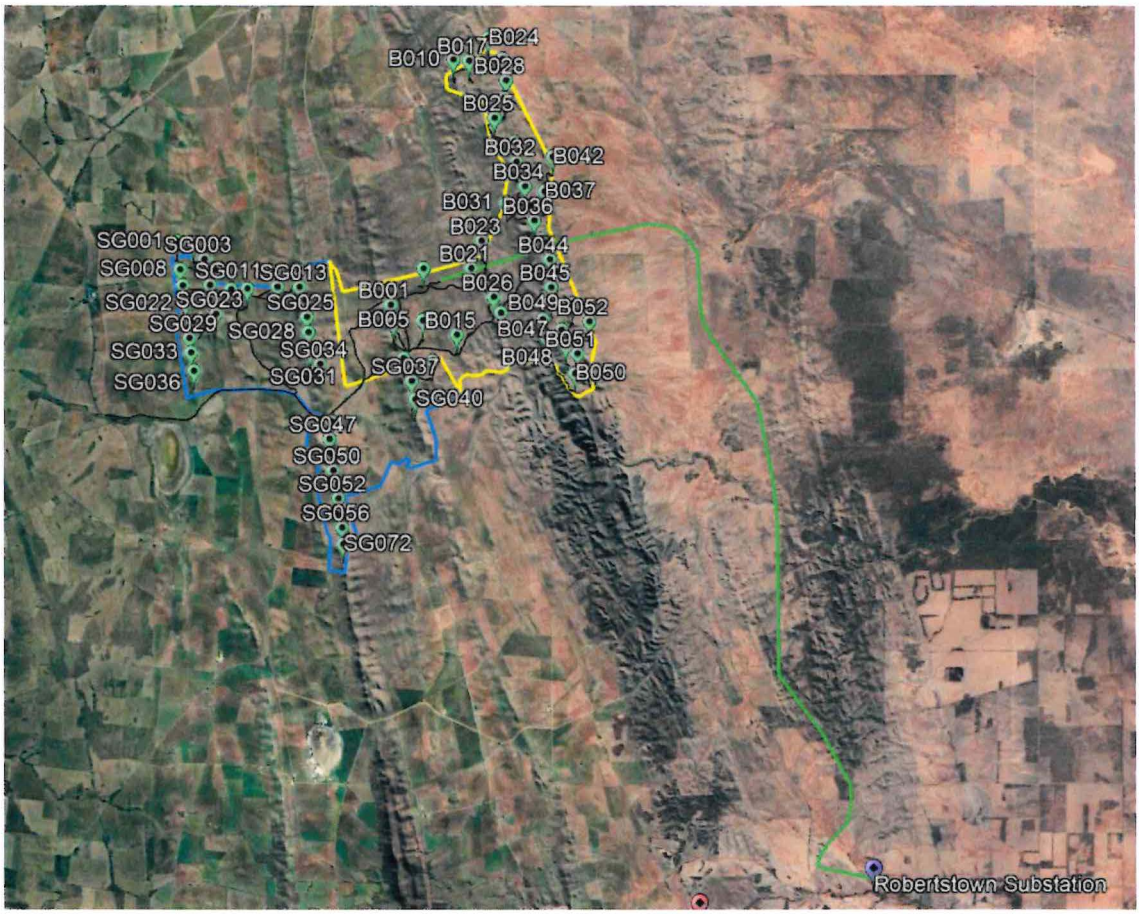

Figure 1: Goyder Wind Farm Layout. The dedicated 275 kV transmission line between ElectraNet's Robertstown Substation and the Goyder Wind Farm Substation is depicted in green. The overall project comprises 75 turbine locations, 38 of which are a part of the 1A project relevant to this application, highlighted by the blue boundary. The remaining 37 turbines within the yellow boundary for the 1B project, which is the subject of a separate electricity generation licence application to ESCOSA.

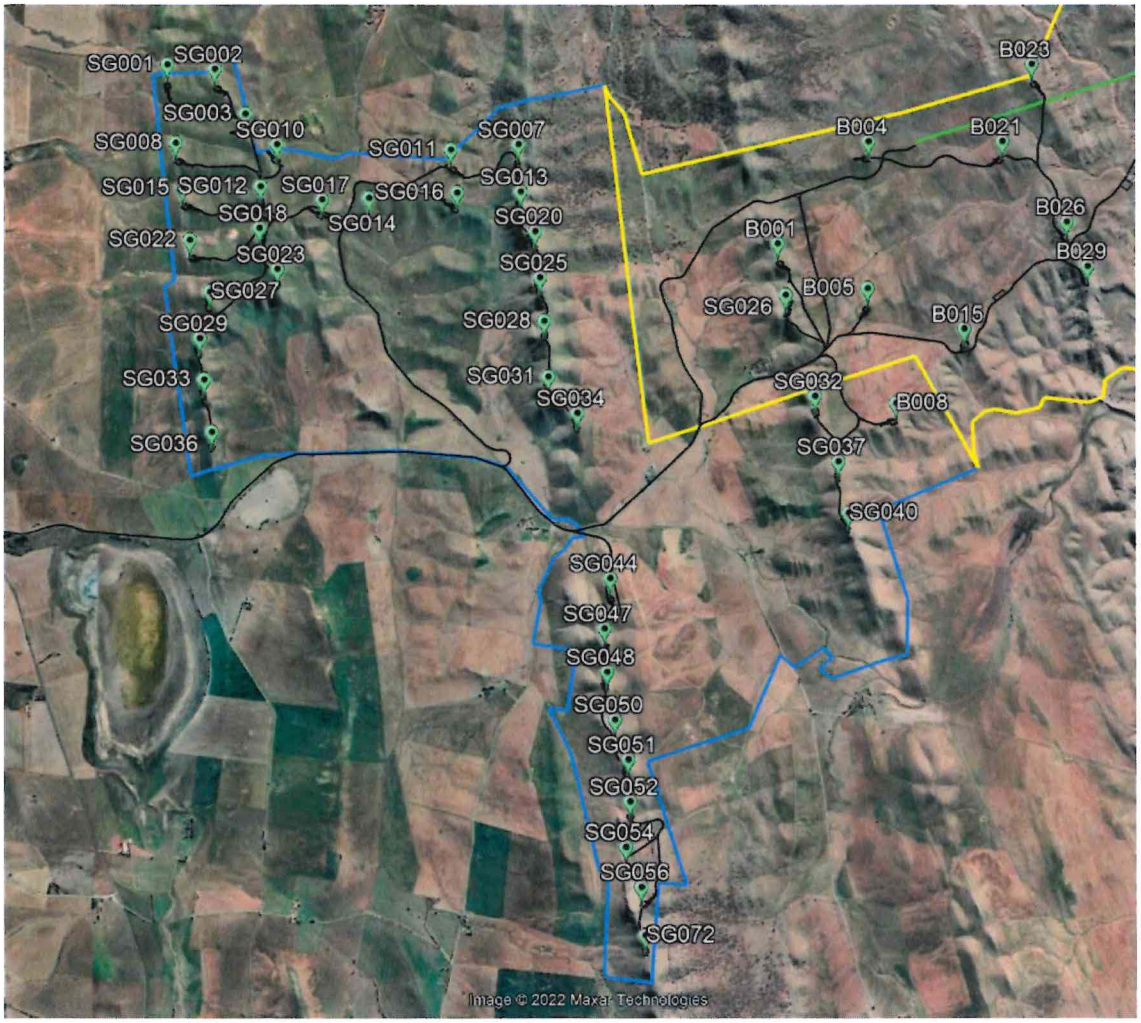

Figure 2: Goyder Wind Farm 1 Pty Ltd wind turbine layout. The 38 turbines shown within the blue boundary form the 1A project which is the subject of this application.

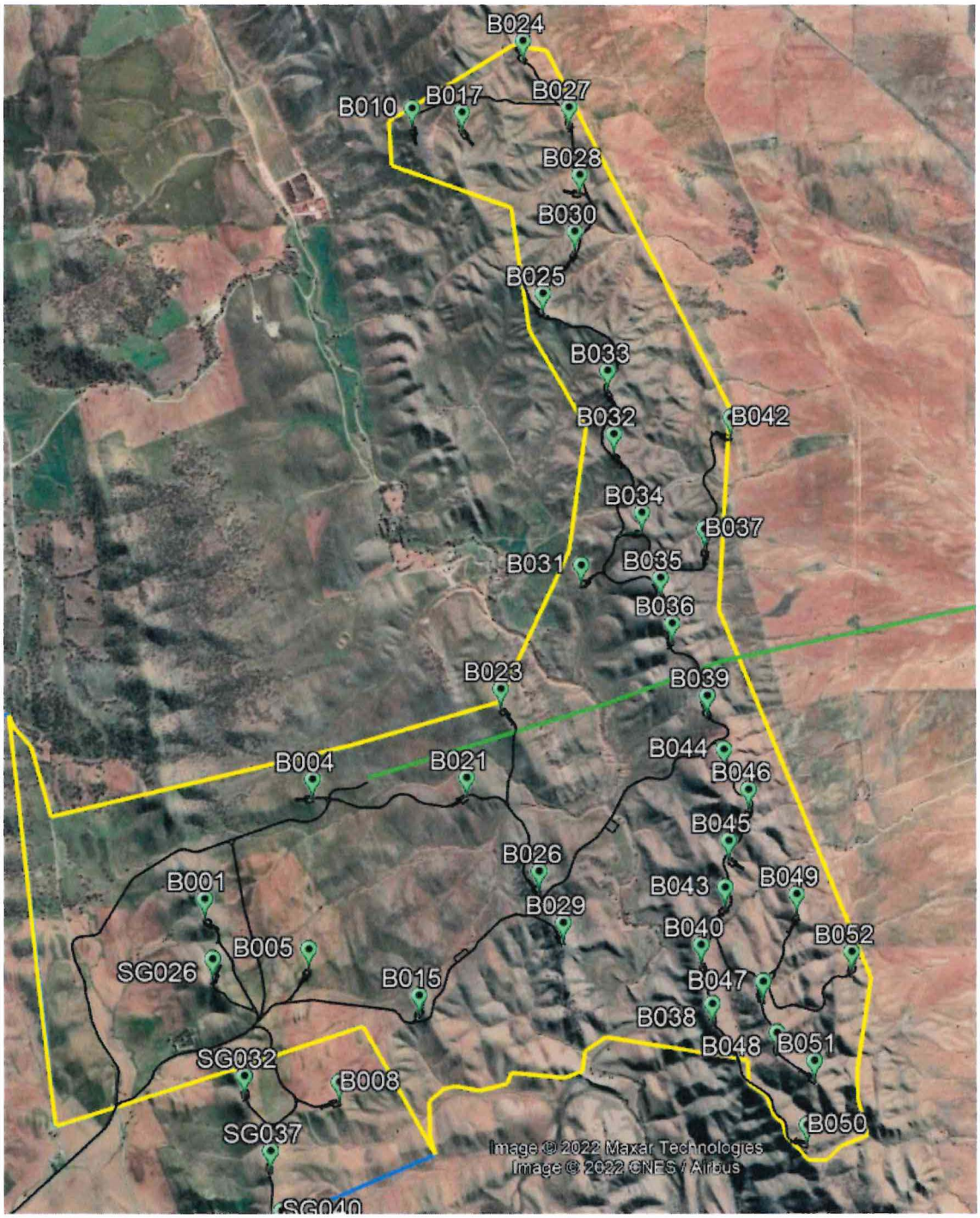

Figure 3: Goyder Wind Farm 1B Pty Ltd wind turbine layout. The 37 turbines shown within the yellow boundary form the 1B project which is the subject of this application.

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