

4 December 2017

Mr Justin Martyn
Director
Utilities Commission of the Northern Territory
Level 11, Charles Darwin Centre
19 The Mall
Darwin NT 0800

Our Ref: 2017/11/27/2665

Your Ref:

Dear Mr Martyn,

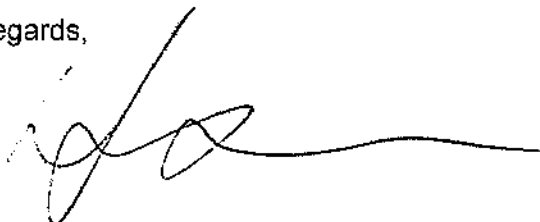
RE: Generation Licence Application – Batchelor & Manton Solar Farm

On behalf of Infigen Energy NT Solar Pty Limited, Ekistica is pleased to submit the following Standard Generation Licence application to the Utilities Commission of the Northern Territory.

Infigen Energy NT Solar Pty Ltd wishes to construct and operate a 20 MW ground mounted solar PV powered generation facility that will connect to the Darwin-Channel Island transmission system at two interconnection points i.e. Batchelor and Manton subzone stations. Electricity generated from this facility will be sold to NT electricity retailers or generators.

Please don't hesitate to contact Frank Boland(Infigen) or myself should you have any questions in relation to this application.

Regards,



Lyndon Frearson

Managing Director,
Ekistica Pty limited

No.	General	Required Information	Applicant's Response
1. Legal Identity			
		Full legal name of the applicant	Infigen Energy NT Solar Pty Limited.
		ABN / CAN:	86 111 909 794
		Registration jurisdiction	NSW
2. Contact Details			
		Name and title of a nominated contact officer and alternative:	Frank Boland and David Krsevan
		Telephone, facsimile and/or e-mail details:	<p>Frank Boland, Level 17, 56 Pitt Street, Sydney NSW 2000, Telephone: +61 2 8031 9900 Direct: +61 2 8031 9914 Mobile +61 423 778 125, Email: frank.boland@infigenenergy.com</p> <p>David Krsevan, Level 17, 56 Pitt Street, Sydney NSW 2000, Telephone: +61 2 8031 9900 Direct: +61 2 8031 9944 Mobile: +61 409 040 002 Email: David.Krsevan@infigenenergy.com</p>
		Postal address:	Level 17, 56 Pitt Street, Sydney NSW 2000.
3. Licence Type			
		Type of licence:	Standard Generation Licence.
		Proposed date to have the licence issued:	1 February 2018.
		Details of the facilities and the area concerned in which the licence activities are to be carried on:	The Manton Dam and Batchelor solar power stations will be two ground mounted solar PV facilities with individual capacities of 10MWac each. They will be built adjacent to and connected to the existing Manton and

			Batchelor 132/22 KV PWC zone substations
		The term (in years) for which the applicant wishes to apply:	Thirty (30) years.
4	Licensee Details		
	Provide evidence to show:	Residency in Australia:	The applicant is an Australian registered company (Ref: provided Certificate of Incorporation provided)
		Capacity of applicant to be sued in their own name in an Australian Court:	The applicant can be sued in its own name in an Australian court (Ref: submitted Infigen ASIC extract)
		Applicant is not under external administration:	The applicant is not under any external administration, including receivership or liquidation (Ref: submitted 'Director's Certificate' - indicating that "Infigen Energy Holding(IEH) is not under external administration, including receivership or liquidation").
		they have a financial situation commensurate with their potential financial exposure	Refer to submitted IEH FY17 Annual Financial Report ("IEH PL_FY17 Financial Statements_FINAL.pdf")
		should supply a copy of Infigen's Certificate of Registration of the company:	Refer to submitted IEH FY17 Annual Financial Report ("IEH PL_FY17 Financial Statements_FINAL.pdf")
		If the applicant is a wholly owned subsidiary of another company, or one of a group of related companies, provide summary information about the parent company and the ownership structure of the related companies:	The structure chart in the submitted Annual Financial Report includes wholly owned subsidiaries i.e. IEL, IEH, IESH and IES; IEL ASIC extract.
		The directors, senior management and major shareholders of	Refer to the IEL top 20 shareholder table from FY17 Annual Report; senior

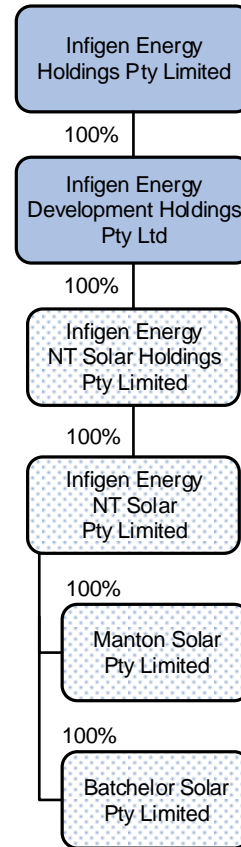
		Infigen should be made known to the Commission:	management structure chart. ("AnnualReport2017.pdf")
5. Nature of Industry Participation			
		The applicant should provide general information about its existing activities, both within and outside the electricity industry:	"Infigen is an active participant in the Australian energy market. It is a developer, owner and operator of generation assets delivering energy solutions to Australian businesses and large retailers. Infigen has 557 MW of installed generation capacity across New South Wales, South Australia and Western Australia with a further 113 MW under construction in New South Wales. It sells the electricity and Large-scale Generation Certificates (LGCs) through a combination of medium and long-term contracts and through the spot market. Infigen is looking to diversify and expand its customer base and will grow its generation portfolio in response to strong price and investment signals. In the short term, it is targeting expansion in New South Wales and entry into the Victorian and Queensland regions of the National Electricity Market (NEM)."
		Summarise the reasons why it intends to participate in the Northern Territory electricity industry and the broad nature of that participation:	Infigen is looking to diversify and expand its customer base and will grow its generation portfolio in response to strong price and investment signals. Apart from other states, in the short term it is also targeting expansion in Northern Territory.
		Explain how the granting of a licence would be consistent with those requirements:	The granting of a licence will allow Infigen to generate electricity and revenue under.
6. Technical Capacity			
	<i>Applicant must show that they have the technical capacity to comply with the likely conditions of the licence and any associated codes and guidelines published at the time. This must include (but is not limited to):</i>		

		<ul style="list-style-type: none"> ➤ the System Control Technical Code. ➤ the Network Technical Code. ➤ the Electricity Standards of Service Code. ➤ relevant sections of the National Electricity Law and National Electricity Rules that apply in the Northern Territory. ➤ requirement to develop and maintain a safety management and mitigation plan, which must be consistent with and reflect good electricity industry practice in relation to the safety management of the electricity infrastructure owned or operated by the applicant. 	<p>"Infigen owns and operates 557 MWs of wind and solar generation plants across New South Wales, South Australia and Western Australia and is constructing a further 113 MW in New South Wales.</p>
<p><i>In order to demonstrate technical capacity to the Commission, applicants should provide:</i></p>			
		<ul style="list-style-type: none"> ➤ details of their experience in and knowledge of the electricity industry: 	<p>Infigen is an active participant in the Australian energy market. It is a developer, owner and operator of generation assets delivering energy solutions to Australian businesses and large retailers.</p> <p>Infigen has 557 MW of installed generation capacity across New South Wales, South Australia and Western Australia with a further 113 MW under construction in New South Wales. It sells the electricity and Large-scale Generation Certificates (LGCs) through</p>

			<p>a combination of medium and long-term contracts and through the spot market.</p> <p>Infigen is looking to diversify and expand its customer base and will grow its generation portfolio in response to strong price and investment signals. In the short term, it is targeting expansion in New South Wales and entry into the Victorian and Queensland regions of the National Electricity Market (NEM). "</p>
		<p>➤ a summary of the skills and experience of the directors and senior managers, and their relevance to meeting the requirements of the licence:</p>	<p>Profiles of each executive managers (Ross Rolfe, Sylvia Wiggins, Owen Sela, and Tony Clark) are provided in the IFN Annual Report. Infigen group operates other energy generators and hence has the experience, capacity, policies, and procedures etc to also operate the two solar projects.</p>
		<p>➤ if the applicant is to rely on another entity to provide staff and resources, a summary of the relationship between the applicant and this entity, including any formal agreements to provide services, and a summary of this other entity's experience in and knowledge of the electricity industry, and technical capacity to meet the relevant requirements of the licence:</p>	<p>Infigen Energy Systems (IES) provides the staff and resources to IEH to operate the two solar projects. Use the structure chart above (that includes IES) to show the relationship between IES and IEH (ie. common ultimate parent). See attached Services Agreement between IES and IEH ("IEH-IES - Services Agreement - 30Jan12.pdf").</p>
		<p>➤ evidence that negotiation of</p>	<p>Infigen is actively engaging Power and Water Corporation(PWC) over</p>

		relevant agreements necessary to undertake electricity operations in the Northern Territory (e.g. network access agreement, power purchase agreements, provision of standby agreements) is well advanced and that no substantive issues have been identified that that would stop such agreements being executed:	agreements necessary to undertake electricity operations in the Northern Territory.
7. Financial Viability			
	The financial resources available to the applicant should be addressed in appropriate detail.	Audited financial reports for at least three years should be provided in the first instance.	3 prior year IEH Annual Financial Reports are attached ("IEH FY15 Financial statements.pdf, IEH FY16 FS final signed.pdf, & IEH PL_FY17 Financial Statements_FINAL.pdf")
8. Cross - Ownership and Ring – Fencing			
		The basis on which services and resources will be transacted between relevant operating areas of the applicant, or the applicant and other related entities:	Infigen Energy NT Solar Pty Limited will be the license holder, and further down would be Manton Solar & Batchelor Solar. See attached org chart. ("IFN Structure + NT proposed projects - 2017-11-10.pdf")
		In the case of applicants that are wholly owned subsidiaries, proposed audit arrangement for the for the applicant and whether separate	Infigen Energy Holdings Pty Limited is a wholly owned subsidiary of Infigen Energy Limited. As an AFSL Licence holder Infigen Energy Holdings Pty Limited is required to prepare independent audited financial reports

		reports for the licensed entity and its parent are to be prepared and made publicly available:	each year. This covers off this requirement.
		other guidelines or standards relating to financial separation, ring fencing, and separate audit arrangements, which the applicant intends to follow:	As an AFSL Licence Holder Infigen Energy Holdings Pty Limited is subject to the requirements of financial independence, maintaining adequate liquidity, and separate audit arrangements from its parent Infigen Energy Limited.
9. Licence Conditions			
		Where the applicant is seeking particular licence conditions, the nature and reasons for seeking these conditions should be explained:	Any conditions that would fulfil the bilateral retail/offtake arrangement between the offtaker and the solar generation facilities.
10. Exemptions			
		Where an applicant seeks any regulatory exemptions or modifications, the nature and reasons for seeking these exemptions or modifications should be explained:	No regulatory exemptions or modifications required to date.



**ASIC**

Australian Securities & Investments Commission

Forms Manager

Registered Agents

Company: INFIGEN ENERGY LIMITED ACN 105 051 616

Company details

Date company registered	11-06-2003
Company next review date	01-05-2018
Company type	Australian Public Company
Company status	Registered
Home unit company	No
Superannuation trustee company	No
Non profit company	No

Registered office

INFIGEN ENERGY SERVICES PTY LIMITED, LEVEL 17 , 56 PITT STREET , SYDNEY NSW 2000

Principal place of business

LEVEL 17 , 56 PITT STREET , SYDNEY NSW 2000

Officeholders

HARRIS, FIONA ELIZABETH

Born 18-10-1960 at CUNDERDIN WA

5 JUTLAND PARADE , DALKEITH WA 6009

Office(s) held: Director, appointed 21-06-2011

WIGGINS, SYLVIA ANN

Born 15-06-1966 at SYDNEY NSW

56 OCEAN STREET , WOOLLAHRA NSW 2025

Office(s) held: Director, appointed 18-04-2016

GILL, LEONARD FRANCIS

Born 31-10-1957 at MELBOURNE VIC

30 SEAVIEW CRESCENT , BLACK ROCK VIC 3193

Office(s) held: Director, appointed 05-06-2017

HUTCHINSON, MICHAEL JAMES

Born 12-02-1947 at WALLSEND UNITED KINGDOM

5 ELIMATTA STREET , REID ACT 2612

Office(s) held: Director, appointed 18-06-2009

CHELLEW, MARK PETER

Born 24-07-1956 at SYDNEY NSW

4 ARGYLE STREET , MITTAGONG NSW 2575

Office(s) held: Director, appointed 21-09-2017

ROLFE, ROSS KENNETH

Born 30-08-1955 at CHARLEVILLE QLD

52 FEEZ STREET , YERONGA QLD 4104

Office(s) held: Director, appointed 09-09-2011

RICHARDSON, DAVID ELWYN

Born 14-06-1970 at NARROMINE NSW

13 LINCOLN CRESCENT , BONNET BAY NSW 2226

Office(s) held:

Secretary, appointed 26-10-2005

STEIN, EMMA RACHEL

Born 30-07-1960 at LONDON UNITED KINGDOM

108 COLONEL PYE DRIVE , COBBITTY NSW 2570

Office(s) held: Director, appointed 21-09-2017

GREEN, PHILIP GEOFFREY

Born 28-08-1960 at UNITED KINGDOM

LITTLEFIELD CAVENDISH ROAD WEYBRIDGE, , SURREY KT13 0JP , UNITED KINGDOM

Office(s) held: Director, appointed 18-11-2010

Company share structure

Share class	Share description	Number issued	Total amount paid	Total amount unpaid
ORD	ORDINARY	954060175	1406470136.98	0.00

Members

As from 1 July 2007, members information for public companies will not be recorded and provided by ASIC. This is due to the implementation of the Simpler Regulatory System Bill Package Corporations Amendment Regulations 2007 (No.5)

Document history

These are the documents most recently received by ASIC from this organisation.

Received	Number	Form	Description	Status
22-11-2017	5E46211817053A		DISCLOSURE NOTICE - EX AUSTRALIAN STOCK EXCHANGE	Processed and imaged
22-11-2017	5E46207817053A		DISCLOSURE NOTICE - EX AUSTRALIAN STOCK EXCHANGE	Processed and imaged
09-11-2017	5E46093197053A		DISCLOSURE NOTICE - EX AUSTRALIAN STOCK EXCHANGE	Processed and imaged

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Certificate of Registration of a Company

This is to certify that

INFIGEN ENERGY NT SOLAR PTY LIMITED

Australian Company Number 623 205 096

is a registered company under the Corporations Act 2001 and
is taken to be registered in New South Wales.

The company **is limited by shares.**

The company is a **proprietary** company.

The day of commencement of registration is
the fourth day of December 2017.



ASIC

Australian Securities & Investments Commission

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this fourth day of December, 2017.

A handwritten signature in black ink that reads 'Peter Kell'.

Peter Kell
Acting Chairman

Certificate of Registration of a Company

This is to certify that

BATCHELOR SOLAR PTY LIMITED

Australian Company Number 623 208 524

is a registered company under the Corporations Act 2001 and
is taken to be registered in New South Wales.

The company **is limited by shares.**

The company is a **proprietary** company.

The day of commencement of registration is
the fourth day of December 2017.



ASIC

Australian Securities & Investments Commission

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this fourth day of December, 2017.

A handwritten signature in black ink that reads 'Peter Kell'.

Peter Kell
Acting Chairman

Certificate of Registration of a Company

This is to certify that

MANTON SOLAR PTY LIMITED

Australian Company Number 623 220 066

is a registered company under the Corporations Act 2001 and
is taken to be registered in New South Wales.

The company **is limited by shares.**

The company is a **proprietary** company.

The day of commencement of registration is
the fourth day of December 2017.



ASIC

Australian Securities & Investments Commission

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this fourth day of December, 2017.

A handwritten signature in black ink that reads 'Peter Kell'.

Peter Kell
Acting Chairman

MALLESONS STEPHEN JAQUES
Level 61
1 Farrer Place
SYDNEY NSW 2000

Remove this top section if desired before framing



Certificate of Registration on Change of Name

This is to certify that

BABCOCK & BROWN WIND PARTNERS LIMITED

Australian Company Number 105 051 616

did on the twenty-ninth day of April 2009 change its name to

INFIGEN ENERGY LIMITED

Australian Company Number 105 051 616

The company is a public company.

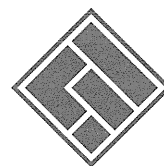
The company is limited by shares.

The company is registered under the Corporations Act 2001 and is taken to be registered in Victoria and the date of commencement of registration is the eleventh day of June, 2003.

Issued by the
Australian Securities and Investments Commission
on this twenty-ninth day of April, 2009.

A handwritten signature in black ink, appearing to read 'AMDA'.

Anthony Michael D'Aloisio
Chairman

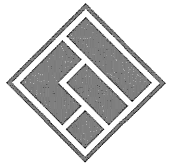


CERTIFICATE

MALLESONS STEPHEN JAQUES PTY. LTD.
'Governor Phillip Tower' Level 53
1 Farrer Place
SYDNEY NSW 2000

Remove this top section if desired before framing

Certificate of Registration on Conversion to a Public Company



This is to certify that

BABCOCK & BROWN WIND PARTNERS PTY LIMITED

Australian Company Number 105 051 616

on the thirtieth day of September 2005 converted to a **public** company.

The name of the company is now

BABCOCK & BROWN WIND PARTNERS LIMITED

Australian Company Number 105 051 616

The company is registered under the Corporations Act 2001 and is taken to be registered in Victoria and the date of commencement of registration is the eleventh day of June, 2003.

CERTIFICATE

Issued by the
Australian Securities and Investments Commission
on this thirtieth day of September, 2005.

Jeffrey Lucy
Chairman

MALLESONS STEPHEN JAQUES PTY. LTD.
'Governor Phillip Tower' Level 53
1 Farrer Place
SYDNEY NSW 2000

Remove this top section if desired before framing

Certificate of Registration on Change of Name

This is to certify that

GLOBAL WIND PARTNERS MANAGEMENT PTY LTD

Australian Company Number 105 051 616

did on the twenty-second day of August 2005 change its name to

BABCOCK & BROWN WIND PARTNERS PTY LIMITED

Australian Company Number 105 051 616

The company is a proprietary company.

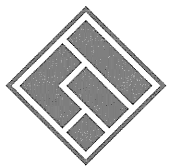
The company is limited by shares.

The company is registered under the Corporations Act 2001 and is taken to be registered in Victoria and the date of commencement of registration is the eleventh day of June, 2003.

Issued by the
Australian Securities and Investments Commission
on this twenty-second day of August, 2005.



Jeffrey Lucy
Chairman



CERTIFICATE

Certificate of Registration of a Company

This is to certify that

GLOBAL WIND PARTNERS MANAGEMENT PTY LTD

Australian Company Number 105 051 616

is a registered company under the Corporations Act 2001 and
is taken to be registered in Victoria.

The company **is limited by shares.**

The company is a **proprietary** company.

The day of commencement of registration is
the eleventh day of June 2003.

Issued by the
Australian Securities and Investments Commission
on this eleventh day of June, 2003.



David Knott
Chairman



CERTIFICATE