



Tuesday, 28 January 2020

Kimberlee McKay
Director
Utilities Commission of the Northern Territory
Level 11, Charles Darwin Centre
19 The Mall
Darwin NT 0800

Dear Kimberlee,

Subject: Application for a generation licence to carry on operations in the Northern Territory Electricity Supply Industry made under section 15 of the Electricity Reform Act 2000.

Pursuant to the Electricity Reform Act 2000, RPS1101 Pty Ltd (“RPS”) hereby applies to the Utilities Commission of the Northern Territory to be granted a generation licence for the purpose of:

1. Generating and selling electricity behind the customer meter via a power purchase agreement; and
2. generating electricity for the purpose of exporting to the Alice Springs electricity network and selling electricity to either a licenced generator and / or retailer.

Further details are outlined within this application.

RPS requests the licence to be issued with an effective issue date of 1st March 2020 and is applying for the licence to be issued with no specific term.

RPS notes the application process as detailed by the Utilities Commission of the Northern Territory (the “Commission”) with regard to licence applications. We can confirm that the detailed information contained in the **attached Application for a Licence to Carry on Operations in the Northern Territory Electricity Supply Industry** is provided based upon the specific information requirements set out in the current version of the Utilities Commission’s licencing application checklist and declaration, and including the following information (amongst others):

- Application summary;
- Corporate information;
- Financial information;
- Technical information;
- Exemption (if relevant);
- Licence conditions;
- Attachment list; and
- Declaration.

RPS1101 Pty Ltd

ABN 50 623 375 191

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RPS is pleased to submit this licence application and we look forward to the opportunity of further meetings with the Commission to discuss this application in greater detail at an appropriate time if required. Should the Commission have any questions or require any further information in order to positively assess RPS's suitability to be granted the licence for which it has applied and to determine the specifications of the licence conditions to apply, please notify us accordingly.

Regards,

A handwritten signature in black ink, appearing to read 'Michael Allen', written over a dotted horizontal line.

Michael Allen
Managing Director
RPS1101 Pty Ltd
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Application for a Licence to Carry on Operations in the Northern Territory Electricity Supply Industry

Application summary

Information Required	Responses from RPS1101
Types of licence/s applied for	<p>RPS is applying for an electricity generation licence to:</p> <ol style="list-style-type: none"> 1. Generate and sell electricity behind the customer meter via a power purchase agreement; and 2. generate electricity for the purpose of exporting to the Alice Springs electricity network and selling electricity to either a licenced generator and / or retailer.
Proposed date the applicant to have the licence issue	RPS requests the generation licence be issued with an effective date of 1st March 2020
Proposed term of the licence	RPS is applying for the generation licence to be issued for an indefinite term.
Detailed summary of proposed operations	<p>RPS is applying for the generation licence in order to:</p> <ol style="list-style-type: none"> 1) Construct, own and operate a 2MW aggregated solar virtual power plant (VPP) on the Alice Springs electricity network. <p>The above listed activity is for the purpose of generating and selling electricity behind the customer meter to the Alice Springs Town Council (ASTC) and exporting electricity to the Alice Springs electricity network to sell electricity to other electricity entities holding a retail licence or a generation licence.</p> <p>The VPP is ordinarily used to carry on operations as an electricity generating business, including capital infrastructure and associated systems for operational management, safety management, electricity generation and electricity dispatch.</p> <p>The high proportion of rooftop solar generation in the Alice Springs electricity network makes it an ideal location for a commercial sized virtual power plant to help stabilise the grid through the orchestrated management of a solar PV and battery aggregated distributed energy resource and deliver reduced electricity cost to customers through an innovative and commercially viable retailer.</p> <p>A project description is attached herewith at Appendix V.</p>
Geographic area where the operations is proposed	<p>RPS is applying for the generation licence for the VPP which will be located across multiple premises owned or operated by ASTC in the town of Alice Springs, NT and connected to the Alice Springs electricity network.</p> <p>For further details on the geographic location a detailed list of proposed ASTC sites and the technology to be deployed at each site is attached herewith at Appendix V.</p>
Evidence of the status of other essential regulatory approvals required for the operations	RPS requires network access approvals prior to the commencement of operations. A copy of the application submitted by RPS to Power Water Corporation (PWC) on 21 January 2020, is attached herewith at Appendix P .



Corporate information

Information Required	Responses from RPS1101
Legal identity	
Full legal name of the applicant (this should match the relevant Access Agreement with the network provider)	Company name - RPS1101 Pty Ltd
ABN / ACN	ACN 623 375 191
Registration jurisdiction	The Certificate of Registration attached at Appendix B confirms that the company is registered in the State of Queensland.
Certificate of registration of the company	Certificate of Registration attached at Appendix B
Contact details	
<ul style="list-style-type: none"> • Name and title of a nominated contact officer; • Telephone; • Postal address; • Email details; and • Physical address. 	<p>RPS provides the following details regarding its nominated contact officer:</p> <ol style="list-style-type: none"> 1. Contact Michael Allen Managing Director RPS1101 Pty Ltd 2. Telephone (08) 8943 0650 3. Mobile 0417 601 048 4. Email mallen@rimfireenergy.com.au 5. Postal Address GPO Box 2136, Darwin, NT, 0801 6. Physical Address Level 1, 48-50 Smith Street, Darwin, NT, 0800
Applicant Details	
Key office holders, to include directors and senior management	RPS has appointed Michael Allen as Managing Director, and Kim Howlett as executive manager of the company. Further details regarding the directors and executive manager are provided below at the information area titled Technical Capacity.
Major Shareholders	RPS Holding Pty Ltd is the sole shareholder of RPS. Rimfire Group is the sole shareholder of RPS Holding Pty Ltd, and is a private company with the ultimate beneficial owner being Michael Allen.

	The corporate structure is attached herewith at Appendix C .
Summary of the corporate structure, associated entities and ownership structure if relevant	RPS is a member of a wholly owned group of related entities, with RPS being a wholly owned subsidiary of Venture Downs Pty Ltd trading as Rimfire Group. An annotated corporate structure diagram is attached herewith at Appendix C , including ownership, history and business descriptions
Description of the organisation's core activities	RPS is a newly established business and has limited existing operational activities within the electricity generation industry. The business is, however, part of the Rimfire Group which includes other closely related entities such as Rimfire Energy who currently operates an electricity retail business in the Northern Territory, and Rimfire Projects who currently operates a solar generation system design and construction business in the Northern Territory.
Evidence the applicant is a resident of Australia	Residency Status & Certificate of Registration A current copy of the ASIC company extract is attached herewith at Appendix A and shows that RPS and its directors are resident in Australia. Additionally, a copy of the Certificate of Registration of RPS is attached herewith at Appendix B and confirms RPS is an Australian company.
Evidence the applicant has the capacity to be sued in their own name in an Australian court	A current copy of the ASIC company extract is attached herewith at Appendix A and shows that RPS and its directors are resident in Australia and has the capacity to be sued in Australian courts.
Evidence the applicant is not under external administration	Financial Situation Status RPS enjoys a financial situation that is commensurate with its potential financial exposure and its directors reasonably believe that the company will be able to meet its obligations in the market as and when they become due. Further details are provided below at the information area titled Financial Viability Statement and as attached herewith at Appendix M The ASIC company extract attached herewith at Appendix A shows RPS is not under administration. Other Matters <ul style="list-style-type: none"> ○ The directors confirm that there has been no enforcement actions or enforceable undertakings taken against the directors over the past 10 years. ○ The directors confirm that there have been no previously revoked licences held by the directors in any industry, nor any failed licence applications in any industry. ○ The directors confirm that there have been no past or present administrative or legal actions in relation to an authorisation or licence in any industry. ○ The directors confirm that they have no unspent criminal convictions.
Existing operations in the electricity supply industry	RPS provides the following details regarding the nature of its industry participation. <ul style="list-style-type: none"> ● Existing Activities RPS is a newly established business and has limited existing operational activities within the electricity generation industry. The business is, however, part of the Rimfire Group which includes other closely related entities such as Rimfire Energy who currently operates an electricity retail business in the Northern Territory, and Rimfire

Projects who currently operates a solar generation system design and construct business also in the Northern Territory.

- **Proposed NT Participation**

RPS intends to participate in the Northern Territory electricity industry and operate under an electricity generation licence where it will self-generate electricity from embedded generation solar facilities in order to sell the electricity behind the customer meter to contestable customers and other electricity entities holding a retail licence or a generation licence.

The reason for RPS's interest in participation in the Territory, as described above, is:

- to contribute towards the NT Government's renewable energy target;
- to lower electricity prices for NT electricity customers;
- to improve the integration of commercial-scale solar PV systems on the Alice-Springs electricity network; and
- to provide competition in the NT electricity supply industry.

- **Alignment with Legislative Objectives**

Facilitate Market Entry

The granting of a licence to RPS to carry on operations in the NT electricity supply industry will permit a new entrant electricity generator to enter the market and allow it to begin competing in contestable electricity generation.

This is consistent with the objectives stated in s.6(2)(c) of the UCA to facilitate entry into the NT electricity supply industry.

Promote Competition & Efficiency

As a competing generator selling electricity to contestable customers, retailers or other generators, RPS will need to demonstrate competitive pricing relative to other sources of generated electricity.

This represents a significant improvement in the status quo regarding generation competition and efficiency within the NT electricity supply industry, and therefore helps to maximise the potential benefits to end-use consumers arising from the deregulated electricity markets in the NT.

As such, the granting of a licence to RPS is consistent with the objectives stated in s.6(2)(a), (d) and (e) of the UCA, and s.3(a) of the ERA, to promote competition, efficiency and fair market conduct in the NT electricity supply industry.

Monopoly Powers & Consumer Interests

Given that the government owned generator, Territory Generation, is the current dominant generator on the Alice Springs electricity network, there is currently little opportunity for natural competitive forces to drive efficient economic outcomes and put natural constraints around monopolistic market powers. While the Commission has instituted a range of regulated mechanisms, including wholesale and retail price monitoring and oversight, active competition by way of a competing generator would substantially improve the ability for natural constraints to develop.

As such, the granting of a licence to RPS is consistent with the objectives stated in s.6(2)(b) of the UCA, and s.3(f) of the ERA, to prevent misuse of monopoly and market power in the NT electricity supply industry and protect the interest of consumers of electricity.

	<p><u>Reliability & Quality of Supply</u></p> <p>The generation and supply will be carried out in accordance with the relevant current requirements for those generation installations (including various safety and technical codes). The establishment of any new generation facilities will also be carried out in accordance with the relevant Australian Standards and requirements for such generation installations.</p> <p>As such, the granting of a licence to RPS is consistent with the objectives stated in s.6(2)(f) of the UCA, and s.3(b) and (c) of the ERA, to ensure the reliability and quality of electricity supply in the NT electricity supply industry.</p> <p><u>Financial Viability of the Electricity Supply Industry</u></p> <p>RPS has provided information below in the section on Financial Viability and as attached herewith at Appendix M regarding the financial viability of the business. As a financially viable business and a member of the Rimfire Group, RPS is in a strong position to sustain itself during establishment and commence its operations.</p> <p>As such, the granting of a licence to is consistent with the objectives stated in s.6(2)(g) of the UCA, and s.3(e) of the ERA, to ensure the financial viability of electricity supply in the NT electricity supply industry.</p> <p><u>Protect the Interest of Consumers</u></p> <p>Overall, electricity consumers will stand to benefit from a new competing generator operating in the NT electricity supply industry. With another generator participant competing on product and price, the interests of electricity consumers and the electricity industry as a whole will be protected.</p> <p>As such, the granting of a licence to RPS is consistent with the objectives stated in s.3(f) of the ERA, to protect the interests of consumers of electricity in the NT electricity supply industry.</p>
Authorisation held in other jurisdictions	RPS “ does not ” hold any authorisations in other jurisdiction. Rimfire Energy currently participates solely in the Northern Territory electricity industry.

Financial information

Information Required	Responses from RPS1101
Most recent Audited financial reports	<p>RPS intends to prepare separate financial statements for the company on a stand-alone basis. As a small private company there is presently no obligation or intention to have the financial statements audited.</p> <p>Refer to Appendix N for details on RPS Management Financial Statements.</p>
For new entities, detailed cashflow analysis for five years based on projected sales scenarios, including detailed assumption, information source/s and	Refer to RPS Business Plan in Appendix O for a five-year cashflow analysis.

customer analysis underlying the scenarios	
Where the applicant is a subsidiary company, audited financial reports for the parent company	RPS intends to prepare separate financial statements for the company on a stand-alone basis. As a small private company there is presently no obligation or intention to have the financial statements of Rimfire Group as the parent company audited nor preparation of a consolidated set of financial statements for the group.
Copies of any information submitted to ASIC under Chapter 2M of the <i>Corporations Act 2001</i> over the past three years	Not applicable.
Evidence the applicant is able to finance the asset investment necessary to undertake the licenced activities	<p>RPS is a newly established business and has limited existing operational activities within the electricity generation industry. The business is, however, part of the Rimfire Group which includes other closely related entities such as Rimfire Energy who currently operates an electricity retail business in the Northern Territory, and Rimfire Projects who currently operates a solar generation system design and construction business in the Northern Territory.</p> <p>RPS is advanced in the project development and capital investment processes sufficiently to allow RPS to move quickly to financial close and achieve commencement of operations in mid-2020. RPS is targeting its third-party funding commitment by 30 March 2020 with documentation to follow thereafter. This will allow a timely Final Investment Decision and subsequent issue of notices to the relevant contract counterparties in order to proceed with construction activities for the project in order to achieve the target commencement of operations.</p>
Projected revenue and expenditure figures for at least five years	<p>The financial modelling supporting the business case for RPS factors in all aspects of the financial requirements associated with its business plans, including capital costs, operating costs, credit support and working capital. Based upon the commencing a power purchase agreement with ASTC and a bilateral contract with Rimfire Energy, RPS will be cashflow positive from the commencement of generation operations.</p> <p>A cashflow forecast is attached in the Business Plan herewith at Appendix O.</p>
Information about assumptions, risks and risk management strategies	<p>RPS and its related entities (Rimfire Group) recognises that risk management is a critical element of project management and good governance. Rimfire Group has extensive experience in successfully delivering renewable energy infrastructure projects while managing associated risks.</p> <p>RPS has developed a project specific Risk Management Plan to ensure risks/issues are identified, managed and treated to avoid disruption of the VPP and enable the realisation of the VPP's benefits. Where required, the process of risk identification, assessment and mitigation will involve consultation with the project partners and other relevant stakeholders.</p> <p>Refer attached VPP Risk Management Plan herewith at Appendix W.</p>

Technical Information

Information Required	Responses from RPS1101
<p>The applicant must identify all of the relevant licence and legislative requirements and show they have the technical capacity to comply with these requirements</p>	<p>The business has engaged the services of highly experienced consultants and contractors whom have deep operational experience in the NT electricity supply industry for the purposes of aligning technical compliance with the relevant technical codes including the Network Technical Code and the System Control Technical Code during the development phase of the VPP.</p> <p>The business has also undertaken robust business planning processes and financial modelling and has implemented suitable frameworks for all key corporate areas, such as governance, risk management, compliance, safety and accounting, including robust corporate policies, processes and systems. These matters are elaborated upon below.</p> <p><u>Business Planning</u> RPS, in consultation with PWC and ASTC has undertaken a comprehensive investigation of the opportunities presented in the NT electricity supply industry. Based on these investigations, detailed critical analysis has been performed resulting in the development of a detailed business plan and associated financial model that supports the case for RPS to enter the NT electricity supply industry.</p> <p>Further details of RPS's business plans are attached herewith at Appendix M regarding the company's financial viability and a copy of the business plan is also attached herewith at Appendix O.</p> <p><u>Legal & Regulatory Matters</u> RPS has engaged an expert external commercial lawyer to provide specific advice regarding commercial, legal and regulatory matters.</p> <p>RPS's legal advisors are a highly respected and experienced specialist electricity industry legal firm comprised of lawyers with prior experience in the NT electricity supply industry and familiarity with its regulatory framework. Their engagement includes advising on the NT regulatory framework and compliance obligations, together with advising on the proposed commercial agreements, amongst other things.</p> <p>Copies of biographies of RPS's legal advisors are attached herewith at Appendix I and Appendix J.</p> <p><u>Corporate Governance</u> As a member of the Rimfire Group, RPS has adopted the group's comprehensive Corporate Policy Handbook to direct and govern the manner in which business is to be undertaken by the company and its employees and representatives.</p> <p>The various policies contained in the Corporate Policy Handbook cover all generally recognised policy areas that would apply in a private company corporate environment, including policies for delegations, business conduct, human resources, risk management, compliance, operations, sales and trading.</p> <p>A copy of the Corporate Policy Handbook is attached herewith at Appendix R.</p> <p><u>Risk & Compliance</u></p>

	<p>Rimfire Group has policies and procedures in place regarding work health & safety risk, enterprise risk, market risk, credit risk and compliance management. In addition to its overarching Compliance Policy, the company also has a specific Work Health Safety & Environment Policy and Management Plan that operates at a more detailed level in relation to the areas of project design, construction and operations contracting.</p> <p>Copies of these risk and compliance policies are included in the Corporate Policy Handbook attached herewith at Appendix R; and the Work Health Safety & Environmental Management Manual is attached herewith at Appendix T. Rimfire Group has adopted a continuous improvement philosophy to WHSE Management and Policy development, and engages a NT based specialist WHSE consultant details of which are contained in Appendix U.</p> <p><u>Accounting & Finance</u> RPS has adopted the successfully implemented accounting system utilised by the retail electricity entity of the group Rimfire Energy and integrates all aspects of the accounting and reporting process, including an integrated CRM system.</p> <p>The company's Finance & Operations Manager oversees the accounting, finance and reporting aspects of the business. Additionally, the company has engaged an external accounting firm to provide advisory services, primarily on taxation matters.</p> <p><u>IT Systems</u> RPS has implemented an advanced technology IT platform utilising local servers, and will be moving to state-of-the-art hosted, virtual data-centres. The hosted data servers include multiple levels of redundancy, with daily data backups and automatic real-time failover to a fully replicated redundant datacentre.</p> <p>Based on RPS's knowledge of the operations of the NT industry and with the assistance of expert operational resources who are highly experienced in developing the required electricity generation operations systems solutions, it is the intention of RPS to develop and build the necessary operational systems internally.</p> <p>This includes systems solutions for storing contract and operational data, electricity export meter data management, and generation forecasting, as well as performing generation billing and settlement calculations. Similar systems are already in operation within Rimfire Energy's retail business operations, it is the intention of RPS to further develop and build new operational systems internally as necessary.</p>
<p>Experience and knowledge of the electricity supply industry</p>	<p>Senior executives experienced in the electricity industry presently employed by Rimfire Group allow the group access to a combined electricity industry experience of more than 150 years. All other parties associated with the Project have been selected on the basis of their capabilities and proven track record.</p> <p>Refer to for further details:</p> <ul style="list-style-type: none"> • Appendix D to F - Senior Managements and • Appendix I to L - Project partners
<p>Summary of the skills and experience of the directors and senior management</p>	<p>Management Skills & Experience</p> <p><u>Michael Allen – Managing Director</u></p>

Michael brings more than 20 years of experience to RPS, including as the former Executive General Manager Finance & CFO for ERM Power during its period of rapid growth when it was the fastest growing electricity retailer and the number one developer of new generation capacity in Australia. In addition to his C level role in a vertically integrated electricity retailer/generator/developer, Michael was directly responsible for raising more than \$1 billion in senior & mezzanine project, corporate and equity finance. He established the internal finance function at ERM Power, including leading the financing for the developers to fund its new generation development projects and as otherwise required to facilitate corporate expansion, including finance to grow its newly established electricity retail subsidiary into one of Australia's largest commercial and industrial electricity retailers.

Prior to this, Michael held a variety of senior positions representing energy companies, developers and banks across energy, resources and industry. This includes 8 years based in the Asia region covering projects in 11 countries in Asia, Oceania, Europe & the Americas, including power projects in Australia, China, Thailand, and Indonesia.

A copy of Michael's resume is **attached** herewith at **Appendix D**.

Kim Howlett – General Manager - Development

Since joining Rimfire Group in 2016, Kim has focused on development of large-scale power generation facilities in the NT, and also building a solar installation business within the Rimfire Group which now enjoys a strong market position in commercial-scale solar installations in the NT. Kim also brings more than 20 years of experience to RPS, including as the former Regional Manager Northern Region (QLD, NT, PNG, SI) for Energy Power Systems Australia which is the Caterpillar Power Systems dealer for Australia, Papua New Guinea and the Solomon Islands. EPSA sells and rents Caterpillar engines and also designs, engineers and commissions a range of turnkey power generation systems and applications. As Regional Manager, Kim had responsibility for management of multi-disciplinary teams providing sales, engineering and project management operations across energy markets in the Northern region. Key projects that Kim has had responsibility for include the design and commissioning of a 10MWe diesel fired power generation facility in the Northern Territory in 2013 on a brown field mine site; and the design, installation and commissioning of a 6.5MW greenfield power generation facility in Papua New Guinea in 2014. Scope included negotiating the connection with the network, government and council approvals, overseeing design and construction of the power station from the fuel meter to the network connection.

Prior to this, Kim held a variety of senior positions within the extended Caterpillar enterprise with responsibilities ranging from project development, product management, sales and marketing, renewable energy, logistics and operations across energy, resources and heavy industry.

A copy of Kim's resume is **attached** herewith at **Appendix E**.

Chris Thomson – General Manager - Renewables

Chris brings more than 26 years of power generation experience, most recently as Operations Director of Infinity Power where he managed a workforce of more than 90 staff and was responsible for renewable energy system design, procurement, installation and commissioning of a combined total of 35MW of installed solar systems across Australia. Prior to this Chris was Regional Energy Manager of BOC Gases Australia, and had responsibility for management of a power purchasing portfolio in excess of AU\$40M per annum, management of all Power Purchase Agreements and Wholesale Power supply negotiations with various utilities across Australia.

	<p>Also within this role, Chris had Technical Operations Support responsibility all electrical, engineering and maintenance requirements related to power supplies for BOC sites within Australia (more than 90 sites in total).</p> <p>From 2003 to 2007, Chris was General Manager – Operations, BOC Gases for the 45MW Combined Cycle Gas Turbine Power Plant operated by PT Gresik Power Indonesia.</p> <p>From 1997 to 2003, Chris held a number of senior site operations and maintenance positions with GE Contractual Services at Port Hedland & Boodarie Power Stations, nominally 175MW generation capacity Open Cycle power station and 66kV switchyards.</p> <p>A copy of Chris’s resume is attached herewith at Appendix F.</p>
<p>Summary of the human resources available to the proposed operations</p>	<p>Current employees within the Rimfire Group and other proposed employees of RPS have had considerable experience in developing systems suitable for the management of operating facilities such as fossil fuel and renewable power generation facilities within Australia and other markets overseas, including the NEM, the NWIS and remote off-grid location. Current and proposed staff will be performing various operational tasks including the management of construction activities, operations and dispatch notices, safety and compliance reporting, scheduling and performing of plant maintenance, and scheduling equipment overhauls.</p> <p>In addition to existing Rimfire Group resources, during the initial phase of the business operations, it is planned to have four employees including one director and working across all aspects of the business and managing the power purchase agreements and/or the subcontracts for the various elements of the operation and maintenance aspects of the RPS operated facilities; however, this will continue to be assessed based on operational requirements and contract agreements.</p> <p>Additional Rimfire Group resources include:</p> <p><u>Alex Choy – Finance & Operations Manager</u> Alex brings more than 35 years of specific electricity industry experience to the RPS business across a broad mix of technical, financial, operational and analytical functions, including operational processes, settlements, treasury, accounting and reporting. Prior to joining Rimfire Energy in mid 2014, Alex commenced in the industry with Energex, where he was involved in a wide variety of functions across both the electricity network and electricity retail businesses where he played an integral role in developing and establishing systems and processes during the initial phases of deregulation of the electricity industry. Alex subsequently assumed the position of Settlements & Accounting Manager for ERM Power’s highly successful “Business Energy” electricity sales subsidiary in 2007 where he was instrumental in developing, establishing and managing a wide range of back-office solutions and processes.</p> <p>A copy of Alex’s resume is attached herewith at Appendix G.</p> <p><u>Damian Istria – Group Financial Analyst</u> Damian brings more than 6 years of Infrastructure sector experience to the RPS business across a variety of analytical, financial and operational functions. This experience includes financial and asset utilisation analysis and modelling, corporate treasury and financial accounting and reporting.</p> <p>Prior to joining Rimfire Group, Damian most recently worked for Brisbane Airport Corporation in both the Finance and Operations departments. Damian’s core responsibilities with Finance was Treasury and Corporate</p>

	<p>Finance where he played integral roles in capital raising, financial instrument accounting, business planning and financial support for all the commercial divisions. This included development of Capex, Opex budgets and project feasibility studies. Damian subsequently assumed a position in Terminal Operations, where along with financial support, he was responsible for developing systems and processes to optimize the utilization of terminal assets.</p> <p>A copy of Damian's resume is attached herewith at Appendix H.</p>
<p>Other entities 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 the other entities experience in and knowledge of the electricity supply industry, and technical capacity to meet the relevant requirements of the licence</p>	<p>In addition to the deep industry experience of the management group, RPS management has identified and engaged a number of highly experienced electricity industry resources to assist in the variety of operational activities required to design, construct and operate an efficient and effective electricity generation business. The company has engaged the necessary resources during the various stages of greenfield power generation facilities development, being feasibility, design & construct, operation & maintenance.</p> <p><u>GHD</u></p> <p>RPS has engaged GHD through a consultancy agreement to provide engineering services to ensure alignment with the NT Planning Scheme, relevant Power Water Corporation technical codes, and other relevant Australian standards for design, construction and safety.</p> <p>GHD has previously been involved in the design work within the specific area discussed in the project including:</p> <ul style="list-style-type: none"> • Detailed discussions with RPS, Power and Water Corporation – Networks regarding the potential generation sites and the connection application process. • Shortlisted for D&C support of the Owen Springs Power Station 40MW expansion project. • Detail design of the 7MW Wadeye gas fired power station consisting of four Cummins spark fired gas reciprocating engines generator packages. • Concept design for environmental approval of the 30M1 gas-fired power station for the Arafura Resources – Nolans Bore Mine project. <p>GHD has extensive relevant local experience delivering design services for power stations for urban areas as well as remote communities within the NT. Therefore, GHD provides RPS with:</p> <ul style="list-style-type: none"> • Significant experience in dealing with all relevant authorities in Darwin for design standards, inputs and approvals, meaning that time delays and re-work due to non-conformance during the design approvals process are minimised. • Proven strong relationships with numerous stakeholders in power infrastructure in the Northern Territory including Power and Water Corporation and NT Government Departments, enabling us to streamline the approval process. • Extensive technical knowledge and experience in all aspects of the works required for the VPP. • Knowledge of local conditions, business practices, planning and environmental legislation, thus avoiding delays and costs to generate the relevant knowledge and understanding. <p>A copy of GHD's capability statement and letter of support is attached herewith at Appendix L.</p> <p><u>ABB</u></p>

RPS has worked closely with ABB to develop the VPP design of core equipment and systems to ensure alignment with the relevant Power Water Corporation technical codes, and other relevant Australian standards for design, construction and safety.

ABB has previously been involved in various NT power projects including:

Offgrid Systems

- ABB has installed automation and battery systems for over 30 PowerWater remote communities.

Ongrid Systems

- Department of Defence –Darwin Katherine System RAAF and Robertson Barracks BESS.
- Jemena –Tennant Creek –Philipp Creek Compressor Station BESS.
- NT Solar Futures –Livingstone solar farm –Grid Connection Studies for solar system.
- US Department of Defence –9MW Offgrid/grid connected system Alice Springs.

ABB has extensive relevant local experience designing and delivering electrical and energy storage from within their NT for many years. Therefore, ABB provides RPS with:

- Significant experience in dealing with the relevant Australian authorities for design standards, inputs and approvals.
- Proven strong relationships with numerous stakeholders in power infrastructure in the Northern Territory including PWC.
- Extensive technical knowledge and experience in all aspects of the works required for the VPP.
- Knowledge of local conditions, business practices, and available contractors across the NT, thus minimising delivery risk associated with the construction and operation of the VPP.

A copy of ABB’s capability statement and letter of support is **attached** herewith at **Appendix K**.

Heath Lang – MIEAust CPEng NER APEC Engineer IntPE(Aus)

Heath is a chartered electrical and environmental engineer with 20+ years of Australian and international project experience. Recognised for determined and successful engineering and project management from inception to practical completion for up to \$150 million projects. Strong project management, contract management, feasibility, electrical engineering and sustainable energy skills, with extensive experience with utility grade megawatt scale on and off grid systems. Competencies include:

- Project feasibility including environmental and planning approvals, stakeholder management, and land negotiations.
- HV, MV and LV power generation (on and off-grid) and distribution systems, including network access and connection.
- Project management including scope, scheduling, risk and cost control through the design, procurement, installation and commissioning phases.
- Contract management including specification, tendering, negotiation, award and management to Aust. and int. standards.
- Health, Safety and environmental (HSE) management including development and implementation of project plans, contractor compliance an auditing.
- Sustainable energy resource assessment, design, modelling, analysis; focusing on wind and solar grid connected, microgrids, and hybrid systems.

	<p><u>Rimfire Projects Pty Ltd – Construction, Operation & Maintenance Contractor</u></p> <p>RPS will contract with Rimfire Projects Pty Ltd for the collaborative design and development of the VPP with a view to executing a EPC contract to construct the facility, which includes a 12-month Defects & Liability Period. During the DLP, Rimfire Projects Pty Ltd will also be responsible for the full operations and maintenance of the facility. It is currently anticipated that prior to expiry of the DLP, and with the approval of PWC, RPS and Rimfire Projects Pty Ltd will have established a further Operations & Maintenance Services Agreement for the long-term operation of the facility.</p> <p>As the recipient of the generation licence, RPS will be responsible for alignment to all relevant codes and standards, including the System Control Technical Code, and supported by a suitably robust O&M Agreement with Rimfire Projects’ expertise as an experienced commercial-scale solar PV construction and operations contractor in the NT.</p> <p>Rimfire Projects Pty Ltd has installed more than 800kW of commercial-scale solar systems in the NT under its NT electrical contractors’ licence (C3918). Rimfire Projects Pty Ltd operates and maintains a 100kW embedded solar PV plant in Noonamah that is connected to the Darwin-Katherine electricity network; this plant is owned by the Rimfire Group and operates under a power purchase agreement with a contestable customer. This experience provides RPS with certainty and a EPC and O&M Contractor with the in-house capability and local expertise to support and deliver the project compliant to all relevant technical codes.</p> <p><u>Outsourced Services</u></p> <p>Other than engaging with specialist consultants and advisors, as mentioned above RPS does not intend to outsource any of its core operational functions, however where such operational functions are most efficiently provided by external expert service providers, the company anticipates investigation of engagement of such service providers as necessary.</p>
<p>Evidence that negotiation of relevant agreements necessary to undertake electricity operations in the Northern territory (i.e. network access/generator user agreements, power purchase agreements, provision of standby agreements) is well advanced and no substantial issues have been identified that would stop such agreements being executed</p>	<p><u>Network Access Agreement</u></p> <p>On 21 January 2020, RPS submitted a network access agreement application to PWC. RPS has been working closely with PWC who are supportive of the project. RPS does not foresee any issues that would stop the agreement from being executed.</p> <p>A copy of the application is attached herewith Attachment P.</p> <p><u>Commercial Agreements</u></p> <p>A deed of agreement has entered into with ASTC, and the terms of commercial agreements are currently being finalised. Draft contracts are currently being reviewed by the parties, with a view towards finalisation in line with this Project’s development plan.</p> <p>Draft copy of the draft agreements is attached herewith Attachment Q.</p>
<p>Description of the physical environment of the proposed operations and its immediate vicinity</p>	<p>Roof top mounted solar PV positioned across sixteen (16) ASTC buildings owned and operated by the city council such as:</p> <ul style="list-style-type: none"> • Aquatic Leisure Centre; • Regional Waste Management Facility; • 2 Council depots; and • 11 Sporting facilities.

	<p>RSP will also install several behind-the-meter battery energy storage systems (BESS) with a total capacity of 540kVA / 684kWh each and a 30-minute full discharge capability. The specific number, locations and capacity of each BESS is being designed using sophisticated Homer Energy simulation modelling to determine optimal configuration.</p> <p>Detailed project description is attached herewith Attached V.</p>
Description of the supply infrastructure and interconnected infrastructure systems	RPS will install 2MW of PV and 540kVA / 684kWh energy storage capacity and across multiple locations for the purpose of supplying behind the meter electricity to ASTC and exporting electricity to the network in order to be sold to another generator and / or electrical retailer.
Construction schedule (where applicable)	On financial close, the timeline for construction and install is estimated to take 20 weeks.

Exemption

Information Required	Responses from RPS1101
Details and justifications for any exemption sought	RPS is not seeking any regulatory exemptions or modifications.

Licence conditions

Information Required	Responses from RPS1101
Details and justifications for any specific licence conditions sought	RPS has considered the “Terms Likely to Appear in a Generation Licence” as set out in Appendix A of the Licensing Manual and is ready to consider these and any other conditions the Commission may also seek to impose.

Commercially Sensitive Information

Information Required	Responses from RPS1101
Where the applicant considers information contained in an application to be commercially sensitive, the applicant should clearly identify such information and the reason they regard it as commercially sensitive.	<p>RPS considers the information contained in the following appendices to be commercially sensitive and/or private information and requests that this information be treated as confidential and not made publicly available:</p> <ul style="list-style-type: none"> • Appendix C: Corporate Structure RPS Pty Ltd and its related entities are part of a privately-owned group. • Appendix D: Resume of Michael Allen Michael’s resume contains personal details and other information that is considered to be private information. • Appendix E: Resume of Kim Howlett Kim’s resume contains personal details and other information that is considered to be private information.

- **Appendix F: Resume of Chris Thomson**
Chris's resume contains personal details and other information that is considered to be private information.
- **Appendix G: Resume of Alex Choy**
Alex's resume contains personal details and other information that is considered to be private information.
- **Appendix H: Resume of Damian Istria**
Damian's resume contains personal details and other information that is considered to be private information.
- **Appendix I and J: Biographies of Legal Counsel**
The Biography of Legal Counsel contains information that is considered to be private information.
- **Appendix K: Letter of Technical Support - ABB**
The letter of technical support from ABB contains information that is considered to be private information. Separately attached is a copy of ABB's relevant capability statement.
- **Appendix L: Letter of Technical Support - GHD**
The letter of technical support from GHD contains information that is considered to be private information. Separately attached is a copy of GHD's relevant capability statement.
- **Appendix M: Financial Viability Statement**
The information contained in the financial viability statement includes details of RPS's business plans, customer strategies and prospective capital strategies, all of which are commercially sensitive.
- **Appendix N: Management Financial Statements**
RPS is a private company, this information is confidential.
- **Appendix O: Business Plan**
RPS's Business Plan is confidential information.
- **Appendix P: Network Access Agreement**
Network access agreement application contains confidential information. Separately attached is further detail of RPS's application for network access and connection agreement.
- **Appendix Q: ASTC Letter & Commercial Agreements**
The ASTC letter and commercial agreements contains confidential information. Separately attached is a copy of the relevant commercial agreements between RPS and ASTC.
- **Appendix R: Corporate Policy Handbook**
The corporate policy handbook contains confidential internal policy documents.
- **Appendix S: Enterprise Risk Management Procedures**
The Enterprise Risk Management Procedures document is confidential information.
- **Appendix T: Workplace Health Safety & Environmental Management Manual**
The Workplace Health Safety & Environmental Management Manual document is confidential information.

	<ul style="list-style-type: none">• Appendix U: Workplace Health Safety & Environmental Management Consultant The biography of the Workplace Health Safety & Environmental Management consultant is confidential information.• Appendix V: Project Description The Project Descriptions contains confidential information.• Appendix W: VPP Risk Management Plan The project risk management plan contains confidential internal policy documents.
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Appendix A: ASIC Company Extract



ASIC

Australian Securities & Investments Commission

Current Company Extract

Name: RPS1101 PTY LTD

ACN: 623 375 191

Date/Time: 24 January 2020 AEST 10:50:58 AM

This extract contains information derived from the Australian Securities and Investments Commission's (ASIC) database under section 1274A of the Corporations Act 2001.

Please advise ASIC of any error or omission which you may identify.

EXTRACT

Current Company Extract
**RPS1101 PTY LTD
ACN 623 375 191**

Organisation Details	Document Number
Current Organisation Details	
Name: RPS1101 PTY LTD	5E4675079
ACN: 623 375 191	
ABN: 50623375191	
Registered in: Queensland	
Registration date: 12/12/2017	
Next review date: 12/12/2020	
Name start date: 12/12/2017	
Status: Registered	
Company type: Australian Proprietary Company	
Class: Limited By Shares	
Subclass: Proprietary Company	

Address Details	Document Number
Current	
Registered address: Level 1, 48-50 Smith Street, DARWIN NT 0800	6E5691713
Start date: 18/04/2018	
Principal Place Of Business address: Level 1, 48-50 Smith Street, DARWIN NT 0800	6E5691713
Start date: 21/03/2018	

Contact Address
Section 146A of the Corporations Act 2001 states 'A contact address is the address to which communications and notices are sent from ASIC to the company'.
Current
Address: PO BOX 1420, COORPAROO DC QLD 4151
Start date: 12/12/2017

Officeholders and Other Roles	Document Number
Director	
Name: MICHAEL JOSEPH ALLEN	6E5691291
Address: 138 East Point Road, FANNIE BAY NT 0820	
Born: 21/08/1967, BRISBANE, QLD	
Appointment date: 12/12/2017	
Secretary	
Name: MICHAEL JOSEPH ALLEN	6E5691291
Address: 138 East Point Road, FANNIE BAY NT 0820	
Born: 21/08/1967, BRISBANE, QLD	
Appointment date: 12/12/2017	
Ultimate Holding Company	
Name: VENTURE DOWNS PTY LTD	5E4675079
ACN: 157 740 282	
ABN: 67157740282	

Current Company Extract

RPS1101 PTY LTD
ACN 623 375 191

Share Information

Share Structure

Class	Description	Number issued	Total amount paid	Total amount unpaid	Document number
ORD	ORDINARY SHARES	1	1.00	0.00	5E4675079

Members

Note: For each class of shares issued by a proprietary company, ASIC records the details of the top twenty members of the class (based on shareholdings). The details of any other members holding the same number of shares as the twentieth ranked member will also be recorded by ASIC on the database. Where available, historical records show that a member has ceased to be ranked amongst the top twenty members. This may, but does not necessarily mean, that they have ceased to be a member of the company.

Name: RPS1101 HOLDING PTY LTD
ACN: 623 374 336
Address: Level 1, 48-50 Smith Street, DARWIN NT 0800

Class	Number held	Beneficially held	Paid	Document number
ORD	1	yes	FULLY	6E5691713

Documents

Note: Where no Date Processed is shown, the document in question has not been processed. In these instances care should be taken in using information that may be updated by the document when it is processed. Where the Date Processed is shown but there is a zero under No Pages, the document has been processed but a copy is not yet available.

Date received	Form type	Date processed	Number of pages	Effective date	Document number
12/12/2017	201C Application For Registration As A Proprietary Company	12/12/2017	3	12/12/2017	5E4675079
11/04/2018	484A1 Change To Company Details Change Officeholder Name Or Address	11/04/2018	2	21/03/2018	6E5691291
11/04/2018	484 Change To Company Details 484B Change Of Registered Address 484C Change Of Principal Place Of Business (Address) 484A2 Change Member Name Or Address	11/04/2018	2	21/03/2018	6E5691713

Appendix B: Certificate of Registration



Certificate of the Registration of a Company

Corporations Act 2001 Paragraph 1274 (2) (b)

This is to certify that

RPS1101 PTY LTD

Australian Company Number 623 375 191

is taken to be registered as a company under the Corporations Act 2001 in Queensland.

The company is **limited by shares**.

The company is a **proprietary company**.

The day of commencement of registration is **the twelfth day of December 2017**.

Issued by the
Australian Securities and Investments Commission
on this twenty-third day of October 2019.



James Shipton
Chair

CERTIFICATE