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SPECIAL LICENCE

(Independent Power Producer)

Issued to

EDL NGD (NT) PTY LTD

Date of Issue

20 June 2002

Date of Variation

25 October 2017

Contents

1	Definitions and Interpretation	2
2	Grant of licence	2
3	Term	2
4	Annual return	2
5	Suspension of licence	2
6	Variation of licence	3
7	Transfer of licence	3
8	Licence fee and other charges	3
9	Compliance with laws and regulatory instruments	3
10	Directions of System Controller	3
11	Quality of electricity	3
12	Compatibility	4
13	Right of use	4
14	Consultation	4
15	Provision of information to the Utilities Commission and System Controller	4
	Schedule 1	5
	Schedule 2(a)	7
	Schedule 2(b)	8
	Schedule 3	9

Special Licence (Independent Power Producer)

Licensee: EDL NGD (NT) Pty Ltd

1 Definitions and Interpretation

1.1 In this licence a word or phrase in italics:

- (a) has the meaning given to it in part 1 of schedule 1; or
- (b) if the word or phrase is not defined in part 1 of schedule 1, then it has the meaning given to it in the *Electricity Reform Act*.

1.2 This licence must be interpreted in accordance with the rules set out in part 2 of schedule 1.

2 Grant of licence

Under Part 3 of the *Electricity Reform Act*, the *Utilities Commission* grants the licensee a licence to:

- (a) generate electricity at the *electricity generating plants* described in schedule 2(a) for own use or for sale as contemplated by paragraphs (b) and (c);
- (b) sell electricity to *electricity entities* holding a generation licence; and
- (c) sell electricity to a person specified in schedule 2(b),

in accordance with the terms and conditions of this licence.

3 Term

This licence commences on the date it is issued and continues until the earlier of:

- (a) when it is surrendered by the licensee under section 35 of the *Electricity Reform Act*; or
- (b) when it is cancelled by the *Utilities Commission* under section 36 of the *Electricity Reform Act*.

4 Annual return

The licensee must lodge an annual return containing such information as is required from time to time by the *Utilities Commission* by written notice.

5 Suspension of licence

This licence may be suspended under section 36 of the *Electricity Reform Act*.

6 Variation of licence

This licence may only be varied in accordance with section 32 of the *Electricity Reform Act*.

7 Transfer of licence

This licence may only be transferred in accordance with section 33 of the *Electricity Reform Act*.

8 Licence fee and other charges

8.1 The licensee must pay an annual licence fee or instalment of the annual licence fee, as the case may be, to the *Utilities Commission* as determined by the *Minister* under section 19 of the *Electricity Reform Act*.

8.2 The licensee must pay the *System Controller* any charges relating to the operations of system control in accordance with *Regulations*.

9 Compliance with laws and regulatory instruments

9.1 The licensee must:

- (a) comply with all applicable provisions of the *Network Access Code*, the *System Control Technical Code* and the *Network Technical Code*;
- (b) comply with all applicable provisions of any *code* or *rule* made under the *Utilities Commission Act* from time to time;
- (c) comply with any applicable protocol, standard and *code* applying to the licensee under the *Regulations*; and
- (d) comply with all applicable laws including the *Regulations* and any technical or safety requirements or standards contained in *Regulations*.

9.2 The licensee must notify the *Utilities Commission* within 3 *business days* if it becomes aware of a material breach by the licensee of this licence or any of the regulatory instruments described in clause 9.1 of this licence.

9.3 The licensee must notify the *Utilities Commission* at least 20 *business days* before the expiry of the arrangements to sell to *electricity entities* holding a *generation licence*, as contemplated in clause 2(b) of this licence.

10 Directions of System Controller

The licensee must comply with the directions of the *System Controller*, where applicable.

11 Quality of electricity

Where the activities authorised under this licence include interconnection of the licensee's *electricity generating plants* with an *electricity network*, the licensee must provide electricity

of a quality suitable for any *electricity network* which is interconnected or interfaces with the licensee's *electricity generating plants*.

12 Compatibility

Where the activities authorised under this licence include interconnection of the licensee's *electricity generating plants* with an *electricity network*, the licensee must not do anything to its *electricity generating plants* affecting the compatibility of its *electricity generating plants* with any *electricity network* so as to prejudice public safety or the security of *supply*.

13 Right of use

The licensee must:

- (a) grant each *electricity entity* holding a *network licence* rights to use or have access to the licensee's *electricity generating plants* that are interconnected or interface with the *electricity entity's* assets for the purposes of ensuring the proper integrated operation of the *power system* and the proper conduct of the *operations* authorised by the *electricity entity's* licence; and
- (b) in the absence of agreement as to the terms on which such rights are to be granted, comply with any determination by the *Utilities Commission* as to those terms.

14 Consultation

The licensee must participate, to the extent specified by the *Utilities Commission*, in the development, issue and review of any regulatory instruments.

15 Provision of information to the Utilities Commission and System Controller

The licensee must, from time to time, provide the *Utilities Commission* or the *System Controller*, in a manner and form to be determined by the *Utilities Commission* or the *System Controller*, such information as the *Utilities Commission* or the *System Controller* may request.

Date: 26 October 2017

THE COMMON SEAL of UTILITIES COMMISSION is duly affixed in the presence of:

Signature of authorised person

Director Utilities Commission

Office held

Justin Martyn

Name of authorised person (block letters)



Schedule 1

Part 1 - Definitions

In this licence:

“*business day*” means a day on which banks are open for general banking business in Darwin, excluding a Saturday or Sunday;

“*code*” means any code made by the *Utilities Commission* under section 24 of the *Utilities Commission Act*;

“*Electricity Reform Act*” means the Electricity Reform Act 2000 (NT);

“*electricity entity*” means a person licensed under Part 3 of the *Electricity Reform Act* to carry on *operations* in the *electricity supply industry*;

“*electricity generating plants*” means the electricity generating plants described in schedule 2(a) of this licence;

“*electricity network*” has the meaning given to that term under the *Electricity Reform Act*;

“*generation licence*” means a licence to *generate* electricity granted under Part 3 of the *Electricity Reform Act*;

“*Minister*” means the Minister of the Crown who is responsible for the administration of the *Electricity Reform Act*;

“*network licence*” means a licence to operate or own an *electricity network* granted under Part 3 of the *Electricity Reform Act*;

“*power system*” means the system for generating, transmitting, distributing and *supplying* electricity and includes a part of the system;

“*Regulations*” means the regulations made under the *Electricity Reform Act*;

“*rule*” means any rule made by the *Utilities Commission* under section 24 of the *Utilities Commission Act*;

“*System Controller*” means a person licensed under Part 3 of the *Electricity Reform Act* to exercise system control over the *power system*;

“*Utilities Commission*” means the Utilities Commission under the *Utilities Commission Act*; and

“*Utilities Commission Act*” means the Utilities Commission Act 2000 (NT).

Part 2 - Interpretation

In this licence, unless the contrary intention appears:

1. headings are inserted for convenience and do not affect the interpretation of this licence;
 2. the singular includes the plural and vice versa;
 3. words importing a gender include any gender;
 4. the word "person" includes a firm, a body corporate, a partnership, joint venture, an unincorporated body or association, trust or any governmental agency;
 5. a reference to a condition, clause or schedule is to a condition, clause or schedule of this licence;
 6. a reference to terms of an offer or agreement is to all terms, conditions and provisions of the offer or agreement;
 7. a reference to this licence or another document includes any variation or replacement of any of them;
 8. a reference to a statute, regulation, proclamation, order in council, ordinance, by-laws, code, law or similar instrument includes all statutes, regulations, proclamations, orders in council, ordinances, by-laws, codes, laws and similar instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 9. a reference to a person includes that person's executors, administrators, successors, substitutes (including, without limitation, persons taking by novation) and permitted assigns;
 10. the verb "include" (in all its parts, tenses and variants) is not used as, nor is it to be interpreted as, a word of limitation; and
 11. if an event must occur on a stipulated day which is not a Business Day then the stipulated day will be taken to be the next Business Day.
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Schedule 2(a)

Electricity Generation Plants

The electricity generating plants covered by this licence are:

Power Station	Description
McArthur River Power Station	McArthur River Mine site
McArthur River Phase 3 Expansion Power Station	McArthur River Mine site

Schedule 2(b)

Permitted Electricity Sales

Under clause 2(c) of this licence, electricity sales are permitted to the following parties:

Persons to whom electricity sales are permitted
McArthur River Mining Pty Ltd ABN 90 008 167 815

Schedule 3

Variations to the licence

Date	Reason for variation
14 November 2003	Addition of Pine Creek A Power Station following transfer of operations of Pine Creek Power Pty Ltd to McArthur River Power Pty Ltd.
28 September 2012	<ul style="list-style-type: none">• Simplification of Schedule 2(a) to eliminate the need to vary the license each time a change in generation capacity is expected;• Addition of McArthur River Phase 3 Expansion Power Station to Schedule 2 (a); and• Addition of McArthur River Mining Pty Ltd to Schedule 2(b)
30 June 2016	Removal of Pine Creek A Power Station from Special Licence following issuing of stand-alone generation licence
25 October 2017	Amend clause 3 to remove the link between the term of the licence and the term of any arrangements that a licensee has in place to sell to a generator. Minor amendments to ensure consistency across the Special Licences and correct minor typographical errors.