

## NEOEN

# Bulgana Green Power Hub

Application for Generation Licence

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## 1. Introduction

This application is prepared in accordance with the Guidance Notes for Applications for Electricity Licences and the Transfer of Existing Electricity licences published by the Essential Services Commission (November 2006). Bulgana Green Power Hub, under Bulgana Wind Farm Pty Ltd (BGPH) is applying for a licence to generate, supply and sell electricity from the wind farm and the battery within the state of Victoria, into the wholesale National electricity Market.

## 2. The Applicant and Nature of the Application

### 2.1 Project Overview

Bulgana Green Power Hub has been developed by Neoen Australia and is currently under construction. BGPH has entered into an EPC contract with Siemens Gamesa for the construction of the project which commenced in May 2018. BGPH is located approximately 200km north-west of Melbourne Victoria. The wind farm site is approximately 11 km North-east of Stawell, within Victoria, Australia.

The Bulgana wind farm will have a total capacity of 194 MW, consisting of 56 wind turbine generators. In additional to the windfarm, there will also be a 20MW/34MWh battery energy storage system (BESS), all connected to Ausnet's 220 kV transmission networks at the Bulgana Terminal Substation. The total output will be capped at 200MW. The wind farm and BESS will supply power to the yet to be completed Nectar Farms, a series of greenhouses. The total project constitutes the Bulgana Green Power Hub.

The purpose of the Bulgana Green Power Hub is to export electricity generated by the windfarm and BESS to the National Electricity Market Grid via the Point of Connection. A portion of the electricity generated by the BGPH will be sold under an offtake arrangement to the Nectar Farms.

The project is expected to commence generating electricity in March 2019.

Neoen Australia operates a fleet of generation assets within the National Electricity Market (NEM) including five solar farms in NSW, a wind farm (three stages) and grid scale battery in South Australia. Each stage of Neoen's Hornsdale Wind Farm along with the adjacent 100MW battery, the Hornsdale Power Reserve, hold separate generation licences with the Essential Services Commission of South Australia (ESCOSA).

All planning and environmental approvals for the Bulgana Green Power Hub have been received.

- Attachment 2.1.1 Bulgana DELWP Planning Approval
- Attachment 2.1.2 Bulgana Planning Permit Council
- Attachment 2.1.3 Bulgana Planning Permit State Gov
- Attachment 2.1.4 Bulgana Approved CHMP

## 2.2 Information on the Applicant and Nature or the Application

Name of Applicant	Bulgana Farm Pty Ltd
ABN	29 162 201 569
Date of Incorporation	4 <sup>th</sup> of February, 2013
Registered Address	Suite 1, Level 10, 219-227 Elizabeth Street, Sydney
	NSW 2000
Contact Person	Laurent Stephane FRANCISCI,
	Operations Director,
	Mobile: +
	Email: I

BGPH confirms that it is a fit and proper person to hold a generation licence in the state of Victoria, and that:

- no directors of BGPH have been declared bankrupt or had their affairs placed under administration; been disqualified from managing a company; charged with fraud, theft or any other serious criminal offence;
- no prosecutions or regulatory complaints have been commenced against BGPH or any other company or person related to or associated with BGPH (including directors and senior management).

## 2.3 Corporate structure

Neoen SA (Neoen) is a French Independent Power Producer (IPP) – a developer, owner and operator of renewable energy projects. Headquartered in Paris, Neoen is also present in Australia, Portugal, Mexico, El Salvador, Egypt, the Caribbean, Africa and the Middle East. Globally, Neoen has over 1GW of renewable projects operating or under construction, and aims to reach 3GW globally by 2020.

Neoen set up its Australian operations in 2012. Domestically, it has more than 1GW in operation or under construction, representing more than \$2 billion Australian dollars in investment.

Neoen Australia engages in specialised development, finance, operations and maintenance activities from its Australian offices with support from a team of executives and specialists based in Paris and other offices around the world. Please see Attachment D to this submission for more detail on key members of these international and local teams.

Neoen adheres to a 'build, own and operate' model. Consequently, it takes a long-term approach to its assets, to the local communities in which they are situated, and to Australian electricity markets overall.

Bulgana Wind Farm Pty Ltd is a wholly owned subsidiary of Bulgana Holdings Pty Ltd. This company provides the guarantee and security over its shares held in Bulgana Wind Farm Pty Ltd, its rights under relevant shareholder loans, and, in each case, limited recourse to the shared assets. Bulgana Wind Farm Pty Ltd provides security over all of its assets.

Bulgana Holdings Pty Ltd is a wholly owned subsidiary of Neoen Wind HoldCo 1 Pty Ltd, the holding company. Bulgana Holdings Pty Ltd provided the funds from shareholder equity contributions and a junior loan to Bulgana Wind Farm Pty Ltd through Bulgana Holdings Pty Ltd.

Bulgana Wind Farm Pty Ltd is the Special Purpose Vehicle that holds the assets of Bulgana Green Power Hub and has entered into an asset management agreement with Neoen Australia Pty Ltd to provide asset management services.

Neoen Australia Pty Ltd is the developer of Bulgana Green Power Hub.

The ultimate holding company of both Neoen Australia Pty Ltd and Bulgana Wind Farm Pty Ltd is Neoen SA incorporated in France.

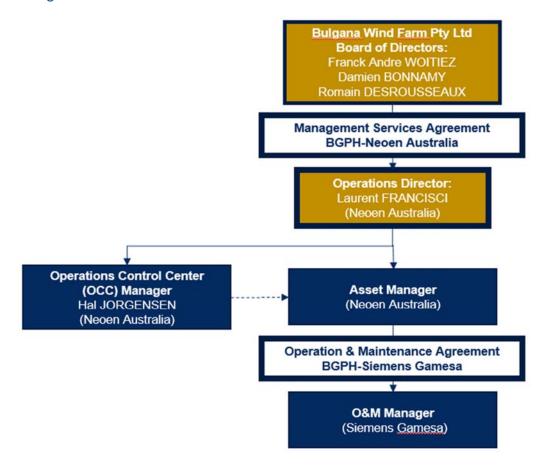
Neoen SA major shareholder is Impala which holds a controlling share.

Neoen Wind Holdco Pty Ltd, is a parent company of Bulgana Wind Farm Pty Ltd, which is part of the Neoen International group. Certificates of the three Australian Companies provided as an attachment

- Attachment 2.2.1 Certificate of Registration Neoen Wind Holdco Pty Ltd
- Attachment 2.2.2 Certificate of Registration Bulgana Wind Farm Pty Ltd
- Attachment 2.2.3 Bulgana Holdings Pty Ltd Certificate of Registration on Change of Name dated 12 October 2016



## 2.4 Organisational Structure



## 2.5 Experience of the Key Personnel

BGPH is confident that Neoen has the expertise, knowledge and skill base to operate a wind farm successfully in the electricity industry of Victoria. As the owners and operators of the Bulgana Green Power Hub, Neoen has a strong track record of successful operation of wind and solar farms across European, Central American and Australian markets. Neoen has an established track record of development and operation of renewable energy assets worldwide with significant expertise in operating wind and solar farms as well as large battery storage systems in Australia.

Neoen is the leading independent producer of exclusively renewable energy – solar, wind and storage – in Australia and France, and one of the most vibrant players in the industry worldwide. Founded in September 2008, the Company operates in Australia (where it is the leading renewable IPP), France, Portugal, Finland, Jamaica, Zambia, El Salvador, Mexico and Argentina and is involved in projects in Ireland, the USA, Mozambique etc. The Company aims to maintain at least 80% of its installed capacity in OECD countries. With around 2 GW currently in operation or under construction and another 1 GW already awarded, Neoen is pursuing its growth thanks to the vitality of its project development and the intrinsic competitiveness of its power plants. The company is widely acknowledged for its ability to innovate and deliver landmark projects. Neoen runs Europe's most powerful solar PV installation, in Cestas, France (300 MW), and the world's largest lithium-ion power

reserve in South Australia (100 MW/129 MWh). Neoen's rapidly expanding customer base includes states and public authorities, electricity markets and now major companies such as Google.

Since entry into the Australian renewable energy market in 2012 Neoen has developed and operates wind, battery and solar assets in NSW, Western Australia and South Australia.

Neoen is run by a stable and experienced management team. Its members share the same long-term vision, critical thinking and crystal-clear values (audacity, commitment, integrity and esprit de corps) that have shaped the group from the outset and guide its activities on a daily basis. With a close to 150-strong workforce comprising over 20 nationalities as of June 30, 2018, Neoen has the legitimacy, resources and expertise to support the Construction and Operation of the Bulgana Green Power Hub.

Neoen Australia has been developing and operating generation assets within the NEM for several years. Short summaries of personnel in key roles to the operation of BGPH are attached.

This team has supported the development, construction and operations of Neoen Australia's generation fleet and has sound knowledge of the generation industry in Australia. The fleet has grown to over 1GW of generation either operational or in construction since 2015.

The Group has shown that it can adapt to different and evolving market dynamics-while maintaining a prudent and rational business approach-in establishing its multi-local leadership. It operates in markets with different degrees of maturity, tailoring its development and operations to varying pricing, legal, administrative and tax structures. At the same time, it has strategically diversified its source of revenues by complementing public PPAs with private off-take agreements and by opportunistically supplementing PPA revenues with merchant sales.

Neoen's approach to asset management is focused on operational excellence, actively supervising the construction and operation of its assets to target maximized power production and availability. From 2015 to 2017, the Group's solar assets achieved more than 99% average availability, generating 390 GWh of power in 2017, and its wind assets achieved more than 98% average availability (excluding a one-off event in 2017 relating to a substation issue at the Group's Osiere wind farm) over the same period, generating 930 GWh of power in 2017.

- Attachment 2.5 - Key Neoen Personnel Profiles (Victoria)

#### 2.6 Details of Contracts

Neoen Australia manages its assets internally and has existing contracts in place for the provision of services to support this role.

BGPH holds EPC and O&M contracts with Siemens Gamesa for the construction, commissioning and long-term operation (20 years) of BGPH.

BGPH confirms that all insurance policies required under the various project agreements have been (as required for the construction phase) or will be (as required for the operational phase of the project) put in place.

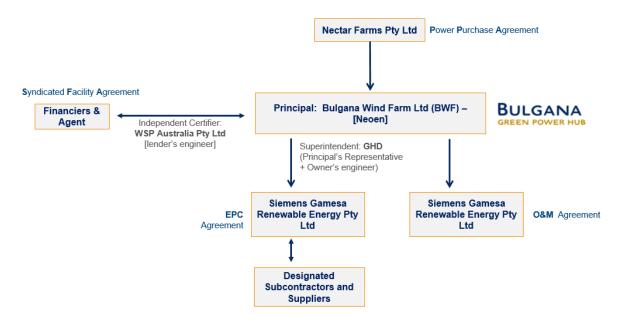
Additionally, BGPH holds a Network Service Agreement with Ausnet for connection with the Network Service Provider's (NSP) 220kV transmission system.

BGPH confirms that all land access arrangements are in place with the associated landowners for all land with respect to the wind farm, BESS and any other relevant assets.

BGPH has entered into an electricity offtake agreement with Nectar Farms (behind the meter, as a sole customer) and also a sale purchase agreement for Large Scale Renewable Generation Certificates (LGCs) with the State Government of Victoria.

The contracts are provided with this application, and can be found in the following attachments noting that all of these documents are commercial in confidence:

- Attachment 2.6.1 Executed EPC Contract (commercial in confidence);
- Attachment 2.6.2 Executed Operations and Maintenance Contract (commercial in confidence);
- Attachment 2.6.3 Executed Ausnet Connection Services Agreement (commercial in confidence);
- Attachment 2.6.4 Executed Ausnet Project Construction and Coordination Deed (commercial in confidence);
- Attachment 2.6.5 Executed Ausnet Connection Agreement (commercial in confidence);
- Attachment 2.6.6 Executed Nectar Farms Power Purchase Agreement (commercial in confidence)
- Attachment 2.6.7 Executed Vic Govt Support Agreement (commercial in confidence); and
- Attachment 2.6.8 Neoen Australia Asset Management Agreement (commercial in confidence)



## 2.7 Type of licence sought

BGPH is seeking a full Victorian generation licence for 204MW from the Essential Services Commission of Victoria (ESCV) to operate in the National Electricity Market (NEM).

BGPH will be connected to the electricity network at the Bulgana Terminal Station (BGTS) in Victoria. The terminal station will connect to the 220 kV transmission line between Ararat Terminal Station (ARTS) and Horsham Terminal Station (HOTS). BGWF is to be rated at 204 MW and is to comprise of 56 SiemensGamesa 3.465 MW wind turbines. The BESS will be rated at 20MW/34MWh. Energy generation from BGPH will be sold into offtake arrangements with customers and the electricity spot market in the National Electricity Market (NEM).

The registration of BGPH with AEMO is progressing and all necessary data is being finalised for the application. The 5.3.4A letter with the negotiated performance standards was received on 17 June 2016.

As one of the first hybrid plants in Australia, being the wind farm with the battery storage system, BGPH is progressing the registration process in close collaboration with AEMO. The registration package was submitted to AEMO's onboarding department on 30 November 2018. This process is ongoing as items continue to be addressed liaising with AEMO's onboarding and technical teams. The aim is to achieve registration effective early March 2019, prior to energisation of the substation and subsequent generation of electricity.

Bulgana Wind Farm Pty Ltd confirms that it does not intend to use any intermediary to sell the electricity it generates on the NEM.

BGPH has applied to DELWP to obtain an exemption from the requirement to have a distribution licence with respect to the assets connecting Nectar Farms. AusNet has applied for an exemption for the overhead assets within the windfarm. These exemption applications are currently being considered by DELWP. BGPH provides authorisation to the commission to discuss this application, including any confidential information associated with the application, with AusNet if required.

BGPH seeks the Generation License issued as soon as possible and in any event by no later than February 2019 to be able to commence generation of the plant and complete live commissioning in March 2019.

The applicant is confident that BGPH has all necessary expertise to comply with all relevant generation license conditions, codes and guidelines as detailed throughout this application and evidenced by Neoen's generating fleet in Australia.

BGPH confirms that a Licenced Electrical Inspector, appropriately certified through Energy Safe Victoria (ESV), is required to sign the Certificate of Inspection within the Certificate of Electrical Safety certifying that the electrical installation work carried out (i.e. the solar farm) by licensed electrician meets all requirements of the applicable legislation and regulations (including under the Electrical Safety Act 1998 (Vic)). NSF confirms that it's construction and O&M contractor is engaging with ESV to confirm the extent of the obligations that BGPH will need to meet.

BGPH confirms it is not seeking any non-standard licence conditions.

- Attachment 2.7.1 5.3.4A Letter received from AEMO

## 2.8 Licences held by associates of the applicant

Bulgana Wind Farm Pty Ltd does not currently hold any licences in Victoria, nor has it had any unsuccessful licence applications.

Neoen is present in 10 countries, with plants already operating, under construction or with financing underway. Neoen has 2GW in operation or under construction, all of Neoen's assets hold the relevant licences, depending on the jurisdictions in which they are located.

Neoen currently holds existing Generating licences in South Australia through its wholly-owned subsidiaries:

- Electricity Generation Licence for the 100MW HWF1 Pty Ltd was granted on 12 May 2016.
- Electricity Generation Licence for the 100MW HWF2 Pty Ltd was granted on 1 February 2017.
- Electricity Generation Licence for the 100MW HWF3 Pty Ltd was granted on 11 August 2017.
- Electricity Generation Licence for the Hornsdale Power Reserve Pty Ltd was granted on 13 October 2017.

For details of experience of Generating Licences, refer to attachments:

- Attachment 2.8.1 ESCOSA Electricity Generation Licence HWF 1;
- Attachment 2.8.2 ESCOSA Electricity Generation Licence HWF 2;
- Attachment 2.8.3 ESCOSA Electricity Generation Licence HWF 3;
- Attachment 2.8.4 ESCOSA Electricity Generation Licence HPR;

## 3. Commissions Objectives

Part 2 sub-section 8(1) of the Essential Services Commission Act 2001 (ESC Act) sets the Objective of the Commission as follows:

- 1. In performing its functions and exercising it powers, the objective of the commission is to promote the long-term interests of Victorian consumers.
- 2. In performing its functions and exercising its powers in relation to essential services, the Commission must in seeking to achieve the objectives have regard to the price, quality and reliability of essential services.

The BGPH is underpinned by a contract with the Victorian Government, ensuring long term pricing stability for Victorian consumers. The inclusion of the BESS provides additional security, adding to both quality and reliability in that it provides additional diversity of supply as well as enhanced security to the network.

The BGPH also helps the Victorian Government meet its obligations under the VRET.

## 4. Information on Financial Viability

Neoen, as a financially viable entity, can meet and address the financial viability requirements of the generation licence. The following information is provided to the Commission on a commercial-inconfidence basis.

BGPH is a part of the Neoen Group which includes Neoen Australia, a large Australian based renewable energy developer, owner and operator with over 1GW of renewable projects already in operation or construction in Australia.

Funding for BGPH is through a combination of project financing and equity.

Prudential requirements and associated credit support of the AEMO registration process will be met. Neoen Australia is currently operating a portfolio of almost 1GW of renewable generators that are all registered with AEMO and successfully provided sufficient financial resources.

The final version of the Financial Model projecting expected cash flow for the duration of the project is attached. This document underpins Neoen's investment in BGPH, which highlights the robust economics of the project, attached as:

Financial documents are attached, with all attachments commercial in confidence.

- Attachment 4.1 Bulgana Wind Farm Pty Ltd Financial Report Final
- Attachment 4.2 Bulgana Holdings Pty Ltd Financial Report Final
- Attachment 4.3 Neoen Wind Holdco Pty Ltd\_Financial Report\_Final
- Attachment 4.4 Bulgana Wind Farm Pty Ltd Register of Members dated 4 January 2017
- Attachment 4.5 Bulgana Holdings Pty Ltd Register of Members dated 8 January 2018
- Attachment 4.6 Bulgana WF Share Certificate
- Attachment 4.7 Neoen Wind HoldCo1 Share Certificates
- Attachment 4.8 Bulgana Wind Financial Model/Business Plan V26 final
- Attachment 4.9 Guarantee JGBG
- Attachment 4.10 Guarantee KFW AusNet
- Attachment 4.11 Guarantee NAB Aemo
- Attachment 4.12 Guarantee SocGen Ausnet Bank Guarantee SG Signed
- Attachment 4.13 Consolidated Financial Statement 2015, 2016 & 2017
- Attachment 4.14 Consolidated Financial Statement 2018

## 5. Information on Technical Capacity

Neoen Australia, has the experience, knowledge and skill base to operate a viable generation business in Victoria.

Details of organisation structure and contacts with external provider are found in sections 2.4, 2.5 and 2.6 above.

## 5.1 Governance & Compliance

BGPH with the support of Neoen Australia, functions on internal rules and procedures to ensure compliance with the organisational needs, functions and targets. Neoen has drawn up a Code of Conduct with a view to promoting and reinforcing ethical and responsible behaviour among employees, including consultants and interns. Neoen wishes to ensure that all of its employees behave in accordance with this code and generally adopt an exemplary standard of behaviour in the performance of their professional activities.

#### - Attachment 5.1.1a Neoen Code of Conduct

#### Internal controls, policies and procedures

Neoen has implemented an internal control system on the global level to ensure the 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. 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 Neoen's risk mapping. They have been detailed and explained to facilitate their implementation by all group subsidiaries. In addition to this organisation, a set of concrete tools (checklist, document templates, etc.) has been designed and circulated throughout the group for a better assimilation and implementation of these control activities, on a uniform basis across Neoen's locations.

In addition, 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 manager assesses, within his 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 that are currently not subject to sufficiently strong internal controls.

Relevant "control matrices" which describe the best internal control practices for main process risk, be it operational or financial risks are included along with relevant policies and documentation listed below:

- Attachment 5.1.2 Asset Management Internal Control Matrix

## Health, Safety & Environment

Once the facility begins operating, the monitoring of HSE compliance is delegated to the service provider that ensures the maintenance of the facility (the O&M provider), which is usually the EPC contractor, in coordination with the relevant Neoen asset manager. HSE reporting to Neoen is done on a monthly basis and focuses on workplace accidents and environmental damage as well as the implementation of the rules applicable to the facility. All of Neoen's HSE management systems are implemented using OHSAS 18001 and ISO 14001 guidelines.

- Attachment 5.1.3 Neoen HSE Management System & Policy

#### **Human Resources**

Neoen highly values its human capital, which represents one of its core assets, and seeks to promote the development of skills among its employees, namely by giving them new positions and experiences within Neoen's various subsidiaries.

As part of its hiring, Neoen promotes diversity among its employees, as reflected by the composition of its staff, which includes employees from significantly varied backgrounds and of more than 20 nationalities.

Training provided by Neoen relates primarily to the following fields: safety (in particular, training in order to obtain height-clearance and electrical-clearance), training for workplace adaptation in order to help employees adapt to new tools (such as training for new accounting or invoice validation tools) and skill development training, such as language training.

#### Risk management

Neoen's risk management relates to 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 to ensure that its major and operational risks are recognized and managed. The risk management system that it has implemented 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 BGPH enjoys exemplary market knowledge to manage all possible risks related to financing, constructing, operating and maintaining a solar farm of this scale.

BGPH, through its parent entities utilises corporate risk management processes as an integral part of the normal operation of its businesses.

The BGPH-specific risk management plan and risk register were compiled during the development phase of the project and is subject to regular reviews as the project transitions to construction and operations phases. The BGPH risk management plan and associated risk are attached to the application:

- Attachment 5.1.4 Risk Management Plan
- Attachment 5.1.5 BGPH Risk Register

## **Technical and Regulatory Compliance**

BGPH has a project management team, backed-up by external consultants/contractors to oversee the construction of the facility and the ongoing operation and maintenance activities.

Neoen's 24/7 Operations Control Centre (OCC) and dedicated Asset Manager are located in Canberra and will have responsibility for:

- monitoring the good operation and maintenance of the asset on a day to day basis;
- managing relationship with AEMO, compliance with the NER, collecting settlements and accordingly preparing monthly reports to offtakers in order to offset differences between Market sales and PPA price for the applicable dispatched quantities;
- being the primary contact of the BGPH and AEMO for operation of the asset (e.g. switching instructions, compliance or any relevant queries);
- being the primary contact of various stakeholders to ensure continuing compliance of the asset with agreements in place (approval conditions, environmental, cultural heritage, etc.).

In accordance with the requirements of the National Electricity Rules, BGPH will be applying for registration with AEMO as a market generator (semi-scheduled market participant).

- Attachment 5.1.6 Neoen Revenue Management RACI & Trading Workflows
- Attachment 5.1.7 Business Continuity Plan BGPH

## Community Engagement & Complaints Register

A process for ongoing community engagement and management of complaints is in place for BGPH in addition to the dedicated project website (<a href="https://bulganawindfarm.com.au/">https://bulganawindfarm.com.au/</a>) which includes a feedback function.

Details of all complaints received will be recorded in an up-to-date Complaints Register (attached). The register records all of the critical information of the complaint and details corrective actions, follows-ups and tracks satisfaction and closure of issues.

- Attachment 5.1.8 Neoen Community Engagement Policy

#### - Attachment 5.1.9 BGPH Stakeholder Incidents Register

## 6. Consolidated List of Attachments

- Attachment 2.1.1 Bulgana DELWP Planning Approval
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- Attachment 2.1.3 Bulgana Planning Permit State Gov
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- Attachment 5.1.2 Asset Management Internal Control Matrix
- Attachment 5.1.3 Neoen HSE Management System
- Attachment 5.1.4 Risk Management Plan
- Attachment 5.1.5 BGPH Risk Register
- Attachment 5.1.6 Neoen Revenue Management RACI & Trading Workflows
- Attachment 5.1.7 Business Continuity Plan BGPH
- Attachment 5.1.8 Neoen Community Engagement Policy
- Attachment 5.1.9 BGPH Stakeholder Incidents Register
- Attachment 6.1 BGPH Compliance Obligations Register
- Attachment 6.2 Neoen Australia Document Retention Policy