



Application for Generation License

Lal Lal Wind Farms Nom Co Pty Limited

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TABLE OF CONTENTS

1. Information on the Applicant and Nature of the application	4
1.1 Introduction	4
1.2 Applicant Details	5
1.3 Corporate Structure	5
1.4 Organisational Structure	6
1.5 Project Expertise	8
1.6 Experience of Key Personnel	11
1.7 Details of key contracts and agreements	12
1.8 Planning and Environment	16
2. Essential services commission objectives	19
2.1 Efficiency in the industry and incentives for long term investment	19
2.2 Financial viability of the industry	19
2.3 The degree of, and scope for, competition within the industry, including countervailing market power and information asymmetries	20
2.4 The relevant health, safety, environmental and social legislation applying to the industry	20
2.5 The benefits and costs of regulation for consumers and regulated entities	20
3. Information on financial viability	21

3.1 Financial Data	21
3.2 Significant Contracts	21
3.3 Business Plan	21
3.4 Annual Report	22
3.5 Certificate of Registration	22
3.6 Statements from Parent Company	22
3.7 Guarantees in place	22
3.8 Australian Financial Services License	22
3.8 Discussions with Licensed Distributors	22
3.9 Complaints Register and Procedures	22
4. information on technical capacity	23
4.1 Organisational chart of key personnel with details of experience	23
4.2 Contracts with external service providers	23
4.3 Statements from industry bodies	23
5. Information in support of the general license application	24
5.1 Directors and Managers experience in and knowledge of the electricity industry	24
5.2 Evidence of the capacity to comply with Generator License conditions	24
5.3 Related Entities	24
5.4 Interactions or preliminary registration with NEMMCO	24
5.5 Confirmation of planning and environmental approval	25
5.6 Evidence demonstrating the entity can successfully operate a business within the electricity industry	25
5.7 Cross ownership	25
6. List of attachments	26

1. INFORMATION ON THE APPLICANT AND NATURE OF THE APPLICATION

1.1 Introduction

This application for a Generation License under the Electricity Industry Act 2000 (Vic) (**the Act**), is made to the Essential Services Commission by RES Australia Pty Ltd (ABN: 55 106 637 754) (**RES Australia**) as Asset Manager to and on behalf of Lal Lal Wind Farms Nom Co Pty Limited (ABN: 37 625 768 774). Lal Lal Wind Farms Nom Co Pty Limited (**LLWF or Applicant**) is applying for the license in its capacity as agent for the Project Partnership (the **Partnership**, illustrated in Figure 1).

The Applicant acts as an agent for the equity partners, with the Applicant being an asset of the Partnership. The Applicant is a fit and proper person to engage in the electricity generation activities that will be covered by the Generation License.

LLWF is applying for a license to generate and transmit electricity from a 220MW Wind Farm, being built southeast of Ballarat, in the Moorabool Shire, Victoria.

LLWF will be composed of two components, situated at the Elaine and Yendon localities. The two components of the wind farm are located approximately 9km apart and form a combined land holding of approximately 2,100 hectares. The Yendon site is anticipated to have 38 turbines with indicative capacity of 144.4 MW exporting power to the Ballarat Terminal Station via an upgrade of an existing 66 kV line which passes through the site, while the Elaine site is anticipated to have 22 turbines with indicative capacity of 83.6 MW exporting power to Elaine Terminal Station which is located within one kilometer of the site boundary.

RES Australia are experienced developers, owners and operators of wind and other renewable energy projects around the world. To this end, RES Australia has been appointed as Construction and Asset Managers by the Applicant in respect of the Lal Lal Wind Farm.

Accordingly, pursuant to Section 18 of the Act, LLWF is applying to the Essential Services Commission (**ESC**):



- For a license to generate electricity for supply and sale into the National Electricity Market (NEM)
- For that license to commence / be effective from 1 February 2019
- Noting that:
 - LLWF does not currently hold any generator licenses in the state of Victoria
 - This is the first generator license sought by LLWF
 - No non-standard license conditions are sought by LLWF

1.2 Applicant Details

The details of the Applicant applying for a Generator License are provided below:

Applicant Name	Lal Lal Wind Farms Nom Co Pty Limited
ABN	37 625 768 774
Registered Business Address	Lal Lal Wind Farms Nom Co Pty Limited Level 6, 50 Martin Place Sydney NSW 2000
Business & Postal Address	C/RES Australia Pty Ltd Suite 4 Level 1, 760 Pacific Highway Chatswood NSW 2067
Contact Person	Catherine Fetherstonhaugh, Energy Market Compliance Manager Mobile: [REDACTED] Email: [REDACTED]
Incorporation Details	Lal Lal Wind Farms Nom Co Pty Limited was incorporated on 24 April 2018

1.3 Corporate Structure

The Applicant is a subsidiary of a structure of companies and is owned by Partners InfraRed Infrastructure (40%) Northleaf (40%) and Macquarie (20%) as illustrated in the diagram below.



The Applicant acts as an agent for the equity partners, with the Applicant being an asset of the Partnership. Figure 1 shows this structure in its entirety.

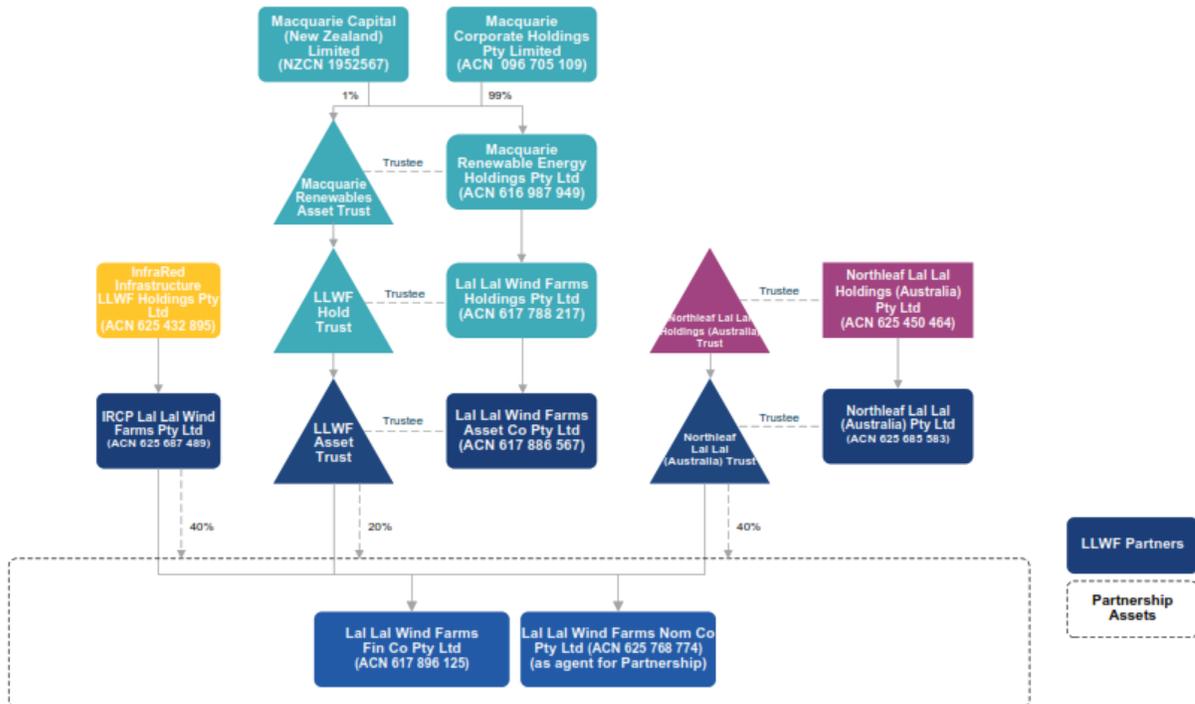


Figure 1: Corporate Structure

1.4 Organisational Structure

Figure two details the Lal Lal Wind Farm Project organizational structure, including composition of the board, management and other key personnel.

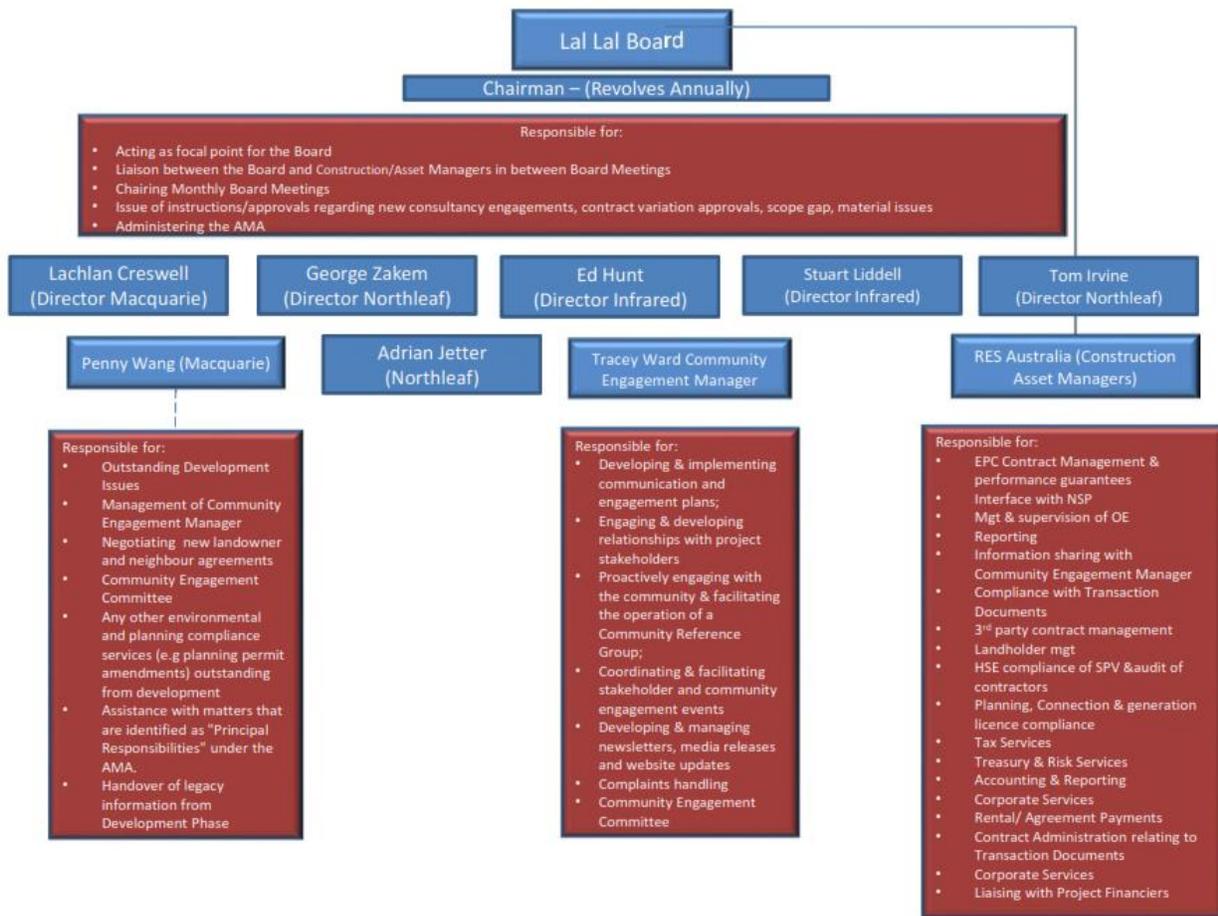


Figure 2: Project Organisational Structure

Figure three shows the RES Australia Construction and Asset Management team structure, including technical personnel. All employees shown on this chart are providing professional and/or technical expertise to LLWF.

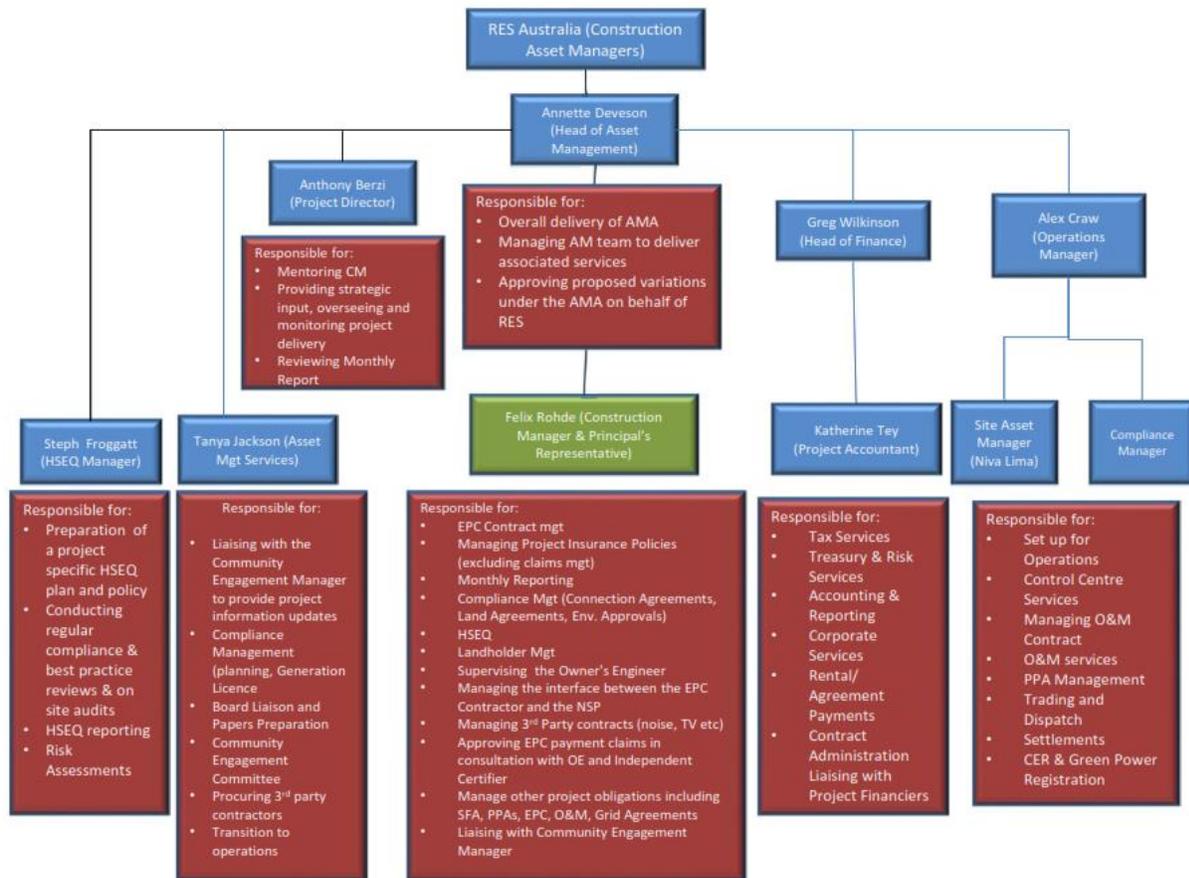


Figure 3: Project Delivery Structure

1.5 Project Expertise

Macquarie Corporate Holdings

The ultimate holding company in the Macquarie corporate structure is Macquarie Group Limited, a diversified financial group listed on the Australian Stock Exchange.

Macquarie is a leading financial adviser on energy sector related transactions globally and in Australia. Macquarie have a strong track record in Australia in both an advisory and principal investment capacity through numerous transactions totaling over 1,000 MW, including the sale of Macarthur wind farm for Meridian Energy, Mumbida and Silverton wind farms developments, the completion of six wind farm

transactions for AGL Energy, and the purchase of Waterloo Wind Farm for Palisade Investment Partners and Northleaf Capital.

Northleaf Capital

Northleaf is an independent global private markets investment firm, with more than US\$10 billion in commitments under management on behalf of more than 80 institutional investors, including public, corporate and multi-employer pension plans, university endowments, foundations, financial institutions, family offices and high net worth individuals. Northleaf's 110-person team, headquartered in Toronto with offices in Melbourne, Montréal, London, New York, Chicago and Menlo Park, is focused exclusively on sourcing, evaluating and managing private market investments globally.

The team has more than 130 years of collective experience with infrastructure assets of various types across the OECD regions, including power generation (including renewable generation), transportation, regulated utilities, public-private-partnerships, bulk liquids storage and communications infrastructure in Australia, Canada, the US, the UK and Europe. In total, Northleaf is invested or committed to 13 renewable energy assets encompassing over 1,200MW of gross generating capacity across wind, solar and geothermal in Australia, North America, the United Kingdom and Europe.

Northleaf has an existing presence in Australia via its investments in the Waterloo Wind Farm, an operational wind farm located in South Australia, and ANZ Terminals, Australia's largest independent bulk liquids storage provider. Northleaf recently made its third investment in Australia with the acquisition of an equity interest in the Lal Lal Wind Farm, a 228MW wind farm currently being installed in Victoria (the subject of this application).

InfraRed Capital Partners

InfraRed Capital Partners is a specialist infrastructure and real estate fund manager, operating worldwide from offices in London, Hong Kong, New York, Sydney and Seoul. With c.130 professionals InfraRed manages more than US\$10bn of equity capital in multiple private and listed funds, primarily for institutional investors across the globe.

The InfraRed infrastructure team has more than 20 years of investment experience in infrastructure projects globally. Through the funds that it manages, InfraRed has invested in over 175 projects with over 70 of these being development projects and over 60 in renewable energy, accounting for over



2GW of generation capacity. Its investments cover a diverse range of sectors across energy, transportation and social infrastructure.

InfraRed's renewable energy practice dates back to 2006 and has comprised investments in greenfield development projects as well as the acquisition of operational, brownfield assets across a number of jurisdictions. InfraRed now manages The Renewables Infrastructure Group ("TRIG") (www.trig-ltd.com), the largest renewable energy investment company listed on the London Stock Exchange with a market cap of c.GBP1.25bn and a portfolio of over 50 wind, solar PV and battery storage projects.

InfraRed has an existing presence in the region through its investments in four infrastructure assets in Australia and NZ spanning transportation, water and social infrastructure. InfraRed recently added to this portfolio through its acquisition of 40% of the Lal Lal Wind Farm (the subject of this application).

RES Group

RES is one of the world's leading renewable energy developers, with extensive experience in developing, financing, constructing and operating renewable energy infrastructure projects globally across a range of low carbon technologies. RES has developed and/or constructed more than 140 wind farms and solar PV parks, with a combined capacity totaling over 14GW.

RES Australia possesses the skills and experience required to design, develop, build and operate successful windfarms, from choosing sites and designing the project, planning and consenting stage (including environmental assessment and financing), right up to the construction and operation of a generating wind farm.

RES is now operating in several established and emerging wind energy markets around the world and has one of the largest development portfolios in the industry. RES Australia is a subsidiary company of the RES Group and has been established in the Australian market since 2003. RES Australia is developing a number of wind, utility PV and storage facilities across Australia and is currently in the process of preparing the Murra Warra Wind Farm Stage II in Victoria for financing and construction following construction commencement of Stage I. The specialist wind energy team in Australia



includes highly experienced professionals in technical, engineering, planning, land management, construction, network connection and commercial areas of wind farm development and construction.

In 2013, RES Australia completed sale of the permitted 105MW Taralga Wind Farm in New South Wales and in 2015-17 RES Australia completed the development of and construction management services for Ararat Wind Farm Pty Ltd (AWF). This included overseeing all aspects of the wind farm's construction grid connection, commissioning and early operations, including AWF's corporate compliance, regulatory and financial management.

1.6 Experience of Key Personnel

Tom Irvine - Northleaf Capital

Tom is the Managing Director and head of Northleaf's Australia office. Tom participates in all aspects of Northleaf's infrastructure investment activities in Australia and New Zealand, with a primary focus on transaction origination, due diligence, execution and asset management. Tom currently serves as a board member for Lal Lal Wind Farm, Waterloo Wind Farm and ANZ Terminals in Australia.

George Zakem - Northleaf Capital

George is co-head of Northleaf's infrastructure investment program and is a member of the Northleaf Infrastructure Investment Committee. George is primarily responsible for transaction origination, due diligence and asset management of Northleaf's infrastructure investments. George acts as the Asset Manager for several Northleaf's infrastructure investments and serves as a director on several asset-level boards.

Adrian Jetter - Northleaf Capital

George and Tom are supported by Adrian Jetter. Adrian is the second Northleaf employee in Australia and assists across asset management (Lal Lal, Waterloo and ANZ Terminals) and new deal origination.

Stuart Liddell - InfaRed Capital Partners

Stuart is an independent board member of the Lal Lal Wind Farm in Victoria, with a strong background in electrical networks. Stuart's role encompasses providing oversight and guidance on the



construction program. Stuart has held several senior executive and non-executive roles in the renewables sector. Most recently, Stuart has been General Manager of the Ararat Wind Farm (since June 2015), and is a Non-Executive Director on the Sapphire Wind Farm board. Prior to this, Stuart was a Project Director of Taralga Wind Farm.

Stuart has a strong background in the construction and electrical distribution industries having been a Controls & Planning Manager for Leighton Contractors, Director of Projects and Engineering (General Manager) at Suzlon/Repower Energy Australia, a business owner and electrician.

Edward Hunt - InfraRed Capital Partners

Edward is a member of the Infrastructure origination team based in Sydney, Australia, and is focused on sourcing and bidding transportation, social and renewable energy projects in Australia and New Zealand.

In June 2018 Edward led InfraRed's acquisition of the Lal Lal Wind Farm Project, where he now sits as a director on the project company delivering the asset. Edward is a director of the project companies delivering the Transmission Gully PPP and Auckland South Correctional Facility PPP in New Zealand.

1.7 Details of key contracts and agreements

ALL ATTACHMENTS ARE COMMERCIAL IN CONFIDENCE - NOT FOR DISTRIBUTION

The Lal Lal Wind Farm is currently under construction under the following arrangements as set out in Figure 4. These contracts are explained in further detail below.



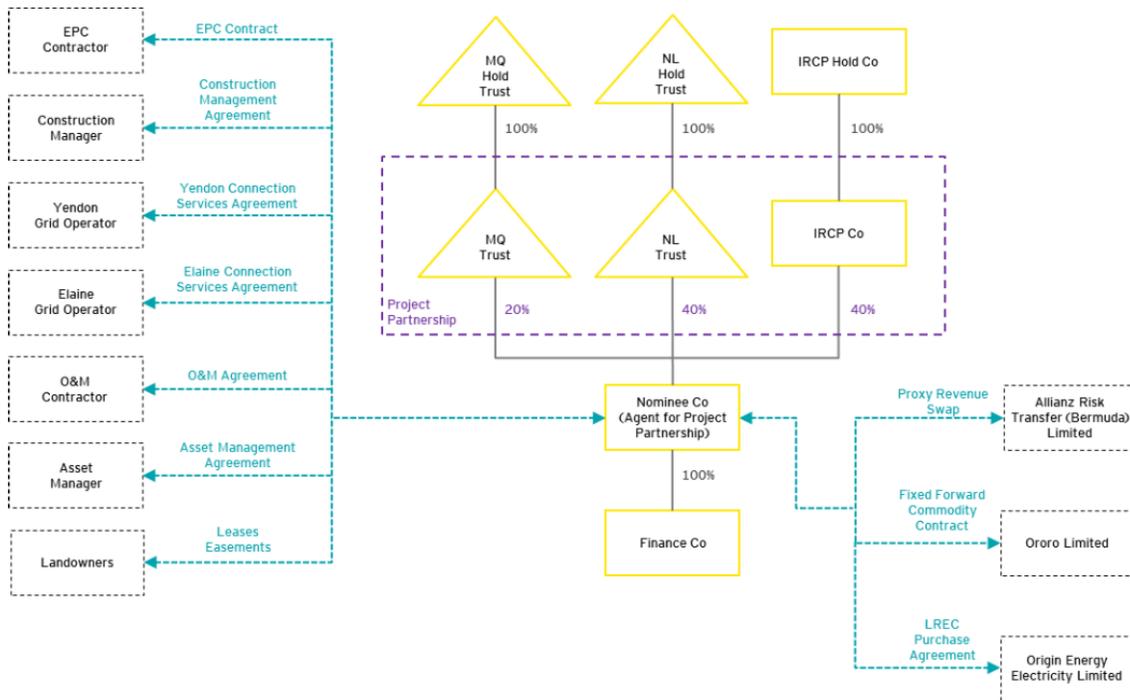


Figure 4: Key Contract Structure

Engineering, Procurement and Construction

The Applicant has entered into an engineering, procurement and construction contract for the Lal Lal Wind Farm project with Vestas-Zenviron (VEZ) (**EPC Contract**). Under the EPC Contract, VEZ will be responsible for constructing the Lal Lal Wind Farm. A copy of this agreement is attached in [Attachment 1](#).

Operations and Maintenance

Operations and maintenance services for the LLWF will be performed on behalf of Vestas Australian Wind Technology Pty Ltd. A final executed copy of this agreement is attached in [Attachment 2](#).

Construction and Asset Management

LLWF has appointed RES Australia as Construction and Asset Managers for the Lal Lal Wind Farm. A final executed copy of this agreement is attached in [Attachment 3](#).

Connection Services

With respect to Connection Services, LLWF has entered into the following agreements with Powercor for the Yendon Site;

- Generator Deed [Attachment 4](#).
- Negotiated Connection Contract [Attachment 5](#).

Regarding the Elaine Site, the following arrangements are currently being negotiated, with various counterparties including AEMO, AusNet, Powercor, Mount Mercer Wind Farm and Moorabool Wind Farm;

- 'Non-Contestable' works:
 - Use of System Agreement (UoSA) [Attachment 6](#).
 - Network Services Arrangements (NSA's) [Attachment 7](#).
 - Project Construction and Coordination Deed (PCD) [Attachment 8](#).
 - Project Agreement (PA) [Attachment 9](#).
- 'Contestable' works:
 - Connection Services Agreement with Powercor [Attachment 10](#).

Land Agreements

Long-term land lease agreements have been executed with a group of five land owners across the Project site.

Copies of these lease agreements can be found at [Attachments 11 - 16](#).

A map of the land holdings for both sites are illustrated below:

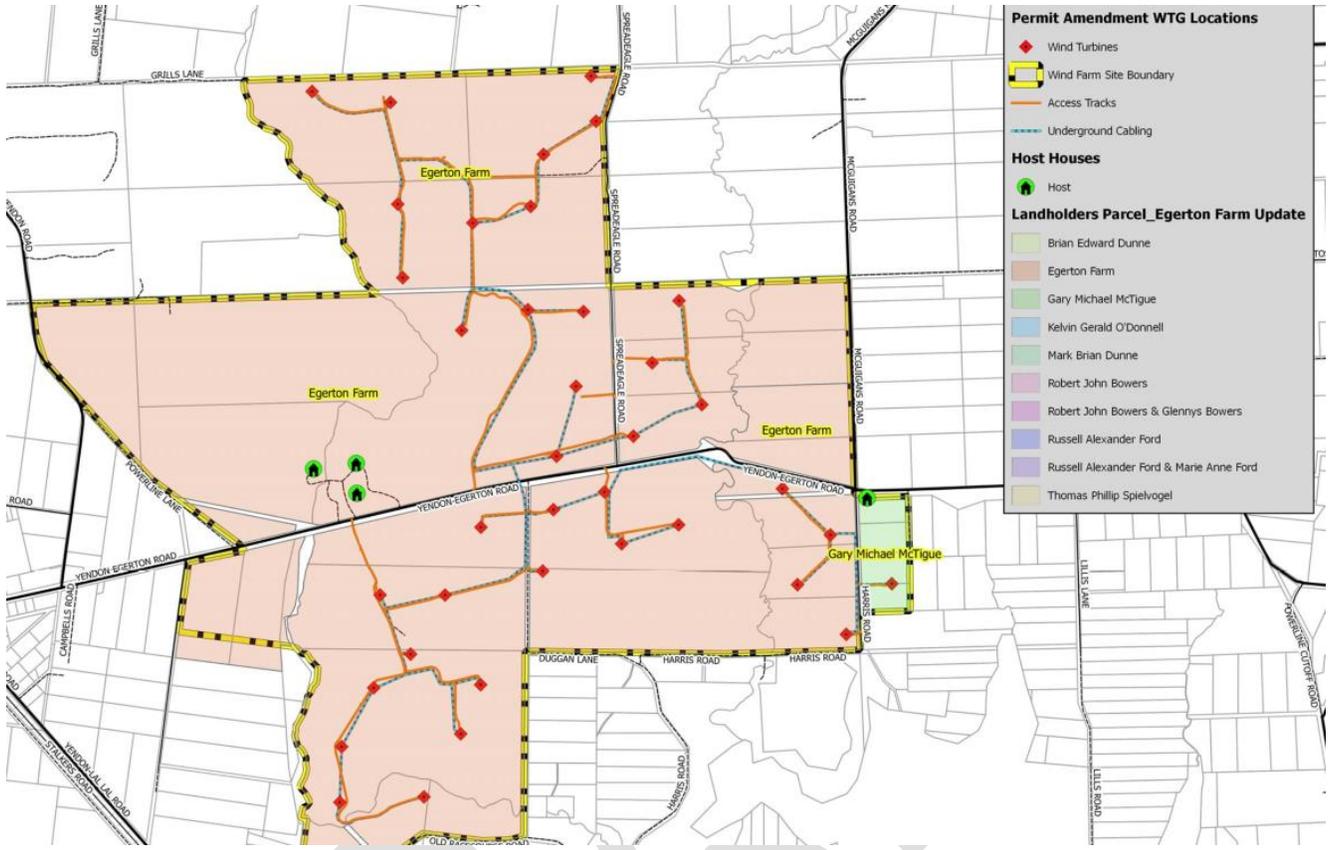


Figure 5 - Yendon Landowner Map

DRAFT



Figure 6 - Elaine Landowner Map

1.8 Planning and Environment

Cultural Heritage Management Plan

The Cultural Heritage Management Plan was approved under section 65 of the *Aboriginal Heritage Act* (2006) on 7 December 2008.

A copy of this certification can be viewed in [Attachment 17](#).

Flora and Fauna Assessment

Brett Lane & Associates Pty Ltd were commissioned in 2016 to undertake a Flora and Fauna Assessment of the Project site in 2016. The results of the study have been taken into consideration in the design of the Project.

The diagrams below represent the vegetation removal required for each site comprising the Project, and any associated approvals. Due to the volume of these plans, they will be made available upon request.

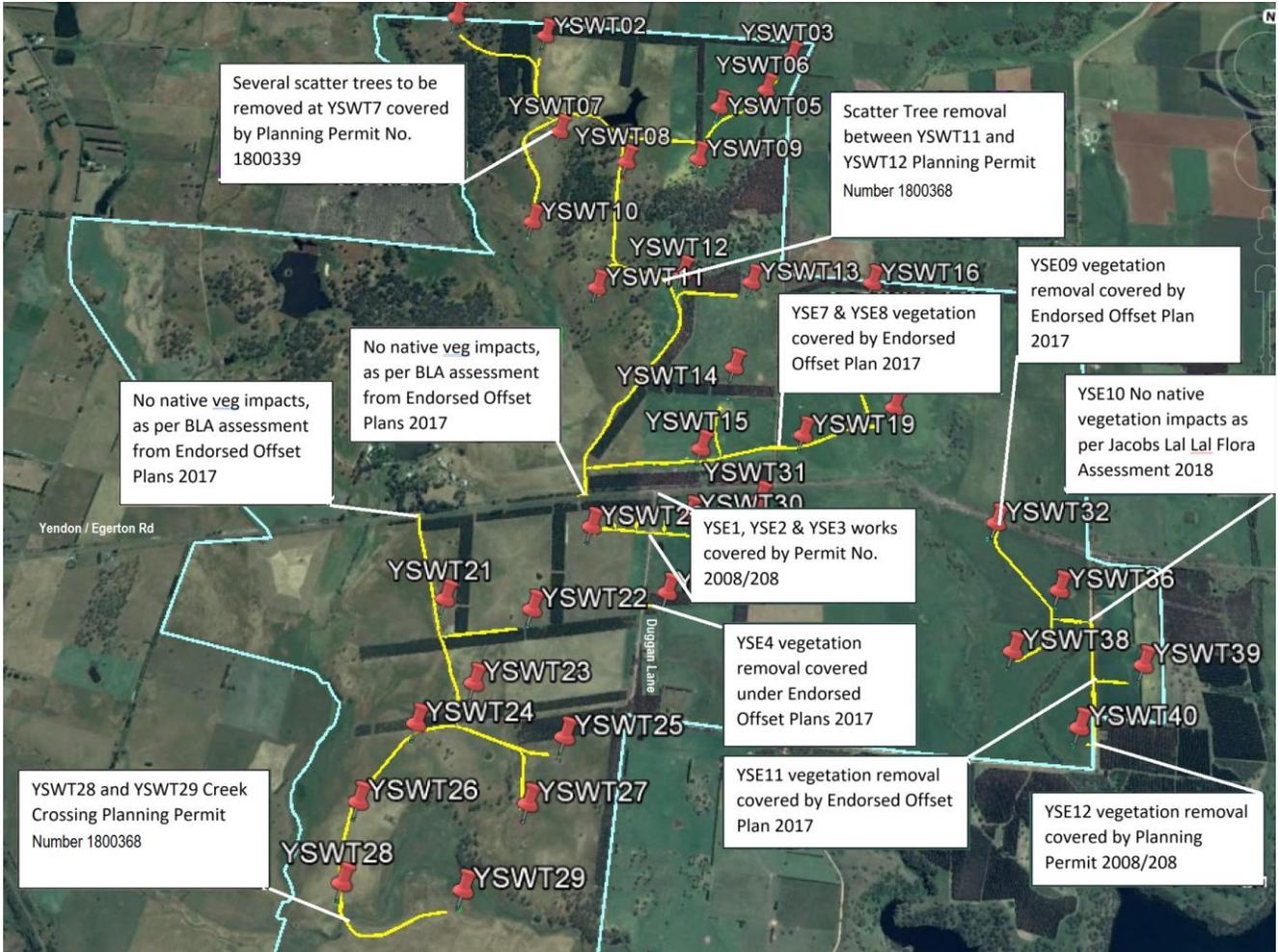


Figure 7 - Yendon Site Vegetation and Corresponding Licences and Permits

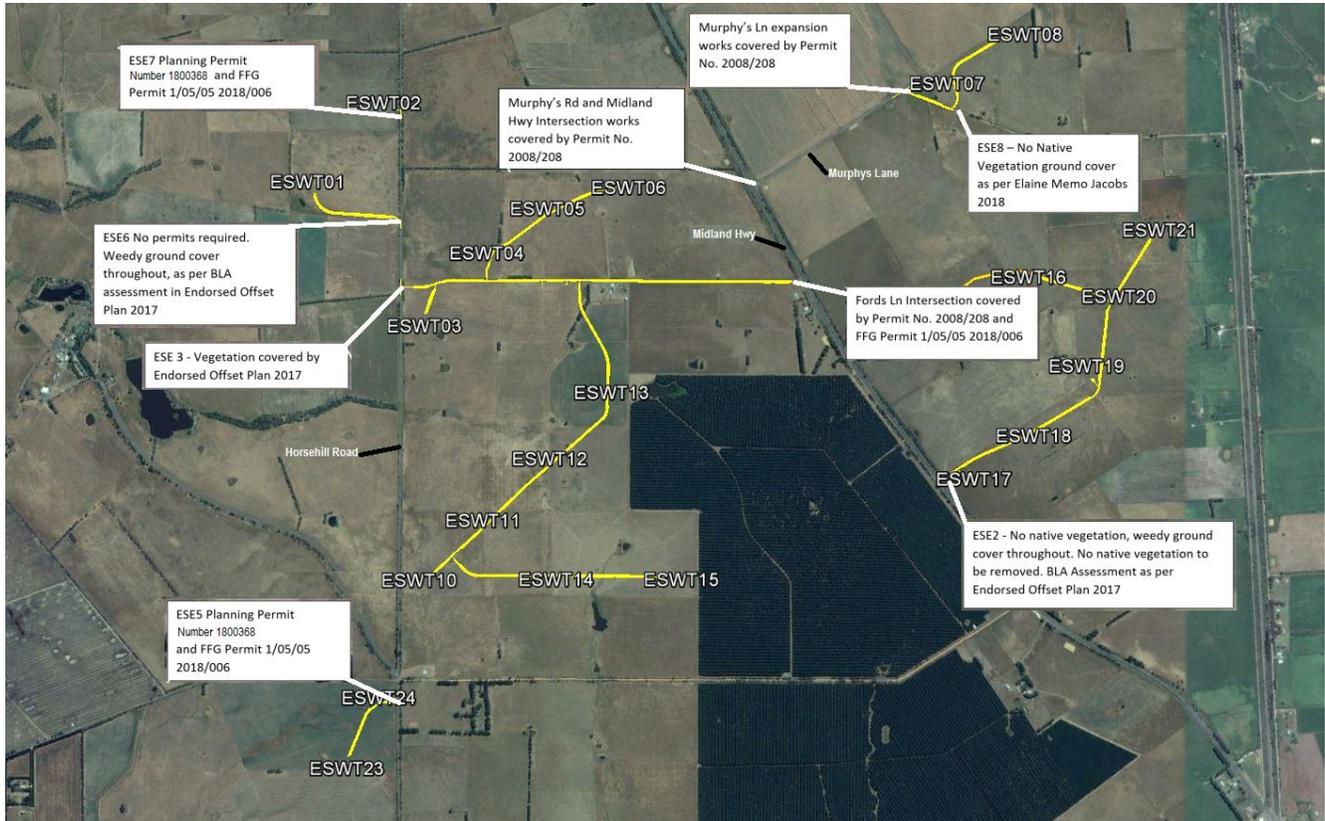


Figure 8 - Elaine Site Vegetation and Corresponding Licences and Permits

Planning Permit

Permit Number PL-SP/05/0461/C was granted on 30 April 2009 under the Moorabool Planning Scheme for the use and development of the land for a wind energy facility and its associated infrastructure.

There have been three amendments to the Planning Permit, details of which can be viewed in [Attachment 18](#).

Incorporation Details

LLWF is an Australian proprietary company registered under the *Corporations Act 2001* (Cth). LLWF was incorporated on 24 April 2018. The Certificate of Registration is attached in [Attachment 19](#).

Details of any prosecutions or regulatory complaints against the Applicant

Lal Lal Wind Farms Nom Co Pty Limited (the Applicant) is not aware of any prosecutions or regulatory complaints against it.

2. ESSENTIAL SERVICES COMMISSION OBJECTIVES

The objectives of the Lal Lal Wind Farm closely align with many of ESC's stated objectives, as discussed below.

2.1 Efficiency in the industry and incentives for long term investment

The Lal Lal Wind Farm will contribute towards the protection of long-term interests of Victorian energy consumers with regards to long-term price stability and reliability of electricity. Wind is an abundant natural resource of free clean energy that can be transformed into electricity with proven technology at competitive prices. In addition, wind power generation is not subject to fuel price fluctuations and is not subject to future carbon constraints which may come into force through national and international greenhouse gas abatement programs. Therefore, the costs involved with wind energy generation are known in advance of construction and provides more stability in the market.

In terms of quality, the Lal Lal Wind Farm will be subject to strict technical requirements imposed by AEMO and Powercor for connection to the electricity grid. In the case of reliability of the Project, equipment availability and operation and maintenance capabilities has been carefully considered prior to the award of equipment supply contracts for the Project.

2.2 Financial viability of the industry

Wind energy is a core plank of the Victorian Governments 2016 Renewable Energy Action Plan. The Government is committed to re-establishing Victoria as a leader in renewable energy. Under the Action Plan, the Project will implement supportive policies to provide the renewable energy sector the confidence needed to invest in projects that are crucial to the States future.

In June 2016, the Victorian Government committed to Victorian renewable energy generation targets of 25% by 2020, and 40% by 2025. It is the Project's intention at Lal Lal Wind Farm contributes to meeting these targets.

2.3 The degree of, and scope for, competition within the industry, including countervailing market power and information asymmetries

The Lal Lal Wind Farm will increase competition in the NEM as wind energy, on a \$/MWh basis, is competitive with new build fossil fuel generation and has the effect of suppressing the wholesale electricity prices in the NEM.

2.4 The relevant health, safety, environmental and social legislation applying to the industry

Renewable energy offers significant environmental and economic benefits, and every project contributes to a more sustainable clean global energy future. LLWF as the Project owners are committed to achieving commercial success without compromising ethical or environmental standards.

LLWF complies with all relevant EH&S policies and contractors engaged in construction and maintenance activities for the wind farm have been required to have the appropriate EH&S policies in place.

2.5 The benefits and costs of regulation for consumers and regulated entities

Wind energy is an efficient and competitive way to ensure long term price stability for electricity. On a \$/MWh basis, it is competitive with new build fossil fuel generation, there is no fuel price risk and no penalty risk from any future carbon pricing scheme. Combined with the effect of increasing competition in the National Energy Market and suppressed wholesale process, consumers will benefit from increased penetration of renewable energy produced by projects such as the LLWF.

3. INFORMATION ON FINANCIAL VIABILITY

3.1 Financial Data

The project is being financed through a mixture of debt and equity. On 19 June 2018, Macquarie Capital announced it has closed Project financing with global infrastructure investors Northleaf Capital Partners and Infrared Capital, each having acquired a 40 percent interest in the Project. Debt financing for the Project is provided under a Syndicated Facility Agreement that dictates terms, purpose, monitoring and conditions of funding.

The current Project balance sheet at the time of this application is appended in [Attachment 20](#).

Financial Modelling scenarios to support the business model of LLWF have been appended in [Attachment 21](#).

3.2 Significant Contracts

Significant contracts in relation to development and construction of the Project are attached to this application as discussed in [Section 1.7 - Attachments 1 - 10](#).

3.3 Business Plan

The only interest of the Project is to deal in the generation of electricity from the Lal Lal Wind Farm, and the Project has no further plans to develop additional assets.

One of the Project investors, Macquarie Capital, has sourced and structured an innovative commercial arrangement with Nephila Climate and Allianz Global Corporate & Specialty's alternative risk transfer unit (Allianz), enhancing the value of, and confidence in, the Project. The arrangement comprises two components, the first being a Proxy Revenue Swap (PRS) which helps to offset any production volume, timing of energy generation and future energy price risks. The second component is a corporate Power Purchase Agreement (PPA) with packaging solutions provider Orora Ltd., allowing Orora to lock in the cost of attaining baseload green energy.

Financial modelling has been included in **Attachment 21** which illustrates the above business plan.

3.4 Annual Report

LLWF was incorporated in 2018 and, as such, has not produced an annual report. Annual Reports for parent companies or associated contracts are available upon request.

3.5 Certificate of Registration

Appended in **Attachment 19**.

3.6 Statements from Parent Company

Please see Section 1.5 - Project Expertise

3.7 Guarantees in place

Not applicable.

3.8 Australian Financial Services License

An Australian Financial Services License is not required as LLWF is not providing financial services to clients.

3.8 Discussions with Licensed Distributors

Not applicable.

3.9 Complaints Register and Procedures

LLWF is required under its planning permit to establish an appropriate complaints management policy and associated complaints handling procedures. These procedures have been established by the Project and endorsed by the Project Community Reference Group. Further details are available on the project website at: <http://www.lallalwindfarms.com.au/contact/>

4. INFORMATION ON TECHNICAL CAPACITY

4.1 Organisational chart of key personnel with details of experience

A chart showing the organisational structure including key personnel related to the Project is provided in Section 1.4 and Section 1.6 respectively.

4.2 Contracts with external service providers

Details are explained to and attached in Section 1.7

4.3 Statements from industry bodies

LLWF has not participated in the Energy Market in Victoria to date, and therefore no applicable statements from industry bodies are available. Despite this, LLWF has had extensive engagement with AEMO, Powercor and other industry bodies to commence the Generator Registration and Grid Connection processes.

4.4 Internal controls, policies and procedures

The Project has implemented thorough internal governance and contract provisions the appropriate risk management, corporate governance and HSEQ policies to ensure that LLWF will construct and operate the wind farm appropriately.

A copy of the HSEQ Management Plan is appended to [Attachment 22](#).

A project risk register has been established by the Owners Engineer, detailing risks to the project including the key contributing factors, root cause and potential consequences. A copy of the report at the date of this application is included in [Attachment 23](#).

All parties involved with the Project are committed to embracing a culture where health, safety and environment (HSE) is afforded appropriate priority during the construction and operation of the Lal Lal Wind Farm Project.

5. INFORMATION IN SUPPORT OF THE GENERAL LICENSE APPLICATION

5.1 Directors and Managers experience in and knowledge of the electricity industry

All directors of Lal Lal Wind Farms Nom Co Pty Limited have significant levels of experience within the renewable energy industry, in aspects covering development, financing construction and operation of large scale wind farms and generation connection assets.

As demonstrated throughout this application, RES Australia, in its capacity of Asset Manager, has considerable international and on-shore experience in managing and meeting the requirements of generation licences.

5.2 Evidence of the capacity to comply with Generator Licence conditions

During the operation of the wind farm, LLWF will have continued access to RES Australia's resources and experience.

Operational contracts have been executed to ensure safety, adherence to compliance, legal and jurisdictional obligations are followed by the responsible party.

5.3 Related Entities

Please refer to the Key Contract Structure conveyed in Section 1.7. contracts referred to in this diagram are appended to this application.

5.4 Interactions or preliminary registration with NEMMCO

In the development stage, Yendon Windfarm Pty Ltd and Elaine Windfarm Pty Ltd both achieved registration as Intending Participants in the National Electricity Market. These companies were then novated to form Lal Lal Wind Farms Nom Co Pty Ltd, prior to financial close.

On 18 October 2018, an application for registration as a Market, Semi-Scheduled Generator was submitted on behalf of Lal Lal Wind Farms Nom Co Pty Limited in respect to the sites at Yendon and

Elaine. The registration will ensure Lal Lal Wind Farms Nom Co Pty Limited is the registered participant, with dispatchable units at Yendon and Elaine.

Contractual arrangements regarding connection agreements for both sites as discussed in Section 1.7 have been finalized with AEMO with respect to the two connection points.

5.5 Confirmation of planning and environmental approval

In April 2009, the Victorian Planning Minister granted the Project a permit to construct and operate the Lal Lal Wind Farm. The permit was for the installation of 64 wind turbines with a total rated power of between 130 MW and 192 MW.

In 2015, the Project applied to the Department of Environment, Land, Water and Planning (DELWP) to amend the wind farm permit to facilitate the use of new, more efficient wind turbine technology.

The permit amendment application was approved by the Victorian Planning Minister in March 2017, following a planning panel hearing held in November 2016.

Figures seven and eight in Section 1.8 illustrate all relevant Site vegetation and corresponding Licenses and Permits.

5.6 Evidence demonstrating the entity can successfully operate a business within the electricity industry

Refer to Section which highlights relevant project expertise and electricity industry experience.

5.7 Cross ownership

The Applicant understands that Part 3 of the EI Act was repealed by the energy Legislation *Amendment (Flexible Pricing and Other Matters) Act 2013* (Vic). As such, no cross-ownership issues under the Act arise in respect of this generation license application.

6. LIST OF ATTACHMENTS

1. EPC Contract
2. O&M Contract
3. AMA Contract
4. Yendon Generator Deed
5. Negotiated Connection Contract
6. Use of System Agreement
7. Network Services Agreement
8. Project Construction and Coordination Deed
9. Project Agreement Contract
10. Connection Services Agreement
11. Cultural Heritage Management Plan
12. Lease Agreement - RM Ford
13. Lease Agreement - RG Bowers
14. Lease Agreement - McTigue Super Pty Ltd
15. Lease Agreement - M Dunne
16. Lease Agreement - Egerton Farm
17. Lease Agreement - B Dunne
18. Planning Permit
19. Company Registration Certificate
20. Current Balance Sheet
21. Financial Modelling
22. HESQ Management Plan
23. Risk and Action Register