

## **BERRYBANK 1 WIND FARM**

## **ESSENTIAL SERVICES COMMISSION**

**December 2019**

## **ELECTRICITY GENERATION LICENCE APPLICATION**



## BERRYBANK WIND FARM

**Modifications with respect to previous editions**

**Initials of the people in charge and the dates of the three previous editions**

Edition	Ed. Objective	Prepared by	Date	Reviewed by	Date	Approved by	Date
<b>0</b>		<b>NC</b>	<b>16/12/2019</b>	<b>NH</b>	<b>16/12/2019</b>	<b>DS</b>	<b>18/12/2019</b>

**Objective of the edition**

**Information and comments**

Prepared by: Natalia Corral	Reviewed by: Nigel Hicks	Approved by: David Santo tomas
Date: 16/12/2019	Date: 16/12/2019	Date: 18/12/2019

## **BERRYBANK WIND FARM**

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## **1. General Information**

### **1.1. About Generator Licence Application**

Berrybank Development Pty Ltd (BDPL) is applying for a license to generate, sell and supply energy. As required by the Electricity Industry Act 2000, this application is being made and is in accordance with the *Guidance Notes for Applications for Electricity Licenses* and *the Transfer of Existing Electricity Licenses* as published by the Commission (the Essential Services Commission Victoria) in November 2006.

### **1.2. About Berrybank Wind Farm**

Berrybank Wind Farm (BBWF) is a 180 MW (installed capacity) project near Berrybank, located both in Corangamite and Golden Plains LGAs in the Southwest district of the State of Victoria. The wind farm will be comprised of 43 x V136-4.2 MW Vestas Wind Turbines with a hub height of 112 m, maximum tip height of 180 m and a rotor diameter of 136 m. Connection to the Victorian Transmission Network will be done through a new 33/220 kV onsite substation, a 220 kV, 7 km long transmission line and a new 220 kV terminal station adjacent to the existing 220 kV Ballarat-Terang transmission line.

BDPL is a special purpose vehicle established to develop, construct and operate the Berrybank Wind Farm.

The Project is backed by the Victorian Government via an executed Support Agreement, for a 15-years term, commencing in September 2020.

#### **1.2.1. Construction phase**

The construction stage is being managed under procedures and directions from GPG owned company, Gas Natural Fenosa Ingeniería y Desarrollo de Generación (GNFidg) and GHD as a local consulting engineering company, both of them acting as the Owner's Engineer. These two companies are working together looking after the Environmental Monitoring, Health and Safety requirements, as well as the supervision, monitoring and auditing of the construction and commissioning activities of the project on the basis of two main contracts to be managed:

- Full EPC contract with Tier-1 Wind Turbines Manufacturer, VESTAS : responsible for (i) the supply, installation, testing and commissioning of the wind turbines and (ii) the engineering, procurement and construction of the Civil Works and Electrical infrastructure of the wind farm, including the 33kV switchgear located in the wind farm area of the 33/132kV substations (local balance of plant (BoP))..
- The remainder of the grid connection infrastructure (33/220kV power transformers, 220kV switchyard and 220kV dual circuit transmission line to tie into the existing 220kV Ballarat-Terang transmission line), will be delivered by AusNet Services (non contestable scope) and TransGrid (contestable scope).

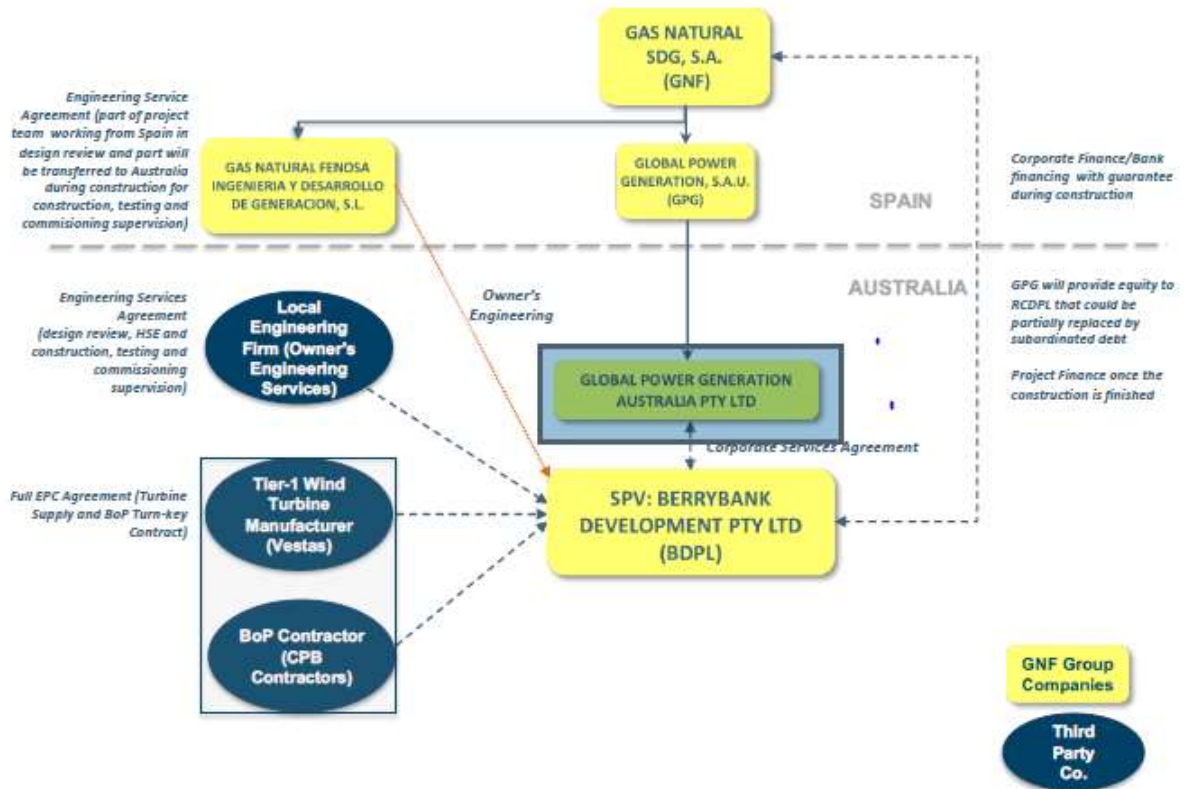
The below chart presents the proposed Commercial Framework during construction.

# Berrybank Development Pty Ltd

Descriptive diagram identifying the commercial relationships between all entities participating in the proposal



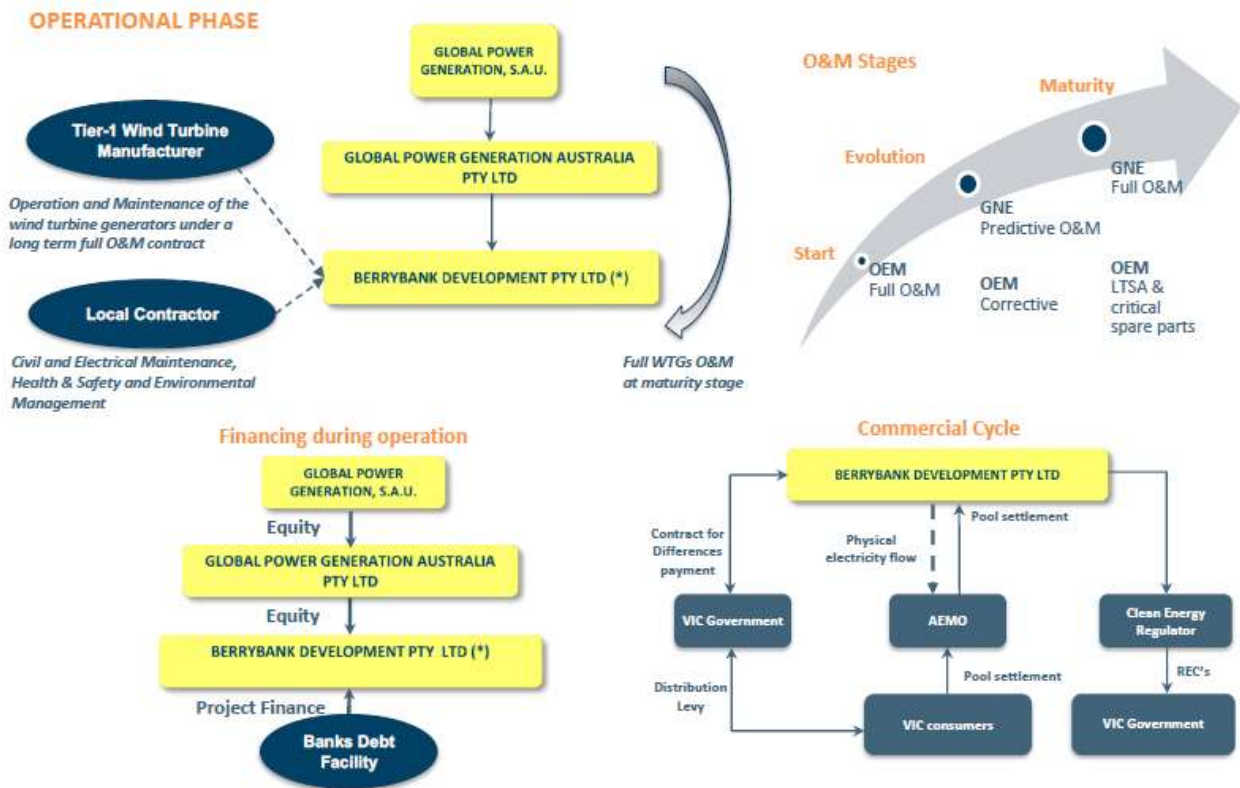
## CONSTRUCTION PHASE



### 1.2.2. Operation phase

During the five (5) initial years of operation, the Operation and Maintenance (O&M) services will be performed by the Original Equipment Manufacturer (OEM), VESTAS and then it will be transferred to our own technical O&M team in the course of different stages (see chart below).

The O&M of the grid connection infrastructure will be AusNet Services and TransGrid's scope, as part of a Provision of Services scheme. It is also anticipated that for both civil and electrical maintenance and for Health, Safety and environmental monitoring, a local contractor will be engaged over the complete operational life of the Project



(\*) The sponsor may consider to set up a Holding Company between GPGA and Berrybank Development to facilitate financial closing if required by the lenders

### 1.3. Applicant details

#### 1.3.1. Name of the applicant

Title of project	Berrybank Wind Farm (BBWF)
Legal name	Berrybank Development Pty Ltd (BBWFPL)
Registered Address/Postal Address	Suite 4, Level 3, 24 Marcus Clarke Street, Canberra, ACT 2600
Place of registration	Victoria
Australian Business Number/Australian Company Number	ABN: 94 146 466 882 / ACN: 146 466 882
Telephone	02 6274 3200
Name and title of proponent's authorised agent	David Santo Tomás (Director) and Guillermo Alonso Castro (Director)
Contact Person	David Santo Tomás
Email	<a href="mailto:dsanto@globalpower-generation.com">dsanto@globalpower-generation.com</a>



### **1.3.2. Incorporation details**

Berrybank Development Pty Ltd, BDPL, (ACN 146 466 882) was registered with ASIC in the State of Canberra ACT on 21<sup>st</sup> September 2010.

Following information related the Registration of the BDPL, has been included in appendix 1

- BDPL Certificate of Registration in ASIC
- Berrybank-ASIC Annual Review-signed
- Registration summary company ASIC.

### **1.3.3. Operational Contracts and Relationships**

Following the execution of the Support Agreements with the Victoria State, attached as commercial-in-confidence in appendix 2, BDPL signed an EPC contract (Engineering, Procurement and Construction Contract) and a Operation and Maintenance Contract with Vestas Australian Wind Technology Pty Ltd for the construction and operation and maintenance of the Wind Farm.

### **1.3.4. Details of Shareholders**

BDPL is a fully owned subsidiary of Global Power Generation Australia Pty Ltd (GPGA) which is the Australian subsidiary of Global Power Generation, S.A.U. (GPG).

GPG is the international generation arm of Naturgy Group, a multinational electricity and gas integrated utility with a presence in more than 30 countries worldwide and with 15,000 employees. Naturgy Group has a long history of successful renewable energy projects around the world, building more than 2,000 MW of green energy capacity across wind, solar, hydro, biomass and other renewable energy sources. GPGA is currently developing a portfolio of 1,300MW+ of wind farm projects across Australia.

### **1.3.5. Details of Prosecutions**

There are no prosecutions to our knowledge.

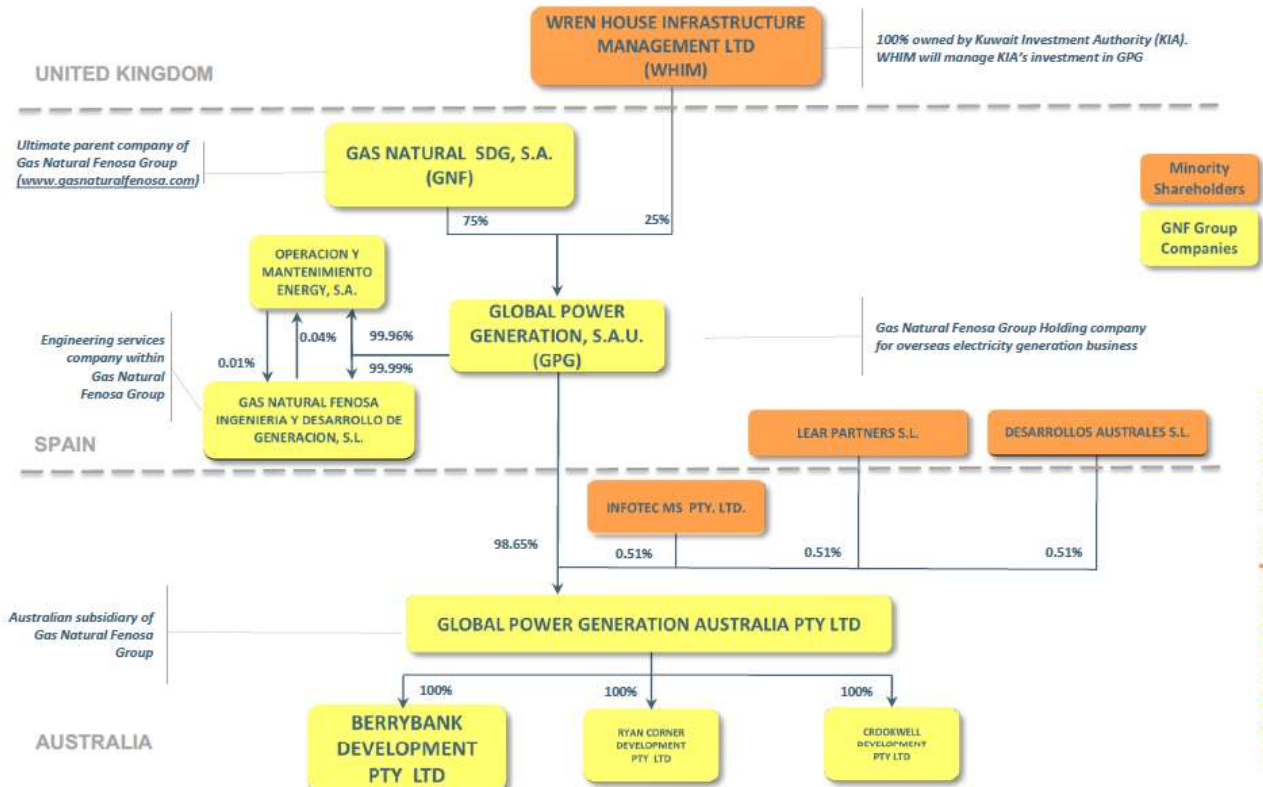
## **1.4. Corporate Structure**

### **1.4.1. Diagram of corporate structure**

## GLOBAL POWER GENERATION AUSTRALIA (GPGA)

Australian subsidiary of GPG -> Gas Natural Fenosa Group

Descriptive diagram identifying the corporate relationships between all entities participating in the proposal



### 1.4.2. Corporate Structure description

#### Berrybank Development Pty Ltd

BDPL is a special purpose vehicle established to develop, construct and operate the Berrybank Wind Farm

BDPL is wholly owned by Global Power Generation Australia (GPGA) an Australia registered company.

#### Global Power Generation Australia Pty Ltd (GPGA)

**Global Power Generation Australia Pty Ltd (GPGA)** is the Australian subsidiary of Global Power Generation (GPG). GPG owns directly a 98.65% of GPGA shares through its affiliated Spanish partner Global Power Generation, S.A. (GPG), the holding company established by Naturgy Group (formerly Gas Natural Fenosa GNF) in 2014 to manage its overseas power generation business. There are three additional minority shareholders that own the remaining 1.35% of GPGA.

**GPGA** is the local holding company representing GPG in Australia and owns 100% of the shareholding of Berrybank Development Pty Ltd (BDPL) that owns the rights, permits, licences and easements of Berrybank Wind Farm.

## Global Power Generation SAU (GPG)

**Naturgy Group** (formerly Gas Natural SDG), and the Kuwait Investment Authority (KIA) signed an agreement in 2015 to undertake a share capital increase in GPG, wholly underwritten by KIA, assuming control of 25% of the subsidiary.

The operation, which concluded early October 2015 after obtaining the necessary authorisations, represents a partnership between the multinational power company and a sound investment partner. This was created with the aim of expediting the development of its international power generation expansion plans, which, for the medium term, include construction and operating an additional 5 GW of capacity in international markets.

KIA is the oldest sovereign wealth fund in the world, tracing its roots to the Kuwait Investment Board, which was established in 1953. KIA is responsible for the management and administration of Kuwait's General Reserve Fund and the Future Generation Fund, as well as all other funds entrusted to it by the Kuwait Minister of Finance for and on behalf of the State of Kuwait. KIA is one of the ten largest sovereign wealth funds in the world and has in excess of US\$400 billion in assets under management globally. KIA holds a number of direct investments in Australia, including the Rialto Tower in Melbourne.

Wren House Infrastructure Management Ltd (WHIM) is a company incorporated in the United Kingdom wholly owned by the KIA, which will manage KIA's investment in GPG and will act as KIA's representative for all purposes in connection with GPG.

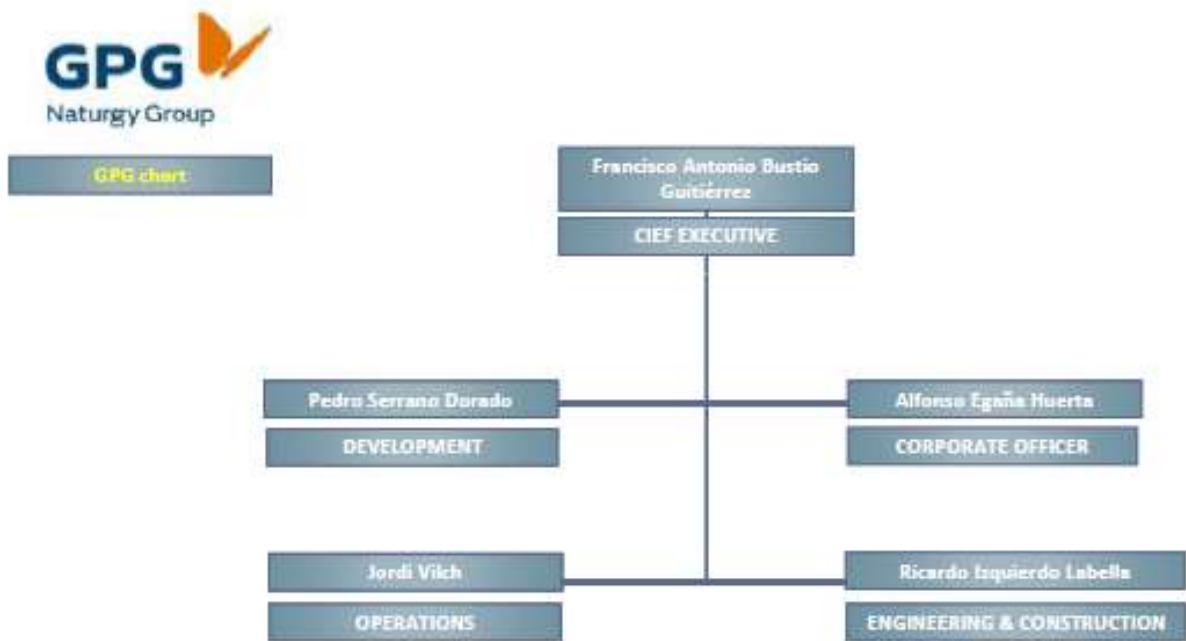
Additional information on both GPG and its mother Group Naturgy can be found in their respective corporate web pages: [www.globalpower-generation.com](http://www.globalpower-generation.com), and [www.naturgy.com](http://www.naturgy.com).

Naturgy Energy Group's composition of the board of directors is shown below

Director	Nature of the post
<b>CHAIRMAN &amp; CEO:</b> REYNÉS MASSANET, Francisco	Executive
<b>DIRECTORS:</b>	
ADELL RAMÓN, Ramón	Independent <sup>1</sup>
ALCÁNTARA-GARCÍA IRAZOQUI, Enrique	Proprietary <sup>1</sup>
ARMENTER VIDAL, Marcelino	Proprietary <sup>1</sup>
BELIL CREIXELL, Francisco	Independent
HERRERO STARKIE, Helena	Independent
RAO, Rajaram	Proprietary <sup>2</sup>
RIOJA S.á.r.l. (Mr Javier de Jaime Gujarro)	Proprietary <sup>2</sup>
SANTIAGO PONSÁ, Claudi	Independent
SAINZ DE BARANDA RIVA, Pedro	Independent
STANLEY, Scott	Proprietary <sup>2</sup>
THEATRE DIRECTORSHIP SERVICES BETA, S.á.r.l. (Mr José Antonio Torre de Silva López de Letona)	Proprietary <sup>2</sup>

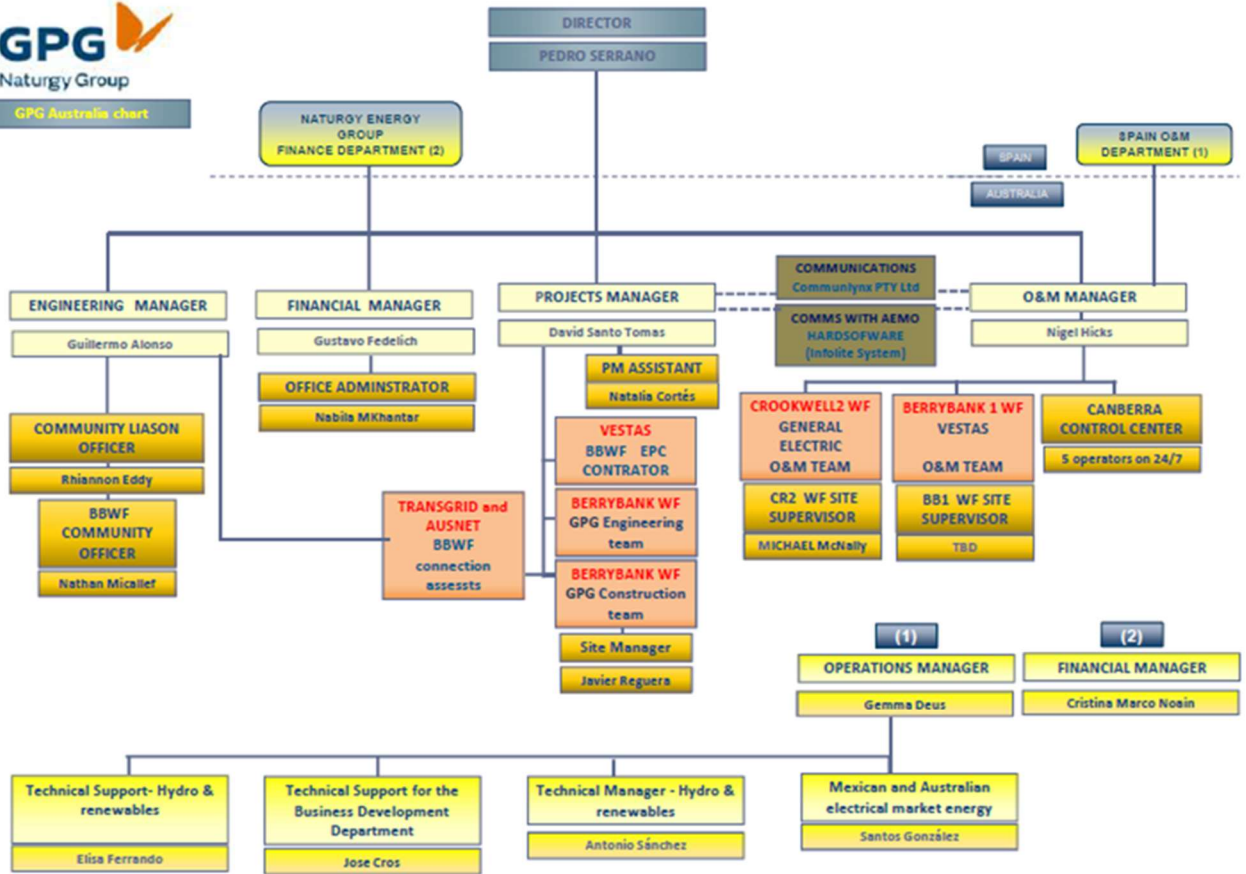
Further information can be found in Appendix 3

### 1.4.3. Global Power Generation Organizational structure

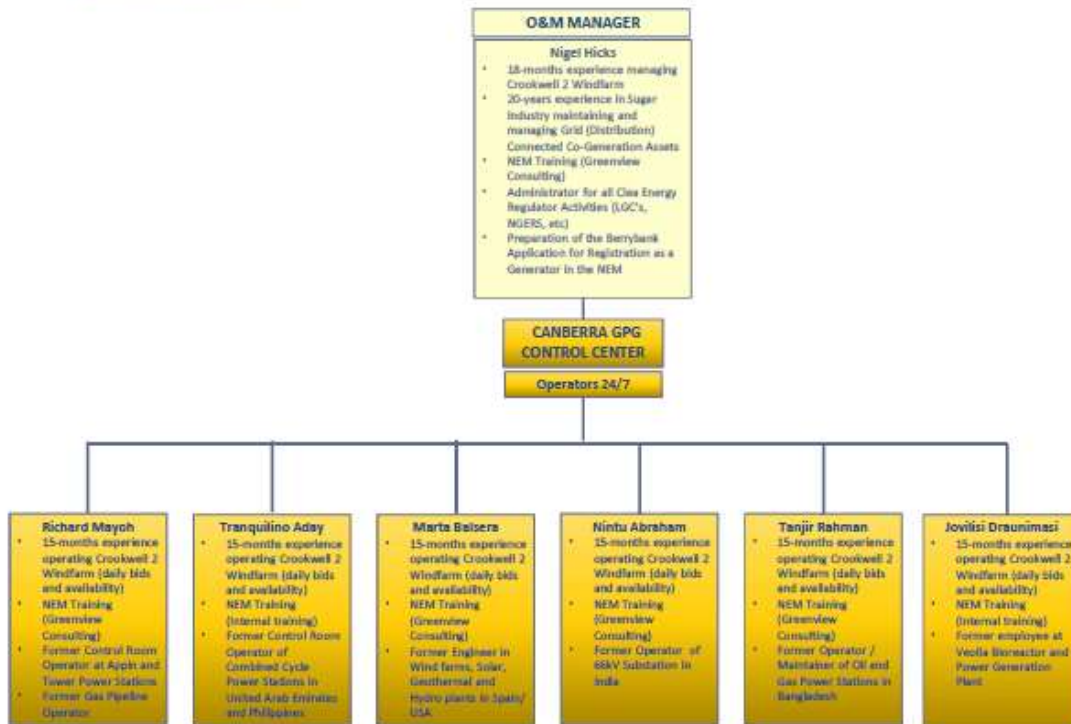


### 1.4.4. Diagram of Global Power Generation Australia (GPGA) organizational structure

GPGA`S composition of the management and other key personnel is listed below:



Further detail related the O&M manager and Control Center Operators is included here below



**1.4.5. Summary of the experience of Key Personnel, the applicant and related parties**

Refer to commercial-in-confidence document in Appendix 4 for Key Personnel Experience.

**1.4.6. Summary of all contracts and agreements**

All key contracts and agreements have been executed.

Following contracts and agreements have been attached as commercial-in-confidence in Appendix 2:

- Executed VRET support agreements. (2.1)
- Executed Engineer, Procurement and Construct with Vestas. (2.2)
- Executed Operation and maintenance contract with Vestas. (2.2)
- Draft Asset Management agreement with GPGA (2.3)
- Executed Construction Management Service agreement with GPG (2.3)
- Executed Corporate Services Agreements with GPGA (2.3)

- Executed Project agreement with TransGrid. (2.4)
- Executed Connection agreement with TransGrid. (2.4)
- Executed Side Deed with AUSNET and AEMO (2.5)
- Executed Project Construction and Coordination Deed with AEMO (2.6)
- Executed Use of system agreement with AEMO. (2.6)
- Executed TNSP Side Deed with AEMO and TransGrid (2.6)
- Executed Land Agreements. (2.7)

## **1.5. Application details**

### **1.5.1. Type of license sought**

Electricity Generation License.

### **1.5.2. Date from which the license is sought**

The license was sought on 5<sup>th</sup> May 2020.

### **1.5.3. Nature and scope of operations for which the license is sought**

This license is sought for the operation on the Berrybank 1 Wind Farm (BB1WF). The wind farm is a 180 MW (installed capacity) project near Berrybank, located both in Corangamite and Golden Plains LGAs in the Southwest district of the State of Victoria. The wind farm will be comprised of 43 x V136-4.2 MW Vestas Wind Turbines with a hub height of 112 m, maximum tip height of 180 m and a rotor diameter of 136 m. Connection to the Victorian Transmission Network will be done through a new 33/220 kV onsite substation, a 220 kV, 7 km long transmission line and a new 220 kV terminal station adjacent to the existing 220 kV Ballarat-Terang transmission line

### **1.5.4. Details of current or former licenses or authorizations held**

BB1WF has never held other license and has never applied unsuccessfully for other licenses in Victoria or other jurisdictions. Currently, BB1WF is in the process for application as a Generator in the NEM.

For the Australian Project Crookwell 2 Wind Farm, which is owned by Crookwell Development Pty Ltd, an associated company under Global Power Generation Australia, was held appropriate licenses for operation. AEMO approval letter as MSS Generator is attached in Appendix 5

### **1.5.5. Wind Farm License conditions**

BB1WF is not applying for non-standard license conditions

## **1.6. Details of whether the applicant BBWF is a fit and proper person to hold a Licence**

As far as reasonably known, none of the directors of BBWF of any entity than can exert control over BDPL, GPGA or GPG with significant managerial responsibility or influence have:

- a) had declared bankrupt
- b) had their affairs placed under administration
- c) been disqualified from managing a company
- d) been subject to a debt judgments or insolvency proceedings including administration, liquidation or receivership in connection with the affairs of a company
- e) been charged with fraud, theft or any other criminal offence.

- f) been involved in any material breaches of obligations regulated by the Essential Services Commission
- g) been prosecuted for any offences or had any enforcement action taken under any state, territory, Commonwealth or foreign legislation
- h) been refused a license authorization or had been restricted, suspended or revoked any such license.

## **1.7. The Commission's objectives under the Essential Services Commission Act 2001**

### **1.7.1. Essential Services Commission Act 2001**

The granting of a Generation License to Berrybank Wind Farm 1 would be consistent with the Commission's objectives as are remarked in the Essential Services Commission Act 2001, section 8, as shown below:

1. In performing its functions and exercising its powers, the objective of the Commission is to promote the long-term interests of Victorian consumers.
2. Without derogating from subsection 1., in performing its functions and exercising its powers in relation to essential services, the Commission must in seeking to achieve the objective specified in subsection (1) have regard to the price, quality and reliability of essential services.

The applicant has collaborated with arguably the world's most successful Original Equipment Manufacturer (OEM) of Wind Turbines and the Transmission Network Services TransGrid and Ausnet.

BB1WF, being owned and developed by BDPL as the subsidiary of an experienced parent company, Global Power Generation Australia (GPGA), has executed contracts and agreements which will provide energy stability to Victorian consumers and are offering a highly competitive bid that will position Victoria as a leader in new energy technology manufacturing and maximise the benefits of the Project to local businesses and communities.

The Project is underpinned by the Operation and Maintenance centre HUB in Geelong. This Hub provides a significant boost to the local economy over and above a wind farm alone. It will generate a significant number of advanced manufacturing jobs including:

- 25 new direct ongoing long-term energy jobs.
- Local content of the nacelles will increase through the Supply Chain Activation plan to achieve up to 50% by year five (compared to 0% for other wind farm developers who import nacelles).
- Initial work conducted by the ICN has identified over 300 companies that are seeking involvement in the Project.

GPG is committed to delivering a Community Engagement Plan and Benefit Sharing Program that will result in over \$21,000,000 invested into the community over the life of the wind farm. Key initiatives include:

- A Community Development Fund.
- A payment offers to neighbouring households and businesses.
- A Community Solar Program for low income and community buildings.
- Business support for local innovation.



- Education partnerships with schools and universities.

### **1.7.2. Renewable Energy (Electricity) Industry Act 2000**

BB1WF proposes a facility which establishes a single generating system that is able to qualify as a “large-scale” renewable energy project under the Renewable Energy (Electricity) Act 2000, and therefore be eligible to create a register LGCs.

Please refer to the attached commercial-in-confidence document in Appendix 6. Including a technical description of the Wind Farm

## **2. Information about technical capacity**

### **2.1. General**

#### **2.1.1. Organizational chart of key personnel**

The corporate structure and the organizational chart of Naturgy Energy Group and GPG have been included in section 1.4

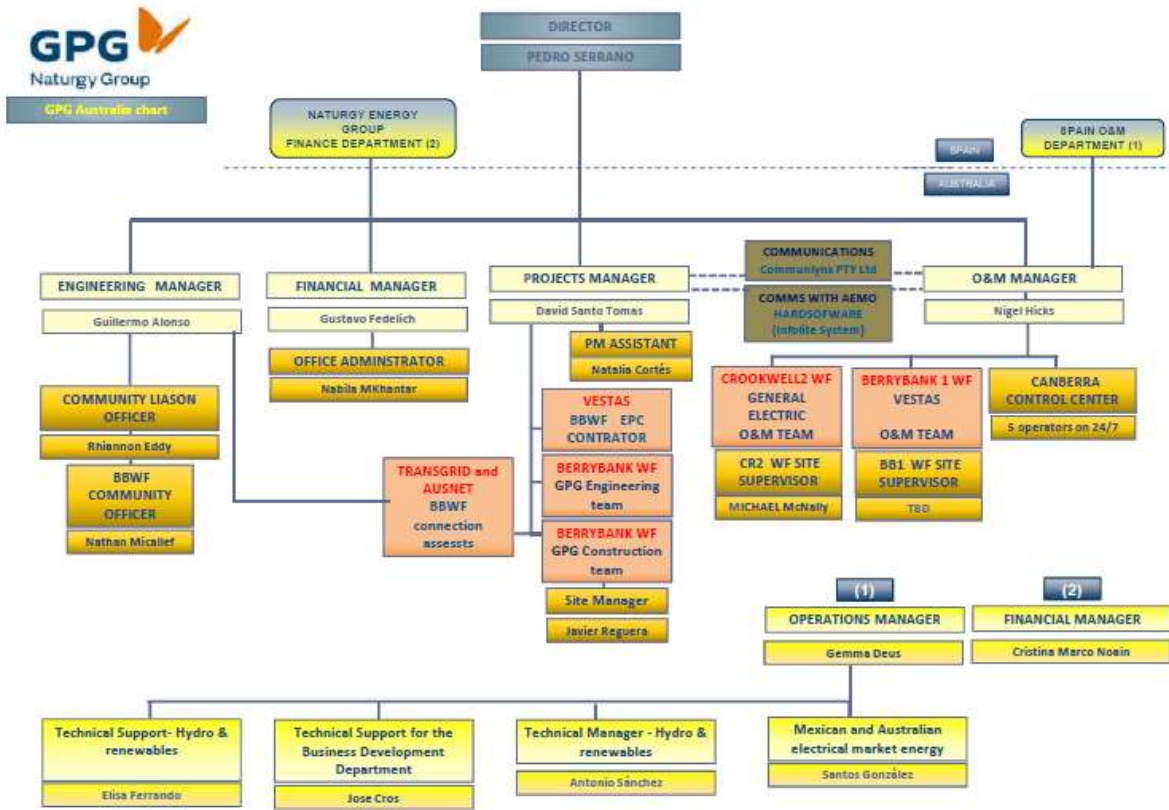
Global Power Generation (PGP), considered the international generation arm of Naturgy (formerly Gas Natural Fenosa). Is a company that specialises in the business of generating electrical energy which develops and manages generation assets with a global approach, using hydraulic, solar, wind and fossil fuel technologies.

GPG accumulates extensive experience in the development and management of generation plants and the backing of a large market leader like Naturgy, the experience of its team, and a clear focus on growth reinforce GPG as a company with the capacity of a world leader.

Global Power Generation Australia (GPGA), as the Australian subsidiary of GPG, cover all the value chain: development, engineering, construction and operation focusing on ACT, New South Wales and Victoria.

A summary of the skills and experience of the directors and other key personnel is included in commercial-in-confidence in Appendix 4.

The operational and technical capability is supported by in following organisational chart



**2.1.2. Comprehensive Business/Financial model plan**

A highly detailed financial model has been prepared considering realistic costs based on binding offers received from turbine suppliers and contractors.

A Financial Model has been attached as commercial-in-confidence in Appendix 7.

Our Parent Company, Naturgy has a rigorous project financing governance process for its internal finance approval. BDPL has secured support letters from several financial institutions and also commitment from Naturgy to fund the Project’s construction phase from its own balance sheet. Naturgy and Global Power Generation have specialized financial modelling units with extensive experience in the elaboration of electricity generation project business models.

In particular, Global Power Generation modelling team has been involved in tender transactions in Mexico, Panama, Dominican Republic, Brazil, Chile, Indonesia, Australia, over the last 4 years. Moreover, the modelling team involved in Berrybank Wind Farm participated in various recent green-energy electricity generation auctions launched by the Australian Capital Territory and, in particular, in the elaboration of Crookwell II Wind Farm business plan which was one of the two projects awarded in ACT’s 2016 auction.

Consequently, BDPL/GPGA has elaborated internally the business model of Berrybank Wind Farm. Based on the above-mentioned experience in the analysis of this kind of projects, BDPL/GPGA does not consider necessary the revision of the financial model by an independent firm.

### **2.1.3. Internal frameworks, policies and procedures**

#### **2.1.3.1. Procurement Strategies**

Our commitments –especially those we have made to society and the environment– lead to a host of policies, criteria and codes that define their development guidelines and guarantee their compliance. Such values as ethics, integrity, transparency and a concern for the environment form part of our strategic outlook and corporate culture

[www.globalpower-generation.com/our-commitments/policies-and-codes-of-conduct](http://www.globalpower-generation.com/our-commitments/policies-and-codes-of-conduct)

Ensuring the health and safety of employees, suppliers, partner companies and society as a whole is one of the commitments made by GPG and Naturgy in their Corporate Responsibility Policy and constitutes one of the company's main strategic lines of action.

[www.globalpower-generation.com/our-commitments/health-safety/](http://www.globalpower-generation.com/our-commitments/health-safety/)

In accordance with the environmental principles of the Naturgy Corporate Responsibility Policy, our key action lines aim to ensure the company complies with legislation by reducing its environmental impact, mitigating climate change, preserving local biodiversity and preventing pollution

[www.globalpower-generation.com/our-commitments/environment](http://www.globalpower-generation.com/our-commitments/environment)

We implement an action plan as part of all our projects to develop a sustainable and mutually beneficial relationship with the communities we influence

[www.globalpower-generation.com/our-commitments/community](http://www.globalpower-generation.com/our-commitments/community)

Naturgy and its subsidiaries have received numerous public awards and recognitions that highlight the value of their action in the fields of social responsibility, sustainability, the environment and financial control, as well as its work-life balance and diversity policies

[www.globalpower-generation.com/our-commitments/acknowledgements](http://www.globalpower-generation.com/our-commitments/acknowledgements)

Following procedures are included in Appendix 8 (commercial in confidence)

- Naturgy's Corporate Responsibility Policy.
- NG.00003 Health and Safety Global Policy
- NG.0008 Supplier general policy

- PG00002 Manual for the Integrated Management System
- PG00002- Addendum for Operation and Maintenance
- NG.000021.Global Cyber Security policy

#### 2.1.4. Risk allocation and Risk Management Plan

A comprehensive initial Risk register and detailed Project Risk Management Plan prepared for development, construction, operational and decommissioning phases of the Berrybank Project is included in the commercial-in-confidence document in Appendix 9 according to the ISO31000 standard.

#### 2.1.5. Evidence of Registration with AEMO and GPS Approval

Berrybank Wind Farm is connected to the Grid via the existing 220 kV Ballarat-Terang (BATS-TGTS) transmission line, 55 km from BATS, through a 7 km twin conductor double circuit transmission line. The connection point was proposed to be a breaker and a half substation which on one side is connected to TGTS 220 kV and on the other side is connected to BATS 220 kV.

The following figure shows an overview on the connection of Berrybank Project to the Victorian transmission network



BDPL has been registered previously as an Intendent Participant and currently is in the process to be registered as a Generator. BDPL has been granted with the Participant ID: BERYBKWF.

Regarding the connection to the Victorian grid, Berrybank Development Pty, AEMO released on the 5<sup>th</sup> September 2019, the letter 5.3.10 confirming the acceptance of the Performance Standard for generating Plant. Refers to appendix 10

Approved General Performance Standard (GPS) are also included in Appendix 10.

#### **2.1.6. Australian Financial Services Licence**

BDPL does not offer advice products or services that would require an Australian Financial Services Licence. All activities that would require an Australian Financial Services Licence will be procured through a License Provider

#### **2.1.7. Energy Safe Victoria**

Refers to the Appendix 11 for evidence of liaison with ESV. Vestas a Principal Contractor for Berrybank Wind farm construction entered in contact with Energy Safe Victoria.

#### **2.1.8. Confirmation that all planning and Environmental approvals have been completed**

The Project has all the planning permit approval since February 2018 (refer to appendix 12)

- Planning Permit 20092820A (Golden Plains)
- Planning Permit 20092821A (Corangamite)
- Berrybank transmission line permit PA1700309

The approvals require a number of Management Plans and Secondary Consents to be prepared and endorsed prior to the commencement of the Construction. These Plans and secondary Consent has been obtained and construction under both was started in April 2019. Refer to the link below for access to the Planning Permits and endorsed plans:

<http://www.unionfenosa.com.au/vic-berrybank-project-documents/>

Following endorsement letter have been included in appendix 12

- 20190327-Signed - Letter to Proponent - Endorsed TMP
- 20190405-Signed - Letter to Proponent - Endorsed EMP
- 20190417-Signed- Letter to Proponent - Secondary Consent & Endorsed various docs

#### **2.1.9. Confirmation that all land access arrangements are in place**

Refers to commercial in confidences Land contracts in commercial as confidence in appendix 2.7

#### **2.1.10. Evidence of agreement with the Australian Energy Market Operator**

All the required connection agreements with AEMO have been signed (commercial in confidence in appendix 2.6)

- Project Construction and Coordination Deed, executed on the 29<sup>th</sup> October 2019
- Use of system Agreements, executed on the 29<sup>th</sup> October 2019
- TNSP Side Deed, Executed on the 29<sup>th</sup> October 2019

Following procedures are on Place with AEMO

Document Title
Energy Markets Regulatory Compliance Policy
Energy Markets Regulatory Compliance Register
Contacts
AEMO Market Settlement Process / Reconciliation
AEMO Prudentials and Credit Support
Energy Metering Access, Inspection, Testing and Strategy
Access to MarketNet VPN connection
Change of MarketNet Password
MMS Market Bidding Procedure
MMS Market Availability Procedure
Crookwell Control Room Response to AEMO
Annual AEMO Statement of Opportunities participant submission
Generator Performance Standards Template management
Energy Markets Breach Procedure
Notification of change in Licencees Directors/Secretaries to AEMO
Semi -Scheduled dispatch control testing
Review and Testing of Generator Performance Standards
Energy Markets Breach Register
Regulatory notification of Change to Office Bearers
AEMO Response Log
A Guide To The Role Of The Responsible Person
Technical Guide to Electricity IT Systems
Electricity Market Management Systems Access Policy and Procedure
Guide to User Rights Management
Notice of Non-Compliance with Registered Performance Standards
Guide to Electricity Information Systems
Template for Generator Compliance Programs
Infolite Intermittent Generator Management System
Guide to Intermittent Generation
Metrology Procedure: Part A v5.30
Metrology Procedure: Part B v5.30
NEM Prudential Dashboard - Support Information
NEM Prudential Supervision Process
NEM Settlements Process
Re-Bidding and Technical Parameters Guideline

#### **2.1.11. Details of experience in and knowledge of the electricity industry/gas**

GPG is a leading company in practically all generation technologies. The company considers efficiency to be the main tool that guarantees the energy supply and contributes to the competitiveness of its clients. We maintain this leadership with a strong commitment to innovation as a means of generating electricity in a reliable, sustainable way.

GPG participates in the whole value chain of the generation business, bringing its experience and knowledge to bear in all the phases of the development and exploitation of its own generation activities. Beginning with the identification and development of the projects, continuing with their design and construction, and finally operating and managing their assets for their whole operating life.

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Please refer to appendix 13 for a detailed description of GPG experience

Related to Australia market, GPGA and its subsidiary Crookwell Development Pty Ltd (CDPL) have developed, constructed and currently operating (since 1<sup>st</sup> December 2019), Crookwell 2 Wind Farm in New South Wales.

This Wind Farm was successful awarded in the last Australia Capital Territory (ACT) Renewable Energy Auction in 2016

### **3. Information about financial viability**

#### **3.1. Public statement**

As mentioned before, BDPL is wholly owned by GPGA and ultimately by Naturgy Energy Group. Both companies have pledged its continuing support as of the date of this statement. In addition, BDPL has recently secured senior debt facilities from unrelated parties that allowed the refinancing of the existing shareholding loans. As a result, BDPL will have enough working capital to enable it to meet its objectives and financial obligations.

#### **3.2. Commercial in confidence**

##### **3.2.1. Significant contracts**

Following contracts and agreements have been attached as commercial-in-confidence in Appendix 2:

- Executed VRET support agreements. (2.1)
- Executed Engineer, Procurement and Construct with Vestas. (2.2)
- Executed Operation and maintenance contract with Vestas. (2.2)
- Draft Asset Management agreement with GPGA (2.3)
- Executed Construction Management Service agreement with GPG (2.3)

- Executed Corporate Services Agreements with GPGA (2.3)
- Executed Project agreement with TransGrid. (2.4)
- Executed Connection agreement with TransGrid. (2.4)
- Executed Side Deed with AUSNET (2.5)
- Executed Project Construction and Coordination Deed with AEMO (2.6)
- Executed Use of system agreement with AEMO. (2.6)
- Executed TNSP Side Deed with AEMO and TransGrid(2.6)
- Executed Land Agreements. (2.7)

### 3.2.2. Annual report

Please refer to appendix 14 -commercial-in-confidence which comprises the last Audited financial Statements for Berrybank Development Pty Ltd and Global Power Generation Pty Ltd.

### 3.2.3. Standard & Poor's or other acceptable rating

Extensive information about Naturgy Group rating is included in the following Link [https://www.naturgy.com/en/shareholders\\_and\\_investors/financial\\_information/rating](https://www.naturgy.com/en/shareholders_and_investors/financial_information/rating)

Naturgy Energy Group, S.A. obtained its first rating in February 1999.

The ratings currently in force include:

Agency	Long term	Short term	Forecast
S&P	BBB	A-2	Stable
Moody's	Baa2	P-2	Stable
Fitch	BBB	F2	RWN

*Warning:* These ratings may be revised, suspended or withdrawn by the ratings agency at any time.

### 3.2.4. Statements from internal/external auditors

Financial statements have been audited by Ernst & Young. See Appendix 14 for the Auditor's opinion report, included in 2018 Financial Statement for Berrybank Development Pty Ltd and Global Power Generation Pty Ltd.

### 3.2.5. Statements from consultants, including accountants and legal advisors

Statements and reports were released by accountants and legal advisors during the senior debt refinancing process that was successfully completed mid-2019.:



- Insurance Due Diligence Report, Marsh, 10<sup>th</sup> May 2019
- Accounting Report on Berrybank Model, PWC 1<sup>st</sup> May 2019
- Tax report, PWC, 10<sup>th</sup> May 2019
- Legal Review Report dated 14<sup>th</sup> May, Clifford Chance 2019
- Model review Final Report, PWC, 8<sup>th</sup> May 2019

All these reports are included commercial-in-confidence in Appendix-15

### 3.2.6. Guarantees in place

Followings Bank Guarantees have been put in place

- Bank Guarantee no: GO3521130073 in favor of DELWP-Victoria State
- Bank Guarantee No: G00644292 in favor of AUSNET
- Bank Guarantee No: G00644813 in favor of AEMO
- Parent Company Guarantee in favor of TransGrid
- Parent Company Guarantee in favor of VESTAS
- Bank Guarantee No: GO367963073 in favor of Corangamite Shire Council
- Bank guarantee No: GO367953073 in favor of Golden Plain Shire Council

These guarantees have been attached as commercial-in-confidence in Appendix 16

### 3.2.7. Shareholder register

BBWF is 100% owned by Global Power Generation Australia Pty Ltd (GPGA) as listed in ASIC which is the Australian subsidiary of Global Power Generation, S.A.U. (GPG). The main shareholder, being GPGA is summarized in section 2.1.4.

GPG owns directly a 98.65% of GPGA and there are three additional minority shareholders that own the remaining 1.35% of GPGA.

GPGA shareholding:

Shareholder	Percentage (%)
Global Power Generation Australia Pty Ltd	98.65
Lear Partners SL	0.51
Desarrollos Australes SL	0.33
Infotec MS Pty Ltd	0.51

Please refer as commercial-in-confidence to appendix 17 to the Berrybank Development Pty Ltd Share Register Aug 2019.

### 3.2.8. Statements from bank/financiers, shareholders, the board or parent company

Followings letters/Certificates has been attached as commercial-in-confidence in Appendix 18:

- Global Power Generation SA. Board of Directors (8/2/2018)
- National Australia Bank (NAB)ANZ
- Commonwealth Bank
- HSBC
- ING
- BBVA
- Natixis
- ICO
- Westpac
- EKF (Denmark's Export Credit Agency)

### 3.2.9. Financial model that supports the business plan

Please refer commercial-in-confidence to Appendix 7

## 4. List of Attachments

The following attachments have been provided as commercial-in-confidence information. All the provided documents are restricted and are not made policy available. The content is confidential (where indicated) and its release would be injurious to the project and all the involved parties.

The Commission is not allowed to release the sections marked as commercial-in-confidence without a prior consent of BDPL:

- Attachment 1: BDPL registration ASIC
- Attachment 2: Contracts and agreements (commercial in confidence)
  - Executed VRET support agreements. (2.1)
  - Executed Engineer, Procurement and Construct with Vestas. (2.2)
  - Executed Operation and maintenance contract with Vestas. (2.2)
  - Draft Asset Management agreement with GPGA (2.3)
  - Executed Construction Management Service agreement with GPG (2.3)
  - Executed Corporate Services Agreements with GPGA (2.3)
  - Executed Project agreement with TransGrid. (2.4)
  - Executed Connection agreement with TransGrid. (2.4)
  - Executed Side Deed with AUSNET and AEMO (2.5)
  - Executed Project Construction and Coordination Deed with AEMO (2.6)
  - Executed Use of system agreement with AEMO. (2.6)
  - Executed TNSP Side Deed Executed with AEMO and TransGrid (2.6)
  - Executed Land Agreements. (2.7)
    - ❖ Wind Farm Hosts (2.7.1)
    - ❖ Grid Connection Agreements (2.7.w2)
- Attachment 3: Board Directors
- Attachment 4: Key Personnel (commercial in confidence)
- Attachment 5: Crookwell 2 Wind Farm Generator registration (commercial in confidence)
- Attachment 6: Technical Description
- Attachment 7: Financial Model (commercial in confidence)

- Attachment 8: GPG procedures (commercial in confidence)
- Attachment 9: Risk Management Plan (commercial in confidence)
- Attachment 10: AEMO (commercial in confidence)
- Attachment 11: ESV liaison evidence
- Attachment 12: Planning Permits and Plan approvals
- Attachment 13: GPG Experience
- Attachment 14: Financial statements (commercial in confidence)
- Attachment 15: Consultant and legal Advisors statements (commercial in confidence)
- Attachment 16: Guarantees (commercial in confidence)
- Attachment 17 Share register (commercial in confidence)
- Attachment18: Letter of support (commercial in confidence)