

Sustainable Energy Infrastructure application to the Essential Services Commission of Victoria.



Requested License Applications:

- Generation for Supply or Sale License (Qenos/Werribee Facility)
- Distribution and Supply License (Qenos/Werribee Facility)
- Sale of Electricity (Qenos/Werribee Facility)

Sustainable Energy Infrastructure Pty Ltd

ABN: 50 746 683 694 ACN: 625 686 651

Website: <https://sei.com.au>

Telephone: [REDACTED]

Table of Contents

1. Introduction.....	3
2. SEI Focus and Strategy.....	3
3. Applicant Details.....	4
4. Corporate Structure.....	5
5. Sustainable Energy Infrastructure Organisation Structure.....	6
6. Suitability of Applicant.....	8
7. Standard of Honesty and Integrity by Officers.....	9
8. Sustainable Energy Infrastructure Required Planning.....	9
9. Financial Resources Available to the Applicant.....	10
10. Additional Details of Structure of Applicant.....	10
11. Whitehelm Capital Expertise.....	11
12. Experience of SEI Key Personnel.....	11
13. SEI Management Systems and Standards.....	13
14. Facility Locations.....	14

Attachment 1 – Sustainable Energy Infrastructure Board of Directors professional skills and experience.

Attachment 2 – Description of Distinction with SEI and Whitehelm Capital.

Attachment 3 – SEI Compliance Matrix.

Attachment 4 – Requested HSER&C Standards.

Attachment 5 – SEI Risk Assessment Register.

1. Introduction

This application for a Generation, Network and Retail License is made under the Electricity Industry Act 2000 (Vic) (the Act), to the Essential Services Commission by Sustainable Energy Infrastructure Pty Ltd (ABN: 50 746 683 694) as the owners and operators of the Werribee Biogas Generation Facility at 160 South Road, Werribee, Victoria and Qenos Cogeneration Plant, 471 Kororoit Creek Road, Altona Victoria.

Sustainable Energy Infrastructure is applying for the license in its capacity as trustee to the Sustainable Energy Infrastructure Trust.

Sustainable Energy Infrastructure Pty Ltd (SEI) owns a diversified portfolio of 18 infrastructure assets located throughout Australia.

- Cogeneration plants in South Australia and Victoria
- Biomass Generation Facility in Queensland
- Biogas Generation Facility in Victoria
- Landfill Generation and Flare Facilities in New South Wales, Tasmania and Western Australia
- CSM Gas Generation Plant in Queensland
- CNG Refuelling Assets in New South Wales, Queensland, and Victoria

2. SEI Focus and Strategy

SEI owns and manages a portfolio of mid-market generation and compressed natural gas infrastructure assets throughout Australia.

SEI aims to grow its portfolio through strategic acquisitions and the development of renewable and intelligent energy solutions for its diversified client base.

SEI is managed by infrastructure fund manager Whitehelm Capital, on behalf of two Australian institutional investors, with the operations of SEI overseen by an experienced and multi-disciplinary team.

3. Applicant Details

The details of the applicant applying for a Generation, Network and Retail Licenses.

Identity of Applicant

Sustainable Energy Infrastructure Pty Ltd (ACN: 625 686 651) as trustee for the Sustainable Energy Infrastructure Trust (ABN 50 746 683 694)

Legal Identity of Applicant

The Applicant, Sustainable Energy Infrastructure Pty Ltd (ACN: 625 686 651), is a private limited company incorporated in the Australian Capital Territory. It is applying for the Generation License as trustee for a unit trust being Sustainable Energy Infrastructure Trust (ABN 50 746 683 694) which was established in New South Wales.

Address & Contact Details

Registered Office

Level 1, 39 Brisbane Avenue, Barton ACT 2600

Head Office

Level 7/76 Waymouth Street Adelaide, South Australia 5001.

GPO Box 1868, Adelaide, South Australia, 5001.

Contact Person

Justin Parker,

National Manager

Phone [REDACTED]

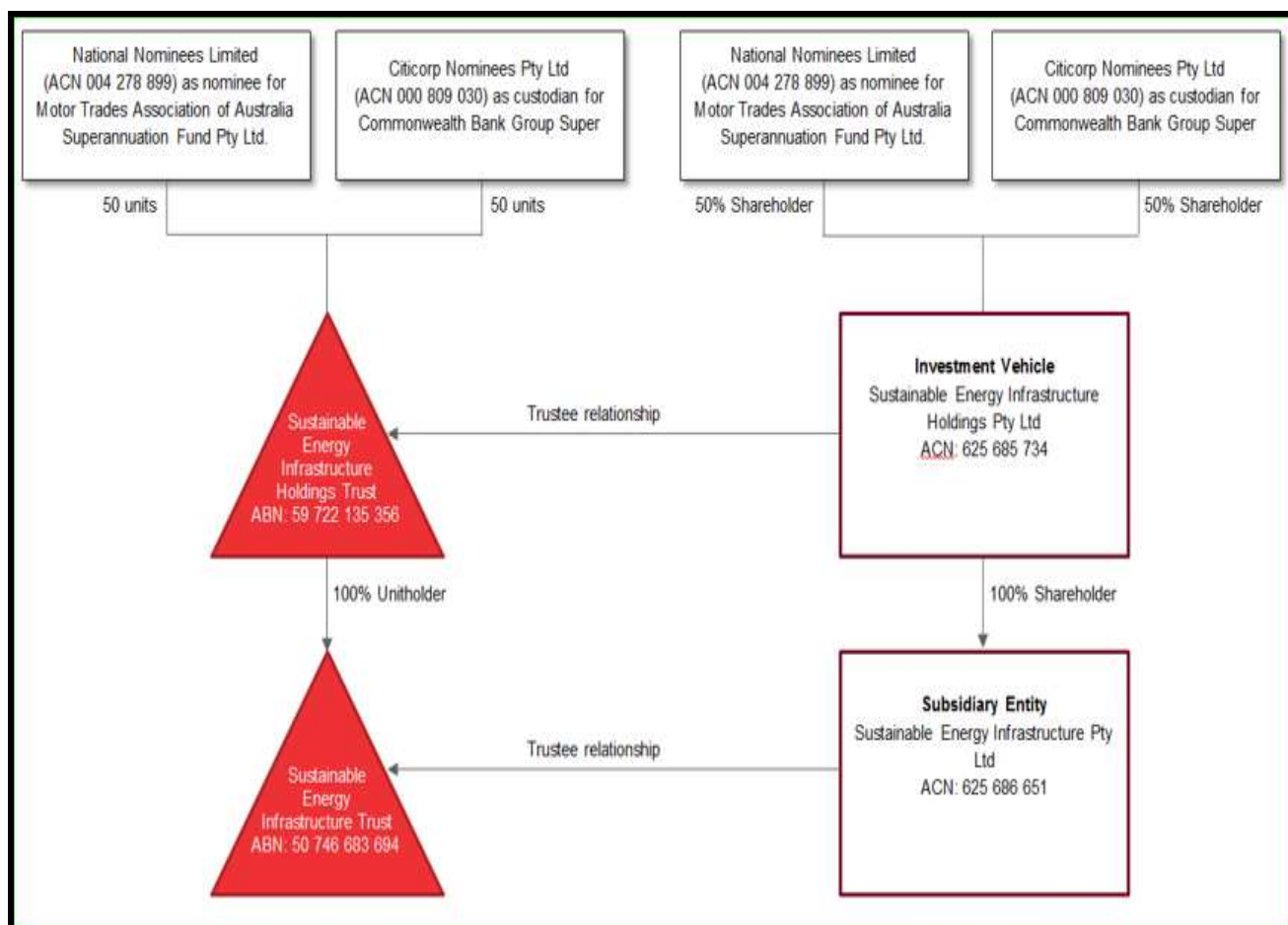
email: j [REDACTED]

4. Corporate Structure

The Applicant is a wholly owned subsidiary of Sustainable Energy Infrastructure Holdings Pty Ltd (ACN 625 685 734), which is jointly owned by:

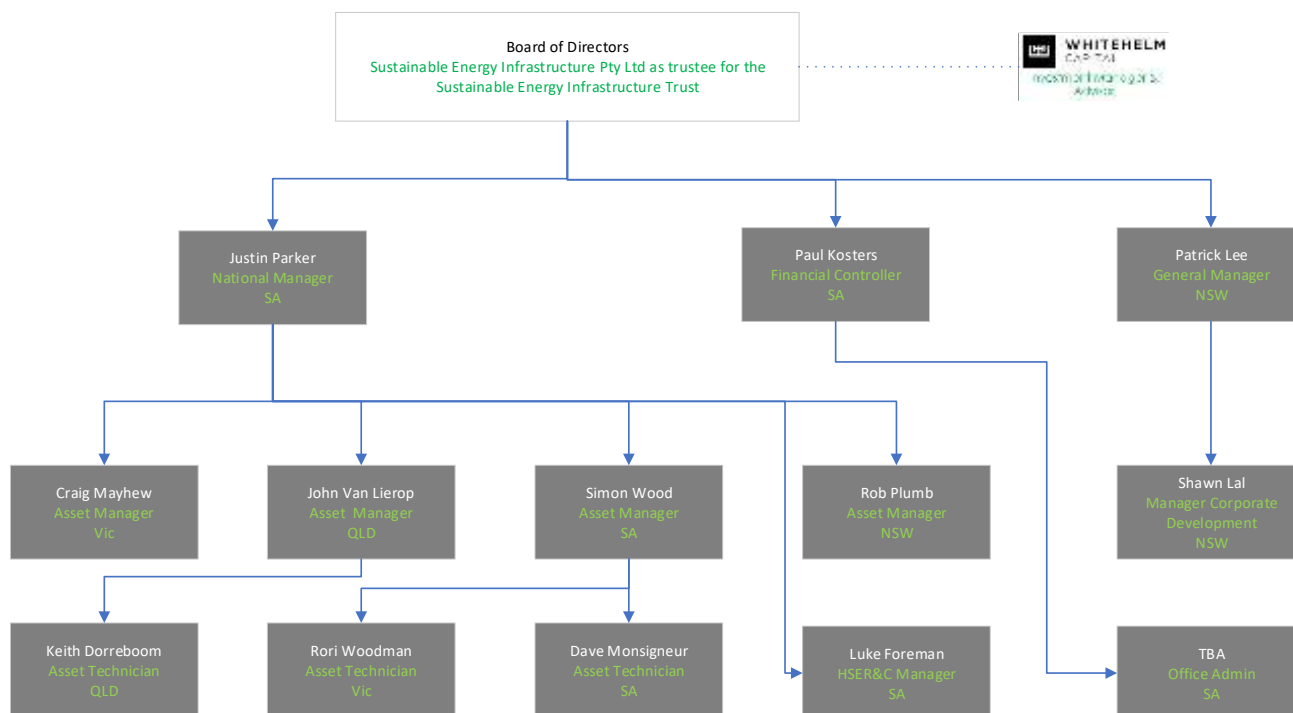
- Commonwealth Bank Officer's Superannuation Corporation Limited (ABN: 76 074 519 798) as Trustee for Commonwealth Bank Group Super (ABN 24 248 426 878) (Group Super); and
- Motor Trades Association of Australia Superannuation Fund Pty Limited (ABN 14 008 650 628) as trustee of MTAA Superannuation Fund (ABN 74 559 365 913) (MTAA Super).

Group Super and MTAA Super each hold 50.0% of Sustainable Energy Infrastructure Holdings Pty Ltd (ACN: 625 684 734) who holds 100% interest in Sustainable Energy Infrastructure Pty Ltd.



5. Sustainable Energy Infrastructure Organisation Structure

Organisation structure is shown below.



The National Manager is responsible for the overall management and leadership of the portfolio of assets owned by Sustainable Energy Infrastructure Holdings Pty Ltd. The National Manager is responsible for the continued safe operating, monitoring and management of the asset portfolio and for ensuring statutory and regulatory requirements are met. The National Manager has had 20 years of experience in the Energy Industry.

Sustainable Energy Infrastructure is seeking a license for Power Generation, Network and Retail Licenses for our Werribee and Qenos Sites in Victoria as soon as possible.

Qenos Asset Overview

The Qenos Facility consists of a Natural Gas fuelled 22.6 MW Solar Turbine that is coupled to a Waste Heat Recovery Steam Generator. 100 % of both the steam and electricity produced from the facility is provided free of charge to Qenos. The total annual electricity volume supplied to Qenos is ~180 GWh. Any electricity that is surplus to Qenos'

requirements is exported to the network by Qenos under a separate arrangement between Qenos and their Electricity Retailer.

Qenos owns and is responsible for all infrastructure upstream of the HV switch room that forms part of the Cogeneration Facility. The Qenos network connects the Cogeneration Facility in to the main Qenos site substation and from that point it is distributed to the required loads.

Qenos commenced operation on the 26 Feb 2013 with a 15-year term ending on the 26th February 2028 and no further planning or construction is planned for this asset.

Sustainable Energy Infrastructure has requested an NR5 exemption with AER reference E-5474 and also has an exemption with AMEO, registration number EXPT0002151 and no further approvals, registrations, performance and technical standards are required by AMEO.

Werribee Asset Overview

The Werribee biogas generation facility captures methane from the anaerobic digestion of sewage waste water at the Melbourne Water Sewage Treatment Plant. This methane is then used to generate renewable power.

This methane is captured by Melbourne Water and supplied to SEI to fuel 7 x 1.06 MW and 2 x 1.25 MW reciprocating engines for a total installed capacity of 9.96 MW. The power station operates 24 / 7, 365 days per year and generates ~64 GWh annually.

All electricity generated by the facility is sold directly to Melbourne Water as part of the overarching Power Purchase Agreement.

Any electricity that is surplus to Melbourne Water's requirements is exported to the network by Melbourne Water under a separate arrangement between Melbourne Water and their Electricity Retailer.

Werribee commenced operation on the 1st Jan 2005 and has a 15-year term ending on the 31st December 2020 and no further planning or construction is planned for this asset.

Sustainable Energy Infrastructure has an NR6 exemption with AER and reference number E5159 and AMEO exemption, registration number EXPT0002152 and no further approvals, registrations, performance and technical standards are required by AMEO.

6. Suitability of Applicant to hold a License

The Sustainable Energy Infrastructure Trust has not been prosecuted, found guilty of any criminal offence or been the subject of disciplinary, administrative or legal action in relation to an authorisation, authority, or license.

Sustainable Energy Infrastructure Pty Ltd, the trustee of the Sustainable Energy Infrastructure Trust has not been prosecuted, found guilty of any criminal offence or been the subject of disciplinary, administrative or legal action in relation to an authorisation, authority, or license.

As noted in Section 1.6, Sustainable Energy Infrastructure Pty Ltd as trustee is owned beneficially by two leading Australian Superannuation Funds, being Group Super and MTAA Super.

Both Group Super and MTAA Super are sophisticated investors and have previously invested directly in infrastructure assets, including ports, airports, energy generation and distribution assets, both in Australia and globally. Additionally, both Group Super and MTAA Super's direct infrastructure investments are managed by Whitehelm Capital Pty Ltd (ACN 008 636 717) (Whitehelm Capital), a leading global infrastructure manager. Whitehelm Capital has invested in and continues to manage, on behalf of its clients, a number of infrastructure assets in the energy sector including:

- Worsley Multi-Fuel Cogeneration Facility (WFMC) is a two unit multi-fuel cogeneration plant (550tph steam and 104MW electricity) that was commissioned in January 2014 and located in Collie, Western Australia. It provides steam and electricity under a long-term contractual arrangement with South32 Limited's Worsley Alumina Refinery.
- Rowville Transmission Facility (RTF) is an electrical transmission facility located in Melbourne, Victoria. RTF converts electricity from 500kV to 220kV for distribution. The facility receives a monthly fee from the Australian Energy Market Operator, while the operation and maintenance of the asset is outsourced to Ausnet Services.
- Oaklands Hill Wind Farm is a 63MW wind farm located in Victoria, Australia. Its revenues are underpinned by a 25-year energy offtake agreement with AGL. AGL is also responsible for the operations and maintenance of the wind farm under a 25-year agreement.

Whitehelm Capital has not committed any offences against, or been prosecuted under any Territory, State or Commonwealth legislation in Australia, nor has Whitehelm Capital been the subject of disciplinary, administrative or legal action in relation to an authorisation, authority, or licence.

7. Standard of Honesty and Integrity by Officers and Major Shareholders of Applicant

None of the Directors of Sustainable Energy Infrastructure have displayed any prior misconduct, or experienced refusal or suspension from licensing or professional membership. Furthermore, none of the Officers listed have an actual or potential conflict of interest likely to affect their ability to carry out their role.

Neither Group Super, nor MTAA Super as beneficial owners of the Applicant have breached any statutory obligations, committed any criminal or civil offence or been successfully prosecuted under any application legislation in its operating jurisdiction.

8. Sustainable Energy Infrastructure Required Planning and Environmental Approvals

Qenos Licenses and Registrations

- AEMO Registration EXPT0002151.
- EPA Declaration of Compliance 17/18.
- NPI Report 17/18 Qenos Cogeneration 00030554.
- Australian Energy Regulator NR5 Exemption. (In progress and reference number E-5474)

Werribee Licenses and Registrations

- AEMO Registration EXPT0002152.
- Clean Energy Regulator – Electricity Generation Return – Code BEBGVC05.
- EPA Victoria Sustainable Energy Infrastructure License number 1306.
- NPI Report 17/18 Werribee Biogas Facility EA42348.
- Australian Energy Regulator NR6 Exemption, reference number E-5159.

9. Financial Resources Available to the Applicant

The Applicant was a newly established entity established to acquire a portfolio of power generation and distributed energy facilities from AGL Energy Limited (**AGL**). As such it does not have a three-year financial track record.

Sustainable Energy Infrastructure Pty Ltd is solely owned by Sustainable Energy Infrastructure Holdings Pty Ltd, which is beneficially owned by two of Australia's most reputable superannuation funds, Group Super and MTAA Super.

- Group Super, the superannuation scheme for Commonwealth Bank Group employees, is one of Australia's oldest corporate superannuation funds still in operation with over 75,000 members and over \$11 billion in funds under management.
- MTAA Super is a national industry-based super fund that has served the motor trades and allied industries for over 25 years. MTAA Super has over 237,000 members and over \$10 billion in funds under management.

Both Group Super and MTAA Super are subject to regulatory oversight by the Australian Prudential Regulatory Authority and are required to meet the obligations of their Registerable Superannuation Entity Licenses which, inter alia, require Group Super and MTAA Super to be of good financial standing and meet strict probity requirements.

Details in relation to MTAA Super's financial position can be accessed [here](#), and details of Group Super's financial position can be accessed [here](#).

Annexed to this application, and confidential in nature, are equity commitment letters from each of the ultimate beneficial owners which confirms their investment in the project vehicle and the extent of financial resources available to the Applicant.

10. Additional Details of Structure of Applicant

Whitehelm Capital provides asset and investment management services to the Applicant by virtue of existing Investment Management Agreements between Whitehelm Capital and its Clients, including the ultimate beneficial owners of the Applicant.

Whitehelm Capital brings strong investment and asset management experience in the infrastructure and energy sectors, in addition to substantial experience at the Board level as noted in appendix 1 of this document. Whitehelm Capital will be working closely with the

Applicant at all levels to ensure the business and its operations remain viable and geared for continued growth and success. As shown in appendix 2 of this document.

11. Whitehelm Capital Expertise

Whitehelm Capital is one the world's most experienced infrastructure managers and boutique investment strategy advisors.

With an outstanding track record spanning over 20 years, A\$4.8 billion of funds under management, and A\$18.1 billion in funds under advice, we are one of the world's largest and most experienced independent infrastructure managers and investment strategy advisers.

We have invested in over 94 infrastructure equity and debt investments since inception totalling over A\$9.3 billion.

We are a long-term investor, partnering with clients to invest in true infrastructure assets that protect real investment value, while providing predictable cash returns. This is achieved by investing in assets with clear and measurable cash flows and adding value through active asset management.

Our boutique investment advisory team works with clients on investment strategy, portfolio construction, risk management, new product development and manager selection.

12. Experience of SEI Key Personnel

Justin Parker – Sustainable Energy Infrastructure National Manager.

Justin is an experienced Manager and Business Leader with 20+ years' experience in the Energy Industry. Management of Business Units, Teams and Facilities through development, operation, acquisition and divestment in the following areas; Power Generation, Co-Generation, Bio Mass, Bio Gas, CNG, Combustion and Environmental Efficiencies.

Craig Mayhew – Sustainable Energy Infrastructure Asset Manager Werribee Facility.

In Craig's 20+ years within the Energy Industry and delivering Operational Asset Management, he currently manages SEI's Renewable investment projects, for safe & sustainable operation, in a manner that aligns with industry best practice.

The Asset Manager is responsible for all site operations as well as coordination with customers and external counter parties.

Craig is the key point of contact between SEI & our Asset based customers', proactively delivering company QHSE procedures, policies & plans and ensures assets operate effectively and in line with performance requirements. Craig actively support SEI's growth activities during future asset development opportunities.

Simon Wood – Sustainable Energy Infrastructure Asset Manager Qenos Facility.

Simon has had nearly 20 years' experience in the energy industry covering Industrial Gas Equipment, Gas Turbines and Steam Equipment and Systems.

The Asset Manager is responsible for all site operations as well as coordination with customers and external counter parties. Simon is the key point of contact between SEI & our Asset based customers', proactively delivering company QHSE procedures, policies & plans and ensures assets operate effectively and in line with performance requirements.

Paul Kosters – Sustainable Energy Infrastructure Financial Controller

Paul is a CPA qualified and Associate of Governance Institute of Australia, with over 18 years' Accounting experience in a diverse range of industries – construction, mining, manufacturing, logistics and banking.

Luke Foreman – Sustainable Energy Infrastructure HSER&C Manager.

Luke is an experienced HSQE, Compliance, Risk Management and Injury Management Professional with a demonstrated an extensive history of working in the construction, manufacturing and mining industries. Luke has led teams to meet independent certifications in HSQE, Federal Safety Commission and the Safety Achiever Bonus Scheme and enjoys leading great positive culture change especially when it leads to employee well-being and zero harm. Luke also has extensive experience in Injury and Return to Work Management. Luke has completed a Diploma in Business, Majoring in Management and has also completed the qualification of Lead Auditor.

13. SEI Management Systems and Standards

SEI maintains an HSER&C Management System which meets the following International and Australian Management Systems Standards:

- AS/NZS ISO 45001: 2018 OHS Management Systems
- AS/NZS ISO 14001: 2016 Environmental Management Systems
- AS/NZS ISO 31000: 2009 Risk Management Principles & Guidelines
- AS/NZS ISO 19600: 2014 Compliance Management Systems
- AS/NZS 3806:2006 Compliance Programs

SEI also have HSER&C standards that set out the objectives and expectations for the SEI Businesses, including responsibilities of key personnel. Each Standard has a number of related procedures which set out the standard operating conditions including:

- HSER&C Manual.
- HSER&C Strategic Planning with Targets and Expected Outcomes.
- HSE Major Risk Standards.
- Risk Assessment Process and Procedures.
- Contractor Management.
- Training.
- Management Review

14. Facility Locations

Melbourne Water Site 160 South Road, Werribee, Victoria.



This facility contributes to helping Australia reduce greenhouse gas emissions by more than 400,000 tonnes of CO₂-e per annum. This can be equated to:

- Generating enough renewable energy to power the equivalent of 12,500 average Victorian households, and
- Greenhouse gas savings are equivalent to taking 110,000 average Australian cars off the road.

Qenos, 471 Kororoit Creek Road Altona, Victoria.



This baseload cogeneration plant provides steam and electricity to the Qenos' manufacturing plant. In addition to baseload supply it also has the capability to disconnect from the distribution network at times of fault and operate in 'Island Mode' to sustain site operation.

Also supplied are 5 attachments relating to requested application information for license with the Essential Services Commission of Victoria.

Attachment 1 – Sustainable Energy Infrastructure Board of Directors professional skills and experience.

Attachment 2 – Description of Distinction with SEI and Whitehelm Capital.

Attachment 3 – SEI Compliance Matrix.

Attachment 4 – Requested HSER&C Standards.

Attachment 5 – SEI Risk Assessment Register.