



**ELECTRICITY GENERATION AND SALE LICENCE**

**AGL HP1 Pty Limited (ACN 080 429 901) & AGL  
HP2 Pty Limited (ACN 080 810 546) & AGL HP3  
Pty Limited (ACN 080 735 815), together, AGL  
Hydro Partnership**

**Issued on 18 December 1997  
As varied on 26 October 2022**

## ELECTRICITY GENERATION AND SALE LICENCE

This Licence is issued pursuant to section 19 of the *Electricity Industry Act 2000* (Vic) and is subject to the terms set out in this Licence.

### Date

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This Licence was issued on 18 December 1997 and has been amended in accordance with Schedule 1.

### Licensee

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This Licence is issued to:

**AGL HP1 Pty Limited (ACN 080 429 901) & AGL HP2 Pty Limited (ACN 080 810 546) & AGL HP3 Pty Limited (ACN 080 735 815) together, the Licensee (the Licensee)**

Locked Bag 14120  
Melbourne VIC 8001

**THE COMMON SEAL of the  
ESSENTIAL SERVICES COMMISSION**  
was affixed pursuant to the authority  
of the Commission on 27 October 2022



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Kate Symons

**CHAIRPERSON**

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**Part A – Interpretation & Notices****1. Definitions**

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1.1. Unless the contrary intention appears a term has the meaning shown opposite it:

<b>Act</b>	the <i>Electricity Industry Act 2000</i> (Vic)
<b>Administrator</b>	an administrator appointed by the Commission under section 34 of the Act
<b>AEMO</b>	Australian Energy Market Operator (ACN 072 010 327)
<b>Business Day</b>	a day other than a Saturday, Sunday or a public holiday in Victoria
<b>Change of Control</b>	Occurs in relation to the Licensee if: <ul style="list-style-type: none"> <li>(a) an entity that Controls the Licensee ceases to Control the Licensee; or</li> <li>(b) an entity that does not Control the Licensee starts to Control the Licensee</li> </ul> <p>provided that no change of control will be deemed to have occurred where the Ultimate Holding Company that Controls the Licensee remains the same or the change in Control results from the acquisition or cancellation of, or dealing, in securities which are traded on a recognised financial market</p>
<b>Code of Practice</b>	Means a Code of Practice made under Part 6 of the ESC Act
<b>Commencement Date</b>	the date this Licence is issued, as noted on the first page of the Licence
<b>Commission</b>	the Essential Services Commission established under the ESC Act
<b>Control</b>	in respect of an entity has the same meaning given in section 50AA of the Corporations Act
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth)
<b>ESC Act</b>	the <i>Essential Services Commission Act 2001</i> (Vic)
<b>Holding Company</b>	means, in relation to an entity, an entity of which the first entity is a subsidiary
<b>Licensed Generation Facilities</b>	McKay Creek power station, West Kiewa power station, Clover (Kiewa) power station, Dartmouth power station, Eildon power station, Rubicon power station, Lower Rubicon power station, Royston power station, Rubicon Falls power station, Cairn Curran power station, Banimboola power station, Bogong power station, Oaklands Hill Wind Farm and Yarrawonga power station

<b>Licensee</b>	AGL HP1 Pty Limited (ACN 080 429 901) & AGL HP2 Pty Limited (ACN 080 810 546) & AGL HP3 Pty Limited ACN (080 735 815) together, the Licensee
<b>Minister</b>	the person who is, from time to time, the Minister for the purposes of the relevant section of the Act
<b>National Electricity Law</b>	the National Electricity (Victoria) Law which applies in Victoria as a result of the operation of section 6 of the <i>National Electricity (Victoria) Act 2005</i> (Vic)
<b>National Electricity Rules</b>	the rules of that name made under the National Electricity Law
<b>Review</b>	a systemic and independent process for obtaining evidence and evaluating it objectively to determine the extent to which particular criteria are fulfilled, this includes, but is not limited to a regulatory audit undertaken in accordance with relevant guidelines issued by the commission.
<b>Subsidiary</b>	has the meaning given in the Corporations Act
<b>Ultimate Holding Company</b>	means, in relation to an entity, an entity that: <ul style="list-style-type: none"> <li>(a) is a Holding Company of the first-mentioned entity; and</li> <li>(b) is itself a Subsidiary of no entity</li> </ul>
<b>Wholesale Electricity Market</b>	has the same meaning as in the Act

- 1.2. In this Licence, unless the context otherwise requires:
- (a) headings and footnotes are each for convenience only and do not affect the interpretation of this Licence;
  - (b) words importing the singular include the plural and vice versa;
  - (c) words importing a gender include any gender;
  - (d) an expression importing a natural person includes any company, partnership, trust, joint venture, association, corporation or other body corporate and any governmental agency;
  - (e) a reference to a condition, clause, or part is to a condition, clause, or part of this Licence;
  - (f) a reference to any statute including the Act and regulations, proclamation, Order in Council, ordinance or by-law includes all statutes, regulations, proclamations, Orders in Council, ordinances or by-laws varying, consolidating, re-enacting, extending or replacing them and a reference to a statute includes all regulations, proclamations, Orders in Council, ordinances, by-laws and determinations issued under that statute;
  - (g) a reference to a document or a provision of a document includes an amendment or supplement to, or replacement or novation of, that document or that provision of that document;

- (h) a reference to a person includes that person's executors, administrators, successors, substitutes (including, without limitation, persons taking by novation) and permitted assigns;
- (i) other parts of speech and grammatical forms of a word or phrase defined in this Licence have a corresponding meaning;
- (j) a period of time:
  - (i) which dates from a given day or the day of an act or event is to be calculated exclusive of that day; or
  - (ii) which commences on a given day or the day of an act or event is to be calculated inclusive of that day; and
- (k) an event which is required under this Licence to occur on or by a stipulated day which is not a Business Day may occur on or by the next Business Day.

## **2. Notices**

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2.1. A notice under this Licence is only effective if it is in writing, and dealt with as follows:

- (a) if given by the Licensee to the Commission – addressed to the Chief Executive Officer of the Commission at the address specified below or as otherwise notified by the Commission:

Essential Services Commission  
Level 8, 570 Bourke Street,  
Melbourne VIC 3000; or

- (b) if given by the Commission to the Licensee – given by the Chief Executive Officer of the Commission and addressed to (and marked for attention of) the Chief Executive Officer of the Licensee at the addresses specified below or as otherwise notified by the Licensee:

AGL HP1 Pty Limited & AGL HP2 Pty Limited & AGL HP3 Pty Limited  
together AGL Hydro Partnership  
Locked Bag 14120  
Melbourne, VIC 8001  
wholesale<sup>regulation</sup>@agl.com.au

A notice is to be:

- (c) signed by or on behalf of the person giving the notice and delivered by hand; or
- (d) signed by or on behalf of the person giving the notice and sent by pre-paid post; or
- (e) transmitted electronically by or on behalf of the person giving the notice by electronic mail.

2.2. A notice is deemed to be effected:

- (a) if delivered by hand – upon delivery to the relevant address;

- (b) if sent by post – in accordance with section 160(1) of the Evidence Act 2008 (Vic);
  - (c) if transmitted electronically – in accordance with the method set out in the *Electronic Transactions (Victoria) Act 2000* (Vic).
- 2.3. A notice received after 5.00 pm, or on a day that is not a Business Day, is deemed to be effected on the next Business Day.

## **Part B – Licence**

### **3. Grant of the Licence**

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- 3.1. In exercise of its powers under section 19 of the Act, the Commission grants the Licensee a licence to generate electricity for supply or sale, and to sell electricity, on the terms and conditions set out in this Licence with effect from the Commencement Date, as varied on 26 October 2022.
- 3.2. The authorisation granted by this Licence is limited to the generation of electricity at the Licensed Generation Facilities, and the sale of the electricity generated at the Licensed Generation Facilities through the Wholesale Electricity Market.

### **4. Variation**

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- 4.1. The Commission may vary this licence in accordance with section 29 of the Act.

### **5. Transfer**

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- 5.1. This Licence may be transferred in accordance with section 31 of the Act.

### **6. Revocation**

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- 6.1. The Commission may revoke this Licence:
  - (a) at any time at the request of, or with the consent of, the Licensee; or
  - (b) in accordance with the Act.
- 6.2. Where the Commission proposes to revoke this Licence, the Commission will issue a notice to the Licensee, specifying:
  - (a) the basis upon which the Commission proposes to revoke this Licence; and
  - (b) the date upon which the revocation is proposed to take effect, such date to be:
    - (i) no less than 20 Business Days after the date upon which the notice is issued;
    - (ii) unless, in the Commission's opinion it is appropriate that the Licence be revoked in a shorter time frame having regard to its objectives and the events or circumstances that gave rise to the notice being issue, in which case no less than 5 Business Days after the date upon which the notice is issued;

- (c) that the Licensee has the opportunity to make representations on the matter and the time and date and manner in which those representations must be made.
- 6.3. The Commission must consider any submissions received by the licensee prior to making a decision to revoke the licence.
- 6.4. Where the Commission decides to revoke this Licence, the Commission will issue a notice to the Licensee specifying:
  - (a) the basis upon which the Commission is revoking the Licence; and
  - (b) the date upon which the revocation takes effect, being no earlier than the date specified in the notice issued pursuant to clause 6.2(b).

## **Part C – Licence Conditions**

### **7. Status of the requirements in this Part**

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- 7.1. A failure on the part of the Licensee to meet any of the requirements set out in this Part C is a breach of a condition for the purposes of Part 7 of the ESC Act.

### **8. Payment of fees**

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- 8.1. The Licensee must pay a licence fee as determined by the Minister in accordance with the provisions of section 22 of the Act.

### **9. Ongoing technical capacity**

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- 9.1. The Licensee must at all times maintain such technical capacity as is:
  - (a) required to meet the obligations under this Licence; and
  - (b) reasonably required to undertake the activities authorised by this Licence.
- 9.2. In this Licence, activities authorised by this Licence include any activities undertaken by a contractor, subcontractor, agent or other third engaged by the Licensee for the purpose of enabling the Licensee to undertake the activities authorised by this Licence.

### **10. Change of Control**

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- 10.1. The Licensee must give the Commission a notice in writing if any event occurs, any decision by the Licensee is made, or any other circumstances exists that will effect a Change of Control of the Licensee.
- 10.2. The notice required under clause 10.1 must set out particulars of the relevant event, decision or circumstance as soon as practicable, and in any case not later than 3 Business Days after the Licensee becomes aware of the event or circumstance or makes the decision.

### **11. Compliance with regulatory instruments**

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- 11.1. The Licensee must comply with any procedure or guideline issued by the Commission from time to time that is expressed as being one with which



the Licensee must comply, to the extent it is applicable to activities authorised by this Licence.

- 11.2. The Licensee must have in place a system for monitoring compliance with this Licence, any applicable Code of Practice and the Act.
- 11.3. The Licensee must comply with the relevant requirements of the *Electricity Safety Act 1998* and any regulations made under that act.
- 11.4. The Licensee must comply with the National Electricity Rules and the National Electricity Law.
- 11.5. The Licensee must be registered as a generator with AEMO or exempt from the requirement to be registered as a generator in accordance with the National Electricity Rules.

## **12. Separate accounts**

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- 12.1. If the Licensee holds more than one category of licence under Part 2 of the Act, the Licensee must prepare separate accounts for each part of its business in respect of which it has been granted a separate licence.

## **13. Provision of information**

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- 13.1. The Licensee must maintain comprehensive records regarding any activities undertaken pursuant to this Licence for a period of at least 7 years.
- 13.2. The Licensee must notify the Commission of any breach by it of the conditions of this Licence as soon as reasonably practicable after becoming aware of the breach.
- 13.3. The Licensee must as soon as reasonably practicable provide AEMO with such information, relating to activities undertaken pursuant to this Licence, as AEMO may properly request in connection with the performance of their functions or the exercise of their powers under the Act in the manner and form specified by AEMO.
- 13.4. The Licensee must, as soon as reasonably practicable, provide the Commission with information on its ongoing technical capacity or financial viability to undertake the activities authorised by this Licence, as the Commission may properly request in connection with the performance of its functions or the exercise of its powers under the Act in the manner and form specified by the Commission.

## **14. Review**

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- 14.1. Upon direction by the Commission, the Licensee must appoint an independent reviewer, to be approved by the Commission, to conduct Reviews of:
  - (a) the Licensee's compliance with its obligations under its Licence, an applicable Code of Practice or the Act;
  - (b) the reliability and quality of information report by the Licensee to the Commission and the consistency of that information with the Commission's specifications; and

(c) any other matter as directed by the Commission.

- 14.2. Following a direction pursuant to clause 14.1, the Licensee must obtain the commission's approval of the independent reviewer and the scope, timing and methodology of the Review.
- 14.3. The Licensee must ensure that the Commission is promptly provided with a copy of any reports produced by the independent reviewer pursuant to this clause.
- 14.4. The Licensee must comply, and must require the independent reviewer to comply, with any guidelines issued by the Commission dealing with Reviews.

## 15. Administrator

- 15.1. If an Administrator is appointed to the Licensee's business under section 34 of the Act, the Administrator must exercise its functions and powers in such a manner as may be specified by the Commission in the instrument of appointment.

## Schedule 1 – Variations to the Licence

Date	Reason for variation
18 March 2005	To make various administrative and substantive amendments following a review by the Commission of electricity generation, distribution and retail licences.
10 August 2005	To include an addition generation facility, Banimboola power station (12.2 MW) located at Lake Dartmouth
22 February 2006	To change the name of the licensee from SHP1 Pty Ltd ACN 080 429 901, SHP2 Pty Ltd ACN 080 810 546, SHP3 Pty Ltd ACN 080 735 815 and Southern Hydro Partnership ABN 86 076 691 481 to AGL HP1 Pty Ltd ACN 080 429 901, AGL HP2 ACN 080 810 546, AGL HP3 Pty Ltd ACN 080 735 815 and AGL Hydro Partnership ABN 86 076 691 481.
13 May 2009	To include an additional generation facility, Bogong power station (160 MW) located at Bogong Village.
29 June 2011	To include an additional generation facility, the Oaklands Hill Wind Farm, in Glenthompson, Victoria and to make various administrative and substantive amendments to comply with changes to the <i>Electricity Industry Act 2000</i> and <i>Essential Services Commission Act 2001</i>
26 October 2022	To include the Yarrawonga power station as a generation facility in conjunction with other updates to the licence, including clauses with

	respect to variation, revocation, compliance with regulatory instruments, provision of information and review.
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