

# Generation and wholesale licence application form

## **Purpose of this form**

This form must be completed by persons making an application to the Essential Services Commission (the commission) for the issue of a licence to authorise electricity generation and selling (wholesale) electricity in Victoria.

## **Basis for this form**

Section 18 of the Electricity Industry Act 2000 (the Industry Act) provides that an application for the issue of a licence must be made to the Commission in a form approved by the commission. This is the form approved by the commission.

## **Use of this form and the applicant's responsibilities**

An application for a licence may be made by any legal person including, without limitation, individuals, partnerships, incorporated associations, unit and other forms of trusts and corporations. Entities that are not a legal person (for example, an unincorporated joint venture) cannot apply for a licence.

For the purpose of this application form, reference to the term "Officer" include the applicant's directors and secretary, and other persons who make or participate in making decisions that affect a substantial part of the business (e.g. Chief Executive Officer, Chief Financial Officer, General Manager etc.).

The applicant should list the information requested in the spaces provided in this form and enclose additional information when required. The applicant must take all reasonable steps to ensure the information provided in the application form is complete, true and correct. An officer of the applicant is required to make a declaration to the effect (in the application form). Failure to disclose information or misrepresent any matter relevant to such information may result in a licence not being issued or in the revocation of a licence later.

The applicant is responsible for providing the commission with current, accurate and relevant documentation. It is the applicant's responsibility to make all reasonable inquiries to obtain the information requested by this form.

Timely process of the application will be assisted by providing accurate and relevant information and a complete application (answering all questions and providing all information). All applications are assessed on a case-by-case basis. If insufficient information is provided with an application, we will request additional information to be submitted before the application is considered further.

## **Prior reading**

It is essential that the applicant reads our guide to applications for electricity industry and gas industry licences before filling out this form. The guide is available on [our website](#).

## **Licence conditions**

Section 20 of the Industry Act authorises the commission to issue licences subject to conditions as decided by the commission. We strongly recommend the applicant review the standard conditions in our licence template. The applicant must be familiar with the relevant conditions and confident that the applicant can comply with the conditions.

## **Further information**

The applicant should note that the commission may ask for further information, or to clarify the information that the applicant has already provided in the application form.

## **Consultation and confidentiality**

We will consult with relevant government, industry and consumer groups in the conduct of its licensing functions through a public consultation process. Applications and/or supporting information will be made available on our website and in hard copy from our office for this purpose.

If the applicant believes that any information provided is confidential or commercially sensitive, it is the applicant's responsibility to clearly identify this information. The applicant should also provide a 'non-confidential' version of the application form for publication on our website.

## **How to lodge an application**

The applicant may send the completed application form electronically (preferred) or in writing to:

Electronically: [licensing@esc.vic.gov.au](mailto:licensing@esc.vic.gov.au)

In writing: Essential Services Commission  
8/570 Bourke Street  
Melbourne VIC 3000

Application fees and annual licence fees

The Commission sets the application fees. Currently, there is no application fee.

Holding a licence incurs annual licence fees. The licence fees are determined by the Assistant Treasurer. The Commission will send an invoice for the licence fee to each licensee. Licence fees are to be paid on receipt of an invoice via one of the payment options set out in the invoice.

## 1. General Information – The Applicant

*The applicant must answer all questions in this section.*

### 1.1 Name of applicant

State the full name of the applicant. The applicant is the person who will be generating electricity and/or selling (wholesale) electricity that will be the subject of the licence.

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**Name:** [Hazelwood BESS Project Co Pty Ltd as trustee for the HBESS Asset Trust](#)

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### 1.2 Legal identity of applicant

Provide the applicant's ABN/ACN and information about the applicant (i.e. whether the applicant is a private limited company, partnership, trust, or joint venture etc.).

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**ABN:** [34 755 328 434 \(The Trustee for HBESS Asset Trust\)](#)      **ACN:** [643 891 703 \(Hazelwood BESS Project Co Pty Ltd\)](#)  
**ABN:** [50 643 891 703 \(Hazelwood BESS Project Co Pty Ltd\)](#)

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**Type of entity:** [Australian Proprietary Company, Limited by Shares - Hazelwood BESS Project Co Pty Ltd](#)  
[Fixed Unit Trust - TheTrustee for HBESS Asset Trust](#)

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**Attachment reference:** [Attachment 1A - ABN LookUp - The Trustee for HBESS Asset Trust](#); [Attachment 1B - ASIC Company Summary - Hazelwood BESS Project Co Pty Ltd](#); [Attachment 1F - ASIC Company Details - Hazelwood BESS Project Co Pty Ltd](#)

### 1.3 Contact details and address of the applicant

The Applicant	
<b>Business address:</b> <a href="#">Level 33, Rialto South Tower, 525 Collins Street, Melbourne</a>	
State: <a href="#">Victoria</a>	Post code: <a href="#">3000</a>
<b>Postal address (if different):</b> <a href="#">Same as Business Address</a>	

State:	Post code:
<b>Full name of contact person:</b> <a href="#">Julie Atanasovska</a>	
Position title: <a href="#">Compliance &amp; Sustainability Manager</a>	
Telephone: <a href="#">+61 3 9617 8308</a>	Mobile: <a href="#">+61 400 170 875</a>
E-mail: <a href="mailto:julie.atanasovska@engie.com">julie.atanasovska@engie.com</a>	

#### 1.4 Diagram of corporate and organisational structure

Please attach with this application form the corporate or other structure, including details of any related companies within the meaning of the Corporations Act 2001. Please provide a diagram of the:

- a) corporate or other structure (including any parent and related companies within the meaning of the Corporations Act 2001), and  
**Attachment reference:** [Attachment 1C - ENGIE ANZ Corporate Structure 2022 \(CONFIDENTIAL\)](#); [Attachment 1D - HBESS Corporate Structure 2022 \(CONFIDENTIAL\)](#)
- b) organisational chart (including composition of the board, management, and other key personnel responsible for the key functions).  
**Attachment reference:** [Attachment 1E - ENGIE ANZ Organisational Chart \(CONFIDENTIAL\)](#)

#### 1.5 The Licence

***The applicant must answer all questions in this section.***

If the applicant wants the licence issued by a certain date, provide this date. Please note that we do not undertake to issue the licence by this date. The applicant should usually allow a minimum of 16 weeks to consider an application or from eight to ten weeks **once the application is complete**. An application is considered complete once we have all information we need to take the application to commission for decision. In other words, when we have no need to request further information from the applicant. This includes a public consultation period of four weeks (generally) as part of our consideration of licence applications.

**Provide details on the following:**

Date from which licence is sought: [20 June 2022](#)

Type of generation: [Battery Energy Storage System](#)

Expected name plate capacity: 150MW / 150 MWh

Location of generation facility: Brodribb Road, Hazelwood, Victoria, 3840, site of the former Hazelwood Power Station and Mine

Details of how the generator will be connected to the network: The connection of the Hazelwood Battery Energy Storage System (HBESS) to the Victorian Transmission Network is at the Hazelwood Power Station 220kV Switchyard (Hazelwood Switchyard). AusNet Transmission Group Pty Ltd ABN 78 079 798 173 (AusNet Services), as the owner and operator of the Hazelwood Switchyard, will undertake necessary augmentation and interface works to facilitate the connection of the HBESS to the Hazelwood Switchyard under contract. The Applicant is responsible for the connection assets which includes a short 650m 220kV private transmission line that will connect the HBESS to the Hazelwood Switchyard. Once complete, AEMO will provide the necessary shared transmission services under contract. **Attachment reference:** Attachment 1G - HBESS PCCD (CONFIDENTIAL), Attachment 1H - HBESS Side Deed (CONFIDENTIAL) and Attachment 1I - HBESS UoSA (CONFIDENTIAL)

## 2. Technical capacity

*The applicant must answer all questions in this section.*

### 2.1 Experience and knowledge of the industry

Please provide information about the human resources available to the applicant. This includes:

- a) The experience and qualifications of those employees outlined in the organisational chart (see 1.4b); **Attachment reference:** Attachment 2E - ENGIE ANZ Experience and Qualifications
- b) If the applicant will employ contractors or agents to assist with the licensed activities, the name of that contractor or agent, details about the experience of the contractor or agent in such operations and details of the processes in place to ensure the contractor or agent complies with the licence conditions, including relevant regulatory obligations

The Applicant will employ the following contractors to assist with the licensed activities:

1 - **AusNet Services** - is the owner and operator of the Hazelwood Switchyard. The Applicant has engaged AusNet Services to undertake all necessary augmentation and interface works to facilitate connection of the HBESS to the Hazelwood Switchyard, and to maintain those works for ongoing connection of the HBESS. AusNet Services is obligated to comply with all relevant regulatory obligations under its contracts with the Applicant. **Attachment reference:** Attachment 1G - HBESS PCCD (CONFIDENTIAL), Attachment 1H - HBESS Side Deed (CONFIDENTIAL)

2 - **Fluence Energy Pty Ltd (a Siemens and AES Company) (Fluence)** - is a global market leader in energy storage products and services and digital applications for renewables and storage. The Applicant has engaged Fluence to undertake all operation and maintenance of the HBESS utilising its applications. Fluence is obligated to comply with all relevant regulatory obligations under its contract with the Applicant. **Attachment reference:** Attachment 2A - HBESS O&M Agreement (redacted) (CONFIDENTIAL); Attachment 2B - HBESS AMS Platform Services Agreement (redacted) (CONFIDENTIAL)

3 - **ENGIE Global Energy Management and Sales (GEMS)** - is a business unit of ENGIE specifically dedicated to providing energy supply solutions and risk management services to support its customers through their decarbonization journey, while optimizing ENGIE's assets and contributing to value creation. GEMS provides all market trading and risk management activities in energy markets in respect of the HBESS. The Applicant is supported by GEMS via its contractual agreements with International Power (Australia) Pty Ltd under an asset services management agreement. Each of IPA and GEMS are obligated to comply with their regulatory obligations under their respective contracts. **Attachment reference:** Attachment 2C - HBESS Asset Services Agreement (redacted) (CONFIDENTIAL).

Where the applicant is relying on a third party to provide staff and/or resources to meet the technical capacity requirements of the generation and wholesale licence, please provide:

- c) the experience and qualifications of any relevant key employees who will manage those systems and processes;
- d) If the applicant will engage contractors or agents to assist with the licensed activities, provide the following information

- (i) the name of that contractor or agent
- (ii) the scope of activities undertaken by the contractor or agent
- (iii) details of any formal agreements for the provision of services,
- (iv) details about the experience of the contractor or agent in relation to the activities that it will be undertaking, including any accreditations, and
- (v) details of the processes in place to ensure the contractor or agent complies with the licensee's regulatory obligations.

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**Attachment reference:** [See Attachment references at 2.1 above.](#)

**2.2 Risk management**

Provide confirmation and reasonable evidence that the applicant has identified the risks associated with electricity generation and wholesale operations. And that the applicant has established, utilise and rely upon risk management systems and processes which are adequate, accurate and current to address those risks. A copy of the applicant's risk management strategy and confirmation of any accreditation (e.g. AS/NZS ISO 31000:2009) should be provided.

[Attachments 2DA \(CONFIDENTIAL\) and 2DB \(CONFIDENTIAL\)](#) contain confidential documents relating to the Applicant's approach to operational risks associated with its proposed electricity generation and wholesale operations including market and credit risk policies and its Operational Excellence Framework outlining the scope of its risks identification and assessments.

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**Attachment reference:** [Attachment 2DA - HBESS Risk Management Strategy Documents](#)  
(CONFIDENTIAL); [Attachment 2DB - Operational Excellence - HBESS](#)  
(CONFIDENTIAL)

### **2.3 Registration with the Australian Energy Market Operator**

Please advise if the applicant will apply to register with the Australian Energy Market Operator and provide details of the applicant's registration. If the applicant is not registering with the Australian Energy Market Operator, please provide a reason.

[The Applicant will apply to register with the Australian Energy Market Operator as a Market Participant in the capacity of:](#)

- [\(a\) Generator, Market Generator and Scheduled Generator; and](#)
- [\(b\) Customer, Market Customer, Market Load and Scheduled Load.](#)

[The applicant will also apply to classify its generating units as ancillary service generating units.](#)

### **2.4 Licences held in other Australian jurisdictions**

If the applicant holds, or have previously held, electricity and/or gas licences in other Australian jurisdictions please provide details. If a licence previously held has been suspended or cancelled, please provide details.

[The Applicant does not hold, nor has it previously held, any electricity or gas licence in any other Australian jurisdiction.](#)

### **2.5 Previous unsuccessful licence applications in other Australian jurisdictions**

Please state whether the applicant has applied for an electricity or gas licence in another Australian jurisdiction and not been issued with a licence, provide details.

[The Applicant has not previously applied for an electricity or gas licence in any other Australian jurisdiction.](#)

### **2.6 Licences held by associates of the applicant**

If an associate (within the meaning of the Corporations Act) holds an electricity or gas licence in Victoria or in other Australian jurisdictions, please provide details.

**Attachment reference:** [Attachment 2J - Associate Licences/Authorisations](#)

## 2.7 Compliance management

The applicant is required to submit evidence of compliance management which demonstrates how the compliance systems the applicant has (or will have) in place will ensure compliance with all of the relevant regulatory obligations required by the generation and wholesale licence. A copy of the applicant's compliance management strategy and confirmation of any accreditation (e.g. AS ISO 19600:2015) should be provided.

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**Attachment reference:** [Attachment 2F - Compliance Management](#); [Attachment 2G - Group Risks Matrix and Consequences & Likelihood Table \(CONFIDENTIAL\)](#); [Attachment 2HA - Compliance Statement \(ISSUED\) \(CONFIDENTIAL\)](#) and [Attachment 2HB - Compliance Policy \(DRAFT AND CONFIDENTIAL\)](#); [Attachment 2I - ESCV HBESS Compliance Register \(CONFIDENTIAL\)](#)

## 2.8 Additional information

Provide any additional information the applicant considers relevant to the commission's assessment of the applicant's technical capacity

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### 3. Financial viability

#### 3.1 Financial resources

The applicant must provide a statement that will be made available to the public during the consultation period that the applicant has the financial resources to commence and sustainably perform the relevant licensable activities.

Please provide a statement to confirm that:

- a) the applicant is financially viable and has the financial resources to sustainably operate the electricity generation facilities, and
- b) the applicant will be a registered market participant with the Australian Energy Market Operator for its electricity generation activities, therefore subject to the prudential requirements under the National Electricity Rules.

The Applicant is financially viable and has the financial resources to commence and sustainably operate the electricity generation facilities. The Applicant will be a registered market participant with the Australian Energy Market Operator for its electricity generation activities, and will be subject to the prudential requirements under the National Electricity Rules.

# Suitability of applicant to hold a licence

***The applicant must answer all questions in this section.***

## **4. Fit and proper person**

In deciding whether to grant or refuse a licence application, the commission will consider whether the applicant is a fit and proper person to hold a licence in Victoria.

The concept of a 'fit and proper person' is established by common law and takes its meaning from its context, from the activities in which the person is or will be engaged, and the ends to be served by those activities.

In considering whether an applicant is a fit and proper person, we will have regard to the applicant's honesty, integrity and reputation. These are relevant factors as they can inform an assessment of the likelihood of future conduct.

We will also consider the conduct of directors, office holders or any person with significant managerial duties or influence. We will also consider the conduct of related bodies corporate or entities that can exert control over the applicant.

The answers below are confined to a consideration of the conduct of relevant persons of the ENGIE Group operating in Australia over the past seven years (2014-2021). This is relevant as the HBESS will be operated by the ENGIE Group in Australia.

- a) Have any directors of the applicant, directors of any entity that can exert control over the applicant, or any person with significant managerial responsibility or influence on the applicant:
- (i) been declared bankrupt,
  - (ii) had their affairs placed under administration,
  - (iii) been disqualified from managing a company,
  - (iv) been subject to debt judgements, or
  - (v) insolvency proceedings (including any administration, liquidation or receivership in connection with the affairs of a company)?

If yes, provide details:

To the best of my knowledge and belief, having undertaken appropriate due diligence enquiries, no director of the Applicant, director of any entity that can exert control over the Applicant, or any person with significant managerial responsibility or influence on the Applicant has:

- (i) been declared bankrupt;
- (ii) had their affairs placed under administration;
- (iii) been disqualified from managing a company;
- (iv) been subject to debt judgments; or
- (v) been subject to insolvency proceedings (including administration, liquidation or receivership in connection with the affairs of a company).

b) Has the applicant, any directors of the applicant, directors of any entity that can exert control over the applicant or any person with significant managerial responsibility or influence on the applicant been prosecuted for any offences or had any enforcement action taken under any state, territory, Commonwealth or foreign legislation (including, but limited to, the Competition and Consumer Act 2010 (Cth), Corporations Act 2001 (Cth), or the Australian Securities and Investments Commission Act 2001 (Cth))?

If yes, provide details:

To the best of my knowledge and belief, having undertaken appropriate due diligence enquiries, neither the Applicant, its directors, the directors of an entity that can exert control over the Applicant nor any persons with significant managerial responsibility or influence on the Applicant have, been prosecuted for an offence or had any enforcement action taken under any state, territory, Commonwealth or foreign legislation (including, but not limited to, the Competition and Consumer Act 2010 (Cth), Corporations Act 2001 (Cth) and the Australian Securities and Investments Commission Act 2001 (Cth)).

c) Has the applicant, any directors of the applicant, any related body corporate, or any person with significant managerial responsibility or influence on the applicant been involved in any material breaches of obligations regulated by the commission or any other regulator?

If yes, provide details:

[See Attachment 4A - Material Regulatory Breaches](#)

d) Has the applicant, any related body corporate or any person with significant managerial responsibility or influence on the applicant, been refused a licence or authorisation, or had restricted, suspended or revoked any such licence?

If yes, provide details:

To the best of my knowledge and belief, having undertaken appropriate due diligence enquiries, with the exception of the voluntary surrender/revocation of the electricity generation licence of the Hazelwood Power Partnership in respect of the Hazelwood Power Station following ENGIE's decision to cease generating electricity and to decommission the station and mine site, neither the Applicant, its related bodies corporate nor any of its persons with significant managerial responsibility or influence on the Applicant have been refused a licence or authorisation or had any licence or authorisation restricted, suspended or revoked.

- e) Please provide any other information the applicant considers relevant to the commission's fit and proper person assessment.

**Attachment reference:** Attachment 4B - Fit and Proper Person

#### Additional information

Please answer the following questions and, where the answer to any question is "no", provide further detail.

- a) Is the applicant a resident of, or does it have permanent establishment in, Australia?

Yes, the Applicant is a resident of and has a permanent establishment in Australia.

- b) Is the applicant under external administration (as defined in the Corporations Act 2001) or under a similar form of administration under any laws applicable to it in any jurisdiction?

No, the Applicant is not under external administration (as defined in the Corporations Act 2001) or under a similar form of administration under any laws applicable to it in any jurisdiction.

- c) Is the applicant immune from suit in respect of the obligations under the Electricity Industry Act 2000?

No, the Applicant is not immune from suit in respect of its obligations under the *Electricity Industry Act 2000* (VIC).

d) Is the applicant capable of being sued in its own name in a court of Australia?

Yes, the Applicant is capable of being sued in its own name in a court of Australia.

*(attach additional pages if necessary)*

## 5. Commission objectives

***The applicant must answer all questions in this section.***

In deciding whether to grant or refuse a licence application, the commission must consider its objectives under the Electricity Industry Act and/or Gas Industry Act and the Essential Services Commission Act (ESC Act).

Our objective under the Essential Services Commission Act, when performing our functions and exercising our powers, is to promote the long-term interests of Victorian consumers. In seeking to achieve this objective, we must have regard to the price, quality, and reliability of essential services and the matters set out in section 8A to the extent they are relevant.

In seeking to achieve the objectives specified in section 8, the commission must have regard to the matters to the extent that they are relevant in any particular case.

Please provide any information the applicant considers relevant to the commission's consideration of its objectives outlined in:

- Section 8 of the Essential Services Commission Act (also see s 8A of the Essential Services Commission Act),
- Section 10 of the Electricity Industry Act, and/or
- Section 18 of the Gas Industry Act.

The Applicant has considered the objectives of section 8 and 8A of the Essential Services Commission Act 2001 (VIC) and section 10 of the Electricity Industry Act 2000 (VIC). The Applicant confirms the HBESS directly contributes to the long term interests of Victorian consumers by providing:

- additional on scheduled energy to Victorian consumers;
- immediate response capability to sudden outages affecting other Victorian generators, potentially averting blackouts and brownouts to Victorian consumers; and
- timeshifting of energy from renewable energy resources to further promote decarbonisation in alignment with Victorian Government objectives.

## 6. Statutory declaration

That all information provided in this application for the issue of an electricity retail licence is true and correct must be verified by a statutory declaration. This statutory declaration must be made by the applicant (where the applicant is an individual) or a director of the applicant (where the applicant is a corporation) and must be made in accordance with the requirements of the Oaths and Affirmations Act 2018 (Vic).

An example statutory declaration form can be found [here](#). Information for authorised witnesses can be found [here](#).

The statutory declaration must address the following:

- 1) identification of the declarant's position and/or role with the applicant
- 2) that the declarant believes the information provided in the application to be true and correct
- 3) that the declarant believes the applicant has the financial resources to commence and operate the activities the subject of the licence.

I [name].....

of [address].....

make the following statutory declaration under the Oaths and Affirmations Act 2018 (Victoria):

- 1) That I am the director of [insert company name and details]
- 2) The information provided in the attached application to the Essential Services Commission for an electricity retail licence is true and correct

and I make this declaration conscientiously believing these matters to be true and knowing that making a statutory declaration that I know to be untrue is an offence.

I make it knowing that making a statutory declaration that I know to be untrue is an offence.

Date: .....

Signature: .....

(signature of person making this statutory declaration in the presence of the authorised statutory declaration witness)

Declared at: ..... on .....

Witness

I am an authorised statutory declaration witness and I sign this document in the presence of the person making the declaration:

.....  
[signature of authorised statutory declaration witness]

on [date]

[full name and personal or professional address of authorised statutory declaration witness in legible writing, typing or stamp]

[qualification as an authorised statutory declaration witness]

A person authorised under section 30(2) of the **Oaths and Affirmations Act 2018** to witness the signing of a statutory declaration.

**Instructions for completing a statutory declaration**

Please complete the following form using the notes in the left-hand margin for guidance. More guidance on making statutory declarations can be found at [www.justice.vic.gov.au](http://www.justice.vic.gov.au).

When making the statutory declaration the declarant must say aloud:

I, [full name of person making declaration] of [address], declare that the contents of this statutory declaration are true and correct.

**Statutory Declaration**

*Insert the name, address and occupation (or alternatively, unemployed or retired or child) of person making the statutory declaration.*

I, Lawrence Kim, of Level 33, Rialto South Tower, 525 Collins Street, Melbourne, Victoria, 3000, General Counsel and Executive General Manager, External Relations of ENGIE Australia & New Zealand, including Hazelwood BESS Project Co Pty Ltd ACN 643 891 703 as trustee for the HBESS Asset Trust ABN 34 755 328 434 (**Applicant**), of Level 33, Rialto South Tower, 525 Collins Street, Melbourne, Victoria, 3000,

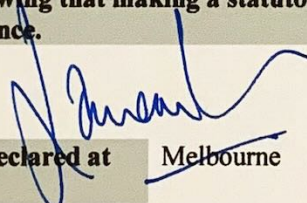
make the following statutory declaration under the **Oaths and Affirmations Act 2018**:

1. I am a Director of the Applicant.
2. I believe the Applicant has the financial resources to commence and operate the activities the subject of the attached application to the Essential Services Commission of Victoria (**Application**) for an electricity generation and wholesale licence.

*Set out matter declared to in numbered paragraphs. Add numbers as necessary.*

**I declare that the contents of this statutory declaration including the information provided in the Application are true and correct and I make it knowing that making a statutory declaration that I know to be untrue is an offence.**

*Signature of person making the declaration*



*Place (City, town or suburb)*

**Declared at** Melbourne **in the state of Victoria**

*Date*

on 9 March 2022

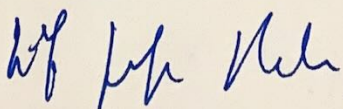
*Signature of authorised statutory declaration witness*

**I am an authorised statutory declaration witness and I sign this document in the presence of the person making the declaration:**

*Date*

on 9 March 2022

*Name, capacity in which authorised person has authority to witness statutory declaration, and address (writing, typing or stamp)*

  
LI-YEN JENNIFER NEOH

A person authorised under section 30(2) of the **Oaths and Affirmations Act 2018** to witness the signing of a statutory declaration.

LEGAL PRACTITIONER  
25 SUMMERHILL AVENUE  
MALVERN EAST VIC 3145