
BEFORE
THE NATIONAL ELECTRIC POWER REGULATORY AUTHORITY
(NEPRA)

APPLICATION FOR
A LICENSEE PROPOSED MODIFICATION
OF
GENERATION LICENCE

PURSUANT TO
ENABLING PROVISIONS OF NEPRA ACT 1997, READ WITH ENABLING PROVISIONS OF
RULES & REGULATIONS MADE THEREUNDER, INCLUDING
THE NATIONAL ELECTRIC POWER REGULATORY AUTHORITY LICENSING (APPLICATION
& MODIFICATION PROCEDURE) REGULATIONS & THE NATIONAL ELECTRIC POWER
REGULATORY AUTHORITY LICENSING (GENERATION) RULES 2000

ON BEHALF OF

ACT2 WIND (PRIVATE) LIMITED

FOR NEPRA'S APPROVAL OF MODIFICATION OF ACT2 WIND (PRIVATE) LIMITED'S
GENERATION LICENCE No. WPGL/42/2017

RELATING TO A WIND POWER GENERATION FACILITY OF 50 MW
LOCATED AT
DEH KOHISTAN 7/3 AND 7/4 TAPO JUNGSHAHI, TALUKA AND DISTRICT THATTA, SINDH,
PAKISTAN

DATED: OCTOBER 31, 2019

LEGAL & REGULATORY CONSULTANT

HAIDERMOTA & Co.

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APPLICANT / LICENSEE

ACT2 WIND (PRIVATE) LIMITED

PRINCIPAL OFFICE
1002, 10TH FLOOR, EMERALD TOWER,
NEAR 2 TALWAR, CLIFTON,
KARACHI.
TEL: +92-21-35147573-74
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EMAIL: company.secretary@actgroup.com.pk



October 31, 2019

THE REGISTRAR,
National Electric Power Regulatory Authority,
NEPRA Tower, Attaturk Avenue (East),
G-5/1,
Islamabad,
Pakistan.

SUBJECT: STATEMENTS OF AUTHORIZED REPRESENTATIVE, ON BEHALF OF ACT2 WIND (PRIVATE) LIMITED, IN RESPECT OF AN APPLICATION FOR A PROPOSED MODIFICATION OF GENERATION LICENCE NO. WPGL/42/2017 RELATING TO 50 MW WIND POWER PROJECT LOCATED AT DISTRICT THATTA, SINDH, PAKISTAN

I, KHURSHID AKHTAR, holding C.N.I.C. No. 42301-1086846-9, being:

- (a) the **DIRECTOR of ACT2 WIND (PRIVATE) LIMITED** (a company duly established and existing under the laws of Pakistan with its Principle Office located at 1002, 10th Floor, Emerald Tower, Near 2 Talwar, Clifton, Karachi (the **Licensee**); and
- (b) the duly authorized representative of the Licensee in terms of the authority and powers vested in and conferred on ME, Khurshid Akhtar, *vide* the duly passed resolution(s) of the board of directors (the **Board**) of the dated September 26, 2019;

hereby, pursuant to the applicable laws of Pakistan, including the '*Regulation of Generation, Transmission and Distribution of Electric Power Act, 1997*' (the **NEPRA Act**) and the rules and regulations made thereunder (including regulation 10(2) of the '*National Electric Power Regulatory Authority Licensing (Application & Modification Procedure) Regulations, 1999*' and the '*National Electric Power Regulatory Authority Licensing (Generation) Rules, 2000*') (the **Applicable NEPRA Laws**) submit, on behalf of the Licensee, to the **NATIONAL ELECTRIC POWER REGULATORY AUTHORITY** (the **Authority**) an application (together with the documents attached thereto) (the **Generation Licence Modification Application**) relating to modification (the **Licensee Proposed Modification**) of the Licensee's generation Licence No. WPGL/42/2017 (the **Generation Licence**) and apply, on behalf of the Licensee, to the Authority for the Licensee Proposed Modification.

I, Mustafa Tapal, certify, on behalf of the Licensee, to the Authority that Generation Licence Modification Application has been prepared and submitted in conformity with the Applicable NEPRA Laws and undertake, on behalf of the Licensee, to the Authority to abide by the terms and provisions of the same. In addition, I, Mustafa Tapal, confirm, on behalf of the Licensee, to the Authority that the information provided in the Generation Licence Modification Application is true and correct to the best of MY knowledge.



Further, I, Khurshid Akhtar, on behalf of the Licensee, confirm to the Authority that the Generation Licence Modification Application is being submitted with the required generation Licence modification fee through a non-refundable bank draft/pay order in the amount of PKR 358,064/- (Pakistani Rupees three hundred and fifty eight thousand sixty four only) dated 13721207 drawn in favour of the Authority.

Sincerely,

For and on behalf of:

ACT2 WIND (PRIVATE) LIMITED

A handwritten signature in black ink, appearing to read 'Khurshid Akhtar', is written over a dotted line.

KHURSHID AKHTAR

DIRECTOR & AUTHORIZED REPRESENTATIVE



EXTRACTS OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ACT2 WIND (PRIVATE) LIMITED ON SEPTEMBER 26, 2019 AT REGISTERED OFFICE OF THE COMPANY

BOARD RESOLUTIONS

- (A) **RESOLVED THAT, ACT2 WIND (PRIVATE) LIMITED** (a company duly established and existing under the laws of Pakistan with its principal office located at 1002, 10th Floor, Emerald Tower, Near 2 Talwar, Clifton, Karachi) (the **Company**):

BE AND IS HEREBY AUTHORIZED to prepare, finalize, deliver, file, apply and submit, pursuant to the applicable laws of Pakistan, including the 'Regulation of Generation, Transmission and Distribution of Electric Power Act, 1997' (the **NEPRA Act**) and the rules and regulations made thereunder (including regulation 10(2) of the 'National Electric Power Regulatory Authority Licensing (Application & Modification Procedure) Regulations, 1999' and the 'National Electric Power Regulatory Authority Licensing (Generation) Rules, 2000') (the **Applicable NEPRA Laws**), an application (together with all documents attached thereto) (the **Generation Licence Modification Application**) before the **NATIONAL ELECTRIC POWER REGULATORY AUTHORITY** (the **Authority**) for the Authority's approval of the modification (the **Generation Licence Modification**) of the Company's generation licence No. WPGL/42/2017 (the **Generation Licence**) in order for the Generation License to match the tariff determination received by the Company dated November 19, 2018 and with reference no. NEPRA/TRF-424/AWPL-2-2017/17993-17995 (the **Tariff Determination**); and execute all required documents, make all filings, attend all hearings, provide all required information and pay all applicable fees, in each case, of any nature whatsoever.

- (B) **FURTHER RESOLVED THAT**, in respect of the matters relating to the Generation Licence Modification Application, Mr. Khurshid Akhtar, Chief Executive Officer of the Company having CNIC No. 42301-1086846-9, and Mr. Mustafa Tapal, Director of the Company, having CNIC No. 42301-0822147-5 **BE AND ARE HEREBY** singly and jointly appointed as authorized representatives of the Company and are **HEREBY** authorized and empowered for and on behalf of the Company, as the Company's duly appointed **AUTHORIZED REPRESENTATIVES**, to address, perform, negotiate, decide, execute, implement and/or undertake all matters of any nature whatsoever in relation to the Generation Licence Modification Application including, without limitation:

- (i) review, execute, submit, and deliver the Generation Licence Modification Application and any related documentation required by the Authority for its approval of the Generation Licence Modification including any contracts, documents, powers of attorney, affidavits, statements, letters, forms, applications, deeds, guarantees, undertakings, approvals, memorandum, amendments, letters, communications, notices, certificates, request statements and any other instruments of any nature whatsoever;



- (ii) represent the Company in all negotiations, representations, presentations, hearings, conferences and/or meetings of any nature whatsoever with any entity (including, but in no manner limited to the Authority, any private parties, companies, partnerships, individuals, governmental and/or semi-governmental authorities and agencies, ministries, boards, departments, regulatory authorities and/or any other entity of any nature whatsoever);
- (iii) sign, execute and deliver, for and on behalf of the Company, all necessary documentation (including any contracts, documents, powers of attorney, affidavits, statements, letters, forms, applications, deeds, guarantees, undertakings, approvals, memorandum, amendments, letters, communications, notices, certificates, request statements and any other instruments of any nature whatsoever), pay the necessary fees, appear before any entity (including the Authority, any private parties, companies, partnerships, individuals, governmental and/or semi-governmental authorities and agencies, ministries, boards, departments, regulatory authorities and/or any other entity of any nature whatsoever), as required from time to time, and do all acts necessary for processing and further approval of the Generation Licence Modification, as applied pursuant to the Generation Licence Modification Application, by the Authority;
- (iv) further sub-delegate any or all of the aforementioned powers and authorities to one or more officers of the Company or any other person or persons, singly and/or jointly; and
- (v) do all such acts, deeds and things as may be necessary for carrying out the purposes aforesaid and give full effect to the above resolutions.

**CERTIFICATION
CERTIFIED TO BE TRUE COPY**

CERTIFIED, that, the above resolutions were duly passed at a duly convened and held meeting at which the quorum of directors was present of the board of directors of **ACT2 WIND (PRIVATE) LIMITED** (a private company duly established and existing under the laws of Pakistan with its registered office located at 1002, 10th Floor, Emerald Tower, Near 2 Talwar, Clifton, Karachi held on September 26, 2019 at Karachi.

FURTHER CERTIFIED, that the afore-stated resolutions have not been rescinded and are in operation and in full force and effect as at the date hereof and that this is a true copy of the same

.....
**FARHAN IQBAL
COMPANY SECRETARY**

1. INTRODUCTION TO LICENSEE & THE PROJECT

1.1 THE LICENSEE & PROJECT DEVELOPMENT BACKGROUND

1.1.1 **ACT2 WIND (PRIVATE) LIMITED** (a company duly established and existing under the laws of Pakistan with its principle office located at 1002, 10th Floor, Emerald Tower, Near 2 Talwar, Clifton, Karachi) (the **Licensee**), being the applicant under this application for licensee proposed modification to generation licence (this **Generation Licence Modification Application**), was set up and established in Deh Kohistan 7/3 & 7/4, Tapo Jungshahi Taluka & District Thatta, for the purposes of developing, setting up, implementing, constructing and operating of a 50MW wind power project (the **Project**) located at District Thatta Sindh, Pakistan (the **Site**).

1.1.2 The following supporting documents relating to the Licensee are attached herewith as follows:

- (a) **ANNEXURE A (Shareholding Pattern)**;
- (b) **ANNEXURE B (Memorandum and Articles of Association)**; and
- (c) **ANNEXURE C (Certificate of Incorporation)**.

1.1.3 Key milestones relating to the developmental phase of the Project are noted below:

MILESTONE	DATE OF ACHIEVEMENT
Letter of Intent	October 20, 2015
Award of Generation License	April 04, 2017
Tariff Determination	November 19, 2018

1.2 THE GENERATION LICENCE

1.2.1 On April 04, 2017, the Licensee obtained a generation licence No. WPGL/42/2017 (the **Generation Licence**). A copy of the Generation Licence is attached herewith at **ANNEXURE D1 (Copy of Generation Licence)** for the Authority's reference.

1.3 TARIFF DETERMINATION

1.3.1 The Authority awarded its tariff determination to the Company on November 19, 2018 (Ref. No. NEPRA/TRF-424/AWPL-2-2017/17993-17995) (the **Tariff Determination**). A copy of the Tariff Determination is attached herewith at **ANNEXURE D2 (Copy of Tariff Determination)** for the Authority's reference.

2. BACKGROUND TO THIS GENERATION LICENCE MODIFICATION APPLICATION

2.1 MISMATCH IN THE GENERATION LICENSE AND TARIFF DETERMINATION

2.1.1 On obtaining the Tariff Determination, it was observed that the following factors were not aligned in the Generation License and Tariff Determination:

- (i) Approved Capacity Factor;
- (ii) Anticipated Commercial Operations Date; and
- (iii) Term of the Generation License.

2.2 AVAILABLE CAPACITY FACTOR

2.2.1 It is highlighted that the Generation License states a net capacity factor of thirty-five percent (35%), however the Authority has granted its Tariff Determination to the Company on the basis of the net annual plant capacity factor of thirty-eight percent (38%).

2.3 ANTICIPATED COMMERCIAL OPERATIONS DATE

2.3.1 The Licensee has obtained its Generation License wherein the Authority has stated the anticipated Commercial Operations Date to be December 31, 2019. However, the same timeline is not aligned with the Tariff Determination – the Tariff Determination has allowed one (1) year for financial close and a construction period of fifteen (15) months which would result in the Commercial Operations Date to be around February 18, 2021.

2.4 TERM OF THE GENERATION LICENSE

2.4.1 It is highlighted that Generation License is for a term of twenty (20) years from Commercial Operations Date, however the Authority has granted its Tariff Determination for a term of twenty-five (25) years from Commercial Operations Date.

2.5 CORRECTION IN COORDINATES

2.5.1 The coordinates of the WTGs specified in Schedule 1 (*Micro-Siting of Generation Facility/Wind Power Plant/Wind Farm*) of the Generation License are not correct. The correct coordinates of WTGs are specified below:

WIND TURBINE GENERATOR (WTG)	LATITUDE (E)	LONGITUDE (N)
WTG01	24.98204	67.81559
WTG02	24.97942	67.81776
WTG03	24.9768	67.81992
WTG04	24.97418	67.82208
WTG05	24.96894	67.82641
WTG06	24.96632	67.82856
WTG07	24.96108	67.83289
WTG08	24.95846	67.83506
WTG09	24.95584	67.83721
WTG10	24.95322	67.83937
WTG11	24.94799	67.84369
WTG12	24.94537	67.84585
WTG13	24.94275	67.84802
WTG14	24.94013	67.85018
WTG15	24.93751	67.85234
WTG16	24.93489	67.8545
WTG17	24.93227	67.85666
WTG18	24.92965	67.85882
WTG19	24.92703	67.86098
WTG20	24.92441	67.86314

2.6 THIS APPLICATION FOR MODIFICATION OF GENERATION LICENCE

2.6.1 Based on the requirement to match the necessary regulatory consents (i.e. generation licence) with the Tariff Determination and the fact that the generation license should contain the correct factual information, the Licensee has prepared and submitted this Generation Licence Modification Application for modification of its Generation Licence to request a modification that aligns the factors stated in Section 2.1.1 and Section 2.5.1 – the text of such modification being expressly set out in Section 3 (*Text Of Proposed Generation Licence Modification*) (the **Proposed Generation Licence Modification**).

2.7 SUBMISSION

2.7.1 PURSUANT TO the applicable laws of Pakistan, including the NEPRA Act and the rules and regulations made thereunder (including regulation 10(2) of the 'National Electric Power Regulatory Authority Licensing (Application & Modification Procedure) Regulations, 1999' and the 'National Electric Power Regulatory Authority Licensing (Generation) Rules, 2000'): **ACT2 WIND (PRIVATE) LIMITED HEREBY SUBMITS**, for the Authority's kind and gracious consideration, this Generation Licence Modification Application for alignment of terms with the Tariff Determination and the correction in the coordinates of the WTGs.

2.7.2 This Generation Licence Modification Application is submitted in triplicate.

2.7.3 This Generation Licence Modification Application is being submitted with the required generation licence modification fee through a non-refundable bank draft/pay order in the amount of PKR 358,064/- (Pakistani Rupees Three hundred and fifty eight thousand sixty four-only) dated October 23, 2019 drawn in favour of the Authority.

SECTION 3
TEXT OF PROPOSED GENERATION LICENCE
MODIFICATION

3. TEXT OF PROPOSED GENERATION LICENCE MODIFICATION

3.1 THE PROPOSED TEXT

3.1.1 In view of the matters set out in this Generation Licence Modification Application, including, without limitation, to ensure that the terms of the Generation Licence cater to ensure its alignment with the Tariff Determination, the Proposed Generation Licence Modification:

(i) Section E(v) of the Generation Licence should read as follows:

“ According to the information provided by AWPL, its generation facility/Wind Power Plant/Wind Farm will achieve COD in fifteen (15) months after its financial close achievement and will have a useful life of more than twenty five (25) years from its COD...AWPL has requested that the term of the proposed generation license may be fixed as twenty five (25) years...the Authority fixes the term of the generation license to twenty five (25) years from COD of the project.”

(ii) Under Article 4 of the Generation Licence (*Term of Licence*) the words “twenty (20) years” shall be replaced with the words “twenty-five (25) years”.

(iii) The coordinates of WTGs specified in section entitled *Micro-Sitting of Generation Facility/Wind Power Plant/Wind Farm* of Schedule I should be read as follows:

WIND TURBINE GENERATOR (WTG)	LATITUDE (E)	LONGITUDE (N)
WTG01	24.98204	67.81559
WTG02	24.97942	67.81776
WTG03	24.9768	67.81992
WTG04	24.97418	67.82208
WTG05	24.96894	67.82641
WTG06	24.96632	67.82856
WTG07	24.96108	67.83289
WTG08	24.95846	67.83506
WTG09	24.95584	67.83721
WTG10	24.95322	67.83937
WTG11	24.94799	67.84369
WTG12	24.94537	67.84585
WTG13	24.94275	67.84802
WTG14	24.94013	67.85018
WTG15	24.93751	67.85234
WTG16	24.93489	67.8545
WTG17	24.93227	67.85666

WTG18	24.92965	67.85882
WTG19	24.92703	67.86098
WTG20	24.92441	67.86314

(iv) Part (D) (i) of Schedule I to the Generation License should read as follows:

(D). Other Details

(i).	<i>COD of the generation facility/Wind Power Plan/Wind Farm, fifteen (15) months from financial close achievement</i>	<i>February 18, 2021</i>
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(v) Schedule II of the Generation License shall be replaced with the schedule attached herewith as **ANNEXURE D3** (Schedule-II to the Generation License) for the Authority's reference.

SECTION 4
A STATEMENT OF THE REASONS IN SUPPORT OF
THE PROPOSED GENERATION LICENCE
MODIFICATION

4. A STATEMENT OF THE REASONS IN SUPPORT OF THE PROPOSED GENERATION LICENCE MODIFICATION

4.1 CONSIDERATIONS IN RESPECT OF MISMATCH OF TERMS OF GENERATION LICENCE AND TARIFF DETERMINATION

- 4.1.1 It is re-emphasized that the modifications requested in this Generation Licence Modification Application are merely to match the terms of the Tariff Determination and correct coordinates of the WTGs.

SECTION 5
**A STATEMENT OF IMPACT ON THE TARIFF,
QUALITY OF SERVICE AND PERFORMANCE BY
THE LICENSEE OF ITS OBLIGATIONS UNDER THE
GENERATION LICENCE**

5. A STATEMENT OF IMPACT ON THE TARIFF, QUALITY OF SERVICE AND PERFORMANCE BY THE LICENSEE OF ITS OBLIGATIONS UNDER THE GENERATION LICENCE

5.1 IMPACT ON TARIFF

- 5.1.1 The Authority is highlighted that the Licensee is submitting before the Authority, for its kind consideration and approval, (in accordance with the applicable laws of Pakistan (including the NEPRA Act and the rules and regulations made thereunder) this Modification Application in order to align the terms which the Authority has granted to the Licensee pursuant to the Tariff Determination and to ensure that the correct coordinates of WTGs are specified in the Generation License.

5.2 IMPACT ON QUALITY OF SERVICE & PERFORMANCE

- 5.2.1 The Licensee confirms that the Licensee's quality of service and its performance under the Generation Licence will not be affected due to such application as the same is merely to cater to the misalignment of the terms in the two documents granted by the Authority and correction in the coordinates of WTGs.

5.3 IMPACT ON THE OBLIGATIONS OF THE LICENSEE UNDER THE LICENCE

- 5.3.1 The approval of the Proposed Generation Licence Modification would enable the Licensee in fulfilling its obligations under the Tariff Determination. The Authority is highlighted that the Licensee has to-date always strictly complied with the terms of the Generation Licence and commits to continue to do the same.

6. CONCLUSION

6.1 CONCLUSION

- 6.1.1 In light of the submissions, the relevant analysis and information contained in this Generation Licence Modification Application, along with the Annexures attached hereto, this Generation Licence Modification Application is submitted (pursuant to the applicable laws of Pakistan, including the 'Regulation of Generation, Transmission and Distribution of Electric Power Act, 1997' and the rules and regulations made thereunder (including regulation 10(2) of the 'National Electric Power Regulatory Authority Licensing (Application & Modification Procedure) Regulations, 1999' and the 'National Electric Power Regulatory Authority Licensing (Generation) Rules, 2000')) for the Authority's kind consideration and for its approval of the Proposed Generation Licence Modification.

Respectfully submitted,

FOR AND ON BEHALF OF:
ACT2 WIND (PRIVATE) LIMITED



.....
KHURSHID AKHTAR
AUTHORIZED REPRESENTATIVE OF
ACT2 WIND (PRIVATE) LIMITED

ANNEXURE A
SHAREHOLDING PATTERN

ANNEXURE D4
DRAFT SCHEDULE-II TO THE GENERATION
LICENSE

SCHEDULE-II

(1).	Total Installed Gross ISO Capacity of the Generation Facility /Wind Farm (MW/GWh)	50 MW
(2).	Total Annual Full Load Hours	3328.80
(3).	Average Wind Turbine Generator (WTG) Availability	98%
(4).	Total Gross Generation of the Generation Facility/Wind Farm (in GWh)	186.83
(5).	Array & Miscellaneous Losses GWh	13.53
(6).	Availability Losses GWh	3.47
(7).	Balance of Plant Losses GWh	3.14
(8).	Annual Energy Generation (25-year equivalent Net AEP) GWh	166.44
(9).	Net Capacity Factor	38 %

Note

All the above figures are indicative as provided by the Licensee. The Net energy available to NTDC for dispatch will be determined through procedures contained in the Energy Purchase Agreement.