

DISTRIBUTION SYSTEM OPERATOR LICENCE
GRANTED TO
ELECTRICITY SUPPLY BOARD

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PART 1 TERMS OF THE LICENCE

1. The Commission for Electricity Regulation (hereinafter referred to as the "**Commission**") in exercise of the powers conferred by Section 14(1)(g) of the Electricity Regulation Act, 1999 (hereinafter referred to as "**the Act**") hereby grants to Electricity Supply Board (hereinafter referred to as "**the Licensee**") a licence to discharge the functions of the distribution system operator in the State subject to the Conditions (hereinafter referred to as "**the Conditions**") set out in Part 2.
2. The Licensee shall:
 - (a) operate and ensure the maintenance of and develop, as necessary, a safe, secure, reliable, economical and efficient electricity distribution system, taking into account exchanges with other interconnected systems, with a view to ensuring that all reasonable demands for electricity are met and having due regard for the environment; and
 - (b) take into account the need to operate co-ordinated transmission and distribution systems.
3. The Conditions are subject to modification or amendment in accordance with Sections 14(3), 14(6)(a) and 19 of the Act. The licence hereby granted (hereinafter referred to as "**this Licence**") is further subject to the terms as to revocation specified in the Schedule to this Licence.
4. This Licence shall come into force on the Effective Date and, unless revoked in accordance with the provisions of the Schedule, shall continue in full force and effect until determined by notice in writing given by the Commission to the Licensee.

Sealed with the common seal of the Commission for Electricity Regulation on 25th June 2001

Tom Reeves

Member of Commission

Denis Cagney

Member of staff of Commission

PART 2 CONDITIONS OF THE LICENCE

Condition 1: Interpretation and Construction

1. Unless the contrary intention appears:
 - (a) words and expressions used in the Conditions or the Schedule shall be construed as if they were in an enactment and the Interpretation Acts, 1937 to 1997 applied to them; and
 - (b) references to an enactment shall include subordinate legislation and, in both cases, any statutory modification or re-enactment thereof after the date when this Licence comes into force.
2. Any word or expression defined for the purposes of any provision of the Act or the Regulations shall, unless otherwise defined herein, have the same meaning when used in the Conditions or in the Schedule.
3. In the Conditions and in the Schedule, unless otherwise specified or the context otherwise requires:

“Act”	refers to the Electricity Regulation Act, 1999;
"affiliate"	in relation to the Licensee or any subsidiary of a holding company of the Licensee, means any holding company of the Licensee or any subsidiary of the Licensee or any subsidiary of a holding company of the Licensee;
“Ancillary Services”	has the meaning given in the Grid Code;
"Board"	means the Electricity Supply Board;
"Distribution Business"	means the business division of the Licensee designated by the Licensee to exercise the functions of the distribution system operator as required by Regulation 22 (Establishment and functions of the distribution system operator) of the Regulations;
"Distribution Code"	means the Distribution Code, prepared by the Board pursuant to Section 33 (Preparation of Grid Code and Distribution Code) of the Act, and approved by the Commission, as from time to time revised, amended, supplemented or replaced with the approval or at the instance of the Commission;
"distribution system"	means all electric lines of the Licensee which the Licensee may, with the approval of the Commission, specify as being part of the Licensee's distribution system, and includes any electric plant, transformers and switchgear of the Licensee which is used for conveying electricity to final customers;
"Distribution System Security and Planning Standards"	means the document of that title to be prepared by the Licensee under Condition 11;

"Effective Date"	means the date specified by the Minister for Public Enterprise pursuant to Regulation 3 (Effective date) of the Regulations;
"electricity undertaking"	means any person engaged in the generation, transmission, distribution or supply of electricity including any holder of a licence or authorisation or a person who has been granted a permit under Section 37 of the Electricity (Supply) Act 1927 and any person transferring electricity to or from the State across an Interconnector or who has made an application for use of an Interconnector which has not been refused;
"Generation Business"	means the business of the Licensee and any affiliate or related undertaking of the Licensee in the generation of electricity or the provision of Ancillary Services;
"Grid Code"	means the Grid Code, prepared by the Board pursuant to Section 33 (Preparation of Grid Code and Distribution Code) of the Act and approved by the Commission, as from time to time revised, amended, supplemented or replaced by the Transmission System Operator with the approval or at the instance of the Commission;
"Group Business"	means any business of the Licensee, or any affiliate or related undertaking of the Licensee, but shall not include the Distribution Business, the Generation Business, the Independent Supply Business, the Supply Business and the Transmission System Owner's Business;
"holding company"	means a holding company within the meaning of the Companies Acts, 1963 to 1999;
"Independent Supply Business"	means the business of the Licensee or any affiliate or related undertaking of the Licensee in the supply of electricity to eligible customers pursuant to a licence granted under Section 14(1)(b) or 14(2) (Licences to generate and supply electricity) of the Act;
"Interconnector"	means equipment used to link the electricity system of the State to electricity systems outside of the State;
"Licensee"	means the Board;
"Meter Point Registration Service"	means the service described in Condition 8(2);
"Meter Point Reference Number"	means the unique identifier for each connection point on the distribution system;
"Meter Registration Agreement"	means the agreement outlined in Condition 8;
"Meter Registration System"	means the unit of the Distribution Business which

Operator”	discharges the functions described in Condition 8 and provides the services described in Condition 9(1)(d);
"Metering Code"	means the Metering Code, to be prepared by the Licensee and approved by the Commission, as from time to time revised, amended, supplemented or replaced with the approval or at the instance of the Commission;
“Metering Equipment”	means meters, time-switches, measurement transformers, metering protection and isolation equipment, circuitry and their associated data storage and data communications equipment and wiring which are part of the active energy and reactive energy measuring equipment at or relating to land and/or premises of a final customer or electricity undertaking;
"modification"	includes addition, deletion, amendment and substitution, and cognate expressions shall be construed accordingly;
"participating interest"	has the meaning given to that term in Regulation 35 of the European Communities (Companies: Group Accounts) Regulations 1992 (S.I. 201 of 1992);
"Regulations"	means the European Communities (Internal Market in Electricity) Regulations, 2000 (S.I. 445 of 2000);
"related undertaking"	means any undertaking having a participating interest in the Licensee or any undertaking in which the Licensee has a participating interest;
"representation"	includes any objection or any other proposal made in writing;
"Separate Business"	means each of: <ul style="list-style-type: none"> - the Distribution Business; - the Generation Business; - the Independent Supply Business; - the Supply Business; - the Transmission System Owner's Business; - the Group Business; each taken separately from each other and from any other business of the Licensee or any affiliate or related undertaking of the Licensee, but so that where all or any part of such business is carried on by an affiliate or related undertaking of the Licensee, such part of the business as is carried on by that affiliate or related undertaking shall be consolidated with any such other business of the Licensee (and of any other affiliate or related undertaking of the Licensee) so as to form a single Separate Business;

"Settlement System Administrator"	means the Transmission System Operator acting in its capacity as administrator of the settlement system for the purposes of the Trading and Settlement Code;
"subsidiary"	has the meaning given in the Companies Acts, 1963 to 1999;
"Supplier"	means a person licensed to supply electricity under Sections 14(1)(b), (c) or (d), or 14(2) (Licences to generate and supply electricity) of the Act, but shall not include the Supply Business of the Licensee;
"Supply Business"	means the business of the Licensee and any affiliate or related undertaking of the Licensee for the supply of electricity to final customers, but shall not include the Independent Supply Business;
"Trading and Settlement Code"	means the Trading and Settlement Code developed pursuant to Section 9(1)(d) (Functions of the Commission) of the Act (and any Ministerial policy directions thereunder and S.I. No. 49 of 2000), as from time to time revised, amended, supplemented or replaced with the approval or at the instance of the Commission;
"transmission system"	means the system of electric lines comprising wholly or mainly the Transmission System Owner's high voltage lines and electric plant which is used for conveying electricity from a generating station to a substation, from one generating station to another, from one substation to another or to or from any Interconnector or to final customers (but shall not include any such lines which the Board may, with the approval of the Commission, specify as part of the distribution system) and shall include any Interconnector owned by the Licensee;
"Transmission System Operator"	means the person licensed to operate the transmission system under Section 14(1)(e) (Licences to generate and supply electricity) of the Act;
"Transmission System Owner"	means the Board as owner of the transmission system, licensed pursuant to Section 14(1)(f) (Licences to generate and supply electricity) of the Act; and
"Transmission System Owner's Business"	means the business of the Licensee as owner of the transmission system.

4. Unless otherwise specified:

- (a) any reference to a numbered Condition is a reference to the Condition bearing that number in this Licence;
- (b) any reference to a numbered paragraph is a reference to the paragraph bearing that number in the Condition or Schedule in which the reference occurs; and

- (c) without prejudice to any provision which restricts such variation, supplement or replacement, any reference to any agreement, licence (other than this Licence), code or other instrument shall include a reference to such agreement, licence, code or other instrument as varied, supplemented or replaced from time to time.
- 5. The heading or title of any Part, Condition, Schedule or paragraph shall not affect the construction thereof.
- 6. Where any obligation of the Licensee is expressed to require performance within a specified time limit that obligation shall continue to be binding and enforceable after that time limit if the Licensee fails to perform that obligation within that time limit (but without prejudice to all rights and remedies available against the Licensee by reason of the Licensee's failure to perform within the time limit).
- 7. The provisions of Section 4 (Service of notices) of the Act shall apply for the purposes of the delivery or service of any document, direction or notice to be delivered or served pursuant to this Licence, and directions issued by the Commission pursuant to any Condition shall be delivered or served as aforesaid.

Condition 2: Connection to and Use of the Distribution System

1. The provisions of Section 34 (Terms for connection to and use of transmission or distribution system), Section 35 (Charges for connection to and use of transmission or distribution system), Section 36 (Approval by Commission of statement of charges) of the Act and Regulation 22 (Establishment and functions of distribution system operator) of the Regulations shall apply to the Licensee, save that for the purposes of this Licence, references to the transmission system and the distribution system shall be read as references to the distribution system only.
2. The Licensee shall comply with any directions or determinations given to it by the Commission, from time to time, pursuant to Section 34, Section 35 or Section 36 of the Act.
3. Where required by the Commission, the Licensee shall publish and make available on the Licensee's web-site the statement of charges for connection to and use of the distribution system approved by the Commission under Section 36 of the Act.

Condition 3: Acquisition of Direct Lines

The Licensee shall acquire any direct line pursuant to a direction of the Commission under Section 37(4)(a) (Direct lines) of the Act and any direct line so acquired shall form part of the distribution system and all references to the "**distribution system**" in this Licence shall be deemed to include any direct line so acquired.

Condition 4: Economic Procurement of Assets and Services

1. The Licensee shall procure such assets and services as may from time to time be necessary to enable the Licensee to discharge its obligations under the Act, the Regulations and this Licence.
2. In procuring assets and services pursuant to paragraph 1, the Licensee shall procure assets and services from the most economical sources available to it having regard to the quantity and nature of the assets and services required to enable it to discharge its obligations under the Act, the Regulations and this Licence and to the diversity, number, timeliness of delivery and reliability of such assets and services.
3. This Condition shall not extend to prescribing the manner or circumstances in which the Licensee shall at any time call for the delivery of assets and services under any contract or arrangement entered into pursuant to paragraph 1.
4. Any provision of assets or services to the Licensee, for the purposes of discharging its functions under this Licence, by any affiliate, related undertaking or any Separate Business of the Licensee shall be on arm's length terms.
5. Any provision of assets or services by the Licensee, for the purposes of discharging its functions under this Licence, to any affiliate, related undertaking or any Separate Business of the Licensee shall be on arm's length terms.

Condition 5: Relevant Assets

1. The Licensee shall prepare and maintain a register of all relevant assets in a form as specified by the Commission from time to time. The Licensee shall provide the Commission with such a register no later than six months after this Licence has come into force and shall provide the Commission with such a register annually.
2. The Licensee shall not dispose of, or relinquish operational control over, any relevant asset if the disposal or relinquishment of control would adversely affect its ability to discharge its obligations under the Act or the Regulations, or the carrying on of activities authorised or required by this Licence, and any question arising under this Condition shall be determined by the Commission.
3. The Commission shall issue directions from time to time requiring the Licensee to give prior written notification to the Commission of proposed disposals of relevant assets of a specified description and these directions may include a direction that certain categories of such disposals may not take place until either the Commission has expressly agreed to them or a specified time period has elapsed.

4. In this Condition:

"disposal" includes any sale, assignment, gift, lease, licence, transfer, mortgage, charge, restriction on use (whether physical or legal), or the grant of any other encumbrance or the permitting of any encumbrance to subsist or any other disposition to a third party and **"dispose"** shall be construed accordingly;

"relevant asset" means:

- (a) any material asset for the time being forming part of the distribution system;
- (b) any material asset under construction which may, subject to the approval of the Commission, form part of the distribution system;
- (c) any Interconnector which may, subject to the approval of the Commission, form part of the distribution system;
- (d) any control centre for use in conjunction with the distribution system; and
- (e) any legal or beneficial interest which can be considered material in land and/or premises upon which any of the foregoing is situated and/or used by the Licensee in the discharge of its functions under this Licence; and
- (f) any equipment which can be considered material used by the Licensee in the discharge of its functions under this Licence.

Any question arising as to the materiality of relevant assets shall be determined by the Commission for the purposes of this Condition.

Condition 6: Additional Use or Disposal of Relevant Assets

1. If any or all of the relevant assets are being used or disposed of, or if any or all of the relevant assets are proposed to be used or disposed of, by the Licensee (or any Separate Business of the Licensee) for interests other than or in addition to discharging the functions of the distribution system operator, the Licensee shall, as soon as is practicable after the date of issue of this Licence, notify the Commission in writing of same and provide the Commission with such information as the Commission requires in relation to such usage or disposal.
2. The Commission shall issue directions from time to time requiring the Licensee to give prior written notification to the Commission of proposed additional uses or disposals of relevant assets of a specified description and these directions may include a direction that certain categories of such disposals may not take place until either the Commission has expressly agreed to them or a specified time period has elapsed.
3. In this Condition:

“disposal” has the meaning as defined in Condition 5 and **“disposed”** shall be construed accordingly;

“relevant asset” has the meaning as defined in Condition 5.

Any question arising as to the materiality of relevant assets shall be determined by the Commission for the purposes of this Condition.

Condition 7: Detection and Prevention of Theft of Electricity

1. In respect to the distribution system, the Licensee shall (and shall ensure that its agents) take all reasonable steps to detect and prevent:
 - (a) the theft of electricity;
 - (b) damage to any electrical plant, electric line and Metering Equipment; and
 - (c) interference with any Metering Equipment.
2. Where the Licensee has reason to believe that:
 - (a) the theft of electricity is taking place or has taken place; or
 - (b) there has been interference with the Metering Equipment to alter its register or prevent it from duly registering the quantity of electricity supplied or produced;

the Licensee shall, as soon as reasonable practicable, inform the affected Supplier of the incident in question.

3. The Licensee shall, no later than three months after this Licence has come into force, prepare and submit for approval by the Commission a code of practice for revenue protection and shall comply with the relevant provisions of this code.
4. The code of practice called for in paragraph 3 is subject to the provisions of Condition 16.
5. In this Condition:

“code of practice for revenue protection” means the procedure used to ensure the accurate recording of electricity consumption and production.

“theft of electricity” means the dishonest use, waste or diversion of electricity, within the meaning of Section 15 of the Energy (Miscellaneous Provisions) Act, 1995.

Condition 8: Meter Point Registration Service and Meter Registration Agreement

1. The Licensee shall establish, operate and maintain a service to be known as the **Meter Point Registration Service**.
2. The Meter Point Registration Service shall fulfil the following functions:
 - (a) the maintenance of a register of technical and other data as is necessary to facilitate supply by a Supplier to any premises. The register shall contain, inter alia, the following data in relation to all meter points :
 - (i) the Meter Point Reference Number; and
 - (ii) the identity of the Supplier responsible under the Trading and Settlement Code for the supply of electricity to each premises; and
 - (iii) the class of Metering Equipment installed at each such premises; and
 - (iv) the address of each such premises.
 - (b) the amendment of the register maintained in accordance with sub-paragraph (a) to reflect changes of Supplier in respect of any premises; and
 - (c) the provision, in a timely and efficient manner, of such data contained in the register as is reasonably required and requested to:
 - (i) any Supplier; and
 - (ii) any person identified in accordance with the Trading and Settlement Code as an appropriate person for the receipt of data for settlement purposes; and
 - (iii) any person identified in the Meter Registration Agreement as entitled to such data for the purpose of facilitating changes of Supplier in respect of any premises; and
 - (d) the maintenance of an enquiry service for the provision to any customer, on request, of such data contained in the register as is relevant to the supply of electricity to premises which are (or are to be) owned or occupied by the customer.
3. The Licensee shall, no later than six months after this Licence has come into force, prepare a form of agreement to be known as the Meter Registration Agreement. The Licensee shall:
 - (a) submit the agreement to the Commission for approval; and
 - (b) have in force and at all times, be a party to and comply with the provisions of the agreement; and
 - (c) review the agreement periodically (including at the request of the Commission) and shall submit any revisions of the agreement to the Commission for approval; and
 - (d) make the agreement available on the Licensee's web-site.
4. The Meter Registration Agreement shall be an agreement made between the Licensee and Suppliers or such other persons as are appropriate for settlement purposes.
5. The Meter Registration Agreement shall include:

- (a) terms for the provision of Meter Point Registration Services in accordance with the requirements of paragraph 2; and
- (b) procedures and practices to be followed by the Licensee and Suppliers in relation to changes of Supplier in respect of any premises; and
- (c) a catalogue of definitions, flows and form of such data as may be required to be transferred by or to parties to the Meter Registration Agreement, or between any persons for settlement purposes or any related purposes; and
- (d) provision for a dispute resolution and appeals mechanism.

Condition 9: Provision of Metering and Data Services

1. The Licensee shall provide the following services to customers, Suppliers and the Transmission System Operator as may be required:
 - (a) the provision of Metering Equipment; and
 - (b) the installation, commissioning, testing, repair and maintenance of Metering Equipment; and
 - (c) data collection; and
 - (d) data transfer, data processing and data aggregation services.
2. Any question arising as to the services to be provided under this Condition will be determined by the Commission.

3. In this Condition:

“data collection” means the collection and verification of meter reading data from electricity meters.

“data transfer” means the transfer of raw and processed metered data to market participants as required for settlement and billing purposes.

“data processing” means the processing, validation, estimation of meter reading data in respect of the consumption or production of electricity at premises are metered , and the creation, processing and validation of data in respect of the consumption of electricity at premises which receive an unmetered supply.

“data aggregation” means the collation and summation of meter reading data (whether actual or estimated), and the delivery of such data to the Settlement System Administrator for settlement purposes and to the Transmission System Operator for billing purposes.

Condition 10: Capacity Statement

1. If so requested and subject to paragraphs 2 and 3, the Licensee shall as soon as practicable and in any event within 28 days after the date referred to in paragraph 4 (or where the Commission so approves such longer period as the Licensee may reasonably require having regard to the nature and complexity of the request), give or send to any person making such request a statement showing present and future circuit capacity, forecast power flows and loading on the part or parts of its distribution system specified in the request and fault levels for each distribution node covered by the request and:
 - (a) such further information as shall be reasonably necessary to enable such person to identify and evaluate the opportunities available when connecting to and making use of the part or parts of the distribution system specified in the request; and
 - (b) if so requested, a commentary prepared by the Licensee indicating its view as to the suitability of the part or parts of the distribution system specified in the request for new connections and transport of further quantities of electricity;

provided that the Licensee may apply to the Commission to be relieved of the obligation to prepare any such statement in respect of any period and any part or parts of the distribution system, stating in each case the reasons for the request for disapplication of the provisions of this paragraph and the Commission may, where the request for disapplication has been duly substantiated, relieve the Licensee of the obligation to prepare a statement in accordance with the provisions of this paragraph.
2.
 - (a) Except as provided in sub-paragraphs (b) and (c) below, the Licensee shall include in every statement prepared or (as the case may be) given or sent under paragraph 1 the information required by such paragraph.
 - (b) The Licensee may with the prior consent of the Commission omit from any such statement any details as to circuit capacity, power flows, loading or other information the disclosure of which would, in the view of the Licensee, seriously and prejudicially affect the commercial interests of the Licensee or any third party.
 - (c) The Licensee may omit from any statement given or sent under paragraph 1 any information the disclosure of which would place the Licensee in breach of Condition 21.
3. The Licensee may within 10 days after receipt of the request provide an estimate of its reasonable costs in the preparation of any statement referred to in paragraph 1, and its obligation to provide such statement shall be conditional on the person requesting such statement agreeing to pay the amount estimated or such other amount as the Commission may, upon the application of the Licensee or the person requesting such statement, direct.
4. For the purposes of paragraph 1, the date referred to shall be the later of:
 - (a) the date of receipt of the request referred to in paragraph 1; or
 - (b) the date on which the Licensee receives agreement from the person making the request to pay the amount estimated or on which an amount is determined by the Commission (as the case may be) under paragraph 3.

Condition 11: Distribution System Security and Planning Standards

1. The Licensee shall, in consultation with the Transmission System Operator, establish standards for distribution system security and planning and shall prepare a document entitled "**The Distribution System Security and Planning Standards**" which shall embody such standards.
2. The Licensee shall be responsible for operating, ensuring the maintenance of and, if necessary, developing the distribution system in accordance with the Distribution System Security and Planning Standards.
3. The Distribution System Security and Planning Standards shall be furnished to the Commission for its approval no later than six months after this Licence has come into force.
4. The Licensee shall, in consultation with the Transmission System Operator, periodically review (including at the request of the Commission) the Distribution System Security and Planning Standards and their implementation. Following any such review, the Licensee shall send to the Commission:
 - (a) a report of the outcome of such review; and
 - (b) any revisions which it proposes to make to the Distribution System Security and Planning Standards (having regard to the outcome of the review).

Revisions to the Distribution System Security and Planning Standards proposed by the Licensee shall be subject to the approval of the Commission.

5. The Commission may issue directions requiring the Licensee to revise the Distribution System Security and Planning Standards in such manner as may be specified in the directions, and the Licensee shall forthwith comply with such directions.
6. The Distribution System Security and Planning Standards shall be reviewed in the manner provided for in paragraph 4 no later than twelve months after the date of first approval by the Commission of such standards. Such date may be extended by the Commission in directions issued to the Licensee for the purposes of this paragraph.
7. The Licensee shall publish and make the Distribution System Security and Planning Standards available on the Licensee's web-site.
8. The Licensee may seek a derogation relieving the Licensee of its obligations under paragraph 2 in respect of parts of the Distribution System Security and Planning Standards and the Commission may issue directions relieving the Licensee of its obligations under paragraph 2 above in respect of such parts of the Distribution System Security and Planning Standards, to such extent as may be specified in those directions.

Condition 12: Duty of Non-Discrimination

In the carrying out of its functions under this Licence, the Licensee shall not discriminate unfairly between persons or classes of persons, or between system users or classes of system users, particularly in favour of its subsidiaries, associated or affiliated undertakings, joint ventures or shareholders.

Condition 13: Performance of the Distribution Business

1. The Licensee shall, no later than three months after this Licence has come into force submit to the Commission for approval a report setting out the criteria against which the performance of the Distribution Business can be measured. The Commission may from time to time make amendments to such criteria as it sees fit and shall notify the Licensee of such amendments.
2. The Licensee shall conduct the Distribution Business in the manner which it reasonably considers to be best calculated to achieve any and all standards and/or targets of performance as may be determined by the Commission from time to time.
3. The Licensee shall, periodically review (including at the request of the Commission) the performance criteria. Following any such review, the Licensee shall send to the Commission:
 - (a) a report of the outcome of such review; and
 - (b) revisions which it proposes to make to the performance criteria (having regard to the outcome of the review).

Revisions to the performance criteria proposed by the Licensee shall be subject to the approval of the Commission.

4. The Licensee shall report annually on the performance of the Distribution Business using the criteria specified in paragraph 1.
5. The performance criteria specified in paragraph 1 as approved by the Commission and the report on performance specified in paragraph 4 shall be published and made available on the Licensee's web-site.

Condition 14: Access to Land and/or Premises

1. The Licensee shall no later than three months after this Licence comes into force, prepare and submit to the Commission for its approval, a code of practice setting out the principles and procedures the Licensee will follow in respect of any person acting on its behalf who requires access to land and/or premises.
2. The code of practice shall include procedures calculated to ensure that persons visiting land and/or premises on behalf of the Licensee:
 - (a) possess the skills necessary to perform the required duties; and
 - (b) are readily identifiable to members of the public; and
 - (c) are appropriate persons to visit and enter land and/or premises; and
 - (d) are able to inform final customers connected to the distribution system, on request, of a contact point for help and advice they may require in relation to the distribution of electricity.
3. This Condition is subject to the provisions of Condition 16.

Condition 15: Customer Service Code and Complaints Handling Procedure

1. The Licensee shall no later than three months after this Licence has come into force, prepare and submit to the Commission for its approval a:
 - (a) Distribution System Customer Service Code (which shall include, inter alia, provisions relating to an enquiry service, emergency contact, quality of supply targets, penalties, continuity targets, connection timescales, and other service level targets);
 - (b) Complaints Handling Procedure (which will detail the procedure for handling complaints from customers and users about the manner in which the Licensee conducts its Distribution Business);
 - (c) Disconnection Code of Practice.
2. Any procedure established in accordance with this Condition shall specify the periods within which it is intended that different type of complaints should be processed and resolved.
3. This Condition is subject to the provisions of Condition 16.

Condition 16: Compliance with Codes of Practice and Procedures

1. This Condition applies to any code of practice or procedure required to be prepared by the Licensee pursuant to Conditions 7, 14 and 15 of this Licence.
2. The Licensee shall periodically review (including at the request of the Commission) such code or procedure and the manner in which it has been operated, with a view to determining whether any modification should be made to it or to the manner of its operation.
3. The Licensee shall submit any revision of such code or procedure which it wishes to make to the Commission for its approval and, following its approval in writing, shall then revise the code.
4. The Licensee shall:
 - (a) as soon as practicable following the preparation of any code or procedure or any revision made to it send to the Commission a copy of such code or procedure or (as the case may be) such revision (in each case in the form approved by the Commission);
 - (b) draw the attention of those final customers or users to whom such code or procedure applies to the existence of the code or procedure and of each substantive revision of it and to the means by which they may inspect a copy of such code or procedure in its latest form; and
 - (c) publish and make such codes and procedures available on the Licensee's web-site.
5. No changes may be made to any code or procedure otherwise than in accordance with this Condition.
6. The Licensee shall ensure, so far as reasonably practicable, that it complies with such arrangements or procedures (as the case may be) as are contained in or described by any code or procedure to which this Condition applies and approved by the Commission or any revision to such code or procedure approved by the Commission.

Condition 17: Records and Reporting

1. The Licensee shall keep a record of its general operation of the arrangements mentioned in Conditions 7, 8, 9, 13, 14 and 15 and, if the Commission so directs in writing, of its operation of any particular cases specified, or of classes specified, by the Commission.
2. The Licensee shall, from time to time as required by the Commission in writing, provide to the Commission such information contained in the records prepared in accordance with paragraph 1.
3. No later than three months after the end of each calendar year, the Licensee shall submit to the Commission a report dealing with the matters mentioned in paragraph 1 in relation to that year.
4. The Licensee shall publish the report and make it available on the Licensee's web-site except that, in performing its obligations under this Condition, the Licensee shall exclude from the published report such information as appears to it to be necessary or expedient to protect the legitimate interests of the Licensee and to ensure that, save where they consent, individual final customers referred to therein cannot readily be identified.
5. The report shall be presented, so far as is reasonably practicable, in a standard form to be approved by the Commission for the purposes of this Condition.

Condition 18: Separation of Distribution Business

1. In accordance with Regulation 22 (Establishment and functions of distribution system operator) of the Regulations, the Licensee shall as soon as practical and in any event no later than 28 days after this Licence has come into force, designate a division of the Board, to be approved by the Commission, to exercise the functions of the distribution system operator under this Licence to be known as the Distribution Business.
2. The Licensee shall as soon as practical and in any event no later than 28 days after this Licence has come into force appoint a managing director (by that or whatever title he or she may be known) and shall ensure that the said managing director shall have sufficient resources including staff to perform the functions of the distribution system operator.
3. The managing director shall not be a member of the board of directors of the Licensee or of any affiliate, related undertaking or of any Separate Business of the Licensee.
4. Subject to such arrangements as the Commission may approve in the interests of economic efficiency in accordance with Section 14(13) of the Act (as inserted by Regulation 32(1)(c) of the Regulations), the managing director shall not be engaged by the Licensee in any capacity other than as managing director of the Distribution Business and shall report on the operation of the Distribution Business to the Chief Executive Officer and/or the board of directors of the Licensee only. Recognising that the implementation of changes necessary for the complete and effective separation of the Distribution Business from other Separate Businesses of the Licensee cannot be achieved with immediate effect from the date of issue of this Licence, the managing director may also, for a transitional period, retain the existing reporting arrangements. This transitional period shall be set down by the Commission following consultation with the Licensee but shall not exceed two years from the date of issue of this Licence.
5. The managing director shall designate a unit of the Distribution Business to be known as the Meter Registration System Operator to carry out the functions as described in Conditions 8 and provide the services described in Condition 9(1)(d) of this Licence.
6. Subject to such arrangements as the Commission may approve in the interests of economic efficiency in accordance with Section 14(13) of the Act (as amended by Regulation 32(1)(c) of the Regulations), the Licensee shall secure the complete and effective separation of the Distribution Business from other Separate Businesses of the Licensee. This separation shall include, but not be limited to, ring-fencing in relation to:
 - (a) access to and exchange of information including (without limitation) undertakings by individual employees regarding the non-disclosure of information; and
 - (b) information systems; and
 - (c) resources including (without limitation) staff, premises, finance; and
 - (d) the Meter Registration System Operator; and
 - (e) a code of conduct on the transfer and/or movement of employees, either part-time or full time, between the Distribution Business and any other Separate Business of the Licensee.

The Licensee shall comply with any requirement or direction as may be made by the Commission from time to time for the purposes of this Condition.

7. The Licensee shall require the managing director to report to the Commission on the implementation of any measures which the Licensee is required to undertake in relation to paragraph 6. The first report, which shall outline a programme for the separation of the Distribution Business from the other Separate Businesses of the Licensee, shall be made within 28 days of the appointment of the managing director.
8. The Licensee shall appoint a compliance officer who is responsible, inter alia, for ensuring compliance of the Distribution Business with this Condition. The compliance officer shall report exclusively to the Chief Executive Officer and/or the board of directors of the Licensee on compliance matters. The compliance officer shall report to the Commission, in such form and at such times as the Commission requires, on the effectiveness of the practices, procedures and systems implemented by the Licensee on the complete and effective separation of the Distribution Business from the other Separate Businesses of the Licensee. Any such report may be published by the Commission.
9. The Licensee shall provide the Commission with any information or access to information the Commission may deem necessary in relation to the ring-fencing of the Distribution Business.

Condition 19: Separate Accounts for Separate Businesses

1. The Licensee shall prepare annual accounts in accordance with Regulation 27 (Unbundling of accounts of electricity undertakings) of the Regulations and shall deliver to the Commission a copy of the annual audited accounts so prepared as soon as reasonably practicable, and in any event no later than three months after the end of the period to which the accounts relate. This period may be extended by the Commission to six months, at the request of the Licensee, in respect of the first accounting year.
2. Without prejudice to paragraph 1, the Licensee shall, in its internal accounting, keep or cause to be kept accounts for the Distribution Business, which when requested from time to time by the Commission, must be delivered to the Commission in the form and at the times specified by the Commission. The accounts shall be in accordance with such regulatory accounting guidelines as may be issued by the Commission from time to time. The accounts shall also be in accordance with any and all directions as are reasonable and appropriate for the purposes of this Condition as the Commission may, from time to time, notify to the Licensee.
3. The regulatory accounting guidelines or directions notified by the Commission to the Licensee under paragraph 2 may, inter alia:
 - (a) specify the form of the accounting statements/records, including but not limited to, profit and loss accounts, balance sheets, recognised gains and losses statements, cash flow statements and statements of the amounts of any revenues, costs, assets, liabilities, reserves or provisions which have been either charged from or to any other business or determined by allocation or apportionment between the consolidated Distribution Business and any other business;
 - (b) specify the nature and content of the accounting statements/records, including information on specified types of revenue, cost, asset or liability and information on the revenues, costs, assets and liabilities attributable to specified activities;
 - (c) require any reconciliation that may be required with the annual accounts of the Licensee prepared under the Companies Acts, 1963 to 1999;
 - (d) specify the accounting principles (including the basis for the allocation of costs) and the bases of valuation to be used in preparing accounting statements/records.
4. The Licensee shall not, in relation to the accounting statements in respect of a financial year, change the basis of charge, apportionment or allocation from those applied in respect of the previous financial year, unless the Commission shall previously have issued directions for the purposes of this Condition directing the Licensee to change such basis in a manner set out in the directions or the Commission gives its prior written approval to the change in such basis.
5. The Licensee shall comply with any directions issued by the Commission for the purposes of this Condition.

Condition 20: Prohibition of Subsidies and Cross-subsidies

1. The Licensee shall procure that the Distribution Business does not give any subsidy or cross-subsidy (direct or indirect) to any other Separate Business of the Licensee and/or any affiliate or related undertaking of the Licensee.
2. For the purposes of this Condition, the Commission shall determine whether or not subsidisation or cross-subsidisation is taking place. Where the Commission determines that a subsidy or cross-subsidy involving the Distribution Business is taking place, the Commission may issue a direction to that effect and require the cessation of same.
3. Nothing which the Licensee is obliged or permitted to do or not do pursuant to this Licence shall be regarded as a subsidy or cross-subsidy for the purposes of this Condition.

Condition 21: Restriction on Use of Certain Information

1. The Licensee shall preserve the confidentiality of commercially sensitive information held and/or obtained by it in the discharge of its functions as distribution system operator in accordance with the Regulations, the Act and this Licence.
2. The Licensee shall implement such measures and procedures and take all such other steps as shall be specified in directions issued by the Commission from time to time for the purposes of this Condition to be in its opinion reasonably necessary for the purpose of securing compliance by the Licensee with its obligations under paragraph 1.
3. The Licensee shall ensure that confidential information is only disclosed to authorised recipients, classes of authorised recipients or authorised advisors.
4. Paragraphs 1 and 3 shall not apply to:
 - (a) any confidential information which, before or after it is furnished to the Licensee's employees, is in the public domain; or
 - (b) the disclosure of any confidential information:
 - (i) in compliance with the duties of the Licensee under the Act, the Regulations or any other requirement of a competent authority; or
 - (ii) in compliance with the Conditions granted in this Licence or any document referred to in this Licence with which the Licensee is required by virtue of the Act, the Regulations or this Licence to comply; or
 - (iii) in compliance with any other requirement of law; or
 - (iv) pursuant to any judicial or other arbitral process or tribunal of competent jurisdiction; or
 - (c) any confidential information to the extent that the Licensee is expressly permitted or required to disclose that information under the terms of any agreement or arrangement (including the Grid Code, the Distribution Code, the Metering Code and the Trading and Settlement Code) with the relevant person to whose affairs such confidential information relates.
5. Without prejudice to the other provisions of this Condition, the Licensee shall procure that any additional copies made of the confidential information, whether in hard copy or computerised form, will clearly identify the confidential information as confidential.
6. The Licensee shall take all reasonable measures to prevent (so far as the Licensee can so require) any person who is or ceases to be employed by the Licensee, whether that person is or was employed part-time or full time in the Distribution Business, from disclosing confidential information.
7. The Licensee shall take all reasonable steps to ensure that every authorised adviser to whom the Licensee discloses confidential information does not use that confidential information for any purpose other than that for which it was provided and does not disclose that confidential information otherwise than in accordance with the provisions of this Condition.
8. This Condition is without prejudice to the duties at law of the Licensee towards outside persons.

9. In this Condition:

"authorised adviser" means such professional advisers of the Licensee, engaged and acting in that capacity, as require access to any confidential information;

"authorised recipient" means, in relation to any confidential information, any employee who, before the confidential information had been divulged to him by the Licensee, had been informed of the nature and effect of this Condition and who requires access to such confidential information for the proper performance of his duties as an employee in the course of permitted activities;

"confidential information" means any commercially sensitive information held and/or obtained by the Licensee in the discharge of its functions as distribution system operator under the Act, the Regulations and this Licence;

"commercially sensitive information" means any matter the disclosure of which would materially prejudice the interests of any person.

Condition 22: Payment of Levy

1. The Licensee shall pay to the Commission any amounts specified in, or determined under, a Levy Order, in accordance with the provisions of such Levy Order.

2. In this Condition:

"Levy Order" means an Order made by the Commission under paragraph 16 of the Schedule to the Act.

Condition 23: Public Service Obligation

The Licensee shall comply with any public service obligation imposed on it by the Commission pursuant to Section 39 (Public service obligations) of the Act.

Condition 24: Provision of Information to the Transmission System Operator

1. Subject to the provisions of Condition 21, the Licensee shall furnish to the Transmission System Operator, in such manner and at such times as may reasonably be required, such information as may be reasonably required by the Transmission System Operator in order to ensure the secure and efficient operation, co-ordinated development and inter-operability of the distribution and transmission systems.
2. For the purposes of this Condition, the Commission shall decide on any difference or dispute between the Licensee and the Transmission System Operator and the Commission shall issue a direction regarding its decision, as it sees fit, regarding the matter in dispute and the Licensee shall comply with such direction.

Condition 25: Provision of Information to the Commission

1. The Licensee shall procure and furnish to the Commission, in such form and at such times as the Commission may require, such information as the Commission may consider relevant in the light of the Conditions or as it may require for the purpose of performing the functions assigned or transferred to it by or under the Act or the Regulations.
2. The power of the Commission to call for information under paragraph 1 is without prejudice to the power of the Commission to call for information under or pursuant to any other Condition of this Licence or under or pursuant to the Act or the Regulations.
3. In this Condition "**information**" means oral or written and shall include, without limitation, any books, documents, records, accounts (statutory or otherwise), estimates, returns or reports of any description (whether or not in electronic or any other format, or prepared specifically at the request of the Commission) requested by the Commission and any explanations (oral or written) in relation to such information as may be requested by the Commission.
4. The information shall be to a level of audit as may be required by the Commission from time to time.
5. The Commission may publish any information provided to the Commission under this Licence. In exercising its discretion under this Condition, the Commission shall have regard to the need to protect confidential information.

Condition 26: Distribution Code

1. The Licensee, in consultation with electricity undertakings liable to be materially affected thereby, shall adopt and at all times have in force and shall implement and comply with a Distribution Code in accordance with the provisions of Section 33 (Preparation of a Grid Code and a Distribution Code) of the Act.
2. The Licensee shall comply with all directions given by the Commission in relation to the Distribution Code.

Condition 27: Grid Code

1. The Licensee shall comply with the provisions of the Grid Code, insofar as it is applicable to the Licensee.

Condition 28: Trading and Settlement Code

The Licensee shall be a party to and shall comply with the Trading and Settlement Code insofar as applicable to the Licensee.

Condition 29: Compliance with Laws and Directions

1. The Licensee shall comply with the Act, the Regulations, the Conditions of this Licence and all relevant EU laws.
2. The Licensee shall comply with any requirements, directions or determinations made by the Commission pursuant to the Act, the Regulations or this Licence.
3. Any costs associated with compliance with such requirements, directions or determinations shall be the responsibility of the Licensee.
4. The Licensee shall monitor and keep a record of its compliance with this Licence, and any requirement, direction, determination, code, procedure or guideline it is required to comply with.

Condition 30: Environment

1. The Licensee shall comply with all applicable European Union and Irish Environmental Laws whether in force at the date hereof or in the future and also with any direction given to it from time to time by the Commission in pursuance to the Commission's duty under Section 9(5)(a) of the Act to take account of the protection of the environment.
2. The Licensee shall, not later than such date as the Commission may specify and in consultation with the Commission, prepare and from time to time modify a written policy setting out the manner in which the Licensee proposes to comply with its duties and obligations under all applicable European Union and Irish Environmental Laws and any direction issued to it under this Condition.
3. The Licensee shall report annually to the Commission on its environmental performance in such form and at such times as the Commission may specify.
4. For the purposes of this Licence, "**Environmental Laws**" means those laws which are from time to time in force whose purpose is the protection of the environment including the protection of human health, flora, fauna and the eco-systems on which they depend, and for the avoidance of doubt shall include but shall not be limited to the Environment Protection Act, 1992, the Waste Management Act, 1996 and all relevant legislation relating to the assessment of environmental impacts, and the protection of air, land and water.

Condition 31: Health and Safety

1. The Licensee shall take all reasonable steps to protect persons and property from injury and damage that may be caused by the Licensee when carrying out the Distribution Business.
2. The Licensee shall ensure that a technical and safety audit is undertaken in respect of the distribution system annually by an independent expert whose appointment is approved by the Commission.
3. The Licensee shall provide the results of such audits carried out in a timely manner to the Commission.

SCHEDULE

Right of Commission to Revoke this Licence

1. The Commission may at any time revoke this Licence by not less than 30 days' notice in writing to the Licensee:
 - (a) if the Licensee agrees in writing with the Commission that this Licence should be revoked;
 - (b) if any amount payable under a Levy Order is unpaid 30 days after it has become due and remains unpaid for a period of 14 days after the Commission has given the Licensee notice in writing that the payment is overdue, provided that no such notice shall be given earlier than the sixteenth day after the day on which the amount payable became due;
 - (c) if the Licensee fails to comply with a direction, determination or order under the Act or the Regulations, which (in respect of any of these cases) has been made in respect of a contravention or apprehended contravention of any of the Conditions of this Licence or any requirement, direction or determination made under this Licence and (in respect of any of these cases) such failure is not rectified to the satisfaction of the Commission within three months or such other period as the Commission shall determine after the Commission has given notice of such failure to the Licensee, provided that in respect of a direction under Section 24 (Issue of notice by Commission concerning contraventions, etc.) of the Act, no such notice shall be given by the Commission before the expiration of the period within which representations or objections under Section 24 (Issue of notice by Commission concerning contraventions, etc.) of the Act could be made questioning a direction under Section 24 (Issue of notice by Commission concerning contraventions, etc.) of the Act or before the proceedings relating to any such representations or objections are finally determined;
 - (d) if the Licensee fails to comply with any order made by the Minister under Sections 39 (Public service obligations) or 40 (Transitional arrangements) of the Act;
 - (e) if the Licensee:
 - (i) is unable to pay its debts (within the meaning of Section 214 of the Companies Act, 1963) or if it enters into any scheme of arrangement (other than for the purpose of reconstruction or amalgamation upon terms and within such period as may previously have been approved in writing by the Commission); or
 - (ii) has a receiver or an examiner within the meaning of the Companies (Amendment) Act, 1990 of the whole or any material part of its assets or undertaking appointed; or
 - (iii) passes any resolution for winding up other than a resolution previously approved in writing by the Commission; or
 - (iv) becomes subject to an order for winding up by a court of competent jurisdiction;

- (f) if:
 - (i) there is a change in the control of the Licensee; and
 - (ii) the Commission is satisfied that the new shareholder (together with the other companies in the group) does not have adequate technical, financial or managerial strength, taking into account the size of its shareholding in the Licensee; and
 - (iii) the Commission serves notice on the Licensee stating that the Commission proposes to revoke this Licence in pursuance of this paragraph unless such further change in control of the Licensee as is specified in the notice takes place within the period of three months beginning with the date of service of the notice; and
 - (iv) that further change does not take place within that period;
 - (g) if the Licensee shall have failed to notify the Commission as soon as practicable thereafter that a change in the control of the Licensee shall have occurred.
- 2.
- (a) For the purposes of paragraph 1(e)(i) of this Schedule, Section 214 of the Companies Act 1963 shall have effect as if for "£1,000" there was substituted "£50,000" or such higher figure as the Commission may from time to time determine by notice in writing to the Licensee.
 - (b) There is a change in the control of the Licensee for the purposes of paragraphs 1(f) and (g) of this Schedule whenever a person has control of the Licensee who did not have control of the Licensee when this Licence was granted.