

20 May 2014

Megan Kublins Brickworks Ltd Mezzanine Level 50 Carrington Street Sydney NSW 2000

By email:

megan.kublins@brickworks.com.au

Dear Megan,

Proposed Widening of Old Wallgrove Road, Oakdale State Significant Development (SSD 13_6078) – Oakdale Central, Horsley Park

We refer to previous correspondence with regards to this matter.

Goodman is now taking steps to secure the property rights which are required in order to proceed with that upgrade. The upgrade will occur in stages and, as you know, may ultimately involve an upgrade of the road to a four lane sub-arterial road. Details of the timing and nature of the project are dependent, in part, on alternative proposals still being considered by the NSW State Government and, accordingly, Goodman is looking to maintain some flexibility in its acquisition programme.

The interests to be acquired by Goodman include freehold land required for road widening, which will (following completion of the road) be subsequently dedicated to Fairfield Council (as roads authority). The areas which Goodman anticipates requiring for these purposes are shown on the attached acquisition plan.

In addition, so that we can minimise disruption to road users during construction of the upgrade, Goodman also requires temporary access to, and use of, certain additional land during construction for storage of equipment and machinery and to allow access by Goodman's contractors to those areas under construction. Those areas over which Goodman anticipates requiring temporary access will be determined in due course and indicated on a separate plan, yet to be prepared.

Given the remaining contingencies which affect the timing and nature of the required works, Goodman is hoping to enter into option arrangements with the affected landowners. Accordingly, at this point in time, Goodman is seeking confirmation that Brickworks would be willing:

 subject to agreement on commercial terms, to sell to Goodman the land which Goodman requires for the project;



- to enter into option arrangements for Goodman to acquire the land, on the agreed terms, if and when required; and
- when required, to grant a temporary licence to Goodman at a nominal licence fee for the areas over which Goodman anticipates requiring temporary access.

If Brickworks confirms its in-principle agreement to the proposals outlined above, it is proposed that:

- a formal option be entered into under which Goodman can elect to acquire the land required subject to project contingencies; and
- access licences be prepared to facilitate access for Goodman, when required, over those areas where only temporary access is required.

Goodman will now proceed to engage valuers to determine the market value of the land which Goodman needs to acquire (by reference to the concept of "market value" as set out in the Land Acquisition (Just Terms Compensation) Act 1991). Please feel free to obtain your own valuation of the land also.

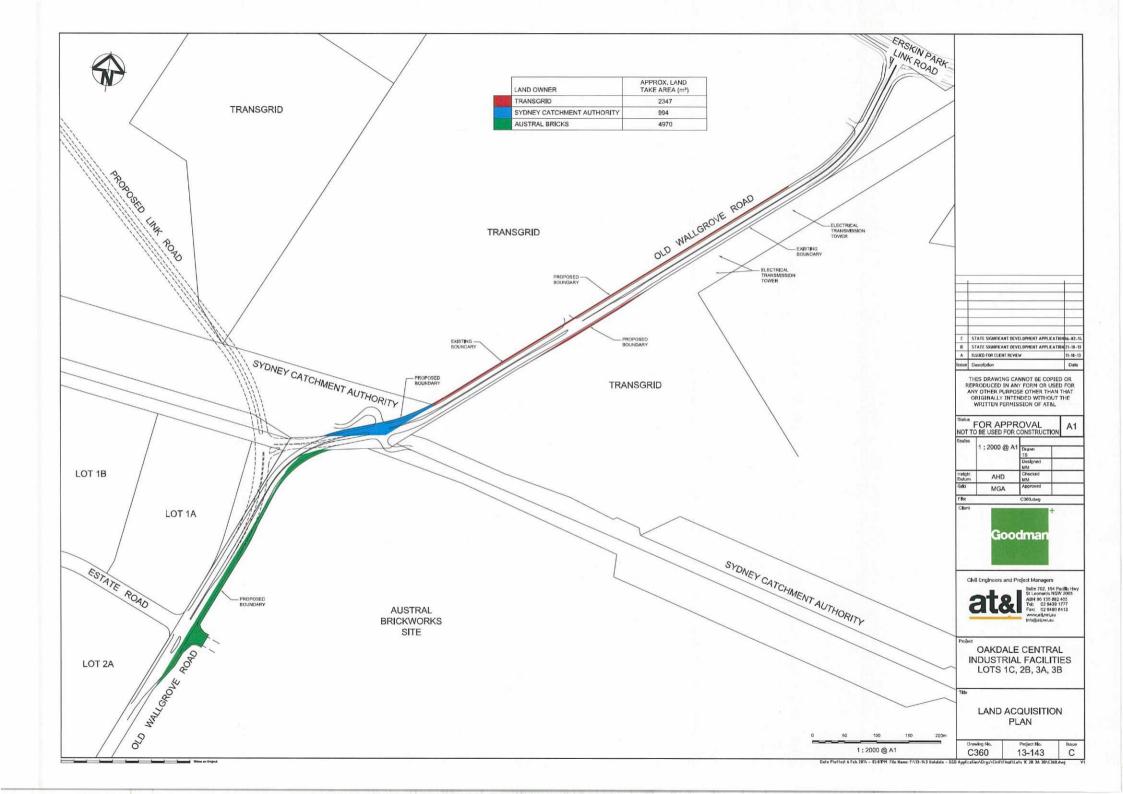
We look forward to discussing these matters with you in the near future.

Should you require any queries or wish to discuss this matter further, please contact Richard Seddon of our offices on 02 9230 7297 or richard.seddon@goodman.com.

Yours faithfully

Richard Seddon

Development Manager





20 May 2014

Attention:

Neil Abraham

Sydney Catchment Management Authority PO Box 373 Penrith NSW 2751

By email:

neil.abraham@sca.nsw.gov.au

Dear Sir.

Proposed Widening of Old Wallgrove Road, Oakdale State Significant Development (SSD 13_6078) – Oakdale Central, Horsley Park

I refer to the letter from McKenzie Group of 12 November 2013, and your subsequent letter to NSW Planning and Infrastructure confirming that SCA has no in-principle objection to the proposed upgrade of Old Wallgrove Road.

Goodman is now taking steps to secure the property rights which are required in order to proceed with that upgrade. The upgrade will occur in stages and, as you know, may ultimately involve an upgrade of the road to a four lane sub-arterial road. Details of the timing and nature of the project are dependent, in part, on alternative proposals still being considered by the NSW State Government and, accordingly, Goodman is looking to maintain some flexibility in its acquisition programme.

The interests to be acquired by Goodman include freehold land required for road widening, which will (following completion of the road) be subsequently dedicated to Fairfield Council (as roads authority). The areas which Goodman anticipates requiring for these purposes are shown on the attached acquisition plan.

In addition, so that we can minimise disruption to road users during construction of the upgrade, Goodman also requires temporary access to, and use of, certain additional land during construction for storage of equipment and machinery and to allow access by Goodman's contractors to those areas under construction. Those areas over which Goodman anticipates requiring temporary access will be determined in due course and indicated on a separate plan, yet to be prepared.

Given the remaining contingencies which affect the timing and nature of the required works, Goodman is hoping to enter into option arrangements with the affected landowners. Accordingly, at this point in time, Goodman is seeking confirmation that SCA would be willing:



- subject to agreement on commercial terms, to sell to Goodman the land which Goodman requires for the project;
- to enter into option arrangements for Goodman to acquire the land, on the agreed terms, if and when required; and
- when required, to grant a temporary licence to Goodman at a nominal licence fee for the areas over which Goodman anticipates requiring temporary access.

If SCA confirms its in-principle agreement to the proposals outlined above, it is proposed that:

- a formal option be entered into under which Goodman can elect to acquire the land required subject to project contingencies; and
- access licences be prepared to facilitate access for Goodman, when required, over those areas where only temporary access is required.

Goodman will now proceed to engage valuers to determine the market value of the land which Goodman needs to acquire (by reference to the concept of "market value" as set out in the Land Acquisition (Just Terms Compensation) Act 1991). Please feel free to obtain your own valuation with respect to the land also.

Goodman is well aware of the concerns raised by SCA in its letter of 24 January 2014 to NSW Planning and Infrastructure in regard to maintaining the integrity of the twin pipelines from Warragamba to Prospect. Goodman proposes that the documents referred to above deal with any specific measures required to protect SCA infrastructure during construction.

Naturally, Goodman's proposals are subject to Goodman and SCA entering into the formal documentation referred to above.

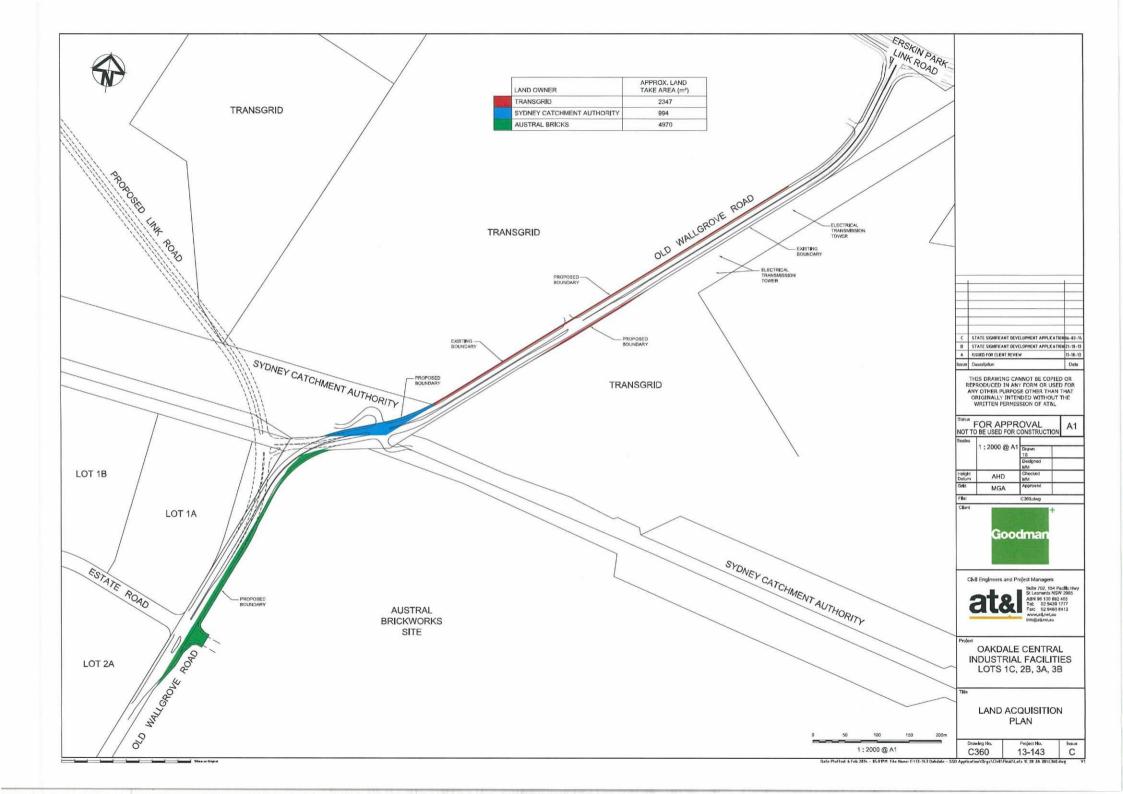
We look forward to discussing these matters with you in the near future.

Should you require any queries or wish to discuss this matter further, please contact Richard Seddon of our offices on 02 9230 7297 or richard.seddon@goodman.com.

Richard Seddon

Yours faithfully

Development Manager





20 May 2014

Jenny Seage Property Assets Manager – Strategic Projects Transgrid 201 Elizabeth Street Sydney NSW 2000

By email:

jenny.seage@transgrid.com.au

Dear Jenny,

Proposed Widening of Old Wallgrove Road, Oakdale State Significant Development (SSD 13_6078) – Oakdale Central, Horsley Park

I refer to the letter from McKenzie Group of 12 November 2013, and your subsequent letter to NSW Planning and Infrastructure confirming that Transgrid consents to the proposed upgrade of Old Wallgrove Road, subject to a formal agreement being established in relation to the acquisition of Transgrid land at market value.

Goodman is now taking steps to secure the property rights which are required in order to proceed with that upgrade. The upgrade will occur in stages and, as you know, may ultimately involve an upgrade of the road to a four lane sub-arterial road. Details of the timing and nature of the project are dependent, in part, on alternative proposals still being considered by the NSW State Government and, accordingly, Goodman is looking to maintain some flexibility in its acquisition programme.

The interests to be acquired by Goodman include freehold land required for road widening, which will (following completion of the road) be subsequently dedicated to Fairfield Council (as roads authority). The areas which Goodman anticipates requiring for these purposes are shown on the attached acquisition plan.

In addition, so that we can minimise disruption to road users during construction of the upgrade, Goodman also requires temporary access to, and use of, certain additional land during construction for storage of equipment and machinery and to allow access by Goodman's contractors to those areas under construction. Those areas over which Goodman anticipates requiring temporary access will be determined in due course and indicated on a separate plan, yet to be prepared.

Given the remaining contingencies which affect the timing and nature of the required works, Goodman is hoping to enter into option arrangements with the affected landowners. Accordingly, at this point in time, Goodman is seeking confirmation that Transgrid would be willing:



- subject to agreement on commercial terms, to sell to Goodman the land which Goodman requires for the project;
- to enter into option arrangements for Goodman to acquire the land, on the agreed terms, if and when required; and
- when required, to grant a temporary licence to Goodman at a nominal licence fee for the areas over which Goodman anticipates requiring temporary access.

If Transgrid confirms its in-principle agreement to the proposals outlined above, it is proposed that:

- a formal option be entered into under which Goodman can elect to acquire the land required subject to project contingencies; and
- access licences be prepared to facilitate access for Goodman, when required, over those areas where only temporary access is required.

Goodman will now proceed to engage valuers to determine the market value of the land which Goodman needs to acquire (by reference to the concept of "market value" as set out in the Land Acquisition (Just Terms Compensation) Act 1991). Please feel free to obtain your own valuation with respect to the land also.

Goodman is well aware of the design matters proposed by Transgrid in its letter of 15 December 2013 to NSW Planning and Infrastructure and proposes that the documents referred to above deal with any specific measures relevant to the upgrade.

We look forward to discussing these matters with you in the near future.

Should you require any queries or wish to discuss this matter further, please contact Richard Seddon of our offices on 02 9230 7297 or richard.seddon@goodman.com.

Yours faithfully,

Richard∕Seddoh \ Development Manager

