

Development Consent

Section 89E of the *Environmental Planning and Assessment Act 1979*

- As delegate of the Minister for Planning under delegation executed on 16 February 2015, I determine:
- (a) to grant consent to the Staged Development Application referred to in Schedule A subject to the Concept Proposal conditions in Schedules B and C and the Stage 1 Development Application conditions in Schedules D, E and F; and
 - (b) that pursuant to section 89D(2) of the *Environmental Planning and Assessment Act 1979*, I determine that any subsequent Development not being for the purpose of a warehouse or distribution centre with a capital investment value in excess of \$50 million is to be determined by the relevant consent authority and that Development ceases to be State significant development.



Anthea Sargeant
Executive Director
Key Sites and Industry Assessments

Sydney 26 October 2016

File: 15/04284

SCHEDULE A

- Application No.:** SSD 6917
- Applicant:** Goodman Property Services (Aust) Pty Ltd
- Consent Authority:** Minister for Planning
- Land:** Lot 12 in Deposited Plan 1178389 and Lot 87 in Deposited Plan 752041, Kemps Creek, Penrith local government area.
- Development:** The Staged Development Application for the Oakdale South Industrial Estate comprised of:
- A Concept Proposal with:
 - 395,880 m² of GFA comprised of 376,295 m² of warehousing and 19,585 m² of ancillary office floor space;
 - six development precincts with a total of 15 building envelopes; and
 - conceptual lot layout, site levels, road layout, urban design controls, conceptual landscape designs and infrastructure arrangements.
 - A Stage 1 Development Application including:
 - staged subdivision;
 - construction of bulk and detailed earthworks;
 - construction of internal estate roads, water, sewer, telecommunications and gas infrastructure;
 - construction of stormwater management devices;
 - installation of estate landscaping; and
 - construction and operation of nine warehouse and distribution buildings across precincts 1, 4 and 5 as follows:

- Precinct 1: five warehouse buildings with a total GFA of 104,739 m²;
- Precinct 4: three warehouse buildings with a total GFA of 48,256 m²; and
- Precinct 5: one warehouse building with a GFA of 84,075 m².

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DEFINITIONS

Applicant	Goodman Property Services (Aust) Pty Ltd, its successors in title or any other person acting upon this consent
ARI	Average Recurrence Level
BCA	Building Code of Australia
CEMP	Construction Environmental Management Plan
Certifying Authority	Means a person who is authorised by or under section 109D of the <i>Environmental Planning and Assessment Act 1979</i> to issue certificates
Concept Proposal	The Concept Proposal comprised of 395,880 m ² of GFA with 376,295 m ² of warehousing and 19,585 m ² of ancillary office floor space, six development precincts with a total of 15 building envelopes, and conceptual lot layout, site levels, road layout, urban design controls, conceptual landscape designs and infrastructure arrangements.
Construction	The demolition of buildings or works, the carrying out of works, including bulk and detailed earthworks and erection of buildings and other infrastructure covered by this consent
Council	Penrith City Council
Day	The period from 7 am to 6 pm on Monday to Saturday, and 8 am to 6 pm on Sundays and Public Holidays
Department Development	Department of Planning and Environment The development as described in the EIS, RTS known as SSD 6917 for the Oakdale South Industrial Estate, approved by this Development Consent and as described in Schedule A
EEC	Endangered Ecological Communities
EIS	Environmental Impact Statement titled ' <i>Environmental Impact Statement, Oakdale South Estate - State Significant Development Application</i> ', prepared by Urban Advisory Services, dated 4 November 2015
EP&A Act	<i>Environmental Planning and Assessment Act 1979</i>
EPA	Environment Protection Authority
EPL	Environment Protection Licence under the <i>Protection of the Environment Operations Act 1997</i>
Evening	The period from 6 pm to 10 pm
Feasible	Feasible relates to engineering considerations and what is practical to build
GFA	Gross floor area
Heavy vehicle	Any vehicle with a gross vehicle mass of 5 tonnes or more
Heritage	Encompasses both Aboriginal and historic heritage including sites that predate European settlement, and a shared history since European settlement such as shared associations in pastoral landscapes as well as associations linked with the mission period
Heritage Item	An item as defined under the <i>Heritage Act 1977</i> , and assessed as being of local, State and/ or National heritage significance, and/or an Aboriginal Object or Aboriginal Place as defined under the <i>National Parks and Wildlife Act 1974</i>
Incident	A set of circumstances that: <ul style="list-style-type: none"> • causes or threatens to cause material harm to the environment; and/or • breaches or exceeds the limits or performance measures/criteria in this consent
INP	NSW Industrial Noise Policy, EPA 2000
Minister	Minister for Planning
Mitigation	Activities associated with reducing the impacts of the Development prior to or during those impacts occurring
NDA	Net Developable Area
Night	The period from 10 pm to 7 am on Monday to Saturday, and 10 pm to 8 am on Sundays and Public Holidays
OEH	Office of Environment and Heritage
Operation	Use of warehouse buildings for packing, loading and distribution of consumer goods
Penrith DCP	Penrith City Council's Development Control Plan 2014

POEO Act	<i>Protection of the Environment Operations Act 1997</i>
Reasonable	Reasonable relates to the application of judgement in arriving at a decision, taking into account: mitigation benefits, cost of mitigation versus benefits provided, community views and the nature and extent of potential improvements
Regulation, the	<i>Environmental Planning and Assessment Regulation 2000</i>
RMS	Roads and Maritime Services
RTS	Response to Submissions titled ' <i>Response to Submissions Oakdale South Estate, SSDA 15_6917</i> ', prepared by Urban Advisory Services, dated May 2016
Secretary	The Secretary of the Department of Planning and Environment, or nominee
Site	Land referred to in Schedule A
Stage 1 DA	The Stage 1 Development Application comprising staged subdivision, site wide bulk and detailed earthworks, construction of estate wide internal roads, water, sewer, telecommunications, gas, stormwater infrastructure, estate wide landscaping and construction and operation of nine warehouse and distribution buildings across precincts 1, 4 and 5.
TfNSW	Transport for New South Wales
Transmission towers	Two high voltage transmission towers (stanchions 11 and 12) located in TransGrid's transmission line easement within the site
VENM	Virgin Excavated Natural Material as defined in the <i>Protection of the Environment Operations Act 1997</i>
VPA	The Oakdale Central and Oakdale South, Horsley Park Voluntary Planning Agreement between the Minister for Planning, Goodman Property Services (Aust) Pty Ltd, BGAI 6 Pty Ltd, BGMG 8 Pty Ltd and BGAI 2 Pty Ltd executed on 12 March 2015

SCHEDULE B CONDITIONS OF CONSENT FOR CONCEPT PROPOSAL

DETERMINATION OF FUTURE DEVELOPMENT APPLICATIONS

- B1. In accordance with section 83B(3) of the EP&A Act, subsequent stages of the Development are to be subject of future Development Applications.
- B2. Future Development Applications are to be generally consistent with the terms of Development Consent SSD 6917 as described in Schedule A, and subject to the conditions in Schedules B to F.

STATUTORY REQUIREMENTS

- B3. The Applicant shall ensure that all licences, permits, and approvals/consents are obtained as required by law and maintained as required throughout the life of the Development. No condition of this consent removes the obligation for the Applicant to obtain, renew or comply with such licences, permits or approvals/consents.

TERMS OF CONSENT

- B4. The Applicant shall carry out the Development in accordance with the:
- (a) EIS and RTS;
 - (b) the letter titled '*Re: SSD6917 Oakdale South Industrial Estate, TransGrid Easement Flood Extents*', ref 14-193-ATL-TRANSGRID-L2, prepared by At&I, dated 18 May 2016 and all appendices;
 - (c) the Supplementary Response to Submissions titled '*Re: Oakdale South Estate SSDA_6917*' and all annexures, prepared by Urban Advisory Services, dated 12 July 2016;
 - (d) the letter report titled '*Oakdale South Estate, Operational Noise Contours, Adverse Weather Conditions*', prepared by SLR, dated 13 July 2016;
 - (e) the letter titled '*Re: Oakdale South Estate – State Significant Development Application Ref. 6917*' and all annexures, prepared by Urban Advisory Services, dated 8 September 2016;
 - (f) the development layout plans and drawings listed at **Appendix 1**; and
 - (g) the Management and Mitigation Measures (see **Appendix 3**).
- B5. If there is any inconsistency between the plans and documents referred to above, the most recent document shall prevail to the extent of the inconsistency. However, the conditions of this consent shall prevail to the extent of any inconsistency.
- B6. The Applicant shall comply with any reasonable requirement(s) of the Secretary arising from the Department's assessment of:
- (a) any reports, plans or correspondence that are submitted in accordance with this consent; and
 - (b) the implementation of any actions or measures contained within these reports, plans or correspondence.

MODIFICATIONS TO THE CONCEPT PROPOSAL

- B7. Within one month of the date of this consent, the Applicant shall submit revised Concept Proposal drawings to the Secretary for approval. The revised plans shall:
- (a) reflect the revised design of building 5A and the 30 metre earth bund wall along the segments of the southern property boundary located to the east and west of the TransGrid easement in drawings:
 - i) SKC241, issue P1, titled '*SSDA Layout Southern Boundary Plan Option A*', prepared by At&I, dated 2 September 2016;
 - ii) SKC246, issue P1, titled '*SSDA Layout Southern Boundary Plan*' prepared by At&I, dated 6 September 2016; and
 - iii) SKC247, issue P1, titled '*SSDA Layout Southern Boundary Sections*', prepared by At&I, dated 6 September 2016;

- (b) incorporate a minimum landscape setback of 10 m for the full length of the eastern property boundary of the Development;
- (c) reflect the changes to the alignment of Estate Road 3 on the following drawings submitted in Appendix B of the RTS:
 - i) SKC195 titled 'Jacfin Connection Plan', issue P1, prepared by At&I dated 19/4/2016; and
 - ii) SKC197 titled 'Amended Road 03 Layout SSDA', issue P1, prepared by At&I, dated 19/4/2016; and
- (d) be consistent with the maximum GFAs and balance of GFAs within each of the six development precincts approved by this consent.

Note: This condition does not pre-empt any connection to the adjacent Jacfin site.

LIMITS OF CONSENT

- B8. This consent shall lapse five (5) years from the date from which it operates; unless the Development associated with the Stage 1 DA has physically commenced on the land to which this consent applies before or on the date on which the consent would otherwise lapse under section 95 of the EP&A Act.
- B9. The following limits apply to the Concept Proposal for the Development:
- (a) the maximum GFA for the land uses in the Development shall not exceed the limits outlined in **Table 1** below;
 - (b) the access road to Precinct 6 through the TransGrid easement and the car park associated with building 6A in drawing OAK MP 02 (M), titled 'SSDA Masterplan' dated 18 April 2016 is not approved;
 - (c) no loading docks, delivery bays or heavy vehicle movements are permitted along the southern property boundary; and
 - (d) the loading dock, heavy vehicle route and associated hardstand along the southern elevation of building 5A are not approved.

Table 1: GFA Maximum for Concept Proposal

Land Use	Maximum GFA (m ²)
Total General Warehousing	376,295
Total Office	19,585
Total GFA	395,880

- B10. The Applicant shall ensure the Development is consistent with the development controls in **Table 2** below:

Table 2: Development Controls

Development Aspect	Control
Southern Link Road Setback	20 m
Internal Estate Roads Setback	7.5 m
Rear and side boundary setbacks to development adjacent to the Oakdale South Estate, excluding the southern property boundary	5 m
Boundary setbacks along the southern property boundary of the Oakdale South Estate	30 m
Side boundary setbacks within the Oakdale South Estate	0 m, subject to compliance with fire rating requirements
Height	15 m
Minimum lot size	5,000 m ²
Minimum frontage	40 m (excluding cul-de-sacs) 35 m minimum lot width at the building line.
Site coverage	Maximum of 65 per cent

Note: The site coverage control excludes building awnings.

- B11. Notwithstanding the controls listed in Table 2 in Condition B10 above, no warehouse building in Precinct 4, 5 or 6 shall exceed a ridgeline height of 13.7 m.
- B12. The Applicant shall lodge the proposed revisions to the Penrith Development Control Plan 2014 (Penrith DCP), included within the RTS and as amended by the limits of this Development Consent to Council within 6 months of the date of this Development Consent.
- B13. A maximum of one illuminated sign is permitted on each elevation of each warehouse building. All illuminated signage shall be orientated away from residential receivers.
- B14. Underground car parking is not permitted on-site.
- B15. The Applicant shall provide bicycle racks, and amenity and change room facilities for cyclists in accordance with *Planning Guidelines for Walking and Cycling* (December, 2004), NSW Department of Infrastructure, Planning and Natural Resources; Roads and Traffic Authority.

LEGAL NOTICES

- B16. Any advice or notice to the consent authority shall be served on the Secretary.

SUSTAINABILITY MANAGEMENT

- B17. Prior to the issue of a Construction Certificate for the first warehouse building in Stage 1, the Applicant shall submit a **Sustainability Strategy** for the Development to the Secretary for approval. The strategy shall:
- detail which ESD initiatives and energy efficiency measures outlined in the Sustainability Report prepared by SLR, revision 3, dated 16 September 2015 will be implemented on-site;
 - confirm whether the rainwater harvesting measures identified in the *Civil, Stormwater and Infrastructure Services Strategy*, rev 5, report no 14-193-R001, prepared by At&, dated September 2015 and letter titled 'SSD 6917 Oakdale South Industrial Estate, WSUD', ref: 14-193-ATL-L003, prepared by At&I, dated 18 April 2016 will be implemented on-site;
 - identify the total greenhouse gas savings estimated to be achieved in comparison to a base case development (i.e. a development constructed in accordance with the minimum requirements of Section J of the BCA) if the measures proposed under the Sustainability Strategy are implemented; and
 - include a calculation of water requirements and measures incorporated to reduce water use.

NOISE LIMITS

- B18. The Applicant shall ensure the Development does not exceed the noise limits provided in **Table 3** below and the receiver locations (L1, L2 and L3 shown in **Appendix 4**):

Table 3: Project Specific Noise Limits dB(A)

Location	Day	Evening	Night	
	L _{Aeq} (15 minute)	L _{Aeq} (15 minute)	L _{Aeq} (15 minute)	L _{A1} (1 minute)
L1 North of Warragamba Pipeline	37	37	37	47
L2 Horsley Park	39	39	39	49
L3 Kemp's Creek, Mt Vernon, Jacfin and Capitol Hill	40	40	40	48

Note: Noise generated by the Development is to be measured in accordance with the relevant procedures and exemptions (including certain meteorological conditions) of the NSW Industrial Noise Policy.

SCHEDULE C CONDITIONS TO BE MET IN FUTURE DEVELOPMENT APPLICATIONS

DEVELOPMENT CONTRIBUTIONS

- C1. Future Development Applications shall identify whether the provisions of Council's 94 Contributions Plan or any voluntary planning agreement(s) apply to the site.

ECOLOGICALLY SUSTAINABLE DEVELOPMENT

- C2. Future development applications shall demonstrate how the Development incorporates the principles of ESD in the design, construction and on-going operation of the Development.

SUSTAINABILITY MANAGEMENT PLAN

- C3. Future Development Applications must demonstrate compliance with the Sustainability Strategy approved under Condition B17.

TRAFFIC AND ACCESS

- C4. Future Development Applications shall be accompanied by a detailed assessment of the traffic, and transport impacts on the surrounding road network and intersection capacity, and shall detail provisions demonstrating that sufficient loading/unloading, access and car parking has been provided having regard to the car parking rates approved under Condition C5 below, and details to promote non-car travel modes. The traffic and transport impact assessment shall also have specific regard to the scope and timing of road infrastructure works in the surrounding road network.
- C5. Car parking shall be provided in accordance with the following rates, unless evidence is provided in accordance with Part C10, section 10.5.1, C1) f) of the Penrith DCP:
- (a) 1 space per 300 m² of warehouse GFA;
 - (b) 1 space per 40 m² of office GFA; and
 - (c) 2 disabled spaces for every 100 car parking spaces.
- C6. To ensure that potential conflicts between heavy vehicles and light vehicles are minimised, future Development Applications shall include details demonstrating satisfactory arrangements have been made to separate heavy and light vehicle movements.
- C7. To ensure that sustainable transport modes are supported, all future Development Applications proposing the construction of new warehouse buildings shall include a **Sustainable Travel Plan**. All Sustainable Travel Plans shall identify the pedestrian and cyclist facilities proposed to service the proposed warehouse buildings.

BUSHFIRE PROTECTION

- C8. Future Development Applications for warehouse buildings shall demonstrate compliance with the relevant provisions of *Planning for Bushfire Protection (PBP)* and the asset protection zones recommended in the *Oakdale South Estate Bushfire Protection Assessment*, prepared by Australian Bushfire Protection Planners Pty Ltd, dated July 2015.
- C9. Future Development Applications for warehouse buildings 3A, 3C, 6A and 6B shall demonstrate compliance with *Bushfire Construction Standard - A.S. 3959 - 2009* as recommended in the *Oakdale South Estate Bushfire Protection Assessment*, prepared by Australian Bushfire Protection Planners Pty Ltd, dated July 2015.
- C10. Future Development Applications for the construction of buildings shall demonstrate compliance with the BCA, as relevant.

NOISE AND VIBRATION

- C11. Future Development Applications shall include a noise assessment identifying the noise and vibration impacts associated with the construction and operation of future warehouse buildings. The assessment must also identify whether appropriate acoustic amenity can be achieved at surrounding sensitive receivers and identify all mitigation measures, such as noise barriers, necessary to achieve compliance with the requirements of the project specific noise levels identified in Condition B18.

WASTE

- C12. Future Development Applications shall include a **Waste Management Plan** prepared in accordance with the with the EPA's *Waste Classification Guidelines* (DECCW, 2009).

OUTDOOR LIGHTING

- C13. Future Development Applications are to ensure compliance with *AS/N21158.3:1999 Pedestrian Area (Category P) Lighting* and *A54282: 1997 Control of Obtrusive Effects of Outdoor Lighting*.

SIGNAGE

- C14. Future Development Applications shall include details of any external advertising signage and demonstrate compliance with the requirements of Condition B13 and *State Environmental Planning Policy No. 64 - Advertising and Signage*.

REFLECTIVITY

- C15. The visible light reflectivity from building materials used in the façades of the buildings shall not exceed 20 per cent and shall be designed so as to minimise glare. A report demonstrating compliance with these requirements is to be submitted to the satisfaction of the Certifying Authority for each future warehouse building prior to the issue of the relevant Construction Certificate.

ROAD UPGRADES

- C16. Future Development Applications shall identify whether any road upgrades are required as a result of the development works.

STORMWATER MANAGEMENT

- C17. All future Development Applications shall demonstrate that the design of the warehouse buildings, plant and equipment and hardstand areas are consistent with the:
- Civil, Stormwater and Infrastructure Services Strategy*, rev 5, report no 14-193-R001, prepared by At&, dated September 2015;
 - Flood Impact Assessment: Oakdale South Industrial Estate*, ref: 59915094, prepared by Cardno, dated 16 September 2015; and
 - Letter report titled '*SSD6917 Oakdale South Industrial Estate, TransGrid Easement Flooding*', prepared by At&, ref: 14-193-ATL-L004, dated 18 April 2016 and all appendices.

SALINITY

- C18. As part of future Development Applications, the Applicant shall implement the recommendations outlined in the Salinity Management Plan prepared by Pells Sullivan Meynink, reference PSM1541-113L Rev 3, dated 9 September 2015.

TRANSMISSION LINE EASEMENT

- C19. As part of future Development Applications for the warehouse buildings located in Precincts 3 and 6, the Applicant shall demonstrate that the design of the warehouse buildings and hardstand allows accumulated stormwater to drain away from the TransGrid easement.

SCHEDULE D
CONDITIONS OF CONSENT FOR THE STAGE 1 DA

OBLIGATION TO MINIMISE HARM TO THE ENVIRONMENT

- D1. In addition to meeting the specific performance criteria established under this consent, the Applicant shall implement all reasonable and feasible measures to prevent and/or minimise any harm to the environment that may result from the Development.

DEVELOPMENT DESCRIPTION

- D2. Development Consent is granted to the 'Stage 1 works' as described in Schedule A and the EIS, as amended by the RTS and the conditions contained in this Development Consent.

DEVELOPMENT IN ACCORDANCE WITH PLANS AND DOCUMENTS

- D3. The Applicant shall carry out the Development in accordance with the:
- (a) EIS and RTS;
 - (b) the letter titled '*Re: SSD6917 Oakdale South Industrial Estate, TransGrid Easement Flood Extents*', ref 14-193-ATL-TRANSGRID-L2, prepared by At&I, dated 18 May 2016 and all appendices;
 - (c) the Supplementary Response to Submissions titled '*Re: Oakdale South Estate SSDA_6917*' prepared by Urban Advisory Services, dated 12 July 2016;
 - (d) the letter report titled '*Oakdale South Estate, Operational Noise Contours, Adverse Weather Conditions*', prepared by SLR, dated 13 July 2016;
 - (e) the letter titled '*Re: Oakdale South Estate – State Significant Development Application Ref. 6917*' and all annexures, prepared by Urban Advisory Services, dated 8 September 2016;
 - (f) drawings listed at **Appendix 2**; and
 - (g) the Management and Mitigation Measures (see **Appendix 3**).
- D4. If there is any inconsistency between the plans and documentation referred to above, the most recent document shall prevail to the extent of the inconsistency. However, the conditions of this consent prevail to the extent of any inconsistency.
- D5. The Applicant shall comply with any reasonable requirement(s) of the Secretary arising from the Department's assessment of:
- (a) any reports, plans or correspondence that are submitted in accordance with this consent; and
 - (b) the implementation of any actions or measures contained within these documents.
- D6. Within one month of the date of this consent, the Applicant shall submit revised architectural plans for the Stage 1 DA to the satisfaction of the Secretary. The revised plans shall:
- (a) be consistent earth bund wall along the southern property boundary and the revised design of building 5A as shown in the plans accompanying the letter titled '*Re: Oakdale South Estate – State Significant Development Application Ref. 6917*', prepared by Urban Advisory Services dated 8 September 2016; and
 - (b) be consistent with the maximum GFAs listed in Table 4 of this consent.

LIMITS OF CONSENT FOR STAGE 1

- D7. This consent lapses five (5) years after the date of determination, unless the Development has physically commenced on the land to which the consent applies before the date on which the consent would otherwise lapse under section 95 of the EP&A Act.
- D8. No building in Precincts 4 or 5 shall exceed a ridgeline height of 13.7 m.
- D9. This consent grants approval for the maximum GFAs for Precincts 1, 4 and 5 as detailed in **Table 4** below:

Table 4: Maximum GFAs approved under Stage 1

Precinct	Land Use	Maximum Total GFA (m ²)
Precinct 1		
Lot 1A		21,949
Lot 1B		24,799
Lot 1C		28,108
Lot 1D		29,883
TOTAL		104,739
Precinct 4		
Lot 4A		16,676
Lot 4B		12,956
Lot 4C		18,624
TOTAL		48,256
Precinct 5		
Lot 5A		84,075
TOTAL		84,075
Stage 1 GFA	Warehousing	224,135
	Office	12,935
TOTAL STAGE 1 GFA		237,070

Note: Lot 1A contains two separate warehouse buildings.

PRESCRIBED CONDITIONS

D10. The Applicant shall comply with all relevant prescribed conditions of Development Consent under Part 6, Division 8A of the Regulation.

STAGING

D11. The Applicant may elect to construct and/ or operate the Development in stages. Where staging is proposed, the Applicant shall submit a **Staging Report** to the Secretary prior to the commencement of the first proposed stage. The Staging Report shall provide details of:

- (a) how the Development would be staged, including general details of work activities associated with each stage and the general timing of when each stage would commence; and
- (b) details of the relevant conditions of consent, which would apply to each stage and how these shall be complied with across and between the stages of the Development.

Where staging of the Development is proposed, these conditions of consent are only required to be complied with at the relevant time and to the extent that they are relevant to the specific stage(s).

Note: These conditions do not relate to staged development within the meaning of section 83B.

STAGED SUBMISSION OF PLANS OR PROGRAMS

D12. With the approval of the Secretary, the Applicant may:

- (a) submit any strategy, plan or program required by this consent on a progressive basis; and/or
- (b) combine any strategy, plan or program required by this consent.

D13. If the submission of any strategy, plan or program is to be staged, then the relevant strategy, plan or program must clearly describe the specific stage to which the strategy, plan or program applies, the relationship of the stage to any future stages and the trigger for updating the strategy, plan or program. A clear relationship between the strategy, plan or program that is to be combined must be demonstrated.

EVIDENCE OF CONSULTATION

- D14. Where consultation with any public authority is required by the conditions of this consent, the Applicant shall:
- (a) consult with the relevant public authority prior to submitting the required documentation to the Secretary, where required;
 - (b) submit evidence of this consultation as part of the relevant documentation required by the conditions of this consent to the Secretary; and
 - (c) include the details of any outstanding issues following this consultation upon submitting any documentation required by the conditions of this consent.

DISPUTE RESOLUTION

- D15. In the event that a dispute arises between the Applicant and Council or a public authority, in relation to an applicable requirement in this consent or relevant matter relating to the Development, either party may refer the matter to the Secretary for resolution. The Secretary's determination of any such dispute shall be final and binding on the parties.

EASEMENTS

- D16. The creation of easements for services, rights of carriageway and restrictions as to user are applicable under section 88E of the *Conveyancing Act 1919*, including (but not limited to) the following:
- (a) easements for sewer, water supply and drainage over all public services/infrastructure on private property;
 - (b) drainage easements are to be placed over all subsurface drains and inter allotment drainage, benefiting and burdening the property owners;
 - (c) maintenance of the subsurface drains is to be included in the 88E Instrument;
 - (d) restriction as to user and positive covenant relating to the:
 - (i) on-site detention system/s;
 - (ii) stormwater pre-treatment system/s; and
 - (iii) overland flow path works;
 - (e) a restriction to user for each lot requiring that at the commencement of building works, and in perpetuity, each affected lot shall be managed, in accordance with the drawing OAK MP 13 (C) titled '*Fire Protection Plan*', prepared by SBA Architects, dated 4 September 2015, to be endorsed by Fire and Rescue NSW and approved by the Secretary prior to issue of the Construction Certificate for Stage 1.

Any section 88E Instrument creating restrictions as to user, rights of carriageway or easements which benefit Council shall contain a provision enabling such restrictions, easements or rights of way to be revoked, varied or modified only with the consent of Council.

STATUTORY REQUIREMENTS

- D17. The Applicant shall ensure that all necessary licences, permits and approvals are obtained and kept up-to-date as required throughout the life of the Development. No condition of this consent removes the obligation for the Applicant to obtain, renew or comply with such licences, permits or approvals.

CONSTRUCTION CERTIFICATE REQUIRED

- D18. Prior to the commencement of any building and/or construction works, the Applicant must obtain a Construction Certificate from the Certifying Authority.

STRUCTURAL ADEQUACY AND CERTIFICATION

- D19. The Applicant shall ensure that:
- (a) all new buildings and structures, and any alterations or additional to existing buildings and structures are constructed in accordance with the relevant requirements of the BCA; and

- (b) structural certification, from a suitably qualified engineer is provided for all structures, box culverts and pits greater than two metres in depth.

D20. Under Part 4A of the EP&A Act, the Applicant is required to obtain construction and occupation certificates for the proposed building works. Part 8 of the Regulation sets out the requirements for the certification of the Development.

UTILITIES AND SERVICES

D21. Prior to the construction of any utility works associated with the Development, the Applicant shall:

- (a) obtain relevant approvals from service providers; and
- (b) obtain written approval from Council prior to installing any utility lead in services within a public road within the Development site.

D22. Prior to the operation of the Development, the Applicant shall obtain a compliance certificate for water and sewerage infrastructure servicing of the site from Sydney Water Corporation under Section 73 of the *Sydney Water Act 1994*.

PROTECTION OF PUBLIC INFRASTRUCTURE

D23. Prior to the commencement of construction, the Applicant shall:

- (a) prepare a dilapidation report of the public infrastructure in the vicinity of the site (including roads, gutters and footpaths); and
- (b) submit a copy of this report to the Secretary and Council.

D24. The Applicant shall:

- (a) repair, or pay the full costs associated with repairing any public infrastructure that is damaged by the Development; and
- (b) relocate, or pay the full costs associated with relocating any infrastructure that needs to be relocated as a result of the Development.

COMPLIANCE

D25. The Applicant shall ensure that employees, contractors and sub-contractors are aware of, and comply with, the conditions of this consent relevant to their respective activities.

D26. The Applicant shall be responsible for any environmental impacts resulting from the actions of all persons that it invites onto the site, including contractors, sub-contractors and visitors.

OPERATION OF PLANT AND EQUIPMENT

D27. The Applicant shall ensure that all plant and equipment used for the Development is:

- (a) maintained in a proper and efficient condition; and
- (b) operated in a proper and efficient manner.

D28. The Applicant shall not operate any mobile plant and equipment which exceeds a height of 4.2 metres within the TransGrid transmission line easement. All construction plant and equipment that will operate within the transmission line easement shall be fitted with an earthing trail.

DEVELOPER CONTRIBUTIONS

D29. The Applicant shall provide all monetary contributions and/or works-in-kind under section 94EF of the EP&A Act, in accordance with the Voluntary Planning Agreement entered into between the Minister for Planning and Goodman Property Services (Aust) Pty Ltd, BGAI 6 Pty Ltd, BGMG 8 Pty Ltd, and BGAI 2 Pty Limited and executed on 12 March 2015 (VPA), as varied by the deed of variation referred to in condition D30 and as attached at Appendix 5.

D30. Within 30 Business Days of the date this Development Consent is approved, the Applicant must enter into a deed of variation with the Minister to vary the terms of the planning agreement

executed on 12 March 2015 by the Minister for Planning ABN 38 755 709 681, Goodman Property Services (Aust) Pty Ltd ACN 088 981 793, BGAI 6 Pty Ltd ACN 128 775 799, BGMG 8 Pty Ltd ACN 161 602 768 and BGAI 2 Pty Limited ACN 120 605 718 under section 93F of the *Environmental Planning and Assessment Act 1979*. The deed of variation must be in the terms of the written offer made by the Applicant to the Minister dated 12 September 2016, in connection with SSD 6917 and as attached at Appendix 5.

SUBDIVISION

D31. The Applicant shall subdivide the site generally in accordance with the subdivision plan OAK MP 06 (G) titled '*Indicative Ultimate Lot Layout*', prepared by SBA Architects, dated 18/05/2016.

SCHEDULE E ENVIRONMENTAL PERFORMANCE AND MANAGEMENT

TRAFFIC AND ACCESS

Construction Traffic Management Plan

- E1. Prior to the commencement of construction, the Applicant shall prepare a **Construction Traffic Management Plan** (CTMP) for the Development to describe the management of traffic and access arrangements during construction. The CTMP shall at a minimum:
- (a) be prepared by a suitably qualified and experienced expert;
 - (b) be prepared in consultation with RMS, TransGrid and Council;
 - (c) be approved by the Secretary prior to the commencement of construction;
 - (d) detail the number and frequency of truck movements, size of trucks, vehicle routes and hours of construction;
 - (e) provide the estimated duration and staging of construction works;
 - (f) detail the access and parking arrangements for construction vehicles to ensure road and site safety, and demonstrate that there will be no queuing on the public road network;
 - (g) demonstrate how construction will be managed to ensure TransGrid can safely operate and maintain its transmission towers;
 - (h) outline when and where temporary traffic barriers will be erected to ensure the construction works will not affect the integrity TransGrid's transmission towers;
 - (i) demonstrate that access to private property will be maintained at all times; and
 - (j) include a Driver Code of Conduct that details traffic management measures to be implemented during construction and operation to:
 - (i) minimise the impacts of the Development on the local and regional road network;
 - (ii) minimise conflicts with other road users; and
 - (iii) ensure truck drivers use the specified routes.
- E2. The CTMP must be implemented for the full duration of the construction works.

Operational Traffic Management Plan

- E3. Prior to the issue of an Occupation Certificate for each building, the Applicant shall prepare and submit an **Operational Traffic Management Plan** (OTMP) for the development in consultation with Council and TfNSW, to the Secretary for approval. The OTMP must at a minimum:
- (a) be prepared by a suitably qualified and experienced expert;
 - (b) estimate the numbers and frequency of truck movements, sizes of trucks, vehicle routes and hours of operation;
 - (c) detail the access and parking arrangements for operational vehicles to ensure road and site safety, and demonstrate that there will be no queuing on the public road network;
 - (d) include detail of proposed truck parking to ensure this is managed in an orderly manner; and
 - (e) include a Driver Code of Conduct that details traffic management measures to be implemented during operation to:
 - (i) minimise impacts of the development on the local and regional road network;
 - (ii) minimise conflicts with other road users;
 - (iii) ensure truck drivers use specified routes and minimise traffic noise during night-time hours; and
 - (iv) manage/control pedestrian movements.
- E4. The Applicant must ensure that the OTMP (as revised and approved by the Secretary from time to time) is implemented for the life of the development.

Parking Provision

- E5. The Applicant shall provide a minimum of 1,256 on-site car parking spaces (including at least 26 spaces for people with disabilities at a rate of two per 100 parking spaces) for use during operation of the Development, distributed as shown in **Table 5** below.

Table 5: Precinct Car Parking Provisions for Stage 1

Precinct	Building	Minimum Car Parking Requirements
1	A	128
	B	143
	C	157
	D	169
4	A	122
	B	71
	C	140
5	A	326
TOTAL		1,256

Operating Conditions

- E6. The Applicant shall ensure that:
- all trucks entering or leaving the site with loads have their loads covered; and
 - trucks associated with the Development do not track dirt onto the public road network.

Driveways and Retaining Walls

- E7. As part of the relevant Construction Certificate for each warehouse building, the Applicant shall demonstrate that:
- no driveways associated with warehousing and distribution buildings, water tanks and pump stations are located within the E2 zone; and
 - all retaining walls are wholly located within private property and do not encroach into the road reserves.

Internal Roads, Queuing and Parking

- E8. The Applicant shall ensure that:
- internal roads, driveways and parking associated with the Development are constructed and maintained in accordance with the relevant standards and the latest versions of AS 2890.1, AS 2890.2 and AS/NZS 2890.6;
 - the swept path of the longest vehicle entering and exiting the site, as well as manoeuvrability through the site, must be in accordance with *AUSTROADS Design Vehicles and Turning Path Templates*;
 - the Development does not result in any vehicles queuing on the public road network;
 - heavy vehicles associated with the Development do not park or stand on local roads or footpaths in the vicinity of the site;
 - all vehicles are wholly contained on-site before being required to stop;
 - all vehicles enter and exit the site in a forward direction;
 - all loading and unloading of materials is carried out on-site; and
 - the loading areas and turning areas in the car park are kept clear of any obstacles, including parked vehicles, at all times.
- E9. The Applicant shall provide bicycle racks, and amenity and change room facilities for cyclists in accordance with *Planning Guidelines for Walking and Cycling* (December 2004), NSW Department of Infrastructure, Planning and Natural Resources; Roads and Traffic Authority.

Roads Act Approval

- E10. Prior to the commencement of construction works for any estate road(s) that connects to the existing public road network, the Applicant shall obtain approval for the works under section 138 of the *Roads Act 1993*.

Road Design

E11. Final road design plans shall be prepared by a qualified practicing Civil Engineer and submitted to the satisfaction of Council prior to the commencement of construction of the estate roads. The road design plans shall demonstrate compliance with Council's engineering standards.

Dedication - Internal Access Roads

E12. Following the issue of a Subdivision Certificate, the internal access roads shall be dedicated to the relevant roads authority. Prior to any dedication, the Applicant shall ensure that the construction of the internal access roads have been completed to the satisfaction of the relevant roads authority. Despite any formal dedication, the Applicant shall remain responsible for the maintenance of the road for the duration of the maintenance period, being 12 month from the date of dedication of the road to the roads authority.

WATER

Stormwater

E13. Prior to the commencement of construction, the Applicant shall prepare a **Stormwater Management Plan (SMP)** to the satisfaction of the Secretary. The SMP shall:

- (a) be prepared by a suitably qualified engineer prior to the commencement of the relevant works in consultation with Council;
- (b) be prepared generally in accordance with the:
 - (i) Penrith DCP - C3 Water Management;
 - (ii) Council's *Water Sensitive Urban Design (WSUD) Policy*;
 - (iii) Council's engineering design guidelines;
 - (iv) *Civil, Stormwater and Infrastructure Services Strategy*, rev 5, report no 14-193-R001, prepared by At&, dated September 2015;
 - (v) *Flood Impact Assessment: Oakdale South Industrial Estate*, ref: 59915094, prepared by Cardno, dated 16 September 2015;
 - (vi) Letter report titled '*SSD6917 Oakdale South Industrial Estate, TransGrid Easement Flooding*', prepared by At&, ref: 14-193-ATL-L004, dated 18 April 2016 and all appendices; and
 - (vii) OEH's *Managing Urban Stormwater: Soils and Construction Guideline*;
- (c) identify all building and roadworks to be constructed relevant to the Construction Certificate that the works relate to;
- (d) incorporate design plans and accompanying design notes, including any rainwater harvesting;
- (e) incorporate bio-swales, gross pollutant traps and stormwater pollutant filters;
- (f) describe the measures that would be implemented to maintain this infrastructure during the life of the Development, including:
 - (i) a program for maintenance and monitoring to ensure stormwater quantity and quality is maintained, and detail the procedures to be undertaken if any non-compliance is detected; and
 - (ii) all contractor's cleaning reports or certificates that will be provided to Council over the life of the Development; and
- (g) ensure all selected and maintained to ensure compliance with the pollutant removal targets in Part C3 – Water Management of the Penrith DCP.

E14. The Applicant shall carry out the Development in accordance with the SMP as approved by the Secretary (and as revised and approved by the Secretary from time to time), unless otherwise agreed by the Secretary.

E15. Whilst bulk and detailed earthworks are occurring on site, the Applicant shall ensure all bio-retention basins are utilised as temporary sediment control basins. The bio-retention basins shall not be converted into the final/ultimate basins until such time as all building and construction works within the relevant stage shown in drawing OAK MP 09 (F) titled '*Infrastructure Staging Plan (Indicative)*', prepared by SBA architects, dated 18 April 2016 are 90 per cent complete and the area within the relevant stage is stabilised.

- E16. The Applicant shall ensure that all temporary and permanent bio-retention basins, inclusive of the weir and berm levels, are located above the 100 year Average Recurrence Interval (ARI) flood level.
- E17. The Applicant shall ensure that any batter slopes or batter slopes of bio-retention basins steeper than 1 in 5 are vegetated. Where there are any non-vegetated batter slopes steeper than 1 in 5, the Applicant shall design the batter slopes to the satisfaction of Council.
- E18. Prior to the issue of any Construction Certificate for bulk or detailed earthworks, the Applicant shall provide the MUSIC modelling for the Development to Council.
- E19. The Applicant shall provide a 3 m wide access track around all stormwater basins to permit maintenance.
- E20. The Applicant shall maintain all bio-retention basins on-site in perpetuity.

Works-as-Executed Drawings – Stormwater Drainage

- E21. On completion of the drainage works for each Lot under the Stage 1 DA, and prior to operation of any warehouse building, works-as-executed (WAE) plans certified by a Registered Surveyor shall be submitted to Council and the Department demonstrating that the drainage works have been completed in accordance with the approved plans. All relevant details are to be on the WAE plans and shall be marked in red on a copy of the original plan approved at the Construction Certificate stage.

Flooding

- E22. All finished floor levels shall achieve a minimum 500 mm freeboard from the 100 year ARI flood level.

SOILS

Imported Soil

- E23. Prior to commencing bulk earthworks, the Applicant shall prepare and submit a **Fill Importation Protocol**. The Protocol shall:
- (a) be prepared in consultation with Council; and
 - (b) ensure that any material imported and used as fill on the site:
 - (i) is VENM as defined in Schedule 1 of the POEO Act; or
 - (ii) meets the requirements of the EPA's *Excavated Natural Material Order 2014*, under the *Protection of the Environment Operations (Waste) Regulation 2014*.
- E24. The Applicant shall implement the Fill Importation Protocol approved under Condition E23 for the duration of bulk and detailed earthworks, and shall:
- (a) keep accurate records of the volume and type of fill to be used; and
 - (b) make these records available to the Secretary upon request.

Erosion and Sediment Control

- E25. During construction works, the Applicant shall implement and maintain best practice erosion and sediment control measures on-site, in accordance with the relevant requirements in the latest version of the *Managing Urban Stormwater: Soils and Construction Guideline* (Landcom).

Salinity

- E26. During construction works, the Applicant shall implement the recommendations outlined in the Salinity Management Plan prepared by Pells Sullivan Meynink, reference PSM1541-113L Rev 3, dated 9 September 2015.

NOISE AND VIBRATION

Construction Noise and Vibration

- E27. Construction activities associated with the Development shall be undertaken during the following hours:
- (a) 7:00 am to 6:00 pm Mondays to Fridays, inclusive; and
 - (b) 8:00 am to 1:00 pm Saturdays; and
 - (c) at no time on Sundays or public holidays.
- E28. Construction works outside of the standard construction hours identified in Condition E27 may be undertaken in the following circumstances:
- (a) construction works that generate noise that is:
 - (i) no more than 5 dB(A) above rating background level at any residence in accordance with the *Interim Construction Noise Guideline* (Department of Environment and Climate Change, 2009); and
 - (ii) no more than the noise management levels specified in Table 3 of the *Interim Construction Noise Guideline* (Department of Environment and Climate Change, 2009) at other sensitive receivers; or
 - (b) for the delivery of materials required outside these hours by the NSW Police Force or other authorities for safety reasons; or
 - (c) where it is required in an emergency to avoid the loss of lives, property and/or to prevent environmental harm; or
 - (d) works approved through an EPL, or by the Secretary; or
 - (e) works as approved through the out-of-hours work protocol outlined in the CEMP as required by Condition F1.
- E29. Activities resulting in impulsive or tonal noise emission (such as rock breaking, rock hammering, pile driving) shall only be undertaken:
- (a) between the hours of 8:00 am to 5:00 pm Monday to Friday;
 - (b) between the hours of 8:00 am to 1:00 pm Saturday; and
 - (c) in continuous blocks not exceeding three hours each with a minimum respite from those activities and works of not less than one hour between each block.

For the purposes of this condition 'continuous' includes any period during which there is less than a one hour respite between ceasing and recommencing any of the work the subject of this condition.

- E30. The Development shall be constructed with the aim of achieving the following construction vibration goals:
- (a) for structural damage, the vibration limits set out in the German Standard *DIN 4150-3: Structural Vibration - effects of vibration on structures*; and
 - (b) for human exposure, the acceptable vibration values set out in the *Environmental Noise Management Assessing Vibration: A Technical Guideline* (Department of Environment and Conservation, 2006).
- E31. Wherever practical, piling activities must be undertaken using quieter alternative methods than impact or percussion piling, such as bored piles or vibrated piles.
- E32. Where feasible and reasonable, noise mitigation measures shall be implemented at the start of construction (or at other times during construction) to minimise construction noise impacts.

Construction Noise Limits

- E33. The Development shall be constructed with the aim of achieving the construction noise management levels detailed in the *Interim Construction Noise Guideline* (Department of Environment and Climate Change, 2009). All feasible and reasonable noise mitigation measures shall be implemented and any activities that could exceed the construction noise management levels shall be identified and managed in accordance with the management and mitigation measures in the RTS.

Note: The Interim Construction Noise Guideline identifies 'particularly annoying' activities that require the addition of 5dB(A) to the predicted level before comparing to the construction NML.

Construction Noise Management Plan

- E34. The Applicant shall prepare a **Construction Noise Management Plan (CNMP)** for the Development to manage high noise generating works. The CNMP shall:
- be prepared by a suitably qualified and experienced noise expert;
 - be approved by the Secretary prior to the commencement of construction;
 - describe procedures for achieving the noise management levels in the EPA's *Interim Construction Noise Guideline 2009*;
 - describe the measures to be implemented to manage high noise generating works such as piling, in close proximity to sensitive receivers;
 - include strategies that have been developed with the community for managing high noise generating works;
 - describe the community consultation undertaken to develop the strategies in e) above; and
 - include a complaints management system that would be implemented for the duration of the Development.

Operational Noise Limits

- E35. The Applicant shall ensure that the noise generated by the operation of the Development does not exceed the noise limits set out in **Table 6** below.

Table 6: Maximum Allowable Operational Noise Limits

Location	Day	Evening	Night	
	L _{Aeq} (15 minute)	L _{Aeq} (15 minute)	L _{Aeq} (15 minute)	L _{A1} (1 minute)
L1 North of Warragamba Pipeline	37	37	37	47
L2 Horsley Park	39	39	39	49
L3 Kemps Creek, Mt Vernon, Jacfin and Capitol Hill	40	40	40	48

Note: Noise generated by the Development is to be measured in accordance with the relevant procedures and exemptions (including certain meteorological conditions) of the NSW Industrial Noise Policy.

Noise Walls

- E36. The Applicant shall construct the noise walls shown in the RTS, prior to the commencement of operation of any part of the Development.

Note: If construction of noise walls is to be staged, the Applicant shall submit a noise verification study to the satisfaction of the Secretary to demonstrate that the Development will comply with the noise limits in Condition E35 at all times.

Noise Verification – External Mechanical Plant

- E37. Prior to the construction of each warehouse building containing external mechanical plant, the Applicant shall prepare a **Noise Validation Report (NVR)** to demonstrate that operation of the mechanical plant meets the noise limits in Condition E35. The NVR shall:
- be prepared by an appropriately qualified and experienced noise expert;
 - be approved by the Secretary, prior to the installation of any external mechanical plant;
 - demonstrate that the location, design and operation of external mechanical plant would achieve the noise limits in Condition E35;
 - describe any acoustic treatments required to ensure compliance with the noise limits in Condition E35; and
 - if necessary, recommend, prioritise and implement measures to improve noise controls on-site to ensure the Development meets relevant criteria and protects off-site receivers from excess noise.

Noise Management

- E38. The Applicant shall:
- (a) implement best management practice, including all reasonable and feasible measures to prevent and minimise noise and vibration during construction and operation of the Development (including low frequency noise and traffic noise);
 - (b) minimise the noise impacts of the Development during adverse meteorological conditions when noise criteria do not apply;
 - (c) maintain the effectiveness of any noise suppression equipment on plant at all times and ensure defective plant is not used operationally until fully repaired; and
 - (d) regularly assess noise monitoring data and relocate, modify and/or stop operations to ensure compliance with the relevant conditions of this consent.

ABORIGINAL HERITAGE

- E39. In the event that impacts to Aboriginal Heritage Information Management System (AHIMS) sites 45-5-4528 (Oakdale South AS 3) and 45-5-4529 (Oakdale South AS 4) cannot be avoided, the Applicant shall undertake a salvage excavation prior to the commencement of bulk earthworks at the two AHIMS sites. In undertaking the salvage excavation, the Applicant shall prepare a salvage excavation methodology in consultation with the OEH and Aboriginal stakeholder groups.
- E40. The Applicant shall provide a copy of the final excavation report(s) required under Condition E39 to the Secretary and Council.
- E41. If any Aboriginal archaeological objects are uncovered which were not previously identified in the *Archaeological Test Excavation Report*, prepared by Artefact Heritage and dated September 2015 during construction works, the Applicant shall cease works immediately and notify the OEH and obtain any necessary approvals to continue the works. The Applicant shall comply with any request made by the OEH to cease works for the purpose of archaeological recording.

EUROPEAN HERITAGE

Archaeological Salvage

- E42. Prior to the commencement of bulk earthworks in Precinct 1, the Applicant shall:
- (a) submit an amended Archaeological Research Design and Excavation Methodology to take into account the potential State significant archaeology on-site to the satisfaction of the Heritage Council;
 - (b) nominate an Excavation Director to oversee all salvage excavation on-site. The Excavation Director shall be endorsed by the Heritage Council prior to any salvage excavation works occurring on-site;
 - (c) undertake a full salvage excavation of all relics associated with the Lochwood Estate, including outbuildings and supporting elements; and
 - (d) ensure that any salvaged relics are retained by the land owner in a nominated repository on-site.
- E43. Within 12 months of the completion of the archaeological investigation on-site site, the Applicant shall prepare a **Final Archaeological Excavation Report** in accordance with Heritage Council guidelines. The Final Archaeological Excavation Report shall be submitted to the Secretary and a copy provided to the Heritage Council of NSW and Council.

Unexpected Finds Protocol

- E44. If substantial intact archaeological deposits and/or State significant relics which were not previously identified in the *Results of Non-Aboriginal Archaeological Test Excavation*, prepared by Artefact Heritage, dated September 2015, are discovered during construction, the Applicant shall:
- (a) immediately cease works in the affected area(s) and contact a suitably qualified and experienced archaeologist to assess the finds;

- (b) not commence work until the Heritage Council has confirmed works may continue within the affected area(s);
- (c) address any request for information made by the Heritage Council, and provide copies of this information to the Secretary; and
- (d) update any relevant plans or strategies, if required by the Secretary.

Interpretation Plan

E45. Within 12 months of the completion of the Stage 1 DA works, the Applicant shall prepare Heritage Interpretation Plan addressing Aboriginal Cultural Heritage, the former Lochwood Estate and Lenore Closer Solder Settlement Scheme for the Secretary's approval. The Heritage Interpretation Plan shall be prepared in consultation with the Heritage Council and the OEH and include information obtained through the historical research and archaeological investigations of the subject land (Aboriginal and historic) to enable future users of the site to understand the sites history.

BIODIVERSITY

Offsets

E46. Within 12 months of the date of this consent, or as otherwise agreed by the Secretary, the Applicant shall retire 160 ecosystem credits to offset the removal of native vegetation on-site.

Vegetation Management Plan

E47. Prior to the issue of any Construction Certificate that includes creek realignment works, the Applicant shall submit a revised **Vegetation Management Plan (VMP)**. The revised VMP shall;

- (a) be submitted to the satisfaction of the Secretary;
- (b) be prepared in consultation with the OEH;
- (c) remove any geographic overlap with Figure 4.3 in the *Biodiversity Offset Strategy*, prepared by Cumberland Ecology, dated 16 September 2015; and
- (d) be consistent with the management measures and recommendations of the draft Vegetation Management Plan prepared by EcoHort Pty Ltd, dated 31 August 2015.

Note: The intent of this condition is to ensure the 5 year vegetation management restoration/rehabilitation measures proposed under the VMP are not included within the proposed biobank area to avoid precluding the creation of the proposed biobank site under clause 11 of the Threatened Species Conservation (Biodiversity Banking) Regulation 2008.

AIR QUALITY

E48. The Applicant shall:

- (a) implement best management practice, including all reasonable and feasible mitigation measures to prevent and minimise dust and odour emissions from operation of the Development; and
- (b) minimise any visible off-site air pollution that occurs as a result of construction and operation the Development.

Dust Minimisation

E49. The Applicant shall implement all reasonable and feasible measures to minimise dust and odour emissions generated during demolition, earthworks, construction and operation of the Development.

E50. During construction, the Applicant shall ensure that:

- (a) exposed surfaces and stockpiles are suppressed by regular watering;
- (b) all trucks entering or leaving the site with loads have their loads covered;
- (c) trucks associated with the Development do not track dirt onto the public road network;
- (d) public roads used by these trucks are kept clean; and

- (e) land stabilisation works are carried out progressively on-site to minimise exposed surfaces.

ENERGY EFFICIENCY AND GREENHOUSE GASES

- E51. Prior to the issue of a Construction Certificate for each warehouse building, the Applicant shall submit a **Sustainability Management Plan** outlining the specific sustainability measures that will be installed in each warehouse. Each plan must:
- (a) be approved by the Secretary;
 - (b) be consistent with the Sustainability Strategy approved under Condition B17;
 - (c) confirm the total greenhouse gas savings achieved in comparison to a base case development (i.e. a development constructed in accordance with the minimum requirements of Section J of the BCA);
 - (d) include a calculation of water requirements and measures incorporated to reduce water use;
 - (e) include a program to monitor and report annually on the efficiency of the measures implemented; and
 - (f) ensure the Development will continue to operate at industry best practice over time.
- E52. The Applicant shall include all sustainability measures outlined in the approved Sustainability Management Plan(s) in the Construction Certificate drawings for each warehouse building prior to the issue of any Occupation Certificate.

HAZARDS AND RISK

Dangerous Goods

- E53. The storage of Dangerous Goods shall not exceed the thresholds outlined in the *Hazardous and Offensive Development Application Guidelines: Applying SEPP 33*.
- E54. Dangerous Goods, as defined by the *Australian Dangerous Goods Code*, shall be stored and handled strictly in accordance with all relevant Australian Standards.

Bunding

- E55. The Applicant shall store all chemicals, fuels and oils used on-site in appropriately banded areas in accordance with the requirements of all relevant Australian Standards, and/or the EPA's *Storing and Handling of Liquids: Environmental Protection – Participants Handbook*.

CONTAMINATION

- E56. Prior to the commencement of bulk or detailed earthworks, the Applicant shall prepare an **Unexpected Finds Protocol** to ensure that potentially contaminated material is appropriately managed. Any material identified as contaminated shall be disposed off-site, with the disposal location and results of testing submitted to Council, prior to its removal from the site.
- E57. The Applicant shall implement the Unexpected Finds Protocol developed under Condition E56 for the duration of works.

WASTE

Classification

- E58. The Applicant shall ensure that any waste generated on the site is classified in accordance with the EPA's *Waste Classification Guidelines* (DECCW, 2009), or any superseding document and disposed of to a facility that may lawfully accept the waste.

Waste Management

- E59. The Applicant shall implement the Waste Management Plan at Appendix W of the EIS for the duration of construction works and for the operational life of the Development.
- E60. For the life of the Development, the Applicant shall:
- (a) monitor the amount of waste generated by the Development;
 - (b) investigate ways to minimise waste generated by the Development; and
 - (c) implement reasonable and feasible measures to minimise waste generated by the Development in accordance with the EPA's *NSW Waste Avoidance and Resource Recovery Strategy 2014-2021*.

VISUAL AMENITY

Landscaping

- E61. Prior to the commencement of construction, the Applicant shall prepare and submit a **Landscape Management Plan** (LMP) to the satisfaction of the Secretary. The LMP shall:
- (a) be prepared in consultation with Council and submitted to the Secretary;
 - (b) ensure landscaping is undertaken in accordance with the Landscape Plans prepared by Site Image contained within the EIS as amended by the RTS and the letter titled 'Re: *Oakdale South Estate – State Significant Development Application Ref. 6917*' and all annexures, prepared by Urban Advisory Services, dated 8 September 2016; and
 - (c) detail the management measures to be implemented for the maintenance of the perimeter landscape treatments along the southern and eastern boundaries, including the earth bund wall along the southern property boundary of the site, for the life of the Development.
- E62. The Applicant shall install the perimeter landscape treatments detailed in the RTS and the letter titled 'Re: *Oakdale South Estate – State Significant Development Application Ref. 6917*' and all annexures, prepared by Urban Advisory Services, dated 8 September 2016 so they provide:
- (a) a minimum depth of 30 m along the section of the southern property boundary to the east and west of the TransGrid easement; and
 - (b) a minimum depth of 10 m for the full length of the eastern property boundary.
- E63. Where practicable and feasible, the Applicant shall implement the perimeter landscape treatments prior to the commencement of construction, to ensure sufficient time for the establishment of a landscape buffer.
- E64. Within three months of the commencement of operation, other than the perimeter landscape treatments, the Applicant shall provide evidence to the satisfaction of the Secretary, demonstrating that the landscaping has been implemented in accordance with the LMP.
- E65. The Applicant shall maintain all site perimeter landscaping, in accordance with the approved LMP for the life of the Development.

Lighting

- E66. The Applicant shall ensure that the lighting associated with the Development:
- (a) complies with the latest version of *AS 4282 (INT) - Control of Obtrusive Effects of Outdoor Lighting*; and
 - (b) is mounted, screened and directed in such a manner that it does not create a nuisance to surrounding properties or the public road network.

Signage and Fencing

- E67. All signage and fencing shall be erected in accordance with the Development plans included in the EIS as amended by the RTS.

Note: *This condition does not apply to temporary construction-related and safety-related signage.*

- E68. Prior to the installation of signage on each warehouse building, the Applicant shall submit detailed plans of the façade signage and elevations of each warehouse building to the satisfaction of the Secretary, demonstrating the signage complies with the requirements of Condition B13.

Reflectivity

- E69. The visible light reflectivity from building materials used in the facades of the buildings shall not exceed 20 per cent and shall be designed so as to minimise glare. A report demonstrating compliance with these requirements is to be submitted to the satisfaction of the Certifying Authority prior to the issue of the relevant Construction Certificate.

TRANSMISSION REQUIREMENTS

Impacts During Construction and Operation

- E70. To ensure that the integrity of the TransGrid transmission towers (including associated land and infrastructure) are not adversely affected during operation, the Applicant shall undertake the following works in consultation with TransGrid and to the satisfaction of the Secretary:
- (a) install and maintain traffic barriers along trafficable areas adjacent to the TransGrid site frontage, to restrain B-double vehicles, generally in accordance with any road safety audit outcomes and the relevant Austroad and RMS design standards; and
 - (b) ensure that all activities associated with the operation of the Development are undertaken in a manner that does not restrict TransGrid from operating and maintaining its transmission towers.
- E71. The Applicant shall ensure a 25 m horizontal clearance is maintained from each transmission tower leg at all times during construction and operation.
- E72. The Applicant shall notify TransGrid prior to any amendment or modifications to the proposed Development and obtain written approval from TransGrid for any amended or modified encroachment into the easement

Drainage

- E73. Prior to the issue of any Construction Certificate for any infrastructure works within 30 m of the TransGrid transmission line easement, the Applicant shall:
- (a) design the easement drainage in consultation with and to the satisfaction of TransGrid, prior to the commencement of bulk or detailed earthworks adjacent to the easement; and
 - (b) provide details of the final easement drainage designs endorsed by TransGrid to the Secretary.
- E74. Prior to the issue of any Construction Certificate of any warehouse building adjacent to the TransGrid easement, the Applicant shall submit revised design drawings prepared in consultation with TransGrid demonstrating that stormwater accumulated on-site is directed away from the TransGrid easement, to the satisfaction of the Secretary.

Earthworks and Construction

- E75. All works are to be carried out during construction in accordance with the NSW WorkCover *Work Near Overhead Powerlines Code of Practice 2006* and TransGrid's *Easement Guidelines for Third Party Development*. The Applicant shall:
- (a) notify TransGrid at least two weeks prior to the commencement of earthworks and construction of each stage of the Development;
 - (b) notify TransGrid at least two weeks prior to the commencement of any work within 30 m of the transmission towers;
 - (c) implement traffic control measures to ensure vehicles do not collide with the transmission towers; and
 - (d) not store or stockpile materials or soil within the easement at any time.

SCHEDULE F ENVIRONMENTAL MANAGEMENT, REPORTING AND AUDITING

ENVIRONMENTAL MANAGEMENT

Construction Environmental Management Plan

- F1. Prior to the issue of a Construction Certificate, the Applicant shall prepare a **Construction Environmental Management Plan (CEMP)** to the satisfaction of the Secretary. The CEMP must:
- (a) be prepared by a suitable qualified and experienced person in consultation with Council and TransGrid;
 - (b) approved by the Secretary prior to the commencement of construction;
 - (c) identify all statutory approvals that apply to the Development;
 - (d) outline all environmental management practices and procedures to be followed during construction works associated with the Development;
 - (e) describe all activities to be undertaken on the site during construction of the Development, including a clear indication of construction stages;
 - (f) detail how the environmental performance of the construction works will be monitored, and what actions will be taken to address identified adverse environmental impacts;
 - (g) describe of the roles and responsibilities for all relevant employees involved in construction works associated with the Development; and
 - (h) include all sub-management plans required under Condition F2 of this consent.
- F2. As part of the CEMP required under Condition F1 of this consent, the Applicant shall append the following sub-management documents:
- (a) construction traffic management plan (see Condition E1);
 - (b) stormwater management plan (see Condition E13)
 - (c) fill importation protocol (see Condition E23);
 - (d) unexpected finds protocol (see Condition E56);
 - (e) landscape management (see Condition E61); and
 - (f) community consultation and complaints handling.
- F3. The approved CEMP (as revised and approved by the Secretary from time to time) must be implemented by the Applicant for the duration of the construction works.

Operational Environmental Management Plan

- F4. The Applicant shall prepare an **Operational Environmental Management Plan (OEMP)** for the development and be submitted to the satisfaction of the Secretary prior to the commencement of operations. The OEMP must:
- (a) provide the strategic framework for environmental management of the development;
 - (b) identify the statutory approvals that apply to the development;
 - (c) include a copy of all relevant management plans and monitoring requirements and programs relevant under this consent;
 - (d) outline all environmental management practices and procedures to be followed during operation;
 - (e) describe all activities to be undertaken on the site during operation;
 - (f) detail how the environmental performance of the operation of the development will be monitored, and what actions will be taken to address identified adverse environmental impacts;
 - (g) describe the role, responsibility, authority and accountability of all key personnel involved in the environmental management of the development;
 - (h) describe the procedures that will be implemented to:
 - (i) keep the local community and relevant agencies informed about the operation and environmental performance of the development;
 - (ii) receive, handle, respond to, and record complaints;
 - (iii) resolve any disputes that may arise during the course of the development;
 - (iv) respond to any non-compliance;
 - (v) respond to emergencies;
 - (vi) include copies of any strategies, plans and programs approved under the

- (vii) conditions of this consent; and
- (viii) a clear plan depicting all the monitoring required to be carried out under the conditions of this consent.

F5. The approved OEMP (as revised and approved by the Secretary from time to time) shall be implemented by the Applicant for the life of the Development.

ENVIRONMENTAL REPORTING

Incident Reporting

F6. Upon detecting an exceedance of the limits/performance criteria in this consent or the occurrence of an incident that causes (or may cause) material harm to the environment, the Applicant shall immediately (or as soon as practical thereafter) notify the Secretary and other relevant agencies of the exceedance/incident. Within seven days of the date of the incident, the Applicant shall provide the Secretary and any relevant agencies with a detailed report on the incident, and such further reports as may be requested.

Regular Reporting

F7. The Applicant shall provide regular reporting on the environmental performance of the Development on its website, in accordance with the reporting arrangements in any plans or programs approved under the conditions of this consent.

ACCESS TO INFORMATION

F8. The Applicant shall make the following information publicly available on its website and keep the information up to date:

- (a) the EIS;
- (b) the RTS;
- (c) current statutory approvals for the Development;
- (d) approved strategies, plans or programs;
- (e) a complaints register, updated on an annual basis; and
- (f) any other matter required by the Secretary.

Note: This condition does not require any confidential information to be made available to the public.

APPENDIX 1 - SCHEDULE OF APPROVED CONCEPT PROPOSAL DRAWINGS

Master Plan Drawings Prepared by SBA Architects			
Drawing No.	Rev.	Name of Plan	Date
OAK MP 01	H	Cover Sheet	18/04/2016
OAK MP 02	M	SSDA Masterplan	18/04/2016
OAK MP 03	G	SSDA Stage 1 Development	18/04/2016
OAK MP 04	K	Precinct 1 Plan	18/04/2016
OAK MP 05	M	Precinct 4 & 5 Plan	05/07/2016
OAK MP 06	G	Indicative Ultimate Lot Layout	18/04/2016
OAK MP 07	H	Site Analysis Plan	18/04/2016
OAK MP 08	F	Existing Zoning	18/04/2016
OAK MP 09	F	Infrastructure Staging Plan	18/04/2016
OAK MP 10	F	Building Staging Plan (Indicative)	18/04/2016
OAK MP 11	G	Signage Precinct 1 Plan	18/04/2016
OAK MP 12	F	Signage Precinct 4 & 5 Plan	18/04/2016
OAK MP 13	D	Fire Protection Plan	18/04/2016
OAK MP 14	D	Vegetation Management Plan	18/04/2016
OAK MP 15	C	Fencing Plan	18/04/2016
Concept Landscape Plans prepared by Site Image Landscape Architects			
Drawing No.	Rev.	Name of Plan	Date
LR-003	B	Landscape Concept Master Plan	04/09/2015
LR-004	B	Typical Site Section	04/09/2015
LR-005	B	Vegetation Typologies	04/09/2016
LR-006	B	Typical Species List and Reference Table	04/09/2015
LR-007	B	Street Master Plan	04/09/2015
LR-008	B	Streetscape Typical Detail	04/09/2015
LR-009	B	Landscape Node 1 – Plan & Section	04/09/2015
LR-010	B	Landscape Node 2 – Plan/Section	04/09/2015
LR-011	B	Landscape Node 3 – Plan/Section	04/09/2015
LR-012	B	Signage Landscape Treatment	04/09/2015
Proposed Service Strategy Drawings prepared by AT&L			
Drawing No.	Rev.	Name of Plan	Date
SKC149	P1	Sewer Strategy – Concept Scheme Plan	August 2015
SKC150	P1	Potable Water Strategy – Concept Scheme Plan	August 2015
SKC151	P1	High Voltage – Concept Scheme Plan	August 2015
SKC152	P1	Proposed Gas Main Strategy – Concept Scheme Plan	August 2015
SKC153	P1	Telecommunications Strategy – Concept Scheme Plan	August 2015
SKC154	P1	Proposed Rainwater Re-Use – Concept Scheme Plan	August 2015

APPENDIX 2 - SCHEDULE OF APPROVED STAGE 1 DA DRAWINGS

Stage 1 Architectural Drawings Prepared by SBA Architects			
Drawing No.	Rev.	Name of Plan	Date
Building 1A			
OAK 1A DA 10	K	Proposed Industrial Facility - Building 1A – Site Plan/Floor Plan	18/04/2016
OAK 1A DA 11	E	Proposed Industrial Facility - Building 1A – Roof Plan	18/04/2016
OAK 1A Da 12	E	Proposed Industrial Facility - Building 1A – 1A Office 1&2 Floor Plans	18/04/2016
OAK 1A DA 13	D	Proposed Industrial Facility - Building 1A – Office 1A-3 Floor Plans	18/04/2016
OAK 1A DA 14	D	Proposed Industrial Facility - Building 1A – Office 1A-4 Floor Plan	18/04/2016
OAK 1A DA 15	D	Proposed Industrial Facility - Building 1A – Elevations/Sections 1A	18/04/2016
OAK 1A DA 16	D	Proposed Industrial Facility - Building 1A – Elevations Office 1A	18/04/2016
OAK 1A DA 17	D	Proposed Industrial Facility - Building 1A – Office Elevations 2	18/04/2016
OAK 1A DA 18	D	Proposed Industrial Facility - Building 1A – Elevations Office 3	18/04/2016
OAK 1A DA 19	D	Proposed Industrial Facility - Building 1A – Elevations Office 4	18/04/2016
Building 1B			
OAK 1B DA 20	J	Proposed Industrial Facility – Building 1B – Site Plan/Floor	18/04/2016
OAK 1B DA 21	E	Proposed Industrial Facility – Building 1B – Roof Plan	18/04/2016
OAK 1B DA 22	E	Proposed Industrial Facility – Building 1B – 1B Office Plan	18/04/2016
OAK 1B DA 24	E	Proposed Industrial Facility – Building 1B – Elevations 1B	18/04/2016
OAK 1B DA 25	E	Proposed Industrial Facility – Building 1B – Sections 1B	18/04/2016
OAK 1B DA 26	D	Proposed Industrial Facility – Building 1B – Elevations Office	18/04/2016
Building 1C			
OAK 1C DA 30	K	Proposed Industrial Facility – Building 1C – Site Plan/Floor Plan	18/04/2016
OAK 1C DA 31	E	Proposed Industrial Facility – Building 1C – Roof Plan	18/04/2016
OAK 1C DA 32	E	Proposed Industrial Facility – Building 1C – Office 1C-1 Floor Plans	18/04/2016
OAK 1C DA 33	E	Proposed Industrial Facility – Building 1C – 1C-2 Office Floor Plans	18/04/2016
OAK 1C DA 34	E	Proposed Industrial Facility – Building 1C – Elevations 1C	18/04/2016
OAK 1C DA 35	E	Proposed Industrial Facility – Building 1C – Sections 1C	18/04/2016
OAK 1C DA 36	D	Proposed Industrial Facility – Building 1C – Office Elevations 1	18/04/2016
OAK 1C DA 37	D	Proposed Industrial Facility – Building 1C – Office Elevations 2	18/04/2016
Building 1D			
OAK 1D DA 40	J	Proposed Industrial Facility – Building 1D – Site Plan/Floor Plan	18/04/2016
OAK 1D DA 41	E	Proposed Industrial Facility – Building 1D – Roof Plan	18/04/2016
OAK 1D DA 42	E	Proposed Industrial Facility – Building 1D – 1D – Office Floor Plans	18/04/2016
OAK 1D DA 44	E	Proposed Industrial Facility – Building 1D – Elevations 1D	18/04/2016
OAK 1D DA 45	E	Proposed Industrial Facility – Building 1D – Sections 1D	18/04/2016
OAK 1D DA 46	D	Proposed Industrial Facility – Building 1D – Office Elevations	18/04/2016
Building 4A			
OAK 4A DA 50	J	Proposed Industrial Facility – Building 4A – Site Plan/Floor Plan	04/09/2015
OAK 4A DA 51	D	Proposed Industrial Facility – Building 4A –Roof Plan	04/09/2015
OAK 4A DA 52	C	Proposed Industrial Facility – Building 4A – 4A Office Plan	04/09/2015
OAK 4A DA 54	D	Proposed Industrial Facility – Building 4A –Elevations 4A	04/09/2015
OAK 4A DA 55	D	Proposed Industrial Facility – Building 4A – Sections 4A	04/09/2015
OAK 4A DA 56	C	Proposed Industrial Facility – Building 4A –Elevations Office	04/09/2015
Building 4B			
OAK 4B DA 61	J	Proposed Industrial Facility – Building 4B – Site Plan/Floor Plan	04/09/2015
OAK 4B DA 61	D	Proposed Industrial Facility – Building 4B – Roof Plan	04/09/2015
OAK 4B DA 62	C	Proposed Industrial Facility – Building 4B – Office 4B Floor Plans	04/09/2015
OAK 4B DA 64	D	Proposed Industrial Facility – Building 4B – Elevations 4B	04/09/2015
OAK 4B DA 65	D	Proposed Industrial Facility – Building 4B – Sections 4B	04/09/2015
OAK 4B DA 66	C	Proposed Industrial Facility – Building 4B – Elevations Office	04/09/2015
Building 4C			
OAK 4C DA 70	J	Proposed Industrial Facility – Building 4C – Site Plan/Floor Plan	04/09/2015
OAK 4C DA 71	D	Proposed Industrial Facility – Building 4C – Roof Plan	04/09/2015
OAK 4C DA 72	C	Proposed Industrial Facility – Building 4C – 4C Office Plan	04/09/2015

OAK 4C DA 74	D	Proposed Industrial Facility – Building 4C –Elevations 4C	04/09/2015
OAK 4C DA 75	D	Proposed Industrial Facility – Building 4C – Sections 4C	04/09/2015
OAK 4C DA 76	C	Proposed Industrial Facility – Building 4C –Elevations Office	04/09/2015
Building 5A			
OAK 5A DA 80	J	Proposed Industrial Facility – Building 5A – Site Plan/Floor Plan	04/09/2015
OAK 5A DA 81	D	Proposed Industrial Facility – Building 5A – Roof Plan	04/09/2015
OAK 5A DA 82	C	Proposed Industrial Facility – Building 5A – 5A Ground Floor Office Floor Plan	04/09/2015
OAK 5A DA 83	C	Proposed Industrial Facility – Building 5A – First Floor Office Plan	04/09/2015
OAK 5A DA 84	D	Proposed Industrial Facility – Building 5A – Elevations 5A – Sheet 1	04/09/2015
OAK 5A DA 85	D	Proposed Industrial Facility – Building 5A – Elevations 5A – Sheet 2	04/09/2015
OAK 5A DA 86	D	Proposed Industrial Facility – Building 5A – Sections 5A	04/09/2015
OAK 5A DA 87	C	Proposed Industrial Facility – Building 5A – Elevations Office	04/09/2015
Landscape Drawings Prepared by Site Image			
Drawing No.	Rev.	Name of Plan	Date
LR-013	B	Stage 1 Development – Landscape Scope of Works	04/09/2015
ELW-001	B	Stage 1 Development Works – Landscape Plan	04/09/2015
ELW-002	B	Estate Landscape Works – Landscape Plan	04/09/2015
ELW-003	B	Estate Landscape Works – Landscape Plan	04/09/2015
ELW-004	B	Estate Landscape Works – Landscape Plan	04/09/2015
ELW-005	B	Estate Landscape Works – Landscape Plan	04/09/2015
ELW-006	B	Estate Landscape Works – Landscape Plan	04/09/2015
ELW-007	B	Estate Landscape Works – Typical Details & Plant Schedule	04/09/2015
LP1-001	B	Lot Landscaping – Precinct 1 – Landscape Plan 1:2000	04/09/2015
LP1-002	B	Lot Landscaping – Precinct 1 – Primary Presentational Frontage – Typical Landscape Detail Plan	04/09/2015
LP1-003	B	Secondary Presentational Frontage Plan – Typical Landscape Detail Plan	04/09/2015
LP1-004	B	Lot Landscaping – Precinct 1 – Planting Palette	04/09/2015
LP4-001	B	Lot Landscaping – Precinct 4 – Landscape Plan 1:2000	04/09/2015
LP4-002	B	Lot Landscaping – Precinct 4 – Primary Presentational Frontage – Typical Landscape Detail Plan	04/09/2015
LP4-003	B	Lot Landscaping – Precinct 4 - Secondary Presentational Frontage Plan – Typical Landscape Detail Plan	04/09/2015
LP4-004	B	Lot Landscaping – Precinct 4 – Planting Palette	04/09/2015
LP5-001	B	Lot Landscaping – Precinct 5 – Landscape Plan 1:2000	04/09/2015
LP5-002	B	Lot Landscaping – Precinct 5 – Presentational Entry – Typical Landscape Detail Plan	04/09/2015
LP5-003	B	Lot Landscaping – Precinct 5 – Presentational Entry – Typical Landscape Section	04/09/2015
LP5-004	B	Lot Landscaping – Precinct 5 – Primary Presentational Frontage – Typical Landscape Detail Plan	04/09/2015
LP5-005	B	Lot Landscaping – Precinct 5 – Planting Palette	04/09/2015
Southern and Eastern Boundary Treatments Prepared by Site Image Landscape Architects			
Drawing No.	Rev.	Name of Plan	Date
002	D	Key Plan – Typical Boundary Planting	03/05/2016
003	D	Section AA and Section BB – Southern Boundary	03/05/2016
004	D	Section CC – Eastern Boundary	03/05/2016
005	D	Section DD – Southern Boundary	03/05/2016
006	D	Section EE – Eastern Boundary	03/05/2016
Stage 1 Civil Drawings Prepared by AT&L Project Number 14-193			
Drawing No.	Rev.	Name of Plan	Date
C1000	A	Cover Sheet and Locality Plan	03/09/2015
C1001	A	Drawing List	03/09/2015
C1002	A	General Notes	03/09/2015
C1003	A	General Arrangement Plan	03/09/2015

C1004	A	Typical Sections Sheet 1	03/09/2015
C1005	A	Typical Sections Sheet 2	03/09/2015
C1006	A	Typical Sections Sheet 3	03/09/2015
C1007	A	Typical Sections Sheet 4	03/09/2015
C1008	A	Typical Sections Sheet 5	03/09/2015
C1009	A	Typical Sections Sheet 6	03/09/2015
C1010	A	Typical Sections Sheet 7	03/09/2015
C1015	A	Typical Details Plan	03/09/2015
C1020	A	Bulk Earthworks Cut/Fill Plan	03/09/2015
C1021	A	Infrastructure Staging Plan	03/09/2015
C1031	A	Earthworks and Stormwater Plan Sheet 1	03/09/2015
C1232	A	Earthworks and Stormwater Plan Sheet 2	03/09/2015
C1033	A	Earthworks and Stormwater Plan Sheet 3	03/09/2015
C1034	A	Earthworks and Stormwater Plan Sheet 4	03/09/2015
C1035	A	Earthworks and Stormwater Plan Sheet 5	03/09/2015
C1036	A	Earthworks and Stormwater Plan Sheet 6	03/09/2015
C1037	A	Earthworks and Stormwater Plan Sheet 7	03/09/2015
C1038	A	Earthworks and Stormwater Plan Sheet 8	03/09/2015
C1039	A	Earthworks and Stormwater Plan Sheet 9	03/09/2015
C1040	A	Earthworks and Stormwater Plan Sheet 10	03/09/2015
C1041	A	Earthworks and Stormwater Plan Sheet 11	03/09/2015
C1042	A	Earthworks and Stormwater Plan Sheet 12	03/09/2015
C1043	A	Earthworks and Stormwater Plan Sheet 13	03/09/2015
C1051	A	Services and Utilities Coordination Plan Sheet 1	03/09/2015
C1052	A	Services and Utilities Coordination Plan Sheet 2	03/09/2015
C1053	A	Services and Utilities Coordination Plan Sheet 3	03/09/2015
C1054	A	Services and Utilities Coordination Plan Sheet 4	03/09/2015
C1055	A	Services and Utilities Coordination Plan Sheet 5	03/09/2015
C1056	A	Services and Utilities Coordination Plan Sheet 6	03/09/2015
C1057	A	Services and Utilities Coordination Plan Sheet 7	03/09/2015
C1058	A	Services and Utilities Coordination Plan Sheet 8	03/09/2015
C1059	A	Services and Utilities Coordination Plan Sheet 9	03/09/2015
C1060	A	Services and Utilities Coordination Plan Sheet 10	03/09/2015
C1061	A	Services and Utilities Coordination Plan Sheet 11	03/09/2015
C1062	A	Services and Utilities Coordination Plan Sheet 12	03/09/2015
C1063	A	Services and Utilities Coordination Plan Sheet 13	03/09/2015
C1071	A	Erosion and Sediment Control Plan Sheet 1	03/09/2015
C1072	A	Erosion and Sediment Control Plan Sheet 2	03/09/2015
C1073	A	Erosion and Sediment Control Plan Sheet 3	03/09/2015
C1074	A	Erosion and Sediment Control Plan Sheet 4	03/09/2015
C1075	A	Erosion and Sediment Control Plan Sheet 5	03/09/2015
C1076	A	Erosion and Sediment Control Plan Sheet 6	03/09/2015
C1077	A	Erosion and Sediment Control Plan Sheet 7	03/09/2015
C1078	A	Erosion and Sediment Control Plan Sheet 8	03/09/2015
C1079	A	Erosion and Sediment Control Plan Sheet 9	03/09/2015
C1080	A	Erosion and Sediment Control Plan Sheet 10	03/09/2015
C1081	A	Erosion and Sediment Control Plan Sheet 11	03/09/2015
C1082	A	Erosion and Sediment Control Plan Sheet 12	03/09/2015
C1083	A	Erosion and Sediment Control Plan Sheet 13	03/09/2015
C1084	A	Erosion and Sediment Details	03/09/2015
C1091	A	Pavement Plan Sheet 1	03/09/2015
C1092	A	Pavement Plan Sheet 2	03/09/2015
C1093	A	Pavement Plan Sheet 3	03/09/2015
C1094	A	Pavement Plan Sheet 4	03/09/2015
C1095	A	Pavement Plan Sheet 5	03/09/2015
C1201	A	Roadworks Plan Sheet 1	03/09/2015

C1202	A	Roadworks Plan Sheet 2	03/09/2015
C1203	A	Roadworks Plan Sheet 3	03/09/2015
C1204	A	Roadworks Plan Sheet 4	03/09/2015
C1205	A	Roadworks Plan Sheet 5	03/09/2015
C1206	A	Roadworks Plan Sheet 6	03/09/2015
C1207	A	Roadworks Plan Sheet 7	03/09/2015
C1208	A	Roadworks Plan Sheet 8	03/09/2015
C1209	A	Roadworks Plan Sheet 9	03/09/2015
C1210	A	Roadworks Plan Sheet 10	03/09/2015
C1211	A	Roadworks Plan Sheet 11	03/09/2015
C1212	A	Roadworks Plan Sheet 12	03/09/2015
C1221	A	Road Longitudinal; Sections Sheet 1	03/09/2015
C1222	A	Road Longitudinal; Sections Sheet 2	03/09/2015
C1223	A	Road Longitudinal; Sections Sheet 3	03/09/2015
C1224	A	Road Longitudinal; Sections Sheet 4	03/09/2015
C1241	A	Bio-Retention Basin A Detail Plan	03/09/2015
C1244	A	Bio-Retention Basin B Detail Plan	03/09/2015
C1247	A	Bio-Retention Basin C Detail Plan	03/09/2015
C1250	A	Bio-Retention Basin D Detail Plan	03/09/2015
C1261	A	Stormwater Culvert Plan and Sections	03/09/2015
C1301	A	Stormwater Catchment Plan	03/09/2015
C2000	A	On-Lot General Arrangement Plan	03/09/2015
C2100	A	Building 1A General Arrangement Plan	03/09/2015
C2105	A	Building 1A Siteworks and Stormwater Drainage Plan - Sheet 1	03/09/2015
C2106	A	Building 1A Siteworks and Stormwater Drainage Plan - Sheet 2	03/09/2015
C2107	A	Building 1A Siteworks and Stormwater Drainage Plan - Sheet 3	03/09/2015
C2108	A	Building 1A Siteworks and Stormwater Drainage Plan - Sheet 4	03/09/2015
C2110	A	Building 1A Pavement Plan	03/09/2015
C2200	A	Building 1B General Arrangement Plan	03/09/2015
C2205	A	Building 1B Siteworks and Stormwater Drainage Plan - Sheet 1	03/09/2015
C2206	A	Building 1B Siteworks and Stormwater Drainage Plan - Sheet 2	03/09/2015
C2207	A	Building 1B Siteworks and Stormwater Drainage Plan - Sheet 3	03/09/2015
C2208	A	Building 1B Siteworks and Stormwater Drainage Plan - Sheet 4	03/09/2015
C2210	A	Building 1B Pavement Plan	03/09/2015
C2300	A	Building 1C General Arrangement Plan	03/09/2015
C2305	A	Building 1C Siteworks and Stormwater Drainage Plan - Sheet 1	03/09/2015
C2306	A	Building 1C Siteworks and Stormwater Drainage Plan - Sheet 2	03/09/2015
C2307	A	Building 1C Siteworks and Stormwater Drainage Plan - Sheet 3	03/09/2015
C2308	A	Building 1C Siteworks and Stormwater Drainage Plan - Sheet 4	03/09/2015
C2310	A	Building 1C Pavement Plan	03/09/2015
C2400	A	Building 1D General Arrangement Plan	03/09/2015
C2405	A	Building 1D Siteworks and Stormwater Drainage Plan Sheet 1	03/09/2015
C2406	A	Building 1D Siteworks and Stormwater Drainage Plan Sheet 2	03/09/2015
C2407	A	Building 1D Siteworks and Stormwater Drainage Plan Sheet 3	03/09/2015
C2408	A	Building 1D Siteworks and Stormwater Drainage Plan Sheet 4	03/09/2015
C2410	A	Building 1D Pavement Plan	03/09/2015
C2500	A	Building 4A General Arrangement Plan	03/09/2015
C2505	A	Building 4A Sitework and Stormwater Drainage Plan Sheet 1	03/09/2015
C2506	A	Building 4A Sitework and Stormwater Drainage Plan Sheet 2	03/09/2015
C2508	A	Building 4A Pavement Plan	03/09/2015
C2600	A	Building 4B General Arrangement Plan	03/09/2015
C2605	A	Building 4B Sitework and Stormwater Drainage Plan Sheet 1	03/09/2015
C2606	A	Building 4B Sitework and Stormwater Drainage Plan Sheet 2	03/09/2015
C2608	A	Building 4B Pavement Plan	03/09/2015
C2700	A	Building 4C General Arrangement Plan	03/09/2015
C2705	A	Building 4C Sitework and Stormwater Drainage Plan Sheet 1	03/09/2015

C2706	A	Building 4C Sitework and Stormwater Drainage Plan Sheet 2	03/09/2015
C2708	A	Building 4C Pavement Plan	03/09/2015
C2800	A	Building 5A General Arrangement Plan	03/09/2015
C2805	A	Building 5A Sitework and Stormwater Drainage Plan Sheet 1	03/09/2015
C2806	A	Building 5A Sitework and Stormwater Drainage Plan Sheet 2	03/09/2015
C2807	A	Building 5A Sitework and Stormwater Drainage Plan Sheet 3	03/09/2015
C2808	A	Building 5A Sitework and Stormwater Drainage Plan Sheet 4	03/09/2015
C2809	A	Building 5A Sitework and Stormwater Drainage Plan Sheet 5	03/09/2015
C2810	A	Building 5A Sitework and Stormwater Drainage Plan Sheet 6	03/09/2015
C2811	A	Building 5A Sitework and Stormwater Drainage Plan Sheet 7	03/09/2015
C2812	A	Building 5A Sitework and Stormwater Drainage Plan Sheet 8	03/09/2015
C2814	A	Building 5A Pavement Plan	03/09/2015

Oakdale South Watercourse Realignment Works Plans, prepared by AECOM, Drawing Set 60333552-DWG-WC

Drawing No.	Rev.	Name of Plan	Date
1001	A	Watercourse Realignment Cover Sheet and Drawing Index	31/08/2015
1011	B	Watercourse Realignment Layout Plan Sheet 1	31/08/2015
1012	B	Watercourse Realignment Layout Plan Sheet 2	31/08/2015
1016	A	Watercourse Realignment Aerial Background Plan Sheet 1	31/08/2015
1017	A	Watercourse Realignment Aerial Background Plan Sheet 2	31/08/2015
1021	A	Watercourse Realignment Longitudinal Section	31/08/2015
1022	A	Watercourse Realignment Longitudinal Section - Stub	31/08/2015
1031	A	Watercourse Realignment Cross Sections - Watercourse 1 and Stub	31/08/2015
1036	A	Watercourse Realignment Cross Sections - Watercourse 2 Sheet 1	31/08/2015
1037	A	Watercourse Realignment Cross Sections - Watercourse 3 Sheet 2	31/08/2015
1041	A	Watercourse Realignment Rock Riffle Details Sheet 1	31/08/2015
1042	A	Watercourse Realignment Rock Riffle Details Sheet 2	31/08/2015
1043	A	Watercourse Realignment Rock Riffle Details Sheet 3	31/08/2015
1044	A	Watercourse Realignment Large Wood Debris Details	31/08/2015
1051	A	Watercourse Realignment Works Schedule	31/08/2015
1061	A	Watercourse Realignment Site Management Plan	31/08/2015

Stormwater Plans prepared by AT&L in the Civil, Stormwater and Infrastructure Services Report at Appendix J of the EIS

Drawing No.	Rev.	Name of Plan	Date
C1301	A	Stormwater Catchment Plan	3/09/2015
SKC008	P1	Existing Catchment Plan	25/08/2015

TransGrid Easement Drainage Plans prepared by AT&L in Annexure A of the Supplementary RTS dated 18 May 2016

Drawing No.	Rev.	Name of Plan	Date
SKC208	P1	TransGrid Easement Plan Sheet 1	17/5/2016
SKC209	P1	TransGrid Easement Plan Sheet 2	17/5/2016
SKC210	P1	Existing TransGrid Easement Sections	17/5/2016
SKC207	P1	Stormwater Catchment Plan	17/5/2016

APPENDIX 3 - MANAGEMENT AND MITIGATION MEASURES (Source: RTS)

OSE - State Significant Development Application

Consolidated Mitigation Measures

The collective measures required to mitigate the Impacts associated with the proposed works are detailed in the table below. These measures have been derived from the Impact assessment and response to submissions prepared in respect of the SSDA.

OSE SSDA – Consolidated Summary of Mitigation Measures

ISSUE	SSDA COMPONENT	MITIGATION AND MANAGEMENT
Construction Management		
General Construction Management	Stage 1 Development	- A CEMP to be prepared for the OSE Stage 1 Development capturing standard and specific management and mitigation measures as described in the SSDA, EIS and supporting technical documents.
Operational Management		
General Operational Management	Concept Proposal Stage 1 Precinct Development	- An OEMP to be prepared for the OSE capturing standard and specific operational management and mitigation measures as described in the SSDA, EIS and supporting technical documents.
Transport		
Construction Traffic	Stage 1 Development	- Preparation of a CTMP to form part of the CEMP addressing issues such as: <ul style="list-style-type: none"> • Truck haul routes, delivery schedules and curfews; • Protocols for the management of construction traffic moving onto and off the site.
Urban Design and Visual		
Site Layout and Design	Concept Proposal	- Future development of the OSE to proceed in accordance with the approved Development Concept Proposal and DCP.
Development Controls	Concept Proposal	- Design and development controls to be established for the OSE in the form of a DCP to guide future development on the site.
Visual Impact	Concept Proposal/Stage 1 Development	- Additional landscape planting to be introduced along the southern and eastern boundaries of the OSE to mitigate visual impacts on existing and proposed rural residential lands to the south and east of the site. - Landscaping of this boundary to be undertaken in accordance with the revised landscape plans included at Appendix D to the RTS. - Landscaping of the southern and eastern site boundaries to be implemented in the early stages of the development to maximise time for vegetation to mature as development on the site progresses. - Adoption of a colour pallet for exposed building elevations that compliments the natural colours of the surrounding landscape and inclusion of provisions with respect to the use of this pallet in the development controls for the site. - Design and development controls to be established for

ISSUE	SSDA COMPONENT	MITIGATION AND MANAGEMENT
		the OSE in the form of a DCP to guide future development on the site.
Soils and Water		
Water Usage	Stage 1 Development	<ul style="list-style-type: none"> - Rainwater tanks to be provided for each development site with size determined in accordance with Penrith Council DCP requirements. - Irrigation and toilet flushing for development to be plumbed to rainwater tanks. - Consideration to be given to other possible rainwater reuse opportunities such as for truck washing. - Measures and considerations for the minimisation of water use during construction and operation to be incorporated into CEMP and OEMP as relevant.
Soils	Stage 1 Development	<ul style="list-style-type: none"> - Mitigation measures inherent to the civil design of the proposal. - Sedimentation and erosion control measures are proposed as detailed in Appendix E and J.
Salinity	Stage 1 Development	<ul style="list-style-type: none"> - A Salinity Management Plan has been prepared for the proposed development and is included in Appendix T. - Management measures described in the Salinity Management Plan to be adopted in the CEMP and OEMP as relevant.
Contamination	Stage 1 Development	<ul style="list-style-type: none"> - Identified areas of potential contamination to be subject to further investigation prior to the development of affected land.
Earthworks	Stage 1 Development	<ul style="list-style-type: none"> - Civil design achieves appropriate site levels with minimal impact upon hydrology. - Import of fill to be managed in accordance with CEMP. - Erosion and sediment controls included in SSDA package (Appendix E).
Mineral Resources	Concept Proposal	<ul style="list-style-type: none"> - No mitigation required provided that mining activities under the existing mining lease applying to land to the east of the site (ref. ML1636) would not be constrained by the OSE development.
Surface Water	Stage 1 Development	<ul style="list-style-type: none"> - Stormwater issues addressed through design measures incorporated into proposed development. - Stormwater management system designed to meet the requirements of Penrith Council's Engineering Works and WSUD guidelines and relevant NOW guidelines. - Detailed on-lot stormwater for future stages of the OSE to be designed and assessed under future applications.
Groundwater	Stage 1 Development	<ul style="list-style-type: none"> - Methods and management of any required dewatering required during construction works to be detailed in the CEMP.

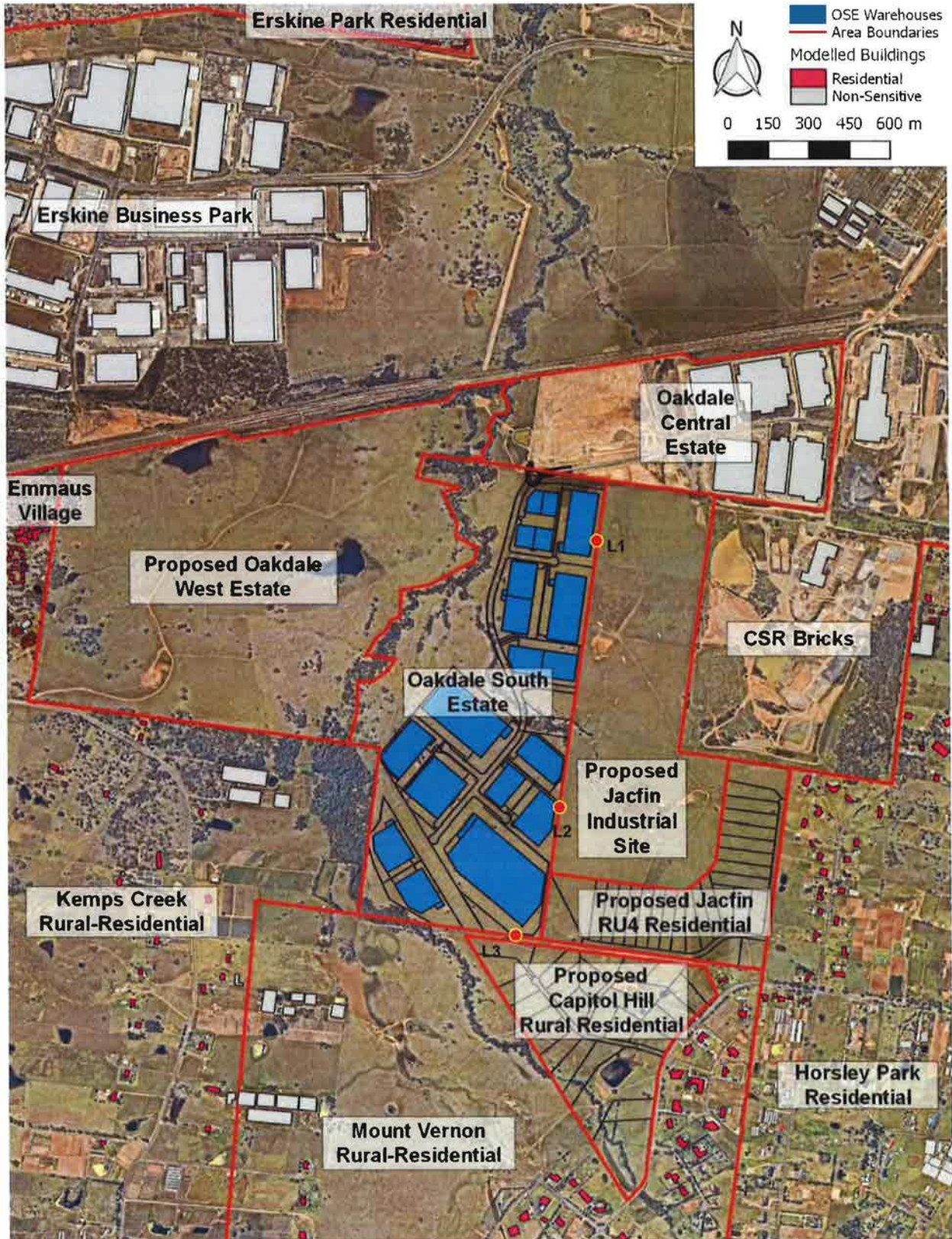
ISSUE	SSDA COMPONENT	MITIGATION AND MANAGEMENT
Flooding	Stage 1 Development	<ul style="list-style-type: none"> - OSD designed to ensure that development does not increase stormwater peak flows in downstream areas for events up to and including 1:100 year ARI. - OSD designed to mitigate post-development flows to pre-development flows for peak ARI events. - Finished floor levels to have minimum 500mm freeboard to 100 year overland flows. - Flood impacts on Transgrid easement would be mitigated through minor compensatory earthworks on the floodplain to convey locally diverted flows. These works are detailed in the civil drawings at Appendix E.
Water Quality	Stage 1 Development	<ul style="list-style-type: none"> - Erosion and sediment controls as detailed in Appendix E and Appendix J to be implemented through CEMP. - Stormwater to be treated to compliant levels prior to discharge. - Gross Pollutant Trap (GPT) to be installed within each development site on the final downstream stormwater pit prior to discharge. - WSUD measures adopted to achieve target reductions for the OSE: <ul style="list-style-type: none"> • 85% Total Suspended Solids • 60% Total Phosphorus • 45% Total Nitrogen • 90% Gross Pollutants
Infrastructure		
Capacity and Upgrades	Concept Proposal	<ul style="list-style-type: none"> - Management of issues in respect of infrastructure capacity and upgrades is in the form of design responses described in Section 4.0 of the EIS.
Delivery and Staging	Concept Proposal/Stage 1 Development	<ul style="list-style-type: none"> - Management of issues in respect of infrastructure capacity and upgrades is in the form of design responses described in Section 4.0 of the EIS. - Staging of development of the OSE would be aligned with infrastructure and services delivery.
Transgrid Easement	Concept Proposal/Stage 1 Development	<ul style="list-style-type: none"> - Further consultation would be undertaken with Transgrid in relation to potential impacts and required mitigation.
Other Environmental Issues		
Flora and Fauna	Concept Proposal Stage 1 Development	<ul style="list-style-type: none"> - Implementation of the Biodiversity Offset Strategy for the site including: <ul style="list-style-type: none"> • Formal establishment of a Biodiversity Offset Area as part of the OSE Concept Proposal as described in the EIS and supporting documents. • Biodiversity Offset Area to be established and managed under a BioBanking Agreement. A BioBanking Agreement Application for the site would be sought following approval of the SSDA. • Ecosystem credits to be acquired and retired to offset impacts to the HN528 EEC as part of the

ISSUE	SSDA COMPONENT	MITIGATION AND MANAGEMENT
		<p>proposal following approval of the SSDA.</p> <ul style="list-style-type: none"> - Preparation of a Biodiversity Management Plan for the site to inform the CEMP and OEMP as relevant to manage potential impacts to biodiversity during construction and operation. - Finalisation and implementation of a VMP for the OSE addressing: <ul style="list-style-type: none"> • Restoration of retained areas of vegetation on the site including riparian corridors and the Biodiversity Offset Area; • Native grassland restoration to other areas of the site including road batters and outside batters of bio-retention basins; and • Ongoing maintenance and management of these areas in accordance with the provisions of the Biodiversity Offset Strategy.
Waterways and Riparian Lands		<ul style="list-style-type: none"> - Realignment of Drainage Line to occur in accordance with design and management measures described in Appendix M including: <ul style="list-style-type: none"> • Retention of bank and bench vegetation where possible. • Provenance plant material to be used for planting where practicable. • Reinstatement of the realigned drainage line to a plant community type characteristic of the EEC Forest Red Gum – Rough-barked Apple grassy woodland. - Ongoing management of riparian lands on the site to be in accordance with the Biodiversity Offset Strategy and VMP as described above.
Construction Noise	Stage 1 Development	<ul style="list-style-type: none"> - Construction hours to be limited to 7.00am-6.00pm Monday to Friday and 8.00am-1.00pm Saturdays. - Further noise management measures to be incorporated into the CEMP as appropriate.
Operational Noise	Stage 1 Development	<ul style="list-style-type: none"> - Construction of a five metre noise barrier on the retaining wall along the southern site boundary and along part of the eastern site boundary to the extent of the proposed rural-residential lands to mitigate potential noise impacts. The noise wall would be constructed behind the landscape setbacks to the southern and eastern boundaries. - Cumulative sound power levels of fixed plant for each building within the OSE to be limited to 100dBA. - Further assessment of potential operational noise impacts to be undertaken in respect of any specific

ISSUE	SEDA COMPONENT	MITIGATION AND MANAGEMENT
		<p>operations proposed within the OSE with an atypical noise profile.</p> <ul style="list-style-type: none"> - Assessment of future fixed plant to ensure specifications minimise noise emissions or apply local attenuation to manage potential noise impacts.
Air Quality and Odour - Construction	Stage 1 Development	<ul style="list-style-type: none"> - CEMP to include standard air quality control measures, contingency plans and response procedures and suitable reporting and performance monitoring procedures. - CEMP to include standard odour mitigation measures for construction including keeping excavation surfaces moist, covering excavation faces and/or stockpiles, use of soil vapour extraction systems and regular monitoring of discharges as appropriate.
Air Quality and Odour - Operational	Stage 1 Development	<ul style="list-style-type: none"> - Further assessment of potential air quality impacts to be undertaken in respect of any specific operations proposed within the OSE with an atypical air emissions profile. - Specific operations proposed within the OSE with the potential for generation of odour would be subject to further assessment.
Indigenous heritage	Stage 1 Development	<ul style="list-style-type: none"> - Archaeological salvage excavation and monitoring to be undertaken in the presence of relevant Aboriginal stakeholders prior to ground disturbance and excavation work in identified areas. - Results of detailed archaeological excavation and any suitable salvaged materials to be managed in accordance with the NPW Act and direction from relevant Aboriginal stakeholders.
Non-indigenous heritage	Stage 1 Development	<ul style="list-style-type: none"> - Archaeological salvage excavation and monitoring to be undertaken prior to ground disturbance and excavation work in the Lochwood Estate outbuildings area. - Results of detailed archaeological excavation and any suitable salvaged materials to be considered as part of heritage interpretation within the OSE development.
Greenhouse Gas and Energy Efficiency	Stage 1 Development	<ul style="list-style-type: none"> - Future stages of development within the OSE would be subject to assessment in relation to energy efficiency and greenhouse gas emissions.
Waste Management - Construction	Stage 1 Development	<ul style="list-style-type: none"> - Detailed construction waste minimisation and management measures to be included in the CEMP as described in Appendix W.
Waste Management - Operations	Stage 1 Development	<ul style="list-style-type: none"> - Detailed operational waste minimisation and management measures to be included in the OEMP as described in Appendix W.

APPENDIX 4 - NOISE RECEIVER LOCATIONS

Receiver Area	Sensitive Receivers within Area
L1 North of Warragamba Pipeline	Includes all rural-residential dwellings in Kemps Creek and the Emmaus Village residential complex.
L2 Horsley Park	Includes all residential and rural-residential dwellings in Horsley Park and Mount Vernon.
L3 Kemps Creek, Mt Vernon, Jacfin and Capitol Hill	Includes all residential dwellings in Erskine Park to the north.



APPENDIX 5 - DEED OF VARIATION

Dated

Deed of Variation to Planning Agreement

Parties

Minister for Planning
(ABN 38 755 709681)

Goodman Property Services (Aust) Pty Ltd
(ACN 088 981 793)

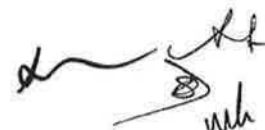
BGAI 6 Pty Ltd
(ACN 128 775 799)

BGMG 8 Pty Ltd
(ACN 161 602 768)

BGAI 2 Pty Ltd
(ACN 120 605 718)

The Austral Brick Co Pty Ltd
(ACN 000 005 550)

Felicity Rourke
Norton Rose Fulbright Australia
Grosvenor Place, 225 George Street
Sydney NSW 2000
Telephone: +61 (0)2 9330 8665
nortonrosefulbright.com
Our ref: 2836270

Handwritten signature and initials in black ink, appearing to be 'nrh'.

Contents

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This Deed dated

Parties **MINISTER FOR PLANNING** (ABN 38 755 709681)
of Level 15, 52 Martin Place, Sydney NSW 2000
(**Planning Minister**)

GOODMAN PROPERTY SERVICES (AUST) PTY LTD (ACN 088 981 793)
of Level 17, 60 Castlereagh Street, Sydney NSW 2000
(**GPS**);

BGAI 6 PTY LTD (ACN 128 775 799)
of Level 17, 60 Castlereagh Street, Sydney NSW 2000
(**Oakdale Central Landowner**);

BGMG 8 PTY LTD (ACN 161 602 768)
of Level 17, 60 Castlereagh Street, Sydney NSW 2000
(**Oakdale South Landowner**); and

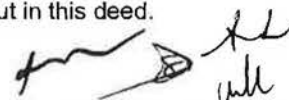
BGAI 2 PTY LTD (ACN 120 605 718)
of Level 17, 60 Castlereagh Street, Sydney NSW 2000
(**Erskine Park Landowner**)

(collectively **the Developers**)

THE AUSTRAL BRICK CO PTY LTD (ACN 000 005 550) of 738-780 Wallgrove
Road, Horsley Park NSW 2175
(**Austral**)

Introduction

- A** On 12 March 2015, the Planning Minister and the Developers entered into the Planning Agreement relating to the Oakdale Central and Oakdale South Industrial Estates. At the time of executing the Planning Agreement, GPS had not submitted a development application for the Oakdale South Development.
- B** In September 2015, GPS lodged the SSD Application which is presently being assessed by the Department.
- C** An additional land parcel known as Lot 87 is included in the land to which the SSD Application relates but is not land to which the Planning Agreement relates.
- D** As a consequence of the development proposed in the SSD Application, GPS has proposed amendments to the Planning Agreement in an offer to the Planning Minister.
- E** Lot 87 is owned by Austral. Austral has entered into an agreement with the Oakdale South Landowner granting the Oakdale South Landowner the right to develop Lot 87 and requiring Austral to transfer Lot 87 to the Oakdale South Landowner.
- F** Austral will by means of this deed become a party to the Planning Agreement in its capacity as landowner of Lot 87.
- G** The parties wish to vary the Planning Agreement as set out in this deed.



It is agreed

1 Definitions and interpretation

1.1 Definitions

In this deed:

- (1) **Lot 87** means Lot 87 in DP 752041;
- (2) **Planning Agreement** means the voluntary planning agreement entered into between the Minister and the Developers dated 12 March 2015; and
- (3) **SSD Application** means SSD Application No 6917, which seeks development consent for the staged development of the Oakdale South Development.

1.2 Interpretation

- (1) In this deed, unless the contrary intention appears:
 - (a) Expressions and phrases used but not defined in this deed will have the same meanings as they have in the Planning Agreement;
 - (b) Clause 1 of the Planning Agreement will apply to the interpretation and construction of this deed.

2 Variation of Planning Agreement

2.1 Variation

The Planning Agreement is varied as set out in this clause 2.

2.2 Introduction

The text at para. B. in the Introduction to the Planning Agreement is replaced with the following:

"The Oakdale South Landowner owns the Oakdale South Land (except Lot 87, which will be transferred to the Oakdale South Landowner by Austral)."

2.3 Clause 1.1 Definitions

A reference in the Planning Agreement to:

- (1) 'Oakdale South Lot 1A' is replaced with 'Oakdale South Lot 1';
- (2) 'Oakdale South Lot 1B' is replaced with 'Oakdale South Lot 2';
- (3) 'Oakdale South Lot 2' is replaced with 'Oakdale South Lot 3';
- (4) 'Oakdale South Lot 3' is replaced with 'Oakdale South Lot 4';
- (5) 'Oakdale South Lot 4A' is replaced with 'Oakdale South Lot 5'; and
- (6) 'Oakdale South Lot 4B' is replaced with 'Oakdale South Lot 6'.

2.4 Schedule 2 - Address for Service

Schedule 2 of the Planning Agreement is varied to add the following:

Austral

Company: Austral Brick Co Pty Ltd

Contact: Susan Leppinus, Company Secretary

Address: 730 - 780 Wallgrove Road
HORSLEY PARK NSW 2175

Facsimile No: (02) 9831 3771

2.5 Schedule 3 – Land

The table entitled "Land (clause 1.1)" at Schedule 3 of the Planning Agreement is deleted, and replaced with the table at Schedule 1 to this deed.

2.6 Austral as a party to Planning Agreement

- (1) Austral is added as a party to the Planning Agreement.
- (2) The Parties acknowledge and agree that:
 - (a) Austral will transfer Lot 87 to the Oakdale South Landowner within 90 days of the date of this deed, time being of the essence;
 - (b) Clause 10.2 of the Planning Agreement does not apply to the Dealing referred to in clause 2.6(2)(a) of this deed; and
 - (c) Once the Dealing referred to in clause 2.6(2)(a) of this deed has been completed and evidence of the registration under the Real Property Act of the transfer of Lot 87 to the Oakdale South Landowner has been provided to the Planning Minister's satisfaction, the Planning Agreement is further varied to:
 - (i) remove Austral as a party;
 - (ii) replace the words "The Austral Brick Co Pty Ltd" at Schedule 1 to this deed with "BGMG8 Pty Ltd"; and
 - (iii) reverse the variations at clause 2.2 and 2.4 of this deed.
 - (d) If the Dealing referred to in clause 2.6(2)(a) of this deed has not been completed within 90 days of the date of this deed, clauses 2.6(2)(b) and 2.6(2)(c) of this deed shall have no application.

2.7 Annexure A – Oakdale Central and Oakdale South lots

On and from the date of this deed, the plan entitled "Subdivision Plan – OAK SK119(B)" at Annexure A to the Planning Agreement:

- (1) has effect only insofar as it identifies the original lot references referred to in the Planning Agreement; but

- (2) otherwise is of no effect, and is replaced with the plan at Schedule II to this deed.

2.8 Monetary Contributions

- (1) The two tables at Clause 1(a) and Clause 1(b) of Schedule 4 of the Planning Agreement are deleted, and replaced with the two tables at Schedule III to this deed, respectively.
- (2) The text below the heading "Oakdale South" in the table entitled "Monetary Contribution Component estimates and offsets" which appears on the second page of Annexure B of the Planning Agreement is deleted, and replaced with the table at Schedule IV to this deed.

2.9 Altered Design of the Estate Road

- (1) The plan entitled "Oakdale Central + South – Monetary Contribution (Estimate) – OAK SK117(D)" at Annexure C to the Planning Agreement is deleted, and replaced with the plan at Schedule V to this deed.

3 Registration of this deed

3.1 Registration

- (1) As contemplated by section 93H of the Planning Act, the Developers agree to lodge this deed for registration under the Real Property Act in the relevant folios of the Register for all of the Oakdale Land within 10 Business Days after the date on which a counterpart of this deed which the Planning Minister has executed is returned to the Developer.
- (2) As contemplated by section 93H of the Planning Act, Austral agrees to lodge both this deed and the Planning Agreement for registration under the Real Property Act in the relevant folio for Lot 87 within 10 Business Days after the date on which a counterpart of this deed which the Planning Minister has executed is returned to Austral.
- (3) The Developers will provide the Planning Minister with a copy of the relevant folio of the Register and a copy of the registered dealing which provide evidence that clause 3.1(1) and clause 3.1(2) have been satisfied, within 10 Business Days after the date of registration.

4 General

- 4.1 This deed and the Planning Agreement constitute the entire agreement between the parties regarding the matters set out in it and supersede any prior representations, understandings or arrangements between the parties, whether orally or in writing.

5 Expenses

- 5.1 The Developers must pay their own, Austral's and the Planning Minister's reasonable legal costs and disbursements in connection with the negotiation, preparation, execution and carrying into effect of this deed.
- 5.2 The Developers must pay for all costs and expenses associated with the giving of public notice of this deed and the Explanatory Note in accordance with the Planning Regulation.

- 5.3 The Developers must pay all Taxes assessed on or in respect of this deed and any instrument or transaction required or contemplated by or necessary to give effect to this deed (including stamp duty and registration fees, if applicable).
- 5.4 The Developers must provide the Planning Minister with bank cheques in respect of the Planning Minister's costs pursuant to clauses 5.1 and 5.2 above:
- (1) where the Planning Minister has provided the Developer with written notice of the sum of such costs prior to execution, on the date of execution of this deed; or
 - (2) where the Planning Minister has not provided the Developer with prior written notice of the sum of such costs prior to execution, within 10 Business Days of demand by the Planning Minister for payment.

6 Variations not to affect accrued rights and obligations

- 6.1 The variations to the Planning Agreement do not affect the validity or enforceability of the Planning Agreement as varied.
- 6.2 Nothing in this deed:
- (1) prejudices or adversely affects any right, power, authority, discretion or remedy arising under the Planning Agreement before the date of this deed; or
 - (2) discharges, releases or otherwise affects any liability or obligation arising under the Planning Agreement before the date of this deed.

7 Trustees

Clause 11.3 and Schedule 7 of the Planning Agreement are incorporated as though fully set out in this Deed.

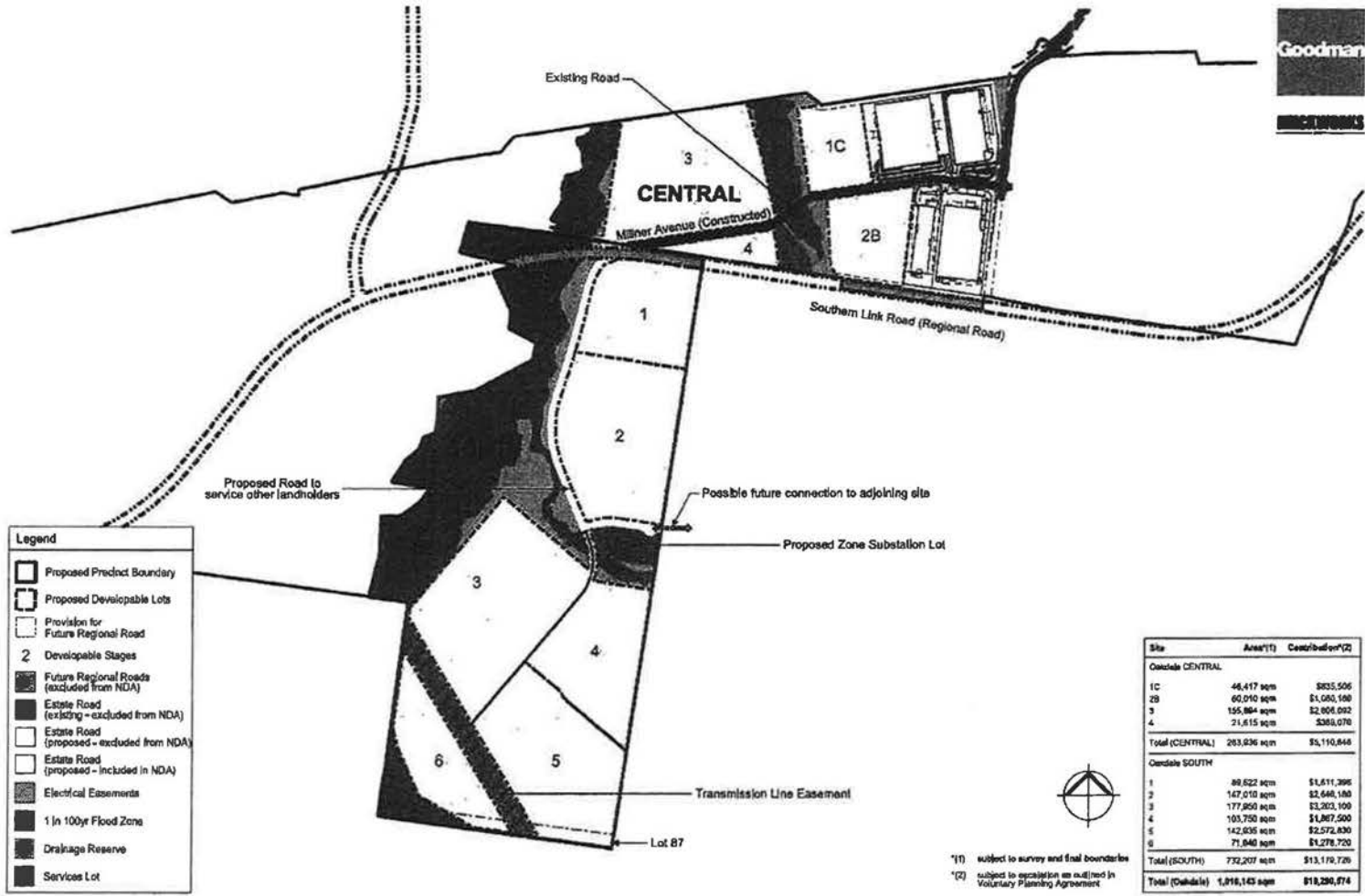
8 Confirmation

Each party is bound by the Planning Agreement as varied by this Deed.

Schedule I

Land (clause 1.1)

Land		Lot	Deposited Plan	Registered proprietor
Oakdale Land	Oakdale Central Land	21	1173181	BGAI 6 Pty Ltd
	Oakdale South Land	12	1178389	BGMG 8 Pty Ltd
		87	752041	The Austral Brick Co Pty Ltd
Erskine Park Land		1	1124329	BGAI2 Pty Ltd
		2	1124329	BGAI2 Pty Ltd
		3	1124329	BGAI2 Pty Ltd
		4	1124329	BGAI2 Pty Ltd
		5	1124329	BGAI2 Pty Ltd
		6	1124329	Ministerial Corporation



Schedule III

1. (a)

Item	Monetary Contribution and Land Component	Amount / Value (subject to clause 2)	Indexation	Manner of Delivery	Timing
1.	The Monetary Contribution Component payable in relation to Oakdale Central Lot 1B (Oakdale Central Lot 1B Contribution).	\$1,058,400	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.
2.	The Monetary Contribution Component payable in relation to the Erskine Park Land (Erskine Park Contribution).	\$3,414,056	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.
3.	The Monetary Contribution Component payable in relation to Oakdale Central Lot 1C (Oakdale Central Lot 1C Contribution).	To be calculated pursuant to clause 2 of this Schedule 4.	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.
4.	The Monetary Contribution Component payable in relation to Oakdale Central Lot 2B (Oakdale Central Lot 2B Contribution).	To be calculated pursuant to clause 2 of this Schedule 4.	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.
5.	The Monetary Contribution Component payable in relation to Oakdale Central Lot 3 (Oakdale Central Lot 3 Contribution).	To be calculated pursuant to clause 2 of this Schedule 4.	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.
6.	The Monetary Contribution Component payable in relation to Oakdale Central Lot 4 (Oakdale Central Lot 4 Contribution).	To be calculated pursuant to clause 2 of this Schedule 4.	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.
7.	The Monetary Contribution	To be calculated	Yes (see clause 3 of	Cash, bank cheque or	Pursuant to clause 5 of

Item	Monetary Contribution and Land Component	Amount / Value (subject to clause 2)	Indexation	Manner of Delivery	Timing
	Component payable in relation to Oakdale South Lot 1 (Oakdale South Lot 1 Contribution).	pursuant to clause 2 of this Schedule 4.	this Schedule 4)	electronic funds transfer.	this Schedule 4.
8.	The Monetary Contribution Component payable in relation to Oakdale South Lot 2 (Oakdale South Lot 2 Contribution).	To be calculated pursuant to clause 2 of this Schedule 4.	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.
9.	The Monetary Contribution Component payable in relation to Oakdale South Lot 3 (Oakdale South Lot 3 Contribution).	To be calculated pursuant to clause 2 of this Schedule 4.	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.
10.	The Monetary Contribution Component payable in relation to Oakdale South Lot 4 (Oakdale South Lot 4 Contribution).	To be calculated pursuant to clause 2 of this Schedule 4.	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.
11.	The Monetary Contribution Component payable in relation to Oakdale South Lot 5 (Oakdale South Lot 5 Contribution).	To be calculated pursuant to clause 2 of this Schedule 4.	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.
12.	The Monetary Contribution Component payable in relation to Oakdale South Lot 6 (Oakdale South Lot 6 Contribution).	To be calculated pursuant to clause 2 of this Schedule 4.	Yes (see clause 3 of this Schedule 4)	Cash, bank cheque or electronic funds transfer.	Pursuant to clause 5 of this Schedule 4.

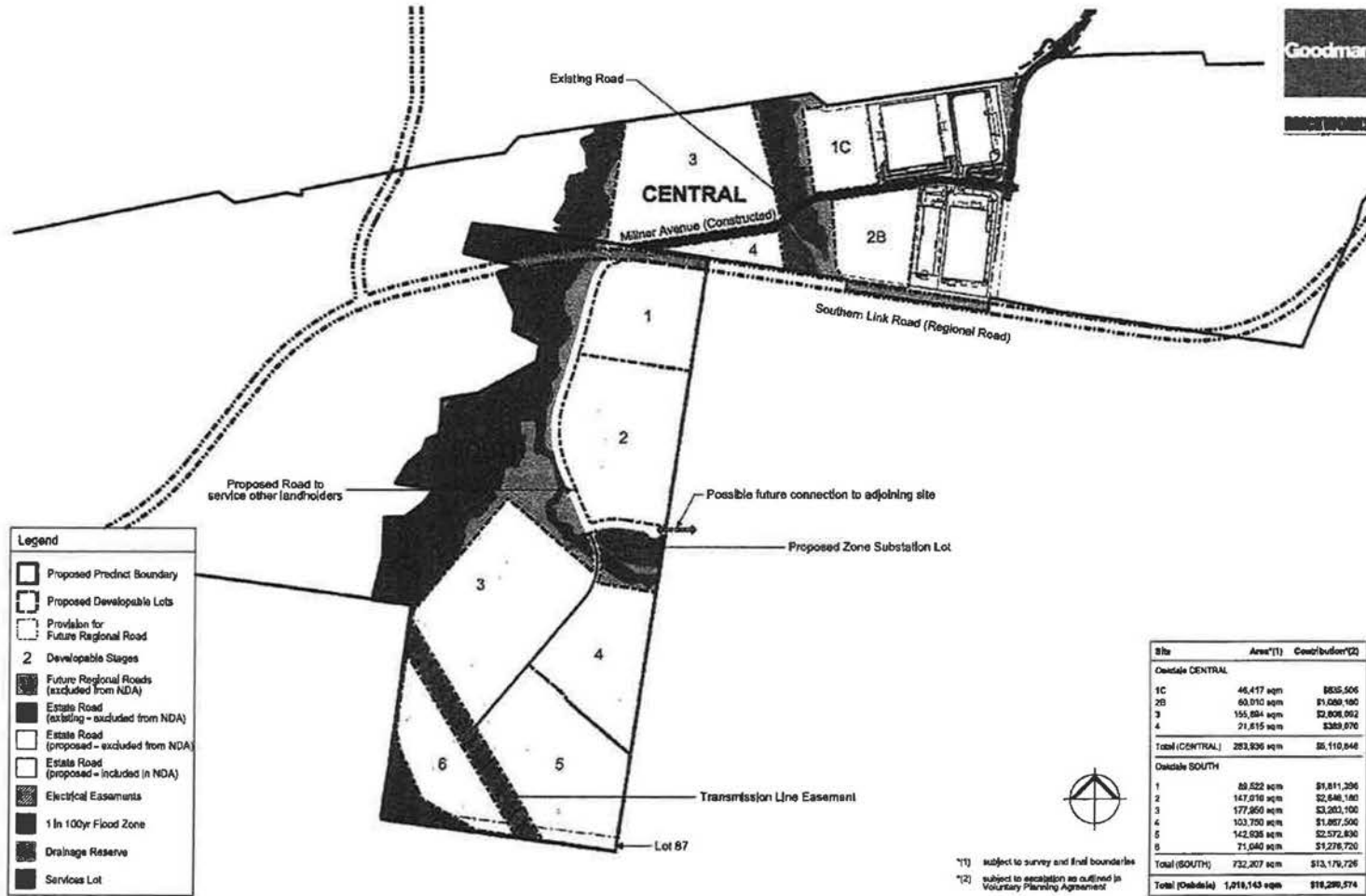
1. (b)

Land Component	Indicative NDA (as at date of this deed)	Indicative contribution amount (based on indicative NDA)
Oakdale Central Land		

Land Component	Indicative NDA (as at date of this deed)	Indicative contribution amount (based on indicative NDA)
Oakdale Central Lot 1C	4.6417 hectares	\$835,506 calculated pursuant to clause 2 of this Schedule 4.
Oakdale Central Lot 2B	6.001 hectares	\$1,080,180 calculated pursuant to clause 2 of this Schedule 4.
Oakdale Central Lot 3	15.5894 hectares	\$2,806,092 calculated pursuant to clause 2 of this Schedule 4.
Oakdale Central Lot 4	2.161 hectares	\$389,070 calculated pursuant to clause 2 of this Schedule 4.
Oakdale South Land		
Oakdale South Lot 1	8.9522 hectares	\$1,611,396 calculated pursuant to clause 2 of this Schedule 4
Oakdale South Lot 2	14.7010 hectares	\$2,646,180 calculated pursuant to clause 2 of this Schedule 4
Oakdale South Lot 3	17.7950 hectares	\$3,203,100 calculated pursuant to clause 2 of this Schedule 4
Oakdale South Lot 4	10.3750 hectares	\$1,867,500 calculated pursuant to clause 2 of this Schedule 4
Oakdale South Lot 5	14.2935 hectares	\$2,572,830 calculated pursuant to clause 2 of this Schedule 4
Oakdale South Lot 6	7.1040 hectares	\$1,278,720 calculated pursuant to clause 2 of this Schedule 4

Schedule IV

Site	Land area (m2)	Contribution
Site 1	89,522	\$1,611,396
Site 2	147,010	\$2,646,180
Site 3	177,950	\$3,203,100
Site 4	103,750	\$1,867,500
Site 5	142,935	\$2,572,830
Site 6	71,040	\$1,278,720
Total (South)	732,207	\$13,179,726
TOTAL	1,016,143	\$21,704,630



Executed as a deed.

Signed sealed and delivered for and on behalf of the **Minister for Planning** in the presence of:

_____ Signature of Witness	_____ Signature as delegate of the Minister for Planning
_____ Name of Witness in full	_____ Full name of delegate


Signed, sealed and delivered for and on behalf of **BGAI 6 Pty Ltd** (ABN 19 128 775 799) by its attorneys under a power of attorney dated 18/11/13 registered in NSW with Book 4659 No 705 in the presence of:


Signature of witness


SUSAN LEPPINOS
Full name of witness


Signature of witness

Michelle Ban
Full name of witness

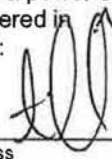

Signature of attorney who declares that the attorney has not received any notice of the revocation of the power of attorney

MEGAN M KUBLINS
Full name of attorney


Signature of attorney who declares that the attorney has not received any notice of the revocation of the power of attorney

SAMANTHA EVANS
Full name of attorney

Signed, sealed and delivered for and on behalf of **BGMG 8 Pty Ltd** (ABN 65 161 602 768) by its attorneys under a power of attorney dated 19/12/13 registered in NSW with B/C 4644 No 963 in the presence of:



Signature of witness

Andriana Birkic

Full name of witness

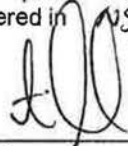


Signature of witness

Michelle Ban

Full name of witness

Signed, sealed and delivered for and on behalf of **BGAI 2 Pty Ltd** (ABN 49 120 605 718) by its attorneys under a power of attorney dated 18/11/13 registered in NSW with Book 4659 No 701 in the presence of:



Signature of witness

Andriana Birkic

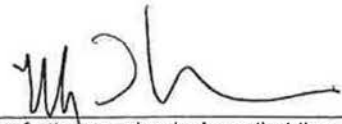
Full name of witness



Signature of witness

Michelle Ban

Full name of witness



Signature of attorney who declares that the attorney has not received any notice of the revocation of the power of attorney

MEGAN M KUBLINS

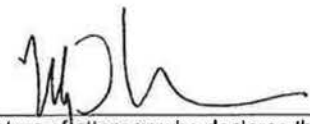
Full name of attorney



Signature of attorney who declares that the attorney has not received any notice of the revocation of the power of attorney

SAMANTHA EVANS

Full name of attorney



Signature of attorney who declares that the attorney has not received any notice of the revocation of the power of attorney

MEGAN M KUBLINS

Full name of attorney



Signature of attorney who declares that the attorney has not received any notice of the revocation of the power of attorney

SAMANTHA EVANS

Full name of attorney

Signed, sealed and delivered for and on behalf of Goodman Property Services (Aust) Pty Limited (ABN 40 088 981 793) by its attorneys under a power of attorney dated 18/12/06 registered in NSW with ~~with~~ in the presence of: BK 4502 No 75

Michelle Ban

Signature of witness

Michelle Ban

Full name of witness

Signature of witness

Full name of witness

[Signature]

Signature of attorney who declares that the attorney has not received any notice of the revocation of the power of attorney

SAMANTHA EVANS

Full name of attorney

Signature of attorney who declares that the attorney has not received any notice of the revocation of the power of attorney

Full name of attorney

Executed by The Austral Brick Co Pty Ltd ACN 000 005 550 in accordance with section 127 of the Corporations Act 2001:

Susan Leppinuis
Director/company secretary

SUSAN LEPPINUIS
Name of director/company secretary (BLOCK LETTERS)

[Signature]
Director

Director

GRANT DONALD

Name of director (BLOCK LETTERS)