

Ref: 1244/371/04

18 June, 2013

The Director General
NSW Department of Planning and Infrastructure
23 - 33 Bridge Street
Sydney NSW 2000

Attention: Pascal van de Walle, Senior Planning Officer, Major Projects Assessment

Dear Sir

Orica Southlands - Modification 1 (MP 06_0919) – Response to Submissions

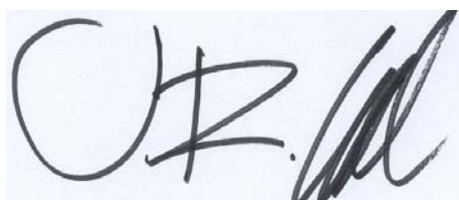
Further to the range of submissions lodged in respect of Orica Southlands - Modification 1 (MP 06_0919) we attach a range of material on behalf of the Proponent, Orica Australia Pty Ltd.

Specifically we attach for your review:

- a schedule of all submissions with responses;
- various plans, letters and supporting documents that have been requested in submissions;
- an updated set of architectural plans and civil plans that have been prepared in response to submissions.

Should you have any queries please do not hesitate to contact the undersigned.

Yours faithfully
DBL Property Pty Limited



Jeffrey Lord
Director

Cc. Graeme Richardson - Orica



Orica Southlands - Modification 1 (MP 06_0919) – Response to Submissions

Authority / Submission Issue	Orica Response
DoPI	
Statement of Commitments require Updating	See attached (Attachment A) Statement of Commitments with track changes showing proposed updates. We note that commitments have been deleted where they refer to works proposed in Stage 2 of the development that was not approved under the original Consent.
Staging Plan	<p>The DoPI requested that the current Staging Plan showing the staging of development at Southlands be updated. However we note that all development will now form part of Stage 1. Proposed Lots 7, 8, 9 and 12 are not proposed for development at this stage and will simply be the subject of earthworks and subdivision as part of this Application. Their subsequent use will require a future Development Application or modification to this Consent.</p> <p>All other works involving the use and development of Lots 1 – 6 and the formation of the Compensatory Flood basin are therefore covered in a single stage.</p> <p>We have therefore deleted the Staging Plan from the approved set and do not see any need to show a staging plan.</p> <p>Works across the site will however be staged, meaning that civil and subdivision works will occur initially with building works occurring in accordance with the Consent progressively.</p>
Developer Contributions Letter	<p>In accordance with the proposed Modification, the originally approved developer contributions letter referred to in Schedule 2 Condition 12 has been updated to reflect this modification (and is attached as requested – Attachment B).</p> <p>This letter has been forwarded to Botany Bay City Council.</p> <p>Condition 12 therefore requires amendment simply to refer to this new letter. The following wording is suggested:</p> <p><i>The Proponent shall pay developer contributions to a maximum amount of \$3,543,214.00 \$3,110,914 payable to Council generally in accordance with the offer dated 7 May, 2013 26 July 2011, for the provision of infrastructure within the Botany Bay local government area. The contributions to be paid are to reflect the proportion of each lot in Stage 1 as</i></p>



	<i>a percentage of the total land area of Stage 1.</i>
Stockpile <ul style="list-style-type: none"> • consideration of potential contaminants in the soil proposed to be stockpiled; • time frame for stockpiling of soil; and • methods proposed to control dust. 	<p>No long term stockpile area is proposed. The area identified as Lot 12 is outside the nominated compensatory flood storage area and has therefore been earmarked as a staging and stockpile area during construction.</p> <p>No contaminated soils or materials are proposed to be stored at this location on a long term basis and all contaminated materials will be dealt with in accordance with the direction of the Auditor.</p> <p>Any surplus material from the bulk earthworks across the site will be spread across lots 7, 8 and 12 to deliver levels generally as shown in the updated civil plans (attached under separate cover).</p> <p>Like all areas across the site, Lots 7, 8 and 12 will be the subject of landscaping and hydroseeding post earthworks to control dust.</p>
New Lot 12	<p>A new lot 12 is proposed in the north eastern corner of the site.</p> <p>Depending upon the final quantity of materials in the stock pile Orica will spread that material where possible under the capping layer on Lots 7, 8 and 12 to allow Lot 12 to match the levels delivered in Lots 7 and 8. Lot 12 and will be hydroseeded to protect wind erosion and dust.</p> <p>The new Lot 12 boundaries were formed up to define the boundary of the compensatory flood area. That is, this land is above the 100 year ARI flood levels and storage area.</p> <p>No development of this lot is proposed at this stage and any future use of this land would be the subject of a separate application or Modification to the Consent.</p> <p>To allow for the lot to be lawfully created (ie. it must have access to a public road) we have provided an easement for access across Lot 8.</p>
Easements Plan	
Details to confirm how the maintenance of the proposed easement over lots 3, 4, 5 and 6 will be managed	<p>A "proposed easement 12 wide" shown on the proposed easements plan (SRD DA017) allows for future remediation works by Orica but also allows a right of carriageway that will effectively operate as an access road for the proposed lots 1-6. This access road will be constructed by Orica as part of the works and will be constructed of re-inforced concrete capable of handling heavy vehicles</p> <p>The lots that are burdened and benefited by the right of carriageway are as follows:</p>



	<table border="1"> <thead> <tr> <th>Burdened Lot</th><th>Benefited Lots</th></tr> </thead> <tbody> <tr> <td>Lot 3</td><td>Lots 1, 2, 4, 5, and 6</td></tr> <tr> <td>Lot 4</td><td>Lots 2, 5 and 6</td></tr> <tr> <td>Lot 5</td><td>Lots 2 and 6</td></tr> </tbody> </table> <p>The owner of each burdened lot will be responsible for maintaining the easement site (ie that area of easement within the boundaries of their respective lots) in good and substantial repair and condition.</p>	Burdened Lot	Benefited Lots	Lot 3	Lots 1, 2, 4, 5, and 6	Lot 4	Lots 2, 5 and 6	Lot 5	Lots 2 and 6
Burdened Lot	Benefited Lots								
Lot 3	Lots 1, 2, 4, 5, and 6								
Lot 4	Lots 2, 5 and 6								
Lot 5	Lots 2 and 6								
RMS									
No issues raised.									
Sydney Water (submission direct to Orica)									
No issues raised.									
Crown Lands									
Approval required under Crown Lands Act 1989	<p>Orica has obtained a Licence from Crown Lands to undertake works in Springvale Drain. Nothing in the modification significantly amends the works to be undertaken within Springvale Drain from that already approved.</p> <p>We have subsequently contacted Crown Lands (Mr Stephen Cook) who has confirmed that the current Licence deals with all their consent issues.</p> <p>A copy of the Licence Agreement can be provided if required.</p>								
NSW Office of Water									
Groundwater	The modified plans do not impact on the operation of the Groundwater Treatment Plant (GTP).								
Springvale Drain Riparian Corridor	<p>The original approval provided for a setback to Springvale Drain on the western side at a minimum of 20 metres. This setback is maintained. This area is to be planted as a riparian zone.</p> <p>The eastern side is largely compromised by the passage of Nant Street immediately adjoining Springvale Drain but additional planting is proposed to the east of Nant Street. Nant Street is a public road owned by Botany Bay City Council.</p> <p>Planting plans for the original consent have been prepared and have been discussed and agreed with Botany Bay City</p>								



	<p>Council (BBCC). Orica has also considered community feedback as part of this process.</p> <p>Modified plans have been prepared and have been passed onto BBCC for comment.</p>
Susan Hall	
Raised a number of potential risk issues in respect of Southlands and carrying out works at Southlands	<p>These issues were raised directly with Orica and a response was provided directly to Susan Hall and the Community Liaison Committee. A copy of that response is attached at Attachment C.</p>
DoPI Flood Consultant	
Source and date of drawings in Aurecon letter	<p>Aurecon have now put a date on the Drawings 9a – 11a. (Attachment D)</p>
Date stamp of Aurecon Figures D9 to D11	<p>Aurecon have now put a date on the Drawings 9a – 11a. (Attachment D)</p>
Details of weir outlet structure and confirmation that meets best practice standards	<p>The “weir” outlet approved in the current consent was defined by the accompanying Aurecon flood report (Aurecon Flood Modelling Report – Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions / Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon) as follows:</p> <p><i>All variables have been maintained other than the introduction of a level control structure approximately 25m upstream of McPherson Street on Springvale Drain. The weir is effectively a constriction to reduce the channel width to 3m between the bed and an elevation of 3.2m AHD (approximate bank level by the construction of wing walls that extend into the bank). This allows low flows to be maintained with relatively little impact while larger flows are diverted into the detention basin through raising the water level.</i></p> <p>The latest flood modeling maintains the restriction in Springvale Drain at a location approximately 25 metres upstream of McPherson Street. This area is to be reinforced with a reno mattress structure as shown on drawings included at Attachment G.</p> <p>The restriction will also be armoured with additional rock riprap armouring to improve stability around the restriction. The rock armouring (350mm thick using D50=200mm rock on Bidim A44) was calculated based on the estimated 100 year flow velocity. This in turn means that the potential for scour is also relatively low, when compared to a swiftly flowing stream. Our engineers (Cardno) advise that this is</p>



	<p>best practice.</p> <p>The McPherson Street culverts create an existing control and there is has never been any proposal by Orica to amend these culverts.</p> <p>Plans showing the control point (the constriction) are included at Attachment G and have been issued to Botany Bay City Council for review.</p>
Provide positive covenant on title	<p>Orica will be creating an easement on the title of the sale lots noting that the area is part of the compensatory flood storage area and is not to be filled.</p>
More detail Condition 13, Schedule 3	<p>Orica is not seeking variation to this Consent Condition. We do however note that as long as earthworks levels are not varied within the nominated flood storage area there will be no impact to the flood levels. Any change in level on the building pads will not impact on flood levels as they do not contribute to storage.</p> <p>Any works post construction, as long as they maintain levels in the basin area will therefore maintain storage. All finished levels will be reviewed and subject to certifier review prior to the issuance of an occupation certificate, so we do not see that the Condition requires any change as it simply identifies the issue for the Certifier.</p> <p>Orica suggests DoPI consider the need for any changes to this condition.</p>
Aurecon letter reference change in DBL letter	<p>Noted and updated in our Statement of Commitments.</p>
EPA	
Groundwater wells and pipeline easements	<p>DA Drawing SRD 17 does show the variety of easements across the site proposed to provide for ongoing groundwater monitoring/containment activities at Southlands. Orica acknowledges these easements and they are all to be created on land that is to be sold. However an easement cannot be created to benefit/burden an existing owner, and accordingly easements are only being created on lots that are to be sold. Therefore where Orica remains the owner of the land (ie Lots 9, 10 and 11) it will continue to have access to the land required to meet its requirement for groundwater monitoring/containment activities. If these lots are ever sold the appropriate easements will be put in place.</p>
Compensatory flood basin	<p>See information provided by JBS Environmental.</p> <p>The first paragraph and dot points of the EPA comments are a simple statement although the following should be considered:</p>



	<ul style="list-style-type: none"> • Water from the proposed basin area already discharges to Penrhyn Estuary. This is true for both the original and revised basins; • While portions of the revised basin are closer to 'warehouses 1,2 and 6' a review of historical CHC concentration in shallow groundwater in this area does not indicate that significant concentrations are present (although only limited sampling of shallow groundwater in this area has been undertaken). Recent sampling data for shallow monitoring wells in/adjacent to the basin in the northern portion of the Stage 1 development indicate a decreasing trend for CHC concentrations since the commencement of GTP operation. Further, the basin in this area has been designed (be review of relevant water levels) to minimise interception of shallow groundwater. <p>The modified design of the flood basin is such that there is not expected to be any effect on local hydrogeology. The portion of the basin present on the eastern portion of Southlands area will not result in additional recharge to the aquifer as the changes will not result in additional surface water ponding than currently occurs (noting that the frequency/duration of flooding in this area will be largely unaffected by the proposed development). It is also important to note that recharge in this area is controlled by poor surface drainage and the presence of numerous depressions. The proposed basin (and associated earthworks on the eastern side of Stages 2/3) will improve surface drainage and may slightly decrease recharge rates in this area. Irrespective, there will be no change to operation of the Primary Containment Area and its effectiveness at capturing the chlorinated hydrocarbon plumes. Similarly, the portion of basin proposed to be located on the northern edge of the Stage 1 development area will not result in additional recharge (due to being designed to prevent ponding) or interception of significant quantities to shallow groundwater (designed to not intercept groundwater) and as a result no changes to operation/effectiveness of the PCA are expected.</p> <p>The flood detention basin will remain on Orica land and will be subject to monitoring to be outlined in a long term EMP. The EMP will be approved by the site auditor.</p>
Green and Golden Bell Frog ponds	See advice attached (Attachment E) from Biosphere ecological consultants confirming that we have consulted with them in terms of the location of the Frog Ponds and they are agreeable to the location.
City of Botany Bay	



<p>Flood storage basin</p>	<p>The “weir” outlet approved in the current consent was defined by the accompanying Aurecon flood report (Aurecon Flood Modelling Report – Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions / Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon) as follows:</p> <p><i>All variables have been maintained other than the introduction of a level control structure approximately 25m upstream of McPherson Street on Springvale Drain. The weir is effectively a constriction to reduce the channel width to 3m between the bed and an elevation of 3.2m AHD (approximate bank level by the construction of wing walls that extend into the bank). This allows low flows to be maintained with relatively little impact while larger flows are diverted into the detention basin through raising the water level.</i></p> <p>The latest flood modeling maintains the restriction in Springvale Drain at a location approximately 25 metres upstream of McPherson Street. This area is to be reinforced with a reno mattress structure as shown on drawings included at Attachment G.</p> <p>The restriction will also be armoured with additional rock riprap armouring to improve stability around the restriction. The rock armouring (350mm thick using D50=200mm rock on Bidim A44) was calculated based on the estimated 100 year flow velocity. This in turn means that the potential for scour is also relatively low, when compared to a swiftly flowing stream. Our engineers (Cardno) advise that this is best practice.</p> <p>The McPherson Street culverts create an existing control and there is has never been any proposal by Orica to amend these culverts.</p> <p>Plans showing the control point (the constriction) are included at Attachment G and have been issued to Botany Bay City Council for review.</p> <p>We have also forwarded requested plans of the Water Surface Levels for the 2 year, 10 year and 100 year ARI events to Council and copied them to the DoPI. Similarly we have forwarded the requested sections of the northern channel directly to Council and copied them to the DoPI.</p>
<p>Section 94 Contribution / Voluntary Planning Agreement</p>	<p>The terms of the Project Approval require the payment of a contribution or entering into a VPA with Botany Bay City Council. Payment or entering into the VPA is required prior to the issuance of any Occupation Certificate.</p>



	<p>An initial meeting has been held in Council in this regard but Orica will not be providing payments or entering into the agreement until all approvals are in place (to ensure the project proceeds) and prior to the issuance of any Occupation Certificate (as per the Condition) of Approval).</p> <p>An updated letter of offer regarding S.94 contributions related to the modification is attached. This has been forwarded to Botany Bay City Council.</p>
Reconfiguration of the Compensatory Flood Storage Basin	As noted previously Orica will be creating easements protecting the flood storage area on the Lots to be sold.
Reconfiguration of Existing Lot 7, 8 and 9	Noted. All future Development on Lots 7 and 8 (and 9 or new Lot 12) will require Development Consent.
Vehicle Access	<p>In relation to this item we have sought input from the Project Traffic Engineer, Traffix who note the following:</p> <ol style="list-style-type: none"> <i>1. The changes along the internal roadway through Lots 3 to 6 relate only to the ability of trucks to access the loading areas that are at the rear of the Lots that front onto McPherson Street. The car parking associated with these lots remains along the McPherson Street frontage, with this traffic not impacting Coal Pier Road.</i> <i>2. Stage 1 under the approved Concept Plan generated 233 veh/hr, with 52% of this traffic using Coal Pier Road (122 veh/hr). It may be assumed that 20% of this traffic was truck traffic (24 veh/hr);</i> <i>3. Under the Preferred Project Plan, Stage 1 is reduced in size and will generate 181 veh/hr, with only 40% of this traffic (based on area) using Pier Road associated with the northern lots (i.e. 72 veh/hr). This includes 14 veh/hr- 20% - as trucks). The southern lots generate the balance of 60% of trips based on area (109 veh/hr). However, only the loading docks will use Coal Pier Road, which would represent 20% of this traffic (22 veh/hr). Hence, combined, the amount of traffic using Coal Pier Road will be 94 veh/hr (72 plus 22). Trucks will represent 36 veh/hr of this traffic, comprising 14 veh/hr for the northern lots and 22 veh/hr associated with the southern lots.</i> <p><i>It can be seen that in terms of overall traffic generation, Coal Pier Road will carry LESS traffic, reducing from 122 veh/hr to 94 veh/hr;</i></p> <p><i>In terms of TRUCK traffic, there will be a slight increase from 24 veh/hr to 36 veh/hr.</i></p>



	<i>This represents an additional 6 trucks entering or exiting the site per hour via Coal Seam Road, which is inconsequential and raises no issues for Coal Pier Road, especially in light of the reduced overall traffic generation on Coal Pier Road.</i>
Right of way	Agreed. Lots 3 – 6 will require easements for access and services over the Orica owned Lot 10. These are being incorporated into the final plan of subdivision.
Council footpath on Coal Pier Road	Orica has previously provided plans to Council and Council has made comments. Latest plans have now been issued to Council in accordance with this modification.
Green and Golden Bell Frog ponds	See advice attached (Attachment E) from Biosphere ecological consultants confirming that we have consulted with them in terms of the location of the Frog Ponds and they are agreeable to the location.
Endangered ecological community	A full Flora and Fauna Investigation was carried out for the Southlands Project and included in the original Environmental Assessment lodged with the Project Application. This Assessment did not identify any areas of Endangered Ecological Community.
Landscape Plan	Agreed – Orica has previously supplied landscape plans to Council on the currently approved scheme and incorporated Council comments. Updated plans have been supplied to Council based on this Modification seeking their comments. These will only become relevant if and when the Modification is approved.
Nant St	Nant Street is not proposed to act as a weir for the flood storage area but will be maintained at its current levels. Flood modeling has demonstrated that both existing and future flood levels cause Nant Street to be inundated, similar to other public roads within the floodplain.
Other works and uses	We disagree with this comment by Council. The DoPI has previously confirmed that no subsequent Development Application is required to be lodged for the use of the proposed warehouse buildings. Therefore no additional Application will be lodged with Botany Bay City Council for the use of Lots 1 – 6 as long as they comply with the existing Project Approval.
Hynlong Pty Limited	
Hydraulic outlet from Stage 1 should be permanent and defined	The outlet approved in the current consent was defined by the accompanying Aurecon flood report (Aurecon Flood Modelling Report – Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions / Comments – (Report



	<p>Ref: 204617, 29th November 2010, Revision 3 by Aurecon) as follows:</p> <p><i>All variables have been maintained other than the introduction of a level control structure approximately 25m upstream of McPherson Street on Springvale Drain. The weir is effectively a constriction to reduce the channel width to 3m between the bed and an elevation of 3.2m AHD (approximate bank level by the construction of wing walls that extend into the bank). This allows low flows to be maintained with relatively little impact while larger flows are diverted into the detention basin through raising the water level.</i></p> <p>The latest flood modeling maintains the restriction in Springvale Drain at a location approximately 25 metres upstream of McPherson Street. This area is to be reinforced with a reno mattress structure as shown on drawings included at Attachment G.</p> <p>The restriction will also be armoured with additional rock riprap armouring to improve stability around the restriction. The rock armouring (350mm thick using D50=200mm rock on Bidim A44) was calculated based on the estimated 100 year flow velocity. This in turn means that the potential for scour is also relatively low, when compared to a swiftly flowing stream. Our engineers (Cardno) advise that this is best practice.</p> <p>The McPherson Street culverts create an existing control and there is has never been any proposal by Orica to amend these culverts.</p> <p>Plans showing the control point (the constriction) are included at Attachment G and have been issued to Botany Bay City Council for review.</p>
Post-construction final flood impact validation check prior to Occupation Certificate etc	<p>Orica is not seeking variation to this Consent Condition. We do however note that as long as earthworks levels are not varied within the nominated flood storage area there will be no impact to the flood levels. Any change in level on the building pads will not impact on flood levels as they do not contribute to storage.</p> <p>Any works post construction, as long as they maintain levels in the basin area will therefore maintain storage. All finished levels will be reviewed and subject to certifier review prior to the issuance of an occupation certificate, so we do not see that the Condition requires any change as it simply identifies the issue for the Certifier.</p>
Solvay	Refer also attached e-mail dated 25 March, 2013 in



	response to a dust query from Solvay
Traffic	<p>Lots 7 and 8 would require separate development approval for any new development and use. However, as per our submission, we note that Orica is providing agreed improvements to the local road network (ie. Hill Street intersection upgrade) and the latest traffic modelling provided by our traffic consultant indicates that typical traffic generation from any new development on these lots (and bearing in mind the lost 1.2 Hectares of development land on lots 1 – 6) will create only minimal increases in traffic generation from any future development of lots. Actual traffic generation will need to be reviewed at the time of Approval for any development on these lots.</p> <p>Orica is also aware of a number of new development proposals likely to take place in the area and we want to confirm that the additional capacity created by our new road works at Hill Street is maintained for any future use of Lots 7 and 8.</p>
Flood Study	<p>The basis of the Aurecon flood modelling is outlined in the earlier Aurecon Report which forms part of the original Consent documents - <i>Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions/Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon.</i> This latest advice from Aurecon therefore relies on the earlier report and the flood model parameters established in that report.</p> <p>The only changes to the current modelling are the topography and roughness parameters in the areas where changes to the earthworks design have occurred, with all other parameters remaining the same. The previous report therefore remains relevant in terms of parameters, and the latest Aurecon advice is an addendum to that report.</p> <p>In terms of flood impact we note that the Orica Compensatory Flood basin was never meant to solve the existing flood situation in the area. We are aware that adjoining properties have built below the 1:100 year flood level but the Southlands site cannot solve this situation. Rather the agreed design parameters for the flood storage area agreed with the DoPI was to achieve a situation where the development of the Southland site did not exacerbate existing flooding on adjoining sites (by no more than 10mm - agreed as a measure of accuracy within the modelling). The modified basin configuration continues to meet that requirement.</p> <p>The updated difference plans prepared by Aurecon (attached as Drawings 9a – 11a) (Attachment D) show the difference between the proposed flood levels at the various</p>



	<p>storm events compared to the existing. This clearly shows that the modified basin continues to meet the agreed parameters of no additional flood impact on adjoining lands.</p> <p>Aurecon do advise that there is a difference on adjoining land between the modification and the approved plans that benefit some properties and increase flood levels on others by up to 20mm in the 1:100 year event (see Attachment H which shows the change in levels compared to the approved drawings for the 1% event). However, all sites continue to have no greater flood impact than the existing case – ie current flood conditions, as shown in Attachment D.</p> <p>The area now proposed as Lots 7, 8 and 12 are generally shown in an area that is already above RL4.2 (which is the maximum 1 in 100 year flood level across the Southlands site) and not subject to 1:100 flooding currently. Accordingly the flood difference mapping will correctly show no change to afflux levels in this area.</p> <p>We understand that the DoPI is referring the revised flood modelling to the independent reviewer as was the case with the Project Approval.</p>
Easements	<p>We acknowledge the Solvay Easements on the Southlands site and have recently walked the lines with Solvay representatives. Future drawings will show the Solvay easement.</p>



Attachment A – Updated Statement of Commitments

Southlands Remediation and Development Project

Updated Statement of Commitments (Modification No.1)

~~1629 May~~ July, 2013~~4~~

Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
GENERAL				
<p>The Proponent would carry out construction and operation generally in accordance with the:</p> <ul style="list-style-type: none"> Project Application; Preferred Project Development Plans, dated 8 November 2010 (as amended); EA as amended by: Southlands Remediation and Development Project – Response to Submissions on the Environmental Assessment and Preferred Project Plan, Rev. 2, dated November 2010; Southlands Remediation and Development Project – Response to Submissions on the Environmental Assessment and Preferred Project Plan, Rev. 7, dated June 2011;and Aurecon Flood Modelling Report – Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions / Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon); <u>Modification 1 to the Project Approval</u>; Agreed Statement of Commitments <u>as amended by Modification No.1</u>. 	All stages	All stages	All stages	Proponent
The Proponent would ensure that all buildings are designed and constructed generally in accordance with the plans provided as part of the Preferred Project Plan, the Building Code of Australia and the relevant parts of the EP&A Act building certification.	All stages	All stages		Proponent
Maintain obligations under the VMP or other regulatory instrument throughout and following implementation of the Southlands Remediation and Development Project.	All stages	All stages	All stages	Orica

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Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
Review with the OEH Accredited Auditor the need and as required by the Auditor implement and maintain an active vapour mitigation system (such as shallow groundwater extraction system) aimed at reducing the discharge of contaminated shallow groundwater into Springvale Drain and hence reducing the potential for volatile emissions from surface waters to ambient air in the vicinity of the Drain. This would be implemented by Orica through a separate approvals process under the VMP..	Prior to Stage 1	All stages	All stages	Orica
A detailed monitoring well replacement program would be developed for the Southlands Site to provide a documented framework that ensures Orica's ongoing responsibilities under the NCUA for hydraulic and chemical monitoring can be met both during the construction stages of the development and during the future land use. This would be implemented by Orica through a separate approvals process under the VMP.	All stages	All stages	All stages	Orica
A series of easements would be granted on the Southlands Site in favour of Orica for use in both groundwater monitoring and extraction as well as for future remediation technologies, should such become available or relevant to remediation of the site and/or other areas in BIP in accordance with <i>Drawing SRD 017 (D)</i> .	All stages	All stages	All stages	Proponent
<p>Prepare and implement:</p> <ul style="list-style-type: none"> — a CEMP prior to the issuance of a Construction Certificate; and — an OEMP prior to the issuance of an Occupation Certificate for any new building. <p>Which include the specific measures outlined in the following sections of this table.</p>	All stages	All stages	All stages	Proponent
<p>Preparation and implementation of Communications Plan including the requirements of the Southlands RAP to notify site neighbours and the wider community of construction timing and progress;</p> <ul style="list-style-type: none"> • mechanisms for submitting feedback and asking questions regarding the project; • reporting progress via Orica's monthly columns in the Southern Courier and St George and Sutherland Shire Leader newspapers; and • maintaining project information on the Orica Botany Transformation Projects webpage. 	All stages	All stages		Orica

Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
HYDROLOGY AND FLOODING				
Detailed design of the Compensatory Flood Storage Area to prevent ponding and discharge of groundwater generally in accordance with the Aurecon Flood Modelling Report – Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions/Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon) <u>as amended by Southlands – Detailed Design 2D Flood Re-Modelling – Addendum Advice Regarding Variation to Compensatory Flood Basin Design and Impact, Aurecon Letter to Orica, Dated 22 February 2013</u> .)	Prior to Stage 1			Proponent / Contractor
This would be reviewed by the Site Auditor as part of the Site Audit process leading to the issue of the Section A Site Audit Statement(s).				
Design of development would involve delivery of the flood modelling outcomes as generally shown in accordance with the Aurecon Flood Modelling Report – Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions/Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon) <u>as amended by Southlands – Detailed Design 2D Flood Re-Modelling – Addendum Advice Regarding Variation to Compensatory Flood Basin Design and Impact, Aurecon Letter to Orica, Dated 22 February 2013</u> .)	All stages	All stages		Proponent
Delivery of new building pads in Stage 1 and 2 above the 1% flood event in accordance with the Aurecon Flood Modelling Report – Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions/Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon) <u>as amended by Southlands – Detailed Design 2D Flood Re-Modelling – Addendum Advice Regarding Variation to Compensatory Flood Basin Design and Impact, Aurecon Letter to Orica, Dated 22 February 2013</u> .)				
Detailed design of Stage 2 drainage infrastructure to incorporate measures to mitigate potential scouring and sediment impacts at Penrhyn Estuary.	Prior to Stage 2			Proponent
Design of development would ensure no adverse impacts on stormwater quality through incorporation of appropriate stormwater quality control measures as shown on Civil Drawings.		All stages		Contractor / Proponent
Undertake further more detailed design and resolution of issues with Sydney Water for the bridge crossing of the Sydney Water SWSOOS. Undertake negotiations with a number of stakeholders including property owners, CoBB and asset managers to formulate a detailed plan.	Stage 2 & Link Road			Proponent

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Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
SOILS, GEOLOGY AND CONTAMINATION				
The requirements of the Southlands RAP would be implemented as detailed in Appendix H and the conditions of the Section B Site Audit Statement (Appendix I).	All stages	All stages	All stages	Proponent
The review of further studies and plans required under the Southlands RAP would be undertaken as part of the Site Audit process leading to issue of the Section A Site Audit Statement(s) by the Site Auditor.	All stages	All stages	All stages	Proponent
Any variation to the remedial measures outlined in the Remediation Action Plan (URS, Oct 2008) will be submitted, before implementation, to the OEH Accredited Site Auditor, responsible for issuing the Site Audit Certificate. The Remediation Action Plan will therefore only be amended, with the agreement of the Accredited Site Auditor.	All stages	All stages	All stages	Proponent
Treated and validated materials may be placed within the area of the Southlands Site, subject to separate approval and assessment (Carpark Waste Encapsulation Remediation Project Approval No 06_0197, as modified). Any such materials will first be treated and validated in accordance with the relevant requirements of that project approval.	Stage 1			Proponent
Issue of Section A Site Audit Statement(s) to establish site suitability for the proposed land use.			Prior to occupation of each stage	Proponent
The CEMP would address soil and erosion control as identified in the Southlands RAP. Stage 2/3-area would have erosion and sediment controls implemented prior to Stage 2/3 being developed.		All stages		Proponent / Contractor
The CEMP would address soil and erosion control as identified in the remedial approach for the New Link Road.		New Link Road		Proponent/ Contractor
The Communications Plan would ensure effective and efficient consultation with stakeholders for the duration of the soil remediation works as provided in the Southlands RAP (Appendix H).	All stages	All stages		Orica
A detailed physical barrier design would be prepared prior to implementation of the remedial approach. Design of the proposed vapour mitigation measures for future site buildings/structures would be completed prior to implementation of the remedial approach. These designs would be reviewed by the Site Auditor as part of the Site Audit process leading to the issue of the Section A Site Audit Statement(s).	All stages	All stages		Proponent / Contractor
All underground services beneath, and in the environs of, Southlands would be mapped and documented. This is required to avoid intercepting services during remediation works that require excavation, as well as to enable incorporation of service and easement locations into the long term EMP.	All stages	All stages	All stages	Proponent / Contractor

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Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
A Site Specific Health, Safety and Environment Plan (SSHSEP) would be prepared and implemented for the site in accordance with the framework described in the Southlands RAP (Appendix H).	All stages	All stages		Proponent / Contractor
A Long Term EMP would be prepared and implemented to ensure activities which could potentially or directly result in exposure of future land users to the contaminated soils beneath the physical barrier are precluded or limited / controlled and to include the requirements outlined in the Southlands RAP. This would be reviewed by the Site Auditor as part of the Site Audit process leading to the issue of the Section A Site Audit Statement(s).			All stages	Proponent
A remedial approach would be developed for the New Link Road Site to address the issues identified in the Phase 2 investigation. This would be prepared and approved to the requirements of a DECC accredited Site Auditor before the issuance of the Construction Certificate for the New Link Road.		New Link Road		Proponent
AIR QUALITY				
Develop and implement an Air Quality Management Plan as part of the CEMP to manage and mitigate dust and other air quality issues and address the requirements for measures and monitoring outlined in the Southlands RAP.		All stages		Proponent / Contractor
A Vapour Intrusion Conceptual Model and detailed design of the Vapour Intrusion Mitigation Measures for Site Structures would be prepared for review and approval by the Site Auditor as part of the Site Audit process leading to issue of the Section A Site Audit Statement(s) by the Site Auditor.	Stage 1 and 2		Stage 1 and 2	Proponent
The long term EMP will include additional contingency measures to be finalised following further air sampling after the proposed infilling of the re-alignment channel.	All stages	All stages	All stages	Proponent
TRAFFIC AND TRANSPORTATION				
Provision of intersection improvements at the of Hills Street and Botany Road intersection as per the RTA advice of 30 June 2011, including: <ul style="list-style-type: none"> The existing length of the right turn lane on Botany Road on the eastern approach to the Hills Street intersection shall be increased in length by 20 metres; On road safety grounds, the right turn lane should be fully protected by constructing a 900mm wide central median in Botany Road for the full length of the right turn lane; and The minimum width of the right turn lane shall be 3,2 metres. 	Stage 1		Stage 1	Proponent

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Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
Go development of the New Link Road in Stage 2 between the Proponent and CoBB following the negotiation of a Voluntary Planning Agreement.	Prior to Stage 2 / New Link Road			Proponent
Truck access to the site for the purposes of construction and operation will comply with all weight and vehicle length restrictions routes imposed by the RTA.	All stages	All stages	All stages	Proponent
FLORA AND FAUNA				
Offset habitat for the Green and Golden Bell Frog in the form of two small frog ponds and associated foraging areas would be constructed and maintained in accordance with the detail provided by BEC (2007) in Appendix O and the updated response advice provided by BEC (Feb 2010) and any relevant requirements of the Southlands RAP.	Stage 1	Stage 1	Stage 1	Proponent
A Weed and Pest Management Plan would be prepared as part of the Construction Environmental Management Plan and Environmental Management Plan for the Site. Caution is required during all remediation and construction activities to limit the risk of spread of Noxious Weed species present on Site.		All stages		Proponent
HERITAGE AND ARCHAEOLOGY				
A CEMP would be developed and implemented addressing heritage issues. The CEMP would detail the management strategies to be followed in the event that an Aboriginal object or non-aboriginal archaeological relic is uncovered during construction and be incorporated where appropriate into site inductions for site personnel. It would require that any relic uncovered be reported to COBB and DECC.		All stages		Proponent
LAND USE SAFETY PLANNING				
The use of fire resistant wall material would be considered for the northern boundary of the north east warehouse building.	All stages	All stages	All stages	Proponent
Emergency procedures would be integrated with the emergency plans for the Mobil and Qenos tank farms, and the BIP Emergency Plan.			All stages	Proponent

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Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
WASTE MANAGEMENT				
Develop a Waste Classification Report and management plan. These would be reviewed by the Site Auditor as part of the Site Audit process leading to issue of the Section A Site Audit Statement(s).	All stages	All stages		Proponent
Develop and implement a Waste Management Plan, as part of the CEMP addressing the principles of avoid, reduce reuse and disposal. The Plan would also address waste management issues as identified in the Southlands RAP.	All stages	All stages	All Stages	Proponent
Water management would be addressed in the CEMP that identifies the issues described in the Southlands RAP and the requirements for contingency planning for interception of groundwater during excavation works and water management to prevent surface run off from becoming contaminated as a result of soil disturbance or contact with site contaminants.	All stages	All stages		Proponent
Develop a Waste Management Plan as part of the OEMP for operation.				Proponent
LANDSCAPE AND VISUAL				
Implementation of the landscape design generally as shown in the Landscape Plans for the project (07_011 STG 1_LC01 – 5).	All stages		All stages	Proponent
A Landscape Management Plan would be prepared for the Stage 3 area that would involve scrubbing, trimming, and replanting of this area to screen this underutilised area of the site.	Stage 1			Proponent
Implementation of a landscape maintenance program upon completion of construction of the new buildings.			All stages	Proponent
WATER AND ENERGY EFFICIENCY				
Buildings would be designed to maximise the benefits of solar energy through appropriate orientation.	All stages	All stages	All stages	Proponent
Detailed design would be in accordance with CoBB DCP for Energy Efficiency.	All stages	All stages	All stages	Proponent
Use of recycled water on site for non-potable uses proposed from stormwater / rainwater harvesting and, if practicable, from the Orica GTP where possible.	All stages	All stages	All stages	Proponent
Energy efficient appliances would be installed.	All stages	All stages	All stages	Proponent
ACOUSTICS				

Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
<p>The operation and use of new buildings within the estate will comply with the Botany Bay City Council standard noise criteria as follows:</p> <p><i>Standard Noise Criteria Adopted by Council</i></p> <p>(a) The operation of all plant and equipment shall not give rise to an equivalent continuous (L Aeq) sound pressure level at any point on any residential property greater than 5dB(A) above the existing background L A90 level (in the absence of the noise under consideration).</p> <p>(b) The operation of all plant equipment when assessed on any residential property shall not give rise to a sound pressure level that exceeds L Aeq 50dB(A) day time and L Aeq 40dB(A) night time.</p> <p>(c) The operation of all plant and equipment when assessed on any neighbouring commercial/industrial premises shall not give rise to a sound pressure level that exceeds L Aeq 65dB(A) day time/night time. For assessment purposes, the above L Aeq sound levels shall be assessed over a period of 10 - 15 minutes and adjusted in accordance with EPA guidelines for tonality, frequency weighting, impulsive characteristics, fluctuations and temporal content where necessary.</p>			All Stages	Operator
BUILDING DESIGN				
The detailed design of each building will be submitted to Botany Bay City Council for review and design input from the Botany Bay City Council Urban Design Review Panel, prior to the issuance of a Construction Certificate for each new building.	Stage 1 and Stage 2			Proponent
<p>The design of buildings will comply with the Botany Bay City Council requirements in terms of anti-graffiti coating, as follows:</p> <p>(a) A detailed Schedule of Finishes and Colours must be submitted to Council for approval prior to issuing the construction certificate in respect of the new buildings to be erected on the site.</p> <p>(b) The Schedule of Finishes shall consist of samples of materials cross referenced with manufacturers details and product code. The Schedule shall include detailed facade treatment, anti graffiti coatings and green screens where required to prevent the application of graffiti to the buildings.</p> <p>(c) The detailed Colour Scheme is to be shown in the form of detailed coloured building elevations, cross-referenced with a colour sample chart showing manufacturers details and product code.</p>	All Stages			Proponent
DEVELOPER CONTRIBUTIONS				
<p>Prior to the issue of an occupation certificate for any new building approved under this approval in Stage 1 the Proponent will either:</p> <p>1. pay developer contributions in accordance with Botany Bay City Council Section 94 Contributions Plan 2005 - 2010 totalling \$3,110,914\$3,543,214.00 as set out below. The contributions to be paid are to reflect the proportion of each lot in Stage 1 as a percentage of the total land area of stage 1:</p>	Stage 1			Proponent

Mitigation Measure			Implementation			Responsibility
			Design	Constr. / Remed.	Operations	
Required S. 94 Contribution	Rate in CP	Required Contribution				
Community facility	\$259.00 per empl.	\$140,870.10 1,041.00				
Administration	\$42.00 per empl	\$22,843.80 58.00				
Shopping Centre Improvements (City Wide)	\$188.00 per empl.	\$102,253 12				
Open Space and Recreation	\$1,745.00 per empl.	\$949,105.50 19,755.00				
Total per Employee	\$2,234.00	\$1,215,073 1,566				
Transport Management (based on Stage 1 site area 9.39815 ha)	\$20.19 Per m ² site area	\$1,895,841 1,648				
Total Payment Required		\$3,110,914 3,214				

Note:

- ~~Rates are based on the January 2006 CP. The Council has advised (19 July 2011) that the rates have not changed since the time the CP has been adopted and the rates remain as originally adopted.~~
- ~~Based on Total Site area excluding Nant Street Corridor and DOL lands of 98,150 m², and gross floor area of 46,500 m² as shown on final Preferred Project Plan;~~
- ~~Employee numbers determined in accordance with Botany CP as Transport/Storage/ Warehousing at 1 employee per 66.5 m² = 699 employees.~~
- ~~Rates are based on the January 2006 CP. The Council has advised (19 July 2011) that the rates have not changed since the time the CP has been adopted and the rates remain as originally adopted;~~
- ~~Based on Total Site area of 93,900 m² of new lots 1 - 6 excluding Nant Street Corridor, DOL lands, Orica Pipeline lots (10 and 11) and gross floor area of 36,170m² as shown on final (Mod 1) Project Plan;~~
- ~~Employee numbers determined in accordance with Botany CP as Transport/Storage/ Warehousing at 1 employee per 66.5 m² = 543.9 employees.~~
- ~~Contributions for Lots 7 and 8 are proposed to be levied at the stage of a use Application for those lots~~

Contribution Per Lot

Lot	Area (m ²)	% of Total Contribution	Required Contribution
1	280002-802	28.55	\$871,378 \$1,011,588.00
2	243002-770	28.22	\$746,857 \$999,895.00
3	105001-043	10.32	\$368,822 \$365,660.00
4	91009-899	9.16	\$341,003 \$324,558.00
5	99001-047	10.67	\$371,229 \$378,061.00
6	121001-	13.08	\$411,626 \$463,452.00

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Mitigation Measure				Implementation			Responsibility								
				Design	Constr. / Remed.	Operations									
	284														
Total	93900,8	100%	\$3,110,914\$3,543,21												
	15		4,00												
<p><u>S.94 contributions for any future development of Lots 7, 8 and 12 would be determined when use Applications or Modifications are put forward for these lots:</u></p> <p>OR</p> <p>5.2. enter into a Voluntary Planning Agreement with Botany Bay City Council prior to the issuance of a Construction Certificate for new buildings in Stage 1, that contemplates the carrying out of one or any of the following works in kind with or without payment of monetary contributions up to the maximum contribution payable for this stage under the Botany Bay City Council Section 94 Contributions Plan 2005 - 2010:</p> <p>Stage 1</p> <table><tr><th>Item</th><th>Works</th><th>Scope of works</th><th>Estimated Value of works</th></tr><tr><td>(a)</td><td>New cycle way extending the existing cycle way on Coal Pier Road along the western edge of Southlands</td><td><ul style="list-style-type: none">Construction of new 2.4 metre (or as specified by Council) wide cycle path connecting to the existing cycle path along the western boundary to Southlands on the Coal Pier Road frontage.Dedication of land to Council to accommodate the cycleway. This will be subject to retention of rights for vehicular, pedestrian access and services etc. into and out</td><td>Value of works to be determined by independent QS and land value dedicated to Council to be determined by valuer suitable to parties up to the maximum value of the total S.94 Contributions payable for Stage 1, less any amount agreed for (b) and (c).</td></tr></table>				Item	Works	Scope of works	Estimated Value of works	(a)	New cycle way extending the existing cycle way on Coal Pier Road along the western edge of Southlands	<ul style="list-style-type: none">Construction of new 2.4 metre (or as specified by Council) wide cycle path connecting to the existing cycle path along the western boundary to Southlands on the Coal Pier Road frontage.Dedication of land to Council to accommodate the cycleway. This will be subject to retention of rights for vehicular, pedestrian access and services etc. into and out	Value of works to be determined by independent QS and land value dedicated to Council to be determined by valuer suitable to parties up to the maximum value of the total S.94 Contributions payable for Stage 1, less any amount agreed for (b) and (c).				
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Mitigation Measure				Implementation			Responsibility																								
				Design	Constr. / Remed.	Operations																									
		of the Southlands site.																													
(b)	Pavement repairs to Hills, Exell and McPherson Streets	Roadwork pavement repairs. Precise scope of pavement improvements to be defined with Council.	Value of works to be determined by QS suitable to parties up to a maximum value of the total S.94 Contributions payable for Stage 1, less the agreed value for items (a), and (c).																												
(c)	Botany Bay Hotel Frontage Works	Works outside the Botany Bay Hotel including a refuge island and modifications to on street parking.	Value of works to be determined by QS suitable to parties up to a maximum value of the total S.94 Contributions payable for Stage 1, less the agreed value for items (a) and (b).																												
<p>Prior to the issue of an occupation certificate for any new building approved under this approval in Stage 2 the Proponent will either:</p> <ul style="list-style-type: none">— pay developer contributions in accordance with Botany Bay City Council Section 94 Contributions Plan 2005 – 2010 totalling \$1,448,449.00 as set out below. <table><tr><th>Indicative S. 94 Contribution</th><th>Rate in CP</th><th>Required Contribution</th></tr><tr><td>Community facility</td><td>\$259.00 per empl.</td><td>\$64,232.00</td></tr><tr><td>Administration</td><td>\$42.00 per empl</td><td>\$10,416.00</td></tr><tr><td>Shopping Centre Improvements (City Wide)</td><td>\$188.00 per empl.</td><td>\$46,624.00</td></tr><tr><td>Open Space and Recreation</td><td>\$1,745.00 per empl.</td><td>\$432,760.00</td></tr><tr><td>Total per Employee</td><td>\$2,234.00</td><td>\$554,032.00</td></tr><tr><td>Transport Management (based on Stage 2 site area 4.43 ha)</td><td>\$20.19 Per m² site area</td><td>\$894,417.00</td></tr><tr><td>Total Payment Required</td><td></td><td>\$1,448,449</td></tr></table>				Indicative S. 94 Contribution	Rate in CP	Required Contribution	Community facility	\$259.00 per empl.	\$64,232.00	Administration	\$42.00 per empl	\$10,416.00	Shopping Centre Improvements (City Wide)	\$188.00 per empl.	\$46,624.00	Open Space and Recreation	\$1,745.00 per empl.	\$432,760.00	Total per Employee	\$2,234.00	\$554,032.00	Transport Management (based on Stage 2 site area 4.43 ha)	\$20.19 Per m ² site area	\$894,417.00	Total Payment Required		\$1,448,449	Stage 2			Proponent
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Mitigation Measure	Implementation			Responsibility								
	Design	Constr. / Remed.	Operations									
<p>Note:</p> <p>1. Rates are based on the January 2006 CP. The Council has advised (19 July 2011) that the rates have not changed since the time the CP has been adopted and the rates remain as originally adopted.</p> <p>1. Based on Total Site area excluding Nant Street Corridor and DOL lands of 44,300 m2, and gross floor area of 16,490 m2 as shown on final Project Plan;</p> <p>2. Employee numbers determined in accordance with Botany CP as Transport/Storage/Warehousing at 1 employee per 66.5 m2 = 248 employees.</p> <p>-OR-</p> <p>● enter into a Voluntary Planning Agreement with Botany Bay City Council prior to the issuance of a Construction Certificate for new buildings in Stage 2, that contemplates the carrying out of one or any of the following works in kind with or without payment of monetary contributions up to the maximum contribution payable for this stage under the Botany Bay City Council Section 94 Contributions Plan 2005 – 2010:</p> <p>Stage 2</p> <table><tr><th>Item</th><th>Works</th><th>Scope of works</th><th>Estimated Value of works</th></tr><tr><td>(a)</td><td>Southlands Feeder Road linking Botany Road through to McPherson Street, through Discovery Cove and MCS land.</td><td>Subject to the commencement of Stage 2 of the Project, works will include the construction and dedication of the new Southlands Feeder Road as outlined in the Environmental Assessment accompanying the Project Application.</td><td>Approximately \$26m (2007 estimate). Orica will fund the new road link subject to Botany Bay City Council contributing the S.94 monies already collected and which will be subsequently collected for the "Port Botany feeder extension McPherson Street to Foreshore Road" as identified as a major Transport Works Program Item in Banksmeadow South under the Botany CP.</td></tr></table>	Item	Works	Scope of works	Estimated Value of works	(a)	Southlands Feeder Road linking Botany Road through to McPherson Street, through Discovery Cove and MCS land.	Subject to the commencement of Stage 2 of the Project, works will include the construction and dedication of the new Southlands Feeder Road as outlined in the Environmental Assessment accompanying the Project Application.	Approximately \$26m (2007 estimate). Orica will fund the new road link subject to Botany Bay City Council contributing the S.94 monies already collected and which will be subsequently collected for the "Port Botany feeder extension McPherson Street to Foreshore Road" as identified as a major Transport Works Program Item in Banksmeadow South under the Botany CP.				
Item	Works	Scope of works	Estimated Value of works									
(a)	Southlands Feeder Road linking Botany Road through to McPherson Street, through Discovery Cove and MCS land.	Subject to the commencement of Stage 2 of the Project, works will include the construction and dedication of the new Southlands Feeder Road as outlined in the Environmental Assessment accompanying the Project Application.	Approximately \$26m (2007 estimate). Orica will fund the new road link subject to Botany Bay City Council contributing the S.94 monies already collected and which will be subsequently collected for the "Port Botany feeder extension McPherson Street to Foreshore Road" as identified as a major Transport Works Program Item in Banksmeadow South under the Botany CP.									

Mitigation Measure				Implementation			Responsibility
				Design	Constr. / Remed.	Operations	
(b)	Upgrades to culverts/ pipework to local area stormwater system.	Subject to the commencement of Stage 2 of the Project, works will include the delivery of drainage culverts and ancillary drainage infrastructure as set out in the Stage 2 works outlined in the Environmental Assessment accompanying the Project Application (Appendix G— Hydrology and Flooding Report)..	Value of works to be determined by independent QS and land value dedicated to Council to be determined by valuer suitable to parties.				

Southlands Remediation and Development Project

Updated Statement of Commitments (Modification No.1)

16 May, 2013

Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
GENERAL				
<p>The Proponent would carry out construction and operation generally in accordance with the:</p> <ul style="list-style-type: none"> • Project Application; • Preferred Project Development Plans, dated 8 November 2010 (as amended); • EA as amended by: • Southlands Remediation and Development Project – Response to Submissions on the Environmental Assessment and Preferred Project Plan, Rev. 2, dated November 2010; • Southlands Remediation and Development Project – Response to Submissions on the Environmental Assessment and Preferred Project Plan, Rev. 7, dated June 2011;and • Aurecon Flood Modelling Report – Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions / Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon); • Modification 1 to the Project Approval; • Agreed Statement of Commitments as amended by Modification No.1. 	All stages	All stages	All stages	Proponent
The Proponent would ensure that all buildings are designed and constructed generally in accordance with the plans provided as part of the Preferred Project Plan, the Building Code of Australia and the relevant parts of the EP&A Act building certification.	All stages	All stages		Proponent
Maintain obligations under the VMP or other regulatory instrument throughout and following implementation of the Southlands Remediation and Development Project.	All stages	All stages	All stages	Orica

Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
Review with the OEH Accredited Auditor the need and as required by the Auditor implement and maintain an active vapour mitigation system (such as shallow groundwater extraction system) aimed at reducing the discharge of contaminated shallow groundwater into Springvale Drain and hence reducing the potential for volatile emissions from surface waters to ambient air in the vicinity of the Drain. This would be implemented by Orica through a separate approvals process under the VMP..	Prior to Stage 1	All stages	All stages	Orica
A detailed monitoring well replacement program would be developed for the Southlands Site to provide a documented framework that ensures Orica's ongoing responsibilities under the NCUA for hydraulic and chemical monitoring can be met both during the construction stages of the development and during the future land use. This would be implemented by Orica through a separate approvals process under the VMP.	All stages	All stages	All stages	Orica
A series of easements would be granted on the Southlands Site in favour of Orica for use in both groundwater monitoring and extraction as well as for future remediation technologies, should such become available or relevant to remediation of the site and/or other areas in BIP in accordance with <i>Drawing SRD 017 (D)</i> .	All stages	All stages	All stages	Proponent
<p>Prepare and implement:</p> <ul style="list-style-type: none"> – a CEMP prior to the issuance of a Construction Certificate; and – an OEMP prior to the issuance of an Occupation Certificate for any new building. <p>Which include the specific measures outlined in the following sections of this table.</p>	All stages	All stages	All stages	Proponent
<p>Preparation and implementation of Communications Plan including the requirements of the Southlands RAP to notify site neighbours and the wider community of construction timing and progress;</p> <ul style="list-style-type: none"> • mechanisms for submitting feedback and asking questions regarding the project; • reporting progress via Orica's monthly columns in the Southern Courier and St George and Sutherland Shire Leader newspapers; and • maintaining project information on the Orica Botany Transformation Projects webpage. 	All stages	All stages		Orica

Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
HYDROLOGY AND FLOODING				
<p>Detailed design of the Compensatory Flood Storage Area to prevent ponding and discharge of groundwater generally in accordance with the Aurecon Flood Modelling Report – <i>Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions/Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon) as amended by Southlands – Detailed Design 2D Flood Re-Modelling – Addendum Advice Regarding Variation to Compensatory Flood Basin Design and Impact, Aurecon Letter to Orica, Dated 25 January 2013</i>).</p> <p>This would be reviewed by the Site Auditor as part of the Site Audit process leading to the issue of the Section A Site Audit Statement(s).</p>	Prior to Stage 1			Proponent / Contractor
<p>Design of development would involve delivery of the flood modelling outcomes as generally shown in accordance with the Aurecon Flood Modelling Report – <i>Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions/Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon) as amended by Southlands – Detailed Design 2D Flood Re-Modelling – Addendum Advice Regarding Variation to Compensatory Flood Basin Design and Impact, Aurecon Letter to Orica, Dated 25 January 2013</i>).</p>	All stages	All stages		Proponent
<p>Delivery of new building pads in Stage 1 and 2 above the 1% flood event in accordance with the Aurecon Flood Modelling Report – <i>Orica Southlands Remediation and Development Project Hydraulic Modelling Report and Response to Exhibition Submissions/Comments – (Report Ref: 204617, 29th November 2010, Revision 3 by Aurecon) as amended by Southlands – Detailed Design 2D Flood Re-Modelling – Addendum Advice Regarding Variation to Compensatory Flood Basin Design and Impact, Aurecon Letter to Orica, Dated 25 January 2013</i>).</p>				
<p>Design of development would ensure no adverse impacts on stormwater quality through incorporation of appropriate stormwater quality control measures as shown on <i>Civil Drawings</i>.</p>		All stages		Contractor / Proponent
SOILS, GEOLOGY AND CONTAMINATION				
<p>The requirements of the Southlands RAP would be implemented as detailed in Appendix H and the conditions of the Section B Site Audit Statement (Appendix I).</p>	All stages	All stages	All stages	Proponent
<p>The review of further studies and plans required under the Southlands RAP would be undertaken as part of the Site Audit process leading to issue of the Section A Site Audit Statement(s) by the Site Auditor.</p>	All stages	All stages	All stages	Proponent

Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
Any variation to the remedial measures outlined in the Remediation Action Plan (URS, Oct 2008) will be submitted, before implementation, to the OEH Accredited Site Auditor, responsible for issuing the Site Audit Certificate. The Remediation Action Plan will therefore only be amended, with the agreement of the Accredited Site Auditor.	All stages	All stages	All stages	Proponent
Treated and validated materials may be placed within the area of the Southlands Site, subject to separate approval and assessment (Carpark Waste Encapsulation Remediation Project Approval No 06_0197, as modified). Any such materials will first be treated and validated in accordance with the relevant requirements of that project approval.	Stage 1			Proponent
Issue of Section A Site Audit Statement(s) to establish site suitability for the proposed land use.			Prior to occupation of each stage	Proponent
The CEMP would address soil and erosion control as identified in the Southlands RAP.		All stages		Proponent / Contractor
The Communications Plan would ensure effective and efficient consultation with stakeholders for the duration of the soil remediation works as provided in the Southlands RAP (Appendix H).	All stages	All stages		Orica
A detailed physical barrier design would be prepared prior to implementation of the remedial approach. Design of the proposed vapour mitigation measures for future site buildings/structures would be completed prior to implementation of the remedial approach. These designs would be reviewed by the Site Auditor as part of the Site Audit process leading to the issue of the Section A Site Audit Statement(s).	All stages	All stages		Proponent / Contractor
All underground services beneath, and in the environs of, Southlands would be mapped and documented. This is required to avoid intercepting services during remediation works that require excavation, as well as to enable incorporation of service and easement locations into the long term EMP.	All stages	All stages	All stages	Proponent / Contractor
A Site Specific Health, Safety and Environment Plan (SSHSEP) would be prepared and implemented for the site in accordance with the framework described in the Southlands RAP (Appendix H).	All stages	All stages		Proponent / Contractor
A Long Term EMP would be prepared and implemented to ensure activities which could potentially or directly result in exposure of future land users to the contaminated soils beneath the physical barrier are precluded or limited / controlled and to include the requirements outlined in the Southlands RAP. This would be reviewed by the Site Auditor as part of the Site Audit process leading to the issue of the Section A Site Audit Statement(s).			All stages	Proponent

Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
AIR QUALITY				
Develop and implement an Air Quality Management Plan as part of the CEMP to manage and mitigate dust and other air quality issues and address the requirements for measures and monitoring outlined in the Southlands RAP.		All stages		Proponent / Contractor
A Vapour Intrusion Conceptual Model and detailed design of the Vapour Intrusion Mitigation Measures for Site Structures would be prepared for review and approval by the Site Auditor as part of the Site Audit process leading to issue of the Section A Site Audit Statement(s) by the Site Auditor.	Stage 1 and 2		Stage 1 and 2	Proponent
The long term EMP will include additional contingency measures to be finalised following further air sampling after the proposed infilling of the re-alignment channel.	All stages	All stages	All stages	Proponent
TRAFFIC AND TRANSPORTATION				
<p>Provision of intersection improvements at the of Hills Street and Botany Road intersection as per the RTA advice of 30 June 2011, including:</p> <ul style="list-style-type: none"> The existing length of the right turn lane on Botany Road on the eastern approach to the Hills Street intersection shall be increased in length by 20 metres; On road safety grounds, the right turn lane should be fully protected by constructing a 900mm wide central median in Botany Road for the full length of the right turn lane; and The minimum width of the right turn lane shall be 3,2 metres. 	Stage 1		Stage 1	Proponent
Truck access to the site for the purposes of construction and operation will comply with all weight and vehicle length restrictions routes imposed by the RTA.	All stages	All stages	All stages	Proponent
FLORA AND FAUNA				
Offset habitat for the Green and Golden Bell Frog in the form of two small frog ponds and associated foraging areas would be constructed and maintained in accordance with the detail provided by BEC (2007) in Appendix O and the updated response advice provided by BEC (Feb 2010) and any relevant requirements of the Southlands RAP.	Stage 1	Stage 1	Stage 1	Proponent
A Weed and Pest Management Plan would be prepared as part of the Construction Environmental Management Plan and Environmental Management Plan for the Site. Caution is required during all remediation and construction activities to limit the risk of spread of Noxious Weed species present on Site.		All stages		Proponent

Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
HERITAGE AND ARCHAEOLOGY				
A CEMP would be developed and implemented addressing heritage issues. The CEMP would detail the management strategies to be followed in the event that an Aboriginal object or non-aboriginal archaeological relic is uncovered during construction and be incorporated where appropriate into site inductions for site personnel. It would require that any relic uncovered be reported to COBB and DECC.		All stages		Proponent
LAND USE SAFETY PLANNING				
Emergency procedures would be integrated with the emergency plans for the Mobil and Qenos tank farms, and the BIP Emergency Plan.			All stages	Proponent
WASTE MANAGEMENT				
Develop a Waste Classification Report and management plan. These would be reviewed by the Site Auditor as part of the Site Audit process leading to issue of the Section A Site Audit Statement(s).	All stages	All stages		Proponent
Develop and implement a Waste Management Plan, as part of the CEMP addressing the principles of avoid, reduce reuse and disposal. The Plan would also address waste management issues as identified in the Southlands RAP.	All stages	All stages	All Stages	Proponent
Water management would be addressed in the CEMP that identifies the issues described in the Southlands RAP and the requirements for contingency planning for interception of groundwater during excavation works and water management to prevent surface run off from becoming contaminated as a result of soil disturbance or contact with site contaminants.	All stages	All stages		Proponent
Develop a Waste Management Plan as part of the OEMP for operation.				Proponent
LANDSCAPE AND VISUAL				
Implementation of the landscape design generally as shown in the Landscape Plans for the project (07_011 STG 1_LC01 – 5).	All stages		All stages	Proponent
A Landscape Management Plan would be prepared for the Stage 3 area that would involve scrubbing, trimming, and replanting of this area to screen this underutilised area of the site.	Stage 1			Proponent
Implementation of a landscape maintenance program upon completion of construction of the new buildings.			All stages	Proponent
WATER AND ENERGY EFFICIENCY				
Buildings would be designed to maximise the benefits of solar energy through appropriate orientation.	All stages	All stages	All stages	Proponent
Detailed design would be in accordance with CoBB DCP for Energy Efficiency.	All stages	All stages	All stages	Proponent

Mitigation Measure	Implementation			Responsibility
	Design	Constr. / Remed.	Operations	
Use of recycled water on site for non-potable uses proposed from stormwater / rainwater harvesting and, if practicable, from the Orica GTP where possible.	All stages	All stages	All stages	Proponent
Energy efficient appliances would be installed.	All stages	All stages	All stages	Proponent
ACOUSTICS				
<p>The operation and use of new buildings within the estate will comply with the Botany Bay City Council standard noise criteria as follows:</p> <p><i>Standard Noise Criteria Adopted by Council</i></p> <p>(a) The operation of all plant and equipment shall not give rise to an equivalent continuous (L Aeq) sound pressure level at any point on any residential property greater than 5dB(A) above the existing background L A90 level (in the absence of the noise under consideration).</p> <p>(b) The operation of all plant equipment when assessed on any residential property shall not give rise to a sound pressure level that exceeds L Aeq 50dB(A) day time and L Aeq 40dB(A) night time.</p> <p>(c) The operation of all plant and equipment when assessed on any neighbouring commercial/industrial premises shall not give rise to a sound pressure level that exceeds L Aeq 65dB(A) day time/night time. For assessment purposes, the above L Aeq sound levels shall be assessed over a period of 10 -15 minutes and adjusted in accordance with EPA guidelines for tonality, frequency weighting, impulsive characteristics, fluctuations and temporal content where necessary.</p>			All Stages	Operator
BUILDING DESIGN				
The detailed design of each building will be submitted to Botany Bay City Council for review and design input from the Botany Bay City Council Urban Design Review Panel, prior to the issuance of a Construction Certificate for each new building.	Stage 1 and Stage 2			Proponent
<p>The design of buildings will comply with the Botany Bay City Council requirements in terms of anti-graffiti coating, as follows:</p> <p>(a) A detailed Schedule of Finishes and Colours must be submitted to Council for approval prior to issuing the construction certificate in respect of the new buildings to be erected on the site.</p> <p>(b) The Schedule of Finishes shall consist of samples of materials cross referenced with manufacturers details and product code. The Schedule shall include detailed facade treatment, anti graffiti coatings and green screens where required to prevent the application of graffiti to the buildings.</p> <p>(c) The detailed Colour Scheme is to be shown in the form of detailed coloured building elevations, cross-referenced with a colour sample chart showing manufacturers details and product code.</p>	All Stages			Proponent
DEVELOPER CONTRIBUTIONS				
Prior to the issue of an occupation certificate for any new building approved under this approval in Stage 1				

Mitigation Measure	Implementation			Responsibility																																																								
	Design	Constr. / Remed.	Operations																																																									
the Proponent will either: 1. pay developer contributions in accordance with Botany Bay City Council Section 94 Contributions Plan 2005 - 2010 totalling \$3,110,914 as set out below. The contributions to be paid are to reflect the proportion of each lot in Stage 1 as a percentage of the total land area of stage 1: <table><tr><th>Required S. 94 Contribution</th><th>Rate in CP</th><th>Required Contribution</th></tr><tr><td>Community facility</td><td>\$259.00 per empl.</td><td>\$140,870.10</td></tr><tr><td>Administration</td><td>\$42.00 per empl</td><td>\$22,843.80</td></tr><tr><td>Shopping Centre Improvements (City Wide)</td><td>\$188.00 per empl.</td><td>\$102,253</td></tr><tr><td>Open Space and Recreation</td><td>\$1,745.00 per empl.</td><td>\$949,105.50</td></tr><tr><td>Total per Employee</td><td>\$2,234.00</td><td>\$1,215,073</td></tr><tr><td>Transport Management (based on Stage 1 site area 9.39 ha)</td><td>\$20.19 Per m² site area</td><td>\$1,895,841</td></tr><tr><td>Total Payment Required</td><td></td><td>\$3,110,914</td></tr></table> <div>Note: 1. Rates are based on the January 2006 CP. The Council has advised (19 July 2011) that the rates have not changed since the time the CP has been adopted and the rates remain as originally adopted; 2. Based on Total Site area of 93,900 m2 of new lots 1 - 6 excluding Nant Street Corridor, DOL lands, Orica Pipeline lots (10 and 11) , and gross floor area of 36,170m2 as shown on final (Mod 1) Project Plan; 3. Employee numbers determined in accordance with Botany CP as Transport/Storage/ Warehousing at 1 employee per 66.5 m2 = 543.9 employees; 4. Contributions for Lots 7 and 8 are proposed to be levied at the stage of a use Application for those lots 3. Contribution Per Lot <table><tr><th>Lot</th><th>Area (m2)</th><th></th><th>Required Contribution</th></tr><tr><td>1</td><td>28000</td><td></td><td>\$871,378</td></tr><tr><td>2</td><td>24300</td><td></td><td>\$746,857</td></tr><tr><td>3</td><td>10500</td><td></td><td>\$368,822</td></tr><tr><td>4</td><td>9100</td><td></td><td>\$341,003</td></tr><tr><td>5</td><td>9900</td><td></td><td>\$371,229</td></tr><tr><td>6</td><td>12100</td><td></td><td>\$411,626</td></tr><tr><td>Total</td><td>93900</td><td></td><td>\$3,110,914</td></tr></table> S.94 contributions for any future development of Lots 7, 8 and 12 would be determined when use Applications or Modifications are put forward for these lots;</div>	Required S. 94 Contribution	Rate in CP	Required Contribution	Community facility	\$259.00 per empl.	\$140,870.10	Administration	\$42.00 per empl	\$22,843.80	Shopping Centre Improvements (City Wide)	\$188.00 per empl.	\$102,253	Open Space and Recreation	\$1,745.00 per empl.	\$949,105.50	Total per Employee	\$2,234.00	\$1,215,073	Transport Management (based on Stage 1 site area 9.39 ha)	\$20.19 Per m ² site area	\$1,895,841	Total Payment Required		\$3,110,914	Lot	Area (m2)		Required Contribution	1	28000		\$871,378	2	24300		\$746,857	3	10500		\$368,822	4	9100		\$341,003	5	9900		\$371,229	6	12100		\$411,626	Total	93900		\$3,110,914	Stage 1			Proponent
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Mitigation Measure		Implementation			Responsibility
		Design	Constr. / Remed.	Operations	
OR					
2. enter into a Voluntary Planning Agreement with Botany Bay City Council prior to the issuance of a Construction Certificate for new buildings in Stage 1, that contemplates the carrying out of one or any of the following works in kind with or without payment of monetary contributions up to the maximum contribution payable for this stage under the Botany Bay City Council Section 94 Contributions Plan 2005 - 2010:					
Stage 1					
Item	Works	Scope of works	Estimated Value of works		
(a)	New cycle way extending the existing cycle way on Coal Pier Road along the western edge of Southlands	<ul style="list-style-type: none">Construction of new 2.4 metre (or as specified by Council) wide cycle path connecting to the existing cycle path along the western boundary to Southlands on the Coal Pier Road frontage.Dedication of land to Council to accommodate the cycleway. This will be subject to retention of rights for vehicular, pedestrian access and services etc. into and out of the Southlands site.	Value of works to be determined by independent QS and land value dedicated to Council to be determined by valuer suitable to parties up to the maximum value of the total S.94 Contributions payable for Stage 1, less any amount agreed for (b) and (c).		
(b)	Pavement repairs to Hills, Exell and McPherson Streets	Roadwork pavement repairs. Precise scope of pavement improvements to be defined with Council.	Value of works to be determined by QS suitable to parties up to a maximum value of the total S.94 Contributions payable for Stage 1, less		

Mitigation Measure					Implementation			Responsibility
					Design	Constr. / Remed.	Operations	
				the agreed value for items (a), and (c).				
	(c)	Botany Bay Hotel Frontage Works	Works outside the Botany Bay Hotel including a refuge island and modifications to on street parking.	Value of works to be determined by QS suitable to parties up to a maximum value of the total S.94 Contributions payable for Stage 1, less the agreed value for items (a) and (b).				



Attachment B – Updated S.94 Offer Letter



Botany Operations

Orica Australia Pty Ltd
ABN 99 004 117 828

16-20 Beauchamp Road
Matraville, N.S.W., 2036 Australia
Direct Tel (02) 9352 2005
Fax (02) 9352 2371
email graeme.richardson@orica.com

7 May 2013

The Director General
Department of Planning
23-33 Bridge Street
Sydney, 2000

Attention – Christine Chapman

Dear Sir,

S.94 Contributions and Offer to Enter into a Voluntary Planning Agreement with Botany Bay City Council

Further to the previous letter of offer issued by Orica on 26 July, 2011 regarding S.94 Contributions at Southlands, we now wish to update that offer in relation to Modification No. 1 to the Southlands Consent.

Orica has had discussions with Botany Bay City Council (**BBCC**) who have confirmed that they would be prepared to either accept a cash payment in accordance with their Section 94 Contributions Plan 2005-2010 (**CP**), or to enter into a Voluntary Planning Agreement (**VPA**) with Orica to cover certain agreed works in kind to be undertaken by Orica Australia Pty Ltd, in lieu of S.94 Contributions.

BBCC see no utility in determining the detail of the VPA until such time as an approval has been issued, but have confirmed that the applicable S.94 contributions remain as per those set out in their CP, which has not been escalated since they were published.

We therefore set out below Orica's proposal for the payment of developer contributions for the Preferred Project Plan (as amended by Modification 1) for the Southlands Project. Orica offers to either pay S.94 Contributions as required under the CP for the Southlands Project or to enter into a VPA with Botany Bay City Council that contemplates the carrying out of works in kind as agreed with Council, with or without payment of monetary contributions, up to the maximum contribution payable under the CP. .

Required Contributions under the Section 94 Contributions Plan 2005-2010 .

We have set out in the following tables our understanding of the S.94 Contributions that are applicable to the Preferred Project as amended by Modification No.1. The

contributions would be payable prior to the issuance of an occupation certificate for new buildings under this approval. Buildings may be delivered on a staged basis across the 6 development lots.

Section 94 Contributions for Stage 1 – Southlands Preferred Project Plan under Botany CP¹.

S. 94 Contribution	Rate in CP	Required Contribution
Community facility	\$259.00 per empl.	\$140,870.10
Administration	\$42.00 per empl	\$22,843.80
Shopping Centre Improvements (City Wide)	\$188.00 per empl.	\$102,253
Open Space and Recreation	\$1,745.00 per empl.	\$949,105.50
Total per Employee	\$2,234.00	\$1,215,073
Transport Management (based on Stage 1 site area 9.39 ha)	\$20.19 Per m ² site area	\$1,895,841
Total Payment Required		\$3,110,914

Note:

1. Rates are based on the January 2006 CP. The Council has advised (19 July 2011) that the rates have not changed since the time the CP has been adopted and the rates remain as originally adopted;
2. Based on Total Site area of 93,900 m² of new lots 1 - 6 excluding Nant Street Corridor, DOL lands, Orica Pipeline lots (10 and 11) , and gross floor area of 36,170m² as shown on final (Mod 1) Project Plan;
3. Employee numbers determined in accordance with Botany CP as Transport/Storage/ Warehousing at 1 employee per 66.5 m² = 543.9 employees
4. Contributions for Lots 7 and 8 are proposed to be levied at the stage of a use Application for those lots

The required S. 94 contributions for the Preferred Project Plan (as amended by Modification No. 1) is therefore **\$3,110,914**.

Payment of these contributions would be required prior to the occupation of any new buildings.

Orica therefore understands that, subject to an approval being issued for Modification No. 1 to the Consent, there is an obligation to make the necessary contributions prior to the occupation of any new buildings on any particular Lot.

For clarity purposes and to allow for a staged delivery of buildings across the site we have identified the required S.94 contributions on a Lot by Lot basis as follows:

Lot	Area	Required Contribution
1	28000	\$871,378
2	24300	\$746,857
3	10500	\$368,822
4	9100	\$341,003
5	9900	\$371,229
6	12100	\$411,626
Total	93900	\$3,110,914

S.94 contributions for any future development of Lots 7 and 8 would be determined when use Applications or Modifications are put forward for these lots.

Alternative for a VPA with Botany Bay City Council

Alternatively, as discussed with BBCC, Council has agreed to consider entering into a VPA with Orica that provides for various Works in Kind in lieu of the S.94 payments. Council however see no point in discussing the VPA any further until an approval is issued. Orica understands and agrees with this position and is happy to have discussions with BBCC following the issuance of the approval.

The works in kind discussed with Council to date include the following, but no commitment is given by Orica to these works until such time as a VPA has been agreed:

Stage 1

Item	Works	Scope of works	Estimated Value of works
(a)	New cycle way extending the existing cycle way on Coal Pier Road along the western edge of Southlands	<ul style="list-style-type: none"> Construction of new 2.4 metre (or as specified by Council) wide cycle path connecting to the existing cycle path along the western boundary to Southlands on the Coal Pier Road frontage. Dedication of land to Council to accommodate the cycleway. This will be subject to retention of rights for vehicular, pedestrian access and services etc. into and out of the Southlands site. 	Value of works to be determined by independent QS and land value dedicated to Council to be determined by valuer suitable to parties up to the maximum value of the total S.94 Contributions payable for Stage 1, less any amount agreed for (b) and (c).
(b)	Pavement repairs to Hills, Exell and McPherson Streets	Roadwork pavement repairs. Precise scope of pavement improvements to be defined with Council.	Value of works to be determined by QS suitable to parties up to a maximum value of the total S.94 Contributions payable for Stage 1, less the agreed value for items (a), and (c).
(c)	Botany Bay Hotel Frontage Works	Works outside the Botany Bay Hotel including a refuge island and modifications to on street parking.	Value of works to be determined by QS suitable to parties up to a maximum value of the total S.94 Contributions payable for Stage 1, less the agreed value for items (a) and (b).

The VPA must be executed prior to the issuance of a Construction Certificate for new buildings. It will require that the works be undertaken prior to the issuance of an Occupation Certificate for new buildings on any Lot. The works will be valued by an agreed quantity surveyor/valuer. If the indicative statutory contributions for the

relevant Stage exceed the valuation of the works, the balance will be paid to the Council prior to the issuance of an Occupation Certificate for the building.

Suggested Amendment to Statement of Commitments.

In light of the above we have amended the previously approved Statement of Commitments to reflect the modified S. 94 offer.

Should you have any queries please do not hesitate to contact the undersigned.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Graeme Richardson', with a stylized flourish at the end.

Graeme Richardson
General Manager
Botany Transformation Projects
Orica Australia Pty Ltd



Attachment C – Email Advice to Ms. S. Hall

Information Provided in Response to Questions Raised by CLC Member S Hall,
Prior to 26 March 2013 CLC Meeting

Southlands Remediation and Development Project Information

- Vegetation was removed at the Southlands site around July 2012.
- The investigatory trenches at Southlands were excavated between July and August 2012.
- Contractors who have undertaken work at Southlands in recent months include ENVIROPACIFIC Services (trenching and compacting), Douglas Partners (geotech specialists), JBS (hydrogeology and asbestos experts).
- An Environmental Management Strategy and Construction Environmental Management Plan have been approved by the Department of Planning and Infrastructure and are available on Orica's website: <http://www.oricabotanytransformation.com/index.asp?page=159>.
- The Southlands site does not have a history of industrial use and Orica has completed a series of detailed soil investigations at Southlands since 2005 and has a good understanding of the extent of mercury and other contaminants of concern in soils.
- The investigation work was completed by independent consultants under the supervision of a contaminated sites auditor. The concentrations of mercury detected are all less than 400 ppm, which is one tenth of the new proposed draft National Environment Protection Measure (NEPM) value of 4000 ppm for commercial/industrial sites.
- There are insufficient concentrations of mercury in Southlands to create any vapour issues.
- The mercury is in isolated areas and relates to Springvale Drain remediation works.
- The current NEPM value for commercial/industrial sites is 75 ppm. As the draft NEPM guidelines have not been completed, Orica will be removing any small areas of contaminated soil as part of the remedial works in order to meet the 75 ppm cleanup criteria. This spoil will be disposed of in accordance with EPA requirements.
- The EPA accredited site auditor for the Southlands Project is Mr Chris Jewell. His role is to ensure that the work is undertaken in accordance with the Remediation Action Plan (RAP) (which was exhibited as part of the Project Environmental Assessment and has been on our website for many years) and to issue a Site Audit Statement once the requirements of the RAP have been implemented.
- The property will only be sold with that Site Audit Statement that verifies that the land is suitable for commercial industrial use.
- The RAP included information about contaminants identified on site, including isolated areas of low concentration mercury (referred to above).
- As further detailed information has become available (e.g. on groundwater levels) this is fed into the RAP. The RAP is currently being updated and will be issued to the Site Auditor for approval.

- Orica's Directors are appraised of the progress on each of the remediation Projects at Botany and confidently rely upon the project managers to ensure that the project is implemented in accordance with regulatory requirements and to protect the environment, and the Health and Safety of both workers and the community.
- Worker safety is managed in accordance with NSW WorkCover requirements.
- The Southlands site is similar to any other commercial development site in Sydney. All are subject to an investigation and (if required) remediation works as part of the development application process. Similarly, risks to workers at Southlands are no different to any remediation or large scale construction site. The greatest risk to the health of the workers is from trips / falls, cuts/abrasions, heavy vehicle traffic and snakes. Risks from incidentally encountering asbestos materials or other contaminants is managed by utilising contractors who are licensed in the handling of such materials by staff who are appropriately trained.

Former ChlorAlkali Plant (FCAP) Remediation Project Information

- There is no measurable quantity of mercury vapour leaving the FCAP site, as demonstrated by Orica's ongoing boundary monitoring.
- The intent of the remediation of the Former ChlorAlkali Plant is to remove as much mercury as practicable, either as metallic mercury or contaminated soil.
- This work will be undertaken in accordance with detailed environmental management plans to ensure that all potential risks and hazards are clearly understood and defined and that comprehensive risk minimisation and control measures are established.

Information re: December CLC Meeting Minutes and Follow-up Action

- The brief Southlands presentation was circulated on 8/2 with draft meeting minutes.
- The minutes do not record a lot of discussion on that project as it was covered quickly due to time constraints.
- The meeting notes taken at the meeting include only a brief reference to the presentation and a paragraph about Rick Bevan's question and the response provided by James Stening.
- An e-mail from L Archer to Rick Bevan in response to his query raised at the December CLC meeting is copied over page, this will also be tabled at the CLC meeting on 26/3.

E-mail issued in response to Action Dec12#6

From: **Lucy Archer/AU/COR/ORICA**

To: Rick.Bevan@solvay.interox.com.au,

Cc: Stephen M Corish/AU/COR/ORICA@ORICA, ian.colley@makestuffhappen.com.au

Date: 20/12/2012 11:09 AM

Subject: Response to query at CLC meeting

Hi Rick,

I'm writing with some information in response to the query you raised at last week's CLC meeting, i.e. is there a potential for contaminated dust to come from the Southlands site?

The presence of some asbestos is evident at Southlands, as a result of historical dumping of materials there by third parties, but dust by no means equates to asbestos. Orica is taking a conservative approach during all works at Southlands and minimising dust to extent practicable.

We have utilised irrigation systems and water trucks to control dust during works. Exposed surfaces have also been quickly hydroseeded and stockpiles covered. These measures have effectively eliminated dust issues on the site during recent works.

These same mitigation measures will be employed during the major civil works, but on a larger scale. Permanent dust monitoring will also be occurring on the site boundaries and work faces (including asbestos analysis) for the entirety of works and an environmental consultant has been engaged to oversee the environmental control measures on the site, independent of the civil contractor.

The Project Environmental Management Strategy and Construction Environmental Management Plan are available on the following page of our website:

<http://www.oricabotanytransformation.com/index.asp?page=159>

If you, or your colleagues at Solvay, have any concerns about dust from the Southlands site please do not hesitate to contact me or our hotline 1800 025 138.

Feel free to give me a call if you wish to discuss this further

Warm regards and Merry Christmas,

Lucy

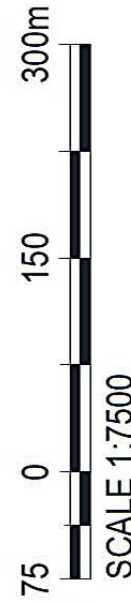
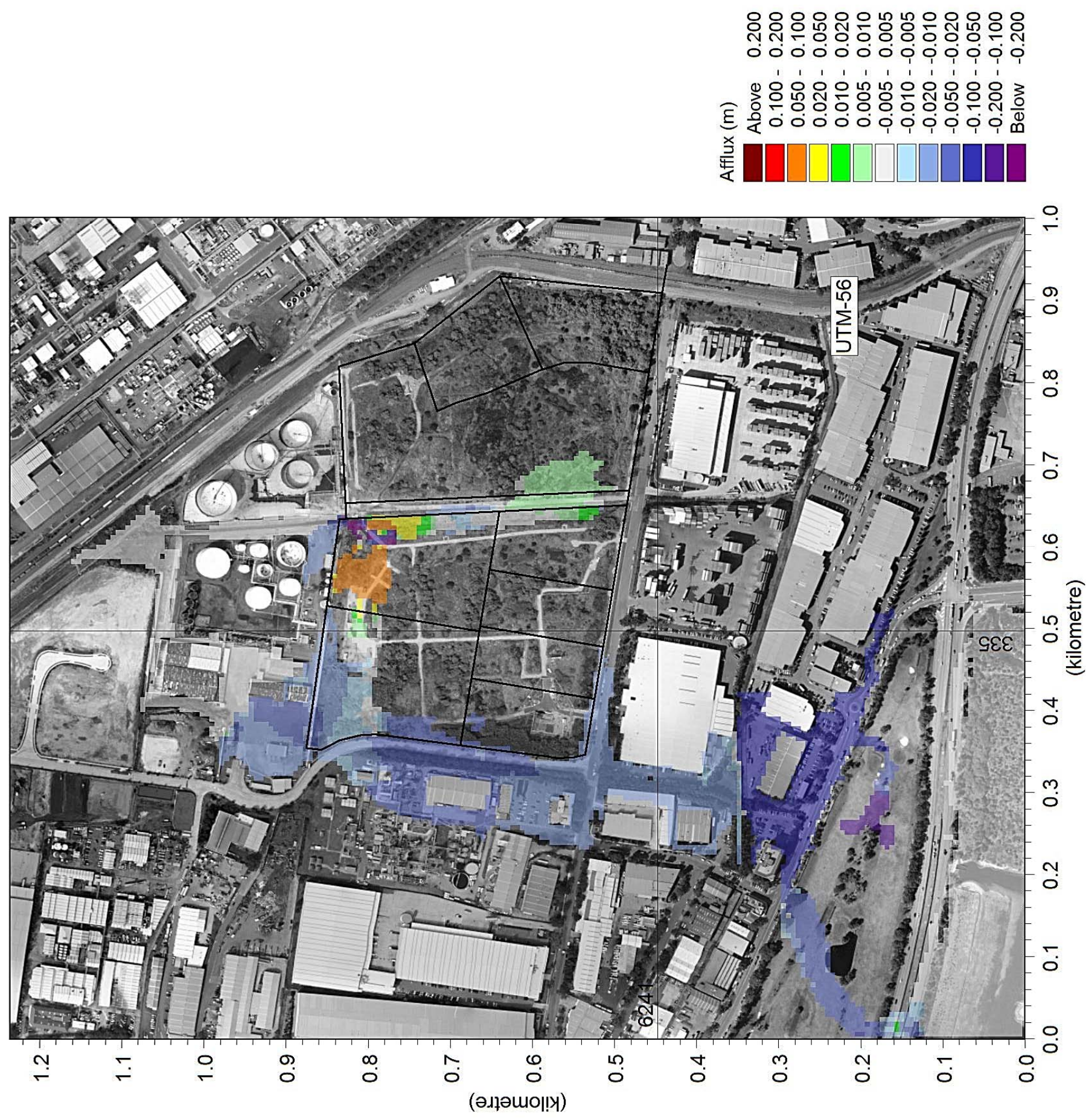
Lucy Archer | Community Relations Leader

Orica Australia Pty Ltd

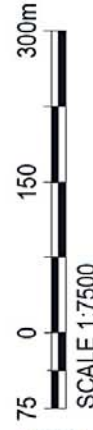
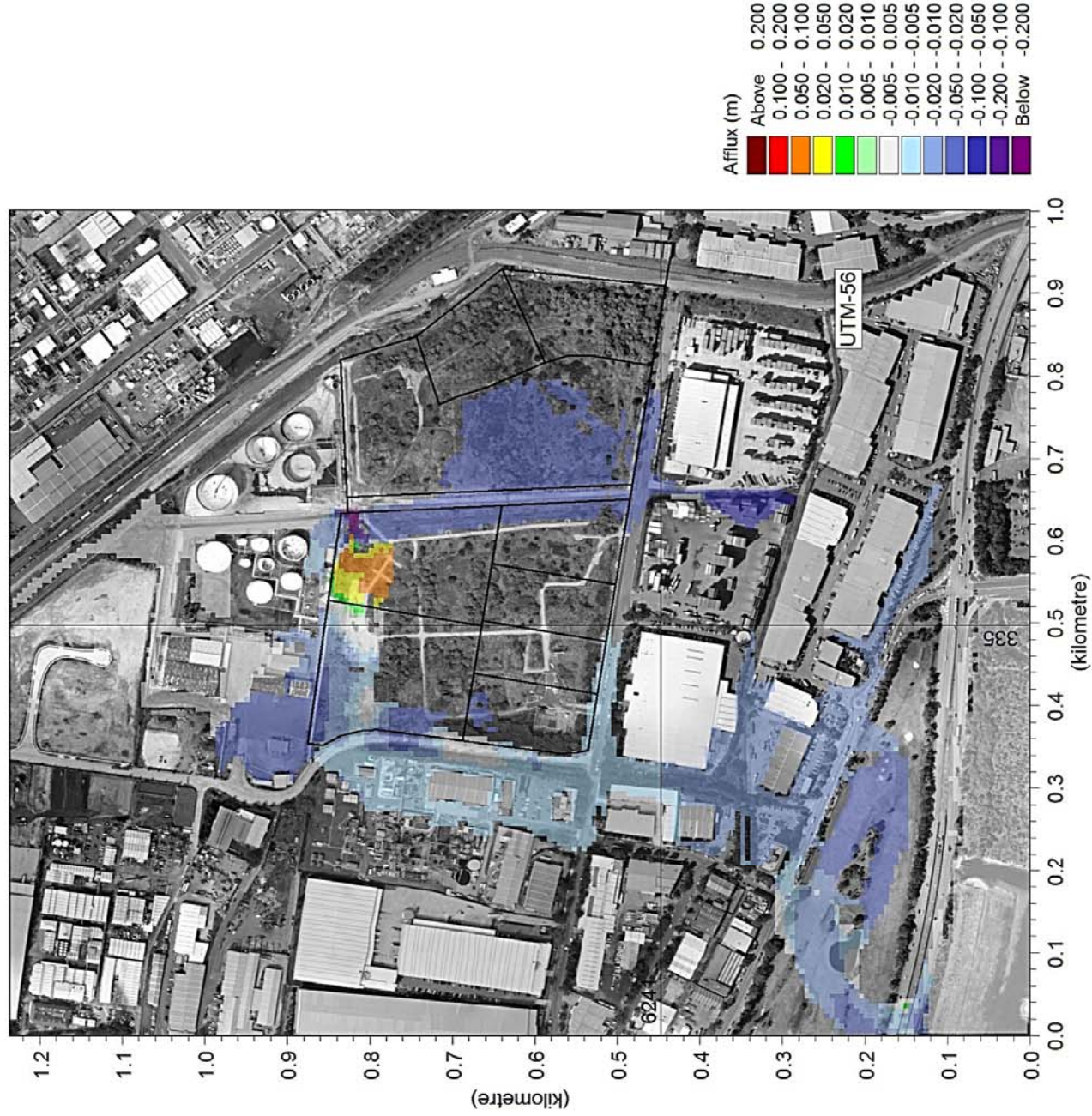
📞 07 3009 4918 | 📠 0423 290 713 | ✉ lucy.archer@orica.com



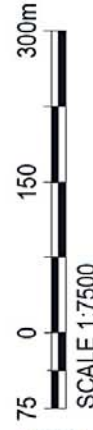
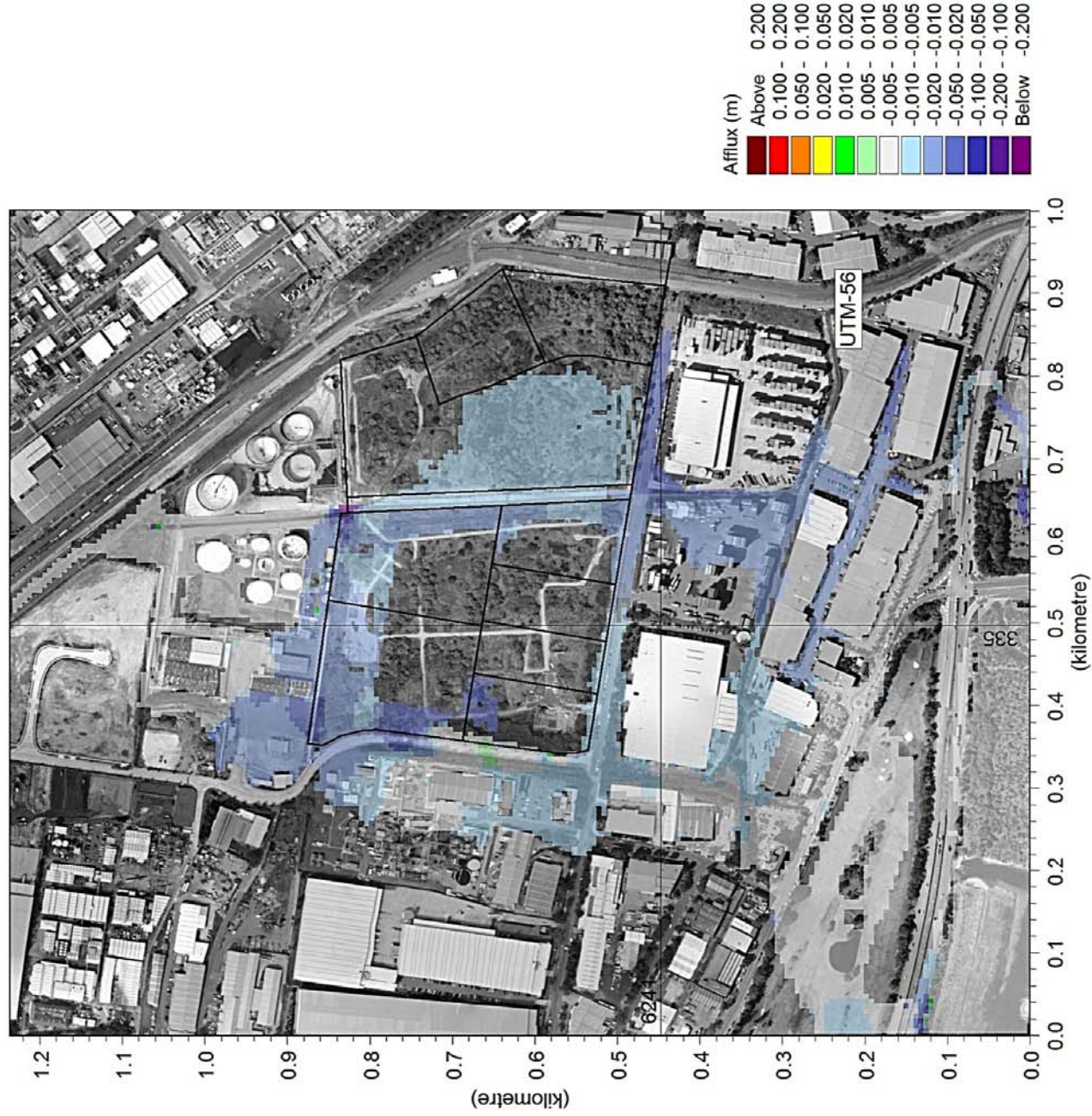
Attachment D – Updated Aurecon Diagrams 9a – 11a



Southlands Industrial Estate 22 February 2013 **Figure D9a**
Final Development Scenario 50% AEP flood level difference map



SCALE 1:7500



Southlands Industrial Estate **22 February 2013** **Figure D11a**
Final Development Scenario 1% AEP flood level difference map



Attachment E – Biosphere Ecological Consultants advice regarding Green and Golden Bell Frog Ponds.



Biosphere Environmental Consultants Pty Ltd

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e-mail: 1arthur@tpg.com.au

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Green and Golden Bell frog Ponds

Orica Southlands Site

The Orica Southlands Site is an area of low-lying undeveloped land at Banksmeadow. Two stormwater channels constructed in the late 1800's to drain the natural swamp run through the site (from North to south) and these channels discharge into Botany Bay. The easternmost channel (Springvale Drain) would normally have water in it all year round, but is effected in the lower end by the operation of Orica's Groundwater Treatment Plant. Water levels do rise rapidly after heavy local rainfall and may even cause local flooding at the Southlands site. There is potential, under certain conditions (such as following higher than usual rain fall in conjunction with extended Groundwater Treatment Plant shutdowns) for the water quality in Springvale Drain to be impacted by contaminated groundwater in the area – not only from Orica.

The proposed site selected for the Green and Golden Bell frog ponds lies within the southern part of the channel of the Springvale Drain, not far from the intersection with McPherson Street. This location was specifically chosen to take advantage of the flooding nature of the drain. The ponds are located above low-flow levels and above historically high groundwater levels and so will not be impacted by poor quality water.. During times of flood, the ponds will become inundated by stormwater water, although inundation is likely to only last for a few hours at a time.

Flooding is an important environmental signal for frogs (and Green and Golden Bell frogs in particular) to breed. By ensuring that the ponds will be flooded during times of heavy local rain (another strong signal for breeding), the opportunities for the frogs to breed will be maximised.

The only disadvantage in having the ponds inside the Springvale channel is that they may receive floating debris during the flooding episodes and the ponds may need to be periodically cleared of this.

The rest of the created habitat around the ponds will not be adversely affected by local flooding.

The proposed location of the ponds at the southern portion of Springvale Drain is therefore endorsed.

Dr Arthur White

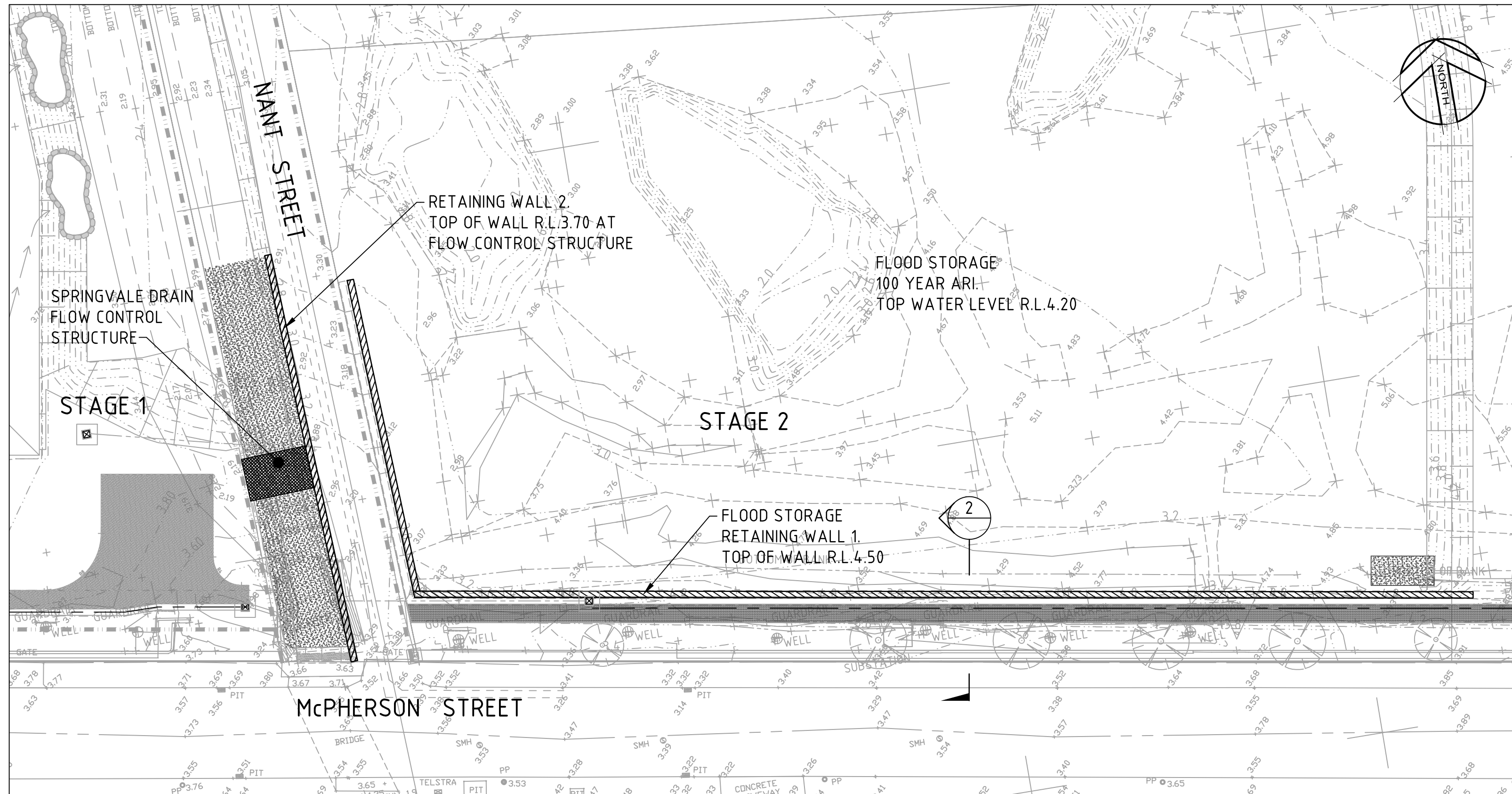
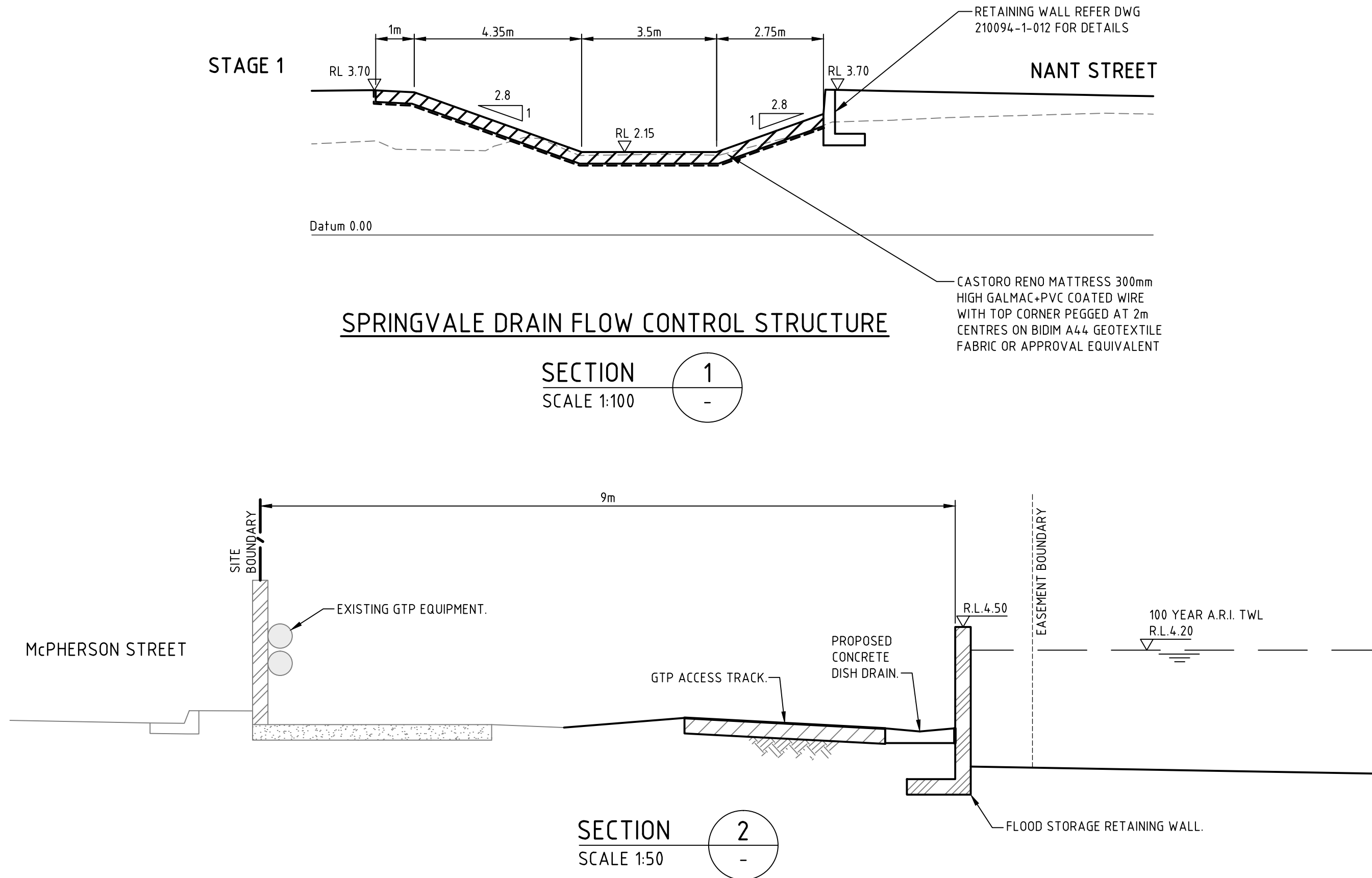
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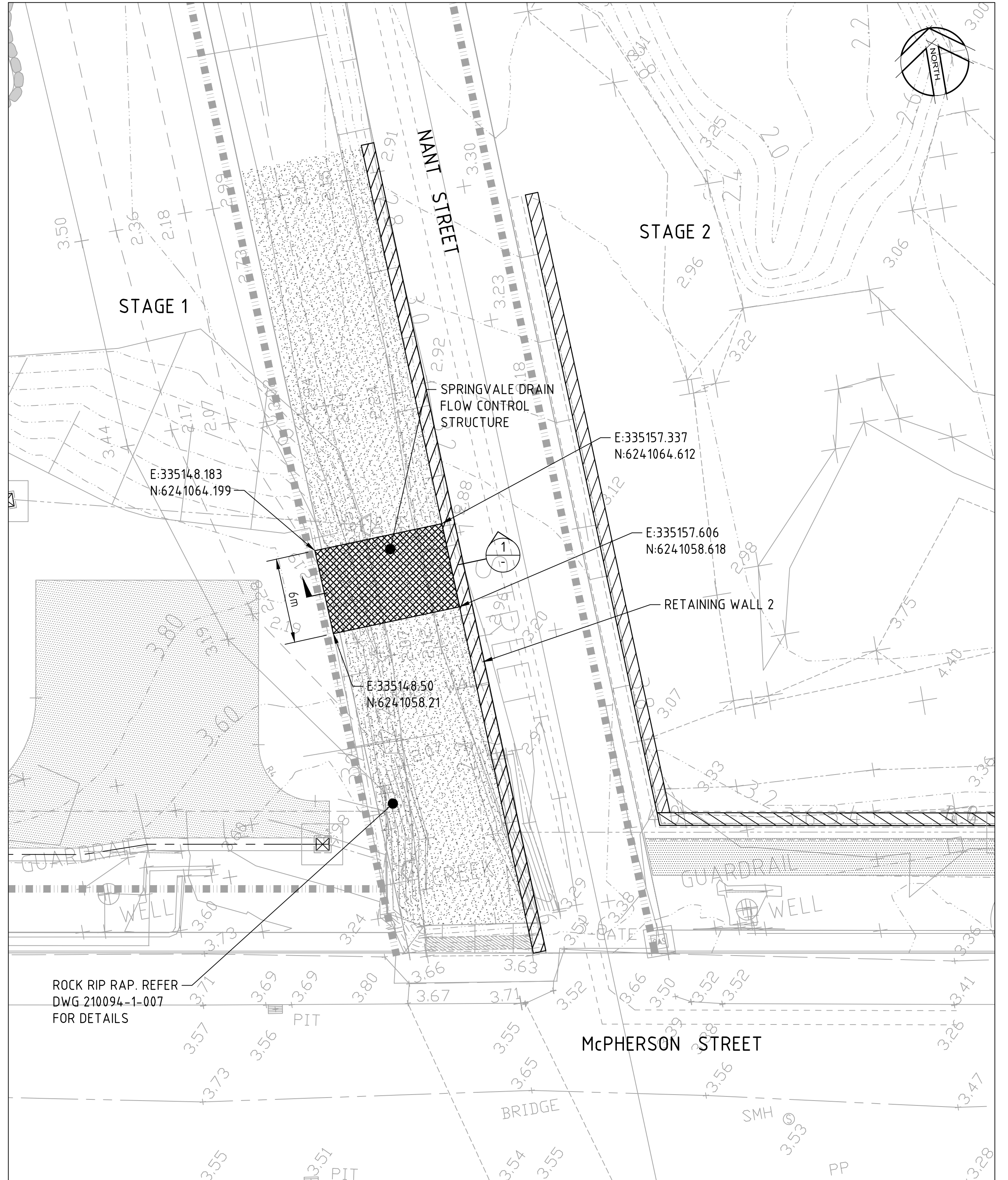
**Attachment G – Plans / Sections Showing Proposed Restriction on Springvale
Drain and Flood Control Structures**

DATE PLOTTED: 14 June 2013 14:1 PM BY: DAVID BALL (SYDNEY)

XREF's: X-BLK-A1-SHT: 12317A_DA01_REV0.m; X-Bulk: X-Contour Design 200mm; X-100YR ARI AREA; X-Base Layout: SPRINGVALE DRAIN FLOW CONTROL STRUCTURE; X-Flood Management Notes; FLOODPLAIN MANAGEMENT DETAIL
CAD FILE: G:\210094 - Southlands Norwest Civil\Drawings\CC-210094-1-014 (B) FLOW CONTROL STRUCTURE.dwg

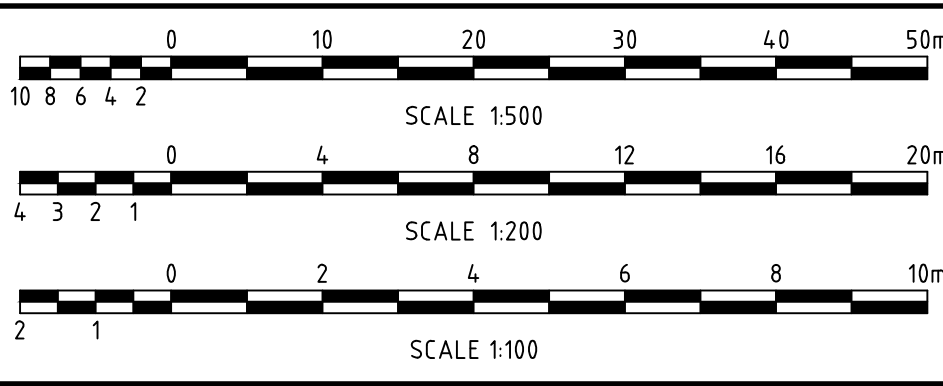


SOUTHLANDS FLOODPLAIN MANAGEMENT STRUCTURES
SCALE: 1:500



PLAN
SCALE: 1:200

Rev	Date	Description	Drawn	Appr.
B	14.06.13	REISSUED FOR APPROVAL	DB	RL
A	13.06.13	FOR APPROVAL	JY	RL



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Quality Endorsed Company
AS 9001 Lic. 5900
Standards Australia

Drawn JY	Date JUN'13
Checked RL	Date JUN'13
Designed RH	Date JUN'13
Verified RL	Date JUN'13
Approved RL	Date JUN'13

Client **ORICA**

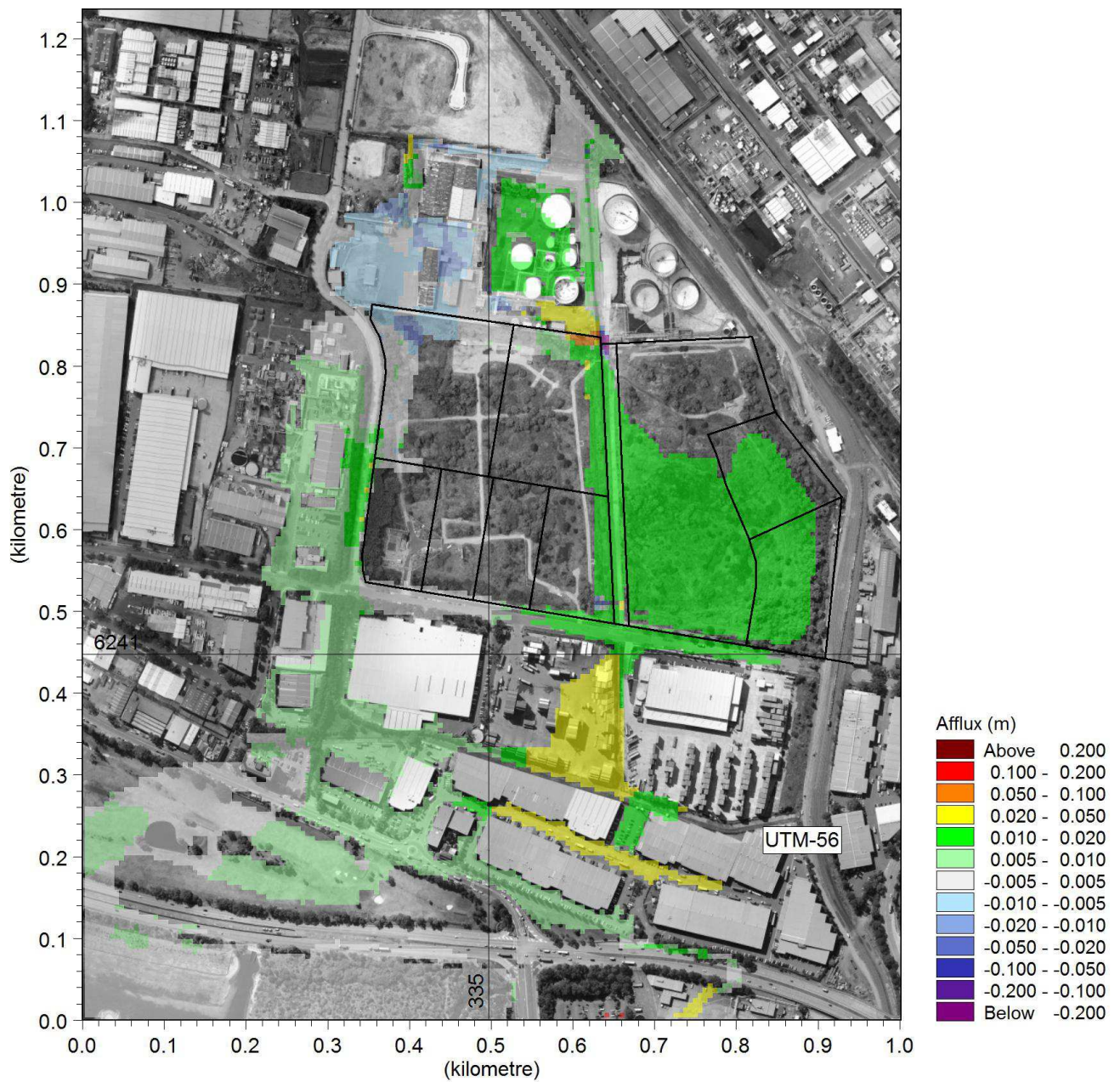
**SOUTHLANDS
INDUSTRIAL ESTATE
CIVIL WORKS PACKAGE
FLOW CONTROL STRUCTURE**

Status			
ISSUED FOR APPROVAL			
Date JUN'13	Datum AHD	Scale AS SHOWN	Size A1
Drawing Number 210094-1-014			Revision B

0 10 20 30 40 50 60 70 80 90 100 110 120 130 140 150mm ON A1 ORIGINAL



Attachment H – Difference in 1:100 yr flood levels – Existing Approved and Proposed under Modification.



Southlands Industrial Estate 22 February 2013 **Figure D11a**
Final Development 1% AEP flood level change from approved plans