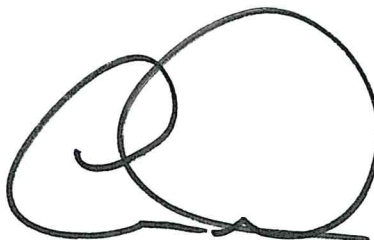


Notice of Modification

Section 75W of the *Environmental Planning and Assessment Act 1979*

As delegate for the Minister for Planning and Infrastructure, under the delegation of 27 February 2013, I hereby modify the project approval referred to in Schedule 1, as set out in Schedule 2.



Chris Wilson
Executive Director
Development Assessment Systems & Approvals

Sydney

14 AUGUST

2013

SCHEDULE 1

Application Number: 06_0191

Proponent: Orica Australia Pty Ltd (Orica)

Approval Authority: Minister for Planning and Infrastructure

Land: Lot 1 DP 254392, Lot 1 DP 1078077, Lot 1 DP 85542, Lot 11 DP 109505, and Lot 1 DP 873898, Crown Land containing 'Springvale Drain' (between Nant Street and Lot 1 DP 1078077 and Lot 1 254392)

Project: Orica Southlands Remediation & Warehouse Development Project

SCHEDULE 2

This Project Approval is modified by:

In the definitions table

1. Replacing the definition of Project with:

Project The development described in Schedule 1, the EA and PPR and defined as 'Stage 1 Works' and as modified by 06_0191 Mod 1

2. Replacing the definition of Stage 1 Works with:

Stage 1 works Includes:

- site remediation works over the whole site (Areas 1, 2 and 3);
- flood mitigation and drainage works (over Areas 1, 2 and 3);
- staged subdivision of Areas 1, 2 and 3 into 12 lots;

- establishment of 6 industrial use warehouses in Area 1 each with ancillary office components;
 - traffic improvement works at the intersection of Hill Street and Botany Road;
 - carparking as shown on Site Plan SRD DA006 (H) dated 22 June 2012 in Appendix 4.
3. Inserting the following definition in alphabetical order:
- Mod 1 The modification as described in *Southlands Remediation and Development Project – Modification under s.75W of Project Approval – 06_0191 – Reconfiguration of Compensatory Flood Storage Basin, Reconfiguration of Lots 7, 8 and 9, Reconfiguration of Lots 3-6 Boundary, Addition of wording requested by OEH Accredited Site Auditor* dated 26 February 2013 and prepared by DBL property and the *Response to Submissions Report* – prepared by DBL Property and dated 18 June 2013
4. Replacing the definition of Statement of Commitments with:
- Statement of Commitments The Proponent's commitments, dated 18 July 2013, in Appendix 1
5. Replacing the definition of Subdivision (and easements) with
- Subdivision (and easements) Subdivision of only Lots 1 DP 254392, Lot 1 1078077, Lot 1 DP 85542 and Lot 11 DP 109505 into Lots 1-12 in accordance with the subdivision plan SRD DA016(J) and SRD DA017 J) at APPENDIX 5
6. Replacing Condition 2 in Schedule 2 with the following:
2. The Proponent shall carry out the Project generally in accordance with the:
- a) EA;
 - b) Preferred Project Report Plans, cover dated 1 August 2012;
 - c) Submissions Report;
 - d) Statement of Commitments (see Appendix 1); and
 - e) Modification application 06_0191 MOD 1 and supporting documents; and
 - f) Conditions of this approval.
- If there is any inconsistency between the above documents, the most recent document shall prevail to the extent of the inconsistency. However, the conditions of this approval shall prevail to the extent of any inconsistency.
7. Replacing Condition 12 of Schedule 2 with the following:
12. The Proponent shall pay developer contributions to a maximum amount of \$3,110,914.00 payable to Council generally in accordance with the offer dated 7 May 2013 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 a percentage of the total land area of Stage 1.
8. Replacing Condition 13 of Schedule 2 with the following:
13. The Proponent shall carry out the subdivision of the land north of McPherson in accordance with the subdivision plan SRD DA016(J) at Appendix 5 of this approval.
9. Replacing Condition 14 of Schedule 2 with the following:
14. Prior to the issuance of a subdivision certificate for each of the Lots, the Proponent shall ensure that the subdivided Lots 1-6, are connected to services, drainage and utilities and provide documentary evidence of the proposed easements to the Principal Certifying Authority or Council.
10. Replacing Condition 15 of Schedule 2 with the following:

15. Easements for services, drainage, maintenance or any other encumbrances and indemnities required for joint or reciprocal use of part or all of the proposed lots as a consequence of the subdivision, must:
 - a) be created over those lots pursuant to the *Conveyancing Act, 1919*;
 - b) be in accordance with the easement plan SRD DA017 (H) at Appendix 5 of this approval; and
 - c) be to the satisfaction of Council or the Principal Certifying Authority.

Note: Any easements in the easement plan must nominate Council, the EPA or other relevant Authority (ie Sydney Water etc) as the authority to release, vary or modify the easement. The form of the easement must be in accordance with Council's standard recitals for terms of easements, or the standard form for easements accepted by the Department of Lands.

11. Replacing Condition 16 of Schedule 2 with the following:

16. The Proponent shall maintain sufficient access rights to the infrastructure identified in the Easements Plan SRD DA017(H) for the duration of the BGCuP to allow for all activities related to the approved VMP or other regulatory instrument and potential future remediation works. The Proponent shall advise both the Department and the EPA of any changes to the Easement Plan.

12. Replacing Condition 6 of Schedule 3 with the following:

6. Prior to the commencement of Operation, the Proponent shall prepare and submit a Long Term Site Environmental Management Plan (LTSEMP), to the satisfaction of the Site Auditor. The LTSEMP shall be prepared in accordance with the requirements outlined in the NSW DECC Contaminated Sites: Guidelines for the NSW Site Auditor Scheme (2nd edition), April 2006, as referenced in the RAP. The plan shall be designed 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. The plan shall include:
 - a) description of the nature and location of contamination remaining on Site;
 - b) the objectives of the LTSEMP;
 - c) procedures for residual contamination management;
 - d) responsibilities for the LTSEMP implementation; and
 - e) an implementation schedule for each action in the LTSEMP.

The site shall be maintained for the duration of the site occupation and operation in accordance with the auditor approved LTSEMP.

13. Replacing Condition 8 of Schedule 3 with the following:

8. The Proponent shall provide flood storage, in accordance with the EA and PPR modified by 06_0191 (Mod 1), to compensate for the amount lost due to filling within the floodplain of Springvale and Floodvale Drains. The compensatory flood storage shall:
 - a) be constructed to the west and east of Springvale Drain and immediately upstream of McPherson Street;
 - b) include a permanent control structure within Springvale Drain to control flows into the detention basin, as shown in Drawing No. 210094-1-014 (Revision B), prepared by Cardno and dated 14 June 2013;
 - c) be constructed in accordance with the 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 modified by the addendum letter report titled Southlands – Detailed Design 2D Flood Re-Modelling – Addendum Advice Regarding Variation to Compensatory Flood Basin Design and Impact (Prepared by Aurecon, dated 22 February 2013) and plans; and
 - e) be carried out to the satisfaction of the Director-General.

14. Inserting Condition 8A after condition 8 of Schedule 3:

Prior to the issue of a subdivision certificate, the Proponent shall register an 88B/E instrument pursuant to the *Conveyancing Act, 1919* over Lots 1, 2 and 6 requiring the maintenance and management of the flood detention basin and prohibiting the use of the land at grade other than for the maintenance of the flood detention basin.

15. Replacing Condition 10 of Schedule 3 with the following:
 10. The Proponent shall commission and pay the full cost of a Hydraulic Modelling Flood Validation Assessment Report to confirm that the 'as constructed' Stage 1 compensatory flood storage works have been undertaken in accordance with the principles outlined in 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 the addendum letter report titled Southlands – Detailed Design 2D Flood Re-Modelling – Addendum Advice Regarding Variation to Compensatory Flood Basin Design and Impact (Prepared by Aurecon, dated 22 February 2013), and that the flood impact is no greater than indicated in Figures D9a, D10a and D11a of the addendum report (Appendix 6). The assessment must:
 - a) be conducted by a suitably qualified, experienced and independent expert whose appointment has been endorsed by the Director-General;
 - b) be submitted to the Director-General and Council within 6 weeks of the completion of the flood mitigation works and prior to the construction of any warehouse units;
 - c) include a detailed survey from a Registered Surveyor on all key structures and areas including final surface levels wither side of Springvale Drain Flow Control Structure and any other location affecting the discharge of flood water from the Orica flood detention basin to Nant Street, Coal Pier Road, McPherson Street or the downstream reaches of Springvale or Floodvale Drains;
 - d) provide easy to read figures indicating any differences between the results provided on Figures D9a, D10a and D11a of the Aurecon 2013 addendum report;
 - e) determine whether the 'as constructed' Stage 1 works have been undertaken in accordance with the design principles outlined in the Aurecon 2010 report and Aurecon 2013 addendum report and comply with the requirements in this approval; and if necessary; and
 - f) recommend and prioritise measures to be undertaken in the event that the assessment shows that the flood impact exceeds that shown on Figures D9a, D10a and D11a of the Aurecon 2013 addendum report and that the works as executed are not in accordance with this approval.
16. Replacing Condition 12 of Schedule 3 with the following:
 12. The Proponent shall engage a Registered Surveyor to certify that all new building Finished Floor Levels for Stage 1 are constructed a minimum of 500mm freeboard above the 100 year ARI flood level with Climate Change impacts. This written confirmation shall be provided to the Director-General within 6 weeks following completion of construction of the building's slab.
17. Replacing Condition 13 of Schedule 3 with the following:
 13. Within 6 weeks of the completion of the construction of each warehouse unit and prior to the issue of any Occupation Certificate, the Proponent shall undertake Flood Impact Validation to demonstrate that construction has not changed the flood impact levels shown on Figures D9a, D10a and D11a of the Aurecon 2013 addendum report (refer to Appendix 6) and validated in accordance with condition 9, Schedule 3, to the satisfaction of the Director-General.
18. Replacing Condition 21 of Schedule 3 with the following:
 21. Prior to the Operation, the Proponent, or any subsequent Lot owner shall provide:
 - a) parking in accordance with the 06_0191 Mod 1 for each individual Lot;
 - b) the applicable number of accessible parking spaces as required by Australian Standards;
 - c) a footpath along the site frontage to Macpherson Street (northern side), Coal Pier Road (eastern side) to the satisfaction of Council, as well as along one side of all internal access roads; and
 - d) parking for bicycles.

19. Replacing Condition 31 of Schedule 3 with the following:

31. The Proponent shall prepare and implement a revised Landscape Management Plan for the Project (as modified) to the satisfaction of the Director-General. This plan must:
- a) be prepared in consultation with Council and be submitted to the Director-General for approval within 4 weeks from the determination of 06_0191 Mod 1;
 - b) include:
 - a Landscape Plan for the Project, which identifies screen plantings to minimise visual impacts;
 - an implementation and maintenance schedule;
 - detailed plans and procedures to:
 - plant and maintain a 20m riparian corridor each side of Springvale Drain on the site;
 - provide offset habitat for the Green and Golden Bell Frog in the form of two small frog ponds and associated foraging areas;
 - provide for the maintenance and management of the frog ponds, including monthly cleaning and cleaning after rain events;
 - manage weeds in the vicinity of the riparian zones;
 - measures to control access;
 - integrate works into the proposed landscaping for the rest of the site;
 - maintain and monitor the landscaping and frog ponds; and
 - a Weed and Pest Management Plan that:
 - includes measure to control pests vermin, and noxious weeds; and
 - explicitly excludes the use of pesticides that are likely to be harmful to frogs.

The landscaping and frog ponds shall be maintained in accordance with the Landscape Management Plan for the duration of the operation of the Project.

20. Replacing Appendix 1 with new Appendix 1 which details the Proponent's updated Statement of Commitments.
21. Deleting Appendix 2 which details the Proponent's Staging Plan.
22. Replacing Appendix 3 with new Appendix 3 which details the Proponent's revised Development Contributions Offer.
23. Replacing Appendix 4 with new Appendix 4 which illustrates the revised Site Plan and Elevation Plans.
24. Replacing Appendix 5 with new Appendix 5 which illustrates the Proponent's revised Subdivision and Easement Plans.
25. Replacing Appendix 6 with new Appendix 6 which illustrates the Flood Impact Plans.
26. Inserting new Appendix 7 after Appendix 6 which illustrates the Civil Works Plans.

APPENDIX 1 – UPDATED STATEMENT OF COMMITMENTS

Southlands Remediation and Development Project

Updated Statement of Commitments (Modification No.1)

18 July, 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 (H)</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 22 February 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 22 February 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 22 February 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 Site Audit Statement(s) to establish site suitability for the proposed land use.			Prior to occupation	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		Stage 1	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
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 April 2013) 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 (Dwgs L01 – L18, Issue 0 for Construction, dated May 2012, prepared by Jocelyn Ramsay and Assoc.)	All stages		All stages	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			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 \$3,110,914as set out below. The contributions to be paid are to reflect the proportion of each lot in Stage 1 as a percentage of the</p>	Stage 1			Proponent

Mitigation Measure	Implementation			Responsibility																												
	Design	Constr. / Remed.	Operations																													
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>					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				
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																														
<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>2. ased 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;</p> <p>3. mployee numbers determined in accordance with Botany CP as Transport/Storage/ Warehousing at 1 employee per 66.5 m2 = 543.9 employees;</p> <p>4. ontributions for Lots 7 and 8 are proposed to be levied at the stage of a use Application for those lots</p> <p>3. Contribution Per Lot</p> <table><tr><th>Lot</th><th>Area (m2)</th><th>Required Contribution</th></tr><tr><td>1</td><td>28000</td><td>\$871,378</td></tr><tr><td>2</td><td>24300</td><td>\$746,857</td></tr><tr><td>3</td><td>10500</td><td>\$368,822</td></tr><tr><td>4</td><td>9100</td><td>\$341,003</td></tr><tr><td>5</td><td>9900</td><td>\$371,229</td></tr><tr><td>6</td><td>12100</td><td>\$411,626</td></tr><tr><td>Total</td><td>93900</td><td>\$3,110,914</td></tr></table> <p>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;</p> <p>OR</p> <p>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</th></tr></table>					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	Item	Works	Scope of works	Estimated
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																														
Item	Works	Scope of works	Estimated																													

Mitigation Measure					Implementation			Responsibility
					Design	Constr. / Remed.	Operations	
				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).					

APPENDIX 3 – ORICA’S DEVELOPER CONTRIBUTIONS OFFER



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

APPENDIX 4 – SITE PLAN



SOUTHLANDS AREA SCHEDULE	
Lot 1 DP 254092	0.28 Ha
Lot 1 DP 528003	0.28 Ha
Lot 1 DP 85542	0.13 Ha
Lot 1 DP 105605	2.34 Ha
TOTAL SITE AREA	19.28 Ha
Springvale Drain	0.28 Ha
Nant Street	0.35 Ha

MASTERPLAN DEVELOPMENT AREA SCHEDULE	
STAGE 1 - LOTS 1-4	
Total Site Area	93,040 sqm
Dev. Site Area	93,040 sqm
Total Warehouse	32,170 sqm
Total Office	4,600 sqm
Total Floor Area	36,770 sqm
Awinging	1,709 sqm
Total Footprint (incl awning)	38,479 sqm
Site Cover	38.2%
FSR	38.5%
Carparking	341 cars

STAGE 1 - LOTS 7-8-12	
Total Site Area	38,097 sqm
Developable Area	45,150 sqm

LEGEND	
AW	Awing
HS	Hardstand



Southlands Remediation & Development Project Preferred Project Plan - STAGE 1 Site Plan

SRD DA006 (H)

1:1000 @ A1
1:2000 @ A3

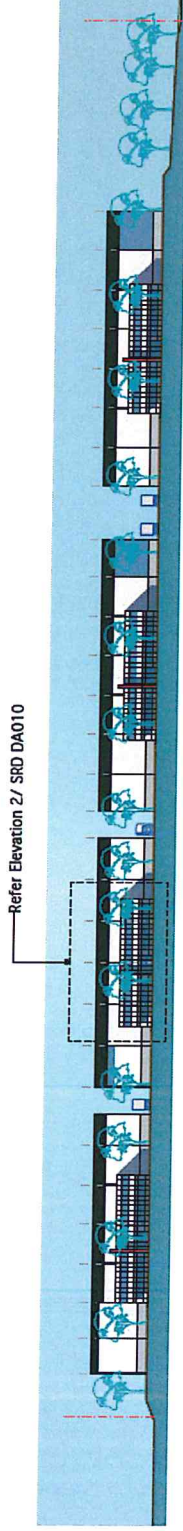
22 June 12

Part 3A Project Application

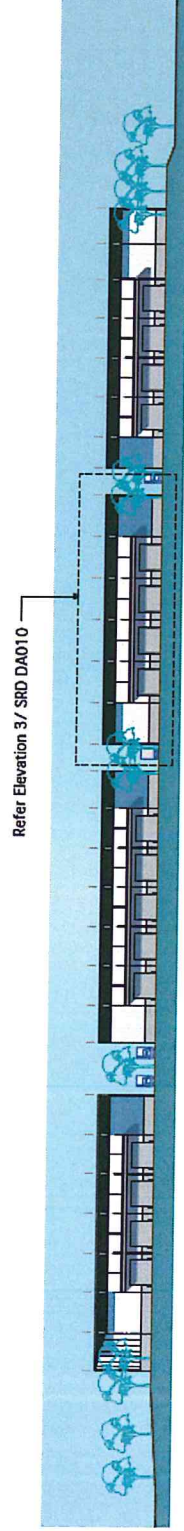


Legend

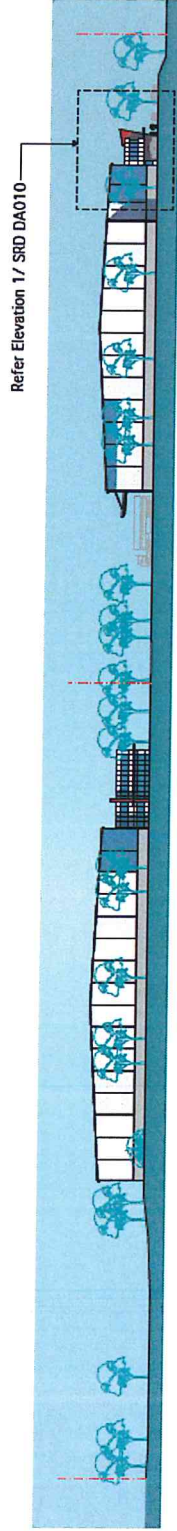
BG	Box Gutter
DP	Down Pipe
G	Gutter
MR	Metal Roofing
RC	Ridge Capping
RV	Roof Vent
TR	Translucent Roofing



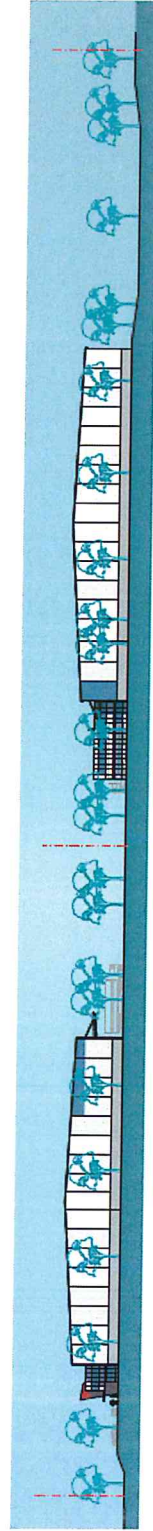
South Elevation (McPherson Street)



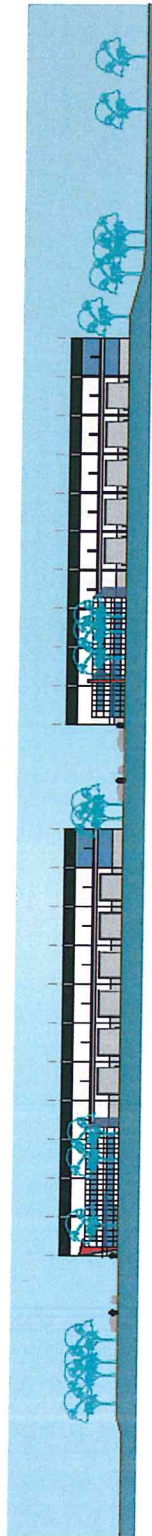
North Elevation (Warehouses 3-6)



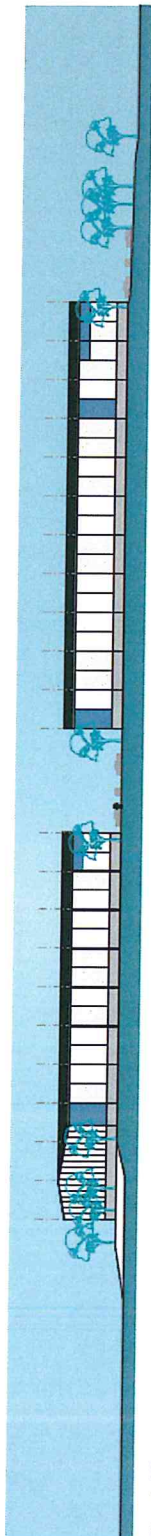
West Elevation (Port Feeder Road)



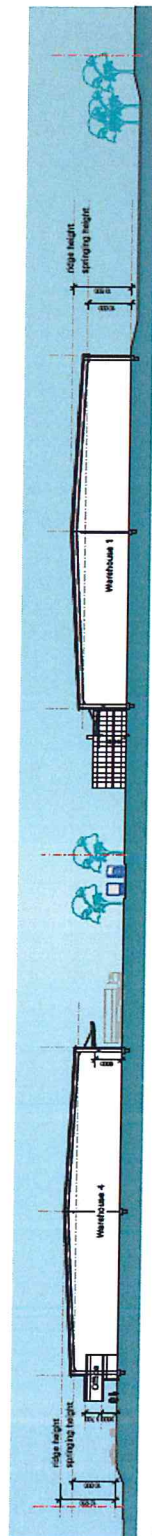
East Elevation



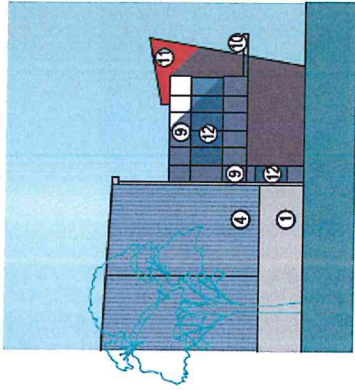
South Elevation (Warehouse 1 & 2)



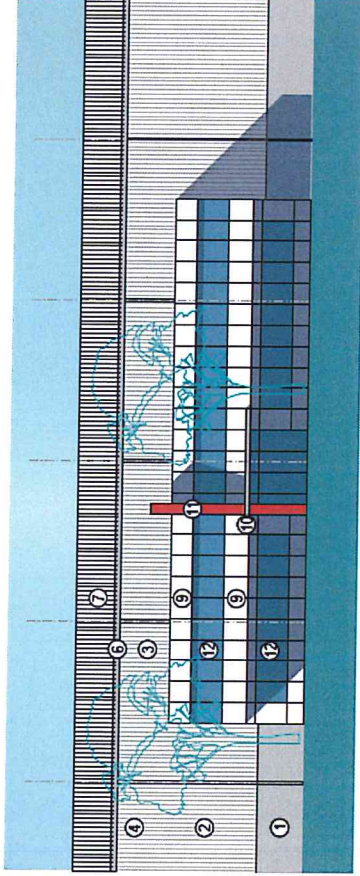
North Elevation (Warehouse 1 & 2)



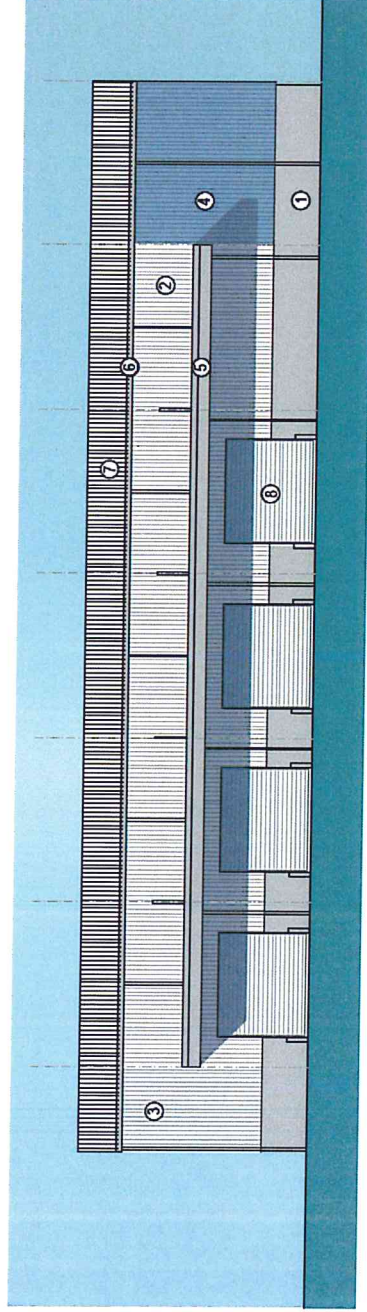
Section



Elevation 1



Elevation 2



Elevation 3

EXTERNAL FINISHES LEGEND	
1	Paint finish to precast concrete panel - Grey
2	Colorbond cladding - Shale Grey
3	Colorbond cladding - Windspray
4	Colorbond cladding - Deep Ocean
5	Colorbond cladding - Windspray
6	Colorbond cladding - Windspray
7	Colorbond cladding - Windspray
8	Colorbond cladding - Windspray
9	Colorbond cladding - Windspray
10	Colorbond cladding - Windspray
11	Colorbond cladding - Windspray
12	Colorbond cladding - Windspray
13	Colorbond cladding - Windspray
14	Colorbond cladding - Windspray
15	Colorbond cladding - Windspray
16	Colorbond cladding - Windspray
17	Colorbond cladding - Windspray
18	Colorbond cladding - Windspray
19	Colorbond cladding - Windspray
20	Colorbond cladding - Windspray
21	Colorbond cladding - Windspray
22	Colorbond cladding - Windspray
23	Colorbond cladding - Windspray
24	Colorbond cladding - Windspray
25	Colorbond cladding - Windspray
26	Colorbond cladding - Windspray
27	Colorbond cladding - Windspray
28	Colorbond cladding - Windspray
29	Colorbond cladding - Windspray
30	Colorbond cladding - Windspray
31	Colorbond cladding - Windspray
32	Colorbond cladding - Windspray
33	Colorbond cladding - Windspray
34	Colorbond cladding - Windspray
35	Colorbond cladding - Windspray
36	Colorbond cladding - Windspray
37	Colorbond cladding - Windspray
38	Colorbond cladding - Windspray
39	Colorbond cladding - Windspray
40	Colorbond cladding - Windspray
41	Colorbond cladding - Windspray
42	Colorbond cladding - Windspray
43	Colorbond cladding - Windspray
44	Colorbond cladding - Windspray
45	Colorbond cladding - Windspray
46	Colorbond cladding - Windspray
47	Colorbond cladding - Windspray
48	Colorbond cladding - Windspray
49	Colorbond cladding - Windspray
50	Colorbond cladding - Windspray
51	Colorbond cladding - Windspray
52	Colorbond cladding - Windspray
53	Colorbond cladding - Windspray
54	Colorbond cladding - Windspray
55	Colorbond cladding - Windspray
56	Colorbond cladding - Windspray
57	Colorbond cladding - Windspray
58	Colorbond cladding - Windspray
59	Colorbond cladding - Windspray
60	Colorbond cladding - Windspray
61	Colorbond cladding - Windspray
62	Colorbond cladding - Windspray
63	Colorbond cladding - Windspray
64	Colorbond cladding - Windspray
65	Colorbond cladding - Windspray
66	Colorbond cladding - Windspray
67	Colorbond cladding - Windspray
68	Colorbond cladding - Windspray
69	Colorbond cladding - Windspray
70	Colorbond cladding - Windspray
71	Colorbond cladding - Windspray
72	Colorbond cladding - Windspray
73	Colorbond cladding - Windspray
74	Colorbond cladding - Windspray
75	Colorbond cladding - Windspray
76	Colorbond cladding - Windspray
77	Colorbond cladding - Windspray
78	Colorbond cladding - Windspray
79	Colorbond cladding - Windspray
80	Colorbond cladding - Windspray
81	Colorbond cladding - Windspray
82	Colorbond cladding - Windspray
83	Colorbond cladding - Windspray
84	Colorbond cladding - Windspray
85	Colorbond cladding - Windspray
86	Colorbond cladding - Windspray
87	Colorbond cladding - Windspray
88	Colorbond cladding - Windspray
89	Colorbond cladding - Windspray
90	Colorbond cladding - Windspray
91	Colorbond cladding - Windspray
92	Colorbond cladding - Windspray
93	Colorbond cladding - Windspray
94	Colorbond cladding - Windspray
95	Colorbond cladding - Windspray
96	Colorbond cladding - Windspray
97	Colorbond cladding - Windspray
98	Colorbond cladding - Windspray
99	Colorbond cladding - Windspray
100	Colorbond cladding - Windspray

1:125 @ A1	SRD DA010 (D)
1:250 @ A3	
8 Nov 10	

Southlands Remediation & Development Preferred Project Plan - STAGE 1 Elevations/ Section	
McPherson Street Botany	
Part 3A Project Application	

APPENDIX 5 – SUBDIVISION AND EASEMENT PLANS

Springvale Drain & Nant Street are separately owned.
Should the land be purchased at any stage they will be
incorporated into the adjoining lots



Lot Area Schedule	
Lot	Approx Area
Lot 1	2.80 ha
Lot 2	2.43 ha
Lot 3	1.05 ha
Lot 4	0.91 ha
Lot 5	0.99 ha
Lot 6	1.21 ha
Lot 7	1.18 ha
Lot 8	1.43 ha
Lot 9	4.16 ha
Lot 12	1.14 ha
Lot 10	Orica pipeline Lot
Lot 11	Orica pipeline Lot

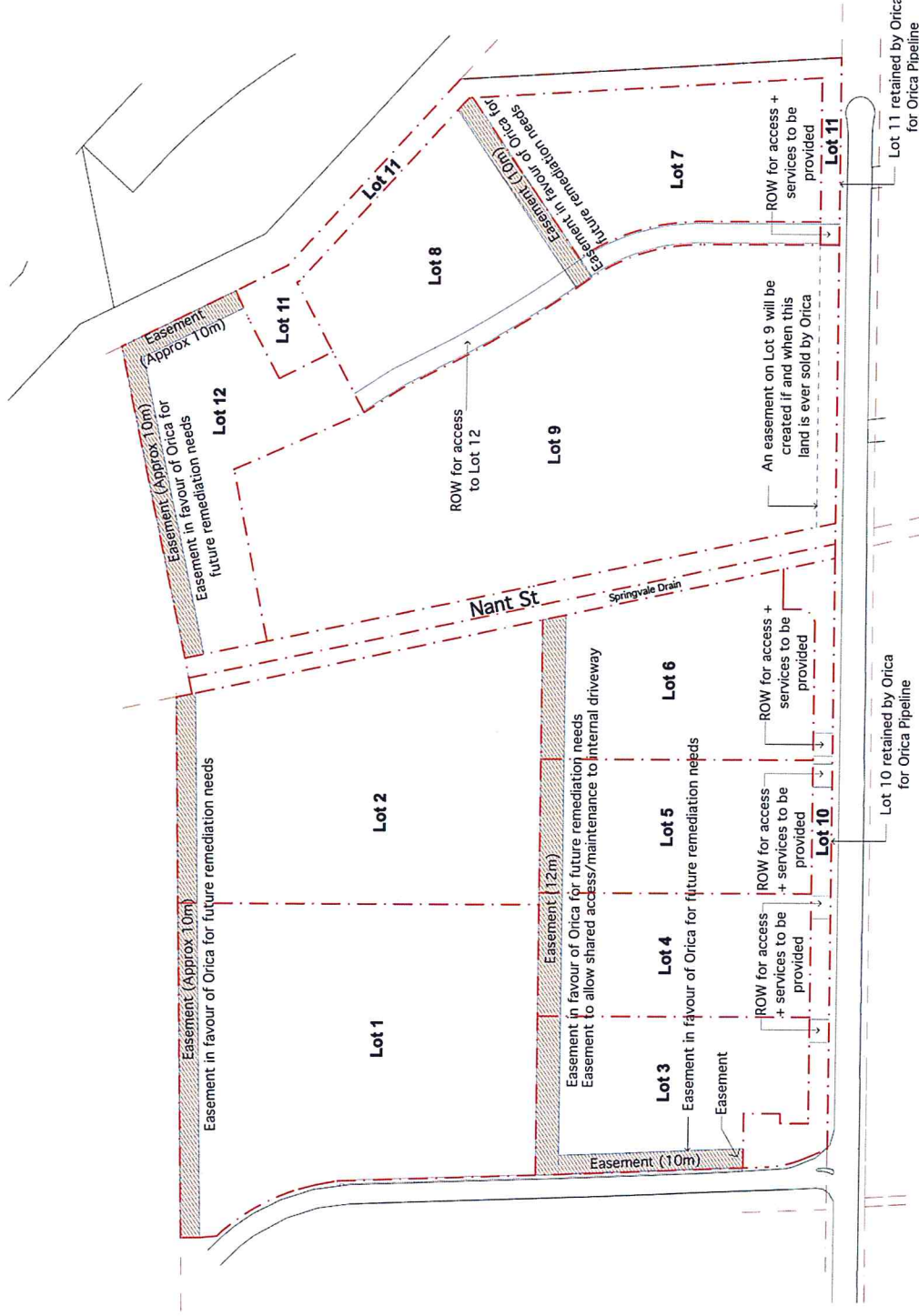


Southlands Remediation & Development Project
McPherson Street, Botany

Preferred Project Plan - Proposed Subdivision
Part 3A Project Application

1:2500 @ A1
1:5000 @ A3
01 August 12

SRD DA016 (J)



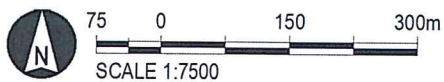
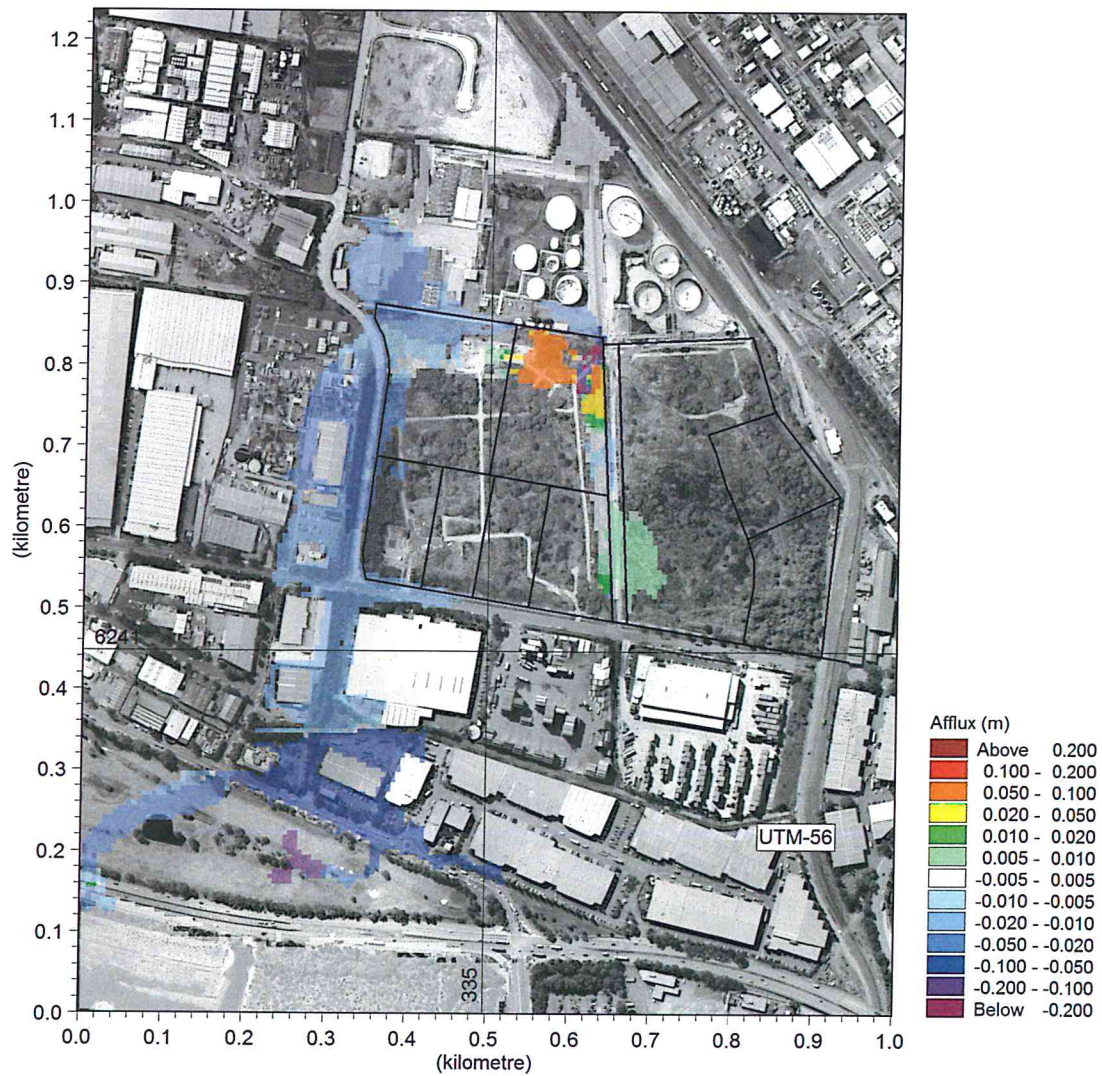
Southlands Remediation & Development Project Preferred Project Plan - Proposed Easements

McPherson Street, Botany

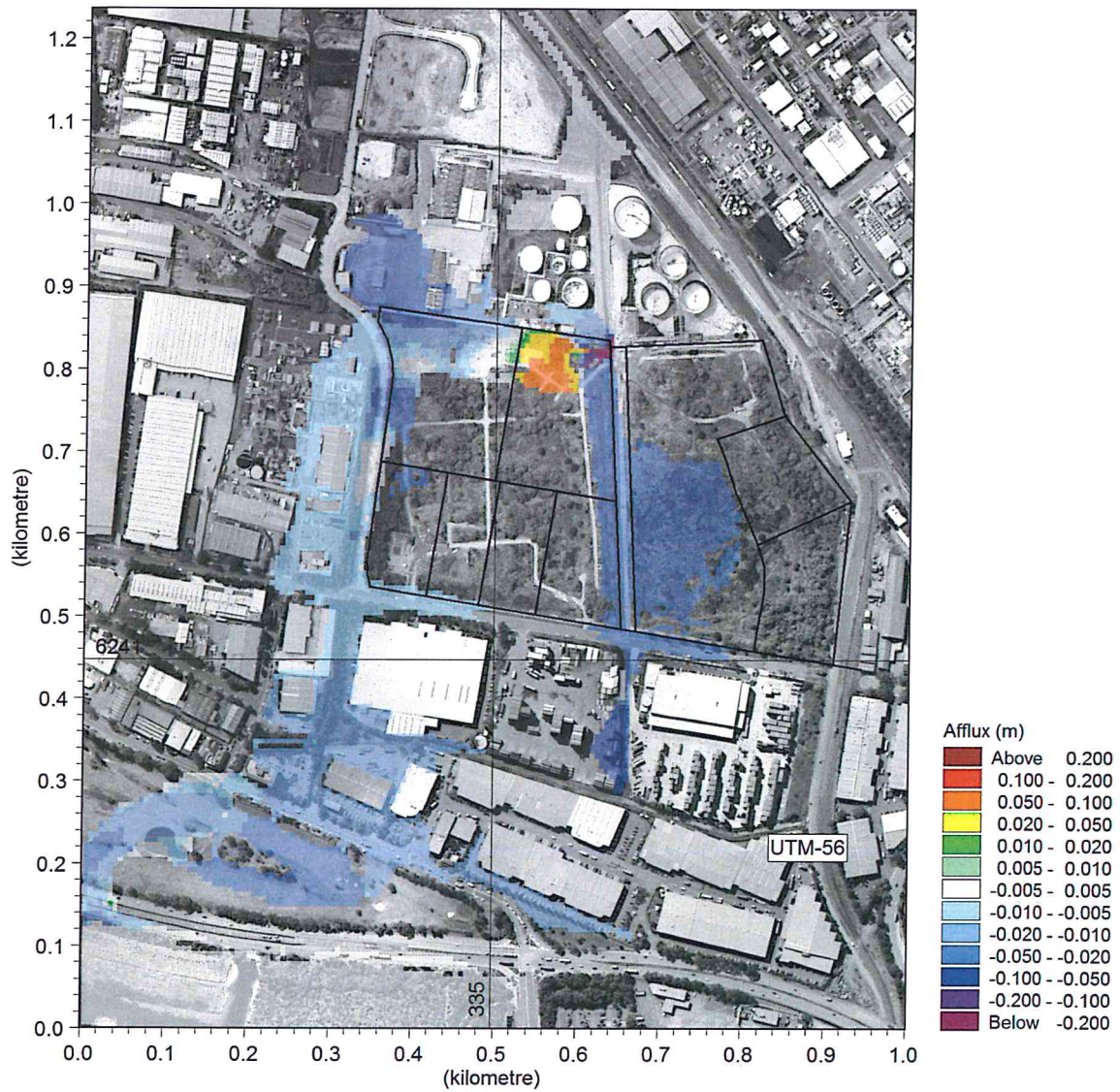
1:1000 @ A1
1:2000 @ A3
01 August 12

SRD DA0.17 (H)

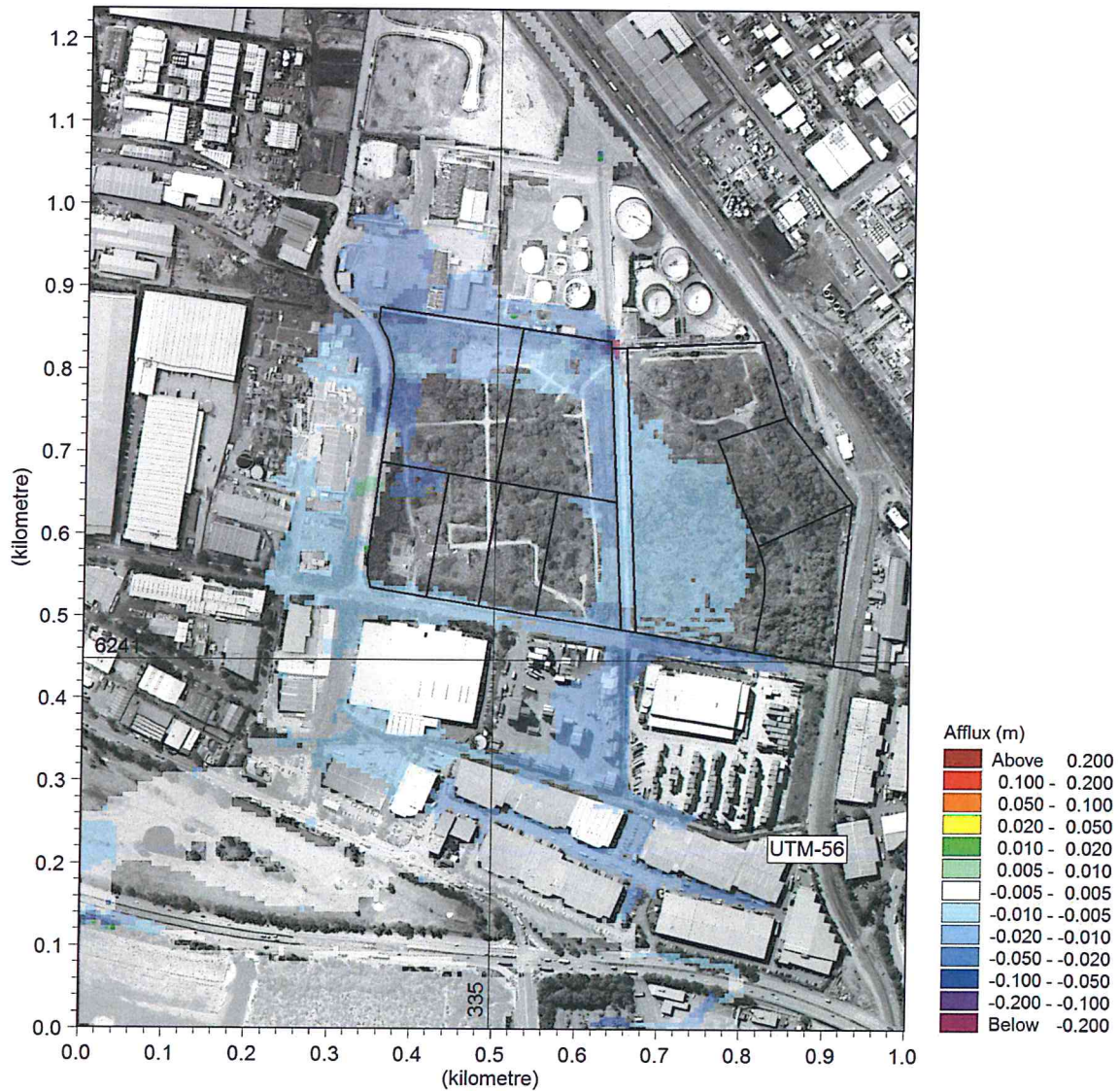
APPENDIX 6 – STAGE 1 FLOOD IMPACT FIGURES



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



Southlands Industrial Estate **Figure D10a**
Final Development Scenario 10% AEP flood level difference map



75 0 150 300m
SCALE 1:7500

Southlands Industrial Estate

Figure D11a

Final Development Scenario 1% AEP flood level difference map