



SUBDIVISION ANCILLARY REPORT

Moorebank Precinct East Stage 2 (SSD 7628)



SIMTA

SYDNEY INTERMODAL TERMINAL ALLIANCE

**Part 4, Division 4.1, State Significant
Development**

AUGUST 2018

Subdivision Ancillary Report

Moorebank Precinct East Stage 2 (SSD 7628)

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Report No 1804002001.4

Date 9/08/2018

Revision Text Rev 4

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REVISIONS

Revision	Date	Description	Prepared by	Approved by
1	8/04/2018	Preliminary Draft	Richard Johnson	Richard Johnson
2	15/5/18	Draft	Richard Johnson	Steve Ryan
3	28/5/18	Final Draft	Richard Johnson	Mark Griffiths
4	9/8/18	Final for submission	Richard Johnson	Steve Ryan

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Executive Summary

The Concept Approval (MP10_0193) for the intermodal terminal facility, warehousing and a freight village at Moorebank, the Moorebank Precinct East (MPE) Project, was modified in January 2018 to enable the future consideration and assessment of subdivision of the MPE site.

The MPE Stage 2 SSD 7628 Application sought approval for, among other precinct components, the subdivision of the MPE site comprising four lots, separate to the terminal lot (Lot 25), for warehousing and the freight village. The subdivision was supported by the Department of Planning and Environment (DP&E) subject to conditions in its recommendation to the Planning Assessment Commission (PAC). On review of the assessment, and taking into consideration the future assessment requirements for subdivision under the modified Concept Plan (MP10_0193), the PAC was unable to include the subdivision component of SSD 7628 in its final approval. The PAC identified that the finding would not preclude its consideration of further documentation addressing the future assessment requirements of the modified Concept Plan (MP10_0193).

The purpose of this report is to provide the supporting documentation for subdivision, being the balance of the development initially applied for under SSD 7628, to enable the Independent Planning Commission (IPC - formerly the PAC) to consider and determine the subdivision component of the SSD 7628 Application.

This report identifies the expected documentation requirements to support the application for subdivision as drawn from:

- DP&E Assessment Report and Recommendations for the Concept Plan Modification 2, including recommended conditions, dated 20 November 2017
- DP&E Assessment Report and Recommendations for MPE Stage 2 SSD 7628 Application, including recommended conditions, dated 20 November 2017
- PAC Determination Report for Moorebank Intermodal Terminal, Stage 2, Moorebank Precinct East (SSD 7628) dated 31 January 2018

The additional information requirements are presented in Section 3, including referencing where the requirements have been addressed in this report.

Section 4 of the report presents the updated subdivision plan and discusses the various easements for the site, including those for access, services and drainage and future easements. A plan of the proposed subdivision for MPE is provided. The subdivision plan identifies existing easements, easements under agreement not yet created and proposed easements. A discussion on the intended subdivision instrument is also provided.

Section 5 of the report identifies the management responsibilities for site operations and maintenance. The Section includes consideration of the legal framework that binds the intermodal components, ie the terminal, warehouses and freight village, to deliver on the environmental requirements of the consent instrument, including giving effect to the Operation Environmental Management Plan (OEMP). The legal framework is established by reference to the consent instrument for SSD 7628, the provisions of s4.2 of the *Environmental Planning and Assessment Act 1979* and the registration of long-term leases that reflect the subdivision objectives of facilitating the interdependency and co-dependency of the intermodal components.

1. Introduction

Sydney Intermodal Terminal Alliance (SIMTA) sought approval for the construction and operation of the Moorebank Precinct East (MPE) Stage 2 Proposal (the Proposal) as State significant development application (SSD) 7628, which would comprise the second stage of development under the MPE Concept Approval (MP10_0193). At the same time application was made to modify the Concept Plan Approval (MP10_0193) under s75W of the Environmental Planning and Assessment Act 1979 (EP&A Act).

The Concept Plan modification sought, amongst other items, the inclusion of subdivision of the site following development.

An environmental impact statement (EIS) was prepared for the Proposal under Part 4 of the (EP&A Act). The EIS was prepared to address, and be consistent with, the following:

- The Secretary's Environmental Assessment Requirements (SEARs) (SSD 16-7628) for the Proposal, issued by NSW DP&E on 27 May 2016 and amended on 24 November 2016.
- The relevant requirements of the MPE Concept Plan Approval (MP 10_0193) dated 29 September 2014 (as modified).
- The relevant requirements of the approval under the *Environment Protection and Biodiversity Conservation Act 1999* (EPBC Act) (No. 2011/6229, granted in March 2014 by the Commonwealth Department of the Environment (DoE)).

The EIS was publicly exhibited, in accordance with Section 89F (1)(a) (now Schedule 1, cl. 9) of the Environmental Planning and Assessment Act 1979 (EP&A Act), between 13 December 2016 and 24 February 2017. During the exhibition period, submissions were received and responded to.

Both the Concept Plan Modification and the SSD 7628 application were referred by DP&E to the Planning Assessment Commission (PAC) on 20 November 2017. The PAC completed their determination of both the modification and the application on 31 January 2018.

In determining the Concept Plan Modification, the PAC included the Department's recommended future environmental assessment requirements (FEARs) in respect of subdivision.

In the PAC's consideration of subdivision under the SSD 7628 Application, the Concept Plan Modification FEARs were reviewed against the supplied assessment content pertaining to subdivision and to subsequent supporting information provided by SIMTA on 5 January 2018. The PAC found that it had insufficient information to properly consider the subdivision component of the SSD 7628 development application.

SSD 7628 was subsequently approved by the PAC on 31 January 2018, excluding the subdivision component and without refusing consent for the proposed subdivision. The subdivision component of SSD application 7628 remains on foot.

1.1.Purpose of this report

The purpose of this report is to provide the supporting documentation for subdivision, being the balance of the development initially applied for as SSD 7628, to enable the IPC (formerly the PAC) to consider and determine the subdivision component of the SSD 7628 Application.

1.2.Site context

The MPE site is located approximately 2.5 km south of the Liverpool City Centre, 800 m south of the Moorebank Avenue/M5 Motorway interchange and one kilometre to the east of the SSFL. Land surrounding the Proposal site comprises:

- The Moorebank Precinct West (MPW) site, formerly the School of Military Engineering (SME), on the western side of Moorebank Avenue directly adjacent to the MPE site (subject to the MPW Concept Approval).
- The Holsworthy Military Reserve, to the south of the MPE site on the southern side of the East Hills Rail Corridor, which is owned and operated by Sydney Trains.
- Residual Commonwealth Land (known as the Boot Land), to the east of the MPE site between the site boundary and the Wattle Grove residential area.
- The Defence Joint Logistics Unit (DJLU) directly to the north and north-east of the MPE site.

The MPE site comprises around 67 hectares of land (Figure 1-1) and is located mostly within Lot 1 in Deposited Plan (DP) 1048263 and Lot 2 in DP 1197707.

The MPE site is located near a number of significant industrial areas, including:

- Yulong and ABB sites adjacent to Moorebank Avenue, to the south of the M5 Motorway
- Goodman MFive Industry Park and other industrial and commercial development to the north of the M5 Motorway
- Warwick Farm to the north
- Chipping Norton to the north-east
- Prestons to the west
- Glenfield and Ingleburn to the south-west.

The industrial area at Moorebank is the largest industrial precinct near the MPE Site, comprising around 200 hectares of industrial development, the majority of which is located to the north of the M5 Motorway between Newbridge Road, the Georges River and Anzac Creek. The Moorebank Industrial Area supports a range of industrial and commercial uses, including freight and logistics, heavy and light manufacturing, offices and business park developments.

The MPE site was formerly operating as the Defence National Storage and Distribution Centre (DNSDC), however, the Department of Defence has vacated the site and relocated operations to the DJLU, located immediately north of the MPE site. The following infrastructure and features are present on the MPE site:

- A number of existing buildings previously utilised by the Department of Defence, comprising a mixture of warehouses, offices and administrative facilities
- An internal road network and areas of large hardstand, typically comprising asphalt and concrete
- A relatively flat topography with a ridge which runs along the central portion of the MPE site, parallel to Moorebank Avenue. This ridge results in surface water drainage flowing in either an easterly direction towards Anzac Creek or a westerly direction to the Georges River
- Planted vegetation along site boundaries, walkways, internal roads and areas of open space
- A primary access point, about 800 m south of the intersection of Moorebank Avenue and Anzac Road installed as part of the MPE Stage 1 (SSD 6766) construction works and a number of additional general access points along Moorebank Avenue.

The landform of the MPE Stage 1 site, located on the south-western portion of the MPE site, has been altered as part of the Stage 1 Project. The construction footprint of the Stage 1 Project partially overlaps the MPE Stage 2 site to the immediate east and north of the Stage 1 site, and potentially along the eastern boundary of the Stage 1 site within the Operational area which have previously been identified within the Stage 1 Project EIS.

Within the Stage 1 Project construction footprint (including the area of overlap with the MPE Stage 2 project), all existing vegetation and buildings have been cleared and demolished to facilitate construction of the IMT and Rail Link, in accordance with the Stage 1 Project conditions of approval.

MPE Stage 2 Response to Submissions



Figure 1-1

Site location

2. Background

2.1 MPE Concept Plan Modification 2

Sydney Intermodal Terminal Alliance (SIMTA) sought to modify the Concept Approval (MP10_0193) for an intermodal terminal (IMT) facility, warehousing and a freight village at Moorebank, NSW (the Moorebank Precinct East Project (MPE Project) (formerly the SIMTA Project). The requested modification included provision for subdivision of the MPE site.

The Modification Report was placed on public exhibition between 14 December 2016 and 24 February 2017 and submissions were received by DP&E during the exhibition period.

No direct issues were raised in respect of the subdivision proposal.

2.1.1 DP&E Assessment Report and Recommendations

The DP&E, on behalf of the NSW Minister for Planning, considered the Modification Report and the subsequent response to submissions. An Assessment Report was completed by the DP&E on 20 November 2017 and, together with the recommended Instrument of Modification, was provided to the PAC for consideration and determination of the MPE Concept Plan Modification 2.

In the Assessment Report, the DP&E identified the long-term ongoing operational management requirements of the development to mitigate and manage impacts from bushfire risk, and to biodiversity, water quality and water quantity. DP&E further identified that these aspects would need to be included as requirements for future applications with respect to proposals for subdivision to demonstrate that the quality and standard of the management of these issues would “not be diminished through the fragmentation of the intermodal development through subdivision”.

The DP&E Assessment Report also highlighted the importance of the operational inter-relationship and co-dependency of the functional elements of the MPE precinct, being the intermodal terminal, the freight village and the intermodal warehousing. Any future application for subdivision would need to demonstrate how these relationships are maintained. Additionally, maintenance of utility services, vehicle and pedestrian access, including emergency service access, across the intermodal estate after subdivision would also need to be considered.

It was concluded by the DP&E that subdivision would be acceptable as it would permit and enable the sale /- lease of buildings and the establishment of easements.

The DP&E recommended a new future environmental assessment requirement (FEAR) be included at 2.1 in the instrument of approval for the Concept Plan Mod 2, requiring the submission of details of the subdivision, including the identification of the entity(s) responsible for maintenance of site services and landscaping for the subdivided estate.

The DP&E recommended condition for subdivision is presented below:

Any future Development Application shall:

- a) provide a subdivision plan and supporting documentation detailing all common land, access roads and services including drainage works required to maintain internal connections and interdependencies between the individual intermodal functions within the development site;
- b) identify the entity(s) responsibility for the delivery and ongoing maintenance within the intermodal estate of site services, internal roads, pedestrian paths, landscaping, lighting of common areas, emergency services including bushfire mitigation, OSD and Water Sensitive Urban Design elements; and
- c) provide details of the overarching operational management of the site following subdivision.

2.1.2 PAC Determination and Instrument of Modification

The PAC issued its determination report for the Moorebank Precinct East Concept Plan MOD 2 (MP 10_0193 MOD 2) on 31 January 2018.

The Commission noted that the requirements of the Future Environmental Assessment Requirement 2.1 Subdivision are intended to ensure that any proposed subdivision is appropriate to the purpose and to the ongoing sustainable management of the facility and site.

The Commission also noted that future development applications to subdivide the Moorebank Precinct East site needed to ensure the intent of the original Concept Plan approval, namely that it be an integrated intermodal facility.

The principle and logic of subdivision of the Moorebank Precinct East site, subject to detailed assessment of any subdivision proposals in future development applications, was supported by the Commission. The recommended condition as presented above was included in the PAC's determination and Concept Plan Mod 2 Notice of Modification of MP10_0193 issued on 31 January 2018 under Schedule 3, Future Assessment Requirements 2.1.

2.2 MPE Stage 2 SSD 7628

SIMTA sought approval for the construction and operation of the Moorebank Precinct East (MPE) Stage 2 Proposal (SSD 7628), which is the second stage of development under the MPE Concept Approval (MP 10_0913), as modified.

The Proposal involves the construction and operation of warehousing and distribution facilities on the MPE site and upgrades to approximately 1.5 kilometres of Moorebank Avenue and included subdivision of the MPE Stage 2 site as one of the key components of the proposal. A description of the intended subdivision was provided in Section 4.2.6 of the EIS, as follows:

It is intended that the MPE Stage 2 site would be subdivided as part of this application. The MPE Stage 2 site would be subdivided into a number of lots for the purpose of segregating the IMT and warehouse and distribution facilities, and also for the tenancing of individual warehouses within the MPE Site. A Draft Plan of Subdivision provided in Appendix I of this EIS and further detail is provided in Table 4-6.

Table 4-6 Subdivision of SIMTA site as part of the Proposal

Lot No.	DP	Size (ha)	General description
1	1048263	11.38	North-western corner of the Proposal Site
2	1048263	18.84	North-eastern corner of the Proposal Site
3	1048263	20.78	Central portion of the Proposal site, excluding land within the Stage 1 IMT facility
4	1048263	10.85	Southern portion of the Proposal site, excluding land within the Stage 1 IMT facility

In addition to this, a 7.5 metre wide water supply easement would traverse the site, through Lot 2 and Lot 3 of DP 1048263.

The Environmental Impact Statement (EIS) for the Proposal was publicly exhibited between 13 December 2016 and 24 February 2017 and submissions were received during the exhibition period.

No direct issues were raised in respect of the subdivision proposal.

2.2.1 DPE Assessment Report and Recommendations

The DP&E, on behalf of the NSW Minister for Planning, reviewed the SSD application and EIS and the subsequent response to submissions. An Assessment Report was completed by the DP&E on 20 November 2017 and, together with the recommended Conditions of Consent, was provided to the PAC for consideration and determination of the SSD Proposal.

The subdivision plan included within the EIS and referenced by the DP&E is provided below:

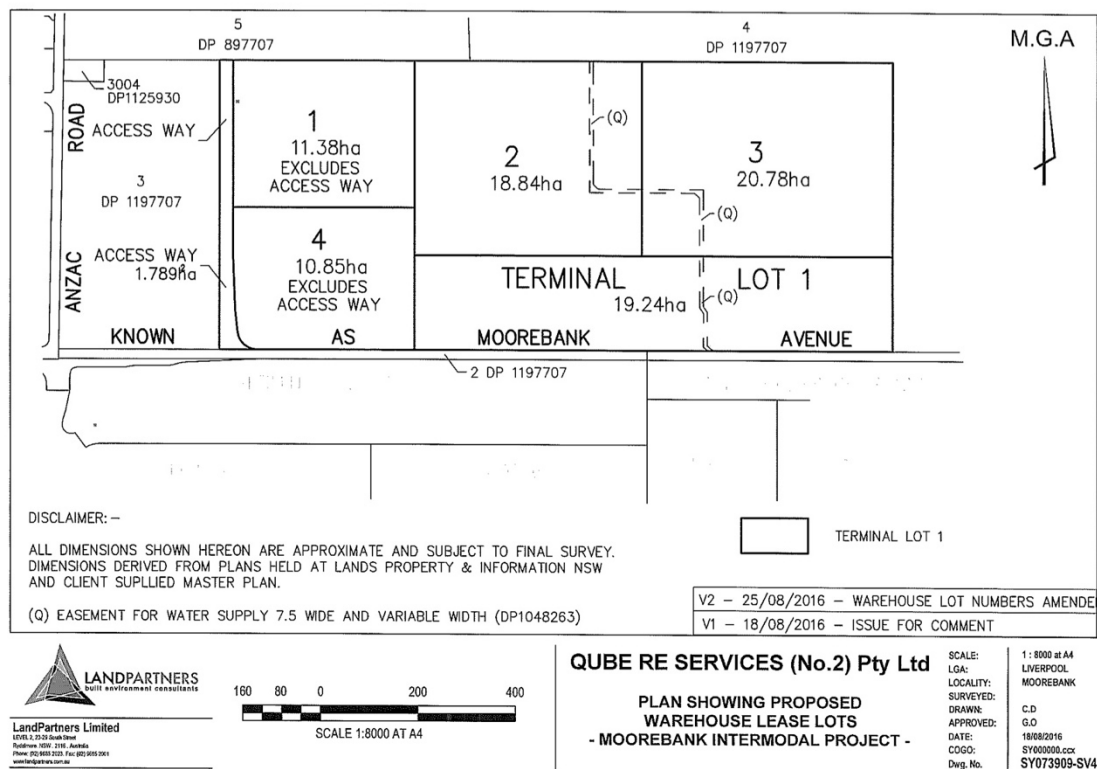


Figure 2-1 Submitted Subdivision Plan

The DP&E Assessment Report considered that the proposed subdivision of the site, while being a key assessment issue, was acceptable subject to appropriate legal, management and maintenance conditions to ensure that the intermodal operations were not fragmented and the development continued to function as a single operation. Influential in this view was the consideration of the SSD criteria under *State Environmental Planning Policy (State and Regional Development) 2011* (SRD SEPP) for warehouses or distribution centres (Schedule 1, clause 12) being "for the purpose of warehouses or distribution centres (including container storage facilities) at one location and related to the same operation."

Irrespective of the applicability of the referenced SSD classification in the Assessment Report, it is understood that the DP&E is seeking confidence in a singular management structure to give effect to development approvals flowing from MP 10_0193 Concept Approval for the development as a whole, and to support and enable the relationship intended to exist in an operational environment between the intermodal terminal, the freight village and the intermodal warehousing.

While the DP&E acknowledged the intent for subdivision to enable long term leases and the stated intent in the EIS to manage the site holistically through an Operations Environmental Management Plan (OEMP), it

required further evidence demonstrating overarching site management facilitated by a legal framework that supported delivery and compliance with the OEMP in relation to the subdivision and/or leasing of the sites.

The Assessment Report noted the absence of inter-allotment easements on the plans to support access, stormwater and utility services required to support the proposed development. It also noted that the east-west access way shown on the plan to the north of Lots 1 and 4, identified as future access, did not form part of the Stage 2 Application and should not form part of the approved subdivision of the development.

The DP&E identified that an amended final subdivision plan should be submitted which showed all dimensions, deleted the east-west access way and showed required easements to service the development and provide ongoing connectivity across the intermodal precinct including vehicle and pedestrian access between all intermodal elements; utility services and drainage.

Operational elements sought by DP&E to be addressed in the holistic approach to development management, and hence having entity responsibility identified within any subdivision plan, were identified as follows:

- bushfire hazard
- provision of emergency services and access
- fencing
- signage
- weed management
- landscaping management
- noise
- air quality
- water quality and quantity
- water recycling
- ESD
- visual impacts
- light spill from common areas and individual tenancies
- materials handling below the Hazards SEPP thresholds

The DP&E proposed conditions seeking the subdivision plan to be supported by details of the legal framework and/or mechanism that will ensure the required development elements are provided and maintained and also identify how impacts are mitigated and/or managed during operation following subdivision and leasing.

2.2.2 DP&E Recommended Conditions

The DP&E provided Recommended Conditions of Consent in respect of SSD 7628 to the PAC on 20 November 2017.

The recommended conditions pertaining to subdivision were included as conditions B151 through to B158 in the DP&E Recommended Conditions of Consent as follows:

- B151. Prior to obtaining a subdivision certificate, the Applicant prepare and submit to the Secretary an updated Final Subdivision Plan of the land for approval.

The Applicant is to update the subdivision plan titled Qube Re Services (No. 2) Pty Ltd, prepared by Land Partners Limited, Version 2 dated 25 August 2016 included at Appendix I to the EIS to include the following revisions:

- (a) lot dimensions being detailed on the plan;
- (b) the access way running along the northern boundary of Lot 1 and 4 being deleted;

(c) the creation of appropriate "Positive Covenants" and "Restrictions as to User", noting in particular the items below;

(i) access to proposed Lots 1, 2, 3 and 4 from the proposed intermodal being provided via a common internal road from Moorebank Avenue or easement;

(ii) to ensure ongoing internal access between all components of the intermodal development being the freight terminal, freight village and warehousing, all internal roads as shown on the layout plan titled Figure 4-2 Indicative Proposal warehousing layout, included in the Moorebank Precinct East - Stage 2 Proposal Response to Submissions Appendix I: Consolidated Proposal Description (dated September 2017) are to be shown as common land or as an easement with reciprocal right of way in respect of each proposed lot;

(d) documentation being submitted with the Final Subdivision Plan for the Secretary approval, identifying the entity responsible for installation and ongoing maintenance of internal roads, utility services including fire hydrants, stormwater infrastructure, estate lighting, external fencing, common directory signs;

(e) documentation being submitted with the Final Subdivision Plan for the Secretary approval

B152. 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 of the site, are to be created over those lots in accordance with the Conveyancing Act 1919.

A copy of the proposed instrument identifying the easements is to be submitted to the Secretary for approval.

Documentary evidence of the proposed easements must be provided to, and be to the satisfaction of, the relevant certifying authority.

Note: The form of the easement must be in accordance with Liverpool City Council's standard recitals for terms of easements, or the standard form of easements accepted by NSW Land and Property Information.

B153. A plan of subdivision must not be registered until:

(a) the Final Subdivision Plan required under condition B151 is approved by the Secretary; and

(b) the works identified in the easements detailed in condition B152 are constructed.

The plan of subdivision to be registered is to be the Final Subdivision Plan approved by the Secretary under condition B151.

B154. To ensure that the intermodal development continues to be managed as a single operation, the lots created under the plan of subdivision must be held in the same ownership as the allotment containing the intermodal terminal unless documentation is submitted providing evidence to the satisfaction of the Secretary that the development can continue to be managed as a single entity notwithstanding a fragmented ownership pattern.

B155. A registered surveyor must identify all survey marks in the vicinity of the proposed development. Any survey marks required to be removed or displaced as a result of the proposed development must be undertaken by a registered surveyor in accordance with Section 24 (1) of the Surveying and Spatial Information Act 2002 and following the Surveyor General's Directions No.11 – "Preservation of Survey Infrastructure".

B156. Prior to the issuing of the subdivision certificate, the relevant Certifying Authority must ensure that each lot is connected to required services, drainage and utilities.

B157. The Applicant must submit written evidence of consent from the relevant electricity and gas network operator(s) demonstrating that satisfactory arrangements have been made to service the proposed development.

B158. The section 73 Compliance Certificate must be obtained from Sydney Water Corporation and submitted to the relevant certifying authority prior to issue of a subdivision certificate, and show that the development has met the detailed requirements of Sydney Water Corporation.

2.2.3 PAC SSD Determination and SSD Instrument

The PAC Determination Report for Moorebank Intermodal Terminal, Stage 2, Moorebank Precinct East (SSD 7628) was issued on 31 January 2018.

The PAC referenced its approval of the concept of subdivision under Modification 2 to the Concept Plan (MP10_0193) subject to FEAR 2.1 Subdivision being addressed. FEAR 2.1 Subdivision as follows:

Any future Development Application shall:

- a) provide a subdivision plan and supporting documentation detailing all common land, access roads and services including drainage works required to maintain internal connections and interdependencies between the individual intermodal functions within the development site;
- b) identify the entity(s) responsibility for the delivery and ongoing maintenance within the intermodal estate of site services, internal roads, pedestrian paths, landscaping, lighting of common areas, emergency services including bushfire mitigation, OSD and Water Sensitive Urban Design elements; and
- c) provide details of the overarching operational management of the site following subdivision.

The PAC Determination Report referenced the Department's Assessment Report of 20 November 2017, noting the absence of inter allotment easements on the plan to support access, stormwater (other than the main stormwater pipe) and utility services required to support the proposed development.

The PAC further referenced the Department's recommendation that the subdivision component of the application proceed subject to:

"a final subdivision plan being submitted for the Secretary's approval showing all dimensions, deleting the east/west access way and showing required easements to service the development and provide ongoing connectivity through the intermodal precinct in relation to:

- *Internal vehicle and pedestrian access between all intermodal elements;*
- *utility drainage; and (services)*
- *drainage."*

On review of the proposed subdivision plan provided by SIMTA, the PAC sought additional information from SIMTA on 20 December 2017 and again on 22 December 2017, under clause 54 of the *Environmental Planning and Assessment Regulation 2000*, to address the requirements of FEAR 2.1.

SIMTA provided additional information on 5 January 2018. On review of the additional information, the PAC found that the proposed subdivision plan and supporting documentation did not address the requirements of FEAR 2.1 (a) to the detail sought by the Commission.

Consequently, the PAC considered it did not have sufficient information before it to enable it to properly consider the subdivision component of the development application and excluded the subdivision component of the SSD 7628 application from its determination. It was noted by the PAC that:

"under section 80(5) of the EP&A Act, it is not required to refuse consent for the proposed subdivision and that it may in future grant development consent to that aspect of the development."

The consent for SSD 7628 was issued on 31 January 2018 excluding the subdivision component. No additional detail on the additional supporting information detail expected or required was identified in the PAC Determination Report.

3 Additional Information Requirements

The only express reference to additional information requirements has been provided by the PAC's reference to the absence of detailed information under FEAR 2.1 Subdivision (a) of the Concept Plan (MP10_0193).

Further detail on additional information content expectations was derived from the DP&E's Assessment Report (20 November 2017) and Recommended Conditions (20 November 2017) as outlined above. These requirements are identified in Table 3-1 below

Table 3-1 Additional information to support MPE Stage 2 SSD 7628 subdivision

Source	Requirement	Document Reference
FEAR 2.1 Subdivision (31/1/18)	Any future Development Application shall: <ul style="list-style-type: none"> a) provide a subdivision plan and supporting documentation detailing all common land, access roads and services including drainage works required to maintain internal connections and interdependencies between the individual intermodal functions within the development site; b) identify the entity(s) responsibility for the delivery and ongoing maintenance within the intermodal estate of site services, internal roads, pedestrian paths, landscaping, lighting of common areas, emergency services including bushfire mitigation, OSD and Water Sensitive Urban Design elements; and c) provide details of the overarching operational management of the site following subdivision. 	Section 4; Error! Reference source not found. Appendix A Section 5 Section 5
DP&E Assessment Report 20/11/17	Evidence demonstrating an overarching site management facilitated by a legal framework that supports delivery and compliance with the OEMP in relation to the subdivision and/or leasing of the sites	Section 5
DP&E Assessment Report 20/11/17	Operation of the intermodal requires long term holistic management to ensure the following elements are provided and maintained or the impacts are mitigated and/or managed: <ul style="list-style-type: none"> • bushfire hazard • provision of emergency services and access • fencing • signage • weed management • landscaping management • noise • air quality • water quality and quantity • water recycling 	Section 5

Source	Requirement	Document Reference
	<ul style="list-style-type: none"> • ESD • visual impacts • light spill from common areas and individual tenancies • materials handling below the Hazards SEPP thresholds 	
DP&E Assessment Report 20/11/17	Identify inter-allotment easements on the plans to support access, stormwater and utility services required to support the proposed development	Section 4 Appendix A
DP&E Assessment Report and Recommended Conditions - B151(a) and (b) (20/1/17)	An amended final subdivision plan should be submitted which shows all dimensions, deletes the east-west access way and shows required easements to service the development and provide ongoing connectivity across the intermodal precinct including vehicle and pedestrian access between all intermodal elements; utility services and drainage	
Recommended Conditions B151(c) (20/11/17)	<p>The creation of appropriate "Positive Covenants" and "Restrictions as to User", noting in particular the items below;</p> <p>(i) access to proposed Lots1, 2, 3 and 4 from the proposed intermodal being provided via a common internal road from Moorebank Avenue or easement;</p> <p>(ii) to ensure ongoing internal access between all components of the intermodal development being the freight terminal, freight village and warehousing, all internal roads as shown on the layout plan titled Figure 4-2 Indicative Proposal warehousing layout, included in the Moorebank Precinct East - Stage 2 Proposal Response to Submissions Appendix I: Consolidated Proposal Description (dated September 2017) are to be shown as common land or as an easement with reciprocal right of way in respect of each proposed lot</p>	Section 4
Recommended Conditions B151(d) (20/11/17)	Documentation being submitted with the Final Subdivision Plan for the Secretary approval, identifying the entity responsible for installation and ongoing maintenance of internal roads, utility services including fire hydrants, stormwater infrastructure, estate lighting, external fencing, common directory signs	Section 4 Section 5
Recommended Conditions B151(e) (20/11/17)	Documentation being submitted with the Final Subdivision Plan for the Secretary's approval	This document
Recommended Conditions B152 (20/11/17)	<p>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 of the site, are to be created over those lots in accordance with the <i>Conveyancing Act 1919</i>.</p> <p>A copy of the proposed instrument identifying the easements is to be submitted to the Secretary for approval</p>	Section 4 Appendix B
B153	A plan of subdivision must not be registered until:	Subsequent to approval of

Source	Requirement	Document Reference
	<p>(a) the Final Subdivision Plan required under condition B151 is approved by the Secretary; and</p> <p>(b) the works identified in the easements detailed in condition B152 are constructed.</p> <p>The plan of subdivision to be registered is to be the Final Subdivision Plan approved by the Secretary under condition B151</p>	subdivision within MPE Stage 2 SSD 7628
B154	The lots created under the plan of subdivision must be held in the same ownership as the allotment containing the intermodal terminal unless documentation is submitted providing evidence to the satisfaction of the Secretary that the development can continue to be managed as a single entity notwithstanding a fragmented ownership pattern	Section 4; Section 5
B155	A registered surveyor must identify all survey marks in the vicinity of the proposed development. Any survey marks required to be removed or displaced as a result of the proposed development must be undertaken by a registered surveyor in accordance with Section 24 (1) of the Surveying and Spatial Information Act 2002 and following the Surveyor General's Directions No.11 – "Preservation of Survey Infrastructure".	Not required within this report.
B156	Prior to the issuing of the subdivision certificate, the relevant Certifying Authority must ensure that each lot is connected to required services, drainage and utilities.	Not required within this report.
B157	The Applicant must submit written evidence of consent from the relevant electricity and gas network operator(s) demonstrating that satisfactory arrangements have been made to service the proposed development.	Not required within this report.
B158	The section 73 Compliance Certificate must be obtained from Sydney Water Corporation and submitted to the relevant certifying authority prior to issue of a subdivision certificate, and show that the development has met the detailed requirements of Sydney Water Corporation.	Not required within this report.

4 Subdivision Plan

A plan of the proposed subdivision for MPE is provided in Figure 4-1 and [APPENDIX A](#). The plan identifies four lots, separate to the terminal lot (Lot 25), for warehousing and the freight village. Intended lot dimensions are listed in Table 4-1, below and linear dimensions for the respective lots presented in Figure 4-2.

Table 4-1 Proposed MPE subdivision lots – dimensions and description

Lot No.	DP	Size (ha)	Location Description
21	1048263	12.20	North-eastern corner of the Proposal Site
22	1048263	18.84	Central portion of the Proposal site, excluding land within the Stage 1 IMT facility
23	1048263	20.83	Southern portion of the Proposal site, excluding land within the Stage 1 IMT facility
24	1048263	11.76	North-western corner of the Proposal Site
25	1048263	19.31	South-western portion of the site, comprising the IMT facility (Terminal Lot)

The subdivision plan identifies existing easements, easements under agreement not yet created and proposed easements. Final identification of the easements would be determined subject to detailed design and lessee construction requirements. Details would be included within the respective tenancy agreements for lease. Whole of lot easements either exist or are to be created to maintain internal connectivity and interdependencies between the individual intermodal functions within the development site.

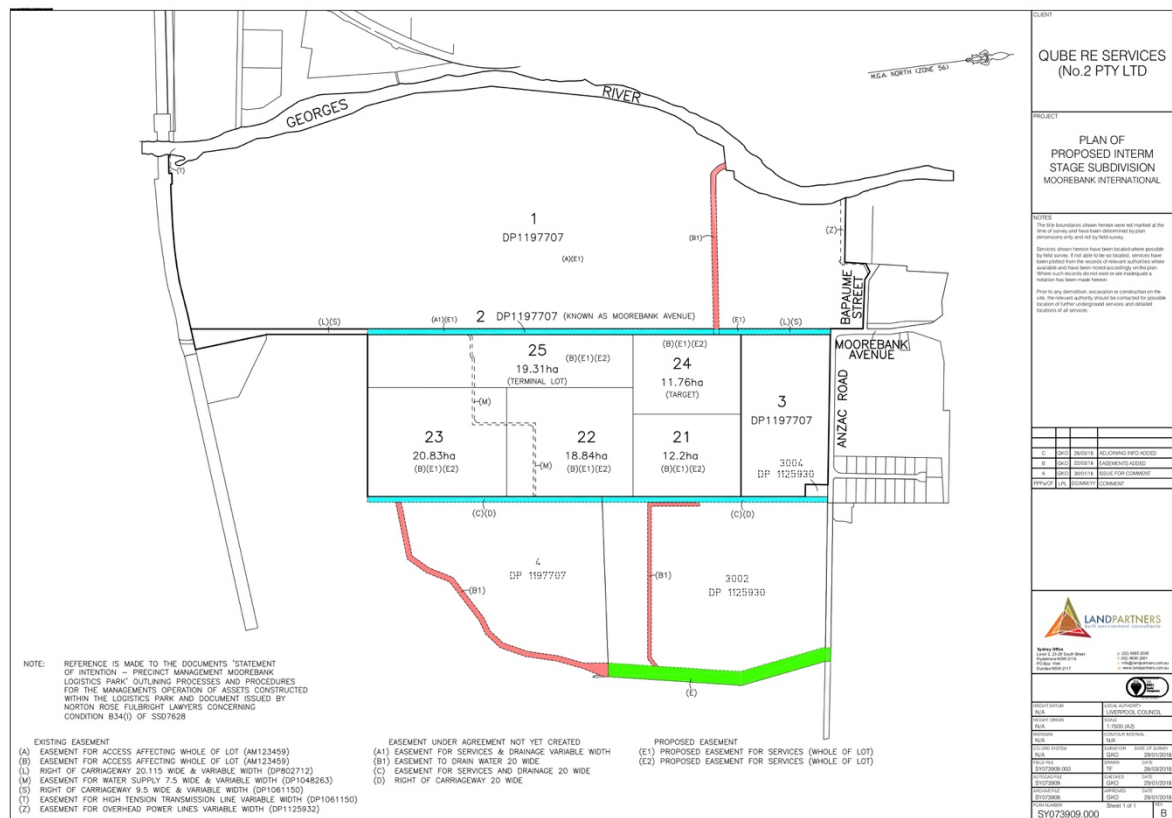


Figure 4-1 MPE SSD 7628 Subdivision Plan

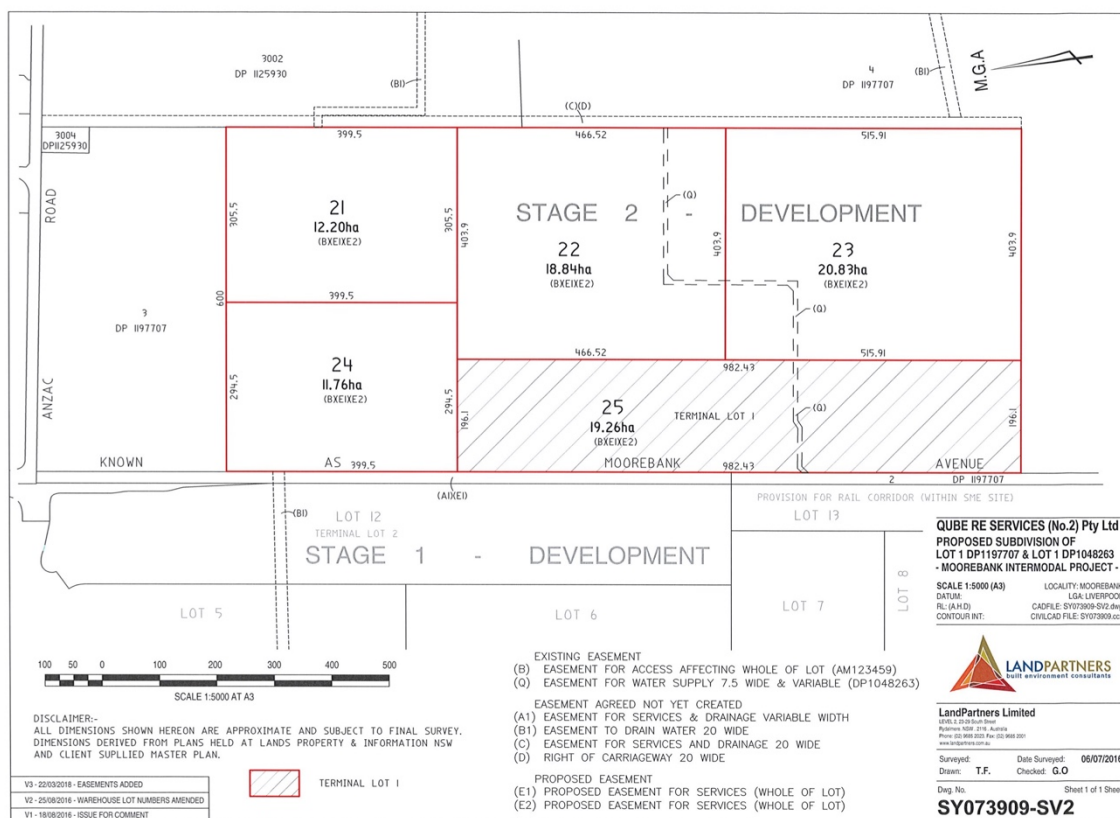


Figure 4-2 MPE SSD 7628 Subdivision Plan – Lot Dimensions

4.1 Easements for Access

There are three existing easements for access identified on the subdivision plan, (B) (L) and (S).

Easement (B) is a whole of lot easement for access and is reflected in the individual proposed subdivision lots. This easement provides for inter-allotment access and right of access to the Moorebank Ave carriageway. Access arrangements for Easement (B) would attach to completion of an individual warehouse or building and would identify all internal roads as common land that maintains reciprocal rights of way between the three functional Precinct components (terminal, warehousing and freight village). The terms of the easement for access permit access over the trafficable surfaces within the lot burdened to the benefit of the remaining lots, thereby providing and maintaining internal connections between the Precinct components.

The internal road configuration that would ultimately be identified within Easement (B) would reflect the internal road layout plan included in the Moorebank Precinct East – Stage 2 Proposal Response to Submissions Appendix I: Consolidated Proposal Description (Arcadis, September 2017). This figure is presented below (Figure 4-3). The easement would provide a reciprocal right of way in respect of each lot burdened and benefited.

Easements (L) and (S) provide for access to, and use of, the existing Moorebank Ave carriageway.

Easement (D) represents a future easement to provide a carriageway and access to the whole of the Lot along the eastern boundary of the site, to provide an internal road access from Moorebank Avenue. This easement would provide access to proposed Lots 21, 22, 23 and 24 from the intermodal lot (Lot 25) additional to other east-west internal road access from the Intermodal to these same lots created under easement (B).

STATE SIGNIFICANT DEVELOPMENT



4.2 Easements for Services and Drainage

The subdivision plan identifies an existing easement for water supply (M) going across the site from west to east through intended lots 25, 23 and 22.

Under agreement, additional easements (A1) and (C) are to be created for services and drainage for the whole site. Proposed whole of lot easements (E1) and (E2) are proposed to be created to provide internal drainage and services to the MPE site across all future lots. The terms of the easements for services would permit use of services within the burdened land and the right to install additional services on particular terms.

4.3 Future Easements Under Lease

Where premises to be leased to tenants include both a warehouse and some surrounding area PDC may choose to provide a lease of the premises and open space or over premises together with an easement for warehouse ancillary uses. This arrangement would provide for parking, storage, hardstand activities, carriageways, footways, light and air and other uses ancillary to the use of the warehouse building.

4.4 Subdivision Instrument

As identified above and on the provided subdivision plan, it is intended to effect the subdivision with reference to existing easements, easements required under agreement but not as yet created, and proposed easements. These easements will provide for access, services, drainage, maintenance and any other encumbrances and indemnities required for joint or reciprocal use of part or all of the proposed lots resulting from the subdivision of the site.

All proposed easements would be created in accordance with the requirements of the *Conveyancing Act 1919*. A copy of the proposed instrument identifying the terms of the proposed easements in accordance with s88B of the *Conveyancing Act 1919* has been included as Appendix B to this report.

5 Precinct Management Responsibilities

The Moorebank Precinct East Concept Plan MOD 2 (MP 10_0193 MOD 2) included Future Environmental Assessment Requirement (FEAR):

2.1 Subdivision

(b) requiring identification of the entity(s) responsible for the delivery and ongoing maintenance within the intermodal estate of: site services, internal roads, pedestrian paths, landscaping, lighting of common areas, emergency services including bushfire mitigation, OSD and Water Sensitive Urban Design elements; and

(c) provide details of the overarching operational management of the site following subdivision.

This section provides an overview of the precinct-wide management arrangement that addresses the above FEAR requirements.

There are three components to the framework established to deliver and manage environmental controls and responsibilities for the Site:

1. Development Consent SSD 7628, condition of consent C3: Operational Environmental Management Plan (OEMP)
2. Development Consent SSD 7628, condition of consent C4: requirement to operate the development in accordance with the OEMP
3. Development Consent SSD 7628, condition of consent C5: the entity responsible for the Precinct environmental management has overall responsibility for the development environmental management.

Section 4.2 of the EP&A Act specifies that a person must not carry out development on land where a consent is required for that development, and must only carry out the development in accordance with the consent and the instrument. This means that the conditions of consent issued in respect of Development Consent SSD 7628 are binding on both the applicant undertaking the development (Qube) and on all lessees and tenants who undertake the suite of activities that comprise the development for the respective terminal, warehouse and freight village operations.

5.1 Operational Environmental Management Plan

Condition C3 of SSD 7628 requires a Precinct Operational Environmental Management Plan to be prepared prior to commencement of operations. The OEMP is required to include management plans required under the instrument of consent, including:

- Operational Traffic Access Management Plan
- Workplace Travel Plan
- Stormwater Infrastructure Operation and Maintenance Plan
- Flood Emergency Response Plan
- Operational Air Quality Management Plan
- Operational Noise and Vibration Management Plan
- Heritage Interpretation Plan
- Operational Flora and Fauna Management Plan
- Waste Management Plan

- Long-term Contamination Management Plan
- Bushfire Emergency and Evacuation Plan

Condition C4 requires that the Applicant must operate the development in accordance with the most recent version of the OEMP. Under s4.2 of the EP&A Act all lessees and tenants are likewise compelled to operate their respective components in accordance with the OEMP, and its constituent plans.

In addition to the regulatory obligation of lessees and tenants imposed by s4.2 of the EP&A Act, specific obligations of parties will be documented within respective lease agreements as discussed below.

5.2 Precinct Environmental Management

Condition C5 identifies that the entity responsible for the Precinct environmental management has overall responsibility for the development environmental management. As has been indicated above, responsibility for compliance with consent conditions under SSD 7628 rests not only with the Applicant, but also with anyone undertaking activities comprising the development on the land subject of the consent.

On 3 June 2015, Moorebank Intermodal Company Limited (MIC) and Qube Holdings (Qube) entered into an agreement, the Development and Operations Deed (DOD), for the development and operation of the MPE and MPW sites on a whole of precinct basis.

On 24 January 2017, financial close under the agreement occurred. Each of the land owners of the land comprising the Precinct placed their land under a 99-year lease to a Land Trust for the sole purpose of facilitating the development of the Precinct. Responsibility for Precinct environmental management sits with Qube in its function as the Project Delivery Company (PDC), established under this trust arrangement with the Commonwealth Government.

Under the arrangement described above, Qube has entered into agreements with the Commonwealth for 99-year leases for each of the IMEX terminal, interstate terminal and warehouses. The Agreements for Lease (Afls) detail the roles and responsibilities of PDC for the construction and operations of the Precinct over the 99-year term. PDC is the entity responsible for delivering the development and is also tasked with the ongoing maintenance of the Precinct once it has been developed.

The Afls include a precinct management agreement (PMA) for the ongoing operation and management of the Precinct. The Afls also reference a set of management principles which set out the matters that are to be addressed in the precinct management agreement (PMA Principles).

The PMA Principles identify that their object is to ensure that appropriate arrangements are made for:

- The management and operation of the Precinct; and
- The proper repair and maintenance of the Precinct facilities;
- The fair apportionment of costs of repair and maintenance and upgrading of Common Facilities on the Precinct; and
- The keeping of certain insurances.

As tenancies are established for warehousing, the PMA would be extended to include those sub-lessees with terms from the PMA included within the sub-lease documents. This lease arrangement is presented below in Figure 5-1.

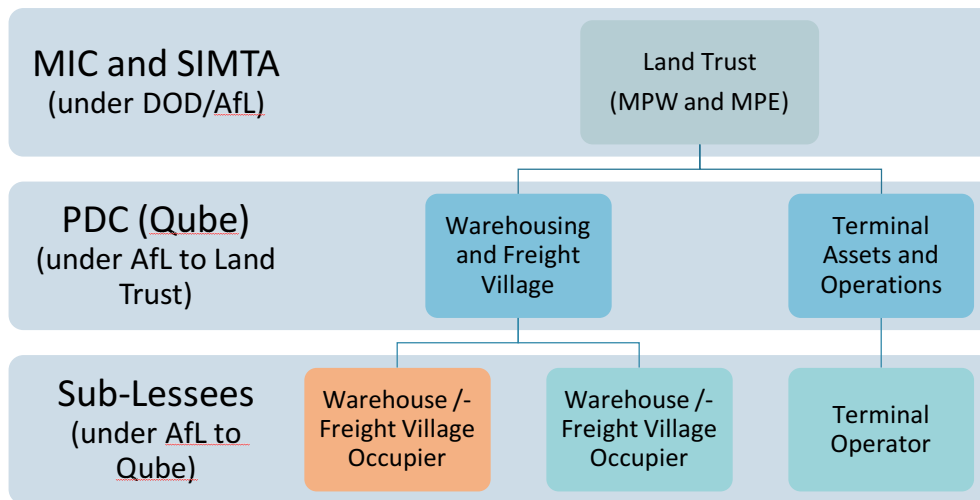


Figure 5-1 Leasehold arrangements for delivery and operation of MPE

The PMA is to be incorporated in lease documents and would give effect within the lease arrangement to the requirements of conditions of consent C4 and C5 with respect to the precinct components and their respective interaction and interdependency. The PMA documents common facilities including rights of access to and from any common facility as well as their maintenance, repair and operation (including cleaning and replacement of fixtures, fittings and any equipment, eg fire extinguishers). The PMA would also document any positive covenants or restrictions as to user, for example restrictions on use as a hazardous or offensive storage establishment. A Management Committee would be established under the PMA to oversee the management of common facilities including the cost allocation for the maintenance, repair and operation of common facilities.

Beyond enforceable requirements for compliance with conditions of consent for SSD 7628, legal effect is given to the PMA requirements as a component of any registered lease agreement registered against the title. Implementation and maintenance of environmental management controls and functions across the Site are therefore legally enforceable via compliance with the conditions of consent and, specifically, the OEMP under s4.2 of the EP&A Act, and via the legal obligations attached to lease agreements binding PDC and subsequent lessees and tenants respectively.

5.3 Delivery and Maintenance Responsibility

Qube, in its capacity as PDC under the DOD, is the entity responsible for the delivery and ongoing maintenance within the intermodal estate of:

- site services
- landscaping, including weed management
- OSD and Water Sensitive Urban Design elements, including recycling
- noise
- ESD
- internal roads
- water quality and quantity
- emergency services, including bushfire mitigation and fire hydrants
- air quality
- fencing
- pedestrian paths
- lighting of common areas
- light spill from common areas and individual tenancies
- site visual impact
- common signage

This responsibility extends to obligations for fulfilling the delivery and development, construction and operations environmental management and reporting obligations under MPE Stage 2 SSD 7628 Conditions of Consent issued by the PAC on 31 January 2018. The responsibility would initially be documented in the OEMP,

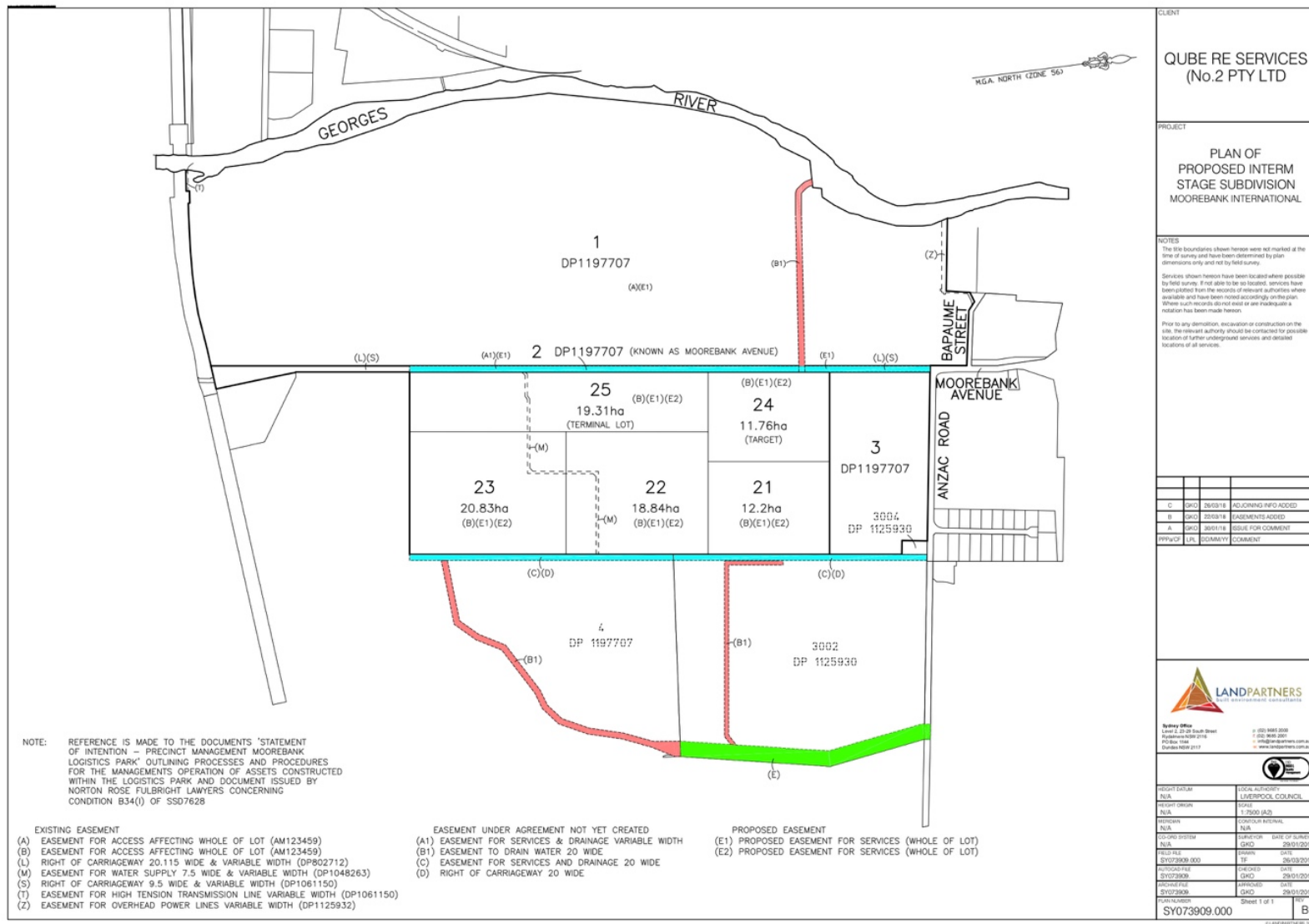
as required by condition of consent C3(e), and would be replicated within the registered PMA document included as part of the registered lease issued in respect of any terminal, freight village or warehouse lease agreement.

Under a tenancy PMA, warehouse tenants would have responsibility for general building/premises upkeep and maintenance, including any open space or ancillary warehouse use. Additionally, tenants would have the defined responsibility of ensuring their use of the tenancy did not exceed any hazardous materials screening thresholds in accordance with *State Environmental Planning Policy No 33 – Hazardous and Offensive Development* and reference to the *Hazardous and Offensive Development Application Guidelines Applying SEPP 33* (Department of Planning, January 2011).

APPENDIX A

Subdivision Plan

Draft Plan of Subdivision



APPENDIX B

Form of easement Instrument for subdivided lots of Lot 1 DP1048263

**INSTRUMENT SETTING OUT TERMS OF EASEMENTS OR
PROFITS À PRENDRE INTENDED TO BE CREATED OR RELEASED AND OF
RESTRICTIONS ON THE USE OF LAND OR POSITIVE COVENANTS INTENDED TO BE CREATED
PURSUANT TO SECTION 88B CONVEYANCING ACT 1919.**

Sheet 1 of 1 sheets

Plan: Plan of Subdivision of Lot 1 DP1048263
and easements within Lot 3002 DP1125930,
Lot 4 DP1197707, Lot 2 DP1197707 and
Lot 1 DP1197707.

Full name and address
of the owner of the land: Trust Company Limited

Part 1 (Creation)

Number of item shown in the intention panel on the plan	Identity of easement, profit à prendre, restriction or positive covenant to be created and referred to in the plan	Burdened lot(s) or parcels:	Benefited lot(s), road(s), bodies or Prescribed Authorities
1.	Easement for Services (Whole of Lot) (E1)	21 – 25 Inclusive 2/1197707 1/1197707	1/1197707 1/1197707 & 21 – 25 Incl. 21 – 25 Incl. & 2/1197707
2.	Easement for Services (Whole of Lot) (E2)	21 22 23 24 25	22 – 25 Inclusive 21, 23-25 Inclusive 21, 22, 24, 25 21, 22, 23, 25 21 – 24 Inclusive
3.	Easement for Drainage (A1)	2/1197707	21 – 25 Inclusive
4.	Easement to Drain Water 20 wide (B1)	1/1197707 4/1197707 & 3002/1125930	21 – 25 Incl. & 2/1197707 21 – 25 Inclusive
5.	Easement for Services & Drainage (C)	4/1197707 & 3002/1125930	21 – 25 Inclusive
6.	Right of Carriageway (D)	4/1197707 & 3002/1125930	21 – 25 Inclusive