

(a) Approved Modification MOD 1 is amended by the insertion of the bold and red words

(b) Proposed Modification MOD 2 is amended by the insertion of the bold and blue words

SCHEDULE 2

PART A – TERMS OF APPROVAL

A1. DEVELOPMENT DESCRIPTION

Concept Plan approval is granted to the development as described below:

- a) upgrade of the eastern access ways to Wynyard Station including retail areas and concourse layout;
- b) indicative building envelope to a maximum height to RL159.7 AHD on the land between Carrington Street and George Street;
- c) use of the site for a mixed use development including commercial offices, business premises, shops, general retail food and drink premises, health/medical centre, public amenities, transport facilities; and tenant car parking;
- d) development of former Shell House **and 285-287 George Street** including refurbishments for the purpose of commercial and retail use.

subject to compliance with the modifications of this approval.

A2. DEVELOPMENT IN ACCORDANCE WITH THE PLANS AND DOCUMENTATION

The EA, except where amended by the PPR (including the Revised Statement of Commitments included in Schedule 4 of this approval), the updated Walkway Assessment prepared by Halcrow, and the Station Egress Report prepared by Stephen Grubits submitted to the Department on 24 November 2011, and the following drawings are approved as part of the Concept Plan:

Architectural Drawings prepared by Hassell		
Drawing No.	Name of Plan	Date
Sheet 01	West Elevation Indicative Envelope	December 2010
Sheet 02	South Elevation Indicative Envelope	January 2011
Sheet 04	Perspective Views Indicative Envelope	January 2011
SK-011	Proposed Plan York Street	04.01.2011
SK-012	Proposed Plan Carrington Street	04.01.2011
SK-013	Proposed Plan George Street	28.11.2011
SK-014	Proposed Plan Concourse	28.11.2011
SK-015	Proposed Plans Hunter Street Connection	04.01.2011
SK-016	Level Proposed Plans Basement B3	17.03.2011
SK-017	Proposed Plans Basement B4	17.03.2011
SK-018	Proposed Plans Basement B5	17.03.2011
SK-019	Proposed Plan Typical Low Rise Office Level	17.03.2011
SK-020	Proposed Plan Typical Mid Rise Office Level	17.03.2011
SK-021	Proposed Plan Typical High Rise Office Level	17.03.2011
SK-25	Indicative Massing Elevation	17.03.2011
SK-20	South Elevation	04.01.2011
SK-21	East Elevation	04.01.2011
SK-22	North Elevation	18.01.2011
SK-23	West Elevation	04.01.2011
SK-26	Section 01	17.03.2011
SK-25	Section 02	04.01.2011
SK-51	Section Concourse	20.12.2010

S75W8010	Site Plan	XX.03.14
S75W8011	Building Envelope 1	XX.03.14
S75W8012	Building Envelope 2	XX.03.14
S75W8013	Sections 1	XX.03.14
S75W8014	Sections 2	XX.03.14
S75W8015	Elevations 1	XX.03.14
S75W8016	Elevations 2	XX.03.14

except for as modified by the following pursuant to Section 75O(4) of the Act.

A3. LAPSING OF APPROVAL

Approval of the Concept Plan shall lapse 5 years after the determination date in Part A of Schedule 1, unless an application is submitted to carry out a development which concept approval has been given.

A4. INCONSISTENCY BETWEEN DOCUMENTATION

In the event of any inconsistency between modifications of the Concept Plan approval identified in this approval and the drawings / documents including Revised Statement of Commitments referred to above, the modifications of the Concept Plan shall prevail.

A5. MAXIMUM GROSS FLOOR ~~SPACE~~ AREA (GFA)

The maximum GFA for the on the site shall not exceed:

- a) ~~79,370~~ 84,621m² – the section of site being development located east of Carrington Street; and
- b) 5,926m² – the section of site being development located west of Carrington Street (excludes the paid ticket area and platform areas).

End of Trip Facilities such as showers, change rooms and lockers can be excluded from the calculation of GFA up to a maximum of 3,463m².

A6. VOLUNTARY PLANNING AGREEMENT (VPA)

Prior to the **determination** of any future application pursuant to this Concept Plan the Proponent shall provide written evidence to the Director-General that it has **executed** a Voluntary Planning Agreement with Transport for NSW consistent with terms outlined in the PPR, Revised Statement of Commitments and subsequent Commercial Offer dated May 2011 and Supplementary Proposal dated August 2011. **The Voluntary Planning Agreement shall include at a minimum the following principles:**

- **Brookfield is to provide a through-site pedestrian Transit Hal/linking George Street to the Wynyard Station concourse in accordance with Item 2 of the Statement of Commitments.**
- **The resolution of the detailed design of the Transit Hall is to be undertaken in consultation with Transport for NSW in accordance with Items 2(c) and 2(d) of the Statement of Commitments.**

PART B – MODIFICATIONS

B1. CITYONE CONCEPT PLAN DESIGN CRITERIA

The CityOne Concept Plan Design Criteria shall be modified as follows:

- a. Under the heading 'Building Design – Controls' the following controls under the first bullet point are to be deleted:
 - 3.5m setback on Carrington Street between RL56 (37m) and RL 63.6 (45m); and
 - 4m setback at ground level from the Carrington Street site boundary to provide the potential to continue the existing colonnade to the southern end of Carrington Street;
- b. Reference to 'Design Excellence' – 'Objectives' and 'Controls' shall be deleted.

The modified CityOne Concept Plan Design Criteria shall be submitted to and approved by the Department prior to determining any future application on the site.

B2 PODIUM HEIGHT AND UPPER LEVEL SETBACK

The western façade of the building envelope along the Carrington Street frontage shall provide:

- a. a podium form with a street front height consistent with the existing parapet height of Shell House; and
- b. a minimum 6 metre setback from the Carrington Street frontage above the existing parapet height of Shell House. The additional level above Shell House itself shall also be setback by a minimum of 6 metres.

B3 TENANT CAR PARKING

A maximum ~~81~~ 89 tenant car parking spaces are to be provided on the portion of the site on the eastern side of Carrington Street. The existing car parking spaces provided in the Wynyard car park shall remain to be used as public car parking.

B4 BICYCLE STORAGE AND END OF TRIP FACILITIES

Bicycle parking and end to trip facilities shall be provided in accordance with the recommendations of the City One Wynyard - Report in Response to Authority Submissions prepared by Halcrow dated March 2011 and submitted with the PPR. These facilities shall be located on the portion of the site to the east of Carrington Street with direct access to Wynyard Lane and to the commercial tower development.

SCHEDULE 3

FUTURE ENVIRONMENTAL ASSESSMENT REQUIREMENTS

1. DESIGN EXCELLENCE

Future applications for any works on the portion of the site to the east of Carrington Street at the George Street level or above, shall be subject to a formal design competition in accordance with the provisions of Sydney LEP 2005 and the City of Sydney Central Sydney DCP 1996 (and any replacement provisions). The design brief for the design competition process shall incorporate the following design aspects of the approved Concept Plan:

- a. CityOne Concept Plan Design Criteria (as modified by Modification B1 in Schedule 2);
- b. presentation of the building to Carrington Street including street frontage podium and upper level setback arrangements (as modified by Modification B2 in Schedule 2);
- c. the revised Statement of Commitments submitted with the PPR referred to in Schedule 4; and
- d. reduction and reconfiguration of the upper level commercial foyer.

2. DETAILED PEDESTRIAN MODELLING

Any future application for works east of Carrington Street shall be provided with detailed pedestrian demand modelling to ensure the necessary exit widths will meet pedestrian demand to 2060 and to demonstrate the performance of proposed access ways and vertical transport (escalators, stairs, lifts etc.).

3. WYNYARD LANE

~~Any future application for works east of Carrington Street incorporating the use of Wynyard Lane as part of the pedestrian concourse (being offsite works) shall be provided with a Traffic Management Plan (TMP) prepared in consultation with TfNSW and the City of Sydney that addresses the closure of the section of Wynyard Lane to traffic as outlined in the PPR and shall set out alternative traffic arrangements and conditions, for approval by the relevant authority.~~

4. CONSTRUCTION MANAGEMENT

A Construction Management Plan is to be submitted as part of any future application for the site. The Construction Management Plan shall be prepared in consultation with Transport for NSW and the City of Sydney and is to include consideration of the following:

- a. timelines and timeframes for staging and completion of works;
- b. pedestrian accessibility, legibility, safety and prioritisation;
- c. operational integrity of Wynyard Station including the continuity of utility services and goods access to the station complex; and
- d. potential impacts on rail, bus and taxi operations.

5. STAGING OF DEVELOPMENT

Details of the intended staging of the development are to be submitted with the first stage application to ensure the orderly and coordinated development of the site.

6. CONTINUITY OF SERVICES

Any future application for works east of Carrington Street shall identify in detail:

- a. the organisation of utility services in the area surrounding the station interface point between the Proponent and RailCorp controlled land to ensure that the operational integrity of these systems will not be affected as a result of the proposal; and
- b. the location and design of the proposed loading dock that is capable of providing goods and services access to the tenancies west of Carrington Street.

7. WORKPLACE TRAVEL PLAN

Any future application for works east of Carrington Street seeking approval for commercial or retail (or similar) floor space shall provide details of a Workplace Travel Plan (WTP) **prior to issue of the relevant Occupation Certificate for that application**, which shall include travel demand management measures aimed at increasing the use of sustainable travel modes.

8. ESD

Any future application for works east of Carrington Street shall demonstrate that any future development will incorporate ESD principles as outlined in the Sustainability Report prepared by Cundall, submitted with the EA in the design, construction and ongoing operation phases of the development, including water sensitive urban design measures, energy efficiency, recycling and water disposal.

9. HERITAGE

Any future application for works east of Carrington Street shall demonstrate consistency with the recommendations Section 9 of the Heritage Impact Assessment Report prepared by HBO & EMTB Heritage Pty Ltd dated 12 October 2010 and submitted with the EA **except as amended by the Heritage Impact Statement prepared by Godden Mackay Logan dated March 2014**.

10. SYDNEY AIRPORT

Any future application for works east of Carrington Street shall demonstrate **prior to determination that** all necessary approvals have been obtained from Sydney Airport Corporation Limited and any other relevant government authority in relation to air safety matters.

11. NO ADDITIONAL OVERSHADOWING TO GPO BUILDING

Any future application for the commercial tower east of Carrington Street shall demonstrate that no additional overshadowing to the GPO steps or northern façade shall occur.