

Our Ref: JRT:JY1:397814
Contact: Justin Thornton
Contact Tel: 4640 3633
Contact Email: jthornton@marsdens.net.au

ABN 59 874 202 316

Your Ref: Lina Kakish

EMAIL: KakishL@liverpool.nsw.gov.au

Liverpool City Council
 Locked Bag 7064
 LIVERPOOL BC NSW 1871

18 June 2018

Dear Lina,

**Re: Advice on Planning Agreement with Frasers Property Australia Pty Limited
 - Edmondson Park Town Centre**

Thank you for your instructions to act in this matter.

1 Instructions

- 1.1 You have instructed us in relation to a proposal for a new Planning Agreement with respect to the Edmondson Park Town Centre.
- 1.2 Frasers Property are the Developers of the Town Centre and will prepare the draft VPA.
- 1.3 The development is a State Significant Development and under the relevant approval it is necessary for the VPA to be in place prior to the issue of a Development Consent for the development, unless otherwise agreed with Council.
- 1.4 There is presently a Development Application with Council for 120 residential lots (the total development will be 1,800 lots).
- 1.5 Council's instructions are that the 120 lots will not trigger the need for any contributions under the VPA proposal.
- 1.6 In that regard we confirm our initial advice to Council that we do not see any issue with Council issuing the Development Consent for the initial 120 lots without the VPA being entered into.

2 Terms of our retainer by you

- 2.1 Your matter will be handled by Justin Thornton who is the Partner in charge of the Commercial Department of Marsdens Law Group who will be responsible for the day to day carriage of your matter. Justin will be assisted by other professional staff members from time to time as required.
- 2.2 We confirm that the terms of our existing Tender with you will apply in the conduct of this matter, including with respect to the costs that will be incurred in the matter.

All correspondence to
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24 Hour Contact

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3 Details of our costs for your matter

- 3.1 Our costs and disbursements for acting on your behalf in this matter will be charged in accordance with this letter and our existing Tender.
- 3.2 In particular, our professional costs for acting on your behalf in this matter will be calculated in accordance with the hourly rates set out in our existing Tender.
- 3.3 Based upon information you have provided to us so far, we would estimate that our total professional costs for acting on your behalf in this matter will be approximately \$10,000.00 to \$15,000.00 (excluding GST and disbursements). Please note that this is an estimate and not a quote and the costs actually incurred in your matter will depend on the nature and extent of the work which we are instructed to carry out.
- 3.4 We will issue you with invoices on a monthly basis for all costs and disbursements incurred in the matter that month, unless the amount of work undertaken in any month does not warrant an invoice being issued at that time.

4 Payment of costs

We will require you to attend to the payment of any invoice issued in your matter within the time set out in our existing Tender.

5 The next steps

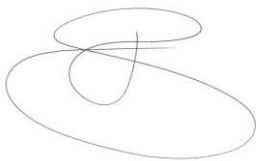
We look forward to receiving the draft Planning Agreement once it is received from Frasers so that it can be reviewed.

6 Concluding Comments

Once again we thank you for your instructions in this matter and we look forward to acting on your behalf in this matter.

Yours faithfully

MARSDENS LAW GROUP



J.R. THORNTON

Partner

Accredited Specialist Business Law