

SCHEDULE 7

Bank Guarantees (clause 6.2)

1 Bank Guarantees

- (a) The Developer undertakes to provide the Bank Guarantees in order to secure the payment and performance of each Contribution in the manner set out in the table below.
- (b) The Minister has agreed to:
- (i) accept the Bank Guarantees as security for the payment and performance of each relevant Contribution; and
 - (ii) return the Bank Guarantees to the Developer upon certain Trigger Events,

in the manner set out in the table below (**Table**).

Bank Guarantee	Value	Date to be provided by Developer	Trigger Event
1. Stage 3 Road Works	\$2,210,000	Prior to the issue of a Subdivision Certificate or Strata Certificate (as the case may be) for the creation of the 1,400 th Urban Lot under the Stockland VPA or 20 June 2018 whichever is the earliest	Upon the date that the Minister is satisfied that the Road Works Agreement has been entered into
2. Stage 4 Road Works	\$700,000	Prior to the issue of a Subdivision Certificate or Strata Certificate (as the case may be) for the creation of the 1,400 th Urban Lot under the Stockland VPA or 20 June 2018 whichever is the earliest	Upon the date that the Minister is satisfied that the Road Works Agreement has been entered into
3. Sydney Water Infrastructure Works	\$300,000	Prior to the issue of any Construction Certificate for subdivision works in relation to the Land	Upon the date that the Minister is satisfied that the Sydney Water Developer Works Deed has been executed

- (c) Each Bank Guarantee must:
 - (i) name the "Minister for Planning and Infrastructure and Department of Planning and Infrastructure ABN 38 755 709 681" as the relevant beneficiaries; and
 - (ii) not have an expiry date.

2 **Developer to provide Bank Guarantees**

- (a) On the times specified in clause 1 of this Schedule 7, the Developer will provide security to the Minister in the form of 3 Bank Guarantees for the values specified in column 2 in the Table.
- (b) The Minister will be entitled to retain each Bank Guarantee up until each corresponding Trigger Date as set out in the Table.

3 **Claims under Bank Guarantees**

- (a) The Minister may:
 - (i) call upon a Bank Guarantee where the Developer has failed to pay or perform the relevant Contribution for which the Bank Guarantee has been provided by the date for payment or performance of that Contribution under this deed; and
 - (ii) retain and apply such monies towards the costs and expenses incurred by the Minister in rectifying that default by the Developer under this deed.
- (b) Prior to calling upon a Bank Guarantee the Minister must give the Developer not less than 10 Business Days written notice.
- (c) If:
 - (i) the Minister calls upon one or more Bank Guarantees; and
 - (ii) applies all or part of such monies towards the costs and expenses incurred by the Minister in rectifying any default by the Developer under this deed; and
 - (iii) has notified the Developer of the call upon the Bank Guarantees in accordance with clause 3(b) of this Schedule 7,

then the Developer must provide to the Minister replacement Bank Guarantees to ensure that at the relevant time, the Minister is in possession of the required Bank Guarantees.

4 **Release of Base Bank Guarantees**

If the monies secured by the Bank Guarantees have not been expended and the monies accounted for in accordance with clause 3 of this Schedule 7, then the Minister will promptly return each Bank Guarantee to the Developer on each corresponding Trigger Event shown in the Table.

EXECUTED as a deed

Signed sealed and delivered for and on)
behalf of the Minister for Planning and)
Infrastructure in the presence of:)


Signature of Witness


Signature of the Minister for Planning and
Infrastructure

LEAH JANE SCHRAMM
Name of Witness in full

BRADLEY RONALD HAZZARD
Minister for Planning and Infrastructure

Signed sealed and delivered by Winten)
(14) Pty Limited (ACN 092 479 626) in)
accordance with section 127 of the)
Corporations Act)


Signature of Director

DAVID ROTHWELL
Name of Director


Signature of Director/Secretary

GARRY ROTHWELL
Name of Director/Secretary

Signed sealed and delivered by Winten)
Developments Pty Limited ACN 003 513)
219 in accordance with section 127 of the)
Corporations Act)


Signature of Director

DAVID ROTHWELL
Name of Director


Signature of Director/Secretary

GARRY ROTHWELL
Name of Director/Secretary

Signed sealed and delivered by Woorong)
Park Pty Limited ACN 094 493 428 in)
accordance with section 127 of the)
Corporations Act)

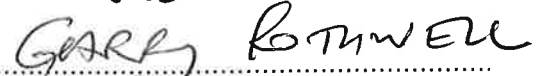
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Signature of Director

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Name of Director



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Signature of Director/Secretary

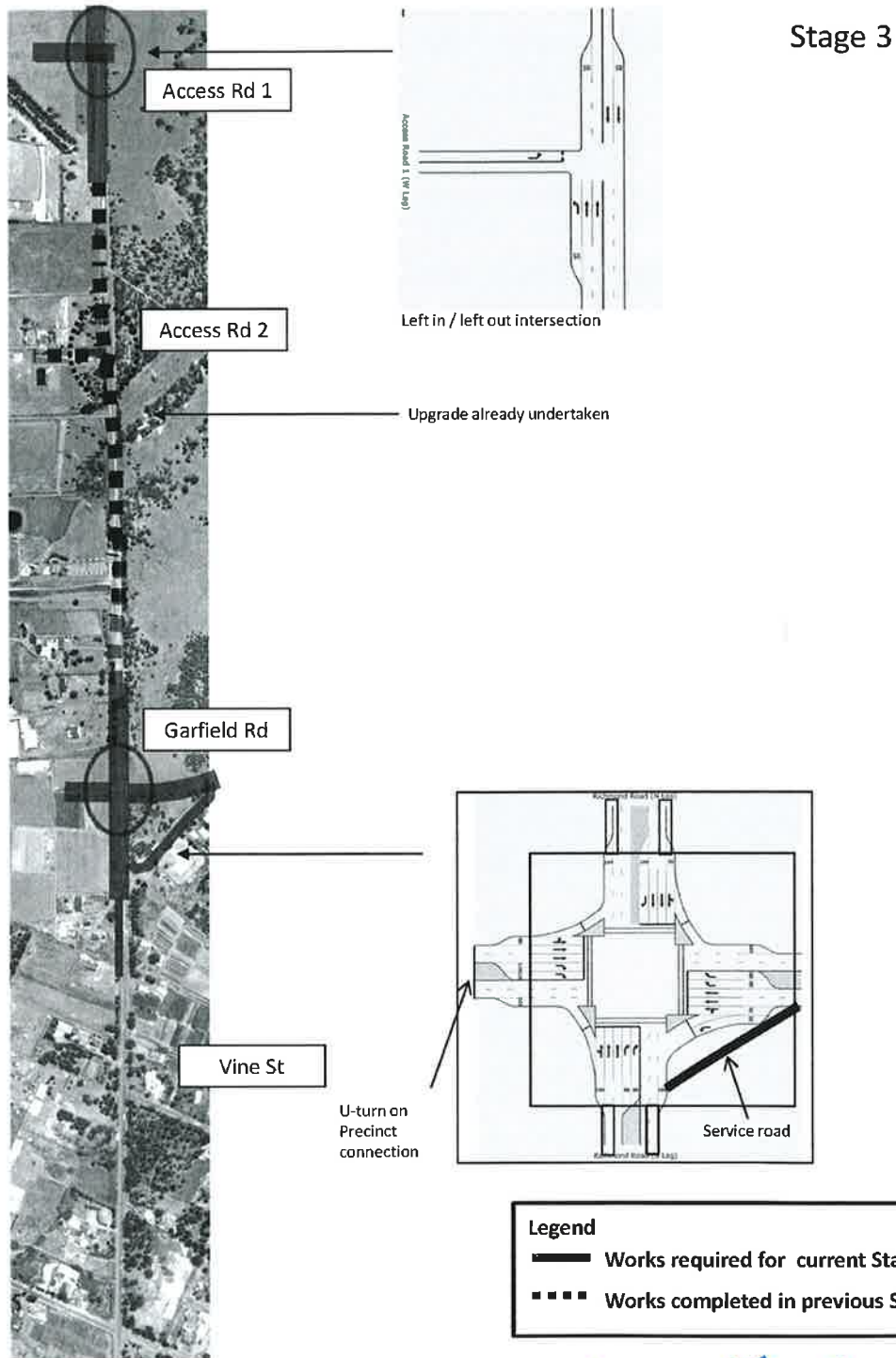
SOLE



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Name of Director/Secretary

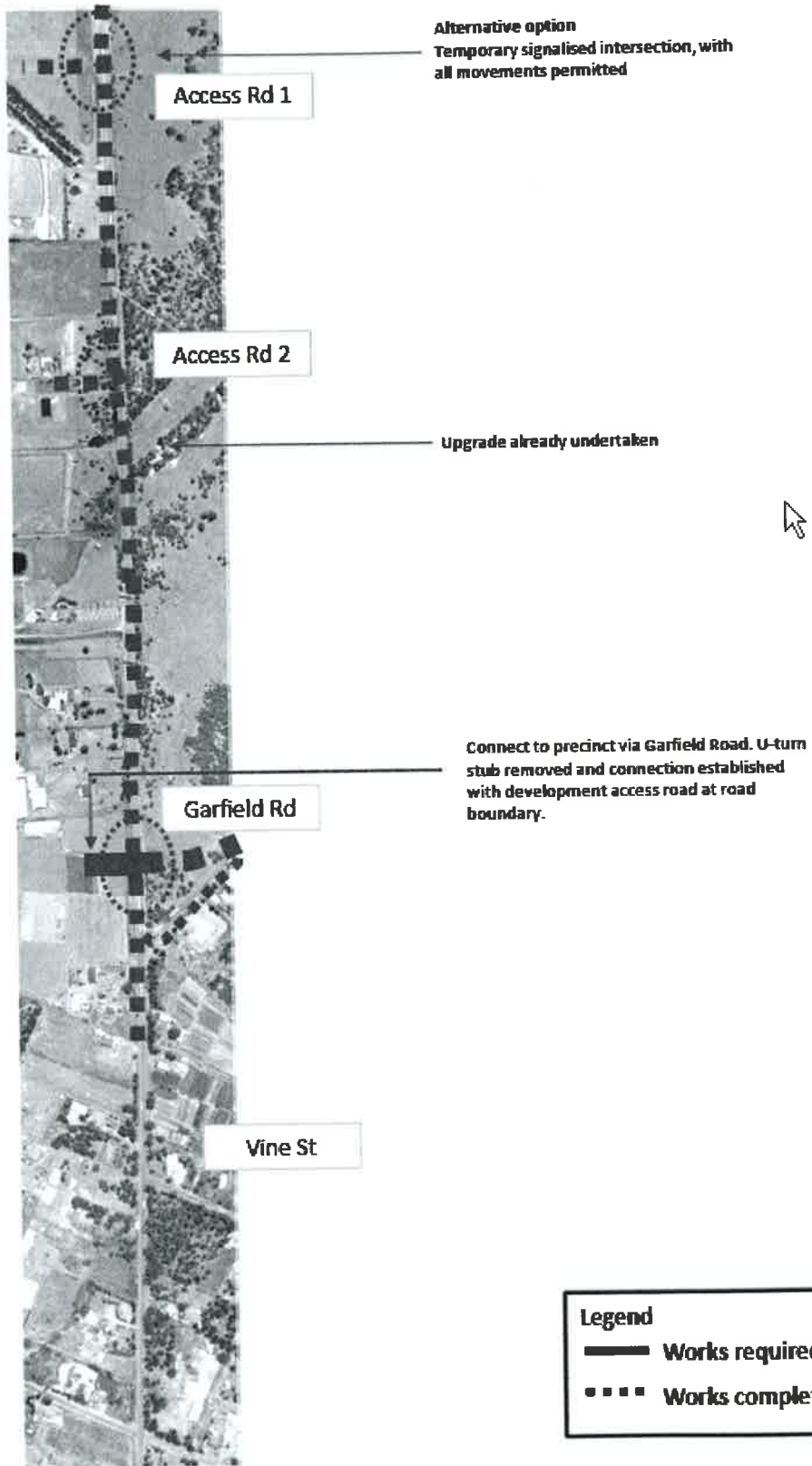
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ANNEXURE A Road Works Plan



BT Hey

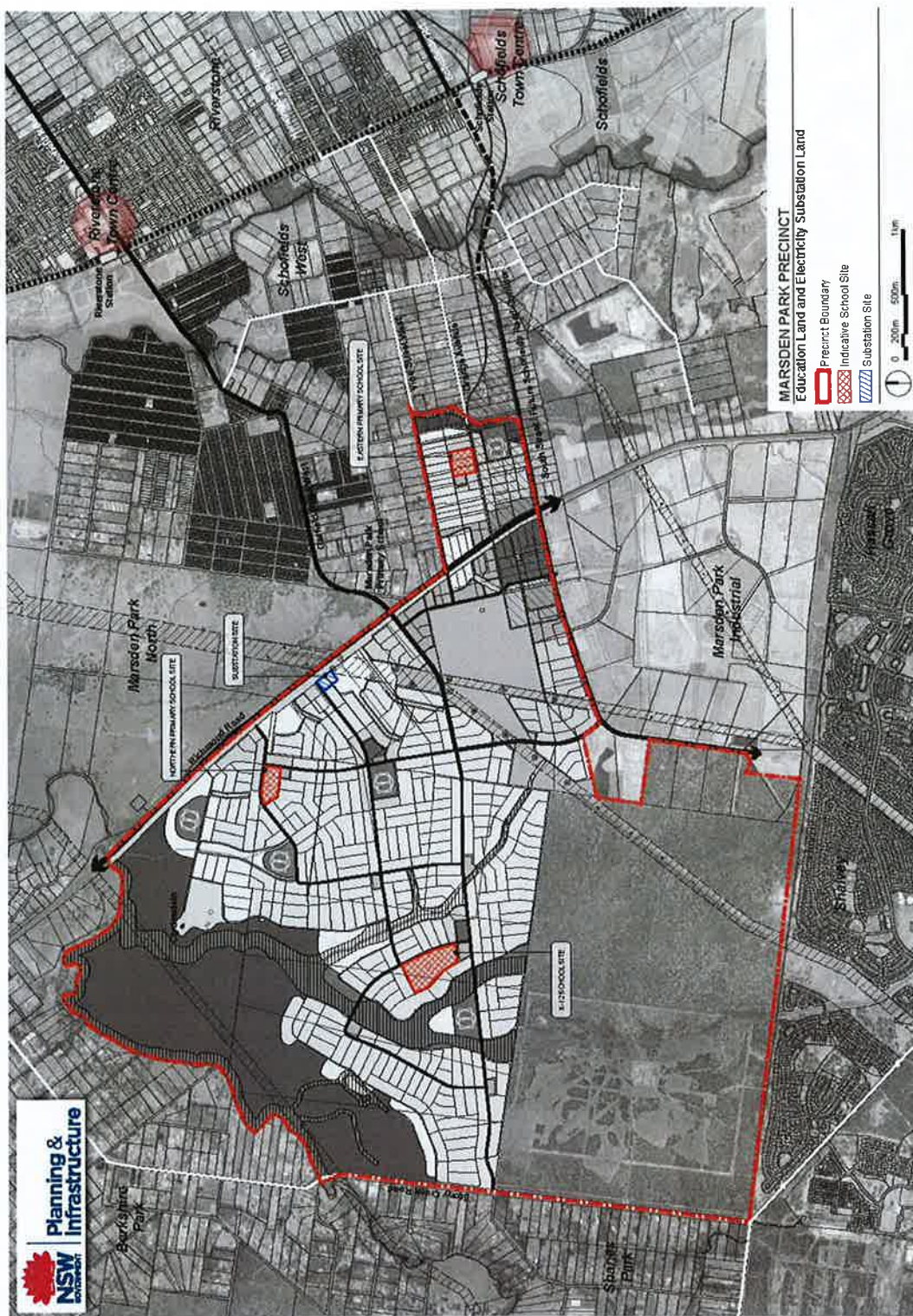
Stage 4



Bl. Hg.

ANNEXURE B

Education Land and Electricity Substation Land



VERSION: 9 REVISION: 1
30 APRIL 2013

ATCOM
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