

Shellharbour City Council  
76 Cygnet Avenue  
SHELLHARBOUR CITY CENTRE NSW 2529

26 March 2026

## Letter of Offer: Planning Agreement with Shellharbour City Council

### 1. Introduction

- 1.1 SRCP (Calderwood) Pty Ltd (**Stockland**) offers to enter into a Voluntary Planning Agreement (**VPA**) between Stockland and Shellharbour City Council (**Council**) to provide monetary contributions and delivery of works related to the Calderwood Urban Development Project (**Calderwood Project**).
- 1.2 As you are aware, the Calderwood Project straddles two local government areas (**LGA**) (Shellharbour and Wollongong) although is primarily in Shellharbour's LGA. The VPA applies to the Land (as defined in this offer and the new VPA) which includes land in both Shellharbour and Wollongong LGA. This offer only applies to Contribution Works and Contribution Land (as defined in the new VPA) in the Shellharbour LGA.

### 2. Background Information

- 2.1 On 8 December 2010, the Minister for Planning approved the Concept Plan for the Calderwood Project (**Concept Plan Approval**). There have been several minor modifications to the Concept Plan Approval since that time, with the most recent significant modification being MOD 4 09\_0082 as approved on 21 March 2021 (**Mod 4 Approval**).
- 2.2 Stockland's predecessor to the Calderwood Project, being Lendlease Communities (**Lendlease**), and Council entered into a Planning Agreement (**Original VPA**) on 15 September 2014 in respect of development contributions to be provided to Council. The Original VPA has been (or will shortly be) novated to Stockland.
- 2.3 Stockland owns and/or controls the majority of the land to which the Concept Plan applies (defined as the **Land** in the VPA), although there are several parcels of land that Stockland does not control and that are being developed by third parties (**Non-Core Land**).
- 2.4 At the time of entering into the Original VPA, it was intended by Lendlease (as is evidenced by the current drafting) that it would obtain control over all relevant land at Calderwood. Therefore, the Original VPA was drafted such that Lendlease was responsible for the delivery of all contributions in Calderwood. The contributions to be provided under the Original VPA include works such as local, district and city-wide parks, roads, sports fields and a community centre, as well as monetary contributions which are paid on a "per dwelling" basis at the time of the issue of Subdivision Certificates.

- 2.5 Lendlease did not ultimately obtain the rights to develop all of the Land in Calderwood. The developers of the Non—Core Land have entered into separate VPAs with Council (or will do so at the appropriate time) which contain their own contributions and obligations as required under the Concept Plan Approval.
- 2.6 Lendlease and Council agreed, by a separate deed, that the obligation to pay monetary contributions applies up until such time as the first occupation certificate is issued for the relevant lot. This is incorporated in the New VPA the subject of this offer letter.
- 2.7 Accordingly, due to:
- (a) the increase in dwelling yield, open space and other infrastructure approved in the Mod 4 Approval;
  - (b) the fact that Council now has VPAs in place (or will do so) with owners/developers of the Non-Core Land; and
  - (c) the provision of Local Park 17 (approved under Mod 4 Approval) which is to be provided as part of Stockland’s Stage 7A development application.

Stockland offers to enter into a new VPA (**New VPA**) with Council for the Contribution Items set out below which are generally to be provided on the Land within Stockland’s control.

The New VPA has largely adopted the format and description of Contribution Items from the Original VPA.

### 3. Summary of Offer per EP&A Act

<b>Parties</b>	SRCP (Calderwood) Pty Ltd ( <b>Stockland</b> )  Shellharbour City Council ( <b>Council</b> )
<b>Description of the land (s7.4(3)(a))</b>	<b>The land that will be the subject of the VPA is:</b> <ul style="list-style-type: none"> <li>• Lot 2 DP2534.</li> <li>• Lot 35 DP1233491.</li> <li>• Lot 33 DP1233491.</li> <li>• Lot 34 DP1233491</li> <li>• Lot 32 DP1233491</li> <li>• Part Lot 6207 DP1296459.</li> <li>• Lot 2 DP1271704</li> <li>• Lot 3 DP1271704</li> <li>• Lot 3553 DP1225476</li> <li>• Lot 1 DP998349.</li> <li>• Lot 5189 DP1235254.</li> <li>• Lot 5188 DP1235254.</li> <li>• Lot 5120 DP1235253.</li> </ul>

	<ul style="list-style-type: none"> <li>• Lot 1 DP1262260.</li> <li>• Lot 2 DP1250747.</li> <li>• Lot 1378 DP1206167</li> <li>• Lot 2122 DP1214796</li> <li>• Lot 1181 DP1202087</li> <li>• Lot 1229 DP1206166</li> <li>• Lot 1228 DP1206166</li> <li>• Lot 1177 DP1202087</li> <li>• Lot 20 DP1224588</li> <li>• Lot 21 DP1224588</li> <li>• Lot 1226 DP1206166</li> </ul> <p>The land contained in the following folio identifiers (being “Deferred Allotments” pursuant to the Original Planning Agreement):</p> <ul style="list-style-type: none"> <li>• Lot 5187 DP1235254.</li> <li>• Lot 12 DP1303061.</li> <li>• Lot 5114 DP1235253.</li> <li>• Lot 3704 DP1239811.</li> <li>• Lot 2792 DP1225474.</li> <li>• Lot 3479 DP1225476.</li> <li>• Lot 3438 DP1225476</li> <li>• Lot 402 DP1261460</li> <li>• Lot 77 DP1303655</li> <li>• Lot 2747 DP1225474</li> <li>• Lot 6209 DP1296459</li> <li>• Lot 6208 DP1296459</li> </ul>
<b>Description of the development (s7.3(3)(b))</b>	<p>The VPA relates to the Concept Plan Approval, which means the concept plan that was approved by the Minister for Planning on 8 December 2010 pursuant to s75O(1) of the former Part 3A of the Act (being Major Project Number 09-0082) and includes all modifications to the Concept Plan Approval (including the Mod 4 Approval) up to the date of the New VPA, to the extent it applies to the Land.</p>

<p><b>Nature and extent of the provision to be made by the developer, and the times and manner in which the provision is to be made (s7.4(3)(c))</b></p>	<p>The VPA is to take effect once public notice have been given of the Planning Agreement and is entered into as required by clause 203(3) of the <i>Environmental Planning &amp; Assessment Regulation 2021</i>.</p> <p>The contributions to be provided under the VPA are set out in detail in this offer letter.</p>
<p><b>Exclusion of s7.11, s7.12 and s7.24 contributions (s7.4(3)(d))</b></p>	<p>(a) Sections 7.11 and 7.12 of the EPA Act are <b>excluded</b> as they apply to the Land and Development and</p> <p>(b) Section 7.24 of the EPA Act is <b>not excluded</b>.</p>
<p><b>Whether benefits under the Agreement are or are not to be taken into consideration in determining a development contribution under s7.11 (s7.4(3)(e))</b></p>	<p>Not applicable.</p>
<p><b>Mechanisms for resolution of disputes (s7.4(3)(f))</b></p>	<p>See clause 7 of the Original VPA, this remains unchanged.</p>
<p><b>Enforcement of the agreement by a suitable means (s7.4(3)(g))</b></p>	<p>The VPA will be registered on title of all lots identified as the Land in Schedule 3. Bank guarantees are also to be provided under Schedule 7 for the Contribution Items if required by Council at the relevant time.</p>
<p><b>Other provisions</b></p>	<p>See further details below and in the Draft VPA.</p>

#### 4. Contribution Items

- 4.1 Schedule 4 of the New VPA will outline what contribution items from the Original VPA have been completed as at the date of the New VPA, and what contribution items are to be delivered on Non-Core Land. Further detail is provided below.
- 4.2 The Contribution Works and Contribution Land to be provided by Stockland:

- (a) **Multi-purpose Community Resource Centre**
- (b) **Local Parks:** Local Park L4, Local Park L5, Local Park L6, Local Park L9, Local Park L12, Local Park L15, Local Park L17, Local Park L18.
- (c) **District Parks:** District Park D4
- (d) **City Wide Parks:** City Park CW2, City Park CW3
- (e) **Sports Field S1**

4.3 Subject to the proposed terms of the New VPA in respect of this Contribution Item, the upgrade of Calderwood Road as required under Condition C12(d) in Part C of Schedule 2 of the Concept Plan Approval (referred to in the TMAP as Item 32):

- (a) the final design of the Calderwood Road Works and the Planning Application;
- (b) any approvals or consents required to be obtained in order to allow those works to be undertaken;
- (c) the acquisition of any Acquisition Land;
- (d) any arrangements for access to and occupation of, land owned by third parties necessary to undertake those works; and
- (e) any other matters that are agreed between the parties as being required in order to complete the upgrade of Calderwood Road as required under Condition C12(d) in Part C of Schedule 2 of the Concept Plan Approval.

4.4 Land dedication of Lot 2 DP1250747.

4.5 Monetary contribution of \$450,000 for traffic lights at Calderwood Road and Tripoli Way extension, per Condition C12(c)(iv) of the Concept Plan Approval.

4.6 Monetary contributions paid on a per Dwelling basis at the time of issue of a subdivision certificate for each future stage of the Development.

## 5. Other Changes

5.1 Other matters which were not previously contemplated at the time of the Original VPA which will be included in the New VPA:

- (a) Definition of “Land” is amended to only include the Land as defined in Schedule 3, meaning that Stockland is only required to pay monetary contributions for Dwellings on the Land, as well as provide Contribution Works that are on the Land (and not the Non-Core Land);
- (b) Definition of “Non-Core Land” added to indicate land not proposed to be developed by Stockland (and an indicative map is included in Schedule 3);
- (c) Definitions of “CUDP Allotment”, “CUDP Dwelling” and “CUDP Land” added to clarify that the triggers to provide both monetary contributions and some of the Contribution Items are determined by reference to all of the dwellings (at the relevant time) in the Calderwood Project.
- (d) Clarification of status of the Original VPA and the New VPA, obligations pursuant to each, and when those obligations cease.

- (e) Schedule 4 – Table of Contribution Items has been amended to remove the following items which are located on Non-Core Land:
  - (i) District Park 2;
  - (ii) District Park 5;
  - (iii) Local Park 7; and
  - (iv) Local Park 13.
- (f) Schedule 4:
  - (i) Notes Contribution Items which have been delivered, or those subject to ongoing maintenance periods or defects liability periods;
  - (ii) Notional Value of these items updated to reflect current day values and CPI increases since the Original VPA;
  - (iii) Specifications and timing for delivery of the Community Centre, Sports Fields and City Wide Parks have been updated; and
  - (iv) Monetary contribution of \$450,000 for traffic lights at Calderwood Road and Tripoli Way extension, per Condition C12(c)(iv) of the Concept Plan Approval; and
  - (v) Monetary contributions on a per Dwelling basis to be calculated by reference to the number of CUDP Dwellings.
- (g) Schedule 4 other key changes:
  - (i) Table 1.2 – values removed (as they did not serve any purpose – monetary contributions are paid on a per Dwelling basis as set out in Schedule 4);
  - (ii) Better outcomes clause updated to have more flexibility in location of contributions; and
  - (iii) Delivery of parks may be delayed/deferred if necessary and as agreed between the parties.
- (h) Schedule 10 – Calderwood Road Upgrade Works inserted. The Calderwood Road Upgrade is required under the Concept Plan Approval, even though it was not included in the Original VPA.

5.2 Please contact us if you have any questions regarding any of the matters raised above.

Yours sincerely



Project Director | Masterplanned Communities NSW