

Appendix 4
Expression of Interest
Reserve St & Union Road



Invest in...

NEW WEST

Come and build Penrith with us

**CITY CENTRE EXPRESSION OF INTEREST
NOVEMBER 2015**

“ Opportunities in the New West are abundant. It's a pleasure to be involved in this unique approach to further developing the Regional City of Penrith. ”



Sean O'Toole
Chair - Penrith Property
Development Advisory Panel

Invitation from the **MAYOR**



Penrith is the New West, a place of limitless opportunities. As a Regional City with an economic catchment growing to over 1 million people, Penrith is transforming. We are committed to making Penrith a great place to live, work and invest.

As a significant land owner in the City Centre, we are also committed to using our assets strategically to deliver community outcomes. Penrith Progression established a vision for the City Centre and identified a number of Opportunity Precincts and associated sites. With the advice of our Property Development Advisory Panel, and in partnership with the industry, we are keen to explore opportunities to deliver innovative and remarkable outcomes for our City.

We are a progressive Council and we are open for business. I invite you to partner with us to help build and shape the future of Penrith.

A handwritten signature in black ink that reads "Karen McKeown".

COUNCILLOR KAREN MCKEOWN
MAYOR OF PENRITH

Executive SUMMARY

Background

Penrith is the New West. By 2031, Penrith will have a population of 260,000 with an economic catchment of over 1 million people, and Western Sydney Airport on our doorstep.

Transforming the City Centre is the key to bringing the New West to life. As a key landowner, Council has the capacity to directly leverage positive change by strategically using publicly owned land to unlock the City's potential and deliver transformative change. Council is now releasing two strategic sites in and adjacent to the Living Well Precinct to facilitate identified development outcomes including seniors living, mixed use development and public parking.

The Offer

Investing in Penrith is a unique opportunity. Council is seeking to deliver bold and innovative development on the following sites:

Reserve Street – 4,337m² site, part of the Living Well Precinct, to provide a modern aged care facility.

Union Road – 3,836m² (east) and 15,627m² (west), to provide residential, leisure, commercial, entertainment and restaurants to support the main street. Proposals for Union Road West are to provide 1,000 additional public parking spaces as part of the development.

Process

This is a two stage process with the current process, Stage 1, being an Expression of Interest. In Stage 2, short listed proponents will be invited to submit further detailed development proposals through a Request for Proposal (RFP).

Council is seeking innovative and creative projects to deliver on the vision for the City Centre and is therefore open to considering a range of project concepts and delivery models and commercial structures that may include Council retaining a commercial interest in the land.

Proponents may wish to respond in relation to one or both of the sites on offer, noting that the Union Road offer can be east, west or both.


Responses to this first stage are to be submitted by 22 January 2016.

Thank you for considering this exciting opportunity, we look forward to receiving your proposal.



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Investing in Penrith is a unique opportunity. Penrith is a growing Regional City with the right ingredients for remarkable transformation. With a diverse and robust local economy, Penrith is on the doorstep of the future Western Sydney Airport. Penrith has a progressive local Council, with a bold vision for its future.

We are looking for partners to grow the City's economy, attract investment and create new jobs.

A Unique Investment **OPPORTUNITY**

Investment context

By investing in Penrith, you will benefit from:

- Gross Regional Product of \$7.61 billion (1.6% of the State's Gross State Product)
- 20 minutes drive from the future Western Sydney Airport, providing 24/7 services
- The Western Sydney Priority Growth Area, including Western Sydney Employment Area will be the largest new employment zone in NSW
- More than \$1 billion upgrades to the Western Sydney Rail Network
- \$3.6 billion in major road upgrades
- Upgrades to Werrington Arterial, The Northern Road, Mamre Road, Mulgoa Road, Elizabeth Drive, the proposed Outer Sydney Orbital and South West Rail Link extension, M4, Jane Street, Castlereagh Road
- Planning Proposals being advanced for more than 4,000 apartments in the City Centre and
- Easy access to Nepean Hospital, Western Sydney University and Western Sydney Institute of TAFE.

Council commitment

Council's Economic Initiatives Manager is facilitating the revitalisation of the City Centre.

We are committed to providing a high quality of service in responding to your enquiries and have assembled a specialist team to service requests for additional information.

In partnering with Penrith City Council you will discover:

- We are passionate about everything we do
- We fast track proposals wherever possible
- We exceed customer service expectations
- We constantly refine and improve our business processes
- We have established a dedicated liaison team for all major proposals.

Please feel free to contact me for further information.

Kylie Powell

Economic Initiatives Manager

Penrith City Council

Phone: 4732 7508

Email: Kylie.Powell@penrith.city

BACKGROUND

Penrith the Regional City

Penrith is the **NEW WEST**.

It's a place, an attitude and an opportunity.

Penrith is a dynamic Regional City, with strong ambitions and uncompromising about its aspirations and potential. The ability to think creatively and strategically will help manage a growing community, with the need to accommodate around 25,000 new dwellings and encourage the creation of 40,000 new jobs by 2031. By 2031 Penrith will be home to approximately 260,000 people with an economic catchment of over 1 million.

Penrith is located at the foot of the Blue Mountains, the gateway to the NSW Central West and 55 kilometres away from Sydney's CBD. With a current population of just over 190,000 people, the City covers 404km².

With the recently announced Western Sydney Airport on our doorstep, 11kms and 20 minutes away, Penrith is a place of limitless opportunities. Perfectly positioned to service both northwest and

southwest growth centres and the Western Sydney Priority Growth Area, Penrith will provide a critical link, connecting Western Sydney's regional cities and major centres.

Penrith boasts excellent lifestyle opportunities with quality education, health, recreation, executive housing and a beautiful natural environment including the Nepean River, at the foot of the Blue Mountains. This is evidenced by only 5.8% of residents moving away from Penrith in 2012 – 2013, being the 3rd lowest departure rate in Sydney.

Penrith is a place that is open to new ideas, new people and new ways of doing things, wanting to maximise its potential and turn big ideas into reality. With 47.8ha of City Centre land in its ownership, Council has the capacity to directly leverage positive change by strategically using public land to anchor revitalisation. Council is also committed to working in partnership to strengthen the economy, attract investors and create jobs.



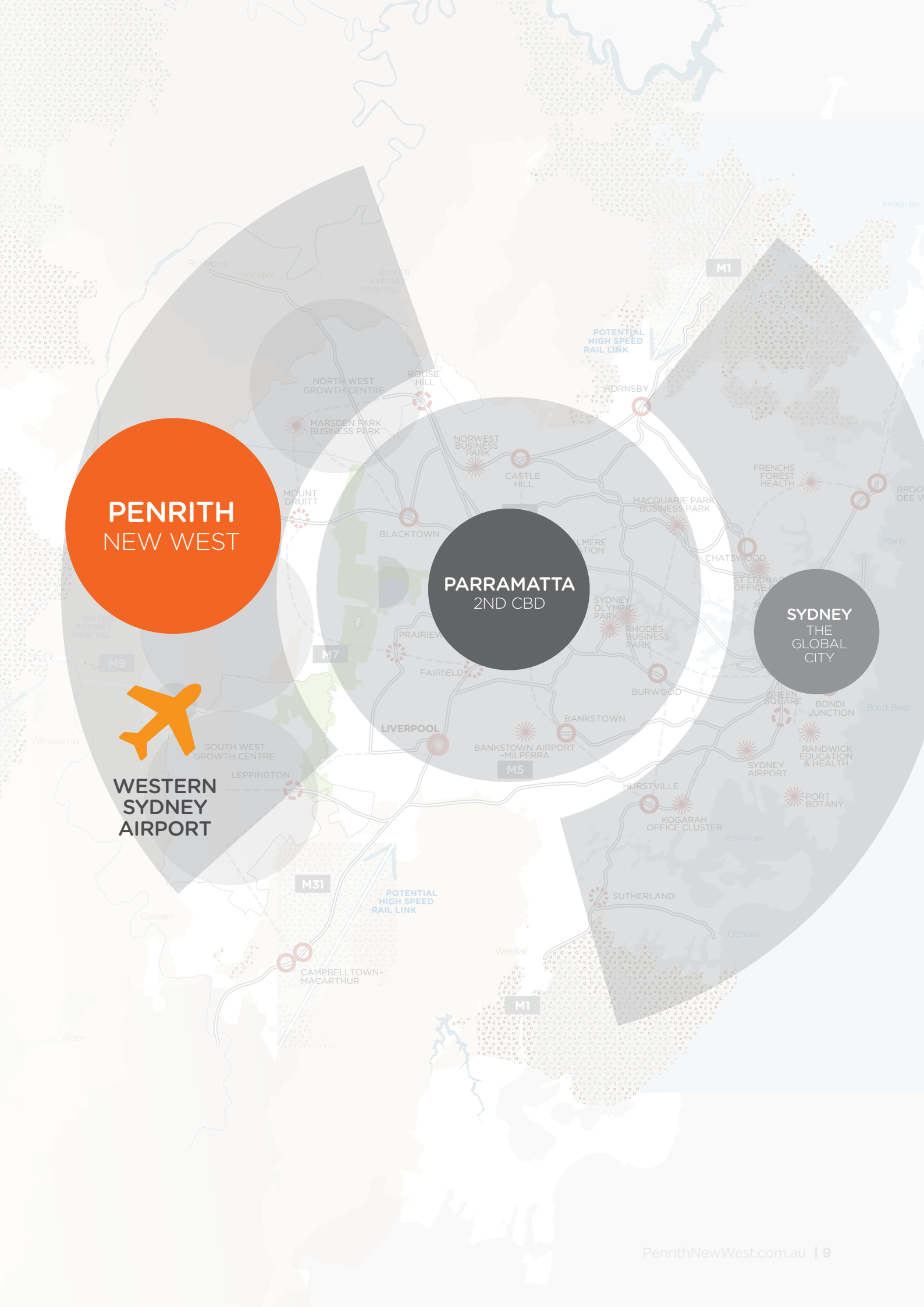
**PENRITH
NEW WEST**



**WESTERN
SYDNEY
AIRPORT**

**PARRAMATTA
2ND CBD**

**SYDNEY
THE GLOBAL
CITY**



Penrith Progression

As an officially recognised Regional City, Penrith is already a vital hub for business, health, education, employment, retail and entertainment. Penrith is also a place where there is great potential yet to be tapped. In order to ensure this potential is realised, a new, bold and fresh approach to the transformation and delivery of the City Centre was required.

The Penrith Progression process was an exciting collaboration with the community of Penrith and a range of other stakeholders over more than 12 months. The resulting *Penrith Progression A Plan for Action* identifies 100 actions that are backed by hard economic research, market testing and community feedback. A number of these actions are now underway. This EOI process is another important step in the delivery of the vision outlined in Penrith Progression.

Penrith Progression established a clear vision for the City Centre as follows:

- Building a bustling City Centre that's a pleasure to walk and get around
- Making inner City living a reality and business in the City Centre easy

- Connecting our river to the City Centre
- Creating a vibrant colourful outdoor life
- Adopting fresh ideas, projects and partnership, helping us grow and prosper and
- Delivering jobs for the future.

Six Opportunity Precincts guide and direct zones of activity to deliver a vibrant City Centre.

The two priority Opportunity Precincts are the Living Well and Central Park Village Precincts. This first EOI relates to the Living Well Precinct, with a similar process to follow in 2016 seeking delivery of the City Park, a keystone of the Central Park Village.

Council has appointed a Property Development Advisory Panel (PDAP). The PDAP is expert, external and independent, with significant industry expertise. The Panel's role is to guide, assist and support Council as it strategically manages its significant property portfolio to achieve quality and transformative community outcomes.

Central Park Village (1), Living Well (2), Commerce + Education (3), Health Link (4), Community, Culture + Civic (5) and Justice (6).



Living Well Precinct

The Penrith Progression action plan outlines the following vision for the Living Well Precinct:

The Living Well Precinct will have a contemporary village feel for baby boomers looking for a different housing option in a City Centre location. The area will contain a smaller green space that will be maintained as a 'quiet area' and serve as a village green for multi-level living.

The character of the area will be defined by the walkable, 'neighbourhood feel' with ready access to social and recreational opportunities, including the restaurant strip on High Street. The proximity to Ripples Penrith Swim Centre and Health Link Precinct will make this an attractive location for people wanting to maintain health, well-being and fitness.

The Precinct will also cater for people requiring a higher level of support as they age, with co-located services in a Community Services Hub, activity nodes and complementary therapies available.

Opportunities in this precinct include:

- Apartments
- Shop – top housing
- Aged care and seniors' housing
- Restaurants, cafes, bars
- Residential care facility
- Community services hub
- Commercial and retail.

The future Living Well Precinct offers a modern village in the City Centre for baby boomers, with ready access to social and recreational opportunities as well as support services.

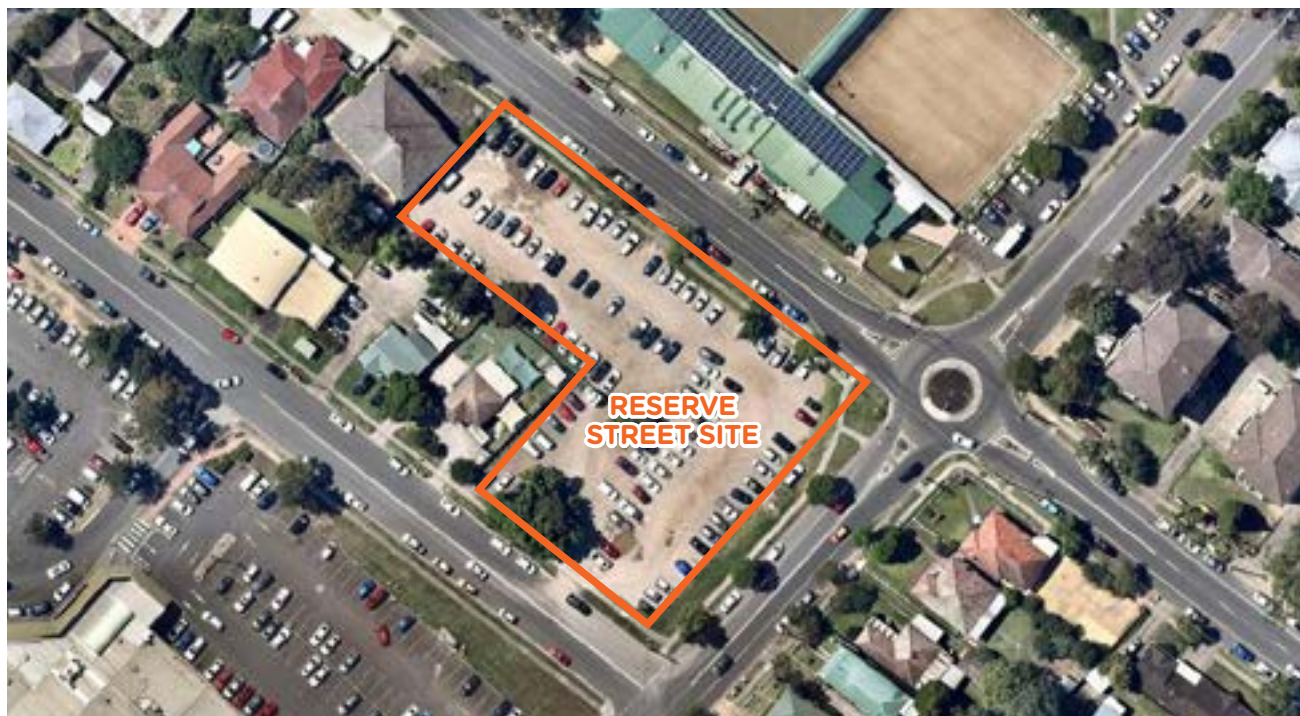




The **SITES**

Council is seeking expression of interest from suitable partners with bold and innovative development concepts for two strategic sites in and adjacent to the Living Well Precinct.

Site 1 - Reserve Street



Site 2 - Union Road



Site 1 – Reserve Street

The Reserve Street site is part of the Living Well Precinct. The Precinct will be shaped into a modern village in the City Centre for baby boomers, with ready access to social, recreational and health facilities. The Reserve Street site has been targeted to provide a modern aged care facility as the primary use.

SITE DESCRIPTION

The details of the site are summarised below.

ADDRESS	222 – 230 Derby Street & 3 -5 Reserve Street Penrith
SITE AREA	4,337m ² The exact land area will be defined by survey.
LOCATION	Prominent corner site with frontages to Reserve, Derby and Woodriff Streets, approximately 700 metres southwest of Penrith Railway Station. Located adjacent to Penrith Bowling Club and Nepean Village Shopping Centre, three blocks south of High Street and four blocks south of Penrith Westfield, with Nepean Hospital 1.6km east along Derby Street.
ACCESS	Current access provided from Reserve and Derby Streets.
TRANSPORT	The site is well serviced by public transport access to the railway station and numerous public bus routes that can be accessed by bus stops on Derby, Station and Woodriff Streets.
SURROUNDS	The site is surrounded by low density development including retail, commercial, health, residential and car parking. Adjoining sites owned by Council are currently occupied by Family Planning NSW and Penrith Community Aid Child Care.
CURRENT USE	Temporary car parking
INCLUDED LOTS	3 & 5 Reserve Street & 222, 226, 228, 230 Derby Street & proposed lot 106 Woodriff Street
OWNERSHIP	All land is in the ownership of Penrith City Council. 1,223m ² of land on Woodriff Street is subject to a current Primary Application to claim ownership by adverse possession.

PLANNING CONTROLS

The key planning controls applicable to the site are summarised below.

ZONING	B4 mixed use zone
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HEIGHT	24 metres
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FSR	2:1
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Further relevant planning controls can be found in *Penrith LEP 2010* and *Penrith DCP 2014*.

DEVELOPMENT PRINCIPLES

The following principles should be demonstrated as part of any development proposal:

- Design excellence, including
 - Contemporary urban design that reflects the dominance and location of the site
 - Connectivity and integration with surrounding uses.
- Job creation.

DEVELOPMENT REQUIREMENTS

All proposals must demonstrate compliance with these essential requirements:

- Aged care is to be the primary use
- Active uses for at least part of the ground floor
- Retain the capacity to integrate future development of adjoining sites to the west
- Reserve Street is to be maintained as the primary vehicular access to the development
- Limited vehicular access may be available to Derby Street
- Vehicular access is not permitted to or from Woodriff Street
- Access to public transport will be provided on Derby Street
- Permeability and pedestrian access is to be provided by a north / south mid block link
- Pedestrian access along Woodriff Street
- Stormwater management consistent with Council's recently adopted *Penrith CBD Overland Flow Flood Study*
- Sustainability principles are consistent with Council's adopted Cooling Strategy.

Site 2 - Union Road

Union Road is a large strategic development site with a range of opportunities. Council is interested in considering bold and innovative proposals which may include residential, leisure, commercial, entertainment and restaurants. Large retail uses will not be supported. Ancillary retail uses will be supported if they are boutique and complementary to the function and viability of High Street.

Union Road East faces Station Street, and Union Road West extends to Worth Street. Proposals for Union Road West must provide an additional 1,000 public parking spaces.

Proposals are invited for Union Road East, Union Road West, or both.

SITE DESCRIPTION

The details of the site are summarised below.

ADDRESS	Union Road East: 101 – 107 Station Street and 13 & 15 Union Road Penrith NSW Union Road West: 17 – 61 Union Road Penrith NSW
SITE AREA	Union Road East – 3,836m ² total Union Road West – 15,627m ² total The exact land area will be defined by survey.
LOCATION	Prominent site with street frontages to Station Street, Union Lane, Union Road and Worth Street. Approximately 450 metres south west of Penrith Railway Station, one block from High Street and south of Westfield Penrith.
ACCESS	Access is currently provided from Union Road and Union Lane.
TRANSPORT	The site is well serviced by public transport with close access to the railway station and numerous public bus routes that can be accessed by bus stops on Station Street.
SURROUNDS	The site is surrounded by medium density residential development, retail, commercial, and car parking.
CURRENT USE	Surface car parking, with one existing vehicular access ramp (right of way) from ground to adjacent first floor level.
INCLUDED LOTS	Union Road East: comprises 6 lots Union Road West: comprises 19 lots
OWNERSHIP	All land subject to this EOI is owned by Penrith City Council. Part of this land may require a reclassification, including the associated public consultation process.

PLANNING CONTROLS

The key planning controls applicable to the site are summarised below.

ZONING	B4 mixed use zone
HEIGHT	Union Road East: 20 and 24 metres Union Road West: 20 metres
FSR	3:1

Further relevant planning controls can be found in *Penrith LEP 2010* and *Penrith DCP 2014*.

DEVELOPMENT PRINCIPLES

The following principles should be demonstrated as part of any development proposal:

- Design excellence, including
 - Contemporary urban design that is sympathetic to surrounding development, particularly adjoining residential
 - Connectivity and integration with surrounding uses
 - Consideration of basement car parking.
- Job creation.

DEVELOPMENT REQUIREMENTS

All proposals must demonstrate compliance with these essential requirements:

- Union Road West – an additional 1000 parking spaces, retained for public use in perpetuity
- Union Road East – parking generated by the development is to be provided on-site, or section 94 contributions will be required
- Car parking access is to be provided mid block in Union Road to maintain safety and traffic flow
- Primary vehicular access from Union Road
- No direct vehicular access from either Station or Worth Streets
- Existing vehicular access along Union Lane retained and not excessively expanded
- One way traffic on Union Lane maintained
- Integrate proposal with the existing ramp or the alternate provision of the right of carriageway (there is some capacity to alter the Right of Carriage Way as long as an alternative carriageway of similar capacity and convenience is provided)
- Pedestrian access to High Street via existing desire lines including arcades
- Pedestrian access and permeability through the site
- Enhance pedestrian access and safety in Union Lane through good design
- Ancillary retail only, that supports and maintains the primary retail function of High Street
- Existing stormwater and overland flows through the site must be appropriately managed, informed by the recently adopted *Penrith CBD Overland Flow Flood Study*. (It should be noted that over the next 18 months, Council is investing \$7million in stormwater infrastructure to address overland flooding.) and
- Sustainability principles are consistent with Council's adopted Cooling Strategy.

The **PROCESS**

Council is seeking expressions of interest from suitable partners.

This is a two stage process. The current process, Stage 1, is an Expression of Interest. Short listed proponents will be invited to submit further detailed development proposals through a Request for Proposal (RFP) in Stage 2. Council will then enter into agreements with the successful proponent.

Proponents may choose to submit an expression of interest on one or both of the sites on offer, noting that the Union Road offer can be east, west or both.

Council is seeking innovative and creative projects to deliver on the vision for the City Centre and is therefore open to considering a range of project concepts and delivery models and commercial structures that may include Council retaining a commercial interest in the land.

Potential Partners

Council is looking for a partner with the following attributes:

- Proven track record
- Passionate about the place and quality outcomes
- Commitment to working in partnership
- Financially sound
- Visionary and flexible.

Timeline

STAGE 1 - EXPRESSION OF INTEREST (EOI)



STAGE 2 - REQUEST FOR PROPOSALS (RFP) TIMEFRAMES TO BE CONFIRMED



Selection criteria

Proposals will be assessed against the following criteria:

- Concept, including alignment with the Penrith Progression Action Plan
- Experience in other projects, particularly those similar to the proposal
- Demonstrated financial capacity to deliver the project
- Time proposed for completion
- Risk to Council
- Financial benefit to Council
- Community benefit.

Additional Information

Additional information can be sourced from a range of documents available on Council's website.

Documents of particular interest include:

- *Penrith LEP 2010*
- *Penrith DCP 2014*
- *Penrith Progression A Plan for Action*
- *Penrith Progression; Ideas and Opportunities Workshop, August 2014*
- *Penrith City Centre Strategy*
- *Penrith City Centre Civic Improvement Plan*
- *Public Domain Masterplan, 2013*
- *Penrith CBD Detailed Overland Flow Flood Study Final Report*
- *Cooling Strategy.*

Submission Requirements

Thank you for considering this exciting opportunity. To register an interest in one of the nominated sites, please complete and return the schedules in *Appendix 1*.

Schedule A: Respondent Details

Schedule B: Concept

Schedule C: Experience

Schedule D: Capacity and Terms

Where a proponent is submitting more than one proposal, please complete a separate set for each proposal.

Each proposal should be no more than 10 pages in total.

Responses should be lodged by no later than 5pm on Friday 22 January 2016. It should be noted that extensions of time will not be granted.

Instructions regarding electronic lodgement can be found in *Appendix 3*.

APPENDIX 1

Schedule A: Respondent Details

Indicate which site this proposal relates to:

Reserve Street, Union Road East, Union Road West or both Union Road East and West.

Provide the details of an authorised contact person to act as the proponent's primary contact during the EOI process.

Company Name

Company Address

Postal Address

Nominated Contact Person

Title

Phone

Email

DECLARATION

We acknowledge that we have properly considered the requirements of this Expression of Interest and that we accept the Terms and Conditions as outlined.

We declare that we have no direct or indirect conflict of interest in participating in the development outlined in our proposal and authorise Council or its representative to contact our project partners and referees as noted in our response.

Signed by Authorised Representative

Name

Date

Schedule B: Concept

Provide a concept indicating how the proponent intends to develop the site. Include a statement outlining how the proposed development will meet the outcomes of the *Penrith Progression A Plan for Action*, and associated development requirements and principles as set out in this document.

Schedule C: Experience

Provide a statement outlining the proponent's experience including:

- Description of previous and current projects
- Demonstrated experience in the management and delivery of similar projects
- Experience in dealing with government authorities, and

Provide two referees.

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Referee 1

Name

Phone

Email

Referee 2

Name

Phone

Email

Schedule D: Capacity and Terms

Outline the proponent's preferred terms for the development of the site eg contract of sale, lease, development agreement.

List proponent's project partners.

Provide evidence of the proponent's financial capacity to implement the proposal, including the financial capacity of any partner.

APPENDIX 2

Terms and Conditions

ACCEPTANCE

In submitting an EOI in response to this invitation, you accept all the terms of this Invitation for EOIs.

LATE SUBMISSIONS

You are solely responsible for ensuring that you submit your EOI prior to the EOI closing date and time. Delays caused by delivery methods are your responsibility. We may exclude, as non-compliant, an EOI which is submitted after the EOI closing date and time. We may determine in our absolute discretion that it is appropriate to consider a late submission.

EOI RISKS AND COSTS

Participation in any stage of this Invitation for EOI process, or in relation to any matter concerning your EOI, will be at your risk. All costs, losses and expenses incurred by you (or your employees, agents, contractors or advisors) in any way associated with this invitation for EOI will be borne entirely by you and we will not under any circumstances compensate you for them.

NO LEGAL RELATIONSHIP

This Invitation for EOI does not create any legal relationship and is not a recommendation, offer or invitation to enter into a legal relationship, contract, agreement or other arrangement in respect of the building the subject of this Invitation for EOI.

Nothing in this Invitation to EOI or in the consideration of an EOI obliges us to enter into any agreement with anyone, creates a "process contract" or other implied contract, obliges us to consider or proceed with any EOI, or stops us from considering a non-complying EOI.

NO COLLUSION

In preparing your EOI, you should not communicate (verbally or otherwise), have any arrangement or arrive at any understanding with any other respondent or potential respondent concerning this Invitation to EOI. You should not engage in practises that might be regarded as collusive or anticompetitive.

Where a respondent wishes to involve another party or parties in a submission to provide a more substantial and complete solution for us, an EOI may be submitted by one respondent which includes the details of the transaction to be provided by the other party or parties. We will not accept consortium bids. Any EOI must be submitted by a single legal entity with other parties and their role identified in the EOI. You should not disclose the nature of the relationship with the other party or parties to us. If there are other parties involved who you have disclosed to us in your EOI, then you may be required to subcontract with them and will be responsible for the performance of those parties.

COMMUNICATION DURING EOI PROCESS

You must nominate a contact person in your organisation who will be the only person authorised to contact (and be contacted by) the Council Contact. You should not otherwise initiate contact with us or any of our employees in relation to your EOI.

All communications between you and us relating to this EOI should be in writing and made through the Council Contact. Any oral explanation or response provided to you will not form part of the EOI.

REQUESTS FOR CLARIFICATION AND FURTHER INFORMATION

You should not divulge your confidential information in any request for further information or clarification, as all requests for further information or clarification will be made available to all proponents.

If you find a discrepancy, error or omission in this invitation for EOI or should you have a query, you should notify the Council Contact. We will send our response to such queries, discrepancies, errors or omissions to all proponents where that response adds to, modifies or clarifies this invitation for EOI.

We may issue an amendment, additional information or instruction relating to the Invitation for EOI. Where an amendment, additional information or instruction

is issued after you have lodged your EOI, you should update your EOI and resubmit it to us in accordance with our instructions. Only the Council Contact is authorised to vary any conditions or arrangements relating to the Invitation for EOI process.

During the evaluation period the Council Contact may contact you requesting clarification of your EOI. You should respond to that request according to the timing we instruct. At our absolute discretion, we may enter into detailed discussions and contract negotiations with one or more proponents without any obligation to involve all proponents. Prior to the Council Contact giving formal notice we do not intend to comment on or disclose the progress of our evaluation of the EOI responses.

CHANGES TO THE INVITATION FOR EOI PROCESS

The processes and procedures set out in this Invitation for EOI represent the manner in which we currently intend to conduct this Invitation for EOI and subsequent processes. We may, however, change the procedures set out in this Invitation for EOI. We will notify you of any material changes that may affect you but will not necessarily provide reasons for the same.

Without limiting the previous paragraph, we reserve the right, in our absolute discretion, to do all or any of the following at any stage of the Invitation for EOI processes:

- Request information for a respondent
- Change the format, structure or timing of the Invitation for EOI and subsequent processes
- Change the scope or requirements of this Invitation for EOI or
- Vary, amend, suspend or terminate this Invitation for EOI or subsequent processes or your participation in it

OWNERSHIP IN THIS INVITATION FOR EOI

This Invitation for EOI, including all information and ideas contained in this Invitation for EOI, is and will

remain our property. We give you no rights in this Invitation for EOI. You must not copy, use, distribute or otherwise deal with this Invitation for EOI, except as is reasonably necessary for you to respond to this Invitation for EOI.

COUNCIL'S STATUTORY FUNCTION

Council has certain statutory functions in regard to all land in the City. Council must exercise its statutory powers and obligations in such a manner so that its discretion is not fettered in any way. Nothing in this document or in communications in this process will bind or fetter Council's discretion with respect to its statutory obligations or discretions.

OUR CONFIDENTIAL INFORMATION

Our confidential information includes all information contained in this Invitation for EOI or subsequently provided by us other than information which is or becomes public knowledge (unless through a breach of confidentiality by you).

You may disclose our confidential information to your employees, agents, contractors and advisors strictly on a need to know basis and solely for the purposes of evaluating the contents of this Invitation for EOI, preparing your EOI and negotiating any resulting agreement. You must ensure the recipients are bound by similar confidentiality obligations in respect of the information.

You are also permitted to disclose our confidential information to the extent you are required to disclose it by law. However, prior to any such disclosure you must notify us in writing and allow us, to the extent legally possible, a reasonable period to consider whether we wish to require you to challenge the grounds for the disclosure or seek conditions placed on the disclosure.

You must not otherwise use or disclose our confidential information.

You may not make any announcement or release any information regarding this Invitation for EOI (including that it has been sent to you) without our prior written consent.

RETURN AND DESTRUCTION OF OUR CONFIDENTIAL INFORMATION

We may require you to return or destroy all copies of this Invitation for EOI and any other confidential information we have provided to you. You must promptly comply with this request and provide a written certification of destruction (if applicable).

YOUR CONFIDENTIAL INFORMATION

You should clearly identify any confidential information in your EOI response. Such information will not be confidential if we already know the information, it is public knowledge or we have already obtained the information on a non-confidential basis.

You must not mark the whole or substantially the whole of your EOI as confidential. You must not claim confidentiality for any part of your EOI which is not genuinely confidential.

We will keep your confidential information confidential. You agree that we may disclose any information in your EOI (including your confidential information) to our councillors, employees, agents, contractors or advisors (including the Property Development Advisory panel), on a need to know basis and for the purpose of evaluating or clarifying your EOI, or any subsequent processes relating to the EOI or negotiating any resulting agreement.

We may also disclose your confidential information to the extent we are required to do so by law. However, prior to any such disclosure we will aim to notify you in writing and allow you, to the extent legally possible, a reasonable period to consider whether you wish to challenge the grounds for the disclosure or seek the application of conditions on the disclosure.

OWNERSHIP OF EOI DOCUMENT AND LICENSE TO USE

Your EOI submitted to us will become our property. This does not affect your ownership of any intellectual property that may exist in your EOI. We may also reproduce, transmit or otherwise deal with your EOI for the purpose of evaluation, clarification and anything else related to these purposes. We will retain copies of your EOI, evaluation information and other materials as are required by our internal policies and processes.

DISCLOSURE UNDER GOVERNMENT INFORMATION (PUBLIC ACCESS) ACT 2009 NSW

You acknowledge and accept that if you are the successful respondent and you enter into a written agreement for the purchase of the assets which are the subject of this Invitation for EOIs with us, we will have the right, if we are required to do so under the Government Information (Public Access) Act 2009 (NSW) or otherwise, to publish the details of the agreement, and the agreement itself in the manner set out in the applicable requirements.

DISCLAIMER

This Invitation for EOI contains statements based on information or data that at the date it was obtained by us, we believed to be reliable. We make no representation or warranty, express or implied, as to the accuracy or completeness of any information or data or statement given or made in this Invitation for EOI. You are responsible for forming your own independent judgements, interpretations, conclusions and deductions about any information or data in this Invitation for EOI, and you should examine all information relevant to the risks, contingencies and other circumstances that could affect your EOI. We will not be liable to you if you rely on any information or data in this Invitation for EOI.

RELIANCE ON STATEMENTS

We may rely on any statements made by you (including your employees, contractors, advisers and agents), including in relation to our decision to enter into a contract with you and the terms of that agreement. The statements we may rely on include those contained in your EOI, those made in any written or verbal communications and in any negotiations with us. If we believe you have made any false or misleading statements, we may in our absolute discretion, exclude your EOUI from the evaluation process at any time.

INCLUSION OF THIS INVITATION FOR EOIS AND EOI IN THE AGREEMENT

We may (without being obliged to do so) include any part or the whole of this Invitation for EOIs, your EOI and any other written or verbal statements made by you (including by your employees, contractors, advisers or agents) in any resulting agreement that we may enter into in respect of the subject of your EOI.

UNLAWFUL ACTS AND IMPROPER ASSISTANCE

You (and your employees, contractors, advisers and agents) must not offer any form of inducements to us or exhibit undue pressure (including any duress) on us, our employees or advisors in connection with this Invitation for EOI process, or enter into any discussions or communications (other than as permitted by this Invitation for EOI) with, or otherwise attempt to influence, any person in a position to influence the outcome of this Invitation for EOIs process. We may exclude your EOI from consideration where we believe it has been compiled using information improperly obtained from us or with the improper assistance of any person currently or previously associated with us.

CONFLICT OF INTEREST

You should notify us of any potential or actual conflict of interest or duty in the EOI that may affect your ability to transact with the Council. If we request, you will meet with us and discuss in good faith our concerns regarding any such conflict of interest or duty. In any event, you should ensure that you impartially in preparing your EOI and without regard to any conflict of interest.

You should disclose any known relationships with key staff, elected official or persons holding a position within Council (including members of Committees of the Council). If you are uncertain about any relationship, then you should disclose any information so that a full assessment of the relationship can be made.

PRECEDENCE OF DOCUMENTS

If there is any inconsistency between this Section 5 and any of the other sections or attachments, then the terms of this part 5 will prevail to the extent of that inconsistency.

APPENDIX 3

Lodgement of electronic EOI's

Electronic Tendering - eTendering

ENCOURAGEMENT AND UNDERTAKINGS ABOUT ACCEPTANCE

Penrith City Council as a member of the Western Sydney Regional Organisation of Councils (WSROC) is committed to the implementation of an electronic Tendering system similar to the initiative adopted by the NSW Government. The electronic Tendering system has the capacity to allow viewing of documents, downloading or ordering of EOI and RFT's, and for the lodgment of EOIs and RFT's in appropriate circumstances.

Persons responding to the EOI are encouraged to obtain the EOI electronically and required to lodge EOIs electronically, through the eTendering website at: <https://tenders.nsw.gov.au/wsroc/>.

LEGAL STATUS

EOI's lodged electronically will be treated in accordance with the NSW Electronic Transactions Act 2000, and given no lesser level of confidentiality, probity and attention than EOIs lodged by other means.

Persons responding to the EOI, by electronically lodging an EOI are taken to have accepted any conditions shown on the etendering website.

Penrith City Council may decline to consider for acceptance, EOIs that cannot be effectively evaluated because they are incomplete or corrupt.

LODGING EOIS

EOI's for which electronic lodgment is available through the website can be identified by the blue 'LODGE A RESPONSE' button on the web pages for the RFT.

To lodge EOI responses electronically the files containing the EOI response must be uploaded through the website. Access to the uploading process is through the blue 'LODGE A RESPONSE' button, and then follows the steps and the instructions on the etendering website and any instructions which may

have been supplied with the VIEWABLE COPY, and/or RESPONSIBLE COPY.

On receipt of EOIs they are encrypted and stored in a secure 'electronic EOI box'. For reasons of probity and security the Council's Officers are prevented from interrogating the electronic system to ascertain whether EOIs have been received, or for any other reason, until after the closing time and date specified on the EOI documentation. The email receipt that is sent to the person responding to an EOI, after successfully uploading the EOI response is the only evidence of EOI lodgment provided.

The website has been optimised for the Microsoft Internet Explorer and Netscape Navigator Web browsers.

To successfully lodge an electronic EOI the minimum requirements are as follows: Internet Explorer Version 5.5 or later, Firefox 1.0, Netscape Navigator Version 4.7 or later with Cipher strength = 128bit. Suggested minimum monitor resolution is 800x600.

Your Web browser **must** be set up to accept cookies.

Persons responding to the EOI are responsible for the provision and installation of the necessary software.

Optimum size of lodgment files is up to **300MB**, and if your EOI is larger in total it should be broken down into smaller files and uploaded in separate identified lodgements. The required response forms should not be bundled together with supporting documentation.

During the hours of 11pm and 3am routine system maintenance is normally carried out and successful lodgement may not be achieved.

Please ensure that any named file attachments **do not** include any **symbols** as the file may be rejected and that the name must also be limited to 200 characters including the file path.

VIEWING EOI

To locate an EOI, and view EOI summary details, follow the instructions on the etendering website.

First locate the EOI using the RFT Search, or by looking at the Current RFT listings screen where the additional Search function may also be used. You may see some details of the EOI by accessing them through the blue 'VIEWABLE COPY' button. This function is provided to assist in making a decision to obtain a 'RESPONDABLE COPY' of the EOI, through processes that may be detailed on the website.

DOWNLOADING

Downloading of the 'RESPONDABLE COPY' files from the website is accessed through the blue 'RESPONDABLE COPY' button. Then follow the steps and instructions on the Department of Commerce eTendering website.

ELECTRONIC FORMAT FOR SUBMISSIONS

Electronically lodged EOIs must be lodged in a file format that can be read, formatted, displayed and printed by Microsoft Word 97, or any other format required by the EOI.

Any CAD files submitted with an electronically lodged EOI must be in DWF, DWG, or DXF format. Penrith City Council uses Microstation and Persons Responding to the EOI must ensure that any CAD files submitted will correctly display and print in Microstation.

FILE COMPRESSION

Persons responding to the EOI may, optionally, compress electronically submitted EOIs in any format that can be decompressed by WinZip. Persons Responding to the EOI must not submit self-extracting (*.exe) zip files.

CHANGE OF EOI FORM TEXT

Persons responding to the EOI must not change existing text in electronic EOI forms other than to insert required information.

SIGNATURE

Signatures are not required on EOIs submitted electronically. Persons responding to the EOI

must ensure that electronically submitted EOIs are authorized by the person or persons who may do so, on behalf of the person responding to the EOI, and appropriately identify the person and indicate the person's approval of the information communicated.

VIRUS OBLIGATIONS

Electronically submitted EOIs may be made corrupt or incomplete by computer viruses. To reduce the likelihood of viruses, Persons Responding to the EOI must not include any macros, applets, or executable code or executable files in EOIs, unless required by the EOI.

Persons responding to the EOI should ensure that electronically submitted files are free from viruses by checking the files with an up-to-date virus-checking program before submission.

SPECIAL PROVISIONS ABOUT CLOSING TIME FOR ELECTRONIC SUBMISSION OF EOIS

If Persons responding to the EOI experience any persistent difficulty with accessing the eTendering website, in submitting EOIs, or otherwise, they are invited to inform the Contact Officer.

Persons responding to the EOI should note that there is usually alternative EOI lodgment methods described in the EOI, and it is the Persons Responding to the EOI responsibility to lodge the EOI response on time.

If there is a defect or failure of the eTendering website and the Contact Officer has been advised, consideration may be given to the time for closing of EOIs being extended, by addendum to the EOI.

RECEIPTING AND E-MAIL ACKNOWLEDGMENT

When a EOI is received in the eTendering website a unique receipt acknowledgment number will be displayed on the screen and an email confirming receipt of the EOI will be sent to the email address shown in the person responding to the EOIs registration on the system.

