



Retail Supplier's Licence

Water Industry Competition Act 2006

Licensee: CPE Barangaroo Recycled Water Pty Ltd

ACN: 158 168 686

Licence #: 15_034R

This licence was issued to Lend Lease Recycled Water (Barangaroo South) Pty Ltd in 2015. Lend Lease Recycled Water (Barangaroo South) Pty Ltd was sold to CPE Barangaroo Recycled Water Pty Ltd in 2023. References in the licence to Lend Lease Recycled Water (Barangaroo South) Pty Ltd should be read as references to CPE Barangaroo Recycled Water Pty Ltd.

Issued by: The Minister administering the
Water Industry Competition Act 2006

Issued on: 13 July 2015

Varied on: 11 March 2021



New South Wales

**Water Industry Competition Act 2006 (NSW)
Section 15**

Notice of Decision

**Variation of Retail Supplier's Licence
No. 15_034R**

I, the Hon. Melinda Pavey, MP, Minister for Water, Property and Housing, have decided to amend Lendlease Recycled Water (Barangaroo South) Pty Ltd's (ACN 158 168 686) licence number 15_034R (**Licence**) under section 15 of the *Water Industry Competition Act 2006 (NSW)* (**Act**). The reasons for my decision are set out below.

I have considered and accepted the Independent Pricing and Regulatory Tribunal (**IPART**)'s advice and recommendations in its report to me on the 5-year review of the licence. I attach IPART's report (**Attachment A**).

I have also had regard to the licensing principles set out in section 7 of the Act in considering whether or not to amend the licence conditions and what conditions should be imposed on the Licence.

I attach the Licence, as varied (**Attachment B**).

The Hon. Melinda Pavey, MP
Minister for Water, Property and Housing

Dated this 11 day of March 2021



NEW SOUTH WALES GOVERNMENT

Water Industry Competition Act 2006 (NSW)

Retail supplier's licence

Licence no. 15_034R

Lendlease Recycled Water (Barangaroo South) Pty Ltd

(ACN 158 168 686)

PRELIMINARY

1. Summary

- 1.1. This Licence is granted under section 10(1) of the Act.
- 1.2. The Act prohibits a person from supplying water, or providing a sewerage service, by means of any water industry infrastructure, otherwise than under the authority of a licence. This Licence authorises the Licensee and other Authorised Persons to carry out such activities that would otherwise be prohibited under the Act.

2. Outline

- 2.1. This Licence is divided into the following sections and schedules.

Section 1 authorises the supply of non-potable water (if applicable).
Section 2 authorises the supply of drinking water (if applicable).
Section 3 authorises the supply of sewerage services (if applicable).
Schedule A sets out special Ministerially-imposed licence conditions that are specific to this Licence.
Schedule B sets out Ministerially-imposed licence conditions that generally apply to retail suppliers' licences granted under the Act.
Schedule C sets out definitions and interpretation provisions.
Schedule D sets out the area of operations for the activities authorised under Section 1.
Schedule E sets out the area of operations for the activities authorised under Section 2.
Schedule F sets out the area of operations for the activities authorised under Section 3.

Schedule G provides indicative maps for reference only.

- 2.2. In addition to the conditions in Schedules A and B to this Licence, the Act and Regulation also contain conditions that apply to this Licence. Nothing in Schedules A or B modifies or affects the conditions imposed on this Licence by the Act or Regulation.
- 2.3. Where there is an inconsistency between Schedule G on the one hand and any of Schedules D, E and F on the other hand, Schedules D, E and F are to prevail over Schedule G to the extent of the inconsistency.

Superseded

SECTION 1 – AUTHORISATION TO SUPPLY NON-POTABLE WATER

Subject to the conditions imposed by the Act, the Regulation and Schedules A and B of this Licence, this Licence authorises the Licensee and any Authorised Persons specified in Table 1.1 to supply non-potable water:

- a) to the persons or classes of persons specified in Table 1.2; and
- b) within the area of operations specified in Table 1.3.

The non-potable water supplied by means of the water industry infrastructure may only be used for the authorised purposes for non-potable water specified in Table 1.4.

Table 1.1 Authorised Persons

Lendlease Development Pty Ltd (ACN 000 311 277)

Table 1.2 Person or classes of persons

Persons within the areas of operations specified in Table 1.3 of this Section 1.
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Table 1.3 Area of operations

Refer to Schedule D.

Table 1.4 Authorised purposes for non-potable water

The authorised purposes specified in Section 1, Table 1.4 of the Licensee's Network Operator's Licence.

SECTION 2 – AUTHORISATION TO SUPPLY DRINKING WATER

[Not applicable]

Table 2.1 Authorised Persons

[Not applicable]

Table 2.2 Person or classes of persons

[Not applicable]

Table 2.3 Area of operations

[Not applicable]

SECTION 3 – AUTHORISATION TO PROVIDE SEWERAGE SERVICES

Subject to the conditions imposed by the Act, the Regulation and Schedules A and B of this Licence, this Licence authorises the Licensee and any Authorised Persons specified in Table 3.1 to provide sewerage services:

- a) to the persons or classes of persons specified in Table 3.2;
- b) within the area of operations specified in Table 3.3; and
- c) using the infrastructure, and for the authorised purposes, specified in Table 3.2A of the Licensee's Network Operator's Licence.

Table 3.1 Authorised Persons

Lendlease Development Pty Ltd (ACN 000 311 277)

Table 3.2 Person or classes of persons

Persons within the areas of operations specified in Table 3.3 of this Section 3.
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Table 3.3 Area of operations

Refer to Schedule F.

SCHEDULE A – SPECIAL MINISTERIALLY-IMPOSED LICENCE CONDITIONS

1. Notification of changes to Authorised Person

- 1.1. If an Authorised Person ceases, proposes to cease, or receives notification to cease providing any of the services relating to the activities authorised by this Licence, the Licensee must provide IPART with written notice as soon as practicable but no later than 28 days before the date of cessation of the services, or a later date approved by IPART in writing. The written notice must include details of how the services previously undertaken by the Authorised Person will continue to be undertaken.

2. Ongoing capacity to operate

- 2.1. If a party to an Agreement proposes to:
- a) terminate the Agreement;
 - b) novate the Agreement;
 - c) assign or transfer any of its rights or obligations under such an Agreement to any other person;
 - d) discontinue a service provided under the Agreement; or
 - e) alter the Agreement in any way that materially reduces the Licensee's technical, financial or organisational capacity to carry out the activities authorised by the Licence,

the Licensee must provide IPART with written notice of that fact as soon as practicable, but no later than 14 days after the change is made. A written notice provided under clause A2.1 a) – c) or e) must provide details of how the services provided under the Agreement will be provided subsequent to the proposed termination, novation, assignment, transfer or alteration.

- 2.2. The Licensee will also provide IPART with written notice as soon as practicable but no later than 3 months prior to reaching the Sunset Date, as defined in the Deed of Undertaking between Lend Lease Development Pty Ltd and Lend Lease Recycled Water (Barangaroo South) Pty Limited.

SCHEDULE B – GENERAL MINISTERIALLY IMPOSED LICENCE CONDITIONS

1. Ongoing capacity to operate

- 1.1. The Licensee must have the technical, financial and organisational capacity to carry out the activities authorised by this Licence. If the Licensee ceases to have this capacity, it must report this to IPART in accordance with the Reporting Manual.

2. Maintaining appropriate insurance

- 2.1. The Licensee must hold insurance that is appropriate for the size and nature of the activities that the Licensee is carrying out under this Licence.
- 2.2. The Licensee must provide a copy of each certificate of currency of the insurance maintained by the Licensee to IPART in accordance with the Reporting Manual.
- 2.3. Before commencing any of the activities authorised by this Licence, the Licensee must demonstrate that the insurance held is appropriate for the size and nature of the activities, by providing a report to IPART from an Insurance Expert that:
- a) certifies that in the Insurance Expert's opinion, the type, scope and limit of the insurance held by the Licensee is appropriate for the size and nature of the activities; and
 - b) is in the form prescribed by the Reporting Manual.
- 2.4. *[Not applicable]*
- 2.5. If, in relation to the activities authorised by this Licence, there is, or is to be a change in either of the following, the Licensee must provide a report to IPART in accordance with the Reporting Manual:
- a) the insurer or underwriting panel in respect of an insurance policy held by the Licensee; or
 - b) the type, scope or limit on the amount of insurance held by the Licensee.
- 2.6. From time to time when requested in writing by IPART, the Licensee must provide a report to IPART, in the manner and form and within the timeframes specified by IPART, from an Insurance Expert certifying that in the Insurance Expert's opinion the type, scope and limit on the amount of insurance held by the Licensee is appropriate for the size and nature of the activities that the Licensee is carrying out under this Licence.

[Note: The circumstances in which IPART may request a report under clause 2.6 include (but are not limited to) the following:

- where IPART considers that there may be a change in the type, scope or limit on the amount of insurance held by the Licensee in relation to activities that the Licensee is carrying out under this Licence;
- where there is a change in the type or extent of activities authorised by this Licence; or
- where IPART or an approved auditor considers that the type, scope or limit on the amount of insurance held by the Licensee may not be appropriate for the size and nature of the activities that the Licensee is carrying out under this Licence.]

3. Complying with NSW Health requirements

- 3.1. The Licensee must carry out the activities authorised by this Licence in compliance with any requirements of NSW Health that:
- a) IPART has agreed to; and
 - b) are notified from time to time to the Licensee by IPART in writing.

4. Complying with Audit Guidelines

- 4.1. The Licensee must comply with any Audit Guidelines issued by IPART.

5. Reporting in accordance with the Reporting Manual

- 5.1. The Licensee must prepare and submit reports in accordance with the Reporting Manual.

6. Reporting information in relation to the register of licences

- 6.1. The Licensee must notify IPART, and provide IPART with details, of any change in relation to the following, in accordance with the Reporting Manual within 14 days of the change:
- a) any licensed network operator or public water utility from whose water industry infrastructure the Licensee supplies water to its customers;
 - b) any source from which the water handled by the water industry infrastructure referred to in clause 6.1a) is derived;
 - c) whether or not any of the Licensee's customers are Small Retail Customers;
 - d) any order under section 54 of the Act by which the Licensee is declared to be a retailer of last resort; and

- e) any licensed network operator or public water utility by means of whose sewerage infrastructure the Licensee provides sewerage services to its customers.

7. Delineating responsibilities

- 7.1. If a code of conduct has not been established under clause 25 of the Regulation, the Licensee must, by a date specified by IPART, establish a code of conduct (Licensee's Code of Conduct) in accordance with this clause 7.
- 7.2. Before commencing to supply water or provide sewerage services by means of the Licensed Water Industry Infrastructure under this Licence or by a later date specified by IPART (if any), the Licensee's Code of Conduct must be agreed in writing between:
 - a) the Licensee; and
 - b) each licensed network operator, licensed retail supplier and/or public water utility that:
 - i) supplies water or provides sewerage services by means of any water industry infrastructure that is connected to the Licensed Water Industry Infrastructure; or
 - ii) constructs, maintains or operates any water industry infrastructure that is connected to the Licensed Water Industry Infrastructure.
- 7.3. *[Not applicable]*
- 7.4. The Licensee's Code of Conduct must set out the respective responsibilities of the entities specified in clause 7.2 by, at a minimum, providing for:
 - a) who is responsible for repairing, replacing or maintaining any pipes, pumps, valves or storages or other infrastructure connecting the Licensed Water Industry Infrastructure to the other water industry infrastructure;
 - b) who is responsible for water quality;
 - c) who is liable in the event of the unavailability of water;
 - d) who is liable in the event of failure of any water industry infrastructure;
 - e) the fees and charges payable in respect of the use of the water industry infrastructure; and
 - f) who is responsible for handling customer complaints.
- 7.5. The Licensee must not contravene the Licensee's Code of Conduct to the extent that it makes the Licensee responsible or liable for the matters set out in it.

8. Infrastructure to be used

- 8.1. The Licensee must only source and supply water by means of water industry infrastructure, if that water industry infrastructure is maintained and operated by a licensed network operator or public water utility.
- 8.2. The Licensee must only provide sewerage services by means of water industry infrastructure, if that water industry infrastructure is maintained and operated by a licensed network operator or public water utility.

9. Notification of supply of water or provision of sewerage services

- 9.1. Each time the Licensee commences to supply water under this Licence, the Licensee must:
- a) notify IPART in accordance with the Reporting Manual that it has commenced to supply water to customers by means of the relevant Licensed Water Industry Infrastructure; and
 - b) provide such notification within 10 days after such commencement.
- 9.2. Each time the Licensee commences to provide sewerage services under this Licence, the Licensee must:
- a) notify IPART in accordance with the Reporting Manual that it has commenced to provide sewerage services to customers by means of the relevant Licensed Water Industry Infrastructure; and
 - b) provide such notification within 10 days after such commencement.

SCHEDULE C – INTERPRETATION AND DEFINITIONS

1. Interpretation

1.1. In this Licence, unless the context requires otherwise:

- a) the singular includes the plural and vice versa;
- b) headings are used for convenience only and do not affect the interpretation of this Licence;
- c) a reference to a document includes the document as modified from time to time and any document replacing it;
- d) a reference to a "person" includes a natural person and any body or entity whether incorporated or not;
- e) a reference to a clause is to a clause in this Licence;
- f) a reference to a section is to a section in this Licence;
- g) a reference to a schedule is to a schedule to this Licence;
- h) a reference to a law or statute includes regulations, rules, codes and other instruments under it, and consolidations, amendments, re-enactments or replacements of them; and
- i) explanatory notes do not form part of this Licence, but in the case of uncertainty may be relied on for interpretation purposes.

2. Definitions

2.1. Expressions used in this Licence that are defined in the Act or the Regulation have the meanings set out in the Act or the Regulation.

2.2. In this Licence:

Act means the *Water Industry Competition Act 2006* (NSW).

Agreement	<p>means the Deed of Undertaking and the documents titled:</p> <ul style="list-style-type: none"> a) <i>"Deed of Services Barangaroo South Recycled Water"</i> between the parties Lend Lease Recycled Water (Barangaroo South) Pty Limited and Lend Lease Development Pty Limited executed on 18 June 2015; and b) <i>"Project Agreement Recycled Water Plant – Barangaroo South"</i> between the parties Lend Lease Recycled Water (Barangaroo South) Pty Limited and Lend Lease (Millers Point) Pty Limited as trustee for Lend Lease (Millers Point) Trust executed on 9 July 2014;
Audit Guidelines	means the document titled <i>"Audit Guideline – Water Industry Competition Act 2006"</i> , which is prepared by IPART and is available on IPART's website at www.ipart.nsw.gov.au , and any other guidelines issued by IPART in relation to audits under the Act.
Authorised Person	<p>means each person specified in, as applicable:</p> <ul style="list-style-type: none"> a) section 1, Table 1.1; b) section 2, Table 2.1; and c) section 3, Table 3.1.
Deed of Undertaking	means the document titled <i>"Undertaking"</i> between the parties Lend Lease Development Pty Ltd and Lend Lease Recycled Water (Barangaroo South) Pty Ltd executed on 17 February 2015.
Insurance Expert	means an insurance broker which holds an Australian financial services licence under Part 7.6 of the <i>Corporations Act 2001</i> (Cth) that authorises the broker to provide financial product advice for, and deal in, contracts of insurance within the meaning of Chapter 7 of that Act.
IPART	means the Independent Pricing and Regulatory Tribunal of New South Wales established under the <i>Independent Pricing and Regulatory Tribunal Act 1992</i> (NSW).
Licence	means this retail supplier's licence granted under section 10 of the Act.

Licensed Water Industry Infrastructure	means the water industry infrastructure by means of which the non-potable water, drinking water and/or sewerage services (as applicable) under this Licence are supplied.
Licensee	means Lendlease Recycled Water (Barangaroo South) Pty Ltd Licence no. 15_034R.
Licensee's Code of Conduct	has the meaning given in Schedule B, clause 7.1.
Minister	means the Minister responsible for Part 2 of the Act.
Network Operator's Licence	means the Network Operator's Licence no. 15_029 granted under section 10 of the Act.
NSW Health	means the Water Unit of NSW Ministry of Health and any of the local health districts as defined by the NSW Ministry of Health.
Regulation	means the <i>Water Industry Competition (General) Regulation 2008</i> (NSW).
Reporting Manual	means the document titled "Retail Supplier's Reporting Manual", which is prepared by IPART and is available on IPART's website at www.ipart.nsw.gov.au .
Small Retail Customer	has the meaning given to that term in the Regulation.
Sunset Date	has the meaning given to that term in the Deed of Undertaking.

SCHEDULE D – AREA OF OPERATIONS – NON-POTABLE WATER

Table D.1 Vertices for area of operations for non-potable water

Vertex	Easting	Northing	Vertex	Easting	Northing
0	333755.6575	6251325.363	28	333702.8329	6252309.857
1	333753.9073	6251325.17	29	333693.3419	6252308.074
2	333754.5298	6251323.063	30	333689.3039	6252309.368
3	333676.7671	6251270.688	31	333686.6128	6252312.685
4	333608.0688	6251263.177	32	333679.9354	6252296.836
5	333571.5347	6251596.373	33	333663.8598	6252302.881
6	333556.8069	6251597.42	34	333657.8957	6252302.979
7	333487.0367	6252225.247	35	333648.0893	6252300.305
8	333498.7944	6252226.58	36	333641.6737	6252296.765
9	333499.6612	6252218.82	37	333633.4848	6252286.894
10	333505.8893	6252223.161	38	333630.7717	6252279.606
11	333510.9129	6252229.155	39	333627.3802	6252232.14
12	333514.9551	6252239.558	40	333629.11	6252232.084
13	333517.0893	6252264.174	41	333632.584	6252198.67
14	333509.6352	6252346.077	42	333648.4833	6252198.335
15	333502.0877	6252403.308	43	333645.9341	6252113.528
16	333499.9219	6252403.104	44	333675.769	6252102.541
17	333498.8582	6252420.831	45	333695.4381	6252041.794
18	333728.2589	6252440.626	46	333712.182	6252043.049
19	333729.5363	6252428.865	47	333733.661	6251765.608
20	333717.4383	6252427.854	48	333753.9116	6251578.789
21	333717.7439	6252424.041	49	333757.062	6251552.676
22	333692.8166	6252421.949	50	333782.445	6251555.963
23	333693.2467	6252373.247	51	333795.867	6251442.48
24	333691.7608	6252363.621	52	333769.7873	6251439.682
25	333692.9181	6252348.631	53	333781.6343	6251330.37
26	333731.0347	6252325.124	54	333772.6521	6251327.244
27	333713.2473	6252319.037	55	333755.6575	6251325.363

Note: Coordinate reference system is MGA 56.

SCHEDULE E – AREA OF OPERATIONS – DRINKING WATER

[Not applicable]

Superseded

SCHEDULE F – AREA OF OPERATIONS – SEWERAGE SERVICES

Table F.1 Vertices for area of operations for sewerage services

Vertex	Easting	Northing	Vertex	Easting	Northing
0	333755.6575	6251325.363	28	333702.8329	6252309.857
1	333753.9073	6251325.17	29	333693.3419	6252308.074
2	333754.5298	6251323.063	30	333689.3039	6252309.368
3	333676.7671	6251270.688	31	333686.6128	6252312.685
4	333608.0688	6251263.177	32	333679.9354	6252296.836
5	333571.5347	6251596.373	33	333663.8598	6252302.881
6	333556.8069	6251597.42	34	333657.8957	6252302.979
7	333487.0367	6252225.247	35	333648.0893	6252300.305
8	333498.7944	6252226.58	36	333641.6737	6252296.765
9	333499.6612	6252218.82	37	333633.4848	6252286.894
10	333505.8893	6252223.161	38	333630.7717	6252279.606
11	333510.9129	6252229.155	39	333627.3802	6252232.14
12	333514.9551	6252239.558	40	333629.11	6252232.084
13	333517.0893	6252264.174	41	333632.584	6252198.67
14	333509.6352	6252346.077	42	333648.4833	6252198.335
15	333502.0877	6252403.308	43	333645.9341	6252113.528
16	333499.9219	6252403.104	44	333675.769	6252102.541
17	333498.8582	6252420.831	45	333695.4381	6252041.794
18	333728.2589	6252440.626	46	333712.182	6252043.049
19	333729.5363	6252428.865	47	333733.661	6251765.608
20	333717.4383	6252427.854	48	333753.9116	6251578.789
21	333717.7439	6252424.041	49	333757.062	6251552.676
22	333692.8166	6252421.949	50	333782.445	6251555.963
23	333693.2467	6252373.247	51	333795.867	6251442.48
24	333691.7608	6252363.621	52	333769.7873	6251439.682
25	333692.9181	6252348.631	53	333781.6343	6251330.37
26	333731.0347	6252325.124	54	333772.6521	6251327.244
27	333713.2473	6252319.037	55	333755.6575	6251325.363

Note: Coordinate reference system is MGA 56.

SCHEDULE G – AREA OF OPERATIONS – MAPS

