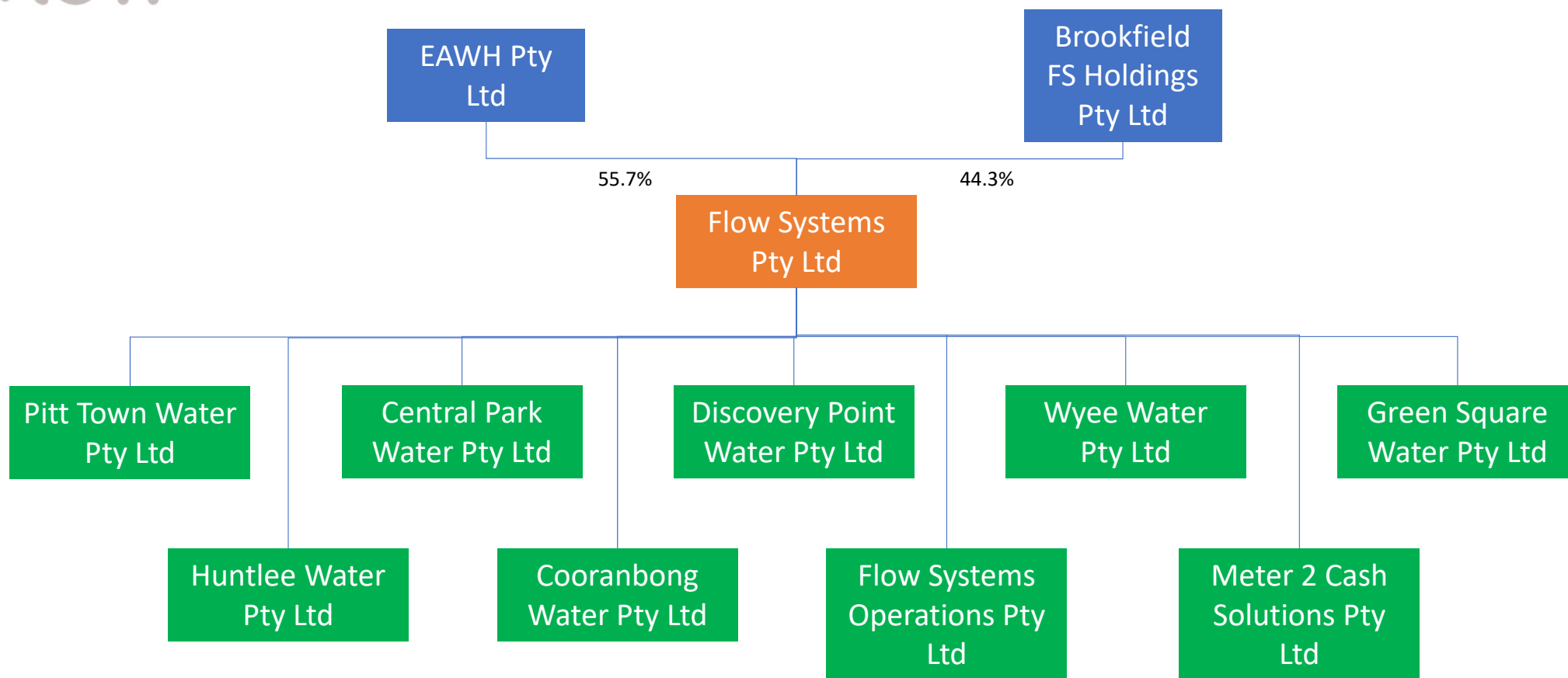




Ownership Structure



Position Description

Position Title	Managing Director/Chief Executive Officer
Reporting to	Board of Directors
Functional team	Executive
Location	Sydney

PURPOSE OF ROLE

The primary purpose of this role is to manage the Flow Systems* Group including its businesses, senior executive staff, and key business relationships to implement the strategies required to achieve the corporate objectives as set out in the Business Plan.

(*to be read as including all Flow Systems' subsidiaries)

KEY RELATIONSHIPS

Direct Reports

- Chief Operating Officer
- Exec Manager Business Development
- Exec Manager Communications & Marketing

Internal stakeholders

- Flow Systems Exec team
- Brookfield Infrastructure
- Board members

External stakeholders

- Clients
- Government
- Regulatory bodies
- Public Utilities
- Regulators (IPART, EPA)
- Key contractors & suppliers

WHS ACCOUNTABILITIES

- Executing a duty of care that ensures the health, wellbeing and safety of self and others at all times
- As a member of the Executive, demonstrating leadership in safe workplace practices consistent with Flow Systems' WHS Policy and Management System procedures
- Proactively identifying unsafe workplace conditions and/or practices and taking preventive and corrective actions as applicable

KEY RESPONSIBILITIES

- Ensure ongoing re-appraisal and updating of Flow Systems' Business Plan and annual budgets
- Provide leadership and direction to the Executive management team to meet the Business Plan targets and objectives
- Review existing corporate policy and develop new policy in conjunction with the Board and in consultation with major stakeholders
- Coordinate and manage key strategic issues related to decentralised utility networks and retail regulation
- Manage the preparation and delivery of reports, consultation papers, guidelines and decisions on matters relating to project origination, network operation and retail businesses

- Plan and implement strategic consultation processes involving key stakeholders such as developers, customers and their representatives, other regulators, government departments and ministers, industry bodies, and other interested parties
- Provide assistance and input into the planning, scoping and management of the work program undertaken by Flow Systems
- Provide support to the Executive team in budgeting, resource and corporate planning and management
- Ensuring the Flow Systems businesses are conducted in accordance with all relevant laws, regulations, and ethical standards and otherwise in line with best market practice
- Represent Flow Systems at meetings of State and Federal development bodies
- Advocate in media and political forums for the efficient use of water through recycled water applications, and the evolution of the private water utility sector in Australia
- Represent Flow Systems on relevant industry associations at board or committee level to determine new initiatives, opportunities, and to enhance the company profile
- Chief spokesperson for the Flow Systems Group
- Increase the profile of Flow Systems by monitoring all opportunities to ensure optimum promotion of the organisation, and represent Flow Systems at a wide variety of events

SKILLS AND EXPERIENCE

- Entrepreneurial, with a vision for the Australian water sector
- Highly developed leadership skills including the ability to maintain positive working relationships
- High-order strategic management skills, together with a proven record of success in the strategic management of other organisations
- Highly developed advocacy, negotiation and stakeholder management skills
- Ability to develop a workplace culture that balances teamwork and independent initiative in a small enterprise environment
- Ability to improve business performance through change management
- Strong skills in troubleshooting, problem-solving, and conflict resolution
- Ability to contribute to a workplace environment that fosters learning, teaching, personal and professional growth, risk-taking, innovation and fun
- Straight forward, self-confident and high self-awareness

KNOWLEDGE AND QUALIFICATIONS

- A strong background and understanding of the water and/or utilities industry
- Highly developed knowledge of the legislative and regulatory frameworks for the water and utilities industries
- At least 15 years' general experience in all aspects of management at a senior level including senior management roles in infrastructure development and delivery projects
- Relevant tertiary qualifications

Position Title	Chief Operating Officer
Reporting to	Managing Director/Chief Executive Officer
Functional team	Executive
Location	Sydney

PURPOSE OF ROLE

The primary purpose of this role is to manage all operational activities of the Flow Systems* Group ensuring the implementation of overall organisational strategy.

(*to be read as including all Flow Systems' subsidiaries)

KEY RELATIONSHIPS

Direct Reports

- Exec Manager Project Delivery
- Exec Manager Utility Ops
- Exec Manager Retail Ops
- Finance Manager
- Chief Technology Officer

Internal stakeholders

- Flow Systems Exec team
- Brookfield Infrastructure
- Board members

External stakeholders

- Clients
- Government
- Regulatory bodies
- Public Utilities
- Regulators (IPART, EPA)
- Key contractors & suppliers

WHS ACCOUNTABILITIES

- Executing a duty of care that ensures the health, wellbeing and safety of self and others at all times
- As a member of the Executive, demonstrating leadership in safe workplace practices consistent with Flow Systems' WHS Policy and Management System procedures
- Proactively identifying unsafe workplace conditions and/or practices and taking preventive and corrective actions as applicable

KEY RESPONSIBILITIES

- Support the MD/CEO with ongoing re-appraisal and updating of Flow Systems' Business Plan and annual budgets
- Providing strategic direction, leading, managing and directing all operational activities of the organisation
- Accountability for the overall profitability of the operational activities of the organisation
- Building and aligning the organisational capability to deliver on the Business Plan strategy
- People development, risk and quality management, and innovation to drive growth
- Ensuring all corporate and business unit strategies and plans are aligned, reviewed and successfully implemented – taking remedial action where necessary
- Building relationships between all business units and ensuring the business units receive

adequate operational support

- Providing support and assistance to the MD/CEO on corporate and group issues where required
- Communicating with the MD/CEO to ensure he/she remains fully informed of all significant operating issues
- Acting, as required or in the absence of the MD/CEO, as the chief spokesperson for the organisation
- Directing and motivating direct reports to achieve agreed targets
- Provide support to the Executive team in budgeting, resource and corporate planning and management
- Ensuring the Flow Systems businesses are conducted in accordance with all relevant laws, regulations, and ethical standards and otherwise in line with best market practice
- Oversight of all regulatory compliance monitoring and reporting associated with the respective group businesses
- Develop and support any business relationships vital to the success of Flow Systems
- Ambassador for maintaining/improving the Flow Systems brand to all stakeholders including clients, customers, supply chain, and regulators

SKILLS AND EXPERIENCE

- High-order skills in strategic planning, resource management, financial management, reporting and analysis
- Highly developed advocacy, negotiation and stakeholder management skills
- Excellent communication and presentation skills
- Ability to foster a workplace culture that balances collaboration and independent initiative in a small enterprise environment
- Ability to improve business performance through motivation and change management
- Strong skills in troubleshooting, problem-solving, and conflict resolution
- Ability to contribute to a workplace environment that fosters learning, teaching, personal and professional growth, risk-taking, innovation and fun
- Straight forward, self-confident and high self-awareness

KNOWLEDGE AND QUALIFICATIONS

- A strong background and understanding of business management and corporate processes
- Well-developed knowledge of the legislative and regulatory frameworks for the water and utilities industries
- At least 15 years' general experience in all aspects of business management at a senior level
- Relevant tertiary qualifications

Position Description

Position Title	Executive Manager Project Delivery
Reporting to	Chief Operating Officer
Functional team	Project Delivery
Location	Sydney based, with travel to all site locations as required

PURPOSE OF ROLE

The primary purpose of this role is to manage the Project Delivery function of the Flow Systems* business, with overall accountability for project planning, procurement, contract management, design, construction, and project management of all new water industry facilities and network infrastructure delivered by Flow Systems.

(*to be read as including all Flow Systems' subsidiaries)

KEY RELATIONSHIPS

Direct Reports

- Project Managers
- Project Engineers

Internal stakeholders

- Flow Systems Exec team
- Brookfield Infrastructure
- Board members

External stakeholders

- Property Developers
- Other clients (eg. Councils)
- Contractors & Suppliers
- Public Utilities
- Regulators (IPART, EPA)

WHS ACCOUNTABILITIES

- Executing a duty of care that ensures the health, wellbeing and safety of self and others at all times
- As a member of the Executive, demonstrating leadership in safe workplace practices consistent with Flow Systems' WHS Policy and Management System procedures
- Proactively identifying unsafe workplace conditions and/or practices and taking preventive and corrective actions as applicable
- Leading contributor to workplace safety improvements, particularly in relation to infrastructure design, construction and commissioning practices

KEY RESPONSIBILITIES

- CAPEX cost estimating and project delivery methodology and program input to business development and proposals
- Determine the resources needed to achieve project deliverables
- Oversee project program, cost and risk controls to maintain or better the budgeted margin
- Contract management to protect the company's commercial position with both client and supply chain
- Effectively communicate project expectations to team members and stakeholders

- Effectively liaise with project stakeholders on an ongoing basis
- Prepare and present management reports that concisely and accurately provide relevant information concerning the status of projects in delivery phase to the Executive and Board
- Close liaison with Utility Operations and Retail Operations functional teams to provide inputs to project delivery process
- Develop and keep current the systems, standards, policies and procedures required to enable and support industry best practice in all Project Delivery activities
- Educate staff and contractors to ensure implementation of Flow Systems' corporate systems, standards, policies and procedures to meet HSE and QA requirements
- Coordination of all regulatory compliance monitoring and reporting associated with the design and construction of all Flow Systems infrastructure
- Develop and support any business relationships vital to the success of Flow Systems
- Ambassador for maintaining/improving the Flow Systems brand to all stakeholders including clients, customers, supply chain, and regulators

SKILLS AND EXPERIENCE

- Advanced project portfolio/program management, organisational and delegation skills to oversee activities carried out across multiple projects and sites
- Advanced procurement and commercial management skills for large value contracts
- Ability to identify and mitigate risks associated with the delivery of infrastructure
- General understanding of supporting activities and relative sequencing associated with the design and construction of water industry infrastructure (eg. commissioning, metering, customer billing and administration)
- Extensive experience in stakeholder management in a project delivery context
- Ability to work independently in a small enterprise environment
- Ability to improve business performance through change management
- Strong skills in troubleshooting, problem-solving, and conflict resolution
- Ability to contribute to a workplace environment that fosters learning, teaching, personal and professional growth, risk-taking, innovation and fun
- Straight forward, self-confident and high self-awareness

KNOWLEDGE AND QUALIFICATIONS

- A strong background and understanding of the water and/or utilities industry
- Advanced knowledge of statutory and regulatory frameworks for the design and construction of water industry infrastructure and associated utilities
- At least 15 years' experience in project management of infrastructure projects
- At least 10 years' experience in the design and construction of urban infrastructure
- Relevant tertiary qualifications

Position Description

Position Title	Executive Manager Utility Operations
Reporting to	Chief Operating Officer
Functional team	Utility Operations
Location	Sydney based, with travel to all site locations as required

PURPOSE OF ROLE

The primary purpose of this role is to manage the Utility Operations area of the Flow Systems* business, with overall accountability for the commissioning, operation and maintenance of Flow Systems' water industry facilities and network infrastructure.

(*to be read as including all Flow Systems' subsidiaries)

KEY RELATIONSHIPS

Direct Reports

- Utility Operations staff

Internal stakeholders

- Flow Systems Exec team
- Brookfield Infrastructure
- Board members

External stakeholders

- Property Developers
- Public Utilities
- Local Councils
- Regulators (IPART, EPA)
- Contractors & Suppliers

WHS ACCOUNTABILITIES

- Executing a duty of care that ensures the health, wellbeing and safety of self and others at all times
- As a member of the Executive, demonstrating leadership in safe workplace practices consistent with Flow Systems' WHS Policy and Management System procedures
- Proactively identifying unsafe workplace conditions and/or practices and taking preventive and corrective actions as applicable
- Leading contributor to workplace safety improvements, particularly in relation to commissioning, operation and maintenance activities

KEY RESPONSIBILITIES

- Operational input to design, construction and commissioning of all Flow Systems infrastructure
- Approval for handover acceptance and ownership of all Flow Systems infrastructure upon satisfactory completion of inspection/test/commissioning
- Validation and verification of all Flow Systems infrastructure as appropriate
- Coordination of day to day operation and maintenance of all Flow Systems infrastructure
- Close liaison with Retail Operations functional team in support of customer enquiries of a technical nature

- Develop and keep current the systems, standards, policies and procedures required to enable and support industry best practice in all Utility Operations activities
- Coordination of all regulatory compliance monitoring and reporting associated with the operation and maintenance of all Flow Systems infrastructure
- Develop and support any business relationships vital to the success of Flow Systems
- Ambassador for maintaining/improving the Flow Systems brand to all stakeholders including clients, customers, supply chain, and regulators

SKILLS AND EXPERIENCE

- Advanced workforce management, organisational and delegation skills to oversee activities carried out across multiple Utility Operations sites
- Ability to identify, implement and manage all forms of technology associated with water industry infrastructure
- Understanding of project delivery activities and sequencing so as to provide timely and relevant input to ensure future commissioning, operations and maintenance of new assets are optimised
- Extensive experience in customer liaison and service delivery
- Ability to work independently in a small enterprise environment
- Ability to improve business performance through change management
- Strong skills in troubleshooting, problem-solving, and conflict resolution
- Ability to contribute to a workplace environment that fosters learning, teaching, personal and professional growth, risk-taking, innovation and fun
- Straight forward, self-confident and high self-awareness

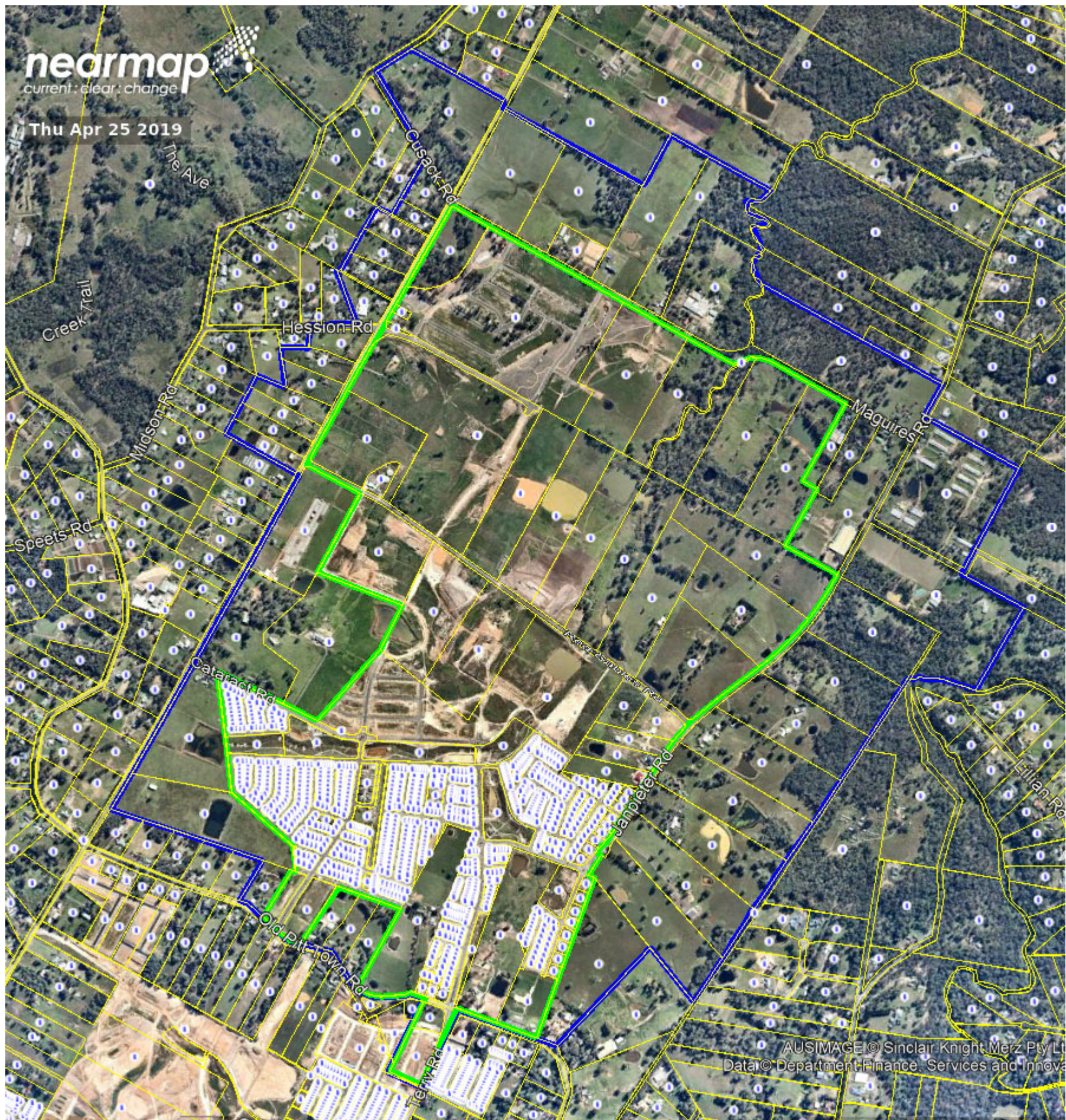
KNOWLEDGE AND QUALIFICATIONS

- A strong technical background and understanding of the water and/or utilities industry
- Advanced knowledge of statutory and regulatory frameworks for the operation of water industry infrastructure and associated utilities
- At least 15 years' experience in the operation and maintenance of sewage and recycled water treatment facilities
- At least 10 years' experience in the operation and maintenance of water and sewerage reticulation systems
- Relevant tertiary qualifications




Flow Systems Utilities

PROJECT NO.	PROJECT NAME	RSL Status	LOCATION			SERVICES				CLIENT DETAILS		UTILITY DETAILS					
			LOCATION	STATE	LGA	WASTEWATER	RECYCLED WATER	DRINKING WATER	ULTIMATE RESIDENTIAL CAPACITY	CLIENT	Construction to commence	UTILITY NAME	NETWORK OPERATOR	WICA NOL No.	RETAILER	WICA RSL No.	DATE OF RSL VARIATION
1	PITT TOWN	Confirmed	Pitt Town	NSW	Hawkesbury	W	R		943	JPG	2010 Q4	Pitt Town Water	Pitt Town Water P/L	10_014	Flow Systems P/L	13_001R	11/11/2010
2	DISCOVERY POINT	Confirmed	Wolli Creek	NSW	Rockdale	W	R	D	1,654	FRASERS	2014 Q1	Discovery Point Water	Discovery Point Water P/L	13_025	Flow Systems P/L	13_001R	7/07/2014
3	CENTRAL PARK	Confirmed	Chippendale	NSW	City of Sydney	W	R	D	2,166	FRASERS	2013 Q2	Central Park Water	Central Park Water P/L	12_022	Flow Systems P/L	13_001R	17/04/2013
4	WYEE	Confirmed	Wyee	NSW	Lake Macquarie	W	R	D	818	WYEE DEV'T FUND	2014 Q1	Wyee Water	Wyee Water P/L	14_026	Flow Systems P/L	13_001R	20/10/2014
5	HUNTLEE	Confirmed	North Rothbury	NSW	Cessnock & Singleton	W	R	D	7,500	LWP	2016 Q2	Huntlee Water	Huntlee Water P/L	15_030	Flow Systems P/L	13_001R	27/08/2015
6	GREEN SQUARE TOWN CENTRE	Confirmed	Zetland	NSW	City of Sydney		R		4,100	CITY OF SYDNEY	2015 Q1	Green Square Water	Green Square Water P/L	15_031	Flow Systems P/L	13_001R	27/08/2015
7	COORANBONG	Confirmed	Cooranbong	NSW	Lake Macquarie	W	R	D	2,104	JPG	2017 Q1	Cooranbong Water	Cooranbong Water P/L	15_033	Flow Systems P/L	13_001R	22/05/2015
8	BELLBIRD	Submitted	Bellbird	NSW	Cessnock	W	R	D	1,650	JPG	2019	Bellbird Water	Flow Systems Operations P/L	TBC	Flow Systems P/L	13_001R	TBC
9	BOX HILL	Confirmed	Box Hill	NSW	The Hills	W	R		4,100	CELESTINO	2016 Q2	Box Hill Water	Flow System Operations P/L	16_037	Flow Systems P/L	13_001R	12/05/2016
10	SHEPHERDS BAY	Confirmed	Meadowbank	NSW	Ryde	W	R	D	1,786	HOLDMARK, BROOKFIELD	2016 Q3	Shepherds Bay Plus	Flow Systems Operations P/L	17_042	Flow Systems P/L	13_001R	13/10/2017
11	GLOSSODIA	Submitted	Glossodia	NSW	Hawkesbury	W	R	?	580	CELESTINO	2019	Glossodia Water	Flow Systems Operations P/L	TBC	Flow Systems P/L	13_001R	TBC

Box Hill



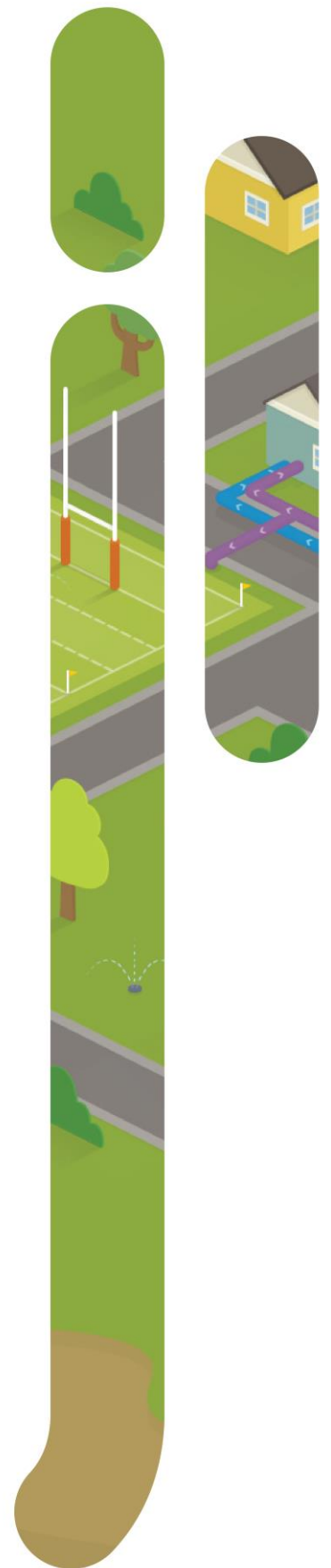
LEGEND

-  Property boundary
-  Existing NOL16_037 and RSL13_001R boundary
-  Proposed RSL13_001R boundary (extended area for RW only)

flow

Box Hill Scheme Management Plan (Scheme MP)

Box Hill  Water



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**NEW SOUTH WALES
GOVERNMENT**

***WATER INDUSTRY COMPETITION ACT 2006
(NSW)***

**NETWORK OPERATOR'S LICENCE
Licence no. 16_037**

**Flow Systems Operations Pty Ltd
(ACN 603 106 305)**



New South Wales

Water Industry Competition Act 2006

Section 10(5)

Notice of Decision - Application for a Network Operator's licence by Flow Systems Operations Pty Ltd

I, the Hon. Niall Blair MLC, Minister for Lands and Water, have considered the advice and recommendations made by the Independent Pricing and Regulatory Tribunal (**IPART**) in its report to me on the application for a network operator's licence under the *Water Industry Competition Act 2006* (**Act**) from Flow Systems Operations Pty Ltd (ACN 603 106 305) (**Applicant**). I attach a copy of IPART's report (**Attachment A**).

Based on my consideration of IPART's report and additional advice from the Department of Primary Industries:

- (a) I am satisfied that the Applicant is not a disqualified corporation for the purposes of section 10(3)(a) of the Act;
- (b) I am satisfied that the Applicant is not a corporation that is a related entity (within the meaning of the *Corporations Act 2001* (Cth)) of a disqualified corporation that would have a direct or indirect interest in, or influence on, the carrying out of the activities that the licence authorises, for the purposes of section 10(3)(b) of the Act;
- (c) I am satisfied as to each of the criteria set out in section 10(4) of the Act; and
- (d) I have had regard to the licensing principles set out in section 7 of the Act in determining whether or not to grant the licence and what conditions should be imposed on any such licence granted.

For the reasons set out above, I have determined to grant a network operator's licence to the Applicant, subject to the conditions in licence number 16_037, the Act and the *Water Industry Competition (General) Regulation 2008*. I attach a copy of the licence (**Attachment B**).

This is notice of my reasons and decision for the purposes of section 10(5) of the Act.


.....
The Hon. Niall Blair, MLC
Minister for Lands and Water

Dated this 12th day of May 2016

LICENCE SCOPE

ACTIVITIES AUTHORISED UNDER THE LICENCE AND AREA OF OPERATIONS

S1 Activities authorised - non-potable water

S1.1 This Licence authorises the Licensee and any authorised persons specified in Table 1.1 to construct, maintain and operate the water industry infrastructure which is specified in Table 1.2, and is substantially consistent with water industry infrastructure described in the Water Centre REF or the Systems REF, as applicable:

- a) for one or more of the authorised purposes specified in Table 1.3; and
- b) within the applicable area of operations specified in Table 1.4, subject to the conditions imposed by or under the Act, the Regulation and Schedules A and B of this Licence.

Table 1.1 Authorised persons

Flow Systems Pty Ltd (ACN 136 272 298)

Table 1.2 Water industry infrastructure

-
- 1) A treatment plant for non-potable water and other water infrastructure used, or to be used, in connection with the treatment plant, where components of the treatment plant or other water infrastructure may also be used for one or more of the following:
 - a) production of non-potable water;
 - b) treatment of non-potable water;
 - c) filtration of non-potable water;
 - d) storage of non-potable water; and
 - e) conveyance of non-potable water.
 - 2) A reticulation network for non-potable water and other water infrastructure used, or to be used, in connection with the reticulation network, where components of the reticulation network or other water infrastructure may also be used for one or more of the following:
 - a) storage of non-potable water;
 - b) conveyance of non-potable water; and
 - c) treatment of non-potable water.
-

Table 1.3 Authorised purposes

Toilet flushing, clothes washing, water features, irrigation and dust suppression.

Table 1.4 Area of operations

- 1) For the water industry infrastructure described in Table 1.2(1), the south-eastern corner of Lot 10 of DP 593517 on Red Gables Road, Box Hill North, identified as proposed Lot 1 on the map at Attachment A to this Licence.
- 2) For the water industry infrastructure described in Table 1.2(2), the land situated under the following folio identifiers:

Lot	DP
421	1183810
422	1183810
423	1183810
424	1183810
425	1183810
1	253552
2	253552
3	253552
4	253552
15	255616
16	255616
17	255616
18	255616
21	255616
22	255616
23	255616
24	255616
25	255616
26	255616
27	255616
28	255616
29	255616
30	255616
31	255616
40	255616
41	255616
43	255616
44	255616
45	255616
46	255616
47	255616
10	593517
9	593517
1	207750
1	11126
2	11126
3	11126
4A & 4B	135304
5	658286
1	564211
1	567785
1	782360
101	1208879
102	1208879
7	39157

S2 Activities authorised – drinking water

[Not applicable]

Table 2.1 Authorised persons

[Not applicable]

Table 2.2 Water industry infrastructure

[Not applicable]

Table 2.3 Authorised purposes

[Not applicable]

Table 2.4 Area of operations

[Not applicable]

S3 Activities authorised – sewerage services

S3.1 This Licence authorises the Licensee and any authorised persons specified in Table 3.1 to construct, maintain and operate the water industry infrastructure which is specified in Table 3.2, and is substantially consistent with water industry infrastructure described in the Water Centre REF or the Systems REF, as applicable:

- a) for one or more of the authorised purposes specified in Table 3.3; and
- b) within the applicable area of operations specified in Table 3.4, subject to the conditions imposed by or under the Act, the Regulation and Schedules A and B of this Licence.

Table 3.1 Authorised persons

Flow Systems Pty Ltd (ACN 136 272 298)

Table 3.2 Water industry infrastructure

- 1) A treatment plant for sewage and other sewerage infrastructure used, or to be used, in connection with the treatment plant, where components of the treatment plant or other sewerage infrastructure may also be used for one or more of the following:
 - a) production of treated non-potable water from sewage;
 - b) treatment of sewage;
 - c) filtration of sewage;
 - d) storage of sewage; and
 - e) conveyance of sewage.
- 2) A reticulation network for sewage and other sewerage infrastructure used, or to be used, in connection with the reticulation network, where components of the reticulation network or other water infrastructure may also be used for one or more of the following:
 - a) storage of sewage; and
 - b) conveyance of sewage.

Table 3.3 Authorised purposes

Sewage collection, sewage transport, sewage treatment, sludge/waste disposal.

Table 3.4 Area of operations

-
- 1) For the water industry infrastructure described in Table 3.2(1), the south-eastern corner of Lot 10 of DP 593517 on Red Gables Road, Box Hill North, identified as proposed Lot 1 on the map at Attachment A to this Licence.
 - 2) For the water industry infrastructure described in Table 3.2(2), the land situated under the following folio identifiers:

Lot	DP
421	1183810
422	1183810
423	1183810
424	1183810
425	1183810
1	253552
2	253552
3	253552
4	253552
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3	11126
4A & 4B	135304
5	658286
1	564211
1	567785
1	782360
101	1208879

102	1208879
7	39157

SCHEDULE A – SPECIAL MINISTERIALLY-IMPOSED LICENCE CONDITIONS FOR FLOW SYSTEMS OPERATIONS PTY LTD'S NETWORK OPERATOR'S LICENCE

This schedule sets out the conditions which the Minister imposes pursuant to section 13(1)(b) of the Act. In addition to these special Ministerially-imposed conditions, the Licensee is subject to obligations imposed by the Act, the Regulation and the standard Ministerially-imposed licence conditions set out in Schedule B. The Minister may vary the conditions in this schedule or impose new conditions, provided there is no inconsistency with the conditions imposed by the Act or the Regulation.

- A1 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; or
 - d) alter the Agreement in any way that materially reduces the Licensee's technical, financial or organisational capacity to carry out the activities authorised by this Licence,
- the Licensee must provide IPART with written notice as soon as practicable, but no later than 3 months, before the time when the proposed action is to occur. The written notice must include details of how the service provided under the Agreement will be provided subsequent to the proposed termination, novation, assignment, transfer or alteration.
- A2 Where the Licensee carries out any activities under clause S1 or clause S3, the Licensee must implement environmental mitigation measures substantially consistent with the environmental risk mitigation measures identified in the Water Centre REF and the Systems REF.
- A3 The Licensee must not commence, or authorise the commencement of, construction of any water industry infrastructure which is described in:
- a) clause S1 and Table 1.2(1); or
 - b) clause S3 and Table 3.2(1)
- (Relevant Recycling Infrastructure),**
- until after the Licensee has:
- (i) provided a Construction Environmental Management Plan (**CEMP**), and IPART has provided written approval of the CEMP to the Licensee; and
 - (ii) provided a report on the Licensee's proposed strategy for managing sludge and/or sludge cake to be produced by the infrastructure specified in clause S3.1 and Table 3.2(1), and the Minister has provided written approval of the report.
- The report must:
- be prepared by a suitably qualified person
 - identify and analyse reasonably available disposal/reuse options, including Appropriate Facilities
 - recommend a preferred approach that will deliver the most efficient outcome having regard to financial and economic considerations

A4 In addition to any requirements imposed by or under the Act or the Regulation, the Licensee must not commence commercial operation of, or authorise commercial operation of, the Relevant Recycling Infrastructure until the Licensee has provided:

- a) a report addressing how the environmental mitigation measures identified in the CEMP have been implemented during the design and construction of the Relevant Recycling Infrastructure (**Report**); and
- b) an Operational Environmental Management Plan (**OEMP**),

to IPART, and IPART has provided written approval of the Report and the OEMP to the Licensee.

A5 The Licensee must operate and maintain the Relevant Recycling Infrastructure consistently with the OEMP.

A6 If the Licensee proposes to vary its environmental mitigation measures referred to in clause A2, it must first notify IPART in accordance with the Reporting Manual. The Licensee must not vary its environmental mitigation measures without the prior written approval of IPART.

A7 The infrastructure specified in clause S1 and S3 is not to be used for the treatment, filtration, storage or conveyance of stormwater.

A8 The Licensee must not commence construction of the infrastructure specified in clause S1.1 and Table 1.2(1) in excess of capacity of 3,300 equivalent tenements, until after the Licensee has provided a report on the Licensee's proposed strategy for managing excess recycled water to be produced by the infrastructure specified in clause S1.1 and Table 1.2(1), and the Minister has provided written approval of the report. The report must:

- be prepared by a suitably qualified person
- identify and analyse reasonably available disposal/reuse options, including Appropriate Facilities
- recommend a preferred approach that will deliver the most efficient outcome having regard to financial and economic considerations

SCHEDULE B - STANDARD MINISTERIALLY-IMPOSED LICENCE CONDITIONS FOR ALL LICENSED NETWORK OPERATORS UNDER THE ACT

This schedule sets out the standard conditions which the Minister imposes on the Licensee and all other licensed network operators pursuant to section 13(1)(b) of the Act. In addition to these standard Ministerially-imposed conditions, the Licensee is subject to obligations imposed by the Act, the Regulation and the special Ministerially-imposed licence conditions set out in Schedule A. The Minister may vary the conditions in this schedule or impose new conditions, provided there is no inconsistency with the conditions imposed on the Licensee by the Act or the Regulation.

B1 Ongoing capacity to operate

- B1.1 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 immediately in accordance with the Reporting Manual.

B2 Obtaining appropriate insurance

- B2.1 Before commencing to commercially operate the Specified Water Industry Infrastructure under this Licence, the Licensee must:
- a) obtain insurance that is appropriate for the size and nature of the activities authorised under this Licence;
 - b) provide a copy of each certificate of currency of the insurance obtained to IPART; and
 - c) demonstrate that the insurance obtained is appropriate for the size and nature of the activities authorised under this Licence by providing a report to IPART from an Insurance Expert that:
 - i) certifies that in the Insurance Expert's opinion, the type and level of the insurance obtained by the Licensee is appropriate for the size and nature of the activities authorised under the Licence; and
 - ii) is in the form prescribed by the Reporting Manual.
- B2.2 *[Not applicable]*

B3 Maintaining appropriate insurance

- B3.1 The Licensee must maintain insurance that is appropriate for the size and nature of the activities authorised under this Licence.
- B3.2 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.
- B3.3 If there is, or is to be, a change in:
- 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,
- in relation to the activities authorised under this Licence, the Licensee must provide a report to IPART in accordance with the Reporting Manual.
- B3.4 From time to time when requested in writing by IPART, the Licensee must provide a report to IPART, in the manner, form and time specified by IPART, from an Insurance Expert certifying that in the Insurance Expert's opinion the type, scope or limit on the

amount of the insurance held by the Licensee is appropriate for the size and nature of the activities authorised under this Licence.

[Note: The circumstances in which IPART may request a report under clause B3.4 include (but are not limited to) the following:

- *where IPART has reason to believe 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 authorised under this Licence;*
- *where there is a change in the type or extent of activities authorised under this Licence; or*
- *where IPART or an approved auditor has reason to believe 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 authorised under this Licence.]*

B3.5 The Licensee must maintain professional indemnity insurance during the Design Phase and for a minimum period of 6 years from the date of the completion of the Design Phase.

B4 Complying with NSW Health requirements

B4.1 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.

B5 Complying with Audit Guidelines from IPART

B5.1 The Licensee must comply with any Audit Guidelines issued by IPART.

B6 Reporting in accordance with the Reporting Manual

B6.1 The Licensee must prepare and submit reports in accordance with the Reporting Manual.

B7 Reporting information in relation to the Register of Licences

B7.1 Within 14 days of any change in relation to the following, the Licensee must notify IPART, and provide IPART with details, of the change in accordance with the Reporting Manual:

- a) any source from which the water handled by the Specified Water Industry Infrastructure is derived;
- b) the Authorised Purposes of the water handled by the Specified Water Industry Infrastructure;
- c) the identity of each licensed retail supplier or public water utility that has access to the infrastructure services provided by the Specified Water Industry Infrastructure for the purpose of supplying water to its customers;
- d) any other water infrastructure to which the Specified Water Industry Infrastructure is connected;
- e) the identity of each licensed retail supplier or public water utility that has access to infrastructure services provided by the Specified Water Industry Infrastructure for the purpose of providing sewerage services to its customers;

- f) any other sewerage infrastructure to which the Specified Water Industry Infrastructure is connected;
- g) the arrangements for the disposal of waste from the Specified Water Industry Infrastructure.

B8 Monitoring

- B8.1 The Licensee must undertake any monitoring that is required for the purposes of this Licence, any Plan, the Act or the Regulation in accordance with this clause B8.
- B8.2 The Licensee must keep the following records of any samples taken for monitoring purposes specified in the Water Quality Plan:
- a) the date on which the sample was taken;
 - b) the time at which the sample was collected;
 - c) the point or location at which the sample was taken; and
 - d) the chain of custody of the sample (if applicable).
- B8.3 The Licensee must ensure that analyses of all samples taken for the purposes of Verification Monitoring are carried out by a laboratory accredited for the specified tests by an independent body that is acceptable to NSW Health, such as the National Association of Testing Authorities or an equivalent body.

B9 Provision of copy of Plan

- B9.1 Whenever the Licensee makes a significant amendment to a Plan, the Licensee must provide a copy of the amended Plan to IPART at the same time that it provides a copy to the approved auditor engaged to prepare a report as to the adequacy of the amended Plan, as required under the Regulation.

B10 Delineating responsibilities – interconnections

- B10.1 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 B10.
- B10.2 The Licensee's Code of Conduct must set out the respective responsibilities of:
- 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; or
 - (ii) constructs, maintains or operates,any water industry infrastructure that is connected to the Specified Water Industry Infrastructure,
- by, at a minimum, providing for:
- A. who is responsible for repairing, replacing or maintaining any pipes, pumps, valves, storages or other infrastructure connecting the Specified 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 the Specified Water Industry Infrastructure;

- E. the fees and charges payable in respect of the use of the Specified Water Industry Infrastructure; and
- F. who is responsible for handling customer complaints.

B10.3 Before the Licensee brings the Specified Water Industry Infrastructure into commercial operation or by a later date specified by IPART (if any), the Licensee's Code of Conduct must be agreed in writing between the Licensee and the other licensed network operators, licensed retail suppliers and/or public water utilities referred to in clause B10.2.

B10.4 *[Not applicable]*

B10.5 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.

B11 Notification of changes to end-use

B11.1 If the Licensee proposes to operate the Specified Water Industry Infrastructure to supply water for an end-use which is not set out in the most recent Water Quality Plan provided to IPART, the Licensee must notify IPART in writing at least 3 months before commencing such operation.

B12 Notification of changes to Authorised Person

B12.1 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. The written notice must include details of how the services previously undertaken by the Authorised Person will continue to be undertaken.

B13 Notification of commercial operation

B13.1 This clause B13 applies each time the Licensee has brought any of the Specified Water Industry Infrastructure into commercial operation.

B13.2 The Licensee must:

- a) notify IPART in accordance with the Reporting Manual that it has brought the relevant Specified Water Industry Infrastructure into commercial operation; and
- b) provide such notification within 10 days after it has brought the relevant Specified Water Industry Infrastructure into commercial operation.

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 schedule is to a schedule to this Licence;
 - g) 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
 - h) 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 <i>Water Industry Competition Act 2006</i> (NSW).
Agreement	means any agreement or deed provided to IPART in connection with the Licensee's application for this Licence.
Appropriate Facilities	means (as applicable): <ul style="list-style-type: none">- a facility or facilities with the capacity to accept sludge and/or sludge cake produced by the Water Industry Infrastructure specified in clause S3.1 and Table 3.2(1)- a facility or facilities with the capacity to accept excess recycled water produced by the Water Industry Infrastructure specified in clause S1.1 and Table 1.2(1)
Audit Guidelines	means the document entitled "Audit Guideline – Water Industry Competition Act 2006" 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	means the authorised persons specified in, as applicable: <ul style="list-style-type: none">a) clause S1, Table 1.1;b) clause S2, Table 2.1; andc) clause S3, Table 3.1.
Authorised Purposes	means the authorised purposes specified in, as applicable: <ul style="list-style-type: none">a) clause S1, Table 1.3;b) clause S2, Table 2.3; andc) clause S3, Table 3.3.

Construction Environmental Management Plan (CEMP)	<p>means a site or project specific plan which, in relation to construction works:</p> <ul style="list-style-type: none"> a) complies with the basic structure detailed in the "Guideline for the Preparation of Environmental Management Plans", Department of Infrastructure, Planning and Natural Resources (2004); and b) identifies the environmental risks associated with the licensed activities and the mitigation measures to be implemented.
Design Phase	means the period during which any design works are carried out in relation to the water industry infrastructure that the Licensee is authorised to construct, maintain and operate under this Licence.
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 network operator's licence granted under section 10 of the Act.
Licensee	means Flow Systems Operations Pty Ltd (ACN 603 106 305).
Licensee's Code of Conduct	has the meaning given in Schedule B, clause B10.1.
Minister	means the Minister responsible for Part 2 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.
Operational Environmental Management Plan (OEMP)	<p>means a site or project specific plan which, in relation to the operational phase:</p> <ul style="list-style-type: none"> a) complies with the basic structure detailed in the "Guideline for the Preparation of Environmental Management Plans", Department of Infrastructure, Planning and Natural Resources (2004); and b) identifies the environmental risks associated with the licensed activities and the mitigation measures to be implemented.
Plan	means any infrastructure operating plan, water quality plan or sewage management plan that the Licensee is required to prepare under the Regulation.
Regulation	means the <i>Water Industry Competition (General) Regulation 2008</i> (NSW).

Relevant Recycling Infrastructure	has the meaning given in Schedule A, clause A3.
Report	has the meaning given in Schedule A, clause A4(a).
Reporting Manual	means the document entitled "Network Operator's Reporting Manual" which is prepared by IPART and is available on IPART's website at www.ipart.nsw.gov.au .
Specified Water Industry Infrastructure	means the water industry infrastructure specified in, as applicable: <ul style="list-style-type: none"> a) clause S1, Table 1.2; b) clause S2, Table 2.2; and c) clause S3, Table 3.2.
Systems REF	means the "Review of Environmental Factors for the Proposed Sewage, Recycled Water Reticulation Systems, Box Hill North Precinct New South Wales" (RPS Australia East Pty Ltd, Version 7, March 2016).
Verification Monitoring	means verification monitoring as described in the document entitled "Australian Drinking Water Guidelines" or the document entitled "Australian Guidelines for Water Recycling", as the case may be.
Water Centre REF	means the "Review of Environmental Factors for the Proposed Local Water Centre, Box Hill North Precinct New South Wales" (RPS Australia East Pty Ltd, Version 4, March 2016).
Water Quality Plan	means the water quality plan that the Licensee is required to prepare under the Regulation.

Attachment A

Drawing No	Revision	Date
997603/DA71	E	28 October 2015



New South Wales

Water Industry Competition Act 2006 (NSW)

Notice of approval to bring new infrastructure into commercial operation

I, The Hon. Don Harwin, MLC, Minister for Energy and Utilities, have considered the request by Flow Systems Operations Pty Ltd (ACN 603 106 305) (**Flow Systems Operations**) for approval to bring new infrastructure into commercial operation under the *Water Industry Competition Act 2006* (NSW). The new infrastructure is for sewerage services as specified in Table 3.2(2)(a), described in the licence scope of Flow Systems Operations network operator's licence (licence no. 16_037) (**Licence**).

I have considered a report prepared by an 'approved auditor' within the meaning of the *Water Industry Competition (General) Regulation 2008* (NSW) (**Regulation**). The report, New Infrastructure Audit (Sewerage) Box Hill Water, 5 December 2016, is included as **Attachment A**. I am satisfied that the report indicates that the new infrastructure:

1. complies with the requirements of the Regulation and the conditions of the Licence; and
2. is capable of operating safely and in accordance with Flow Systems Operation's infrastructure operating plan and sewage management plan.

I therefore give my approval under Schedule 1, clause 2 of the Regulation for Flow Systems Operations to bring the new infrastructure into commercial operation.

A handwritten signature in black ink, appearing to read 'Don Harwin'.

The Hon. Don Harwin, MLC
Minister for Energy and Utilities

Dated this **23** day of **May** 20 **17**



New South Wales

Water Industry Competition Act 2006 (NSW)

Notice of approval to bring new infrastructure into commercial operation

I, The Hon. Don Harwin, MLC, Minister for Energy and Utilities, under clause 2 of Schedule 1 to the *Water Industry Competition (General) Regulation 2008* (NSW) (**Regulation**), approve Flow Systems Operations Pty Ltd (ACN 603 106 305) (**Flow Systems Operations**) to bring into commercial operation, all new infrastructure which:

1. is infrastructure to which Flow System Operations' network operator's licence (licence no. 16_037) (**Licence**) applies;
2. existed as at 31 October 2017; and
3. is of the kind described in each of Table 1.2 and Table 3.2 of the Licence.

I have considered the request from Flow Systems Operations for this approval, as well as the following report, which was prepared by an 'approved auditor' within the meaning of the Regulation.

1. "Flow Systems Operations (Box Hill Water) New Infrastructure Audit (Sewerage and Recycled Water Reticulation), version 2.1, dated 31 October 2017 (included as **Attachment A**).

I am satisfied that the report indicates that the new infrastructure:

1. complies with the requirements of the Regulation and the conditions of the Licence; and
2. is capable of operating safely and in accordance with Flow Systems Operations' infrastructure operating plan, water quality plan and sewage management plan.

The Hon. Don Harwin, MLC
Minister for Energy and Utilities

Dated this 27th day of November 2017

CERTIFICATE OF APPROVAL

No. 005-98285-S

This is to certify that the Occupational Health & Safety Management System at

Flow Systems Pty Ltd

of

Level 40, 259 George Street, Sydney, NSW 2000

Has been examined by assessors of QMS Certification Services and found to be conforming to the requirements of:

AS/NZS 4801:2001
OH&S Management Systems

In respect of the following activities:

Design, construction, operation, maintenance and retail supply of drinking water, waste water and recycled water services

This certificate is valid from: 10/08/2018 to 10/08/2021
Original certification date: 03/09/2015



Gerry Bonner, CPEng, BEng, FIE Aust, Chairman – QMSCS Pty Ltd
Approval: QMSCS Pty Ltd Trading as QMS Certification Services
To verify the validity of this certificate please visit www.jas-anz.org/register



QMSCS Pty Ltd
Trading as QMS Certification Services
Suite 404, Level 2 - 161 King St,
Newcastle NSW 2300 Australia



Accreditation Number 03910907AL

Occupational Health & Safety Management System

CERTIFICATE OF APPROVAL

No. 005-98285-S

Schedule of Certified Locations

Flow Systems Pty Ltd

Level 40, 259 George Street, Sydney, NSW 2000
Discovery Point Local Water Centre, Suite 19, 5 Brodie Spark Drive,
Wolli Creek, NSW 2205
Pitt Town Local Water Centre, 83 Bootles Lane, Pitt Town, NSW 2756
Central Park, 80 Broadway, Chippendale, NSW 2008
Green Square Local Water Centre, 3 Joynton Avenue, Zetland, NSW
2017
Cooranbong Local Water Centre, 617 Freemans Drive, Cooranbong,
NSW 2265
Huntlee Local Water Centre, 1794 Wine Country Drive, North
Rothbury, NSW 2335
Melbourne Office, Unit 18, 828 High Street, Kew East, VIC 3102
Box Hill, Lot 10 Red Gables Rd., Box Hill, NSW 2675
Shepherd's Bay, Street Address to be provided, Meadowbank NSW
2114

Occupational Health & Safety Management System



QMSCS Pty Ltd
Trading as QMS Certification Services
Suite 404, Level 2 - 161 King St,
Newcastle NSW 2300 Australia



Accreditation Number 03910907AL

CERTIFICATE OF APPROVAL

No. 005-98285-E

This is to certify that the Environmental Management System at

Flow Systems Pty Ltd

of

Suite 2, Level 40, 259 George Street, Sydney, NSW 2000

Has been examined by assessors of QMS Certification Services and found to be conforming to the requirements of:

ISO 14001:2015
Environmental Management Systems

In respect of the following activities:

Design, construction, operation, maintenance and retail supply of drinking water, waste water and recycled water services

This certificate is valid from: 10/08/2018 to 10/08/2021
Original certification date: 03/09/2015



Gerry Bonner, CPEng, BEng, FIE Aust, Chairman – QMSCS Pty Ltd
Approval: QMSCS Pty Ltd Trading as QMS Certification Services
To verify the validity of this certificate please visit www.jas-anz.org/register



QMSCS Pty Ltd
Trading as QMS Certification Services
Suite 404, Level 2 - 161 King St,
Newcastle NSW 2300 Australia



Accreditation Number E2550101AM

Environmental Management System

CERTIFICATE OF APPROVAL

No. 005-98285-E

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2017
Cooranbong Local Water Centre, 617 Freemans Drive, Cooranbong,
NSW 2265
Huntlee Local Water Centre, 1794 Wine Country Drive, North
Rothbury, NSW 2335
Box Hill, Lot 10 Red Gables Rd., Box Hill, NSW 2675
Shepherd's Bay, 10 Nancarrow Ave, Ryde, NSW 2112

Environmental Management System



QMCS Pty Ltd
Trading as QMS Certification Services
Suite 404, Level 2 - 161 King St,
Newcastle NSW 2300 Australia



Accreditation Number E2550101AM

CERTIFICATE OF APPROVAL

No. 005-98285-O

This is to certify that the Occupational Health & Safety Management System at

Flow Systems Pty Ltd

of

Suite 2, Level 40, 259 George Street, Sydney, NSW 2000

Has been examined by assessors of QMS Certification Services and found to be conforming to the requirements of:

**OHSAS 18001:2007
OH&S Management Systems**

In respect of the following activities:

Design, construction, operation, maintenance and retail supply of drinking water, waste water and recycled water services

This certificate is valid from: 10/08/2018 to 10/08/2021
Original certification date: 03/09/2015



Gerry Bonner, CPEng, BEng, FIE Aust, Chairman – QMSCS Pty Ltd
Approval: QMSCS Pty Ltd Trading as QMS Certification Services
To verify the validity of this certificate please visit www.jas-anz.org/register



QMSCS Pty Ltd
Trading as QMS Certification Services
Suite 404, Level 2 - 161 King St,
Newcastle NSW 2300 Australia



Accreditation Number 03910907AL

Occupational Health & Safety Management System

CERTIFICATE OF APPROVAL

No. 005-98285-O

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Shepherd's Bay, 10 Nancarrow Ave, Ryde, NSW 2112

Occupational Health & Safety Management System



QMSCS Pty Ltd
Trading as QMS Certification Services
Suite 404, Level 2 - 161 King St,
Newcastle NSW 2300 Australia



Accreditation Number 03910907AL

CERTIFICATE OF APPROVAL

No. 005-98285-S

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Flow Systems Pty Ltd

of

Suite 2, Level 40, 259 George Street, Sydney, NSW 2000

Has been examined by assessors of QMS Certification Services and found to be conforming to the requirements of:

AS/NZS 4801:2001
OH&S Management Systems

In respect of the following activities:

Design, construction, operation, maintenance and retail supply of drinking water, waste water and recycled water services

This certificate is valid from: 10/08/2018 to 10/08/2021
Original certification date: 03/09/2015



Gerry Bonner, CPEng, BEng, FIE Aust, Chairman – QMSCS Pty Ltd
Approval: QMSCS Pty Ltd Trading as QMS Certification Services
To verify the validity of this certificate please visit www.jas-anz.org/register



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Newcastle NSW 2300 Australia



Accreditation Number 03910907AL

Occupational Health & Safety Management System

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