13 June 2025

Senator the Hon. Murray Watt
Minister for the Environment and Water
Senator for Queensland

Via email: EPBC.VicTas@dcceew.gov.au
cc: senator.watt@aph.gov.au

Proponent comments on proposed approval decision for Queen Victoria Market Southern Development project, Melbourne, Victoria (EPBC 2024/09860)

Dear Minister Watt,

I write in response to your proposed conditional approval for Queen Victoria Market (**QVM**) Southern Development Project (the **Proposed Action**) (EPBC 2024/09860) – one of Melbourne's most important housing projects. This response and the supporting materials form the Proponent's response under s131AA(1)(b) of the EPBC Act, for the purposes of s 131AA(6).

We request that you reconsider the proposed conditions, given the receipt of new information pertaining to an alternative design that achieves both the intended improvements to the heritage outcome and maintains the heritage benefits of the Project.

Background

While the proposal to approve the Proposed Action is warmly welcomed, the proposed condition 2 effectively requires transformation of the Proposed Action and would result in both technically and commercially unviable designs for all three towers which would render the whole Proposed Action unfeasible to deliver in any form.

As a consequence of the Proposed Action not proceeding, the significant heritage improvements of the Proposed Action, as outlined in section 3.2 of the Public Environment Report (**PER**), will likely never be realised. They include:

- the interpretive and respectful conversion of the current at grade car park above the Old Melbourne Cemetery into a 1.8ha public open space
- the conservation and restoration work needed to reverse the degradation of the Franklin Street Stores (the **Stores**). The current condition of the Stores is shown in Annexure 1
- essential funding for the broader QVM Renewal Project, which is necessary to reverse the 20+ year decline of QVM and to secure the market's long-term viability.

The Proposed Action has been developed over a long period of time in conjunction with the City of Melbourne and key delivery partners (refer Annexures 2 and 3), and reflects detailed heritage and planning design under applicable Victorian State regulations. Through this process, the proponent has engaged with heritage experts and Heritage Victoria to develop the Proposed Action in way that is responsive to, and protective of, the heritage values of QVM including its National Heritage Values.

The Proposed Action is supported by independent advice from ICOMOS World Heritage Adviser and Australian Heritage Council historic heritage expert, s. 22(1)(a)(ii)

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s. 22(1)(a)(ii) peer review of the Project, included as Appendix N of the PER and Annexure 4 of this response, concludes (emphasis added):

> *'Overall, the proposed action would have no effect on the National Heritage values of the Queen Victoria National Heritage place ascribed under criterion (c) and minor impact on National Heritage values ascribed under criterion (d) arising from proposed removal of some sections of canopy of the Franklin Street Stores. The proposed action would change in the setting of the Queen Victoria Market in views to the south, but would maintain its distinctive character, and would therefore not substantively impact on the National Heritage values of the Queen Victoria Market National Heritage place'.*

Accordingly, although the Proposed Action would have some minor impact, it is considered that the impact will not be, and is not likely to be significant, and does not require conditions of approval that would require substantive redesign of the Proposed Action.

Notwithstanding the independent expert advice supporting the original Proposed Action, the Proponent understands the intent of the proposed conditions is to improve the heritage outcome of the action by improving the sight lines and legibility of the Stores and their spatial relationship with the towers.

An alternative design solution

As part of this response, the Proponent is providing an alternative design solution for Tower 1 and Tower 3, as an alternative to proposed condition 2(a). The alternative design solution achieves both the intended improvements to the heritage outcome and maintains the heritage benefits of the Project. This is supported by the advice of heritage experts Lovell Chen – refer Annexure 7(a). By adopting these alternative design solutions and the associated amendments to the conditions (Annexure 5), the overall viability of the Proposed Action will be maintained, satisfying the cost-effective condition considerations of the EPBC Act.

For Tower 1, the alternative design solution provides for a reduction of the building's mass adjacent the Stores by changing the use from commercial to residential, as referenced in Section 3.2.2 of the PER. The heritage benefits of this solution include:

- Further opening the western end of the Jornung-Biik laneway, improving the sight lines to the Stores from the southwest and west and strengthening the interpretation of its alignment, consistency of features, orientation and canopies
- A reduced cantilever over the Stores and greater stepping of the tower form away from the Stores, as viewed from the primary Peel Street frontage
- Improved presentation of the retained canopy and retention of an additional canopy bay

The alternative design for Tower 1 will realise a further c. 490 well located homes, bringing the total number of homes provided as part of the Proposed Action to c. 1,100, including c. 130 affordable homes. In addition to the c. 1,150 student accommodation rooms, the revised Proposed Action will provide well located housing for c. 3,700 people.

The State approval authorities including Heritage Victoria, the Department of Transport and Planning and the Office of the Victorian Government Architect, have been consulted on the proposed change of use for Tower 1 and have provided their in principle support, subject to the formal statutory process to amend the existing permits, which can occur following an EPBC approval with amended conditions as set out in Annexure 5.

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An alternative design is not proposed for Tower 2 as it already demonstrated a positive spatial relationship with the Stores, and is already at its minimum viable floorplate, as detailed in the PER and the associated Appendix P. It cannot accommodate further setbacks and remain technically and commercially viable.

For Tower 3, the alternative design solution provides for a reduction of the building's ground and low-level building mass along the northern edge. The heritage benefits of this include:

- Further opening the views towards the Stores from Queen Street and from the junction of Franklin Street and Elizabeth Street, improving the eastern and north-eastern sight lines to the Stores and strengthening the interpretation of its alignment, consistency of features, orientation and canopies
- Creation of a public space to the east of the Stores, with clear height above its eastern canopy improving the sightlines and legibility of the Stores and canopy.

The proposed condition 2(b) requiring the full reinstatement of the Franklin Street Stores canopy retains the current hostile and unsafe public realm under the dilapidated canopy, as demonstrated by photos of the current site condition in Annexure 1. This deters the liveliness and social interaction that is critical to QVM's National Heritage Values under criterion (d).

s. 22(1)(a)(ii) peer review supports the limited partial removal of the Stores canopy in the context of the broader benefits of the conservation and restoration of the Stores, stating:

> *'The proposed changes provide an opportunity to re-activate the Stores, better connect them with the main market areas, via the proposed Market Square and to enable them to continue to present the physical and visual southern edge to the site. The proposed adaption works would prioritise retention of significant fabric and include reinstatement of missing or altered elements and are proposed to be subject to further design work to the satisfaction of Heritage Victoria. These works are reasonable changes to enable contemporary use and are consistent with best practice approaches to the conservation and adaption of historic structures and would not substantively affect the current contribution of the Stores to the Queen Victoria Market National Heritage place.*
>
> *The proposed removal of the sections of canopy would cause an adverse heritage impact, by diminishing the integrity of the Stores. This adverse impact needs to be considered in relation to the proposed conservation and activation of the Stores, the benefit of creation of a new Melbourne laneway adjacent to the south and the manner in which the change would improve amenity and contribute to a vibrant and viable future for these currently degraded historic structures. On balance, the proposed changes to the Stores would have a minor adverse impact but would not impair the ability of the retained and adapted Stores to illustrate the utilitarian aspect of market buildings as well as the wholesale function of the Market in the early twentieth century and would therefore not substantively impact on the National Heritage values of the Queen Victoria Market.'*

Finally, the proponent is proposing limited changes to some conditions, to ensure that the conditions can be effectively administered and that this complex project can be practically delivered. The detail of the requested changes to draft conditions is in Annexure 5, with the rationale for each proposed change set out in Annexure 6. Otherwise, most of the proposed conditions are acceptable to the Proponent and do not require further changes.

The proponent observes that, if proposed conditions 2(a) and (b) remain unchanged such that the Proposed Action is not viable, the long-term and short-term economic, environmental, social and equitable benefits associated with the Proposed Action would be

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foregone. This includes the provision of critically needed and well-located housing, including a substantial affordable housing component, providing more equitable access to housing for generations to come. Further foregone would be the creation of an estimated 1,687 additional jobs and $1,027 million of Gross Value Added (GVA) to the regional economy during construction, and over 6,030 additional jobs and $1,380 million of GVA annually once operational. Critically, the additional $25.3 million of additional retail spend set to directly benefit the long-term viability of QVM will not materialise.

In closing, by amending the conditions of the approval and accepting the alternative design solution as set out in this response, the Minister will:

- Acknowledge that the Proposed Action will have some direct impact on heritage fabric and indirect impact on context of the QVM but reflect that the overall impact of the Proposed Action on the heritage values of the QVM is acceptable subject to compliance with the conditions of approval (as amended in Annexure 5)
- Secure the broad heritage benefits of the Proposed Action that holistically strengthen the Heritage values of QVM and secure its long-term viability
- Unlock the significant long-term and short-term economic, environmental, social and equitable benefits associated with the Proposed Action
- Approve c. 2,250 well located homes and student accommodation rooms, including c. 130 affordable homes, collectively housing c. 3,700 people and providing more equitable access to housing for generations to come
- Support the promotion of improved valuation, pricing and incentive mechanisms in protecting the National Heritage values of Nationally Heritage Listed places.

Without amending the conditions, the Proposed Action won't proceed and there'll be no funding for further investment in QVM. There is no viable alternative approach to protecting the National Heritage values of QVM and reversing its ongoing decline. This is a far greater risk to the market's National Heritage values under criterion (d) than the Proposed Action.

We would welcome the opportunity to further discuss the proposed conditions and this response with the Minister and/or departmental officers, prior to the Minister's final decision.

Yours sincerely,

s. 22(1)(a)(ii)

s. 22(1)(a)(ii)
Lendlease

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Annexures

Annexure 1 − Franklin Street Stores existing condition

Annexure 2 − Letter from the City of Melbourne

Annexure 3 − Letter from Scape

Annexure 4 − Advice from ICOMOS World Heritage Advisor, Australian Heritage Council Member and historic heritage expert, s. 22(1)(a)(ii)

AM Annexure 5 − Amendments requested to Proposed Conditions

- 5(a) **− Marked up Amendments**
- 5(b) **− Clean Amendments**

Annexure 6 − Explanatory table of amendments requested to Proposed Conditions

Annexure 7 − Alternative Design Solutions

- 7(a) **− Heritage Advice from Lovell Chen**
- 7(b) **− Tower 1 Alternative Design Solution − Design Context**

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Annexure 1 – Franklin Street Stores – Images of the existing condition on 10 June 25

These photos show the current dilapidated, degraded and inactivated condition of the Franklin Street Stores, highlighting the need for funding the conservation, restoration and activation of the Stores so they can better contribute to the QVM National Heritage place.

They also show how the current lack of natural light and inactivation of the Stores attracts vagrancy, contributing to an unsafe and unwelcoming environment that prevents liveliness. A council contractor was stabbed in this area in 2023, suffering severe injuries.

The ongoing prevalence of homelessness on the site reinforces the critical importance of delivering a diverse range of housing in this location, including affordable housing.



Image 1 – Franklin Street Stores from the proposed Tower 1 site, looking east



Image 2 – Franklin Street Stores from the east side of the Tower 2 site, looking north

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13 June 2025

Senator the Hon. Murray Watt
Minister for the Environment and Water
Senator for Queensland

Dear Minister Watt,

I write in relation to the Queen Victoria Market (**QVM**) Southern Development Project (EPBC 2024/09860). Scape is the partner in this project, developing Tower 3 on the corner of Queen and Franklin Streets. This development will deliver 1,150 student beds near the university precinct, which will free up capacity within the private rental market, boosting Victoria's housing supply.

The Tower 3 development has all approvals in place from the Victorian Government, Melbourne City Council and the Office of the Victorian Government Architect (OVGA), and the project overall has approval from Heritage Victoria. These approvals were obtained without any significant issue and in a timely fashion.

We have just recently received proposed conditions as part of your proposed approval from the Department of Climate Change, Environment and Water on 30 May 2025 which will fundamentally impact the development and are inconsistent with the approvals that are already in place. These conditions as currently drafted will not be feasible to implement, and the consequence of your proposed conditions is that the project cannot proceed.

The Department's draft conditions are particularly concerning given the lengthy period of time taken by the Department to provide the draft and, in particular the messages conveyed by the Department during its period of consideration that no issues had arisen. During this time, Scape has continued to spend significant sums of money and resources in progressing its plans for the development.

The conditions which will have a major impact on the current financial viability of the project in regards the Tower 3 development are:

1. Condition 2(a) - To avoid direct and indirect impacts to the Franklin Street Stores, the footprint of the towers must be at least 6 metres outside the Heritage Place boundary.
2. Condition 3(c)(i) - The Final Tower Design Plan must include; details of the size and position of each tower, including and proposed cantilevering, and discussion of descriptions of how the towers could obscure or otherwise impact on the heritage values of the QVM.

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3. Condition 3(c)(ii) - The Final Tower Design Plan must include details of the architectural design of the towers, and the visual amenity impacts of the proposed design on the heritage values of the QVM.

We believe all other conditions in relation to design and presentation of the Tower 3 built form either are not related to the Tower 3 development site or can be delivered.

The planning approval for Tower 3 received from the Victorian Government delivers a project which ensures the Franklin Street Stores are appropriately respected and celebrated.

The design of Tower 3 defers to the Stores in its podium design, including the form (held back from the north side) and the use of colonnade forms and glazing to allow views through to the eastern end of the Stores,

Views of the heritage fabric are foundational to the design response in two keyways. First, the overall extent of the podium has been reduced from that allowed under the relevant planning provisions, with the northern most edge of the podium set 6 metres further south than envisaged under the provisions. Refer to the diagram 1 below showing the planning volume defined by the DPO at the left, and the proposed response at the right.



Diagram 1

Second, the external building line at ground and first floors is further set back from the northern edge of the podium by 11.6m to the north-west adjacent to the Franklin Street Stores, and 7.7 meters from the north-east, to create views through to the Franklin Street Stores and a publicly accessible landscaped plaza at ground level.

It is important to note that the Franklin Street Stores are currently already obscured from view from the south on Queen Street due to existing developments on the south side of Franklin Street, until very near to the junction of Queen Street and Franklin Street (East).

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Diagram 2 below shows the ground and 1st floor interface of Tower 3 to the Franklin Street Stores, with canopy line shown shaded with the edge dotted, and the red dotted line showing the 6m set back from the canopy proposed by condition 2a.

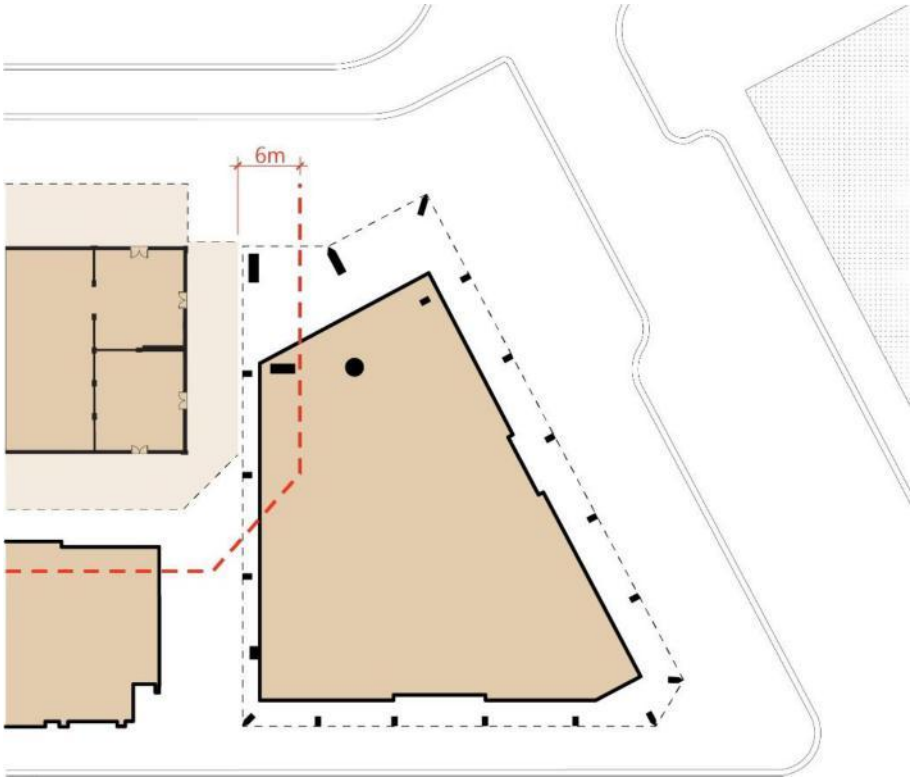


Diagram 2 – Existing (PER) ground and first floor form

Tower 3 – New Information

In consideration of the proposed conditions and their impact on the project, we propose that it is possible to amend aspects of the design for Tower 3 that would further increase the open space adjacent to the Franklin Street Stores and increase the views to the stores from the north and the north-east.

However, the conditions as drafted will remain unfeasible even with these amendments, so we seek to agree some amendments to the conditions.

Our amended design proposal for Tower 3 is to move the ground floor and first floor facades further south, such that the entire eastern end of the Franklin Street Stores is visible from the key vantage points established during the consultation with Government, Heritage Victoria, Melbourne City Council and the OVGA.

Diagram 3 below shows this further realignment of the ground and 1st floors façades for tower 3 and the reduced interface with the Franklin Street Stores and the canopy.

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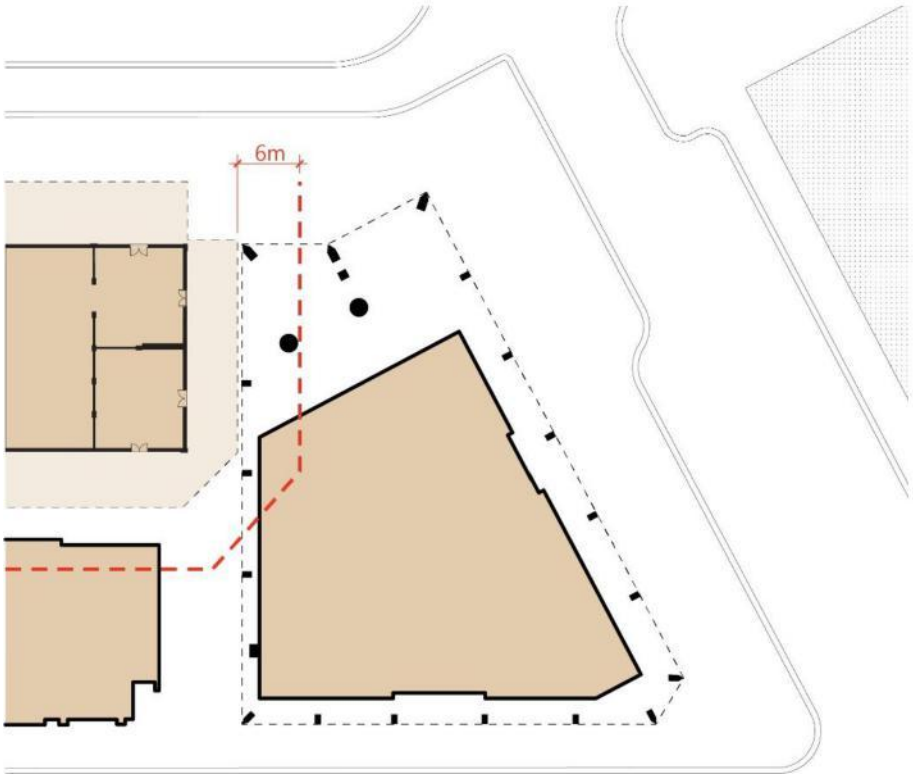


Diagram 3 – Revised ground and first floor plan, with increased setback

The changes above will mean the reduction of the internal public amenity space, including the loss of the café that was proposed for the north-western edge of the building, but increases the external public amenity space.

Diagram 4 below shows the comparison between the current design (at the left) and the proposed amended design (at the right) when viewed from the junction of Franklin Street and Elzabeth Street, looking east towards the Franklin Street Stores.



Diagram 4 – Long view from east, existing (PER) on the left, proposed on the right.

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Diagram 5 below highlights the improved sightlines towards the Franklin St Stores when viewed from the footpath to the west of T3, with the current condition on the left, and the alternative design proposal on the right. Note also the changes to the structural design, where the columns supporting the tower above have been amended to reduce their overall width and prominence.



Diagram 5 – Close view from the east, existing (PER) on the left, proposed on the right

Even with these amendments, we would still be non-compliant with the proposed condition 2(a) as drafted, which requires the 6m setback from the canopy edge, however this impact from tower 3 will only be at the canopy south-east at the ground and 1st floor façade line.

However, the new design will achieve an improved spatial heritage relationship with the Franklin Street Stores, and there would be no cantilevering of the building over the stores or the canopy from Tower 3.

By creating the larger public precinct to the north of the building, half of the space would be protected from the weather with the cantilevered building from level 2 and above, with cantilevering of the building noted in condition 3(c)(i) of the draft approval conditions. The northern half of the public realm would maintain its current view to the sky. The floors from level 2 and above will only cantilever the set-back area (required under condition 2(a)) on the eastern edge of the Stores, and do not cantilever over the stores or its canopy.

By increasing the setback of the façade of tower 3 from ground through to level 1, the views of the Stores will be improved, and there will be a greater sense of openness on this edge of the heritage place.

We have already put in place protection works which will mean minimal disruption to the operation of the Franklin Street Stores, and the construction will be undertaken with minor 'temporary' works to the eastern canopy. This will be the removal and safe storage of canopy roof sheets to allow the erection of the protection works gantry legs. The original roof sheets will be replaced on removal of the protection gantry. Approval for these protection works will be sought from Heritage Victoria.

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The changes required to the proposed conditions are detailed in the respective document as submitted by Lendlease.

We request that you give serious consideration to this new information and heritage outcomes for the project that further create an openness to the Franklin Street Stores and the Heritage Place. We also request that due consideration be given to the fact that the current proposed conditions mean that the project will not proceed.

Yours sincerely

s. 22(1)(a)(ii)

Project Director

Scape QVM, Tower 3 Development

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Document 4

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21 November 2024

Queen Victoria Market, Melbourne – Southern Development Project

Public Environment Report under Environment Protection Biodiversity Conservation Act, 1999 – EPBC 2024/09860 - Heritage Peer Review

This peer review advice relates to a 'proposed action' comprising three mixed use towers and a low-rise civic building adjacent to Melbourne's Queen Victoria Market (QVM), conversion of the carpark within QVM into public open space and conservation of the Franklin Street Stores in preparation for their adaptive reuse.

The Commonwealth Minister for the Environment (Minister) has determined, in accordance with the relevant provisions of the *Environment Protection and Biodiversity Conservation Act 1999* (EPBC Act) that approval is required as the proposed action is likely to have a significant impact on a matter of national environmental significance, being the Queen Victoria Market National Heritage place. The proposed action is to be assessed through a Public Environment Report (PER). Guidelines for the Content of the PER were issued by the Department of Climate Change Energy, the Environment and Water (DCCEEW) on 16 September 2024.

I have been engaged by the project proponent to provide a peer review of the assessment of heritage impact that has been prepared as part of the PER and to provide related advice to Lovell Chen, the project proponent and other members of the project team.

Queen Victoria Market National Heritage Place and its 'Official Values'

Queen Victoria Market was included on the National Heritage List in July 2018 (Place ID 106277). The 'official values' under which this listing occurred relate to two National Heritage criteria:

c. *the place has outstanding heritage value to the nation because of the place's potential to yield information that will contribute to an understanding of Australia's natural or cultural history;* and

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d. the place has outstanding heritage value to the nation because of the place's importance in demonstrating the principal characteristics of:

i. a class of Australia's natural or cultural places; or

ii. a class of Australia's natural or cultural environments.

The 'official National Heritage values' for the Queen Victoria Market are at Annexure 1.

In relation to criterion 'c', the official National Heritage values note that the market was established in part over the site of the Old Melbourne Cemetery, the largest early nineteenth century colonial cemetery in Australia. The cemetery was the burial ground for the entire population of the founding colonial settlement of Melbourne, and as an archaeological resource, with extensive sub-surface remains, offers a rare data set with potential for forensic and archaeological study into matters such as the diet, lifestyle, wealth, pathology and burial customs of the full cross-section of early Melbourne society.

In relation to criterion 'd', the official National Heritage values record that Queen Victoria Market demonstrates the principal characteristics of a metropolitan produce market in nineteenth century Australia, represents the important role of fresh produce markets in the development of Australia, offers a link to a past way of life, and demonstrates how the distribution of the food in cities has evolved. The official values statement makes reference to the market layout and Victorian building typologies (including sheds, market halls, stores and perimeter shops), including specific reference to the Franklin Street Stores. Intangible and experiential qualities of the Market are observed to include its distinctive character and open setting, cultural variety, liveliness and traditional interactions.

The above paragraphs seek to provide an informative synopsis as context for this peer review, but this advice relies on the complete official values statement at Annexure 1.

Tasks Undertaken

In providing this advice, I have had regard to the EPBC Act, the EPBC Referral Heritage Impact Assessment Report, the Queen Victoria Market Conservation Management Plan (2017) and the plans, reports and other documents provided in the Schedule at Annexure 2. I have reviewed the Draft Public Environment Report for the Queen Victoria Market: Southern Development Site dated November 2024, and commented on an earlier draft of the PER. I have also advised on the preparation of and been informed by two documents prepared by Extent Heritage: Queen Victoria Market Southern Development Project Ground Conditions, August 2024; and

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Queen Victoria Market Southern Development Project: advisory memorandum on the management of National Heritage values of the Old Melbourne Cemetery, October 2024. I have inspected the site of the proposed development and surrounding precinct, including the Queen Victoria Market. I am familiar with the both the Queen Victoria Market and the Old Melbourne Cemetery, having provided expert advice to Melbourne City Council regarding conservation and development plans and issues arising for the Old Melbourne Cemetery, approximately a decade ago.

The PER Guidelines issued by DCCEEW on 16 September 2024, at Section 7, include the following advice regarding matters that must be addressed in relation to the National Heritage values of the Queen Victoria Market:

2. The PER must identify any direct impacts of the project on the heritage values of the QVM. This includes, but is not limited to:

a) *the impact of tree root incursion and excavations on burial sites*
b) *impacts to the legibility of QVM's distinctive character and open setting*
c) *connectivity of the Franklin Street Stores to the remainder of QVM site*
d) *the ability to recognise the historically important features and layout of market buildings*
e) *any change to the fabric of QVM, including permanent and temporary removal of the Franklin Street Store canopy.*

3. The PER must identify any indirect impacts of the project on the heritage values of the QVM. This includes, but is not limited to:

a) *impacts on the ability to conduct future archaeological research at the cemetery*
b) *impacts to the intangible and experiential qualities of QVM*
c) *disruptions to market operations and commercial viability of QVM as a fresh produce market*
d) *impacts to the Franklin Street Stores from future tenancies, including establishment of operations and nature of business activities*

The PER must identify and address cumulative impacts, where potential project impacts are in addition to existing impacts of other activities (including all components of the action and known potential future expansions or developments at QVM).

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The PER should also discuss any positive impacts of the development on the heritage values of the QVM.

Relevant Considerations

The current PER process relates specifically to the Minister's determination that the proposed action is likely to have a 'significant impact' on the Queen Victoria Market National Heritage place. The *Significant Impact Guidelines 1.1*, published by the Commonwealth in 2013, provide guidance in determining significant impact for Matters of National Environmental Significance as per the *EPBC* Act and are therefore referenced in this advice. The relevant heritage considerations, for the purpose of the PER and this advice are confined to the official values that support the National Heritage listing. Other matters, such as 'State' heritage values, urban design, amenity or architecture have been addressed through Victorian statutory consideration and consent processes. Relevantly a 'Heritage Permit' for the proposed action has been granted under Section 102 of the *Heritage Act 2017* (Vic).

The heritage impact assessment in the PER and this heritage peer review, therefore address the following potential impacts (both direct and indirect):

Research value (Criterion C):

- Direct physical impacts (structure, services and tree roots); and
- Potential impact on the ability to conduct future archaeological research.

Representative Value (Criterion D):

- Physical impact on Franklin Street Stores (partial removal of canopy), adaptation and future tenancy works;
- Impact of new development within and on the edge of the Market (Market Square, T1, T2, T3, QCB in combination) on the:
    - 'distinctive character and open setting'
    - ability to recognize the important features and layout
    - connectivity of Franklin Street Stores to the remainder of the QVM site; and
- Disruption to market operations and commercial viability.

Direct physical impacts on Old Melbourne Cemetery

The design of the Market Square element of the proposed action, as approved through the permit issued under the *Heritage Act 2017* includes tree planting, hard landscaping and services which could potentially disturb sub-surface archaeological features, through ingress by tree roots or disturbance by footing or service trench excavations. Following my advice, and in consultation with Extent Heritage and their expert advisers from Wessex Archaeology, the

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detailed design for Market Square has been further refined (consistent with the design referenced in the Heritage Permit) such that all extant graves and other archaeological features would be preserved, beneath the existing asphalt carpark surface. Trees would be planted within self-contained garden beds above, with zero root ingress. No new service trenches would be excavated.

The refined design approach for Market Square is supported by analysis of the existing ground conditions and research, addressing matters such as the likely pathology or buried human remains, groundwater, soil type and Ph, temperature, biota and flora, the nature of burials and known disturbance (as outlined in the Extent Heritage advice dated August and October 2024). *Inter alia* this advice indicates that stable groundwater conditions will assist conservation, that any chemical impacts from the asphalt carpark surface are likely to have occurred already and that the introduction of hard surfaces above extant burials is unlikely to contribute to decay of the archaeological resource and would offer some additional protection.

The proposed action would not cause any direct physical impacts to the research potential of the Old Melbourne Cemetery site, within the Queen Victoria Market National Heritage place and would facilitate its long-term physical preservation.

Potential impact on the ability to conduct future archaeological research

Recognising the inherent tension between *in situ* conservation and realisation of research potential through excavation, it is nevertheless recognised that an important attribute of the Old Melbourne Cemetery component of the Queen Victoria Market National Heritage place is the ability to undertake further archaeological investigations in future. At present, the remains of the cemetery lie beneath an asphalt carpark. There are good records of previous archaeological excavations and other interventions. Once the proposed Market Square landscape is installed, the entirety of the extant archaeological resource would remain. As is the case now, it would be possible to undertake further physical investigation in future if particular activities require sub-surface disturbance. The design refinements noted above would ensure that future archaeological investigations would not be impeded or compromised by ingress of tree roots. Over and above that, the proposed design of the Market Square landscape would not prevent removal of new elements, (including garden beds, trees vegetation and infrastructure), either in whole or in part, with the effect that there would be no additional limitation placed on the current level of ability to conduct archaeological research. The new elements could be removed without disturbance to the sub-surface archaeological features.

The proposed action will maintain the current capacity to utilise the research potential of the Queen Victoria Market National Heritage place through archaeological investigation.

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Direct physical impact on Franklin Street Stores

The official National Heritage values statement for the Queen Victoria Market indicates that: *the Franklin Street Stores illustrate the utilitarian aspect of market buildings as well as the wholesale function of the Market in the early twentieth century.* The Franklin Street Stores (Stores) are part of the Queen Victoria Market National Heritage place but are physically and visually separated from the other operating areas of the market, following demolition of sheds N and O and a second row of stores (formerly part of the wholesale fruit and vegetable market) and the installation of the current car park.

The proposed action includes partial removal of an existing original canopy along the majority of the southern facade of the Franklin Street Stores, with retention of a return of the canopy across two bays of the stores at the western end and one bay at the eastern end, but removal of the intervening canopy section, across 15 bays of the Stores. Cantilevered sections of Tower 1 and Tower 2 to the south are proposed above, separate from the Stores, but overlapping with the location of the removed sections of canopy.

The Stores would be conserved and adapted for future tenancies. The current built fabric would be conserved through repair, restoration and reconstruction of the historic form and fabric. Adaptation would involve introduction of new services, some changes / penetrations through existing building fabric, introduction of amenities and services into some stores, infill of internal concrete ramps, and addition of at grade access to the north of the Stores. The effect of the retention of the Stores, removal of canopy sections and cantilevered built form above, in conjunction with new tenancies and active use of the ground level of proposed Towers 1 and 2, would be to create a new Melbourne 'laneway' at the southern end of the Queen Victoria Market National Heritage place.

The proposed changes provide an opportunity to re-activate the Stores, better connect them with the main market areas, via the proposed Market Square and to enable them to continue to present the physical and visual southern edge to the site. The proposed adaptation works would prioritise retention of significant fabric and include reinstatement of missing or altered elements and are proposed to be subject to further design work to the satisfaction of Heritage Victoria. These works are reasonable changes to enable contemporary use and are consistent with best practice approaches to the conservation and adaptation of historic structures and would not substantively affect the current contribution of the Stores to the Queen Victoria Market National Heritage place.

The proposed removal of the sections of canopy would cause an adverse heritage impact, by diminishing the integrity of the Stores. This adverse impact needs to be considered in relation to the proposed conservation and activation of the Stores, the benefit of creation of a new

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Melbourne laneway adjacent to the south and the manner in which the change would improve amenity and contribute to a vibrant and viable future for these currently degraded historic structures. On balance, the proposed changes to the Stores would have a minor adverse impact but would not impair the ability of the retained and adapted Stores to illustrate the utilitarian aspect of market buildings as well as the wholesale function of the Market in the early twentieth century and would therefore not substantively impact on the National Heritage values of the Queen Victoria Market.

Impact of new development within and on the edge of the Market

The official National Heritage values statement for the Queen Victoria Market records that the: *intangible and experiential qualities of the Market, including its distinctive character and open setting, cultural variety, liveliness and traditional interactions between customers and traders all contribute to the authenticity and readability of the site as a marketplace with its origins in the nineteenth century.* The proposed action would not affect ongoing market operations and the cultural variety, liveliness and traditional interactions between customers and traders, nor the character of the Market, but would change the southern part of the market's setting.

The proposed 'Market Square' would transform the current carpark which sits over the sub-surface remains of part of the Old Melbourne Cemetery, which was subsequently the site of market sheds N and O, and a (different) row of stores. The proposed changes would enliven the space and create better connectivity for pedestrians between the operating market sheds to the north and the retained adapted Stores to the south. On site interpretation could be used to communicate the former cemetery and market uses. The proposed Market Square would thereby facilitate understanding of the current and former features of this part of the Market site and improve connectivity between the Franklin Street Stores and the remainder of the Queen Victoria Market National Heritage place.

Historically, the Queen Victoria Market has been inwardly focused on market activities, rather than having strong operational physical or visual connections with its surroundings. Over time, the tall built forms of expanding urban central Melbourne have been constructed increasingly closer, particularly to the east and to the south. The outlook in these directions is generally to high-rise built forms, with the Franklin Street Stores providing a physical and visual punctuation to the south. The proposed construction of Towers 1, 2 and 3 and the Queens Corner Building would alter this outlook, bringing more high-rise and additional built form closer to the southern end of the Queen Victoria Market site and introducing a new low-rise built form to the east of Market Square. Subject to future design detailing the proposed scale and form of the Queens Corner Building is generally consistent with the adjacent precinct to the east. To the south Towers 1, 2 and 3 would stand in closer proximity, with Towers 1, 2 visually prominent behand the retained and adapted Stores. Overall, the outlook to the south would continue to

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be towards high modern built forms of the contemporary city and the Stores would continue to function as the physical and visual terminus to the Queen Victoria Market site.

The proposed action would alter the setting of the Queen Victoria Market, particularly in views to the south from within the site, but its distinctive character would remain, with important features readily recognizable and improved connectivity between the market site and Franklin Street Stores. The proposed new development within and on the edge of the Queen Victoria Market would therefore not substantively impact on the National Heritage values of the Queen Victoria Market National Heritage place.

Disruption to market operations and commercial viability.

The ongoing use and operations of the Queen Victoria Market is an important intangible attribute, that recognised within the response to Criterion (d) within the official National Heritage values statement. This peer review advice notes that the proposed action would significantly improve the operational viability of the Franklin Street Stores, would introduce a new public place (Market Square) and is likely to attract more people to the precinct.

Summary of Impacts

The *Significant Impact Guidelines 1.1* indicate that:

> *An action is likely to have a significant impact on the National Heritage values of a National Heritage place if there is a real chance or possibility that it will cause:*
>
> - *one or more of the National Heritage values to be lost*
> - *one or more of the National Heritage values to be degraded or damaged, or*
> - *one or more of the National Heritage values to be notably altered, modified, obscured or diminished.*

The proposed action, comprising construction of three mixed use towers and a low-rise civic building adjacent to the Queen Victoria Market, conversion the carpark into public open space, as Market Square, and conservation and adaptive re-use of the Franklin Street Stores would have the following effects on the official National Heritage values of the Queen Victoria Market National Heritage place:

Criterion C

- facilitate the long-term physical conservation of the sub-surface archaeological resources related to Old Melbourne Cemetery that lie beneath part of the affected site;
- allow future archaeological investigations;

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- not affect any of the ascribed National Heritage values related to research

potential. Having regard to the matters set out in *Significant Impact Guidelines 1.1:*

There would be no loss, degradation or damage, nor any alteration, modification, obscuring or diminishment of any National Heritage values ascribed under Criterion (c).

Criterion D

- conserve and adapt the remaining Franklin Street Stores in a manner that will facilitate their ongoing use and commercial viability;
- remove 15 bays of canopy from the southern side of the Franklin Street Stores, thereby reducing their integrity, but also contributing to a new Melbourne 'laneway', with minor impacts to the ascribed representative National Heritage values;
- enable interpretation of the history and significance of the Old Melbourne Cemetery and Queen Victoria Market National Heritage place and better connection between the Franklin Square Stores and other parts of the Queen Victoria Market;
- retain the distinctive character of Queen Victoria Market, in a manner whereby its important features remain readily recognizable;
- alter the setting of the Queen Victoria Market, particularly in views to the south, noting that these would continue to be towards a backdrop of high-rise buildings, but would not substantively affect the ascribed representative National Heritage values.

Having regard to the matters set out in *Significant Impact Guidelines 1.1:*

The proposed action includes removal of fabric from the Franklin Street stores and their conservation and refurbishment. However, these changes would not substantively alter the Queen Victoria Market National Heritage place in a manner that would be inconsistent with the National Heritage values ascribed under Criterion (d). The proposed activity would support the ongoing viability of the Franklin Street Stores.

The proposed action also includes the construction of four new buildings and Market Square within and adjacent to the Queen Victoria Market National Heritage place. These proposed developments would not substantively alter the Queen Victoria Market National Heritage place in a manner that would be inconsistent with the National Heritage values ascribed under Criterion (d), and although altering the setting of the Queen Victoria Market National Heritage place, would not cause the loss, of any National Heritage values ascribed under Criterion (d).

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Conclusion

Overall, the proposed action would have no effect on the National Heritage values of the Queen Victoria National Heritage place ascribed under criterion (c) and minor impact on National Heritage values ascribed under criterion (d) arising from proposed removal of some sections of canopy of the Franklin Street Stores. The proposed action would change in the setting of the Queen Victoria Market in views to the south, but would maintain its distinctive character, and would therefore not substantively impact on the National Heritage values of the Queen Victoria Market National Heritage place.

s. 22(1)(a)(ii)

s. 22(1)(a)(ii)

Director of Possibilities

Annexures

1. Official Values Statement: Queen Victoria Market National Heritage Place (Place ID 106277)
2. Schedule of Documents Consulted

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Annexure 1: Official Values Statement: Queen Victoria Market National Heritage Place (Place ID 106277)

Criterion C

The place has outstanding heritage value to the nation because of the place's potential to yield information that will contribute to an understanding of Australia's natural or cultural history.

The Queen Victoria Market is of national significance for its research potential as the site of the Old Melbourne Cemetery. As an early colonial multi-denominational and Aboriginal cemetery which represents the founding population of a major state capital, it offers rare potential for study into matters such as the diet, lifestyle, wealth, pathology and burial customs of the full cross-section of early Melbourne society.

The anticipated number of burials that remain at the site make it the largest single example of an early 19th century colonial cemetery in Australia, and in particular, one that contains a population not founded as a convict settlement. Although the site has been disturbed and a number of burials exhumed over time, numerous investigations have demonstrated that the level of disturbance is less than at comparable sites and that there is a relative prevalence of

complementary documentary evidence, making it the pre-eminent example of such a site in Australia.

Features expressing this value include but are not limited to the relatively undisturbed sub-surface remains within the footprint of the former Old Melbourne Cemetery, the results of earlier archaeological investigations and the existing burial records, particularly those held at St James Old Cathedral. The memorial to John Batman and the remaining section of the 1878 cemetery wall are significant as the only remaining above ground evidence of the Cemetery.

Criterion D

The place has outstanding heritage value to the nation because of the place's importance in demonstrating the principal characteristics of:

i. a class of Australia's natural or cultural places; or

ii. a class of Australia's natural or cultural environments.

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The Queen Victoria Market demonstrates the principal characteristics of a metropolitan produce market in nineteenth century Australia. Allocated as a market site since 1859 and formally opened as the Queen Victoria Market in 1878, the Market demonstrates the importance of fresh produce markets to Colonial settlements as a primary means of acquiring food at the time. The Market played an important role in the wholesale and later retail trade of meat, fruit and vegetables. It provided vital income for the colony, and opportunities for recently arrived migrants.

The Queen Victoria Market represents the important role fresh produce markets have played in the development of Australia as an urbanised nation in both the nineteenth and twentieth centuries, allowing the colonies to grow and prosper. It is representative of an era before major changes in transport, science and communications revolutionised the distribution of fresh produce in Australia's metropolitan areas. Developments such as refrigeration, the widespread use of cars and other modes of mass transport, electricity and improved hygiene have all influenced food distribution in Australia. While evidence of these changes can be seen in modern day market practices, the Queen Victoria Market still retains much of its original nineteenth century character.

The Queen Victoria Market is the only nineteenth century market to display all of the building typologies of a market of this time, and is the largest and most intact nineteenth century market in Australia. It continues to operate as a city produce and general market, and exhibits a high degree of social interaction, mixture of cultural experiences and authenticity in its practices, providing a tangible link to the Market's origins in the nineteenth century.

Features expressing these values include but are not limited to the collection of open sheds in upper and lower markets, enclosed market halls, stores and perimeter shops. Significant features of the market sheds include their open design to allow accessibility and circulation, absence of permanent stall structures, layout in regular row pattern flanked by laneways, and construction of post and beam system, with exposed triangulated trusses supporting a gabled roof (sheds A-E) or other original construction design (sheds F, K, L and M).

The enclosed Market Halls are significant as demonstrating another nineteenth century market building typology, and include the Meat Hall and Dairy Produce Hall. Specifically, the Classical façade of the Meat Hall with its regular pattern of brickwork and arch headed openings, as well as the rendered animal relief reflect the building's nineteenth century origins. The wide aisles and other elements of the Meat Hall demonstrating early butchery practice are also significant.

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Original twentieth century fittings and internal elements of the Dairy Produce Hall designed for food display, including the sawtooth roof form over the hall designed to enhance natural lighting through clerestory windows, vertically balanced sash shutters, unified wall tiling and marble counters are significant, and reflect the market's evolution into the twentieth century.

The Elizabeth Street and Victoria Street Shops are significant as demonstrating the nineteenth century principles associated with perimeter shops, while the Franklin Street Stores illustrate the utilitarian aspect of market buildings as well as the wholesale function of the Market in the early twentieth century. In relation to both the shops/terraces and stores, their uniformity of alignment in row pattern, consistency of features, orientation and original features such as shopfronts and verandahs, are all significant contributory attributes.

The remnant original gate with municipal emblem and Dairy Produce Hall arch are also significant as evidence of the nineteenth century origins and early twentieth century features of the Market, and the associated importance of food markets to society at this time.

The Market's continued operation as a produce market in its original location provides further representation of these values. The intangible and experiential qualities of the Market, including its distinctive character and open setting, cultural variety, liveliness and traditional interactions between customers and traders all contribute to the authenticity and readability of the site as a marketplace with its origins in the nineteenth century.

Source: Australian Heritage Database:
https://www.environment.gov.au/cgi-bin/ahdb/search.pl?mode=place_detail;place_id=106277

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Annexure 2: Schedule of Documents Consulted

Document Name / Content	Prepared by	PER Reference
Tower 1 Design Principles (August 2024)	NH Architecture	Appendix B
Tower 1 Drawing Set (January 2024): select drawings	NH Architecture	-
Tower 2 Design Principles (August 2024)	NH Architecture	Appendix C
Tower 2 Drawing Set (January 2024): select drawings	NH Architecture	-
Tower 3 Design Principles (August 2024)	NH Architecture	Appendix D
Tower 3 Drawing Set (April 2024): select drawings	NH Architecture	-
Queens Corner Building Design Principles (September 2024)	NH Architecture	-
Market Square Design Principles (September 2024)	Openwork	Appendix E
Market Square Landscape Design Report (July 2023)	Openwork	-
Market Square Drawing Set (June 2023)	Openwork	-
Franklin Street Stores Design Principles (September 2024)	KTA	Appendix F
Franklin Street Stores Schedule of Conservation Works (June 2023)	Lovell Chen	-
Franklin Street Stores Drawing Set (August 2024)	KTA	-
Franklin Street Stores Canopy Options (September 2024)	NH Architecture	Appendix H
Precinct Walkaround and Arrival Experience (September 2024)	NH Architecture	Appendix I
Urban Context (August 2024)	NH Architecture	-
Proposed Conditions Memorandum & Existing Conditions Memorandum	Extent Heritage	Appendix L

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Notification of proposed approval decision

Queen Victoria Market Southern Development Project, Melbourne, Victoria (EPBC 2024/09860)

[Proponent note: the following proposed changes to conditions of approval reflect matters outlined in the proponent's letter dated 13 June 2025 and supporting materials, which together form the proponent's response under s 131AA(1)(b) of the Act, for the purposes of section 131AA(6). The proponent would welcome the opportunity to further discuss the proposed conditions as reflected in the below changes, and the rationale for the changes, with the Minister and/or departmental officers, prior to the Minister's final decision.]

This decision is made under section 130(1) and 133(1) of the *Environment Protection and Biodiversity Conservation Act 1999* (EPBC Act). Note that section 134(1A) of the EPBC Act also applies to this approval. That provision provides, in general terms, that if the approval holder authorises another person to undertake any part of the Action, the approval holder must take all reasonable steps to ensure that the other person is informed of any conditions attached to this approval, and that the other person complies with any such conditions.

Proposed Approved Action

person to whom the approval is granted (approval holder)	Lendlease (Queen Victoria Markets) Head Developer Pty Limited ACN: 671419382
Action	To build three mixed use towers and a low-rise civic building adjacent to the Queen Victoria Market, convert the carpark within Queen Victoria Market into public open space and restore the Franklin Street Stores in preparation for their adaptive reuse. See EPBC Act referral 2024/09860

[Proposed] Approval decision

[proposed] decision	My decision on whether or not to approve the taking of the Action for the purposes of the controlling provision for the Action is as follows.	
	Controlling Provision	**Decision**
	National Heritage values of a national heritage place (section 15B and section 15C)	Approved
period for which the [proposed] approval has effect	This approval has effect until 31 December 2055.	
[proposed] conditions of approval	The approval is subject to conditions under the EPBC Act as set out in Annexure A.	

Annexure A

Note: Words and terms appearing in **bold** (excluding headings) have the meaning assigned to them at **Part C – Definitions**.

Part A – Avoidance, mitigation, and compensation conditions

IMPACT LIMITS

1) The approval holder must not **construct** outside of the **Action area**.

2) To avoid direct and indirect impacts to the Franklin Street Stores:

   a) The **footprint** of the **towers** at ground-level must be ~~at least 6 metres~~ outside the **Heritage Place boundary**.

   b) The approval holder must consult with Heritage Victoria to consider retention of a greater extent of the canopies of the **Franklin Street Stores** ~~than~~ shown in Figure 2.5 of the **Final Public Environment Report** ~~**must not be permanently removed**~~**.**

3) To minimise impacts to the heritage values of the **QVM**, the siting and overall form of the **Towers** must be generally in accordance with the Tower Plans at Attachment B~~the approval holder must submit a Final Tower Design Plan to the **department** for the approval of the **Minister**~~.

   ~~a) The approval holder must not commence **construction** of the **Towers** unless the **Minister** has approved the Final Tower Design Plan in writing.~~

   ~~b) The approval holder must commence implementing the approved Final Tower Design Plan once approved by the **Minister** and continue to implement the approved plan until the **completion of the Action.**~~

   ~~c) The Final Tower Design Plan must include:~~

      ~~i) Details of the size and position of each **tower**, including any proposed cantilevering, and discussion of descriptions of how the **towers** could obscure or otherwise impact on the heritage values of the **QVM.**~~

      ~~ii) Details of the architectural design of the **towers** and the visual amenity impacts of the proposed design on the heritage values of the **QVM.**~~

      ~~iii) Details of proposed car parking and **QVM** customer access.~~

4) To protect the archaeological remains within the **Old Melbourne Cemetery**, the approval holder must:

   a) Not excavate in the **Old Melbourne Cemetery.**

   b) Take measures to ensure there is no root incursion into the subsurface of the **Old**

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Melbourne Cemetery.

c) Implement the protections to the heritage values of the **Old Melbourne Cemetery** generally as described in section 5.2.1 of the **Final Public Environment Report**.

5) If the approval holder detects the presence of archaeological material related to the **Old Melbourne Cemetery** not previously identified in the referral or final **Public Environment Report** and likely to be affected by the Action, the approval holder must:

a) Notify the **department** in writing within 20 **business days** and provide a summary of the find, and if it's significant in relation to the heritage values of the **QVM**.

b) If requested by the **department**, provide within 30 business days of such a request, a report to the **department** explaining how the archaeological material will be managed to best protect the heritage values of the **QVM**.

6) ~~To mitigate impacts to the Franklin Street Stores, t~~The approval holder must provide a copy of the ~~undertake an~~ **archival quality photographic survey** of the Franklin Street Stores required under condition 13 of the heritage permit granted under Part 5 of the *Heritage Act 2017* ~~and provide a copy of the survey~~ to the **department** within 5 business days of completion of the survey. ~~prior to the commencement of **tower** construction or any modification of the Franklin Street Stores. The photographic survey must record the views of:~~

~~d) the entire length of the Franklin Street Store facades from multiple vantage points, including those that will be blocked or obscured by the Action;~~

~~e) all exterior spaces and details of the Franklin Street Stores, including canopies; and~~

~~f) all interior spaces and details of the Franklin Street Stores.~~

7) The approval holder must submit a Heritage Protection Plan for all works within the **Heritage Place Boundary** other than **Early Works** to the **department** for the **Minster's** approval.

a) The approval holder must not commence **construction** within the **Heritage Place Boundary** other than the **Early Works** unless the **Minister** has approved the Heritage Protection Plan in writing. **Early Works** must comply with relevant conditions of the heritage permit granted under Part 5 of the *Heritage Act 2017*.

b) The approval holder must commence implementing the approved Heritage Protection Plan once approved by the **Minister** and continue to implement the approved plan until the **completion of the Action**.

c) The Heritage Protection Plan must include:

i) Details of the conservation, adaptation and any other modifications to be undertaken to the material of, and materials within, the Franklin Street Stores.

ii) The final design of the **Jornung-Biik Laneway**.

iii) The final design of the Market Square including all landscaping and plantings, explaining how the design retains the open character of the **QVM** and avoids obscuring important views, and demonstrating how the connection between

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the Franklin Street Stores and the wider **QVM** precinct will be maintained.

iv) Details of how impacts to the intangible and experiential qualities (including distinctive character and open setting) of the **QVM** will be avoided and mitigated.

v) A table of commitments made in the plan to achieve the heritage outcomes, and a reference to exactly where these commitments are detailed in the plan.

8) The approval holder must submit a Heritage Interpretation Plan for ~~the Action~~ Market Square and the Franklin Street Stores to the **department** for the **Minster's** approval.

a) The approval holder must not open Market Square or Franklin Street Stores (post conservation works) to the public unless the **Minister** has approved the Heritage Interpretation Plan in writing.

b) The approval holder must commence implementing the approved Heritage Interpretation Plan once approved by the **Minister** and continue to implement the approved plan until the **completion of the Action**.

c) The Heritage Interpretation Plan must include interpretation of the National Heritage Values of the **QVM**, including:

i) Telling stories to visitors and market customers, focusing on creating meaningful and engaging experiences that foster understanding and appreciation of the **QVM** heritage values.

ii) Details of wayfinding and other permanent signage.

iii) How permanent archival photographs will be displayed.

iv) Ensuring the intangible and experiential qualities of the **QVM** will be preserved and improved.

v) A table of commitments made in the plan to achieve the heritage outcomes, and a reference to exactly where these commitments are detailed in the plan.

9) The Tenancy Design Guidelines required by condition 21 of the permit granted under ~~Division 4~~ Part 5 of the *Heritage Act 2017* (Vic) must be provided to the **department** once completed. ~~The Tenancy Design Guidelines must be enforced by the approval holder.~~

10) To minimise visual amenity impacts of the proposed Queens Corner Building on the heritage values of the **QVM**, the Queens Corner Building must be:

a) located wholly outside the **Heritage Place Boundary**; and

b) no more than 13 metres in height.

11) To minimise impact to the heritage values of the **QVM** from the Queens Corner Building, the approval holder must submit a Queens Corner Building Design Plan to the **department** for the **Minister's** approval. Once approved by the **Minister**, the plan must be implemented for the life of the approval.

a) The approval holder must not commence **construction** of the Queens Corner

Building unless the **Minister** has approved the Queens Corner Building Design Plan in writing.

b) The approval holder must commence implementing the approved Queens Corner Building Design Plan once approved by the **Minister** and continue to implement the approved Queens Corner Building Design Plan until the **completion of the Action**.

c) The Queens Corner Building Design Plan must include:

i) The proposed location and architectural design of the Queens Corner Building.

ii) An explanation of the visual amenity impacts to the heritage values of the **QVM**

heritage place.

iii) A demonstration of how the proposed architectural design of the Queens Corner Building is consistent with the principles in Table 2.2 of the **Final Public Environment Report**.

iv) A detailed summary of stakeholder engagement and public consultation that has been undertaken to inform the design of the Queens Corner Building.

12) In preparing the Heritage Protection Plan (under condition 7), Heritage Interpretation Plan (under condition 8), and Queens Corner Building Design Plan (under condition 11), the approval holder must:

a) Ensure each plan is prepared by a suitably qualified and experienced practitioner.

b) Consider the National Heritage management principles as set out in the Schedule 5B of the **EPBC Regulations**.

c) Prepare the document in consideration of the department's **Environmental Management Plan Guidelines**.

d) Consult with the Australian Heritage Council and include information about how the views of the Australian Heritage Council have been taken into account.

13) To minimise potential impacts to the continued viable operation of the **QVM** as a produce market, the approval holder must:

a) Provide public access to a minimum of 200 carparks in the existing at-grade carpark within the **Heritage Place Boundary** until at least 200 new carpark spaces created under the **towers** are available for public use.

b) Ensure access to functional storage capacity for market stallholders equivalent to or greater than the ~~current~~minimum utilised functional storage capacity of the **Franklin Street Stores** at the date of this approval, being 3.5 stores, prior to any loss of storage space from the **Franklin Street Stores**.

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c) Minimise and mitigate the impacts of construction of the action on the operation of the **QVM**, consistent with section 5.3.4 and 6.2 of the **final Public Environment Report**.

14) The Action must be undertaken in accordance with the relevant conditions of any permit

granted under ~~Division 4~~Part 5 of the *Heritage Act 2017* (Vic). ~~If such a permit expires or is otherwise not in affect, the approval holder must comply with the conditions included in the most recent version of the permit until such time as a new permit is granted under the *Heritage Act*.~~

SUBMISSION AND PUBLICATION OF PLANS

15) Wherever these conditions require the approval holder to submit any **plan** to the **department**, all such **plans** must be submitted to the **department** electronically.

16) Unless otherwise agreed to in writing by the **Minister**, the approval holder must publish each **plan** on the **website** within 15 **business days** of the date the **plan** is approved by the **Minister** in writing, if the **plan** requires the approval of the **Minister**.

17) The approval holder must keep all **plans** published on the **website**, in a format that is easily accessible and downloadable, from the first date which that **plan** must be published and until the expiry date of this approval. This requirement applies to all current and superseded versions of **plans**.

18) The approval holder is required to exclude or redact **sensitive biodiversity data** from any version of a **plan** before that **plan** is published on the **website** or otherwise provided to a member of the public. If **sensitive biodiversity data** is excluded or redacted from a **plan**, the approval holder must notify the **department** in writing what exclusions and redactions have been made in the version published on the **website**.

MODIFICATIONS TO STATE OR TERRITORY APPROVAL

19) The approval holder must notify the **department** in writing of any proposed change to the conditions of any permit under ~~Division 4~~Part 5 of the *Heritage Act 2017* that may relate to **protected matters** within 2 **business days** of formally proposing such a change and within 5 **business days** of becoming aware of any proposed change. Such notification must include a copy of the new conditions and showing what changes have been made.

20) The approval holder must notify the **department** in writing of any change to the conditions of approval under ~~Division 4~~ Part 5 of the *Heritage Act 2017* (Vic) that may relate to protected matters, within 5 **business days** of such a change to conditions coming into effect. Such notification must include a copy of the changed conditions of approval under ~~Division 4~~ Part 5 of the *Heritage Act* showing what changes have been made.

COMMENCEMENT OF THE ACTION

21) The approval holder must notify the **department** electronically of the date of **commencement of the Action**, within 5 **business days** following **commencement of the Action**.

22) The approval holder must not **commence the Action** later than 5 years after the date of this approval decision.

COMPLIANCE RECORDS

23) The approval holder must maintain accurate and complete **compliance records** and document the procedure for recording and storing **compliance records**.

24) If the **department** makes a request in writing, the approval holder must provide electronic copies of **compliance records** to the **department** within the timeframe specified in the request.

Note: Compliance records may be subject to audit by the **department**, or by an **independent auditor** in accordance with section 458 of the **EPBC Act**, and/or be used to verify compliance with the conditions. Summaries of the results of an audit may be published on the **department's** website or through the general media.

ANNUAL COMPLIANCE REPORTING

25) The approval holder must prepare a **compliance report** for each **Annual Compliance Report period** (**ACR period**).

26) The approval holder must ensure each **compliance report** includes:

a) accurate and complete details of compliance and any non-compliance with:

i) each condition attached to this approval decision,

ii) each condition imposed under the conditions attached to any permit issued under ~~Division 4~~Part 5 of the *Heritage Act 2017* (Vic), and

b) all commitments made in each **plan**,

c) a schedule of all **plans** in effect in relation to these conditions during the **ACR period**,

d) accurate and complete details of how each **plan** was implemented during the **ACR period**, and

e) if any **incident** occurred, accurate and complete details of each **incident**.

27) The approval holder must ensure each **compliance report** is completed to the satisfaction of the **Minister** and is consistent with the *Annual Compliance Report Guidelines*, Commonwealth of Australia 2023.

28) The approval holder must, within 20 **business days** following the end of each **ACR period**, in a format that is easily accessible and downloadable, publish on the **website**:

a) each **compliance report**, and

b) a **shapefile** showing all **clearing** of **protected matters**, and their habitat, undertaken within the **ACR period**.

29) The approval holder must:

a) Exclude or redact **sensitive biodiversity data** from each **compliance report** and **shapefile** published on the **website** or otherwise provided to a member of the public.

b) If **sensitive biodiversity data** is excluded or redacted from a version of a **compliance report** published or otherwise provided to a member of the public,

submit the full **compliance report** to the **department** within 5 **business days** of its publication on the **website** and notify the **department** in writing what exclusions and redactions have been made in the version published on the **website** or otherwise provided to a member of the public.

c) If **sensitive biodiversity data** is excluded or redacted from a version of a **shapefile** published or otherwise provided to a member of the public, submit the full **shapefile** to the **department** within 5 **business days** of its publication on the **website** and notify the **department** in writing what exclusions and redactions have been made in the version published on the **website** or otherwise provided to a member of the public.

30) The approval holder must notify the **department** electronically, within 5 **business days** of each date of publication that the **compliance report** has been published on the **website**. In this notification, the approval holder must provide the **department** with the web address for where the **compliance report** and related **shapefile** are published on the **website**.

31) The approval holder must keep each **compliance report** and related **shapefile** published on the **website** from the first date which that **compliance report** must be published and until the expiry date of this approval.

Note: Compliance reports may be published on the **department's** website.

REPORTING NON-COMPLIANCE

32) The approval holder must notify the **department** electronically, within 2 **business days** of becoming aware of any **incident**. The approval holder must specify in each notification:

a) any condition or commitment made in a **plan** which has not been, or may have not been, complied with,

b) a short description of the **incident**, and

c) the location (if applicable, including co-ordinates), date and time of the **incident**.

33) The approval holder must provide to the **department** in writing, within 12 **business days** of becoming aware of an **incident**, the details of that **incident**. The approval holder must specify:

a) all corrective measures and investigations which the approval holder has already taken in respect of the **incident**,

b) the potential impacts of the **incident**,

c) the method and timing of any corrective measures that the approval holder proposes to undertake to address the **incident**, and

d) any variation of these conditions or revision of a **plan** that will be required to prevent recurrence of the **incident** and/or to address its consequences.

INDEPENDENT AUDIT

34) The approval holder must ensure that an **independent audit** of compliance with the conditions

is conducted for every **audit period**.

35) The approval holder must submit details of the proposed **independent auditor** and their qualifications to the **department** within 10 **business days** following the end of each **audit period**.

36) The approval holder must ensure the scope of each **independent audit** is sufficient to determine the compliance status for each condition of approval, and each commitment made in each **plan**.

37) The approval holder must ensure the criteria for each **independent audit** and the undertaking of each **independent audit** are consistent with the **Independent Audit and Audit Report Guidelines**.

38) The approval holder must submit an **audit report** to the **department** for written agreement from the **department** within 3 months following the end of each **audit period**, or as otherwise directed by the **Minister** in writing.

39) The approval holder must ensure each **audit report** is completed to the satisfaction of the **Minister** and is consistent with the **Independent Audit and Audit Report Guidelines** to the extent that the **Independent Audit and Audit Report Guidelines** are consistent with these conditions.

40) The approval holder must publish each **audit report** on the **website**, in a format that is easily accessible and downloadable, within 10 **business days** of the date the **department** agrees to that **audit report** in writing.

41) The approval holder must notify the **department** within 5 **business days** of the date the **audit report** is published on the **website**. In this notification, the approval holder must provide the **department** with the web address for where the **audit report** is published on the **website**.

42) The approval holder must keep each **audit report** published on the **website** from the first date which that **audit report** must be published and until the expiry date of this approval.

COMPLETION OF THE ACTION

43) Within 20 **business days** after the **completion of the Action**, and, in any event, at least 20 **business days** prior to the expiry date of this approval, the approval holder must notify the **department** electronically of the date of **completion of the Action** and provide **completion data**. The approval holder must submit any spatial data that comprises **completion data** as a **shapefile**.

44) The approval holder must notify the **department** electronically at least 60, but not more than 70, **business days** prior to the expiry date of this approval, that the approval is due to expire.

Note: Section 145C of the **EPBC Act** entitles the approval holder to request an extension to the period of effect of this approval.

Part C – Definitions

Words and terms appearing in **bold** (excluding headings) have the meaning assigned to them in the list below:

Action area means the location of the Action, represented in Attachment A ~~by the zones enclosed by the black solid line and shaded with black hatched lines and designated 'QVM Southern Development Project Area'~~.

Annual Compliance Report period or **ACR period** means each subsequent 12-month period following the date of this approval decision until the expiry date of this approval, unless otherwise specified in writing by the **Minister**.

Archival photo(s) means any relevant archival photographs including those taken as part of the **Archival quality photographic survey**.

Archival quality photographic survey means a photographic survey undertaken in accordance with the Heritage Victoria Technical Note *Specification for submission of archival photographic records* (2019).

Audit period means each subsequent five-year period following the **commencement of the Action** until the expiry date of this approval unless otherwise specified in writing by the **Minister**.

Audit report means a written report of an **independent audit**.

Biodiversity data means 'biodiversity data' as described in the *Policy on Accessing and Sharing Biodiversity Data*, Commonwealth of Australia 2024.

Business day means a day that is not a Saturday, a Sunday, or a public holiday in Victoria.

Commence the Action or **commences the Action** means the first instance of any on-site **clearing**, **construction** or other physical activity associated with the Action, but does not include minor physical disturbance necessary to:

- Undertake pre-clearance surveys or monitoring programs.
- Install signage and/or temporary fencing to prevent unapproved use of the **Action area**, so long as the signage and/or temporary fencing is located where it does not **harm** any **protected matter**.
- Protect environmental and property assets from fire, weeds, and feral animals, including use of existing surface access tracks.
- Install temporary site facilities for persons undertaking pre-commencement activities so long as these facilities are located where they do not **harm** any **protected matter**.

Commencement of the Action means the date on which the approval holder **commences the Action**.

Completion data means an environmental report and spatial data clearly detailing how the conditions of this approval have been met.

Completion of the Action means the date on which all activities associated with the approved Action, other than those which provide compensation for the impacts of the Action, have permanently ceased and/or been completed.

Compliance records means all documentation or other material in whatever form required to demonstrate compliance with these conditions of approval (including compliance with commitments made in **plans**) in the approval holder's possession, or that are within the approval holder's power to obtain lawfully.

Compliance report means a written report of compliance with, and fulfilment of, these conditions (including compliance with commitments made in **plans**).

Construction means:

- the erection of a building or structure that is, or is to be, fixed to the ground and wholly or partially fabricated on-site,
- the alteration, maintenance, repair or demolition of any building or structure,
- any work which involves breaking of the ground (including pile driving) or bulk earthworks,
- the laying of pipes and other prefabricated materials in the ground, and
- any associated excavation work.

Construction does not include the installation of temporary structures, fences, bollards, barriers or signage. **Construction** does not include conducting archaeological surveys.

Department means the Australian Government agency responsible for administering the **EPBC Act**.

Early Works means works associated with site establishment, basement excavation and formation of the perimeter basement retention structure for the **Towers**, including the removal of the southern canopy to the **Franklin Street Stores** and provision for future service connections.

Environmental Management Plan Guidelines means the *Environmental Management Plan Guidelines*, Commonwealth of Australia 2024.

EPBC Act means the *Environment Protection and Biodiversity Conservation Act 1999* (Cth).

EPBC Act Regulations means the *Environment Protection and Biodiversity Conservation Regulations 2000* (Cth).

Final Public Environment Report means the finalised Public Environment Report for the action under the assessment under Part 8 of the EPBC Act.

Footprint means the ~~above~~ ground-level extent of a fully enclosed building ~~at all levels~~.

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Franklin Street Stores means the buildings represented in Attachment A.

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Harm means to cause any measurable direct or indirect disturbance or deleterious change as a result of any activity associated with the Action.

Heritage Place Boundary is the boundary of **QVM** is specified in the Notice of inclusion in the National Heritage List, and represented in the map published on the **department**'s website by the red line designated 'Final boundary' at: https://www.dcceew.gov.au/sites/default/files/env/pages/925b5fcb-86dc-46b9-bcdb-08a0fbc90e33/files/queen-victoria-market-location-map.pdf

Incident means any:

- event which has the potential to, or does, **harm** any **protected matter**,
- potential non-compliance with these conditions, including the administrative requirements,
- actual non-compliance with these conditions, including the administrative requirements,
- potential non-compliance with one or more commitment made in a **plan**, and/or
- actual non-compliance with one or more commitment made in a **plan**.

Independent audit means an audit, conducted by an **independent auditor**, of compliance with and fulfilment of these conditions and the commitments made in **plans**, objectively evaluated against the audit criteria developed by the **independent auditor**, in accordance with the **Independent Audit and Audit Report Guidelines** to the extent that the **Independent Audit and Audit Report Guidelines** are consistent with these conditions.

Independent Audit and Audit Report Guidelines means the *Environment Protection and Biodiversity Conservation Act 1999 Independent Audit and Audit Report Guidelines*, Commonwealth of Australia 2019.

Independent auditor means a person, or firm, who:

- does not have any individual, financial*, employment* or family affiliation or any conflicting interests with the Action, the approval holder or the approval holder's staff, representatives, or associated persons,
- has demonstrated experience in undertaking government-regulated environmental compliance audits, and
- holds relevant professional qualifications and accreditations.

*Other than for the purpose of undertaking the role for which the person, or firm, is required.

Jornung-Biik Laneway means the proposed new laneway, to be an east-west public lane known as Jornung-Biik which is to be located between Towers 1 and 2 and the Franklin Street Stores.

Minister means the Australian Government Minister administering the **EPBC Act**, including any delegate thereof.

Market Square means the square represented in Attachment A.

Old Melbourne Cemetery means the former cemetery represented in Attachment A ~~by the area enclosed by the red line, designated 'CHMP 14125 – Former Old Melbourne Cemetery (Zone 1)'~~.

Plan means any action management plan or strategy that the approval holder is required by these conditions to implement.

Protected matter means a matter protected under a controlling provision in Part 3 of the **EPBC Act** for which this approval has effect.

Queens Corner Building means the building represented in Attachment A.

QVM means the National Heritage listed place Queen Victoria Market, included in the National Heritage List on 23 July 2018.

Sensitive biodiversity data means **biodiversity data** which, if released, published or otherwise exposed, may result in **harm** to the relevant **protected matter** as a result of the intentional or unintentional misuse of that **biodiversity data**.

Shapefile means location and attribute information about the Action provided in an Esri shapefile format containing:

- '.shp', '.shx', '.dbf' files,
- a '.prj' file which specifies the projection or geographic coordinate system used, and
- an '.xml' metadata file that describes the shapefile for discovery and identification purposes.

Towers means Towers 1, 2 and 3 generally in accordance with the Tower Plans in Attachment B ~~which are proposed to be constructed in the area marked as 'Area 7' and shaded in yellow in Attachment A~~.

Website means a set of related web pages located under a single domain name attributed to the approval holder and available to the public.

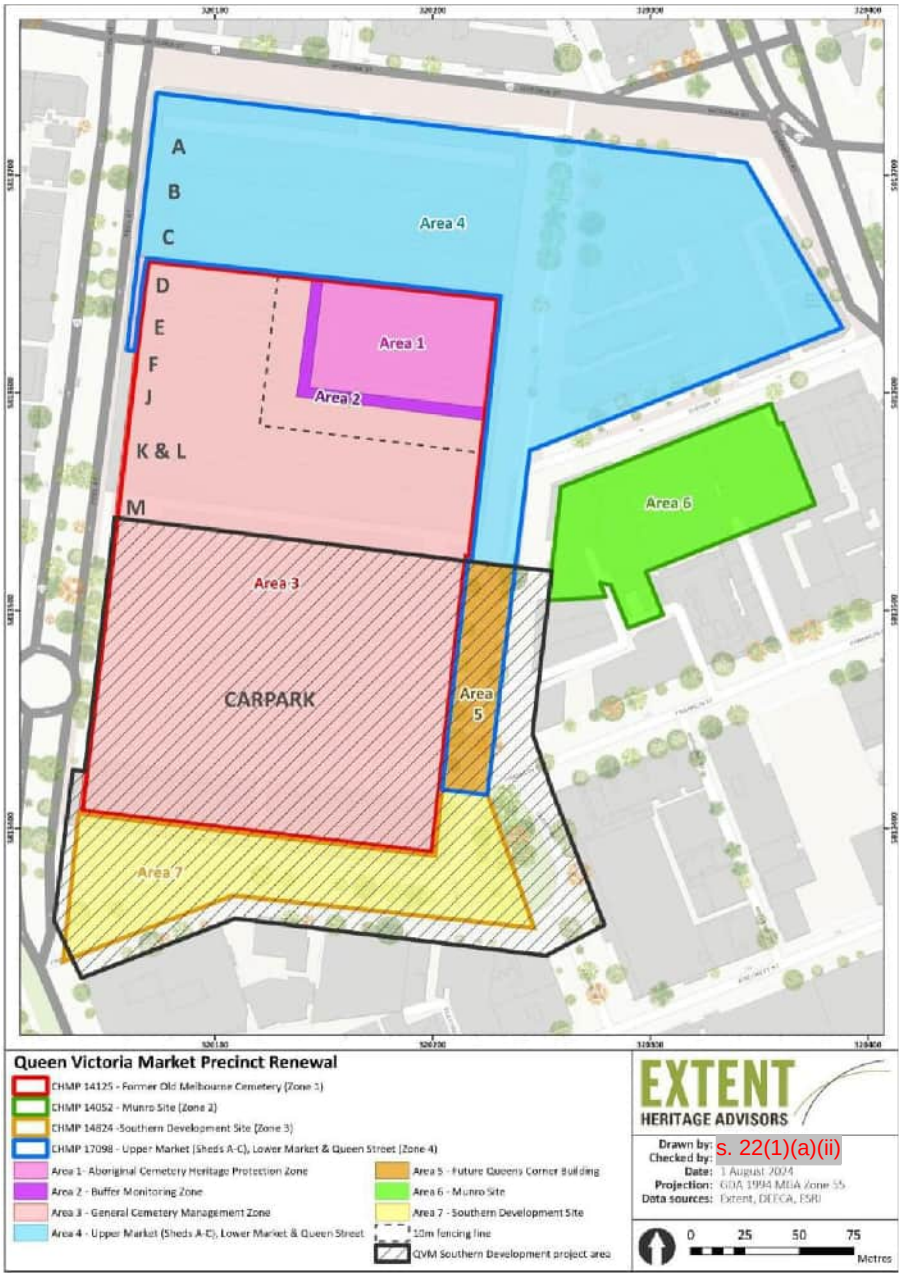
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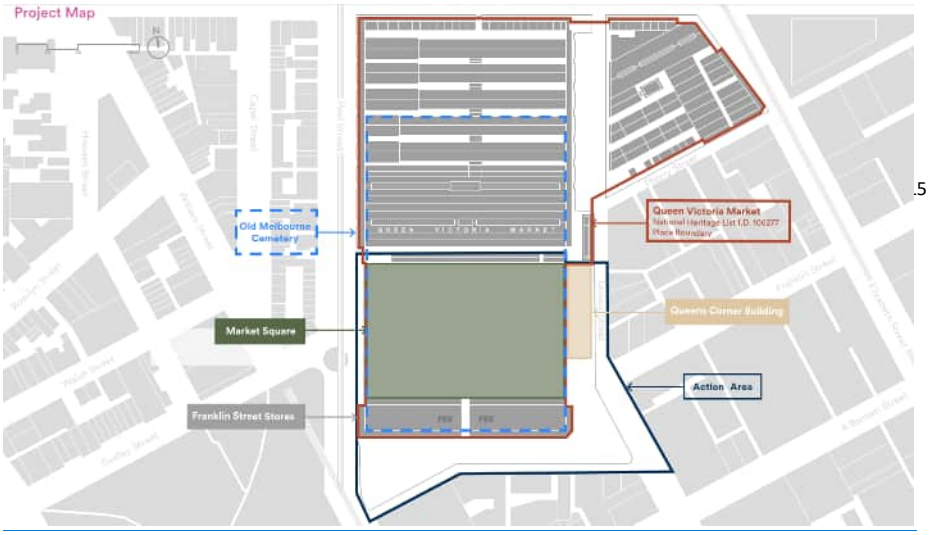
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Attachments

Attachment A: Project map


A
B
C
D
E
F
J
K & L
M
Area 4
Area 1
Area 2
Area 6
Area 3
CARPARK
Area 5
Area 7
Queen Victoria Market Precinct Renewal
CHMP 14125 - Former Old Melbourne Cemetery (Zone 1)
CHMP 14052 - Munro Site (Zone 2)
CHMP 14824 -Southern Development Site (Zone 3)
CHMP 17098 - Upper Market (Sheds A-C), Lower Market & Queen Street (Zone 4)
Area 1 - Aboriginal Cemetery Heritage Protection Zone
Area 2 - Buffer Monitoring Zone
Area 3 - General Cemetery Management Zone
Area 4 - Upper Market (Sheds A-C), Lower Market & Queen Street
Area 5 - Future Queens Corner Building
Area 6 - Munro Site
Area 7 - Southern Development Site
10m fencing line
QVM Southern Development project area
EXTENT
HERITAGE ADVISORS
Drawn by:
Checked by:
Date: 1 August 2024
Projection: GDA 1994 MGA Zone 55
Data sources: Extent, DECCA, ESRI
0 25 50 75
Metres

s. 22(1)(a)(ii)


Project Map
Old Melbourne Cemetery
Queen Victoria Market
Market Square
Queens Corner Building
Action Area
Franklin Street Stores

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Attachment B: Tower Plans

LEX 83484

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DRAWING LIST - EPBC

Sheet Prefix	Sheet Number	Sheet Name
NHA-	ASK-000	COVER SHEET - EPBC
NHA-	ASK-100	OVERALL LAYOUT PLAN - LEVEL GR
NHA-	ASK-101	OVERALL LAYOUT PLAN - LEVEL 01
NHA-	ASK-102	OVERALL LAYOUT PLAN - LEVEL 02
NHA-	ASK-103	OVERALL LAYOUT PLAN - LEVEL 03
NHA-	ASK-104	OVERALL LAYOUT PLAN - LEVEL 04
NHA-	ASK-105	OVERALL LAYOUT PLAN - LEVEL 05
NHA-	ASK-106	OVERALL LAYOUT PLAN - LEVEL 06 & ABOVE
NHA-	ASK-200	TOWER 1 - BUILDING SECTION 1 & 2
NHA-	ASK-201	TOWER 1 - BUILDING SECTION 3
NHA-	ASK-202	TOWER 2 - BUILDING SECTION 4 & 5
KTA-	ASK-203	TOWER 3 - BUILDING SECTION

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REV.	DETAILS	DATE
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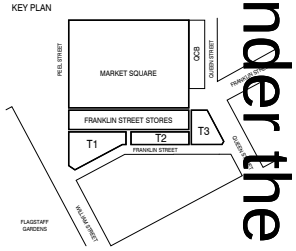
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



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PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

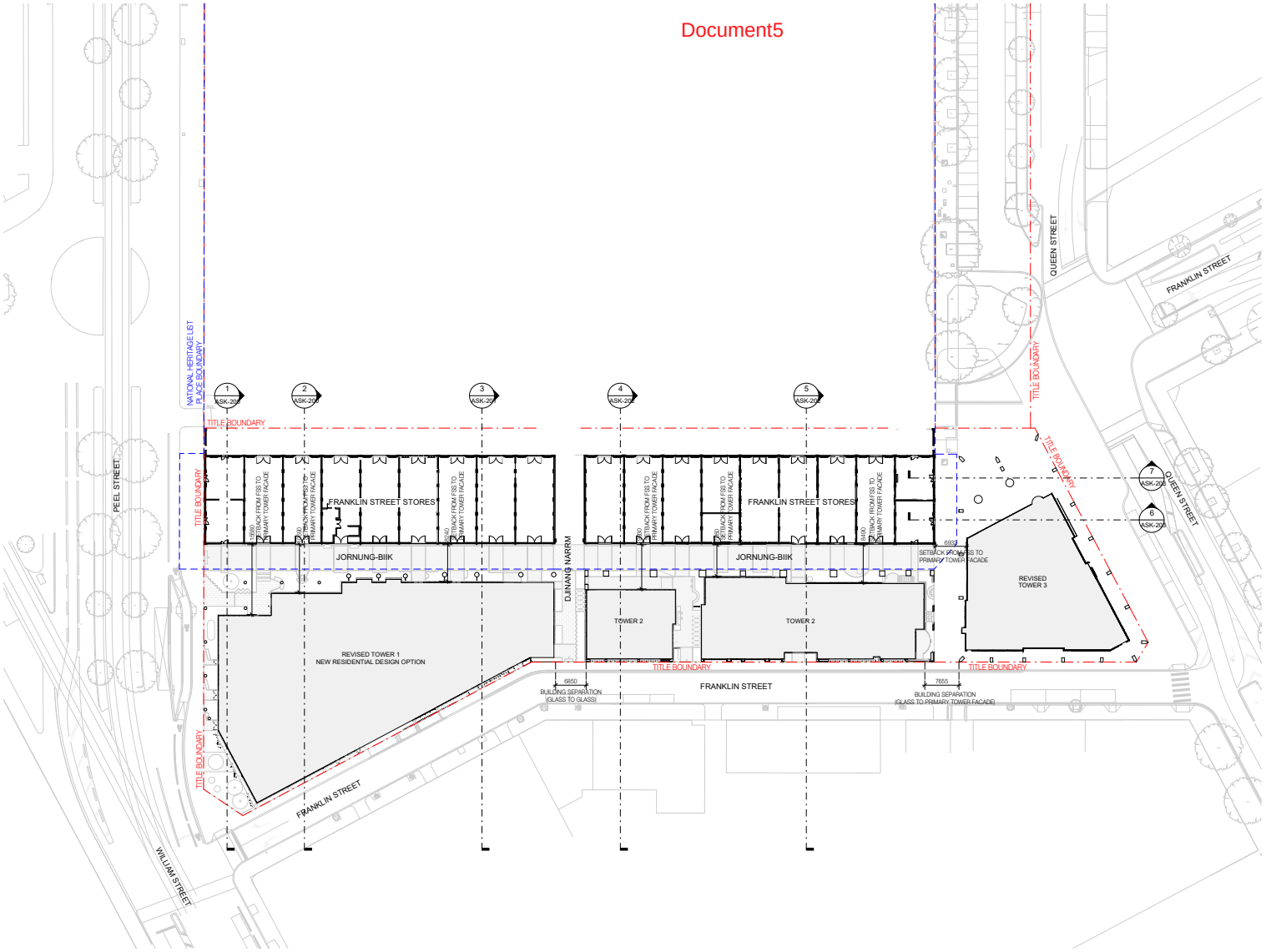
COVER SHEET - EPBC

DRAWING No.	REVISION
NHA-ASK-000	1

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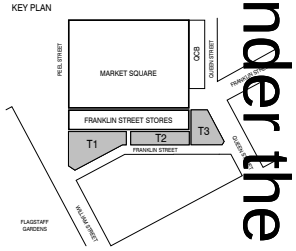
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



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PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL GR

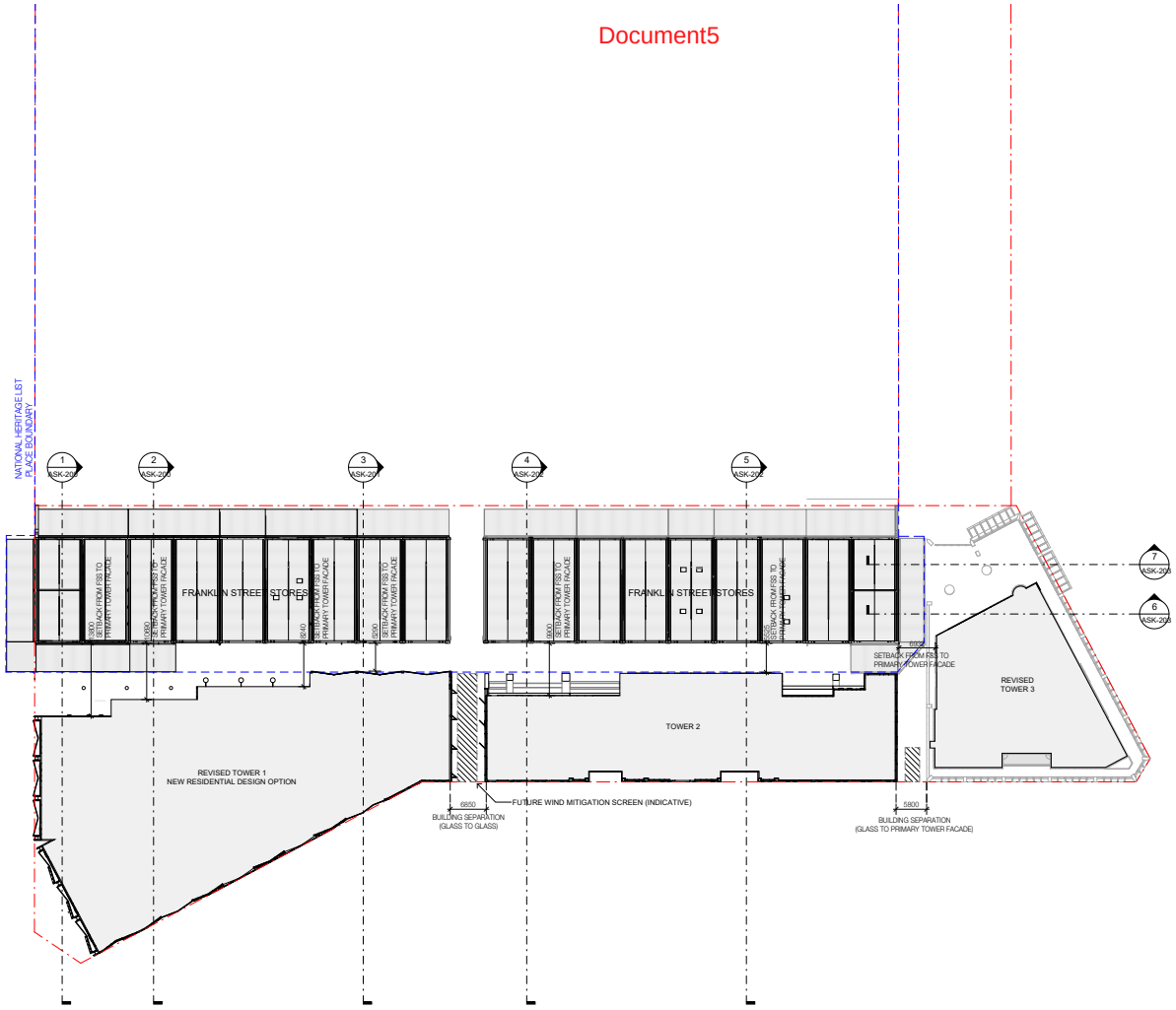
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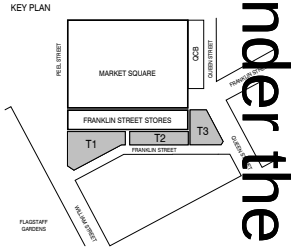
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KEY PLAN



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PROJECT NAME
QVM Southern Development Site

PROJECT No.
200032

STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 01

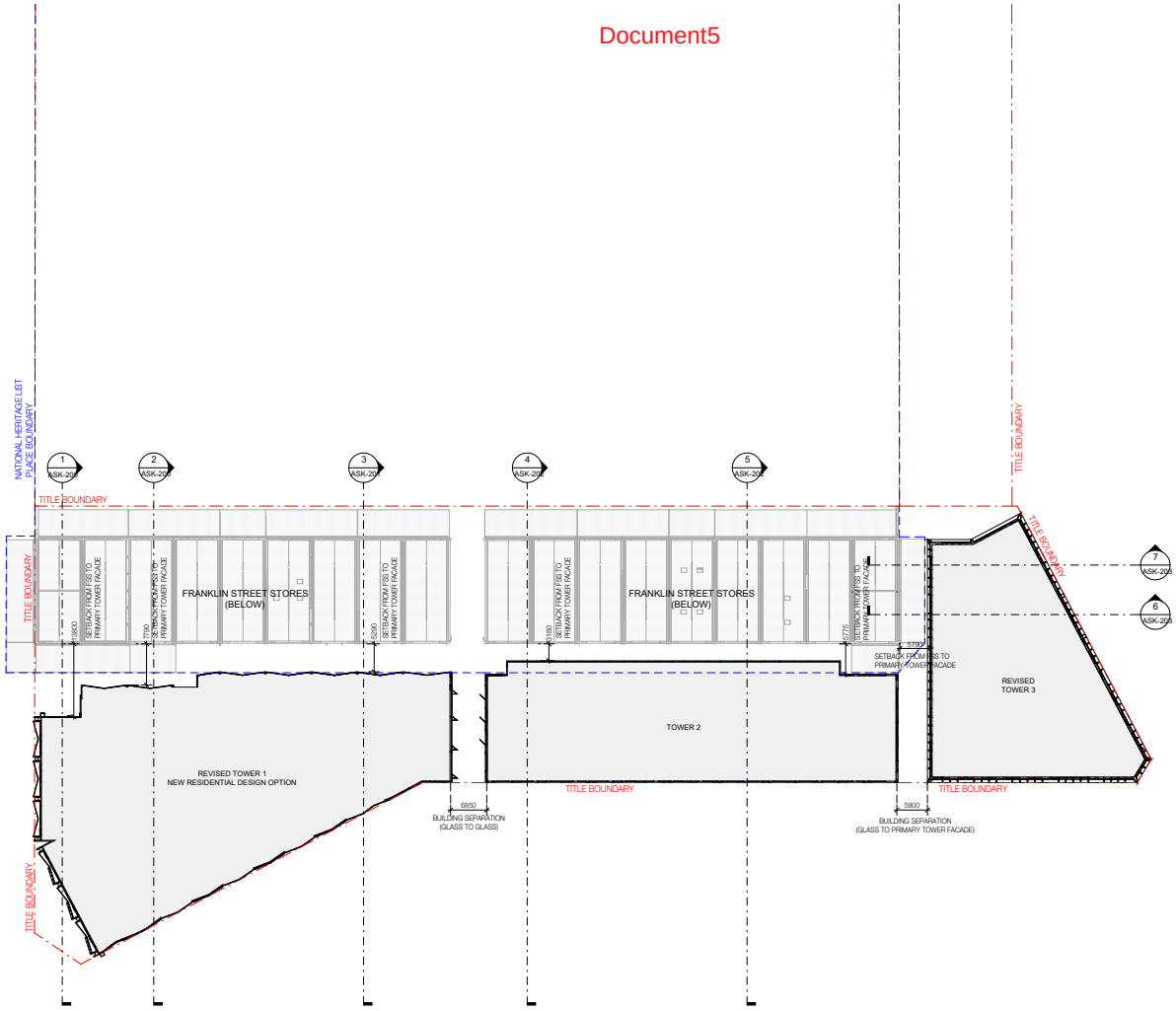
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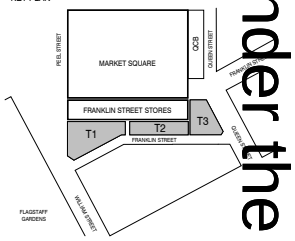
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NH Architecture

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KEY PLAN



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PROJECT NAME
QVM Southern Development Site

PROJECT No.
200032

STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 02

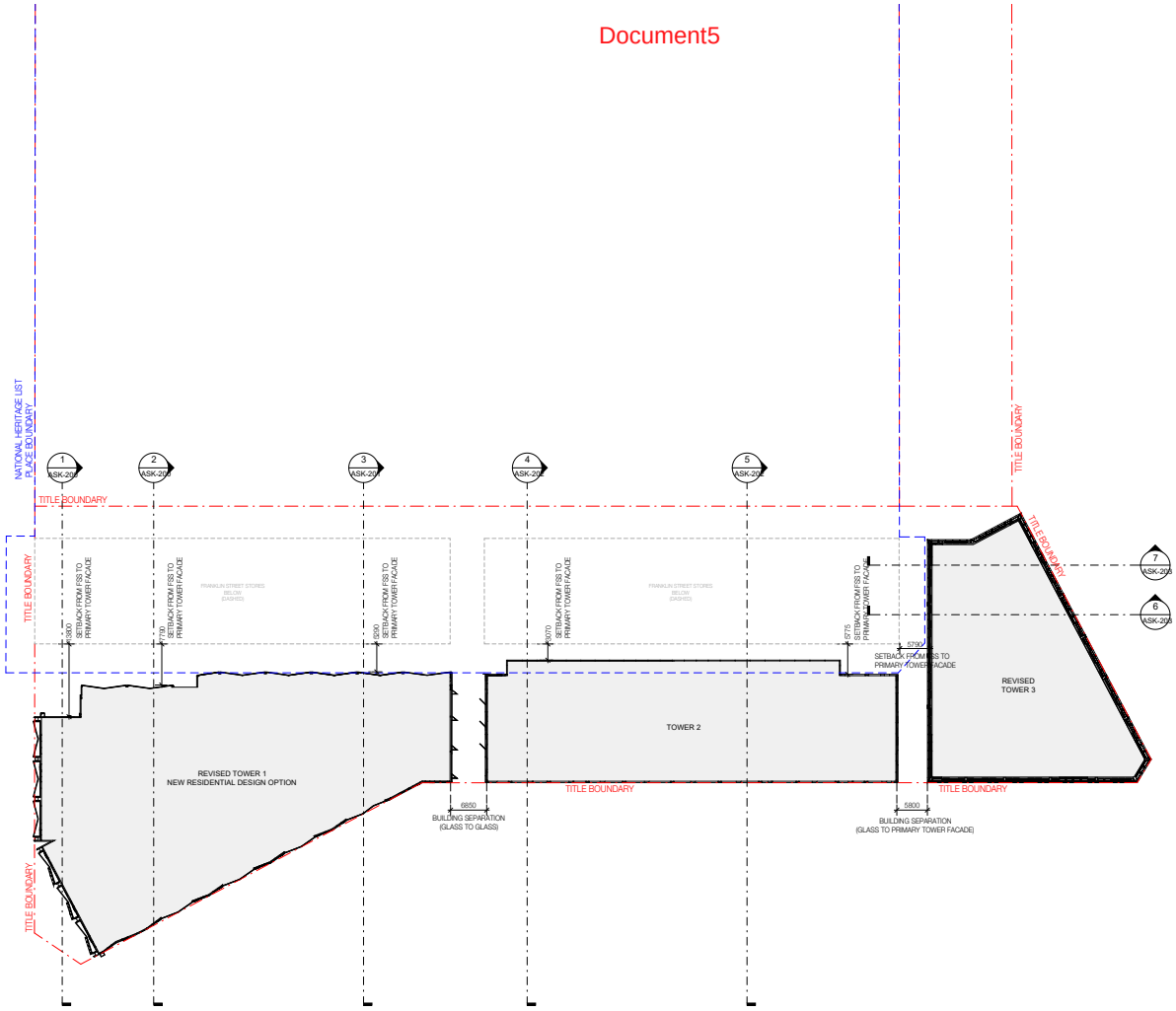
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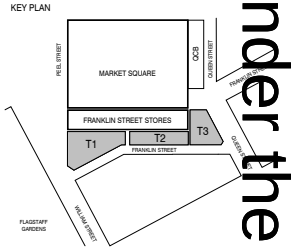
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



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PROJECT NAME
QVM Southern Development Site

PROJECT No.
200032

STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

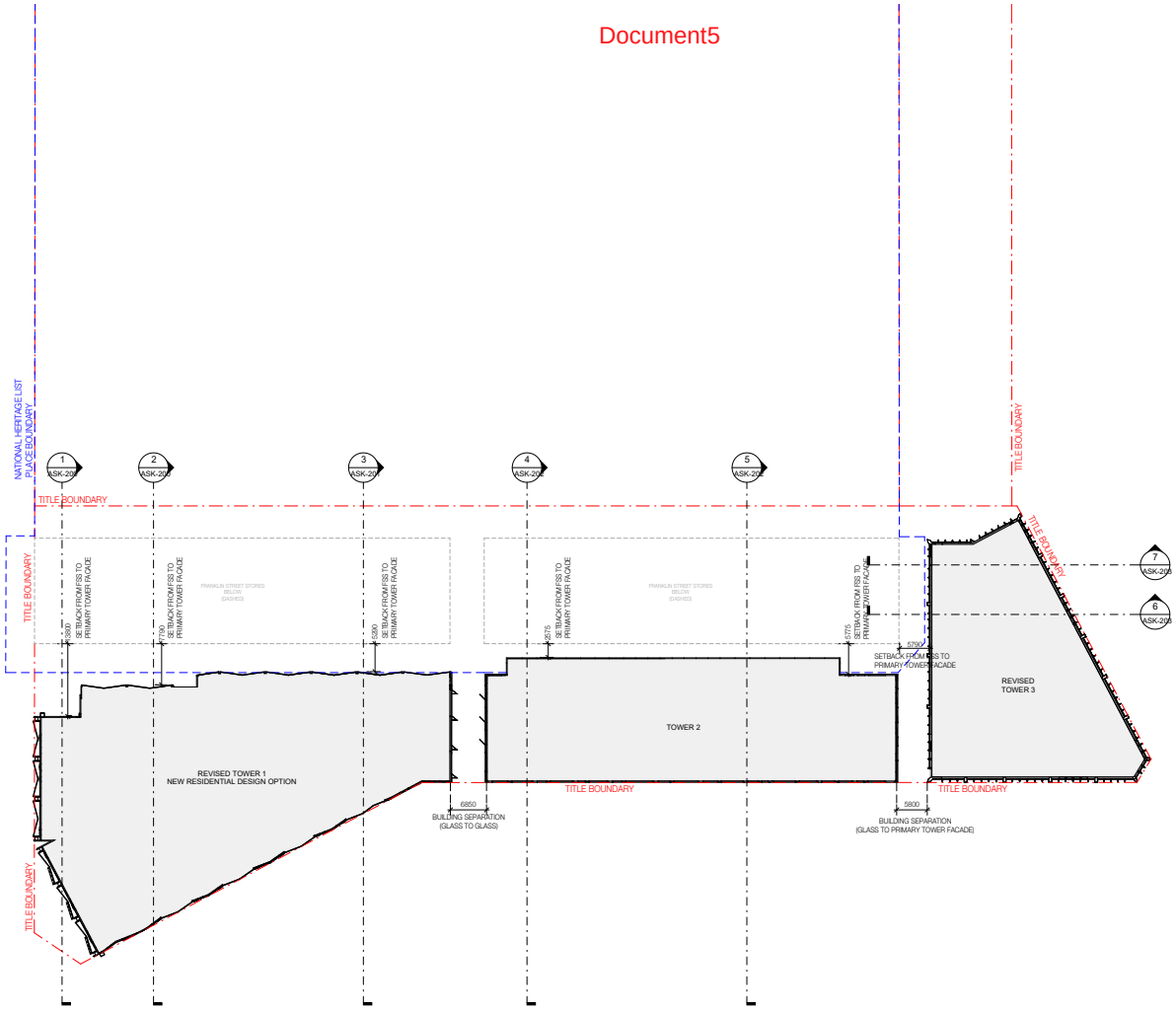
DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 03

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NHA-ASK-103 | 1

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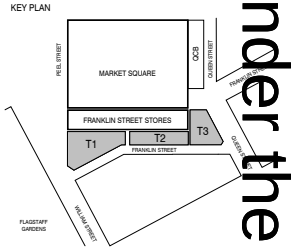
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NH Architecture

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KEY PLAN



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JM	NH	1 : 500	

PROJECT NAME
QVM Southern Development Site

PROJECT No.
200032

STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

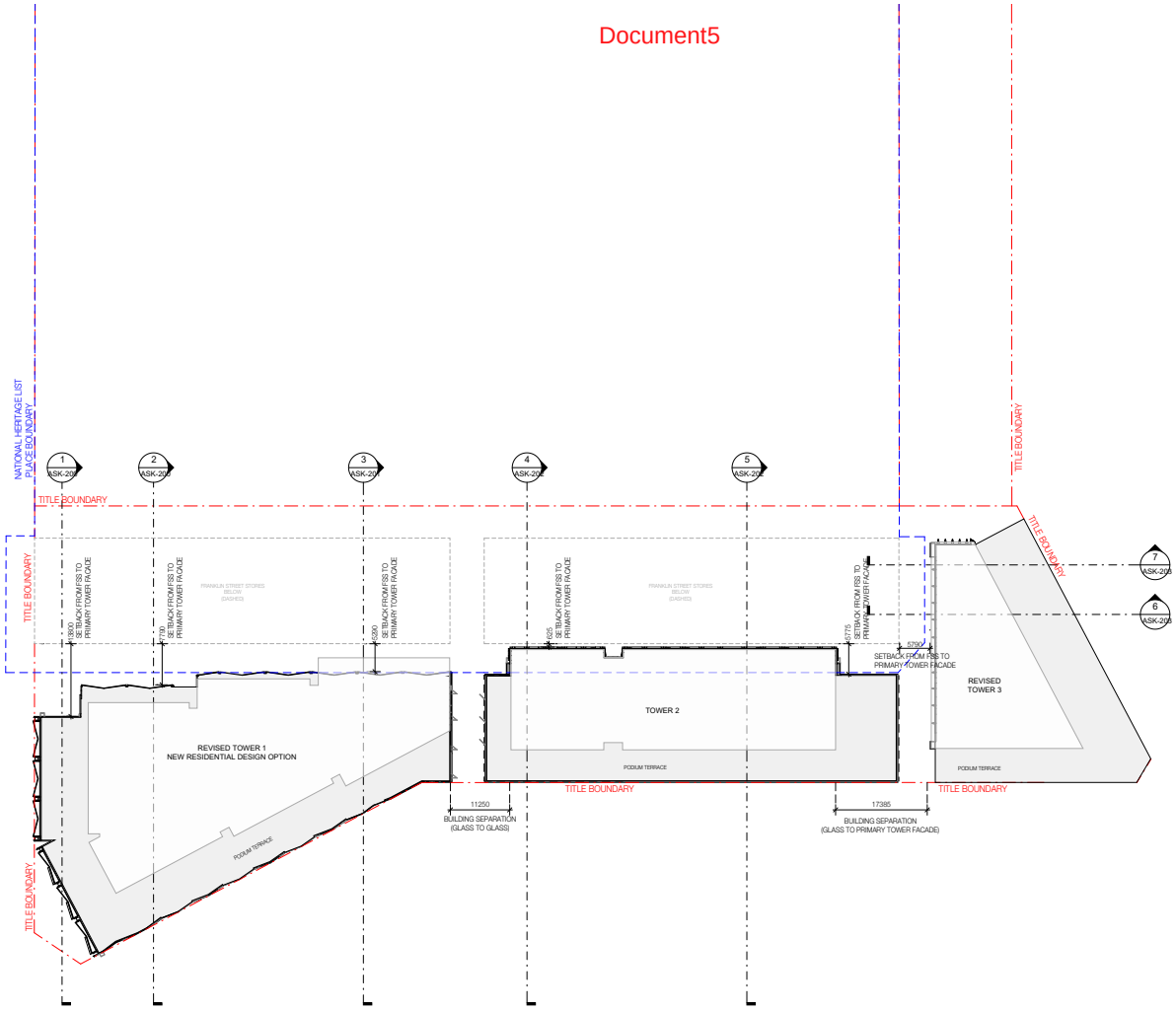
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OVERALL LAYOUT PLAN - LEVEL 04

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NHA-ASK-104 | 1

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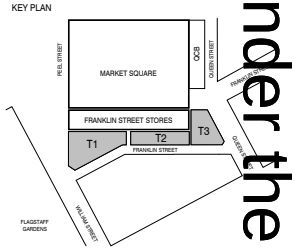
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



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JM	NH	1 : 500	

PROJECT NAME
QVM Southern Development Site

PROJECT No.
200032

STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

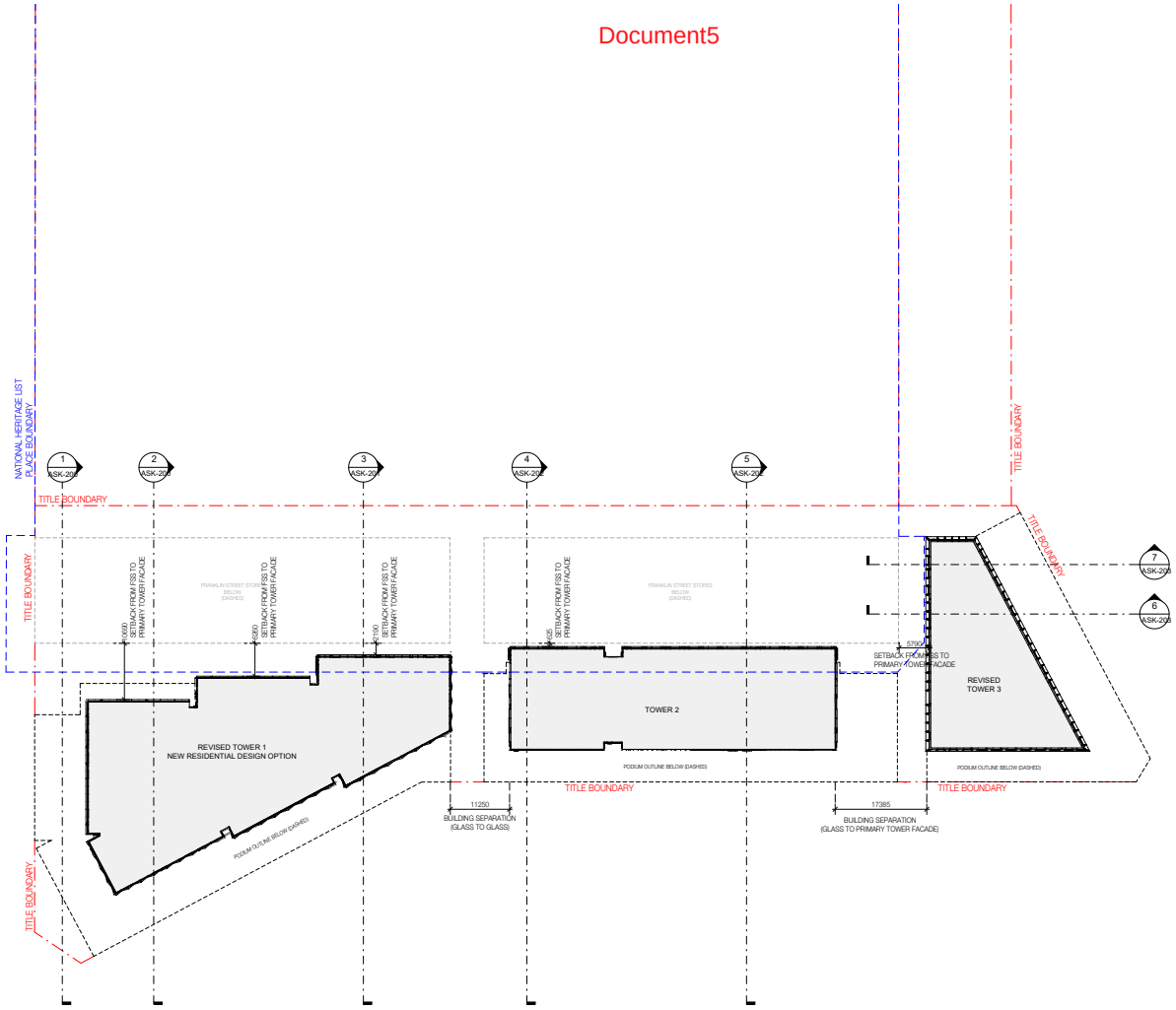
DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 05

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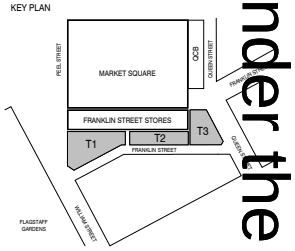
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



DRAWN	CHECKED	SCALE @A1	NORTH
JM	NH	1 : 500	

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

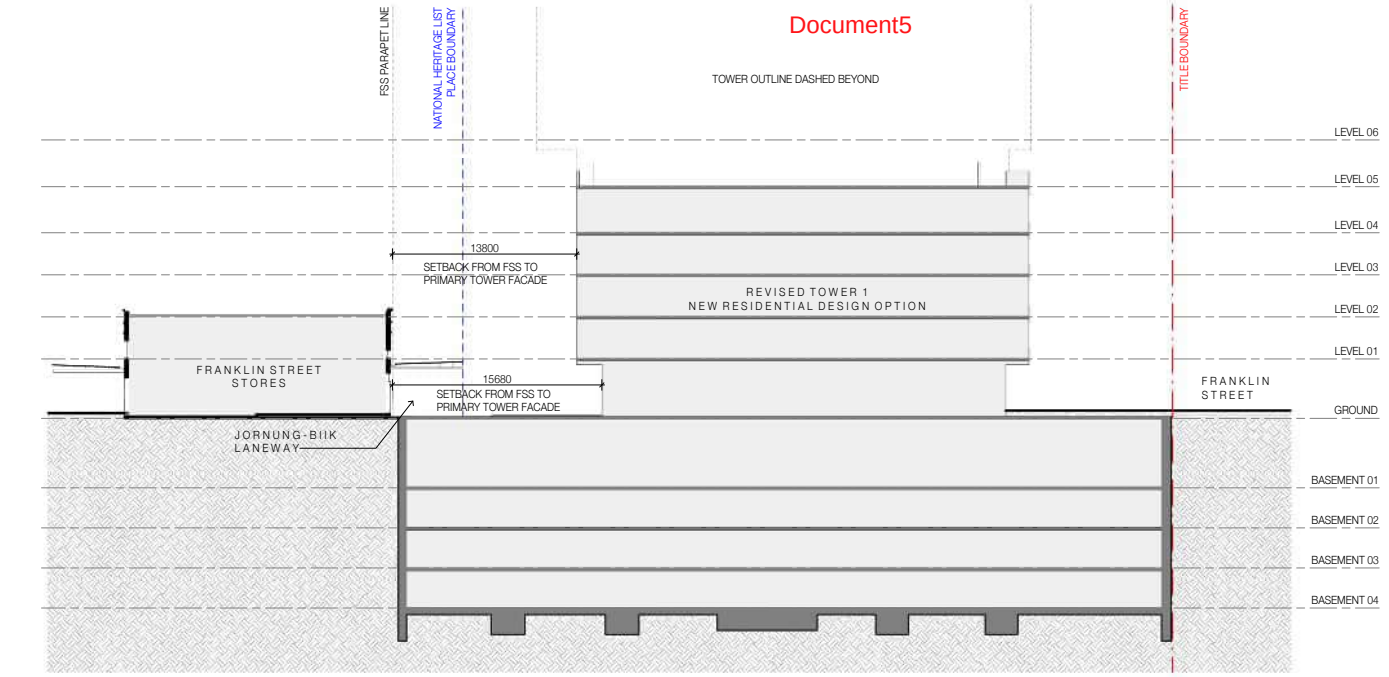
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DRAWING No. | REVISION

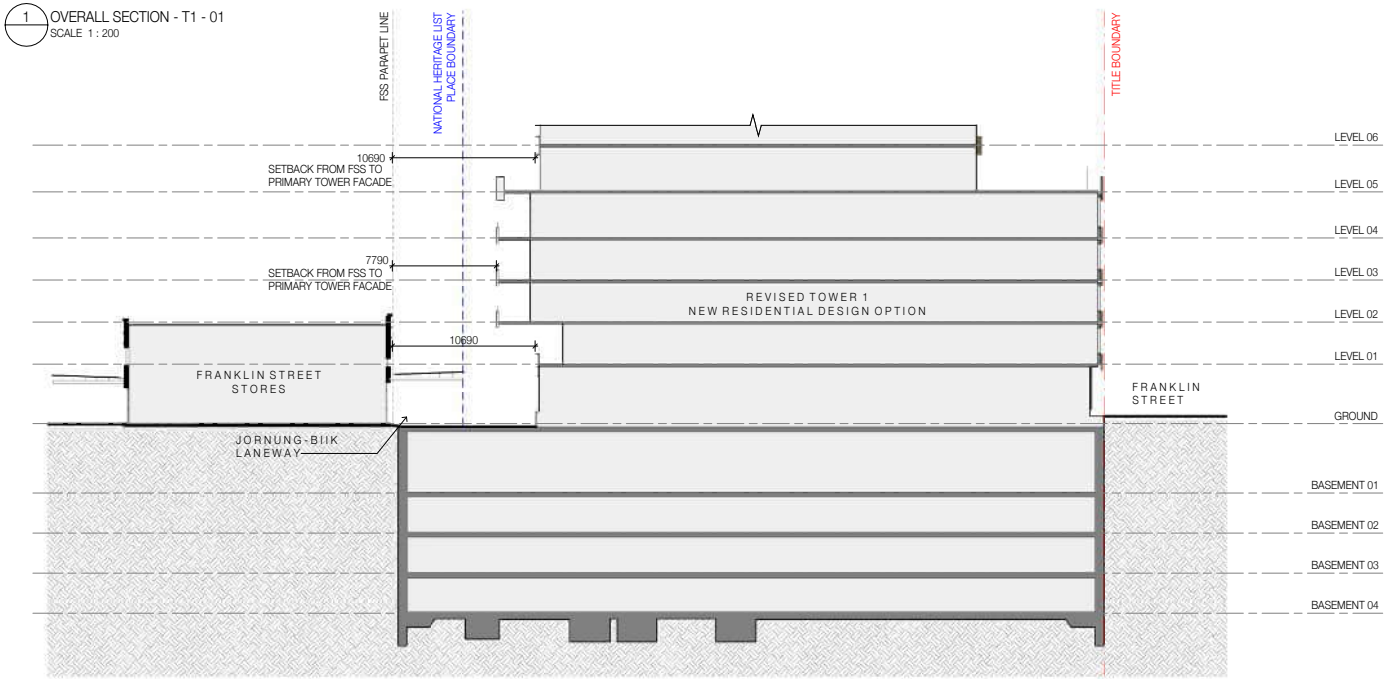
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1 OVERALL SECTION - T1 - 01
SCALE 1 : 200



2 OVERALL SECTION - T1 - 02
SCALE 1 : 200

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REV.	DETAILS	DATE
1	FOR INFORMATION	13.06.2025

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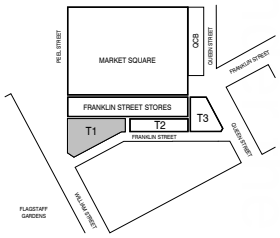
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NH Architecture

Jackson Clements Burrows

OPENWORK

KEY PLAN



0 2 4 6 8 10m 20m
1:200

DRAWN	CHECKED	SCALE @A1
JM	NH	1 : 200

PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.
200032

STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

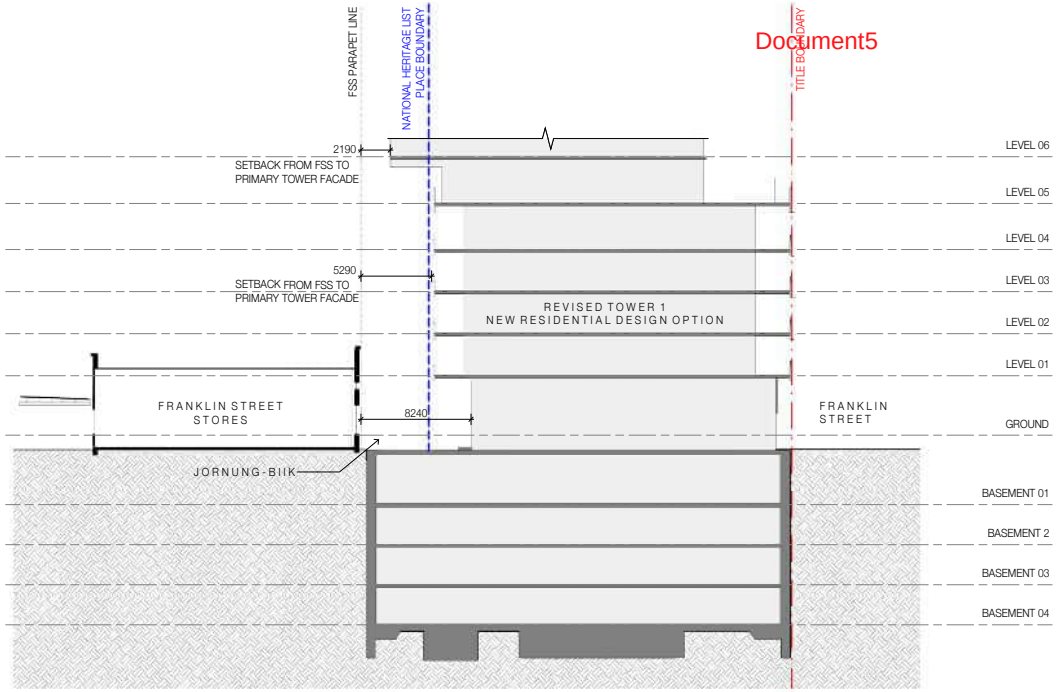
DRAWING TITLE
TOWER 1 - BUILDING SECTION 1 & 2

DRAWING No.
NHA-ASK-200

REVISION
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3 OVERALL SECTION - T1 - 03
SCALE 1 : 200

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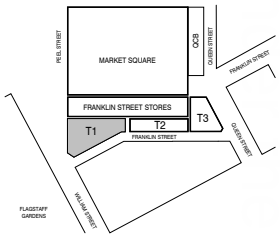
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NH Architecture

Jackson Clements Burrows

OPENWORK

KEY PLAN



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DRAWN	CHECKED	SCALE @A1
JM	NH	1 : 200

PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.
200032

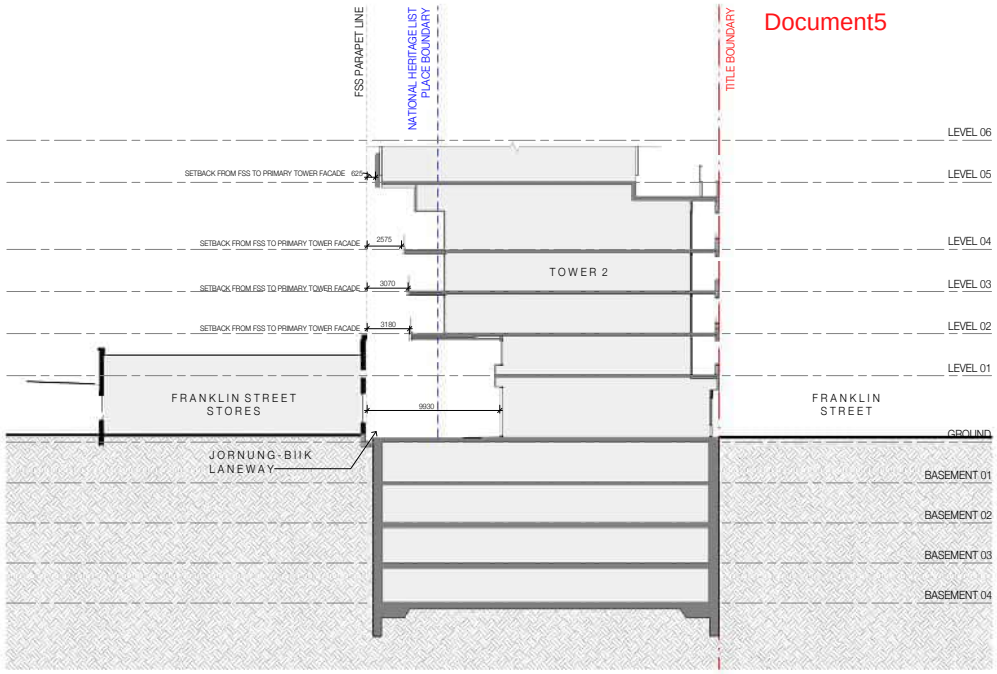
STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
TOWER 1 - BUILDING SECTION 3

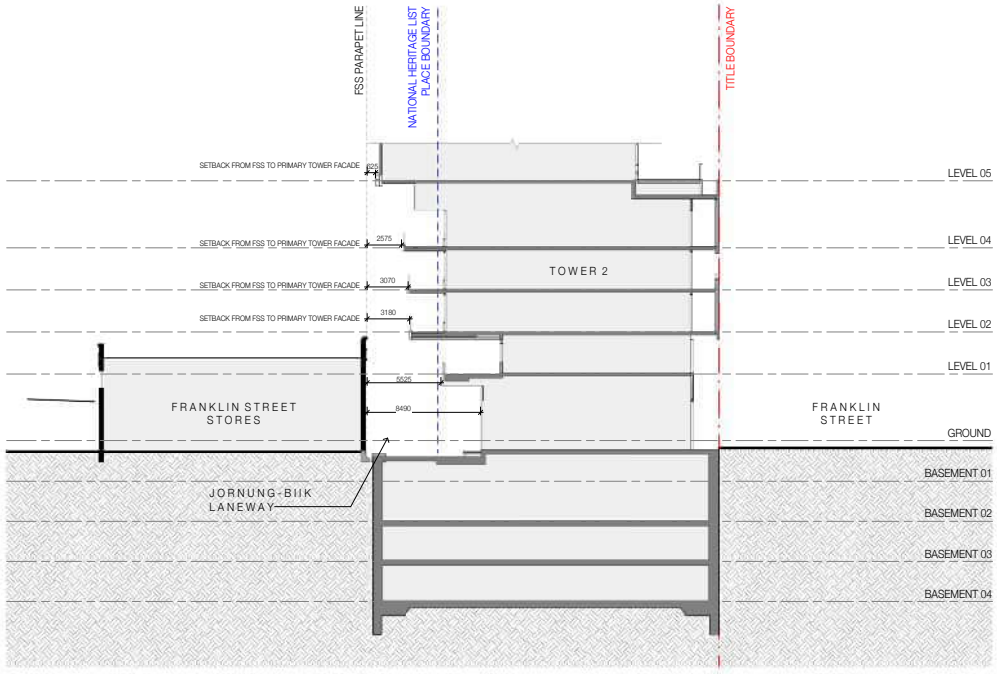
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NHA-ASK-201	**1**

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4 OVERALL SECTION - T2 - 04
SCALE 1 : 200



5 OVERALL SECTION - T2 - 05
SCALE 1 : 200

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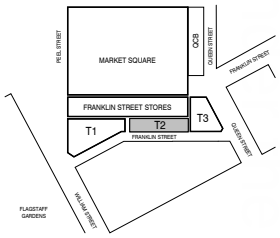
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NH Architecture

OPENWORK

KEY PLAN



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1:200

DRAWN	CHECKED	SCALE @A1
JM	NH	1 : 200

PROJECT NAME
QVM Southern Development Site

PROJECT No.
200032

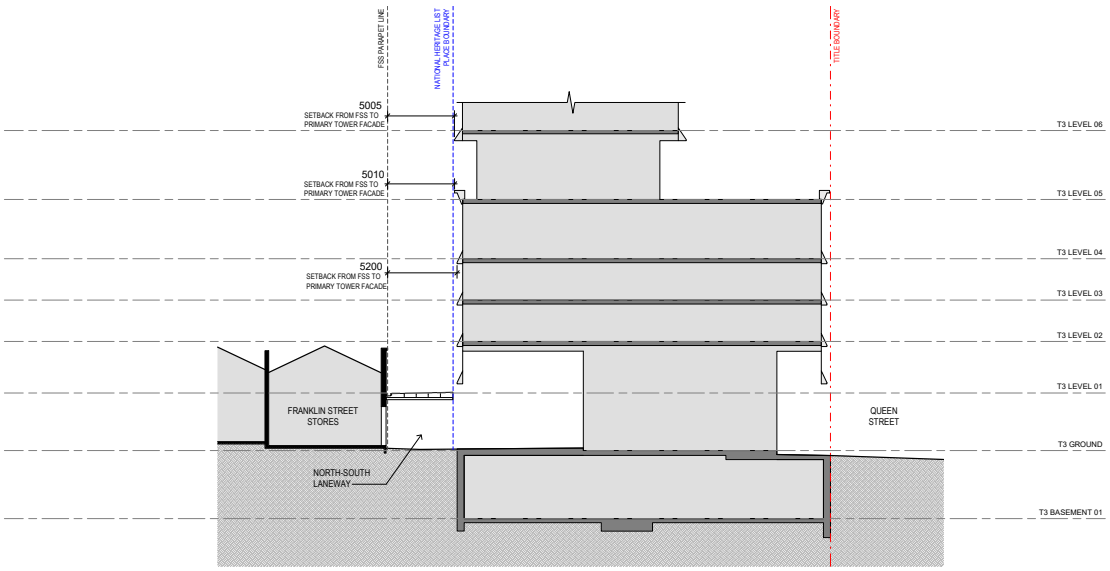
STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
TOWER 2 - BUILDING SECTION 4 & 5

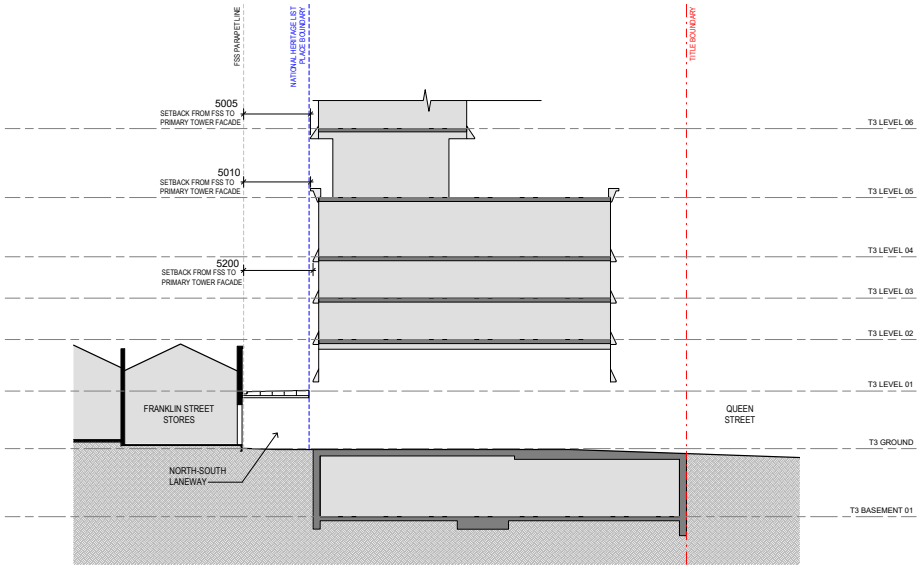
DRAWING No.	REVISION
NHA-ASK-202	**1**

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6 OVERALL SECTION - T3 - 06
SCALE 1 : 200



7 OVERALL SECTION - T3 - 07
SCALE 1 : 200

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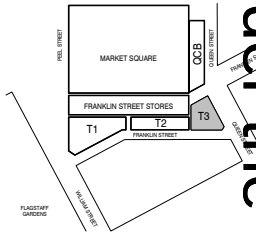
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KTA

KEY PLAN



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PROJECT PRECINCT
QVM SOUTHERN DEVELOPMENT SITE

PROJECT NAME	PROJECT NO.
Tower 3	2303

STAGE
EPBC - NEW GROUND AND LEVEL 1
NORTHERN GLAZING LINE OPTION

DRAWING TITLE
TOWER 3 - BUILDING SECTIONS 6 & 7

DRAWING No.	REVISION
KTA-ASK-203	**1**

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Notification of proposed approval decision

Queen Victoria Market Southern Development Project, Melbourne, Victoria (EPBC 2024/09860)

[Proponent note: the following proposed changes to conditions of approval reflect matters outlined in the proponent's letter dated 13 June 2025 and supporting materials, which together form the proponent's response under s 131AA(1)(b) of the Act, for the purposes of section 131AA(6). The proponent would welcome the opportunity to further discuss the proposed conditions as reflected in the below changes, and the rationale for the changes, with the Minister and/or departmental officers, prior to the Minister's final decision.]

This decision is made under section 130(1) and 133(1) of the *Environment Protection and Biodiversity Conservation Act 1999* (EPBC Act). Note that section 134(1A) of the EPBC Act also applies to this approval. That provision provides, in general terms, that if the approval holder authorises another person to undertake any part of the Action, the approval holder must take all reasonable steps to ensure that the other person is informed of any conditions attached to this approval, and that the other person complies with any such conditions.

Proposed Approved Action

person to whom the approval is granted (approval holder)	Lendlease (Queen Victoria Markets) Head Developer Pty Limited ACN: 671419382
Action	To build three mixed use towers and a low-rise civic building adjacent to the Queen Victoria Market, convert the carpark within Queen Victoria Market into public open space and restore the Franklin Street Stores in preparation for their adaptive reuse. See EPBC Act referral 2024/09860

[Proposed] Approval decision

[proposed] decision	My decision on whether or not to approve the taking of the Action for the purposes of the controlling provision for the Action is as follows.	
	Controlling Provision	**Decision**
	National Heritage values of a national heritage place (section 15B and section 15C)	Approved
period for which the [proposed] approval has effect	This approval has effect until 31 December 2055.	
[proposed] conditions of approval	The approval is subject to conditions under the EPBC Act as set out in Annexure A.	

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Annexure A

Note: Words and terms appearing in **bold** (excluding headings) have the meaning assigned to them at **Part C – Definitions**.

Part A – Avoidance, mitigation, and compensation conditions

IMPACT LIMITS

1) The approval holder must not **construct** outside of the **Action area**.

2) To avoid direct and indirect impacts to the Franklin Street Stores:

   a) The **footprint** of the **towers** at ground-level must be outside the **Heritage Place boundary**.

   b) The approval holder must consult with Heritage Victoria to consider retention of a greater extent of the canopies of the **Franklin Street Stores** than shown in Figure 2.5 of the **Final Public Environment Report.**

3) To minimise impacts to the heritage values of the **QVM**, the siting and overall form of the **Towers** must be generally in accordance with the Tower Plans at Attachment B.

4) To protect the archaeological remains within the **Old Melbourne Cemetery**, the approval holder must:

   a) Not excavate in the **Old Melbourne Cemetery.**

   b) Take measures to ensure there is no root incursion into the subsurface of the **Old Melbourne Cemetery**.

   c) Implement the protections to the heritage values of the **Old Melbourne Cemetery** generally as described in section 5.2.1 of the **Final Public Environment Report**.

5) If the approval holder detects the presence of archaeological material related to the **Old Melbourne Cemetery** not previously identified in the referral or final **Public Environment Report** and likely to be affected by the Action, the approval holder must:

   a) Notify the **department** in writing within 20 **business days** and provide a summary of the find, and if it's significant in relation to the heritage values of the **QVM**.

   b) If requested by the **department**, provide within 30 business days of such a request, a report to the **department** explaining how the archaeological material will be managed to best protect the heritage values of the **QVM**.

6) The approval holder must provide a copy of the **archival quality photographic survey** of the Franklin Street Stores required under condition 13 of the heritage permit granted under Part 5 of the *Heritage Act 2017* to the **department** within 5 business days of completion of the survey.

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7) The approval holder must submit a Heritage Protection Plan for all works within the **Heritage Place Boundary** other than **Early Works** to the **department** for the **Minster's** approval.

   a) The approval holder must not commence **construction** within the **Heritage Place Boundary** other than the **Early Works** unless the **Minister** has approved the Heritage Protection Plan in writing. **Early Works** must comply with relevant conditions of the heritage permit granted under Part 5 of the *Heritage Act 2017.*

   b) The approval holder must commence implementing the approved Heritage Protection Plan once approved by the **Minister** and continue to implement the approved plan until the **completion of the Action**.

   c) The Heritage Protection Plan must include:

      i) Details of the conservation, adaptation and any other modifications to be undertaken to the material of, and materials within, the Franklin Street Stores.

      ii) The final design of the **Jornung-Biik Laneway**.

      iii) The final design of the Market Square including all landscaping and plantings, explaining how the design retains the open character of the **QVM** and avoids obscuring important views, and demonstrating how the connection between the Franklin Street Stores and the wider **QVM** precinct will be maintained.

      iv) Details of how impacts to the intangible and experiential qualities (including distinctive character and open setting) of the **QVM** will be avoided and mitigated.

      v) A table of commitments made in the plan to achieve the heritage outcomes, and a reference to exactly where these commitments are detailed in the plan.

8) The approval holder must submit a Heritage Interpretation Plan for Market Square and the Franklin Street Stores to the **department** for the **Minster's** approval.

   a) The approval holder must not open Market Square or Franklin Street Stores (post conservation works) to the public unless the **Minister** has approved the Heritage Interpretation Plan in writing.

   b) The approval holder must commence implementing the approved Heritage Interpretation Plan once approved by the **Minister** and continue to implement the approved plan until the **completion of the Action**.

   c) The Heritage Interpretation Plan must include interpretation of the National Heritage Values of the **QVM**, including:

      i) Telling stories to visitors and market customers, focusing on creating meaningful and engaging experiences that foster understanding and appreciation of the **QVM** heritage values.

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ii) Details of wayfinding and other permanent signage.

iii) How permanent archival photographs will be displayed.

iv) Ensuring the intangible and experiential qualities of the **QVM** will be preserved and improved.

v) A table of commitments made in the plan to achieve the heritage outcomes, and a reference to exactly where these commitments are detailed in the plan.

9) The Tenancy Design Guidelines required by condition 21 of the permit granted under Part 5 of the *Heritage Act 2017* (Vic) must be provided to the **department** once completed.

10) To minimise visual amenity impacts of the proposed Queens Corner Building on the heritage values of the **QVM**, the Queens Corner Building must be:

a) located wholly outside the **Heritage Place Boundary**; and

b) no more than 13 metres in height.

11) To minimise impact to the heritage values of the **QVM** from the Queens Corner Building, the approval holder must submit a Queens Corner Building Design Plan to the **department** for the **Minister's** approval. Once approved by the **Minister**, the plan must be implemented for the life of the approval.

a) The approval holder must not commence **construction** of the Queens Corner Building unless the **Minister** has approved the Queens Corner Building Design Plan in writing.

b) The approval holder must commence implementing the approved Queens Corner Building Design Plan once approved by the **Minister** and continue to implement the approved Queens Corner Building Design Plan until the **completion of the Action**.

c) The Queens Corner Building Design Plan must include:

i) The proposed location and architectural design of the Queens Corner Building.

ii) An explanation of the visual amenity impacts to the heritage values of the **QVM**

heritage place.

iii) A demonstration of how the proposed architectural design of the Queens Corner Building is consistent with the principles in Table 2.2 of the **Final Public Environment Report**.

iv) A detailed summary of stakeholder engagement and public consultation that has been undertaken to inform the design of the Queens Corner Building.

12) In preparing the Heritage Protection Plan (under condition 7), Heritage Interpretation Plan (under condition 8), and Queens Corner Building Design Plan (under condition 11), the approval holder must:

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a) Ensure each plan is prepared by a suitably qualified and experienced practitioner.

b) Consider the National Heritage management principles as set out in the Schedule 5B of the **EPBC Regulations**.

c) Prepare the document in consideration of the department's **Environmental Management Plan Guidelines**.

d) Consult with the Australian Heritage Council and include information about how the views of the Australian Heritage Council have been taken into account.

13) To minimise potential impacts to the continued viable operation of the **QVM** as a produce market, the approval holder must:

a) Provide public access to a minimum of 200 carparks in the existing at-grade carpark within the **Heritage Place Boundary** until at least 200 new carpark spaces created under the **towers** are available for public use.

b) Ensure access to functional storage capacity for market stallholders equivalent to or greater than the minimum utilised functional storage capacity of the **Franklin Street Stores** at the date of this approval, being 3.5 stores, prior to any loss of storage space from the **Franklin Street Stores**.

c) Minimise and mitigate the impacts of construction of the action on the operation of the **QVM**, consistent with section 5.3.4 and 6.2 of the **final Public Environment Report**.

14) The Action must be undertaken in accordance with the relevant conditions of any permit granted under Part 5 of the *Heritage Act 2017* (Vic).

SUBMISSION AND PUBLICATION OF PLANS

15) Wherever these conditions require the approval holder to submit any **plan** to the **department**, all such **plans** must be submitted to the **department** electronically.

16) Unless otherwise agreed to in writing by the **Minister**, the approval holder must publish each **plan** on the **website** within 15 **business days** of the date the **plan** is approved by the **Minister** in writing, if the **plan** requires the approval of the **Minister**.

17) The approval holder must keep all **plans** published on the **website**, in a format that is easily accessible and downloadable, from the first date which that **plan** must be published and until the expiry date of this approval. This requirement applies to all current and superseded versions of **plans**.

18) The approval holder is required to exclude or redact **sensitive biodiversity data** from any version of a **plan** before that **plan** is published on the **website** or otherwise provided to a member of the public. If **sensitive biodiversity data** is excluded or redacted from a **plan**, the approval holder must notify the **department** in writing what exclusions and redactions have been made in the version published on the **website**.

MODIFICATIONS TO STATE OR TERRITORY APPROVAL

19) The approval holder must notify the **department** in writing of any proposed change to the conditions of any permit under Part 5 of the *Heritage Act 2017* that may relate to **protected matters** within 2 **business days** of formally proposing such a change and within 5 **business days**

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of becoming aware of any proposed change. Such notification must include a copy of the new conditions and showing what changes have been made.

20) The approval holder must notify the **department** in writing of any change to the conditions of approval under Part 5 of the *Heritage Act 2017* (Vic) that may relate to protected matters, within 5 **business days** of such a change to conditions coming into effect. Such notification must include a copy of the changed conditions of approval under Part 5 of the *Heritage Act* showing what changes have been made.

COMMENCEMENT OF THE ACTION

21) The approval holder must notify the **department** electronically of the date of **commencement of the Action**, within 5 **business days** following **commencement of the Action**.

22) The approval holder must not **commence the Action** later than 5 years after the date of this approval decision.

COMPLIANCE RECORDS

23) The approval holder must maintain accurate and complete **compliance records** and document the procedure for recording and storing **compliance records**.

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24) If the **department** makes a request in writing, the approval holder must provide electronic copies of **compliance records** to the **department** within the timeframe specified in the request.

Note: Compliance records may be subject to audit by the **department**, or by an **independent auditor** in accordance with section 458 of the **EPBC Act**, and/or be used to verify compliance with the conditions. Summaries of the results of an audit may be published on the **department's** website or through the general media.

ANNUAL COMPLIANCE REPORTING

25) The approval holder must prepare a **compliance report** for each **Annual Compliance Report period** (**ACR period**).

26) The approval holder must ensure each **compliance report** includes:

a) accurate and complete details of compliance and any non-compliance with:

i) each condition attached to this approval decision,

ii) each condition imposed under the conditions attached to any permit issued under Part 5 of the *Heritage Act 2017* (Vic), and

b) all commitments made in each **plan**,

c) a schedule of all **plans** in effect in relation to these conditions during the **ACR period**,

d) accurate and complete details of how each **plan** was implemented during the **ACR period**, and

e) if any **incident** occurred, accurate and complete details of each **incident**.

27) The approval holder must ensure each **compliance report** is completed to the satisfaction of the **Minister** and is consistent with the *Annual Compliance Report Guidelines*, Commonwealth of Australia 2023.

28) The approval holder must, within 20 **business days** following the end of each **ACR period**, in a format that is easily accessible and downloadable, publish on the **website**:

a) each **compliance report**, and

b) a **shapefile** showing all **clearing** of **protected matters**, and their habitat, undertaken within the **ACR period**.

29) The approval holder must:

a) Exclude or redact **sensitive biodiversity data** from each **compliance report** and **shapefile** published on the **website** or otherwise provided to a member of the public.

b) If **sensitive biodiversity data** is excluded or redacted from a version of a **compliance report** published or otherwise provided to a member of the public,

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submit the full **compliance report** to the **department** within 5 **business days** of its publication on the **website** and notify the **department** in writing what exclusions and redactions have been made in the version published on the **website** or otherwise provided to a member of the public.

c) If **sensitive biodiversity data** is excluded or redacted from a version of a **shapefile** published or otherwise provided to a member of the public, submit the full **shapefile** to the **department** within 5 **business days** of its publication on the **website** and notify the **department** in writing what exclusions and redactions have been made in the version published on the **website** or otherwise provided to a member of the public.

30) The approval holder must notify the **department** electronically, within 5 **business days** of each date of publication that the **compliance report** has been published on the **website**. In this notification, the approval holder must provide the **department** with the web address for where the **compliance report** and related **shapefile** are published on the **website**.

31) The approval holder must keep each **compliance report** and related **shapefile** published on the **website** from the first date which that **compliance report** must be published and until the expiry date of this approval.

Note: Compliance reports may be published on the **department's** website.

REPORTING NON-COMPLIANCE

32) The approval holder must notify the **department** electronically, within 2 **business days** of becoming aware of any **incident**. The approval holder must specify in each notification:

a) any condition or commitment made in a **plan** which has not been, or may have not been, complied with,

b) a short description of the **incident**, and

c) the location (if applicable, including co-ordinates), date and time of the **incident**.

33) The approval holder must provide to the **department** in writing, within 12 **business days** of becoming aware of an **incident**, the details of that **incident**. The approval holder must specify:

a) all corrective measures and investigations which the approval holder has already taken in respect of the **incident**,

b) the potential impacts of the **incident**,

c) the method and timing of any corrective measures that the approval holder proposes to undertake to address the **incident**, and

d) any variation of these conditions or revision of a **plan** that will be required to prevent recurrence of the **incident** and/or to address its consequences.

INDEPENDENT AUDIT

34) The approval holder must ensure that an **independent audit** of compliance with the conditions

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34 is conducted for every **audit period**.

35) The approval holder must submit details of the proposed **independent auditor** and their qualifications to the **department** within 10 **business days** following the end of each **audit period**.

36) The approval holder must ensure the scope of each **independent audit** is sufficient to determine the compliance status for each condition of approval, and each commitment made in each **plan**.

37) The approval holder must ensure the criteria for each **independent audit** and the undertaking of each **independent audit** are consistent with the **Independent Audit and Audit Report Guidelines**.

38) The approval holder must submit an **audit report** to the **department** for written agreement from the **department** within 3 months following the end of each **audit period**, or as otherwise directed by the **Minister** in writing.

39) The approval holder must ensure each **audit report** is completed to the satisfaction of the **Minister** and is consistent with the **Independent Audit and Audit Report Guidelines** to the extent that the **Independent Audit and Audit Report Guidelines** are consistent with these conditions.

40) The approval holder must publish each **audit report** on the **website**, in a format that is easily accessible and downloadable, within 10 **business days** of the date the **department** agrees to that **audit report** in writing.

41) The approval holder must notify the **department** within 5 **business days** of the date the **audit report** is published on the **website**. In this notification, the approval holder must provide the **department** with the web address for where the **audit report** is published on the **website**.

42) The approval holder must keep each **audit report** published on the **website** from the first date which that **audit report** must be published and until the expiry date of this approval.

COMPLETION OF THE ACTION

43) Within 20 **business days** after the **completion of the Action**, and, in any event, at least 20 **business days** prior to the expiry date of this approval, the approval holder must notify the **department** electronically of the date of **completion of the Action** and provide **completion data**. The approval holder must submit any spatial data that comprises **completion data** as a **shapefile**.

44) The approval holder must notify the **department** electronically at least 60, but not more than 70, **business days** prior to the expiry date of this approval, that the approval is due to expire.

Note: Section 145C of the **EPBC Act** entitles the approval holder to request an extension to the period of effect of this approval.

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Part C – Definitions

Words and terms appearing in **bold** (excluding headings) have the meaning assigned to them in the list below:

Action area means the location of the Action, represented in Attachment A.

Annual Compliance Report period or **ACR period** means each subsequent 12-month period following the date of this approval decision until the expiry date of this approval, unless otherwise specified in writing by the **Minister**.

Archival photo(s) means any relevant archival photographs including those taken as part of the **Archival quality photographic survey**.

Archival quality photographic survey means a photographic survey undertaken in accordance with the Heritage Victoria Technical Note *Specification for submission of archival photographic records* (2019).

Audit period means each subsequent five-year period following the **commencement of the Action** until the expiry date of this approval unless otherwise specified in writing by the **Minister**.

Audit report means a written report of an **independent audit**.

Biodiversity data means 'biodiversity data' as described in the *Policy on Accessing and Sharing Biodiversity Data*, Commonwealth of Australia 2024.

Business day means a day that is not a Saturday, a Sunday, or a public holiday in Victoria.

Commence the Action or **commences the Action** means the first instance of any on-site **clearing**, **construction** or other physical activity associated with the Action, but does not include minor physical disturbance necessary to:

- Undertake pre-clearance surveys or monitoring programs.
- Install signage and/or temporary fencing to prevent unapproved use of the **Action area**, so long as the signage and/or temporary fencing is located where it does not **harm** any **protected matter**.
- Protect environmental and property assets from fire, weeds, and feral animals, including use of existing surface access tracks.
- Install temporary site facilities for persons undertaking pre-commencement activities so long as these facilities are located where they do not **harm** any **protected matter**.

Commencement of the Action means the date on which the approval holder **commences the Action**.

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Completion data means an environmental report and spatial data clearly detailing how the conditions of this approval have been met.

Completion of the Action means the date on which all activities associated with the approved Action, other than those which provide compensation for the impacts of the Action, have permanently ceased and/or been completed.

Compliance records means all documentation or other material in whatever form required to demonstrate compliance with these conditions of approval (including compliance with commitments made in **plans**) in the approval holder's possession, or that are within the approval holder's power to obtain lawfully.

Compliance report means a written report of compliance with, and fulfilment of, these conditions (including compliance with commitments made in **plans**).

Construction means:

- the erection of a building or structure that is, or is to be, fixed to the ground and wholly or partially fabricated on-site,
- the alteration, maintenance, repair or demolition of any building or structure,
- any work which involves breaking of the ground (including pile driving) or bulk earthworks,
- the laying of pipes and other prefabricated materials in the ground, and
- any associated excavation work.

Construction does not include the installation of temporary structures, fences, bollards, barriers or signage. **Construction** does not include conducting archaeological surveys.

Department means the Australian Government agency responsible for administering the **EPBC Act**.

Early Works means works associated with site establishment, basement excavation and formation of the perimeter basement retention structure for the **Towers**, including the removal of the southern canopy to the **Franklin Street Stores** and provision for future service connections.

Environmental Management Plan Guidelines means the *Environmental Management Plan Guidelines*, Commonwealth of Australia 2024.

EPBC Act means the *Environment Protection and Biodiversity Conservation Act 1999* (Cth).

EPBC Act Regulations means the *Environment Protection and Biodiversity Conservation Regulations 2000* (Cth).

Final Public Environment Report means the finalised Public Environment Report for the action under the assessment under Part 8 of the EPBC Act.

Footprint means the ground-level extent of a fully enclosed building.

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Franklin Street Stores means the buildings represented in Attachment A.

Harm means to cause any measurable direct or indirect disturbance or deleterious change as a result of any activity associated with the Action.

Heritage Place Boundary is the boundary of **QVM** is specified in the Notice of inclusion in the National Heritage List, and represented in the map published on the **department**'s website by the red line designated 'Final boundary' at: https://www.dcceew.gov.au/sites/default/files/env/pages/925b5fcb-86dc-46b9-bcdb-08a0fbc90e33/files/queen-victoria-market-location-map.pdf

Incident means any:

- event which has the potential to, or does, **harm** any **protected matter**,
- potential non-compliance with these conditions, including the administrative requirements,
- actual non-compliance with these conditions, including the administrative requirements,
- potential non-compliance with one or more commitment made in a **plan**, and/or
- actual non-compliance with one or more commitment made in a **plan**.

Independent audit means an audit, conducted by an **independent auditor**, of compliance with and fulfilment of these conditions and the commitments made in **plans**, objectively evaluated against the audit criteria developed by the **independent auditor**, in accordance with the **Independent Audit and Audit Report Guidelines** to the extent that the **Independent Audit and Audit Report Guidelines** are consistent with these conditions.

Independent Audit and Audit Report Guidelines means the *Environment Protection and Biodiversity Conservation Act 1999 Independent Audit and Audit Report Guidelines*, Commonwealth of Australia 2019.

Independent auditor means a person, or firm, who:

- does not have any individual, financial*, employment* or family affiliation or any conflicting interests with the Action, the approval holder or the approval holder's staff, representatives, or associated persons,
- has demonstrated experience in undertaking government-regulated environmental compliance audits, and
- holds relevant professional qualifications and accreditations.

*Other than for the purpose of undertaking the role for which the person, or firm, is required.

Jornung-Biik Laneway means the proposed new laneway, to be an east-west public lane known as Jornung-Biik which is to be located between Towers 1 and 2 and the Franklin Street Stores.

Minister means the Australian Government Minister administering the **EPBC Act**, including any delegate thereof.

Market Square means the square represented in Attachment A.

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Old Melbourne Cemetery means the former cemetery represented in Attachment A.

Plan means any action management plan or strategy that the approval holder is required by these conditions to implement.

Protected matter means a matter protected under a controlling provision in Part 3 of the **EPBC Act** for which this approval has effect.

Queens Corner Building means the building represented in Attachment A.

QVM means the National Heritage listed place Queen Victoria Market, included in the National Heritage List on 23 July 2018.

Sensitive biodiversity data means **biodiversity data** which, if released, published or otherwise exposed, may result in **harm** to the relevant **protected matter** as a result of the intentional or unintentional misuse of that **biodiversity data**.

Shapefile means location and attribute information about the Action provided in an Esri shapefile format containing:

- '.shp', '.shx', '.dbf' files,
- a '.prj' file which specifies the projection or geographic coordinate system used, and
- an '.xml' metadata file that describes the shapefile for discovery and identification purposes.

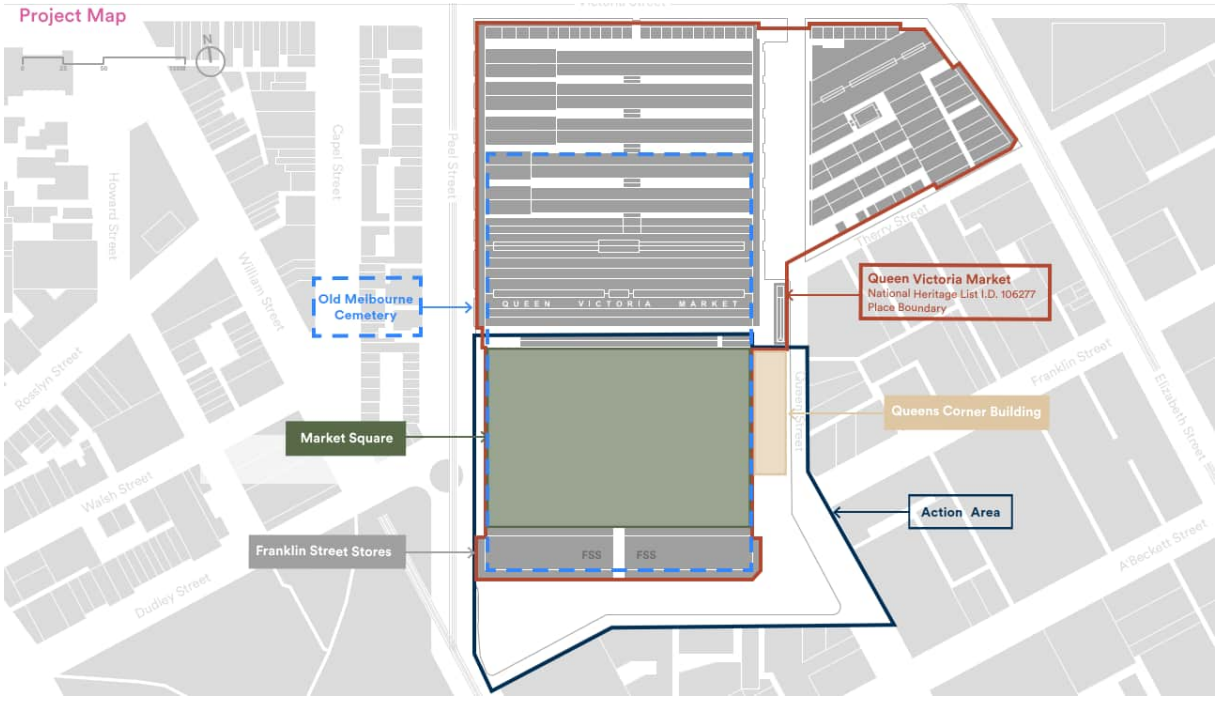
Towers means Towers 1, 2 and 3 generally in accordance with the Tower Plans in Attachment B.

Website means a set of related web pages located under a single domain name attributed to the approval holder and available to the public.

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Attachments

Attachment A: Project map



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Attachment B: Tower Plans

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Document 6

DRAWING LIST - EPBC

Sheet Prefix	Sheet Number	Sheet Name
NHA-	ASK-000	COVER SHEET - EPBC
NHA-	ASK-100	OVERALL LAYOUT PLAN - LEVEL GR
NHA-	ASK-101	OVERALL LAYOUT PLAN - LEVEL 01
NHA-	ASK-102	OVERALL LAYOUT PLAN - LEVEL 02
NHA-	ASK-103	OVERALL LAYOUT PLAN - LEVEL 03
NHA-	ASK-104	OVERALL LAYOUT PLAN - LEVEL 04
NHA-	ASK-105	OVERALL LAYOUT PLAN - LEVEL 05
NHA-	ASK-106	OVERALL LAYOUT PLAN - LEVEL 06 & ABOVE
NHA-	ASK-200	TOWER 1 - BUILDING SECTION 1 & 2
NHA-	ASK-201	TOWER 1 - BUILDING SECTION 3
NHA-	ASK-202	TOWER 2 - BUILDING SECTION 4 & 5
KTA-	ASK-203	TOWER 3 - BUILDING SECTION

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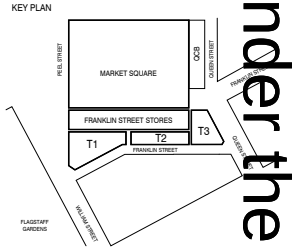
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



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PROJECT NAME
QVM Southern Development Site

PROJECT No.
200032

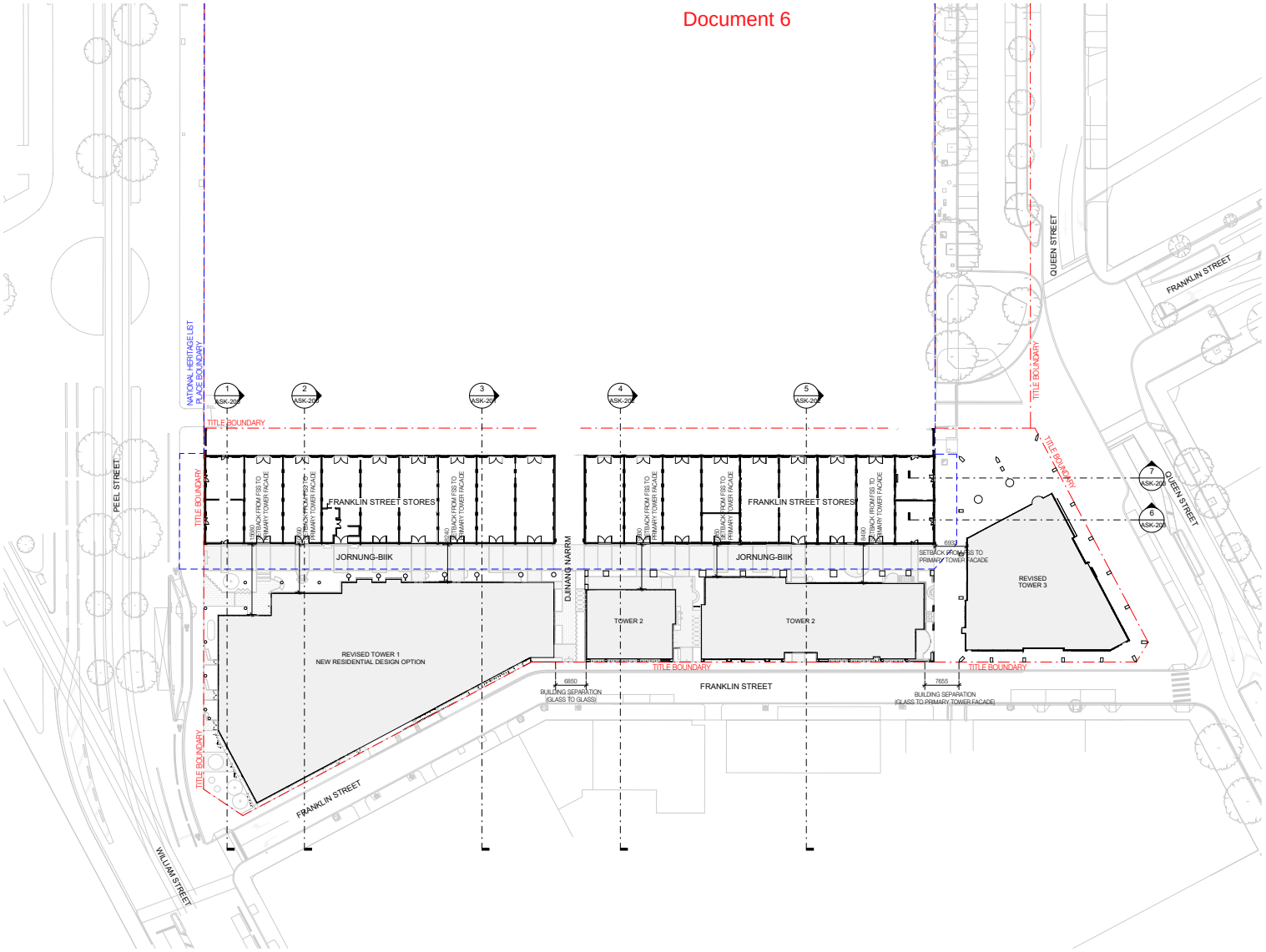
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EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
COVER SHEET - EPBC

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NHA-ASK-000

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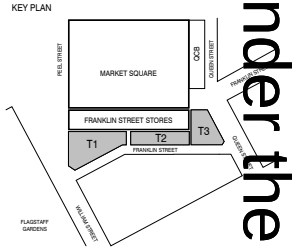
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



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PROJECT NAME
QVM Southern Development Site

PROJECT No.
200032

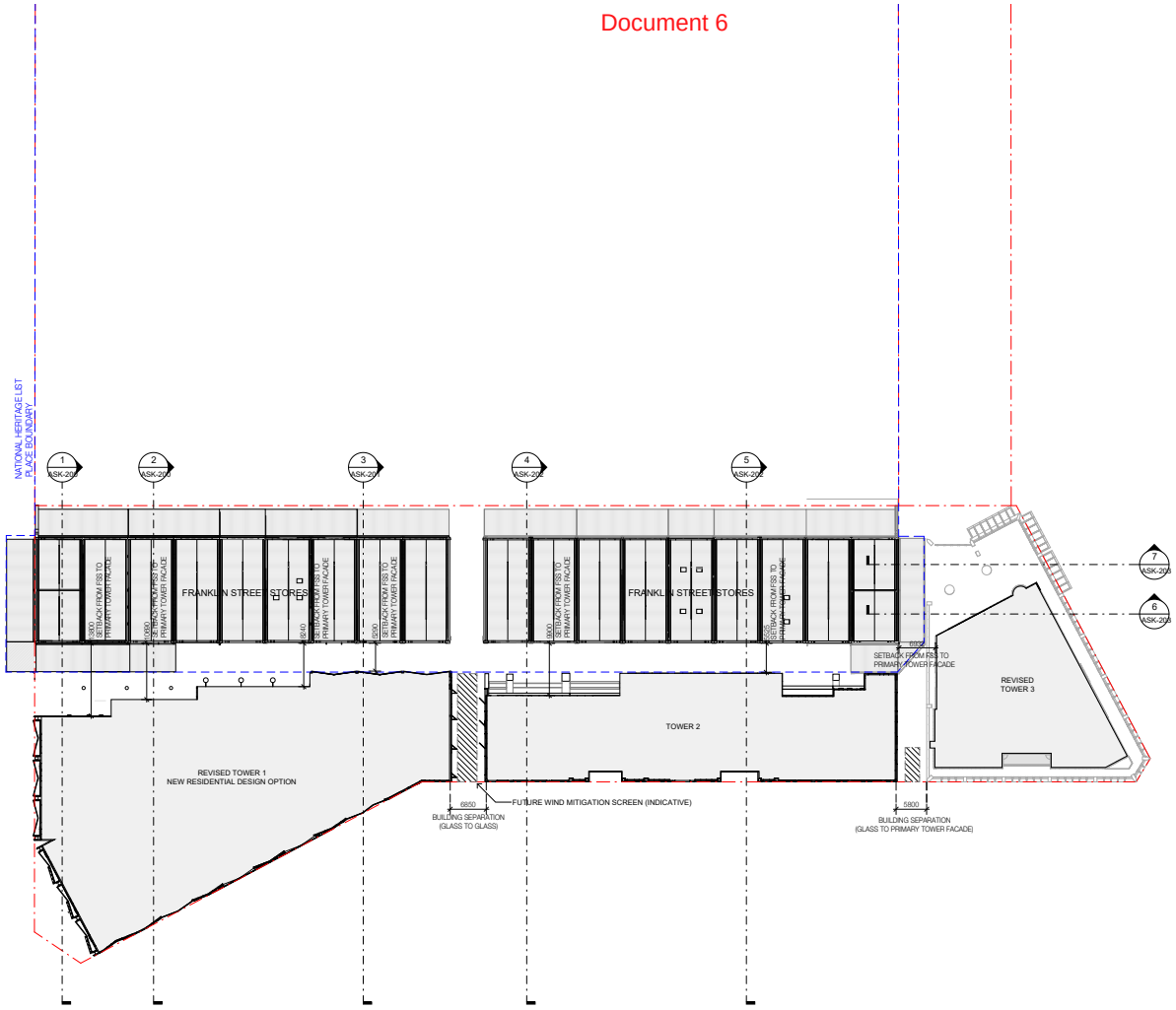
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DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL GR

DRAWING No.
NHA-ASK-100

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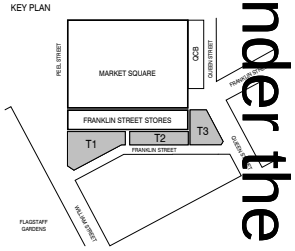
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NH Architecture

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KEY PLAN



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PROJECT NAME
QVM Southern Development Site

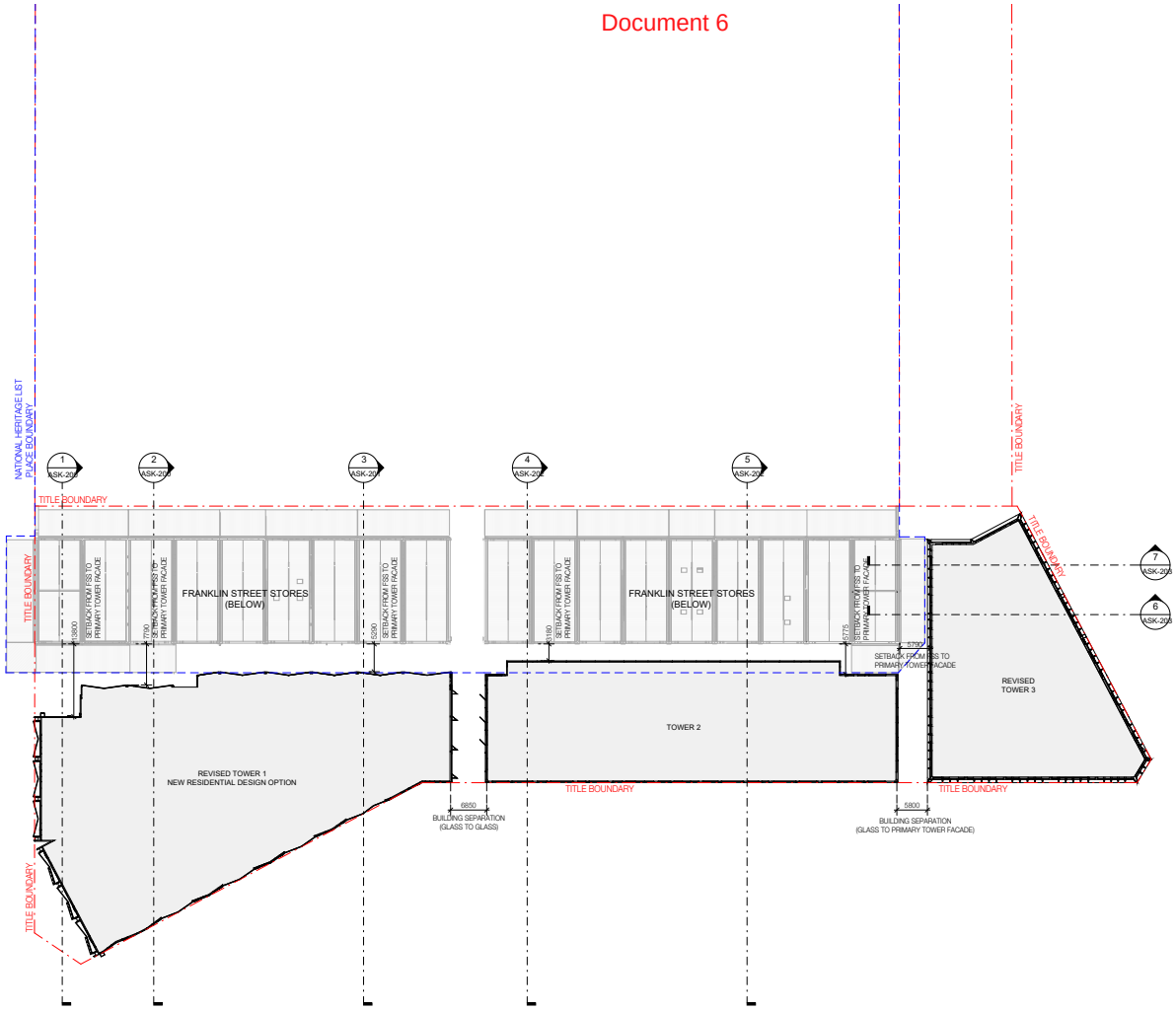
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STAGE
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OVERALL LAYOUT PLAN - LEVEL 01

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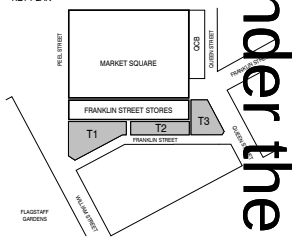
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



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QVM Southern Development Site

PROJECT No.
200032

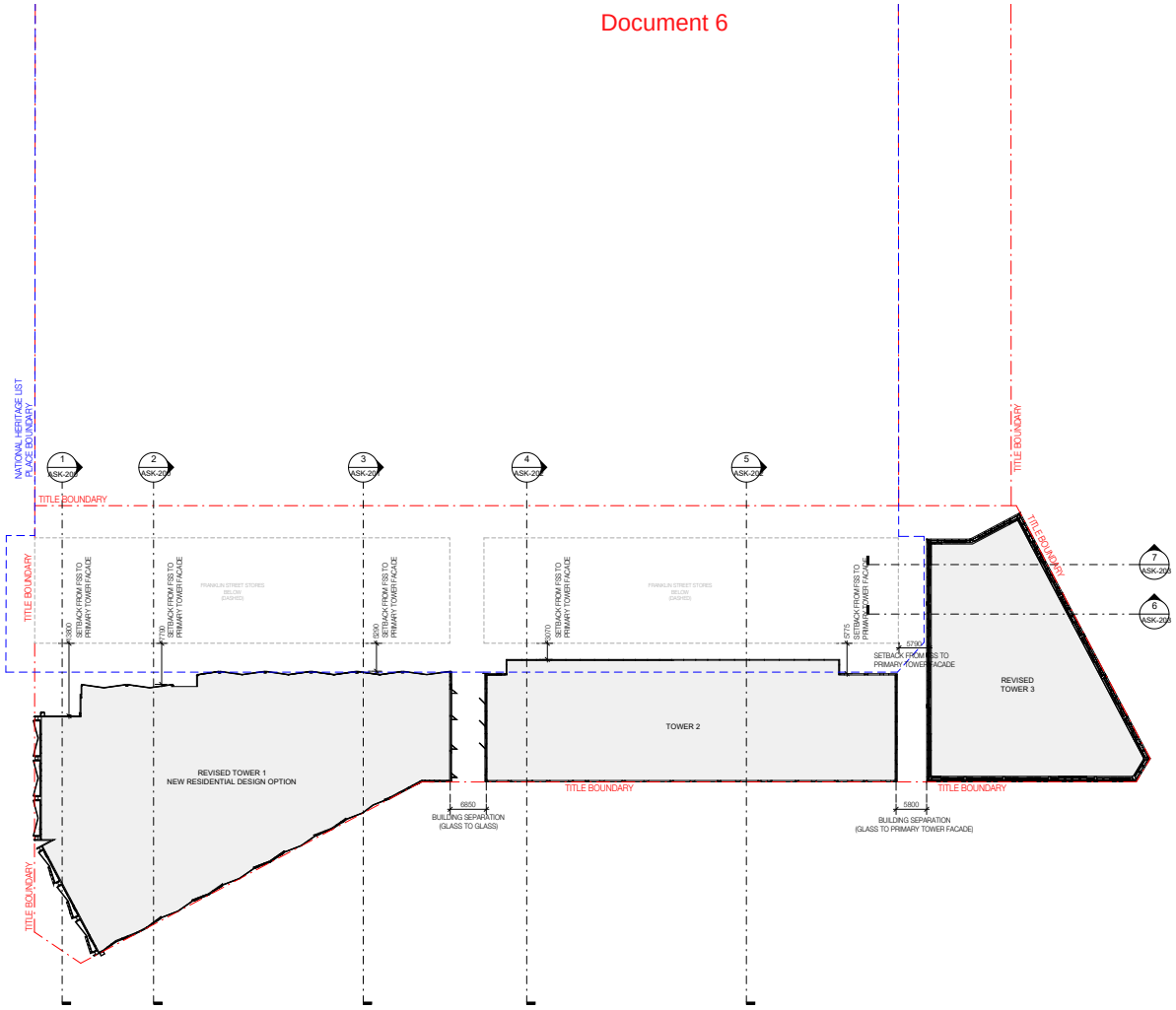
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OVERALL LAYOUT PLAN - LEVEL 02

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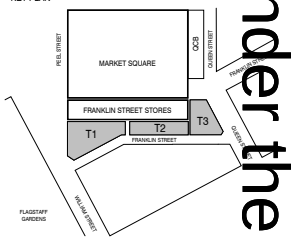
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



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JM	NH	1 : 500	

PROJECT NAME
QVM Southern Development Site

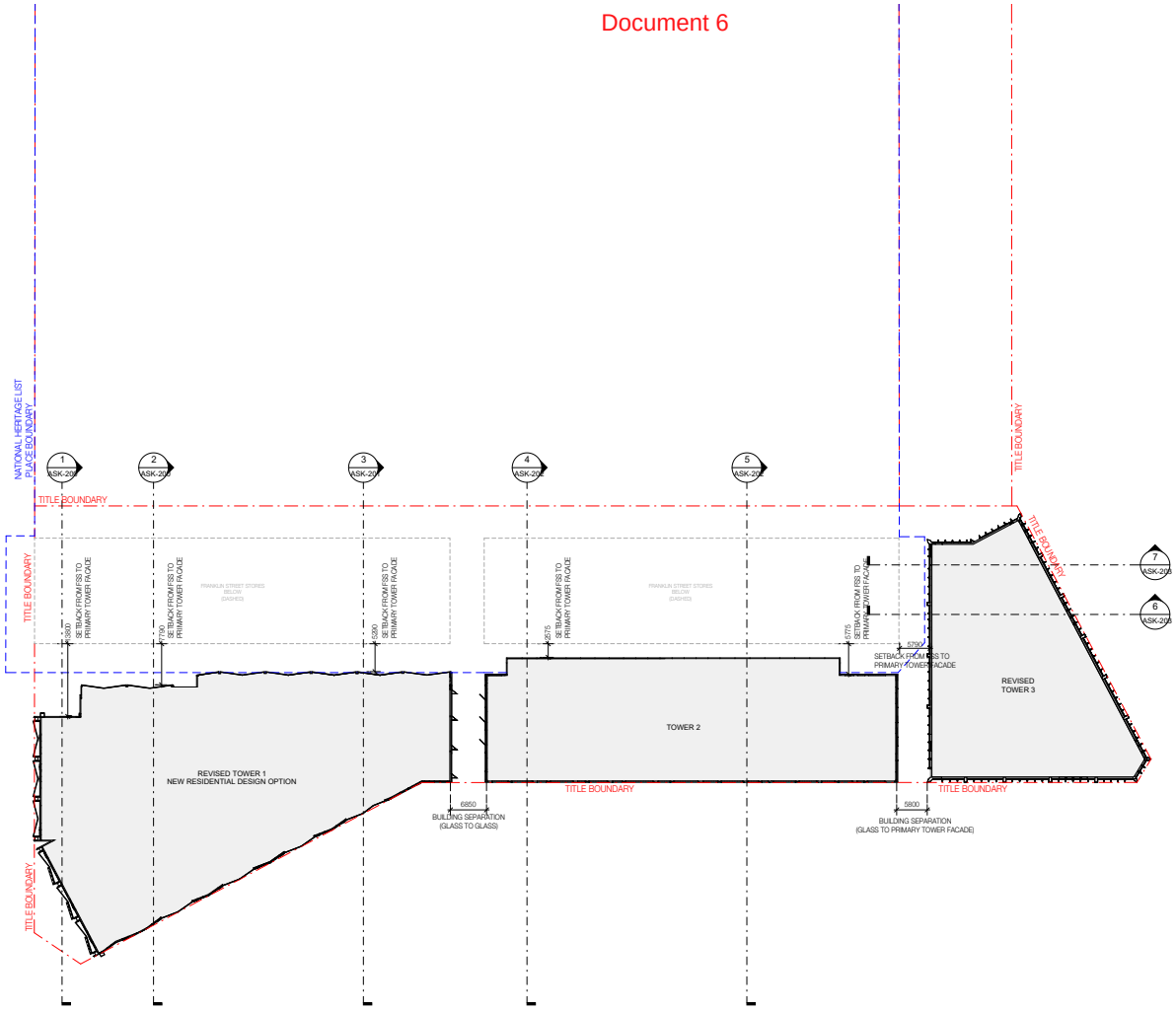
PROJECT No.
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STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 03

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NHA-ASK-103 | 1

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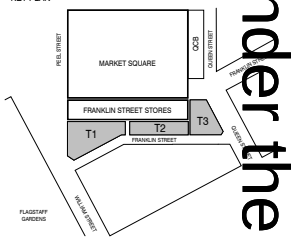
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



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JM	NH	1 : 500	

PROJECT NAME
QVM Southern Development Site

PROJECT No.
200032

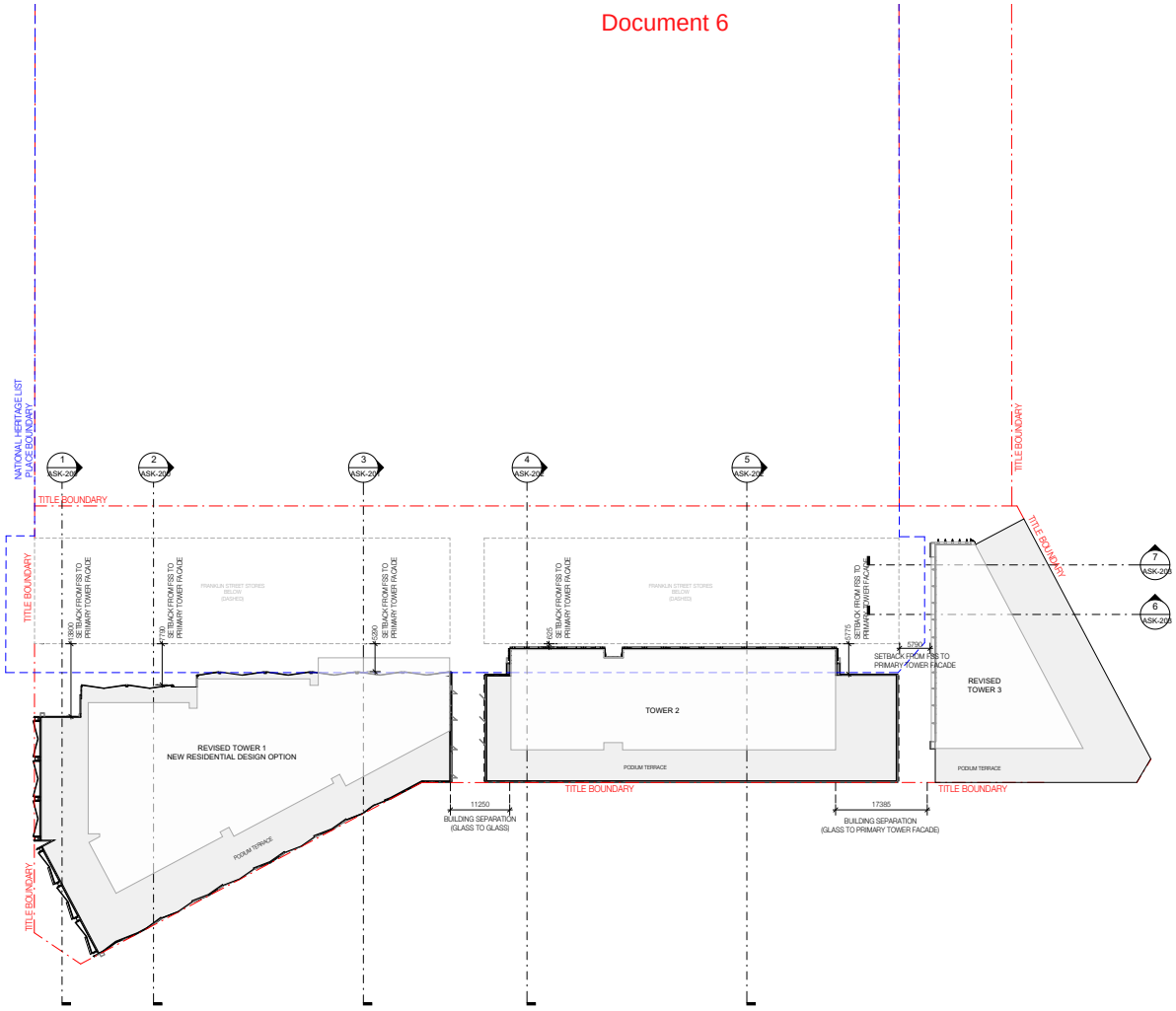
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EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 04

DRAWING No.
NHA-ASK-104

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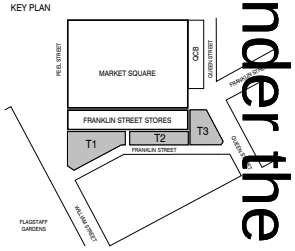
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NH Architecture

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KEY PLAN



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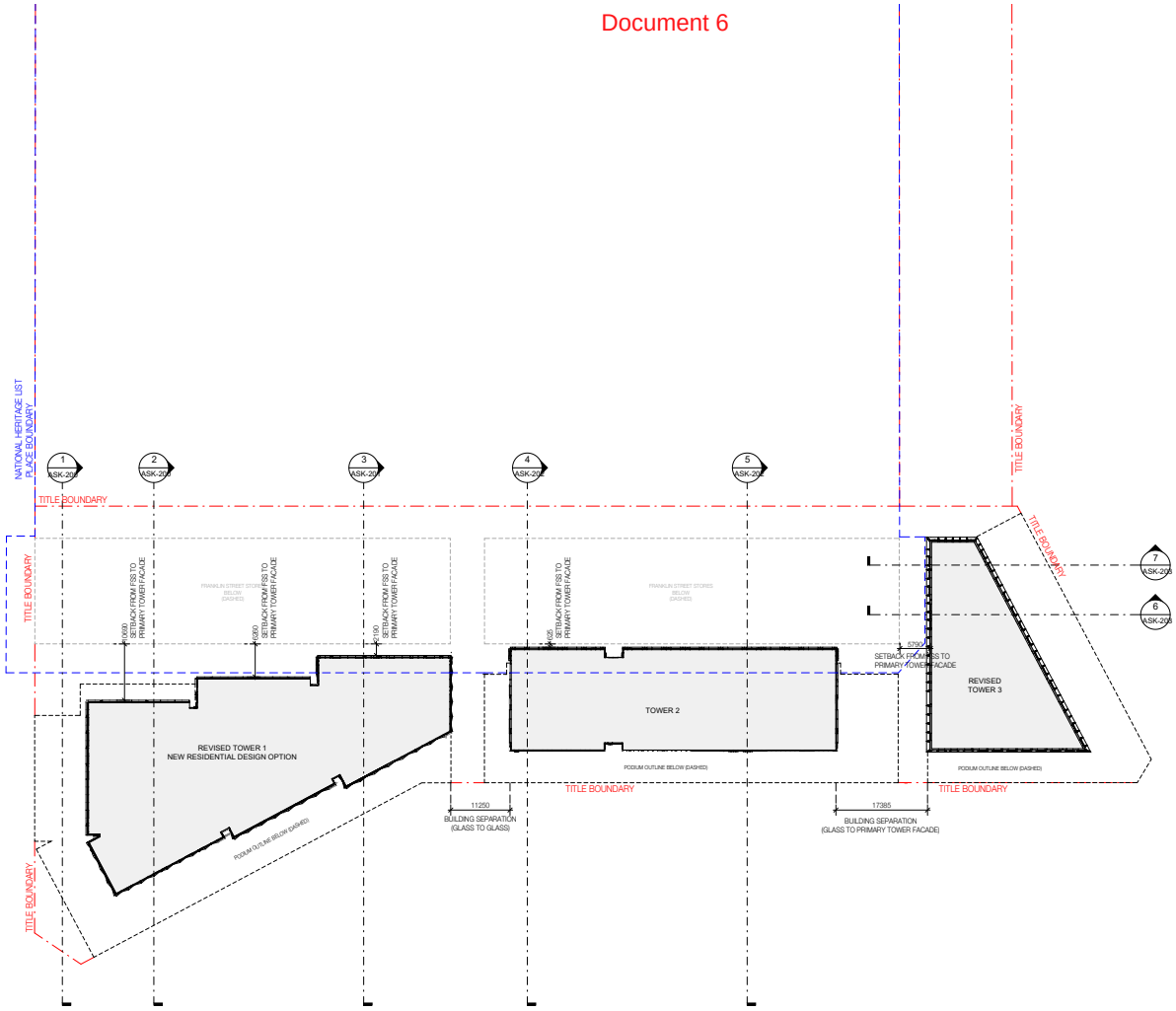
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STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 05

DRAWING No. | REVISION
NHA-ASK-105 | 1

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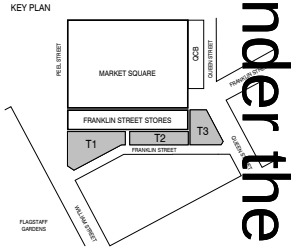
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KEY PLAN



DRAWN	CHECKED	SCALE @A1	NORTH
JM	NH	1 : 500	

PROJECT NAME
QVM Southern Development Site

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200032

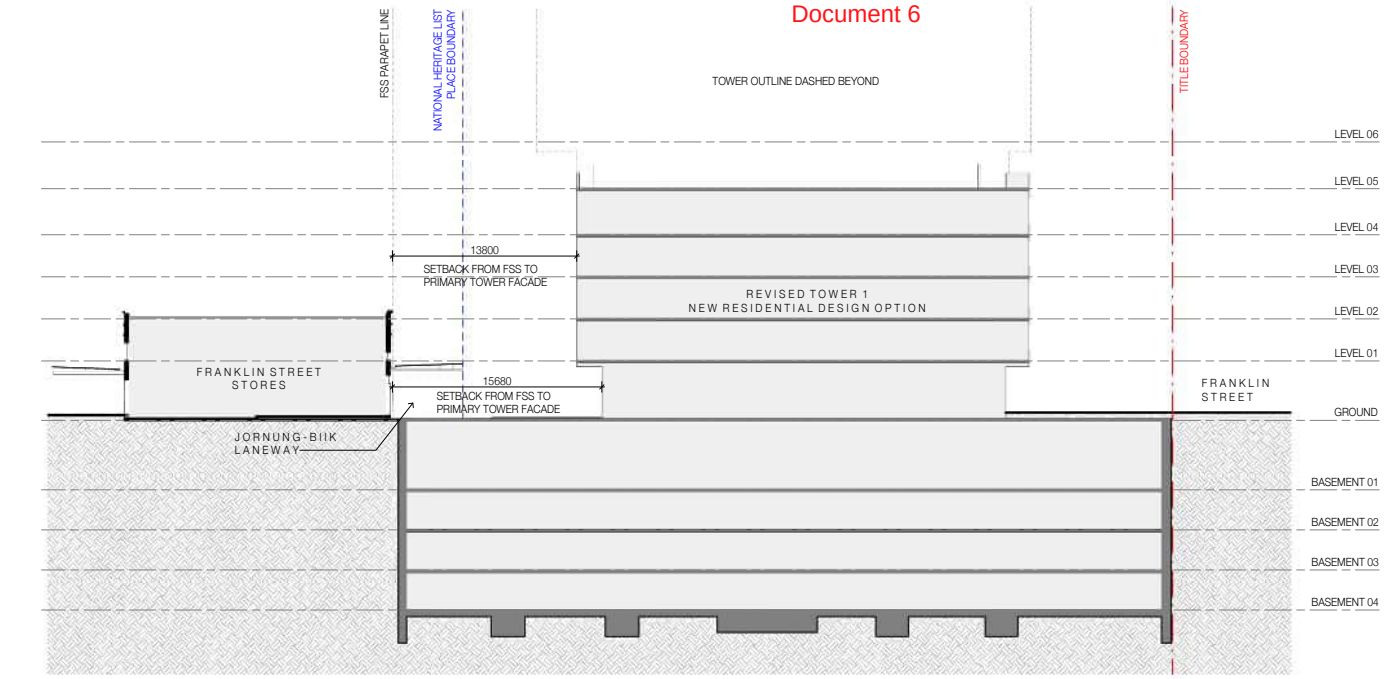
STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
OVERALL LAYOUT PLAN - LEVEL 06 & ABOVE

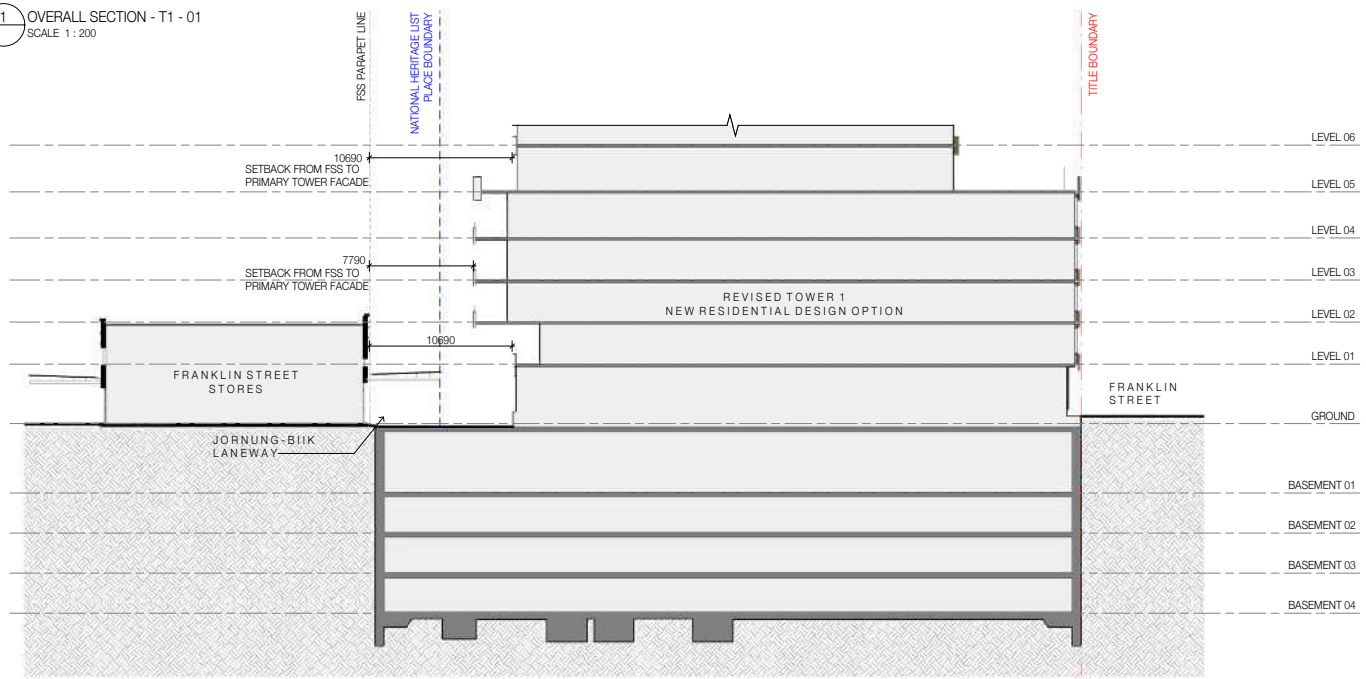
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1 OVERALL SECTION - T1 - 01
SCALE 1 : 200



2 OVERALL SECTION - T1 - 02
SCALE 1 : 200

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REV.	DETAILS	DATE
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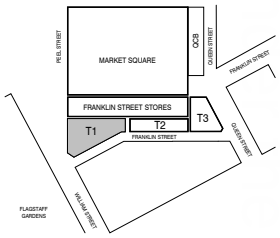
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NH Architecture

Jackson Clements Burrows

OPENWORK

KEY PLAN



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DRAWN	CHECKED	SCALE @A1
JM	NH	1 : 200

PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

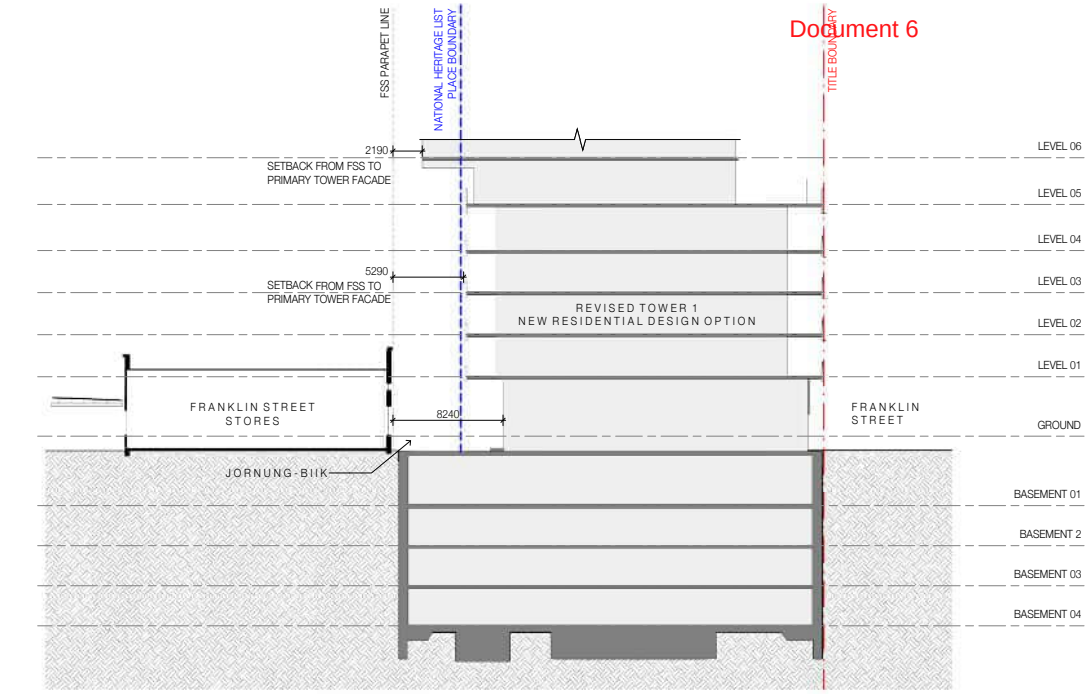
PROJECT No.
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STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
TOWER 1 - BUILDING SECTION 1 & 2

DRAWING No.	REVISION
NHA-ASK-200	**1**

Document 6



3 OVERALL SECTION - T1 - 03
SCALE 1 : 200

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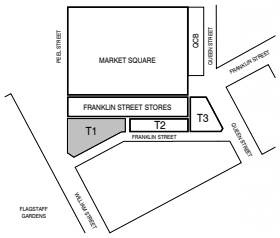
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NH Architecture

Jackson Clements Burrows

OPENWORK

KEY PLAN



DRAWN	CHECKED	SCALE @A1
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PROJECT NAME
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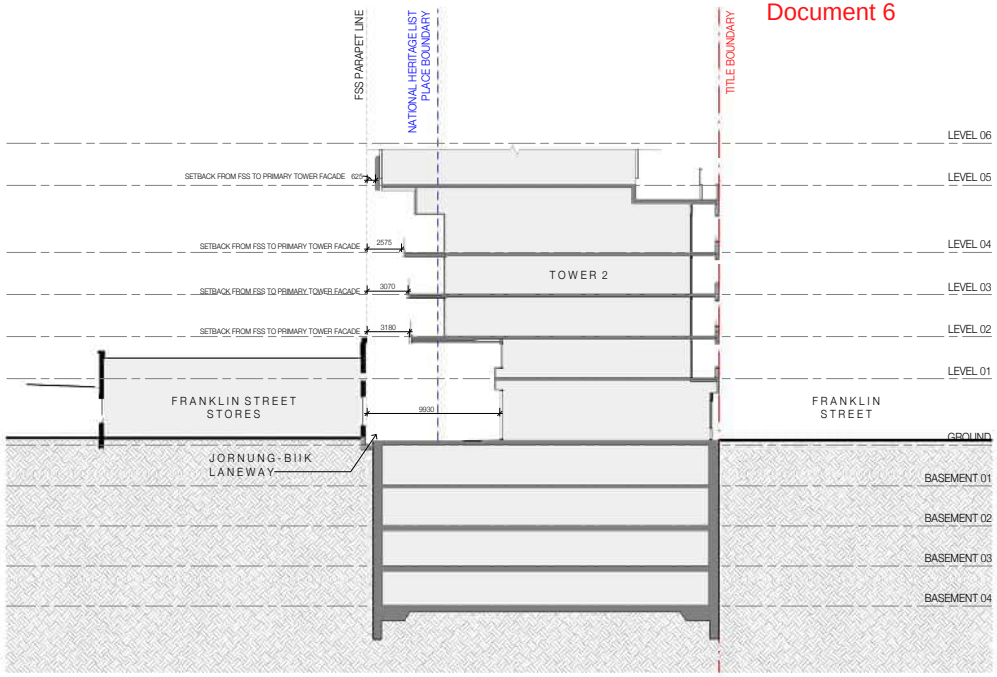
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STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

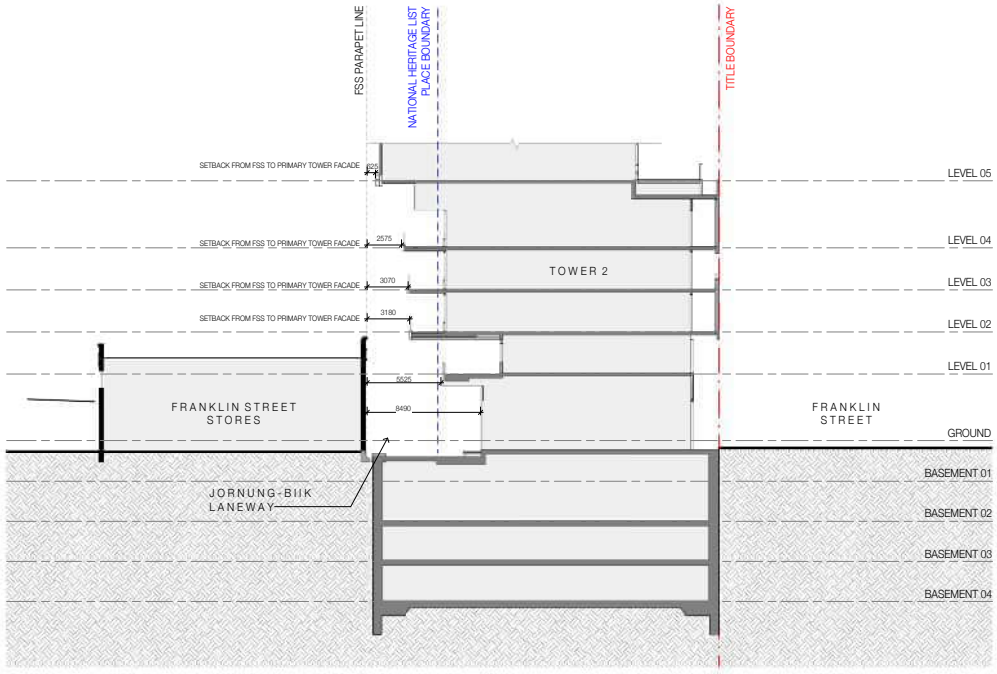
DRAWING TITLE
TOWER 1 - BUILDING SECTION 3

DRAWING No.	REVISION
NHA-ASK-201	**1**

Document 6



4 OVERALL SECTION - T2 - 04
SCALE 1 : 200



5 OVERALL SECTION - T2 - 05
SCALE 1 : 200

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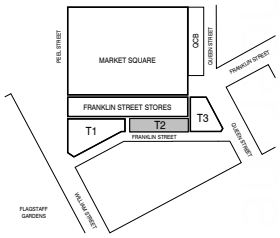
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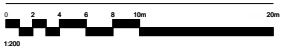
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NH Architecture

OPENWORK

KEY PLAN





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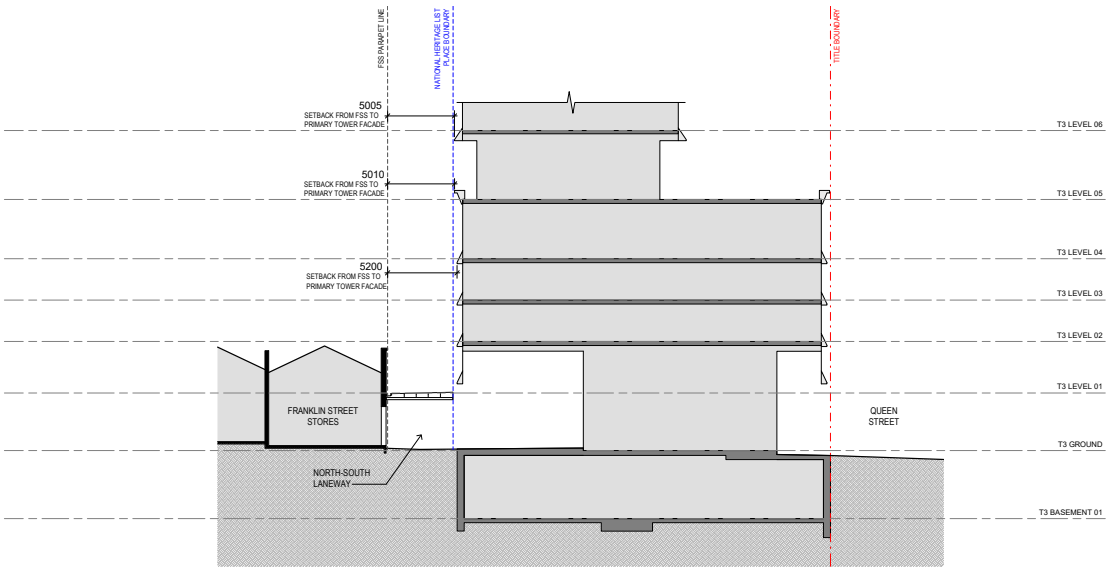
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PROJECT No.
200032

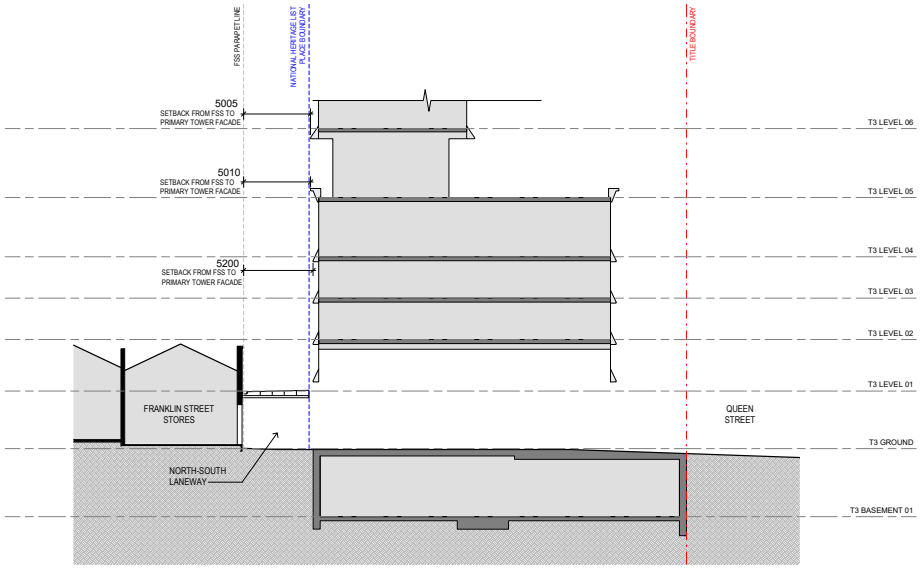
STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
TOWER 2 - BUILDING SECTION 4 & 5

DRAWING No.	REVISION
NHA-ASK-202	**1**



6 OVERALL SECTION - T3 - 06
SCALE 1 : 200



7 OVERALL SECTION - T3 - 07
SCALE 1 : 200

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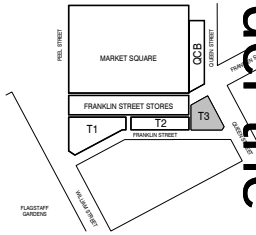
REV.	DETAILS
1	FOR INFORMATION

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KEY PLAN



DRAWN	CHECKED	SCALE @A1
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PROJECT PRECINCT
QVM SOUTHERN DEVELOPMENT SITE

PROJECT NAME	PROJECT NO.
Tower 3	2303

STAGE
EPBC - NEW GROUND AND LEVEL 1
NORTHERN GLAZING LINE OPTION

DRAWING TITLE
TOWER 3 - BUILDING SECTIONS 6 & 7

DRAWING No.	REVISION
KTA-ASK-203	**1**

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Queen Victoria Market Southern Development Project, Melbourne, Victoria
(EPBC 2024/09860)

Annexure 6: Explanatory table of amendments requested to Proposed Conditions

1.0 Introduction

Further to the mark-up of the proposed conditions provided in Annexure 5 of this response letter, this note is to provide an explanation of the rationale and criticality behind the amendments and phrasing requested.

More generally and not contained within Annexure 5, there are numerous conditions that relate to 'clearing of protected matters', and to management of data associated with such clearing. These are relevant where a proposed action involves removal of protected vegetation/habitat but are not relevant to the Proposed Action. The relevant conditions and definitions could therefore be removed for simplicity (condition 18, 28(b), 29, references to and definitions of shapefiles and completion data in 30, 31,43). We request the Department review the necessity of these inclusions and if the proposed conditions remain as currently drafted, we request confirmation from the Department that these items would be treated as 'Not Applicable' in respect to the Proposed Action.

2.0 Proposed Conditions - Requested Amendments

Proposed Condition No. (Ref: 2024-09860 – Proposed Approval Decision – Decision Notice – Minister Watt - pdf)	**Requested Amendment and Explanation**
2) To avoid direct and indirect impacts to the Franklin Street Stores: **a)** The footprint of the **towers** must be at least 6 metres outside the **Heritage Place boundary**. **b)** The canopies of the Franklin Street Stores must not be permanently removed.	**Requested Amendment:** Alteration of 2(a) and 2(b), as follows: "2) To avoid direct and indirect impacts to the **Franklin Street Stores**: a) The **footprint** of the **towers** at ground-level must be outside **the Heritage Place boundary**. b) The approval holder must consult with Heritage Victoria to consider retention of a greater extent of the canopies of the **Franklin Street Stores** than shown in Figure 2.5 of the **Final Public Environment Report**." **Explanation:** <u>Alteration of 2(a):</u> The proposed condition 2(a) as drafted, combined with the definition of 'footprint' which would apply at every level including cantilevered upper levels, effectively

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Proposed Condition No. (Ref: 2024-09860 – Proposed Approval Decision – Decision Notice – Minister Watt - pdf)	Requested Amendment and Explanation
	requires transformation of the Proposed Action because the change is so substantial it would result in both technically and commercially unviable designs for all three towers. Justification of the minimum requirements for the Tower floorplates is detailed in the Final PER and the associated Appendix P. For all three towers, the impact of the condition as drafted would render the Proposed Action unfeasible, including preventing the critically needed conservation works to the Franklin Street Stores. As part of this response, an alternative design solution has been provided for Tower 1 which can be facilitated by changing the use from commercial to residential, and Tower 3, through rationalisation of the lower levels, achieving a further reduction in the mass of both buildings. Together these design changes achieve the improved heritage interface understood to have been intended by the original drafting of condition 2(a). These changes can be accommodated within the Proposed Action and would still allow for the Proposed Action to proceed. <u>Removal of 2(b):</u> The Proposed Action includes retention of part of the canopy. A key intent in design of the interface between the three towers and the Franklin Street Stores is to create a welcoming public laneway which draws people towards the Queen Victoria Market and facilitates functionality of the market. Although removal of part of the canopy impacts that element of the heritage fabric it is considered appropriate in light of these broader heritage values of the Queen Victoria Market. A series of options for the canopy retention (full and partial) were tested with Heritage Victoria and the Design Review Panel of the Office of the Victorian Government Architect (OVGA) – see section 3.2.2 of the PER. Assessment of canopy options for Franklin Street Stores in the PER and Appendix H, with the outcome being support for the option in the PER. To reinstate the full extent of the Franklin Street Stores canopy to the south would mean the continuation of the existing hostile and unsafe public realm under the deteriorating canopy. This deters the social interaction that is critical to QVM's National Heritage Values under

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Proposed Condition No. (Ref: 2024-09860 – Proposed Approval Decision – Decision Notice – Minister Watt - pdf)	Requested Amendment and Explanation
	criterion (d). Additionally with retention of the canopy, views of the parapet of the stores would be concealed. However, following further consideration the proponent is committed to reinstating a greater extent of the canopies of the Franklin Street Stores than depicted in Figure 2.5 of the Final Public Environment Report, as explored in Attachment B whereby an additional canopy bay is proposed to be retained adjacent Tower 1. This requires further consultation with Heritage Victoria given the existing heritage approvals under state legislation.
3) To minimise impacts to the heritage values of the **QVM**, the approval holder must submit a Final Tower Design Plan to the **department** for the approval of the **Minister**. **a)** The approval holder must not commence **construction** of the **Towers** unless the **Minister** has approved the Final Tower Design Plan in writing. **b)** The approval holder must commence implementing the approved Final Tower Design Plan once approved by the **Minister** and continue to implement the approved plan until the **completion of the Action.** **c)** The Final Tower Design Plan must include: **i)** Details of the size and position of each tower, including any proposed cantilevering, and discussion of descriptions of how the	**Requested Amendment:** Alteration to reference Plans to be included in the conditions. Removal of limbs 3(a) through to 3(c)(iii). "3) To minimise impacts to the heritage values of the **QVM,** the siting and overall form of the **Towers** must be generally in accordance with the Tower Plans at Attachment B." **Explanation:** Acknowledging the proposed conditions were drafted with reflection to the material impact that 2(a) would have imposed on the design of the Towers, it is proposed that Attachment B of the Proposed Conditions replaces the need for limbs 3(a),(b) and (c)(i)(ii) as confirmation of the building envelopes being approved for the Towers. Condition 13 and 13(a) achieve the intent of condition 3(c)(iii), and 3(c)(iii) can be removed to avoid duplication. Additionally, the proposed car parking and QVM customer access are addressed under the applicable approvals under State legislation.

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Proposed Condition No. (Ref: 2024-09860 – Proposed Approval Decision – Decision Notice – Minister Watt - pdf)	Requested Amendment and Explanation
towers could obscure or otherwise impact on the heritage values of the **QVM**. **ii)** Details of the architectural design of the towers and the visual amenity impacts of the proposed design on the heritage values of the **QVM**. **iii)** Details of proposed car parking and **QVM** customer access.	
4) To protect the archaeological remains within the **Old Melbourne Cemetery**, the approval holder must: **a)** Not excavate in the **Old Melbourne Cemetery.** **b)** Take measures to ensure there is no root incursion into the subsurface of **the Old Melbourne Cemetery.** **c)** Implement the protections to the heritage values of the **Old Melbourne Cemetery** as described in section 5.2.1 of the **Final Public Environment Report**	**Requested Amendment:** Addition of “generally” to 4 (c). No change to 4 (a) or 4 (b). “c) Implement the protections to the heritage values of the **Old Melbourne Cemetery** generally as described in section 5.2.1 of the **Final Public Environment Report**.” **Explanation:** The Proponent commits to the requirements of 4(a) and (b). Figures included in section 5.2.1 are diagrammatic and indicative, therefore, the addition of the word “generally” is required to allow for detailed design to be completed, to carry out the intent of the protections implemented under 4(a) and 4(b).
6) To mitigate impacts to the Franklin Street Stores, the approval holder must undertake an **archival quality photographic survey** of the Franklin Street Stores and provide a copy of the survey to the **department** prior to the	**Requested Amendment:** Alteration to align to Heritage Victoria Permit Condition, removal of limbs 6(a) through to 6(c). “6) The approval holder must provide a copy of the **archival quality photographic survey** of the **Franklin Street Stores** required under condition 13 of the heritage permit

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Proposed Condition No. (Ref: 2024-09860 – Proposed Approval Decision – Decision Notice – Minister Watt - pdf)	Requested Amendment and Explanation
commencement of tower construction or any modification of the Franklin Street Stores. The photographic survey must record the views of: **a)** the entire length of the Franklin Street Store facades from multiple vantage points, including those that will be blocked or obscured by the Action; **b)** all exterior spaces and details of the Franklin Street Stores, including canopies; and **c)** all interior spaces and details of the Franklin Street Stores.	granted under Part 5 of the Heritage Act 2017 to the **department** within 5 business days of completion of the survey." **Explanation:** This condition duplicates Heritage Victoria permit condition 13. Amended to require a copy of the archival survey under HV condition 13 to be submitted to the department to avoid duplication.
7) The approval holder must submit a Heritage Protection Plan for all works within the **Heritage Place Boundary** to the **department** for the **Minster's** approval. a. The approval holder must not commence construction within the Heritage Place Boundary unless the Minister has approved the Heritage Protection Plan in writing.	**Requested Amendment:** Alteration of 7 and 7(a) for Early Works to be excluded. "7) The approval holder must submit a Heritage Protection Plan for all works within the **Heritage Place Boundary** other than **Early Works** to the **department** for the **Minster's** approval. a) The approval holder must not commence construction within the **Heritage Place Boundary** other than the **Early Works** unless the **Minister** has approved the Heritage Protection Plan in writing. **Early Works** must comply with relevant conditions of the heritage permit granted under Part 5 of the Heritage Act 2017." **Explanation:** It is requested that 7 and 7(a) are amended to allow for appropriate staging of the works and commencement with Early Works, which is restricted in its scope by the definition proposed:

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Proposed Condition No. (Ref: 2024-09860 – Proposed Approval Decision – Decision Notice – Minister Watt - pdf)	**Requested Amendment and Explanation**
	'works associated with site establishment, basement excavation and formation of the perimeter basement retention structure for the Towers, including the removal of the southern canopy to the Franklin Street Stores and provision for future service connections'. The Early Works are the subject of State planning permission and are regulated under the heritage permit under the State Heritage Act, and this is reflected in the proposed EPBC condition. Under the amended condition the Heritage Protection Plan would cover important aspects of the works relevant to heritage values of Queen Victoria Market including the interiors of the Franklin Street Stores and the final design of Market Square, which will occur materially later than commencement of the Early Works scope.
8) The approval holder must submit a Heritage Interpretation Plan for the Action to the **department** for the **Minster's** approval.	**Requested Amendment:** Replacement of "the Action" with "Market Square and the Franklin Street Stores". "8) The approval holder must submit a Heritage Interpretation Plan for **Market Square** and the **Franklin Street Stores** to the **departmen**t for the **Minster's approval**." **Explanation:** Amended to heritage aspects of the Proposed Action, being Market Square and the Franklin Street Stores.
9) The Tenancy Design Guidelines required by condition 21 of the permit granted under Division 4 of the Heritage Act 2017 (Vic) must be provided to the **department** once completed. The Tenancy Design Guidelines must be enforced by the approval holder.	**Requested Amendment:** Replacement of "Division 4" to "Part 5" and removal of the final sentence. "9) The Tenancy Design Guidelines required by condition 21 of the permit granted under Part 5 of the Heritage Act 2017 (Vic) must be provided to the **department** once completed." **Explanation:**

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Proposed Condition No. (Ref: 2024-09860 – Proposed Approval Decision – Decision Notice – Minister Watt - pdf)	Requested Amendment and Explanation
	The permit is granted under Part 5 of the Heritage Act 2017 (Vic) not Division 4. The Tenancy Design Guidelines cannot be enforced by the approval holder (a Lendlease entity). The Franklin Street Stores are to remain in the ownership of the City of Melbourne who will oversee future tenancy works in accordance with required Heritage Victoria approvals.
13. To minimise potential impacts to the continued viable operation of the **QVM** as a produce market, the approval holder must: **a)** Provide public access to a minimum of 200 carparks in the existing at-grade carpark within the **Heritage Place Boundary** until at least 200 new carpark spaces created under the towers are available for public use. **b)** Ensure access to functional storage capacity for market stallholders equivalent to or greater than the current functional storage capacity of Franklin Street Stores, prior to any loss of storage space from the Franklin Street Stores.	**Requested Amendment:** Alteration to 13(b) "b) Ensure access to functional storage capacity for market stallholders equivalent to or greater than the minimum utilised functional storage capacity of the **Franklin Street Stores** at the date of this approval, being 3.5 stores, prior to any loss of storage space from the **Franklin Street Stores**." **Explanation:** Amended to accurately reflect the current functional storage capacity of the Stores as noted in Section 4.5 of the Final Public Environment Report.
14. The Action must be undertaken in accordance with the relevant conditions of any permit granted under Division 4 of the Heritage Act 2017 (Vic). If such a permit expires or is otherwise not in affect, the approval holder must comply with the conditions included in the most recent	**Requested Amendment:** Alteration to 14. "14) The Action must be undertaken in accordance with the relevant conditions of any permit granted under Part 5 of the Heritage Act 2017 (Vic)." **Explanation:**

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Proposed Condition No. (Ref: 2024-09860 – Proposed Approval Decision – Decision Notice – Minister Watt - pdf)	Requested Amendment and Explanation
version of the permit until such time as a new permit is granted under the Heritage Act.	Additional wording not required as a valid permit is mandatory under Part 5 of the Heritage Act 2017 (Vic) to conduct relevant aspects of the Proposed Action. If the heritage permit expires or is otherwise not in effect, it would not necessarily be appropriate for the proponent to continue acting in accordance with its conditions. The proponent would be required to act in compliance with the Heritage Act 2017 (Vic) and all other applicable regulation.
Conditions 19, 20 & 26	**Requested Amendment:** Replace "Division 4" with "Part 5" **Explanation:** To reflect the correct reference to the Heritage Act.
Definitions:	
Action Area means the location of the Action, represented in Attachment A by the zones enclosed by the black solid line and shaded with black hatched lines and designated 'QVM Southern Development Project Area'.	**Requested Amendment:** Deletion of "by the zones enclosed by the black solid line and shaded with black hatched lines and designated 'QVM Southern Development Project Area". **"Action Area** means the location of the Action, represented in Attachment A." **Explanation:** The plan proposed for Attachment A in the draft conditions was prepared to identify areas for each Cultural Heritage Management Plan under the *Aboriginal Heritage Act 2006* (Vic). A plan that more clearly identifies each relevant building and area as referred to in the draft EPBC approval conditions has been proposed for Attachment A. The required plan is provided in Annexure 5.
Additional Definition: ***Early Works***	**"Early Works** means works associated with site establishment, basement excavation and formation of the perimeter basement retention structure for the Towers, including the removal of the southern canopy to the Franklin Street Stores and provision for future service connections."
Footprint means the above-ground extent of a building at all levels.	**Requested Amendment:** Altered to align with the intent of the requested amendment of Condition 2(a). "**Footprint** means the ground-level extent of a fully enclosed building."

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Proposed Condition No. (Ref: 2024-09860 – Proposed Approval Decision – Decision Notice – Minister Watt - pdf)	Requested Amendment and Explanation
	Explanation: This terminology is industry standard.
Additional Definition: ***Franklin Street Stores***	**"Franklin Street Stores** means the buildings represented in Attachment A.**"**
Additional Definition: ***Market Square***	**"Market Square** means the square represented in Attachment A."
Old Melbourne Cemetery means the former cemetery represented in Attachment A by the area enclosed by the red line, designated 'CHMP 14125 – Former Old Melbourne Cemetery (Zone 1)'.	**Requested Amendment:** Deletion of "by the area enclosed by the red line, designated 'CHMP 14125 – Former Old Melbourne Cemetery (Zone 1)'". "**Old Melbourne Cemetery** means the former cemetery represented in Attachment A." **Explanation:** A plan that more clearly identifies each relevant building and area as referred to in the draft EPBC approval conditions has been proposed for Attachment A. The required plan is provided in Annexure 5.
Additional Definition: ***Queens Corner Building***	**"Queens Corner Building** means the building represented in Attachment A."
Towers means Towers 1, 2 and 3 which are proposed to be constructed in the area marked as 'Area 7' and shaded in yellow in Attachment A.	**Requested Amendment:** **"Towers** means Towers 1, 2 and 3 generally in accordance with the Tower Plans in Attachment B." **Explanation:** Attachment B has been prepared to reflect the design of Towers 1, 2 & 3, linking to the requested amendment to Conditions 2(a) and 3.
Attachments:	
Attachment A	**Requested Amendment:** Updated to plan that more clearly identifies each relevant building and area as referred to in the draft EPBC approval conditions (refer Annexure 5). **Explanation:** Links to the proposed definitions for "Action Area", "Franklin Street Stores", "Market Square", "Old Melbourne Cemetery" and "Queens Corner Building".

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Proposed Condition No. (Ref: 2024-09860 – Proposed Approval Decision – Decision Notice – Minister Watt - pdf)	Requested Amendment and Explanation
Additional Attachment: Attachment B	**Requested Amendment:** Addition of Attachment B (refer Annexure 5) **Explanation:** Prepared to reflect the design of Towers 1, 2 & 3, linking to the requested amendment to Conditions 2(a) and 3 and definition of “Towers”.

End

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Mr s. 22(1)(a)(ii)
Executive Director, Development – Victoria
Lendlease
Level 14, Two Melbourne Quarter
697 Collins Street
Docklands
VIC 3008

13 June 2025

Dear s. 22(1)(a)(ii)

Re: Queen Victoria Market Southern Development Project: design refinements Towers 1 and 3 – (EPBC 2024/09860)

We refer to the above project (Proposed Action) and proposed amendments to the designs for Tower 1 and Tower 3 addressing their interface with the Queen Victoria Market (QVM), and specifically with the Franklin Street Stores. The changes are proposed in response to specific issues arising from the Notification of Proposed Approval Decision (29/05/2025) and attached conditions, particularly the issue of the setback to the towers. The changes to the design have been developed based on additional heritage advice and exploration of design options.

The purpose of this letter is to provide an assessment of how the design refinements will change the heritage outcome of the Proposed Action, with specific regard for the QVM's National Heritage values. This includes further commentary on the matter of the southern canopy of the Franklin Street Stores, where an additional canopy bay would be retained in the revised design for Tower 1. All proposed revisions are subject to amendments or conditions under the relevant approvals under State legislation.

In addition to the assessment of the design changes, the letter provides a brief comment on the broader issue of the staging of works to construct the towers, the proposed Early Works scope, and relevant heritage considerations.

Matters of National Environmental Significance (MNES)

In considering the relationship of the new towers to the Queen Victoria Market, the relevant MNES are those under Criterion D, where QVM has outstanding heritage value to the nation (paraphrased):

- As an outstanding example of an Australian metropolitan food market established in the nineteenth century
- Substantially intact array of Victorian era buildings and structures, unique demonstration of four key building typologies of a market from this period (open sheds, enclosed market halls, warehouses and perimeter shops)
- Layout and integrity of these features
- Continued functioning as a modern day marketplace
- Evidence of changes in practices alongside retained original attributes, liveliness and character

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- Intangible and experiential qualities including its distinctive character and open setting, cultural variety, liveliness and traditional interactions between customers and traders, all contributing to the authenticity and the readability of the site.

These are all variously relevant to the Proposed Action.

Franklin Street Stores

The Franklin Street Stores on the southern edge of the QVM form part of the Proposed Action and have been a major focus in assessing heritage impacts at both a State and National level. This has included the heritage benefits to the Stores as well as potential direct and indirect impacts from canopy works and the proximity of new towers.

Constructed in c. 1930, the present-day Franklin Street Stores represent the surviving half of an originally much larger twentieth century wholesale fruit market developed on the southern part of the Old Melbourne Cemetery. The northern section of this market has been demolished. The other twentieth century building of significance on the QVM site is the Dairy Hall on Therry Street (1928); both buildings demonstrate aspects of the changing practices at the market in the interwar period.

To clarify, the Stores are not nineteenth century warehouses (there were no warehouses at QVM in the nineteenth century). Rather, as is noted in the NHL documentation, they demonstrate a distinct building typology of the first half of the *twentieth century* (market stores associated with a wholesale fruit market) and are an important contributory element within the QVM for that reason.

As indicated in the NHL Summary Statement of Significance, the Franklin Street Stores demonstrate particular aspects of the QVM's history and operations:

- utilitarian aspects of market buildings
- the wholesale function of the Market in the early twentieth century.

The assessment against Criterion D references significant contributory attributes found on the nineteenth century Elizabeth and Victoria Street shops and the interwar Franklin Street Stores as:

- their uniformity of alignment in row pattern, consistency of features, orientation and original features such as shopfronts and verandas

[Note that the reference to shopfronts applies to the shops, not the Franklin Street Stores which do not have shopfronts.]

Design response

The relationship between the new towers and the retained Franklin Street Stores is managed in the Proposed Action through the creation of a new Melbourne laneway (Jornung-Biik) to be positioned on the south side of the Franklin Street Stores and which will support their adaptation and activation. Setbacks to the tower forms at ground level and above were carefully resolved and optimised to provide horizontal and vertical separation as far as possible within the limits of viable floorplates but noting that both Towers 1 and 2 proposed partial cantilevers over the canopy to the Stores. Tower 3 is located to the east, entirely outside the heritage place boundary, and is separated from the Stores by the new lane Jornung-Biik as it returns to the north.

Tower 1

A review of the design for the western tower (Tower 1) has become possible based on a change of use from office to residential. The amended design allows for reduced floorplates and the removal of all but a modest section of cantilever at the eastern end. It has also allowed for more generous separation across the lower levels of the tower, with additional setbacks from the Franklin Street Stores to the ground floor and first floor levels, which are both held further back to the south than in the original design.

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These changes would have a material benefit from a heritage perspective when compared with the original PER design for Tower 1. With regard to the MNES and National Heritage values under Criterion D, the increased space to the south of the Stores would emphasise their status and legibility as distinctly QVM market buildings. There would be a clearer distinction between old and new, and a shift in the balance of the relationship as the tower sits further back, deferring to the Stores. This is demonstrated in the views at Figure 1 and Figure 2 where the additional setback and recessive presentation of the new build at Ground and Level 1 ensures the primacy of the Stores within the space. When combined with their robust repetitive forms and red brick and render materiality, the increased separation will ensure the Stores are dominant in the laneway context and will allow for a greater appreciation of their repetitive form and design in longer oblique views. It is noted that there is significant diversity in the width and format of Melbourne's 'lanes' (both heritage and not). What is important in this design - and it has been improved in the revised Tower 1 design - is that the space created in this pedestrian-scaled lane gives appropriate space and separation to the heritage buildings.

The sense of separation is enhanced within Jornung-Biik by clear sky above for the length of Tower 1, while a more generous open setting to the Stores and the market itself would be provided by a plaza-like space at the western end, coinciding with the retained section of the southern canopy. This will improve views into the space, see Figure 3 and Figure 4.

Additionally, while the original Tower 1 design drew on the rhythm and form of the Stores, the change of use and refinements to the design has allowed these relationships to be further developed and the sectional material provided demonstrates the careful response to scale and interpretation of datum levels.

The changes to the tower form and massing will also change the broader views from within the QVM. There would be no significant difference to the overall impression of Tower 1 as a backdrop element behind the Stores in longer views from the north, but substantial removal of the cantilever and revision of setbacks would change and improve the viewer's more immediate perception of its setback and relationship to the Stores. As is the case in the original design, when viewed from the north, the Stores would continue to hold the southern edge of the QVM and contrast with the towers behind, through their characteristic repetitive and distinctive form and design. They would not be read as part of the new towers.

Overall, the changes to Tower 1 are materially beneficial in terms of the presentation of the Stores and represent an improvement in the heritage outcome for the QVM against aspects of the Criterion D considerations for legibility, open setting and the ability to recognise the historically important features and layout of market buildings.

Tower 3

In the case of Tower 3, the design has always been held back to the north, deferring to the long northern elevation of the Stores and additionally has sought to provide views through at the base of the podium to the Stores' eastern elevation. The proposed changes in the revised design are directed at further opening up those views to the eastern face of the Stores on approach to the QVM from the east and north-east.

In that regard, a significant change has been made to the ground and first floor levels which have both been set further back in to the south, with the angled northern glazing line now positioned back close to the rear south-east corner of the Stores. Refer to the diagrams at Figure 5 and Figure 6.

This means views from the east through the northern undercroft/plaza – while not unobstructed - will more readily register the short eastern elevation and canopy of the Frankin Street Stores and allow for an appreciation of the form and depth of the heritage building. The eastern elevation of the Stores is particularly utilitarian and has been altered, but it still contributes to an understanding of the building and the change is a beneficial one.

Refer to Figure 7-Figure 10.

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Southern canopy

The permanent removal of sections of the southern canopy is proposed to support the adaptive use of the Franklin Street Stores and the amenity (and therefore the viability) of the proposed new lane.

The revised design for Tower 1 includes the reinstatement of an additional bay of the southern canopy at the western end of the Stores. The proposal for the balance of the southern canopy (part retained, part removed) remains as previously proposed.

The removal of any original fabric as part of a heritage place should always be approached with caution and with careful consideration of the heritage values of that place and the contribution of the affected fabric.

In this case, it is acknowledged that the change would reduce the intactness of the Stores. The sections of canopy to be removed retain their original structure and appearance (albeit with non-original fascia panels in a loose approximation of the original design). The removal of sections of the canopy would also result in a change in the appearance of the building as it presents to the south.

The canopy is identified in the NHL assessment against Criterion D as significant contributory fabric and contributing to a valued quality (*uniformity of alignment in row pattern, consistency of features, orientation and original features such as ... **verandas***).

In our assessment, however, while there is a direct physical impact on original **fabric** and that fabric is referenced in the NHL documentation for the QVM, the adverse impact on the **National Heritage values** of the QVM would be minor. This was the assessment in the Public Environment Report but proposed revised design further reduces the adverse impact on National Heritage values of the QVM:

- The utilitarian nature and original form and design of the Franklin Street Stores will both remain legible:
    - The south-facing presentation of the Stores will continue to be demonstrated where the canopy is to be reinstated.
    - The extent of canopy to be reinstated is proposed to be increased by an additional bay in the revised Tower 1 design. Where the canopy is removed, the nature of the change that has occurred will be clear, supported by design and heritage interpretation.
    - Canopies to the long north elevation facing the QVM (the dominant presentation within the heritage place), and the short east and west elevations are to be fully retained or reinstated and conserved.
    - Even with the canopy removal in part to the south elevation, the repetitive nature of the Stores as they present to the south will still be demonstrated through their distinctive parapet patterning and facades. Their presentation will be enhanced with the conservation and repair works including replacement of missing timber doors, repair of windows and other damaged and decayed fabric and other conservation works as part of the project.
- The intactness of the Victorian era buildings of the QVM and an appreciation of its nineteenth century character, layout and representative building typologies would be entirely unaffected.
- The change to the canopy is a relatively modest one in the context of the place as a whole and does not diminish the appreciation of QVM as a marketplace with its origins in the nineteenth century.
- Mitigation measures are proposed including the implementation of heritage interpretation for the Franklin Street Stores and interpretation of the removed canopy in the façade design for the adaptation of the Stores.

In summary, in our assessment, the proposed changes to the design for Tower 1 and Tower 3 both result in an improved interface with the Franklin Street Stores and a materially improved heritage outcome having regard for the National Heritage values against Criterion D.

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s. 22(1)(a)(ii) Peer Review

We refer to the peer review prepared by s. 22(1)(a)(ii) and appended to the Public Environment (Appendix N).

That peer review assessed the designs for the towers and extent of canopy removal as they were documented in the PER and found as follows in relation to the Criterion D values:

> The proposed action includes removal of fabric from the Franklin Street stores and their conservation and refurbishment. However, these changes would not substantively alter the Queen Victoria Market National Heritage place in a manner that would be inconsistent with the National Heritage values ascribed under Criterion (d). The proposed activity would support the ongoing viability of the Franklin Street Stores.
>
> The proposed action also includes the construction of four new buildings and Market Square within and adjacent to the Queen Victoria Market National Heritage place. These proposed developments would not substantively alter the Queen Victoria Market National Heritage place in a manner that would be inconsistent with the National Heritage values ascribed under Criterion (d), and although altering the setting of the Queen Victoria Market National Heritage place, would not cause the loss, of any National Heritage values ascribed under Criterion (d).

s. 22(1)(a)(ii) concluded:

> Overall, the proposed action would have no effect on the National Heritage values of the Queen Victoria National Heritage place ascribed under criterion (c) and minor impact on National Heritage values ascribed under criterion (d) arising from proposed removal of some sections of canopy of the Franklin Street Stores. The proposed action would change in the setting of the Queen Victoria Market in views to the south, but would maintain its distinctive character, and would therefore not substantively impact on the National Heritage values of the Queen Victoria Market National Heritage place.

The proposed changes are consistent with that peer review (they are within the scope assessed by s. 22(1)(a)(ii) but they also improve the heritage outcome as related to the issues considered in s. 22(1)(a)(ii) assessment.

Early works

In relation to the issue of staging, as is typical for projects of this scale and complexity, an Early Works package of works is proposed to be undertaken in advance to the main construction phase for the towers.

You have advised that a proposed definition for the Early Works phase has been provided in the Lendlease response to the proposed determination (refer to Annexure 5).

> **Early Works** means works associated with site establishment, basement excavation and formation of the perimeter basement retention structure for the Towers, including the removal of the southern canopy to the Franklin Street Stores and provision for future service connections.

Lendlease has also requested an amendment to Condition 7 so that 7 and 7(a) read as follows:

> 7) The approval holder must submit a Heritage Protection Plan for all works within the **Heritage Place Boundary** other than **Early Works** to the **department** for the **Minster's** approval.
>
> a) The approval holder must not commence **construction** within the **Heritage Place Boundary** other than the **Early Works** unless the **Minister** has approved the Heritage Protection Plan in writing. **Early Works** must comply with relevant conditions of the heritage permit granted under Part 5 of the *Heritage Act 2017*

From a heritage perspective, we support these proposed amendments. In combination, these would allow the Early Works scope to proceed in advance of the approval of a Heritage Protection Plan under the proposed Condition 7 but

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with appropriate oversight and controls in place under the Heritage Permit granted under Part 5 of the Heritage Act 2017.

Essentially, the focus of the Early Works scope is on the protection and management of heritage fabric consistent with the approved scope of works (including canopy dismantling), the completion of basement construction and the facilitation of future services connections to the Franklin Street Stores. Some of the works are within the boundary of the National Heritage place, while some are outside (to the south). Note that archaeological testing has confirmed subsurface works for Early Works are all outside the boundary of the Old Melbourne Cemetery.

Insofar as the works interface with the National Heritage place, the detail of the works and the methodology to be used are both subject to Heritage Victoria approval under conditions on the Heritage Permit. This includes requirements, before works commence, for the approval of detailed works documentation, an archival quality recording and the approval of appropriate heritage protection measures. Specific requirements apply to the dismantling works to the southern canopy including the approval of a detailed methodology and a financial security (Bank Guarantee) to ensure the partial reinstatement works are undertaken.

The controls will ensure the appropriate management of heritage fabric as part of construction management planning.

Yours sincerely
LOVELL CHEN

s. 22(1)(a)(ii)

DIRECTOR

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TOWER 1



Figure 1 View looking west within the lane, revised residential Tower 1 design, additional reinstated canopy visible
Source: EPBC Design Response, View 03



Figure 2 View west within the lane from the eastern end of Tower 1, revised design
Source: EPBC Design Response, View 04

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Figure 3 View from the west, revised residential Tower 1 design
Source: EPBC Design Response, View 01



Figure 4 A more distant view from the west
Source: EPBC Design Response, View 02

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TOWER 3

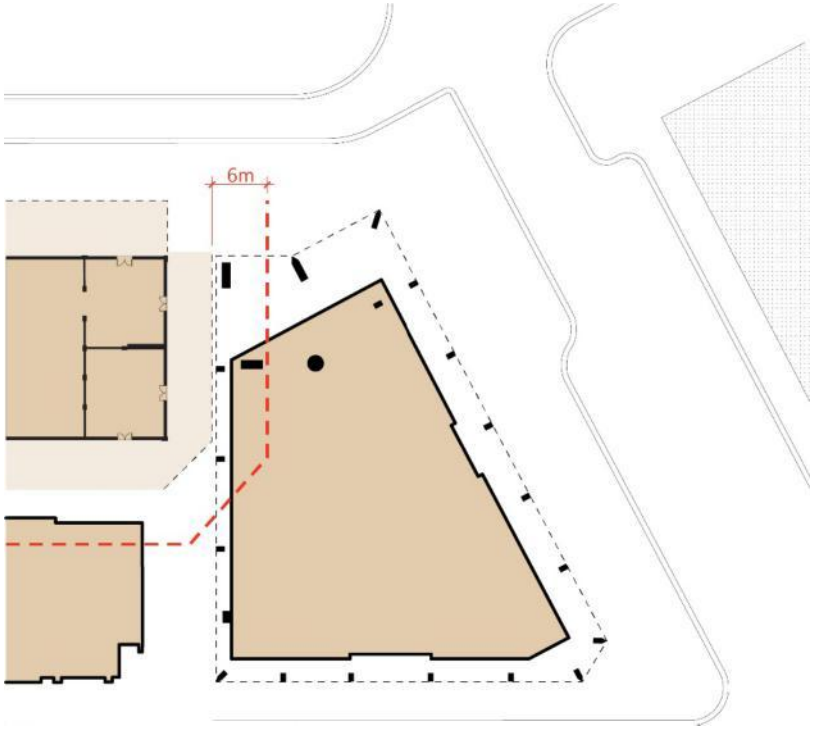


Figure 5 Existing (PER) ground and first plan form, Tower 3
Source KTA

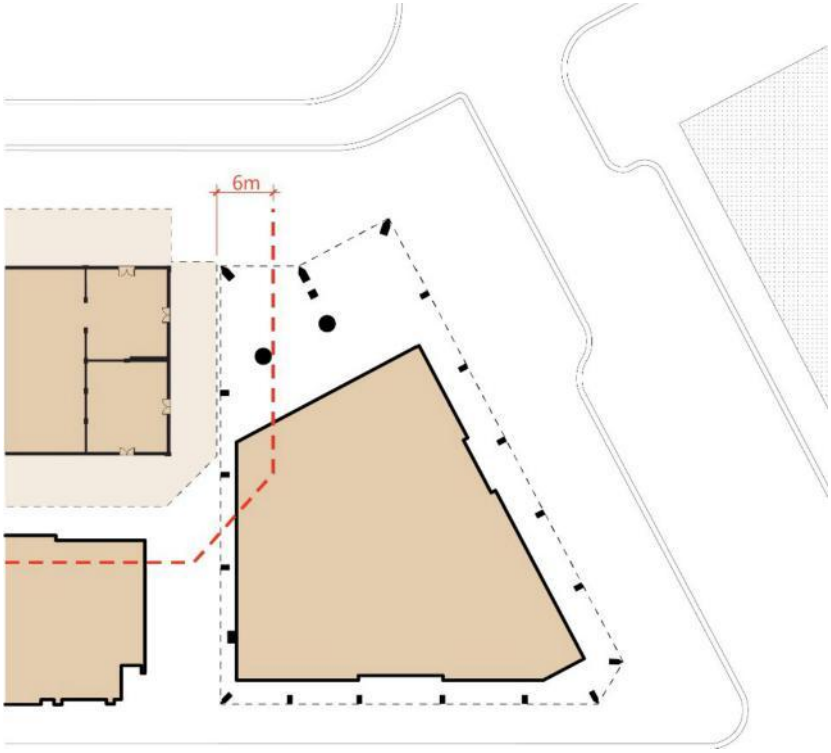


Figure 6 Revised ground and first floor plan, Tower 3 with increased setback
Source: KTA

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Figure 7 Existing (PER) view from east, Tower 3
Source: KTA



Figure 8 Proposed (PER) view from east, Tower 3
Source: KTA

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Figure 9 Existing (PER) longer view from east, Tower 3
Source: KTA



Figure 10 Proposed (PER) longer view from east, Tower 3
Source: KTA

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Document 9

lendlease

Queen Victoria Market Southern Development Site

Gurrowa Place

EPBC - Design Response

13 June 2025

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CONSERVATION | HERITAGE

scape

Document 9

We respectfully acknowledge the Traditional Custodians of the Country on which our studios and our projects reside, and we pay our respects to First Peoples across Victoria and Australia.

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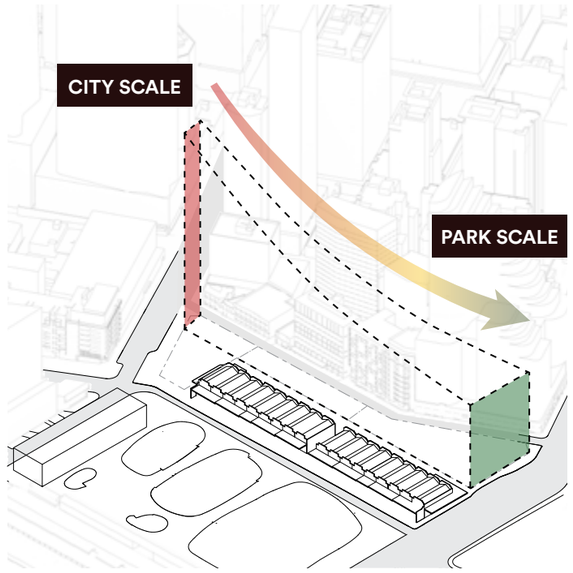
Alternate Design Proposal Tower 1

New Residential Design Option

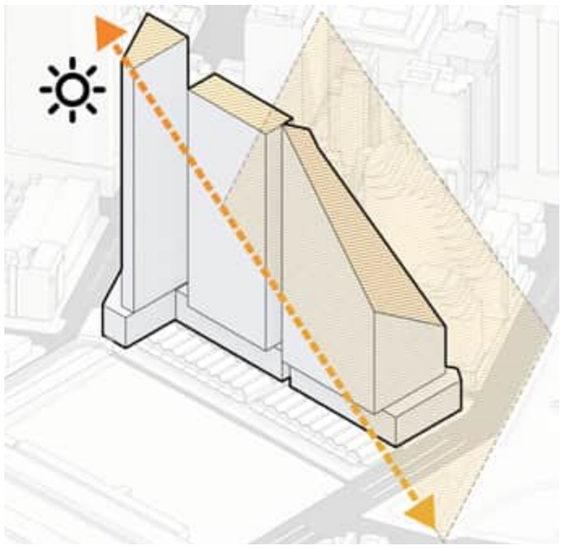
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Designing from First Principles

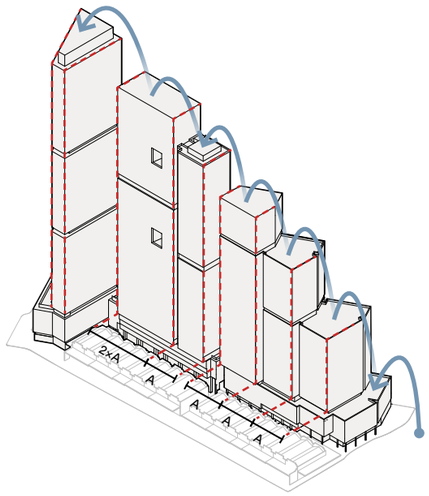
Creating a character for this part of the city that responds to the market



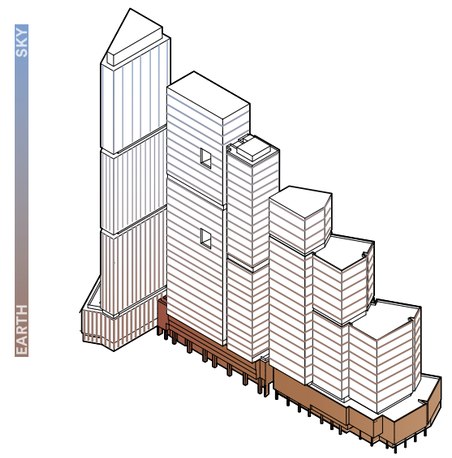
In the Round - Each tower should respond to its aspect and context



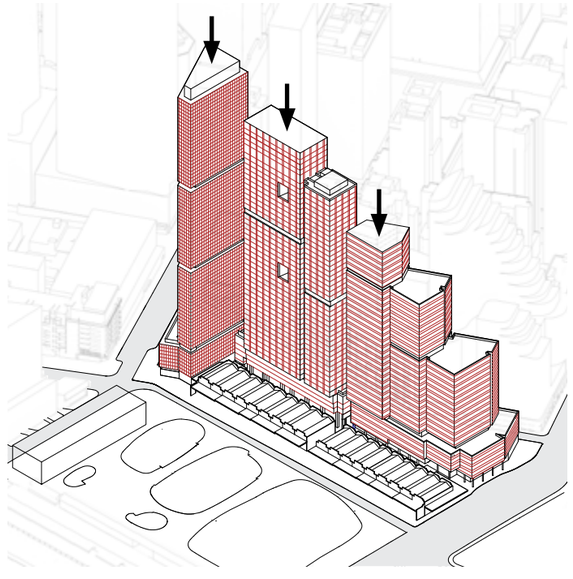
Response to park + scale - max envelope



Envelope reduced to provide rhythm to the Precinct



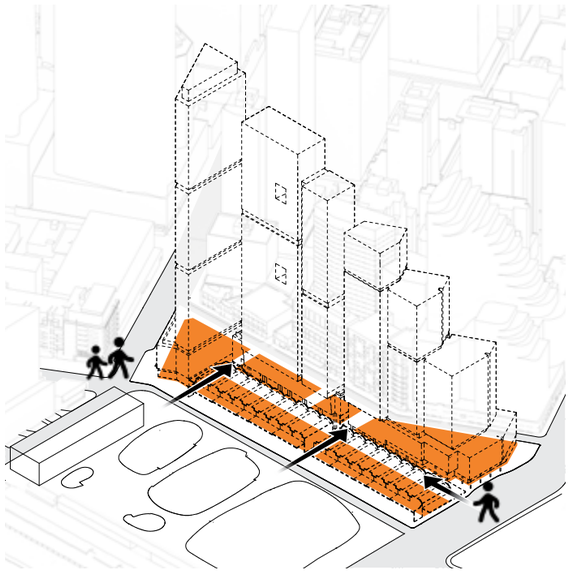
Materiality and Graduality, Connection to Earth and Sky



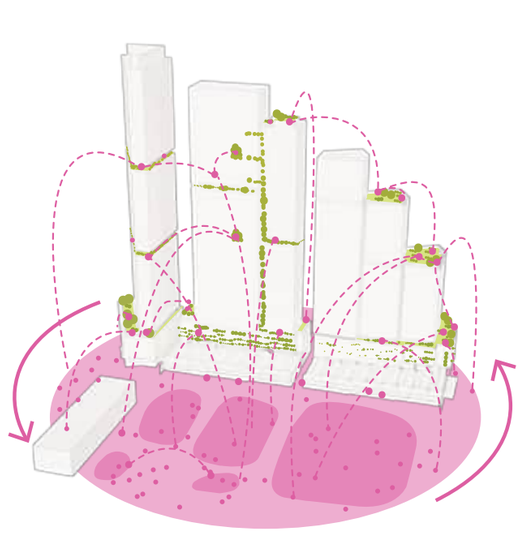
Thoughtful Shading Elements and Layered Facades



Extension of Bio-Diversity + Response to environment



Good Neighbour



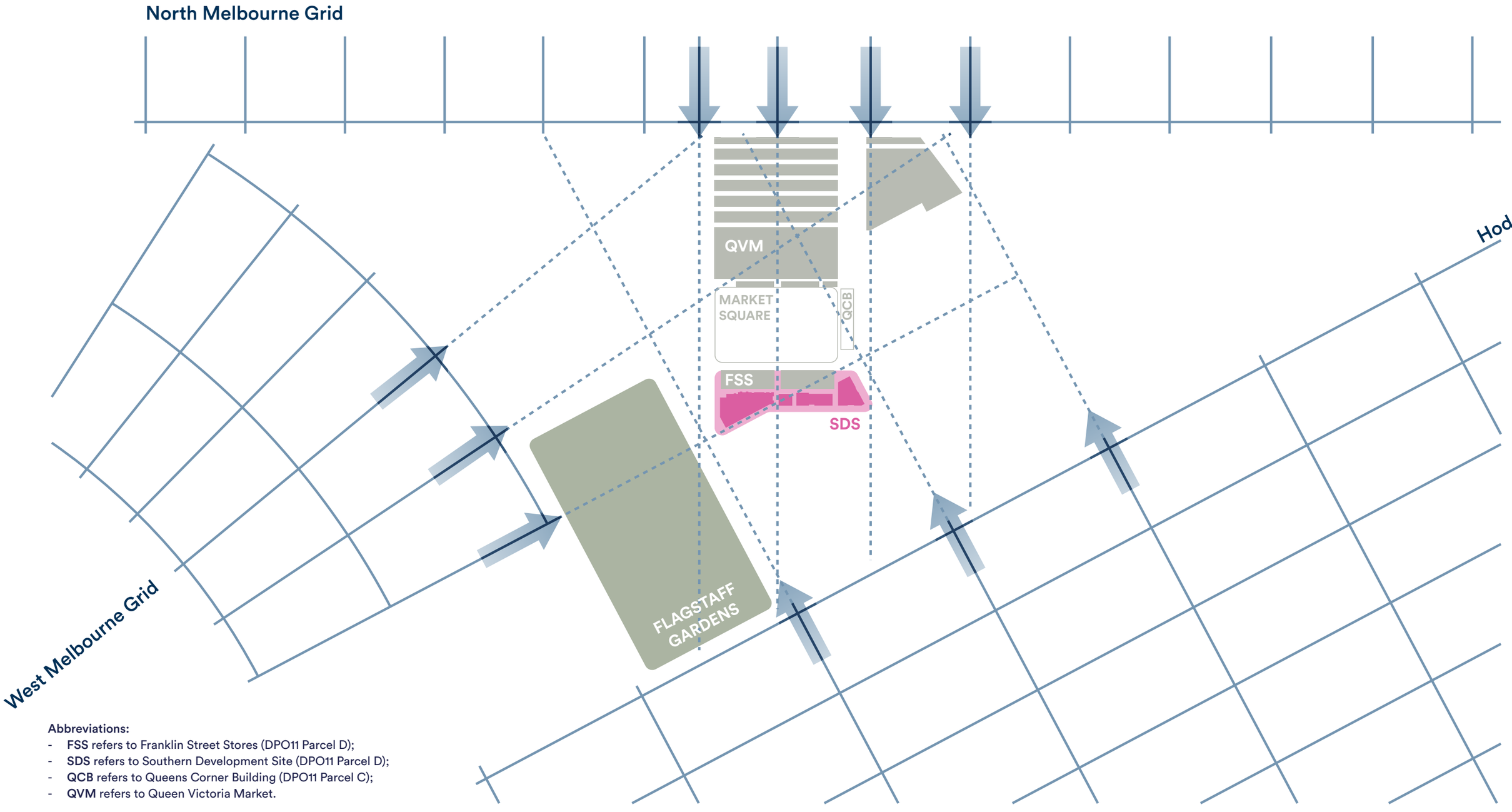
An Active Precinct

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Responding to the Grids of the City



Abbreviations:

- **FSS** refers to Franklin Street Stores (DPO11 Parcel D);
- **SDS** refers to Southern Development Site (DPO11 Parcel D);
- **QCB** refers to Queens Corner Building (DPO11 Parcel C);
- **QVM** refers to Queen Victoria Market.

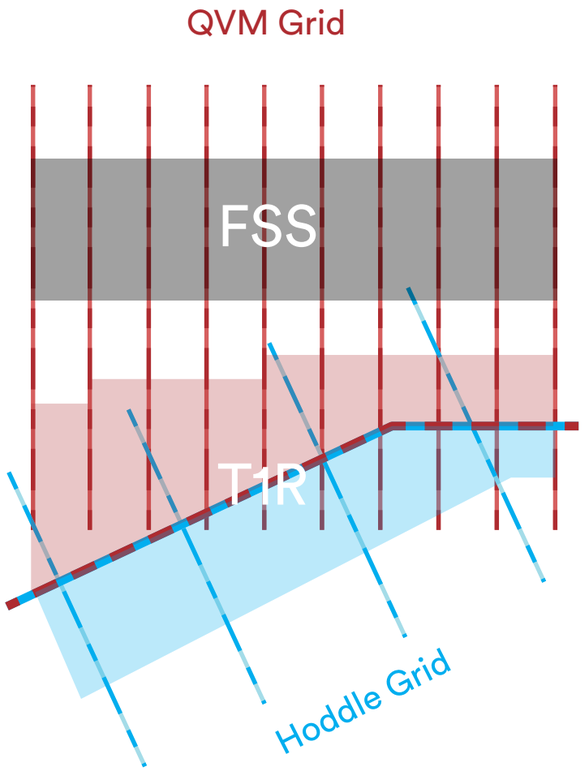
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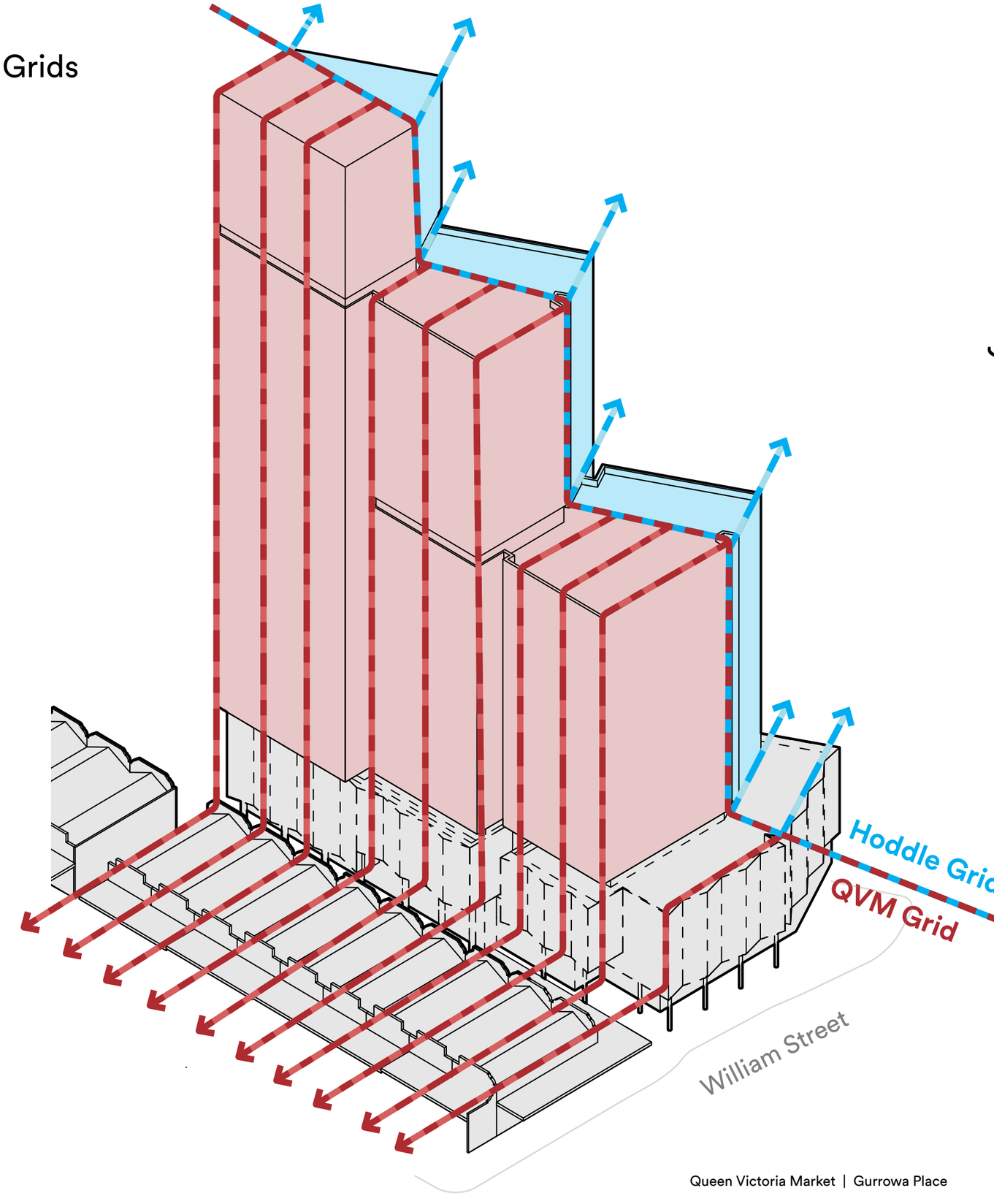
Responding to the Grids

Mediating the intersection of the Hoddle and Market Grids

Tower form rotates and recesses to allow the design to respond to the different contexts that surround the building.



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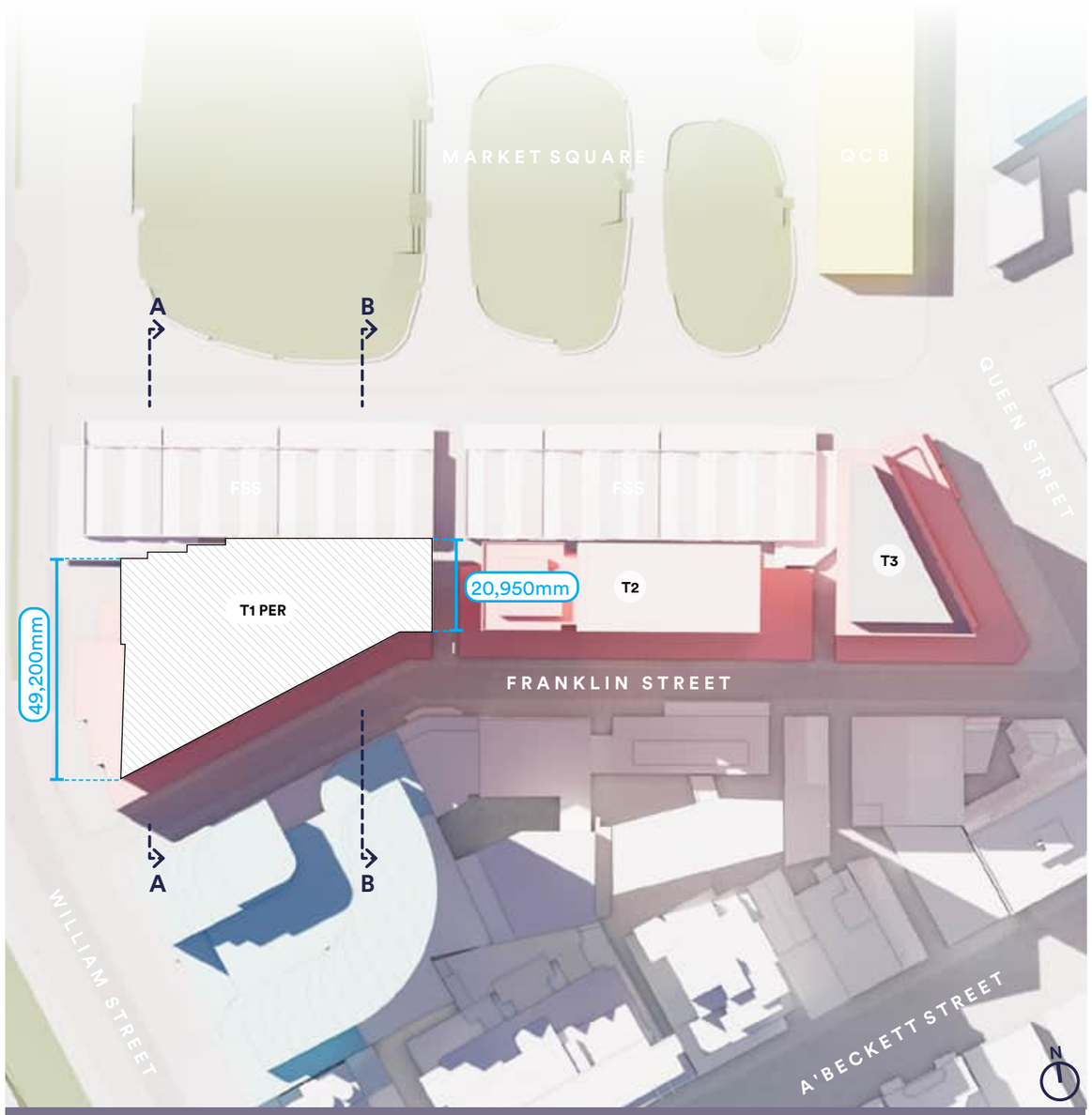


Queen Victoria Market | Gurrowa Place

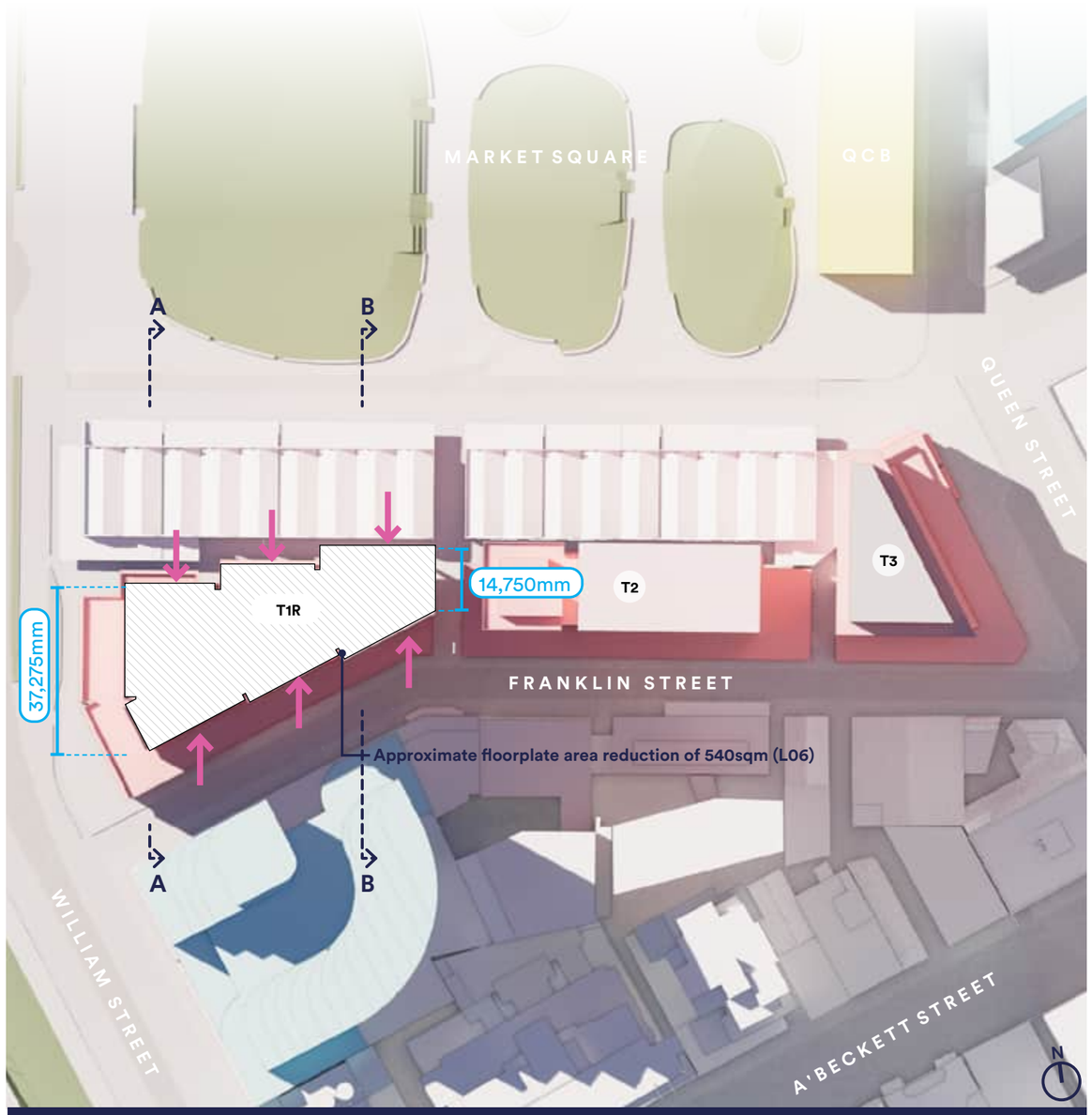
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Revised Massing
Overall T1 Mass Reduction - Plan View



Proposed Tower 1, as per PER Controlled Action



Revised Tower 1, New Residential Design Option

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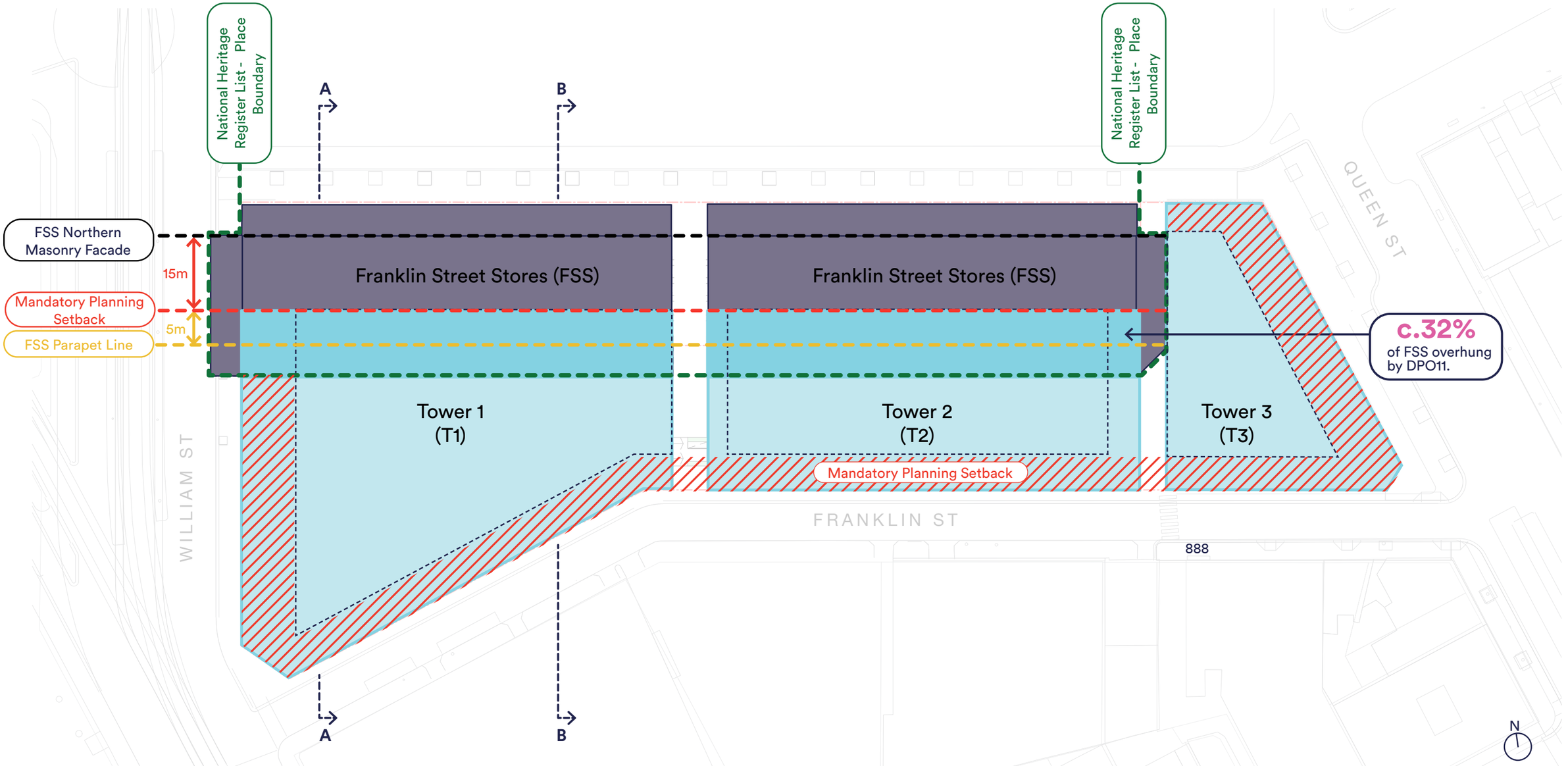
Building Cantilevers

Melbourne Planning Scheme - Development Plan Overlay Schedule 11 (DPO11) Planning Control Envelope

- Extent of FSS Roof and Canopy
- Extent of T1 & T2 Overhanging FSS
- Extent of Tower Above

Cantilever Over Heritage Boundary

	DPO 11 *with mandatory planning setback	PER	REVISED
T1 Cantilever (m^2)	838	293	86
T2 Cantilever (m^2)	834	294	294
Total Cantilever (m^2)	1672	587	374



The figure above shows the DPO11 controls.

National Heritage Register List - Place Boundary (NHL Boundary) aligns with Victorian Heritage Register.

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Building Cantilevers
T1 PER Massing

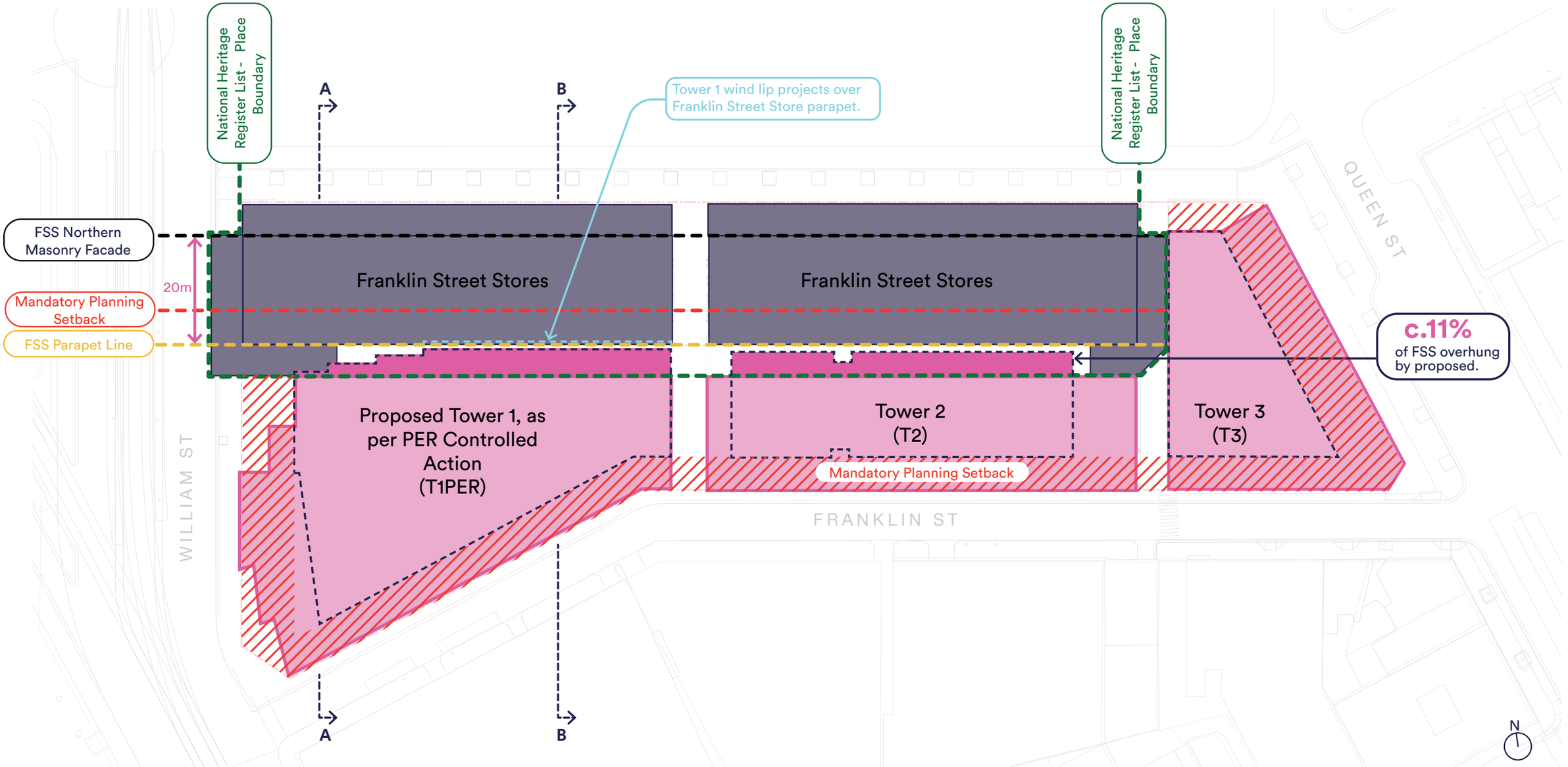
Extent of FSS Roof and Canopy
(including proposed extent of heritage canopy retained)

Extent of T1 & T2 Overhanging FSS

Extent of Tower Above

Cantilever Over Heritage Boundary

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Building Cantilevers
T1 Revised Massing

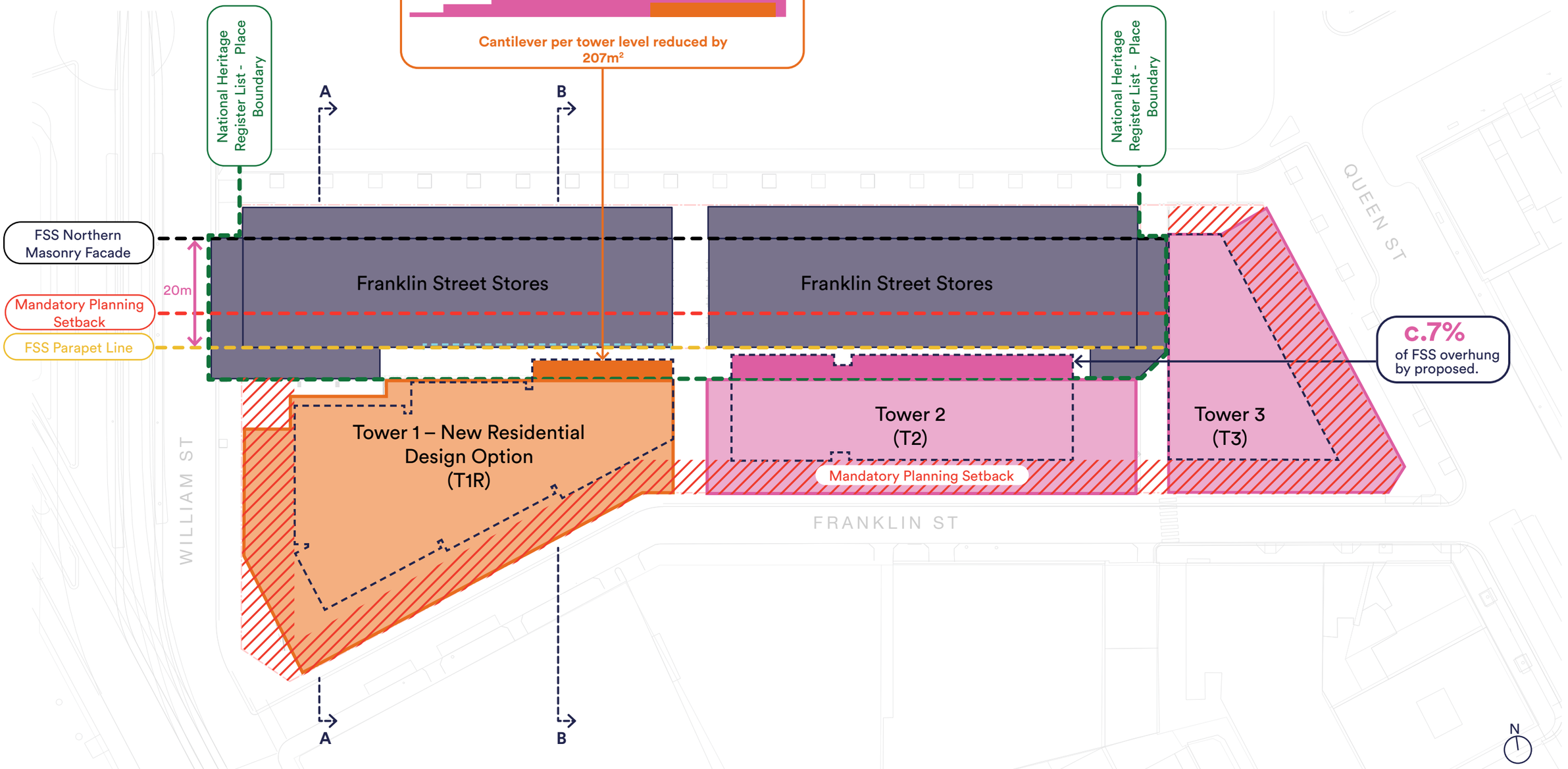
Extent of FSS Roof and Canopy
(including proposed extent of heritage canopy retained)

Extent of T1 & T2 Overhanging FSS

Extent of Tower Above

Cantilever Over Heritage Boundary

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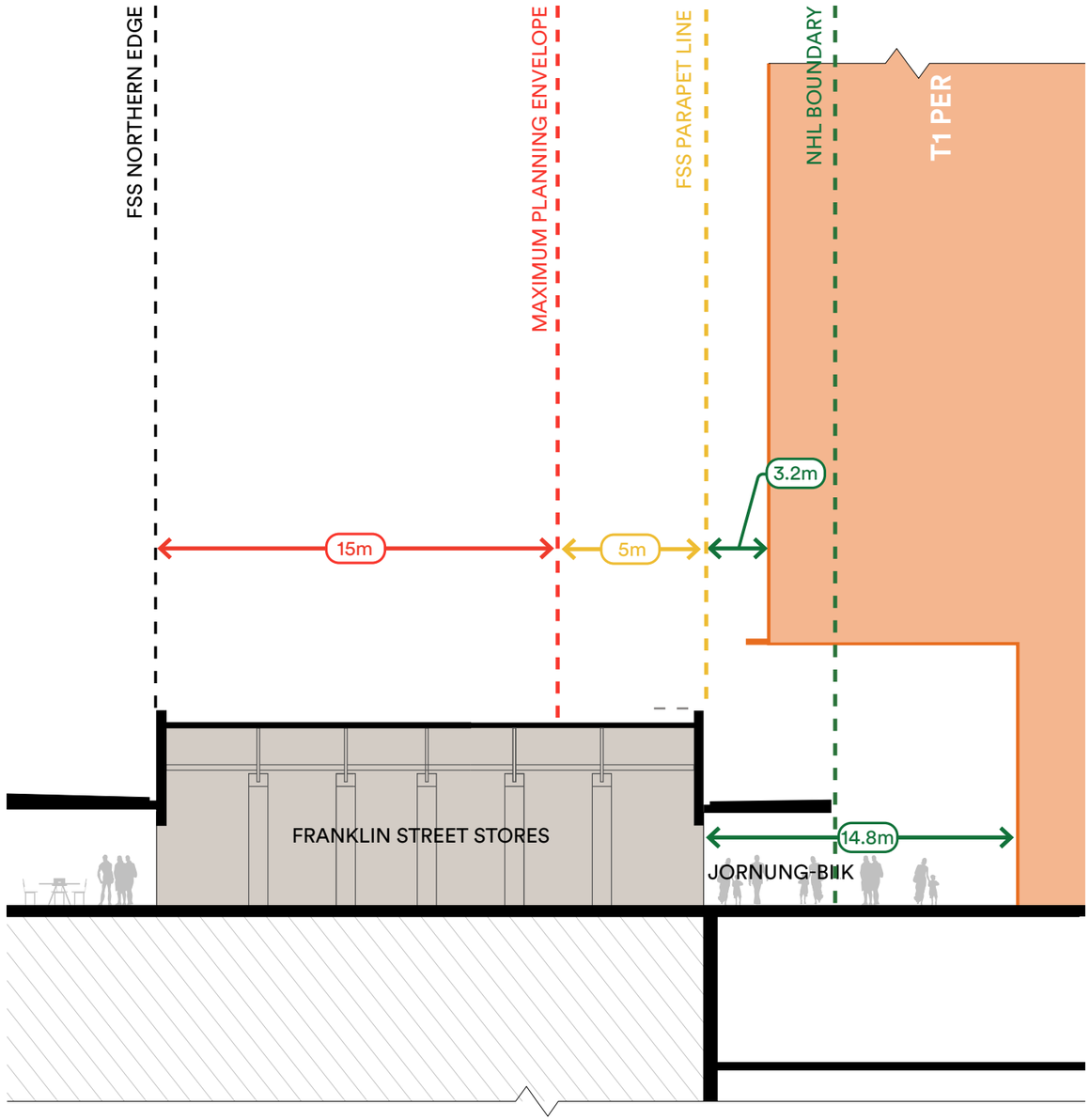
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Building Cantilevers

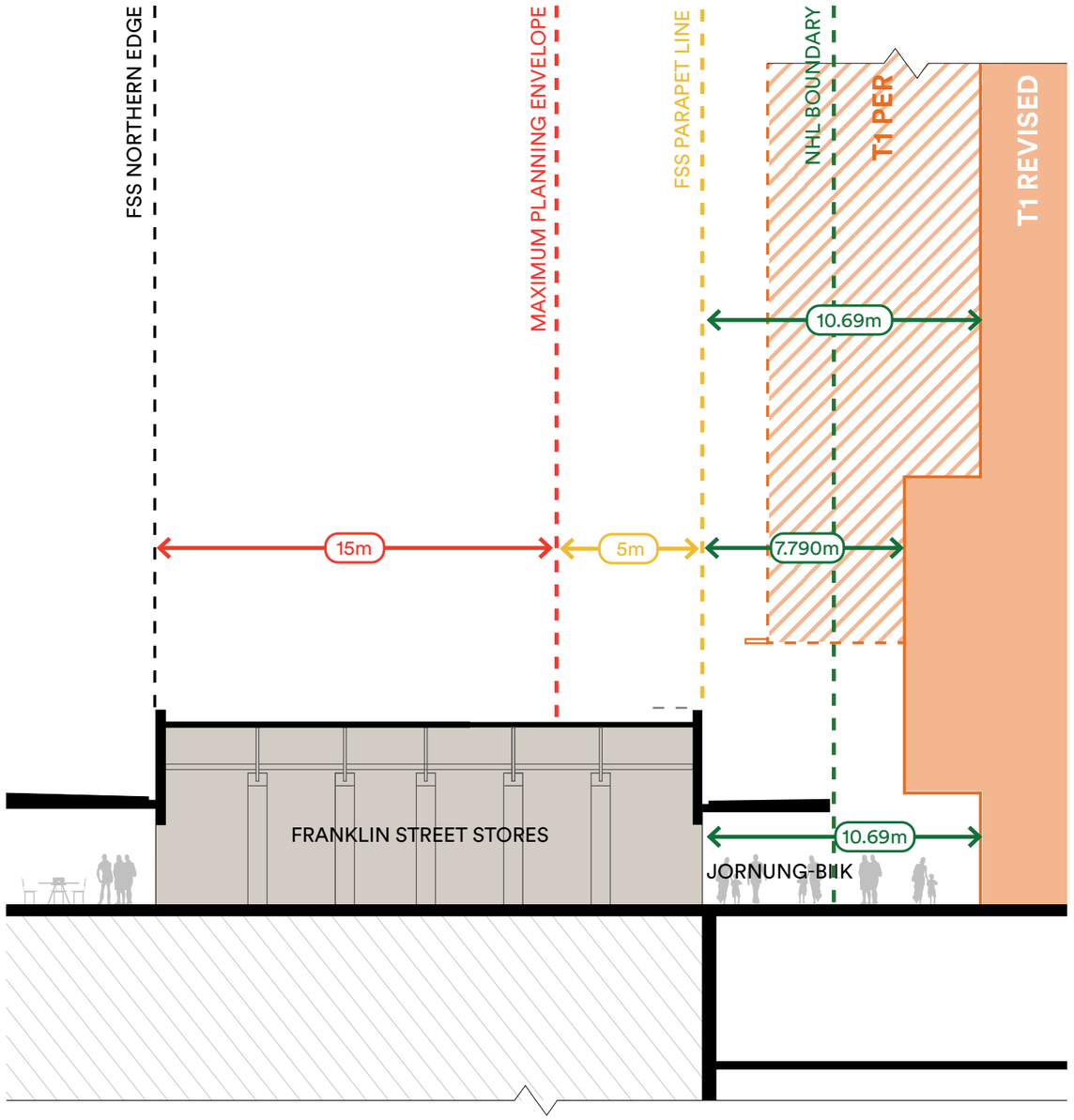
T1 PER Massing vs T1 Revised Massing

T1PER vs T1R Differential



Proposed Tower 1, as per PER Controlled Action

Section A - North South Maximum Setback



Revised Tower 1, New Residential Design Option

Section A - North South Maximum Setback

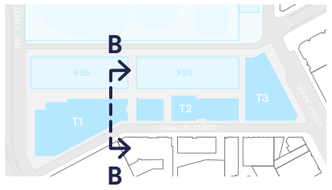
National Heritage Register List - Place Boundary (NHL Boundary) aligns with Victorian Heritage Register.

All dimensions are approximate and under review.

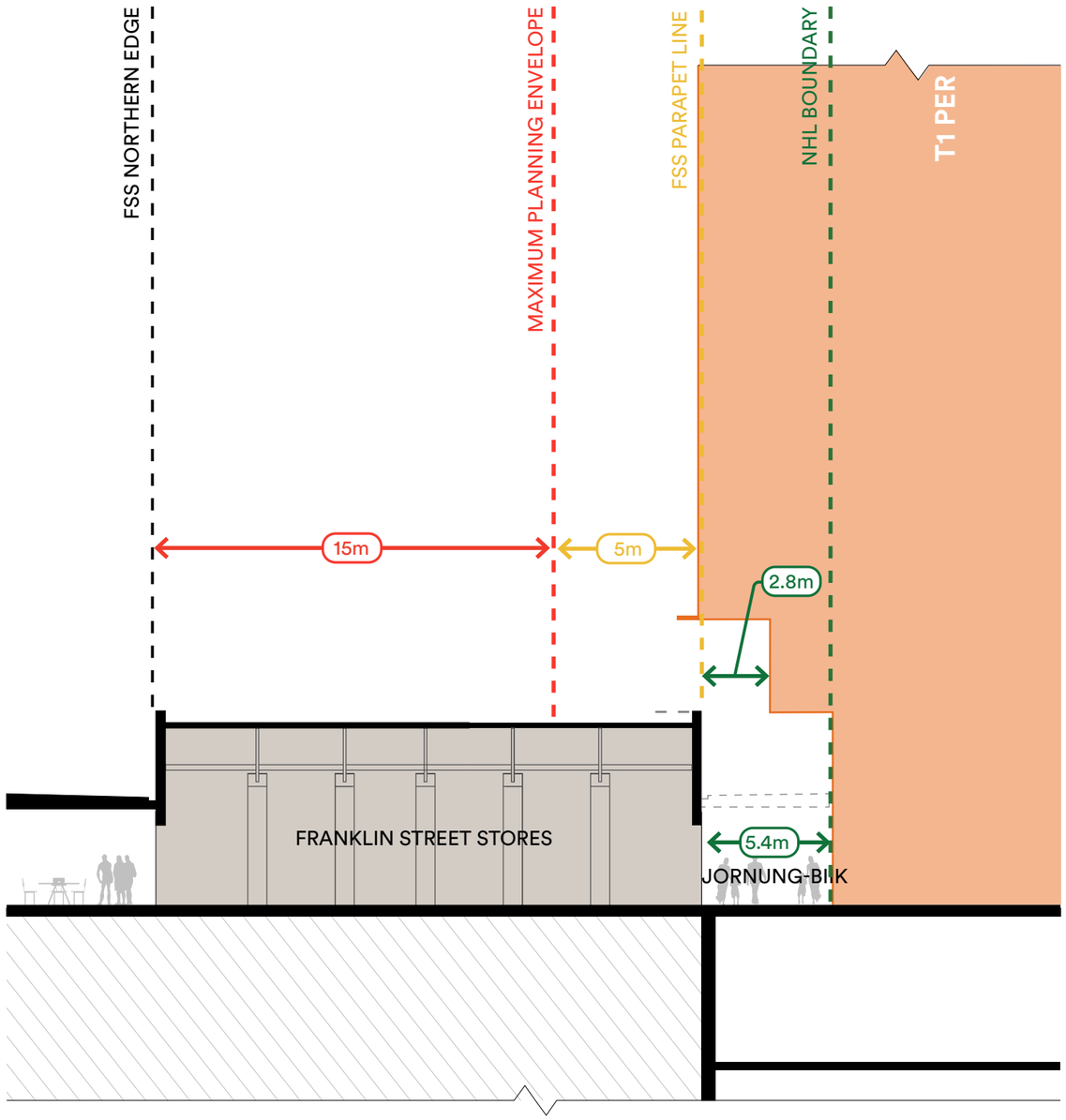
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Building Cantilevers
T1 PER Massing vs T1 Revised Massing

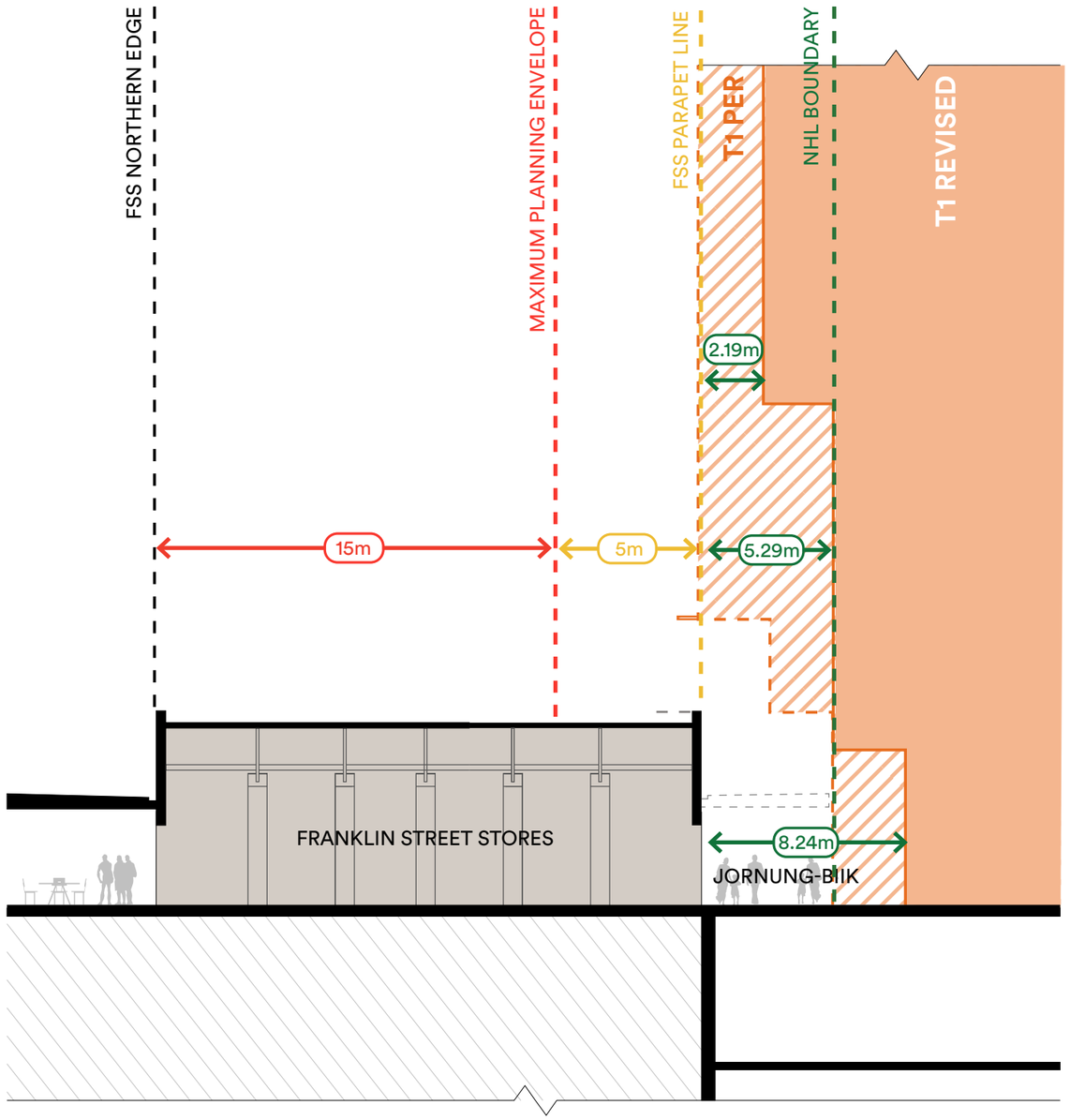


T1PER vs T1R Differential



Proposed Tower 1, as per PER Controlled Action

Section B - North South Minimum Setback



Revised Tower 1, New Residential Design Option

Section B - North South Minimum Setback

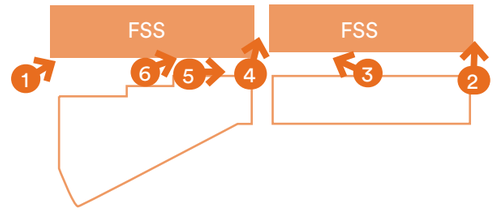
National Heritage Register List - Place Boundary (NHL Boundary) aligns with Victorian Heritage Register.

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Understanding the Franklin Street Stores

Franklin Street Stores
Current Conditions





View 01



View 02



View 03



View 04



View 05



View 06

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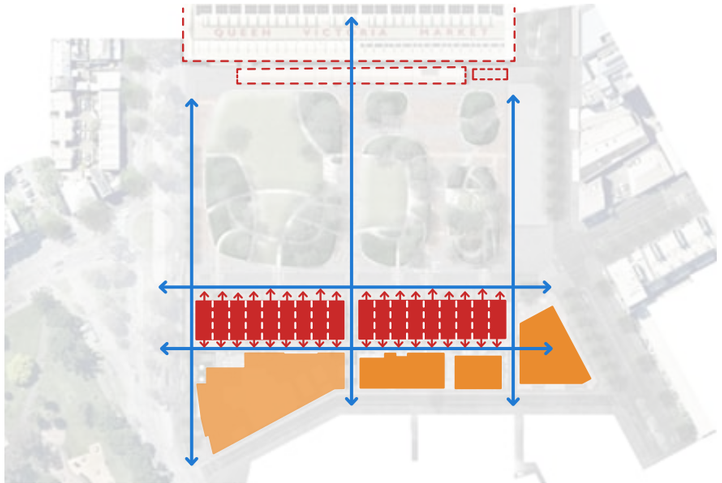
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Franklin Street Stores
Design Response - Identifiable Qualities and Key Moves

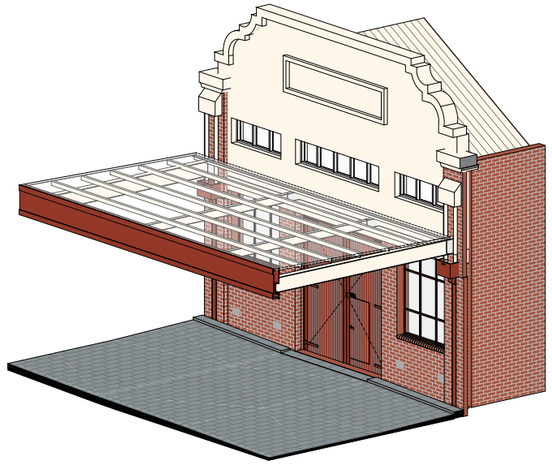
Stores as an integral part of the Queen Victoria Market
Important Market edge element to be celebrated.



A Complementary Market Experience
Stitched into the QVM precinct as a public realm activator.



Utilitarian Expression
Robust materials and simple component design assembly.

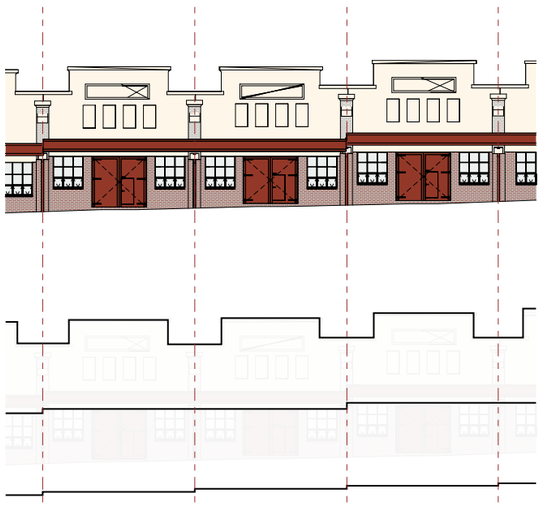


A Building not a Facade
Maintain the form and volume, and respect the architectural design.



Visualisations by KTA, JCB, NH Architecture (2025) Tower 1 - New Residential Design Option shown.

Distinct Silhouette
Repetitive form with stepped levels across the site.



The Stores as an Address
A new food and beverage offering with new park and laneway interfaces.

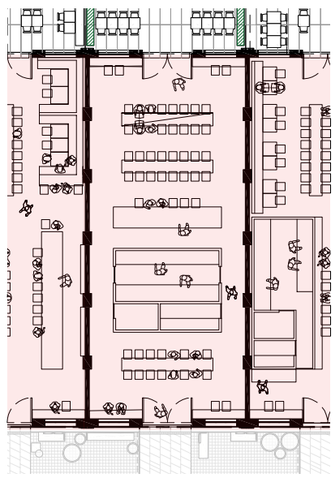




Image Reference: 1. Sunda - KTA Photography - Jake Roden 2018

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Queen Victoria Market | Gurrowa Place

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Franklin Street Stores
Design Response - Active Conservation and Adaptation

Reversing Unsympathetic Alterations
Remove accretions that obscure the original design



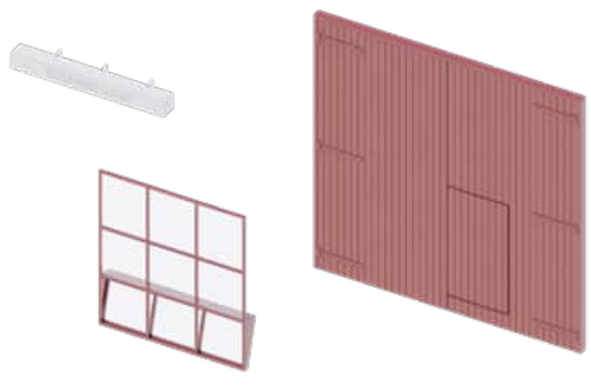
Active Conservation
Reinstatement of original canopy fascia details.



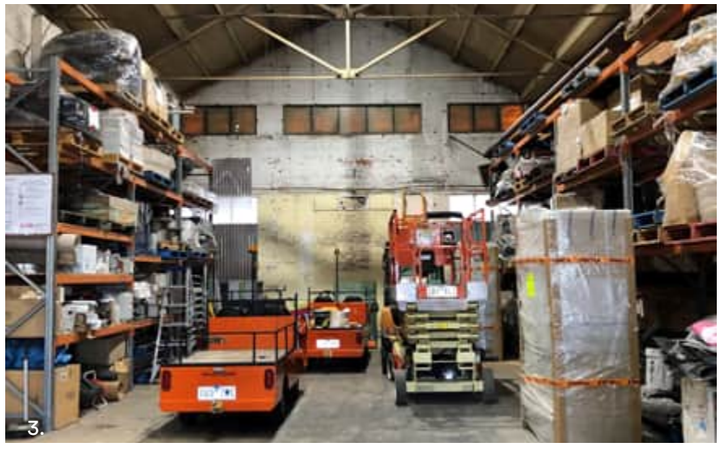
Contextual Adaptation Works
Selective removal of Southern canopy to provide light and amenity to new laneway interface.



Maintain and return original components.
Repair and reinstatement of original timber doors and steel windows.



Respect and value the internal layout, fabric and character
Future tenancy fit-out works to retain overall spatial volume, expressed structure and finishes, consistent with Tenancy Design Guidelines to be endorsed by Heritage Victoria.



A New Melbourne Lane
Interpretation of southern canopy datum level to new laneway. Consistent design for public realm elements, mandated with Tenancy Design Guidelines.



Visualisation by JCB, NH Architecture (2025) Tower 1 - New Residential Design Option shown.

All visualisations are artistic impressions and subject to change.

Visualisations by KTA, NH Architecture (2024)
Image References:
1. Photography by KTA (April 2023)
2. Old Melbourne Cemetery Report CoM public access version (January 2017)
3. Photography by KTA (February 2023)

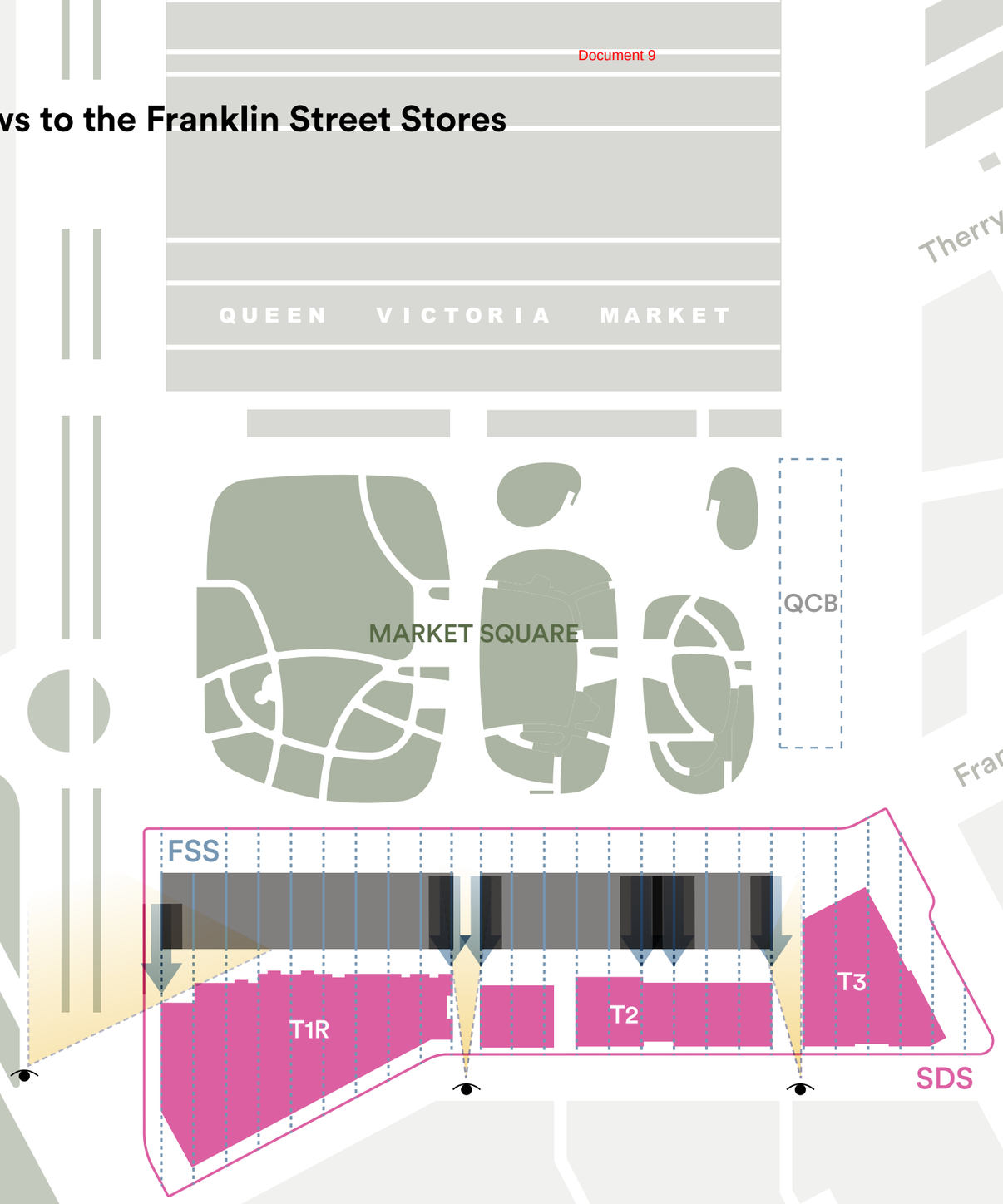
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Responding to the Franklin Street Stores

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Maintaining Key Views to the Franklin Street Stores



Tower 1 - New Residential Design Option shown.

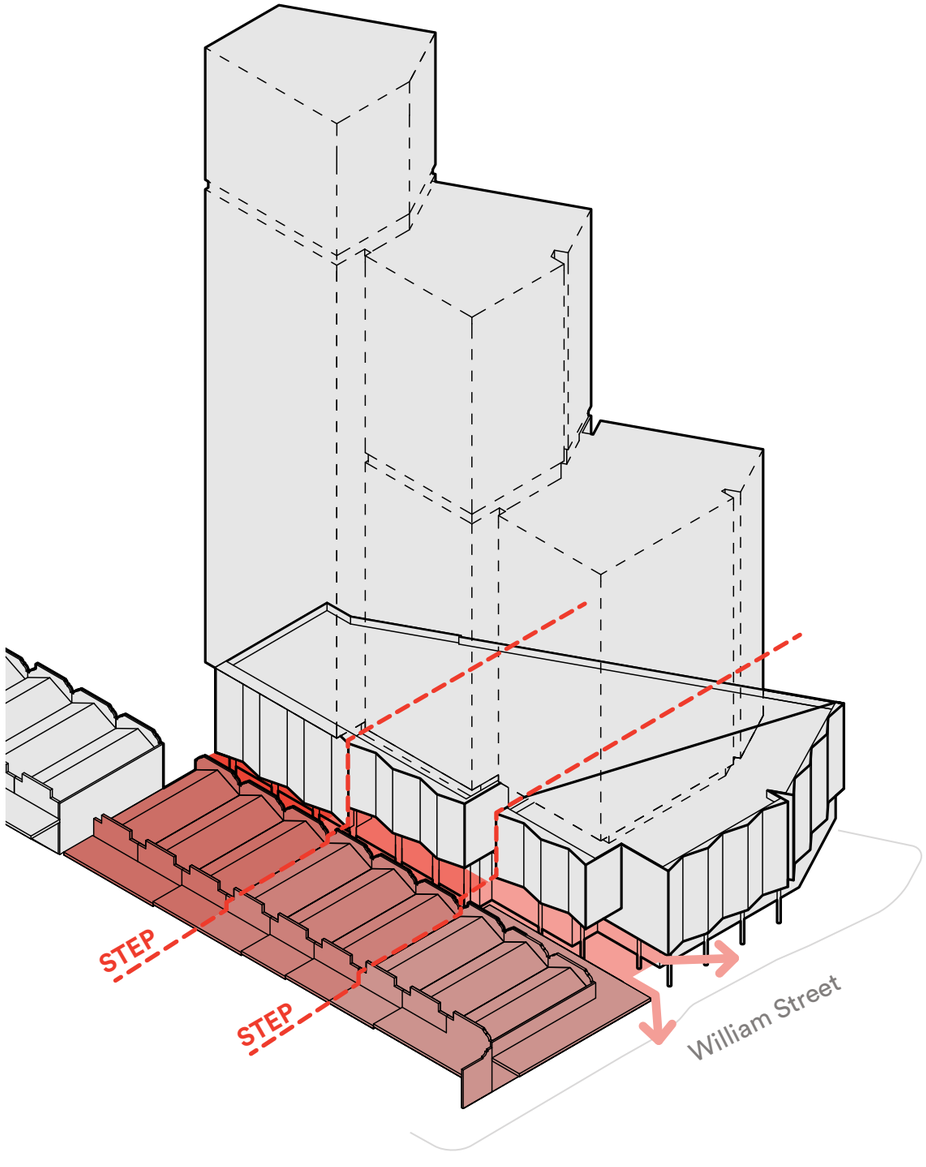
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Responding to existing heights

Double height spaces at entry gradually transition down towards the middle of the site, responding to the stepping height of the FSS parapets.

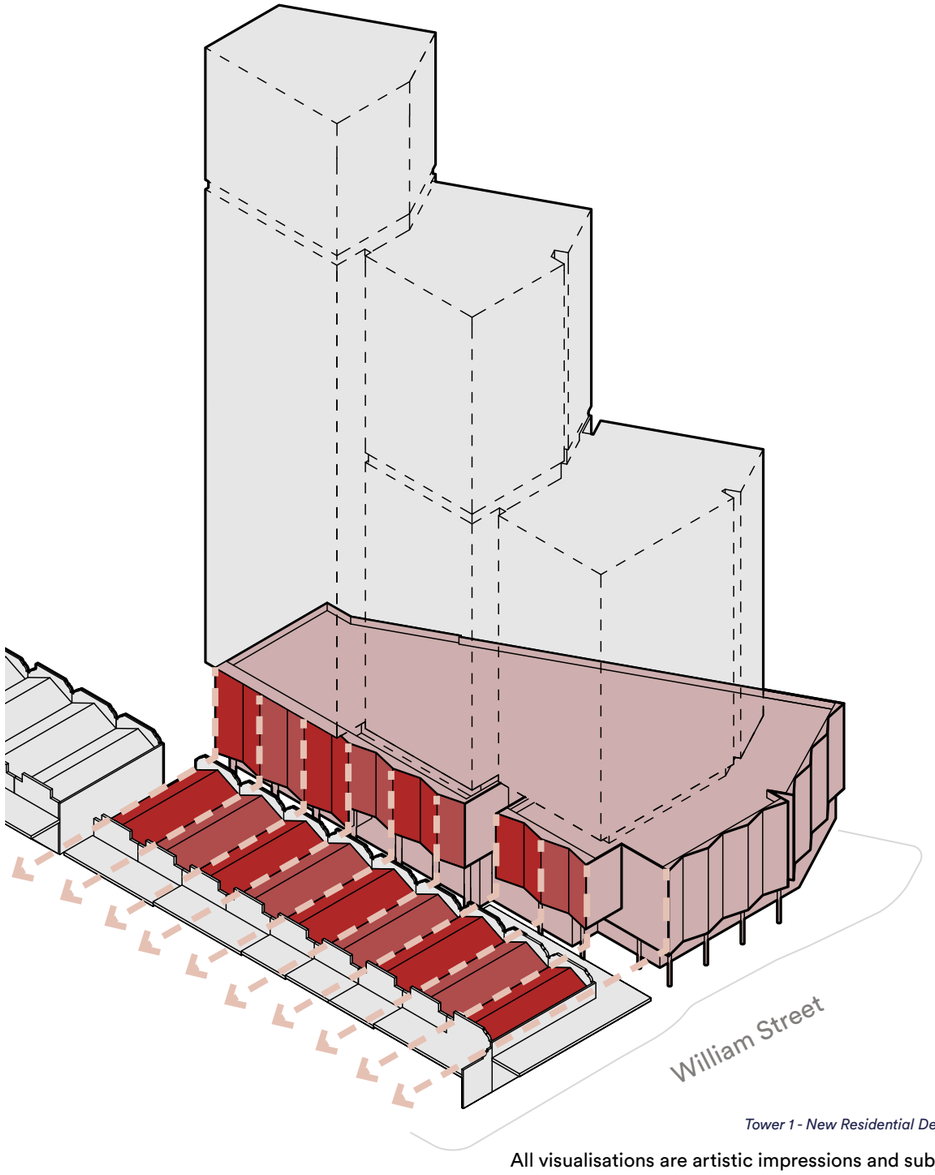


Alignment to the Franklin Street Stores

Referencing the roof form and alignment of the stores to set a rhythm in the facade.

Nine equally spaces pleats translated from roof to elevation.

Further alignment extends to the entries, seating and winter gardens within the public realm and building interface.



Tower 1 - New Residential Design Option shown.

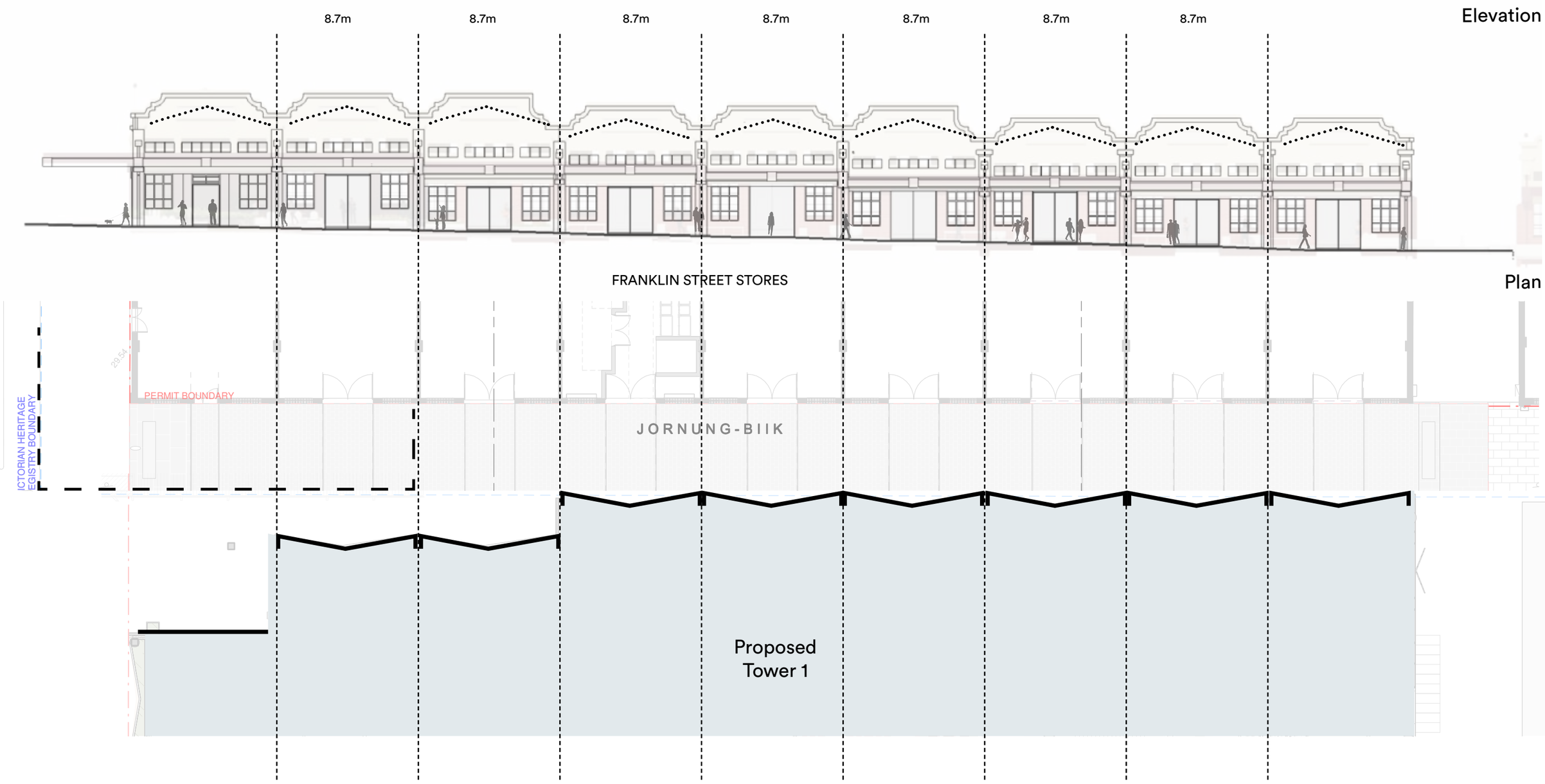
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Franklin Street Stores

Responding to the **rhythm** of the Stores



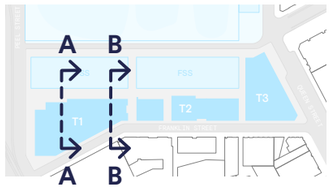
Tower 1 - New Residential Design Option shown.

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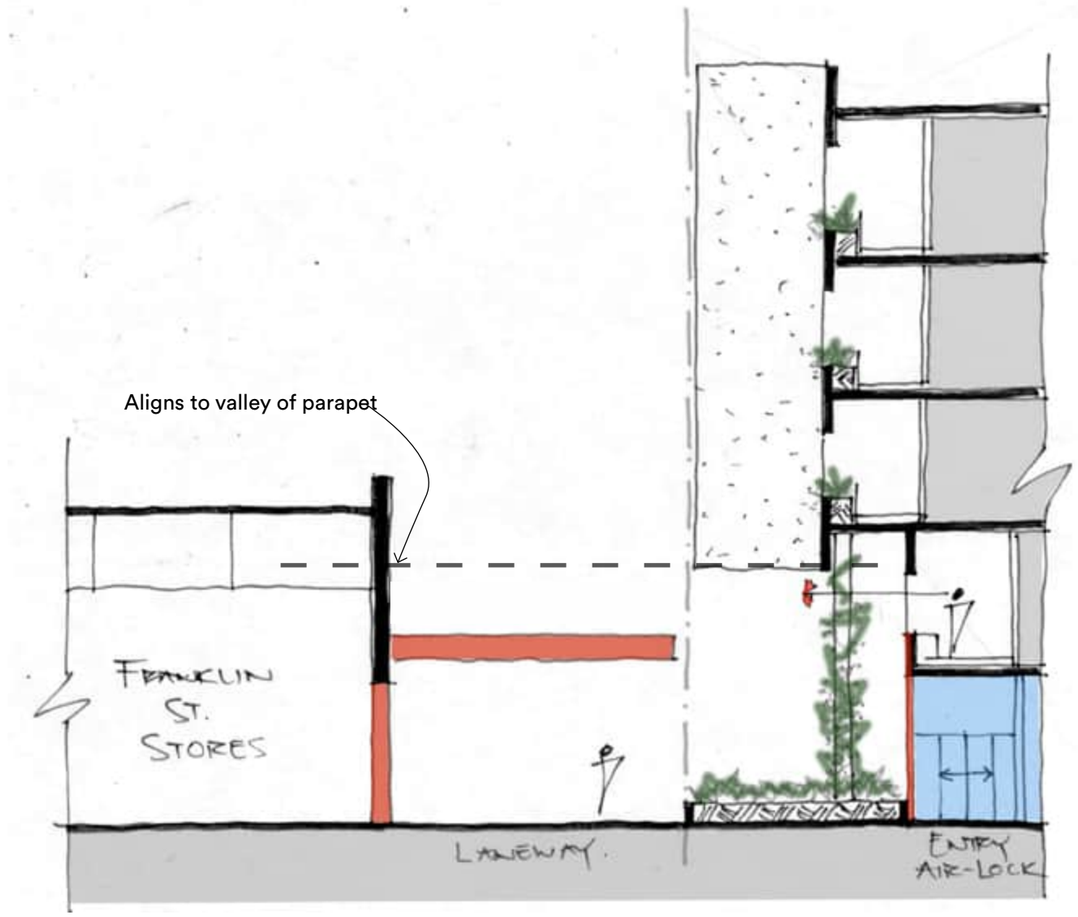
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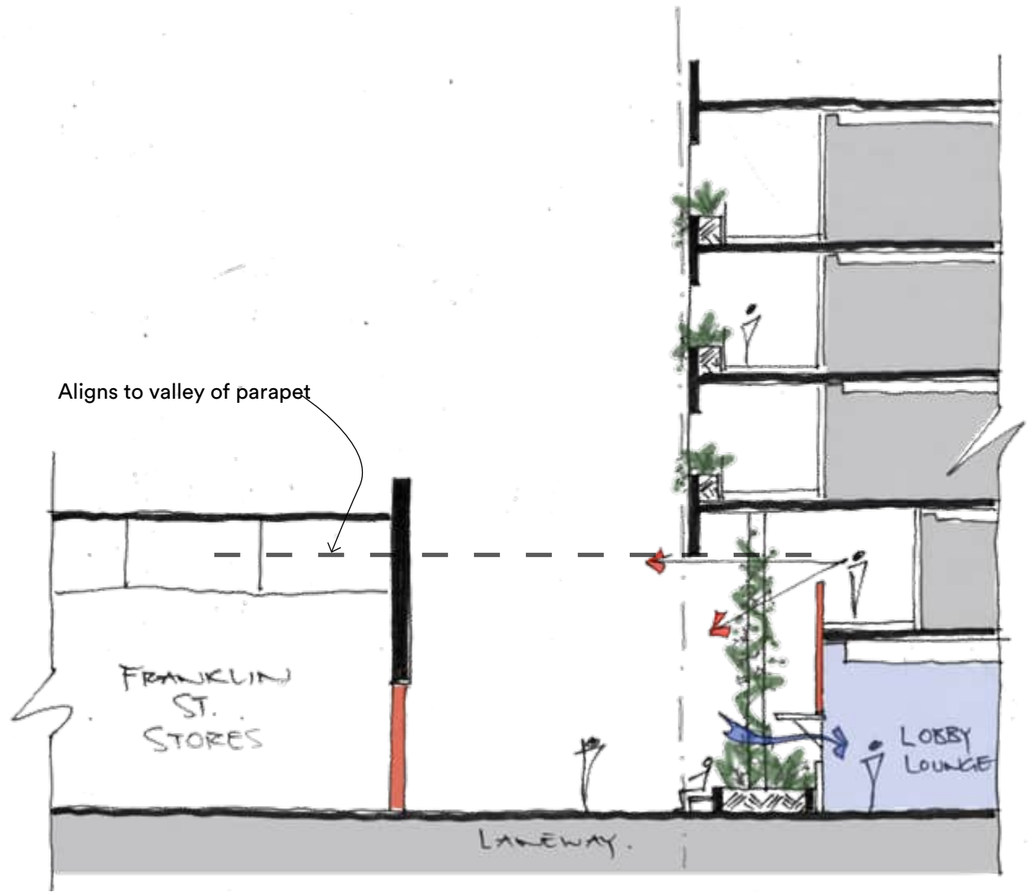
Franklin Street Stores



Responding to the **scale** of the Stores



SECTION A SECTION THROUGH ENTRY FORECOURT



SECTION B SECTION THROUGH LANEWAY

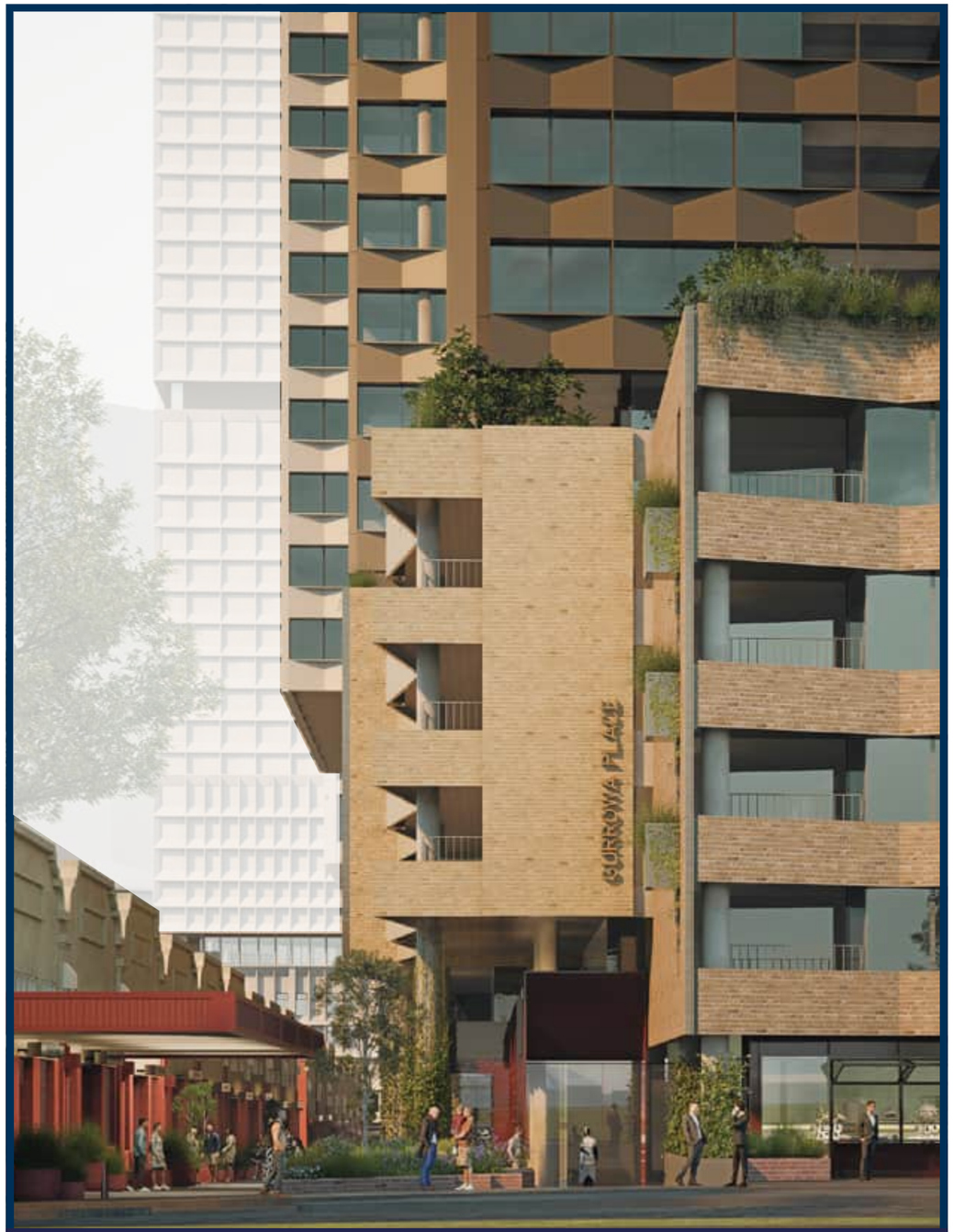
Tower 1 - New Residential Design Option shown.

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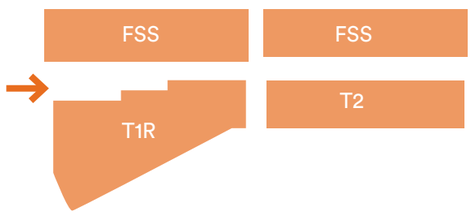


Proposed Tower 1, as per PER Controlled Action



Revised Tower 1, New Residential Design Option

All visualisations are artistic impressions and subject to change.



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Revised Tower 1, New Residential Design Option

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Proposed Tower 1, as per PER Controlled Action

Revised Tower 1, New Residential Design Option

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Proposed Tower 1, as per PER Controlled Action



Revised Tower 1, New Residential Design Option

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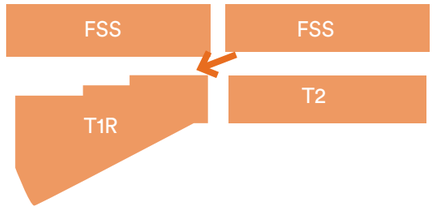
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Proposed Tower 1, as per PER Controlled Action



Revised Tower 1, New Residential Design Option



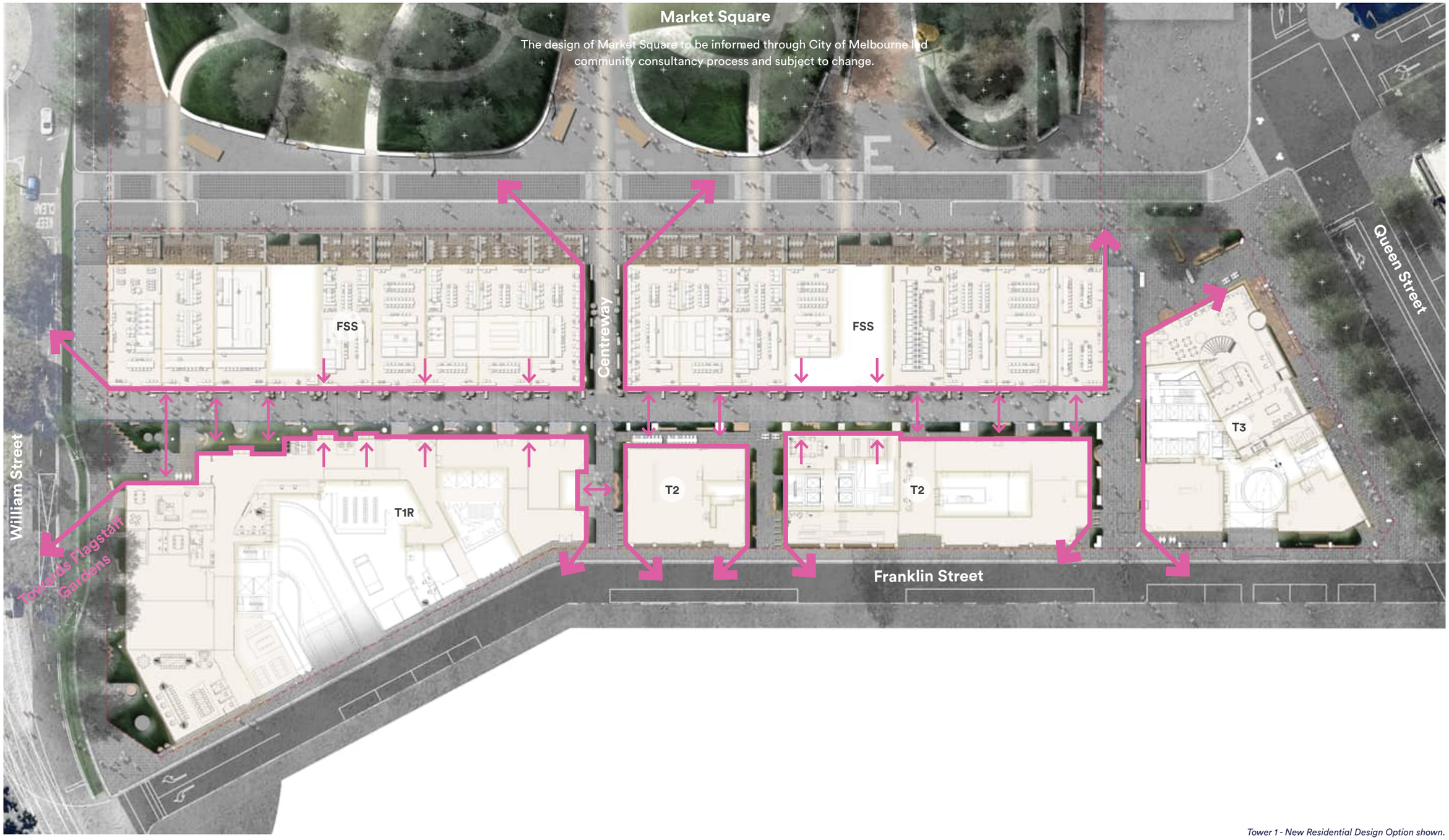
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Part of the City - Activated Public Realm

Mixed Vertical Proportion and Diverse Urban Spaces



Tower 1 - New Residential Design Option shown.

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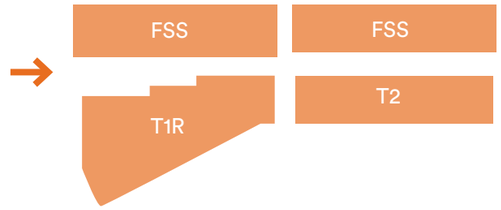
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Comparison between PER & Revised Tower 1

New Residential Design Option

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View 01





Proposed Tower 1, as per PER Controlled Action



Revised Tower 1, New Residential Design Option

Indicative signage shown. Subject to consultation with Heritage Victoria.

Visualisations from NH Architecture (2025)

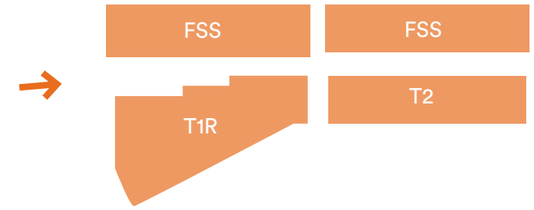
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View 02





Proposed Tower 1, as per PER Controlled Action



Revised Tower 1, New Residential Design Option

Indicative signage shown. Subject to consultation with Heritage Victoria.

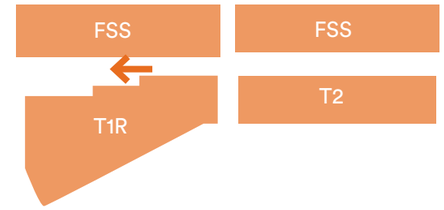
Visualisations from NH Architecture (2025)

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Document 9

View 03





Proposed Tower 1, as per PER Controlled Action



Revised Tower 1, New Residential Design Option

Indicative signage shown. Subject to consultation with Heritage Victoria.

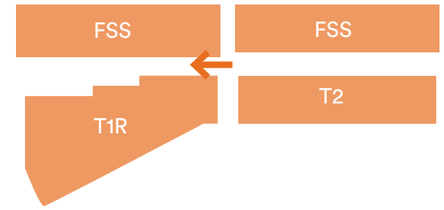
Visualisations from NH Architecture (2025)

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View 03





Proposed Tower 1, as per PER Controlled Action



Revised Tower 1, New Residential Design Option

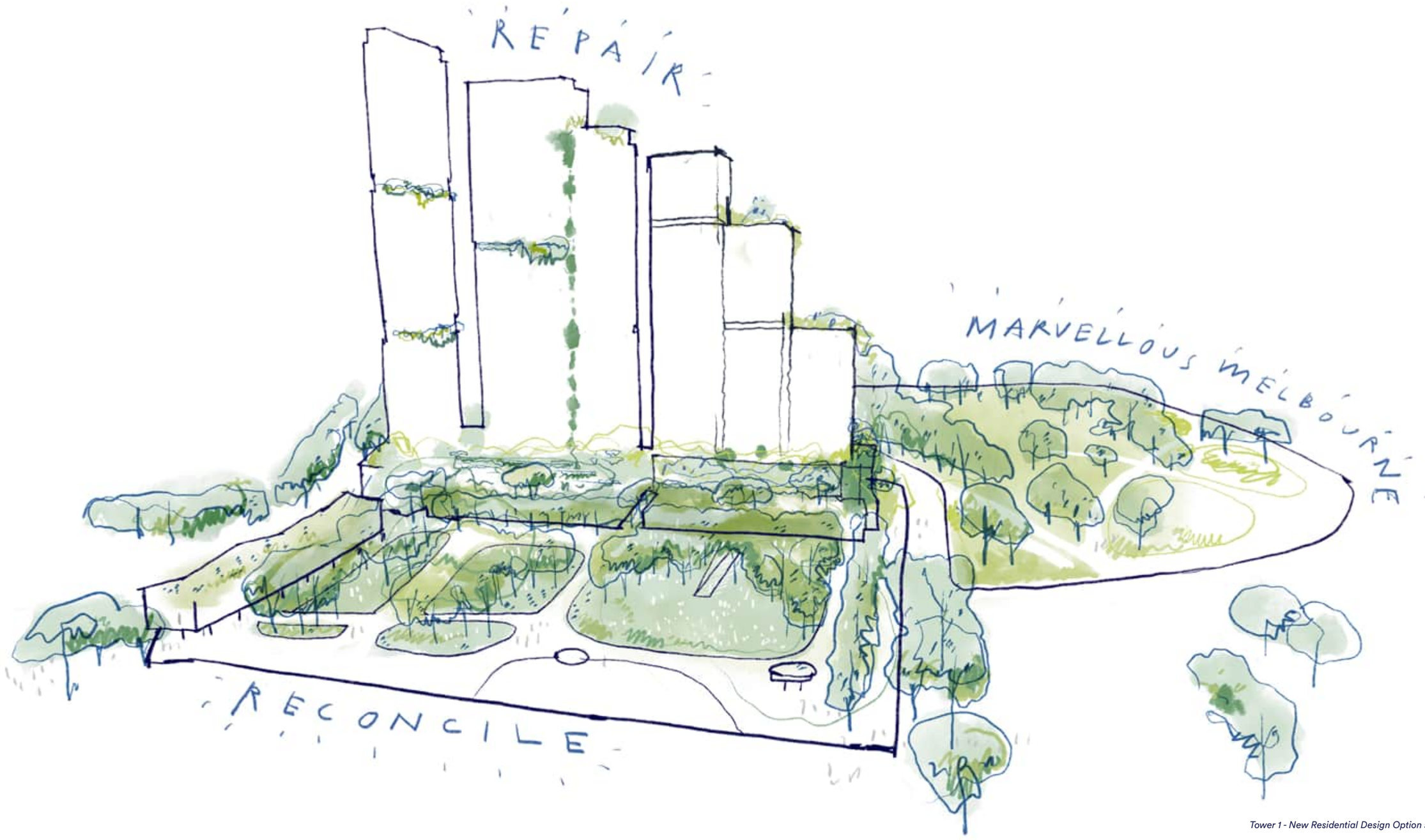
Indicative signage shown. Subject to consultation with Heritage Victoria.

Visualisations from NH Architecture (2025)

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Queen Victoria Market | Gurrowa Place

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Tower 1 - New Residential Design Option shown.

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Thank you

11 July 2025

s. 22(1)(a)(ii)
Acting Director, Victoria Assessments Section
Department of Climate Change, Energy, the Environment and Water

Via email: s. 22(1)(a)(ii) @dcceew.gov.au
cc s. 22(1)(a)(ii) @dcceew.gov.au
s. 22(1)(a)(ii) @dcceew.gov.au
s. 22(1)(a)(ii) @dcceew.gov.au

Queen Victoria Market Southern Development project (2024/9860) – Supplementary information

Dear s. 22(1)(a)(ii)

Following our 10 July 2025 meeting regarding the Queen Victoria Market Southern Development project, please find attached supplementary information discussed, including:

- Attachment 1 – Design clarifications for the alternative design solution proposed in our 13 June 2025 submission to the DCCEEW, including:
  - A plan with the length of the cantilevers for T1 (residential) & T2, noting the extent of T1 cantilever has been reduced by 70% in comparison to the T1 (office) design proposed in the PER
  - Sections through the cantilevers for T1 (residential) & T2, including the height of each cantilever at c. 22m and 20m respectively
  - An artist's impression of the T1 residential design from Market Square

- Attachment 2 – Heritage expert clarifications, including:
  - The significance of the Franklin Street Stores (FSS)
  - The impact of the partial removal of the FSS canopy and mitigation measures
  - The heritage benefits from the partial removal of the FSS canopy

We are available to meet again and / or can provide further supplementary as required. Please do not hesitate to contact me on s. 22(1)(a)(ii) or at s. 22(1)(a)(ii) @lendlease.com.

Yours sincerely,

s. 22(1)(a)(ii)

s. 22(1)(a)(ii)
Lendlease

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13 June 2025

Attachment 1 – Design Clarifications – T1 Residential

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Queen Victoria Market Southern Development Site Gurrowa Place

EPBC - Design Response

Additional Information

10th July 2025

Sarah Lynn Rees

Building Cantilevers
T1 Revised Massing

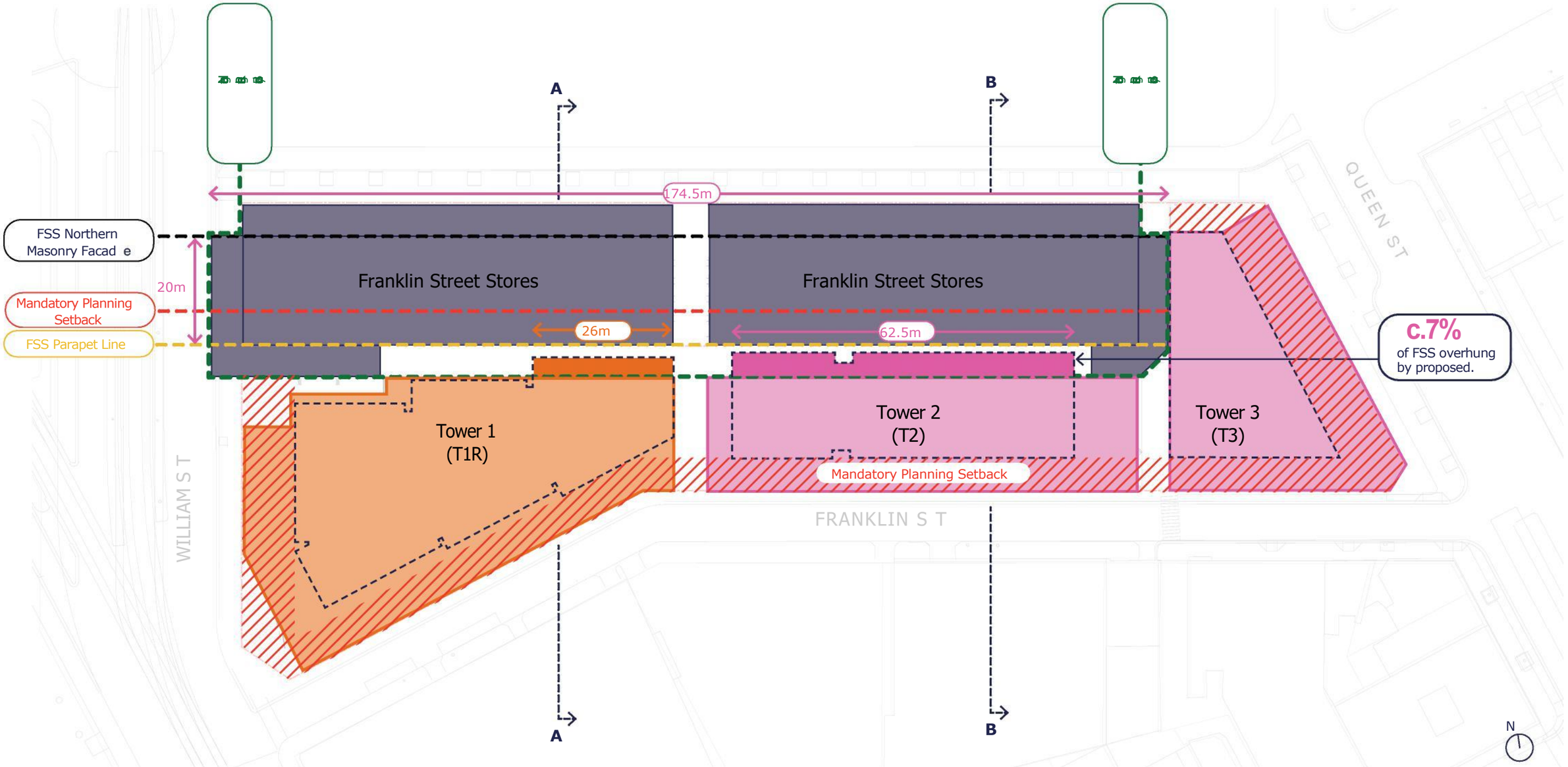
Extent of FSS Roof and Canopy
(including proposed extent of heritage canopy retained)

Extent of T1 & T2 Overhanging FSS

Extent of Tower Above

Cantilever Over Heritage Boundary

	DPO 11 *with mandatory planning setback	PER	REVISED
T1 Cantilever (m^2)	838	293	86
T2 Cantilever (m^2)	834	294	294
Total Cantilever (m^2)	1672	587	374

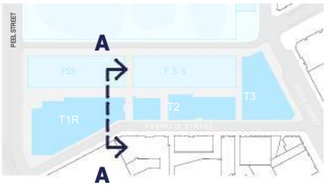


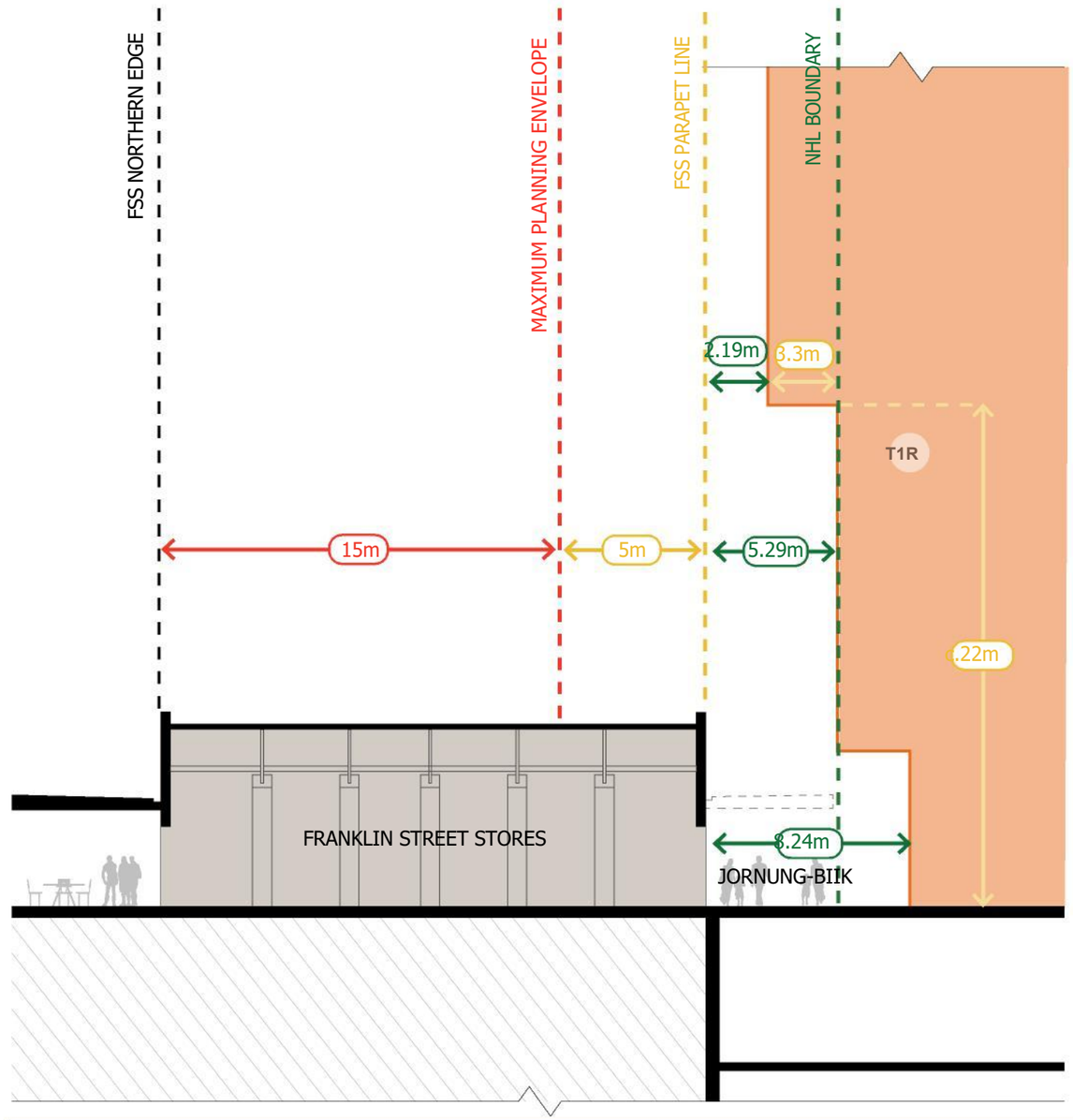
National Heritage Register List - Place Boundary (NHL Boundary) aligns with Victorian Heritage Register.

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Building Cantilevers

T1R Massing





Tower 1

Section A - North South Minimum Setback

Note: Cantilever height shown is indicative only and will vary due to the gradient of Jornung-Biik.

National Heritage Register List - Place Boundary (NHL Boundary) aligns with Victorian Heritage Register.

All dimensions are approximate and under review.

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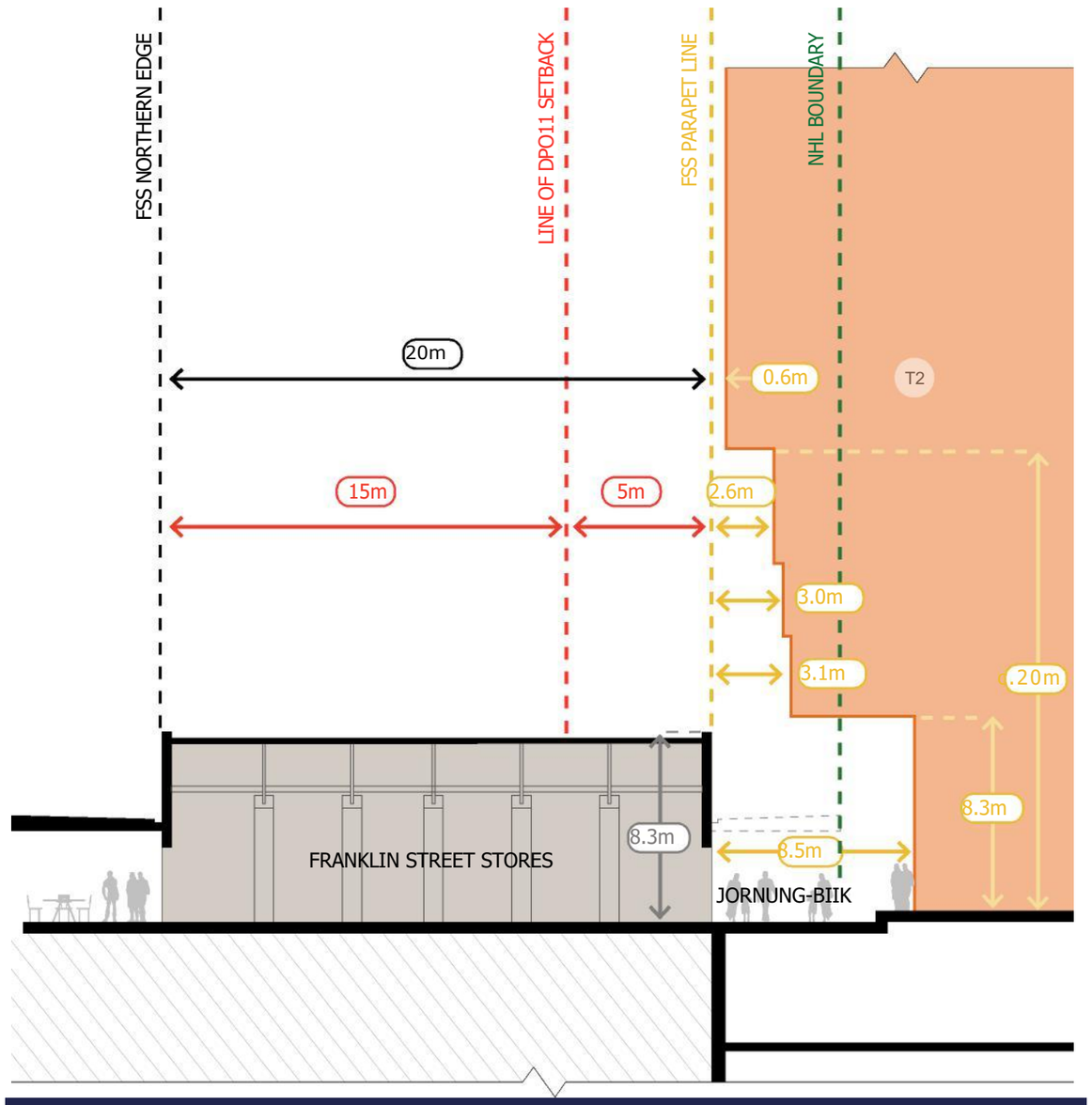
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Building Cantilevers

T2 Massing





Tower 2

Section B - North South - Proposed Building Envelope - T2

Note: Cantilever height shown is indicative only and will vary due to the gradient of Jornung-Biik.

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National Heritage Register List - Place Boundary (NHL Boundary) aligns with Victorian Heritage Register.

All dimensions are approximate and under review.

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View - From Market Square

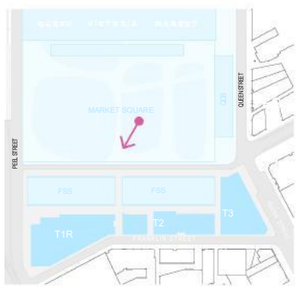
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All visualisations are artistic impressions and subject to change.





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Thank you

13 June 2025

Attachment 2 – Heritage expert clarifications – Lovell Chen

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ARBV C50004

MEMORANDUM

TO s. 22(1)(a)(ii) FROM s. 22(1)(a)(ii)

RE QVM Southern Development Project DATE 10 July 2025

As requested, please find below a summary of relevant information submitted to the Department of Climate Change Energy, the Environment and Water as part of the Public Environment Report (PER) process in relation to:

- Significance of the Franklin Street Stores
- Impact of partial canopy removal and mitigation measures
- Heritage benefits

The memo contains excerpts from the recent heritage advice (correspondence from Lovell Chen dated 13 June 2025) in relation to the design refinements to Towers 1 and 3 (Annexure 7(a)) to the Proponent's *Response to the Proposed Decision* and from the PER.

Reference is also made to s. 22(1)(a)(ii) peer review dated 21 November 2024 (PER Appendix N, Annexure 4 to the Proponent's Response to the Proposed Decision) which also contains an assessment of the impact of the partial canopy removal on National Heritage values.

References are also provided to further relevant sections of the PER, where additional information relating to the Stores, including historical and descriptive material can be found. These references are provided to assist in locating the relevant material.

Significance of the Franklin Street Stores

The Franklin Street Stores represent the surviving portion of an originally larger interwar fruit wholesale market at the southern end of the market (refer Figure 1 and Figure 2 below).

The significance of the Stores is acknowledged in the PER and again in the Lovell Chen heritage advice at Annexure 7(a) of June2025, relevant text from the latter is reproduced below:

> The Franklin Street Stores on the southern edge of the QVM form part of the Proposed Action and have been a major focus in assessing heritage impacts at both a State and National level. This has included the heritage benefits to the Stores as well as potential direct and indirect impacts from canopy works and the proximity of new towers.
>
> Constructed in c. 1930, the present-day Franklin Street Stores represent the surviving half of an originally much larger twentieth century wholesale fruit market developed on the southern part of the Old Melbourne Cemetery. The northern section of this market has been demolished. The other twentieth century building of significance on the QVM site is the Dairy Hall on Therry Street (1928); both buildings demonstrate aspects of the changing practices at the market in the interwar period.
>
> To clarify, the Stores are not nineteenth century warehouses (there were no warehouses at QVM in the nineteenth century). Rather, as is noted in the NHL documentation, they demonstrate a distinct building typology of the first half of the *twentieth century* (market stores associated with a wholesale fruit market) and are an important contributory element within the QVM for that reason.

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As indicated in the NHL Summary Statement of Significance, the Franklin Street Stores demonstrate particular aspects of the QVM's history and operations:

- **utilitarian aspects of market buildings**
- **the wholesale function of the Market in the early twentieth century.**
- **The assessment against Criterion D references significant contributory attributes found on the nineteenth century Elizabeth and Victoria Street shops and the interwar Franklin Street Stores as:**
- **their uniformity of alignment in row pattern, consistency of features, orientation and original features such as shopfronts and verandas.**

The PER comments further on the Stores and their connection to the market proper (this connection has been a key design principle for the landscape design for Market Square, relating to both National and State values). Refer to p. 130.

The surviving southern bank of the Franklin Street Stores has a changed context following the demolition in the 1970s and 1980s of the original northern bank of stores, which made up wholesale market and the sheds further north (see Figure 4.3). The area to the north of the surviving Franklin Street Stores is now occupied by the at-grade car park. In this current condition, the Stores, positioned on the southern edge of the car park, are physically and visually separated from the surviving retail market sheds. Because of this separation and their limited public presence, the Stores are not a major focus of the public experience of the market. Notwithstanding this relative isolation and lack of direct connection, the Stores remain a contributory element within the QVM complex. They are important from a heritage perspective in informing an understanding of the expansion of the market in the twentieth century and the historical event of the establishment of a wholesale market. The Stores also define the southern edge of the market and provide a strong visual marker for that edge when viewed from the north with the high-rise forms of the city skyline behind. In this context, it is important from a heritage perspective that the Franklin Street Stores maintain a visual connection to the balance of the QVM site.

While recognising the entirety of the heritage place is of significance, the Franklin Street Stores were identified as of contributory significance (in a Primary significance, Contributory significance and Little or No Significance ranking system) in the 2017 Conservation Management Plan (PER Appendix M), refer section 4.5, Levels of Significance, p. 47 ff).

Additional PER references:

Additional historical information and a detailed description of the fabric of the stores is provided in the PER, at Section 4.1.3.1 ***Area for the Proposed Action within QVM (Franklin Street Stores)*** **pp.73-78.**

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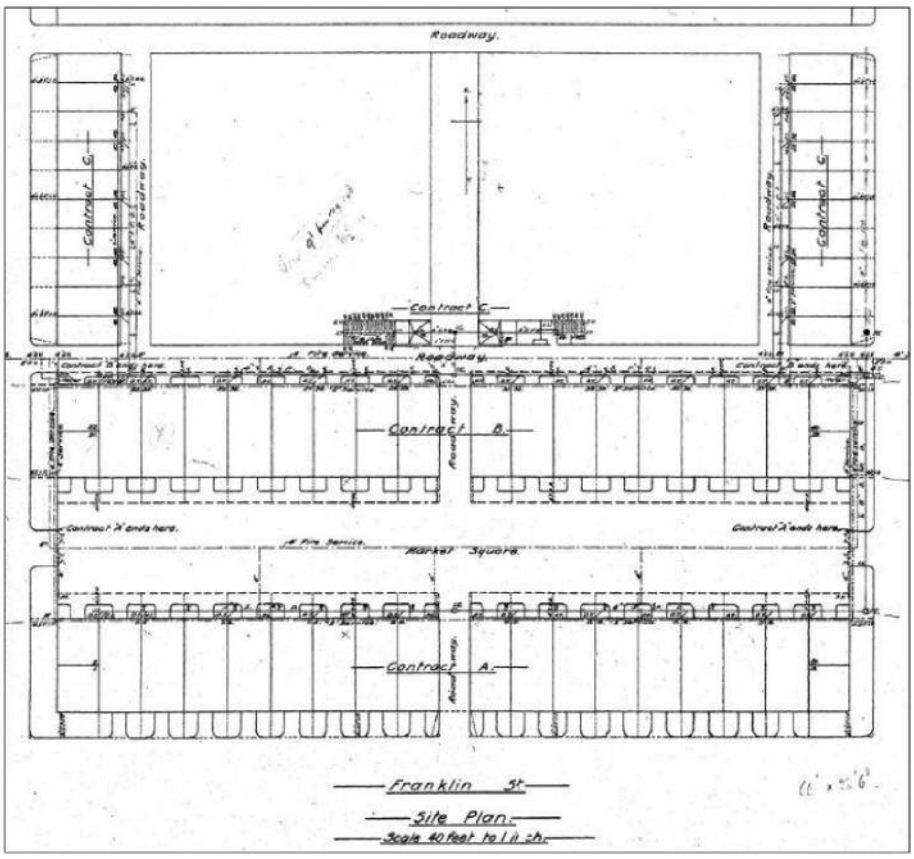


Figure 1 Figure 4.3 from the PER showing the original extent of the 1930 wholesale fruit market, the northern bank has been demolished while the southern bank survives as the present-day Franklin Street Stores

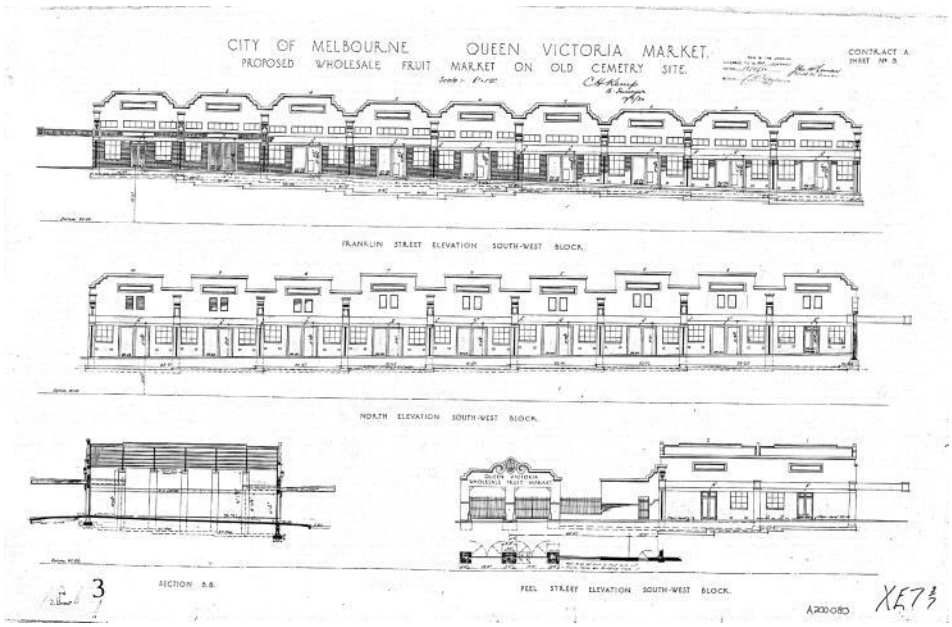


Figure 2 Figure 4.4 from the PER; Architectural plans, 1930

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Impact of partial canopy removal and mitigation measures

Comment was provided on the issue of the partial canopy removal in the June 2025 Lovell Chen correspondence. This summarises the assessment in the PER. It confirms the works would affect original fabric of the stores, with a consequential minor impact on the National Heritage values against Criterion D. Note that an additional bay of the southern canopy is proposed to be retained at the western end in the revised design for Tower 1 when compared with the PER.

The Lovell Chen correspondence explains the rationale for the approach, as well as providing an analysis of heritage impacts and mitigation measures proposed:

> The removal of any original fabric as part of a heritage place should always be approached with caution and with careful consideration of the heritage values of that place and the contribution of the affected fabric.
>
> In this case, it is acknowledged that the change would reduce the intactness of the Stores. The sections of canopy to be removed retain their original structure and appearance (albeit with non-original fascia panels in a loose approximation of the original design). The removal of sections of the canopy would also result in a change in the appearance of the building as it presents to the south.
>
> The canopy is identified in the NHL assessment against Criterion D as significant contributory fabric and contributing to a valued quality (uniformity of alignment in row pattern, consistency of features, orientation and original features such as ... verandas).
>
> In our assessment, however, while there is a direct physical impact on original fabric and that fabric is referenced in the NHL documentation for the QVM, the adverse impact on the National Heritage values of the QVM would be minor. This was the assessment in the Public Environment Report but proposed revised design further reduces the adverse impact on National Heritage values of the QVM:
>
> The utilitarian nature and original form and design of the Franklin Street Stores will both remain legible:
>
> - The south-facing presentation of the Stores will continue to be demonstrated where the canopy is to be reinstated.
> - The extent of canopy to be reinstated is proposed to be increased by an additional bay in the revised Tower 1 design. Where the canopy is removed, the nature of the change that has occurred will be clear, supported by design and heritage interpretation.
> - Canopies to the long north elevation facing the QVM (the dominant presentation within the heritage place), and the short east and west elevations are to be fully retained or reinstated and conserved.
> - Even with the canopy removal in part to the south elevation, the repetitive nature of the Stores as they present to the south will still be demonstrated through their distinctive parapet patterning and facades. Their presentation will be enhanced with the conservation and repair works including replacement of missing timber doors, repair of windows and other damaged and decayed fabric and other conservation works as part of the project.
>
> The intactness of the Victorian era buildings of the QVM and an appreciation of its nineteenth century character, layout and representative building typologies would be entirely unaffected.

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The change to the canopy is a relatively modest one in the context of the place as a whole and does not diminish the appreciation of QVM as a marketplace with its origins in the nineteenth century.

Mitigation measures are proposed including the implementation of heritage interpretation for the Franklin Street Stores and interpretation of the removed canopy in the façade design for the adaptation of the Stores.

Condition 20 of Heritage Victoria permit P36779 requires the development of a Heritage Interpretation Plan for the Franklin Street Stores and Market Square and this will address the removed section of canopy. Additionally, the Interpretation of the canopy through design is also required by Heritage Victoria, who has advised that plans to be submitted under Condition 17 of Permit P36779 will be required to show the interpretation of the removed sections of canopy in a physically and visually obvious way in the Franklin Street Stores façade, the paving below and/or in any other appropriate way (Heritage Victoria advice 15 April 2024).

Additional PER references:

For ease of reference, sections of the PER addressing the partial permanent canopy removal works are as below:

Subject	**Public Environment Report reference**
Detail of partial canopy removal works	2.4.1 Canopy works, p. 39
Consideration of canopy options	3.2.2 Assessment of canopy options for Franklin Street Stores, pp. 51-56 (note that a number of visualisations in this section would change with the refined T1 design)
Assessment of impact of permanent removal of part of the canopy	5.3.1 Works to and adaptation of the Franklin Street Stores, pp. 113-114

Peer Review assessment:

The following is an excerpt from the independent Peer Review prepared by s. 22(1)(a)(ii) dated November 2024 (Annexure 4 to the Proponent's Response to the Proposed Decision and Appendix N to the PER).

The proposed action includes partial removal of an existing original canopy along the majority of the southern facade of the Franklin Street Stores, with retention of a return of the canopy across two bays of the stores at the western end and one bay at the eastern end, but removal of the intervening canopy section, across 15 bays of the Stores. Cantilevered sections of Tower 1 and Tower 2 to the south are proposed above, separate from the Stores, but overlapping with the location of the removed sections of canopy.

The Stores would be conserved and adapted for future tenancies. The current built fabric would be conserved through repair, restoration and reconstruction of the historic form and fabric. Adaptation would involve introduction of new services, some changes / penetrations through existing building fabric, introduction of amenities and services into some stores, infill of internal concrete ramps, and addition of at grade access to the north of the Stores. The effect of the retention of the Stores, removal of canopy sections and cantilevered built form above, in conjunction with new tenancies and active use of the ground level of proposed Towers 1 and 2, would be to create a new Melbourne 'laneway' at the southern end of the Queen Victoria Market National Heritage place.

The proposed changes provide an opportunity to re-activate the Stores, better connect them with the main market areas, via the proposed Market Square and to enable them to continue to present the physical and visual southern edge to the site. The proposed adaptation works would

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prioritise retention of significant fabric and include reinstatement of missing or altered elements and are proposed to be subject to further design work to the satisfaction of Heritage Victoria. These works are reasonable changes to enable contemporary use and are consistent with best practice approaches to the conservation and adaptation of historic structures and would not substantively affect the current contribution of the Stores to the Queen Victoria Market National Heritage place.

The proposed removal of the sections of canopy would cause an adverse heritage impact, by diminishing the integrity of the Stores. This adverse impact needs to be considered in relation to the proposed conservation and activation of the Stores, the benefit of creation of a new Melbourne laneway adjacent to the south and the manner in which the change would improve amenity and contribute to a vibrant and viable future for these currently degraded historic structures. On balance, the proposed changes to the Stores would have a minor adverse impact but would not impair the ability of the retained and adapted Stores to illustrate the utilitarian aspect of market buildings as well as the wholesale function of the Market in the early twentieth century and would therefore not substantively impact on the National Heritage values of the Queen Victoria Market.

Heritage benefits

In summary, recognising the identified impact, there are two key heritage-related benefits arising from the partial removal of the canopy on a permanent basis to the extent proposed:

- *Activation and adaptive reuse:* The removal of the canopy will allow the creation of a pleasant and enjoyable space to the south of the Stores which is considered critical to their adaptive reuse and activation, and in turn, their long-term conservation
- *Visibility of the parapet:* The removal of the canopy will allow for continued views to the parapet which is a key element in the presentation of the long south elevation of the building. As referenced in the PER section 3.2.2 *Assessment of canopy options for Franklin Street Stores*, full retention of the southern canopy would obscure views to the distinctive southern parapet through the mid-section of the new lane. **This is a relevant consideration in all scenarios including a 6 metre setback to the towers.**

Heritage Victoria's support for the partial canopy removal and approval for these works under Permit P36779 was based on these two matters. Heritage Victoria considered that full retention of the canopy would result in a dark and uninviting space to the south and would impact on the adaptive reuse of the Stores, while removal of part of the canopy would allow light into the space and encourage occupation and activation. Additionally, Heritage Victoria was also concerned to preserve visual access to the southern parapet following construction of the towers, and the partial canopy removal would ensure maintenance of those views.

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15 July 2025

s. 22(1)(a)(ii)
Acting Director, Victoria Assessments Section
Department of Climate Change, Energy, the Environment and Water

Via email s. 22(1)(a)(ii) @dcceew.gov.au
cc: Senator.Watt@aph.gov.au
epbc.victas@dcceew.gov.au
s. 22(1)(a)(ii) @dcceew.gov.au
s. 22(1)(a)(ii) @dcceew.gov.au

Queen Victoria Market Southern Development project (2024/9860) – Supplementary information

Dear s. 22(1)(a)(ii)

Following our 10 July 2025 meeting regarding the Queen Victoria Market Southern Development project, and a further conversation with the DCCEEW on 14 July 2025, please find attached revised and additional supplementary information discussed regarding Tower 2. For ease of reference we are reissuing this with the information provided on Friday 11 July, so you have one consolidated pack.

- Attachment 1 (new) – Tower 2 cantilever rationale, including:
  - Design description, rationale and benefits
  - Minimisation efforts and limitations

- Attachment 2 (new) – Updated design clarifications for the alternative design solution proposed in our 13 June 2025 submission to the DCCEEW, including:
  - A plan with the length of the cantilevers for T1 (residential) & T2, noting the extent of T1 cantilever has been reduced by 70% in comparison to the T1 (office) design proposed in the PER
  - Sections through the cantilevers for T1 (residential) & T2, including the height of the T1 (residential) cantilever at c. 19.5 - 22m and T2's stepped cantilever from 6.5 - 8.5m up to 18 - 20m
  - An artist's impression of the T1 residential design from Market Square

- Attachment 3 (as issued Friday 11 July) – Heritage expert clarifications, including:
  - The contributory significance of the Franklin Street Stores (FSS)
  - The impact of the partial removal of the FSS canopy and mitigation measures
  - The heritage benefits from the partial removal of the FSS canopy, including visibility of the parapet and the long-term conservation and activation of the Stores.

- Attachment 4 (new) – 13 June 2025 Tower Plans (Attachment B)
  - For ease, re-issuing proposed Attachment B Tower Plans in relation to Condition 3, as issued on 13 June 2025

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Alternate Condition Drafting – if DCCEEW or the Minister would prefer not to cross reference plans in Attachment B, as proposed in condition 3, condition 2 could be reworded to the below and condition 3 could be removed entirely.

Proposed Alternate Drafting – Condition 2:

2) To avoid direct and indirect impacts to the Franklin Street Stores:
   a) The **footprint** of the towers at ground-level must be outside the **Heritage Place boundary**

   b) Tower 1 may extend over the **Heritage Place boundary** by no more than 3.3 metres, for a length of no more than 26 metres, at a height of no less than 19.5 metres above the finished floor level of the **Jornung-Biik Laneway**

   c) Tower 2 may extend over the **Heritage Place boundary:**
      i. For the podium, by no more than 2.8 metres, for a length of no more than 63.5 metres, at a height of no less than 6.5 metres above the finished floor level of the **Jornung-Biik Laneway**
      ii. For above the podium, by no more than 4.7 metres, for a length of no more than 62.5 metres, at a height of no less than 18 metres above the finished floor level of the **Jornung-Biik Laneway**

The intended definitions of the terms in bold above are as per Attachment 5(a) and (b) of our 13 June 2025 draft conditions response.

We are available to meet again and / or provide further supplementary information as required.

Please do not hesitate to contact me on s. 22(1)(a)(ii) or at s. 22(1)(a)(ii) @lendlease.com

Yours sincerely,

s. 22(1)(a)(ii)

s. 22(1)(a)(ii)
Lendlease

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13 June 2025

Attachment 1 – Tower 2 Cantilever Rationale

From the outset the intent has always been to minimise the extent of the cantilever within the National Heritage Boundary (NHL), while also attaining a design that complies with engineering and regulatory requirements to achieve a feasible residential outcome.

As detailed in the Public Environment Report section 3.2.3 and PER Appendix P – *Residential and Commercial Floorplate Analysis Assessment*, the strategy to minimise the cantilever for Tower 2 makes residential use the only viable option due to the size of the floorplates. The total floorplate width, including the cantilever, is approximately 19 metres, which is the minimum viable width for a residential floorplate.

The proposed cantilever of T2 has a stepped form, as shown in Section B of Attachment 2 (page 5) to this letter. The lower first step of the cantilever occurs at 6.5m – 8.5m in height within the NHL Boundary and 3.1m back from the parapet line of the Frankling Street Stores. The cantilever then gradually steps to 20m in height.

The stepping approach to the cantilever is required to achieve a viable structural engineering outcome and provides the least impact spatially to the Franklin Street Stores. It is critical for the balcony slabs to engage with the columns at regular intervals to maintain structural stability.

An alternative engineering option was tested, which used diagonal supporting columns that run from ground-level to the underside of the cantilever. However, this option resulted in greater encroachment spatially on the Franklin Street Stores, enclosing the space in between the stores and the building. Further, when viewed from the proposed Market Square it also made the cantilever more apparent, whereas the stepped option didn't.

Oblique views - due to tower 2 being bookended by tower 1 and tower 3, the extent of the cantilever is further mitigated as there will be no medium to long sectional views of the tower 2 cantilever.

As demonstrated in the architectural section adjacent Section B in Attachment 2 (also page 5), the stepped form provides for the successful integration of balconies, further mitigating the proximity of the cantilever. The balconies are a mandatory regulatory requirement for residential developments.

Additionally, the stepped from allows for a more open and usable ground plane, as shown on the Ground Plane plan in Attachment 2 (page 3), providing greater spatial separation and permeability. In addition to the primary connections created by the lanes between tower 1 and tower 3, two secondary connections are also achieved with the cut through lane and double-sided lobby under tower 2, achieving strengthened engagement and connection with the Franklin Street Stores.

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13 June 2025

Attachment 2 – Design Clarifications – T1 Residential

Note this document has been updated from the version issued on 11 July 2025, in response to the further clarifications sought by DCCEEW on 14 July 2025.

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lendlease

Queen Victoria Market
Southern Development Site
Gurrowa Place

EPBC - Design Response

Additional Information

15th July 2025

Sarah Lynn Rees

NH

Jackson Clemen Burrow Archi

KTA

OPENWORK

URBIS

LOVELL CHEN
ARCHITECTS & HERITAGE CONSULTANTS

Bryce Raworth
CONSERVATION | HERITAGE

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Building Cantilevers

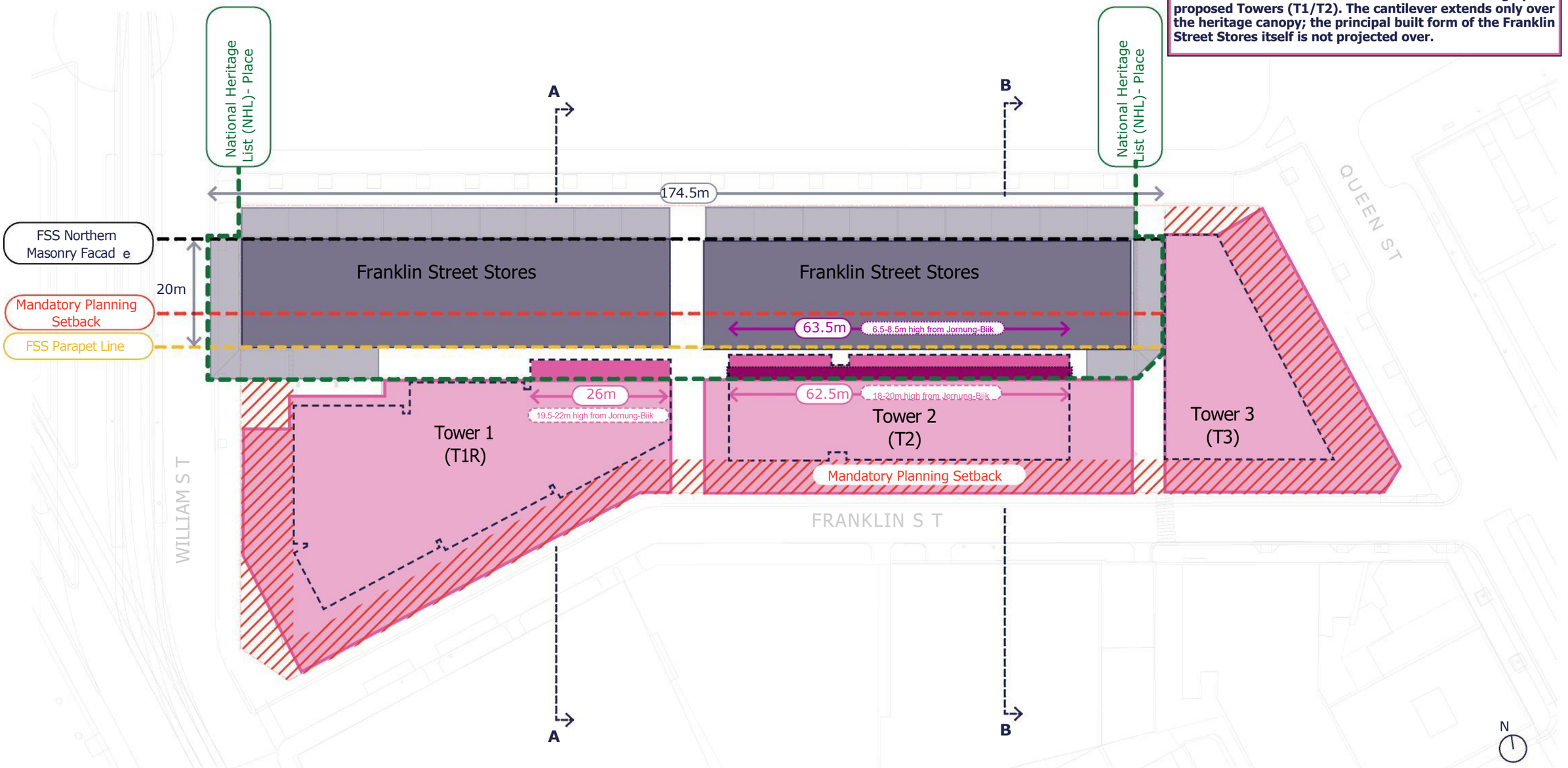
T1 Revised Massing

- Extent of FSS (Principal Built Form)
- Extent of FSS Canopy (Proposed extent of heritage canopy retained shown)
- Extent of Tower Podiums
- Extent of T1 & T2 Overhanging NHL Boundary
- Extent of Tower Above

Cantilever Over Heritage Boundary

	DPO 11 *with mandatory planning setback	PER	REVISED
T1 Cantilever (m^2)	838	293	86
T2 Cantilever (m^2)	834	294	294
Total Cantilever (m^2)	1672	587	374

Note: circa 7% of Franklin Street Stores is overhung by the proposed Towers (T1/T2). The cantilever extends only over the heritage canopy; the principal built form of the Franklin Street Stores itself is not projected over.



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National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.
All dimensions are approximate.

Queen Victoria Market | Gurrowa Place

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Ground Plane
Connected & Permeable

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National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.

Permeable lobby connections



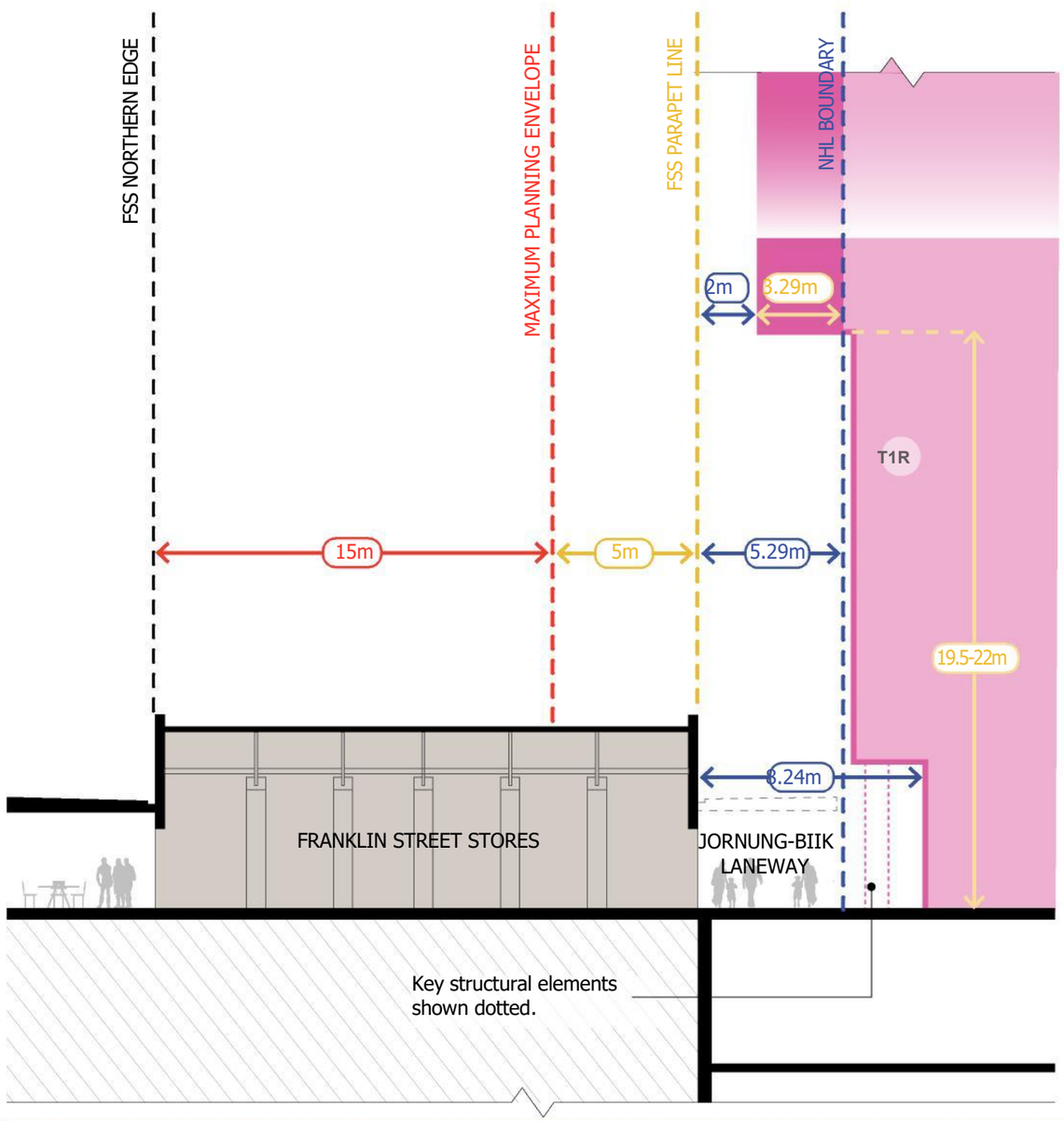
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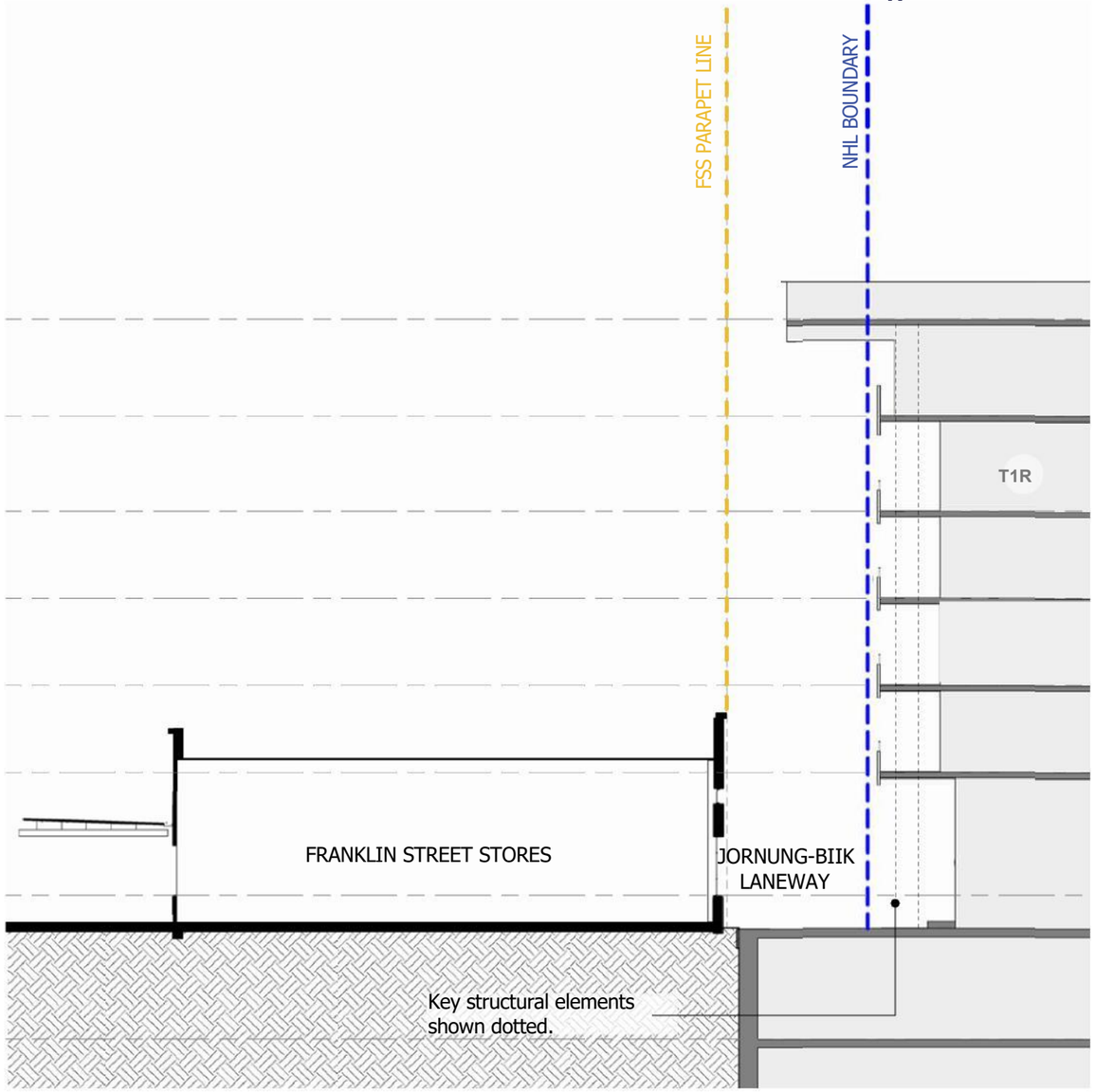
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Building Cantilevers

T1R Massing







Tower 1

Section A - North South Minimum Setback

Note: Indicative cantilever heights are measured from the external tower built forms to specific points on Jornung-Biik laneway and are subject to variation due to the site's natural gradient.

National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.

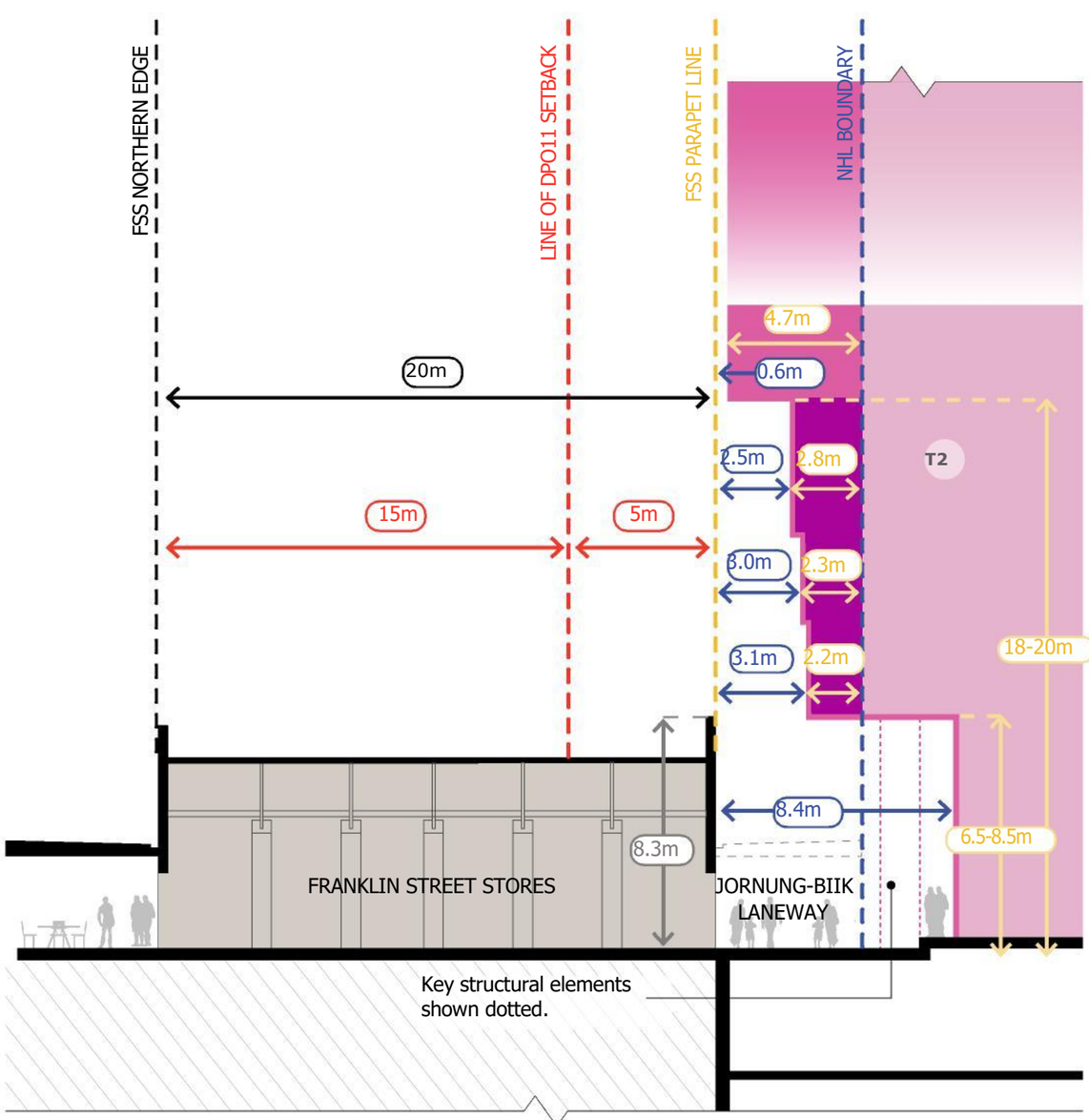
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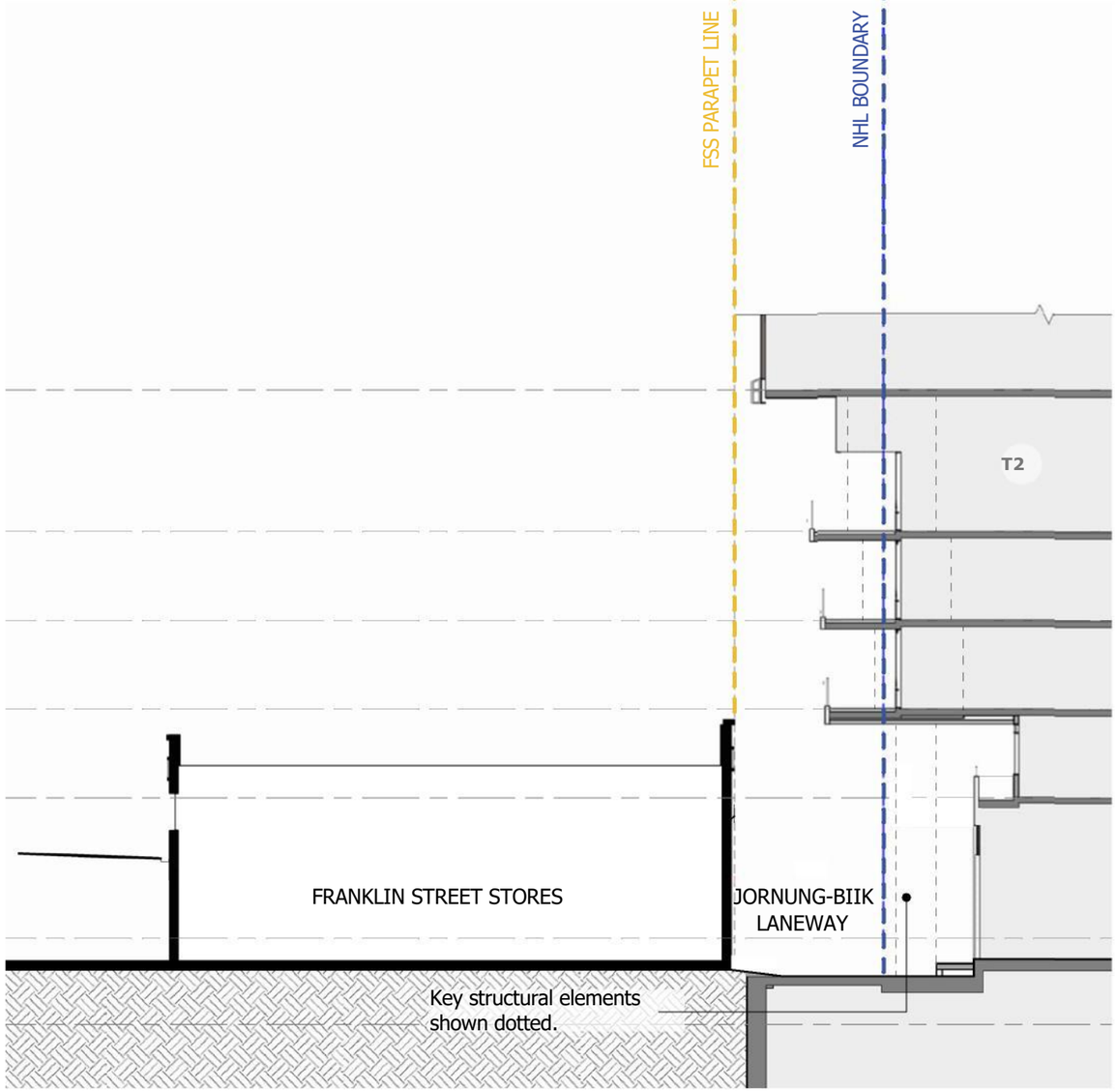
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Building Cantilevers

T2 Massing







Tower 2

Section B - North South - Proposed Building Envelope - T2

Note: Indicative cantilever heights are measured from the external tower built forms to specific points on Jornung-Biik laneway and are subject to variation due to the site's natural gradient.

National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.

All dimensions are approximate.

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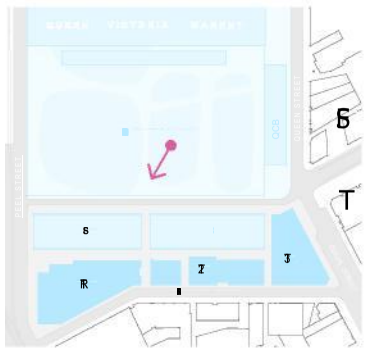
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View - From Market Square





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13 June 2025

Attachment 3 – Heritage expert clarifications – Lovell Chen

Note this document is unchanged from the version issued on 11 July 2025.

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ARBV C50004

MEMORANDUM

TO s. 22(1)(a)(ii) FROM s. 22(1)(a)(ii)

RE QVM Southern Development Project DATE 10 July 2025

As requested, please find below a summary of relevant information submitted to the Department of Climate Change Energy, the Environment and Water as part of the Public Environment Report (PER) process in relation to:

- Significance of the Franklin Street Stores
- Impact of partial canopy removal and mitigation measures
- Heritage benefits

The memo contains excerpts from the recent heritage advice (correspondence from Lovell Chen dated 13 June 2025) in relation to the design refinements to Towers 1 and 3 (Annexure 7(a)) to the Proponent's *Response to the Proposed Decision* and from the PER.

Reference is also made to s. 22(1)(a)(ii) peer review dated 21 November 2024 (PER Appendix N, Annexure 4 to the Proponent's Response to the Proposed Decision) which also contains an assessment of the impact of the partial canopy removal on National Heritage values.

References are also provided to further relevant sections of the PER, where additional information relating to the Stores, including historical and descriptive material can be found. These references are provided to assist in locating the relevant material.

Significance of the Franklin Street Stores

The Franklin Street Stores represent the surviving portion of an originally larger interwar fruit wholesale market at the southern end of the market (refer Figure 1 and Figure 2 below).

The significance of the Stores is acknowledged in the PER and again in the Lovell Chen heritage advice at Annexure 7(a) of June2025, relevant text from the latter is reproduced below:

> The Franklin Street Stores on the southern edge of the QVM form part of the Proposed Action and have been a major focus in assessing heritage impacts at both a State and National level. This has included the heritage benefits to the Stores as well as potential direct and indirect impacts from canopy works and the proximity of new towers.
>
> Constructed in c. 1930, the present-day Franklin Street Stores represent the surviving half of an originally much larger twentieth century wholesale fruit market developed on the southern part of the Old Melbourne Cemetery. The northern section of this market has been demolished. The other twentieth century building of significance on the QVM site is the Dairy Hall on Therry Street (1928); both buildings demonstrate aspects of the changing practices at the market in the interwar period.
>
> To clarify, the Stores are not nineteenth century warehouses (there were no warehouses at QVM in the nineteenth century). Rather, as is noted in the NHL documentation, they demonstrate a distinct building typology of the first half of the *twentieth century* (market stores associated with a wholesale fruit market) and are an important contributory element within the QVM for that reason.

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As indicated in the NHL Summary Statement of Significance, the Franklin Street Stores demonstrate particular aspects of the QVM's history and operations:

- **utilitarian aspects of market buildings**
- **the wholesale function of the Market in the early twentieth century.**
- **The assessment against Criterion D references significant contributory attributes found on the nineteenth century Elizabeth and Victoria Street shops and the interwar Franklin Street Stores as:**
- **their uniformity of alignment in row pattern, consistency of features, orientation and original features such as shopfronts and verandas.**

The PER comments further on the Stores and their connection to the market proper (this connection has been a key design principle for the landscape design for Market Square, relating to both National and State values). Refer to p. 130.

The surviving southern bank of the Franklin Street Stores has a changed context following the demolition in the 1970s and 1980s of the original northern bank of stores, which made up wholesale market and the sheds further north (see Figure 4.3). The area to the north of the surviving Franklin Street Stores is now occupied by the at-grade car park. In this current condition, the Stores, positioned on the southern edge of the car park, are physically and visually separated from the surviving retail market sheds. Because of this separation and their limited public presence, the Stores are not a major focus of the public experience of the market. Notwithstanding this relative isolation and lack of direct connection, the Stores remain a contributory element within the QVM complex. They are important from a heritage perspective in informing an understanding of the expansion of the market in the twentieth century and the historical event of the establishment of a wholesale market. The Stores also define the southern edge of the market and provide a strong visual marker for that edge when viewed from the north with the high-rise forms of the city skyline behind. In this context, it is important from a heritage perspective that the Franklin Street Stores maintain a visual connection to the balance of the QVM site.

While recognising the entirety of the heritage place is of significance, the Franklin Street Stores were identified as of contributory significance (in a Primary significance, Contributory significance and Little or No Significance ranking system) in the 2017 Conservation Management Plan (PER Appendix M), refer section 4.5, Levels of Significance, p. 47 ff).

Additional PER references:

Additional historical information and a detailed description of the fabric of the stores is provided in the PER, at Section 4.1.3.1 ***Area for the Proposed Action within QVM (Franklin Street Stores)*** **pp.73-78.**

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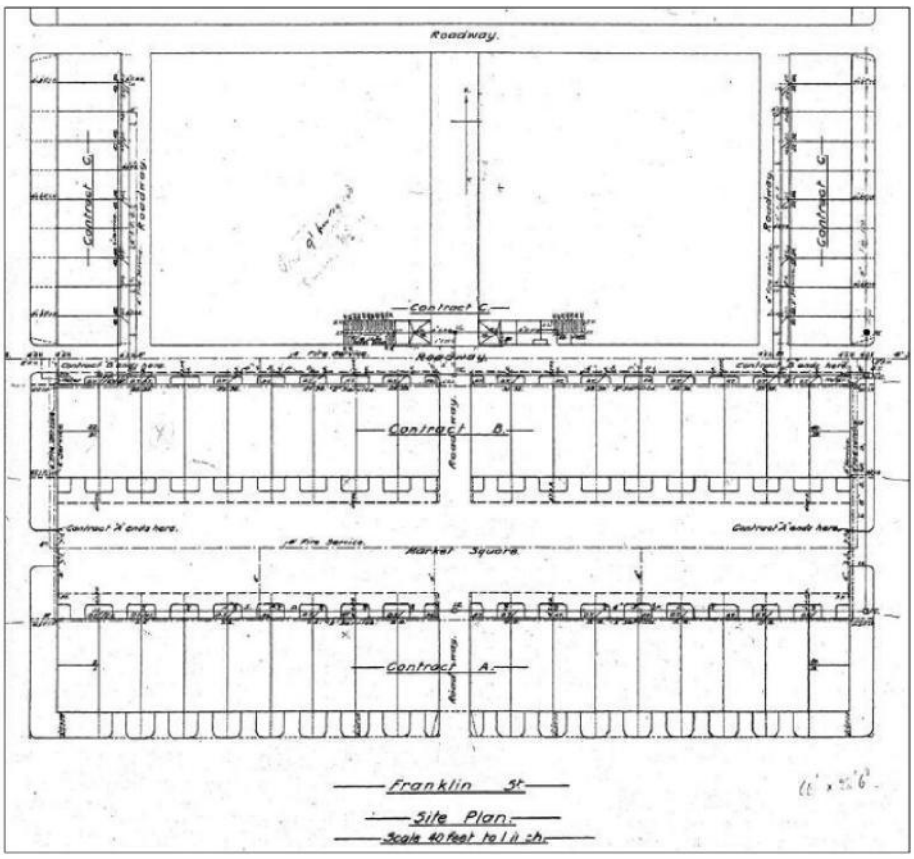


Figure 1 Figure 4.3 from the PER showing the original extent of the 1930 wholesale fruit market, the northern bank has been demolished while the southern bank survives as the present-day Franklin Street Stores

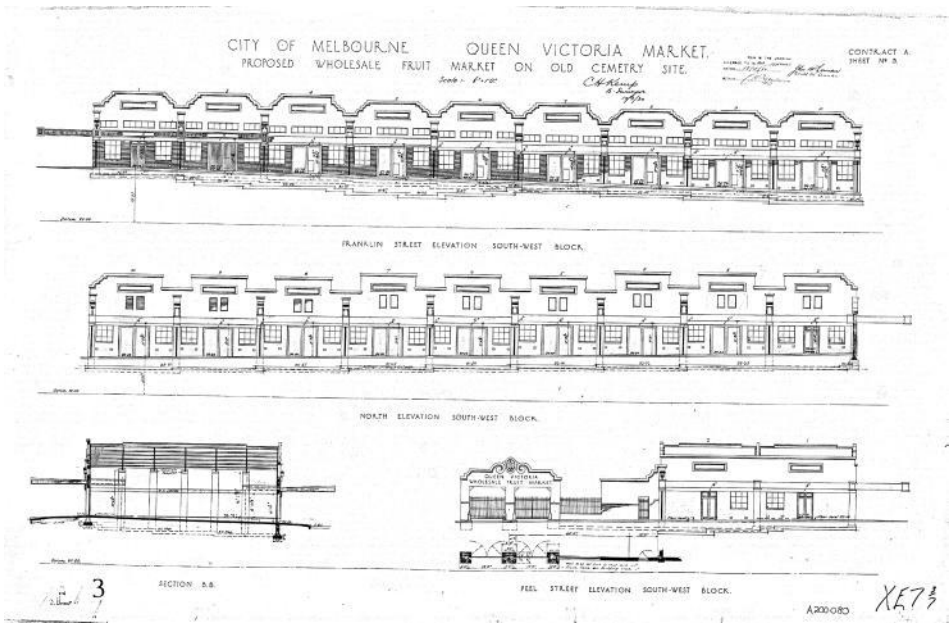


Figure 2 Figure 4.4 from the PER; Architectural plans, 1930

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Impact of partial canopy removal and mitigation measures

Comment was provided on the issue of the partial canopy removal in the June 2025 Lovell Chen correspondence. This summarises the assessment in the PER. It confirms the works would affect original fabric of the stores, with a consequential minor impact on the National Heritage values against Criterion D. Note that an additional bay of the southern canopy is proposed to be retained at the western end in the revised design for Tower 1 when compared with the PER.

The Lovell Chen correspondence explains the rationale for the approach, as well as providing an analysis of heritage impacts and mitigation measures proposed:

> The removal of any original fabric as part of a heritage place should always be approached with caution and with careful consideration of the heritage values of that place and the contribution of the affected fabric.
>
> In this case, it is acknowledged that the change would reduce the intactness of the Stores. The sections of canopy to be removed retain their original structure and appearance (albeit with non-original fascia panels in a loose approximation of the original design). The removal of sections of the canopy would also result in a change in the appearance of the building as it presents to the south.
>
> The canopy is identified in the NHL assessment against Criterion D as significant contributory fabric and contributing to a valued quality (uniformity of alignment in row pattern, consistency of features, orientation and original features such as ... verandas).
>
> In our assessment, however, while there is a direct physical impact on original fabric and that fabric is referenced in the NHL documentation for the QVM, the adverse impact on the National Heritage values of the QVM would be minor. This was the assessment in the Public Environment Report but proposed revised design further reduces the adverse impact on National Heritage values of the QVM:
>
> The utilitarian nature and original form and design of the Franklin Street Stores will both remain legible:
>
> - The south-facing presentation of the Stores will continue to be demonstrated where the canopy is to be reinstated.
> - The extent of canopy to be reinstated is proposed to be increased by an additional bay in the revised Tower 1 design. Where the canopy is removed, the nature of the change that has occurred will be clear, supported by design and heritage interpretation.
> - Canopies to the long north elevation facing the QVM (the dominant presentation within the heritage place), and the short east and west elevations are to be fully retained or reinstated and conserved.
> - Even with the canopy removal in part to the south elevation, the repetitive nature of the Stores as they present to the south will still be demonstrated through their distinctive parapet patterning and facades. Their presentation will be enhanced with the conservation and repair works including replacement of missing timber doors, repair of windows and other damaged and decayed fabric and other conservation works as part of the project.
>
> The intactness of the Victorian era buildings of the QVM and an appreciation of its nineteenth century character, layout and representative building typologies would be entirely unaffected.

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> The change to the canopy is a relatively modest one in the context of the place as a whole and does not diminish the appreciation of QVM as a marketplace with its origins in the nineteenth century.
>
> Mitigation measures are proposed including the implementation of heritage interpretation for the Franklin Street Stores and interpretation of the removed canopy in the façade design for the adaptation of the Stores.

Condition 20 of Heritage Victoria permit P36779 requires the development of a Heritage Interpretation Plan for the Franklin Street Stores and Market Square and this will address the removed section of canopy. Additionally, the Interpretation of the canopy through design is also required by Heritage Victoria, who has advised that plans to be submitted under Condition 17 of Permit P36779 will be required to show the interpretation of the removed sections of canopy in a physically and visually obvious way in the Franklin Street Stores façade, the paving below and/or in any other appropriate way (Heritage Victoria advice 15 April 2024).

Additional PER references:

For ease of reference, sections of the PER addressing the partial permanent canopy removal works are as below:

Subject	**Public Environment Report reference**
Detail of partial canopy removal works	2.4.1 Canopy works, p. 39
Consideration of canopy options	3.2.2 Assessment of canopy options for Franklin Street Stores, pp. 51-56 (note that a number of visualisations in this section would change with the refined T1 design)
Assessment of impact of permanent removal of part of the canopy	5.3.1 Works to and adaptation of the Franklin Street Stores, pp. 113-114

Peer Review assessment:

The following is an excerpt from the independent Peer Review prepared by s. 22(1)(a)(ii) , dated November 2024 (Annexure 4 to the Proponent's Response to the Proposed Decision and Appendix N to the PER).

> The proposed action includes partial removal of an existing original canopy along the majority of the southern facade of the Franklin Street Stores, with retention of a return of the canopy across two bays of the stores at the western end and one bay at the eastern end, but removal of the intervening canopy section, across 15 bays of the Stores. Cantilevered sections of Tower 1 and Tower 2 to the south are proposed above, separate from the Stores, but overlapping with the location of the removed sections of canopy.
>
> The Stores would be conserved and adapted for future tenancies. The current built fabric would be conserved through repair, restoration and reconstruction of the historic form and fabric. Adaptation would involve introduction of new services, some changes / penetrations through existing building fabric, introduction of amenities and services into some stores, infill of internal concrete ramps, and addition of at grade access to the north of the Stores. The effect of the retention of the Stores, removal of canopy sections and cantilevered built form above, in conjunction with new tenancies and active use of the ground level of proposed Towers 1 and 2, would be to create a new Melbourne 'laneway' at the southern end of the Queen Victoria Market National Heritage place.
>
> The proposed changes provide an opportunity to re-activate the Stores, better connect them with the main market areas, via the proposed Market Square and to enable them to continue to present the physical and visual southern edge to the site. The proposed adaptation works would

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prioritise retention of significant fabric and include reinstatement of missing or altered elements and are proposed to be subject to further design work to the satisfaction of Heritage Victoria. These works are reasonable changes to enable contemporary use and are consistent with best practice approaches to the conservation and adaptation of historic structures and would not substantively affect the current contribution of the Stores to the Queen Victoria Market National Heritage place.

The proposed removal of the sections of canopy would cause an adverse heritage impact, by diminishing the integrity of the Stores. This adverse impact needs to be considered in relation to the proposed conservation and activation of the Stores, the benefit of creation of a new Melbourne laneway adjacent to the south and the manner in which the change would improve amenity and contribute to a vibrant and viable future for these currently degraded historic structures. On balance, the proposed changes to the Stores would have a minor adverse impact but would not impair the ability of the retained and adapted Stores to illustrate the utilitarian aspect of market buildings as well as the wholesale function of the Market in the early twentieth century and would therefore not substantively impact on the National Heritage values of the Queen Victoria Market.

Heritage benefits

In summary, recognising the identified impact, there are two key heritage-related benefits arising from the partial removal of the canopy on a permanent basis to the extent proposed:

- *Activation and adaptive reuse:* The removal of the canopy will allow the creation of a pleasant and enjoyable space to the south of the Stores which is considered critical to their adaptive reuse and activation, and in turn, their long-term conservation
- *Visibility of the parapet:* The removal of the canopy will allow for continued views to the parapet which is a key element in the presentation of the long south elevation of the building. As referenced in the PER section 3.2.2 *Assessment of canopy options for Franklin Street Stores*, full retention of the southern canopy would obscure views to the distinctive southern parapet through the mid-section of the new lane. **This is a relevant consideration in all scenarios including a 6 metre setback to the towers.**

Heritage Victoria's support for the partial canopy removal and approval for these works under Permit P36779 was based on these two matters. Heritage Victoria considered that full retention of the canopy would result in a dark and uninviting space to the south and would impact on the adaptive reuse of the Stores, while removal of part of the canopy would allow light into the space and encourage occupation and activation. Additionally, Heritage Victoria was also concerned to preserve visual access to the southern parapet following construction of the towers, and the partial canopy removal would ensure maintenance of those views.

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13 June 2025

Attachment 4 – 13 June 2025 Tower Plans (Attachment B)

Re-issuing the proposed Attachment B Tower Plans in relation to Condition 3, as issued on 13 June 2025

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DRAWING LIST - EPBC

Sheet Prefix	Sheet Number	Sheet Name
NHA-	ASK-000	COVER SHEET - EPBC
NHA-	ASK-100	OVERALL LAYOUT PLAN - LEVEL GR
NHA-	ASK-101	OVERALL LAYOUT PLAN - LEVEL 01
NHA-	ASK-102	OVERALL LAYOUT PLAN - LEVEL 02
NHA-	ASK-103	OVERALL LAYOUT PLAN - LEVEL 03
NHA-	ASK-104	OVERALL LAYOUT PLAN - LEVEL 04
NHA-	ASK-105	OVERALL LAYOUT PLAN - LEVEL 05
NHA-	ASK-106	OVERALL LAYOUT PLAN - LEVEL 06 & ABOVE
NHA-	ASK-200	TOWER 1 - BUILDING SECTION 1 & 2
NHA-	ASK-201	TOWER 1 - BUILDING SECTION 3
NHA-	ASK-202	TOWER 2 - BUILDING SECTION 4 & 5
KTA-	ASK-203	TOWER 3 - BUILDING SECTION

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NH Architecture

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KEY PLAN

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1:200

DRAWN CHECKED SCALE @A1

JM NH

PROJECT NAME

QVM Southern Development Site

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STAGE
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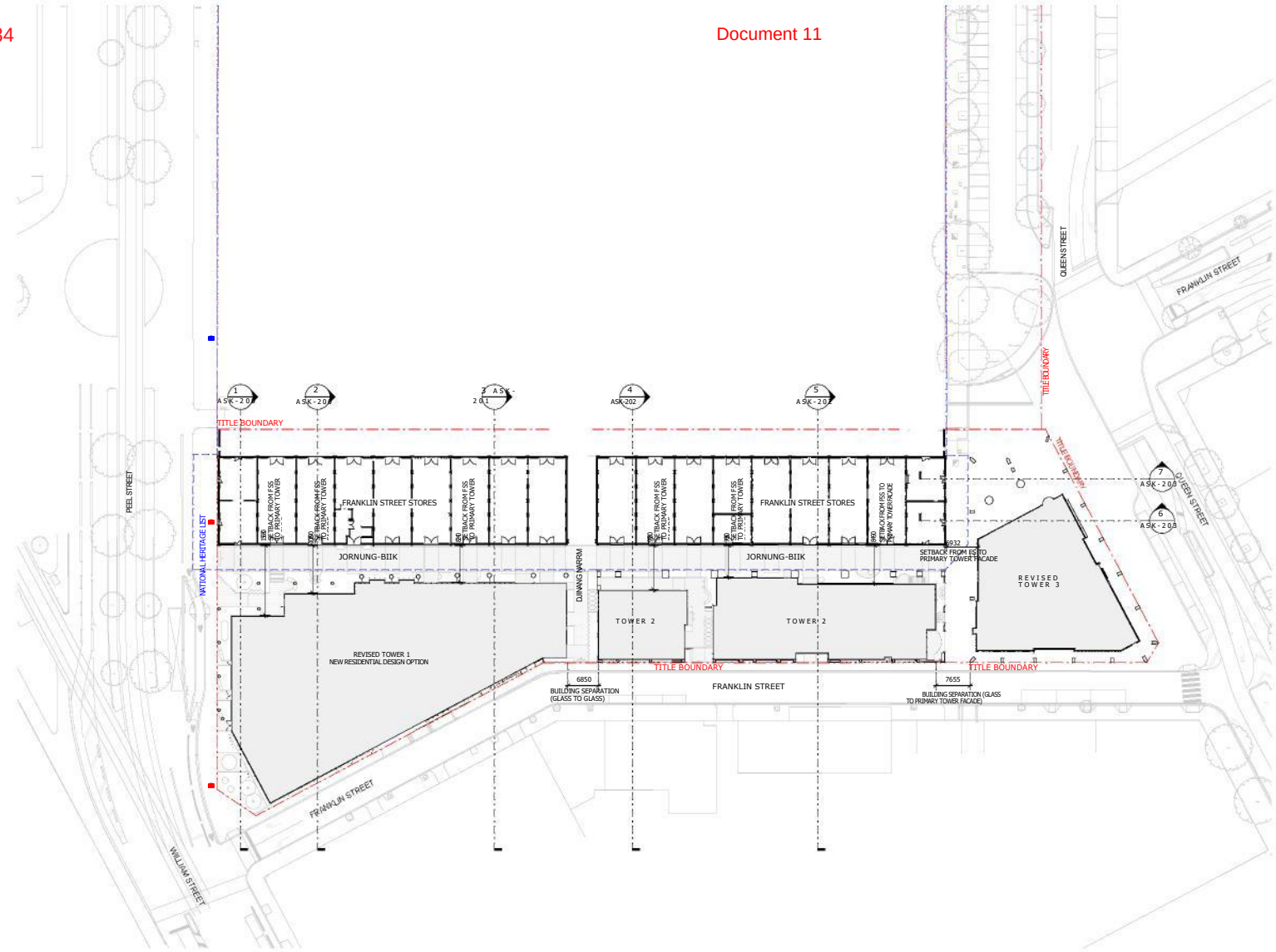
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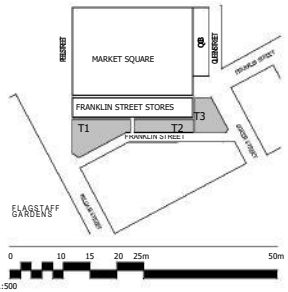
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KEY PLAN



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JM	NH	1 : 500	

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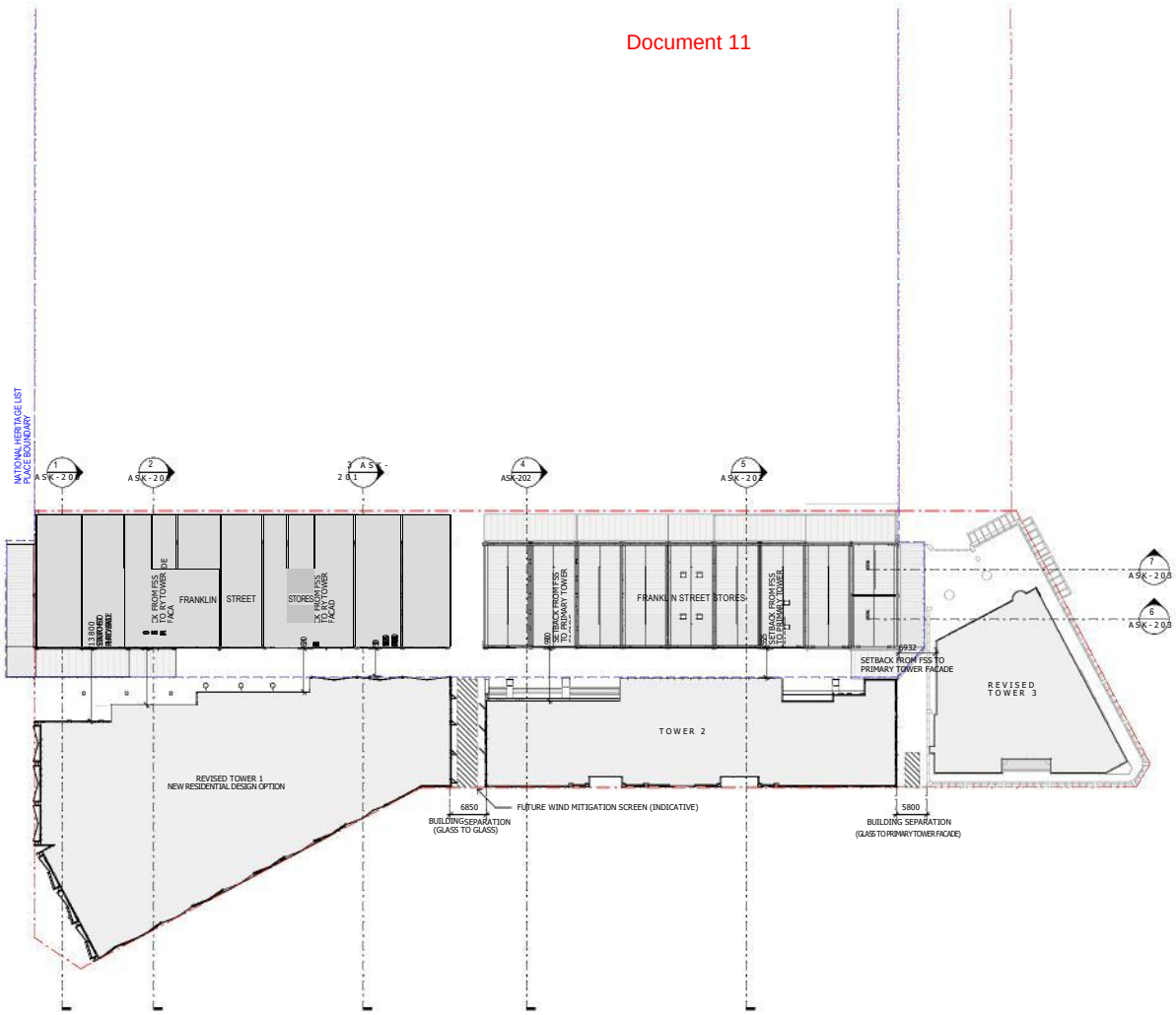
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DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL GR

DRAWING No.	REVISION
NHA-ASK-100	**1**



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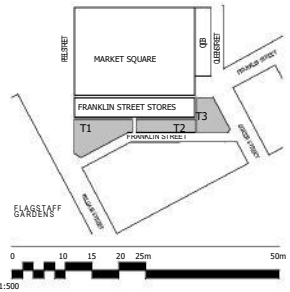
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KEY PLAN



DRAWN CHECKED SCALE @A1 — NORTH

JM NH 1 : 500

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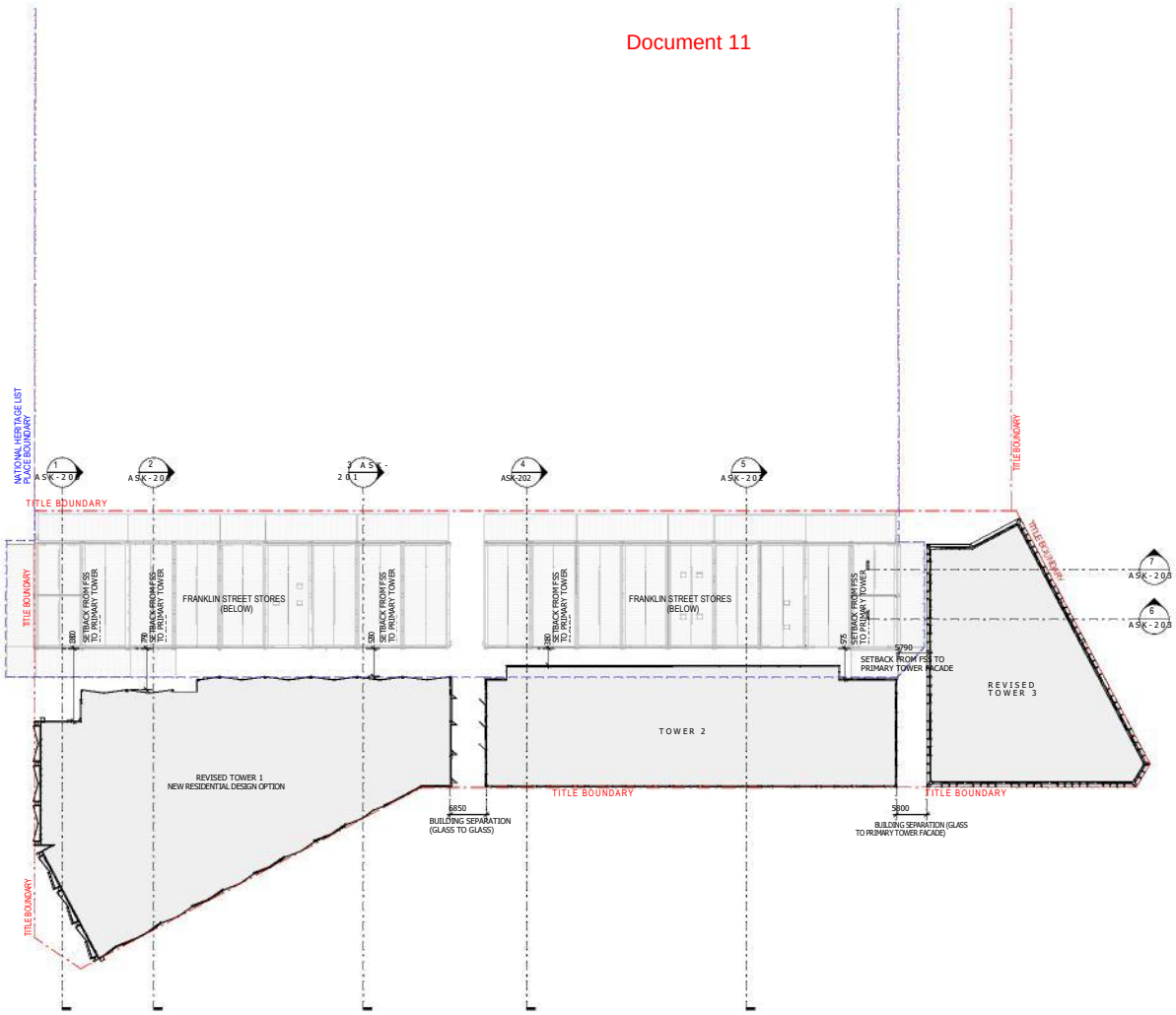
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DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL 01

DRAWING No. — REVISION

NHA-ASK-101 — **1**



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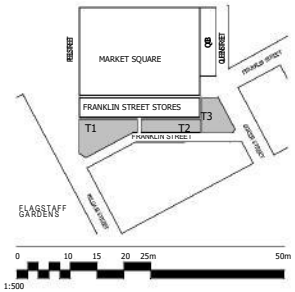
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NH Architecture

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KEY PLAN



DRAWN CHECKED SCALE @A1

JM NH 1 : 500

NORTH

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

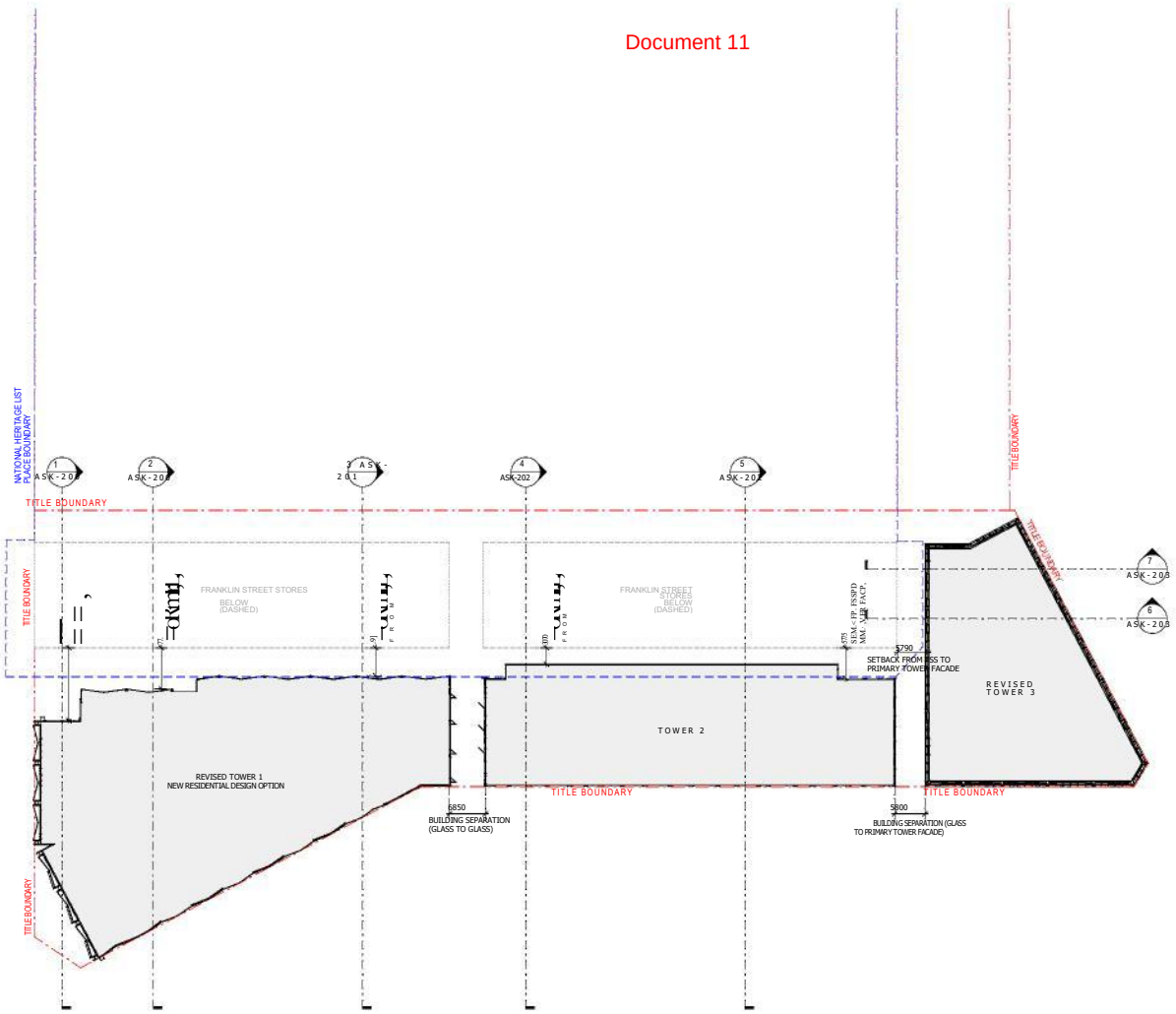
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OVERALL LAYOUT PLAN - LEVEL 02

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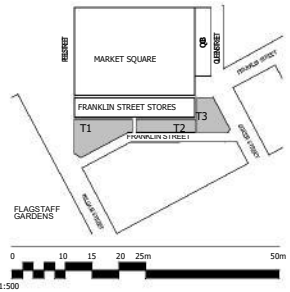
CLIENT

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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



DRAWN CHECKED SCALE @A1 — NORTH

JM NH 1 : 500

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

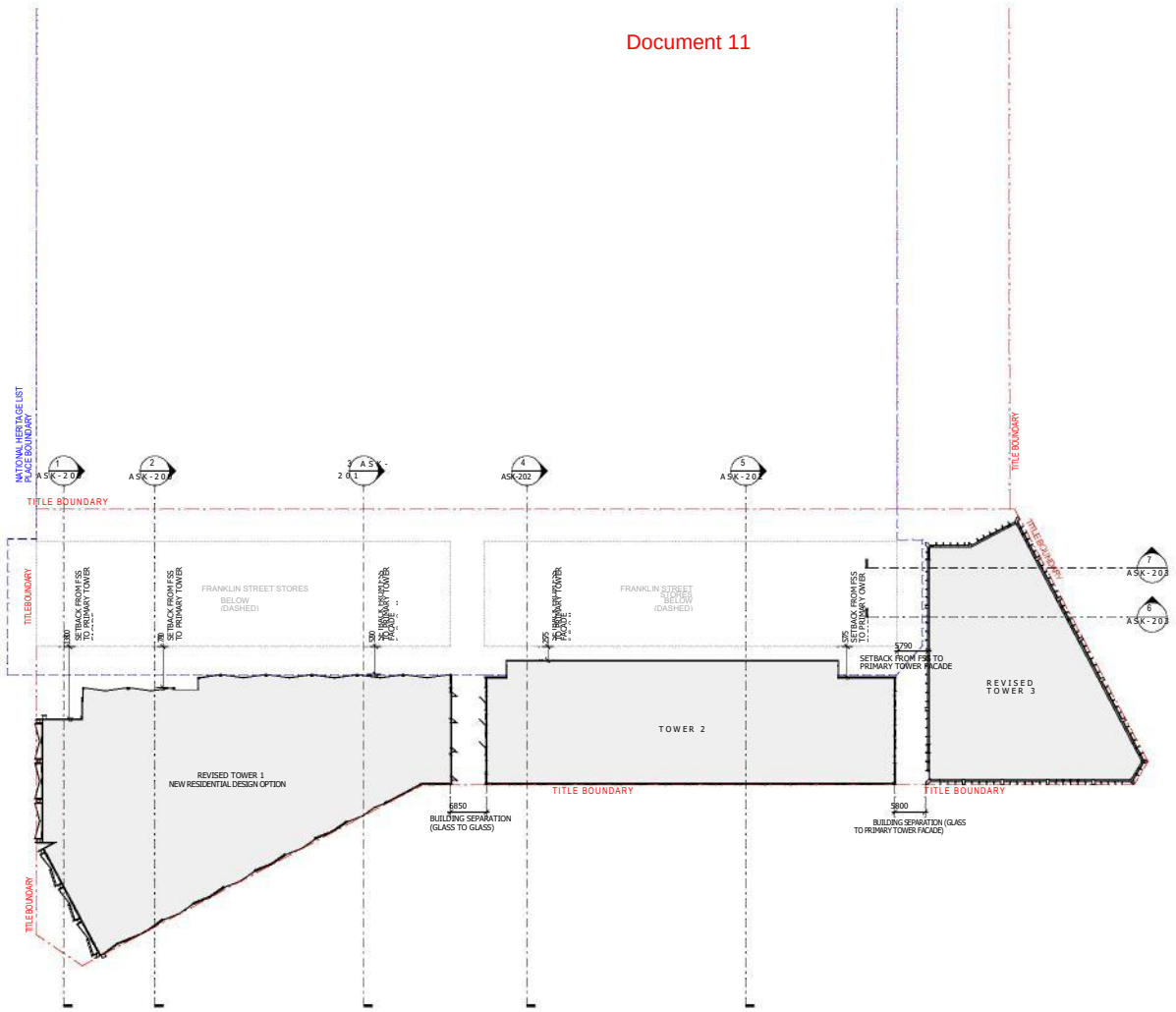
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DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL 03

DRAWING No. — REVISION

NHA-ASK-103 — **1**



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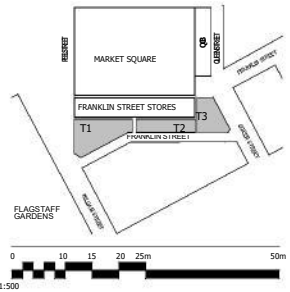
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



DRAWN CHECKED SCALE @A1 — NORTH

JM NH 1 : 500

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

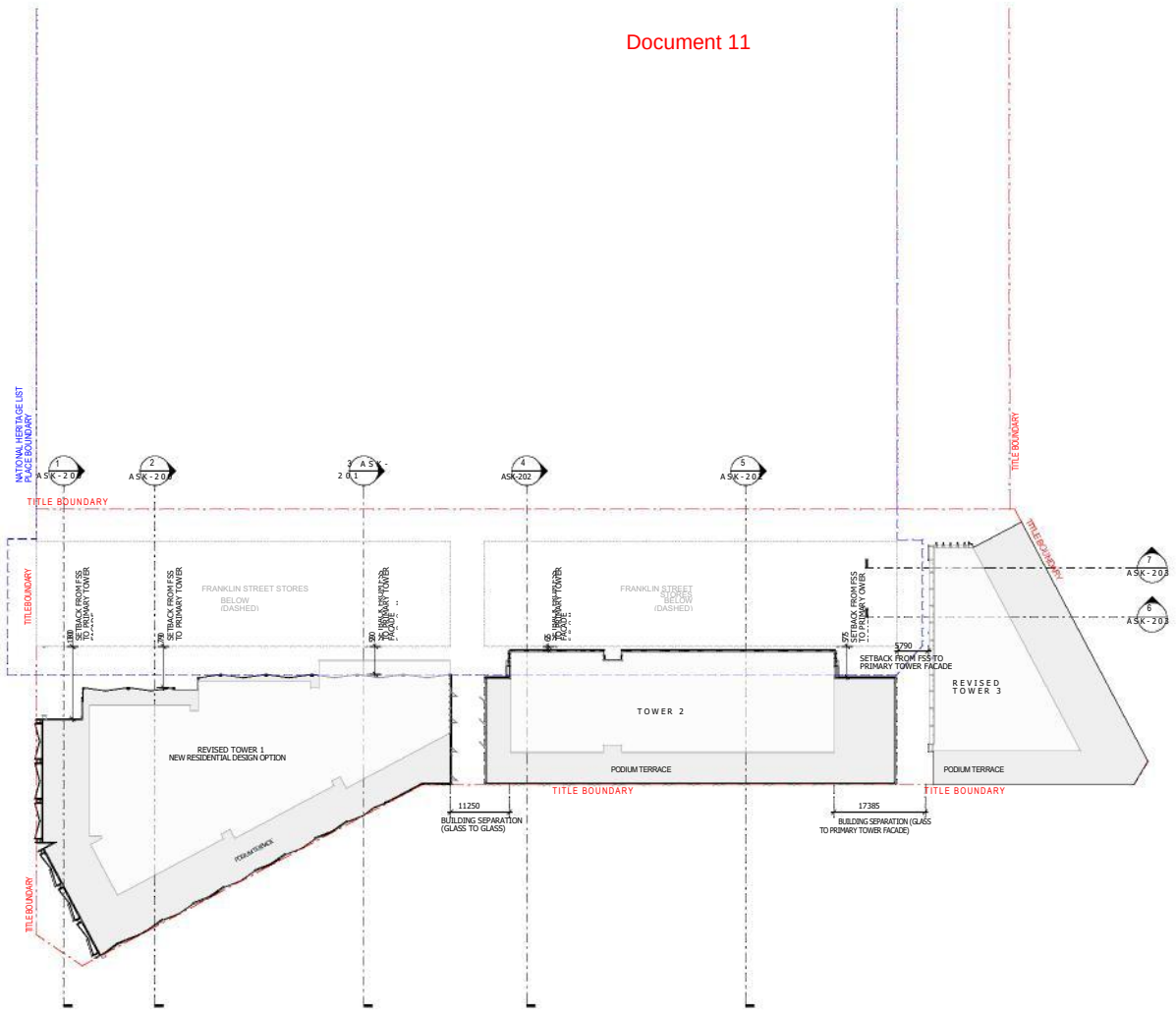
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DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL 04

DRAWING No. — REVISION

NHA-ASK-104 — **1**



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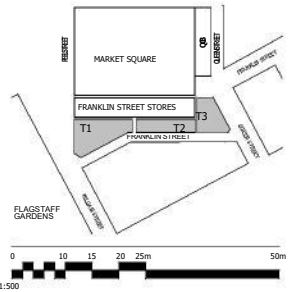
CLIENT

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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



DRAWN CHECKED SCALE @A1 — NORTH

JM NH 1 : 500

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

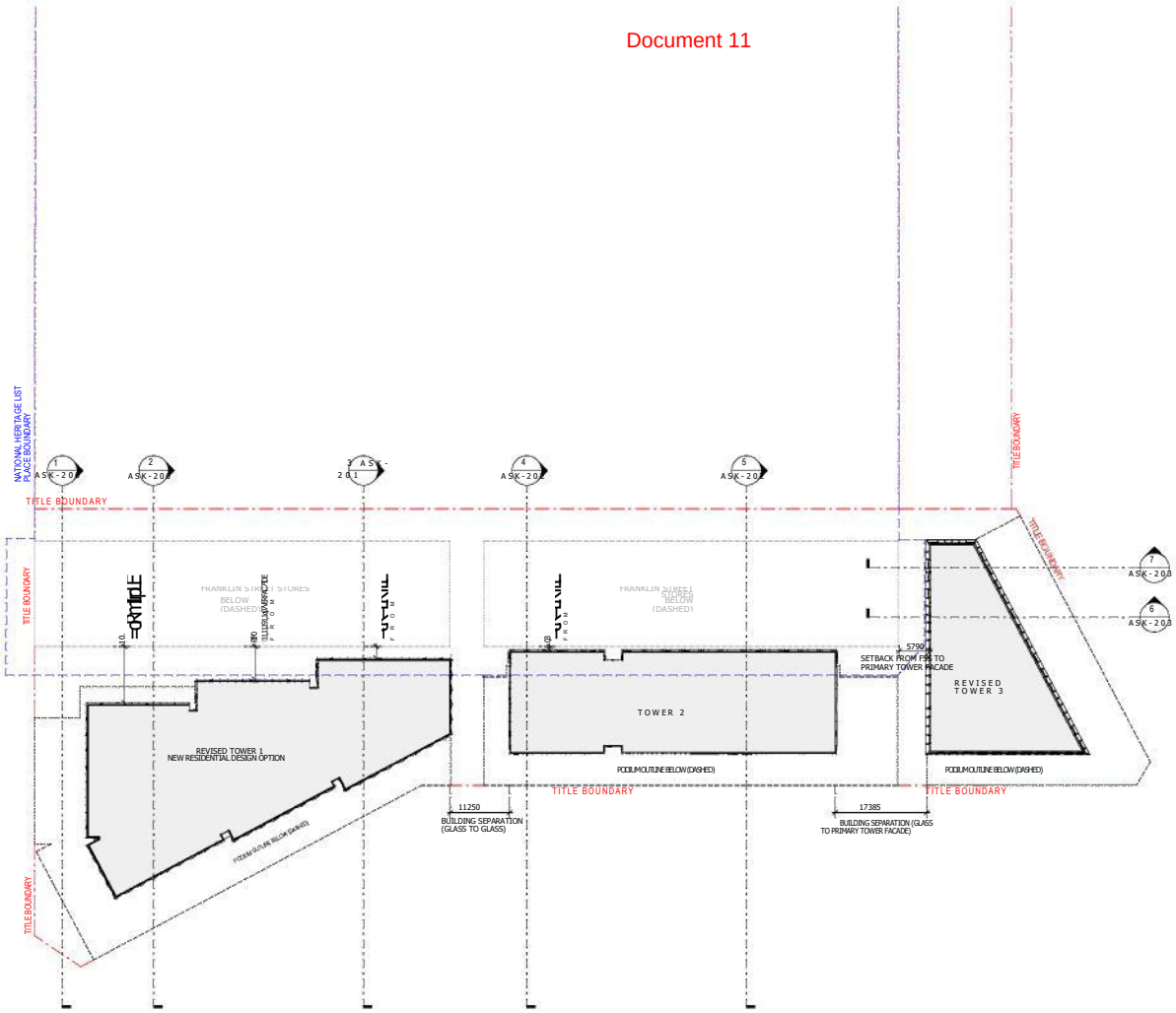
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DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL 05

DRAWING No. — REVISION

NHA-ASK-105 — **1**



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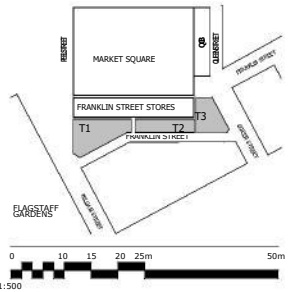
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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



DRAWN CHECKED SCALE @A1

JM NH 1 : 500

NORTH

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

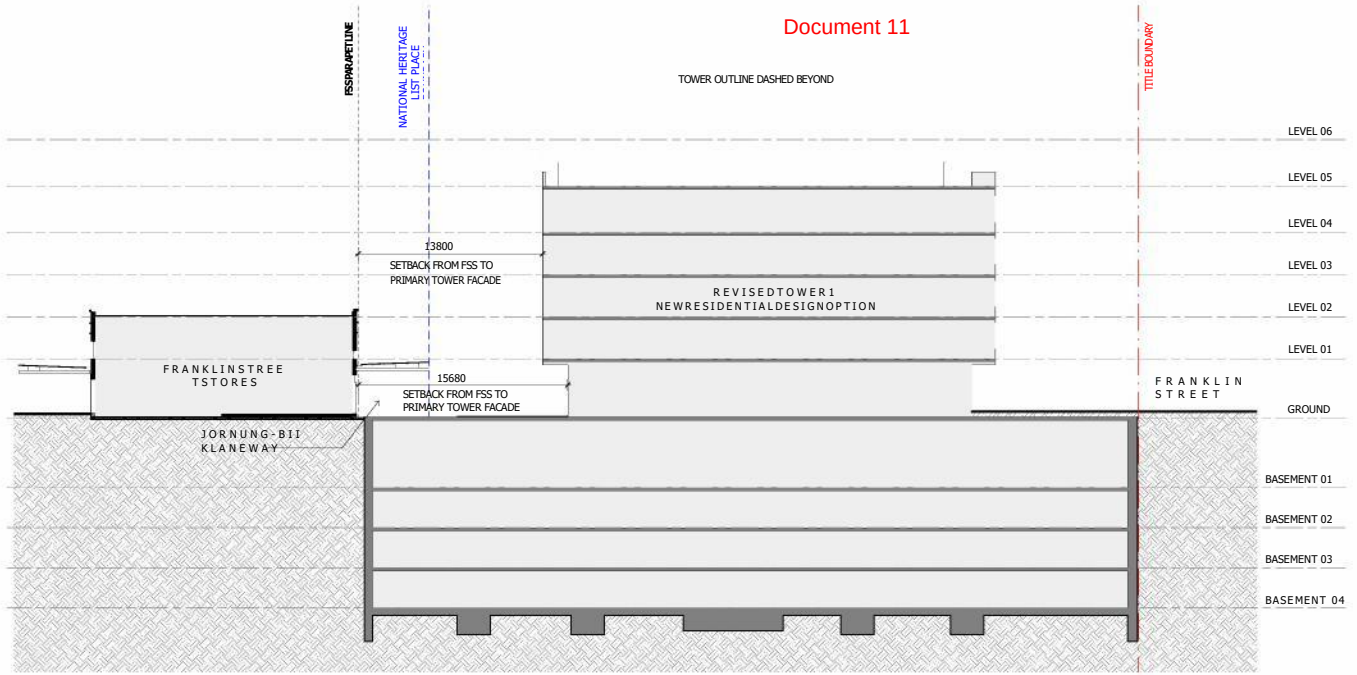
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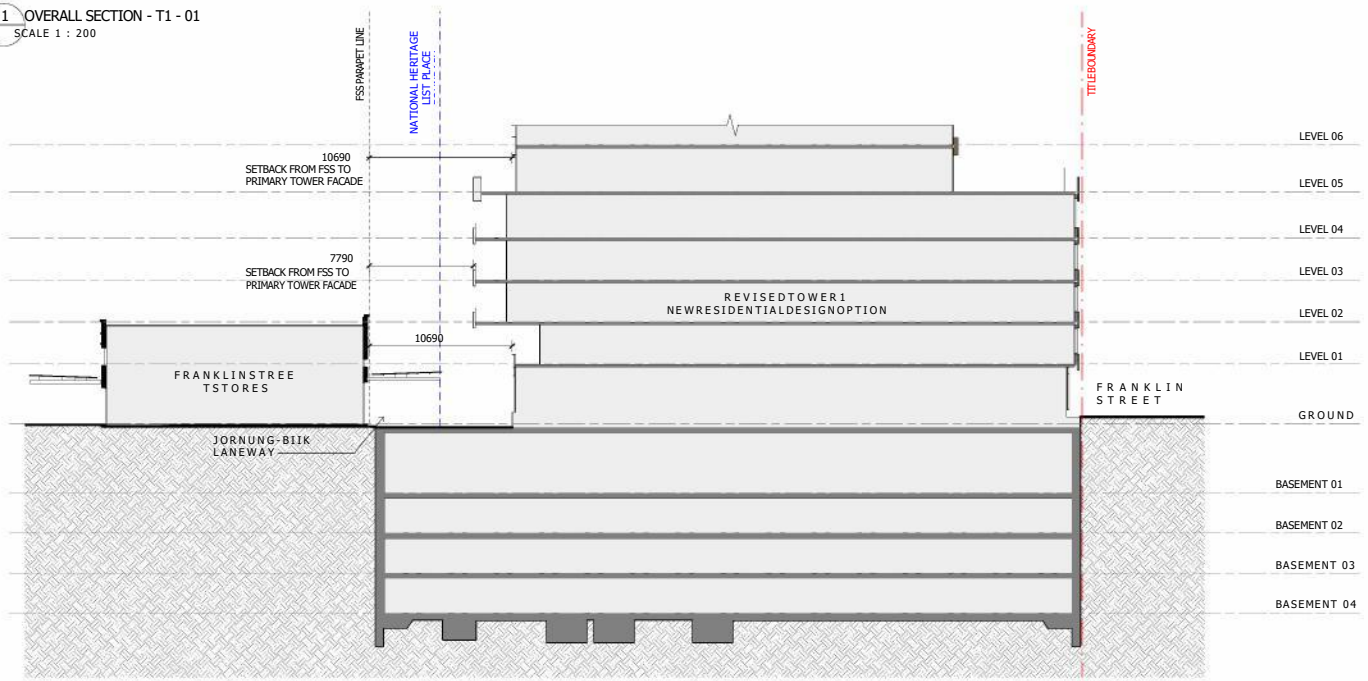
OVERALL LAYOUT PLAN - LEVEL 06 & ABOVE

DRAWING No. **NHA-ASK-106**

REVISION **1**



1 OVERALL SECTION - T1 - 01
SCALE 1 : 200



2 OVERALL SECTION - T1 - 02
SCALE 1 : 200

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NH Architecture

Jackson Clements Burrows

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KEY PLAN



DRAWN CHECKED SCALE @A1

JM NH 1 : 200

PROJECT NAME

QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.

200032

STAGE

EPBC - NEW RESIDENTIAL DESIGN OPTION

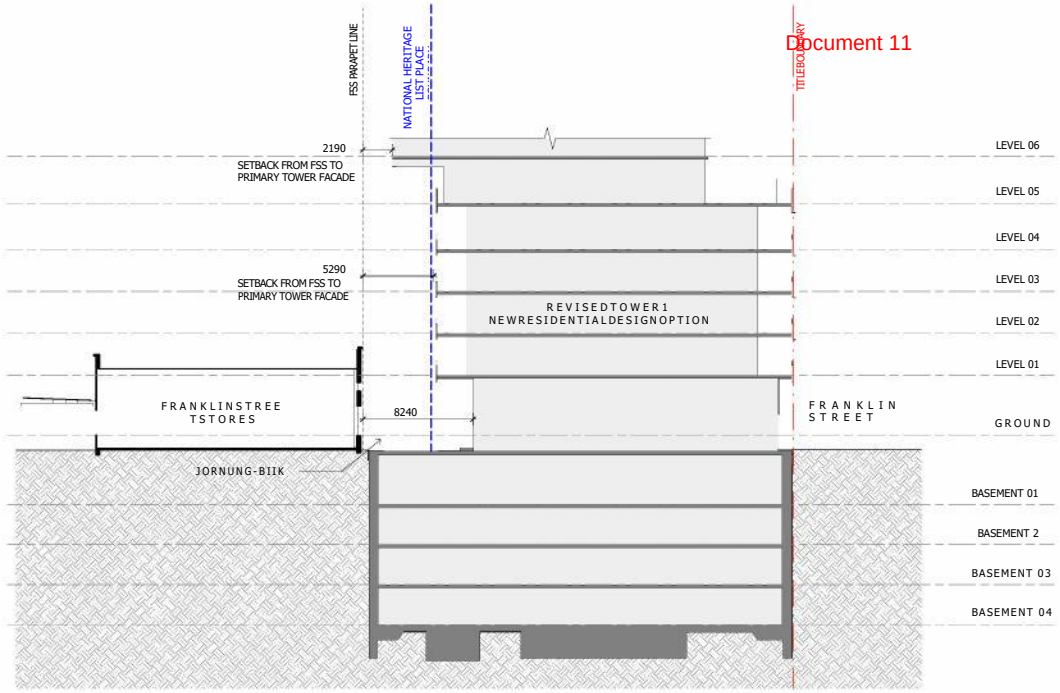
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TOWER 1 - BUILDING SECTION 1 & 2

DRAWING No. NHA-ASK-200

REVISION 1

Document 11



3 OVERALL SECTION - T1 - 03
SCALE 1 : 200

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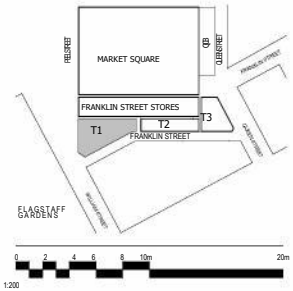
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NH Architecture

Jackson Clements Burrows

OPENWORK

KEY PLAN



DRAWN CHECKED SCALE @A1

JM NH 1 : 200

PROJECT NAME

QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.

200032

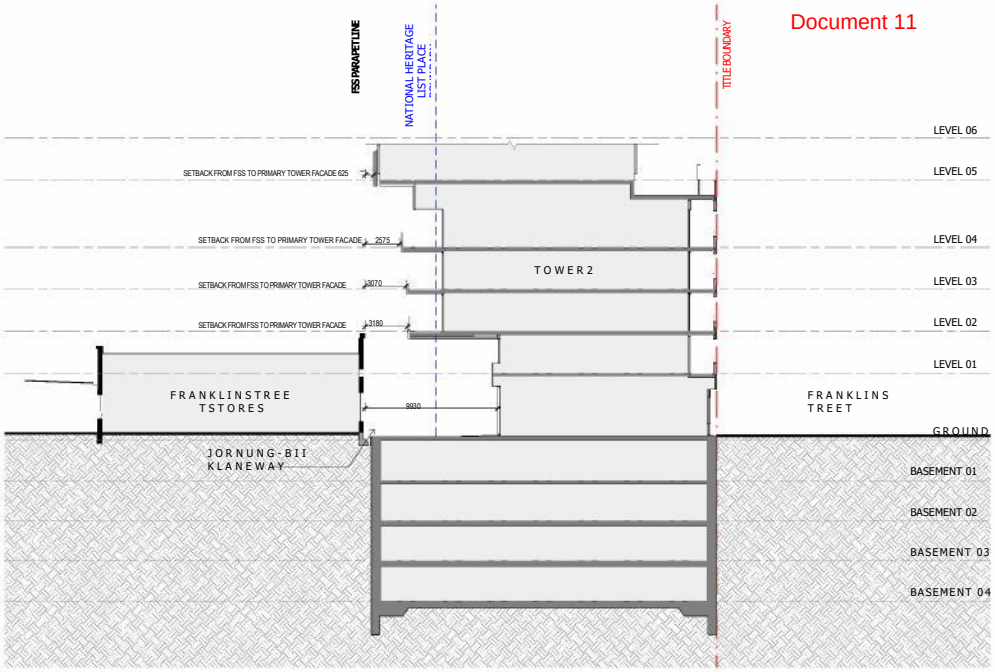
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EPBC - NEW RESIDENTIAL DESIGN OPTION

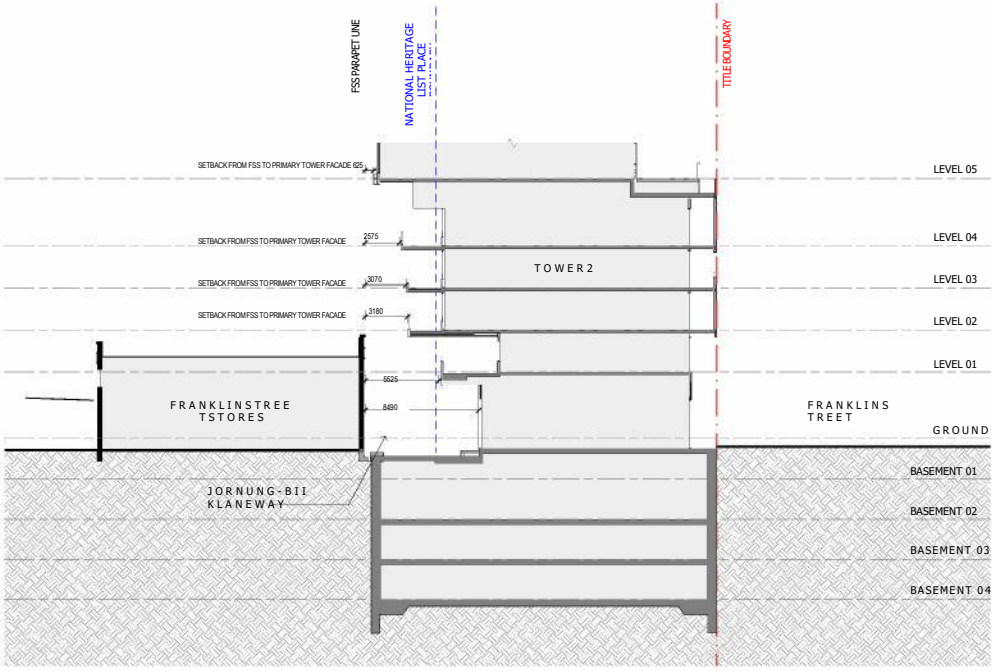
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TOWER 1 - BUILDING SECTION 3

DRAWING No.	REVISION
NHA-ASK-201	1



4 OVERALL SECTION - T2 - 04
SCALE 1 : 200



5 OVERALL SECTION - T2 - 05
SCALE 1 : 200

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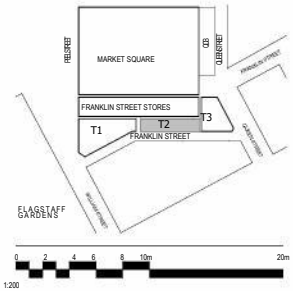
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KEY PLAN



DRAWN CHECKED SCALE @A1

JM NH 1 : 200

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

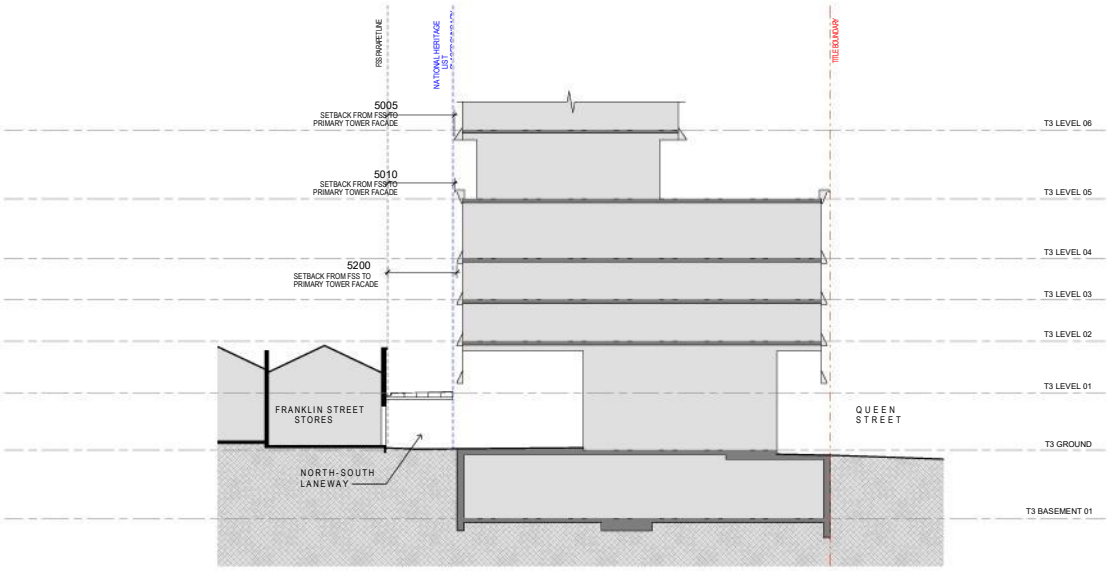
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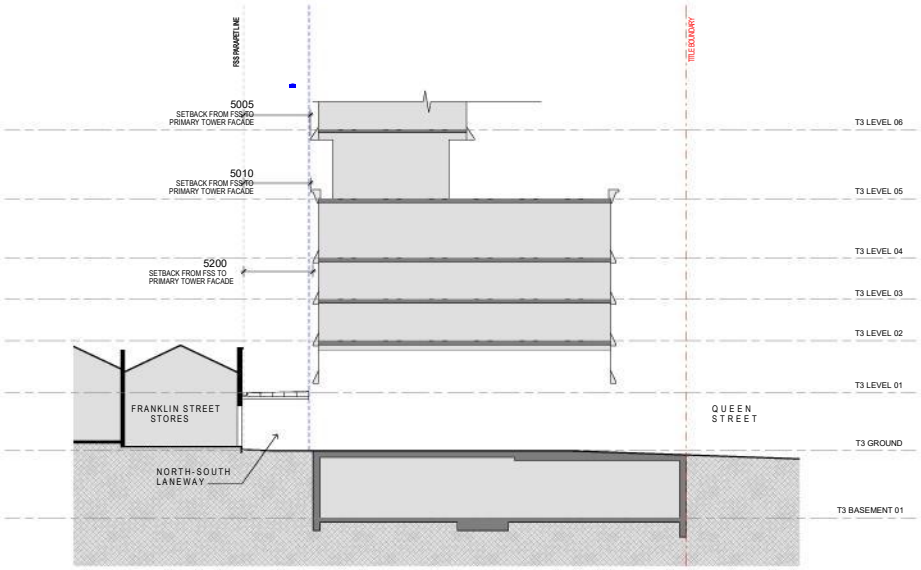
TOWER 2 - BUILDING SECTION 4 & 5

DRAWING No. NHA-ASK-202

REVISION 1



6 OVERALL SECTION - T3 - 06
SCALE 1 : 200



7 OVERALL SECTION - T3 - 07
SCALE 1 : 200

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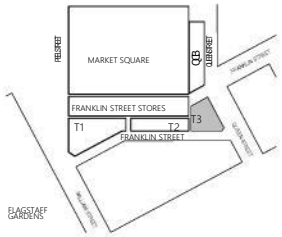
REV.	DETAILS	DATE
1	FOR INFORMATION	13.06.2025

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PRELIMINARY ONLY

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KTA

KEY PLAN



DRAWN CHECKED SCALE @A1
AD TB 1 : 200

PROJECT PRECINCT
QVM SOUTHERN DEVELOPMENT SITE

PROJECT NAME
Tower 3

PROJECT NO.
2303

STAGE
EPBC - NEW GROUND AND LEVEL 1 LANG ACAC NORTHERN GLAZING LINE OPTION

DRAWING TITLE
TOWER 3 - BUILDING SECTIONS 6 & 7

DRAWING No.
KTA-ASK-203

REVISION
1

13/06/2025 04:27 PM

18 July 2025

s. 22(1)(a)(ii)
Acting Director, Victoria Assessments Section
Department of Climate Change, Energy, the Environment and Water

Via email: s. 22(1)(a)(ii) @dcceew.gov.au
cc: Senator.Watt@aph.gov.au
epbc.victas@dcceew.gov.au
s. 22(1)(a)(ii) @dcceew.gov.au
s. 22(1)(a)(ii) @dcceew.gov.au

Queen Victoria Market Southern Development project (2024/9860) – Supplementary information – Tower 2 Further Design Adjustment

Dear s. 22(1)(a)(ii)

Following our 10 July 2025 meeting regarding the Queen Victoria Market Southern Development project, and our further correspondence with the DCCEEW on 15 July 2025, please find attached our proposal for a design adjustment for Tower 2 to improve the interface with the Franklin Street Stores. For ease of reference we are reissuing this with the information provided on Tuesday 15 July, so you have one consolidated pack.

Tower 2 Design Adjustment – Overview

We are committed to further improve the relationship between the proposed towers and the Franklin Street Stores. Following our more recent conversations we have again reviewed the design of tower 2 and found an opportunity to achieve a better heritage outcome. The proposed design adjustment for Tower 2 is as follows:

- Relocation of the podium planter boxes previously located on the north facing balconies of levels 2, 3 and 4 to elsewhere in Tower 2 (outside of the NHL boundary), to maintain compliance with Victoria's Green Factor regulations
- A subsequent reduction of the depth of the north facing podium balconies on levels 2, 3 and 4 of Tower 2, to the minimum required to maintain compliance with Victoria's apartment design regulations

The proposed design adjustment for the Tower 2 podium improves the interface with the Franklin Street Stores by:

- Increasing the setback between the Franklin Street Stores and the Tower 2 podium levels by up to c. 1.2 metres
- Reducing the extent of the Tower 2 podium cantilever (in plan view) over the NHL boundary by up to 42% (74sqm)
- Improving visual appreciation of the distinctive character of the stores

This design adjustment is shown in Attachment 2 and Attachment 5 and is supported by heritage expert advice in Attachment 3. It is not possible to further reduce the podium or tower cantilever and maintain compliance with Victorian building and planning regulations.

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Attachments

- Attachment 1 (new) – Tower 2 cantilever rationale, including:
  - Design description, rationale and benefits
  - Minimisation efforts and limitations

- Attachment 2 (updated) – Updated to show the design change proposed to Tower 2 to improve the interface with the Franklin Street Stores, together with design clarifications for the alternative Tower 1 design solution as issued to DCCEEW on 15 July, including:
  - A plan with the length of the cantilevers for T1 (residential) & T2 (adjusted)
  - Sections through the cantilevers for T1 (residential) & T2 (adjusted), including the height of the cantilevers and the comparison of the previous T2 design to the adjusted design now proposed
  - An artist's impression of the T1 residential design from Market Square

- Attachment 3 (new) – Lovell Chen's heritage expert advice on the proposed design adjustment to Tower 2

- Attachment 4 (as issued Friday 11 July) – Heritage expert clarifications, including:
  - The contributory significance of the Franklin Street Stores (FSS)
  - The impact of the partial removal of the FSS canopy and mitigation measures
  - The heritage benefits from the partial removal of the FSS canopy, including visibility of the parapet and the long-term conservation and activation of the Stores.

- Attachment 5 (updated) –Tower Plans (Attachment B)
  - Updated Attachment B Tower Plans in relation to Condition 3, as contemplated in our 13 June 2025 submission and now amended to reflect the proposed adjustment to the design of Tower 2

Alternate Condition Drafting

If DCCEEW or the Minister would prefer not to cross reference plans in Attachment B, as proposed for condition 3, condition 2 could be reworded to the below and condition 3 could be removed entirely.

Proposed Alternate Drafting – Condition 2:

2) To avoid direct and indirect impacts to the Franklin Street Stores:
   a) The **footprint** of the towers at ground-level must be outside the **Heritage Place boundary**

   b) Tower 1 may extend over the **Heritage Place boundary** by no more than 3.3 metres, for a length of no more than 26 metres, at a height of no less than 19.5 metres above the finished floor level of the **Jornung-Biik Laneway**

   c) Tower 2 may extend over the **Heritage Place boundary:**
      i. For the podium, by no more than 1.6 metres, for a length of no more than 63.5 metres, at a height of no less than 6.5 metres above the finished floor level of the **Jornung-Biik Laneway**

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ii. For above the podium, by no more than 4.7 metres, for a length of no more than 62.5 metres, at a height of no less than 18 metres above the finished floor level of the **Jornung-Biik Laneway**

The intended definitions of the terms in bold above are as per Attachment 5(a) and (b) of our 13 June 2025 draft conditions response.

We are available to meet again and / or provide further supplementary information as required.

Please do not hesitate to contact me on s. 22(1)(a)(ii) or at s. 22(1)(a)(ii) @lendlease.com

Yours sincerely,

s. 22(1)(a)(ii)

s. 22(1)(a)(ii)
Lendlease

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Attachment 1 – Tower 2 Cantilever Rationale

Note due to the proposed design adjustment to Tower 2, this text includes a dimension change since the version issued on 15 July 2025

From the outset the intent has always been to minimise the extent of the cantilever within the National Heritage Boundary (NHL), while also attaining a design that complies with engineering and regulatory requirements to achieve a feasible residential outcome.

As detailed in the Public Environment Report section 3.2.3 and PER Appendix P – *Residential and Commercial Floorplate Analysis Assessment*, the strategy to minimise the cantilever for Tower 2 makes residential use the only viable option due to the size of the floorplates. The total floorplate width, including the cantilever, is approximately 19 metres, which is the minimum viable width for a residential floorplate.

The proposed cantilever of T2 has a stepped form, as shown in Section B of Attachment 2 (page 5) to this letter. The lower first step of the cantilever occurs at 6.5m – 8.5m in height within the NHL Boundary and 3.7m back from the parapet line of the Frankling Street Stores. The cantilever then gradually steps to 20m in height.

The stepping approach to the cantilever is required to achieve a viable structural engineering outcome and provides the least impact spatially to the Franklin Street Stores. It is critical for the balcony slabs to engage with the columns at regular intervals to maintain structural stability.

An alternative engineering option was tested, which used diagonal supporting columns that run from ground-level to the underside of the cantilever. However, this option resulted in greater encroachment spatially on the Franklin Street Stores, enclosing the space in between the stores and the building. Further, when viewed from the proposed Market Square it also made the cantilever more apparent, whereas the stepped option didn't.

Oblique views - due to tower 2 being bookended by tower 1 and tower 3, the extent of the cantilever is further mitigated as there will be no medium to long sectional views of the tower 2 cantilever.

As demonstrated in the architectural section adjacent Section B in Attachment 2 (also page 5), the stepped form provides for the successful integration of balconies, further mitigating the proximity of the cantilever. The balconies are a mandatory regulatory requirement for residential developments.

Additionally, the stepped from allows for a more open and usable ground plane, as shown on the Ground Plane plan in Attachment 2 (page 3), providing greater spatial separation and permeability. In addition to the primary connections created by the lanes between tower 1 and tower 3, two secondary connections are also achieved with the cut through lane and double-sided lobby under tower 2, achieving strengthened engagement and connection with the Franklin Street Stores.

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Attachment 2 – Design Clarifications – T1 Residential and T2 Design Adjustment

Note this document has been updated from the version issued on 15 July 2025, in response to the design adjustment proposed for Tower 2

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lendlease

Queen Victoria Market Southern Development Site Gurrowa Place

EPBC - Design Response

Additional Information

18th July 2025



NH
Sarah Lynn Rees

Jackson Clemen Burrow Archi

KTA

LOVELL CHEN
ARCHITECTS & HERITAGE CONSULTANTS

OPENWORK

Bryce Raworth
CONSERVATION | HERITAGE

URBIS

scape

Document 12

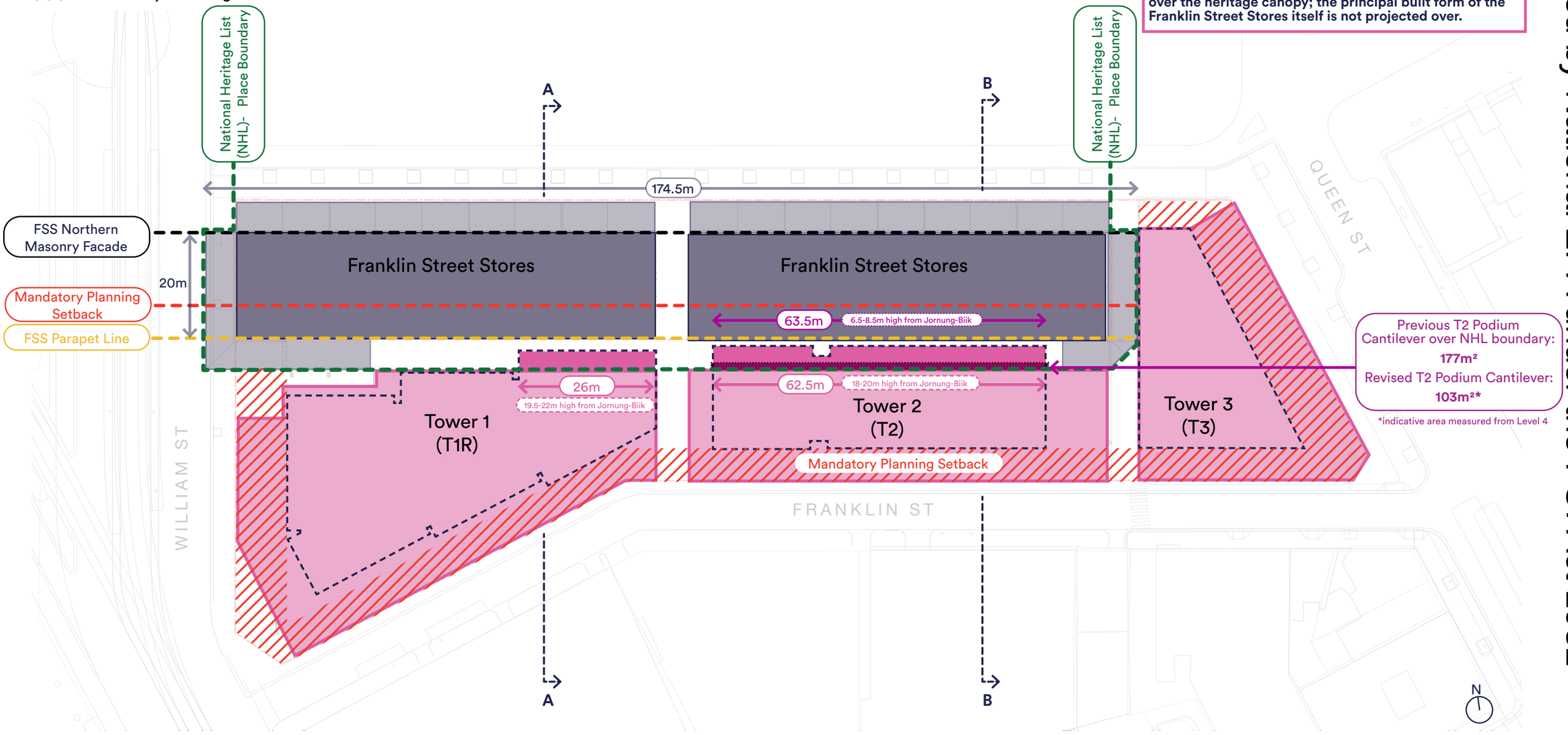
Building Cantilevers
T1 & T2 Revised Massing

- Extent of FSS (Principal Built Form)
- Extent of FSS Canopy (Proposed extent of heritage canopy retained shown)
- Extent of Tower Podiums
- Extent of T1 & T2 Overhanging NHL Boundary
- Extent of Tower Above
- Mandatory Planning Setback

Cantilever Over Heritage Boundary

	DPO 11 *with mandatory planning setback	PER	REVISED
T1 Cantilever (m²)	838	293	86
T2 Cantilever (m²)	834	294	294
Total Cantilever (m²)	1672	587	374

Note: circa 7% of Franklin Street Stores is overhung by the proposed Towers (T1/T2). The cantilever extends only over the heritage canopy; the principal built form of the Franklin Street Stores itself is not projected over.



National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.

All dimensions are approximate.

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Document 12

Ground Plane
Connected & Permeable

Permeable lobby connections



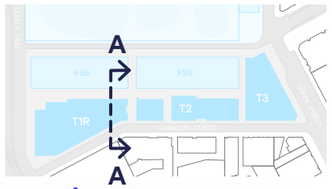
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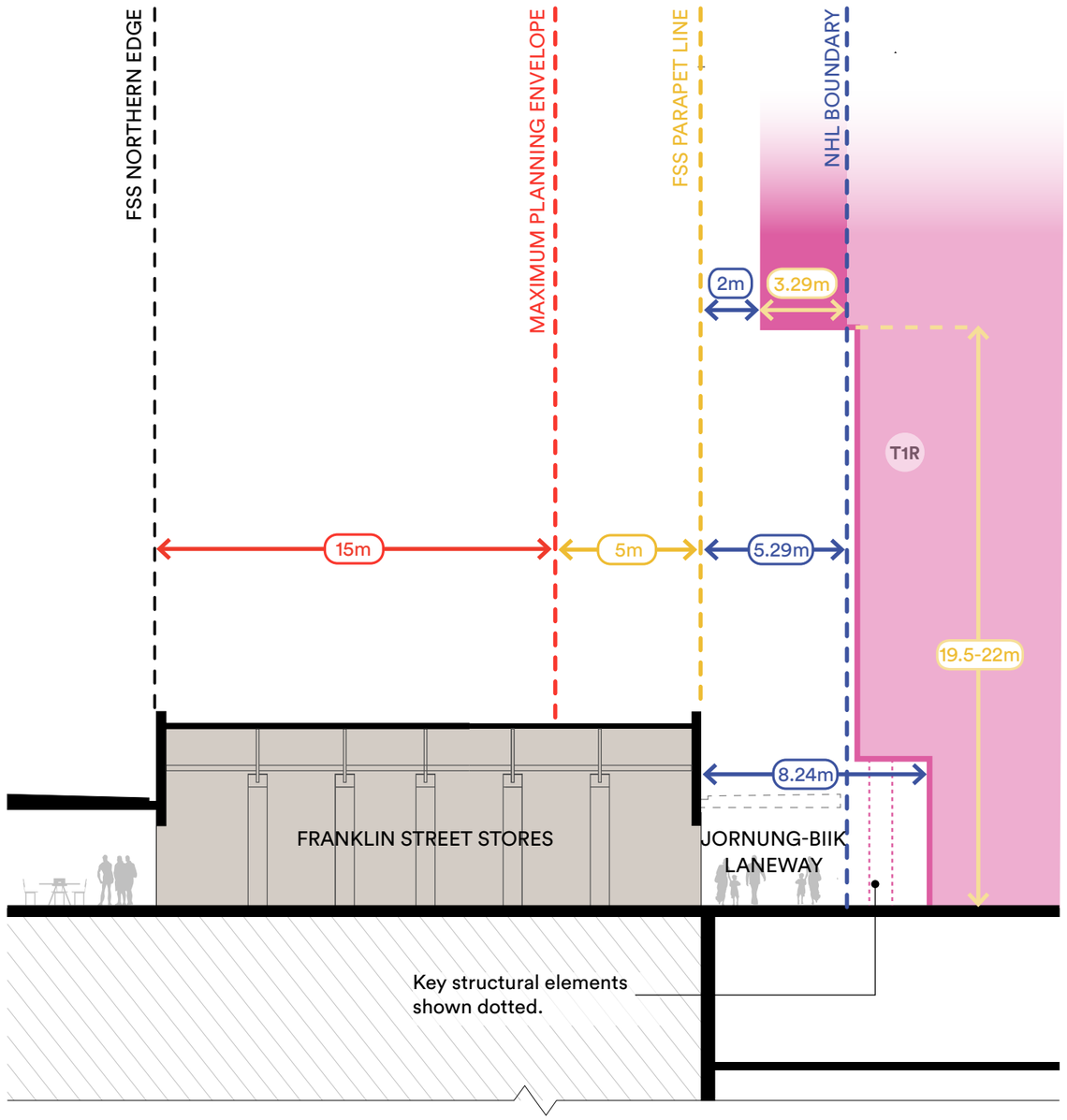
All visualisations are artistic impressions and subject to change.

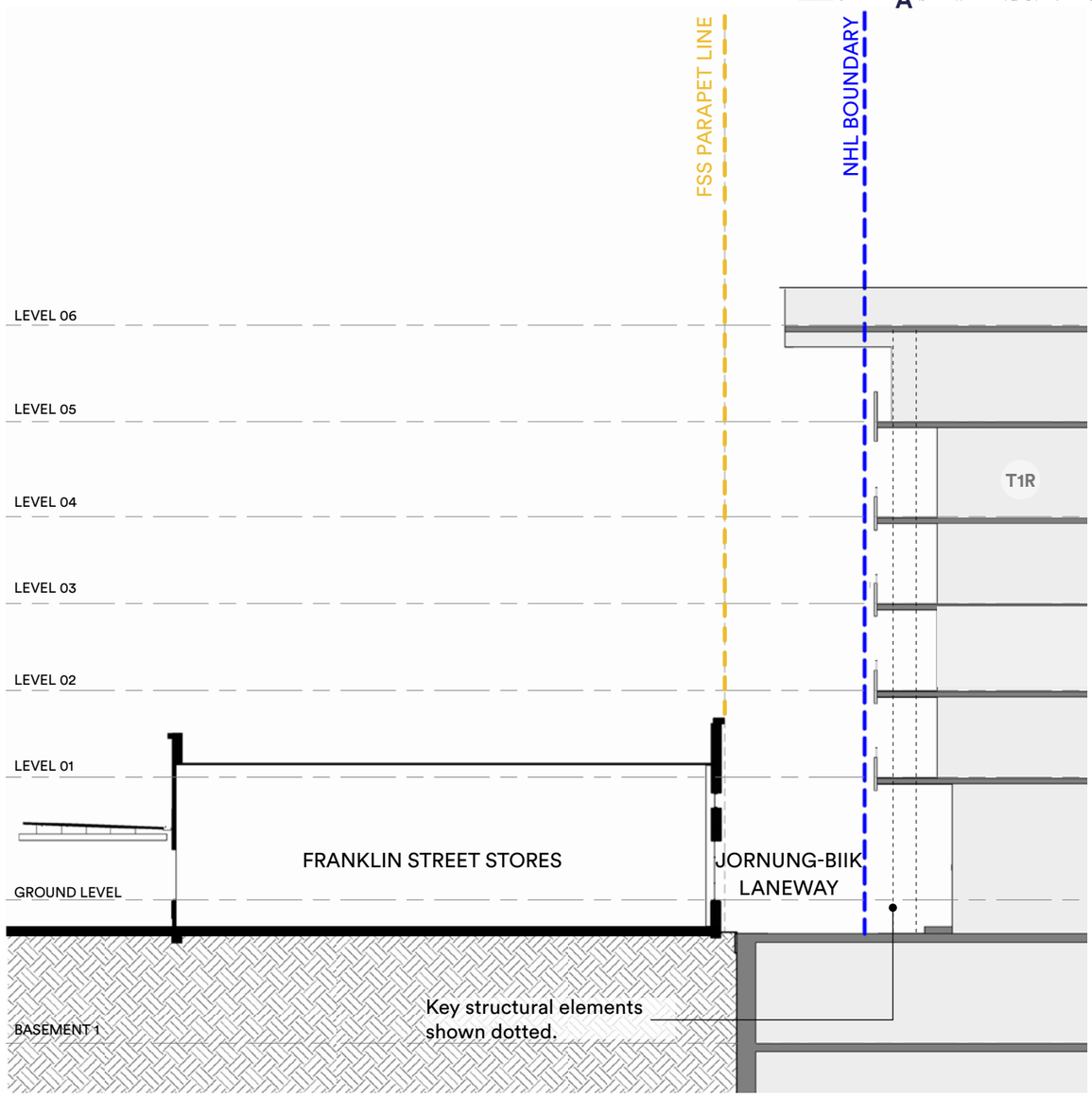
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Building Cantilevers
T1R Massing







Tower 1

Section A - North South Minimum Setback

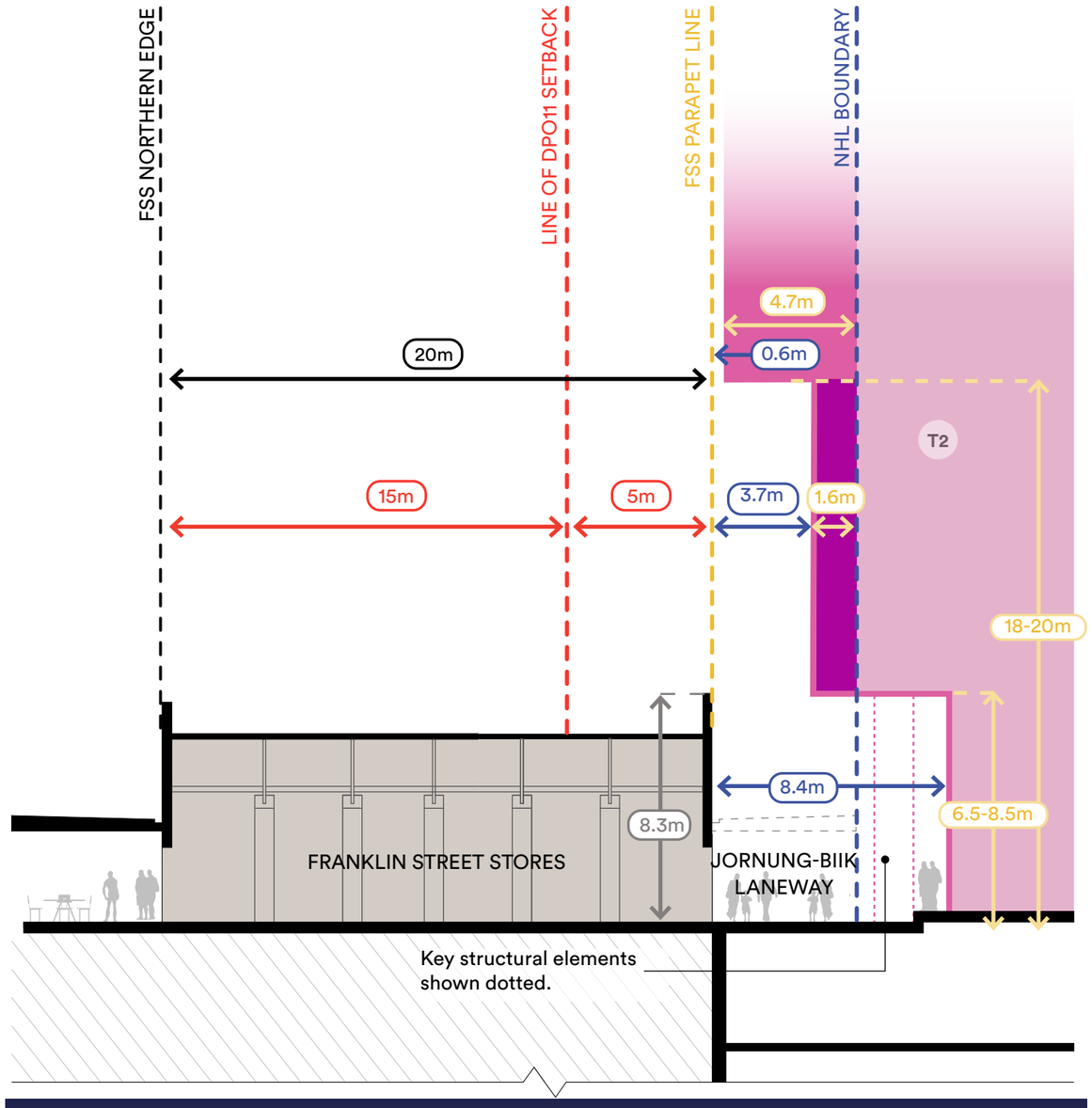
Note: Indicative cantilever heights are measured from the external tower built forms to specific points on Jornung-Biik laneway and are subject to variation due to the site's natural gradient.

National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.
All dimensions are approximate.

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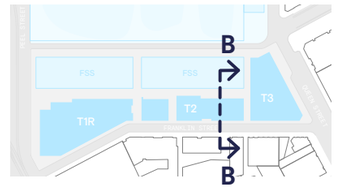
Building Cantilevers
Revised T2 Massing

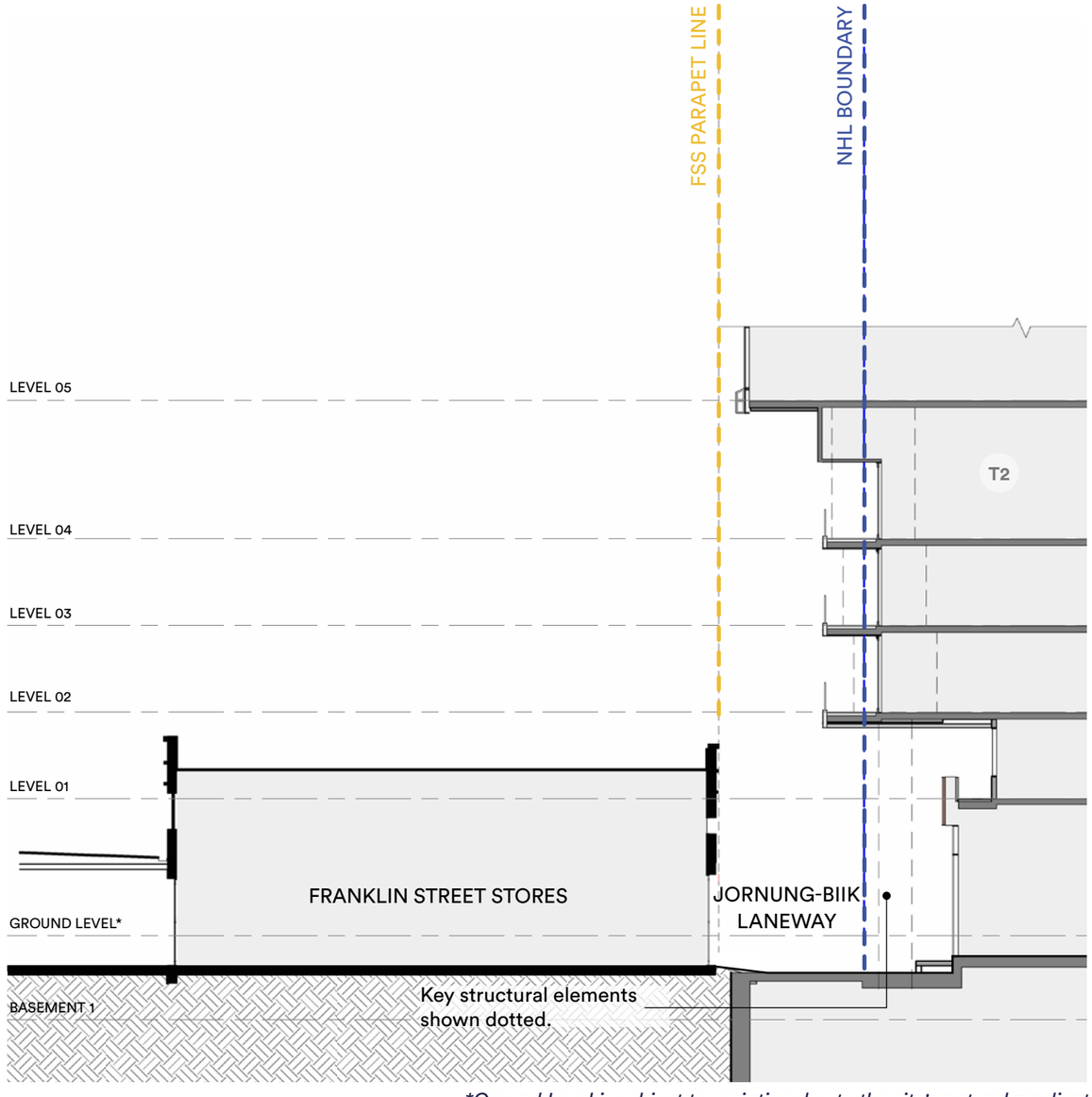


Tower 2

Section B - North South - Proposed Building Envelope - T2

Note: Indicative cantilever heights are measured from the external tower built forms to specific points on Jornung-Biik laneway and are subject to variation due to the site's natural gradient.





**Ground Level is subject to variation due to the site's natural gradient.*

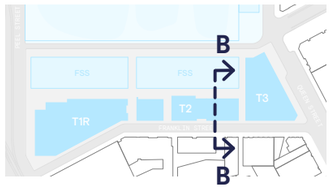
National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.

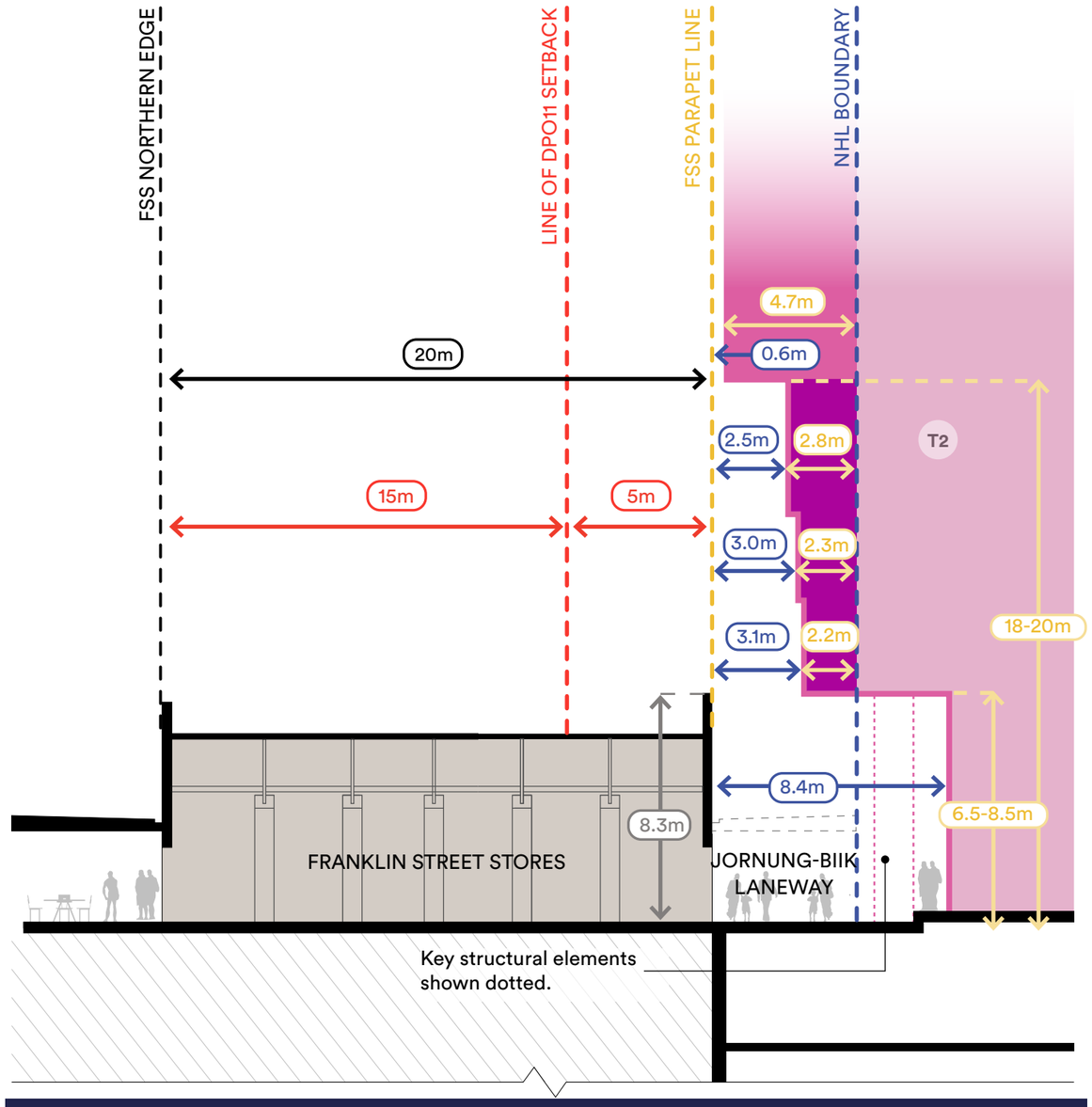
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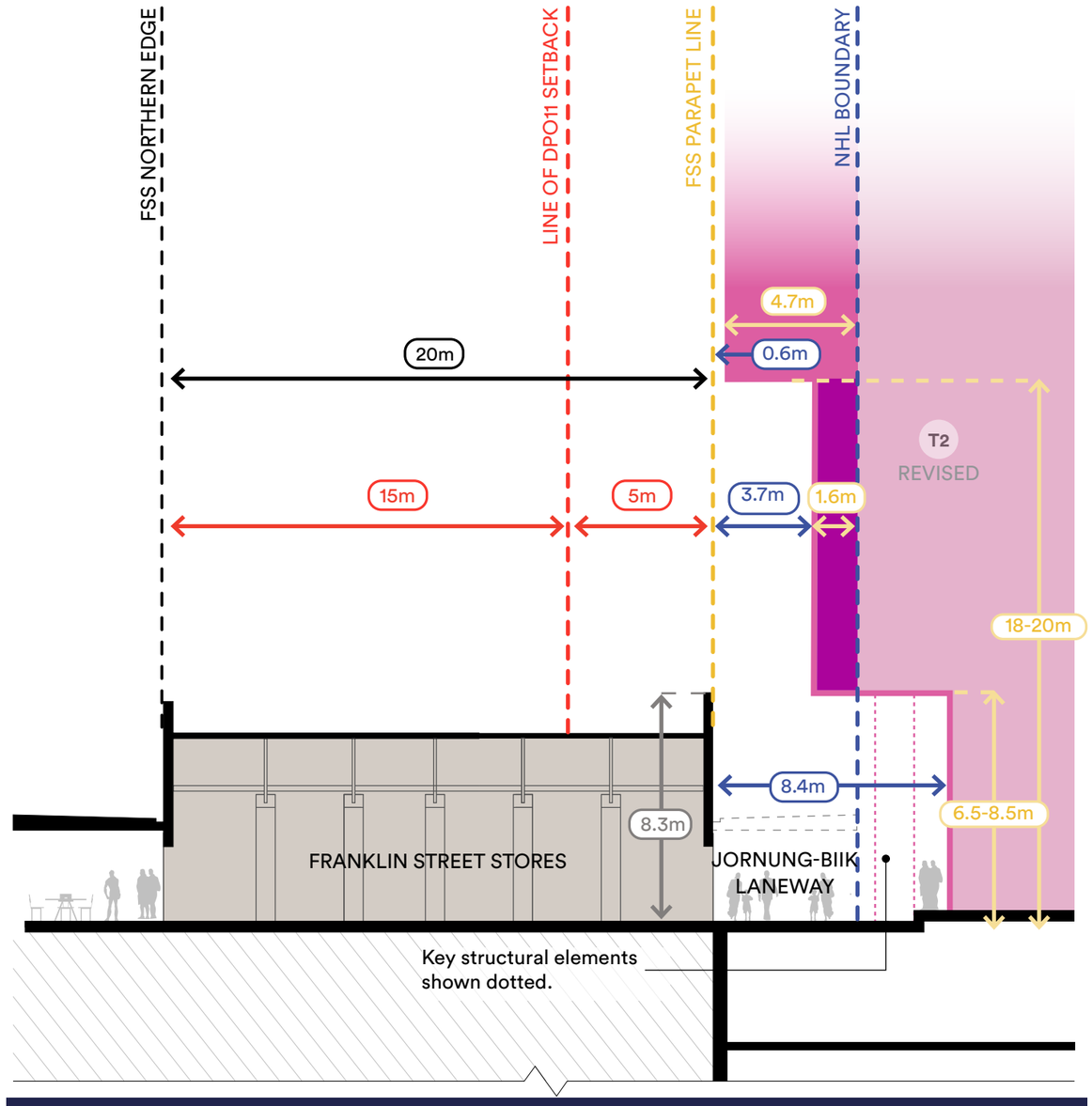
Building Cantilevers
Revised T2 Massing - Comparison





Tower 2 - PER Design

Section B - North South - Proposed Building Envelope - T2



Tower 2 - Adjusted Design, for improved FSS interface

Section B - North South - Proposed Building Envelope - T2

Note: Indicative cantilever heights are measured from the external tower built forms to specific points on Jornung-Biik laneway and are subject to variation due to the site's natural gradient.

National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.

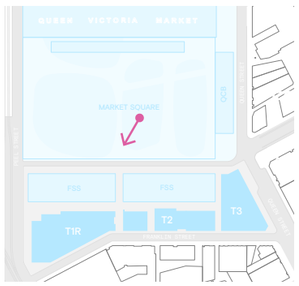
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Document 12

View - From Market Square





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Thank you

Attachment 3 – Lovell Chen's heritage expert advice on the proposed Tower 2 Design Adjustment

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Mr s. 22(1)(a)(ii)
Senior Development Manager
Level 14, Two Melbourne Quarter
697 Collins Street, Docklands
VIC 3008

18 July 2025

Dear s. 22(1)(a)(ii)

Re: Queen Victoria Market Southern Development Project –revisions to Tower 2 design – (EPBC 2024/09860)

We refer to the above project (Proposed Action) and as requested, we have reviewed the proposed revisions to the design of Tower 2 and provide the following comments on the heritage issues.

The revisions are to the north side of the Tower 2 podium where it is proposed to remove the planters on the balconies at levels 2, 3 and 4, allowing the balcony edges at these podium levels to be pulled further back to the south. This reduces the extent to which these podium levels cantilever into the NHL boundary. There would be no change to the high Tower 2 cantilever, which is 18-20 metres above ground.

The increased setbacks and reductions to the cantilever into the NHL boundary are as follows:

Podium level	Previous NHL cantilever	Increase in setback	Proposed NHL cantilever
Level 2	2.2 metres	0.6 metres	1.6 metres
Level 3	2.3 metres	0.7 metres	1.6 metres
Level 4	2.8 metres	1.2 metres	1.6 metres

This change is one that will improve the relationship of Tower 2 to the heritage Franklin Street Stores within the new laneway (Jornung Biik). Importantly, the change is proposed to be made at the most sensitive point of exchange with the lower podium levels where it most effectively can result in an improvement. While the change is relatively modest in terms of the increased setbacks, it will shift the balance of perception of built form within the lane more towards the Stores. The increased horizontal separation of the Tower 2 podium levels from the façade and parapet line of the Stores would provide additional breathing space for the heritage buildings and improve the viewer's ability to appreciate their design, particularly the distinctive repeating south parapet. This would be the case in both closer views within the Tower 2 portion of the lane but also in longer views from the west taking in the full extent of the southern face of the Stores.

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In conclusion, particularly when combined with the changes to the Tower 1 design (refer to our previous correspondence dated 13 June 2025), in our assessment, the Tower 2 design refinement will improve the presentation of the Franklin Street Stores and further improve the heritage outcome for the QVM against aspects of the Criterion D considerations for legibility, open setting and the ability to recognise the historically important features and layout of market buildings.

Yours sincerely
LOVELL CHEN

s. 22(1)(a)(ii)

Director

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Attachment 4 – Heritage expert clarifications – Lovell Chen

Note this document is unchanged from the versions issued on 11 July 2025 and 15 July 2025.

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MEMORANDUM

TO	s. 22(1)(a)(ii)	FROM	s. 22(1)(a)(ii)
RE	QVM Southern Development Project	DATE	10 July 2025

As requested, please find below a summary of relevant information submitted to the Department of Climate Change Energy, the Environment and Water as part of the Public Environment Report (PER) process in relation to:

- Significance of the Franklin Street Stores
- Impact of partial canopy removal and mitigation measures
- Heritage benefits

The memo contains excerpts from the recent heritage advice (correspondence from Lovell Chen dated 13 June 2025) in relation to the design refinements to Towers 1 and 3 (Annexure 7(a)) to the Proponent's *Response to the Proposed Decision* and from the PER.

Reference is also made to s. 22(1)(a)(ii) peer review dated 21 November 2024 (PER Appendix N, Annexure 4 to the Proponent's Response to the Proposed Decision) which also contains an assessment of the impact of the partial canopy removal on National Heritage values.

References are also provided to further relevant sections of the PER, where additional information relating to the Stores, including historical and descriptive material can be found. These references are provided to assist in locating the relevant material.

Significance of the Franklin Street Stores

The Franklin Street Stores represent the surviving portion of an originally larger interwar fruit wholesale market at the southern end of the market (refer Figure 1 and Figure 2 below).

The significance of the Stores is acknowledged in the PER and again in the Lovell Chen heritage advice at Annexure 7(a) of June2025, relevant text from the latter is reproduced below:

> The Franklin Street Stores on the southern edge of the QVM form part of the Proposed Action and have been a major focus in assessing heritage impacts at both a State and National level. This has included the heritage benefits to the Stores as well as potential direct and indirect impacts from canopy works and the proximity of new towers.
>
> Constructed in c. 1930, the present-day Franklin Street Stores represent the surviving half of an originally much larger twentieth century wholesale fruit market developed on the southern part of the Old Melbourne Cemetery. The northern section of this market has been demolished. The other twentieth century building of significance on the QVM site is the Dairy Hall on Therry Street (1928); both buildings demonstrate aspects of the changing practices at the market in the interwar period.
>
> To clarify, the Stores are not nineteenth century warehouses (there were no warehouses at QVM in the nineteenth century). Rather, as is noted in the NHL documentation, they demonstrate a distinct building typology of the first half of the *twentieth century* (market stores associated with a wholesale fruit market) and are an important contributory element within the QVM for that reason.

As indicated in the NHL Summary Statement of Significance, the Franklin Street Stores demonstrate particular aspects of the QVM's history and operations:

- utilitarian aspects of market buildings
- the wholesale function of the Market in the early twentieth century.
- The assessment against Criterion D references significant contributory attributes found on the nineteenth century Elizabeth and Victoria Street shops and the interwar Franklin Street Stores as:
- their uniformity of alignment in row pattern, consistency of features, orientation and original features such as shopfronts and verandas.

The PER comments further on the Stores and their connection to the market proper (this connection has been a key design principle for the landscape design for Market Square, relating to both National and State values). Refer to p. 130.

> The surviving southern bank of the Franklin Street Stores has a changed context following the demolition in the 1970s and 1980s of the original northern bank of stores, which made up wholesale market and the sheds further north (see Figure 4.3). The area to the north of the surviving Franklin Street Stores is now occupied by the at-grade car park. In this current condition, the Stores, positioned on the southern edge of the car park, are physically and visually separated from the surviving retail market sheds. Because of this separation and their limited public presence, the Stores are not a major focus of the public experience of the market. Notwithstanding this relative isolation and lack of direct connection, the Stores remain a contributory element within the QVM complex. They are important from a heritage perspective in informing an understanding of the expansion of the market in the twentieth century and the historical event of the establishment of a wholesale market. The Stores also define the southern edge of the market and provide a strong visual marker for that edge when viewed from the north with the high-rise forms of the city skyline behind. In this context, it is important from a heritage perspective that the Franklin Street Stores maintain a visual connection to the balance of the QVM site.

While recognising the entirety of the heritage place is of significance, the Franklin Street Stores were identified as of contributory significance (in a Primary significance, Contributory significance and Little or No Significance ranking system) in the 2017 Conservation Management Plan (PER Appendix M), refer section 4.5, Levels of Significance, p. 47 ff).

Additional PER references:

Additional historical information and a detailed description of the fabric of the stores is provided in the PER, at Section 4.1.3.1 *Area for the Proposed Action within QVM (Franklin Street Stores)* pp.73-78.

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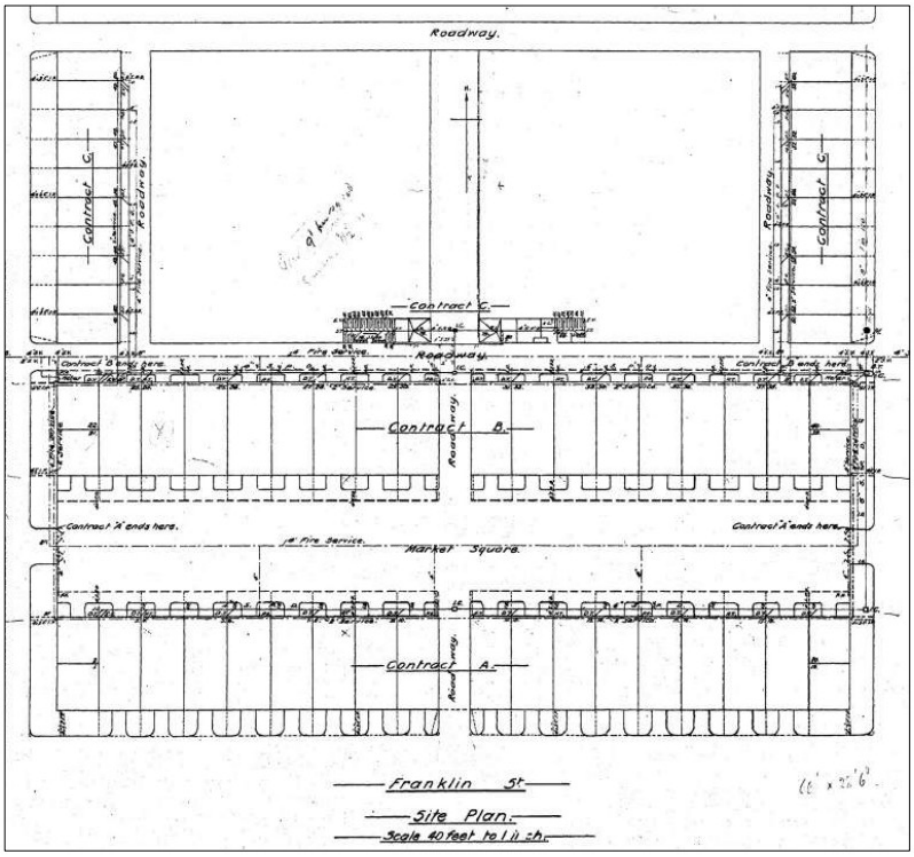


Figure 1 Figure 4.3 from the PER showing the original extent of the 1930 wholesale fruit market, the northern bank has been demolished while the southern bank survives as the present-day Franklin Street Stores

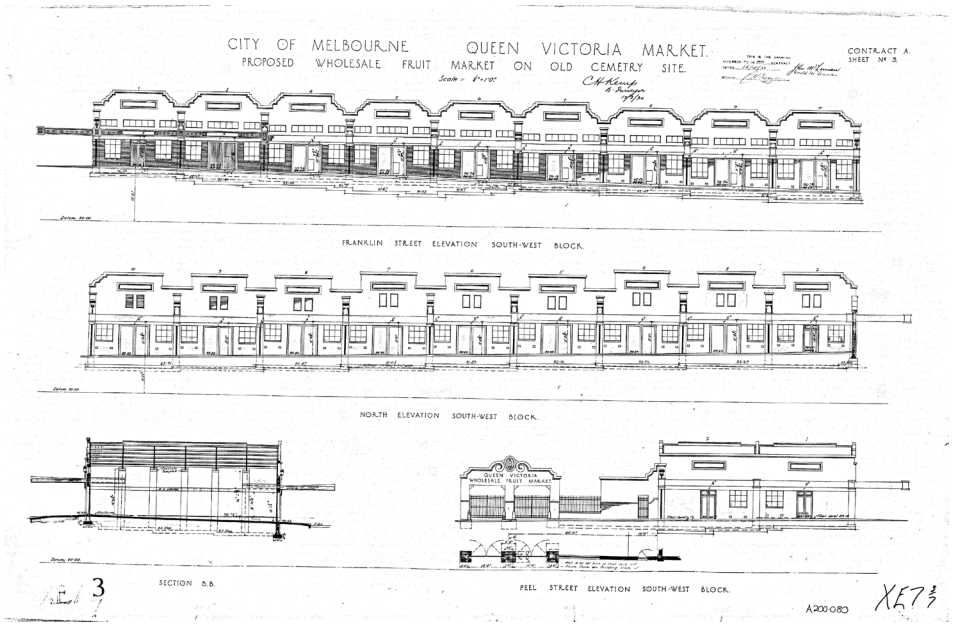


Figure 2 Figure 4.4 from the PER; Architectural plans, 1930

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Impact of partial canopy removal and mitigation measures

Comment was provided on the issue of the partial canopy removal in the June 2025 Lovell Chen correspondence. This summarises the assessment in the PER. It confirms the works would affect original fabric of the stores, with a consequential minor impact on the National Heritage values against Criterion D. Note that an additional bay of the southern canopy is proposed to be retained at the western end in the revised design for Tower 1 when compared with the PER.

The Lovell Chen correspondence explains the rationale for the approach, as well as providing an analysis of heritage impacts and mitigation measures proposed:

> The removal of any original fabric as part of a heritage place should always be approached with caution and with careful consideration of the heritage values of that place and the contribution of the affected fabric.
>
> In this case, it is acknowledged that the change would reduce the intactness of the Stores. The sections of canopy to be removed retain their original structure and appearance (albeit with non-original fascia panels in a loose approximation of the original design). The removal of sections of the canopy would also result in a change in the appearance of the building as it presents to the south.
>
> The canopy is identified in the NHL assessment against Criterion D as significant contributory fabric and contributing to a valued quality (uniformity of alignment in row pattern, consistency of features, orientation and original features such as … verandas).
>
> In our assessment, however, while there is a direct physical impact on original fabric and that fabric is referenced in the NHL documentation for the QVM, the adverse impact on the National Heritage values of the QVM would be minor. This was the assessment in the Public Environment Report but proposed revised design further reduces the adverse impact on National Heritage values of the QVM:
>
> The utilitarian nature and original form and design of the Franklin Street Stores will both remain legible:
>
> - The south-facing presentation of the Stores will continue to be demonstrated where the canopy is to be reinstated.
> - The extent of canopy to be reinstated is proposed to be increased by an additional bay in the revised Tower 1 design. Where the canopy is removed, the nature of the change that has occurred will be clear, supported by design and heritage interpretation.
> - Canopies to the long north elevation facing the QVM (the dominant presentation within the heritage place), and the short east and west elevations are to be fully retained or reinstated and conserved.
> - Even with the canopy removal in part to the south elevation, the repetitive nature of the Stores as they present to the south will still be demonstrated through their distinctive parapet patterning and facades. Their presentation will be enhanced with the conservation and repair works including replacement of missing timber doors, repair of windows and other damaged and decayed fabric and other conservation works as part of the project.
>
> The intactness of the Victorian era buildings of the QVM and an appreciation of its nineteenth century character, layout and representative building typologies would be entirely unaffected.

> The change to the canopy is a relatively modest one in the context of the place as a whole and does not diminish the appreciation of QVM as a marketplace with its origins in the nineteenth century.
>
> Mitigation measures are proposed including the implementation of heritage interpretation for the Franklin Street Stores and interpretation of the removed canopy in the façade design for the adaptation of the Stores.

Condition 20 of Heritage Victoria permit P36779 requires the development of a Heritage Interpretation Plan for the Franklin Street Stores and Market Square and this will address the removed section of canopy. Additionally, the Interpretation of the canopy through design is also required by Heritage Victoria, who has advised that plans to be submitted under Condition 17 of Permit P36779 will be required to show the interpretation of the removed sections of canopy in a physically and visually obvious way in the Franklin Street Stores façade, the paving below and/or in any other appropriate way (Heritage Victoria advice 15 April 2024).

Additional PER references:

For ease of reference, sections of the PER addressing the partial permanent canopy removal works are as below:

Subject	**Public Environment Report reference**
Detail of partial canopy removal works	2.4.1 Canopy works, p. 39
Consideration of canopy options	3.2.2 Assessment of canopy options for Franklin Street Stores, pp. 51-56 (note that a number of visualisations in this section would change with the refined T1 design)
Assessment of impact of permanent removal of part of the canopy	5.3.1 Works to and adaptation of the Franklin Street Stores, pp. 113-114

Peer Review assessment:

The following is an excerpt from the independent Peer Review prepared by s. 22(1)(a)(ii) , dated November 2024 (Annexure 4 to the Proponent's Response to the Proposed Decision and Appendix N to the PER).

> The proposed action includes partial removal of an existing original canopy along the majority of the southern facade of the Franklin Street Stores, with retention of a return of the canopy across two bays of the stores at the western end and one bay at the eastern end, but removal of the intervening canopy section, across 15 bays of the Stores. Cantilevered sections of Tower 1 and Tower 2 to the south are proposed above, separate from the Stores, but overlapping with the location of the removed sections of canopy.
>
> The Stores would be conserved and adapted for future tenancies. The current built fabric would be conserved through repair, restoration and reconstruction of the historic form and fabric. Adaptation would involve introduction of new services, some changes / penetrations through existing building fabric, introduction of amenities and services into some stores, infill of internal concrete ramps, and addition of at grade access to the north of the Stores. The effect of the retention of the Stores, removal of canopy sections and cantilevered built form above, in conjunction with new tenancies and active use of the ground level of proposed Towers 1 and 2, would be to create a new Melbourne 'laneway' at the southern end of the Queen Victoria Market National Heritage place.
>
> The proposed changes provide an opportunity to re-activate the Stores, better connect them with the main market areas, via the proposed Market Square and to enable them to continue to present the physical and visual southern edge to the site. The proposed adaptation works would

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prioritise retention of significant fabric and include reinstatement of missing or altered elements and are proposed to be subject to further design work to the satisfaction of Heritage Victoria. These works are reasonable changes to enable contemporary use and are consistent with best practice approaches to the conservation and adaptation of historic structures and would not substantively affect the current contribution of the Stores to the Queen Victoria Market National Heritage place.

The proposed removal of the sections of canopy would cause an adverse heritage impact, by diminishing the integrity of the Stores. This adverse impact needs to be considered in relation to the proposed conservation and activation of the Stores, the benefit of creation of a new Melbourne laneway adjacent to the south and the manner in which the change would improve amenity and contribute to a vibrant and viable future for these currently degraded historic structures. On balance, the proposed changes to the Stores would have a minor adverse impact but would not impair the ability of the retained and adapted Stores to illustrate the utilitarian aspect of market buildings as well as the wholesale function of the Market in the early twentieth century and would therefore not substantively impact on the National Heritage values of the Queen Victoria Market.

Heritage benefits

In summary, recognising the identified impact, there are two key heritage-related benefits arising from the partial removal of the canopy on a permanent basis to the extent proposed:

- *Activation and adaptive reuse:* The removal of the canopy will allow the creation of a pleasant and enjoyable space to the south of the Stores which is considered critical to their adaptive reuse and activation, and in turn, their long-term conservation
- *Visibility of the parapet:* The removal of the canopy will allow for continued views to the parapet which is a key element in the presentation of the long south elevation of the building. As referenced in the PER section 3.2.2 *Assessment of canopy options for Franklin Street Store*s, full retention of the southern canopy would obscure views to the distinctive southern parapet through the mid-section of the new lane. **This is a relevant consideration in all scenarios including a 6 metre setback to the towers.**

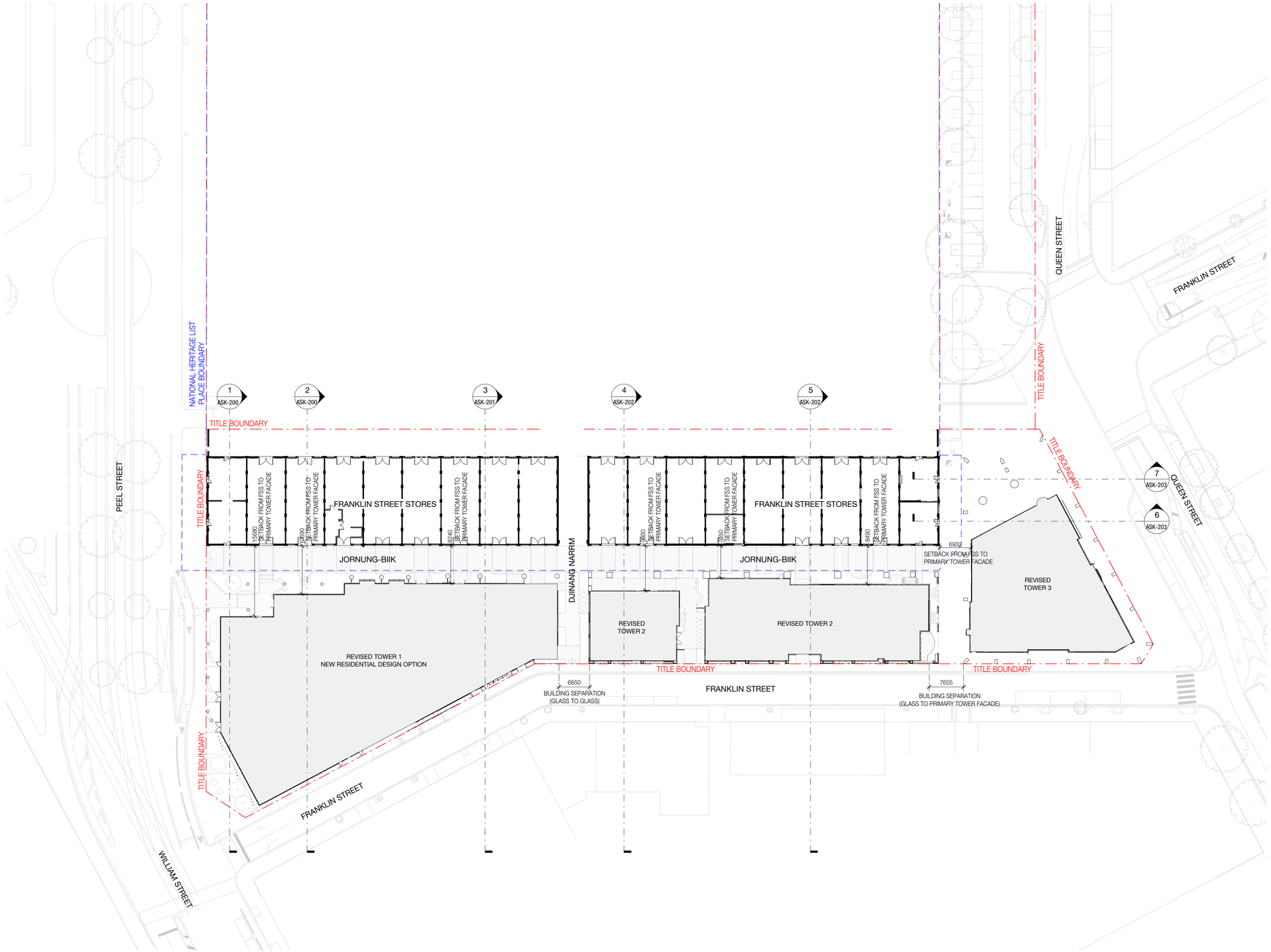
Heritage Victoria's support for the partial canopy removal and approval for these works under Permit P36779 was based on these two matters. Heritage Victoria considered that full retention of the canopy would result in a dark and uninviting space to the south and would impact on the adaptive reuse of the Stores, while removal of part of the canopy would allow light into the space and encourage occupation and activation. Additionally, Heritage Victoria was also concerned to preserve visual access to the southern parapet following construction of the towers, and the partial canopy removal would ensure maintenance of those views.

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Attachment 5 – Tower Plans (Attachment B)

The proposed Attachment B Tower Plans in relation to Condition 3, as contemplated in Lendlease's submission on 13 June 2025, and updated to reflect the proposed design adjustment to Tower 2

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REV.	DETAILS	DATE
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2	FOR INFORMATION	18.07.2025

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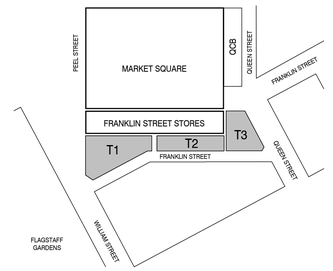
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lendlease

NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



0 10 15 20 25m 50m

1:500

DRAWN	CHECKED	SCALE @A1	NORTH
JM	NH	1 : 500	

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

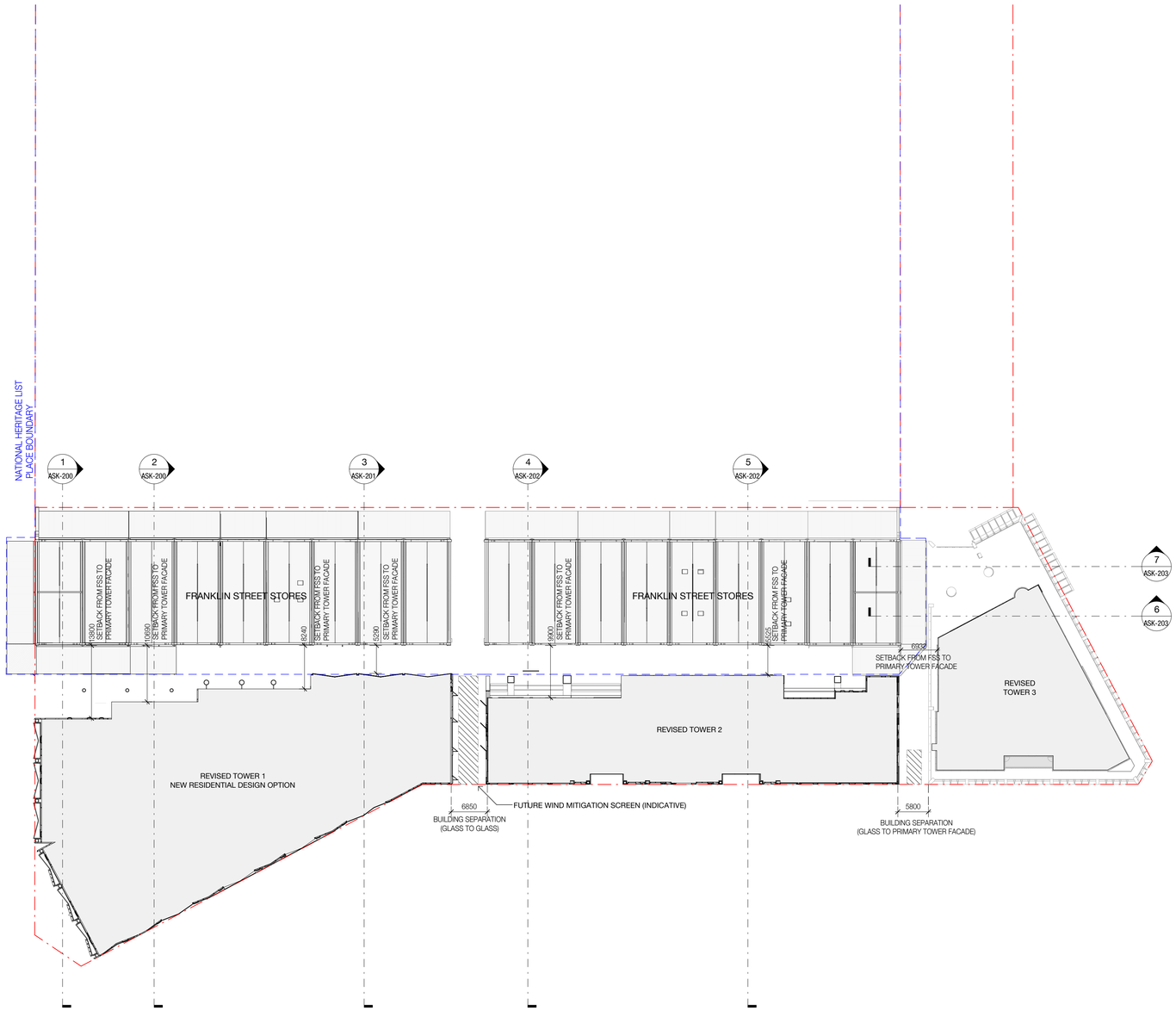
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL GR

DRAWING No.	REVISION
NHA-ASK-100	**2**

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REV.	DETAILS	DATE
1	FOR INFORMATION	13.06.2025
2	FOR INFORMATION	18.07.2025

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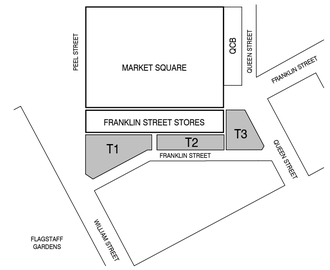
CLIENT

lendlease

NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



0 10 15 20 25m 50m

1:500

DRAWN	CHECKED	SCALE @A1	NORTH
JM	NH	1 : 500	

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL 01

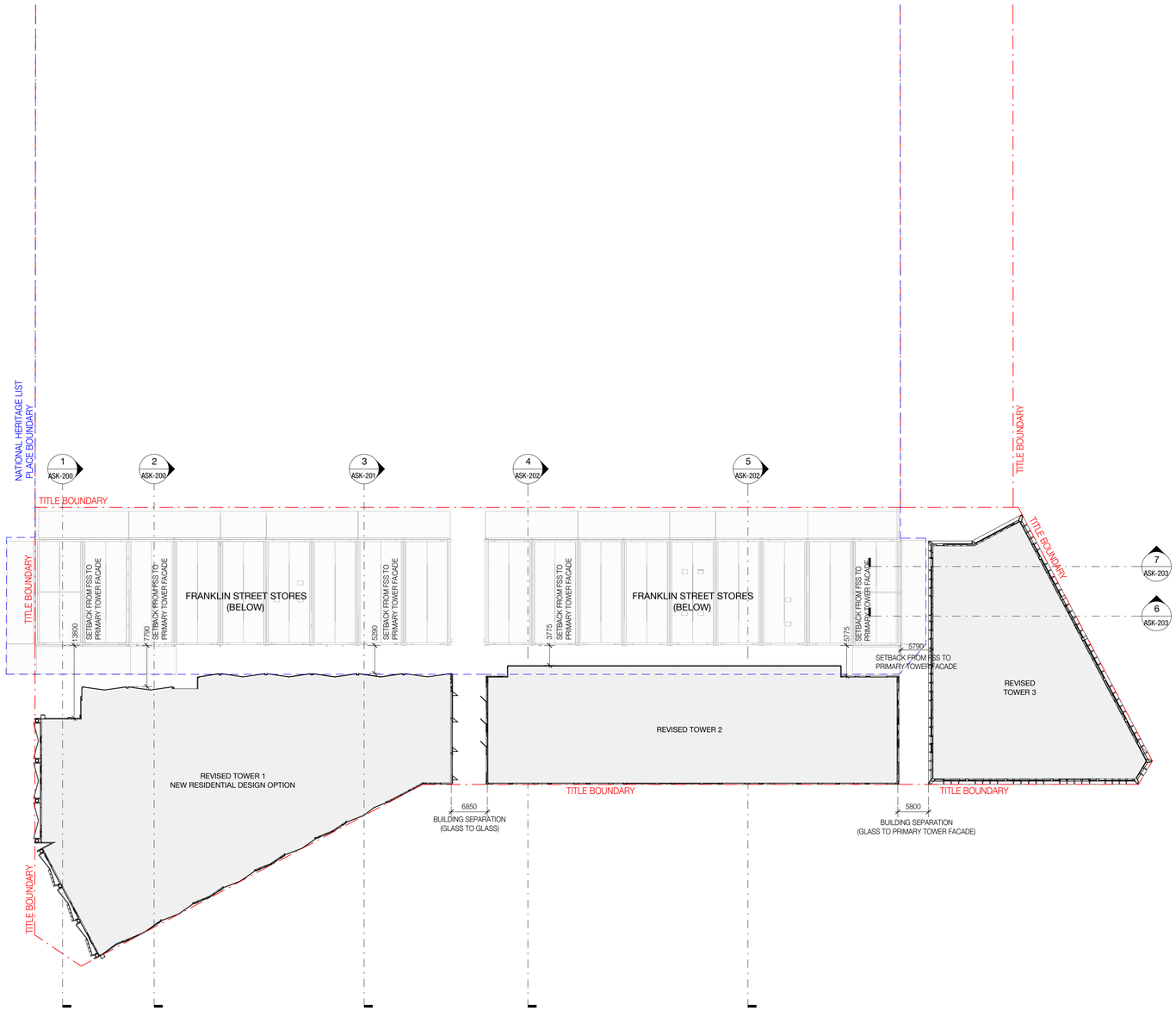
DRAWING No.

NHA-ASK-101

REVISION

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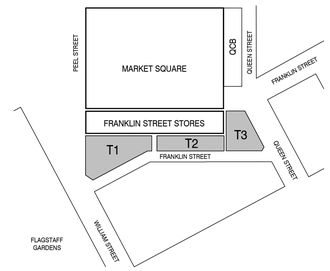
CLIENT

lendlease

NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



0 10 15 20 25m 50m

1:500

DRAWN	CHECKED	SCALE @A1	NORTH
JM	NH	1 : 500	

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

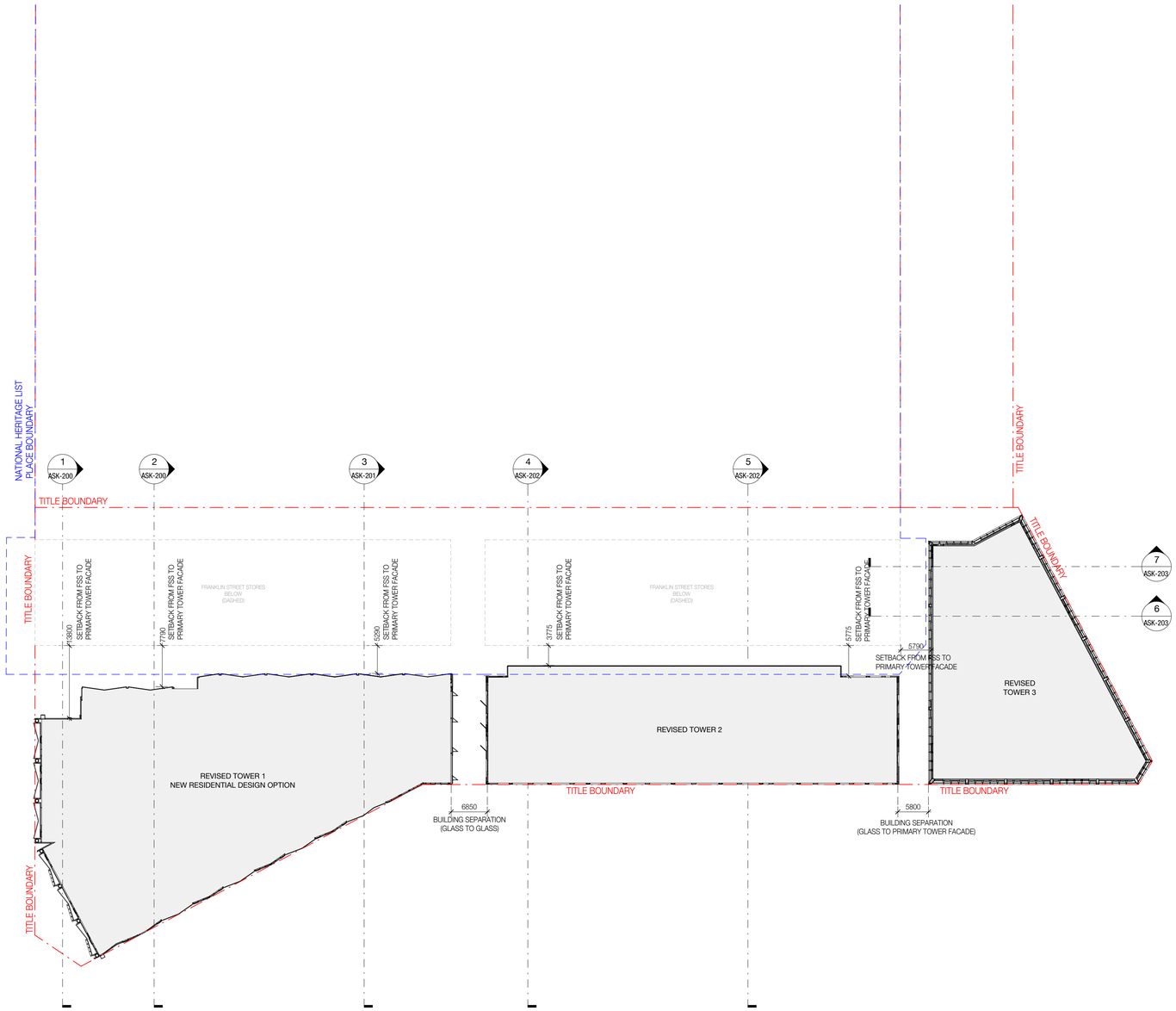
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL 02

DRAWING No.	REVISION
NHA-ASK-102	**2**

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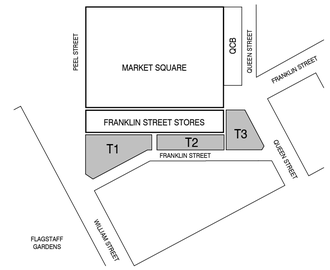
CLIENT

lendlease

NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



0 10 15 20 25m 50m

1:500

DRAWN	CHECKED	SCALE @A1	NORTH
JM	NH	1 : 500	

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

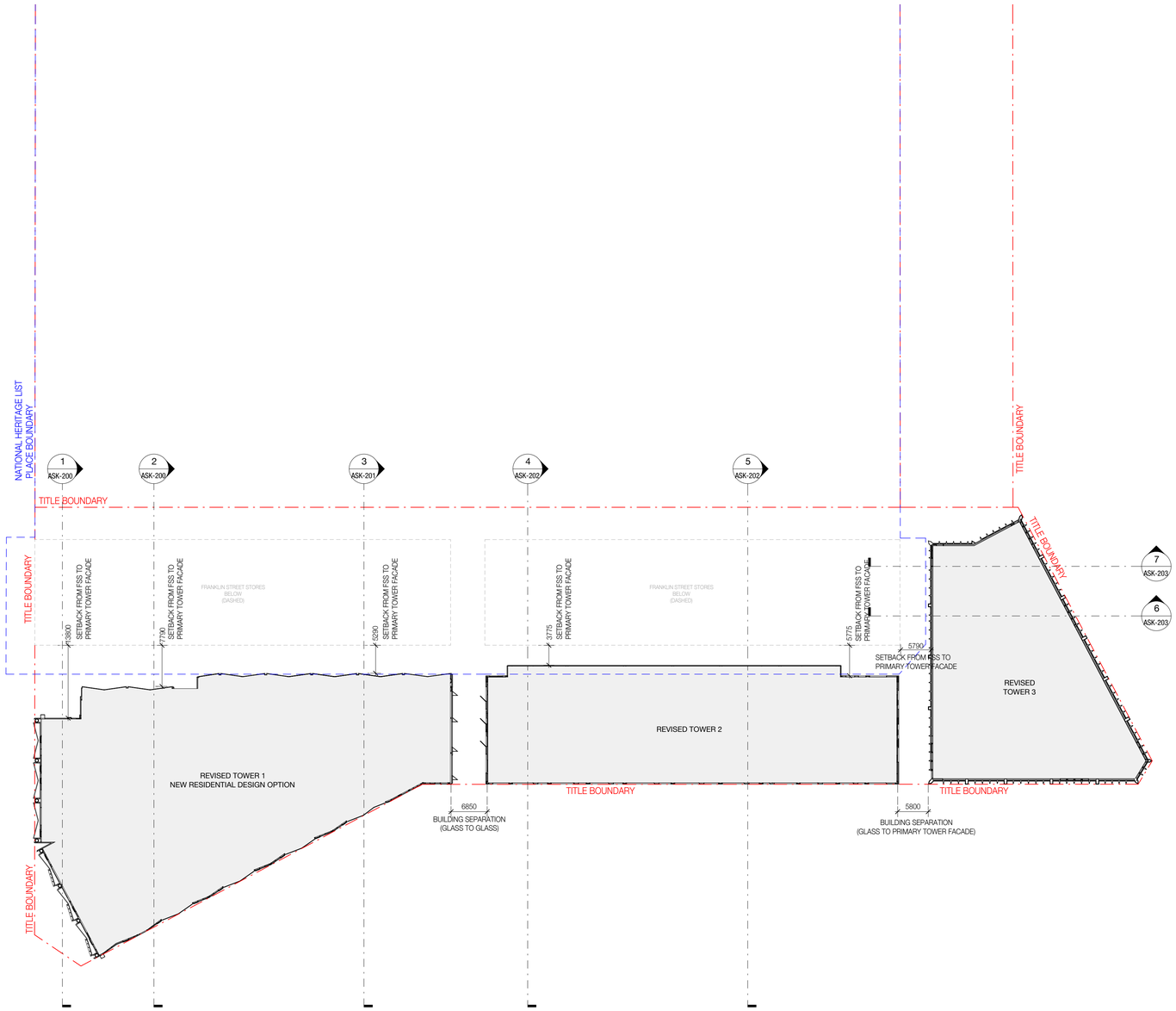
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL 03

DRAWING No.	REVISION
NHA-ASK-103	**2**

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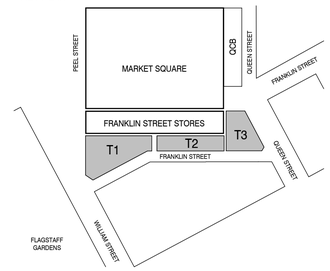
CLIENT

lendlease

NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



0 10 15 20 25m 50m

1:500

DRAWN	CHECKED	SCALE @A1	NORTH
JM	NH	1 : 500	

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL 04

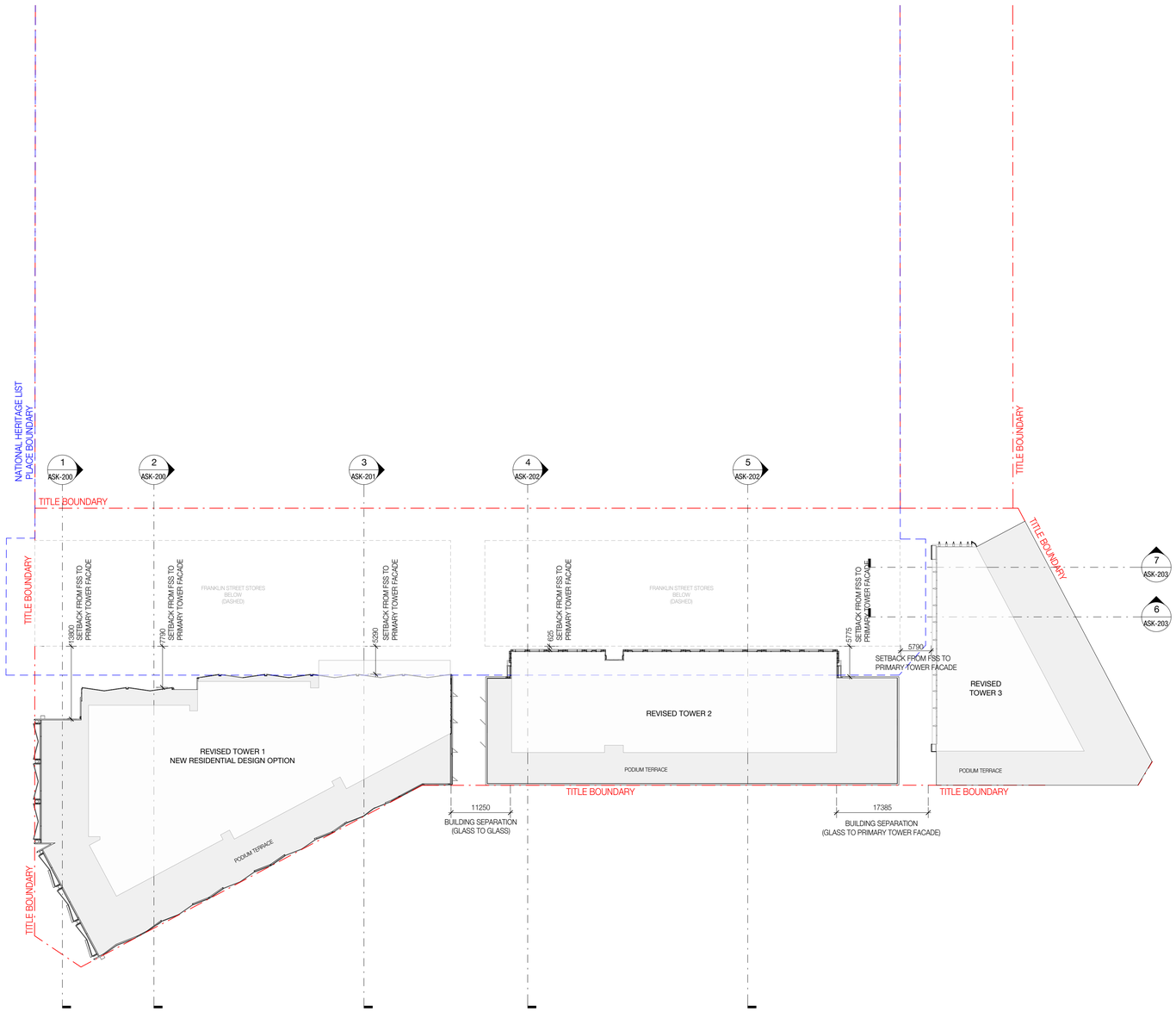
DRAWING No.

NHA-ASK-104

REVISION

2

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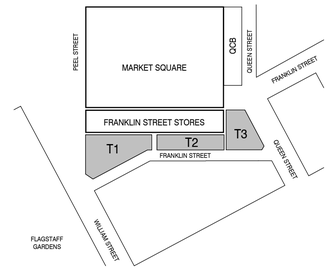
CLIENT

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NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



0 10 15 20 25m 50m

1:500

DRAWN	CHECKED	SCALE @A1	NORTH
JM	NH	1 : 500	

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

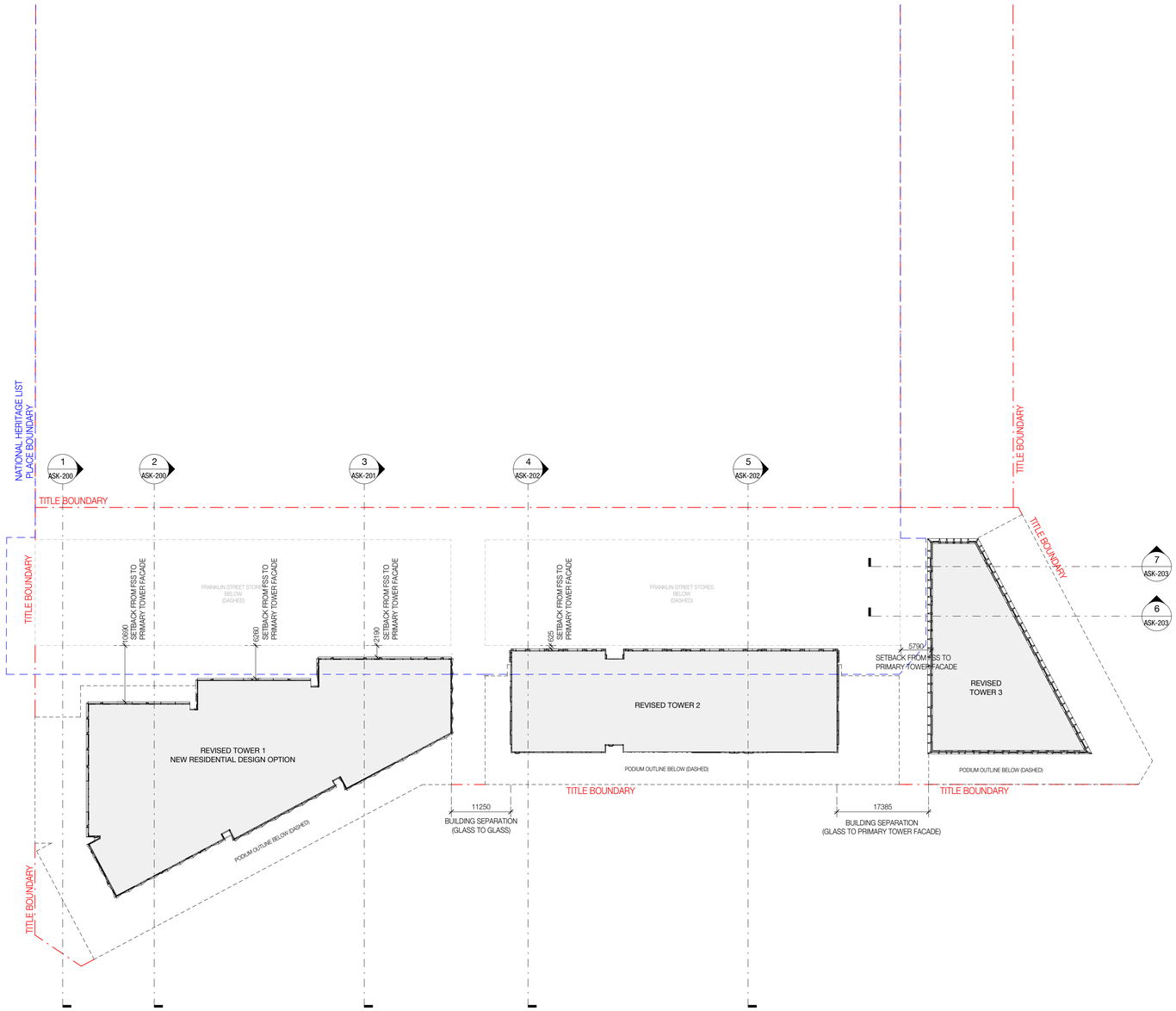
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

OVERALL LAYOUT PLAN - LEVEL 05

DRAWING No.	REVISION
NHA-ASK-105	**2**

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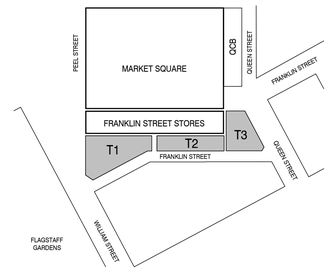
CLIENT

lendlease

NH Architecture

Jackson Clements Burrows OPENWORK KTA

KEY PLAN



0 10 15 20 25m 50m

1:500

DRAWN	CHECKED	SCALE @A1	NORTH
JM	NH	1 : 500	

PROJECT NAME

QVM Southern Development Site

PROJECT No.

200032

STAGE

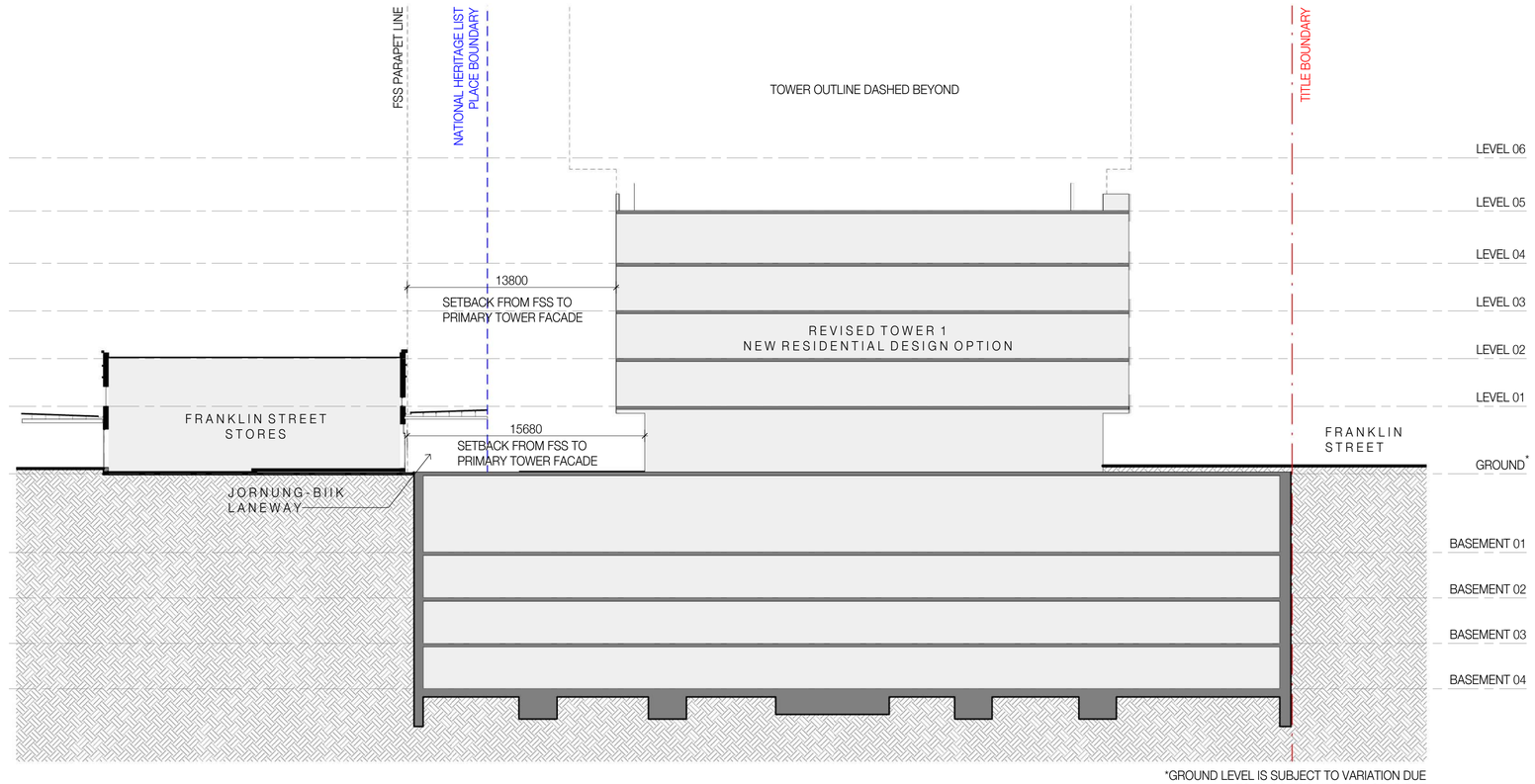
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

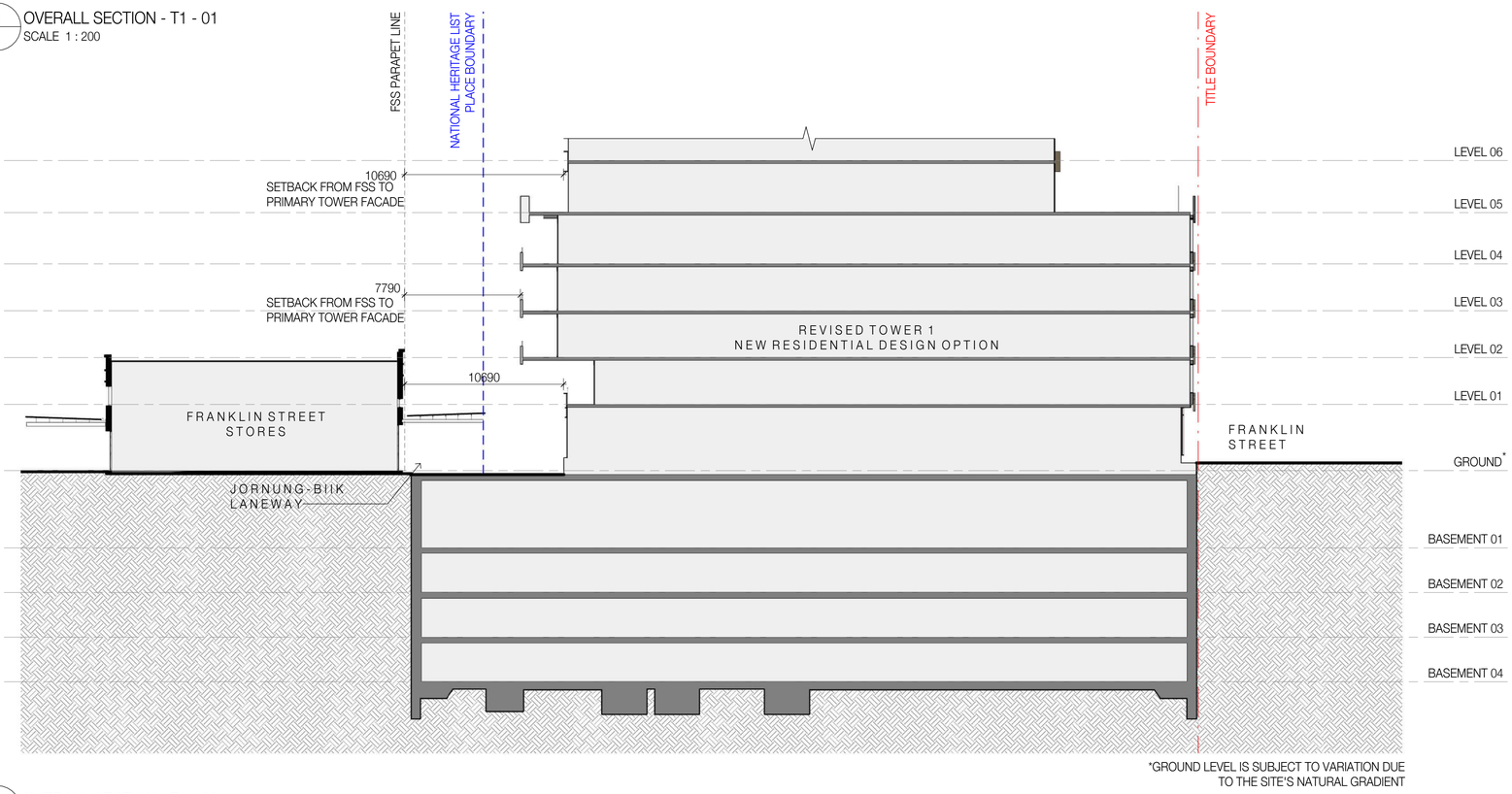
OVERALL LAYOUT PLAN - LEVEL 06 & ABOVE

DRAWING No.	REVISION
NHA-ASK-106	**2**

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1 OVERALL SECTION - T1 - 01
SCALE 1 : 200



2 OVERALL SECTION - T1 - 02
SCALE 1 : 200

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CLIENT

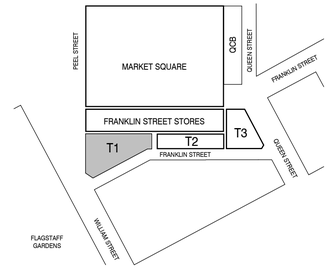
lendlease

NH Architecture

Jackson Clements Burrows

OPENWORK

KEY PLAN



0 2 4 6 8 10m 20m
1:200

DRAWN	CHECKED	SCALE @A1
JM	NH	1 : 200

PROJECT NAME
QVM SOUTHERN DEVELOPMENT SITE

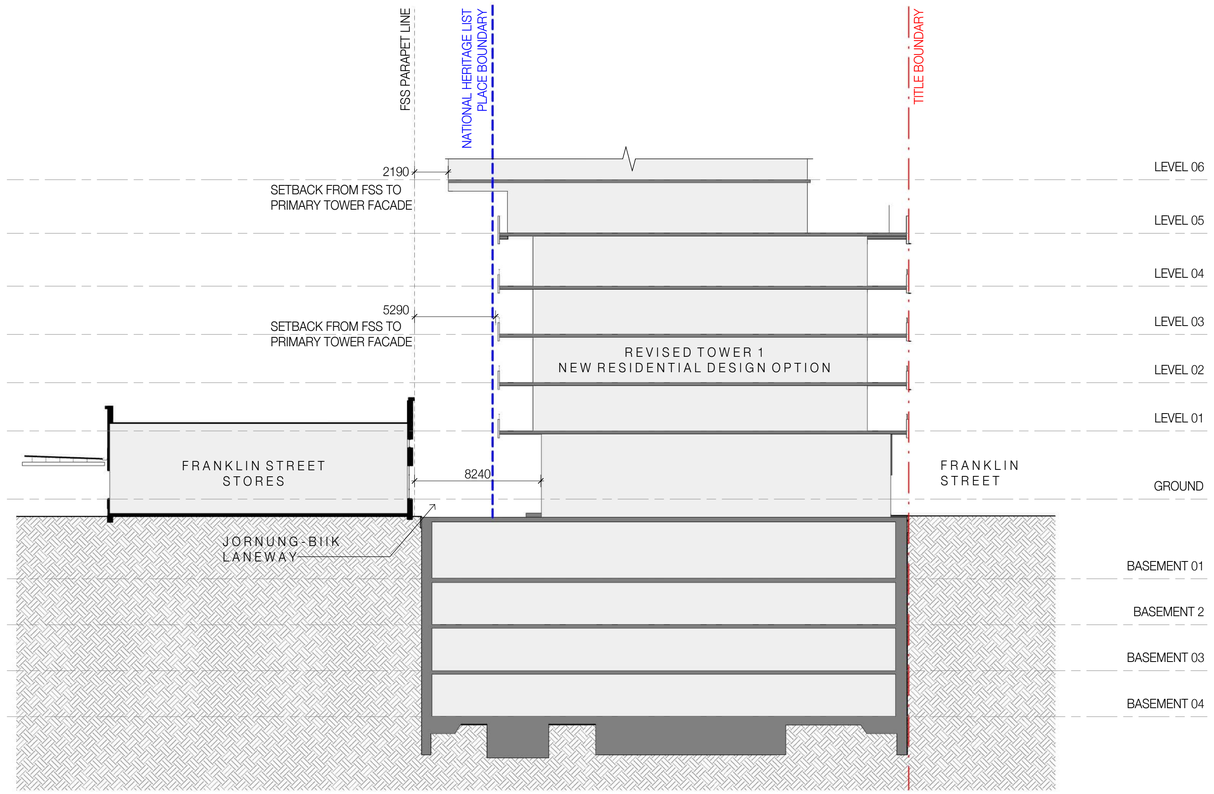
PROJECT No.
200032

STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
TOWER 1 - BUILDING SECTION 1 & 2

DRAWING No.
NHA-ASK-200

REVISION
2



3 OVERALL SECTION - T1 - 03
SCALE 1 : 200

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CLIENT

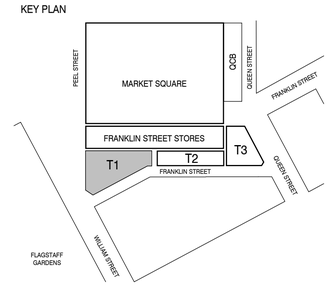
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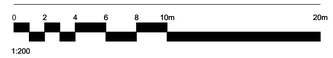
NH Architecture

Jackson Clements Burrows

OPENWORK

KEY PLAN





DRAWN	CHECKED	SCALE @A1
JM	NH	1 : 200

PROJECT NAME

QVM SOUTHERN DEVELOPMENT SITE

PROJECT No.

200032

STAGE

EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE

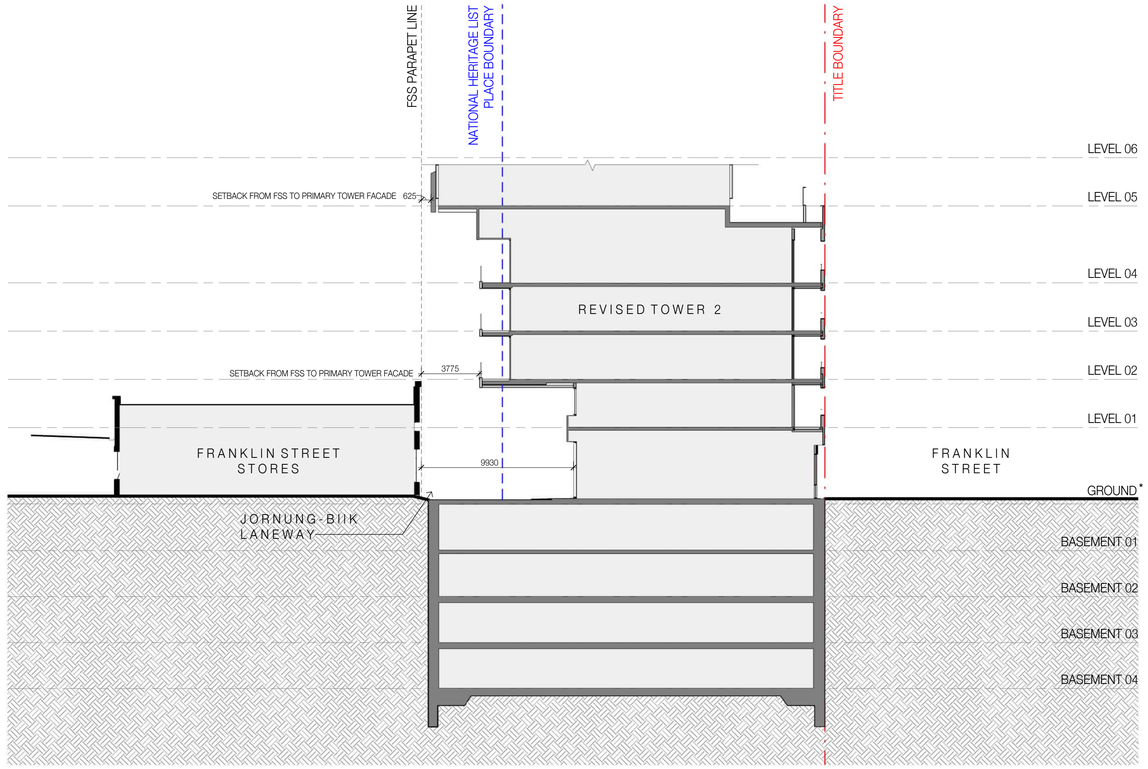
TOWER 1 - BUILDING SECTION 3

DRAWING No.

NHA-ASK-201

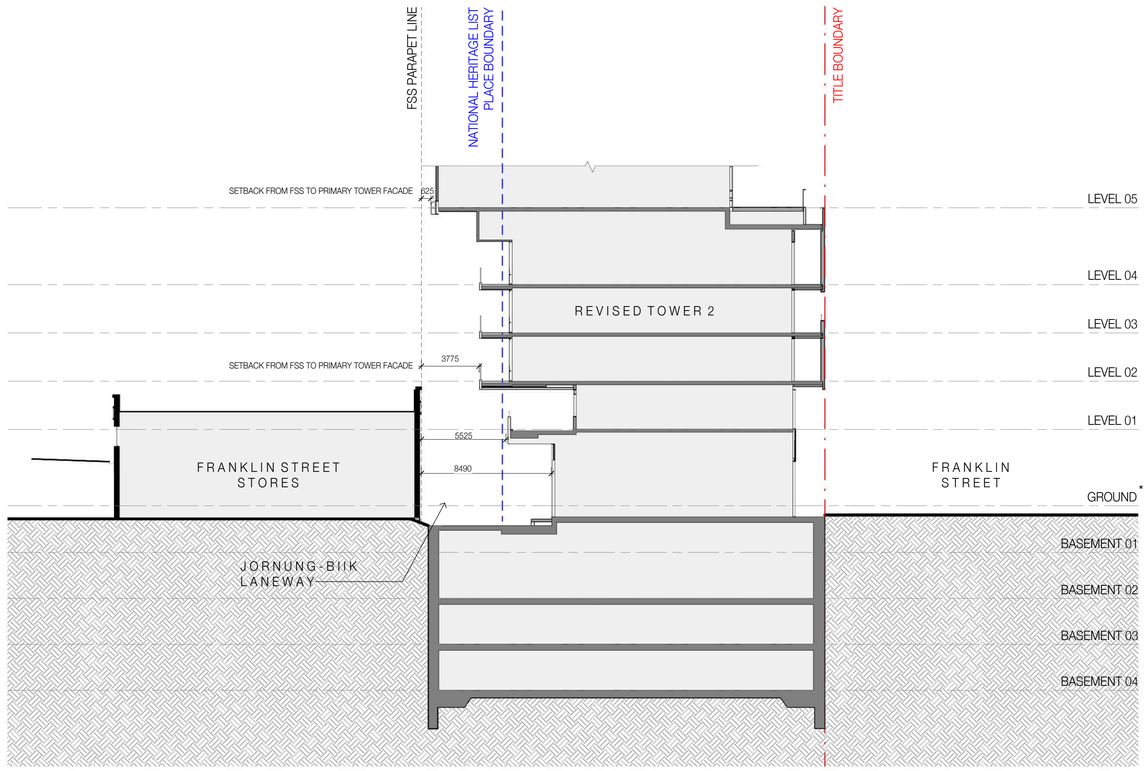
REVISION

2



4 OVERALL SECTION - T2 - 04
SCALE 1 : 200

*GROUND LEVEL IS SUBJECT TO VARIATION DUE TO THE SITE'S NATURAL GRADIENT



5 OVERALL SECTION - T2 - 05
SCALE 1 : 200

*GROUND LEVEL IS SUBJECT TO VARIATION DUE TO THE SITE'S NATURAL GRADIENT

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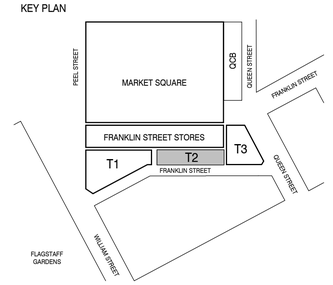
CLIENT

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NH Architecture

OPENWORK

KEY PLAN



0 2 4 6 8 10m 20m
1:200

DRAWN JM | CHECKED NH | SCALE @A1 1 : 200

PROJECT NAME
QVM Southern Development Site

PROJECT No.
200032

STAGE
EPBC - NEW RESIDENTIAL DESIGN OPTION

DRAWING TITLE
TOWER 2 - BUILDING SECTION 4 & 5

DRAWING No. **NHA-ASK-202**

REVISION **2**

28 July 2025

s. 22(1)(a)(ii)
Acting Director, Victoria Assessments Section
Department of Climate Change, Energy, the Environment and Water

Via email s. 22(1)(a)(ii) @dcceew.gov.au
cc: Senator.Watt@aph.gov.au
epbc.victas@dcceew.gov.au
s. 22(1)(a)(ii) @dcceew.gov.au

Queen Victoria Market Southern Development project (2024/9860) – Further Tower 2 Design Adjustment and Response to 25 July Draft Decision Notice

Dear s. 22(1)(a)(ii)

Following our 25 July 2025 meeting regarding the Queen Victoria Market Southern Development project, please find attached:

- A proposed further adjust to the Tower 2 podium design, which provides greater separation to the Franklin Street Stores achieving a better heritage outcome
- Our response to the draft decision notice issued by the DCCEEW on 25 July 2025

Tower 2 Design Adjustment – Overview

Following our discussions regarding the interface between Tower 2 and the Franklin Street Stores, and in line with our ongoing commitment to deliver a heritage outcome aligned with the National Heritage Values of the Queen Victoria Market, we've identified an opportunity to improve the heritage outcome by adjusting the design for Tower 2. This includes:

- Redesign of Tower 2's structure, including the four basement car parking levels below the Tower, to reduce the structural depth required in the Tower's podium
- Subsequently raising the height of Tower 2's podium cantilever, maximising the height between the podium cantilever and the finished floor level of Jornung-Biik whilst still complying with the Victorian planning regulations for podium height
- Relocation of the podium planter boxes previously located on the north facing balconies of levels 2, 3 and 4 to elsewhere in Tower 2 (outside the NHL boundary), to maintain compliance Victoria's Green Factor regulations
- Subsequently reducing the depth of the north facing podium balconies on levels 2, 3 and 4 of Tower 2, to the minimum required to maintain compliance with Victoria's apartment design regulations

The proposed design adjustments improve the closest interface between Tower 2 and the Franklin Street Stores, providing more space both horizontally and vertically by:

- Increasing the height of the Tower 2 podium cantilever above the finished floor level of Jornung-Biik by c. 2 metres

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- Increasing the setback between the Franklin Street Stores and the Tower 2 podium levels by up to c. 1.2 metres
- Reducing the extent of the Tower 2 podium cantilever (in plan view) over the NHL boundary by up to 42% (74sqm)
- Improving visual appreciation of the distinctive character of the stores

These design adjustments are shown in Attachment 1 and is supported by heritage expert advice in Attachment 2. It is not possible to further reduce the podium or tower cantilevers and maintain compliance with Victorian building and planning regulations.

Response to the Draft Decision Notice issued on 25 July 2025

We have reviewed the conditions proposed in the Draft Decision Notice issued on 25 July 2025 and acknowledge the DCCEEW's efforts in evolving these conditions in line with the alternative design solutions proposed for the project.

While the most recent draft of the conditions is well progressed, some further refinements are proposed to:

- Reflect the adjustments to the Tower 2 design to improve the heritage outcome, as proposed in this letter
- Reduce duplication with State regulations, including the existing Heritage Victoria permit for the project
- Technical clarifications, including to improve administration of the permit conditions for the 30-year duration of the proposed approval

The proposed amendments to the conditions are shown in track changes in Attachment 3, including rationale for amendments, and 'clean' in Attachment 4. An updated Action Area Map, for inclusion as Attachment A in the final approval conditions, is provided as Attachment 5 to this letter.

We are available to meet Tuesday 29 July or Wednesday 30 July to further discuss the proposed conditions, ensure the intentions of both DCCEEW and the Proponent are correctly understood and ultimately that the National Heritage Values of the Queen Victoria Market are protected in line with the EPBC regulations.

Please do not hesitate to contact me on s. 22(1)(a)(ii) or at s. 22(1)(a)(ii) @lendlease.com

Yours sincerely,

s. 22(1)(a)(ii)

s. 22(1)(a)(ii)
Lendlease

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Attachment 1 – Tower 2 Design Adjustment

Note this document has been updated from the version issued on 18 July 2025

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lendlease

Queen Victoria Market Southern Development Site Gurrowa Place

EPBC - Design Response

Additional Information

28th July 2025

Sarah Lynn Rees

Building Cantilevers

T1 & T2 Revised Massing

Extent of FSS (Principal Built Form)

Extent of FSS Canopy (Proposed extent of heritage canopy retained shown)

Extent of Tower Podiums

Extent of T1 & T2 Overhanging NHL Boundary

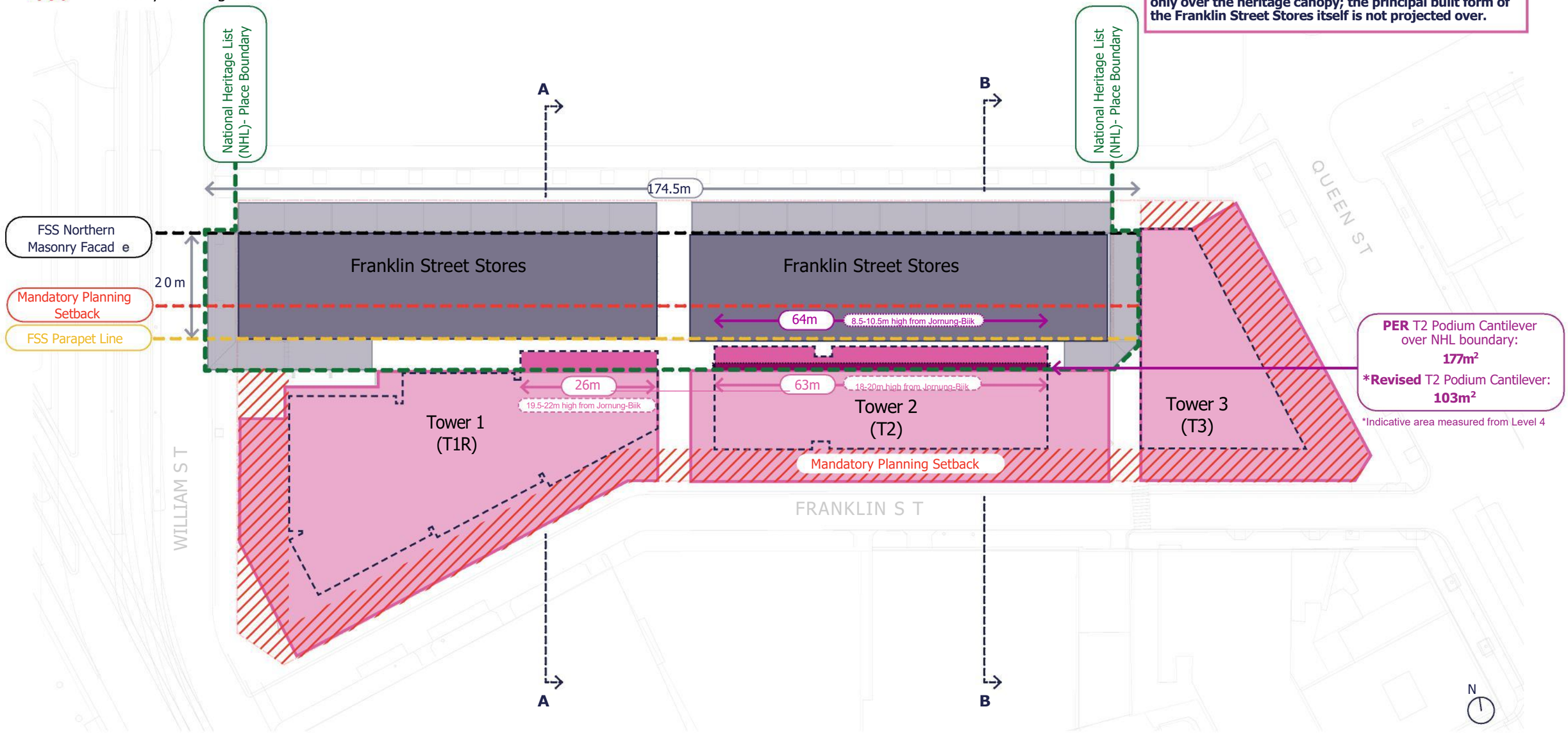
Extent of Tower Above

Mandatory Planning Setback

Cantilever Over Heritage Boundary

	DPO 11 *with mandatory planning setback	PER	REVISED
T1 Cantilever (m^2)	838	293	86
T2 Cantilever (m^2)	834	294	294
Total Cantilever (m^2)	1672	587	374

Note: circa 7% of Franklin Street Stores is overhung by the proposed Towers (T1/T2). The cantilever extends only over the heritage canopy; the principal built form of the Franklin Street Stores itself is not projected over.



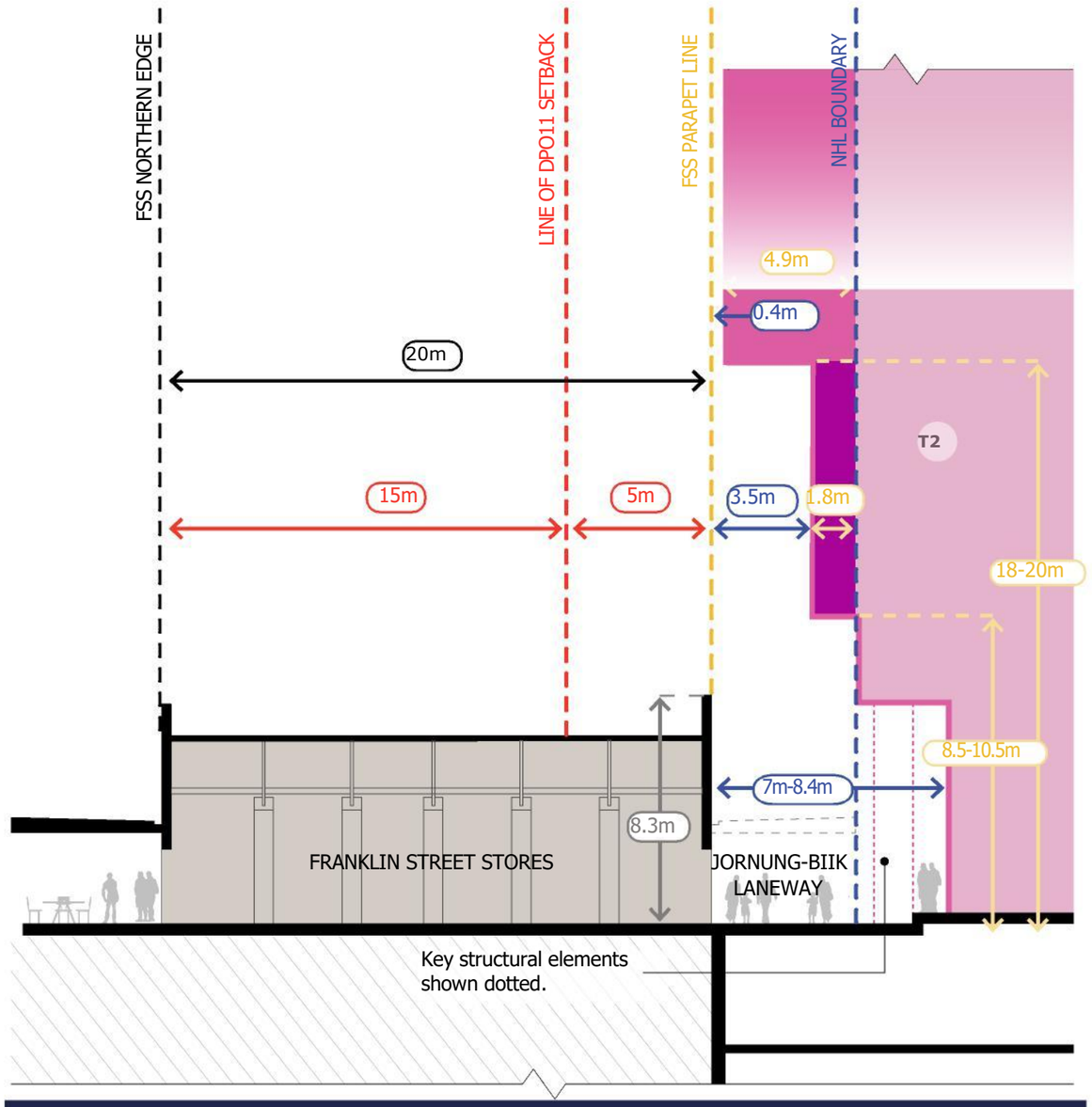
National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.
Illustrative Diagram shown - All dimensions are approximate and proportions are not to scale.

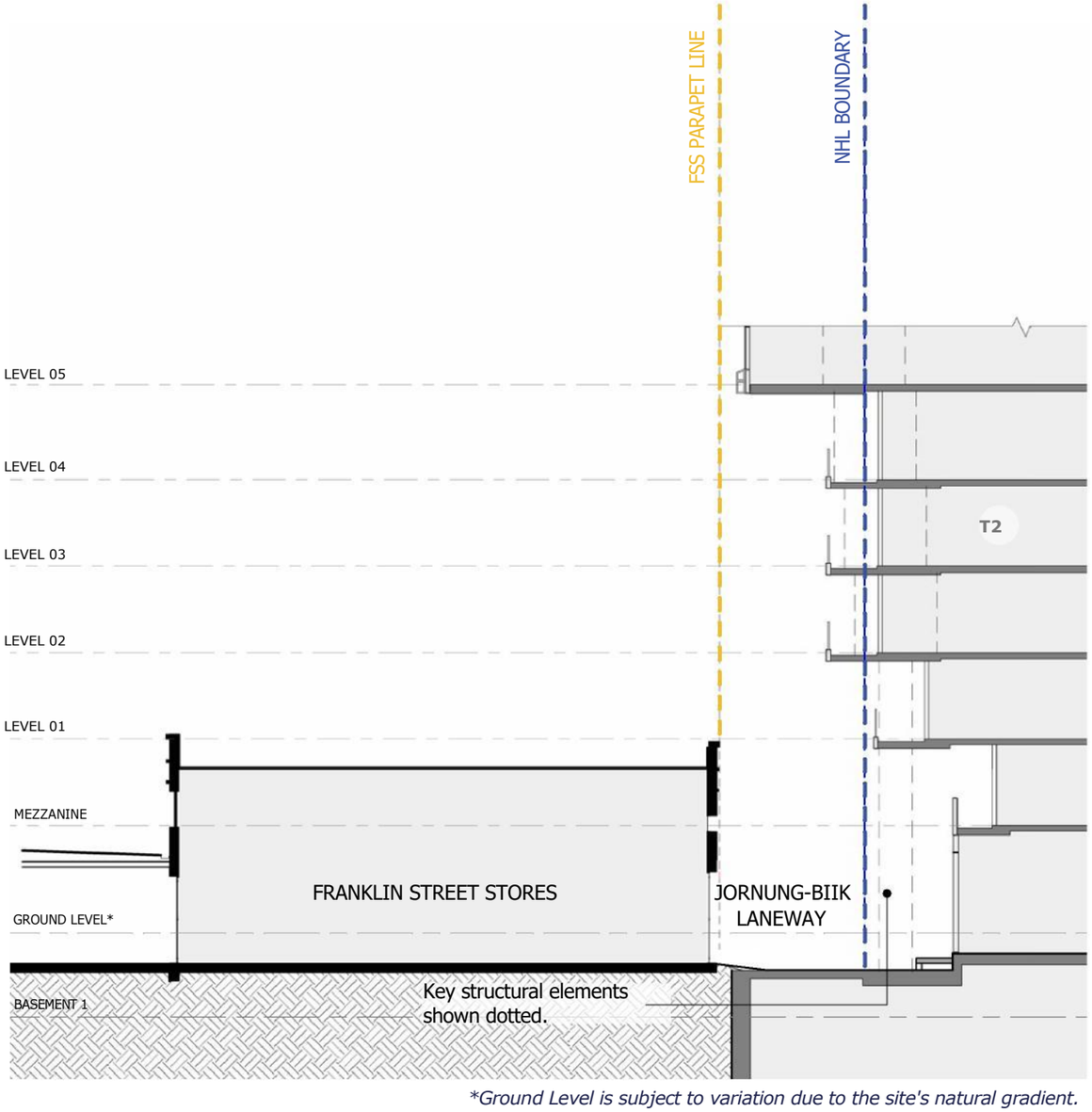
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Building Cantilevers

Revised T2 Massing







**Ground Level is subject to variation due to the site's natural gradient.*

Tower 2

Section B - North South - Proposed Building Envelope - T2

Note: Indicative cantilever heights are measured from the external tower built forms to specific points on Jornung-Biik laneway and are subject to variation due to the site's natural gradient.

National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.

Illustrative Diagram shown - All dimensions are approximate and proportions are not to scale.

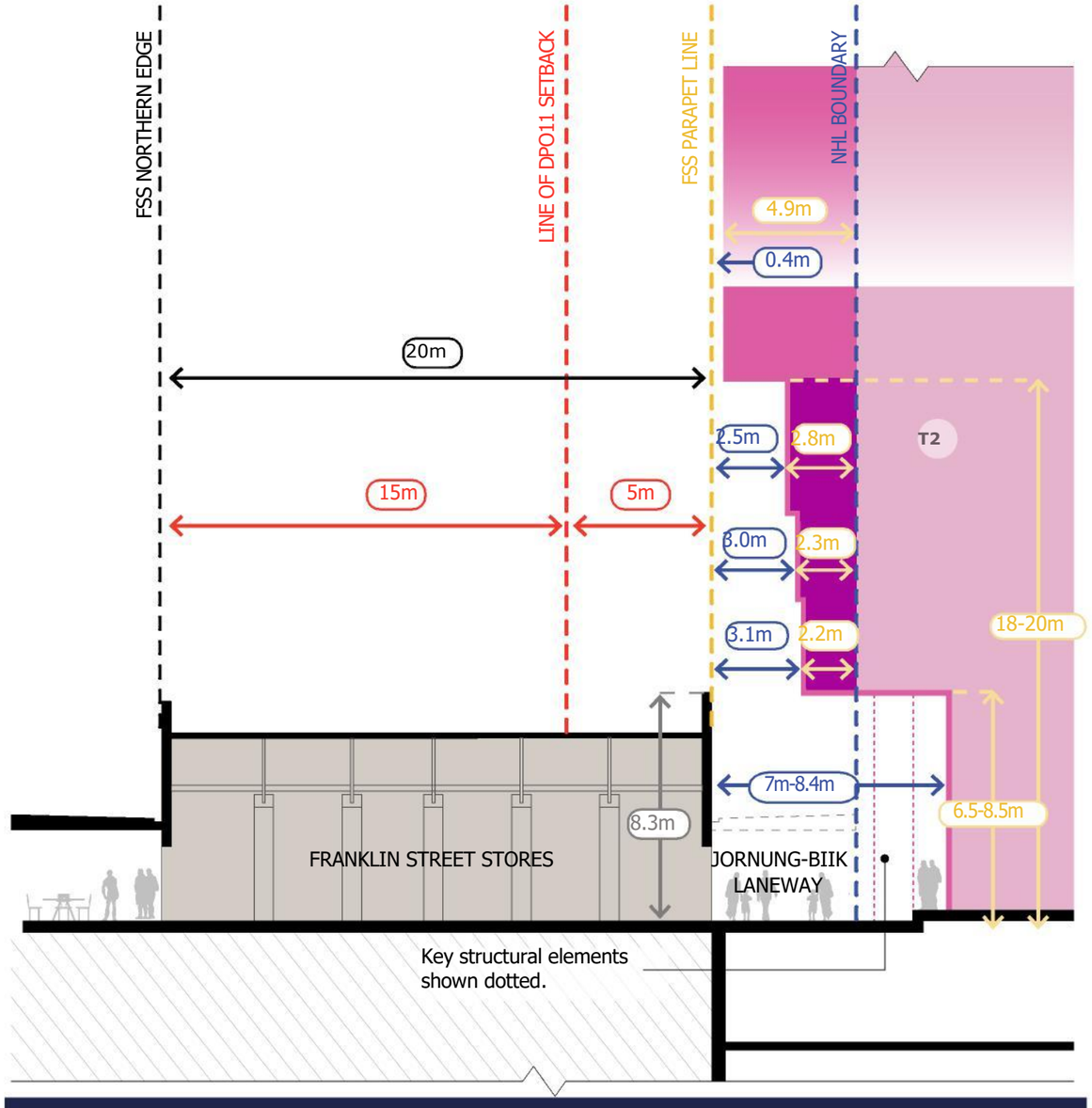
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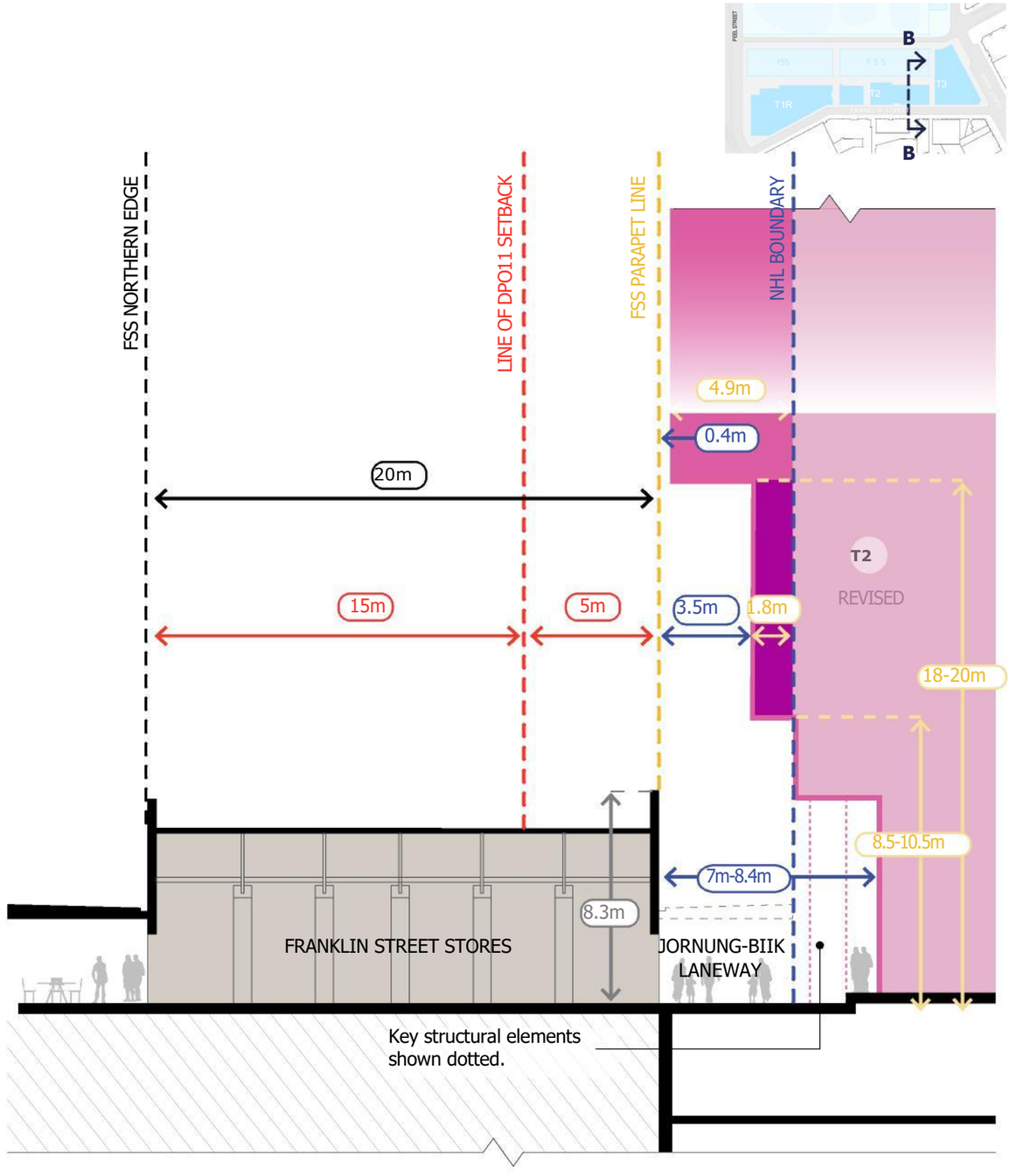
Building Cantilevers

Revised T2 Massing - Comparison



Tower 2 - PER Design

Section B - North South - Proposed Building Envelope - T2



Tower 2 - Revised Design, for improved FSS interface

Section B - North South - Proposed Building Envelope - T2

Note: Indicative cantilever heights are measured from the external tower built forms to specific points on Jornung-Biik laneway and are subject to variation due to the site's natural gradient.

National Heritage List (NHL) I.D. 106277 - Place Boundary aligns with Victorian Heritage Register.

Illustrative Diagram shown - All dimensions are approximate and proportions are not to scale.

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Thank you

13 June 2025

Attachment 2 – Lovell Chen's heritage expert advice on the proposed Tower 2 Design Adjustment

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ABN 20 005 803 494
ARBV C50004

Lovell Chen Ref: 10412

s. 22(1)(a)(ii)
Senior Development Manager
Level 14, Two Melbourne Quarter
697 Collins Street, Docklands
VIC 3008

28 July 2025

Dear s. 22(1)(a)(ii)

Re: Queen Victoria Market Southern Development Project –revisions to Tower 2 design – (EPBC 2024/09860)

We refer to the above project (Proposed Action) and as requested, we have reviewed the proposed revisions to the design of Tower 2 and provide the following comments on the heritage issues.

The revisions are to the north side of the Tower 2 podium. Two changes are proposed:

- The first change is a review of the structural design allowing the reconfiguration of the levels within the podium. This has allowed the level of the podium cantilever within the NHL boundary to be raised up by 2 metres, to 8.5-10.5 metres (to underside of slab), providing additional vertical and horizontal separation.
- Additionally, it is proposed to remove the planters on the balconies at levels 2-4, allowing the balcony edges at those levels to be pulled further back to the south and reducing the depth of the cantilever where it is retained.

In combination, the two changes result in increased setbacks and reductions to the cantilever within the NHL boundary.

There would be no change to the high Tower 2 cantilever, which is 18-20 metres above ground.

The changes are as follows:

Podium level	Previous (PER) NHL cantilever	Proposed NHL cantilever
Level 1	2.2 metres	No cantilever
Level 2	2.3 metres	1.8 metres
Level 3	2.8 metres	1.8 metres
Level 4	2.8 metres	1.8 metres

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THIS LETTER COMES TO YOU FROM **WURUNDJERI** COUNTRY

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LOVELL CHEN

This change is one that will improve the relationship of Tower 2 to the heritage Franklin Street Stores within the new laneway (Jornung Biik). Importantly, the change is proposed to be made at the most sensitive point of exchange with the lower podium levels where it most effectively can result in an improvement. The key change is the deletion of the cantilever at Level 1 which is the closest interface with the Stores. In combination with the increased setbacks to Levels 2-4 above, this will shift the balance of perception of built form within the lane more towards the heritage buildings. The increased vertical and horizontal separation of the Tower 2 podium levels from the façade and parapet line of the Stores would provide additional breathing space for the Stores and improve the viewer's ability to appreciate their design, particularly the distinctive repeating south parapet. This would be the case in both closer views within the Tower 2 portion of the lane but also in longer views from the west taking in the full extent of the southern face of the Stores.

In conclusion, particularly when combined with the changes to the Tower 1 design (refer to our previous correspondence dated 13 June 2025), in our assessment, the Tower 2 design refinements will improve the presentation of the Franklin Street Stores and further improve the heritage outcome for the QVM against aspects of the Criterion D considerations for legibility, open setting and the ability to recognise the historically important features and layout of market buildings.

Yours sincerely
LOVELL CHEN

s. 22(1)(a)(ii)

Director

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Attachment 3 – Marked up Amendments to draft Conditions

Also provided in Word version

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Australian Government
Department of Climate Change, Energy, the Environment and Water

Notification of approval decision

Queen Victoria Market Southern Development Project, Melbourne, Victoria (EPBC 2024/09860)

This decision is made under section 130(1) and 133(1) of the *Environment Protection and Biodiversity Conservation Act 1999* (EPBC Act). Note that section 134(1A) of the EPBC Act also applies to this approval. That provision provides, in general terms, that if the approval holder authorises another person to undertake any part of the Action, the approval holder must take all reasonable steps to ensure that the other person is informed of any conditions attached to this approval, and that the other person complies with any such conditions.

Approved Action

person to whom the approval is granted (approval holder)	Lendlease (Queen Victoria Markets) Head Developer Pty Limited ACN: 671419382
Action	To build three mixed use towers and a low-rise civic building adjacent to the Queen Victoria Market, convert the carpark within Queen Victoria Market into public open space and restore the Franklin Street Stores in preparation for their adaptive reuse. See EPBC Act referral 2024/09860

Approval decision

decision	My decision on whether or not to approve the taking of the Action for the purposes of the controlling provision for the Action is as follows.

Controlling Provision	Decision
National Heritage values of a national heritage place (section 15B and section 15C)	Approved

period for which the approval has effect	This approval has effect until 31 December 2055.
conditions of approval	The approval is not subject to conditions under the EPBC Act as set out in Annexure A.

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Person authorised to make decision

name and position	Senator The Hon Murray Watt Minister for the Environment and Water
signature	
date of decision	XX August 2025

Annexure A

Note: Words and terms appearing in **bold** (excluding headings) have the meaning assigned to them at **Part C – Definitions**.

Part A – Avoidance, mitigation, and compensation conditions

IMPACT LIMITS

1) The approval holder must not **construct** outside of the **Action area**.

2) To mitigate direct and indirect impacts to the **Franklin Street Stores**:

   a) The **footprint** of the **towers** must be outside the **Heritage Place boundary**.

   b) Tower 1 must not extend into the **Heritage Place boundary**:

      i) by more than 3.3 metres perpendicularly,

      ii) for a length of more than 26 metres in parallel, and

) at a height of less than 19.5 metres above the finished floor level of the **Jornung-Biik Laneway**.

   c) Tower 2 **podium** must not extend into the **Heritage Place boundary:**

      i) by more than ~~21~~.8 metres perpendicularly,

      ii) for a length of more than 6~~43.5~~ metres in parallel,

      iii) at a height of less than 6~~8~~.5 metres above the finished floor level of the **Jornung-Biik Laneway**

   d) Tower 2 above the **podium** must not extend into the **Heritage Place boundary:**

      i) by more than 4.~~97~~ metres perpendicularly

s. 22(1)(a)(ii) Dimensions updated to reflect adjusted Tower 2 design as set out in our 28 July letter, which provides for greater separation to the Franklin Street Stores for a better heritage outcome

s. 22(1)(a)(ii) Dimensions updated to rectify minor discrepancies identified during our final check of dimensions

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ii) for a length of more than 632.5 metres in parallel,

iii) at a height of less than 18 metres above the finished floor level of the **Jornung-Biik Laneway**.

e) The approval holder must not permanently remove more than 14 **canopy bays** from the southern façade of the **Franklin Street Stores**.

3) To protect the archaeological remains within the **Old Melbourne Cemetery**, the approval holder must:

a) Not excavate in the **Old Melbourne Cemetery.**

b) Ensure there is no root incursion into the subsurface of the **Old Melbourne Cemetery**.

4) If the approval holder detects the presence of archaeological material related to the **Old Melbourne Cemetery** not previously identified in the referral or final **Public Environment Report** and likely to be affected by the Action, the approval holder must:

a) Notify the **department** in writing within 20 **business days** and provide a summary of the find, and if it's significant in relation to the heritage values of the **QVM**.

b) If requested by the **department**, provide within 30 business days of such a request, a report to the **department** explaining how the archaeological material will be managed to best protect the heritage values of the **QVM**.

5) The approval holder must provide an **archival quality photographic survey** of the **Franklin Street Stores** and provide a copy of the survey to the **department** prior to the commencement of **tower** construction or any modification of the **Franklin Street Stores**. The photographic survey must record the views of but is not limited to:

a) The entire length of the **Franklin Street Store** facades from multiple vantage points, including those that will be blocked or obscured by the Action;

b) All exterior spaces and details of the **Franklin Street Stores**, including canopies; and

c) All interior spaces and details of the **Franklin Street Stores**.

6) The approval holder must submit a National Heritage Protection Plan for all works, other than **Early Works,** within the **Heritage Place Boundary** to the **department** for the **Minster's** approval.

a) The approval holder must not commence **construction** at ground level within the **Heritage Place Boundary** unless the **Minister** has approved the National Heritage Protection Plan in writing.

s. 22(1)(a)(ii) This comma is important given DCCEEW's re-ordering of this sentence. The objective is to be clear that the NHPP is for all works within the heritage boundary, other than Early Works. Ie, it isn't intended to capture Early Works *outside* the heritage boundary (this is how the existing drafting could be read)

s. 22(1)(a)(ii) As discussed, the requirements under condition 6, being the submission of a National Protection Plan, duplicate requirements under the Vic heritage permit, specifically conditions 16, 17 and 18.

Condition 16 of the heritage permit specifically requires the preparation of a Heritage Protection Plan. Additionally, the Heritage Protection Plan requires methodologies outlining how the cultural heritage significance of the place will be protected.

Conditions 17 and 18 of the heritage permit further address the intent of the Condition 6 with regard to the design.

Condition 6 also creates a second layer of approvals with the potential for conflicting decisions, as well as the potential for confusion between the two different types of Heritage Protection Plans.

It is recommended that condition 6 is amended, as proposed, to ensure clarity.

s. 22(1)(a)(ii) The addition of 'at ground level' ensures that there is absolute certainty that the Early Works could commence prior to Condition 6 being satisfied. It also ensure the approval holder cannot construct at ground level in the heritage boundary without the NHPP. This provides additional certainty for the Minister.

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b) The approval holder must commence implementing the approved National Heritage Protection Plan once approved by the **Minister** and continue to implement the approved plan until the **completion of the Action**.

c) The National Heritage Protection Plan must summarize how the following are addressed in accordance with a permit granted under the *Heritage Act 2017 (Vic)* include:

i) Details of tThe conservation, adaptation and any other modifications to be undertaken to the material of, and materials within, the **Franklin Street Stores**.

ii) The final design parameters of the **Jornung-Biik Laneway**.

iii) The final design parameters of the **Market Square** including all landscaping and plantings, explaining how the design retains the open character of the **QVM** and avoids obscuring important views, and demonstrating how the connection between the **Franklin Street Stores** and the wider **QVM** precinct will be maintained.

iii)d) The National Heritage Protection Plan must include:

iv) Details of how impacts to the intangible and experiential qualities (including distinctive character and open setting) of the **QVM** relating to the Franklin Street Stores, Jornung-Biik Laneway and Market Square will be avoided and mitigated.

v) ~~A table of commitments made in the plan to achieve the heritage outcomes, and a reference to exactly where these commitments are detailed in the plan.~~

7) The approval holder must develop and implement a Heritage Interpretation Plan for **Market Square** and the **Franklin Street Stores**.

a) The approval holder must commence implementing the approved Heritage Interpretation Plan at the time **Market Square** and **Franklin Street Stores** are open to the public and continue to implement the approved plan until the **completion of the Action**.

b) The Heritage Interpretation Plan must include interpretation of the National Heritage Values of the **QVM**, including:

i) Telling stories to visitors and market customers, focusing on creating meaningful and engaging experiences that foster understanding and appreciation of the **QVM** heritage values.

ii) Details of wayfinding and other permanent signage.

iii) How permanent archival photographs will be displayed.

iv) Ensuring the intangible and experiential qualities of the **QVM** will be preserved and improved.

s. 22(1)(a)(ii): 6(c): this amendment addresses the comment above regarding duplication of requirements under the Vic heritage permit, but ensures information is provided to the Minister.

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s. 22(1)(a)(ii) As discussed, the proposed drafting of condition 6(d)(iv) ensures this additional requirement, which is not in the Vic heritage permit is addressed as part of the NHPP

s. 22(1)(a)(ii) It's not clear what are the 'outcomes that would have to achieved here, that are not addressed above. Suggest to delete 6(v), if possible for clarity.

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v) A table of commitments made in the plan to achieve the heritage outcomes, and a

8) To minimise visual amenity impacts of the proposed **Queens Corner Building** on the heritage values of the **QVM**, the **Queens Corner Building** must be:

a) located wholly outside the **Heritage Place Boundary**; and

b) no more than 13 metres in height.

9) To minimise impact to the heritage values of the **QVM** from the **Queens Corner Building**, the approval holder must submit a **Queens Corner Building** Design Plan to the **department** for the **Minister's** approval. Once approved by the **Minister**, the plan must be implemented for the life of the approval.

a) The approval holder must not commence **construction** of the **Queens Corner Building** unless the **Minister** has approved the **Queens Corner Building** Design Plan in writing.

b) The approval holder must commence implementing the approved **Queens Corner Building** Design Plan once approved by the **Minister** and continue to implement the approved **Queens Corner Building** Design Plan until the **completion of the Action**.

c) The **Queens Corner Building** Design Plan must include:

i) The proposed location and architectural design of the **Queens Corner Building**.

ii) An explanation of the visual amenity impacts to the heritage values of the **QVM** heritage place.

iii) A demonstration of how the proposed architectural design of the **Queens Corner Building** is consistent with the principles in Table 2.2 of the **Final Public Environment Report**.

iv) A detailed summary of stakeholder engagement and public consultation that has been undertaken to inform the design of the **Queens Corner Building,** including consultation with the Australian Heritage Council and the approval holder's response to views of the Australian Heritage Council.

10) In preparing the National Heritage Protection Plan (under condition 67), ~~Heritage~~ Interpretation Plan (under condition 78~~),~~ and **Queens Corner Building** Design Plan (under condition 911~~),~~ the approval holder must:

a) Ensure each plan is prepared by a suitably qualified and experienced practitioner.

b) Consider the National Heritage management principles as set out in the Schedule 5B of the **EPBC Regulations**.

s. 22(1)(a)(ii) **:** This additional drafting for the Australian Heritage Council ensures it is a clearly defined obligation, as was intended with the drafting below with regard to the Queens Corner Building Design Plan.

s. 22(1)(a)(ii) Correct condition references

c) Prepare the document in consideration of the department's **Environmental Management Plan Guidelines**.

d) ~~Consult with the Australian Heritage Council and include information about how the views of the Australian Heritage Council have been taken into account.~~

s. 22(1)(a)(ii) It is recommended that condition 10(d) regarding consultation with the AHC is removed to ensure clarity.

The obligation to consult with the AHC is captured in the proposed drafting for condition 9(c)(iv) with regard to the Queens Corner Building Design Plan.

As per the submission from Heritage Victoria, if condition 10(d) is not amended it is unclear what would occur if the views of AHC differed from those of Heritage Victoria on matters already approved under the heritage permit and how any conflict would be resolved.

Condition 10(d) also creates a second layer of approvals with the potential for conflicting decisions that cannot be administered. The design parameters for the Franklin Street Stores, Market Sq and the laneway are already defined, both in the PER and the Vic Heritage Permit, and will be detailed as part of the revised drafting for Condition 6 with the submission of a National Heritage Protection Plan.

11) To minimise potential impacts to the continued viable operation of the **QVM** as a produce market, the approval holder must:

a) Provide public access to a minimum of 200 carparks in the existing at-grade carpark within the **Heritage Place Boundary** until at least 200 new carpark spaces created under the **towers** are available for public use.

b) Ensure access to functional storage capacity for market stallholders equivalent to or greater than the minimum utilised functional storage capacity of the **Franklin Street Stores** at the date of this approval, being 3.5 Stores, prior to any loss of storage space from the **Franklin Street Stores**.

c) Minimise and mitigate the impacts of construction of the action on the operation of the **QVM**, consistent with section 5.3.4 and 6.2 of the **final Public Environment Report**.

12) The Action must be undertaken in accordance with the relevant conditions of any permit granted under the *Heritage Act 2017* (Vic).

SUBMISSION AND PUBLICATION OF PLANS

s. 22(1)(a)(ii) Query if condition numbering should be sequential i.e. 13, 14, and so on?

15) Wherever these conditions require the approval holder to submit any **plan** to the **department**, all such **plans** must be submitted to the **department** electronically.

16) Unless otherwise agreed to in writing by the **Minister**, the approval holder must publish each **plan** on the **website** within 15 **business days** of the date the **plan** is approved by the **Minister** in writing, if the **plan** requires the approval of the **Minister**.

17) The approval holder must keep all **plans** published on the **website**, in a format that is easily accessible and downloadable, from the first date which that **plan** must be published and until the expiry date of this approval. This requirement applies to all current and superseded versions of **plans**.

MODIFICATIONS TO STATE OR TERRITORY APPROVAL

18) The approval holder must notify the **department** in writing of any proposed change to the conditions of any permit under the *Heritage Act 2017 (Vic)* that may relate to **protected matters** within 2 **business days** of formally proposing such a change and within 5 **business days** of becoming aware of any proposed change. Such notification must include a copy of the new conditions and showing what changes have been made.

15) The approval holder must notify the **department** in writing of any change to the conditions of approval under of the *Heritage Act 2017* (Vic) that may relate to protected matters, within 5 **business days** of such a change to conditions coming into effect. Such notification must include a copy of the changed conditions of approval under of the *Heritage Act 2017 (Vic)* showing what changes have been made.

COMMENCEMENT OF THE ACTION

16) The approval holder must notify the **department** electronically of the date of **commencement of the Action**, within 5 **business days** following **commencement of the Action**.

17) The approval holder must not **commence the Action** later than 5 years after the date of this approval decision.

COMPLIANCE RECORDS

18) The approval holder must maintain accurate and complete **compliance records** and document the procedure for recording and storing **compliance records**.

19) If the **department** makes a request in writing, the approval holder must provide electronic copies of **compliance records** to the **department** within the timeframe specified in the request.

Note: Compliance records may be subject to audit by the **department**, or by an **independent auditor** in accordance with section 458 of the **EPBC Act**, and/or be used to verify compliance with the conditions. Summaries of the results of an audit may be published on the **department's** website or through the general media.

ANNUAL COMPLIANCE REPORTING

20) The approval holder must prepare a **compliance report** for each **Annual Compliance Report period** (**ACR period**).

21) The approval holder must ensure each **compliance report** includes:

a) accurate and complete details of compliance and any non-compliance with:

i) each condition attached to this approval decision,

ii) each condition imposed under the conditions attached to any permit issued under the *Heritage Act 2017* (Vic), and

b) all commitments made in each **plan**,

c) a schedule of all **plans** in effect in relation to these conditions during the **ACR period**,

d) accurate and complete details of how each **plan** was implemented during the **ACR period**, and

e) if any **incident** occurred, accurate and complete details of each **incident**.

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26) The approval holder must ensure each **compliance report** is completed to the satisfaction of the **Minister** and is consistent with the *Annual Compliance Report Guidelines*, Commonwealth of Australia 2023.

27) The approval holder must, within 20 **business days** following the end of each **ACR period**, in a format that is easily accessible and downloadable, publish each compliance report on the **website**:

28) The approval holder must notify the **department** electronically, within 5 **business days** of each date of publication that the **compliance report** has been published on the **website**. In this notification, the approval holder must provide the **department** with the web address for where the **compliance report** and related **shapefile** are published on the **website**.

29) The approval holder must keep each **compliance report** and related **shapefile** published on the **website** from the first date which that **compliance report** must be published and until the expiry date of this approval.

Note: Compliance reports may be published on the **department's** website.

REPORTING NON-COMPLIANCE

30) The approval holder must notify the **department** electronically, within 2 **business days** of becoming aware of any **incident**. The approval holder must specify in each notification:

a) any condition or commitment made in a **plan** which has not been, or may have not been, complied with,

b) a short description of the **incident**, and

c) the location (if applicable, including co-ordinates), date and time of the **incident**.

31) The approval holder must provide to the **department** in writing, within 12 **business days** of becoming aware of an **incident**, the details of that **incident**. The approval holder must specify:

a) all corrective measures and investigations which the approval holder has already taken in respect of the **incident**,

b) the potential impacts of the **incident**,

c) the method and timing of any corrective measures that the approval holder proposes to undertake to address the **incident**, and

d) any variation of these conditions or revision of a **plan** that will be required to prevent recurrence of the **incident** and/or to address its consequences.

INDEPENDENT AUDIT

32) The approval holder must ensure that an **independent audit** of compliance with the conditions is conducted for every **audit period**.

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33) The approval holder must submit details of the proposed **independent auditor** and their qualifications to the **department** within 10 **business days** following the end of each **audit period**.

34) The approval holder must ensure the scope of each **independent audit** is sufficient to determine the compliance status for each condition of approval, and each commitment made in each **plan**.

35) The approval holder must ensure the criteria for each **independent audit** and the undertaking of each **independent audit** are consistent with the **Independent Audit and Audit Report Guidelines**.

36) The approval holder must submit an **audit report** to the **department** for written agreement from the **department** within 3 months following the end of each **audit period**, or as otherwise directed by the **Minister** in writing.

37) The approval holder must ensure each **audit report** is completed to the satisfaction of the **Minister** and is consistent with the **Independent Audit and Audit Report Guidelines** to the extent that the **Independent Audit and Audit Report Guidelines** are consistent with these conditions.

38) The approval holder must publish each **audit report** on the **website**, in a format that is easily accessible and downloadable, within 10 **business days** of the date the **department** agrees to that **audit report** in writing.

39) The approval holder must notify the **department** within 5 **business days** of the date the **audit report** is published on the **website**. In this notification, the approval holder must provide the **department** with the web address for where the **audit report** is published on the **website**.

40) The approval holder must keep each **audit report** published on the **website** from the first date which that **audit report** must be published and until the expiry date of this approval.

COMPLETION OF THE ACTION

41) Within 20 **business days** after the **completion of the Action**, and, in any event, at least 20 **business days** prior to the expiry date of this approval, the approval holder must notify the **department** electronically of the date of **completion of the Action** and provide **completion data**. The approval holder must submit any spatial data that comprises **completion data** as a **shapefile**.

42) The approval holder must notify the **department** electronically at least 60, but not more than 70, **business days** prior to the expiry date of this approval, that the approval is due to expire.

Note: Section 145C of the **EPBC Act** entitles the approval holder to request an extension to the period of effect of this approval.

Part C – Definitions

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Words and terms appearing in **bold** (excluding headings) have the meaning assigned to them in the list below:

Action area means the location of the Action, represented in Attachment A by the zone enclosed by the blue solid line and labelled 'Action Area'.

Annual Compliance Report period or **ACR period** means each subsequent 12-month period following the date of this approval decision until the expiry date of this approval, unless otherwise specified in writing by the **Minister**.

Archival photo(s) means any relevant archival photographs including those taken as part of the **Archival quality photographic survey**.

Archival quality photographic survey means a photographic survey undertaken in accordance with the Heritage Victoria Technical Note *Specification for submission of archival photographic records* (2019).

Audit period means each subsequent five-year period following the **commencement of the Action** until the expiry date of this approval unless otherwise specified in writing by the **Minister**.

Audit report means a written report of an **independent audit**.

Business day means a day that is not a Saturday, a Sunday, or a public holiday in Victoria.

Canopy bay means an individual component of the **Franklin Street Stores** canopy, corresponding to and aligned with an individual store.

Commence the Action or **commences the Action** means the first instance of any on-site

clearing, **construction** or other physical activity associated with the Action, but does not include minor physical disturbance necessary to:

- Undertake pre-clearance surveys or monitoring programs.
- Install signage and/or temporary fencing to prevent unapproved use of the **Action area**, so long as the signage and/or temporary fencing is located where it does not **harm** any **protected matter**.
- Protect environmental and property assets from fire, weeds, and feral animals, including use of existing surface access tracks.
- Install temporary site facilities for persons undertaking pre-commencement activities so long as these facilities are located where they do not **harm** any **protected matter**.

Commencement of the Action means the date on which the approval holder **commences the Action**.

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Completion data means an environmental report and spatial data clearly detailing how the conditions of this approval have been met.

Completion of the Action means the date on which all activities associated with the approved Action, other than those which provide compensation for the impacts of the Action, have permanently ceased and/or been completed.

Compliance records means all documentation or other material in whatever form required to demonstrate compliance with these conditions of approval (including compliance with commitments made in **plans**) in the approval holder's possession, or that are within the approval holder's power to obtain lawfully.

Compliance report means a written report of compliance with, and fulfilment of, these conditions (including compliance with commitments made in **plans**).

Construction means:

- the erection of a building or structure that is, or is to be, fixed to the ground and wholly or partially fabricated on-site,
- the alteration, maintenance, repair or demolition of any building or structure,
- any work which involves breaking of the ground (including pile driving) or bulk earthworks,
- the laying of pipes and other prefabricated materials in the ground, and
- any associated excavation work.

Construction does not include the installation of temporary structures, fences, bollards, barriers or signage. **Construction** does not include conducting archaeological surveys or **Early Works**.

s. 22(1)(a)(ii) : Edit proposed for clarity, to distinguish between Construction and Early Works - enabling the necessary staging of the Action

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Department means the Australian Government agency responsible for administering the **EPBC Act**.

Early Works means works associated with site establishment, basement excavation, removal of the southern and eastern canopies of the **Franklin Street Stores**, formation of the perimeter basement retention structure and piling for the **Towers,** and the provision for future service connections.

s. 22(1)(a)(ii) Inclusion of the temporary removal of the eastern canopy of the Franklin Street Stores is required within the definition of Early Works - this temporary removal is identified in section 2.4.1 of the PER, together with the temporary removal of the southern canopy

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s. 22(1)(a)(ii) Inclusion of Piling within the definition of Early Works is required for clarity and completeness, as piling is necessary within the Early Works scope and it is called out in the definition of Construction. For example, perimeter basement retention requires a form of piling

Environmental Management Plan Guidelines means the *Environmental Management Plan Guidelines*, Commonwealth of Australia 2024.

EPBC Act means the *Environment Protection and Biodiversity Conservation Act 1999* (Cth).

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EPBC Act Regulations means the *Environment Protection and Biodiversity Conservation Regulations 2000* (Cth).

Final Public Environment Report means the finalised Public Environment Report for the action under the assessment under Part 8 of the EPBC Act.

Footprint means the ground level extent of a fully enclosed buildings and the tower structures at ground level.

Franklin Street Stores means the Queen Victoria Market**QVM** buildings located along the southern edge of Queen Victoria Market**QVM** to be restored and adapted by the Action, represented in Attachment A by the two grey zones separately labelled 'FSS' and conjunctively labelled 'Franklin Street Stores'.

Harm means to cause any measurable direct or indirect disturbance or deleterious change as a result of any activity associated with the Action.

Heritage Place Boundary is the boundary of **QVM** is specified in the Notice of inclusion in the National Heritage List, and represented in the map published on the **department**'s website by the red line designated 'Final boundary' at: https://www.dcceew.gov.au/sites/default/files/env/pages/925b5fcb-86dc-46b9-bcdb-08a0fbc90e33/files/queen-victoria-market-location-map.pdf

Incident means any:

- event which has the potential to, or does, **harm** any **protected matter**,
- potential non-compliance with these conditions, including the administrative requirements,
- actual non-compliance with these conditions, including the administrative requirements,
- potential non-compliance with one or more commitment made in a **plan**, and/or
- actual non-compliance with one or more commitment made in a **plan**.

Independent audit means an audit, conducted by an **independent auditor**, of compliance with and fulfilment of these conditions and the commitments made in **plans**, objectively evaluated against the audit criteria developed by the **independent auditor**, in accordance with the **Independent Audit and Audit Report Guidelines** to the extent that the **Independent Audit and Audit Report Guidelines** are consistent with these conditions.

Independent Audit and Audit Report Guidelines means the *Environment Protection and Biodiversity Conservation Act 1999 Independent Audit and Audit Report Guidelines*, Commonwealth of Australia 2019.

s. 22(1)(a)(ii): Further amendment suggested to align the proposed definition to the DCCEEW's intent

s. 22(1)(a)(ii) The intent here is to ensure that once built, the towers at ground level and beyond to the first approved encroachment into the Heritage Boundary are outside of the Heritiage Boundary. The definition of footprint should not be inconsistent with this intent.

s. 22(1)(a)(ii): Edit to proposed to cross reference the defined term

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Independent auditor means a person, or firm, who:

- does not have any individual, financial*, employment* or family affiliation or any conflicting interests with the Action, the approval holder or the approval holder's staff, representatives, or associated persons,
- has demonstrated experience in undertaking government-regulated environmental compliance audits, and
- holds relevant professional qualifications and accreditations.

*Other than for the purpose of undertaking the role for which the person, or firm, is required.

Jornung-Biik Laneway means the proposed new laneway, to be an east-west public lane known as Jornung-Biik which is to be located between Towers 1 and 2 and the **Franklin Street Stores**.

Market Square means the public open space to be delivered by the Action, represented in Attachment A by the zone shaded green and labelled 'Market Square'.

Minister means the Australian Government Minister administering the **EPBC Act**, including any delegate thereof.

Old Melbourne Cemetery means the former cemetery represented in Attachment A by the area enclosed by the hashed blue line and labelled 'Old Melbourne Cemetery'.

Plan means any action management plan or strategy that the approval holder is required by these conditions to implement.

Podium means ~~the lower portion of a tower...~~

s. 22(1)(a)(ii) : Definition proposed - noting a reference to Attachment A was contemplated but discounted, as the full extent of the podium is obscured by the shading for the tower above

s. 22(1)(a)(ii) To add correct design definition.

Protected matter means a matter protected under a controlling provision in Part 3 of the **EPBC Act** for which this approval has effect.

Queens Corner Building means the low-rise civic building to be delivered by the Action, represented in Attachment A by the zone shaded yellow and labelled 'Queens Corner Building'.

QVM means the National Heritage listed place Queen Victoria Market, included in the National Heritage List on 23 July 2018.

Shapefile means location and attribute information about the Action provided in an Esri shapefile format containing:

- '.shp', '.shx', '.dbf' files,
- a '.prj' file which specifies the projection or geographic coordinate system used, and

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- an '.xml' metadata file that describes the shapefile for discovery and identification purposes.

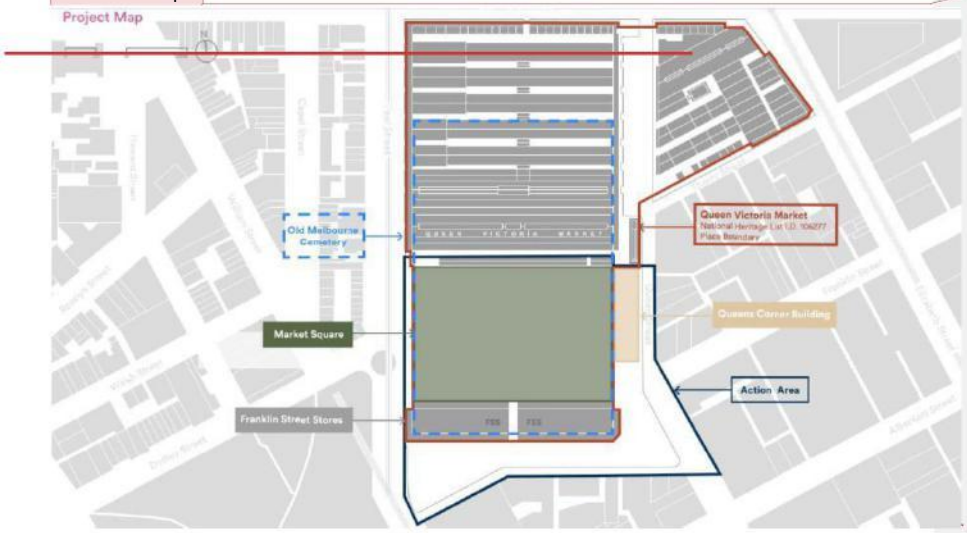
Towers means Towers 1, 2 and 3 which are proposed to be constructed in the areas shaded blue ~~marked as 'Area 7' and shaded in yellow~~ ~~in~~ Attachment A.

Website means a set of related web pages located under a single domain name attributed to the approval holder and available to the public.

s. 22(1)(a)(ii) Changes proposed to match updated Action Area Map in Attachment A

Attachments

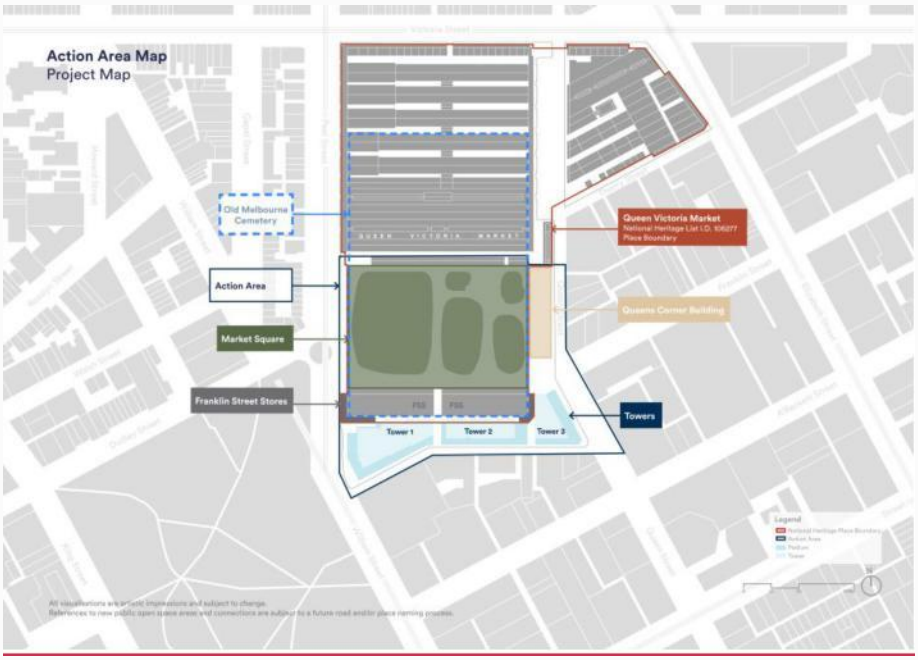
A: Action Area Map



s. 22(1)(a)(ii) Updated Action Area Map is also included as a separate attachment to our cover letter

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Action Area Map
Project Map
Old Melbourne Cemetery
Action Area
Market Square
Franklin Street Stores
Queen Victoria Market
Queens Corner Building
Towers
Tower 1
Tower 2
Tower 3

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13 June 2025

Attachment 4 – ‘Clean’ Amendments to draft Conditions

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Australian Government
Department of Climate Change, Energy, the Environment and Water

Notification of approval decision

Queen Victoria Market Southern Development Project, Melbourne, Victoria (EPBC 2024/09860)

This decision is made under section 130(1) and 133(1) of the *Environment Protection and Biodiversity Conservation Act 1999* (EPBC Act). Note that section 134(1A) of the EPBC Act also applies to this approval. That provision provides, in general terms, that if the approval holder authorises another person to undertake any part of the Action, the approval holder must take all reasonable steps to ensure that the other person is informed of any conditions attached to this approval, and that the other person complies with any such conditions.

Approved Action

person to whom the approval is granted (approval holder)	Lendlease (Queen Victoria Markets) Head Developer Pty Limited ACN: 671419382
Action	To build three mixed use towers and a low-rise civic building adjacent to the Queen Victoria Market, convert the carpark within Queen Victoria Market into public open space and restore the Franklin Street Stores in preparation for their adaptive reuse. See EPBC Act referral 2024/09860

Approval decision

decision	My decision on whether or not to approve the taking of the Action for the purposes of the controlling provision for the Action is as follows.	
	Controlling Provision	**Decision**
	National Heritage values of a national heritage place (section 15B and section 15C)	Approved
period for which the approval has effect	This approval has effect until 31 December 2055.	
conditions of approval	The approval is not subject to conditions under the EPBC Act as set out in Annexure A.	

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Person authorised to make decision

name and position	Senator The Hon Murray Watt Minister for the Environment and Water
signature	
date of decision	XX August 2025

Annexure A

Note: Words and terms appearing in **bold** (excluding headings) have the meaning assigned to them at **Part C – Definitions**.

Part A – Avoidance, mitigation, and compensation conditions

IMPACT LIMITS

1) The approval holder must not **construct** outside of the **Action area**.

2) To mitigate direct and indirect impacts to the **Franklin Street Stores**:

   a) The **footprint** of the **towers** must be outside the **Heritage Place boundary**.

   b) Tower 1 must not extend into the **Heritage Place boundary**:

      i) by more than 3.3 metres perpendicularly,

      ii) for a length of more than 26 metres in parallel, and

      iii) at a height of less than 19.5 metres above the finished floor level of the **Jornung-Biik Laneway**.

   c) Tower 2 **podium** must not extend into the **Heritage Place boundary:**

      i) by more than 1.8 metres perpendicularly,

      ii) for a length of more than 64 metres in parallel,

      iii) at a height of less than 8.5 metres above the finished floor level of the **Jornung-Biik Laneway**

   d) Tower 2 above the **podium** must not extend into the **Heritage Place boundary:**

      i) by more than 4.9 metres perpendicularly

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ii) for a length of more than 63 metres in parallel,

iii) at a height of less than 18 metres above the finished floor level of the **Jornung-Biik Laneway**.

e) The approval holder must not permanently remove more than 14 **canopy bays** from the southern façade of the **Franklin Street Stores**.

3) To protect the archaeological remains within the **Old Melbourne Cemetery**, the approval holder must:

a) Not excavate in the **Old Melbourne Cemetery.**

b) Ensure there is no root incursion into the subsurface of the **Old Melbourne Cemetery**.

4) If the approval holder detects the presence of archaeological material related to the **Old Melbourne Cemetery** not previously identified in the referral or final **Public Environment Report** and likely to be affected by the Action, the approval holder must:

a) Notify the **department** in writing within 20 **business days** and provide a summary of the find, and if it's significant in relation to the heritage values of the **QVM**.

b) If requested by the **department**, provide within 30 business days of such a request, a report to the **department** explaining how the archaeological material will be managed to best protect the heritage values of the **QVM**.

5) The approval holder must provide an **archival quality photographic survey** of the **Franklin Street Stores** and provide a copy of the survey to the **department** prior to the commencement of **tower** construction or any modification of the **Franklin Street Stores**. The photographic survey must record the views of but is not limited to:

a) The entire length of the **Franklin Street Store** facades from multiple vantage points, including those that will be blocked or obscured by the Action;

b) All exterior spaces and details of the **Franklin Street Stores**, including canopies; and

c) All interior spaces and details of the **Franklin Street Stores**.

6) The approval holder must submit a National Heritage Protection Plan for all works, other than **Early Works,** within the **Heritage Place Boundary** to the **department** for the **Minster's** approval.

a) The approval holder must not commence **construction** at ground level within the **Heritage Place Boundary** unless the **Minister** has approved the National Heritage Protection Plan in writing.

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b) The approval holder must commence implementing the approved National Heritage Protection Plan once approved by the **Minister** and continue to implement the approved plan until the **completion of the Action**.

c) The National Heritage Protection Plan must summarize how the following are addressed in accordance with a permit granted under the *Heritage Act 2017 (Vic)*:

i) The conservation, adaptation and any other modifications to be undertaken to the material of, and materials within, the **Franklin Street Stores**.

ii) The final design parameters of the **Jornung-Biik Laneway**.

iii) The final design parameters of the **Market Square** including all landscaping and plantings, explaining how the design retains the open character of the **QVM** and avoids obscuring important views, and demonstrating how the connection between the **Franklin Street Stores** and the wider **QVM** precinct will be maintained.

d) The National Heritage Protection Plan must include:

iv) Details of how impacts to the intangible and experiential qualities (including distinctive character and open setting) of the **QVM** relating to the Franklin Street Stores, Jornung-Biik Laneway and Market Square will be avoided and mitigated.

7) The approval holder must develop and implement a Heritage Interpretation Plan for **Market Square** and the **Franklin Street Stores**.

a) The approval holder must commence implementing the approved Heritage Interpretation Plan at the time **Market Square** and **Franklin Street Stores** are open to the public and continue to implement the approved plan until the **completion of the Action**.

b) The Heritage Interpretation Plan must include interpretation of the National Heritage Values of the **QVM**, including:

i) Telling stories to visitors and market customers, focusing on creating meaningful and engaging experiences that foster understanding and appreciation of the **QVM** heritage values.

ii) Details of wayfinding and other permanent signage.

iii) How permanent archival photographs will be displayed.

iv) Ensuring the intangible and experiential qualities of the **QVM** will be preserved and improved.

v) A table of commitments made in the plan to achieve the heritage outcomes, and a reference to exactly where these commitments are detailed in the plan.

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8) To minimise visual amenity impacts of the proposed **Queens Corner Building** on the heritage values of the **QVM**, the **Queens Corner Building** must be:

   a) located wholly outside the **Heritage Place Boundary**; and

   b) no more than 13 metres in height.

9) To minimise impact to the heritage values of the **QVM** from the **Queens Corner Building**, the approval holder must submit a **Queens Corner Building** Design Plan to the **department** for the **Minister's** approval. Once approved by the **Minister**, the plan must be implemented for the life of the approval.

   a) The approval holder must not commence **construction** of the **Queens Corner Building** unless the **Minister** has approved the **Queens Corner Building** Design Plan in writing.

   b) The approval holder must commence implementing the approved **Queens Corner Building** Design Plan once approved by the **Minister** and continue to implement the approved **Queens Corner Building** Design Plan until the **completion of the Action**.

   c) The **Queens Corner Building** Design Plan must include:

      i) The proposed location and architectural design of the **Queens Corner Building**.

      ii) An explanation of the visual amenity impacts to the heritage values of the **QVM** heritage place.

      iii) A demonstration of how the proposed architectural design of the **Queens Corner Building** is consistent with the principles in Table 2.2 of the **Final Public Environment Report**.

      iv) A detailed summary of stakeholder engagement and public consultation that has been undertaken to inform the design of the **Queens Corner Building**, including consultation with the Australian Heritage Council and the approval holder's response to views of the Australian Heritage Council.

10) In preparing the National Heritage Protection Plan (under condition 6), Heritage Interpretation Plan (under condition 7), and **Queens Corner Building** Design Plan (under condition 9), the approval holder must:

   a) Ensure each plan is prepared by a suitably qualified and experienced practitioner.

   b) Consider the National Heritage management principles as set out in the Schedule 5B of the **EPBC Regulations**.

   c) Prepare the document in consideration of the department's **Environmental Management Plan Guidelines**.

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11) To minimise potential impacts to the continued viable operation of the **QVM** as a produce market, the approval holder must:

a) Provide public access to a minimum of 200 carparks in the existing at-grade carpark within the **Heritage Place Boundary** until at least 200 new carpark spaces created under the **towers** are available for public use.

b) Ensure access to functional storage capacity for market stallholders equivalent to or greater than the minimum utilised functional storage capacity of the **Franklin Street Stores** at the date of this approval, being 3.5 Stores, prior to any loss of storage space from the **Franklin Street Stores**.

c) Minimise and mitigate the impacts of construction of the action on the operation of the **QVM**, consistent with section 5.3.4 and 6.2 of the **final Public Environment Report**.

12) The Action must be undertaken in accordance with the relevant conditions of any permit granted under the *Heritage Act 2017* (Vic).

SUBMISSION AND PUBLICATION OF PLANS

15) Wherever these conditions require the approval holder to submit any **plan** to the **department**, all such **plans** must be submitted to the **department** electronically.

16) Unless otherwise agreed to in writing by the **Minister**, the approval holder must publish each **plan** on the **website** within 15 **business days** of the date the **plan** is approved by the **Minister** in writing, if the **plan** requires the approval of the **Minister**.

17) The approval holder must keep all **plans** published on the **website**, in a format that is easily accessible and downloadable, from the first date which that **plan** must be published and until the expiry date of this approval. This requirement applies to all current and superseded versions of **plans**.

MODIFICATIONS TO STATE OR TERRITORY APPROVAL

18) The approval holder must notify the **department** in writing of any proposed change to the conditions of any permit under the *Heritage Act 2017 (Vic)* that may relate to **protected matters** within 2 **business days** of formally proposing such a change and within 5 **business days** of becoming aware of any proposed change. Such notification must include a copy of the new conditions and showing what changes have been made.

19) The approval holder must notify the **department** in writing of any change to the conditions of approval under of the *Heritage Act 2017* (Vic) that may relate to protected matters, within 5 **business days** of such a change to conditions coming into effect. Such notification must include a copy of the changed conditions of approval under of the *Heritage Act 2017 (Vic)* showing what changes have been made.

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COMMENCEMENT OF THE ACTION

20) The approval holder must notify the **department** electronically of the date of **commencement of the Action**, within 5 **business days** following **commencement of the Action**.

21) The approval holder must not **commence the Action** later than 5 years after the date of this approval decision.

COMPLIANCE RECORDS

22) The approval holder must maintain accurate and complete **compliance records** and document the procedure for recording and storing **compliance records**.

23) If the **department** makes a request in writing, the approval holder must provide electronic copies of **compliance records** to the **department** within the timeframe specified in the request.

Note: Compliance records may be subject to audit by the **department**, or by an **independent auditor** in accordance with section 458 of the **EPBC Act**, and/or be used to verify compliance with the conditions. Summaries of the results of an audit may be published on the **department's** website or through the general media.

ANNUAL COMPLIANCE REPORTING

24) The approval holder must prepare a **compliance report** for each **Annual Compliance Report period** (**ACR period**).

25) The approval holder must ensure each **compliance report** includes:

a) accurate and complete details of compliance and any non-compliance with:

i) each condition attached to this approval decision,

ii) each condition imposed under the conditions attached to any permit issued under the *Heritage Act 2017* (Vic), and

b) all commitments made in each **plan**,

c) a schedule of all **plans** in effect in relation to these conditions during the **ACR period**,

d) accurate and complete details of how each **plan** was implemented during the **ACR period**, and

e) if any **incident** occurred, accurate and complete details of each **incident**.

26) The approval holder must ensure each **compliance report** is completed to the satisfaction of the **Minister** and is consistent with the *Annual Compliance Report Guidelines*, Commonwealth of Australia 2023.

27) The approval holder must, within 20 **business days** following the end of each **ACR period**, in a format that is easily accessible and downloadable, publish each compliance report on the **website**:

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28) The approval holder must notify the **department** electronically, within 5 **business days** of each date of publication that the **compliance report** has been published on the **website**. In this notification, the approval holder must provide the **department** with the web address for where the **compliance report** and related **shapefile** are published on the **website**.

29) The approval holder must keep each **compliance report** and related **shapefile** published on the **website** from the first date which that **compliance report** must be published and until the expiry date of this approval.

Note: Compliance reports may be published on the **department's** website.

REPORTING NON-COMPLIANCE

30) The approval holder must notify the **department** electronically, within 2 **business days** of becoming aware of any **incident**. The approval holder must specify in each notification:

a) any condition or commitment made in a **plan** which has not been, or may have not been, complied with,

b) a short description of the **incident**, and

c) the location (if applicable, including co-ordinates), date and time of the **incident**.

31) The approval holder must provide to the **department** in writing, within 12 **business days** of becoming aware of an **incident**, the details of that **incident**. The approval holder must specify:

a) all corrective measures and investigations which the approval holder has already taken in respect of the **incident**,

b) the potential impacts of the **incident**,

c) the method and timing of any corrective measures that the approval holder proposes to undertake to address the **incident**, and

d) any variation of these conditions or revision of a **plan** that will be required to prevent recurrence of the **incident** and/or to address its consequences.

INDEPENDENT AUDIT

32) The approval holder must ensure that an **independent audit** of compliance with the conditions is conducted for every **audit period**.

33) The approval holder must submit details of the proposed **independent auditor** and their qualifications to the **department** within 10 **business days** following the end of each **audit period**.

34) The approval holder must ensure the scope of each **independent audit** is sufficient to determine the compliance status for each condition of approval, and each commitment made in each **plan**.

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35) The approval holder must ensure the criteria for each **independent audit** and the undertaking of each **independent audit** are consistent with the **Independent Audit and Audit Report Guidelines**.

36) The approval holder must submit an **audit report** to the **department** for written agreement from the **department** within 3 months following the end of each **audit period**, or as otherwise directed by the **Minister** in writing.

37) The approval holder must ensure each **audit report** is completed to the satisfaction of the **Minister** and is consistent with the **Independent Audit and Audit Report Guidelines** to the extent that the **Independent Audit and Audit Report Guidelines** are consistent with these conditions.

38) The approval holder must publish each **audit report** on the **website**, in a format that is easily accessible and downloadable, within 10 **business days** of the date the **department** agrees to that **audit report** in writing.

39) The approval holder must notify the **department** within 5 **business days** of the date the **audit report** is published on the **website**. In this notification, the approval holder must provide the **department** with the web address for where the **audit report** is published on the **website**.

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COMPLETION OF THE ACTION

41) Within 20 **business days** after the **completion of the Action**, and, in any event, at least 20 **business days** prior to the expiry date of this approval, the approval holder must notify the **department** electronically of the date of **completion of the Action** and provide **completion data**. The approval holder must submit any spatial data that comprises **completion data** as a **shapefile**.

42) The approval holder must notify the **department** electronically at least 60, but not more than 70, **business days** prior to the expiry date of this approval, that the approval is due to expire.

Note: Section 145C of the **EPBC Act** entitles the approval holder to request an extension to the period of effect of this approval.

Part C – Definitions

Words and terms appearing in **bold** (excluding headings) have the meaning assigned to them in the list below:

Action area means the location of the Action, represented in Attachment A by the zone enclosed by the blue solid line and labelled 'Action Area'.

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Annual Compliance Report period or **ACR period** means each subsequent 12-month period following the date of this approval decision until the expiry date of this approval, unless otherwise specified in writing by the **Minister**.

Archival photo(s) means any relevant archival photographs including those taken as part of the **Archival quality photographic survey**.

Archival quality photographic survey means a photographic survey undertaken in accordance with the Heritage Victoria Technical Note *Specification for submission of archival photographic records* (2019).

Audit period means each subsequent five-year period following the **commencement of the Action** until the expiry date of this approval unless otherwise specified in writing by the **Minister**.

Audit report means a written report of an **independent audit**.

Business day means a day that is not a Saturday, a Sunday, or a public holiday in Victoria.

Canopy bay means an individual component of the **Franklin Street Stores** canopy, corresponding to and aligned with an individual store.

Commence the Action or **commences the Action** means the first instance of any on-site **clearing**, **construction** or other physical activity associated with the Action, but does not include minor physical disturbance necessary to:

- Undertake pre-clearance surveys or monitoring programs.
- Install signage and/or temporary fencing to prevent unapproved use of the **Action area**, so long as the signage and/or temporary fencing is located where it does not **harm** any **protected matter**.
- Protect environmental and property assets from fire, weeds, and feral animals, including use of existing surface access tracks.
- Install temporary site facilities for persons undertaking pre-commencement activities so long as these facilities are located where they do not **harm** any **protected matter**.

Commencement of the Action means the date on which the approval holder **commences the Action**.

Completion data means an environmental report and spatial data clearly detailing how the conditions of this approval have been met.

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Completion of the Action means the date on which all activities associated with the approved Action, other than those which provide compensation for the impacts of the Action, have permanently ceased and/or been completed.

Compliance records means all documentation or other material in whatever form required to demonstrate compliance with these conditions of approval (including compliance with commitments made in **plans**) in the approval holder's possession, or that are within the approval holder's power to obtain lawfully.

Compliance report means a written report of compliance with, and fulfilment of, these conditions (including compliance with commitments made in **plans**).

Construction means:

- the erection of a building or structure that is, or is to be, fixed to the ground and wholly or partially fabricated on-site,
- the alteration, maintenance, repair or demolition of any building or structure,
- any work which involves breaking of the ground (including pile driving) or bulk earthworks,
- the laying of pipes and other prefabricated materials in the ground, and
- any associated excavation work.

Construction does not include the installation of temporary structures, fences, bollards, barriers or signage. **Construction** does not include conducting archaeological surveys or **Early Works**.

Department means the Australian Government agency responsible for administering the **EPBC Act**.

Early Works means works associated with site establishment, basement excavation, removal of the southern and eastern canopies of the **Franklin Street Stores**, formation of the perimeter basement retention structure and piling for the **Towers,** and the provision for future service connections.

Environmental Management Plan Guidelines means the *Environmental Management Plan Guidelines*, Commonwealth of Australia 2024.

EPBC Act means the *Environment Protection and Biodiversity Conservation Act 1999* (Cth).

EPBC Act Regulations means the *Environment Protection and Biodiversity Conservation Regulations 2000* (Cth).

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Final Public Environment Report means the finalised Public Environment Report for the action under the assessment under Part 8 of the EPBC Act.

Footprint means the extent of fully enclosed buildings and the tower structures at ground level.

Franklin Street Stores means the **QVM** buildings located along the southern edge of **QVM** to be restored and adapted by the Action, represented in Attachment A by the two grey zones separately labelled 'FSS' and conjunctively labelled 'Franklin Street Stores'.

Harm means to cause any measurable direct or indirect disturbance or deleterious change as a result of any activity associated with the Action.

Heritage Place Boundary is the boundary of **QVM** is specified in the Notice of inclusion in the National Heritage List, and represented in the map published on the **department**'s website by the red line designated 'Final boundary' at: https://www.dcceew.gov.au/sites/default/files/env/pages/925b5fcb-86dc-46b9-bcdb-08a0fbc90e33/files/queen-victoria-market-location-map.pdf

Incident means any:

- event which has the potential to, or does, **harm** any **protected matter**,
- potential non-compliance with these conditions, including the administrative requirements,
- actual non-compliance with these conditions, including the administrative requirements,
- potential non-compliance with one or more commitment made in a **plan**, and/or
- actual non-compliance with one or more commitment made in a **plan**.

Independent audit means an audit, conducted by an **independent auditor**, of compliance with and fulfilment of these conditions and the commitments made in **plans**, objectively evaluated against the audit criteria developed by the **independent auditor**, in accordance with the **Independent Audit and Audit Report Guidelines** to the extent that the **Independent Audit and Audit Report Guidelines** are consistent with these conditions.

Independent Audit and Audit Report Guidelines means the *Environment Protection and Biodiversity Conservation Act 1999 Independent Audit and Audit Report Guidelines*, Commonwealth of Australia 2019.

Independent auditor means a person, or firm, who:

- does not have any individual, financial*, employment* or family affiliation or any conflicting interests with the Action, the approval holder or the approval holder's staff, representatives, or associated persons,

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- has demonstrated experience in undertaking government-regulated environmental compliance audits, and
- holds relevant professional qualifications and accreditations.

*Other than for the purpose of undertaking the role for which the person, or firm, is required.

Jornung-Biik Laneway means the proposed new laneway, to be an east-west public lane known as Jornung-Biik which is to be located between Towers 1 and 2 and the **Franklin Street Stores**.

Market Square means the public open space to be delivered by the Action, represented in Attachment A by the zone shaded green and labelled 'Market Square'.

Minister means the Australian Government Minister administering the **EPBC Act**, including any delegate thereof.

Old Melbourne Cemetery means the former cemetery represented in Attachment A by the area enclosed by the hashed blue line and labelled 'Old Melbourne Cemetery'.

Plan means any action management plan or strategy that the approval holder is required by these conditions to implement.

Podium means the lower portion of a tower.

Protected matter means a matter protected under a controlling provision in Part 3 of the **EPBC Act** for which this approval has effect.

Queens Corner Building means the low-rise civic building to be delivered by the Action, represented in Attachment A by the zone shaded yellow and labelled 'Queens Corner Building'.

QVM means the National Heritage listed place Queen Victoria Market, included in the National Heritage List on 23 July 2018.

Shapefile means location and attribute information about the Action provided in an Esri shapefile format containing:

- '.shp', '.shx', '.dbf' files,
- a '.prj' file which specifies the projection or geographic coordinate system used, and
- an '.xml' metadata file that describes the shapefile for discovery and identification purposes.

Towers means Towers 1, 2 and 3 which are proposed to be constructed in the areas shaded blue in Attachment A.

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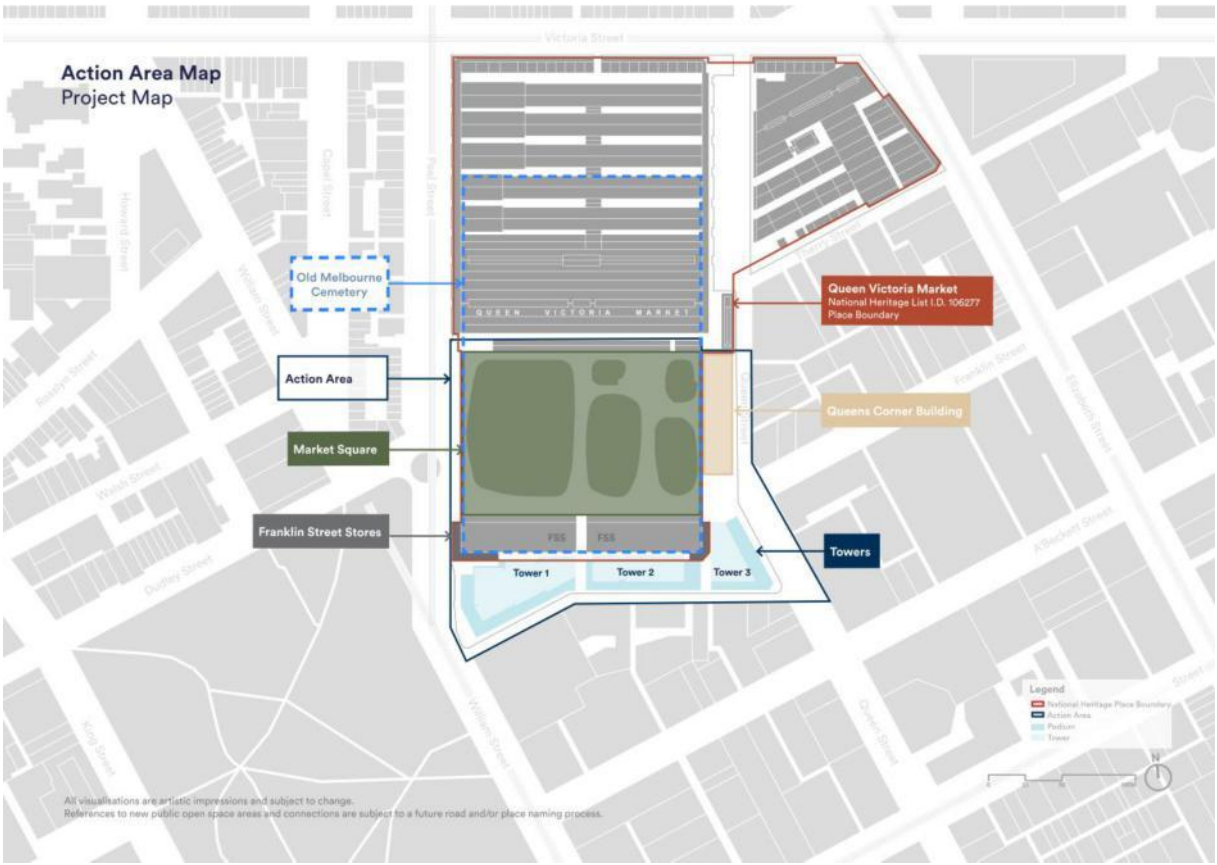
OFFICIAL
Document 13

DRAFT

Website means a set of related web pages located under a single domain name attributed to the approval holder and available to the public.

Attachments

A: Action Area Map



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13 June 2025

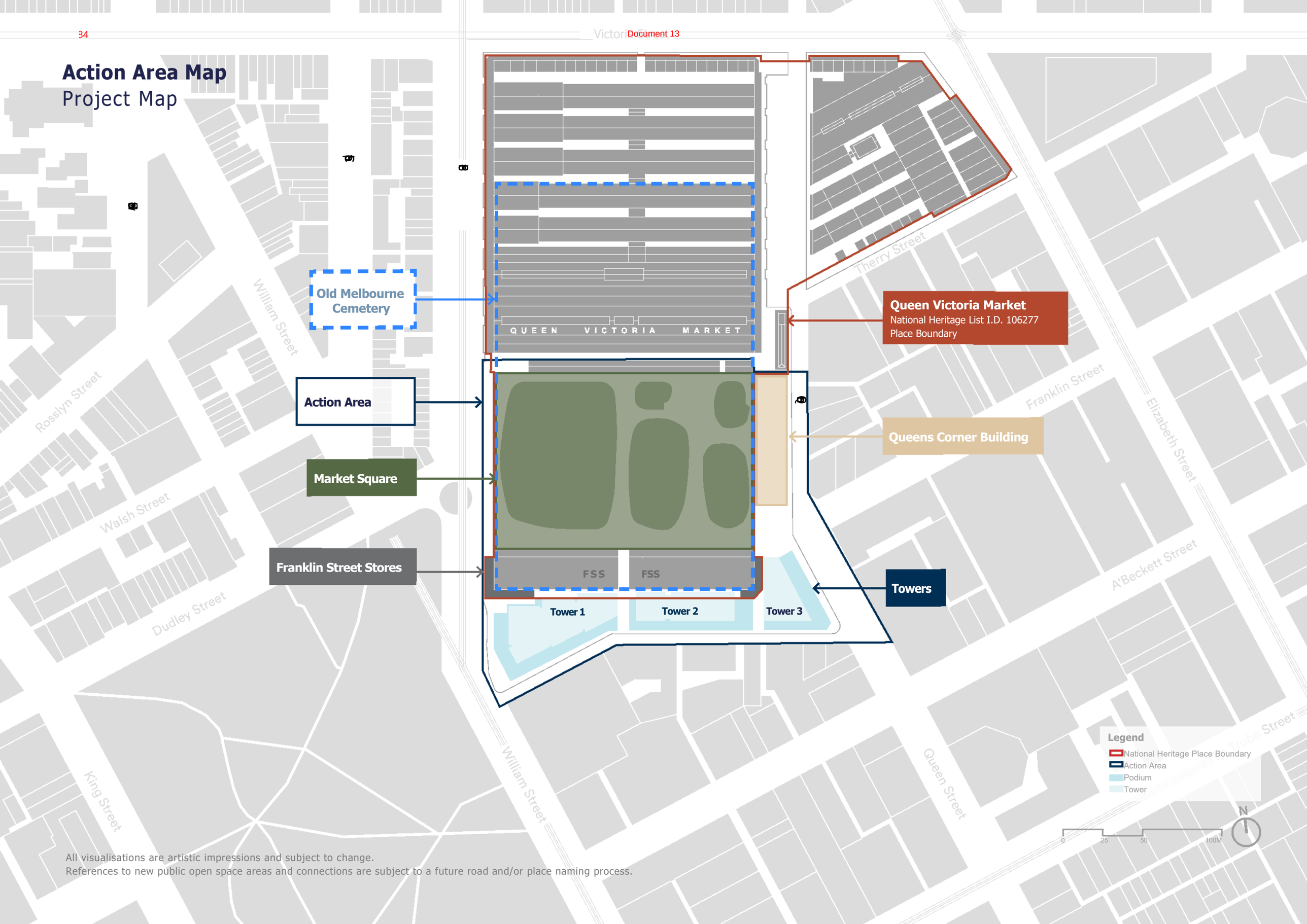
Attachment 5 – Revised Action Area Map

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Document 13

Action Area Map

Project Map



All visualisations are artistic impressions and subject to change.
References to new public open space areas and connections are subject to a future road and/or place naming process.

Queen Victoria Market Southern Development (2024/09860) – Post Proposed Decision meeting

Meeting details

- **Date**: 4 June 2025
- **Time**: 1:00 pm
- **Location**: Virtual

Minutes item overview

This meeting record is intended to capture key discussion points, and all actions and outcomes agreed by the Committee. Item summary topics are listed below.

1. Extra time to comment on proposed decision – Lendlease will formally request
2. Conditions - general
3. Condition 2
4. Statement of Reasons
5. Staged Development
6. Other Amendments
7. Conclude

Attendance list

- **Attendees:**

  Proponent

  - s. 22(1)(a)(ii) – Lendlease CEO
  - s. 22(1)(a)(ii) Lendlease
  - s. 22(1)(a)(ii) Lendlease
  - s. 22(1)(a)(ii) Scape
  - s. 22(1)(a)(ii)
  - s. 22(1)(a)(ii) Lovell Chen

  DCCEEW (Victoria Assessments)

  - s. 22(1)(a)(ii) Acting Director
  - s. 22(1)(a)(ii) Acting Assistant Director
  - s. 22(1)(a)(ii) Assessment Officer

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- s. 22(1)(a)(ii) Assessment Officer

Item summary

1 – Extension of comment period

Presenter/speaker: Lendlease and DCCEEW

- s. 22(1)(a)(ii) request extra time for comment period
- s. 22(1)(a)(ii) request granted. Informed that comment period can be as long as needed. It was noted State have requested until 25 June and DCCEEW intends to grant State an extension.
- As of 5 June 2025 State granted extension
- s. 22(1)(a)(ii) noted Lendlease sent DCCEEW a preliminary response – intend to provide more detailed response later. Lendlease showcased the design changes which included changing Tower 1 to residential including the extra 1050 residences and 31 additional affordable dwellings , set Tower 1 back further, reducing cantilever, and Tower 3 setting back of lower-level building floors to increase visibility of the views of Franklin Street Stores.

2 – Discuss Conditions in general

Presenter/speaker: s. 22(1)(a)(ii) and DCCEEW

- s. 22(1)(a)(ii) asked can Lendlease contribute to condition formulation, and how conditions are drafted.
- s. 22(1)(a)(ii) responded that substantial conditions changes ill result in a second invitation to comment. Conditions are drafted in consultation with decision maker.
- Lendlease noted Conditions make project unfeasible.

3 – Condition 2)a)

Presenter/speaker: s. 22(1)(a)(ii) and DCCEEW

Condition 2)a) requires Lendlease to build the towers so no part of any of them are within 6m of the National Heritage boundary, including cantilevering parts.

- Condition 2)a) is critical primary concern to the project.
- Lendlease questioned value of 6m and why setback not mentioned during assessment
- s. 22(1)(a)(ii) noted DCCEEW regulates actions as proposed. Lendlease asked to provide alternatives in assessment process. It was noted 6m is based on Australian Heritage Council advice. DCCEEW was not provided any option to setback Towers in assessment process. Therefore had to rely on advice.

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- Lendlease noted DCCEEW made aware setback would render project unfeasible – consequence, cannot provide heritage benefits as a result.
- s. 22(1)(a)(ii) noted the benefits were considered and outweighed by negative impacts – Minister was aware of benefits, unfeasibility and consequences to heritage benefits.
- s. 22(1)(a)(ii) reiterates setback, unfeasible project and no heritage benefits. Noted Lendlease rethinking the western end of towers/new laneway. Asked whether a redesign could work s. 22(1)(a)(ii) noted conditions can be removed or changed if the are assessed as not being necessary.
- s. 22(1)(a)(ii) asked if Towers can receive separate approval s. 22(1)(a)(ii) noted the Minister can accept part of a proposal and reject another part.
- s. 22(1)(a)(ii) noted 6m setback jeopardises the basement carpark.

3 – Condition responsibility

Presenter/speaker: s. 22(1)(a)(ii) and DCCEEW

Disagreement on previous communication regarding who is responsible for delivery conditions. Shelved for later.

3 – Condition 3

Presenter/speaker: s. 22(1)(a)(ii) and DCCEEW

Condition 3 requires a tower design plan be submitted for Minster approval before commencement of the action.

- Lendlease questioned whether condition 3 is duplicative of state conditions, noted multiple parties need to approve the tower design.
- s. 22(1)(a)(ii) noted DCCEEW conditions policy – aims to reduce duplication.
- s. 22(1)(a)(ii) noted that alignment of conditions is streamlined through bilateral agreement assessments and that Federal gov frequently requires approval of plans post approval, even if State has the same requirement. It was later noted that waiting to refer under the EPBC Act until after the State had provided a Permit has further complicated conditions.
- Federal conditions are required if the State condition does not provide the adequate protection to MNES.
- Lendlease later noted that different levels of regulation make it complicated to implement. DCCEEW responded that State and Federal governments have different requirements that can't always be achieved by one condition set.

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Condition 3 – Confusion regarding mentioning of cantilever in condition 3.
It was mentioned multiple times that the inclusion of the word cantilever in condition 3 was confusing given condition 2 said no cantilevering. Cantilevering was included in the context that Lendlease may be able to create a new plan that does cantilever, the impacts aren't harmful enough to require conditions.

4 – Statement of Reasons

Presenter/speaker: Lendlease and DCCEEW

- s. 22(1)(a)(ii) asked why open setting was considered impacted.
- s. 22(1)(a)(ii) responded that we can't cover all the reasons why the decision was made, especially considering we didn't make the decision. A Statement of Reasons is the best option for that. Further noted that there is often disagreement between proponents and the department, leading to questions of why something influenced the decision.
- Discussed process and timeframe for SORs.

5 – Staged development

Presenter/speaker: Lendlease and DCCEEW

- s. 22(1)(a)(ii) expressed that the conditions do not allow for staged development, whereas the State conditions do
- s. 22(1)(a)(ii) responded to say we will consider amending the condition to allow for staged development where appropriate.

6 – Other amendments

Presenter/speaker: Lendlease and DCCEEW

- Discussed some of the simpler amendments – altering the reference to the boundary, photo survey, maintenance of carpark volumes, availability of Franklin Street Stores storage capacity, definition of footprint.
- DCCEEW committed to making amendments where we can.

7 – Revisit Condition 2 – development unfeasible with Condition 2 as is.

Presenter/speaker: Lendlease and DCCEEW

- s. 22(1)(a)(ii) refocused to condition 2 as it is the key condition. Without amendment, the whole project is not going to happen. Benefits and reason for doing the Towers rehashed. New design benefits highlighted, including the extra 1050 residences provided now that Tower 1 is residential.
- None of the positives can be achieved without the development.

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7 – Conclude

Presenter/speaker: Lendlease and DCCEEW

- Lendlease wrapped up by stating that the meeting was a preliminary response and a formal written response would still be provided.
- Lendlease requested an extension – we said whatever timeframe they requested would be granted.

Meeting close

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Queen Victoria Market Southern Development (2024/09860) – Post Proposed Decision - Second meeting

Meeting details

- **Date**: 10 July 2025
- **Time**: 9:00 am
- **Location**: Virtual

Minutes item overview

This meeting record is intended to capture key discussion points, and all actions and outcomes agreed by the Committee. Item summary topics are listed below.

1. Process
2. Intention of condition amendment
3. Specificities of infeasibility and other regulatory controls
0.

Attendance list

- **Attendees:**

  Proponent

  - s. 22(1)(a)(ii) – Lendlease CEO
  - s. 22(1)(a)(ii) Lendlease
  - s. 22(1)(a)(ii) Lovell Chen

  DCCEEW (Victoria Assessments)

  - s. 22(1)(a)(ii) Acting Director
  - s. 22(1)(a)(ii) – Assistant Director
  - s. 22(1)(a)(ii) Assessment Officer

Item summary

1 – Process of upcoming steps

Presenter/speaker: Lendlease and DCCEEW

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- s. 22(1)(a)(ii) covered the upcoming steps – work on condition amendments, extend the timeframe for decision and prepare recommendation for Minister Watt. Discussed level of engagement with others, such as Heritage Victoria.

2 – Intention of Condition Changes

Presenter/speaker: s. 22(1)(a)(ii) and DCCEEW

- s. 22(1)(a)(ii) asked Lendlease to explain what the intention of the amendments were, noting that the reason we put those condition on was to protect National Heritage values of QVM.
- s. 22(1)(a)(ii) responded by summarizing all the positives, including the Heritage benefits of the project and noted that without the condition being changes the project cannot go ahead. Lendlease see the project as being overall beneficial to QVM, so the impacts of the project are necessary side effect, which will ultimately be worth it.

3 – Discuss what makes the project infeasible and other regulatory controls that limit how Lendlease can respond to our conditions

Presenter/speaker: s. 22(1)(a)(ii) and DCCEEW

Setback

s. 22(1)(a)(ii) asked what exactly makes the project unfeasible if they comply with the 6m setback imposed by condition 2.

- Lendlease noted smaller size will make the building unprofitable, the technical challenges of making a building a thin as it would be with the 6m setback. ^m setback also means the towers couldn't achieve other state and city wide building controls, such as the "better apartments guidelines.
- Lendlease have an agreement to delivery the project referred with City of Melbourne.

Canopy removal

- Canopy removal is technically not needed, but it has major impacts on the ulityi of the space below.

s. 22(1)(a)(ii) requested if they could get expert support for canopy removal. Remove duplication of state conditions

- Revisit duplication, and commonality of State and federal having similar conditions.
- Lendlease explained that DTP is able to regulate the action outside of the National Heritage boundary, unlike Heritage Victora which can only regulate action inside the boundary.

Timing and complexity

- Revisit the sheer logistical challenge of multiple levels of government approval.

4 – Further changes to project

Presenter/speaker: s. 22(1)(a)(ii) and DCCEEW

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- Discuss further changes to project including reducing cantilever of Tower 2 at the lower levels. Specifics weren't readily available but Lendlease took it on notice to provide clarification and numbers.

5 – Other amendments

Presenter/speaker: s. 22(1)(a)(ii) and DCCEEW

- Clarified the photo survey does not need to be done again.
- DCCEEW informed Lendlease that many of the minor changes requested were happening such as using a different map to define the area, including definitions, etc.

6 – Conclude

Presenter/speaker: Lendlease and DCCEEW

- Lendlease expressed interest in workshopping the outcome and were open to discuss at any time.
- s. 22(1)(a)(ii) noted we aren't trying to negotiate conditions but trying to understand what the intention of these conditions are, to inform the potential amendments.

Meeting close

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Queen Victoria Market Southern Development (2024/09860) – Post Proposed Decision - Third meeting

Meeting details

- **Date**: 25 July 2025
- **Time**: 2:00 pm
- **Location**: Virtual

Minutes item overview

This meeting record is intended to capture key discussion points, and all actions and outcomes agreed by the Committee. Item summary topics are listed below.

1. Review changes
2. Caveat to further feedback
3. Clarifying definitions and requests to condition changes
4. New Tower 2 Design
5. Next step

Attendance list

- **Attendees:**

  Proponent

  - s. 22(1)(a)(ii) – Lendlease CEO
  - s. 22(1)(a)(ii) Lendlease

  DCCEEW (Victoria Assessments)

  - s. 22(1)(a)(ii) Acting Director
  - s. 22(1)(a)(ii) Assessment Officer

Item summary

1 – Review changes to Conditions

Presenter/speaker: DCCEEW

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- DCCEEW covered the changes made to conditions. Notably Condition 2 which no longer requires the 6m buffer or full canopy retention.
- Lendlease welcomed changes. Noted they still have some requests and would provide thoe on Monday 29 July 2025.

2 – Further feedback on Conditions

Presenter/speaker: s. 22(1)(a)(ii) and DCCEEW

- s. 22(1)(a)(ii) explained that any further changes suggested by Lendlease should consider that we want to see commitment to protecting the Heritage values. Plans need to show the intent if they are not requiring approval.
- The conditions must ensure that the intent to minimise impacts is embedded and cant be circumvented.

3 – Clarifications and questions Clarifying definitions and requests to condition changes

Presenter/speaker: Lendlease

- DCCEW seek clarity on some of Lendlease requests conditions such tenancy guidelines, definition of footprint, addition of the term 'general' to the requirement to implement measures in Section 5.2.1 of the PER, and removal of requirement to follow Heritage Victoria permit once no longer in effect.
- Lendlease responded that tenancy guidelines will be part of the Heritage Permit and bound to title, footprint means that there wont be any unexpected things in the heritage boundary like planters or seating etc, 'general' requested because section 5.2.1 has diagrams and condition could be mistaken to mean the diagrams must be followed when they were only conceptual diagrams and permits must be in effect for the associated activities to be undertaken so making Lendlease obey a permit no longer in effect doesn't make sense and might even cause contradictions.

4 – Tower 2 New design

Presenter/speaker: Lendlease

- s. 22(1)(a)(ii) presented the new design for Tower 2 which provides further spacing between the Stores and Tower 2.
- DCCEEW request to update conditions to reflect new constraints/measurements a New Tower 2 Design and submit design with feedback.

4 – Next Steps

Presenter/speaker: Lendlease and DCCEEW

- DCCEEW to further amend conditions based on meeting outcome and send revised draft final conditions to Lendlease for feedback.

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- Lendlease to provide feedback, new map with Towers included in diagram, shapefile of components, new tower design update conditions to capture Tower 2 measurements and provide a useful working definition of ‘podium’.

Meeting close

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From: s. 22(1)(a)(ii) @lendlease.com>
Sent: 29/07/2025 7:32:43 PM
To: s. 22(1)(a)(ii) @dcceew.gov.au>
Cc: s. 22(1)(a)(ii) @dcceew.gov.au>; s. 22(1)(a)(ii) s. 22(1)(a)(ii) @dcceew.gov.au>; s. 22(1)(a)(ii) @lendlease.com>
Subject: Queen Victoria Market Southern Development project (2024/09860) - Final Decision - Draft Conditions [SEC=OFFICIAL]
Attachments: 20250729 Final Decision DRAFT Conditions - Lendlease mrk-up.docx

OFFICIAL

Hi s. 22(1)(a)(ii)

Thank you for providing the revised conditions.

Please refer attached our final mark-up for 3 minor issues we have identified, being:

- Notice of approval decision – conditions of approval. I assume this should say the approval is subject to conditions.
- Condition 2 e) – the inclusion of 'excluding structure' will avoid a compliance issue due to interpretation at a later point.
- Condition 6 c) – this condition still poses a staging issue for the described works within the National Heritage Boundary. We have proposed some additional drafting at 6 c vi to avoid this issue.

There are no further comments.

I can also confirm that at least 200 new car park spaces will be created. The revised design of Tower 2 will not impact this provision.

s. 22(1)(a)(ii) please advise regarding the shape file and we will get it prepared and

submitted. Kind regards

s. 22(1)(a)(ii)
Executive Director, Development – Victoria
Level 14, Two Melbourne Quarter
697 Collins Street, Docklands, Wurundjeri Country, Victoria 3008
M s. 22(1)(a)(ii)
s. 22(1)(a)(ii) @lendlease.com I www.lendlease.com



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LEX 83484

We acknowledge the Traditional Owners of country throughout Australia and recognise their continuing connection to land, waters and community. We pay our respect to them and their cultures and to Elders past and present.

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From: s. 22(1)(a)(ii) @dcceew.gov.au>
Sent: Tuesday, 29 July 2025 5:34 PM
To: s. 22(1)(a)(ii) @lendlease.com>
Cc: s. 22(1)(a)(ii) @dcceew.gov.au>; s. 22(1)(a)(ii) @dcceew.gov.au>; s. 22(1)(a)(ii) @lendlease.com>
Subject: RE: [EXT]:Queen Victoria Market Southern Development project (2024/09860) - Final Decision - Draft Conditions [SEC=OFFICIAL]

OFFICIAL

Hi s. 22(1)(a)(ii)

Thank you to s. 22(1)(a)(ii) for providing the response below.

In relation to your comments, the department has not made consequential amendments to the draft conditions in all cases. Please refer to the revised conditions in the attached document.

Additionally, the department has included conditions 2 e) and 2 g) to reflect actions related to the development of Tower 3, removed 'accepted' from condition 7 a) and provided minor inclusions/edits to create a definition of 'Tower 2 podium' and amend the definition of 'Tower'.

Please confirm at least 200 new car park spaces will be created given the latest redesign of Tower 2's structure (reference to point 1, Tower 2 design adjustment – overview, 28 July 2025). This is relevant to condition 11 a).

The department considers these conditions final, please indicate your agreeance.

Kind regards,

s. 22(1)(a)(ii)

Assistant Director | Environment Assessments (Victoria and Tasmania) and Post Approvals Branch **P** s. 22(1)(a)(ii)

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LEX 83484

From: s. 22(1)(a)(ii) @lendlease.com>
Sent: Monday, 28 July 2025 6:51 PM
To: s. 22(1)(a)(ii) @dcceew.gov.au>
Cc: s. 22(1)(a)(ii) @dcceew.gov.au>; Watt, Murray (Senator) <senator.watt@aph.gov.au>; EPBC.VicTas <epbc.victas@dcceew.gov.au>; s. 22(1)(a)(ii) @lendlease.com>
Subject: RE: [EXT]:Queen Victoria Market Southern Development project (2024/09860) - Final Decision - Draft Conditions [SEC=OFFICIAL]

OFFICIAL

Hi s. 22(1)(a)(ii)

Following Friday's meeting, and the draft decision notice subsequently issued, please find attached our response including:

- Further changes to the Tower 2 design and associated heritage expert advice, which together demonstrate a better heritage outcome is achieved
- Our response to the draft decision notice and associated issued on Friday, including rationale for the proposed changes
    - Track changes word version also attached for your ease of reference
- Updated Attachment A map as requested

Regarding the Shapefile, and as s. 22(1)(a)(ii) discussed with s. 22(1)(a)(ii) we'll await your advice on the details required from the Shapefile. We'll then co-ordinate the file asap.

We are cognisant of the timeframes involved, so would welcome a further meeting tomorrow or Wednesday. Additionally, we are on standby to provide further information or clarifications as required.

We look forward to discussing further.

Warm Regards,
s. 22(1)(a)(ii)
Senior Development Manager
Level 14, Two Melbourne Quarter,
697 Collins Street, Docklands, Wurundjeri Country VIC 3008
M s. 22(1)(a)(ii)
s. 22(1)(a)(ii) @lendlease.com | lendlease.com

We acknowledge the Traditional Custodians of country throughout Australia and recognise their continuing connection to land, waters and community. We pay our respects to them, their cultures and to Elders past and present.

Learn more about the Lendlease Reconciliation Action Plan here.

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From: s. 22(1)(a)(ii) @dcceew.gov.au>
Sent: Friday, 25 July 2025 4:04 PM
To: s. 22(1)(a)(ii) @lendlease.com>
Cc: s. 22(1)(a)(ii) @dcceew.gov.au>; s. 22(1)(a)(ii) @lendlease.com>
Subject: [EXT]:Queen Victoria Market Southern Development project (2024/09860) - Final Decision - Draft Conditions [SEC=OFFICIAL]

Caution: External email, verify the sender before opening links, attachments or responding.

OFFICIAL

Hi s. 22(1)(a)(ii)

Please find the draft conditions attached for you review and feedback.

Please note, we have finalised the outstanding edits and made a few more following our discussion this afternoon.

- We have removed the condition related to tenancy guidelines and the subsection referring to Section 5.2.1 and updated wording regarding root incursion.
- Early works definition also updated as discussed in the meeting.
- Construction definition amended to clearly exclude early works activities from the definition of construction.

We have realised we require an amended map for the definitions of the towers.

We request that you provide an image that contains the Action Area, Franklin Street Stores, Market Square, Old Melbourne Cemetery, Queens Croner Building and Queen Victoria Market National Heritage boundary as currently depicted which also includes the boundaries of Towers 1, 2 and 3, and appropriately labelled for reference in the definition of 'Towers'.

Please also provide a shapefile that captures the boundaries of the Towers and other components of the Action.

Please note s. 22(1)(a)(ii) 2 comments referencing definition of 'footprint' and 'podium'.

Let me know if you have questions.

Thank you

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s. 22(1)(a)(ii)

Environment Assessment Officer

Victoria Assessments Section | Environment Assessments (Vic and Tas) and Post Approvals Branch | Environment Regulation Division

Department of Climate Change, Energy, the Environment and Water

Wurundjeri Woi Wurrung Country, Level 3, 500 Bourke St, Melbourne, VIC, 3000| GPO Box 3090

Es. 22(1)(a)(ii) _____ **|** s. 22(1)(a)(ii)

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Cc: s. 22(1)(a)(ii) @dcceew.gov.au>s. 22(1)(a)(ii) s. 22(1)(a)(ii) @dcceew.gov.au>; s. 22(1)(a)(ii) @lendlease.com>
Subject: RE: [EXT]:Queen Victoria Market Southern Development project (2024/09860) - Final Decision - Draft Conditions [SEC=OFFICIAL]
Attachments: 20250730 Final Decision DRAFT Conditions.pdf

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Hi s. 22(1)(a)(ii)

Thank you for this final version.

We accept the attached version, as you issued, as final.

We really do appreciate the collaboration with yourselves to get this final stage.

The only outstanding item is confirmation of the requirements for the Shape file for the plan referenced in appendix A, which has been discussed with s. 22(1)(a)(ii)

Let us know if you require anything further. And if possible, we would appreciate confirmation of when the final approval will be issued.

Kind regards

s. 22(1)(a)(ii)
Executive Director, Development – Victoria
Level 14, Two Melbourne Quarter
697 Collins Street, Docklands, Wurundjeri Country, Victoria 3008
M s. 22(1)(a)(ii)
s. 22(1)(a)(ii) @lendlease.com I www.lendlease.com

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Subject: [EXT]:Queen Victoria Market Southern Development project (2024/09860) - Final Decision - Draft Conditions [SEC=OFFICIAL]

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Hi s. 22(1)(a)(ii)

Thank you for the additional comments you provided yesterday evening. These have been taken into account in preparing the current version of the draft conditions, please see attached.

This draft is provided for your agreement, preferably before COB today. Please note the revisions to conditions 6 a) and 6 b) which reflect the intended staging of the action.

Kind regards,
s. 22(1)(a)(ii)

s. 22(1)(a)(ii)
Assistant Director

Environment Regulation Division | Environment Assessments (Victoria and Tasmania) and Post Approvals Branch | Victoria Assessments Section
Kuarna Country - 60 King William Street, Adelaide, South Australia
GPO Box 3090 ACT 2601
Department of Climate Change, Energy, the Environment and Water

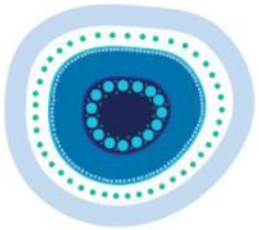
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3 June 2025

Senator the Hon. Murray Watt
Minister for the Environment and Water
Senator for Queensland

Via email: senator.watt@aph.gov.au

Dear Minister Watt,

I write in relation to the Queen Victoria Market (QVM) Southern Development Project (EPBC 2024/09860), which is one of Melbourne's most important housing projects.

Despite securing all the necessary heritage and planning approvals from Heritage Victoria and the Victorian Government, the Department of Climate Change, Environment and Water issued us a proposed decision on 30 May that make the Victorian approvals invalid.

The proposed conditions are technically not feasible and in conflict with the Victorian planning and building regulations, resulting in an undevelopable site. Further detail about the impact of the proposed conditions can be found in Attachment 1 and 2.

Additionally, the conditions are not aligned with the department's own condition-setting policy, which intends to streamline the regulatory process by avoiding duplicative or unnecessary approval conditions by relying on state conditions.

From a heritage perspective, the implications of not proceeding with the project would be the inability to deliver major heritage benefits for QVM, undermining the significant investment required to secure the market's long-term viability.

The project is a c. $1.7 billion investment in boosting Victoria's housing supply, with the project set to deliver:

- c. 570 build-to-rent apartments including a minimum of 15% affordable housing
- c. 1,150 bed student accommodation residences, responding to a critical shortage and relieving demand for other rental properties
- A 43,000 sqm office tower. There is an opportunity to change the use of the office tower to residential and significantly improve the heritage outcomes for the Project. This change would result over 2,250 new homes and student accommodation beds, including c. 130 affordable homes offered in perpetuity

This significant new residential supply will support the Albanese Government's housing polices, including the National Housing Accord target of 1.2 million new well-located homes over 5 years.

Given the heritage importance of QVM, the City of Melbourne completed a decade of careful master planning, informed by extensive public consultation, and has partnered with the State Government, Lendlease and Scape to deliver the project. Together, we've spent four years carefully designing the project to preserve and enhance the heritage of QVM.

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Lendlease Corporation Limited ABN 32 000 226 228; and
Lendlease Responsible Entity Limited ABN 72 122 883 185 AFS Licence 308983
as responsible entity for **Lendlease Trust** ABN 39 944 184 773 ARSN 128 052 595
Level 14, Tower Three, International Towers Sydney, Exchange Place
300 Barangaroo Avenue, Barangaroo NSW 2000 Australia www.lendlease.com

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Critically, in addition to housing, proceeds from the project will be reinvested to ensure the heritage attributes and long-term viability of QVM are maintained and enhanced.

We request an urgent meeting with you to discuss the proposed conditions and explore options to ensure this critical housing project can still procced while delivering on heritage outcomes for QVM.

Yours sincerely,

s. 22(1)(a)(ii)

Chief Executive Officer, Development
Lendlease

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Attachment 1

Key Impacts of Proposed Conditions 2(a) and 2(b)

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Impact of Proposed Condition 2(a)

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Critical Implications

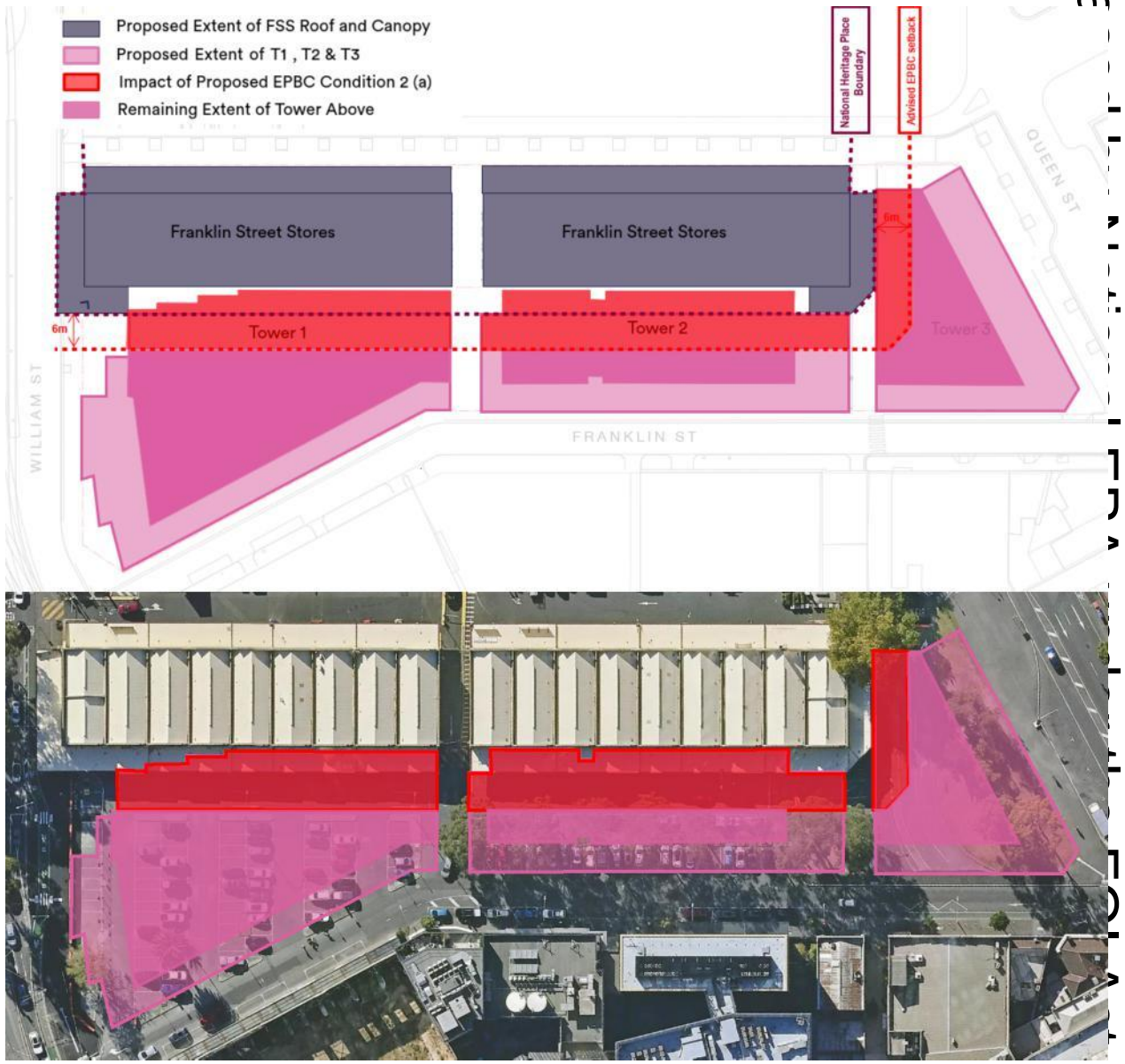
The proposed 6m setback from the National Heritage Place Boundary, being to the edge of the Franklin Street Stores Canopies, detrimentally and materially impacts each of the Towers, resulting in reduced floorplate widths of up to 11 metres.

Taking into consideration the setbacks proposed to the Tower forms, as approved and mandated under the State planning framework, this requirement would impose a gross floor area reduction (based on a mid-rise floorplate) of approximately:

- 32% for Tower 1
- 56% for Tower 2
- 22% for Tower 3

The reduced scale of the proposed Towers would result in **no funding being available to deliver the significant benefits to the QVM** as part of the broader precinct renewal program, **including the significant heritage benefits outlined in the PER**:

- Conservation and activation of the Franklin Street Stores
- 1.8-hectare new interpretive public realm landscape, Market Square
- Lost funding for market projects and impacts on the future long-term viability of QVM itself



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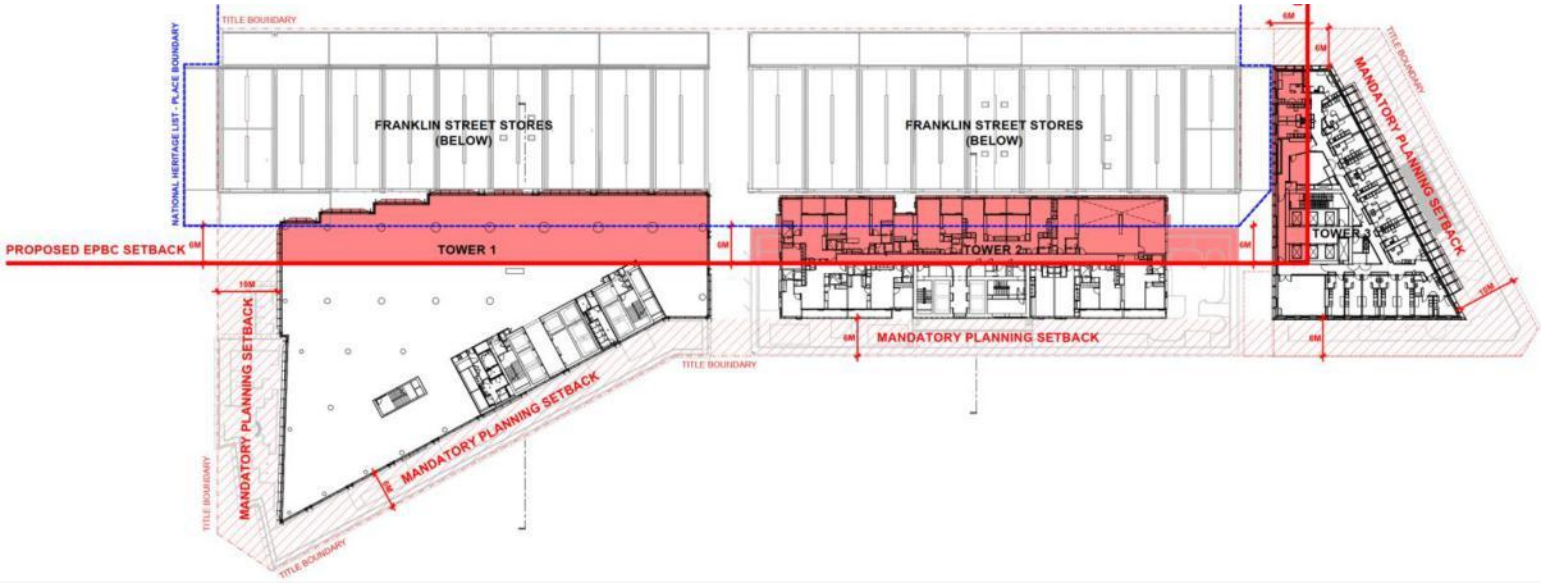
Impact of Proposed Condition 2(a)

Critical Implications

Proposed Condition 2(a) results in building envelopes which conflict with the Victorian planning and building regulations and are not technically nor commercially possible. As one of many examples, the residual width of Tower 2 (c. 8m) results in a width to height ratio of 1:20, which is too slender to achieve a structural engineering solution with sufficient lateral stability to withstand the prevailing winds that impact the site. The same principles impact Tower 3, resulting in non-viable tower envelopes.

Impact of Proposed EPBC Condition 2(a)

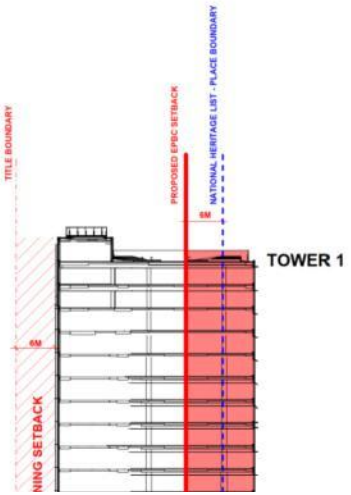
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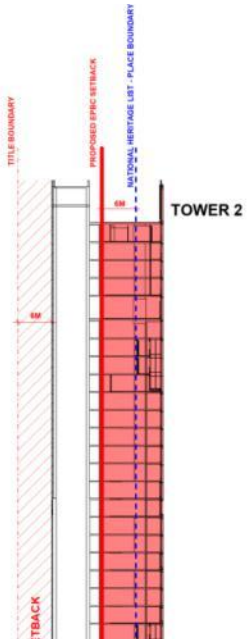
Tower 1 – Plan

Tower 2 – Plan

Tower 3 – Plan



Tower 1 – Section



Tower 2 – Section

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Alternative to Condition 2(a) – Tower 1 as Residential

The heritage character of the Franklin Street Stores (FSS) can be strengthened, and the public benefits of the project increased, by changing the building use and form of Tower 1 instead of the proposed 6m setback from the Heritage Place Boundary



Proposed Tower 1 from Peel St, as per PER



Tower 1 Alternative Proposal, noted as a residential option in PER Section 3.2.2

Key Advantages of Alternative Proposal	
• Further opening the western end of the Jornung-Biik laneway, allowing for views into the FSS and laneway from the primary frontage along Peel Street	• Maintains ability to invest in refurbishment of the Franklin Street Stores, maintaining and strengthening their heritage character for the long term

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• Improved presentation of the retained canopy and retention of an additional bay • Greater stepping of the tower form away from FSS to the west, and reduced cantilever over FSS to the east • A stronger presence for the FSS on approach to the market from the west	• Additional c. 490 dwellings in an existing high density and high amenity precinct • Additional c. 50 affordable housing dwellings for lower income earners, for a total affordable housing provision of c. 130 dwellings

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Alternative to Condition 2(a) – Tower 1 as Residential

The heritage character of the Franklin Street Stores (FSS) can be strengthened, and more market and affordable housing can be delivered, by changing the building use and form of Tower 1 instead of the proposed 6m setback from the Heritage Place Boundary



Proposed Tower 1 from Peel St, as per PER



Tower 1 Alternative Proposal

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Alternative to Condition 2(a) – Tower 1 as Residential

The heritage character of the Franklin Street Stores (FSS) can be strengthened, and more market and affordable housing can be delivered, by changing the building use and form of Tower 1 instead of the proposed 6m setback from the Heritage Place Boundary



Proposed Tower 1 looking west along Jornung-Biik, as per PER



Tower 1 Alternative Proposal

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Alternative to Condition 2(a) – Tower 1 as Residential

The heritage character of the Franklin Street Stores (FSS) can be strengthened, and more market and affordable housing can be delivered, by changing the building use and form of Tower 1 instead of the proposed 6m setback from the Heritage Place Boundary



Proposed Tower 1 looking west along Jornung-Biik, as per PER



Tower 1 Alternative Proposal

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Proposed Condition 2(b) – Franklin St Store Canopies

The Proposed Condition 2(b) results in a low-quality urban design outcome with low amenity and less public safety





The PER Proposal maximises the legibility of the FSS facade and results in a high-quality urban design outcome with better public safety

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Franklin Street Stores Canopy, as per PER	Proposed EPBC Condition 2(b) – Impact
• High quality urban design, solar access, amenity and safety outcome • Maximum legibility of FSS facades • Canopy fully retained to north, east and west elevations, and partially to the south • Passive surveillance achieved from the adjacent residential buildings, complying with Crime Prevention Through Environmental Design Guidelines (CPTED).	• Low quality urban design outcome – low amenity, dark and less safe • FSS facades not legible in their entirety • Retains heritage canopy to all elevations • Minimal passive surveillance

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Attachment 2

Initial Commentary on Proposed Conditions

GURROWA PLACE

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3 June 2025

Note: The following is initial commentary from the Proponent on the proposed conditions. The Proponent reserves the right to revise the commentary as part of a final submission.

Introduction

On 30 May 2025, Minister Watt issued a proposed conditional approval for the Queen Victoria Market Southern Development project (2024/09860) (the Project).

Critically, the conditions of the proposed approval decision, as issued on 30 May 2025, would render the Project unfeasible and leave the project site entirely undevelopable. This means the heritage benefits of the project, as outlined in the PER (refer section 3.2), are unable to be delivered, unless the proposed conditions are removed or amended as detailed below.

1.0 Project Overview

The project, referred to as the Queen Victoria Market Southern Development Project, (known as Gurrowa Place), is located adjacent to the Queen Victoria Market (QVM). It is a $1.7 billion opportunity to deliver a significant boost to housing supply, close to jobs, transport and all the amenity of QVM. It is being delivered in partnership with the City of Melbourne, Scape Australia and the Victorian State Government.

The Project is set to deliver:

- c. 570 build-to-rent apartments, including a minimum of 15% affordable housing
- c. 1,150 bed student accommodation residences, responding to a critical shortage and relieving demand for other rental properties
- A 43,000 sqm office tower to support the economic growth of the city.

There is an opportunity for Minister Watt to work with the Proponent to change the use of the proposed office tower to residential and significantly improve the heritage outcomes for the Project – an opportunity noted in section 3.2.2 of the PER and summarised in Attachment 1. Critically, this change would deliver a further c. 490 homes, including a further 10% affordable housing.

With this change, the Project would deliver more than 2,250 new homes and student accommodation beds, including an increase of affordable housing to c.130 affordable homes offered in perpetuity. This is an affordable housing increase of c. 63% to what is currently proposed in the PER. This is a significant contribution to the Government's ambitious housing agenda. However, the proposed conditions as drafted will not allow this significant housing contribution to be realised.

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This new residential supply will support both the Federal Government's Housing Polices, including the National Housing Accord target of 1.2 million new well-located homes over 5 years, as well as the Victorian Government's Housing Statement target of 800,000 new homes to be built over the next decade in areas where people want to live.

Critically, in addition to housing, the proceeds of the Project via works-in-kind and payment to the City of Melbourne will be reinvested in QVM to ensure its National Heritage attributes and values are maintained and enhanced. Importantly, these proceeds are needed to fund the major investment necessary to secure the long-term viability of QVM, as identified in the QVM Precinct Renewal Program Business Case. The parameters and obligations of the Project are defined in a City-State Government Agreement 2014, ensuring the heritage values of QVM are not compromised.

The Project is vital for preserving and enhancing Melbourne's iconic QVM and will make a significant contribution to Victoria's housing and economic goals. More than ten years of thoughtful planning and community consultation have brought this project to life. Failure to deliver the Project will directly impact the heritage values and future viability of QVM.

2.0 Approval Background

The Project has received all required state heritage and planning approvals (with conditions), following a rigorous integrated heritage and design review and assessment process. This included significant heritage expertise from Heritage Victoria and the Design Review Panel of the Office of the Victorian Government Architect (OVGA), with representation by former Australian Heritage Council member Helen Lardner. Further design expertise was provided by the City of Melbourne and their Future Melbourne Committee, the Department of Transport and Planning and the Victorian Minister for Planning. Ultimately, this process determined the heritage attributes of QVM would be protected and enhanced with a high-quality design outcome for the Project.

The project has also undergone extensive consultation with the site's traditional custodians, the Wurundjeri Woi-Wurrung People of the Kulin Nation, who are supportive of the project. Wurundjeri input has been incorporated in the design and place naming, with First Nations procurement and employment opportunities to be provided through the project's delivery.

Despite strong stakeholder support and obtaining State approvals, the project was required to undergo a further assessment via a Public Environment Report (**PER**) process under the EPBC Act, resulting in a minimum 12-month project delay. As part of the EPBC process, Lendlease and the City of Melbourne in good faith proactively undertook additional measures to further protect and preserve QVM's heritage values, with further mitigations to the design of Market Square to ensure no impact on the Old Melbourne Cemetery.

Additionally, an independent review has been undertaken by s. 22(1)(a)(ii) AM, a current member of the Australian Heritage Council, who determined that with the additional mitigations, the project would have **no** effect on the National Heritage values of the market's

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National Heritage values ascribed under criterion (c), and a minor acceptable impact to the values under criterion (d) due to the limited removal of an awning to the rear of former warehouse on the edge of QVM, known as the Franklin Street Stores.

These adjustments to the project – which are not required by the Victorian heritage approval but can be implemented under that approval – ensure without doubt that the project would not pose a significant risk to the National Heritage values of QVM, and the project should be approved to proceed as proposed in the Final PER.

A number of the proposed EPBC Act conditions disregard the existing planning controls and approvals. They conflict with and undermine the state heritage approvals and propose further conditions that duplicate state statutory processes. They were a surprise to the Proponent, given the issues identified by the proposed conditions were never raised through what we thought was meaningful engagement with the Department to date, and are a departure to what proposed in the Final PER. This is a state significant project that numerous public and private organisations have invested upwards of $60m already.

3.0 Proponent response to the proposed EPBC conditions

As an overarching principle, the Proponent proposes that the conditions for this approval should be aligned with the Condition-setting Policy under the EPBC Act, dated March 2020. The Condition-setting Policy states it:

"... aims to streamline the regulatory process by avoiding duplicative or unnecessary approval conditions between jurisdictions, in circumstances where state or territory conditions appropriate manage the environment impacts on a matter of environmental significance."

"... the Minister will rely on state or territory conditions to the greatest extent possible when considering what conditions (if any) to attach to a proposed approval."

Consistent with the policy, the Proponent seeks to reduce the extent of duplication and to that end in the PER had referred the Department to the extensive conditions on the Heritage Victoria and planning permits.

At section 6.4 of the PER, the Proponent had also proposed additional conditions including the preparation of a Heritage Implementation Action Management Plan consistent with the Department's requirements for approval by the Minister (as appropriate), to be prepared in component parts related to the staging of the Proposed Action and addressing the following specific issues relevant to the National Heritage values (as well as State heritage values).

- Part A - Heritage works, Franklin Street Stores (timing: prior to the conservation and adaption works to the stores, not including the temporary canopy removal works)

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- Part B - Heritage interpretation (timing: prior to works to the stores and Market Square)
- Part C - Old Melbourne Cemetery (timing: prior to works to the Market Square and the Franklin Street Stores)
- Part D - Queens Corner Building design (timing: prior to the submission of the planning application for the Queens Corner Building)

The Proponent believes a condition of this nature is appropriate to the Proposed Action and would ensure appropriate oversight of the protection of the heritage values without unnecessary duplication of complex State approvals processes. The Heritage Implementation Action Management Plan could replace a number of the proposed conditions set out in section 5.0 of this note below.

4.0 Conditions Accepted and Agreed

~~The Proponent accepts and agrees to the vast majority of the proposed conditions, as set out below.~~

Proposed condition no	Comment
4(a) and (b), 5(a) and (b), 10(a) and (b), 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26 (a) to (e), 27, 28(a) and (b), 29 (a) to (c), 30, 31, 32(a) to (c), 33(a) to (d), 34, 35, 36, ~~37, 38, 39, 40, 41, 42, 43, 44~~	These conditions are accepted and agreed.

5.0 Conditions where the Proponent requests Removal or Amendment

As currently drafted, the following proposed conditions in the proposed approval decision variously:

- have a significant impact on Project viability, including preventing the delivery of the heritage benefits to the QVM outlined in the PER
- duplicate or substantially duplicate conditions and approval processes on the State approvals (Heritage Victoria and Planning) with the potential for significant confusion, delays and delivery challenges
- do not reflect the complexity of delivery or allow for the reasonable staging of works for the Proposed Action
- require revision to clarify intent and compliance.

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5.1 Conditions requested for Removal

Proposed condition no	Comment
2) To avoid direct and indirect impacts to the Franklin Street Stores: a) The footprint of the towers must be at least 6 metres outside the Heritage Place boundary. b) The canopies of the Franklin Street Stores must not be permanently removed.	2(a). The proposed condition 2(a) setback would render the Proposed Action unviable. From a heritage perspective the implications of not proceeding with the Proposed Action would be the inability to deliver the **heritage benefits** outlined in the PER (refer section 3.2): • At-grade carpark remains over Old Melbourne Cemetery burials and new interpretive and respectful public realm landscape Market Square is not delivered as there would be no funding available • Conservation works to the Franklin Street Stores would not be undertaken as there would be no funding available, with consequent impacts on heritage fabric • In addition, the adaptation and activation of the Franklin Street Stores is unlikely without Market Square interface • Lost funding for market projects and potential impact on the future of QVM. The need for the market's renewal was identified by Melbourne City Council in its QVM Precinct Renewal Program – Business Case, which found that after 20 years of steady decline, only a major investment could secure the beloved market's long-term viability. As articulated in the PER, the Proposed Action is intended to deliver significant benefits to the QVM as part of the broader precinct renewal program, including through works-in-kind and funding to be reinvested in the market. This is only possible if the scale of the Towers included in the Proposed Action is retained. 2(a) materially and adversely impacts the scale of the Towers included in the Proposed Action. As set out in Attachment 1, condition 2(a) would result in typical floorplates reducing by widths up to 11 metres, with overall area estimated to reduce by c. 32% for Tower 1, 56% for Tower 2 and 22% for Tower 3. Justification of the minimum requirements for the Tower floorplates is detailed in the Final PER and the associated Appendix P.

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Proposed condition no	Comment
	Further, the building envelopes resulting from condition 2(a) conflict with the Victorian planning and building regulations and are not technically or commercially possible – refer Attachment 1. For example, the residual width of Tower 2 (c. 8 metres) results in a width to height ratio of 1:20, which is too slender to achieve a structural engineering solution with sufficient lateral stability to withstand the prevailing winds that impact the site. The same principles impact Tower 3, resulting in non-viable tower envelopes. It is not possible for Tower 1 to achieve the proposed condition 2(a) and be viable. However, it is possible to improve the spatial relationship between the footprint of Tower 1 and the Franklin Street Stores with a change-of-use from office to residential. This was stated in section 3.2.3 of the Final PER. As shown in Attachment 1, the change-of-use would reduce the extent of the cantilever over the Franklin Street Stores and strengthen the identity of Franklin Street Stores when viewed from Peel Street. The proposed change-of-use would result in an improved heritage outcome and is supported in-principle by Heritage Victoria, the Office of the Victorian Government Architect and the Victorian Department of Transport and Planning. It could be approved via an amendment to the existing Heritage Permit and would represent an improved heritage outcome to the proposal assessed in the PER. Critically, the change-of-use would deliver a further c. 490 apartments and increase the proportion of affordable housing from c. 80 apartments to c. 130 apartments, offered in perpetuity. This is a c. 63% increase in affordable housing, compared to the proposal assessed in the PER. 2(b). The requirement to retain or reinstate the full extent of the Franklin Street Stores canopy to the south side would result in a poor urban design outcome for Jornung-Biik (which would be a dark, uninviting, lower amenity and less safe space) – refer summary in Attachment 1. The establishment of this new public space is critical in facilitating the successful adaptation and activation of the Franklin Street Stores. Additionally with retention of the canopy, the parapet of the stores would be concealed through the mid-section of the lane. A series of options for the canopy retention (full and partial) were tested with Heritage Victoria and the Design Review Panel of the Office of the Victorian Government Architect (OVGA) – see section

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Proposed condition no	Comment
	3.2.2 of the PER. Assessment of canopy options for Franklin Street Stores in the PER and Appendix H, with the outcome being support for the option in the PER. Neither measure set out in proposed Condition 2(a) or (b) is required under the Heritage Victoria permit, which: (a) allows for a limited cantilever for Towers 1 & 2 into the air space above the southern canopy of the Franklin Street Stores (b) allows for the permanent removal of a portion of the southern canopy, and requires interpretation of the removed canopy It is proposed that Condition 2 is removed.
Condition 3 – Final Tower Design Plan Under this proposed condition, multiple approval processes would be required for essentially the same material (final design of the three towers). It is not clear what the sequence of seeking approval from the Minister, Heritage Victoria and the Department of Transport and Planning (Victorian Minister for Planning) would be. Moreover, there are significant discrepancies in terms of the requirements for timing and staging for delivery which cannot be accommodated under proposed condition 3(a).	
3) To minimise impacts to the heritage values of the QVM, the approval holder must submit a Final Tower Design Plan to the department for the approval of the Minister. a) The approval holder must not commence construction of the Towers unless the Minister has approved the Final Tower Design Plan in writing. b) The approval holder must commence implementing the approved Final Tower Design Plan once approved by the Minister and continue to implement the approved plan until the completion of the Action.	Duplicates the process of detailed design review of Towers 1 and 2 by Heritage Victoria under condition 17 on the Heritage Permit. Duplicates the process of approval of plans for Towers 1, 2 and Tower 3 under planning permits PA2302374 and PA2302581 issued by the Minister for Planning on 19 August 2024 and consistent with the requirements of the design principles in the endorsed Development Plan. Note there is a background of significant integrated design review for the towers in State processes via OVGA, Heritage Victoria and the Department of Transport and Planning.

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Proposed condition no	Comment
c) The Final Tower Design Plan must include: i) Details of the size and position of each tower, including any proposed cantilevering, and discussion of descriptions of how the towers could obscure or otherwise impact on the heritage values of the QVM. ii) Details of the architectural design of the towers and the visual amenity impacts of the proposed design on the heritage values of the QVM. iii) Details of proposed car parking and QVM customer access.	Effectively disallows the Staging Plan provisions in the Heritage Victoria permit and removes the ability to submit documentation for discrete stages for Towers 1 and 2, including following feedback on the design of the towers– Heritage Permit conditions 14-15 and conditions 17 and 19. For example, the early works package of works could not commence before the design of all three towers was resolved through an endorsed Final Tower Design Plan. Proposed car parking and QVM customer access is dealt with under the approved Development Plan, Planning Permits and associated conditions referenced above, and separate planning permit PA2402845. It is proposed that Condition 3 is removed.

Condition 7 Heritage Protection Plan

Under proposed condition 7, multiple approval processes would be required for essentially the same documentation (all works with the National Heritage List boundary) and the same issues would be addressed (the National Heritage values as they relate to the referenced Project components are all common to the State heritage listing). It is not clear what the sequence of seeking approval from the Department (Minister for the Environment, Heritage Victoria and the Department of Transport and Planning /Victorian Minister for Planning) would be and there is the potential for significant confusion and delay, noting the significant design review process by multiple authorities detailed earlier in this note. Critically, the proposed condition does not consider the staging of works and associated approval documentation.

7) The approval holder must submit a Heritage Protection Plan for all works within the Heritage Place Boundary to the department for the Minster's approval. a) The approval holder must not commence construction within the Heritage Place Boundary unless the Minister has approved the Heritage Protection Plan in writing.	The description of what is required to be captured in the Heritage Protection Plan is all-encompassing. The condition duplicates conditions on the Heritage Victoria permit, in particular conditions 17-18 (detailed design plans for all works within the heritage place including works to the Stores, the towers to the extent they are within the heritage place and Market Square), condition 19 (construction-ready plans), condition 23 (costed schedule and

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Proposed condition no	Comment
b) The approval holder must commence implementing the approved Heritage Protection Plan once approved by the Minister and continue to implement the approved plan until the completion of the Action. c) The Heritage Protection Plan must include: i) Details of the conservation, adaptation and any other modifications to be undertaken to the material of, and materials within, the Franklin Street Stores. ii) The final design of the Jornung-Biik Laneway. iii) The final design of the Market Square including all landscaping and plantings, explaining how the design retains the open character of the QVM and avoids obscuring important views, and demonstrating how the connection between the Franklin Street Stores and the wider QVM precinct will be maintained. iv) Details of how impacts to the intangible and experiential qualities (including distinctive character and open setting) of the QVM will be avoided and mitigated.	drawings for the conservation works to the Franklin Street Stores), condition 27 (costed schedule of works to the Stores' canopy) and potentially, condition 21 (Tenancy Guidelines for tenancy fitouts to the Franklin Street Stores) which addresses future tenancy works to be undertaken by others. 7(a) is unworkable in terms of staging, effectively negating the provision for staging under condition 14 and the following conditions in the Heritage Victoria permit. For example, the Heritage Protection Plan in full is required to be approved in writing prior to any construction within the Heritage Place boundary (this would include Early Works for the basement which is within the boundary where beneath the canopy on the south side of the stores). The use of the term Heritage Protection Plan is confusing as the same language is used in the Heritage Victoria permit condition 16 to reference a different kind of plan. It is proposed that Condition 7 be removed. It is proposed that the Proponent's proposed condition requiring a Heritage Implementation Action Management Plan with its component parts be adopted in place of proposed Condition 7 and Condition 8. This is with the exception of matters related to the future Queens Corner building, which the Proponent agrees could be addressed separately (as per the proposed conditions 10 to 11).
Condition 8 Heritage Interpretation Plan 8) The approval holder must submit a Heritage Interpretation Plan for the Action to the department for the Minster's approval.	This condition duplicates condition 20 on the Heritage Victoria permit – there would be a need to seeking multiple approvals for the same plan and implementation.

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Proposed condition no	Comment
a) The approval holder must not open Market Square or Franklin Street Stores (post conservation works) to the public unless the Minister has approved the Heritage Interpretation Plan in writing. b) The approval holder must commence implementing the approved Heritage Interpretation Plan once approved by the Minister and continue to implement the approved plan until the completion of the Action. c) The Heritage Interpretation Plan must include interpretation of the National Heritage Values of the QVM, including: i) Telling stories to visitors and market customers, focusing on creating meaningful and engaging experiences that foster understanding and appreciation of the QVM heritage values. ii) Details of wayfinding and other permanent signage. iii) How permanent archival photographs will be displayed. iv) Ensuring the intangible and experiential qualities of the QVM will be preserved and improved. v) A table of commitments made in the plan to achieve the heritage outcomes, and a reference to exactly where these commitments are detailed in the plan.	There is nothing in the requirements of proposed condition 8 that would not be expected to be considered and addressed in the Heritage Interpretation Plan prepared under the Heritage Victoria permit condition. It is respectfully suggested that the requirements for Heritage interpretation in the Proponent's proposed Heritage Implementation Action Management Plan condition (summary of principles and scope for the development and implementation of site interpretation for Market Square and Franklin Street Stores) would be an appropriate means for the Minister to consider the response to the National Heritage values via interpretation. It is proposed that Condition 8 be removed. It is requested that the Proponent's proposed condition requiring a Heritage Implementation Action Management Plan with its component parts be adopted in place of proposed Condition 7 and Condition 8. This is with the exception of matters related to the future Queens Corner building, which the Proponent agrees could be addressed separately (as per the proposed conditions 10-11.

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5.2 Conditions requested for Amendment

Proposed condition no	Comment
1) The approval holder must not construct outside of the Action area	The condition itself is agreed, however the referenced Attachment A requires review. The term **Action area** is defined in Part C by reference to Attachment A. Attachment A is also referenced in Part C as defining the boundaries of the **Old Melbourne Cemetery** and as showing an area where **Towers** 1, 2 and 3 are proposed to be constructed. The plan at Attachment A (Figure 7.1 from the PER) is intended to show the Cultural Heritage Management Plans applicable to the broader QVM site. It does not show the Action area accurately, nor does it show the boundary of the National Heritage place. These boundaries are shown on various other plans in the PER, refer to PER Figure 2.1, for example. The below ground extent of the Old Melbourne Cemetery is shown on Figure 4.2 in the PER and the location of the towers is shown indicatively at Figure 2.2. It is requested that one or more of the above plans be substituted for the current Attachment A plan.
4) To protect the archaeological remains within the Old Melbourne Cemetery, the approval holder must: a) Not excavate in the Old Melbourne Cemetery. b) Take measures to ensure there is no root incursion into the subsurface of the Old Melbourne Cemetery. c) Implement the protections to the heritage values of the Old Melbourne Cemetery as described in section 5.2.1 of the Final Public Environment Report ~~Management Plan would achieve the same objectives.~~	Conditions 4(a) and 4(b) are supported. In relation to 4(c) the typical sections at section 5.2.1 of the PER are conceptual at this stage and require testing. The Proponent commits to the requirements at 4(a) and (b) but suggests that 4(c) could be removed with no change to the intent of the condition. Note that if adopted as proposed by the Proponent at section 6.4 of the PER, Part C of the proposed Heritage Implementation Action
6) To mitigate impacts to the Franklin Street Stores, the approval holder must undertake an archival quality photographic survey of the Franklin Street Stores and provide a copy of the survey to the department prior to the commencement of tower	This condition is not required, as it duplicates Heritage Victoria permit condition 13.

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Proposed condition no	Comment
construction or any modification of the Franklin Street Stores. The photographic survey must record the views of: a) the entire length of the Franklin Street Store facades from multiple vantage points, including those that will be blocked or obscured by the Action; b) all exterior spaces and details of the Franklin Street Stores, including canopies; and c) all interior spaces and details of the Franklin Street Stores.	If the condition is proposed in order that a copy of the survey is required to be provided to the Department, in preference the condition should cross-reference to the Heritage Permit condition. It is requested that the condition be amended to reference Heritage Victoria permit condition 13.
9) The Tenancy Design Guidelines required by condition 21 of the permit granted under Division 4 of the Heritage Act 2017 (Vic) must be provided to the department once completed. The Tenancy Design Guidelines must be enforced by the approval holder.	The Tenancy Design Guidelines cannot be enforced by the approval holder (Lendlease). The Franklin Street Stores are to remain in the ownership of the City of Melbourne who will oversee future tenancy works (in accordance with required Heritage Victoria approvals). The implementation of the Guidelines is addressed by Condition 21 on the Heritage Victoria permit, which requires the City of Melbourne to confirm in correspondence to the Executive Director, Heritage Victoria that the Guidelines will form part of tenancy leasing agreements associated with the Franklin Street Stores. It is requested that the second sentence 'The Tenancy Design Guidelines must be enforced by the approval holder' be removed from the proposed condition.
11) To minimise impact to the heritage values of the QVM from the Queens Corner Building, the approval holder must submit a Queens Corner Building Design Plan to the department for the Minister's approval. Once approved by the Minister, the plan must be implemented for the life of the approval.	As noted elsewhere, the requirement to consult with the Australian Heritage Council would introduce another review body and layer of complexity. It is proposed that the requirement to consult with the Australian Heritage Council is removed.

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Proposed condition no	Comment
a) The approval holder must not commence construction of the Queens Corner Building unless the Minister has approved the Queens Corner Building Design Plan in writing. b) The approval holder must commence implementing the approved Queens Corner Building Design Plan once approved by the Minister and continue to implement the approved Queens Corner Building Design Plan until the completion of the Action. c) The Queens Corner Building Design Plan must include: i) The proposed location and architectural design of the Queens Corner Building. ii) An explanation of the visual amenity impacts to the heritage values of the QVM heritage place. iii) A demonstration of how the proposed architectural design of the Queens Corner Building is consistent with the principles in Table 2.2 of the Final Public Environment Report. iv) A detailed summary of stakeholder engagement and public consultation that has been undertaken to inform the design of the Queens Corner Building.	
12) In preparing the Heritage Protection Plan (under condition 7), Heritage Interpretation Plan (under condition 8), and Queens Corner Building Design Plan (under condition 11), the approval holder must: a) Ensure each plan is prepared by a suitably qualified and experienced practitioner.	The requirement under condition 12(d) to consult with the Australian Heritage Council and include information about how the views of the AHC have been taken into account adds another review body and layer of complexity to the process. It is proposed that the requirement to consult with the Australian Heritage Council is removed.

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Proposed condition no	Comment
b) Consider the National Heritage management principles as set out in the Schedule 5B of the EPBC Regulations. c) Prepare the document in consideration of the department's Environmental Management Plan Guidelines. d) Consult with the Australian Heritage Council and include information about how the views of the Australian Heritage Council have been taken into account.	
13) To minimise potential impacts to the continued viable operation of the QVM as a produce market, the approval holder must: a) Provide public access to a minimum of 200 carparks in the existing at-grade carpark within the Heritage Place Boundary until at least 200 new carpark spaces created under the towers are available for public use. b) Ensure access to functional storage capacity for market stallholders equivalent to or greater than the current functional storage capacity of Franklin Street Stores, prior to any loss of storage space from the Franklin Street Stores. c) Minimise and mitigate the impacts of construction of the action on the operation of the QVM, consistent with section 5.3.4 and 6.2 of the final Public Environment Report.	Condition 13(a) is supported, noting it duplicates a commitment made under the City-State Agreement for QVM. 13(b) does not reflect the actual use of the Franklin Street Stores, where only 3.5 of the total 20 stores are used by market stallholders (refer PER section 4.5.1). The condition is unworkable given the Project staging requires staged access to and occupation of the Stores, including to complete conservation works. Alternative condition wording is proposed to avoid confusion or misinterpretation: '*Ensure access to functional storage capacity for market stallholders equivalent to or greater than the current **minimum** utilised functional storage capacity of **3.5 stores** of the Franklin Street Stores, prior to any loss of storage space from the Franklin Street Stores'.* The intent of condition 13(c) is supported, however it is in direct conflict with Condition 2(a). Condition 2(a) means the Proposed Action will be unable to deliver economic benefits to the QVM as set out in section 5.3.4 and 6.2 of the final PER. The economic benefits which will **not** be delivered due to Condition 2(a) include in kind and direct funding of the broader QVMPR components, precinct infrastructure, the new 1.8-

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Proposed condition no	Comment
	hectare public open space (Market Square) and the restoration, activation and adaption of the heritage Franklin Street Stores. It is proposed that the removal of Condition 2(a) will resolve this issue, and the wording for condition 13(c) can therefore remain.
Definition: **~~Footprint~~** ~~means the above-ground extent of a building at all levels~~	Alternative proposed wording to avoid confusion or misinterpretation: ~~*Footprint means the ground-level extent of a fully enclosed building*~~

End

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