



Office of the Lord Mayor

Senator the Hon. Murray Watt

Minister for the Environment and Water
Senator for Queensland

Via email: senator.wattaph.gov.au

Dear Minister Watt,

Lendlease's Gurrowa Place (Southern Development Project, EPBC 2024/09860)

I am contacting you in relation to the Queen Victoria Market Precinct Renewal (QVMPR). A program conceived with the Victorian State Government over 10 years ago to protect the heritage fabric of the Queen Victoria Market (QVM) while securing its the long-term viability.

Extensive community consultation has been undertaken throughout the life cycle of the \$314M QVM PR program. The program that is now 60% complete will restore the Market's heritage sheds provide essential new facilities for traders and customers and bring the Market up to modern health and safety standards.

Due to the importance of heritage, a planning scheme amendment was secured to enable strict oversight of the precinct while planning approvals from Heritage Victoria and the State Government of Victoria were achieved.

Lendlease's Gurrowa Place (Southern Development Project, EPBC 2024/09860), the \$1.7b flagship project of QVMPR located directly to the South of the Market's open-air heritage sheds, consists of:

- Over 1,000 new homes (subject to change of use on c. 500 residences), including a minimum of **15% affordable housing**
- c. 1,150 bed student accommodation residences
- 220 new Market customer and trader car parks
- 1.8 hectares of new open space
- Refurbishment of the heritage listed Franklin Street Stores
- 43,000 sqm office tower.

The proposed federal decision on the 30 May will unfortunately render Gurrowa Place unfeasible. The decision could prevent Council from completing the essential QVMPR program as 100% of Council's proceeds will be reinvested back into the Market.

Moreover, the decision puts at risk the delivery of critical residential supply including affordable homes in Melbourne. We note this could include a further 490 with changes to use of Tower 1.

Considering the above, we would welcome you revising the proposed decision to help secure the heritage fabric and long-term viability of Queen Victoria Market. I would be pleased to meet to discuss the project and its outcomes in more detail.

Yours sincerely,

Nick Reese.

LEX 83484

Nicholas Reece
Lord Mayor

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Queen Victoria Market – Planning Response

Chronology

1. In September 2014, the Victorian Government and the Melbourne City Council entered into an agreement to transfer Crown Land south of the Franklin Street stores to the council, subject to delivery of a range of obligations across the Queen Victoria Market (QVM) Precinct.
2. In August 2017, Planning Scheme Amendment C245 – that introduced new planning controls for the market precinct – was gazetted to facilitate the QVM Precinct Renewal.
3. In June 2021, Melbourne City Council released its tender for the QVM Southern Development Site. Lendlease was announced as the preferred developer on 28 June 2023.
4. Four design workshops were held by the Office of the Victorian Government Architect (OVGA) prior to and following the submission of the development plan application (March 2023 – October 2023). These workshops were chaired by the OVGA and attended by officers from DTP, Melbourne City Council and Heritage Victoria along with the applicant and their consultant team. The workshops resolved planning, design and heritage matters that had been raised by the parties during the pre-application process.
5. On 26 March 2024, under delegation from the Minister for Planning, a development plan and an early works planning permit were approved.
6. On 28 June 2024, the 'Queen Victoria Market Southern Precinct Development Plan, June 2024' was endorsed. The development plan provides an overarching planning framework to lead the transformation of the QVM Southern Precinct Development site and includes delivery of broader public benefits:
 - a new 'Market Square', replacing the existing at-grade public car park with a landscaped public open space of 1.8 hectares;
 - the 'Queens Corner Building' on Parcel C (maximum height 13 metres), a cultural and civic building incorporating public amenities, visitor centre and market and civic uses;
 - retail tenancies within the restored and revitalised Franklin Street stores;
 - three buildings on Parcel D, including and to the south of the Franklin Street stores – Tower 1 commercial building (125 metres), Tower 2 build-to-rent building (141 metres to 162 metres) and Tower 3 student housing building (176 metres), connected by new laneways activated with ground level retail, food and drink premises and building entries;
 - affordable housing – 15% of net area of Tower 2;
 - an underground car park in the basement of Towers 1 and 2 and accessed from Franklin Street, primarily for market customers and traders, comprising at least 220 market car parking spaces; and
 - infrastructure and public realm upgrades including a new shared path pedestrian/bicycle connection.
7. The early works planning permit will enable excavation of the basement of the Tower 1 and 2 buildings to commence, with this basement providing future parking for market customers.

8. On 19 August 2024, planning permits were approved for the construction of Towers 1 and 2 (PA2302374) and Tower 3 (PA2302581).

EPBC 2024/09860 – Draft Conditions

9. The draft conditions proposed on the approval, specifically the requirement for a six metre setback from the Heritage Place boundary and the full retention of the canopies to the Franklin Street stores, would materially conflict with the state planning approvals and raise concerns regarding the project's ability to deliver on the significant public benefits within the site and within the broader QVM Precinct.

Proposed mandatory six metre setback – Condition 2a

10. The mandatory six metre setback would significantly reduce the site area of the three towers to the extent that a tower typology consistent with the planning controls is unlikely to be realised.

Proposed canopy – Condition 2b

11. The requirement to retain the southern canopy in its entirety would prejudice the planning outcome to achieve a high amenity east-west pedestrian link with adequate daylight and openness, noting most of the canopy is retained to all other interfaces, including the highly visible northern façade of the Franklin Street stores. A balanced heritage and planning outcome was sought with respect to the Franklin Street stores' canopies, with the extent of southern canopy removal being agreed to by both HV and the OVGA.

Housing

12. Delivery of new housing in strategic locations is a key policy imperative of state and federal governments. The approved project will deliver 569 build-to-rent dwellings (Tower 2) including 81 affordable dwellings (Tower 2).
13. In January 2025, Lend Lease commenced pre-application discussions with DTP to amend the development plan and planning permit for Towers 1 and 2 to convert Tower 1 from office to a build-to-rent use comprising approx. 489 dwellings including 53 affordable dwellings.
14. The current approval by itself will deliver a significant number of new dwellings. If progressed, the amended proposal would substantially add to this.

Student Housing

15. Delivery of more student housing close to central city universities supports overseas student enrolments, with there being an estimated shortfall of 15,000 student beds in the inner city of Melbourne. Planning permit for Tower 3 will deliver 1,154 student beds (Scape) which will assist in addressing the shortfall.

Public Benefits

16. The public benefits associated with this approval include:
- the new Market Square;
 - Queens Corner Building;
 - underground carparking for QVM customers and traders;
 - Franklin Street stores restoration, noting that the extent of restoration of the stores significantly exceeds the mandatory requirements under the Heritage Act;

- affordable housing; and
- ground plane, streetscape upgrades and funding for the QVM Infrastructure Project.

Consideration of a varied proposal

17. Since early 2025, DTP has been in preliminary discussions with Lendlease regarding a proposed variation to the existing state approvals. The changes specifically involve an alternative design for Tower 1, including a reduction in the building's massing and a reduced cantilever over the Franklin Street stores and the east–west pedestrian link. The proposal also includes a change in use from office to residential. While these amendments remain subject to a formal statutory process, they are considered positive changes to the use and built form. The statutory process to vary the design of Tower 1 is straightforward and, without presupposing the outcome, should not be considered by the commonwealth as a barrier.

Summary

18. Noting the above, this project has required an integrated heritage, design and planning response to ensure a holistic approach to the future sustainability of the market precinct. This approach was embedded in the planning controls and the OVGA design workshops undertaken as part of the state planning (and heritage) application processes for the site. The state approvals have achieved that objective. The proposed EPBC 6m setback condition would result in the current agreements and planning approvals for the sites, including a suite of public benefits, not being realised.

Queen Victoria Market Southern Development Site

Heritage Victoria response to proposed approval decision, Queen Victoria Market, Southern Development Project, Melbourne, Victoria (EPBC 2024/09860)

16 June 2025

As the *Heritage Act 2017* only applies to places included in the Victorian Heritage Register (VHR), the following comments are limited to those parts of the Decision that relate to areas within the VHR extent of registration.

General

1. It is noted that the Decision has effect until 31 December 2055 and that the Action must not commence later than 5 years after the date of the approval decision.
2. These timeframes differ from those in heritage permit P36779 which requires commencement within 2 years and completion within 6 years of the original date of issue.
3. Heritage Victoria is of the view that the timeframe of 31 December 2055 for completion is excessive and problematic. This allows 30 years for completion of the development, in which time views, conditions and ownership could change. It also causes potential for the positive heritage outcomes, such as conservation of the Franklin Street Stores to be substantially delayed. The timeframe should be altered to align with the periods of validity in heritage permit P36779. The *Heritage Act 2017* allows for permits to be amended should additional time be required.
4. Division 4 of the *Heritage Act 2017* is referred to in a number of conditions. Division 4 relates to Amendment of Permits. The relevant Divisions are Division 2 (Determination of permit applications) and Division 3 (Issue of permits) or, more broadly, Part 5. It is recommended that Annexure A is revised to refer to the relevant Parts of the *Heritage Act 2017*.
5. There are references to clearing of protected matters, and their habitat (condition 28) and sensitive biodiversity data (conditions 18 and 29) which are not relevant to this proposal.
6. Lendlease has discussed an alternative proposal for Tower 1 with Heritage Victoria which changes the use from commercial to residential. This reduces the extent of the cantilever and provides increased setbacks from the Franklin Street Stores. As heritage permit P36779 has been issued, any proposed changes would be assessed through a permit amendment process under s.105 of the *Heritage Act 2017*.

Conditions

7. The Decision conditions do not appear to conform with the Condition-setting policy (EPBC Act 1999). The document advises that there are three conditions-setting options:
 - A single condition to require compliance with particular state or territory conditions is attached to a project.
 - Additional custom conditions are attached to a project.
 - No conditions attached to a project.
8. The conditions in Annexure A of the Decision duplicate or conflict with the conditions of heritage permit P36779. This will result in a lack of clarity around which conditions are required to be met and whether the Decision conditions have priority over heritage permit P36779 conditions.
9. The way in which the Decision conditions are worded do not allow for staging of works which is necessary for a development proposal of this scale.
10. Further detail is provided in the table below.

Annexure A conditions

No.	Proposed Approval Decision condition	HV Comment
2) b)	The canopies of the Franklin Street Stores must not be permanently removed.	In issuing heritage permit P36779, Heritage Victoria supported the permanent removal of part of the canopy on the south side of the Franklin Street Stores. This was to allow sufficient daylight to the laneway created between the Stores and the proposed towers to encourage a high level of use and activation. Removal of part of the canopy also allows for views to the southern parapet of the Stores which would otherwise be obscured by the towers. Acknowledging the proposed 6 metre setback, it is recommended that the requirement to retain the canopy in full is reviewed to ensure the area beneath the canopy has sufficient light, is useable and that the parapet to the southern side of the Stores is visible. Should the canopy be retained in full, it is Heritage Victoria's view that the area below would remain dark and uninviting which could potentially impact the successful adaptive reuse of the Stores. This would have a negative impact on the ongoing use and maintenance of the Stores.
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.	It is unclear what is meant by a 'Final Tower Design Plan'. This requirement conflicts with conditions 17 and 19 of heritage permit P36779 and it is unclear whether the Executive Director can approve these conditions prior to the approval of the Minister. It is recommended that the Decision condition is removed to ensure clarity.
3) c) i)	Details of the size and position of each tower, including any proposed cantilevering...	Although condition 2) a) requires a 6 metre setback, this condition suggests a cantilever is possible. Clarity is required around whether a cantilever is permitted or not. Any increase in the cantilever would result in an adverse heritage outcome.
4) 5)	Archaeological material within the Old Melbourne Cemetery	This condition replicates conditions 11 and 12 of heritage permit P36779 which require the completion of an Archaeology Management Plan prior to the commencement of works. The Decision condition creates a second layer of approvals with the potential for conflicting decisions.

		It is recommended that the Decision condition is removed to ensure clarity.
6)	Archival survey of Stores	This replicates condition 13 under heritage permit P36779 which is more prescriptive and is required prior to the commencement of works. The Decision condition creates a second layer of approvals with the potential for conflicting decisions. It is recommended that the Decision condition is removed to ensure clarity.
7)	Heritage Protection Plan	It is unclear what is meant by a 'Heritage Protection Plan'. The requirements under this condition replicate or conflict with requirements under conditions 14, 16, 17 and 18 of heritage permit P36779. This condition also requires approval of the final design of Market Square and Jornung-Biik Laneway prior to the commencement of any construction within the Heritage Place Boundary. This does not allow for a staged approach and is likely to result in amendments to the design of these elements. A Heritage Protection Plan is also required at condition 16 of heritage permit P36779 but this is a different type of document. It requires methodologies outlining how the cultural heritage significance of the place will be protected. The Decision condition 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 the Decision condition is removed to ensure clarity.
8)	Interpretation Plan	This largely replicates condition 20 of heritage permit P36779. The Decision condition creates a second layer of approvals with the potential for conflicting decisions. It is recommended that the Decision condition is removed to ensure clarity.
12) d)	Consult with AHC	Noting the comments above at 7) and 8), this condition replicates requirements under conditions 7-10 of heritage permit P36779 and requires consultation with the Australian Heritage Council (AHC). It is unclear what would occur if the views of

		AHC differed from those of Heritage Victoria and how any conflict would be resolved. The Decision condition creates a second layer of approvals with the potential for conflicting decisions. It is recommended that the Decision condition is removed to ensure clarity.
14)	Heritage Act 2017	This condition requires the Action to be undertaken in accordance with the relevant conditions of any permit granted under the Heritage Act 2017. As outlined above, some of the Decision conditions are in conflict with the conditions of heritage permit P36779. It is recommended that consideration be given to amending Annexure A to remove any Decision conditions that conflict with the conditions of heritage permit P36779.
22)	Timeframe for commencement	To provide clarity, it is recommended that the Decision timeframes align with those of heritage permit P36779.



Australian Government
Department of Climate Change, Energy,
the Environment and Water

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Notification of ~~proposed~~ approval decision

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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.

~~Proposed~~ Approved Action

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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

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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.	

Person authorised to make decision

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name and position	Senator The Hon Murray Watt Minister for the Environment and Water
signature	PROPOSED DECISION DO NOT SIGN

DCCEEW.gov.au
John Gorton Building - King Edward Terrace, Parkes ACT 2600 Australia
GPO Box 3090 Canberra ACT 2601 ABN: 63 573 932 849
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date of decision August 2025~~PROPOSED DECISION DO NOT DATE~~

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
 - 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 Tower 3 external building line at ground and first floors must be setback 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, excluding structure.
 - f) The approval holder must not permanently remove more than 14 **canopy bays** from the southern façade of the **Franklin Street Stores**.

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~~g) The approval holder must reinstate all eastern facade canopies removed during early works as part of the restorative works of the Franklin Street Stores.~~

~~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.~~

~~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 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)3) 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.~~

~~5)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.~~

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- 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**.

~~6.5)~~ ~~To mitigate impacts to the Franklin Street Stores, The approval holder must provide an 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** construction or any modification of the Franklin Street Stores. The photographic survey must record the views of:

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- 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**.

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~~7.6)~~ The approval holder must submit a **National** Heritage Protection Plan for all works, ~~other than~~ **Early within Works, within** the **Heritage Place Boundary** to the **department** for the **Minister's** approval.

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~~a) The National Heritage Protection Plan can be approved by the Minister in stages that correspond to distinct components of the action.~~

~~b) The approval holder must not commence construction at ground level within the Heritage Place Boundary unless the Minister has approved the corresponding National Heritage Protection Plan in writing for the component of the action for which the plan relates.~~

~~a) The approval holder must not commence construction within the Heritage Place Boundary unless the Minister has approved the Heritage Protection Plan in writing.~~

~~6.7c)~~ 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**.

~~6.7d)~~ 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.

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- 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)7)~~ The approval holder must develop and implement a Heritage Interpretation Plan for Market Square and the Franklin Street Stores, approval holder must submit a Heritage Interpretation Plan for the Action to the ~~department~~ for the ~~Minister's~~ approval.

- a) The approval holder must commence implementing a 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 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~~.

~~e)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.

~~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.

~~10)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.

~~11)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

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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.

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12)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**.
- 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)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 current functional storage capacity of **Franklin Street Stores**, at the date of this

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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)12)~~ 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 effect, 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

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~~15)13)~~ Wherever these conditions require the approval holder to submit any **plan** to the **department**, all such **plans** must be submitted to the **department** electronically.

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~~16)14)~~ 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)15)~~ 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

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~~19)16)~~ The approval holder must notify the **department** in writing of any proposed change to the conditions of any permit under ~~Division 4 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)17)~~ The approval holder must notify the **department** in writing of any change to the conditions of approval under ~~Division 4 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 of the Heritage Act~~ showing what changes have been made.

COMMENCEMENT OF THE ACTION

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~~24~~¹⁸ 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~~¹⁹ The approval holder must not **commence the Action** later than 5 years after the date of this approval decision.

COMPLIANCE RECORDS

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~~23~~²⁰ The approval holder must maintain accurate and complete **compliance records** and document the procedure for recording and storing **compliance records**.

~~24~~²¹ 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

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~~25~~²² The approval holder must prepare a **compliance report** for each **Annual Compliance Report period (ACR period)**.

~~26~~²³ 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 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~~²⁴ 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~~²⁵ 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.~~

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~~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)~~26) 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)~~27) 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

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~~32)~~28) 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)~~29) 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

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- 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

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- ~~34~~³⁰ The approval holder must ensure that an **independent audit** of compliance with the conditions is conducted for every **audit period**.
- ~~35~~³¹ 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~~³² 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~~³³ 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~~³⁴ 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~~³⁵ 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~~³⁶ 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~~³⁷ 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~~³⁸ 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

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- ~~43~~³⁹ 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**.

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~~44)40)~~ 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 Appendix A by the zone enclosed by the blue solid line and labelled 'Action Area'.

~~**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.

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.

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- 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 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

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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).

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.

~~**Footprint** means the above-ground extent of a building at all levels.~~

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.dceew.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.

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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**.

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Market Square means the public open space to be delivered by the Action, represented in Appendix 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 Appendix A by the area enclosed by the hashed blue line and labelled 'Old Melbourne Cemetery'.

~~**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.

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.

Queen Victoria Market or 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

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- an ‘.xml’ metadata file that describes the shapefile for discovery and identification purposes.

Tower 2 podium means all levels of Tower 2 below level 5, inclusive of the ground floor and mezzanine.

Towers means Towers 1, 2 and 3 which are proposed to be constructed in the areas shaded blue and labelled Tower 1, Tower 2 and Tower 3 in Appendix 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.~~

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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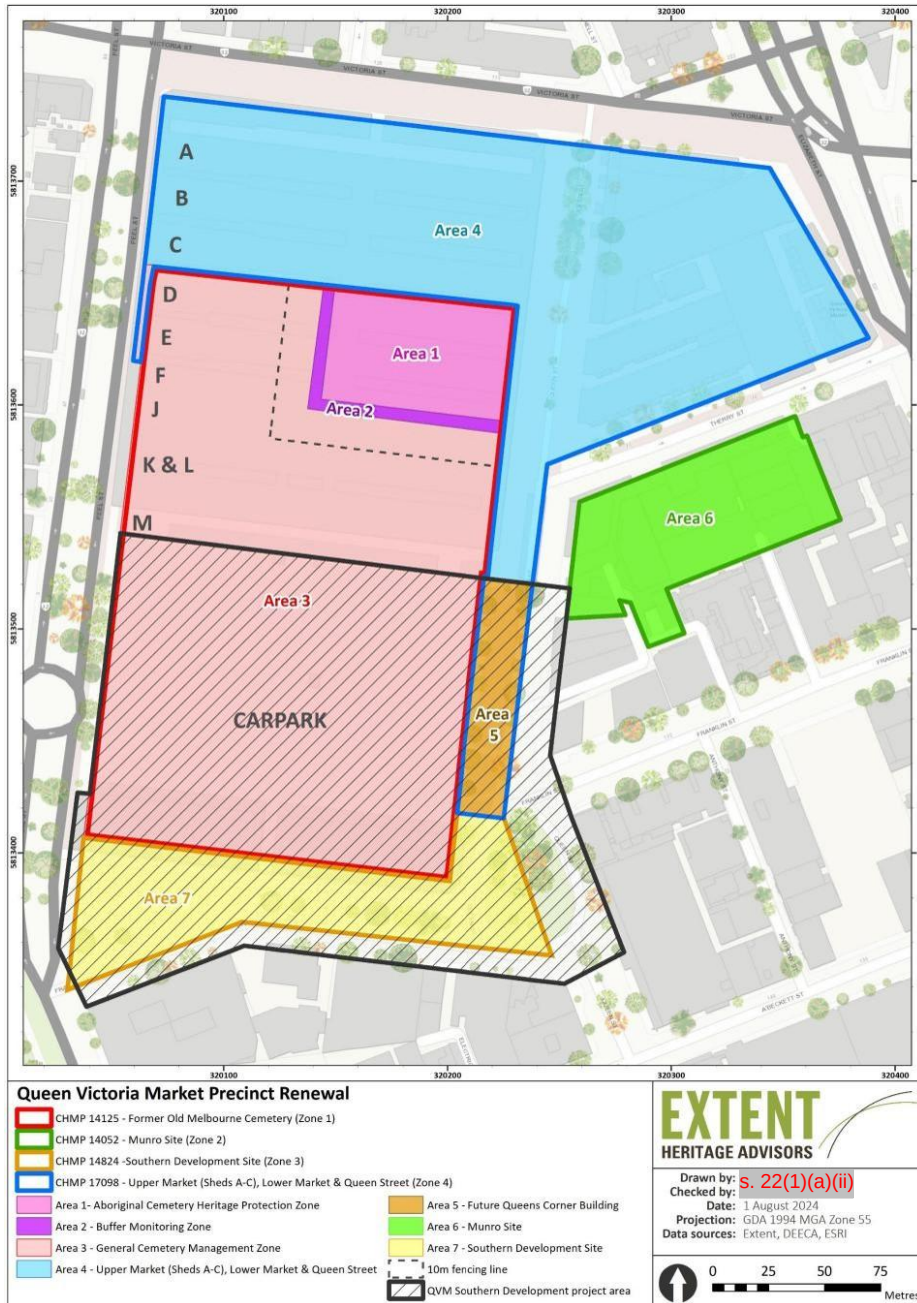
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Attachments

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Attachment A: Project map



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Australian Government

Department of Climate Change, Energy,
the Environment and Water

MS25-000512

To: Minister for the Environment and Water (For Decision)

**QUEEN VICTORIA MARKET SOUTHERN DEVELOPMENT PROJECT
(EPBC 2024/09860) - PROPOSED APPROVAL DECISION****Timing:** 29 May 2025 — to make a proposed decision prior to the current statutory
deadline 30 May 2025.**Recommendations: That you:**

1. Consider the Recommendation Report at
- Attachment A**

Considered / Please discuss

2. Consider the finalised public environment report (PER) at
- Attachment B**
- and its
-
- attachments (
- Attachments C-S**
-)

or" / Please discuss

3. Agree that the recommended decision on page 3 of the Recommendation Report
-
- (
- Attachment A**
-), and summarised in the table below, reflects your proposed decision.
-
- This will have the effect of finalising the Recommendation Report under section 100 of
-
- the EPBC Act.

Agreed / Not agreed

4. If you agree recommendation 3, sign the letters at
- Attachments T to W**
- to consult
-
- the proponent and relevant Commonwealth and state Ministers on your proposed
-
- decision, including the draft Notification of proposed approval decision at
-
- Attachment X**
- .

Signed / Not signed

5. Agree to not publish the draft notification of proposed approval decision at
-
- Attachment X**
- for public comment.

Agreed / Not agreed**Summary of controlling provision(s) for the proposed Action Recommendation**National Heritage values of a national heritage place
(sections 15B and 15C)

Approve

Minister:

Comments:

Date: 2- (5-

Clearing Officer:	Rachel Short	Branch Head, Environment Assessments (Vic and Tas) and Post Approvals Branch	Mob: s. 22(1)(a)(ii)
Contact Officer:	s. 22(1)(a)(ii)	Acting Director, Victoria Assessments	Mob: s. 22(1)(a)(ii)
Date Cleared:	21/05/2025	Date sent to MO:	22/05/2025

Key Points:

1. The Queen Victoria Market Southern Development Project in Melbourne, is a proposal by Lendlease (Queen Victoria Markets) Head Developer Pty Ltd (the proponent) on behalf of partners Melbourne City Council and The Trust Company (Australia) Limited.
2. The project was determined to be a controlled action under the *Environment Protection and Biodiversity Conservation Act 1999* (EPBC Act) on 21 June 2024 due to likely significant impacts to the heritage values of a National Heritage place (sections 15B and 15C). The proposal was assessed by public environment report (PER). The PER is at **Attachment B** and its appendices at **Attachments C-S**.
3. The Recommendation Report at **Attachment A** sets out details of the proposal, describes the impacts the action is expected to have on the heritage values of the Queen Victoria Market, and justification for the proposed decision.
4. The department's recommendation is to approve the action subject to conditions that will ensure the project does not have an unacceptable impact on the National Heritage values of the Queen Victoria Market.
5. This brief seeks your agreement to the proposed decision, and to invite comments on the proposed conditions of approval from the proponent as well as Commonwealth and state Ministers with an interest in this proposal.
6. The recommended decision will allow the development to proceed while protecting heritage values of the Queen Victoria Market consistent with the objectives of the EPBC Act to promote environmentally sustainable development.
7. Lendlease will likely argue that the proposed conditions make the proposal financially unviable. The provision of the proposed decision to the proponent is the mechanism for natural justice in the decision-making process for decisions under Part 9 of the EPBC

Act. Following your proposed decision is the appropriate time for the proponent to make their case in response to the proposed conditions, and you can consider that response when making the final decision.

8. The proponent will likely push for a quick approval decision from you. You should note that the project was conceived by the City of Melbourne almost a decade ago. Lendlease referred the action to the Victorian government under the Victorian *Heritage Act (2017)* in June 2023, and then later referred the project under the EPBC Act in May 2024. They did not follow the typical path of referring to the state and the department at the same time, which has resulted in the assessment taking longer than otherwise would have been the case.

Background:

9. Lendlease (the proponent) proposes to:

- a. Build three mixed use towers (residential and commercial) and a low-rise civic building adjacent to the Queen Victoria Market
- b. Convert an existing carpark within the Queen Victoria Market into public open space
- c. Restore the Franklin Street Stores in preparation for their adaptive reuse.

10. The proposal has state approvals in place, through a permit under the Victorian *Heritage Act 2017* issued by Heritage Victoria on 20 December 2023 (Attachment Q). The state assessment considered only the impacts from elements of the action taking place within the Queen Victoria Market heritage place (Attachment AD). The EPBC assessment considers a broader set of impacts including elements inside and outside the National Heritage boundary that affect the heritage values.

Issues or sensitivities:

11. The Australian Heritage Database lists the official values of Queen Victoria Market under the following National Heritage criteria:

- a. *Criterion C - Research*: relating to Queen Victoria Market's former use as Old Melbourne Cemetery
- b. *Criterion D - Principal characteristics of a class of places*: relating to Queen Victoria Market's continued operation as a fresh food market with its origins in the nineteenth century

12. The key impacts to the heritage values of the Queen Victoria Market are associated with the placement and construction of three new towers:

- a. Two of the towers are proposed to cantilever over the Franklin Street Stores and would require 15 of 18 current south-facing canopies of the stores to be permanently removed. This would be a direct impact to the fabric of the heritage place which will result in a permanent loss of heritage values.
- b. The towers' physical presence would also have indirect impacts through crowding and intrusion into the southern boundary of the Queen Victoria Market, obscuring views of listed values of the Market, and adversely affecting the open character and setting of the heritage place.

13. The department recommends approval of the action, with conditions that ensure impacts to the National Heritage Values of Queen Victoria Market are acceptable. The key recommended condition would require the proponent to redesign the towers to add a 6m buffer between the boundary of the Queen Victoria Market National Heritage Place and the footprint of the towers. This will prevent the proponent from permanently removing the 15 south-facing canopies of the Franklin Street Stores.
14. Subject to state planning laws, a 6m set back is likely to reduce the size of the proposed towers which would likely impact the economic benefits of the proposal. The proponent is likely to consider these changes to the proposal to be financially unviable.

Recommendation Report

15. The Recommendation Report (**Attachment A**), prepared in accordance with section 100 of the EPBC Act, concludes that the proposed Action should be approved under sections 130 and 133 of the EPBC Act subject to the proposed conditions recommended by the department (see proposed Notification of proposed approval decision notice at **Attachment X**). This conclusion was reached by having regard to the likely impact of the proposal on the relevant controlling provision (National Heritage Places) and the relevant social and economic considerations under section 136 of the EPBC Act.
16. The Recommendation Report sets out all statutory considerations you must consider in making a decision whether to approve the action. This includes considering information in the PER (**Attachment B-S**) and public comments (**Attachments AB-AE**). Additional information discussed in the Recommendation Report includes advice from the department's Heritage Branch (**Attachment Y**), expert heritage advice from the Australian Heritage Council (**Attachments Z-AA**), Heritage Victoria's Officers Report and Recommendation (**Attachment AD**) and the Queen Victoria Market Pty Ltd Annual Report (**Attachment AF**).
17. Under section 136(1)(b) economic and social matters must be considered, so far as such considerations are not inconsistent with any other requirement of Part 9 of the EPBC Act. The proposal is likely to provide economic benefits, including provision of housing, employment opportunities during construction, increased revenue for Queen Victoria Market, and funding for broader renewal works within the Queen Victoria Market precinct. The provision of new residential dwellings would contribute to Victoria's statewide housing targets.
18. The Recommendation Report at **Attachment A** discusses these matters in detail, including weighing up the benefits of the action and the adverse impacts that the action will have on the heritage values of the Queen Victoria Market National Heritage Place. The report concludes that while the benefits to heritage values and social and economic matters are substantial, they do not compensate for, or outweigh, the unacceptable adverse impacts to the heritage values of the Queen Victoria Market the proposal would have if the recommended conditions were not applied.

Consultation:

Public submissions on assessment documents

Number 77	For	1	Against 70	Not specified	6
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- 19.77 public comments were submitted when the draft **PER** was released for consultation, most opposing the project. The public comments are attached at **Attachment AE**. The submissions included a petition opposing the action signed by 139 market traders, approximately 28% of all Queen Victoria Market traders (comment 58, **Attachment AE**). Other notable public comments include those from the Royal Historical Society of Victoria (**Attachment AC**), and a joint submission from the Australian Council of National Trusts and the National Trust of Australia (**Attachment AB**).
20. All relevant issues raised in public comments were addressed by the proponent in their Submissions Report (**Attachment S**) and taken into consideration in the PER.
21. The department considered expert advice in preparing the recommended decision, including the proponent's heritage expert s. 22(1)(a)(ii) (**Attachment P**), the department's Heritage Branch (**Attachment Y**) and the Australian Heritage Council (**Attachments Z and AA**).

Next Steps:

22. If you agree the recommendations, letters will be sent to the proponent (**Attachment T**), the Victorian Government (**Attachment W**) as well as relevant Commonwealth Ministers (**Attachments U-V**), including your proposed conditions. In line with usual EPBC timeframes, these parties will be provided a 10 business days comment period, after which the department will consider all feedback received and recommend a final decision.
23. If you do not agree with the recommended decision there are other options available to you, including refusing the project outright, or approving the proposal with different conditions.
24. The current statutory deadline for a final decision under the EPBC Act is 30 May 2025. The department will extend this timeframe to allow for consultation and time for you to consider feedback and make a final decision.
25. Part 9 of the EPBC act allows you (as an optional step) to seek public comments on the proposed decision. Public engagement was high at the referral and assessment stages, and the department considers all relevant stakeholders have been given adequate opportunities to raise concerns about the proposal. As such, the department considers public consultation has been adequate and recommends no additional public consultation on your proposed decision.
26. However, if you are minded to release your proposed decision for public consultation in alignment with the comment period for the proponent and Commonwealth and state Ministers, the department could also publish the proposed decision and seek public comments for 10 business days.

Attachments:

- A: Recommendation Report
- B: Final Public Environment Report (main document)
- C: PER Appendix A - PER Guidelines and Checklist
- D: PER Appendix B - Tower 1 Design Principles

- E: PER Appendix C - Tower 2 Design Principles
- F: PER Appendix D - Tower 3 Design Principles
- G: PER Appendix E - Market Square Design Principles
- H: PER Appendix F - Franklin Street Stores Design Principles
- I: PER Appendix G - Construction Traffic Management Plan
- J: PER Appendix H - Franklin Street Stores Canopy Options
- K: PER Appendix I - Precinct Walkaround and Arrival Experience
- L: PER Appendix J - Statement of Consultation
- M: PER Appendix K - Economic and Social Matters Report
- N: PER Appendix L - Archaeological Conditions Memorandum
- O: PER Appendix M - Conservation Management Plan
- P: PER Appendix N - s. 22(1)(a)(ii) Peer Review
- Q: PER Appendix O - State Heritage Permit
- R: PER Appendix P - Residential and Commercial Floorplate Assessment
- S: PER Appendix Q - Submissions Report
- T: Proposed Decision Letter - Proponent **FOR SIGNATURE**
- U: Proposed Decision Letter — Minister for Home Affairs **FOR SIGNATURE**
- V: Proposed Decision Letter — Minister for Indigenous Australians **FOR SIGNATURE**
- W: Proposed Decision Letter — Victorian Government **FOR SIGNATURE**
- X: Proposed Decision Notice - DO NOT SIGN
- Y: Heritage Branch Line Advice
- Z: Australian Heritage Council comments from referral stage
- AA:** Australian Heritage Council comments from assessment stage
- AB:** The Australian Council of National Trusts and the National Trust of Australia (Victoria) comments
- AC:** Royal Historical Society of Victoria comments
- AD:** Heritage Victoria - Officers Report and Recommendation
- AE:** All Public Comments from assessment stage (note that comment numbering has been added as a header at the start of each comment)
- AF:** Queen Victoria Market Pty Ltd Annual Report 2023-24



Australian Government

Department of Climate Change, Energy,
the Environment and Water

Notification of proposed 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.

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.				
	<table><tr><th>Controlling Provision</th><th>Decision</th></tr><tr><td>National Heritage values of a national heritage place (section 15B and section 15C)</td><td>Approved</td></tr></table>	Controlling Provision	Decision	National Heritage values of a national heritage place (section 15B and section 15C)	Approved
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.				

Person authorised to make decision

name and position	Senator The Hon Murray Watt Minister for the Environment and Water
signature	PROPOSED DECISION DO NOT SIGN

date of decision

PROPOSED DECISION DO NOT DATE

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** must be at least 6 metres outside the **Heritage Place boundary**.
 - b) The canopies of the Franklin Street Stores must not be permanently removed.
- 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 **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**.
- 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, 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** 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.
- 7) The approval holder must submit a Heritage Protection Plan for all works within the **Heritage Place Boundary** to the **department** for the **Minister'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.
 - 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 the Action to the **department** for the **Minister'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 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 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**.
- 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 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 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 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 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 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**.

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 extent of a building at all levels.

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.

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.

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:

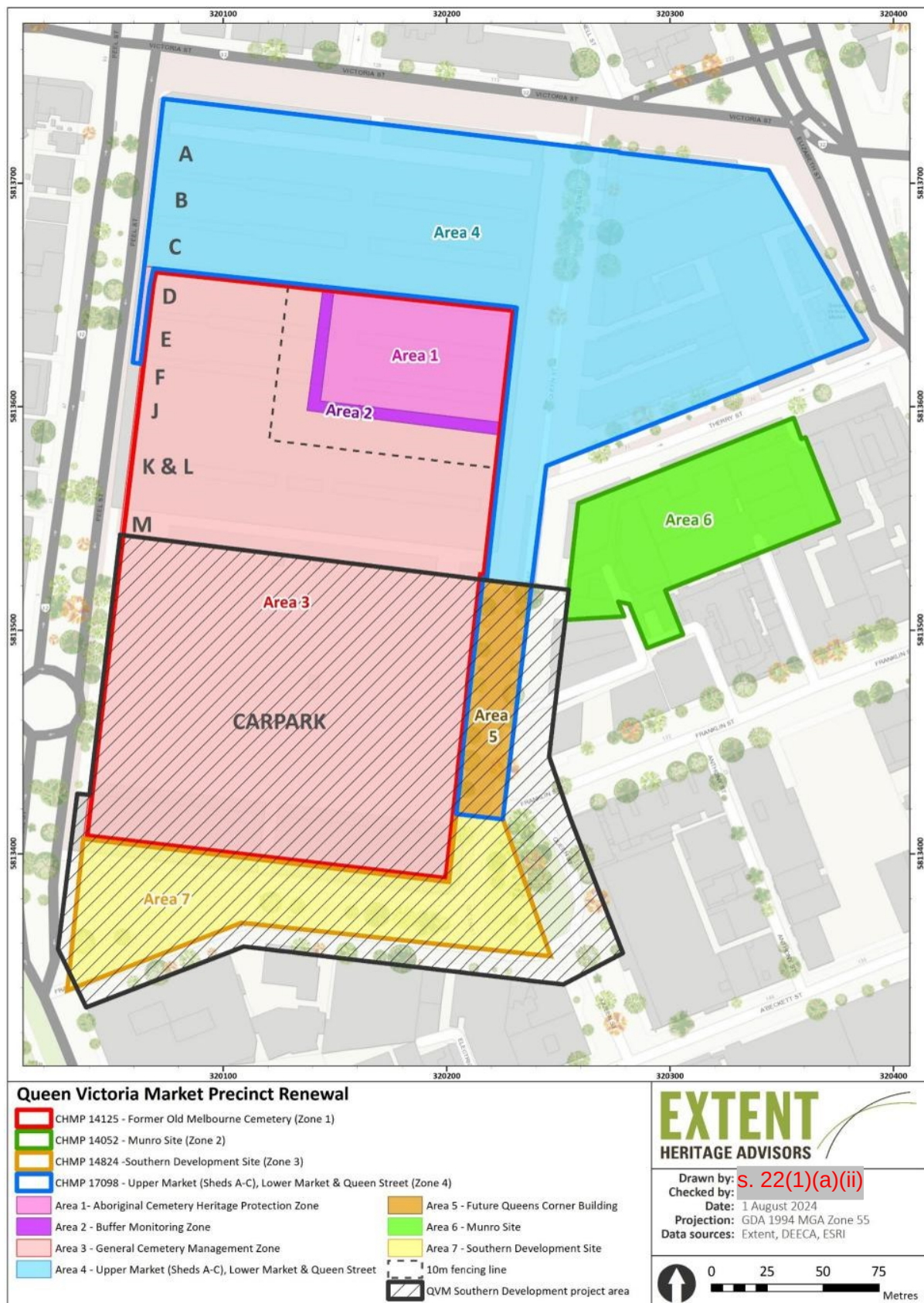
- '.shp', '.shx', '.dbf' files,
- a '.prj' file which specifies the projection or geographic coordinate system used, and
- an '.xml' metadata file that describes the shapefile for discovery and identification purposes.

Towers means Towers 1, 2 and 3 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.

Attachments

Attachment A: Project map



Approval Holder comments (13 June 2025) on proposed approval decision notice <u>Attachment A-I.</u>	Summary of additional design changes and justifications from the Approval Holders for the Condition amendment (July 11 2025) <u>Attachment J</u>	Summary of additional design changes and justifications from the Approval Holder for the Condition amendment (July 15 2025) Attachment K	Summary of additional design changes and justifications from the Approval Holder for the Condition amendment (July 18 2025) Attachment L	Summary of additional design changes and justifications from the Approval Holder for the Condition amendment (July 28 2025) Attachment M	Final DCCEEW response/position on conditions
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Request Condition 2)a) be amended to: ‘The footprint of the towers at ground-level must be outside the Heritage Place boundary.’ Tower 1 changes: - 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; - 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 Tower 3 changes: - Further opening the views towards the Stores from Queen Street and from the junction of Franklin Street and Elizabeth Street, improving the eastern and	Supplementary Information dated 11 July revising <u>Tower 1</u> design. Clarifying information regarding: - 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	Supplementary information dated 15 July containing an alternate Condition 2, <u>Tower 2</u> cantilever rationale, updated design clarifications and plans for an alternative design solution for <u>Tower 1</u>. Request Condition 2) be amended to: - To avoid direct and indirect impacts to the Franklin Street Stores: - The footprint of the towers at ground-level must be outside the Heritage Place boundary - 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 - Tower 2 may extend over the Heritage Place boundary: - 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. - 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-	Supplementary information dated 18 July reduces the depth of the north facing podium balconies on levels 2, 3 and 4 of Tower 2. - 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) Request Condition 2) be amended to: 2)To avoid direct and indirect impacts to the Franklin Street Stores: - The footprint of the towers at ground-level must be outside the Heritage Place boundary. - 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 - Tower 2 may extend over the Heritage Place boundary: - 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 - For above the podium, by no more than 4.7 metres, for a length of no more than 62.5	Supplementary information dated 28 July updated Tower 2 cantilever measurements. c) Tower 2 podium must not extend into the Heritage Place boundary: - by more than 1.8 metres perpendicularly, - for a length of more than 64 metres in parallel, - 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: - by more than 4.9 metres perpendicularly - for a length of more than 63 metres in parallel, - at a height of less than 18 metres above the finished floor level of the Jornung-Biik Laneway.	Condition amended Original Condition number 2)a). Final Condition Number 2)a) through to 2)e). On the basis of, the additional information the department has amended Condition 2 to align with the condition by proposed by Lendlease (below), with minor edits and is as follows: - To avoid direct and indirect impacts to the Franklin Street Stores: - The footprint of the towers must be outside the Heritage Place boundary. - Tower 1 must not extend into the Heritage Place boundary: - by more than 3.3 metres perpendicularly, - 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. - Tower 2 podium must not extend into the Heritage Place boundary: - by more than 1.8 metres perpendicularly, - for a length of more than 64 metres in parallel, - at a height of less than 8.5 metres above the finished floor level of the Jornung-Biik Laneway - Tower 2 above the podium must not extend into the Heritage Place boundary: - by more than 4.9 metres perpendicularly - for a length of more than 63 metres in parallel, - at a height of less than 18 metres above the finished floor level of the Jornung-Biik Laneway. - The Tower 3 external building line at ground and first floors must be setback 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, excluding structure. <u>Consultation summary and justification of amendment.</u> All three towers have revised their design. Revisions have been iterated across the initial response of June 13 and supplementary information provided 11, 15, 18, 28 July. Tower 1 and 2 now cantilever to a lesser extent and degree. There is a greater degree of separation between Towers 1 and 2, and the Franklin Street Stores. Lendlease provided multiple condition amendments for Tower 1 and 2 which included measurements that constrain the height, depth and length of cantilever allowable. Redrafts were provided with updated cantilever
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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. Tower 2 – No change proposed “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.”		Biik Laneway. Clarifying information Tower 2’s stepped cantilever from 6.5 - 8.5m up to 18 - 20m.	metres, at a height of no less than 18 metres above the finished floor level of the Jornung-Biik Laneway. “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.” Attachment 1 (new) – Tower 2 cantilever rationale, including: - o Design description, rationale and benefits - o 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: - o A plan with the length of the cantilevers for T1 (residential) & T2 (adjusted) - o 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 - o An artist’s impression of the T1 residential design from Market Square • Attachment 3 (new) – Lovell Chen’s heritage expert advice		measurements corresponding to the iterative changes in design. Tower 3 revised design to remove a portion of ground floor and first floor which obscured the Franklin Street Stores from the northwest. The revisited designs for Towers 1 2 and 3 reduces: obscuring of the Stores, impacts to open setting of QVM, reduces likelihood and degree of isolation of the Stores. The new condition set minimises impacts to the greatest extent achievable without deeming the Towers commercially and technically unfeasible. Condition amended to include ‘excluding structure’ to condition 2)e) as requested in final response dated 29 July 2025 (Attachment BF). The additional words aligns with the department’s original intent of the condition. This inclusion provides clarity for Approval Holder, regarding the need for structural support of the building above.
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			on the proposed design adjustment to Tower 2 • Attachment 4 (as issued Friday 11 July) – Heritage expert clarifications, including: - o The contributory significance of the Franklin Street Stores (FSS) - o The impact of the partial removal of the FSS canopy and mitigation measures - o 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) - o 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		
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Request Condition 2)b) be amended to: 2) To avoid direct and indirect impacts to the Franklin Street Stores: 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.’ ‘...it is considered appropriate in light of these broader heritage values of the Queen Victoria Market. ...with retention of the canopy, views of the parapet of the stores would be concealed. ...an additional canopy bay is proposed to be retained adjacent Tower 1.’	Memorandum from Heritage Consultant Lovell Chen dated 10 July explaining: • significance of Franklin Street Stores; • Impact from the canopy removal and • the heritage benefits of the project. Changes to Franklin Street Store canopy removal: One additional canopy bay to be retained, resulting in 14 canopy bays being removed, opposed to the 15 being removed as originally proposed.	N/a	N/a		Condition amended Original Condition number 2)b). Final Condition Number 2)f) and to 2)g). Condition has been amended to: ‘To minimise direct and indirect impacts to the Franklin Street Stores: f) The approval holder must not permanently remove more than 14 canopy bays. g) The approval holder must reinstate all eastern facade canopies removed during early works as part of the restorative works of the Franklin Street Stores. <u>Justification of amendment.</u> The total retention of canopy bays would exacerbate impacts caused by the towers. To alleviate obscurity of Franklin Street Stores, impact to open setting and to aid in the activation of the Franklin Street Stores (which will increase public interaction with the Stores, incentivising interaction with their heritage characteristics, particularly their internal heritage character) condition has been amended.
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Request Condition 3) be amended to: Condition 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. Approval Holder justification for amendment 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.	N/a	N/a	N/a		Condition removed. Original Condition number 3). The department notes Lendlease’s statement ‘...the proposed conditions were drafted with reflection to the material impact that 2(a) would have...’. This is correct, as the department anticipated a tower redesign was highly likely and would need review and approval to understand the impacts associated with new tower designs. <u>Justification of amendment.</u> Following the amendments to Condition 2, the department no longer considers Condition 3 necessary. The final tower design is currently presented as part of the decision. The Minister is appropriately informed of the impacts associated, deeming this condition irrelevant. Therefore, the condition has been removed.
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Request Condition 4)c) be amended to: “4)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.” Addition of “generally” to 4 (c). No change requested to 4 (a) or 4 (b). Approval Holder justification for amendment The Approval Holder 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).	N/a	N/a	N/a		Condition removed. Original Condition number 4)c). Associated conditions 4)a) and 4)b) are now 3)a) and 3)b) The department has removed 4)c) and reworded 4)b) to from: ‘Take measures to ensure there is no root incursion into the subsurface of the Old Melbourne Cemetery’ to: ‘Ensure there is no root incursion into the subsurface of the Old Melbourne Cemetery.’ <u>Justification of amendment.</u> Lendlease explained ‘generally’ was requested be added because the diagrams in section 5.2.1 were only conceptual and did not want to be limited to the specific design depicted. The department reviewed whether 4)c) was necessary to protect the National Heritage values of QVM. 4)a) and 4)b) are outcomes-based conditions and the department considered they adequately protect National Heritage values of QVM. 4)c) was deemed unnecessary in conjunction with 4)a) and 4)b), so was removed.
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Request Condition 6 be amended to: ‘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.’ Approval Holder justification for amendment 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.	N/a	N/a	N/a		Condition amended Original Condition number 6). Final Condition Number 5) The Condition has been amended to: <u>Justification of amendment.</u> ‘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.’ Amended to clarify that the Approval Holder is not required to complete a separate survey. Subsections a),b) and c) of the Condition have not been removed, as these subsections provide clearer directions than contained in the similar State Permit Condition which required an archival photo survey. The Approval Holder need only ensure the existing photo survey they provide has photos of the prescribed views.
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Request Condition 7 be amended to: 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. 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. 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.” Approval Holder justification for amendment ‘It is requested that 7 and 7(a) are amended to allow for	N/a	N/a	N/a	Request Condition be amended to: ‘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. 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. 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. Early Works means works associated with site establishment, basement excavation, removal of the	Condition amended Original Condition number 7)a) and 7)b). Final Condition Number 6)a) and 6)b) Condition amended to: a) The National Heritage Protection Plan can be approved by the Minister in stages that correspond to distinct components of the action. b) The approval holder must not commence construction at ground level within the Heritage Place Boundary unless the Minister has approved the corresponding National Heritage Protection Plan in writing for the component of the action for which the plan relates. Definition of early works amended to: ‘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.’ <u>Justification of amendment.</u> Accept inclusion of ‘at ground level’ for clarity of permitted activities. Rename ‘Heritage Protection Plan’ to ‘National Heritage Protection Plan’ to avoid conflating with Heritage Victoria condition requiring a Heritage Protection Plan. The condition has been amended to allow Early Works to be excluded as these activities will not impact NH values of QVM, because the are below ground, or are temporary in nature. The exception being the removal of canopies which will not be reinstated. The department consider Victorian Heritage Permit is adequate to protect the temporary removal of canopies, particularly conditions 16, 17, 27-30. Please refer to Attachment AT – Heritage Permit. Condition amended to allow staged development as requested in final response dated 29 July 2025 (<u>Attachment BF</u>). Requiring the entire plan (as previously conditioned) prior to commencement would delay the project and place significant and unnecessary demand on the department, without achieving additional environmental protections or benefits.
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appropriate staging of the works and commencement with Early Works, which is restricted in its scope...’ Proposed definition of Early Works Early works: 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.				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.	
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Request Condition 8 be amended to: ‘The approval holder must submit a Heritage Interpretation Plan for Market Square and the Franklin Street Stores to the department for the Minister’s approval.’	N/a	N/a	N/a	N/a	Condition amended Original Condition number 8), 8)a) and 8)b). Final Condition Number 7) and 7)a). Condition amended to: 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 a 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. Amended to remove requirement for Minister’s approval, condition referencing Minister approval, wording referencing Minster Approval and to replace ‘Action’ with Market Square and Franklin Street Stores. Minister approval deemed unnecessary as department considers adequate protection provided by Victorian Heritage Permit, particularly condition 20 and 26. Please refer to Attachment AT – Heritage Permit.
Condition 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. Requested removal of ‘The Tenancy Design Guidelines must be enforced by the approval holder.’ 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 Melbournewho will oversee future tenancy works in accordance with required Heritage Victoria approvals.	N/a	N/a	N/a	N/a	Condition Removed Department considers adequate protection provided by Victorian Heritage Permit, particularly condition 21 and 22. Please refer to Attachment AT – Heritage Permit.

				Requested amendment to Condition 9)c)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.	Condition amended Original Condition number 11) c)iv). Final Condition Number 9)c)iv). Department considers the amendment provides additional protection and has accepted the amendment.
				Requested removal of Condition 10)d): 'Consult with the Australian Heritage Council and include information about the views of the Australian Heritage Council have been taken into account.'	Condition Removed Original Condition number 12)d). Final Condition Number 10)d). The National Heritage Protection Plan requires Minister approval and thus the views of Australian Heritage Council can be taken into account by the department when reviewing the plan for approval.
Requested amendment to Condition 13)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.'	N/a	N/a	N/a	N/a	Condition Amended Original Condition number 13)b). Final Condition Number 11)b). The amendment results in a clearer and more measurable condition by defining the number of Stores used as functional storage space at current (3.5 Stores). Condition 13)b) amended to: '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.'

Condition 14, Request remove '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. Approval Holder justification 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 Approval Holder to continue acting in accordance with its conditions. The Approval Holder would be required to act in compliance with the Heritage Act 2017 (Vic) and all other applicable regulation.		N/a	N/a	N/a	Condition removed Heritage permit is required to undertake activities. If the permit is not in affect the activities cannot be undertaken. Leaving the condition in may result in the department conditioning the approval holder to undertake activities which they cannot legally undertake.
Condition 19, correction to the reference made to the Heritage Act 2017 (Vic).	N/a	N/a	N/a	N/a	Condition amended An incorrect reference was included in the original proposed condition. This condition has been amended and reference to Division 4 removed.
Condition 20, correction to the reference made to the Heritage Act 2017 (Vic)	N/a	N/a	N/a	N/a	Condition amended An incorrect reference was included in the original proposed condition. This condition has been amended and reference to Division 4 removed.

Condition 26 a) ii), correction to the reference made to the Heritage Act 2017 (Vic)	N/a	N/a	N/a	N/a	Condition amended An incorrect reference was included in the original proposed condition. This condition has been amended and reference to Division 4 removed.
Amendment to the definition of 'Action Area'	N/a	N/a	N/a	N/a	Condition amended Approval Holder has provided a better reference map. See Figure 1 – Final Decision Notice
Creation of a definition of 'Early Works' Includes the removal of canopies.	N/a	N/a	N/a	N/a	Agree
Amendment to the definition of 'Footprint' Proposed definition of Footprint : 'means the ground-level extent of a fully enclosed building.'	N/a	N/a	N/a	N/a	Agree Condition amended to define footprint as limited to ground-level extent.
Creation of a definition of 'Franklin Street Stores'	N/a	N/a	N/a	N/a	Agree Approval Holder has provided a better reference map. See Figure 1 – Final Decision Notice
Creation of a definition of 'Market Square'	N/a	N/a	N/a	N/a	Agree Approval Holder has provided a better reference map. See Figure 1 – Final Decision Notice
Amendment to the definition of 'Old Melbourne Cemetery'	N/a	N/a	N/a	N/a	Agree Approval Holder has provided a better reference map. See Figure 1 – Final Decision Notice
Creation of a definition of 'Queens Corner Building'	N/a	N/a	N/a	N/a	Agree Approval Holder has provided a better reference map. See Figure 1 – Final Decision Notice
Amendment to the definition of 'Towers'	N/a	N/a	N/a	N/a	Agree Approval Holder has provided a better reference map. See Figure 1 – Final Decision Notice
N/a	N/a	N/a	N/a	Creation of a definition of 'Podium'	Agree
N/a	N/a	N/a	N/a		Canopy bay definition created for clarity by department.
				Footprint definition refined	Agree
					Tower 2 podium definition created for clarity by department.

					Tower definition refined. Approval Holder has provided a better reference map. See Figure 1 – Final Decision Notice
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LEX 83484

Archived: Monday, 27 July 2026 12:04:19 PM

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

Sent: Thu, 5 Jun 2025 07:32:17

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

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

Subject: FW: EPBC Queen Vic Markets - 4.6 Lendlease meeting [SEC=OFFICIAL]

Importance: Normal

Sensitivity: None

Attachments:

250603 - Letter from Lendlease - Senator Murray Watt - Minister for Environment.pdf;

OFFICIAL

For filing pls

OFFICIAL

From: Rachel SHORT <Rachel.Short@dcceew.gov.au>

Sent: Thursday, 5 June 2025 1:52 PM

To: s. 22(1)(a)(ii) @dcceew.gov.au>

Cc: Bruce EDWARDS <Bruce.Edwards@dcceew.gov.au>; Rachel PARRY <Rachel.Parry@dcceew.gov.au> s. 22(1)(a)(ii)

s. 22(1)(a)(ii) @dcceew.gov.au>; DLO Watt <dlowatt@dcceew.gov.au>

Subject: FYI: EPBC Queen Vic Markets - 4.6 Lendlease meeting [SEC=OFFICIAL]

OFFICIAL

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

Bruce asked I pass on high level notes from my team's engagement with LendLease yesterday – in relation to the Queen Victoria Markets redevelopment project.

There was good discussion, particular focus to ensure the intent of the proposed conditions is clear – that is, to protect the heritage values of the site. While Lendlease have noted they consider the proposed conditions restrictive and may render the project financially unviable, they have undertaken to consider if there are other feasible design options that also minimise impacts.

Per the bolded point below, Lendlease have asked for an extension beyond the 10-day feedback timeframe, which we support – there is no formal procedural step for the Minister in relation to this extension, we will work with LendLease to ensure they have sufficient time to consider and respond. Note, the Victorian state heritage unit have also asked for an extension to provide feedback (by 25 June), which we will also confirm.

For now, the ball is with Lendlease. They will likely advocate to meet at more senior levels in the department or with the Minister to reiterate their views – though engagement with the assessment team is the appropriate approach, and we are available for future discussions when LendLease have had more time to consider.

OFFICIAL

Released by National EPA under the FOI Act 1982

LEX 83484

Regards,
Rachel.

OFFICIAL

From: s. 22(1)(a)(ii) <[REDACTED]@dcceew.gov.au>

Sent: Thursday, 5 June 2025 12:33 PM

To: Rachel SHORT <Rachel.Short@dcceew.gov.au>

Cc: s. 22(1)(a)(ii) <[REDACTED]@dcceew.gov.au>; s. 22(1)(a)(ii) <[REDACTED]@dcceew.gov.au>

Subject: dot points from Lendlease meeting [SEC=OFFICIAL]

OFFICIAL

- * The Victoria Assessments section met (on Teams) with Lendlease on 4 June 2025 to discuss the proposed approval decision and proposed conditions of approval for Queen Victoria Market Southern Development project (2024/09860).
- * Lendlease expressed the greatest concern with condition 2a (which requires a setback of 6m from the heritage site boundary) and Condition 2b (preventing removal of the canopies of the Franklin Street Stores). Lendlease expressed their belief that these conditions render tower 2 engineeringly unfeasible, and the project economically unviable. They also stated that the reduction in floorspace as a result of complying with the conditions would result in reduced funding revenue for broader QVM renewal works.
- * Lendlease have provided some preliminary written comments on the proposed conditions (attached) but indicated they will provide further more detailed feedback. **They also indicated they will request an extension to the 10-day comment period. We told them that we would not progress the final approval without their full response.**
- * Lendlease were curious to know if the department would consider an alternative design as part of their response to the proposed decision. The department communicated that the delegate could consider changes to the proposed conditions where it could be demonstrated that the objectives of the proposed decision could be delivered through different project decision or different conditions.
- * Land lease presented a varied design for Tower 1 (shown in the attached document) which includes slightly greater spacing between the building footprint and the Franklin Street Stores, but it would still require the removal of most of the Franklin Street Store canopies, and the building footprint would be within 6m of the boundary of the Heritage place (and cantilever over the heritage place) – as such it would not meet proposed condition 2a or b.

Rachel Short (she/her)

Branch Head

Environment Assessments (Vic and Tas) and Post Approvals Branch

Nature Positive Regulation Division | DCCEEW

P s. 22(1)(a)(ii) E Rachel.short@dcceew.gov.au | PE Rachel.short@protected.dcceew.gov.au

EA s. 22(1)(a)(ii) <[REDACTED]@dcceew.gov.au>

OFFICIAL

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Acknowledgement of Country

Our department recognises the First Peoples of this nation and their ongoing connection to culture and country. We acknowledge Aboriginal and Torres Strait Islander Peoples as the Traditional Owners, Custodians and Lore Keepers of the world's oldest living culture and pay respects to their Elders past, present and emerging.

QB25-000190

QUEEN VICTORIA MARKET SOUTHERN DEVELOPMENT PROJECT (EPBC 2024/09860)

KEY POINTS

- On 11 August 2025, I approved the final decision for the Queen Victoria Market Southern Development project.
- The approval allows the development of new housing and student accommodation towers and a civic building adjacent to the Queen Victoria Market.
- This development will provide over 2,200 new residences in inner city Melbourne. Comprising 1,100 residential dwellings, including 130 affordable housing properties and 1,150 student accommodation rooms.
- The existing Queen Victoria Market carpark will also be transformed into public open space and the historic Franklin Street Stores will be restored for an adaptive reuse.
- The Queen Victoria Market place is protected as a heritage site under State and Federal environmental law. The Department prepared advice for my consideration that carefully considered how the unique values of this heritage site can be protected and maintained while balancing a need for housing in Melbourne's city centre.
- The project will provide an opportunity to engage with the heritage of the Queen Victoria Market by highlighting the historic importance of the Old Melbourne Cemetery and opening the revitalised interior of the Franklin Street Stores to the public.

FACTS & STATS

- Lendlease (Queen Victoria Markets) Head Developer Pty Ltd are the head developer, acting on behalf of partners; Melbourne City Council and The Trust Company (Australia) Limited.
- The redevelopment proposes to:
 - construct two residential towers and one student accommodation tower at Queen St, Melbourne, adjacent to the Queen Victoria Market, creating around 2,200 new dwellings;
 - convert an existing carpark within the Queen Victoria Market into a 1.8ha public open space and recognise the historic significance of the Old Melbourne Cemetery at this location;
 - construct a low-rise civic building, adjacent to the Queen Victoria Market, and;
 - restore the historic Franklin Street Stores to allow their adaptive reuse.

LEX 83484

Contact Officer: Rachel Short

Phone:

Responsible Division: Environment Regulation Division (ERD) G3
QB25-000190

Date updated:
21 August 2025
Date reviewed:
xx MONTH 2025

BACKGROUND:

- On 29 May 2025, you proposed to approve the Queen Victoria Market Southern Development project with conditions under the EPBC Act.
- Following your proposed approval decision, the proponent and relevant State and Commonwealth Ministers were invited to comment on the proposed conditions of approval.
- The relevant National Heritage Values (Sections 15B and 15C) include:
 - Principal characteristics of a metropolitan produce market in 19th century Australia. It represents the role of markets in Australia, demonstrates all building types of 19th century markets, and continues to demonstrate the distinctive character of fresh food markets, including intangible aspects of operations of the markets.
 - The research values of the Old Melbourne Cemetery, a multi-denominational and Aboriginal Cemetery, representing Melbourne's founding population. Up to 9000 relatively undisturbed burials are estimated to be present.
- The primary adverse impact to the heritage values of the Queen Victoria Market were a result of the proposed placement of three residential and mixed-use (commercial) towers.
- Significant engagement with the proponent and consequential amendment to the design of all three towers resulted in reduced impacts and the amendment of the conditions for the Minister's consideration.
- Design amendments resulted in Tower 1 changing from commercial to residential use, providing an additional 490 homes, for a total ~2250 dwellings.
- The Queen Victoria Market Southern Development Project was determined to be a controlled action under the EPBC Act on 21 June 2024 due to likely significant impacts to the heritage values of a National Heritage Place.
- Victoria Heritage (a business unit of the Victorian Department of Transport and Planning) granted a permit for the project on 20 December 2023.
- State approval does not negate the requirement to seek approval under the EPBC Act. 2