

Schedule 7 - Review Procedures

Document for Release

Execution Version

1. Submission and review

1.1 Submission

- (a) **(Submission):** Project Co must submit all documents, data or other information which the State Project Documents requires it to provide for review in accordance with the Review Procedures (**Submitted Documents**) to the State or the Independent Reviewer or both (as the case may be) (**Reviewing Party**) in accordance with this Schedule and the terms of the State Project Documents.
- (b) **(Specified documents):** For the avoidance of doubt, the Design Documentation, WTMP and WEMP are the subject of a separate review process under the PSR and will not be reviewed in accordance with this Schedule.
- (c) **(Requirements for Submission):** With each Submitted Document, Project Co must provide:
 - (i) details of the Submitted Document, its nature and the relevant clause or Schedule of the State Project Documents in accordance with which it is submitted for review; and
 - (ii) any other information required in accordance with the State Project Documents or otherwise necessary for the review of the Submitted Document in accordance with this Schedule.

1.2 Review Period

For the purpose of this Schedule, the “**Review Period**” means:

- (a) **(period in State Project Documents):** where the period is expressly specified in the State Project Documents, that period; or
- (b) **(no period specified of determined):** where no period is expressly specified, 15 Business Days.

1.3 Approval by the Minister for Planning

- (a) Nothing in the Review Procedures or in any response by the State to any Submitted Document constitutes an approval of that document by the Victorian Minister for Planning or any other Minister of the State for the purposes of satisfying the requirements of any Approval or Approval condition.
- (b) For the avoidance of doubt, Project Co must obtain the approval of the Victorian Minister for Planning to the Construction Environmental Management Plan (CEMP) and (if required) any amendment to the CEMP in accordance with the Approval Decision, before implementing the CEMP or amendment. Any Submitted Document or amendment to a Submitted Document (including the CEMP) which needs to be approved by a Minister of the State to satisfy the

requirements of any Approval or Approval condition, must be submitted for approval after completing the procedures set out in sections 2 to 6.2 below.

2. Further information

Project Co must as soon as possible upon request by the Reviewing Party:

- (a) submit any further information, data or documents;
- (b) make available appropriately qualified personnel; and
- (c) provide access to Project Co Material,

that the Reviewing Party reasonably requires in order to review the Submitted Document and respond in accordance with this Schedule.

3. Review in stages

- (a) **(Stages):** If Submitted Documents are to be reviewed in stages, each stage must be submitted for review and the review completed in accordance with this Schedule before any subsequent stage may be submitted for review.
- (b) **(Further Review):** If, for any reason, any stage is reviewed out of sequence as a consequence of any act or omission of Project Co, the Reviewing Party will be entitled to further review or complete a new review of those stages of the Submitted Documents that have already been reviewed in accordance with this Schedule.

4. Comments on, approval or rejection of Submitted Document

4.1 Comments or no comments

- (a) **(Options for review):** Subject to section 4.1(b), the Reviewing Party may:
 - (i) review any Submitted Document; and
 - (ii) within the Review Period, comment on or reject the Submitted Document in accordance with this section 4.
- (b) **(Documents requiring approval):** With respect to any of the following documents:
 - (i) a Utility Agreement;
 - (ii) a Construction Environmental Management Plan;
 - (iii) a Construction Traffic Management Plan;
 - (iv) a Works Approval Report;
 - (v) an Operations Environmental Management Plan; and
 - (vi) an O&M Manual,

the Reviewing Party must, within the Review Period, review the Submitted Document and either:

- (vii) approve; or
- (viii) reject or comment on,
the Submitted Document.

- (c) **(Proceeding with Submitted Document):** Project Co must not proceed with, or proceed to implement, a Submitted Document:
 - (i) subject to section 4.1(c)(ii), unless the Reviewing Party has been afforded the Review Period to review the Submitted Document and has not rejected or commented on the Submitted Document; or
 - (ii) with respect to the documents listed in section 4.1(b), unless the Reviewing Party and, if required by any Approval, the Victorian Minister for Planning has approved the Submitted Document.

4.2 Grounds upon which Reviewing Party may comment or reject

The Reviewing Party may only provide comments on, or reject a Submitted Document if the Submitted Document:

- (a) **(incomplete):** is incomplete or inaccurate, of poor quality, is ambiguous or unclear or otherwise is not in a condition to allow the Reviewing Party, in its reasonable opinion, to adequately review it;
- (b) **(applicable Laws or Standards):** does not comply with the applicable Laws or Standards;
- (c) **(non compliance with State Project Documents):** is otherwise not in accordance with, or is not submitted in accordance with, the requirements of the State Project Documents (including that Project Co will not satisfy the FFP Warranty or the requirements of the PSR);
- (d) **(adverse affect on State):** adversely affects any right of the State in accordance with a State Project Document, the State's ability to perform its obligations under a State Project Document or any of its statutory functions or its ability to enforce any such right; or
- (e) **(increase in State's Liabilities):** would result in an increase to the State's Liabilities under a State Project Document.

4.3 Substantiate rejection or comments

If the Reviewing Party provides Project Co with comments on or rejects a Submitted Document, the Reviewing Party must:

- (a) **(sufficient details):** provide sufficient detail to Project Co within the Review Period to substantiate those comments or that rejection including as set out in section 6.1; and

- (b) **(resubmission period):** notify Project Co of the time within which Project Co must resubmit the Submitted Document to the Reviewing Party.

4.4 D&C Program

If the Submitted Document is the D&C Program, in addition to its rights in accordance with section 4.2, the Reviewing Party may provide comments in connection with the D&C Program or reject the D&C Program and Project Co must amend the D&C Program accordingly if compliance with the Submitted Document would mean that Completion would not be achieved by the relevant Date for Completion or such other date as may be:

- (a) specified in a Remediation Plan notified by the Independent Reviewer as satisfactory under clause 22.2(d), 22(h) or 22.2(i)(ii)A, or a remedy program prepared under clause 39 (in accordance with clause 39.1A) of the Agreement; or
- (b) required so that the D&C Program accurately reflects the actual progress of the Works in accordance with clause 15 of the Agreement.

4.5 Works Approval Report

If the Submitted Document is the draft of the Works Approval Report submitted for approval by the State before submission to the EPA, notwithstanding section 4.2, the Reviewing Party may not provide comments in connection with the draft of Works Approval Report (including, for the avoidance of doubt, any comments which would, if implemented, require any change to the relevant Project Activities) or reject the draft Works Approval Report, on the grounds only that:

- (a) the project annual mass emission limits proposed to be established as the Operating Mass Emission Limits are inappropriate, inadequate, too high or otherwise by reason that they are higher than the Draft Mass Emission Limits; or
- (b) the Project Activities described in the Works Approval Report to achieve the proposed Operating Mass Emission Limits specified in the draft (or otherwise required by the State) are inadequate to achieve such purpose;

and Project Co shall not be required to amend the draft of the Works Approval Report on such grounds.

5. Document management

5.1 Copies of Submitted Documents

- (a) **(Copies required):** Unless otherwise expressly provided in the State Project Documents, Project Co must provide:
 - (i) three original paper copies;
 - (ii) one electronic version in .pdf format; and
 - (iii) one electronic version in original format (in accordance with section 5.1(b)),

of each Submitted Document to the Reviewing Party for review in accordance with this Schedule.

- (b) **(Form for Electronic copies):** An electronic copy of a Submitted Document must be an electronic copy of that document in the format of the software in which the document was originally created that has been configured to allow the Reviewing Party to access and amend the information contained therein in the same manner as the original creator(s) of that document.

5.2 Register of Submitted Documents

- (a) **(Register):** Project Co must compile and maintain a register of the date of submission and content of each Submitted Document and must regularly update that register to record:
 - (i) each Submitted Document to which it receives a response or comment from the Reviewing Party, including a copy of that response or comment; and
 - (ii) each Submitted Document to which it receives no response or comment within the Review Period.
- (b) **(Access):** The register must be capable of access by the State, the Independent Reviewer and any person authorised by the State.

6. Compliance with Submitted Documents

6.1 Rejected or commented on Submitted Document

Subject to section 6.2, if the Reviewing Party comments on or rejects a Submitted Document in accordance with section 4.2, Project Co must:

- (a) **(amend Submitted Document):** amend the Submitted Document in accordance with the comments of the Reviewing Party to the extent necessary to ensure that the Submitted Document meets the requirements of the State Project Documents and otherwise addresses the comments of the Reviewing Party in accordance with section 4; and
- (b) **(resubmit Submitted Document):** resubmit the revised Submitted Document to the Reviewing Party within the time specified in the notice under section 4.3(b),

and the provisions of sections 1 to 5 will reapply to the amended Submitted Document until such time as Project Co is entitled to proceed with, or proceed to implement, the Submitted Document in accordance with section 4.1(c).

6.2 Disputed amendments

- (a) **(Disagreement):** If Project Co does not agree that any amendments or comments requested by the Reviewing Party to a Submitted Document are required or required to be addressed, Project Co must notify the Reviewing Party and Project Co and the Reviewing Party must meet to try to resolve the difference of opinion in good faith.

- (b) **(No resolution):** If, within 5 Business Days of Project Co's notice under section 6.2(a), Project Co still disputes that any amendments are required to the Submitted Document, Project Co may refer the matter for resolution in accordance with clauses 41 to 42 of the Agreement.

6.3 Compliance with Submitted Document

If:

- (a) **(entitled to proceed):** Project Co is entitled to proceed with, or proceed to implement, a Submitted Document in accordance with section 4.1(c); or
- (b) **(no amendment required):** it is determined in accordance with section 6.2 that no further amendment to the Submitted Document is required,

then, subject to section 1.3:

- (c) **(delivery by Project Co):** Project Co must deliver the Project Activities in accordance with the Submitted Document and otherwise in accordance with the State Project Documents;
- (d) **(departure by Project Co):** subject to section 6.3(e), Project Co may depart from that Submitted Document where it is necessary to do so to comply with the State Project Documents; and
- (e) **(notice of departure):** if Project Co wishes to depart from that Submitted Document, then:
 - (i) it must give the Reviewing Party prior notice of this intention together with an updated version of the Submitted Document incorporating all or any changes proposed; and
 - (ii) the provisions of sections 1 to 5 will apply again to such re-submission.