

Project	Hydro Kurri Kurri site redevelopment project	From	Alysia Norris
Subject	Community Reference Group Meeting	Tel	1800 066 243
Venue/Date/Time	Thursday 21 February 2019 Hydro Aluminium 6pm – 7.15pm	Job No	2218982
Copies to	All committee members		
Attendees	<p>Mr Richard Brown – Managing Director, Hydro Kurri Kurri (RB)</p> <p>Mr Andrew Walker – Hydro Kurri Kurri Project Manager (AW)</p> <p>Mr Kerry McNaughton – Environmental Officer, Hydro Kurri Kurri (KM)</p> <p>Mrs Kerry Hallett – Hunter BEC (KH)</p> <p>Mr Gareth Curtis – Cessnock City Council (GC)</p> <p>Mr Martin Johnson – Cessnock City Council (MJ)</p> <p>Mr Allan Gray – Community representative - Retired Mineworkers (AG)</p> <p>Mr Rod Doherty – Kurri Kurri Business Chamber (RD)</p> <p>Mr Toby Thomas – Community representative, Towns with Heart (TT)</p> <p>Mr Brad Wood – Community representative (BW)</p> <p>Mr Bill Metcalfe – Community representative (BM)</p> <p>Mr Michael Ulph – CRG Chair, GHD (MU)</p> <p>Ms Alysia Norris – Minutes, GHD (AN)</p>		
Guests/observers	NIL		
Apologies	<p>Cr Robert Aitchison – Maitland City Council (RA)</p> <p>Cr Darrin Gray – Cessnock City Council (DG)</p>		
Not present	<p>Mr Ian Rush – Cessnock City Council (IR)</p> <p>Mr Mark Roser – Strategic Planner, Maitland City Council – (MR)</p> <p>Ms Debra Ford - Community representative (DF)</p> <p>Ms Tara Dever – CEO Mindaribba Local Aboriginal Land Council (TD)</p> <p>Mr Andrew Neil – Manager Strategic Planning, Maitland City Council (AN)</p>		



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## Notes

## Action

### 1 Welcome and Acknowledgement of Country

Meeting commenced at 6pm

#### Michael Ulph (Chair) (MU)

Acknowledgement of country.

Introduction of people at the table.

Welcome back Martin Johnson and Gareth Curtis from Cessnock City Council.

Alysia Norris from GHD taking minutes.



### 2 Meeting agenda

- Welcome and meeting opening
- Apologies
- Declaration of pecuniary interests
- Acceptance of minutes from the last meeting
- Flow Systems update
- Project update
- Items of historical significance
- CRG questions and answers
- General business
- Next meeting and meeting close



### 3 Welcome and meeting opening

**MU** welcomed attendees and noted apologies.

**MU** asked those present to declare any pecuniary interests.

None besides paid staff from GHD and Hydro.

#### 4 Last meeting minutes

**MU:** The next item is to look at the last minutes and, I assume, that's everyone's had an opportunity at least to read through. It does have many pages but I will add that most of those pages are only about two-thirds of the width and with lots of illustrations so, it's easier than if it was 30 pages of solid text.

Can I have somebody move that this is a true and correct record of the last meeting?

**AG:** I'll move it.

**MU:** Thank you very much. And a seconder please?

**TT:** I'll second it.

**MU:** Thank you very much Toby.

**AG:** moved the minutes.

**TT:** seconded the minutes.

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## 5 Flow Systems update

**MU:** Let's get straight into it then, Richard. The first item of the agenda today is an update on Flow Systems' involvement with the project. Take it away.

**RB:** Righto. Does anybody know what that is?

**AN:** Yeah, it's in Barcelona.

**RB:** Correct.

**AN:** It's Gaudi.

**RB:** Does anyone know why I'm showing it? I don't know if it's still intact because that's the photo I took just before I received a phone call to say that Flow's been put in voluntary administration. And I think from that point I started throwing rocks and kicking pigeons and ... So now, every time I think about it, that's an image that comes into my mind.

Yes, that's Gaudi's Park Güell in Barcelona. So on 20 December, just before Christmas, we received some, I'll call it, interesting news. Next slide.



### Flow Systems – Voluntary Administration

- *What is it?*
  - In 2018, Brookfield Infrastructure Group (parent) commenced a sale process of Flow Systems
  - Following the unsatisfactory conclusion to the sale process, ongoing financial support by Brookfield was withdrawn
  - 20<sup>th</sup> December 2018 Flow Systems placed into Voluntary Administration
  - Phil Carter and Christopher Hill of PWC, the appointed Administrators, commenced a revised sale process
  - Following the receipt of bids, the Administrator's are preparing to recommend that Flow Systems be sold to Brookfield, excluding the Loxford group of companies (which would effectively terminate the current Acquisition Agreement with Hydro)
  - 2<sup>nd</sup> creditors meeting is scheduled for 25<sup>th</sup> February 2019, at which, creditors will vote to accept (or not) the Administrator's recommendation
  - It is possible that alternative bids to acquire Flow Systems can be considered up until the creditor decision

CREATING PROSPEROUS FUTURES

So, Flow Systems, the company that we obviously know well and we've got an acquisition agreement with. Little bit of background: during last year during the negotiations we had with Flow Systems, the parent of Flow – Brookfield Infrastructure – commenced the sale process of Flow Systems. Now we knew about that at the time we signed the acquisition agreement, and in fact we put some clauses in there that basically meant we had an ability to approve the new buyer. So we didn't want a company that we weren't happy with purchasing Flow, and for us to do business with them, but we didn't expect that that would ever be a problem for us. So that sale process concluded I think in



November. Some of this is information that is fact and some of this is my interpretation and I won't distinguish between the two because it's probably as good as anything at the moment.

At the completion of that sale process, there was no satisfactory outcome from Brookfield. Probably I should say that Flow Systems themselves, is, when I say the parent company is Brookfield, they're actually 56 per cent owned by Brookfield and the remaining 44 per cent are owned by what I guess you'd call a minority group, and it's predominantly the founding partners of Flow Systems, and some of the management of Flow Systems. So that's the minority group within the company. But Brookfield being the majority shareholder is the influencer, the board of directors of Flow Systems, and that sale process didn't reach a satisfactory outcome for them, and that then instigated a process whereby Brookfield withdrew their ongoing funding support for Flow Systems. That meant that basically immediately Flow Systems was unable to fulfil their obligations as a viable entity and thus the company was placed into administration on 20 December.

That process meant that these two gentleman, Phil Carter and Chris Hill of Price Waterhouse Coopers, were appointed administrators and their process was basically to recommence the sale process from an independent perspective. The role of the administrator is basically to assess what the best value outcome for creditors of the company that is in administration. So, there's a range of different people that are owed money from Flow Systems, and you know they could be in the form of loans, or outstanding contracts or works that have proceeded and there's different levels of priorities of those creditors. You know, there are secured creditors, there's unsecured creditors, and Brookfield being a company which has been lending money I guess through the company structures were the majority of the secured creditors in this situation.

So PwC commenced the sale process. The bidding for that sale process closed on 4 February and I think they received six bids, some of which were more serious than others. I think in this process, from our discussions with the creditors, they often say they receive what they refer to as comedy bids. You know, "I'll give you a dollar for it", that kind of stuff.

In the end, the conclusion from that is that the administrators have prepared a report, and this is all public information by the way. You can actually go on the PwC website and find the administrators' report. They are preparing to recommend that Flow Systems be sold to Brookfield who were a bidder in this



process. However, that bid excludes the Loxford group of companies which is the group of companies that our deal was with.

**GC:** That's very specific.

**RB:** It is very specific. I can't speculate why that's the case. I mean Brookfield approved the acquisition and the entering into the acquisition agreement. I can speculate but there's no point in doing that. I don't know that there's much value in speculating but that's the fact as it is.

That's live as of today. It's not a done deal. This process means that this is a recommendation that's put to creditors and the creditors then get to vote essentially to accept the recommendation of the administrator or not. That creditors' meeting, that second creditors' meeting, is set for Monday and it's normal I would guess that the creditors would accept the administrators' recommendation.

However, it is possible, and I say this because it's a possibility and not a probability, but it's possible that alternative bids to acquire Flow Systems are able to be tabled and accepted right up to the point where the creditors' decision is made. And this is from the administrators themselves, if someone walked into the room and they had a trailer load of cash, then they're obliged to inform the creditors that this could be a better value outcome for them. The likelihood of that happening is, I guess, low but it's still a possibility.

Now, that's all very interesting but what does it mean? You know, what's that mean for us here? And that's on my next slide Andrew.

In the short term it doesn't mean very much. So this will not change anything we're actually doing on site. There's no change to our demolition activities, or remediation activities and the program. One thing that's been good out of the acquisition agreement for us is it's allowed us to provide a very specific and focused program of works that's designed around the acquisition agreement and the proposed transfer of parcels of land. Our intention is to maintain the works program towards those timings.

**BM:** What about the two potlines which weren't completely demolished, that they wanted left?

**KH:** Yeah they wanted left.

**RB:** Let me come back to that.

There's no changes to the mandate that we have regarding the future sale of the site. The expectations that we've got in terms of

### Flow Systems – Voluntary Administration

- *What does it mean?*
  - No changes to the demolition / remediation activities and schedule
  - No changes to the mandate from Hydro management regarding the sale of the site (timing, conditions etc)
  - No changes to Hydro's ultimate ambition for the site
  - If required, Hydro will continue the work needed to complete the rezoning and associated bio-certification
  - If required, Hydro will look at re-engaging with potential acquirers of the site (as we did with Flow)

OUR PROSPEROUS FUTURES



the timing of things, I mean when we first proposed the divestment strategy for the Kurri site, we were faced with a range of options. One was to sell immediately as is and let someone else take care of all the remediation and demolition responsibilities, right through to playing the role of developer and selling individual lots to mum and dad investors.

We chose something which is in the middle ground where we would engage with a developer or a party that would allow us to take the land up to the point where we finished with the remediation and demolition and, at that point where we finished, they would take it forward from there. And that's still our mandate going forward. The timing of that doesn't change and neither does the condition around the keeping the site intact as a sale. So we have no intentions or plans to start breaking the site up into either large lots or even smaller lots in terms of individual sites in the plan.

**BM:** Has money changed hands?

**RB:** No. Well, there has been some but that's nothing material.

**RD:** What was the question?

**RB:** Has money changed hands. And there was a deposit made essentially.

Nor does it change our ultimate ambition for the site. So , regardless of the situation here with Flow, it doesn't change what we expect and hope will be achieved through the activities that we're doing on site and the activities and the future redevelopment of the site and what benefits that will bring to the local community. There's nothing happening in this process that will change that. And that means the next two points there is that, if we are required to, we will pick up the pieces in terms of the rezoning process and the associated bio-certification process and we'll pick it up and run with it from now until we re-engage with another acquirer of the site. And depending on where that process is actually at, at that point in time, they can take it forward from there. So we don't want to lose any momentum or any timing as a result of this process, so we're more than happy to pick up the pieces and run with it.

**MJ:** When will we know when that's going to occur?

**RB:** Well I would guess we'll find out the outcome of the creditors' meeting on Monday. That may give us some clarity around what we're going to do. I guess regardless of that process, we'll know what that means for some of the consultants because they're, sort of, unsecured creditors in this process. All the work that they've



been doing was embargoed by them because they haven't sort of been paid to complete that work which is why the planning proposal –

**MJ:** Never actually got lodged.

**RB:** Never got lodged prior to Christmas because they went “well, we can't release that report until you pay us” which is fair enough. That's OK. But out of the creditors report, we'll have then a base position to negotiate with those consultants to say “well, we're going to pick this up and develop it ...”

**GC:** We'll pay you.

**RB:** We'll pay you, or we'll pay you from where we pick back up

**GC:** We'll pay you from the deposit Flow Systems gave us.

**RB:** Well, I'm not saying that.

**MJ:** So they suggest you go forward with the amended ...

**RB:** Well that goes back to Toby's question of what will we take forward and the answer is we're not sure yet. I think it's a bit early for us to speculate on what we will do because we're really just sort of getting our heads around what the implications of this are. You know, I imagine there's not going to be someone jump at us on Tuesday and say “I've got a deal for you”. So we're going to have a think about what we do with some of these decisions that we made with Flow in mind. And the potential of those buildings is one. Will we keep them? Don't know. They obviously kept them for a reason. You know, we still have a relationship with Flow people so you know, depending on what they want to tell us, who that was, what the intent was, that might provide a lead going forward.

Similarly to the switchyard. We've always recognised that the switchyard and connection to the grid is an asset to the site and the ability to either use that for power in or power out, the likelihood is that all that infrastructure will be retained as some sort of potential value for the site's redevelopment in the future.

The rezoning itself, we have started to look at what we, Hydro, proposed and what Flow ultimately got to. There are a number of differences but when we looked at them, at a really sort of basic level, they're kind of around the edges. Once they started pulling back one major area on the Maitland [side], west side of the rail corridor, Kerry's place, you know, taking that out so that things could go forward. My guess is that if we were to start that work up, maybe what we would do is sit with council and we'd put the two on the table and do a pros and cons and go “what do you think”,

because some of them were pretty good ideas, some of them council will probably go, well to get them across the line with the rezoning process, it'd probably be easier to let that slide.

I think our view is that, particularly on the rezoning side of things, we get other chances, or landowners will get other chances. We get the majority across the line now and there's going to be some tweaks around the exhibition process but what's to say in the future if you've got 100 hectares of industrial land, whether it's IN1 or IN3, someone comes along and says I've got a fantastic idea, I've got this business right here and they need it as IN2, and there may be opportunity to have that discussion at that point in time. But at this stage, I think we'll sit with council and say what do you guys think is the best outcome for you and for the process going forward.

Similarly the bio cert[ification] is another process we've got to look at. There's a couple of challenging date issues with both of those pieces of work. The rezoning process ... those of you with very, very good memories, probably recall or not, that the gateway that was issued for the rezoning actually had a 36-month expiry, so that you know, in March 2019 the gateway for the rezoning expires. Now we can't say that all of that time has been taken up with Flow Systems preparing their revised planning proposal. It's probably fair to say, in their absence, that a lot of that's been tied up with Maitland's requirements to do flood studies and have an updated flood study and flood modelling associated with Swamp Creek and Wallis Creek.

Year and a half. So there's a big chunk of time taken up with that. Nonetheless, council has been proactive, both Maitland and Cessnock, have been proactive seeing this deadline coming up and they have engaged with Planning to request a 24-month extension. We met with both councils a couple of weeks back to let them know this stuff's going on, and that the very first steps we need to do is do that and council has already done it. We've provided some additional information which hopefully will help Planning move that process forward.

On the up side, some of the things that have developed in the time that we've been doing this is that the site has been recognised in all the regional planning strategies, so it has got strategic support at a regional, you know, a local and a regional level. All of that is obviously very positive for the site.

On the bio cert there's another critical date, and that's during this last couple of years, there's actually been a change of legislation



which manages the impacts on biodiversity of development. Martin, you're probably an expert there, I'm not.

The issue was that the old system that we were looking at acquiring certification is no longer available. However, there were a number of sites that commenced that process and were recognised in what they call savings provisions in the new legislation so that we could continue with that old process so long as we made an application before 25 August. Now that sounds like it's a fair way away, but this is really complicated, and it's a big site and there's two councils involved. And I actually went to a meeting with OEH today and when we told them this was going on, they kind of went "oh, that doesn't sound good". They're concerned we're not going to make that date. We don't know yet. I guess, some of that depends on the work that Flow had done with their consultants. So there's another consultant we've got to engage with and get an understanding of where they got to and the work they've done. We just don't know, in their view, how close they are to ticking the box of making an application. Once we've got a feeling for that, we said that we would get that to council and OEH straight away and they can give us a very preliminary assessment and they can say "yep, we think this is pretty close to the mark and we think you'll make it" or they'll go "you've got no chance". And at that point then we've got to decide what that means.

In all likelihood what that means is we start the process using the new legislation. And I understand today, there's a couple of different possibilities within that process. I think there's a strategic site bio cert process that's potentially available as well as a landowner proponent process that's available.

Now the good news is we understand that most of the field work that's been done already can be reused. There's just different calculators for the offsets required. But that may then flow back into the master plan if offset ratios are different and this species can't be offset as much as it was previously so we have to consider that when we go forward, if we go forward.

**TT:** I guess the thing is Flow was not as progressed as we think, as we thought they were?

**RB:** Ah no.

**MJ:** They were about to lodge.

**RB:** They were pretty close. I mean, there was a final draft of all the reports. Council had seen some preliminary reports, there was some ... the comments from council had been incorporated back into the final proposal so it could still be something that we need



to tweak around the edges and get going forward. I think the real setback if you like in this process is that if it goes as it appears, and that's these companies get liquidated, then we are going back to reconsider our options in terms of the sale and start reengaging with potential acquirers of the site. That took two years last time. Hopefully it doesn't take as long this time because we are better informed, the whole site situation is progressed, we'll have remediated parts of the site with auditors' statements. I mean we'll hopefully be well down the track of rezoning. There's lots of things have progressed that will make the acquisition easier and smoother, but nonetheless it will take time for that sort of process to be completed which ultimately means that when it comes to development on the ground, compared to the situation we had with Flow, this situation will take longer. And to me, that's the most disappointing part.

**MJ:** Would that mean the whole process would start again or can you go to, I'm assuming you had a number of people who were interested last time, can you go to a third party?

**RB:** Again, it's a bit like the question with the pot line building. I don't know. Maybe. We certainly had people who were second and third and whatever. Some of those we've kept in touch with but possibly. But maybe through the fact that we're starting to understand what we're doing and de-risk the process even more, it might just open up at the market a bit more.

**KH:** So there was some interest apparently from different parties to get land off Flow, for different things like the school. Is that an opportunity, if everything is taking its time for Hydro to jump in and say do you still want to go ahead and at least have part of it?

**RB:** I say maybe, and I say maybe because, again, taking into account of that second point. Our mandate is not to –

**KH:** Split it up.

**RB:** Split it up and to sell bits and pieces, but I guess you have to never say never. I mean there could be opportunities come along and we say this is a good opportunity for us and the community that we can realise now. But, I'd say in the first instance, we'd really like to hold those off and potentially have that as an opportunity for someone else when they come along and purchase the site for their benefit.

**GC:** From my perspective I think it's better to keep it with one landowner and prevent that fragmentation so you end up realising everything that you envisaged, do you know what I mean? As soon as you get fragmented land ownership, people have different ideas about what they want to do and don't end up with what your



original expectation was. It's one of the great things about single ownership.

**RB:** Yep exactly, I think that single ownership makes the rezoning process easier to manage. That is still our intention. And hopefully that will be the case going forward.

**GC:** It's an interesting situation because, specifically excluding the Loxford group of companies, which is all those other little companies that came in with what you're doing, were doing, were excluded so clearly this site has something to do with it.

**RB:** Well I think part of it ... I don't know if it's the site or the nature of the project. And I think, I would hazard a guess, that it's the nature of the project. Brookfield are not developers.

**GC:** No.

**RB:** I mean really, neither are Flow. I think, in that sense, what they were providing, what they were doing with this project is ... it kind of grew from an opportunity. Maybe we talked about this a long time ago, Flow's introduction to this process was to provide an alternative strategy for servicing the site, as they've done with Huntlee and Cooranbong and Wyee and a whole bunch of other projects that they're worked on. So they came to us as a potential alternative to your Hunter Waters and your standard electricity suppliers.

And I guess as they investigated the site and through their investigations with Brookfield, and the further they got into it, they said "well, this could be a showcase site for us" because we are involved in, obviously water infrastructure, power infrastructure, and through the Brookfield group, you know, they're involved in rail and ... There was a whole bunch of boxes being ticked that said we could turn this site into a showcase for sustainable multi-utility platform. Which is then, they said "well let's forget about our whole servicing strategy, we want to put our hat in the ring to buy the site, because the development side of things it's a different business but we know it and we're more than happy to partner with a developer and get it across the line". But I think it would appear that, from the way we're reading it now, is that Brookfield aren't interested in the risks that developers take. They are simply an infrastructure fund manager who goes "we'll buy infrastructure when there's a revenue and a known return on our investment".

**MU:** Long term, low risk.

**RB:** Yep. That's what we buy and this is what we do. This is not that. It will be that in the future, because once it's sold and



developed the utility infrastructure on site will be that but it's not now and at the moment, we're not interested in doing business.

**GC:** It's interesting to me their internal struggle there. This is me just speculating. The ramifications are a lot wider than that site for us. They're the sole water and sewer provider in Huntlee and other places, and if they go into financial difficulties and if they're liquidated and the service is not provided, then certifiers and council cannot issue occupation certificates for people to get into their homes. So you end up with a suburb of empty houses where people who can't get into their homes and it becomes an absolute disgrace. Although, that is complicated, there are kind of mechanisms in contracts and the licences from the state government for private water companies that, for example Hunter Water or Sydney Water, can come in and take over the assets and the operation so that people still have water and sewer provided.

**RB:** Clearly for Flow or Brookfield or whoever ends up owning it –

**GC:** It's messy.

**RB:** This has created a problem for them, and ultimately it's very much like a reputational issue.

**GC:** It has.

**TT:** What's happened with Flow will redefine the viability of these micro utility providers and probably lead to an increase in size where they do become viable because they just don't have the economy of scale to offer.

**RB:** I think one of the challenges that Flow had, again reading between the lines, was what they're promoting to the development industry was the fact that they could take some of the peak debt load off the early stages of development of providing that infrastructure. They take that capital investment away from the developer and the developer simply pays that in DCP contributions as they do on land. But Flow took that peak debt on themselves and if their project portfolio was that they had a bunch of those in early stages of development, then they needed to manage that debt and I think that's where some of the Brookfield funding has been in and if that project is delayed, and there hasn't been any yield on development, then that has a bit of a tail, which you know, in this case, has been pretty unfortunate.

To sum all that up, it's really annoying. Unfortunately right at this moment in time it's still a bit uncertain as to where things will land. I guess, as far as Hydro is concerned it doesn't change anything



that Andrew's doing or doesn't really change what we ultimately hope will come out of this whole process.

**MU:** Any further questions on this subject matter?

OK. Thanks Richard. We'll move on to –

**RB:** I don't have any more holiday photos.

**GC:** Is that because you threw your camera down?

**KH:** I just noted that it's good you don't have any hair, because you wouldn't have any left.

**BM:** But just sitting on the inside, Flow didn't sound like a developer to me. It sounded like someone...

**TT:** Contrary to what people thought?

**BM:** Yeah. They would sell asset parts of it to budget for their development they wouldn't keep the whole lot, you know what I mean?

**GC:** All I would say is that what they were planning on doing was not necessarily their core business and Brookfield was like "whoa". So is that two steps forward and three back? Or one step forward ...

**RB:** No look, I think we've made a lot of steps forward. There's got to be something good come out of this.

**GC:** We're still ahead of where we were but not as far as we thought we were.

**MU:** And Kurri Kurri is now in the Lower Hunter strategic planning documents so all that's good.

**MJ:** In terms of rezoning, a lot of the conditions on the gateway determination have been addressed and satisfied so the next time we go through there it should be a lot easier.

**AG:** Future roadways ...

**KH:** And you've got two experts sitting over there.

## 6 Project update

**MU:** We'll move on to the project update. Andrew show us some bulldozers please.

### Demolition Progress – CMA Contracting



- Contract awarded 13/4/2017.
- Site meeting to discuss the demolition methodology and Demolition Risk Assessment Workshop (DRAW) process with SafeWork NSW on 1/5/2017.
- DRAW # 1 – site establishment held on 8/5/2017.
- Handover of western part of the site to CMA as PC occurred on 16/5/2017.
- DRAW # 2 – planning for the demolition of first structures held on 7/6/2017.
- Stage 1 management plans approved on 26/6/2017 and demolition commenced thereafter.
- DRAW # 3 Structures between Line 1 and 2 held on 7/8/17.
- DRAW # 4 Potline 3 demolition held on 14/11/2017.
- DRAW # 5 Casting demolition held 22/2/2018.
- Stage 2 demolition approved by CCC on 9/5/2018 & CMA revised management plans approved on 20/9/18.
- DRAW # 6 Carbon Plant demolition 25/9/18.
- Stage 2 demolition work commenced 17/10/2018.
- DRAW # 7 stack demolition risk assessment workshop on 4/12/18.

White boxes indicate areas which have been demolished.  
White line indicates boundary between Smelter North v's South

**AW:** Since the last CRG meeting, demolition of line 1 has progressed and it's now all gone, above ground anyway. And we've also started demolishing the carbon plant. I've also put a white line in here which is the boundary between smelter north and smelter south. So as Richard was saying, we've been focusing on getting the southern half of the site ready for validation and sign off by the site auditor so that we could have that land ready to hand over to Flow by the end of this year, so we're going to continue on with that. The focus will be demolishing a few more buildings in the south, so the mobile workshop here, this is building 67C which is a storage shed, that will be demolished soon.

The SPL sheds obviously we need to keep them for the next few years until we recycle the SPL, but it was always part of smelter north. So the sheds, and these two blocks of land here, which is where we're storing the waste from the early works, they're part of smelter north.

These are just a few photographs taken recently. This is an aerial shot taken from our drone on 13 February so you can see line 2 and 3, all the southern areas demolished, and line 1 is gone.

### Demolition Progress



Aerial view of site (13/2/2019)

### Demolition Progress



Mobile crane setting up to relocate the south weighbridge (22/1/2019)

Also, we removed the south weighbridge in January and we just put that in the northern half of the site near the capped waste stockpile because we're going to offer that to the successful remediation contractor because we need to weigh the waste coming out of the capped waste stockpile. We need to add 10 per cent by weight of gypsum. You might remember that we talked about that a few meetings ago so we need a weighbridge for that purpose, so that's why we've done that.

We're also getting ready to fell the stacks and we've been planning with CMA and their subcontractor, Precision Demolition, who do 95 per cent of the stack demolitions around Australia. This photograph shows that they've been removing the access doors and the duct work, testing for asbestos. They painted this up pink. When we went up to test it, it wasn't asbestos, it was just synthetic mineral fibre. There's quite a lot of alumina in the bottom of this stack, you can see it there, that's got to be cleaned out obviously before we can blow it up.

**MJ:** Is there a date set for that yet?

**AW:** It's April but I don't have any dates.

**GC:** The north stack's not the huge one is it?

**AW:** This is line 3 north.

**GC:** Is that the big one?



**AW:** No the big one is line 1.

**GC:** Right.

**AW:** So it's 150m tall. These are about 75m tall.

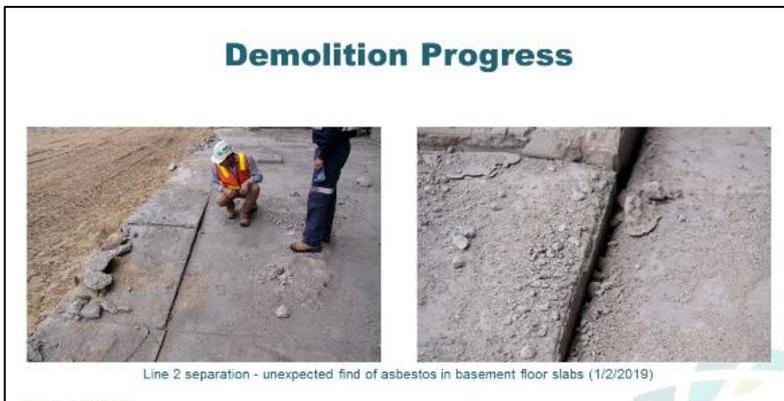
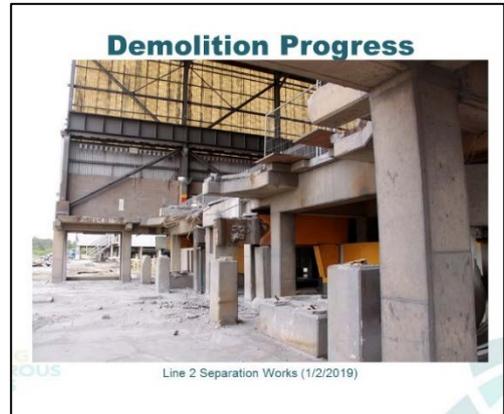
Line 1 also you can see here in this photograph a guy in the EWP basket cutting the duct work, starting at the bottom and working to the top, and just as we were taking the photo a truck went past and we managed to get it.



Demolition has started in the carbon plant as well with removal of some loose cladding. In some recent high winds we had to remove that and started stripping all the synthetic mineral fibre from the main stack.

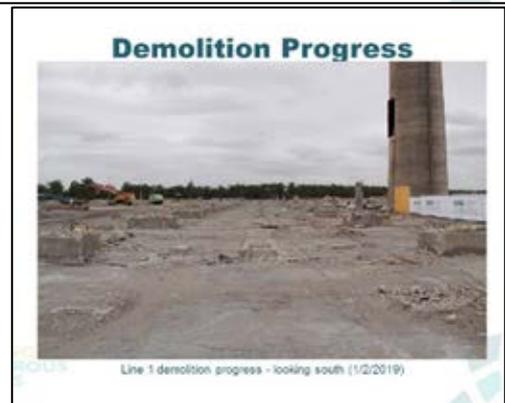
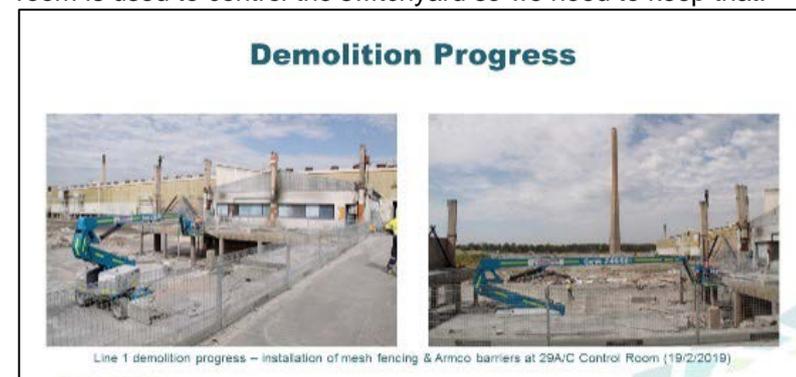
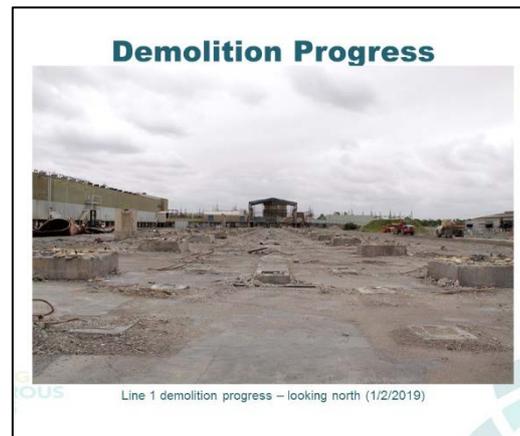
Line 2 separation works, and line three are now complete, so that's column 52 which is about 250m left of lines 2 and 3. CMA has been doing the detailed separation and saw cutting so we've continued on with that.

One unexpected find was just as we got to the midway point of line 2 we found bonded asbestos had been used in the basement slabs as an expansion joint, sitting here, so we've had to deal with that much the same way as the building foundations.



We found it on line 2 but not line 3. Line 2 was built in two halves. The northern half was started up in 1978, the south half was started up in 1980. So we think it was only in the north that they used bonded asbestos in the basement.

This is now looking at line 1, in early February. We've just left the last five columns. We did demolition with machines up to that point, and then after we had to do what we call piecemeal demolition, lifting the portal frames down with cranes and guys in EWP baskets oxy cutting those portal frames to get it down. We had to do that to preserve this control room here. This control room is used to control the switchyard so we need to keep that.



This is line 1 looking south. That's the main stack of line 1 there. That's the tall one. So that's that control room we'll be keeping.

**BM:** What's the plan for the stacks? All at once? Or individually?

**AW:** All three will be brought down within two seconds of each other. And they fell them like felling a tree. They put the charges in like a wedge pattern on one side of the stack and then they put a cut on the other side of the stack up to the reo, but they don't cut through the reo. And then leave like a hinge point on either side so when they blow the charges, it knocks out half the base of the stack and then gravity takes over and it just falls in that direction.

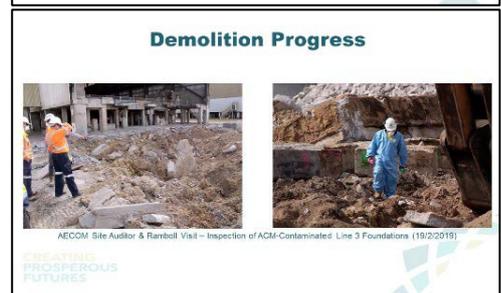
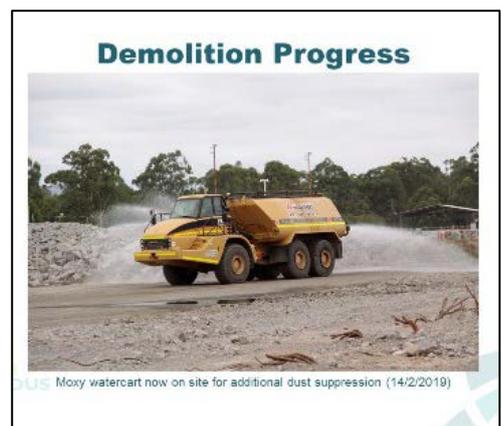


This is the last two portal frames getting removed on the 14<sup>th</sup>, which was a week ago. And this is what's left now so that's the control room and we put fencing up and we're going to put an Armco rail here because vehicles can still be driven along this road and we need to protect that.

One of the things we were discussing with Flow was keeping some of the site drainage. There's a big stormwater drain here 1500 diameter pipe, and it's greater than 1.5m deep, so it's sort of outside CMA's scope anyway, and it drains basically all the western half of the site and that stormwater goes into the western surge pond so we kept that. And these other pipes from the north and south feed into that drainage system. We just had to cast a new top for it because there's a lot of other smaller drains going into there, 150 diameter PVC pipe, etc. So we'll remove them and make a new top.

We've now got additional water carts on site. So we've got this moxy water cart which takes about 30,000 litres of water, and we're using that for additional dust suppression.

Earlier this week, we had a visit from our site auditor, Ross McFarland, and Ramboll, our environmental consultant. He comes every four weeks. Last time he was looking at the remediation off site in the buffer zone. This week he was looking at what we were doing on site, inspecting the area where we had the issue with the

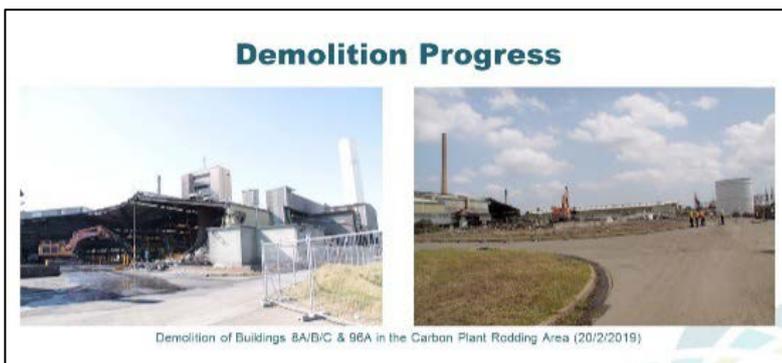


asbestos foundations. This is a photo here of one of the asbestos workers, checking the concrete foundations. So they marked them up in pink paint for asbestos, green is clear of asbestos.

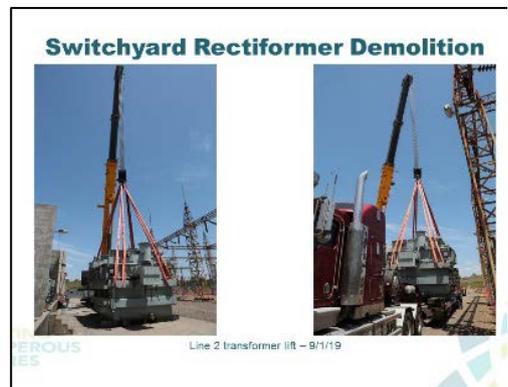
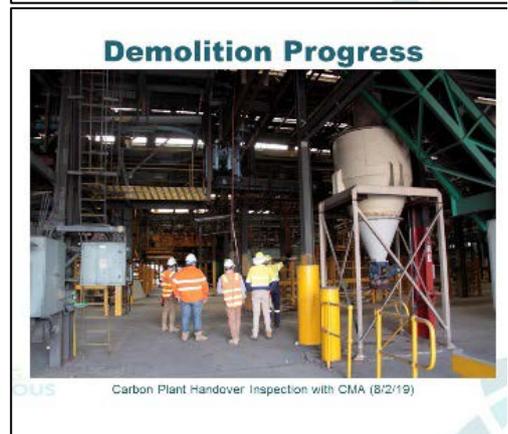
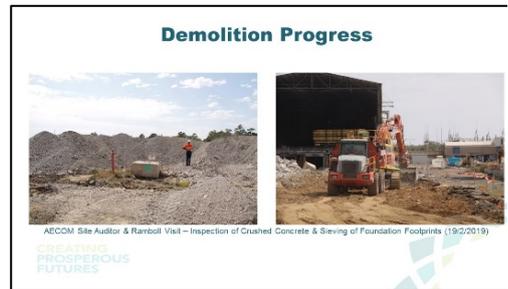
CMA then go through with a sieve bucket and remove any fragments of concrete and large pieces of asbestos and then actually go through and chook pick - hand pick the soil for any asbestos. This is one of the concrete stock piles. We're numbering them all and measuring the weight after crushing. The standard is five samples every 4000 tonnes, so we do a chemical analysis on it and also a foreign material content, checking for foreign material, like wood and plastic. You can see the steel is removed, there's a magnetic separator on the crusher but if there's any bits of aluminium they have to be handpicked out of the pile. There's like three opportunities: they can do it before crushing, after crushing and then during placement. So far we've been going pretty well with that, meeting the standard, which is less than 0.1 per cent foreign material content.

We've also now handed over the carbon plant, well parts of the carbon plant to CMA for demolition. So this was on the 8<sup>th</sup> of this month, we did an inspection of the rodding shop, and handed that over.

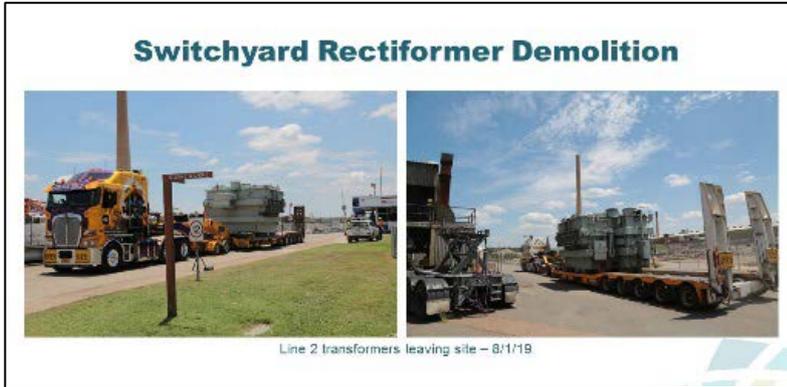
This is some photos showing some demolition of Rodding, so you can see this is building 8A, B and C and another building 96A which is gone. They're just working their way south.



That's the green mix plant there so they'll be working their way around the green mix tower. Once rodding's gone, they'll demolish the butt silo and the coke silo and then remove everything around the green mix tower and then that will be one of the last things to be demolished. Obviously the bake furnace which is here, and that's looking at the end of it, that can't be demolished for a number of years because we have SPL at one end and process waste at the other end. The process waste has to go into the containment cell.

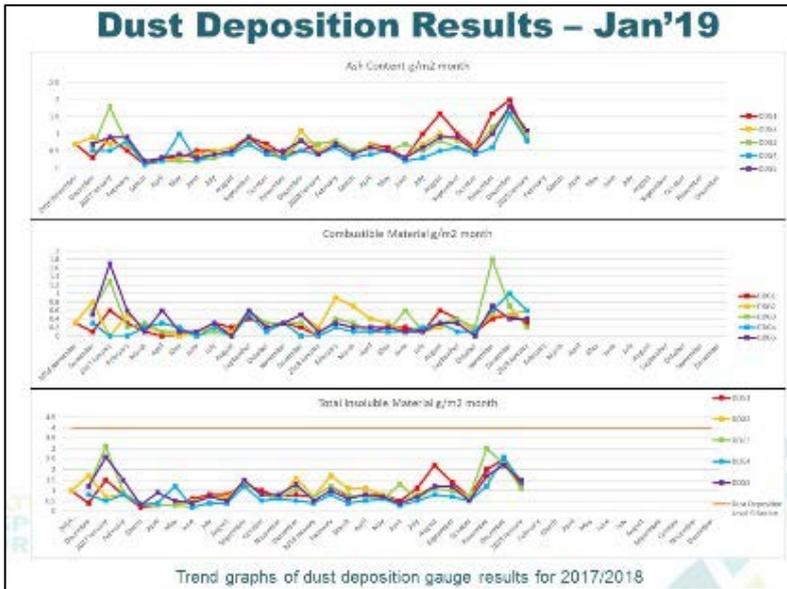


We also have done some more removal of transformers, removing the rectifiers. This is some line 2 transformers being removed and leaving site on 8 January. Truck driver had a sense of humour. He's got a picture of a transformer on his truck.



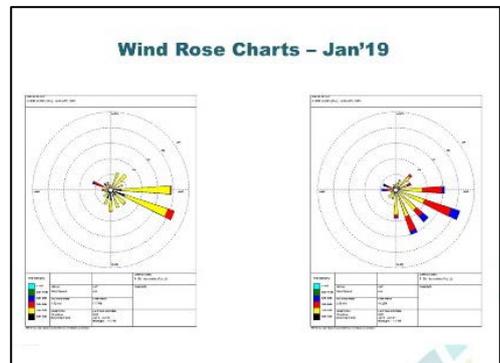
**BM:** Are they going to scrap?

**AW:** Yes they are. Those units are more than 50 years old.



This is the latest dust deposition results. So we had a bit of a spike as you can see in December at all locations, but we believe that was due to, that was widespread high dust levels. There was that red cloud of dust that hit Sydney and we copped a bit of it here. And that's improved in January and come back down to normal levels.

Now that we're doing the early works we need to keep on top of the dust. The people that live nearby would have noticed a lot of water carts going out there.



They also add a dust suppression agent to the water in the water cart. It's called Dustex and that helps bind the soil particles together so they spray that on stockpiles and that reduces dust emissions.

**MU:** It reduces your need for water as well. So you can do more with less water.

**AW:** That's right. So the winds are coming from the east predominantly and to the south east so we need to keep an eye on these locations over the next few months.

We also have finished all of our movements of bath now. That concluded in January and of the 6100 tonnes that was left from shutting down the smelter, we've now sent 3400 tonnes of ledge bath off site. And the 2700 tonnes of anode-cover material wasn't successful so that's being stored in the 7A furnace.

## Ledge Bath Shipments



Bath movements off-site concluded in Jan 2019 of the ~6,100T of ledge bath & anode cover material on site, ~3,400T of ledge bath has now gone for recycling in China. A trial to recycle the remaining anode cover material (~2,700T) was not successful.

There was other bath material prior to that. There was a lot of liquid bath that was tapped out of the pots, cooled down, crushed and sold. That happened in 2012/13.

OK, moving on to the early works remediation which started in December. The first area was this diesel spray area, near the rodding shop. It was called that because the anode rods used to get sent off site, when we had stub repairs required. Sometimes the steel stubs would get damaged in the pots due to the attack from the liquid bath so we'd send them off site to companies like Kurri Steel, Kurri Fabs, to get repaired. When they came back they were rusty, and the rust absorbs moisture and when you rodded the anode in the carbon block with cast iron, it would

## Early Works Remediation



Final dig of the Diesel Spray Area (6/2/19) – area has now been validated.

explode. So they used to spray the rusty rods with diesel to displace the moisture. And unfortunately, that diesel has soaked into the ground, or it did. And also there was soil there we think that was contaminated with coal tar pitch, being a carbon plant, and maybe the diesel mobilised some of the coal tar pitch. So we ended up, this was in December last year, we ended up having to remove the fence and dig right out, probably about 10-15 metres north of the fence in one area because it had migrated. This was taken on the 6th February. It took us about three goes, but Ramboll when they came back the last time took a whole heap of samples and it's come back all below the criteria for PAHs, polycyclic aromatic hydrocarbons, for industrial site use. So that's now OK and that's been validated and that can be backfilled in that area.

We've also been working up on Bowditch Avenue. So this is 8 Bowditch, you can see there's a footprint where there were some old chicken sheds, and then this is where we've started removing the soil using a grader – that's the grader there – and water truck. And we found quite a bit of super 6, asbestos roof sheeting. They've used it on the walls and they've actually buried it about 300mm down into the ground as though like a fox protection barrier. We found it with the grader, so then we had to carefully dig it all out and remove it and all of that asbestos from that soil has come back to our stockpiling area here on Dickson Road. And we're now getting closer to getting a validation for Bowditch.

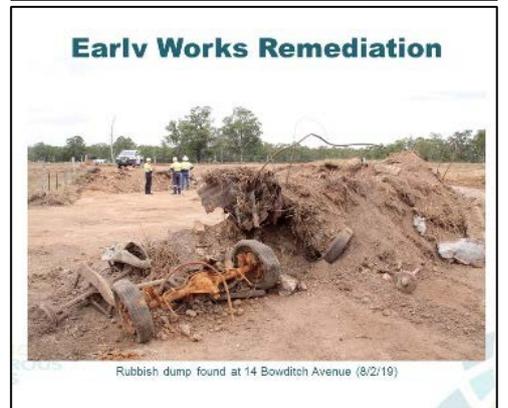
Yeah, 14 Bowditch was another area where we had old chicken sheds. Same deal, lots of super 6 and other bonded asbestos sheeting. We also found a rubbish dump next to the chicken shed, this hole here you can see Richard and I scratching our heads. We found lots of car parts buried. We were worried it was actually under the footprint of the chicken shed but when we started digging ... we stopped and we did a few test pits in the footprint of the chicken shed but didn't find anything but pure clay so that was good.

**MU:** How old are the vehicles do you reckon?

**AW:** Um, we were sort of debating that.

**RB:** 70s-80s.

**AW:** Yeah, like 70s-80s. A lot of them had leaf springs on the back so that's sort of ... Holden phased out leaf springs in the early 70s with the HQ. Ford still had them until about the 1980s, so they're older than that. So that's another issue, there could be asbestos brake linings on the drum brakes and things.



**RB:** The new purchaser can rest assured these will be the cleanest blocks in Kurri.

**AW:** This is a few days later, same place in Bowditch.



This is now some photographs of the stockpiling area, just down the road here, on Dickson Road. CMA have put some cattle grids in so there's a cattle grid for dry weather and another one for wet weather. They can wash the trucks with high pressure water to remove any mud in wet weather. And as we've built the stockpile up to the target height, which is 3m, we're then covering it with geotextile, which you can see there.



This is just some rubbish being tipped from 10 Bowditch, lots of asbestos and steel. Another one of our problem locations is 2 Dawes. The soil here is very sandy. It's like really fine sand, like talcum powder. And we found lots of asbestos; we call it our asbestos plantation. Somebody must have knocked down a whole bunch of sheds there and just buried them and we've been going there for a couple of weeks now and we're still going. Still finding more asbestos. We scraped ... we started off by scraping about 150mm off a large part of the site, which is what you can see here. But we kept bogging the grader so we gave up on that. So we've been using the loader, but the best thing is the 8-tonne excavator, using a tracked machine. It doesn't get bogged. The



water truck got bogged a couple of times and every time the water truck got bogged, trying to get it out, the wheels would be spinning and asbestos would be flying out. It's been a real headache. We're now looking at what we can do.

The next photo you can see here we found a lot in the centre. We dug a lot of this sandy soil out, you can see mountains of soil, so we're a couple of hundred tonnes over target on this site from what we originally estimated. We're now looking at whether we can maybe screen it somehow, it might be a better option, because the volume of material we're needing to remove is becoming excessive.

The next area I wanted to show you is the Hart Road municipal landfill. This is the footprint here; we've had to clear quite a few trees to find the old municipal landfill and CMA are in the process of putting a road in and temporary fencing. Originally, under the old legislation, we only needed to work to an approved RAP (Remediation Action Plan), which is sufficient for category 2 remediation under the State Environmental Planning Policy 55. But in November last year there was a change to the POEO Act and we now need EPA approval. So we had to apply to the EPA and that took about two months, and we eventually got approval on 1 February and some of the conditions are listed here.

### Early Works Remediation



Aerial photograph of Hart Road Municipal Landfill (7/2/2019)

Due to a recent change in the POEO Act, EPA approval was required for exhuming the old municipal landfill on Hart Rd (normally an approved RAP is sufficient for Cat 2 remediation under SEPP55). Approval was received on 1/2/2019, with some of the conditions as follows:-

- To be undertaken in accordance with the RAP, the signed CMA work method statement & CMA emergency response plan
- Works to be overseen by an appropriately qualified environmental scientist and occupational hygienist
- Storage of any asbestos waste to be wetted down with water
- Once all waste has been exhumed the stockpiling area on Dickson Rd is to be suitably covered
- Plastic lined vessel to be available at the landfill in case of an unexpected finds of hazardous chemicals (eg. leaking drums of organo-chlorine pesticides)

Cessnock City Council approved the traffic management plans for Hart Rd & Dickson Rd on 30/1/2019.

Obviously, work to the RAP and they wanted to see a signed work method statement from CMA, with unexpected finds protocol and an emergency response plan. So we've given them all that.

They want the work overseen by an environmental scientist and an occupational hygienist, which was already in place. So they're happy with that. The storage of any asbestos waste to be wetted down with water which we'll obviously be doing. And once it's exhumed it has to be suitably covered in the stockpiling area on Dickson Road, which you've already seen we're using the geotextile, and we'll continue to do that.



They also wanted us to have a plastic-lined vessel just in case of any unexpected finds of ... they seem to be worried about the risk of hazardous chemicals, like organochlorine pesticides like DDT and that sort of thing, the possibility that that could be there. But we haven't found anything so far, but we haven't started exhuming the waste. We're planning to start that next Wednesday.

This is just a few photographs after the clearing. We did find a little bit of waste on the surface, some scrap steel and some bottles, where we weren't expecting it where we had to put the road in. We've just pushed that all to the centre for now.

This is the cattle grids going in. It's like a rumble grid. Also today we were just putting in a road using material from a nearby quarry and that's so that we can have the road trucks parked out here and not driving over waste and we can take the waste to the truck and the truck will stay clean when it goes on the road. We don't want the trucks obviously driving over the waste because it's classed as friable asbestos. Because it was a landfill that was kept on fire, any bonded asbestos that's been heated up is potentially friable.

Moving on to the remediation contract, we've been keeping you up to date with that. So we're out to tender as you know and the tender closes on 21 March. We're expecting to award in April. We're currently just about to issue the contract, hopefully tomorrow. It's been through our legal team and the contract will have two separable portions. So separable portion one is for the works that can be done prior to approval, like setting up site sheds, that sort of thing, establishment on site. Separable portion two is for works that can only proceed after we get the approval.

#### **Procurement Plan – Remediation Contract**

- Procurement analysis finalised.
- EOI issued on 22/1/2018 and closed on 28/2/18.
- EOI submissions and meeting with shortlisted candidates.
- Supplier qualification audits for the shortlisted companies completed (Jul'18).
- Expecting to have a civil / earthworks / remediation company as the Principal Contractor with a specialist lining installer as a subcontractor to the PC.
- Tender issued in Dec'18.
- Tender documents included – scope of work, detailed design documents (including drawings, tech spec & others), draft AS2124 construction contract with amendments plus various project-related documents (eg. EIS, draft conditions of consent from DoPE/EPA and various Hydro management plans – WHS, EMP, asbestos management plan, etc).
- Contract scope has two separable portions – SP1 is for works that can be done before approval is received and SP2 is for works that can only proceed after approval.
- **Tender closes 21/3/2019.**
- **Expected award in April 2019.**

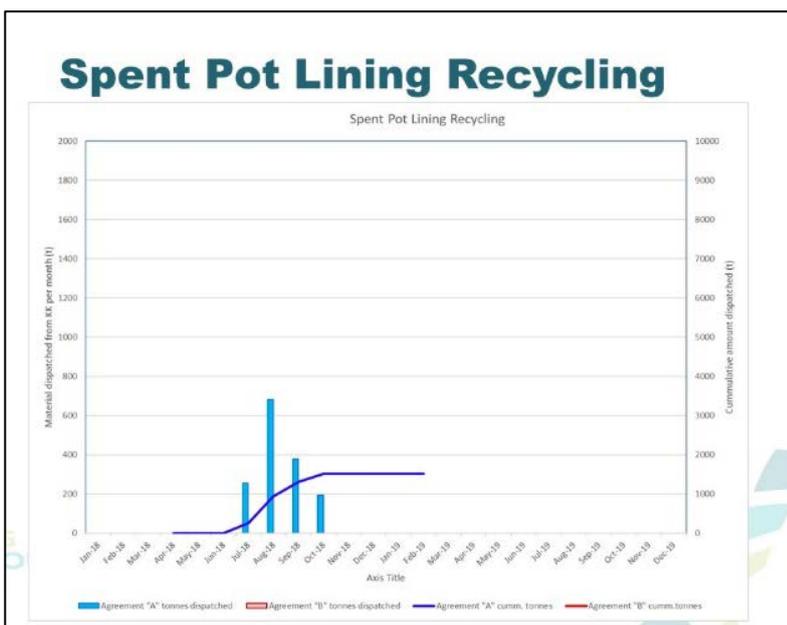
That's it for me, so I'll now hand over to Richard, speaking of the approvals and the RtS process.

**MU:** Sorry, we'll just see if there are any other questions?

Didn't think so. Thanks Richard.

**RB:** On the approvals and the Response to Submissions Report, we were hoping to be finished tomorrow and get it into Planning early next week. We've been having some dialogue with Planning, who have basically commenced their review of all the documents in a draft way. They're waiting for us to finalise that RtS and submit it so they can circulate that to the various agencies that provided comments to it recently and get their satisfaction gauged out of that process and then they will finalise their recommendation, I guess.

At this stage we understand the project will be approved through the Independent Planning Commission, the IPC. The reasoning behind that is, I don't know if we've mentioned this in the past, but the basis behind that is during the EIS, and the exhibition of that, there was a number of submissions and one of those submissions was made by an entity that's declared political donations. So that process then constitutes a risk to the politicians involved so they say well we can't approve this, it has to go to the IPC. It's not a complicated process. It's not a public hearing or anything like that. It's really just a tick and flick hopefully from the IPC once the department's made their recommendation. Timing of that, not sure. I think it's likely to be May-June I think in terms of getting the final approval but hopefully we'll have some line of sight on that beforehand and we should get Planning's draft recommendation and hopefully a bunch of recommended or draft consent conditions along with that. That's obviously getting closer but it's progressing well.





**SPL:** I think from what Andrew described to me of the discussion before Christmas, nothing's changed. There's been no more SPL go off site. What has changed, which is on the next sheet, is that we now have a second agreement in place. So following the completion of some audits of some end consumer facilities overseas that had really good results, that contract is now signed and we expect that will start moving off site in a couple of weeks. So that means we've got two options in play. One of those options is a bit risky at the moment, but this one hopefully will do really well.

**MU:** So in two months' time we'll see some progress on the graph?

**RB:** I would expect so.

**BM:** When it goes off site, how's it go off site?

**RB:** Truck. Same way the current contract goes off, trucks, and has done previously as well.

I think that's it Andrew.

## 7 Items of historical significance

**AW:** Last meeting I had some photographs ... do you want me to run through them again just in case there's some people that missed them.

**MU:** I think there are probably a few people here that weren't there last time. I can take us through to where we got to after that, if you like. Yeah, that's great.

**AW:** So I'll just go through these. So there's plaques for when various pot lines were opened. Like this one, Line 2 was opened by Neville Wran. There's signage that would be worth keeping. There's artwork done by a high school student at Kurri High School. There's products that we made for our downstream customers.

**RD:** That piece of artwork for Kurri High School ... a family's been asking me about that.

**MU:** We know where it is.

**RD:** We now know where it is.

**AW:** Clothing that was worn by our operators. The jacket that was used by the cast iron rodding furnace operators.

**MU:** And on *Lost in Space*.

**AW:** One of the original trilock ingots and casting wheel, which is on the mural up the road that Toby looked after. Same photo. Metallurgical samples from the metallurgical laboratory.

**RB:** So we've got a bunch of stuff who wants it?

**GC:** There might be some things that the library might want.

**MU:** So last meeting, we sort of talked around what these all were and photographs and items of different size and value and so on. There was a fair bit of discussion around what we should do with them. Potentially they had regional significance but also local. At the end of the day, we agreed it was probably a good idea to try and keep everything together if that was feasible. We thought that we should probably talk to Flow in the first instance to see if they had a building that they might like to keep as a museum space. And also Ian Rush from Cessnock was saying he was going to the talk to the library and see if they had any feedback on that.

I suppose at this point in time, if we had the meeting next week we might be in a better position to find out what Flow might think. But



has anyone given it any thought since the last meeting, any other ideas come to mind?

**AG:** Back to where we are last time, and wait and see who has got the final say on the building.

**MU:** I suppose there's no screaming rush to resolve the issue straight away.

**RB:** Well, no screaming rush, but I think the more stuff is around, the more I get itchy trigger fingers with knocking buildings over and going "where are we going to put that?"

**BM:** Is it all in that building over there?

**RB:** Yep.

**BM:** Why don't you keep that as a museum?

**RB:** I won't own it. It won't be my decision.

**BM:** That's what they should do. They should keep that as a museum.

**TT:** There is pressure on the Edgeworth David museum at Kurri High moving out of Kurri High.

**BM:** Because they're a fire hazard. They are.

**AG:** The only other place that's big enough would be to talk to the Richmond Vale or you know, the old bathhouse at Pelaw Main or something.

**BM:** That one over there's a lot better.

**AG:** There's nothing in town, there's no buildings or anything else so unless there's a building on this site. And they've got enough problems of their own.

**MU:** What do you think the largest item would be? Andrew?

**AW:** The largest?

**RB:** In dimensions or mass?

**MU:** Yes.

**RB:** Well we've got some pieces of tee ingot that are pretty heavy. But that sort of size, but you know, no more than 1m, or half a metre by half a metre.

I think the intent was that there's some things here which should be kept, they should be. And besides that, there's a whole bunch of historical photos, as well. You know, Rod would be familiar with the fact there was some plant-based publishing, like a Kurri news, a little newspaper that was put together. There's a bunch of those. You know, things that are obviously are going to be important in



acknowledging the history of the site at some point in the future. So they shouldn't just get thrown in the bin.

**BM:** I really believe they should keep the things here. Because what's actually happened is that we were known as the coalfields, but the coalfields has lost its identity from the past for those living in the town.

**RD:** May I ask a question, what's happening with the Personal Training Centre?

**KH:** That's what we're talking about isn't it?

**BM:** That's what I'm talking about.

**RB:** No, it will be ... It's been earmarked for demolition.

**RD:** It's been marked for demolition?

**BM:** That's what I said, it should be the –

**RB:** All the buildings, you know, essentially the agreement that is currently in place is that every building on site, apart from those retained assets, will be demolished.

**KH:** If you start handing out those [items] piecemeal to different areas, it loses its significance. It's more as a whole collection of things that it has significance.

**RB:** But there no Kurri-Cessnock museum as such is there?

**RD:** Yes there is. Unfortunately there is. There's three museums, four museums, and one of those museums is under extreme risk and that's the one up at Kurri High School.

**KH:** Yeah that's the one that Alan was just talking about.

**AG:** There's not a lot of room up there anyway.

**KH:** No there's not.

**MU:** What are the other three then?

**RD:** Richmond Main, the steam museum, Wollombi has got a museum and there's one over in Greta.

**AG:** The big problem with the one at Richmond Vale one is the steam train people have taken over so we didn't ... it was a –

**RD:** It was a mining museum.

**AG:** A mining museum and you've got all the old mining equipment that I think's still all spread around, and major asbestos problems. They've got funding problems. They've got area but they've got –



**BM:** The funding problem was, Coal and Allied sold it to Cessnock council for four bucks and they've accepted that if they didn't sell it, they would have still a financially viable proposition.

**RB:** It's not super urgent. And if worse comes to worse, you could accumulate all the material and we'd store it somewhere.

**RD:** It's a brilliant museum.

**AG:** You do things at certain times and think you're on the right track.

**MU:** Alright, well let's keep thinking. We won't make any steps forward at this point but maybe when we find out what's happening more generally we'll be able to move forward.

So what we did for the mural, was the first thing we did was advertise to the community and see what they thought. I think there's a good lot of collective wisdom in here around the heritage of the site and so on but that's another option is to go out and ask the wider community as well. But at this point in time, let's just park it and maybe can come back and talk about it next time. OK, so general consensus on that.

## 8 CRG questions and answers

**MU:** Alright so the next item on the agenda is just general questions, Q&A, between the community and the CRG. Has there been anything else come through that you want to raise that people are asking around the place? I ask this each time, I don't generally get a lot.

**BM:** I think everything's been answered.

**BW:** Yeah.

## 9 Other business

**MU:** Alright, is there any other general business?

**TT:** So do you expect to have a new purchaser by the next CRG meeting?

**RB:** Your comedy ... is that one of those comedy things? I like that, that's funny. That would be ideal.

**MU:** In that case, tentatively the next meeting is planned for 18 April [**NB: date changed to 2 May**]. I say tentatively because it's school holidays so we'll confirm that.

**KH:** That would be the Thursday before Easter.

**MU:** Correct. Yes I'll come back to you on that because it's very close to Easter as well.

Alright, meeting closed. Thanks very much for your attendance.

**MU closed the meeting at 7.14pm.**

## 10 Meeting close

Meeting closed: 7.14pm

Date of following meetings:

**Thursday 2 May 2019 (Revised date).**

Thursday 20 June 2019