

NB: Note that minutes are paraphrased to an extent and may not exactly match actual statements.

Project	Hydro Kurri Kurri site redevelopment project	From	Janita Klein		
Subject	Community Reference Group	Tel	02 4979 9933		
Venue/Date/Time	Thursday 17 July 2014	Job No	21/23175		
	Hydro offices, Kurri Kurri 6.00pm – 8.00pm				
Copies to	All attendees				
Attendees	Mr Richard Brown – Managing Director, Hydro Kurri Kurri				
	Mr Kerry McNaughton – Environmental Officer, Hydro Kurri Kurri				
	Clr Morgan Campbell – Cessnock City Council				
	Clr Arch Humphery – Maitland City Council				
	Mr Ian Shillington – Manager Urban Growth, Maitland City Council				
	Mr Ian Turnbull – Principal Natural Environment Planner, Cessnock City Council				
	Mrs Kerry Hallett – Manager, Hunter Region BEC				
	Mr Rod Doherty – President Kurri Kurri Business Chamb	er			
	Mr Colin Maybury – Kurri Kurri Landcare Group				
	Ms Debra Ford – Community representative				
	Mr Alan Gray – Community representative				
	Mr Bill Metcalfe – Community representative				
	Mr Brad Wood – Community representative				
	Mr Barry Miller – Community representative				
	Mr Toby Thomas – Community representative				
	Mr Michael Ulph – CRG Chair, GHD [MU]				
	Ms Janita Klein – CRG minutes, GHD				



Action

Michael Ulph (Chair)

Welcome and Acknowledgement of Country Introductions for new committee attendees and observers

Meeting commenced at 6.05 pm

2. Meeting agenda

- Introductions
- Break
- Project outline
- CRG Terms of Reference
- General business
- Next meeting and close of formal proceedings

3. Introductions

Alan Gray: I have lived in this area my whole life and have been involved in a number of community groups including the Scouts, the Masonic Lodge, and St Johns Ambulance. I started out working in construction then went in to coal mining and eventually ended up as a safety training officer.

Since retirement I've been a part of a range of community groups including the Retired Mine Workers, Kurri 2000, several hospital committees, was involved in the Hunter Expressway committee and the new Community Clinic at Kurri Kurri. I believe Hydro would like to walk away from here leaving more jobs for the local community. I am here to represent the community.

Personally I'd like to see the new Hunter hospital located on this site, instead of at Metford.

Bill Metcalfe: I worked at the smelter, and represent the workers past and present. I have a keen interest in what in what happens next here at the site. I have been the Secretary of Kurri Kurri Rotary and a local hotel owner. Hydro is a good employee and I have worked under the four ownership banners. I am here as a community representative.

Kerry Hallett: I am the Manager of the Hunter Region Business Enterprise Centre (BEC). We have a strong association with Hydro and as such we are interested in how this project could benefit the community, particularly the Lower Hunter.

Barry Miller: I manage an employment service based in Cessnock. I am here as a representative of the community. I am passionate about employment outcomes and believe this project is a good opportunity with the potential to provide good social outcomes for the community, particularly in employment and training. This redevelopment provides lots of opportunities for local people and social outcomes form part of the redevelopment process.

Deborah Ford: I am a sales executive at a local real estate agency. I have a long association with Hydro: my father-in-law and husband's family used to work here. Because of this I have a strong association with Hydro Kurri Kurri and want to make sure community views and opinions are heard through this



process.

Ian Turnbull: I am a Cessnock City Council nominated representative, a Principal Natural Environment planner. I believe my role will evolve as the project processes.

Cir Arch Humphery: I am a Councillor at Maitland City Council. I was the foundation chair for the Hunter Community Foundation, involved in the Hunter Water Forum, Hunter Catchment Trust, and Deputy Chair of Flood Mitigation NSW. My background is in agriculture. I have experience working with communities about projects and liaising with the media.

Ian Shillington: I am Manager of Urban Growth, at Maitland City Council. I am a staff member and was nominated by the General Manager. I think my role will evolve.

Colin Maybury: I am representing the Kurri Kurri Landcare Group. I am interested in the waste and clean-up process. There is heavy pollution around the place, particularly the large amount of Spent Pot Lining (SPL) and I am worried about the state of the environment, and as such want to be part of the solution. We are a small organisation but have extensive experience with the Hydro smelter and have a vested interest in the site.

Brad Wood: I am a local resident and business owner with an interest in the site redevelopment. I manage Loxford Fabrications. I want to understand what is going on, and I live nearby.

Toby Thomas: I am a retired consultant engineer. My passion is industry development. I was the President of the Kurri Kurri Business Chamber for many years. I believe the industrial zone provides an opportunity for development and I want to be involved in the planning process.

Kerry McNaughton: I grew up in the buffer zone. This place is personally and professionally special to me. I currently work at Kurri Kurri Hydro.

Rod Doherty: I worked here at Hydro in Human Relations and Public Relations. I have been involved in the Kurri Kurri Business Chamber for over 20 years. I was passionate about the retention of the smelter, not the closure. However, now the future looks rosy with new the redevelopment. I believe it is a relatively clean site. I am here in my capacity as the President of Kurri Kurri Business Chamber.

Richard Brown: I am the Managing Director at Hydro Aluminium Kurri Kurri. I was born and raised in the area; I went to Kurri High School, and have been an employee at the smelter in a number of roles for much of my working life. My father was also a long term employee at the smelter so I have a professional and personal connection to site and the community. For me, the permanent closure announcement marks start of the future for the site. The size of land and



proximity offers huge development potential.

At its peak there were 930 employees at the smelter. There were around 500 employees at the time of closure. In the medium to long term the site and region has potential to generate peak period employment figures and potentially more.

My job is to facilitate the land for redevelopment. This is an important project and vital the community is involved in shaping its future development. The smelter has been a part of the community for a long time, and it's not finished. Thank you for your involvement in the committee.

Cir Morgan Campbell: I am representing Cessnock City Council. I understand how hard it was for the community when the smelter closed, and I'd like to see good outcomes for the community.

Janita Klein: I am here to support Michael and take meeting minutes. I grew up in Coonabarabran and am now living in Newcastle, by way of Sydney and Melbourne. I am excited about being involved in this project and look forward to working with you.

Michael Ulph: I am the Chair of the CRG committee. I have been a chair on many occasions including for a coal seam gas project. My role is to be a fair and transparent chair. I will ensure meetings run well and to time. We will capture as complete a set of minutes as possible and distribute these to the committee and on the project website after each meeting. The important role of CRG participants to act as a conduit between Hydro and the community. This is a great opportunity to be a part of this project and we will treat each other with respect.

Q. Colin Maybury: What is the website?

A. MU: The website is <u>www.Hydro.com/kurri</u>. We also have a project email address, and a 1800 number which is answered by Janita or myself. We have a mobile which we carry with us and if we're busy at a time the caller will go through to the voicemail. I want to make sure people know what's going on, everyone has the right information and opportunity to provide feedback.

Break

Chair: Let me start off by asking, by show of hands:

How many people work or have worked here? [five raised hands]

How many people have relatives who have worked here? [two raised hands]

How many people live on the site [two raised hands]

4. Project outline

Richard Brown provided a project outline with power point presentation.

There a few things to touch on at this early stage of the project. Tonight's



discussion is about introducing ourselves and getting familiar with the CRG committee and process.

We will get to the project details in meetings to come, however tonight I plan to set the background and scene; where we are at and how we got here. We will go through who Hydro is, then details about the site itself. Most of you will be familiar with the site, but hopefully this will be a benefit to those of you who may not know the detail. We will talk about how we're shaping the project, the key areas of development and what we will continue to work on in coming years.

Hydro is a Norwegian company: a multi-national aluminium business. Hydro do some work in the energy, mining, and refining space; however the core business is the primary production of aluminium.

Hydro employs around 13,000 people, across 40 countries globally. They have a turnover of just under \$US12 billion annually, and are a first tier aluminium company.

Hydro has longevity. The company was formed over 100 years ago, and was initially founded for the production of fertilisers in Norway. From here Hydro started to focus more on hydro-electric power and then other things including aluminium, then oil and coal in Norway. The company has grown through acquisitions. The Kurri Kurri site came into the fray with the purchase of VAW.

In recent years, Hydro has pared back to its core business: that is aluminium. The fertiliser, gas and oil assets have been sold off, and we are now purely an aluminium company.

The Hydro head office is in Norway (Oslo), which is also where much of the primary smelting activity occurs.

There have been large acquisitions in Brazil, Asia and North America, such as Vale's Alumina and Bauxite Assets (in Brazil). Hydro has small ownerships in Australia, including a stake in Tomago down the road.

Hydro is not the biggest aluminium company, but as I said it is a first tier company – it is in elite company in terms of the production of aluminium. Alcoa, Rio Tinto and Rusal are examples of large aluminium companies operating in Australia.

Hydro's strength: It is a socially focused and responsible company. In terms of the Sustainability Index, there a number of indices and ratings across the globe. We have a proud record in environmental performance in Norway and throughout the globe.

Q. MU: Is 3.4 a good number? [Referring to the current Sustainability Index number for Hydro].

A. Richard Brown: Yes. Lower is better. I will get the statistic if that's of interest to put this into context.

The Kurri Kurri site was not originally a Hydro owned smelter. It was built in the late 1960's by Alcan. Alcan's was the longest tenure of ownership. In the 1990's Alcan sold its Australian interest in the smelter, which was bought out by the consortium Capral. In about the 2000's Capral sold smelter to German company Vaw, who had a number other smelters in Germany and Canada and also at Tomago. Hydro acquired the Kurri Kurri site through the acquisition of Vaw in 2002.

Action: Richard to provide more information on the Sustainability Index numbers.



Bill Metcalfe. I thought Hydro owned Vaw before 2002?

Each of these owners put their stamp on the place. Hydro has invested heavily in the site in recent years, including a \$80 million power supply upgrade for the plant, which saw only months of service. Hydro was committed to the plant until the end, and saw it as an important business.

Factors outside of Hydro's control lead to the closure in 2012. The global economy and GFC saw the metal price dive and an oversupply of aluminium which outstripped demand. Metal prices went down and down. This is coupled with the fact we are an exporting company, influenced by the strength of Australia dollar. If you remember, in 2010/2011 Australia was above parity with the US dollar, and we were losing millions per month.



We initially closed some operations in January 2012 with the intent of seeing how things evolved. When conditions didn't change, a decision was made to wind up operations and by September 2012 smelting had ceased.

I would like to give everyone a chance to look around the site to get an understanding of scale.

We don't just pack up shop, and even recently constructed a smelter in Qatar.

The closure saw the site go into care and maintenance while we watched the global economic factors to see if there would be an economic shift. We also wanted to understand what the site closure would mean, and determine what our responsibilities are and any opportunities for the site.

In May this year I went to Oslo and met with the Corporate Management Board. It was determined that factors hadn't changed; the condition of the asset started to deteriorate and as a result the decision was made to close. That decision marked the upward measure of opportunity on site,

We now have an opportunity to remediate and redevelopment the site.

Our vision

Environmental and regulatory obligations are our first priority. Meeting these obligations allows us to do two things: It gives the land a lift in value, the buffer land has limited value, and enables us to work on a process to put plan in place to rezone the land, giving a natural uplift in value. Equally, through this process we are able to provide future opportunities: future employment, residential areas, and biodiversity areas on the land.

Hydro's Vision for the Kurri Site	
 Fulfill our environmental and regulatory obligations in relation to the permanent closure of the smelter in order to: 	
-Realise an uplifted value of the land holdings through the development of a strategic re-use plan, facilitated by appropriate re-zoning and a staged disposal process.	
 Contribute to the regions/communities prosperity following the closure of the operation by providing land development opportunities for employment, residencies and biodiversity conservation. 	

Norwegians as a culture are socially focused: the Government has a social



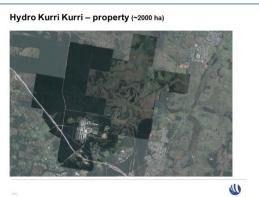
focus, and so does Hydro. We are driven by both social and economic outcomes. While I can't speak personally, as didn't lose my job during the closure, though I'm confident those who went through the experience felt well respected throughout the process. In this phase of project, the social values will shine through.

To provide you with an understanding of land and size of opportunity we have here, I'll talk you through the area and main features.

Explanation of the area: The new Hunter Expressway goes through the site to the South and West.

It is a 2000 hectare site, which is not a small piece of land. Smack bang in the middle of the Hunter communities of Cessnock and Maitland. This site has a region shaping opportunity for development.

More detail about key features of the site: The dark area is Hydro owned land, which is where the smelter is located. Key features include the Hart Road



interchange, the Hunter expressway, South Maitland rail line, Wentworth Swamps, and Swamp Creek. The reason the buffer zone is a strange shape is because this land has been acquired at different stages of expansion. The Wangara grazing property was acquired, and is still functioning with 200 head of angus cattle adjusted up there. There are also chicken farms in the buffer zone. Our close neighbours include the Speed Way and Kurri Kurri Junior Motorcycle club. Most land of the land owned by Hydro is maintained as buffer and includes endangered ecological communities, Kurri Sand Swamp Woodlands, spotted gum/ironbark forest, and some endangered species such the *Eucalyptus*

Paramattensis sub species Decadens, known as Parramatta Redgum.

There are a lot of features to the site. Another feature is that we straddle two Local Government Areas. The smelter is in Cessnock LGA, and parts of site are in the Maitland LGA. It is important for both Councils to have a good appreciation for what's happening here, particularly in terms of development opportunities.



Project facets

There are four main facets of this project, which I'll speak to now.

1. Demolition and site remediation.

To inform the type of remediation and demolition required, we need to understand the site. We have carried out studies for two years and are almost complete. The process of remediation and demolition will most likely be a State





Significant project, and therefore there will be relevant State approval processes to go through. There is a long timeframe on this component with a very specific process involving environmental impact studies and various approval processes. To allow for the appropriate approval processes to be prepared, we are not anticipating much activity on site for the next two years.

However, during this environmental approvals process, there are a number of small areas which may be remediated. We will talk specifically to these at the next meeting.

2. Development of the land.

We hope to make a contribution to new industry and to generate new jobs in this region. About eight months ago, we started looking at

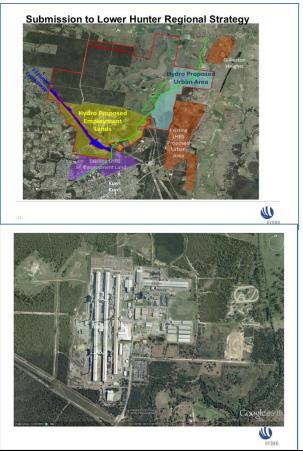
development opportunities. We looked at the available development footprint to consider the opportunities that exist. The smelter site, for instance naturally lends itself to a key employment area, and other areas lend themselves naturally other types of development.

After considering the limitations and opportunities of the land, we developed a preliminary

master plan. This was prepared in consultation with Cessnock Council and other key stakeholders, who gave their support for continuing on this pathway. We are now carrying out detailed studies in and around the site to inform the rezoning application for an outcome that looks something like the master plan we prepared. Further down the track we will



constraints of the site. We have around 2000 hectares of land here, however not all is a potential development footprint. There is swamp wetland, intact vegetation, flooding, and service developments on this land which all limit





invite the consultants along to our meeting to talk about the master plan and detailed studies underway.

We have no ambition to development the site ourselves, but rather facilitate the rezoning to ultimately sell the land. We will engage with the development industry for input in the process. Similarly, we are not interested in selling the land block by block. Our current thinking is: remediate, rezone and get out [relatively] quickly.

Q. So you are looking at 5-10 year timeframe?

A. Yes.

We have other land and assets on Kooragang Island. That land and equipment has all but been sold. The purchasing organisation bought the land and assets with intention of distributing cement, which is great.

3. Equipment and materials.

We have started to sell off equipment and materials. As this is a very specific industry, and the equipment is often made for a specific site, sale is often difficult. There are smaller pieces of equipment we can sell however. Other points in the future opportunity, some of the equipment and materials will likely be made available for the community to purchase.

The team have done a good job utilising raw materials till the end, and there are still some materials on site. We've now started to transport materials off site for use elsewhere, and some are being exported. Over the next while, there may be truck movements to and from the site as batches are sold off.

4. Community and Stakeholder engagement.

The smelter has been a part of local scenery for long time and is part of the Kurri community. I know from walking up the main street of Kurri that the community (including myself) have a heightened level interest and a sense of responsibility. This committee and other engagement processes are extremely important to the process going forward. We want to keep this team tight, but offer other opportunities for other community involvement. To this end, we will be holding information drop in sessions, and distributing information through the website, local media and through members of the committee, to make sure people are kept informed and have an opportunity to have their say.

We will advertise this forum in the Mercury and The Advertiser.

Q. Have other operations shut down elsewhere. In Norway?

A. Not a smelter entirely. Hydro has reduced the German operations by half. This situation is not unique to the industry when under such pressure.

The NSW Department of Planning is looking at a strategy for the region and asked for nominations for a site plan for landholders thinking about redeveloping land. We said we were interested and put forward our plan for site, which we believe has the potential for redevelopment of an employment nature.

This site is ideal for redevelopment as it connects with a naturally forming urban release corridor, and we have development up to the boundary, We submitted the plan about two years ago, and the process is still ongoing.

This leads into the process going forward. We want to have this information in the public domain in terms of a starting point for discussion.



Michael will talk about the discussions we hope to have in the coming months. This process will start with an influx of information to get you up to same level of understanding, and then we'll move onto the detail and asking for input.

There is something I'd like to get people here to start thinking about: I'd like to stop referring to this as this Hydro site redevelopment project, and I'd like people in the room to think about how we might label this project to reflect where we are at with the development. Please give it some thought. This is something of an early nature we want your input on.

MU: Thank you Richard. There is a lot of information to get your head around tonight. We will get into the detail in the coming meetings.

Q. Thinking about this project in a general sense, was there anything Richard missed?

A. No response.

MU: The next item we'll talk about is the Terms of Reference. This is currently a draft document, and we will go through it step by step to agree on each of the items. I will update this as we go.

5. CRG Terms of Reference

Michael provides a brief summary of the Terms of Reference.

I have had a short discussion with Richard about how often we should meet. We thought that for the first few months, we should meet monthly. Then when the level of knowledge is up we can push it out to bi-monthly meetings.

Representation in the CRG:

MU. Is there a certain group missing?

RD: Women are underrepresented.

Response from CRG: As the two females on the committee, we are not concerned about the gender balance. We are confident we can hold our own.

MU: I don't want to gloss over the issue of gender mix. If you are happy to not actively seek more female representatives, there is an opportunity to send a delegate along to the committee, if you are unwell or unable to attend. Perhaps you consider sending someone of a different gender.

Agreed.

Richard Brown: The speedway?

Discussion: Given their proximity, we are happy to engage with them on specific issues.

Kerry McNaughton: They do a good job for Kurri Kurri; they would like to know what their future holds.

Richard Brown: Hydro are aware of this are trying to work on positive outcomes for the future.

We need to consider where and how they would stay as part of the development. There is a noise factor associated with the speedway, which could impact upon residential development.

They only ride on certain days, so we will need to weigh up with overall benefits to the community.



Richard Brown: Should the speedway be involved in this process?

Response from CRG: Once community knows what's going on, community makes a discussion. I would be hesitant in opening this forum up to everyone: we may end up with a cast of thousands.

Our main aim is to ensure the community is well represented. Agreed.

Rod Doherty: What about representation from the local Aboriginal community?

Richard Brown: We did invite the Mindaribba Local Aboriginal Land Council to be involved in the committee and sent the relevant information. Rod raises a good point though.

Rod Doherty: I was talking to a representative and was told they are looking at some interesting things in the area at the moment.

MU: We have sent information and there was some interest, but as yet we have heard nothing more. We will touch base with them again.

Q. What are you going to do with records of all employees?

A. There will be statutory requirements for keeping records. There will be measures in place to ensure the ex-employees can access the records.

Q. There is a reference to state government in the terms of reference?

MU: We can invite them to come along; however, they will be consulted in a different way. We can invite different agencies along to participate as required.

Q. It reads that they play a key role rather than advisory?

MU: Yes. This should be removed.

We have a decent subset of aims outlined here, are there any other aims we should add? No response.

We are all here to raise issues. If you think the community is being left out, or there needs to be more opportunities to seek or access the information, this is place to speak up. We want this to be constructive and consultative.

Comment from CRG member: Back to the communications and what it means for individuals. Surely if it gets down to individuals talking to the media, unless this group has a consolidated point of view, the discussion could be fragmented by different understandings of the key facts, regardless of opinions.

MU: I'd be interested to hear other opinions on this. We are looking for a consultative forum; Hydro are here to listen and view this committee as a touch point to the views of the local community. In this way, it is important for people to know you're around and that they can come to you to seek information or make a comment.

Comment from CRG member: Use the minutes as a guide regarding the consolidated CRG understanding.

MU: You're already among some of the most knowledgeable people in the region about this project, and if not then you know where to find or access the information.

We will advertise the CRG membership so that community members know who they can talk to if they want an opinion that doesn't come direct from Hydro.

Richard Brown: I think what Michael will talk about when we get to it in the

Michael to contact Mindarribba LALC again re representation on the CRG.

Michael to alter GRC Terms of Reference re: State Government attendance.



Terms of Reference is that no representative here will speak to the media on behalf of the CRG.

We can say this is what the community is supporting; it is not about stopping individual views, but putting into context that the group of 18 or so people agreed to this and that someone dissented from that view, as the case may be. Then the community can see the individual views and those of the group.

MU: It will be rare for me to call for a vote. However, I have done so on a CSG Community Reference Group on a few occasions.

This forum can't enter into contracts or make otherwise legally binding agreements, but we can certainly look to work to a consensus on issues and make recommendations to Hydro. Hydro will take this information on board.

We will prepare a set of draft minutes, and provide 7-10 days for you to review these and provide comment. If there is no commentary, then they will go up on website in draft form to be ratified at the next meeting.

Q. Will you generally email the minutes?

MU. Indeed. Usually as PDF and seek feedback on them. I have been blind copying you all in on emails, and will continue to do this unless there is reason for names and email addresses to be known.

MU. Does anyone have any problems with holding future CRG meetings here at the Hydro office?

No problems. All happy.

MU. Happy with Thursday evenings?

Yes. All happy.

MU. Third Thursday of the month?

Yes. Agreed.

If you have something on the horizon let us know and we can try and change time, or alternatively you can send a delegate.

Conflict of interest

MU: We will have people who may have an interest in say buying gear, be tenants, or have other instances of conflict. Is important let me know if there is a conflict or perceived conflict in relation to an agenda item. I think that is a reasonable thing.

I will also say that there are no questions that are not for discussion.

Media

This is not to say you can't speak or act as an individual person. But not as a spokesperson for the committee.

Rod Doherty: What if someone from the media calls?

MU: You can answer in your own capacity. This is a tricky one and I would suggest only that you use your best judgement. The minutes will go up on the website.

Comment from CRG member: This is a working document. If things pop up from time to time we can add to it.



MU: I will update and issue [the CRG Terms of Reference] as a draft for comment. I would suggest that we ratify this document.

6. General Business

MU. Richard did mention idea of site inspection?

Richard Brown: Yes. I think this would be more appropriate when it lightens up a bit.

MU: If something is planned in the coming months, would everyone be available to attend in the afternoon.

Response: Yes.

We can put off this and talk about it later on.

Comment from CRG member: This is a long meeting; a short meeting is a smart meeting.

Response from CRG: A shorter meeting would mean potentially restricting items on the agenda.

Perhaps it depends on what business we've got to attend to. Perhaps we try and limit to an hour and half unless otherwise required. And we can reduce the break. Agreed.

The next meeting is scheduled for the third Thursday of next month, the 21st August 2014, at 6pm. Agreed.

What do we do if we need to nominate a delegate?

MU: Yes, not a problem just let us know beforehand.

Q. The first question we'll have from people is "what's happening". What we need is something to be distributed (factsheet).

Response from CRG member: The factsheet is on the project website.

MU: Any concerns about putting newspaper as a member of the committee. Let me know. I will not include your home or email addresses.

No concerns.

Meeting closed 8.05 PM.

Next meeting: 21 August 2014. 6pm.

MU to diarise to include a site tour in two or three months.



Action Items

Richard to provide more information on the Sustainability Index numbers.	Richard Brown - Hydro
Michael to contact Mindarribba LALC again re representation on the CRG.	Michael Ulph – Chair
Michael to alter GRC Terms of Reference re: State Government attendance.	Michael Ulph – Chair
MU to diarise to include a site tour in two or three months.	Michael Ulph – Chair

Janita Klein

GHD – Stakeholder Engagement