

29 July 2016

Our reference:CC:LE/12

Your Reference:AM:DR:28694

**JS Mueller & Co Lawyers
DX 25315 ROCKDALE**

Dear Sir/Madam,

**Prince Henry at Little Bay
Network Management Services Agreement ('Agreement') with Pivit Pty Ltd ('Pivit')**

Thank you for your letter dated 10 June 2016.

UrbanGrowth NSW has considered the points raised in your letter. However, we do not have sufficient information or verification to form a view or make any comment on the matters you have raised or on Pivit's performance under the Agreement.

Despite this, and in the absence of any compelling evidence of breach, UrbanGrowth NSW prefers not to intervene in any difference of opinion between your client and Pivit. Our view is that your client will be better placed to seek to meaningfully resolve any issues by engaging directly with Pivit. To facilitate this, we think it would be prudent to "*assign, novate or otherwise transfer (our) rights and obligations under the Agreement to the Prince Henry Community Association*", as contemplated by clause 35.8(b) of the Agreement. UrbanGrowth NSW is prepared to assign or novate the Agreement to your client. We would welcome your client's acceptance of this proposal, and we note that Pivit's consent is not required.

Upon receipt of your confirmation, we will prepare a simple Deed to effect the assignment or novation.

In the meantime, UrbanGrowth NSW intends to send your 10 June letter to Pivit for its information. If your client has a strong preference for the letter not to be sent to Pivit, could you please let us know by no later than 8 August 2016.

UrbanGrowth NSW continues to reserve its rights and position under the Agreement.

Yours Faithfully



**Stuart McCowan
General Manager**