

Applicant Details

Applicant Details	
Name	Aquasol
Registered Office (if a Corporation)	82-86 Beringarra Ave. Malaga WA 6090
Principal Place of Business (if different from Registered Office)	Same as above.

Contact Details

Contact Details	
Contact Name	Francisca Haro
Mail Address	82-86 Beringarra Ave, Malaga 6090.
Email	f.haro@aquasol.com.au
Telephone	08 9248 7533
Fax	08 9209 3975

Company Structure	
ABN or ACN	75 157 831 411
Legal Nature of Applicant	Aquasol Pty Ltd trading as Aquasol
Place of Incorporation	82-86 Beringarra Ave. Malaga WA 6090

Amendment Details	
Licence No	Water Services Operating Licence No.42.
Reason for and Details of the Amendment	<p>This amendment application incorporates the waste water treatment service for 1000 residential lots, which will be constructed and managed in 2 phases.</p> <p>Phase 1 will see Aquasol manage the waste water collection at a currently constructed collection point on site, and removal on an as needed basis via a licensed DEC waste water cartage contractor. The waste water will be carted to the Water Corporation's treatment plant in Lancelin until Phase 2 is operational. Phase 2 will see Aquasol treat the waste water at a treatment plant to be built and managed by Aquasol for up to 1000 residential lots only, with the waste water reaching the treatment plant via a dedicated pressure main. This facility is forecast to be constructed in 2014 when there is sufficient demand (residents) and all required licences are in place. The application documentation provides the necessary justification and support for the amendment proposed.</p>

Certification – Acknowledgement of Commitment

I declare that the information provided in this application is correct to the best of my knowledge and I am aware of the requirements under the Act for the licence being applied for and that I have the authority to make this application on behalf of the above entity.

Signed by or on behalf of the applicant.

Name: Francisca Haro

Position: Aquasol' Environmental Technical Consultant

Signed:



Date: 02/04/2013

ECONOMIC REGULATION AUTHORITY

AQUASOL AMENDED APPLICATION TO LICENCE No 42

LANCELIN SOUTH DEVELOPMENT

Waste Water Supply Services

VERSION #: 2

02/04/13

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ENCLOSED DOCUMENTS, REFERENCE NUMBERS

1. Liquid Waste Water Receival Agreement
2. Tabec Engineering Designs
3. Licensed Contractor, Waste Water transport details
4. Sewer Planning - 1000lots
5. Dewatering exemption gazette - march 2011
6. Lancelin - Sales plan and lots sold
7. Certificate of Registration - Savage Corporation Pty Ltd
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9. Certificate of Registration - AquaRD Pty Ltd
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11. Certificate of Registration - Aquasol Pty Ltd
12. Aquasol Trust Deeds
13. Aquasol Business Name Extract
14. Aquasol Pty Ltd - ASIC Extract
15. AquaRD Product Catalogue 2012
16. Director Statutory Declaration
17. Aquasol Waste Water Treatment Experience
18. Aquasol's Roles and Service
19. Aquasol - Subcontractor, driver policy
20. CONFIDENTIAL - Lancelin Contract Waste Water Treatment Plant
21. Aquasol - Financial Audit Report 2012
22. Aquasol - Financial Audit Report 2011
23. Aquasol - Financial Audit Report 2010-2009
24. Aquasol - Financial Audit Report 2008
25. Aquasol - ASIC doc
26. John Pascoe Signed Letter
27. Cashflows 01 03 13 - Lancelin South Wastewater Supply - 1000 lots
28. Bendigo Bank– Bank Guarantee
29. Contingency, upfront and working capital availability
30. Aquasol- Waste Water Service Assets Register & Maintenance
31. Aquasol- Waste Water Service Risk Assessment
32. Sterling Accountants, Letter of Support
33. Aquasol - Financial Policy and Procedures
34. Aquasol - Training and Emergency Procedures
35. Aquasol - Safety Call Procedure
36. Aquasol - General Training Introduction Procedure
37. Aquasol - Monitoring Procedures
38. CONFIDENTIAL, Aquasol - Waste Water Customer Service Charter
39. Conditions for Connection 08.02.13
40. Lancelin to Ledge Point Overall Structure Plan

41. Subdivision Approval
42. Planning Development Approval
43. WAPC Letter - Lancelin South ODP – 1000 lots
44. Legal Advice from Solicitor Glen McLeod
45. Aquasol Waste Water Treatment Experience
46. Aquasol - Standards, Constructions and Specifications
47. Asset Management Plan

ELECTRICITY, GAS AND WATER LICENCES:

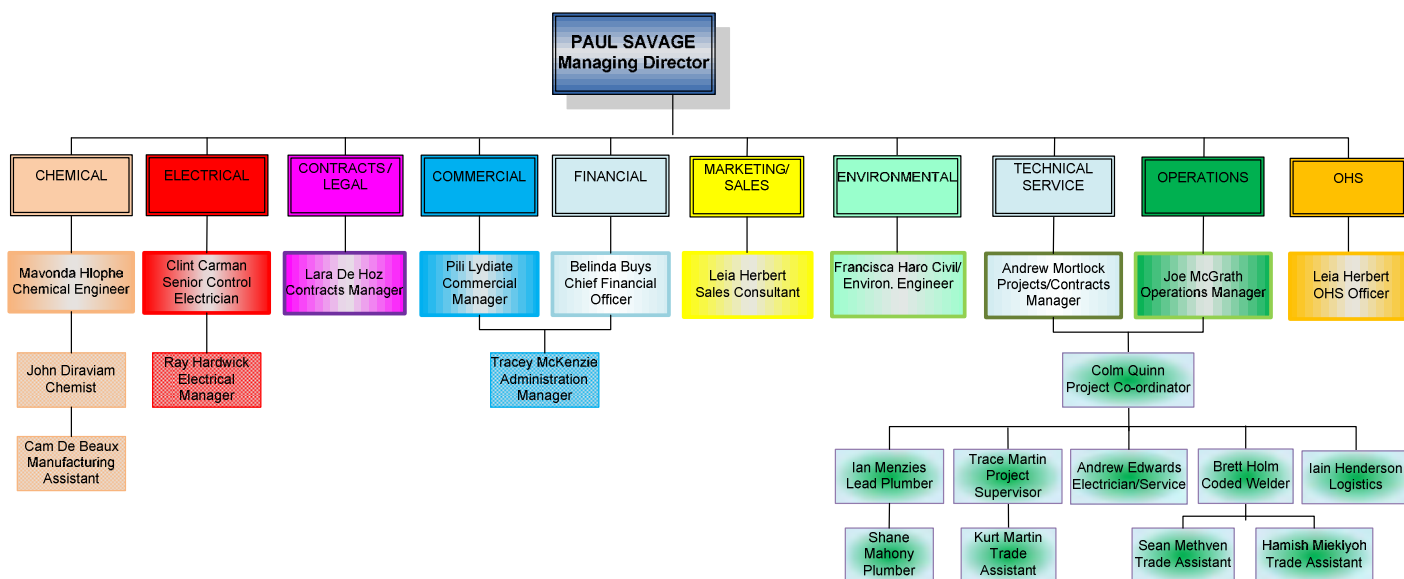
SECTION 5: Information Required for a Licence Application

5.1 Application Summary

- *Applicant's structure and key organisational relationships.*

AQUASOL was established in 1996 to supply a much needed service in the water and waste treatment industry. Initially a water management consulting company, Aquasol has specialised and expanded into the design and construction of Water Treatment Plants and supply and manufacture of associated chemicals and consumables.

KEY PERSONEL DIAGRAM



- Description of service

The residential and industrial development, known as the Lancelin South estate, is located 2.2kms south east of the Lancelin Town site, on Lot 5243 and Lot 9505 Lancelin Road.

The Lancelin South Structure Plan, Outline Development Plan and subdivision design is based on detailed investigation involving planning, environmental, engineering and ethnographic assessment.

The Lancelin South Estate will provide Waste Water Discharge Services for the proposed licence area of 1000 residential lots through two phases. Phase 1 will see Aquasol manage the waste water collection at a currently constructed collection point on site, and removal on an as needed basis via a licensed DEC waste water cartage contractor. The waste water will be carted to the Water Corporation's treatment plant in Lancelin until Phase 2 is operational, see the enclosed document "1. - Liquid Waste Receival Agreement". Phase 2 will see Aquasol treat the waste water at a treatment plant (lagoon system) to be built and managed by Aquasol for up to 1000 residential lots only, with the waste water reaching the treatment plant via a dedicated pressure main. This facility will be constructed in 2014 when there is sufficient demand (residents) and all required licences are in place.

Therefore, phases will be developed as:

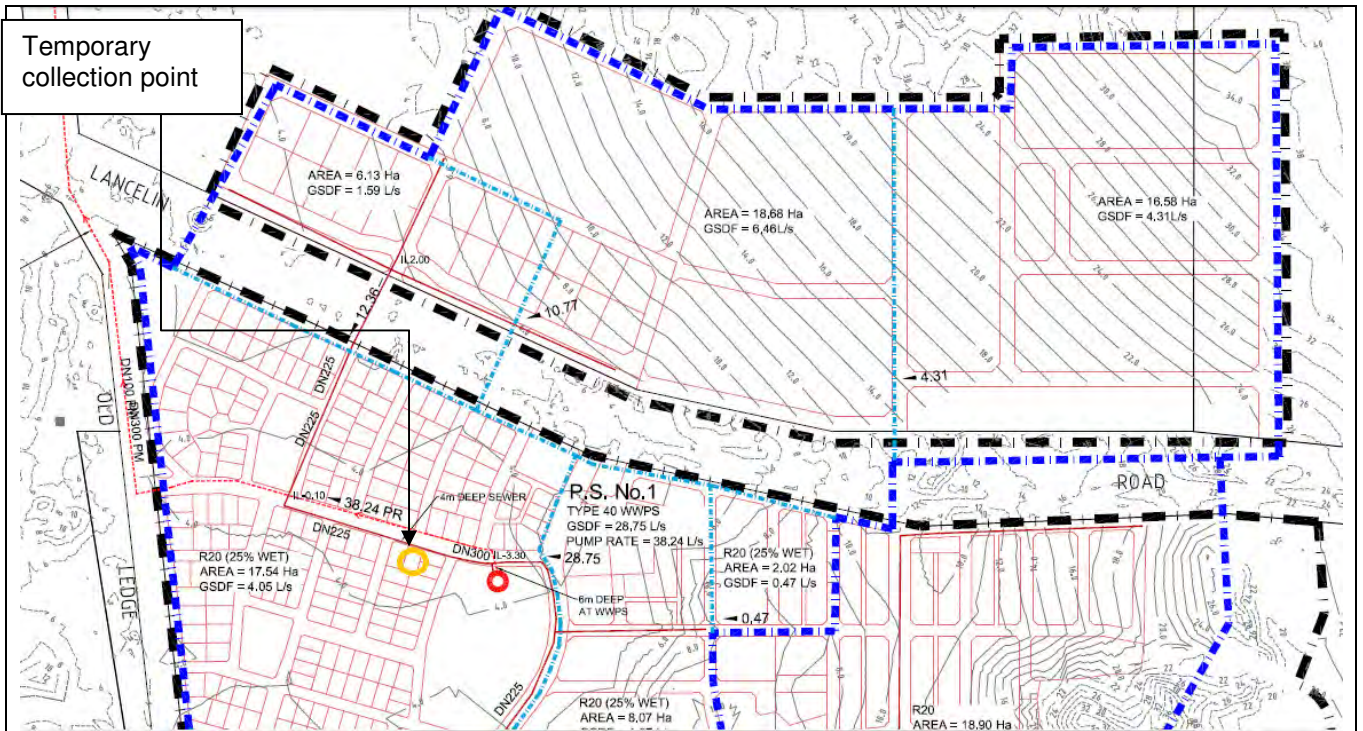
- Phase 1, year 2013: Aquasol will manage the waste water collection and transfer of Waste Water to the Water Corporation treatment plant and Water Corporation will manage the treatment system.
- Phase 2, by no later than the commencement of the calendar year 2014: Aquasol to construct and manage a Pump Station, Pressure Main & Waste Water Treatment facility. A second pump station will be constructed and upgrades to the waste water treatment facility will be undertaken when required, i.e. in accordance with construction and sale of lots within the estate.

- A description of service infrastructure.

For the first year of the development, with approximately 50 lots sold and limited houses under construction, any waste water will be carted via a licensed waste water cartage contractor, with the waste water being collected at a constructed collection point. This collection point has been constructed and forms part of the Lancelin South waste water supply system, see diagram below and enclosed document "2.- TABEC Engineering Design" demonstrating the internal waste water supply system that has been created for the 50 lots comprising stage 1.

The final selection of the waste water cartage contractor will be determined at the time of the licence being granted, however Lancelin Liquid Salvage have advised they would provide their services, see "3.- Licensed Contractor, Waste Water transport details" in the documents attached.

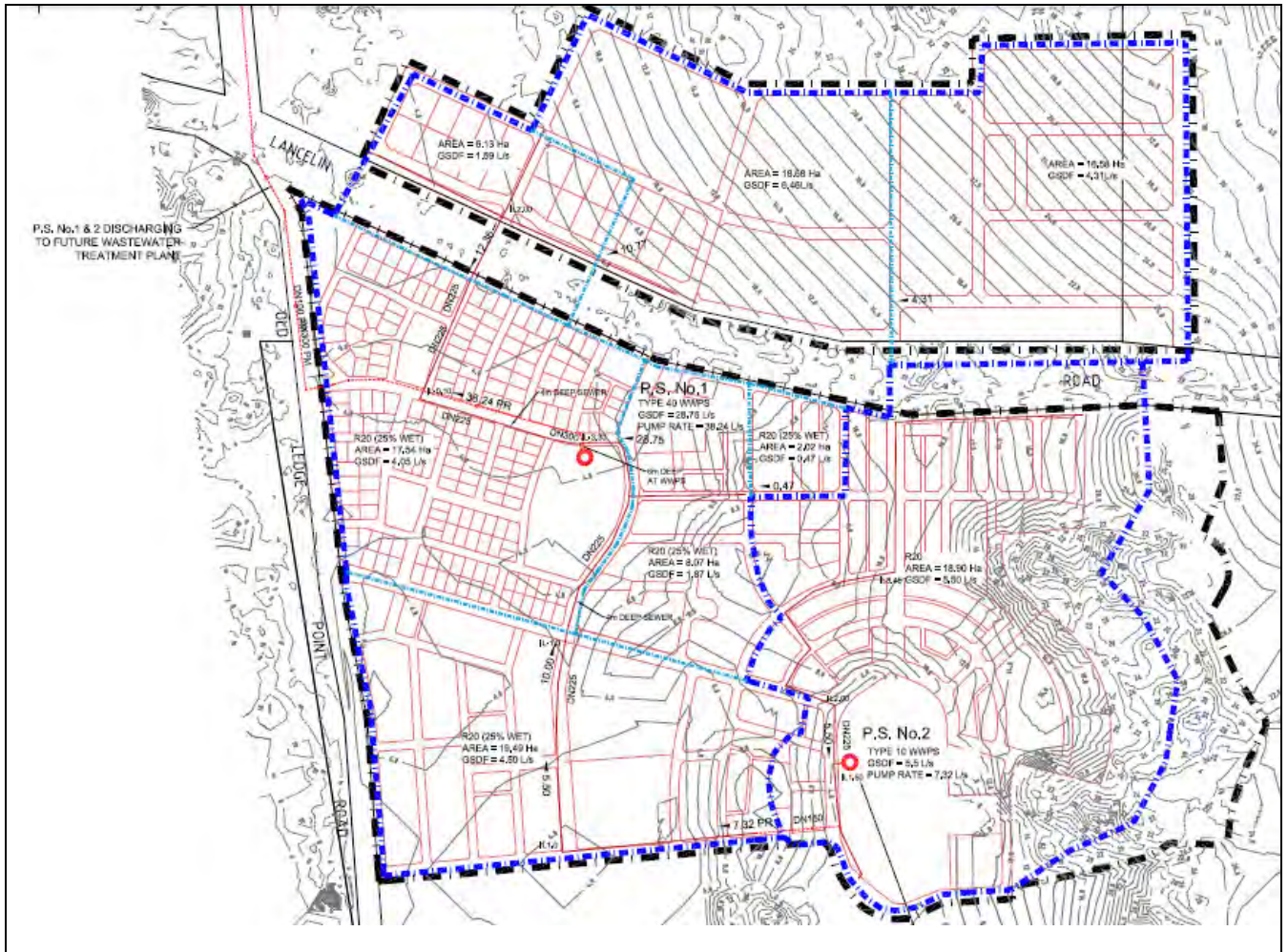
Constructed collection point location, Phase 1 (north-west corner of development).



For Phase 2, when there is a sufficient number of lots sold (at least 50 lots) in the Lancelin South estate or by no later than the commencement of the calendar year 2014, a treatment plant, pressure main and a pump station will be constructed. The location of the pump station, as identified in the diagram below, will be constructed in the future public open space.

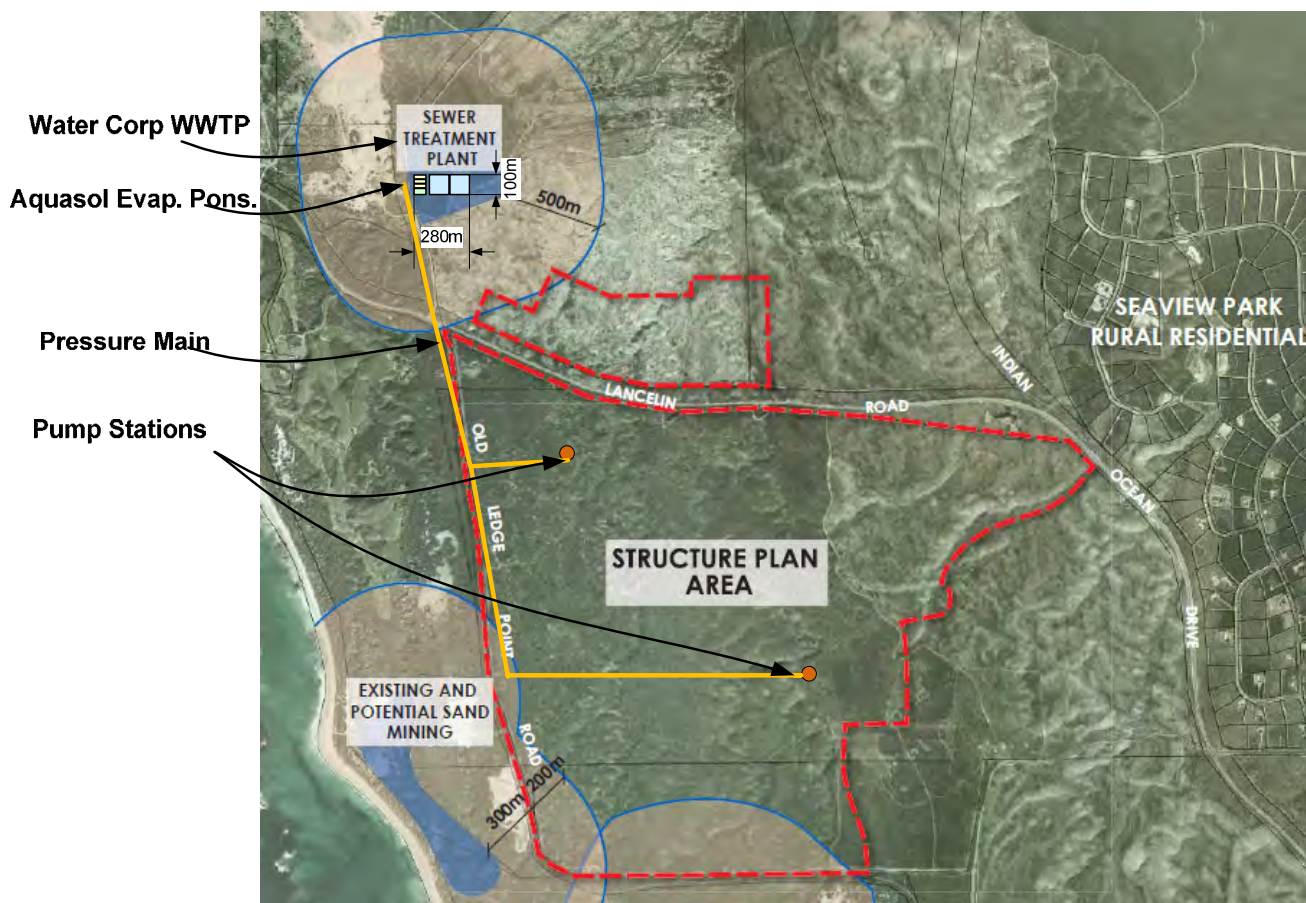
It is noted the waste water service licence for the 1,000 lots will require the construction of 2 pump stations sites. The first pump station will be constructed in the location identified on the below map and will be designed and constructed to service 700 lots. The second pump station, with the location also identified by the below map, will be constructed 1 year before the estimated 700 lots will be developed within Phase 2. The second pump station will be designed and constructed to service 300 lots.

The plan below identifies the 1000 lot area to be serviced by the Phase 2 and location of the Pump Stations, for more details please refer to the enclosed document “4.- Sewer Planning – 1000 lots”

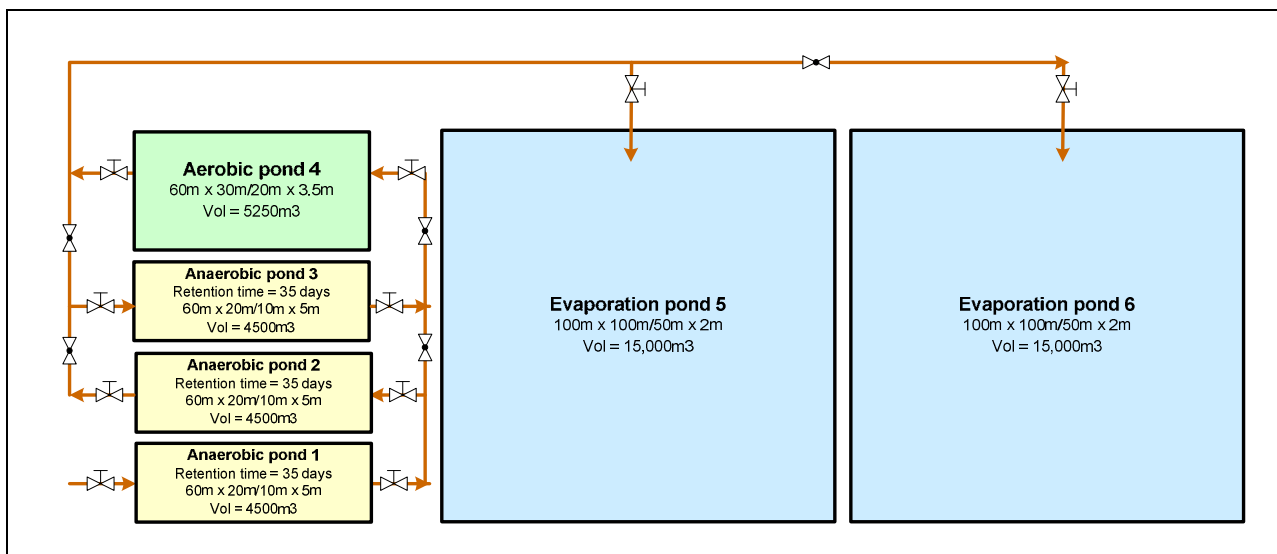


A DN300mm waste water pressure main will provide a discharge from the pump stations to the future wastewater treatment plant (to be constructed by Aquasol). The proposed location of the pressure main in the Old Ledge Point Road reserve and the waste water treatment plant, immediately adjacent to the Water Corporation’s plant is identified in the below aerial picture. The sizing of the evaporation ponds that are to be constructed to service the 1,000 lots is also identified below.

Location of Development, Water Corporation WWTP and Aquasol Evaporation Ponds



Aquasol Evaporation Ponds flow diagram for Phase 2; 1000 lots.



- ***Information on the status of other essential regulatory approvals required.***

- WAPC: Total Lancelin South development is forecast to be 4,000 residential lots and 122 industrial lots. Currently there has been sufficient land rezoned for 1,000 residential lots and 122 industrial lots. In accordance with WAPC's approval of the Lancelin South Structure Plan, the estate will ultimately provide a total of 4,000 residential lots. This licence application relates only to the 1,000 lots identified in the Phase 2 service plan diagram above.

- Local Shire and WAPC: approval has been granted to an Outline Development Plan over the 1,000 residential lots and 122 industrial lots with the base zoning being "Urban Development" that provides for Residential land with a density coding ranging from R20-R40 and a mixed business zoning for 120 lots.

- WAPC: Subdivision approval has been granted for Stage 1 of the development, comprising 233 residential lots. A condition of the subdivision approval requires the lots in Stage 1 to be connected to a licensed water service provider. The granting of the subdivision approval provides development approval and a clearing permit for the construction of the required infrastructure (pump station, pressure main and treatment ponds).

- DEC/EPA: During the rezoning process the DEC/EPA were closely consulted with and concessions made in accordance with EPA requests for portions of the land to be zoned for Conservation Purposes. During the subdivision approval process they recommended approval to the WAPC and did not stipulate any conditions regarding the installation of wastewater infrastructure. During Phase 2, Aquasol proposes to construct a wastewater treatment facility and obtain all required approvals. DEC has advised that they will review the proposal as and when required, but will not provide preliminary advice in advance. As the proposed site is wholly owned by the Developer and is adjacent to the existing Lancelin Wastewater Treatment Plant, it is not envisaged that there will be any impediments to obtaining the required licenses.

- Dewatering Requirements: please refer to "5.- Dewatering exemption gazette - March 2011"

- ***A description of any public consultation or stakeholder engagement processes undertaken concerning the licence project.***

1997: The formal planning process commenced with the presentation of a preliminary concept plan to the Shire of Gingin. This followed a number of meetings and presentations with the Shire Council, which resulted in the Shire supporting the preparation of a formal structure plan.

1998-9: Work on the Lancelin Coastal Village Structure Plan progressed and was ultimately presented to the community for public comment at the end of 1999.

November 2001: Council resolved to initiate an Amendment to its Town Planning Scheme (Amendment 84) to rezone the site to 'Urban Development', including a 'Special Control Area' to address the environmental controls needed to ensure sensitive and sustainable urban development of the coastal environment.

The Amendment was subsequently referred to the Western Australian Planning Commission (WAPC) seeking Consent to Advertise.

December 2003: The Gingin Coast Structure Plan (GCSP) was released for public comment. It indicated a limited growth forecast for the Gingin/Ledge Point coastal district; furthermore, the only identified area of urban growth was located in the heavily constrained southern section of the Lancelin dunes. There was no specific mention of urban expansion potential in Lancelin South.

February 2006: The final GCSP was released by the WAPC, in which Lancelin South is identified as being within a 'Townsite Expansion Investigation Area'. The GCSP also identified the sand dunes south east of Lancelin as 'Future Urban with a Mix of Uses'.

To date: Local Shire and WAPC approvals have been granted for the Outline Development Plan. The Local Shire and WAPC approvals underwent a full public consultation period for the proposed development.

Aquasol has been granted a Water Service Provider (Drinking and Irrigation Services) licence for 1000 residential lots under the ERA approval process.

In obtaining WAPC subdivision approval for the first 208 residential lots, the developer Lancelin South Pty Ltd commenced pre-sales for the first stage of the development, which comprised 42 residential lots. For the first stage of development, the developer has pre-sold 22 lots (refer "6.- Lancelin - Sales plan and lots sold"), which illustrates the strong public demand for the development.

Furthermore, given that all site works have been completed (refer pictures below of completed site works) and all WAPC subdivision conditions; baring the provision of a licenced Waste Water service provider, have been met, the provision of a waste water service provider is all that is required to permit the creation of titles and settlement of lots within the first stage of development. As advised by the developer, they are receiving constant enquiry from local Councillors, current lot purchasers, prospective purchasers and builders as to when titles will be available. The timely creation of titles and settlement of lots for the Lancelin South development is required to underpin the expansion and growth of Lancelin.

First Stage completed Public Open Space



First stage completed internal roads and lots. Note all internal power, water and waste water infrastructure has been installed.



5.2 Corporate Information

- Identity of the applicant

Trading Name : Aquasol Pty Ltd
ABN : 75 157 831 411
ACN : 157 831 411

- Address and contact details of the entity.

Address : 82-86 Beringarra Avenue, Malaga, WA 6090
Phone : 08 9248 7533
Fax : 08 92093975
Email : reception@aquasol.com.au

Primary contact person,

- Name of person: Paul Savage
- Position: Technical Operation Manager
- Phone number on: 08 9248 7533

Secondary contact persons,

- Name of person: Francisca Haro
- Position: Environmental Consultant
- Phone number on: 08 9248 7533

- Company structure and proportions of equity held by the individuals involved.

Aquasol's legal structure is as follows:

- Applicant's name:
Aquasol Pty Ltd
- Officers of the Company Directors:
Paul Savage
- Shareholding:
Savage Corporation Pty. Ltd. ACN 090549143 as trustee for the Savage Family Trust

Company History, foundation's dates:

- Savage Corp Pty Ltd 15th nov 1999
- Aquasol unit trust 25th june 2007 (*currently not in use, this entity will eventually be closed off once it has no more business connections*)
- Aqua RD 29th june 2010
- Aquasol Pty. Ltd. 17th april 2012

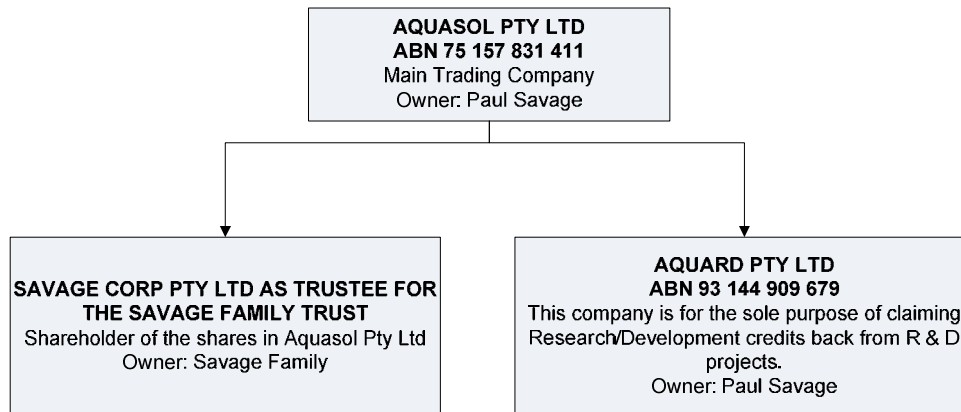
Savage Corp Pty Ltd is held by Savage's family as follow:

- Paul savage: 48.36%
- Tonya Savage: 48.36%

Daughters

- Izabel Savage: 1.64%
- Lani Savage: 1.64%

Company Structure Diagram



- Relevant articles of association and company registration details for the applicant and any associated or controlled entities.

With more than 16 years on the Water Treatment field, Aquasol has expanded its horizons with the development of new projects and companies. Currently, the Aquasol group has a few associated entities, but no articles of association.

The enclosed documents provide registrations for the relevant companies, as well all documents mentioned above:

- 7. - Certificate of Registration - Savage Corporation Pty Ltd
- 8. - Savage Corporation Pty Ltd - ASIC Extract
- 9. - Certificate of Registration - AquaRD Pty Ltd
- 10. - AquaRD Pty Ltd - ASIC Extract
- 11. - Certificate of Registration - Aquasol Pty Ltd
- 12. - Aquasol Trust Deeds
- 13. - Aquasol Business Name Extract
- 14. - Aquasol Pty Ltd - ASIC Extract

** AquaRD is a standalone company whose shares are owned by AQ Environmental Pty Ltd ATF the Aquasol Unit Trust being the research and developing department of Aquasol focused on upgrading technology, equipment, new treatment processes, etc. A constant update and development, allows the company to be more competitive and efficient on national and international markets. For more details please refer to the attached "15. - AquaRD Product Catalogue 2012" in the documents enclosed.

** As a future business, Aquasol is intending to create a new Company called AQTanks together with Onedex Communication. AQTanks is oriented to the manufacture of galvanized tanks for water treatment, storage tanks, waste water tanks, etc.

Standard galvanized water tank



- A list of all company directors or principals of the applicant.

Company directors & principals

Paul Savage: Aquasol's Managing Director
 Tonya Savage: Aquasol's Managing Director

Management

<i>Team</i>	<i>Department</i>	<i>Function in company</i>
Mavonda Hlophe	Chemical Department	Chemical Engineer
Clint Carman	Electrical	Electrician Senior Control
Pili Lydiate	Commercial	Commercial Manager
Francisca Haro	Environmental Area	Environmental Engineer
Andrew Mortlock	Contract / Service	Project/ Contract Manager
Joe McGrath	Construction	Construction Manager

- Statutory declaration from the company directors that they have not been or disqualified under the Corporations Act 2001 (Cwlth) from managing corporations.

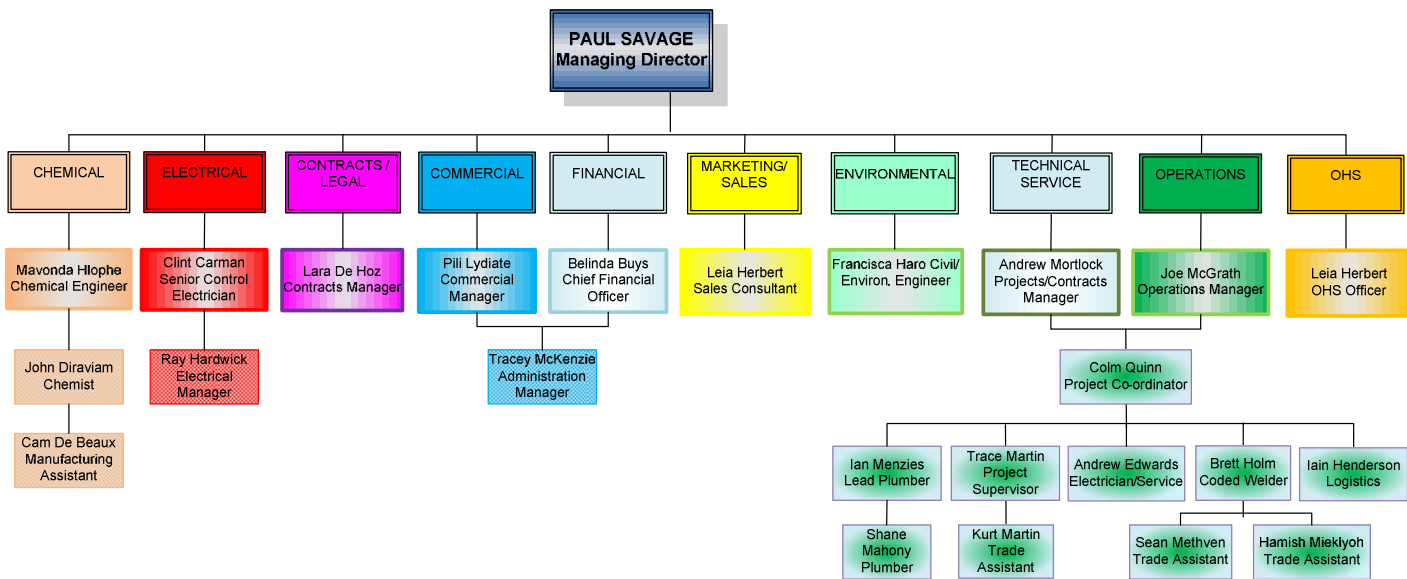
Please refer to "16.- Director Statutory Declaration" in documents enclosed.

- Entity's profile, date of foundation, history, employee numbers and a description of the entity's core activities.

Aquasol:

Aquasol was formed to provide a quality Water Management Consulting and Water Reuse Service with associated Chemical Supply.

With 23 local staff based in Western Australia and Agents/Staff in VIC, SYD, QLD, Chile, USA and Indonesia we are expanding globally to fill a niche market offering our clients a complete package approach to water treatment solutions.



Our strategy of providing Concept to Completion service has enabled us to build relationships with our clients that have ensured our growth and capabilities.

- Industry Experience

Industries which have utilised our expertise and products have included:

- Ferric Sulphate Clients –BHPB; Orica; Coogee Chemicals; Sigma Chemicals
- Pulp and Paper Processing Plants – Australian Plantation Export Co; Fulghum Industries SA; Hansol PI Bunbury
- Mining Operations - St Barbara Mines; Catalpa ; BHPB; Regis ; Citadel; Barrick; Pangea; Plutonic; Talison;
- Potable water supply, Sewerage and Effluent Treatment – Water Corp WA; Local Govt WA & Qld; ATCO Power
- Construction Industry Dewatering Plants – Mobile Dewatering; Pioneer Road Services;
- Food Processing Plants – Margaret River Dairy; Bartter Ind's; Inghams

- Water Treatment Services

Aquasol specialise in all aspects of water treatment services, namely:

- Reverse Osmosis Systems
- Waste Water Treatment / Recycling
- Sewerage Treatment Plants, Nitrogen Removal
- Dewatering Plants
- Water Treatment Chemicals – Ferric Sulphate Facility (10,000 tonne per annum)
- Iron and Heavy Metal Removal Electrolysis Chlorine Generation (offering a low cost alternative to liquid chlorine).

- Innovation & New Process Developments

Aquasol is dedicated to new developments including the launch of a new chlorination system that uses electricity to generate chlorine from fresh water, avoiding using liquid chlorine or gas in water treatment systems.

Aquasol also developed patent pending an innovative and exciting new process to rapidly remove total nitrogen out of waste water in less than 1 minute contact time.

- OHS and Environmental Policies:

Aquasol is Occupational Health and Safety compliant and have in place Environmental Policies and Procedures that are implemented throughout the company on all of our construction sites.

Also, please find enclosed Aquasol previous experience in Waste Water Treatment Projects "17.- Aquasol Waste Water Treatment Experience".

Whilst Aquasol currently has a number of clients and licence applications for waste water (and water) treatment; it has the capacity to be able to meet the needs of its clients for contracting roles and most importantly the obligations of its licence applications- both approved and pending. If necessary, as a result of Aquasol's growth, additional staff members will be engaged to meet any specific technical or administration roles. Enclosed document "18.- Aquasol's Roles and Services" identifies the current roles Aquasol has in terms of contracting and active and pending licenced waste water provider roles.

- ***Associated and/or controlled entities.***

For the first year (Phase 1) a licenced cartage contractor will be used to transport waste water to Water Corporation's Lancelin Wastewater Treatment Plant. The cartage contractor will follow "19.- Aquasol - Subcontractor, driver policy".

- ***A description that specifies any degree of control exercised by associated entities over the applicant and how that control is exercised. The application should include detailed information on any other entity the applicant intends to rely on to provide staff, services or resources to the licensed service.***

The following sections outline the scope and structure of the enclosed confidential "1.- Liquid Waste Water Reveal Agreement" regarding the transport of waste water discharge to the Water Corporation facilities.

- *The Water Corporation will supply the facilities necessary to accept liquid waste from Aquasol at the agreed delivery point, up to 20 kilolitres per day.*
- *The Water Corporation will commence providing the Services on the Delivery Commencement date (1 January 2013 or such date as is otherwise agreed between the parties) and continue to provide the service until the Termination Date (initially 31 December 2015).*

- *Aquasol may apply in writing for an extension of this agreement (no later than 6 month prior to the Termination Date), which Water Corporation may grant with the same or varied conditions, at its absolute discretion.*

For additional details on control exercised by associated entities over Aquasol, and how that control is exercised please also refer to “20.- CONFIDENTIAL - Lancelin Contract Waste Water Treatment Plant” in documents enclosed.

5.3 Financial information

- The most recent audited general purpose financial report (with accounts) that complies with the Australian Accounting Standards Board (AASB) Standards, including the auditor's report.

Please refer to "21.- Aquasol - Financial Audit Report 2012" in documents enclosed

- Financial reports for the last three years, which should be provided together with the Auditor's report, the Director's report and the Director'(s) declaration.

Please refer to "22.- Aquasol - Financial Audit Report 2011", "23.- Aquasol - Financial Audit Report 2010-2009 and "24.- Aquasol - Financial Audit Report 2008" in documents enclosed.

- In the case of new entities, which cannot provide financial and auditor's reports, financial information should be provided (such as interim accounts) to demonstrate that they have an acceptable financial standing/capacity commensurate with their potential financial exposure.

Not Applicable, Aquasol is an entity with more than 16 years in the water treatment field.

- If the applicant is a subsidiary company, audited general purpose financial reports should be provided that comply with the AASB Standards or AAS for the parent company(s) for the past 3 years.

Not Applicable, Aquasol is not a subsidiary company.

- A copy of documents submitted to ASIC under chapter 2M of the Corporations Act 2001 (Cwlth) over the past three years.

Please refer to "25.- Aquasol - ASIC doc" in documents enclosed.

- Evidence of long and/or short term credit rating/s from a ratings agency.

Not Applicable, Aquasol has not been assessed by a credit rating agency

- A description to the extent to which any financial obligations of the applicant are guaranteed by other group companies. A copy of guarantee agreements should be attached to the application.

JB Mathews, representing Lancelin South Pty Ltd, will finance the entire capital costs of the project and will subsidise the shortfall in operating costs associated with the provision of the service. Financial obligations, as described in the confidential Agreement attached, include:

- *Lancelin South shall fund the capital cost of the WWTP and also shall Lease the Land required (as determined by Lancelin South in its absolute discretion) for the WWTP to Aquasol, at no cost to Aquasol.*

JB Mathews has also provided Aquasol a Bank Guarantee guaranteeing the provision of the required funds for the project and the identified ongoing shortfall in operating costs (refer 28.- Bank Guarantee). Should at any time JB Matthews not make available the required funds in accordance with the confidential agreement between Lancelin South Pty Ltd and Aquasol, Aquasol will be able to draw on this bank guarantee.

- **The contractual arrangements (e.g. alliance contracts, associate contracts, establishment contracts) that define relationships within the group including shared resources, guarantees, revenue flows, obligations and/or responsibilities.**

Please refer to the confidential "1.- Liquid Waste Water Receival Agreement "19.- Aquasol - Subcontractor, driver policy and "20.- Lancelin Contract Waste Water Treatment Plant".

- **A written declaration from an independent auditor or your principal financial institution stating that:**

For the following requirements, please refer to "26.- John Pascoe Signed Letter" in documents enclosed.

- **an insolvency official has not been appointed in respect of the business or any property of the business;**
- **no application or order has been made, or resolution has been passed or steps have been taken to pass a resolution, for the winding up or dissolution of the business; and**
- **the applicant is unaware of any other factor that would impede their ability to finance the activities required by the licence.**

- A declaration is required (where relevant) specifying the lenders financing the application proposal and the type of funding obtained including any secured funding, mezzanine debt, vendor finance or venture capital obtained.

In relation to the lenders financing the application proposal, please refer to the item “20.- Lancelin Contract Waste Water Treatment Plant” in document enclosed. Obligations, as described, include:

6.2 Lancelin South shall fund the capital cost of the WWTP and also shall Lease the Land required (as determined by Lancelin South in its absolute discretion) for the WWTP to Aquasol, at no cost to Aquasol.

6.4 Lancelin South will pay to Aquasol an amount equal to the Cumulative Cash Flow as and when Aquasol’s expenses result in a negative Cumulative Cash Flow. The Cumulative Cash Flow reflects the cumulative cash income less the cumulative cash costs incurred for supplying Services in accordance with the agreement between the parties. The cumulative cash income and cumulative cash costs will be calculated from the first date at which income was received or costs were incurred for supplying Services in accordance with the agreement. The cumulative cash income will include but will not be limited to the income received from customers, payments from Lancelin South and any interest received on positive Cumulative Cash Flow balances.

If requested by Lancelin South, records of cash income and cash costs including invoices must be supplied to Lancelin South to substantiate the Cumulative Cash Flow.

If the Cumulative Cash Flow balance is positive at 30 June of any year for the duration of the agreement, Aquasol shall pay to Lancelin South 20% of the Cumulative Cash Flow as at 30 June by 31 July of the same calendar year.

*** Cumulative cash flow detailed in item “27 - Cashflows 01 03 13 - Lancelin South Wastewater Supply - 1000 lots” in documents enclosed*

- Details of any bank guarantees.

As outlined in “20.- CONFIDENTIAL - Lancelin Contract Waste Water Treatment Plant”, the Bank Guarantee unconditionally promises to pay to Aquasol the Guaranteed Sum upon demand being made by Aquasol, without reference to Lancelin South or any other person and notwithstanding any direction by Lancelin South or any other person to the Bank not to pay the amount demanded by Aquasol.

Please find enclosed “28.-Bendigo Bank - Bank Guarantee”.

- Evidence that the applicant is able to finance the assets and investment necessary to undertake the activities to which the licence relates.

Based on the information detailed above, please refer again to “20.- CONFIDENTIAL - Lancelin Contract Waste Water Treatment Plant”, and review item ‘28.-Bendigo Bank - Bank Guarantee”. In accordance with the Lancelin Contract Waste Water Treatment Plant”, the following stipulates when the bank guarantee can be drawn down.

- (a) *As soon as practicable after the execution of this Agreement by the parties Lancelin South shall deliver to Aquasol and shall maintain with Aquasol the Bank Guarantees for the Infrastructure Guaranteed Sum and Operating Losses Guaranteed Sum.*
- (b) *If at any time Lancelin South does not make the funds available to Aquasol in accordance with the spreadsheet contained in Schedule B (Cash flow - Spreadsheet) to this Agreement for the construction of the infrastructure pursuant to clause 7.2 of this Agreement then Aquasol may require the payment by the relevant Bank to Aquasol of that part of the Infrastructure Guaranteed Sum relating to Lancelin South's default and apply the sum received towards Aquasol's claim against Lancelin South in respect of such default. The spreadsheet in Schedule B to this Agreement may only be amended in accordance with the written agreement of both parties.*

- Projected revenue and expenditure figures for at least 5 years, or the life of the project, for the provision of services sufficient to demonstrate the financial security and feasibility for the activities to which the licence relates. This forecast should highlight all key assumptions and risks, along with all relevant risk management strategies.

Please find enclosed “27 - Cashflows 01 03 13 - Lancelin South Wastewater Supply - 1000 lots” and “29.- Contingency, upfront and working capital availability”

The “Contingency, upfront and working capital” document demonstrates that Aquasol has sufficient working capital to allow for 172% of the expected capital cost of the scheme. The working capital will be more than adequate to recover any possible unforeseen costs, particularly given Aquasol’s extensive experience in costing and constructing similar facilities.

Regarding the risk management strategies, the two main revenue-side risk strategies are:

- ✓ The financial backing of the developer to ensure project does not incur losses, and
- ✓ A fixed charge price to protect revenue. Please see attached “30.- Aquasol- Waste Water Service Assets Register & Maintenance”, “31.- Aquasol- Waste Water Service Risk Assessment” in documents enclosed.

The project’s underlying assumptions are based on the number of lots serviced, waste water treatment demand, power consumption, and fixed costs, see details regarding the cashflow projections.

- Evidence including third party comments supporting the past, present and future financial position of the applicant.

Please refer to “32.- Sterling Accountants Letter of Support” in documents enclosed.

- Copies of the entity’s financial policies, including the applicant’s accounting policies, internal and external auditing policies, risk management policies and internal control procedures.

Please refer to “33.- Aquasol - Financial Policy and Procedures” in documents enclosed. For internal control procedures, refer to, “34.- Aquasol - Training and Emergency Procedures”, “35.- Aquasol - Safety Call Procedure”, “36.- Aquasol - General Training Introduction Procedure” & “37.- Aquasol - Monitoring Procedure”

- Where relevant, the applicant’s pricing policies, methods and procedures.

For methods and policies procedures please refer to our “38.- CONFIDENTIAL, Customer Service Charter” and “39.- Conditions of Connections” in documents enclosed.

- The intended services and markets and the nature of the business activities to be undertaken by the applicant.

The intention of the project is to service the Lancelin South development with Waste Water Treatment Facilities for 1000 residential lots only. The applicant is the Service Provider for the Phase 1 & 2 previously described.

5.4 Technical information

- A description of the physical environment of the proposed activity and its immediate vicinity, including all land and areas affected by the proposed application

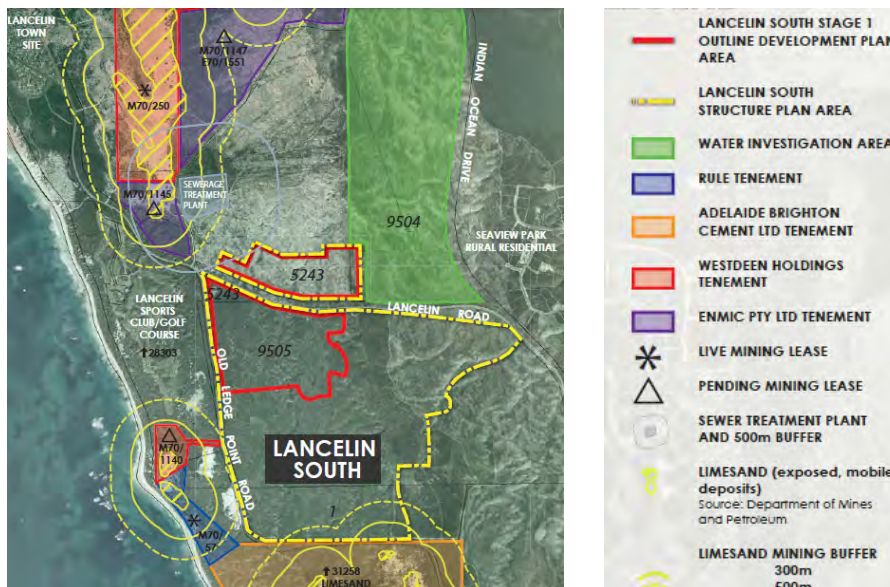
The majority of the development site, south of Lancelin Road, is currently used for grazing purposes. The northern portion of the development site, i.e. north of Lancelin Road, has previously been used for cattle grazing. The developer of Lancelin South owns these large tracts of land. In addition to livestock grazing, limesand is currently extracted from a number of sand dunes located to the west and south of the subject land.

The Lancelin South development site is located on Lot 5243 and Lot 9505 Lancelin Road, 128 km north of Perth (Figure 1-1). The nearest towns include Lancelin (2.2 km) and Ledge Point (3.5 km). The town enjoys a seasonal population but maintains a core population of approximately 600 people.

Lancelin faces west to the Indian Ocean, with the local beaches protected by several small islands. Massive sand hills surround the town. The undulating site rises from approximately 5 m AHD in the west through two parallel north-south sand dunes and swales before reaching a continuous incline approximately 1.5 km from the eastern boundary that reaches a maximum of 70 m AHD within the development site.

There are three main dune systems on the Swan Coastal Plain, aligned parallel to the coastline as a result of aeolian deposits. In order of age and distance from the coast these are the Quindalup, Spearwood and Bassendean Dune Systems. Each of these systems is differentiated by their topography and soil profiles. The development site lies within the Quindalup Dune System, which consists of calcareous sands that form beach ridges and parabolic dunes. The Quindalup Dune System is further subdivided into soil units, and four phases based on age and landform.

Site and Surrounding Land Uses



- A description of the relevant supply infrastructure and any interconnected infrastructure systems.

Current Waste Water Situation at Lancelin

Within the locality of the Lancelin South development there are no external waste water pressure mains or pump stations constructed or under the ownership of the Water Corporation. However, as previously mentioned, the Water Corporation own and operate a waste water treatment plant north of the subdivision site and this will be utilised at the commencement of the waste water licence for the first 50 lots within the Lancelin South development.

The construction of additional evaporation ponds for the treatment of waste water from the Lancelin South development will not result in the duplication of additional unnecessary waste water treatment infrastructure. In accordance with the Liquid Waste Receiving Agreement between the Water Corporation, Aquasol and Lancelin South Pty Ltd, the Lancelin South development will be permitted to dispose 20kL of waste water in any one day- which equates to 50 residential lots. In establishing this rate, the Water Corporation have advised this was based on the available capacity not currently allocated within their evaporation pond.

Given the Water Corporation's treatment pond at Lancelin, which caters for the Lancelin townsite, only has capacity for 50 additional lots from the Lancelin South development and there are no Water Corporation pressure mains or pumps stations in the vicinity of the development, it is demonstrated that the development of additional ponds and waste water transfer infrastructure will not be duplicating unnecessary additional infrastructure.

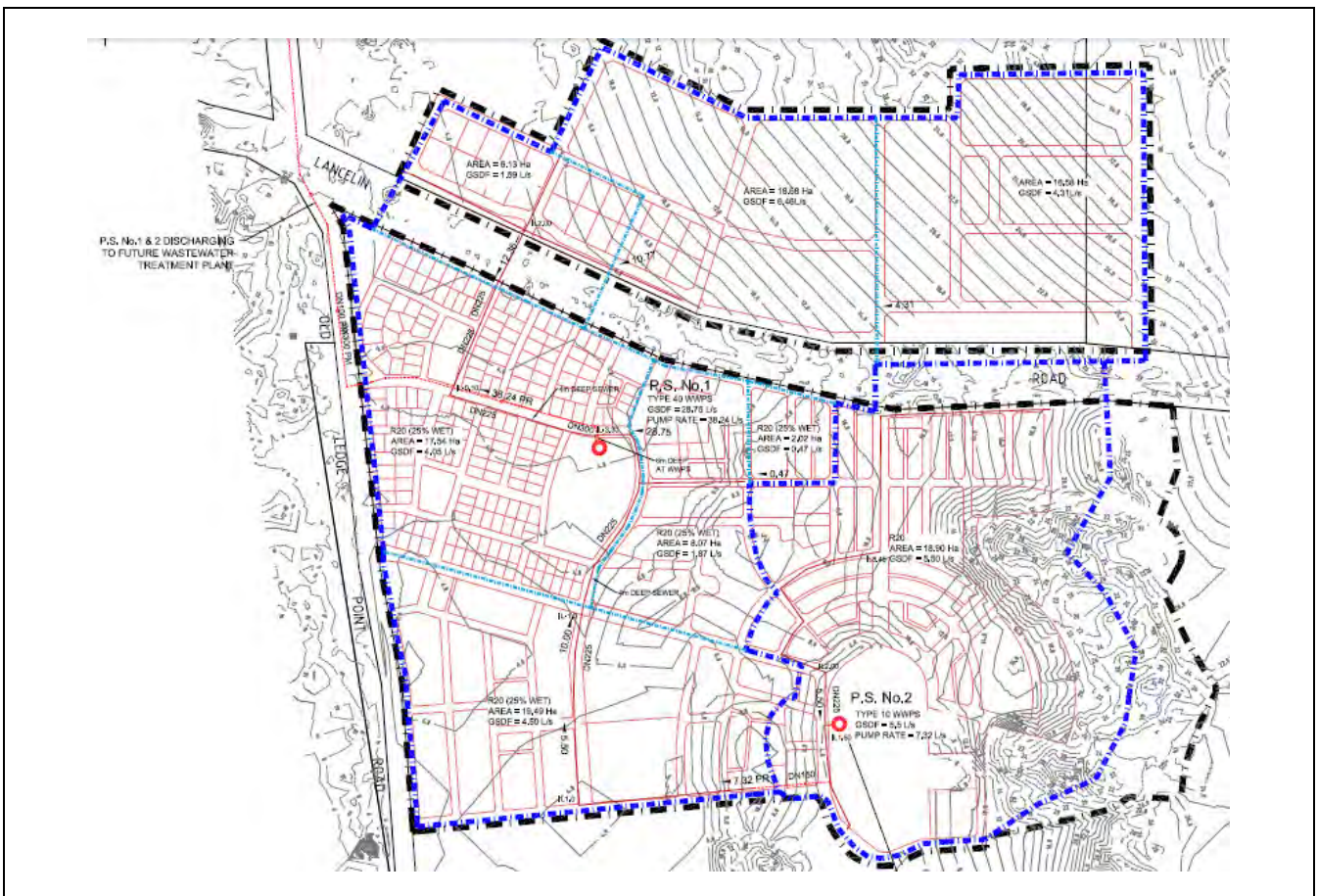
It is further noted the developer Lancelin South Pty Ltd initially sought to utilise the Water Corporation for the provision of water and waste water services for the Lancelin South development. However, on advice from the Water Corporation they were not willing to undertake the role of the Lancelin South water and waste water service provider in a timeframe or terms that would be feasible for development of Lancelin South. At the time of lodgement of the first stage subdivision application for the Lancelin South development the Water Corporation advised the WAPC they do not have waste water services available in the area and were not supportive of the urban zoned land being subdivided on this basis. It is acknowledged the Water Corporation did state they had the potential to be the service provider, however, in accordance with discussion with the Water Corporation these terms and timeframes were commercially unviable.

With respect to the Water Corporation's plans for expansion of their Lancelin waste water treatment plant, through informal discussions with the Water Corporation they advised they are not proposing to expand their Lancelin waste water treatment plant. In discussing the provision of waste water services for Lancelin South with the Water Corporation, they referred to the WAPC adopted Lancelin to Ledge Point Overall Structure Plan. In this plan a future waste water treatment plant for the Lancelin to Ledge Point locality was identified north of the Ledge Point townsite; which was intended to service Ledge Point and any additional waste water from Lancelin (refer "40.-Lancelin to Ledge Point Overall Structure Plan"). Given the Water Corporation's proposed shift away from their existing Lancelin waste water treatment facility, this demonstrates no additional Water Corporation infrastructure is proposed to be built at the existing facility and there will be no duplication of waste water treatment facilities.

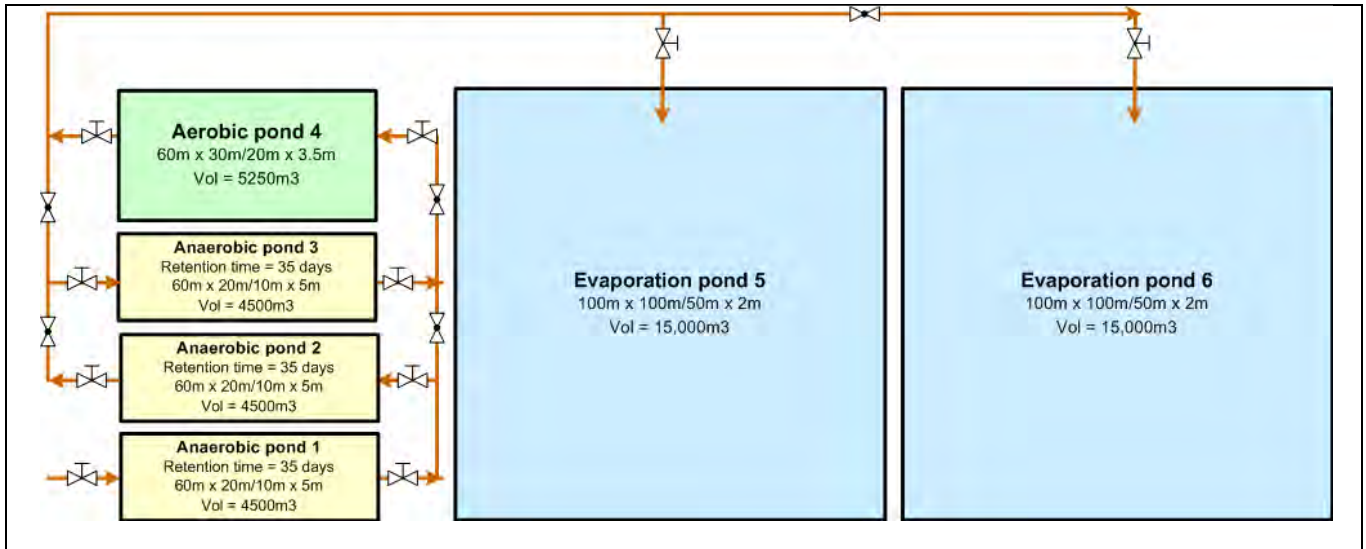
Proposed Waste Water Situation for Lancelin South

For the first year of the development, any waste water generated from the 21 pre-sold lots, which are yet to have houses constructed on them, will be carted via a licenced waste water cartage contractor to the existing Water Corporation treatment ponds, with the waste water being pumped from a constructed gravity fed collection point – refer Item “2. Engineering Design” - of the constructed internal waste water supply system. When 50 lots have been sold or at the commencement of the calendar year 2014 (Phase 2, forecast for year 2014), as identified by the below plan, a pump station will be constructed in the future public open space area, a DN300mm waste water pressure main in the Old Ledge Point Road Reserve and internal subdivision roads and the future Evaporation Ponds constructed adjacent to the current Water Corporation ponds. A second pump station will be constructed and upgrades to the waste water treatment facility will be undertaken when required, i.e. in accordance with construction and sale of lots within the estate

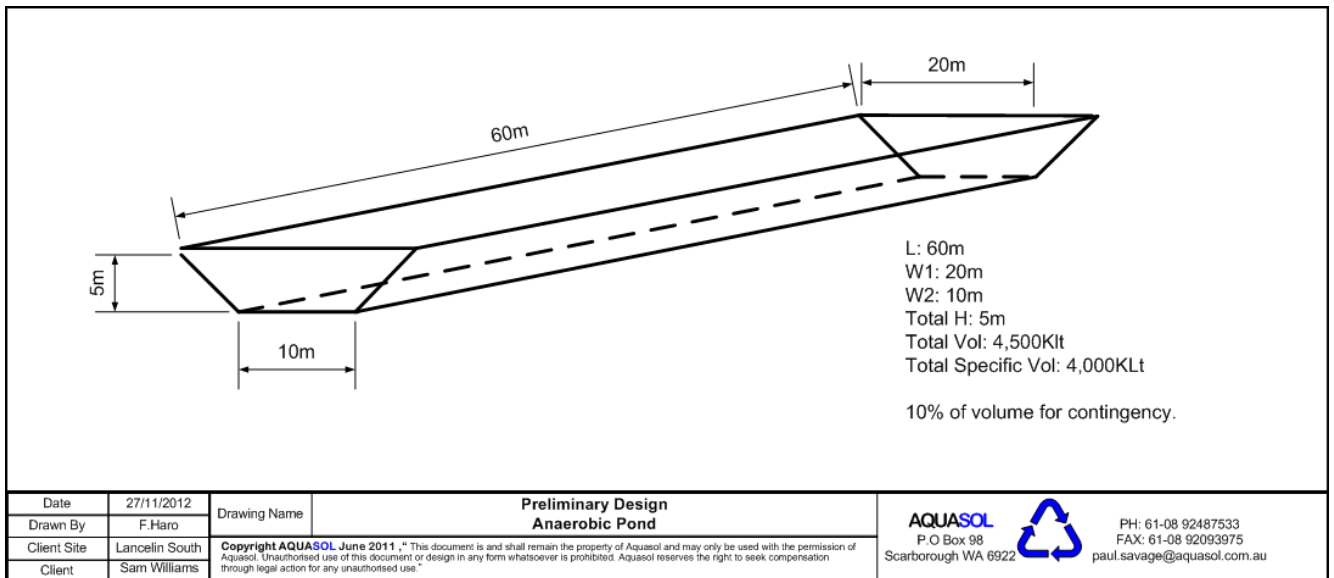
Both of the pump station will be designed to accommodate two alternate pumping rates, depending on the roll-out of surrounding stages of subdivision.



Preliminary Diagram for Evaporation Ponds 1000 lots to be constructed and managed by Aquasol



Preliminary Design Anaerobic Pond

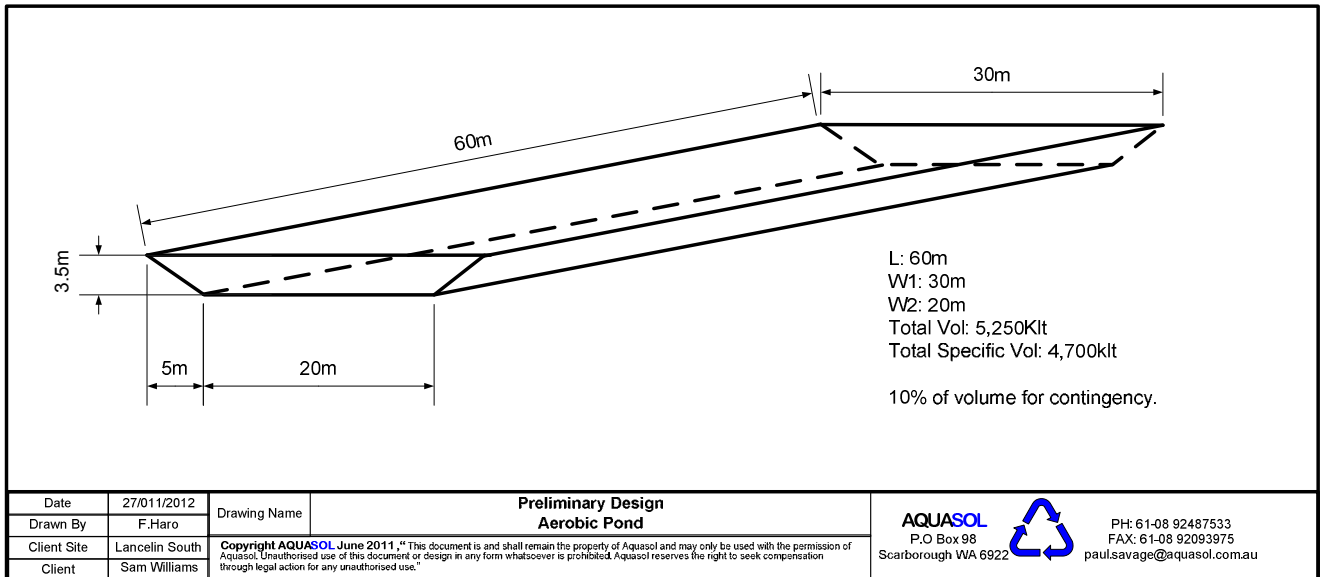


Design and calculations:

- ✓ Ultimately total number of lots in use: 1000
- ✓ Total volume to treat: 350Klt/day
- ✓ Waste Water detention time in Anaerobic Pond: 35 days
- ✓ Anaerobic pond total volume: 3 x 4,500Klt = 13,500Klt.

- ✓ Anaerobic pond required volume to use: 350Klt/day x 35days = 12,250Klt.
- ✓ Additional volume of 1,250Klt will be used as a contingency capacity up to (1,250klt / 350Klt/day) 3.5days (1.2 days on each pond).
- ✓ Higher depth on anaerobic pond will provide better anoxic (no oxygen) conditions for treatment.

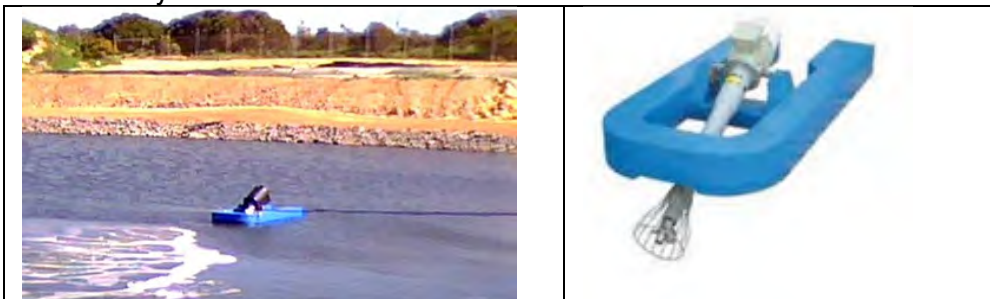
Preliminary Design Aerobic Pond



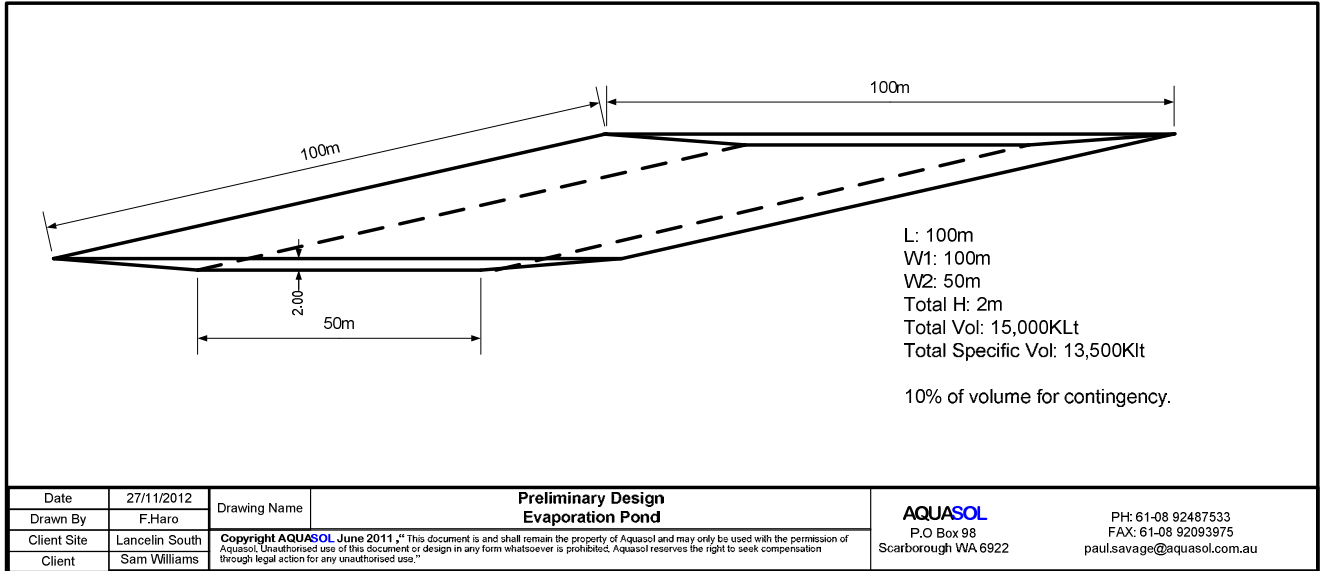
Design and calculations:

- ✓ Ultimately total number of lots in use: 1000
- ✓ Total volume to treat: 350Klt/day
- ✓ Aerobic pond total volume: 5,250Klt
- ✓ Aerobic pond, volume to use: 4,700Klt
- ✓ Additional volume of 550Klt will be used as a contingency capacity up to 1.5 days
- ✓ Shallow depths on aerobic pond will provide better oxygenation on waste water aiding on treatment process.
- ✓ Aeration will be provided by external aerator system.
- ✓ Retention time on aeration pond will depend on external aerator system installed.

Aeration System



Preliminary Design Evaporation Pond



Design and calculations:

- ✓ Ultimately total number of lots in use: 1000
- ✓ Total volume to treat: 350Klt/day
- ✓ Aerobic pond total volume: 2 x 15,000Klt
- ✓ Aerobic pond, volume to use: 13,500Klt
- ✓ Additional volume of 1,500Klt will be used as a contingency capacity up to 4.2 days in between the 2 ponds.
- ✓ Shallower depths on evaporation pond will provide better evaporation rates.

Example of plastic liner previously constructed by Aquasol.



- Where applicable, information about supply connection to networks or customers, including, details of the network connection and actual or estimated number of customers by type (e.g. industrial, commercial, and residential).

Network connection will be arranged to supply a waste water discharging facilities to each housing-lot. Forecasts of annual maximum demand for Phases 1 & 2 are listed below based on cash flow projection previously mentioned:

➤ Phase 1

Year	New Development Lots	Total	Phase
2013	50	50	Phase 1

➤ Phase 2

Year	New Development Lots	Total	Phase
2014	60	110	Phase 2
2015	70	180	Phase 2
2016	80	260	Phase 2
2017	90	350	Phase 2
2018	100	450	Phase 2
2019	110	560	Phase 2
2020	120	680	Phase 2
2021	120	800	Phase 2
2022	120	920	Phase 2
2023	80	1000	Phase 2

It is noted the numbers provided are indicative based on lot sales.

The construction and eventual creation of titles for these lots will be undertaken in accordance with WAPC subdivision approvals. The progressive subdivision approval of these lots will require lodgement of a subdivision application with the WAPC. Given the 1,000 lots have been zoned for urban purposes in accordance with the Shire of Gingin's town planning scheme and an Outline Development Plan has been adopted by the Shire of Gingin and approved by the WAPC, the issue of subdivision approval for future lots will not be dependent on any further planning or service authority issues..

It is also noted the developer currently has subdivision approval for 207 residential lots (WAPC ref: 143820- refer Item "41- Subdivision Approval")

The issue of WAPC subdivision approval enables the developer to clear vegetation for development purposes without requiring a State clearing permit. Prior to construction of any works resultant from the subdivision approval the developer is required to submit engineering drawings to the Shire of Gingin.

- Where applicable, details of the actual or proposed metering arrangements, for the proposed service, including:

- agreements with network service providers;
For discharge services, Phase 1, please refer to "1.- Liquid Waste Water Receival Agreement" and for customer management, please refer to "38.- CONFIDENTIAL, Aquasol - Customer Service Charter".
- agreements with metering agents; and
Not applicable, Aquasol will manage Waste Water Service planning
- arrangements for dealing with metering complaints and queries.
All service specifications, including arrangements for handling complaints and queries, are detailed in the Customer Service Charter mentioned below.

- A description of the service system (note: electricity measured in MW, gas measured in terajoules and water measured in ML).

For the proposed Phase 1 of the project, waste water from Lancelin South Development will be discharged to Water Corporation's Lancelin Wastewater Treatment Plant, with residential lots forecasted to be around 50 lots in the first year. It is noted, of the 50 lots forecast to be sold in the first year, it is unlikely 50 houses will be constructed in the first year and therefore will not require waste water discharge services.

The service system for Phase 1 is described below:

Waste water collection by gravity to main pit → Waste water pit pumped out by an authorised truck contractor for waste water transport → waste water discharge to WC's treatment plant.

As mentioned above, a Licensed cartage contractor will be used to manage waste water transport into the Lancelin Wastewater Treatment Plant, please find attached details in "3.- Licensed Contractor, waste water transport"

For Phase 2, including Aquasol pumping and treating Waste water from Lancelin South Development (minimum of 50 lots sold with construction of the facilities to commence no later than the commencement of the calendar year 2014), the service system is described below:

Waste water collection by gravity to main pit → Waste water pumped via pump station along pressure main in Old Ledge Point Road → Discharge into 3 x Anaerobic pond → Overflow to Aerobic → Overflow to 2 x Evaporation pond.

** Evaporation ponds will be pumped out as when/ required (every 1 or 2 years)

- If the applicant proposes to provide water services, provide a copy of the applicant's Customer Service Charter.

Please refer to "38.- CONFIDENTIAL, Customer Service Charter" in documents enclosed.

- Where applicable, provide evidence of a commitment to remain or become a member of an approved Ombudsman scheme and to be bound by any decisions of such an Ombudsman (applies to electricity and gas retail, trading and distribution licences).

Not applicable, Aquasol doesn't have any commitment to remain or become a member of an approved Ombudsman.

- Where applicable, provide evidence of compliance with relevant supply industry methods, quality, standards and codes including compliance with relevant consumer protection arrangements including:

- The terms and conditions of any proposed standard customer contract.

For terms and conditions, please refer to the "38.- CONFIDENTIAL, Customer Service Charter".

- A description on how customer accounts will be managed.

Aquasol will issue accounts 4 times each year that are due for payment on January, April, July and October. Each resident will be provided with a reference number used for payment and enquiries purposes

Aquasol will accept payment from residents by:

- Electronic Fund Transfers EFT
- By direct debit arrangement in accordance with an a previous agreement
- In advance using any of the methods described above.
- Bpay

- Provide details on customer information provision policies (e.g. tariffs, fees and charges), customer service charters, customer consultation processes, account enquiries processes, payment arrangements and hardship policies and procedures, complaints and dispute resolution processes, account termination procedures and customer performance measures.

Please refer to Customer Service Charter, for:

- Account enquiries, following details in "Contact us' and checking www.aquasol.com.au
- Payment arrangements
- Hardship policies and procedures, following 'Hardship Policy & Flexible Payment Plans'
- Complains and dispute, following 'Customer Enquiries'

- Provide information on the customer information management systems used by the applicant.

Account Information Management will provide comprehensive end-user data integration for:

- Location information management
- Billing account management (billing addresses, etc.)

As well as, customer account history

- Record of payments
- Record delayed payments
- Preferred communication

For the first stages of the development, Aquasol will manage customer information manually in an internal data base. When more than 50 customers require a water account, Aquasol will update its system by using 'Telcobilling' software for all customers, which is specifically designed to manage billing and business systems. Reference to the billing system is identified on the below link:

<http://www.telcobilling.com.au/billing>

- A description and written evidence of environmental, planning and public health approvals, permits or licences.

Phase 1 of the proposed application does not require any environmental approvals considering treatment will be managed by Water Corporation at a currently operational pond. Waste water transport will be controlled using a licensed contractor and tracking system from DEC to make sure loads do not get illegally dumped.

Pipes and pit designs are according to the Water Corporation's requirements. The pressure main will be DN300 PVC and constructed to AS/NZS 4441- pipes for pressure applications.

More development approvals are listed below:

The Gazettal notice advising that Lancelin South was rezoned from Rural to Urban Development and Conservation. This document required full DEC environmental approval and enables an Outline Development Plan and subsequent subdivision application to be approved. "42.- Planning Development Approval"

Also enclosed is a letter from the WAPC advising the ODP has been approved for 176ha of land to enable the residential and industrial development of the land. With this approval it enables a subdivision application to be approved. "43.- WAPC Letter - Lancelin South ODP-1000 lots". The subdivision approval issued by the WAPC for the first stage of development comprising 24 Industrial Lots and 207 Residential lots. This subdivision approval permits site works to commence both internal and externally (pump station, pressure main and evaporation ponds) and is also an approval to clear vegetation, "44.- Legal advice from Solicitor Glen McLeod Letter".

For Phase 2, the evaporation ponds will undergo DEC applications/regulation for design and treatment compliance.

- A detailed construction schedule of all proposed construction activities including proposed commencement and completion dates of the construction activities and commissioning of works. Construction activities must specify the location of any areas to be temporarily or permanently affected by such activities

Total timeframe for Phase 1 will be 1 year, see diagram below.

	Phase 1	Phase 2		Phase 2		Phase 2		Phase 2		Phase 2	
PROJECT SCHEDULE	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
n# lots	50	110	180	260	350	450	560	680	800	920	1000
External treatment of Waste Water	■										
External Waste Water carter	■										
Electrcial Install		■									
Pump Station n#1		■									
Lagoon - Anaerobic system n#1		■									
Sewer Main		■									
Lagoon - Aerobic system			■								
Electrcial Install			■								
Commissioning/ on going service			■	■	■	■	■	■	■		
Pump Station n#2					■						
Lagoon - Anaerobic system n#2							■				
Evaporation pond n#1								■			
Commissioning/ on going service								■	■	■	
Lagoon - Anaerobic system n#3									■		
Evaporation pond n#2										■	
Commissioning/ on going service										■	■

** Dates of commencement will depend on lots occupancy and DEC approval process.

- A description of the applicant's prior experience and/or appropriate training related to the nature of the proposed activity.

Aquasol, will manage all requirements of the Waste Water Treatment Services; past experiences in similar projects are detailed in "45.- Aquasol Waste Water Treatment Experience" in document attached.

- A listing of the key personnel used to install and/or operate and/or maintain the supply of water services with a summary of the key qualifications of the key personnel

Aquasol's Key Professional Personnel

Paul Savage

- Technical Director
- Bachelor App Sc – Chem Tech – Queensland University of Technology
- 26 years experience in Water Industry
- 14 years experience designing / building Waste Water Recycle Equipment such as Aerobic Treatment Plants, ASR,SBR, DAF/IAF, Clarifiers, Reverse Osmosis Units, and Ozone systems.
- Basic PLC program skills, Basic computer program skills
- Minor language skills Indonesian, Mandarin

Clint Cartman

- Electrical Process Control Manager
- Building and programming electrical boards
- Design and installation of control systems
- PLC Programming
- Project Design & Commissioning
- Training/Mentoring Electrical Apprentices
- Purchasing /stock control

Andrew Mortlock

- 3 years experience with Aquasol as Technical Manager
- 2 years with Alldos (Now Grundfos) as Technical Manager for Dosing / Analyser Equipment
- 10 Years experience with Aquarius Technologies as Technical Manager for Dosing / Analyser Equipment
- Trained in PLC programming Block and ladder languages.
- Formal electronics qualifications obtained with Royal Australian Navy

Francisca Haro

- Technical Consultant
- BSc Civil and Environmental Engineer Trained in Chile
- Water Treatment Engineer 1yr experience
- Multilingual English, Spanish, Basic Portuguese.

Mavondo Hlophe

- Production Manager
- South African trained BSc Chem Eng, currently studying MSc Chem Eng in Perth
- Responsible for Chemical Production, Process Design
- Water Treatment Service and design experience 2 years

Pili Lydiate

- Commercial Manager
- Responsible for Admin, HR, Safety, Internal Sales, Distribution
- Bilingual- English , Spanish

- The applicant's policy on the use of sub-contractors.

Please refer to "19.- Aquasol - Subcontractor, driver policy" in document enclosed.

- Details of any relevant licences or approvals held by the applicant for the supply of water services in Western Australia or elsewhere.

The most recent Licensed held by Aquasol regarding WWTP are:

- Lancelin South Development, Drinking and Irrigation System, 2013 ERA Approved
- WA Sewage Waste Water Treatment Plant, 2013 ERA in Progress
- WA Sewage Waste Water Treatment Plant, 2013 DEC Approved
- WA Sewage Waste Water Treatment Plant, 2012 DoH Approved
- Parry House Waste Water Treatment Plant, 2011 DoH Approved
- Parry House Waste Water Treatment Plant, 2011 Kalamunda Shire Approved
- Westpoint Start Waste Water Recycling System, 2011 DoH approved
- MTM Machinery Water treatment, 2010 DoH Approved
- NLV, Waste Water Treatment Plant, 2009 DoH Approved
- NLV, Waste Water Treatment Plant, 2009 DEC Approved
- NLV, Waste Water Treatment Plant, 2009 ERA Approved
- DG licensed to store and handle Chemicals.

- If the applicant intends to rely on another entity to provide staff and resources, the applicant should provide a summary of the relationship between the applicant and this entity. This should include evidence of agreements to provide services and a summary of this other entity's experience in and knowledge of the industry and technical capacity to meet the relevant requirements of the licence.

For phase 1, please follow attached "1.- Liquid Waste Water Receival Agreement. For external driver's services, a formal contract will be provided by the time service is required following Aquasol's subcontractors policy.

- ***A detailed description of the asset management system is required and including:***

- The measures to be taken by the applicant for the proper maintenance of assets used in the provision of water services and for undertaking maintenance and operation of any works.

Please refer to “30.- Aquasol- Waste Water Service Assets Register & Maintenance” in the documents enclosed.

- A description of the existing or proposed asset registers, risk assessments, asset management plans, quality management systems, construction standards, maintenance manuals/plans/schedules, asset management information systems and data management.

Please refer to “31.- Aquasol- Waste Water Service Risk Assessment”, “46.- Aquasol – Standards, Construction, Specifications”, “30.- Aquasol- Waste Water Service Assets Register & Maintenance” and “47.- Asset Management Plan” in documents enclosed. A comprehensive maintenance manual will be developed and can be provided when the project is approved.