

QUEEN VICTORIA MARKET  
65-159 VICTORIA STREET MELBOURNE,  
MELBOURNE CITY VHR H0734

Officer's report and recommendation

Heritage permit application  
P36779

*s101 Heritage Act 2017*

## Place/Object Details

<b>VHR No:</b>	H0734	<b>File No:</b>	FOL/15/36746 - 03
<b>Name of place/object:</b>	QUEEN VICTORIA MARKET		
<b>Address/location:</b>	65-159 VICTORIA STREET MELBOURNE, MELBOURNE CITY		
<b>Owner/s:</b>	[REDACTED]		
<b>Owner/s Address:</b>	[REDACTED] [REDACTED]		

## Permit application details

<b>Applicant/s:</b>	[REDACTED]		
<b>Applicant/s address:</b>	[REDACTED] [REDACTED]		
<b>Permit application no.:</b>	P36779		
<b>Fee received?:</b>	[REDACTED]	<b>Amount:</b>	[REDACTED]
<b>Fee waived?:</b>	[REDACTED]	<b>Amount or percentage:</b>	[REDACTED]
<b>Date application received:</b>	26/06/2023	<b>Date 60 days period ends (as shown in HERMES):</b>	27/12/2023
<b>Stopping of 60-day period (stop clock):</b>	6 July 2023 (RFI)	<b>Starting of 60-day period (clock start):</b>	3 August 2023 (RFI received)
	6 August 2023 (advertising started)		29 August 2023 (advertising stopped)
	30 August 2023 (RFI for response to submissions received during advertising period)		5 October 2023 (RFI in relation to submissions received).
	13 October 2023 (RFI request)		23 November 2023 (RFI received)

## Reporting officer

Officer reporting name: [REDACTED]

## Conflict of interest declaration (reporting officer)

I have considered whether there is a conflict of interest in assessing this application and I have determined that I have:

No conflict

Officer Name: [REDACTED]

Officer Title: [REDACTED]

Officer Signature: [REDACTED]

Date: 27/06/2023

## Proposed works

Construction of two multi-level towers to the southern edge of the Queen Victoria Market on Franklin Street (only partially within the extent of registration), works to the Franklin Street Stores including partial demolition of the southern canopy, temporary dismantling and reinstatement of the southern, eastern and western canopies, conservation and adaptation works to facilitate the introduction of new uses, demolition works to the existing at-grade market carpark (including demolition of the waste receiving station) and development of a new public open space (Market Square).

## Documents included in the application:

Permit Lodgement, 26/06/2023:

- Cultural Heritage Management Plan (QVM, Old Melbourne Cemetery), Extent (2018)
- Cultural Heritage Management Plan (QVM, Outside Old Melbourne Cemetery), Extent (2020)
- Heritage Impact Statement, Raworth PL (2023)
- Attachment A - Development Plan Report, Lendlease (2023)
- Attachment B - Landscape Planning Report, Openwork (2023)
- Attachment C - QVM Planning Control Summary Report, Urbis (2023)
- Attachment D - Southern Precinct Design Response, Lendlease (2023)
- Attachment E - Structural Engineering Advice, Robert Bird Group (2023)
- Attachment F - QVM CMP, Lovell Chen (2017)
- Attachment G - Public benefits and project feasibility, City of Melbourne (2023)
- Attachment H – QVM SDS Feasibility Note, Lendlease (2023)
- Attachment I – QVM SDS COM FFS Relocation, City of Melbourne (2023)
- QVM SDS Design Package DP.07 Tower 1, 3XN-T1-A-P21-00-00, Rev 03, 3XN (6 June 2023)

- QVM SDS Design Package DP.08 Tower 2, KTA-FS-A-P21-99-00, Rev – KTA (31 June 2023)
- QVM SDS Design Package DP.01 Early Works, NHA-SI-A-P00-99-00, Rev 04, NH Architecture (3 August 2023[sic])
- QVM SDS Design Package DP.03 Market Square, OPW-OA-L-P10-00-00, Rev 02 (25 June 2023)
- QVM SDS Design Package DP.02 Franklin Street Stores, KTA-FS-A-P21-99-00, Rev – KTA (31 June 2023)
- QVM SDS Design Package DP.06 Ground and Overall, NHA-OA-A-P20-00-01, Rev 5, NH Architecture (28 April 2023)
- QVM SDS Design Package DP0.01 Basement Car Park, NHA-BS-A-P20-90-00, Rev 2, NH Architecture (27 April 2023)
- QVM FSS Schedule of Conservation Works, P1 Issue (1), Lovell Chen (7 June 2023)

### Documents provided in RFI's:

23 November 2023

- RFI response letter, Lovell Chen (22 November 2023)
- Memo re Wind load impact of the Franklin Street Stores, Windtech (21 November 2023)
- Letter, Robert Bird Group, assessment of Windtech Memo (22 November 2023)
- T1 Design Discussion, Lendlease and project team (15 November 2023)
- Wind mitigation design strategy, Lendlease (no date)

### Any amendment/s to the scope of the permit application (during the assessment period)

The project was subject to four workshops held by the Office of the Victorian Government Architect (OVGA). Heritage Victoria was a participant in the workshops. Design changes occurred throughout the workshops but none so substantial that an amendment to the application was required.

### Public display

Advertised in *The Age* newspaper on 6 August 2023; and 10 signs on-site signs and documents available on Heritage Victoria website between 6 August – 29 August 2023.

### Site inspection

The reporting officer is familiar with the place and has visited on many occasions in relation to other permit applications. Site visits specific to this proposal include:

- 12 May 2023: Site visit with [REDACTED] to discuss Franklin Stores and canopy.
- 22 June 2023: Site visit with [REDACTED] to discuss Trader relocation from Franklin Street Stores.

### Pre-Application Meeting(s)

Multiple pre-application meetings were held. They included separate meetings with Heritage Victoria as well as combined meetings with Development Approvals and Design and participation in workshops held by the Victorian Design Review Panel of the Office of the Victorian Government (OVGA).

- 19 May 2022: Pre-application meeting with Heritage Victoria to discuss proposal.
- 24 January 2023: Pre-application meeting with Heritage Victoria to provide an update on the proposal.

- 29 March 2023: OVGA Workshop 1 (Lendlease Design team, Lovell Chen, City of Melbourne, Development Approvals and Design (DTP) and Heritage Victoria)
- 20 April 2023: Pre-application meeting with Lovell Chen, Lendlease and Heritage Victoria to discuss heritage and archaeology issues.
- 19 April 2023: OVGA Workshop 2 (Lendlease Design team, Lovell Chen, City of Melbourne, Development Approvals and Design (DTP) and Heritage Victoria)
- 10 May 2023: OVGA Workshop 3 (Lendlease Design team, Lovell Chen, City of Melbourne, Development Approvals and Design (DTP) and Heritage Victoria)
- 23 May 2023: DA&D meeting with Lendlease, City of Melbourne and Heritage Victoria.
- 1 June 2023: Meeting with Lendlease, Lovell Chen, Extent and Openwork, to discuss management of archaeology.
- 22 June 2023: Onsite meeting to discuss trader relocation from Franklin Street Stores (Heritage Victoria, City of Melbourne, QVM PL).
- 26 June 2023: Heritage Victoria meeting with Lendlease Lovell Chen and project architects to discuss conservation and reconstruction works to the Franklin Street Stores, southern canopy and potential impacts on the remainder of QVM.
- 4 October 2023: OVGA Wind mitigation presentation (Lendlease Design team, Lovell Chen, City of Melbourne, Development Approvals and Design (DTP) and Heritage Victoria)
- 11 October 2023: OVGA Workshop 4 (Lendlease Design team, Lovell Chen, City of Melbourne, Development Approvals and Design (DTP) and Heritage Victoria)

### **Other information relied on in this assessment**

OVGA Workshop One report dated 17 April 2023.

OVGA Workshop Two report dated 2 May 2023.

OVGA Workshop Three report dated 31 May 2023.

OVGA Workshop Four report dated 25 October 2023.

## The Place/Object

### Summary of cultural heritage significance

#### Statement of Significance

##### What is significant?

Queen Victoria Market including the land, buildings and structures (including the exteriors and interiors), roads, trees and historical archaeology.

##### How is it significant?

The Queen Victoria Market is of historical, archaeological, social, architectural and aesthetic significance to the State of Victoria.

##### Criterion A

Importance to the course, or pattern, of Victoria's cultural history.

##### Criterion C

Potential to yield information that will contribute to an understanding of Victoria's cultural history.

##### Criterion D

Importance in demonstrating the principal characteristics of a class of cultural places and objects.

##### Criterion G

Strong or special association with a particular present-day community or cultural group for social, cultural or spiritual reasons.

##### Why is it significant?

The Queen Victoria Market is of historical significance as one of the great nineteenth century markets of Victoria and the only one surviving from a group of important central markets built by the corporation of the City of Melbourne. It has been in continual operation as a retail market since the 1870s. The Queen Victoria Market is of historical significance as the site of Melbourne's first official cemetery, which was in use between 1837 and 1854, and intermittently from 1854 until its final closure in 1917. [Criterion A]

The former cemetery site is of archaeological significance because it contains an estimated 6,500 to 9,000 burials. The site has the potential to yield information about the early population of Melbourne, including Aboriginal and European communities, and their burial practices and customs. [Criterion C]

The Queen Victoria Market is of architectural significance as a notable example of the class of produce market. It is a remarkably intact collection of purpose built nineteenth and early twentieth century market buildings, which demonstrate the largely utilitarian style adopted for historic market places combined with the later attempt to create a more appealing 'public' street frontage through the construction of rows of nineteenth century terrace shops along Elizabeth Street and Victoria Street. [Criterion D]

The Queen Victoria Market is of social significance for its ongoing role and continued popularity as a fresh meat and vegetable market, shopping and meeting place for Victorians and visitors alike. [Criterion G]

#### Further Officer comment on significance

This proposal impacts the existing carpark and Franklin Street Stores at Queen Victoria Market (QVM) only. The Heritage Impact Statement notes that the Franklin Street Stores are identified as being of contributory significance in the Conservation Management Plan.

Contributory significance is described as:

*Elements of contributory significance are those which contribute in a secondary or supportive way to an understanding of the cultural heritage significance of the Queen Victoria Market. While they contribute to the overall significance of the QVM site, they are not of individual distinction with regard to original plan form, fabric or function; and nor are they elements which are distinguished in terms of the nineteenth and twentieth century*

*history and operation of the market, or its associated social significance ... Elements of contributory significance should be retained although there may be scope for alteration and adaptation.<sup>1</sup>*

The inclusion of QVM in the National Heritage List and the Victorian Heritage Register do not ascribe levels of significance to any elements of the place. While the Franklin Street Stores were constructed later than the various Halls and Sheds to the north, they are important in understanding the evolution of the place.

## **Description of extent of registration**

### **NOTICE OF REGISTRATION**

As Executive Director for the purpose of the *Heritage Act 2017*, I give notice under section 53 that the Victorian Heritage Register is amended by modifying a place in the Heritage Register:

Number: H0734

Category: Registered Place

Place: Queen Victoria Market

Location: 65-159 Victoria Street Melbourne

Municipality: Melbourne City

All of the place shown hatched on Diagram734 encompassing all of Crown Allotments 4, 5, 6, and 7, Section F Parish of Melbourne North, Township of Melbourne at West Melbourne, part of the road reserve of Queen Street and the land forming the footprint of the permanent verandahs and awnings on Victoria, Elizabeth, Therry, Queen, Franklin and Peel Streets.

Dated 17 October 2019

STEVEN AVERY

Executive Director

### **NOTICE OF REGISTRATION**

As Executive Director for the purpose of the *Heritage Act 2017*, I give notice under section 53 that the Victorian Heritage Register is amended by modifying a place in the Heritage Register:

Number: H0734

Category: Registered Place, Registered Archaeological Place

Name: Queen Victoria Market

Location: 65–159 Victoria Street, Melbourne

Municipality: Melbourne City

This amendment varies the categories of works or activities which may be carried out in relation to the place for which a permit under the Heritage Act 2017 is not required and adds the registration category of Registered Archaeological Place that was omitted from the gazettal on 17 October 2019.

Dated 17 August 2023

STEVEN AVERY

Executive Director

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<sup>1</sup> Bryce Raworth (June 2023) Heritage Impact Statement, pg. 26



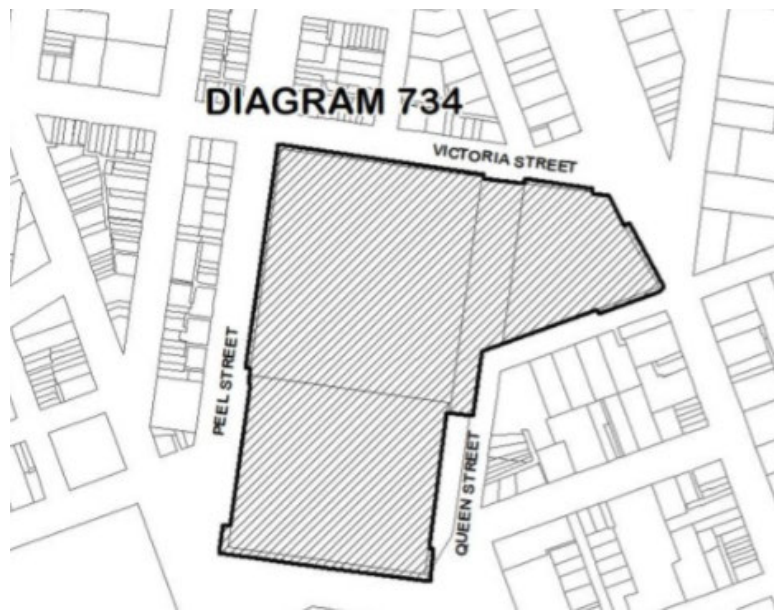


Figure 1: Extent of registration diagram

### Specific Exemptions

The works and activities below are not considered to cause harm to the cultural heritage significance of the Queen Victoria Market subject to the following guidelines and conditions:

#### Guidelines

1. Where there is an inconsistency between permit exemptions specific to the registered place or object ('specific exemptions') established in accordance with either section 49(3) or section 92(3) of the Act and general exemptions established in accordance with section 92(1) of the Act specific exemptions will prevail to the extent of any inconsistency.
2. In specific exemptions, words have the same meaning as in the Act, unless otherwise indicated. Where there is an inconsistency between specific exemptions and the Act, the Act will prevail to the extent of any inconsistency.
3. Nothing in specific exemptions obviates the responsibility of a proponent to obtain the consent of the owner of the registered place or object, or if the registered place or object is situated on Crown Land the land manager as defined in the Crown Land (Reserves) Act 1978, prior to undertaking works or activities in accordance with specific exemptions.
4. If a Cultural Heritage Management Plan in accordance with the *Aboriginal Heritage Act 2006* is required for works covered by specific exemptions, specific exemptions will apply only if the Cultural Heritage Management Plan has been approved prior to works or activities commencing. Where there is an inconsistency between specific exemptions and a Cultural Heritage Management Plan for the relevant works and activities, Heritage Victoria must be contacted for advice on the appropriate approval pathway.
5. Specific exemptions do not constitute approvals, authorisations or exemptions under any other legislation, Local Government, State Government or Commonwealth Government requirements, including but not limited to the Planning and Environment Act 1987, the Aboriginal Heritage Act 2006, and the Environment Protection and Biodiversity Conservation Act 1999 (Cth). Nothing in this declaration exempts owners or their agents from the responsibility to obtain relevant planning, building or environmental approvals from the responsible authority where applicable.
6. Care should be taken when working with heritage buildings and objects, as historic fabric may contain dangerous and poisonous materials (for example lead paint and asbestos). Appropriate personal protective



equipment should be worn at all times. If you are unsure, seek advice from a qualified heritage architect, heritage consultant or local Council heritage advisor.

7. The presence of unsafe materials (for example asbestos, lead paint etc) at a registered place or object does not automatically exempt remedial works or activities in accordance with this category. Approvals under Part 5 of the Act must be obtained to undertake works or activities that are not expressly exempted by the below specific exemptions.
8. All works should be informed by the Queen Victoria Market Conservation Management Plan (Allom Lovell & Associates; updated by Lovell Chen) prepared for the place. The Executive Director is not bound by any Conservation Management Plan, and permits still must be obtained for works suggested in any Conservation Management Plan.

### Conditions

1. All works or activities permitted under specific exemptions must be planned and carried out in a manner which prevents harm to the registered place or object. Harm includes moving, removing or damaging any part of the registered place or object that contributes to its cultural heritage significance.
2. Ground disturbance may affect the archaeological significance of the place and, subject to the exemptions stated in this document, requires a permit. If during the carrying out of works or activities in accordance with specific exemptions original or previously hidden or inaccessible details of the registered place are revealed relating to its cultural heritage significance, including but not limited to historical archaeological remains, such as features, deposits or artefacts, then works must cease and Heritage Victoria notified as soon as possible.
  3. If during the carrying out of works or activities in accordance with specific exemptions any Aboriginal cultural heritage is discovered or exposed at any time, all works must cease and the Secretary (as defined in the Aboriginal Heritage Act 2006) must be contacted immediately to ascertain requirements under the Aboriginal Heritage Act 2006.
3. If during the carrying out of works or activities in accordance with specific exemptions any munitions or other potentially explosive artefacts are discovered, Victoria Police is to be immediately alerted and the site is to be immediately cleared of all personnel.
4. If during the carrying out of works or activities in accordance with specific exemptions any suspected human remains are found the works or activities must cease. The remains must be left in place and protected from harm or damage. Victoria Police and the State Coroner's Office must be notified immediately. If there are reasonable grounds to believe that the remains are Aboriginal, the State Emergency Control Centre must be immediately notified on 1300 888 544, and, as required under s.17(3)(b) of the Aboriginal Heritage Act 2006, all details about the location and nature of the human remains must be provided to the Secretary (as defined in the *Aboriginal Heritage Act 2006*).

### Exempt works and activities

#### *Surface and sub-surface works*

##### *Former cemetery site*

- Repair and maintenance of hard surfaces including paving, paths, steps, gutters and road surfaces where fabric, design, size, form and method of fixing is repaired or replaced like for like and works do not involve sub-surface disturbance greater than 20cm in depth.

##### *Other areas*

- All maintenance, repair and resurfacing of existing hard landscaping elements.
- Subsurface works involving the installation, removal or replacement of existing services such as water, drainage, electrical and communications services. Existing surface treatment should be reinstated at the conclusion of works.

##### *Landscape*

- The processes of gardening including pruning, disease and weed control and the removal and replacement of dead plants (excluding trees).

- The pruning of trees to manage their growth and health.
- The pruning of dead or dangerous trees to maintain safety and to protect buildings and structures and for the management of the trees. The Executive Director must be notified within seven days of commencement works.
- Management of possums and vermin.

#### *Signage*

- The erection of temporary non-illuminated signage for the purpose of ensuring public safety and wayfinding.
- Removal or replacement of external directional signage provided the size, location and material remains the same.

#### **Maintenance and works**

##### *Buildings and structures (interiors and exteriors) of primary cultural heritage significance*

- Maintenance works to the internal tenancy retail areas (which do not involve a subsurface component) of both the Meat Market building and Franklin Street Stores at 154-190 Franklin Street.
- Maintenance and repair of light fittings.

##### *Buildings and structure not of primary cultural heritage significance*

- All maintenance and repairs to buildings or structures not of primary cultural heritage significance within their existing envelope.

#### **Events and temporary structures**

##### *Within the sheds:*

- The introduction of temporary lightweight structures such as tents and marquees provided that structures will be erected and used for a maximum period (including bump in and bump out) of either:
  - 3 days per week, up to 52 times a year.
  - 14 consecutive days, up to 6 times a year.
- The introduction of temporary security fencing, scaffolding, hoardings or surveillance systems to prevent unauthorised access or secure public safety for a maximum period of three months after which they will be removed.
- Introduction of temporary services such as power, water and gas, in support of short term events provided they are not attached.

##### *Other areas:*

- The introduction of temporary structures and services provided that structures will be erected and used for a maximum period of 21 days (including bump in and bump out) provided no structures erected in the same location for a period of 7 days.
- The introduction of temporary security fencing, scaffolding, hoardings or surveillance systems to prevent unauthorised access or secure public safety for a maximum period of three months after which they will be removed.
- Introduction of temporary services such as power, water and gas, in support of short term events provided they are not attached to structures of primary cultural heritage significance.

#### **Trading and Market Operations**

- The use of temporary micro tenancies such as food trucks, market stalls, mobile storage units and the like.
- Temporary works, line marking and the like, for operational purposes.
- The display, installation and removal of temporary promotional elements such as banners, billboards, flagpoles in existing locations.

- Permit exempt works as defined in the Guidelines for Heritage Victoria Permit Exempt Works for Fresh Produce Food Stalls Within the Open Sheds.

### **Safety and security**

- Works or activities, including emergency stabilisation, necessary to secure safety where a structure or part of a structure has been irreparably damaged or destabilised and poses a safety risk to its users or the public. It is acknowledged that in some instances additional damage to significant fabric may be required to stabilise and make safe. In these instances every attempt must be made to conserve and retain as much significant fabric as possible. The Executive Director must be notified within seven days of the commencement of these works or activities.
- Installation of bollards and other hostile vehicle mitigation devices to the extremities of the site.

### **Queen Street and Deli Lane roadways**

- All works to maintain the existing roadway and road safety including road, pavement and footpath maintenance, kerb and channel repairs, road marking, the installation of pedestrian crossings, non-illuminated traffic signs and fire hydrants.
- Installation of City of Melbourne/Queen Victoria Market specific public furniture, including seats, bins, signage, bollards, lights, planter boxes, temporary free-standing street trading café screens and drinking fountains.

### **Description of the place/object**

Queen Victoria Market is located on a large site to the north of the CBD Hoddle Grid. The northern section comprises nineteenth and early twentieth century open air sheds running in an east west direction, a row of nineteenth century brick terrace shops facing Victoria and Elizabeth Streets and the Dairy, Deli, Fish and Meat Halls on the corner of Victoria and Elizabeth Streets. An at-grade asphalt carpark is located to the south of the sheds. The Franklin Street Stores, also running in an east-west direction are located at the southern-most edge of QVM. The carpark, Franklin Street Stores and sheds (other than sheds A, B & C) are all built on top of what was Melbourne's first historic cemetery. Some burials were exhumed and removed from the site in c.1930 to allow for the construction of for a new wholesale fruit market and the Franklin Street Stores are the only remaining element of the market. There are approximately 9,000 burials remaining across the site.

## The Proposal

### Description of the works for which approval is sought

#### Background

As part of its QVM Precinct Renewal Program, the City of Melbourne implemented its Masterplan (2015) for QVM through the approval of new planning controls through Development Plan Overlay 11 (DPO11) in 2017. This changed roadways and land use to create a new development parcel known as the Southern Development Site.

DPO11 was created under the *Planning and Environment Act 1987* (P&E Act) and allows for intensive development within the newly created parcels. This application relates to Parcel C, D and proposed public open space (refer Figure 2). Part of the land within DPO11 is also included in the extent of registration for QVM and is therefore subject to the requirements of the *Heritage Act 2017* (Heritage Act).

Elements of the QVM Southern Development Site that are located within the extent of registration for QVM include:

- Cantilever of Towers One and Two to the extent of the southern canopy.
- Franklin Street Stores
- Existing carpark

Elements which are part of the Southern Development site but are located beyond the extent of registration and therefore not included in this application are:

- Most of Towers One and Two
- All of Tower Three
- Queens Corner Building

Refer to Figure 3 for building locations.



Figure 2: Plan indicating the various parcels which make up DPO11. Parcels C and D as well as the proposed public open space are relevant to this application. (Source: Development Plan, Lendlease)

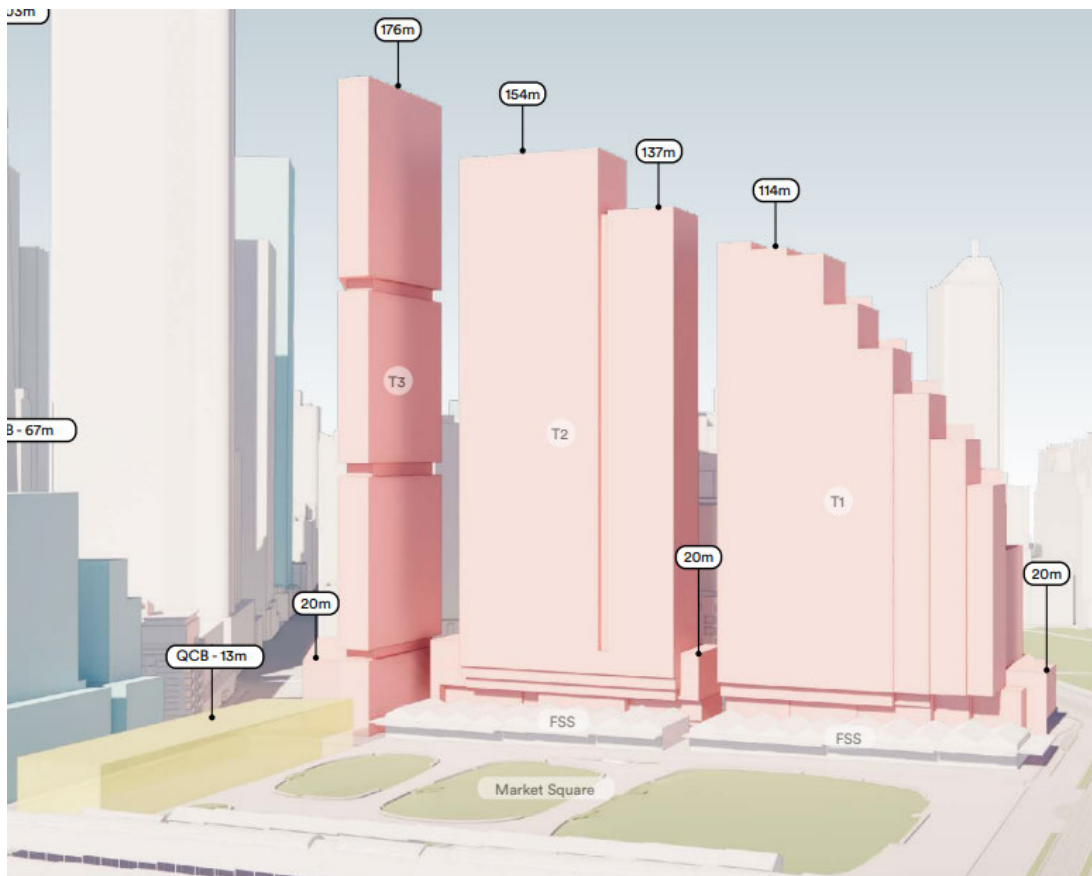


Figure 3: Diagram indicating the location of the various proposed buildings; Tower 1 (T1), Tower 2 (T2); Tower 3 (T3), Queens Corner Building (QCB) and Market Square. (Source: Development Plan, Lendlease)

### This application

This application seeks approval for a Development Plan known as the QVM Southern Development Site, Gurrowa Place. In its entirety, the proposal comprises the construction of three multi-level towers to the southern edge of Queen Victoria Market on Franklin Street, construction of the Queens Corner Building on Queen Street, adaptive reuse of the Franklin Street Stores and replacement of the existing carpark with parkland to be known as Market Square.

As stated earlier, only those elements of the proposal included in the extent of registration for QVM can be considered under the *Heritage Act 2017*. This application is therefore limited to:

- Construction of two multi-level towers (Tower One and Tower Two) including basements to the southern edge of the Queen Victoria Market on Franklin Street to the extent that they extend into the registered place.
- Works to the Franklin Street Stores including partial demolition of the southern canopy, temporary dismantling and reinstatement of the southern, eastern and western canopies, conservation and adaptation works to the stores to facilitate the introduction of new uses.
- Demolition works to the existing at-grade market carpark including partial removal of the asphalt, demolition of the waste receiving station, and development of a new public open space (Market Square).

Although the works are confined to the southern part of QVM, the impacts must be considered in the context of QVM in its entirety.





Figure 4: Aerial view of the QVM Precinct with the Development Plan Overlay indicated. The yellow dotted line indicates the VHR extent of registration. (Source: Lendlease, Development Plan, p. 16)

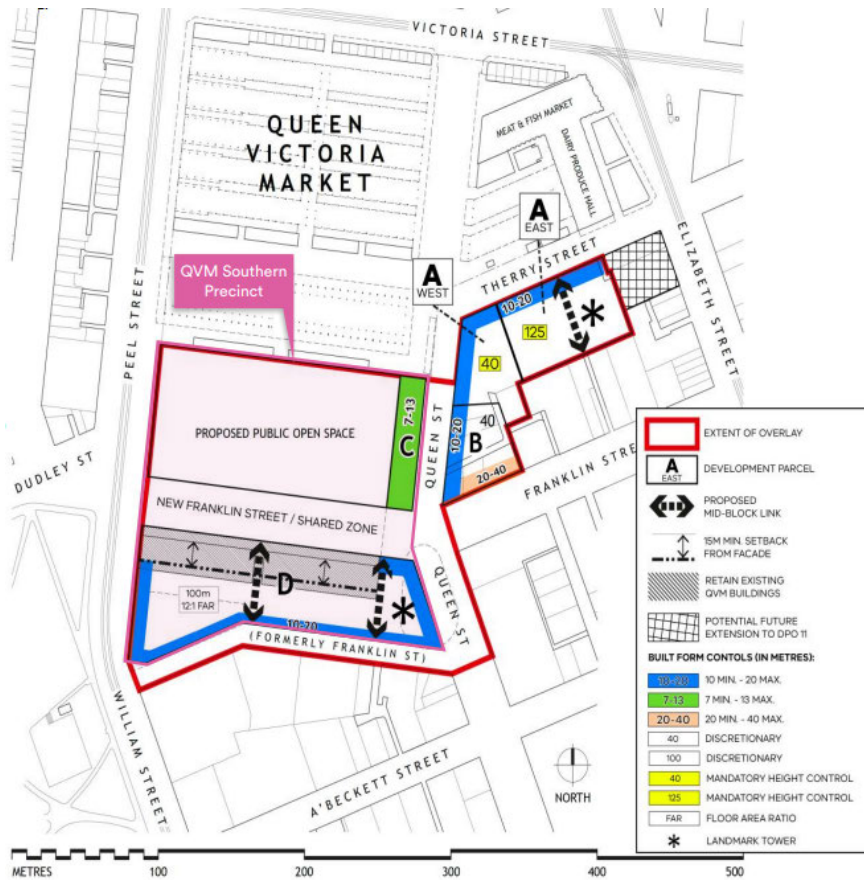


Figure 5: Queen Victoria Market Precinct Framework Plan 2017 from Schedule 11 to Clause 43.04 Development Plan Overlay.



## Mandatory considerations: assessment against s101(2) of the Heritage Act 2017

### s101(2)(a) – the extent to which the application, if approved, would affect the cultural heritage significance of the registered place or registered object

#### Impacts on cultural heritage significance

The proposal would result in positive and negative impacts on the cultural heritage significance of QVM. The impacts relate to the significance of QVM itself, but also to the Old Melbourne Cemetery which was established at the site in 1837. The cemetery was cleared in the 1930s to make way for the new wholesale fruit market and later, the existing carpark. Large numbers of burials and other archaeological remains survive below the Franklin Street Stores, the carpark and sheds up to and including D shed to the north. The cemetery was cleared to ground level in the early 1930s to allow for construction of the Stores.

The existing Franklin Street Stores are the last surviving buildings of what was a complex of stores which were constructed in the 1930s as part of the new wholesale fruit market. Most were demolished in the 1970s to allow for the existing carpark. The surviving Franklin Street Stores were designed to be visible and accessible from both the north and south elevations.

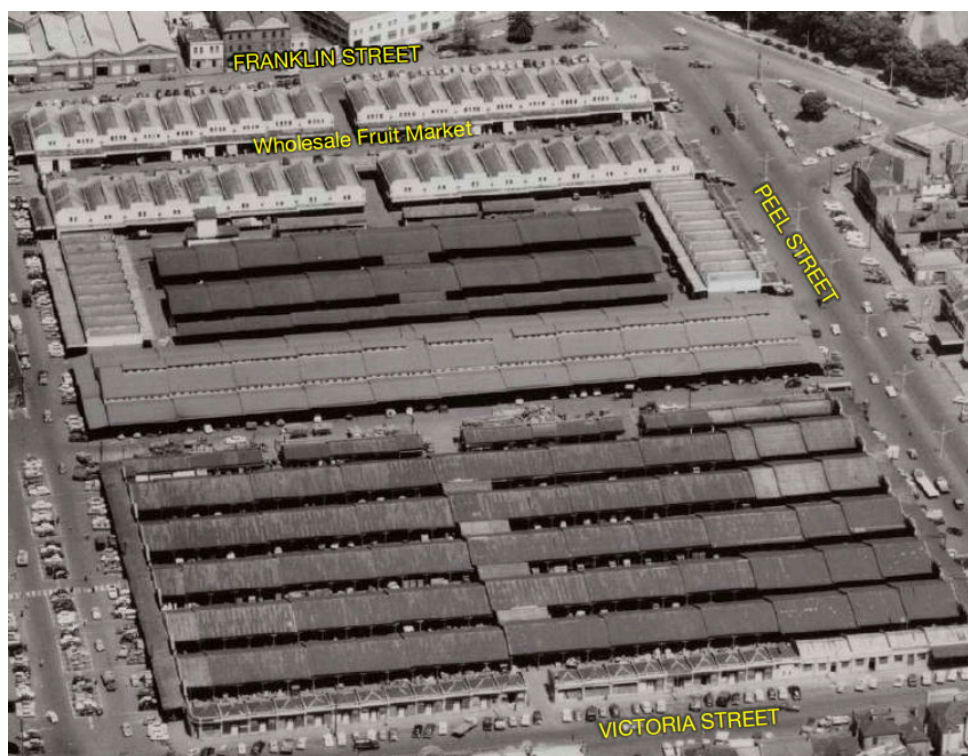


Figure 6: A c1945-67 aerial photograph showing the Queen Victoria Market at its full extent of development. The Franklin Street Stores in their full configuration are at the top of the image (Source: Heritage Impact Statement)

#### Towers

The proposal includes three towers to be constructed to the south of the Franklin Street Stores. Towers One and Two cantilever over the Franklin Street Stores and share a basement which extends beneath the southern canopy of the Franklin Street Stores. The cantilever and the basement beneath the southern canopy are both within the extent of registration. Tower Three is wholly outside of the extent of registration.

Although mostly outside the registered place, the towers will have a substantial impact on the cultural heritage significance of QVM. They are massive in scale (both height and width) and will dwarf the single storey Franklin Street Stores located at their base. When viewed from the north, the Stores will read as a low height podium to the towers with the tower podiums rising above the Stores and the cantilever projecting over the Stores at a higher level.

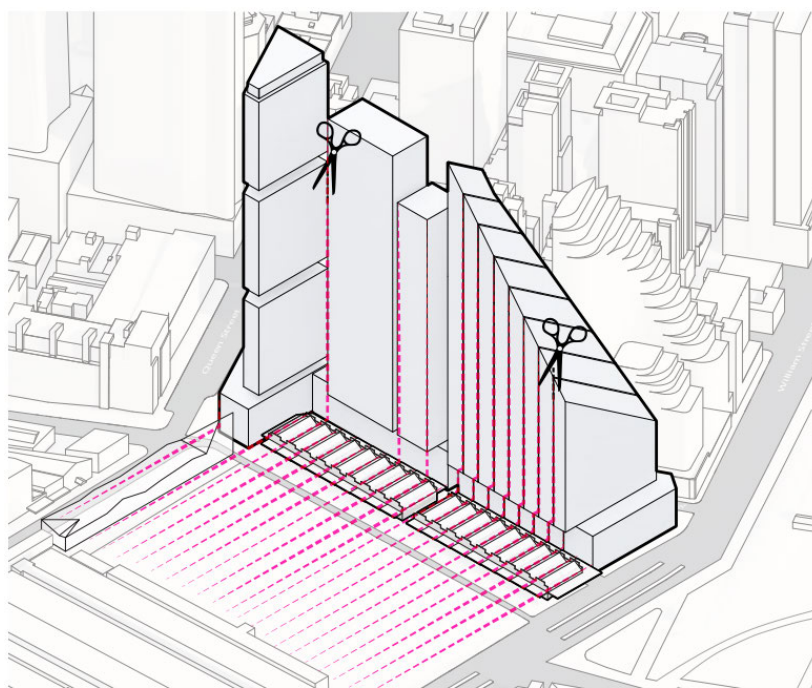
Views from the south to the Franklin Street Stores will be extremely limited as the proposed towers would be built right up to their canopy, blocking views to them from the south.

It is preferable that any towers constructed in this location are substantially set back from the Franklin Street Stores or substantially lower in height. However, all of Tower Three and most of Towers One and Two are located outside the extent of registration for QVM and the impacts of their construction on the cultural heritage significance of QVM can only be considered to the extent of the cantilever and basement.

The applicant advises that the design of the towers has been informed by the Franklin Street Stores, as demonstrated through:

- The location of a laneway through Towers One and Two as an extension of the opening between the east and west section of the Stores.
- The peeling back of Tower One at the lower levels to allow for increased views to the Stores from the south-west.
- A level of permeability at ground level to allow for views to the Franklin Street Stores from the south.
- The design of the 'northern face of the DPO11 Parcel D development [which] will provide a consistent colonnade language working to complement the established street rhythm of the heritage stores themselves.'<sup>2</sup>

While this is a positive design approach, it would not be sufficient to mitigate the impact of the scale and bulk of the towers.



**FSS to Tower Relationship**

*Figure 7: Diagram indicating the intent for the grid of the Franklin Street Stores to inform the grid of Towers One and Two, (Source: OVGA Workshop 1 – Lendlease presentation)*

<sup>2</sup> Southern Precinct Design Response (June 2023) p.5



Figure 8: Plan showing the grid of the towers aligning with the grid of the Franklin Street Stores and the continuation of the laneway through the Franklin Street Stores and between Towers One and Two. (Source: OVGA Workshop 1 – Lendlease presentation)

## Franklin Street Stores

### Franklin Street Stores - adaptive re-use and conservation

The Development Plan states that the design strategy approach for the Franklin Street Stores includes:

- A light touch - reductive rather than additive.
- Reveal their merits and stabilise their fabric.
- Restore the fabric with honesty.<sup>3</sup>

The Heritage Impact Statement advises that the 'Franklin Street Stores are to be restored and provided as 'cold shells' for lease as retail/food & beverage tenancies under the management of the City of Melbourne.<sup>4</sup> It submits that the proposed activation will result in positive impacts by providing public access and an 'enhanced sense of connectivity to the market and integration with CBD environs.'<sup>5</sup>

The conservation and restoration of the fabric of the Stores would be a positive outcome of this project. A full suite of conservation works is proposed as well as reconstruction of missing or altered elements such as timber doors, louvres, steel-framed windows and the metal fascia to the canopy. New works would be required to allow for their adaptive re-use, universal access and provision of services.

The Franklin Street Stores are currently in use as cool rooms for fresh produce traders, workshops, retail support and general storage. In order for the Stores to be adapted, the current occupants and uses need to be relocated. The current use of the Stores is – to some extent – a continuation of their original use. The proposed use is a departure from the original functional use and will further compromise the understanding of them as part of QVM. Some of the theatre of the markets demonstrated through trucks coming and going and the unloading of pallets will also be lost through their adaptive reuse as retail/food & beverage tenancies.

<sup>3</sup> Lendlease Development Plan (June 2023) p. 62

<sup>4</sup> Bryce Raworth (June 2023) Heritage Impact Statement, pg. 37

<sup>5</sup> ibid pg 41



The preliminary report from structural engineers Robert Bird Group observes that the Franklin Street Stores are in 'relatively good condition', although the parapets are 'highly weathered with significant horizontal cracking throughout the render.'<sup>6</sup> The canopy also appears to be in good condition. Only Store 164 was inspected internally, and it was found to be in 'good condition although with consistent gaps in the mortar.' The roof truss system was found to be 'in a serviceable condition for self-weight support purposes although further investigation would need to be undertaken in order to establish whether it would have wind load capacity and would be code compliant to current standards.'<sup>7</sup>

An assessment of wind load impacts on the Franklin Street Stores (including canopies) was provided in response to a Request for Further information on 23 November 2023.<sup>8</sup> The outcome is that there will be an increase in the downward pressure on the roof of the Stores, but that this can be managed with the aid of pressure equalisation using the existing roof and some of the parapet vents. No additional structural intervention is required. The Robert Bird Group letter advises that 'retention and conservation of the existing ridgeline vents and parapet louvres will be an important functional consideration for the stores for future pressure relief to the FSS.' Should a permit be issued, this should be referenced in Design Guidelines for tenancy fitouts.

Should a permit be issued, conservation and reconstruction works could be managed through a condition requiring a costed schedule of conservation works and a bank guarantee. New works could be managed through a condition requiring the submission of detailed design drawings prior to submission of construction ready drawings to allow sufficient time for discussion and comment on design solutions for universal access, services and any other required interventions. There should also be a condition requiring interpretation of the original use and evolution of the Stores.

Archaeology is an important consideration in the proposed adaptive re-use of the Franklin Street Stores. The process for addressing archaeology across the site is discussed later in this report but it should be noted that the area below the Franklin Street Stores is particularly sensitive as it contains burials of children and infants. The area has been the subject of previous archaeological test excavations and has been demonstrated to contain burials in dense aggregations (see Austral Archaeology, 1999). Should a permit be issued, it would be expected that trenching or below surface works is not contemplated in this area. This was discussed with the applicant at pre-application stage and the proposal indicates that services are to be located in trenches under the footpath to the south of the Stores, or beneath the decking proposed for the northern side. Should a permit be issued, both of these approaches would avoid disturbance to archaeological remains including burials.

Toilets are proposed to be installed in one bay at the eastern end of the Stores and services to these are also proposed to be above ground. If any sub-surface works are proposed beneath any of the Stores, a rationale would be required to explain why the services are required, what alternate options were considered and why they are unfeasible. Should sub-surface works be unavoidable a detailed program of archaeological investigations would be required. It may be possible to follow a construction model where areas that were demonstrated by archaeological investigation to not contain remains were used for these installations. This model has successfully been used in other locations at QVM.

### **Franklin Street Stores - Canopy**

There are a number of interventions proposed for the canopy to the Franklin Street Stores.

The first relates to conservation works including reconstruction of the fascia based on the original design. The reporting officer supports these actions as they relate to the conservation of the place and would result in an improved appearance.

The second intervention relates to the construction of the towers and the basement which extends beneath the southern canopy stopping at the external edge of the southern wall of the Franklin Street Stores. Sections of the canopy would need to be temporarily removed so that they are not damaged during construction of the basement or the towers. Most of the canopy will be reinstated following completion of the towers. Given the inevitability of the construction of the towers as they are not within the extent of registration, the reporting officer is supportive of the temporary removal of sections of the canopy to avoid damage during construction. Advice from Structural Engineers, Robert Bird Group to Lendlease dated 29 May 2023 offers a methodology for removal of the canopies which appears appropriate. Should a permit be issued, a condition requiring the methodology for dismantling, safe storage and reinstating the canopy should be included. This should include further information about storage locations and a strategy for identifying and addressing fabric which is

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<sup>6</sup> Robert Bird Group (2023) Structural Engineering Advice p.1

<sup>7</sup> ibid p.2

<sup>8</sup> Windtech (21 November 2023) Wind Load Impact on the Franklin Street Stores (Memo); Letter, Robert Bird Group (22 November 2023)

deteriorated to a point that it can't be reused. Any deteriorated fabric should be replaced to match existing or original details as appropriate.

The final canopy intervention is the most impactful and proposes the permanent removal of the parts of the southern canopy directly below the cantilever of Towers One and Two. The Heritage Impact Statement acknowledges that the 'removal of part of the canopy from the south elevation of the Stores will have a physical and visual impact' but proposes that this would be addressed 'in the interpretation of the canopy datum line and reinstatement of the canopy where it wraps around the western and eastern ends of the stores'.<sup>9</sup>

The Conservation Management Plan notes that the Franklin Street Stores 'form the visible face of the market as viewed from the south'.<sup>10</sup> Once the towers are completed, this view will be blocked. There will be oblique views of the southern elevation from the corner of Franklin and William Streets but for the most part, views will be confined to the laneway between the Stores and the new development.

The close alignment of the towers to the Stores means that they will directly abut the canopy which extends to the edge of the extent of registration. The canopy has a solid roof which will result in a dark tunnel once the towers are constructed. The parapet above the canopy – the most decorative part of the Stores and the defining southern edge of QVM since the 1930s – will not be visible from either the street or from beneath the canopy.

The issue of the canopy was discussed at length during the OVGA workshops. In summary, it was the view of the OVGA panel that:

- The towers create a new urban condition, and this should inform the decision on the canopy. The current retention of the canopy is not achieving an improved visual aesthetic or functional improvement.
- The east-west link needs to make a key civic contribution, currently it is not fully successful.
- Subject to Heritage Victoria approval, the panel strongly supports the pragmatic suggestion to remove the heritage canopy to improve the relationship between old and new development.
- If the canopy is to be removed, tower downdraft mitigation must be sensitively integrated into the higher tower/podium form and cannot detract from the civic and functionality of the link from a pedestrian perspective.<sup>11</sup>

The reporting officer does not agree with the OVGA that the decision on whether to remove the canopy should be informed by the new urban condition created by the towers. Rather, the location of the towers should have been informed by the cultural heritage significance of the Franklin Street Stores in the context of QVM in its entirety. It is a poor heritage outcome that a place of State and National significance should have to be physically altered to allow for an improved development outcome, however in this case there is little alternative. Regardless of whether this permit is approved or not, the towers will be constructed in some form. If the canopy remains in place, the area below it would be dark and uninviting and would impact any adaptive re-use and appreciation of the Stores. In addition, if the canopy is retained the parapet will no longer be visible. The reporting officer is of the view that given the inevitability of the construction of the towers in some form, partial removal of the canopy is necessary to ensure the Stores are understood and appreciated as freestanding heritage buildings.

At present the extent of canopy proposed to be removed is unclear and inconsistent in the submitted architectural drawings. Should a permit be issued, it would be expected that an appropriate design solution is achieved through permit conditions. It would be expected that priority is given to retaining as much as possible of the canopy. A further condition should require that the full extent of the canopy is interpreted on the face of the Stores, in the paving below and in any other appropriate way. The paving proposal for the ground plane below the canopy submitted with the application incorporates nine different finishes including six different sizes of bluestone. This does not sufficiently reflect or interpret the canopy or the historic functional use of this space. While the proposal has been simplified during the course of the OVGA workshops, should a permit be issued, it would be expected that the proposed treatment was simplified to reflect the canopy and the historic use of the place. Paving and other treatments should be a continuation of those proposed in Market Square.

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<sup>9</sup> Bryce Raworth (June 2023) Heritage Impact Statement, pg. 37

<sup>10</sup> Lovell Chen (2017) Conservation Management Plan, p.10

<sup>11</sup> OVGA VDRP report, Workshop Three, pg 4

Although outside the extent of registration, the north elevations of the podiums to Towers One and Two should also reflect the simplicity, regularity and rhythm of the Franklin Street Stores. At present, the design and materiality is overly complicated and is in conflict with the quiet simplicity and repetition of the Stores.



Figure 9: View under canopy looking west with full roof retained (left) and structure only retained (right). White dotted line on left image indicates approximate extent of registration.



Figure 10: View looking west with canopy removed. (Source: Lendlease presentation, OVGA Workshop Three)

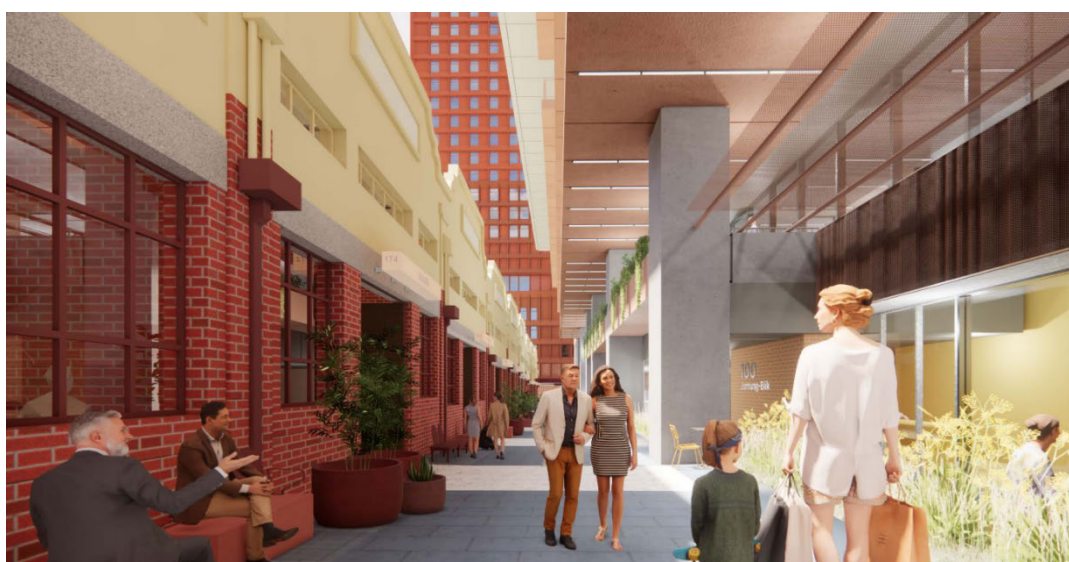


Figure 11: Most recent render of proposed laneway between Franklin Street Stores and the proposed new development. (Source: OVGA Workshop 4, Lendlease presentation)





Figure 12: Northern façade of Tower Two. The design at the lower levels is overly complicated and does not respond to the regularity, simplicity or functionality of the Stores. This façade won't be viewed from Market Square as the Stores will be located in front of the lower section but will be visible from within the laneway between the Stores and the towers. (Source: OVGA Workshop 3, Lendlease presentation)

#### Franklin Street Stores – Cantilever of Towers One and Two into airspace above the Stores

Towers One and Two cantilever over the Franklin Street Stores and are therefore partially included in the extent of registration for QVM. The cantilever is limited to the area above the canopy on the southern side of the Franklin Street Stores. It is acknowledged that DPO11 allows for a greater area of cantilever (c. 34% encroachment of the roof area) and the proposed encroachment is c. 12% of roof area.

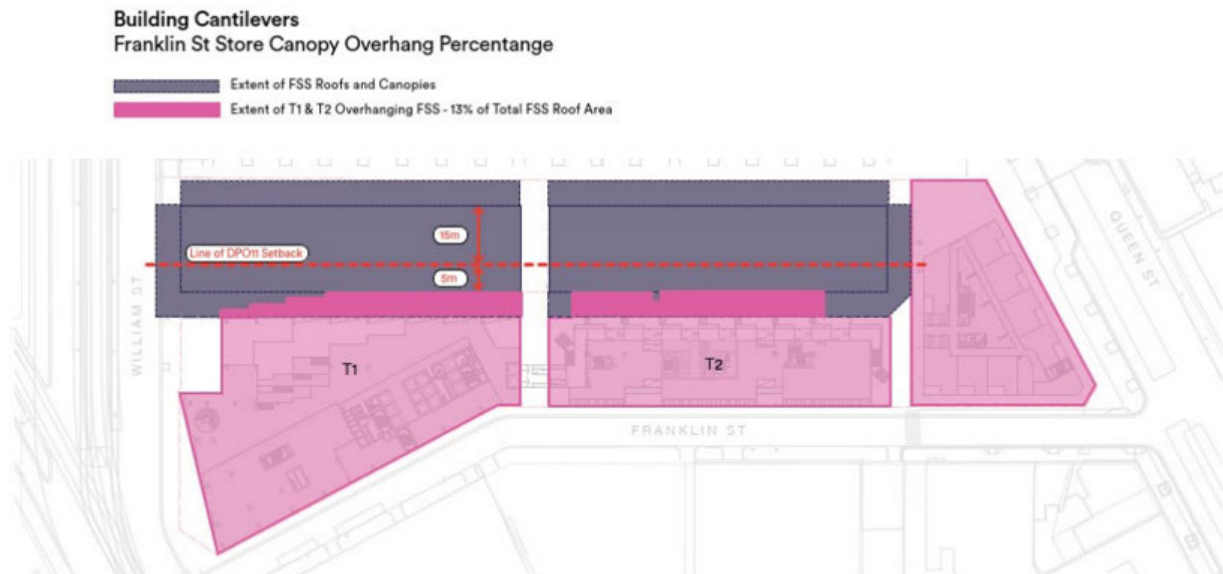


Figure 13: Extent of cantilever over the Franklin Street Stores. The horizontal red dotted line indicates the extent of cantilever allowable under DPO11. The proposed extent of cantilever (shaded dark red) is substantially less. (Source: Lendlease (undated) Queen Victoria Market – Southern Development Site Project Feasibility – Tower 1 and Tower 2)

Tower One partially cantilevers over the western section of the Franklin Street Stores, to the full depth of the canopy. The cantilever is 2.564 metres above the Store's parapet at the western end and 4.06 metres at the eastern end. The north-western corner of Tower One peels away from the Stores, allowing for views to the Stores from William Street.

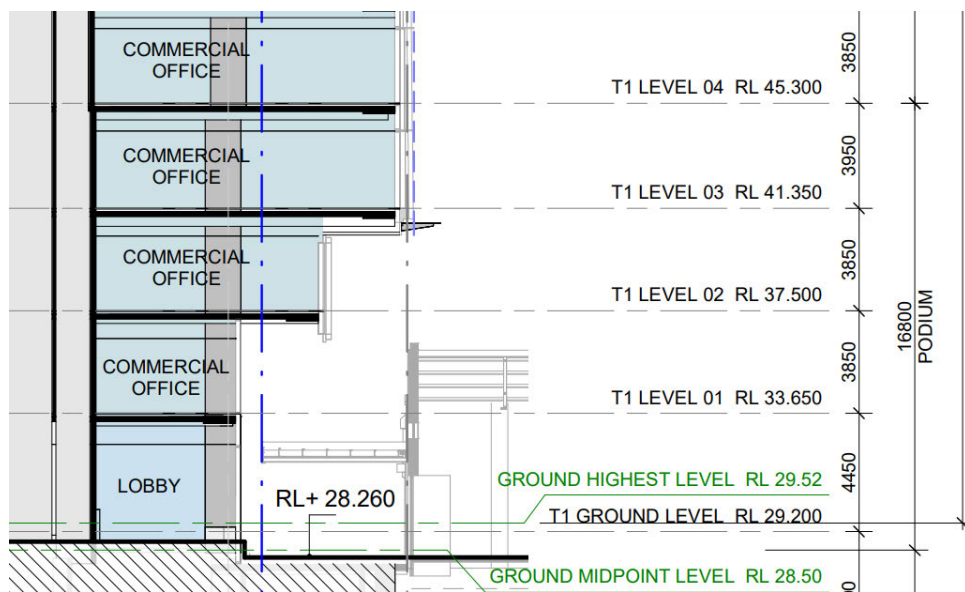


Figure 14: Section of Tower One looking west indicating the extent that the tower extends above the canopy of the Franklin Street Stores. (Source: Tower One architectural plans)



Figure 15: Render of the peeled back form of Tower One at William Street (Source: Lendlease dev plan p. 56 and Lendlease presentation OVGA workshop 1)

The reporting officer questioned the need for Tower One to cantilever over the Franklin Street Stores during the OVGA workshops. The architects advised that the proposal would be unviable without it. They also advised that if the cantilever was removed, the space would have to be made up elsewhere, most likely through additional built form at the north western corner, which is outside of the extent of registration. This would block views to the Stores when approaching from the south along William Street.

Although it would be preferable that Tower One did not cantilever over the Stores, the impact in the context of the towers themselves is limited. The towers will be constructed regardless of whether approval is given for a portion of them to cantilever over the Franklin Street Stores. In long views from the north, whether the towers cantilevers over the canopy or not will be indiscernible. On balance, the reporting officer is of the view that a cantilever over the southern canopy would be preferable to increased built form at ground level to the west of Tower One.



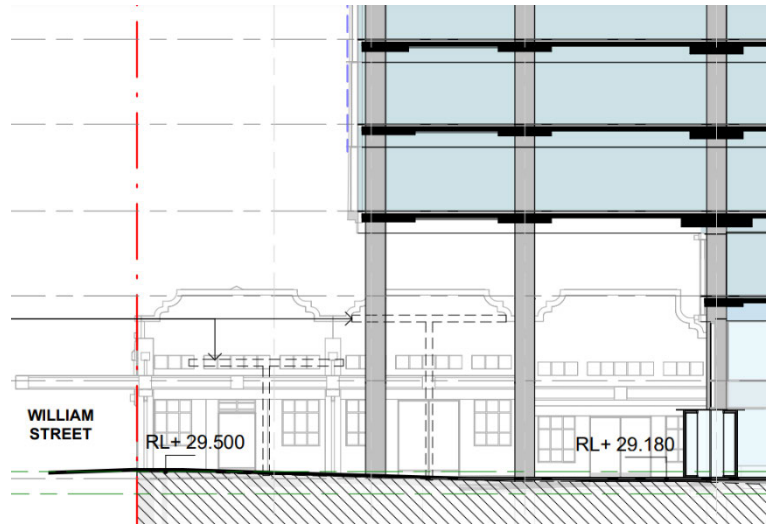
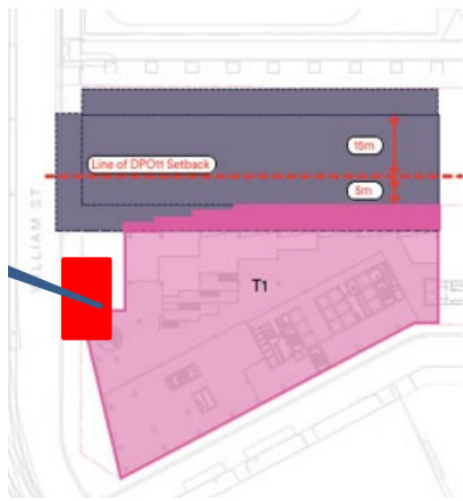


Figure 16: Left: Tower One typical floor plan. The red square indicates area where additional built form would be located should the cantilever not be approved. (Source: Lendlease (undated) Queen Victoria Market – Southern Development Site Project Feasibility – Tower 1 and Tower 2)

Right: West end of Tower One looking north indicating view through to the Stores. If additional built from was located in this space, the Stores would not be visible. (Source: Tower One architectural drawings)



Figure 17: Early representative view looking east from William Street. (Source: Lendlease presentation, OVGA Workshop One)



Figure 18: Most recent render of Tower 1 with south-west corner of Franklin Street Stores at left. (Lendlease, 15 November 2023)

Tower 2 partially cantilevers over the eastern portion of the Stores, to the full depth of the canopy. The cantilevered section comprises a series of balconies which step out as the tower rises, beginning at 9.445 metres above the parapet at the lowest height. The rationale for the cantilever is that its removal 'would result in an unviable residential floorplate.'<sup>12</sup> Tower 2 is a narrow tower of c.18.8 metres in width with the cantilever and 13.8 metres without. During the OVGA workshops, the reporting officer asked why the tower could not be moved further to the south and was advised that DPO11 requires a mandatory planning setback above the podium on the southern side of the tower. It is unfortunate that consideration was not given to the impacts on a heritage place of State and National significance when determining the mandatory setback as the ability to move the tower further to the south would have resulted in an improved heritage outcome.

A reduction in the floor plate by removal of the cantilever would likely result in the removal of balconies and planters and the creation of a smoother facade. The 'roughness' created by the solids and voids of balconies and planters in the façade contributes to mitigation of wind impacts on the Stores. Should the tower be reduced in width, the balconies and planters would likely be removed or decreased in size, potentially requiring further strengthening of the Stores due to increased wind impacts.

<sup>12</sup> Lendlease (undated) Queen Victoria Market – Southern Development Site Project Feasibility – Tower 1 and Tower 2, pg.6





Figure 19: Cross section through Tower Two with the Franklin Street Stores at left. The wind canopy is not indicated, but the north face of the tower stops short of the parapet of the Stores. Mandatory setback above the podium under DPO11 is indicated at right. Because of this, the tower cannot be shifted back further to the south.

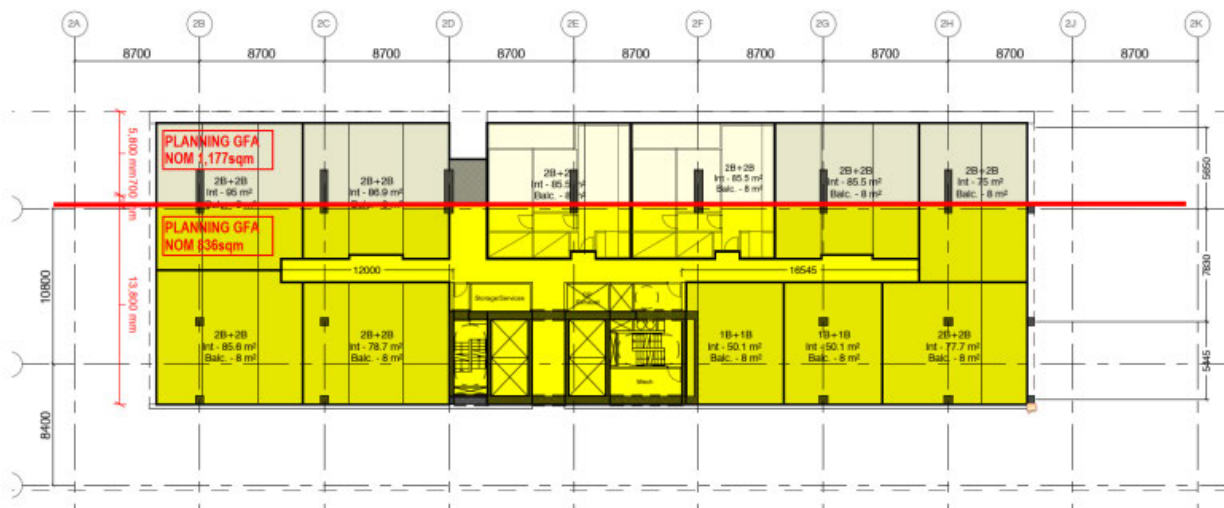


Figure 20: Typical tower floorplate for Tower Two residential building. The red line indicates the extent of registration for QVM. (Source: Lendlease (undated) Queen Victoria Market – Southern Development Site Project Feasibility – Tower 1 and Tower 2)



Figure 21: Tower Two floorplan indicating balconies and planters. (Source: Architectural drawings, Level 6)

The cantilever of Towers One and Two originally aligned with the parapet of the Franklin Street Stores. This was of concern to the OVGA panel as rainwater from the towers would drip/cascade onto the parapet causing the potential for damage. The design team responded to this and the 'northern tower facade was shifted 700mm back from the southern parapet line of the Franklin Street Stores to remove the tower drip line over the heritage parapet.<sup>13</sup>

In relation to wind impacts, the proposed towers would form a new northern edge to the CBD and would be the first elements wind from the north would encounter. This would cause downdrafts onto the Franklin Street Stores and the proposed Market Square. The tower design proposes to include wind mitigation measures including a 'lip' or wind canopy at the base of the towers. This was discussed at OVGA Workshop Two and an indicative location for a possible wind canopy for Tower Two was included in Workshop Three documentation.

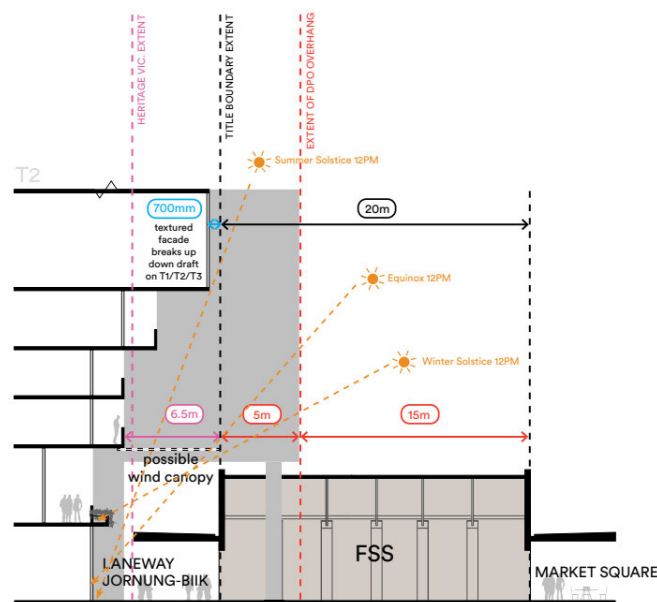


Figure 22: Cross section through Tower One with Franklin Street Stores at right. The possible wind canopy is indicated in the centre of the diagram. (Lendlease presentation OVGA Workshop 3, p. 30)

<sup>13</sup> OVGA Design Workshop Two Report dated 17 April 2023, p.3



In the documentation submitted with the permit application, the alignment of the north façade of Tower Two was shifted back from the parapet however Tower One appeared to extend beyond the parapet by 250mm and a wind canopy at Level 3 extended out from the façade for a further 1500mm above the Stores proper. This extension of the building or the wind canopy further into the airspace was not discussed at OVGA workshops or in pre-application meetings and no reasons for the change was provided. Further encroachment into the airspace above the Stores would be unlikely to be supported. In information supplied in the response to a request for further information of 22 November 2023, the applicant advised that the extent of the cantilever had been reduced by c. 9%. This is a positive heritage outcome however the size and location of the 'lip' or wind canopy remains unclear. Should a permit be issued, a condition should be included to require to the final design of these elements. The condition should require submission of detailed design drawings prior to the submission of construction ready drawings. Sufficient time should be provided to allow for discussion and comment on the changes.



Figure 23: Left: Design of Tower One presented in OVGA Workshop 3. Note that the north façade of the tower stops short of the parapet to the Stores and there is no wind canopy. (Lendlease presentation, p. 111). Right: Design of Tower One submitted with the permit application indicating that north façade of the tower now projects 250mm beyond the parapet to the Stores and there is a wind canopy extending 1500mm over Stores.

In summary, the majority of Towers One and Two are located outside of the extent of registration and would likely be constructed without or without the cantilever. The visual impact of Towers One and Two on the cultural heritage significance of QVM in its entirety would not be substantially reduced by the removal of the cantilever and in the case of Tower One, a worse heritage outcome.

#### Franklin Street Stores – Basement – Early works package

Towers One and Two are to share a basement that is proposed to be constructed beneath the towers themselves extending north and stopping 475 mm from the southern wall of the Stores. The southern boundary of the Old Melbourne Cemetery aligns with this wall. Permit P38177 was issued in May 2023 to allow Extent Heritage to complete archaeological investigations of the area adjacent to the southern wall to determine that the cemetery alignment was accurate. The investigation confirmed that no graves, human remains, other archaeological deposits or fence foundations were located in the area to be excavated for the basement.

The Heritage Impact Statement notes that the 'basement excavation works for Towers One and Two have been designed to minimise impacts on the structural integrity of the Stores. The design limits the number of piles that need to be installed adjacent to the Stores and avoids the use of driven piles that could have vibration effects on the Stores. Piling rig clearances are also to be prescribed to mitigate the risk of impact damage.<sup>14</sup> This is confirmed in a letter from Robert Bird Group to Lendlease<sup>15</sup> summarising a desktop structural assessment of the proposed basement construction. The letter also advises that the 'first row of temporary anchors to the retention piles have been located well below the no-go burial zone' and will be installed 'approximately 2600mm below the current ground level.' It also notes that the 'existing heritage building structures will remain independently supported in their existing state relative to the new buildings and the proposed new basement' and the towers 'will not rely on the heritage buildings for any support purposes.'

<sup>14</sup> HIS pg 41

<sup>15</sup> 16 June 2023 Heritage Building Structure and Basement Interaction.

The architectural drawings support the above statements and demonstrate that the proposed basement will largely be located beneath what is currently Franklin Street. The archaeological investigations did not find any evidence of burials beyond the south wall of the Stores. It is unlikely that the area of historical archaeological sensitivity beneath the Franklin Street Stores will be adversely impacted by the construction of the basement.

Should a permit be issued, a condition should be included to require further investigations and detailed documentation confirming that the construction of the basement will not compromise the structural integrity of the Stores or impact archaeological remains associated with the former cemetery below the Stores. Vibration monitoring of the Stores during construction would also be required as well as an Archaeology Management Plan to address unexpected finds.



Figure 24: Cross section of Tower Two looking east showing the outer edge of the basement 475mm away from the southern face of the Franklin Street Stores. (Source: Tower Two architectural drawings).

### Franklin Street Stores – Trader relocation

As stated earlier the Franklin Street Stores currently have a variety of uses which will have to be relocated. A Trader Relocation Strategy was submitted by the City of Melbourne as part of the application. It justifies the adaptive use of the Stores as 'much needed activation to the new Market Square with new facilities to benefit local community needs while supporting market operations.'<sup>16</sup> To allow for works to commence, the traders and QVM PL were advised that the Stores need to be vacated by December 2023. This has since been revised to July 2024.

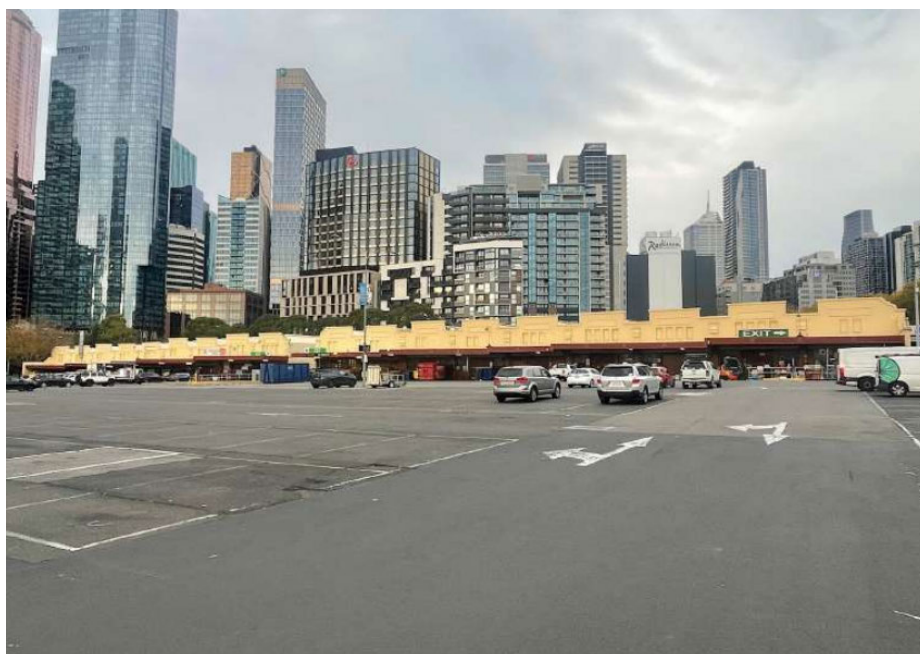
The relocation of the traders in particular is problematic and causes further impacts for QVM more broadly. It was anticipated that the traders would move into new storage and trader facilities (approved in 2020 under P30767) however this facility will not be completed in time. To ensure that trader businesses remain viable, additional temporary cool rooms were initially proposed to be installed under A Shed, with additional storage being temporarily located on the western half of the carpark. Due to operational issues, the proposal has been revised and the trader storage is now proposed to be wholly located on the existing carpark. A permit application has been submitted to Heritage Victoria for these works (P38787) and at the time of writing, was still being assessed.

### Market Square

The area proposed as Market Square is currently an at-grade carpark. A bedding deposit approximately 200mm in depth underlies the asphalt surface which covers the former Old Melbourne Cemetery. The cemetery was partially cleared to

<sup>16</sup> Relocation Strategy, Letter dated 23 June 2023 from COM to HV, p.1

make way for the construction of additional market sheds from the early 1920s onwards, but the area still contains an estimated 6,500 to 9,000 burials. All sheds apart from the Franklin Street Stores were demolished in the 1970s but their concrete slabs survive. A high voltage cable runs east-west through the centre of the car park area and there are also other services and concrete slabs located across the place. The service trenches may contain previous disturbed (and back-filled) archaeological remains (including human remains) and should not be considered to have no heritage value.



*Figure 25: View looking south across the carpark towards the Franklin Street Stores. (Source: Heritage Impact Statement)*

The landscape proposal for Market Square has been designed around eleven design principles relating to pre and post contact histories as well as environmental considerations. The reporting officer is supportive of the approach which would honour those who are buried at the place and not disturb the ground.<sup>17</sup>

#### *Generally*

The primary physical and visual change to the area is the construction of three raised ‘berms’ which would sit above the current ground plane to allow for more intensive plantings and landscaping. At ground level, the asphalt will be replaced with various paving treatments which would create ‘a map of sorts that utilises historical diagrams and documents.’<sup>18</sup> Light poles would be located on the berms. The design and location of the berms responds to the site which slopes to the east, with their western edges being at-grade and the eastern edges raised, forming a flat area between. The Centreway which runs north-south through the market sheds would continue as the primary axis through Market Square, on through the existing opening between the Stores and through to the proposed tower development beyond. Plans indicate that the design of Market Square may be further refined following community consultation to be led by the City of Melbourne.

The reporting officer is supportive of the proposal to replace the existing carpark with open public space as this is consideration to be a more respectful response to the burials however there are still some issues which would require further consideration should a permit be issued.

The first relates to the potential for the Franklin Street Stores to be visually and physically separated from QVM Sheds and Halls to the north. This occurs to some degree at present, but the at-grade nature of the carpark currently allows for clear views between the Stores and the remainder of the market. The berms will introduce a raised ground level and trees have the potential to further obscure views between the two sections of the market. It is important that the connection between the Stores and the rest of QVM is maintained. Should a permit be issued, further design considerations should address this through wide pathways to allow for wide views (particularly the extension of the Centreway), selection of tree

<sup>17</sup> Openwork (2023) Landscape Planning Report, p. 17

<sup>18</sup> Openwork (2023) Landscape Planning Report, p. 30



species, interpretation and any other means of promoting a connection between the Stores and the rest of QVM to the north.

Generally a 'no dig' approach is proposed with the potential for 'localised deeper excavation for drainage pits or for deeper planting zones' in some areas. The Landscape Planning Report notes that the location of drainage pits and deeper planting 'would be subject to testing and re-siting of those pits and trees if needed'<sup>19</sup> and would be subject to archaeological investigation and monitoring processes as detailed in the required Archaeology Management Plan.

While some of the proposed drainage works are outside the extent of registration, the installation of new drainage infrastructure would be problematic if it involved disturbance to the sub-surface component of the site. Even the removal or replacement of existing services is problematic as back-filled trenches for previously installed services may contain archaeological material. These issues have been discussed in pre-application meetings and no disturbance to graves, burials or human remains is proposed. If a permit is issued, any sub-surface interventions could be managed through a permit condition requiring the submission, endorsement and implementation of an Archaeology Management Plan.

The introduction of established trees which require excavation for large root balls would also be problematic and if used, large trees should be confined to the raised berms. Tree roots growing into the burials over time are considered less problematic as this occurs at most historical cemeteries. If the cemetery had remained intact, tree roots would have grown naturally through the burials. Consideration should also be given to planting trees in locations where they were originally located in the former cemetery.

One of the eight Design Principles in the Development Plan proposes to 'privilege the use of Indigenous and endemic vegetation as a way of returning a precolonial ecology to the City.'<sup>20</sup> It is considered that the planting philosophy should also be informed by the landscape and plantings of the Old Melbourne Cemetery and exotic plantings and trees should be included in the landscape design as an interpretation of this layer of the history of the place. Similarly, the materials of streets, lanes and plazas, as well as street furniture should also interpret all past uses and histories of the place. It is also recommended that more overt didactic forms of interpretation are included in appropriate locations across the place.



*Figure 26: Early concept plan for Market Square indicating pathways based on early cemetery paths and paving treatment referencing earlier structures and cemetery denominations. (Source: Lendlease presentation, OVGA Workshop 3)*

<sup>19</sup> Openwork (2023) Landscape Planning Report, p. 11

<sup>20</sup> Lendlease Development Plan (June 2023), p. 96



*Figure 27: Aerial view, artists impressions of Market Square, looking south-east (Source: Landscape Planning Report)*

#### **Decking to the north of the Franklin Street Stores**

The area to the north of the Franklin Street Stores is proposed to be used for outdoor dining. The ground plane slopes from west to east and a series of timber decks are proposed to be located in front of each Store to provide a level surface. The architectural drawings indicate that this area is subject to further design development. The decks would allow for all ability access, services and also act as a buffer to the shared zone in front of the Stores. The shared zone would reflect the former roadway in this location associated with the functioning of the Stores. It is intended to be used by pedestrians, cyclists and authorised delivery and loading vehicles. The reporting officer raised concern about the shared zone in a number of pre-application meetings and OVGA workshops. The concern from a significance viewpoint is that a path for high speed bikes and other modes of transport would effectively cut off the Stores from the remainder of QVM. This has occurred along Peel Street where the introduction of a bike path has meant that food trucks and delivery trucks can no longer park or access Peel Street, resulting in a deactivation of the north-western side of the markets. This pathway also needs to be accessible for mobility aids and after hours service trucks. The landscape designers, Openwork have responded to feedback and have advised that they are considering ways to slow bikes down through raised pedestrian crossings, changes in textures and other design features. However in the Draft Design Principles submitted as part of the planning permit and provided to Heritage Victoria for comment, the Shared Path is described as being 'set down from adjacent pedestrian path with a kerb to delineate bike movement from pedestrian movement.'<sup>21</sup> This has not been discussed with Heritage Victoria and is unlikely to be supported. A set down path would separate the Franklin Street Stores from the remainder of QVM but would – more importantly – require subsurface work which would potentially impact burials and archaeology. Should a permit be issued, a condition should be included to require a redesign of the pathway to exclude the set-down.

<sup>21</sup> Draft Design Principles, NH Architecture (no date)





Figure 28: View of proposal looking south with decks in front of the Franklin Street Stores. (Source: OVGA Workshop 4, Lendlease presentation)

### Transfer Station

The remnant brick building in the centre of the carpark is proposed for demolition. The HIS states that it was originally part of what was a much larger garbage transfer station dating from the 1930s. The remaining section is less than a quarter of the original structure and its original function and size is no longer evident. On balance and in the context of the positive and respectful interpretation of the cemetery through open space and pathways, it is considered that, should a permit be issued, it would be appropriate to allow for the demolition of this remnant building, subject to recording.

### John Batman Memorial

A memorial to John Batman is located in the north-east corner of the carpark. It was originally erected in 1881 in the Old Melbourne Cemetery before being moved to the banks of the Yarra River and then to its current location in 1992. The reporting officer acknowledges that the memorial and the wording which infers that the land was unoccupied is particularly offensive. However, it is also considered that this is an important part of the history of the cemetery and of Melbourne and Victoria more broadly and that the memorial should remain at the place, although not necessarily in this location. Plans submitted with the permit application state that no works are proposed to the John Batman memorial. However, consideration should be given to using the memorial to engage, educate and inform visitors about Aboriginal history and ownership of the land.





Figure 29: Left: Remnant portion of the garbage transfer station. (Source: Heritage Impact Statement); Right John Batman memorial (Source: City Collection)

It is considered that the use of the area as open public space bisected by pathways is similar to the original cemetery use and is a far more sympathetic and sensitive response to the burials than the existing carpark. The interpretation of the cemetery through replication of original pathways, variations in paving to interpret past structures and religious divisions, and plantings referencing both cemetery plantings and indigenous species is also sensitive and allows for the histories of the place to be revealed in subtle but engaging ways.

The Heritage Impact Statement states that the 'significance of the carpark as the site of the Old Melbourne Cemetery is ... treated with appropriate reverence in the proposed landscape design.'<sup>22</sup> The reporting officer agrees with this statement and is of the view that the landscape proposal is a positive heritage outcome for the place.

<sup>22</sup> HIS pg 34



Figure 30: 1930 Aerial View of Queen Victoria Market (Source: Lendlease Development Plan, p. 36)

### Queens Corner Building

The Queens Corner Building is located on Queen Street to the east of the existing carpark, outside the extent of registration. It is smaller in scale than the towers, but it will have the effect of enclosing Market Square and further confining and encroaching on QVM. Although not part of this application, limited discussions of this building were part of the OVGA workshops. It would be preferable from a heritage perspective that an undercroft is included in the design to allow for pedestrian views from Queen Street through to Market Square and the QVM Sheds to the north. However it is acknowledged that like the towers, the Queens Corner Building is located outside the extent of registration for QVM and therefore outside of Heritage Victoria's statutory controls.

### Signage

The Signage and Wayfinding Approach is outlined in the Development Plan. The principles recommend that signage for the Franklin Street Stores should reference historical precedents and have regard for significant fabric, while signage for the Southern Development Site should identify major tenants, businesses and retail tenancies and integrate with the building design and also advises that sky signage above the parapet is discouraged. The Development Plan also recommends that 'a wayfinding approach should be developed as part of the public realm experience, to assist in the visitor experience through the site, including connection to the Queen Victoria Market.'<sup>23</sup>

The reporting officer agrees with the proposed recommendations, particularly in relation to sky signage. The signage zone indicated at the top eastern corner of Tower One on the north elevation in the architectural plans is not supported. There should be no visible signage or advertising on the north face of the towers above the height of the Franklin Street Stores. Signage to the north face of the Franklin Street Stores should be limited to the minimum necessary and below the canopy. Any signage on the Stores should be reasonably recessive in size and colour and reflect the regularity, symmetry

<sup>23</sup> Lendlease (June 2023) Development Plan p. 106

and small scale of the Stores. Should a permit be issued supporting the partial removal of the southern canopy, signage locations should be considered as part of the interpretation of the form and structure of the canopy.

Wayfinding signage and signage more generally should be designed in the context of QVM in its entirety, not just limited to Market Square, Franklin Street Stores and the proposed towers. Style, fonts, colours and graphics should be a continuation of signage in the northern section of QVM. This may require consultation and collaboration with relevant stakeholders including QVM PL.

### Interpretation

QVM has a layered and rich history. Should a permit be issued, a condition should require the development and implementation of an interpretation plan. The landscape proposal makes a substantial contribution to interpreting the place and this should be complemented with further devices and/or signage acknowledging all histories of the place.

### Archaeology

Historical archaeology relating to QVM is managed through the Victorian Heritage Register *permits* processes, not through the Victorian Heritage Inventory *consents* processes. Heritage Victoria Principal Archaeologist, Jeremy Smith attended relevant pre application meetings and has reviewed the documentation submitted with the permit. The applicant was made aware of the issues relating to the cemetery and were provided with advice regarding burials, disturbance events and relevant legislation. From the earliest meeting, the design team has adopted a 'no dig' approach to the proposal.

As noted earlier, QVM is also the site of the Old Melbourne Cemetery and contains burials, disturbed, scattered and fragmentary human remains and other archaeological features, artefacts and deposits. Some burials have previously been uncovered very high in the profile (within 400mm of the current ground surface), and others have been found at considerable depth (one burial was uncovered beneath Franklin Street store no.192 at a depth of 1040mm).

The condition of human remains across the site will vary from intact burials inside wooden coffins to single fragments of bone that have been disturbed during any of the multiple phases of site disturbance. Bone fragments may be located anywhere in the site's sub-surface profile. Even previously excavated trenches containing relatively modern services have the potential to contain human remains that were disturbed and reburied in the backfilled trenches.

Key disturbance events include:

- The removal of 70 sets of remains from the Society of Friends and Aboriginal burial areas for reinterment at Melbourne General Cemetery in 1878.
- Approximately 900 exhumations in the early 1920s, with most of these reinterred in the Pioneers' Section at Fawkner Memorial Park (VHR H2331).
- Ploughing of the cemetery in 1923.
- Construction of various sheds and stores across the Market Square area, including the construction of the Franklin Street stores in 1930.

Due to site alteration works (predominantly in the late nineteenth and early twentieth centuries) it is likely that archaeological remains will be located deeper in the profile in the western part of the site and will be shallower on the eastern side.

Should a permit be issued, it is recommended that the applicant demonstrate that they have addressed (and understand the provisions of) all requirements relating to relevant legislation, which may include:

- Exhumation licence(s) under the *Cemeteries and Crematoria Act 2003*.
- Approvals for reburials at a suitable location such as the Pioneer Cemetery at Fawkner Memorial Park.
- Requirements under the *Aboriginal Heritage Act 2006* (including CHMP provisions).
- Requirements under the *Coroners Act 2008* (specifically Part 4, Division 1).

A condition requiring the submission, endorsement and implementation of an Archaeology Management Plan (AMP) is also recommended. It should address:

- How all subsurface works across the site would be conducted/monitored.



- How potential impacts on archaeological remains (features, deposits and/or artefacts, including human remains) would be avoided or mitigated.
- How any uncovered and/or recovered human remains would be managed, with the avoidance of disturbance (perhaps by the relocation of areas of proposed works) being the guiding principle.
- How the requirements of applicable laws other than the Heritage Act (which may include the *Cemeteries and Crematoria Act 2003* and the *Aboriginal Heritage Act 2006*) would be addressed (see above).
- Qualifications and expertise of the project archaeology team, particularly in relation to the identification, protection and management of human remains.
- How archaeological investigations would be conducted, recorded and reported.
- How recovered artefacts would be managed, curated, catalogued, analysed and conserved. The requirement for payment of an Artefact Box Storage fee (\$100 per standard box) would be required.
- All works must be in accordance with Heritage Victoria's *Guidelines for Investigating Historical Archaeological Artefacts & Sites*.
- Development (and implementation) of an *Unexpected Finds Protocol*.
- How any significant archaeological finds made during the project may contribute to the development of the required site interpretation scheme.
- Induction process for all site workers.

#### Other VHI places

In addition to the above, there are multiple Victorian Heritage Inventory (VHI) sites surrounding DPO11 including William Street (VHI H7822-1964), 263-289 Franklin Street (also 386-412 William Street) (VHI H7822-2044), 243-255 Franklin Street (VHI H7822-2043), 229-241 Franklin Street (VHI H7822-2042), 225-227 Franklin Street (VHI H7822-2042), 215-223 Franklin Street (Also 186-190 A'beckett St (VHI H7822-2040) and 213 Franklin Street (VHI H7822-2039)

Consents will be required if any of these sites are impacted by the proposed works.



Figure 31: Purple shaded areas represent VHI sites, with QVM VHR site at top and Flagstaff Gardens VHR site at left (shaded yellow).



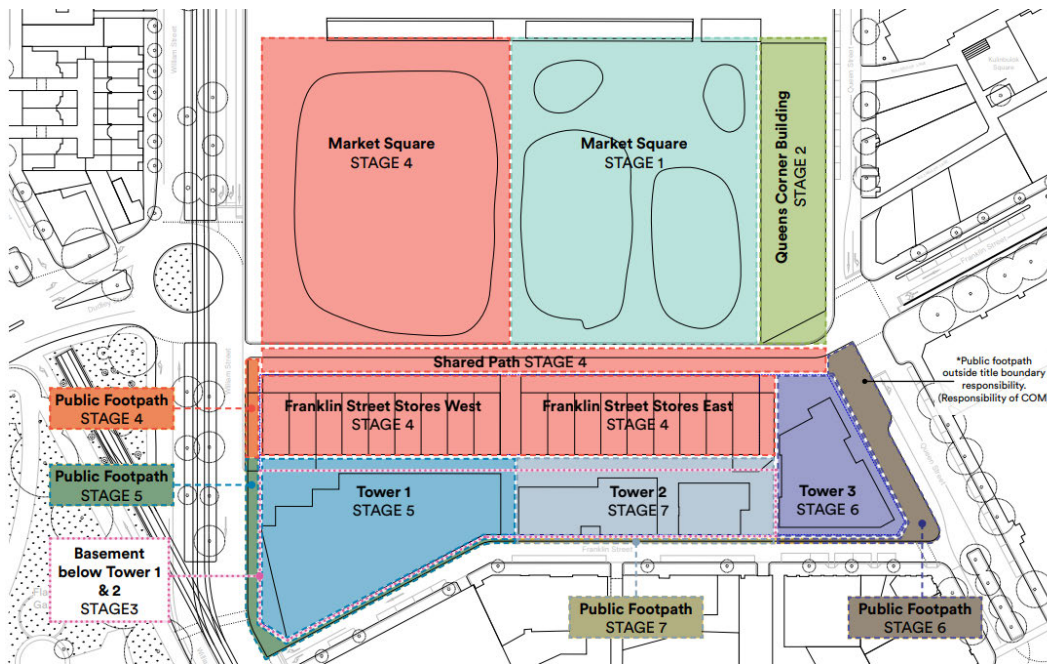


Figure 32: Staging Plan, (Source: Lendlease Development Plan)

## s101(2)(b) – the extent to which the application, if refused, would affect the reasonable or economic use of the registered place or registered object

### Extent of the impact(s) on reasonable use

The proposed use of areas within the extent of registration includes conversion of the carpark into public open space, adaptive reuse of the Franklin Street Stores and residential and office use within the portion of the towers which cantilever over the Stores.

The proposed transformation of the carpark into Market Square is considered to be a reasonable use, as it more closely aligns with the original use of the area as a cemetery and is more respectful of the estimated 6,500 to 9,000 burials contained at the place. The replacement of the carpark with open space is reliant on the transfer of public car spaces and 20 trader van spaces to the basement of the proposed towers.

The adaptive reuse of the Franklin Street Stores as retail and hospitality premises does not reflect their original use. The current use more closely aligns with the original use but given the proposed change in use of the carpark, the current use would no longer be practical.

The residential and commercial office use to the extent that the towers cantilever over the Franklin Street Stores is not compatible with the original use. This use is not supported, acknowledging that the bulk of the towers are off the extent of registration.

While the majority of the proposed uses are considered reasonable, the current use is also reasonable. Refusal of the application would not affect the existing reasonable use of the place.

### Extent of the impact(s) on economic use

The effect of refusal on the economic use of the place is difficult to determine. In relation to the cantilever, the applicant advises that reduction in the floorplates of Towers One and Two would have a substantial impact on project viability.<sup>24</sup> While project viability is not usually a consideration under the Heritage Act, the proposal in its entirety is aimed at providing funding for infrastructure and improvements which will contribute to the ongoing use of the place. This includes the QVM Market Infrastructure Project (approved in 2020 under P30767) and conservation works to the Meat, Fish and

<sup>24</sup> Lendlease (undated) Queen Victoria Market – Southern Development Site Project Feasibility – Tower One and Tower Two, p.1

Dairy Halls. Refusal of the cantilevered sections of Towers One and Two may result in the proposal being unable to proceed which in turn may jeopardise funding for approved projects of benefit to QVM.

However, if the application was refused, QVM is likely to continue to operate. Funding for the QVM Market Infrastructure Project may not be immediately available but is likely to be obtained from different sources.

It is expected that the proposed new uses, including residential and commercial use, parkland, and hospitality and retail outlets will increase the number of people in the area. It is reasonable to anticipate that this will result in increased patronage of the market, contributing to its economic use.

Refusal of the permit application is likely to affect the economic use of the place to some degree.

## **s101(2)(c) – any submissions made (s95 and s100 submissions)**

### **Comments from the responsible authority (s100)**

The responsible authority for this application is the Minister for Planning.

The permit application was referred to Development Approvals and Design (DTP) (DA&D) for consideration. A response was received on 4 July 2023 which identified a number of matters relating to the planning scheme and planning more generally. DA&D also advised that a Development Plan application for the redevelopment of the Queen Victoria Market Southern Development Precinct and a planning permit application for early works to construct a basement had been received and that both applications were under consideration.

### **Officer assessment**

There have been multiple meetings between Heritage Victoria, DA&D, the applicant and their consultants. These include pre-application meetings for the planning and heritage permit applications, OVGA workshops and separate meetings to discuss key issues. The reporting officer notes that the matters raised by DA&D primarily relate to planning matters and as such, will not be considered in this assessment.

### **Details of public submissions made (s95)**

54 submissions were received during the advertising period. Some of the matters raised are not matters that can be considered under the *Heritage Act 2017*. These include shadowing, amenity, use, Aboriginal consultation and comments relating to buildings included in the proposal but located outside the extent of registration. An additional four submissions were received after the advertising period which will be addressed under s.101(3)(b).

The submissions were referred to the applicant for comment on 31 August 2023 and a response was received on 5 October 2023. The applicant's response advised that matters relating to planning (shadowing and amenity) and other issues raised (mental health and the nature of high-rise apartment living) were not considered to be relevant under the *Heritage Act 2017* and were therefore not responded to.

The submissions can be broadly divided into the themes indicated in the headings below. The submissions are summarised below the headings followed by the applicants response and the reporting officer's response.

<b>Impacts of towers</b>
<p><b>Summary of public submissions</b></p> <p>Submitters raised issues in relation to setting (within and outside the extent of registration), existing transition of scale, low scale form of QVM itself, scale height and massing of the towers, cumulative bulk and wall of towers, insufficient setback from Franklin Street Stores, views from south will be obliterated, cantilever of the towers over the Franklin Street Stores.</p>
<p><b>Summary of applicant's response</b></p> <ul style="list-style-type: none"><li>• A portion of the proposed towers would be located within the extent of VHR registration and require approval under the Heritage Act, but the main body of the towers would be located outside the extent of registration and does not</li></ul>

require approval. The impact of the towers is addressed in the HIS and comment is provided specifically on the cantilever.

- The HIS acknowledges the towers will represent a significant change to the environs of the market including obstruction of views to the sheds from the south and the cantilever over the Stores.
- Setting was discussed in the CMP and acknowledged that areas outside the extent of VHR registration contribute to market operations and experience, although the focus was on the top end of Queen Street. The interface to the south is different, both in terms of the level of activity and engagement and in terms of significant approaches.

In terms of the state-level values:

- There would be no impact arising from the towers on the historical significance of the place (as one of the great nineteenth century markets, for its continuous operation and as the site of Melbourne's first official cemetery).
- There would be no impact arising from the towers on the archaeological values (testing has been undertaken to confirm the cemetery does not extend beyond the southern wall of the Franklin Street Stores)
- There would be no impact to the architectural (representative) significance of the place. All component parts of significance would be retained and the relationship between them would remain evident.
- It is agreed that there would be a reduction in intactness of the Franklin Street Stores through part removal of the canopy. This is a relatively minor change which does not impact on the intactness or the integrity of the place as a whole. The southern presentation of the Franklin Street Stores would be compromised by the close interface with T1 and T2 but the buildings would still be experienced at close quarters and their design would remain evident. The change would not impact on the legibility of the place as an 'early market complex'.

#### **Officer response**

The officer agrees with submitters that that the substantial scale and bulk of the towers will adversely impact the cultural heritage significance of QVM but notes that the bulk of the towers are outside the extent of registration. This is addressed earlier in this report.

The close proximity of Tower One and Tower Two will require removal of part of the southern canopy. This is not considered to be a good heritage outcome but is considered necessary to ensure use and appreciation of the Franklin Street Stores. The reporting officer is not supportive of the proximity of the towers to the Franklin Street Stores as discussed earlier in this report. As they are not on registered land, they cannot be considered under the *Heritage Act 2017*.

#### **Trader/trading concerns**

##### **Summary of public submissions**

Submitters raised concerns relating to loss of traders because of changed/inadequate conditions; loss of trader storage and truck parking; loss of carpark use, reduced finance and increased costs and disruption caused by construction.

Other issues raised included reduction of traditional uses through introduction of new activities and an intention to change the market experience to an entertainment precinct.

##### **Summary of applicant's response**

###### *Impact on the market use*

- The HIS comments that the proposed development does not interfere with the market's historically and socially significant use – ensuring that this use remains viable in the long term is one the key objectives of the proposal.
- Works, rather than use, are controlled under the Heritage Act, but the ongoing use of Queen Victoria Market as a fresh food market clearly is fundamental to significance.
- Apart from the carpark there would be no material change to the core operations of the market.



- Adaptive reuse of the stores for retail/food and beverage or related use is complementary to market use and activities and would not detract. A s.173 agreement would prohibit supermarket or fast food uses.
- Similarly, the establishment of a new public open space is not at odds with the market use and is more sympathetic to the Cemetery than the carpark.
- Operational and management issues, including the viability of individual businesses and the affordability of market produce, are generally beyond the scope of Heritage Victoria's considerations.

#### *Disruption to market operations*

- Claims made are general and speculative in nature.
- City of Melbourne has advised that QVM is in discussions with traders about minimising disruption.
- City of Melbourne has also provided strategy for relocating traders and other uses in the Stores.
- A market non-interference protocol and Construction Management Plan will be implemented during the construction phase of the project.

#### **Officer response**

The reporting officer also has concerns about the impact of the proposal on the operations of the markets. Should a permit be issued, construction and relocation impacts should be minimised to allow for fresh produce traders to continue operate.

#### **Objections relating to replacing the carpark with Market Square**

##### **Summary of public submissions**

Concerns were raised in relation to impacts on the archaeology of the cemetery, impacts of tree roots on burials, potential for burials in basement area, disrespectful nature of the development.

Concerns were also raised about the loss of convenient carparking, the shared bike path, loss of connection between Franklin Street Stores and the markets, reduction or diminishment of operational areas.

Suggestions were made relating to retention of the asphalt layer as the most desirable means of protecting the burials and retaining and greening the carpark.

##### **Summary of applicant's response**

Impact on the cemetery:

- The HIS addresses the archaeological values of the Old Melbourne Cemetery.
- An Archaeological Management Plan (AMP) would be expected to be required as a condition on permit.
- The bitumen seal to the carpark would provide a level of protection to the archaeological values of the place but is not the only means of protecting those values.
- Paving would be located on top of the asphalt layer (retention of c.50-60% of asphalt).
- Interpretation of the site would be beneficial; many visitors would be unaware the carpark is located over the Cemetery.
- Interpretation could be delivered in a manner that both engenders respect for the site as a burial place and provides insight into its rich history.

Development of Market Square

- Submitters express concern at the appropriateness or cultural sensitivities associated with the replacement of at-grade carpark over a cemetery with a public park over a cemetery, but concerns should be limited to archaeological issues.
- In relation to tree plantings, there is a strong tradition of landscaping within cemeteries, including large trees. The Old Melbourne Cemetery featured mature trees prior to its clearance.

- In collaborating with the Wurundjeri Woi-wurung on the design of the park, the reintroduction of the Manna Gum to the site is a priority. The Manna Gum is culturally significant for the Wurundjeri, and was also present in the precolonial landscape. Other native trees and under story plantings will be utilised in the design.
- In relation to convenient parking as a support to the viability of the market, access is to be provided to underground carparking in lieu of the at-grade parking including trader parking and 200 public car spaces in addition to the 500 public car spaces in the Munro development. The carpark itself is of no heritage significance.

#### Separation of the Stores from the rest of the market

- The separation of the Franklin Street Stores from the main trading area of the market reflects the evolution of the place. They were previously separated from the sheds by the northern bank of stores and sheds. The CMP recommends the maintenance of a visual connection between the stores and the market sheds. The proposed design of Market Square has asserted a pedestrian priority north-south.
- The design of the shared zone north of the Stores will encourage slow movement and an additional five raised pedestrian paths will cross the zone (north-south), aligning with the historical location of the cemetery paths.

#### In relation to a reduction of the operational footprint of the market:

- There has been a continuous evolution in the use of the land over time. Until the 1920s the land that currently supports the carpark and stores was in use as a cemetery, then for market sheds and stores which were then demolished for carparking.
- The surviving southern Franklin Street Stores do not retain their original use as wholesale produce stores and currently accommodate a mix of uses, mainly storage with some retail and market operations. The stores are relatively remote from the main body of market sheds and the primary trading areas.
- There is little to no public interaction with the buildings.
- There is no heritage-related imperative to maintain the specific current uses of either the stores or the carpark land; while not questioning the market- related nature of these uses, they simply represent the most recent phase and circumstances of the place.
- The Market Square proposal would see the cemetery site returned to a landscaped condition, which is considered a more sympathetic response to the history of the site.
- In relation to activities within Market Square, it is not clear how a public open space is less respectful than an at-grade carpark.
- The proposal is not an annexation of the land. Both the stores and Market Square would remain in the ownership of the City of Melbourne.

#### Officer comment

- The reporting officer considers that the proposal to replace the carpark with open public space is positive for the reasons discussed earlier in this report.
- It is noted that the National Trust is also supportive of this part of the proposal.
- The reporting officer agrees with the applicant that there is a strong tradition of tree plantings in cemeteries.
- Should a permit be issued, the construction will be managed through an Archaeological Management Plan.
- The reporting officer agrees that visual connections between the Franklin Street Stores and the northern section of QVM should be maintained. Should a permit be issued, this should be a key consideration in the design of Market Square as discussed earlier in this report.
- The reporting officer notes that the design of the shared zone as described in the applicant's response to submissions has changed since the application was submitted. The proposal to lower the shared zone with raised pedestrian access point is not currently supported and should a permit be issued, further development of this part of the design should be a condition of the permit.

## Change in activity of QVM (social and cultural considerations)

### Summary of public submissions

Carpark development bears no relationship to the important social reasons that makes the QVM so significant

### Summary of applicant's response

- The HIS comments that the proposed development does not interfere with the market's historically and socially significant use.
- The proposal does not involve change to the core market trading area which is the focus of the experience of the market.
- The carpark is a utilitarian space that supports market activities; it is not a trading area, nor is it a noted meeting place.
- The Stores are used by traders not the general public and it has not been suggested that the current uses (storage and operations) are of social significance. Valued traditional patterns of use and interaction would not change.

### Officer response

The reporting officer agrees that some of the theatre of QVM will be lost, however this is already occurring within the Sheds due to OH&S requirements.

The reporting officer agrees with the applicant that the core areas of trading will not be adversely impacted by the proposal. However, there is a concern that the Franklin Street Stores will become disconnected from the remainder of the market. This is discussed earlier in this report.

## Works to the Franklin Street Stores

### Summary of public submissions

Some submissions noted that the Franklin Street Stores should be considered more than 'contributory'.

Conservation works are considered acceptable and positive by some submitters and others consider the works as facadism and unacceptable.

Permanent removal of the southern canopy is opposed by some submitters. Temporary removal is also questioned.

### Summary of applicant's response

#### *Level of significance:*

Levels of significance within a heritage place is common and accepted practice in conservation management planning. Not all elements are of equal significance and a greater level of change or adaptation might be allowed. This does not suggest that the Franklin Street Stores are not important and do not contribute to the heritage values of the place.

#### *Conservation and adaptation:*

The conservation works will be beneficial to the stores and this is generally recognised by submitters. Characterisation of the adaptation works as 'facadism' is rejected. There is to be minimal change to the original fabric of the stores.

#### *Works to the canopy:*

There will be physical and visual impacts through permanent removal of sections of the southern canopy. It is acknowledged that this is not consistent with CMP policies. It is proposed as a means of providing light to the space below and of achieving a more comfortable relationship with the new build immediately to its south. It is not a change of such magnitude that it would undermine the intactness or completeness of the heritage place as a whole.

#### *Temporary removal and reinstatement of the canopy*

This is proposed to minimise the risk to the buildings during construction and to allow for scaffolding, propping and protection gantries along the southern and eastern sides of the stores.



<p><b>Officer response</b></p> <p>The issues raised by submitters and the applicant's responses have been addressed earlier in this report.</p>
<p><b>Impact on surrounding heritage buildings and Flagstaff Gardens.</b></p>
<p><b>Summary of public submissions</b></p> <p>Some submitters noted that the development was excessive compared to the surrounding low scale buildings while others noted that the design could be more responsive. There was also concern around overshadowing.</p>
<p><b>Summary of applicant's response</b></p> <p>The question of potential impact on adjacent or nearby heritage places was addressed in the HIS with a particular focus on Flagstaff Gardens and noting that T1 is stepped down to the west to avoid overshadowing.</p> <p>There is no direct interface for T1 or T2 with any of the other heritage places referenced and given the broader context of towers in the central city, no adverse impact arises from tall buildings in proximity.</p>
<p><b>Officer response</b></p> <p>Impacts on adjacent heritage places has been discussed earlier in this report.</p>
<p><b>Concern that Tower Three and Queens Corner Building were not included in the application</b></p>
<p><b>Summary of public submissions</b></p> <p>Some of the submitters raised concerns that the proposal in its entirety was not included in the heritage permit application.</p>
<p><b>Summary of applicant's response</b></p> <p>T3 and the Queens Corner Building do not require approval under the Heritage Act. Heritage Victoria is aware of the broader renewal program and the requirements of the Melbourne Planning Scheme and specifically the Development Plan and planning application requirements under Development Plan Overlay Schedule 11 (DPO11).</p>
<p><b>Officer response</b></p> <p>The reporting officer has had numerous meetings with the applicant and stakeholders regarding the proposal in its entirety. Tower Three and the Queens Corner Building are outside the extent of registration for QVM and therefore cannot be considered under the <i>Heritage Act 2017</i>. For this reason, these buildings are not included in the heritage permit application.</p>
<p><b>Application documentation</b></p>
<p><b>Summary of public submissions</b></p> <p>Some submitters raised concerns that the documentation (and the renders in particular) indicated that they were subject to further design refinement.</p>
<p><b>Summary of applicant's response</b></p> <p>The process of design development and detailed documentation of works would occur at a subsequent stage of the project. For complex applications, this process is managed under conditions on the permit and subject to Heritage Victoria approval. The design concept for Market Square will be further developed with community and Traditional Custodian involvement.</p>
<p><b>Officer comment</b></p> <p>The reporting officer agrees with the applicant that should a permit be issued, final design and documentation would be managed through conditions and would require further approval from Heritage Victoria.</p>

## Reasonable or economic use

### Summary of public submissions

Submitters raised concerns relating to loss of identity resulting in loss of financial viability and questioned whether new residents would shop at the market and the economic benefit.

Some submitters acknowledged that funds secured through development will be reinvested in QVM as part of renewal program.

### Summary of applicant's response

- Reasonable and economic use, public benefits and project feasibility and floorplate size were addressed in the application.
- Counter to the proposition of economic benefits of the proposal flowing to the market, a number of submitters have suggested that the project would adversely affect the economic functioning of the market. This suggestion is made without any supporting information.
- The proposed cantilever for the towers is required to ensure a viable project, and is allowed under the planning controls to a greater extent than proposed.
- The cantilever over the canopy creates a minimum viable floorplate for both towers irrespective of the heights.
- The removal of the cantilever cannot be mitigated by tower height as the floorplates are unfeasible from both a construction and viability perspective and mandatory setbacks to Franklin and Williams Streets

### Officer response

The issues raised by submitters and the applicant's responses have been addressed earlier in this report.

## Concerns relating to Aboriginal burials and lack of consultation with Wurundjeri Woi Wurrung or Cultural Heritage Management Plans (CHMP).

### Summary of public submissions

Some submitters raised concerns that appropriate CHMPs had not been undertaken and that Wurundjeri elders had not been meaningfully consulted.

### Summary of applicant's response

Wurundjeri Woi-wurrung have been collaborating directly with Lendlease since late 2021 on the QVM Southern Development Site. The development proposition and design concepts reflect the elders' contributions. The collaboration with Wurundjeri will be continued and there will be adherence to the processes set-out by the applicable Cultural Heritage Management Plans. The City of Melbourne have been working with Wurundjeri on the broader renewal of the Market Precinct.

Approved CHMPs 17098 (12 May 2020), 14125 (15 May 2023) were provided as part of the application.

### Officer comment

Aboriginal matters are considered under the *Aboriginal Heritage Act 2006* not under the *Heritage Act 2017*.

The reporting officer confirms that approved CHMPs were submitted as part of the application. They were not advertised as they are not public documents.

## Impacts of towers

### Summary of public submissions

Submitters raised issues in relation to setting (within and outside the extent of registration), existing transition of scale, low scale form of QVM itself, scale height and massing of the towers, cumulative bulk and wall of towers, insufficient setback from Franklin Street Stores, views from south will be obliterated, cantilever of the towers over the Franklin Street Stores.

### Summary of applicant's response

- A portion of the proposed towers would be located within the extent of VHR registration and require approval under the Heritage Act, but the main body of the towers would be located outside the extent of registration and does not require approval. The impact of the towers is addressed in the HIS and comment is provided specifically on the cantilever.
- The HIS acknowledges the towers will represent a significant change to the environs of the market including obstruction of views to the sheds from the south and the cantilever over the Stores.
- Setting was discussed in the CMP and acknowledged that areas outside the extent of VHR registration contribute to market operations and experience, although the focus was on the top end of Queen Street. The interface to the south is different, both in terms of the level of activity and engagement and in terms of significant approaches.

In terms of the state-level values:

- There would be no impact arising from the towers on the historical significance of the place (as one of the great nineteenth century markets, for its continuous operation and as the site of Melbourne's first official cemetery).
- There would be no impact arising from the towers on the archaeological values (testing has been undertaken to confirm the cemetery does not extend beyond the southern wall of the Franklin Street Stores)
- There would be no impact to the architectural (representative) significance of the place. All component parts of significance would be retained and the relationship between them would remain evident.
- It is agreed that there would be a reduction in intactness of the Franklin Street Stores through part removal of the canopy. This is a relatively minor change which does not impact on the intactness or the integrity of the place as a whole. The southern presentation of the Franklin Street Stores would be compromised by the close interface with T1 and T2 but the buildings would still be experienced at close quarters and their design would remain evident. The change would not impact on the legibility of the place as an 'early market complex'.

### Officer response

The officer agrees with submitters that that the substantial scale and bulk of the towers will adversely impact the cultural heritage significance of QVM but notes that the bulk of the towers are outside the extent of registration. This is addressed earlier in this report.

The close proximity of Tower One and Tower Two will require removal of part of the southern canopy. This is not considered to be a good heritage outcome but is considered necessary to ensure use and appreciation of the Franklin Street Stores. The reporting officer is not supportive of the proximity of the towers to the Franklin Street Stores as discussed earlier in this report. As they are not on registered land, they cannot be considered under the *Heritage Act 2017*.

### Trader/trading concerns

#### Summary of public submissions

Submitters raised concerns relating to loss of traders because of changed/inadequate conditions; loss of trader storage and truck parking; loss of carpark use, reduced finance and increased costs and disruption caused by construction.

Other issues raised included reduction of traditional uses through introduction of new activities and an intention to change the market experience to an entertainment precinct.

## Summary of applicant's response

### *Impact on the market use*

- The HIS comments that the proposed development does not interfere with the market's historically and socially significant use – ensuring that this use remains viable in the long term is one of the key objectives of the proposal.
- Works, rather than use, are controlled under the Heritage Act, but the ongoing use of Queen Victoria Market as a fresh food market clearly is fundamental to significance.
- Apart from the carpark there would be no material change to the core operations of the market.
- Adaptive reuse of the stores for retail/food and beverage or related use is complementary to market use and activities and would not detract. A s.173 agreement would prohibit supermarket or fast food uses.
- Similarly, the establishment of a new public open space is not at odds with the market use and is more sympathetic to the Cemetery than the carpark.
- Operational and management issues, including the viability of individual businesses and the affordability of market produce, are generally beyond the scope of Heritage Victoria's considerations.

### *Disruption to market operations*

- Claims made are general and speculative in nature.
- City of Melbourne has advised that QVM is in discussions with traders about minimising disruption.
- City of Melbourne has also provided strategy for relocating traders and other uses in the Stores.
- A market non-interference protocol and Construction Management Plan will be implemented during the construction phase of the project.

## Officer response

The reporting officer also has concerns about the impact of the proposal on the operations of the markets. Should a permit be issued, construction and relocation impacts should be minimised to allow for fresh produce traders to continue operate.

## Objections relating to replacing the carpark with Market Square

### Summary of public submissions

Concerns were raised in relation to impacts on the archaeology of the cemetery, impacts of tree roots on burials, potential for burials in basement area, disrespectful nature of the development.

Concerns were also raised about the loss of convenient carparking, the shared bike path, loss of connection between Franklin Street Stores and the markets, reduction or diminishment of operational areas.

Suggestions were made relating to retention of the asphalt layer as the most desirable means of protecting the burials and retaining and greening the carpark.

### Summary of applicant's response

#### Impact on the cemetery:

- The HIS addresses the archaeological values of the Old Melbourne Cemetery.
- An Archaeological Management Plan (AMP) would be expected to be required as a condition on permit.
- The bitumen seal to the carpark would provide a level of protection to the archaeological values of the place but is not the only means of protecting those values.
- Paving would be located on top of the asphalt layer (retention of c.50-60% of asphalt).
- Interpretation of the site would be beneficial; many visitors would be unaware the carpark is located over the Cemetery.



- Interpretation could be delivered in a manner that both engenders respect for the site as a burial place and provides insight into its rich history.

#### Development of Market Square

- Submitters express concern at the appropriateness or cultural sensitivities associated with the replacement of at-grade carpark over a cemetery with a public park over a cemetery, but concerns should be limited to archaeological issues.
- In relation to tree plantings, there is a strong tradition of landscaping within cemeteries, including large trees. The Old Melbourne Cemetery featured mature trees prior to its clearance.
- In collaborating with the Wurundjeri Woi-wurung on the design of the park, the reintroduction of the Manna Gum to the site is a priority. The Manna Gum is culturally significant for the Wurundjeri, and was also present in the precolonial landscape. Other native trees and under story plantings will be utilised in the design.
- In relation to convenient parking as a support to the viability of the market, access is to be provided to underground carparking in lieu of the at-grade parking including trader parking and 200 public car spaces in addition to the 500 public car spaces in the Munro development. The carpark itself is of no heritage significance.

#### Separation of the Stores from the rest of the market

- The separation of the Franklin Street Stores from the main trading area of the market reflects the evolution of the place. They were previously separated from the sheds by the northern bank of stores and sheds. The CMP recommends the maintenance of a visual connection between the stores and the market sheds. The proposed design of Market Square has asserted a pedestrian priority north-south.
- The design of the shared zone north of the Stores will encourage slow movement and an additional five raised pedestrian paths will cross the zone (north-south), aligning with the historical location of the cemetery paths.

#### In relation to a reduction of the operational footprint of the market:

- There has been a continuous evolution in the use of the land over time. Until the 1920s the land that currently supports the carpark and stores was in use as a cemetery, then for market sheds and stores which were then demolished for carparking.
- The surviving southern Franklin Street Stores do not retain their original use as wholesale produce stores and currently accommodate a mix of uses, mainly storage with some retail and market operations. The stores are relatively remote from the main body of market sheds and the primary trading areas.
- There is little to no public interaction with the buildings.
- There is no heritage-related imperative to maintain the specific current uses of either the stores or the carpark land; while not questioning the market-related nature of these uses, they simply represent the most recent phase and circumstances of the place.
- The Market Square proposal would see the cemetery site returned to a landscaped condition, which is considered a more sympathetic response to the history of the site.
- In relation to activities within Market Square, it is not clear how a public open space is less respectful than an at-grade carpark.
- The proposal is not an annexation of the land. Both the stores and Market Square would remain in the ownership of the City of Melbourne.

#### Officer comment

- The reporting officer considers that the proposal to replace the carpark with open public space is positive for the reasons discussed earlier in this report.
- It is noted that the National Trust is also supportive of this part of the proposal.
- The reporting officer agrees with the applicant that there is a strong tradition of tree plantings in cemeteries.

- Should a permit be issued, the construction will be managed through an Archaeological Management Plan.
- The reporting officer agrees that visual connections between the Franklin Street Stores and the northern section of QVM should be maintained. Should a permit be issued, this should be a key consideration in the design of Market Square as discussed earlier in this report.
- The reporting officer notes that the design of the shared zone as described in the applicant's response to submissions has changed since the application was submitted. The proposal to lower the shared zone with raised pedestrian access point is not currently supported and should a permit be issued, further development of this part of the design should be a condition of the permit.

### **Change in activity of QVM (social and cultural considerations)**

#### **Summary of public submissions**

Carpark development bears no relationship to the important social reasons that makes the QVM so significant

#### **Summary of applicant's response**

- The HIS comments that the proposed development does not interfere with the market's historically and socially significant use.
- The proposal does not involve change to the core market trading area which is the focus of the experience of the market.
- The carpark is a utilitarian space that supports market activities; it is not a trading area, nor is it a noted meeting place.
- The Stores are used by traders not the general public and it has not been suggested that the current uses (storage and operations) are of social significance. Valued traditional patterns of use and interaction would not change.

#### **Officer response**

The reporting officer agrees that some of the theatre of QVM will be lost, however this is already occurring within the Sheds due to OH&S requirements.

The reporting officer agrees with the applicant that the core areas of trading will not be adversely impacted by the proposal. However, there is a concern that the Franklin Street Stores will become disconnected from the remainder of the market. This is discussed earlier in this report.

### **Works to the Franklin Street Stores**

#### **Summary of public submissions**

Some submissions noted that the Franklin Street Stores should be considered more than 'contributory'.

Conservation works are considered acceptable and positive by some submitters and others consider the works as facadism and unacceptable.

Permanent removal of the southern canopy is opposed by some submitters. Temporary removal is also questioned.

#### **Summary of applicant's response**

##### *Level of significance:*

Levels of significance within a heritage place is common and accepted practice in conservation management planning. Not all elements are of equal significance and a greater level of change or adaptation might be allowed. This does not suggest that the Franklin Street Stores are not important and do not contribute to the heritage values of the place.

##### *Conservation and adaptation:*

The conservation works will be beneficial to the stores and this is generally recognised by submitters. Characterisation of the adaptation works as 'facadism' is rejected. There is to be minimal change to the original fabric of the stores.

*Works to the canopy:*

There will be physical and visual impacts through permanent removal of sections of the southern canopy. It is acknowledged that this is not consistent with CMP policies. It is proposed as a means of providing light to the space below and of achieving a more comfortable relationship with the new build immediately to its south. It is not a change of such magnitude that it would undermine the intactness or completeness of the heritage place as a whole.

*Temporary removal and reinstatement of the canopy*

This is proposed to minimise the risk to the buildings during construction and to allow for scaffolding, propping and protection gantries along the southern and eastern sides of the stores.

**Officer response**

The issues raised by submitters and the applicant's responses have been addressed earlier in this report.

**Impact on surrounding heritage buildings and Flagstaff Gardens.**

**Summary of public submissions**

Some submitters noted that the development was excessive compared to the surrounding low scale buildings while others noted that the design could be more responsive. There was also concern around overshadowing.

**Summary of applicant's response**

The question of potential impact on adjacent or nearby heritage places was addressed in the HIS with a particular focus on Flagstaff Gardens and noting that T1 is stepped down to the west to avoid overshadowing.

There is no direct interface for T1 or T2 with any of the other heritage places referenced and given the broader context of towers in the central city, no adverse impact arises from tall buildings in proximity.

**Officer response**

Impacts on adjacent heritage places has been discussed earlier in this report.

**Concern that Tower Three and Queens Corner Building were not included in the application**

**Summary of public submissions**

Some of the submitters raised concerns that the proposal in its entirety was not included in the heritage permit application.

**Summary of applicant's response**

T3 and the Queens Corner Building do not require approval under the Heritage Act. Heritage Victoria is aware of the broader renewal program and the requirements of the Melbourne Planning Scheme and specifically the Development Plan and planning application requirements under Development Plan Overlay Schedule 11 (DPO11).

**Officer response**

The reporting officer has had numerous meetings with the applicant and stakeholders regarding the proposal in its entirety. Tower Three and the Queens Corner Building are outside the extent of registration for QVM and therefore cannot be considered under the *Heritage Act 2017*. For this reason, these buildings are not included in the heritage permit application.

**Application documentation**

**Summary of public submissions**

Some submitters raised concerns that the documentation (and the renders in particular) indicated that they were subject to further design refinement.

**Summary of applicant's response**

The process of design development and detailed documentation of works would occur at a subsequent stage of the project. For complex applications, this process is managed under conditions on the permit and subject to Heritage Victoria approval. The design concept for Market Square will be further developed with community and Traditional Custodian involvement.

#### **Officer comment**

The reporting officer agrees with the applicant that should a permit be issued, final design and documentation would be managed through conditions and would require further approval from Heritage Victoria.

#### **Reasonable or economic use**

##### **Summary of public submissions**

Submitters raised concerns relating to loss of identity resulting in loss of financial viability and questioned whether new residents would shop at the market and the economic benefit.

Some submitters acknowledged that funds secured through development will be reinvested in QVM as part of renewal program.

##### **Summary of applicant's response**

- Reasonable and economic use, public benefits and project feasibility and floorplate size were addressed in the application.
- Counter to the proposition of economic benefits of the proposal flowing to the market, a number of submitters have suggested that the project would adversely affect the economic functioning of the market. This suggestion is made without any supporting information.
- The proposed cantilever for the towers is required to ensure a viable project, and is allowed under the planning controls to a greater extent than proposed.
- The cantilever over the canopy creates a minimum viable floorplate for both towers irrespective of the heights.
- The removal of the cantilever cannot be mitigated by tower height as the floorplates are unfeasible from both a construction and viability perspective and mandatory setbacks to Franklin and Williams Streets

#### **Officer response**

The issues raised by submitters and the applicant's responses have been addressed earlier in this report.

#### **Concerns relating to Aboriginal burials and lack of consultation with Wurundjeri Woi Wurrung or Cultural Heritage Management Plans (CHMP).**

##### **Summary of public submissions**

Some submitters raised concerns that appropriate CHMPs had not been undertaken and that Wurundjeri elders had not been meaningfully consulted.

##### **Summary of applicant's response**

Wurundjeri Woi-wurung have been collaborating directly with Lendlease since late 2021 on the QVM Southern Development Site. The development proposition and design concepts reflect the elders' contributions. The collaboration with Wurundjeri will be continued and there will be adherence to the processes set-out by the applicable Cultural Heritage Management Plans. The City of Melbourne have been working with Wurundjeri on the broader renewal of the Market Precinct.

Approved CHMPs 17098 (12 May 2020), 14125 (15 May 2023) were provided as part of the application.

#### **Officer comment**

Aboriginal matters are considered under the *Aboriginal Heritage Act 2006* not under the *Heritage Act 2017*.



The reporting officer confirms that approved CHMPs were submitted as part of the application. They were not advertised as they are not public documents.

**s101(2)(d) – if the applicant is a public authority, the extent to which the application, if refused, would unreasonably detrimentally affect the ability of the public authority to perform a statutory duty specified in the application**

The Applicant is not a public authority.

**s101(2)(e) – if the application relates to a listed place or to a registered place or registered object in a World Heritage Environs Area, the extent to which the application, if approved, would affect (i) the world heritage values of the listed place; or (ii) any relevant Approved World Heritage Strategy Plan**

**Impacts on world heritage values**

The application does not affect any World Heritage Sites or World Heritage Strategy Plans.

**s101(2)(f) – any matters relating to the protection and conservation of the registered place or registered object that the Executive Director considers relevant**

**Matters relating to protection and conservation**

Over time, the Franklin Street Stores have been altered in a number of ways. Some doors and windows have been infilled while others have been replaced. New openings have been made both internally and externally. This has had a detrimental impact on their visual presentation.

An extensive scope of conservation works is proposed for the Franklin Street Stores including:

- Removal of external freestanding (non-original) elements such as guard rails, bollards etc.
- Removal of non-originals internal partitions.
- Removal of brick infill sections, covers and roller doors to original doors and windows.
- Retention of original doors and windows or reconstruction where missing to match original.
- Replacement of missing glass to windows to match original.
- Replacement of canopy fascia to match original where required.
- Making good render and repainting where required.
- Retention of existing roof sheeting, internal timber lining to ceilings and metal roof trusses.
- Retention of existing internal ramps.

While many of the proposed conservation actions are required due to deferred maintenance, they are considered to be a positive outcome for the Franklin Street Stores and will ensure their ongoing protection. The proposed works will also result in a positive visual outcome through the removal of contemporary accretions and a return to a presentation which is closer to the original design.

While not strictly a conservation action, the conversion of the existing at-grade carpark into public open space goes some way to restoring an impression of the Old Melbourne Cemetery. Early pathways will be referenced in the design and what was formerly a landscape with trees and open space will be reinstated to some degree.

This is considered to be an outcome which is far more respectful of the remaining burial than the existing carpark and is seen as a positive outcome of the proposal.

## Discretionary considerations: assessment against s101(3) of the *Heritage Act 2017*

**s101(3)(a) – the extent to which the application, if approved, would affect the cultural heritage significance of any adjacent or neighbouring property that is (i) included in the Heritage Register; or (ii) subject to a heritage requirement or control in the relevant planning scheme**

### Impacts on neighbouring heritage places

In the Melbourne Planning Scheme, the State and National extents of registration are identified as Heritage Overlay HO496. This is surrounded by a larger heritage overlay identified as H07 (Queen Victorian Market Precinct).

Places included in the VHR near the proposed development site are Flagstaff Gardens (VHR H2041) and the Bank of NSW (VHR H0090).

Place with Heritage Overlays in the Melbourne Planning Scheme near the proposed development are Queen Victoria Market Precinct (HO7), Former Dominion Can Company Building (HO1161), Former TAT Electric Co. Factory (HO1158), Café Building (HO1155), Melbourne Terrace Apartments (HO1160).

It is considered that the scale, bulk and close proximity of Towers One, Two and Three to the VHR and HO places will have a detrimental impact on the cultural heritage significance of these places. The low scale heritage places will be overwhelmed by the proposed new development.

Modelling has indicated that the proposed towers will not substantially alter the existing shadowing of Flagstaff Gardens.

### **s101(3)(b) – any other relevant matter**

#### Late submissions received

There were four late submissions received following closure of the advertising period. The submitters raised similar issues to those raised in submissions received during the advertising period. The concerns were similar to those discussed earlier in this report and related to scale, massing and design as well as the current understanding of the Franklin Street Stores as part of QVM. Some submitters raised concerns in relation to the loss of the current use of the Franklin Street Stores and the need for trader relocation while others raised concern in relation to a lack of consultation with the community and Wurundjeri Elders. Concerns relating to divestment of assets and a loss of significance were also raised.

The reporting officer notes that the issues raised in the late submissions have been addressed elsewhere in this report and in the responses to submissions received within the advertising period.

#### Any other relevant matter

##### *Community and public benefit*

In a letter submitted with the application, the City of Melbourne advises that the 'QVM Precinct Renewal Program seeks to boost visitation to the QVM Precinct, accelerate the market's recovery, return the QVM to profitability from 2025, and generate significant benefits for the community' and that 'funds secured through the development of the Southern Development Site will be reinvested into the Queen Victoria Market as part of the Queen Victoria Market Precinct Renewal Program.'<sup>25</sup>

The Development Plan similarly advises that the proposal would provide 'substantial reinvestment in the community'.

These reinvestment projects include conservation works to QVM stores, sheds and buildings, new infrastructure projects approved by Heritage Victoria, affordable housing, ground plane and street upgrades, Market Square, the Queens Corner Building, social and environmental commitments, retail, hospitality, events and community spaces and road and streetscape upgrades.<sup>26 27</sup>

<sup>25</sup> Letter from City of Melbourne dated 13 June 2023

<sup>26</sup> Lendlease Development Plan (June 2023) p. 51

<sup>27</sup> Letter from City of Melbourne dated 13 June 2023

While the conservation works and facilities upgrades are of direct benefit to QVM, other benefits are outside the extent of registration or are related to planning considerations. It would be expected that conservation works and improvements are made to the fabric of QVM to ensure it is adequately maintained and continues to operate as a market regardless of whether the proposal proceeds or not.

The reporting officer supports the replacement of the existing carpark with Market Square but many others do not. The carpark has been a key part of shopping at QVM for almost 50 years. Should a permit be issued, the works program should be managed in a way which is least disruptive to traders, shoppers and visitors.

It is the view of the reporting officer that the community and public benefits do not outweigh the negative impact of the scale and bulk of Towers One, Two and Three rising above and directly abutting the Franklin Street Stores. However as previously discussed, most of the towers are outside the extent of registration and cannot be considered as part of this assessment.

## EPBC Act

QVM is included in the National Heritage List (NHL). As such, any proposed works (an action) must meet the requirements of the *Environment Protection and Biodiversity Conservation Act 1999* (EPBC Act). If the action has, will have or is likely to have a significant impact on a matter of national environmental significance (MNES) it requires formal referral to and approval from the relevant Australian Government Minister (the Environment Minister). The purpose of a referral is to seek a decision by the Environment Minister on whether the action is a controlled action (significant impacts are likely) that needs approval, and if approval is required, what level of assessment is required. A self-assessment can assist in determining whether referral and/or approval are required. A self-assessment considers whether the proposed development is an action that has, will have or is likely to have a significant impact on a MNES.

The applicant advises that 'a self-assessment has been prepared for the project, considering all component parts –both within and outside the extent of the Victorian Heritage Register listing under the Heritage Act' and advises that 'the following process will be followed:

- Preparation of self-assessment
- Pre-referral meeting/s with officers of the Department of Climate Change, Energy, the Environment and Water
- Formal lodgement of EPBC Act referral.<sup>28</sup>

The reporting officer is satisfied that this approach fulfils the requirements of the EPBC Act.

## Other considerations

### Has the applicant advised whether the works trigger the need for a Cultural Heritage Management Plan under the Aboriginal Heritage Act 2006 and has one been approved?

The applicant has advised that the works do trigger the need for a CHMP and two approved CHMP were provided with the permit application lodgement on 26 June 2023:

- Queen Victoria Market Precinct Renewal – Zone 1 (Old Melbourne Cemetery) Cultural Heritage Management Plan 14125 – Standard Assessment, prepared by Extent, 26/04/2018
- Queen Victoria Market Renewal Program – Queen Street and Market Site (outside of Old Melbourne Cemetery) Cultural Heritage Management Plan 17098, prepared by Extent, 29/04/2020.

### Has the applicant advised whether the works contravene any existing Cultural Heritage Management Plan under the Aboriginal Heritage Act 2006?

The applicant has advised that the work does not contravene any existing CHMP.

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<sup>28</sup> Letter from [REDACTED] dated 2 August 2023)

## Summary and recommendations

### Comments and summary from the reporting officer:

Should a permit be issued, it will be for the Development Plan at concept stage, with final detailed design and structural plans delivered under conditions of the permit.

The reporting officer does not support the construction of Towers One and Two (or Tower Three and the Queens Corner Building) in such close proximity to the Franklin Street Stores. Towers One and Two cantilever over and directly abut the Stores and would dominate and overpower them. It would be necessary to remove sections of the southern canopy to ensure the Stores are functional and inviting. As discussed earlier, the bulk of the towers are outside the extent of registration and will be constructed regardless of whether this permit application is approved or not.

The conservation of the Franklin Street Stores is a positive outcome and is supported by the reporting officer. This process would remove unsympathetic accretions, reconstruct removed elements and return the Stores to an improved appearance. The adaptive reuse of the Franklin Street Stores is acceptable, although it is the view of the reporting officer that the current use more closely aligns with the original use. It is acknowledged that the current use would no longer be possible if the carpark is replaced by open public space.

The replacement of the carpark with Market Square is supported by the reporting officer. Open public space is reflective of the earlier use of the place as a cemetery and is more respectful of the surviving burials than the current carpark use. The 'no dig' approach is supported but should a permit be issued, the process must be guided by an Archaeology Management Plan.

Should a permit be issued, an interpretation plan for the entire place should be developed to address the rich and layered history of the place. Signage and wayfinding strategies should also be developed and incorporated into interpretation strategies. These plans and strategies must consider QVM as a whole and there should be consultation with relevant stakeholders to ensure there is continuity of design and storytelling devices across QVM in its entirety.

Apart from the towers, the proposal represents a reasonable use of the place. It is the view of the reporting officer that refusal would have some impact of the economic use of the place through loss of income for conservation and infrastructure projects. However funding could be procured from other sources and QVM is likely to continue to function should the application be refused.

On balance, the positive aspects of the application outweigh – to the extent that they are included in the extent of registration – the negative aspects.

### Recommendations:

That a permit should be approved for:

**Construction of two multi-level towers to the southern edge of the Queen Victoria Market on Franklin Street (only partially within the extent of registration), works to the Franklin Street Stores including partial demolition of the southern canopy, temporary dismantling and reinstatement of the southern, eastern and western canopies, conservation and adaptation works to facilitate the introduction of new uses, demolition works to the existing at-grade market carpark (including demolition of the waste receiving station) and development of a new public open space (Market Square).**

The permit should be approved for the following reasons:

- The towers are the most impactful part of the proposed development but they are largely outside the extent of registration and cannot be considered under the *Heritage Act 2017*. Tower Three and the Queens Corner Building are wholly outside the extent of registration and Towers One and Two partially cantilever into the airspace above the Franklin Street Stores canopy. The basement of Towers One and Two is also partially within the extent of registration.
- The cantilever of Towers One and Two over the Franklin Street Stores canopy will have a limited impact on the cultural heritage significance of QVM when considered in the context of the place in its entirety.



- The proposed conservation works to the Franklin Street Stores are a positive heritage outcome and will remove unsympathetic accretions, reconstruct removed elements and return the Stores to an earlier and more appropriate appearance.
- Replacement of the existing carpark with public open space (Market Square) represents the former use of the place as a cemetery, is more respectful of the estimated 6,500 to 9,000 burials still remaining at the place and will be carried out in a way which will not substantially disturb the subsurface area.

The permit should be issued with the following conditions:

## Conditions

### GENERAL

1. The permission granted for this permit will expire if one of the following circumstances applies: the permitted works have not commenced within two (2) years of the original date of issue of this permit or are not completed within six (6) years of the original date of issue of this permit. Commencement of the permit begins with onsite physical works.
2. The Executive Director is to be given five working days' notice of the intention to commence the approved works in accordance with the Staging Plan required at condition 14.
3. Should further minor changes in accordance with the intent and approach of the endorsed documentation become necessary, correspondence and supporting documentation must be prepared and lodged in accordance with the permit condition for endorsement by the Executive Director. If the Executive Director considers that the changes are not minor, an amendment to the permit or a new application will be required.
4. Approved works or activities are to be planned and carried out in a manner which prevents damage to the registered place/object. However, if other previously hidden original or inaccessible details of the object or place are uncovered, any works that may affect such items must immediately cease. The Executive Director must be notified of the details immediately to enable Heritage Victoria representatives to inspect and record the items, and for discussion to take place on the possible retention of the items, or the issue of a modified approval.
5. The works approved by this permit must be carried out in their entirety unless otherwise agreed in writing by the Executive Director, Heritage Victoria
6. The Executive Director must be informed when the approved works have been completed.

### ENGAGEMENT OF CONSULTANTS

7. Prior to the commencement of any of the works approved by this permit, a suitably experienced **Archaeology Team** including lead archaeologist and member(s) with a high level of qualifications/expertise in relation to the identification, protection and management of human remains must be approved in writing by the Executive Director, Heritage Victoria. The Lead Archaeologist must advise and assist as necessary with the preparation of the documentation where any intervention or potential intervention of the Old Melbourne Cemetery is proposed and to provide relevant archaeological advice to the permit holder during the carrying out of those works. The Lead Archaeologist must help fulfil conditions 11, 12, 17, 18 and 19 of this permit.
8. Prior to the commencement of any of the works approved by this permit, a suitably experienced **Heritage Consultant**, approved in writing by the Executive Director, Heritage Victoria, must be engaged to advise and assist as necessary with the preparation of the documentation where any intervention to fabric within the extent of registration is involved and to provide relevant conservation advice to the permit holder during the carrying out of those works. In particular the heritage conservation consultant must help fulfil conditions 16, 17, 19, 22, 24, 25, 26, and 28.
9. Prior to the commencement of any of the works approved by this permit, a suitably experienced **Engineer** approved in writing by the Executive Director, Heritage Victoria, must be engaged to advise and assist as necessary with the preparation of the documentation where any structural intervention to heritage fabric is required and to provide relevant advice to the permit holder during the carrying out of those works. In particular the engineer must help fulfil conditions 17 and 19 of this permit.

10. Prior to the commencement of any of the works approved by this permit, a suitably experienced **Landscape Architect** approved by the Executive Director, Heritage Victoria is to be engaged to prepare the construction ready landscape plan or plans required under conditions 18 and 19.

## PRE-START

11. Prior to the commencement of any of the works approved by this permit, an **Archaeological Management Plan (AMP)** must be submitted to, and endorsed by, the Executive Director, Heritage Victoria. The AMP must include (but is not limited to):
  - a. A relevant place history.
  - b. Assessment of the site's historical archaeological condition, values and potential.
  - c. A proposal for the site's archaeological management (which may include monitoring or investigation/excavation).
  - d. Details relating to site recording; project reporting; artefact management, custodianship and conservation; and site interpretation.
  - e. Methodology for:
    - o Conducting and monitoring of all subsurface works across the site.
    - o Avoidance or mitigation of potential impacts on archaeological remains (features, deposits and/or artefacts, including human remains).
    - o Management of uncovered and/or recovered human remains.
  - f. A demonstrated understanding of the provisions of (in addition to the *Heritage Act 2017*) all requirements relating to relevant legislation, which may include:
    - o Exhumation licence(s) under the *Cemeteries and Crematoria Act 2003*.
    - o Approvals for reburials at a suitable location such as the Pioneer Cemetery at Fawkner Memorial Park.
    - o Requirements under the *Aboriginal Heritage Act 2006* (including CHMP provisions).
    - o Requirements under the *Coroners Act 2008* (specifically Part 4, Division 1).
12. Once endorsed, the works outlined in the AMP must be completed to the satisfaction of the Executive Director. All works are to be in accordance with Heritage Victoria's *Guidelines for Investigating Historical Archaeological Artefacts & Sites*.
13. Prior to the commencement of any of the works approved by this permit an **archival quality photographic survey** is to be prepared to record the Franklin Street Stores and the former waste receiving station. The survey must record the internal and external existing condition of the Franklin Street Stores and the external condition of the former waste receiving station including:

### Franklin Street Stores:

- a. All exterior spaces and details including canopies.
- b. All interior spaces and details.
- c. Views to and from key vantage points from the north, south, east and west elevations of the Franklin Street including long and short views. The former waste receiving station should be included in some of these views.

### Former waste receiving station:

- a. External survey of each elevation and location context.

The survey is to be prepared in accordance with the Heritage Council/Heritage Victoria Technical Note entitled "Specification for the submission of archival photographic records" (available on the Heritage Council website or from Heritage Victoria on request). Two copies of the completed photographic survey are to be produced with one

copy submitted to the Executive Director, Heritage Victoria for approval in writing prior to commencement of any of the works approved by this permit. On approval of the first copy the second copy is to be lodged with the State Library of Victoria. Delivery must be made either in person or by proxy to the Library's despatch facility: 174 Little Lonsdale Street Melbourne 3000. Deliveries can be accepted between 7.30am and 4.30pm. A receipt will be issued within 2 business days. If a receipt is required on the same day, then an advance appointment must be made with the Collection Curation & Engagement team by telephone – 03 8664 7000. Two business days notice is required for an appointment. Material will not be accepted at the information desks in the Library.

## STAGED WORKS

The works approved by this permit are based on the Development Plan (June 2023) and supporting documents listed in the preamble to this permit, the detail of which is subject to further design. The details contained in the Development Plan documentation may be varied under the conditions that follow. Any changes must be submitted for approval and endorsement by the Executive Director Heritage Victoria. Once endorsed they will form part of the permit.

14. Prior to the commencement of any of the works approved by this permit, a **Staging Plan** which provides the order in which the approved works will be commenced and completed must be submitted to the Executive Director, Heritage Victoria for approval. Once approved, the **Staging Plan** will be endorsed and will then form part of the permit. Each stage of the works will require specific approvals from the Executive Director, Heritage Victoria prior to the commencement of the works, as detailed in the conditions that follow. The Executive Director, Heritage Victoria is to be given five working days' notice of the intention to commence each stage of the approved works.

The **Staging Plan** must include but not be limited to all the works in conditions 15 - 21 of this permit. The staging of works must ensure that the conservation works to the Franklin Street Stores are completed prior to or concurrent with any adaptive or new works to those buildings.

15. Prior to the commencement of each stage of works identified in the **Staging Plan** referred to in condition 14, any enabling works or investigations which may be required must be documented and submitted for the endorsement of the Executive Director Heritage Victoria and once endorsed become part of the permit.
16. Prior to the commencement of each stage of works identified in the Staging Plan referred to in condition 14, a **Heritage Protection Plan** must be submitted to the Executive Director for approval. A Heritage Protection Plan for multiple stages can be provided. Once approved, the Heritage Protection Plan will be endorsed and will then form part of the permit. The Heritage Protection Plan must include a sequencing program for the approved works, details of any temporary infrastructure and services required, protection methods for the heritage place during the undertaking of the works, a work site layout plan and if necessary a tree/vegetation management and protection plan prepared in accordance with AS4970 *Protection of trees on development sites*. For the relevant stage of works, the Heritage Protection Plan must also include a dilapidation report (including images) for the Franklin Street Stores to record their condition prior to the commencement of works approved by this permit. The Heritage Protection Plan must include the following (as relevant to the stage):
  - a. Site establishment, set-down and staging activities, including no-go areas and elements to be protected during works.
  - b. Details of any temporary signage, hoardings or partitions proposed in and around the buildings during the period of works.
  - c. Details of protection methods proposed to protect key heritage structures/buildings, landscape elements and trees.
  - d. Details of protection methods for the Franklin Street Stores during construction of the basement.
  - e. Details of vibration monitoring for the duration of the construction of Towers One, Two and Three and the Queens Corner Building.
  - f. Demolition methodology and protection works.
  - g. Details of the removal methodology and storage location should temporary relocation of items and fabric including but not limited to the Franklin Street Stores canopy be required.

- h. Details of how the project workforce will be informed of the sensitivity of working at a heritage place during site induction processes.
  - i. Details of how the project workforce will be informed of the sensitivity of working at the place in relation to the burials beneath the carpark and Franklin Street Stores during site induction processes.
  - j. Notification requirements in the case of unexpected or emergency conditions which may affect a building, feature or archaeology of heritage significance within the site.
17. Prior to the submission of construction ready drawings referred to in condition 19, and at a point sufficient to allow for discussion and potential changes, **detailed design plans** (relating to demolition, conservation, new works, services and signage) documenting the proposed works must be submitted to the Executive Director for approval. Any works or variations which have been required by the Engineer or Building Surveyor must also be identified at this stage. This will reduce the potential for delays following the submission of construction ready drawings required at condition 19. The detailed design plans must address but is not limited to the following items which can be provided at the relevant stage:
- a. Conservation and new works to the Franklin Street Stores.
  - b. Removal and reinstatement of canopies to the east, west and north elevations including details of retention or like-for like replacement.
  - c. Removal of southern canopy to the Franklin Street Stores.
  - d. Towers One and Two to the extent that they cantilever into the extent of registration and including any wind mitigation requirements. This must include any variations from the Windtech memo referred to in the preamble of this permit.
  - e. Services plans documenting all electrical, hydraulic works and other infrastructure for the affected parts of the heritage place (Franklin Street Stores and Market Square).
  - f. Demolition works proposed for structures including but not limited to the waste receiving station in the carpark.
  - g. Signage including but not limited to tenancy and wayfinding signage. The design of wayfinding signage should be developed having regard for existing or HV-approved wayfinding/signage design for other parts of QVM.
18. Prior to the submission of construction ready drawings referred to in condition 19, and at a point sufficient to allow for discussion and potential changes, **landscape plans** must be prepared by the Landscape Architect approved at condition 10 and be submitted to the Executive Director for approval. This will reduce the potential for delays following the submission of construction ready drawings required at condition 19 and must refer but not be limited to Market Square including the shared pathway to the north of Franklin Street Stores, the areas beneath the north, west and east canopies of the Franklin Street Stores and the east west link beneath the south canopy of the Franklin Street Stores. The plans must include:
- a. All hard and soft landscaping works required in conjunction with the approved works.
  - b. All grading works required in conjunction with the approved works.
  - c. Any design elements such as fencing, steps, seating, planters, shade structures and lighting not addressed in the architectural documentation.
  - d. Any design elements relating to wind mitigation.
19. Prior to the commencement of each stage of works identified in the Staging Plan referred to in condition 14 final **construction ready (marked as such) plans** for the subject stage of works must be submitted to the Executive Director for approval. Once approved, they will be endorsed and will then form part of the permit. Drawings for multiple stages can be provided. The submitted drawings shall be generally in accordance with the documents listed in the permit preamble and reflect any changes agreed at conditions 17 and 18. The **construction ready plans** must address all demolition, conservation, new works, services and signage works.



To satisfy this condition (where relevant), a report by the **Heritage Consultant** reviewing the construction ready plans for their compliance with conservation works must be submitted for the approval of the Executive Director, Heritage Victoria.

To satisfy this condition (where relevant), a report by the **Lead Archaeologist** reviewing the construction ready plans for their compliance with non-disturbance of burials must be submitted for the approval of the Executive Director.

20. Within 18 months of the commencement of works approved by this permit, a **Heritage Interpretation Plan** for the Franklin Street Stores and Market Square must be prepared by a suitably qualified and experienced practitioner and be submitted to the Executive Director Heritage Victoria for approval. Once approved, it will be endorsed and will then form part of the permit. The works included in the endorsed Heritage Interpretation Plan must be implemented to the satisfaction of the Executive Director within the period of validity of the permit. The Bank Guarantee at condition 22 will be forfeited if the implementation of the endorsed Heritage Interpretation Plan is not completed.
21. Within 18 months of the commencement of works approved by this permit, **Tenancy Design Guidelines** for tenancy fitouts within the Franklin Street Stores must be prepared by a suitably qualified and experienced practitioner with input from the Heritage Consultant endorsed under condition 8 and be submitted to the Executive Director Heritage Victoria for approval. Once approved, the Guidelines will be endorsed and will then form part of the permit. The Guidelines should address but not be limited to internal and external works as well as outdoor fixtures and furnishings (fixed and loose), lighting and weather protection devices. The Guidelines should also address changes to the louvred windows and roof vents which would impact pressure equalisation. The Guidelines should be completed in consultation with the City of Melbourne.
22. Once endorsed the Guidelines must be submitted to the City of Melbourne and a letter of receipt must be provided to the Executive Victoria. The letter must confirm that the Guidelines will form part of tenancy leasing agreements associated with the Franklin Street Stores.

## **BANK GUARANTEES**

23. Within 12 months of the commencement of any of the works approved by this permit, or prior to commencement of any stage of works associated with the construction of the towers (excluding basement works), whichever comes first, the heritage consultant approved under condition 8 must prepare a costed schedule of conservation works identified as required for the exterior and interior of the Franklin Street Stores for the approval and endorsement by the Executive Director and once endorsed these works become part of the permit and must be completed within the period of validity of the permit. This schedule and drawings must generally be in accordance with 'QVM FSS Schedule of Conservation Works, P1 Issue (1)' (Lovell Chen, 7 June 2023) and 'QVM SDS Design Package DP.02 Franklin Street Stores, KTA-FS-A-P21-99-00, Rev' (KTA, 31 June 2023) listed in the preamble to this permit.
24. Within one month of the Executive Director's endorsement of the costed scope of conservation works for the Franklin Street Stores under condition 23 and as provided for under s.103 of the Heritage Act 2017, a financial security in the form of an unconditional Bank Guarantee in favour of the Heritage Council of Victoria (ABN 87 967 501 331), is to be lodged with the Executive Director. The period of validity of the Bank Guarantee is to be unspecified. The Bank Guarantee is to ensure the satisfactory completion of all the works required by condition 23 approved by the permit. The amount guaranteed must be equivalent to the cost shown in the approved schedules under condition 15 plus a 20% contingency sum (inclusive of GST). The bank guarantee must set out under the "contract/agreement" that the bank "asks the Principal to accept this bank guarantee ("undertaking") in connection with permit P36779."
25. Following completion of the conservation works required under condition 23, the approved heritage consultant must submit to the Executive Director for their approval, a brief written report confirming that the conservation works have been completed and the extent to which the completed conservation works conformed to good practice in their professional judgement.
26. The Bank Guarantee referred to in condition 23 will be released to its provider following receipt by the Executive Director of a written request by the permit holder, subject to the completion of all of the conservation works referred to in condition 23 and implementation of the Heritage Interpretation Plan referred to in condition 20 to the

satisfaction of the Executive Director and satisfaction of condition 20. The Bank Guarantee will be forfeited to the Heritage Council of Victoria in the event that all of these works are not completed to a satisfactory standard prior to the expiry date of this permit.

27. Prior to the commencement of any of the works approved by this permit, the heritage consultant approved under condition 8 must prepare a costed schedule of works relating to reinstatement of the canopy to the north, west and east elevations and partial reinstatement of the canopy to the south elevation of the Franklin Street Stores for the approval and endorsement by the Executive Director. Once endorsed these works become part of the permit and must be completed within the period of validity of the permit.
28. Within one month of the Executive Director's endorsement of the costed scope of canopy works for the Franklin Street Stores under condition 27 and as provided for under s.103 of the *Heritage Act 2017*, a financial security in the form of an unconditional Bank Guarantee in favour of the Heritage Council of Victoria (ABN 87 967 501 331), is to be lodged with the Executive Director. The period of validity of the Bank Guarantee is to be unspecified. The Bank Guarantee is to ensure the satisfactory completion of all of the works required by condition 27 approved by the permit. The amount guaranteed must be equivalent to the cost shown in the approved schedules under condition 27 plus a 20% contingency sum (inclusive of GST). The bank guarantee must set out under the "contract/agreement" that the bank "asks the Principal to accept this bank guarantee ("undertaking") in connection with permit P36779."
29. Following completion of the works required under condition 27, the approved heritage consultant must submit to the Executive Director for their approval, a brief written report confirming that the works have been completed.
30. The Bank Guarantee referred to in condition 27 will be released to its provider following receipt by the Executive Director of a written request by the permit holder, subject to the completion of all of the canopy works referred to in condition 27 to the satisfaction of the Executive Director and satisfaction of condition 27. The Bank Guarantee will be forfeited to the Heritage Council of Victoria in the event that all of these works are not completed to a satisfactory standard prior to the expiry date of this permit.

## Compliance monitoring

Has the permit been identified as a high or medium risk approval in accordance with Heritage Victoria's Internal Policy Guideline "[Compliance Monitoring Policy](#)"? Refer to the dot points on page 14 of the policy.

No

## Reviewed By:

Officer Name:

[REDACTED]

Officer Title:

[REDACTED]

Officer Signature:

[REDACTED]

Date:

15/12/2023

## Decision maker assessment

### Decision maker assessment and determination

I have considered the officer recommendation and have determined that a permit should be approved for the following reasons:

- The towers are the most impactful part of the proposed development but they are largely outside the extent of registration and cannot be considered under the *Heritage Act 2017*. Tower Three and the Queens Corner Building are wholly outside the extent of registration and Towers One and Two partially cantilever into the airspace above the Franklin Street Stores canopy. The basement of Towers One and Two is also partially within the extent of registration.
- The cantilever of Towers One and Two over the Franklin Street Stores canopy will have a limited impact on the cultural heritage significance of QVM when considered in the context of the place in its entirety.
- The proposed conservation works to the Franklin Street Stores are a positive heritage outcome and will remove unsympathetic accretions, reconstruct removed elements and return the Stores to an earlier and more appropriate appearance.
- Replacement of the existing carpark with public open space (Market Square) represents the former use of the place as a cemetery, is more respectful of the estimated 6,500 to 9,000 burials still remaining at the place and will be carried out in a way which will not substantially disturb the subsurface area.

Name:

[REDACTED]

Signature:

[REDACTED]

Date:

21/12/2023

### Conflict of interest declaration (decision maker)

I have considered whether there is a conflict of interest in determining this application and I have determined that I have:

*No conflict*

Name:

[REDACTED]

Signature:

[REDACTED]

Date:

21/12/2023