
HERITAGE PERMIT

GRANTED UNDER SECTION 114 OF THE
HERITAGE ACT 2017

Permit No: P35475

Applicant:



NAME OF PLACE/OBJECT: NO.2 GOODS SHED

HERITAGE REGISTER NUMBER: H0933

LOCATION OF PLACE/OBJECT: 733 BOURKE STREET AND 707 COLLINS STREET
DOCKLANDS, MELBOURNE CITY

THE PERMIT ALLOWS:

Demolition of the existing office buildings (Lantern and Pavillion) at the Collins Street interface to the No.2 Goods Shed and construction of two commercial office towers with basements. Demolition, dismantling and reconstruction of parts of the No.2 Goods Shed. Conservation and adaptation works including reconnection below Collins Street, reconstruction of the north end of the No.2 Goods Shed and partial reconstruction of the external loading platforms generally in accordance with the following documents:

- Bates Smart, GSP Architectural Drawings 1 (26 June 2025)
- Bates Smart, GSP Façade Design Guide 1 (26 June 2025)
- Bates Smart, GSP OVGA Design response (13 August 2025)

THE FOLLOWING CONDITIONS APPLY TO THIS PERMIT:

MODIFICATION TO PLANS

1. Prior to the commencement of any of the works approved by this permit, **amended plans** must be submitted for the written approval of the Executive Director, Heritage Victoria (**Executive Director**). The plans must be generally in accordance with the plans identified in the preamble to this permit but modified to show any changes required under the following conditions and incorporate the changes in the Bates Smart modified proposal dated 13 August 2025 including but not limited to:
 - a) Revised design of the towers including façade strategy and top of the core.
 - b) Revised design of the sky lobbies and increase in clear space between the shed roof and the underside of the sky lobbies.
 - c) Revised continuity of design and materials at the base of the towers and below Collins Street.
 - d) Revised stair, escalator, lift locations and design between Collins Street and Village Street.
 - e) Revised design below Collins Street including reduced smoke separation area and arrival space.
 - f) Revised details of the arrival point (former Place of Assembly) below Collins Street.
 - g) Details of the market space fitout to the northern end of the No.2 Goods Shed.
 - h) Details of the co-working space to the southern end of the No.2 Goods Shed.

GENERAL CONDITIONS

2. The permission granted for this permit will expire if one of the following circumstances applies: the permitted works have not commenced within three (3) 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 permitted works begins with onsite physical works.
3. The Executive Director is to be given five (5) working days' notice of the intention to commence the approved works in accordance with the Staging Plan required at condition 15.
4. 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 relevant 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.
5. Approved works or activities are to be planned and carried out in a manner which prevents damage to the registered place. 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.
6. All works must cease, and Heritage Victoria must be contacted if historical archaeological artefacts or deposits are discovered during any excavation or subsurface works.
7. The works approved by this permit must be carried out in their entirety unless otherwise agreed in writing by the Executive Director.
8. The Executive Director must be informed when the approved works have been completed.

ENGAGEMENT OF CONSULTANTS

9. 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 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 14 - 20, 25 - 29, 35, 36, 38, 40 and 41 of this permit.
10. Prior to the commencement of any of the works approved by this permit, a **Structural Engineer with relevant heritage experience** approved in writing by the Executive Director 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 15 - 19 and 21 - 24 of this permit.
11. Prior to the commencement of any of the works approved by this permit, a suitably qualified and experienced **Project Archaeologist** must be approved in writing by the Executive Director. The Project Archaeologist must help fulfil conditions 30-34 of this permit and provide relevant archaeological advice to the permit holder during the carrying out of those works.

12. Except with the written consent, and to the satisfaction of the Executive Director, **Bates Smart** must be retained to complete and provide architectural oversight during construction of the detailed design as shown in the endorsed plans and endorsed schedule of materials and finishes.
13. Except with the written consent, and to the satisfaction of the Executive Director, **Lovell Chen** must be retained to complete and provide heritage oversight during construction of the detailed design as shown in the endorsed plans and endorsed schedule of materials and finishes.

RECORDING

14. Prior to commencement of any of the works approved by this permit an **archival quality photographic survey** is to be prepared to record the heritage place. The survey must record the existing condition of the place including views from key exterior vantage points and key interior spaces and details which are to be visually and/or physically impacted by the development including but not limited to:
 - a) Long and short range views from Collins Street looking north and south from above Aurora Lane and Village Street.
 - b) Long and short range views from Aurora Lane and Village Street looking north and south including views of the full length of the No.2 Goods Shed.
 - c) Interaction/connection between the No.2 Goods Shed and the Pavillion and Lantern buildings, both internally and externally.
 - d) Collins Street undercroft.
 - e) Interiors of all heritage buildings and structures.
 - f) North and South elevation.
 - g) Any relevant architectural details.

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 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 two 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.

STAGING

15. 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 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 prior to the commencement of the works, as detailed in the conditions that follow. The Executive Director is to be given five working days' notice of the intention to commence each stage of the approved works. The Staging Plan must ensure that the following works are completed prior to the commencement of any works associated with the towers:

a) Reconstruction of the north end of the No.2 Goods Shed.

b) Conservation works to areas of the No.2 Goods Shed outside the footprint of the towers.

16. Prior to the commencement of each stage of works identified in the Staging Plan referred to in condition 15, 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 allowed for under this permit, and a work site layout plan. For the relevant stage of works, the Heritage Protection Plan must also include a dilapidation report (including images) to record the condition of the heritage buildings 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) Location of plant and materials loading and unloading.

d) Waste disposal from the site (including excavation and the location and servicing of skips).

e) Details of protection methods during demolition and construction works to protect heritage buildings and structures and landscape elements.

f) Storage strategy including location for elements to be dismantled and reconstructed.

g) Details of vibration monitoring consistent with conditions 22 - 24.

h) Documentation outlining the methodology for the dismantling, protection and temporary storage of elements proposed for temporary dismantling and reconstruction including notification in writing to the Executive Director at each stage.

i) Documentation outlining the permanent storage arrangements for elements which are proposed to be dismantled and not reconstructed.

j) Details of how the project workforce will be informed of the sensitivity of working at a heritage place during site induction processes.

k) 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, a **detailed design set of plans** (relating to conservation and architecture) documenting the proposed works must be submitted to the Executive Director for approval. Once approved, they will be endorsed and will then form part of the permit. Any works or variations which have been required by the

Building Surveyor should 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 submitted drawings shall be generally in accordance with the documents in the permit preamble and any changes required at condition 1, and should include but not be limited to:

- a) Details of demolition between the No.2 Goods Shed and the new development.
- b) Details of dismantling and reconstruction of elements to be retained.
- c) Conservation works to retained, reinstated, dismantled and reconstructed heritage fabric (internal and external).
- d) Architectural drawings for the towers.
- e) Façade strategy.
- f) Exterior and interior materials and finishes schedules.
- g) Landscape works including a schedule of ground treatment materials and colours, all proposed permanent elements including paving, platforms, seating and any other fixtures and any proposed plantings.

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, **services and infrastructure plans** documenting all external road works, civil, electrical and hydraulic works and infrastructure, and other physical infrastructure works as necessary to enable the development and its operation must be submitted to the Executive Director for approval. Once approved, they will be endorsed and will then form part of the permit.
19. Prior to the commencement of each stage of works identified in the Staging Plan referred to in condition 15 **final construction ready architectural drawings (marked as such)** and **final construction ready engineering drawings (marked as such)** 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 shown in the permit preamble and at condition 1 and should include but not be limited to items identified at condition 17.
20. Prior to the commencement of each stage of works identified in the Staging Plan referred to in condition 15, **a report by the Heritage Consultant** endorsed at condition 9, reviewing the relevant construction ready plans for their compliance with conservation works must be submitted for the approval of the Executive Director.
21. Prior to the commencement of each stage of works identified in the Staging Plan referred to in condition 15, **a report prepared by the Structural Engineer** endorsed at condition 10, must be submitted to the Executive Director for approval. Once approved, the report will be endorsed and will then form part of the permit. The report must document appropriate measures to ensure the protection and structural stability of the No.2 Goods Shed prior to and during the undertaking of the works. It must also include an assessment of the feasibility of the construction of the basement and the dismantling and reconstruction of elements to be retained.

STRUCTURAL AND VIBRATION MONITORING

22. Prior to the commencement of any of the works approved by this permit, the structural engineer approved at condition 10 must provide **a report on acceptable levels of vibration** that the No.2 Goods Shed can tolerate during construction. The report must also provide a reporting schedule and measures and protocols to be put in place if the vibration threshold is approached or exceeded. This report must be submitted to the Executive Director Heritage Victoria for approval. Once approved the report will be endorsed and will then form part of the permit.
23. Prior to the commencement of any of the works approved by this permit, **vibration monitoring equipment** must be installed under the guidance of the structural engineer approved at condition 10 to ensure vibration levels are monitored and maintained in accordance with the report endorsed at condition 21.
24. Prior to the commencement of any of the works approved by this permit, **a reporting schedule** prepared by the structural engineer approved at condition 10 must be submitted to the Executive Director for approval. Once approved, the schedule will be endorsed and will then form part of the permit. The schedule is to include regular inspections by the structural engineer throughout the duration of the works to ensure the No.2 Goods Shed is not compromised at any point during excavation, demolition, dismantling or construction. The Executive Director must be informed immediately if the structural stability of any part of the building is threatened.

INTERPRETATION AND SIGNAGE

25. Within 12 months of the commencement of works approved by this permit, a **Heritage Interpretation Plan** must be prepared by a suitably qualified and experienced practitioner and be submitted to the Executive Director for approval. Once approved, it will be endorsed and will then form part of the permit. The Heritage Interpretation Plan must include proposals for the appropriate interpretation of the history of the No.2 Goods Shed in the context of its nineteenth century setting, including didactic and site-specific responses incorporating historic images. Following endorsement, the Interpretation Plan is to be implemented on site prior to the expiration of the permit.
26. Prior to the implementation of the on-site interpretation, **a construction ready (marked as such) set of interpretation drawings** documenting the works generally in accordance with the Heritage Interpretation Plan approved at condition 25 must be submitted to the Executive Director for approval. Once approved, the drawings will be endorsed and will then form part of the permit. After its approval the interpretation works are to be implemented on site prior to the expiration of the permit.
27. Prior to the installation of new signage, a construction ready (marked as such) set of **signage drawings** showing the proposed content, materials, location and installation methods must be submitted to the Executive Director for approval. Once approved, the drawings will be endorsed and will then form part of the permit.
28. Within 24 months of the commencement of works approved by this permit, **Tenancy Design Guidelines** for tenancy fitouts within the No2. Goods Shed must be prepared by a suitably qualified and experienced practitioner with input from the Heritage Consultant endorsed under condition 9 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 must address all internal works and services.

29. Within one month of endorsement of the Tenancy Design Guidelines at condition 28, the owner must confirm to the Executive Director that the Guidelines form part of **tenancy leasing agreements** associated with the No.2 Goods Shed entered into after the original date of issue of this permit. Any works associated with individual tenancy fitouts for the No.2 Goods Shed will be subject to separate approval under the *Heritage Act 2017*.

MANAGEMENT OF ARCHAEOLOGY

30. Prior to the commencement of any sub-surface works, an **historical archaeological assessment** report which identifies whether the works may impact on archaeological remains associated with either the place or previous uses must be submitted to the written satisfaction of the Executive Director.
31. The Executive Director may require a **program of archaeological investigations and/or monitoring** to be conducted prior to or during site works.
32. If any significant historical archaeological features, deposits and or artefacts are uncovered during any site works, **a program of recording and reporting** must be undertaken in accordance with Heritage Victoria's *Guidelines for Investigating Historical Archaeological Artefacts and Sites* (2015), and to the satisfaction of the Executive Director. Any required project report must be submitted within 12 months of the completion of the archaeological investigations.
33. All historical archaeological artefacts recovered during investigations and site works must be retained, except where in accordance with an **Artefact Retention and Discard Policy**, endorsed by the Executive Director. The Applicant is liable for all expenses arising from the conservation of any significant historical archaeological artefacts that are recovered and retained, to the satisfaction of the Executive Director. A collection storage fee of \$100 per artefact box (standard size accepted by Heritage Victoria) will be required for the permanent storage and curation of any retained artefacts.
34. Prior to the commencement of any sub-surface works, **an unexpected finds protocol** must be submitted to the written satisfaction of the Executive Director and implemented to the written satisfaction of the Executive Director.

BANK GUARANTEE

35. Prior to the commencement of any of the works approved by this permit, the heritage conservation consultant approved under condition 9 must prepare **drawings and a costed schedule of conservation works** as required for the exterior and interior of the No.2 Goods Shed. The schedule and drawings must generally be in accordance with the documentation listed in the preamble and at condition 1 of this permit. The works are to be costed by a cost consultant/quantity surveyor and submitted to the Executive Director for approval. Once approved, the costed schedule of conservation works will be endorsed and will then form part of the permit.
36. Prior to the commencement of any of the works approved by this permit, the heritage conservation consultant approved under condition 9 must prepare **drawings and a costed schedule of works for the reconstruction of the north elevation** of the No.2 Goods Shed. The works are to be costed by a cost consultant/quantity surveyor and submitted to the Executive Director for approval. Once approved, the costed schedule of conservation works will be endorsed and will then form part of the permit.

37. Prior to the commencement of any of the works approved by this permit and if the works identified in conditions 35 and 36 are not completed in the first stage of works under condition 15 a financial security in the form of an unconditional **Bank Guarantee** in favour of the Heritage Council of Victoria (ABN 87 967 501 331), as provided for under s.101A of the *Heritage Act 2017*, 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 conservation works required by condition 35 and all of the reconstruction works required by condition 36. The amount guaranteed must be equivalent to the cost shown in the approved conservation schedule under conditions 35 and 36 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 P35475.
38. Following completion of the conservation works required under condition 35 and the reconstruction works required under condition 36, the heritage conservation consultant approved under condition 9 must submit to the Executive Director, for their approval, **a brief written report confirming that the conservation works have been completed** in accordance with the endorsed schedules at conditions 35 and 36.
39. The **Bank Guarantee referred to in condition 37 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 works referred to in conditions 35 and 36 to the satisfaction of the Executive Director. A relevant portion of 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.

COVENANT

40. A draft **Heritage Management Plan** (HMP) must be lodged with the Executive Director for review within six (6) months of the commencement of any of the works approved by this permit. The draft HMP must include strategies and a regular maintenance schedule for the long-term maintenance and management of the interior and exterior of the No.2 Goods Shed.
41. A **final version of the HMP** is to be completed within six (6) months of completion of the conservation works identified in Conditions 35 and 36 for approval by the Executive Director. Once approved, the HMP will be endorsed and will become part of the permit.
42. Prior to the commencement of any of the works associated with the construction of the towers, the landowner must **enter into a covenant with the Heritage Council of Victoria** in accordance with section 134 of the *Heritage Act 2017*. The covenant must be registered on all Titles within the extent of registration for the No.2 Goods Shed. The draft Heritage Covenant is provided with the issue of this permit, and the permit holder must prepare the final version for written approval of the Executive Director before progressing notice and entering into the Heritage Covenant in accordance with sections 137 and 138 of the *Heritage Act 2017*. The owner must as soon as practicable after entering into the Heritage Covenant, apply for recording of the covenant to the Registrar of Titles in accordance with section 139A of the *Heritage Act 2017*. On receipt of the Titles showing the Heritage Covenant recorded the Executive Director will consider this condition satisfied.

The covenant is to:

- a) Provide for a regular maintenance schedule through the endorsed HMP required under condition 41.
- b) Ensure the ongoing use of the No.2 Goods Shed for cultural, collaborative and community uses that allow seven day per week public access including:
 - i) No.2 Goods Shed (north): A marketplace with the space largely returned to its original appearance.
 - ii) Central space: An arrival point with comprehensive interpretative installation documenting the history and significance of the No.2 Goods Shed and the wider Docklands area.
 - iii) No.2 Goods Shed (south) A collaborative space for education related uses with the space returned to the original visually unobstructed volumetric form.
- c) Prohibit any further development above the remainder of the registered place (No.2 Goods Shed VHR H0933).
- d) Ensure the retention of the external presentation of the sky lobby boxes facing Collins Street as unadorned surfaces. No internal or external signage, internal fixed or built-in furniture or attachments to glass face is permitted.

NOTE THAT PERMISSION HAS BEEN GIVEN FOR INSPECTIONS OF THE PLACE OR OBJECT TO BE UNDERTAKEN DURING THE CARRYING OUT OF WORKS, AND WITHIN SIX (6) MONTHS OF NOTIFICATION OF THEIR COMPLETION.

TAKE NOTICE THAT ANY NATURAL PERSON WHO CARRIES OUT WORKS OR ACTIVITIES NOT IN ACCORDANCE WITH THE PERMIT OR CONDITIONS IS GUILTY OF AN OFFENCE AND LIABLE TO A PENALTY OF 120 PENALTY UNITS (\$21,808.80 FROM 1 JULY 2021) OR IN THE CASE OF A BODY CORPORATE 600 PENALTY UNITS (\$109,044 FROM 1 JULY 2021) UNDER s104 THE HERITAGE ACT 2017.

WORKS UNDERTAKEN WITHOUT A PERMIT OR PERMIT EXEMPTION CAN INCUR A FINE OF UP TO 4800 PENALTY UNITS (\$872,352 FROM 1 JULY 2021) FOR A NATURAL PERSON OR 5 YEARS IMPRISONMENT OR BOTH AND UP TO 9600 PENALTY UNITS (\$1,744,704 FROM 1 JULY 2021) IN THE CASE OF A BODY CORPORATE UNDER SECTION 87 OF THE HERITAGE ACT 2017.

THE ATTENTION OF THE OWNER AND/OR APPLICANT IS DRAWN TO THE NEED TO OBTAIN ALL OTHER RELEVANT PERMITS PRIOR TO THE COMMENCEMENT OF WORKS.

Date Issued:

23 July 2026

**Signed by the Executive Director, Heritage
Victoria**



A handwritten signature in black ink, appearing to read "Steven Avery". The signature is fluid and cursive, with a long horizontal stroke at the bottom.

Steven Avery
Executive Director
Heritage Victoria