

S&J INDUSTRIAL ESTATE ECODISTRICT™ DECLARATION OF COLLABORATION

31 March 2022



Proudly developed by:



S&J INDUSTRIAL ESTATE ECODISTRICT™

DECLARATION OF COLLABORATION

Originally adopted on the 7th of September 2021¹ by the board of the S&J NPC, representatives of the Co-Ownership and the respective Steering Committee Representatives of the S&J EcoDistrict that participated in the development processes to date.

INTENT

The Declaration of Collaboration, while not a binding legal contract, is nonetheless a statement of the good faith and commitment of the undersigned parties as coordinated team of individuals and representatives of the respective organisations committed to collaborate in the advancement of the S&J Industrial Estate EcoDistrict² by taking all actions necessary to implement the S&J Industrial Estate Master Development Plan as well as the EcoDistricts Roadmap successfully.

DISTRICT & BACKBONE ORGANISATION(S) DESCRIPTION

The S&J Industrial Estate is a newly formed site consisting of a portion of the Remaining Extent of Portion 2 of the farm Elandsfontein No 90, Registration Division IR, Province of Gauteng, Republic of South Africa on which the proposed Jupiter Extension 9, 10, 16-28, 30-34 Townships will be established. The properties are located within the jurisdiction of the Ekurhuleni Metropolitan Municipality and covers a land area of approximately 160ha. Refer to Exhibit A for a map of the agreed S&J Industrial Estate EcoDistrict Boundary.

The S&J Industrial Estate development is driven by the three current co-owners of the site³: Redefine Properties Limited⁴, The Pivotal Fund Limited⁵, and GGP Investments Proprietary Limited⁶ governed through a Co-Ownership Agreement. This agreement has been in place since 2018 and ensures that a common agenda regarding the development of the S&J industrial Estate is implemented. The S&J Industrial Co-Ownership was *inter alia* responsible for the preparation of the S&J Master Development Plan; to ensure the long-term management of the assets, and to conduct all such other activities as may be necessary or desirable for or ancillary to the purposes of the successful execution of the Project⁷.

During the development and at least as part of the ongoing construction and development phase of the Estate, the Co-Ownership will participate as a prominent role-player and stakeholder in the EcoDistrict processes; but the Backbone Organisation that will actively drive all EcoDistrict processes until it reaches EcoDistrict Certified status and beyond will be the S&J NPC.

The S&J Industrial Estate Owners Company Not-For-Profit Company (NPC)⁸ was created to represent all 'members' or registered owner(s) of any erven within the 'Estate'⁹. It is envisioned that the NPC will take complete ownership as the Backbone Organisation of the S&J EcoDistrict in full when the

¹ The second revision was adopted and resubmitted for endorsement on the 31st of March 2022.

² Also referred to as the S&J EcoDistrict.

³ This Co-Ownership shall be known and will conduct its business under the name and style "S&J Industrial Co-Ownership".

⁴ Registration number: 1999/018591/06

⁵ Registration number: 2015/030215/06 - it should be noted that Abland takes on the role of development manager and project manager on the S&J development, and reference from here on would be directly to Abland as the implementation partner.

⁶ Registration number: 2015/216964/07

⁷ Refers to the S&J Industrial Estate development.

⁸ Referred to as the S&J NPC from this point forward. Registration Number 2018/364144/08.

⁹ Refers to the estate to be developed on the Land comprising the Erven and the Common Property and to be known as S&J Industrial Estate.

current Co-Ownership have fulfilled their development obligations, should they choose to step away completely from this project.

The S&J NPC will be the main, long-term coordinator and implementor with related fiduciary responsibilities linked to the overall management of the Estate and it would also be tasked with the implementation of all EcoDistrict projects and programs, facilitating fundraising support as well as technical assistance for projects that might require external support for success.

While development is actively taking place, a solid working relationship between the S&J NPC and the Co-Ownership will be put in place to ensure that all required roles, responsibilities and workplans are operationalised to start driving the implementation of the EcoDistrict roadmap at least with a short- to medium term timeline dependent on market take-up of the S&J Industrial Estate.

The S&J NPC and Co-Ownership Partnership has convened a Steering Committee (consisting of a Core Working Group and a Planning & Implementation (P&I) Team), which supports the creation and functioning of the EcoDistrict in the following roles:

- **SOUNDING BOARD/BRAIN TRUST:** This is a critical function that that full Steering Committee fulfils.
- **LIAISON TO PARTNER ORGANIZATIONS:** Many Steering Committee members (CORE and P&I) are employed by organizations that form the Co-Ownership or their partner organisations that have positively impacted the S&J EcoDistrict. The Steering Committee provides a connection to decision makers within those organizations.
- **GENERAL OUTREACH:** Steering Committee members participate in boosting EcoDistrict visibility and sharing current messaging broadly in the community. Roles might include writing a blog post, hosting small gatherings, or getting S&J EcoDistrict (or Co-Ownership or S&J NPC) staff on the agenda to speak with a local group.
- **SPONSORSHIP DEVELOPMENT:** A sponsorship program could provide funding for the S&J EcoDistrict projects and strategies. Steering Committee members could help to secure sponsorships from corporate interests with whom they may have a connection.
- **STEERING COMMITTEE DEVELOPMENT:** Sitting members of the Steering Committee could help to recruit a diversity of talent to broaden and deepen the group's expertise.
- **PROJECT OUTREACH:** Some of the S&J EcoDistrict projects might have specific outreach objectives. Steering Committee members assist with outreach to specific audiences capable of advancing project objectives.
- **WORKING GROUPS:** Working groups are formed on an ad hoc basis to complete specific scopes of work.

The Steering Committee was created to provide capacity to the S&J NPC to undertake all relevant investigative work associated with the development of the S&J Industrial Estate EcoDistrict, to identify suitably qualified individuals that could provide appropriate input into the various documents needed as part of the certification process, and to provide a platform for the integration of multi-sourced information that will inform the Roadmap and associated interventions to reach carbon neutrality at a future date. In essence, the Steering Committee is a strategy development, information vetting and documentation development forum. Once the Steering Committee is satisfied that all necessary elements associated with the S&J Industrial Estate and EcoDistrict Protocol requirements have been met, they will reach consensus that the documentation be sent for approval by the relevant board structures of the S&J NPC.

BACKBONE ORGANIZATION ROLE & RESPONSIBILITIES

The S&J NPC will be the Backbone Organisation for the S&J EcoDistrict. It is however envisioned, that as the Development Driver, the Co-Ownership which was responsible for *inter alia* land acquisition, securing appropriate development rights and for the development of site infrastructure and therefore the primary steward of the S&J Master Development Plan, will play an active role in the organisational structure of the Backbone Organisation in a meaningful way, at least until all development works is completed on site.

In terms of the two parties' responsibilities toward the S&J Industrial Estate EcoDistrict, the S&J NPC and Co-Ownership commits to participate in the Organisational Structure in the following ways:

Organisational Structure:

- The S&J NPC will nominate at least (1) representative as Champion for the EcoDistrict processes with the Co-Ownership nominating a co-champion.
- The S&J NPC will nominate 50% of the Steering Committee members and the Co-Ownership will identify 50%. The Steering Committee currently consists of approximately 20 representatives.
- All representatives nominated by both parties should attend all the S&J Industrial Estate EcoDistrict Steering Committee¹⁰ meetings. The S&J NPC will set the agenda while the Co-Ownership will contribute to the agenda from a development driver perspective and will provide the S&J NPC with interim updates on content that could impact the agenda via email as needed.

Advancing the S&J Industrial Estate EcoDistrict Vision:

- The S&J NPC will facilitate the development and adoption of the S&J Industrial Estate Roadmap as the guiding document for immediate implementation and adaption.
- The S&J NPC will seek funding or identify the suitable portion of the levy structure to support the S&J EcoDistrict representatives with immediate implementation, and ensure effective financial planning and consideration is in place in support of appropriate S&J NPC support staff to oversee EcoDistrict-specific project implementation and management as necessary.
- The Co-Ownership will serve as fiscal agent until the S&J NPC is solely responsible for project planning and implementation, except for specific instances where a different organisation is better suited for this role.
- The Co-Ownership will support the S&J NPC who is best suited to lead specific S&J EcoDistrict project implementation and/or programming.
- The S&J NPC will incubate projects and programs not within the most current version of the S&J Master Development Plan if they are aligned with the S&J EcoDistrict Roadmap and the S&J EcoDistrict Imperatives Commitment.
- The S&J NPC will update the S&J EcoDistrict Roadmap on a biennial basis guided by community feedback and indicator data reporting.

Community Engagement

- The S&J NPC will convene the S&J Industrial Estate community¹¹ in quarterly community meetings that are open to all and provide updates on EcoDistrict activities.
- The S&J NPC will clearly communicate all EcoDistrict meetings, planning, and implementation efforts to the S&J EcoDistrict community and the public.
- The S&J NPC will commit to continuous learning, relationship building, and leadership development.
- The S&J NPC will actively collect and share relevant, relatable, and understandable data pertaining to the S&J EcoDistrict to guide decision making and demonstrate progress.

DECISION-MAKING PROTOCOL

Decision-making Principles

The S&J EcoDistrict will be the vehicle for sustainable community development through which stakeholders will have the opportunity to participate in shaping a collective future that benefits the S&J community equitably, with the S&J NPC acting as the implementing and facilitation agent¹². The following principles are to be employed in the decision-making process:

¹⁰ During the certification process it is envisioned that this will consist of representatives of the Co-Ownership, but it is expected that once the sites within the Estate is developed, leased, or sold, this will be formalised to include the wider members of the NPC.

¹¹ More information on the definition of 'community' for the purposes of the S&J EcoDistrict is set out in the Imperatives Commitment document, but this in brief refers to all owners, tenants, employees, and service providers linked to the ongoing growth, development, and ongoing operational management of the S&J Industrial Estate EcoDistrict.

¹² With the Co-Ownership playing a participatory role until such time as the development processes are concluded.

- **Public.** Meetings and events are to be all-ages¹³ and open to the S&J EcoDistrict community. The locations of meetings are to be accessible and connected by public transportation¹⁴. Meetings are to be advertised in multiple forms of print and digital media relevant to the S&J community. Meetings will be scheduled by the S&J NPC in line with a programme that is discussed periodically with the Co-Ownership and other stakeholders.
- **Independent.** The S&J NPC will set the agenda, with input from the Co-Ownership. Where necessary, an independent facilitator could assist with the development of such agendas and meeting content to ensure that it responds to and builds on stakeholder input.
- **Non-hierarchical.** All participants are to have equal points of input at meetings and events with a non-hierarchical participation structure.
- **Iterative.** Proposals for the S&J EcoDistrict are not to have a single point of decision-making but are to be developed over multiple rounds of presentation, comment, and revision through an iterative process.
- **Transparent.** Feedback sessions for the S&J EcoDistrict are to be conducted in open forum settings and shared publicly. The iterative process, potentially through the leadership of an independent facilitator is to demonstrate how and why proposals are updated and refined at each public event. Progress for the S&J EcoDistrict's Implementation Phase is to be reported transparently to establish accountability.
- **Living.** The S&J EcoDistrict Roadmap is to be continuously refined at each public meeting and event. Once published, the S&J EcoDistrict Roadmap is to be updated on a biennial basis and be managed as a living document.

Decision-Making Body

In the Roadmap phase, the S&J EcoDistrict will continue utilizing a series of interactive and iterative workshops, to collectively decide the content of the roadmap plan, as well as which organisation is best suited for each implementation project. Project implementation will then be stewarded by the selected organisation through the rules that govern their organisation.

Decisions relevant to jointly funded collective efforts of the S&J EcoDistrict are to be made by the S&J NPC, in conjunction with the Co-Ownership (as the Development Driver), the Steering Committee, or duly mandated representatives at regularly scheduled quarterly meetings. In this case, S&J EcoDistrict Steering Committee will remain the overarching strategy development, information vetting and documentation development forum with the board of the S&J NPC and the respective boards of the Co-Ownership being responsible for all final decision-making. Collective funding opportunities for joint efforts are to be communicated via email or at quarterly meetings. The decision to move ahead with funding opportunities can be made through email, in-person, or virtual voting at quarterly meetings. Any changes to planned fund uses are to be approved through majority vote via email or at quarterly meetings.

Other decisions by the Steering Committee, limited to the mandate that they have been provided with, are made by consensus among members attending a meeting where a simple majority of members is present. Notes from meetings, including decisions, are distributed to members.

Once certification is secured, quarterly reports of relevant S&J EcoDistrict efforts are to be created by the relevant representative of the S&J EcoDistrict Backbone Organisation following the quarterly meetings, stored in a shared Google Drive folder¹⁵, and reported to the public during quarterly community meetings. Reports are to be developed with information provided by the S&J EcoDistrict Steering Committee.

In the Performance phase, projects for the S&J EcoDistrict are to conduct an engagement process and obtain input from relevant stakeholders. As the primary steward of the S&J EcoDistrict Master Development Plan, the Co-Ownership (with an immediate hand-over process to the S&J NPC to be instituted) is to report on progress at a quarterly community meeting. Projects that are designated

¹³ Suitable to the context of an industrial estate to ensure participant safety.

¹⁴ In the presence of ongoing covid-19 challenge it is the recommendation that online meetings be pursued to ensure community health and safety guidelines are adhered to.

¹⁵ Or another platform deemed appropriated.

to be implemented by the Co-Ownership (if development focussed), or the S&J NPC or in collaboration with the Co-Owners where a call for shared-ownership or responsibility is called for, are to form committees where participation is open to all.

As part of the EcoDistrict processes, a two-part Steering Committee was created with the authorisation from the S&J NPC and the Co-Ownership with the express purpose to advise on matters relating to the S&J EcoDistrict project. The full Steering Committee (both CORE and P&I) does not have fiscal oversight responsibility and is completely voluntary in nature.

The specific function of the Core Working Group include:

- Representing diverse community interests in shaping and updating the vision, goals, and projects of the S&J EcoDistrict and tracking progress toward achieving its goals.
- Providing technical advice and/or assistance for the development and implementation of the S&J EcoDistrict programs and/or projects.

The specific function of the Planning & Implementation Team include:

- Acting as the interim decision-making sounding board to discussions undertaken as part of the EcoDistrict development processes.
- Assisting the S&J NPC and where relevant, Co-Ownership company staff in the operationalisation or organizing task groups and subcommittees for focused work to develop and implement S&J EcoDistrict initiatives.
- Participating in recruiting and affirming new members of the Steering Committee.
- Engaging with the S&J NPC and Co-Ownership Boards as required to secure final decisions on issues that fall beyond the scope of the Steering Committee.

The Steering Committee members offer recommendations for the S&J EcoDistrict programs and provides information relevant to policy about the S&J EcoDistrict to the S&J NPC and respective Co-Ownership Board of Directors via company staff. It is the role of the respective Board of Directors with specific reference to the S&J NPC to enact policy and to facilitate the enactment of policy by tenants and all tenants and building owners within the S&J Industrial Estate EcoDistrict.

Members of the Steering Committee represent expertise related to equitable development and/or interests within the S&J EcoDistrict. Members are asked to serve a minimum of two years. There is no term limit. Individual members are expected to contribute in the following ways:

- Advocate on behalf of the EcoDistrict within personal and professional spheres of influence.
- Attend regular Core and/or P&I Team meetings.
- Participate in ad hoc Core and P&I Team meetings and/or other EcoDistrict-related efforts outside of regularly scheduled meetings.

Process For Adding And Removing Members

Members are added to the Core and/or P&I Team on a rolling basis with a two-year commitment beginning with the member's attendance of his/her first meeting as a member. Prospective members are nominated by active Core and/or P&I Team members or Co-Ownership¹⁶ company staff and reviewed by the Steering Committee and affirmed by the Core and P&I Team members.

To nominate a new member, the person's name, affiliation, and short biography should be submitted via email to the Steering Committee along with a brief rationale for that person's inclusion. For example, what expertise or other assets will they bring to the body? Considering placement of the member on the Core or P&I Team, the Chairperson will review nominations and make recommendations on nominees to the Steering Committee at that body's following full meeting. Following discussion, if the Steering Committee elects to invite a new member, the nominee's name and resume will be sent to the full Steering Committee. Given no objections, the member will be invited to officially join.

¹⁶ And S&J NPC Staff in the longer term.

Alternates

Core and P&I Team members are asked to nominate alternates who will attend meetings and participate in lieu of a sitting member in the case of that member's extended absence due other conflicting obligations.

STAKEHOLDERS: DESCRIPTIONS, ROLES, RESPONSIBILITIES, & RESOURCES

The S&J Community

As mentioned in an earlier paragraph, the S&J Industrial Estate is a new, private sector-driven development at early stages of roll-out. The current community is therefore formed by the S&J NPC, the Co-Ownership tenants, employees (direct and indirect), suppliers, and service providers.

The Estate will accommodate logistics, manufacturing, warehousing, and distribution centres. S&J offers bespoke developments for lease, turnkey sales, joint venture development and land sales to owner-occupiers.

The first phase infrastructure has been installed and has allowed for the phased release of development sites totalling 160ha. Situated in the South-Eastern corridor of Johannesburg adjacent to the N3 & M2 highways, S&J offers great visibility and convenient access to and from the M2, N12, N17 & N3 highways, within a 24-hour access-controlled precinct with fibre connectivity.

The intent behind the S&J Industrial Estate is to set the benchmark for industrial precincts in South Africa and incorporating the EcoDistricts Protocol into their initial planning stages seem essential to ensure that S&J set the gold standard for all Industrial Estate developments of the future.

Responsibilities

The responsibilities of the parties that are regarded as important stakeholders to the S&J Industrial Estate EcoDistrict is listed throughout this document and does not warrant to be repeated here.

Resources

Funding and resources in terms of staff, specialist investigations, research, and marketing capacity as well as engagement with the public sector is driven by the S&J NPC as the backbone organisation responsible for the S&J Industrial Estate EcoDistrict.

All costs, investments or other funding requirements are shared by the three current co-owners of the site: Redefine Properties Limited, The Pivotal Fund Limited, and GGP Investments Proprietary Limited in a 45%-45%-10% split. This arrangement will remain in place until more owners become part of the NPC and the participation arrangement is a) revisited, or b) will continue as per the original arrangement but with the S&J NPC recouping costs from all owners through a levy mechanism. This decision is currently being considered.

The three co-owners have also instructed the Steering Committee members to make themselves available for all EcoDistricts related activities, meetings, and workshop sessions to ensure that all decisions and discussions have appropriate representation from all parties. The minimum time requirements linked to meetings are set out in the earlier sections of this document to provide insight into the anticipated commitment that has already been made.

Specific budget items linked to any strategies, projects or programmes that can be linked to the implementation of the Roadmap will be unpacked in more detail in the Roadmap document itself.

Ongoing marketing activities are also being effectively driven by the S&J Industrial Estate EcoDistrict Communications Team marketing team, specifically as it relates to the S&J Industrial Development and will be increased to refer specifically to the S&J EcoDistrict in a more direct manner.

IMPERATIVES COMMITMENT ALIGNMENT

The organizations and individuals signing this document are committed to building and sustaining the capacity of the S&J EcoDistrict for advancing equity, strengthening community resilience, and addressing climate change at the local scale.

Equity: We are committed to equity in the ongoing evolution and performance of the S&J EcoDistrict, including its staffing, governance structure, establishment of objectives, development and tracking of indicators, prioritization of strategies, and implementation of projects.

Resilience: We are committed to building resilience knowledge and expertise that empowers action through effective organisations and networks, enabling people, businesses, and places to thrive when confronted with social, economic, and environmental stresses and shocks.

Climate: We are committed to aligning our goal of future carbon neutrality with targets and benchmarks linked to those set out by the City of Ekurhuleni as a minimum¹⁷. We will actively be building a pathway to carbon neutrality by addressing direct and indirect operational CO₂ emissions from energy use in buildings, water systems and infrastructure, solid waste, wastewater management, and transportation as our development pipeline itself becomes clear.

¹⁷ Which include the following: 25% reduction in fossil fuel energy use; 20% reduction in private fossil fuel vehicle kilometers travelled; 20% improvement in water security; 50% reduction in waste sent to landfill; 20% reduction in greenhouse gas (GHG) emissions.

SIGNATORIES

This declaration will renew each year without notice or review unless the S&J NPC requests that the declaration be reviewed. If a signatory wishes to terminate this declaration, termination requires a majority vote from the board of the S&J NPC.

Mandated Signatories: **S&J Industrial Estate EcoDistrict NPC Trustees:**

Redefine Properties Limited, represented by:

Johann Nell

Johann Nell

National Asset Manager

johannn@redefine.co.za

GGP Investments Proprietary Limited, represented by:

Roan Stewart

Roan Stewart

Asset Manager

stewart@abreal.co.za

and **The Pivotal Fund Proprietary Limited**, represented by:

Joshua van Tonder

Joshua van Tonder

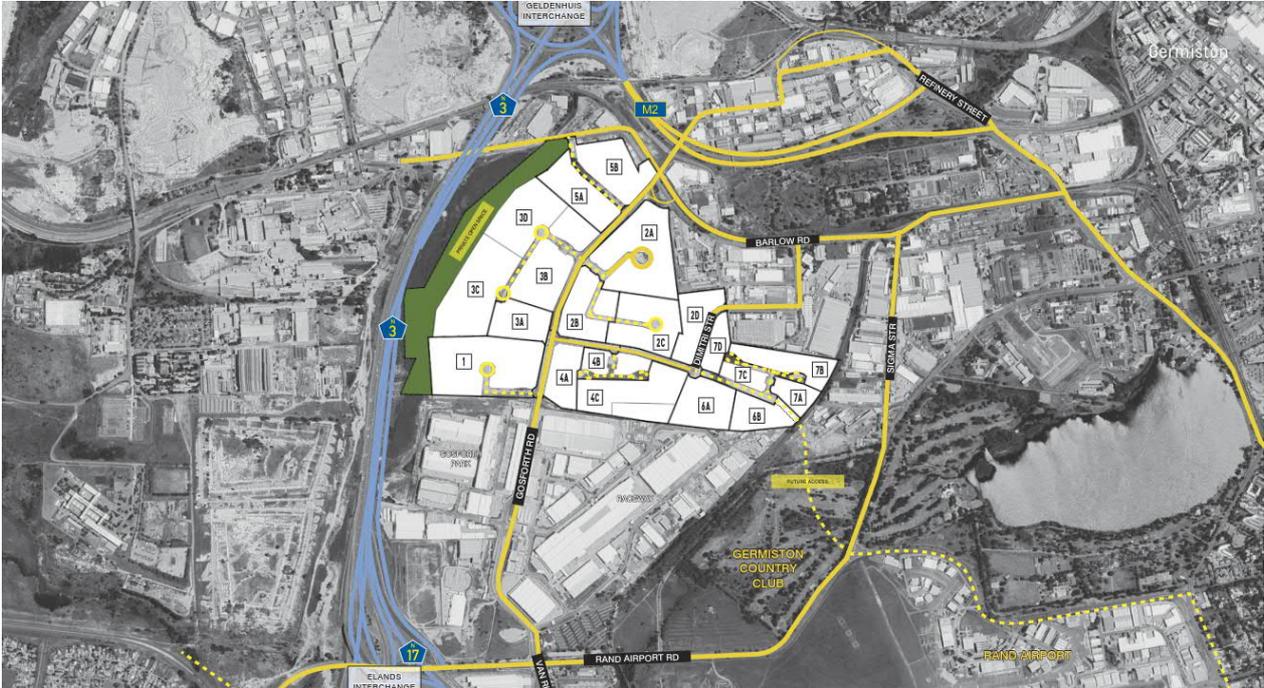
Development Manager

joshua@redefine.co.za

EXHIBITS

A. DISTRICT BOUNDARY:

The S&J EcoDistrict boundary is clearly shown in the map below. The EcoDistrict will only include internal properties, roads, common areas as well as the green private open private open space marked on the west of the site should this become part of the formal property at a later date. Currently the wetland ownership resides outside of the S&J Industrial Estate EcoDistrict NPC.



B. PRELIMINARY COMMUNITY ASSET MAP:

The table below provides an integrated, preliminary EcoDistrict asset map that will be further expanded on in the Road mapping process. The table is supported by two maps created to show the proposed EcoDistricts with an 800m/half-mile sphere of influence to create additional context for the reader.

Table 1: Interim Assets of the S&J EcoDistrict¹⁸

Primary Asset - Located and controlled within S&J	Secondary Asset - Located in S&J and controlled outside S&J	Tertiary Asset - Located and controlled outside S&J
Community ¹⁹		
Socio-Economic Assets		
Organisational		
		EMM Emergency Services (SAPS, Fire Services, Ambulance Services)
		EMM Waste Management Services
Physical		
		Transport Network (including air, road & rail) - refer
		City Deep
		Germiston Golf Club
		Victoria Lake

¹⁸ The intent of the roadmap will be to give guidance on which future assets link to the various priorities and as part of the performance phase feedback, the S&J EcoDistrict will be reporting on progress made in developing the different assets as part of the overall development roll-out.

¹⁹ The reference to 'community' here is not as part of the EcoDistrict community but rather as a reference to refer to the wider regional area that could be linked to projects within the S&J EcoDistrict. Some of the elements listed here might have an impact on the proposed EcoDistrict in operational activities but are not regarded as crucial participants required to facilitate the creation of the EcoDistrict as these also fall beyond the 800m or half-mile sphere-of-influence of the proposed EcoDistrict.

Primary Asset - Located and controlled within S&J	Secondary Asset - Located in S&J and controlled outside S&J	Tertiary Asset - Located and controlled outside S&J
		Germiston Aquatic Club
		Simmer Analina Club
	ESKOM Power Supply	
EcoDistrict		
Socio-Economic Assets		
Winding House - main and secondary halls, smaller venues, back of house, existing shaft which will become a new feature and potential photo shoot location		
Landscaped events court, upstairs event space and rooftop, painted glass-framed courtyard		
Organisational		
S&J NPC and S&J site office		Co-Ownership Organisations
Physical		
Street Furniture (bins, benches, taxi/bus shelters, street lighting)	S&J Wetland (controlled from within but ownership vests externally)	
S&J Primary Gatehouse (1) - with change rooms, boardroom and office, lounge and display area, services and storage rooms, control room and access control		
Secondary Gatehouses (4) with ablution, battery room and access control		
Retail centre (with anchor shops, sub-anchor shops, line shops, ablutions, and fast food/restaurants)		
Promotions court, piazza, parking, and kiosk		
S&J rehabilitated groundwater project		
Green streetscape		
Stormwater system		