

GENERAL FORM OF APPLICATION

Te Ture Whenua Māori Act 1993

Section(s) 135, 137 & 244

(State number of section(s) under which application is made)

For more information visit www.justice.govt.nz/courts/maori-land-court

RESET FORM

WHAT IS THIS FORM FOR?

Applications that do not have a prescribed form in the rules must be completed using this form. This form is designed to be generic and allow for different types of application under Te Ture Whenua Māori Act 1993.

HOW TO FILE AND COMPLETE THIS APPLICATION FORM

- (i) This form must be accompanied with the appropriate application fee (if any) and may be filed at any office of the Court (with the exception of an application seeking leave to appeal out of time which must be lodged in the Office of the Chief Registrar);
- (ii) As this is a general application form, please ensure that all information required on the form is completed;
- (iii) If the order sought is against one or more other parties you must supply the names and contact details of those parties;
- (iv) Where tick boxes are provided please ensure you tick all those boxes that apply to your application, unless you are required to select one box, then only select the box that applies;
- (v) If there is insufficient room on the form to provide all the required information you should continue your application on a separate sheet of paper; and
- (vi) Additional information – in addition to completing this form, if the application requires you to provide further information you must include all documents, information or evidence you wish the Court to consider.

Office use:

Application: ACCEPTED / REFUSED

Dated:

Signed:

Name:

Designation:

AFFECTED PARTIES:

Are there any parties who will be affected by this application? (affected parties include any owners, beneficiaries or occupiers of the land who have an interest that may be affected by this application)

YES (Complete the list of affected parties by providing their name and contact details) NO

Preferred place of hearing: **Whangārei ROTORUA**

Signature of Applicant(s):

*The Trustees by their solicitor
agent of Graeme Dennett*

Dated: 29 9 '07

Dated: 1 1

CONTACT DETAILS

Contact Address:

The address of the trustees is at the rooms of the solicitor for the trustees Graeme Dennett 12A Robertson St Rotorua P O Box 644

(Address to which documents or correspondence in connection with the application can be posted or delivered)

Phone Number(s):

Home: Work: 07 3484401

Mobile: Fax: 07 3484406

Email Address: graeme@graemedennett.co.nz

NOTE: Where fax or email addresses are given these may be used as a means of notice and service.

Fee: \$

(Depending on the type of application a fee of \$20.00, \$60.00 or \$200.00 may apply. If you are unsure of the fee that applies please contact your local Māori Land Court office for further assistance)

MĀORI LAND COURT CONTACT DETAILS

Applications should be lodged with the Registrar In the Māori Land Court District in which some or all of the lands or the subject matter of the application is located.

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WHANGĀREI

PH: (09) 983 9940
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CHRISTCHURCH

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LIST OF AFFECTED PARTIES

The names and contact details of persons, groups or authorities who you think have an interest that might be affected by this application

Name **As set out in the attachment annexed hereto**

Postal Address

Email Address

Phone No.

Name

Postal Address

Email Address

Phone No.

Name

Postal Address

Email Address

Phone No.

Name

Postal Address

Email Address

Phone No.

Name

Postal Address

Email Address

Phone No.

Name

Postal Address

Email Address

Phone No.

TE TURE WHENUA MAORI ACT 1993
SECTIONS 135, 137 & 244

BLOCK
Tumu Kaituna 14

APPLICATION

The Trustees of Tumu Kaituna 14 Trust APPLY for the following Orders,

1. A Status Order under Section 135 to change Maori freehold land to general land in accordance with Section 137 of the Act in respect of that part of Tumu Kaituna 14 Block containing 55.48 hectares shown and described on the framework plan annexed together with the roadways shown on the plan and together with land as required for utilities and services [the Land].

ON THE GROUNDS THAT,

- a) The legal freehold estate in fee simple in the Land is vested in the Trustees
- b) The title to the Land is capable of being registered under the Land Transfer Act 1952
- c) The alienation of the Land is clearly desirable for the purpose of a rationalisation of the land base of the Trust and of the commercial operations to be undertaken on the Land and on the land of which the Land forms part, illustrated by the Papamoa East – Te Tumu Overview annexed.
- d) The quorum and voting requirements in relation to the resolutions necessary to authorise the alienation are impractical.
- e) The net proceeds of any alienation of the Land will be applied to develop and substantially improve the balance of the land owned by the Trust to provide sustainable, tangible, economic and social benefits to the owners and their descendants indefinitely.
- f) There are no known cultural or historical impediments to the Land becoming general land.
- g) There is no significant opposition from any group of owners

AND ON THE FURTHER GROUNDS and set out in the affidavits of Malcolm Tukino Short and Jeffrey Fletcher sworn and filed herein

AND in reliance of the terms of Section 137 of the Act

AND in reliance on the decisions in,

Papamoa 2 Section 7D 1996 Tauranga 57 MB60
Parininihi Ki Waitotara Inc BC2005/92275
Whangaruru Whakaturia 1D6B9 A, B & C – Karena 2005 Whangarei 102MB259
Maori Trustee v Hanford Wellington BC2006/93294
Brown v Maori Appellate Court [2001] 1 NZLR, 87

2. An Order to vary the Trust terms by varying the order constituting the Trust in accordance with variations approved by the beneficiaries annexed and in accordance with the Trust Order terms also annexed

ON THE GROUNDS THAT,

- a) The beneficiaries of the Trust have had sufficient notice of the application by the Trustees to vary the Trust in this manner and sufficient opportunity to discuss and consider it
- b) There is a sufficient degree of support for the variations among the beneficiaries

AND ON THE FURTHER GROUNDS set out in the affidavit of Malcolm Tukino Short sworn and filed herein

AFFECTED PARTIES

The Trustees hold addresses for 1362 owners. These owners have been provided with full details of the development proposals for the land on which the above application for the Orders sought and of the details which are also set out in support of the Orders being made in the affidavits filed herein.

It is submitted that notice of the date of the hearing be served on the owners for whom addresses are held by the Trustees when the notice of the date of the hearing is advised to the Trustees including advise to owners that copies of the application and supporting information will be supplied to owners on request including by email if included in the request.

TE TURE WHENUA MAORI ACT 1993
SECTIONS 135, 137 & 244

In the Maori Land Court
of New Zealand
Waiariki District

In the matter of
Tumu Kaituna 14 Block

AFFIDAVIT OF MACOLM TUKINO SHORT IN SUPPORT

DATED THIS 27 DAY OF September 2017

GRAEME DENNETT
SOLICITOR
ROTORUA

I, Malcom Tukino Short make oath and say as follows:

1. Background

1.1 My name is Malcolm Short and I was appointed a Trustee in 1990. I have been the Chairman of Tumu Kaituna 14 Trust since 16 April 1993. I have considerable experience in property development principally in my capacity as Chairman of the Pukeroa Oruawhata Trust. A very successful property development Trust with assets in excess of \$200m which I have been a Trustee of for 35 years.

1.2 When the Tumu Kaituna 14 Trust was originally established in 1973 the Maori Trustee was appointed Responsible Trustee.

1.3 In 1990 the Maori Trustee was replaced by 13 Owners as responsible Trustees. From those initial appointments the other 6 remaining Trustees are:

Pirihira Fenwick
Anaru Bidois
Waldo Houia
Keita Emery
Emily Rota-Bidois
Uenuku Fairhall

1.4 The Trust land has a long and important history (not recounted here) suffice to say that as an outcome of the battle of Te Tumu (1836-1845) the land was vested in owners representing three Te Arawa tribes being:

Ngati Rangiteaorere
Ngati Uenuku Kopako
Ngati Rangiwehē

The Trust has approximately 4657 owners on its register. We currently have addresses for 1362.

The Trust land area is 240ha located on the Bay of Plenty coast adjacent to Papamoa residential area and also bordering the Kaituna River. Approximately 90ha of land is constrained from development due to wetlands, beachfront and other environmental/cultural factors. 151 ha in total is considered developable.

1.5 In the 1990 Court hearing for the appointment of Trustees it was reported that:

" The Trustees will be required to deal with matters ranging from

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grazing of stock, development of the unit from gorse covered land to pasture, there are mature pine trees on the land, there is sand available for exploitation and Local Authorities have given it considerable attention as an area for development as a new airport, residential and Oceanside resort.

The work load for the Trustees will be quite substantial. The land is also strategically placed for drainage schemes for Local Authority.

Accordingly the 13 Trustees should be appointed to ensure an adequate workforce to undertake the proper development utilisation and management of the land."

This highlights the expectation and owners vision that the Trustees would be developing the lands and that approach has been consistently supported through general meetings of owners since 1990.

1.6 During the 1990's and early 2000's the Trustees were very active in looking at development options through joint ventures, including in conjunction with neighbouring land blocks. To be prepared for the possibility of an attractive proposal for a joint venture the trustees formed our own development company, Te Tumu Kaituna Lands Limited in 1999 and granted our company a 120 year lease to assist a joint venture partner in meeting likely conditions. The proposed joint venture and subsequent attempts at development options did not come to fruition largely due to the timing. Despite indications in the 1990s that development was imminent the reality was that demand for development in the area only gained momentum in the last couple of years. The existing lease and the development company structure are unlikely to be appropriate for the forward development plans.

1.7 Over the last 27 years the land use has been:

- tidying up what we could of the land for pasture and cropping.
- planting native trees and fencing of wetland margins.
- approx. 20ha of land planted in pines which is now being harvested.
- casual grazing and cropping.
- extraction of sand sold for royalties and remediation of the land.

As farmland the Trust land can provide winter grazing support but is virtually unproductive through summer as it dries out on account of its sandy soils.

For health and safety and security reasons access to the land is restricted.

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- 1.8 The Trustees have been participants in the regional planning processes to protect the Trust position for potential development of the land. The planning context will be outlined in a separate affidavit by our project manager Jeff Fletcher.
- 1.9 Operational and development costs (in excess of \$1m) have been covered to date from royalty, grazing income of around \$140,000 p.a and latterly forestry income (\$60,000 p.a.). The Trust income streams are not sufficient to fund the Trust through the planning or development stages coming up.
- 1.10 The Trust is also part of the Te Tumu Landowners Group comprising neighbouring land owners that are included in the potential Te Tumu growth strategy. Those lands comprise a further 520ha of European and Maori Freehold titles. The Group has incurred planning costs on behalf of the group and Tumu Kaituna 14 Trust will be required to reimburse a share of the costs incurred. That commitment is in excess of \$600,000 to Ford Land Projects Pty Ltd.
- 1.11 Some of the early land remediation work was not done to a development grade standard and the Trust will incur costs in excess of \$1.5m to bring this land up to the required development standards.
- 1.12 The trust has a rates postponement amounting to \$129,611 on the land and will be required to settle that debt to the Tauranga Council on change of land use.
- 1.13 Other than the debts referred to in paras 1.10, 1.11 and 1.12 above the Trust does not have any external loans. Nor does it have any realisable assets other than a small parcel of Trustpower and farmlands shares (value \$16,000.)
- 1.14 In order to participate in the Te Tumu growth strategy and to develop its lands the Trust will need to commit to expenditure of around \$500,000 pa. for the next 5 years. A total expected cost of \$2.5m to get to the point that physical works can commence on the Trust land.

The current projections are that physical developments on the land could commence in 2021 or 2022.

- 1.15 The Tauranga City Council has agreed in principle to bring infrastructure (Roading, Water supply, sewerage disposal) to the Trust boundary but has advised that developers must meet the cost of infrastructure on their lands. Tumu Kaituna 14 Trust can expect to pay in the vicinity of \$25m+ for its share of infrastructure costs.

Central Government has approved a \$60m Infrastructure loan to the Tauranga City Council for infrastructure development up to the Te

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Tumu Urban Growth Area boundary but none of that can be spent on our land.

- 1.16 The Trust does not intend to engage outside developers who would take a share of the economic benefits. A key objective for the Trust is to maximise the economic returns from the Trust lands to provide sustainable economic and social benefits to our owners and our descendants in perpetuity as well as retaining full control of our land.

The Trustees and its advisors have the capability to progress development of the lands provided we can access development funding. The key impediment to accessing development funding is the Maori Freehold status of the Trust land that does not provide an acceptable form of security to lenders. Resolving this impediment is a key component of the underlying strategy presented to the owners.

2. Owners Consultation

- 2.1 The first owners general meeting was scheduled for 3 December 2016 and information circulated. However that hui was postponed as the venue could not accommodate the attendees in a safe and comfortable environment.
- 2.2 A development opportunity and business case was prepared and presented to owners at a general meeting at Tamatekapua on 4th March 2017. A copy of the minutes marked "A" is annexed. 157 owners attended. Due to the level of information presented owners requested more time to consider and that a survey be done of owners. A Panui was issued to 1358 owners in April 2017. A copy of the Panui marked "B" is annexed.
- 2.3 A further general meeting attended by 142 owners was held on 17th June 2017 at Tamatekapua. A copy of the minutes marked "C" is annexed. The survey results were presented and are included with the minutes. The meeting requested that the proposed resolutions be put to a postal vote. A Panui was issued to owners including postal voting paper and resolutions. A copy of the Panui marked "D" is annexed.
- 2.4 The results of the postal vote (a copy of the results marked "E" is annexed) show compelling support for the resolutions and accordingly this application has been lodged with the Court. A Panui has been issued to owners advising the outcome of the postal vote and the intention to proceed with the application to the Court. A copy of the Panui marked "F" is annexed.
- 2.5 Project information has been available on the Trusts website throughout this process.

3. The Business Case

- 3.1 An assessment of the land value was obtained from John Middleton, Registered Valuer on 27 April 2016. Under current zoning of Rural Grazing land he has assessed the Maori Freehold land value at \$36,000 per ha. So the 151 Developable hectares would be worth \$5,436,000. If land is rezoned to Urban Zone Land the valuer considers the land value would be \$90,000 per hectare giving a value of \$13,590,000. If a lender were prepared to lend on the Maori Freehold Land title then a 40% lending ratio could enable borrowing of \$4,080,000.

The Trust could potentially cover its pre development costs but would have no capacity to borrow for infrastructure or other improvement/development costs.

The Valuer considers the value of the 50ha area identified for potential conversion to general land at \$1.8m under its current zoning.

- 3.2 The proposal presented to the owners is to convert 55.48 hectares of land to General Freehold title and sell this to the Trusts own development entity. The remainder of the land would be leased to the development entity long term.

As general land capable of subdivision into residential lots the value increases significantly and the ability to use this as security for a lender is activated. The estimated value of 55.48 hectares of general land suitable for residential subdivision would be \$32.5m and borrowing capacity at 50% would be \$16m.

The remaining land would have a leasehold value estimated at \$35m and further capacity to borrow say \$14m.

Under this model the Trust would have viable security to access up to \$30m for its infrastructure and development costs.

Debt servicing and loan repayment will need to be negotiated to the satisfaction of the lender.

The likely development entity is a Limited Partnership. This is a corporate structure encompassing some of the best features of companies and partnerships. It has a corporate structure with a separate legal personality but provides 'pass through' tax treatment of income, ensuring lowest tax outcomes. There are two partners being the General Partner and the Limited Partner. The trustees will control both Partners through either the Ahu Whenua Trust or the (to be formed) Charitable Trust. A Limited Partnership will allow

maximum flexibility for future legislative or taxation changes and will provide better continuity of governance of the Development under rotational trustee appointment powers, and deliver better contractual expediency.

- 3.3 Once infrastructure is in place the priority development will be to establish the active reserve and commercial leasehold developments as the first stage.

Full detailed financial feasibility cannot be done at this point as there are still many key negotiations to be undertaken that will determine the final form of the development and respective contributions by the various parties. Negotiations are required with the Tauranga City Council over the 20ha Active reserve and what financial compensation will be to the Trust and adjoining land owners in respect of overall contributions to the development. The Council is also going through a community consultation process that may influence the final design of the Te Tumu development.

It is also necessary to locate and negotiate terms with prospective lessees for commercial areas. This may include schools, medical centres and larger industrial businesses. And funding is required for this work to be progressed.

- 3.4 The second stage consideration is the development of the residential areas and potential sale to owners or others. The cost of developing 50ha into 750 residential sections is around a further \$72m. That would create a market value of \$165m.

The Trustees have undertaken to the owners that they will not sell any general land without further engagement of the owners. This consultation will be done further down the track as stage one progresses.

- 3.5 Stage 3 will involve the determination of social and community benefits to owners including affordable housing and the commitment for a holiday park and cultural centre once financial security of the development is established.

4. Owner Support

- 4.1 The Trust land is poor grazing/growing land. Other than sand mining its capacity to generate cashflow is very limited. Rates would become a huge burden when Council zoning changes occur. The status quo is not an option for the Trust.
- 4.2 I believe that we have followed a robust process to engage as many of our owners as we can through this process and that we have

established that the development proposal and Trust Order variations are broadly acceptable to the substantial majority of our owners.


- 4.3 Feedback from our owners indicates a significant proportion wish to live and work at Te Tumu and the Trustees will explore all mechanisms for assisting owners to achieve these outcomes. We aim to produce a development that owners will be proud of and keen to be a part of.

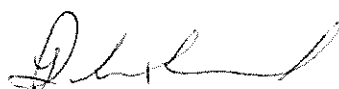
5. The Vision.

- 5.1 The exciting vision for the Trust is that with the general land, essential for security, the Trust will be able to develop residential housing, affordable housing for owners, commercial and industrial developments, owners holiday park, boat storage park and boat ramp, schools, active reserves and cultural amenities as generally depicted on the framework plan and create an environment that is a desirable destination to live, work, learn, play, while preserving the cultural and historical aspects.
- 5.2 The Trust has focussed on the positive aspects of developing lands in conjunction with the adjoining land owners and the Tauranga City Council. There is no question that demand exists for the regional coastal expansion and that new development will proceed and importantly, with Tumu Kaituna 14 participation.
- 5.3 It is important for the Trust to commence as soon as possible the feasibility planning, the negotiations required with the Tauranga Council and the consultation process to avoid the Trust being economically and environmentally disadvantaged with others dictating the shape of development in the area such that the Trust would then have little control over.
- 5.4 The key objective for the Trust is to maximise the economic returns from the Trust lands to provide sustainable economic and social benefits to our owners and our descendants in perpetuity while retaining full control of our land.

Sworn at Rotorua this 27th day of September 2017

by Malcolm Tukino Short
in the presence of:


.....



A solicitor of the High Court of New Zealand

Tamihana James Coxhead
Solicitor

"A"

TE TUMU KAITUNA 14 TRUST

MINUTES OF A MEETING OF A GENERAL MEETING OF OWNERS HELD AT TAMATEKAPUA, OHINEMUTU, ROTORUA ON SATURDAY 4TH MARCH 2017 AT 10.00AM.

CHAIRMAN: Malcolm Short.

SECRETARY: Murray Patchell.

MIHI & KARAKIA: Pihopa Kingi.

ATTENDANCE: 157.

APOLOGIES: 48.

This is the document marked "A" referred to in the affidavit of Malcolm Tukino Short annexed sworn at Rotorua this 27th day of September 2017 before me:



A solicitor of the High Court of NZ

(Josie Scott/Manu Pene) Carried

Chairman welcomed everyone to the reconvened meeting from 4th December 2016, which did not proceed for health and safety reasons.

MINUTES: Of the previous general meeting of owners held on 17 December 2011 were read by the Secretary and confirmed.
(Maxine Rennie/Blanche Hohepa-Kiriona) Carried

MATTERS ARISING:

1. Blanche Hohepa-Kiriona referred to the previous request from her whanau for the opportunity to administer their own lands. She noted the Trust Order had a provision for occupation orders, rather than partition and she would like this to be looked at. In the meantime she is happy to hear the trustees' presentation.
2. Hayden Henry said the key issue for him is what is the future for the lands. There were bigger issues than inunga to resolve, and the term of trusteeship. He queried where was the mana of the people into the appointment of trustees?
3. Arthur Flintoff noted the comments that the Trust's land would always remain in ownership and took from this the land would not be sold. Chairman advised that was the position at that time. Arthur added that the appointment of trustees was in the sense of the role, not the individuals and sought clarification on trustee changes. Chairman advised that resolution would be required from the meeting to make any changes.

Rangikaheke Bidois added that the owners need to put a motion from the floor to provide for rotation of trustees. Manu Pene said he would be happy to second that motion if it was put. He also queried if there would be replacement trustees for deceased trustees. The Chairman advised there

was no requirement to replace under the Trust Order as there are 7 trustees.

A motion was then put

"That rotation of trustees be implemented."

(Hariata Kohinui/Manu Pene) Carried

Chairman advised the trustees will bring back a proposal for rotation. Blanche Hohepa-Kiriona whether trustees will be nominated through hapu or otherwise. Anaru Bidois said he was appointed to represent his whanaunga. He was appointed a trustee by his korua in 1998. 3 representatives were appointed for Ngati Rangiwewehi. He outlined the formation of the Trust. Emily Rota-Bidois said she was appointed as a trustee in 1988. She was saddened that people were picking on the trustees. She said we are all one people and should support each other with humility and working together as a whanau.

4. Jonathon Mason said that in his early days he regularly went over Te Tumu Kaituna collecting kai and dropping this off to whanau on the way home. He knew who everyone was. He said that we need to be thinking about why our children can't do what we used to do when we were children. Iris Thomas said she also regularly visited the land in her childhood. Her father was responsible for getting it away from the Maori Trustee. She supports the resolution for rotation of trustees, also acknowledging the history and thanked the trustees for their work.
5. Hayden Henry said as it had been 5 years since the last meeting, he queried who were the trustees? He was also concerned at accessibility to the land. Sand mining has restricted access to the land and he has an issue with this. The Chairman then formally introduced the trustees, with apologies for Waldo Houia and Uenuku Fairhall who were overseas. Trustee Pirihiro Fenwick noted that everyone had given their history. She said everyone was related. Trustees started with no money. They had a vision of development and hoped that everyone will be a part of the overall plan. There are 3 separate hapu all wanting ocean views. When it comes to the future, we need the best people. She is very much for rotation. The matter of representation is for the owners to decide. The future needs good minds, practicality and what works.
6. Jonathon Mason queried if there will be 3 yearly general meetings and the Chairman confirmed that.
7. Rangikaheke Bidois said there were a lot of options around the rotation process. The Trust doesn't need a clean sweep and lose the experienced trustees. She acknowledged the owners connection to the land and said she was sure the

Chairman and trustees will do a good job in working out the rotation options.

CHAIRMAN'S REPORT:

Malcolm Short read his report contained in the report booklet.

RESOLVED: "That the Chairman's report be received."
(*Jonathon Mason/Emily Rota-Bidois*) Carried

MATTERS ARISING:

1. An owner queried the 120 year lease. The Chairman said this was an old proposal that never happened.
2. Hayden Henry said there were also economic and cultural issues that needed to be addressed. His concern was the loss of access to the land to gather kaimoana and stressed the importance to have a relationship to the land. The Chairman said these issues will be covered in the reports. The trustees wish to ensure that owners are not disenfranchised. Matira Duncan spoke in support of Hayden. Geoffrey Rice acknowledged the issues of access but noted there were a lot of issues to resolve. Tikanga is important but we need the putea to proceed. He queried the comment regarding replacement of sand. Chairman explained that Fulton Hogan replace the sand removed with overburden from the Poplar Lane quarry, who regularly report to the Trust.
3. Robin Skerrett had a range of issues which she hoped would be covered in the presentation including pine trees, infrastructure costs, economic benefits, social benefits, housing prioritisation, what are the trade-offs, alienation and employment benefits. She also noted a variation of the Trust Order will be required for rotation of trustees. Other speakers spoke with concerns regarding accessibility to the lands and the legislative restrictions under health and safety. There was concern at owners' rights being taken away to get kai, and they don't want to lose their rights.
4. Ruby Rondon said she was an owner in Te Tumu Kaituna 7B1 and involved in the project, and queried why she was not permitted to speak at the meeting. Chairman said there was no restriction on her speaking at the meeting.

FINANCIAL REPORT:

Alex Wilson presented the summarised financial results for the 5 years ended 31 March 2016. **Matters arising:**

1. Geoff Rice raised a number of queries regarding costs and in reply, Alex responded:

- i. Increased audit fees and accounting fees came about due to changes in the financial reporting standards.
 - ii. Insurances for trustees' liability insurance.
 - iii. Additional management costs were incurred due to the development activity.
 - iv. The tax rate is 17.5%.
 - v. GST registration is compulsory as the Trust is over the \$60,000 threshold.
 - vi. Fordlands have assisted the Trust with development costs in the early stages as the Trust had no money.
 - vii. Council rates are rebated by 50%.
2. Patty Sutton queried the land rental of \$600/ha and the \$45,224 write off of the subsidiary company loan, as well as fixed asset increase. Alex responded that the subsidiary company loan was written off under instruction of the auditors. The subsidiary company was the initial development vehicle, but as that had not proceeded the costs incurred were written off. Land value was based on rating valuation which had increased significantly in 2016. Farm rental obtainable is restricted by the farm uses.

Len Sergeant queried if the subsidiary company was still in existence and what happened to the money? Alex advised the company still exists but is not being used. It may or may not be used in the future. The costs incurred were development costs. Geoff Rice queried if there was a tax gain on the costs incurred and Alex confirmed there was.

3. Rangikaheke noted the trustees' fees totalled only \$6,000 over 5 years and she queried if the trustees had been meeting regularly or doing this for love. Chairman said that trustees had been at a very modest subsistence level, hence the request to increase trustees' fees.
4. Pihopa Kingi noted that the Trust was on the verge of a very large development. He felt that the hui should agree to stay together and felt there is enough detail in the reports on how the development will be done and the benefits. He felt if the concept was put on the market other organisations would be interested in supporting the development, such as Pukeroa Oruawhata Trust.

RESOLVED: "That the financial reports be received."

(Geoff Rice/John Fenwick) Carried

LAND DEVELOPMENT UPDATE:

Independent consultant Jeff Fletcher then made an onscreen presentation of the development update. **Matters arising:**

1. Hayden Henry queried how Council obtained neighbouring land. Pirihiroa Fenwick said that the Maori owners had sold

their land. Te Tumu Kaituna 14 Trust was asked if they wanted to buy it, but we had no money to do that.

2. Arthur Flintoff noted that Councils also designate land through Public Works Act.
3. Hayden Henry said he had a lot of questions including iwi management plans, cultural values, purity of the water, and partnerships. He reiterated the owners' need for access and getting planning people involved. He stressed the importance and tikanga and kawa and said it was important to see what the lands will look like for tamariki.

Chairman said that provision is being made for owners' accessibility in the development.

Chairman then proceeded to make a presentation on the development opportunity. **Matters rising:**

1. Jonathon Mason said it was a great presentation and the intentions are clear. He said it was important to consult with other whanau members and he proposed that the meeting be adjourned for 6 months to allow further discussion. He also requested the presentation be made available to whanau for open and frank discussion. The Chairman said this can be posted out to owners, and the trustees also have in mind a postal vote to get everyone fully informed and involved.
2. Iris Thomas said there was an overload of information and it was too quick to make a decision. She requested more consultation with owners. She was opposed to postal voting. She wanted more korero. She was opposed to general title and felt there should be more time to consider. Tarewa Rota said that alienation is a slippery slope. Larger shareholders should be consulted. He noted the previous company did not perform and it also includes other Maori land blocks that should be consulted as well. He concurs with the adjournment, and bring in others so that these matters can be seriously considered.

Chairman advised that the trustees of other blocks had been included in the presentation, but only 11B2 and 8B1 was interested. He said the Court was there as the backstop to protect owners' interests. Matira Duncan suggested that a hui be held in Tauranga with the presentation and discussion. Chairman acknowledged that could be arranged. Vicky Bhana said she was from Ohinemutu. She said the whenua is not Whakaue, it was 3 separate hapu. She noted that the development entity had not yet been decided. She said if Pukeroa Oruawhata Trust was the model, they vote on shareholdings and her preference is one person, one vote. Maria Horne requested that the Variation of the Trust Order be dealt with clause by clause.

3. Geoff Rice agreed with many of the comments made. He said it was a big take and it's about the legacy for children and mokopuna. He was concerned what would happen if the Trust does nothing. He felt pakeha will continue developing their lands. He said if someone comes up with a better solution then he is happy to look at that. There are 2 sides to every story.

Blanche Hohepa-Kiriona said a lot of owners weren't able to attend. There was no proxy voting and she queried if that could be discussed by the trustees.

Agnes Morrison concurred there were 2 sides to the story and she acknowledged the meeting was only a small representation of the owners. She felt an opinion poll of the wider owners' views should be obtained and bring back to the next hui. This will give a better perspective of owners' views. She said it was a full on presentation and some of the discussion was getting emotional. It is important to look at the future outcomes. An opinion poll will get a wider view.

4. Peter Edwards queried what would happen if the development did not go ahead. He felt the land could be at risk if developments didn't proceed.

RESOLVED: "That the meeting be adjourned for 3 months for further consultation and that presentations be made available to owners."

(Jonathon Mason/Manu Pene) Carried

5. Heather Mason said owners should hui with their whanau in the meantime. She was opposed to a postal vote and that no decisions should be made on this kaupapa prior to the next hui. Te Moana Blake queried which area of 50 hectares was proposed to be freeholded and requested more detail on that. Hayden Henry said he had attended two meetings on this, and now there will be a third. There was a lot of travelling involved, long distance, and suggested the question of compensation for costs be looked at.

Meeting closed at 1.00pm with karakia from Anaru Bidois.

Signed as correct meeting

CHAIRMAN

"B"

TE TUMU KAITUNA 14 TRUST

PANUI April 2017

This is the document marked "B"
referred to in the affidavit of Malcolm
Tukino Short annexed sworn at Rotorua
this 27th day of September 2017
before me:

Kia ora Tatou



A solicitor of the High Court of NZ



Consultation Update

A well-attended hui of 157 Owners was held at Tamatekapua on Saturday 4th March 2017. Presentations were made on the development opportunity and the business case to move forward. The outcome of the hui was that due to the level of information presented more time should be allowed for owners to understand the proposals and consult more widely with whanau. It was therefore agreed that the presentations be made available and that a further hui be held in 3 months to discuss the development proposals and the Trust order variations.

Due to the volume of information and the cost of distributing this we have decided to publish the presentations on the Trust's website which is located at www.rotorua.deloitte.co.nz. Please take the time to look at this important information and become familiar with the opportunity we have and the proposed way forward.

The next hui will be held at Tamatekapua, Ohinemutu on Saturday 17th June 2017 at 10am. Because of the wider involvement of adjoining land Trusts we are also extending an invitation to the owners of 7B, 8B1 and 11B2 blocks through their Trustees. Although as this is a meeting of Te Tumu Kaituna 14 owners voting will be reserved for block 14 owners.

In the meantime we are setting out in this panui some comments on the key questions regarding the development opportunity and the Trust order variation that came out of the hui.

A resolution that was passed at the hui was that the Trust implement rotation of Trustees. We are happy to progress this which will require a variation of the Trust Order. Some owners expressed concern at the loss of experienced Trustees and we should therefore implement this over a period of time. We have looked at some rotation models and set out later in this Panui our recommendations on an appropriate rotation model for the Trust.

Finally, as the hui represents a small number of the 3718 owners on the register and the 1385 that we have direct postal contact with it was suggested that we seek views of the wider ownership of the Trust. We have therefore included in this Panui a survey form for owners to indicate their preferences on various matters and provide feedback to the Trustees. This is **not** a voting process but an opportunity for owners that cannot attend a hui to express their views.

As always we welcome your participation in these important matters that will drive the future of the Trust.

Nga mihi



Malcolm Short ONZM
CHAIRMAN

The past

In the late 1990's the plan was to joint venture with other parties to develop our lands. A company was formed for this purpose and a lease of the land for 120 years was signed up. This company was Te Tumu Kaituna Lands Limited and provided for 7B, 8B1 and 11B2 blocks to be part of the development by including their lands. Those proposals never proceeded and the company and lease have remained dormant. The company stills exists but has not been used.

Since those days the strategy has changed. As landowners we now want to be the sole developer of our lands and retain the benefits for our owners and our descendants. Our dilemma is that we have no cash to meet the costs of preparing the land for development. There is a considerable amount of work needed in planning and negotiations to get our land to the point where developments can occur. Te Tumu development is a large scale development that requires a lot of costly planning on infrastructure before we can generate financial returns.

We are therefore thinking outside the box on how we can fund our development and retain full control of what happens on our land.

The scale of development and the numbers involved are huge but are not insurmountable with the right approach.

The key to this is forming a team that has the capability, experience and commitment to see it through with full support of our owners.

Converting land to General Land.

Retention of our lands has always been at the forefront of our thinking. We are all aware of the past injustices that saw land lost and we all share the same passion to preserve and protect our lands.

Nevertheless there are times when we need to look pragmatically at what we have and what we need to do to reach our goals. This is one of those times. Access to development funding is essential to participate in the Te Tumu development. The status of our land under Te Ture Whenua Act is an impediment to securing development funding. As general land it will give us greater access to the funding we need. This is a two step process.

Step one is to convert approximately 50 Hectares of land to general land so that the bank has an acceptable security to grant us access to the funding we need. With this funding we can participate in the development of infrastructure (roading, water, power, sewerage) and start commercial developments on the land that we will own. It does not mean that we will be automatically selling this land. The final area will depend on survey plans for infrastructure requirements and best land use in conjunction with the overall Te Tumu planning process.

Step two is the possible subdivision of this land into residential lots that could be leased or sold if that is agreed to. Our priority would be to offer such lots to our owners, many of whom have already expressed a desire to access trust land to build their own homes. We have a number of ways to deal with this and will look at leasing, shared equity, affordable housing options but we can't do any of this unless we get the development underway.

Conversion of land from Maori Freehold land to General land is not new. It has been done before in appropriate circumstances. The mechanism to do this is section 135 and 137 of Te Ture Whenua Maori Act 1993 which provide:

135 Change from Maori land to General land by status order

(1) The Maori Land Court shall have jurisdiction to make, in accordance with [section 136](#) or [section 137](#), a status

(2) The court shall not make a status order under subsection (1) unless it is satisfied that the order may be made in accordance with section 136 or section 137.

(3) A status order under subsection (1) may be made conditional upon the registration of any instrument, order, or notice effecting a conveyance of the fee simple estate in the land to any person or persons specified in the order.

137 Power to change status of Maori land

(1) The Maori Land Court may make a status order under section 135(1) where it is satisfied that—

(a) the legal estate in fee simple in the land is vested in a Maori incorporation or the trustees of a trust constituted under Part 12; and

(b) the title to the land is registered under the Land Transfer Act 1952 or is capable of being so registered; and

(c) the alienation of the land is clearly desirable for the purpose of a rationalisation of the land base or of any commercial operation of the Maori incorporation in which or the trustees in whom the legal estate in fee simple in the land is vested; and

(d) the rationalisation referred to in paragraph (c) will involve the acquisition of other land by the Maori incorporation in which or the trustees in whom the legal estate in fee simple in the land is vested; and

(e) the quorum and voting requirements imposed by regulations made under this Act in relation to the resolution necessary to authorise the alienation referred to in paragraph (c) are impractical.

(2) Where the Maori Land Court makes, in accordance with subsection (1), a status order under section 135(1), the status order may be made conditional on the net proceeds of the alienation of the land—

(a) being applied towards—

(i) the purchase of a specified piece of land; or

(ii) the improvement of any specified piece of land owned or to be purchased by the Maori incorporation or the trustees; or

(iii) both; or

(b) being held in trust for the purposes of the acquisition of other land pursuant to a land acquisition plan approved by the court or for the purposes of the improvement of land pursuant to a land improvement plan approved by the court; or

(c) both.

If the owners support this approach we will prepare the full business case that shows the alienation "is clearly desirable for the purpose of rationalisation of the landbase" for consideration by the Court.

Development Entity

There are a range of issues that need to be covered in our development – legal, taxation, management, liability, continuity, financial, social and cultural. The Trust is an Ahu Whenua Trust under Te Ture Whenua Act 1993 and for various reasons this is not ideal for progressing the development. We would therefore look to a separate entity to hold the development lands. The exact form of that entity will depend on legal and taxation advice which will be obtained in the next steps.

The social benefits to owners would be made through a separate charitable Trust that would be formed once we have made further progress. Proposed distribution policies will be brought back to owners for discussion.

Accessibility to the Land

A number of owners have expressed concern that they are unable to access the lands for traditional purposes of gathering and distributing kai. For health and safety reasons access through the Trust lands is not currently available. However once we can progress our development then access will be available to the ocean, river and wetlands through roads, cycleways and walkways that will be established.

The sooner we progress the development the sooner access will be available for owners to enjoy the wonderful opportunities that will be created and reconnect with their land.

Rotation of Trustees

In 1990 12 Trustees were appointed for life. We are now down to 7 and the reality is that new Trustees will be required to take the Trust forward in the coming decades. It is important that we attract motivated and capable Trustees from within our ownership that will ensure a stable and competent team to drive our developments and grow the trust. We therefore propose the following amendment to our Trust order for rotation of Trustees:

- The number of Trustees will be 7.
- Trustees are appointed for 5 year terms.
- Trustee elections will be held every 2 years.
- The first election will be in 2018.
- Current Trustees will retire on the following basis – 2 at each of the next 3 elections and the 7th at the 3rd election. Retiring Trustees may stand for re-election.
- Trustees will be elected by postal vote by shares.
- Nominees for Trustee positions must have :
 - (a) 7 years experience in Maori Land governance, or administration, or law, commerce or management or
 - (b) an NZQA approved tertiary qualification in Maori land administration or business administration or management.
- Trustees are appointed/removed by the Maori Land Court
- Any vacancies will be filled at the next election date.

This proposal will be discussed at the next hui along with the other Trust order variations and review of Trustee Fees.

The Maori Land Court will need to approve proposals for Trustees rotation and voting and Trust Order variations as well as Trustees Fees.

Survey

We have a number of important decisions to make. Inevitably there will be a cross section of views amongst owners. The best way to get a wide coverage of views is to seek comments from owners directly and this is your opportunity to have a say. Please take the time to complete the survey included with this Panui and let us have your feedback. The questions we have put may not be the only relevant questions so now is the time to tell us your thoughts, for or against these proposals.

The survey is not binding and does not represent a formal vote on any issue.

A separate agenda notice will be issued for the owners hui on 17th June.
Nga mihi

The Trustees
Te Tumu Kaituna 14 Trust

TE TUMU KAITUNA 14 TRUST

2017 Owners survey

Questions:	YES (✓)	NO (x)
1. I support the development of our lands in principle as outlined in the online presentations.		
2. I agree with the conversion of approximately 50 ha of land to General Land for securitisation purposes.		
3. I agree that land could eventually be sold for residential sections with priority to TTK14 owners.		
4. I would be interested in the opportunity of acquiring a residential section in the Te Tumu development.		
5. I support the proposed Trust order Variations to facilitate the development strategy.		
6. I agree with the proposed rotation election of Trustees process.		
7. I agree that major decisions should be made on the basis of shares (including Trustee elections).		
8. I agree with the formation of a charitable Trust.		

Owner Name: _____

Postal Address: _____

Email: _____

Phone Number: _____

Signed: _____

Return to -

By Post: Te Tumu Kaituna 14 Trust
C/- Deloitte
P. O. Box 12003
ROTORUA 3045 (reply envelope included)

By Email: nzrotoruaenquiries@deloitte.co.nz

FEEDBACK ON REVERSE

Feedback comments:

"C"

TE TUMU KAITUNA 14 TRUST

**MINUTES OF A GENERAL MEETING OF OWNERS HELD AT
TAMATEKAPUA, OHINEMUTU, ROTORUA ON SATURDAY 17TH
JUNE 2017 AT 10.00AM.**

CHAIRMAN: Malcolm Short.

SECRETARY: Murray Patchell.

MIHI & KARAKIA: Tai Eru.

ATTENDANCE: 146.

APOLOGIES: 42.

MINUTES: Of the previous general meeting of owners held on 4 March 2017 were read by the Secretary and confirmed.

(Geoff Rice/Jonathon Mason) Carried

MATTERS ARISING:

1. Robert Reweti requested an amendment to include his name in paragraph 3 on page 3. Robert also questioned accessibility to the lands. He has been camping on the land since 2001 and gathering kai, accessing this through a registered key allocated to him. He was upset at being denied access and felt the Trust had failed his rights by denying access. Chair advised that Te Tumu Kaituna 14 Trust has not issued keys to anyone so this must have come from other Trusts who had been provided with keys. Chairman advised that personal issues should not be raised at this hui, as it was for consultation on the development opportunity. Robert also put the Trust on notice that he would be requesting a formal Occupation Order for land. Pirihiira Fenwick said that there was a great deal to get through and she felt it was important to get on to the survey which had been requested by Agnes at the previous meeting. This will give an idea if the Trust is on the right track. Once that is done, other matters can be addressed.
2. Josie Scott queried if the Tauranga consultation took place? Chairman confirmed that it did. Verna Gate said that only 4 or 5 trusts attended. There were no minutes kept. While there some points in the proposal that they did not agree with, the majority view was for support from Tauranga. They felt it was a very good session.
3. George Manley queried how often general meetings will be held. The Chairman said it was a 3 yearly cycle but it is likely to be annually during the development period.

This is the document marked "C" referred to in the affidavit of Malcolm Tukino Short annexed sworn at Rotorua this 27th day of September 2017 before me:



A solicitor of the High Court of NZ

BACKGROUND INTRODUCTION:

The Chairman presented a background introduction of the Trust and how it had got to this point, and the purpose of the meeting to

- i. Invite comments and questions on the development plans.
- ii. Announce the survey results, and
- iii. Work through the draft resolutions.

Ngakeipara Takuira queried the availability of reports. Chairman advised that these were on the website, or for owners that don't have internet access they can contact the office and request a copy be posted out. He explained that copies of minutes etc were not provided due to cost. Jonathon Mason felt it was a bit rich to mention costs and referred to the \$45,000 write-off in the development company. Chairman advised that those costs were development costs incurred on the due diligence.

The Chairman then represented the development opportunity tabled at the last hui and available on the website. Matters arising:

1. Peter Edwards queried if the Trust is required to contribute to the proposed motorway connection? Jeff Fletcher advised the Papamoa Interchange was scheduled for 2025. Tauranga City Council have applied to the Government Infrastructure Fund to meet the cost of this. A decision is expected in about 6 weeks. If approved, then the project can be brought forward to start in 2019. He advised that a group of Councils are negotiating with the Government and if this is approved, then the Government will meet the cost and own the Interchange. On that basis, the Trust will not need to contribute to funding. If Government does not approve this then the cost will come from development contributions levied through the Council.
2. Arthur Flintoff queried if the trustees had looked at other financing options? Chairman advised that they have not come up with any better option at this point in time.
3. Arthur also queried if the zoning to Future Urban is guaranteed and what responsibility is there on the Trust in respect of sewerage. Chairman advised that the zoning process is all proceeding as planned and the Tauranga City Council are intending to provide infrastructure to our boundary to deal with sewerage etc.
4. Arthur also queried whether income flows had been projected for the future? Chairman advised that that level of detail has not been progressed at this stage. The Trust needs the owners' view before undertaking more detailed financial modelling.

5. An owner queried if customary rights will be preserved. Chairman advised that this will be done through the Holiday Park boat ramp etc.
6. An owner queried whether other Ngati Whakaue Trusts such as Pukeroa Oruawhata could assist with funding for the project? Chairman advised that these were quite separate organisations and they would expect a return on their investment. The question for owners, is do they want to bring others in and share the benefits? And Ngakeipara Takuira said the numbers look good but she queried how a loan would be repaid if the land is converted to general land, noting that if it failed then the whenua was gone. Chairman advised it was up to the trustees to manage the loans and the development will pay itself back. Lease rentals will cover outgoings.
7. An owner queried whether the Trust would own a retirement village. She felt it was a good idea. Chairman said that land would be leased for a retirement village.
8. Maria Horne said she had been involved with cultural assessment over some period of time and she had a problem with all of this. She said there were 5 land blocks involved and she felt the development was pakeha based, not for our own people. She felt there had been no consultation with Te Tumu landowners. Chairman responded that all blocks had been invited to hui on these matters. She added that the land blocks are fighting to stop pollution at the Wairakei stream and questioned whether we had the right to sell land that had been given to our people. She felt the history needed to be acknowledged. She felt Resolution A should be 3 separate resolutions. Maria Horne added that there was a lot of history to be recognised. She felt sections would be unaffordable for owners to buy. She did not agree the Trust had the right to sell gifted land and needed assurance that housing will be affordable. She said retention of land and the history needs to be preserved. Provision should be made for Kohanga Reo and Kura Kaupapa on the land.

Geoff Rice said we were a long way from these operational matters. The question is do we want residential or not? He believed we should. The devil is in the detail. He would like to be alive to see this progress. He felt the shared equity fund would be good to help our people. The 81 hectares of wetland and reserve areas should be managed to find a way to get benefits out of it. He felt the meeting should vote on whether to proceed or not.

Verna Gate felt that retirement homes would be a good viable business for the Trust to own and operate.

SURVEY RESULTS:

Murray Patchell presented the results of the 8 survey questions.

TE TUMU KAITUNA 14 TRUST					
2017 OWNERS SURVEY					
Mail out:	1255	NZ			
	109	Overseas			
Total	1364				
Number of Respondents:	126				
Number of Email Addresses Provided:	73	58%			
Location of Respondents:					
<i>Tauranga</i>	20	16%			
<i>Rotorua</i>	52	41%			
<i>North Island</i>	39	31%			
<i>South Island</i>	8	6%			
<i>Overseas</i>	7	6%			
	126				
Questions:	YES (✓)	%	NO (x)	%	Undecided
1. I support the development of our lands in principle as outlined in the online presentations.	106	84.13%	14	11.11%	4.76%
2. I agree with the conversion of approximately 50 ha of land to General Land for securitisation purposes.	95	75.40%	23	18.25%	6.35%
3. I agree that land could eventually be sold for residential sections with priority to TTK14 owners.	85	67.46%	34	26.98%	5.56%
4. I would be interested in the opportunity of acquiring a residential section in the Te Tumu development.	66	52.38%	47	37.30%	10.32%
5. I support the proposed Trust order Variations to facilitate the development strategy.	94	74.60%	20	15.87%	9.52%
6. I agree with the proposed rotation election of Trustees process.	113	89.68%	8	6.35%	3.97%
7. I agree that major decisions should be made on the basis of shares (including Trustee elections).	86	68.25%	31	24.60%	7.14%
8. I agree with the formation of a charitable Trust.	103	81.75%	11	8.73%	9.52%

Colleen Skerrett proposed a motion that the meeting not support Resolution A. Chairman advised that the Resolution was there for the meeting to consider and this would be done by a show of hands. A number of opinions were expressed about eligibility to vote and concern with identifying who were genuine owners and who were not.

A motion was then put that all Resolutions be put to a postal vote on shares.

(Ngahua Te Awe Kotuku/Manu Pene) Carried

Jonathon Mason was opposed to a postal vote on the basis that the last two meetings proposed resolutions of the meeting. Chairman advised that a postal vote will ensure that all shareholders can participate in the process. Colleen White objected that her motion which was seconded by Robyn Skerrett should be put to the meeting. Chairman declined to put her motion as it had been superseded. Verna Gate clarified if the survey results would be taken into account in the vote. Chairman advised they would not as it was a separate process. Peter Edwards queried how many people present had completed survey forms and on a show of hands it looked about half of those present.

Meeting closed at 11.55am with karakia by Tai Eru.

Signed as a correct record

CHAIRMAN

Te Tumu Kaituna 14 Trust

“D”

C/- Deloitte, Pukeroa Oruawhata House
2/1176 Anohau Street, PO Box 12003, Rotorua 3046

Phone: 07 343 1050
Fax: 07 343 1051

30th June 2017

«ShFirstname» «ShSurname»
«ShAddress»

This is the document marked “D”
referred to in the affidavit of Malcolm
Tukino Short annexed sworn at Rotorua
this 27th day of September 2017
before me:



Tena koe

A solicitor of the High Court of NZ

POSTAL VOTE

At the hui on 17th June 2017 it was determined that to ensure as wide as possible participation in the consultation process that the proposed resolutions should be put to a postal vote on shares to all owners rather than just those that could attend the hui. Accordingly we have prepared the enclosed voting paper and ask that you complete this and return to the office no later than 12 noon on Friday 21st July 2017.

The results of the survey submitted by 126 owners showed 84% support for the proposed development of our lands, 75% supporting conversion of 50ha to general land and 67% agreeing to the eventual sale of land for residential sections. Full details of the results are available on the website www.rotorua.deloitte.co.nz.

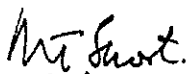
It is important to stress that we have no intention of rushing off and selling Trust land. The resolutions to proceed with the development and vary our Trust order will give the Trustees the mandate and framework to secure funding and proceed to the next stages of negotiations and planning for the development. There is still a considerable amount of work to be done before we can get to the point of physical developments on the land. Rest assured that before one square inch of our land is sold we will get back to the owners with full plans and details of what is proposed and seek approvals at that time on the best way forward.

Our priority objective is to retain control of our lands, at the same time maximising the opportunity to create value and cashflow to provide benefits for our owners and descendants. Our second priority is to be our own developers so we are not sharing profits with others. We can do this if we all work together.

Project information is available on the website but if you do not have access to the internet you can obtain copies by contacting the office.

I welcome your participation in this voting process and ask you to encourage other owners to do this as well. If you know of owners who have not provided address details to the office and have therefore not received a voting paper, please ask them to contact the office to request a voting paper as it is not too late for this to be done.

Nga mihi



Malcolm Short, ONZM
CHAIRMAN

Te Tumu Kaituna 14 Trust

VOTING PAPER - POSTAL VOTE ON SHARES

Shareholder No: «ShID»

Number of Shares: «TrustSHShares»

In the matter of the resolutions detailed below I,

«ShFirstname» «ShSurname»

being a person whose name is entered on the share register as a beneficial owner, (or the trustee/executor/power of attorney as named below) DO HEREBY VOTE as follows:

Please read voting instructions on reverse before completing this form.

RESOLUTIONS (detailed resolutions enclosed):

	(✓) YES	(X) NO
1. That the owners support the Development of the Trust Lands in principle as outlined in the development project presentations.	<input type="checkbox"/>	<input type="checkbox"/>
2. That the owners agree with the conversion of approximately 50ha of land to General Land for securitisation purposes.	<input type="checkbox"/>	<input type="checkbox"/>
3. That the owners agree that land could eventually be sold for residential sections with priority to Te Tumu Kaituna 14 owners.	<input type="checkbox"/>	<input type="checkbox"/>
4. That the Trust order variations be approved.	<input type="checkbox"/>	<input type="checkbox"/>
5. That the Trustees be paid a meeting fee of \$300 gross per meeting plus travelling expenses at rates approved by Inland Revenue Department.	<input type="checkbox"/>	<input type="checkbox"/>
6. That in terms of S220A (4) (c) of Te Ture Whenua Act 1993 that registered land titles be registered in the name of Te Tumu Kaituna 14 Trust.	<input type="checkbox"/>	<input type="checkbox"/>
7. That the owners support a variation of the Trust Order to provide for the proposed rotation election of Trustees.	<input type="checkbox"/>	<input type="checkbox"/>
8. That the owners support provision being included in the Trust Order for voting on shareholding and by postal voting.	<input type="checkbox"/>	<input type="checkbox"/>
9. That the owners agree with the formation of a Charitable Trust.	<input type="checkbox"/>	<input type="checkbox"/>

Dated the _____ day of _____ 2017

Signed by: [PLEASE PRINT]

Full Name of Owner/Trustee/Executor/ or Power of Attorney

Signature

Incomplete/unsigned/altered/blank/late forms will be invalid
VOTING CLOSES 12 noon on Friday 21ST July 2017



VOTING INSTRUCTIONS

INSTRUCTIONS AND NOTES: (Please read carefully before voting)

1. Place a tick (✓) in the column for YES if you agree with the resolution or an (X) in the column for NO if you are against it.
2. The Postal Voting Paper must be signed by the registered owner.
3. Votes will be counted on the basis of shares held.
4. Return the Voting Paper in the enclosed Freepost (NZ only) envelope or fax to 07 343 1051 or email to nzrotoruaenquiries@deloitte.co.nz (Overseas – fax or email) to the Returning Officer, Murray Patchell at Deloitte, Chartered Accountants, P.O. Box 12003, Rotorua 3045, who is authorised to receive and count the votes.
5. Voting papers must be received no later than **12 noon Friday 21st July 2017**.

RELEVANT INFORMATION

Further Project Information, meeting reports and minutes are available on the website www.rotorua.deloitte.co.nz.

If you are unable to access this information you may request copies from the office:

Te Tumu Kaituna 14 Trust
C/- Deloitte
P.O.Box 12003
ROTORUA 3045

Pukeroa Oruawhata House
2/1176 Amohau St
ROTORUA

Ph 073431050

Email : nzrotoruaenquiries@deloitte.co.nz

RESOLUTIONS

RESOLVED:

1. **"THAT** the owners support the development of the Trust lands in principle as outlined in the development project presentations."
2. **"THAT** the owners agree with the conversion of approximately 50ha of land to General Land for securitisation purposes."
3. **"THAT** the owners agree that land could eventually be sold for residential sections with priority to TTK 14 owners."
4. **"THAT** the following variations to the Trust order be approved:

i. Clause 3(a)the Trustees shall not alienate the whole or any part of the fee simple by gift or sale other than in pursuance of an order of the Court under section 135 and/or section 137 of the Act and other than for roads, utilities, services, reserves to serve the land or in settlement of a proposed acquisition pursuant to the Public Works Act or similar statutory authority.

ii. Clause 3(b)(i)...To acquire any land or interest in land shares or assets whatsoever whether by way of lease purchase exchange or otherwise.

iii. Clause 3 (b) (x)... to distribute dividends to the beneficial owners in accordance with their share or by way of grants in lieu of dividends to shareholders, on such terms as agreed with owners, the whole or such part of the after tax profit as the trustees shall in their sole discretion from time to time determine and to make donations to our charitable Trust when formed.

iv. New Clause...To form companies or partnerships and to subscribe for and acquire shares in companies or make loans to companies or partnerships under the companies Act 1993 or the Limited Partnerships Act 2008 and to adopt and change constitutions to further the interest of the Trust to enable the companies or partnerships to be managed to facilitate the overall objects of the Trust PROVIDED THAT the Trustees may be paid fees including those based on fees expected to be paid to directors in commercial enterprises in similar business which the Directors are involved and the Trustees are entitled to retain the same provided that they shall ensure that the details of such fees are included in the annual accounts of the companies or partnerships."

5. **"THAT** trustees be paid a meeting fee of \$300 gross for each trustee for each meeting or attendance to Trust business meeting plus travelling expenses at rates as approved from time to time by the Inland Revenue Department."

6. **"THAT** in terms of Section 220A (4) (c) of Te Ture Whenua Act 1993 the Trustees are authorised to direct the Registrar- General of Land that land registered or registrable under the Land Transfer Act 1952 be registered in the name of Te Tumu Kaituna 14 Trust."

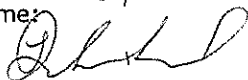
7. **"THAT** the owners support a variation of the Trust order to provide for rotation of Trustees on the following basis:
 - The number of Trustees will be 7.
 - Trustees are appointed for 5 year terms.
 - Trustee elections will be held every 2 years.
 - The first election will be in 2018.
 - Current Trustees will retire on the following basis – 2 at each of the next 3 elections and the 7th at the 3rd election. Retiring Trustees may stand for re-election.
 - Trustees will be elected by postal vote by shares.
 - Nominees for Trustee positions must have :
 - (a) 7 years experience in Maori Land governance, or administration, or law, commerce or management, or
 - (b) an NZQA approved tertiary qualification in Maori land administration or business administration or management.
 - Trustees are appointed/removed by the Maori Land Court
 - Any vacancies will be filled at the next election date."

8. **"THAT** the owners support provision being included in the Trust Order for voting on shareholding and by postal voting."

9. **"THAT** the owners agree to the formation of a Charitable Trust and the Trustees shall appoint up to 5 Trustees with at least 3 being elected Trustees and up to 2 being non Trustees with the appropriate skills. The Trustees may be paid fees including those based on fees expected to be paid to Trustees of similar Charitable Trusts and the Trustees are entitled to retain the same provided that they shall ensure that the details of such fees are included in the annual accounts of the Charitable Trust."

This is the document marked "E" referred to in the affidavit of Malcolm Tukino Short annexed sworn at Rotorua this 27th day of September 2017 before me:

"E"



A solicitor of the High Court of NZ

RESULTS	Number of Shares	%	Number of Owners	%
1. That the owners support the Development of the Trust Lands in principle as outlined in the development project presentations.				
YES	4223.3616	91.20%	240	86.96%
NO	403.7951	8.72%	32	11.59%
<i>Undecided</i>	3.81	0.08%	4	1.45%
2. That the owners agree with the conversion of approximately 50ha of land to General Land for securitisation purposes.				
YES	3872.1133	83.61%	223	80.80%
NO	756.6684	16.34%	49	17.75%
<i>Undecided</i>	2.185	0.05%	4	1.45%
3. That the owners agree that land could eventually be sold for residential sections with priority to Te Tumu Kaituna 14 owners.				
YES	3731.2095	80.57%	202	73.19%
NO	890.3935	19.23%	70	25.36%
<i>Undecided</i>	9.36376	0.20%	4	1.45%
4. That the Trust order variations be approved.				
YES	3936.9590	85.01%	232	84.06%
NO	662.3497	14.30%	38	13.77%
<i>Undecided</i>	31.65796	0.68%	6	2.17%
5. That the Trustees be paid a meeting fee of \$300 gross per meeting plus travelling expenses at rates approved by Inland Revenue Department				
YES	4057.8522	87.62%	228	82.61%
NO	512.5250	11.07%	42	15.22%
<i>Undecided</i>	60.58944	1.31%	6	2.17%
6. That in terms of S220A (4) (c) of Te Ture Whenua Act 1993 that registered land titles be registered in the name of Te Tumu Kaituna 14 Trust.				
YES	4265.5660	92.11%	246	89.13%
NO	360.3906	7.78%	27	9.78%
<i>Undecided</i>	5.01	0.11%	3	1.09%
7. That the owners support a variation of the Trust Order to provide for the proposed rotation election of Trustees.				
YES	4356.3457	94.07%	247	89.49%
NO	269.0759	5.81%	24	8.70%
<i>Undecided</i>	5.545	0.12%	5	1.81%
8. That the owners support provision being included in the Trust Order for voting on shareholding and by postal voting.				
YES	4120.9432	88.99%	242	87.68%
NO	476.2635	10.28%	30	10.87%
<i>Undecided</i>	33.76	0.73%	4	1.45%
9. That the owners agree with the formation of a Charitable Trust.				
YES	4011.4003	86.62%	227	82.25%
NO	590.2180	12.75%	45	16.30%
<i>Undecided</i>	29.34833	0.63%	4	1.45%

Te Tumu Kaituna 14 Trust

"F"

C/- Deloitte, Pukerua Oruawhata House
2/1176 Amohau Street, PO Box 12003, Rotorua 3046
www.rotorua.deloitte.co.nz

Phone: 07 343 1050
Fax: 07 343 1051

5th September 2017

«ShFirstname» «ShSurname»
«ShAddress»

This is the document marked "F"
referred to in the affidavit of Malcolm
Tukino Short annexed sworn at Rotorua
this 27th day of September 2017
before me:



ShID: «ShID»

Tena koe

A solicitor of the High Court of NZ

Owners Update on Resolutions

I am pleased to advise that we have received very strong support from owners from the postal vote. A total of 276 owners responded to the vote on the resolutions and 86.96% of respondents support the Development of the Trust Lands in principle as outlined in the development project presentations. In terms of the shareholding of the owners voting in support they represent 91.20% of shares voting in this process. Also on the key issues of converting part of our lands to general land for securitisation 80.80% of owners voting support that and 84.06% support the variations to the Trust order.

These results are consistent with the earlier survey. A full schedule of the voting outcomes is attached.

Given the strong support that we continue with the process we will now proceed to make application to the Maori Land Court for a status order to change land to general land and for the variations to the Trust order as detailed in the resolutions.

Owners will be advised of the hearing and will be able to participate and submit on the application. We expect to lodge the application by the end of September 2017.

I want to reassure owners that neither the status change nor variations to the Trust Order mean that we will be selling land. That will not happen without further consultation with owners.

What it means at this stage is that we will be able to access development funding and participate in negotiations with the Tauranga City Council and adjoining landowners to ensure that we are at the forefront of the Te Tumu Development, protecting our rights and maximising our development opportunity, as well as set up a robust framework for the development of Te Tumu Kaituna 14 Trust as we move forward.

As owners will be aware our Trust is just one part of the much larger potential Te Tumu Development covering over 800ha that is planned to include a new town centre at Wairakei and population growth in excess of 15500 people in the coming years.

The Tauranga City Council are consulting with the wider community through a series of open days and information sharing and seeking feedback from the community. The first open days will be held on the 13th and 14th of September at the Papamoa Surf Life Saving Club from 3 pm to 7pm. Owners may wish to going along and learn about the wider development objectives for the area. Information is also available through the council website www.tauranga.govt.nz/tetumu.

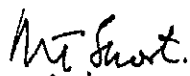
Please note these open days are not specific to our Trust lands but will outline the wider objectives for developing the area.

Once our application is processed through the Maori Land Court and assuming the variations are approved we will be able to proceed with our Trustee rotation elections. As we have previously mentioned we have a huge workload ahead of us and we will need to strengthen our team with capable Trustees that can take our mahi well into the future.

We don't feel the need for a further owners meeting until after the land court hearing and we have advanced our development plan further but if owners do have any comments they are most welcome to contact us.

I take this opportunity of thanking everyone who has participated in this process for their contribution and look forward to your ongoing support.

Nga mihi



Malcolm Short, ONZM
CHAIRMAN

TE TURE WHENUA MAORI ACT 1993
SECTIONS 135, 137 & 244

In the Maori Land Court
of New Zealand
Waiariki District

In the matter of
Tumu Kaituna 14 Block

AFFIDAVIT OF JEFFREY FLETCHER IN SUPPORT

DATED THIS *25* DAY OF *September* 2017

GRAEME DENNETT
SOLICITOR
ROTORUA

25 SEP 2017

I Jeffrey Fletcher make oath and say as follows:

Background

- 1.1 I am a Development / Project Manager and have been working for the Tumu Kaituna 14 Trust (TK14), Trustees since 2005.
- 1.2 My work for the Trustees has included advising them and representing them in the numerous regulatory and non-regulatory planning processes and resource consenting processes over the last 13 years with the purpose of firstly protecting the existing TK14 property rights and concurrently protecting and enabling the future urbanisation of TK14 as for the Trustees vision and strategy; and as promoted through the Western Bay of Plenty SmartGrowth Strategy and subsequently through the Regional and Local Regulatory Planning instruments.
- 1.3 This affidavit provides the planning context for the TK14 lands and the wider Te Tumu Urban Growth Area within which the TK14 lands are located.

Planning History 2004-2017

- 2.1 The planning activity that has formed and lead up to the current Plan Change process for Te Tumu is set out below. TK14 through the Te Tumu Landowners Group (TTLG) has been and continues to be involved in all of these processes.
- 2.2 Papamoa East (Wairakei – Te Tumu) Urban Development Strategy – Tauranga City Council (TCC); a non-regulatory strategy developed between 1999-2004 and formed the basis of Te Tumu being included in the SmartGrowth Strategy.
- 2.3 SmartGrowth Strategy (Western Bay of Plenty); a 50-year Growth Management / Spatial Plan developed through the SmartGrowth Partnership of Tauranga City Council, Western Bay of Plenty District Council, Bay of Plenty Regional Council and Tangata Whenua.
The 2004 SmartGrowth Strategy identified Te Tumu as a key part of the sub-region's Growth Management Strategy with development at Te Tumu originally indicated as commencing in 2011.
The Strategy was revised in 2007 and underwent a full review in 2013 with the Te Tumu commencement date revised to 2021.
- 2.4 Papamoa Comprehensive Stormwater Consent (CSC) 2005-2009; established a 35-year stormwater consent that through the involvement of the Te Tumu Landowners Group (TTLG) of which TK14 is a member provided a long term stormwater management consent and catchment management plan that set out the stormwater management parameters for Te Tumu and the wider Papamoa area. The CSC accommodated the proposed Papamoa East growth (including Te Tumu) as well as addressing the historic stormwater discharge issues that had resulted in the Te Tumu lands



being used for illegal discharge and storage for stormwater from the urbanisation of the upstream catchment.

The CSC went through a variation process between 2012-2015 to amend the pre-development stormwater attenuation requirement from 100% to 40%; TK14/TTLG actively participated in the variation process including joining Environment Court appeals filed by other parties. The appeals were subsequently settled by mediation.

- 2.5 Wairakei Urban Development, Plan Change 44 (PC44) 2005-2011; this Plan Change was for the Part 1 Papamoa East Area (Te Tumu was called Part 2) under the SmartGrowth Strategy and Papamoa East (Wairakei – Te Tumu) Urban Development Strategy. TK14 (via TTLG) was actively involved in this Plan Change through the RMA Schedule 1 process that involved submissions, further submissions, hearings and Environment Court Appeals. The TTLG focus was ensuring that there was adequate infrastructure provision allowed for Te Tumu within the planning for Wairakei as well as appropriate cross boundary integration between Wairakei and TK14.

The key outcome for TK14 was that through a Memorandum of Understanding (MoU) with TCC and Bluehaven Holdings Ltd it was agreed that a Cross Boundary Framework Plan would be prepared to ensure that there was appropriate land use and infrastructure integration across the staging boundary. The Cross-Boundary Framework Plan was successfully completed in early 2017.

- 2.6 The Bay of Plenty Regional Policy Statement Change 2 (Growth Management) (RPS Change 2) 2005-2009, was notified in late September 2005; the purpose of Change 2 was to formalise, from a statutory planning perspective, the SmartGrowth Strategy Growth Management Framework into Regional Policy Statement (RPS) being the primary statutory planning document for the Bay of Plenty. RPS Change 2 established Growth Management Areas and Urban Limits (which Te Tumu was within) for the Western Bay of Plenty sub-region that reflected the SmartGrowth Strategy.

- 2.7 Proposed Tauranga City Plan (District Plan Review) 2008-2014; The Proposed Tauranga City Plan ('City Plan') was the first review of the operative Tauranga District Plan under the RMA since it was first notified in 1997, and since the adoption of the SmartGrowth Strategy in 2004.

The key outcomes of the review with regard to Te Tumu that are in the Operative Tauranga City Plan were:

- a) Adoption of a Future Urban Zone (FUZ) for Te Tumu; the FUZ has an underlying rural zone basis however recognises that the area will be urbanised and provides for a policy and rule framework that ensures that the future urban potential is not compromised and allows for interim land uses to transition to full urban land uses.
- b) Establishment of planning overlays to protect ecological, landscape, natural hazard, heritage and cultural areas as

required under Section 6 of the Resource Management Act (RMA).

- c) Land use and infrastructure integration provisions at the Wairakei – Te Tumu Urban Growth Area Boundary to protect the future urban development opportunity for Te Tumu and TK14; this included a notification provision requiring that any development within 200m (approx) of the TK14 western boundary is notified to TK14.

2.8 New Zealand Coastal Policy Statement (NZCPS) Review 2008-2010; this was the first review of the NZCPS since its original adoption in 1994.

This was a complete re-write of the NZCPS that introduced very specific protection measures with regard to landscape, ecology, natural character and biodiversity.

Following a lengthy submission, hearing and decision process, that TK14 participated in, the final NZCPS:

- Importantly recognised that planned urban development exists and will occur in the Coastal Environment;
- Recognised that existing infrastructure in the Coastal Environment needed to be recognised and provided for;
- Adopted increased protection requirements for Natural Character and Biodiversity;
- Included updated Coastal Hazard requirements; and
- Recognised and protected 17 Surf Breaks of National Significance.

2.9 Waiari Water Supply Scheme – Resource Consenting 2009-2010; the Waiari Water Supply Scheme is the proposed third water supply for Tauranga City as well as a long-term water supply source for the eastern communities in the Western Bay of Plenty District Council area being Te Puke and Paenagaroa.

The scheme will provide for the long-term growth of the City and Sub-Region and will be required to supply water to Te Tumu in the absence of an alternate water source.

The Resource Consent Applications were for a 60,000m³/day water take from the Waiari Stream east of Te Puke and associated earthworks, discharge applications for the intake and treatment plant.

TK14 supported the Resource Consent Applications as they secured a municipal water supply that is essential for the urbanisation of Te Tumu.

2.10 Tauranga Eastern Link (TEL) – Resource Consenting 2008-2010; Resource Consents for the 23km long TEL were notified in August 2008. These notified consents were for earthworks, multiple culverts and the bridge across the Kaituna River.

TK14 supported the TEL Resource Consents subject to the Bell Road extension to Te Tumu being suitably constructed to provide ongoing access to Te Tumu including the provision of services / infrastructure access in the road reserve; appropriate dust

management controls and inclusion of TTLG in the Stakeholder Liaison Group

TK14 filed an Appeal on the Resource Consents as the decisions did not adequately address their submission concerns.

Appeals were also filed by some Iwi / hapu due to concerns with regard to cultural impacts and cultural monitoring.

The TK14 Appeals were resolved through the additional dust management requirements being inserted into the Resource Consents and a side letter between TK14 and NZTA addressing the Bell Road design and construction matters.

2.11 Proposed Bay of Plenty Regional Policy Statement (PRPS) – Review of Operative RPS 2010-2015;

The Proposed Regional Policy Statement ('PRPS') was the first review of the operative Regional Policy Statement (RPS):

- i. As first adopted in 1999, and
- ii. Since the adoption of Change 2 to the RPS in 2009 to include the SmartGrowth Settlement Pattern.

The TK14 / TTLG submissions, further submissions and appeals were extensive and covered the following topics and issues.

a) Coastal Environment:

The recognition of the RPS Growth Management Areas and that some of these including Te Tumu sit within the Coastal Environment and are considered appropriate.

b) Energy and Infrastructure:

Prioritising avoiding the adverse impacts of Regionally Significant Infrastructure on RMA s6 matters.

c) Integrated Resource Management:

The use of language in Policy IR 5B that elevated cumulative effects considerations.

Correct cross referencing of Objectives, Policies and Methods in Table 2 and below each Policy.

d) Iwi Resource Management:

Not recognising that adverse effects on matters of significance to Maori can also be remedied and mitigated not just avoided.

e) Matters of National Importance:

Prioritising Matters of National Importance over all other considerations as required under s5 of the RMA.

f) Natural Hazards:

A new risk management Policy framework for Natural Hazards management that lacked clarity, certainty and the ability to be implemented.

g) Urban Form and Growth Management:

The imposition of mandatory residential density requirements for greenfield development.

h) Water Quality and Land Use:

The application of rural reverse sensitivity effects on areas identified in the PRPS as Growth Management Areas.

- i) Water Quantity:
Ensuring water is made available to meet drinking water and the sanitation needs of existing and future communities.
- j) Appendices:
Definition and mapping overlay issues.

The PRPS appeals were satisfactorily settled following extensive mediation.

2.12 Proposed Regional Coastal Environment Plan (pRCEP) – Review of Operative RCEP 2012-2017; the RCEP was updated as required by the RMA due to it being 10 years old and the requirement to 'give effect' to the NZCPS 2010.

TK14/TTLG's formal submissions on the pRCEP in June 2015 were focused on the restrictive policy drafting with regard to the Natural Heritage, Coastal Hazards and Recreation, Public Access and Open Space sections as well as issues with the accuracy of the Indigenous Biological Biodiversity Areas mapping and identification of a Regionally Significant Surf Break at the Te Tumu Cut.

TK14/TTLG subsequently spoke to their submissions at the Council Hearings in March / April 2015.

The Council Hearing decisions were released in August 2015 and while they addressed some of the TK14/TTLG issues and concerns there were a number of issues with the decisions that TK14/TTLG didn't agree with and they subsequently filed an Appeal on the pRCEP with the Environment Court in October 2015.

Mediations held during 2016 satisfactorily resolved the majority of the TK14/TTLG Appeals; however, TK14/TTLG supported the Regional Council (BoPRC) and TCC in an Environment Court Hearing on the ability of infrastructure to be assessed to go through Indigenous Biodiversity Areas. The hearing was held in October 2016 with a decision in favour BoPRC, TCC and TK14/TTLG released in March 2017. Forest and Bird subsequently appealed the Environment Court decision to the High Court a hearing is expected to be held in late 2017.

Te Tumu Strategic Planning Study

3.1 Following the adoption and launch of the updated SmartGrowth Strategy in 2013; SmartGrowth commenced the Settlement Pattern Review (SPR) in 2014.

In August 2014, the updated SPR was presented to the SmartGrowth Implementation Committee (SGIC) identifying a medium-term risk to the SPR in the form of a potential shortfall of up to 1000 dwellings by 2023 if no further land was rezoned by 2020. This was based upon University of Waikato updated population projections and the 2013 Census.

With TCC and SmartGrowth under pressure to rezone land at Tauriko West a workshop was held in late October 2014 to address concerns regarding inadequate land supply in the early to mid-2020's.

A number of options were canvassed and eventually Option 3B was decided as the preferred option; Option 3B was: *'Rapidly progress only rezoning of land within the current settlement pattern (centred on Keenan Rd and Te Tumu) plus a strategic assessment of the wider Tauriko corridor'*.

Option 3B was endorsed by TCC on 17 November 2014 and by SGIC on 26 November 2014.

With the adoption of Option 3B TCC and SG prepared a Project Plan for the Te Tumu Strategic Planning Study (TTSPS) Project Plan in early 2015. This was adopted in April 2015 and the TTSPS commenced the same month lead by Campbell Larking from TCC as the TTSPS Project Manager.

- 3.2 The TTSPS comprises of the following four main workstreams:
1. Potential Planning Constraints.
 2. Infrastructure Servicing Requirements; Costs and Options for Alternative Infrastructure.
 3. Financial Viability.
 4. Cultural Heritage; Tangata Whenua.

The purpose of the TTSPS is to determine if there are any fatal flaws with regard to the delivery of the proposed Te Tumu Urban Growth Area.

- 3.3 The TTSPS was completed in June 2016 and formally reported to TCC on 25 July 2016 as having no fatal flaws and being financially viable based upon the following very conservative assumptions:
- a) Only 46% of the gross area being unconstrained and developable;
 - b) A population of 8,646 in 3,930 dwellings (however a projected population of 14,878 in 7,705 dwellings is possible); and Infrastructure within Te Tumu being funded by the landowners / developers

Te Tumu Structure Plan and Plan Change Project

- 4.1 Following the completion of the TTSPS in June 2016 SmartGrowth and Tauranga City Council passed resolutions on August 2016 as follows:
- "On this basis, the planning study's conclusions and consultation with stakeholders, SmartGrowth and Council have decided to proceed with the future planning for Te Tumu with a view to opening the growth area in 2021. This decision was part of a wider integrated package of projects including delivery of future growth in Tauriko West and a Compact City."*
- 4.2 The decision to proceed with the Te Tumu Structure Plan and Plan Change Project was underpinned by:
- Pent-up housing demand combined with low interest rates and high migration resulting in high growth and upcoming shortage of land supply.

- Proposed National Policy Statement (NPS) on Urban Development Capacity requiring High Growth Council's to maintain a 10-year supply of zoned residential land. NPS Growth Prediction for Tauranga is 15.1% for 2013-23, second only to Auckland at 18.1%.
 - The 2016 Land Supply in Tauranga was estimated at 9.5 years, based on current growth.
 - By 2019 it is estimated that the Land Supply in Tauranga will be 4.5 years.
- 4.3 Between September 2016 and February 2017, the Te Tumu Landowners Group (TTLG) and Tauranga City Council (TCC) developed a Project Plan for the Te Tumu Structure Plan and Plan Change Project.
- 4.4 The Project Plan identified and scoped out the many workstreams that needed to be undertaken, the Plan Change process and the Plan Change funding requirements and structure.
- 4.5 Fundamental to the Project Plan was the decision that the Plan Change be progressed through the Resource Management Act 1991 (RMA) Schedule 1 process as a Public Plan Change lead by Tauranga City Council (TCC). Other options considered were a Private Plan Change process (lead by the landowners) and the Environmental Protection Agency (EPA) Proposals of National Significance process. It was agreed the Council lead Schedule 1 RMA Public Plan Change process would be the most appropriate process under a Council lead partnership with the Landowners.
- 4.6 The Plan Change Process, Project Plan, Plan Change Budget and Plan Change timeline were set out in a Relationship Agreement between TCC, Te Tumu Kaituna 14 Trust, Totara Farm Park JV (the Carrus Hickson interests) and Ford Land Projects.
- 4.7 The Te Tumu Structure Plan and Plan Change Project workstreams are extensive and include:
- a) Natural Hazards Investigations encompassing:
 - Tsunami Inundation;
 - Liquefaction;
 - Fault Lines;
 - Coastal Erosion;
 - Sea Level Rise;
 - Coastal Inundation / Storm Surge; and
 - Flooding.
 - b) Stormwater Management.
 - c) Contamination Land Management.
 - d) Archaeological Investigations.
 - e) Cultural Heritage Research.
 - f) Network Infrastructure Assessments and Planning.
 - g) Transportation Planning and Modelling.

11

- h) Parks and Reserves Planning.
- i) Structure / Land Use Planning.
- j) Establishment of appropriate Urban Land Use Zonings.
- k) Planning Policy and Rule Framework.
- l) Tangata Whenua Consultation.
- m) Key Stakeholder and Community Consultation.

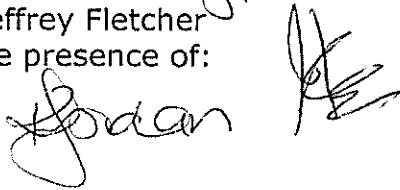
4.8 As part of the Te Tumu Structure Plan and Plan Change process a series of Public Open Days are to be held.

The first Open Days on 13 and 14 September 2017 were recently successfully completed; with others planned for November 2017 and February / March 2018.

The purpose of the Public Open Days is both to inform the Community about Te Tumu and its proposed urbanisation as well as obtaining community feedback on the proposed urbanisation and opportunities, concerns and issues the wider community may have.

4.9 The Te Tumu Structure Plan and Plan Change Project commenced in February 2017 and is well underway and on target for Public Notification of the Plan Change in the third quarter of 2018.

Sworn at Tauranga this 25th day of September 2017
by Jeffrey Fletcher
in the presence of:



A solicitor of the High Court of New Zealand

Kimberley Jane Jordan
Solicitor
Tauranga

RESOLUTIONS

RESOLVED:

1. **"THAT** the owners support the development of the Trust lands in principle as outlined in the development project presentations."
2. **"THAT** the owners agree with the conversion of approximately 50ha of land to General Land for securitisation purposes."
3. **"THAT** the owners agree that land could eventually be sold for residential sections with priority to TTK 14 owners."
4. **"THAT** the following variations to the Trust order be approved:
 - i. Clause 3(a)**the Trustees shall not alienate the whole or any part of the fee simple by gift or sale other than in pursuance of an order of the Court under section 135 and/or section 137 of the Act and other than for roads, utilities, services, reserves to serve the land or in settlement of a proposed acquisition pursuant to the Public Works Act or similar statutory authority.
 - ii. Clause 3(b)(i)**...To acquire any land or interest in land shares or assets whatsoever whether by way of lease purchase exchange or otherwise.
 - iii. Clause 3 (b) (x)**... to distribute dividends to the beneficial owners in accordance with their share or by way of grants in lieu of dividends to shareholders, on such terms as agreed with owners, the whole or such part of the after tax profit as the trustees shall in their sole discretion from time to time determine and to make donations to our charitable Trust when formed.
 - iv. New Clause**...To form companies or partnerships and to subscribe for and acquire shares in companies or make loans to companies or partnerships under the companies Act 1993 or the Limited Partnerships Act 2008 and to adopt and change constitutions to further the interest of the Trust to enable the companies or partnerships to be managed to facilitate the overall objects of the Trust PROVIDED THAT the Trustees may be paid fees including those based on fees expected to be paid to directors in commercial enterprises in similar business which the Directors are involved and the Trustees are entitled to retain the same provided that they shall ensure that the details of such fees are included in the annual accounts of the companies or partnerships."
5. **"THAT** trustees be paid a meeting fee of \$300 gross for each trustee for each meeting or attendance to Trust business meeting plus travelling expenses at rates as approved from time to time by the Inland Revenue Department."

6. **"THAT** in terms of Section 220A (4) (c) of Te Ture Whenua Act 1993 the Trustees are authorised to direct the Registrar- General of Land that land registered or registrable under the Land Transfer Act 1952 be registered in the name of Te Tumu Kaituna 14 Trust."
7. **"THAT** the owners support a variation of the Trust order to provide for rotation of Trustees on the following basis:
- The number of Trustees will be 7.
 - Trustees are appointed for 5 year terms.
 - Trustee elections will be held every 2 years.
 - The first election will be in 2018.
 - Current Trustees will retire on the following basis – 2 at each of the next 3 elections and the 7th at the 3rd election. Retiring Trustees may stand for re-election.
 - Trustees will be elected by postal vote by shares.
 - Nominees for Trustee positions must have :
 - (a) 7 years experience in Maori Land governance, or administration, or law, commerce or management, or
 - (b) an NZQA approved tertiary qualification in Maori land administration or business administration or management.
 - Trustees are appointed/removed by the Maori Land Court
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TUMU KAITUNA 14

TRUST TERMS

1. Title

This Trust shall be known as the TUMU KAITUNA 14 TRUST and shall apply to the land known as Tumu Kaituna 14.

2. Objects

Except as hereinafter may be limited the objects of the Trust shall be to provide for the use management and alienation of the land to best advantage of the beneficial owners or the better habitation or use by beneficial owners, to ensure the retention of the land for the present Maori beneficial owners and their successors, to make provision for any special needs of the owners as a family group or groups, and to represent the beneficial owners on all matters relating to the land and to the use and enjoyment of the facilities associated therewith.

3. Powers

The Trustees are empowered:

a. General

In furtherance of the objects of the Trust and except as hereinafter may be limited to do all or any of the things which they would be entitled to do if they were the absolute owners of the land PROVIDED HOWEVER that the Trustees shall not alienate the whole or any part of the fee simple by gift or sale other than in pursuance of an order of the Court under section 135 and/or section 137 of the Act and other than for roads, utilities, services, reserves to serve the land or in settlement of a proposed acquisition pursuant to the Public Works Act or similar statutory authority.

b. Specific

Without limiting the generality of the foregoing but by way of emphasis and clarification as well to extend the powers of the Trustees it is declared that the Trustees are empowered:

i) To buy

To acquire any land or interest in land shares or assets whatsoever whether by way of lease purchase exchange or otherwise

ii) To subdivide

To subdivide the land in any manner permitted by law into such subdivisions or parts as may seem expedient to them, and to bring applications before the Court for partition orders to allocate such allotments amongst the owners in accordance with their entitlement.

iii) To improve

To develop and improve the Trust lands and to erect thereon such buildings fences yards and other constructions or erections of whatsoever nature as may seem necessary or desirable.

iv) To employ

To engage employ and dismiss managers secretaries, servants, agents, workmen, solicitors, accountants, consultants, surveyors, engineers, valuers and other professional advisers required to carry out the powers of the Trustees and to fix their remuneration.

v) To borrow

To borrow money for the purpose of the furtherance of any of the trusts or powers herein contained whether or not with security over all or any real or personal property of the Trust.

vi) To set aside cash reserves

To accumulate income and to set aside such reserves as the Trustees in their discretion shall think fit for contingencies or for capital expenditure or to meet the cost of any investigation or in giving effect to any proposal as referred to in the immediately preceding subclause and so to retain in an accumulated profit account any portion of the profits which the Trustees think it prudent not to distribute to the beneficial owners.

vii) To lend

To lend all or any of the money coming into their hands upon any securities in which Trust funds may be invested by Trustees in accordance with the Trustee Act 1956 or in accordance with any other statutory authority upon first or second mortgage or contributory mortgage approved by a resolution of the beneficial owners at a properly constituted meeting.

viii) To Pay own costs

From the revenues derived from the operation of the Trust to pay all costs expenses and disbursements incurred by them including the costs of any person employed by them in the administration of the Trust and of any Advisory Trustees or in the furtherance of any of the objects of the Trust and, if approved by the Court, including also the reasonable fees, costs and travelling expenses of the Trustees in attending the meetings of the Trust or in respect of any Trust business and it is hereby agreed that the meeting fees shall be fixed at \$300.00 gross per meeting for each trustee plus travelling expenses at rates as approved from time to time by the Inland Revenue Department.

ix) To promote title improvement projects

At their discretion to bring and prosecute in the Maori Land Court on behalf of the beneficial owners any applications for amalgamation of titles, aggregation of owners, the inclusion of any further lands in this Trust Order, the exclusion of any lands from this Trust order, the variation of this Trust order to increase reduce or otherwise vary the powers hereby given to the Trustees or to bring any other application for orders within the jurisdiction of the Court that might facilitate the operation of the Trust AND where appropriate arrange all necessary surveys and effect registration of the Partition or other orders constituting title to the lands under the Trust in the Land Transfer Office.

x) To distribute

Subject to their being satisfied that proper provision has been made for reserves as referred to in clause 3 (b) (vi) hereof to distribute dividends to the beneficial owners in accordance their share or by way of grants in lieu of dividends to shareholders, on such terms as agreed with owners, the whole or such part of the after tax profit as the trustees shall in their sole discretion from time to time determine and to make donations to the charitable Trust of the Trust when formed.

xi) To permit occupation and enjoyment by the owners

At their discretion to reserve in any lease or licence or otherwise provide for any one or more of the beneficial owners to personally occupy use or otherwise enjoy such defined part or parts of the land as the Trustees shall determine having regard to the comparative shareholdings and if any such right is reserved licensed or otherwise provided for but to one or some only of the beneficial owners then the Trustees will determine the extent to which participation in rentals and profits are to abate for the purposes of receiving the benefit of such reservations licences or provisions or otherwise be adjusted.

- xii) To make other special provisions for beneficiaries

At their discretion to alienate by way of lease or licence to any beneficial owner or to any blood relative of a beneficial owner at a reduced rent or otherwise upon terms more favourable to the lessee than those obtainable on the open market for so long as that person or his executor or administrator remains in possession of the land PROVIDED THAT such proposal has first been approved by the resolution of a meeting of beneficial owners called by the Trustees.

- xiii) To lease

To lease the whole or any part or parts of the said lands from year to year, and for any term of years at such rent and upon such covenants and conditions as the Trustees shall think reasonable and to any person, corporate body and/or Her Majesty the Queen and to accept surrenders of and vary the leases thereof.

- xiv) To take over existing leases

To assume all the rights duties powers and obligations heretofore held by the lessors under any lease having force or effect of any of the lands or of any part or parts thereof and to assume and to have all the rights duties powers and obligations that may have accrued to the former Trustees of any of the lands the trusts in respect of which have been cancelled on the making of this Trust order with power to enter into variations of any such lease and/or to negotiate and accept a surrender of any such lease whether in whole or in part and to obtain and enforce any judgment decision or ruling or to affect any settlement or compromise with regard thereto.

- xv) To farm

To farm and develop the land themselves with power to appoint farm managers and other persons for that purpose, subject to a majority consent of Trustees.

- xvi) To represent owners

To prosecute from time to time in the appropriate tribunal such objection to zoning or proposed zoning such application for rezoning of the said land, such application for specified departure from such zoning and such application for conditional use in any current zoning or otherwise howsoever the Trustees in their absolute discretion may determine, AND to represent the beneficial owners on any negotiations or questions of compensation for lands taken under the Public Works Act or other statutory authority with the Government or any local authority.

xvii) To form companies and acquire shares in companies

To form companies or partnerships and to subscribe for and acquire shares in companies or make loans to companies or partnerships under the Companies Act 1993 or the Limited Partnerships Act 2008 and to adopt and change constitutions to further the interest of the Trust to enable the companies or partnerships to be managed to facilitate the overall objects of the Trust PROVIDED THAT the Trustees may be paid fees including those based on Fees expected to be paid to directors in commercial enterprises in similar business in which the Directors are involved and the Trustees are entitled to retain the same provided that they shall ensure that the details of such fees are included in the annual accounts of the companies or partnerships.

4. Personal interest of Trustees

Notwithstanding any general rule of Law to the contrary no person shall be disqualified from being appointed or from holding office as a Trustee or as a representative of the Trust by reason of his employment as a servant or officer of the Trust or by his being interested or concerned in any contract made by the Trustees PROVIDED THAT he shall not vote or take part in the discussion on any matter that directly or indirectly affects his remuneration or the terms of his employment as a servant officer of the Trust or that directly or indirectly affects any contract in which he may be interested or concerned PROVIDED FURTHER THAT if a Trustee is employed by the Trust in any capacity whatsoever he shall not be paid any fees, costs, remunerations or other emolument whatsoever until same has been approved by the Court PROVIDED HOWEVER THAT any trustee attending on Trust business not involving a Trustee meeting shall be entitled to an attendance fee of \$300 plus travelling expenses at rates as approved from time to time by the Inland Revenue Department.

5. Protection of Trustees

In any case where any Trustee is of the opinion that any direction determination or resolution of a meeting of the Trustees or general meeting of beneficial owners conflicts or is likely to cause conflict with the terms of this Trust or with any rule of law or otherwise to expose it to any personal liability or is otherwise objectionable then, and in reliance upon section 30 (1)(e) of the Maori Affairs Act 1953 and of the Trustee Act 1956 he may apply to the Court for directions in the matter PROVIDED HOWEVER that nothing herein shall make it necessary for him to apply to the Court for any such directions.

6. Protection of minorities

In any case where any Trustee or beneficial owner feels aggrieved by any direction determination or resolution of a meeting of the Trustees or of any act or omission of the Trustees he may:

- i) give to the Trustees notice of his intention to have the matter complained of referred to the beneficial owners and then PROVIDED THAT within 14 days thereafter he is able to file a requisition supporting that notice executed by not fewer than 30 beneficial owners then the Trustees shall fix a time and place and convene a general meeting accordingly in manner hereinafter provided PROVIDED FURTHER that if the Trustees fail to convene a general meeting within a reasonable time or he is dissatisfied with the resolution of this matter by the general meeting he may:
- ii) give to the Trustees notice of intention to have the matter complained of referred to the Maori Land Court PROVIDED THAT he shall within 14 days thereafter file an application pursuant to Section 238 of Te Ture Whenua Maori Act 1993 and Section 68 of the Trustee Act 1956 requesting the Court review any such act or omission of the Trustees and/or give directions as to any contemplated act or omission of the Trustees arising from the resolution of the general meeting of beneficial owners or any other reason; OR pursuant to Section 244 of Te Ture Whenua Maori Act 1993 for the variation of this Trust Order to make particular provision for the matter in dispute and in either case serve a copy thereof upon the Trustees AND upon and following receipt of a notice of intention as aforesaid and for as long as the matter remains unresolved, but then PROVIDED the further particulars are filed within 14 days, and except as may be necessary for the avoidance of any action by any third party affected or as may be directed by a Court on application for injunction, directions or the like, the Trustees shall take no steps or no further steps as the case may be to implement or otherwise give effect to or enable the continuance of the matter complained of.

7. Obligations

a) General meetings

- i) The Trustees shall call a general meeting of the beneficial owners within 12 months of the establishment of this Trust and then from time to time and at least once every 3 years AND a general meeting shall be called by the Trustees upon service of a notice of a requisition in writing signed by not less than 30 beneficial owners stating the purpose for which the meeting is required.
- ii) No general meeting shall be deemed to be constituted unless at least 30 beneficial owners are present in person throughout the meeting.
- iii) At general meetings of the beneficial owners any resolution that the meeting wishes to vote on shall be determined by a show of hands or at the request of the Trustees by postal vote and/or by a poll each beneficial owner to have a vote based on the owner's shareholding PROVIDED THAT five beneficial owners may request the Trustees to call for such a poll vote.

b) To Report to the Court

Any Trustee at any time, upon being required to by the Court, shall file in the Court a written report and make himself available to the Court for questioning on the report or any matter relating to the administration of the Trust or to the performance of his duties as a Trustee.

c) Reports and Accounts

- i) The Trustees shall cause to be prepared Annual Reports and audited proper accounts of the assets and liabilities and of the income and expenditure for each year ending on the 31st day of March or such annual Balance date as the Trustees may from time to time fix upon and shall file a copy of such report and accounts with the Registrar of the Court within 6 months of the said Balance date. PROVIDED HOWEVER if the accounts are prepared by a Chartered Accountant the audit requirements hereinbefore mentioned need not be adhered to.
- ii) At each general meeting the Trustees shall produce reports and accounts for each year in respect of which they have not earlier presented reports and accounts to a general meeting.

d) Review of the Trust

- i) The Trustee shall in the year 10th after the constitution of this Trust apply to the Court for a review of the Trust for the balance of the unexpired term of the trustee replaced.
- ii) On any such review the Court may by order give such Directions to the Trustees as it thinks fit, confirm the Trust Order without variation, vary the terms of the Trust Order in such manner as it thinks fit or make an order determining the Trust.

e) Replacement of Trustee

Upon the death, resignation or removal by the Court of a Trustee the surviving Trustees shall:

- i) where the number of Trustees is then less than 7 ensure that the next rotational Trustee election includes voting on a replacement AND then make application to the Court for an order appointing such replacement Trustee.

f) Rotation of Trustees

- i) The number of Trustees shall be 7. Trustees are appointed for a five year term with Trustee elections to be held each two years with the first election to be in 2018. The Trustees in office at the date of the declaration of these Trusts shall retire two at each of the next three elections by lot and the 7th trustee at the 2024 election. The Trustees shall be elected by postal vote by shares.
- ii) Nominees for election must have either
 - (a) 7 years experience in Maori Land governance, or administration, or law, commerce or management, or
 - (b) an NZQA approved tertiary qualification in Maori land business administration or management
- iii) Any retiring Trustee may stand for re-election. Any vacancies shall be filled at the next election date.
- iv) Following the election the Trustees shall apply to the Maori Land Court for the appointment of any new Trustee

8. Removal of Trustees

- a) The Court, for sufficient cause, may at any time remove a Trustee from office.
- b) In addition to the grounds upon which a Trustee might be removed by the Court, it shall be sufficient cause for removal that:
 - i) a Trustee has not complied with the provisions of clause 7 (b) and 7 (c)(i) hereinbefore;
 - ii) a Trustee has failed to carry out the duties of his office satisfactorily;
 - iii) a Trustee has absented himself from 3 consecutive properly convened meetings of the Trust without reasonable excuse

9. Charitable Trust

The Trustees shall be entitled to establish a Charitable Trust and may assign assets or income to the Charitable Trust. The Trustees shall appoint up to five Trustees for the Charitable Trust with at least three being the elected Trustees and up to two being non Trustees with the appropriate skills. The Trustees may be paid fees including those based on fees expected to be paid to the Trustees of similar Charitable Trusts and the Trustees shall be entitled to retain the same provided that they shall ensure that the details of such fees are included in the annual accounts of the Charitable Trust.