

30 September 2019

[REDACTED]
Email [REDACTED]

Kathryn Stannard
Democratic Services
5706942

kathryn.stannard@huttcity.govt.nz

Dear Campbell

Request for Information – Local Government Official Information and Meetings Act 1987

We refer to your email dated 3 September 2019 requesting the minutes of all Urban Plus Board meetings between the following dates: 1st January 2018 and 3rd September 2019. We note you are particularly interested in any minutes where the Queen Street Reserve work was discussed/commissioned and which board members were present.

Your request has been processed according to the provisions of the Local Government Official Information and Meetings Act 1987 (the "Act").

Your request for information has been granted and we enclose a link to the minutes of all Urban Plus Board meetings between the following dates: 1st January 2018 and 3rd September 2019. Please note there are no Board meetings held in January.

<https://www.dropbox.com/s/am1b4g8713jmmzg/Urban%20Plus%20Limited%20Board%20Minutes%20February%202018%20to%20August%202019.pdf?dl=0>

Please also note that certain information contained in the minutes of all Urban Plus Board meetings between the following dates: 1st January 2018 and 3rd September 2019 has been redacted under s7(2)(h) and (i) of the Act.

We consider that the above are good reasons for withholding official information in the circumstances of this particular case and that this withholding of information requested is not outweighed by other considerations which render it desirable, in the public interest, to make that information available.

Pursuant to section 18 of the Act we confirm that you have the right to make a written complaint to the Ombudsman in accordance with section 27(3) of the Act if you are not satisfied with our response regarding information withheld.

If you require any more assistance, please contact me. My contact details are at the top of this letter.

Yours sincerely

K E Stannard

Kathryn Stannard
DIVISIONAL MANAGER DEMOCRATIC SERVICES

Copy: Mayor and Councillors



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
15 February 2018, commencing at 8:38am

PRESENT: Brian Walshe Chair
David Bassett Director
Hugh Mackenzie Director

IN ATTENDANCE: Hilaire Cornelius Board Secretary
Brent Kibblewhite HCC General Manager Corporate Services
(8:38am – 9:37am)
Daniel Moriarty Senior Development Manager
Craig Walton Chief Executive Urban Plus Limited

APOLOGIES: None

The meeting commenced at 8:38am. There was no Board only session held.

1. Minutes From Previous Meetings

RESOLVED: (Moved: Hugh Mackenzie; Seconded: Brian Walshe)

"That the minutes of the meeting held on 11 December 2017 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

There were no changes to the Interest Register.

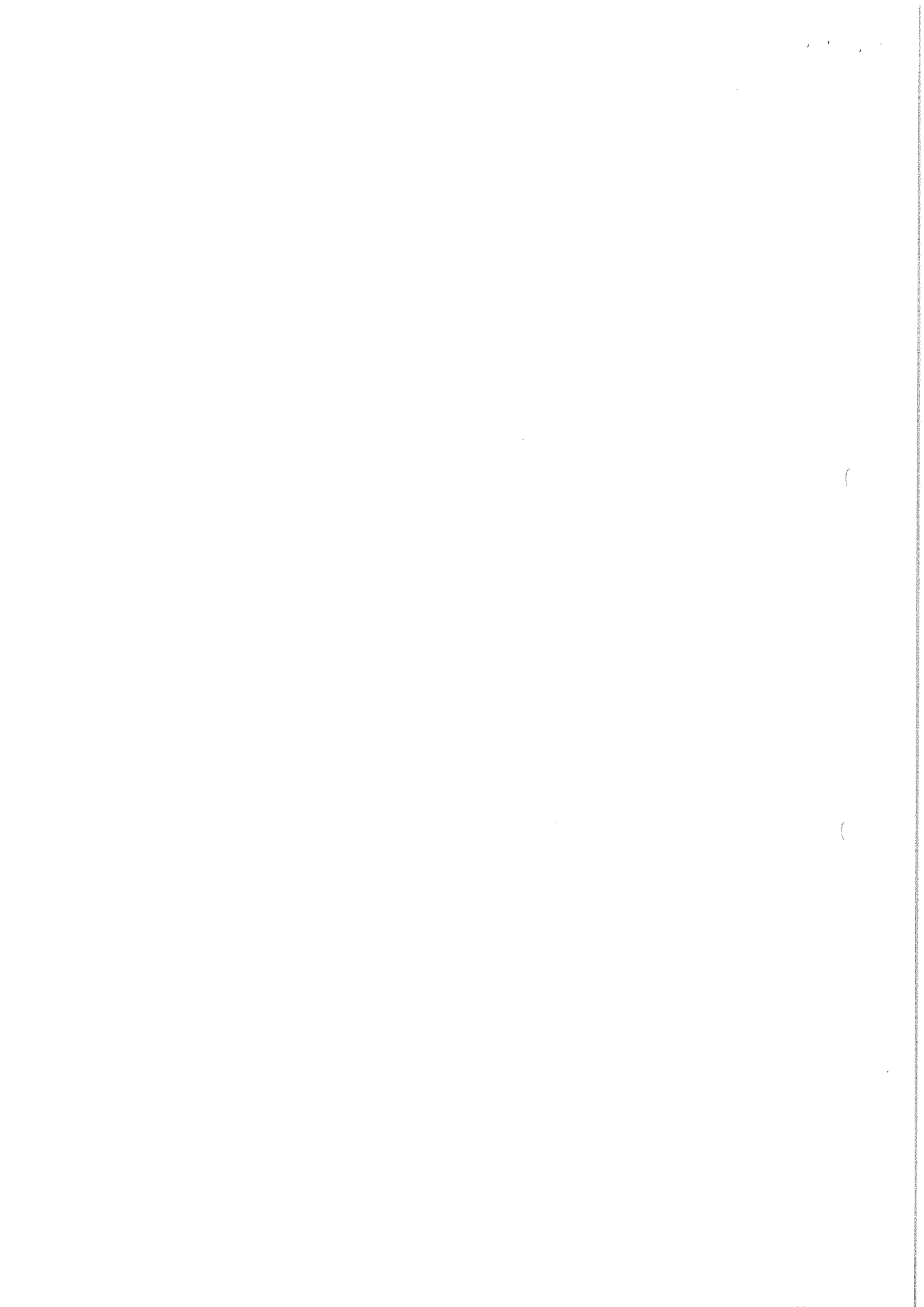
4. Action Items

Two action items remain from the November Board Meeting, these action items are ongoing.

5. CE Report

Facilities Management Agreement

The scope of the FM Agreement continues to be worked on. The CE has been in discussions surrounding the price with the HCC GMCI. The CE feels the relationship is good, and still working through the details. The duration of the agreement is 5 years, with the opportunity to review pricing should the scope of work vary. The FM Agreement is operative from 1 January 2018 and any fees will be backdated to such date.



Report to the Shareholder - Six Monthly Report

The CE thanked the SDM for his work on the report. The presentation will talk to the highs and lows at the Committee meeting and take the report as read.

The Chairman asked if the Board had any comments on the draft Six Monthly Report.

The following pages require minor changes:

- Page 21: KPI – N/A item, To add what ratio would have been pre-valuation and to check the draft SOI regarding wording also;
- Page 13: There are two dates that refer to 2016, instead of 2017. Amend wording to be “agreed by the UPL board in 2016 and re-confirmed in 2017” and “Agree renewal of contract for five years from 1 July 2017”;
- Page 16: Item D, amend to include the following wording “and achieve the requirements of the SOI” or “in-line with the SOI”;
- Page 22: First Paragraph, earlier in the report mentioned ‘5 sales’ and this sentence mentions ‘4 sales’. Check and confirm the sales at the date the report was written;
- Page 22: Avalon Park North, add wording such as “constructed in batches as per market demand as sales dictate”.

ACTION:

- **The SDM to make changes to the Six Monthly Report (Pages 13, 16, 21 and 22), as per the points above.**

RESOLVED: (Moved: Hugh Mackenzie; Seconded: David Bassett)

“That the Board noted and approved the changes to the content of the six monthly report”.

Statement of Intent

The Chairman asked the Board if they had any changes to the SOI. The following changes are required to the document:

- Rental Housing discussion surrounding wording to include interest but before depreciation. The SDM and HCC GMCS will work together to find the formula;
- Analysis surrounding rental increases and meeting SOI;
- Check numbering of document;
- Comments as per the HCC GMCS’s email 15/02/2018. Re FWL: How to measure performance/governance, what it does as a general partner;
- Amend 1.15 add to the end of sentence “for the purposes of funding for the elderly”;
- Clause 1.6, in previous Board Minutes talk of decreasing SOI from 90% to 85% of market rent;
- Page 9 – Under ‘Board of Directors’ change from four to three and check that the constitution states 3 also;
- Page 12 – Financial Forecast, 3rd Paragraph down amend to “after financial year, and will be”, also amend 2nd to last paragraph to “over recent years” and the last paragraph to “to be added” and “long term housing for the elderly”

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ACTION:

- **The SDM to make changes to the SOI, as per the points above;**
- **The Board Secretary to invite Hugh Mackenzie to the next Finance and Performance Committee Meeting.**

RESOLVED: (Moved: Brian Walshe; Seconded: David Bassett)

"That the Board move to approve the Draft Statement of Intent, with subsequent amendments, for submission to the Shareholder for their feedback".

The HCC GMCS left the Meeting at 9:37am.

2017 Audit New Zealand Report

The Chairman asked if the Board had any questions. The Board was comfortable with the contents of the Audit Report.

RESOLVED: (Moved: Brian Walshe; Seconded: Hugh Mackenzie)

"That the Board noted and received the Year ended 30 June 2017 Audit Report".

6. Development

Senior Development Manager's Report

Fairfield Waters Limited

The CE informed the Board that the development is on schedule, with 3 more properties remaining to be sold. Some of the purchasers of the properties have been seen at open homes and around site looking at the progress to their homes to be. Overall, the feel of the development and the feedback from the public has been positive.

The opening ceremony of Glen Evans Crescent is to take place on 27th February. The Mayor and Councillors will be present. The SDM advised that he had been to visit Mrs Evans and she would also pass on the invite to her two sons to attend.

26 McBain Grove

The Board suggested an amended sales price to the 26 McBain Grove property of no less than \$190k including GST.

RESOLVED: (Moved: Hugh Mackenzie; Seconded: Brian Walshe)

"That the Board approved a sale price of no less than \$190k including GST for the sale of 26 McBain Grove".

Avalon Park

Work is continuing re all the documentation in order to lodge the Resource Consent. Currently management are working with Friday Homes and Stonewood whilst progressing the marketing name for the project, civil works stage, meeting with potential Real Estate Agents for a group sell and finalising the build contracts. Talks continue regarding having a

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second entity as the developer for minimising commercial risk.

RESOLVED: (Moved: Hugh Mackenzie; Seconded: Brian Walshe)

"That the Board noted and received the SDM's report and approved the amended sales figure for the sale of the 26 McBain property".

Development Managers Report

The Development Manager's report was taken as read.

7. Financials

The Finance Report was taken as read. The Board had a question surrounding the \$4k recruitment costs, which was as a result of hiring a recruitment company to find a new employee and around a long-term employee who holds a lot of leave. The CE to talk to HCC DM, Human Resources regarding potentially paying out the employees leave with HCC to cover the cost/percentage of when the employee was working for HCC.

RESOLVED: (Moved: Brian Walshe; Seconded: Hugh Mackenzie)

"That the Board note and approve the finance report".

8. Health and Safety

Nothing to report for this period.

9. General Business

Development Site Tour

The Chairman apologised for the postponement of the tour last month. The Board Secretary was requested to look into another time to hold the site tour (confirmed for Wednesday 21st March).

Strategy Planning Session

It was decided that the March Board Meeting is to start 8am instead of 8:30am to accommodate a strategy planning session prior to the Board Meeting.

There being no further business the meeting closed at 10:24am.

Next Meeting: 8:00am, Thursday 22 March 2018, at Urban Plus Limited Board Room.


Brian Walshe
Chair

Date 22/3/18

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Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
22 March 2018, commencing at 8:30am

PRESENT: Brian Walshe Chair
David Bassett Director
Hugh Mackenzie Director

IN ATTENDANCE: Hilaire Cornelius Board Secretary
Brent Kibblewhite HCC General Manager Corporate Services
Daniel Moriarty Senior Development Manager
Craig Walton Chief Executive Urban Plus Limited

APOLOGIES: None

The Director's held 'Directors only' time from 8:04am to 8:21am.

The CE and Directors held discussion from 8:22am to 8:30am.

The Meeting commenced at 8:30am.

1. Minutes From Previous Meetings

RESOLVED: (Moved: Hugh Mackenzie; Seconded: David Bassett)
"That the minutes of the meeting held on 15 February 2018 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

CW acknowledged two amendments to the interest register under his name, as follows:

- 2 Colombo Limited
- 18 Constable Limited

4. Action Items

Two action items remain from the November Board Meeting; these action items are ongoing. The CE apologised to the Board for not having actioned the February Board Meeting for the strategy paper.

5. CE Report

The report was taken as read.

Opening of Glen Evans Crescent

The CE was extremely happy with the outcome of the opening ceremony with a really good turnout and the presence of the Mayor, Mrs Evans and her family at the unveiling of the Crescent.

Rental Portfolio

Unfortunately, three tenants have passed away since the February Board Meeting. There is a waiting list for vacant flats. Placing people takes time, as some will not be ready to move quickly meaning that the Housing Manager has to select from the list till a person is available to move.

WHG Hutt Valley Sports Awards

Discussion was held surrounding UPL acquiring a table for the WHG Hutt Valley Sports Awards. The Board were happy to leave the decision with the CE to make.

RESOLVED: (Moved: Brian Walshe; Seconded: David Bassett)

"That the Board noted and approved the CE's report".

PwC Advice

RESOLVED: (Moved: David Bassett; Seconded: Brian Walshe)

"That the Board noted and approved the advice from PwC as per Appendix A of the Board Report".

6. Development

Senior Development Manager's Report

Fairfield Waters Limited

The SDM thanked the Board for their support through the process. House 11 has gone unconditional. Townhouse 3 will be confirmed on 23 March. Work onsite having been very well planned out and managed by Glen Phillips.

WelTec Opportunities

Opportunities to acquire WelTec owned properties are continuing. UPL will not be spending any money until the site is under contract. Due diligence claims are will cover 40 working days and be subject to RMA and political processes. The CE indicated that the project would be commencing January 2019 to meet 2020 demands.

Avalon Park

The SDM advised that there are still conditions to satisfy once titles become available through LINZ. Currently at a 5 LOT subdivision is being considered and this may take 6-8 weeks to hear back.

Ray White has been selected as the real estate company to head the project sales. UPL went to 2 real estate companies and received proposals and presentations from both. The Board are happy that due process was followed to select Ray White as the real estate company for the project. There is already 1 unofficial sale of LOT 1. Ray White is to prepare an exclusive launch in April and run a teaser campaign.

Discussion was held surrounding the building companies for the project. No building companies have been promised any volume at this stage. Consideration is being given to using Stonewood Homes and Friday Homes for the project build. Both companies have presented their documentation. The designs UPL are looking to use are less risky as the designs have been used before and are single level.

There was further discussion surrounding the purchasers of such development properties being advised the properties are built by a Council backed developer giving them some assurance regarding the build quality. This also gives the contractors comfort knowing that they will get paid.

56 Bell Road

The sale settled on Friday 16th March. The Board was appreciative to the Housing Manager managing the tenant well, with a smooth exit.

McBain Grove

The sale listing is still conditional with Cummings and Kilgareth Real Estate looking after the listing.

Boothby Grove

The DM is working with the parish. The Church owns the land on a 30 year lease. There is potential to sell to UPL and UPL refurbish. The Council have owned the improvements for 30 years and these units will be handed back to the Church at the end of the lease, at no cost should HCC or UPL not acquire them.

4 Year Development Plan

The Directors discussed the feasibility of some of the projects being pushed back a little bit on the timeline. The SDM to adjust to see the Petone projects run parallel. These matters will be covered fully in the strategic planning session to be held in April.

ACTION:

- The SDM to add a line into the 4 year development programme report regarding the Petone project to align/run parallel both projects to see what gains the most traction;
- The SDM to prepare the 4 year development programme covering a monthly basis.

7. Financials

The Finance Report was taken as read. An update was given regarding the long service leave of 1 staff member with the CE confirming that this leave is being taken at regular intervals to decrease the balance.

RESOLVED: (Moved: David Bassett; Seconded: Brian Walshe)
"That the Board note and approve the finance report".

8. Health and Safety

No incidents to report for this period.

9. General Business

Indemnity Requirements

The CE or SDM to check the requirements for UPL and HCC regarding the indemnity for Senior Officers (in capacity as acting for business) and report back to the Board next meeting.

ACTION:

- The CE or DM to look into indemnity requirements, as per the above and report back to the Board at the April meeting.

There being no further business the meeting closed at 9:47am.

Next Meeting: 8:30am, Thursday 19th April 2018, at Urban Plus Limited Board Room.


Brian Walshe
Chair

Date

19/4/18



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
19 April 2018, commencing at 8:42am

PRESENT: Brian Walshe Chair
David Bassett Director
Hugh Mackenzie Director

IN ATTENDANCE: Hilaire Cornelius Board Secretary
Brent Kibblewhite HCC General Manager Corporate Services
Daniel Moriarty Senior Development Manager
Craig Walton Chief Executive Urban Plus Limited
Glen Phillips Development Manager

APOLOGIES: None

The Director's held 'Directors only' time from 8:30am to 8:36am.

The CE and Directors held discussion from 8:36am to 8:42am.

The Meeting commenced at 8:42am.

1. Minutes From Previous Meetings

RESOLVED: (Moved: Hugh Mackenzie; Seconded: Brian Walshe)

"That the minutes of the meeting held on 22 March 2018 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

DB acknowledged one amendment to the interest register under his name, as follows:

- Director, Guildford Pastoral Limited (Deletion - to remain on the register until the new financial year)

4. Action Items

The indemnity for Senior Officers will be tabled by the DM and CE at the May Board Meeting. The strategy paper is underway and will be tabled at the Strategy Meeting next Tuesday.

5. CE Report

The report was taken as read.

Hygiene Team – New Council Cleaning Contractor

UPL has received positive feedback regarding the new Council cleaning contractor (Hygiene Team) regarding the cleaning of the halls and public toilets. This is fantastic news for what was once a problematic area. The CE gave thanks to Derek Bradley for his hard work in arranging this contract. The feedback has been passed onto the Hygiene Team.

Property Services

The CE informed the Board that it had been a fantastic week with sales of 4 properties, being

RESOLVED: (Moved: Brian Walshe; Seconded: Hugh Mackenzie)

“That the Board noted and approved the CE’s report”.

6. Development

Senior Development Manager’s Report

Avalon Park North Development

The resource consent has been submitted to Council with day 20 being tomorrow. Ray White Kemeys Brothers are marketing the development. The launch for the project was held on 18 April at Avalon TV Studios. The launch was positive; Ray White produced a quality presentation of the product. Excellent number turned out for the launch, with 6 interested parties signing up for contracts and 25 registered interest parties. The CE thanked the SDM for his hard work. The CE believes the location is suited to those currently living outside of the city due to the proximity to the motorway South and North.

The Contractors are now confirmed to be Friday Homes and Stonewood Homes. As UPL has a lot of work coming in, these contractors are very keen to prove themselves.

Copeland Street Reserve Development

Submission of the resource consent expected towards the end of May. The intention is for sales to commence as soon as the resource consent is granted. UPL will work with the neighbours regarding any concerns they may have. Ticks the boxes for affordable housing and will work in with the market. The design from Solari will be put to resource consent and then UPL will be able to look for builders.

The SDM informed the Board that a drone has been organised to survey the topography of the land. Tenants and neighbours have been notified regarding the drone via a letter drop.

Boothby Grove

Improvements on Boothby Grove will be owned by HCC until July 2018. Currently a valuation is being looked into for potential UPL acquisition. Required to make a decision if we invest money into the flats or put the money aside for future projects. Further discussions to be held around this topic. If the tenants were to be rehomed, UPL would look at options with the current tenants to rehouse them accordingly.

Delegated Authority

The CE & SDM were granted delegated authority from the Board to purchase Freyberg Street for up to \$600k + GST. The CE believes that the property will sell for lower than this. The Directors made comment that they are keen to see some social housing going up, as a core objective.

RESOLVED: (Moved: David Bassett; Seconded: Brian Walshe)

"That the Board note and approve the Senior Development Managers report".

7. Financials

The Finance Report was taken as read.

Statement of Intent

The HCC GMCS advised that the SOI has finally been submitted to the auditors.

Term Loan Agreements

RESOLVED: (Moved: Brian Walshe; Seconded: Hugh Mackenzie)

"That the Board note and approve the finance report".

8. Health and Safety

No incidents to report for this period.

9. General Business

Risk Register

The Board are keen to see UPL develop a risk register to records risks from pre-construction through to the development stage. This will allow for visibility and acting early on risks before/as they occur. The DM to create a template and tweak for each new development project. Avalon could be seen as being low risk being stand-alone houses; however the biggest risk would be the financial stability of the builders.

ACTION:

- **The DM to create a template risk register to records risks for each development project from pre-construction through to the development stage.**

Peer Review of Design Build Options

The Board are keen to see UPL have an independent peer review of the house designs when using a contractors design for the project build. This would act as a safety net to the design and would tick the box to minimise risk. Ensuring the build is fit for purpose and works with the topography of the land.

ACTION:

- **The SDM/DM to organise for an independent peer review of the house designs for the Avalon project with Solari (or another architect). This will become a regular occurrence when using contractor designs for project builds.**

Leave


The CE is away 26 April, returning 7 May. During this time the SDM will take on the responsibilities of being acting CE with all the CE's delegations. The SDM gave his apologies to the June Board Meeting. The Chairman gave his apologies for leave for 2 weeks beginning 30 April.

Naming of New Development Company

The SDM asked the Directors to stay behind after the meeting to sign the Company name change documents for the new development company name. Fairfield Waters Limited will become UPL Developments Limited and Fairfield Limited Partnership will become Urban Plus Limited Partnership. The names have already been reserved by the SDM and have been accepted by the Companies Office. Avalon Park is to be actioned through the new entity being Urban Plus Limited Partnership.

There being no further business the meeting closed at 9:49am.

Next Meeting: 8:30am, Friday 18th May 2018, at Urban Plus Limited Board Room.


Brian Walshe
Chair

Date 18/5/18



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
18 May 2018, commencing at 8:45am

PRESENT: Brian Walshe Chair **(BW)**
David Bassett Director **(DB)**
Hugh Mackenzie Director **(HM)**

IN ATTENDANCE: Emma Ford Board Secretary **(EF)**
Brent Kibblewhite HCC General Manager Corporate Services **(BK)**
Daniel Moriarty Senior Development Manager **(DM)**
Craig Walton Chief Executive Urban Plus Limited **(CW)**

APOLOGIES: None

The Director's held 'Directors only' time from 8:30am to 8:36am.

The CE and Directors held discussion from 8:36am to 8:45am.

The Meeting commenced at 8:45am.

1. Minutes From Previous Meetings

RESOLVED: (Moved: BW; Seconded: DB)

"That the minutes of the meeting held on 19 April 2018 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

There were no matters arising from previous meeting

4. Action Items

All action items from last meeting have been completed.

5. CE Report

The Board noted the letter of appreciation from Maungaraki School regarding the upgrade works to the Maungaraki Hall. The Board expressed their gratitude and thanks to Derek Bradley for his hard work resulting in a successful outcome.

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board noted and approved the CE's report".

6. Development

Senior Development Manager's Report

Copeland Street Reserve Development

DM presented to the Board a slide show of what the new housing development could look like once designs have been approved and given the green light to proceed.

ACTION:

- **DM to provide a cash flow forecast for the next Board paper for all projects.**

ACTION:

- **GP to provide a draft report on costings and budgets for Britannia Street.**
- **CW to set up a time to discuss development funding with HCC and discuss Kiwibuild opportunities as well.**

RESOLVED: (Moved: DB; Seconded: BW)

"That the Board note and approve the Senior Development Managers report".

7. Financials

BK noted that the loan structure for UPL from HCC has approval for a facility and currently the additional for development projects should be approved by Council on the 22nd May 2018.

Statement of Intent

BK mentioned SOI and Budget for FY18 & 19 should be submitted in the next Board Meeting for approval.

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board note and approve the finance report".

8. Health and Safety

Lumley Report

The Lumley Professional Indemnity Insurance Report was discussed. The Chair enquired as to whether there was sufficient cover for multiple claims in one year, and whether the subsidiary company and Limited Partnership are covered under the UPL umbrella or whether these had to be provided for under separate policies. The Chair also queried whether there was a limit as to how many claims UPL can have per annum, and whether there is a maximum threshold amount of excess either via aggregated claims or individual per annum.

ACTION:

GP is to follow up with AoN advisors in regards to the:

- limit of liability
- limit of indemnity currently, and whether UPLLP and UPDL are covered under the UPL umbrella or whether these had to be provided for under separate policies.
- The level of premiums UPL currently pays and difference incurred in covering the subsidiaries
- GP to include “Property Development” as point #(5) on the front page of the policy, as well as for the Limited Partnership / development entity if required.

9. General Business

Risk Register

The Board were happy with the risk register but felt it should include from pre-construction through to the construction and completion stages. This will allow for visibility and acting early on risks before/as they occur.

ACTION:

- GP to update current Risk Register to include pre-construction through to the construction and completion stages.

Leave

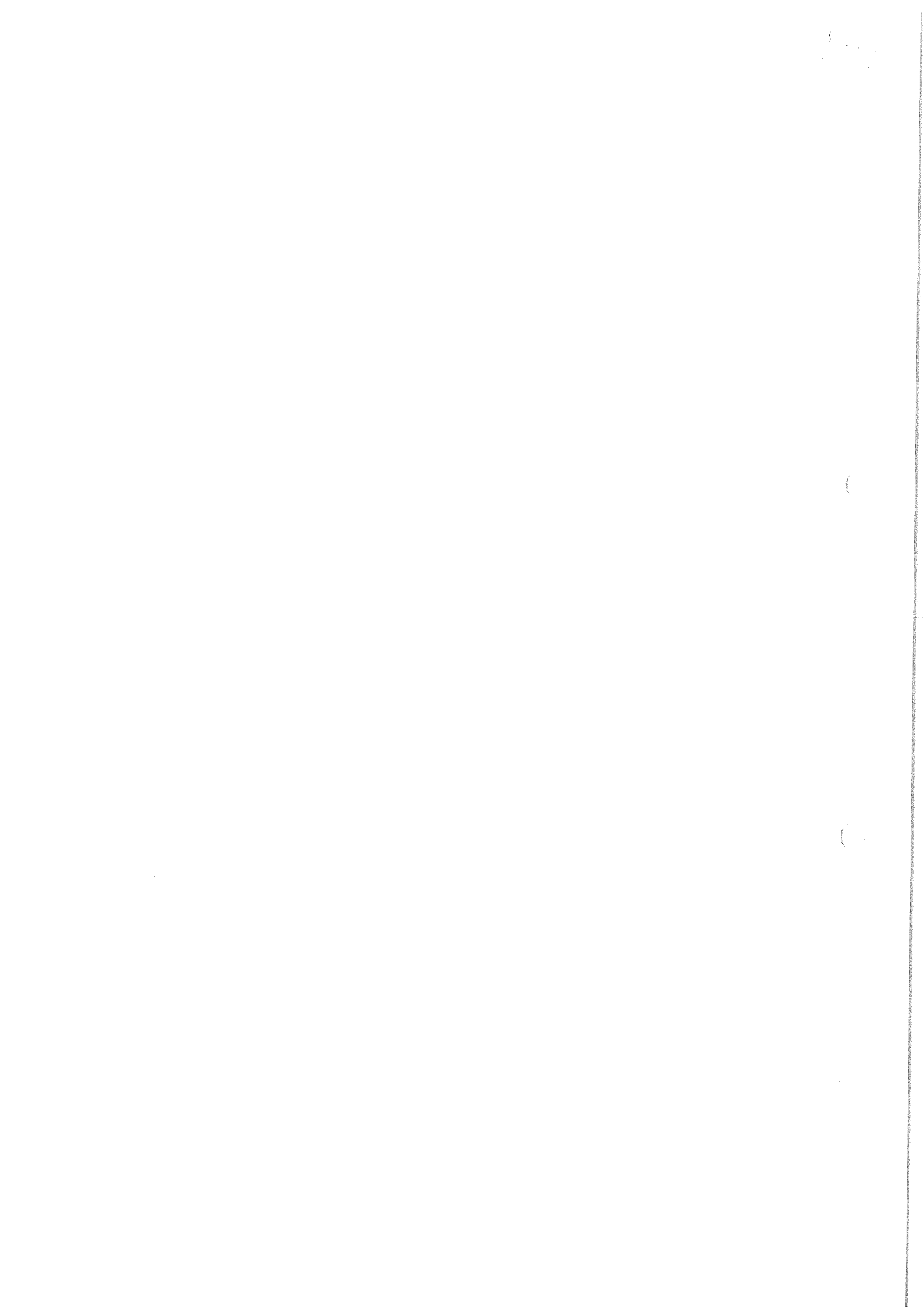
DM gave his apologies for the June Board Meeting.

There being no further business the meeting closed at 10:18am.

Next Meeting: 8:30am, Thursday 21st June 2018, at Urban Plus Limited Board Room.


Brian Walshe
Chair

Date 21/6/18





Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
21 June 2018, commencing at 8:50am

PRESENT: Brian Walshe Chair **(BW)**
David Bassett Director **(DB)**
Hugh Mackenzie Director **(HM)**

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services **(BK)**
Glen Phillips Development Manager **(GP)**
Craig Walton Chief Executive Urban Plus Limited **(CW)**
Hilaire Cornelius Board Secretary **(HC)**

APOLOGIES: Daniel Moriarty Senior Development Manager **(DM)**

The Director's held 'Directors only' time from 8:30am to 8:40am.

The CE and Directors held discussion from 8:41am to 8:49am.

The Meeting commenced at 8:50am.

1. Minutes From Previous Meetings

RESOLVED: (Moved: HM; Seconded: DB)

"That the minutes of the meeting held on 18 May 2018 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

There were no matters arising from previous meeting

4. Action Items

The high level cash flow forecast for all projects is to be created. GP and DM to manage this (with the help of Sharon Page and BK).

ACTION:

- DM and GP to provide a cash flow forecast for the next Board paper for all projects.

5. CE Report

The CE report was taken as read.

Board Reporting

The CE requested the Boards approval to report extensively on a bi-monthly basis as the reports are currently taking a lot of time to combine information, which is therefore taking valuable time away to focus on the projects at hand.

RESOLVED: (Moved: DB; Seconded: HM)

"That the Board noted and approved the Board reporting to happen at every second Board meeting".

Rental Increase

The CE informed the Board that there has been a recent internal review of rental prices within the portfolio and how these align with the current SOI of 85%. The approach taken in the review was fairness, the rent and how it compares to the percentage of market rent, and a recent increase in superannuation and WINZ accommodation subsidy. UPL need to increase the rents as some are considerably below our SOI, and the accommodation subsidy will allow UPL to meet the SOI target. The concern is that market rents continue to rise and if we do not action an increase, the increase will only grow larger next year. Further discussion was held about public perception of rental increases.

ACTION:

- **CW to organise a meeting with the Mayor to inform him of the rental increase;**
- **CW to talk with the communications team regarding a PR strategy.**

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board noted and approved the following recommendations:

- a) **Note** the contents of the report;
- b) **Approve** the increase of \$10 per week to the existing rents;
- c) **Approve** the increase to \$15 per week for tenant well below the current SOI of 85% of market rent;
- d) **Approve** the increase of tenants living as couples to the conservative rate, as outlined by Stirling Real Estate in their report;
- e) **Approve** the increase of tenants who do not meet the criteria of our tenant SOI to the conservative rate, as outlined by Stirling Real Estate in their report;
- f) **Approve** Urban Plus to work with tenants that qualify for a larger Work and Income increased subsidy, allowing us to increase rents to 85% of market rent to meet the SOI target;
- g) **Approve** the CE to have formal communication with the Mayor regarding recommendations A to F above;
- h) **Approve** the CE to interact with the Communications team to prepare a communications strategy in regards to recommendations A to F above".

Bauchop Road

GP to provide a business case for Bauchop Road at the next Board meeting. UPL intends to use Bauchop for emergency housing in the interim. The intention of giving a year's notice allows current tenants to move across to other accommodation as it becomes available.

ACTION:

- **GP to include Bauchop Road in a business case for the July Board Meeting.**

RESOLVED: (Moved: BW; Seconded: HM)
"That the Board noted and approved the CE's report".

6. Development

Senior Development Manager's Report

Boothby Grove

Discussion was held surrounding the acquisition of Boothby Grove and subsequent refurbishment of the units. A \$900k including GST offer will be put forward to the Church to purchase the units. The Board questioned how the \$900k including GST offer would affect the current development plan and cash flow. Currently there are two tenants at Boothby Grove who do not meet the UPL SOI requirements. The intention would be to relocate these tenants and then refurbish these two units first.

ACTION:

- **DM and GP to incorporate the Boothby Grove project into the current development plan and cash flow.**

RESOLVED: (Moved: DB; Seconded: BW)

"That the Board noted the Boothby Grove intention and approved in principle the acquisition subject to final Board approval".

Draft Risk Register

The Board agreed that the draft risk register was a good start with each risk register sitting behind each project in the UPL Limited Partnership Board Papers. There is a need to introduce outcomes and past learnings to be aware of with each new project.

ACTION:

- **GP to move each risk register from the UPL Board Papers across to the UPL Limited Partnership Board Papers and to sit behind each corresponding project.**

126 Jackson Street

ACTION:

- **GP to find out from the UPL Housing Manager regarding the demand for 2 bedroom units.**

RESOLVED: (Moved: DB; Seconded: BW)

"That the Board note and approve the Senior Development Managers report".

7. Financials

The financials were taken as read.

ACTION:

- **BK to align reporting so that the year to date actuals are compared to the SOI targets.**

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board note and approve the finance report".

8. Health and Safety

GP advised that no accidents/incidents have occurred during the past month.

9. General Business

The Board asked the CE to keep the Chairman of the Finance and Performance Committee, Chris Milne, up to date.

ACTION:

- **CW to arrange a meeting with the Chair of the Finance and Performance Committee, Chris Milne.**

Risk Insurances

GP spoke to the Board regarding insurance cover for risk.

The Partnership works as an asset holding entity and is not able to be sued, as this would be passed onto the management company, therefore the Partnership does not require professional indemnity insurance. The biggest exposure to risk would be our secondment staff giving advice to third parties.

ACTION:

- **GP to have AoN formalise a response and then email to the Directors.**

There being no further business the meeting closed at 10:19am.

Next Meeting: 8:30am, Thursday 21st June 2018, at Urban Plus Limited Board Room.



Brian Walshe
Chair

Date 19/7/18



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
19 July 2018, commencing at 8:32am

PRESENT: Brian Walshe Chair **(BW)**
David Bassett Director **(DB)**
Hugh Mackenzie Director **(HM)**

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services **(BK)**
Daniel Moriarty Senior Development Manager **(DM)**
Glen Phillips Development Manager **(GP)**
Craig Walton Chief Executive Urban Plus Limited **(CW)**
Hilaire Cornelius Board Secretary **(HC)**

APOLOGIES: None

The Director's held 'Directors only' time from 8:32am to 8:41am.

The CE and Directors held discussion from 8:42am to 8:48am.

The Meeting commenced at 8:49am.

1. Minutes From Previous Meetings

RESOLVED: (Moved: HM; Seconded: DB)

"That the minutes of the meeting held on 21 June 2018 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

There were no matters arising from previous meeting

4. Action Items

The action items still to be completed from last meeting are as follows:

ACTION:

- CW to arrange a meeting with the Chair of the Finance and Performance Committee, Chris Milne every six months. CW to also update the CE of HCC on projects.

5. CE Report

The CE report was taken as read.

Rental Increases

The CE requested the Boards approval to increase the tenants weekly rent to a further \$20 per week. The concern is that if UPL tenants do not take advantage of the increase with MSD then it will not be available next year, or rents will continue to rise. The increase will be \$20 across all our tenants, but each tenant will be considered individually based on the availability of compensation for their rent and their individual circumstance.

Capital Upgrades

There was conversation regarding capital upgrades and that there is currently no budget for capital upgrades. UPL has budgeted for maintenance and consideration could be given to moving some of this money across to a capital upgrade account, which should dovetail into asset management plans. The CE agreed that we should be allowing for more upgrades.

Noted for the next SOI to introduce a capital upgrade account which dovetails with an asset management plan.

Facilities Management

The CE advised that UPL has been approached to bid on CFT owned facilities such as Fraser Park, Walter Nash etc.

RESOLVED: (Moved: HM; Seconded: DB)

“That the Board noted and approved the Chief Executive’s report and approved the following recommendations:

- a) **Notes:** *the contents of the Chief Executive’s report;*
- b) **Approves:** *the general rental increase to be varied on a discretionary case by case basis, up to \$20 per week where the new level of accommodation allowance provides for this;*
- c) **Notes:** *the contents of the Board Paper for Boothby Grove;*
- d) **Approves:** *the purchase of Boothby Grove at \$1,000,000;*
- e) **Notes:** *the contents of the Board Paper for Jackson Street;*
- f) **Approves:** *confirming the sale and purchase contract with Weltec as unconditional;*
- g) **Approves:** *the proposed Jackson Street apartment layout and mix;*
- h) **Approves:** *the Jackson Street project to proceed to resource consent and construction tenders phase;*
- i) **Notes:** *that further Board approval will be required to accept construction tenders and execute the Jackson Street project.*

6. Development

Senior Development Manager's Report

Jackson Street

The DM talked to his business case for Jackson Street. UPL are happy with the mix of 1 to 2 bedrooms and the business case showed a good economic outcome. The Board pointed out several amendments to the business case, as per the below action items.

The mix of beds range from 28 one bedroom units and 24 two bedroom units with gas and water to be positioned centrally and metered to each unit. UPL would supply washing machines, stoves, curtains etc. but the tenant should provide their own fridge and beds.

The option for someone to manage the complex and be a live in tenant with discounted rent needs to be considered, as does the security for our elderly tenants.

HM thanked the DM and SDM for the excellent report. The Board extended their thanks.

ACTION:

- **GP to edit page 20 – Change the Client to “Urban Plus Limited” as falls under the residential portfolio for Urban Plus housing;**
- **GP to edit page 24 – 5.4.2 Tenant Needs – amend 173 rental units to 203.**

RESOLVED: (Moved: BW; Seconded: DB)

“That the Board note and approve the Senior Development Managers report and approved the following recommendations for the Development Managers Business Case in relation to the Jackson Street opportunity:

- a) **Notes:** *the contents of the Business Case;*
- c) **Approves:** *the purchase of Jackson Street for \$1,868,750;*
- d) **Approves:** *proceeding to resource consent based on the plans and elevations;*
- e) **Approves:** *tendering for required building construction stage”.*

7. Financials

The financials were taken as read.

Statement of Intent

BK advised to the Board that the final SOI needs to be approved. There were some refinements to the last edit however the substance has not changed. This means a final resolution is required from the Board to approve the SOI and the CE to send the final SOI to the Shareholder by 30 June 2018. It was noted that this was not achieved and would the final version will be delivered to the Shareholder 19 July 2018.

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board note and approve the finance report along with final approval of the SOI to be delivered to the Shareholder".

8. Health and Safety

GP advised that no accidents/incidents have occurred during the past month.

9. General Business

UPL Group Projects

It was suggested that it might be a good idea to pre-empt Councillors October workshop with an overview on the UPL Group projects.

ACTION:

- The Board, BK and CW to arrange a meeting to discuss inputs for Councillors workshop on UPL Groups projects;

Financing Facilities Document

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board noted and approved the financing facilities document which was circulated to the Board on 18 July 2018".

There being no further business the meeting closed at 9:50am.

Next Meeting: 8:30am, Thursday 23rd August 2018, at Urban Plus Limited Board Room.



Brian Walshe
Chair

Date 23/8/18



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
23 August 2018, commencing at 8:31am

PRESENT: Brian Walshe Chair **(BW)**
David Bassett Director **(DB)**
Hugh Mackenzie Director **(HM)**

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services **(BK)**
Daniel Moriarty Senior Development Manager **(DM)**
Glen Phillips Development Manager **(GP)**
Craig Walton Chief Executive Urban Plus Limited **(CW)**
Hilaire Cornelius Board Secretary **(HC)**

APOLOGIES: None

The Director's held 'Directors only' time from 8:31am to 8:44am.

The CE and Directors held discussion from 8:45am to 8:46am.

The Meeting commenced at 8:47am.

1. Minutes From Previous Meetings

RESOLVED: (Moved: HM; Seconded: BW)

"That the minutes of the meeting held on 19 July 2018 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

There were no matters arising from previous meeting.

4. Action Items

The action items still to be completed from last meeting are as follows:

ACTION:

- High Level Cash flow forecast for all projects for next Board meeting;
- CW to talk to Chris Milne.

Discussion was held around the September action item for an independent peer review on the designs for ParkView. DM to chase up Craig Ewart from HCC as to his thoughts. The Board suggested DM have a talk with Solari Architects for their general observations and

give a professional opinion on the ParkView plans.

ACTION:

- **DM to talk to Craig Ewart at HCC and also talk with Solari Architects.**

5. CE Report

The CE report was taken as read.

Rental Increases

The CE advised that the rental increases were well received. UPL have had minimal complaints since the letters went out. One tenant came into the office very concerned and possibly the same tenant went to Chris Hipkins office. Generally the majority of tenants have understood and accepted the letter as far as we are aware.

Power of Attorney

The CE requested the Board sign the POA documents at the end of the meeting. Technically a Director of the company should be signing off authority and instruction forms for property acquisitions and disposals, not the CE. Greenwood Roche has prepared the POA document which allows the CE or Acting CE to sign in the Director's place, which saves the Director's coming in to sign whenever there is a property sold.

Director Due Diligence – RE Jackson Street

The Board held some discussion around the Companies' due diligence to ensure that the contractors UPL takes on will be financially secure and have the resources to undertake large projects like Jackson Street. The CE advised that Solari Architects have done a lot of low rise designs and Scott Duncan has run a lot of these projects. HM suggested the Company focus on the exit price as opposed to entry price, and should consider negotiating the exit price. A Company shouldn't necessarily take the lowest price but go with what all parties think is achievable with less risk. Consider bringing on the builder and including as part of the team and allow the builder to talk with the architect. Involve HM for advice and discussions.

The Board noted the resource consent and its expectation to lodge end of August 2018.

ACTION:

- **GP to invite HM in to look over the Jackson Street plans and offer advice throughout the project.**

Board Approved Expenditure

The Board approved the entertainment sensitive expenditure document and the limits within the document.

RESOLVED: (Moved: HM; Seconded: BW)

"That the Board noted and approved the Chief Executive's report and approved the following recommendations:

- a) **Notes:** *the contents of the Chief Executive's report;*

- b) **Approves:** *the Power of Attorney and executes the required Deed;*
- c) **Approves:** *the Board approved expenditure paper;*
- d) **Notes:** *That the purchase of 126 Jackson Street is now unconditional with settlement expected on the 4th of September 2018.*

7. Financials

There were no financial submitted.

8. Health and Safety

There are no current projects to report on.

9. General Business

HCC Workshop

There is a workshop to be held for HCC. BW and HM should attend to get a feel for some of the Councillors views. Arrange a meeting with Tony Stallinger, CW and BK to plan for the workshop.

ACTION:

- **The CE to invite TS and BK to a meeting to discuss the HCC workshop.**

Apologies for September Board Meeting

CW and HM gave their apologies for the September meeting. DM will become Acting CE in CW's absence.

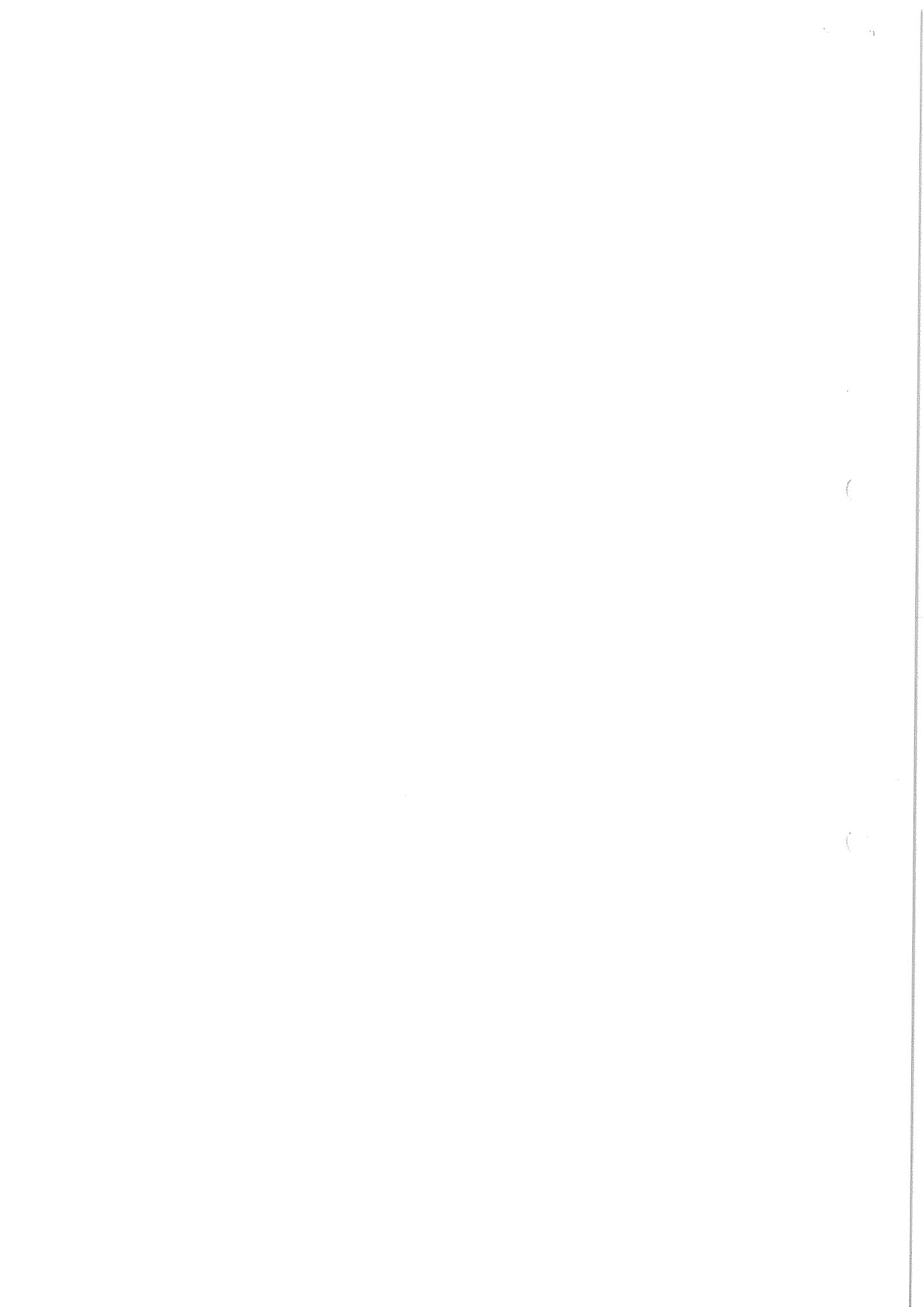
There being no further business the meeting closed at 9:24am.

Next Meeting: 8:30am, Thursday 20th September 2018, at Urban Plus Limited Board Room.



Brian Walshe
Chair

Date 20/9/18





Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
20 September 2018, commencing at 8:15am

PRESENT: Brian Walshe Chair (BW)
David Bassett Director (DB)

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services (BK)
Daniel Moriarty Senior Development Manager/Acting CE (DM)
Glen Phillips Development Manager (GP)
Hilaire Cornelius Board Secretary (HC)
Emma Ford Board Secretary (EF)

APOLOGIES: Hugh Mackenzie Director (HM)
Craig Walton Chief Executive Urban Plus Limited (CW)

The Director's held 'Directors only' time from 8:00am to 8:15am.

The Meeting commenced at 8:15am.

1. Minutes From Previous Meetings

RESOLVED: (Moved: BW; Seconded: DB)

"That the minutes of the meeting held on 23 August 2018 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

There were no changes to the interest register.

4. Action Items

The action items still to be completed from last meeting are as follows:

ACTION:

- Date provided for HCC Workshop - to be held 31 October 2018.

5. CE Report

The CE report was taken as read.

Rental Relocations

There were a few tenants relocated between units, both tenants appear to be happy with the outcomes. No bad press has been sighted.

1115 High Street

Tender from UPL has been submitted to the Church for 1115 High Street. Tender's closed 19th September, and we expect an update due by the end of the week as to UPL's success with this offer.

84 Bell Road

UPL has received a quote for from Aquaheat for maintenance to the main power supply at 84 Bell Road after damage from a recent storm. DM to check with the Housing Manager if the amount has been included in the budget for this year, or if the work has been allowed for.

ACTION:

- **DM to check with the Housing Manager as to if the price quoted has been allowed for in this year's housing maintenance budget.**

Additional Resource for Development Team

GP advised the Board that UPL officers were investigating an additional resource to help the Development Team with upcoming projects.

51 Hall Crescent

DM tabled a supplementary paper outlining the sale of the Hall Crescent properties to UPLLP and HCC. The terms of sale are agreed with HCC and UPLLP with LOT surveys having been completed and currently awaiting completion of the subdivision. The Board suggested to include the valuation advice to support the sale values agreed and to record the obligations for building demolition in the sales contract.

RESOLVED: (Moved: DB; Seconded: BW)

"That the Board approved:

- *the sale of 175m², part of 51 Hall Crescent for \$122,609 + GST (if any) to UPL Limited Partnership;*
- *the sale of 679m², part of 51 Hall Crescent and 53 Hall Crescent for \$586,957 + GST (if any) to Hutt City Council".*

7. Financials

There were no comments on the Finance Report.

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board note and approve the finance report".

8. Health and Safety

The Health and Safety quarterly report was taken as read.

Petone Community Centre

Asbestos was found at Petone Community Centre upgrade project. Derek Bradley had the asbestos tested, resolved and reported via Assura. The Chair noted that near misses should be mentioned in the Health and Safety report. GP to include in the H&S register.

ACTION:

- **GP to include Derek's possible exposure to asbestos in the Health and Safety register.**

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board note and approve the Health and Safety Report".

Hilaire Cornelius and Andrew Clark from Audit New Zealand entered the meeting at 8:46am. Emma Ford left the meeting.

9. General Business

Audit New Zealand

Andrew Clark spoke to the Year End 2018 Annual Reports. There is some risk identified with record keeping between UPL and its development entity. There is a need to continue accurate recording of revenues in the correct financial year. The SOI was not delivered on time and this has been noted in the YE2018 Financial Statements.

Andrew flagged several areas for more attention:

- New reporting standards on the horizon, particularly in regards to the Limited Partnership. BK and CW to arrange an impact assessment around revenue next year;
- Sensitive expenditure, the Limited Partnership is running like a business and is open to public scrutiny; therefore there is a requirement to document spending properly. UPL should consider establishing its own sensitive spending policy;
- Consider raising awareness surrounding fraud. The Chairman advised that he is aware of no fraud issues within the Company. Helpful having BK being outside the Company and in the finance team. BK suggested key people from UPL attend the Council's fraud workshops to help improve people's awareness, then can have a workshop session with the Board.

ACTION:

- **CW and BK to arrange an impact assessment in 2019 around new standards of revenue treatment;**
- **HC to look into having a UPL sensitive spending document policy;**
- **BK to invite UPL key people to HCC fraud workshop and then to have a fraud session with the Board.**

BW, DB and DM signed off the three 2018 Year End Financial Statements for Urban Plus Limited, UPL Limited Partnership and UPL Developments Limited. BK and the Chairman expressed his thanks to Andrew and the Audit NZ team.

Andrew Clark left the meeting at 9:01am.

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board noted:


- *Andrew Clark from Audit NZ briefed the meeting on the Audit of the YE2018 Financial Statements;*
- *The Board formally approved and signed the 2018 Year End Financial Statements for Urban Plus Limited, UPL Limited Partnership and UPL Developments Limited".*

There being no further business the meeting closed at 9:03am.

Next Meeting: 8:30am, Thursday 18th October 2018, at Urban Plus Limited Board Room.

Brian Walshe
Chair

Date


18/10/18



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
18 October 2018, commencing at 8:34am

PRESENT: Brian Walshe Chair **(BW)**
David Bassett Director **(DB)**
Hugh Mackenzie Director **(HM)**

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services **(BK)**
Craig Walton Chief Executive **(CW)**
Daniel Moriarty Senior Development Manager/Acting CE **(DM)**
Glen Phillips Development Manager **(GP)**
Hilaire Cornelius Board Secretary **(HC)**

APOLOGIES: There were none.

The Director's held 'Directors only' time from 8:34am to 8:44am.

The Director's and CE had a discussion time from 8:45am to 8:55am.

The Meeting commenced at 8:56am.

1. Minutes From Previous Meeting

RESOLVED: (Moved: DB; Seconded: BW)

"That the minutes of the meeting held on 20 September 2018 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

Addition of 'Cleat Street Limited' to CW's interest register.

4. Action Items

Amendments to previous action items:

- CW and BK to arrange an impact assessment in 2019 around new reporting standards of revenue treatment. Amendment to Action Date: March/April 2019;
- Invite HM in to look over the Jackson Street plans and offer advice throughout the project. Amendment to now completed 17/10/18;
- The Board, BK and CW to arrange a meeting to discuss inputs for Councillors workshop on UPL Grounds projects. Invite TS and BK to a meeting to discuss the HCC workshop. Amendment to now completed.

5. CE Report

The CE report was taken as read.

1115 High Street

UPL lost the tender for 1115 High Street and is unhappy with the outcome and the tender process. CW believes UPL was competitive in the tender process.

126 Jackson Street

To be consistent, HM asked if Jackson Street could be formatted in a similar way to the projects in UPLLP Board Papers.

HM asked if a quantity surveyor had been selected and UPL officers should have a think about when a quantity surveyor should be introduced to the project. HM suggested talking to Solari Architects to see if they had a suggestion of a quantity surveyor who knew Solari's work well. A couple of suggestions around the table were Rider Levett Bucknall and Ortus International.

BW asked about the outcome of the geotech survey of the site. A build conducted the geotech survey and have verbally advised that there is no reason to adjust structural plans. The formal report is not yet available.

Discussion for the main contractor for the build has commenced. UPL officers have spoken with Maycroft, Aspec Construction, Armstrong Downes, Southbase Construction and Holmes Construction to date. The Board advised not to stretch too far and look to tender to the most serious 4 bidders for the construction work. Discussion was held surrounding including LT McGuinness in the process and HM offered to call Brian from LT McGuinness to have an initial discussion.

CW advised the need to contract Companies, and their staff, who you feel really comfortable with for a good relationship and outcome. CW suggested Scott Duncan be used as an Advisor whenever we need him, he lives local and is available for advice.

CW asked the Board for recommendations for good project management companies. HM advised that smaller firms may be just as good as the bigger firms, if not better and cheaper.

There was discussion held around bringing on a Construction Manager. UPL has approached recruitment companies already to put forward candidates. DB and HM suggested contacting Dave Comparini as he would be an excellent candidate as he is ex Mainzeal, knowledgeable, and has vast experience especially with concrete buildings. HM offered to contact Dave for an initial discussion and if he was interested would invite him into UPL for a further conversation. Another suggestion was for GP to contact John Hale (ex Fletchers), he may be available for 10 hours a week as a consultant. The Board discussed various engagement options. The Board suggested GP prepare a paper and circulate to the Board for approval to outline how UPL is going to manage this project (prepare and circulate prior to the strategy session, to be held on 31st October).

HM also suggested updating the timeline document to show clear timing of the projects across UPL and UPLLP and how they overlap timewise.

ACTION:

- GP to format 126 Jackson Street similar to the projects shown in UPLLP on an ongoing basis;
- GP to talk to Solari Architects to see if they have any suggestions for quantity surveyors and have a think about when they should be introduced into the project;
- HM to talk to Brian from LT McGuinness about the project;
- GP to prepare a paper and circulate to the Board for approval in regards to how UPL is going to manage the Jackson Street project;
- DM to update the timeline for UPL and UPLLP to give a better indication of how the projects will overlap timewise;
- GP to contact John Hale to see if he would be interested in being considered as a consultant for the project;
- HM to contact Dave Comparini to see if he was interested in being considered for a Construction Manager's role with UPL;
- GP to put together a JD for the Construction Manager's role and work out how the team will work together, who report to who etc.

Wahine Mast

DB raised some concerns surrounding the Wahine Mast. The paint job of the mast is not the existing colour and there is a need to get the colour correct. The mast is also holding water and will be a reason why it is rusting. There is a need to look into better drainage for the mast. HC to pass these concerns onto Derek Bradley to look into and report back to the Board.

ACTION:

- HC to pass on the two concerns regarding the paint job and the drainage of the Wahine Mast to Derek to look into.

RESOLVED: (Moved: DB; Seconded: HM)

"That the Board note and approve the Chief Executives report".

7. Financials

BK spoke to the financials. He advised that the next report will be different in that the focus will be as a group consolidated report. It was advised that

BK talked surrounding the build of both Jackson Street and Britannia in regards to UPL's current debt lines. A residential sale of one of the projects will help solve debt problems but may not allow UPL to hit the 2020 target for rental units to the elderly.

ACTION:

- GP to arrange a valuation of the Bauchop Road property and to seek GST advice;
- GP, DM and CW to discuss with BK surrounding the treatment of GST;
- CW to update BK as to the FM management fee so it can be accrued at a lower level and to chase where the FM Contract is in regards to being executed.

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board note and approve the finance report".

8. Health and Safety

The Health and Safety quarterly report was taken as read. There was nothing to report.

9. General Business

December Workshop

The December workshop will help shape the SOI. A discussion point to be raised at workshop surrounding all the current projects reserve contributions and development levies for 31 December 2018.

AGM

The AGM is set for the same day as the November Board Meeting, being Thursday November 22nd at 3pm. HC to send a meeting invite and prepare for AGM with Tracey Alexander from SML.

Next Year's Board Meeting Dates

BW to distribute the Board Meeting Dates shortly for next year's Board Meetings.

Petone Community Hub

A draft handout was circulated by GP to the Board regarding costings and budgets for Britannia Street and the current thinking surrounding the project. Discussion was held regarding tenant's rents should the project go ahead for elderly UPL portfolio tenants. HM suggested a full review on rents prior to the SOI being delivered.

ACTION:

- HC to send invitation for the AGM to the Board and arrange AGM with SML;
- BW to distribute the 2019 Board Meeting dates;
- CW to look into a full review of UPL rent's prior to the SOI being delivered.

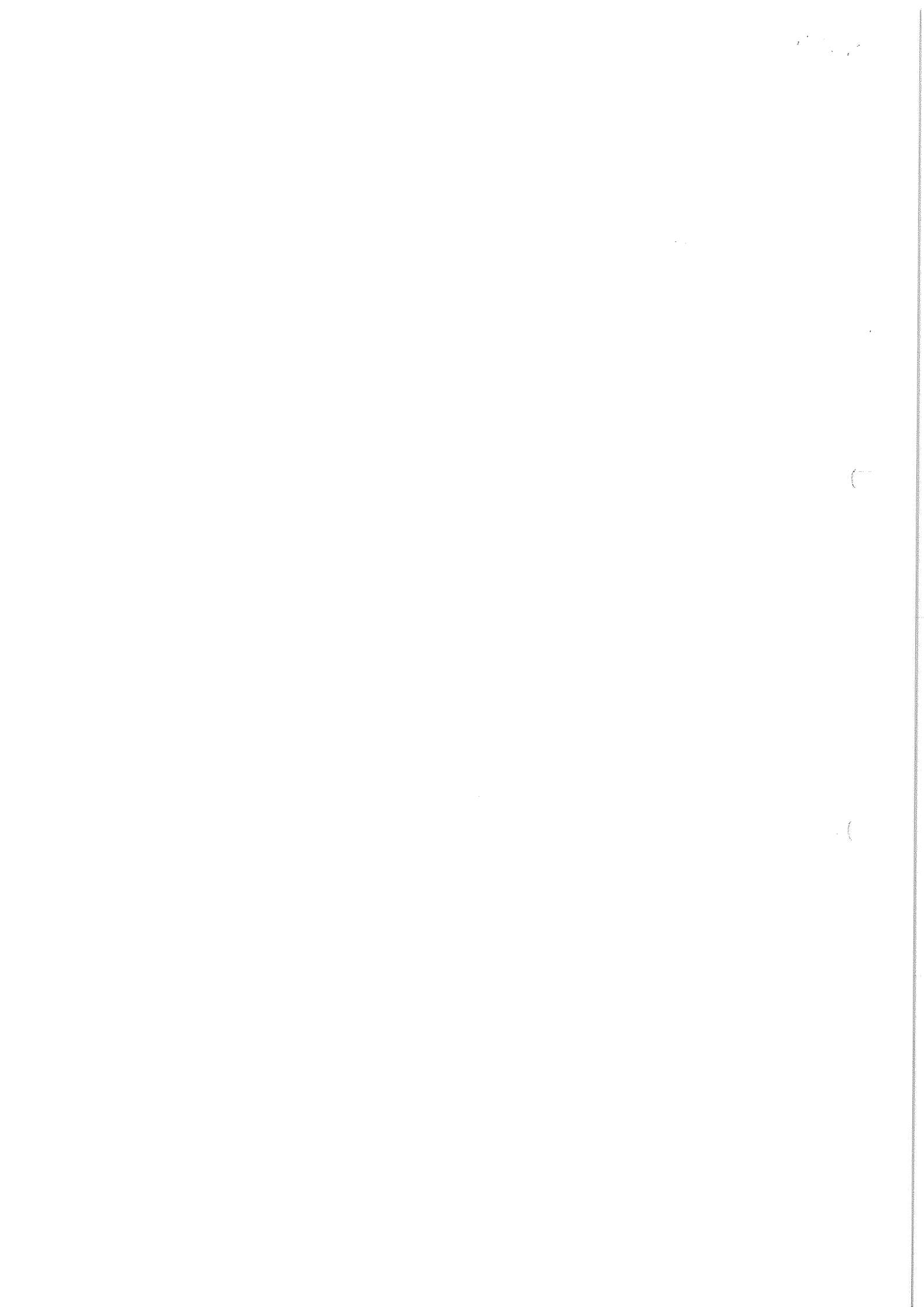
There being no further business the meeting closed at 10:14am.

Next Meeting: 8:30am, Thursday 22nd November 2018, at Urban Plus Limited Board Room.



Brian Walshe
Chair

Date 22/11/18



URBAN PLUS

PROPERTY THAT BUILDS COMMUNITIES

Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
22 November 2018, commencing at 8:41am

PRESENT: Brian Walshe Chair (BW)
David Bassett Director (DB)
Hugh Mackenzie Director (HM)

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services (BK)
Craig Walton Chief Executive (CW)
Daniel Moriarty Senior Development Manager/Acting CE (DM)
Glen Phillips Development Manager (GP)
Hilaire Cornelius Board Secretary (HC)

APOLOGIES: There were none.

The Director's held 'Directors only' time from 8:32am to 8:35am.

The Director's and CE had a discussion time from 8:36am to 8:40am.

The Meeting commenced at 8:41am.

1. Minutes From Previous Meeting

RESOLVED: (Moved: DB; Seconded: BW)

"That the minutes of the meeting held on 18 October 2018 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

Hugh Mackenzie advised that he is no longer a Board member of Shandon Golf Club and requested this be noted on the Interest Register.

There was discussion held surrounding officers interests being listed should there be a conflict of interest. BK to send around the form to affected officers.

ACTION:

- BK to circulate form to officers to declare conflicts of interest.

4. Action Items

Discussion was held surrounding Dave Comparini and John Hale who is unable to be considered for a contract role with UPL due to prior commitments.

5. CE Report

The CE report was taken as read.

126 Jackson Street

CW informed the Board that officers have been talking to the Housing and Urban Development Team about options with Jackson Street. CW is also to undertake a conversation regarding an option with CHP provider/s, and if progressed would require Shareholder approval and Board approval.

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board note and approve the CE's report".

Petone Community Centre

GP spoke to the aesthetics of the building and showed a few images of the building to the Board. The resource consent process has been positive thus far and Iwi, SLT and the Mayor's office are supportive of the concept. The shaded angled panels will be a talking point and create playful shading with the light and colour. There was a suggestion of using Thermosash regarding options with GP to investigate.

ACTION:

- **GP to investigate Thermosash options.**

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board note and approve the 126 Jackson Street report".

7. Financials

The financials were taken as read.

The financials now cover UPL as a group at the front of the report. It was discussed that current projects need to have gone unconditional and be settled in order for profits to be reported in the current financial year end.

UPL need to finalise and secure the FM contract management agreement. Until recently UPL were reporting the previously agreed rate. Officers are required to accrue the difference in value between the former FM contract and the new FM contract until the new agreement is signed. UPL needs to act quickly to get this sorted to adopt the new rate.

Discussion was held surrounding having the financials in every 2nd month Board papers (odd months) and 6 monthly and 12 monthly for reporting purposes with 8 financial reports a year in total.

ACTION:

- **CW and Matt Reid to sort SLA quickly in order to have the FM Contract executed by both UPL and its Shareholder to ignite the new FM rate;**
- **BK to update his team regarding the finance report being every 2nd month, as well as a 6 month and 12 month report to align with Year End.**

RESOLVED: (Moved: DB; Seconded: BW)

"That the Board note and approve the finance report".

8. Health and Safety

There was nothing to report.

9. General Business

Audit Report

BK indicated that there were no concerns regarding the Audit report and his team will follow up regarding matters raised.

ACTION:

- **BK team to follow up on matter raised in the Audit report.**

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board note and approve the Audit report".

SOI


Some work is required prior to the next SOI meeting on Monday 3rd December. BK to supply feedback from the last Council workshop.

ACTION:

- **BK to provide the commentary from the outcome of the Council workshop to UPL to work on for the 3rd December workshop.**

There being no further business the meeting closed at 10:00am.

Next Meeting: 8:30am, Thursday 13th December 2018, at Urban Plus Limited Board Room.


Brian Walshe
Chair

Date 13/12/18



Minutes of the Annual General meeting of Urban Plus Limited held in the Boardroom at Urban Plus, Level 1, 1-9 Knights Road, Lower Hutt
Thursday 22 November 2018, commencing at 3:01pm

PRESENT:

Brian Walshe	Chairman, Urban Plus Ltd, UPL Limited Partnership & UPL Developments Ltd
Cr David Bassett	Deputy Mayor Hutt City Council, Central Ward, Director, Urban Plus Ltd, UPL Limited Partnership & UPL Developments Ltd
Brent Kibblewhite	General Manager Corporate Services, Hutt City Council
Hugh Mackenzie	Director, Urban Plus Ltd, UPL Limited Partnership & UPL Developments Ltd
Craig Walton	Chief Executive, Urban Plus Ltd, UPL Limited Partnership & UPL Developments Ltd
Daniel Moriarty	Senior Development Manager, Urban Plus Ltd, UPL Limited Partnership & UPL Developments Ltd
Hilaire Cornelius	Board Secretary, Urban Plus Ltd, UPL Limited Partnership & UPL Developments Ltd
Kerry Brown	Wainuiomata Community Board
Ginny Anderson	MP, Hutt South
Cr Chris Milne	Hutt City Councillor, Western Ward (<i>Lateness</i>)

APOLOGIES:

Mayor Ray Wallace	Mayor Hutt City Council
Andrew Clark	Associate Director, Audit New Zealand

Board Chairman of Urban Plus, Brian Walshe, declared the meeting open and welcomed those in attendance. The apologies were noted.

1. MINUTES OF THE 2017 ANNUAL GENERAL MEETING

There were no matters arising.

RESOLVED: (Moved: Brian Walshe; Seconded: Hugh Mackenzie)

"That the minutes of the Annual General Meeting held on 17 October 2017 are confirmed as a true and accurate record of the meeting".

2. CHAIRMAN'S AND CHIEF EXECUTIVE'S REPORTS

The Chairman and Chief Executive's Reports for the Year Ended 30 June 2018 had been circulated and the Chairman, Brian Walshe, asked that the reports be taken as read.

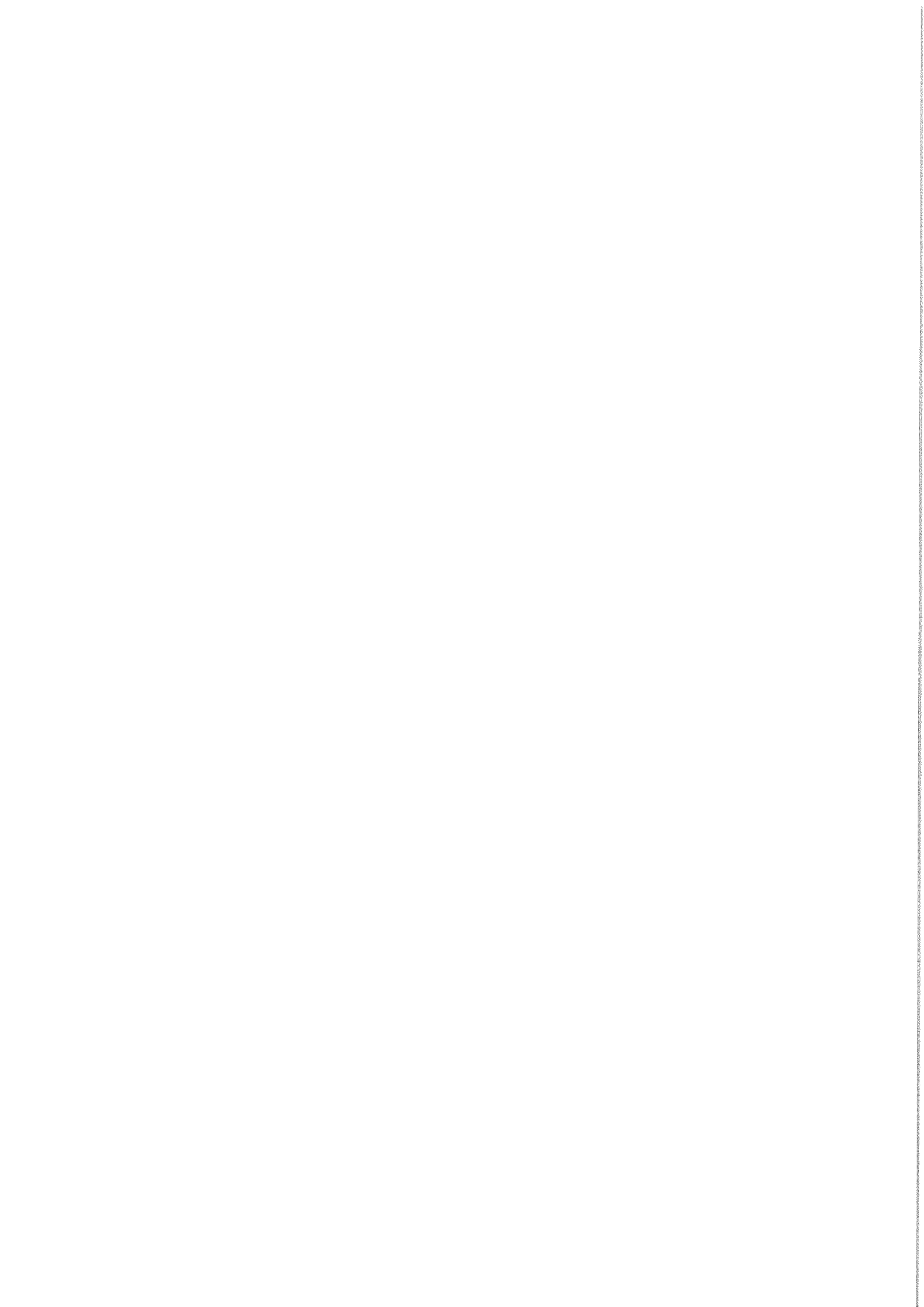
There were no matters arising.

RESOLVED: (Moved: Brian Walshe; Seconded: Hugh Mackenzie)

"That the meeting notes and receives the Chairman's and Chief Executive's reports for the year ended 30 June 2018".

3. FINANCE REPORT FOR YEAR END 2018

The Chair noted that the Financial Statements for the 2017-2018 year had been completed and audited.



There were no matters arising.

RESOLVED: (Moved: Brian Walshe; Seconded: Hugh Mackenzie)

“That the Financial Statements for the Year Ended 30 June 2018 had been formally adopted”.

4. AUDITORS REPORT

The Independent Auditor's Report for the Year Ended 30 June 2018 was included in the Annual Report which was circulated prior to the meeting. Andrew Clark of Audit New Zealand sent his apologies for the meeting. The Chairman confirmed the appointment for the oncoming year.

RESOLVED: (Moved: Brian Walshe; Seconded: Hugh Mackenzie)

“That the Auditor's Report for the Year Ended 30 June 2018 be noted and received”

5. GENERAL BUSINESS

Brent Kibblewhite thanked Brian Walshe, the other Urban Plus Ltd Directors, the CE and the development team on behalf of Hutt City Council and its management.

Cr Chris Milne entered the Annual General Meeting at 3:03pm.

There being no further business the meeting closed at 3:03pm.

Signed:

Board Chairman
Brian Walshe

Date:

URBAN PLUS

PROPERTY THAT BUILDS COMMUNITIES

Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
13 December 2018, commencing at 8:35am

PRESENT: Brian Walshe Chair (BW)
David Bassett Director (DB)
Hugh Mackenzie Director (HM)

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services (BK)
Craig Walton Chief Executive (CW)
Daniel Moriarty Senior Development Manager (DM)
Glen Phillips Development Manager (GP)
Hilaire Cornelius Board Secretary (HC)

APOLOGIES: There were none.

The Director's held 'Directors only' time from 8:35am to 8:40am.

The Director's and CE had a discussion time from 8:40am to 8:55am.

The Meeting commenced at 8:55am.

1. Minutes From Previous Meeting

RESOLVED: (Moved: DB; Seconded: BW)

"That the minutes of the meeting held on 22 November 2018 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

BK requested the number of financial reports to be changed from 8 to 6 in the November minutes.

3. Interest Register

There were no changes to the interest register.

4. Action Items

Discussion was held surrounding the construction manager's position. A position was offered, but unfortunately the candidate accepted another position. CW informed the Board that UPL will keep looking for option in 2019.

5. CE Report

The CE report was taken as read.

Bauchop Road

Robyn Palmer has been excellent in exiting all tenants from the Bauchop Road complex. The process could have been a six month process, but as vacancies became available the tenants were moved to the new premises, which in turn has allowed more flexibility for the Lane project to begin.

Time wise, the Lane project could start before the Central Park development should the hearing go well. Further discussion occurred regarding the Lane development potentially being used for building up the number of units for the UPL portfolio. The consensus is that the Bauchop Road development would be better to market, as the returns on the Molesworth development might not be as profitable.

Facilities Management

CW is in talks with John Middleton and Mel Gardner regarding the FM contract being formally executed. The dollar value has not changed since the initial offer back in May 2018. CW advised that he had asked finance to accrue at the reduced amount. BK advised that it is critical that both HCC and UPL's transactions counter match.

ACTION:

- **CW to seek finalisation of the FM contract as a priority.**

Petone Community Centre

CW advised that UPL are in talks with HUD. Currently they are looking into the dollar figure to go back to Compass with and are still working through this option. The Petone 2040 Group wanted to have a master planning session regarding the project. GP showed the Board the new project plans which involve moving the initial building concept further back to create more space, with the lane moving to be central to the site. It is expected a Council decision will be made in March 2019.

Ian Cassells

BW advised that Chris Milne had approached him and is keen to introduce CW to Ian Cassells. CW is happy to have an initial conversation with Ian. CW to contact Chris Milne.

ACTION:

- **CW to contact Chris Milne to arrange a conversation with Ian Cassells.**

126 Jackson Street

Discussion was held regarding selling some/all of the 2 bedroom properties in the Jackson Street development and we would need to consider how only retaining the 1 bedroom units would affect UPL's current SOI. CW advised that the development team would come back to the Board with options in due course.

Molesworth Street

There are 2 houses side by side adjacent to the site that will need to be removed for access to the site. GP has approached the owners of the houses to see if they would be interested in selling and UPL will have to come back with an initial offer. This will allow the site to be more open, therefore adding significant value. Any offers to purchase are subject to Board approval.

GP left the meeting at 9:41am.

Britannia House - Hospice

BW informed the Board that the Hospice on Britannia Street will be going on the market. CW to drive by and see if this is something UPL would be interested in purchasing.

ACTION:

- **CW to contact to do a drive by of Britannia House.**

RESOLVED: (Moved: DW; Seconded: HM)

"That the Board note and approve the Chief Executive's report".

7. Financials

There were no financials provided in December.

8. Health and Safety

Parkview

A couple of opportunists have been looting from the site. Items have been left in the containers on site and theft has occurred. Is a health and safety issue as un-authorized individual/s has been onsite and has been logged internally. DM has cautioned Friday Homes regarding security and leaving valuables onsite, especially over the Christmas break. Dummy cameras have been put up to try to deter any criminal activity.

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board note and approve the Health and Safety report".

9. General Business

SOI Letter

BW to formally respond to Tony Stallinger's letter regarding the SOI. In the meantime we will continue with our current SOI, until advised otherwise.

The draft 2019-2022 SOI will be prepared on the basis of the current 4 year development plan and the Letter of Expectation received from the Shareholder dated 11 December 2018, noting that it is likely the Shareholder will request changes to the final SOI following completion of Hutt City Council's Housing and Homelessness Strategies in 2019.

ACTION:

- **CW to draft a letter of response to Tony Stallinger's letter on behalf of the Chairman.**

RESOLVED: (Moved: BW; Seconded: DB)

“That the Board note and approve the Letter of Expectation for the 2019/20 year and we seek clarification regarding the comment “around the gaps in the market” and continue with the current SOI in the interim whilst the new SOI is being finalised”.

RESOLVED: (Moved: BW; Seconded: DB)

“That the Board note and approve the Audit report”.

There being no further business the meeting closed at 10:06am.

Next Meeting: 8:30am, Thursday 21st February 2019, at Urban Plus Limited Board Room.



Brian Walshe
Chair

Date 21/2/19

URBAN PLUS

PROPERTY THAT BUILDS COMMUNITIES

Minutes of the Extraordinary Urban Plus Limited Board Meeting held at Urban Plus Limited,
1st Floor, 1-9 Knights Road, Lower Hutt in the Board Room on
5 February 2019, commencing at 8:00am

PRESENT: Brian Walshe Chair (BW)
David Bassett Director (DB)
Hugh Mackenzie Director (HM)

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services (BK)
Craig Walton Chief Executive (CW)
Daniel Moriarty Senior Development Manager (DM)
Hilaire Cornelius Board Secretary (HC)

APOLOGIES: Glen Phillips Development Manager (GP)

EXTRAORDINARY BOARD MEETING TO DISCUSS PURCHASE OF TWENTY SEVEN UNITS AT 17 BRITANNIA STREET, PETONE

The Meeting commenced at 8:03am.

The report was taken as read.

It was acknowledged that the 17 Britannia site is a great location with a 27x 40m2 units. Low cost per home, better than UPL could build them for. Seismic aspect also makes a good proposition if UPL can get up to the 50% of code, or more. The rent on the market would be \$250 per week per unit. The building was constructed in the 1970's and consists of 27 bedsit units with showers over baths. Boilers are smart metered. The building is not unit titled. Has current WoF.

As the units were formerly owned by HCC, the UPL Board and UPL should consider how this may look should UPL buy these units back into their portfolio. The tenancy agreements will transfer over to UPL with the purchase, however 1 tenant has put in their notice. Possibility of transitioning out those tenants that don't meet our SOI over the next 18 months.

HM asked if UPL currently have a statement of expectation e.g. what is the minimum quality we will provide as a company in our rentals. Currently UPL bring each unit up to standard when a tenant vacates. Should consider the maintenance budget, as if UPL has to renovate 10 of these units all at once there will be a spike in the maintenance budget. Several have already been refurbished, but there are some more bedsits that require work. Estimation of \$10-15k per unit for refurbishment. Possibility of moving current tenants around whilst

undertaking renovations. Consider that the trade's rate will be higher if refurbishing individually rather than in multiples. The exterior is concrete block and appears to be in good quality. The Board discussed further and considered there to be a provision for an upgrade and would increase the SOI maintenance budget for the next SOI and consider a seismic issues upgrade if required.

The opportunity represents good value and will house more of our elderly quickly and go toward meeting our 2020 SOI target.

UPL has cash resources to fund the purchase. The Board considered if Jackson Street was to proceed (building for market or hold for UPL tenants). There is the possibility of Council funding as our borrowing is low at the moment and special approval could be sought from our Shareholder.

Consideration of further development of the land at the back of the property, which could fit 10-20 units.

Due to the tender closing at 12pm today UPL would have to be unconditional with their bid. CW made the recommendation to the Board to start the bidding at \$3.7 million and go up from there with a top bid being \$4,050 million with discretion.

Following a robust discussion and taking into account the excellent location and pricing, CW recommended and supported the paper seeking approval to acquire the property.

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board resolved to approve the following recommendations:

UPL Recommendations:

It was resolved that the UPL Board delegate the Urban Plus CE to:

1. *Bid unconditionally on 17 Britannia Street up to \$4,050,000 incl. GST (if any), and;*
- 2.
- 3.
4. *Explore the development of additional housing on the site, and;*
5. *Implement unit titling on acquisition at the site, and;*
6. *Inform the Shareholder and Mayor before purchasing of the potential purchase, and;*
7. *Implement a specific maintenance programme for refurbishment of the bedsits".*

There being no further business the meeting closed at 9:10am.


Brian Walshe
Chair

Date

21/2/19



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
21 February 2019, commencing at 8:30am

PRESENT: Brian Walshe Chair **(BW)**
David Bassett Director **(DB)**
Hugh Mackenzie Director **(HM)**

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services **(BK)**
Craig Walton Chief Executive **(CW)**
Daniel Moriarty Senior Development Manager **(DM)**
Glen Phillips Development Manager **(GP)**
Hilaire Cornelius Board Secretary **(HC)**

APOLOGIES: There were none.

The Director's held 'Directors only' time from 8:39am to 8:41am.

The Director's and CE had a discussion time from 8:41am to 8:58am.

The Meeting commenced at 8:59am.

1. Minutes From Previous Meeting

RESOLVED: (Moved: DB; Seconded: HM)

"That the minutes of the meeting held on 13 December 2019 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

There were no amendments to the interest register.

4. Action Items

There were no amendments to the action items, other than completed action items to be removed.

5. CE Report

The CE report was taken as read.

17 Britannia Street, Petone

UPL successfully tendered for 17 Britannia Street, Petone. The purchase assists with the target of 220 units by 2020. The building is 50% of code and UPL intends to address aspects of this. The Chairman thanked CW for his work on the tender and mentioned the purchase was well negotiated.

UPL officers and the Housing Manager will put a plan together for standardising the units as the tenants vacate. DB asked about the plan to tidy up the cosmetics such as the car park area. UPL are considering better out door areas, including communal and screening. HM suggested looking into a repaint on the exterior to consider making a statement.

UPL needs to be prepared if the question arises regarding Council being an owner 17 Britannia Street in the past. UPL officers to talk to Bruce Hodgins regarding the sale.

ACTION:

- **UPL officers to seek information from Bruce Hodgins as to details and rationale surrounding the sale of 17 Britannia Street from Council.**

UPL Portfolio Projection

Discussion was held surrounding UPL's target portfolio of 220 units by the year 2020. Currently UPL are 48 units short, but have options to meet this target. There is an 18 month build for apartment projects, but our plans will show that we are on target with what we have in the pipeline.

Nicholas Wienand

CW advised that Nick is due to start at UPL as Construction Contract Manager from 1 April 2019.

Six Monthly Report

Discussion was held around the six monthly report. The Board found the property development section to be misleading and BK undertook to make it clearer for the future.

RESOLVED: (Moved: DB; Seconded: HM)

"That the Board endorses the Urban Plus 2018-2019 six month report to December 2018".

Statement of Intent

The SOI was tabled at the previous Board meeting. Subject to minor changes such as resubmitting the financials and putting a paragraph in regarding the type of housing UPL are committing to, the Board approved to adopt and approve the SOI.

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board, subject to minor changes outlined above, noted and approved the Urban Plus 2018-2019 Statement of Intent".

Management Report

Molesworth Street

The Company was pressing on with the Molesworth Street opportunity and the access is now being addressed. The existing access was not big enough and UPL is now looking at developing access in conjunction with HNZ or working with private landowners surrounding the site.

126 Jackson Street

Officers to report back at the March Board Meeting regarding alternative options and going to market with 2 bedroom units. Compass and HUD are parked at the moment. Scott Duncan will be asked to be involved in the procurement side for advisory on high-rise projects.

ACTION:

- **UPL officers to prepare a report of alternatives for 126 Jackson Street to present to the Board at the March meeting;**
- **Contact Scott Duncan to be involved with procurement.**

Risk Report

Nothing to report.

4 Year Development Plan

Following discussion, it was agreed that we allow more in the capital maintenance budget as we only have 1.5 years entered and reassess Jackson Street. Petone Library is to be taken off the 4 year development plan until we know if this project will progress.

ACTION:

- **UPL officers to action the changes above in the 4 Year Development Plan.**

RESOLVED: (Moved: DB; Seconded: BW)

"That the Board note and approve the Management Report".

7. Financials

Taken as read. The Board noted that UPL reached 19.1% on property services, just short of the 20% target.

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board note and approve the finance report".

8. Health and Safety

There was nothing to report.

9. General Business

Britannia House

Britannia House will be coming up for tender soon, which UPL may have interest in putting in an offer.

Letter of Expectations

UPL received a response via email from Tony Stallinger to BW's Letter of Expectation. Tony has confirmed it is business as usual.

Golf Day

CW asked the Board if they were interested in sponsoring a hole for \$2,000 in support of Te Omanga Hospice's golf day on 8 March 2019. The Chair left the decision to the CE.

Emergency Housing

HCC has established a subcommittee for emergency housing. Could we consider using UPL housing for emergency housing when it is empty. Problems with timing, security, who picks up the bill if damaged. Currently not in the UPL SOI. We are only geared up for low income elderly at the moment and have a large waiting list.

ACTION:

- **CW to respond to the HCC subcommittee regarding emergency housing.**

April Board Meeting

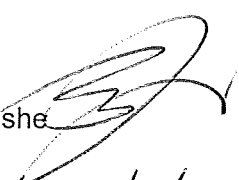
There was discussion surrounding moving the April Board Meeting to the 24th of April. BW to advise to HC after the meeting.

There being no further business the meeting closed at 10:26am.

Next Meeting: 8:30am, Thursday 21st March 2019, at Urban Plus Limited Board Room.

Brian Walshe
Chair

Date


21/3/19



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
21 March 2019, commencing at 8:30am

PRESENT: Brian Walshe Chair **(BW)**
David Bassett Director **(DB)**
Hugh Mackenzie Director **(HM)**

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services **(BK)**
Craig Walton Chief Executive **(CW)**
Daniel Moriarty Senior Development Manager **(DM)**
Glen Phillips Development Manager **(GP)**
Hilaire Cornelius Board Secretary **(HC)**

APOLOGIES: There were none.

The Director's held 'Directors only' time from 8:37am to 8:39am.

The Director's and CE had a discussion time from 8:39am to 8:53am.

The Meeting commenced at 8:54am.

1. Minutes From Previous Meeting

RESOLVED: (Moved: DB; Seconded: HM)

"That the minutes of the meeting held on 21 February 2019 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

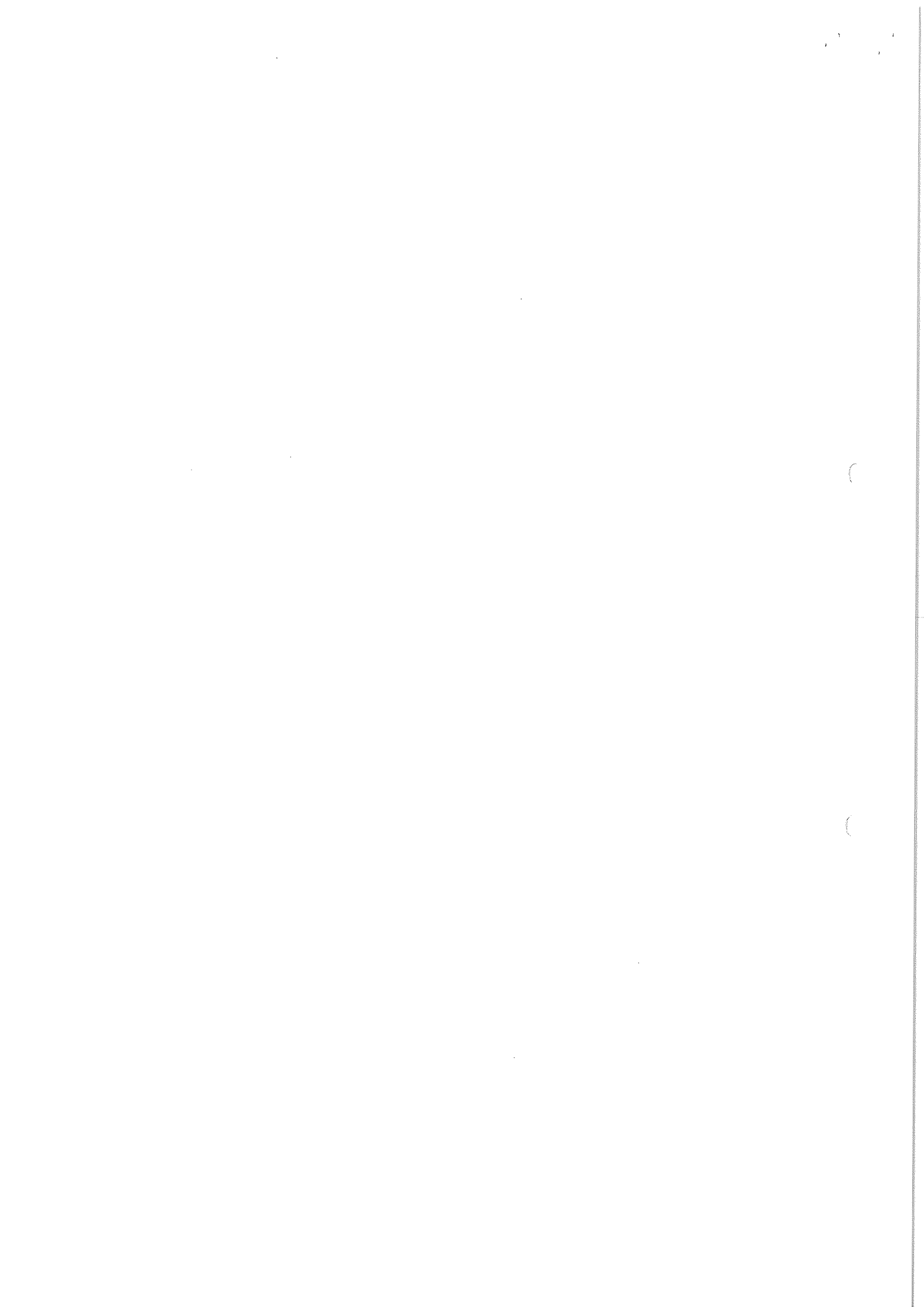
There were no amendments to the interest register.

4. Action Items

There were no amendments to the action items, other than completed action items to be removed.

5. CE Report

The CE report was taken as read.



Construction Contracts Manager

Nicholas Wienand commences with UPL on 1 April in the role of Construction Contracts Manager.

SOI

Discussion was held surrounding an independent report for UPL. KPMG could write the report and then present to Council surrounding UPL's SOI. Council can change UPL's SOI at any time. The Board agreed with waiting for further instruction from Council regarding UPL's direction. The Board's view is business as usual, until otherwise notified.

17 Britannia Street

UPL has taken over management of 17 Britannia Street. Three units are currently empty and will be refurbished before new tenants move in. UPL will perform minimum upgrade requirements to kitchen, bathroom, carpets, ventilation etc. The CE advised that DM's idea of looking for other blocks of flats similar to 17 Britannia Street would be good for future portfolio development.

Cleaning Company

A new cleaning company will take over the cleaning for HCC facilities. City Cleaning Services (CCS) were awarded the contract and take over from 1 April 2019. Five workers from OCS have been employed by CCS under the vulnerable workers act. DB offered his thanks to Derek Bradley for his role in the transition.

Credit Cards

CW sought Director approval for DM, GP & NW to each acquire a \$5,000 credit card each to use for development purchases.

RESOLVED: (Moved: DB; Seconded: HM)

"That the Board noted and approved the Chief Executive's report and approved the following recommendation:

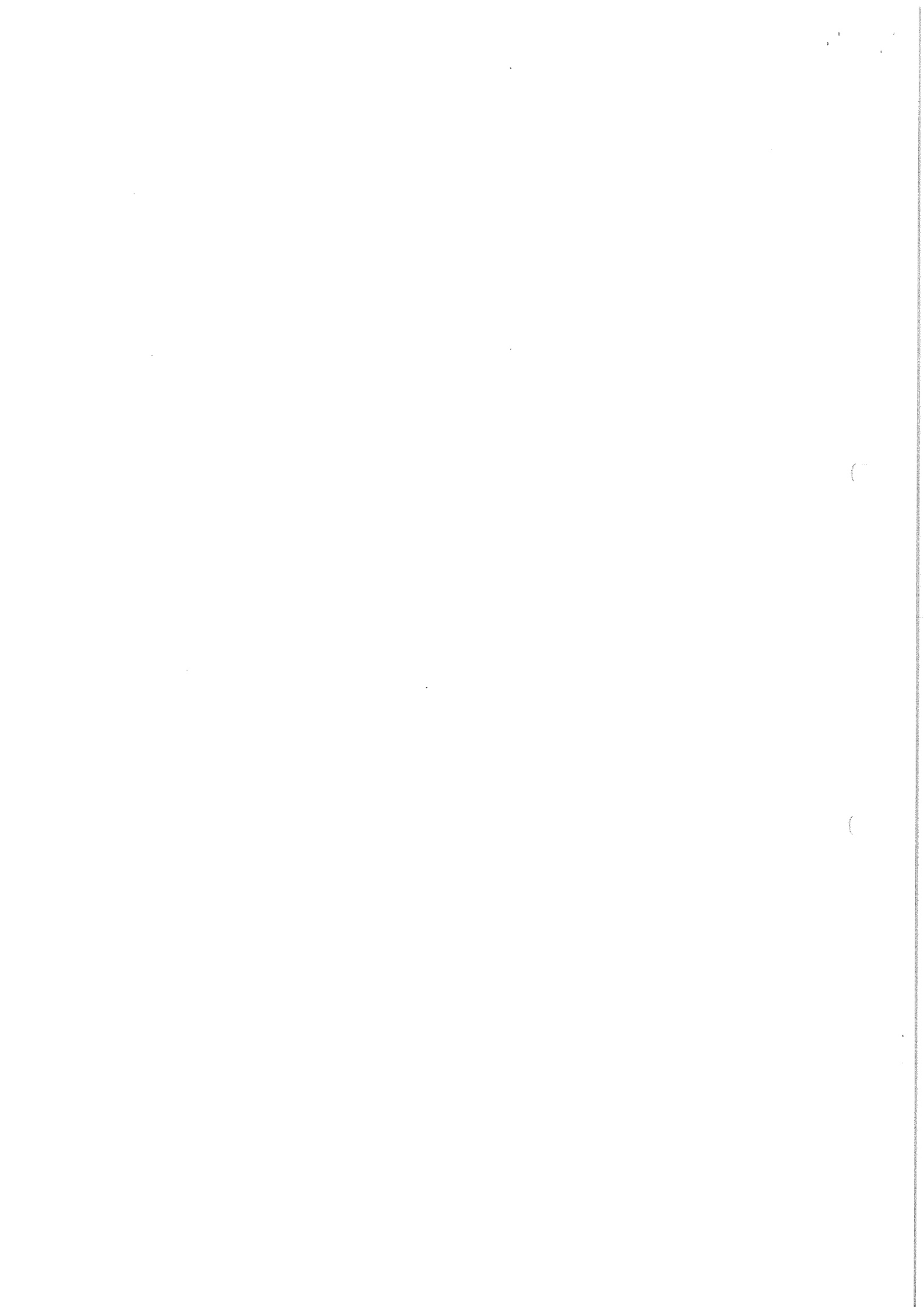
- 1) **APPROVES:** *the implementation of 3 x \$5,000 budget credit cards for the following UPL officers: Daniel Moriarty, Glen Phillips and Nicholas Wienand.*

Management Report

The Property Development Report was taken as read.

126 Jackson Street

The development team advised the Board that there would be a full Board presentation for consideration on the Jackson Street development in the April board papers. This would cover the complex being comprised of a mix of 2-3 bedrooms for the market, change in layouts and car parking for better structural benefits and being more cost effective. As the building is 400m from the train station, UPL officers anticipate car parking as not being essential. Retail would be available at the front of the building and we could consider the back being a good site for a day care centre. GP to talk to Paul Cudby from Bayleys. Any changes to the original plan will have to be amended in a new plan for resource consent. HM suggested utilising the space with showers, toilets, kitchens being back to back



throughout the apartments and minimising the horizontal whilst maximising the vertical spaces.

Aspects to be considered in the risk register report are any softening to the market, altered designs, builder, inflation, cost of materials and labour etc. HM suggested adding another column into the risk register to report on the status of the work. GP advised there is a tick to show completed and GP would amend to make the status of the risk more clearer.

HM thanked the UPL team on behalf of the Board for their continued efforts.

ACTION:

- **GP to contact Paul Cudby from Bayleys regarding potential to use the back of the building as a day care centre;**
- **GP to amend the risk register to make the status of the risk more clearer.**

RESOLVED: (Moved: HM; Seconded: DB)

"That the Board note and approve the 126 Jackson Street Report".

Molesworth Street

The development team advised that there are a few options available for greater access to the site. The resolution was the purchase of 128 Molesworth Street for \$650,000 incl GST (if any) from an adjoining owner, resulting in wider access to the site for development. UPL or nominee would purchase the site from HCC for \$485,000 incl GST (if any) to undertake the development. The due diligence period is held until 29th March 2019 for both purchases. The intention is to develop for the UPL portfolio at this stage.

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board noted and approved the Molesworth Street report and approved the following recommendations:

- 1) **NOTES:** *The contents of the Molesworth Street report;*
- 2) **APPROVES:** *The purchase of 128 Molesworth Street for \$650,000 inc GST (if any);*
- 3) **APPROVES:** *The purchase of 132A Molesworth Street for \$485,000 inc GST (if any);*

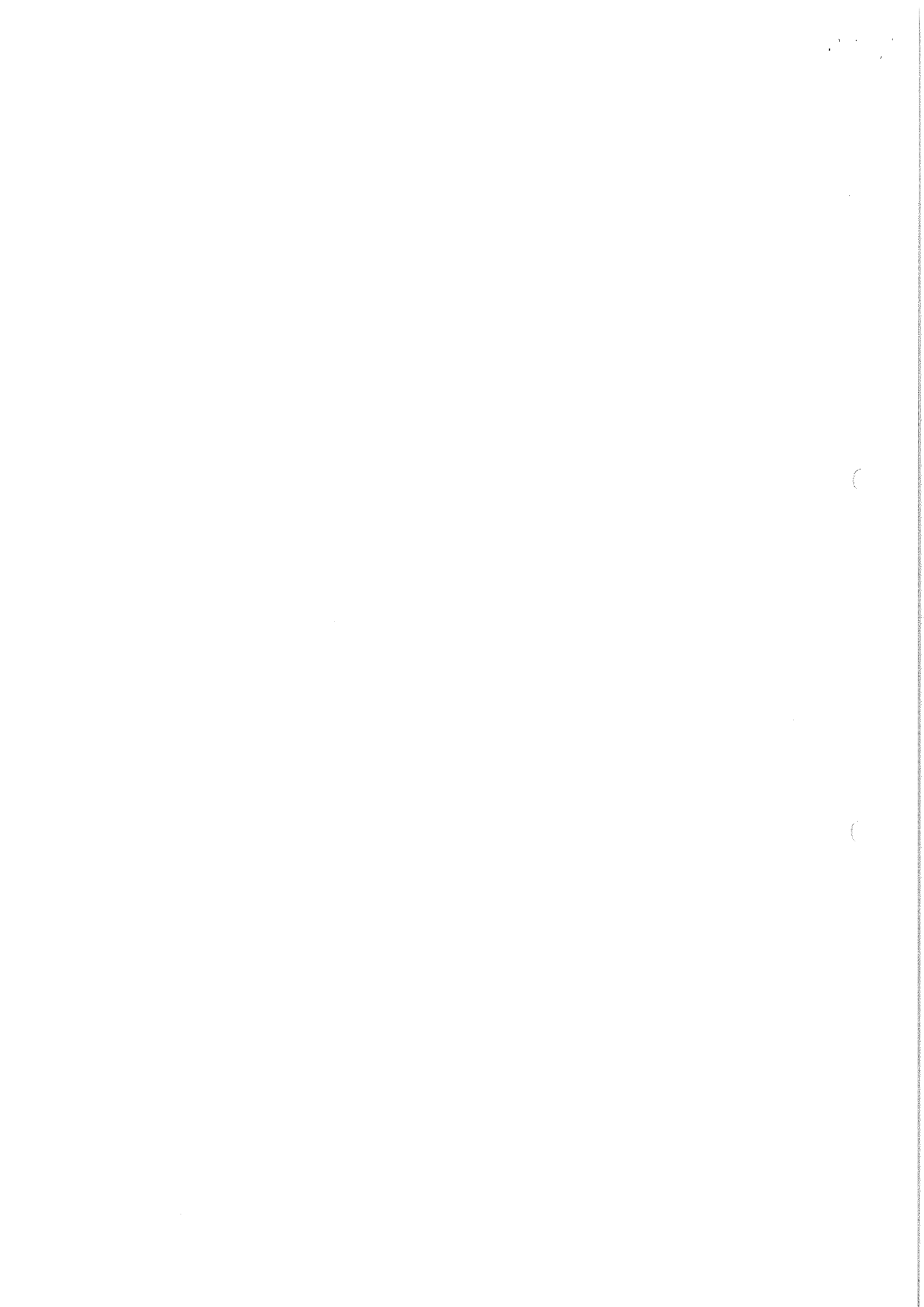
Bauchop Road

The development team requested Board approval to transfer two properties owned by UPL to UPLLP to facilitate the site development.

RESOLVED: (Moved: DB; Seconded: BW)

"That the Board noted and approved the Bauchop Road report and approved the following recommendations:

- 1) **NOTES:** *The contents of the Bauchop Road report;*
- 2) **APPROVES:** *The sale of 20A Bauchop Road for \$2,300,000 + GST (if any) to UPL Limited Partnership;*
- 3) **APPROVES:** *The sale of 28 Freyberg Street for \$478,260 + GST (if any) to UPL Limited Partnership.*



4 Year Development Plan

HM asked if the 4 year development plan could focus more on future steps for the developments, rather than the past and to check the projected numbers match with the financials. HM suggested to have 6 months in the past and then report forward to March 2021 as current, with the intention to move the timeline along a month for each Board Meeting.

ACTION:

- **DM to edit the 4 Year Development Plan to be 6 months into the past and project further into the future (as current to March 21) and check the financials match to the projected numbers of the timeline.**

Risk Report

Nothing to report. CW prompted a discussion around risks. There was discussion held around UPL using their own subcontractors and as a result taking the margin out of using our contractor's subcontractors. This would include risk and would require quality control.

7. Financials

Taken as read. There was a small amendment to page 60, point 1 of the finance report to now read " The budget assumed all Parkview properties would be settled by the end of February 2019, now June 2019, resulting in...". DM to consider adjusting the SOI to reflect this change.

ACTION:

- **DM to change SOI to reflect the amended timeframe for completion to the settlement of the Parkview development.**

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board note and approve the finance report".

8. Health and Safety

There was nothing to report.

9. General Business

There was no general business.

There being no further business the meeting closed at 10:28am.

Next Meeting: 8:30am, Wednesday 24th April 2019, at Urban Plus Limited Board Room.

Brian Walshe
Chair



Date 24/4/19

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Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
24 April 2019, commencing at 8:30am

PRESENT: Brian Walshe Chair **(BW)**
David Bassett Director **(DB)**
Hugh Mackenzie Director **(HM)**

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services **(BK)**
Craig Walton Chief Executive **(CW)**
Glen Phillips Development Manager **(GP)**
Hilaire Cornelius Board Secretary **(HC)**

APOLOGIES: Daniel Moriarty Senior Development Manager **(DM)**

The Director's held 'Directors only' time from 8:36am to 8:37am.

The Director's and CE had a discussion time from 8:37am to 8:55am.

The Meeting commenced at 8:56am.

1. Minutes From Previous Meeting

RESOLVED: (Moved: DB; Seconded: HM)

"That the minutes of the meeting held on 21 March 2019 are confirmed as a true and correct record of the meeting once amended as per noted in the 'Matters Arising' section below".

2. Matters Arising From Previous Minutes

BK requested that the Credit Card paragraph be amended with deletion of the prompt payment paragraph.

3. Interest Register

There were no amendments to the interest register.

4. Action Items

The 4 year development action item to be amended from March 2021 to June 2021 and instead of adjusting month to month is to now be aligned to the SOI.

5. CE Report

The CE report was taken as read.

Environmental Building Impacts

The Board has a discussion surrounding the environmental impacts of building designs. The consensus is that purchasers like the idea of environmentally friendly builds, but that they are less willing to pay the price. Based on Homestar 6 rating HCC will likely assign KPI's to deliver environmental builds. UPL is keen to explore the idea.

Cuba Street / Tory Street Development

An opportunity has arisen to bid for the AlSCO site on Cuba Street/Tory Street, Petone. The settlement is likely to take place in the new year. It was agreed that the site would be useful as a development opportunity rather than a residential portfolio build. A formal offer would need to be placed prior to the end of May.

Rent Reviews

Discussion was held regarding how to manage residential rents going forward. UPL was fortunate last year to increase rents to a level that was manageable by our tenants, especially with the increase in the Government supplement. However current rents continue to rise and this will need to be reviewed again this year. The Board would need to consider reviewing the SOI from 85% of market rent should our rentals increase in value. UPL officers are to prepare a paper with strategic points to present to the Board regarding rental increases. The Board will wait for a recommendation to come through before progressing further any variation of the SOI.

17 Britannia Street

Incoming tenants are being charged a rental
officers to show the UPL Directors and BK around a refurbished flat.

UPL

The UPL Directors are interested in receiving a monthly update to the occupancy rate as to how many elderly are on the waiting list.

ACTION:

- CW to review rent gap and evaluate any likely change to SOI target rents;
- HC to work with Robyn Palmer to arrange a UPL Director (and BK) site visit to 17 Britannia Street to view a refurbished flat;
- HC to inform Robyn Palmer to add brackets with the number of elderly on the waiting list to her monthly update to the CE Board report.

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board noted and approved the Acting Chief Executive's report".

Management Report

The Property Development Report was taken as read.

Petone Community Centre

UPL is awaiting further instruction from HCC on this project. The project is dependent on the current annual plan and funding. It was noted that the impact from the Naenae pool closure may have on funding decisions for this project.

Molesworth Street

GP provided a brief update on the Molesworth Street site. The Board agreed to proceed with planning for a UPL rental portfolio project unless HCC change the current SOI.

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board noted and approved the Property Development Report".

126 Jackson Street

The development team presented some options as to the future of 126 Jackson Street. The consensus from the development team and the Board is to keep the project on hold for now, and monitor the vertical building prices.

RESOLVED: (Moved: HM; Seconded: DB)

"That the Board noted and approved the 126 Jackson Street report and approved the following recommendations:

- 1) **NOTES:** *The contents of the 126 Jackson Street report;*
- 2) **APPROVES:** *Placing the project on hold whilst waiting for the softening of prices in the vertical construction market.*

4 Year Development Plan

Some minor changes to the 4 year development plan were discussed. Following discussion it was agreed that a summary of numbers from the current portfolio be provided with how many units are needed to be built to be on target with the SOI and align the table to the SOI by adding one more year in (Year 4). The summary needs to show what properties are for market, and what we are retaining for the portfolio and coordinate against company cash flow forecasting.

ACTION:

- **DM to increase development plan to 4 years;**
- **Include line totals per development and a unit summary showing how many units UPL has;**
- **UPL officers to coordinate with BK regarding a cash flow plan.**

7. Financials

Taken as read. The end of financial year statement is back on target with the sale of 9 properties at Parkview. The CE mentioned there will be a need to require a provision for redundancy payments.

RESOLVED: (Moved: DB; Seconded: HM)

"That the Board note and approve the finance report".

8. Health and Safety

There was nothing to report.

9. General Business

Credit Cards

The Chairman sought ratification from the Board to the increase of UPL's credit card facility for the following changes:

- The combined card total facility being increased from \$20,000 to \$35,000 per month;
- Craig Walton: Limit of \$10,000; and
- Hilaire Cornelius: Limit of \$10,000.

RESOLVED: (Moved: HM; Seconded: DB)

"That the Board noted and approved the urgent recommendation regarding the UPL credit card facility as per the following recommendations:

- 1) **NOTES:** *The there is a genuine need to increase the credit card limits to assist with urgent payments;*
- 2) **APPROVES:** *The limit of Craig Walton's Credit Card from \$5,000 to \$10,000;*
- 3) **APPROVES:** *The limit of Hilaire Cornelius' Credit Card from \$2,000 to \$10,000;*
- 4) **APPROVES:** *The increase of the current UPL credit card limit at Westpac from \$20,000 to \$35,000".*

There being no further business the meeting closed at 10:16am.

Next Meeting: 8:30am, Thursday 23rd May 2019, at Urban Plus Limited Board Room.

Brian Walshe
Chair

Date 23/5/19



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
23 May 2019, commencing at 8:30am

PRESENT: Brian Walshe Chair (BW)
David Bassett Director (DB)
Hugh Mackenzie Director (HM)

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services (BK)
Craig Walton Chief Executive (CW)
Daniel Moriarty Senior Development Manager (DM)
Glen Phillips Development Manager (GP)
Hilaire Cornelius Board Secretary (HC)

APOLOGIES: There were none.

The Director's held 'Directors only' time from 8:36am to 8:37am.

The Director's and CE had a discussion time from 8:37am to 8:55am.

The Meeting commenced at 8:56am.

1. Minutes From Previous Meeting

RESOLVED: (Moved: DB; Seconded: HM)

"That the minutes of the meeting held on 24 April 2019 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

CW advised he has a new interest as Director of Mayfair Capital Limited.

4. Action Items

There were no amendments to the action items.

5. CE Report

The CE report was taken as read.

CW informed the Board that Derek Bradley and Emma Ford have both taken up new roles. The Facilities Management handover to HCC continues to progress well.

Draft Statement of Intent

The Company continues to focus on business as usual until HCC advise otherwise. The final SOI needs to be received by the Shareholder by 30th June. BK to amend and update the financials. Any changes to be approved by email prior to the HCC meeting on 27th June. The Board went through the draft SOI and suggested the following changes:

- Pages 26 & 27: Consistent commentary re Jackson Street. DM to amend regarding an 'either or opportunity' to maintain for our housing portfolio or to sell to market;
- Page 26: Add in Molesworth Street being the only current addition to our rental portfolio. Addition of a carbon zero initiative paragraph. Comment regarding \$550k affordable housing strategy and owner occupiers rather than investors;
- Page 27: Add a note in the 'Performance Measures' section tagging that the 85% of market rent SOI figure is becoming harder for our tenants to afford with the increasing rental figures. Add asterix with commentary down the bottom of the page speaking to this topic;
- Page 29: Amendment to item 6 to remove "A business plan";
- Page 31: Amend 220 rentals to 180 rentals and adjust the date to 30 June 2020;
- Page 33: Amend the timeline regarding The Lane being completed in the 2020/2021 year. BK to work with UPL regarding line of sight.

The Directors noted the SOI variations to be factored in and await a further draft SOI for approval via email.

Rent Review

UPL housing portfolio rents continue to rise. UPL officers presented revised rent figures to the Board to keep rents at the targeted 85% as per the SOI. UPL decided to amend the draft SOI to stipulate that with the rising rent figures the current SOI of 85% of market rent, is becoming increasingly hard for our tenants to meet against our business objectives, and that UPL would like to review an 80% of market rent target in the 2020/21 year. With the current market rent review, UPL will reserve the right for discretionary adjusted rentals on a case by case basis, as necessary.

RESOLVED: (Moved: HM; Seconded: DB)

"That the Board noted and approved the following recommendations to increase tenancy rents for the 2019/2020 year:

- 1) **NOTES:** *The contents of the 'Proposed Annual Rental Increase 2019/2020 Financial Year' report;*
- 2) **APPROVES:** *The increase of \$15-\$20 per week to the existing low income elderly rents;*
- 3) **APPROVES:** *The increase of tenants who do not meet the criteria of our tenant SOI to increase to the conservative or market rent and allow UPL officers to have discretionary powers".*

4 Year Programme

The Board agreed that the 4 year programme only needs to be tabled to the Directors quarterly. The Board noted that the potential sales values are conservative and should be reflected in the SOI. A further potential 10 units at Britannia Street could be added and it was noted that Year 4 actually is Year 3 in the document.

ACTION:

- DM to add in another 10 units at Britannia Street and mention of Year 4 actually being Year 3 in the 4 year development plan.

6. Financials

BK spoke to the financials and advised that all is business as usual. There was a slight amendment to the financials with Parkview regarding 8 townhouses which will settle this financial year instead of the 9 forecasted.

BK made mention re the timesheets for projects and that these costs need to be imbedded within each specific project and to continue to make sure the time spent is recharged.

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board note and approve the finance report".

7. Health and Safety

The Health and Safety quarterly report was taken as read. There was nothing to report.

8. General Business

Jackson Street


HM made mention in considering Jackson Street for car parking on the interim whilst making a decision re progress on-site.

Climate Change

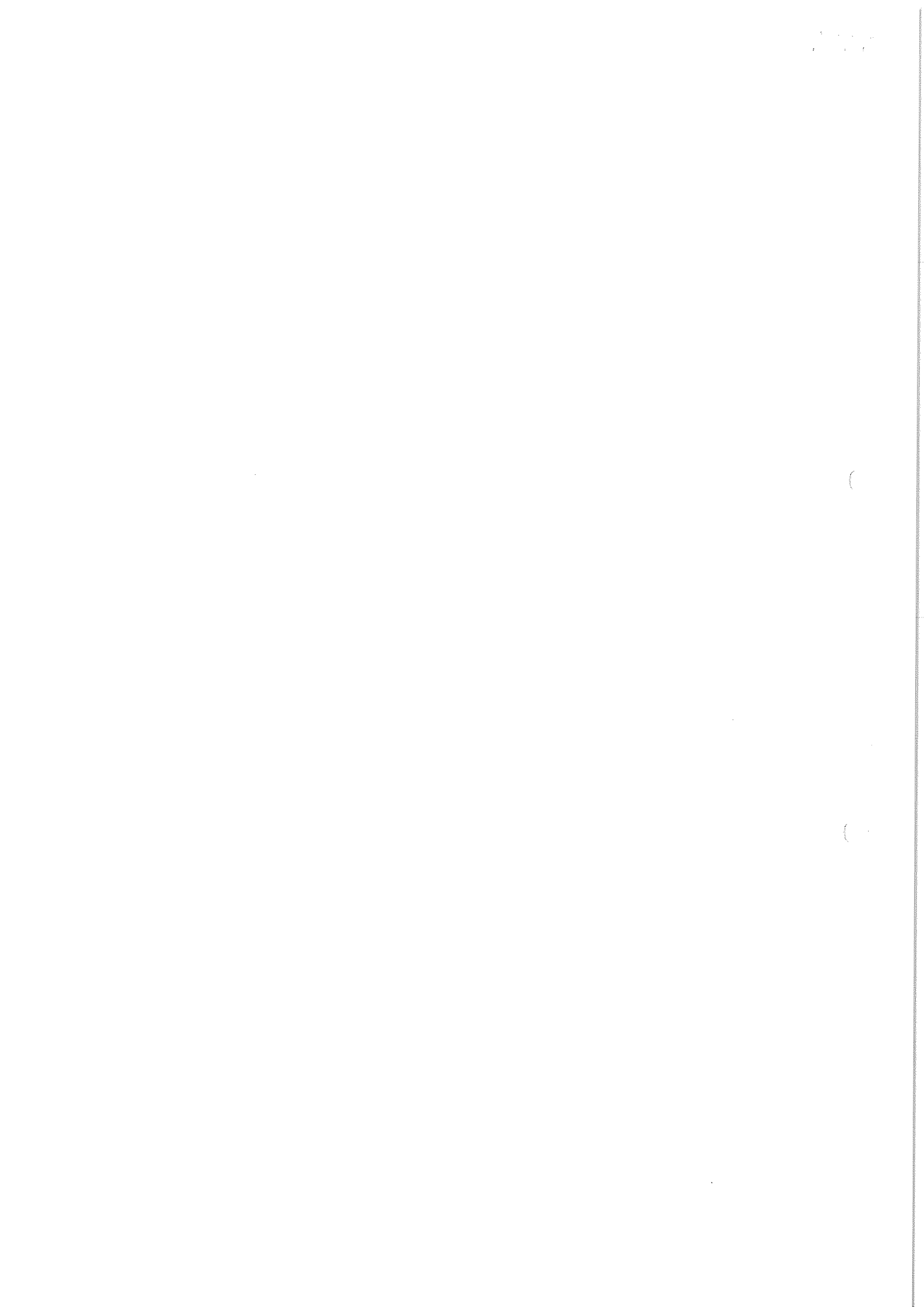
UPL is supportive of the cause and is currently looking into how to implement into our development projects. Jorn from HCC is sponsoring four UPL staff members to go on a course regarding Homestar efficiencies.

There being no further business the meeting closed at 9:35am.

Next Meeting: 8:30am, Thursday 20th June 2019, at Urban Plus Limited Board Room.


Brian Walshe
Chair

Date 20/6/19





Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
20 June 2019, commencing at 8:30am

- PRESENT:** Brian Walshe Chair (BW)
David Bassett Director (DB)
Hugh Mackenzie Director (HM)
- IN ATTENDANCE:** Brent Kibblewhite HCC General Manager Corporate Services (BK)
Craig Walton Chief Executive (CW)
Daniel Moriarty Senior Development Manager (DM)
Glen Phillips Development Manager (GP)
- APOLOGIES:** Hilaire Cornelius Board Secretary (HC)

The Director's and HCC GM held 'Directors only' time from 8:30am to 8:40am.

The Director's, HCC GM and CE had discussion time from 8:40am to 9:17am.

The Meeting commenced at 9:18am.

1. Minutes From Previous Meeting

RESOLVED: (Moved: HM; Seconded: DB)

"That the minutes of the meeting held on 23 May 2019 are confirmed as a true and correct record of the meeting".

RESOLVED: (Moved: HM; Seconded: DB)

"That the minutes of the extraordinary Board meeting held on 4 June 2019 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

No changes.

4. Action Items

There were no amendments to the action items.

5. Recess

Due to time and agenda items, the meeting went into recess to conduct the meeting of UPL Developments Limited at 9:29am and reconvened at 10:53am.

6. CE Report

The CE report was taken as read.

38 Britannia Street

UPL was the successful bidder for the Te Omanga Hospice site. UPL have entered into a lease agreement with Wellington City Mission in order to house the homeless of Lower Hutt. Wellington City Mission are very happy with the outcome. UPL officers informed the Board that so far the neighbours feedback was positive.

Facilities Management

The CE advised that the FM transition to HCC has gone well. The final day for UPL management is 30 June 2019.

Sensitive Expenditure Policy

The Board requested a few amendments be made to the UPL Sensitive Expenditure Policy including alignment of UPL meal costs with HCC's policy expenditure levels and have outlined a description as to what is considered an event as well as examples of such events. UPL officers are to re-submit to the UPL Board July meeting for approval.

Further discussion was held surrounding providing Robyn Palmer with a credit card and removing petty cash from the UPL office. HC to talk with Robyn regarding preferences.

ACTION:

- **HC to amend and resubmit the UPL Sensitive Expenditure Policy to the July Board Meeting;**
- **HC to talk with Robyn as to a need for Petty Cash/getting own Credit Card.**

1341 High Street

The CE spoke to the Board paper and outlined the upgrade plans. Discussion was held about the suitability of the purchase for UPL elderly tenants and transition of tenants overtime. HM addressed his concerns with the current waiting list and the desperation of waiting tenants. Other risks are that amenity location is a distance away and that the building itself is a 50 year old asset which we would need to consider depreciation issues, life cycle costs could have a maximum 30 years of life left. BK noted that rates in Taita have increased by 23%.

GP to look into structural survey requirements, the seismic risk and if there have been any insurance claims made to the property in recent years.

Being a large transaction, there is a risk due to a lengthy period (3-5 years) before improvements are made to enable suitability for the low income elderly to live in the premises. The CE has concerns with strategic fit and co-ordinating vacancies, asbestos, major refurbishment, holding costs and loss of rent.

The Chair noted the report and referred the report back to management for further work and consideration.

ACTION:

- GP to check any seismic/insurance/earthquake claims/undertaking from vendor on the 1341 High Street Property.

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board note and approve the Chief Executive report".

7. Financials

BK to update the financials in the SOI. Upon completion the SOI would be circulated to Director's for approval and adoption.

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board note and approve the finance report".

8. Health and Safety

There was nothing to report.

9. General Business

There was no general business.

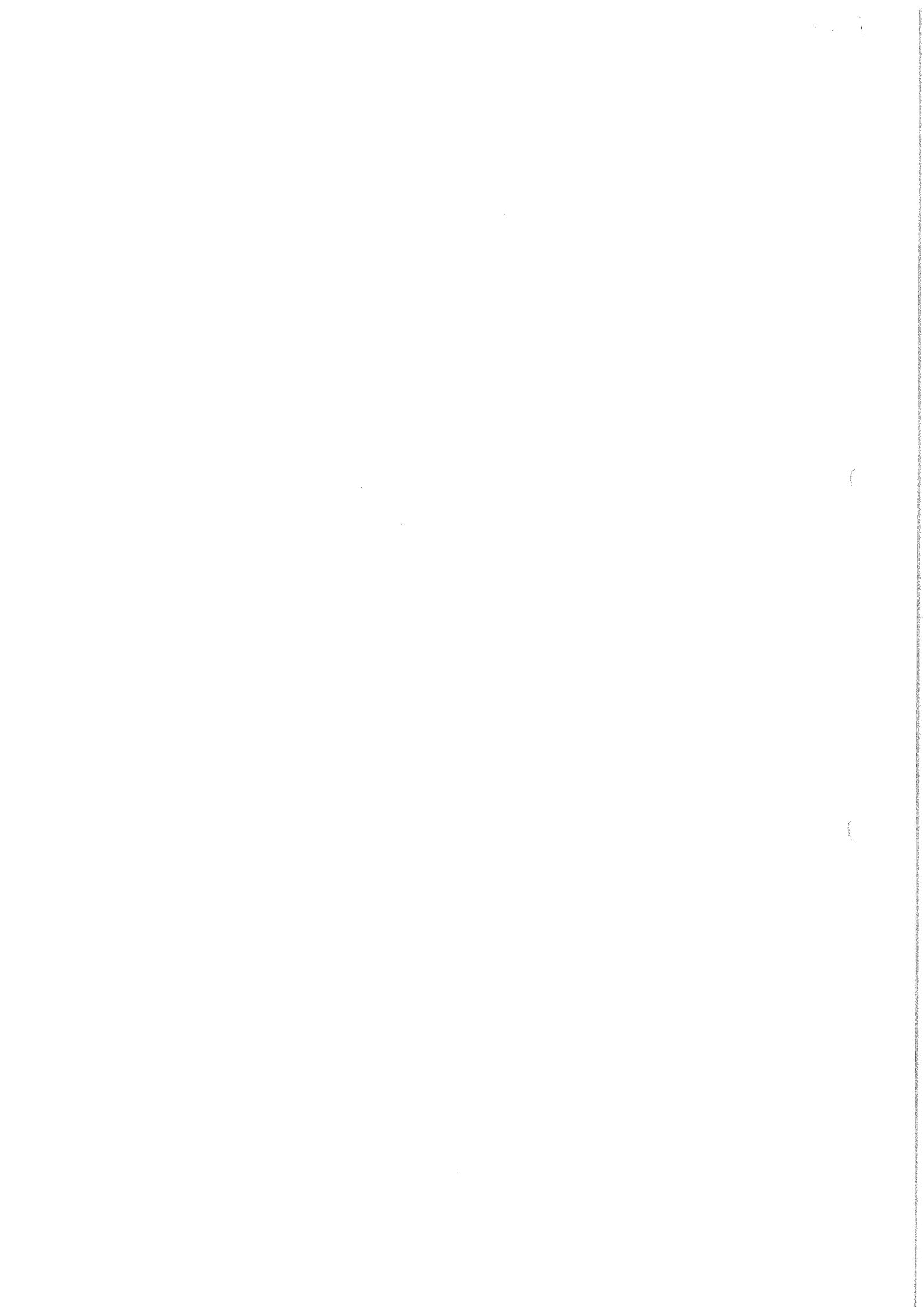
There being no further business the meeting closed at 10:58am.

Next Meeting: 8:30am, Thursday 25th July 2019, at Urban Plus Limited Board Room.

Brian Walshe
Chair

Date

25/7/19



URBAN PLUS

PROPERTY THAT BUILDS COMMUNITIES

Minutes of the Extraordinary Urban Plus Limited Board Meeting held at Urban Plus Limited,
1st Floor, 1-9 Knights Road, Lower Hutt in the Board Room on
4 June 2019, commencing at 8:30am

PRESENT: Brian Walshe Director **(BW)** (9:17am - 9:45am)
David Bassett Director **(DB)**
Hugh Mackenzie Director/Acting Chair **(HM)**

IN ATTENDANCE: Craig Walton Chief Executive **(CW)**
Daniel Moriarty Senior Development Manager **(DM)**
Glen Phillips Development Manager **(GP)**
Hilaire Cornelius Board Secretary **(HC)**

APOLOGIES: Brent Kibblewhite HCC General Manager Corporate Services **(BK)**

**EXTRAORDINARY BOARD MEETING TO DISCUSS
PURCHASE OF 38 BRITANNIA STREET, PETONE
FURTHER DISCUSSION HELD REGARDING 1341 HIGH STREET, TAITA
AND 26 MARINA GROVE**

The Meeting commenced at 8:30am.

38 BRITANNIA STREET, PETONE

Brian Walshe left the room at 8:30am due to a conflict of interest with the Vendor Te Omanga Hospice.

Should UPL purchase the preferred option would be to enter into a lease agreement with the City Mission to supply accommodation to the homeless. This would increase UPL's housing by 18 units with common areas and support HCC in their homelessness strategy. Potential to use for our low income elderly should the Board prefer this option.

The tender closes this Thursday 6th June. UPL's intention would be to settle as soon as we are able to. UPL would like to start bidding from _____ and increase to up to _____, if necessary.

The Board are supportive of the purchase, however DB suggested for CW to brief the Mayor prior to submitting tender documents. UPL officers to submit a cover letter with the tender documents covering off who UPL are and the future use for the site.

RESOLVED: (Moved: DB; Seconded: HM)

"That the Board noted and approved the purchase of 38 Britannia Street, Petone up to a maximum of . inclusive of GST (if any) for social housing/community purposes".

Brian Walshe returned to the meeting at 9:17am.

1341 HIGH STREET, TAITA

UPL advised the Board that there are 75 units over 7 blocks of flats on the market with Bailey's Real Estate. The current net income for rents is \$580,000 per annum. Potential to use for low income elderly housing and assist with our 220 target by 2020. The tender closes 26th June 2019.

Should UPL be successful there would be a transition period of 12-18 months to provide housing for our portfolio. UPL to check against their cash flow and do their due diligence. UPL officers to submit a paper to the Board at the June Board Meeting.

ACTION:

- **UPL to check potential purchase of 1341 High Street against their cash flow and do their due diligence;**
- **UPL officers to submit a paper to the Board at the June Board Meeting regarding the purchase.**

26 MARINA GROVE, LOWER HUTT CBD

Potential to purchase eleven 2 bedroom flats through an off market sale. The surrounding area to the bedsits offers surplus land.

The Board suggested parking this opportunity for now, unless they would take a inclusive GST offer subject to due diligence and Board approval.

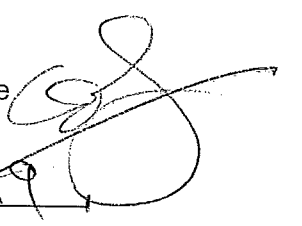
ACTION:

- **UPL officers to offer a . inclusive of GST offer subject to due diligence and Board approval on the 26 Marina Grove site.**

There being no further business the meeting closed at 9:45am.

Hugh Mackenzie
Acting Chair

Date


20/6/19



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
25 July 2019, commencing at 8:30am

PRESENT: Brian Walshe Chair **(BW)**
David Bassett Director **(DB)**
Hugh Mackenzie Director **(HM)**

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services **(BK)**
Craig Walton Chief Executive **(CW)**
Glen Phillips Development Manager **(GP)**
Hilaire Cornelius Board Secretary **(HC)**

APOLOGIES: Daniel Moriarty Senior Development Manager **(DM)**

The Director's and HCC GM held 'Directors only' time from 8:40am to 8:49am.

The Director's, HCC GM and CE had discussion time from 8:49am to 9:08am.

The Meeting commenced at 9:09am.

1. Minutes From Previous Meeting

RESOLVED: (Moved: HM; Seconded: DB)

"That the minutes of the meeting held on 20 June 2019 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

No changes.

4. Action Items

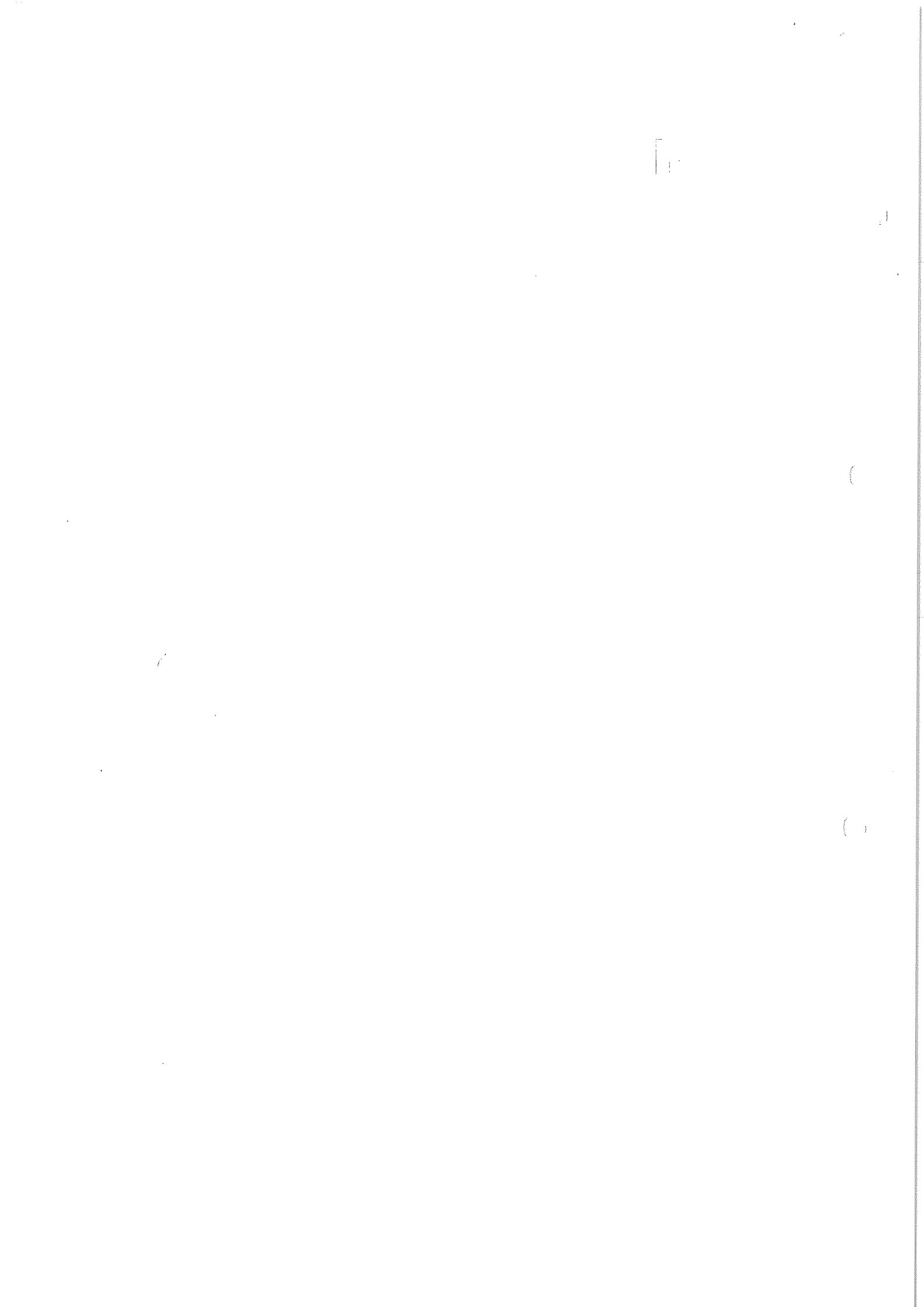
There were no amendments to the action items.

5. CE Report

The CE report was taken as read.

Sensitive Expenditure Policy

The UPL Sensitive Expenditure Policy was amended to follow HCC's approach in regards to meals whilst travelling. The UPL Board approved the UPL Sensitive Expenditure Policy.



UPL Credit Card Facility

The CE requested a recommendation be approved by the Board for a credit card for Robyn Palmer to utilise in conjunction with her Housing Manager Duties. The maximum limit is to be \$5,000 inc GST. Further to this, the CE asked the Board to approve UPL's credit card facility to be increased from \$35,000 to \$40,000, with the addition of Robyn's credit card.

Rent Reviews

The CE acknowledged that with the recent rent review, UPL Officers have found a little bit of push back with the increased rents. However, he made mention that most tenants seem to be managing under their current allowances.

Housing Portfolio Growth

HM made mention to the requirement to grow UPL's housing portfolio and the need to look into obtaining more rentals for the low income elderly, as well as selling to the market. UPL Officers are looking into potential opportunities at Molesworth Street and Pharazyn Street for the tenant portfolio. We currently have 189 units, including 38 Britannia Street. 17 Britannia Street is also being investigated for the potential to add additional units.

1341 High Street

It was noted that no offer was made for 1341 High Street, Taita. No offers were accepted by the vendor.

126 Jackson Street

9-15 Pharazyn Street

Discussion was held surrounding a potential development site for either market sales or portfolio growth. The CE mentioned that the estimated returns were not that great for a large site due to the location, however the development team had not explored multi-level dwellings or the potential to mix both portfolio and market builds. Further discussion was held surrounding insurances, earthquake fault line, sun and motorway proximities and acoustic noise.

UPL officers distributed a request for Board approval to submit a bid up to GST (if any) for the Pharazyn Street site. The Board requested officers undertake further investigations and if favourable, call a special board meeting to seek approval to proceed.

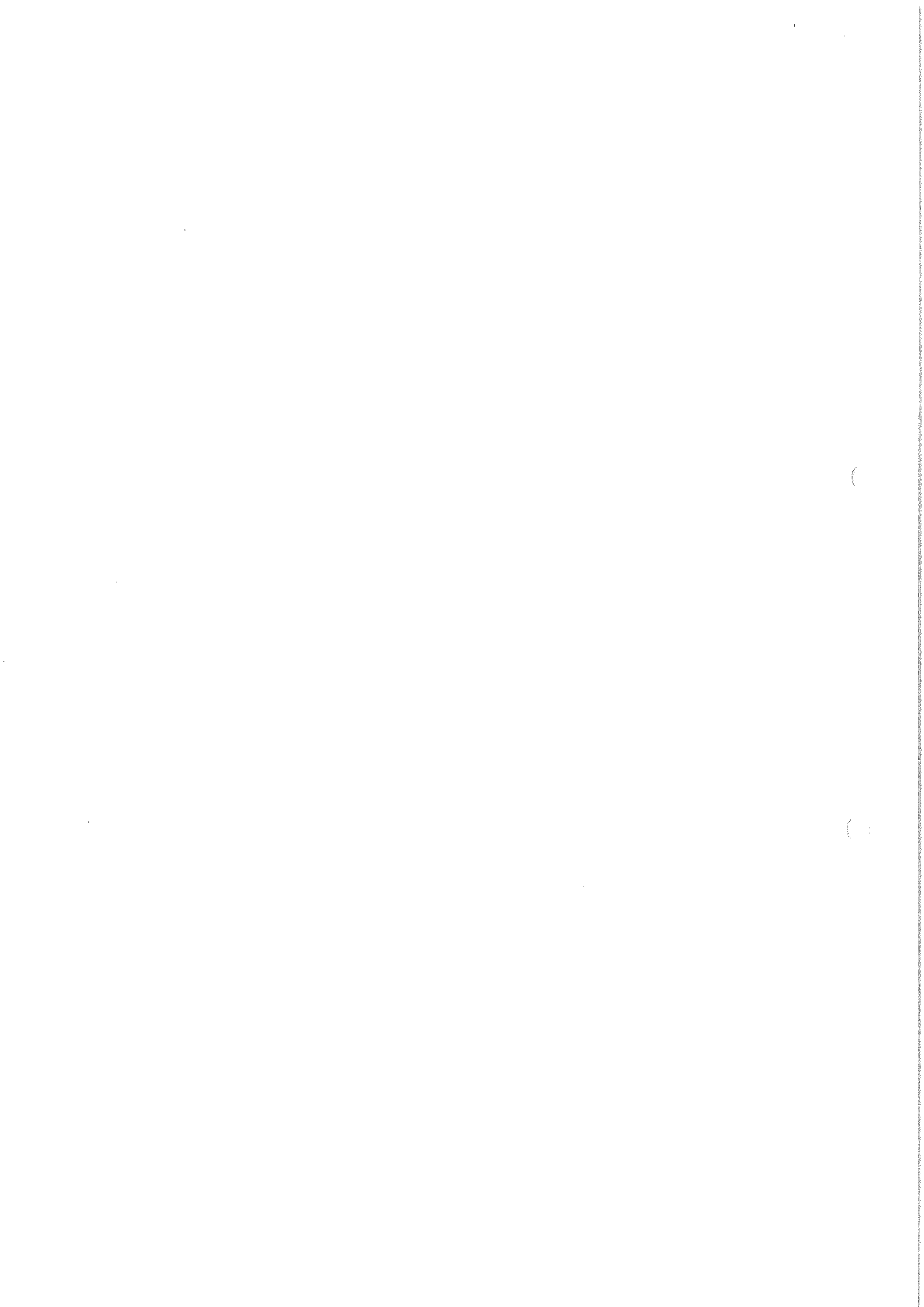
ACTION:

- **DM to report to the Directors and seek approval before any bid is made on the Pharazyn Street Site.**

RESOLVED: (Moved: DB; Seconded: HM)

"That the Board noted and approved the Chief Executive Report and approved the following recommendations:

- 1) **NOTES:** the contents of the Chief Executives July 2019 report;



- 2) **APPROVES:** the UPL credit card facility to be increased from \$35,000 to \$40,000 inc GST;
- 3) **APPROVES:** Robyn Palmer to be granted a credit card to a maximum spend of \$5,000 inc GST.

6. Financials

BK made mention that with 7 Britannia Street and the Library site currently not going ahead the costs incurred to date should be expensed. BK reported that the audit has been going well to date. It was mentioned Simon George, the new HCC Senior Accountant, be invited to UPL/UPLDL Board Meetings from now on. The 2019 draft Annual Report will be available over the next few weeks with the final version being published by 30 September 2019.

BK handed out a debt vs cash / overdraft profile for discussion. The document outlines UPL cash facilities through to May 2023. UPL officers to look into what we can defer or sell in order to align cash vs debt.

ACTION:

- **DM/GP to review BK's debt vs cash / overdraft profile to see how a project like Pharazyn Street can fit in with other projects being put on hold/sold.**

RESOLVED: (Moved: BW; Seconded: DB)

"That the Board note and approve the finance report".

7. Health and Safety

There was nothing to report.

8. General Business

CW is away from 26th August through to 15th September. The Chair is away from 14th September to 28th September.

There being no further business the meeting closed at 10:11am.

Next Meeting: 8:30am, Thursday 22nd August 2019, at Urban Plus Limited Board Room.

Brian Walshe
Chair

Date _____

22/8/19



Minutes of the Urban Plus Limited Board Meeting held at Urban Plus Limited, 1st Floor,
1-9 Knights Road, Lower Hutt in the Board Room on
22 August 2019, commencing at 8:30am

PRESENT: Brian Walshe Chair **(BW)**
David Bassett Director **(DB)**
Hugh Mackenzie Director **(HM)**

IN ATTENDANCE: Brent Kibblewhite HCC General Manager Corporate Services **(BK)**
Simon George HCC Senior Accountant **(SG)**
Craig Walton Chief Executive **(CW)**
Daniel Moriarty Senior Development Manager **(DM)**
Glen Phillips Development Manager **(GP)**
Hilaire Cornelius Board Secretary **(HC)**

APOLOGIES: There were none.

The Director's and the HCC GM held 'Directors only' time from 8:37am to 8:45am.

The Director's, HCC GM and CE had discussion time from 8:46am to 9:00am.

The Meeting commenced at 9:01am.

1. Minutes From Previous Meeting

RESOLVED: (Moved: HM; Seconded: DB)

"That the minutes of the meeting held on 25 July 2019 are confirmed as a true and correct record of the meeting".

2. Matters Arising From Previous Minutes

There were no matters arising from the Minutes.

3. Interest Register

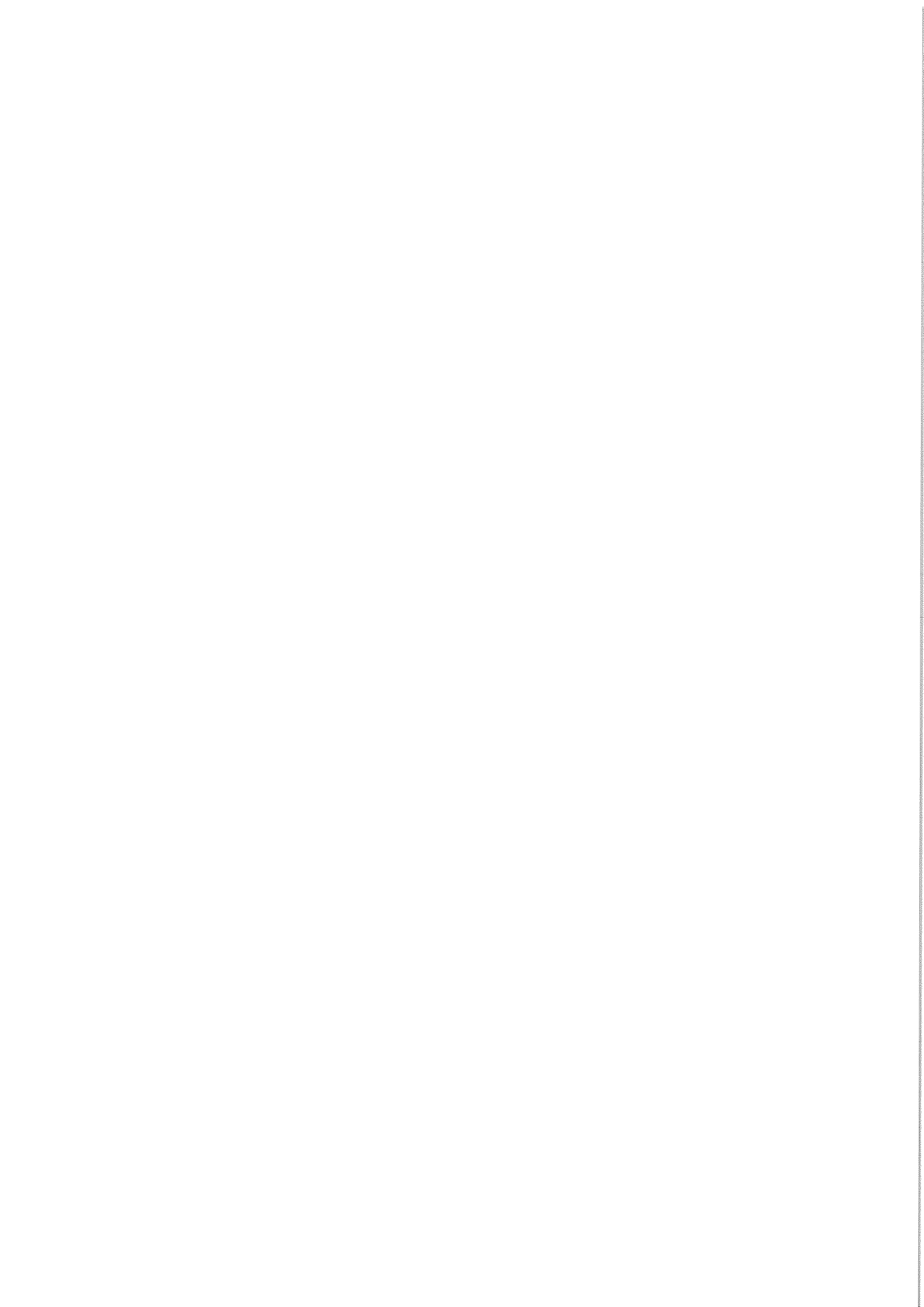
No changes.

4. Action Items

There were no amendments to the action items.

5. CE Report

The CE report was taken as read.



38 Britannia Street

Wellington City Mission (WCM) has moved quickly with the signing of the lease agreement. The CE apologised to the Board for the late notice regarding the opening of the homeless shelter. The opening was very positive with Ginny Andersen, Chris Faafoi and Ray Wallace in attendance. UPL received positive comments from Murray Edridge regarding the deal. The CE requested that the Directors formally move and execute the lease. The lease was formally signed by Brian Walshe and David Bassett.

DB queried the future of the lease and the site should WCM forgo the lease. CW advised that UPL has a 'B' plan in which the site could be used to house the low income elderly with separate female and male wards and separate common areas. The Chairman mentioned that for future leases UPL should add in a demolition clause.

RESOLVED: (Moved: BW; Seconded: HM)

"That the Board approves and formally adopts the lease agreement between Wellington City Mission and Urban Plus Limited".

Rent Reviews

The rent increase letters have been sent out to the tenants and there has not been much push back regarding the increased rents. The rent increases formally take place in September 2019.

17 Britannia Street

The Design Network is working on draft plans for additional units on this site for the low income elderly.

Molesworth Street

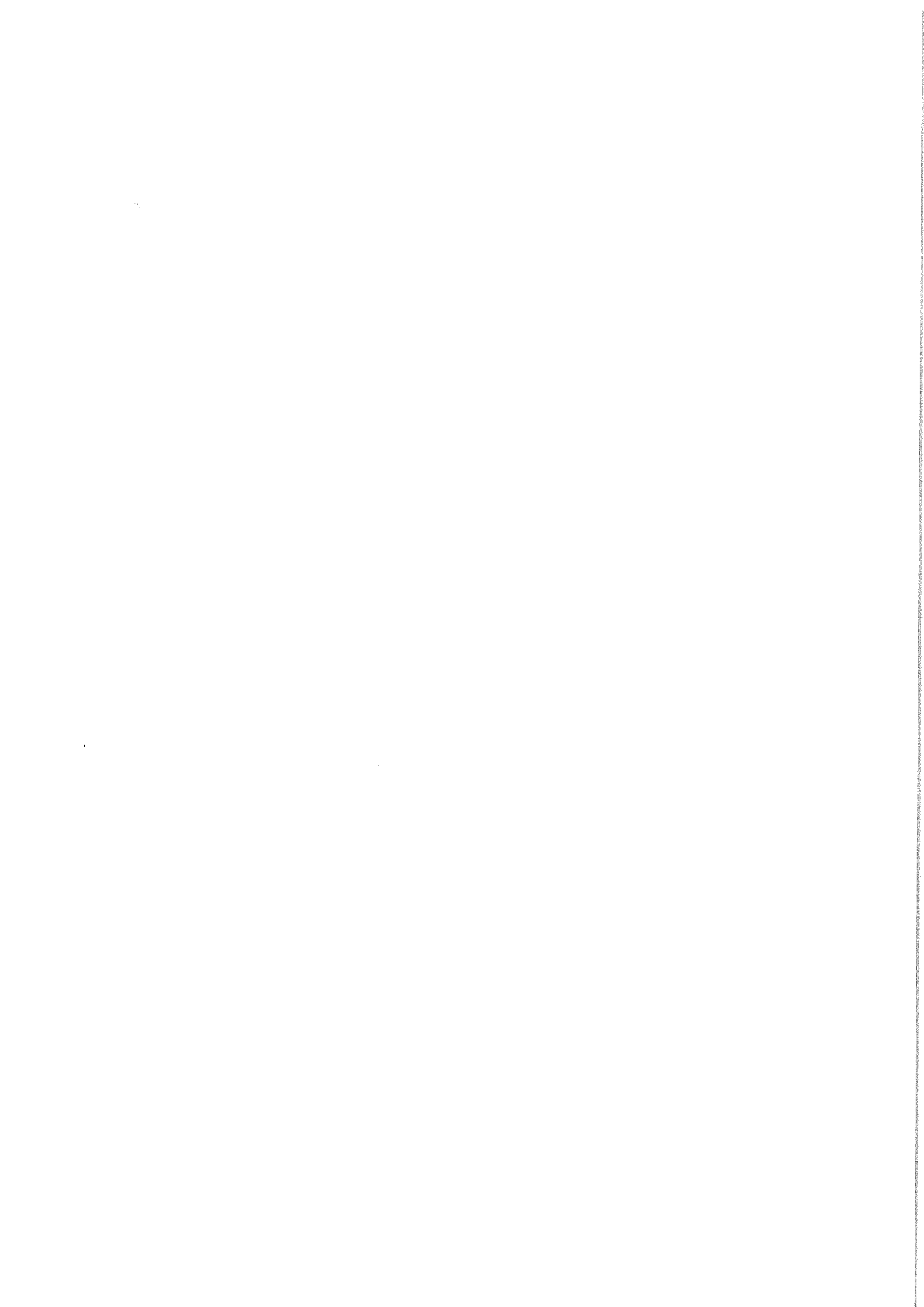
Solari Architects is working on draft plans for development of the site for the low income elderly.

Pharazyn Street

Although UPL did not bid on this site, it was a good exercise in relation to fault lines and building around them.

RESOLVED: (Moved: DB; Seconded: BW)

"That the Board noted and approved the Chief Executive Report".



6. Financials

UPL 2019 Annual Reports

The auditors are at HCC currently finishing up on year end and Annual Reports. SG advised that there are no major issues to note in regards to UPL at this time. The final draft is expected next week. BK suggested to keep UPLLP and UPLDL CE and Chair reports to a minimum as the Group report should be more extensive and cover off all of the Companies. At the September meeting the Board are to approve the 2019 Annual Reports. UPL officers to circulate ahead of the September Board Meeting and put the final version in the September Board Papers. BW will be away therefore HM and DB will approve at the September Board Meeting.

Audit Report

BW advised that there is a significant increase in the UPL Group audit fee for 2019, however there is a reduction for UPLLP and UPLDL. BK indicated this is because the company is more complex and technical than before.

RESOLVED: (Moved: DB; Seconded: HM)

“That the Board note and approve the finance report”.

7. Health and Safety

There was nothing to report. GP advised that H&S issues are pretty quiet at the moment considering the amount of activity which is underway.

8. General Business

CW is away from 26th August through to 15th September. The Chair is away from 14th September to 28th September.

There being no further business the meeting closed at 9:25am.

Next Meeting: 8:30am, Thursday 19th September 2019, at Urban Plus Limited Board Room.

Brian Walshe
Chair

Date _____

