Gisborne Holdings Limited

Statement of Intent for the Three Years Commencing 1 July 2016

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1. Introduction

This Statement of Intent ("SOI") is prepared in accordance with Section 64 and Schedule 8 of the Local Government Act 2002.

The SOI specifies for Gisborne Holdings Limited ("GHL") and its subsidiaries the objectives, the nature and scope of the activities to be undertaken, and the performance targets and other measures by which the performance of the group may be judged in relation to its objectives, amongst other requirements.

The process of negotiation and determination of an acceptable SOI is a public and legally required expression of the accountability relationship between the company and its sole shareholder, the Gisborne District Council ("GDC"). The SOI is reviewed annually with the GDC and covers a three year period commencing 1 July 2016.

2. Company Mission

To provide a superior return and growth from subsidiary companies and community assets relative to the industry they operate in.

"To establish and efficiently direct an outstanding group of Council-controlled business activities which are aligned with Council's financial strategy"

> *"By bringing the best available expertise to bear upon management of its assets, GHL will contribute to the Gisborne District Council (GDC) by owning and managing selected regional assets and investments in accordance with sound business practice and sustainable development principles. It will provide funds to the GDC while protecting the capital value of those assets under its stewardship."*

Investing in, and promoting the establishment of, key infrastructure and community assets in a commercially viable manner.

3. The Objectives of the Company

As required by section 59 of the Local Government Act 2002, the principal objective of GHL is to:

- achieve the objectives of its shareholders, both commercial and non-commercial, as specified in this statement of intent; and
- be a good employer in accordance with S:36(2) of Schedule 7 of the Local Government Act 2002; and
- exhibit a sense of social and environmental responsibility by having regard to the interests of the community in which it operates and by endeavoring to accommodate or encourage these when able to do so; and conduct its affairs in accordance with sound business practice.

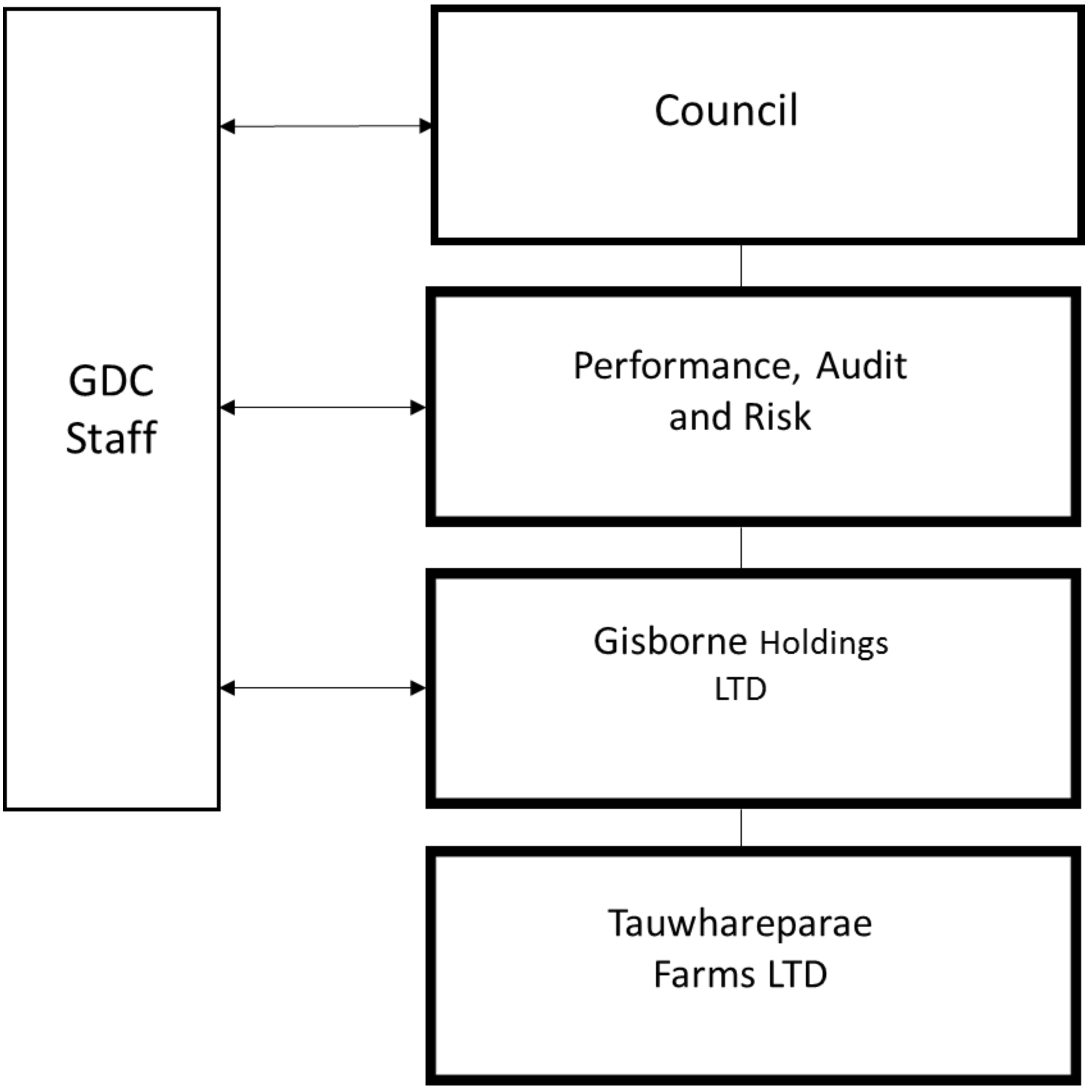
GHL contributes to achieving the following Community Outcomes in Gisborne District Council's 2015-25 Long Term Plan:

> **Tairawhiti** – Wawata – Gisborne district that leads and advocates for itself.
>
> **Tairawhiti** – Tangata – Our people make Tairawhiti the place it is.

4. Nature and Scope of Activities

Gisborne Holdings Ltd is a wholly-owned council-controlled trading organisation ("CCTO") of GDC, which was formed in June 1994.

The current group ownership and reporting structure is as follows:



The group consists of:

- Gisborne Holdings Ltd – Parent company with a division (Tairawhiti Investments) owning commercial property and project management on behalf of the Council.
- Tauwhareparae Farms Ltd – farm and forestry operations at Tolaga Bay.
- Tauwhareparae Forests Ltd – No business conducted since incorporation in 1997. To be removed via resolution and legal process

Shareholding Role

GHL on behalf of GDC has:

- A shareholding investment in Tauwhareparae Farms Ltd ("TFL") of 100% of TFL's share capital.

Activities that are to be undertaken by GHL are:

- Negotiation of the annual SOI between GDC as shareholder and GHL.
- Monitoring the performance of the subsidiary companies that GHL owns.
- Advice to GDC regarding potential CCTO establishment opportunities.
- Appointment and monitoring of the directors of the subsidiary companies. The appointment of directors to the boards of subsidiary companies is only to occur after prior consultation and agreement with the Council, except where the directors are already appointed as directors of GHL.

The undertaking of any activity not provided for under this SOI requires the prior approval of GDC, specifically:

- No subsidiary companies are to be formed by GHL without the prior approval of GDC, unless this falls within the 10% major transaction clause 10.
- No shares are to be acquired by GHL without the prior approval of GDC.
- No shares held by GHL are to be sold or otherwise disposed of without the prior approval of GDC.

The board will also seek approval for any material departures from the adopted SOI and any material variation from budgeted financial return.

Over time, Council may form other CCTOs from undertakings currently within the Council structure. GHL is an obvious vehicle for holding the shares in these enterprises, however it remains GDC's intention that the directors approach to the holding of other shares will be determined on a case-by-case basis.

Specific objectives of GHL are:

- To monitor the performance of each subsidiary company.
- To ensure that each subsidiary company operates financially, economically and efficiently, and in accordance with an agreed SOI, and to optimise the returns from, and the value of, the subsidiary companies within the parameters set by Council.
- To ensure, insofar as it is lawfully able and commercially practicable, that the SOI of each of the subsidiary companies reflect the objectives of Council.
- To keep GDC informed of matters of substance affecting GHL and the subsidiary companies and, insofar as it is practical and reasonable in the opinion of the directors, provide the opportunity for comment on such matters prior to taking any action.
- To ensure that there is regular and informative reporting of the financial and non-financial performance and risk exposures of GHL and the subsidiary companies.
- To report to GDC on CCTO establishment opportunities, and other investment opportunities that have the potential to enhance the economic well-being of the region, and provide an adequate return.
- To maintain and improve good governance by regularly and constructively appraising the performance of the subsidiary company directorates and maintaining an appropriate monitoring framework.

5. Corporate Governance

GHL's directors are appointed by the shareholders to govern and direct GHL's activities. This responsibility includes such areas of stewardship as:

- Commercial performance
- Business plans and budgets
- Corporate policies
- Financial and distribution policies
- Management oversight and development
- Delegations or authority
- Identification and management of business risks
- Identification and management of business opportunities
- Internal control systems
- Integrity of management information systems
- Relationships with stakeholders and external parties
- Compliance with relevant law
- Reports to shareholders

6. Performance Targets of Gisborne Holdings Limited for the Three Years Commencing 1 July 2016

The following performance targets have been set for the 2016/17 financial year, and the two years following:

Objective	Performance Target
1. To ensure that the financial targets and strategic direction of GHL are in line with the requirements of GDC.	▸ A draft SOI for GHL will be submitted for approval to GDC by 1 March each year. ▸ A completed SOI will be submitted to GDC by 30 June each year. ▸ The groups accounting return on shareholders funds (defined as EBIT before subvention payment divided by average shareholder funds employed) of at least 4%. ▸ Consolidated ratio of Total debt to total debt plus equity of no more than 20% ▸ A minimum five year rolling average GDC return on investment in the range of 1-3%. Return being defined as distributions paid to Council over net assets. ▸ Audited annual accounts will be provided to GDC by 20 September each year. (To allow consolidation into the GDC accounts in a timely manner.)
2. To ensure that GDC is kept informed of all significant matters relating to its subsidiaries.	▸ At least two progress reports be made to GDC in the financial year (in addition to reporting on specific issues), with at least one presentation to be made to Councillors. ▸ Major matters of urgency are reported to the Performance, Audit and Risk Committee at the earliest opportunity.
3. To ensure that GHL directors add value to the company and that their conduct is according to generally accepted standards.	▸ The Chair will conduct a formal evaluation of the GHL directorate annually. ▸ The Chair shall formerly notify GDC two months prior to the desired appointment date should a director resign or an additional director be requested to be appointed. ▸ The Company will review the training needs of individual GHL Directors, and ensure training is provided where required.

Objective	Performance Target
4. GHL's process for the selection and appointment of directors to the boards of subsidiaries is rigorous, impartial and in accordance with the GDC approved processes.	▸ The process followed for each appointment to a subsidiary board is transparent and fully documented. ▸ That directors of subsidiary companies are selected for their commercial expertise and business aptitude relative to the subsidiaries objectives, subject to the approval of the GDC and in accordance with the GDC's appointment policy, except where the appointees are the same Directors as GHL.
5. To ensure that GHL returns a distribution to GDC in accordance with the Distribution Policy and with regard to GDC's budgets, and meets other financial targets.	▸ GHL pays a distribution for the 2016/17 financial year in accordance with the distribution policy.
6. To ensure that the GHL consolidated returns a minimum acceptable distribution as per the SOI.	▸ GHL meets its budgeted level of distribution income.
9. To ensure that the final consolidated company SOI is appropriate, measurable, attainable and timely.	▸ Comment on the draft SOI within the statutory timeframe of 30 April each year.
10. To ensure that the final consolidated company SOI is a commercially focused document, while also being compatible with the strategic aims of GDC.	▸ GHL will produce a commercially focused draft SOI. ▸ GHL will assess the alignment of the SOI with any specifically notified GDC strategic directive.
11. To ensure that the subsidiary company reporting is relevant and timely.	▸ Subsidiary company will incorporate specific reporting requirements in accordance with legislation and accepted practice.
12. To ensure that there are adequate processes for the identification, assessment and management of the risk exposures of the subsidiary companies.	▸ Consolidated company SOI to incorporate specific statements regarding the processes for the management of risk exposures.
13. To wind up subsidiary companies deemed no longer relevant.	▸ Subsidiary company deemed to be no longer relevant by GHL Directors can be wound up as long as major transaction clause it not breached.

7. Shareholders Funds to Total Assets

a. **Ratio of Shareholders' funds to total assets**

Shareholders' funds are defined as the sum of the amount of share capital on issue, retained earnings/accumulated losses, revenue and capital reserves. Total assets are defined as the sum of the net book value of current assets, investments, fixed assets, and intangible assets as disclosed in the company's Statement of Financial Position, prepared in accordance with the accounting policies adopted by the Directors.

The target ratio of shareholders' funds to total assets shall not be less than 80% for the period covered by this SOI. The appropriateness of this target ratio will be reviewed annually by the Directors.

Gearing is measured separately as stated in objective 1 performance target.

b. **Estimate of the commercial value of the company**

The Directorate estimates the commercial value of the shareholders' investment in each company in the group to be no less than the shareholders' funds.

The value ascribed to shareholders' funds will be that stated in the annual Statement of Financial Position of the company as at the end of the financial year preceding each SOI.

c. **Transactions between related parties and compensation from GDC**

Transactions between GDC, GHL and the subsidiary companies will be conducted on a wholly commercial basis. Compensation for any services provided by GHL to GDC will be conducted on a wholly commercial basis. GDC will not instruct GHL to act in a non-commercial manner. Assets transferred to GHL from GDC will be transferred at an independently assessed market value. GHL will issue shares to GDC for the equivalent value.

8. Distributions to Shareholders

Profit retention and distribution policy will be determined from year to year by the Directors in accordance with operational results, financial prospects, and the circumstances prevailing, with the objectives of ensuring that:

- The amount of the distribution does not limit GHL's ability to fund future capital expenditure requirements to both maintain and expand current operations and address issues relating to the company's debt structure; and with the provisos that:
  - The Directors are satisfied that the requirements of section 4 of the Companies Act (the "solvency test") have been satisfied.
  - Where imputation credits are available, the distributions will be fully imputed for tax purposes to the extent that imputation credits are available.
  - Where subvention payments are paid to GDC the amount of these will be reflected in the total distributions to GDC.

Distributions Policy

The Directors of GHL will observe two overriding goals when considering the annual allocation of Distributable Funds at the end of each financial year.

1. The Protection and Growth of the Asset base of GHL

   To ensure this goal is achieved GHL will retain a prudent proportion (50 %) of annual distributable Tax Paid Cash Income from all activities other than forestry and 25% of Forestry Income (as described in B below), so as to repay debt and invest in prudent expansion of its asset base.

2. Provide a constant Annual Distribution flow to GDC based on the following Distributions Policy

   Distribution of the Annual Tax Paid Distributable Cash Income will be allocated as follows:

   (A) As to Income arising from all GHL trading except Forestry:
   50% of the net tax paid cash income (including Subvention Payments calculated pre-tax) will be distributed to GDC.

   (B) As to Forestry Net Cash Income per year:
   75% of the net forestry cash distributable income, after deducting capital roading costs, income tax attributable to forestry income and making provision for the re planting of the harvested forestry estate, will be distributed to Council annually.

   (C) Minimum Distribution Annually - To give certainty to GDC, GHL will commit to a minimum total distribution annually of $1,250,000 contributed to by (A) and/or (B) above.

   (D) Distributable Funds will be calculated annually on a Cash flow basis only and not recognise Revaluation incomes and losses or depreciation provisions.

If GHL is required to borrow to pay this level of distribution for more than two consecutive years this Distribution Policy will be reviewed by GHL and GDC to reassess the levels and causes of the need to borrow.

To assist the Shareholder with budgeting, the following ordinary distributions are forecast:

Financial Year	**2016/17**	**2017/18**	**2018/19**
Minimum Distribution	$1,250,000	$1,250,000	$1,250,000

- The distribution is to be paid in May of the financial year following its provision in the Financial Statements.
- An interim distribution has not been allowed for **in this SOI**. GHL remains open to further discussion as changes to company cash flow start to take effect following transfer of additional commercial activities from GDC.

9. Capital Expenditure

The group has budgeted for capital expenditure as follows:

Financial Year	**2016/17 $**	**2017/18 $**	**2018/19 $**
Plant & Machinery	15,000	15,000	15,000
Water Supply	0	0	0
Vehicles	158,600	67,600	40,600
Forestry	28,000	149,000	163,000
Buildings	7,277,482	2,623,605	350,000
Roading	582,000	444,000	559,000

10. Major Transactions and Acquisition or Disposal of Other Interests

The Directors will obtain prior approval, by Gisborne District Council resolution, for any major transaction involving the acquisition or disposal of fixed assets or investments, the value of which exceeds 10% of the total value of the company's assets as determined by reference to the most recent financial statements prepared in terms of this SOI.

No shares in any other company or organisation will be purchased or disposed of without the Gisborne District Council's prior written consent unless it falls within the 10% covenant outlined above. Specific decisions not already approved in this statement of intent that require Council approval are:

- Sale of Land

- Formation of a subsidiary company

- Acquisition and sale of shares

- Major transactions which are transactions for the acquisition or disposal of fixed assets or investments where the value exceeds 10% of the total value of the company's assets.

11. Reporting to Shareholders

GHL will provide information that meets the requirements of the Companies Act 1993, the Local Government Act 2002, and New Zealand Reporting Standards and best practice, in order to enable the shareholders to make an informed assessment of the company's performance. The following information will be made available:

a) An annual SOI in accordance with Section 64 (Statements of intent for council-controlled organisations), Section 71 (Protection from disclosure of sensitive information) and schedule 8 (Statements of Intent) of the Local Government Act 2002. Prospective financial information contained within the SOI will also comply with the requirements of NZFRS42

Prospective Financial Statements. Any other information that the directors deem appropriate may be included within the SOI. The draft SOI delivered to Council will be accompanied by a report detailing any changes from the previous years SOI and the directors rationale for making those changes. Council will on behalf of GHL make a copy of the adopted SOI available to the public on the Council website within one month of its adoption.

b) A half yearly report in accordance with Section 66 (Half-yearly report) and Section 71 (Protection from disclosure of sensitive information) of the Local Government Act 2002. The half yearly report is required to comply with the requirements of NZIAS34 - Interim Financial Reporting, with the following exceptions:

   - The financial statements may be presented in a format consistent with the management reports delivered to the board.

   The half yearly report shall contain a financial commentary comparing actual performance year to date to budget and the re-forecast year end result.

   The half yearly report shall contain a chairman's commentary on the performance of the group against the targets and other performance measures contained in this SOI along with any significant issues likely to affect the company's performance in the future. Council will on behalf of GHL make a copy of the half yearly report available to the public on the Council website within one month of its adoption.

c) A comprehensive annual report in accordance with Section 67 (Annual Report), Section 68 (Content of reports on operations of council-controlled organisations), Section 69 (Financial statements and auditors report) Section 71 (Protection from disclosure of sensitive information) of the Local Government Act 2002. The annual report shall also contain a chairman's commentary on the performance of the group against the targets and other performance measures and objectives contained in this SOI along with any significant issues likely to affect the company's performance in the future. Council will on behalf of GHL make a copy of the Annual Report available to the public on the Council website within one month of its adoption.

d) Where significant unplanned events occur the company will provide to Council through Council's Performance, Audit and Risk Committee regular reports on the impact to its activities and the results of its subsidiary companies.

e) The company will operate on a "no surprises" basis in respect of any significant shareholder matters, to the extent possible in the context of commercial sensitivity and confidential agreements.

12. Statement of Accounting Policies

The financial statements of GHL and its subsidiaries are prepared in accordance with Generally Accepted Accounting Practice in New Zealand (NZ GAAP). They comply with the New Zealand International Financial Reporting Standards (NZ IFRS) and other applicable Financial Reporting Standards as appropriate. The accounting policies adopted by the Company will also be consistent with the policies adopted by the Gisborne District Council group. Prospective financial information provided in accordance with Schedule 8 of the LGA 2002 will be prepared in accordance with the provisions of FRS42 - Prospective Financial Information.

Schedule 1

Summarised group prospective financial statements

	2015/16	2016/17	2017/18	2018/19
Forecast Statement of Comprehensive income				
Income				
Sheep	2,638	2,629	2,664	2,664
Cattle	1,931	2,055	2,426	2,426
Wool	540	543	543	543
Forestry	2	965	1,304	1,332
Carbon Credits	509	462	416	416
Other Income	243	289	289	289
Commercial Property Rent	271	651	895	895
Gisborne Testing Station	0	134	134	134
Waikanae Holiday Park	0	152	152	152
	6,134	**7,880**	**8,823**	**8,851**
Change in Valuation of Livestock, Forestry & Carbon Credits	254	-589	-1,003	-998
Gross Profit	**6,388**	**7,291**	**7,820**	**7,853**
Expenditure				
Financing Costs	37	130	462	483
Depreciation	410	593	587	579
Loss on Disposal	0	0	601	0
Other Expenses	3,580	3,718	3,742	3,703
Total Expenditure	**4,027**	**4,441**	**5,392**	**4,765**
Net Profit / Loss before Tax and Subvention	**2,361**	**2,850**	**2,427**	**3,088**
Subvention Payment	-1,000	-1,250	-1,250	-1,250
Tax	-285	44	43	43
Net Profit/ loss After tax	**1,076**	**1,644**	**1,220**	**1,881**
Other Comprehensive Income				
Fair Revaluation Gain/ Loss on Property	0	0	0	0
Total Comprehensive Income	**1,076**	**1,644**	**1,220**	**1,881**
Forecast Statement Of Financial Position				
Current Assets	405	481	3,061	4,565
Non-Current Assets	60,960	77,482	80,016	80,020
Current Liabilities	-2,062	-2,089	-2,172	-2,202
Non-Current Liabilities	-5,052	-11,269	-15,080	-14,677
Shareholders Equity	**54,251**	**64,605**	**65,825**	**67,706**

	2015/16	2016/17	2017/18	2018/19
Forecast Statement of Movements in Equity				
Opening	49,199	54,251	64,605	65,825
Surplus (deficit) for the Year	1,076	1,644	1,220	1,881
Capital Increase (reduction)	3,976	8,710	0	0
Revaluation	0	0	0	0
Other Dividend	0	0	0	0
Closing	**54,251**	**64,605**	**65,825**	**67,706**
Forecast of Cash flows				
Operating	0	0	0	0
Other	1,394	3,423	4,156	4,289
Taxation	4			
	1,398	**3,423**	**4,156**	**4,289**
Investing				
Other	-1,789	-7,576	-4,637	-758
	-1,789	**-7,576**	**-4,637**	**-758**
Financing				
Distribution paid	-1,000	-1,000	-1,250	-1,250
Loan Advance	1,180	6,260	3,854	-360
Interest Paid	-37	-130	-462	-483
	143	**5,130**	**2,142**	**-2,093**
Net Cash Flow	**-248**	**977**	**1,661**	**1,438**
Summarised Forecast Performance Indicators				
Return of Shareholder Funds (incl Subvention)	4%	4%	4%	5%
Total debt / Total debt + equity	12%	17%	20%	20%
Ratios Of Shareholder funds to total assets	88%	83%	80%	80%

Key Assumptions

1) The farming Revenue for the 2017 to 2019 will be similar on the per head basis to 2015/16.
2) The forestry estate will not increase in value over the years.
   That expenses will be maintained at similar levels to prior years.
3) That there will be income from the allocation of NZU's under the Emissions Trading Scheme. Sales of NZU's will be subject to prevailing market conditions.
4) The transfer of the Waikanae Beach Top 10 Holiday Park and Gisborne Vehicle Testing will be completed effectively on 1 July 2016
5) No current year tax will be paid by the company due to the company utilizing group tax losses from the GDC tax group. Deferred tax has been provided for in the forecast statement of financial performance.

Key Risks and Uncertainties

1) As the group's main business is farming, the key risks are the weather, fluctuations in commodity prices and foreign exchange variations all of which GHL has no control over and these can significantly affect results.

It is not practical to quantify the effect of these risks and uncertainties in specific monetary terms

Cautionary Note

These Prospective Financial Statements are likely to vary from the actual financial results for the periods covered. These variations may be significant and material.

Corporate Information

Gisborne Holdings Limited (the Company) is a Council-Controlled Trading Organisation as defined in section 6 of the Local Government Act 2002. The Company is wholly owned by Gisborne District Council and is registered under the Companies Act 1993.

The Group consists of Gisborne Holdings Limited, its 100% owned subsidiaries, Tauwhareparae Farms Limited and Tauwhareparae Forests Limited.

The Prospective Financial Statements for Gisborne Holdings Limited are for the years ended 30 June 2016 to 30 June 2019. The Prospective Financial Statements have been prepared for inclusion in the Statement of Intent for the 3 years ended 30 June 2019. It should also be noted that the information in these statements may not be appropriate for purposes other than inclusion in the statement of intent. The Prospective Financial Statements were authorised for issue by the directors on 24 June 2016.

The principal activities of the GHL group are:

- The production and supply of livestock
- The planting, growing and tendering of forestry
- The maintenance and reversion of native forestry areas
- Management and supply of Commercial premises, Property development and tenancy services, e.g. the rebuild of Council chambers
- Control, Management and development of Vehicle testing and fleet management services
- Control, Management and development of Waikanae Beach Top 10 Holiday Park.

Other disclosures

The directors authorised the issue of the Prospective Financial Statements and are responsible for Prospective Financial Statements presented, including the appropriateness of the assumptions underlying the Prospective Financial Statements and all other required disclosures.

Actual financial results are incorporated for the period 1 July 2015 to 31 December 2015 into the Prospective Financial Statements for the year ended 30 June 2016.

It is not intended to update the Prospective Financial Statements subsequent to presentation.

Summary of significant accounting policies

(a) Basis of Preparation

The financial statements of the Group have been prepared in accordance with generally accepted accounting practice in New Zealand and the requirements of the Companies Act 1993, and the Financial Reporting Act 2003. The financial statements have also been prepared on a historical cost basis, except for land and buildings, derivative financial instruments and available-for-sale investments, which have been measured at fair value.

The financial report is presented in New Zealand dollars and all values are rounded to the nearest thousand dollars ($000) unless otherwise stated.

(b) Statement of Compliance

The Financial Statements comply with the New Zealand equivalents to International Financial Reporting Standards (NZ IFRS), and other applicable Financial Reporting Standards, as applicable for profit orientated entities.

(c) New accounting standards and interpretations

(i) Changes in accounting policy and disclosures.
The accounting policies adopted are consistent with those of the previous financial year.

(d) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the statement of cash flows, cash and cash equivalents consists of cash and cash equivalents as defined above, net of outstanding bank overdrafts. Bank overdrafts are included within interest-bearing loans and borrowings in current liabilities on the balance sheet.

Summary of significant accounting policies continued

(e) Trade and other receivables

Trade receivables, which generally have 30-60 day terms, are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment.

Collectability of trade receivables is reviewed on an ongoing basis at an operating unit level. Individual debts that are known to be uncollectible are written off when identified. An impairment provision is recognized when there is objective evidence that the Group will not be able to collect the receivable. Financial difficulties of the debtor, default payments or debts more than 60 days overdue are considered objective evidence of impairment. The amount of the impairment loss is the receivable carrying amount compared to the present value of estimated future cash flows, discounted at the original effective interest rate.

(f) Inventories

In accordance with NZ IAS 41 – *Agriculture* wool on hand is valued at fair value less estimated point of sale costs at time of harvest. Consumable stocks are valued at the lower of cost, determined on a first-in first-out basis, and net realisable value. This valuation includes allowances for slow moving and obsolete inventories.

(g) Livestock

Livestock is valued at fair value less point of sale costs. These values are not the same as those used for calculating taxation. Changes in the value of existing productive livestock and the numbers and/or composition of the livestock are treated as revenue items.

(h) Forestry Assets

Forestry assets are valued on the basis of fair value less estimated point of sale costs. Fair value is determined based on the present value of expected net cash flows discounted at a current market determined pre-tax rate. Forestry Assets are revalued annually by an independent valuer. Valuation movements pass through the statement of comprehensive income. The costs to maintain the forestry assets are included in the statement of comprehensive income.

(i) Derivative financial instruments

The Group uses derivative financial instruments (including interest rate swaps) to manage its risks associated with interest rate fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured to fair value.

The fair values of interest rate swaps are determined using a valuation technique based on cash flows discounted to present value using current market interest rates.

Any gains or losses arising from changes in the fair value of derivatives, are taken directly to the statement of comprehensive income for the year.

Summary of significant accounting policies continued

(j) Investments and other financial assets

Investments and financial assets in the scope of NZ IAS 39 *Financial Instruments: Recognition and Measurement* are categorised as either financial assets at fair value through profit and loss, loans and receivables held to maturity, or available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired or originated. Designation is re-evaluated at each reporting date, but there are restrictions on reclassifying to other categories.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of assets not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

(i) Financial liabilities at fair value through profit or loss
Financial liabilities classified as held for trading are included in the category "financial liabilities at fair value through the statement of comprehensive income". Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term with the intention of making a profit. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on financial assets held for trading are recognised in the statement of comprehensive income.

(ii) Loans and receivables
Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the receivables are derecognised or impaired. These are included in current assets, except for those with maturities greater than 12 months after balance date, which are classified as non-current.

(iii) Available-for-sale financial assets
Available-for-sale financial assets are those non-derivative financial assets, principally equity securities that are designated as available-for-sale or are not classified as any of the two preceding categories. After initial recognition available-for-sale financial assets are measured at fair value with gains or losses being recognised in other comprehensive income (reserves) until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in reserves is reclassified to profit or loss.

The fair values of investments that are actively traded in organised financial markets are determined by reference to quoted market bid prices at the close of business on the reporting date. For investments with no active market, fair values are determined using valuation techniques. Such techniques include: using recent arm's length market transactions; reference to the current market value of another instrument that is substantially the same; discounted cash flow analysis; and option pricing models, making as much use of available and supportable market data as possible and keeping judgmental inputs to a minimum.

Summary of significant accounting policies continued

(k) Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. All other repairs and maintenance and revaluation costs are recognised in the statement of comprehensive income as incurred.

Land and buildings are measured at fair value, based on annual valuations by external independent valuers who apply the International Valuations Standards Committee International Valuation Standards, less accumulated depreciation on buildings and less any impairment losses recognised after the date of the revaluation.

Depreciation is calculated on a straight-line basis over the estimated useful life of the specific assets as follows:

Land – not depreciated
Land Improvements – 10 years
Buildings – 40 years
Plant and equipment – 10 years
Motor vehicles – 5 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate at each financial year end.

Revaluations of land and buildings
Any revaluation increment is credited to the asset revaluation reserve included in other comprehensive income, except to the extent that is reverses a revaluation decrement for the same asset previously recognised in profit or loss, in which case the increment is recognised in profit or loss.

Any revaluation decrement is recognised in profit or loss, except to the extent that it offsets a previous revaluation increment for the same asset, in which case the decrement is debited directly to the asset revaluation reserve to the extent of the credit balance existing in the revaluation reserve for that asset.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amounts of the assets and the net amounts are restated to the revalued amounts of the assets.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the statement of comprehensive income.

Under disposal or derecognition, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings.

Summary of significant accounting policies continued

(k) Property, plant and equipment cont'd

Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

(l) Impairment of non-financial assets other than goodwill and indefinite life intangibles

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Group conducts an annual internal review of asset values, which is used as a source of information to assess for any indicators of impairment. External factors, such as changes in expected future processes, technology and economic conditions, are also monitored to assess for indicators of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

(m) Trade and other payables

Trade and other payables are carried at amortised cost and due to their short-term nature they are not discounted. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

(n) Interest-bearing loans and borrowings

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Fees paid on the establishment of loan facilities that are yield related are included as part of the carrying amount of the loans and borrowings.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Summary of significant accounting policies continued

(n) Interest-bearing loans and borrowings cont'd

Borrowing Costs
Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use of sale) are capitalised as part of the cost of that asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(o) Provisions and employee benefits

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reasonable estimate can be made of the amount of the obligation.

Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Employee leave benefits
Wages, salaries, annual leave
Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

(p) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares of options are shown in equity as a deduction, net of tax, from the proceeds.

Summary of significant accounting policies continued

(q) Revenue recognition

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised.

(i) Sale of goods
Revenue from the sale of goods is recognised when there has been a transfer of risks and rewards to the customer (through the execution of a sales agreement at the time of delivery of the goods to the customer), no further work or processing is required, the quantity and quality of the goods has been determined, the price is fixed and generally title has passed (for shipped goods this is the bill of lading date).

When the contract outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that are recoverable.

(ii) Interest revenue
Revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

(iii) Dividends
Revenue is recognised when the Group's right to receive the payment is established.

(r) Income tax and other taxes

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income which may incorporate the use of subvention payments . The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Summary of significant accounting policies continued

(r) Income tax and other taxes continued

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Revenues, expenses and assets are recognised net of the amount of GST except:

- When the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable
- Receivables and payables, which are stated with the amount of GST included

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as part of operating cash flows.
Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

(s) Government grants

The Group receives government grants from the Ministry of Agriculture and Forestry which subsidises the cost of forestry establishment, silviculture and thinning. The subsidies are recognised as revenue upon entitlement as conditions pertaining to eligible expenditure have been fulfilled. This is in accordance with NZ IAS 41: *Agriculture*

(t) Business combinations

The 'pooling of interests' method of accounting is used to account for all 'common controlled' business combinations. In accordance with the pooling of interests method, the assets and liabilities acquired are reflected at their original carrying amounts in the financial statements.

Signed

RW Proudfoot – Board Chairman

Dated: 24 June 2016