

Delta Utility Services Limited

Statement of Intent for the year ending 30 June 2018

TABLE OF CONTENTS

1	Introduction	3
2	Purpose of Statement of Intent	3
3	Objectives	3
4	Nature and Scope of Activities	4
5	Corporate Governance Statement	4
6	Performance Targets and Other Measures	5
7	Performance Measures	10
8	Financial Forecasts	10
9	Dividend Policy	11
10	Reporting to the Shareholder	11
11	Accounting Policies	12
12	Acquisition/Divestment of Shares or Assets in any Company or Organisation	12
13	Compensation Sought	12
14	Commercial Value of Shareholder's investment	13
15	Other matters as agreed by the Shareholder and the Board	13
16	Transactions with Related Parties	13
17	Group Facility Use	14
Appendix 1:	Dunedin City Council Vision: Dunedin is one of the World's Great Small Cities	15
Appendix 2:	Strategic Framework	16

1 INTRODUCTION

A Council-controlled organisation (CCO) is an organisation in which the council controls 50 percent or more of the voting rights or has the right to appoint 50 percent (or more) of the Directors or Trustees.

Council-controlled trading organisation (CCTO) means a council-controlled organisation that operates a trading undertaking for the purpose of making a profit.

Delta Utility Services Ltd ('the Company') is a CCTO. The Company is a wholly owned subsidiary of Dunedin City Holdings Ltd which is wholly owned by the Dunedin City Council.

A CCTO is required by law to produce a Statement of Intent (SOI). A SOI is an annual planning document.

2 PURPOSE OF STATEMENT OF INTENT

The SOI demonstrates the accountability to the Shareholder and the public by outlining the Company's activities and intentions for the next three financial years. It provides an opportunity for the Shareholder to influence the CCTO's direction by commenting on the draft version of the SOI. The SOI provides the basis for the accountability of the Directors to the Shareholder for the performance of the organisation.

The CCTO is required by law to report in its annual report on its performance targets set in the SOI.

3 OBJECTIVES

As defined in Section 59 of the Local Government Act (LGA), the principal objectives of a council-controlled organisation are to:

- "a) achieve the objective of its shareholder, both commercial and non-commercial, as specified in the statement of intent; and
- b) be a good employer (as per clause 36 of Schedule 7 LGA); and
- c) exhibit a sense of social and environmental responsibility by having regard to the interests of the community in which it operates and by endeavouring to accommodate or encourage these when able to do so; and
- d) ... conduct its affairs in accordance with sound business practice."

Health and Safety performance is central to the achievement of Delta's objectives. Delta's safety vision is "Everyone Home Safe, Every Day".

4 NATURE AND SCOPE OF ACTIVITIES

The principal activities of the Company are the management, construction, operation and maintenance of electricity and metering infrastructure assets, and the provision of environmental contracting and related services.

The Company's total assets were \$61.2 million as at 30 June 2016, and it generated revenues of \$106.7 million for the year then ended.

Effective from 1 July 2017, Delta will be contracted to perform network maintenance and asset construction services for Aurora Energy Ltd. Delta has previously performed asset management and operations services for Aurora Energy Ltd, however those services will be self-performed by Aurora from this date.

5 CORPORATE GOVERNANCE STATEMENT

In addition to the obligations of the Local Government Act 1992, the Company is also subject to the requirements of the Companies Act 1993 and is governed by directors in accordance with the law and best practise.

As defined in Section 58 of the LGA:

- “(1) The role of a director of a council-controlled organisation is to assist the organisation to meet its objectives and any other requirements in its statement of intent.
- (2) This section does not limit or affect the other duties that a director of a council-controlled organisation has.”

The Board meets on a regular basis to direct and control the company's activities. Directors are appointed by the shareholder, Dunedin City Holdings Ltd.

The Board accepts that it is responsible for the overall control system operating within the company but recognises that no cost-effective internal control system will permanently preclude all errors or irregularities. The control systems reflect the specific risks associated with the business of the company.

The shareholder reviews and approves the SOI and three year financial plan. Six-monthly and annual reports of financial and operating performance are provided to the shareholder.

6 PERFORMANCE TARGETS AND OTHER MEASURES

Goals	Objectives	Performance Measures
<i>Community</i>		
To make a positive contribution to our community	Maintain community support through local sponsorships such as Otago Rugby Referees and Charity Challenge	Sponsorship \$ per annum Targets: 2018 \$25,000 2019 \$25,000 2020 \$25,000
To support community recreation and visitor experience	Maintain parks, reserves, sportsfields, walking tracks and amenities in the northern part of the city including significant tourist attractions (eg the Railway Station and Chinese Gardens)	Achieve KPIs on service contracts Targets: 2018 Achieved 2019 Achieved 2020 Achieved
<i>Economic Development</i>		
To promote economic development	Maintain essential infrastructure to support Dunedin City Council's strategy to be one of the world's great small cities	Deliver maintenance services per contractual arrangements Targets: 2018 Plan delivered 2019 Plan delivered 2020 Plan delivered

Goals	Objectives	Performance Measures
<i>People</i>		
To maintain the health and wellbeing of staff	Monitor absences due to illness	Sick leave % based on hours Targets: 2018 2.5% 2019 2.5% 2020 2.5%
To continue to develop Delta's apprenticeship scheme	Develop skill sets and succession planning through Delta's apprenticeship scheme	Average number of apprentices per annum Targets: 2018 10 2019 10 2020 10
To maintain a positive and satisfying working environment with low levels of voluntary staff turnover	Monitor voluntary leavers relative to permanent staff	Staff turnover % Targets: 2018 15% 2019 15% 2020 15%

Goals	Objectives	Performance Measures
Safety		
To make safety our first priority and to provide a safe working environment for employees and contractors	Reduce harm to employees and contractors	Total recordable injury frequency rate (TRIFR) per 200,000 hours worked Targets: 2018 4.75 2019 4.50 2020 4.25
	Maintain tertiary level ACC workplace management practices accreditation	Measured as obtained or not obtained during the period Targets 2018 Obtained 2019 Obtained 2020 Obtained
To ensure public safety	Zero serious harm events involving members of the public	Number of serious injury involving members of the public Targets: 2018 0 2019 0 2020 0

Goals	Objectives	Performance Measures
<i>Environment</i>		
To ensure full compliance with environmental and resource consents	Maintain all existing environmental accreditations and achieve Enviro-Mark Gold status for all remaining Environmental Services depots in the South Island. Existing environmental accreditations presently include: • Enviro-Mark Gold accreditation for Rangiora depot, Riccarton depot and Green Island landfill, Dunedin • Enviro-Mark Bronze accreditation for Dunedin depot	Maintain all existing environmental accreditations held at 30 June of previous financial year and achieve Enviro-Mark Gold status for all South Island depots. Measured as obtained or not obtained during the period. Targets: 2018 Obtained 2019 Obtained 2020 Obtained
	Maintain full compliance with the Resource Management Act (RMA)	Number of breaches Targets: 2018 0 2019 0 2020 0
To improve fuel efficiency and therefore lower carbon emissions	Maintain or lower fuel efficiency in the Company's light commercial / passenger fleet	Litres of fuel used per 100 km Targets: 2018 9.75 2019 9.50 2020 9.25

Goals	Objectives	Performance Measures
<i>The Shareholder</i>		
Engage with the Shareholder annually on opportunities for the Company to contribute, or assist where possible, with Council's community outcomes (as listed in the Annual Plan) and the Ministers' expectations	Consult with the Shareholder on matters to be included in the Company's Statement of Intent	Shareholder approval of the Company's Statement of Intent Targets: 2018 Approved 2019 Approved 2020 Approved
Bring to the attention of the Shareholder any strategic or operational matters where there may be conflict between the Council's community outcomes and/or the Ministers' expectations and those of the Company and seek the Shareholder's view on these	Consult with the Shareholder at the earliest possible time on matters where conflict may or could result	Potential conflicts notified to the Shareholder Targets: 2018 No unnotified potential conflicts 2018 No unnotified potential conflicts 2020 No unnotified potential conflicts
Keep the Shareholder informed of all substantive matters	On a "no surprises" basis, advise the Shareholder promptly of any substantive matter that has the potential to impact negatively on the Shareholder and the Company with a particular focus on the media	Substantive matters reported to the Shareholder within 24 hours Targets: 2018 All substantive matters reported within 24 hours 2019 All substantive matters reported within 24 hours 2020 All substantive matters reported within 24 hours

7 PERFORMANCE MEASURES

In its Annual Report the company will record its performance relating to the targets stated in Section 6.

8 FINANCIAL FORECASTS

a) The ratio of Shareholder's Funds to Total Assets and the definition of those terms

	Year ending 30/06/2018	Year ending 30/06/2019	Year ending 30/06/2020
Shareholder's Funds to Total Assets	30%	31%	32%

The Company has adopted a target Shareholder's Funds to Total Assets ratio (equity ratio) of 50%, but expects this ratio will fluctuate depending on a variety of circumstances including asset renewal and investment cycles.

The Company is presently focused on increasing its equity ratio towards the targeted level.

"Shareholder's Funds" are represented by the paid up capital, reserves created by the revaluation of specific assets, and retained earnings.

"Total Assets" means the aggregate amount of all current and non-current assets.

b) Estimate of the amount or proportion of accumulated profits and capital reserves that is intended to be distributed to the Shareholder

	Year ending 30/06/2018 \$000	Year ending 30/06/2019 \$000	Year ending 30/06/2020 \$000
Dividend/subvention distributions	1,750	1,750	1,750

c) Other financial forecasts

	Year ending 30/06/2018 \$000	Year ending 30/06/2019 \$000	Year ending 30/06/2020 \$000
EBITDA	9,509	9,200	8,748
Net profit after tax	2,440	2,220	2,087
Cash flow from operations	7,328	6,141	7,030
Capital expenditure	8,780	5,162	4,212
Term borrowings	30,490	29,990	28,090
Shareholder's funds	19,979	20,449	20,786

The projections provided have been prepared using the most recent Company budget information and incorporate a number of assumptions about the future metrics of key business profitability drivers. In deriving these projections, advice and judgement has been applied to predict the future state of the commercial market environment in which the Company operates.

9 DIVIDEND POLICY

The Directors will apply the following principles when approving dividend amounts for payment:

- As a guideline, annual dividend payments will be budgeted at up to 75% of after-tax profit, subject to the Directors' obligations to act in accordance with their statutory duties and in the best interests of the Company.
- Dividends will be paid by 31 December and 30 June (based on forecast) with provision for a further final dividend based on actual year-end results.

10 REPORTING TO THE SHAREHOLDER

	Monthly	Quarterly	Half Yearly	Annual
Statement of Financial Performance	X	X	X	X
Statement of Financial Position	X	X	X	X
Statement of Cash Flows	X	X	X	X
Statement of Service Performance against SOI targets		X	X	X
Statement of Movement in Equity			X	X
Notes to the Financial Statements			X	X
Directors' Report			X	X
Auditor's Report				X
Statement of Intent (Draft)				Prior to 1 December
Statement of Intent (Final)				Prior to 30 June

11 ACCOUNTING POLICIES

a) General Accounting Policies

The Company is a Tier-1 For-profit entity as defined by the External Reporting Board and reports in accordance with Tier 1 For-profit Accounting Standards. The Company's accounting policies are based on NZ IFRS standards and interpretations, as recognised by Chartered Accountants Australia + New Zealand.

NZ IFRS standards and interpretations are subject to change and therefore the Company's accounting policies are also subject to change during the period of the SOI.

b) Particular Accounting Policies

The particular accounting policies, which materially affect the measurement and reporting of financial performance and financial position, are consistent across the DCHL group and are fully listed in the Company's annual report.

12 ACQUISITION/DIVESTMENT OF SHARES OR ASSETS IN ANY COMPANY OR ORGANISATION

The Company will only invest in the shares of another company or invest in an entity if the investment is considered to be likely to produce added value to the Company. In order to maximise benefit to the Shareholder, shares or assets may also be sold in response to, or in anticipation of, on-going changes in the marketplace.

If the Directors intend that the Company or its subsidiaries should acquire assets, they will obtain prior approval of the Shareholder where an investment into the new assets exceeds \$5 million.

If the Directors intend that the Company or its subsidiaries should subscribe for or otherwise acquire issued capital or an interest in any company or organisation (other than minimum holdings in listed companies in related industries) exceeding a total investment of \$5 million they will obtain prior approval of the Shareholder.

The approval of the Shareholder is required before disposal by the Company of any segment of its business or shares in a subsidiary or associate company where the value of the asset to be disposed of exceeds the investment delegated authority of \$5 million.

13 COMPENSATION SOUGHT

At the request of the Shareholder, the Company may undertake activities that are not consistent with its normal commercial objectives. Specific financial arrangements will be entered into to meet the full commercial cost of undertaking such activities.

At present, the Company does not have any activities in respect of which its Board wishes to seek compensation from any local authority.

14 COMMERCIAL VALUE OF SHAREHOLDER'S INVESTMENT

The commercial value of the Shareholder's investment in the Company is considered by the Directors to be not less than the Shareholder's funds as disclosed in the Statement of Financial Position published in the last Annual Report.

15 OTHER MATTERS AS AGREED BY THE SHAREHOLDER AND THE BOARD

- a) The undertaking by the Company of any activity of a nature or scope not provided for in the Company's mission or goals would be subject to the prior approval of the Shareholder.
- b) The approval of the Shareholder is also required before the Company could dispose of any segment of its business or shares in a subsidiary or associated company where the value of the asset to be disposed of exceeds the investment delegated authority set out in Section 11 above.
- c) The Company has entered into a Deed of Understanding between itself, the Dunedin City Council, Dunedin City Holdings Limited and members of the Group, imposing upon the Company certain restrictions, requirements and obligations to be set out in the Deed.

16 TRANSACTIONS WITH RELATED PARTIES

Dunedin City Council is the sole Shareholder of Dunedin City Holdings Limited.

Dunedin City Holdings Limited is the sole Shareholder of Aurora Energy Limited, City Forests Limited, Delta Utility Services Limited, Dunedin City Treasury Limited, Dunedin Venues Management Limited and Dunedin Stadium Property Limited.

Dunedin City Holdings Limited owns 72% of Taieri Gorge Railway Limited and 50% of Dunedin International Airport Limited.

Transactions between the Companies, Dunedin City Council and other Dunedin City Council controlled enterprises will be on a wholly commercial basis.

Charges from Dunedin City Council and its other entities and charges to Dunedin City Council and its other entities will be made for goods and services provided as part of the normal trading activities of each Company.

Related Party Transactions

Aurora Energy Ltd	Provision of operating, asset management, construction and administration services
City Forests Ltd	Provision of roading services and reserves maintenance
Dunedin City Council	Provision of greenspace and solid waste services, other contracting services and rates
Dunedin City Holdings Ltd	Functions appropriate between parent companies and subsidiaries
Dunedin City Treasury Ltd	Provision of debt funding to the Company generating interest payments to DCTL.
Dunedin Venues Management Ltd	Licensee of corporate suite at Forsyth Barr Stadium
Taieri Gorge Railway Ltd	Provision of consulting services

17 GROUP FACILITY USE

The Company will undertake to operate "group" purchasing of goods and services unless it is demonstrated conclusively to the Shareholder that the total combined cost to the Group and Dunedin City Council of such Group purchasing is greater than the total combined cost to the Group and Dunedin City Council of ceasing to purchase such goods and services as a Group including the cost to the Group and Dunedin City Council of ceasing any such group purchasing.

APPENDIX 1: DUNEDIN CITY COUNCIL VISION: DUNEDIN IS ONE OF THE WORLD'S GREAT SMALL CITIES

The vision of the Dunedin City Council Long Term Plan is to make Dunedin an attractive place to work, live, study and visit.

This is achieved by the following Strategic Framework.



APPENDIX 2: STRATEGIC FRAMEWORK

Strategy	Priority	Explanation
Social Wellbeing Strategy (2013)	Connected people	Making people feel connected and involved in community and city affairs.
	Vibrant and cohesive communities	Building better communities both at a local/geographic level and communities of interest.
	Healthy and safe people	Promoting good health and ensuring people feel safe, and are safe.
	Standard of living	Promoting a good work/ life balance and full employment.
	Affordable and healthy homes	People are living in warm and healthy homes and affordable housing options are available to all.
Economic Development Strategy (2012)	Business vitality	Improving the ease of doing business. Growing the value of exports.
	Alliances for innovation	Improving linkages between industry and research. Increasing scale in innovative and tradable sectors.
	A hub for skills and talent	Increasing the retention of graduates. Building the skills base. Growing migrant numbers.
	Linkages beyond our borders	Increasing international investment. Establishing strategic projects with other cities.
	A compelling destination	Marketing Dunedin and exporting education uplift.
Te Ao Tūroa - Environment Strategy (early draft themes)	Connecting people with the environment	Dunedin's community enjoys and is connected with the natural environment.
	Guardianship of the environment	Dunedin's community actively works together to understand, enhance and celebrate the values of the natural environment.
	Protecting and enhancing the environment	Dunedin protects, restores and enhances its natural heritage, biodiversity, landscapes and ecosystems.
	Responding to environmental changes	Dunedin limits its impact on, and adapts to, environmental changes, including climate change.
	Sustainable resource use	Dunedin reduces reliance on non-renewable resources, minimises waste and uses water responsibly.
Ara Toi – Arts & Culture Strategy	Identity pride	Building unity and community pride by celebrating the city's character, diversity and individuality through arts and culture.
	Access and inclusion	Enabling self-expression and sharing of ideas to connect diverse people.
	Creative economy	Capitalising on the economic growth of the arts and culture sector.
	Inspired connections	Utilising existing networks and fostering new connections to facilitate creativity.
Spatial Plan (2012)	A liveable city	A healthy and safe environment; quality air and water; a connected community; recreation, leisure & learning, opportunities; healthcare, and warm housing.
	An environmentally sustainable and resilient city	Resilient ecosystems and communities; actively responding to climate change; reducing dependence on non-renewable resources; seismic-strengthened heritage buildings.
	A memorable and distinctive city	Protecting significant landscapes; quality architecture and urban design; memorable and engaging public art; celebrating Tangata Whenua and European heritage; actively re-using built heritage.
	A city that enables a prosperous and diverse economy	Maintaining and growing our rural economy, industrial base and world class communications; attracting and retaining internationally-focused people; supporting and benefiting from the tertiary education sector.
	An accessible and connected city	An urban form that supports accessibility from a range of modes and sustainable transport choices; a safe and efficient road network; affordable and convenient public transport; it is safe and pleasant to walk and cycle.
	A vibrant and exciting city	A successful arts and culture scene, vibrant central city and local centres.
	Well-connected open spaces	Managing green and open spaces to provide for social interaction and physical health and wellbeing.
Parks & Recreation Strategy (early draft themes)	Accessible recreational facilities	Making recreational open spaces and facilities accessible to all.
	Collaborate to provide and protect	Working collaboratively to improve recreation and environmental outcomes.
	Safety	Prioritising safety improvements according to risk.
Integrated Transport Strategy (2013)	Travel choices	Prioritising investment and space to improve the provision of active modes and public transport.
	Connectivity of centres	Improving connections within and between centres and the central city for public transport and active modes.
	Freight	Efficiently and effectively moving freight.
	Resilient network	Integrating land use and transport to reduce demand for vehicle travel and increasing the resilience of the transport network.
Three Waters Strategy (2010)	Meeting water needs	Meeting the safe and quality water needs of the city for the next 50 years from existing water sources.
	Adaptable supply	Being able to adapt our water supply to a variety of future climate change and population scenarios.
	Environmental protection	Improving the quality of our discharges to minimise the impact on the environment.
	Maintaining service levels	Ensuring that, as a minimum, key service levels are maintained into the future.
	Kaitiakitaka	Adopting an integrated approach to management of the three waters and embrace the concept of kaitiakitaka.