



# **Dunedin Stadium Property Limited Statement of Intent For the Year Ending 30 June 2019**

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## **1 INTRODUCTION**

A council-controlled organisation (CCO) is an organisation in which the council controls 50 per cent or more of the voting rights or has the right to appoint 50 per cent (or more) of the directors or trustees.

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

Dunedin Stadium Property Limited ('the Company') is a CCO and is a wholly owned subsidiary of Dunedin City Holdings Limited which is wholly owned by Dunedin City Council.

## **2 PURPOSE OF STATEMENT OF INTENT**

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

## **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 shareholders, 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 insist these when able to do so; and
- d) If the council-controlled organisation is a council-controlled trading organisation, conduct its affairs in accordance with sound business practice."

#### **4 PURPOSE FOR WHICH THE COMPANY ESTABLISHED**

The Company has been established with the primary focus of ownership of the Forsyth Barr Stadium in Dunedin.

#### **5 NATURE AND SCOPE OF ACTIVITIES TO BE UNDERTAKEN**

The principal activity of the Company is to provide a fit for purpose stadium for use for public and private events.

#### **6 CORPORATE GOVERNANCE**

- a) Local Government Act 2002, Role of Directors

As defined in Section 58 of the LGA:

"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.

This section does not limit or affect the other duties that a director of a council-controlled organisation has.

- b) In addition to the obligations of the LGA, the company is also subject to the requirements of The Companies Act 1993.
- c) And all other applicable legislative requirements that apply."

## 7 PERFORMANCE TARGETS AND OTHER MEASURES

| BUSINESS                                                                                                                                                                                                               |                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Goals                                                                                                                                                                                                                  | Objectives                                                                                                                                                                                                                      | Performance Measures                                                                                                                                                                                                                       |
| Ensure that the Statement of Intent and operating strategies for the company is consistent with the policies and objectives of the Shareholder for the business.                                                       | Review the Statement of Intent for consistency with the objectives of the Shareholder.                                                                                                                                          | Statement of Intent is consistent with the objectives of the Shareholder.                                                                                                                                                                  |
| Comply with the Statement of Intent and adhere to the operating strategies.                                                                                                                                            | Review the operating activities for compliance with the goals and objectives stated in the Statement of Intent.                                                                                                                 | Operating activities are compliant with the objectives stated in the Statement of Intent.                                                                                                                                                  |
| Ensure an asset management plan is in place.                                                                                                                                                                           | Assets are maintained and/or upgraded in a cost effective programme, meeting warranty and guarantee requirements.                                                                                                               | An asset management plan is in place.                                                                                                                                                                                                      |
| Ensure assets are maintained at a suitable level for general use of the Stadium.                                                                                                                                       | Review asset maintenance for adherence to the asset management plan.                                                                                                                                                            | Asset maintenance is compliant with the asset management timetable.<br><br>The asset management plan is reviewed annually.                                                                                                                 |
| FINANCIAL                                                                                                                                                                                                              |                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                            |
| Goals                                                                                                                                                                                                                  | Objectives                                                                                                                                                                                                                      | Performance Measures                                                                                                                                                                                                                       |
| Ensure funding is in place to deliver on the asset management plan.                                                                                                                                                    | A funding model is established for the asset management plan.                                                                                                                                                                   | Funding is in place to deliver on the Asset Management Plan.                                                                                                                                                                               |
| Ensure a debt repayment program is in place.                                                                                                                                                                           | Repay debt by 2031.                                                                                                                                                                                                             | A debt repayment program is in place and is reviewed annually.                                                                                                                                                                             |
| SHAREHOLDERS                                                                                                                                                                                                           |                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                            |
| Goals                                                                                                                                                                                                                  | Objectives                                                                                                                                                                                                                      | Performance Measures                                                                                                                                                                                                                       |
| Bring to the attention of the shareholder any strategic or operational matters where there may be conflict between the Council's community outcomes 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.                                                                                                                       | Matters have been escalated to shareholder.                                                                                                                                                                                                |
| 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 matters of interest to the media. | Report to the shareholder within 24 hours of the board becoming aware of substantive matters which have the potential to negatively impact on the shareholder and the company with a particular focus on matters of interest to the media. |

## 8 FINANCIAL FORECASTS

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

|                                     | Year ending<br>30/06/2019 | Year ending<br>30/06/2020 | Year ending<br>30/06/2021 |
|-------------------------------------|---------------------------|---------------------------|---------------------------|
| Shareholder's Funds to Total Assets | 44%                       | 43%                       | 42%                       |

"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 shareholders.

|                        | Year ending<br>30/06/2019 | Year ending<br>30/06/2020 | Year ending<br>30/06/2021 |
|------------------------|---------------------------|---------------------------|---------------------------|
| Dividend distributions | Nil                       | Nil                       | Nil                       |

### c. Other Financial Forecasts

|                             | Year ending<br>30/06/2019<br>\$'000 | Year ending<br>30/06/2020<br>\$'000 | Year ending<br>30/06/2021<br>\$'000 |
|-----------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| EBITDA                      | 3,565                               | 3,502                               | 3,472                               |
| <b>Net profit after tax</b> | (7,504)                             | (7,132)                             | (7,064)                             |
| Cash flow from operations   | (721)                               | (938)                               | (602)                               |
| Capital expenditure         | 1,460                               | 104                                 | 97                                  |
| Term loans                  | 91,573                              | 89,661                              | 87,516                              |

The projections provided have been prepared using the most recent Company budget information and incorporate a number of assumptions about the future metric's 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 ACCOUNTING POLICIES

### a) General Accounting Policies

The accounting policies recognised by the External Reporting Board (XRB) for the measurement and reporting of financial performance and financial position have been applied on a basis consistent with those used in previous years.

### 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.

## 10 INFORMATION TO BE PROVIDED TO THE SHAREHOLDER IN THE FINANCIAL REPORTS

|                                                      | 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                                 |
| Auditors Report                                      |         |           |             | X                                 |
| Statement of Intent (Draft)                          |         |           |             | Prior to 1 <sup>st</sup> December |
| Statement of Intent (Final)                          |         |           |             | Prior to 30 <sup>th</sup> June    |

## 11 DIVIDEND POLICY

The Company wishes to maintain an optimal capital structure and will every three years review that structure to determine whether additional capital can be released and whether changes need to be made to the dividend policy.

The Company's policy is not to pay dividends.

## **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 should acquire assets, they will obtain prior approval of the Shareholder where an investment into the new assets exceeds \$500,000.

If the Directors intend that the Company 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) 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.

## **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 12 above.

## 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 in 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 72.03% 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**

|                                            |                                                                               |
|--------------------------------------------|-------------------------------------------------------------------------------|
| Dunedin City Council                       | Council rates for properties owned by the Company                             |
|                                            | Lease of Council owned land                                                   |
|                                            | Provision of administrative services to the Company                           |
| Dunedin City Treasury Limited              | Provision of debt funding to the Company generating interest payments to DCTL |
| Dunedin Venues Management Limited          | Maintenance of asset and grounds                                              |
|                                            | Lease of asset                                                                |
| Dunedin City Holdings Limited subsidiaries | Subvention payment receipts                                                   |

## 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.

## 18 WORKING WITH THE SHAREHOLDER

The company will undertake to keep the shareholder informed of all substantive matters, as set out in the performance targets above. The Company will work to build a culture of accountability and constructive working practices between the Company, shareholder, and ultimate shareholder as required. It is expected that any conflicts that may arise will be resolved directly between the shareholder and the Company, acknowledging appropriate governance practices.

## 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.                                                                                                                                                 |
| Parks & Recreation Strategy (early draft themes)        | Well-connected open spaces                           | Managing green and open spaces to provide for social interaction and physical health and wellbeing.                                                                                                                          |
|                                                         | 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.                                                                                                                                                    |
| Integrated Transport Strategy (2013)                    | Safety                                               | Prioritising safety improvements according to risk.                                                                                                                                                                          |
|                                                         | 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.                                                                                                                   |