

Collett's Corner 2022 Annual General Meeting Minutes

Date: 12 August 2022

Zoom meeting

Time: 12:30-2:00pm

Agenda

- Karakia
- Present & Apologies
- Conflict of Interest
- Previous AGM Minutes & Financial Report April 2021 - March 2022
- Financial Report April 2021 - March 2022
- Summary of Activity April 2021 - March 2022
- FY2023 update
- Directors
- Acknowledgments
- Shareholder Questions
- Karakia

Documents

- AGM 2021: [Minutes](#) & [Financial Report](#) & [Annual Report](#)
- AGM 2022: [Annual Report](#) & [Financial Report](#)
- [Collett's Corner Constitution](#)
- [Public Shareholder Register](#)

Opening Karakia



Present & Apologies

Present: Camia Young (Director), Anthony Rohan (Accountant), Leslie Freimuth, Bob Freimuth, Manfred Fridrich, Anake Goodall, Lois Cowen, Peter Stewart, Clare Piper, Teresa Van Ruth, Jane Ross, Rory Braybrook, Matthew Tolan, Colin Pearson

Note: Technology failed me and I did not get a full list of all attendees, if you attended please let me know and I will add your name to the list above.

Apologies: Susan Searly, Jerome Paddington, Will Stokes, Antony White, Juliet Adams, Rob Sweeney, Jürg Hönger, Margaret Flanagan, Jarad Waipouri, Stuart Chrisp, Pamala Jenkins, Catherine Henry, Alex Henry, Sal MacDonald, Pani Zaitsev, Maggy Tai Rākena, Marney Ainsworth, Huia Lambie, Jason Pemberton

Motion: A motion was tabled to accept the apologies.

Lois Cowen moved the motion, Peter Stewart seconded the motion.

Conflict of Interest

As per summary of [Annual Report](#) April 2021 - March 2022.

No question raised.

Previous AGM Minutes & Financial Report April 2021 - March 2022

> link to previous AGM 2021 [Minutes](#)

Motion: A motion was tabled to approve the minutes of the meeting held on 21 September 2021 and adopted as a true and correct record.

Teresa Van Ruth moved the motion, Peter Stewart seconded the motion.

Director, Camia Young, will sign the minutes and certify that they have been adopted.

Financial Report (April 2021 - March 2022)

> link to [Financial Report](#)

Motion: A motion was tabled that the Financial Report for April 2021 - March 2022 be adopted.

Anake Goodall moved the motion, Clare Piper seconded the motion.

Summary of Activity (April 2021 - March 2022)

> link to [Annual Report](#)

Motion: A motion was tabled that the Annual Report for April 2021 - March 2022 be adopted.

Antz Rohan moved the motion, Leslie Freimuth seconded the motion.

FY2023 update

Resolution update:

- We circulated a resolution for shareholder vote on 14 July asking shareholders to vote to pass the special purpose financial reporting resolution:

Shareholders agree that Collett's Corner Ltd opt out of reporting to NZ IFRS RDR standards for the year ending 31st March 2022 and instead, prepare Special Purpose Financial Reports (SPFR) for compliance purposes only.

- The vote closes at 5pm today. Please [vote here](#)
- Upon closing, the resolution passed. We had 536 people vote out of 629 total shareholders. After weighting the votes, the closing position was 529 people controlling 96.54% of the votes supported the resolution, and 7 people controlling 0.24% of the votes opposed the resolution.

Land sale update:

- The current purchasers requested an extension to complete their due diligence. We have granted them an extension to confirm the agreement by 7 September 2022. They have studied several design iterations with the aim to achieve a feasible development that meets Council's requirements. This has taken them longer than they anticipated. They have invested \$200,000 to date and assured us that they would not have invested this much if they were not committed to purchasing the site. They told us that they have had positive feedback from the Council, investors and financing institutions on their latest design. They are currently working on how to structure the investment and therefore requested more time.
- In the event the purchasers do not confirm the agreement we will prepare a campaign to remarket the site.
- We have engaged Courtney Doig of Colliers to act as our agent to sell the site. Kris Morrison of Parry Field is advising us on all legal matters regarding the sale of the property. Arti Chand is our tax advisor and supports us with the legal obligations to liquidate the company.
- Our aim is as per the resolution passed last year, to obtain the best price and sell the land in a timely manner.

Directors

Camia Young, Founding Director, is the sole director. She is not remunerated for her position as a Director for this year or any past years. Camia ceased being paid for her role as the Project Steward as of 1 April 2021. She continues to manage the overall project and the liquidation process. She will remain with the company until funds are distributed and the company is closed.

Raf Manji, Shareholder-elected Director, was not remunerated for his position as a Director. Raf completed his one year term on the 5th of September 2021.

Acknowledgments

The consultant team was gracious and understanding with respect to the termination of their contracts. They have all been outstanding and wonderful to work with throughout the project. Refer to the complete list of all collaborators in the Annual Report. A sincere thank you goes to each and every person that contributed to the project.

Claire Piper requested that it be noted that shareholders wish to thank the current team for their hard work. And that we look forward to future outcomes being successful.

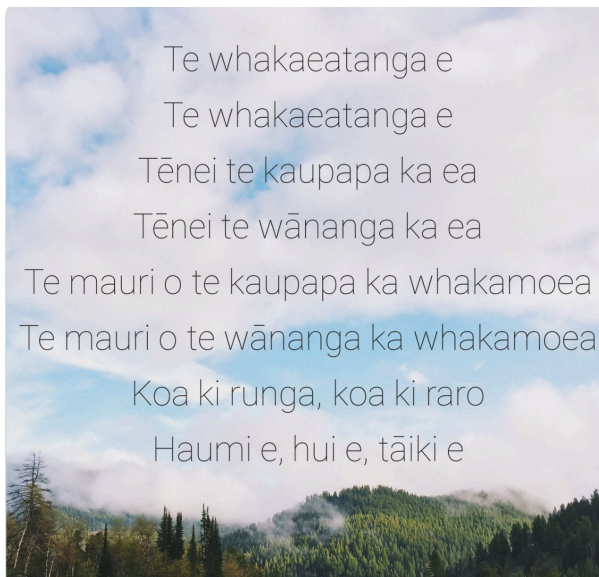
Shareholder Questions & Answers

#	Question	Answer
1	<p>If the sale falls through, would there be any chance of a more 'modest' development of Collett's Corner still happening?</p> <p>Any potential partnerships with any community groups?</p>	<p>If we are unable to sell the land for a reasonable price, we could consider the option of reviving the development. It would require a shareholder vote and revising the business plan and design. We would have to be confident we could overcome the risks that caused us to wrap up the project.</p> <p>We could study a reduced version and what that would mean to financial returns. It is unlikely to be sufficient to cover the costs of construction and meet the minimum requirements of a financially feasible development. But there is no harm in studying an option. One consequence would be that if we departed too much from the design we may have to apply for another resource consent.</p>
2	<p>Just wondering when it's likely to get some money back?</p>	<p>We will distribute funds as soon as we have sold the land. It will take between 6-8 weeks after the sale settles to pass the required resolutions, collect shareholder's details and distribute funds. If the current offer goes through we aim to distribute funds by the end of January.</p>

		<p>If the current offer does not go through we will host another deadline sale. If this happens then it is hard to say when we will distribute funds as it depends on the terms of the sales agreement.</p>
3	<p>Please can you advise the cost of each option (IFRS RDR or SPFR), or at least whether one is likely to be significantly more than the other if you don't know specific numbers.</p>	<p>Our accountant does not prepare IFRS RDR reports. He reached out to BDO on our behalf and the estimated cost to prepare the IFRS RDR accounts would be \$10,000 - \$20,000 and then there is an additional \$5,000-\$10,000 set up cost because we would be considered a new client.</p> <p>The cost to prepare the SPFR accounts was \$1,190. This is the format used in this Financial Report.</p> <p>Because we are a small company (less than \$60m assets and less than \$30m revenue) we do not need the IFRS RDR format for reporting. However, if we don't receive 95% vote to waive the requirement, we will have to get the accounts done in the IFRS RDR format.</p>
4	<p>The meeting agenda motions on page 2 are referencing 2020 documents, should these be 2021 documents?</p>	<p>Yes, these have been updated to reflect the accurate dates. Thank you for pointing that out! :-)</p>
5	<p>With regard to the financial reporting vote, presumably the reduced reporting option comes at a lower cost and time impact?</p>	<p>The IFRS reporting will cost up to \$30,000. We have already completed the SPFR reporting, this cost \$1,190.</p>
6.	<p>Has the property plant and equipment been assessed for impairment in the SPFR? is this supported by a valuation?</p>	<p>The Property, Plant and Equipment amounts are recorded at cost price, and made up of the following,</p> <ul style="list-style-type: none"> • \$720,000 Land • \$1,023,242 Land development and building work in progress (ie. the costs accumulated towards the overall development, before it "becomes" a building)

		Our accountant has not completed an assessment for impairment, nor are the accounts supported by a valuation.
7	<p>What are the terms of the loan on the land?</p> <p>So technically, Camia Young owns the land? If we returned the ownership of the land to Camia Young today could we liquidate the company?</p> <p>Why don't we consider this option? What would shareholders receive if we did that?</p>	<p>The loan has a 5% annual interest paid quarterly. And the loan is secured by the land.</p> <p>No Collett's Corner owns the land, Camia holds 100% security over it. Collett's Corner could return the ownership of the land to Camia and the company could then be liquidated and the remaining cash distributed to shareholders.</p> <p>Shareholders would lose a significant amount of their investment. Camia has offered to back an estimated 75% return to shareholders at the expense of losing the security over the land and the shares she controls. If Collett's Corner returned the land to Camia today, shareholders would receive approximately 15-20% of their investment.</p>

Closing Karakia



It is completed

It is done

We have achieved our purpose, completed our forum

Let the purpose of our gathering rest for now

Let the vitality of our discussions replenish

We depart with fulfilled hearts and minds

Bonded in our common goal and unity