

MAXWELL FOREST PARTNERSHIP

MINUTES OF THE ANNUAL GENERAL MEETING HELD AT ASHLEY PARK COMPLEX WAITOTARA & FOREST PROPERTY ON FRIDAY 13th MAY 2016 AT 9.30AM

PRESENT

Roger Dickie (No 2) Limited (in attendance by Proxy Margaret Prince), Gordon Cameron, Murray Higgs, Lyn Edmonds, Derek Morrison, Syd Gardiner.

ATTENDING

William Dickie & Richard Bourne (Roger Dickie (N.Z.) Limited) Sally Sisson, Steve Bell & Ian Bell (FMNZ) Jeff Whitlock & Margaret Prince (Markhams Waverley Ltd) Edward Dickie (Harvest Logistics)

APPOINTMENT OF CHAIRMAN

Nominations were called for the position of Chairman for this meeting.

D Morrison/ G Cameron THAT Richard Bourne (who was holding Deed of Delegation and Power of Attorney over the proxies) be appointed Chairman for this meeting. CARRIED

APOLOGIES

Apologies were received from Acorn Management Ltd, Est of Harry Bradshaw, B Vanderfolk, B Wallace, D Bradshaw, H Selderbeek, I McLaren & J Wilson, J Crawford, J McDonald, J Patience, M Dickie, M Evans, R Hardey, T Harris.

G Cameron/ D Morrison THAT the apologies be sustained. CARRIED

MINUTES

The minutes of the 2015 Annual General Meeting had been circulated.

G Cameron/ Roger Dickie (No 2) Limited (in attendance by Proxy Margaret Prince) THAT the minutes be confirmed. CARRIED

ARISING FROM MINUTES

Nil

REPORTS AND FINANCIAL ACCOUNTS

The reports from Roger Dickie, Forest Management (NZ) Ltd, PF Olsen's 2016 Tree Crop Valuation and the 2016 Draft Financial Statements were tabled and discussed. Partners were reminded that in the past the financial statements were passed 'subject to audit' however, the Securities Regulations 2009 requires annual general meetings of partners to be held for the specific purpose of considering the "audited" annual financial statements. As audits have not been completed in time for this year's AGM draft accounts were presented for discussion. Richard advised that the audited financial statements will be distributed and in the unlikely event there are any changes from the draft accounts, partners will be advised. A meeting to approve the audited financial statements will be called and voting can be done online.

INSURANCE

D Morrison/ G Cameron THAT Public Liability Insurance be effected for \$10 million. CARRIED

ADMINISTRATION

G Cameron/ M Higgs THAT the administrators' remuneration be at a rate of \$360 (GST excl.) per month. CARRIED

BUDGET

Partners had visited the Maxwell forest in the morning with Sally Sisson (FMNZ).

Sally gave an overview of the work required to upgrade the road, costs of which were in the budget. Sally also advised aspects of the road upgrade had been discussed with the affected neighbours.

M Higgs / D Morrison THAT the Budget Cashflow for the year ending 28th February 2017, be approved subject to including the interest on the borrowings to fund the road upgrade. CARRIED

Note – These figures were subsequently included and the amended budget distributed.

AFTERNOON MEETING

Compliance: Financial Markets Conduct Act (FMCA), Managed Investment Scheme (MIS) Licensing, Anti Money Laundering & Counter Financing of Terrorism Act 2009 and additional Auditing requirements.

Richard reminded partners the original Deed of Participation (DOP) needs to be updated in order to comply with the Financial Markets Conduct Act and advised that Kensington Swan Lawyers have been engaged in conjunction with the Statutory Supervisor to complete this. Their comment is that there are only minor changes required. Once completed, the amended DOP will be circulated to partners for adoption.

Richard also reminded partners that the financial statements presented this year were *draft* only. Once the financial statements are audited, they will be uploaded to the website and a meeting called. An email will be sent to partners with a resolution to approve the accounts via online voting. Roger stressed that in the unlikely event of any change from the draft accounts partners would be advised.

Client ID Requirement's: To be compliant with the AML & CFT Act 2009 RDNZ as administrators are now required to have verified ID and bank account numbers of all partners on record. This requires individual Partners, Trustees and Directors to provide a certified photo ID, for example - passport or drivers licence, complete with certified utilities bill confirming physical address and a bank statement. The document certification is to be done by a trusted referee, for example - member of police, Justice of peace, registered medical doctor, lawyer. Richard Bourne advised that this information will be gathered partnership by partnership over the next 6 months and asked that partners cooperate and respond in a timely manner.

Harvest Age: Richard advised that with the forests now commencing harvest at age 26, (as per PF Olsens comment in the annual report), he is keen to ensure that partners are fully informed about the process and planning leading up to the harvest of their forest. To this end Richard advised there will be separate meetings of those partnerships approaching the harvest planning stage, as is happening this year for 7 forests located around Napier, that were planted in 1991 /92.

Health and Safety: RDNZ and FMNZ take Health and Safety very seriously and partners can be assured that as administrators and managers we are very focused on having appropriate protocols and procedures in place, to protect all parties. The H&S policy and procedures are independently audited to ensure they are up to standard and being implemented.

Emissions Trading Scheme and Carbon Markets: Richard advised the arbitrage to secure 'Liability Free' NZUs for each partnership which has proved to be a great move resulting in no further share calls. At the time the budgets were prepared in March NZUs were trading at \$9.00 each. As at the date of today's meeting the price has lifted to \$11.50, with further upside anticipated now that the Minister has announced the two for one subsidy for emitters would defiantly be removed. *(Note NZUs \$17.50 as at July 2016)*

RDNZ Website: The website was continuing to evolve and would always be a work in progress. William Dickie commented that the Online Voting platform was working very well and thanked partners for their cooperation. The aim is to have partners use their own email as their login and set up their own passwords. This would allow partners in multiple partnerships to access all their reports etc with just one login.

Secondary Sales: There has been increased activity over the last 6 months with strong interest in securities offered on the secondary market, both from existing partners and outside parties with interest from overseas buyers in particular.

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Roger Dickie

Maxwell Forest Partnership 2016