



To: Hon Dr Megan Woods, Associate Minister of Finance
Hon Damien O'Connor, Minister for Land Information

ASSESSMENT REPORT: **Metlifecare Limited**

Date	24 February 2022	Classification	IN CONFIDENCE: Commercially sensitive
OIO reference (Report reference)	202100603 (BRF 22-263)	Deadline	28 March 2022

Purpose

We seek your decision on an application for consent to acquire an interest in sensitive land under the Overseas Investment Act 2005 (the Act).

Action sought

1. Review this report and consult with each other if desired.
2. Determine whether to grant consent and, if so, on what conditions.
3. Indicate your decision from page 3.

Assessment timeframe requirements

A decision is required by 28 March 2022 to enable the decision to be communicated to the applicant in compliance with the prescribed assessment timeframe. The commercial deadline for this transaction is 18 March 2022. However, the Applicant has been advised that we may not be able to meet this deadline.

OIO Contacts

Name	Position	Contact	First contact
Daniel White	Manager, Applications	+64 27 318 8115	<input checked="" type="checkbox"/>
Sherlene Ho	Senior Solicitor	+64 4 474 1017	<input type="checkbox"/>

A. Summary

1. The **Applicant** is Metlifecare Limited, a New Zealand-incorporated company¹ and listed on the New Zealand Stock Exchange². The Applicant is an experienced owner and operator of retirement villages in New Zealand, operating predominantly in the upper North Island.
2. The Applicant is seeking consent to acquire approximately 8.9574 hectares of sensitive land at 99 Totara Road, Whenuapai, Auckland (the **Land**) (the **Proposed Transaction**). The Applicants intends to develop a retirement village on the Land.
3. For the reasons set out in this report, our recommendation is to **grant consent**.

Key information

Applicant	Metlifecare Limited [s 9(2)(b)(ii)]
Vendors	Paul Ronald Montgomery and Anne Lynette Leighton as Executors of the Estate of Barbara Eleanor Montgomery (New Zealand 100%)
Land	8.9574 hectares of land located at 99 Totara Road, Whenuapai, Auckland.
Consideration	[s 9(2)(b)(ii)]
Sensitivity	The Land more than 5 hectares of non-urban land The Land is residential land. The Land includes marine and coastal area. The Land adjoins marine and coastal area.
Relevant tests	Investor test: s18A Benefit to NZ test: s 16A Residential land outcome: s 16B National interest test: s16(1)(g)

Timing

4. The Overseas Investment Regulations 2005 specify the total assessment timeframe for this application is 70 days. This application is currently on day 47, therefore a decision is due to the applicant by 28 March 2022. We recommend a decision is made by 23 March 2022, being 20 working days from the date of this report.
5. The Applicant has requested a decision date of 18 March 2022, in accordance with their commercial deadline. However, the Applicant has been advised that we may not be able to meet this requested decision date and has been advised to seek any necessary extensions.

¹ Company number 237544.

² NZX: MET.

B. Decision

Core tests

6. I determine that:

6.1 The 'relevant overseas person' is:

Relevant overseas person	Role
Metlifecare Limited	The Applicant and acquiring entity

6.2 The 'individuals with control of the relevant overseas person' are:

Individuals with control	Role
Ken Chui WONG	Directors of Metlifecare Limited
Margaret Julie OWENS	
Eric Paul MCCLINTOCK	
Kenneth Talatonu LOTU-IIGA	
Murray Peter JORDAN	
Jonathan David COLEMAN	

6.3 None of the relevant overseas persons and individuals with control of the relevant overseas person have established any of the factors contained in section 18A(4) of the Act.

7. I am satisfied that the investor test in section 18A has been met.

Hon Dr Megan Woods

Hon Damien O'Connor

Agree	<input type="checkbox"/>	Agree	<input checked="" type="checkbox"/>
Disagree	<input type="checkbox"/>	Disagree	<input type="checkbox"/>

8. I am satisfied, in relation to the benefit to New Zealand test, that:

8.1 the criteria for consent in sections 16 and 16A have been met;

8.2 the overseas investment will, or is likely to, benefit New Zealand (or any part of it or group of New Zealanders);

8.3 the benefit is proportionate to the sensitivity of the land and the nature of the transaction;

8.4 the conditions relating to residential land to be imposed on the consent in accordance with section 16B will be, or are likely to be, met.

Hon Dr Megan Woods

Hon Damien O'Connor

Agree	<input type="checkbox"/>	Agree	<input checked="" type="checkbox"/>
Disagree	<input type="checkbox"/>	Disagree	<input type="checkbox"/>

National interest assessment

9. I note that the overseas investment in sensitive land is not a transaction of national interest under section 20A of the Act and the Minister of Finance has not notified it is a transaction of national interest under section 20B of the Act.

Hon Dr Megan Woods

Noted

☐

Hon Damien O'Connor

Noted

☒

Decision about whether to grant or decline consent

10. My ultimate decision is to:

Hon Dr Megan Woods

Grant consent subject to the conditions in the Proposed Decision in **Attachment 1**

☐

Grant consent with amended conditions provided on:

☐

Decline consent

☐

Hon Damien O'Connor

Grant consent subject to the conditions in the Proposed Decision in **Attachment 1**

☒

Grant consent with amended conditions provided on:

☐

Decline consent

☐

Hon Dr Megan Woods

Date: / /

Hon Damien O'Connor

Date: 15 / 03 / 2022

B. Decision

Core tests

6. I determine that:

6.1 The 'relevant overseas person' is:

Relevant overseas person	Role
Metlifecare Limited	The Applicant and acquiring entity

6.2 The 'individuals with control of the relevant overseas person' are:

Individuals with control	Role
Ken Chui WONG	Directors of Metlifecare Limited
Margaret Julie OWENS	
Eric Paul MCCLINTOCK	
Kenneth Talatonu LOTU-IIGA	
Murray Peter JORDAN	
Jonathan David COLEMAN	

6.3 None of the relevant overseas persons and individuals with control of the relevant overseas person have established any of the factors contained in section 18A(4) of the Act.

7. I am satisfied that the investor test in section 18A has been met.

Hon Dr Megan Woods

Hon Damien O'Connor

Agree

☒

Agree

☐

Disagree

☐

Disagree

☐

8. I am satisfied, in relation to the benefit to New Zealand test, that:

8.1 the criteria for consent in sections 16 and 16A have been met;

8.2 the overseas investment will, or is likely to, benefit New Zealand (or any part of it or group of New Zealanders);

8.3 the benefit is proportionate to the sensitivity of the land and the nature of the transaction;

8.4 the conditions relating to residential land to be imposed on the consent in accordance with section 16B will be, or are likely to be, met.

Hon Dr Megan Woods

Hon Damien O'Connor

Agree

☒

Agree

☐

Disagree

☐

Disagree

☐

National interest assessment

9. I note that the overseas investment in sensitive land is not a transaction of national interest under section 20A of the Act and the Minister of Finance has not notified it is a transaction of national interest under section 20B of the Act.

Hon Dr Megan Woods

Noted



Hon Damien O'Connor

Noted



Decision about whether to grant or decline consent

10. My ultimate decision is to:

Hon Dr Megan Woods

Grant consent subject to the conditions in the Proposed Decision in **Attachment 1**



Grant consent with amended conditions provided on:



Decline consent



Hon Damien O'Connor

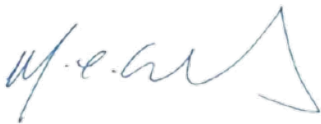
Grant consent subject to the conditions in the Proposed Decision in **Attachment 1**



Grant consent with amended conditions provided on:



Decline consent



Hon Dr Megan Woods

Date: 07 / 03 / 22

Hon Damien O'Connor

Date: / /

C. Background and proposed transaction

11. The Applicant is seeking consent to acquire the Land to develop a retirement village on the Land (the **Development**). [s 9(2)(b)(ii)]
[REDACTED]
12. The Applicant is acquiring the Land from Paul Ronald Montgomery and Anne Lynette Leighton as Executors of the Estate of Barbara Eleanor Montgomery (the **Vendors**).³ The Vendors are selling the Land as a realisation of Barbara Eleanor Montgomery's Estate's assets.
13. The Applicant has been granted previous OIO consents to acquire assets around New Zealand, including most recently on 22 December 2021, when the OIO granted consent for the Applicant to acquire a portfolio of six established retirement villages with aged care facilities and one established commercial laundry operation.⁴

Land

14. The Land is non-urban land and is zoned 'future urban zone' and 'coastal – general coastal marine zone' under the Auckland Unitary Plan. The Land is also residential land as it is categorised as lifestyle property.
15. We do not consider the Land to be farm land as it is not used exclusively or principally for agricultural, horticultural, or pastoral purposes, or for the keeping of bees, poultry, or livestock. The Land is vacant land and we further discuss the current use of the Land in paragraph 39.
16. The Land has a frontage to the Waitematā Harbour and adjoins Rarawaru Creek. The Applicant has submitted information regarding Waitematā Harbour and Rarawaru Creek in accordance with the Regulations.⁵



³ [s 9(2)(b)(ii)]
[REDACTED]

⁴ Case no. 202100627 and none of the land were sensitive land.

⁵ As a starting point, the section 3 of the Act states that the Crown must acquire the fresh or seawater interest. The process for this acquisition will commence at a later date, after a decision has been made on this application.

D. Application of the Act

17. The Land is sensitive because it is non-urban land over 5 ha in size, it is residential land, it contains marine and coastal area, and it adjoins another marine and coastal area,⁶ so consent is required.⁷ The following criteria for an investment in sensitive land apply to this application:⁸
- The investor test must be met.⁹
 - The benefit to New Zealand test must be met.¹⁰
 - You must also note whether the investment is a transaction of national interest and, if so, whether the Minister of Finance has decided that the investment is contrary to New Zealand's national interest.¹¹
18. In order to satisfy the benefit to New Zealand test, the decision-maker must:
- determine that the overseas investment will, or is likely to, benefit NZ;¹² and
 - because the Land is residential:
 - determine a residential land outcome;¹³
 - apply conditions of consent for the residential land outcome¹⁴; and
 - be satisfied that those conditions are likely to be met.
19. We assess the investor test in Part E, the benefit to New Zealand test in Part F, and discuss national interest matters in Part G.

E. Applicant and investor test

20. This section describes the Applicant and assesses whether the investor test is met.

Business Activities

21. The Applicant is an existing owner and operator of retirement villages in New Zealand. The Applicant currently owns and operates 26 retirement villages, predominantly in New Zealand's upper North Island. The Applicant provides housing and care for over 6,000 New Zealanders.

Ownership

22. The Applicant was incorporated in New Zealand in 1984. The Applicant is an overseas person as it is a more than 25% subsidiary of a body corporate incorporated outside New Zealand.

⁶ Table 1, Part 1, Schedule 1 of the Act.

⁷ Under sections 10(1)(a) and 12(a)(i) of the Act.

⁸ Set out in section 16(1) of the Act.

⁹ Section 18A of the Act.

¹⁰ Section 16A.

¹¹ Section 16(1)(g) of the Act.

¹² Section 16A(1)(a) of the Act.

¹³ Section 16B(3)(a). The Act specifies a range of outcomes to choose from in clause 19, Schedule 2 of the Act.

¹⁴ Section 16B of the Act.

23. The Applicant's sole shareholder is Asia Pacific Village Group Limited (**APV**), a company also incorporated in New Zealand.¹⁵ APV is 100% indirectly owned by the EQT Infrastructure IV Fund (the **Fund**).

24. We include an ownership structure diagram in **Attachment 2**.

25. [s 9(2)(b)(ii)]

26.

27.

Control

28. The Applicant is controlled by its Board of Directors. [s 9(2)(b)(ii)]

29. [s 9(2)(b)(ii)]

Relevant overseas person and individuals with control

30. We, therefore, recommend that the 'relevant overseas person' is solely the Applicant, Metlifecare Limited.

31. We recommend that the 'individuals with control of the relevant overseas person' (**IWC**)¹⁷ are the Directors of the Applicant:

Individuals with control	Role
Ken Chui WONG	Directors of Metlifecare Limited
Margaret Julie OWENS	
Eric Paul MCCLINTOCK	
Kenneth Talatonu LOTU-IIGA	
Murray Peter JORDAN	
Jonathan David COLEMAN	

¹⁵ Company number 7858826.

¹⁶ <https://egtgroup.com/current-portfolio/funds/egt-infrastructure-iv>

¹⁷ Section 15.

32. The relevant overseas persons and individuals with control established none of the factors contained in section 18A(4) of the Act. Our conclusion is that **the investor test has been met.**

33. This section describes the proposed investment and our assessment of whether it is likely to meet the benefit criteria in the Act.

34. The Applicant intends for the Development to provide the following:

- [s 9(2)(b)(ii)]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

35. The breakdown of the Applicant's proposed use of the Land for the Development is set out in the table below:

Property address – e.g. 99 Totara Road, Whenuapai		
Land use	Current (ha)	Proposed (ha)
[s 9(2)(b)(ii)]		
Total	8.9574 ha	8.9574 ha

Table 1 – Land use table

36. We attach the Applicant's Draft Preliminary Plans for the Development in **Attachment 3**.
37. The construction of the Development would likely see additional investments being introduced into New Zealand and would likely create job opportunities. There would be further job opportunities when the retirement village is operational. The Development is also likely to advance the Government's Healthy Ageing Strategy and Better Later Life He Oranga Kaumātua 2019-2034 Strategy.

38. The Development, however, would depend on the Applicant receiving the necessary consents, including resource consent(s), building consent(s), and Environmental Protection Authority consent(s).

Current state (counterfactual)

39. At the time the agreement for sale and purchase of the Land was entered into, the Land was vacant land and was not utilised by the Vendors. Approximately six hectares of the Land had been commercially mowed since 2015, with the balance being maintained by the Vendors' family. This was done to control grass growth and none of the grass was used for feed or silage. In the past two years, there has been no capital expenditure by the Vendors on the Land and none is planned.
40. We do not consider the Land to be farm land as it is not used exclusively or principally for agricultural, horticultural, or pastoral purposes, or for the keeping of bees, poultry, or livestock. The Land is also zoned 'future urban zone' and 'coastal – general coastal marine zone' under the Auckland Unitary Plan.

Summary of benefits

41. The benefits to New Zealand that are likely to result from this investment and our assessment of the relative weight to be given to each are set out in the table below.
42. Factors that we considered were either not relevant to the investment, or the benefit to New Zealand was not sufficient to be relied on, are noted in **Attachment 4**.
43. In applying the benefit to New Zealand criteria, you are required to consider each of the benefit factors, decide which of them are relevant and determine the relative importance of those relevant factors. The weight and relative importance to be given to each factor is a matter to be determined by you as the decision-maker. This report sets out our assessment to guide your consideration, however it is not determinative.

Summary assessment: benefit to NZ test

44. This table assesses the benefits to NZ likely to result from the investment and the relative weight to be given to each.

Relevant benefit factors	Applicant's claims: what they intend to do	Current state	OIO analysis: strength/weakness		Proposed special conditions
			Indicative strength	Summary	
Economic benefits	<p><i>Creation of jobs</i></p> <p>The Development is likely to create an estimated 30 full-time equivalent (FTE) roles during its early construction phase and an estimated 50 FTE roles during the peak of its construction. Once the retirement village is operational, it is expected that over 50 FTE roles will be required to manage and operate the retirement village. These roles include managers, nurses, and care workers.</p>	In its current state, the Land is vacant land and there are no employees employed on the Land.	Strong	We consider that this investment is likely to create significant job opportunities for New Zealanders, both temporary jobs during the construction phase of the Development and permanent jobs when the retirement village is operational. Taking into account the size of the Land and its current state, we consider the FTE roles created by this investment to be significant and we have, therefore, weighted this benefit factor strong.	Reporting on jobs created, including the roles and their salaries.
	<p><i>Additional investment for development purposes</i></p> <p>The Development is likely to result an additional investment of approximately \$175 million into New Zealand, including expenditure on earthworks and construction of the buildings.</p>	In its current state, the Land is vacant and there has been no capital expenditure planned for the Land.	Low	This additional investment is significant compared to the current state, where the Land is not utilised and there is no additional future investment planned for the Land. However, there are uncertainties as to the additional investment that is actually introduced into New Zealand. The Development is	Proposed condition that the Applicant commence and complete the Development. This will result in the introduction of additional investment into New Zealand.

				also subject to change, depending on outcomes such as the design and consent outcomes and earthworks adding further uncertainty to the quantum of additional investment introduced. Accordingly, we have rated this benefit factor low.	
Advancing a significant Government policy	<i>Healthy Ageing Strategy</i> The Development will provide aged care accommodation and services, which will align with the Government's priority actions of ageing well, living well with long-term conditions, and supporting people with high and complex needs.	In its current state, the Land is vacant and will not advance any significant Government policy.	Moderate	We agree that the Development is likely to advance the Government's Healthy Ageing Strategy (the Strategy), but we consider that this Development most closely aligns with the Strategy's priority action to identify and progress options to improve housing options for older people. ¹⁸ This priority action overlaps or aligns with that of the Better Later Life He Oranga Kaumātua 2019-2034 strategy (the Better Later Life Strategy) to ensure housing availability for the ageing population, which includes retirement villages as an option. ¹⁹ While the Development will advance the Government's policies to meet the needs of New Zealand's ageing population, which is	Proposed condition that the Applicant commence and complete the Development.

¹⁸ <https://www.health.govt.nz/system/files/documents/pages/ha-ageing-well-dec2019.pdf>

¹⁹ <https://officeforseniors.govt.nz/better-later-life-strategy/contents/key-areas-for-action/>

				predicted to increase, ²⁰ we have rated this benefit factor moderate as it only aligns with one area of the larger Strategy and Better Later Life Strategy.	
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²⁰ The residency rate of retirement homes is expected to increase by 23,000 people by 2028, to total about 68,000. This would see an increase in demand for residential retirement units. The 2020 edition of the Retirement Village and Aged Care Data by Jones Lang Lasalle confirms the Te Ara Ahunga Ora Retirement Commission impression that demand for retirement village units is increasing.

Consultation and submissions about the investment

45. No third-party submissions were sought or received in relation to this application and no consultation was undertaken.

Residential land outcome

46. The Land is residential land and, therefore, a residential land outcome is required. The most appropriate residential land outcome to require is 'operation of a long-term accommodation facility on the residential land (whether the facility is existing or is being or proposed to be constructed)'²¹ for which conditions must be imposed that require:
- the operation of the long-term accommodation facility; and
 - for the relevant overseas person not to occupy the Land.
47. The construction and operation of the retirement village meet the elements of the first condition; and, because the Applicant is an experienced owner and operator of retirement villages that makes its profits from operating retirement villages, we can also be confident that the Land will not be occupied by the Applicant. (See **Attachment 1** for the proposed conditions.)

Conclusion – benefit to NZ test

Key benefits

48. After considering the application, we are satisfied that the investment is likely to result in the benefits considered above. In particular, the Development will likely result in economic benefits to New Zealand through the creation of new job opportunities for New Zealanders and the introduction of additional investment into New Zealand. The Development is also likely to advance significant Government policies centred on the elderly and aged care.

Proportionality

49. We have undertaken our assessment having regard to the sensitivity of the Land and the nature of the overseas investment transaction, reflecting the proportional nature of the benefit to NZ test.
50. The Land is vacant land and not currently productive. While the Land has various sensitivities, we consider that the Development proposed by the Applicant will provide benefits to New Zealand proportionate to the sensitivity of the Land.

G. Not a transaction of national interest

51. The investment does not involve a transaction of national interest under the mandatory criteria of the Act.²² This is because the investment does not involve a non-New Zealand government investor, or an investment in a strategically important business (as defined in the Act).
52. [s 9(2)(b)(ii)]
[REDACTED] However, on 28 November 2021, the Minister of Finance granted the Applicant an exemption from the definition of 'non-New Zealand government investor' for the purposes of section 20A(1)(a) and (b).²⁴

²¹ Clause 19(2), row 3, Schedule 2 of the Act.

²² Under s 20A of the Act.

²³ [s 9(2)(b)(ii)]

²⁴ Case no. 202100542.

53. We have not referred this transaction to the Minister of Finance for him to call it in for a national interest assessment on a discretionary basis.²⁵ He has therefore not declined consent to the transaction.
54. We are directed²⁶ that the starting point is the assumption that overseas investment is in New Zealand's national interest and that we should only seek the Minister of Finance to exercise his discretion for a national interest assessment if the proposed investment:
- could pose risks to New Zealand's national security or public order;
 - would grant an investor significant market power within an industry or result in vertical integration of a supply chain;
 - has foreign government or associated involvement that was below the 10 per cent threshold for automatic application of the national interest test, but granted that government (and/or its associates) disproportionate levels of access to or control of sensitive New Zealand assets; or
 - would have outcomes that were significantly inconsistent with or would hinder the delivery of other Government objectives;
 - raises significant Treaty of Waitangi issues; or
 - relates to a site of national significance (e.g. significant historic heritage).
55. We do not consider that this investment engages any of these risk factors.

H. Conclusion

56. After considering the application, our view is that:
- the investor test has been met; and
 - the overseas investment will, or is likely to, benefit New Zealand (or any part of it or group of New Zealanders); and
 - the benefit is proportionate to the sensitivity of the land and the nature of the transaction; and
 - the conditions relating to residential land to be imposed on the consent will be, or are likely to be, met; and
 - the transaction is not considered to be a transaction of national interest.
57. Therefore, we consider that the criteria for consent in section 16 have been met and our recommendation is to **grant consent**.
58. If you agree, we refer you to **Attachment 1** to review the Proposed Decision (including consent conditions), and from page 3 of this Assessment Report to record your decision.



Dan White
Manager, Applications
Overseas Investment Office

Date: 24 / 02 / 2022

²⁵ Section 20B of the Act

²⁶ Ministerial Directive Letter (24 November 2021).

I. List of Attachments

1. Proposed Decision
2. Ownership Structure Diagram
3. Draft Preliminary Plans
4. Other Benefit Factors

Released under the Official Information Act 1982

ATTACHMENT 1 – PROPOSED DECISION

Consent for Overseas Person to Acquire Sensitive New Zealand Land

Read this consent carefully - you must comply with all the conditions. If you do not, you may be required to dispose of the land and/or be subject to fines or other penalties.

Consent

Decision date: [REDACTED]

The following people have been given the following consent:

Case	202100603
Consent	The consent holder may acquire the Land subject to the Conditions set out below.
Consent holder	Metlifecare Limited (company number 237544) We will also refer to the Consent holder as you .
Land	A freehold Interest in approximately 8.9574 hectares of land located at 99 Totara Road, Whenuapai, Auckland, contained in Record of Title NA105B/72.
Timeframe	You have until 31 March 2023 to acquire the Land.

Conditions

Your Consent is subject to the Special conditions, Standard conditions and Reporting conditions (Conditions) set out below. You must comply with them all. Be aware that if you do not comply with the Conditions you may be subject to fines or other penalties, and you may also be required to dispose of the Land.

In the Consent and the Conditions, we refer to the Overseas Investment Office as **OIO, us or we**.

Act means the Overseas Investment Act 2005.

Development means the retirement village described in the Investment Plan as having [s 9(2)(b)(ii)]

Special conditions

You must comply with the following **special conditions**. These apply specifically to this Consent and were considerations that particularly influenced us to give consent:

Details	Required date
Special condition 1: All relevant consents	
You must lodge all applications for consent under the Resource Management Act 1991 (or any replacement legislation) (the RMA) and all other relevant consent applications for activities on the Land relating to, and including, the construction of the Development.	[s 9(2)(b)(ii)]
You must obtain all relevant consents, including under the RMA, to carry out activities on the Land relating to, and including, the construction of the Development.	[s 9(2)(b)(ii)]
If you do not, standard condition 6 will apply and we may require you to dispose of the Land.	
Special condition 2: Construction of the development	
You must commence construction of the Development.	[s 9(2)(b)(ii)]
You must complete construction of the Development.	[s 9(2)(b)(ii)]
If you do not, standard condition 6 will apply and we may require you to dispose of the Land.	

Special condition 3: Non-occupation outcome	
<p>None of the following people may occupy the Land for residential purposes:</p> <ul style="list-style-type: none"> a) You (and any of your subsidiaries); b) Any overseas person with a more than 25% ownership or control interest in any of the people in (a); c) Any overseas person who occupies the Land other than on arm's length terms; d) Any overseas person who has a beneficial interest in, or beneficial entitlement to, the relevant interest in the Land; and e) If (a) is a trust, any beneficiary (direct or indirect) who may benefit under the trust at the trustees' discretion. 	At all times.
<p>If any such persons do occupy the Land for residential purposes, Standard Condition 6 will apply and we may require you to dispose of the Land.</p>	
Special condition 4: Use the residential land for the described purpose	
<p>You must use, or continue to use the Land for the operation of a long-term accommodation facility, being a retirement village.</p>	At all times once the construction of the Development is complete.

Standard conditions

You must also comply with the **standard conditions** set out below. These apply to all overseas people who are given consent to acquire sensitive New Zealand land, including you:

Details	Required date
Automatic condition: Fresh or seawater area(s)	
You must, in relation to the fresh or seawater area(s), comply with all provisions of Schedule 5 of the Act.	At all times
Standard condition 1: acquire the Land	
<p>You must acquire the Land:</p> <ol style="list-style-type: none"> by the date stated in the Consent. If you do not, your Consent will lapse or become invalid and you must not acquire the Land, and using the acquisition, ownership and control structure you described in your application. <p>Note, only you – the named Consent holder – may acquire the Land, not your subsidiary, trust or other entity.</p>	As stated in the Consent
Standard condition 2: tell us when you acquire the Land	
<p>You must tell us in writing when you have acquired the Land. Include details of:</p> <ol style="list-style-type: none"> the date you acquired the Land (Settlement), consideration paid (plus GST if any), the structure by which the acquisition was made and who acquired the Land, and copies of any transfer documents and Settlement statements. 	As soon as you can, and no later than two months after Settlement
Standard condition 3: allow us to inspect the Land	
<p>Sometimes it will be helpful for us to visit the Land so we can monitor your compliance with the Conditions.</p> <p>We will give you at least two weeks' written notice if we want to do this.</p> <p>You must then:</p>	At all times

<ol style="list-style-type: none"> 1. Allow a person we appoint (Inspector) to: <ol style="list-style-type: none"> (a) enter onto the Land, including any building on it, other than a dwelling, for the purpose of monitoring your compliance with the Conditions (Inspection), (b) remain there as long as is reasonably required to conduct the inspection, (c) gather information, (d) conduct surveys, inquiries, tests and measurements, (e) take photographs and video records, and (f) do all other things reasonably necessary to carry out the Inspection. 2. Take all reasonable steps to facilitate an Inspection including: <ol style="list-style-type: none"> (a) directing your employees, agents, tenants or other occupiers to permit an Inspector to conduct an Inspection, (b) being available, or requiring your employees, agents, tenants or other occupiers to be available, at all reasonable times during an Inspection to facilitate access onto and across the Land. This includes providing transport across the Land if reasonably required. 3. During an Inspection: <ol style="list-style-type: none"> (a) we will not compel you and your employees, agents, tenants or other occupiers to answer our questions or to let us look at, copy or take away documents, (b) our Inspector will comply with any reasonable instruction and co-operate with any reasonable health and safety policy or procedure you notify to us before the Inspection. 	
Standard condition 4: remain not unsuitable	
<p>You, and to the extent that you are not an individual, the Individuals Who Control You must remain not unsuitable to own or control the Assets in accordance with section 18A(1) of the Act.</p> <p>The Individuals Who Control You are individuals who:</p> <ol style="list-style-type: none"> (a) are members of your governing body, (b) directly or indirectly, own or control more than 25% of you or of a person who itself owns or controls more than 25% of you, and 	<p>At all times</p>

(c) are members of the governing body of the people referred to in paragraph (b) above.	
Standard condition 5: tell us about changes that affect you, the people who control you, or people you control	
<p>You must tell us in writing if any of the following events happens to any of the Consent holders:</p> <ol style="list-style-type: none"> 1. You become aware that you and/or any Individual Who Controls you establishes any of the investor test factors listed in section 18A(4) of the Act. 2. You cease to be an overseas person or dispose of all or any part of the Land. 3. Your New Zealand Service Address changes. This is the address you provided us in your application as the address which we will send any legal document we need to serve on you. 	<p>Within 20 working days after the change</p>
Standard condition 6: dispose of the Land if you do not comply with key special conditions	
<p>Some of the special conditions were key to the decision to give consent. If we consider you have failed to comply with one of those Special conditions in a material way we may require you to dispose of the Land.</p> <p>If all or part of this standard condition 6 applies to a special condition, we have said so in that condition.</p> <p>We will give you written notice if we require you to dispose of the Land. After we have given you notice, you must:</p>	
Value the Land: obtain and send us a copy of a market valuation of the Land from a New Zealand registered valuer.	Within six weeks of the date of our notice.
Market the Land: instruct a licensed real estate agent to actively market the Land for sale on the open market.	Within six weeks of the date of our notice.
Dispose of the Land: dispose of the Land to a third party who is not your associate.	Within six months of our notice.
Offer without reserve: if you have not disposed of the Land within six months of our notice, offer the Land for sale by auction or tender without a reserve price or minimum bid and dispose of the Land.	Within nine months of our notice.

<p>Report to us about marketing: tell us in writing about marketing activities undertaken and offers received for the Land.</p>	<p>By the last day of every March, June, September and December after our notice or at any other time we require.</p>
<p>Report disposal to us: send us, in writing, evidence:</p> <ul style="list-style-type: none"> (a) that you have disposed of the Land, (b) of disposal (including copies of sale and purchase agreements, settlement statements and titles showing the purchaser as registered proprietor), (c) the purchaser is not your associate. 	<p>Within one month after the Land has been disposed of.</p>

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Reporting conditions

We need information from you about how your Investment Plan is tracking so we can monitor your progress against the Conditions and so we can measure the benefits you have brought to New Zealand through your investment.

You must lodge **reports**. They must:

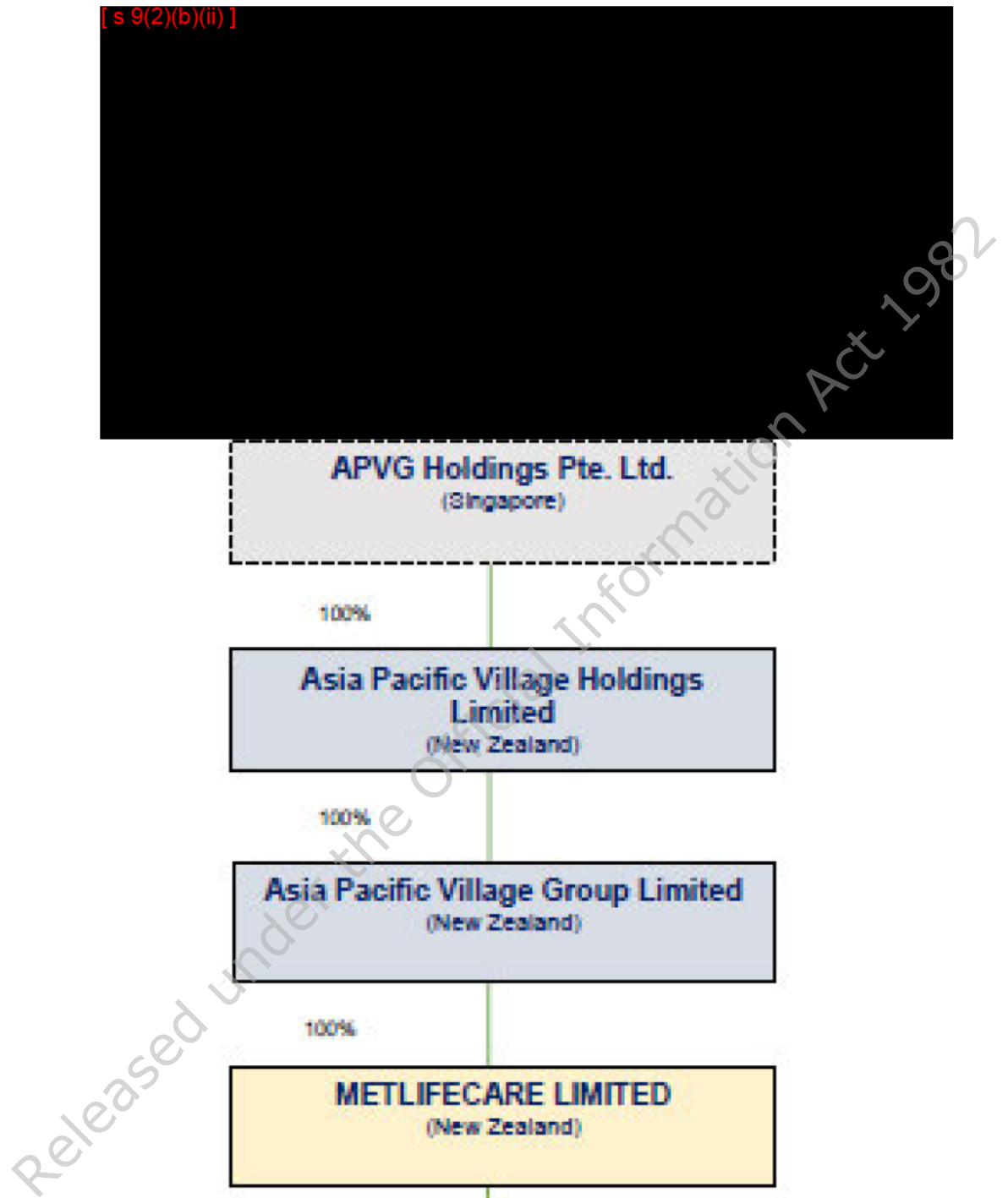
1. be sent to **oiomonitoring@linz.govt.nz** by these dates:
 - (a) Year two: 31 July 2024
 - (b) Year three: 31 July 2025
 - (c) Year six: 31 July 2028
2. contain information about:
 - (a) your progress in implementing the special conditions;
 - (b) your progress on the construction of the Development, including the process of obtaining all the relevant consents and tender processes (if any);
 - (c) the amount, broken down, invested for development purposes; and
 - (d) the number of full-time equivalent (**FTE**) roles associated with the Land and what those roles are. The report should contain payroll or other evidence showing the number of FTE employees/positions.
3. follow the format of the template report published on our website at <https://oio.linz.govt.nz/oio-consent-monitoring>.

If requested in writing by the OIO, the Consent Holder(s) must provide a written report within 20 working days (or such other timeframe as specified) on any matter relating to its compliance with:

- (a) the representations and plans made or submitted in support of the application and notified by the regulator as having been taken into account when the content was granted or
- (b) the conditions of this consent.

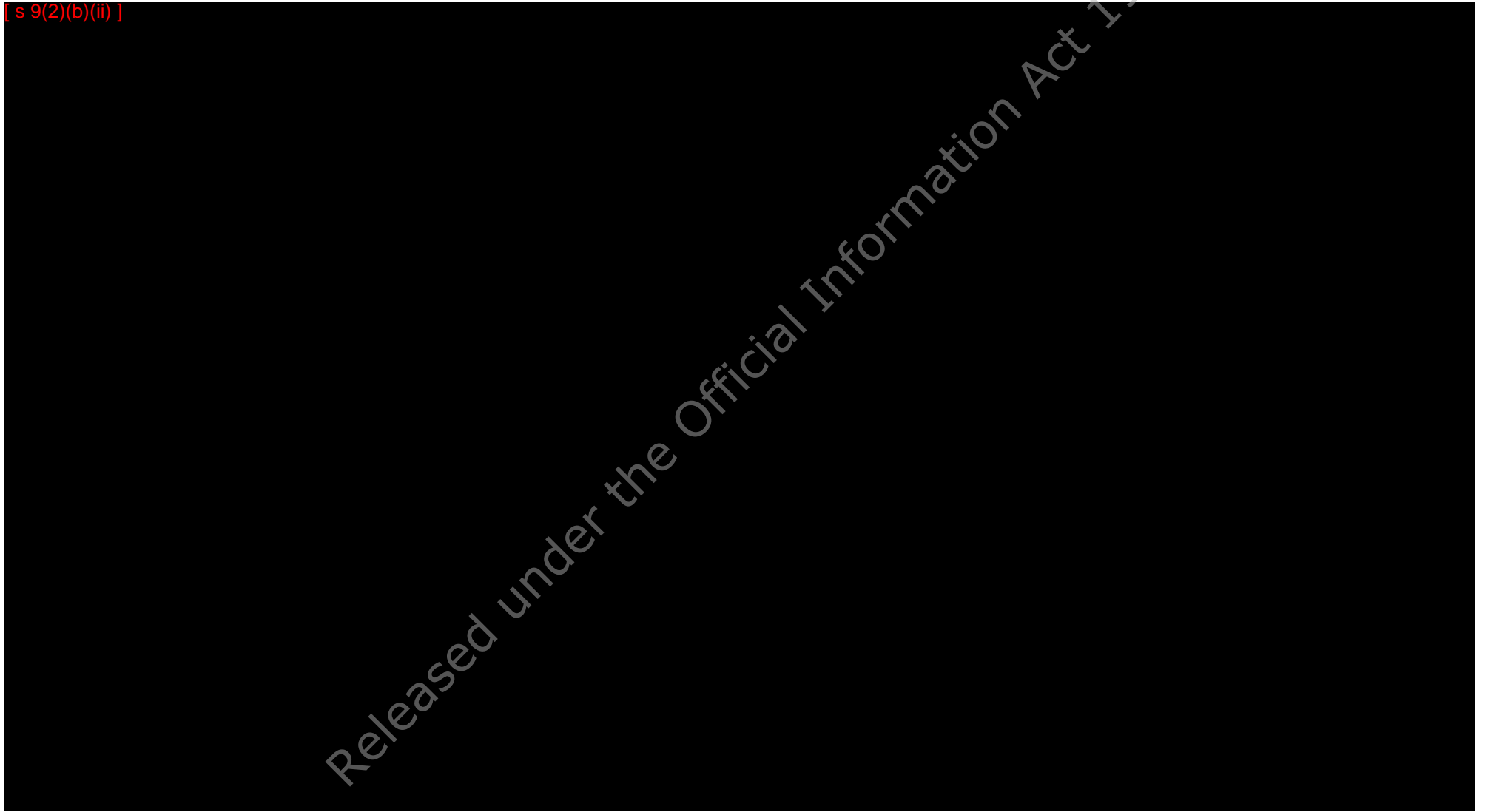
ATTACHMENT 2 – OWNERSHIP STRUCTURE DIAGRAM

[s 9(2)(b)(ii)]



ATTACHMENT 3 – DRAFT PRELIMINARY PLANS

[s 9(2)(b)(ii)]



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ATTACHMENT 4 – OTHER BENEFIT FACTORS

The table below lists other factors in the Act for assessing the benefit of overseas investments.

We considered that the factors below were either not relevant to the investment, or the benefit to New Zealand was not likely or sufficient to be relied on for the purposes of our assessment.

Factor	Reason not relevant or insufficient
Environmental benefits	Insufficient to be relied on. The Applicant has not provided sufficient details on how the Development will result in benefits to the natural environment.
Public access	Insufficient to be relied on. The Applicant submits that the Development will include a loop track and esplanade pathway which will connect through to the neighbouring properties, providing connectivity to the local community. However, the neighbouring properties are in private ownership. The loop track and esplanade pathway will not enhance public access.
Historic heritage	There are no historic heritage on the Land.
Oversight or participation by New Zealanders	There is no New Zealander ownership.
Consequential benefits	The Proposed Transaction and Development will not result in consequential benefits.