

Liquidators' Tenth Report on the State of Affairs of

Taratahi Agricultural Training Centre (Wairarapa) Trust Board
(in Liquidation)

NZBN: 9429041919514

4 September 2023



Contents

Introduction	2
Conduct of the Liquidation in the preceding six months	3
Remaining Matters	5
Appendix A – Statement of Receipts & Payments	6
Appendix B – Remuneration Report	7
Section 1: Initial Advice to Creditors	7
Section 2: Calculation of Remuneration	8
Section 3: Description of Work	9

Introduction

David Ian Ruscoe (IP#50) and Malcolm Russell Moore (IP#42), of Grant Thornton New Zealand Limited (Grant Thornton), were appointed joint and several Interim Liquidators of the Taratahi Agricultural Training Centre (Wairarapa) Trust Board (in Liquidation) (the “Trust” or “Taratahi”) by the High Court in Wellington on 19 December 2018. Mr Ruscoe and Mr Moore were then appointed Liquidators of the Trust on 5th February 2019 at 10.50am by Order of the High Court.

Liquidators of insolvent companies are required to be licensed insolvency practitioners. Information about the regulation of insolvency practitioners is available from the Registrar of Companies.

We have considered the Declaration of Independence, Relevant Relationships and Indemnities provided in our first report and confirm that there have been no changes to it.

We set out below our tenth on the state of the affairs of the Trust for the period from 6 February 2023 to 5 August 2023 (“the Period”) as required by section 255(2)(d) of the Act.

Restrictions

This report has been prepared by us in accordance with and for the purpose of section 255 of the Act. It is prepared for the sole purpose of reporting on the state of affairs with respect to the Company in liquidation and the conduct of the liquidation.

This report is not intended for general circulation, nor is it to be reproduced or used for any purpose without the liquidators’ written permission in each specific instance. The liquidators, their employees and agents do not assume any responsibility or liability for any losses occasioned to any party for any reason including as a result of the circulation, publication, reproduction or use of this report contrary to the provisions of this paragraph.

The liquidators reserve the right (but will be under no obligation) to review this report and, if considered necessary, to revise the report in light on any information existing at the date of this report which becomes known to them after that date.

We have not independently verified the accuracy of the information provided to us and have not conducted any form of audit in respect of the Company. We express no opinion on the reliability, accuracy or completeness of the information provided to us and upon which we have relied. Whilst all care and attention has been taken in compiling this report, we do not accept any liability whatsoever arising from this report.

The statements and opinions expressed in this report are based on information available and assumptions made as at the date of this report. It is possible that actual outcomes may be significantly different from those disclosed in this report.

In addition, the following should be noted:

- Certain values included in tables in this report have been rounded and therefore may not add exactly; and
- All amounts are stated in New Zealand dollars.

Conduct of the Liquidation in the preceding six months

As discussed in our previous reports, throughout the period of Interim Liquidation & Liquidation we have operated Taratahi's farms to maintain the value of the farming operations and ensure that appropriate animal welfare and health and safety standards are adhered to.

While in Interim Liquidation, we did not receive a viable proposal to maintain education operations at the Wairarapa or regional Campuses and as such on our appointment as Liquidators the decision was made to close the academic part of the Trust.

Since 2019 we have had a formal agreement with the Southern Institute of Technology / Te Pūkenga ("SIT"), who operate an education business from the Telford Campus. We continue to work with SIT to make the Telford Farm available to assist in the education of its students.

An agreement with the Universal College of Learning Limited ("UCOL") for a short-term lease of the Home Campus was given Ministerial consent on 8 July 2020. This short-term lease allowed for the delivery of short courses that equipped workers impacted by COVID-19 with the necessary skills to transition into primary industries jobs. The initiative proved the campus is fit for purpose and ready to be fully utilised by an education provider. While UCOL exited the Home Campus after the expiration of the short-term lease agreement on 30 June 2022, we continue to negotiate a further lease of the Home Campus. Given the equipped nature of the campus we have begun discussions with another third-party who have expressed an interest to enter into an agreement for the part use of the Home Campus and Farm for educational training purposes.

The Wairarapa Campus and Home Dairy farm land are subject to the Taratahi Agricultural Training Centre (Wairarapa) Act 1969. Any sale of this property requires the approval of the Minister of Agriculture.

In late 2021 we sought High Court directions on the status of and saleability of the campus land. The High Court reissued the judgement on the directions ruling on 6 July 2022, permitting the sale of the Home Dairy land to pay creditors and the cost of the liquidation subject to the Minister of Agriculture's approval. In our view the judgement gives us the ability to sell subject to the Minister's approval. The appeal period is now over and as no appeal was brought forward, we continue to move forward with the sales process.

Following the Court directions, we have continued to engage with the Government to find an acceptable landowner for the purposes of the Taratahi Act and who can provide commercial value for the benefit of all Creditors. As previously mentioned, a party has expressed interest in the purchase of the land, and we believe this party meets the requirements for Government approval to purchase the land. Such approval will be subject to a requirement for education to be continued on the Home Farm. A sale and purchase agreement has been presented to this party. While discussions have been positive and we have been informed they have approval to sign the agreement, we continue to wait to receive the signed agreement. Once the signed sale and purchase agreement has been received, we will present this to the Minister of Agriculture for his approval of the sale.

We have also been in discussions with the TEC and MPI regarding the Telford farming operations. It is our intention that following the settlement of any sale at the Home Campus we would look to transition our operation of the Telford Farms to an agreed party.

In the meantime, we continue to operate the Telford Dairy, Beef and Sheep Farms and the Taratahi Home Dairy Farm. Through continuing to trade profitability we have received returns on the now commercially focused Farms. This strategy will be continued until the ownership of the Home Campus and Dairy farm have been resolved in order to maximise returns to creditors.

Receipts

Farming operations

For the 6-month period, we have generated \$1.98m in receipts. This is mostly attributable to the operation of our now commercially focused farms, generating \$1.49m of milk income and \$0.33m of trading livestock sales.

Creditors

Secured Creditors

No distributions to the secured creditor have been made in the period. There is still a significant amount outstanding to the secured creditor.

At the date of our appointment, we had identified 286 specific security financing statements (Purchase Money Security Interests ("PMSI"s)) registered. The Liquidators have contacted all registered PMSI holders and are still liaising with some of them to determine the amounts due. Where possible the liquidators are attempting to reduce PMSI claims (for example by returning certain leased assets). This has reduced the number of PMSI's to under 20.

We anticipate that there will be funds available to make payment to the creditors with specific security interests.

Preferential Creditors

As mentioned in our previous report, all employee preferential entitlements have been paid in full. The Inland Revenue Department is still owed pre-liquidation payroll taxes which have a preferential status.

Unsecured Creditors

At the date of our appointment, The Trusts' electronic records indicate there are 1,194 unsecured creditor claims totalling \$15.9m.

To date, we have received 247 unsecured creditors' claims to date totalling \$15.2m.

It is unknown the amount of funds that will be available to make payment to unsecured creditors as it is dependent on the sale of the Home Campus and Dairy farm. On any sale of the Home Campus and Dairy farm we will make a distribution to unsecured creditors.

Remuneration Report

The Liquidators' remuneration received during the period from 6 February 2023 to 5 August 2023 paid at the hourly rates approved by the Court totalled \$213,535 exclusive of GST. All time and expenses incurred and billed in the liquidation are reasonable and necessary.

A detailed breakdown of the Liquidators' remuneration and disbursements for the six-month period is attached as Appendix B. including a schedule of the qualifications and experience generally of staff at each level, a schedule of the work undertaken during the six-month reporting period is also summarised in Appendix B.

As of 6 August 2023, there was an additional \$466,934 exclusive of GST of liquidator's fees outstanding.

Our remuneration is charged on an hourly basis and is to be approved by the High Court. The Court approval is subject to the power of the Court to review the overall remuneration under section 284(1)(e) of the Act.

Remaining Matters

Given the extent of the Company's secured and preferential claims and expected asset realisations the funds available for distribution to the unsecured creditors are all dependant on the ability of the Liquidators to realise value at the Wairarapa campus and home dairy farm.

Further Asset Realisations

We continue to pursue avenues to realise the Wairarapa Campus and Home Dairy farmland. As mentioned earlier in this report a sale and purchase agreement has been drafted and provided to the third party. While discussions have been positive, we continue to wait to receive the signed agreement. Once the signed sale and purchase agreement has been received, we will present this to the Minister of Agriculture for his approval of the sale.

We continue to negotiate with education providers and navigate legal implications of any land sale under the Taratahi Act. The short-term lease of the Campus showed interested education providers the premises are fit for longer term occupation.

At the date of this report, we are continuing to operate the 3 remaining farms for the 2023/24 season. Our intention is to continue to operate these farms while they generate commercial returns alongside negotiating the sale of the Wairarapa Campus and Home Dairy farm to generate the best returns to creditors.

Estimated date of completion of the liquidation

At this stage it is not practicable to estimate a completion date for the Liquidation.

Should you have any queries in relation to any matter raised in this report then please do not hesitate to contact Tom Aspin at taratahi@nz.gt.com.

Dated: 4 September 2023



David Ruscoe
Liquidator
Taratahi Agricultural Training Centre (Wairarapa) Trust Board (in Liquidation)

Appendix A – Statement of Receipts & Payments

Taratahi Agricultural Training Centre (Wairarapa) Trust Board (in liquidation)	6 February 2023 to 5 August 2023 (\$)	For the Combined Period from 5 February 2019 to 5 August 2023 (\$)
Opening funds on hand	5,904,091	-
Receipts (excluding GST where applicable)		
Cash on hand at date of liquidation		1,065,900
Interest received	7,309	36,909
Collection of debtors	-	294,248
Farm management fees	-	48,750
Milk sales	1,493,699	14,342,682
Grazing Income	85,476	578,509
Capital Livestock Sales	-	7,379,525
Trading Livestock Sales	335,072	5,709,839
Property Sale	-	6,020,000
Sale of assets	-	888,847
Sundry receipts	63,723	697,801
Net GST	51,142	506,747
GST refunds/(payments) received	(52,196)	581,359
Total receipts	1,984,226	38,151,117
Payments (excluding GST where applicable)		
Farm operating costs:		
Animal Health	88,664	1,164,586
Electricity - Farms	63,339	633,341
Farm Consulting	-	134,360
Feed	69,768	1,005,873
Fertiliser	270,123	2,177,814
Insurance - Farms	64,739	731,113
Farm Leases	92,500	1,238,504
Freight	5,966	112,239
Plant & Equipment Hire	65,279	810,966
Purchase of Stock	168,600	1,129,214
Rates	48,750	452,458
Repairs & Maintenance	140,994	1,293,702
Salaries & Wages	447,125	4,258,843
Seed/Crop Expenses	72,652	1,079,214
Shearing Expenses	7,373	259,879
Vehicle Costs	51,465	523,870
Weed and Pest Control	7,087	100,302
Other Farm Operating Costs	110,455	592,892
Total Farm operating costs:	1,774,878	17,699,170
Other payments incurred:		
Distribution to secured creditor	-	5,867,124
Distribution to preferential creditors	-	2,670,776
IT Costs	26,848	387,420
Lease Properties - Premises	-	21,693
Legal fees	22,331	1,466,081
Interim Liquidators Fees	-	371,449
Interim Liquidators disbursements	-	8,014
Liquidators Fees	205,151	3,127,074
Liquidators disbursements	8,385	143,248
Property Sale Expenses	-	174,156
Telephone, Tolls & Internet	7,358	120,654
Sundry Expenses	9,328	260,219
Total Other Payments	279,401	14,617,907
Total Payments	2,054,278	32,317,077
Net receipts/(payments) for the period	(70,052)	5,834,039
Closing funds on hand		
Represented by	5,834,039	5,834,039
General security funds account	5,745,363	5,745,363
General liquidation Account	88,676	88,676
Closing Balance	5,834,039	5,834,039

Appendix B – Remuneration Report

Section 1: Initial Advice to Creditors

Explanation of Hourly Rates

The rates for our remuneration calculation are set out in the following table together with a general guide showing the qualifications and experience of staff engaged in the Liquidation and the role they take. The hourly rates charged encompass the total cost of providing professional services and should not be compared to an hourly wage.

Title	Description of title	Hourly rate (Exc. GST) (<i>State</i>)
Partner	Accredited Insolvency Practitioner. Partner bringing specialist skills to Liquidations and Insolvency matters. Controlling all matters relating to the assignment.	\$575
Manager	Typically Qualified. 5-8 years' experience. Well developed technical and commercial skills. Planning and control of Liquidation and Insolvency tasks with the assistance of the appointee.	\$350
Assistant Manager	Typically Qualified. 4+ years' experience. Co-ordinates planning and control of small to medium Liquidations and Insolvency tasks. Conducts certain aspects of larger Liquidations.	\$275
Senior Analyst	Typically Qualified. 3-4 years' experience. Required to conduct the fieldwork on small to medium Liquidations and Insolvency tasks and assist with fieldwork on larger Liquidations and Insolvency tasks.	\$250
Intermediate Analyst	Typically undertaking Qualifications. 2- 3 years' experience. Required to conduct the fieldwork on smaller Liquidations and Insolvency tasks and assist with fieldwork on medium to large Liquidations and Insolvency tasks.	\$175-200
Analyst	Typically undertaking Qualifications. Up to 2 years' experience. Required to conduct the fieldwork on smaller Liquidations and Insolvency tasks and assist with fieldwork on medium to large Liquidations and Insolvency tasks.	\$135-150
Farm Advisors	Specialist farm advisors well experienced in the New Zealand agriculture Industries. Required to assist Liquidators with the day to day running operation of the Farming operations and provided detail reporting around the commercial viability of these operations.	\$270-\$300
Support Staff	Conducts all aspects relating to administering the accounts function and other functions as required.	\$160

Section 2: Calculation of Remuneration

Calculation of Remuneration – Time based charges

Charged on an hourly basis and per the hourly rates set out by time and cost charged by key category (exclusive of GST):

	Hourly Rate (\$ph)	Operations		Asset Realisation		Creditors		Administration		Total	
		Hours	Cost (\$)	Hours	Cost (\$)	Hours	Cost (\$)	Hours	Cost (\$)	Hours	Cost (\$)
Partner	575	77.9	44,792	14.6	8,395	1.5	863	1.0	575	95.0	54,625
Manager	350	92.4	32,330	4.0	1,400	1.0	350	-	-	97.4	34,080
Assistant Manager	275	169.2	46,541	-	-	-	-	-	-	169.2	46,541
Senior Analyst	250	-	-	-	-	-	-	-	-	-	-
Intermediate Analyst	175-200	-	-	-	-	-	-	-	-	-	-
Analyst	135-150	43.3	6,221	-	-	-	-	-	-	43.3	6,221
Farm Advisors	270-300	175.2	49,884	-	-	-	-	-	-	175.2	49,884
Support Staff	160	70.1	11,272	-	-	2.0	320	14.2	2,208	86.3	13,800
Total		628.1	191,040	18.6	9,795	4.5	1,533	15.2	2,783	666.4	205,151

Basis of Disbursement Claim

Disbursements	Total (\$ exc. GST)
Advertising	0
Xero	369
Travel (flights, can rental, accommodation etc)	5,618
Sundry	2,398
Total	8,385

Section 3: Description of Work

Summary of work performed in relation the Liquidators' remuneration for the period

Task Area	General Description	Includes
Assets Realisations	Sale of Campus	<ul style="list-style-type: none"> Discussions with the Government around these offers Liaising with the Government around implications of sale of Campus
	Sale of Business Unit	<ul style="list-style-type: none"> Preparing an information memorandum Liaising with potential purchasers Internal meetings to discuss/review potential purchasers Negotiations with Vendors around terms of transfer of Farm Leases
	Plant and Equipment	<ul style="list-style-type: none"> Liaising with valuers, auctioneers and interested parties Reviewing asset listings Review of Sales
	Sale of Real Property	<ul style="list-style-type: none"> Liaising with valuers, agents Assistance with Sales process
	Debtors	<ul style="list-style-type: none"> Correspondence with debtors Reviewing and assessing debtors ledgers Liaising with debt collectors and solicitors
	Livestock	<ul style="list-style-type: none"> Review of stock takes Reviewing stock values from stock agents Liaising with livestock purchasers Consideration animal wellbeing as part of the asset realisation process
	Other Assets	<ul style="list-style-type: none"> Tasks associated with realising other assets
Creditors	Creditor Enquiries	<ul style="list-style-type: none"> Receive and follow up creditor enquiries via telephone and email Maintaining creditor enquiry register Review and prepare correspondence to creditors and their representatives via facsimile, email and post
	Secured creditor reporting	<ul style="list-style-type: none"> Preparing reports to secured creditor Responding to secured creditor's queries
	Creditor reports	<ul style="list-style-type: none"> Preparing statutory report, investigation, meeting and general reports to creditors
Employee	Employees enquiry	<ul style="list-style-type: none"> Receive and follow up employee enquiries via telephone and email Maintain employee enquiry register Receive and prepare correspondence in response to employees objections to leave entitlements
Operations	Correspondence	<ul style="list-style-type: none"> Communications with government agencies around statutory obligations Various other stakeholder communications
	Document maintenance/file review/checklist	<ul style="list-style-type: none"> 6 monthly liquidation review Filing of documents File reviews Updating checklists

	Ongoing Trading	<ul style="list-style-type: none"> • Issuing new employment contracts to new farm staff hired. • Management of premises including campuses and farms • Review of Education obligations and statutory obligations under governing act. • Ongoing review and monitoring of IT and record retention • Preparation of Feed and stock budgets for farming season • Review of Trust board cashflow and its ability to operate the business and meet its commitments in the immediate future. • On site visits for all operational farms • Running the 3 current farms for the period. • Reporting on and managing finances of the farm operations. • Cashflow management • Response to COVID-19 and management of ongoing operations through COVID-19 related restrictions.
	Bank account administration	<ul style="list-style-type: none"> • Bank account reconciliations • Correspondence with bank regarding specific transfers
	Planning/Review	<ul style="list-style-type: none"> • Discussions regarding status of Liquidation
Administration	Company office obligations	<ul style="list-style-type: none"> • Filing with Companies Office
	Report as to Affairs	<ul style="list-style-type: none"> • Completion deadlines and extensions



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