

**MINUTES OF WESTERN BAY OF PLENTY DISTRICT COUNCIL
COUNCIL NO. CO26-6
HELD IN THE COUNCIL CHAMBERS, 1484 CAMERON ROAD, TAURANGA
ON TUESDAY, 24 MARCH 2026 AT 2.00PM**

1 KARAKIA

Whakatau mai te wairua	Settle the spirit
Whakawātea mai te hinengaro	Clear the mind
Whakarite mai te tinana	Prepare the body
Kia ea ai ngā mahi	To achieve what needs to be achieved.
Āe	Yes

2 PRESENT – NGĀ MEMA KEI KONEI

Mayor J Denyer, Cr T Coxhead, Cr G Dally, Deputy Mayor M Murray-Benge, Cr R Joyce, Cr D Dinsdale, Cr L Rae, Cr A Sole, Cr S Beech and Cr G Elvin.

3 IN ATTENDANCE – I TAE AKE

M Taris (Interim Chief Executive), B Singh (General Manager Infrastructure Services), A Curtis (General Manager Regulatory Services), M Potton (Acting General Manager Corporate Services), A Lane (General Manager Strategy and Community), A Henderson (Programme Director – Waters Organisation), A King (Programme Manager – Waters Organisation Establishment), L Balvert (Communications Manager), E Wentzel (Chief Engineer), C Nepia (Strategic Kaupapa Māori Manager), J Fearn (Chief Financial Officer), R Garrett (Governance Manager), H Wi Repa (Governance Systems Advisor) and P Osborne (Senior Governance Advisor).

OTHERS IN ATTENDANCE

Tauranga City Council

*Working with both Councils in the establishment of a Joint Multi-council Waters Organisation

Tyler Buckley (Commercial Solicitor)

Charles Lane (Team Leader: Commercial Legal)

4 APOLOGIES – NGĀ WHAKAPAHĀ

APOLOGY

RESOLUTION CO26-6.1

Moved: Deputy Mayor M Murray-Benge

Seconded: Cr R Joyce

That the apology for lateness from Cr Elvin be accepted.

CARRIED

5 CONSIDERATION OF LATE ITEMS – NGĀ TAKE TŌMURI

Nil

6 DECLARATIONS OF INTEREST – NGĀ TUKITUKINGA

Nil

7 TRANSFER OF PUBLIC EXCLUDED ITEMS – TE WHITINGA O TE AO MĀRAMA KI NGĀ TAKE MUNA

There were no confidential items that should be transferred out of public excluded.

8 PUBLIC FORUM – WĀHANGA TŪMATANUI

Nil

9 REPORTS – NGĀ PŪRONGO

9.1 LOCAL WATER DONE WELL – PROJECT UPDATE

Council considered a report dated 24 March 2026 from the Programme Manager – Water Organisation Establishment who, supported by the Programme Director – Water Organisation, provided an overview of the report and recommendations therein.

2.08pm Cr Elvin entered the hui.

Staff responded to pātai as follows:

- The budget for the establishment of the Water Organisation did not include a budget for working capital.
 - Staff recognised that the recruitment process for the Water Organisation Chief Executive was different due to its nature. The following points were noted:
 - 50 candidates had applied.
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- The second round of interviews was underway, which included negotiations.
 - Staff hoped to have the preferred candidate presented to Council prior to the 2 April 2026 meeting.
 - The preferred Water Organisation Chief Executive candidate was aware that if the decision on 2 April 2026 was not to proceed with a joint Water Organisation, then the position would no longer be required.
 - Following the 2 April 2026 decision, staff would be recommending the establishment of the Joint Committee, which would include the Terms of Reference. Responsibilities would include the appointment and recommendations of the Board.
 - Being able to advertise the Water Organisation Chief Executive early, meant there was a high calibre of applicants. The preferred candidate would come to Council to be endorsed, following the final decision whether to proceed or not with the appointment.
 - Staff clarified that the point of difference between Council's involvement in the appointment process was due to the Water Organisation Chief Executive reporting directly to the Board.
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SUSPENSION OF STANDING ORDER

RESOLUTION CO26-6.2

Moved: Deputy Mayor M Murray-Benge
Seconded: Cr S Beech

A motion was moved that Council suspend Standing Order 21.5, which limits members to only speak to a motion once.

CARRIED

9.1 LOCAL WATER DONE WELL - PROJECT UPDATE - CONTINUED

Staff continued to respond to pātai as follows:

- The process for hiring the Board of Directors would take place following agreement on 2 April. The formalising of the Joint Committee and Terms of Reference would take place in April, noting that the Joint Committee would have responsibility for the recruitment process and to make recommendations to Council for Board appointments.
 - Staff noted requests from Councillors around the preferred candidates going to Council as information, in a confidential meeting, in future.
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- There was a possibility to attach the stocktake of Western Bay of Plenty District Council Tangata Whenua Relationship Arrangements to the recommendation to make clear what the recommendation was referring to.

There was a request to be more explicit around the relationship arrangements that were being referred to in recommendation 4. The hui was adjourned to further clarify the recommendation.

2.47pm The hui adjourned.

3.03pm The hui reconvened.

Recommendation 4 was re-worded to the following, noting that Tabled Item 2 was provided to Councillors.

4. That Council adopts the principle of maintaining Tangata Whenua participation, engagement and arrangements, with existing commitments and practices, either retained or bettered during, and following, the transition to a Water Organisation. *These are outlined in **Tabled Item 2**, Western Bay of Plenty District Council Tangata Whenua Relationship Arrangements.*

RESOLUTION CO26-6.3

Moved: Cr R Joyce

Seconded: Cr G Elvin

1. That the Programme Manager – Water Organisation Establishment’s report dated 24 March 2026 titled ‘Local Water Done Well – Project Update’ be received.
2. That the report relates to an issue that is considered to be of medium significance in terms of Council’s Significance and Engagement Policy.
3. That Council notes that future project updates will be provided via the quarterly reporting against the Water Services Delivery Plan (beginning April 2026) to the Department of Internal Affairs.
4. That Council adopts the principle of maintaining Tangata Whenua participation, engagement and arrangements, with existing commitments and practices either retained or bettered during, and following, the transition to a Water Organisation. These are outlined in **Tabled Item 2**, Western Bay of Plenty District Council Tangata Whenua Relationship Arrangements.
5. That Council notes the future key milestones in this report, and the list of topics scheduled for consideration and further work post-April 2026 as provided by **Attachment 3** (Items for consideration and inclusion in forward work programme).
6. That Council notes that **Attachment 1** (Local Water Done Well Joint Water Organisation – Support Budget Details) can be transferred into the open following negotiations with suppliers.

CARRIED

9.2 WATER ORGANISATION ESTABLISHMENT – DUE DILIGENCE

Council considered a report dated 24 March 2026 from the Programme Manger – Water Organisation Establishment. The Programme Director – Water Organisation provided an overview of the report and recommendations therein.

It was agreed that recommendation 4 should read: '*That Council accepts that no significant issues or risks were identified...*', and was amended in the resolution below.

RESOLUTION CO26-6.4

Moved: Cr G Elvin

Seconded: Cr R Joyce

1. That the Programme Manager – Water Organisation Establishment report dated 24 March 2026 titled 'Local Water Done Well – Due Diligence' be received.
2. That the report relates to an issue that is considered to be of medium significance in terms of Council's Significance and Engagement Policy.
3. That Council notes the contents of the due diligence reports for legal, people and workforce and AMOS (Asset Management, Operations and Stormwater) (**Attachments 1, 3 and 4**).
4. That Council accepts that no significant issues or risks were identified in the above reports which jeopardise the feasibility of proceeding to establish a joint Water Organisation with Tauranga City Council.
5. That Council notes that implementation actions recommended by the due diligence reports will be incorporated into the forward work programme, if Council decides to proceed with establishing a joint Water Organisation with Tauranga City Council.
6. That Council notes **Attachment 1** (Local Water Done Well – Legal Due Diligence Report) will not be transferred to the public, as it is legally privileged, however, also notes that a redacted version is available as **Attachment 2** (Local Water Done Well – Legal Due Diligence Report - Redacted) to this Council report.
7. That Council approves for **Attachment 3** (Local Water Done Well – People and Workforce Due Diligence Report) to be transferred into the open once workforce negotiations are completed.

CARRIED

Cr Rae voted against the motion and requested for her vote to be recorded.

9.3 LOCAL WATER DONE WELL – DUE DILIGENCE – FINANCIAL MATTERS

Council considered a report dated 24 March 2026 from the Programme Manger – Water Organisation Establishment. The General Manager Corporate Services spoke to PowerPoint Presentation 1 which highlighted the work that was undertaken on finance matters, and costs that remained with Council workstream. It touched on the following topics:

- Finance Due Diligence;
- Finance Due Diligence: Confirmation of Debt;
- Finance Due Diligence: Assets and Valuation;
- Finance Due Diligence: Next Steps Debt;
- Costs remaining with Council;
- Methodology for Allocating Class B Shares;
- Methodology Options for Allocating Class B Shares;
- Option Assessment;
- Cross Boundary Issues – Key Points; and
- Three options.

Staff responded to pātai as follows:

- Council had undertaken their valuations for the current financial year as part of the standard accounting processes, however, as part of the transition of assets to the water entity, the valuations would be undertaken again by 30 June 2027, to ensure alignment with the valuation of Tauranga City Council assets.
- The additional cost of the valuation for the three waters was \$60,000 for Western Bay of Plenty District Council, and it was yet to be confirmed if it would require a peer review.
- Legal advice was provided around the responsibilities of the Water Organisation and what the Local Government (Water Services) Act 2025 expected of councils.
- It was noted that the cross-boundary issue was a late due diligence issue that was raised, which was therefore included in the assessment presented.
- In accordance with Council's Significance and Engagement Policy, just because a decision was determined high significance, did not necessarily trigger engagement. It was clarified that the decisions that required engagement had already been made.

RESOLUTION CO26-6.5

Moved: Deputy Mayor M Murray-Benge
Seconded: Cr A Sole

1. That the Programme Manager – Water Organisation Establishment report dated 24 March 2026 titled 'Local Water Done Well – Due Diligence – Financial Matters' be received.
2. That the report relates to an issue that is considered to be of high significance in terms of Council's Significance and Engagement Policy.

CARRIED

RESOLUTION CO26-6.6

Moved: Cr R Joyce
Seconded: Cr T Coxhead

Financial Due Diligence Report

3. That Council accepts, noting (3) above, that the financial due diligence report (**Attachment 1**) identified no significant issues which would jeopardise the successful establishment and operation of the proposed Water Organisation.
4. That Council notes that implementation of next steps recommended by the financial due diligence report will be incorporated into the forward work programme if Council decides to proceed with establishing a joint Water Organisation with Tauranga City Council.

CARRIED

Cr Rae voted against the motion and requested her vote to be recorded.

RESOLUTION CO26-6.7

Moved: Cr G Elvin
Seconded: Cr D Dinsdale

Cost Impacts of Establishing a Water Entity

5. That Council notes there are likely to be an estimated \$1 million per annum of costs remaining in Council, which are currently costs aligned to the water services activity, which will need to be managed downwards as part of the transition to a Water Organisation and right sizing of Council.
6. That Council approves the following principles to guide the exit of water services from Council and the right sizing of the remaining corporate functions at Council:
 - a. Set the Water Organisation up for success.
 - b. De-risk the transfer of functions.
 - c. Ensure the costs of set-up for the organisation, and reset for the remaining Councils, are minimised.
 - d. Follow a process that is fair to staff affected by the change (as outlined in the establishment principles).
 - e. Have a medium-term view that the water organisation will be an efficient standalone Organisation.

CARRIED

Cr Rae voted against the motion and requested her vote to be recorded.

RESOLUTION CO26-6.8

Moved: Cr R Joyce

Seconded: Cr D Dinsdale

7. That Council approves for **Attachment 3** (Western Bay of Plenty District Council Finance Costs of Start Up Report) to be reviewed for potential transfer into public after 12 months.

CARRIED

3.46pm The hui adjourned.

4.04pm The hui reconvened.

9.3 LOCAL WATER DONE WELL - DUE DILIGENCE - FINANCIAL MATTERS - CONTINUED

The General Manager Corporate Services provided context as to how the cross-boundary issue had come about, and why it was a reasonably significant issue. He noted the following points:

- There were currently two cross-boundary developments, one smaller in size, the other significantly larger in scale.
- The first of these developments was at Waikite Road, which proposed to connect the lots to Tauranga City water and wastewater, as it sat on the boundary between Tauranga City Council (TCC) and Western Bay of Plenty District Council.
- TCC had agreed in principle, however it was noted discussions around funding for non-water related infrastructure and rates, for the support of that infrastructure, were being had.
- The larger development was the Bell Road Partnership Development, which also sat adjacent to the city boundary. The developers had indicated that they would like to connect to some of the TCC water infrastructure that had been provided.
- TCC was concerned about recovering their growth-related debt, not just in relation to water, but also roading and community infrastructure that they believed Western Bay ratepayers would gravitate towards and use, as opposed to Western Bay provided assets.

The General Manager Corporate Services provided Council with the recommendations that were being considered by Tauranga City Council at their Council meeting held 24 March 2026.

Staff responded to pātai as follows:

- The recommendation being considered by Tauranga City Council was not explicit around what assets they may be looking at withholding. However, it did allow them to make decisions by 31 March 2027, to withhold ownership of some of those assets that may prevent the likes of the Bell Road development from being able to access water.
- Staff understood that the asset Tauranga City Council was considering withholding was in relation to the Waiāri.
- The mechanisms put in place to deal with cross-boundary issues were prescribed in Section 17A of the Local Government Act 2002, noting that there had been many historic cross-boundary arrangements set up.
- The inclusion of principles would be best placed in the Statement of Expectations.
- There were many facilities that already existed in Western Bay that Tauranga City Council ratepayers had access to, including libraries, reserves, boat ramps and walking and cycling paths. It was noted that Tauranga City Council ratepayers were not charged a fee for using these facilities.
- It was clarified that Western Bay of Plenty District Council did not have an issue paying for infrastructure that its ratepayers used, noting that this was normally done through Financial Contributions (FinCos).

RESOLUTION CO26-6.9

Moved: Cr R Joyce

Seconded: Deputy Mayor M Murray-Benge

Cross-boundary

8. That Council:

- a. Approves progressing good faith negotiations with Tauranga City Council to agree a separate growth-related comprehensive funding agreement by 31 March 2027 for future and current (to be specifically defined) infrastructure, for Waters infrastructure and services.
- b. Agrees to the good faith negotiations being guided by the principles of:
 - i. Growth pays for growth
 - ii. Everyone pays their fair share
 - iii. Water organisation foundation documents only deal with water growth issues (not other infrastructure issues)
 - iv. Water organisation set up for success
- c. Agrees to the good faith negotiations process steps to include the following:
 - i. Problem statement definition developed and agreed.
 - ii. Perspectives of each Council shared, listened to, and develop pathway options together.
 - iii. Define the principles, process and arrangements that will be applied going forward.

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- d. Commits to best endeavours negotiation to reach agreement with Tauranga City Council, and in the event that a resolution is unable to be reached by 31 March 2027, Western Bay of Plenty District Council and Tauranga City Council will enter into mediation and, if necessary, escalated to arbitration.

A division was called and recorded as follows:

For: Mayor Denyer, Deputy Mayor Murray-Benge, Cr Sole, Cr Dinsdale, Cr Elvin, Cr Dally, Cr Rae, Cr Joyce, Cr Beech, Cr Coxhead.

Against: Nil

The motion was declared carried on show of hands.

CARRIED 10/0

5.00pm The hui adjourned.

5.15pm The hui reconvened.

9.4 LOCAL WATER DONE WELL – COMMERCIAL TERMS

Council considered a report dated 24 March 2026 from the Programme Manager – Water Organisation Establishment. The Programme Director – Water Organisation, supported by Mr Lane and Mr Buckley, provided an overview item and recommendations therein. Council was requested to give direction on the following issues:

- There was a consensus from the Joint Working Group (JWG) on the 45 Commercial Terms, noting that there was one commercial term that the JWG was unable to reach a consensus on, being who could hold Class A Voting Shares.
- Tauranga City Council (TCC) had approved the Commercial Terms Sheet with two minor exceptions in respect to:
 - Commercial Term 17, which they had chosen to record their position in relation to the Joint Committee in that the three representatives from TCC would be Elected Members.
 - Commercial Term 44, which they had indicated they would like to revisit, was in respect to the selection of the Chair of the Board of Directors. The JWG agreed that the Board of Directors should select their own Chair, however, TCC formed a view that this decision should be reserved for Shareholders (TCC and Western Bay of Plenty District Council).

Presenters responded to pātai as follows:

- TCC considered the issue of stormwater on 10 February 2026, where they resolved to move stormwater to the Water Organisation, consistent with Western Bay of Plenty District Council (WBOPDC). It was noted that a large proportion of the debate on the day centred around charging.
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- The Water Organisation must give effect to the Statement of Expectations, therefore this would be the mechanism Council (Shareholders) would use to give direction and seek clarification.
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RESOLUTION CO26-6.10

Moved: Mayor J Denyer

Seconded: Cr R Joyce

1. That the Programme Manager – Water Organisation Establishment report dated 24 March 2026 titled ‘Local Water Done Well – Commercial Terms’ be received.
2. That the report relates to an issue that is considered to be of medium significance in terms of Council’s Significance and Engagement Policy.

CARRIED

RESOLUTION CO26-6.11

Moved: Cr G Dally

Seconded: Cr T Coxhead

3. That Council approves and endorses the Commercial Term Sheet (**Attachment 1** of this report):
 - b. With the following amendments to the below commercial term:
 - i. Term 4: *Stormwater charging: In the event WO assumes responsibility for stormwater*
Retain original Option (a) being:
The Water Organisation’s operational matters (including charging) are set by the Water Organisation Board with some operational direction from the shareholders.

CARRIED

Cr Joyce abstained from the vote.

Staff provided the following clarification in relation to the implications of the motion carried:

- All operational matters had to come back to Council, as there was no clarification within the commercial term in regard to the types of operational matters.
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MOTION

Moved: Cr Coxhead

Seconded: Deputy Mayor Murray-Benge

3. That Council approves and endorses the Commercial Term Sheet (**Attachment 1** of this report):
 - b. With the following amendments to the below commercial term:
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- ii. Term 18: The role of Tangata Whenua on Joint Committee

Option (a) Tangata Whenua has no position on the Joint Committee, and instead Tangata Whenua has an advisory role to the Joint Committee (via an 'Advisory Board' type arrangement which links directly into the Joint Committee).

A division was called and voted on as follows:

For: Cr Coxhead, Deputy Mayor Murray-Benge, Cr Sole and Cr Beech

Against: Cr Joyce, Cr Elvin, Mayor Denyer, Cr Dinsdale, Cr Dally and Cr Rae

The motion was declared lost on show of hands.

LOST 4/6

6.17pm The hui adjourned.

6.20pm The hui reconvened.

MOTION

Moved: Cr Coxhead

Seconded: Deputy Mayor Murray-Benge

- 3. That Council approves and endorses the Commercial Term Sheet (**Attachment 1** of this report):
 - b. With the following amendments to the below commercial term:
 - ii. Term 16: Shareholder Representation Forum members only:

Shareholder Representation Forum will comprise three representatives per party. So at commencement there will be a total of six members (three Tauranga City Council/three Western Bay of Plenty District Council).

This motion was withdrawn as it was superseded by the decision in the previous motion on Commercial Term 18.

RESOLUTION CO26-6.12

Moved: Cr T Coxhead

Seconded: Deputy Mayor M Murray-Benge

- 3. That Council approves and endorses the Commercial Term Sheet (**Attachment 1** of this report):
 - b. With the following amendments to the below commercial term:
 - ii. Term 17: Joint Membership Elected Members

Option (x):

For Tauranga City Council and Western Bay of Plenty District Council:

Tauranga City Council and Western Bay of Plenty District Council will each appoint their own representatives. For Western Bay of Plenty District Council, all representatives will be Elected Members and appointment of their representatives will be by Council resolution.

For Tangata Whenua:

Tangata Whenua nominate three Representatives and Tauranga City Council/Western Bay of Plenty District Council will confirm and appoint.

A division was called and voted on as follows:

For: Mayor Denyer, Deputy Mayor Murray-Benge, Cr Sole, Cr Dally, Cr Rae, Cr Joyce, Cr Beech and Cr Tracey.

Against: Cr Elvin and Cr Dinsdale.

The motion was declared carried on show of hands.

CARRIED 8/2

MOTION

Moved: Cr Dally

Seconded: Cr Sole

3. That Council approves and endorses the Commercial Term Sheet (**Attachment 1** of this report):

b. With the following amendments to the below commercial term:

iii. Term 18: Joint Membership Tangata Whenua

Option (x). The JWG reached a consensus that:

- The Joint Committee will be recommendatory / advisory only, with shareholding Councils making the final decisions on all matters.
- Tangata Whenua will have a position on the Joint Committee, but with no voting rights.
- The Joint Committee will endeavour to make recommendations by consensus (see Commercial Term 32).

In light of the above consensus, this Commercial Term item 18 is no longer directly applicable.

A division was called and voted on as follows:

For: Cr Dally and Cr Sole

Against: Mayor Denyer, Deputy Mayor Murray-Benge, Cr Dinsdale, Cr Elvin, Cr Rae, Cr Joyce, Cr Coxhead.

Abstained: Cr Beech

The motion was declared lost on show of hands.

LOST 2/7

In relation to the proposed changes to Commercial Term 32, presenters provided the following advice:

- Council had made it explicitly clear that the Joint Committee should be an advisory body/recommendatory body only, however in order to determine what the Joint Committee was putting up as their recommendation to Shareholders (councils) a mechanism was required that allowed them to have a poll amongst themselves. Staff suggested wording to the effect of *'The Joint Committee is an advisory / recommendatory body only, and does not have final decision making authority.'*
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RESOLUTION CO26-6.13

Moved: Cr G Dally

Seconded: Cr T Coxhead

3. That Council approves and endorses the Commercial Term Sheet (**Attachment 1** of this report):

b. With the following amendments to the below commercial term:

- i. Term 32: Decision Making of Joint Committee
Option (b).

The Joint Committee is an advisory / recommendatory body only, with no formal voting rights for members.

*NOTE: The remaining paragraphs for this Commercial Term remain the same.

A division was called and voted on as follows:

For: Mayor Denyer, Deputy Mayor Murray-Benge, Cr Sole, Cr Dally, Cr Rae, Cr Joyce, Cr Beech and Cr Tracey.

Against: Cr Elvin and Cr Dinsdale.

The motion was declared carried on show of hands.

CARRIED 8/2

MOTION

Moved: Cr Coxhead

Seconded: Cr Dally

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3. That Council approves and endorses the Commercial Term Sheet (**Attachment 1** of this report):
- b. With the following amendments to the below commercial term:
- ii. Term 40: Protection against privatisation:
Option (a) Include additional anti-privatisation clauses within the foundation documents (over and above what is provided in the Act) and require unanimous shareholder approval and a binding poll to be held with residents before such clauses can be amended.

AMENDMENT

Moved: Mayor Denyer

Seconded: Deputy Mayor Murray-Benge

3. That Council approves and endorses the Commercial Term Sheet (**Attachment 1** of this report):
- b. With the following amendments to the below commercial term:
- i. Term 40: Protection against privatisation:
Option (a) Include additional anti-privatisation clauses within the foundation documents (over and above what is provided in the Act) and require unanimous shareholder approval before such clauses can be amended, noting that a binding poll of residents is an option under consideration.

A division was called and voted on as follows:

For: Mayor Denyer, Deputy Mayor Murray-Benge, Cr Sole, Cr Rae, Cr Joyce, Cr Beech and Cr Coxhead.

Against: Cr Dally and Cr Dinsdale.

Abstained: Cr Elvin

The Amendment was declared carried on show of hands.

CARRIED 7/2

The following became the **SUBSTANTIVE MOTION**.

RESOLUTION CO26-6.14

Moved: Cr T Coxhead

Seconded: Cr G Dally

3. That Council approves and endorses the Commercial Term Sheet (**Attachment 1** of this report):
- b. With the following amendments to the below commercial term:
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- i. Term 40: Protection against privatisation:
Option (a) Include additional anti-privatisation clauses within the foundation documents (over and above what is provided in the Act) and require unanimous shareholder approval before such clauses can be amended, noting that a binding poll of residents is an option under consideration.

A division was called and voted on as follows:

For: Mayor Denyer, Deputy Mayor Murray-Benge, Cr Sole, Cr Rae, Cr Joyce, Cr Beech, Cr Dally and Cr Coxhead.
Against: Cr Dinsdale.
Abstained: Cr Elvin

The motion was declared carried on show of hands.

CARRIED

RESOLUTION CO26-6.15

Moved: Cr R Joyce
Seconded: Deputy Mayor M Murray-Benge

3. That Council approves and endorses the Commercial Term Sheet (**Attachment 1** of this report):
 - b. With the following amendments to the below commercial term:
 - ii. Term 44: Selection of Chair of Board of Directors
Option (b) That the Board Chair is selected and appointed by the Councils.

CARRIED

Cr Dally and Cr Elvin abstained from the vote.

RESOLUTION CO26-6.16

Moved: Deputy Mayor M Murray-Benge
Seconded: Mayor J Denyer

4. That subject to a decision by both Western Bay of Plenty District Council and Tauranga City Council to approve the Local Water Done Well due diligence (proposed for 24 March 2026), and a decision by both Western Bay of Plenty District Council and Tauranga City Council to establish the Water Organisation (proposed for 2 April 2026):
 - a. Western Bay of Plenty District Council and Tauranga City Council shall work together in good faith to resolve any outstanding commercial terms not yet
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approved by both Western Bay of Plenty District Council and Tauranga City Council.

- b. That Council notes that staff will prepare the Water Organisation's Shareholders' Agreement and Company Constitution:
- i. In a manner that is consistent with the approved Commercial Term Sheet and any additional commercial terms subsequently agreed by Western Bay of Plenty District Council and Tauranga City Council; and
 - ii. To enable incorporation of the Water Organisation by approximately 1 July 2026, with operations commencing on 1 July 2027.

CARRIED

RESOLUTION CO26-6.17

Moved: Cr A Sole
Seconded: Cr G Dally

5. That Council, in relation to whether Tangata Whenua may hold Class A (voting) shares in the Water Organisation, confirms that Class A (voting) shares in the Water Organisation may be held only by shareholding councils.

A division was called and voted on as follows:

For: Mayor Denyer, Deputy Mayor Murray-Benge, Cr Sole, Cr Dally, Cr Rae, Cr Joyce, Cr Beech and Cr Tracey.
Against: Cr Elvin and Cr Dinsdale.

The motion was declared carried on show of hands.

CARRIED 8/2

RESOLUTION CO26-6.18

Moved: Cr G Dally
Seconded: Cr R Joyce

6. That Council notes that all parties on the Joint Working Group have reached a consensus on all terms within the Commercial Term Sheet (**Attachment 1**), with the exception of whether Tangata Whenua should hold Class A (voting) shares in the Water Organisation.
7. That Council notes staff will report back to Western Bay of Plenty District Council and Tauranga City Council in relation to the draft Shareholders' Agreement and Company Constitution for the Water Organisation for endorsement and approval prior to execution by the Mayor and Chief Executive.

CARRIED

10 INFORMATION FOR RECEIPT - KŌRERO TE WHIWHIA

Nil

11 RESOLUTION TO EXCLUDE THE PUBLIC – WHAKATAU KI TE PORO I TE MAREA

Nil

The Meeting closed at 7.23pm.

Confirmed as a true and correct record at the Council meeting held 28 April 2026.

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Mayor J Denyer
CHAIRPERSON / MAYOR

Unconfirmed