3.09 QE Health Regeneration

Evaluation, Cover Sheet and Decision Form

Project:	QE Health Regeneration		FOR:	Approva	I
Applicant:	QE Health Limited		PDU II	D:	Commercial Information
Application type:	PGF	(A) Total Project Value:	\$ ^{Commercia}	al Information	
Funding type:	Loan	(B) PGF Funding Sought:	\$ ^{Commercial}	\$ Commercial Information	
Entity Type:	Company	(C) PGF Funding Recommended:		\$8,000,000	
Region:	Bay of Plenty	(D) Applicant Contribution:	\$ ^{Commercial}	Information	
Tier:	1 - Regional	(D/A) Co-contribution	Comm %		
Sector:	Tourism	Rate:			
Application summary:	QE Health ('QEH') provides an extensive range of health and wellbeing services in Rotorua, but the current facility it operates from is outdated (77 years old) and is no longer fit for purpose. Commercial Information An \$8m loan has previously been conditionally approved from PGF (November 2018). Commercial Information			no longer fit for	
	An alternative site for QEH will construct (and own) a r	new purpose built facility, for Commercial Information Commercial Information	or which	a loan fro	

It is recommended that the IAP:

Note that RED Ministers approved an \$8,000,000 loan in November 2018 to relocate QE Health Ltd operations to a purpose-built facility situated on the Scion campus in Rotorua.

Approve the revised request from QE Health Ltd to use the \$8,000,000 loan from the PGF fund towards an alternative site proposed by Pukeroa Oruawhata Trust (POT) for the QE Health facility because:

- The original analysis of benefits still stand, key reasons for IAP support included:
 - o The creation of new jobs and avoidance of job loss
 - The utilisation of Maori asset base

Commercial Information

- Alignment to the region's economic and visitor strategies
- The project will further enhance the work underway on the Rotorua lakefront upgrade (part funded by PGF)
- the project continues to strongly align with regional strategies
- QE Health has sound governance and management (noting a new Board and CEO)

Subject to:

- the Wai Ariki Hot Springs & Spa project being approved for a \$9,000,000 loan
- due diligence being completed to the satisfaction of the PDU
- confirmation of costings for the project to the satisfaction of the PDU
- confirmation of sufficient co-funding to complete the project, to the satisfaction of the PDU
- evidence, satisfactory to PDU, that the full extent of bank funding options, and grants, has been exhausted
- the applicant in its procurement considers the social, economic, cultural and environmental outcomes that this project is aiming to achieve by incorporating government's broader outcome procurement objectives where possible
- consents being granted Commercial Information
- confirmation of support for the new site from Rotorua Economic Development Ltd and Rotorua Lakes Council
- confirmation of the land transfer or ownership arrangements for the new site

Section A: Triage – Assessment against PGF eligibility criteria Is the project: An illegal activity? No located in the three main metropolitan areas? No seeking investment in large scale infrastructure of social assets? No three waters

Application description		
For analysis of the original proposal ple	ase find attached Coversheet from Sep	otember 2018 (Annex One).
Proposed new site		
QEH's current facility is outdated (77 years)	ears old) and is no longer fit for purpos	e, Commercial Information
A short term extension of the QEH lease plans for a replacement facility.	e, to Commercial Information, has been agreed	to by POT, to allow time to finalise
Whilst the amount of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project itself is changed – involving a significant of the requested load project of the requested	gnificantly lower capital cost of \$\bigcom{Co}\$) and now in conjunction with PO	e previous PGF approval for QEH, the ommercial Information), a different I's proposed 'Wai Ariki Hot Springs &
QEH has been exploring various site op- concluded that remaining within POT's impact on business continuity, less imp	lakefront campus and being part of th	eir development plans - due to less
It is estimated that the building will be	completed and the new facility fully op	perational towards the Commercial Information.
It is proposed that a lease of up to commercial	will be granted by POT, on comme	ercial terms.
The cost of the building has been put at relocation costs). PDU requires oversight		
Refer to the Wai Ariki Hot Springs & Spadevelopment, and QE Health's, are closon a 'whole of campus' approach).	•	
Both projects are conditional on PGF fu	nding. Commerc	cial Information
Co-Funding Table		
Co-Funder	Pledged/Confirmed/Cash/In-Kind	

Co-Funder	Pledged/Confirmed/Cash/In-Kind	
Commercial Informatio	Loan	\$ ^{Commercial} Information
Commercial Informatio	Grant	\$ ^{Commercial Informat}
Commercial Information	Grant	\$ ^{Commercial Information}
Commercial Information	Loan	\$ ^{Commercial} Information
Total		\$ ^{Commercial} Information

The application notes that the other funding providers have made a commitment to provide funding on the express condition that PGF funding of \$8m is secured (although PDU notes that evidence of this has not been provided).

Applicant background

The applicant, Q E Health Ltd is 100% owned by the Queen Elizabeth Hospital Community Trust (a Registered Charitable Trust).

QEH began in Rotorua in 1942 as the Services Convalescent Hospital, providing rehabilitation to soldiers returning from World War II.

QEH offers an extensive range of services including in-patient rehabilitation programmes, out-patient community

programmes, orthotics, occupational therapy, rheumatology, clinical psychology, social work, physiotherapy, osteopathy, gym facilities, fitness classes, dietetics, Wellness for Cancer and geothermal spa services (geothermal pools, massage, beauty, skincare, and appearance medicine).

It is also a centre of learning facilitating student/intern placements in Rheumatology, Psychology, Physiotherapy, Occupational Therapy, Nursing, and Sports and Fitness as well as supporting research with a number of tertiary institutions. It is contracted to provide some services to DHBs.

Overseas Investment Office

Is the application being made by a non-New Zealand based legal entity? (Foreign investment laws may apply and the Overseas Investment Office consulted)

No

Section B: Operational Assessment Criteria (Complete for EoIs and Applications)
(Rate and comment – 1= poor, 5 = very good - Provide the number for this project, not subsequent phases)

Fund and government outcomes Please highlight number below

Would the project:			
>	create permanent jobs?	See Coversheet in Annex One, no change in job creation.	N/A 12345
>	deliver community benefits?	See Coversheet in Annex One, no change in community benefits.	N/A 123 <mark>4</mark> 5
>	increase utilisation of and returns on Maori assets?	The proposed POT site for QEH was part of the land set aside for the Crown, following negotiations with local lwi in 1880 for the establishment of the City of Rotorua. Originally gifted land considered surplus to the Crown's requirements, was later returned to POT in 2005. The surplus lands were returned without compensation and the Trust has focused on the development of these assets to provide an income stream that can be used to fund distributions to current and future generations of Ngati Whakaue.	N/A 123 <mark>4</mark> 5
>	enhance the sustainability of natural assets?	The geothermal resource is central to the QEH project (as it is POT's proposed Spa), both from its incorporation into the delivery of wellness-based services and also from utilisation of a sustainable energy source. The cascaded use of the geothermal resource maximises the energy contained.	N/A 12 3 45
>	mitigate climate change effects, or assist with the lowering of emissions?	See Coversheet in Annex One, no change in mitigating climate change.	N/A 1 2 3 4 5

Additionality

Would the project:

add value by building on what is already there, without duplicating effort? As noted by QEH (and POT, in its application), both QEH's, and POT's proposed Spa development, are closely inter-related - involving shared services, and with marketing to be on a 'whole of campus' approach.

Rotorua's lakefront is currently largely underdeveloped and underutilized.

With the site's location on the Rotorua Lakefront within an existing Tourism ecosystem and adjacency to the CBD make its redevelopment a key part in achieving the overall success of repositioning Rotorua in the Tourism market (and the PGF partfunded upgrade of the public domain component of the Lakefront).

The long-term vision for the site is a development that will accommodate a range of health and wellness facilities to establish the site and the City as a centre of excellence for wellness tourism.

The use of the geothermal resource for delivery of health & wellness purposes is seen as a unique differentiator for Rotorua. QEH, as a specialist clinical and rehabilitation services provider, will complement the services provided by the POT Spa, by providing an extended range of Medi spa-based health & wellness activities on site.

N/A 1 2 3 4 5

N/A 1 2 3 4 5

be a catalyst for productivity potential in the region? Rotorua is recognised as a geothermal spa destination. The applicant notes that the potential synergy between QEH and POT's Wai Ariki Spa, plus the Lakefront investment from the PGF and local government, will ensure Rotorua's potential to be a world leader in geothermal spa is unlocked.

The project will enable QEH to continue the delivery of their health and wellbeing services for the benefit of the Rotorua and the wider New Zealand, community.

There will be flow through economic benefit for the region that will be delivered from the developments.

Connected to regional stakeholders and frameworks

Does the project:

align with regional priorities, such as frameworks, or regional plans? See Coversheet in Annex One, for regional alignment.

It is also in alignment with the 'Rotorua Wellness Facility Indicative Business Case' prepared by Commercial Information

; which considered it feasible for Rotorua tourism to becoming a preferred global level spa and wellness destination, offering a wide range of unique geothermal and tourism activities, moving towards higher a value opportunity,

and targeting a longer stay, and higher spend, in the region.

N/A 1 2 3 4 5

have the support of local governance groups (councils, iwi and hapu)? It is clear from the application(s) and discussions by the PDU with the applicant(s) that it has consulted and involved Iwi, which has provided QEH with support and guidance on the project to ensure cultural appropriateness and the link to the healing waters remains at the fore front.

The project is fully backed by local Iwi, Pukeroa Oruawhata, noting it is totally dependent on each other to proceed; and includes QEH having a minimum ground lease.

PDU has sought confirmation of support from

N/A 1 2 3 4 5

Rotorua Economic Development Ltd and Rotorua Lakes Council. Governance, risk and project execution Does the application show: robust project The project will be governed by a project team comprised of the N/A 1 2 3 4 5 management and following members: governance Privacy of natural persons systems? will provide full Project Management including design procurement, design management, consultant payment management, consent management, construction procurement, construction administration, compliance management, risk management coordination, Engineer to the Contract role, defects management. Other professional firms involved are, and will be: Commercial Information The involvement of POT provides a good degree of comfort. It is also noted that once the QEH premises are substantially Commercial Information complete, plans for future The building will be planned and designed by QEH in conjunction N/A 1 2 3 4 5 ownership and with Commercial Information and be owned by QEH – on land subject to a minimum ground lease from POT. operational management? On-going operational funding will be provided by QEH (as evidenced by the financial feasibility study undertaken by QEH has long-standing revenue contracts with DHB and ACC. how the project Designer procurement has already occurred. Procurement was N/A 1 2 3 4 5 will be delivered via an RFP process for the concept design, on an invited basis for and managed? Architects only and this was run internally by QEH. Commercial Information was the successful architect and was invited to provide a proposal for full design services including sub consultants. The intended construction procurement process is as follows: (a) Early Contractor Involvement ('ECI') to suitably sized construction companies that have a regional presence in the Waikato / Bay of Plenty region. (b) ECI RFT provided to the short listed companies for involvement in the design process (buildability, material, programme, cost, etc) along with costs for Preliminary & General, Margin, Design Involvement and Subtrade Tendering Management. (c) Subtrade tenders requested at the completion of the

design process. The subtrade tenders are procured via an open book methodology between the Client and Preferred Tenderer. The QS will review the costs and if acceptable the Preferred Tenderer's tender is accepted.

Section C: Risk Management Evaluation Does this application demonstrate consideration of the following risks? Yes Type of risk **Risk description** Mitigations **Risk Rating** Is the project feasible? Can A significant amount of □ Project risk Low/Medium it be delivered on time, on planning work has been budget and to undertaken, with the specification? involvement of appropriate specialists. The building has been designed to create efficiencies. PDU has noted a potential issue with the availability of the final building designs required for the Building Consent (and the timing of its issuance). QEH is an existing business ⊠Operational risk Will the project or asset Low operate to specification, to with a successful track budget, and achieve the record. forecast revenue? Some comfort is taken from the financial forecasts prepared by Have insurable risks been Appropriate insurance Low considered? Is the level of cover will be put in place. majeure/Insurance risk insurance adequate? ⊠ Macroeconomic risk Has the impact of possible Exposure to a cyclical Low external economic changes tourism industry is limited, been considered? and business is supported by DHB contracts.

Sectio	n D: Funding and fi	nancial analysis	Please highlight number belov
Does t	he application sho	w:	
>	How strong is the financial position of the applicant organisation?	QEH is essentially a not-for-profit business which does not generate a commercial return and is without significant cash reserves. The project is reliant on low cost funding and grants. Essentially, prior year surplus funds have been directed towards	N/A 12 3 45

	maintaining the current dilapidated building. The QEH Balance Sheet does not have any significant assets, therefore provides no additional security to lenders. Westpac has indicated (letter provided) their willingness to consider (PDU notes no form commitment given) the provision of a loan facility of up to \$1.5m.	
	30Jun19 (Draft) Annual Accounts have been provided by QEH, and disclose (2018 in brackets): Total Revenue: Net Surplus (before Financing Costs): \$ Commercial Information Net Surplus for Year: Total Assets: Net Assets / Equity: \$ Commercial Information Commercial Information Commercial Information Commercial Information PDU has been provided with a copy of the feasibility study; and forecasted cashflow statement. FY20 (Budget) is for Operating Cashflow of \$ commercial in increasing to free cashflow for debt servicing of circa \$ commercial in increasing to free cashflow for debt servicing of circa \$ commercial in commercial increasing slightly over the years to circa \$ commercial increasing to free cash flow evidences an ability to service the proposed debt, and achieve a level of principal reductions/repayments between commercial Information are comprised of: Commercial Information	
	However, this still leaves a forecast \$ of PGF of debt to refinance at the end of the requested term.	
How does the scale of the project compare to their overall business?	The project is significant for QEH. However, appropriate professional advice has been sought and will be utilised. The fact that the project relates primarily to the housing of the existing business, in purpose designed premises, eliminates much of the risk, as does the comfort provided around the financials from the work undertaken by	N/A 123 <mark>4</mark> 5
Why is Crown funding being sought rather than commercially- available funding?	As noted, QEH is essentially a not-for-profit business which does not generate a commercial return and is without significant cash reserves. The project is reliant on low cost funding and grants. The QEH Balance Sheet does not have any significant assets, therefore provides no additional security to lenders. Limited bank funding is available until performance proves the forecasts to be correct in generating higher levels of revenue and free cash flow.	N/A 123 <mark>4</mark> 5
What does the independent financial analysis/ business case indicate?	As noted, commercial information has been actively involved. As part of the evaluation PDU has had extensive discussions with commercial information as it has with the QEH CEO.	N/A 123 <mark>4</mark> 5
 Is the funding model requested appropriate? Is the PDU recommending a 	The loan is considered appropriate.	N/A 123 <mark>4</mark> 5

	different model?		
<i>A</i>	Has the applicant provided evidence of market pull for this project?	QEH is an existing business, just moving to a new facility. However, comfort is also taken from the market analysis undertaken by POT as part of its application. Lakes DHB has confirmed its support through an extension of the term of its contract for services with QEH.	N/A 123 <mark>4</mark> 5
>	Has the applicant provided evidence that their supply chain is secure?	As noted previously, QEH is an existing business, just moving to a new facility.	N/A 123 <mark>4</mark> 5
	ary of funding nancial analysis:	A very well established business, with potential to grow. Financial analysis and forecasting has been undertaken by	N/A 123 4 5

Funding arrangements

Funds will be drawn down against achievement of milestones, and against QS Certificates confirming work undertaken to date and also sufficient committed funding available to complete.

Proposed Term Sheet Summary (noting full term sheet will be developed post decision)

Key loan details to be considered					
Structure	QEH as borrower	Interest rate	^{Com} %		
Maximum funding amount	\$8,000,000	Default interest:	Comme %		
Min. Co-funding	\$ ^{Commercial} Information	Loan repayment terms:	Commercial Information		
Term	Commercial Informati	wто			
Security	Commercial Inform	nation			
Concession(s) (if applicable)	Commercial Information				

Consultation from partner agencies undertaken or implications

TPK has been invited to comment on the application.

Conflicts of interest and T&Cs

None noted -	Commercial Information

Commercial Information

Due diligence needs to be undertaken.

Further information from applicant

Following initial assessment, additional information was sought from and provided by the applicant.

Summary statement of Peer Review undertaken

The following Peer Review has taken place in connection with this application:

All applications are discussed between the Regions Team and Investment Team during the assessment process and prior to submission to SROs / IAP.

Consultation with the relevant partner agencies has occurred allowing them to provide any relevant technical advice with any feedback included verbatim within this application form.

In the development of this form:

- i. A peer review by an Investment Director has taken place and included the following to the satisfaction of the peer reviewer:
 - a. An evaluation against the PGF criteria;
 - b. financial analysis;
 - c. A risk assessment, highlighting any relevant or key risks;
 - d. Conflicts of interest have been noted and accepted and the peer reviewer concurs with the recommendation proposed.
- ii. The Head of Investment has reviewed this recommendation.
- iii. This application has been reviewed by the PDU SLT.

Peer Review has been completed	Yes
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Supporting proposal:	Yes
Appendices:	Yes – Previous Coversheet and application
Author of paper:	MJB, Investment Director, PDU Investment Team

Annex One: Coversheet QE Regeneration Project PGF Application

COVER SHEET

Annex One: Coversheet from IAP meeting held on 12 September 2018

3.4 **QE Regeneration Project** For: **PGF** Application **Approve Background & context: Recommendation: Applicant Organisation:** We recommend that the IAP: QE Health Ltd (QE) Commercial Information QE is owned by QE Community Trust, a not for a) Note profit charitable trust The 'in principal' approval of PGF funding to the Location: level proposed will assist QE in locking in the Rotorua additional project funding. **Proposal:** Commercial Information b) Note To relocate QE to a purpose-built facility. **Funding Sought:** Total project value: \$ Commercial Information PGF Funding: \$ 8,000,000 Commercial Information Commercial Information c) Note **Background:** QE provides clinically-led health and wellness services. d) Note a review of financial projections will be QE has been on the same site for 76 years. required once debt terms and conditions have **Commercial Information** been finalised. e) Note EBITDA growth is primarily driven by revenue growth that can be grouped into three areas: Commercial Information a. Capitalising on QEs spa and rehabilitation capabilities; b. Improved pricing due to improved quality and appearance of facilities; and The new facility will be fit for purpose and support c. The provision of a broader range of growth in three key areas being the gym, products (eg clinical psychology, outpatients and spa. nutrition, vein treatment, and specialised gym programmes (e.g. yoga, The new facility will include: and pilates) o 4 separate geothermal pools and The summary of revenue growth shows hydrotherapy pool Commercial Information o 46 individual multi use treatment rooms Accommodation o 500m2 full service gym Note QE is planning to diversify and capture the Class rooms for joint exercises, education

and training

- Over recent years there has been an increased focus on private services with a diversification away from a heavy reliance on ACC and DHB as income sources. The new site will support QE to grow private services currently being offered and move pricing in line with market competitors.
- The estimate cost to build has been calculated by Kingstons Quantity Surveyors. Included in this cost estimate is a contingency of circa 10% of the total cost.
- The business case, including financial projections has been developed

- demand for increased medical tourism in the appearance medicine field (already a profitable market for QE with New Caledonia an established source of clients). Typically, these clients attend annually for three-week periods. QE is looking to expand to include the Australasian market. A health Tourism market overview has been provided.
- g) Support the recommendation to approve in principal \$8,000,000 from the PGF fund towards QE Regeneration Project subject to:
 - a. firm commitments for the remaining project funding being secured from private/commercial sources;
 - Terms and conditions of PGF funding to be agreed – a mix of grant and loan finance;
 - c. MBIE agreement of the tender/contract strategy for the planned civil and building works; and
 - Rework of financial projections once commercial debt levels and terms are finalised.

PGF criteria that this proposal supports:

PGF Criteria	Assessment Commentary	Rating (1√ to 5√)
Link with fund and government out	comes	
Creates permanent jobs	Retaining jobs with an increase in FTE to circa	444
Delivers benefit to the community	 Skilled jobs – the additional commercial information on average, resulting in an increase in the salary spend of \$ commercial information increase in the salary spend of \$ commercial information. Commercial information increase in the salary spend of \$ commercial information. Provides employments and internships each year. Provides employment to a number of contracted staff. Attract tourists to the region – medical tourism. QE runs a number of community development programmes. 	√√√
Increased utilisation and returns of Maori asset base	 The QE developed community and social programmes have a high uptake by Maori clients with up to 45% in some programmes. QE has set up partnership and MOU agreements Commercial Information 	√ √

Enhanced sustainability of natural assets	 Commercial Information QE will also be working with local lwi to restore the 	√ √								
	trail/nature walks and geothermal features around the site.									
Mitigation of climate change effects	 QE will utilise geothermal sources for heating and water 	4 4								
Additionality										
Adding value by building on what is already there	 Building on the existing business of QE, it should be noted if the proposal does not proceed it will close as it has no option to stay in the current facilities. 	√√√								
Acts as a catalyst for productivity potential in the region	 Increased visitor numbers and spend – pull-through revenues (hotel accommodation, rental cars etc). 	111								
Connected to regional stakeholders and frameworks										
Alignment with regional priorities	 The facility fits with Rotorua Lakes Council visitor strategy and Rotorua Economic Development objectives and strategic plan for the region. Clear alignment with Rotorua Council goals – assessment provided. Aligned with and supports the Rotorua 4 corners strategy. 	√√√								
Support from local governance groups (inc. Councils, Iwi/Hapu)	 Rotorua Lakes Council, Rotorua Economic Development, Iwi, and a number of commercial enterprises. Letters of support provided. 	111								
Governance, risk management and	project execution									
Robust project management and governance systems	 Good, sound project management in place. Utilisation of appropriate specialists evident. 	111								
Risk management approach	 A risk management plan and register is in place. Risks have been identified with action strategies in place. 	√ √√								
Future ownership / operational management	Existing ownership structure in place.	111								

The purpose of this briefing is to consider recommending PGF funds to the QE Regeneration Project

Risks Issues:

- Delivering the new facility on time and on budget
 - o Mitigant: Utilisation Of Commercial Information for accurate costings and MBIE endorsement of the tender/contract strategy for the planned civil and building works
- Ability to achieve growth targets
 - o Mitigant: Forecast growth is spread over a range of services

Eligibility points of note:

• Due diligence: Entity due diligence has been completed. It is a condition of approval that additional due

- diligence is to be to the satisfaction of the Head of PDU Investment team.
- *Conflict(s) of interest:* Based on the information provided no conflict of interest is evident noting that full due diligence will inform this item further.
- *Illegal Activity:* Based on the application information provided and feedback from other agencies there is no indication that the applicant or project has been involved in, or associated with illegal activity.
- Alignment with Regional development plans: The facility fits with Rotorua Lakes Council visitor strategy and Rotorua Economic Development objectives and strategic plan for the region.
- Commercial funding availability: Given the nature of the project, a mix of commercial and PGF funding is appropriate.

Consultation undertaken or implications:											
Legal	N/A	HR	N/A	Finance	N/A	MBIE policy	N/A	Other			
Supporting proposal:				Yes Supporting letters withheld - Commercial Information							
Appendices:				Yes - Applications and supporting letters are as annexes							
Sponsor(s):				N/A							
Manager/Author of paper:				Nick Hough, Investment Team							