

GREEN PARK WATER SERVICES LIMITED

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD IN THE CONFERENCE ROOM AT THE GREAT RIFT VALLEY LODGE, NAIVASHA, ON 28TH JANUARY 2017 AT 11.00 A.M.

PRESENT	
Torben Rune	Chairman
Anthony Howard Victor Church	
David Donaldson	
Hemendra Purushotam Modi	
Iqbal Fatehali	
Reiner Patuschka	
Mike Harries	
Bruce James Knight	
Peter Low	
G & D McIntyre	
Marie Roselyn Wootton	
Parminder Kaur Bedi & G.S. Bedi	
Brian Patrick Plumbe & Karen Plumbe	
John Morris & Salle Morris	
Susan Church	
Torsten Fjastad & Catherine Fjastad	
Ian & Erica Sharp	
Collin Edward Church	
A representative of Cotlag Limited	
John Corr	Representing Lakebreeze Ltd
James Cartwright	Representing Hondo Ltd
Mrs. Lel Cartwright	Representing Tini Ltd
Andrew Ritchie & Cherry Ritchie	Representing Kaburu Heights Ltd

Horst Schoenemann	Representing Maconec Ltd
Marie Horst	Representing Horst-Marie Ltd
Pravin Bowry	Representing Marbow Investments Ltd
Christina Morgan & David Morgan	Representing Lugga Ltd
Sally Share	Representing Windy Ridge Ltd
Alexander Ilagoswa	Representing Cee Sixty Three Holdings
Palle Rune	Representing Green Park Golf & Country Complex
PROXIES	
Proxy	Shareholder
Chairman	Einstein Trading Company Ltd
Chairman	Henry Dawson
Chairman	John Mbari Mburu

IN ATTENDANCE

Ajay Chandria - Representing PKF Kenya - Auditors
Pauline Munyua - Representing Africa Registrars - Company Secretaries

APOLOGIES

Susan Omino
James Hutchings
Aziz Fazal
Virginia Graham
Ngure Mwaniki

MIN. 1/2017: PRELIMINARIES

The Chairman called the meeting to order at 11.20pm. The Company Secretary confirmed that the meeting was quorate and read the notice and agenda. She read the apologies and proxies that had been received.

MIN. 2/2017: CONFIRMATION OF MINUTES OF THE PREVIOUS AGM

The Minutes of the Annual General Meeting held on 20th February 2016 were taken as read and were confirmed as the true record of the proceedings as proposed by Mrs. Lel Cartwright and seconded by Mrs. Cherry Ritchie.

The Minutes for the Extra Ordinary General Meeting held on 9th July 2016 were tabled to the members and were approved as the correct record of the proceedings as proposed by Mr. Horst Schoenemann and seconded by Mr. Ben Arentz.

MIN. 3/2017: CHAIRMAN'S REPORT

The Chairman read his report which was as follows:

Welcome friends to Greenpark's Annual General Meeting. Thank you for taking the time and effort to come and join us today.

As many of you know we recently lost our good friend and valued member of Greenpark, Mr Graeme Hern, who passed away earlier this year. Graeme was not only an active member of the community, he also gave freely of his time to serve on the board of Greenpark Water Services. Our thoughts and prayers are with Anna and her family and we offer them our full support as members of this community going forward. In memory of Graeme I would like to ask everyone for a minute's silence please.

Thank you.

2016 has been a very eventful year with a number of changes on the world stage as well as locally. Luckily we don't have Trump and Brexit to deal with, however we do have a number of our own challenges in Kenya.

During this last year your board and the estate management have been busy trying to streamline operations and improve and professionalise the management of the estate. Val was a key part of this process and sadly we had to say goodbye to her towards the end of last year. We are very grateful to Val for her friendship and her commitment to her role in Greenpark over the past 4 years. We have been fortunate in recruiting Raymond Behr as the new estate manager. Raymond comes with a wide breadth of experience perfectly suited to the role and in the first few weeks his hands on approach has already resulted in many positive changes. Raymond is now hands on in many areas and is to be your first point of contact on any issues relating to Greenpark and he is ready and willing to help.

Over the last year the following changes are worth noting:

- 1) Accounts – From July 2016 Joshua Ndambuki joined us and we set up an accounts office in the estate managers office. Joshua has done an amazing job in getting on top of the accounts. Key critical changes within accounts function include>
 - (a) Splitting ACR into its own revenue stream with its own debtors list and debtors control. We now have monthly invoicing option and a monthly control sheet.
 - (b) Splitting Water revenue into its own revenue stream with its own debtors list and debtors control. Several non-payers have been disconnected after warnings have been given and not actioned.
 - (c) Director signatories now get daily cash flow reports showing position of each bank account, daily cash movements and unallocated payment report.
 - (d) On line banking with live reporting on all debits and credits to the bank accounts.
 - (e) Implementation of VAT, VAT payments and VAT claims done monthly.
 - (f) Co-ordination with PKF to ensure monthly management accounts and directors report.
 - (g) Centralised debt collection function

- 2) WATER – With water being one of two main revenue streams a huge effort has been put in to ensure we fully understand and control this function. We have now put meters on all stations pumping up to the water tanks and also all downlines where water is gravity fed to plots. This has been done to allow us to get an exact understanding as to what we are pumping and what we are supplying and to then do comparisons with what we are charging out. There is a clear mismatch on what we are supplying and what we are charging and we will identify the causes very shortly.
- 3) New Generation share certificates – Thanks to John Ouya, Triza Wamuhu and Africa Registrars we have now issued 281 shares through new Generation share certificates. Another 32 are in touch and in process of securing their new share certificates. We would encourage all those who have yet to secure their new generation share certificates to please apply through Triza.
- 4) Wildlife monitoring and control – Colin Church has worked together with management to carefully and safely remove 16 buffalo from the estate. To our knowledge we now have approx. 5 to 7 buffalo left which we plan to remove mid-March. Please remember buffalo are dangerous and are still on the estate and in the past 18 months we have had 4 buffalo attacks on the estate. I would like to thank Marc Goss and Mara Elephant Project for their enormous assistance and use of their helicopter as well as KWS and their teams in assisting with buffalo removal. As part of our wildlife policy Colin has also been keeping records of other wildlife sighted within Greenpark. These include Impala, Eland, Zebra, warthog, dik dik, water buck, leopard and others. We are also monitoring waterholes and wildlife movement around these areas. With regards to bringing wildlife into the estate at this stage we feel it is important to let things settle and complete the buffalo removal program before we consider importing other wildlife. At that stage we will work on plans to make the estate a beautiful, accessible and safe place for people to walk and enjoy other recreational activities.
- 5) ROADS – The roads have been a real challenge with very heavy rains at times and with a grader that was unserviceable. We managed to find the grader blade and to get the grader serviced and working and many of the roads have now been repaired and are in good order. As funds become available we will continue to improve roads within the estate.
- 6) SECURITY – Earlier this month Raymond arranged for Mr Wilfred Ngonze and his sergeant to come to Greenpark to do some intensive training of our security teams. They not only trained them on their security functions but also gave them rank and order that would enable us to ensure a much more efficient security team going forward. Thanks to those of you who came to support the passing out parade.
- 7) Mediation – As I mentioned in my Chairman’s address last year, one of the shareholders questioned the method of how we charge the ACR fees. The result was that we have been in Mediation with them over the last few months with Philip Coulson as the mediator. As the mediation agreement has yet to be signed by both parties we are unable to report on the agreements reached in the meeting today. However in due course we will inform all shareholders of the outcome.
- 8) The Residents association was formed and I introduced it briefly in my Chairman’s address last year. Ben Arenz is the association chairman and I have asked him to please give a short brief after the closing of the AGM on the residents association and its activities.

- 9) The new Tarmac Road has been a great improvement and has am sure reduced the maintenance costs on our vehicles significantly. The continuing of the road around North Lake past Kasarani will apparently re start in February and we look forward to being able to use that route round to South Lake.
- 10) FIRES – With the very dry period being experienced currently Raymond and his team have worked tirelessly the last 6 weeks to clear fire breaks all around the estate. We have had several small fires which have quickly been identified and put out before they became a problem. On one boundary through effective back burning we have managed to clear a huge area which will ensure we are safe from any fires coming from that area for the next few months. We would like to ask all shareholders to please be extremely vigilant when it comes to fire and ensure you cut your fire breaks, prevent your staff from un necessary burning and ensure any sign of fire is reported.
- 11) RAMANI MAP – We contracted Ramani to provide a highly digitalised aerial image of the estate (see on entry). A copy of this is available for anyone that wants it, please just let Raymond know of your interest. We will now slowly be adding, plot delineations, road names, easements and other key aspects of the estate to our master copy.
- 12) DEBT COLLECTION – This remains a key priority. Short terms debts will continue to be handled and collected by Joshua in the Greenpark office. Any long outstanding debts are now being handed to MMC Africa who have a mandate to pursue the debts and use all means for recovery. In the last 8 months alone upwards of KSH 4 Million of old outstanding debts has been collected.

Throughout this last year the people on the ground have worked tirelessly to try and change and improve many of the critical functions of running the estate. Specifically I would like to thank Val Corr, Anthony Kihonge, Sandala and most recently Raymond Behr as well as all the staff of Greenpark Water Services.

Looking to the year ahead for Greenpark we are happy that we are now getting good traction in many key areas. Focus for 2017 will be on ensuring the systems now implemented are used to ensure maximum efficiency in control of water and ACR revenues as well as continued improvement on cost controls. We look forward to working with the new management, the resident’s association, the building committee and all shareholders to ensure we meet our shareholders expectations.

MIN. 4/2016: REPORTS BY THE BUILDING AND DEVELOPMENT COMMITTEE, THE ESTATE MANAGER AND THE SECURITY COMMITTEE

1. Building and Development Committee Report

Christina Morgan presented the Committee’s report as follows:

“The Committee wish to remember the recent, sad loss of Graeme Hern and extend their sympathy to his wife Annalyn and family. Graeme represented our Board of Directors, Friend and Neighbor. He shall be missed.

During the past year, February 2016-January 2017, we held 13 meetings and several site visits to buildings in progress as well as one or two derelict buildings that have been sold on and neglected. These structures are not only unsightly but a fire hazard and a threat to security. Owners of such plots are asked to please attend to their poor condition.

Internal Fencing – The request to fence only around the house or building site to facilitate room for grazing of what wildlife remain, and what may be imported has largely been ignored. Obviously the committee need more support from the Board of Directors on such issues, perhaps through an official fencing policy.

There are several building projects in different stages of progress, all of which are near completion. There has been few new building applications during 2016.

The residents association has been slowly gathering pace, and have produced a newsletter full of useful advice to newcomers.

The Building & Development Committee at present have seven members as follows: Mrs Margery Barnes, Mr Ben Arentz, Mr Bruce Knight, Mr John Corr, Mrs Susan Church (Secretary) and Mrs Christina Morgan (Chair). All are willing to stand for re-election.

Mr Michael Lewis resigned from the committee earlier in the year.

Thank you”.

2. The Estate Management Report

Raymond Behr presented the report as follows:

“Good morning to the residents and members of the board, thank you all for attending this AGM,

Some of you have not met me yet, I am Raymond Behr the new estate manager I joined GPWS in December so am relatively new and still finding my way around. Thank you to the residents and members of the board who have welcomed my family and I to Green park.

The team and myself have been extremely busy, and due to the dry weather we have been concentrating on getting firebreaks cut along the perimeter fence, making sure the water supply is fully operational as well as training our security team.

FIREBREAKS

We have so far managed to cut 5.9kms along the perimeter fence, 3.2 kms along internal roads, 3.7 kms on internal fences and 1.9 kms along the airstrip.

Can I please ask all shareholders to clear firebreaks along their fences, so as to help protect their properties.

We will continue with this exercise and hope to finalize the firebreaks by end of Feb. After this it will only be a matter of maintenance along the fence line.

WATER

Both the boreholes are in good order and all the storage/ pumping stations are working well.

SECURITY

The whole security team is being revamped and we have just concluded a 10 day training course on Discipline, laws of Kenya the wildlife act as well as first aid and PR, this will be an ongoing process so as to improve our security services that we provide to the residents of Green Park.

We have supplied the night security with new LED torches and are working on providing the unit with new uniforms.

We had a passing out parade on the 18th of January and it was great to see some shareholders coming to support our security team, thank you.32 officers passed the training and 3 failed. We will be dividing Green Park up in to zones, so as to make it easier for the security to identify where

a specific problem may be, so if a resident calls them to Zone 3, they will know immediately where to go.

FIRES

We have attended to 4 fires this month, 2 on Green Park and 2 on Eburru which we went and helped put out as they were a threat to Green Park. The two fires on green park were on the 17th at 10pm and on the 24th at 1pm, I am happy to say that the security team and general staff of Green Park were very quick to respond to these fires and we managed to arrive on the scene 12 mins and 8 mins respectively, this shows me that the security personnel are defiantly improving. We also have a lookout stationed on the big hill keeping a lookout for any signs of fire.

As per the circular sent out recently, the security team will from Wednesday next week start on the registration of all domestic workers and issuance of personalized ID cards, this will also be extended to all contractors on the estate who will be issued with temporary cards. A photographer will accompany the team so as to take all the photos we require.

VEHICLES

We have serviced all our vehicles, and fitted them with new tyres. There are still minor jobs to be carried out on some of them and this is a work in progress.

AIRSTRIP

We are improving the airstrip and have cleared all the edges, repainted the markers and purchased fire extinguishers which will be on a stand together with sand buckets to be stationed near the parking area.

I cannot stress enough how delicate this airstrip is and am extremely concerned and very disappointed to see that some people still drive their cars on it!! This practice has to stop and I have now placed a security guard in the area to keep an eye on it.

ROADS

Due to the extremely dry weather we are currently experiencing, the dust problem is becoming quite serious, I would like to remind most residents that the 30 KPH speed limit still stands, but unfortunately most residents and the numerous visitors on the estate seem to overlook or forget this.

A Resident stopped the tractor driver and was extremely rude to him about why he was watering the road near the main gate and not up on the hill, Please, if someone has a problem with any work we are doing, come and talk to me, the tractor driver was only doing his job and is still very upset about the incident.

Once the weather changes we will be starting on a program to improve the existing roads and drainage on the estate as well as looking to open up any necessary roads on phase three.

Thank you for your time and I look forward to a busy year ahead where I together with the whole team on Green park will do our best to serve the shareholders and improve on our service delivery.

MIN. 5/2017: RECEIVING AND CONSIDERING THE FINANCIAL STATEMENTS OF THE YEAR ENDED 30TH JUNE 2016.

The Chairman invited Ajay Chandria from PKF Kenya to present the accounts and also read the auditors opinion to the Members.

Ajay Chandria from PKF read the auditor's report in summary and highlighted the reduction in income and the increase in expenses.

After a question answer session from the members the Audited Accounts were adopted as proposed by Bruce Knight and seconded by Lel Cartwright.

MIN. 6/2016: AUDITORS RE-ELECTION

It was noted that the Auditors, PKF Kenya, had shown their interest in being re-elected as the Auditors. The Auditors re-election was approved as proposed by Ian Sharp and seconded by Peter Low.

MIN. 7/2017: ELECTION AND RE-ELECTION OF BOARD MEMBERS

James Cartwright, Palle Rune and Torben Rune retire from the Board by rotation and being eligible offer themselves for re-election.

The re-election was approved as proposed by Mike Harris and seconded by Anthony Church.

MIN. 8/2017: RE-ELECTION AND RETIREMENT OF THE MEMBERS OF THE BUILDING COMMITTEE

1. Resignation

The resignation of Mr Michael Lewis was noted by Members and commended him for a good job.

2. Re-election of:

- a) Mrs. Christine Morgan (Chairperson)
- b) Mrs. Margery Barnes
- c) Mr. Johnny Corr
- d) Mr. Bruce Knight
- e) Mr. Ben Arentz and
- f) Mrs. Susan Church (Secretary)

It was resolved to approve the resignation and re-election of the Building Committee Members as proposed by Horst Schoenemann and seconded by Karen Plumbe.

MIN. 8/2016: ANY OTHER BUSINESS

IT was noted that there was no any other business that had been communicated to the Chairman to be discussed at the AGM.

There being no further business the Chairman closed the formal AGM proceedings at 12.30 pm. He opened the floor for informal discussions related to the Company.

Signed as a correct record this.....day of20.....

CHAIRMAN:.....