

**REQUEST FOR MAYORAL DECISION – MD1520**

**Title: Barking Riverside Ltd – Continuation of support and statutory accounts**

**Executive Summary:**

The statutory accounts for year ending July 2014 are to be filed for Barking Riverside Limited – a joint venture company of which GLA Land and Property Limited is a shareholder along with Bellway Homes Limited.

In order to complete the accounts, the company’s auditors, KPMG, require each shareholder to confirm that it will continue to support the company including not seeking repayment of finance provided to the company during the twelve months following submission of the accounts.

Confirmation is to be provided in the form of two letters to be sent by GLA Land and Property Limited to the Directors of Barking Riverside Limited.

**Decision:**

That the Mayor approves GLA Land and Property Limited’s continued provision of support to Barking Riverside Limited in the form described in this paper for the period up to 31 July 2016.

**Mayor of London**

I confirm that I do not have any disclosable pecuniary interests in the proposed decision, and take the decision in compliance with the Code of Conduct for elected Members of the Authority.

The above request has my approval.

**Signature:**

**Date:**

## **PART I - NON-CONFIDENTIAL FACTS AND ADVICE TO THE MAYOR**

### **Decision required – supporting report**

#### **1. Introduction and background**

- 1.1. Barking Riverside Limited (BRL) is a joint venture (JV) between the GLA and Bellway Homes Limited, each owning 49% and 51% of the shares respectively. The GLA's interest is held by GLA Land and Property Limited (GLAP).
- 1.2. BRL's purpose is to prepare the Barking Riverside site for development, providing serviced development plots for house builders and to provide the essential physical infrastructure including highways, utilities and the wider public realm and community facilities. BRL owns the site and has earlier prepared and submitted the outline and reserved matters planning applications for the entire site and first two stages respectively, and is the signatory to the Section 106 agreement.
- 1.3. The shareholders provide development finance to the project in the form of loan stock which accrues interest in part. As one of the two shareholders in BRL, GLAP is required by BRL's auditors to provide comfort regarding continued support including existing loan finance for the 12 month period following submission of each set of statutory accounts in order that BRL can be considered to be able to continue to trade and subsequently the statutory accounts can be signed off and filed.
- 1.4. GLAP confirmed its provision of continued support for the 12 months following submission of the 2012/13 accounts in MD1340. This confirmation is now sought again for the 12 months following the anticipated submission in July 2015 of 2013/14 accounts. As part of the continued support this includes approval for GLAP to waive its right to on-demand repayment for the period of 12 months following submission of the accounts enabling preparation of the accounts for the current year.
- 1.5. The extent and limitations of the continued support is set out in more detail below.

#### *Barking Riverside*

- 1.6. Barking Riverside is a brownfield site of over 170 hectares on the north bank of the Thames at the heart of the Thames Gateway. The site, with a 2km riverfront is close to Barking town centre, 14km east of the city of London and 6km east of London City Airport.
- 1.7. In the 1920s, tidal marshland was drained for the construction of the coal-fired Barking Power Station, built to supply Essex and Kent with electricity. The station closed in 1981 leaving behind the significant power infrastructure of the National Grid switching and sub stations and many overhead lines and below ground cables.
- 1.8. Elsewhere on the site, an area of some 27 hectares was used from the early 1950s to the 1980s as a landfill for domestic, commercial and industrial waste. With the exception of a number of commercial tenants the site has remained largely derelict since the 1980s.
- 1.9. The vision for Barking Riverside is of a vibrant, sustainable community that will transform one of the largest brownfield sites in the UK. Planning consent is in place for 10,800 new, mixed-tenure homes alongside a full range of healthcare, shopping, community and leisure facilities and environmental amenities, all supported by new public transport links. Barking Riverside will create employment opportunities for 1,500 people and the plans also include the provision of new primary schools and a secondary school.

## *Progress to date*

- 1.10. Outline planning permission for Barking Riverside was granted in August 2007 for the entire development and this was followed in June 2009 by detailed consents for the first two stages of development. These comprise 3,285 homes and the neighbourhood centre (Rivergate Centre) providing a primary school, place of worship, café and foyer, doctors' consultancy, day nursery and play space alongside local retail/commercial space.
- 1.11. The first phase of development commenced during 2010 with the significant site preparation works involving raising ground levels to lift the new development a minimum of 5m above contaminated ground and flood levels with the import of a clean clay cap, constructed on raised engineered ground.
- 1.12. To date and within the first stage of the development, 686 homes have been completed and occupied, a further 414 homes are due to commence construction in August 2015 with completions scheduled Q3 2016.
- 1.13. Alongside the first phases of housing, The Rivergate Centre was completed and opened in September 2011. This is home to a three-form entry primary school and nursery, a place of worship, and some commercial space, ensuring that Barking Riverside residents had access to essential services from day one. Additionally the first phase of commercial development is also complete with a new grocery store (Morrisons) now open since January 2015.
- 1.14. Beyond this BRL has been working closely with the GLA, HM Treasury, Transport for London and private sector funding partners to finalise funding arrangements for the extension of the Gospel Oak to Barking London Overground line to the site which will see a significant change in the strategic direction of the project and which will unlock the full potential of the whole site for 10,800 homes and 65,500sqm of commercial, retail and leisure development.
- 1.15. The funding agreement is now being finalised and GLAP has approval in place to contribute towards the funding of the railway. The target for terms to be agreed and both final Mayoral and TfL Board agreement is September 2015. In parallel with this BRL has started to prepare a revised masterplan that will accommodate the new rail strategy. Both this amendment and the TfL Transport and Works Act (TWAO) will be submitted in January 2016. The intention is that planning on the revised masterplan will be considered by the Council in Spring 2016 and that the Public Inquiry on the TWAO will be in considered Summer 2016 for a decision by the end of 2016. Subject to the outcome of these processes the intention is to start constructing the railway extension mid-2017, with construction completing and rail opening in 2020.
- 1.16. BRL will therefore need to review the speed at which it will bring forward land parcels in order that the housing output reflects the rail delivery programme and to deliver the critical mass of users (housing and people) required to serve operational rail. This review of plot release will also drive regeneration in this area in accordance with the draft Opportunity Area Planning Framework. BRL intends to review the plot delivery programme in the lead up to the TWAO and finalise any revisions to the BRL business plan in advance of the TWAO inquiry.
- 1.17. Significant changes to the BRL business plan will need to be reported back to the BRL Board and both shareholders, Bellway and GLAP.

## **2. Objectives and expected outcomes**

### *Confirmation required for auditors and submission of statutory accounts*

- 2.1. In order that the statutory accounts for year ending 31 July 2014 can be signed off by KPMG, BRL's independent auditors, and submitted both GLAP and Bellway Homes are asked to provide

confirmation of their intent in the form of letters (draft letters set out at Appendix 1) confirming that:

- GLAP (and Bellway Homes) does not intend to exercise its right to on-demand repayment of the GLAP loan balance outstanding for one year from the date of the letter, and that
  - GLAP (and Bellway Homes) will continue to provide financial and other support to BRL for the next 12 months to enable it to continue to trade.
- 2.2. The letter is a statement of intent based on the information available to the shareholders at the time of writing and is not legally binding. In the event that BRL decides to take the project in a different direction, the letters do not prevent GLAP and/or Bellway Homes requiring a different approach and treatment of their interests and resources.
- 2.3. As set out in paragraph 1.17 above, in the event that the support provided to BRL should change during this period to include a call on financial resources, a further MD will be sought.

#### *Current approved activities*

- 2.4. The current BRL board approval provides for development activity occurring over the next 12 months:
- Completion of infrastructure works, including public highways and connections, public realm and strategic landscaping (flood management and attenuation) for stage 1 to unlock the remainder of stage 1, (Plots F & G 414 units)
  - Completion of road infrastructure works and engineering design for the remainder of stage 1 (Plot H 235 units) and enabling initial design development for stage 2 plots to the north and east of the school site.
  - School site enabling works for the delivery of the 1,800 pupil secondary school in stage 2.
  - Prepare and submission of s73 planning application to amend the masterplan and accommodate the new rail strategy.

#### *Current financial position*

- 2.5. Beyond the project finance provided by the shareholders, BRL receives income from the sale of development plots and from commercial tenants elsewhere on the site. The first of these provides sufficient income to finance its approved development activities and the second of these provides sufficient income to cover the operational costs of the company and of holding the site.
- 2.6. At this stage, BRL has sufficient working capital through land sales and tenant income to support these activities without further investment by GLAP. This is however provided the projected land sales on plots in stage 2 north proceed as shown in the cashflow. BRL's partners have expressed commitment to draw down on the plot options in order to release the land parcels and subsequent land sale income in stage 2 and BRL is due to submit planning to LBBDD in July 2015 to release the required plots.
- 2.7. Whilst the current cashflow indicates that the GLAP financial commitment is not expected to extend beyond the personnel resource commitment of the Directors and officers engaged in the project, there will be a review of the business plan at the time rail funding has been confirmed in order to fully assess the plot release strategy in parallel with the rail construction strategy and the TWAO approval. This work is expected to commence in September 2015 in the lead up to TWAO submission. As set out above, any new spending commitments will require reporting to shareholders GLAP and Bellway for approval.

- 2.8. As at close of financial year ending 31<sup>st</sup> July 2014, GLAP has a loan balance due of £34,557,397. This comprises finance provided by the GLA (and English Partnerships and the HCA historically) and capitalised interest.
- 2.9. The draft statutory accounts for year ending 31<sup>st</sup> July 2014 are appended.

***Extent of support to be provided by GLAP during the period up to 31<sup>st</sup> July 2016.***

- 2.10. GLAP currently provides personnel resources to BRL in the form of:
- Three senior staff nominated to the BRL board as Directors. These roles are without remuneration. GLAP's nominated BRL Directors are currently:
    - ❖ Richard Blakeway, Deputy Mayor for Housing, Land and Property,
    - ❖ David Lunts, Executive Director Housing and Land, and
    - ❖ Fiona Duncan, Head of Area North East, Housing and Land Directorate
  - One Senior Area Manager from the GLA's Housing and Land Directorate, Matthew Carpen, acting as a day to day client representing the interests of the GLAP. From 1 June 2015 the intention is for Matthew Carpen to be seconded to BRL on a full time basis.
  - Fiona Duncan and Elinor Savage will also provide GLA Housing and Land Client contact and support.
- 2.11. Further resources are provided to the project by Bellway Homes for contract management, site management, finance and administration under the terms of the JV agreement.
- 2.12. It is proposed that this resource commitment remains in place for the period ending 31<sup>st</sup> July 2016. In the event that further resources are required or any change of the structure and operation of BRL is proposed a further MD will be sought as appropriate.

**3 Equality comments**

- 3.1 The current and emerging masterplan and amendment to the rail strategy meet a number of needs including unlocking the delivery of housing and affordable housing, faith space, leisure space and accessible public transport and public realm. The work related to the revised rail and masterplan strategy will include equality impact assessment.

**4 Other considerations**

- 4.1 As noted earlier, BRL has been working closely with the GLA, private sector partners and Transport for London (TfL) to develop the business case for the extension of the Gospel Oak to Barking London Overground line to the site which will see the unlocking of the full potential of the whole site of 10,800 homes and 65,500sqm of commercial, retail and leisure development.
- 4.2 BRL has recently agreed terms for plot sale to Bellway Homes for a further 414 units commencing on site in August 2015 and is in discussion with Bellway regarding the final plot on stage 1 for a further 235 units. The total capacity from stage is anticipated to be approximately 1,400 units.
- 4.3 It is accepted by all parties to the development, that this will represent the limit of the development that can be viably and commercially developed without commitment to the delivery of the rail links to the site.
- 4.4 Funding agreement is sufficiently advanced for BRL to begin works on stage 2 in order to proceed beyond 1,400 homes. In the event that the current funding strategy for the rail is unsuccessful BRL, GLAP and Bellway will need to review the next steps for the development.

## **5 Financial comments**

- 5.1 A cashflow forecast to July 2016 has been reviewed by GLA Financial Services.
- 5.2 Quarterly review meetings should be scheduled with GLA Financial Services in order to monitor the progress of the joint venture throughout the year.
- 5.3 Officers have confirmed that letters of support will also be signed by Bellway Homes.

## **6 Legal comments**

- 6.1 Sections 30 and 34 of the Greater London Authority Act 1999 (as amended) (GLA Act) gives the Mayor a power, acting on behalf of the GLA, to do anything which he considers will further or which is facilitative of or conducive or incidental to one or more of the principal purposes of the GLA as set out in section 30(2) which are:
  - i. Promoting economic development and wealth creation in Greater London
  - ii. Promoting social development in Greater London and
  - iii. Promoting the improvement of the environment in Greater London
- 6.2 Sections 1 and 2 of this report indicate that the decision which is sought concerns arrangements which might be considered facilitative of and conducive to the promotion of economic development and wealth creation in Greater London.
- 6.3 As GLAP will be the party to send the confirmation letters to BRL, GLAP will also need to approve the continued provision of support to BRL in the form described in this paper for the period up to 31<sup>st</sup> July 2016 in accordance with its constitution.

## **7 Investment & Performance Board**

- 7.1 At this stage the Decision to continue to support BRL is not seeking any financial investment from the GLA or GLAP and has not therefore been considered by IPB or HIG.
- 7.2 Separate approval has been sought and agreed on 19 December 2014 in relation to GLAP contribution towards funding of the railway.
- 7.3 A further update to HIG is being prepared for September 2015.

**Appendices and supporting papers: None**

**Public access to information**

Information in this form (Part 1) is subject to the Freedom of Information Act 2000 (FOI Act) and will be made available on the GLA website within one working day of approval.

If immediate publication risks compromising the implementation of the decision (for example, to complete a procurement process), it can be deferred until a specific date. Deferral periods should be kept to the shortest length strictly necessary. **Note:** This form (Part 1) will either be published within one working day after approval or on the defer date.

**Part 1 Deferral:**

**Is the publication of Part 1 of this approval to be deferred? No**

If YES, for what reason:

Until what date:

**Part 2 Confidentiality:** Only the facts or advice considered to be exempt from disclosure under the FOI Act should be in the separate Part 2 form, together with the legal rationale for non-publication.

**Is there a part 2 form – Yes**

**ORIGINATING OFFICER DECLARATION:**

Drafting officer to confirm the following (✓)

**Drafting officer:**

Matthew Carpen has drafted this report in accordance with GLA procedures and confirms the following have been consulted on the final decision.

✓

**Assistant Director/Head of Service:**

Fiona Duncan has reviewed the documentation and is satisfied for it to be referred to the Sponsoring Director for approval.

✓

**Sponsoring Director:**

David Lunts has reviewed the request and is satisfied it is correct and consistent with the Mayor's plans and priorities.

✓

**Mayoral Adviser:**

Richard Blakeway has been consulted about the proposal and agrees the recommendations.

✓

**Advice:**

The Finance and Legal teams have commented on this proposal.

✓

**EXECUTIVE DIRECTOR, RESOURCES:**

I confirm that financial and legal implications have been appropriately considered in the preparation of this report.

**Signature**

**Date**

**CHIEF OF STAFF:**

I am satisfied that this is an appropriate request to be submitted to the Mayor

**Signature**

**Date**