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By virtue of paragraph(s) 3 of Part 1 of Schedule 12A of the Local Government Act 1972.

Agenda Item 13

OVERVIEW & SCRUTINY COMMITTEE – 5 JUNE 2020

LOCAL GOVERNMENT (ACCESS TO INFORMATION) ACT 1985

Not for publication by virtue of the following paragraph(s) of Part 1 of Schedule 12 A (L.G.A. 1972):

Paragraph 1: Information relating to any individual.

Paragraph 2: Information which is likely to reveal the identity of an individual.

Paragraph 3: Information relating to the financial or business affairs of any particular person (including the authority holding that information).

PART II – WOKING FOOTBALL CLUB & ASSOCIATED DEVELOPMENTS TASK GROUP REPORT

Executive Summary

This document contains the summary of the information and evidence which was collated from that available to the Task Group throughout its investigation. The information was sourced from a very wide range of material. The findings and the subsequent recommendations were derived from this summary. It should be noted that the typing in italic script are Task Group comments and questions throughout.

It also contains the time line of decisions and key meetings, with a reference list.

Recommendations

The Committee is requested to:

RESOLVE That

That the confidential supporting information in support of Woking Football Club & Associated Developments be noted.

The Committee has the authority to determine the recommendation(s) set out above.

Background Papers: None.

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Part II - Woking Football Club & Associated Development Task Group Report

Reporting Person: Cllr Deborah Hughes, Chairman of the Task Group
Email: CllrDeborah.Hughes@woking.gov.uk

Contact Person: Cllr Deborah Hughes, Chairman of the Task Group
Email: CllrDeborah.Hughes@woking.gov.uk

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Part II - Woking Football Club & Associated Development Task Group Report

1.0 Scrutiny Review Topic 1: The due process applied to the decision making

KEY DECISIONS AND SUPPORTING EVIDENCE

Finance arrangements

- 1.1 *It is clear that the original intention was for the development to be funded via private finance.*
- 1.2 In the Executive of 22.3.18 it is stated 'It is however sufficient to state that GolDev believes the proposals are deliverable through private finance'. It also states 'This report outlines the approach and the HOTs (Heads of Terms) that GOLDEV seeks to invest the necessary funds to move from concepts to a Planning application'.
- 1.3 (NB GOLDEV at this time was not GolDev Woking Limited)
- 1.4 Details from the Implementation Agreement, 30.1.19.
- 1.5 Commencement of work—'when ready the developer shall notify WBC the status of funding to include sufficient information to enable the Council to decide whether the Developer holds and /or has access to borrowing /or equity funding to enable it to carry out and complete the development works'.

Viability

- 1.6 Members in the Full Council meeting of 26.7.18 were informed that the 'viability assessment demonstrated to GolDev's satisfaction that the risks associated with taking forward the development were acceptable'. This was taken from the Initial Economic Viability Assessment prepared for GolDev in June 2018 in which it was noted that the minimum rates for development finance would be likely to be at least 7%. This reflects the high developer's profit which was stated to be 'circa 17%' due to the risks associated; the developer could anticipate a profit of 20% of gross development value. GolDev 'confirmed that at this stage in the Development's design, they are prepared to proceed with this level of risk adjusted return'.
- 1.7 *There is no information provided on the potential source of GolDev's proposed funding. Nor is this found through the due diligence process.*
- 1.8 In an email 23.7.18 from Peter Bryant (PB) to Peter Sugden, re the development lease, PB states 'I said we would likely accept a statement from a major lender etc. that funding was available i.e. we would not go behind such a statement when considering giving our approval. However we still need to 'approve' the funding before development starts. We will not agree to the development proceeding and our land being used for it without this protection.'
- 1.9 GolDev were initially confident of private finance. It is clear that this was expected within the agreement (confirmed in Council papers up to July 18)
- 1.10 PB also stated in the due diligence documentation that he wished to see satisfactory evidence of funding, i.e. via a certification/ letter.
- 1.11 And yet only a few months later this stance changed 180 degrees.

Offer of a Loan from WBC

- 1.12 Whilst members were assured that 'original proposals incorporated GolDev providing equity and raising finance in the market, initially to progress at a margin of 2% over the Council's borrowing costs. The scheme to Planning Consent and then build out' the Executive in November '18 marks the change with the Council offering to provide a Revolving loan facility of £250m to GolDev Woking Ltd (GWL) at a margin of 2% over the Council's borrowing costs.

Part II - Woking Football Club & Associated Development Task Group Report

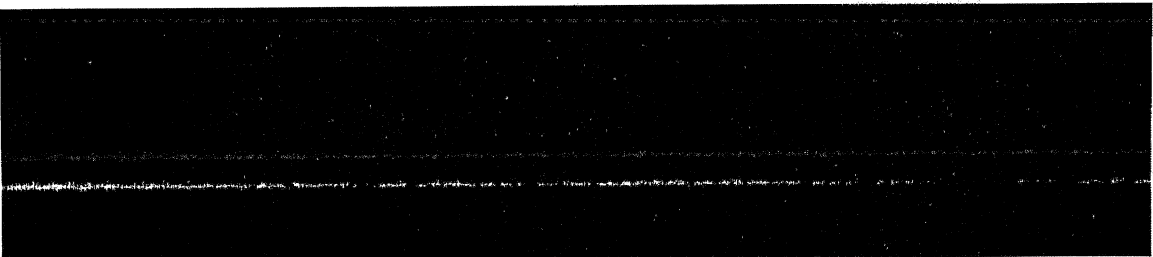
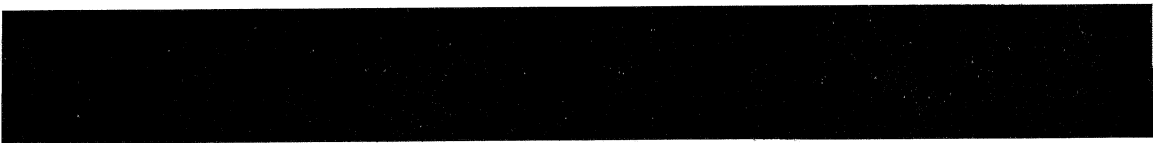
- 1.13 *There is no documentation available to the Task Group to explain this change in plans, from WBC having an expectation of private funding to an offer of a public loan. PB was asked for any correspondence in the period from July to November which would explain this and none was forthcoming.*
- 1.14 *No meetings were minuted nor are there any notes of discussions which took place at this time and who was involved.*
- 1.15 However there is an email RM to David Taylor (WFC) on 8 October 2018 recommending that WBC 'lend money to the developer at a margin only after planning and when construction starts'.
- 1.16 However it should also be noted that Ray Morgan in his meeting with the Task Group 1 indicated that it was still possible that the loan could be privately funded, GWL do not have to take up the Council's offer. The reasons he gave the Task Group for the offer of the loan was 1) to optimise affordable housing 2) to reduce the loan margin of a private financier.

Loan precedent

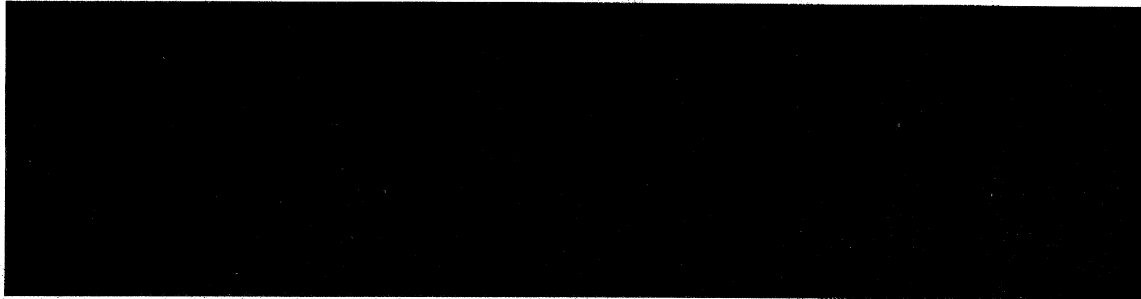
- 1.17 The offer of a loan of this amount and type to a private developer was questioned in the Council meeting on the 6th December 2018 regarding precedence.
- 1.18 It asked 'Excluding the Thamesway Group of companies, how many developers has Woking Borough Council lent money to, including revolving loan facilities, and what is the total value of such sums previously agreed with developers'. The response from Cllr Azad; 'The Victoria Square regeneration is funded by loans to the Council Joint Venture company Victoria Square Woking Ltd (VSWL). To date £165m has been loaned to VSWL to progress the development. There have been no other loans made to developers outside the Thamesway Group.
- 1.19 *In other words this loan to GWL is a precedent for WBC.*

Developer Changes

- 1.20 The Task Group sought information on the history of potential buyers/developers for the Football Club site over recent years.



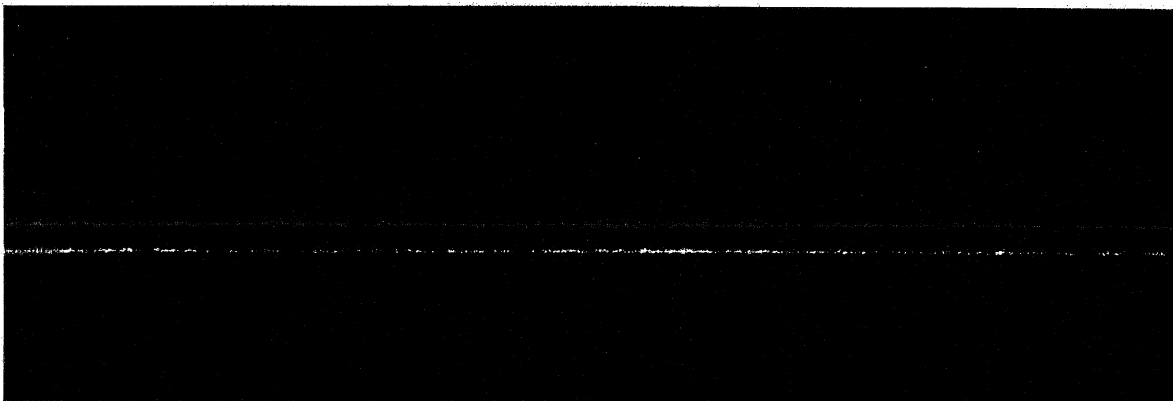
Part II - Woking Football Club & Associated Development Task Group Report



- 1.25 Things had moved on in the Executive papers of 22 March 2018 a report; 'sets out' proposals that have been developed with GOLDEV, [REDACTED]
- 1.26 A request for [REDACTED] released was made by the Chair of the Task Group and was declined by Peter Bryant.

Introduction of Wayne Gold & Dukelease

- 1.27 The Task Group was informed by RM and [REDACTED] that by Spring of 2017 Wayne Gold was already on the scene. By 17.7.17 in an email from Mark Harris (MH) to Ray Morgan (RM) on that date, subject, GolDev update it is clear that negotiations were only just commencing; 'Just to say though, that to date we have not had what we would consider to be a reasonable offer from GolDev or indeed , from a company called Dukelease who have been in contact with our agent Fletcher King and who I understand have an 'arrangement' with GolDev but until they make such reasonable offer that I can assure you that I would give it the consideration it deserves'.
- 1.28 *It is clear from this correspondence that Dukelease were on the scene two years before Councillors were introduced to them at the private members briefing on the 10th July 2019. This raises the question of why were members not informed of their existence and their role in this development?*
- 1.29 The initial Special Purpose Vehicle (SPV) was set up by Wayne Gold, GolDev (07936425). In May 2018 another SPV for the purpose of this defined project, GolDev Woking Limited (11339840) was registered at Companies House. It is this company on which the Council undertook its due diligence. The directors of this company are shown to be Wayne Gold and also two members of Dukelease (Charter House Property Ltd 09912788), Richard and Spencer Leslie.



- 1.31 The ensuing recommendations to Council from the Executive on 23 March 2018 were that; A Development agreement be entered into with GOLDEV to secure the ambition outlined in the HOTS attached to the report. The Development Agreement to include provision for a detailed joint feasibility study to ensure that the proposal is financially viable to be reported to the Exec in June 2018 for approval before the Development agreement goes unconditional.

Part II - Woking Football Club & Associated Development Task Group Report

1.32 *This is prior to the formation of GWL which is the SPV on which the Council conducted its due diligence.*

Size and characteristics of the stadium component

Policy for 10,000 seats

1.33 *This has been a feature which has changed over the past two years and yet was stated in Council as being Council 'Policy'.*

1.34 RM was able to supply the Task Group with committee minutes from the time at which this Policy was set. These go back to 1994/5 as evidenced in the minutes of the Special meeting of the Policy and Resource Committee on 4.7.94 and 3.10.95. Both references support WBC's support of the aspirations of WFC to be in the Football League and to be self-sufficient. In 1994 there was reference to the Taylor Report, with recommendations to expand from 6,000 to 10,000 capacity. In the Policy and Resources committee of the 3.10.85 'terms were agreed with WFC to remain in Kingfield and to redevelop the ground to entry to the Football League'.

1.35 Another document from this period, Woking Football Club Proposals, 10.8.95, which went to committee and almost sets in stone where we are now. At the time the Council suggested a 4 phase approach to redevelop the site;

- A 2,000 seat new stand at the Westfield End
- A 3,000 seat new main stand with toilets and facilities
- A 3,000 seat new stand at the Kingfield End
- A new stand at the Chris Lane side of 2,000 with facilities for food etc

1.36 Phase 1 of this was deemed to be urgent for completion by the 31.12.95, without which WFC could not enter the Football League until 1997/8 season.

1.37 *So in 1994/5 we have Council policy and proposals for new stands on the Kingfield site with a combined capacity of 10,000. However, RM in the Task Group referred to Policy at this point as having a small 'p'. If this is the case, why did the Council not revisit the numbers, or the 'Policy'?*

1.38 This did not proceed as WFC did not agree with WBC's proposals for a transfer of land in return. It is interesting to see the arguments WFC made at the time that 'Kingfield ground as a venue was not sound in planning terms (non-conforming use, over development etc.).

More recent plans for a development of 10,000 seats on the Kingfield Site

BNP Paribas Report

1.39 In a Press release from WBC it states the 'Council approves WFC development proposals. Full Council considered and approved the (BNP Paribas) viability assessment, submitted by GolDev, to redevelop the existing WFC at Kingfield Rd and deliver a 10,000 seat stadium, associated facilities and additional housing'.

Part II - Woking Football Club & Associated Development Task Group Report

- 1.40 In Council on 26th July 2018 the BNP Paribas document was included. The Council papers agenda item 7b point 2.2 state 'The BNP Paribas report reflects the terms agreed between the Council and GolDev, not least the Council's requirement that a new stadium is built in Kingfield, with 10,000 seats and the facilities required to meet English Football League standards' (*and yet this could be changed by an officer at a later stage without recourse to Council*)

- 1.42 Later in the Executive, 22.11.19 there is a recommendation to Council that 'the contract provides for a stadium with a capacity of 10,000 of which some 70% should be general use seats.

Reduction from 10,000 to 9,026

- 1.43 The TG was given to understand that the present permissible capacity of the Football stadium is 5,400 of the 6,600 current capacity.
- 1.44 In response to a public question on 10.10.19 'A capacity of 10,000 was originally requested by the football club. This formed the basis of discussion between the Council, the Club and GWL. As had been publicised recently, the Council (as landlord) agreed that GolDev's proposed planning application would be submitted with a reduced capacity of 9026. This capacity enables the new stadium to include sufficient facilities for WFC to have a viable future'
- 1.45 *So this raises the question of why had the Council, or other stakeholders had not reviewed the capacity required at the start of the revisiting of the development of the ground. We see conflicting information here from the WFC which is said to have asked for 10,000, then requesting 9026, to a letter from the WFC Chair on the 17th April 2019 stating that 8,000 capacity would be enough.*
- 1.46 *But goes against what we were previously informed as members to be a defined Council Policy.*
- 1.47 In response to Cllr Barker's motion in Nov 2019 where the Council had agreed that Officers should review and consider a reduction in seating from 10,000 to between 6,000 and 8,000
- 1.48 PB explained that he had asked about a reduction to 6/7/8k and 9k in capacity. He had consulted with the Leader and Portfolio holder and had gone through with them the drawings of the draft planning application.
- 1.49 When asked by the Task Group how the change to 9026 came to Council, when there has already been a delegated authority agreement to the change from 10k, PB explained that the timescale did not allow time for this to go back to Full Council for their prior agreement. *There was significant discussion with in the task group on whether this contravened what had been understood to be Council Policy? PB informed the group that as one of the three statutory Officers this was within his delegated authority. This was also confirmed by RM in the group's discussions with him on the topic.*

Defined guidance on the national league requirements

- 1.50 The Rockvolt paper point 6.5 'The stadium will accommodate seated fans in accordance with legislation and guidelines'.
- 1.51 *Confusing, what legislation and guidelines are we dealing with here?*
- 1.52 Information taken from the English Football League website, under stadium capacity for entrance to National 2nd League, states;

Part II - Woking Football Club & Associated Development Task Group Report

1.53 In Part 1, GROUND CAPACITY and SEATING.

1.54 1.1 Subject to paragraph 1.55 below, the ground capacity and number of seats under cover, as would be recorded in the Club's safety certificate when in membership of the League and taking into account all other provisions of these Regulations, must meet the following criteria:

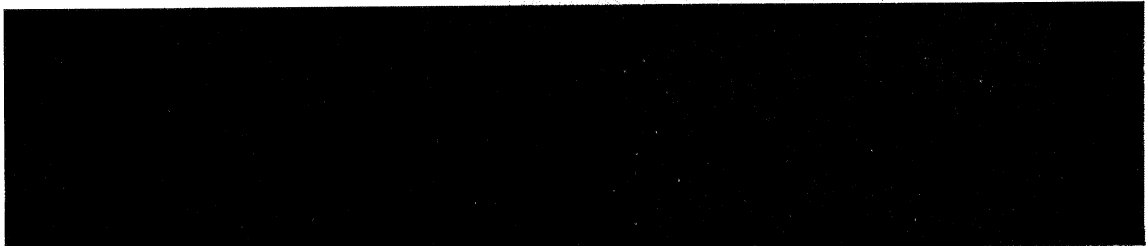
| | |
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| Qualification Criteria; | (capacity) 4000 (with ability to reach 5000) (seating) 500 (with ability to reach 1000) |
| Admission Criteria; | (capacity) 5000 (seating) 1000 (with ability to reach 2000) |
| Membership Criteria; | (capacity) 5000 (with ability to reach 2000) |

1.55 A new member club entering League Two must comply with the Qualification Criteria and has until 30th April in its first Season as a Member to meet the Admission Criteria set out in the above table.

1.56 *It is appears from this information that Woking Football Club currently has sufficient capacity to comply with the legislation and guidelines needed should the Club reach promotion status to such that it is aspiring, i.e. League 2.*

1.57 From the Woking Football Club's financial Report, 15.11.19 this is confirmed 'The football league require that all grounds that are promoted to League 2 must have a certified capacity of at least 4,000 (with the ability to be increased to 5,000)'. It is the Task Group understanding that they comply with this already? It then proceeds to state that 'In its first season as Member of the Football League the club is required to have certified capacity of 5,000 which shall include at least 2,000 seats'.

1.58 Again it is our understanding that they comply with this ruling already? *There is therefore a huge difference in what seems to be the standards.*



1.59 *There is clearly a difference in the capacity regarding the ratio of seats to stands. But surely the overall capacity needs to be clear to meet the aspirations and ensure compliance with the relevant football statutory authorities.*

1.60 RM was asked in the Task Group why has WBC not revisited the 10,000 seat capacity or conducted an option appraisal? It was informed that WBC has not initiated this. We are the respondent, not the proposer.

1.61 *So if the EFL and the Football Club inform us that 10,000 or even 9,000 capacity is not required, why was this not challenged early on?*

1.62 In minutes from Task Group meeting 17.12.19 'It was noted that originally the capacity of a team in the Football League required a total of 10,000 seats, however WFC had a preference of 8,000 seats (which still would be accepted by the Football League). Another requirement for the Football League was that the pitch was widened, something WFC were enthusiastic about'

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Part II - Woking Football Club & Associated Development Task Group Report

- 1.63 *Since then not only have the designation of the number of seats changed, also that there can be some standing, but also the number requested by the club and developers has reduced to nearer 9k on delegated authority.*

Size of the Pitch

- 1.64 This is an important feature in the specifications as a requirement by various statutory bodies for playing in the different Leagues.
- 1.65 The pitch at present is said to be 100m by 65m.
- 1.66 In the Woking Football Club Financial Report of 15.1.19 we are informed that 'a full UEFA compliant pitch with dimension of 105-68m which is capable of hosting international matches'.
- 1.67 *Since when has this been WBC ambition for the potential for international matches? This has not been mentioned previously.*
- 1.68 Information released to the Task Group by WFC indicated that basic football regulations state the minimum size of the pitch is required to be 100m x 64m.
- 1.69 The F.A. Recommended Football Pitch and Goal Sizes list a pitch for Senior 18+ players playing in 11 x 11 teams to be 100.58m x 64.00m, the size is bigger when runoff/safety areas around pitch are included, so to include those spaces a pitch has to be 106.07 x 69.49.
- 1.70 For the Premier League the norm seems to be for 105 x 68m, but the EFL specification requires the pitch size to be between the 100-110m x 64-75m.
- 1.71 *Certainly in both the requirement for the capacity of the ground and the size of the pitch there are questions. What is actually required, by whom and what for? Is the capacity of the ground to meet football specifications or to provide a stadium large enough to encompass the additional commercial space?*
- 1.72 *It would have been helpful for a discussion on the size and capacity of the ground to have been included in an early business case. WBC seems to have accepted the early 'Policy' number and not questioned this.*
- 1.73 PB informed the Task Group that he was asked to increase the size of the pitch and this resulted in a reduction in the housing units to 1048. The pitch was needed to be this new size to accommodate rugby. Need to ensure that the flexibility of usage is as wide as possible. He went on to explain that should the football club not be viable we need to ensure that our options are open.

Alternative uses of the stadium

Business Case

- 1.74 The business case "increasingly the business model of relying upon facilities which are wholly dependent on 23 games spread over a nine month season is becoming less sustainable." Therefore it informs us that a new stadium needs to be able to "facilitate the hosting of concerts and other stadium shows". In addition "it will provide medical and dental facilities to meet current and projected demand." On 2 December RM confirmed that non-football related income was required to ensure the viability of the football club. He mentioned for example medical centres and a dentist to ensure self- sustainability and to meet local needs.

Part II - Woking Football Club & Associated Development Task Group Report

Rugby

- 1.76 In the Rockvolt Specification (June 2018) the use of the football stadium for rugby was first mentioned. This has since had increasing prominence. RM in the Task Group discussion indicated that in PB's judgement the pitch required the additional width to provide increased options for alternative sports. This was also referred to in the WFC Financial Report of Nov '19 in which it is recommended to 'extend the pitch surrounds to accommodate extending the pitch playing surface to 106m to accommodate rugby'.
- 1.77 In the Task Group meeting, PB also confirmed that capacity for rugby was required in case football is not sustainable. To ensure long term sustainability it is prudent to maximise options for future uses.

- 1.79 *If this is the case why is the pitch being widened and why is rugby discussed as an option?*

Community Involvement

- 1.81 17.10.19 The Council passed two resolutions;
1. Request for GolDev, WFC and other stakeholders to reassess their plan to redevelop the Laithwaite Community Stadium and surrounding area in light of i) a petition considered at that Council meeting and ii) concerns of local people.
 2. Instructed Officers; to assess the effect on current development proposals, of stadium capacities at various levels between 6,000 and 8,000.'
- 1.82 Officers met with WFC and GolDev to address the issue raised in the resolutions (but not the residents). The final outcome, when it has been determined, will be reported to members and made public'.
- 1.83 A public question in 21.11.19 asked about alternative plans the response was that 'No such proposals have been submitted, or are (to my knowledge) due to be submitted to the Council';
? Cllr AZAD
- 1.84 *Lack of transparency over the plans in 2017, these were also not released as still deemed commercially confidential, although PB offered to contact the company there is no evidence that this was done or the outcome.*
- 1.85 There have been ongoing concerns at the nature, quality and opportunities for true public engagement. This was not aided by the mandatory period for public consultation from the time of the Planning Application being submitted being not only over the Christmas and New Year bank holiday period, but the first opportunity for the public to see and discuss the views with representatives from the scheme was on 25 January 2020, 15 days after the official end of the consultation period.

SWAG, the South Woking Action Group

NOT FOR PUBLICATION

Part II - Woking Football Club & Associated Development Task Group Report

- 1.86 Residents in the Hoe Valley formed an action group in July 2019 to support and represent residents' views on the proposed development. They have proven to be well supported by local people with over a thousand followers on their website and significant attendance at the public meetings that they have instigated.
- 1.87 They have engaged with Borough Councillors and taken the opportunities open to them to ask questions in the Council and the Executive. They have also met with the Borough Chief Executive and Senior Officers.
- 1.88 They spearheaded a petition which was heard in Council and following which there were motions submitted by Councillors for a reassessment of the size of the development.
- 1.89 Yet this community group has not been able to engage successfully with the developers despite repeated requests and the agreement of the developers and Saville's to meet with them which was agreed in the Councillor Private briefing. The developers agreed to meet but only once the application was in.
- 1.90 The documentation provided by the WFC and GWL indicated that they are supported by the community. [REDACTED]
- 1.91 *Residents who live in the neighbourhood have not been sufficiently engaged by the developers despite requests. They contest that they have not had an opportunity to discuss any possible changes that would make the development more acceptable to them. The risk that had been identified of 'resident opposition' has potentially only been exacerbated by a lack of engagement with the local community.*
- 1.92 The stand that was put up in the town centre on the 29th of November 2019 sought written support from those people who verbally agreed with the development, it did not seek views from those who did not.
- 1.93 Another 'Pop up stand' will be in the Peacocks on 28 February 2020 with partners from the developers and the football club in attendance.
- 1.94 The public consultation on the plans were held three times in the football ground and one at Mayford Village Hall.

Ongoing viability of the Club

- 1.95 Councillors were told at various junctures that the Football club was in financial difficulty.
- 1.96 The task group was informed by the Football Club that;
- The monthly payment to WFC from GWL is for one year post the signing of the agreements, therefore about to stop. These payments are a gift, a donation from the developers.
 - It is really Dukelease that is providing the funding at the moment
 - The £400k that is assured to WFC for the 2 years that they will be away from their club will also be a gift to the club with no repayment expected.
 - The total amount of money that will be provided in this gift to WFC is £1.3m. However if the build takes longer this will be guaranteed for that period also.
- 1.97 It is understood that it was anticipated that planning would have gone through earlier. This creates an issue to WFC as there is a need to negotiate what happens when the monthly

Part II - Woking Football Club & Associated Development Task Group Report

payment ceases until such time as the plans are agreed. They are under pressure to provide plans for their players, e.g. salaries etc. for next year

1.98 Special Council 5.4.18:

'The Development agreement with GOLDEV provides a real opportunity to secure the future of the WFC, a long term policy objective of the Council. WFC may cease to trade if it cannot secure improved facilities and the non- football revenue that this proposal seeks to achieve'

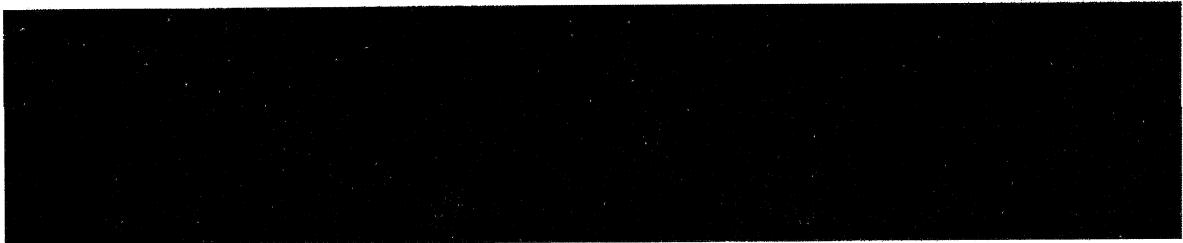
Here we have the threat of the Club going under.

Councillors have consistently been informed that the Council support for this development is to ensure the ongoing viability of the football club, to enable it to be self-sufficient and sustainable long into the future.

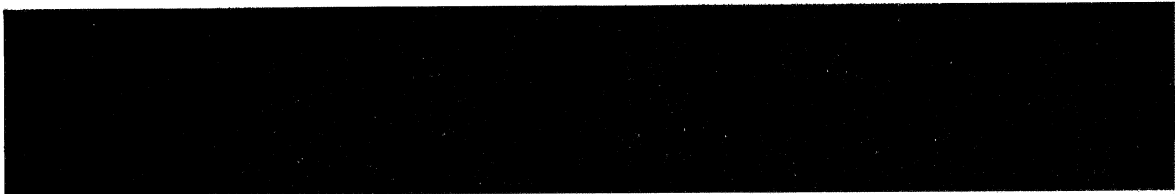
However, in discussions within the Task Group Officers agree that there are questions over the ongoing viability of the club and therefore it is prudent to have fall back plans. It appears that rugby may be one of these options should football not prove to be sustainable. The plans are therefore designed to provide maximum options for future uses.

At the 26.7.18 Council Agenda item 7b, point 2.3 'Officers advised the Executive that it could recommend to Council that the GolDev development was considered viable'.

It went on to confirm that 'the new stadium would effectively be financed by new residential development'.



Health and Safety Issues



1.102 In a response to a public question at the Exec. 21.11.19, we are informed that 'The Council Head of Democratic and Legal Service (PB) and Finance Director (LC) are directors of the company. Mr Bryant and Mrs Clarke have satisfied themselves that there are no health and safety problems at the stadium. They did this by i) undertaking a full site inspection and ii) questioning relevant WFC directors. It should also be noted that the stadium is inspected by outside agencies who are satisfied that it meets current requirements'.



Part II - Woking Football Club & Associated Development Task Group Report

Cost of the stadium, from 10m-21m

- 1.105 The first viability assessment (June '18) concludes that a 'new stadium at Kingfield Rd realising 10,000 seats and necessary facilities to meet English Football League standards can be built for approximately £10m' and that the 'development budget for the stadium has been allocated at £10m'.
- 1.106 2nd July 2018 letter Wayne Gold to RM, confirms that 'we are all content that an FA approved facility with a combined capacity of 10k seats can be achieved for £10m'.
- 1.107 In an email from WFC representatives in August 2018 alternative wording to the agreement is discussed, suggesting 'GolDev Woking agree to design, build and fund the new stadium works. The budget of £10 million has been allowed and that had been shown in the viability appraisal.'

1.108 Press release from WBC 27.7.19:

'Council approves WFC development proposals. Full Council considered and approved the viability assessment, submitted by GolDev, to redevelop the existing WFC at Kingfield Rd deliver a 10,000 seat stadium, associated facilities and additional housing. The viability assessment concludes that a new stadium at Kingfield Rd realising 10k seats and necessary facilities to meet EFL standards can be built for approximately £10million'.

- 1.109 *So a significant amount of information was produced to indicate that the stadium could be built for £10million. The latest information confirmed in the Viability assessment of November 2019 indicates that £21million is the anticipated cost. Discussions regarding the viability of the development and any associated risks have not yet taken place with the Council members.*

Number of homes

- 1.110 *This has changed over the time of consideration.*

- 1.111 2016 originally 40 homes proposed as suitable for this site.

- 1.112 Exec 23.3.17, 67 properties envisaged on this land.

- 1.114 Exec 23.3.18, now the rationale is the same to enable the future of WFC, but the means of providing this is via a development of 800+ dwellings to provide the funds to develop the 10,000 capacity stadium and also to relocate David Lloyd. In the introduction the document refers to "securing the Council's long term objectives for WFC. In order to do so the proposals incorporate a significant level of residential development well in excess of that envisaged in the proposals incorporated in the green belt review.

- 1.115 Special Council 5.4.18; First mention of affordable homes.

- 1.116 Exec 12.7.18, Attached to the documents were revised plans from Scott Brownrigg for the proposed development, dated May 2018, (previous one dated Jan 18) , Significant changes

Part II - Woking Football Club & Associated Development Task Group Report

to this plan were not discussed, e.g. the change from the dwellings per hectare of 163 to 203, 799 dwellings to **992**.

1.117 December 2019; the planning application requests permission for 1048 dwellings on this site.

1.118 So in two years it is noted that the number of dwellings thought applicable for this site goes from 40 to **1048**, a 26 fold increase.

Valuation of sites

Stadium site

1.119 Exec 23.3.17 Valuation. It is anticipated that £3 million plus is a fair indication of the current value of the site (the 120 + bungalows on Westfield Ave) depending upon what is built upon it; the value will probably be reduced by half if the Planning Committee required the delivery of affordable housing in accordance with the Core Strategy. In point 1.2 'It is difficult to assess the value until the detailed development is known but it is not unreasonable to assume that the value will rise and that it may be £1m to £2m'.

1.120 At Task Group meeting 2 December 2019 RM stated that the football ground was bought at a "fair price"

Egley Road Site

1.121 Exec. 22.3.18. At this point the land on Egley Rd was anticipated to be valued at £10m

1.122 Exec. 12.7.18. Now the land on Egley Rd still to be acquired if planning goes through... The terms to acquire the land at Egley Rd (now agreed at £11m).

1.123 No valuation has been performed for this price which is 1m over that previously quoted.

1.124 Exec. 22.11.18. That 'Egley Rd site be acquired by 4.1.19. Point 2.1 'The approved arrangements provided for the acquisition of the Egley Rd site to be **conditional** upon planning consent. Now that the Site Allocation DPD has been approved by the Council and the Regulation 19 consultation published it is considered to be in the Council's interest to secure the site.'

1.125 *(Note that the Reg. 19 consultation had not been concluded, nor had the inspector had chance to either review the submissions or make his report... this is still pending)*

1.126 As it had been established that we were discussing a draft agreement a question was also asked at this Executive that surely it is premature to be purchasing this land now. However the Executive continued to recommend to Council that the Egley Road site be purchased without Planning Permission having been obtained.

Risks

1.127 In the risk section of the Executive on the 22.3.18 it was noted;

- 1.7 - Proceeding with the development proposal will give rise to significant risks that the Developer will need to address. However the risk profile for the Council is considered to be small save to the extent that there may be public opposition to the proposals'.
- 2. - Page 7 of this document; headed SUPPORT. 'Whilst it is accepted that WBC are both land owner and planning authority, it must also be accepted that unless this scheme can be shown to make commercial sense, it will never proceed and the principles underlying any agreement are trust, openness and good communication'

NOT FOR PUBLICATION

Part II - Woking Football Club & Associated Development Task Group Report

1.128 *No point here (2018) is the commercial case put forward or proven? The only commercial case will be the 2 future viability studies, the first business case is that submitted by the Football Club in November 2019.*

1.129 GolDev write to the council dated 2nd July to indicate that 'it considers the project viable'

1.130 *Exec.12.7.18.* The viability assessment had previously been agreed to be a joint viability assessment. Yet the outcome was 'The Viability Assessment produced by BNP Paribas on behalf of GolDev, demonstrated to GolDev's satisfaction that the risks associated with taking forward the development are acceptable. The Council has no reason to disagree with this assessment'

1.131 The recommendation to the Exec was therefore 'to recommend to council that the development is viable and that the land at Egley Rd should be acquired by the Council for that purpose'

- 3.2 'The development agreement provides for the Council to acquire the site and the value will be returned as ground rent income and commercial and /or residential units at the end of the development. The Council will retain its existing land holdings and acquire the Football ground Land and the land at Egley Rd, with GolDev undertaking the development. The development risk is carried by GolDev'.
- 5.5 'There is a risk that doing nothing will see the financial failure of WFC and its loss of Lease, thereby creating the possibility of no major football club in the Borough' (no evidence provided to confirm this)
- 5.6 'Proceeding with the development proposal will give rise to significant risks that the Developer will need to address. However the risk profile to the Council is considered to be small save to the extent that there may be public opposition to the proposals'
- 5.7 ' There is one known risk which concerns potential income from Ground Rents as the government has announced its intention to regulate such matters. The risk will be explored fully in the Financial Viability Assessment'. (Refer to the section in this document on the ground rent issue)

1.132 Council 26.7.18, 'The Chief Executive stated that GolDev had not been procured by the Council. The Executive was informed that the risk to the Council was considered small and that (yet no risk assessment has been forthcoming) GolDev as the developer would need to address the significant risks of proceeding with the development proposal.'

1.133 *(Yet the Council later stepped in with the loan offer)*

1.134 PB was not 100% sure when asked by the Task Group if he had any concerns over the present or future viability of the WFC, PB response was that it's 'not certain. Need to risk mitigate.'

1.135 Risks to the viability of the Football club do not seem to have been documented or mitigated against by the Council.

1.136 When asked if she (LC) has any concerns regarding the Due Diligence outcomes, and replied so far no, but 'remains to be seen'

However assets have already been purchased by the Council in order to facilitate this development, and the Revolving Loan Facility, should it be utilised, as identified in 22.11.18, 6.2 'It is likely that the Revolving Loan Facility would peak at some £200m plus; i.e. peak construction period prior to sale of residential units' (this is the risk to the Council borrowing at this stage).

Part II - Woking Football Club & Associated Development Task Group Report

2.0 Demonstration of a Case for Change




- 2.1 *Going back to the beginning where is the evidence for change?*
- 2.2 *During the scrutiny it is clear that there was no defined document until November 2019 stating the case for change, either for supporting the sustainability of the Football Club nor the case for the direct involvement of WBC.*
- 2.3 *When the Executive resolved in March 2017 to make the Council's land at Kingfield Road and Westfield Avenue available to enable the redevelopment of Kingfield Stadium, there was no move for a review of the previous 'Policy' set in 1994/5 as in the 10,000 capacity, a number which has been so fluid in the past year.*
- 2.4 The first rationale was centred on WBC's desire to support Chris Ingram in his sale of his assets in the club. 23.3.17 Exec Part 2, 'Stadium owner wished to recoup some of the money he invested in WFC and the stadium, and to be able to cease his involvement in both. To support this the Council's own land adjacent to be put towards the redevelopment of the Kingfield stadium to secure the Council's earlier ambitions of ensuring the site is maintained in football use and that WFC can progress to League football. It was agreed;
- Ensuring that the development of the stadium would provide adequate facilities for a football club that would seek to progress in the Football League
 - Ensuring that Woking Gymnastics Club is able to reach its potential through increased space and is supported in relocating to a long term sustainable site, subject to planning approval
 - That a fair value is secured by the Council in respect of its land interests after taking into account its current obligations to KCS in respect of Kingfield stadium.
- 2.5 Options to consider development via the Council owned subsidiary of Thamesway Developments Ltd was rejected by officers, suggesting instead that the Council should assist in the achievement of the development and the future of the club by entering into a development and sales agreement. This would 'mean the council foregoing some of its value it may have achieved through a simple land sale'
- 2.6 At the same Exec the land management of Ten Acre farm was decided with the resolution that; Officers be authorised to submit a planning application for the use of Ten Acre farm for Woking Gymnastics Club amongst other things.
- 2.7 A whole year later the plans came back to the Executive; 22 March 2018, referring back to the Council resolutions in the March 2017 meeting. Attached to the paper are the plans for the proposed development from Scott Brownrigg dated Jan 2018. At this point the proposed move of DL was mentioned to facilitate the development.
- 2.8 *A major requirement is the long term sustainability of the club. Therefore part of the proposal is to provide the opportunity for a regular income generation via the commercial properties within it. However as of Sept '19 no modelling of the proposed income generation had been done. WBC plan to make it a condition of the planning permission, although this is not required per se. However it is understood that the financial feasibility of an application is not a material consideration by the Planning Committee and is irrelevant to their considerations.*
- 2.9 *However, it would have been very pertinent to the considerations of the Executive and to the Council over the past two/three years to have an understanding of this case for change. What are the defined drivers? How are these supported by evidence and ideally an option appraisal on alternative options?*

NOT FOR PUBLICATION

Part II - Woking Football Club & Associated Development Task Group Report

- 2.10 *As it was the Council was presented over and over with 'it's this development or the Football Club will go under'. There were no alternative options presented and no plan B for if this application failed. Yet the Council continued to move forwards in its own enabling of the development, perhaps pre-empting a planning decision by purchasing the stadium and the land on Egley Rd amongst other things.*
- 2.11 *There were two feasibility studies each conducted by BNP Paribas into the viability of the proposals. However the determining factor in whether considered viable or not was the degree of profit margin for the developer!*
- 2.12 The first 'business case' was the financial document produced by WFC and presented to LC and PB during November 2019 and not shared with any other Officers or Members. Nor with the Chair of this Task Group, despite requests to do so.

Availability of alternative plans

- 
- 2.14 Nor has any Plan B been suggested by WBC. However LC "when asked if there was a backup plan, Leigh confirmed that there were terms in the agreement that allowed WBC to pay GolDev a sum of money and undertake the development itself".
- 2.15 The projected income margin in the submitted business case (Dec 19) is a very small figure and provides virtually no contingency. 
- 2.16 For WFC to be sustainable we understand that it needs to achieve an income from the retail and commercial of c. £375k.
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WBC Site Allocation

- 2.18 The Westfield site was not in the initial call for sites by WBC so was not included in the Section 18 Consultation in **June-July 2015**. As a result of that consultation a 2.44ha site called UA53 was proposed including the football club, Gymnastics club, and Woking Snooker club to Westfield Ave was proposed at the LDF committee 1st July 2016. This was added to the draft Section 19 document 2016 which went to full council in **October 2016**. This site had housing number based on CS10 recommended housing densities "**it is suggested that this site could yield 40 dwellings**" & the description of the site use was for "**a stadium, gymnastic club, sports and recreational facilities and residential including affordable housing**"
- 2.19 *This was in keeping with the current core strategy requiring no loss of sports or recreational facilities and current planning policy on densities.*
- 2.20 There was a hiatus in the Site Allocations process during 2017 for a Martyrs lane public consultation and the revised Site Allocation DPD.

Part II - Woking Football Club & Associated Development Task Group Report

- 2.21 **12th July 2018 Exec** – GolDev proposal was passed by the Executive. This included 992 houses and commercial space on the site.
- 2.22 *This in effect pre-empted the publication of the draft Site Allocations Section 19 Consultation document & in contravention to Core Strategy 10 which recommends housing densities of 30-60 DPH in areas outside of the town centre.*
- 2.23 The Following LDF meeting on **5th Sept 2018** the committee chair proposed changing the 40 allocated dwellings for the UA53 site to **992 dwellings** & a new description “4.64 ha site is allocated for a mixed use development to include a replacement football stadium, residential including Affordable Housing, and commercial retail uses.”
- 2.24 These massively increased densities were in direct contradiction to CS10 housing densities but was added by the chair of the LDF committee (who had a declared pecuniary interest in Site UA53).
- 2.25 The additional words of “**replacement stadium**” rather than just Football stadium “**and commercial retail**” were added to the description of the site to mirror the emerging WBC/WFC/GolDev policy.
- 2.26 Within the LDF proposals there was also a commitment to hold a private members briefing for all councillors prior to the final consultation document going to Full Council on 23rd Oct 2018. This private members briefing was cancelled at the request of the portfolio holder.
- 2.27 The Regulation 19 consultation document went to Full Council on 23rd Oct 2018
- 2.28 *The document was passed by Council to go to public consultation with the 992 figure removed, but not replace it with any further figure. It was the only site to not have a suggested housing number in the entire document.*
- 2.29 Following the Regulation 19 Consultation, UA44 update in the Submission of the Woking Development Management Policies Plan Document, schedule of minor modification included:- ‘amend the first paragraph of policy UA44 to read: ‘This 4.64 ha site is allocated for a mixed use development to include an enhanced football stadium, residential including affordable housing, and commercial retail uses’ Amend the first key requirement of policy UA44 to read’ retain a football stadium at this location with enhanced facilities as a part of any redevelopment scheme’
- 2.30 Add a key requirement to policies UA44 and GB14 to read: ‘An archaeological assessment will need to be undertaken and submitted to the Local Planning Authority in accordance with Core Strategy Policy CS20’
- 2.31 Plus ‘Amend in key requirement 14 of UA44 to read ‘Highway improvements may be required at the junction of the site with Kingfield Rd and Westfield Ave’.

The Regulation 19 independent examination, 3.12.19

- 2.32 The participants were informed that UA 44 (the Kingfield stadium site and surrounds) was added by the Planning Portfolio Holder July 2018. As portfolio holder for Planning he had delegated authority as Chair of the LPF committee which approved the addition of UA53 (which became later UA45 then UA44).
- 2.33 In draft SA DPD 1.7.16 this site was identified as a new site for housing.
- 2.34 Public representation on this lack of a number for Site UA44 meant that the Regulation 19 public enquiry in Dec 2019 covered the changes in suggested figures for the site & lack of public consultation on the changes.

NOT FOR PUBLICATION

Part II - Woking Football Club & Associated Development Task Group Report

- 2.35 **Feb 14th 2020** Independent Inspector published his initial Woking Site Allocations Development Plan Document Post-hearings Letter suggesting that the figure for housing on site UA44 was ambiguous and not in accordance with the NPF. He also requested more details of public ownership of the land.
- 2.36 It is expected that both these issues will be fully addressed in his future report and will become planning policy to be followed by all future planning applications.

3.0 WBC Facilitation of the Development to date

- 3.1 In order to facilitate the development and support the Football Club, WBC already has:
1. A determined Policy from the meetings of 1994/5 for a 10,000 seat capacity stadium.
 2. Purchased the freehold of the stadium land for £2m via purchase of 100% of shares in KCSC LTD Company of which LC and PB are now the two Directors of the company. 22.11.18. *Without any valuation of the site value or share value*
 3. Purchased the Leigh Place land for £11million which it will then transfer to the tenant during the build. *Without any valuation.* (22.3.18 Exec)
 4. Agreement that the Council will sell, and the tenant will buy the 3rd party interests which comprise the whole or any part of Egley Rd freehold residential element with vacant possession.
 5. Confirmed that the land will be available and if necessary will use its CPO powers to release the land



7. Determining alternative locations for the Gym Club in the interim (22.3.18 Exec)
8. Considering alternative locations for the Snooker Club also
9. Agreed the provision of a loan agreement signed with GWL and WBC on 30.1.19 where 'the Lender makes available to the Borrower a sterling revolving loan facility in an aggregate amount equal to the Commitment'. *This is a revolving loan facility which the developer can utilise instead of seeking private funding. The Council rates would be advantageous at 2% over the Council's borrowing costs, so circa 3.7% compared with circa 7 % privately.*
10. A loan of £75k to WFC for 5 years at no interest for 5 years.
11. Arrangement upon handover of the stadium and facilities for these to be on a long term lease of £1 per annum to WFC.
12. WFC will have a 2 year rent free period
13. And yet it is clear that WBC is not participating in this as a joint venture or part of a partnership. (Implementation Agreement, 30.1. 19).
14. Historic financial support for the Club, as documented in the Executive papers of 23.3.17; 1990's 3 years of WBC sponsorship of the football club, £30k per year. Also undertook the improvement works to the ground by building the Leslie Gosden stand. Undertook other safety works to the total value of circa £1.7 m. Assurance of £2m if enter the League to provide funding for a new stand.

Part II - Woking Football Club & Associated Development Task Group Report

15. 22.3.18 Executive reiterates the Councils 'long term objectives for the development to secure the future of WFC' *however no information provided to Cllrs at this point regarding the financial state of the club.*
16. The same Executive resolved a provision of Interim Financial support to WFC in the sum of £170k, to 'ensure it remained solvent, through the Chief Executive exercising his delegated authority in furtherance of the objectives of the council'
17. WFC be paid £200k (£100k per annum) to host Sheerwater FC for 2 years (2018-2020). The rationale for this was pressure from Surrey FA to avoid relegation. Since then an additional £100k been pledged as this has been extended for another year. *There are no questions or discussion of whether this was a good price to pay? Rationale given that that this is 'essential to ensure the Council could still secure its objectives in respect of WFC as if it went into administration it would have lost its Lease of Kingfield Stadium. It is stated that 'This payment to WFC not only helps the Sheerwater regeneration by reducing its costs it helps WFC maintain its operation pending the future development of Kingfield.'*
18. Provided a grant in March 2018 of £10k to the Football Academy
19. The Peter Jordan shares will be purchased by GWL and WBC will have an option to acquire the shares at cost.

4.0 Scrutiny Review Topic 2: The due diligence.

- 4.1 Scrutiny of the financial and legal due diligence undertaken prior to completing the legal agreements concerning the development.

Due Diligence conducted on GWL

- 4.2 Wayne Gold and his company GolDev [REDACTED] at some point in 2017 as a possible developer for this project.
- 4.3 It is noted that Dukelease were around and interested at a similar point. Together they formed the company GolDev Woking Limited (GWL) in May 2018 with directors Wayne Gold, Richard and Spencer Leslie. This is a Special Purpose Vehicle (SPV) set up for this particular project. We understand from the Council Officers who conducted the due diligence that an SPV involvement would be considered standard practice.
- 4.4 *However, although GolDev was known to members, the transition from Wayne Gold and GolDev to the incorporation of the Leslie brothers was not made known to Council members until the private briefing of July 2019. This has created some confusion regarding the terms used, GolDev and GWL, which is perpetuated in Council papers where GolDev is referred to as the development company well after GWL was formed.*
- 4.5 WFC apparently undertook their own due diligence into GWL which gave 'WFC confidence that experienced and historically successful developers are in place to take our stadium project forward'.
- 4.6 WBC did the conventional searches of Companies House into the incorporation of a private limited company, number 11339840, called GolDev Woking Ltd. In it we see confirmation of Spencer Leslie, Richard Leslie and Wayne Gold as the only directors of this company. The initial shareholdings split 50/50 between Charter House Property Ltd and GolDev Ltd. A nominal sum is listed in the assets of this company.
- 4.7 The searches and due diligence findings were shared with Ray Morgan at the time. PB confirmed that due diligence was conducted into GWL only. The Portfolio holder thought that

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Part II - Woking Football Club & Associated Development Task Group Report

the due diligence had been conducted into GolDev, not GWL, as per the confusion into the terms as stated above.

- 4.8 The Task Group heard that the role of GolDev is that of a facilitator, and discussed similar projects in which it was known to have been involved, such as one in Luton, Braintree and a number of other schemes. GolDev have not developed a football stadium before and have only carried out much smaller projects.

Council Assurance of the Due Diligence

- 4.9 In the Council meeting of 18 July 2019 a supplementary question was taken by Cllr Azad who indicated that due diligence was available to be viewed. Subsequently a request was made by DH (29.7.19) for copies of all due diligence undertaken into 'GWL and partners. Also any minutes of meetings with GWL that have taken place with the Council at any time since the discussions commenced'
- 4.10 PB (29.7.19) asked for time to put together the due diligence 'that we have in form of written documents, as opposed to in electronic format etc.' The time frame was then delayed by holidays and a pre meeting that was requested between LC and PB which took place on the 13.8.19.
- 4.11 An invitation to view the due diligence documents was made to DH for the first available date of the 2.9.19. An email on 7.8.19 suggested that the IKEN system 'electronic management system' could also be viewed, and subsequently was. IKEN illustrated some documentation but little progress of papers.

Meeting with Peter Bryant and Leigh Clarke 2.9.19, attended by Cllrs Hughes and Chrystie

- 4.12 Further to a review of the three major contractual documents a follow up meeting was attended by Cllr Hughes and Chrystie.
- 4.13 PB informed the Councillors that the due diligence is in 2 parts;
- The Development Agreement
 - The Revolving Loan
- 4.14 PB confirmed that a search was conducted by WBC on GWL, and as this was formed in May 2018, no company accounts were available as yet.
- 4.15 The due diligence discovered that;
- GWL is a properly set up company which is registered at Companies House. Their Board have complete authority.
 - The company is not in breach of accounting rules
 - They have a constitution which 'covers the basics'
 - GWL have no real assets. However the Council would not expect there to be assets (is a SPV). It is clear that the Council accept that it is common practice for an SPV to be set up for a sole purpose of undertaking a new venture, so they wouldn't expect any company accounts at this point. When asked regarding third party guarantee PB said there was none.
 - Decision to proceed was made by the Council prior to due diligence being undertaken, Exec March '18 and Council confirmed April '18. The due diligence was done prior to the

Part II - Woking Football Club & Associated Development Task Group Report

signing of the development agreements Jan '19, and the company was not formed until May 2018.

- PB and LC agreed that they were responsible for ensuring that satisfactory due diligence was carried out and the Council not advised of any risks of proceeding with any arrangements with GolDev.
- Dukelease were thought to be the backers for the development providing the funds and bank rolling the planning application. However no scrutiny of them only as part of the shell company GWL.
- We were informed that there were no minutes or notes of the Council's meetings with GWL and the parties and PB informed us that there were none
- Confusion over whose development this is, as is claimed on Dukelease's web site as theirs... but PB confirmed that there had been no due diligence into Dukelease.
- PB confirmed that there was no facility in the loan agreement for GolDev to be removed and replaced with any other party... from reading the documents it is clear that this is non-transferable.
- No credit reference checks made.
- PB admitted that he, Ray and Leigh were acting as banker in regard to the development funding.

4.16 *So what assurance do we have via the Due Diligence?*

Due Diligence Framework

- 4.17 In the Task Group meeting LC confirmed that there is no framework that WBC officers use in assessing propositions of this sort of undertaking. She explained that this transaction was more unique than simply borrowing from a bank. LC was asked if she had experienced this situation previously, and replied no, 'but not our project'.
- 4.18 *A comparison was made on what would have been the conventional alternative source of finance, the banks. Whilst WBC is completely within its rights to act as a banker in regard to providing loans the due diligence it conducts is very different.*
- 4.19 The task group had access to banking principles used by banks when considering loans. This goes by the mnemonic of CCCPARTS. Each letter stands for an area to be explored in this consideration.
- 4.20 C= Capability. This would involve elements such as the developers' credentials; their track record; evidence of similar developments etc.
- 4.21 C= Capital. What capital or reserves do the developers bring? If a holding company what resources / capital do the principle owners have, and what is their fall back from where they could access more funds if needed?
- 4.22 C= Character. Personal qualities and strengths. What do others say about them? What is their reputation?
- 4.23 P= Purpose. What is the loan to be used for?
- 4.24 A= Amount. Are the amounts sufficient to complete the overall project? Have these figures been independently verified? How much are the developers putting in themselves into the

Part II - Woking Football Club & Associated Development Task Group Report

project and where is this coming from? The proportion of borrowed to the developers own resources being important, with the smaller amount being borrowed.

- 4.25 R= Repayment. When will the developers repay, and what is this dependent upon? What contingencies do they have to make full payment?
- 4.26 T= Terms. The rate of interest charged and whether this fully reflects the risk? How is this reflected in the overall contract?
- 4.27 S= Security. What is the security on the loan? If it is land which acts as the security would the funds be released in phases only against architects certificates? What insurance cover is being provided on the project? What other guarantees are being offered by the developers?
- 4.28 *WBC as a local authority is a possible legal alternative source of borrowing to banks or other private finance. But should WBC not undertake a similar level of scrutiny as would be undertaken by a bank, especially as the proposed loan offer sets an important precedent for the Council?*
- 4.29 It is open to question whether similar finance for GWL would have been agreed from a bank. This is also the view of PB. Who 'explained that banks would use an assessment framework when considering a loan and added that it was unlikely a commercial bank would provide a facility loan to GolDev on these same terms'
- 4.30 Yet a question raised in response to an email 15.7.19 from Cllr Ali to PB41 by PB seems to imply that there is a framework?
- 4.31 'This was a commercial transaction, so it was documented on a commercial basis. The Revolving Facility Agreement was based on the model agreement issued by the Loan Market Association (which includes confidentiality obligations). The model agreement (i) has been produced following consultation with loan practitioners and lawyers, (ii) reflects market practice, (iii) is widely used in the loan industry and (iv) provides considerable security to a lender. As such, it was in the Council's interest to use it in this transaction.'
- 4.32 *That said 'the model agreement' could be just the form of words rather than the full framework of a bankers' assessment of the proposition. If this is the case, we seem to have no further information to support the supposed WBC due diligence.*

Ground rents changes by the Government

- 4.33 The Task Group was informed that the original agreement / plan was based on funding to be secured by way of ground rent, and that later the Government proposed a change in policy which meant that this may no longer be achievable. This was provided as the reason why there was a change in the developers using private finance to being offered the loan facility.
- 4.34 In December 2017 the Government announced that it would tackle unfair practices in the residential leasehold market by introducing legislation to prohibit new residential long leases from being granted other than in exceptional circumstances and restrict ground rents in newly established leases of houses and flats to a nominal amount.
- 4.35 The proposed changes to this legislation were announced in December of 2017 and yet the viability appraisal and the plans continued to be predicated on this return for almost a year.
- 4.36 The Executive of 22 November, 2018 agreed that following an anticipated change in government legislation the ground rent will be set as nominal.
- 4.37 *Therefore ground rents offer no value to the developers to utilise as a source of funding.*

Part II - Woking Football Club & Associated Development Task Group Report

Security offered against the loan

- 4.38 A proposal came from the Executive that 'WBC agreed under the facility agreement to provide the Borrower with loan facilities on a SECURED basis.'
- 4.39 At the Council of 6 Dec.'18 the decision to confirm the revolving loan agreement was made. The facility agreement for the £250m loan between GWL and WBC includes a legal mortgage, debenture and a ground lease as securities.
- 4.40 PB confirmed that in his opinion there is sufficient security via the loan agreement and related facility agreement. There will be a legal charge over GWL land interests, 260 year leases, a debenture, £100 in assets in the accounts.
- 4.41 *However, it is challenging to understand how these represent security when the freehold of the land belongs to WBC?*
- 4.42 *A question was asked of the Portfolio holder by the Task Group of the anticipated value of these securities and whether they represented a value to offset the loan. The actual value of these securities it is apparent is not known.*

Other due diligence

- 4.43 PB confirmed to the task group that due diligence had carried out on GWL only. These documents and findings had been shared with Ray Morgan and Leigh Clarke.
- 4.44 It is interesting to note that the financial document produced for the WFC in November 2019 states 'We emphasise that our enquiries would not necessarily disclose all matters of significance to you relating to the company and further we emphasise that due diligence was very limited in its scope and may not have identified all material issues' It was 'a light touch' review. In addition they state that 'no audit work on the financial information included in our report'.
- 4.45 *This does not appear to provide the level of assurance required*

Viability Assessment

- 4.46 The Council seems to seek further assurance from the financial viability assessments that were carried out by PNB Paribas at the request initially of GolDev and later by GWL.
- 4.47 But the viability assessment was focussed on the profit margins to be cleared by the developers as their test of viable.
- 4.48 The Council 26.7.18 reiterated that the 'viability assessment demonstrated to GolDev's satisfaction that the risks associated with taking forward the development were acceptable'.
- 4.49 *The viability assessment did not comment on any risk to the Council. The figures given in the viability assessment of 2018 are markedly different from those in the second viability assessment which was published just prior to submission of the planning application, Nov. '19.*
- 4.50 A direct question was asked of LC by the Task Group; Due to the reduction in the (anticipated) developers profit margin to just over 2% from the 20% originally insisted upon, is the development still viable? The response from LC was that in 'her view it was, if the developer was willing to proceed on this basis'.
- 4.51 *There is virtually a gap in the documentation and emails made available to the TG of the time in which discussion and decisions were made about the change from the private funding of the development to the Council offering a loan at much more advantageous rates, the period from*

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Part II - Woking Football Club & Associated Development Task Group Report

July 2018 - November 2018. With the exception of one email in October 2018 28 from RM to DT at WFC proposing that WBC 'lend money to the developer at a margin only after planning and when construction starts'

What security does the Council have over the possible £250m loan to GWL?

- 4.52 *From the Council papers dated 6.2.20 the updated WBC Investment strategy cites the council's own policy on loans; which is perhaps pertinent;*
- 4.53 *'the Council assesses the risk and loss before entering into and whilst holding, service loans and undertakes further work where necessary to assess;*
- *Who the loan is to be made to with appropriate enquiries to fully understand the entity where the entity is not already known/ associated with the Council'*
 - *The revenue stream associated with the loan to be paid*
 - *The loans will be secured against capital assets where possible to ensure the Council receives the assets in the event of non-repayment covenants or legal bonds may be taken against capital assets'*
- 4.54 *What evidence is there that the Council undertook such risk and loss assessments?*
- 4.55 *In the Facility Agreement (January 2019),*
- a) *WBC agreed to provide the Borrower with loan facilities on a **SECURED** basis.*
 - b) *The borrower owns the property.*
 - c) *Under this deed, the Borrower provides SECURITY to the Lender for the loan facilities made or to be made available under the facility agreement*
- 4.56 *Council 6 December 2018:*
- *2.1 'The loans advance to GolDev will be protected by the following security documents:*
 - *a legal charge over GolDev's property interests in the Kingfield Stadium and Egley Rd sites , and*
 - *a debenture over GolDev's assets*
- 4.57 *However nowhere in these council documents provided to members do we have any clarity over the organisation that we are contracting with. The change from GolDev to GWL is significant and should have been clearly stated in these documents and due diligence applied to the change. The two terms seem to be used interchangeably and yet GolDev is a different company from GWL.*
- 4.58 *We are informed further in the papers of the 6.12.18 Council that the Head of Democratic and Legal Services (Monitoring Officer) is satisfied that the proposed arrangements protect the Council's interests and (ii) it is lawful, reasonable and prudent for the Council to proceed as recommended by the Executive'*
- 4.59 *Does the due diligence documentation support this assertion?*
- 4.60 *The graph in the papers of the same Council meeting shows the income that the Council would obtain from the arrangement in interest paid.*

Part II - Woking Football Club & Associated Development Task Group Report

- 4.61 *It should be noted though that this will likely be repaid to the Council from the loan that it has provided at least until such point when the first homes are sold. This according to the graph could be 4/5 years into the development. Another piece of conflicting information is that the developers are contracted to produce homes three years after commencement.*

What are the financial risks to the Council?

- 4.62 When asked by the Task Group¹⁹ what financial risks WBC is exposed to, LC responded up to £250m, but that we would be getting 2% interest from the outset, and the Council would own the assets.
- 4.63 WBC will receive payback via 90% of the sale of the completed assets.
- 4.64 WBC have a charge over the assets.
- 4.65 *But is there a risk that the £250m is exposed until such time as there are tangible assets? What is the value of what could be just a hole in the ground and the security offered by GWL? Cash flow estimates are notoriously difficult to predict with accuracy. The Brexit delays over the last three years or so amply demonstrate that many projects have overrun or have not commenced.*

How can we be assured that we will get an improved stadium at the end?

- 4.66 From the due diligence discussions with LC and PB (2nd Sept 2019)
- WBC engaged their own Football Stadium Consultant, John Dix, as WBC remains the freeholder of the land on which the stadium is to be built.
 - The development agreement was an iterative process involving GWL solicitors
 - GolDev prohibited to start unless they can show they have the finance to start, PB wished to see satisfactory bank for funding, via certification/ letter (this was not forthcoming)
 - There is a HOT's between WBC and GWL regarding the finance.
 - No legal guarantees available.
 - In order to proceed we were informed that GWL would need to get the development fully costed. The developers margins would need to be identified as to whether deemed viable. PB thought that there would be a gap. The TG asked re the costing, and the response was that until a construction contract had been signed then nobody could be sure and until then we only had projections.
 - Due Diligence conversations also occurred with 3 other Councillors with LC and PB.
 - PB advised that the Council instructed the officers to go ahead with the loan agreement being 100% satisfied that this agreement protects the council's interests. WBC retains the freehold of the land. *However GC reminded PB that the documentation reviewed by the Council proceeded after assurances from PB and LC.*
 - No risk assessment being carried out for the Council's risk. We have no model for this.
 - Our security is; A debenture - on what? PB informed us on any assets of GWL at the time of going bust if this were to happen.

Part II - Woking Football Club & Associated Development Task Group Report

- PB confirmed that the Council would be liable to possible penalties if we were to back out of the agreement prior to the planning, e.g. loss of future earnings. *Has this been made clear to Councillors and what this risk could be in real terms?*

Minutes of meetings between the WBC officers and GWL

- 4.67 As disclosed in an email to DH from PB dated the 30.1.20 'The change in funding arrangements was discussed at meetings between the Council and GoDev. These meetings were not minuted. There was no correspondence between the parties dealing with the reason for the change (which was a result of the ground rent changes proposed by the Government).
- 4.68 'No due diligence, additional to that I have previously referred to, was carried out at this point' (PB).
- 4.69 A further request from the Task Group on the number of meetings which had occurred between Council Officers and GWL in the council offices has shown there to be in excess of 50 non minuted meetings.
- 4.70 In an email 23 July 2018 in an exchange between Peter Sugden and PB, regarding the Development Lease, an issue regarding private funding for the development was disputed. The response from PB was in way of a clarification 'I have a different recollection of what was said at our meeting' 'I said we would likely.' *This is an example of the misunderstandings that can occur when there are not clear minutes of important decision making meetings. Law Society Rules require solicitors to keep notes and minutes of meetings.*
- 4.71 Specialist or external legal or other professional advice (football stadium expert John Dix and advice on the VAT implications was taken) is normally a requirement incumbent upon any solicitor who is not a specialist in an area of law.

5.0 SCRUTINY REVIEW TOPIC 3: The exercise of delegated authority in connection with those legal agreements.

5.1 OPENNESS OF LOCAL GOVERNMENT REGULATIONS 2014

5.2 Under new regulations adopted in August 2014, WBC has been obliged to follow a strict code of conduct concerning officers and councillors taking decisions. WBC has published upon its website section 'Council and Democracy' the regulation requirements and the requirements applicable to Officers are set out clearly. WBC has published a List of Officers entitled to take delegated decisions and also there is a list of these who have acted under delegated powers and the details thereof.

5.3 The regulations require an officer making an executive decision under delegated powers, to produce a written statement which includes:

- A record of the decision including the date upon which it was made
- A record of the reasons for the decision
- Details of the alternative options considered and rejected by the officer
- A record of any conflict of interest declared by any officer (and any dispensation granted in respect of such conflict)

5.4 WBC has maintained a file of officers who are entitled to make delegated decisions and it is noted that the CEO has recorded a decision. There is no evidence of any delegated decision

Part II - Woking Football Club & Associated Development Task Group Report

by an officer where a matter is clearly within the remit of the Council at a Meeting. It is noted that the Monitoring Officer/ Borough Solicitor does not appear on the WBC Delegated List nor has such officer recorded any decision made or purported to be made. The task group was informed that the delegated authority of the Monitoring Officer comes from their job roles.

- 5.5 It is submitted that such is the nature of delegated decisions that the procedural rules under the Regulations must be followed and failure to do so voids a decision purported to be made by an officer.
- 5.6 In an answer to a Council Question on 17th October 2019, the Finance Portfolio Holder maintained the Monitoring Officer/ Borough Solicitor made a decision under thier Ostensible Authority emanating from the Standing Panel.
- 5.7 This is challenged as follows:
1. The Ostensible Authority Standing Panel (Panel") is not listed in the WBC published, Woking Borough Council Councillors and Committees 2019/20. It is maintained that it is therefore not active.
 2. The said Panel certainly was listed by WBC down to and including the year 2015/16 but seemingly not since.
 3. It is understood that there is no record of the Panel meeting for some years and to date no evidence nor file has been produced nor are there any minutes or notes nor any documents.
 4. It is submitted that any suggestion that there is any underlying power for an officer to act in respect of a Panel matter must be supported by evidence: none has been produced.
 5. In all of the circumstances any officer purporting to make a decision reliant upon his/her Panel authority must substantiate the position and provide evidence of actions. Failure to do can void any decision made by the officer.
- 5.8 *Finally there is concern that it seems evidence of decisions made is lacking and it seems that due process was not followed.*
- 5.9 Dec. 2018 PB to NM ; dated one day prior to Council; Demonstrates PB making verbal agreements 'I gave a verbal agreement to Wayne that WBC would discuss what to do if, when firm tenders were obtained'.
- 5.10 PB informed the Task Group that delegated authority was a necessary consequence of entering into the Development Agreement. Ostensible authority as WBC Officer is special delegated documents, D/W LC and Douglas Spinks.
- 5.11 How did the change from 10,000 capacities to 9026 come about?
- 5.12 PB explained that he had asked about a reduction to 6/7/8 and 9k capacity. He consulted with the Leader and Portfolio Holder reasons for the reduction in capacity and went through drawings of the draft planning application.' WFC had written saying that on reflection they required a minimum of 8k capacity. When asked how this came to Council for agreement of this change, PB explained that the time scale did not allow time for this to go back to full council for their agreement. Discussion over whether this went against the council policy... PB stated that this is not contrary to council policy framework as defined in the constitution. PB is one of 3 statutory officers.

NOT FOR PUBLICATION

Part II - Woking Football Club & Associated Development Task Group Report

- 5.13 Following an argument given to Councillors of why this change could happen under an Officer Delegated authority, Councillors were informed that the change from 10,000 seat stadium to a mixed stadium of 9026 was not 'material'.
- 5.14 *It would be helpful for consistency on the use of material, and for this to be described for future use, in order to avoid such ambiguities as have existed in this case.*
- 6.0 SCRUTINY REVIEW DOCUMENT 4: The continued requirement of Part 2 confidentiality for elements of this project,**
- 6.1 One of the major concerns has been the large amount of Council material and Executive papers that were retained in Part 2 until the planning application had been submitted. In the first Task Group RM was asked why so many documents relating to this development were kept out of the public domain for so long. His response was that they are private until a trigger event, or the matter concluded once agreed with 'GolDev, that these would be released on the submission of the application to Planning'.
- 6.2 When asked about the part 2 items (ref 19) 'Peter explained that the Council had entered into confidentiality obligations in the contract documents with GolDev and therefore the Part 2 documents could only be disclosed with its consent'. When asked if a request had been made to GolDev to agree the release of these documents the group was informed that GWL didn't agree to prior release as agreed in the contract and the reason for not doing so was given as not wishing competitors to have this information.
- 6.3 *So it appears that the developers had the say in, just what, or wasn't released to the public and when.*
- 6.4 There was a release of limited details of the proposals into the public arena were made in response to public pressure in July '18 when some disclosure in Part 1 documents. The Council papers of July 18 stated that disclosure of this information 'will enable residents to be fully engaged at this early stage'.
- 6.5 *However there was no information on how this engagement would look.*
- 6.6 Post January 2019, Questions had been asked after the signing of the Contract with GWL whether now that the contract was signed could they not now be released into the public domain. This was declined by PB.
- 6.7 In questions to Council a questions was raised regarding 'secrecy surrounding the proposed Westfield/ Football development' and the disclosure of Part 2 items going back to 2018. The response was given from Cllr Azad 'I do not agree that the proposed football club development has been surrounded by secrecy' and referred to three press releases from the Council between April 18 and Feb 19. The response went onto explain that information 'will be released when the Proper Officer (i.e. the Monitoring Officer) decides that the reasons for it being confidential no longer apply.'
- 6.8 In the due diligence meeting of Sept 2nd '19 it was requested that 3 elements be disclosed to the public and Councillors.



2. Whether the decision made in 1995 for the 10k capacity is actually policy? It appears that this was the case under the old committee structure at the time... certainly been

Part II - Woking Football Club & Associated Development Task Group Report

deemed as such in subsequent discussions since in council etc. Copies of these committee documents have been disclosed to Councillors since.

3. The modelling on the anticipated non-football income. This was disclosed to us confidentially by WFC post the Task Group meeting 4.
- 6.9 In this meeting PB was asked now that the contract has been signed, 30.1.19, can the financial arrangements of this contract be yet disclosed to the members of the public, i.e. the Council loan of £250 million to GolDev Woking? We were informed that this was being looked at. These were subsequently disclosed following a breach in confidentiality and a member of the public disclosing some details in a Freedom of Information request
- 6.10 The Business Case (Ref 13) submitted later in the planning application had been submitted to PB and LC a few weeks prior to this submission. As part of this scrutiny review the Chair requested access of this document in November. The response was given to the effect that the Football Club had only released this information to two Officers who had provided their assurance that no other officers or Councillors share this access. The Task Group was informed that this was sealed with a non -disclosure agreement, a copy of which has been requested but has not been forthcoming.
- 6.11 PB was asked regarding this non -disclosure and his assurance to the Football Club in the Task Group. The challenge was given that as the Council's solicitor surely his priority is to the Council, rather than a promise to an external company. His response was yes, he is employed by the Council, and he has obligations under the Solicitors Regulatory Authority (SRA). When asked if this constituted a conflict of interest, PB confirmed that he did not believe that there was.
- 6.12 A request was also made to the Chair of the Football Club for disclosure prior to her attendance at the Task Group. Her response was that they would bring the document for the Task Group to view on the day, but would not release a copy in advance or leave us a copy to view. This she explained was due to concerns regarding leaking of confidential information. However, by the time of the Task Group this information was open to all to view on the Planning Portal.
- 6.13 *This business case is exactly the sort of document that the Council would have found helpful in determining their decisions at a much earlier stage. It does demonstrate the plans and how the onward sustainability is calculated.*
- 6.14 The responsibility for what lies in Part 2 and when this can be released into Part 1 is that of the Council's Monitoring Officer, PB. Yet in this instance he was totally constrained by a confidentiality agreement with GWL. *However it could be questioned whether this covered all the documents from the Council and Executive over the period of the discussions?*

7.0 Conclusions

These are to be found in the high level summary of findings which are in the Part 1 of this report.

The subsequent recommendations to the Overview and Scrutiny Committee are also contained in Part 1.

There was additional information which was available and further questions which could have been asked, but the task group was working to a constrained time frame with limited resources and so concluded its work with what has already been investigated. This does not mean to say that any additional independent review would not find further areas for recommendation of procedural change.

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Part II - Woking Football Club & Associated Development Task Group Report

REPORT ENDS

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Part II - Woking Football Club & Associated Development Task Group Report

Time Line

Mid 1990's WBC provided £30k per annum for 3 years

4.7.94. Policy and Resources Committee. Proposals for a 10,000 capacity stadium.

10.8.95 WFC proposals referred to in the Policy and Resources Committee, include a 4 phase approach to redeveloping the ground to 10,000 seats.

WBC undertook Health and Safety improvements to the ground including the build of the Leslie Gosden Stand against a security of £1.7m.

3.10.95. Policy and Resources Committee. Reviewed the 10.8.95 proposals.

Provided the Gosden Stand, post the Taylor report (secure against the ground at £1.7m)

2002. Onwards the Football club seeking ways in which to become self-sufficient, with various plans to re-site the stadium and to enhance the facilities. WBC/ WFC Heads of Terms 2002

2007-9. 17 expressions of interest from those interested in purchasing the club.

2008. Global financial crash and these interests dissipated. [REDACTED]

June- July 2015. Regulation 18 Consultation.

April 2016. BBF Fielding plans are disclosed for WFC redevelopment. Proposal includes 40 homes.

1.7.16. The football site is identified in SA DPD as a new site for housing.

October 2016. Draft Regulation 19 is published. Housing based on Core Strategy 10 indicates 40 dwelling and the wider use of the site.

2017. 'After difficulty securing a buyer, it was discussed to pursue a joint venture between KCS and WBC. Wayne Gold and his company GolDev were introduced to the club'.

23.3.17. Executive. Supported the buy-out of Chris Ingram; put WBC land available for redevelopment on Westfield Ave and Kingfield to enable the redevelopment of the stadium. At this point, 67 homes.

22.4.17 Email RM to DT (WFC) 'requires development of the club to be capable of progressing in the football league' [REDACTED]

By 17.7.17 GolDev already on the scene. Email from Mark Harris to RM 17.7.17, subject a GolDev update. 'Just to say though, that to date we have not had what would consider to be a reasonable offer from GolDev or indeed, from a company called Dukelease who have been in contact with our agent Fletcher King and who I understand have an 'arrangement' with GolDev, but until they make such reasonable offer that I can ensure you that I would give it the consideration it deserves'

Part II - Woking Football Club & Associated Development Task Group Report

Dec '17. The Government issued its intention to legislate in regards to the use of ground rents. Braintree plans for a housing development to enable the rebuild directed to WG developments for a 6k stadium abandoned Dec 2017.

Jan 2018. Scott Brownrigg plans for Kingfield and the Westfield site. For 992 homes.

22.3.18. [REDACTED] Now proposals with GolDev. Plans for a development agreement and the provision of financial support from the developer to WFC.

5.4.18. Special Council, to put agreement for a viability assessment and the terms on which Egley Rd to be acquired. Council informed that WFC 'may cease to exist'.

1.5.18. GolDev WL, Company Number 11339840, established and registered at Companies House; with Wayne Gold; Spencer Leslie and Richard Leslie as Directors. Shareholdings to be between 2 'Relevant legal entities; Charter House Property Limited (09912788) 50 shares and GolDev Limited (07936425) 50 shares.

28.6.18. Rockvolt functional specification document released; this clarifies the daily operational requirements in terms of use and space coupled with associated cost estimates. "Document has been prepared by Rockvolt in associated with WFC" The cost of the stadium build in this document is £10m.

2.7.18. GolDev write to the Council to indicate 'it considers the project viable'

12.7.18. Executive review the viability assessment and the acquisition of Egley Rd land

26.7.18. Council agreed the documents in the 'framework' agreement. Expectation of private finance to fund the development; viability assessment risks acceptable; 10,000 seats reiterated; Council acquire the site at Egley Rd for £11m from Leigh Place Properties, Subject to planning approval. Included 992 homes and commercial space.

Cllr Ali motion 2018 into the suitability of GWL for this development. Part of Cllr Ali's issue was that Cllrs were not fully informed as to the financial basis of this company.

Sept 18; Leach Rhodes Walker developed plans.

Oct. '18. Email Ray Morgan to David Taylor at WFC, offering a loan to the developer from WBC.

23.10.18. Final Regulation 19 to Full Council. In this meeting the 992 number of homes was removed and no alternative number reinserted.

22.11.18 Executive determine for Egley Rd to be brought by 4.1.19. Also the change in the number of seats within the stadium, to 70% seating and 30% standing. The acquisition by WBC of KCS for £2m, and the formation of the KCSC Ltd Company. The revolving Loan to GWL at 2% over the Council's own borrowing rate; setting of the ground rent to nominal.

29.11.18 A confidential document of WFC Stadium Design issues provided to the task group 4 post meeting upon request, this had not been shared with the Councillors previously. This is in fact their case for change, demonstrating their need to become self-sustainable financially in the future. Questions that have been raised since in Council were mentioned in this document such as the self-question of how much capacity does the club need. This has and is an ongoing discussion and perhaps disclosure of this document would have helped? Showed a move from an all seater 10k capacity to 3k standing space. Data provided here of existing clubs in League 2 for the 17/18 season showing a range of capacity from 5004 to 32609 out of 24 listed only 10 had >10k and for the National League. 3000-16587. Out of 24 listed only 4 had > 10k. It was thought originally that there was a requirement for all seating.

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Part II - Woking Football Club & Associated Development Task Group Report

3.12.18. Agreement by Peter Jordan for the purchase of his shares by the tenant.

6.12.18. Council. Decision made to acquire Egley Rd by 4.1.19. the 10,00 capacity to be 70% seating, the stadium to be acquired for £2m, the ground rents to be set at nominal and the offer of a £250m revolving loan. A question was raised to this Council which confirmed that this is a precedent in the Councils lending of funding to an external developer.

25.1.19. Debenture. In this document the borrower provides security to the lender for the loan facilities made available under the Facility Agreement;

1. Mortgage of any interests/ property
2. Fixed charges.
3. Present and future estates or interests
4. Equipment
5. Investments

30.1.19; Exchange of contract re the Development agreement with GWL.

The development agreement includes a donation to be paid to the football club. Also a requirement worded as an imperative "that GolDev be able to create a developers profit of 20% GDV".

30.1.19. Revolving £250m loan agreement between WBC and GWL, signed by GWL the Mayor and Peter Bryant.

4.4.19. Application from the Hoe Valley Neighbourhood Forum to be heard was deferred.

May 2019. WFC was promoted to the National League.

June, 2019. WBC awarded £95million for the Housing Infrastructure Fund; Westfield and Egley Rd not listed as sites on this agreement.

June, 2019. WBC. DPD. Schedule of minor modifications following Regulation 19 Consultation.

4.7.19 Letter of invitation from WFC and GWL to the briefing; explaining that in May 19 the club was promoted to the National League, and that the club is working 'in partnership with GolDev Woking' 'developed proposals for a new, modern stadium of approx. 10,000 capacity'.

10.7.19 Private Councillor Briefing by WGL and WFC. For the first time Dukelease was introduced to members.

11.7.19 Consultation began by the developers.

Leaders meeting a comment made that WBC needs to be happy with the arrangements as landlord.

18.7.19. Council. Questions raised regarding the use of Delegated Authority.

25.7.19 LDF working group amendments made to the Site DPD in relationship to this site.

29.7.19. Request made to view all due diligence and minutes in relation to this development.

31.7.19 WBC submitted the Site Allocation DPD to the Secretary of State for independent evaluation.

13.8.19. Internal meeting LC and PB to discuss documents for due diligence disclosure.

Part II - Woking Football Club & Associated Development Task Group Report

2.9.19. Cllr Chrystie and Hughes viewed the Due Diligence in a meeting with both LC and PB.

17.10.19. Motion brought to Executive, by Cllr Barker was approved by members for options to be drawn up of alternative capacity options for the stadium. Two resolutions, 1) requirement for GWL, WFC and others to reassess the plan and 2) Officers to assess effect of the reduction in seats to 6-8k was referred on to the Council.

22.10.19. Briefing of members by the developers and the football club. To update Cllrs on developments since July's briefing.

15th November 2019; Woking Football Club Stadium Development; Financial Report. Jeffrey's Henry LLP.

November 19; BNP Paribas; Financial Viability Assessment; Kingfield Road Site and Egley Road Site Woking. Cost of the stadium build at £21m.

Cllr Forster's motion to Council;

'This Council requests that GolDev, Woking Football Club and other stakeholders reassess their plans to redevelop the Laithwaite Community Stadium and surrounding area in light of this petition and concerns of local people'

2.11.19. Executive. In response to public questions, PB and LC responded that there are no H&S issues at WFC.

29.11.19 WFC/ GWL plans on public display in the Peacock Centre. Very limited advertising or notice given to residents. 9.30am-8.30pm.

3rd Dec 2019 Regulation 19 hearing. Start of the Independent Inspectors hearing on the Regulation consultation for the Site Allocations such sites as UA44 which was not in the preceding consultation but was included in the Regulation 19.

5.12.19 Council followed up on the 2 resolutions, post Novembers' motions.

Dec '19 Planning application submitted with the release of documents which had been requested and including the business model for sustainability which had previously been denied to Councillors.

25.1.20 One day GWL/WFC public stand in the town centre.

6.2.20. WBC Investment Strategy.

14.2.20 The interim Regulation 19 letter from the Inspector published.

28.2.20. One day GWL/WFC public stand.

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Part II - Woking Football Club & Associated Development Task Group Report

Appendix 2

References Used

| | | |
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| 1 | Task Group 1 minutes | 2.12.19 |
| 2 | Minutes of the Special Meeting of the Policy and Resources Committee | 4.7.94 |
| 3 | Minutes of the Policy and Resources Committee | 3.10.95 |
| 4 | Woking Football Club Proposals | 10.8.95 |
| 5 | Executive | 23.3.17 |
| 6 | Rockvolt Woking Community Stadium, Functional Specification Doc v4 | 28.6.18 |
| 7 | Council minutes | 26.7.18 |
| 8 | Executive minutes | 22.1.18 |
| 9 | Council minutes | 6.12.18 |
| 10 | Council minutes | 4.4.19 |
| 11 | Council minutes | 20.5.19 |
| 12 | Council minutes | 25.7.19 |
| 13 | Woking Football Club financial Report JH LLP | 15.11.19 |
| 14 | Task Group 3, notes | 28.1.20 |
| 15 | Email PWC to WBC | 28.1.19 |
| 16 | BNP Paribas | June 2018 |
| 17 | Council minutes | 5.12.19 |
| 18 | Task Group 2 minutes | 17.12.19 |
| 19 | Task Group 3 minutes | 15.1.20 |
| 20 | Letter WFC to WBC | April '19 |
| 21 | Ostensible Authority Standing Panel & Documented use of Ostensible Authority | |
| 22 | WBC Scheme of Delegation | |
| 23 | Excerpt from the Revolving Loan Agreement 30.1.19 | 30.1.19 |
| | Excerpt on the Agreement for Lease | |

Part II - Woking Football Club & Associated Development Task Group Report

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| | Excerpt of the Implementation agreement | |
| 24 | BNP Paribas. Financial Viability Assessment | Nov 2019 |
| 25 | GolDev WL Companies House information | Due Diligence |
| 26 | Due Diligence by WFC on GolDev | Letter given to TG |
| 27 | Executive minutes | 15.11.18 |
| 28 | Documents WBC IKEN | Viewed Sept/Oct 19 |
| 29 | WBC Press release | 27.7.19 |
| 30 | TOR Task Group | Nov 19 |
| 31 | Task Group Set Up | Nov 19 |
| 32 | Executive | 12.7.18 |
| 33 | Due Diligence meeting | 2.9.19 |
| 34 | Task Group 1 minutes | 2.12.19 |
| 35 | Task Group 4 minutes | 28.1.20 |
| 36 | Chair notes | |
| 37 | LDF document | Oct 2016 |
| 38 | Email PB to DH | 30.1.20 |
| 39 | Email Peter Sugden & PB | 23.7.18 |
| 40 | Implementation Agreement, Facility Agreement, Donation Agreement | 30.1.19 |
| 41 | www.lawinsider.com | |
| 42 | Companies House | |
| 43 | Submission of the Woking Development Policies Development Plan (DPD) | |
| 44 | Woking Site Scott Brownrigg | Jan 2018 |
| 45 | LDF Woking Group notes | 4.7.19 |
| 46 | Email Cllr Ali & PB and replies | 15.7.19 |
| 47 | Notes from Regulation 19 Hearing | 3-10.12.19 |
| 48 | Minutes from the Task Group Meeting with Cllr Azad | 28.2.20 |

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Part II - Woking Football Club & Associated Development Task Group Report

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| 49 | Appendix, Membership Criteria (regulation 8) the English Football League (EFL) | |
| 50 | Football League Ground Capacity and Seating Requirements (EFL) | |
| 51 | Executive | 22.3.18 |
| 52 | Email RM to DT (WFC) | 22.4.17 |
| 53 | Email Mark Harris to RM | |
| 54 | Special Council | 5.4.18 |

