THAMESWEY CENTRAL MILTON KEYNES LIMITED

BUSINESS PLAN 2018
Covering the period 2018-2021

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Executive Summary

Introduction

1.1. This business plan sets out the proposed priorities for Thameswey Central Milton Keynes Ltd (TCMK) to deliver the Thameswey Group companies' activities for the period up to 2021.

1.2. The business plan ensures that the focus of activity within this company is clearly aligned with those of Thameswey Limited, and ultimately with Woking Borough Council's strategic objectives for the Thameswey Group.

1.3. The Business Plan summarises the activity since the last updated Business Plan and sets out the business opportunities and priorities for the near future.

Mission

1.4. It is Thameswey Central Milton Keynes Limited's mission to generate, distribute and supply low carbon energy to the Central Milton Keynes area, and in so doing, to reduce atmospheric carbon dioxide emissions through providing cost effective supplies of sustainable energy to its customers.

Business Concept

1.5. TCMK was established by Thameswey Energy Ltd (TEL) to provide a long term strategy for infrastructure investment for its operations in Milton Keynes, with the objective of securing reductions in carbon dioxide (CO_2) equivalent emissions and generating investment returns through sales of energy it has generated by use of Combined Heat and Power (CHP). This is achieved through its embedded generation facilities at the energy station in Central Milton Keynes and heat and electricity distribution networks. All customer services, billing and revenue collection is provided in parallel with the Thameswey Energy Ltd services from Woking.

Financial Features

1.6. The nature of the Council's investment in TCMK is long-term. The established business has an underlying sound foundation with a good customer base and considerable opportunity for growth. The plan covers the financial period 2018 to 2021, in detail as this can be accurately predicted.

1.7. TCMK has the use of intellectual property owned by Thameswey Limited (TL) and is obliged to pay an annual licence fee of £10,000. At its discretion TL also charges a project fee for capital work of up to 4% of the value of the works. These fees are used to benefit the residents of the Borough of Woking as TL contributes towards environmental, social and carbon dioxide equivalent emission reduction projects. Further information on the projects that have benefited from these funds is provided in the Thameswey Group business plan.

Financial Requirements

1.8. The business is financed by way of loans and share capital. In establishing TCMK the intention has been to maintain a share capital to loan ratio of 20% share capital finance to 80% loan finance (at 7.0% interest per annum). The authorised share capital was originally set at £5m with anticipated loans of £25m. In 2010 WBC Executive agreed that all new financing for TCMK would be via loans at 6.0% annual interest with the share capital investment remaining at £1.11m; this was to be reviewed annually. Providing loan finance to TCMK is more attractive to the Council as it charges a margin on the interest rate.

Current Business Position

1.9. In the calendar year 2016, the company provided to its customers 18,360 MWh of self-generated electricity and 16,832MWh heat and heat for cooling. In 2016 turnover from sales of energy was £2,897,260. This compares with turnover of £3,186,569 in 2015. TCMK's retail energy sales have, in common with all energy suppliers, experienced some volatility during the year as a result of weak wholesale markets in the first half of the year followed by significant rises in markets during the second half. Current sales are split 23% residential customer consumption and 77% business customer consumption.

1.10. The company is currently supplying over 950 residential and commercial customers located on four main development sites in central Milton Keynes (Schedule 1).

1.11. The company reported an operating profit of £709,000 in 2016 compared with an operating profit of £620,000 in 2015.

1.12. Since 2016 the company developed closer links with Milton Keynes Council (MKC), and assisted MKC's consultants in the production of a detailed evaluation of the potential for expansion of the network in Milton Keynes. Whilst the final release of this report is still awaited, its interim findings were highly supportive of the potential to expand district energy supplies in central Milton Keynes. A dialogue has also been established with MKC's property development operation, Milton Keynes Development Partnership (MKDP). A number of development sites within central Milton Keynes are currently being marketed by MKDP, and connecting to future development on these sites to TCMK's networks is a key priority for the company.

Major Achievements since the last Business Plan

1.13. Since 2016 the production and sale of low carbon energy by TCMK saved the equivalent of 2,288 tonnes of carbon dioxide (CO_2) equivalent emissions (as compared to the emissions emitted in the production of an equivalent amount of grid energy).

1.14. TCMK has continued its participation in a number of DSR (Demand Side Response) electricity contracts. This has used spare generating capacity within the energy station to provide additional electricity to the local and national grids when peak demand places these under stress. Electricity exported to the grid under DSR has a premium value, as well as earning additional revenue for TCMK in return for making its assets available at short notice to the grid. The company has continued to actively operate its generating assets for triad management and was successful in maximising generating output during all the winter triads of 2016/17 resulting in an additional £112,216 of revenue, as well as significant avoided costs. TCMK has also continued to participate in STOR (Short Term Operating Reserve) and is participating in a trial with the National Grid to stabilise grid frequency ('Spinning Inertia'). TCMK's participation in this pilot will generates additional revenue of approximately £30,000.

General Company Description

Legal Entity

2.1 Thameswey Central Milton Keynes Ltd is a private Limited Company registered in the United Kingdom.

Ownership & Subsidiary Company

2.2 Thameswey Central Milton Keynes Ltd is a 100% subsidiary of Thameswey Energy Ltd. Thameswey Energy Limited is a 100% subsidiary of Thameswey Limited, which is the holding company of the Thameswey Group, which is in turn solely owned by Woking Borough Council.

Board of Directors

2.3 The current board of Directors is set out below:

- William Prescott — Independent Director (Chairman)
- Cllr. John Kingsbury — Councillor Director
- Barry Maunders — Independent Director
- Peter Bryant — Officer Director
- Douglas Spinks — Officer Director

2.4 The board composition meets the requirements of the Thameswey Group Protocols as approved by the Council on 8th December 2011. In order to be quorate a board meeting must have at least one independent, one Councillor and one officer Director in attendance.

Significant Assets

2.5 The primary assets within Energy Station (ES1) comprise two gas-fired 3.0 MWe Combined Heat & Power (CHP) engines, a 10 MW back-up gas boiler, three thermal stores and ancillary equipment. TCMK also owns an energy distribution network in Central Milton Keynes with approximately 6 km of heat distribution pipes, 10 network substations, 15 network 11/0.4kV 1000kVA transformers, and 2 CHP local transformers both 11/0.4kV. It also owns over 900 heat interface units and the electricity and heat meters for all connected customers.

2.6 The energy distribution networks will continue to be developed to meet the needs of new customers as they connect to the supply capacity of ES1.

2.7 ES1 and its associated distribution system in Central Milton Keynes provide TCMK with a strong asset and operational base and considerable opportunity for growth.

Appendix 1 shows a site plan of Central Milton Keynes with ES1 and current and planned future connections and opportunities.

Goals and Objectives

2.8 TCMK operates its energy assets in Milton Keynes for the purpose of providing efficient and competitive low carbon energy services to institutional, business and residential customers.

2.9 TCMK was established to assist WBC in meeting the Councils' Climate Change Strategy. The key principles of the Climate Change Strategy for Woking are as follows:

- Reduction of Borough wide CO_2 equivalent emissions;
- Adaptation to climate change; and
- Promotion of sustainable development.

2.10 Although TCMK does not operate within the Borough of Woking it contributes to the Council's Climate Change Strategy via its payments to TL for both new capital investments and for the annual intellectual property charge. The funds are used for projects within the Borough. TCMK also contributes further to the Borough via the loan margin charged on the loans from the Council.

2.11 TCMK actively seeks to continue securing additional customer base for Energy Station 1 from new developments and occupants of existing buildings in central Milton Keynes. Each addition to the network increases overall efficiency of the TCMK's assets and improves financial performance of the company.

Industry Outlook and Business Opportunity

Industry Outlook

3.1 The decentralised energy industry is influenced by a number of external factors that include Government and local authority policy, regulatory changes and economic changes. Factors that are considered to be particularly relevant to TCMK's business activities are summarised below.

3.2 Government support for the growth in decentralised energy is continuing with the roll out of a new £320m fund investment to stimulate growth in heat networks. A further £10 million of Government funding will sponsor the Energy Systems Catapult on its Smart Systems and Heat Programme. The programme will help develop local energy plans alongside Local Authorities, and bring down the cost of energy bills, while supporting the development of the UK's low carbon heating projects.

3.3 The effects of Brexit (both positive and negative) have yet to be fully identified. A heavy reliance on parts and equipment supplied by manufacturers based in continental Europe may impact on costs and charges. Where possible, UK-sourced components and equipment is now being used to reduce exposure to future price uncertainties.

3.4 In October 2017 the Government published draft legislation to cap domestic electricity and gas tariffs. The cap is aimed to set price limits on the standard variable energy tariffs charged by licensed suppliers to domestic customers. TCMK's domestic electricity tariffs are currently benchmarked against a sample of suppliers' standard variable tariffs. The impact on retail prices of market intervention has yet to be observed, but a number of energy suppliers have commented they will move away from offering standard variable tariffs, and TCMK may need to adjust its price setting mechanism as a result.

3.5 Ofgem has announced significant reductions in the payments made by the National Grid to small 'embedded generators' for contributing to grid supplies at times of shortage. These will be phased in over the next three years (2018-2020) and will reduce the payments received by Thameswey for exported power generated during winter triads. However, over the same period the introduction of 'capacity market' payments is expected to help offset the loss of triad income.

3.6 Sustained investment in new development will continue to provide opportunities to expand TCMK's networks and supply capacity to serve new commercial and residential customers. Whilst the scale and number of redevelopment schemes currently proposed in central Milton Keynes does not match that in Woking, the existence of a local authority-owned development vehicle (MKDP) demonstrates an ambition to promote redevelopment throughout the area, including central Milton Keynes.

3.7 There is significant growth in deployment of battery technologies and new markets to support the electricity grid and local networks though fast-response reserve power. This sector is expected to continue to expand as a result of scale and competition among suppliers brings down the capital costs.

3.8 The emergence of new energy suppliers is challenging the established 'Big Six' by offering supply contracts tailored for specific market sectors, such as green tariffs, communities energy suppliers and fuel poor households. This includes local authorities that have set up their own electricity and/or gas suppliers operating nationally. Examples are Bristol Energy and Robin Hood Energy (Nottingham).

The Business Opportunity

3.9 After a pronged period of no or very slow growth in central Milton Keynes that commenced with the economic downturn in 2007/2008, there is now evidence of a recovery with a number of developments coming forward.

3.10 During 2017 TCMK established regular communications with both MKDP and Palmer Capital, the owner/developer of land adjacent to the energy centre in Avebury Boulevard ('Building 1200' and adjacent land named 'Aubrey Place'). Outline planning consent has been granted for a hotel on Building 1200, and discussions are underway with the hotel operator on connecting it to the network (as required by the PDA). A mixed use residential/office scheme is proposed by Palmer Capital for its Aubrey Place site, with in principle agreement to connect the scheme.

3.11 MKDP has agreed to enable discussions between TCMK and its development partner for a major mixed use scheme (site B3.3N) located adjacent to TCMK's networks serving the Pinnacle. TCMK is also making progress through discussions with these parties towards resolving legacy issues concerning the lease for the energy station and an agreed permanent right of access for cranes in the event that major plant replacement becomes necessary.

3.12 MKC granted planning consent in 2017 for a major new commercial development and a mixed tenure residential scheme both in central Milton Keynes. Both schemes are subject to planning conditions that they connect to the district energy supplies, and TCMK is working with the respective developers to agree contributions towards costs.

3.13 New opportunities for participating in the electricity market are emerging with services such as Capacity Market offering significant revenues through premium payments to CHP operators. TCMK is in a good position to exploit these opportunities and has entered an agreement with its aggregators to participate in the Capacity Market throughout the Business Plan period.

3.14 Investment in new connections to the network would be required to target an acceptable shareholder return on investment and may require additional loan finance from WBC or appropriate support in respect of any third party finance. Any requirement for WBC support and any projects requiring TCMK to make a large capital investment outside this business plan would be subject to WBC approval.

The Business Model

Sources of Revenue

4.1 The main sources of revenue for TCMK are from sales of energy to the customers of Energy Station 1. Energy is currently supplied to four major developments within the Central Milton Keynes area.

4.2 There are three main routes for TCMK to grow its revenue:

- Increases in charges for energy sales
- Increased volumes of energy sold to customers
- Additional sources of income through participation in DSR/grid services

The tariff structure for energy sold and mechanism for price adjustment by TCMK is defined in its contracts and is index linked to wholesale energy market prices. Therefore the company has limited opportunity to influence this. The greatest opportunities to actively seek growth in revenue are through new customer acquisition and further participation in DSR activities.

Additional revenue can be earned through DSR services, and there are new opportunities emerging for companies such as TCMK that have generating assets available at short notice to respond to peaks in grid supply demand. TCMK will continue to actively pursue these opportunities as they arise.

Major Operational Costs

4.3 The purchase of gas and imported electricity comprise approximately 66% of direct costs. During 2016 plant maintenance costs were £318,842 approximately 10% lower than in 2015.

Operational Plan

4.4 TCMK is working closely with TMSL and the energy management company to improve and optimise operation of the engines and reduce running costs. This involves balancing the hours that the engines are run and the output level that the engines are running at with customer demands for heat and grid electricity import/export prices. In addition, the impact of different running patterns on asset life and operating costs are taken into account. Engine running strategies are regularly reviewed throughout the year to optimise asset operation. Monthly performance monitoring of a number of operational factors is used to inform adjustment of operating strategies. These include the proportion of heat generated by engines and boiler; customer heat and power demand; net import and export of power; thermal and electrical efficiency of engines; and heat dumped.

4.5 TCMK and TMSL are also working together to schedule the major services for the engines and reduce down time during peak periods.

Capital Investment

4.6 Further connections to Energy Station 1 distribution network are expected during 2018 to 2020 as new buildings are constructed in central Milton Keynes. Based upon the sites identified for development the total estimated invested capital value of ES1 and the distribution network will be approximately £30.3m by the end of 2020. £10.8m of this is expected to be financed by grants and developer contributions; the total contribution by TCMK since 2007 is expected to be £19.5m.

Assumptions and Critical Factors in Model

4.7 TCMK has a financial model which has been used to make the financial projections in the Business Plan (shown in Appendix 3 to 5). The model is updated to reflect the previous year's activity and any updates on market and new connection forecasts.

4.8 The model also takes into account the engine running strategies and capacity of the engines.

4.9 The model assumes that fuel price inflation and retail price index inflation will run at 2.0% per annum for the business plan period. In practice short term inflation rates will vary. Increased inflation will provide an improvement in energy prices charged to commercial customer prices as these are based on a combination of the national gas price index and inflation.

Financial Plan

Finance Structure

5.1 TCMK is financed by both share capital and loan finance. TEL (ultimately WBC) has invested a total of £1,110,000 in share capital finance in TCMK.

5.2 This business plan requests approval of an amended financing profile, and additional years of funding. An incremental borrowing is requested of £5,020,000.

Year	Authorised Borrowing in 2015	Expected Profile of Borrowing
2018	£3,200,000	£3,650,000
2019	£3,200,000	£2,800,000
2020		£2,670,000
2021		£2,300,000
TOTAL	**£6,400,000**	**£11,420,000**

5.3 Other benefits to WBC and the community are set out in Appendix 2.

Financial Accounts

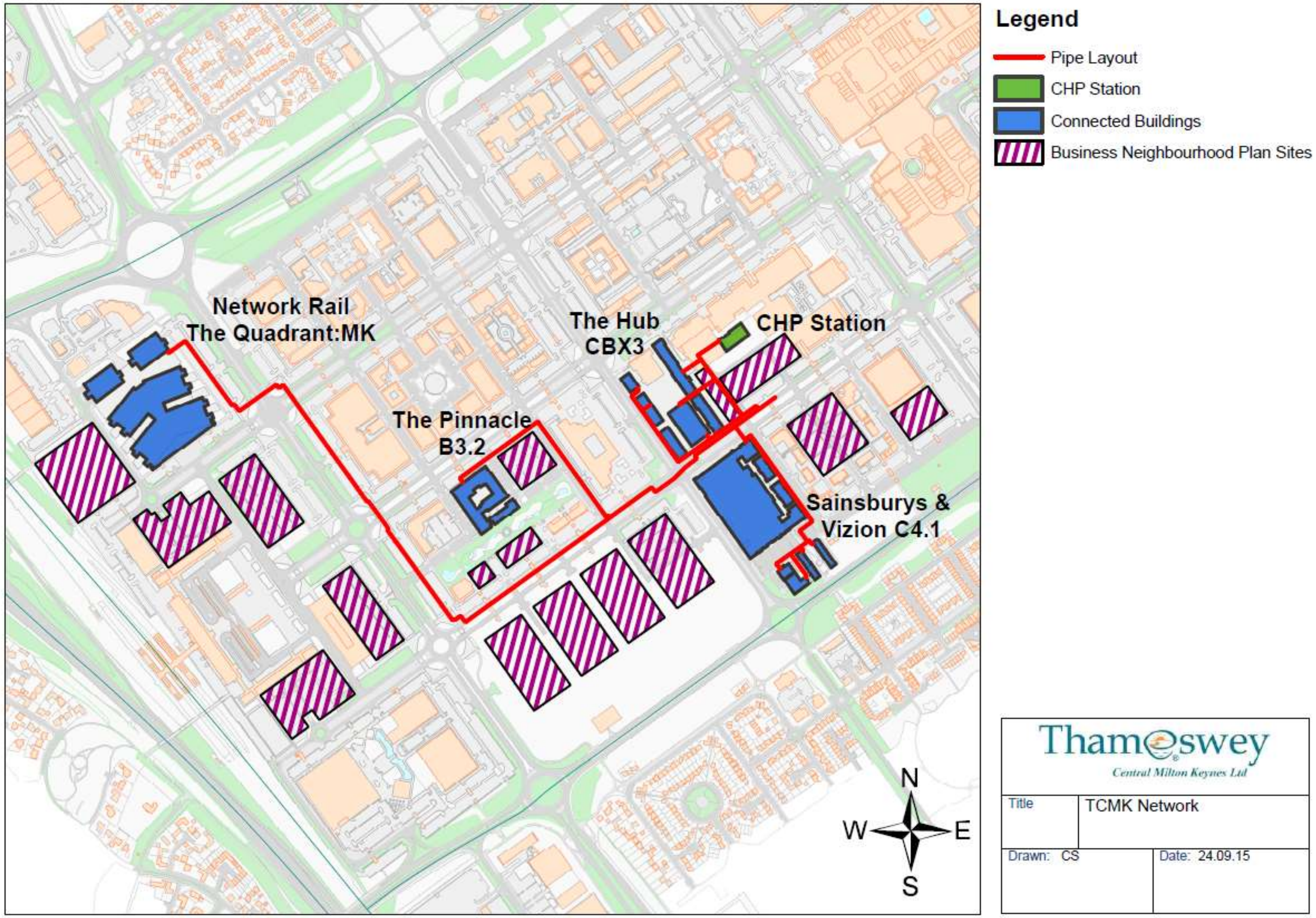
5.4 The budget has been based on historical costs, expected inflation and modelled revenue and costs. TCMK has a good level of confidence in the budget. It should be noted that increases in the gas price index lead to increases in the prices charged to commercial customers with prices calculated on a monthly basis, this helps to reduce financial risk to TCMK.

Appendix 3 shows the forecast Profit & Loss
Appendix 4 shows the Balance Sheet

Cash Flow

Appendix 5 shows the forecast Cash Flow

Appendix 1: Site Plan showing Current and Potential Future Connections



Appendix 2: Benefits to WBC

Year	Description	Value
2016	Net Interest Margin	£667,542
	Carbon Dioxide Emission Savings	2,280 tonnes
	Loan Arrangment Fees	£25,000
	Assist WBC in its Climate Change Strategy	
2017	Net Interest Margin	£656,412
	Carbon Dioxide Emission Savings	TBC
	Capital Project Fees paid to TL for investment in energy & environmental projects in the borough	£50,000
	Assist WBC in its Climate Change Strategy	

Appendix 3: Profit & Loss Account to 2021

		2016	2017	2018	2019	2020	2021
		Actual	Forecast	Budget	Budget	Budget	Budget
		£	£	£	£	£	£
Turnover							
	Income	2,897,260	3,017,892	3,022,124	3,303,888	3,695,241	3,867,078
		2,897,260	3,017,892	3,022,124	3,303,888	3,695,241	3,867,078
Cost of Sales							
	Direct Costs	1,710,385	1,959,044	1,949,433	2,106,114	2,267,466	2,374,773
Gross Profit		**1,186,874**	**1,058,848**	**1,072,691**	**1,197,774**	**1,427,776**	**1,492,305**
	GP % of turnover	41.0%	35.1%	35.5%	36.3%	38.6%	38.6%
Overheads							
	Administration Charges	40,962	41,781	47,076	50,292	89,996	94,228
	Operation Mgt - TSC	9,243	9,428	9,522	9,665	9,785	9,920
	Energy Management	11,918	12,157	12,278	12,462	12,617	12,790
	Customer Services	192,327	196,174	198,136	201,098	203,609	206,401
	Rent, Rates & Utilities	29,760	30,355	30,659	31,117	31,506	31,938
	Insurance	54,872	55,969	56,529	57,374	58,090	58,887
	Prof Fees - Legal	11,860	12,097	12,218	12,401	12,556	12,728
	Prof Fees - Consultancy	41,187	42,011	42,431	43,066	43,603	44,201
	Other Misc Costs	256	261	264	268	271	275
	Data Collection	27,742	28,297	28,580	29,008	29,370	29,772
	Audit & Tax Advice	9,250	9,435	9,529	9,672	9,793	9,927
	Trade Mark Fees	10,000	10,200	10,302	10,456	10,587	10,732
	Non Exec Remuneration	9,319	9,506	9,601	9,744	9,866	10,001
	Bank Charges	4,437	4,526	4,571	4,639	4,697	4,762
	Abortive Connection Costs	20,402	20,810	21,018	21,332	21,598	21,894
	Bad Debts	33,100	33,762	34,099	34,609	35,041	35,522
	Doubtful Debt Provision	-28,476	-29,046	-29,336	-29,775	-30,147	-30,560
	Total Costs	**478,160**	**487,724**	**497,478**	**507,428**	**552,840**	**563,417**
EBITDA		**708,714**	**571,125**	**575,213**	**690,347**	**874,936**	**928,888**
	Depreciation	793,257	852,095	1,012,307	1,092,307	1,107,487	1,101,239
	Amortisation	273,147	277,526	303,716	343,716	382,663	410,441
Operating Profit/(loss)		**188,604**	**(3,445)**	**(133,378)**	**(58,244)**	**150,113**	**238,090**
	Finance Income	1,192	0	0	1,040	1,061	1,082
	Finance Costs	1,743,842	1,837,955	1,862,096	1,961,024	2,025,339	2,072,488
	Loan Arrangement Fees	25,000	36,000	36,500	27,972	26,619	23,015
Profit/(Loss) Before Tax		**(1,579,046)**	**(1,877,400)**	**(2,031,974)**	**(2,046,200)**	**(1,900,784)**	**(1,856,331)**
Tax Income		69,268	0	0	0	0	0
	Profit/(Loss) after Tax	**(1,509,778)**	**(1,877,400)**	**(2,031,974)**	**(2,046,200)**	**(1,900,784)**	**(1,856,331)**

EBITDA is earnings before interest, taxation, depreciation and amortisation

Appendix 4 : Forecast Balance Sheet for the period 2016-2021

	2016 Actual	2017 Forecast	2018 Budget	2019 Budget	2020 Budget	2021 Budget
FIXED ASSETS						
Land & Buildings	1,593,297	1,561,851	1,530,404	1,498,957	1,467,511	1,436,064
Plant & Machinery	16,791,772	17,196,633	18,032,439	18,668,245	18,746,157	17,768,513
Engine Service	54,294	270,961	379,294	162,628	145,531	192,973
Assets Under Construction	345,570	259,178	172,785	86,393	0	0
	18,784,933	19,288,622	20,114,922	20,416,223	20,359,198	19,397,550
LONG TERM INVESTMENTS	0	0	0	0	0	0
CURRENT ASSETS						
Trade Debtors	497,273	497,273	497,273	497,273	497,273	497,273
Provision for Doubtful Debts	(47,251)	(47,251)	(47,251)	(47,251)	(47,251)	(47,251)
HMRC CIS Refund	0	0	0	0	0	0
VAT Refund	0	0	0	0	0	0
Accrued Income	163,577	163,577	163,577	163,577	163,577	163,577
Corporation Tax	200,947	200,947	200,947	200,947	200,947	200,947
Prepayments	9,813	9,813	9,813	9,813	9,813	9,813
Group Recharges	23,238	23,238	23,238	23,238	23,238	23,238
Parts in Stock	70,231	70,231	70,231	70,231	70,231	70,231
Short Term Deposit	5,000	5,000	5,000	5,000	5,000	5,000
Bank Account	296,296	70,513	132,319	100,000	100,000	100,000
	1,219,125	993,341	1,055,148	1,022,828	1,022,828	1,022,828
CURRENT LIABILITIES						
Trade Creditors	167,904	167,904	167,904	167,904	167,904	167,904
VAT Liability	42,712	42,712	42,712	42,712	42,712	42,712
Accrued Expenses	362,462	362,462	362,462	362,462	362,462	362,462
Deferred Income	0	0	0	0	0	0
	573,077	573,077	573,077	573,077	573,077	573,077
NET CURRENT ASSETS	**646,048**	**420,264**	**482,071**	**449,752**	**449,752**	**449,752**
LONG TERM LIABILITIES						
Long Term Loans WBC	25,676,046	28,163,541	31,485,652	33,404,549	35,130,972	36,436,096
Long Term Loans Lombard	1,520,155	898,314	0			
Grants/Contributions	6,088,388	6,378,039	6,874,322	7,270,606	7,387,943	6,977,502
	33,284,589	35,439,894	38,359,974	40,675,155	42,518,915	43,413,598
NET TOTAL ASSETS	**(13,853,608)**	**(15,731,007)**	**(17,762,981)**	**(19,809,181)**	**(21,709,966)**	**(23,566,296)**
CAPITAL & RESERVES						
Share Capital	1,110,000	1,110,000	1,110,000	1,110,000	1,110,000	1,110,000
P&L Account B/F	(13,453,829)	(14,963,608)	(16,841,008)	(18,872,981)	(20,919,182)	(22,819,966)
Profit/(Loss) YTD	(1,509,778)	(1,877,400)	(2,031,974)	(2,046,200)	(1,900,784)	(1,856,331)
	(13,853,608)	**(15,731,008)**	**(17,762,981)**	**(19,809,182)**	**(21,709,966)**	**(23,566,296)**

Appendix 5: Forecast Cash Flow

	Forecast 2017 £	Budget 2018 £	Budget 2019 £	Budget 2020 £	Budget 2021 £
Operating Activities					
Profit/(Loss) Before Financing	(3,445)	(133,378)	(58,244)	150,113	238,090
(Increase)/Decrease in Debtors	0	0	0	0	0
Increase/(Decrease) in Creditors	0	0	(1)	0	0
Add Back: Depreciation / Less Amortisation	574,570	708,591	748,591	724,823	690,798
NET CASH FLOW FROM OPERATING ACTIVITIES	**571,125**	**575,213**	**690,346**	**874,936**	**928,888**
Investing Activities					
(Purchase)/Disposal of investments	(788,608)	(1,038,608)	(653,608)	(550,462)	(139,591)
(Purchase)/Disposal of fixed assets	0	0	0	0	0
NET CASH FLOW FROM INVESTING ACTIVITIES	**(788,608)**	**(1,038,608)**	**(653,608)**	**(550,462)**	**(139,591)**
Financing Activities					
Increase in Share Capital	0	0	0	0	0
Interest Received	0	0	1,040	1,061	1,082
Interest Paid	(1,873,955)	(1,898,596)	(1,988,997)	(2,051,958)	(2,095,503)
Loans Received	3,600,000	3,650,000	2,797,207	2,661,895	2,301,520
Repayment of Loans	(1,734,346)	(1,226,203)	(878,310)	(935,472)	(996,396)
NET CASH FLOW FROM FINANCING ACTIVITIES	**(8,300)**	**525,201**	**(69,059)**	**(324,474)**	**(789,297)**
Taxation					
Corporation Tax	0	0	0	0	0
NET CASH INFLOW/(OUTFLOW) OF CASH	**(225,783)**	**61,806**	**(32,320)**	**(0)**	**(0)**
Cash Balance @ Beginning of Period	296,296	70,513	132,320	100,000	100,000
Cash Balance @ End of Period	70,513	132,319	100,000	100,000	100,000