

## Appendix 2

### TIMETABLE TO OPENING IN JUNE 2016:

<b>2014</b>	
<b>Policy and Resources: Subject to approval to proceed:</b>	<b>6 March 2014</b>
Local Enterprise Partnership Investment Committee Approval of £4m Junior Loan	<b>27 February 2014</b>
Tasks to be undertaken pre-financial close:	
Meeting/s with Brighton i360 team re final Conditions Precedent and residual matters	
Final Due Diligence completed	
Final re-draft of all documentation	
Final sign off by Officers	
Sign off by Chair of Policy and Resources, Director of Finance and Director of Place	
<b>Financial Close - long stop date</b>	<b>May 2014</b>
Mobilisation Period	2 months
<b>Start On Site</b>	<b>June 2014</b>
<b>Completion</b>	<b>June 2016</b>



## Appendix 3

### Brighton i360 - TARGET VISITORS/CAPACITY

	Operation Statement July 2012
Ride time – start to finish 3 rides per hour * 30 minute ride time for Sky Bar during the evening.	20mins
Maximum Pod capacity	200
Visitors per annum- based upon D&J International Consulting medium projections in a stable year.	725,000
Hours of operation per day (peak month – less in winter months)	13
<b>Projections based on above:</b>	
Average no of rides per day over 12 month period (see note below)	28
Average maximum daily capacity	5,575
Maximum annual capacity based on 50 week year	1,951,200
Visitors as % of capacity	37%

**NB: Projections above assume the following operating periods:**

**Winter (October to March)**

Monday to Thursday 10am- 6pm (8 hrs)

Fri, Sat, Sun & Bank Hols 10am - 10pm (12 hrs)

**Summer (April to September)**

Monday to Thursday 10am - 6pm (8 hrs)

Fri, Sat, Sun & Bank Hols 10am - 11pm (13 hrs)



## Appendix 4

### Due Diligence and BHCC Council Advisers list – December 2014

#### Due Diligence

A due diligence process has been undertaken by Brighton & Hove City Council since March 2012, when the initial proposal to lend funds to Brighton i360 was proposed. This work has been supplemented by a separate process undertaken by the Local Enterprise Partnership, Coast 2 Capital. Due diligence will continue up to financial close and after this point be replaced by a formal monitoring process involving finance officers within BHCC and separately appointed technical monitors for the project, Gardiner and Theobald, who will oversee the project to the point of construction completion and thereafter will also assist the council in their continual oversight role as senior lender (costs to be met by Brighton i360).

#### 1. SUMMARY OF PROJECT DETAILS

<ul style="list-style-type: none"><li>• Project Proposed and &amp; Growing Places Fund Borrower (Brighton i360 Ltd) Details of Borrower's Incorporated Structure</li></ul>
<ul style="list-style-type: none"><li>• Project Description and use of Growing Places Fund</li></ul>
<ul style="list-style-type: none"><li>• Growing Places Fund Loan requested</li></ul>
<ul style="list-style-type: none"><li>• Outputs leveraged by Growing Places Fund</li></ul>

#### 2. DOCUMENTATION

<p>A) STATUTORY PLANNING STATUS</p> <ul style="list-style-type: none"><li>• Written Evidence / Statement of Planning Strategy Approach, Timescales, Documentation for Planning Submission, and Pre-Application Discussions with the Planning Authority</li></ul>
<ul style="list-style-type: none"><li>• Evidence of Planning Consent (Copy of Decision Notice or Committee Resolution)</li></ul>
<ul style="list-style-type: none"><li>• Evidence of Discharge of Key Conditions of Planning Consent</li></ul>
<ul style="list-style-type: none"><li>• Evidence / Statement of any other Consents required for Project Delivery</li></ul>
<p>B) MARKET ANALYSIS &amp; DEMAND EVIDENCE</p>

<ul style="list-style-type: none"> <li>• Market Analysis Undertaken</li> </ul>
<ul style="list-style-type: none"> <li>• Marketing Strategy</li> </ul>
<p>C) FINANCIAL ARRANGEMENTS</p> <ul style="list-style-type: none"> <li>• Evidence confirming all other Private and/or Public Funding / Financing critical for Project Delivery</li> </ul>
<p>D) LAND TITLE / INTERESTS</p> <ul style="list-style-type: none"> <li>• Evidence of control over all Land / Property Interests required for delivery</li> </ul>
<ul style="list-style-type: none"> <li>• Copies of Title Documents and/or Lease or Option Agreements</li> </ul>
<ul style="list-style-type: none"> <li>• Evidence / Statement of any other Charges Over Land / Property Interests critical for Project Delivery</li> </ul>
<p>E) COST &amp; VALUE APPRAISAL</p> <ul style="list-style-type: none"> <li>• Evidence of professionally prepared Cost &amp; Value Appraisal / Business Plan (latter if applicable).</li> </ul>
<ul style="list-style-type: none"> <li>• Evidence of Design, Specification and Tender Brief.</li> </ul>
<ul style="list-style-type: none"> <li>• Evidence of Tendered Prices.</li> </ul>
<p>F) DOCUMENTS IN ADDITION TO PROJECT DOCUMENTS TO BE ENTERED INTO BY BRIGHTON i360 LTD</p>
<ul style="list-style-type: none"> <li>• Agreement For Lease and Lease from West Pier Trust to Brighton i360 Ltd.</li> </ul>
<ul style="list-style-type: none"> <li>• Professional Appointments for the Design Team and Technical Consultants.</li> </ul>
<ul style="list-style-type: none"> <li>• Ancillary Documents required as a consequence of the Existing Ownership Arrangements for the land adjoining the site which will comprise Access Licence and Lease of the Sitting Out Area and Arches and Deed of Surrender of the Council's existing Lease and Grant of a new Lease.</li> </ul>

### **3. DELIVERY MANAGEMENT**

<p>A) MANAGEMENT &amp; GOVERNANCE</p>
<ul style="list-style-type: none"> <li>• Statement confirming Key Project Partners, Delivery Capability and Reporting</li> </ul>
<ul style="list-style-type: none"> <li>• Statement outlining Project Delivery Plan / Programme, detailing Key</li> </ul>

Milestones and Commitments to Development as a result of Securing of PWLB finance and GPF loan
B) OUTPUTS MONITORING & REPORTING
<ul style="list-style-type: none"> <li>Statement Confirming Proposal for monitoring and reporting Outputs Delivery</li> </ul>

#### 4. COMMERCIAL PROPOSAL / TERMS OF AGREEMENT

A) Growing Places and Brighton and Hove City Council - LOAN TERMS
<ul style="list-style-type: none"> <li>Loan Amount &amp; Return Terms – Statement</li> </ul>
<ul style="list-style-type: none"> <li>Security Offered– Statement / Evidence</li> </ul>
<ul style="list-style-type: none"> <li>Repayment Terms – Statement of Repayment Mechanism/s and Timescale/s</li> </ul>
<ul style="list-style-type: none"> <li>Evidence of £1m cost over run facility and availability up to one year post completion</li> </ul>
Note: The above list is not exhaustive and other matters will be included as required.

### Brighton & Hove City Council Advisors.

#### Pinsent Mason

Pinsent Masons have experience of acting for a range of private sector lenders and developers and their specialists cover issues such as state aid, construction, property and tax. They have also acted for the European Investment Bank and advised Regional Development Agencies.

#### Osborne Clark

Osborne Clarke is a multinational law firm with their HQ in London and with offices in the UK, Germany, Italy, Belgium, Spain, France and the United States. The firm has 165 partners and 1,000 employees and is the 35th largest law firm in the UK.

Osborne Clarke was awarded with the TMT Law firm of the Year awarded at The Lawyer Awards June 2012.

#### Gardiner and Theobald

G&T is a world renowned company providing a broad range of professional services within the property and construction industries both in the UK and worldwide. They offer independent assurance, monitoring, consultancy and audit services and have worked for many major government departments and public and private sector clients. Their specialist development monitoring team has been in existence since

1996 and they are one of the most highly regarded monitoring teams in the UK, having advised on over £8 billion of development expenditure. G&T were procured by the council in July 2012 to assist on the due diligence and future monitoring of the Brighton i360 project.

### **Operis Group plc**

Operis has significant experience in formal due diligence and other assurance advisory work for projects in respect of financial models, legal documentation, taxation and accounting matters.

They are renowned for financial modelling expertise, due diligence and funding advice and their teams are engaged with and close to the market, with knowledge reflective of the changing world and financial markets. Clients come from a wide range of industry sectors.