

Registration number: 05533272

# Connect Roads South Tyneside Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2021



# **Connect Roads South Tyneside Limited**

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# **Connect Roads South Tyneside Limited**

## **Strategic Report for the Year Ended 31 December 2021**

The Directors present their strategic report for the year ended 31 December 2021.

### **Principal activity**

Connect Roads South Tyneside Limited (the "Company") was incorporated in England and Wales on 10 August 2005 and on 9 December 2005 the Company entered into a Private Finance Initiative ("PFI") concession contract (the "Concession Agreement") with South Tyneside Council (the "Client") to design build, renew, finance and maintain the Client's street lighting and illuminate highway signage over a 25 year period. The contract end date is February 2031.

The construction program started in March 2006 and was completed in February 2011 as scheduled.

The installation and maintenance contract with Balfour Beatty Living Places follows a set formulae for the life of the contract and this enables the Company to have certainty over its income and major expenses until 2031. Furthermore, the Company has a credit agreement with its lenders which fixes the level of borrowing and repayments due until the loan is fully repaid in 2031. The Directors have prepared a detailed forecast up to 2031 incorporating inter-alia the terms of the contract, the associated subcontracts and funding agreements. This forecast, which is updated regularly, shows that the Company expects to be able to continue to operate for the full term of the concession.

### **Review of the Business**

The results for the year are set out on page 11. The profit for the year after taxation was £201k (2020: £202k). The net assets position as at 31 December 2021 was £250k (2020: net liabilities £1,233k).

The profits remain comparable year on year, the increase in net assets is attributed to a decrease in the swap liability in the current year.

The Directors expect the Company to continue its operations for the foreseeable future.

### **Key Performance Indicators**

As part of the stewardship of the project the Directors regularly consider Board reports related to the performance of the Company and the information and Key Performance Indicators ("KPI's") contained therein. These include, amongst other things, variance against budget in the financial statements and forward cash flow forecasting and other qualitative and quantitative indicators of performance that, as a whole, provide the basis for the management of the Company.

The Company has set specific business objectives, which are monitored using a number of KPI's. The relevant KPI's for this report are detailed below.

### **Net cash flow**

As at 31 December 2021, the net cash flow was in line with forecast. For the year ended 31 December 2021 the net cash outflow was £68k (2020: outflow of £4k). The year on year movement in cash flows is attributable to an increased borrowings repayment.

### **Financial performance**

The Directors have modelled the anticipated financial outcome of the project across its full term and monitor actual performance against this anticipated performance. As at 31 December 2021 the Company's performance against this measure was satisfactory.

## **Connect Roads South Tyneside Limited**

### **Strategic Report for the Year Ended 31 December 2021 (continued)**

#### **Principal Risks and Uncertainties**

The Company recognises that effective risk management is fundamental to achieving its business objectives in order to meet its commitments in fulfilling the PFI contract and in delivering a safe and efficient service. Risk management contributes to the success of the business by identifying opportunities and anticipating risks in order to improve business performance and fulfil our contractual obligations.

#### Contractual relationships

The Company operates within a contractual relationship with its Client. Impairment of this relationship could have an impact upon the Company and lead to a breach of contract. Consequently, to manage this risk, the Company has regular meetings with the Client, including discussions on performance, project processes, future plans and customer requirements. In accordance with the Concession Agreement, the Company is responsible for installing and providing services in relation to the streetlighting, which, if not provided, could have a detrimental impact upon the Company.

#### Credit & cash flow risks

The relevant financial risks to the Company are credit and cash flow risks, which arise from its Client, South Tyneside Council. The credit and cash flow risks are not considered significant as the Client is a quasi governmental organisation.

#### Interest rate risk

The financial risk management objective of the Company is to ensure that financial risks are mitigated by the use of financial instruments (in particular by the use of Interest Rate Swaps) where they cannot be addressed by means of contractual provisions. Financial instruments are not used for speculative purposes.

#### Liquidity risk

The Company's liquidity risk is principally managed through financing the Company by means of long-term borrowings, with an amortisation profile that matches the expected availability of funds from the Company's operating activities. In addition, the Company maintains reserve bank accounts to provide short-term liquidity against future debt service and other expenditure requirements.

#### Financial risk management

The Directors do not believe that the Company is exposed to any significant Financial Risk. The Company's principal activity as detailed above is low risk as all relationships with the customer, funders and sub-contractors within the Group in which it sits are determined by the terms of the respective contracts.

#### Brexit

The Directors have considered the consequences to the Company of the United Kingdom having exited the European union and, as at the date of signing the report, this has not had a significant impact on the Company and it is not anticipated that this will have a significant impact in the future. This is primarily because the Company's contractual agreements, including those which cover its financing, are unlikely to be affected.

## Connect Roads South Tyneside Limited

### Strategic Report for the Year Ended 31 December 2021 (continued)

#### COVID-19

The Directors have considered the potential impacts on the Company of the COVID-19 emergency and, as at the date of signing the report, do not anticipate that this will have a significant impact on the Company's ability to continue as a going concern.

In making this assessment the Directors have considered the Government Guidance, as issued on 2 April 2020: "Supporting vital service provision in PFI/PF2 (and related) contracts during the COVID-19 emergency", and the subsequent guidance issued by the Cabinet Office on 24 June 2020 "PPN 04\_20- Recovery and Transition from COVID-19".

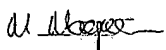
The Directors expect that the Contracting Authority will adhere to the guidance as issued, and therefore the unitary charge payments will be maintained, and the cash flows of the Company are unlikely to be affected. The receipt from the Contracting Authority between April 2020 to May 2022 was received in the normal fashion. Additionally, the Directors have considered the contingency plans that the Company's supply chain has in place and consider that, in conjunction with the government guidance and taking account of reasonably possible counterparty performance, this will enable services to be maintained.

Accordingly, the Directors continue to adopt the going concern basis in preparing the annual report and financial statements.

#### Ownership

The Company is owned by its ultimate controlling parties Equitix Fund IV LP and Balfour Beatty plc (in the ratio 80:20), both of which are incorporated in the United Kingdom and registered in England and Wales. Voting rights are equally split between the two controlling parties.

Approved by the Board on ~~30 June 2022~~ and signed on its behalf by:



Digitally signed by Mark Mageean  
DN: cn=Mark Mageean, c=GB, o=Connect  
Roads, ou=Connect Roads,  
email=mark.mageean@balfourbeatty.com  
Reason: Approved  
Date: 2022.06.30 09:48:40 +0100

.....  
M P Mageean  
Director

**Registered office**      Q14 Quorum Business Park  
Benton Lane  
Newcastle upon Tyne  
NE12 8BU

## **Connect Roads South Tyneside Limited**

### **Directors' Report for the Year Ended 31 December 2021**

The Directors have pleasure in presenting their Annual Report together with the Financial Statements and auditor's report for the year ended 31 December 2021.

The following information has been disclosed in the Strategic Report.

- Principal risks and uncertainties.
- Indication of likely future developments in the business.
- Key performance indicators.

#### **Going Concern**

The Directors do not expect any significant change to the Company's activities to occur in the following financial year.

After making enquiries, as further elaborated in the Strategic Report, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

The Directors have also considered the ability of the client to continue to pay unitary fees due to the Company and, having made enquiries, consider it is not unreasonable to conclude that the Client and UK Government will continue to meet their obligations in this respect. The Company's forecasts and projections, taking account of reasonably possible counterparty performance, show the Company expects to be able to continue to operate for the full term of the concession.

#### **Share Capital**

The issued share capital at 31 December 2021 was £1k (2020: £1k).

#### **Results and Dividends**

The audited financial statements for the year ended 31 December 2021 are set out on pages 11 to 28. The profit for the year after taxation was £201k (2020: £202k). The Directors paid a dividend in respect of the year ended 31 December 2021 of £88k (2020: £Nil).

#### **Directors of the Company**

The directors who held office during the year were as follows:

P Bent

T S Cunningham

M P Mageean

K Rahuf (resigned 17 March 2021)

J A Scott (appointed 17 March 2021)

#### **Disclosure of Information to the Auditor**

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's Auditor is unaware; and each Director has taken all steps that they ought to have taken to make himself/herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

## Connect Roads South Tyneside Limited

### Directors' Report for the Year Ended 31 December 2021 (continued)

#### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approved by the Board on 30 June 2022, and signed on its behalf by:



Digitally signed by Mark Mageean  
DN: cn=Mark Mageean, o=GB, ou=Connect  
Roads, email=mark.mageean@balfourbeatty.com  
Reason: Approved  
Date: 2022.06.30 09:46:59 +0100

.....  
M P Mageean  
Director

## **Connect Roads South Tyneside Limited**

### **Statement of Directors' Responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements**

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



## **Connect Roads South Tyneside Limited**

### **Independent Auditor's Report to the Members of Connect Roads South Tyneside Limited**

#### **Opinion**

We have audited the financial statements of Connect Roads South Tyneside Limited (the 'Company') for the year ended 31 December 2021, which comprise the Profit and Loss Account, Statement of Comprehensive Income, Company Balance Sheet, Company Statement of Changes in Equity, and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

#### **Going concern**

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the Directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

## **Connect Roads South Tyneside Limited**

### **Independent Auditor's Report to the Members of Connect Roads South Tyneside Limited (continued)**

#### **Fraud and breaches of laws and regulations - ability to detect**

##### ***Identifying and responding to risks of material misstatement due to fraud***

To identify risks of material misstatement due to fraud (fraud risks) we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytic procedures to identify unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because revenue is a fixed mark-up by way of an agreement with a single customer.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by senior finance management and those posted to unusual accounts.
- Assessing significant accounting estimates for bias.

##### ***Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations***

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

## **Connect Roads South Tyneside Limited**

### **Independent Auditor's Report to the Members of Connect Roads South Tyneside Limited (continued)**

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, anti-bribery, and certain aspects of company legislation recognising the regulated nature of the Company's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

#### ***Context of the ability of the audit to detect fraud or breaches of law or regulation***

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the Financial Statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the Financial Statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

#### **Strategic Report and Directors' Report**

The Directors are responsible for the Strategic Report and the Directors' Report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic Report and the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic Report and the Directors' Report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

#### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

## **Connect Roads South Tyneside Limited**

### **Independent Auditor's Report to the Members of Connect Roads South Tyneside Limited (continued)**

#### **Directors' responsibilities**

As explained more fully in their statement set out on page 6, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

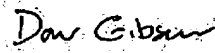
#### **Auditor's responsibilities**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

#### **The purpose of our audit work and to whom we owe our responsibilities**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



.....  
Dan Gibson (Senior Statutory Auditor)  
For and on behalf of KPMG LLP, Statutory Auditor  
*Chartered Accountants*  
Quayside House  
110 Quayside  
Newcastle upon Tyne  
NE1 3DX

Date: 30 June 2022

## Connect Roads South Tyneside Limited

### Profit and Loss Account for the Year Ended 31 December 2021

	Note	2021 £ 000	2020 £ 000
Turnover	3	2,279	2,324
Cost of sales		<u>(2,131)</u>	<u>(2,179)</u>
Gross profit		148	145
Administrative expenses		<u>(85)</u>	<u>(84)</u>
Operating profit		63	61
Interest receivable and similar income	7	1,254	1,310
Interest payable and similar expenses	8	<u>(1,067)</u>	<u>(1,121)</u>
Profit before tax		250	250
Taxation	9	<u>(49)</u>	<u>(48)</u>
Profit for the financial year		<u><u>201</u></u>	<u><u>202</u></u>

All activities are from continuing operations in the United Kingdom.

The notes on pages 15 to 28 form an integral part of these financial statements.

# **Connect Roads South Tyneside Limited**

## **Statement of Comprehensive Income for the Year Ended 31 December 2021**

	<b>2021</b>	<b>2020</b>
	<b>£ 000</b>	<b>£ 000</b>
Profit for the year	<u>201</u>	<u>202</u>
Unrealised <i>gain/(loss)</i> on cash flow hedges before tax	1,514	(113)
Income tax effect	<u>(144)</u>	<u>97</u>
	<u>1,370</u>	<u>(16)</u>
Total comprehensive income for the year	<u><u>1,571</u></u>	<u><u>186</u></u>

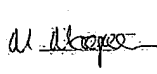
# Connect Roads South Tyneside Limited

(Registration number: 05533272)

## Company Balance Sheet as at 31 December 2021

	Note	2021 £ 000	2020 £ 000
<b>Non current assets</b>			
Finance debtor	11	16,548	17,792
Deferred tax	10	590	734
		<u>17,138</u>	<u>18,526</u>
<b>Current assets</b>			
Debtors	12	459	469
Finance debtor	11	1,268	1,290
Cash at bank and in hand		<u>1,997</u>	<u>2,065</u>
		3,724	3,824
<b>Creditors: Amounts falling due within one year</b>	13	<u>(2,142)</u>	<u>(2,157)</u>
<b>Net current assets</b>		<u>1,582</u>	<u>1,667</u>
<b>Total assets less current liabilities</b>		18,720	20,193
<b>Creditors: Amounts falling due after more than one year</b>	13	<u>(18,470)</u>	<u>(21,426)</u>
<b>Net assets/(liabilities)</b>		<u>250</u>	<u>(1,233)</u>
<b>Capital and reserves</b>			
Called up share capital	16	1	1
Cash flow hedge reserve		(1,791)	(3,161)
Profit and loss account		<u>2,040</u>	<u>1,927</u>
<b>Total equity</b>		<u>250</u>	<u>(1,233)</u>

Approved and authorised by the Board on 30 June 2022 and signed on its behalf by:


  
Digitally signed by Mark Mageean  
 DN: cn=Mark Mageean, o=GB, ou=Connect  
 Roads, ou=Connect Roads,  
 email=mark.mageean@balfourbeatty.com  
 Reason: Approved  
 Date: 2022.06.30 09:49:14 +0100

.....  
 M P Mageean  
 Director

# **Connect Roads South Tyneside Limited**

## **Company Statement of Changes in Equity for the Year Ended 31 December 2021**

	<b>Called up share capital £ 000</b>	<b>Cash flow hedge reserve £ 000</b>	<b>Profit and loss account £ 000</b>	<b>Total £ 000</b>
At 1 January 2020	1	(3,145)	1,725	(1,419)
Profit for the year	-	-	202	202
Other comprehensive income	-	(16)	-	(16)
At 31 December 2020	<u>1</u>	<u>(3,161)</u>	<u>1,927</u>	<u>(1,233)</u>
	<b>Called up share capital £ 000</b>	<b>Cash flow hedge reserve £ 000</b>	<b>Profit and loss account £ 000</b>	<b>Total £ 000</b>
At 1 January 2021	1	(3,161)	1,927	(1,233)
Profit for the year	-	-	201	201
Other comprehensive income	-	1,370	-	1,370
Dividends	-	-	(88)	(88)
At 31 December 2021	<u>1</u>	<u>(1,791)</u>	<u>2,040</u>	<u>250</u>

The notes on pages 15 to 28 form an integral part of these financial statements.



## **Connect Roads South Tyneside Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2021**

#### **1 Accounting policies**

Connect Roads South Tyneside Limited (the 'Company') is a private company incorporated, domiciled and registered in England in the UK. The registered number is 05533272 and the registered address is Q14 Quorum Business Park, Benton Lane, Newcastle upon Tyne, NE12 8BU.

A summary of the principal accounting policies of the Company, all of which have been applied consistently throughout the current and preceding year, is set out below.

#### **Basis of preparation**

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") and the Companies Act 2006. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000, unless otherwise stated.

The Company's immediate parent undertaking, Connect Roads South Tyneside Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Connect Roads South Tyneside Holdings Limited are available to the public and may be obtained from the address in note 18.

In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Connect Roads South Tyneside Holdings Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 Share Based Payments; and
- Certain disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1 of the Companies Act 2006.

Judgements made by the Directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2.

#### **Measurement convention**

The financial statements are prepared on the historical cost basis, except that financial instruments classified as fair value through profit and loss are stated at their fair value.

#### **Going concern**

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Strategic Report and Directors' Report.

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

## **Connect Roads South Tyneside Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)**

#### **1 Accounting policies (continued)**

The Directors have prepared cash flow forecasts covering a period of 15 months from the date of approval of these financial statements which indicate that, taking account of severe but plausible possible downsides, the Company will have sufficient funds to meet its liabilities as they fall due for that period. Those forecasts are dependent on the underlying customer continuing to meet its obligations under the Project Agreement.

In making this assessment the Directors have considered the potential impact of the ongoing COVID-19 pandemic.

The Company's operating cash inflows are largely dependent on unitary charge receipts receivable from South Tyneside Council and the Directors expect these amounts to be received even in severe but plausible possible downside scenarios. The unitary charge receipts due between April 2020 to May 2022 were received on time in the normal fashion from South Tyneside Council.

As at the Balance Sheet date the Company has net assets of £250k and has generated a profit for the year then ended of £201k.

The contract is an availability-based project. The Company continues to provide the asset in accordance with the contract and is available to be used. As a result, the Company does not believe there is any likelihood of a material impact to the unitary payment.

The Directors have assessed the viability of its main sub-contractor and reviewed the contingency plans of the sub-contractor and are satisfied in their ability to provide the services in line with the contract without significant additional costs to the Company, even in downside scenarios, due to the underlying contractual terms. To date, there has been no adverse impact on the services provided by the Company or its sub-contractor arising from COVID-19. However, in the unlikely event of a subcontractor failure, the Company has its own business continuity plans to ensure that service provision will continue.

The Directors believe the Company has sufficient funding in place and expect the Company to be in compliance with its debt covenants even in severe but plausible downside scenarios.

Consequently, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

#### **Finance Debtor**

The Company is an operator of a PFI contract. The underlying asset is not deemed to be an asset of the Company under FRS102 section 34.1C, because the risks and rewards of ownership as set out in that Standard are deemed to lie principally with the Client.

During the construction phase of the project, all attributable expenditure was included in amounts recoverable on contracts and turnover. Upon becoming operational, the costs were transferred to the finance debtor. During the operational phase income is allocated between interest receivable and the finance debtor using a project specific interest rate. The remainder of the PFI unitary charge income is included within turnover in accordance with FRS102 section 23. The Company recognises income in respect of the services provided as it fulfils its contractual obligations in respect of those services and in line with the fair value of the consideration receivable in respect of those services.

Major maintenance costs are recognised on a contractual basis and the revenue in respect of these services is recognised when these services are performed.

## **Connect Roads South Tyneside Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)**

#### **1 Accounting policies (continued)**

##### **Turnover**

Turnover, which is stated net of value added tax, represents amounts invoiced for services provided in the period. These amounts are separately identifiable services from the contract discussed below.

The income streams from South Tyneside Council contain separable elements for property and the provision of services. It has been determined that the balance of risks and rewards derived from the underlying asset is not borne by the Company and therefore the asset created under the contract has been accounted for as a finance debtor.

Revenues received from the Client are apportioned between capital repayments and operating revenue. The "finance income" element of the capital repayment is shown within interest receivable.

Income is deferred where payment is received from South Tyneside Council in advance of the performance of the related services.

Operating income is recognised by applying a 5% mark-up on the operational costs, representing the fair value of operational services.

##### **Finance income and costs**

Interest income and interest payable are recognised in the profit and loss account as they accrue, using the effective interest method.

##### **Tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Current tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date.

## **Connect Roads South Tyneside Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)**

#### **1 Accounting policies (continued)**

##### **Financial instruments**

###### ***Classification***

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, reduced by allowances for estimated irrecoverable amounts and expected credit losses in the case of trade debtors.

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Term loans are initially stated at the amount of the net proceeds after deduction of related issue costs. The carrying amount is increased by the finance cost in respect of the accounting period and reduced by payments made in the period.

Secured subordinated debt is initially stated at the amount of the net proceeds after deduction of related issue costs. The carrying amount is increased by the finance cost in respect of the accounting period and reduced by payments made in that period.

Investments realisable within one year held by the Company represent amounts held on deposit with a financial institution which are not available for withdrawal without penalty in under 24 hours. Investments realisable within one year are stated at amortised cost with the interest receivable being recognised at a constant rate over the life of the investment.

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

###### ***Impairment***

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

##### **Classification of financial instruments issued by the Company**

In accordance with FRS 102 section 22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (i) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and

## **Connect Roads South Tyneside Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)**

#### **1 Accounting policies (continued)**

- (ii) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

#### **Derivative financial instruments**

Changes in the carrying value of financial instruments that are designated and effective as hedges of future cash flows ("cash flow hedges") are recognised directly in Other Comprehensive Income and any ineffective portion is recognised immediately in the Profit and Loss account. Amounts deferred in Other Comprehensive Income in respect of cash flow hedges are subsequently recognised in the Profit and Loss account in the same period in which the hedged item affects net profit or loss.

The Company applies the provisions of IFRS 9 to measure and recognise financial instruments. Financial instruments are recognised in the Company's balance sheet when the Company becomes party to the contractual provisions of the instrument.

#### **Other financial liabilities**

Other financial liabilities, are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

## **Connect Roads South Tyneside Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)**

#### **2 Critical accounting judgements and key sources of estimation and uncertainty**

##### **Judgements**

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

##### Hedge accounting

The Directors consider the Company to have met the criteria for hedge accounting and the Company has therefore recognised fair value movements on derivatives in effective hedging relationships through other comprehensive income as well as the deferred tax thereon.

##### **Key sources of estimation uncertainty**

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

##### Service concession arrangement

The Company accounts for the project as a service concession arrangement. The Directors use their judgement in selecting the appropriate financial debtor rate to be applied in order to allocate the income received between revenue, and capital repayment of and interest income on the financial debtor; and also the service margin that is used to recognise service revenue. The Directors have also used their judgement in assessing the appropriateness of the future maintenance costs that are included in the Company's forecasts. The Directors will continue to monitor the condition of the assets and undertake a regular review of maintenance spend.

##### Valuation of derivative financial instruments

The Directors use their judgement in selecting a suitable valuation technique for derivative financial instruments. All derivative financial instruments are valued at the mark to market valuation provided by the derivative counterparty. In these cases, the Company uses valuation techniques to assess the reasonableness of the valuation provided by the derivative counterparty. These techniques use a discounted cash flow analysis based on market observable inputs derived from similar instruments in similar and active markets.

The fair value of derivative financial instruments at the balance sheet date was a liability of £2,388k (2020 - £3,901k). The Directors do not consider the impact of own credit risk to be material.

## Connect Roads South Tyneside Limited

### Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

#### 3 Turnover

The analysis of the Company's turnover for the year by market is as follows:

	2021	2020
	£ 000	£ 000
UK	<u>2,279</u>	<u>2,324</u>

Turnover includes the fair value of the services provided for the installation of street lighting and illuminated highway signs.

#### 4 Auditor's remuneration

The audit fee for the Company was £19k (2020: £12k).

#### 5 Directors' remuneration

The Directors are employees of the shareholders and received no material remuneration for their services towards the management of the Company in the current or prior year.

#### 6 Staff costs

All staff costs are borne by Balfour Beatty Investments Limited, which second its employees to the Company and charges related service costs. The Company had 0 employees during the current or prior year.

#### 7 Interest receivable and similar income

	2021	2020
	£ 000	£ 000
Interest receivable on financial asset	<u>1,254</u>	<u>1,310</u>

#### 8 Interest payable and similar expenses

	2021	2020
	£ 000	£ 000
Interest payable on term loan	913	955
Subordinated debt interest payable	<u>154</u>	<u>166</u>
	<u>1,067</u>	<u>1,121</u>

## Connect Roads South Tyneside Limited

### Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

#### 9 Taxation

Tax charged/(credited) in the profit and loss account

	2021 £ 000	2020 £ 000
<b>Current taxation</b>		
UK corporation tax	49	49
<b>Deferred taxation</b>		
Arising from origination and reversal of timing differences	(2)	(2)
Arising from changes in tax rates and laws	2	1
Total deferred taxation	-	(1)
Tax expense in the income statement	49	48

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2020 - the same as the standard rate of corporation tax in the UK) of 19% (2020 - 19%).

The differences are reconciled below:

	2021 £ 000	2020 £ 000
Profit before tax	250	250
Corporation tax at standard rate	47	48
Effect of expense not deductible in determining taxable profit (tax loss)	-	(1)
Deferred tax expense relating to changes in tax rates or laws	2	1
Total tax charge	49	48

The Company earns its results primarily in the UK, therefore the tax rate used for tax on profit on ordinary activities is the current UK corporation tax rate of 19% (2020: 19%).

For the year end 31 December 2021, a corporation tax rate of 19% has been applied in line with rates enacted by the Finance Act 2020 which was enacted on 22 July 2020.

#### Tax relating to items recognised in other comprehensive income or equity

	2021 £ 000	2020 £ 000
Deferred tax related to items recognised in other comprehensive income	144	(97)



## Connect Roads South Tyneside Limited

### Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

#### 10 Deferred tax and other provisions

	2021 £ 000	2020 £ 000
At 1 January	734	636
Profit and loss movement	-	1
Movement through other comprehensive income	(144)	97
At 31 December	<u>590</u>	<u>734</u>
	<b>Fair value movement on financial instruments £ 000</b>	<b>FRS102 transitional adjustment £ 000</b>
At 1 January 2021	741	(7)
Movement in the year	(144)	-
At 31 December 2021	<u>597</u>	<u>(7)</u>

A deferred tax asset has been recognised and is considered recoverable as sufficient taxable profits are expected to arise in the foreseeable future.

The opening deferred tax balances in the financial statements were measured at 19%. For the year end 31 December 2021, a tax rate of 25% has been applied in line with rates enacted by the Finance Act 2021 which was enacted on 24 May 2021. This gives rise to a debit to the profit and loss account of £2k and a credit to the SOCIE of £143k.

#### 11 Finance debtor

	2021 £ 000	2020 £ 000
At 1 January	19,082	20,368
Installation and related costs	600	532
Accrued interest	1,254	1,310
Client income received in the year	(3,120)	(3,128)
	<u>17,816</u>	<u>19,082</u>

Finance debtor comprising:

	2021 £ 000	2020 £ 000
Due within one year	1,268	1,290
Due after more than one year	16,548	17,792
	<u>17,816</u>	<u>19,082</u>

## Connect Roads South Tyneside Limited

### Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

#### 12 Debtors

	2021 £ 000	2020 £ 000
Trade debtors	455	466
Prepayments	4	3
	<u>459</u>	<u>469</u>

#### 13 Creditors

	2021 £ 000	2020 £ 000
<b>Due within one year</b>		
Secured bank loan - term loan	1,617	1,655
Subordinated debt	129	114
Accrued subordinated debt interest payable	50	51
Trade creditors	202	180
VAT payable	128	135
Corporate tax liability	3	3
Accruals	13	19
	<u>2,142</u>	<u>2,157</u>
<b>Due after one year</b>		
Secured bank loan - term loan	14,408	15,722
Subordinated debt	1,674	1,803
Swap liability	2,388	3,901
	<u>18,470</u>	<u>21,426</u>

## Connect Roads South Tyneside Limited

### Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

#### 13 Creditors (continued)

The bank loans represent amounts borrowed under a facility agreement with a bank. The bank loans bear interest at a margin over the London Inter-Bank Offered Rate ("LIBOR") and are repayable in semi-annual instalments, with the final instalment due in 2030. The subordinated debt bears interest at 8% above RPIx and is payable to the shareholders in semi-annual instalments, with the final instalment due in 2030. The loans are secured over the Company's rights, title and interest in certain assets and/or revenues and over the immediate parent Company's shares in the Company and have certain covenants attached.

The Company has entered into interest rate swaps to manage its exposure to interest rate fluctuations. Under interest rate swaps, the Company agrees to exchange the difference on floating rate interest amounts calculated on agreed notional principal amounts. Such contracts enable the Company to mitigate the risk of changing interest rates on the fair value of issued debt held and the cash flow exposure on the issued variable rate debt held. The fair value of interest rate swaps at the reported date is determined by discounting the future cash flows using market data available at the reporting date. The average interest rate is based on the outstanding balance at the end of the period.

The bank loan and interest rate swaps entered into by the Company contain variable elements linked to LIBOR. This interest rate benchmark was discontinued on 31 December 2021, and after this date, the loan and interest rate swaps were transitioned onto an alternative benchmark. This transition of the interest rate benchmark has not been applied in these financial statements, and the impact on the financial statements if it had been applied would not be material.

#### 14 Loans and borrowings

Analysis of maturity of debt:

	2021 £ 000	2020 £ 000
Within one year or on demand	1,796	1,820
Between one and two years	1,657	1,455
Between two and five years	5,304	4,961
After five years	9,121	11,109
	<u>17,878</u>	<u>19,345</u>

#### 15 Financial liabilities and instruments

##### Financial liabilities

Derivatives that are designated and effective as hedging instruments are carried at fair value.

	2021 £ 000	Non-current 2020 £ 000
Interest rate swaps	<u>2,388</u>	<u>3,901</u>

## Connect Roads South Tyneside Limited

### Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

#### 15 Financial liabilities and instruments (continued)

All interest rate swap contracts are designated as hedges of variable interest rate risk of the Company's floating rate borrowings. The hedged cash flows are expected to occur and to affect profit or loss over the period to maturity of the interest rate swaps.

The interest rate swaps settle on a six-monthly basis. The fixed interest rate on the interest rate swaps is 4.565% and the floating rate on the interest rate swaps is six months' LIBOR. The Company will settle the difference between the fixed and floating interest rate on a net basis.

The bank loan and interest rate swaps entered into by the Company contain variable elements linked to LIBOR. This interest rate benchmark was discontinued on 31 December 2021, and after this date, the loan and interest rate swaps were transitioned onto an alternative benchmark. This transition of the interest rate benchmark has not been applied in these financial statements, and the impact on the financial statements if it had been applied would not be material.

#### Financial instruments

The carrying value of financial assets:

	2021 £ 000	2020 £ 000
Held at amortised cost	18,276	19,551
Held at cost, less impairment	1,997	2,065
At 31 December	<u>20,273</u>	<u>21,616</u>

The carrying value of financial liabilities:

	2021 £ 000	2020 £ 000
Held at amortised cost	18,276	19,682
Held at cost, less impairment	2,388	3,901
At 31 December	<u>20,664</u>	<u>23,583</u>

#### Hedge accounting

The following table indicates the periods in which the cash flows associated with cash flow hedging instruments are expected to occur as required by FRS 102 section 12.29(a) for the cash flow hedge accounting models.

	2021 Carrying amount £ 000	2020 Carrying amount £ 000
Liabilities	<u>2,388</u>	<u>3,901</u>

## Connect Roads South Tyneside Limited

### Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

#### 15 Financial liabilities and instruments (continued)

	2021 Expected cash flows £ 000	2020 Expected cash flows £ 000
Less than 1 year	536	726
1 to 2 years	346	653
2 to 5 years	893	1,512
More than 5 years	536	1,044
At 31 December	<u>2,311</u>	<u>3,935</u>

#### 16 Share capital

##### Allotted, called up and fully paid shares

	No. 000	2021 £ 000	No. 000	2020 £ 000
Allotted , called up & fully paid ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The Company's other reserves are as follows:

- The profit and loss reserve represents cumulative profits or losses, net of dividends paid.
- The hedging reserve represents the cumulative portion of gains and losses on hedging instruments deemed effective in hedging variable interest rate risk of recognised financial instruments. Amounts accumulated in this reserve are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends.

#### 17 Related party transactions

##### Transactions during the year

	2021 £ 000
Balfour Beatty Living Places - installation and maintenance	2,813
Balfour Beatty Investments - secondment	<u>60</u>
	<u>2,873</u>

## Connect Roads South Tyneside Limited

### Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

#### 17 Related party transactions (continued)

	2020 £ 000
Balfour Beatty Living Places - installation and maintenance	2,707
Balfour Beatty Investments - secondment	76
	<u>2,783</u>

#### Outstanding balances at the end of the year

	2021 £ 000
Balfour Beatty Living Places - installation and maintenance	158
Balfour Beatty Investments - secondment	13
	<u>171</u>

	2020 £ 000
Balfour Beatty Living Places - installation and maintenance	147
Balfour Beatty Investments - secondment	5
	<u>152</u>

As a wholly owned subsidiary of Connect Roads South Tyneside Holdings Limited, the Company has taken advantage of the exemption in FRS 102.33 from disclosing transactions with other wholly owned subsidiaries within Connect Roads South Tyneside Holdings Limited.

#### 18 Parent and ultimate parent undertaking

The Company's immediate parent is Connect Roads South Tyneside Holdings Limited, incorporated in the United Kingdom and registered in England and Wales.

The ultimate parent entities are Balfour Beatty plc and Equitix Fund IV LP, incorporated in the United Kingdom and registered in England and Wales. The Company is jointly controlled by Balfour Beatty plc and Equitix Fund IV LP.

The largest and smallest group in which these financial statements are consolidated is Connect Roads South Tyneside Holdings Limited, copies of whose financial statements are available from Q14, Quorum Business Park, Benton Lane, Newcastle upon Tyne, NE12 8BU.

#### 19 Subsequent events

It is recognised in February 2022 the roles of the Security Trustee and Facility Agent were transferred. The Company entered into a Deed of resignation, Appointment and Transfer of Security Trustee and Facility Agent. All roles were novated therefore all terms and conditions remain unchanged and the Company remains unaffected.