Directors' Report and Financial Statements For the year ended 30 June 2021

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# **COMPANY INFORMATION**

Directors

John S Gordon Rory W Christie Alan P Fordyce

Secretary -Resolis Limited..

**Company Number** 08403322

**Registered Office** 

Watling House 5th Floor, 33 Cannon Street London

EC4M 5SB

Johnston Carmichael LLP 7 - 11 Melville Street Edinburgh EH3 7PE Independent Auditor  $\mathcal{S}$ 

#### **DIRECTORS' REPORT**

The Director's Report is prepared in accordance with The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

# 1 Principal activities

Blue3 (Staffs) (Holdings) Limited (the "Company") acts as an investment holding company, whose sole business is the holding of an investment in its wholly owned subsidiary, Blue3 (Staffs) Limited.

The principal activities of the subsidiary are the design, construction, financing, supply of certain services and maintenance of a set of 11 fire stations in accordance with the terms of an agreement with Stoke on Trent and Staffordshire Fire and Rescue Authority, now the Police and Crown Commission. This agreement together with a loan facilities agreement, a construction contract, a facilities management contract and other related contracts were signed on 10 July 2013. The concession period runs for a period of 25 years from the completion of the final station.

# 2 Business review and future developments

There have been no significant issues in relation to the construction of the fire stations and all the 11 stations were handed over to the Police and Crown Commission in June 2016.

The risks posed by the current Covid-19 pandemic include the risk of the service provider in the subsidiary falling behind on fulfilling their contractual requirements due to staff sickness resulting in a high level in deductions and the risk of service provider failure. The risk of increased deductions in the subsidiary is primarily mitigated through performance risk under the Project Agreement and related contracts being substantially passed onto service providers. A review of the financial impact on the Company and its subsidiary in responding to COVID-19 has been assessed as low. This is because the Company and its subsidiary are still able to provide the services required under the Project Agreement as the sub-contracted Facilities Management company are still able to provide the necessary services as the work is deemed to be essential and the persons delivering those services deemed to be key workers, as confirmed by a guidance note released by the Infrastructure and Projects Authority on 2 April 2020.

The impact of COVID-19 on the Company is directly related to the impact on the subsidiary. As Blue 3 (Staffs) receives all of its revenues from the Police and Crown commission and the government continues to actively encourage the full and prompt payment of suppliers by such bodies. Consequently, Blue 3 (Staffs) fully anticipates being able to continue to deliver on its financial and other commitments. From an operational perspective, COVID-19 brings challenges, but regular and positive meetings are held amongst all key parties and relationships remain strong and fully supportive of each other. The Facilities Management provider (Kier FM) is fully resourced and continues to provide the contracted services while observing recognised social distancing guidance, alongside their own guidance measures.

# 3 Results

The result for the financial year dealt with in the financial statements is £343k (2020: £56k).

#### 4 Key performance indicators

The Company's results are measured against the original financial model, agreed as part of the financial close on 10 July 2013. Variances from the model are highlighted and reported to the board on a monthly basis. Service availability performance indicators commenced in the operational phase.

# 5 Principal risks and uncertainties

As this project is heavily geared there is the potential financial risk that interest rate fluctuations in the market could impact the project. However, as management have put in place fixed price debt instruments for the life of the project, this risk is deemed to be mitigated.

## 6 Going concern

The directors have reviewed the Company's projected cash flows which have been prepared on the basis of a detailed analysis of the Company's finances and likely future demand trends. After consideration of these projections, the directors consider the group and Company will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

The directors have considered the impact of COVID-19 and do not believe that it will effect the Company's ability to continue as a going concern.

#### **DIRECTORS' REPORT CONTINUED**

## 7 Dividends

Ordinary dividends were paid of £343k (2020: £56k). The directors do not recommend any further payment.

#### 8 Directors

The directors of the Company who served during the year and to the date of this report were as follows:

John S Gordon Rory W Christie Alan P Fordyce

# 9. Small company provisions

This report has been prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006.

# 10 Disclosure of information to auditor

As far as the directors are aware, there is no relevant audit information of which the Company's auditor are unaware and each of us has taken all the steps that he or she ought to have taken in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of such information.

# 11 Independent Auditors

The auditors are deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

#### 12 Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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.

The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# Qualifying third party indemnity provisions

The company has made qualifying third-party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date

On hehalf of the Board

By Chil

Rory Christie (Dec 16, 2021, 11:05pm)

Rory W Christie Director

Date: 16 December 2021

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BLUE3 (STAFFS) (HOLDINGS) LIMITED

#### **Opinion**

We have audited the financial statements of Blue3 (Staffs) (Holdings) Limited (the 'company') for the year ended 30 June 2021 which comprise the Statement of Income and Retained Earnings, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2021, and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice: 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

# Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

# Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

# Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us 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; or
- the directors were not entitled to take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

#### **Responsibilities of the Directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

# Auditor's responsibilities for the audit of the financial statements

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

# Extent to which an audit is considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

We obtained an understanding of the legal and regulatory frameworks that are applicable to the company, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The most relevant frameworks we identified include:

- UK Companies Act; and
- UK Corporation taxes legislation.

We gained an understanding of how the company is complying with these laws and regulations by making enquiries of management and those charged with governance. We corroborated these enquiries through our review of any relevant correspondence with regulatory bodies and board meeting minutes.

We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur, by meeting with management and those charged with governance to understand where it was considered there was susceptibility to fraud. This evaluation also considered how management and those charged with governance were remunerated and whether this provided an incentive for fraudulent activity. We considered the overall control environment and how management and those charged with governance oversee the implementation and operation of controls. In areas of the financial statements where the risks were considered to be higher, we performed procedures to address each identified risk.

The following procedures were performed to provide reasonable assurance that the financial statements were free of material fraud or error:

- reviewing minutes of meetings of those charged with governance for reference to breaches of laws and regulation or for any indication of any potential litigation and claims;
- reviewing the level of and reasoning behind the company's procurement of legal and professional services;
- enquiring of management and those charged with governance regarding the potential or known or suspected instances of non-compliance with laws and regulations, where they consider fraud is most likely to occur and extent of any litigation claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud; and
- performing audit work procedures over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing judgements made by management in their calculation of accounting estimates for potential management bias.

Our audit procedures were designed to respond to the risk of material misstatements in the financial statements, recognising that the risk of not detecting a material risk due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve intentional concealment, forgery, collusion, omission or misrepresentation. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <a href="https://www.frc.org.uk/Our-Work/Audit/Audit-and-assurance/Standards-and-guidance-for-auditors/Auditors-responsibilities-for-audit/Description-of-auditors-responsibilities-for-audit.aspx">https://www.frc.org.uk/Our-Work/Audit/Audit-and-assurance/Standards-and-guidance-for-auditors-responsibilities-for-audit/Description-of-auditors-responsibilities-for-audit.aspx</a>. This description forms part of our auditor's report.

# Use of our report

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.

Johnston Carnichael Wil

Allison Dalton Senior Statutory Auditor)
For and on behalf of Johnston Carmichael LLP

17 December 2021

Chartered Accountants
Statutory Auditor

7-11 Melville Street Edinburgh EH3 7PE

# STATEMENT OF COMPREHENSIVE INCOME For the year ended 30 June 2021

	Note	2021 £000	2020 £000
Turnover Cost of sales		-	
Gross result	·	-	-
Administrative expenses Income from shares in group undertakings Finance income Finance costs	5 3 3	343 295 (295)	56 304 (304)
Profit before taxation		343	56
Tax on result		<del></del>	
Profit for the financial year		343	56

All of the activities of the business are from continuing operations.

The notes on pages 10 to 13 form part of these financial statements.

# **BALANCE SHEET** As at 30 June 2021

	Note	2021 £000	2020 £000
Fixed assets Investments	6	10	10
Current assets  Debtors: amounts falling due after more than one year	7	2,465	2,532
Debtors: amounts falling due within one year	7	68	71
Total current assets		2,533	2,603
Current liabilities Creditors: amounts falling due within one year	8	(68)_	(71)
Total assets less current liabilities		2,475	2,542
Creditors: amounts falling due after more than one year	8	(2,465)	(2,532)
Net assets		10_	10
Capital and reserves Called up share capital Profit and loss account	9	10	. 10
Total shareholders' funds		10	10

These financial statements have been prepared and delivered in accordance with the provisions applicable to the small companies' regime.

The financial statements were approved by the board on 16 December 2021 and were signed on its behalf by:

Rory Christie (Dec 16, 2021, 11:05pm) Rory W Christie

Director

Registered Number: 08403322

# STATEMENT OF CHANGES OF EQUITY For the year ended 30 June 2021

	Called up share capital £000	Profit and loss account £000	Total shareholders' funds £000
Balance as at 30 June 2020	10	-	10
Result for the financial year	-	343	343
Total comprehensive income for the year	-	343	343
Dividends paid	-	(343) <sup>.</sup>	(343)
Balance as at 30 June 2021	10	-	10

The notes on pages 10 to 13 form part of these financial statements.

**Notes to the Financial Statements** 

# 1 Accounting policies

#### Statement of Compliance

The individual financial statements of Blue3 (Staffs)(Holdings) Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies' regime convention. The disclosure requirements of section 1A have been applied, other than where additional disclosures is required to show a true and fair view.

#### General information

Blue3 (Staffs) (Holdings) Limited (the Company) is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is Watling House, 5th Floor, 33 Cannon Street, London EC4M 5SB. The Company acts as a holding company for Blue 3 (Staffs) Limited.

The principal activity of Blue3 (Staffs) Limited is to develop and service and maintain a set of eleven fire stations under an agreement with the Stokes and Staffordshire Fire Authority, now the Police and Crown Commission.

The Company's functional and presentation currency is the pound sterling. Monetary amounts in these financial statements are rounded to the nearest thousand pound.

#### Accounting policies

#### Basis of preparation

These financial statements are prepared on a going concern basis under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed further in the accounting policies.

The accounting policies stated below have been consistently applied to the years presented, unless otherwise stated.

#### Going concern

The directors have reviewed the cash flow forecast and taking into account reasonably possible risks in operations to the Company, the directors believe that the Company will be able to settle its liabilities as they fall due for the foreseeable future and therefore it is appropriate to prepare these financial statements on the going concern basis.

In assessing the Company's ability to continue as a going concern, the Directors have considered the impact of COVID-19, as described in the Directors' report.

# Disclosure exemptions

The Company has taken advantage of the exemption in FRS 102 Section 7 'Statement of Cash Flows' part 1B, which states that a small company is not required to prepare a cash flow statement.

The Company has also taken advantage of the exemption in Section 33 of FRS 102 'Related Party Disclosures', which allows it not to disclose transactions with wholly owned members of a group.

#### Income tax

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in equity. In this case tax is also recognised in Other Comprehensive Income or directly in equity. Current or deferred taxation assets and liabilities are not discounted.

#### Notes to the Financial Statements (continued)

#### **Current tax**

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

#### **Investments**

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

## **Consolidation Policy**

The Company has taken advantage of the option not to prepare consolidated financial statement contained in section 398 of the Companies Act 2006 on the basis that the entity and its subsidiary undertakings comprise a small group.

#### Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of six months or less and bank overdrafts.

#### Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty are as follows:

# i) Impairment of assets

The carrying value of those assets recorded in the Company's Statement of Financial Position, at amortised cost, could be materially reduced where circumstances exist which might indicate that an asset has been impaired and an impairment review is performed. Impairment reviews consider the fair value and or value in use of the potentially impaired asset or assets and compares that with the carrying value of the asset or assets in the Statement of Financial Position. Any reduction in value arising from such a review would be recorded in the Statement of Comprehensive Income. Impairment reviews involve the significant use of assumptions. Consideration has to be given as to the price that could be obtained for the asset or assets, or in relation to a consideration of value in use, estimates of the future cash flows that could be generated by the potentially impaired asset or assets, together with a consideration of an appropriate discount rate to apply to those cash flows.

# ii) Market rate of interest

The directors have reviewed the interest rates applied to the unsecured subordinated loan stock and consider these to be at a market rate.

# 2. Operating results

The audit fee is paid by the Company's 100% subsidiary, Blue3 (Staffs) Limited. The directors estimate the fee attributable to the Company to be £1,350 (2020: £1,250).

#### 3. Finance income and costs

The Company has recognised the subordinated debt interest receivable from its subsidiary (Blue3 (Staffs) Limited) and due to its shareholders as both interest receivable and interest payable in this year's financial statements which totals £295k (2020: £304k).

# Notes to the Financial Statements (continued)

## 4. Directors and employees

The directors received no remuneration during the year (2020: £nil).

The Company has no employees (2020: nil).

## 5. Dividends:

Dividends paid during the year (excluding those for which a liability existed at the end of the prior year):

	2021 £000	2020 £000
Interim dividend of £34.30 per share (2020: £5.60 per share)	<u>343</u>	56

## 6. Investments

	£000
Cost Balance at 1 July 2020	10
Addition Balance at 30 June 2021	10

2021

The Company's subsidiary, Blue3 (Staffs) Limited, was acquired on 14 February 2013 for book value and is wholly owned. The Company owns 100% of the issued ordinary share capital of this company whose activity is set out in the Directors' report.

# 7. Debtors

		2021 £000	2020 £000
	Debtors: amounts falling due after more than one year Debtors: amounts falling due within one year	2,465 68 2,533	2,532 71 2,603
8.	Creditors	2021	2020

	£000	£000
Creditors: amounts falling due within one year Creditors: amounts falling due after more than one year	68 2,465	71 2.532
creators, amounts raining due area more than one year	2,533	2,603

Sub-ordinated loan facility outstanding at 30 June 2021 is £2,532k and is repayable from 01 July 2021 to 31 January 2040.

Amounts repayable are due as follows:	£000
Within one year In more than one year but not more than two years In more than two years but not more than five years In more than 5 years	68 73 274 <u>2.118</u>
	<u>_2,533</u>

# Notes to the Financial Statements (Continued)

# 9. Called up share capital

	2021 £000	2020 £000
Authorised; allotted and fully paid 10,000 (2020: 10,000) ordinary shares of £1 each	10	10

## 10. Related party disclosures

The Company is wholly owned by PPDI Assetco Limited and has taken advantage of the exemption in section 33 of FRS 102 "Related Party Disclosures", that allows it not to disclose transactions with wholly owned members of a group.

## 11. Ultimate holding company

The immediate parent company is PPDI Assetco Limited and ultimate holding company is PPP Equity PIP LP, a limited partnership registered in England. The financial statements for PPDI Finance Limited can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.