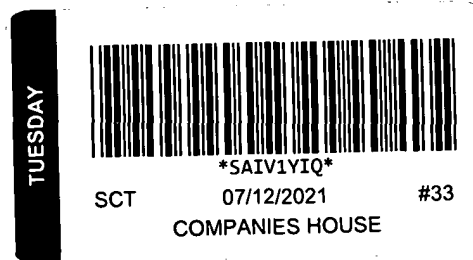


COMPANY REGISTRATION NUMBER: SC313818

**Falkirk Schools Gateway Limited**  
**Annual Report and Financial Statements**  
**31 March 2021**



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**Falkirk Schools Gateway Limited**  
**Annual Report and Financial Statements**  
**Year Ended 31 March 2021**

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# **Falkirk Schools Gateway Limited**

## **Officers and Professional Advisers**

### **The Board of Directors**

C Bell  
U F Cameron  
G J Greenhorn  
R G Jack  
D Smith  
D Spiller  
N Poupard

### **Company Secretary**

Dentons Secretaries Limited

### **Registered Office**

Quartermile One  
15 Lauriston Place  
Edinburgh  
EH3 9EP

### **Independent Auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants & Statutory Auditors  
Level 4  
Atria One  
144 Morrison Street  
Edinburgh  
EH3 8EX

### **Bankers**

Royal Bank of Scotland Plc  
PO Box 412  
62/63 Threadneedle Street  
London  
EC2R 8LA

# **Falkirk Schools Gateway Limited**

## **Directors' Report**

### **Year Ended 31 March 2021**

The directors present their report and the audited Annual Report and Financial Statements of Falkirk Schools Gateway Limited ("the Company") for the year ended 31 March 2021.

#### **Principal Activities**

The principal activity of the Company is the provision of finance and facilities management for 4 schools to Falkirk Council under the Government's Public Private Partnership (PPP) programme. The contract is for 33 years, with the construction phase now being completed, and is currently in year 11 of the 30 year service delivery period.

#### **Performance Review**

The profit for the financial year, after taxation, amounted to £288,897 (2020: £265,013).

The profit for the financial year will be transferred to reserves.

The directors are satisfied with the overall performance of the Company and do not foresee any significant change in the Company's activities in the coming financial year.

Covid-19 was declared a pandemic in March 2020 and since then there has been widespread disruption in the UK. The Company's income is availability based and due from the local authority so the risk of non-payment is considered remote, and to date the Company has continued to receive payment in line with the contract terms. Alongside this, the Company has not experienced material variation from its projected levels of expenditure and key suppliers (primarily the facilities manager) have continued to be able to service the Company. The Directors have considered the current performance and the future financial impact to the Company of this pandemic, taking into account the sources of income and expenditure. It is the Directors' view that although the likely full impact is unknown, and at this stage is not possible to quantify, it is not expected to materially impact on the operations or financial position of the Company.

#### **Key Performance Indicators**

The performance of the Company from a cash perspective is assessed six monthly by the testing of the covenants of the senior debt provider. The key indicator being the debt service cover ratio. The Company has been performing well and has been compliant with the covenants laid out in the Group loan agreement.

# **Falkirk Schools Gateway Limited**

## **Directors' Report** *(continued)*

**Year Ended 31 March 2021**

### **Charitable donations**

The Company is a non-profit distributing (NPD) company, preventing any retained earnings from being distributed to the shareholders as dividends. Surplus profits are instead distributed to the Nominated Charity chosen by Falkirk Council, in its role as nominator.

As per the requirements laid out in section 5 of the Project Agreement the Company has made charitable donations to the nominated charity of £114,377 in the year (2020: £64,033).

### **Going Concern**

The directors acknowledge that the Company is in net liabilities, however this is a result of the interest rate and RPI swaps, which are significantly out of the money, being included on the Statement of Financial Position.

The Company prepares cash flow forecasts covering the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions, including the impact of Covid-19, that will prevail over the forecast period. Based on these forecasts the directors have a reasonable expectation that the Company has adequate resources to continue in its operational existence for the foreseeable future.

In light of this, the directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.

### **Directors**

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

C Bell  
U F Cameron  
G J Greenhorn  
R G Jack  
D Smith  
D Spiller  
N Poupard

### **Dividends**

The directors do not recommend the payment of a dividend.

# Falkirk Schools Gateway Limited

## Directors' Report *(continued)*

**Year Ended 31 March 2021**

### **Financial Risk**

Due to the nature of the Company's business, the financial risks the directors consider relevant to this Company are credit, interest rate, cash flow and liquidity risk. The credit risk is not considered significant as the client is a quasi governmental organisation.

#### *Interest rate risk*

The financial risk management objectives of the Company are to ensure that financial risks are mitigated by the use of financial instruments. The Company uses interest rate swaps to reduce its exposure to interest rate movements. Financial instruments are not used for speculative purposes.

#### *Cash flow and liquidity risk*

Many of the cash flow risks are addressed by means of contractual provisions. The Company's liquidity risk is principally managed through financing the Company by means of long-term borrowings.

### **Qualifying Third Party Indemnity Provisions**

During the year, and at the date of this report, the Company has in place qualifying third party indemnity provisions for the benefit of its directors.

### **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.


### **Disclosure of Information to Auditors**

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

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

This report was approved by the board of directors on 26 October 2021 and signed by order of the board by:

  
Ronald Jack (Oct 26, 2021 10:25 GMT+1)

R G Jack  
Director

# **Falkirk Schools Gateway Limited**

## **Directors' Responsibilities Statement**

### **Year Ended 31 March 2021**

The directors are responsible for preparing the Directors' Report and the Annual Report and Financial Statements in accordance with applicable law and regulations.

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

Under company law the directors must not approve the Annual Report and Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period.

In preparing the Annual Report and Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the Annual Report and Financial Statements; and
- prepare the Annual Report and 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. They 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.

# **Falkirk Schools Gateway Limited**

## **Independent Auditors' Report to the Members of Falkirk Schools Gateway Limited**

**Year Ended 31 March 2021**

### **Report on the Audit of the Financial Statements**

#### **Opinion**

In our opinion, Falkirk Schools Gateway Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2021 and of its profit for the year then ended;
- have been properly prepared 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); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 March 2021; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

#### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Independence**

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

#### **Conclusions Relating to Going Concern**

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Company's ability to continue as a going concern.

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



# **Falkirk Schools Gateway Limited**

## **Independent Auditors' Report to the Members of Falkirk Schools Gateway Limited** *(continued)*

### **Year Ended 31 March 2021**

#### **Reporting on Other Information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

#### **Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 March 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

#### **Responsibilities for the Financial Statements and the Audit**

##### **Responsibilities of the Directors for the Financial Statements**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

# **Falkirk Schools Gateway Limited**

## **Independent Auditors' Report to the Members of Falkirk Schools Gateway Limited** *(continued)*

**Year Ended 31 March 2021**

### **Auditors' 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.

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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK tax legislation and Health and Safety laws and regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and the risk of management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Enquiries of management around known or suspected instances of non-compliance with laws and regulations, claims and litigation, and instances of fraud;
- Understanding of management's controls designed to prevent and detect irregularities;
- Review of board minutes;
- Challenging management on assumptions and judgements made in their significant accounting estimates, in particular in relation to the fair value of derivative financial instruments;
- Identifying and testing journal entries to assess whether any of the journals appeared unusual, impacting revenue and distributable reserves.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

# **Falkirk Schools Gateway Limited**

## **Independent Auditors' Report to the Members of Falkirk Schools Gateway Limited** *(continued)*

### **Year Ended 31 March 2021**

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### **Use of This Report**

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### **Other Required Reporting**

##### **Companies Act 2006 Exception Reporting**

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

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

We have no exceptions to report arising from this responsibility.

# **Falkirk Schools Gateway Limited**

## **Independent Auditors' Report to the Members of Falkirk Schools Gateway Limited** *(continued)*

**Year Ended 31 March 2021**

### **Entitlement to Exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Matthew Kaye (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants & Statutory Auditors  
Edinburgh

26 October 2021

# Falkirk Schools Gateway Limited

## Statement of Comprehensive Income

Year Ended 31 March 2021

	Note	2021 £	2020 £
<b>Turnover</b>	<b>4</b>	<b>5,802,981</b>	5,871,172
Cost of sales		<u>(4,198,968)</u>	<u>(4,406,988)</u>
<b>Gross profit</b>		<b>1,604,013</b>	1,464,184
Administrative expenses		<u>(891,449)</u>	<u>(694,583)</u>
<b>Operating profit</b>	<b>5</b>	<b>712,564</b>	769,601
Interest receivable and similar income	<b>7</b>	<b>6,777,178</b>	6,824,545
Interest payable and similar expenses	<b>8</b>	<u>(7,133,079)</u>	<u>(7,278,839)</u>
<b>Profit before taxation</b>		<b>356,663</b>	315,307
Tax on profit	<b>9</b>	<u>(67,766)</u>	<u>(50,294)</u>
<b>Profit for the financial year</b>		<b><u>288,897</u></b>	<b><u>265,013</u></b>
Fair value movements on cash flow hedging instruments, net of tax		<u>1,953,904</u>	<u>4,705,994</u>
<b>Total comprehensive income for the year</b>		<b><u>2,242,801</u></b>	<b><u>4,971,007</u></b>

All the activities of the Company are from continuing operations.

The notes on pages 14 to 25 form part of these Financial Statements.


# Falkirk Schools Gateway Limited

## Statement of Financial Position

As at 31 March 2021

	Note	2021 £	2020 £
<b>Current assets</b>			
Debtors: amounts falling due within one year	10	15,622,797	13,611,689
Debtors: amounts falling due after more than one year	10	95,384,562	98,232,316
Cash at bank and in hand		9,145,001	10,277,290
		<b>120,152,360</b>	122,121,295
<b>Creditors: amounts falling due within one year</b>	11	<b>(5,242,904)</b>	(5,203,889)
<b>Net current assets</b>		<b>114,909,456</b>	116,917,406
<b>Total assets less current liabilities</b>		<b>114,909,456</b>	116,917,406
<b>Creditors: amounts falling due after more than one year</b>	12	<b>(156,848,946)</b>	(161,099,697)
<b>Net liabilities</b>		<b>(41,939,490)</b>	(44,182,291)
<b>Capital and reserves</b>			
Called up share capital	15	203	203
Hedging reserve	16	(43,440,481)	(45,394,385)
Retained earnings	16	1,500,788	1,211,891
<b>Total shareholders' deficit</b>		<b>(41,939,490)</b>	(44,182,291)

The Financial Statements were approved by the board of directors and authorised for issue on 26 October 2021, and are signed on behalf of the board by:

  
Ronald Jack (Oct 26, 2021 10:25 GMT+1)

R G Jack  
Director

Company registration number: SC313818

The notes on pages 14 to 25 form part of these Financial Statements.

# Falkirk Schools Gateway Limited

## Statement of Changes in Equity

Year Ended 31 March 2021

	Called up share capital £	Hedging reserve £	Retained earnings £	Total £
<b>At 1 April 2019</b>	203	(50,100,379)	946,878	(49,153,298)
Profit for the financial year			265,013	265,013
Other comprehensive income for the year:				
Fair value movements on cash flow hedging instruments, net of tax	—	4,705,994	—	4,705,994
<b>Total comprehensive income for the year</b>	—	4,705,994	265,013	4,971,007
<b>At 31 March 2020</b>	203	(45,394,385)	1,211,891	<b>(44,182,291)</b>
Profit for the financial year			288,897	<b>288,897</b>
Other comprehensive income for the year:				
Fair value movements on cash flow hedging instruments, net of tax	—	1,953,904	—	<b>1,953,904</b>
<b>Total comprehensive income for the year</b>	—	1,953,904	288,897	<b>2,242,801</b>
<b>At 31 March 2021</b>	<u>203</u>	<u>(43,440,481)</u>	<u>1,500,788</u>	<u><b>(41,939,490)</b></u>

Included in the fair value movement on cash flow hedging instruments is £4,655,736 (2020: £4,274,258) that was recycled through Interest Payable in the Statement of Comprehensive Income.

The notes on pages 14 to 25 form part of these Financial Statements.

# **Falkirk Schools Gateway Limited**

## **Notes to the Annual Report and Financial Statements**

### **Year Ended 31 March 2021**

#### **1. General Information**

Falkirk Schools Gateway Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in Scotland. The address of its registered office is Quartermile One, 15 Lauriston Place, Edinburgh, EH3 9EP.

The principal activity of the Company is the provision of finance and facilities management for 4 schools to Falkirk Council under the Government's Public Private Partnership (PPP)

The Company's functional and presentation currency is the pound sterling.

#### **2. Statement of Compliance**

The individual financial statements of Falkirk Schools Gateway 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 Companies Act 2006.

#### **3. Accounting Policies**

##### **(a) Basis of preparation**

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities.

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 judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment 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.

##### **(b) Going concern**

The directors acknowledge that the Company is in net liabilities, however this is a result of the interest rate and RPI swaps, which are significantly out of the money, being included on the Statement of Financial Position.

The Company prepares cash flow forecasts covering the expected life of the asset and so including the 12 month period from the date the financial statements are signed. In drawing up these forecasts, the directors have made assumptions based upon their view of the current and future economic conditions, including the impact of Covid-19, that will prevail over the forecast period. Based on these forecasts the directors have a reasonable expectation that the Company has adequate resources to continue in in operational existence for the foreseeable future.

In light of this, the directors continue to adopt the going concern basis of accounting in preparing the Company's annual financial statements.



# **Falkirk Schools Gateway Limited**

## **Notes to the Annual Report and Financial Statements *(continued)***

### **Year Ended 31 March 2021**

#### **3. Accounting Policies *(continued)***

##### **(c) 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 is wholly owned by Falkirk Schools Gateway HC 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.

##### **(d) Judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported. These estimates and judgments 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 compare 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) Fair values for derivative contracts**

Fair values for derivative contracts are based on market-to-market valuations provided by the contract counterparty. Whilst these can be tested for reasonableness, the exact valuation methodology and forecast assumptions for future interest rates or inflation rates are specific to the counterparty.

##### **iii) Service concession contract**

Accounting for the service concession contract and finance debtor requires estimation of service margin, finance debtor interest rates and associated amortisation profile which is based on forecast results of the contract.

# Falkirk Schools Gateway Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 March 2021

#### 3. Accounting Policies *(continued)*

##### (e) Revenue recognition

Turnover represents the services' share of the management services income received by the Company for the provision of a PFI asset to the customer. This income is received over the life of the concession period. Management service income is allocated between turnover, finance debtor interest and reimbursement of the finance debtor so as to generate a constant rate of return in respect of the finance debtor over the life of the contract.

##### (f) 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 respectively.

Current or deferred taxation assets and liabilities are not discounted.

##### i) 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. The directors periodically evaluate 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.

##### ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is also recognised on the revaluations of derivative financial instruments, with the movements going through the Statement of Comprehensive Income.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the deferred tax asset or liability.

# **Falkirk Schools Gateway Limited**

## **Notes to the Annual Report and Financial Statements** *(continued)*

### **Year Ended 31 March 2021**

#### **3. Accounting Policies** *(continued)*

##### **(g) Finance debtor**

The Company has taken the transition exemption in FRS 102 Section 35.10(i) that allows the Company to continue the service concession arrangement accounting policies from previous UK GAAP.

The Company is accounting for the concession asset based on the ability to substantially transfer all the risks and rewards of ownership to the customer, with this arrangement the costs incurred by the Company on the design and construction of the assets have been treated as a finance debtor within these financial statements.

##### **(h) 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. Bank overdrafts are shown within borrowings in current liabilities.

##### **(i) Borrowings**

Borrowings are recognised at amortised cost using the effective interest rate method. Under the effective interest rate method, any transaction fees, costs, discounts and premiums directly related to the borrowings are recognised in the Statement of Comprehensive Income over the life of the borrowings. Borrowings with maturities greater than twelve months after the reporting date are classified as non-current liabilities.

##### **(j) Financial instruments**

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price and subsequently at amortised cost, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Other financial instruments are subsequently measured at fair value, with any changes recognised in the Statement of Comprehensive Income, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in the Statement of Comprehensive Income immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

# Falkirk Schools Gateway Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 March 2021

#### 3. Accounting Policies *(continued)*

##### Financial instruments *(continued)*

Any reversals of impairment are recognised in the Statement of Comprehensive Income immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the Statement of Financial Position. Finance costs and gains or losses relating to financial liabilities are included in the Statement of Comprehensive Income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument.

##### (k) Hedge accounting

The Company has entered into an arrangement with third parties that is designed to hedge future cash flows arising on variable rate interest loan arrangements, with the net effect of exchanging the cash flows arising under those arrangements for a stream of fixed interest cash flows ("interest rate swaps"). The Company has also entered into an arrangement with third parties that is designed to hedge future cash receipts arising from its principal activity (RPI swaps). The Company has designated that this arrangement is a hedge of another (non-derivative) financial instrument, to mitigate the impact of potential volatility on the Company's net cash flows.

To qualify for hedge accounting, documentation is prepared specifying the hedging strategy, the component transactions and methodology used for effectiveness measurement. 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 a hedging reserve in equity and any ineffective portion is recognised immediately in the Statement of Comprehensive Income. Amounts deferred in equity in respect of cash flow hedges are subsequently recognised in the Statement of Comprehensive Income in the same period in which the hedged item affects net profit or loss or the hedging relationship is terminated and the underlying position being hedged has been extinguished.

The Company has elected to early adopt the FRS 102 Interest Rate Benchmark Reform Amendment.

#### 4. Turnover

- Turnover arises from:

	2021	2020
	£	£
Rendering of services	<u>5,802,981</u>	<u>5,871,172</u>

The whole of the turnover is attributable to the principal activity of the Company wholly undertaken in the United Kingdom.

# Falkirk Schools Gateway Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 March 2021

#### 5. Operating Profit

Operating profit or loss is stated after charging:

	2021	2020
	£	£
Fees payable for the audit of the annual report and financial statements	<u>10,900</u>	<u>10,395</u>

Included in the fee above is £2,240 (2020: £2,110) for the audit of the immediate parent entity Falkirk Schools Gateway Holdings Limited.

#### 6. Particulars of Employees and Directors

The average number of persons employed by the Company during the financial year amounted to nil (2020: nil). Remuneration of £17,292 (2020: £30,827) was paid to the directors during the year.

#### 7. Interest Receivable and Similar Income

	2021	2020
	£	£
Interest on cash and cash equivalents	14,396	41,097
Bank interest receivable	161,720	63,049
Finance debtor interest	6,566,395	6,720,399
Gain on financial instruments	34,667	—
	<u>6,777,178</u>	<u>6,824,545</u>

#### 8. Interest Payable and Similar Expenses

	2021	2020
	£	£
Interest on bank loans and overdrafts	5,827,345	5,947,783
Interest due to Group undertakings	1,258,617	1,260,005
Loss on financial instruments	—	22,232
Other interest payable and similar expenses	47,117	48,819
	<u>7,133,079</u>	<u>7,278,839</u>

#### 9. Tax on Profit

##### Major components of tax expense

	2021	2020
	£	£
<b>Current tax:</b>		
UK current tax expense	51,400	54,353
<b>Deferred tax:</b>		
Origination and reversal of timing differences	16,366	(4,059)
<b>Tax on profit</b>	<u>67,766</u>	<u>50,294</u>

# Falkirk Schools Gateway Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 March 2021

#### 9. Tax on Profit *(continued)*

##### Reconciliation of tax expense

The tax assessed on the profit for the year is the same as (2020: lower than) the standard rate of corporation tax in the UK of 19% (2020: 19%).

	2021 £	2020 £
Profit before taxation	<b>356,663</b>	315,307
Profit before taxation by rate of tax	<b>67,766</b>	59,908
Tax rate changes	–	(9,614)
Total tax charge	<b>67,766</b>	50,294

##### Factors that may affect future tax expense

A change to the future UK corporation tax rate was announced in the March 2021 Budget. The rate will increase from 19% to 25% with effect from 1 April 2023. This change had not been substantively enacted at the balance sheet date and therefore is not recognised in these financial statements. The effect of this change, if it applied to the deferred tax balance at 31 March 2021, would be to increase the deferred tax asset by £3,239,734.

#### 10. Debtors

Debtors amounts falling due within one year are as follows:

	2021 £	2020 £
Trade debtors	<b>1,540,303</b>	161,213
Amounts owed by Group undertakings	<b>399</b>	399
Prepayments and accrued income	<b>462,641</b>	464,572
Finance debtor	<b>2,372,435</b>	2,206,758
Other debtors	<b>11,247,019</b>	10,778,747
	<b>15,622,797</b>	13,611,689

Debtors amounts falling due after more than one year are as follows:

	2021 £	2020 £
Deferred tax asset	<b>10,259,156</b>	10,733,845
Finance debtor	<b>85,125,406</b>	87,498,471
	<b>95,384,562</b>	98,232,316

The movement in the finance debtor is analysed as follows:

	2021 £	2020 £
At beginning of year	<b>89,705,229</b>	91,758,610
Repayments	<b>(2,207,388)</b>	(2,053,381)
At end of year	<b>87,497,841</b>	89,705,229

Other debtors consist of the unitary charge control account.

# Falkirk Schools Gateway Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 March 2021

#### 11. Creditors: amounts falling due within one year

	2021	2020
	£	£
Bank loans and overdrafts	1,793,929	1,761,097
Trade creditors	384,487	365,904
Amounts owed to Group undertakings	649,402	647,388
Accruals and deferred income	1,065,660	1,110,933
Corporation tax	51,400	54,353
Taxation and social security	539,911	506,099
Other creditors	758,115	758,115
	<u>5,242,904</u>	<u>5,203,889</u>

Amounts owed to Group undertakings represent subordinated debt interest payable £629,175 (2020: £629,653) and subordinated debt capital £20,226 (2020: £17,735).

#### 12. Creditors: amounts falling due after more than one year

	2021	2020
	£	£
Bank loans and overdrafts	93,766,608	95,560,538
Amounts owed to Group undertakings	9,300,526	9,310,453
Derivative financial liability	53,781,812	56,228,706
	<u>156,848,946</u>	<u>161,099,697</u>

Included within creditors: amounts falling due after more than one year is an amount of £95,574,416 (2020: £96,409,664) in respect of liabilities payable or repayable by instalments which fall due for payment after more than five years from the reporting date.

Included within bank loans is a loan for £95,574,416 (2020: £97,321,635) repayable in semi annual instalments commencing on 31 March 2010. The final repayment date of this bank loan is 31 July 2038. These figures are net of debt issue costs of £45,641 (2020: £60,996 ) which will be released to the statement of comprehensive income over the life of the loan.

Bank loans bear interest based on LIBOR. As part of the interest rate management strategy the Company entered into an interest rate swap in respect of part of the debt maturing in July 2038. Under this swap and the senior debt financing in place, the Company receives interest on a variable basis and currently pays interest at a fixed rate of 5.19%. The bank loans are secured by a floating charge over the assets of the Company.

The Amounts owed to Group undertakings is unsecured and bears interest at 13.5%. The debt is repayable in 58 consecutive six monthly instalments, the first of which was repaid in March 2010 with the final instalment due in July 2038.

# Falkirk Schools Gateway Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 March 2021

#### 13. Deferred Tax

The deferred tax included in the Statement of Financial Position is as follows:

	2021	2020
	£	£
Included in debtors (note 10)	<u>10,259,156</u>	<u>10,733,845</u>

The deferred tax account consists of the tax effect of timing differences in respect of:

	2021	2020
	£	£
Derivative financial liabilities	(10,218,544)	(10,683,454)
Other short term timing differences	<u>(40,612)</u>	<u>(50,391)</u>
	<u>(10,259,156)</u>	<u>(10,733,845)</u>

The net deferred tax asset expected to reverse in 2022 is £9,812 (2021: 9,812). This primarily relates to the reversal of short term timing differences.

	2021
	£
Opening balance	(10,733,845)
Movement through the profit or loss	16,366
Movement through other comprehensive income	458,323
<b>Closing balance</b>	<u><b>(10,259,156)</b></u>

#### 14. Financial Instruments

The carrying amount for each category of financial instrument is as follows:

	2021	2020
	£	£
<b>Financial assets that are debt instruments measured at amortised cost</b>		
Financial assets that are debt instruments measured at amortised cost	<u>89,038,543</u>	<u>89,866,941</u>
<b>Financial liabilities measured at fair value through profit or loss</b>		
Financial liabilities measured at fair value through profit or loss	<u>53,781,812</u>	<u>56,228,706</u>
<b>Financial liabilities measured at amortised cost</b>		
Financial liabilities measured at amortised cost	<u>104,874,943</u>	<u>108,817,657</u>

The fair values of the interest rate and RPI swap have been calculated by discounting the fixed cash flows at forecasted forward interest and RPI rates over the term of the financial instrument. The bank borrowing and finance debtor are both held at amortised cost.



# Falkirk Schools Gateway Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 March 2021

#### 14. Financial Instruments *(continued)*

##### Hedge accounting

Derivatives are financial instruments that derive their value from the price of an underlying item, such as interest rates or other indices. The Company's use of derivative financial instruments is described below.

##### Interest rate swaps

The Company has entered into interest rate swaps with third parties for the same notional amount as all of the Company's variable rate borrowings with banks which has the commercial effect of swapping the variable rate interest coupon on those loans for a fixed rate coupon. The bank loans and related interest rate swaps amortise at the same rate over the life of the loan/swap arrangements. The interest rate swaps were entered into on 18 May 2007 and expire on 30 July 2038.

The Directors believe that the hedging relationship between the interest rate swaps and related variable rate bank loans is highly effective and as a consequence have concluded that these derivatives meet the definition of a cash flow hedge and have formally designated them as such.

##### RPI swaps

The Company has entered into arrangements with third parties for the purpose of exchanging the vast majority of variable cash inflows arising from the operation of the Company's service concession asset in exchange for a pre-determined stream of cash inflows from these third parties. These arrangements meet the definition to be classified as derivative financial instruments. The Company entered into these derivative arrangements on 30 September 2008 and expire on 31 March 2038.

Under the terms of the project agreements, the Company is permitted to charge its principal customer, Falkirk Council an agreed amount for the services it provides. This amount is uplifted each year commencing 1 April using the current RPI for February against the base date RPI. These derivative arrangements (RPI swaps) have the effect of exchanging variable cash inflows (impacted by changes in RPI) in exchange for a known and predetermined stream of cash flows expected to arise over the same period.

The Directors believe that the use of these RPI swaps is consistent with the Company's risk management objective and strategy for undertaking these hedges. The vast majority of the Company's cash outflows relate to borrowings (after interest rate swaps - see above) that carry a fixed coupon so that both the principal repayments, and coupon payments (after interest rate swaps - see above) are predetermined. The purpose of these hedges is to generate highly certain cash inflows so that the Company can meet its obligations under the terms of its borrowing arrangements.

The Directors believe that the hedging relationship is highly effective and that the forecast cash inflows are highly probable and as a consequence have concluded that the RPI swap derivatives meet the definition of a cash flow hedge and have formally designated them as such.

##### Carrying value of all derivative financial instruments

All of the Company's derivative financial instruments are carried at fair value. The net carrying value of all derivative financial instruments at 31 March 2021 amounted to net liabilities of £53,781,812 (2020: £56,228,70) comprising liabilities of £9,947,253 for RPI swaps (2020: £2,369,437) and liabilities of £43,834,558 for interest rate swaps (2020: £53,859,269). The effective portion of the movements in the fair value of these derivative financial instruments have been recorded in the cash flow hedge reserve amounting to a credit of £1,953,905 (2020: credit of £4,705,994). The ineffective portion of the movements in the fair value have been recorded in the profit and loss to a credit of £34,667 (2020: debit of £22,232).

# Falkirk Schools Gateway Limited

## Notes to the Annual Report and Financial Statements *(continued)*

### Year Ended 31 March 2021

#### 15. Called Up Share Capital

##### Issued, called up and fully paid

	2021		2020	
	No.	£	No.	£
Ordinary Class A shares of £1 each	200	200	200	200
Ordinary Class B shares of £1 each	1	1	1	1
Ordinary Class C shares of £1 each	1	1	1	1
Ordinary Class D shares of £1 each	1	1	1	1
	<u>203</u>	<u>203</u>	<u>203</u>	<u>203</u>

#### 16. Reserves

The hedging reserve records fair value movements on cash flow and net investment hedging instruments.

Retained earnings records retained earnings and accumulated losses.

#### 17. Related Party Transactions

The Company is primarily owned by Falkirk Schools Gateway HC Limited.

Falkirk Schools Gateway HC Limited, has provided a subordinated loan of £9,320,753 (2020: £9,328,188). During the year interest of £1,258,617 (2020: £1,259,305) was payable under the loan, of which £629,175 (2020: £629,653) was included within subordinated debt interest creditor. The loan remains outstanding at 31 March 2021.

Ogilvie Securities Limited holds a 22.5% shareholding in Falkirk Schools Gateway HC Limited.

Infrastructure Investments General Partner Limited holds a 29.5% shareholding in Falkirk Schools Gateway HC Limited.

Forth Utilities Limited holds a 17% shareholding in Falkirk Schools Gateway HC Limited. FES FM Limited, a related group entity of Forth Limited is contracted to provide facilities management services and received £3,083,477 (2020: £4,018,213) for work done in the year. As at 31 March 2021 Falkirk Schools Gateways Limited had an outstanding balance owing to FES FM Limited of £223,593 (2020: £223,593) which was settled in April 2021.

Gateway Falkirk Limited holds a 31% shareholding in Falkirk Schools Gateway HC Limited. The Company paid £262,670 (2020: £262,670) to Gateway Falkirk Limited for the provision of financial administration and general management services to the Company. R Jack and D Spiller, both Directors of the Company, are also Directors of Gateway Falkirk Limited.

# **Falkirk Schools Gateway Limited**

## **Notes to the Annual Report and Financial Statements** *(continued)*

### **Year Ended 31 March 2021**

#### **18. Controlling Party**

The Company considers the immediate parent company to be Falkirk Schools Gateway HC Limited, which owns greater than 98% of the issued share capital. The Ownership of Falkirk Schools Gateway HC Limited is shared between Infrastructure Investments Limited Partnership, Forth Utilities Limited, Ogilvie Securities Limited and Gateway Falkirk Limited. The financial statements of Falkirk Schools Gateway HC Limited can be obtained from Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF. The Directors deem that Falkirk Schools Gateway HC Limited had no controlling parties during the period.