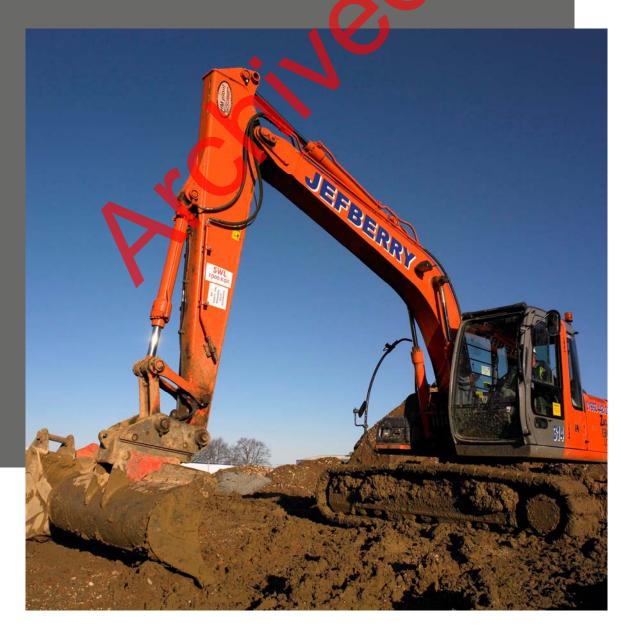




GET BRITAIN BUILDING

Prospectus: Round two

21 June 2012



Ministerial Foreword

The financial crisis dealt a serious blow to home builders everywhere. Work on thousands of building sites - sites of good value - across the country simply ground to a halt. Many builders were forced to down tools because banks wouldn't stump up the cash. And when housing development stalls it's not only the livelihood of those in the trade - builders, retailers and plumbers - that's affected but people who rely on the housing market to keep moving. Whether we're talking about the first time buyer looking to get a foot on the ladder or the young family that has outgrown its first home.

So, at the end of last year, we took a decisive step and launched Great Britain Building (GBB) to help the diggers move back on to the site and help us raise the homes this country desperately needs. We wanted as many firms as possible to apply and we expected a lot of interest. We certainly got that - with about half the expressions of interest coming from Small and Medium Sized enterprises – so we increased the size of the pot to £570m.

Now, in choosing which projects got the green light, quality and value for taxpayers' money had to be our watchwords. So, while ground is being broken in places like Ashford and Bath, other developers found that they could build without GBB funding. That has opened up a £100 million opportunity that we're determined to make the most of. We know there are still developers out there in need of an urgent lift. People with home building sites that, in less challenging times would have no difficulty finding funds, but who can't get finance from the banks at the moment.

If that sounds like you then make sure you read this prospectus and get your bid in quick. And don't be put off by thinking you're too small for funding. This time around we've lowered the bar for the size of sites - extending the competition to smaller firms. We also know some small companies were put off by the forms for the detailed bids. So I've asked the Homes and Communities Agency to make sure what we ask for is clear, and we only ask for what we really need.

The need to Get Britain Building has never been more pressing. But it's worth thinking about what could happen if we make this work. We won't simply help revive a sector sorely in need of support. It will help breathe new life into the jobs market and our economy. Providing the shot in the arm that Britain needs to get back to business.

The Rt Hon Grant Shapps MP

Minister for Housing and Local Government

1 Purpose

1.1 Introduction

Laying the Foundations: A Housing Strategy for England¹, published in November 2011, set out the government's objectives for housing, including measures to increase housing supply. Amongst those measures was a Get Britain Building (GBB) programme with a £420m fund to support building firms in need of development finance. The fund was increased to £570m in the 2011 Budget. The purpose of the fund is to unlock progress on stalled sites which have planning permission and are otherwise shovel ready.

In December 2011, the Homes and Communities Agency (HCA) called for initial project bids, with shortlisted schemes announced in March. All shortlisted projects were asked to produce a detailed bid and then go through a due diligence process before a decision on funding. Those assessments are well underway and some round one projects have started on site. However, not all developers chose to pursue their shortlisted bids (for example, because they decided alternative finance was available elsewhere.) In addition, the ongoing due diligence process is resulting in some projects not being funded, or funded at lower level than bid for. This has created headroom within the £570m budget.

Recognising that there remains significant appetite in the industry for the product, the Government wishes to use the headroom to unlock stalled sites rather than reallocate it to other priorities. Responding to feedback from the industry on the programme's design and rather than support poorer value for money schemes, the Government has decided to invite a further round of bids.

This prospectus therefore launches a further round of Get Britain Building, providing more information about the fund and how to bid.

1.2 Objectives

GBB aims to unlock stalled sites with planning permission to stimulate construction activity and provide new homes where they are needed. The programme is intended to address difficulties in accessing development finance faced by some housebuilders on specific sites, including at the margins of viability. It is intended to focus on unlocking deliverable projects which can start or re-start very soon and achieve good value for money. It is open to all private organisations which control the relevant site and will carry out development.

Funding has been made available by the Government for this programme on the basis that it is recoverable. The programme will operate by making direct investments in specific projects through loans to address cashflow issues or taking an equity stake to build confidence through risk-sharing. All investments must be repaid by March 2018 at the latest.

The programme is not intended to support sites that have been stalled for fundamental viability and or underlying market failure reasons. This will be tested throughout the selection process.

The heart of the HCA's investment decision making will, as for the first round, be value for money, deliverability, speed of re-starting development and risk. This includes delivering homes which meet local demand and taking account of local authority views, which will be sought by the HCA.

¹ http://www.communities.gov.uk/publications/housing/housingstrategy2011

Where the viability of a scheme is affected by the scale of planning obligations, during the due diligence phase we would expect to have a three way conversation with the developer and local authority. This would consider whether a different approach to balancing those planning obligations against scheme viability would advance the prospects of bringing forward development on the stalled scheme in an acceptable way.

1.3 Changes since the first bidding round

More information about the programme, its criteria and the funding available is provided later in this document but for those familiar with the first round of GBB, the key changes are as follows:

- Reducing the minimum unit threshold per site to 15 eligible units (from 25) reflecting feedback from the industry on the first round;
- Simplifying the mix of investment types on offer to (i) commercial loans and (ii) equity where the government invests alongside the developer and shares proportionately in risks and returns (called "Equity A" in the first round); and
- Changing the longstop date for starts to 31 March 2013 and for completions to 31 March 2015 to reflect the bidding period (and reflecting this n amended dates for planning and S106).

A number of key features remain the same:

- The potential of inclusion of private rented units within projects the longstop repayment date of March 2018 might create a sufficiently long term investment to allow, where appropriate, a private rented element within a project to be developed (see page 12).
- Where the project is one phase within a larger project, the HCA will consider taking an equity stake in the wider project and recovering its investment as later phases are built out, up to March 2018 (see page 12).

The changes are partly driven by a desire to make the fund more accessible and attractive to smaller developers. However all developers' bids will be assessed on an equal footing with no greater weight or preference given to any developer-type, or size of development.

1.7 London

GBB is being delivered as a national programme. Therefore the Mayor of London has asked the HCA to administer it in London, in close partnership with the Greater London Authority (GLA). The following governance arrangements have been agreed in London to reflect this:

- London will be offered an indicative allocation of 20% of the total GBB programme budget. The share broadly reflects the proportion of stalled units in London;
- The GLA will be given an opportunity to endorse the recommended shortlist for this further round before it is recommended to the HCA's Project Board; and
- The GLA will be involved in the HCA's Project Board.

2 Assessment process

The chart below summarises the timetable for the two-stage assessment process:

- an expressions of interest competition round; and
- due diligence of shortlisted projects.



Longstop dates will be agreed for each project reflecting its characteristics. We expect projects to (re)start much sooner but absolute longstop dates for projects to be eligible under the second round of GBB are:

- o Project (re)start on site no later than 31 March 2013.
- All eligible homes completed no later than 31 March 2015.

The next section of this Prospectus describes the eligibility and assessment criteria at the Expressions of Interest stage.

3 Expressions of Interest

3.1 Introduction

The Expressions of Interest (EoI) template, which bidders are required to complete, is available on the HCA website along with detailed guidance on completion. http://www.homesandcommunities.co.uk/get-britain-building

Set out below are those factors that will be used to determine both applicant and project eligibility and those that will be considered as part of the assessment process. These factors are relevant both at the EoI stage and through the due diligence process.

Factor (and	Criteria			
reference to				
corresponding area within Eol				
template)				
Applicant	Eligibility			
(Applicant Screen Section B)	Private sector organisations that will develop housing currently have control of the site which is the subject of the bid.			
	This includes principally housebuilders, developers and private Registered Providers (principally organisations who were Registered Social Landlords), although other organisations, such as joint venture partnerships, can apply.			
	Public sector bodies (including local authorities) are not eligible to bid in their own right. If they have a private sector partner that will develop housing and is in control of the site, that private sector partner can bid.			
	The EoI template asks bidders to identify their company's turnover and number of employees. If a subsidiary is bidding the response to this question should include the parent company. This will <u>not</u> be a factor in the eligibility or assessment process. The data is sought to allow reporting.			
Control of land	Eligibility			
	Control of the site means that land should be secured under clear terms (freehold or long lease (over 100 years), or in the case of sites disposed by the public sector, under building lease or licence) at the time the EoI is submitted.			
(Project Screen Section 6)	If land is owned by a bank (or investment fund) which is working with another organisation to carry out development, the developer can apply, provided that a contract is in place between the two, allowing land to be drawn down for development once the GBB funding is agreed.			
	Land held under option or conditional contract is not excluded but there will be a presumption against it unless the applicant can demonstrate that the conditions can be satisfied within the timetable of the GBB competition process and terms are reasonable. The standard letter template (see website) should be used to provide information on option terms.			

Project	Eligibility				
(Project Screen – Question 0.3)					
(Project Screen – Question 0.2)	Stalled sites (which could be a standalone phase within a wider scheme) will be defined as those where there has been no construction activity on the relevant phase since 1 September 2011 (excluding site clearance / remediation, affordable housing delivery construction where it has been possible to progress this in advance of other elements of the site and / or limited activity to implement or maintain a planning permission).				
(Project Screen – Question 2.4)	The minimum size for the relevant phase of a project applying for funding is 15 units (including affordable housing).				
(Project Screen - Section 5)	The relevant phase is expected to have a tenure mix (private sale and renting / affordable housing) which reflects local planning policies. Projects or relevant phases with over 50% affordable housing (NPPF definition) will not be eligible.				
(Project Screen - Question 0.6)	Only one bid can be submitted per project, and if multiple bids are submitted the project may be considered ineligible.				
	Sites must be in England.				
Local support	Eligibility				
	The HCA will review each bid with the relevant local authority. Local authorities will be given the opportunity to identify whether they have significant objections to the project, based on transparent factors.				
	Assessment				
	Through discussion with the local authority, projects will be considered for their fit with local authority strategies and policies.				
Timing	Eligibility				
	The relevant phase must be capable of (re)starting on site ² by 31 March 2013 at the very latest				
(Project Screen - Section 2)	Eligible homes must be complete by 31 March 2015				
- 3600011 Z)	Assessment				
	Preference will be given to those sites that will deliver early completions.				
	The HCA reserves the right to review assumptions on timing.				

When the building contractor for the housing development takes possession of the site or property and the provider/developer and builder have both signed the building contract or, in the event that the developer does not sub-contract, when the developer commences physical works on the housing units.

Deliverability Eligibility Outline planning permission must be in place for the site (or if outline planning is not sought, full planning consent must be in place) at the time of submission of If it does not already, the site must have detailed planning consent by 31 (Project Screen December 2012. - Section 3) If relevant, any \$106 agreements must be signed by 31 January 2013. Assessment We will give preference to those sites that have full detailed consent, with preference then going to those that are closest to detailed consent, potentially using both bidder submissions and local intelligence to assess. All other necessary consents to allow start on site must be in place by 31 January 2013. There should be no title, technical, environmental, archaeological or other constraints to the scheme meeting the timescales described above. We will consider deliverability in the round, with HCA local teams using all the information provided in the EoI, local knowledge and feedback from local authorities. Value for **Eligibility** money Funding sought should be no more than 50% of total project costs (current land value and cost to complete to ensure that the HCA is a minority investor. (Project Screen - Section 9) **Assessment** The funding sought per unit based on the total number of homes (including affordable homes) unlocked by 31 March 2015 and total investment sought will be calculated by the HCA and used in the assessment process. Higher weighting is given to those units with a lower funding sought per unit. Recoverability Assessment (Project Screen The headline viability of the project will be assessed based on the project financial - Sections 7 to information. Projects showing a surplus will be given greater weight than marginal 9) projects, which in turn will be given greater weight than projects showing a deficit. To meet the objectives for recoverability, the assessment process will give weight to reflect the Agency's preference for: 1. % loan; then

³ Project costs will be calculated as the sum of: current land value, plus remaining: infrastructure costs, construction costs, professional fees, S106, sales and marketing, legal costs, any other costs, contingency, non-recoverable VAT, finance charges and overheads.

competing supply for the project in the context of the local market.

Because our investment is recoverable, we will consider the demand and

2. % Equity

Finance and legal

Eligibility

(Applicant Screen -Questions D1 to D3)

Board and Finance Director (or equivalent) sign off.

Availability of development finance – submission of Funding Commitment Letter (covering the amounts available from each source).

Acceptance of Heads of Terms, including by all applicants if part of a consortium bid.

Other HCA investment (Project Screen – Question 0.7)

Eligibility

Any project phase which has been shortlisted under the first round of GBB and has been approved or is currently going through Due Diligence, cannot be re-submitted for Round 2. Projects which bid for Round 1 but were not been shortlisted are eligible for Round 2. We recommend that the developers of any projects which were not shortlisted in Round 1 should discuss these with their local HCA team (see website for contact details) before submitting them to the round 2 competition.

(Project Screen – Question 0.4)

Any project phase which is in receipt of investment from Kickstart or the first round of GBB from the HCA will not be eligible.

(Project Screen – Question 0.5)

The new build mortgage indemnity scheme is expected to be of benefit to many sites in receipt of GBB support. We will seek more information about whether you are participating in this at the due diligence stage. FirstBuy allocations will not be available for GBB sites (including through proposals to move existing allocations).

(Project Screen – Question 6.6)

Organisations that have control of land (on a freehold, building lease or building licence basis) that has been disposed of by the HCA (or its predecessors) are eligible to apply, subject to there being a legal agreement in place at the time the EoI is submitted. Where the land is still in the ownership of the HCA, i.e. it has not been disposed of or is not currently under building lease or licence, the site is not eligible.

(Project Screen – Question 6.7)

If the HCA (or its predecessors) is an equity/joint venture/housing gap funding investor, each scheme will need to be considered on a case-by-case basis to determine whether any investment under this route would impact on the legal (including European rules) or financial treatment of the existing investment. In such instances, you should speak with your HCA lead contact in the first instance.

Any agreements with the HCA relating to the relevant phase will be reviewed as part of due diligence as part of the process of establishing the minimum necessary level and form of investment.

(Applicant Screen -Question E1) & (Project Screen - Question 5.9)

Data is sought where the applicant is already an HCA investment partner or the relevant phase is within the HCA's affordable housing programmes. This is for information and will not be part of the EoI eligibility or assessment process.

Expressions of interest will be reviewed by HCA local teams and shared with the GLA in London. The HCA will consult with local authorities and may share non-financial information with them in order to seek their views on the application and to check the planning status of the project. Other verification, for example site visits, may be undertaken. Where the HCA's view of likely timing and deliverability (including start and completion dates and the number of homes completed by certain milestones) differs from that of the bidder, the Agency's view will be final.

Projects will be reviewed within the context of the programme as a whole and its strategic aims. The programme will be tested for risk prior to shortlisting (and during due diligence).



4 Due diligence

4.1 Process

Shortlisted bids will undergo a technical due diligence review carried out by the HCA. Projects will need to satisfactorily complete the due diligence process before funding is awarded, subject to contract.

A due diligence pack will be issued to all shortlisted bidders which will contain greater detail than summarised here. The due diligence pack for the first round is available on the HCA's website and can be referred to as an indication of the type of information that will be sought to support second round due diligence.

In summary the due diligence phase will have three key elements:

A Project assumptions and finance

The HCA will not fund schemes which would be funded in the absence of GBB. We will test this throughout the bidding process.

HCA investment will not substitute for existing development finance and on all sites the HCA will want to be comfortable that it is providing the minimum funding required to allow the scheme to progress, that the developer is making an equity contribution and that the HCA funding is below a maximum of 50% of project costs.

Through the due diligence appraisal we will therefore seek (amongst other things) to:

- Appraise the project financial position and test underlying assumptions;
- Test that the developer is making an equity contribution;
- Identify the minimum funding needed to unlock the development;
- Consider the most appropriate form of HCA investment;
- Secure potential for recovery of funding through loan repayment, interest, share of returns or overage;
- Favour those schemes which offer maximum opportunities for recovery of the HCA's investment;
- Maximise value for money;
- Understand partner roles and responsibilities;
- Understand pricing and marketing strategies for the relevant phase;
- Independently value the developer's equity where HCA equity is sought based on current market values;
- Understand and consider the financial, commercial and market risks associated with the project; and
- Understand development security.

Where appropriate the HCA will enter into a three way conversation with the developer and local planning authority where the viability of a scheme is impacted by the scale of planning obligations.

B Bidder financial standing

Where the bidder is already a HCA investment partner, it may not be required to undergo a separate assessment of financial standing, although where necessary bidders may be required to provide updated information such as recent accounts.

Organisations which are not investment partners will be asked to undergo a review of financial standing. Detailed guidance will form part of the due diligence pack.

For all bidders, the HCA will consider the most appropriate form of security for its investment. This will involve the use of charges and guarantees and negotiation with existing financiers.

We reserve the right to request additional financial information from any bidder if necessary. We also reserve the right to take account of a bidder's track record on investment recovery with the HCA, through current and previous programmes.

C Deliverability

The HCA and its advisors will want to test the programme and review the risks associated with the programme in relation to:

- o Ability to (re)start on site including a review of title, planning and site constraints;
- Development programme and underlying assumptions; and
- Sales programme and underlying assumptions.



5 Terms

Standard contracts will follow the form used for the first round. Heads of Terms and the standard form of contract are available on the HCA's website. As part of the EoI stage bidders are asked to indicate the amount of funding they are seeking under each of the available investment types and confirmation that they would agree to the Heads of Terms. At the due diligence stage developers will be asked to confirm that they are willing to accept the standard HCA contracts.

5.1 Investment

The level of investment offered by the HCA at the end of the due diligence process will be based on the Agency's view of the minimum necessary for the project to proceed and of recoverability. Both the quantum and type of investment offered by the HCA will be based on the Agency's appraisal of the project and might be less than the funding sought.

The HCA will seek to structure its investment in the ways set out below. The order in which these are presented reflects the Agency's preferences, based on the requirement for investment recovery:

- Loans on commercial terms to be repaid as units are sold with a longstop date of March 2018. The interest rate will be calculated using the EC Reference rate plus a Margin calculated on the basis of an assessment of creditworthiness and collateralisation (see below).
- Equity on a pari passu basis the HCA invests alongside the developer's equity investment. The HCA will not invest more equity than the developer. Once any loans are repaid, project receipts are shared proportionately between the HCA and the developer. There would be a longstop repayment date of March 2018, although the Agency reserves the right to receive additional recovery after this date. This investment product was known as "Equity A" in the first round of GBB.

The investment product known as "Equity B" in the first round of GBB is not available in this round.

It is hoped that the longstop repayment date of March 2018 will allow those applicants considering inclusion of a private rented element within their project, the opportunity to let the homes and create a track record, prior to the point where refinancing / onward sale will be required to meet the longstop repayment date to the HCA.

Where there are phases of the wider project that go beyond March 2015, the HCA will consider taking an equity stake in the wider project. So for example, in a project of two phases, each of 100 homes, phase one might complete by March 2015 and phase two by March 2018. The eligible homes for GBB (and the basis for the cost per unit assessment) would be the 100 homes completing by March 2015. The HCA's equity investment could be a stake in the 200 home wider project and recovered as a proportion of the wider project as revenue flows through.

⁴ The developer is required to provide equity into the relevant phase, this will be valued and percentage equity shared between HCA and the developer agreed on this basis, with HCA providing no more equity than the developer.

5.2 Interest rate for loans

The HCA will consider the interest rate that can be offered for loan based individual project circumstances at the due diligence stage.

Based on EC guidance on calculating a "market rate" margin and the current EC Reference rate (1.74% at 01/01/12) as a variable base rate, HCA can offer loans at rates of interest from 2.34% to 11.74% (please see the matrix below). This is based on the HCA's assessment of the creditworthiness of the bidder and the collateral offered.

Creditworthiness	Collateralisation		
	High	Normal	Low
Strong (AAA-A)	2.34%	2.49%	2.74%
Good (BBB)	2.49%	2.74%	3.94%
Satisfactory (BB)	2.74%	3.94%	5.74%
Weak (B)	3.94%	5.74%	8.24%
Financial Difficulties (CCC or below)	5.74%	8.24%	11.74%

Creditworthiness

Where bidders have a rating from a recognised Credit Rating Agency this will be used. Relatively few UK private sector housebuilders have an externally verified credit rating. The very small number of major housebuilders that do are generally in the Weak/B category. More Registered Providers (RPs) have ratings and they are traditionally in stronger categories.

Where the bidder does not have an external rating, the HCA will review its creditworthiness at due diligence. This involves an assessment of the bidder's financial standing and the risks associated with lending to that business - likelihood of default (encompassing both capacity and willingness to pay) is an important factor. Considerations may include:

- Financial analysis profitability, net asset position/balance sheet strength, gearing, etc;
- Assessment of the trading history/development experience of a borrower evidence of a "track-record" of delivery;
- The ability of the borrower to service the loan (interest and capital when required under the legal agreements) in the context of its existing commitments; and
- Accounts, credit-checks, references leading to an overall profile of a borrower.
- Benchmarking against peer companies.

The HCA's decision will be final.

Collateralisation

This considers the security offered for the loan and the amount that the lender could expect to lose in the event of default. This will involve an assessment of the amount that could be recovered from the project, the security offered and also from the bidder's balance sheet.

The HCA will require satisfactory demonstration of repayment from the scheme cashflow (assessed by its advisors) and adequate security (supporting the level of proposed borrowing) to minimise its loss in a default scenario (eg a legal charge, parent company guarantee, performance bond, personal guarantee). Shortlisted bids which, through the due diligence process, clearly demonstrate repayment and appropriate security will be treated as having "Normal" collateralisation. Should the collateral offered justify a different categorisation, this will be taken into consideration in the rate offered.

The HCA's decision will be final.

5.3 Other key terms

Other key terms will include:

- o The developer will be contracted to build a given number of units by a particular date.
- The agreement will set out milestones for project delivery including longstop dates for starts and completions of homes.
- It is required that all schemes in which the HCA invests, will be managed on an open book basis. Contracted partners will be required to provide monthly reports on progress including construction progress, homes started and completed, health and safety measures, and quarterly project cashflow updates.
- HCA may require that funding be drawn down against defined and evidenced qualifying expenditure.
- o It is anticipated that repayment will be required by the sooner of when homes are sold or a longstop date (March 2018).
- o The HCA will invest no more than 50% of relevant phase costs (current market value and cost to complete).
- o The HCA's liability will be limited to the value of its initial investment.
- All HCA's investments will be secured appropriately, through use of charges, parent company guarantees (subject to financial standing) or alternative approaches as appropriate.
- It is envisaged that in many projects an intercreditor deed (ICD) will be required.

We have also made available the following documents on our website:

- <u>Draft fixed charge over land (186KB)</u>
- Letter of undertaking (200KB) and
- Parent company guarantee (110KB)

6 Additional information

More information is available on the HCA's website at: http://www.homesandcommunities.co.uk/get-britain-building

The web page will be frequently updated throughout the competition process and bidders should check regularly for updates.

Any queries should be sent to the competition mailbox. The email address is GetBritainBuilding@hca.gsi.gov.uk



homesandcommunities.co.uk mail@homesandcommunities.co.uk 0300 1234 500



Homes and Communities Agency 7th Floor Maple House 149 Tottenham Court Road London W1T 7BN GetBritainBuilding@hca.gsi.gov.uk

The Homes and Communities Agency is committed to providing accessible information where possible and we will consider providing information in alternative formats such as large print, audio and Braille upon request.