

SUBJECT TO CONTRACT AND AGREEMENT OF HEADS OF TERMS

BEST AND FINAL OFFER: FREEHOLD/LEASEHOLD ACQUISITION

Note: Although this offer is not intended to be legally binding, once accepted, it will inform the production of a number of documents including the heads of terms and contract or agreement for lease. It will therefore not be possible to agree variations to the commercial terms set out below.

- 1. Introduction** The Mapledurham Playing Fields (**MPF**), within which the Property is located, is held in the Charitable Trust. The Charitable Trust is administered by Reading Borough Council (**RBC**) as its sole trustee. When making decisions on behalf of the Charitable Trust, RBC is required to act in the best interests of the Charitable Trust and its beneficiaries, which are the inhabitants of Mapledurham and the Borough of Reading and not in its capacity as a Local Authority or a Local Education Authority.

The Buyer offers to acquire the Property from the Charitable Trust for the creation of a school on the terms set out in this document. This offer is open for acceptance by the Charitable Trust within the timeframe indicated in section 7 below.

2. Consultation History

2.1 *Review of previous consultation activity and choice of MPF*

Following an extensive site search, the Education Funding Agency (**EFA**) purchased "High Ridge", a one-acre residential plot, with the intention of developing this for The Heights Primary School (the **School**). Purchase of the site proved highly controversial with local residents, with a number suggesting there were better locations available locally for the School. At the EFA's request, RBC led a consultation to seek local views on where the School should be located on a permanent basis. Of 4,376 respondents 70% were in support of siting the School on a part of MPF. This was by far the most popular choice of the five potential sites under review (including "High Ridge"). Based on the outcome of the consultation exercise the EFA decided to pursue an acquisition of part of MPF. The results of the consultation exercise can be found in Appendix 2.

2.2 *MPF ownership and designated purpose*

The freehold of the MPF is held in the Charitable Trust but because it does not have a legal identity and cannot therefore hold title to the land in its own name, it is held by the Official Custodian for Charities on its behalf. MPF has a designated purpose as set out in the Charitable Trust's governing document. Accordingly, MPF can only be used for the specified purposes which are "the provision and maintenance of a recreation ground for the benefit of the inhabitants of the Parish of Mapledurham and the Borough of Reading without distinction of political, religious or other opinions".

2.3 *Review of current site*

The site is located south of Upper Woodcote Road in Caversham, Reading and falls under the planning jurisdiction of RBC.

The total area of the site is approximately 110,125 sq.m or 11.01 hectares. The site is

surrounded by Hewett Ave to the west, Chazey Road to the south, Upper Woodcote Road to the north and St Peter's Ave to the east.

The site is primarily made up of open playing fields, with the following landscape features and elements:

1. The car park which is accessed via Upper Woodcote Road. The surface is predominately compacted gravel with timber parking space demarcation. There are also several demarked DDA parking spaces with tarmac surface adjacent to the tennis courts.
2. A pavilion building next to the four existing tennis courts. Following a survey undertaken by RBC the pavilion building is currently closed pending further investigation. However, it has traditionally been used as changing facilities and for organised clubs and meetings.
3. Tennis courts and associated ball stop fencing.
4. Marked out football pitches and goalposts. There are three pitches located within the site. One is located towards the north of the site and its dimensions are 100m x 66m. The other two are located side by side (along the short edge) towards to the southern portion of the site and dimensions of these pitches are 90m x 60m each. All of the pitches fall within the Sports England recommended football pitch sizes for outdoor club use (minimum 90m x 45.5m and maximum 120m x 90m).
5. An area used as an informal kick-about or warm up space prior to the organised football games on marked out pitches.
6. Play area which includes swings, multi play unit, zip-wire, see-saw and springees. The play area covers approximately 520 sq.m and is located towards the centre of site. It has a bark safety surface, is surrounded with bow-top fencing and has self-closing gates to restrict dog access to the play area.
7. Hard surfaced ball court and basketball area. The surface is tarmac and there are two end hoop units fixed into the ground. The total area of this space is approximately 662 sq.m.
8. An orchard that includes an interpretation panel at the north eastern corner which explains in detail the fruit species and layout.
9. An area of regenerated broad-leaved woodland along the eastern edge of the site. As noted in the Preliminary Ecological Appraisal (**ADAS**) there is a diverse mix of species which include Oak (*Quercus* sp), Field Maple (*Acer campestre*), Elder (*Sambucus nigra*) and Hazel (*Corylus avellana*). The understory is dominated by Ivy (*Hedera helix*), with occasional woodland species such as Wood Avens (*Geum urbanum*), Lords-and-Ladies (*Arum maculatum*) and Stinking Iris (*Iris foetidissima*).
10. Existing boundary tree and vegetation.

Following a qualitative survey, the below observations were made of current user groupings, purpose of use and timings:

- At MPF the groups undertake a mixture of activities which utilise different aspects of the site, such as the pavilion building, football pitches and

ecological resources.

- The groups use the playing fields and pavilion at a range of times throughout the day. Most of the groups use the site at least once a week. The Caversham Trents Football Club uses the site every day of the week.
- The Bridge Group and the Caversham Trents Football Club use the site continually throughout the year and Escape Toddler group were using the site for 11 months of the year. The other main user groups use the site for 10 months (volunteer football club) and 8 months (Friends of Mapledurham Playing Fields). August is the month when all of the non-year round users stated they did not use the site.
- It is acknowledged that in some cases usage extended considerably beyond 5 years to 17 years and 30 years for the Friends of Mapledurham Playing Fields and Bridge Club respectively. When cross-checking within the surveys it was mentioned by Escape Toddlers that they have been using the site for in excess of 15 years prior to the pavilion being closed.
- All of the groups use the site for at least 2 to 3 hours when present.
- Group participants travel to the site from a range of distances, the modal response being between 500m and 1km.

The site is well used throughout the year by groups which have a variety of interests. Based on the responses received, Caversham Trents Football Club is the largest user of the outdoor space and the Bridge Club and Escape Toddlers were the largest users of the pavilion.

The recent community engagement events, which had 332 attendees and 1,142 written respondents, indicated that the majority of respondents, 71%, were supportive of a school being built on a small part of MPF. The opportunity to make use of the new school hall and Multi Use Games Area (**MUGA**) outside of school hours was particularly welcomed. There were questions about whether the development could also help to secure the repair of the pavilion and improve the football facilities. Concerns were also raised about the impact of traffic and parking associated with the School. This offer has been designed to address these concerns and our proposals are detailed later in this offer.

2.4 *Spatial analysis of required area*

In considering the area of land that we wish to purchase to enable delivery of a new primary school, we have made use of the national guidelines, namely Building Bulletin 103 available at https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/324056/BB103_Area_Guidelines_for_Mainstream_Schools_CORRECTED_25_06_14.pdf

The area that we anticipate to be required for the School, including the MUGA and school hall, but not a school pitch area, is approx. 4,983 sq.m/1.231 acres. Our intention is to limit the impact and 'land take' required for the School. Hence, in response to

issues raised by the local community, we are suggesting that we do not attempt to purchase more land than is absolutely necessary to deliver the School and in particular do not incorporate a dedicated school pitch within our development proposals. Instead our offer includes additional financial contribution that could be used to improve the existing pitches which will remain within the ownership and maintenance responsibilities of the Charitable Trust. In return, however, we would expect that the School has reasonable access, with a nominal charge, to an existing pitch during School hours/term time as necessary for the purposes of teaching the curriculum.

It is proposed by us and the school that the School's MUGA (which will be approximately 960 sq.m) will be available for hire outside of school hours/term time. It will be suitable for sports such as five a side football, cricket practice and netball. This would substantially add to the current sporting facilities in the community.

The new school hall will be approx. 180 sq. m. Again, we and the school are proposing that this is available for hire outside of school hours/term time. It will be appropriate for activities such as yoga, aerobics, residents' meetings, adult learning and social gatherings.

We anticipate that the total area required for the School, including the MUGA and the hall will be approx. 4,983 sq.m /1.231 acres. This takes up under 5% of the total site area, still leaving a large site for other sporting activities/leisure whilst enhancing its access/usage with improved sporting facilities/leisure activities on site.

Whilst we anticipate that the total area required by the School to be 1.231 acres, due to the project still being in its early stages of architectural design it is requested that the Charitable Trustee permits the EFA to develop plans within a larger area of the site, 2.7 acres. This will enable the design to develop in line with stakeholder and planning requirements and ensure the most efficient siting of the School. Once the design is finalised, the red line plan showing the extent of the Property (as attached in Appendix 1) will be modified to reflect the final boundary of the Property. Please note that it is not our intention to create a School site that is 2.7 acres. We are requesting only that we are able to plan a 1.231 acre site within this area. This is to avoid a situation where any modifications to our design would then require us to re-enter negotiations to secure a slightly different part of the site. Land that is not within the final School boundary will remain in the Charitable Trust ownership. Please note that we have no intention of building in a way that inhibits access to the pavilion or playing fields.

To further expand on the BB103 area calculations the following aims to develop an indicative layout and associate any proposals with the completed surveys and analysis. Figure 1 illustrates a draft initial layout for consideration and future consultation.

1. Proposed access – following recommendations within the transport and highway survey (Transport feasibility appraisal, February 2016) opportunity to provide for improved main access to playing fields, pavilion, and car park and proposed School. Given existing width of the current access road, the layout/design will need to consider need for vehicular access (drop off and deliveries), passing points, and pedestrian access.

2. Proposed building location and orientation. Double storey building with school hall towards south east of building. Main entrance to the north access via proposed car park.
3. Hard surfaced informal outdoor space.
4. Soft informal area.
5. New School car park (but may be shared with MPF users outside school hours/term time).
6. New MUGA (available for hire outside school hours/term time).
7. Potentially improved shared soft outdoor PE pitch.
8. Potential improvement to access points into playing fields



Figure 1 – Indicative Building and External Space Layout

2.5 *Site constraints*

Based on the above analysis of space required, current uses and sensitivities of the site (determined by site surveys), Figure 2 below sets out what is considered the most appropriate location for the School.

Indicated in red hatching are areas where it is felt any potential for development is not possible due to an existing constraint. Whilst the areas shown in blue hatching are potentially developable lack of appropriate access makes them unviable.

We are therefore proposing that the School is positioned in the green area indicated. We are seeking to purchase a 1.231 acre site within this 2.7 acre area, the precise location of School site boundary to be determined.



Figure 2 – Development Constraint Analysis

2.6 *Review of recent consultation activity*

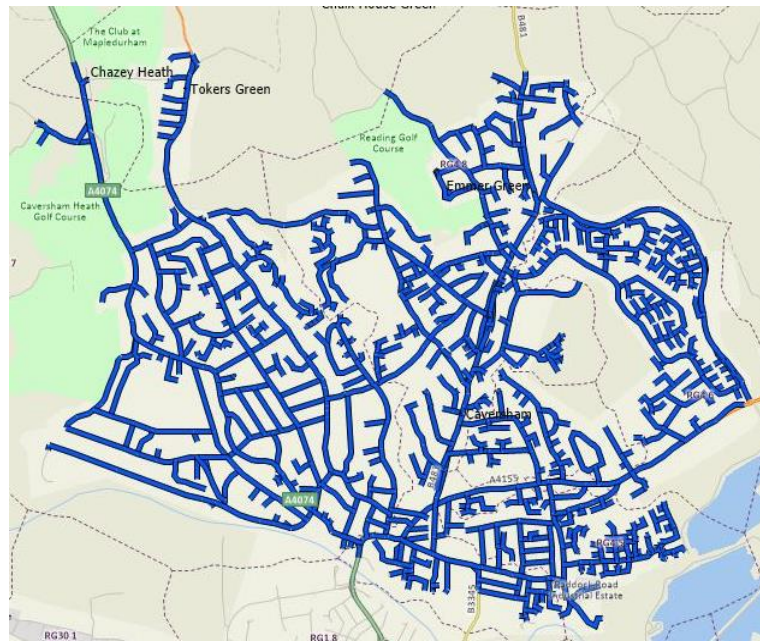
Residents consultation

The EFA has undertaken an extensive programme of public consultation to ensure that all local residents are fully informed about, and given the opportunity to submit feedback on the plans to position the School on MPF.

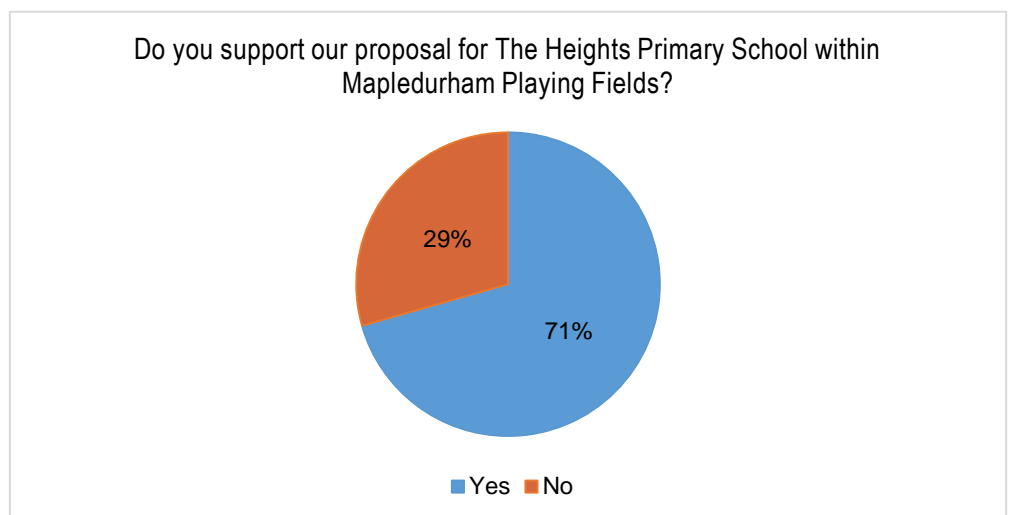
The headline summary of the steps taken in the consultation process are as follows:

- 13,500 community newsletters were distributed in Caversham to all residents surrounding MPF and further to the east. The distribution map for newsletters can be seen below. Furthermore, a press advertisement was also taken out in the Reading Chronicle and Reading Midweek publicising the exhibitions and it was also publicised in local libraries.
- Invitations were issued to a stakeholder preview consultation, which took place on Thursday 17th March 2016 from 6pm-9:30pm. A number of near neighbours, regular users, sports groups and other interested parties attended to preview and discuss the proposals with the EFA project team.
- In total, 332 local residents attended two public exhibitions held at Church Street, 59 Church Street RG4 8AX on Monday 21st March from 5pm-9pm and Mapledurham Golf Course, RG4 7UD on Tuesday 22nd March from 3pm-7pm. Eight exhibition boards were on display informing residents on the proposals and feedback forms were available so that members of the public could let us know their thoughts.

- A project-specific website, <http://www.anewhomefortheheights.com>, was established with information which featured at the public exhibitions for those who could not attend. Also advertised on the site was an email address, info@anewhomefortheheights.com, which allowed residents to pose questions to the EFA project team.
- 1,142 responses were received to the question 'Do you support our proposal for The Heights Primary School within Mapledurham Playing Fields?' 806 respondents (71%) answered 'Yes', indicating their support for the proposal.



Newsletter Distribution Map



The Trust will be aware that there is a group of local residents who strongly oppose the sale

of any land for the purpose of a school, arguing that this is against the designated purpose for which the land is held. Our aim is not to undermine the strength of the trust but rather to demonstrate how our offer will make a substantial contribution to the objects of the charity that outweigh the loss of land. The recent consultation exercise with the local community provided an invaluable opportunity to listen to what residents would like to see enhanced on MPF in relation to sport and leisure. We consider that our offer provides the Trust with an opportunity to address those concerns. It will help to create a genuine sports and leisure 'hub for the community' as well as providing a much needed primary school for local families. There are other cases where land held in such Trusts has been sold. The Trust, in accepting our offer, may also wish to consider making a statement reassuring residents of the position of the rest of MPF, as concerns were raised at our community events that the sale of land for a school would be a precursor to the sale of more land for other purposes.

Traffic and Parking

Beyond general support for the scheme, a number of respondents raised concerns about the travel plan which would accompany the proposed School. Specifically, a common response questioned the impact that the School would have on local traffic congestion and whether highways adjustments would have to be made to ensure that the site is sufficiently accessible.

In response to those concerns, as part of our offer, we want to assure stakeholders that the EFA has a proven track record of working positively with the traffic and highways teams within local authorities to devise safe drop off/pick up, emergency access and parking facilities that address such concerns. Our specialist contractors have already undertaken an initial feasibility of the site access issues and are confident that appropriate safe arrangements can be made. We are also willing to discuss, as part of the planning process, any necessary mitigating actions to limit the impact of traffic and parking from the development on near neighbours. EFA has routinely, as part of its developments, been asked to put in place measures such as traffic calming, pedestrian crossings, limited hour and residential parking only zones. These are often conditioned as part of planning approval and hence must legally be complied with. The EFA is willing to work with the local authority and residents to devise the most appropriate measures for this School. The Charitable Trust may also wish to use some of our financial contribution to improve existing MPF parking facilities. In addition, we are willing to consider how the new parking facilities developed for the School can be made available for community use outside of school hours/term times.

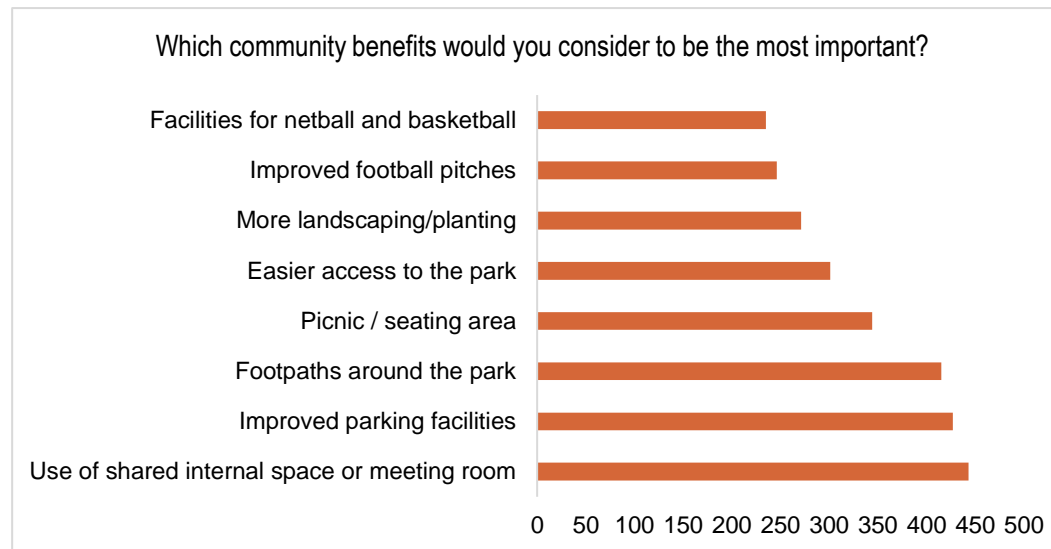
More Sports and Leisure

The current proposal is that the new School hall and the MUGA that are incorporated within the School development are made available for hire at affordable rates by the community outside of school usage. This proposal was widely welcomed in our community engagement events.

Some respondents also indicated that they would welcome further investment in sports

and leisure facilities on MPF to ensure that the development is in keeping with the objects of the Charitable Trust. In particular, the football club was concerned about investment in the pitches, and others were concerned about securing the repair and reopening of the pavilion for wider leisure use.

In addition to this, the community were asked which community benefits they considered to be the most important. The chart below indicates the local desire for an accessible site with community spaces and improved parking facilities.



Our offer therefore includes an additional financial contribution, significantly above valuation of the land required for the School, to enable the Charitable Trust to fund improvements for sports and leisure facilities on MPF. The funds will be paid to the Charitable Trust on legal completion of the proposed acquisition, which is subject to a planning approval for the school being secured. The amount of this additional contribution is of a level that we consider to be sufficient to enable the Charitable Trust to invest, should it choose to, significantly in the pitches, the pavilion, existing parking facilities and possibly other benefits for the local community. Accordingly, our offer would help to improve not only the current state of the recreational grounds and facilities thereon but also to bring additional benefits for the local community. This in turn would enable the Charitable Trust to further its charitable objectives namely to provide and maintain recreation ground for the benefit of the inhabitants of the Parish of Mapledurham and the Borough of Reading. Accordingly, if the EFA's offer is accepted by the Charitable Trust, planning secured and RBC (as a sole trustee) agrees to invest the funds on the priorities identified by the community, then residents and users will have both the benefit of a much needed, new and aspiring primary school for local families alongside significantly improved sports and leisure facilities on MPF. As mentioned above, this would include a new School hall and MUGA for hire outside of school hours/term time, a reopened pavilion offering changing rooms for sports and also space for social activities/group meetings/toddler groups and improved football pitches. MPF would be a genuine 'hub of the community' offering a range of sports and leisure facilities for all. This will help return vibrancy to the fields and engage the community in new sports and leisure activities on the site.

With the anticipated increase in the range and number of activities and facilities on offer to the community on MPF, this offer is subject to confirmation by the Trustees that it will ensure a fit for purpose management structure will be maintained to provide fair access for the whole community whilst ensuring the school will have appropriate access to be able to meet the requirements of its curriculum.

- 3. **Seller** Playing Field and Recreation Ground Charity (registered number 304328) at Mapledurham, Berkshire (**Charitable Trust**)
- 4. **Buyer** THE SECRETARY OF STATE FOR COMMUNITIES AND LOCAL GOVERNMENT, 4th Floor, Fry Building, 2 Marsham Street, London, SW1P 4DF
- 5. **Property** Freehold or 125 year lease (in either case with vacant possession) of 1.231 acres within the area of 2.7 acres (as shown edged red on the plan in Appendix 1) at Mapledurham Playing Fields, Woodcote Road, Caversham, Reading RG4 7EZ.

- 6. **Purchase Price and Additional Financial Contribution**
 - 6.1 The total amount payable to the Charitable Trust will be £1,360,000, inclusive of any VAT that may be payable on the transaction. This amount will be paid in full on completion.
 - 6.2 This amount includes the following:
 - a. Purchase price for the Property in the amount of £30,775 (which is £25,000 per acre, based on a Red Book Valuation);

This valuation has been undertaken in line with the recommendations of the Royal Institution of Chartered Surveyors Professional Standards for Valuation to meet the statutory requirements of the Charities Act. It has concluded that Reading Borough Council's adopted planning policies prevent development on Public and Strategic Open Space, explicitly precluding it from development. This severely limits its value in the open market.

In contrast, the provisions of planning guidance issued by the Secretary of State for Communities and Local Government jointly with the Secretary of State for Education established a presumption in favour of development for Free Schools, providing a basis on which consent could be granted for the development of a new school . This unique situation renders the EFA a special purchaser for the determination of value.

- b. Notwithstanding the restrictions on value identified above the EFA recognises that further financial consideration is required to ensure the development of the school is able to enhance the provision of sport and recreation on the playing fields as a whole. The purchase price therefore includes a contribution in the amount of £1,329,225 (which

can be used as determined by the Charitable Trust in furtherance of its charitable objects).

6.3 In addition to paying the Charitable Trust for the land and making significant financial contribution that can be spent on the priorities identified by residents, the Buyer also proposes to address concerns raised by local community through the following:

- making available the School hall for hire at reasonable times outside of school hours/ term time at affordable rates;
- the School's MUGA will also be available for hire at affordable rates and at reasonable times outside of school hours/term time;
- The typical hours of operation for the school and its associated breakfast and after school clubs, which will help stagger the impact of arrival and departure times, will be 8am-6.30pm, Monday to Friday, for approx. 42 weeks of the year. Outside of these times, the school trust is willing to commit to the MUGA and the school hall being available for use by the community provided certain conditions are met. The full arrangements will need to be set out in a community use agreement, but indicatively these could include:
 - *The provider agrees to commit to appropriate terms and conditions of usage (typical community use agreements include things such as abide by appropriate health and safety legislation, insurance for the activities, agreed charges are paid etc.);*
 - *The type of usage and hours of operation do not contravene any planning conditions that may be imposed on the site/facilities e.g. late night usage, noise etc;*
 - *The full costs of the usage are met and contribute to the overall viability of the facilities e.g. if someone is needed to open and close the site late at night/weekends etc. these costs are met in full and it is possible to secure staff to undertake this work;*
 - *Facilities are returned in the appropriate state for school usage/the next user e.g. cleaning is paid for etc.*
 - *Community use agreements by schools are now common place. Sports England produce guidance on them at: <http://www.sportengland.org/facilities-planning/planning-for-sport/planning-tools-and-guidance/community-use-agreements/>*
 - *In relation to charges, it is common place for schools to make distinctions in their charging regimes depending on the nature of the group, its ability to pay, the activity, the resourcing implications (e.g. cleaning, finding someone to open/close at the weekends) and an assessment of value to the community. It is also the case that costs will vary depending on days and hours of hire and resources to be used. This is because, for example, it is likely to cost more to employ someone to attend late evening at a weekend to open and close a venue etc. than say early evening during the week. We commit to engaging with the community about activities to be put on and the associated charging regime. The EFA and the school remain committed to contributing effectively to the community and fully plan for fees to be reasonable and relate to the ability of the group to pay and costs.*
- considering potential improvement of existing parking facilities on MPF if the Charitable Trust allows these to be used for the School, for example - for parental drop off or similar;

- willing to work with the residents and Charitable Trust to devise an arrangement whereby the School's new car parking facilities could also be used by the visitors and users of MPF outside school hours/term time;
- working with the school, local authority, traffic and highways and residents to create a traffic and parking management strategy for the school to implement. This has been welcomed by the school which has already established a strong culture of sustainable travel to its existing site, working in partnership with RBC and Sustrans. It intends to continue and develop this culture further once it has relocated to a site within its primary catchment area;
- Improving (possibly widening) main access to MPF.

6.4 Whilst our additional financial contribution could be used by the Charitable Trust as it sees fit (provided this is in the furtherance of its charitable objects) we believe that this amount (in conjunction with any sums raised by residents) could refurbish / reopen the pavilion, and enable the current pitches to be improved. The Buyer is leaving RBC (as a sole trustee) to determine the priority for expenditure.

The pavilion, pitches and improved pitches and any other sports and leisure facilities RBC Choses to develop with the funds outside of the School site boundary will remain in the ownership of the Charitable Trust who would retain the responsibility for repair and maintenance.

Whilst RBC can determine priority for the investment of our financial contribution, given that we are deliberately limiting the 'land take' of the School by not building a pitch for the bespoke use of the School, our offer is made on the basis that we expect investment by the Charitable Trust in a sports pitch which would then be made available for use by the School at a nominal charge during school hours/term time to enable it to meet the requirements of its curriculum. We expect that sufficient funds are made available to bring the playing pitches up to Grass Pitch Quality Performance Standard, as adopted by Sports England. We have not made an assessment of how much this will cost, but as improvements to the playing field are contributing to the amenity value of the retained playing fields, the cost should not be considered an effective reduction of the payment that EFA is proposing.

The availability of this arrangement is what will enable the School to operate within its 1.231 acre site.

- 7. Timing**
- 7.1 This offer is open for acceptance for a period of 16 weeks (until 14TH October 2016). We believe this allows a sufficient period for the Charitable Trust's Management Committee to consider the terms of this offer, undertake any consultation with its beneficiaries (as it deems necessary or desirable) and then (if appropriate) to accept this offer.
- If written acceptance of this offer is not received within 16 weeks period, this offer will lapse.
- Should however this offer be accepted, the Buyer recognises that there may be a subsequent requirement to consult with and / or seek prior consent of the Charity Commission. The Heads of Terms will set out indicative timetable within which the parties will seek to exchange and complete this acquisition, having regard to any necessary consultation or requirement to seek prior consents.
- 7.2 Completion will take place following satisfaction of all of the Conditions Precedent for Completion though the Buyer will be permitted to elect to complete earlier at its discretion.
- 7.3 The Contract (or Agreement for Lease) will permit the Buyer to assign the Contract (or Agreement for Lease) to another Secretary of State or a school trust prior to completion without the Seller's consent being required.
- 8. Conditions Precedent for Exchange of Contracts**
- 8.1 Satisfactory completion of title investigation and due diligence;
- 8.2 Receipt of Ministerial approval to proceed with the transaction on the agreed terms;
- 8.3 The Charitable Trust procuring any necessary consents to proceed with this transaction.
- 8.4 Receipt of satisfactory survey results.
- 9. Conditions Precedent for Completion**
- 9.1 Completion will be conditional upon the Buyer obtaining satisfactory planning permission (without a challenge being made during the JR period) for the construction, opening and operation of a school on a permanent basis upon terms acceptable to the Buyer (as determined by the Buyer in its absolute discretion) and free from the EFA standard onerous planning conditions
- 9.2 The long-stop date for the satisfaction of the conditions will be 24 months from the date of planning application.
- 10. Costs**
- The Seller's reasonable and proper legal costs (up to £20,000 including VAT less any funds already made available) in relation to this transaction will be met by the Buyer.

