Subject	Norwich Regeneration Ltd and Norwich and HCA Strategic Partnership - business plans January – July 2018	
Report of	Director of Regeneration and Development	
	13 December 2017	1
Report to	Cabinet	lt

KEY DECISION

Purpose

To consider the latest business plans of Norwich Regeneration Ltd and the Norwich and HCA Strategic Partnership.

Recommendations

To:

- 1. Approve the Norwich Regeneration Ltd business plan including the new developments at 10-14 Ber Street, Three Score phase 3 and Hurricane Way.
- 2. Approve the business plan for 2017-18 for the Norwich and Homes and Communities Agency (HCA) strategic partnership.
- 3. Agree to dispose of the 10-14 Ber Street site and the land for Three Score phase 3 to NRL in exchange for an equity investment in NRL as set out in paragraph 2 of the confidential appendix to this report.
- 4. Recommend to council the approval of the inclusion of the amounts to be lent to NRL in the council's capital programme as set out in the report.
- 5. Recommend to council the approval of the inclusion of the costs of the HRA buying the social housing at 10-14 Ber Street and Three Score Phase 3 in the council's capital programme as set out in the report.

Corporate and service priorities

The report helps to meet the corporate priority of a prosperous city.

Financial implications

The "emerging 2018/19 budget and MTFS" report on cabinet's agenda shows the following amounts currently being proposed for inclusion in the capital programme:

- £24m for on-lending to NRL over the period 2018/19 to 2021/22, this being in addition to the £11.5m already lent to NRL in 2017/18
- £14m for the purchase by the HRA of the social housing built by the company, this being in addition to the £2.9m of acquitions already agreed

	2018/19	2019/20	2020/21	2021/22
Council on-lending to				
NRL	0	11,510,000	12,040,000	440,000
HRA acquisition of				
social housing	3,660,260	2,759,000	5,394,380	2,199,060

In terms of the net revenue returns (net of any costs) expected by the Council the General Fund MTFS and HRA Business Plan currently includes the following net income:

	2018/19	2019/20	2020/21	2021/22
Net income from on- lending to NRL on commercial terms	-588,050	-1,242,600	-1,558,475	-1,252,575
Net rental income to				
HRA	0	-6,427	-26,279	-74,434

In addition the council receives financial benefits through the Service Level Agreement with the company as it, and its partners LGSS and NPLaw, provide advice and services to NRL. This is currently in the region of some £106,000 per annum.

Financial analysis undertaken by using the company's new financial model shows that the housing developments included in the company's Buisness Plan are financially viable. The company is forecast to be in position to finance the loan debt owed to the council. The 50-year long model also shows that NRL is forecast to be a "going concern" as, apart from during the construction phases, the company's net assets are higher than the outstanding debt owed to the council.

Ward/s: Bowthorpe and Mancroft

Cabinet member:

Councillor Harris - deputy leader and social housing

Contact officers

Gwyn Jones, city growth and development manager	01603 212364
Karen Watling, chief finance officer	01603 212440

Background documents

None

Report

Background

- In July 2015 cabinet agreed to establish a development company to build, sell and manage houses for sale and rent. The company (Norwich Regeneration Ltd) (NRL) was incorporated in November 2015 as a company limited by shares, wholly owned by Norwich City Council. The articles of association of the company require that the company business plan is approved by the council as the shareholder. The company then carries out its operations within the parameters of the business plan.
- 2. The council lends NRL the money it requires to build houses at a commercial interest rate. The loan agreement between the council and NRL was approved by cabinet at its meeting in November 2017.
- 3. To date, the council has agreed to on-lend to the company to develop Rayne Park (Three Score phase 2) sections 1 and 2. It has also agreed to date for the HRA to purchase at cost the social units being built at Rayne Park.
- 4. The NRL Board agreed a revised Business Plan for the period January July 2018 at its meeting on 29 November 2017. The Board now requests that the council agrees the Business Plan in its capacity as the sole shareholder of the company.
- 5. The company will deliver much needed high quality new housing (private rent, private sale and affordable) and at the same time generate an income stream for the council to help to support General Fund front-line services.
- In total NRL, via this Business Plan, intends to build 285 new dwellings in Norwich, over the period 2018 to 2021, comprising 80 homes for private sale, 111 dwellings for private rent and 94 affordable homes (from which 84 dwellings will be offered to the council's HRA for purchase at cost).

Progress by the company to date

- 7. The company currently has one project under construction- Three Score phase 2, being marketed as Rayne Park. This is a 172 dwelling development, of which 112 dwellings are being built to passivhaus standards. The development includes 33% affordable housing (85% social rent (to be purchased by the council following agreement in September 2017), 15% shared equity) with the remainder of the units being private dwellings to be sold or rented on the private market by the company. RG Carter were selected as the contractor under a 2 stage design and build contract. The contract is divided into 4 sections.
- 8. Leaders were appointed to deal with the sales and marketing of the private sale properties and the ongoing management of private rented properties in the development. Construction on site of Section 1 commenced in May 2017. Off plan marketing has already commenced and the show homes will be launched in the New Year. The first tenants will be able to move into the social housing in April 2018. Section 1 (79 units will be completed in

November 2018).

9. NRL has instructed RG Carter to proceed with the detailed design and pricing of section 2 and if the whole development is completed in line with the current programme it will be finished in October 2020.

New development proposals

10. Council officers have undertaken an assessment of potential future sites which could be devloped by NRL. The assessment follows a set of simple criteria to determine whether development is appropriate for NRL or whether a disposal for a capital receipt or development via a joint venture (JV) partner is more appropriate.

11. The critiera are-

- A. funding ability does the council have the ability to fund the project ? If so, there is no need to involve a third party as funder.
- B. Is the site complex ie is difficult land acquisition involved, is the site contaminated or are there other difficult ground conditions. If it is straight forward, then it will be an appropriate site for NRL.
- C. Speed of delivery- which is the quickest way to bring forward development? If sites are simple the quickest route will be via NRL as it is already up and running. The establishment of any new JV arrangement could take up to 6 months.
- D. Capital reciept v revenue- NRL delivers a revenue income stream for the council which is used to subsidise the General Fund revenue budget. Land disposal would deliver a capital receipt which can only be used to finance capital expenditure.
- E. Capacity to deliver- all options except disposal require in house capacity as client lead for NRL projects or to lead in a JV arrangement.

Criteria	Three Score phase 3	10-14 Ber Street	Hurricane Way
A) Funding ability	Yes	x	X
B) Complex site?	No	x	X
C) Speed of delivery	X	x	X
D) Capital receipt v revenue	Revenue	Revenue	Revenue
E) Capacity to deliver	Yes	Yes	Yes
Proposed Way forward	NRL	NRL	NRL- subject to agreement with Norfolk County Council.

12. The assessment is summarised in the table below:

- 13. Following this assessment it is proposed that the council disposes its land at 10-14 Ber Street and Three Score (phase 3), at market value, to NRL in return for an increase in the number of shares the Council holds in the company. This will enable NRL to develop housing at these sites. Hurricane Way will also be included subject to agreement with Norfolk County Council.
- 14. The council is asked to agree to acquire the social housing units at build cost. The costs of this have been modelled within the HRA business plan and have been shown to be affordable for the council.

NRL Business Plan

- 15. An updated Business Plan for the period January- July 2018 has been agreed by NRL and is attached as a confidential appendix which can be found at item *14 in this cabinet agenda. The plan rolls forward the programme and budget details for Rayne Park and the operation of the company covering the lifetime of the project to 2020.
- 16. NRL has included the new proposed developments at Threescore phase 3 and Ber Street within its Business Plan and will commence design work for the developments in the New Year. The Business Plan includes:

Three Score phase 3 - a scheme of 92 dwellings comprising:

- 14 no. 1 bed flats
- 42 no. 2 bed houses
- 36 no. 4 bed houses

10-14 Ber St - a 21 unit scheme comprising:

- 6 no. 1 bed flats
- 15 no. 2 bed flats
- 1 x shop
- 17. The housing development at Hurricane Way will involve a partnership arrangement with Norfolk County Council, the details of which will need to be agreed in due course. The Business Plan therfore does not currently include this development within its financial model.
- 18. One of the aims of NRL is to deliver planning policy compliant affordable housing wherever financial feasible. The Business Plan currently delivers this at all the developments being proposed.

Norwich and Homes and Communities Agency (HCA) strategic partnership

19. The development at Three Score is inextricably linked with the Norwich and HCA strategic partnership, which was established in September 2009. The partnership brought £8M HCA investment to Norwich. As part of this, the HCA provided funding towards the cost of the construction of the road/ infrastructure to serve the whole development at Three Score. This will

serve 1000 homes, care village, open space, community facilities and at least one shop. The road and infrastructure was completed in June 2016.

- 20. The council donated land for the 172 bed care village, which also levered in a further £4.2m HCA funding through the Care and Support Fund. This was completed in March 2016.
- 21. All of the HCA funding has now been spent. In addition to the Three Score projects above, the council delivered the following projects, through the Partnership:
 - Restoration of the memorial gardens (including a contribution towards the cost of the restoration and relocation of the Lutyens Roll of Honour).
 - Eco retrofit of over 800 council homes.
 - 108 new affordable homes on former council owned garage sites.
 - A new skate park at Eaton Park.
 - Grants for Open 24/7 youth venue and the Narthex (roman catholic cathedral visitor centre).
- 22. Agreement of the Strategic Board is required for any disposals or decisions to develop at Three Score. The HCA is now working with the council to bring forward development at Three Score, with phase 2 being the first phase of general needs housing, following completion of the care village (phase1). The partnership is required to agree an annual business plan. This was approved by the strategic board of the partnership at its meeting on 3 July 2017 and is attached as Appendix 1 to this report.

Integrated impact as	ssessment NORWICH City Council
	npact of the recommendation being made by the report th completing the assessment can be found <u>here</u> . Delete this row after completion
Report author to complete	
Committee:	Cabinet
Committee date:	13 Dec 2017
Head of service:	Andy Watt
Report subject:	Development company business plan
Date assessed:	13/11/2017
Description:	To approve the business plans of Norwich Regeneration Ltd and the Norwich and HCA Strategic Partnership.

		Impact		
Economic (please add an 'x' as appropriate)	Neutral	Positive	Negative	Comments
Finance (value for money)		\square		Will generate an income stream for the council's general fund
Other departments and services e.g. office facilities, customer contact				The company will purchase services from the council
ICT services				
Economic development		\square		Will deliver construction jobs
Financial inclusion		\bowtie		Will deliver affordable housing
Social (please add an 'x' as appropriate)	Neutral	Positive	Negative	Comments
Safeguarding children and adults				
S17 crime and disorder act 1998				
Human Rights Act 1998				
Health and well being				Will create high quality new housing development which encourages a healthy lifestyle (emphasis on walking and cycling)and provides homes which provide a healthy environment (passivhaus)

		Impact		
Equality and diversity (please add an 'x' as appropriate)	Neutral	Positive	Negative	Comments
Relations between groups (cohesion)	\square			
Eliminating discrimination and harassment	\square			
Advancing equality of opportunity		\square		Delivers new affordable housing
Environmental (please add an 'x' as appropriate)	Neutral	Positive	Negative	Comments
Transportation		\square		Whilst the report results in new development , it will be taken forward in a way that reduces the impact on the environment
Natural and built environment		\square		As above
Waste minimisation and resource use		\square		As above
Pollution			\square	There will be some increase in pollution from vehicles using the new development
Sustainable procurement	\square			
Energy and climate change		\square		The development consists of 112 passivhaus properties which will reduce energy consumption.
(Please add an 'x' as appropriate)	Neutral	Positive	Negative	Comments

	Impact			
Risk management				

Recommendations from impact assessment
Positive
The report will result in positive economic and social benefits for the council and the city
Negative
Whilst there are some negative impacts from development, the quality of development will minimise environmental impacts
Neutral
Issues

Business plan for the Norwich City Council and Homes and Communities Agency strategic partnership

April 2017 to March 2018

Foreword – NCC and HCA

Table of Contents

Overview

- 1. In September 2009, Norwich City Council (NCC) and the Homes and Communities Agency (HCA) entered into a collaboration and investment agreement (CIA), which established the Norwich and HCA Strategic partnership (NAHCASP). The CIA sets out the formal legal basis for the partnership and the objectives that would be achieved over its 10 year life. The original business plan forms part of the CIA and sets out the short-term outputs and outcomes that were to be achieved. The CIA requires the business plan to be updated at least annually and that any variation to the business plan requires the prior consent of NAHCASP strategic board.
- 2. This business plan covers the financial year 2017-18.
- 3. The NAHCASP is based on the combination of assets from NCC and investment from the HCA. The initial £8M investment from HCA has now been fully spent and original outputs/ outcomes delivered. The approach to development at Three Score phase 2 is via a company (Norwich Regeneration Ltd) wholly owned by Norwich City Council. There will be housing outcomes attributable to the HCA investment in the road/ infrastructure which now need to be monitored.

Partnership vision

 The partnership's vision and over-arching objective is to deliver and strengthen sustainable communities through innovative approaches to joint working.

Strategic objectives

- 5. The strategic objectives for the partnership are to:
 - accelerate the delivery of affordable homes
 - increase the supply of private homes
 - improve the quality of existing homes
 - maximise the opportunities for local employment
 - deliver early outputs
 - create sustainable communities

• deliver strategic regeneration projects within Norwich such as eco retrofit programme or estate renewal.

Performance management

 Performance is monitored on an annual basis by the implementation board and strategic board, following changes to the CIA governance made through a deed of variation.

Risk management

7. Individual project risk and issues registers are maintained by the individual project managers. A risk register is maintained for Three Score phase 2 and there is a separate risk register for Norwich Regeneration Ltd. Partnership specific risks are logged on a separate register, included as Appendix 3. Risks are reported to the implementation board and strategic board on an annual basis so that appropriate steps can be taken to manage and mitigate these.

Partnership governance

8. The partnership governance structure is established through the CIA (as amended) and is shown in appendix one. The strategic board and implementation board are now well established and are now intended to meet on an annual basis to monitor high level outcomes.

Cost control and reporting

- 9. The financing of phase 2 is via a loan from Norwich City Council to Norwich Regeneration Ltd. Reporting is dealt with through the company board and Norwich City Council's normal reporting arrangements.
- 10. According to the terms of the CIA, (paras 8.1(d) and (e) and para 8.30), the partnership is required to agree how the proceeds of the joint venture account should be used. There is currently no outstanding funding in the Joint Venture account. The council has purchased 22,000 shares at £100 each in Norwich Regeneration Ltd to allow the company to purchase the Three Score phase 2 site. The Strategic Board has agreed that the phase 2 development should take place according to the model outlined in

paragraph 17 of this Business Plan. There are therefore no proceeds of land disposal on which any decision is required at this stage. Norwich City Council and Norfolk County Council are in discussion about the potential for a new school site to support the necessary increase in school places. This may involve a land disposal at Three Score. If this takes place, the proceeds from the sale of land will be dealt with in line with the CIA. The same will apply if development of future phases at Three Score involves a land disposal.

Delivery in 2016-17

Budget and expenditure in 2016-17

11. In 2016-17 a sum of £47,500 was retained for the final payment to Thomas and Thomas, consultants who negotiated the removal of the 132kv overhead electricity lines. This work was completed in March 2017 and this final payment was made.

Progress in 2016-17

- 12. The NAHCASP has made considerable progress over the last year. The partnership focused its attention on the development of Three Score:
 - Infrastructure to serve the whole development
 - Housing with care and dementia care facility
 - Phase 2 housing
 - Identifying the next phase of development
 - Potential new school at Three Score
 - The employment and skills supply side package, "Building Futures in Norwich", is an integral part of the construction projects.

Infrastructure to serve the whole development

- 13. The road/ infrastructure was completed by Tarmac in May 2016. The northern stretch of the road is already in use to serve the housing with care/ dementia care facility.
- 14.HCA funds were fully spent and the council is funding the balance of costs. Negotiations over the final price for the contract are ongoing.

15. The undergrounding of the 132kv overhead lines and other lower voltage lines crossing the Three Score site was completed in March 2017.

Housing with care and dementia care facility

16. The care village facility opened to residents in April 2016.

Phase 2 housing

- 17. The next phase of development is being taken forward by the council's wholly owned company, Norwich Regeneration Ltd. The company is based on the following model:
 - The council transfers the development site to the company at full market value;
 - The council takes out an equity investment in the company to allow the company to acquire the site;
 - The council loans funds to the company to build the houses and pay for services from the council;
 - The company lets a construction contract, builds the houses and then sells and rents houses on the private market;
 - The council buys the social housing units from the company at build cost via the HRA (subject to funding);
 - The council provides services to the company via a Service Level Agreement;
 - The council receives income for the general fund through the repayment of the loan and any dividends.
- 18. The scheme consists of 172 dwellings, of which 112 are to be to Passivhaus standards. This makes it the largest development of its kind anywhere in the UK. 33% affordable housing will be provided.
- 19.RG Carter have been appointed as contractor for phase 2 under a 2 stage design and build contract. Site clearance work and archaeology has been completed. The company agreed the contract price at its board meeting in March 2017. Construction work started on site at the beginning of May 2017.
- 20.Leaders have been appointed as the sales and marketing agent for the project, which has been named, "Rayne Park" for marketing purposesafter the name of a large field, which forms part of the Three Score site.

Identifying the next phase of development

21. Work as been carried out to assess which parcel of land should form the next phase of development at Three Score. This work concluded that this should be parcel 2b - see plan1.

Potential new school

22. Norwich City Council and Norfolk County Council are in discussion about the potential for a new school site to support the necessary increase in school places. The council agreed in principle in February 2017 that it would be willing to dispose of a site for a school. Any issues e.g. land disposal which under the terms of the CIA require a decision of the Strategic board will be dealt with at a special meeting or via e-mail.

The employment and skills supply side package:" Building Futures in Norwich".

23. Building Futures in Norwich has not been rigorously adhered to in the road/ infrastructure project and care village project. Under phase 2, this is now a contractual requirement. A provisional sum is included in the contract with RG Carter to cover any costs associated with the initiative which will allow an assessment to be made of the true cost of running the initiative.

Priorities for April 2017 to March 2018

24. The main priorities for the coming year are:

- The commencement of the development of Three Score Phase 2 housing and completion of the first homes for sale and rent.
- Future phases of development at Three score.
- Potential new school.
- The employment and skills supply side package, "Building Futures in Norwich".

Phase 2 housing

- 25. The Partnership will monitor the delivery of housing outcomes delivered as a consequence of the HCA investment in the road/ infrastructure.
- 26. Detailed reporting of phase 2 housing will be via the board of Norwich Regeneration Ltd. The HCA will attend the operations group of Norwich Regeneration Ltd as an advisor. NAHCASP will monitor progress on the delivery of housing outputs and outcomes against key milestones set out in Table 1. During 2017-18, 12 private sale properties (including 2 show homes) will be completed. In 2018/19 a further 22 private sale; 27 private rent and 18 social rent will be completed.

27. Key dates include:

- Start on site- May 2017
- Launch of off- plan sales/ marketing- August 2017
- Show homes completion- end of October 2017
- First homes available for occupation- 30 November 2017

A copy of the latest construction programme is included as Appendix 4.

Future phases of development at Three score.

- 28. The council funded initial feasibility to determine the most appropriate land parcel to form the next phase for development at Three Score. This work was carried out by Hamson Barron Smith. The council and the partnership needs to determine how this development should be taken forward and will be asked to consider that this should be taken forward by Norwich Regeneration Ltd. Assuming this is agreed, the strategic Board will need to agree to dispose of the site to NRL.
 - 29. Following this, design work can be commissioned in preparation for the submission of a reserved matters planning application for Phase 3 at Three Score. The intention is that houses will be ready for sale/ rent following on from the completion of phase 2. Approximately 92 homes will be included in this phase.

30. Key dates include:

- Phase 3 design commences November 2017
- Planning permission obtained May 2019
- Contractor procured/ design/ site prep complete April 2020 Notetimeframes will depend on contract type- D and B or traditional
- Start on site May 2020

The employment and skills supply side package, Building Futures in Norwich.

- 31. This is now a contractual requirement of phase 2 and outputs will be monitored by the board of Norwich Regeneration Ltd.
- 32. The employment and skills supply side package, "Building Futures in Norwich will be reviewed in the light of experience from Three Score phase2. This will focus on an assessment of costs and appraisal of the benefits of the scheme compared with other possible initiatives.

Other resources for delivery

Programme management

33. The £500,000 programme management budget, which was established in the original business plan in 2009 to cover the costs of project management relating to the original regeneration projects to be delivered by March 2011, has now been spent. Norwich City Council will continue to provide the project director role at no cost to the partnership.

Communications plan and activities

- 34. The CIA requires a communications plan to be developed for the partnership. This was approved initially by the strategic board in November 2009. The document is a living document and is updated regularly to respond to changing circumstances and specific communications activities.
- 35.A communications protocol has also been agreed which ensures that there is an agreed process (between HCA and NCC) for agreeing press releases and handling media enquiries.

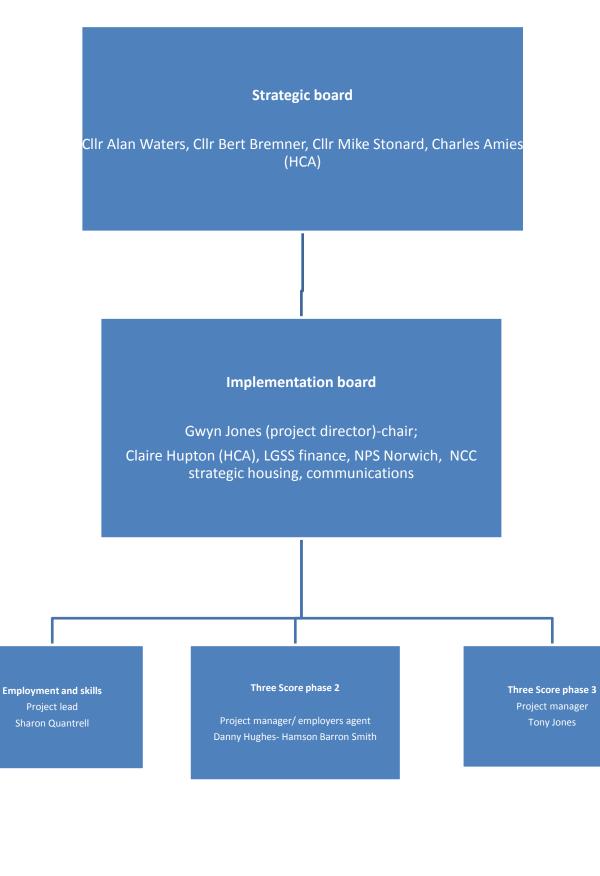
Case studies and awards

36. The HCA has developed a case study about the partnership for its website and its skills and knowledge directorate has developed a case

study on the learning aspects of the partnership's activity. There is a general presumption that the partnership welcomes showcasing activity where there is no cost to the partnership.

37. The partnership will continue to promote its achievements through future awards.

Appendix 1- Governance structure



APPENDIX 2

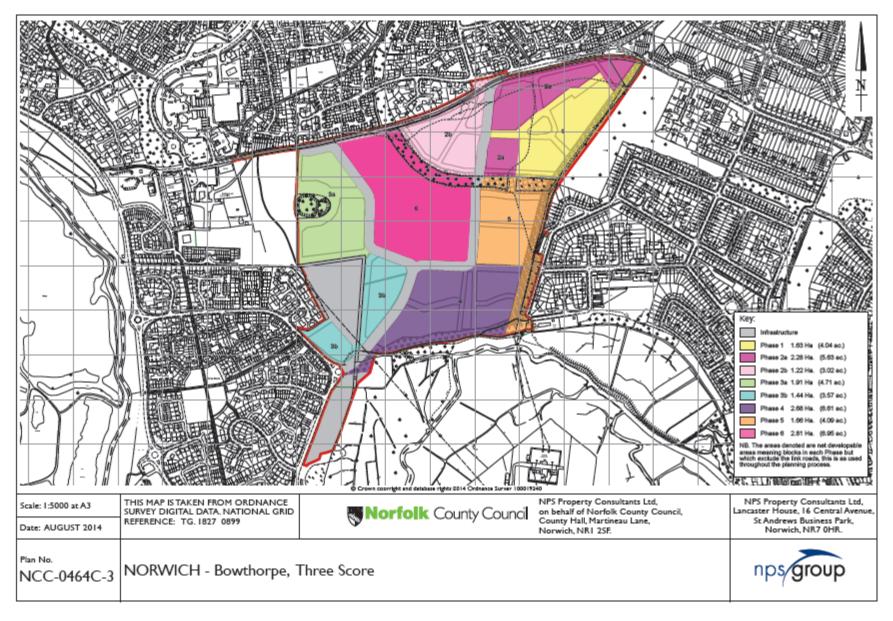
Table 1 Project outputs, outcomes, milestones etc.

Outputs/ Outcomes	Key milestones 2017-18	
Three Score phase 2		
Completion of design work and fixed price agreed (section 1) and provisional sums for sections 2,3,4.	March 2017	
Start construction of phase 2 (section 1)	May 2017	
Site press launch	June 2017	
Off plan marketing launch	July/ August 2017	
Review progress on section 1- consider planning/ affordable housing	Tuesday 17th October TBC (3 Mo 2017 Section 2 I	nths ahead of nstruction)
Completion of show homes	End October 2017	
Completion of first homes for sale/ rent block 1	November 2017	
Enter into development agreement/ submit development agreement re affordable housing provision for section 2;	November 2017	
Section 2 Instruction (8 private sale, 5 private rent, 11 affordable)	Monday 13 th January 2018	
Completion of Block 2, section 1- 9 private sale	28 March 2018	
Completion of Block 3- 3 social rent; 4 private sale	17 April 2018	

Tuesday 24th April 2018
3 Months ahead of
Section 3 Instruction
13 July 2018
Wednesday 25th July 2018
13 August 2018
10 September 2018-
Friday 5th October 2018 3 Months ahead of
Section 4 Instruction
12 November 2018
30 November 2018
Friday 4th January 2019
25 Jan 2019
July 2019

Planning permission obtained	May 2019
Contractor procured/ design/ site prep complete	April 2020 Note- timeframes will depend on contract type- D and B or traditional
Start on site	May 2020
Employment and Skills	
10% new entrant target achieved through building futures in Norwich	Review on completion of section 1 of Phase 2- Nov 2018.

Plan1- Three Score Phasing plan.



Appendix 3- Norwich and HCA Strategic Partnership- Risk log.

Risk ID	Risk Description	Impact (1-5)	Likelihood (1-5)	Total	Owner	Mitigation / Action	Revised impact	Revised likelihood	Revised total	Status	Progress/Outcome
1	Delay to construction programme, meaning dwelling completion outputs not delivered	3	2	6	NCC/ HCA/ NRL	Phase 2- Fixed price contract with majority of risk to programme delay held by contractor. Phase 3- ensure approval by Partnership, NRL and council to meet critical path. Partnership to consider future phases in timely manner.	3	1	3	Ongoing	

Appendix 4- Three Score phase 2 draft programme.

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2	Construction Period	81	w						-	1																	
	Section 2		_																								
3	Client Instruction	-		1																							
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6	Tender Period		w																								
7	Award Review Period		w							1 1 1 5													i				
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