

This Land monitoring update and land at Soham Northern Gateway (pre-emption)

To: Strategy and Resources Committee

Meeting Date: 21 September 2021

From: Director of Resources & Chief Finance Officer

Electoral division(s): All (including Soham North & Isleham)

Key decision: Yes

Forward Plan ref: 2021/003

Outcome: The Council considers latest information received from This Land and commits to a review of the company as part of its oversight as shareholder and lender. Key outcomes delivered by This Land are revenue return through interest, security of loans and delivery of homes, which the review will consider. Reacquisition of land at Soham Northern enables future school expansion (a key decision).

Recommendation: It is recommended that the Committee:

- a) approve the acquisition of land at Soham Northern Gateway and agree delegation of the final terms to the Director of Resources in consultation with the Chair and Vice-Chair;
- b) permit the sale of property by This Land, at Burwell and Worts Causeway, in accordance with the Business Plan, and consequential amendments to legal charges on those properties
- c) note the updated This Land business plan 2021; and
- d) note the commencement of a formal review of This Land as set out in section 2.8

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1. Overview

- 1.1 This Land is the Council's wholly owned housing development company. The company aims to develop the land it has acquired, predominantly from the Council, to provide homes that are in much demand in this region. As at September 2021 the financing advanced to This Land by the County Council is as follows:

Long Term Loans	£113.851m
Equity	<u>£ 5.851m</u>
Total	£119.702m

- 1.2 The company pays commercial rates of interest on the loans advanced and the expected net income receivable to the Council from the This Land loans in 2021-22 is £6.0m. The Council holds security over the loans by way of mortgages on the properties This Land is developing providing some risk mitigation. So far this financial year, the company has repaid a loan, slightly ahead of schedule, of £2.04m and made interest payments totalling £1.06m.

2. Updates and monitoring information

- 2.1 **Directorships and governance** – Councillor J Schumann has been replaced as a statutory director of the firm by Councillor N Gough (the other Council nominated director is Mr S Cox (Executive Director of Place & Economy)). Mr D Lewis is the acting chief executive of This Land and a substantive employee of the company. During June, This Land appointed an accountancy firm, Smith & Williamson, as its internal auditor. The next shareholder meeting of the company is scheduled for 30 September 2021 to which members of Strategy and Resources Committee have been invited. The Council is not expecting any resolutions requiring a vote.
- 2.2 **Annual accounts** – the external audit of the This Land group's statement of accounts has been completed by RSM UK Audit LLP and the financial statements are expected to be signed around 15 September and published at Companies House shortly thereafter [THIS LAND LIMITED - Overview \(company-information.service.gov.uk\)](https://www.companieshouse.gov.uk/this-land-limited) . For the 15month period to 31 March 2021, the company made an operating profit of £791k, however the company's significant financing obligations to service loans from the Council mean that there is an overall loss after interest and taxation of £3.3m. On the balance sheet, the company has net liabilities of £14m, an increase of £1.4m compared to the position as at 31 December 2019. The company's business plan takes account of this expected position, the future repayment of loans to schedule and interest payments and overall provides a pathway to commercial success. The company has good short term cashflows and the Council has submitted its annual letter to the company's auditor outlining its continuing support should this be required as a result of unforeseen financial challenges in the near-term.
- 2.3 **Business Plan 2021** – In 2020 This Land submitted a significant revision to its business plan to the then Commercial and Investment Committee. Changes at that time included focusing the company on a smaller number of assets, developing larger sites as a "master developer" and disposing of certain other sites; a downwards revision to the overage amounts payable to the Council; adding land promotion to the company's activities and increasing upwards the lending facility made available to the company. During the last year

the company has largely progressed in accordance with the revised 2020 plan and the 2021 iteration has only comparatively minor updates, focused around timing, updated costs and to reflect disposal and sales values achieved or projected. Lending has remained within the original December 2017 boundary, and the increase in the facility beyond that have not yet been required. The updated business plan is attached at appendix 5.

- 2.4 **Master Developer** – a key component of the business plan agreed in 2020 and confirmed this year is the company acting as ‘master developer’ on its largest sites at Burwell, Soham East, and Worts Causeway. This means This Land delivering directly the minority of the homes at these locations, as well as site wide infrastructure and place making, with parcels of land sold to other developers to deliver parts of the scheme. This Land have progressed this approach during the year and, in combination with planning progress, will be in a position to sell the first parcels of land at Burwell and Worts Causeway in the coming months. The Council and This Land have a protocol in place for notification of expected sales to enable resolution of issues and to ensure market value is being achieved. These sales of land parcels at Burwell and Worts Causeway are the implementation of the strategy conveyed to the shareholder in 2020 however delegations agreed in April 2020 require the addition of recommendation (b) in this report to enable the sale of land at these locations.
- 2.5 **Construction** – construction is progressing at Ditton Walk and has also commenced at Over. There have been media reports of a dispute between This Land and one of the contractors, for three of the homes, at Ditton Walk. This relates to health and safety matters and build quality. For its part, the Council has made enquiries with This Land, visited the site and received a report from the Council appointed monitoring surveyor. The finished homes on the site have been built by a different contractor. Construction is scheduled to commence over the next twelve months at Fitzwilliam Road, Brampton, Malta Road and Ditton Walk (phase 2).
- 2.6 **Milton Road** – As discussed at the July Strategy & Resources Committee, This Land is progressing a sale of the property they have re-developed at Milton Road comprising the public library (of which the Council is the tenant) and 7 residential apartments. As the company is arms-length, and given previous agreements, the Council has limited scope to influence the sale as the shareholder or lender. Since July, the Council has negotiated with This Land and the prospective purchaser a 20 year increase in the length of lease for the public library (such that it continues until 2064 with further Landlord and Tenant Act protection thereafter). This lease extension will include 5 year breaks for the Council (but not the landlord). The Vice-Chair and Chair of this Committee were minded to propose and agree to this increase in term with a view to further maximising the Council’s control of the tenancy. This is notwithstanding that opportunities to negotiate agreed extensions and rent reviews could arise at any expiry in future. The completion of the longer lease is progressing, in accordance with a delegated decision taken by the Chief Finance Officer, and legal documents are expected to be finalised shortly.
- 2.7 **Little Hadham – Strategic Land** – the Council has commissioned an external validation of the company’s development appraisal for a site it has acquired at Little Hadham, Hertfordshire, the largest property currently within the strategic land category of the business plan. The land extends to around 41 acres of which roughly 25 acres could be developable as residential. The land is considered a long-term prospect and is not likely to

gain planning permission until the later part of this decade, though there is no guarantee that planning permission will be achieved. This follows similar analysis undertaken at two of the master developer properties, and provides the Council with commentary on the market input assumptions This Land has used for residential sales and build costs, wider development costs, profit and project timelines. The findings of this work are that the gross development value assumed by This Land is in line with our specialist's expectations and this is a comparable and validated profit level (allowing for different treatment of financing costs by This Land and our specialist).

2.8 **Review** – the Joint Administration Agreement commits the Council to a review of This Land, an approach endorsed by the recent LGA Peer Challenge. This furthers the ongoing oversight of the company and is timely to coincide with the receipt of the updated annual business plan. Following a procurement process and checks to avoid conflicts of interest, Avison Young Inc., a global real estate services consultancy, have been appointed as the reviewer. The initial questions set for the reviewer are as follows:

- a. Are the assumptions that This Land has made in its latest business plan reasonable and deliverable?
- b. Is there a clear understanding about the exposure to risk, particularly in the medium term?
- c. How could This Land adapt its plans to adjust its risk appetite or strategy?
- d. How could the firm quicken the pace of housing delivery, are there examples from other local authority related housing companies?
- e. Does This Land have the right skills, capabilities and expertise compared to a typical housing development company of this type?

This Land have welcomed the review for their part. The full review is scheduled to take 8 weeks from commencement at the end of August.

2.9 Assessment of principal risks -

Description	Impact /Likelihood	Response/Mitigation
<i>Construction:</i> cost, defects, materials, milestones	Impact: Medium	<ul style="list-style-type: none"> - Monitoring surveyor reviews of cost, progress and quality - Construction contingency budget - Insurance cover / warranties
	Likelihood: Medium	
<i>Planning & regulation:</i> timing, obligations & cost of meeting planning and building regulations approval	Impact: Medium	<ul style="list-style-type: none"> - Reviews of project plans/budgets for obtaining planning consent, progress and performance - Staff expertise - Land promotion diversifies planning authorities involved
	Likelihood: Medium	
<i>Workforce & Expertise:</i> attracting and retaining talent, capacity and experience	Impact: High	<ul style="list-style-type: none"> - Executive team recruitment process - Monitoring turnover & performance and retaining expertise - Diversity of experience of non-executive directors, succession planning
	Likelihood: Medium	

<i>Health & Safety</i> - heightened by the coronavirus pandemic	Impact: Medium	<ul style="list-style-type: none"> - External independent H&S team - Review by monitoring surveyor - Company policy and procedures
	Likelihood: High	
<i>Governance risks:</i> securing best value, acting at arms-length, legal challenge by competitors, state aid	Impact: Medium	<ul style="list-style-type: none"> - Ongoing legal representation, advice and review - Adopt formalised memorandum(s) governing Council:Company interface - State aid reference rates adopted for loans
	Likelihood: Medium	
<i>Performance of strategic land promotion:</i> competitive area, securing agreements, reputation	Impact: High	<ul style="list-style-type: none"> - Council seeks independent validation - Careful site selection - Work closely with communities - Risk and sunk costs within financial model - Build successful track record
	Likelihood: Medium	
<i>Master developer and non-residential development models:</i> complicated and capital intensive	Impact: Low	<ul style="list-style-type: none"> - Monitoring surveyor reviews progress and performance - Regular review of complex commercial schemes - Full prior appraisal by This Land's Development & Investment Committees
	Impact: Medium	
<i>Housing demand and economic risks</i>	Impact: High	<ul style="list-style-type: none"> - Sales strategies prudent and based on regular review of local market - This Land to develop relationships with mortgage brokers and agents
	Likelihood: Medium	
<i>Future land sales to This Land:</i> land availability	Impact: Medium	<ul style="list-style-type: none"> - Promotion of land within local plans - Seeking alternative land across wider geography
	Likelihood: Medium	
<i>Underlying company value and security/collateral, impairment to inventory</i>	Impact: High	<ul style="list-style-type: none"> - Valuations to validate ongoing value of the firm - Internal appraisals continuously feeding This Land financial model - Security over work in progress and visibility that amounts invested lead to increased value

3. Reacquisition of property from This Land at Soham Northern

3.1 The Shade Primary School is situated in Soham and is an academy, sponsored by The Staploe Education Trust. It opened on 1 September 2013. The school has a physical capacity for 2 forms of entry (2FE) or 420 primary places. There is also a pre-school on the site. There are two other schools in the town:

- i) St Andrew's Church of England (CoE) Primary School with a capacity of 2FE (420 places), and
- ii) The Weatheralls Primary School with a capacity of 3FE (630 places).

3.2 Soham is identified as a major area of growth in the East Cambridgeshire Local Plan. As of April 2019, there were 1,688 outstanding housing commitments in the town with approximately 800 of these expected to come forward in the next five years. The two main outstanding allocations for housing are: the Eastern Gateway for 600 homes to the east of the town and Brook Street for 400 homes to the south-east of the town. Appendix 1 shows the local plan housing allocations in Soham, with the three primary schools circled in red.

Forecasts indicate that additional primary places will be needed in response to this level of development. In 2020, the Council commissioned a feasibility study from consultants Faithful and Gould/Atkins to assess the potential to expand St Andrew's C of E Primary and The Shade Primary each by 1FE (210 places) plus 1 class for Early Years (EY) to increase their capacity to 3FE (630 places) plus 78 EY places and provide the additional places in the town.

- 3.3 The Weatheralls Primary School is already a 3FE school with EY. This is currently considered to be the maximum size for a primary school under the operational guidance approved by the Committee. Therefore, further expansion of this school has been discounted. In addition, it operates from a restricted site until such time as it is allocated additional playing field land as part of planned housing development in the Soham Eastern Gateway.
- 3.4 An analysis of the St Andrew's CofE Primary School site against Department for Education (DfE) Building Bulletin 103 (BB103) guidelines shows that it is within the range recommended for a 3FE primary school with 3 EY. There would be a deficit of outdoor play area but, with the provision of an all-weather pitch, the site would also meet the DfE recommendations for external play. However, due to the existing design and layout of the building it will be costly to adapt and extend to meet BB103 recommendations in terms of accommodation.
- 3.5 An analysis of the external areas at The Shade highlighted that the current site is under the DfE's recommended site area range for a 3FE primary school with 3 EYs class bases. That range is 2.34-2.94 ha. The Shade's site area is 2.03 hectares (ha) ie a deficit of between 0.31 and 0.91 ha.
- 3.6 The feasibility report also highlighted a significant shortfall in the guideline area for outdoor play. The existing playing field would be 0.65ha (6,542m²) undersize and the hard outdoor PE area would be 0.038ha (383m²) undersize for a 3FE school.
- 3.7 This Land, the Council's wholly owned arms-length development company owns two adjacent plots of land, A and B (plan attached as Appendix 2). Plot A is not of sufficient size to meet the educational space requirements for a 3FE school. Plot B would meet the Council's needs.
- 3.8 Plot B (1.20ha), provides sufficient additional space to allow The Shade to increase from a 2FE to 3FE school. Appendix 2 shows the existing school site in relation to Plot B. An all-weather pitch will still need to be provided to meet maximum DfE requirements for playing field area, but it goes a long way to rectify the deficit.
- 3.9 Officers have concluded that the most cost effective and deliverable option for meeting the identified need for additional places by 2024 would be to acquire Plot B from This Land and expand The Shade Primary School. Further consideration will need to be given to options for increasing capacity by an additional 1FE in the future.
- 3.10 The Council has been informed that This Land had secured potential third-party purchasers for Plots A and B and that subsequently, it planned to dispose of this area of land as part of its new Business Plan during 2021/22 financial year. Therefore, the Council has a limited window of opportunity to buy the land for the identified educational service need.

4. Additional details

- 4.1 The three town schools have an aggregate capacity of 7FE or 1,470 places. The January 2020 forecasts of children living in the catchment show the primary-aged population increasing from 1,220 in 2019/20 to 1,647 in 2029/30 (see Appendix 3). A 1FE (210) place expansion of one of the schools is required by September 2024 with a further 1FE required in the 2030s, if the growth of the town continues.
- 4.2 A further option is to work with East Cambridgeshire District Council (ECDC) to deliver a school site as part of the preparation of a new local plan when work on it commences. However, ECDC and developers will be aware of the potential to expand both The Shade and St Andrew's making the identification of a new primary school site difficult to justify. It is anticipated that developers would also challenge on the basis that it would increase their costs as they would be expected to provide both financial contributions and land. There is also a potential impact on development viability that may stall individual projects and the delivery of housing targets. To secure an agreement with the developers, the Council would need the help and support of ECDC planners.
- 4.3 In conclusion, officers consider there to be a significant risk to the Council if it were to rely on the planning process to deliver a site for a new school and that it needs to proceed with plans for the expansion potential offered by both The Shade and St Andrew's to meet the need for primary school places.
- 4.4 Appendix 4 is a Milestone 1 (MS1) plan showing the extent of land required to meet the minimum recommendations for The Shade to be increased in size to 3FE. As construction of the new accommodation will be on grass which the children currently use for informal play, the change of use will be subject to approval by the Secretary of State (SoS) for Education. The proposed soft outdoor PE area including Plot B will not meet the SoS's maximum requirements (14,160m²), so an all-weather pitch will be required.
- 4.5 Plots A, B and C Soham Northern Gateway were sold in 2018 by the Council as part of the portfolio sale to This Land as approved by Commercial & Investment Committee for £970,000.
- 4.6 A purchase price of £687,500 has been negotiated with This Land for Plot B. The value of Plot B has increased since the sale in 2018 due to changes in the market and the increase in land values in the intervening period. An external independent valuation commissioned from Cheffins by Strategic Assets has verified that the purchase price reflects the current market value for the site. External independent valuation was also the basis on which properties were sold to This Land.
- 4.7 At the time of the original sale, the Council was in discussion with ECDC about the preparation of its new Local Plan. The Plan proposed higher levels of development and a site for a new primary school was under discussion rather than expansion of the existing schools. The Plan was subsequently withdrawn following the report of the Planning Inspector and ECDC has commenced a Single-Issue Local Plan Review to re-examine the appropriate level of housing growth in the district.
- 4.8 A Pre-emption Agreement was incorporated into the sale agreement for Plots A, B & C to give the Council the right to buy back the land (comprising all three plots) at Market Value if

it chose to do so before any disposal to a third party. This provided the Council with protection should the land become required for its own use. This Land have agreed to the sale of Plot B outside of the Pre-emption Agreement as the Council only requires Plot B and not the remaining two plots. If the acquisition of Plot B is not approved, the Council may lose a future opportunity to only buy back Plot B in the future as it has, by not acquiring Plot B now, arguably waived its pre-emption rights. Any future assertion of those rights could require their full legal implementation, that being the Council being required to buy all three plots at market value. Securing the acquisition of Plot B will ensure that the Council can deliver the efficient and most cost-effective solution to meet the demand for school places within the locality.

- 4.9 A business case for the expansion of The Shade, including the cost of land purchase, was approved by officer Capital Programme Board on 18th August 2021. The Children and Young People (CYP) Committee will consider its five-year 2022/3 capital business plan at its meeting later in the year, which will include this new scheme.

5. Alignment with corporate priorities

5.1 Communities at the heart of everything we do

The following bullet points set out details of implications identified by officers:

- Soham is identified as a major area of growth in the East Cambridgeshire Local Plan and additional capacity is required to meet the associated need for school places.
- Schools are aware of the specific needs within the local community and can provide resources for early intervention which enable individuals to support one another and themselves.
- Ensuring all children have the opportunity to attend a school in their local area helps community cohesion, allowing children and parents to build relationships around a common aspect of their lives with others in their peer group nearby.

5.2 A good quality of life for everyone

- Ensuring that children have access to high quality education locally means that they will have access to opportunities, irrespective of their background. They will also be able to access out of school activities more readily such as sports and homework clubs and develop friendship groups within their own community. This will contribute to the development of healthier, more independent lifestyles.

5.3 Helping our children learn, develop and live life to the full

- Creating inspirational places to learn will ensure the best outcomes for children from an early age.
- Young people will maximise their skills in an appropriate environment and through a school's curriculum.
- The provision of high-quality education supports economic development by providing the individual with the necessary skills to take advantage of future employment opportunities.

5.4 Cambridgeshire: a well-connected, safe, clean, green environment

- If families have access to local schools and associated services, they are more likely to attend them by either cycling or walking, rather than through Local Authority provided transport or private car.

5.5 Protecting and caring for those who need us

- Schools are encouraged to build effective relationships with children and their parents/carers to ensure that issues can be identified early, and targeted support provided to safeguard vulnerable children, young people and their families.

6. Significant Implications

6.1 Resource Implications

The report above sets out details of significant implications of the key decision in paragraphs 4.6 and 4.9.

The project will require CYP Committee approval for inclusion in the 2022/23 five-year capital programme before the purchase of Plot B from This Land can be completed.

The project budgets have recently been updated for September 2024 completion and the total anticipated project cost without contingency for St Andrew's is £8,500,000 and for The Shade is £6,641,000 (including purchase of Plot B).

The amounts on loan to This Land and receivable as interest are set out in section 1.

6.2 Procurement/Contractual/Council Contract Procedure Rules Implications

Any new school buildings will be procured through the Council's Design and Build Contractor Framework. This framework has been tendered in accordance with public procurement tender rules.

The acquisition of Plot B will take place in line with the pre-emption rights retained by the Council under the original sale agreement to This Land, noting the rights are only being exercised in respect of part of the land concerned with the vendor's agreement. The acquisition will be undertaken in accordance with the Council's existing property policies.

There are no new procurement or contractual implications for wider This Land activity.

6.3 Statutory, Legal and Risk Implications

Section 14 of The Education Act (1996) places Local Authorities under a general duty to provide a school place for every child living in their area of responsibility who is of statutory school age and whose parents want their child educated in the state-funded sector.

An assessment of the principal risks facing This Land activity is included at section 2.9.

6.4 Equality and Diversity Implications

There are no implications under this heading

6.5 Engagement and Communications Implications

Proposals to expand an existing school will be subject to a statutory consultation process. Similarly, if the scheme proceeds to the design and construction of new school buildings a full planning application will be required. It too is subject to a statutory consultation process.

6.6 Localism and Local Member Involvement

A briefing will be held with the local members in Soham

6.7 Public Health Implications

There are no significant implications within this category.

6.8 Environment and Climate Change Implications on Priority Areas

This Land's business plan includes a section on delivering sustainability and protecting the environment

It is difficult to quantify the specific impacts of any proposal to expand an existing primary school ahead of detailed design taking place. Whilst the new building will seek to achieve the Council's policies in respect of climate change and reduced energy use, planning policy and building standards/regulations, there is a 50% increase overall in the capacity of the school.

Whether this results in a net increase or decrease in what is being measured in the implications section below is not known at this stage.

6.8.1 Implication 1: Energy efficient, low carbon buildings.

Positive/neutral/~~negative~~ Status:

Explanation: See comment above. Given the project will expand the school, energy demand will increase – the magnitude of this increase will depend in part on the final designs which will strive for a positive, and at worst neutral, outcome for this implication.

6.8.2 Implication 2: Low carbon transport.

Positive/neutral/~~negative~~ Status:

Explanation: See comment above

6.8.3 Implication 3: Green spaces, peatland, afforestation, habitats and land management.

Positive/~~neutral/negative~~ status:

Explanation: See comment above. Given the land is not of any ecological value, is not currently of any amenity value and realistically is not going to become either of those things, plus the net gain through planning requirement and being green space making up the school grounds, this should be a positive.

6.8.4 Implication 4: Waste Management and Tackling Plastic Pollution.

Positive/neutral/negative Status:

Explanation: See comment in 4.8, however, this will at least be a neutral status as, while waste will be minimised and dealt with using the waste hierarchy, there will still be some volume of unavoidable waste generated during the construction process.

6.8.5 Implication 5: Water use, availability and management:

Positive/neutral/negative Status:

Explanation: See comment above

6.8.6 Implication 6: Air Pollution.

Explanation: See comment in 4.8

6.8.7 Implication 7: Resilience of our services and infrastructure and supporting vulnerable people to cope with climate change.

Positive/neutral/negative Status:

Explanation: While the detailed designs will impact the resilience of the building and therefore the school services provided, improving provision of local services which reduce the need for residents to travel will help access to those services to continue in the event of a climate impact such as flooding or other extreme events.

Have the resource implications been cleared by Finance? Yes

Name of Financial Officer: T Kelly [M Wade, E Tod]

Have the procurement/contractual/ Council Contract Procedure Rules implications been cleared by the Head of Procurement? Yes

Name of Officer: H Swan

Has the impact on statutory, legal and risk implications been cleared by the Council's Monitoring Officer? [legal advice will also be taken as part of the transactions proposed at a and b]

Name of Legal Officer: F McMillan

Have the equality and diversity implications been cleared by your Service Contact?

Yes

Name of Officer: T Kelly

Have any engagement and communication implications been cleared by Communications?

Yes

Name of Officer: C Birchall / S Cobby

Have any localism and Local Member involvement issues been cleared by your Service Contact?

Yes

Name of Officer: T Kelly

Have any Public Health implications been cleared by Public Health?

Name of Officer: I Green

If a Key decision, have any Environment and Climate Change implications been cleared by the Climate Change Officer?

Yes

Name of Officer: E Bolton

7. Source documents guidance

7.1 Source documents

Building Bulletin 103 (BB103) Area guidelines for mainstream schools June 2014

Schools Standards and Framework Act 1988 section 77

Involving the Secretary of State in land transactions February 2021

Capital Business Case for Soham

Milestone 1 report for 1 FE + 1 EY expansion in Soham

Independent Market Valuation of Plot B undertaken by Cheffins

Commercial & Investment Committee 23 February 2018 - SALE OF A PORTFOLIO OF PROPERTIES TO CAMBRIDGESHIRE HOUSING & INVESTMENT COMPANY

[Commercial & Investment Committee Report - 23 February 2018](#)

ECDC has commenced a Single Issue Local Plan Review to re-examine the appropriate level of housing growth in the district

This Land Cashflow Model

Development Appraisal – Little Hadham

7.2 Location

Documents available online:

[Area Guidelines for Mainstream Schools](#)

[School Standards and Framework Act 1998](#)

[Guidance on involving the Secretary of State in Land Transactions](#)

Capital Business Case and MS1 report for Soham 1 FE + 1 EY expansion available on request

[Local Plan Review | East Cambridgeshire District Council \(eastcamb.gov.uk\)](#)