LOCAL GOVERNMENT ASSOCIATION (PROPERTIES) LIMITED (a company limited by guarantee)
LOCAL GOVERNMENT ASSOCIATION (PROPERTIES) LIMITED (a UK Registered company limited by guarantee)
Company Registration No. 03487186
company Regionation No. 30407 100
Report and Financial Statements
for the year ended 31 March 2017

REPORT AND FINANCIAL STATEMENTS 2017

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OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

Councillor Ian Swithenbank CBE (Chairman)

Councillor David Neighbour

Sarah Pickup LGA, Deputy Chief Executive

Councillor Graham Whitham Appointed 30 August 2016
Councillor Nicholas Chard Appointed 3 March 2017

Councillor Philippa Roe Resigned 1 September 2016

Councillor Adrian Naylor Resigned 30 August 2016

Anthony Jackson Appointed 1 September 2016,

Resigned 7 March 2017

SECRETARY

Claire Holloway

REGISTERED OFFICE

Local Government House Smith Square London SW1P 3HZ

BANKERS

Barclays UK Banking 1 Churchill Place London E14 5HP

STATUTORY AUDITOR

PKF Littlejohn LLP 1 Westferry Circus Canary Wharf London E14 4HD

DIRECTORS' REPORT

The directors present their report and audited financial statements for the year ended 31 March 2017.

Principal activities

Local Government Association (Properties) Ltd is a Company limited by guarantee. It owns property at Local Government House, Smith Square, London SW1 which is rented to the Local Government Association for the purposes of the Association's and its related entities' business and to third party tenants.

The Company is wholly owned by the Local Government Association.

Business review

The Company's principal business is the rental of the Local Government House property for use by entities controlled by the Local Government Association. A small part of the property was rented to third parties. The Company is currently being refurbished with a view to creating better utilisation of the accommodation for Local Government Association and its related activities.

Future Developments

Once the refurbishment has been completed the Company will be planning on generating extra revenue through leasing 3 floors of the building to third parties.

Principal risks and uncertainties

The principal risk faced by the Company is that its income is largely dependent on sources from within the Local Government Association group of entities. The planned development will reduce this risk. The Company is also managed within a wider business strategy appropriate for the group.

Employees

The Company has no employees.

Political and charitable contributions

The Company did not make any political or charitable donations and did not incur any political expenditure during the year.

Dividends

The articles of the Company do not permit the payment of a dividend.

Provision of information to Auditors

In the case of each of the persons who are directors at the time when the directors' report is approved, the following applies:

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

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Auditors

PKF Littlejohn LLP has expressed its willingness to continue in office. A resolution proposing the reappointment of PKF Littlejohn LLP will be proposed at the next board meeting.

Status of this Directors' Report

This report is prepared in accordance with the small companies' regime under the Companies Act 2006.

Approved by the Board of Directors on 19 June 2017

Councillor Ian Swithenbank
Signed on behalf of the Board of Directors

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

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

Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LOCAL GOVERNMENT ASSOCIATION (PROPERTIES) LIMITED

We have audited the financial statements of Local Government Association (Properties) Limited for the year ended 31 March 2017 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the Financial Statements

An audit involves obtaining evidence about the amounts and disclosures in the Financial Statements sufficient to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the Financial Statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited Financial Statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on Financial Statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2017 and of its deficit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice;
 and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

Alastair Duke (Senior statutory auditor) For and on behalf of PKF Littlejohn LLP Statutory auditor

1 Westferry Circus Canary Wharf London E14 4HD

STATEMENT OF COMPREHENSIVE INCOME YEAR ENDED 31 MARCH 2017

	Note	2017 £000	2016 £000
Income	2	532	1,601
Administrative expenses		(1,927)	(1,204)
OPERATING SURPLUS BEFORE INTEREST	5	(1,395)	397
Interest receivable		5	6
Interest payable	7	(223)	(247)
(Loss)/Gain on revaluation of Property	9	(14,904)	4,293
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	_	(16,517)	4,449

All amounts relate to continuing operations.

There was no Other Comprehensive Income received in either Financial Year.

The accounting policies and notes on pages 9 to 144 form part of these financial statements.

BALANCE SHEET AS AT 31 MARCH 2017

Company Registration No. 03487186

	Note	2017 £000	2016 £000
FIXED ASSETS	0		0.47
Tangible assets	8	-	647
Investment Property	9	22,970	35,850
		22,970	36,497
CURRENT ASSETS			
Debtors	10	170	245
Short term Investments	12	3,980	131
Cash at bank and in hand		10	10
		4,160	386
CREDITORS: amounts falling due within one year	13	(1,818)	(3,226)
NET CURRENT ASSETS / (LIABILITIES)		2,342	(2,840)
TOTAL ASSETS LESS CURRENT LIABILITIES		25,312	33,657
CREDITORS: amounts falling due after more than one year	14	(21,783)	(13,611)
TOTAL NET ASSETS		3,529	20,046
ACCUMULATED FUNDS			
General Reserve		3,451	5,064
Revaluation Reserve		78	14,982
		3,529	20,046

These financial statements were approved by the Board of Directors on 19 June 2017

Councillor Ian Swithenbank

Signed on behalf of the Board of Directors

The accounting policies and notes on pages 9 to 144 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY Year ended 31 March 2017

Balance at 1st April 2015	Retained Earnings £000 4,907	Revaluation Reserve £000 10,689	Total £000 15,596
Changes in equity for 2015/16 Surplus for the year	157	-	157
Gain on revaluation of property	-	4,293	4,293
Total comprehensive income for the year	157	4,293	4,450
Balance as at 31st March 2016	5,064	14,982	20,046
Balance at 1st April 2016	5,064	14,982	20,046
Changes in equity for 2016/17 Surplus for the year	(1,613)	-	(1,613)
Gain on revaluation of property	-	(14,904)	(14,904)
Total comprehensive income for the year	(1,613)	(14,904)	(16,517)
Balance as at 31st March 2017	3,451	78	3,529

STATEMENT OF CASH FLOWS Year ended 31 March 2017

	Note	2017 £000	2016 £000
Cash flow from operating activities Operating Surplus Adjustments for:		(16,517)	4,449
Gain on revaluation of property		14,904	(4,293)
Investment income		(5)	(6)
Interest expense		223	247
Adjustment for Interest Rate Swap liability		(188)	(157)
Depreciation		63	127
Loss on Disposal of Tangible Fixed Assets		584	-
Decrease in debtors		75	91
Increase/(decrease) in creditors		72	(305)
Cash generated from operations		(789)	153
Interest paid		(223)	(247)
Net cash (used)/generated from operating activities		(1,012)	(94)
Cash flow from investing activities			
Interest received Expenditure on LGH Redevelopment		5 (2,024) (2,019)	6 (857) (851)
Cash flow from financing activities		0.000	
Borrowing from LGA Repayments of borrowings		9,000 (2,120) 6,880	(800) (800)
Net (Decrease)/Increase in cash		3,849	(1,745)
Cash and cash equivalents at start of the year		141	1,886
Cash and cash equivalents at the end of the year	11	3,990	141

The accounting policies and notes on pages 9 to 14 form part of these financial statements.

NOTES TO THE ACCOUNTS Year Ended 31 March 2017

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards, specifically Financial Reporting Standard FRS102. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention modified by the revaluation of the investment property.

Tangible Fixed Assets and Depreciation

Tangible fixed assets were held at historical cost, net of depreciation and provisions for impairment.

Depreciation was provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost or valuation of each asset, less any estimated residual value, evenly over its expected useful life. The expected useful lives of the principal categories are:

Fixtures and fittings 15 years

Investment Property

The freehold land and buildings investment property, Local Government House, has been valued by an independent, external valuer on an open market basis at the Balance Sheet date. In accordance with FRS102 the investment property will be revalued annually with the surplus or deficit transferred to the revaluation reserve.

Fair value is defined, in accordance with the RICS valuation standards, as: "the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties each had acted knowledgeably, prudently and without compulsion".

Income

Income represents the amounts receivable as rents and services provided (exclusive of Value Added Tax) and is generated entirely in the UK.

Derivative financial instruments

Interest rate swap agreements, caps and collars are used to manage long-term interest rate exposures. Amounts payable or receivable in respect of these derivatives are recognised as adjustments to the interest expense over the period of the contracts.

Company Status

The Company is limited by guarantee and has no share capital. In the event of a winding up of the company, each member's contribution towards the liabilities is limited to £1.

Going Concern

The financial statements have been prepared on a going concern basis. The Directors consider that the going concern basis is appropriate because the Local Government Association and the related entities from which the Company's income derives have agreed budgets and financial plans which will ensure under present arrangements that the Company recovers the full costs of its operations through recharges. During 2017/18 the company will not fully recover in year costs as a result of income reductions while tenants move to alternate accommodation while building refurbishments are completed. These costs will be recovered in subsequent years via income from group and external tenants.

Debtors

The policy of the Association and the companies it controls is to make partial provision for debts that are over one year old and full provision for debts that are over two years old, subject to exceptions including debt due from related entities, where the policy is not to make provision. Old debt is periodically reviewed

NOTES TO THE ACCOUNTS Year Ended 31 March 2017

for write-off. In the year to 31 March 2017, no debts were written off as irrecoverable.

2. INCOME

The Company's turnover comprises rent on its freehold building receivable from its controlling entity, the Local Government Association, the LGA's subsidiary company the Improvement & Development Agency (IDeA) and also from external tenants. In accordance with the original lease dated 21 January 2000, the rent charged to the Local Government Association is the greater of £50,000 and the amount required to cover the cost of insuring and servicing the mortgage loans on it.

3. DIRECTORS' EMOLUMENTS

No directors received emoluments during the current or preceding financial year in respect of their services to the Company.

4. STAFF INFORMATION

The Company did not have any employees during the current or preceding financial year.

5. OPERATING SURPLUS

	Year ended 31 March 2017 £000	Year ended 31 March 2016 £000
Operating (deficit)/surplus is after charging:		
Depreciation	63	127
Loss on Disposal of Tangible Fixed Assets Auditors' remuneration	584	-
- audit fee	4	4
6. INTEREST PAYABLE		
	2017	2016
	£000	£000
Barclays loan	100	187
Local Government Association loan	113	60
	223	247

7. TAXATION

The Company is exempt from tax on its income and gains by virtue of its status as a Local Authority Association under Section 519(3) of the Taxes Act 1988. It is exempt from capital gains tax under Section 271(3) of the Taxation of Chargeable Gains Act 1992.

NOTES TO THE ACCOUNTS Year Ended 31 March 2017

8. TANGIBLE FIXED ASSETS

Fix	ctures and Fittings		Fixtures and fittings £000
	Cost		
	At 1 April 2016		1,901
	Additions		-
	Disposals		(1,901)
	At 31 March 2017		
	Depreciation		
	At 1 April 2016		(1,254)
	Charge for year		(63)
	Disposals		1,317
	At 31 March 2017		
	Net book value		
	At 31 March 2017 At 31 March 2016		647
	ACST March 2010		
9.	INVESTMENT PROPERTIES		
		2017	2016
		£000	£000
	Brought forward valuation	35,850	30,700
	Unrealised (loss)/gain on revaluation	(14,904)	4,293 857
	Capitalised items Carried forward valuation	2,024 22,970	35,850

Local Government House is treated as an Investment Property under FRS102 being mainly leased to group companies, as well as third parties at a commercial rate on an arm's length basis.

The Company's interest in the property was externally valued at £23million as at 31 March 2017 by Farebrother Chartered Surveyors. The market value of the freehold interest in the property was arrived at primarily after consideration of market evidence for similar properties.

10. DEBTORS

£0000	000
Trade debtors 1	78
Due from related entities 6	165
Other Debtors 163	2
170	245

NOTES TO THE ACCOUNTS Year Ended 31 March 2017

11. CASH AND CASH EQUIVALENTS

	2017	2016
	£000	£000
Cash at bank and in hand	10	10
Short Term Investments	3,980	131
	3,990	141

12. SHORT TERM INVESTMENTS

Surplus cash balances held by the Company, the companies it controls and related parties are pooled and lent to financial institutions on the Company's approved counterparty list. Investments are typically for periods not exceeding twelve months and as such the loan amount is a reasonable assessment of fair value. The counterparty list is currently restricted to financial institutions that meet agreed credit ratings criteria and subject to the cash limits (per counterparty) as shown in the Company's Investment Strategy. The Company's Investment Strategy strictly applies credit limits for all financial institutions on the approved counterparty list to ensure that investments are diversified. No credit limits were exceeded during the year and the Company does not expect any losses on short term investments.

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017	2016
	£000	£000
Accounts payable and accruals	1,062	249
Other creditors	-	47
Income received in advance	-	8
Bank loans -see note 15	520	700
Loan from Local Government Association	120	1,600
Owed to Related Companies	116	622
	1,818	3,226

14. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2017 £000	2016 £000
Bank loans	3,640	4,160
Loan from ACC (Properties) Limited	2,000	2,000
Loan from AMA (Properties) Limited	6,200	6,200
Loan from Local Government Association	9,000	120
Barclays Swap Liability	943	1,131
	21,783	13,611

A £9million loan agreement was created in March 2017 at a rate of 3.24% with the Local Government Association repayable by December 2036.

The inclusion in the above table for Barclays Swap Liability is a requirement of FRS102 to include a value on the balance sheet for the additional Swap agreement liability as at the 31st of March that would be payable if the loan was repaid (See Note 15 below). The movement in the Swap liability between the years £188,000 is reflected in the Statement of Comprehensive Income for the year.

The loans from ACC (Properties) Ltd and AMA (Properties) Ltd are only repayable in the event of the sale of Local Government House. There is no intention to dispose of the property in the foreseeable future.

The loan from ACC (Properties) Ltd bears compound interest at 1.5% above the base rate with payment conditional upon the disposal of the property. The accumulated interest to date on the loan is £2,780 million.

NOTES TO THE ACCOUNTS Year Ended 31 March 2017

Under an agreement dated 22 January 1998 made between Association of Metropolitan Authorities (Properties) Ltd, Local Government Association (Properties) Ltd and the Association, the AMA property. Company contributed the net sale proceeds of its former property in Great Smith Street to the purchase of Local Government House by Local Government Association (Properties) Ltd. In recognition of this, authorities in membership of the Local Government Association that were formerly members of the Association of Metropolitan Authorities receive a discount on their membership subscriptions. The discount, originally at the rate of £6,000 per authority, currently stands at £7,965 and increases every five years in line with inflation.

Following a review of the external debt commitments of the Local Government Association and its related entities, a loan agreement was created in July 2010 for £820,000 then due by the Company to the Local Government Association. The loan is repayable in bi-annual instalments of £50,000 over a period of just under 8 years, with a final repayment of £70,000 on 31 March 2018. This loan bears interest at 5% p.a.

15. BANK LOAN AGREEMENT

The Barclays Bank plc loans of £4.16 million are secured against Local Government House. The liability relates to 13% of the current valuation of £22.970 million. The original loan of £13 million, taken out in 2000, is repayable over 25 years in bi-annual instalments of £260,000. Accordingly, instalments totalling £520,000 are included under the heading 'creditors falling due within one year', with the balance of £3.64 million included under the heading 'creditors falling due after more than one year'.

The interest rate strategy of the Company is to align its interest payments with its business structure. As the Company's income is not influenced by changes in short term interest rates, the Company made arrangements for around two-thirds of its original debt to be subject to hedging at a fixed rate and one-third to be hedged at a floating rate within a collar.

The hedging facilities for the two loan tranches originally of £10 million and £3 million were valued at 31 March 2017 as follows:

Notional Amount	Maturity Date	Trade Date	Mark to Market Value Notional (Gain)/Loss
£000			£000
1,067	21/01/2025	27/01/2000	222
2,133	21/01/2025	27/01/2000	508
3,200	-	Net Notional Loss	730
	=		
£000			£000
320	21/01/2025	13/07/2000	65
640	21/01/2025	13/07/2000	148
960	-	Net Notional Loss	213
	=		
4,160	.	Net Notional Loss	943
	£000 1,067 2,133 3,200 £000 320 640	### Amount £000	### Amount £000

16. CONTROLLING ENTITY

The controlling entity is the Local Government Association and the registered office is Local Government House, Smith Square, London, SW1P 3HZ.

NOTES TO THE ACCOUNTS Year Ended 31 March 2017

17. CAPITAL AND OTHER COMMITMENTS

	2017 £000	2016 £000
Contracts for future capital expenditure n provided in the financial statements	ot 116	-
	116	

18. RELATED PARTIES

The Company had the following transactions with related parties:

	Value of related party transactions in year 2017 exp / (inc) £000	Outstanding balance at 31 March 2017 dr / (cr) £000	Value of related party transactions in year 2016 exp / (inc) £000	Outstanding balance at 31 March 2016 dr / (cr) £000
Local Government Association	(262)	(112)	(416)	(441)
Local Government Association - Loans	(7,400)	(9,120)	-	(1,720)
Improvement and Development Agency	(240)	-	(794)	(15)
Local Partnerships	(57)	2	-	-
The Leadership Centre	(24)	1	-	-

The transactions between these companies are a result of rental and other day to day activity recharges.

19. POST BALANCE SHEET EVENTS

The directors are not aware of any material post balance sheet events.