
WIRRAL GROWTH COMPANY LLP

Limited Liability Partnership Registration No. OC423097

Members' Report and Financial Statements

FOR THE PERIOD ENDED 31 DECEMBER 2020



COMPANIES HOUSE

19 OCT 2021

EDINBURGH MAILBOX

CONTENTS OF THE FINANCIAL STATEMENTS

	Page
DESIGNATED MEMBERS AND PROFESSIONAL ADVISERS	1
MEMBERS' REPORT	2
MEMBERS' RESPONSIBILITIES STATEMENT	3
INDEPENDENT AUDITOR'S REPORT	4
PROFIT AND LOSS ACCOUNT	8
BALANCE SHEET	9
STATEMENT OF CHANGES IN MEMBERS' INTERESTS	10
NOTES TO THE FINANCIAL STATEMENTS	11

DESIGNATED MEMBERS AND PROFESSIONAL ADVISERS
For the period ended 31 December 2020

Designated Members

Muse Developments Limited
Wirral Borough Council

Head Office

Riverside House
Inwell Street
Salford
M3 5EN

Registered Office

C/O Head of Legal Wirral Borough Council
Town Hall
Brighton Street
Wallasey
Wirral
United Kingdom
CH44 8ED

MEMBERS' REPORT

The Members present their annual report and the audited financial statements for the period ended 31 December 2020. The financial statements have been prepared under United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102.

The Members' report has been prepared in accordance with the provisions applicable to Limited Liability Partnerships.

This report was prepared at a time of uncertainty due to the global COVID-19 pandemic. Following the outbreak, there has been some disruption to the normal operations of the business. The health and wellbeing of our people, our partners and the public remains the Limited Liability Partnership's overriding priority. Where safe to operate, activity across the business has continued with strict adherence to Government advice and that of the devolved administrations and public health authorities across the UK. Whilst this did not affect the financial performance for the 18 month period ended 31 December 2020 the extent of the overall disruption will inevitably have an impact on the business and its financial performance in the future.

Principal activities

Wirral Growth Company LLP is incorporated in the United Kingdom as a Limited Liability Partnership under the Limited Liability Partnerships Act 2000. The address of the registered office is on page 1.

The LLP was incorporated on 26 June 2018 and was set up to undertake regeneration of numerous sites in the Wirral region of North West England. The principal activity of the LLP in the 18 month period under review was to progress the development plans for the first sites to be developed by the LLP.

Results

The loss for the 18 month period to 31 December 2020, allocated to Members was £122k (2019: £nil).

Business review

Trade commenced in the 18-month period to 31 December 2020.

Going concern

These financial statements have been prepared on a going concern basis which presumes that the Limited liability Partnership has adequate resources to remain in operation and that the members intend it to do so for at least one year from the date the financial statements are signed.

Based on the above, the members have a reasonable expectation that the Limited liability Partnership and the Group of which it is part have adequate resources to continue in operational existence for a minimum of 12 months from the date of signing the accounts. In addition, letters of support have been received from the members confirming their continued support to the limited liability partnership. Thus, they continue to adopt the going concern basis in preparing the financial statements. Further details can be found in the principal accounting policies in the financial statements.

MEMBERS' REPORT (continued)

Impact of COVID-19 on operations

The health and wellbeing of our people, our partners and the public remains the Limited liability Partnership's overriding priority. Where safe to operate, activity across the business has continued with strict adherence to Government advice and that of the devolved administrations and public health authorities across the UK.

The impact of C-19 was felt across all stages of the development process. During the first national lockdown in March, construction activity on most of the active development schemes either ceased for a period or activity was significantly reduced. Delays were also experienced in progressing schemes, with decision-making by partners remaining cautious over future costs, viability and returns.

With the gradual lifting of the initial lockdown restrictions in the first half and then through the subsequent tier system and further national lockdown restrictions in the second half, there was no further material impact on the Group's operations.

Impact of leaving the European Union

The Members continues to monitor the potential impact on the Limited Liability Partnership of the UK leaving the European Union. Being UK focused, no changes have been required to the Limited liability Partnership's model, with any obvious effects already factored into forecasting. Specific risks include the potential for increased material costs as a result of exchange differences arising from materials imported from EU countries, potential delays to construction programmes in importing materials and potential skills deficiencies arising from difficulties in obtaining EU workers within the supply chain.

The Members have reviewed these potential impacts and consider that there are sufficient mitigations in place via contract terms or allowances that offset increased costs. The Members continue to closely monitor the potential impacts that leaving the EU may have on the business.

Post balance sheet events

The Members confirm that there were no post balance sheet events up to the date of signing these financial statements.

Designated Members

The designated Members who served during the period and thereafter are shown on page 1.

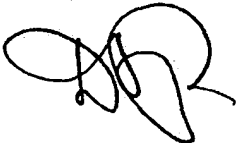
Transactions with Members per the Partnership agreement

Any net profits generated by the LLP shall form a reserve of the LLP and shall only be divided and converted into a debt due to the JV Partners if and when the JV Board has agreed to distribute those net profits amongst the JV partners.

Independent auditor and disclosure of information to the independent auditor

In accordance with Section 487 of the Companies Act 2006, Deloitte LLP has not been reappointed as the Limited Liability Partnership's auditors. Following a competitive tender process, Ernst & Young have confirmed their willingness to be appointed as the Limited Liability Partnership's auditors for the year ending 31 December 2021.

Approved by the Board of Members and signed on their behalf



David Hoyle
On behalf of Wirral Growth Company LLP
31 March 2021

MEMBERS' RESPONSIBILITIES STATEMENT

The Members are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

The Limited Liability Partnerships (Accounts & Audit) (Application of Companies Act 2006) Regulations 2008 require the Members to prepare financial statements for each financial period. Under that law the Members have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

The financial statements are required by law to give a true and fair view of the state of affairs of the partnership and of the profit or loss of the partnership for that period. In preparing these financial statements, the Members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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 partnership will continue in business.

The Members are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the partnership and enable them to ensure that the financial statements comply with the Companies Act 2006, as applicable to limited liability partnerships. They are also responsible for safeguarding the assets of the partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WIRRAL GROWTH COMPANY LLP

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Wirral Growth Limited liability partnership LLP (the 'Limited Liability Partnership'):

- give a true and fair view of the state of the limited liability partnership's affairs as at 31 December 2020 and of its loss for the 18-month period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in member's interests; and
- the related notes 1 to 10.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the limited liability partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the members' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the limited liability partnership's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the members with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WIRRAL GROWTH COMPANY LLP (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The members are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of members

As explained more fully in the members' responsibilities statement, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the members determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the members are responsible for assessing the limited liability partnership's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the members either intend to liquidate the limited liability partnership or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WIRRAL GROWTH COMPANY LLP (continued)

We considered the nature of the limited liability partnership's industry and its control environment, and reviewed the limited liability partnership's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the limited liability partnership operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act, as applied to limited liability partnerships; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the limited liability partnership's ability to operate or to avoid a material penalty

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Matters on which we are required to report by exception

Under the Companies Act 2006, as applied to limited liability partnerships, we are required to report in respect of the following matters 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
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WIRRAL GROWTH COMPANY LLP (continued)

Use of our report

This report is made solely to the limited liability partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied to limited liability partnerships. Our audit work has been undertaken so that we might state to the limited liability partnership'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 limited liability partnership and the limited liability partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.



Paul Hazelton, CA (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

Glasgow

United Kingdom

31 March 2021

PROFIT AND LOSS ACCOUNT

For the 18 month period ended 31 December 2020

		18 month period to 31 December 2020	369 day period to 30 June 2019
	Note	£'000	£'000
Revenue	1	-	-
Cost of sales		-	-
Gross result		-	-
Administrative expenses		(65)	-
Operating loss	3	(65)	-
Loss for the financial period before members' remuneration and profit shares		(65)	-
Members remuneration charged as an expense	4	(57)	-
Loss for the financial year available for discretionary division among members		(122)	-

The loss for the current period relates to continuing activities. The company did not trade during the 369 day period to 30 June 2019.

The LLP did not make any other recognised gain or loss. Accordingly, no Statement of Comprehensive Income has been presented.

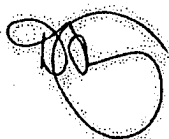
BALANCE SHEET
As at 31 December 2020

		31 December 2020 £'000	30 June 2019 £'000
	Note		
Current Assets			
Stocks	6	3,182	-
Debtors	7	100	-
Cash at bank and in hand		84	-
		<u>3,366</u>	<u>-</u>
Creditors: amounts falling due within one year	8	(621)	-
Net assets attributable to Members		<u>2,745</u>	<u>-</u>
Represented by:			
Members' capital classified as a liability	9	2,810	-
Members' other debt classified as liability		57	-
		<u>2,867</u>	<u>-</u>
Members' other interests classified as equity		(122)	-
		<u>2,745</u>	<u>-</u>
Total Members' interests			
Loans and other debts due to Members		2,867	-
Members' other interests		(122)	-
Total Members' interests		<u>2,745</u>	<u>-</u>

The members acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

The financial statements of Wirral Growth Company LLP (Limited Liability Partnership Registration No. OC423097) were approved by the Members and authorised for issue on 31 March 2021.

Signed on behalf of the Board



David Hoyle
On behalf of Wirral Growth Company LLP

**STATEMENT OF CHANGES IN MEMBERS' INTERESTS
FOR THE PERIOD ENDED 31 DECEMBER 2020**

	Members' capital classified as liability £'000	Members' other amounts classified as equity £'000	Members' other debts classified as liability £'000	Total Members' interests £'000
At incorporation	-	-	-	-
Members' capital contribution	-	-	-	-
At 30 June 2019	-	-	-	-
Current period loss		(122)	57	(65)
Members' capital contribution	2,810	-	-	2,810
At 31 December 2020	2,810	(122)	57	2,745

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2020

1. Principal Accounting Policies

General information

Wirral Growth Company LLP (the 'LLP') is incorporated in the United Kingdom as a Limited Liability Partnership under the Limited Liability Partnerships Act 2000. The nature of the LLP's operations and its principal activities are set out on page 2. The address of the registered office is given on page 1.

The principal accounting policies adopted in the preparation of the financial statements are set out below. They have been applied consistently throughout the current and previous period.

Basis of accounting

The LLP meets the definition of a qualifying entity under FRS 102 (Financial Reporting Standard 102) issued by the Financial Reporting Council. As permitted by FRS 102, the LLP has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash flow statement, financial instruments and standards not yet effective. The financial statements have been prepared under the historical cost convention. These financial statements have been prepared in accordance with the Statement of Recommended Practice Accounting by Limited Partnerships (2018).

Going concern

These financial statements have been prepared on a going concern basis which presumes that the Limited liability Partnership has adequate resources to remain in operation and that the members intend it to do so for at least one year from the date the financial statements are signed.

Based on the above, the members have a reasonable expectation that the Limited liability Partnership and the Group of which it is part have adequate resources to continue in operational existence for a minimum of 12 months from the date of signing the accounts. In addition, letters of support have been received from the members confirming their continued support to the limited liability partnership. Thus, they continue to adopt the going concern basis in preparing the financial statements. Further details can be found in the principal accounting policies in the financial statements.

Members interests

In accordance with the LLP agreement, all distributable profits are allocated to the corporate member. No individual members are allocated distributable profits. The distributable profits are divided to the corporate members following the approval of the statutory accounts by the management committee. In each financial period, interim distributions may be made to the corporate member. This is determined by the management committee who considers the LLP's cashflow, estimate future capital requirement and any other matters relevant to the overall prudent management of the LLP.

Drawings and allocation of profits

Profits are allocated to Members in line with the Partnership agreement. The equity Members set the level of Members' drawings after consideration of the LLP's working capital requirements. Drawings on account of current period profits are disclosed within debtors as amounts due from Members and, at the year end, unallocated profits are included within Members' other interests.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the LLP's accounting policies the Members are required to make judgements, estimates and assumptions about the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2020 (continued)

Critical accounting judgements and key sources of estimation uncertainty (continued)

Assumptions and estimates are reviewed on an ongoing basis and any revisions to them are recognised in the period in which they are revised.

The Members do not consider there to be any critical accounting judgements or estimation uncertainty.

2. Staff costs

No staff costs were incurred in the 18 month period to 31 December 2020 (369 day period ended 30 June 2019: None). Staff working for the LLP are employed and remunerated by their respective joint venture partners. These costs are not recharged as no practical allocation can be made.

3. Operating loss

Operating loss is stated after charging:

Auditor's remuneration for the audit of the LLP's financial statements

18 month period to 31 December 2020 £'000	369 day period to 30 June 2019 £'000
5	-
5	-

There were no non-audit fees during the period (2019: £nil).

4. Interest payable

Interest Payable

18 month period to 31 December 2020 £'000	369 day period to 30 June 2019 £'000
57	-
57	-

Interest payable represents accrued interest on the Member's Loans.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2020 (continued)

5. Members' share of losses

	18 month period to 31 December 2020 £'000	369 day period to 30 June 2019 £'000
Losses are shared by the Members in accordance with agreed profit sharing arrangements.		
Average number of Members	2	2
	2	2

6. Stocks

	31 December 2020 £'000	30 June 2019 £'000
Development work in progress	3,182	-
	3,182	-

7. Debtors

	31 December 2020 £'000	30 June 2019 £'000
Taxation and social security	100	-
	100	-

8. Creditors (amounts falling due within one year)

	31 December 2020 £'000	30 June 2019 £'000
Trade creditors	616	-
Accrued expenses	5	-
	621	-

9. Related party disclosures

During the period, Muse Developments Limited made a capital contribution of £1,405,000 to Wirral Growth Company LLP. The balance is included within Member' capital contribution on the balance sheet.

During the period, Wirral Borough Council made a capital contribution of £1,405,000 to Wirral Growth Company LLP. The balance is included within Member' capital contribution on the balance sheet.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2020 (continued)**

10. Ultimate controlling party

Wirral Growth Company LLP is jointly owned and controlled by its Members, Muse Developments Limited and Wirral Borough Council. There is therefore no ultimate or controlling party.

Copies of the Muse Developments Limited Group financial statements can be obtained from Muse Developments Limited, Riverside House, Irwell Street, Salford, M3 5EN.

The ultimate controlling party of Muse Developments Limited is Morgan Sindall Group plc, a company incorporated in the United Kingdom and registered in England and Wales. Copies of the Group financial statements can be obtained from Morgan Sindall Group plc, Kent House, 14 - 17 Market Place, London, W1W 8AJ.