

RIVERSIDE ESTUARY LIMITED

England & Wales · Charity number 1152095

Details

Other names	RIVERSIDE CARE AND SUPPORT LIMITED, RIVERSIDE HOUSING REPAIRS LIMITED
Status	Registered
Legal form	Charitable company
Company number	04025897
Registered	2013-05-20
Register	View on the Charity Commission register

Contact

Address	The Riverside Group Ltd 2 Estuary Boulevard Speke Liverpool L24 8RF
Phone	01512956034
Email	sara.shanab@riverside.org.uk
Website	www.riverside.org.uk

Activities

Objects: THE CHARITY'S OBJECTS ARE:1) TO PROVIDE HOUSING, ACCOMMODATION AND ASSISTANCE TO HELP HOUSE PEOPLE AND ASSOCIATED FACILITIES AND AMENITIES FOR POOR PEOPLE OR FOR THE RELIEF OF AGED, DISABLED (WHETHER PHYSICALLY OR MENTALLY) OR CHRONICALLY SICK PEOPLE;2) ANY OTHER CHARITABLE OBJECT THAT CAN BE CARRIED OUT BY A COMPANY REGISTERED AS A PROVIDER OF SOCIAL HOUSING WITH THE REGULATOR.

Activities: The Charity's objects are (a) to provide housing, accommodation and assistance to help house people and associated facilities and amenities for poor people or for the relief of aged, disabled (whether physically or mentally) or chronically sick people; (b) any other object that can be carried out by a company registered as a provider of social housing with the Regulator.

Classification

- **How:** Provides Buildings/facilities/open Space, Provides Services
- **What:** Disability, Accommodation/housing
- **Who:** Elderly/old People, People With Disabilities

Geography

- **Area of benefit:** KINGSTON UPON HULL CITY
- Kingston Upon Hull City

Finances

Period end	Income	Expenditure	Assets	Employees
2025-03-31	£5,586,000	£5,584,000	£3,396,000	0
2024-03-31	£5,426,000	£5,258,000	£3,394,000	0
2023-03-31	£4,940,000	£4,961,000	£3,226,000	0
2022-03-31	£4,932,000	£4,611,000	£3,247,000	0
2021-03-31	£5,250,000	£4,939,000	£2,926,000	0

Trustees

Name	Role	Appointed
Pauline Ford	Chair	2024-01-01
John Albert Glenton		2021-12-07
Rachael Byrne		2026-01-01
Rod Barnes		2026-01-01

RIVERSIDE ESTUARY LIMITED

England & Wales - Charity number 1152095

Accounts

Financial Statements

for the year ended 31 March 2025

Riverside Estuary Limited

Charity Number: 1152095

Company Number: 04025897

Riverside Estuary Limited
for the year ended 31 March 2025

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Riverside Estuary Limited
for the year ended 31 March 2025

Charity Information

Trustees

Sara Beamand
Ingrid Fife (resigned 30 April 2024)
Pauline Ford
John Glenton
Michele Scattergood (appointed 1 May 2024)

Company Secretary

Sara Shanab

Registered Office

2 Estuary Boulevard
Estuary Commerce Park
Liverpool
L24 8RF

Charity Number

1152095

Company Number

04025897

Registered Auditors

BDO LLP
Eden Building
Irwell Street
Salford
Manchester
M3 5EN

Principal Bankers

Sumitomo Mitsui Banking Corporation Europe Limited
99 Queen Victoria Street
London
EC4V 4EH

Principal Solicitors

Brabners Chaffe Street
Horton House
Exchange Flags
Liverpool
L2 3YL

Riverside Estuary Limited for the year ended 31 March 2025

Report of the Directors and Trustees, including Strategic Report

Riverside Estuary Limited is a company limited by guarantee; it does not have share capital and is a registered charity. The directors, who are Riverside Estuary Limited Trustees and constitute the members of the charity, present the Directors and Trustees Report, which includes the Strategic Report for the year ended 31 March 2025.

The principal activity of the charity is to provide positive social and community activities that support residents and communities to live well and inspire them to have a better future.

Reference and administrative details

The registered numbers and registered office, and the Directors and Trustees who held office during the year, up to the date of this report, are detailed on page 3.

Structure, governance and management

The ultimate parent undertaking and controlling party is deemed to be The Riverside Group Limited (TRGL), a company incorporated in England and Wales and registered under the Cooperative and Community Benefit Societies Act 2014 and a registered provider, registered at 2 Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF.

The trustees consider that TRGL and its subsidiaries are related by virtue of significant influence.

The Board of Trustees is, for company law purposes, also the Board of Directors and has ultimate responsibility for the charity's activities. It exercises its power through the Chief Executive Officer (CEO).

Riverside Estuary Limited is governed by its Board of Trustees which is responsible for the overall governance, strategic direction, financial health, and probity of the organisation whilst ensuring that its aims and objectives are applied and developed in accordance with its governing documents, regulatory guidance, and the law.

Trustees

The Articles of Association provide that Riverside Estuary Limited shall appoint no fewer than four no more than six trustees.

The charity has four trustees who have a wide range of experience at board level in the public and charitable sectors.

All trustees are senior managers of The Riverside Group Limited.

Trustee recruitment

The trustees were appointed in accordance with the Memorandum and Articles of Association on the basis of the skills and experience they bring to the custodianship and management of the business and its activities.

Trustee appointments are made in consultation with The Riverside Group Limited (TRGL) as the charity's major donor. Trustee vacancies, when they arise, are promoted in an appropriate manner to seek a complimentary balance of skills and experience in relation to the current board.

Riverside Estuary Limited recognises that an effective board of trustees is essential if the charity is to be effective in achieving its objectives. Individual trustees should have sufficient knowledge, both of trusteeship in general and of the charity's activities, to enable them to carry out their role and to represent the charity at meetings and other events.

Care has been taken to ensure the board has appropriate skills and experience. Riverside Estuary Limited has adopted the board skills audit and whole board appraisal process used by TRGL, which itself has the highest governance rating from its own regulator and adopts NHF Code of Governance 2020.

Riverside Estuary Limited
for the year ended 31 March 2025

Report of the Directors and Trustees, including Strategic Report (continued)

Trustee induction and training

Each new trustee was provided with a full induction and an information folder by the chair and company secretary, with relevant training made available.

Trustees are offered relevant training as part of their development. They are encouraged to access training opportunities as appropriate and, as a minimum, to read the Charity Commission's guidance, 'The Essential Trustee.'

Trustee remuneration

The trustees of the charity are all employed by The Riverside Group Limited.

The Trustees of Riverside Estuary Limited receive no remuneration for their work. Any expenses claimed by trustees are donated by TRGL.

Charity governance code

The Charity Governance Code is designed as a tool to support continuous improvement. The board, having reviewed the code's key principles, considers its governance structure and arrangements to be appropriate for the nature of its operations, and as such has decided not to formally adopt the code. The board does however regularly visit the code's key principles to ensure that the highest standards of governance are maintained.

Decision making

The trustees have delegated the day-to-day management of the charity to staff of TRGL.

In terms of the day-to-day administration of Riverside Estuary Limited, the charity benefits from the support of a governance officer to service trustee meetings and a finance officer as required. The charity considers the constraints of the project agreements when making decisions. Any changes made to contractual terms and conditions require funders' consent.

Pay and remuneration of key management personnel and senior staff

Riverside Estuary Limited has no staff costs during the year (2024: Nil).

Relationships with related parties

The trustees consider The Riverside Group Limited (TRGL) and all its subsidiaries, including all directors and trustees, to be related parties of the charity.

All Trustees of the charity have completed and signed related party declarations which are monitored and reviewed on a regular basis.

The Chair of Trustees and 'external' trustees receive no remuneration for their roles. 'Internal' trustees who are employees of the related parties noted above receive remuneration for their employed roles, however there is no additional remuneration or benefits associated with their role of trustee for the charity.

Riverside Estuary Limited
for the year ended 31 March 2025

Report of the Directors and Trustees, including Strategic Report (continued)

Objectives and activities

Our strategic focus and objectives

The principal activity of the company is the management of 316 Extra Care apartments in Hull, delivered via a 25-year PFI contract.

The charitable objective as per the Articles, both short and long term, is to provide housing, accommodation, and assistance to help house people with associated needs in appropriate facilities and to provide amenities for poor people or for the relief of aged, disabled (whether physically or mentally) or chronically sick people.

Riverside Estuary Limited exists to provide practical support to help people overcome obstacles for a better quality of life.

It is closely aligned to The Riverside Group Limited, supporting its 2024-26 plan to put people at its heart, living in homes for the future and places to thrive in.

Public benefit

Riverside Estuary Limited is responsible for the construction and management of 316 Extra Care apartments in Hull delivered via a 25-year Private Finance Initiative (PFI) contract.

Riverside Estuary Limited provides public benefit by delivering a range of quality community support services to clients in Hull. All of the services are free at the point of delivery to clients.

The trustees have considered the Charity Commission's guidance on public benefit and borne it in mind when shaping and planning our activities.

The trustees have conducted a comprehensive review of the stated objectives of the charity and are satisfied that all of these are capable of being delivered for the public benefit.

They have further reviewed all the activities of the charity tested against the charitable objectives of the charity, firstly to ensure that they fall within its charitable objectives and secondly to test each activity is being delivered in a manner which can be construed as being for the public benefit.

Achievements and performance

Riverside Estuary Limited has performed in line with its charitable objectives.

Financial review

The results for the period are detailed in the statement of financial activities on page 13.

For the year ended 31 March 2025, the charity made a surplus of £2k (2024 surplus of: £168k).

The charity generated income of £5.586m during the year (2024: £5.426m). Income resources from generated funds increased from £2.805m to £3.149m. There was a £16,000 donation in kind from The Riverside Group Limited and investment income reduced from £2.607m to £2.421m.

The value of reserves at 31 March 2025 stands at £3.396m, all of which is restricted income funds (2024: £3.394m) The charity holds reserves for its ordinary activities to ensure commitments can be met notwithstanding any unbudgeted essential expenditure and other variable factors.

The trustees consider the level of activity to be satisfactory and are confident about prospects for the future.

Riverside Estuary Limited
for the year ended 31 March 2025

Report of the Directors and Trustees, including Strategic Report (continued)

Going concern

The accounts have been prepared on a going concern basis. In assessing the charity's ability to continue as a going concern the directors have considered the principal risks faced by the charity and its long-term viability. After due consideration, the trustees are confident that the charity has adequate resources to continue in operational existence for the foreseeable future. The business plan of the Riverside Group is stress tested to assess the ability of the Group and its subsidiaries, including Riverside Estuary Limited, to withstand financial challenges arising from macro-economic factors.

Riverside Estuary Limited's financial position is strong, and it has a number of mitigating actions available if required to protect operational and financial resources. As such the trustees continue to adopt the going concern basis.

In assessing the charity's ability to continue as a going concern the trustees have considered the principal risks faced by the charity and its long-term viability. After due consideration, the trustees are confident that the charity has adequate resources to continue in operational existence for the foreseeable future and have been prepared on a going concern basis which assumes the ability to continue operating for the foreseeable future, being a period of at least twelve months after the date on which the report and financial statements are signed.

Reserves Policy

Reserves are held for running costs to cover the life of the contract. Monitoring and review of the reserves policy by the trustees is to take place on an annual basis following recommendation by senior officers of The Riverside Group Limited.

Charities are required to have a policy for holding reserves and to set a financial level for them. The reserves cover the money that may be needed in case of a shutdown, money required to address future uncertainties; and building reserves sufficient for new projects. The reserve policy states that Riverside Estuary Limited will always keep a reserve of £30k to cover shut down costs. Reserves will be regularly reviewed and monitored to ensure the effectiveness of the policy in the light of the changing funding and financial climates and other risks.

Reserves

The value of reserves at 31 March 2025 stand at £3.396m.

Principal risks and uncertainties

Although the management of the business and the execution of the charity's strategy are subject to a number of risks, the majority of the risks in the PFI contract have been passed down to subcontractors and service providers.

The remaining business risks and uncertainties affecting the charity are considered to relate to:

- quality of build and its impact on future lifecycle maintenance; and
- failure of facilities or housing management sub-contractors to meet performance standards.

The above risks are mitigated by the following:

- The build was completed by Wates and the company has a lifetime latent defects clause in the contract that means if there are any faults with the buildings due to faults from the build stage then Wates will pick up the costs.
- The SPV is protected from all deductions with the HM and FM payments being reduced by penalty amounts on a monthly basis. TRG are also protected through their contract with Pinnacle who pick up the risk of FM deductions.

The trustees recognise these risks and manage them using a number of risk mitigation strategies.

The risks are outlined above, and no other risks are foreseen.

Riverside Estuary Limited
for the year ended 31 March 2025

Report of the Directors and Trustees, including Strategic Report (continued)

Plan for future periods

The contract runs until September 2042 with Riverside Estuary Limited continuing with the activities and objectives listed above supported by the project revenues.

Statement of directors' and trustees' responsibilities in respect of the directors' and trustees' report and the financial statements

The trustees who are also the directors of the charity for the purposes of company law are responsible for preparing the Trustees' Report including the Strategic Report and the financial statements in accordance with applicable law and regulations.

Charity and Company law requires the trustees to prepare financial statements for each financial year in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company and charity law the trustees 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 charity and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period.

In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently.
- observe the methods and principles in the applicable Charities SORP.
- 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.
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charity's transactions and disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Companies Act 2006, the Charities Act 2011, and the Charities (Accounts and Reports) Regulations 2008. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditor

All of the current trustees have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information. The trustees are not aware of any relevant audit information of which the auditors are unaware.

Approval

This report, including the strategic report, was approved on 13 August 2025 and signed on its behalf by:

Signed by:

C36C8B4577324A6...
Pauline Ford
Trustee

13.08.2025

Riverside Estuary Limited
for the year ended 31 March 2025

Independent Auditor's Report to the members of Riverside Estuary Limited

Opinion on the financial statements

In our opinion, the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2025 and of incoming resources and application of resources for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Riverside Estuary Limited for the year ended 31 March 2025 which comprise the Statement of Financial Activities and the Statement of Financial position, the Statement of Cashflows, and notes to the financial statements, including a summary of significant accounting policies. 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain independent of the charitable company in accordance with the ethical requirements relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions related to going concern

In auditing the financial statements, we have concluded that the trustees' 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 charitable company'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 trustees with respect to going concern are described in the relevant sections of this report.

Other information

The trustees are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a 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.

Riverside Estuary Limited
for the year ended 31 March 2025

Independent Auditor's Report (continued) to the members of Riverside Estuary Limited

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Trustees' Report, which includes the Strategic Report prepared for the purposes of Company Law, for the financial year for which the financial statements are prepared, is consistent with the financial statements; and
- the Strategic Report, which is included in the Trustees' Report, has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Trustees' Report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of trustees

As explained more fully in the trustees' responsibilities statement, the trustees (who are also the directors of the charitable company for the purposes of company law) 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 trustees 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 trustees are responsible for assessing the charitable company'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 trustees either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under the Companies Act 2006 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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 it 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.

Extent to which the audit was 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:

Riverside Estuary Limited
for the year ended 31 March 2025

Independent Auditor's Report (continued) to the members of Riverside Estuary Limited

Non-compliance with laws and regulations

Based on our understanding of the charitable company and the sector in which it operates discussion with management and those charged with governance and obtaining and understanding of the charitable company's policies and procedures regarding compliance with laws and regulations. We considered the significant laws and regulations to be the applicable framework (Charities SORP 2019, FRS 102 and Charities Act 2011) and we considered the extent to which non-compliance might have a direct impact and material effect on the financial statements.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations.
- Review of financial statement disclosures and agreeing to supporting documentation.
- Discussions with management, including consideration of known or suspected instances of noncompliance with laws and regulations.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud.
- Obtaining an understanding of the Charitable Company's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud.
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements.
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the area's most susceptible to fraud to be income recognition in relation to the PFI agreement, management bias in accounting estimates and inappropriate journal entries to manipulate financial results.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criterion, by agreeing to supporting documentation;
- Checking the inputs to the calculations for the income recognised in the period were in line with the PFI agreement and
- Challenging assumptions and judgements made by management involving the key source of estimation, determination of lifecycle costs.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's ("FRC's") website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Riverside Estuary Limited
for the year ended 31 March 2025

Independent Auditor's Report (continued) **to the members of Riverside Estuary Limited**

Use of our report

This report is made solely to the charitable 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 charitable 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

911B7AE40D374FC...

Sarah Anderson (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
Leeds, UK
13 August 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Riverside Estuary Limited
for the year ended 31 March 2025

Statement of Financial Activities
(Incorporating the Income and Expenditure account)
For the year ended 31 March 2025

		Unrestricted funds 2025 £'000	Restricted funds 2025 £'000	Total funds 2025 £'000	Restricted and Total Funds 2024 £'000
	Note				
Income from:					
Donations and legacies	2	-	16	16	14
Charitable activities	3	-	3,149	3,149	2,805
Investments	4	-	2,421	2,421	2,607
Total incoming resources		<u>-</u>	<u>5,586</u>	<u>5,586</u>	<u>5,426</u>
Expenditure on:					
Charitable activities	5	-	(5,568)	(5,568)	(5,244)
Governance costs	5&6	-	(16)	(16)	(14)
Total expenditure resources		<u>-</u>	<u>(5,584)</u>	<u>(5,584)</u>	<u>(5,258)</u>
Net gains/losses) on investments		-	-	-	-
Net income/expenditure)		<u>-</u>	<u>2</u>	<u>2</u>	<u>168</u>
Other recognised gains/(losses)		-	-	-	-
Transfer between funds		-	-	-	-
Net movement in funds		<u>-</u>	<u>2</u>	<u>2</u>	<u>168</u>
Reconciliation of funds:					
Total funds brought forward		-	3,394	3,394	3,226
Total funds carried forward		<u>-</u>	<u>3,396</u>	<u>3,396</u>	<u>3,394</u>

The statement of financial activities includes all gains and losses recognised in the year.

All income and expenditure derive from continuing activities.

The notes on pages 16 to 24 form part of these financial statements.

Riverside Estuary Limited
for the year ended 31 March 2025

Statement of Financial Position

As at 31 March 2025

		2025 £'000	2024 £'000
	Note		
Current assets			
Investments	9	2,808	2,099
Debtors	10	54,799	57,685
		57,607	59,784
Creditors: amounts falling due within one year	11	(2,868)	(2,637)
Net current assets		54,739	57,147
Total assets less current liabilities		54,739	57,147
Creditors: amounts falling due after more than 1 year	12	(51,343)	(53,753)
Net assets		3,396	3,394
Funds			
Restricted	13	3,396	3,394
Total funds		3,396	3,394

The notes on pages 16 to 24 form part of these financial statements.

The financial statements were approved by the Trustees and authorised for issue on 13 August 2025 and were signed on their behalf by:

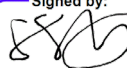
Signed by:

C36C8B4577324A6...

Pauline Ford
Trustee

13.08.2025

Registered charity number: 1152095
Company registration number: 04025897

Signed by:

011DFBAC5E9430...

Sara Shanab
Company Secretary

13.08.2025

Riverside Estuary Limited
for the year ended 31 March 2025

Statement of Cashflows
for the year ended 31 March 2025

	2025 £'000	2024 £'000
Net income/expenditure) (as per the statement of financial activities)	2	168
Adjustments for:		
Decrease/(increase) in debtors	2,886	2,006
Increase/decrease) in creditors	231	(1,061)
Net cash used in/generated by operating activities	3,119	(1,113)
Cash flows from financing activities:		
Repayment of loan	(2,410)	(1,337)
Net cash provided by financing activities	(2,410)	(1,337)
Change in cash and cash equivalents in the reporting period	709	(224)
Cash and cash equivalents at the beginning of the reporting period	2,099	2,323
Cash and cash equivalents at the end of the reporting period	<u>2,808</u>	<u>2,099</u>

Riverside Estuary Limited
for the year ended 31 March 2025

Notes to the Financial Statements

1 Principal accounting policies

The principal accounting policies, all of which have applied consistently throughout the year, are set out below.

Legal status

Riverside Estuary Limited was incorporated in England & Wales as a company limited by guarantee and has no share capital. The company is a wholly owned subsidiary of The Riverside Group Limited (TRGL).

Basis of preparation

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investments at market value.

Riverside Estuary Limited meets the definition of a public benefit entity under FRS 102.

The financial statements comply with the charity's Articles of Association as accounts have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice (SORP), Financial Reporting Standard applicable in UK and Republic of Ireland (FRS 102).

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the accounting policies.

The presentation currency of these financial statements is sterling, which is the functional currency of the charity. All amounts in these financial statements are rounded to the nearest £'000.

The following principal accounting policies have been applied:

Going concern

The accounts have been prepared on a going concern basis. In assessing the charity's ability to continue as a going concern the directors have considered the principal risks faced by the charity and its long-term viability. After due consideration, the trustees are confident that the charity has adequate resources to continue in operational existence for the foreseeable future. The business plan of the Riverside Group is stress tested to assess the ability of the Group and its subsidiaries, including Riverside Estuary Limited, to withstand financial challenges arising from macro-economic factors.

Riverside Estuary Limited's financial position is strong, and it has a number of mitigating actions available if required to protect operational and financial resources. As such the trustees continue to adopt the going concern basis.

In assessing the charity's ability to continue as a going concern the trustees have considered the principal risks faced by the charity and its long-term viability. After due consideration, the trustees are confident that the charity has adequate resources to continue in operational existence for the foreseeable future, and have been prepared on a going concern basis which assumes the ability to continue operating for the foreseeable future, being a period of at least twelve months after the date on which the report and financial statements are signed.

Riverside Estuary Limited
for the year ended 31 March 2025

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the reporting date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Other key sources of estimation uncertainty:

Accounting for the PFI contract including the income recognition, lifecycle costs, lifecycle provision and the finance debtor requires an estimation lifecycle and operating costs, finance debtor interest rates and associated amortisation profile which is based on forecasted results. Lifecycle costs are a significant proportion of future expenditure. The forecast of lifecycle costs is subject to significant estimation uncertainty and changes in the amount and timing of expenditure could have material impacts. As a result, there is a significant level of judgement applied in estimating future lifecycle costs. To reduce the risk of misstatement, future estimates of lifecycle expenditure are prepared by the contract manager and annual reviews of the model are undertaken. In addition, actual expenditure is compared to the lifecycle forecast.

Income resources

All income resources are recognised once the charity has entitlement to the resources, any performance conditions attached to the item(s) of income have been met, it is certain that the resources will be received, and the monetary value of incoming resources can be measured with sufficient reliability.

A margin is applied to costs charged to the profit and loss account to calculate the turnover credited to profit and loss account. This margin is calculated as total income receivable less all service costs and operating costs payable over the concession period.

Where services are provided to the charity as a donation that would normally be purchased from our suppliers, this contribution is included in the financial statements at an estimate based on the value of contribution to the charity had the charity purchased them.

Expenditure

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required, and the amount of the obligation can be measured reliably.

All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to that category.

Irrecoverable VAT is charged as a cost against the activity for which the expenditure was incurred.

Loan issue cost and interest payable

The cost of raising loans is amortised over the period of the loan. The deferred cost is added to the liability and included within creditors: amounts falling due after more than one year, in accordance with FRS 102 paragraph 11.13.

Loan interest payable is charged to the statement of comprehensive income account at the relevant rates based on the carrying amount of the debt.

Taxation

The charity is a registered charity and as such, is entitled to certain tax exemptions on income and profits from investments, and surpluses on any charitable activities carried on in furtherance of the charity's primary objectives, if these profits and surpluses are applied solely for charitable purposes.

Riverside Estuary Limited
for the year ended 31 March 2025

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

Current asset investments - charged bank accounts

Charged bank accounts are accounted for as current asset investments and categorized as current asset cash and cash equivalents. Charged bank accounts are readily disposable current asset investments which can only be withdrawn by meeting certain withdrawal criteria. This is because the lenders have some level of control over cash payments from the company.

Debtors - financial assets

Costs incurred in construction have been accounted for under FRS 102 'Reporting the Substance of Transactions' and classified as charitable activities. Costs comprise direct payments to the contractor, attributable initial project costs and interest costs incurred over the construction period on borrowings to fund construction.

The financial assets are repaid over the concession period, and revenue is apportioned between a deemed interest charge and turnover. This deemed interest charge is based upon the value of the outstanding financial debt and is included within interest receivable.

Cash at bank and in hand

Cash at bank and in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account. The company has no cash in bank or in hand and so has not included a statement of cashflows.

Creditors and provisions

Creditors and provisions are recognised where the charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to be settle the obligation can be measured or estimated reliability. Creditors are recognised at their settlement amount after allowing for any trade discounts due.

Unrestricted funds

Riverside Estuary Limited has no unrestricted funds.

Restricted funds

Restricted funds are those donated for use in a particular area for specific purposes, the use of which is restricted to that area or purpose and the restriction means that the funds can only be used for specific projects or activities.

Financial instruments

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than its legal form.

The charity's cash at bank and in hand and trade and other debtors and its trade and other creditors are measured initially at the transaction price, including transaction costs.

Riverside Estuary Limited
for the year ended 31 March 2025

Notes to the Financial Statements (continued)

2 Donations and legacies

	2025 £'000	2024 £'000
Restricted		
Donated services *	16	14
	<u>16</u>	<u>14</u>

* The Riverside Group Limited donate services to the charity. See Note 6 for details.

3 Charitable activities

	Unrestricted funds £'000	Restricted funds £'000	Total funds 2025 £'000	Unrestricted funds £,000	Restricted funds £'000	Total funds 2024 £'000
PFI - Management fee	-	3,149	3,149	-	2,805	2,805
Total	<u>-</u>	<u>3,149</u>	<u>3,149</u>	<u>-</u>	<u>2,805</u>	<u>2,805</u>

4 Investment income

	Unrestricted funds £'000	Restricted funds £'000	Total funds 2025 £'000	Unrestricted funds £'000	Restricted funds £'000	Total funds 2024 £'000
Financial Asset interest	-	2,421	2,421	-	2,607	2,607
Total	<u>-</u>	<u>2,421</u>	<u>2,421</u>	<u>-</u>	<u>2,607</u>	<u>2,607</u>

Riverside Estuary Limited
for the year ended 31 March 2025

Notes to the Financial Statements (continued)

5 Expenditure

For the year ended 31 March 2025	Project costs £'000	Support costs £'000	Finance costs £'000	Total 2025 £'000
Charitable activities				
316 Hull apartments	3,068	-	2,500	5,568
Governance and support	-	16	-	16
Total	3,068	16	2,500	5,584

For the year ended 31 March 2024	Project costs £'000	Support costs £'000	Finance costs £'000	Total 2024 £'000
Charitable activities				
316 Hull apartments	2,725	-	2,519	5,244
Governance and support	-	14	-	14
Total	2,725	14	2,519	5,258

6 Governance and support costs

	2025 £'000	2024 £'000
Governance – audit remuneration	16	14
	16	14

Auditor's remuneration comprises the audit fee. The audit fee of £16,000 was paid by the parent company, The Riverside Group Limited.

Riverside Estuary Limited
for the year ended 31 March 2025

Notes to the Financial Statements (continued)

7 Employee costs

Excluding trustees, the charity had no employees in either the current or the prior period. The emoluments of the employees are paid by a fellow group undertaking, which makes no recharge to the charity. It is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries.

8 Trustees expenses and remuneration

The Board of Trustees is, for company law purposes, is also the Board of Directors

There were no payments made to trustees for emoluments or expenses throughout the year ended 31 March 2025 (2024: £nil).

No trustee or other person related to Riverside Estuary Limited had any personal interest in any contract or transaction entered into Riverside Estuary Limited during the year (2024: £nil).

The Trustees of Riverside Estuary Limited are all employed and paid by The Riverside Group Limited. They do not receive any additional remuneration or other benefits in return for serving as Trustees of Riverside Estuary Limited and accordingly no disclosure is required in these financial statements.

9 Investments

	2025 £'000	2024 £'000
Charged bank accounts	2,808	2,099
	<u>2,808</u>	<u>2,099</u>

10 Debtors

	2025 £'000	2024 £'000
Financial assets – PFI	54,328	56,974
Accrued income	-	441
Amounts due from group undertakings	471	270
	<u>54,799</u>	<u>57,685</u>

Amounts due from group undertakings are unsecured, interest free and repayable on demand.

The financial assets relate to the PFI construction and amounts are measured at amortised cost and recoverable through service revenues over the remaining 20 years of the contract.

Riverside Estuary Limited
for the year ended 31 March 2025

Notes to the Financial Statements (continued)

11 Creditors: amounts falling due within one year

	2025 £'000	2024 £'000
Amounts due to group undertakings	44	29
Accruals	355	298
Bank loans	2,469	2,310
	2,868	2,637

Amounts due to group undertakings are unsecured and repayable in installments by 30/09/2042. Interest is charged at 12.60%.

The bank loans are secured by a floating charge over the assets of the group and are repayable in instalments by 31/03/2041. Interest is charged at 3.73%.

12 Creditors: amounts falling due after more than one year

	2025 £'000	2024 £'000
Amounts due to group undertakings	4,709	4,650
Bank loans	46,634	49,103
	51,343	53,753

The maturity of sources of debt finance are as follows:

Creditors due after more than one year fall due for repayment as follows:

Between two and five years	11,478	11,467
In five years or more	39,865	42,286
	51,343	53,753

Amounts due to group undertakings are unsecured and repayable in installments by 30/09/2042. Interest is charged at 12.60%.

The loan has covenants attached. In the current and the prior year, the charity was fully compliant with covenants.

The bank loans are secured by a floating charge over the assets of the group and are repayable in instalments by 31/03/2041. Interest is charged at 3.73%.

Riverside Estuary Limited
for the year ended 31 March 2025

Notes to the Financial Statements (continued)

13 Funds

Funds reconciliation

For the year ended 31 March 2025	31 March 2024 £'000	Income £'000	Expenditure £'000	31 March 2025 £'000
Restricted funds				
316 Hull apartments	3,394	5,586	(5,584)	3,396
Total funds	3,394	5,586	(5,584)	3,396

For the year ended 31 March 2024	31 March 2023 £'000	Income £'000	Expenditure £'000	31 March 2024 £'000
Restricted funds				
316 Hull apartments	3,226	5,426	(5,258)	3,394
Total funds	3,226	5,426	(5,258)	3,394

There is one fund which was used solely to fund the construction, and to fund the management of the 316 Extra Care apartments in Hull.

All assets held by the charity are restricted funds.

14 Ultimate parent undertaking and controlling party

The ultimate parent undertaking and controlling party is deemed to be The Riverside Group Limited (TRGL), a company incorporated in England and Wales and registered under the Cooperative and Community Benefit Societies Act 2014 and a registered provider, registered at 2 Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF.

The smallest and largest group to consolidate these financial statements is that headed by TRGL. Copies of the TRGL consolidated financial statements can be obtained from its registered office, 2 Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF, or from its website www.riverside.org.uk.

Riverside Estuary Limited
for the year ended 31 March 2025

Notes to the Financial Statements (continued)

15 Related party disclosures

The trustees consider that The Riverside Group Limited (TRGL) and its subsidiaries are related by virtue of significant influence.

Income from related parties during the year:

		2025 £'000	2024 £'000
Income	Related party		
Donated services	The Riverside Group Limited (TRGL)	16	14
Interest payable due on loan	The Riverside Group Limited (TRGL)	(509)	(411)
Total		(493)	(397)

Balances with related parties at the year-end:

		2025 £'000	2024 £'000
Due from The Riverside Group Limited (TRGL) trade account (Note 10)		471	270
Due to The Riverside Group Limited (TRGL) loan (Note 11 & 12)		(4,753)	(4,679)
Total		(5,293)	(4,409)

RIVERSIDE ESTUARY LIMITED

England & Wales - Charity number 1152095

Accounts

Financial Statements

for the year ended 31 March 2024

Riverside Estuary Limited

Charity Number: 1152095

Company Number: 04025897

Riverside Estuary Limited
for the year ended 31 March 2024

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Riverside Estuary Limited
for the year ended 31 March 2024

Charity Information

Trustees

Sara Beamand
Ian Campbell (resigned 31 December 2023)
Ingrid Fife (resigned 30 April 2024)
Pauline Ford (appointed 1 January 2024)
John Glenton
Michele Scattergood (appointed 1 May 2024)

Company Secretary

Sara Shanab

Registered Office

2 Estuary Boulevard
Estuary Commerce Park
Liverpool
L24 8RF

Charity Number

1152095

Company Number

04025897

Registered Auditors

BDO LLP
3 Hardman Street
Spinningfields
Manchester
M3 3AT

Principal Bankers

Sumitomo Mitsui Banking Corporation Europe Limited
99 Queen Victoria Street
London
EC4V 4EH

Principal Solicitors

Brabners Chaffe Street
Horton House
Exchange Flags
Liverpool
L2 3YL

Report of the Directors and Trustees, including Strategic Report

Riverside Estuary Limited is a company limited by guarantee; it does not have share capital and is a registered charity. The directors, who are Riverside Estuary Limited Trustees and constitute the members of the charity, present the Directors and Trustees Report which includes the Strategic Report for the year ended 31 March 2024.

The principal activity of the charity is to provide positive social and community activities that supports residents and communities to live well and inspire them to have a better future.

Reference and administrative details

The registered numbers and registered office, and the Directors and Trustees who held office during the year, up to the date of this report, are detailed on page 3.

Structure, governance and management

The ultimate parent undertaking and controlling party is deemed to be The Riverside Group Limited (TRGL), a company incorporated in England and Wales and registered under the Cooperative and Community Benefit Societies Act 2014 and a registered provider, registered at 2 Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF.

The trustees consider that TRGL and its subsidiaries are related by virtue of significant influence.

The Board of Trustees is, for company law purposes, also the Board of Directors and has ultimate responsibility for the charity's activities. It exercises its power through the Chief Executive Officer (CEO).

Riverside Estuary Limited is governed by its Board of Trustees which is responsible for the overall governance, strategic direction, financial health, and probity of the organisation whilst ensuring that its aims and objectives are applied and developed in accordance with its governing documents, regulatory guidance and the law.

Trustees

The Articles of Association provide that Riverside Estuary Limited shall appoint no fewer than four nor more than six trustees.

The charity has three trustees who have a wide range of experience at board level in the public and charitable sectors.

All trustees are senior managers of The Riverside Group Limited.

Trustee recruitment

The trustees were appointed in accordance with the Memorandum and Articles of Association on the basis of the skills and experience they bring to the custodianship and management of the business and its activities.

Trustee appointments are made in consultation with The Riverside Group Limited (TRGL) as the charity's major donor. Trustee vacancies, when they arise, are promoted in an appropriate manner to seek a complimentary balance of skills and experience in relation to the current board.

Riverside Estuary Limited recognises that an effective board of trustees is essential if the charity is to be effective in achieving its objectives. Individual trustees should have sufficient knowledge, both of trusteeship in general and of the charity's activities, to enable them to carry out their role and to represent the charity at meetings and other events.

Care has been taken to ensure the board has appropriate skills and experience. Riverside Estuary Limited has adopted the board skills audit and whole board appraisal process used by TRGL, which itself has the highest governance rating from its own regulator and adopts NHF Code of Governance 2020.

Report of the Directors and Trustees, including Strategic Report (continued)

Trustee induction and training

Each new trustee was provided with a full induction and an information folder by the chair and company secretary, with relevant training made available.

Trustees are offered relevant training as part of their development. They are encouraged to access training opportunities as appropriate and, as a minimum, to read the Charity Commission's guidance, 'The Essential Trustee'.

Trustee remuneration

The trustees of the charity are all employed by The Riverside Group Limited.

The Trustees of Riverside Estuary Limited receive no remuneration for their work. Any expenses claimed by trustees are donated by TRGL.

Charity governance code

The Charity Governance Code is designed as a tool to support continuous improvement. The board, having reviewed the code's key principles, considers its governance structure and arrangements to be appropriate for the nature of its operations, and as such has decided not to formally adopt the code. The board does however regularly visit the code's key principles to ensure that the highest standards of governance are maintained.

Decision making

The trustees have delegated the day-to-day management of the charity to staff of TRGL.

In terms of the day-to-day administration of Riverside Estuary Limited, the charity benefits from the support of a governance officer to service trustee meetings and a finance officer as required. The charity considers the constraints of the project agreements when making decisions. Any changes made to contractual terms and conditions require funders consent.

Pay and remuneration of key management personnel and senior staff

Riverside Estuary Limited has no staff costs during the year (2023: Nil).

Relationships with related parties

The trustees consider The Riverside Group Limited (TRGL) and all its subsidiaries, including all directors and trustees, to be related parties of the charity.

All Trustees of the charity have completed and signed related party declaration which are monitored and reviewed on a regular basis.

The Chair of Trustees and 'external' trustees receive no remuneration for their roles. 'Internal' trustees who are employees of the related parties noted above receive remuneration for their employed roles however there is no additional remuneration or benefits associated with their role of trustee for the charity.

Report of the Directors and Trustees, including Strategic Report (continued)

Objectives and activities

Our strategic focus and objectives

The principal activity of the company is the management of 316 Extra Care apartments in Hull, delivered via a 25-year PFI contract.

The charitable objective as per the Articles, both short and long term, is to provide housing, accommodation, and assistance to help house people with associated needs in appropriate facilities and to provide amenities for poor people or for the relief of aged, disabled (whether physically or mentally) or chronically sick people.

Riverside Estuary Limited exists to provide practical support to help people overcome obstacles for a better quality of life.

It is closely aligned to The Riverside Group Limited, supporting its 2023-26 plan to put people at its heart, living in homes for the future and places to thrive in.

Public benefit

Riverside Estuary Limited is responsible for the construction and management of 316 Extra Care apartments in Hull delivered via a 25-year Private Finance Initiative (PFI) contract.

Riverside Estuary Limited provides public benefit by delivering a range of quality community support services to clients in Hull. All of the services are free at the point of delivery to clients.

The trustees have considered the Charity Commission's guidance on public benefit and borne it in mind when shaping and planning our activities.

The trustees have conducted a comprehensive review of the stated objectives of the charity and are satisfied that all of these are capable of being delivered for the public benefit.

They have further reviewed all the activities of the charity tested against the charitable objectives of the charity, firstly to ensure that they fall within its charitable objectives and secondly to test each activity is being delivered in a manner which can be construed as being for the public benefit.

Achievements and performance

Riverside Estuary Limited has performed in line with its charitable objectives.

Financial review

The results for the period are detailed in the statement of financial activities on page 14.

For the year ended 31 March 2024, the charity made a surplus of £168,105 (2023 loss of: £21,713).

The charity generated income of £5,425,775 during the year (2023: £4,939,225). Income resources from generated funds increased from £2,138,870 to £2,804,392. There was a £14,000 donation in kind from The Riverside Group Limited and investment income reduced from £2,800,355 to £2,607,383.

The value of reserves at 31 March 2024 stands at £3,394,271 all of which is unrestricted income funds (2023: £3,266,166) The charity holds reserves for its ordinary activities to ensure commitments can be met notwithstanding any unbudgeted essential expenditure and other variable factors.

The trustees consider the level of activity to be satisfactory and are confident about prospects for the future.

Report of the Directors and Trustees, including Strategic Report (continued)

Going concern

The accounts have been prepared on a going concern basis. In assessing the charity's ability to continue as a going concern the directors have considered the principal risks faced by the charity and its long-term viability. After due consideration, the trustees are confident that the charity has adequate resources to continue in operational existence for the foreseeable future. The business plan of the Riverside Group is stress tested to assess the ability of the Group and its subsidiaries, including Riverside Estuary Limited, to withstand financial challenges arising from macro-economic factors.

Riverside Estuary Limited's financial position is strong, and it has a number of mitigating actions available if required to protect operational and financial resources. As such the trustees continue to adopt the going concern basis.

In assessing the charity's ability to continue as a going concern the trustees have considered the principal risks faced by the charity and its long-term viability. After due consideration, the trustees are confident that the charity has adequate resources to continue in operational existence for the foreseeable future and have been prepared on a going concern basis which assumes the ability to continue operating for the foreseeable future, being a period of at least twelve months after the date on which the report and financial statements are signed.

Reserves Policy

Reserves are held for running costs to cover the life of the contract. Monitoring and review of the reserves policy by the trustees is to take place on an annual basis following recommendation by senior officers of The Riverside Group Limited.

Charities are required to have a policy for holding reserves and to set a financial level for them. The reserves cover the money that may be needed in case of a shutdown, money required to address future uncertainties; and building reserves sufficient for new projects. The reserve policy states that Riverside Estuary Limited will always keep a reserve of £30k to cover shut down costs. Reserves will be regularly reviewed and monitored to ensure the effectiveness of the policy in the light of the changing funding and financial climates and other risks.

Reserves

The value of reserves at 31 March 2024 stand at £3.39m.

Principal risks and uncertainties

Although the management of the business and the execution of the charity's strategy are subject to a number of risks, the majority of the risks in the PFI contract have been passed down to subcontractors and service providers.

The remaining business risks and uncertainties affecting the charity are considered to relate to:

- quality of build and its impact on future lifecycle maintenance; and
- failure of facilities or housing management sub-contractors to meet performance standards.

The above risks are mitigated by the below:

- The build was completed by Wates and the company has a lifetime latent defects clause in the contract that means if there are any faults with the buildings due to fault from the build stage then Wates will pick up the costs.
- The SPV is protected from all deductions with the HM and FM payments being reduced by penalty amounts on a monthly basis. TRG are also protected through their contract with Pinnacle who pick up the risk of FM deductions.

The trustees recognise these risks and manage them using a number of risk mitigation strategies.

The risks are outlined above, and no other risks are foreseen.

Report of the Directors and Trustees, including Strategic Report (continued)

Plan for future periods

The contract runs until September 2042 with Riverside Estuary Limited continuing with the activities and objectives listed above supported by the project revenues.

Statement of directors' and trustees' responsibilities in respect of the directors' and trustees' report and the financial statements

The trustees who are also the directors of the charity for the purposes of company law are responsible for preparing the Trustees' Report including the Strategic Report and the financial statements in accordance with applicable law and regulations.

Charity and Company law requires the trustees to prepare financial statements for each financial year in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company and charity law the trustees 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 charity and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period.

In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently.
- observe the methods and principles in the applicable Charities SORP.
- 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.
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charity's transactions and disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Companies Act 2006, the Charities Act 2011, and the Charities (Accounts and Reports) Regulations 2008. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditor

All of the current trustees have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information. The trustees are not aware of any relevant audit information of which the auditors are unaware.

Approval

This report, including the strategic report, was approved on 19 July 2024 and signed on its behalf by:



Pauline Ford (Jul 19, 2024 15:02 GMT+1)

Pauline Ford
Trustee

19/07/2024

Independent Auditor's Report to the members of Riverside Estuary Limited

Opinion on the financial statements

In our opinion, the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2024 and of incoming resources and application of resources for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Riverside Estuary Limited for the year ended 31 March 2024 which comprise the Statement of Financial Activities and Balance Sheet, Statement of Cashflows and notes to the financial statements, including a summary of significant accounting policies. 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain independent of the charitable company in accordance with the ethical requirements relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions related to going concern

In auditing the financial statements, we have concluded that the trustees' 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 charitable company'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 trustees with respect to going concern are described in the relevant sections of this report.

Other information

The trustees are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a 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.

Independent Auditor's Report (continued) **to the members of Riverside Estuary Limited**

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Trustees' Report, which includes the Strategic Report prepared for the purposes of Company Law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report, which is included in the Trustees' Report, has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Trustees' Report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of trustees

As explained more fully in the trustees' responsibilities statement, the trustees (who are also the directors of the charitable company for the purposes of company law) 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 trustees 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 trustees are responsible for assessing the charitable company'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 trustees either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under the Companies Act 2006 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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.

Extent to which the audit was 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 (continued) **to the members of Riverside Estuary Limited**

Non-compliance with laws and regulations

Based on our understanding of the charitable company and the sector in which it operates discussion with management and those charged with governance and obtaining and understanding of the charitable company's policies and procedures regarding compliance with laws and regulations. We considered the significant laws and regulations to be the applicable framework (Charities SORP 2019, FRS 102 and Charities Act 2011) and we considered the extent to which non-compliance might have a direct impact and material effect on the financial statements.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations.
- Review of financial statement disclosures and agreeing to supporting documentation.
- Discussions with management, including consideration of known or suspected instances of noncompliance with laws and regulations.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud.
- Obtaining an understanding of the Charitable Company's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud.
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements.
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the area's most susceptible to fraud to be income recognition in relation to the PFI agreement, management bias in accounting estimates and inappropriate journal entries to manipulate financial results.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criterion, by agreeing to supporting documentation;
- Checking the inputs to the calculations for the income recognised in the period were in line with the PFI agreement and
- Challenging assumptions and judgements made by management involving the key source of estimation, determination of lifecycle costs.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's ("FRC's") website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Riverside Estuary Limited
for the year ended 31 March 2024

Independent Auditor's Report (continued) **to the members of Riverside Estuary Limited**

Use of our report

This report is made solely to the charitable 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 charitable 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

911B7AE40D374FC...

Sarah Anderson (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
Leeds, UK
19 July 2024

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Riverside Estuary Limited
for the year ended 31 March 2024

Statement of Financial Activities
(Incorporating the Income and Expenditure account)
For the year ended 31 March 2024

		Unrestricted funds 2024 £'000	Restricted funds 2024 £'000	Total funds 2024 £'000	Restricted and Total Funds 2023 £'000
	Notes				
Income from:					
Donations and legacies	2		14	14	-
Charitable activities	3	-	2,805	2,805	2,140
Investments	4	-	2,607	2,607	2,800
Total incoming resources		-	5,426	5,426	4,940
Expenditure on:					
Charitable activities	5	-	(5,244)	(5,244)	(4,961)
Governance costs	5 & 6	-	(14)	(14)	-
Total expenditure resources		-	(5,258)	(5,258)	(4,961)
Net gains/(losses) on investments		-	-	-	-
Net income/(expenditure)		-	168	168	(21)
Other recognised gains/(losses)		-	-	-	-
Transfers between funds		-	-	-	-
Net movement in funds		-	168	168	(21)
Reconciliation of funds:					
Total funds brought forward		-	3,226	3,226	3,247
Total funds carried forward		-	3,394	3,394	3,226

The statement of financial activities includes all gains and losses recognised in the year.

All income and expenditure derive from continuing activities.

The notes on pages 16 to 25 form part of these financial statements.

Riverside Estuary Limited
for the year ended 31 March 2024

Balance Sheet

As at 31 March 2024

	Note	2024 £'000	2023 £'000
Current assets			
Investments	9	2,099	2,323
Debtors	10	57,685	59,691
		59,784	62,014
Creditors: amounts falling due within 1 year	11	(2,637)	(3,698)
Net current assets		57,147	58,316
Total assets less current liabilities		57,147	58,316
Creditors: amounts falling due after more than 1 year	12	(53,753)	(55,090)
Net Assets		3,394	3,226
Funds			
Restricted	13	3,394	3,226
Total funds		3,394	3,226

The notes on pages 16 to 25 form part of these financial statements.

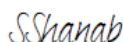
The financial statements were approved by the Trustees and authorised for issue on 19 July 2024, and were signed on their behalf by:



Pauline Ford (Jul 19, 2024 15:02 GMT+1)

Pauline Ford
Trustee

19/07/2024



SShanab (Jul 19, 2024 12:12 GMT+1)

Sara Shanab
Company Secretary

19/07/2024

Registered charity number: 1152095
Company registration number 04025897

Riverside Estuary Limited
for the year ended 31 March 2024

Statement of Cashflows
for the year ended 31 March 2024

	2024 £'000	2023 £'000
Notes		
Net income/(expenditure) (as per the statement of financial activities)	168	(21)
Adjustments for		
Decrease/(increase) in debtors	2,006	2,988
Increase/(decrease) in creditors	(1,061)	715
Net cash used in/generated by operating activities	(1,113)	3,682
Cash flows from financing activities:		
Repayment of loan	(1,337)	(2,746)
Net cash provided by financing activities	(1,337)	(2,746)
Change in cash and cash equivalents in the reporting period	(224)	936
Cash and cash equivalents at the beginning of the reporting period	2,323	1,387
Cash and cash equivalents at the end of the reporting period	2,099	2,323

Notes to the Financial Statements

1 Principal accounting policies

The principal accounting policies, all of which have applied consistently throughout the year, are set out below.

Legal status

Riverside Estuary Limited was incorporated in England & Wales as a company limited by guarantee and has no share capital. The company is a wholly owned subsidiary of The Riverside Group Limited (TRGL).

Basis of preparation

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investments at market value.

Riverside Estuary Limited meets the definition of a public benefit entity under FRS 102.

The financial statements comply with the charity's Articles of Association as accounts have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice (SORP), Financial Reporting Standard applicable in UK and Republic of Ireland (FRS 102).

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the accounting policies.

The presentation currency of these financial statements is sterling, which is the functional currency of the charity. All amounts in these financial statements are rounded to the nearest £'000

The following principal accounting policies have been applied:

Going concern

The accounts have been prepared on a going concern basis. In assessing the charity's ability to continue as a going concern the directors have considered the principal risks faced by the charity and its long-term viability. After due consideration, the trustees are confident that the charity has adequate resources to continue in operational existence for the foreseeable future. The business plan of the Riverside Group is stress tested to assess the ability of the Group and its subsidiaries, including Riverside Estuary Limited, to withstand financial challenges arising from macro-economic factors.

Riverside Estuary Limited's financial position is strong, and it has a number of mitigating actions available if required to protect operational and financial resources. As such the trustees continue to adopt the going concern basis.

In assessing the charity's ability to continue as a going concern the trustees have considered the principal risks faced by the charity and its long-term viability. After due consideration, the trustees are confident that the charity has adequate resources to continue in operational existence for the foreseeable future, and have been prepared on a going concern basis which assumes the ability to continue operating for the foreseeable future, being a period of at least twelve months after the date on which the report and financial statements are signed.

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the reporting date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

Other key sources of estimation uncertainty:

Accounting for the PFI contract including the income recognition, lifecycle costs, lifecycle provision and the finance debtor requires an estimation lifecycle and operating costs, finance debtor interest rates and associated amortisation profile which is based on forecasted results. Lifecycle costs are a significant proportion of future expenditure. The forecast of lifecycle costs is subject to significant estimation uncertainty and changes in the amount and timing of expenditure could have material impacts. As a result, there is a significant level of judgement applied in estimating future lifecycle costs. To reduce the risk of misstatement, future estimates of lifecycle expenditure are prepared by the contract manager and annual reviews of the model are undertaken. In addition, actual expenditure is compared to the lifecycle forecast.

Income resources

All income resources are recognised once the charity has entitlement to the resources, any performance conditions attached to the item(s) of income have been met, it is certain that the resources will be received, and the monetary value of incoming resources can be measured with sufficient reliability.

A margin is applied to costs charged to the profit and loss account to calculate the turnover credited to profit and loss account. This margin is calculated as total income receivable less all service costs and operating costs payable over the concession period.

Where services are provided to the charity as a donation that would normally be purchased from our suppliers this contribution is included in the financial statements at an estimate based on the value of contribution to the charity had the charity purchased them.

Expenditure

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required, and the amount of the obligation can be measured reliably.

All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to that category.

Irrecoverable VAT is charged as a cost against the activity for which the expenditure was incurred.

Loan issue cost and interest payable

The cost of raising loans is amortised over the period of the loan. The deferred cost is added to the liability and included within creditors: amounts falling due after more than one year, in accordance with FRS 102 paragraph 11.13.

Loan interest payable is charged to the statement of comprehensive income account at the relevant rates based on the carrying amount of the debt.

Taxation

The charity is a registered charity and as such, is entitled to certain tax exemptions on income and profits from investments, and surpluses on any charitable activities carried on in furtherance of the charity's primary objectives, if these profits and surpluses are applied solely for charitable purposes.

Notes to the Financial Statements (continued)

1 Principal accounting policies (continued)

Current asset investments - charged bank accounts

Charged bank accounts are accounted for as current asset investments and categorized as current asset cash and cash equivalents. Charged bank accounts are readily disposable current asset investments which can only be withdrawn by meeting certain withdrawal criteria. This is because the lenders have some level of control over cash payments from the company.

Debtors - financial assets

Costs incurred in construction have been accounted for under FRS 102 'Reporting the Substance of Transactions' and classified as charitable activities. Costs comprise direct payments to the contractor, attributable initial project costs and interest costs incurred over the construction period on borrowings to fund construction.

The financial assets are repaid over the concession period and revenue is apportioned between a deemed interest charge and turnover. This deemed interest charge is based upon the value of the financial debt outstanding and is included within interest receivable.

Cash at bank and in hand

Cash at bank and in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account. The company has no cash in bank or in hand and so has not included a statement of cashflows.

Creditors and provisions

Creditors and provisions are recognised where the charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to be settle the obligation can be measured or estimated reliability. Creditors are recognised at their settlement amount after allowing for any trade discounts due.

Unrestricted funds

Riverside Estuary Limited has no unrestricted funds.

Restricted funds

Restricted finds are those donated for use in a particular area of for specific purposes, the use of which is restricted to that area or purpose and the restriction means that the funds can only be used for specific projects or activities.

Financial instruments

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than its legal form.

The charity's cash at bank and in hand and trade and other debtors and its trade and other creditors are measured initially at the transaction price, including transaction costs.

Notes to the Financial Statements (continued)

2 Donations and legacies

	2024 £'000	2023 £'000
Restricted		
Donated services *	14	-
	14	-

* The Riverside Group Limited donate services to the charity. See Note 6 for details.

3 Charitable activities

	Unrestricted funds £'000	Restricted funds £'000	Total funds 2024 £'000	Unrestricted funds £,000	Restricted funds £'000	Total funds 2023 £'000
PFI - Management fee	-	2,805	2,805	-	2,140	2,140
Total	-	2,805	2,805	-	2,140	2,140

4 Investment income

	Unrestricted funds £	Restricted funds £	Total funds 2024 £	Unrestricted funds £	Restricted funds £	Total funds 2023 £
Financial Asset interest		2,607	2,607	-	2,800	2,800
Total		2,607	2,607	-	2,800	2,800

Notes to the Financial Statements (continued)

5 Expenditure

For the year ended 31 March 2024

	Project costs £'000	Support costs £'000	Finance costs £'000	Total 2024 £'000
Charitable activities				
316 Hull apartments	2,725	-	2,519	5,244
Governance and support	-	14	-	14
Total	2,725	14	2,519	5,258

For the year ended 31 March 2023

	Project costs £'000	Support costs £'000	Finance costs £'000	Total 2023 £'000
Charitable activities				
316 Hull apartments	2,118	-	2,843	4,961
Total	2,118	-	2,843	4,961

6 Governance and support costs

	2024 £'000	2023 £'000
Governance – audit remuneration	14	-
	14	-

Auditor's remuneration comprises the audit fee. The audit fee of £14,000 was paid by the parent company, The Riverside Group Limited.

Notes to the Financial Statements (continued)

7 Employee costs

Excluding trustees, the charity had no employees in either the current or the prior period. The emoluments of the employees are paid by a fellow group undertaking, which makes no recharge to the charity. It is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries.

8 Trustees expenses and remuneration

The Board of Trustees is, for company law purposes, is also the Board of Directors

There were no payments made to trustees for emoluments or expenses throughout the year ended 31 March 2024 (2023: £nil).

No trustee or other person related to Riverside Estuary Limited had any personal interest in any contract or transaction entered into Riverside Estuary Limited during the year (2023: £nil).

The Trustees of Riverside Estuary Limited are all employed and paid by The Riverside Group Limited. They do not receive any additional remuneration or other benefits in return for serving as Trustees of Riverside Estuary Limited and accordingly no disclosure is required in these financial statements.

9 Investments

	2024 £'000	2023 £'000
Charged bank accounts	2,099	2,323
	2,099	2,323

10 Debtors

	2024 £'000	2023 £'000
Financial assets – PFI	56,974	59,691
Accrued income	441	-
Amounts due from group undertakings	270	-
	57,685	59,691

Amounts due from group undertakings are unsecured, interest free and repayable on demand.

The financial assets relate to the PFI construction and amounts are measured at amortised cost and recoverable through service revenues over the remaining 20 years of the contract.

Notes to the Financial Statements (continued)

11 Creditors: amounts falling due within one year

	2024 £'000	2023 £'000
Amounts due to group undertakings	29	813
Accruals	298	148
Bank loans	2,310	2,737
	2,637	3,698

Amounts due to group undertakings are unsecured and repayable in installments by 30/09/2042. Interest is charged at 12.60%.

The bank loans are secured by a floating charge over the assets of the group and are repayable in instalments by 31/03/2041. Interest is charged at 3.73%.

12 Creditors: amounts falling due after more than one year

	2024 £'000	2023 £'000
Amounts due to group undertakings	4,650	4,777
Bank loans	49,103	50,313
	53,753	55,090

The maturity of sources of debt finance are as follows:

Creditors due after more than one year fall due for repayment as follows:

Between two and five years	11,467	10,526
In five years or more	42,286	44,564
	53,753	55,090

Amounts due to group undertakings are unsecured and repayable in installments by 30/09/2042. Interest is charged at 12.60%

The loan has covenants attached. In the current and the prior year, the charity was fully compliant with covenants.

The bank loans are secured by a floating charge over the assets of the group and are repayable in instalments by 31/03/2041. Interest is charged at 3.73%.

Notes to the Financial Statements (continued)

13 Funds

Funds reconciliation

For the year ended 31 March 2024	31 March 2023 £'000	Income £'000	Expenditure £'000	31 March 2024 £'000
Restricted funds				
316 Hull apartments*	3,226	5,426	(5,258)	3,394
Total funds	3,226	5,426	(5,258)	3,394

For the year ended 31 March 2023	31 March 2022 £'000	Income £'000	Expenditure £'000	31 March 2023 £'000
Restricted funds				
316 Hull apartments	3,247	4,940	(4,961)	3,226
Total funds	3,247	4,940	(4,961)	3,226

There is one fund which was used solely to fund the construction, and to fund the management of the 316 Extra Care apartments in Hull.

All assets held by the charity are restricted funds.

14 Ultimate parent undertaking and controlling party

The ultimate parent undertaking and controlling party is deemed to be The Riverside Group Limited (TRGL), a company incorporated in England and Wales and registered under the Cooperative and Community Benefit Societies Act 2014 and a registered provider, registered at 2 Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF. The smallest and largest group to consolidate these financial statements is that headed by TRGL. Copies of the TRGL consolidated financial statements can be obtained from its registered office, 2 Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF, or from its website www.riverside.org.uk.

Notes to the Financial Statements (continued)

15 Related party disclosures

The trustees consider that The Riverside Group Limited (TRGL) and its subsidiaries are related by virtue of significant influence.

Income from related parties during the year:

		2024 £'000	2023 £'000
Income	Related party		
Donated services	The Riverside Group Limited (TRGL)	14	-
Interest payable due on loan	The Riverside Group Limited (TRGL)	(411)	(35)
Total		(397)	(35)

Balances with related parties at the year-end:

	2024 £'000	2023 £'000
Due from/(to) The Riverside Group Limited (TRGL) trade account (note 10)	270	(716)
Due to The Riverside Group Limited (TRGL) loan (Note 11 & 12)	(4,679)	(4,874)
Total	(4,409)	(5,590)

RIVERSIDE ESTUARY LIMITED

England & Wales - Charity number 1152095

Accounts

Financial Statements

for the year ended 31 March 2023

Riverside Estuary Limited

Charity Number: 1152095

Company Number: 4025897

Financial Statements

for the year ended 31 March 2023

Riverside Estuary Limited

Charity Number: 1152095

Company Number: 4025897

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Trustees, Professional Advisors and Registered Office

Trustees

Andy Deutsch (resigned October 2022)
Ingrid Fife
John Glenton
Ian Campbell
Sara Beamand (appointed October 2022)

Company Secretary

Sara Shanab

Registered Auditors

BDO LLP
3 Hardman Street
Spinningfields
Manchester
M3 3AT

Principal Bankers

Sumitomo Mitsui Banking Corporation Europe Limited
99 Queen Victoria Street
London
EC4V 4EH

Principal Solicitors

Brabners Chaffe Street
Horton House
Exchange Flags
Liverpool
L2 3YL

Registered Office

2 Estuary Boulevard
Estuary Commerce Park
Liverpool
L24 8RF

Charity Number

1152095

Company Number

4025897

Strategic Report

The trustees present their strategic report for the year ended 31 March 2023.

Legal Status

The charity was registered with the Charity Commission on 20 May 2013. The charity is responsible for the construction and management of 316 Extra Care apartments in Hull delivered via a 25-year Private Finance Initiative (PFI) contract.

Principal activity and objective

The principal activity of the company is the construction and management of 316 Extra Care apartments in Hull, delivered via a 25-year PFI contract.

The charitable objective is to provide housing, accommodation, and assistance to help house people with associated needs in appropriate facilities and to provide amenities for poor people or for the relief of aged, disabled (whether physically or mentally) or chronically sick people.

Principal risks and uncertainties

Although the management of the business and the execution of the company's strategy are subject to a number of risks, the majority of the risks in the PFI contract have been passed down to subcontractors and service providers.

The remaining business risks and uncertainties affecting the company are considered to relate to:

- quality of build and its impact on future lifecycle maintenance; and
- failure of facilities or housing management sub-contractors to meet performance standards.

The trustees recognise these risks and manage them using a number of risk mitigation strategies.

The risks are outlined above, and no other risks are foreseen.

Future developments

The construction phase was completed in August 2017, following which the company transitioned to operational management of the buildings through to the conclusion of the PFI contract.



Sara Shanab (Aug 29, 2023 08:57 GMT+1)

Sara Shanab
Company Secretary

Report of the Trustees

The trustees present their report and the audited financial statements for the year ended 31 March 2023.

The information with respect to trustees, officers and advisors set out on page 3 forms part of this report.

Basis of preparation

The accounts have been prepared on a going concern basis. In assessing the company's ability to continue as a going concern the directors have considered the principal risks faced by the company and its long-term viability. After due consideration, the directors are confident that the charity has adequate resources to continue in operational existence for the foreseeable future. The charity has access to considerable financial resources and is a key part of the strategic plans of The Riverside Group Limited. The directors believe that the company is well placed to manage its business risks successfully and the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

Business review

The results for the year are detailed in the statement of financial activities on page 11.

The company was awarded the PFI contract on 17 December 2014 and has raised £67m of private finance to fund the construction which commenced during January 2015. The construction was completed in 2017 and all the units handed over to operational management by 10 August 2017.

Now that the schemes are operational, unitary charge and rental income receivable will repay the loan and fund the operating costs over the 25-year life of the contract.

The trustees consider the level of activity to be satisfactory and are confident about prospects for the future.

To achieve the charitable objective, now that the units are constructed their management must follow the terms of the PFI contract. The 316 Extra Care apartments will provide housing, accommodation, and assistance to help house people with associated needs in appropriate facilities and will also provide wider amenities for use by the community, particularly to help the poor, aged, disabled (whether physically or mentally) or chronically sick individuals.

Trustees

The Articles of Association provide that Riverside Estuary Limited shall appoint no fewer than four nor more than six trustees.

The trustees at the date of this report are detailed on page 3.

Trustee recruitment

Trustee appointments are made in consultation with The Riverside Group Limited (TRGL). Trustee vacancies, when they arise, are promoted in an appropriate manner to seek a complimentary balance of skills and experience in relation to the current board.

The charity recognises that an effective board of trustees is essential if the charity is to be effective in achieving its objectives. Individual trustees should have sufficient knowledge, both of trusteeship in general and of the charity's activities, to enable them to carry out their role and to represent the charity at meetings and other events.

Trustee induction and training

Trustees are offered relevant training as part of their induction and continued development. They are encouraged to access training opportunities as appropriate and, as a minimum, to read the Charity Commission's guidance, 'The Essential Trustee'.

Remuneration

The trustees of Riverside Estuary Limited receive no remuneration for their work.

Report of the Trustees (continued)

Subsequent events

The trustees confirm that there have been no events since the financial year end which have had a material effect on the financial position of the company.

Charity governance code

The Charity Governance Code is designed as a tool to support continuous improvement. The Board, having reviewed the Code's key principles, considers its governance structure and arrangements to be appropriate for the nature of its operations, and as such has decided not to formally adopt the Code. The Board does however regularly visit the Code's key principles to ensure that the highest standards of governance are maintained.

Public benefit statement

The trustee confirms that it has referred to the guidance contained in the Charity Commissions' general guidance on public benefit when reviewing the trust's aims and objectives and in planning future activities for the year.

The trustees have conducted a comprehensive review of the stated objectives of the charity and are satisfied that all of these are capable of being delivered for the public benefit.

They have further reviewed all the activities of the charity tested against the charitable objectives of the charity, firstly to ensure that they fall within its charitable objectives and secondly to test each activity is being delivered in a manner which can be construed as being for the public benefit.

The trustees are satisfied that there are no activities conducted or promoted by the charity that are not open to all people falling within a defined class or category within the broad parameters or objectives of the charity and that each activity falls within the statutory definition of being for the public benefit.

Reserves

The value of reserves at 31 March 2023 stand at £3.23m.

Reserves policy

Reserves are held for running costs to cover the life of the contract. Monitoring and review of the reserves policy by the trustees is to take place on an annual basis following recommendation by senior officers of The Riverside Group Limited.

Disclosure of information to auditor

The trustees who held office at the date of approval of this trustees' annual report confirm that, so far as they are each aware, there is no relevant audit information of which the charity's auditor is unaware; and each trustee has taken all the steps that he/ she ought to have taken as a trustee to make himself/ herself aware of any relevant audit information and to establish that the charity's auditor is aware of that information.

Trustees' responsibilities

The trustees are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and regulations.

Charity law requires the trustees to prepare financial statements for each financial year in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under charity law the Trustees 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 charity and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period.

In preparing these financial statements, the trustees 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 charity will continue in business.

Report of the Trustees (continued)

The trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charity's transactions and disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Charities Act 2011. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Trustees



Sara Shanab (Aug 29, 2023 08:57 GMT+1)

Sara Shanab
Company Secretary

Independent Auditor's Report

to the members of Riverside Estuary Limited

In our opinion, the financial statements:

- give a true and fair view of the state of the Charitable Company's affairs as at 31 March 2023 and of its incoming resources and application of resources for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Riverside Estuary Limited ("the Charitable Company") for the year ended 31 March 2023 which comprise the Statement of Financial Activities, Statement of Financial Position and notes to the financial statements, including a summary of significant accounting policies. 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain independent of the Charitable Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions related to going concern

In auditing the financial statements, we have concluded that the Trustees' 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 Charitable Company'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 Trustees with respect to going concern are described in the relevant sections of this report.

Other information

The Trustees are responsible for the other information. The other information comprises the information included in the financial statements, other than the primary statements, accompanying notes and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 a 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.

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Trustees' Report, which includes the Directors' Report and the Strategic report prepared for the purposes of Company Law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' Report, which are included in the Trustees' Report, have been prepared in accordance with applicable legal requirements.

Independent Auditor's Report (continued)

to the members of Riverside Estuary Limited

In the light of the knowledge and understanding of the Charitable Company and its environment obtained in the course of the audit, we have not identified material misstatement in the Strategic report or the Trustees' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement within the report of the trustees, the Trustees (who are also the directors of the charitable company for the purposes of company law) 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 Trustees 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 Trustees are responsible for assessing the Charitable Company'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 Trustees either intend to liquidate the Charitable Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under the Companies Act 2006 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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.

Extent to which the audit was 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:

Non-compliance with laws and regulations

Based on:

- Our understanding of the Charitable Company and the sector in which it operates.
- Discussion with management and those charged with governance; and
- Obtaining and understanding of the Charitable Company's policies and procedures regarding compliance with laws and regulations.

we considered the significant laws and regulations to be the applicable framework (Charities SORP 2019, FRS102 and Charities Act 2011) and we considered the extent to which non-compliance might have a direct impact and material effect on the financial statements.

Our procedures in respect of the above included:

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations.
- Review of financial statement disclosures and agreeing to supporting documentation.

Independent Auditor's Report (continued)

to the members of Riverside Estuary Limited

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud.
- Obtaining an understanding of the Charitable Company's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the area's most susceptible to fraud to be income recognition in relation to the PFI agreement and inappropriate journal entries to manipulate financial results.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criterion, by agreeing to supporting documentation.
- Checking the inputs to the calculations for the income recognised in the period were in line with the PFI agreement.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's ("FRC's") website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Charitable 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 Charitable 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 Charitable Company and the Charitable Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:


829727ECC12041D...

Hamid Ghafoor (Senior Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor
Liverpool, UK

30 August 2023

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Statement of Financial Activities

(Incorporating the Income and Expenditure account)
For the year ended 31 March 2023

	Note	2023 £'000	2022 £'000
Income resources			
Income resources from generated funds		2,140	1,787
Investment income		2,800	3,145
Total incoming resources		4,940	4,932
Resources expended			
Charitable activities		(2,118)	(1,735)
		(2,118)	(1,735)
Costs of generating funds			
Investment management costs	3	(2,843)	(2,876)
		(2,843)	(2,876)
Total resources expended		(4,961)	(4,611)
Net income/(expenditure for the year)		(21)	321
Restricted reserves brought forward as at 1 April		3,247	2,926
Restricted reserves as at 31 March		3,226	3,247

The notes on pages 13 to 16 form part of these financial statements.

Statement of Financial Position

For the year ended 31 March 2023

	Note	2023 £'000	2022 £'000
Current assets			
Investments	4	2,323	1,387
Financial Assets	5	59,691	62,679
		62,014	64,066
Liabilities			
Creditors: amounts falling due within 1 year	6	(3,698)	(2,983)
Net current assets		58,316	61,083
Creditors: amounts falling due after 1 year	7	(55,090)	(57,836)
Net Assets		3,226	3,247
Capital and reserves			
Restricted income funds	8	3,226	3,247
Net (expenditure)/income for the year		3,226	3,247

The notes on pages 13 to 16 form an integral part of these financial statements.

The financial statements on pages 11 to 16 were approved by the Board of Trustees on 29 August 2023 and signed on its behalf by


Ingrid Fife (Aug 29, 2023 16:13 GMT+1)

Ingrid Fife
Chair

Charity Number: 1152095
Company Number: 4025897

Notes to the Financial Statements

for the year ended 31 March 2023

1 Principal accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention and have been prepared in accordance with the provisions of FRS 102 and applied the exemptions available under FRS 102 1.12 (b) in respect of the requirement to prepare a cashflow statement and related notes.

The financial statements comply with the charity's Articles of Association as accounts have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019), Financial Reporting Standard applicable in UK and Republic of Ireland (FRS 102) and the Charities Act 2011 and has applied the exemptions available under the Charities SORP.

Basis of preparation

The charity's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business and Financial Review on page 5. The trustees have reviewed the performance of the charity during 2021/22 as set out in these accounts and, after taking account of possible changes that can reasonably be envisaged in trading performance, have considered the cash flow forecasts and future liquidity requirements of the charity.

As a consequence, the trustees believe that the company is well placed to manage its business risks successfully. The trustees have a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future.

The trustees, after reviewing the charity budgets for 2023/24 and the group's medium term financial position as detailed in the 30-year business plan including changes arising from the COVID-19 pandemic, is of the opinion that, taking account of severe but plausible downsides, the group and charity have adequate resources to continue in business for the foreseeable future. The trustees therefore continue to adopt the going concern basis in preparing the annual financial statements.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Due to the nature of the charity and its operations, the estimation of uncertainty included in the accounts is low.

Incoming resources

All incoming resources are recognised once the charity has entitlement to the resources, it is certain that the resources will be received, and the monetary value of incoming resources can be measured with sufficient reliability.

A margin is applied to costs charged to the profit and loss account to calculate the turnover credited to profit and loss account. This margin is calculated as total income receivable less all service costs and operating costs payable over the concession period.

Resources expended

Liabilities are recognised as resources expended as soon as there is a legal or constructive obligation committing the charity to the expenditure. All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to that category.

Loan issue cost and interest payable

The cost of raising loans is amortised over the period of the loan. The deferred cost is added to the liability and included within creditors: amounts falling due after more than one year, in accordance with FRS 102 paragraph 11.13.

Loan interest payable is charged to the statement of comprehensive income account at the relevant rates based on the carrying amount of the debt.

Notes to the Financial Statements (continued)

for the year ended 31 March 2023

1 Principal accounting policies (continued)

Charged bank accounts

Charged bank accounts are readily disposable current asset investments, which can only be withdrawn by meeting certain withdrawal criteria.

Financial Assets

Costs incurred in construction have been accounted for under FRS 102 'Reporting the Substance of Transactions' and classified as charitable activities. Costs comprise direct payments to the contractor, attributable initial project costs and interest costs incurred over the construction period on borrowings to fund construction.

The financial assets are repaid over the concession period and revenue is apportioned between a deemed interest charge and turnover. This deemed interest charge is based upon the value of the financial debt outstanding and is included within interest receivable.

Governance and support costs

All staff related costs including governance and the allocation of overheads are absorbed by The Riverside Group Limited.

Related party transactions and trustees' remuneration

There were no payments made to trustees for emoluments or expenses throughout the year ended 31 March 2023.

Restricted funds

All funds received are dependent upon PFI contracts and are therefore restricted to the scheme.

Debtors and creditors

Debtors and creditors are measured at amortised cost based on timing of expected cash flows.

Taxation

Riverside Estuary Limited is considered to pass the tests set out in Paragraph 1 Schedule 6 of the Finance Act 2012 and therefore it meets the definition of a charitable trust for UK income tax purposes. Accordingly, the charity is potentially exempt from taxation in respect of income or capital gains received within categories covered by Part 10 of the Income Tax Act 2007 or Section 256 of the Taxation of Chargeable Gains Act 1992, to the extent that such income or gains are applied exclusively to charitable purposes.

2 Auditor's remuneration

Auditor's remuneration comprises the audit fee. The audit fee of £20,000 (2022: £4,800) was paid by the parent company, The Riverside Group Limited.

3 Investment management costs

	2023 £'000	2022 £'000
Payable on bank loans	2,750	2,245
Payable on loans to group undertakings	93	631
	2,843	2,876

Notes to the Financial Statements (continued)

for the year ended 31 March 2023

4 Investments

	2023 £'000	2022 £'000
Charged bank accounts	2,323	1,387
	2,323	1,387

5 Financial Assets

	2023 £'000	2022 £'000
Financial Assets	59,691	62,679
	59,691	62,679

The financial assets relate to the PFI construction and amounts are measured at amortised cost and recoverable through service revenues over the remaining 20 years of the contract.

6 Creditors due within 1 year

	2023 £'000	2022 £'000
Amounts due to group undertakings	813	455
Accruals	148	-
Bank loans	2,737	2,528
	3,698	2,983

7 Creditors due after more than 1 year

	2023 £'000	2022 £'000
Bank Loans	50,313	52,893
Amounts owed to intercompany	4,777	4,942
	55,090	57,835

Creditors due after more than one year fall due for repayment as follows:

Between two and five years	10,526	10,329
In five years or more	44,564	47,506
	55,090	57,835

Notes to the Financial Statements (continued)

for the year ended 31 March 2023

8 Funds

Financial activities

	2023 £'000	2022 £'000
At 1 April	3,247	2,926
Restricted income funds	4,940	4,932
Restricted resources expended	(4,961)	(4,611)
As at 31 March	3,226	3,247

Riverside Estuary is a charitable company limited by shares and has £1 allotted and paid up share capital (2022: £1).

There is one fund which is to be used solely to fund the construction and management of the 316 Extra Care apartments in Hull.

9 Related party disclosures

	2023 £'000	2022 £'000
Net payments to/(from) related entities		
Riverside Housing Association	(208)	237
Outstanding balances due (to)/from related entities		
Riverside Housing Association	(5,590)	(5,382)

10 Parent association and related party disclosure

The trust is a wholly owned subsidiary of The Riverside Group Limited (incorporated in the UK). The consolidated financial statements of the Group are available to the public and may be obtained from the Company's registered office at 2 Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF.

The Riverside Group Limited is registered under the Co-operative Community Benefit Societies Act 2014 and is registered with the Regulator as a Private Registered Provider of Social Housing, registered number L4552.

Control is exercised through corporate trusteeship.

RIVERSIDE ESTUARY LIMITED

England & Wales - Charity number 1152095

Accounts

Financial Statements

for the year ended 31 March 2022

Riverside Estuary Limited

Charity Number: 1152095

Company Number: 4025897

Financial Statements

for the year ended 31 March 2022

Riverside Estuary Limited

Charity Number: 1152095

Company Number: 4025897

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Trustees, Professional Advisors and Registered Office

Trustees

Christopher Billinge (Resigned 26th October 2021)

Judith Crowther (Resigned 30th September 2021)

Andy Deutsch

Ingrid Fife

John Glenton (Appointed 7th December 2021)

Ian Campbell (Appointed 7th December 2021)

Company Secretary

Sara Shanab

Registered Auditors

BDO LLP

3 Hardman Street

Spinningfields

Manchester

M3 3AT

Principal Bankers

Sumitomo Mitsui Banking Corporation Europe Limited

99 Queen Victoria Street

London

EC4V 4EH

Principal Solicitors

Brabners Chaffe Street

Horton House

Exchange Flags

Liverpool

L2 3YL

Registered Office

2 Estuary Boulevard

Estuary Commerce Park

Liverpool

L24 8RF

Charity Number

1152095

Company Number

4025897

Strategic Report

The trustees present their strategic report for the year ended 31 March 2022.

Legal Status

The charity was registered with the Charity Commission on 20 May 2013. The charity is responsible for the construction and management of 316 Extra Care apartments in Hull delivered via a 25 year Private Finance Initiative (PFI) contract.

Principal activity and objective

The principal activity of the company is the construction and management of 316 Extra Care apartments in Hull, delivered via a 25 year PFI contract.

The charitable objective is to provide housing, accommodation, and assistance to help house people with associated needs in appropriate facilities and to provide amenities for poor people or for the relief of aged, disabled (whether physically or mentally) or chronically sick people.

Principal risks and uncertainties

Although the management of the business and the execution of the company's strategy are subject to a number of risks, the majority of the risks in the PFI contract have been passed down to subcontractors and service providers.

The remaining business risks and uncertainties affecting the company are considered to relate to:

- quality of build and its impact on future lifecycle maintenance; and
- failure of facilities or housing management sub-contractors to meet performance standards.

The trustees recognise these risks and manage them using a number of risk mitigation strategies.

The risks are outlined above, and no other risks are foreseen.

Future developments

The construction phase was completed in August 2017, following which the company transitioned to operational management of the buildings through to the conclusion of the PFI contract.


SShanab (Sep 22, 2022 17:39 GMT+1)

Sara Shanab
Company Secretary

22/09/2022

Report of the Trustees

The trustees present their report and the audited financial statements for the year ended 31 March 2022.

The information with respect to trustees, officers and advisors set out on page 3 forms part of this report.

Basis of preparation

The trustees have considered the potential impact of COVID-19 and the ongoing conflict between Russia and Ukraine and determined that neither factor it is likely to have a material impact on the company's Going Concern assessment. The company and The Riverside Group have no exposure to Russia within the supply chain, customer base or investments. The business plan of the Riverside Group is stress tested to assess the ability of the Group and its subsidiaries, including Riverside Estuary Limited, to withstand financial challenges arising from macro-economic factors. Riverside Estuary Limited's financial position is strong, and it has a number of mitigating actions available if required to protect operational and financial resources. As such, the trustees continue to adopt the going concern basis.

Business review

The results for the year are detailed in the statement of financial activities on page 10.

The company was awarded the PFI contract on 17 December 2014 and has raised £67m of private finance to fund the construction which commenced during January 2015. The construction was completed in 2017 and all the units handed over to operational management by 10 August 2017.

Now that the schemes are operational, unitary charge and rental income receivable will repay the loan and fund the operating costs over the 25 year life of the contract.

The trustees consider the level of activity to be satisfactory and are confident about prospects for the future.

To achieve the charitable objective, now that the units are constructed their management must follow the terms of the PFI contract. The 316 Extra Care apartments will provide housing, accommodation, and assistance to help house people with associated needs in appropriate facilities and will also provide wider amenities for use by the community, particularly to help the poor, aged, disabled (whether physically or mentally) or chronically sick individuals.

Trustees

The Articles of Association provide that Riverside Estuary Limited shall appoint no fewer than four nor more than six trustees.

The trustees at the date of this report are detailed on page 3.

Trustee recruitment

Trustee appointments are made in consultation with The Riverside Group Limited (TRGL). Trustee vacancies, when they arise, are promoted in an appropriate manner to seek a complimentary balance of skills and experience in relation to the current board.

The charity recognises that an effective board of trustees is essential if the charity is to be effective in achieving its objectives. Individual trustees should have sufficient knowledge, both of trusteeship in general and of the charity's activities, to enable them to carry out their role and to represent the charity at meetings and other events.

Trustee induction and training

Trustees are offered relevant training as part of their induction and continued development. They are encouraged to access training opportunities as appropriate and, as a minimum, to read the Charity Commission's guidance, 'The Essential Trustee'.

Remuneration

The trustees of Riverside Estuary Limited receive no remuneration for their work.

Report of the Trustees (continued)

Subsequent events

The trustees confirm that there have been no events since the financial year end which have had a material effect on the financial position of the company.

Charity governance code

The Charity Governance Code is designed as a tool to support continuous improvement. The Board, having reviewed the Code's key principles, considers its governance structure and arrangements to be appropriate for the nature of its operations, and as such has decided not to formally adopt the Code. The Board does however regularly visit the Code's key principles to ensure that the highest standards of governance are maintained.

Public benefit statement

The trustees have conducted a comprehensive review of the stated objectives of the charity and are satisfied that all of these are capable of being delivered for the public benefit.

They have further reviewed all the activities of the charity tested against the charitable objectives of the charity, firstly to ensure that they fall within its charitable objectives and secondly to test each activity is being delivered in a manner which can be construed as being for the public benefit.

The trustees are satisfied that there are no activities conducted or promoted by the charity that are not open to all people falling within a defined class or category within the broad parameters or objectives of the charity and that each activity falls within the statutory definition of being for the public benefit.

Reserves

The value of reserves at 31 March 2022 stand at £3,247k.

Reserves policy

Reserves are held for running costs to cover the life of the contract. Monitoring and review of the reserves policy by the trustees is to take place on an annual basis following recommendation by senior officers of The Riverside Group Limited.

Disclosure of information to auditor

The trustees who held office at the date of approval of this trustees' annual report confirm that, so far as they are each aware, there is no relevant audit information of which the charity's auditor is unaware; and each trustee has taken all the steps that he/ she ought to have taken as a trustee to make himself/ herself aware of any relevant audit information and to establish that the charity's auditor is aware of that information.

Trustees' responsibilities

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

Charity law requires the Trustees to prepare financial statements for each financial year in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under charity law the Trustees 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 charity and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period.

In preparing these financial statements, the Trustees 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 charity will continue in business.

Report of the Trustees (continued)

The Trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charity's transactions and disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Charities Act 2011. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Trustees


SShanab (Sep 22, 2022 17:39 GMT+1)

Sara Shanab
Company Secretary

22/09/2022

Report of the Independent Auditor

Independent auditor's report to the members of Riverside Estuary Limited

Opinion on the financial statements

In our opinion, the financial statements:

- give a true and fair view of the state of the Charitable Company's affairs as at 31 March 2022 and of its incoming resources and application of resources for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Riverside Estuary Limited ("the Charitable Company") for the year ended 31 March 2022 which comprise the Statement of Financial Activities, Statement of Financial Position, and notes to the financial statements, including a summary of significant accounting policies. 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remain independent of the Charitable Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions related to going concern

In auditing the financial statements, we have concluded that the Trustees' 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 Charitable Company'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 Trustees with respect to going concern are described in the relevant sections of this report.

Other information

The Trustees are responsible for the other information. The other information comprises the information included in the Financial Statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 a 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.

Report of the Independent Auditor (continued)

to the members of Riverside Estuary Limited

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Trustees' Report, which includes the Directors' Report and the Strategic report prepared for the purposes of Company Law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' Report, which are included in the Trustees' Report, have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Charitable Company and its environment obtained in the course of the audit, we have not identified material misstatement in the Strategic report or the Trustees' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of Trustees

As explained more fully in the Statement of trustees' responsibilities in respect of the trustees' annual report and the financial statements, the Trustees (who are also the directors of the charitable company for the purposes of company law) 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 Trustees 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 Trustees are responsible for assessing Charitable Company'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 Trustees either intend to liquidate the Charitable Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under the Companies Act 2006 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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.

Extent to which the audit was 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:

- Challenging assumptions made by management in concluding that there are no significant accounting estimates and judgements in relation to the activities of the entity.
- Identifying and testing journal entries, in particular any journal entries posted from staff members with privilege access rights, journals posted by key management and journals posted after the year end.
- In respect of income from the construction and management of the PFI these will be agreed to support providing evidence of delivery and timing of delivery.
- Reading minutes of meetings of those charged with governance, reviewing internal audit reports, and reviewing correspondence with HMRC and Charity Commission.

Report of the Independent Auditor (continued)

to the members of Riverside Estuary Limited

Extent to which the audit was capable of detecting irregularities, including fraud (continued)

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's ("FRC's") website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Charitable 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 Charitable 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 Charitable Company and the Charitable Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

829727ECC12041D...

Hamid Ghafoor

For and on behalf of BDO LLP, Statutory Auditor
Manchester, UK

23 September 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Statement of Financial Activities (incorporating the Income and Expenditure account)

For the year ended 31 March 2022

	Note	2022 £'000	2021 £'000
Income resources			
Income resources from generated funds		1,787	1,994
Investment income		3,145	3,256
Total incoming resources		4,932	5,250
Resources expended			
Charitable activities		(1,735)	(1,903)
		(1,735)	(1,903)
Costs of generating funds			
Investment management costs	3	(2,876)	(3,036)
		(2,876)	(3,036)
Total resources expended		(4,611)	(4,939)
Net income for the year		321	311
Restricted reserves brought forward as at 1 April		2,926	2,615
Restricted reserves as at 31 March		3,247	2,926

The notes on pages 13 to 16 form part of these financial statements.

Statement of Financial Position

For the year ended 31 March 2022

	Note	2022 £'000	2021 £'000
Current assets			
Investments	4	1,387	1,651
Financial Assets	5	62,679	64,730
		64,066	66,381
Liabilities			
Creditors: amounts falling due within 1 year	6	(2,983)	(3,174)
Net current assets		61,083	63,207
Creditors: amounts falling due after 1 year	7	(57,836)	(60,281)
Net Assets		3,247	2,926
Capital and reserves			
Restricted income funds	8	3,247	2,926
		3,247	2,926

The notes on pages 13 to 16 form an integral part of these financial statements.

The financial statements on pages 11 to 16 were approved by the Board of Trustees on 20 September 2022 and signed on its behalf by


Ingrid Fife (Sep 22, 2022 18:46 GMT+1)

Ingrid Fife
Chair

Charity Number: 1152095
Company Number: 4025897

22/09/2022

Notes to the Financial Statements

for the year ended 31 March 2022

1 Principal accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention and have been prepared in accordance with the provisions of FRS 102 and applied the exemptions available under FRS 102 1.12 (b) in respect of the requirement to prepare a cashflow statement and related notes.

The financial statements comply with the charity's Articles of Association as accounts have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019), Financial Reporting Standard applicable in UK and Republic of Ireland (FRS 102) and the Charities Act 2011 and has applied the exemptions available under the Charities SORP.

Basis of preparation

The charity's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business and Financial Review on page 5. The trustees have reviewed the performance of the charity during 2021/22 as set out in these accounts and, after taking account of possible changes that can reasonably be envisaged in trading performance, have considered the cash flow forecasts and future liquidity requirements of the charity.

As a consequence, the trustees believe that the company is well placed to manage its business risks successfully. The trustees have a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future.

The trustees, after reviewing the charity budgets for 2022/23 and the group's medium term financial position as detailed in the 30-year business plan including changes arising from the COVID-19 pandemic, is of the opinion that, taking account of severe but plausible downsides, the group and charity have adequate resources to continue in business for the foreseeable future. The trustees therefore continue to adopt the going concern basis in preparing the annual financial statements.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Due to the nature of the charity and its operations, the estimation of uncertainty included in the accounts is low.

Incoming resources

All incoming resources are recognised once the charity has entitlement to the resources, it is certain that the resources will be received, and the monetary value of incoming resources can be measured with sufficient reliability.

A margin is applied to costs charged to the profit and loss account to calculate the turnover credited to profit and loss account. This margin is calculated as total income receivable less all service costs and operating costs payable over the concession period.

Resources expended

Liabilities are recognised as resources expended as soon as there is a legal or constructive obligation committing the charity to the expenditure. All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to that category.

Loan issue cost and interest payable

The cost of raising loans is amortised over the period of the loan. The deferred cost is added to the liability and included within creditors: amounts falling due after more than one year, in accordance with FRS 102 paragraph 11.13.

Loan interest payable is charged to the statement of comprehensive income account at the relevant rates based on the carrying amount of the debt.

Charged bank accounts

Charged bank accounts are readily disposable current asset investments, which can only be withdrawn by meeting certain withdrawal criteria.

Notes to the Financial Statements (continued)

for the year ended 31 March 2022

1 Principal accounting policies (continued)

Financial Assets

Costs incurred in construction have been accounted for under FRS 102 'Reporting the Substance of Transactions' and classified as charitable activities. Costs comprise direct payments to the contractor, attributable initial project costs and interest costs incurred over the construction period on borrowings to fund construction.

The financial assets are repaid over the concession period and revenue is apportioned between a deemed interest charge and turnover. This deemed interest charge is based upon the value of the financial debt outstanding and is included within interest receivable.

Governance and support costs

All staff related costs including governance and the allocation of overheads are absorbed by The Riverside Group Limited.

Related party transactions and trustees' remuneration

There were no payments made to trustees for emoluments or expenses throughout the year ended 31 March 2022.

Restricted funds

All funds received are dependent upon PFI contracts and are therefore restricted to the scheme.

Debtors and creditors

Debtors and creditors are measured at amortised cost based on timing of expected cash flows.

Taxation

Riverside Estuary Limited is considered to pass the tests set out in Paragraph 1 Schedule 6 of the Finance Act 2012 and therefore it meets the definition of a charitable trust for UK income tax purposes. Accordingly, the charity is potentially exempt from taxation in respect of income or capital gains received within categories covered by Part 10 of the Income Tax Act 2007 or Section 256 of the Taxation of Chargeable Gains Act 1992, to the extent that such income or gains are applied exclusively to charitable purposes.

2 Auditor's remuneration

Auditor's remuneration comprises the audit fee. The audit fee of £4,800 (2021: £4,000) was paid by the parent company, The Riverside Group Limited.

3 Investment management costs

	2022 £'000	2021 £'000
Payable on bank loans	2,245	2,377
Payable on loans to group undertakings	631	659
	2,876	3,036

Notes to the Financial Statements (continued)

for the year ended 31 March 2022

4 Investments

	2022 £'000	2021 £'000
Charged bank accounts	1,387	1,651
	1,387	1,651

5 Financial Assets

	2022 £'000	2021 £'000
Financial Assets	62,679	64,730
	62,679	64,730

The financial assets relate to the PFI construction and amounts are measured at amortised cost and recoverable through service revenues over the remaining 20 years of the contract.

6 Creditors due within 1 year

	2022 £'000	2021 £'000
Amounts due to group undertakings	455	573
Accruals	-	71
Bank loans	2,528	2,530
	2,983	3,174

7 Creditors due after more than 1 year

	2022 £'000	2021 £'000
Bank Loans	52,893	55,271
Amounts owed to intercompany	4,942	5,010
	57,835	60,281
Creditors due after more than one year fall due for repayment as follows:		
Between two and five years	10,329	10,216
In five years or more	47,506	50,065
	57,835	60,281

Notes to the Financial Statements (continued)

for the year ended 31 March 2022

8 Funds

Financial activities

	2022 £'000	2021 £'000
At 1 April	2,926	2,615
Restricted income funds	4,932	5,250
Restricted resources expended	(4,611)	(4,939)
As at 31 March	3,247	2,926

Riverside Estuary is a charitable company limited by shares and has £1 allotted and paid up share capital (2021: £1).

There is one fund which is to be used solely to fund the construction and management of the 316 Extra Care apartments in Hull.

9 Related party disclosures

	2022 £'000	2021 £'000
Net payments to/(from) related entities		
Riverside Housing Association	237	(408)
Outstanding balances due (to)/from related entities		
Riverside Housing Association	(5,382)	(5,619)

RIVERSIDE ESTUARY LIMITED

England & Wales - Charity number 1152095

Accounts

Financial Statements

for the year ended 31 March 2021

Riverside Estuary Limited

Charity Number: 1152095

Company Number: 4025897

Financial Statements

for the year ended 31 March 2021

Riverside Estuary Limited

Charity Number: 1152095

Company Number: 4025897

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Trustees, Professional Advisors and Registered Office

Trustees

Christopher Billinge
Judith Crowther
Andy Deutsch
Ingrid Fife

Contact Correspondent

Sara Shanab

Company Secretary

Sara Shanab

Registered Auditors

KPMG LLP
1 Sovereign Street
Leeds
LS1 4DA

Principal Bankers

Sumitomo Mitsui Banking Corporation Europe Limited
99 Queen Victoria Street
London
EC4V 4EH

Principal Solicitors

Brabners Chaffe Street
Horton House
Exchange Flags
Liverpool
L2 3YL

Registered Office

2 Estuary Boulevard
Estuary Commerce Park
Liverpool
L24 8RF

Charity Number

1152095

Company Number

4025897

Strategic Report

The trustees present their strategic report for the year ended 31 March 2021.

Legal Status

The charity was registered with the Charity Commission on 20 May 2018. The charity is responsible for the construction and management of 316 Extra Care apartments in Hull delivered via a 25 year Private Finance Initiative (PFI) contract.

Principal activity and objective

The principal activity of the company is the construction and management of 316 Extra Care apartments in Hull, delivered via a 25 year PFI contract.

The charitable objective is to provide housing, accommodation and assistance to help house people with associated needs in appropriate facilities and to provide amenities for poor people or for the relief of aged, disabled (whether physically or mentally) or chronically sick people.

Principal risks and uncertainties

Although the management of the business and the execution of the company's strategy are subject to a number of risks, the majority of the risks in the PFI contract have been passed down to subcontractors and service providers.

The remaining business risks and uncertainties affecting the company are considered to relate to:

- Quality of build and its impact on future lifecycle maintenance; and
- Failure of facilities or housing management sub-contractors to meet performance standards.

The trustees recognise these risks and manage them using a number of risk mitigation strategies

The risks are outlined above and no other risks are foreseen.

Future developments

The construction phase was completed in August 2017; following which the company transitioned to operational management of the buildings through to the conclusion of the PFI contract.

Report of the Trustees

The trustees present their report and the audited financial statements for the year ended 31 March 2021.

The information with respect to trustees, officers and advisors set out on page 3 forms part of this report

Basis of preparation

The trustees have considered the ongoing impact of COVID-19 and determined that it is unlikely to have a material impact on the company's Going Concern assessment as we determine housing to be a first order priority industry. Despite the current situation in relation to COVID-19, the Group's financial position is strong, it has a number of mitigating actions available if required and is expected not to be damaged significantly by the impact of COVID-19. The accounts have been prepared on a going concern basis.

Business review

The results for the period are detailed in the statement of financial activities on page 11.

The company was awarded the PFI contract on 17 December 2014 and has raised £67m of private finance to fund the construction which commenced during January 2015. The construction was completed in 2017 and all the units handed over to operational management by 10 August 2017.

Now that the schemes are operational, unitary charge and rental income receivable will repay the loan and fund the operating costs over the 25 year life of the contract.

The trustees consider the level of activity to be satisfactory and are confident about prospects for the future.

To achieve the charitable objective, now that the units are constructed their management must follow the terms of the PFI contract. The 316 Extra Care apartments will provide housing, accommodation and assistance to help house people with associated needs in appropriate facilities and will also provide wider amenities for use by the community, particularly to help the poor, aged, disabled (whether physically or mentally) or chronically sick individuals.

Trustees

The Articles of Association provide that Riverside Estuary Limited shall appoint no fewer than four nor more than six trustees.

The trustees at the date of this report are detailed on page 3.

Trustee recruitment

Trustee appointments are made in consultation with The Riverside Group Limited (TRGL). Trustee vacancies, when they arise, are promoted in an appropriate manner to seek a complimentary balance of skills and experience in relation to the current board.

The charity recognises that an effective board of trustees is essential if the charity is to be effective in achieving its objectives. Individual trustees should have sufficient knowledge, both of trusteeship in general and of the charity's activities, to enable them to carry out their role and to represent the charity at meetings and other events.

Trustee induction and training

Trustees are offered relevant training as part of their induction and continued development. They are encouraged to access training opportunities as appropriate and, as a minimum, to read the Charity Commission's guidance, 'The Essential Trustee'.

Remuneration

The trustees of Riverside Estuary Limited receive no remuneration for their work.

Report of the Trustees (continued)

Subsequent events

The trustees confirm that there have been no events since the financial period end which have had a material effect on the financial position of the company.

Public benefit statement

The trustees have conducted a comprehensive review of the stated objectives of the charity and are satisfied that all of these are capable of being delivered for the public benefit.

They have further reviewed all the activities of the charity tested against the charitable objectives of the charity, firstly to ensure that they fall within its charitable objectives and secondly to test each activity is being delivered in a manner which can be construed as being for the public benefit.

The trustees are satisfied that there are no activities conducted or promoted by the charity that are not open to all people falling within a defined class or category within the broad parameters or objectives of the charity and that each activity falls within the statutory definition of being for the public benefit.

Reserves

The value of reserves at 31 March 2021 stand at £2,926,402.

Reserves policy

Reserves are held for running costs to cover the life of the contract. Monitoring and review of the reserves policy by the trustee is to take place on an annual basis following recommendation by senior officers of The Riverside Group Limited.

Disclosure of information to auditor

The trustees who held office at the date of approval of this trustees' annual report confirm that, so far as they are each aware, there is no relevant audit information of which the charity's auditor is unaware; and each trustee has taken all the steps that he/ she ought to have taken as a trustee to make himself/ herself aware of any relevant audit information and to establish that the charity's auditor is aware of that information.

Statement of trustees' responsibilities in respect of the trustees' annual report and the financial statements

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

Company law requires the trustees to prepare financial statements for each financial year. Under that law they are required to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the trustees 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 charitable company and of the income and expenditure for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards and the Statement of Recommended Practice have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the charitable company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Report of the Trustees (continued)

The trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions and disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the charitable company and to prevent and detect fraud and other irregularities.

By order of the Trustees



SShanab (Jul 20, 2021 07:35 GMT+1)

Sara Shanab
Company Secretary

Jul 20, 2021

Report of the Independent Auditor

Independent auditor's report to the Trustees of Riverside Estuary Limited

Opinion

We have audited the financial statements of Riverside Estuary Limited ("the charitable company") for the year ended 31 March 2021 which comprise the statement of financial activities, the statement of financial position and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2021 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the charitable company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The trustees have prepared the financial statements on the going concern basis as they do not intend to liquidate the charitable company or to cease its operations, and as they have concluded that the charitable company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the trustees' conclusions, we considered the inherent risks to the charitable company's business model and analysed how those risks might affect the charitable company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the trustees' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the charitable company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the charitable company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of trustees, the Group audit committee, internal audit, Legal Director and Head of Legal as to the charitable company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board and Group audit committee minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

Report of the Independent Auditor (continued)

Independent auditor's report to the Trustees of Riverside Estuary Limited

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because revenue consists of inter-group revenue and therefore there are limited incentives for fraud.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by senior finance management, those posted by irregular posters and those posted to unusual accounts.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the trustees (as required by auditing standards) and discussed with the trustees the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the charitable company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related charities and companies legislation) and taxation legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the charitable company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements. We identified the following areas as those most likely to have such an effect: anti-bribery and certain aspects of charity and company legislation recognising the nature of the charitable company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the trustees and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Other information

The trustees are responsible for the other information, which comprises the Trustees' Annual Report. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

Report of the Independent Auditor (continued)

Independent auditor's report to the Trustees of Riverside Estuary Limited

- we have not identified material misstatements in the other information;
- in our opinion the information given in the Trustees' Annual Report, which constitutes the strategic report and the trustees' report for the financial year, is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- the charitable company has not kept adequate accounting records 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 trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Trustees' responsibilities

As explained more fully in their statement set out on page six, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the charitable company'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 they either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the charitable 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 charitable 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 charitable company and its members, as a body, for our audit work, for this report, or for the opinions we have formed.



Clare Partridge (Jul 20, 2021 16:25 GMT+1)

Clare Partridge (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

1 Sovereign Square

Sovereign Street

Leeds

LS1 4DA

Jul 20, 2021

Statement of Financial Activities

For the year ended 31 March 2021

	Note	2021 £'000	2020 £'000
Income resources			
Income resources from generated funds		1,994	1,823
Investment income		3,256	3,364
Total incoming resources		5,250	5,187
Resources expended			
Charitable activities		(1,903)	(1,767)
		(1,903)	(1,767)
Costs of generating funds			
Investment management costs	3	(3,036)	(3,102)
		(3,036)	(3,102)
Total resources expended		(4,939)	(4,869)
Net income / (expenditure) for the year		311	318
Restricted reserves brought forward		2,615	2,297
Restricted reserves as at 31 March 2021		2,926	2,615

The notes on pages 13 to 16 form part of these financial statements.

Statement of Financial Position

For the year ended 31 March 2021

	Note	2021 £'000	2020 £'000
Current assets			
Investments	4	1,651	3,171
Financial Assets	5	64,730	66,958
		66,381	70,129
Liabilities			
Creditors: amounts falling due within 1 year	6	(3,174)	(3,118)
Net current assets		63,207	67,011
Creditors: amounts falling due after 1 year	7	(60,281)	(64,396)
Net Assets		2,926	2,615
Capital and reserves			
Restricted income funds	8	2,926	2,615
		2,926	2,615

The notes on pages 13 to 16 form an integral part of these financial statements.

The financial statements on pages 11 to 16 were approved by the Board of Trustees on 8 July 2021 and signed on its behalf by



Ingrid Fife (Jul 20, 2021 15:06 GMT+1)

Ingrid Fife
Chair

Charity Number: 1152095
Company Number: 4025897

Jul 20, 2021

Notes to the Financial Statements

for the year ended 31 March 2021

1 Principal accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention and have been prepared in accordance with the provisions of FRS 102 and applied the exemptions available under FRS 102 1.12 (b) in respect of the requirement to prepare a cashflow statement and related notes.

The financial statements comply with the charity's Articles of Association as accounts have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019), Financial Reporting Standard applicable in UK and Republic of Ireland (FRS 102) and the Charities Act 2011 and has applied the exemptions available under the Charities SORP.

Basis of preparation

The charity's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business and Financial Review on page 4. The trustees have reviewed the performance of the charity during 2020/21 as set out in these accounts and, after taking account of possible changes that can reasonably be envisaged in trading performance, have considered the cash flow forecasts and future liquidity requirements of the charity.

As a consequence, the trustees believe that the company is well placed to manage its business risks successfully. The trustees have a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future.

The trustees, after reviewing the charity budgets for 2021/22 and the group's medium term financial position as detailed in the 30-year business plan including changes arising from the COVID-19 pandemic, is of the opinion that, taking account of severe but plausible downsides, the group and charity have adequate resources to continue in business for the foreseeable future. The trustees therefore continues to adopt the going concern basis in preparing the annual financial statements.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Due to the nature of the charity and its operations, the estimation of uncertainty included in the accounts is low.

Incoming resources

All incoming resources are recognised once the charity has entitlement to the resources, it is certain that the resources will be received and the monetary value of incoming resources can be measured with sufficient reliability.

A margin is applied to costs charged to the profit and loss account to calculate the turnover credited to profit and loss account. This margin is calculated as total income receivable less all service costs and operating costs payable over the concession period.

Resources expended

Liabilities are recognised as resources expended as soon as there is a legal or constructive obligation committing the charity to the expenditure. All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to that category.

Loan issue cost and interest payable

The cost of raising loans is amortised over the period of the loan.

The deferred cost is added to the liability and included within creditors: amounts falling due after more than one year, in accordance with FRS 102 paragraph 11.13.

Loan interest payable is charged to the statement of comprehensive income account at the relevant rates based on the carrying amount of the debt.

Notes to the Financial Statements (continued)

for the year ended 31 March 2021

Charged bank accounts

Charged bank accounts are readily disposable current asset investments, which can only be withdrawn by meeting certain withdrawal criteria.

Financial Assets

Costs incurred in construction have been accounted for under FRS 102 'Reporting the Substance of Transactions' and classified as charitable activities. Costs comprise direct payments to the contractor, attributable initial project costs and interest costs incurred over the construction period on borrowings to fund construction.

The financial assets are repaid over the concession period and revenue is apportioned between a deemed interest charge and turnover. This deemed interest charge is based upon the value of the financial debt outstanding and is included within interest receivable.

Governance and support costs

All staff related costs including governance and the allocation of overheads are absorbed by The Riverside Group Limited.

Related party transactions and trustees' remuneration

There were no payments made to trustees for emoluments or expenses throughout the year ended 31 March 2021.

Restricted funds

All funds received are dependent upon PFI contracts and are therefore restricted to the scheme.

Debtors and creditors

Debtors and creditors are measured at amortised cost based on timing of expected cash flows.

Taxation

Riverside Estuary Limited is considered to pass the tests set out in Paragraph 1 Schedule 6 of the Finance Act 2012 and therefore it meets the definition of a charitable trust for UK income tax purposes. Accordingly, the charity is potentially exempt from taxation in respect of income or capital gains received within categories covered by Part 10 of the Income Tax Act 2007 or Section 256 of the Taxation of Chargeable Gains Act 1992, to the extent that such income or gains are applied exclusively to charitable purposes.

2 Auditor remuneration

Auditor's remuneration comprises the audit fee. The audit fee of £4k (2020: £3k) was paid by the parent company, The Riverside Group Limited.

3 Investment management costs

	2021 £'000	2020 £'000
Payable on bank loans	2,377	2,468
Payable on other loans	659	634
	3,036	3,102

Notes to the Financial Statements (continued)

for the year ended 31 March 2021

4 Investments

	2021 £'000	2020 £'000
Charged bank accounts	1,651	3,171
	1,651	3,171

5 Financial Assets

	2021 £'000	2020 £'000
Financial Assets	64,730	66,958
	64,730	66,958

The financial assets relate to the PFI construction and amounts are measured at amortised cost and recoverable through service revenues over the remaining 21 years of the contract.

6 Creditors due within 1 year

	2021 £'000	2020 £'000
Amounts due to group undertakings	573	573
Accruals	71	31
Bank loans	2,530	2,514
	3,174	3,118

Notes to the Financial Statements (continued)

for the year ended 31 March 2021

7 Creditors due after more than 1 year

	2021 £'000	2020 £'000
Bank Loans	55,271	59,317
Other Loans	5,010	5,079
	60,281	64,396
Creditors due after more than one year fall due for repayment as follows		
Between two and five years	10,216	10,540
In five years or more	50,065	53,856
	60,281	64,396

8 Funds

Financial activities

	2021 £'000	2020 £'000
At 1 April 2020	2,615	2,297
Restricted income funds	5,250	5,187
Restricted resources expended	(4,939)	(4,869)
As at 31 March 2021	2,926	2,615

Riverside Estuary is a charitable company limited by shares and has £1 allotted and paid up share capital (2020: £1)

There is one fund which is to be used solely to fund the construction and management of the 316 Extra Care apartments in Hull.

9 Parent company and related party disclosures

The charity has taken exemption under section 28.4 Charities SORP (FRS102) from the requirement for disclosure of related party transactions on the grounds it is a wholly owned subsidiary of The Riverside Group Limited (incorporated in the UK). The consolidated financial statements of the Group are available to the public and may be obtained from the company's registered office at 2 Estuary Boulevard, Estuary Commerce Park, Liverpool L24 8RF.

The Riverside Group Limited is registered under the Co-operative Community Benefit Societies Act 2014 and is registered with the Homes and Communities Agency as a Private Registered Provider of Social Housing, registered number L4552.