

**Draft Minutes of the SGM of the Wimbledon Football Club Supporters' Society (the Dons Trust)
held on 5 June 2017 at the Cherry Red Records Stadium Kingsmeadow KT1 3PB**

Board Members present:

Matt Breach (Chair) (MB)

Mark Davis (MD)

Colin Dipple (CD)

Roger Evans (RE)

Jane Lonsdale (JL)

Tim Hillyer (TH)

In attendance

Erik Samuelson (ES)

Andrew Williams (AW) (New Stadium Project Manager)

Tom Brown (TB) and other members of DT secretariat.

Approximately 150-60 DT Members and recorded and filmed to members via Wehjam.

Apologies and Introduction

Chairman Matt Breach (MB) opened the meeting with apologies from Board Members David Grown, Sean McLaughlin, Nigel Higgs and Matt Spriegel.

1. Approval of minutes of previous Annual General Meeting

The minutes of the AGM held on 8 December 2016 had not been distributed prior to the SGM with 14 days for Trust members to review.

Question raised from Trust member as to why, in the minutes from the AGM held on 8 December 2016, this SGM meeting was not held in March 2017 as had been stated. MB clarified this was because of movement in timings around the stadium project as the DTB wanted to delay the meeting until they could tell members something useful.

MD clarified, in reference to the AGM minutes, which state that advance purchase of tickets will be necessary at the new stadium, that it will be possible to buy tickets on the day, but from a kiosk as opposed to the turnstiles.

Members voted in favour of approving the minutes from the AGM held on 6 December 2016.

2. Stadium update.

Provided by Andrew Williams.

a) Progress

On the **Section 106**, the overarching planning document that allows for the stadium to be built, is close to being completed.

On the **planning conditions** that sit under the S106, there are approximately 80 attached to the application and it has taken a while to work through them all but they are close to being finalised. All technical issues have been resolved, including ensuring that Galliard's activities will not constrain the delivery of the stadium. An example of a planning condition includes hours of opening (there is a restriction on when it is possible to open certain facilities).

On the **Development Agreement**, between Galliard and AFCW, they now have it in principle and need to write the legal document, which reflects those agreements.

Historic England had been asked, at a late stage in the planning process, to review whether the sporting history of the existing site needed listing and protecting. Subsequent to completing their report, a general election had been called and the government has been in Purdah and so haven't been able to make a decision on listing. There has been some work to lobby government to explain why the criteria by which they measure whether a site requires listing is not met by existing greyhound stadium.

All above processes are close to completion.

b) Design

AW showed overhead pictures of the stadium plans. He highlighted the event space, which would be able to hold 650 people on a match day and 500 for banqueting on a non-match day. In the West stand, there will be hospitality suites and boxes. He showed an image of West stand from the Northeast and explained that the configuration will be flexible and modular. He also provided a view of the East stand from the Southwest and the North stand where away fans will be located.

AW recognised the strong social culture at the club and explained that the design would provide for appropriately branded social space for fans within the south stand area. ES highlighted that the limit of AFCW ownership of the site extends to the boundary walls of the stadium and we are therefore unable to have a social area outside the stadium footprint.

c) Tender process

Originally, it was intended to develop the design throughout summer and go out to tender later in the year. However, the inclusion of wording in the S106 agreement, requiring the club to make a commitment to building the stadium, made it more important to test the budget with the market. The club therefore switched to a two-stage tender process and went to a selected group of three contractors and asked them to price what had been developed thus far. All tenderers were in line with the budget and we are currently talking to two of the tenderers. The third (and most expensive) tenderer was asked to stand down because the other two are very close in terms of price. They are continuing to evaluate the best option for the club.

Not included in the main contractor tendering process is FF&E (fixtures, fittings and equipment). This will give fans a chance to evaluate other funding routes identified and offer flexibility in the way these are procured.

d) Programme

- **By end June 2017:** legal documents to be completed.
- **July 2017 - March 2018:** Site clearance. Timescale depends on whether anything is found in the clearance process. A technical report had been done and indicates there should be nothing there that will cause a huge amount of delay.
- **April 2018 - March 2019:** Stadium construction. (Have allowed a 12-month period which we believe is an achievable timescale for what the contractor will have to build.)

- **April 2019 – June 2019:** Stadium fit out. (Confident an achievable date).
- **July 2019:** Test events.
- **Season 2019/20** – first league fixtures.

3. Funding update

Provided by ES.

a) Galliard

A significant proportion of the funding will be from Galliard. This has been agreed for a long time. GLA conditions state that the street in front of the stadium needs to be animated i.e. opening out to the public for use on non-match days with a café and childcare facility. Galliard are paying for most/all of the crèche because AFCW didn't need one. This will be in Northern end of stadium.

b) KM Sale

AFCW signed the deal with Chelsea months ago. There are, however, conditions which are needed to be met before Chelsea officially own KM. This includes the signing of the Section 106 and grant of planning permission. Chelsea will not officially own Kingsmeadow before AFCW own the land on which the new stadium is being built (scheduled for Feb/March 2018). At this point it will not be noticeable to fans that there is a difference, when the site is officially handed over to Chelsea, until the date AFCW move out in 2019. AFCW will receive the money from Chelsea when they officially own KM and the land is handed over to them.

c) Bank loan

AFCW have a letter of commitment from a financial institution, although it is not yet legally binding as the institution still need to do some due diligence work first. ES explained the loan is close to being agreed, subject to due diligence.

d) Crowdfunding

ES explained that AFCW will probably try to also raise money via crowdfunding. He explained he has meetings scheduled with two companies in the next few weeks. He doesn't believe going down this funding route is essential in order to build, or fit out, the stadium but it would provide the club with more options. For example, this money could be used for extra things such as finishing the West stand, putting in a standing terrace behind the goal, or investing in better banqueting facilities. ES will be getting quotes for some of those options before they are decided by the DTB.

4. Q&A on stadium

1. Has the bank loan been agreed at a certain rate of interest?

ES explained that there are 2-3 options for the bank loan: longer term versus shorter term; and bullet repayment (principal repayable in full, from the proceeds of refinancing, at maturity) versus mortgage-style repayment structure. The club's preferences are still to be discussed.

It is a bottom-up budget and the club has reached the figures by being fairly prudent with all calculations. Evidence from other clubs that have built a new stadium suggests that, on average, attendance at a new stadium is 50% above the previous stadium, if the club has not been promoted or relegated. This is an

average based on a club playing at a stadium that is not sold out on regular basis, unlike Kingsmeadow for which 11 of the games were sold out last season. Therefore we are hopeful that AFCW should be able to do better. No account is made of a potential spike in merchandise sales at the new stadium.

2. Is there a plan for what will do if the Historic England decision doesn't get passed?

ES explained that it is still possible to demolish a listed building but it would take a long time and this would mean they would have to reappraise the project. He explained that it is a big decision that they can't necessarily plan for it but explained he is fairly confident the decision will go through in favour of AFCW.

3. Will we provide a small pub/bar at one end for locals to use on non-match days?

AW explained that the difficulty is that for the new AFCW stadium, it is the smallest footprint per capacity he has ever worked on, in over 30 years. There is not a lot of space around the concourses. There will be concessions around the stands and there will be hospitality areas for non-match days, if the club choose to open it up. If it were to be a public facility customers will have to be happy that it won't be available for constant use as they would need to close when booked for commercial rentals.

4. How realistic is it that will be able to start playing in the new stadium for the 2019/20 season?

ES is confident that there is enough room in the schedule. There is the option to bring forward the fitting out to be done whilst finishing construction of the stadium. Overlapping the two would be a little more complicated and expensive but one of the tenderers had said they would be able to complete the stadium faster than the timetable.

5. Are we in contact with Network Rail that things are scheduled to be happening in 2019/20?

AW explained that all transport authorities have been alerted, and negotiated with, during the application process as they need to be satisfied that the supporting infrastructure is sufficiently robust. TFL will receive payments to upgrade bus services to reflect the needs of the stadium. Network Rail are satisfied that Earlsfield station can deal with the extra traffic. There are also four rail stations nearby and the stadium will be well-served by public transport. AW explained that the Plough Lane site is ideally located, close to 4-5 transport nodes.

6. Question from Webjam: How long do we anticipate having to wait for a response from Historic England?

This is in the hands of the Government, but ES' own expectation was that this would be resolved before long.

7. Will there be a big LED screen with the scoreboard within the stadium which also shows replays of goals and could this also provide a possibility of extra advertising revenue?

ES explained that this would be matter of fitting out costs and it wouldn't be cheap. There may be the option to have them sponsored but the club would need to look at the business case and establish whether it would provide an appropriate rate of return. ES explained that this would be a matter of priorities and we don't yet know what they are.

AW added that within the fitting out budget there is an amount allocated to technology (TVs and screens) and that within the structural design of the stadium there are two possible locations for screens.

8. Will FF&E be a two-part tender?

It will be a series of individual packages for each part of F&FE. The club anticipate it to be a straight tender, not two-part process.

9. If there is a change of Government will the club need to do a financial review?

ES said he can't imagine it would make a significant difference to the viability of the stadium.

10. Considering recent terrorist attacks, has there been a recent security review conducted for the new stadium?

ES explained that one of the good things about the new stadium is that it is not particularly visible from the road and therefore not easy to drive a vehicle in. The club has been getting regular updates from the Football League and Met police on safety and risk levels and responded to them regularly.

AW explained that they have had contact with the counter-terrorism support unit at the Met police who have reviewed the plans and are comfortable that it is reasonably secure. The stadium is constantly under review.

11. Does the risk of an expensive site clean-up, should problems be uncovered, lie with AFCW?

ES explained that AFCW will be taking over a site that will have been remediated down to the level from which we are building. However, we will incur a cost if things are found when drilling piles below that level. This is considered to be a low risk.

12. How many disabled places will there be in the new stadium and will this comply football league criteria?

AW explained that the stadium will have up to 112 disabled spaces with 122 spaces for support. The stadium must be regulation compliant.

[There was a pause in the meeting for a break.]

AW picked up questions asked in the break and explained the degree to which spectators will be close to the pitch has been preserved as he recognised the importance of it to fans. One of the challenges in doing this was ensuring the correct sight lines.

13. On funding, Galliard and the housing market – the housing market is currently relatively unstable, therefore in terms of the funding deal, if housing market and/or Galliard start to have difficulties, will it have a knock-on effect?

ES explained that Galliard are providing assurance that their funding contribution will be independently underwritten and so this will not get in the way of building the stadium.

14. Is the option of community shares being looked at?

When originally proposed, a community share issue by the DT was eligible for enterprise investment scheme tax relief – a tax efficient form of financing. This relief is not available any more due to a change in tax rules and so it is no longer worth pursuing.

15. Will supporters have the opportunity to input into the stadium – choosing caterers and a chance to consult on match day experience?

ES explained that the space in the new stadium will be limited but we would like fans to be consulted on how the stadium is dressed, as well as provided with good information including associated costs with certain decisions. This will be discussed further with the DTB.

16. How are seats being allocated to fans in the new stadium?

ES explained that existing and longer-term season holders should be given some priority, at least in terms of having information about what their view would look like from different parts of ground and/or take people into the new ground so they can get first pick of their preferred area. He said that he is not sure how easy these options will be to implement but hopes there is something the club are able to do for fans.

AW explained that the technology now exists that when choosing your seat, you can see the view that you will have from it. It is a question for club to decide whether it is worth investing in that technology or putting that capital into another investment.

17. Will the pitch at the new stadium be bigger than KM?

The pitch is UEFA compliant.

18. What is the latest news on the freehold?

The council are leaning towards the freehold passing to AFCW (which is the club's preference too) but it has not yet been decided.

19. Will Galliard homes be building flats whilst playing?

Galliard will not have finished building all the 600 units in time for the beginning of the 2019/20 season.

20. What are the sight lines around ground? Will they be clear or will there be pillars restricting views?

The floodlights will be fitted behind the terracing. On one of the early images it appeared that there would be posts in front of temporary stands, but this was an old design. Everyone will get a very good view of the pitch.

21. Is the current ground owned by AFCW Ltd? Who owns ground now? Who will own the new ground?

ES explained that the current club sits within AFC Wimbledon Limited, which is owned by AFCW PLC, which in turn is majority owned and controlled by the Dons Trust. The stadium sits within AFCW Stadium Limited, which is also owned by AFCW PLC. That structure had been a matter of advice from lawyers at the time of the original share issue by AFCW PLC to purchase Kingsmeadow and meant that, in the event the club went under, ownership of the stadium would (at least in theory) be protected. The only business AFCW does is to license the stadium to AFCW. It would probably be simplest to put the new stadium in a brand-new subsidiary of AFCW PLC, and a company had already been established in anticipation of that (named In the Wider Interests of Football Ltd).

22. If we are planning on selling more shares, how will this work with existing shareholders?

ES explained that if the club were to do this then it would be on the same basis as before, with the Dons Trust owning at least 70% of shares and remaining in almost complete control of club.

23. The temporary seating shown in the slides doesn't look under cover?

AW confirmed that they are under cover and that the drip line is ahead of the crowd.

24. On safe standing, is it an economic decision as whether they do that or not?

ES explained that this is a decision which should be taken with great circumspection and shouldn't be made on economic grounds alone.

He explained that the issue is that there is a £750k grant that it is possible to transfer from Kingsmeadow to the new stadium but only if the new stadium is an all seater stadium. The club would like to be able to be able to transfer the grant whether the new stadium is all seater or not.

AW explained that temporary seating is currently included in the fitting out elements, so the club will be able to revisit that decision at a later date.

25. Would the option off raising further funds with raffle ticket sales be an option?

ES explained that the club could do this but there is a licensing complication and they have to be satisfied enough people will sell tickets. He said that the club will need to look into the scale of what they can do but it is not one of the top priorities for what the club would ask fans to do in terms of raising further funds.

26. Is the club liable to capital gain on disposal of KM and would this roll over into the new stadium?

ES confirmed that any capital gain realised upon the sale of the stadium is liable to tax. However, so long as the proceeds of the sale are reinvested in similar assets (i.e. the new stadium) then "rollover relief" will apply -i.e. any tax will only be payable when selling the new stadium. The club has taken tax advice from auditors and are aware that as long as the money is spent within the next three years then it will be fine.

27. It was reported in the Evening Standard that AFCW had given £1m as a goodwill payment to Kingstonian?

ES explained that Kingstonian were legally entitled to play at KM for nothing for a defined period. A sum has been paid to buy out that right, in accordance with the licence agreement. A further donation is being paid to them. This is a substantial sum, the amount of which is not being made public so as not to compromise K's negotiating position in seeking a new ground. This decision was bought to members as part of the 2015 vote on the Restricted Action to sell Kingsmeadow. This arrangement gives Kingstonian the best chance they would have to have own their own ground. An escrow account is being opened where the money will sit until it is spent on agreed items of expenditure (towards a new ground for the club).

28. A question was raised about parking at the new stadium.

ES explained that there will be very few parking spaces available at the new stadium; there will be approximately 20 available in first stage of stadium development. When the 20,000 seater stadium is completed then there will be approximately 70 spaces, if there is no outside broadcast unit on site.

ES explained that Galliard employed a traffic consultant to survey the local streets and they found that enough spaces are available. He added that it is likely that the club will have to carry out further surveys on the level of parking available on match days once the stadium has been in operation. There may be the possibility of local schools making some money by providing parking facilities on match days.

29. With regards to parking, it has been stated that anyone capable of using public transport should do so. There will be fans that are unable to walk and who will not be accommodated for with the parking available on site.

ES explained that parking at the new stadium was always going to be a challenge and the club will allocate the spaces available the best they can. It will not be possible, to accommodate all disabled people with parking on site but it will be possible for severely disabled people to be dropped off outside the entrance to ground.

AW added that the club have a legal obligation to provide a certain number of disabled spaces within the ground. There will be a drop off bay available for disabled people from which they can be stewarded into the stadium.

30. Is the cost of the pitch separate to the Galliard funding?

ES explained that the type of pitch to be built will depend on the funds raised and how much priority is given to making the pitch the very best. This is a decision that the club will make nearer the time and doesn't need to be decided now.

31. What are the plans for when Franchise visit? Has where the coach goes been taken into account with the North stand being the away stand?

AW explained that access for away fans to the stadium will be by a small road to north stand and this is the only way can get to stand. Franchise fans will be bussed in and dropped off at top of road, they will then be walked in to stadium and walked back to coaches afterwards.

32. Will there be a dedicated Dons Trust office in the new stadium?

ES explained this has not yet been decided as the design hasn't gone into that level of detail. There will be space somewhere potentially but it will have to be somewhere useful.

33. Will there be a trophy room?

ES explained that this has not yet been decided. It will be open for discussion with fans as to whether they have a dedicated trophy room or one or more trophies visible from around the stadium and on public display.

34. Are there sponsors for the naming of stadium? Is this a potential way to raise money?

ES explained that it would be better if the club finds funds from other sources so as to be able to apply the revenues from naming rights to the annual playing budget.

35. How sensitive are the plans to the club's position in the league in a few years?

ES explained that an operating budget has been prepared for a scenario under which the club is relegated, and taking into account an assumed decrease in crowds and built in reduction clauses into players' pay. This shows such a scenario to be financially sustainable. TV and broadcast money that comes into the League is split 80% for Championship, 12% for League One and 8% for League 2. ES explained that he is confident in the budget even if the club should be relegated.

AW explained that one of the advantages of using relocatable seating is that the stadium will be modular and so there will be the flexibility to expand and contract the new stadium according to the club's success.

36. How much pressure have the delays that have been outlined already put on the ability of the club to have a competitive budget for next season?

ES explained that it has put quite a lot of pressure on the club budget. There is money that needs to be spent before the new stadium opening. Turnover in the new stadium will probably double, as catering and banqueting facilities will be entirely new, but this also needs to be recruited for, marketed and managed, requiring money to be spent upfront, putting a drain on the budget. There is also money being spent on the new Community Relationship Management system and the club had also had to expand office staff for entering League 1, therefore there is pressure on the club's budget in the coming year. ES explained that he thinks that the club should be fine but the plans are to ratchet up We are Wimbledon fund again.

MB - Opened out to questions on any other subject

37. Has the club considered having necessary cabling installed for TV companies?

AW explained that clubs normally provide cable routes for TV companies and TV companies come with their cables and take them away at end of a match. However most companies now leave their cables at the stadium if they appear on TV on a regular basis. AFCW will provide the TV companies with the required routing.

38. Can the event space in the new stadium be taken up to another floor? Could a statue be put on the roof?

AW explained that they are only building half of it in phase one but this would still be big enough for a 500 seat banqueting facility. The roof is not designed for putting anything on top because it would be too expensive.

39. Is there an update on the rumours around the younger players, Joe Bursick and Toyosi Olusanya?

As an U21 England player. There has been a lot of interest in Joe Bursick and the club have had a number of approaches but no deal has been signed yet. There was recently a tribunal for Will Mannion to go to Hull and the club received £100k for his transfer. The club expects to get more for Bursick who, unlike Mannion, is under contract.

Toyosi Olusanya has been released from the club.

40. Will the banqueting facility be ready for June 2019 as the All England Club are always looking for facilities?

ES explained that the banqueting facility ought to be finished before the pitch is ready, however it is uncertain as to whether access will be ready. When it is available, which should be before June, then the club will approach anybody they think might be interested and let out the space. He added that there is currently no facility of similar size and scale available in the Merton area.

There being no further business, MB thanked members for attending and brought the meeting to a close.

The meeting closed at 21:36