

Transfer of the On Site Open Space

52. Prior to Occupation of any Dwellings the Owner shall offer in writing to the Town Council to transfer the On Site Open Space Areas to the Town Council at nil consideration together with payment of the On Site Open Space Area Commuted Sum and such offer shall include a scaled plan suitable for Land Registry purposes that delineates the extend of the On Site Open Space Areas that are the subject of the offer ("**the Open Space Offer**").
53. The Owner shall provide not later than 2 (two) Working Days after service or deemed service (which date shall be calculated as excluding the date of service or deemed service) of the Open Space Offer on the Town Council the Borough Council with a full copy of the written Open Space Offer and confirmation of the date of service (or deemed service) of the Open Space Offer on the Town Council .
54. Not to Occupy any of the Dwellings until such time as the first of the following has occurred:
 - 54.1 The Town Council shall have accepted the Open Space Offer in writing; or
 - 54.2 The Town Council shall have rejected the Open Space Offer in writing; or

- 54.3 A period of not less than 40 Working Days has elapsed from the date of service (or deemed service) of the Open Space Offer on the Town Council (such period shall be calculated as excluding the date of service or deemed service) and the Town Council has not responded to the Open Space Offer it shall be deemed that the Town Council has rejected the Open Space Offer PROVIDED THAT where the Town Council respond within the said 40 Working Days but seek further clarification of the terms of the Open Space Offer then the 40 Working Day period shall not commence until the date after which the Owner has supplied the relevant information to clarify or respond to the Town Council.
55. In the event the Town Council accept the Open Space Offer then the provisions of paragraphs 57 to 62 and 69 and 70 of this Schedule shall apply.
56. In the event the Town Council rejects or is deemed to have rejected the Open Space Offer then the provisions of paragraphs 63 to 68 and 69 and 70 of this Schedule shall apply.

Transfer of the On Site Open Space to the Town Council

57. Prior to Occupation of 50% of the Dwellings the Owner shall prepare and submit to the Town Council for approval a draft Land Transfer in respect of the On Site Open Space Areas and when submitting the draft Land Transfer to the Town Council the Owners shall also provide to the Borough Council a copy of the correspondence with the Town Council providing the draft Land Transfer.
58. Not to Occupy more than 50% of the Dwellings until such time as the Owner has prepared and submitted to the Town Council for approval a draft Land Transfer in respect of the On Site Open Space Areas and have provided to the Borough Council a copy of the correspondence with the Town Council providing the draft Land Transfer.
59. Prior to Occupation of 70% of the Dwellings the Owner (acting reasonably) shall agree the terms of the Land Transfer with the Town Council in respect of

the On Site Open Space Areas and shall enter into and complete the Land Transfer in respect of the entirety of the On Site Open Space Areas within the Development and shall have provided to the Borough Council a copy certified by a qualified solicitor of the completed Land Transfer with the Town Council in respect of the entirety of the On Site Open Space Areas PROVIDED THAT any such transfer shall not take place until the Completion Certificate has been issued in relation to the On Site Open Space Areas.

60. Upon completion of the Land Transfer the Owner shall pay the On Site Open Space Area Commuted Sum to the Town Council and evidence of such payment shall be provided in writing to the Borough Council
61. Not to Occupy more than 70% of the Dwellings until the entirety of the On Site Open Space Areas within the Development has been transferred to the Town Council and the On Site Open Space Area Commuted Sum has been paid to the Town Council and there has been provided to the Borough Council a copy certified by a qualified solicitor of the completed Land Transfer with the Town Council in respect of the entirety of the On Site Open Space Areas and evidence of payment of the On Site Open Space Area Commuted Sum.
62. Not more than 70% of the Dwellings shall be Occupied or permitted to be Occupied (unless otherwise approved in writing by the Borough Council in its absolute discretion) until:
 - 62.1 the On Site Open Space Areas have been laid out and made available for use in accordance with the On Site Green Infrastructure Plan and approved On Site Open Space Scheme; and
 - 62.2 a Completion Certificate has been issued by the Borough Council in relation the On Site Open Space Areas;

Transfer of the On Site Open Space- Residents Management Company

63. The Owner shall transfer the On Site Open Space Areas to a Residents Management Company PROVIDED THAT prior to first occupation of any Dwelling the following shall have first been complied with:
- 63.1 the On Site Open Space Areas shall be transferred at nil consideration to the Residents Management Company subject to all rights of way and rights reasonably required for the use of the On Site Open Space Areas and subject to the reservation of all rights of access and rights of way and passage of services and rights of entry reasonably necessary for the purpose of the Development and a covenant on behalf of the relevant Management Company to retain and maintain the On Site Open Space Areas transferred in perpetuity;
- 63.2 the Owner shall pay the On Site Open Space Area Commuted Sum to the Residents Management Company by way of endowment towards the future maintenance of the On site Open Space Areas;
- 63.3 evidence has been provided to and approved by the Borough Council that a service charge payment mechanism is in place or identifying the mechanism to be imposed in future transfers of freehold interests and leases to ensure to Residents Management Company can levy and recover a financial contribution from all owners and occupiers of Dwellings towards the management and maintenance of the On Site Open Space Areas together with the operation and running of the Residents Management Company; and
- 63.4 the RMC Business Plan has been submitted to and approved in writing by the Borough Council; and
- 63.5 the Owner shall agree with the Borough Council the articles of association for the Residents Management Company prior to the formation and registration of the company;

- 63.6 prior to formation and registration of the Residents Management Company submission of and approval in writing by the Borough Council of the full details of the Residents Management Company's proposed corporate structure and governance including its memorandum and articles of association so that any profits are retained and applied to the maintenance of the On Site Open Space Areas PROVIDED ALWAYS THAT such structure shall not be a company limited by guarantee (unless otherwise approved by the Borough Council at its absolute discretion) and residents will become members of the Residents Management Company AND PROVIDED FURTHER THAT the structure shall ensure that:
- 63.6.1 residents of the Development shall be entitled to serve as Directors of the Residents Management Company; and
- 63.6.2 at least one employee or Councillor of the Borough Council shall at all times serve as Director(s) of the Residents Management Company unless the Borough Council at any time state otherwise in writing; and
- 63.6.3 at least one Town Council Councillor (only to the extent that any Town Councillor desires) shall be entitled to serve as Directors of the Residents Management Company; and
- 63.7 the Residents Management Company has been established and is operational.
64. No occupation of any Dwelling shall be permitted to occur until such time as the Owner has discharged the requirements of paragraphs 63.1 to 63.6 inclusive above and the Residents Management Company has been established and is operational.
65. The Owner shall comply at all times with all of the details submitted and approved pursuant to paragraphs 63.3 to 63.6 inclusive above in establishing the Residents Management Company and thereafter in the operation and

function of the Residents Management Company PROVIDED THAT the Owner may at any time before the Residents Management Company is established and operational including having all its Directors appointed seek the Borough Council's approval to vary the approved RMC Business Plan PROVIDED FURTHER THAT once the Residents Management Company is established and operational including having all its Directors appointed the RMC Business Plan may be varied without requiring the Borough Council's approval so long as the Borough Council shall have a representation as a Director(s) of the Residents Management Company and such variations have been proposed, discussed and voted on when the Borough Council's Director(s) have been present (save unless otherwise agreed in writing by the Borough Council).

66. Not to Occupy more than 70% of the Dwellings until the entirety of the On Site Open Space Areas within the Development has been transferred to the Residents Management Company and the On Site Open Space Area Commuted Sum has been paid to the Residents Management Company and there has been provided to the Borough Council a copy certified by a qualified solicitor of the completed Land Transfer with the Residents Management Company in respect of the entirety of the On Site Open Space Areas and evidence of payment of the On Site Open Space Area Commuted Sum.
67. Not more than 70% of the Dwellings shall be Occupied or permitted to be Occupied (unless otherwise approved in writing by the Borough Council in its absolute discretion) until:
 - 67.1.1 the On Site Open Space Areas have been laid out and made available for use in accordance with the On Site Green Infrastructure Plan and approved On Site Open Space Scheme; and
 - 67.1.2 a Completion Certificate has been issued by the Borough Council in relation the On Site Open Space Areas;

68. Where the On Site Open Space Area(s) are transferred to the Residents Management Company then:
- 68.1 the Owner shall ensure that a copy of the Stewardship Pack is provided on or before completion of the transfer or lease of any Dwelling to the first purchaser or tenant/occupier of the relevant or in the case of an Affordable Housing Dwelling provided to the relevant Qualifying Developing Body.
- 68.2 on request by any subsequent purchaser or tenant/occupier of a Dwelling or in the case of an Affordable Housing Unit the relevant Qualifying Developing Body, the Owner shall ensure that a copy of the Stewardship Pack is provided in response to the request as soon as reasonably practicable

Provided that the obligations in this paragraph 68 may be discharged by the Residents Management Company in lieu of the Owner once the Residents Management Company has been established and is operational and that the Residents Management Company shall not be obliged to provide more than one pack to any purchaser or tenant/occupier or registered provider in relation to any Dwelling.

Maintenance of the On Site Open Space

69. The Owner shall:
- 69.1 maintain the On Site Open Space Areas in accordance with the approved On Site Open Space Scheme until such time as it is either
- 69.1.1 transferred to Town Council pursuant to the terms of this Deed or
- 69.1.2 transferred to the Residents Management Company
- at which point the Town Council or Residents Management Company (as applicable)_shall as successor in title to the Owner take over the responsibilities of the Owner in this paragraph 0 to maintain the On Site

Open Space and any such transfer shall not take place until both the Completion Certificate has been issued in relation to the On Site Open Space.

- 70. From the date the Completion Certificate is issued to allow use and access of the On Site Open Space Area(s) for the general public PROVIDED THAT use and access may be restricted in the following circumstances:
 - 70.1 In the event of emergency such that access and use by the general public should be prevented for reason of health and safety;
 - 70.2 In the event any works needing to be undertaken which would necessitate as a direct result of the said works access and use by the general public being prevented provided that if such closure is to last longer than 7 Working Days in order to ensure effective completion of the works then the Owner shall first obtain the Borough Council's prior written approval to the closure..
- 71. **Healthcare Contribution**
 - 71.1 To pay the Healthcare Contribution prior to the Occupation of the first Dwelling
 - 71.2 Not to Occupy the first Dwelling until the Healthcare Contribution has been paid to the Borough Council;

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70. From the date the Completion Certificate is issued to allow use and access of the On Site Open Space Area(s) for the general public PROVIDED THAT use and access may be restricted in the following circumstances:

70.1 In the event of emergency such that access and use by the general public should be prevented for reason of health and safety;

70.2 In the event any works needing to be undertaken which would necessitate as a direct result of the said works access and use by the general public being prevented provided that if such closure is to last longer than 7 Working Days in order to ensure effective completion of the works then the Owner shall first obtain the Borough Council's prior written approval to the closure..

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