

THE SOUTH TEES DEVELOPMENT CORPORATION
(LAND AT THE FORMER REDCAR STEELWORKS, REDCAR)
COMPULSORY PURCHASE ORDER 2019

Second Witness Statement of Simon Melhuish-Hancock

Appendix 10: **Chronology of discussions between the Thai
Banks and the Development Corporation**

CORRECTED CHRONOLOGY OF CORRESPONDENCE BETWEEN THE THAI BANKS AND THE DEVELOPMENT CORPORATION.

Below is an amended copy of Appendix 1 to the evidence of Mr Mike King on behalf of the Development Corporation. I have corrected a number of instances in that chronology where correspondence is either mischaracterised (printed in *italics* below) or omitted entirely (printed in **bold** below).

Date	Description
29 Mar 2017	meeting with J Bretherton (STSC) and Thai Banks in Bangkok. Consisted of three meetings in total. Discussing general approach to the way forward and the dynamic with the OR (Official Receiver). Thai Banks expressed concern repeatedly regarding the OR's "fire sale" approach. No financial offer was asked for or made. STSC (formally STSC prior to the creation of STDC) stressed the long term nature of their proposals. The banks understood this, STSC advised that it was 20+ years.
6 Apr 2017	email from STSC to Clifford Chance (Thai Banks lawyers) explaining that DLA Piper (STSC lawyers) will be in touch.
7 Apr 2017	letter from STSC to Thai Banks setting out way forward after meeting in Bangkok.
11 Apr 2017	email from Thai Banks to STSC agreeing to way forward.
11 Apr 2017	email from STSC to Thai Banks discussing a proposed visit.
18 Apr 2017	email from Clifford Chance (Thai Banks lawyers) to STSC asking if free for a call. STSC agreed and responded.
19 Apr 2017	chase email from STSC to Clifford Chance re arranging a call. Clifford Chance responded re arrangement for next meeting and that they will send through a list of questions.
2 May 2017	email from STSC to Clifford Chance, chasing for the list of questions and re arrangements for a meeting.
2 May 2017	email from Clifford Chance to STSC enclosing list of questions.
2 May 2017	email from STSC to Clifford Chance thanking and responding.
5 May 2017	email from STSC to Clifford Chance re visit and responding to questions.
11 May 2017	email from STSC to Clifford Chance re whether OR should join for next meeting.
29 May 2017	email from Clifford Chance to STSC enclosing comments on the draft Non-Disclosure Agreement (NDA).
31 May 2017	email from Clifford Chance to STSC asking when can expect final draft of the NDA.
31 May 2017	email from STSC to Clifford Chance explaining NDA with legal team.
2 Jun 2017	email from STSC to Clifford Chance enclosing revised draft NDA.

12 Jun 2017	email from STSC to Clifford Chance chasing re NDA.
15 Jun 2017	email from Clifford Chance to STSC enclosing revised NDA with comments.
15 Jun 2017	email from STSC to Clifford Chance re comments to NDA.
19 Jun 2017	email from STSC to Clifford Chance chasing re comments to NDA. Also chasing for draft Memorandum of Understanding as agreed when met. Response on same date received from Clifford Chance explaining they will be in touch. STSC also responded on same date.
7 Jul 2017	email from STSC to Clifford Chance keeping the Thai Banks informed about an interview the Mayor has recently done.
21 Aug 2017	telecom with Thai Banks and STDC (STDC now formed), on-going discussions.
12 Sep 2017	email from STDC to Clifford Chance explaining Gowlings (STDC lawyers) appointed re SSI.
14 Sep 2017	telecom update call with Thai Banks and STDC.
31 Oct 2017	email from STDC to Clifford Chance forwarding extract on the CPO from the STDC board meeting.
31 Oct 2017	email from Clifford Chance to STDC asking whether STDC wish to exercise CPO rights over their assets.
31 Oct 2017	email from STDC to Clifford Chance explaining they are committed to completing the deal as discussed. Explained the CPO is a last resort but forewarning them out of courtesy.
10 Nov 2017	email from STDC to Clifford Chance explaining would like to visit the banks in January.
14 Nov 2017	email from STDC to Clifford Chance asking for the banks questions.
17 Nov 2017	telecom call with Thai Banks and STDC.
20 Nov 2017	email to Clifford Chance from STDC enclosing a draft letter to the Bank of Thailand.
21 Nov 2017	further update call with Thai Banks and STDC.
1 Dec 2017	emails between STDC and Clifford Chance regarding a buyout offer.
15 Dec 2017	email from STDC to Thai Banks lawyers requesting a call. Response received explaining will catch up in the New Year.
1 Feb 2018	emails and calls between STDC and Thai Banks re a buyout.
14 Mar 2018	email from STDC to Thai Banks lawyers asking for clarification as to what the Thai Banks want, buy out or long term relationship. STDC explain they are ready to discuss a buyout.
3 Apr 2018	email from STDC to Thai Banks lawyers confirming positive meeting had with Dr Vichit and Mr Chutima (Thai Banks representatives). Explained val reports ready to share but require a hold harmless letter before issuing. Email from lawyers thanking STDC.

9 Apr 2018	email from STDC to Mr Chutima (Thai Banks representative). Explained val reports will be shared shortly. Further correspondence re hold harmless letter.
10 Apr 2018	email from STDC to Thai Banks lawyers requesting a telecom. Response received arranging call.
19 Apr 2018	email from STDC to Thai Banks lawyers explaining planning to meet w/c 21 May but awaiting the hold harmless letter.
19 Apr 2018	email from Thai Banks lawyers to STDC asking for the val reports.
23 Apr 2018	email from STDC to Thai Banks lawyers explaining GVA report (now Avison Young) will be with them shortly, enclosing GVA terms of appointment.
25 Apr 2018	email from STDC to Thai Banks lawyers explaining draft offer letter will be with them in the morning, had confirmation of funds and lawyers ready to document the agreement.
26 Apr 2018	email from STDC to Thai Banks lawyers enclosing draft offer letter. Offer made in letter and in that enclosed GVA report and withdrew previous subject to contract offer discussed last year.
27 Apr 2018	email from Thai Banks lawyers with some changes to the draft offer letter and comments. Response acknowledging these from STDC.
27 Apr 2018	email from STDC to Thai Banks asking for the GVA letter of instruction to be returned. Explain that offer letter ready along with GVA report.
30 Apr 2018	response from Thai Banks to STDC explaining he is away and will forward to colleague.
1 May 2018	email from STDC to Thai Banks lawyers, explaining that they are holding w/c 21 May 2018 free to come to Bangkok but are concerned about the lack of response. Thai Banks lawyers confirmed there are no issues.
7 May 2018	chase email to Thai Banks from STDC asking for the GVA letter of appointment to be returned again. Explained will issue the offer letter anyway to give sufficient time before the planned meeting in Bangkok later in May 2018. GVA val report will be included on a non-reliance basis.
8 May 2018	STDC offer to the Thai Banks for their interest subject to contract, enclosing GVA report.
9 May 2018	email from Thai Banks lawyers to STDC regarding meeting.
15 May 2018	Email from STDC to Thai Banks discussing arrangements for the meetings w/c 21 May 2018.
18 May 2018	Telecom with STDC and Thai Banks - summary terms for deal.
20 May 2018	email from STDC to Thai Banks lawyers making arrangements for a meeting while in Bangkok.
21 May 2018	email from STDC to Thai Banks making arrangements for a meeting in Bangkok. Response received.
23 May 2018	2 days of meetings at British Embassy in Bangkok to discuss offer.

24 May 2018	Various emails regarding drafted letter of intent. Thai Banks signed a letter of intent on same date. Agreed they will work in good faith to conclude contracts by the end of October. Next step, banks will commission an independent review of STDC's valuation.
29 May 2018	email from Thai Banks lawyers to STDC asking for contact detail at Savills so they can appoint a surveyor to review the GVA valuation.
29 May 2018	email from STDC to Thai Banks lawyers explaining Savills have a conflict.
30 May 2018	Email from Thai Banks to STDC asking for name of an appraiser to perform an appraisal. Response from STDC recommending valuers.
31 May 2018	letter from STDC to the Thai Banks providing an update on the CPO and that STDC has resolved to make one or more orders. Reiterates offer made on 8 May 2018.
19 Jun 2018	email from STDC to Thai Banks lawyers asking for an update on where the banks are with a valuation review.
19 Jun 2018	email from Thai Banks lawyers to STDC asking to speak but that they are on track.
20 Jun 2018	STDC tried to call Thai Banks lawyers, email to them trying to set up a call.
20 Jun 2018	email from Thai Banks lawyers to STDC explaining they are in the process of selecting an appraiser this week.
22 Jun 2018	telecom with Thai Banks and STDC.
3 Jul 2018	email from STDC to Thai Banks lawyers explain concerned about lack of progress as banks agreed to proceed five weeks ago. Asked for an update regarding the valuation review. Response said will update at the end of the week.
11 Jul 2018	email from STDC to Thai Banks lawyers re progress with valuation review.
8 Aug 2018	email from Thai Banks lawyers to STDC explaining that surveyors Duff & Phelps have now been instructed to carry out a valuation review.
17 Aug 2018	email from Thai Banks to STDC providing an update and requesting a meeting. Response on same date from STDC to Thai Banks agreeing to a meeting.
20 Aug 2018	emails between Thai Banks and STDC re arrangements for a meeting.
23 Aug 2018	meeting between the Thai Banks and STDC.
3 Sep 2018	email from STDC to Thai Banks, asking for outcome of Duff & Phelps appraisal. Response received explaining still not got the reports.
16 Oct 2018	email from Mishcon de Reya to Addleshaw Goddard requesting valuation information underpinning STDC offer
22 Oct 2018	email from Mishcon de Reya to Addleshaw Goddard seeking timing for provision of valuation information
7 Jan 2019	meeting held at Mishcon de Reya (the Thai Banks's lawyers) between STDC, Duff & Phelps and Mishcon de Reya

<i>15 Feb 2019</i>	<i>letter from Mishcon de Reya to Addleshaws summarising outstanding requests for information since January 2019 and deferring meeting pending provision of underlying information.</i>
<i>21 Feb 2019</i>	<i>(w/c) SSI valuation visit.</i>
22 Feb 2019	email from Mishcon de Reya to Addleshaw Goddard seeking to confirm alternative meeting arrangements for 29 March 2019.
25 Feb 2019	email from Mishcon de Reya to Addleshaw Goddard chasing for response to 15 February 2019 letter
8 Mar 2019	email from Addleshaw Goddard to Mishcon de Reya expressing frustration of STDC at the Thai Banks delay in accepting STDC's combined offer for land and RBT shares
12 Mar 2019	letter from Mishcon de Reya to Addleshaw Goddard setting out detailed critique of STDC valuation basis and indicating that meaning valuation discussions would not be possible on 29 March in the absence of further valuation work by STDC.
<i>29 Mar 2019</i>	<i>meeting at Mishcon de Reya (Thai Banks lawyers) with STDC, cut short by STDC.</i>
<i>4 Apr 2019</i>	<i>letter from Addleshaws to Mishcon de Reya following the meeting, explaining the "significant frustration on the part of STDC that despite carrying out their valuation process in January 2019, the Banks have not provided a substantive response to the offers made by STDC."</i>
9 Apr 2019	Letter from Mishcon de Reya to Addleshaw Goddard indicating that the Thai Banks remain ready willing and able to negotiate on the basis of proper CPO compensation valuation analysis.
<i>3 May 2019</i>	<i>letter from Addleshaws to Mishcon de Reya expressing further frustration at the absence of a counter-offer and involvement of SSI and noting that STDC was "unwilling to participate in a discussion where no counter valuation has been produced".</i>
4 May 2019	email from Mishcon de Reya to Addleshaw Goddard seeking clarification whether STDC now wishes to discussion CPO compensation in the absence of acquisition of shares in RBT Ltd
7 May 2019	phone call from Addleshaw Goddard to Mishcon de Reya indicating that STDC would like to begin negotiations for land-only acquisition on CPO compensation terms.
<i>1 Aug 2019</i>	<i>telecom between Gowlings (now STDC's lawyers re this claim) and Mishcon de Reya. Mishcon requested Avison Young's (previously named GVA) valuation prior to a meeting on 24 September 2019 however indicated there may be an opportunity to meet prior to this date. Mishcon de Reya keen to move to meetings between valuers. Possible Lands Tribunal contract discussed.</i>
<i>16 Aug 2019</i>	<i>letter from Gowlings/Avison Young to Mishcon de Reya. Letter included STDC's first formal offer to acquire land and property interests owned by</i>

SSI (in Liquidation) that was not also conditional on transfer of shares in RTB Ltd to STDC.

- 22 Aug 2019 letter from Mishcon de Reya to Gowlings requesting information to consider the offer and a fee undertaking.
- 28 Aug 2019 letter from Gowlings to Mishcon de Reya explaining considering information requested and pushing for valuers to meet. Also re fee undertaking.
- 20 Sep 2019 *letter from Gowlings to Mishcon de Reya refusing to provide most of the information requested but suggesting we move matters forward by valuers meeting.*
- 20 Sep 2019 email from Mishcon de Reya to Gowlings acknowledging receipt of letter.
- 25 Sep 2019 email from Avison Young to DWD (Thai Banks surveyors) proposing a meeting between valuers.
- 3 Oct 2019 telecom to DWD from Avison Young chasing and from Gowlings to Mishcon de Reya chasing. DWD confirmed they do not have instructions to liaise with Avison Young.
- 3 Oct 2019 *letter from Mishcon de Reya to Gowlings. Responding to STDC's refusal to provide the documents requested in order to consider the valuation. Chasing re fee undertaking still not provided. Also requesting a site visit on 16 October 2019.*
- 4 Oct 2019 *letter from Gowlings to Mishcon de Reya providing some of the documents requested, repeating request for a meeting of valuers but without providing an undertaking. Explaining the August letter was not the first offer and the Thai Bank's valuer should have formed a view on valuation, STDC need to understand why, if the offer is not acceptable. Undertaking refused as "We are not yet in the realms of working towards a settlement".*
- 7 Oct 2019 *letter from Mishcon de Reya to Gowlings repeating willingness to negotiate subject to an undertaking for the costs of doing so.*
- 16 Oct 2019 *email from Gowlings to Mishcon de Reya enclosing a response letter to their letter of 3 October 2019. Agreed to a fee undertaking if and only if a settlement is reached.*
- 18 Oct 2019 letter from Mishcon de Reya to Gowlings responding to the terms of the fee undertaking, explaining DWD available to meet.
- 25 Oct 2019 email from Gowlings to Mishcon de Reya explaining client away and will respond to 18 October 2019 letter when client returns.
- 25 Oct 2019 *letter from Mishcon de Reya to Gowlings confirming meeting on 15 November 2019 subject to an acceptable form of undertaking being provided and attaching a schedule of information previously requested but not yet provided.*
- 1 Nov 2019 emails between DWD and Avison Young/STDC arranging meeting in accordance with the 18 October 2019 letter.

5 Nov 2019	email from Gowlings to Mishcon de Reya explaining STSC cannot agree to a site visit at this time due to the incident ongoing on the site.
5 Nov 2019	email from Mishcon de Reya to Gowlings asking if STSC can provide access to the part of the site under their control and not involved in the incident.
5 Nov 2019	email from Gowlings to Mishcon de Reya explaining that the Thai Banks need permission from the OR for a site visit. Response on same date from Mishcon de Reya querying this. Response from Gowlings on the same point.
8 Nov 2019	letter from Mishcon de Reya to Gowlings chasing costs undertaking in order to allow proposed meeting to proceed on 15 November 2019
<i>14 Nov 2019</i>	<i>letter from Gowlings to Mishcon de Reya amending the undertaking but refusing to provide the information required. Suggestion of Lands Tribunal Contract repeated.</i>
15 Nov 2019	meeting with DWD, STDC and Avison Young, an email exchanges after meeting.
19 Nov 2019	Email from DWD to STDC requesting access to OR information on STDC's files. Suggesting a meeting, not to enter into negotiations, but for STDC to expand on the various points raised during discussions.
20 Nov 2019	Email from DWD to STDC, chasing re meeting.
<i>21 Nov 2019</i>	<i>Mishcon de Reya letter to STDC requesting copies of STDC committee papers.</i>
21 Nov 2019	Email from DWD to STDC and Avison Young, further email re meeting. Response from STDC explaining been on leave and will need time to prepare for a meeting.
22 Nov 2019	email from DWD to STDC chasing for meeting and for access to OR files. Also chasing for response from Gowlings re documents for the compensation assessment.
22 Nov 2019	email from STDC to DWD explaining that information requested has been sent previously. Explaining the OR information is held by STSC not STDC and requires some organisation, as does a meeting on site with STDC and the safety measures which need to be put in place and the personnel required.
25 Nov 2019	email from DWD to STDC pushing for access to files and explaining that contact will be through Gowlings and Mishcon de Reya from now on.
26 Nov 2019	email from STDC to DWD acknowledging that all further correspondence will be between lawyers.
<i>28 Nov 2019</i>	<i>letter from Gowlings to Mishcon de Reya explaining access to committee papers is in hand.</i>
<i>3 Dec 2019</i>	<i>email and letter from Gowlings to Mishcon de Reya claiming confidentiality over committee papers and enclosing selected and heavily redacted documents.</i>

4 Dec 2019	<i>email from Gowlings to Mishcon de Reya enclosing a document schedule re: missing valuation information.</i>
5 Dec 2019	<i>letter from Mishcon de Reya to Gowlings setting out the statutory requirements for publication of committee papers.</i>
10 Dec 2019	<i>letter from Mishcon de Reya to Gowlings setting out the minimum expected committee papers based on the redacted agendas that had been provided.</i>
11 Dec 2019	email from Gowlings to Mishcon de Reya explaining waiting for advice from Counsel.
3 Jan 2020	email from Gowlings to Mishcon de Reya re information request and suggesting valuation discussions move forward and chasing for a response regarding the Lands Tribunal contract.
6 Jan 2020	email from Gowlings to Mishcon de Reya re response regarding the Thai Banks contending that the Order is invalid and unlawful.
9 Jan 2020	Letter from Mishcon de Reya to Gowlings re: invalidity of Order
15 Jan 2020	letter from Gowlings to Mishcon de Reya explaining there has been no exchange/discussion on valuation and “code” opinion since the 15 November 2019 meeting. The cost undertaking was agreed to on the basis that valuers would be able to advance discussions. Explaining STDC keen to continue private treaty negotiations. Reiterating the Lands Tribunal Contract offer and that waiting for a response on this.
2 Nov 2018	email from Addleshaw Goddard to Mishcon de Reya enclosing KPMG share valuation report
22 Nov 2018	letter from Thai Banks to STDC agreeing KPMG confidentiality terms
27 Nov 2018	letter of Intent from Thai Banks to STDC to continue to abide with the provisions of the letter of intent dated 24 May 2018, referred to above.
28 Nov 2018	telecoms with STDC and Duff & Phelps. (28 and 29th)
17 Dec 2019	<i>Letter from Mishcon de Reya to Gowlings threatening legal proceedings if committee papers are not released</i>
19 Dec 2019	Letter from Gowlings to Mishcon de Reya releasing committee papers in response to threat of proceedings
20 Dec 2019	Letter from STSC to Mishcon de Reya re: Freedom of Information Request (sent by email 22 December 2019)
20 Dec 2019	Letter from Gowlings to Mishcon de Reya re: Access to Committee Papers
23 Dec 2019	Letter from Mishcon de Reya to Gowlings re committee papers. Response from Gowlings on same date explaining instructing clients on leave.
24 Dec 2019	Letter from Mishcon de Reya to STSC re: Freedom of Information Request