



Anaerobic digestion projects - indicative documents list

The following is an indicative list of documents that may be required for an AD project. It is not intended to be definitive or exhaustive, and the precise documents will vary from project to project depending upon the type of AD, nature of the project, source of funding, contractual structure, parties to the project, risk allocation, revenue streams and the procurement method.

PROJECT DEVELOPMENT PHASE

Depending upon the nature of the project and the relationship between the parties involved during its development phase, it may be necessary or desirable to have some or all of the following documents to outline and govern the roles and responsibilities of the respective parties involved in the development of the project:

- Confidentiality agreement
- Exclusivity agreement
- Memorandum of understanding (**MoU**) or heads of terms (**HoT**)
- Bidding / collaboration agreement
- Joint venture agreement
- Option for lease
- Project plan and structure chart

PROJECT DEVELOPMENT AND PROCUREMENT PHASE (LOCAL AUTHORITY PROJECTS)

In the case of local authority projects, the authority will generally be required to follow an EU procurement process, in which case some or all of the following additional documents are likely to be required:

- Contract notice (**OJEU**)
- Invitation and instructions to tender / dialogue
 - descriptive document / specification
 - evaluation criteria and methodology

PROJECT DOCUMENTS

Project agreement - in the case of a local authority or other client project using a design, build, operate and maintain (**DBOM**) model of procurement (with or without finance)

- Engineering, procurement and construction (**EPC**) contract
- Operation and maintenance (**O&M**) contract
- Interface agreement (between EPC contractor and O&M contractor)
- Grid connection agreement
- Power purchase agreement (**PPA**)
- Feedstock supply agreement(s) (may be "wrapped" by O&M contract)

- Digestate offtake agreement(s) (may be "wrapped" by O&M contract)
- Heat offtake agreement (may be "wrapped" by O&M contract)
- Gas network entry agreement (in the case of biomethane injection)
- Gas sales agreement (in the case of biomethane injection)
- Key sub-contracts, eg:
 - civil construction contract
 - AD technology supply and installation contract
 - CHP plant supply and installation contract
 - professional team appointments
 - technology licence agreement(s)
- Key sub-contractor collateral warranties and direct agreements
- Independent certifier appointment
- Independent certifier collateral warranty
- Parent company guarantees

REAL ESTATE

- Agreement for lease and lease or licence
- Site plan
- Site survey
- Easements
- Report on title
- Land registry, statutory undertaker and other searches
- Indemnity insurance, eg for any title defects and chancel repair liability.

PLANNING AND PERMITTING

- Planning permission and related planning agreements
- Third party consents

CORPORATE DOCUMENTS

- Memorandum and articles
- Board resolutions
- Directors' certificates
- Power of attorney

FINANCE DOCUMENTS

- Facility agreement
- Intercreditor deed
- Accounts agreement
- Security documents
- Investment agreement

- Direct agreements
- Subcontractor collateral warranties
- Funding conditions precedent list

INSURANCE DOCUMENTS

- Broker's letter of undertaking
- Evidence of insurance policies
- Insurance adviser appointment

FINANCIAL MODELING AND BUDGETS

Various financial modelling and budget documents will usually be required in the case of project finance, eg:

- Funds flow statement
- Audited financial statements of major project parties
- Financial model
- Initial construction budget
- Initial operating budget
- Construction programme
- ROCs and FITs accreditation

REPORTS AND OPINIONS

Various reports and opinions addressed to the lenders will usually be required in the case of project finance, eg:

- Legal due diligence report
- Site valuation report
- Model audit report
- Insurance adviser's report
- Feedstock supply report
- Environmental and planning report
- Legal opinions