



Legal Aspects of Project Finance: Documenting, Drafting, and Negotiation Techniques

October 16 - 27, 2017 | Washington, DC (6.0 CEUs)

Course Description

This course developed by the Institute for Public-Private Partnerships, A Tetra Tech Company (IP3), has been designed to assist lawyers and investment officers in understanding the legal issues that arise in limited recourse and non-recourse financing. It introduces the project finance model and compares it to corporate balance financing. The legal relationship between the Special Purpose Vehicle (SPV), the equity, and the secured lenders is explained. The structure of the core financing and project documents will be examined along with the project finance risks that affect the key parties. The collateral trust agreements, inter-creditor agreement, and guarantees will also be discussed with illustrative clauses to highlight key structuring issues.

Our experienced transaction attorneys will explain the often confusing terminology applied in the field of Project finance.

Learning Outcomes

- Comparing the structures of limited-recourse project financing and corporate and sovereign financing techniques
- Understanding the key risks and flashpoints in typical project finance negotiations
- Understanding the relationship between the financing documents and the financial model, and the key financial ratios such as the Debt Service Coverage Ratio (DSCR)
- Learning the practical methods of drafting and documenting a project finance transaction
- Understanding how to structure and draft a useful term sheet of the various instruments that enhance the bankability of the project

Course Offering

Dates: October 16 - 27, 2017

Location: Washington, DC

Code: 2734-WA

CEUs: 6.0

Tuition: \$5,500

Become a Specialist

IP3 is an authorized provider of Continuing Education Units (CEUs) as sponsored by the International Association for Continuing Education and Training (IACET).

Successful completion of this course will award 6.00 CEUs.



Who Should Attend

- Attorneys from the private and public sectors
- Investment officers
- Banking officials
- Public-private partnership (PPP) officials

Course Tuition Includes

- All training sessions/materials
- Presentations
- New computer for each participant
- Web-based course content/software
- High-speed internet access
- Receptions and tours
- Daily refreshments and lunch voucher
- Enrollment in professional certification program
- Professional certification counseling

Course Contents



Fundamental Legal Features of Limited-Recourse Project Financing

- Legal status of SPV and its bylaws
- Role of equity and their limited liabilities in creating and executing the project
- The lenders and their security interests
- Legal implications of the offshore equity structure
- Shareholder Agreements and governance issues in the SPV
- Sponsor support requirements
- Collateral Accounts Agreements and the role of the trustee
- Risk analysis of the project and role of risk matrix in structure of financing

Financing Agreements, Their Structure and Key Issues

- The offtake agreement or concession: relationships between the offtake and financing agreements
- Direct agreements between the lenders and the off-taker: how termination risks and lender security intersect
- Structure of the financing agreements (affirmative and

negative covenants, representations and warranties, and events of default)

- Financing risks in project finance (interest rates, foreign exchange and refinancing)
- Project completion and key milestones in project finance construction

Other Key Agreements of the Project Finance Web

- The collateral accounts agreement: role and key issues
- The monitoring agreement and the role of the independent engineer
- Shareholder retention agreements and sponsor support
- The EPC construction contract and O&M agreement
- Consents for assignment of key documents: step in rights for lender's representative and lender liability issues

Classroom exercises of project finance deals using term sheets to illustrate lessons learned

About the Institute for Public-Private Partnerships

IP3 is a leading, global provider of PPP consulting and capacity building services. IP3 provides institutional support to public and private sector entities engaged in PPP projects around the world, helping mobilize private sector expertise and resources to enhance the quality and availability of infrastructure for public services.

IP3 has trained more than 35,000 officials from over 175 countries on PPP programs and opportunities, regulation operations and management initiatives, competitive utility management reform, and public policy and good governance.

Our experts have worked with more than 600 government agencies, ministries, and organizations, including some of the world's most influential institutions.



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