

DAY 1

Power Purchase Agreement – Introduction & Main Features

- Introduction to Energy Industry and the role of the Power Purchase Agreement
- Profile of the Project - Parties
- Different Project Structures & Business Models – Lease, License, Concession, BOT, BOO, BOOT
- Special Purchase Vehicle (SPV) Purpose and Role
- Generator Covenants
- Assignments Rights
- Licences
- Metering, Measurement and Verification
- Indemnifications
- Purchaser Covenants
- Price and Payment
- Avoided Peak Demand Payments
- Liquidated Damages

DAY 2

Essential Clauses in a Power Purchase Agreement

- Term and Extension
- Performance Guarantees
- SPV's Construction & Development Obligations
- Contracted Capacity & Energy
- Representations & Warranties
- Insurances Required
- Maintenance and Scheduled Outages
- Commissioning and Commercial Operations Commencement
- Early Termination Rights & Events of Default
- Off-taker Step-in Rights
- Force Majeure Provisions
- Disclaimers and Limitations of Liability & Indemnification
- Subsidies
- Change in Law
- Transfer of Ownership Rights, Assignments, Novations

- Law & Jurisdiction

DAY 3

Risk Assessment in a Power Purchase Agreement

- Liquidated Damages – Delay and Performance
- Performance Bonds
- Retentions
- Variation Orders and Cost Overruns
- Dealing with Political Risk
- Dealing with Currency Exposures
- Minimum & Maximum Delivery Obligations
- Buyer Default
- Seller Default
- Sovereign Risk
- Change in Tax Law

DAY 4

Commercial Aspects of a Power Purchase Agreement

- Price, Volume & Tariffs
- Metering
- Take or Pay Obligations
- Shape or Profile Risk
- Balancing Risk
- Credit Risk
- Tenor Risk
- Managing Lender Expectations

DAY 5

Negotiation of a Power Purchase Agreement & Dispute Resolutions in PPA

- **Negotiate the Best Power Purchase Agreement**
 - Prepare a Term Sheet
 - Set Framework for Negotiations

- Balance Buyer's and Seller's Needs
- Know your BATNA
- Focus on Interests not Positions
- Reach Sustainable Agreement

- **Negotiation**

- Negotiate on Key Milestones to be Achieved & Penalties for Failures
- Negotiate Performance Guarantees

- **Dispute Resolution**

- Different Types of Dispute Resolution
- Litigation
- Mediation
- Arbitration
- Expert Determination