

Chairman and Members of the CDM Executive Board
Mr. Clifford Mahlung
Chairman
UNFCCC Secretariat
Martin-Luther-King-Strasse 8
D 53153 Bonn
Germany

Project Developer Forum Ltd.
100 New Bridge Street
UK London EC4V 6JA

Mailing address:
Schulstrasse 25
CH 3256 Dieterswil BE

t: +44 20 3286 2520
office@pd-forum.net
www.pd-forum.net

Your contact:
Gareth Philips
Chairman
m: +44 7764 636260
pd-forum@carbon-capital.com

To cdm-info@unfccc.int
From office@pd-forum.net
Date 12 January 2011
Page 1/17
Subject **Call for public inputs: draft "revision to the guidelines on the assessment of investment analysis"**

Dear Mr. Mahlung and Honourable Members of the CDM Executive Board,

The PD Forum welcomes the opportunity to comment on the draft revision to the guidelines on the assessment of investment analysis.

We note that the revision of the guidelines is proposed as an alternative to the development of a separate tool to calculate the weighted average cost of capital (WACC Tool) and we support this general approach which is in line with the request from Decision 2 of CMP 5 for the Executive Board to carry out "further work [...] on the enhancement of objectivity and transparency in the approaches for the demonstration and assessment of additionality and the selection of the baseline scenario by means of [...] further development of guidelines for demonstration and assessment of barriers and of standardized methods to calculate financial parameters.". However it is clear that many of the issues relevant to the previously proposed WACC Tool are also relevant to this draft revision to guidelines. We would therefore like to draw your attention to the previous submissions made by the PD Forum and its members on this topic and in particular, the response to call for public inputs: draft "Tool to calculate the weighted average cost of capital (WACC)." dated 23 April 2010 (attached in Annex 1)

We welcome some elements of the revised guidelines, including the expanded guidance on the calculation of company internal benchmarks and the provision of default values in Appendix A. However, we have significant concerns about the limitations imposed on the methods available for the calculation of company internal benchmarks, the method used to derive the default values and the conditions of their applicability. However, we strongly oppose the use of default values for situations where the expected return on investment is based on parameters that are standard in the market if their use is mandatory, or if there is a risk that they will be treated as maximum acceptable values by DOEs.

Company internal benchmarks

Paragraph 14 of the guidelines states that company internal benchmarks may only be used if they were consistently used by the company in the past. CDM projects are frequently outside the normal areas of business of implementing companies. For example, a landfill operator operating a single landfill would be unlikely to have performed financial analyses of other investment opportunities.

Date 12 January 2011
Page 2/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

In such cases, the guidelines would prevent the use of methods for deriving a WACC using methods such as capital asset pricing (CAPM). It is recognised that market data required for such methods may not be available in some cases. However, the availability of data should be recognised in the applicability criteria, rather than in a requirement to use a method that the company has used in the past.

Financial theory offers a set of established methods for the definition of project-specific investment benchmarks, which should be available to the project proponents. Among these, the so called “Build up Model” and the extended CAPM as explained and detailed by Shannon¹ (Chapter 8 and 9 respectively) or by Ibbotson & Associates², are commonly used, transparent and intuitive tools to capture the different risk dimensions of different projects types and sizes including those developed in emerging countries and under a range of different regulations. Moreover, most of the variables and parameters used by these tools are available from official and prestigious data sources that are standard in the market.

The extended CAPM allows the definition of the cost of capital for investments in developing countries on the basis for the cost of capital in developed and established financial markets such as the United States and is able to capture project-specific risks related to size or other specific liquidity and business risks. It has already been used projects registered under the CDM, as is exemplified by <http://cdm.unfccc.int/Projects/DB/SGS-UKL1232378419.68/view> and we recommend that the guidelines should build on these positive experiences.

Derivation of default values

Appendix A of the guidelines describes the derivation of default expected returns on equity. However, this does not provide references for the source, nature and applicability of the risk premiums and therefore it is difficult to discuss their appropriateness. In particular, it is not clear how host country risk premiums have been derived from Moody’s ratings or how the adjustment factors to reflect the risk of projects in different sectors have been derived.

The sectoral scopes used in Appendix A were adopted by CDM-AP and define areas of competence for DOEs. They are not appropriate to categorise expected returns for project activities. Only three values (one for each group of sectors) are proposed for the adjustment factor applied to reflect the risk of projects. This is a gross over-simplification of the assessment of project-specific risk. For example, it is not reasonable to assume that the return required for an investment in an innovative energy technology or a project that has significant completion risks can be based on an average rate of return that includes all energy generation, energy distribution and demand reduction and waste handling and disposal projects. In general, CDM projects are subject to special risks that are higher than the sectoral scope average. Examples of the sources of these risks include the exploitation of technologies that are highly innovative, or are previously untried in the host country or which rely on insecure fuel sources such as biomass. Additional revenue from CDM provides an opportunity to implement projects with these special risks that would otherwise not be feasible.

The project-specific risk may be assessed by consideration of the sensitivity of the project type to overall market risk (through the investment’s beta). If project sectors are too widely defined (for example as undifferentiated power generation), this sensitivity is masked. The expected returns for low risk

¹ Cost of Capital: Estimation and Applications, 2nd edition and accompanying workbook by Shannon P. Pratt. 2002, John Wiley & Sons, Inc. Publisher, available from: <http://up.m-e-c.biz/up/Mohcine/Book/Cost%20of%20Capital%20Estimation%20and%20Applications.pdf>

² Ibbotson & Associates, “Stocks, Bonds, Bills and Inflation, 2007 Yearbook (Valuation Edition)”

Date 12 January 2011
Page 3/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

investments within a sector (for example electricity grid and conventional power generation projects) are over stated and those for higher risk investments within the sector (for example innovative power generation projects) are under stated. This tends to unreasonably penalise many CDM projects.

As noted above, it is difficult to comment on the default values presented in Appendix A of the guidance because the sources of data are unknown. However, the values in Appendix A appear to be surprisingly different from our members' experience of expected rates of return. Analysis of data in the “IGES CDM investment Analysis Database” (25 November 2010) (http://enviroscope.iges.or.jp/modules/envirolib/upload/2593/attach/iges_cdm_ia_db_en.zip) and comparison to independent investment research publications, such as Morning Star (a paid-for publication quoted by several CDM projects), shows that in many cases the proposed equity benchmarks differ significantly from benchmarks that have already been accepted in registered in CDM projects.

Applicability of default values.

Paragraphs 13 and 14 of the revised guidelines identify two categories of project:

- projects which could be developed by an entity other than the project participant;
- projects for which there is only one possible project developer.

For the first category, the guidance states that the benchmark “should be based on parameters that are standard in the market”. Internal company benchmarks should only be used for the second category of projects.

As it stands, this distinction is crucial because Paragraph 15 of the revised guidelines requires that, “if the benchmark is based on parameters that are standard in the market” benchmarks for the expected return on equity must be those specified in Appendix A. The mandatory use of default values for expected equity return in such a large class of projects is not consistent with the principle expressed in the tool for the demonstration and assessment of additionality that benchmark values should consider the specific characteristics of the project. It is also inconsistent with the normal meaning of default. For example, the Shorter Oxford English Dictionary gives the following definitions (as a noun) “*Lack, absence or scarcity of. A preselected option adopted by a computer etc. when no other is specified by the user.*” It is clear from this that a default value implies the absence of another value. The guideline does not describe the factors that should be taken into account when deciding whether the project activity can only be developed by the project participant. In some cases (for example a project involving a retrofit to an existing facility to improve energy efficiency) the situation is clear. However, in other cases, particularly those where multiple parties are involved in the management of an asset (for example, power generation using landfill gas), it is less clear.

Investment analysis must be based on financial parameters current at the time of the investment decision being analysed. Only one set of default values are presented in the guidelines and no procedure is described by which they may be updated. In order to apply such default values it will be necessary to have access to historical values so that it is possible to validate investment decisions that may have been made several months before submission of a PDD.

Recommendations

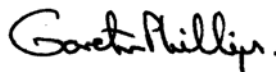
We believe that revision of the guidelines is a worthwhile exercise. However, the proposals do not rectify all of the current shortcomings in the guidelines and introduce new difficulties. We make the following recommendations with the intention of improving the guidelines.

Date 12 January 2011
Page 4/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

1. The use of company internal benchmarks should not be restricted to those companies that have an established history of using them. The guidelines should specify criteria based on availability of data to allow the use of established methods such as extended CAPM whether or not a company has a history of the use of these methods.
2. Rather than prescribing values of expected rate of return, the guidelines should identify criteria for the selection of appropriate sources of data and calculation methods based on parameters that are standard in the market and relevant to the project type, project size and host country. The appropriate sources and methods should include relevant investment benchmarks set by host country governments and CAPM.
3. The use of default values of expected rate of return should be optional rather than mandatory. The default values should be available for use without further justification by PPs who do not wish to calculate an expected rate of return using standard market parameters meeting criteria specified in the guidelines (see recommendation 2) **or** where such sources of data do not exist..
4. The derivation of the default values and the limits of their applicability should be described transparently in the guidelines.
5. The guidelines should include a definition of “default value” that confirms that default values are not to be considered as maxima and that if a different value has been justified according to the criteria set out in the guidelines, then it may be used. Without this there is a strong risk that the concept of conservativeness may force DOEs to reject any benchmark exceeding the default value.
6. The guidelines should include a time series of historical values of default values that can be applied in the analysis of historical decisions.
7. The guidelines should include a methodology to update the default values.

We hope that you find the above comments useful and we look forward to reviewing the next version of the guidelines on the assessment of investment analysis.

Kind regards,



Gareth Phillips
Chairman, Project Developer Forum

Attachment: Response to call for public inputs: draft “Tool to calculate the weighted average cost of capital (WACC).” dated 23 April 2010

Date 12 January 2011
Page 5/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

Chairman and Members of the CDM Executive Board
Mr. Clifford Mahlung
Chairman
UNFCCC Secretariat
Martin-Luther-King-Strasse 8
D 53153 Bonn
Germany

Project Developer Forum Ltd.
100 New Bridge Street
UK London EC4V 6JA

Mailing address:
Schulstrasse 25
CH 3256 Dieterswil BE

t: +44 20 3286 2520
office@pd-forum.net
www.pd-forum.net

To cdm-info@unfccc.int
From leo.perkowski@pd-forum.net
Date 23 April 2010
Page 5/17
Subject **Call for public inputs: draft “Tool to calculate the weighted average cost of capital (WACC)”**

CO VICE CHAIRMAN

Your contact:
Leo Perkowski
m: +1 321 432 3081
leo.perkowski@pd-forum.net

Dear Mr. Mahlung and Honourable Members of the CDM Executive Board,

The PD Forum welcomes the opportunity to comment upon the Draft WACC Tool and is pleased to submit to following substantial input:

Overall approach to the calculation of WACC

The determination of the WACC is a fundamental element in the use of the Additionality Tool. Options II and III of the financial analysis require the determination of a cost of capital, either for the preparation of NPV or IRR calculations for investment comparison analysis or benchmark analysis. Given the large number of projects which use this approach to prove additionality, the importance of the proposed tool cannot be under-estimated. An unsuitable tool will have a marked impact upon the successful registration of projects that cannot refer to a Government approved or internal company benchmark and an unsuitable approach to calculating risk premiums could act to further discourage CDM development in countries which lack a stable investment environment – i.e. many of those countries which should otherwise be hosting CDM projects but have to date not attracted much project investment.

The Tool for the Demonstration and Assessment of Additionality and the EB provide guidance on the determination of discount rates and benchmarks and it is our view that the Draft WACC Tool is not fully consistent with this guidance. We have provided additional details in Annex 4 of this document.

Furthermore, we would like to draw your attention to several submissions made by the PD Forum and its members on this topic:

- The unsolicited letter submitted by the PD Forum on 11th May 2009 (attached in Annex 1)
- The request for clarification LA_TOOL_0007 (see Annex 2) seeking clarification and making a number of proposals on how to determine the WACC
- The unsolicited letter regarding Input to Annotated agenda EB53 (see Annex 3)

It appears very little of the content of these proposals had been taken into consideration in the drafting of the tool, even though the methodology described in the unsolicited letter of 11th May 2009 (Annex 1) and the request for clarification (the Capital Asset Pricing Model - CAPM) (Annex 2) has been widely and successfully used in validated and registered CDM projects to date.

Date 12 January 2011
Page 6/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

The PD Forum has noted below very serious concerns about numerous principles described or applied in the Draft WACC Tool:

- The proposed tool bases cost of equity on one study using developed country data. As a result, the tool is not applicable outside properly working developed market economies and so by default is not applicable to any CDM host country. The use of a developed country cost of equity fails to recognise the very wide range of additional risks associated with investments in developing countries.
- The draft tool relocates the consideration of risk from the WACC to cash flows. We anticipate that this will be extremely problematic. Whilst risk premiums for sectors and countries are available from published sources, the inclusion of risk in cash flows is much more subjective. It is unlikely that insurance premiums are available for many of the risks which project developers in the CDM may face; in the event that such policies are available, they may be subjective and reflect the insurers' understanding of the risks, not that of the developers. In short, the tool suggests moving from the use of independent published risk factors to subjective and less verifiable means of assessing risk.
- The excessively restrictive division into scenarios and sub-scenarios under which the various assumptions and/or calculations need to be made probably results in more, rather than less subjectivity in the calculations.
- Methodologies in finance literature regarding the calculation of WACC are numerous and subjective. The application of a certain methodology often depends on the specific conditions surrounding the project. The draft WACC tool proposes a defined method based on certain criteria, which might not be appropriate for the situation (see examples in Annex 4). PPs should be allowed reasonable flexibility to select and apply the most appropriate methodology, along with supporting justification and documentation.
- While several of the financial concepts that are being defined are proposed to be calculated based on standard formulae and principles, the proposed draft tool tends to depart from the generally accepted principles and definitions for certain of these concepts as can be found in the reference literature and publication from authoritative authors on these topics. As a result, the draft WACC Tool has the potential to miss several key categories of risk that may apply to a project.
- One of the key challenges with the paper and the proposed definitions would be its application to (i) the specific context of emerging markets and in particular LDCs for which parameters and data are often not available and/or representative and (ii) the specific activities undertaken under the proposed CDM project which by definition would not be business as usual and may have little precedent to draw from.
- Restricting PPs to the use of this model alone will have an adverse impact upon the demonstration of financial additionality and could result in additional projects appearing non-additional as the real cost of capital is not reflected by the WACC tool.
- Whilst we appreciate the need to be conservative, it is essential that the derived WACC correctly represents the actual cost of capital for the project, sector and country in question. Conservativeness is addressed through the selection of parameters and the sensitivity analysis. The WACC should not be derived so conservatively that it rules out projects that are in fact additional.

In view of these concerns, we are of the opinion that the Draft WACC Tool is not suitable for the purpose for which it has been proposed.

Date 12 January 2011
Page 7/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

In addition, we seek clarification on two further points:

- 1) The Draft WACC Tool is for use with in conjunction with the Additionality tool. As such it is NOT required to be applied to Small Scale CDM projects. We would request that the EB defines simplified rules for determining a WACC for SSC, such as a reference to published WACC data (such as Ibbotson & Assoc 2009 International Cost of Capital Report, which lists a WACC for every country in the world and is available for a fee from <https://secure.morningstar.net/mstarstore/PurchaseOptions/CapitalCostReports.aspx>.
- 2) Considering the time taken to develop a PDD using Financial Analysis Options II or III, we request that when the WACC Tool is finalized and published, the EB grant a grace period of 3 months during which PDDs can continue to be uploaded for GSP without reference to the WACC Tool and we seek reassurance that the concepts defined in the WACC Tool will not be applied to any projects which have been uploaded for GSP prior to or during this grace period.

In conclusion, and bearing in mind the very high proportion of CDM projects that use Financial Analysis Option II or III, the PD Forum strongly recommends that the Draft WACC Tool be substantially revised or complemented with alternative approaches to the determination of WACC. The resulting tool should:

- a) Better reflect the structure of the existing guidance in the additionality tool, clarifying how and when PPs may determine a WACC using defined models, or use a company internal benchmark, a Government approved benchmark, publicly available benchmarks or another approach if the above are not suitable;
- b) Specify that the WACC can be determined by a recognised methodology *inter alia* CAPM as described in the PD-Forum’s unsolicited letter of 11th May 2009 and the request for clarification LA_TOOL_0007 and as applied in many registered projects to date. In providing guidance on the calculation of the WACC, emphasis should be placed on the importance of justifying the approach adopted, ensuring that risk premiums are not double counted, sourcing publicly available references for data variables, and allowing the use of realistic default values in case no specific values are available.
- c) Specify that publicly available data which is already utilized in the investment community can also serve as a source of the WACC, for example, Ibbotson & Assoc 2009 International Cost of Capital Report, which is available for a fee from <https://secure.morningstar.net/mstarstore/PurchaseOptions/CapitalCostReports.aspx>
- d) Either provide simplified methods for SSC projects (such as published WACC data) or explicitly state that the tool is not necessarily applicable to SSC projects.

We hope that you find the above comments useful and we look forward to reviewing the next version of the WACC Tool.

Kind regards,

Leo S. Perkowski
Co-vice Chairman, Project Developer Forum

4 Attachments:

- 1) Annex 1: Unsolicited letter to EB 47 on the Determination of Benchmarks
- 2) Annex 2: Links to LA_TOOL_0007
- 3) Annex 3: Unsolicited letter to EB 53 on Input regarding annotated agenda EB53
- 4) Annex 4: Specific points regarding the various steps of the Draft WACC Tool

Date 12 January 2011
Page 8/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

Annex 1: Unsolicited letter to EB 47 on the Determination of Benchmarks dated 11th May 2009





The document referenced above has been included in the submitted zip file and can also be located on the Project Developer Forum website at <http://www.pd-forum.net/files/25770e886555c63119348907bc0e0656.pdf>

Date 12 January 2011

Page 9/17

Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

Annex 2: Links to LA_TOOL_0007

LA_TOOL_0007	 Tool for the demonstration and assessment of additionality (318 KB)	 Request for clarification on the Determination of Benchmarks for the Demonstration and Assessment of Financial Additionality (76 KB)	TÜV SÜD	 Final response (27 KB)	 EB 50 meeting report (141 KB)
--------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------	----------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------

Date 12 January 2011
Page 10/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

Annex 3: Unsolicited letter to EB 53 on Input regarding annotated agenda EB53

The document referenced above has been included in the submitted zip file and can also be located on the Project Developer Forum website at <http://www.pd-forum.net/files/9da9be23f4937fba5da1c881dfab5758.pdf>

Date 12 January 2011
Page 11/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

Annex 4: Specific points regarding the various steps of the Draft WACC Tool

Upon review of the proposed tool for determining the weighted average cost of capital (WACC), we find that the concepts used to define the WACC are not necessarily in concert with generally used or accepted financing principles. It appears the document authors have attempted to create and change traditional financing principles to fit CDM practices in the developing world and in so doing, have created a tool with some conceptual weaknesses. For example, while the proposed tool may work with certain project types and geographies, the lack of consistency with financial practices would create new problems rather than address the existing consistency concerns essential to ensuring environmental integrity.

We have also identified a significant number of specific issues with the Draft WACC Tool:

- 1) Step 1: We would request more guidance on how to determine whether the project activity can only be implemented by the PPs. Some cases are clear but in other cases, such as where there are multiple parties involved in the management of an asset it is less clear. In some cases the activity may be open to other parties in theory but in practice, only one party (the incumbent) may be able to implement the activity.
- 2) The multiple scenarios described throughout the draft tool are likely to be difficult to apply in practice and will lead to increased subjectivity.
- 3) Step 3: The logic behind the description of the scenarios seems to be flawed. Should this perhaps be related to Case II?
- 4) Use the cost of government bond rates as cost of debt under Option 3C:

This option can be used if:

“The government of the host country has issued at least one bond.”

“The parameter k can be assumed as the yield of a 10 years bond issued by the government country or, if this is not available, the bond with the maturity which is closest to 10 years.”

We would like to point out that in emerging markets, for example in most parts of Asia, the issued government bonds are often not listed on exchanges (and hence are illiquid and typically often traded over-the-counter (“OTC”)). It is not always simple to get the latest yield-to-maturity (“YTM”) of a non-traded government bond. The only source of YTM information would come from brokers in the OTC market, which would be difficult to verify from the DOE’s perspective. In addition, the YTM might incorporate a “liquidity” discount for a non-traded bond.

In addition, if the currency of the project cash flows is USD, then the appropriate government bond to use is a host country liquid government bond (denominated in USD), however this “ideal” government bond is not always available in emerging markets.

A good proxy can be used with a US government bond which is very liquid, traded on an exchange and denominated in USD. However, in order for this to be used appropriately, there has to be a risk premium incorporated in the WACC to account for country risk. In finance firms, the country risk premium is often incorporated as an adjustment to the equity risk premium (please refer to our

Date 12 January 2011
Page 12/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

comments on Step 4 below for further discussion of the incorporation of country-specific risk). Such risks cannot be addressed through the project cash flow.

Lastly, the usage of a 10 year bond is not necessarily appropriate for a CDM project activity which must have a longer lifetime than the anticipated crediting period (typically 10 or 21 years). The timeline of the bond's lifecycle should materially match the life of the project's cash flows but longer life bonds, if available, may be less liquid than 10 year bonds.

Therefore, we suggest that language be incorporated in Step 3 of the Draft WACC Tool to allow the usage of USD government bonds, in situations whereby the host country's government bond might not accurately reflect the true cost of risk-free debt and that the lifetime of a bond should be 10 years or longer is a suitable value is available

5) Step 4: The proposed tool bases cost of equity on one study using developed country data. This is not appropriate for CDM projects taking place in emerging markets. The use of a developed country cost of equity fails to recognise the very wide range of additional risks associated with investments in developing countries.

6) Step 4: We note that Step 4 of the tool excludes the consideration of a risk premium in the determination of the WACC, and relocates the consideration of risk to the cash flow which is an option provided in the Additionality Tool:

“Note: The project risk is not included in this equation because project participants can reflect the project specific risks in the cash flow analysis in the investment comparison or benchmark analysis as laid out in the Sub-step 2C, paragraph 8 of “Tool for the demonstration and assessment of additionality”. This tool may include some guidance on project risk measurement in future versions.” (Step 4, Option 4A).

Sub-step 2C para 8 reads of the Additionality Tool reads:

“In calculating the financial/economic indicator, the project's risks can be included through the cash flow pattern, subject to project-specific expectations and assumptions (e.g. insurance premiums can be used in the calculation to reflect specific risk equivalents).”

We anticipate that this will be extremely problematic. Whilst risk premiums for sectors and countries are available from published sources, the inclusion of risk in cash flows is much more subjective. It is unlikely that insurance premiums are available for many of the risks which project developers in the CDM may face; in the event that such policies are available, they may be subjective and reflect the insurers understanding of the risks, not the developers. In short, the tool suggests moving from the use of independent published risk factors to subjective and less verifiable means of assessing risk. Furthermore, we think that the DOEs would have significant difficulties in verifying these risks in the cash flow. Even if insurance policies were available to cover such risks, verifying them would be difficult unless PPs actually enter into such contracts. In our opinion, such insurance cover is not widely available and therefore it becomes impossible to address risks in this manner. As such, this tool will effectively exclude the consideration of technology, project host, sector and a large proportion of country risk.

Date 12 January 2011
Page 13/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

7) Step 4: Determine the average cost of equity financing (k_e)

Estimating the average cost of equity from any combination of the four parameters as specified³ inevitably ignores several layers of risk.

These equations do not take into consideration the additional layers of risk associated with the difference between new and established technologies, well regulated and un-regulated sectors, small scale and large scale projects, liquid and illiquid assets and, very importantly, widely differing investment conditions in different countries.

We would highlight the following issues by way of example, noting that this list is not exhaustive:

- **The “Beta”**

The equity risk premium must be adjusted to reflect the sensitivity of the given industry sector to market risk as a whole (in other words the sensitivity of the investment to *systemic* risk). This is measured by an investment’s “beta”, which is incorporated into the CAPM approach referred to our previous correspondence, but omitted from the Draft WACC Tool.

Excluding project-specific risk from the cost of equity and the WACC calculation will result in WACCs that misrepresent the economics and, ultimately the additionality, of a particular project. A WACC is meaningless if it doesn’t take the following project-specific risks into consideration:

- **Industry** - A project’s WACC should take into account the asset beta. An asset beta measures the correlation of a project’s risks to general market risk and can be determined by analyzing the returns of comparable companies via publicly available data. The proposed WACC tool essentially assigns a value of 1 to the Beta for the cost of equity of each project. A beta of 1 will overstate the riskiness of projects that typically experience lower correlations with market risk (such a power generation facilities, for example) and understate the risks of new technologies and other projects that are highly correlated with market risk. The WACC tool will make it harder for innovative projects and new technologies to qualify for CDM.
- **Leverage** - A project’s cost of equity should consider the planned debt of the project. Large, expensive projects generally require more debt financing than smaller projects. As equity holders are subordinate to lenders, an equity investment in projects with more debt is riskier than equity investments in projects with little or no debt. By neglecting the role debt plays in project risk, the proposed WACC tool will disqualify large, complex projects that have the potential to “move the needle” for reducing GHG emissions.

- **Country-Specific Risk**

Given the emerging market-focus of the CDM, country-specific risks are a key component of overall investment risk. Equations (2), (3) and (4) attempt to quantify country specific risk by reference to government bond default spreads. However, government bond default risk is

³ Namely: RF = Risk free rate, GBi = Yield of a government bond issued by the host country, CDS = Country Default Spread, PEG = General or global equity risk premium.

Date 12 January 2011
Page 14/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

only one component of overall country-risk and, on its own, is not a comprehensive measure of such risk in private investments. Equity country risk is likely to be greater than the country's default spread, for example one New York University study estimates local equity market risk to be approximately 1.5 times greater than risk measured by comparable government bond default spreads.⁴ Furthermore, there may be additional country specific reasons why the sovereign credit risk of a country may be a misleading indicator of the total risk in investing in a specific sector in that country.⁵ We would suggest therefore that the tool is revised to allow a range of approaches to country-specific risks, including the modification of default-spreads to reflect the extra risk of equity investments, in addition to referencing third party estimates of risk specific to given countries.

- **Currency**

The consideration of the underlying currencies in emerging market investment analysis is critical. It is necessary, for instance, to distinguish between functional currencies (i.e. the currencies of the physical cash flows) and reporting currencies (the currency in which the analysis is presented). A cost of equity calculation (and a cost of debt calculation) should be consistent with the currency of the cash flows which are discounted. This is particularly important when a mixture of “hard” currencies (such as the US Dollar) and emerging market local currencies are incorporated into the analysis in various ways. However, the Draft WACC Tool does not give consideration to these issues.

We acknowledge that there are subjectivities involved in these considerations and that it is extremely difficult to prescribe an exact methodology to deal with all risks, for all proposed projects. However, we ask that the draft WACC Tool is revised to give greater flexibility for PPs to adopt appropriate methodologies, given the range of issues that are relevant.

8) In Step 4, Option 4B, the Draft WACC Tool also states that under certain scenarios

“For PEg a default value of 4.1% is used”

We would request clarification as to why this input (the “*General Equity Risk Premium*”) is set at 4.1%, whereas on page 4 the PEg (the *Global Equity Premium*) is set at 4.7%. The London Business School paper referenced concludes that the “annualized equity premium for the world index was 4.7%” (see page 1 of the LBS report), though elsewhere the paper does refer to a risk premium of 4.1% for the world excluding the US (page 17), so we infer that the “*General Equity Risk Premium*” in Option 4B proposed is set by reference to the equity risk premium for the world excluding the US, while the “*Global Equity Risk Premium*” is set by reference to the relevant premium for the world as a whole – but this is not explained in the Draft WACC Tool. We would ask for clarification of this specific point.

Furthermore, we see no justification for utilizing one general equity risk premium as a proxy for equity risk in all kinds of projects.

⁴ Study by Aswath Damodaran, refer to:
http://pages.stern.nyu.edu/~adamodar/New_Home_Page/datafile/ctryprem.html

⁵ Refer, for instance, to *Opening Doors in Emerging Markets*, Citigroup, March 2008 – specifically Section 3 – Calculating the Cost of Capital for Emerging Markets.

Date 12 January 2011

Page 15/17

Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

Brealey and Myers' Principles of Corporate Finance, the finance text book utilized in finance graduate programs around the world, cites an estimated range of market risk premiums from 4% to 7%. The average estimated by financial economists is 6%. By choosing an equity risk premium at the bottom of the range, the proposed tool again is penalizing riskier projects by calculating a cost of equity (and therefore a WACC) that is too low.

This treatment of equity risk premium will act to discourage CDM development in countries which lack a stable investment environment – i.e. many of those countries which should otherwise be hosting CDM projects and benefitting from the sustainable development aspects of carbon finance. Therefore, we propose that the Draft WACC Tool reconsiders the definition of the general equity risk premium.

9) Step 4, Option 4c in the proposed tool: It is good that a legal entity can document its application of a particular cost of equity across projects - but it would be better if project developers could document and support that a particular approach to calculating a cost of equity has been applied consistently in the past. As stated in #8 above, the cost of equity varies according to project specific risks. But, if developers could show that they apply traditional finance theory consistently across projects and simply vary the assumptions according to each project's specific requirements, the tool should allow project developers to prove their cost of equity according to their standard approach.

10) Step 5: Determine the percentage of debt financing (w_d), and equity financing (w_e)

“Option 5A: Use the latest balance sheet under local fiscal/accounting standards and rules”

For the calculation of the debt-equity ratio, the latest balance sheet is appropriate only in situations whereby the project has already achieved its ideal capital structure defined at financial closure. However, in situations where the PDD is written before the ideal capital structure for the project is defined, then the targeted debt-equity ratio is more appropriate to be used. Forcing PPs to utilize a debt equity ratio of 50/50 is un-realistic because in most CDM projects, such high proportions of debt are typically difficult to obtain until the project has achieved stable cash flows (typically after registration, implementation and delivery of revenues).

Therefore we propose that Step 5 is amended to allow the use of a targeted debt-equity ratio. This can be used when the capital structure has not been defined either by the time of financial closure or in advance of financial closure. Furthermore, in some countries, data on industry average debt equity ratios is publicly available or can be calculated from actual company data available from data providers such as Yahoo Finance, Capitaline, Rediff money or Bloomberg. Such data would be a better approach than an arbitrary value of 50/50.

11) Step 6: Determine the applicable tax rate (T) pre tax was permitted or indeed preferred

“The applicable tax rate will be the official value of the corporate tax rate as issued by the internal revenues service agency or similar institution in the host country of the CDM project. If the Government has differentiated values according to the revenues levels of legal entity; document and justify this scale.”

Date 12 January 2011
Page 16/17
Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**

The usage of applicable tax rate is a highly subjective issue. For example the choice of *marginal* tax (being the corporate tax rate applicable to the “top band” of income earned – in other words the highest applicable corporation tax rate) versus *effective* tax rate (being the average corporate tax rate paid, but additionally encompassing all tax and tax reliefs applicable to the project) to calculate the tax shield impact may vary on a case-by-case basis.

The marginal corporate tax rate is often used as a proxy, as in most cases the effective tax rate is difficult to predict (tax incentives, tax leakages between entities, etc need to be incorporated). However, in cases where the future effective tax rate on debt can be reasonably estimated, it is arguably more appropriate to use the effective tax rate i.e. the tax shield calculation impact would be more accurate.

In addition, the paragraph above makes the material assumption that the debt used in the project is obtained in the host country (hence applying the host country tax rate). However, this situation is not necessarily true in all cases e.g. the debt could be raised in a different country by the parent company (of the project owner). The appropriate tax rate to use would then be the tax rate applicable to the parent company.

Therefore we propose that the Draft WACC Tool is revised to make the language in this paragraph less restrictive, and allow projects the discretion to use the appropriate tax rate relevant to the type of debt used in the project (with suitable justification and documentation).

12) The Draft WACC Tool is not fully consistent the EB guidance. In the current Tool for the Demonstration and Assessment of Additionality, paragraph 6 provides several different options for establishing a WACC and it must be clear that the Draft Tool only addresses the situation where the PPs calculate their WACC using publicly available information. The use of an internal company WACC or a Government approved WACC or an alternative approach still remain valid. Furthermore, paragraphs 6 a) reads as follows:

(6) Discount rates and benchmarks shall be derived from:

(a) Government bond rates, increased by a suitable risk premium to reflect private investment and/or the project type, as substantiated by an independent (financial) expert or documented by official publicly available financial data;

This guidance specifically states that “Government bond rates are to be increased by a suitable risk premium...” whereas the Draft WACC Tool addresses a significant element of the risks via the cash flow. The section of Additionality Tool quoted in the Draft WACC Tool (Sub step 2c Paragraph 8) states “the project’s risks can be included through the cash flow pattern” which indicates that this is not a mandatory requirement and risks can be addressed in other ways.

The guidance in the Additionality Tool also leaves it open for other methods to be utilized but overall, it is not clear when the Draft WACC Tool should be applied or when other methods can be utilized.

The EB’s Guidelines on the Assessment of Investment Analysis paragraph 11 state “Due to the impact of loan interest on income tax calculations it is recommended that when a project IRR is calculated to demonstrate additionality a pre-tax benchmark be applied.” The draft WACC tool describes a post tax approach, so we request that this apparent conflict be clarified.

Date 12 January 2011

Page 17/17

Subject **Call for public inputs: “Draft revision to the guidelines on the assessment of investment analysis“**