



Energy Services Contracting group (ESCg)

Accelerating the Energy Transition



About

Energy Services Contracting group (ESCg)

The ESTA Energy Services Contracting Group provides a dedicated trade body to support energy service companies and associated service providers with the development and delivery of effective Energy Services Contracting (ESC) projects. It is a specialist group within ESTA (Energy Services and Technology Association).

ESCg Ethos

The group supports an effective, professional and transparent approach to managing Energy Services Contracting projects.

- **Effective:** achieving and maintaining significant energy and cost savings in an economically efficient manner.
- **Professional:** bringing together experienced service providers to achieve and maintain a good working relationship with customers.
- **Transparent:** providing clear and concise information about contractual arrangements and performance – both projected and verified as actual – on a regular basis.

Vision

The Group will have a credible voice in the market by virtue of a membership which represents the range of energy service companies and suppliers involved in Energy Services Contracting projects. The Group will strive:

- **To identify barriers** to Energy Services Contracting business and use the ESTA framework for political advocacy.
- **To share best practice**, technical knowledge and support the assembly of consortia.
- **To provide a hub of expertise** to support clients with understanding and developing Energy Services Contracts.

ESCg Chair

Nick Keegan, Senior Consultant, EEVS. A Certified Measurement & Verification Professional (CMVP) and Certified Energy Manager (CEM), Nick focuses on developing, operating and verifying performance measurement processes and contractual terms for savings guarantees within Energy Performance Contracts (EPCs). In particular, he has acted as the independent M&V professional for over £15m of projects procured through the Scottish Government's EPC framework (NDEEF). Nick also worked on the EU funded *Transparense* project, which established the European Code of Conduct for EPC, and is now UK lead for *QualitEE* – that is developing quality assurance systems for EPCs - a key initiative within the ESTA ESCg.

ESCg Vice-Chair

Tim Crozier-Cole (MEI CEng CMVP), Technical Director, Verco. Tim has over 20 years' experience in the energy sector, with a focus on corporate energy strategy, low carbon project development and policy advice. He is an ESOS lead assessor and provides independent measurement and verification (M&V) services. Tim has provided technical assurance for over £25m of projects supported by the Mayor's Energy Efficiency Fund in London. He also regularly contributes to both industry-led and government research projects.

Chair's Introduction

Many organisations find their energy efficiency ambitions limited to quick and easy wins. Tight capital payback restrictions, lack of resource and low appetite for risk, often lead to a piecemeal approach that makes it increasingly difficult to get at the deeper energy saving investments required to transition to a low carbon energy system.

Energy Services Contracts (ESCs) offer a way to build holistic projects and attract third party finance to help organisations to overcome these issues. They also bring in expert resource to identify, implement and maintain more complex opportunities, with risks mitigated through guarantees and gain shares.

ESTA's Energy Service Contracting group brings together the wide ecosystem of providers, finance and professional services involved in ESCs, to drive industry best practice and provide better information to consumers.

The following pages aim to summarise our group's knowledge into a concise introduction to Energy Services Contracting, success factors and key considerations, before highlighting the ESTA members that have the capability to deliver, support or finance your projects.

I hope that this guide gives you the confidence and access to expertise to take the next step and make a transformational impact on the energy performance of your organisation.



Nick Keegan
Chair - ESTA ESCg
and Senior Consultant, EEVS Insight Ltd.

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1. Introduction

The term 'Energy Services' has as wide range of meanings depending on the audience, from the supply of energy, through to energy management and even regulatory compliance. The ESTA Energy Services Contracting group focuses on those energy services specifically aiming to accelerating the transition to clean and affordable energy systems fit for the 21st Century.

This ultimately means finding better ways to deliver the energy services that society relies on: heat, power and mobility. In practical terms, this implies a host of actions across our economy, including replacing outdated technologies, optimising the use of existing assets, upgrading our building stock, adapting the grid to work almost entirely on intermittent solar and wind energy and creating the infrastructure for electric vehicles.

It's a daunting but highly exciting challenge. The three 'D's of Decarbonisation, Decentralisation and Digitalisation present new possibilities of which we are only just scratching the surface. Through all this change, the principle of a commercial agreement to deliver a specific energy outcome - such as guaranteed energy savings or energy at a fixed cost and carbon content - will be a common thread. An Energy Performance Contract (EPC) is the kingpin of such agreements. One can trace the beginning of EPC's back to James Watt selling his improved steam engines in 1776; and the approach is as relevant now as it was then as means to transforms energy systems.



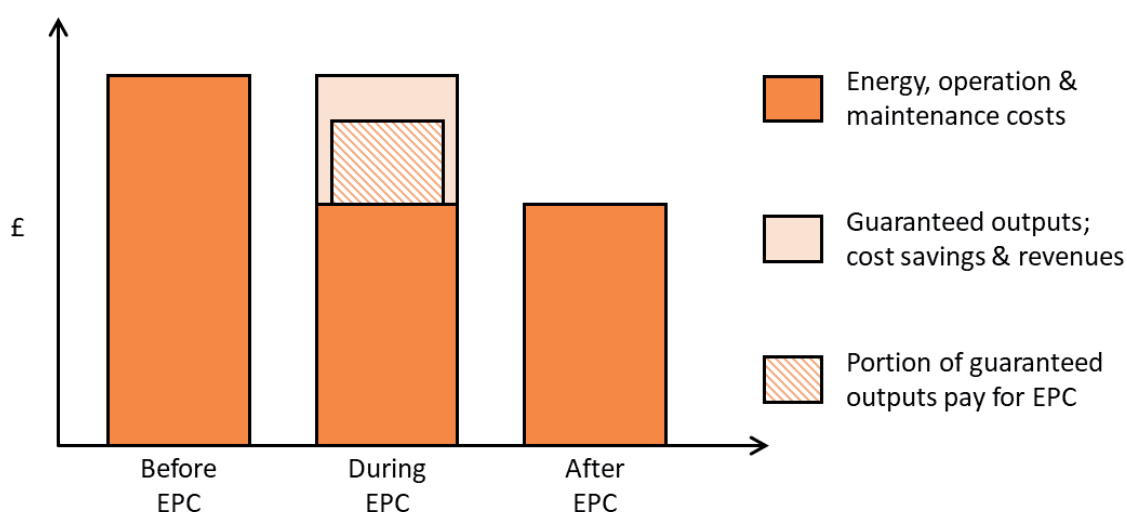
2. What is an Energy Performance Contract?

An Energy Performance Contract is an energy service including the identification, procurement and implementation of energy saving and / or efficient energy generation measures, combined with ongoing optimisation, operation and maintenance services. The energy performance is measured and the level of payment for the service linked to achieved energy or cost savings, typically in the form of savings guarantees and/or a gain share arrangement.

The UK Government's 2017 Clean Growth Strategy highlights the importance of building confidence in energy services to help meet the target to improve business energy efficiency by at least 20% by 2030. EPCs can help unlock energy projects that clients are unable to take forward themselves and bring third-party finance into projects when funding is needed.

The following diagram (Figure 1) illustrates the typical financial model of an EPC.

Figure 1: Typical financial model for EPC



Guaranteed reductions in energy, operation and maintenance costs are offered, a portion of which go to pay for the service over the term. For projects with major capital investment, the majority of the fee may be paid upon implementation, but in most cases the contract term is set to exceed the expected payback period. Where guaranteed savings targets are not met, service fees are reduced, or a portion reimbursed, such that the client maintains their return on investment.

3. Why would an organisation want an EPC?

Energy Performance Contracts (EPCs) can potentially provide a strong business case and offer organisations a range of attractive benefits including:

Risk transfer / performance guarantees – EPCs provide a means to share technical, delivery and commercial risks of energy projects with an expert solutions provider (commonly referred to as ESCos). EPCs usually include performance guarantees, meaning that if project benefits are not delivered, the solution provider pays the difference.

Overcoming resource bottlenecks - While clients may have energy assets suitable for energy efficiency or on-site generation projects, they may lack the time and expertise to identify and implement them. EPCs offer a pragmatic route to overcome this. Public sector frameworks have opened the door to hundreds of millions of pounds of investment in recent years.

Access to capital - EPCs can provide a means to bring external finance to energy efficiency or on site generation projects. Clients may also choose to fund the measures themselves, but use an EPC to guarantee the project outcomes.

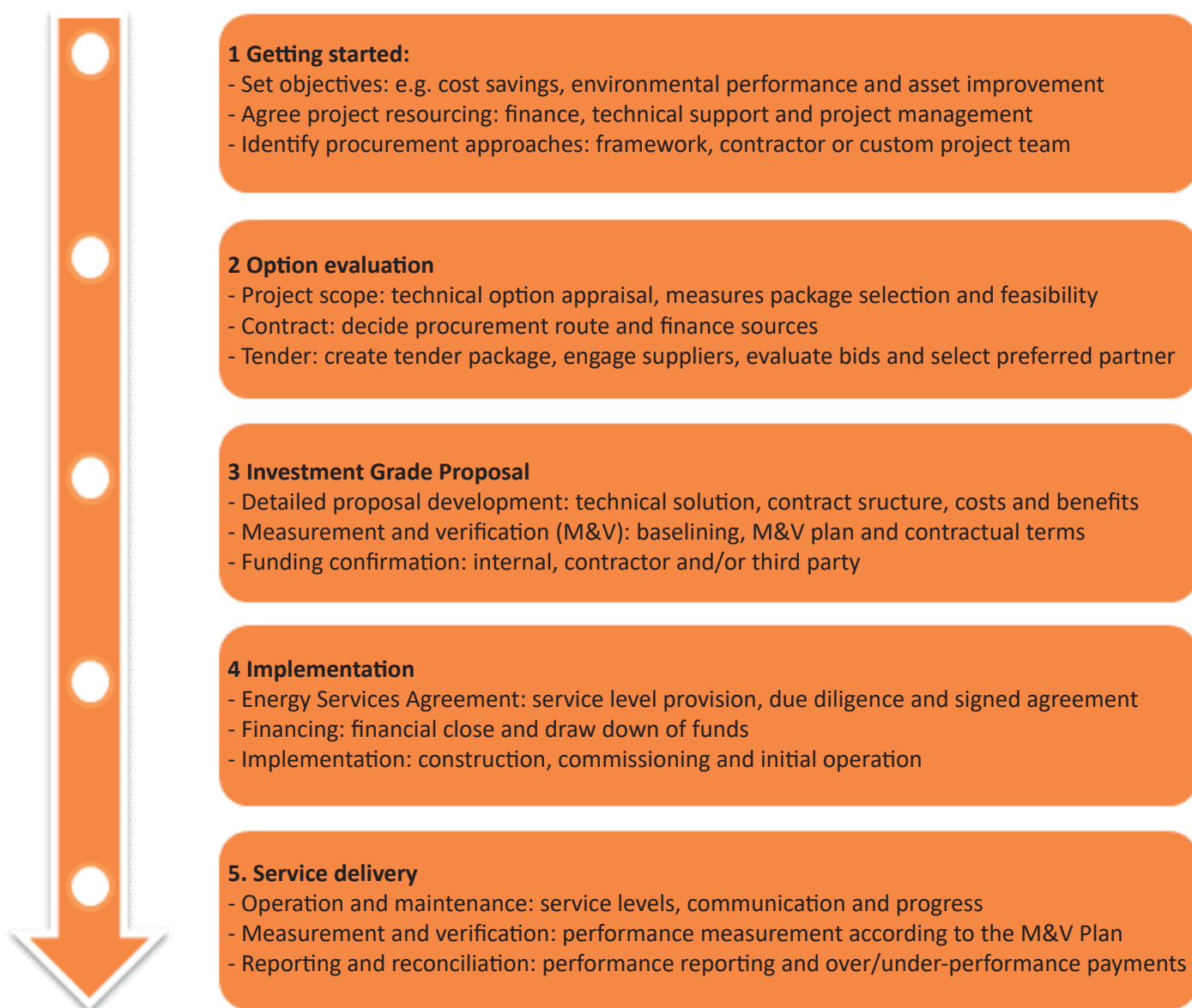
Viability - EPCs are typically holistic in approach. By assembling a package of measures with a range of payback periods, organisations can bring in energy saving opportunities that do not stack up on their own. This is commonly used to reduce maintenance backlogs.

Expertise - EPC solution providers can help drive innovation and accelerate the uptake of technologies contributing to a cleaner more efficient energy system.

4. How EPCs work in 5 steps

A typical EPC can be thought of in five basic steps as shown below. This is only a broad summary, as it may vary on a case by case basis. Public sector frameworks have a set process with pre-qualification of energy service providers (commonly referred to as ESCOs). Private sector EPCs tend to be more bespoke, but usually follow a similar general process with an Investment Grade Proposal leading to an Energy Services Agreement. See Annex 1 Glossary for further explanation of common EPC terms and acronyms.

Figure 2: Energy Performance Contracting in 5 steps



5. Parties and roles in an EPC

The common parties in an EPC are:

Client - an owner or occupier of a building or asset that is aiming to reduce their energy cost and associated operation & maintenance costs.

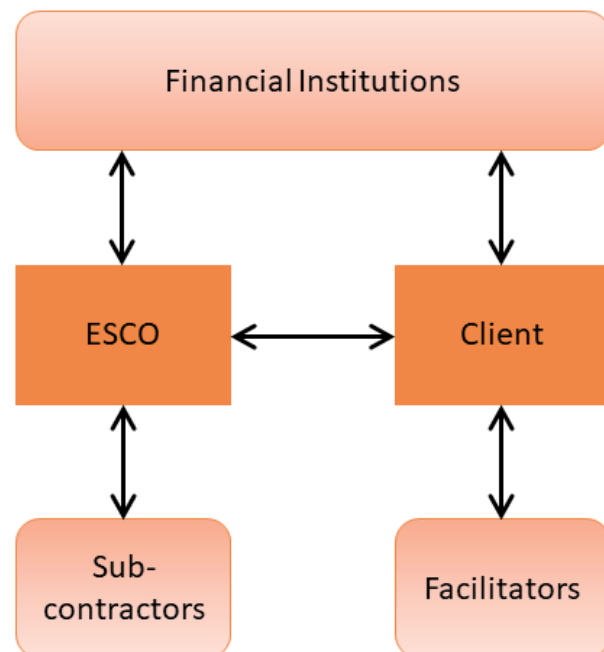
ESCO - an Energy Services Company that offers a turnkey service to the client to identify, implement, operate and maintain energy cost saving or revenue generation measures in the form of an EPC contract. There are specialist ESCOs and companies in fields such as facilities management, utilities, engineering, construction or technology supply that offer EPC services as part of their business.

Sub-contractors - an ESCo typically acts as a 'technology / solution agnostic' umbrella organisation bringing together several specialist sub-contractors to deliver the service according to the specific project needs. The ESCo's focus is therefore on energy auditing / opportunity identification, procurement, project management and performance measurement.

Financial Institutions - organisations that supply finance to the ESCo or client to support the upfront capital costs of the EPC. In some cases the financial institution may act as the counterparty to the client, sub-contracting the services of the ESCo, or they may set up a special purpose vehicle - a new legal entity - to finance one or several projects.

Facilitators - independent specialists in EPC that typically support the client with project development, ESCo partner selection / procurement, due diligence, contract agreement and contract management. Several frameworks have been set up to offer these services to public sector clients as well as offering a quick route to complying with the procurement regulations. Facilitators may also support ESCOs and Financial Institutions, or the counterparties may mutually choose to appoint a facilitator in areas that require an objective and unbiased position. One such area is performance measurement ('M&V') - for guarantee or gain share reconciliation - where the counterparties have vested interests in opposite outcomes.

Figure 3: Parties and roles in EPC



6. Typical contract types and financing

There are three common financial models for EPC:

- **Guaranteed outputs** - a fixed cost or regular service fee is paid to the EPC provider, which in turn guarantees a minimum level of cost savings and revenues. Where savings fall below this level the provider must repay the difference.
- **Shared outputs** - the EPC provider is paid based on a percentage share of the achieved cost savings and revenues.
- **Combination** - a guaranteed approach is taken but over the guaranteed minimum level of cost savings and revenues the EPC provider receives a 'bonus' based on a percentage share of the achieved overperformance.

Typical financing arrangements for EPC are as follows:

- **Internal funds** - Where the service fee is lower than expected cost reductions and revenues then the client may be able to pay using existing operational budgets. Alternatively, the client may use internal funds to pay for capital intensive projects where the service fee is mostly paid upon implementation. ESCos can also use their own funds to cover the upfront costs of the EPC.
- **Debt** - The client or ESCo can take a loan to cover the upfront capital costs. The repayment term is often aligned with the contract term or payback but is not directly linked to the project's cost saving performance. In the public sector Salix finance is often used by clients to pay for EPCs.
- **Leasing** - Leasing may be used where the project focuses on removable and resalable assets such as lighting or solar PV.
- **Project finance** - A new legal entity - a special purpose vehicle (SPV) or project company - may be set up to manage the finance of one or multiple projects. A mixture of debt and equity investments will be used to set up the company, which are then repaid by the service fees. The engineering elements of the EPC service are subcontracted to a provider and in many cases the project company itself becomes labelled as the ESCo.

7. How can ESTA members help?

ESCg members provide the capabilities and experience to facilitate EPC projects. Members and their associates are:

- **EPC providers** with case histories of successful projects in the public and private sector with varying project scales and complexity,
- **EPC facilitators:**
 - Technical consultants working with quality standards, option appraisal, investment grade audits and proposals.
 - Procurement frameworks providing underlying contract approaches and forms, technical support and approved contractors.
 - Legal and insurance service providers with experience of performance guarantee contract processes and due diligence.
 - Measurement and verification (M&V) providers experienced in setting up and evaluating performance guarantees as a full service or independent review.
- **EPC finance** providers familiar with energy projects and finance options, project quality standards, accounting standards and balance sheet issues.

8. Top tips for success

Procurement

- It is essential that there is clear agreement on what the aims and objectives are for entering into an EPC by the end client. These need to be communicated to the EPC supplier and checked that they fully understand the reasons.
- An EPC is different to a design and build contract. With an EPC there is an ongoing contractual relationship between both the end client and the EPC provider post installation and commissioning phase. In some cases, an EPC contract can be in excess of 10 years. Consequently, the end client should consider the longevity of this relationship and ensure that the EPC provider has both the operational and financial resources to deliver both the EPC and manage the ongoing risk, maintenance and operation throughout the EPC contract, so that they are able to reach their long-term goals.
- Past experience, relevant case studies and references from the EPC provider need to be provided as part of the procurement process. This should also include an organogram and CVs of key personnel.
- Fully understand which works the EPC provider will be carrying out and which works will be sub-contracted. If there is a high usage of sub-contractors, costs may well be higher due to margin layering. Financial stability of the EPC provider and any sub-contractors should be investigated as part of the commercial due diligence. Full transparency and break down of project costs should be provided by the EPC provider to enable a full cost comparison to be made by the end client.
- The EPC contract should ensure that the EPC provider takes on the ownership of project risks that it is best placed to manage and provides an approved measurement and verification service. It is unrealistic to expect an EPC provider to take on all project risks, but it should take on the majority and these should be highlighted contractually.

Design

- The end client should ensure that they fully understand not just the technical and commercial elements of the investment grade audit, but also the involvement that will be required to support the installation, operation and maintenance of the EPC from a time and resource perspective.
- The end client should work through each of the technical, commercial and contractual elements of the EPC with the EPC provider, to ensure that there is no misunderstanding of what is written in the EPC documentation. It is essential that the end client fully understands what each of the energy conservation measures will be

doing, how this has been determined and how the associated energy savings have been calculated.

- It is recommended that a third-party verification service (e.g. the Investor Confidence Project's IREE™ certification) is used by the end client to provide assurance that the EPC provider will deliver what is being asked of it, in terms of commercial returns and energy savings.

Data

- The more accurate the data that is supplied to the EPC provider, the more accurate their cost model will be. Where there is poor data, then the EPC provider will factor this uncertainty into their risk profile, which will result in increased project cost and/or reduced performance guarantees. The provision of 24 months of baseline energy data is ideal, with regular meter reading intervals (half hourly, daily or monthly etc.) to allow evaluation of the consumption trends.

Project Management

- It is essential that there is full open and transparent communication with the end client during the development of the EPC between the different stakeholders. A collaborative approach is required. To ensure success, senior level buy in to the project is needed, as this will drive the project from the top down and ensure project targets are met. This support also needs to be maintained during the EPC implementation phase and the ongoing M&V phase.
- The end client should appoint an internal project manager who has a detailed understanding of the technical aspects of the site being affected by the EPC.
- With the introduction of new technologies and potential new methods of plant operation, the EPC provider will need to provide appropriate training on each of these to ensure upskilling and knowledge transfer to site staff.

Measurement & Verification (M&V)

- It is imperative that before the project commences, there is agreement of the M&V Plan that will be used to validate the energy savings.
- A gap analysis should be carried out on the existing metering, to identify if there is a requirement for more meters to be installed to be able to accurately measure the energy savings. This should be done as early as possible such that sufficient baseline data can be collected.
- Any changes that are made to the end client's building portfolio that impacts on the EPC needs to be made transparent to the EPC provider and fully documented (e.g. closure of hospital ward, additional electrical demand due to expansion). Adjustment to the energy saving baseline should be made to account for this change.
- With the introduction of new technologies and potential new methods of plant operation, the EPC provider will need to provide appropriate training on each of these to ensure upskilling and knowledge transfer to site staff.

EPC providers:

**Armstrong Fluid Technology**08444 145 145 | salesuk@armlink.comwww.armstrongfluidtechnology.co.uk

Quality assurance (UK): ISO 9001-2000, ISO 14001

Armstrong is a leading designer and manufacturer of HVAC equipment, packaged systems and integrated plant rooms. It also leads the market in the area of low and zero carbon solutions with expertise in the integration of any combination of biomass, heat pumps, solar thermal and condensing boiler technology.

**Centrica Business Solutions UK Limited**

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Centrica Business Solutions is part of Centrica – a global energy and services company dedicated to satisfying the changing needs of its customers

**Chalmor Limited**

Barrie Morris, Commercial Director

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Chalmor has over 30 years expertise in heating and lighting systems to UK organisations of all sizes and in all markets. It is a one-stop shop supplier of heating control solutions and turnkey energy saving lighting, with a specialty in Retrofit projects. It has a reputation to deliver projects on time, to specification and to the highest customer satisfaction. Chalmor is an accredited Carbon Trust supplier.

Its customers benefit from the (predicted) lowest energy usage and cost, with fit for purpose lighting and heating at the right level of comfort for an organisation's users.

**ENGIE (Power Ltd)**

Matt Dracup, Energy Services Director

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ENGIE uses its capabilities to help businesses by leading the UK's transition to a more secure and sustainable future. Our strategy is based on investing in integrating our energy expertise with our broad services offer, and innovating in customer-led solutions and technologies. The business has well-established and diverse operations that include providing power and gas to thousands of UK businesses, and delivering services to more than 14,000 customer sites across the public and private sector.

Life Is On



Schneider Electric Limited

Paul Wrighton – Director, North West Europe & Nordics, Energy & Sustainability Services

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Schneider Electric offers long-term strategic solutions to meet clients energy management and sustainability goals



Self Energy

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SMS Plc

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SMS is delivering the future of smart energy through integrated services encompassing utility networks, smart metering and energy management. We work with large energy consumers to develop and execute strategies that reduce their environmental impacts and energy costs.

EPC Facilitators:



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EEVS is a leading independent provider of professional advisory and assurance services for energy efficiency, specialising in Energy Services Contracts that feature performance guarantees or gain shares. Our advisory services include project structuring, procurement support and due diligence pre-contract, and our assurance services cover performance management and verification during contract delivery. EEVS has considerable experience with performance Measurement & Verification (M&V) and provides a full range of independent M&V services, as well as professional training in line with the IPMVP. Clients include Lloyds Banking Group, Vodafone, the University of London, TfL, as well as several NHS Trusts and Local Authorities.



Inspired Efficiency Ltd

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Inspired Efficiency provide practical and pragmatic energy management consultancy services including energy audits, compliance works including DEC's and ESOS and freelance energy management services to clients and FM's to cover peak demands or absence cover.



IVEES®

Independent Verifiers of Energy Efficiency Savings

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IVEES® Independent Verifiers of Energy Efficiency Savings, is a consultancy solely dedicated to providing measurement and verification (M&V) services for energy retrofit projects.



JRP Solutions Limited

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JRP are leading UK specialists in delivering energy efficiencies across the whole asset base in commercial and industrial environments. We work with organisations such as AstraZeneca, Diageo, Lilly UK, Vodafone, Johnson Matthey and Premier Foods, to develop and implement strategies that improve their energy management and reduce consumption and costs.



Local Partnerships LLP

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www.localpartnerships.org.uk

Local Partnerships is a joint venture between HM Treasury and the Local Government Association (LGA). We were formed in 2009 to help the public sector deliver at the local level, supporting the delivery of investment in local infrastructure and local services. We deliver energy related projects through the co-owned RE:FIT EPC Framework.



Native-Hue Limited

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Native-Hue is an energy management consultancy committed to the path of Energy Services and Energy Performance Contracts for improving clients' business performance, environmental impact and image.



TEAM (Energy Auditing Agency Ltd)

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TEAM Energy is a leading supplier of carbon and energy management solutions. We specialise in energy management software, energy bureau services and energy consultancy



The Green Consultancy

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Minimise your energy costs and risks with our help. At the heart of our services is our rigorous and scientific approach – guaranteeing you the greatest savings for the lowest cost.



Verco Advisory Services Ltd

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Verco is an award-winning energy management and sustainability business. Our vision is to provide solutions for a zero carbon world. Verco helps companies reduce their environmental impact and save money through data driven analysis, grounded advice and real-world solutions. We provide an end-to-end service to major organisations from corporate strategy to project implementation and work with governments developing low carbon policies. We advise on Energy Performance Contracts, providing independent technical assurance and measurement and verification (M&V) services. Clients include Amber Infrastructure (Mayor's Energy Efficiency Fund), ABInBev, Arla Foods, Crest Nicholson, BEIS, JCB, NEXT, Nuveen, M&G Real Estate, Muller, and John Lewis Partnership.

EPC Finance:



Salix Finance

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EPC Sub-contractors:



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PA-Energy provide water, energy and renewables technology, data collection, consultancy and on-site services to improve your energy and water management operations and resolve your problems.

Annex 2.

Glossary of terms

| | |
|---|---|
| Baselining | Establishing a firm quantitative basis, typically annual energy use and its inherent driving factors, from which the achieved savings of a project can be subsequently assessed. |
| EPC | Energy performance contract |
| ESCO | Energy Service Company. |
| Framework provider | An organisation providing a compliant procurement route for public sector organisations to procure EPCs. Frameworks typically offer a list of pre-qualified EPC providers, standard contract templates, management processes and technical support for energy performance contract customers. |
| IGP / IGA | Investment grade proposal / investment grade audit. Proposals and energy audits to be used for significant investment decisions, conforming to quality and diligence standards required by the finance and legal professions. |
| IPMVP | International Performance Measurement and Verification Protocol |
| M&V Measurement & Verification | The contractual process of establishing a project's achieved savings comprising an agreed plan, with subsequent measurement and analysis for use with performance guarantees. |
| SPV | Special Purpose Vehicle. A legal entity set up specifically for the implementation of a project. In this context, it is normally linked obtaining non-recourse project finance. |



Annex 3.

Useful links

Model Energy Performance Contract, accompanying guidance notes and guide to best practices for the public sector.

<https://www.gov.uk/government/publications/energy-performance-contract-epc>

International Performance Measurement & Verification Protocol

<https://evo-world.org/en/products-services-mainmenu-en/protocols/ipmvp>

European Code of Conduct for EPC

<http://www.theema.org.uk/initiatives-and-schemes/eu-code-of-conduct-for-epc/>

The QualitEE project (<https://qualitee.eu/>) is developing quality assurance schemes for Energy Services Contracting across Europe. Useful resources include:

Draft Guidelines of European Technical Quality Criteria for Energy Efficiency Services

<https://qualitee.eu/publications/draft-guidelines-of-european-quality-criteria/>

UK Energy Efficiency Services Market Research Report

<https://qualitee.eu/gb/publications/market-research-report/>

The Investor Confidence Project (ICP) defines a road-map from retrofit opportunity to reliable Investor Ready Energy Efficiency™ (IREE). (<http://www.eepformance.org/iree-certification.html>) With a suite of Energy Performance Protocols in place, (<http://www.eepformance.org/training.html>) ICP reduces transaction costs by assembling existing standards and practices into a consistent and transparent process that promotes efficient markets by increasing confidence in energy efficiency for all stakeholders

<http://www.eepformance.org/>



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Nick Keegan, EEVS
Robert McKinnon, Local Partnerships

About ESTA (Energy Services and Technology Association)

ESTA is the UK authority on demand side energy management, with over 30 years' experience as a not-for-profit organisation owned by its members. We are continually dedicated to supporting a growing membership base to deliver:

- a platform and voice for demand side energy efficiency
- a network of service & technology providers with a common goal
- an aware, engaged & participative membership
- high quality thinking to shape the agenda for the industry

ESTA has a long-term commitment to reducing energy consumption through the application of technology and expert services. In order to achieve this we are heavily involved in promoting the economic benefits of energy demand reduction through efficiency and management.



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