

EXAMPLE TRANSACTION CHECKLIST

The following is an example of a transaction checklist that can be used for the financial closing of a film that the NZFC invests in. Please note that some items included here may not be relevant to your film, and that additional items may be required. The NZFC will provide a bespoke checklist for your film should it invest in it, and once financial closing has commenced. If you have any questions about this checklist please contact businessaffairs@nzfilm.co.nz.

Document	Parties	Party mainly responsible	Status
Financing documents			
1. [Interparty Agreement/Production Financing Agreement (PFA)]	Producer (Special Purpose Vehicle company (SPV)) NZFC Broadcaster NZSPG Lender Completion Guarantor [Other financier(s)]	NZFC	
(a) Finance Plan	Part of [Interparty/PFA]	Producer	
(b) Drawdown Schedule	Part of [Interparty/PFA]	Producer	
(c) Recoupment Schedule	Part of [Interparty/PFA]	Producer	
(d) Production Schedule	Part of [Interparty/PFA]	Producer	
(e) Budget	Part of [Interparty/PFA]	Producer	
(f) Cashflow Schedule	Part of [Interparty/PFA]	Producer	
(g) Credit Schedule	Part of [Interparty/PFA]	Producer	
(h) Broadcaster Covenant	Part of [Interparty/PFA]	Producer Broadcaster	
2. Poster Grant Agreement	Producer (SPV) NZFC Distributor	NZFC	

Document	Parties	Party mainly responsible	Status
	Poster House		
3. Trailer Grant Agreement	Producer (SPV) NZFC Distributor Trailer House	NZFC	
4. [Copies of any other financing agreements between the Producer and any other financiers, e.g.: <ul style="list-style-type: none"> • Investor agreement(s) • Grant agreement(s) • Gap financing agreement(s) • Loan agreement(s) against sales estimates or presales • Agreements documenting any holdbacks/deferrals/reinvestments.] 	Producer (SPV) [Other financier(s)]	Producer	
NZSPG documents			
5. Provisional NZSPG Certificate	NZFC (in its capacity as administrator of the NZSPG)	Producer	
6. NZSPG Loan Agreement(s).	Producer (SPV) NZSPG Lender	NZSPG Lender	
7. [Copies of any other documents required by the NZSPG Lender.]	NZSPG Lender [TBC]	NZSPG Lender	
8. [Documentation recording the terms on which the unbonded portion of the NZSPG will be cash flowed (if needed).]	[TBC]	[TBC]	

Document	Parties	Party mainly responsible	Status
9. Accountant/Auditor's letter including: <ul style="list-style-type: none"> • Analysis of QNZPE expenditure; • Confirmation of any expenditure prior to 1 July 2008; and • Confirmation the Production Company has not received production funding from a Government Agency prior to 1 July 2008. 	Producer's auditor to provide	Producer and Producer's accountant/auditor	
10. Instruction to Pay NZSPG Amount	Producer (SPV) NZFC (in its capacity as administrator of the NZSPG)	Producer/NZSPG Lender	
Co-production Documents			
11. NZFC Provisional Co-Production Certificate	NZFC	NZFC	
12. [Other authority's] Provisional Co-Production Certificate	[Other authority]	[Other authority]	
13. Co-Production Agreement(s)	NZ Producer (SPV) [Other Producer SPV]	NZ Producer (SPV) [other Producer SPV]	
14. [Copies of any other documents required for Co-Production]	NZ Producer [Other Producer] [TBC]	NZ Producer [Other Producer] [TBC]	
Chain of Title documents			
15. Chain of Title Legal Opinion (from a NZ law firm or lawyer acceptable to the Financiers and addressed to each Financier) stating that the Producer has full and unfettered title to make, produce and distribute the production of the Film based on the Approved Screenplay/Treatment and has all necessary assignments of copyright and waivers of moral rights	Producer's Lawyer	Producer's Lawyer	
16. [Underlying rights agreements, for example: <ul style="list-style-type: none"> - Option & Purchase Agreement(s) 	[TBC]	Producer's Lawyer	

Document	Parties	Party mainly responsible	Status
<ul style="list-style-type: none"> - Writer's Agreement(s) - NZFC Development Grant or Loan Agreements - Assignment & Novation Agreement(s) (e.g. for NZFC Development funding if the funding was given to an individual or parent company) - Quit claim(s) - Release Form(s)] 			
Sales and Distribution documents			
17. [Australasian/New Zealand] Distribution Agreement	Producer (SPV) Distributor	Producer	
18. Distribution Agreement [Notice of Assignment/Deed of Delivery and Arbitration]	Producer (SPV) Distributor Completion Guarantor	Completion Guarantor	
19. [Rest of World] Sales Agency Agreement	Producer (SPV) Sales Agent	Producer	
20. Sales Agency Agreement [Notice of Assignment/Deed of Delivery and Arbitration]	Producer (SPV) Sales Agent Completion Guarantor	Completion Guarantor	
21. NZ Broadcaster Licence Agreement	Producer (SPV) NZ Broadcaster	Producer	
22. [Other Sales & Distribution documents e.g. Sales Representation Agreement]	[TBC]	[TBC]	
Collection documents			
23. Collection Agency Agreement (for the Sales Agency Territory)	Rest of World Collection Agent Producer (SPV)	Producer	

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	NZFC NZSPG Lender Completion Guarantor [Other financier(s)]		
24. NZFC Collection Agreement (for Australia and New Zealand)	NZFC (as collection agent and investor) Producer (SPV) [Other financier(s)]	Producer	
25. Participant Acknowledgement Forms [for NZFC Collection Agreement]	[TBC]	Producer	
Completion Bond documents			
26. NZFC Completion Guarantee	NZFC Completion Guarantor	Completion Guarantor	
27. [Other financier(s) Completion Guarantee]	[Other financier(s)] Completion Guarantor	Completion Guarantor	
28. [Supervision Deed/Producer's Deed]	Producer (SPV) Completion Guarantor	Completion Guarantor	
29. Beneficiary Letters	[TBC]	Completion Guarantor	
30. Director Inducement Letter(s)	[TBC]	Completion Guarantor	
Other Key Production documents			
31. Approved [Screenplay/Treatment]	N/A	Producer	
32. Producer Agreement(s)	Individual Producer(s) Producer (SPV)	Producer	
33. Director Agreement(s)	Director(s) Producer (SPV)	Producer	

Document	Parties	Party mainly responsible	Status
34. Executive Producer Agreement(s)	Individual Executive Producer(s) Producer (SPV)	Producer	
35. [Key Cast Agreement(s) [(noting if they are on SPADA Equity form)] OR [Key Element Releases]	Relevant cast Producer (SPV)	Producer	
36. [Other Agreements for Key Personnel as required (e.g. Choreographer, Composer etc)]	[TBC] Producer (SPV)	Producer	
37. Template forms for cast and crew agreement(s)	[TBC] Producer (SPV)	Producer	
Security documents			
38. NZFC Security Agreement	NZFC Producer (SPV)	NZFC	
39. [Any security arrangements required by any other party]	TBC	TBC	
40. Bank Account Deed	Production Bank Producer (SPV) NZFC [Other financier(s)]	Producer	
41. Post-Production Facility Pledgeholder and Access Agreement	Post-Production Facility Producer (SPV) NZFC Completion Guarantor [Other financier(s)]	Producer	
Health & Safety documents			
42. Health & Safety Policy	Producer (SPV)	Producer	

Document	Parties	Party mainly responsible	Status
43. COVID Management Plan	Producer (SPV)	Producer	
44. Independently-commissioned initial hazard and health & safety report based on script and production/shoot schedules (prior to commencement of pre-production)	Producer (SPV)	Producer	
Insurance documents			
45. Errors & Omissions insurance certificate, policy and receipt showing premiums have been paid.	Producer (SPV)	Producer/insurer	
46. Film Package insurance certificate, policy and receipt showing premiums have been paid.	Producer (SPV)	Producer/insurer	
47. Statutory liability insurance certificate	Producer (SPV)	Producer/insurer	
48. Essential Elements insurance certificate	Producer (SPV) [Essential Element(s)]	Producer/insurer	
49. [any other insurances]	Producer (SPV)	Producer/insurer	
Other documents			
50. Anti-Piracy Guidelines agreement	Producer (SPV)	Producer	
51. SPV Certificate of Incorporation and SPV Company Extract	N/A (Companies Office form)	Producer (to obtain from Companies Office website)	
52. PPSR search confirming no prior security interests over SPV, dated no earlier than 1 week prior to the [Interparty Agreement/PFA] being signed.	(PPSR/Companies Office search results print-out/email)	NZFC	
53. Evidence satisfactory to the NZFC that all other funding required for the production, completion and delivery of the Film is committed and available to be advanced to the Producer in accordance with the Approved Drawdown Schedule.	N/A	Producer	