

RENEWABLE ENERGY PPAs

October 16-17, 2017
The Curtis Denver
Denver, CO



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EUCI is authorized by IACET to offer 1.0 CEUs for the course



EUCI is authorized by CPE to offer 12 credits for the course

OVERVIEW

The Renewable Energy Power Purchase Agreements seminar is designed for those in the renewable energy industry who are new to PPAs or who have worked with PPAs for a while and are ready to gain a deeper understanding of the legal impact of, and allocation of risks under, key PPA provisions. The course will begin with an introduction to the development and financing process and the role of competitive procurement (including RFP solicitations and bilateral negotiations). The instructors will review the various general contract terms found in most non-PPA project agreements that directly impact the PPA negotiations, and provide an overview of environmental and permitting matters that arise in PPA negotiations.

The course will break PPA issues into those which arise or play out during the pre-commercial operation period, those related to the actual achievement of commercial operation, and the issues that arise in the post-commercial operation period. Examples of problems that have arisen both before and after project completion will be given, and the solutions to these problems will be discussed. The topics covered will include risk allocation during curtailments, environmental considerations, managing change in law risk, the process and requirements for the declaration of milestone completion (especially the commercial operation milestone), liquidated damages, limitations of liability, and transmission and interconnection issues that arise in the PPA.

During the course, attendees will also learn about issues that are unique to PPAs for solar, biomass, wind, and other renewable energy resources, variations on the typical PPA finance structure, and the factors that impact the relative leverage positions or strengths/weaknesses of the parties negotiating the PPA. During the course the instructors will provide and review specific contract language, and will offer methods and practices for successful negotiations.

LEARNING OUTCOMES

- Review the basics of project finance, PPA contract terms, and the PPA bidding process
- Assess sample PPA language
- Discuss methods and practices for successful negotiations
- Analyze issues that arise during operations and how to allocate legal risk
- Discuss government incentives for solar PPAs and review utility scale projects
- Review other renewables such as biomass, biofuels and wind, and programs utilizing these technologies



"I highly recommend this course! It was extremely informative, and anyone from someone who have never done a PPA to a seasoned veteran can learn a great deal."

President, Solar Energy Management



"This has been a very professional and comprehensive presentation which is focused on participant learning and preparation for working with PPAs."

President, JB&T Holdings LLC

TESTIMONIALS FROM PAST ATTENDEES

"Thank you, I have learned a lot and am now more secure in the PPA world." - Technician, STG, Brookfield Energy Marketing, Inc.

"Before attending the course, I could spell PPA. Now I've learned enough to hold my own in a conversation with colleagues and customers." - Business Development Manager, IAP Worldwide Services

"The course has the appropriate blend of background information and in-depth discussion that is only possible with experienced and engaging speakers." - Senior Transmission Manager, E.ON Climate & Renewables

"Entertaining and down to earth presenters at a fantastic location." - Director of Power Supply & Transactions, VPPSA

"As a non-lawyer, this course was very easy to follow and informative." - Regulatory Compliance Coordinator, E.ON

"The renewable space project finance practice demand sector participants will be exposed to up to the minute data and information to articulate projects that have more possibility to be successful." - Director, Project Development, NAD Bank

"Before this course, my understanding of PPAs was functional and adequate. I now have better tools to be a better regulatory attorney and to facilitate power transactions that redound to the benefit of my country. I would highly recommend this PPA 'crash course' to all professionals in the industry responsible for energy procurement." - Senior Legal Counsel, Office of Utilities Regulation Jamaica

"Highly recommended and a critical course for any attorney practicing energy law or involved in renewable PPA regulations." - Attorney, Yamamoto & Settle



"Very informative content presented thoroughly by two dynamic presenters who keep the course interesting. I highly recommend it for Asset Managers or Transaction Negotiators."

Asset Manager, EDF Renewable Energy

"EUCI has some of the best, most practical conferences I have been to as an attorney." - Assistant General Counsel, E.ON

"Great presenters, great content. Definitely a must for lawyers and others who want to learn the basics in renewable PPAs!" - Legal Adviser, PowerGen

"I wish I had this training two years ago!" - Manager, Grand Valley Project Hydro, Orchard Mesa Irrigation District

"It is nice to attend a conference with speakers that are clearly experts in their field. This is such a conference." - CEO, Wind Quarry, LLC

"Very well done. Thank you." - PACE Consultant, Hunt Electric, Inc.

"Very relevant. Presenters kept it interesting." - Vice President, Liberty Power

"A great program on the nuts and bolts of renewable PPAs. Anyone attending will come away with a clear understanding of the major issues, alternations, and negotiating strategic position associated with renewable PPAs." - Partner, Tonkon Torp LLP

AGENDA

MONDAY, OCTOBER 16, 2017

8:00 - 8:30 am

Registration and Continental Breakfast

8:30 - 9:30 am

Overview of Development and Finance (The Role of the PPA)

- Development Process
- Project Risks
- Project Structure
- Basics of Project Finance
- Financeability Issues in PPAs

9:30 - 10:30 am

Power Procurement, RFPs, and the Bidding Process

- Competitive Procurement
- Bilateral Negotiations
- RFP Process
- Types of Submissions

10:30 - 10:45 am

Morning Break

10:45 - 11:45 am

General Contract Terms

- Limits of Liability
- Indemnification
- Boilerplate

11:45 am - 12:00 pm

Q&A

12:00 - 1:15 pm

Group Luncheon

1:15 - 2:30 pm

Pre-COD and COD Issues

- Conditions to Effectiveness
- Permissible Delays
- Development & Construction
- Performance Security
- Declaration of Commercial Operation
- Liquidated Damages

2:30 - 2:45 pm

Afternoon Break

2:45 - 4:00 pm

COD & Post-COD Issues

- Sale of Energy & RECs
- Defaults
- Metering & Payment
- Operations & Maintenance
- Curtailments
- Typical Issues Arising during Operations
- Change in Law

4:00 - 4:30 pm

Interconnection and Transmission Issues

- Types of Agreements
- Alternatives to Transmission
- Types of Service

4:30 - 5:00 pm

Q&A

AGENDA

TUESDAY, OCTOBER 17, 2017

8:00 - 8:30 am

Continental Breakfast

8:30 - 9:15 am

Environmental Issues in PPAs

- Environmental Representations and Covenants
- Species Issues

9:15 - 10:15 am

Prepaid PPAs

- Benefits & Unique Issues
- Defaults and Remedies
- Seller's Role as Lender

10:15 - 10:30 am

Morning Break

10:30 - 11:15 am

Solar PPAs and Distributed Generation

- Distributed Generation
- Government Incentives
- Solar Hybrid Projects
- Utility Scale Projects

11:15 am - 12:00 pm

Q&A

INSTRUCTORS



Ashley K. Wald

Partner, Holland & Hart

Ms. Wald advises her clients at all stages of energy project development, from site acquisition and permitting to construction, interconnection, transmission, power purchase, financing, and through commercial operation. She frequently works with clients involved in the solar and wind industries, other renewable energy technologies, and natural gas, as well as clients working in demand-side management and energy efficiency product development and deployment.

Ms. Wald also represents clients in the purchase and sale of energy projects, including both asset deals and the sale of membership interests.



Leslie S. Boyle

Partner, Holland & Hart

Ms. Boyle advises clients in a wide range of industries in connection with their commercial transactions and the development, financing, and operation of large infrastructure projects. Her clients range from national oil and gas companies, mining companies, and independent power producers to apparel retailers and equipment manufacturers.

Ms. Boyle negotiates the contracts required for every stage of a project's life cycle, including engineering, procurement, and construction services agreements, major equipment supply agreements, operations and maintenance agreements, master services agreements, power purchase agreements, and energy exchange agreements, and she represents clients as they buy, sell, and finance projects. Ms. Boyle also advises clients in the structuring and negotiation of joint ventures for the development and operation of infrastructure projects.



Elizabeth Mitchell

Partner, Holland & Hart

For over 20 years, Ms. Mitchell has helped major national and international companies to reduce environmental risks and enhance their environmental compliance. Her clients include manufacturing, pharmaceutical, agricultural, conventional and renewable energy, and mining companies. Ms. Mitchell regularly advises these and other entities on environmental and regulatory issues associated with mergers and acquisitions, project finance, environmental compliance, permitting, securities filings, and enforcement matters. Furthermore, she has extensive experience handling a variety of infrastructure, energy, and environmental projects.

Ms. Mitchell works with domestic and foreign clients on the environmental aspects of energy and industrial projects in the U.S., from site selection and permitting, to financing, to environmental compliance requirements. She regularly advises developers and lenders regarding environmental aspects of financing commercial and industrial projects. Her work includes the assessment of environmental systems through environmental audits and investigations, as well as the development of environmental management systems.

REQUIREMENTS FOR SUCCESSFUL COMPLETION

Participants must sign in/out each day and be in attendance for the entirety of the course to be eligible for continuing education credit.

INSTRUCTIONAL METHODS

PowerPoint presentations, classroom discussion, case studies, group exercises, and a mock hearing exercise will be used in the program.

PROCEEDINGS

The proceedings of the course will be published, and one copy will be distributed to each registrant at the course.

EVENT LOCATION

A room block has been reserved at the The Curtis Denver, 1405 Curtis Street, Denver, CO 80202, for the nights of October 15-16, 2017. Room rates are \$209 plus applicable tax. Call **1-303-571-0300** for reservations and mention the EUCL event to get the group rate. The cutoff date to receive the group rate is September 17, 2017 but as there are a limited number of rooms available at this rate, the room block may close sooner. **Please make your reservations early.**

IACET CREDITS



EUCL has been accredited as an Authorized Provider by the International Association for Continuing Education and Training (IACET). In obtaining this accreditation, EUCL has demonstrated that it complies with the ANSI/IACET Standard which is recognized internationally as a standard of good practice. As a result of their Authorized Provider status, EUCL is authorized to offer IACET CEUs for its programs that qualify under the ANSI/IACET Standard.

EUCL is authorized by IACET to offer 1.0 CEUs for this course.

CPE CREDITS



EUCL is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be submitted to the National Registry of CPE Sponsors through its website: www.learningmarket.org.

Upon successful completion of this event, program participants interested in receiving CPE credits will receive a certificate of completion. **EUCL is authorized by CPE to offer 12.0 credits for this program.**

There is no prerequisite for this course.

Program Level - Beginner **Group Method** - Live **Code** - Renewables

REGISTER 3, SEND THE 4TH FREE

Any organization wishing to send multiple attendees to this course may send 1 FREE for every 3 delegates registered. Please note that all registrations must be made at the same time to qualify.



Please make checks payable to: "PMA"

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PLEASE REGISTER

- RENEWABLE ENERGY PPAs COURSE**
 OCTOBER 16-17, 2017: US \$1395,
 Early bird on or before September 29, 2017: US \$1195

How did you hear about this event? (direct e-mail, colleague, speaker(s), etc.)

Print Name Job Title

Company

What name do you prefer on your name badge?

Address

City State/Province Zip/Postal Code Country

Phone Email

List any dietary or accessibility needs here

CREDIT CARD INFORMATION

Name on Card Billing Address

Account Number Billing City Billing State

Exp. Date Security Code (last 3 digits on the back of Visa and MC or 4 digits on front of AmEx) Billing Zip Code/Postal Code

OR Enclosed is a check for \$ _____ to cover _____ registrations.

Substitutions & Cancellations

Your registration may be transferred to a member of your organization up to 24 hours in advance of the event. Cancellations must be received on or before September 15, 2017 in order to be refunded and will be subject to a US \$195.00 processing fee per registrant. No refunds will be made after this date. Cancellations received after this date will create a credit of the tuition (less processing fee) good toward any other EUCI event. This credit will be good for six months from the cancellation date. In the event of non-attendance, all registration fees will be forfeited. In case of course cancellation, EUCI's liability is limited to refund of the event registration fee only. For more information regarding administrative policies, such as complaints and refunds, please contact our offices at (201) 871-0474.