

ELECTRIC UTILITY CONTRACTS FOR NON-LAWYERS

November 30 – December 1, 2017
The Curtis
Denver, CO



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1.0 CEUs



EUCI is authorized
by CPE to offer 12
credits

OVERVIEW

This course is designed to provide developers of energy projects, those working at electric utilities, and other non-legal professionals in the energy industry with an overview of the structure and mechanics of contracts commonly encountered in the industry. The course has two major points of focus: first, the instructors will offer information and insight into the basic design, drafting, and interpretation of contracts. They will identify common themes, purposes, and provisions in legal agreements and provide suggestions on how the non-lawyer can provide insight and input into the completion of successful documents.

Second, the instructors will highlight the legal framework and fundamental purpose of documents frequently used in the energy industry. They will break down and analyze key provisions and will help participants gain familiarity and comfort with legal terminology and concepts. Participants will have an opportunity to read sample agreement provisions, identify drafting flaws, and discuss ways to address and resolve those issues. The session will provide the participants with a better understanding of the intricacies involved with drafting and interpreting various terms and conditions and will attempt to demystify some of the “legalese” or “boilerplate” provisions commonly found in contracts.

LEARNING OUTCOMES

- Identify the fundamental purpose and key provisions of the major agreements used in the electric utilities industry
- Discuss the importance of non-disclosure and confidentiality agreements to the contracting process
- Describe the role of non-binding agreements such as term sheets and letters of intent
- Analyze the most significant terms and conditions in the power purchase agreement, construction contracts, operation and maintenance (O&M) agreement, and shared facilities agreements
- Review basic legal terminology and concepts providing familiarity and comfort to those working with the agreements
- Evaluate sample agreements and draft new provisions to address flaws identified within the samples



“Informative, concise, and well worth the investment. Material was presented in a manner that maintained my interest on a subject that is typically dull/dry.”

CFS Manager (SW/W), Border States Electric



“I had already learned the basics of contracts on the job. This course solidified my understanding and provided a lot of valuable insight in addition to the basics. There was no question the instructors could not answer. Highly recommend to anyone that needs the basics or a brush up course on contracts.”

Commercial Manager, Hitachi

COURSE TIMING

THURSDAY, NOVEMBER 30, 2017

8:00 – 8:30 am	Registration and Continental Breakfast
8:30 am – 5:00 pm	Course Timing
12:00 – 1:00 pm	Group Luncheon

PROGRAM AGENDA

Basics of Contracting

- Basic contracting principles
 - o Role of attorneys
 - o Essential elements
 - o Structure
 - o Objectives
 - Enforceability
 - Define parties, relationships, and responsibilities
 - Allocation of risks
 - Integrated infrastructure
 - Prepare for financing
 - o Boilerplate provisions
 - o Overview of common agreements and key provisions
 - Non-disclosure and confidentiality agreements
 - Term sheet/letter of intent
 - Interconnection agreement
 - Transmission agreement
 - Supply agreement
 - Construction contract
 - O&M agreements
 - Real property documents
 - Shared facilities agreements
 - Joint venture agreements

Interactive Session

- Confidentiality agreement
 - o Read sample agreement provisions
 - o Discuss potential drafting flaws
 - o Make “real-time” revisions



“High value information that is relevant and digestible.”

Senior Analyst, PPL EU

COURSE TIMING

FRIDAY, DECEMBER 1, 2017

8:00 – 8:30 am **Continental Breakfast**

8:30 am – 12:00 pm **Course Timing**

PROGRAM AGENDA

Power Purchase Agreements

- Forms
- General structure
- Key provisions
 - o Sale and purchase obligations
 - o Deliveries
 - o Mechanics of COD
 - o Completion risk
 - o Curtailment
 - o Change in law
 - o Excusable delay/force majeure
 - o Delay damages
 - o Security
 - o Dispute resolution
 - o Defaults, cure, remedies

Question-and-Answer Session

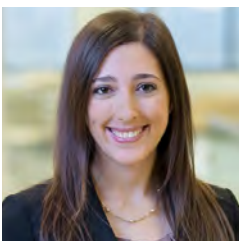
INSTRUCTORS



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.



Christie DiNapoli
Associate, Holland & Hart

Christie DiNapoli advises public and private companies in debt and equity financings, mergers and acquisitions, and corporate governance issues. She also counsels early stage companies and nonprofit corporations on formation, financing, governance, and compliance matters. Prior to joining Holland & Hart, Christie worked as an associate in the Boston office of Wilmer Cutler Pickering Hale and Dorr LLP. Christie is admitted to practice in Colorado and in Massachusetts. EXPERIENCE Christie represents public and private companies with a variety of corporate transactions, including Initial public offerings, Follow-on offerings, Mergers and acquisitions, Venture capital financings, SEC reporting and compliance

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

This program will use PowerPoint Presentations, group discussions, as well as active participation will be used in the program.

IACET CREDITS



EUCI has been accredited as an Authorized Provider by the International Association for Continuing Education and Training (IACET). In obtaining this accreditation, EUCI 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, EUCI is authorized to offer IACET CEUs for its programs that qualify under the ANSI/IACET Standard.

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

CPE CREDITS



EUCI 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. EUCI is authorized by CPE to offer 18.5 credits for the conference.

There is no prerequisite for this course.

Program Level: Beginner

Delivery Method: Group-Live

Advanced Preparation: None

EVENT LOCATION

A room block has been reserved at the The Curtis, 1405 Curtis Street, Denver, CO 80202, for the nights of November 29-30, 2017. The room rate is \$149 single occupancy plus applicable taxes. Call **1-303-571-0300** for reservations and mention the EUCI event to get the group rate. The cutoff date to receive the group rate is November 1, 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.

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.

REGISTRATION
to register [CLICK HERE](#) or

Call: 201 871 0474
fax: 253 663 7224
email: register@pmaconference.com
web: <http://pmaconference.com/>
Mail: POB 2303 Falls Church Va 22042

Please make checks payable to: "PMA"

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PLEASE REGISTER

ELECTRIC UTILITY CONTRACTS FOR NON-LAWYERS COURSE
 NOVEMBER 30 – DECEMBER 1, 2017: US \$1395
 Early bird on or before November 10, 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 October 27, 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 EUCL 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, EUCL'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.