



EUCI presents a course on:

CANADIAN ELECTRICITY CONTRACTS FOR NON-LAWYERS

March 20-21, 2012 • Hyatt Regency Vancouver • Vancouver, BC



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

CANADIAN ELECTRICITY CONTRACTS FOR NON-LAWYERS

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OVERVIEW

EUCI's Canadian Electricity Contracts for Non-Lawyers course is designed for project developers, electric utility professionals, consultants, advisors, and other professionals who want a better understanding of some of the major legal documents involved with project development, construction, interconnection, and ongoing operation.

The course will begin by covering the importance of non-disclosure and confidentiality agreements, as well as non-binding agreements such as term sheets, letters of intent, and MOUs. It will then provide an overview and explanation of some of the most significant parts of any agreement, followed by a detailed review of the power purchase agreement; various land rights agreements; the interconnection agreement; the transmission agreement; the engineering, procurement, and construction (EPC) contract; operation and maintenance (O&M) agreements; turbine supply agreements; equipment warranty agreements; and joint venture agreements.

This course is intended to highlight the legal framework and fundamental purposes of these documents for the non-lawyers who work with them in order to teach non-legal professionals the essential skills that will allow them to break down contract parts, analyze key provisions, and gain comfort with basic legal terminology, concepts, and drafting conventions.

In addition to providing a basic overview of these documents, this course will provide interactive learning sessions during which participants will have an opportunity to read sample agreement provisions, work with peers to identify drafting flaws and "sleeper" clauses, and discuss ways to address and resolve those issues. These sessions will provide participants with a better understanding of the intricacies involved in contract drafting and help demystify some of the "legalese" still common in contract forms.

LEARNING OUTCOMES

- Identify the fundamental purposes and key provisions of the major agreements used in the electricity industry
- Analyze the most significant terms and conditions contained in power purchase agreements; equipment supply agreement; interconnection agreements; transmission agreements; operation and maintenance (O&M) agreements; turbine supply agreements; warranty agreements; joint venture agreements; and engineering, procurement, and construction (EPC) contracts
- Review basic legal terminology and contract boilerplate concepts contained in most contracts
- Evaluate sample agreements and draft new provisions to identify and address flaws
- Instruct and manage internal and external legal support
- Discuss and share legal document reading and review approaches used by legal counsel
- Evaluate and share common contract drafting and review conventions as well as the use of commonly available software tools for reviewing, redacting, and sharing documents

WHO SHOULD ATTEND

- Utility employees
- Renewable project developers
- Transmission and distribution company planners
- Project managers
- Regulators and regulatory staff
- Consultants
- Finance and investment professionals

IACET



EUCI has been approved as an

Authorized Provider by the International Association for Continuing Education and Training (IACET), 1760 Old Meadow Road, Suite 500, McLean, VA 22102. In obtaining this approval, EUCI has demonstrated that it complies with the ANSI/IACET Standards, which are widely recognized as standards of good practice internationally.

As a result of its Authorized Provider membership status, EUCI is authorized to offer IACET CEUs for its programs that qualify under the ANSI/IACET Standards.

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Requirements for Successful Completion of Program

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 and classroom discussion will be used in this course.

March 20-21, 2012

PROGRAM AGENDA

TUESDAY, MARCH 20, 2012

Registration and Continental Breakfast: 8:00 – 8:30 a.m.

Course Timing: 8:30 a.m. – 5:00 p.m.

Group Luncheon: 12:00 – 1:00 p.m.

Fundamental Agreements and Key Provisions

- General Overview and Document Parts
 - A simple non-disclosure agreement
 - Common contract boilerplate provisions
 - Common contract jargon
- Other Non-Binding Agreements
 - Letters of intent
 - Term sheets
 - Memoranda of understanding
- Understanding T's and C's
 - Supply contract best practices
 - Common clauses with uncommon outcomes
- Reps, Warranties, Undertakings, and Indemnities
 - Risk allocation
 - Negotiation tools
 - Managing legal support

Key Agreements You Should Understand

- Power Purchase Agreements
 - Price
 - Delivery point
 - Purchase and sale obligations
 - Completion risk
 - Security requirements
 - Default, termination, remedies
 - GHG credits
 - Crown corporations
- Interconnection Agreements
 - Pro forma agreements used in Ontario
 - Allocation of upgrade costs
 - Operation and maintenance, outages
 - Performance security
- Transmission Agreements
 - Delivery and receipt obligations
 - Curtailment
 - Pricing
 - Termination, default, remedies
- Engineering, Procurement, and Construction (EPC) Contracts
 - Title, risk of loss
 - Risk and allocation
 - Scope
 - Milestones
 - Change orders
 - Force majeure
 - Performance
 - Security
 - Contract gaps
- Operation and Maintenance (O&M) Agreements
 - Pricing models
 - Representations
 - Duties
 - Default and remedies
 - Indemnification, liability, and insurance

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PROGRAM AGENDA

TUESDAY, MARCH 20, 2012 (CONTINUED)

- Equipment Supply Agreements
 - Logistics
 - Delivery
 - Obligation to supply
 - Risk of loss
 - Representations and warranties
- Equipment Warranty Agreements
 - Representations and warranties
 - Operating guarantees
 - Service undertakings
- Joint Venture Agreements
 - Meaning
 - Forms of document
 - Contexts
 - Capital and in-kind contributions
 - Default and remedies
 - Exits

WEDNESDAY, MARCH 21, 2012

Continental Breakfast: 8:00 – 8:30 a.m.

Course Timing: 8:30 a.m. – 12:00 p.m.

Contract Review

- Common Contract Reading and Review Approaches
 - Common redaction conventions
 - Best practices
 - Spot the bunny
 - Common errors and uncommon outcomes
- Interactive Review and Revision Session
- Blacklines, Redlines, Tracked Changes, Defined Terms, MetaData, Hidden Text, Comments, and Other Software Tools Commonly Used in Contract Drafting and Review

INSTRUCTOR

Thomas J. Timmins, Partner, Gowling Lafleur Henderson LLP

Thomas J. Timmins practices energy law with the international law firm Gowling Lafleur Henderson LLP. He acts regularly on behalf of power producers, power project developers, and investing entities in North American markets. A member of the Law Society of Upper Canada, the American Bar Association, Canada's Venture Capital Association, CanWEA, CanSIA, and APPrO, Mr. Timmins serves on a number of corporate boards and is a regular speaker and law school lecturer on matters of corporate governance, large scale project development, energy industry regulation, and contract drafting.

PROCEEDINGS

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

EVENT LOCATION

The course will take place at the Hyatt Regency Vancouver, 655 Burrard Street, Vancouver, British Columbia, Canada V6C 2R7. The hotel's phone number is 1-604-683-1234.

REGISTRATION INFORMATION

REMEMBER: EVERY FOURTH REGISTRANT IS FREE

For instant registration, call (201) 871-0474 or fax the registration form to (253) 663-7224.

Register Three; Send Fourth Free!

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

All cancellations received on or before February 17, 2012, will be subject to a \$195 processing fee. Written cancellations received after this date will create a credit of the tuition (less processing fee) good toward any other EUCI event or publication. This credit will be good for six months. In case of event cancellation, Electric Utility Consultants' 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.

FIVE EASY WAYS TO REGISTER	
One: CALL (201) 871-0474	Two: FAX (253) 663-7224
Three: E-MAIL register@pmaconference.com	Four: MAIL PMA P.O. Box 2303 Falls Church, VA 22042
Five: WEB SITE www.pmaconference.com	

PLEASE REGISTER THE FOLLOWING

- Canadian Electricity Contracts for Non-Lawyers
March 20-21, 2012: US \$1395 (+ 12% HST = US \$1562.40)
Early bird on or before March 9, 2012: US \$1195 (+ 12% HST = US \$1338.40)

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Check here if you have any dietary or accessibility needs. We will contact you for more details.

PAYMENT METHOD Please make checks payable to "PMA"

Please charge my credit card: Visa MC AMEX Security Code _____

Visa and MC cards have a 3-digit code on the signature panel on the back of the card, following the account number. American Express cards have a 4-digit code on the front of the card, above the card number.

Name on Card _____ Signature _____

Account Number _____ Exp. Date _____

Card Holder Phone Number _____

Billing Address _____ Billing ZIP Code _____

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