

 EUCI COURSE

ELECTRIC UTILITY CONTRACTS FOR NON-LAWYERS

May 9-10, 2017
The ART, a hotel
Denver, CO



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

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 that are commonly encountered in the energy industry. The course has two major points of focus: first, the instructors will offer information and insights into the basic structure, language, and interpretation of contracts. They will identify common themes, purposes, and provisions in legal agreements and provide suggestions for how a non-lawyer can help develop and work with better legal documents. They will break down and analyze key provisions and will help participants gain familiarity and comfort with legal terminology and concepts. Second, the instructors give participants an opportunity to read sample agreement provisions, identify drafting flaws, and discuss ways to address and resolve those issues, including a real-time review session where participants help mark up a flawed confidentiality agreement. The session will provide the participants with a better understanding of the intricacies involved with drafting and interpreting various terms and conditions, talk about integrating multiple documents to avoid legal pitfalls, 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
- 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
- Analyze the most significant terms and conditions in the power purchase agreement and an engineering, procurement and construction contract
- Apply concepts learned during a real-time drafting session in which participants help revise a flawed confidentiality agreement



“[The presenters] presented the materials in a way where the information was easy to follow—they use true scenarios.”

Sr. Director Supply Chain & Fleet, CPS Energy



“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

COURSE TIMING

TUESDAY, MAY 9, 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

AGENDA

Basics of Contracting

- Basic contracting principles
 - o Role of attorneys
 - o Essential elements of enforceable contracts
 - o Structure
 - o Objectives
 - Enforceability
 - Define parties, relationships, and responsibilities
 - Allocation of risks
 - Integrating multiple documents
 - Preparing for financing
 - o Boilerplate provisions
 - Notice provisions
 - Assignment and change of control
 - Governing law and venue
 - Amendments
 - Overview of common agreements and key provisions
 - 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
 - o Non-disclosure and confidentiality agreements



“Wish I’d taken this course years ago!”

Director, First Solar

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

WEDNESDAY, MAY 10, 2017

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

8:30 am – 12:00 pm **Course Timing**

AGENDA

Power Purchase Agreements

- General contracting considerations
- Key PPA 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

EPC Agreements

- Scope of Work
- Change Orders
- Allocation of Risk
- Limitations of Liability

Review Actual Markups of Contracts to Apply Concepts Learned

Question-and-Answer Session

“

“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

INSTRUCTOR



Ashley K. Wald

Partner/ Holland & Hart

Ashley Wald provides guidance to clients in the solar, wind, hydropower and natural gas industries as they develop energy projects and related infrastructure across the United States. She negotiates power purchase agreements on behalf of clients seeking to buy renewable power, including municipal utilities and electric cooperatives, and she is uniquely positioned to provide insights and strategic solutions based on her experience sitting on both sides of the negotiating table. In addition, Ms. Wald counsels clients in the purchase and sale of energy project assets and project companies.

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

This program will use PowerPoint Presentations, group discussions, as well as active participation.

EVENT LOCATION

A room block has been reserved at the The ART, a hotel, 1201 Broadway, Denver, CO 80203, for the nights of May 8-9, 2017. The ART, a hotel is the newest luxury hotel in Denver, CO featuring contemporary design, high tech amenities and works of art that grace two galleries. Room rates are \$239, plus applicable tax. Call **1-303-572-8000** for reservations and mention the EUCL event to get the group rate. The cutoff date to receive the group rate is April 10, 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 the 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

REGISTER 3, SEND THE 4TH FREE

Any organization wishing to send multiple attendees to these courses 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**
 May 9-10, 2017 | Denver, CO: US \$1395
 Early bird on or before April 21, 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 Account Number

Billing Address Billing City Billing State

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

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 April 7, 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.