

LAND LEASE AGREEMENTS FOR RENEWABLE ENERGY 101

September 13-14, 2018
AT&T Executive Education
and Conference Center
Austin, TX



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OVERVIEW

The initial building block for any renewable energy project is the land control instrument between developer and landowner. The preferred and most common method for establishing land control is the lease agreement. This course addresses the typical renewable energy lease document in detail, as well as relevant related issues (easements, surveys, etc). Differences between various renewable technologies will also be addressed.

Practitioners in the renewable space can benefit from attending since the course will focus on practical issues related to these agreements. Attendees will learn the general construct of a lease, the main working provisions at issue, and the significance and effect of each of those provisions, from landowner and developer rights and uses to typical financing provisions. The course instructors have experience representing both renewable energy developers and landowners, so the information provided to attendees takes "both sides" into consideration.

The course will provide relevant materials and be designed in a manner to encourage (but not require) questions and interactions between instructors and attendees.

LEARNING OUTCOMES

- Explain the basics of renewable energy development and status
- Describe the essential parts of a lease and related effects
- Identify the rights needed by developer and landowner depending on scenario
- Recognize differences in lease forms and goals depending on technology used
- Exposure to surveying basics and interplay with lease document
- Identify other related land control instruments such as easements and surface waivers
- Build an understanding of the interrelatedness of lease document to the development process

WHO SHOULD ATTEND

- In-house Counsel
- Landowner Attorneys
- Renewable Energy Project Developers
- Real Estate Attorneys
- Law Students

AGENDA

THURSDAY, SEPTEMBER 13, 2018

8:00 – 8:30 am Registration and Continental Breakfast

8:30 am – 5:00 pm Course Timing

12:00 – 1:00 pm Group Luncheon

Introduction/Background/Overview

- Wind and solar installed capacities
- Transmission grid areas and map
- General project timeline/procedure
- Land control document types

Wind Lease Terms/Provisions

- Owner/Grantee
 - o Landowner and location considerations
 - o Spousal issues
- Grant/Purpose and Scope
 - o What do you need?
 - o What do you want to do?
 - o How will you do it?
- Reserved Uses
 - o Farming/Ranching
 - o Hunting
 - o Minerals
- Terms
 - o Length and type considerations
- Payments
 - o Basics and trends
- Grantee Reps
 - o Insurance
 - o Permits
 - o Liens
 - o Taxes

Break

- Owner Reps
 - o No interference
 - o Third party rights (Minerals)
 - o Environmental
 - o Estoppels
 - o Confidentiality
 - o Setbacks/Waivers
 - o Water/Caliche/Surface Items
 - o CRP

AGENDA

THURSDAY, SEPTEMBER 13, 2018 (CONTINUED)

- Events of Default/Cure
- Assignment/Division of Lease
- Mortgagee Protections
 - o Default/Cure
 - o Foreclosure/New agreement
 - o Amendments
- Termination/Restoration
 - o Grantee/Grantor
 - o Bond
- Purchase Option
- Memo
- Construction Considerations
- Title Insurance
- Miscellaneous
 - o Legal Matters
 - o Tax credits
 - o Condemnation
 - o Force majeure
 - o Further assurances

FRIDAY, SEPTEMBER 14, 2018

8:00 – 8:30 am Registration

8:30 am – 12:00 pm Course Timing

- Property Description/Survey

Solar Lease Differences

- Purpose and Scope
 - o Solar nuances
- Reserved Uses
 - o Minerals
 - Surface waivers/Accommodation agreements
- Payments
 - o Rent v. Royalties
- Owner Reps
- Termination/Restoration

Break

Specific Scenarios

- Easements
- Distributed generation

COURSE INSTRUCTORS



Alan Cohen

Partner, Stahl, Bernal, Davies, Sewell & Chavarria, LLP

Alan Cohen is a partner at Stahl, Bernal, Davies, Sewell & Chavarria, LLP. He practices in the firm's Commercial Real Estate, Renewable Energy and Construction practice groups. Alan advises clients developing and operating wind and solar projects throughout the United States. He serves the firm's clients by drafting and negotiating land control documents, guiding projects through title and survey review, drafting and negotiating EPC (engineering, procurement and construction), BOP (balance of plant), FEED (front end engineering design) and other design and construction agreements, and assisting in other transactional matters related to project development. In his commercial real estate practice, Alan represents clients in all aspects of commercial real estate transactions including financing, PACE (Property Assessed Clean Energy) financing, purchasing, selling, title insurance, leasing, construction, and formation of partnerships, limited liability companies, and corporations. Alan's experience includes serving as in-house counsel for a Fortune 250 provider of EPC services, commercial leasing (office, retail and industrial) including tenant representation throughout North America, representation of one of the nation's largest title insurers, and litigation in state and federal district and appellate courts in Texas and Louisiana. Alan is a frequent contributor to the Commercial Lease Law Insider and the Commercial Tenant's Lease Insider and he serves on the Board of Advisors of the Commercial Tenant's Lease Insider. Alan is licensed to practice law in Texas and Louisiana, and admitted to practice in the U.S. District Courts for the Western, Southern and Northern Districts of Texas, the U.S. District Courts for the Eastern, Middle and Western Districts of Louisiana, and the U.S. Fifth Circuit Court of Appeals. Alan received his J.D. from Louisiana State University where he was a member of the Moot Court Board and a semifinalist in the Tullis Moot Court competition. Alan received his undergraduate degree from the University of Texas at Austin.



Brittany Dadon

Associate Attorney, Stahl, Bernal, Davies, Sewell & Chavarria, LLP

Brittany May Dadon is an Associate Attorney at Stahl, Bernal, Davies, Sewell & Chavarria, LLP. She practices in the firm's Commercial Real Estate, Renewable Energy, and Natural Resources and the Environment practice groups. She represents national wind and solar developers in connection with all aspects of renewable energy project development, including negotiating and drafting site control documents, overseeing efforts to meet permitting requirements, providing analysis of and developing solutions with respect to a variety of title and land survey issues, and issuing opinion letters in support of construction loan and tax equity closings. Prior to joining the firm, Brittany worked as an attorney in the legal division of the Public Utility Commission of Texas, where she became proficient in administrative procedure, settlement negotiations, and litigation. Brittany has tried cases at the State Office of Administrative Hearings, participated in rulemakings, and represented the public interest in a wide variety of contested cases. She has written extensive legal briefs, motions for summary decision, and statements of position. Her work has also been published in the TEXAS INTERNATIONAL LAW JOURNAL, one of the oldest and most prominent student-published international law journals in the United States. Brittany is licensed to practice law in Texas. She graduated with her J.D. from the University of Texas School of Law in May 2015. During law school, she was a member of the TEXAS INTERNATIONAL LAW JOURNAL and the Environmental Law Society, she received the designation of outstanding student in Environmental Law and Natural Resources, and participated in the 2013 Fall Litigation Institute. While in law school, she interned with Justice Lehrmann of the Texas Supreme Court and with Environmental Defense Fund's Climate Change and Clean Energy Division.

COURSE INSTRUCTORS (CONTINUED)



Gregory S. Friend

Partner, Stahl, Bernal, Davies, Sewell & Chavarria, LLP

Greg Friend is a partner in the Austin law firm of Stahl, Bernal, Davies, Sewell & Chavarria, LLP. His practice focuses on renewable energy transactions for wind and solar developers. He provides assistance to wind and solar energy clients in many aspects of renewable energy project development, including drafting and negotiating land control documents, performing title and survey analyses and curative work, assessing permitting/environmental issues related to project activities, and providing opinions and other project financing support. Greg also represents tax equity investors in real estate, permitting, and regulatory due diligence review of renewable energy projects. Prior to joining Stahl, Bernal, Davies, Sewell & Chavarria, LLP, Greg represented clients on transactional matters (wind energy, oil and gas, environmental, and water) and before the Public Utility Commission of Texas, the Texas Railroad Commission, the Texas Commission on Environmental Quality, and Texas state courts. Greg earned a J.D. from Vermont Law School where he was a member of the Vermont Law Review, and possesses a degree in Government from the University of Texas at Austin. He is licensed to practice in Texas and Nebraska.



Byron Kentor

Senior Attorney, Stahl, Bernal, Davies, Sewell & Chavarria, LLP

Byron Kentor is a Senior Attorney at Stahl, Bernal, Davies, Sewell & Chavarria, LLP. Byron is an experienced real estate and finance attorney. Byron's practice includes representation of clients in all aspects of commercial real estate transactions including financing, purchasing, selling, title insurance, leasing, construction, and formation of partnerships, limited liability companies, and corporations. In his Renewable Energy Practice, Byron focuses on advising clients developing and operating wind and solar projects throughout the United States. Byron's representation of energy clients includes drafting and negotiating land control documents, guiding projects through title and survey review, drafting and negotiating EPC (engineering, procurement and construction) and other design and construction agreements, and assisting in other transactional matters related to project development. Prior to joining the law firm, Byron was Associate General Counsel at SunPower Corporation, a publicly traded global solar company. At SunPower, Byron provided legal oversight on all facets of SunPower's residential business including project finance (tax equity and debt), consumer compliance, financial product innovation, third party dealer agreements, and sales and marketing. Additionally, Byron represented SunPower on the Solar Energy Industries Association (SEIA) Consumer Protection Committee. Prior to SunPower, Byron practiced law at a nationally-recognized law firm focusing on commercial loan originations, servicing transactions, and mortgage transfers in the Commercial Mortgage-Backed Securities (CMBS) industry. Byron is licensed to practice law in Texas and Oklahoma, and admitted to practice in the U.S. District Court for the Western District of Oklahoma. Byron received his J.D. from the University of Florida Levin College of Law, and he received his undergraduate degree from the University of Texas at Austin, where he was in the Business Honors Program and received a bachelor's degree in business administration with a concentration in finance.

COURSE INSTRUCTORS (CONTINUED)



John F. Watson, PLS

President of John F. Watson & Company

John Watson is the President of John F. Watson & Company, a multi-state professional land surveying firm based in Midland, Texas. John F. Watson & Company provides services all over North America through its network of professionals and offices. Mr. Watson is a licensed/registered professional land surveyor in Texas, Oklahoma and Kansas. Mr. Watson's land surveying experience spans all parts of Texas and surrounding states with extensive experience with renewable energy and other forms of energy and commercial development. John Watson assists development clients with various site evaluations, development consulting, title review, site constructibility and all forms of boundary and ALTA/NSPS Title Surveys. Mr. Watson has provided these services and other related services to now over 130 utility scale wind energy projects and well over 30 utility scale solar energy projects.

Mr. Watson attended Texas A & M University and later attended the University of Texas of the Permian Basin and graduated Magna Cum Laude with a degree in History, Finance minor. He is a Past-President of the Texas Society of Professional Surveyors and a former Texas Governor to the Board of Governors of the National Society of Professional Surveyors (NSPS). He currently represents Texas as the Alternate Director to the Board of Directors of the National Society of Professional Surveyors (NSPS).

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

The course will use PowerPoint presentations and open discussion.

EVENT LOCATION

A room block has been reserved at the AT&T Executive Education and Conference Center, 1900 University Ave, Austin, TX 78705, for the nights of September 12-13, 2018. Room rates are US \$209 plus applicable tax. Call **1-512-404-1900** for reservations and mention the EUCI event to get the group rate. The cutoff date to receive the group rate is August 13, 2018 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



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.

REGISTER 3, SEND THE 4TH FREE

Any organization wishing to send multiple attendees to this event 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

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 SEPTEMBER 13-14, 2018: US \$1395,
 Early bird on or before August 24, 2018: 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 August 10, 2018 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.