

# WORKING WITH ELECTRIC UTILITY CONTRACTS (WITHOUT A LAW DEGREE)

November 5-6, 2018  
JW Marriott Cherry Creek  
Denver, CO

“

*“This is one of the best courses I’ve taken in utility contracts. The information was very well presented, with real-life applications that carry over at work. Very well worth the experience.”*

Executive Administrator,  
City of Groton-Groton Utilities



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EUCI is authorized  
by IACET to offer  
1.1 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 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



*“This course is a must for anyone new to a group where contracts are used, and the person hasn’t studied contracts in law school.”*

Nuclear Fuel Buyer, Exelon

# AGENDA

MONDAY, NOVEMBER 5, 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**

## **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
    - Notice
    - Force majeure
    - Others
  - o A few legal concepts
    - Indemnities
    - Liability limitations
    - Damages
  - o Overview of common agreements and key provisions
  - o Common drafting errors

## **In-Depth Review: Power Purchase Agreements**

- General structure
- Overview of Key provisions
- Negotiating Points

“

*“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

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*“High value information that is relevant and digestible.”*

Senior Analyst, PPL EU

# AGENDA

TUESDAY, NOVEMBER 6, 2018

**8:00 – 8:30 am**

**Continental Breakfast**

**8:30 am – 12:00 pm**

**Course Timing**

**In-Depth Review: Power Purchase Agreements, cont'd**

- Security
- Dispute resolution
- Defaults, cure, remedies

**In-Depth Review: EPC Agreements**

- Overview of key provisions
- Negotiating points

**In-Depth Review of Non-Disclosure and Confidentiality Agreements**

**interactive Session**

- Read sample agreement provisions
- Discuss potential drafting flaws
- Make “real-time” revisions
- Review Redlines

**Question-and-Answer Session**



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

Director, First Solar

## COURSE 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.



**Chris Boling**

**Associate, Holland & Hart**

Mr. Boling advises clients on corporate and transactional matters, with a focus on mergers and acquisitions and project development and finance. He has represented clients ranging from exploration and production companies to midstream developers, as well as renewable energy project developers, private equity firms, and venture capital funds.



**Ashley Ewing**

**Associate, Holland & Hart**

Ashley advises clients in a variety of industries in connection with mergers and acquisitions, project development, financing, and business and commercial transactions, with a particular emphasis in the energy and infrastructure sector.

## 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.

## EVENT LOCATION

A room block has been reserved at the JW Marriott Cherry Creek, 150 Clayton Lane Denver, CO 80206, for the nights of November 4-6, 2018. Room rates are \$209 plus applicable tax. Call **1-303-316-2700** or [click here](#) for reservations and mention the EUCL event to get the group rate. The cutoff date to receive the group rate is October 11, 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.**

## 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.

## 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 1.1 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](http://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

# To Register, Click Here, or

Mail Directly To:  
PMA Conference Management  
PO Box 2303  
Falls Church, VA 22042  
register@pmaconference.com

Tel 201 871 0474  
Fax 253 663 7224

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## PLEASE SELECT

- WORKING WITH ELECTRIC UTILITY CONTRACTS (WITHOUT A LAW DEGREE) COURSE**  
NOVEMBER 5-6, 2018: US \$1395  
Early bird on or before October 19, 2018: US \$1195

## ENERGIZE WEEKLY

EUCL's Energize Weekly e-mail newsletter compiles and reports on the latest news and trends in the energy industry. Newsletter recipients also receive a different, complimentary course presentation every week on a relevant industry topic. The presentations are selected from a massive library of more than 1,000 current presentations that EUCL has gathered during its 30 years organizing courses.

Sign me up for Energize Weekly

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?

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State/Province

Zip/Postal Code

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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 5, 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 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. EUCL reserves the right to alter this program without prior notice.