

**Morgan Lewis  
Repowering Roundtable  
September 18, 2019  
Tentative Agenda**

<b>Time</b>	<b>Topic</b>
<b>8:00–8:30 am</b>	Registration and Breakfast
<b>8:30–9:00 am</b>	Discussion of the current market and trends with a focus on policy, economic drivers, and legislative developments. Topics will include: <ul style="list-style-type: none"> <li>• A discussion of changes in generation mix</li> <li>• Nuclear/coal shutdowns</li> <li>• Availability and affordability of natural gas</li> <li>• Power markets/competition</li> <li>• State regulatory issues</li> </ul>
<b>9:00–9:45 am</b>	Discussion of repowering options, including renewable (wind, solar), storage, advanced nuclear reactors.
<b>9:45–10:15 am</b>	Analysis of operational considerations (reliability, transmission, etc.) that go into closing plants and building new/different plants on the same site.
<b>10:15–10:30 am</b>	<b>BREAK</b>
<b>10:30–11:00 am</b>	Examination of employee benefit considerations, including severance, company-sponsored retirement plan, and multiemployer plan withdrawal liability issues that arise in plant closings and repowering options.
<b>11:00–11:30 am</b>	High-level exploration of key federal income tax issues associated with taking plants out of service and various repowering options, including renewable energy options.
<b>11:30 am–12:00 pm</b>	Overview of the labor and employment implications that need to be addressed up front to limit potential liabilities and facilitate the efficient and timely completion of any project.
<b>12:00–1:00 pm</b>	<b>LUNCH BREAK</b>
<b>1:00–1:30 pm</b>	Discussion of community engagement and examination of lessons learned – what works, what doesn't, and where to draw the line.
<b>1:30–2:15 pm</b>	Evaluation of important considerations when negotiating and drafting commercial agreements, including construction contracts, decommissioning contracts, pipeline capacity and gas supply agreements, and outsourcing agreements.
<b>2:15–3:00 pm</b>	Analysis of financing options for decommissioning and repowering.
<b>3:00–3:15 pm</b>	<b>BREAK</b>
<b>3:15–3:45 pm</b>	Examination of strategic and practical considerations for dispute resolution and avoiding contract drafting pitfalls. Dispute resolution options from informal inter-party efforts to alternative dispute resolution options (mediation, arbitration) to court resolution (bench/jury trial considerations).
<b>3:45–4:30 pm</b>	Analysis of state and/or federal real estate/environmental permitting obligations that should be addressed; discussion of the responsibility for addressing previously known and newly discovered contamination; evaluation of how remediation of contamination may affect the closing and/or repowering activities, schedule, and cost are issues that should be considered and resolved during the negotiation of agreements.
<b>4:30–5:00 pm</b>	Overview of antitrust issues to consider when looking at repowering options.
<b>5:00–6:30 pm</b>	<b>RECEPTION</b>