

2003 Gas and Power Institute

November 6-7, 2003 • InterContinental Hotel • Houston, TX

Thursday Morning, Nov. 6, 2003

8:45 am 0.50 hr	<p>Standard Market Design and RTO Initiatives - An Update</p> <p>Discussion of relationship, current status of FERC's Final Rule on Regional Transmission Organization (Order No. 2000), and Notice of Proposed Rulemaking on Standard Electricity Market Design (Docket No. RM01-12-000); state responses to SMD proposals.</p> <p>Kathleen C. Lake, Vinson & Elkins - Houston, TX</p>
9:00 am 1.00 hr	<p>Optional Thursday Luncheon with Rebecca Klein</p>
9:15 am 0.50 hr	<p>Recent Developments in the Wholesale and Retail Electric Markets in Texas - Legislative, Regulatory, Judicial</p> <p>Review of initiatives from the 78th Legislature; PUC initiatives regarding price reporting, treatment of non-paying customers; development of retail electricity marketing protocols for Entergy region; wholesale market redesign efforts of ERCOT, PUC, market participants.</p> <p>Marianne Carroll, Brown McCarroll, L.L.P. - Austin, TX</p>
9:45 am 0.50 hr	<p>Accounting Issues in the Recovering Energy Industry</p> <p>Discussion of enhanced financial disclosure requirements under the Sarbanes-Oxley Act of 2002, including requirements for off-balance sheet transactions and use of non-GAAP financial measures and prohibition of insider loans; SFAS 133 relating to accounting for derivatives; EITF Issues 98-10 and 02-03 relating to energy trading and risk management contracts; developments relating to market-to-market accounting, special purpose entities, tolling transactions.</p> <p>Marcela E. Donadio, Ernst & Young LLP - Houston, TX</p>
10:30 am 0.50 hr	<p>Lessons Learned at the Edge: Selected Bankruptcy Questions Answered (Perhaps) in Recent Energy Company Bankruptcies</p> <p>Interplay of the Bankruptcy Code Sections 362 (automatic stay) and 365 (executory contracts) with Sections 556 (forward contracts) and 560 (swap agreements); multi-party netting and setoff; prohibiting utility service disconnections under Bankruptcy Code Section 366; the NRG Energy Inc. bankruptcy and conflicts between FERC and bankruptcy court jurisdiction.</p> <p>Bruce J. Ruzinsky, Jackson Walker LLP - Houston, TX</p>
11:00 am 0.75 hr	<p>Of Index Prices and "Wash" Trades — Developments Regarding Market Manipulation and Market Monitoring</p> <p>FERC report on Western Energy Markets; weaknesses in index pricing system, improper trading practices, and associated ethical considerations; FERC's Office of Market Oversight and Investigation; activities of Committee of Chief Risk Officers on price and transaction reporting.</p> <p>C Baird Brown, Ballard Spahr Andrews & Ingersoll - Philadelphia, PA</p>

11:45 am
0.50 hr

Optional Sponsored Luncheon: Current Issues at the PUC

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Julie Caruthers Parsley, Public Utility Commission - Austin, TX

Thursday Afternoon, Nov. 6, 2003

1:00 pm
0.75 hr

Law and Order Part I: Legal and Ethical Obligations Regarding Corporate Disclosure and Reporting Corporate Misconduct

SEC rules implementing "up the ladder" reporting duties under Section 307 of the Sarbanes-Oxley Act of 2002; proposed amendments of ABA Task Force on Corporate Responsibility to Rules 1.6 and 1.13 of Model Rules of Professional Responsibility; initiatives regarding governance and disclosure of Committee of Chief Risk Officers and Electric Power Supply Association; additional ethical considerations.

Michael W. Tankersley, Bracewell & Giuliani, LLP - Dallas, TX

1:45 pm
0.75 hr

Law and Order Part II: When the Justice Department Calls - Legal and Ethical Obligations in Responding to Criminal Investigations

Sources of criminal exposure (Sarbanes-Oxley; Patriot Act; wire fraud; false reporting; securities fraud); mechanics of investigation; procedures for response; employee rights; maintenance of attorney-client privilege v. obligation to disclose; avoiding obstruction of justice; minimizing exposure to civil suits; associated ethical considerations.

Kirby D. Behre, Paul, Hastings, Janofsky & Walker LLP - Washington, DC

2:30 pm
0.75 hr

The 2002 ISDA Master Agreement

Discussion of principal changes; mechanics and operation of 2001 ISDA Margin Supplement and 1994 Credit Support Annex; 2002 ISDA Master Agreement Protocol.

Ann O'Hara, O'Hara Law Office P.C. - Lincoln, NE

3:30 pm
0.50 hr

"For the Purpose for Which It Was Intended": Limitations of, and What is Missing from, the EEI Master Power Purchase and Sale Agreement

Discussion of type and duration of transactions for which the EEI agreement was intended; comparison of EEI agreement to long-term power purchase and sale agreement.

Robert Bohme, Baker Botts L.L.P. - Houston, TX

4:00 pm
0.50 hr

Developments in Credit Risk Management I: Transaction Clearing Exchanges for Energy Trading

Function of clearing exchanges; perceived benefits and shortcomings; mechanics of trade execution through a clearing exchange; legal issues associated with clearing exchange trading.

Lisa J. Mellencamp, Constellation Energy Commodities Group - Houston, TX

4:30 pm
0.50 hr

Developments in Credit Risk Management II: Other Current Trends

Discussion of development and use of 2002 Energy Bridging Agreement and proposed ISDA Master Agreement Power Annex; developments regarding master netting agreements; initiatives of Committee of Chief Risk Officers regarding multilateral netting; 2003 FERC/CFTC Technical Conference on Credit Issues and Potential Solutions in the Energy Markets.

Lance Allen Miller, Aquila, Inc. - Kansas City, MO

Friday Morning, Nov. 7, 2003

8:30 am
0.50 hr

Outlook for Gas and Power Markets

Discussion of outlook for energy trading; prospects for increased LNG project development; projected acquisition and divestiture activity in the midstream gas and power generation industries.

Benjamin Schlesinger, Benjamin Schlesinger And Assoc. - Bethesda, MD

9:00 am
0.50 hr

Federal Regulation of Natural Gas: A Primer

Discussion of history, evolution, and current developments in the federal regulation of natural gas, including the Natural Gas Act of 1938; the Phillips case; area and nation-wide rates; the Southland Royalty case; the Natural Gas Policy Act of 1978; FERC Orders 436, 451, 500, and 636; Natural Gas Wellhead Decontrol Act of 1989; current scope of FERC jurisdiction; transmission versus gathering; capacity release; recent developments.

Jay G. Martin, Baker Hughes - Houston, TX

9:30 am
0.75 hr

LNG Projects I: Strategic Issues in Structuring and Documenting LNG Projects

Discussion of structuring alternatives and basic transaction documentation for LNG projects.

Marisa Isabel Reuter, BHP Billiton - Houston, TX

10:30 am
0.50 hr

LNG Projects II: Regulatory and Maritime Issues Associated with LNG Projects

Discussion of FERC, Coast Guard, and other regulations and permitting requirements applicable to LNG projects.

Blaine Yamagata, Jackson Walker, L.L.P. - Houston, TX

11:00 am
0.50 hr

Acquisitions and Divestitures I: Strategic Issues in Structuring the Sale or Purchase of Midstream Gas or Electric Generation Assets

Discussion of bidding strategies; transaction structuring alternatives; managing successor liability.

Mark J. Thurber, Andrews & Kurth LLP - Houston, TX

11:30 am
0.75 hr

Acquisitions and Divestitures II: Purchases of Assets from a Financially Distressed Seller

Overview of issues and risks presented by asset sales by distressed seller prior to and during bankruptcy; advantages and disadvantages of asset purchase prior to bankruptcy filing as opposed to after case is filed.

Evelyn H. Biery, Fulbright & Jaworski - Houston, TX