

The background of the entire page is a complex, abstract network diagram. It consists of numerous small, dark grey circular nodes of varying sizes, interconnected by a dense web of thin, light grey lines. The nodes are distributed across the entire page, with some clusters being more dense than others. The overall effect is a sense of interconnectedness and complexity, typical of a network or data visualization.

Northeast Renewable Power Partners

BID B

MA83D Response
July 27, 2017

SECTION 83D

REQUEST FOR PROPOSAL APPLICATION FORM

NORTHEAST RENEWABLE POWER PARTNERS BID B

APPLICANT INFORMATION

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[REDACTED]
[REDACTED]

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SECTION 4	ENERGY RESOURCE AND DELIVERY PLAN
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
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SECTION 1 OF APPENDIX B TO THE RFP
CERTIFICATION, PROJECT AND PRICING DATA

The Certification, Project and Pricing Data ("CPPD") document is a Microsoft Excel workbook that is provided on the website at www.MACleanEnergy.com.

Confidential Attachments 1.1 - 1.2 include the completed CPPD for each Bidder in the required format. Attachments 1.1(A) – 1.2(A) provide the Certification and Authorization form.

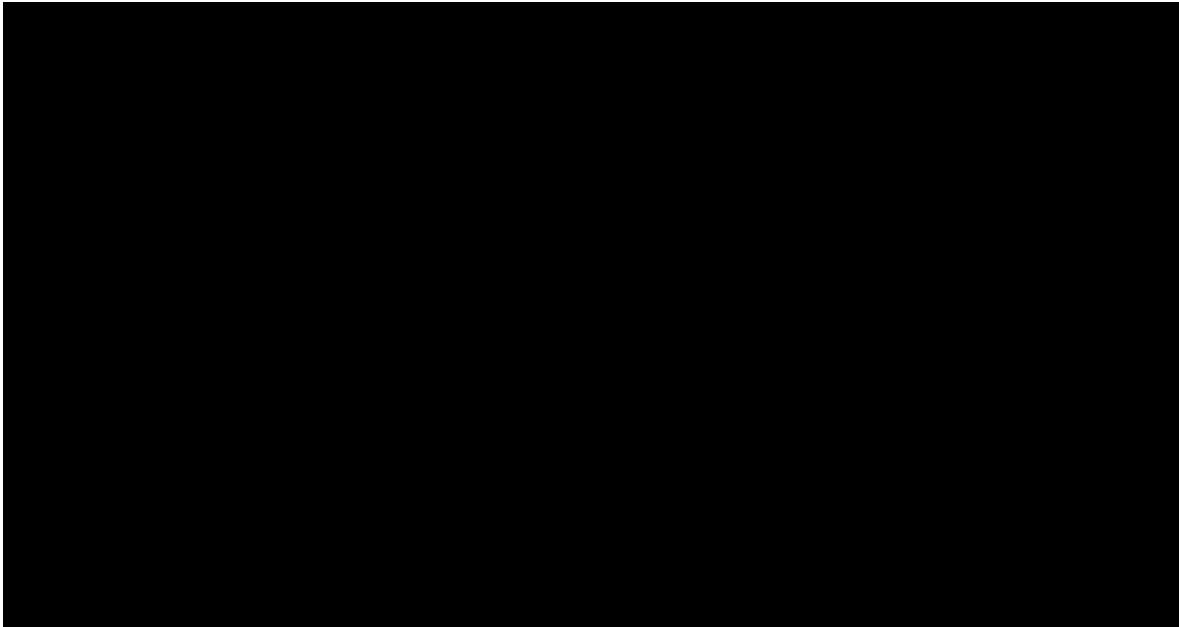
SECTION 2 OF APPENDIX B TO THE RFP
EXECUTIVE SUMMARY OF THE PROPOSAL (INCLUDING THE BASE PROPOSAL
AND ANY ALTERNATIVE PROPOSALS)

The bidder is required to provide an executive summary of the project proposal that includes a complete description of the proposed generation and/or transmission bid, the proposed contract term and pricing schedule, and other factors the bidder deems to be important.

Brookfield Power U.S. Holding America Co. (“**Brookfield Renewable US**”) and Avangrid Renewables, LLC (“**Avangrid**”) (Brookfield Renewable US and Avangrid are jointly referred to as the “**Northeast Renewable Power Partners**” or the “**Bidders**”) are pleased to submit this proposal (“**Proposal**”) to supply Clean Energy Generation and Environmental Attributes and RECs from new Class I RPS eligible wind and solar facilities (the “**Class I Facilities**”) and Incremental Hydroelectric Generation (the “**Firming Hydro Facilities**”) [REDACTED] (the Class I Facilities and the Firming Hydro Facilities jointly referred to as the “**Project**”) in response to the Request for Proposals for Long-Term Contracts for Clean Energy Generation Projects issued on March 31, 2017 by Fitchburg Gas & Electric Light Company (“**Unitil**”), Massachusetts Electric Company and Nantucket Electric Company (“**National Grid**”), and NSTAR Electric Company and Western Massachusetts Electric Company (“**Eversource**”) (Unitil, National Grid and Eversource jointly referred to as the “**Distribution Companies**”) (the “**RFP**”).

The Project will assist the Distribution Companies and the Commonwealth of Massachusetts in cost effectively meeting their Clean Energy Generation goals, pursuant to Section 83D of Chapter 169 of the Acts of 2008, An Act Relative to Green Communities, as amended by chapter 188 of the Acts of 2016, An Act to Promote Energy Diversity (“**Section 83D**”), by connecting approximately 306 megawatts (MW) of renewable and permanently sustainable Clean Energy Generation facilities between New York and Massachusetts. The Project bundles energy from two new wind farms, three new solar farms and a portfolio of 70 existing hydroelectric facilities located on 14 river systems, to provide a diverse and reliable supply of Clean Energy Generation (refer to Figure ES-1). The Project would commence supply to the Distribution Companies on [REDACTED] [REDACTED] [REDACTED].

Figure ES-1 Project Components



The Project not only offers Massachusetts access to reliable, U.S. supplies of Clean Energy Generation, but also represents significant benefits to the New England – New York region in terms of employment, income, taxes, and carbon emissions reduction. The Project exceeds all the objectives of the RFP and will provide abundant supplies of renewable energy to the region, at savings to consumers for years to come.

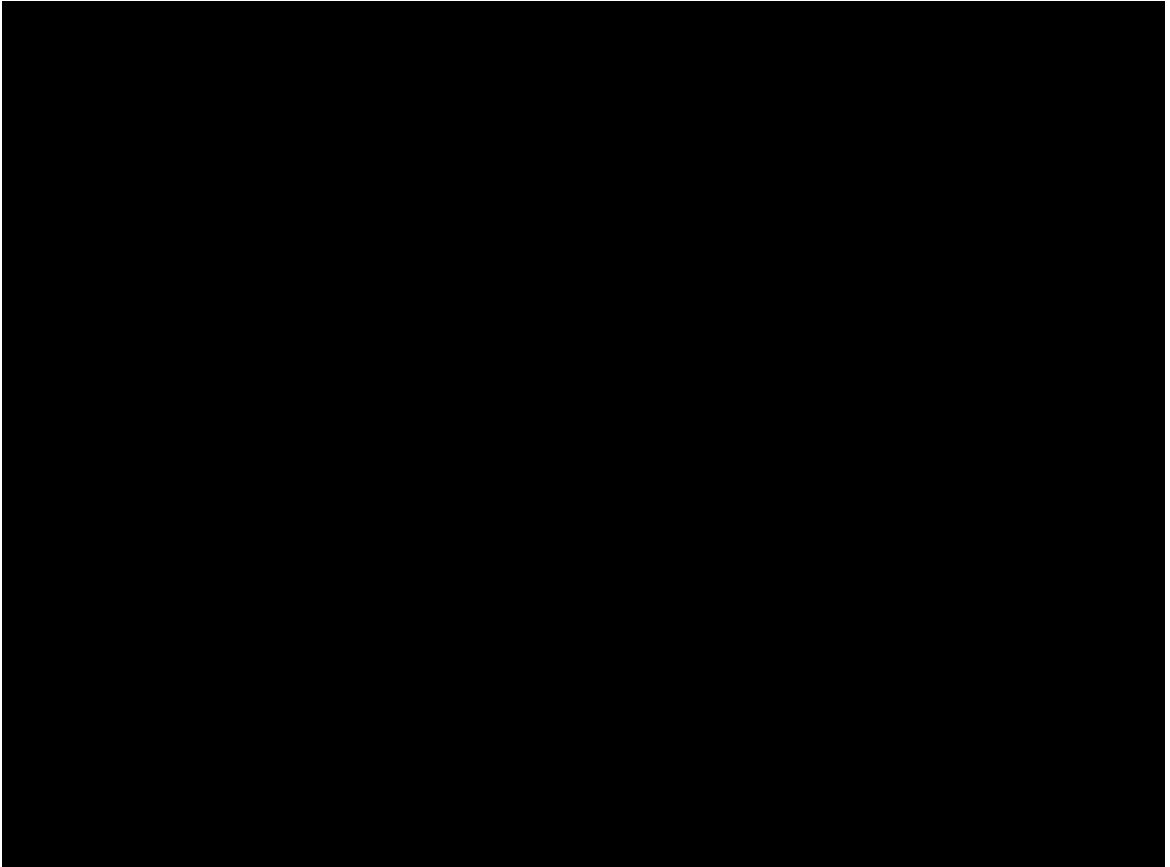
The Project offers [REDACTED] of Clean Energy Generation, with an expected [REDACTED] of Class I Clean Energy Generation and associated Renewable Energy Credits (“RECs”) and [REDACTED] of Clean Energy Generation and associated Environmental Attributes (“EAs”) from the Firming Hydroelectric Facilities, annually through a 20-year Long-Term Contract (“PPAs”) with each Distribution Company, starting on [REDACTED]. The Bidders also expect to offer at least [REDACTED] of capacity in the ISO-NE Forward Capacity Market.

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED].

The Project will provide an unconstrained, dependable supply of incremental Clean Energy Generation that can be counted on during peak winter conditions, with up to [REDACTED] of Clean Energy Generation in the peak winter period, almost all of which is firm. The output of the five Class I Facilities coupled with Incremental Hydroelectric Generation from the Firming Hydro Facilities will fulfill [REDACTED] of Massachusetts annual requirements of 9.45 TWh pursuant to Section 83D.

Based on the Expected Class I Deliveries and the Expected Firming Hydro Deliveries, the Project will provide a winter peak dominant supply of Clean Energy Generation as illustrated by *Figure ES-2*:

Figure ES-2: Expected Deliveries¹



To facilitate this Proposal, the Bidders propose to form a generation joint venture (the “**Generator JV**”) to serve as the Seller of the Products under the PPAs.

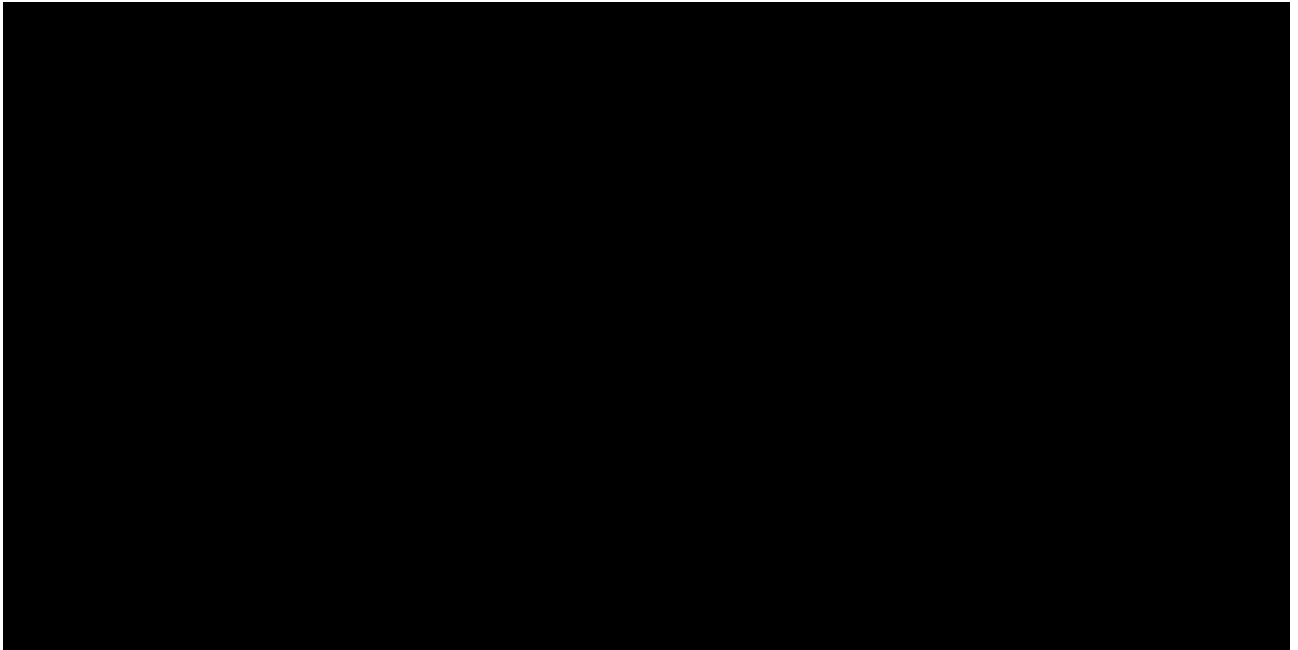
¹ The deliveries shown above reflect historical deliveries of the Firming Hydro Facilities which were not dispatched to align with the specific Guaranteed Qualified Clean Energy profile, as is anticipated in this Proposal.

EFFICIENT DEAL STRUCTURE

Many Products / Efficient PPA Structure Each Distribution Company will execute a 20-year PPA with the Generator JV as the single supplier of the combined Product supplied by the Class I Facilities and the Firming Hydro Facilities. *Figure ES-3* illustrates this PPA structure.

Power Agency Agreement As illustrated by *Figure ES-3*, the Generator JV will contract with Brookfield Energy Marketing LP (“**BEMLP**”) under a Power Agency Agreement (“**PAA**”) to act as its agent to provide the bidding and scheduling services associated with the delivery of Clean Energy Generation to the Distribution Companies.

Figure ES-3: Proposed Structure



SOUND ECONOMICS

Energy Pricing This Proposal offers [REDACTED] of Clean Energy Generation, [REDACTED] of Class I RECs and [REDACTED] of Environmental Attributes from the Firming Hydro Facilities annually for 20 years. The proposal provides cost effective Clean Energy Generation.

Capacity value The Bidders intend to offer at least [REDACTED] of available Class I and Firming Hydro capacity in ISO-NE's Forward Capacity Market.

SOCIAL AND ECONOMIC BENEFITS

Reduction in carbon emissions by approx. [redacted] [redacted] d tons annually

Carbon reduction which is equivalent to over [redacted] being removed from the roads each year and equates to a value of approximately [redacted] total over 20 years, based on USEPA's estimates of the social cost of carbon.

Substantial economic benefits to New England retail consumers

Benefit	
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]

Additional employment, income, and tax benefits for New York State

Direct or indirect creation of approximately [redacted] jobs during construction of the Class I Facilities and approximately [redacted]

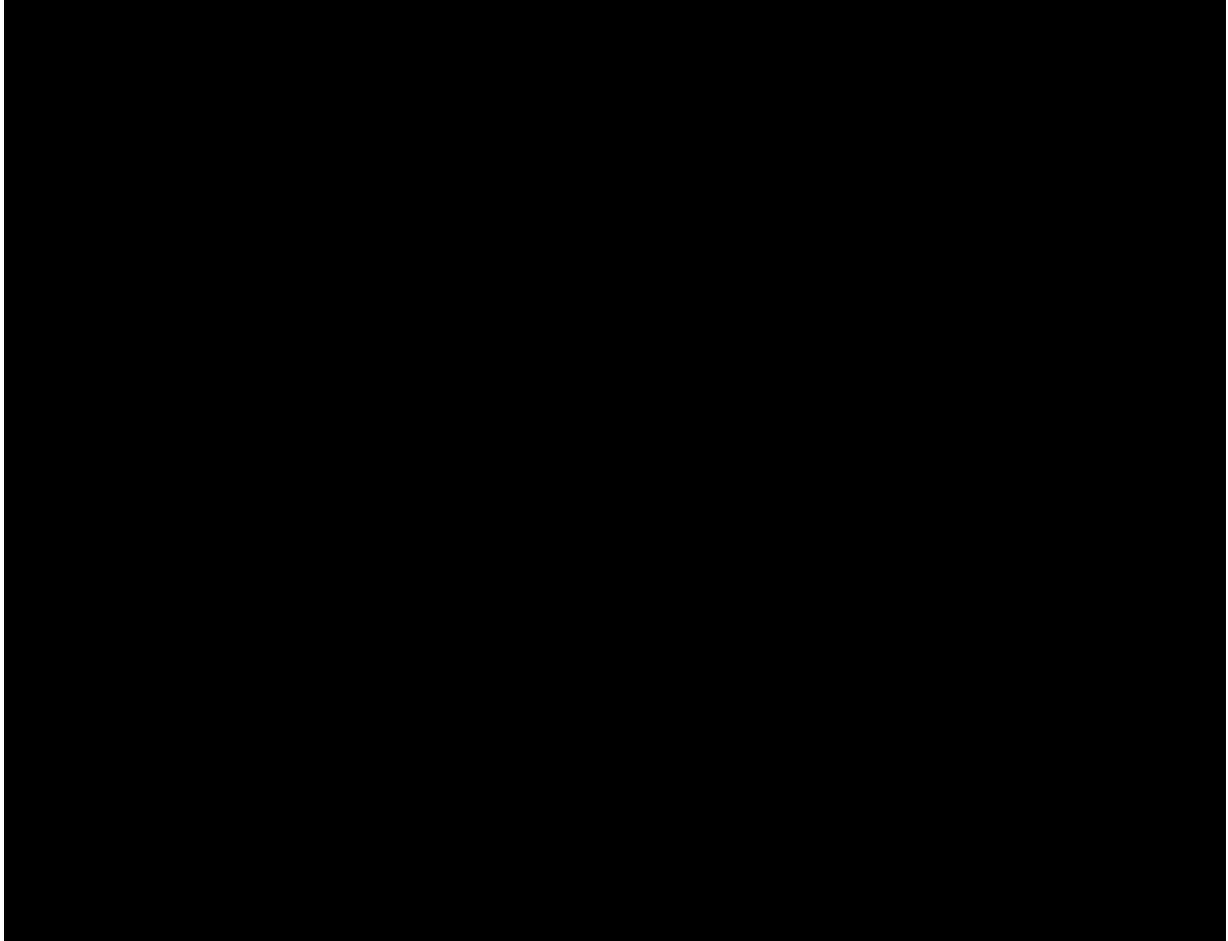
Assistance to low income ratepayers

[redacted]
[redacted]

MAP OF PROJECT FACILITIES

Figure ES-4 illustrates the general locations of the principal project elements.

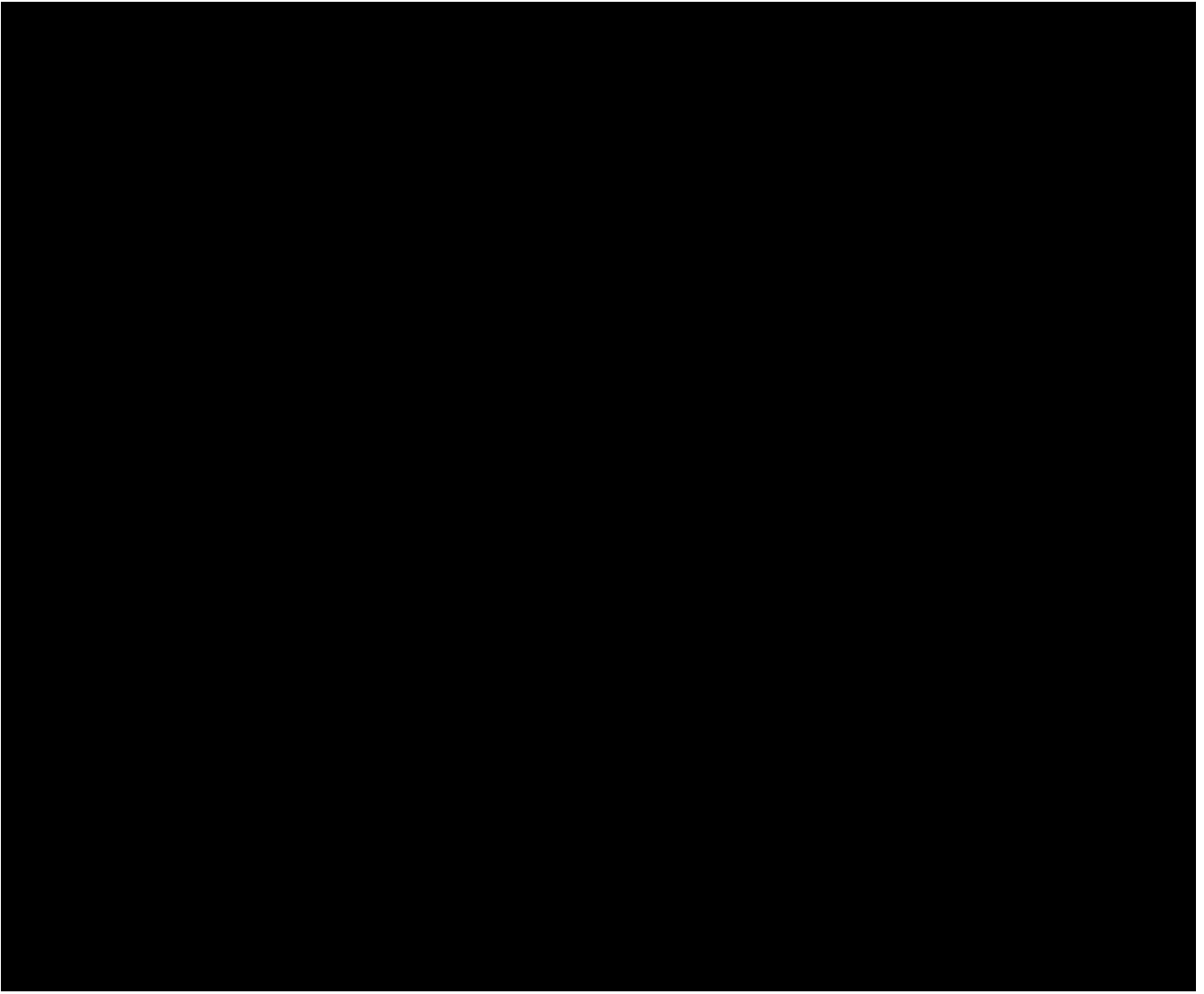
Figure ES-4: Project



CONCLUSION

The price and terms for the Project reflects the Bidders' extensive experience in successfully planning, developing and operating similar projects, both on schedule and within budget, and strong expertise delivering energy, capacity and EAs [REDACTED]. The estimated Project development costs reflect agreements with proven and trusted contractors, consultants, and material suppliers, as well as established mechanisms for addressing critical path tasks and for avoiding capital cost growth.

The Project schedule, which provides an in-service date of [REDACTED] reflects the careful consideration of timelines for regulatory permitting processes, as well as for procurement and construction while taking advantage of current tax incentives for new wind and solar projects. Further, the schedule reflects the Bidders' prior experience with similar projects in both New York and New England.



SECTION 3 OF APPENDIX B TO THE RFP OPERATIONAL PARAMETERS

3.1 MAINTENANCE OUTAGE REQUIREMENTS – SPECIFY PARTIAL AND COMPLETE PLANNED OUTAGE REQUIREMENTS IN WEEKS OR DAYS FOR ALL GENERATION FACILITIES AND TRANSMISSION FACILITIES. ALSO, LIST THE NUMBER OF MONTHS REQUIRED FOR THE CYCLE TO REPEAT (E.G., LIST TIME INTERVAL OF MINOR AND MAJOR OVERHAULS, AND THE DURATION OF OVERHAULS).

Maintenance outages will be sequenced, as follows, to assure a consistent supply of incremental Clean Energy Generation, including during peak periods:

CLASS I FACILITIES

- Planned partial outages for individual solar module/inverter and wind turbine maintenance will be scheduled every 6 months and will last less than 24 hours.
- Substation maintenance at each solar and wind facility will require a complete outage for 1 – 2 days annually and 2 – 3 days every 5 years.
- Maintenance is scheduled to the greatest extent possible during low production periods. Maintenance of individual turbines is performed one-by-one, so that most turbines at a site remain online. Maintenance of the solar Class I Facilities is typically not disruptive to production and only occasionally requires maintenance.
- The firming capability of the Firming Hydro Facilities will further reduce the impact of Class I Facilities' maintenance outages on delivered quantities.

FIRMING HYDRO FACILITIES

- The Firming Hydro Facilities are inspected and tested regularly with the majority of inspections performed on an annual basis. Inspections are staggered across the various units to minimize the impact of outages.
- Maintaining high reliability and availability of all plants is critical. To the greatest extent possible, the operating teams perform all periodic and planned maintenance activities during periods of low hydrology. On average and historically, the facility availability factor has been and is expected to be greater than 90%.

3.2 OPERATING CONSTRAINTS – SPECIFY ALL THE EXPECTED OPERATING CONSTRAINTS AND OPERATIONAL RESTRICTIONS FOR THE PROJECT (I.E., LIMITS ON THE NUMBER OF HOURS A UNIT MAY BE OPERATED PER YEAR OR UNIT OF TIME). IF THE BID INCLUDES FIRM DELIVERIES, LIST THE ANTICIPATED SITUATIONS AND FREQUENCY OF INTERRUPTIONS OF TRANSMISSION SOURCES WHICH WOULD AFFECT POWER DELIVERIES.

The Project will not have significant operating constraints or restrictions for the following reasons:

CLASS I FACILITIES

The solar and wind Class I Facilities do not anticipate constraints to operations beyond normal maintenance. [REDACTED]

FIRMING HYDRO FACILITIES

The Firming Hydro Facilities consist of a portfolio of 70 hydroelectric generating facilities on 14 river systems. While individual units/stations may have constraints, as a portfolio there are no practical operating constraints or operational restrictions that are expected to impact the Firming Hydro Facilities' ability to supply energy to the contracting Distribution Companies in accordance with the terms of this Proposal. [REDACTED]

[REDACTED] The Firming Hydro Facilities are managed as a portfolio to create firm service through diversity of multiple units.

3.3 RELIABILITY – DESCRIBE HOW THE PROPOSAL WOULD PROVIDE ENHANCED ELECTRICITY RELIABILITY TO MASSACHUSETTS, INCLUDING ITS IMPACT ON TRANSMISSION CONSTRAINTS.

The Project's Expected Deliveries of wind, solar and hydroelectric energy will substantially contribute to both aspects of reliability. In addition, our Proposal provides very strong winter period deliveries well in excess of the minimum delivery threshold. The Project's specific enhancements to resource adequacy are summarized below:

Enhancements to Resource Adequacy and Diversity

- The Project will introduce approximately [REDACTED] of clean, renewable power into Massachusetts, helping to meet the Commonwealth's Global Warming Solutions Act ("GWSA") goals and procurement pursuant to Section 83D. In addition, the supply [REDACTED] of new Class I REC's will help the Commonwealth to meet its Renewable Portfolio Standards.
- The Project's bundled solar, wind and hydroelectric power will provide needed diversity to the New England region's generation fuel mix and thus help reduce dependence on natural gas.
- Bundling solar, wind and hydro mitigates the intermittency of solar and wind, thus enabling a more base-load delivery pattern, particularly in the critical winter peak months, and reducing the operational complexity as well as cost of integrating new Class I RPS eligible resources.

3.4 MODERATION OF SYSTEM PEAK LOAD – DESCRIBE HOW THE PROPOSAL WOULD CONTRIBUTE TO MODERATING SYSTEM PEAK LOAD REQUIREMENTS AND PROVIDE THE FOLLOWING INFORMATION:

- I) ESTIMATED AVERAGE OUTPUT FOR EACH SUMMER PERIOD (JUNE- SEPTEMBER) FROM 1:00 - 6:00 PM
- II) ESTIMATED AVERAGE OUTPUT FOR EACH WINTER PERIOD (OCTOBER-MAY) FROM 5:00 – 7:00 PM

The Project will moderate peak load requirements by [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Figure 3.4-1: Monthly Profile of Expected Deliveries

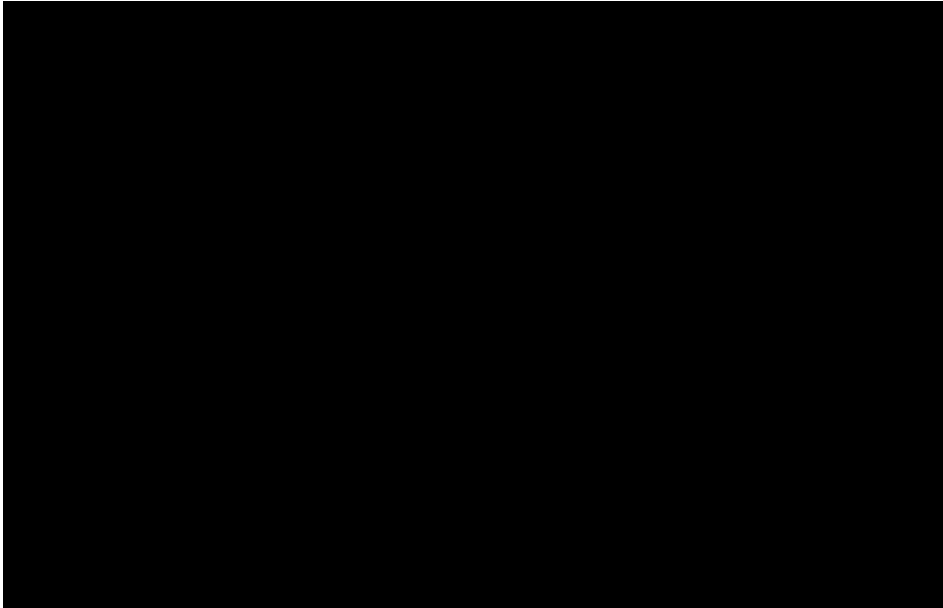


Figure 3.4-2: Hourly Profile of Expected Deliveries

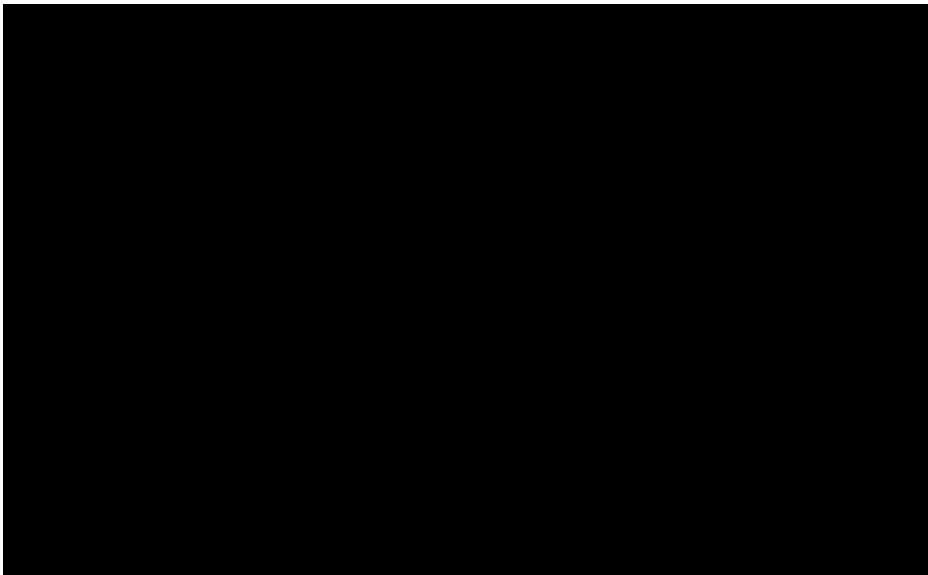


Table 3.4 provides a breakdown of total Expected Deliveries during the stated output period, based upon the sum of the expected generation from the Class I Facilities (“**Expected Class I Deliveries**”) as well as the expected generation from the Firming Hydro Facilities (“**Expected Firming Hydro Deliveries**”). In addition to the total Expected Deliveries, *Table 3.4* also provides the amount of firm energy that the

Generator JV guarantees to deliver to the Distribution Companies from the Class I Facilities and Firming Hydro Facilities on an annual basis (“**Guaranteed Qualified Clean Energy**”) for the specified hours.

Table 3.4: Expected Deliveries during the stated output period

[REDACTED]	
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Moreover, the Project is expected to bring [REDACTED]
[REDACTED]

3.5	DEVELOPMENT STAGE OF ALL PHYSICAL ASPECTS OF THE BID – DESCRIBE WHETHER THE PROJECT IS IN OPERATION, IN CONSTRUCTION OR IN THE DEVELOPMENT PHASE. (A) IF IN OPERATION, WHEN DID THE PROJECT ACHIEVE COMMERCIAL OPERATION (B) IF IN CONSTRUCTION, WHEN DID CONSTRUCTION COMMENCE AND WHAT ARE THE PROJECTED DATES FOR INITIAL TESTING AND COMMERCIAL OPERATION. (C) IF THE PROJECT IS PARTLY IN ONE DEVELOPMENT STAGE AND PARTLY IN ANOTHER, PLEASE EXPLAIN IN DETAIL THE STATUS OF THE PROJECT. IF THE PROPOSED PROJECT IS AN EXPANSION, REPOWERING, ENVIRONMENTAL INVESTMENT OR OTHER MODIFICATION OF AN EXISTING FACILITY, PLEASE DESCRIBE THE PROJECT IN DETAIL, THE TOTAL COST AND COST ON A \$/KW BASIS SPECIFYING THE EXISTING PROJECT AND THE PROPOSED EXPANSION, REPOWERING OR OTHER MODIFICATION. INDICATE ANY INCREMENTAL OR DECREMENTAL CAPACITY.
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The Project’s Firming Hydro Facilities are already in operation, and the planning and development of the major elements of the wind and solar components of the Project are well advanced. The following summarizes the development status of the Project:

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

The Firming Hydro Facilities consist of 70 existing hydroelectric generation facilities that have been operating reliably for decades. There are no upgrades required to interconnect the Firm Hydro Facilities, and the facilities pose no construction risk. Commercial Operation Dates (“**COD**”) and New York points of interconnection (NY PTID) are available in Confidential Attachment 6.1.4.

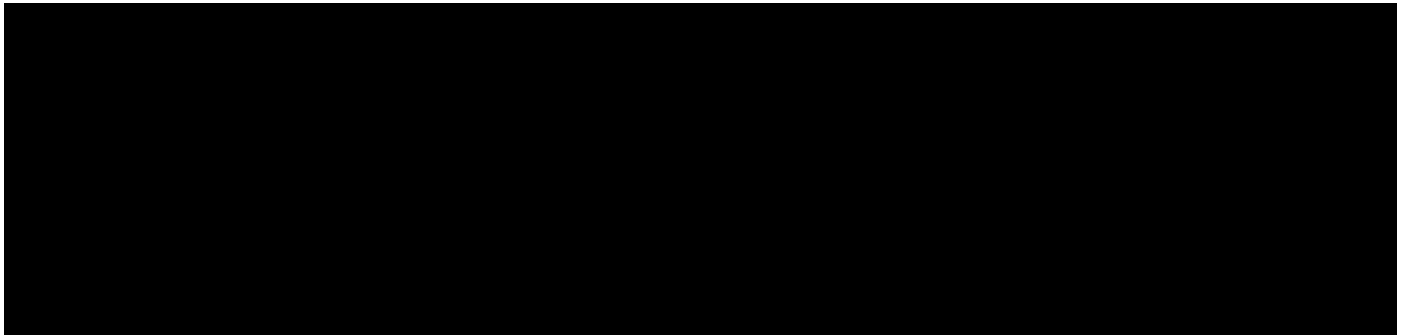
SECTION 4 OF APPENDIX B TO THE RFP
ENERGY RESOURCE AND DELIVERY PLAN

4.1 FOR ELIGIBLE FACILITIES, THE BIDDER IS REQUIRED TO PROVIDE AN ENERGY RESOURCE OR FUEL SUPPLY PLAN FOR ITS PROPOSED PROJECT, INCLUDING SUPPORTING DOCUMENTATION. THE FUEL SUPPLY/ENERGY RESOURCE PROFILE INFORMATION SHOULD BE CONSISTENT WITH THE TYPE OF TECHNOLOGY/RESOURCE OPTION PROPOSED AND THE TERM PROPOSED. THE INFORMATION REQUESTED IS ORGANIZED ACCORDING TO THE TYPE OF PROJECT OR ENERGY RESOURCE. BIDDERS SHOULD RESPOND TO ALL INFORMATION REQUESTS WHICH ARE RELEVANT TO THE BID IN A TIMELY MANNER.

WIND ENERGY PROJECTS

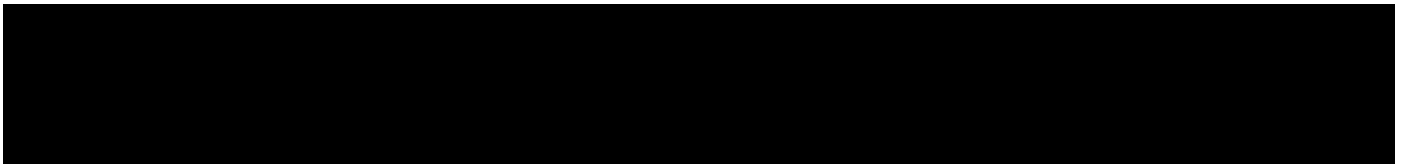
PROVIDE A SUMMARY OF ALL COLLECTED WIND DATA FOR THE PROPOSED SITE. IDENTIFY WHEN THE DATA WAS COLLECTED AND BY WHOM.

The Project offers the output of two new wind Class I Facilities in New York State, as summarized in *Table 4.1-1*.



A summary of wind data, collected by Avangrid within the period of 2004 – 2015, for each of the wind Class I Facility sites is provided in [REDACTED]. For each Class I Facility, the attachments include the following:

- **A Meteorology Brief (designated by an “(A)” extension in the attachment name).** The Meteorology Brief details the monitoring site configurations, data collection and handling, methodology for data collection and extrapolation, and the energy production estimate methodology.
- **A Generation Worksheet (designated by a “(B)” extension in the attachment name).** The Generation Worksheet details the net capacity factor, hourly and seasonal generation, and power curve for the facility.



INDICATE WHERE THE DATA WAS COLLECTED AND ITS PROXIMITY TO THE PROPOSED SITE. INCLUDE AN IDENTIFICATION OF THE LOCATION AND HEIGHT FOR THE ANEMOMETERS THAT WERE USED TO ARRIVE AT AN ASSESSMENT OF THE SITE GENERATION CAPABILITY.

All anemometers were located within or adjacent to the wind Class I Facility sites as depicted in Confidential Attachments 4.1.1(A) and 4.1.2(A). For both wind Class I Facilities, a 50-80 meter tubular tower was used and was equipped with redundant anemometry at lower heights.

PROVIDE (A) AT LEAST ONE YEAR OF HOURLY WIND RESOURCE DATA, AND (B) A WIND RESOURCE ASSESSMENT REPORT FROM A QUALIFIED UNAFFILIATED THIRD-PARTY WIND RESOURCE ASSESSMENT FIRM. INCLUDE AN ANALYSIS OF THE AVAILABLE WIND DATA WHICH ADDRESSES THE RELATIONSHIP BETWEEN WIND CONDITIONS AND ELECTRICAL OUTPUT. PROVIDE A PROJECTION OF NET ANNUAL ENERGY PRODUCTION, INCLUDING PROJECTIONS OF AVERAGE NET HOURLY ENERGY PRODUCTION, BASED ON THE WIND RESOURCE DATA (A 12 X 24 ENERGY PROJECTION) AT BOTH P50 AND P90 LEVELS.

Avangrid provides [REDACTED]

For each facility site, the **Meteorology Brief** includes a wind resources assessment report, an analysis of the available wind data, and addresses the relation between wind conditions and electrical output under the Energy Production Estimate Methodology section.

PROVIDE A SITE-ADJUSTED POWER CURVE. EACH CURVE SHOULD LIST THE ELEVATION, TEMPERATURE AND AIR DENSITY USED.

Avangrid provides [REDACTED]

Each **Generation Worksheet** provides a projection of net annual energy production of the Facility and a site-adjusted power curve. Specifically, the following information is included in each Generation Worksheet for each wind Class I Facility:

- 12x24 net capacity factor
- 12x24 net generation
- 12x24 net equivalent hours
- 12x24 power curve, detailing elevation, temperature, and air density used expected hourly net generation (P50)

Additional information required within the Generation Worksheets can be provided promptly upon request.

IDENTIFY THE ASSUMPTIONS FOR LOSSES IN THE CALCULATION OF PROJECTED ANNUAL ENERGY PRODUCTION, INCLUDING EACH ELEMENT IN THE CALCULATION OF LOSSES.

IF YOUR BID INCLUDES A DELIVERY FORECAST WHICH IS SUBSTANTIALLY DIFFERENT THAN NREL DATA WOULD SUGGEST, PLEASE RECONCILE THE DIFFERENCES.

The gross energy production must be discounted for various types of losses experienced by wind facilities. These include the “common” losses of turbine availability, icing, blade soiling, electrical, and various miscellaneous losses, as well as individual turbine array losses. Most projects average a loss of [REDACTED] from gross to net energy. A detailed explanation of each loss type is provided in Confidential Attachments 4.1.1(A) and 4.1.2(A).

SOLAR

PROVIDE AN ASSESSMENT OF THE AVAILABLE SOLAR INCIDENCE OR RESOURCE. DESCRIBE ANY TRENDS IN GENERATION CAPABILITY OVER TIME (I.E., ANNUAL DECLINE RATE OF EXPECTED OUTPUT).

[REDACTED]

[REDACTED]

Avangrid prepared the solar resource and energy production assessments with assistance from DNV GL. Each assessment included a comprehensive review of all available solar resource information available within ~100 miles of the proposed project location. Each source was then reviewed to consider the meteorological and orographic representativeness of the location of the data source relative to the location of the proposed site. The delivered production estimate includes industry best-practice assumptions for soiling and snow losses, electrical losses, availability loss, thermal losses, and others. [REDACTED]

[REDACTED] The energy estimate is produced with the use of the PVSyst software package that employs the Perez transposition model. Site-specific terrain horizon files are also used with this software program to reflect the terrain-induced shading impact on the project. Panel-to-panel shadings are also captured. Further detail about the methods and modeling approach taken by Avangrid can be verbally provided upon request.

DESCRIBE THE METHODOLOGY USED TO GENERATE THE PROJECTED GENERATION AND DESCRIBE THE IN-HOUSE OR CONSULTING EXPERTISE USED TO ARRIVE AT THE GENERATION ESTIMATES.

[REDACTED]

[REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]

Additional information required within the Generation Worksheets can be provided promptly upon request.

HYDROPOWER

DESCRIBE THE PROJECT CHARACTERISTICS IN TERMS OF WATER FLOW (ON A MONTHLY BASIS) AND HEAD, AND STATE THE ASSUMPTIONS REGARDING SEASONAL VARIATIONS, AND A CONVERSION OF SUCH FLOW INTO MEGAWATTS AND MEGAWATT-HOURS.

The Firming Hydro Facilities make up a portfolio of 70 run-of-river hydro stations situated across 14 river systems in the state of New York, with an aggregate nameplate capacity of [REDACTED]. A summary of each station's design flow and head is provided in Confidential Attachment 6.1.4. The entire portfolio has an average annual generation of [REDACTED].

The energy deliveries of the Firming Hydro Facilities are consistent throughout the year, as demonstrated by the Average Generation – data summarized in *Table 4.1-3*: [REDACTED]

[REDACTED]

[REDACTED]

For a description on water flow, please see Confidential Attachment 4.1.10.

PROVIDE MONTHLY FLOW DURATION CURVES BASED UPON DAILY STREAM FLOW RECORDS.

Monthly duration curves of all the stations are provided in Confidential Attachment 4.1.10. The stations are grouped by river system. Brookfield Renewable US can also provide energy flow duration curves upon request from the Distribution Companies.

IDENTIFY IF THE PROJECT IS RUN-OF-RIVER OR HAS STORAGE CAPABILITY.

The Firming Hydro Facilities are typically run-of-river plants, with five small reservoirs upstream of the river system. Those five reservoirs are: Carry Falls Reservoir (on Raquette River, 115,344 acre-feet), Stillwater Reservoir (on Beaver River, 103,591 acre-feet), Hinkley Reservoir (on West Canada Creek, 65,157 acre-feet), Salmon River Reservoir (on Salmon South, 58,663 acre-feet), and Lake Sacandaga (762,363 acre-feet). Total storage capability is 823,000 acre-feet.

SPECIFY IF THE PROJECT IS NEW, OR IF THE PROJECT IS AN EXPANSION OF AN EXISTING FACILITY.

The Firming Hydro Facilities are existing facilities and meet the criteria for Incremental Hydroelectric Generation by delivering Clean Energy Generation that is incremental to the New England Control Area when compared to the 2014 – 2016 reference period.

DESCRIBE WHY THE GENERATION PROPOSAL QUALIFIES AS INCREMENTAL HYDROPOWER GENERATION. IF THE ENTIRE PROJECT IS NOT NEW, SPECIFY THE AMOUNT OF POWER PROVIDED TO OR SOLD INTO THE ISO-NE MARKET DURING 2014, 2015, AND 2016. PROVIDE INFORMATION WHICH DEMONSTRATES THAT THE RESOURCES AND TRANSMISSION CAPACITY DESCRIBED IN YOUR PROPOSAL ARE CAPABLE OF PROVIDING AN INCREASE IN THE AMOUNT OF SUCH POWER COMPARED TO THE AVERAGE POWER DELIVERIES IN ISO-NE OVER THOSE THREE YEARS.

[REDACTED]

Table 4.1-4: Firming Hydro Facilities' Historical Generation Delivered into ISO-NE

[REDACTED]

[REDACTED]

[REDACTED]

THE BIDDER MUST DISCLOSE IN ITS BID HOW IT PROPOSES TO CERTIFY THAT THE ENVIRONMENTAL ATTRIBUTES ARE INCLUDED WITH THE ENERGY DELIVERED.

[REDACTED]

4.2 CLEAN ENERGY GENERATION DELIVERY PLAN

PLEASE PROVIDE DOCUMENTATION THAT ANY CLEAN ENERGY PLAN DELIVERY PLAN THAT INCLUDES HYDROELECTRIC GENERATION MEETS THE DEFINITION OF "INCREMENTAL HYDROELECTRIC GENERATION" AS DEFINED IN THE BODY OF THE RFP.

[REDACTED]

An hourly breakdown of average generation of the Firming Hydro Facilities is provided in the CPPD form. Further information on generation from the Firming Hydro Facilities can be provided to the contracting Distribution Companies upon request.

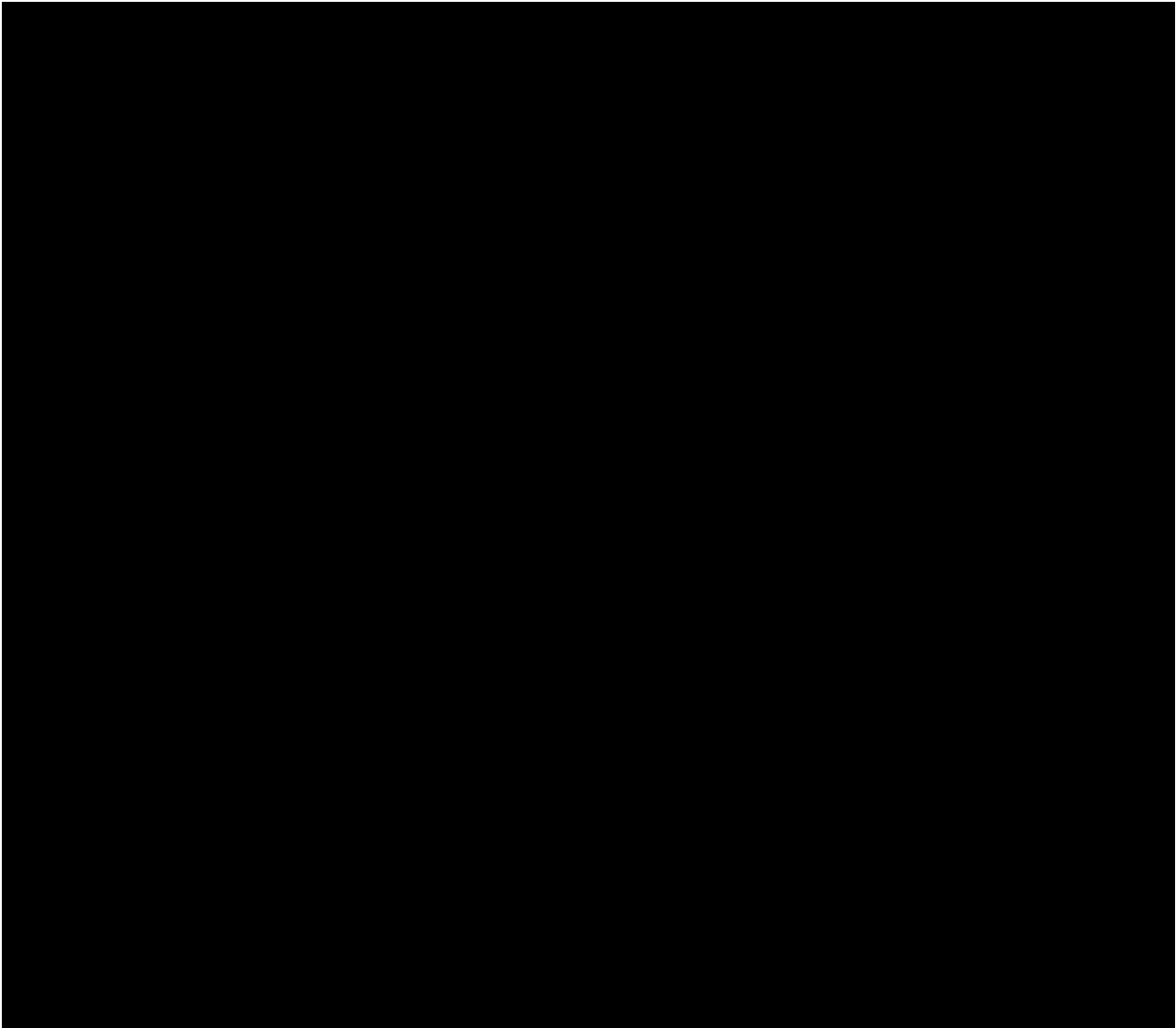
PLEASE PROVIDE AN ENERGY DELIVERY PLAN AND PROFILE FOR THE PROPOSED PROJECT, INCLUDING SUPPORTING DOCUMENTATION. THE ENERGY DELIVERY PROFILE MUST PROVIDE THE EXPECTED CLEAN ENERGY GENERATION TO BE DELIVERED INTO THE ISO-NE MARKET SETTLEMENT SYSTEM AND PERMIT THE EVALUATION TEAM TO DETERMINE THE REASONABLENESS OF THE PROJECTIONS FOR PURPOSES OF SECTIONS 2.2.1.3 ELIGIBLE BID CATEGORIES AND 2.2.1.7 MINIMUM CONTRACT SIZE OF THE RFP. SUCH INFORMATION SHOULD BE CONSISTENT WITH THE ENERGY RESOURCE PLAN PROVIDED ABOVE AND ALSO CONSIDERING ANY AND ALL CONSTRAINTS TO PHYSICAL DELIVERY INTO ISO-NE.

[REDACTED]

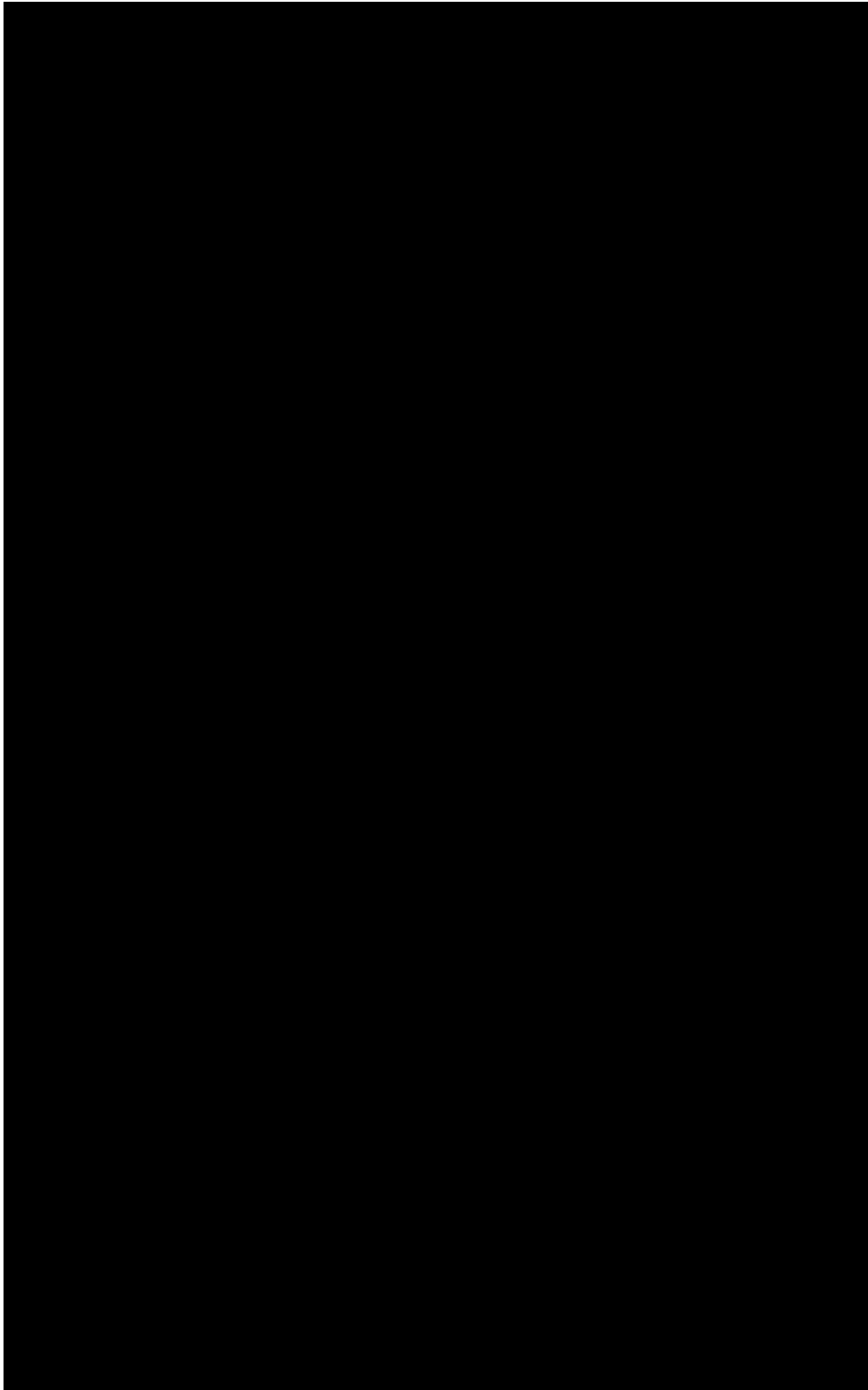
[REDACTED]

[REDACTED]

Table 4.2-1: Energy Delivery Plan



² On Peak hours are defined as peak hours ending 0800 to 2300 from Monday to Friday, excluding North American Reliability Corporation Holidays.



Conforming to Section 2.2.1.7 of the RFP, all generation facilities have a capacity greater than 20 MW:

■	██████████	██████████
■	██████████	██████████
■	██████████	██████████
■	██████████████	██████████
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██
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CLEAN ENERGY GENERATION FOR PROJECTS CONTAINING NEW CLASS I ELIGIBLE RESOURCES ONLY MUST COMPLY WITH SECTION 2.2.2.7 OF THE RFP. THEY MUST SUBMIT A DELIVERY PROFILE GUARANTEEING 70% OF THE ENERGY IN THEIR DELIVERY PROFILE FOR THE WINTER PEAK PERIOD OVER THE COURSE OF EVERY WINTER PEAK PERIOD ON THE CPPD FORM IN THEIR BIDDER RESPONSE PACKAGE.

CLEAN ENERGY GENERATION FOR PROJECTS CONTAINING FIRM SERVICE HYDROELECTRIC GENERATION, AND CLEAN ENERGY FROM NEW CLASS I RPS ELIGIBLE RESOURCES PAIRED WITH FIRM SERVICE HYDROELECTRIC GENERATION MUST COMPLY WITH SECTION 2.2.2.7 OF THE RFP. THEY WILL BE REQUIRED TO SUBMIT A DELIVERY PROFILE WITH NO WINTER PEAK PERIOD HOUR LESS THAN 60% OF THEIR HIGHEST ANNUAL SINGLE HOURLY DELIVERY CLAIMED IN THEIR ANNUAL DELIVERY PROFILE AS SUBMITTED AS A PART OF THEIR CPPD FORM IN THEIR BIDDER RESPONSE PACKAGE. BIDDERS WILL BE REQUIRED TO GUARANTEE THE SUBMITTED DELIVERY PROFILE IN ALL HOURS DURING THE WINTER PEAK PERIOD. BIDDERS SHOULD SUPPLY ANY STUDIES PERFORMED TO SUPPORT THIS PROFILE. BIDDERS SHOULD RESPOND TO ALL INFORMATION REQUESTS WHICH ARE RELEVANT TO THE BID IN A TIMELY MANNER.

██
██

██
██
██

An hourly breakdown of average generation of the Firming Hydro Facilities is provided in the CPPD form provided as [Confidential Attachment 1.1](#).

Further information on generation from the Firming Hydro Facilities and Class I Facilities can be provided to the contracting Distribution Companies upon request.

4.3 REC/ENVIRONMENTAL ATTRIBUTE DELIVERY PLAN

PLEASE PROVIDE DOCUMENTATION DEMONSTRATING THAT THE PROJECT WILL DELIVER GIS CERTIFICATES REPRESENTING THOSE RECS OR ENVIRONMENTAL ATTRIBUTES. FOR PROJECTS LOCATED OUTSIDE OF THE ISO-NE CONTROL AREA, DESCRIBE HOW THE DELIVERED ENERGY AND ASSOCIATED RECS OR ENVIRONMENTAL ATTRIBUTES WILL SATISFY NEPOOL-GIS RULES FOR THE DELIVERY OF GIS CERTIFICATES.

[REDACTED]

SECTION 5 OF APPENDIX B OF THE RFP
FINANCIAL/LEGAL

Bidders are required to demonstrate the financial viability of their proposed project. Bidders should provide the following information:

5.1 EACH BIDDER IS REQUIRED TO SUBMIT INFORMATION AND DOCUMENTATION THAT DEMONSTRATES THAT A LONG TERM CONTRACT RESULTING FROM THIS RFP PROCESS WOULD EITHER PERMIT THE BIDDER TO FINANCE ITS PROPOSAL THAT WOULD OTHERWISE NOT BE FINANCEABLE, OR ASSIST THE BIDDER IN OBTAINING FINANCING OF ITS PROPOSAL.

[REDACTED]

[REDACTED]

5.2 PLEASE PROVIDE A DESCRIPTION OF THE BUSINESS ENTITY STRUCTURE OF THE BIDDER'S ORGANIZATION FROM A FINANCIAL AND LEGAL PERSPECTIVE, INCLUDING ALL GENERAL AND LIMITED PARTNERS, OFFICERS, DIRECTORS, MANAGERS, MEMBERS AND SHAREHOLDERS, INVOLVEMENT OF ANY SUBSIDIARIES SUPPORTING THE PROJECT, AND THE PROVIDERS OF EQUITY AND DEBT DURING PROJECT DEVELOPMENT. PROVIDE AN ORGANIZATION CHART SHOWING THE RELATIONSHIP BETWEEN THE EQUITY AND DEBT PARTICIPANTS AND AN EXPLANATION OF THE RELATIONSHIPS. FOR JOINTLY OWNED FACILITIES, IDENTIFY ALL OWNERS AND THEIR RESPECTIVE INTERESTS, AND DOCUMENT THE BIDDER'S RIGHT TO SUBMIT A BINDING PROPOSAL.

The Bidders are submitting this Proposal to deliver Clean Energy Generation and Class I RECs and Environmental Attributes from a combination of Incremental Hydropower Generation and New Class I RPS Eligible Resources through Long Term Contracts with the contracting Distribution Companies. Avangrid will supply the clean energy and Class I RECs from three new solar Class I Facilities and two new wind Class I Facilities that will have an aggregate nameplate capacity of [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- [REDACTED]
[REDACTED]
 - [REDACTED]
- [REDACTED]
[REDACTED]
[REDACTED]

Figure 5.2 provides an overview of the transaction structure contemplated in this Proposal. The corporate background and responsibility of the Bidders are summarized below.

As a counterparty to a proposed contract with the contracting Distribution Companies, each Bidder has the authority to submit this Proposal applicable to its Project element.

Figure 5.2: Proposed Commercial Structure



The information below highlights each Bidder's corporate overview and project roles/responsibilities.

AVANGRID

Avangrid, will own through project-specific entities the three new solar Class I Facilities and two new wind Class I Facilities. Avangrid is among the largest renewable developers in the world and has access to public debt and equity markets. Attachment 5.2.3(A) includes a full description of Avangrid's corporate structure. With a deep history and vast knowledge of the solar and wind industry, Avangrid has the experience and expertise to deliver its New Class I Renewable Portfolio Standard Eligible Resources on time and within budget.

BROOKFIELD RENEWABLE US

Brookfield Renewable US, a majority-owned subsidiary of Brookfield Renewable Partners L.P. (“**Brookfield Renewable**”), wholly owns Brookfield Renewable Erie and the Firming Hydro Facilities. Brookfield Renewable operates one of the largest publicly-traded, pure-play renewable power platforms globally, with approximately \$28 billion of assets under management. Diversified across 82 river systems and 15 power markets in North America, Colombia, Brazil and Europe, its portfolio is primarily hydroelectric and totals more than 10,600 MW of installed capacity.

BEMLP, an affiliate of Brookfield Renewable US, will provide scheduling services on behalf of the Generator JV. BEMLP schedules, dispatches and arranges for transmission of the power produced and the power supplied to third parties in accordance with prudent industry practices. As described in Attachment 5.2.3(B), BEMLP has a significant presence in the Northeast, and experience scheduling energy across different ISOs and RTOs.

Please refer to Attachment 5.6(B) for list of board positions and officers.

5.2 FOR PROJECTS THAT INCLUDE NEW FACILITIES OR CAPITAL INVESTMENT, PROVIDE A DESCRIPTION OF THE FINANCING PLAN FOR THE PROJECT, INCLUDING CONSTRUCTION AND TERM FINANCING. THE FINANCING PLAN SHOULD ADDRESS THE FOLLOWING:

- I. WHO WILL FINANCE THE PROJECT AND THE RELATED FINANCING MECHANISM OR MECHANISMS THAT WILL BE USED (I.E. CONVERTIBLE DEBENTURE, EQUITY OR OTHER) INCLUDING REPAYMENT SCHEDULES AND CONVERSION FEATURES

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

As noted in section 5.1, the Firming Hydro Facilities are fully operational and Brookfield Renewable US seeks to preserve and enhance the productivity, reliability, and longevity of each of its generating facilities. The cornerstone of its asset maintenance and enhancement program is a rolling 20-year forward looking capital reinvestment program. The program is designed to (i) repair or replace worn components or to increase or maintain the useful life, (ii) perform recommended projects that will maintain the net annual energy output, and (iii) complete specified and unspecified major maintenance projects necessary to maintain the useful life to maintain the net annual energy output.

- II. THE PROJECT’S EXISTING INITIAL FINANCIAL STRUCTURE AND PROJECTED FINANCIAL STRUCTURE

CLASS I FACILITIES

Avangrid considers financial structuring, including the financing of development and capital costs, to be confidential, but such structuring (and those costs) is reflected in the pricing included in this Proposal. Avangrid can address, on a confidential basis, any concerns the Distribution Companies may have upon request.

FIRMING HYDRO FACILITIES

N/A, please refer to section 5.2(i).

III. EXPECTED SOURCES OF DEBT AND EQUITY FINANCING

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

N/A, please refer to section 5.2(i).

IV. ESTIMATED CONSTRUCTION COSTS

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

N/A, please refer to section 5.2(i).

V. THE PROJECTED CAPITAL STRUCTURE

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

N/A, please refer to section 5.2(i).

VI. DESCRIBE ANY AGREEMENTS, BOTH PRE AND POST COMMERCIAL OPERATION DATE, ENTERED INTO WITH RESPECT TO EQUITY OWNERSHIP IN THE PROPOSED PROJECT AND ANY OTHER FINANCING ARRANGEMENT.

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

N/A, please refer to section 5.2(i).

IN ADDITION, THE FINANCING PLAN SHOULD ADDRESS THE STATUS OF THE ABOVE ACTIVITIES AS WELL AS THE FINANCING OF DEVELOPMENT AND PERMITTING COSTS. ALL BIDDERS ARE REQUIRED TO PROVIDE THIS INFORMATION.

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

N/A, please refer to section 5.2(i).

Section 5.4 includes additional information regarding past financings by the respective organizations of each of those Bidders, while Section 5.4 summarizes the strong financial condition of their sponsors in support of their contemplated financing plans.

5.3 PROVIDE DOCUMENTATION ILLUSTRATING THE EXPERIENCE OF THE PROJECT SPONSOR IN SECURING FINANCING FOR PROJECTS OF SIMILAR SIZE AND TECHNOLOGY. FOR EACH PROJECT PREVIOUSLY FINANCED PROVIDE THE FOLLOWING INFORMATION:

- I. PROJECT NAME AND LOCATION
- II. PROJECT TYPE AND SIZE
- III. DATE OF CONSTRUCTION AND PERMANENT FINANCING
- IV. FORM OF DEBT AND EQUITY FINANCING
- V. CURRENT STATUS OF THE PROJECT

Each of the Bidders has significant experience financing their infrastructure investments. Information listed below summarizes infrastructure financing experience of the Bidders who will be constructing new facilities.

AVANGRID

Attachment 5.3.2(A) includes a list of operating projects of Avangrid (including the customers for each). Avangrid has secured financing for more than 50 utility-scale projects. The majority of Avangrid's projects were financed on its balance sheet. Avangrid considers its financing arrangements to be proprietary and can provide appropriate additional details in that regard on a confidential basis, upon request by the Distribution Companies.

BROOKFIELD RENEWABLE US

N/A, the 70 Firming Hydro Facilities are already operating and interconnected to the NYISO grid.

5.4 FOR PROJECTS THAT INCLUDE NEW FACILITIES OR CAPITAL INVESTMENT, PROVIDE EVIDENCE THAT THE BIDDER HAS THE FINANCIAL RESOURCES AND FINANCIAL STRENGTH TO COMPLETE AND OPERATE THE PROJECT AS PLANNED.

Each Bidder is part of a large, financially-sound organization with the resources and strength to complete and operate its portion of the Project as planned. The strong financial condition of each sponsor is evidenced by its financial reports and credit ratings from major ratings agencies as set forth in Section 5.5.

The following overview provides evidence of each Bidder's financial resources and strengths:

AVANGRID

Avangrid Renewable., is among the largest renewable developers in the world and has access to public debt and equity markets. Avangrid Renewable's most recent annual reports can be found at: www.avangrid.com.

BROOKFIELD RENEWABLE US

Brookfield Renewable US' Firming Hydro Facilities are existing assets and sustaining capital is funded by internal cash generation. Since 2011, Brookfield Renewable has invested (along with its partners) over \$4 billion into growth opportunities and currently has approximately \$1.6 billion of near term liquidity (as of September 2016). See <https://bep.brookfield.com/~media/Files/B/Brookfield-BEP-IR/supplemental-information/2017/q1-2017-supplement.pdf> for additional information regarding Brookfield Renewable's financial resources and strengths.

5.5 PROVIDE COMPLETE COPIES OF THE MOST RECENT AUDITED FINANCIAL STATEMENT OR ANNUAL REPORT FOR EACH BIDDER FOR EACH OF THE PAST THREE YEARS; INCLUDING AFFILIATES OF THE BIDDER (IF AUDITED STATEMENTS ARE NOT AVAILABLE, REVIEWED OR COMPILED STATEMENTS ARE TO BE PROVIDED). ALSO, PROVIDE THE CREDIT RATINGS FROM STANDARD & POOR'S AND MOODY'S (THE SENIOR UNSECURED LONG TERM DEBT RATING OR IF NOT AVAILABLE, THE CORPORATE RATING) OF THE BIDDER AND ANY AFFILIATES AND PARTNERS.

Attachment 5.5 includes links to the following reports of the sponsors of the Bidders, including the following requested financial statements:

AVANGRID

Annual reports, financial statements and other pertinent information of Iberdrola, S.A. for the fiscal years ended December 31, 2016, December 31, 2015 and December 31, 2014.

BROOKFIELD RENEWABLE US

Annual Reports of Brookfield Renewable for the fiscal year ended December 31, 2016, December 31, 2015 and December 31, 2014.

Hard copies of those reports are available upon request. The credit ratings of the sponsors are as follows:

Sponsor	Standard & Poor	Moody's	DBRS
Avangrid	BBB (Stable	Baa1 (Stable)	Not Rated
Brookfield Renewable (corporate credit rating)	BBB (Stable)	Not Rated	BBB (High)

5.6 PLEASE ALSO INCLUDE A LIST OF THE BOARD OF DIRECTORS, OFFICERS AND TRUSTEES FOR THE PAST THREE YEARS AND ANY PERSONS WHO THE BIDDER KNOWS WILL BECOME OFFICERS, BOARD MEMBERS OR TRUSTEES.

AVANGRID

Please refer to Attachment 5.6(A).

BROOKFIELD RENEWABLE US

Please refer to Attachment 5.6(B).

5.7 THE BIDDER SHOULD DEMONSTRATE ITS ABILITY (AND/OR THE ABILITY OF ITS CREDIT SUPPORT PROVIDER) TO PROVIDE THE REQUIRED SECURITY, INCLUDING ITS PLAN FOR DOING SO.

AVANGRID AND BROOKFIELD RENEWABLE US

The Bidders will arrange for the required Letter(s) of Credit to the Distribution Companies that will satisfy the requirements of the PPAs.

5.8 PROVIDE A DESCRIPTION OF ANY CURRENT OR RECENT CREDIT ISSUES/ CREDIT RATING DOWNGRADE EVENTS REGARDING THE BIDDER OR AFFILIATE ENTITIES RAISED BY RATING AGENCIES, BANKS, OR ACCOUNTING FIRMS.

AVANGRID

[REDACTED]

BROOKFIELD RENEWABLE US

[REDACTED]

5.9 DESCRIBE THE ROLE OF THE FEDERAL PRODUCTION TAX CREDIT OR INVESTMENT TAX CREDIT (OR OTHER INCENTIVES) ON THE FINANCING OF THE PROJECT.

[REDACTED]

5.10 BIDDERS MUST DISCLOSE ANY PENDING (CURRENTLY OR IN THE PAST THREE YEARS) LITIGATION OR DISPUTES RELATED TO PROJECTS DEVELOPED, OWNED OR MANAGED BY BIDDER OR ANY OF ITS AFFILIATES IN THE UNITED STATES, OR RELATED TO ANY ENERGY PRODUCT SALE AGREEMENT.

There is no litigation pending that relates to any existing or proposed facilities that are offered as part of the Project by the Bidders.

With regard to affiliates, each Bidder is part of a large corporate entity and, consequently, its affiliates are involved in litigation and disputes from time to time. Material litigation and disputes regarding affiliates of each Bidder for the past three years are found in the annual reports and related financial information referenced by that Bidder in Section 5.5 (see the links to those reports in [Attachment 5.5](#)). Any affiliate litigation will not have a material effect on that Bidder's ability to perform on the contracts described in this Proposal.

5.11 WHAT IS THE EXPECTED OPERATING LIFE OF THE PROPOSED PROJECT? WHAT IS THE DEPRECIATION PERIOD FOR ALL SUBSTANTIAL PHYSICAL ASPECTS OF THE BID, INCLUDING GENERATION FACILITIES, TRANSMISSION LEAD LINES TO MOVE POWER TO THE GRID, TRANSMISSION PROPOSALS, AND MANDATORY AND VOLUNTARY TRANSMISSION SYSTEM UPGRADES?

CLASS I FACILITIES

All major components of the Class I Facilities have useful lives in excess of the term of the proposed PPAs. The estimated useful life of the Class I Facilities is [REDACTED]

FIRMING HYDRO FACILITIES

Brookfield Renewable makes appropriate investments (maintenance and refurbishments) in the Firming Hydro Facilities on a regular basis to ensure the facilities can be operated well beyond the term of the PPA in accordance with the highest industry standards.

5.12 FOR PROJECTS THAT INCLUDE NEW FACILITIES OR CAPITAL INVESTMENT, HAS THE BIDDER ALREADY OBTAINED FINANCING, OR A COMMITMENT OF FINANCING, FOR THE PROJECT? IF FINANCING HAS NOT BEEN OBTAINED, EXPLAIN HOW OBTAINING A LONG-TERM AGREEMENT AS PROPOSED WILL HELP YOU IN OBTAINING FINANCING FOR THE PROPOSED PROJECT, IN OBTAINING MORE FAVORABLE TERMS FOR THE FINANCING OF THE PROPOSED PROJECT, OR IN SUPPORTING THE FUTURE CAPITAL INVESTMENT.

Avangrid has not secured financing for the Class I Facilities; such financing is contingent on this Proposal being selected and obtaining long-term agreements. Firming Hydro Facilities are operating and financing for the assets is already in place. The following summarizes the approach that the developers of the Class I Facilities would implement upon award under the RFP:

- **Avangrid –** [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

5.13 STATE WHETHER THE BIDDER OR ITS AFFILIATES HAVE EXECUTED AGREEMENTS WITH RESPECT TO ENERGY, RECS AND/OR CAPACITY FOR THE PROJECT (INCLUDING ANY AGREEMENTS THAT HAVE BEEN TERMINATED) AND PROVIDE INFORMATION REGARDING THE ASSOCIATED TERM AND QUANTITIES, AND WHETHER BIDDER HAS BEEN ALLEGED TO HAVE DEFAULTED UNDER OR BREACHED ANY SUCH AGREEMENT.

CLASS I FACILITIES

There are no executed agreements with respect to energy, RECs, or capacity for the solar and wind Class I Facilities.

FIRMING HYDRO FACILITIES

There is no existing energy, REC, or capacity sales agreements with respect to the Firming Hydro Facilities that would adversely affect the eligibility or performance of the transactions contemplated under this Proposal.

5.14 LIST ALL OF THE BIDDER'S AFFILIATED ENTITIES AND JOINT VENTURES TRANSACTING BUSINESS IN THE ENERGY SECTOR.

The Bidders and their affiliates (including as described in Section 5.2) regularly conduct business in the energy sector. Information regarding those activities is contained in the annual reports referenced in Section 5.5, and Section 11 includes some representative experience of each Bidder in the energy sector.

In addition to the statements made in Appendix D – Certification, the Bidders confirm that they are aware that BEMLP, an affiliate of Brookfield Renewable US, will be submitting one or more proposals in response to this RFP.

5.15 HAS BIDDER, OR ANY AFFILIATE OF BIDDER, IN THE LAST FIVE YEARS, (A) CONSENTED TO THE APPOINTMENT OF, OR WAS TAKEN IN POSSESSION BY, A RECEIVER, TRUSTEE, CUSTODIAN OR LIQUIDATOR OF A SUBSTANTIAL PART OF ITS ASSETS, (B) FILED A BANKRUPTCY PETITION IN ANY BANKRUPTCY COURT PROCEEDING, (C) ANSWERED, CONSENTED OR SOUGHT RELIEF UNDER ANY BANKRUPTCY OR SIMILAR LAW OR FAILED TO OBTAIN A DISMISSAL OF AN INVOLUNTARY PETITION, (D) ADMITTED IN WRITING OF ITS INABILITY TO PAY ITS DEBTS WHEN DUE, (E) MADE A GENERAL ASSIGNMENT FOR THE BENEFIT OF CREDITORS, (F) WAS THE SUBJECT OF AN INVOLUNTARY PROCEEDING SEEKING TO ADJUDICATE THAT PARTY BANKRUPT OR INSOLVENT, (G) SOUGHT REORGANIZATION, ARRANGEMENT, ADJUSTMENT, OR COMPOSITION OF IT OR ITS DEBT UNDER ANY LAW RELATING TO BANKRUPTCY, INSOLVENCY OR REORGANIZATION OR RELIEF OF DEBTORS?

Neither of the Bidders nor any affiliate of the Bidders has engaged in the aforementioned actions related to bankruptcy in the last five years.

5.16 BRIEFLY DESCRIBE ANY KNOWN CONFLICTS OF INTEREST BETWEEN BIDDER OR AN AFFILIATE OF BIDDER AND ANY DISTRIBUTION COMPANY, OR ANY AFFILIATES OF THE FOREGOING.

Neither of the Bidders is aware of any conflicts of interest with any of the Distribution Companies whether directly or through affiliates of any Distribution Company.

5.17 DESCRIBE ANY LITIGATION, DISPUTES, CLAIMS OR COMPLAINTS INVOLVING THE BIDDER OR AN AFFILIATE OF BIDDER, AGAINST ANY DISTRIBUTION COMPANY OR ANY AFFILIATE OF ANY DISTRIBUTION COMPANY.

Neither of the Bidders is aware of any pending litigation, disputes, claims or complaints against any of the Distribution Companies or any affiliate of the Distribution Companies. Any material litigation, disputes, claims or complaints involving any other affiliate of a Bidder and any of the Distribution Companies or any affiliate of the Distribution Companies would be disclosed in the annual reports referenced in Section 5.6.

5.18 DESCRIBE ANY LITIGATION, DISPUTES, CLAIMS OR COMPLAINTS, OR EVENTS OF DEFAULT OR OTHER FAILURE TO SATISFY CONTRACT OBLIGATIONS, OR FAILURE TO DELIVER PRODUCTS, INVOLVING BIDDER OR AN AFFILIATE OF BIDDER, AND RELATING TO THE PURCHASE OR SALE OF ENERGY, CAPACITY OR RENEWABLE ENERGY CERTIFICATES OR PRODUCTS.

Neither of the Bidders has been implicated in any material litigation, disputes, claims or complaints, or events of default or other material failure to satisfy contract obligations, or material failure to deliver products in each case involving, and relating to, the purchase or sale of energy, capacity or renewable energy certificates or products.

With regard to affiliates, each Bidder is part of a large corporate entity and, consequently, its affiliates are involved in litigation and disputes from time to time. Material litigation and disputes regarding affiliates of each Bidder for the past three years are found in the annual reports and related financial information referenced by the Bidders in Section 5.5 (see the links to those reports in [Attachment 5.5](#)). Any litigation and other disputes involving an affiliate will not have a material effect on that Bidder's ability to perform on the contracts described in this Proposal.

5.19 CONFIRM THAT BIDDER, AND THE DIRECTORS, EMPLOYEES AND AGENTS OF BIDDER AND ANY AFFILIATE OF BIDDER ARE NOT CURRENTLY UNDER INVESTIGATION BY ANY GOVERNMENTAL AGENCY AND HAVE NOT IN THE LAST FOUR YEARS BEEN CONVICTED OR FOUND LIABLE FOR ANY ACT PROHIBITED BY STATE OR FEDERAL LAW IN ANY JURISDICTION INVOLVING CONSPIRACY, COLLUSION OR OTHER IMPROPRIETY WITH RESPECT TO BIDDING ON ANY CONTRACT, OR HAVE BEEN THE SUBJECT OF ANY DEBARMENT ACTION (DETAIL ANY EXCEPTIONS).

Each Bidder is part of a large corporate entity and, consequently, the Bidders and their directors, employees and agents, as well as their respective affiliates, have been involved in regulatory investigations by governmental authorities from time to time. Neither of the Bidders, nor any of their directors, employees agents, and affiliates, has in the last four years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction, in each case involving conspiracy, collusion or other impropriety with respect to bidding on any contract, or has been the subject of any debarment action. Any such regulatory investigations will not have a material effect on that Bidder's ability to perform on the contracts described in this Proposal.

5.20 IDENTIFY ALL REGULATORY AND OTHER APPROVALS NEEDED BY BIDDER TO EXECUTE A BINDING SALE AGREEMENT.

[REDACTED]

5.20 DESCRIBE HOW THE PROJECT WILL CONFORM TO FERC'S APPLICABLE REGULATORY REQUIREMENTS, INCLUDING, BUT NOT LIMITED TO, FERC REQUIREMENTS RELATING TO ALLOCATION OF TRANSMISSION CAPACITY AND OPEN ACCESS, THE JUSTNESS AND REASONABLENESS OF RATES, THE POTENTIAL FOR UNDUE PREFERENCE OR DISCRIMINATION, AND AFFILIATE DEALINGS, IF ANY. DESCRIBE HOW YOUR PROPOSED APPROACH IS CONSISTENT WITH FERC PRECEDENT AND RATEMAKING PRINCIPLES.

This Proposal will fully conform to FERC's applicable regulatory requirements.

The Bidders will ensure they have all necessary FERC authorizations to supply power in connection with this Proposal. Avangrid will register as Exempt Wholesale Generators with FERC and file for market based rate authority. Brookfield Renewable Erie is registered as an Exempt Wholesale Generator with FERC. In addition, the Class I Facilities will adhere to all mandatory reliability standards.

5.21 DESCRIBE AND DOCUMENT ANY AND ALL DIRECT AND INDIRECT AFFILIATIONS AND AFFILIATE RELATIONSHIPS, FINANCIAL OR OTHERWISE IN THE PAST THREE YEARS BETWEEN THE BIDDER AND ONE OR MORE OF THE DISTRIBUTION COMPANIES AND THEIR AFFILIATES, INCLUDING ALL RELATIONSHIPS IN WHICH ONE OF THE DISTRIBUTION COMPANIES HAS A FINANCIAL OR VOTING INTEREST (DIRECT OR INDIRECT) IN THE BIDDER OR THE BIDDER'S PROPOSED PROJECT. THESE RELATIONSHIPS INCLUDE:

- CORPORATE OR OTHER JOINT ARRANGEMENTS, JOINT VENTURES, JOINT OPERATIONS WHETHER CONTROL EXISTS OR NOT;
- MINORITY OWNERSHIP (50% OR LESS INVESTEE);
- JOINT DEVELOPMENT AGREEMENTS;
- OPERATING SEGMENTS THAT ARE CONSOLIDATED AS PART OF THE FINANCIAL REPORTING PROCESS ;
- RELATED PARTIES WITH COMMON OWNERSHIP;
- CREDIT, DEBENTURE, AND FINANCING ARRANGEMENTS, WHETHER A CONVERTIBLE EQUITY FEATURE IS PRESENT OR NOT;
- WHOLLY OWNED SUBSIDIARIES; AND
- COMMERCIAL (INCLUDING REAL PROPERTY) RELATIONSHIPS WITH ANY DISTRIBUTION COMPANY.

SECTION 6 OF APPENDIX B TO THE RFP
SITING, INTERCONNECTION, AND DELIVERABILITY

This section of the proposal addresses project location, siting, real property rights and interconnection issues. Bidders should ensure that the threshold criteria outlined in Section 2.2 of the RFP for generation, transmission proposals, and system upgrades are verified in their responses.

6.1 PROVIDE A SITE PLAN INCLUDING A MAP OF THE SITE THAT CLEARLY IDENTIFIES THE LOCATION OF THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE, THE ASSUMED RIGHT-OF-WAY WIDTH, THE TOTAL ACREAGE FOR ELIGIBLE FACILITIES, THE ANTICIPATED INTERCONNECTION POINT (OR, IF APPLICABLE, MULTIPLE POINTS FOR A TRANSMISSION PROJECT), AND THE RELATIONSHIP OF THE SITE TO OTHER LOCAL INFRASTRUCTURE, INCLUDING TRANSMISSION FACILITIES, ROADWAYS, AND WATER SOURCES. IN ADDITION TO PROVIDING THE REQUIRED MAP, PROVIDE A SITE LAYOUT PLAN WHICH ILLUSTRATES THE LOCATION OF ALL MAJOR EQUIPMENT AND FACILITIES ON THE SITE.

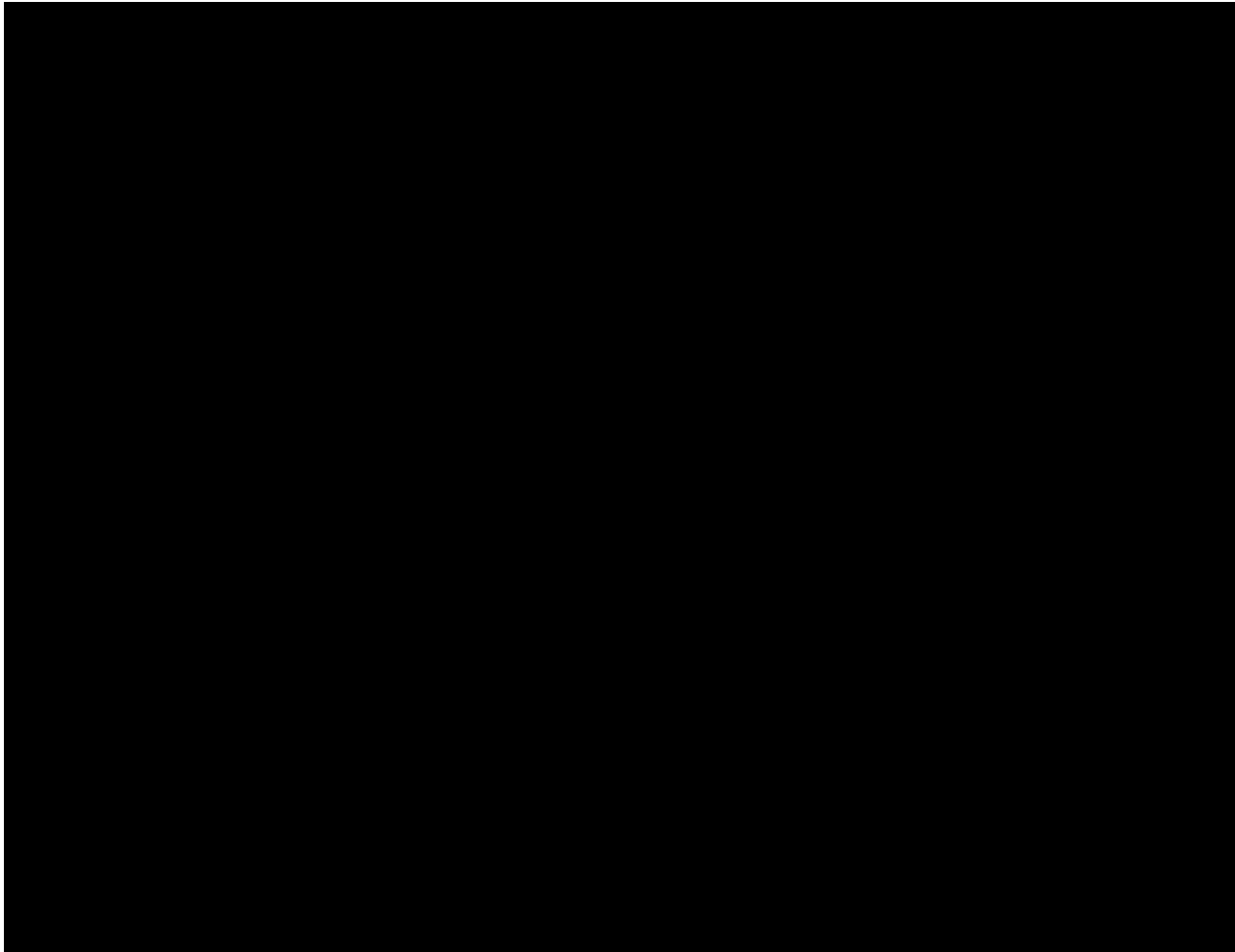
SITE PLAN INCLUDED? YES ☒ NO ☐ IF NOT, PLEASE EXPLAIN:

The Project involves a combination of new solar and wind Class I Facilities and existing Firming Hydro Facilities, as described in Section 2 and illustrated generally on the project map, *Figure 6.1*.

[REDACTED]

The Project's Firming Hydro Facilities are already sited and interconnected with the NYISO grid.

Figure 6.1 – Project Components



CLASS I FACILITIES

■	[REDACTED]
■	[REDACTED]
	[REDACTED]
	[REDACTED]
■	[REDACTED]
	[REDACTED]

FIRMING HYDRO FACILITIES

- Attachment 6.1.3 illustrates the location of the 70 Firming Hydro Facilities (by county, municipality, and acreage).
- Confidential Attachment 6.1.4 identifies the 70 Firming Hydro Facilities by river system, name, in-service date, number of units, turbine type, average net head, design flow, ICAP (MW), NYISO PTID, and FERC license number, issue date, and expiration date. Of the 70 facilities, 41 are certified by the Low Impact Hydropower Institute (“LIHI”) (see Attachment 6.1.5).
- Attachment 6.1.5 lists the 41 Firming Hydro Facilities that are LIHI certified.

6.2 IDENTIFY ANY REAL PROPERTY RIGHTS (E.G., FEE-OWNED PARCELS, RIGHTS-OF-WAY, DEVELOPMENT RIGHTS OR EASEMENTS OR LEASES) THAT PROVIDE THE RIGHT TO USE THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE, INCLUDING, FOR ELIGIBLE FACILITIES, AND ANY RIGHTS OF WAY NEEDED FOR INTERCONNECTION.

I. DOES THE PROJECT HAVE A RIGHT TO USE THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE FOR THE ENTIRE PROPOSED TERM OF THE PPA OR TARIFF (E.G., BY VIRTUE OF OWNERSHIP OR LAND DEVELOPMENT RIGHTS OBTAINED FROM THE OWNER)?

YES ☒ NO ☐ IF NOT, PLEASE EXPLAIN:

See Section 6.2(ii).

II. IF SO, PLEASE DETAIL THE BIDDER'S RIGHTS TO CONTROL THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE CONTROL.

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

[REDACTED]

III. DESCRIBE THE STATUS OF ACQUISITION OF REAL PROPERTY RIGHTS, ANY OPTIONS IN PLACE FOR THE EXERCISE OF THESE RIGHTS AND DESCRIBE THE PLAN FOR SECURING THE NECESSARY REAL PROPERTY RIGHTS, INCLUDING THE PROPOSED TIMELINE. INCLUDE THESE PLANS AND THE TIMELINE IN THE OVERALL PROJECT TIMELINE.

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

[REDACTED]

IV. IDENTIFY ANY JOINT USE OF EXISTING OR PROPOSED REAL PROPERTY RIGHTS

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

Brookfield Renewable US does not have any joint use of existing or proposed real property rights.

6.3 *PROVIDE EVIDENCE THAT THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE IS PROPERLY ZONED OR PERMITTED. IF THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE IS NOT CURRENTLY ZONED OR PERMITTED PROPERLY, IDENTIFY PRESENT AND REQUIRED ZONING AND/OR LAND USE DESIGNATIONS AND PERMITS AND PROVIDE A PERMITTING PLAN AND TIMELINE TO SECURE THE NECESSARY APPROVALS.*

DETAIL THE ZONING AND PERMITTING ISSUES:

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

Brookfield Renewable US operates the Firming Hydro Facilities in 19 counties and 63 municipalities. All of the 70 Firming Hydro Facilities are either FERC-licensed or exempt from FERC jurisdiction with all required State licenses and approvals. All of the Firming Hydro Facilities are properly zoned and permitted.

PERMITTING PLAN AND TIMELINE:

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

The Firming Hydro Facilities are already interconnected to the New York transmission system.

START DATE:

END DATE:

[REDACTED]

6.4 *PROVIDE A DESCRIPTION OF THE AREA SURROUNDING THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE, INCLUDING A DESCRIPTION OF THE LOCAL ZONING, FLOOD PLAIN INFORMATION, EXISTING LAND USE AND SETTING (WOODLANDS, GRASSLANDS, AGRICULTURE, OTHER).*

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

The 70 existing Firing Hydro Facilities are run-of-river plants, situated in a variety of rural and urban areas. All of the facilities have been in operation for decades. Acceptance of this Proposal will not result in the further development of any of these sites that could affect the surrounding environment. The Firing Hydro Facilities are compliant with various applicable ordinances and regulations.

6.5 FOR ELIGIBLE FACILITIES, DESCRIBE AND PROVIDE A MAP OF THE PROPOSED INTERCONNECTION THAT INCLUDES THE PATH FROM THE GENERATION SITE TO THE ISO NEW ENGLAND INC. ("ISO-NE") POOL TRANSMISSION FACILITIES ("PTF"). DESCRIBE HOW THE BIDDER PLANS TO GAIN INTERCONNECTION PATH SITE CONTROL.

INTERCONNECTION MAP INCLUDED? YES: ☒ NO: ☐ IF NOT, PLEASE EXPLAIN:

[REDACTED]

[REDACTED]

INTERCONNECTION SITE CONTROL PLAN:

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

The Firing Hydro Facilities are already interconnected to the New York transmission system.

6.6 PLEASE DESCRIBE THE STATUS OF ANY PLANNED INTERCONNECTION TO THE GRID. HAS THE BIDDER MADE A VALID INTERCONNECTION REQUEST TO ISO-NE, THE APPLICABLE NEW ENGLAND TRANSMISSION OWNER, OR ANY NEIGHBORING CONTROL AREAS, TO INTERCONNECT AT THE CAPACITY CAPABILITY INTERCONNECTION STANDARD? HAVE ANY STUDIES BEEN COMPLETED BY ISO-NE OR THE APPLICABLE TRANSMISSION OR DISTRIBUTION OWNER? IF MULTIPLE INTERCONNECTION REQUESTS HAVE BEEN MADE, PLEASE SPECIFY ALL SUCH ACTIVE REQUESTS WHICH HAVE NOT BEEN SUPERSEDED BY SUBSEQUENT REQUESTS AND INFORMATION REGARDING THE STATUS OF EACH.. PROVIDE COPIES OF ANY REQUESTS MADE AND STUDIES COMPLETED. DESCRIBE HOW SUCH STUDIES AND INFORMATION SUPPORT THE COSTS ASSUMED IN PREPARING YOUR BID AND THE ASSOCIATED TIMELINE PROPOSED.

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

The Firming Hydro Facilities are already interconnected to the New York transmission system.

6.7 DESCRIBE THE PROJECT'S ELECTRICAL SYSTEM PERFORMANCE AND ITS IMPACT TO THE RELIABILITY OF THE NEW ENGLAND TRANSMISSION SYSTEM. FOR TRANSMISSION PROJECTS PROVIDE A DESCRIPTION OF HOW THE PROJECT WOULD SATISFY ISO NE'S I.3.9 REQUIREMENTS. PROVIDE THE STATUS OF ANY INTERCONNECTION STUDIES ALREADY UNDERWAY WITH ISO-NE AND/OR THE TRANSMISSION OWNER. PROVIDE A COPY OF ANY STUDIES COMPLETED TO DATE. PROVIDE A COPY OF AN INTERCONNECTION AGREEMENT, IF ANY, EXECUTED BY THE BIDDER WITH RESPECT TO THE PROPOSED PROJECT. IF AN INTERCONNECTION AGREEMENT HAS NOT BEEN EXECUTED, PLEASE PROVIDE THE STEPS THAT NEED TO BE COMPLETED BEFORE AN INTERCONNECTION AGREEMENT CAN BE EXECUTED AND THE ASSOCIATED TIMELINE.

PERFORMANCE AND ITS IMPACT:

Interconnection Studies

[REDACTED]

Firming Hydro Facilities – The Firming Hydro Facilities are already interconnected to the New York transmission system.

ATTACHMENTS:

COPY OF COMPLETED STUDIES ATTACHED: ☐ IF NONE, PLEASE EXPLAIN:

Please see above.

COPY OF INTERCONNECTION AGREEMENT ATTACHED: ☐ IF NONE, PLEASE EXPLAIN:

Please see above.

6.8 PROJECTS THAT DO NOT HAVE I.3.9 APPROVAL FROM ISO-NE MUST INCLUDE TECHNICAL REPORTS OR SYSTEM IMPACT STUDIES THAT APPROXIMATE THE ISO-NE INTERCONNECTION PROCESS, INCLUDING BUT NOT LIMITED TO CLEAR DOCUMENTATION OF STUDY TECHNICAL AND COST ASSUMPTIONS, REASONING, AND JUSTIFICATION OF SUCH ASSUMPTIONS. ALL STUDIES MUST ASSUME THE PROJECT WILL INTERCONNECT USING THE CAPACITY CAPABILITY INTERCONNECTION STANDARD, MUST USE THE CURRENT ISO-NE INTERCONNECTION PROCESS (INCLUDING NETWORK IMPACT SCENARIOS FROM MULTIPLE PROJECTS INTERCONNECTING), AND MUST ALSO DETAIL ANY ASSUMPTIONS WITH RESPECT TO PROJECTS AHEAD OF THE PROPOSED PROJECT IN THE ISO-NE INTERCONNECTION QUEUE AND ANY ASSUMPTIONS AS TO CHANGES TO THE

TRANSMISSION SYSTEM THAT DIFFER FROM THE CURRENT ISO-NE REGIONAL SYSTEM PLAN. PLEASE INCLUDE A SCENARIO ANALYSIS THAT SHOWS HOW CHANGES IN THE PROJECT INTERCONNECTION QUEUE COULD IMPACT INTERCONNECTION COSTS.

N/A.

6.9 TO THE EXTENT THAT YOU PROVIDE AN ALTERNATIVE INTERCONNECTION SCENARIO BASED ON ISO-PROPOSED INTERCONNECTION PROCESS CHANGES, YOU MUST ALSO INCLUDE STUDIES USING THE PROPOSED ISO-NE-PROPOSED PROCESS. ANY SUCH STUDIES MUST BE ACCOMPANIED WITH CLEAR DOCUMENTATION OF STUDY TECHNICAL AND COST ASSUMPTIONS, REASONING, AND JUSTIFICATION OF SUCH ASSUMPTIONS.

N/A.

6.10 PROVIDE THE ELECTRICAL MODELS OF ALL ENERGY RESOURCES SUPPORTING THE PROPOSED PROJECT IN ACCORDANCE WITH THE FILING REQUIREMENTS OF THE ISO-NE TARIFF SCHEDULE 22 AND 23.

ELECTRICAL MODELS ATTACHED: ☐ IF NONE, PLEASE EXPLAIN:

Electrical models of the Class I Facilities and Firming Hydro Facilities can be provided upon request.

6.11 PROVIDE A COPY OF AN ELECTRICAL ONE-LINE DIAGRAM SHOWING THE INTERCONNECTION FACILITIES AND THE RELEVANT FACILITIES OF THE TRANSMISSION AND/OR DISTRIBUTION PROVIDER.

ELECTRICAL ONE-LINE DIAGRAM ATTACHED: ☒ IF NONE, PLEASE EXPLAIN:

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

Because the 70 Firming Hydro Facilities are already operating and interconnected to the NYISO grid, one-line diagrams for these hydro facilities are not included. Copies will be provided upon request.

6.12 SPECIFY AND DESCRIBE THE CURRENT OR NEW INTERCONNECTION FACILITIES (LINES, TRANSFORMERS, SWITCHING EQUIPMENT, SYSTEM CONTROL PROTECTION, ETC.) THAT BIDDER OWNS OR IS INTENDING TO CONSTRUCT OR HAVE CONSTRUCTED IN ORDER TO DELIVER THE PROPOSED ENERGY.

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

The Firming Hydro Facilities are interconnected at different points of delivery and voltages. Most of the assets are associated to river systems that stretch for 25+ miles. Brookfield generally owns infrastructure up to the step up transformer. Additional information is available in the [Confidential Attachment 6.1.4](#).

6.13 INCREMENTAL DATA REQUIREMENTS FOR PROJECTS THAT INCLUDE TRANSMISSION FACILITIES;

1. IDV FILE(S) IN PSSE V32 FORMAT MODELING ONLY THE NEW/MODIFIED TRANSMISSION COMPONENTS OF THE PROJECT: ☒ IF NONE, PLEASE EXPLAIN:

N/A.

IF THE BIDDER DOES NOT USE PSSE, PROVIDE IN TEXT FORMAT NECESSARY MODELING DATA AS FOLLOWS:

LINE DATA:

VOLTAGE THERMAL RATINGS

IMPEDANCES (R, X AND B)

LINE LENGTH: FROM TO

(BUS NUMBERS AND NAMES)

N/A.

TRANSFORMER DATA (INCLUDING PHASE SHIFTING TRANSFORMERS IF APPLICABLE):

TERMINAL VOLTAGES THERMAL RATINGS

IMPEDANCE

FROM TO

(BUS NUMBERS AND NAMES)

N/A.

- REACTIVE COMPENSATION MODELS AS NECESSARY

N/A.

- OTHER CHANGES TO THE MODEL THAT WOULD OCCUR DUE TO A PROJECT SUCH AS TERMINAL CHANGES FOR LINES/TRANSFORMERS/GENERATOR LEADS/LOADS ETC.

N/A.

6.14 PLEASE DETAIL WITH SUPPORTING INFORMATION AND STUDIES (AS AVAILABLE) THAT THE ENERGY CONTEMPLATED IN YOUR PROPOSAL IS ABLE TO BE DELIVERED TO THE DISTRIBUTION COMPANIES WITHOUT MATERIAL CONSTRAINT OR CURTAILMENT.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6.15 PLEASE PROVIDE SUFFICIENT INFORMATION AND DOCUMENTATION TO DEMONSTRATE THAT THE PROPOSED POINT OF DELIVERY INTO ISO-NE, ALONG WITH THEIR PROPOSED INTERCONNECTION AND TRANSMISSION UPGRADES INCLUDING ANY TRANSMISSION UPGRADES BEYOND THE POINT OF INTERCONNECTION, IS SUFFICIENT TO ENSURE FULL DISPATCH OF THE PROPOSAL'S CLEAN ENERGY GENERATION PROFILE.

See Section 6.14.

SECTION 7 OF APPENDIX B TO THE RFP ENVIRONMENTAL ASSESSMENT, PERMIT ACQUISITION PLAN AND NEW CLASS I RPS CERTIFICATION

This section addresses environmental and other regulatory issues associated with project siting, development and operations for both generation and transmission projects, as applicable.

7.1 PROVIDE A LIST OF ALL THE PERMITS, LICENSES, AND ENVIRONMENTAL ASSESSMENTS AND/OR ENVIRONMENTAL IMPACT STATEMENTS REQUIRED. IF A BIDDER HAS SECURED ANY PERMIT OR HAS APPLIED FOR A PERMIT, PLEASE IDENTIFY IN THE RESPONSE.

I. PROVIDE A LIST OF ALL FEDERAL, STATE AND LOCAL PERMITS, LICENSES, AND ENVIRONMENTAL ASSESSMENTS AND/OR ENVIRONMENTAL IMPACT STATEMENTS REQUIRED TO CONSTRUCT AND OPERATE THE PROJECT.

Overview of Environmental and Regulatory Siting and Approvals

Given the location of the Project facilities, various permits, certificates, and approvals have been or will be acquired from federal, state, and local agencies.

All of the Project's run-of-river, Firming Hydro Facilities, which are properly zoned and permitted, are presently licensed, operating, and will require no additional approvals in conjunction with the Project. These Firming Hydro Facilities are either FERC-licensed or, if exempt from FERC jurisdiction, have all required state licenses and approvals. Of the 70 facilities, two are non-jurisdictional (i.e., not under FERC jurisdiction); 41 are LIHI certified stations.

CLASS I FACILITIES

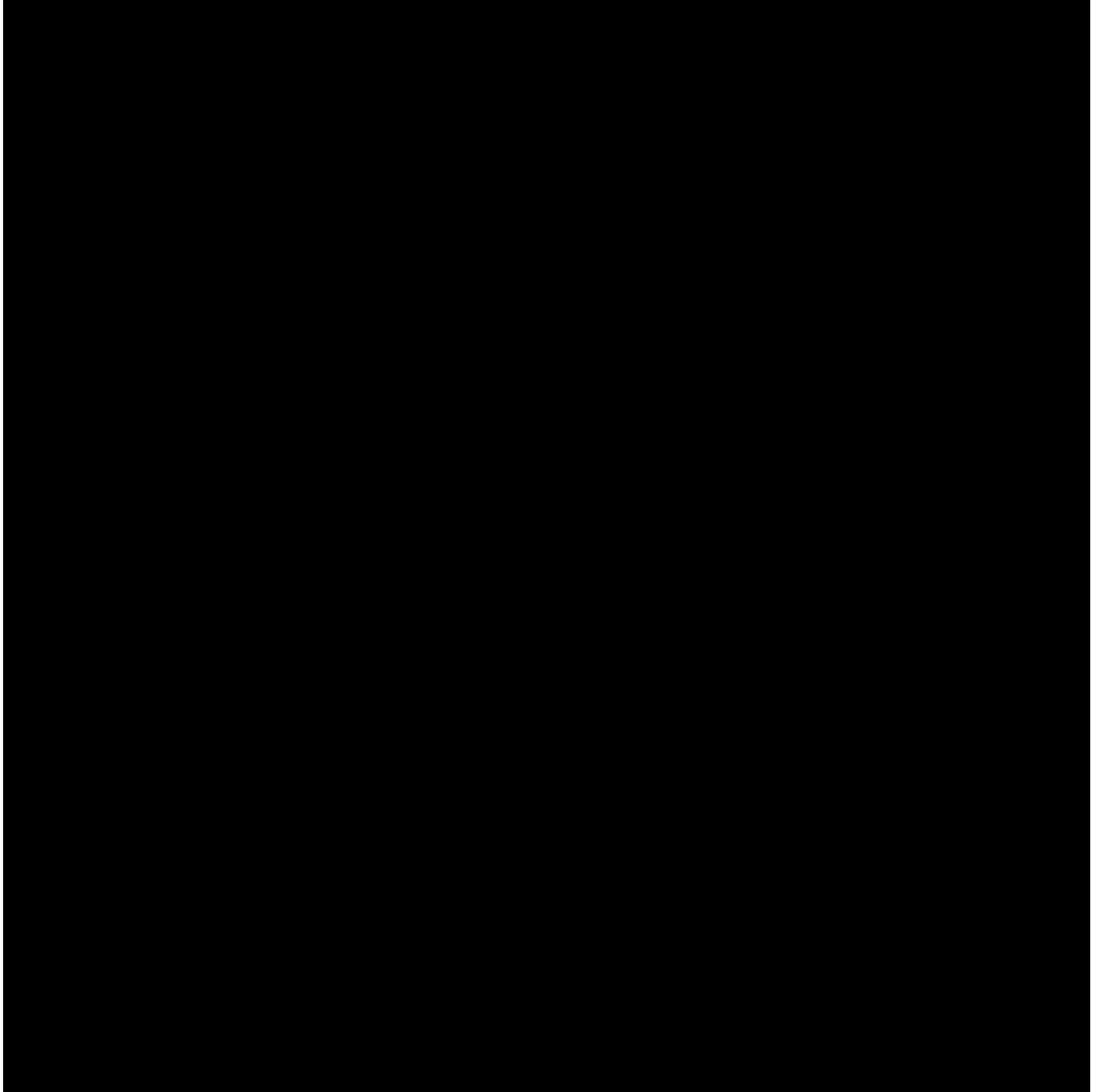
To develop the solar and wind generation facilities in New York State, permits and approvals will be required from federal agencies, including Federal Aviation Administration (FAA), the U.S. Army Corps of Engineers (USACE), and the U.S. Fish and Wildlife Service (SFWS). Permits or approvals also will be required from the New York State Board on Electric Generation Siting and the Environment (within the Department of Public Service), New York Board on Electric Generation Siting and Environment (within the Department of Public Service), New York State Department of Environmental Conservation (NYSDEC), and the New York Office of Parks, Recreation and Historic Preservation, State Historic Preservation Office (NY SHPO).

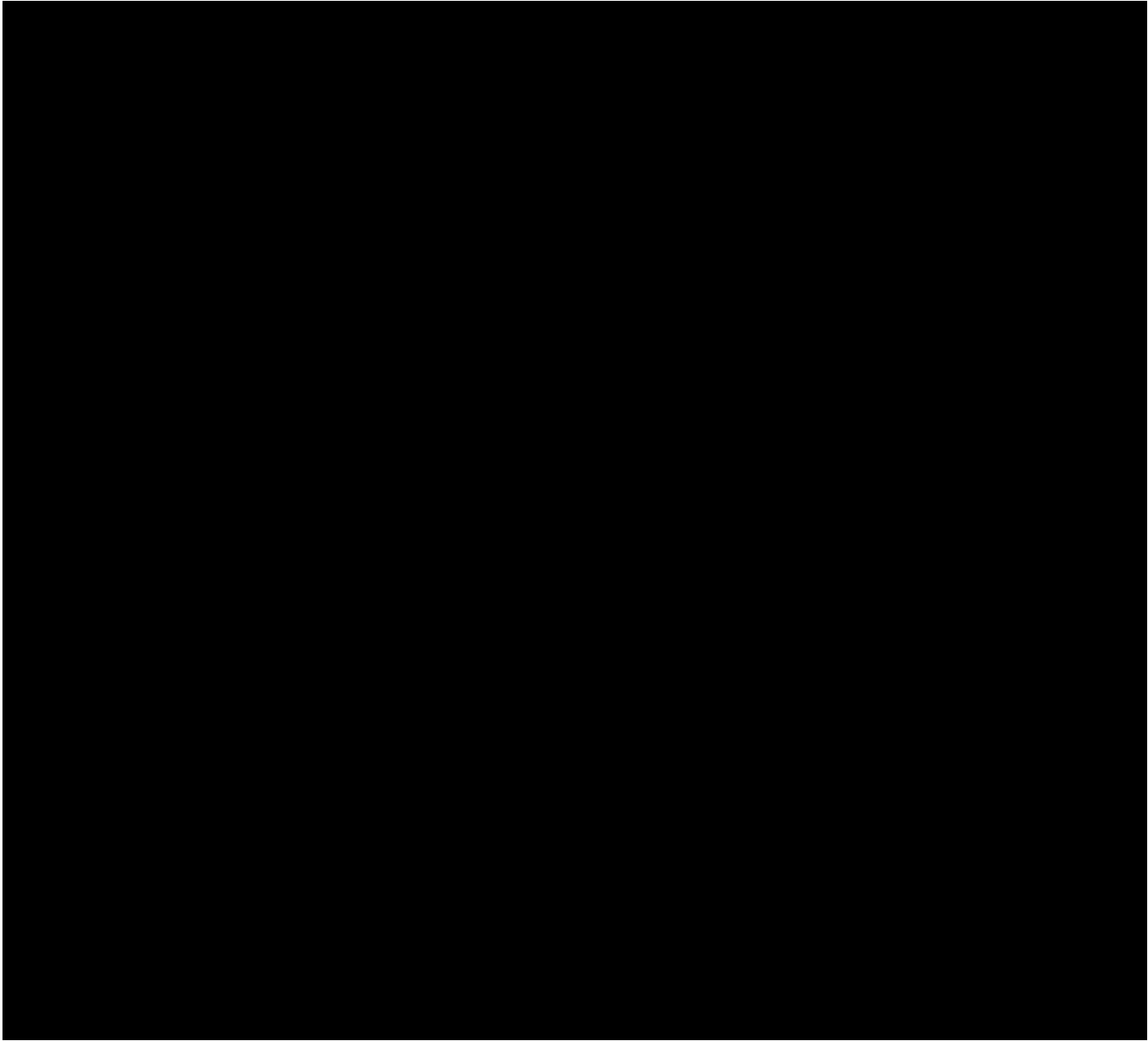
The counties and towns in which the solar and wind generation sites are located will provide input to these federal and state environmental permitting processes. In addition, these local agencies will be involved in issuing local permits and approvals for individual sites, as applicable.

Because each generation site is geographically distinct, each facility will be permitted separately. The specific permits required for each solar and wind Class I Facility may vary, depending on the environmental characteristics of each site (e.g., if no water resources will be affected at a particular site, then a permit from the USACE will not be required).

Table 7.1-1 lists all of the siting and regulatory approvals required for the wind Class I Facility, along with the government agencies that will issue and/or provide input to the approval process. The following summarizes the key permits and approvals that will be required for these project components.

Table 7.1-1:
Summary List of Siting and Regulatory Approvals and Certifications required for the wind Class I Facilities





The following permits may be required for solar Class I Facilities. The timeline for solar Class I Facilities will be in line with the wind Class I Facilities. Please refer to the information below:

- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]
- [Redacted]

The Bidders have extensive experience with all of the required regulatory processes for siting and permitting both solar and wind projects and are proficient in compiling regulatory applications and in coordinating with the involved regulatory agencies to complete the approval processes efficiently and on schedule.

Further, in planning the Project, the Bidders used regulatory agencies' requirements for avoiding or minimizing adverse environmental impacts as key siting criteria. This approach, along with the overarching environmental benefit of the Project – that is, to provide supplies of Clean Energy Generation to the northeastern U.S. – will serve to facilitate the regulatory review processes in general.

II. IDENTIFY THE GOVERNMENTAL AGENCIES THAT WILL ISSUE OR APPROVE THE REQUIRED PERMITS, LICENSES, AND ENVIRONMENTAL ASSESSMENTS AND/OR ENVIRONMENTAL IMPACT STATEMENTS.

CLASS I FACILITIES

Please refer to Section 7.1(i).

FIRMING HYDRO FACILITIES

N/A, please refer to section 7.1(i).

7.2 PROVIDE THE ANTICIPATED TIMELINE FOR SEEKING AND RECEIVING THE REQUIRED PERMITS, LICENSES, AND ENVIRONMENTAL ASSESSMENTS AND/OR ENVIRONMENTAL IMPACT STATEMENTS. INCLUDE A PROJECT APPROVAL ASSESSMENT WHICH DESCRIBES, IN NARRATIVE FORM, EACH SEGMENT OF THE PROCESS, THE REQUIRED PERMIT OR APPROVAL, THE STATUS OF THE REQUEST OR APPLICATION AND THE BASIS FOR PROJECTION OF SUCCESS BY THE MILESTONE DATE. ALL REQUIREMENTS SHOULD BE INCLUDED ON THE PROJECT SCHEDULE IN SECTION 10.

CLASS I FACILITIES

Please refer to Section 7.1(i).

FIRMING HYDRO FACILITIES

N/A, please refer to section 7.1(i).

7.3 PROVIDE A PRELIMINARY ENVIRONMENTAL ASSESSMENT OF THE SITE AND PROJECT, INCLUDING BOTH CONSTRUCTION AND OPERATION, AS APPLICABLE. IN ADDITION, THE BIDDER SHOULD IDENTIFY ENVIRONMENTAL IMPACTS ASSOCIATED WITH THE PROPOSED PROJECT, ANY POTENTIAL IMPEDIMENTS TO DEVELOPMENT, AND ITS PLAN TO MITIGATE SUCH IMPACTS OR IMPEDIMENTS. THE ANALYSIS SHOULD ADDRESS EACH OF THE MAJOR ENVIRONMENTAL AREAS PRESENTED BELOW, AS APPLICABLE TO THE PROPOSED PROJECT:

- I. IMPACTS DURING SITE DEVELOPMENT**
- II. TRANSPORTATION INFRASTRUCTURE**
- III. AIR QUALITY IMPACTS**

- IV. ACCESS TO WATER RESOURCES/WATER QUALITY IMPACTS
- V. ECOLOGICAL AND NATURAL RESOURCES IMPACTS
- VI. LAND USE IMPACTS
- VII. CULTURAL RESOURCES
- VIII. PREVIOUS SITE USE (E.G., GREENFIELD, BROWNFIELD, INDUSTRIAL, ETC.)
- IX. NOISE LEVEL IMPACTS
- X. AESTHETIC/VISUAL IMPACTS
- XI. TRANSMISSION INFRASTRUCTURE IMPACTS
- XII. FUEL SUPPLY ACCESS, WHERE APPLICABLE

Environmental analysis has been conducted for both the solar and wind generation components of the Project. The 70 Firming Hydro Facilities are operational and have all necessary environmental approvals; as a result, no additional environmental assessments of these facilities are necessary.

Avangrid has comprehensive baseline knowledge of the project areas; extensive historical experience in planning, constructing, and operating similar generation and transmission facilities; and both recent and prior comprehensive expertise in successfully navigating federal, state, and local permitting processes.

CLASS I FACILITIES – Preliminary Environmental Assessment

[REDACTED]

[REDACTED]

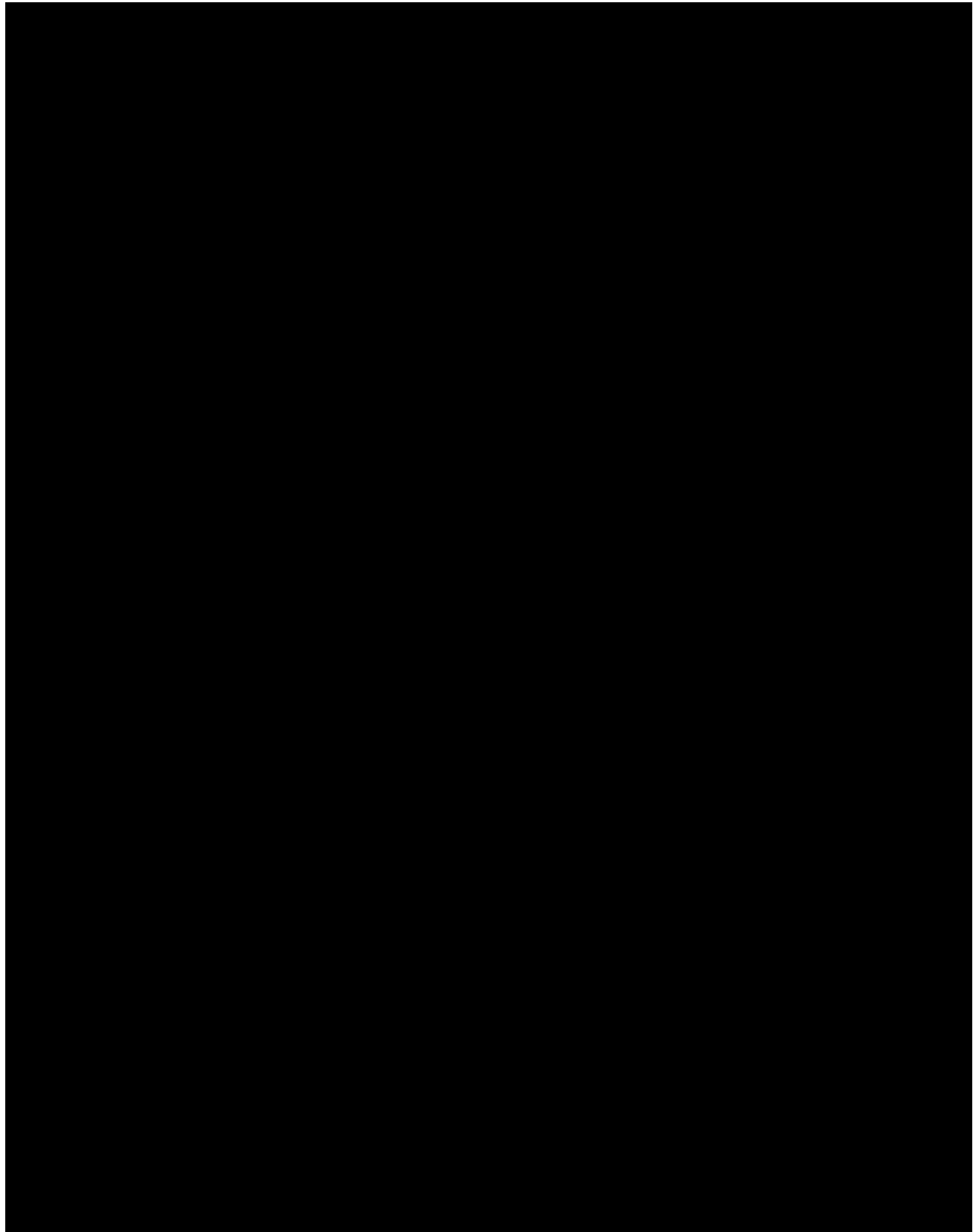
[REDACTED]

- 7.4 PROVIDE DOCUMENTATION IDENTIFYING THE LEVEL OF PUBLIC SUPPORT FOR THE PROJECT INCLUDING LETTERS FROM PUBLIC OFFICIALS, NEWSPAPER ARTICLES, ETC. INCLUDE INFORMATION ON SPECIFIC LOCALIZED SUPPORT AND/OR OPPOSITION TO THE PROJECT OF WHICH THE BIDDER IS AWARE. PROVIDE COPIES OF ANY AGREEMENTS WITH COMMUNITIES AND OTHER CONSTITUENCIES IMPACTED BY THE PROJECT, AND A PLAN FOR COMMUNITY OUTREACH ACTIVITIES, AND DISCUSS THE STATUS OF THAT PLAN.

CLASS I FACILITIES

[REDACTED]

Table 7.4-1: Typical Public Outreach Plan Elements





FIRMING HYDRO FACILITIES

Brookfield Renewable US strives to maintain transparent and well established relationships with local stakeholder groups and the communities in which it operates, as it is a key element of successfully operating and developing renewable power facilities. In order to ensure the successful renewal and implementation of water power licenses and land leases, Brookfield Renewable US consults and works proactively with local stakeholders and communities potentially affected by its operations.

In conjunction with the existing Firming Hydro Facilities, Brookfield Renewable US has established programs for coordinating with local communities and promoting recreation use of the rivers on which its facilities are located. Brookfield Renewable US has a strong commitment to sustainable development and to creating and maintaining open and collaborative relationships with communities and stakeholders. For its existing portfolio of projects, Brookfield Renewable US has demonstrated this commitment through its engagement and consultation with local governments, aboriginal groups, local stakeholders (e.g., watershed associations, recreational groups, community organizations, and environmental groups), as well as the broader public. A copy of community involvement information is available on Brookfield Renewable US' website. The outreach programs in New York are available at the following link:

<https://renewableops.brookfield.com/>.

7.5 FOR BIDS THAT INCLUDE NEW CLASS I RENEWABLE PORTFOLIO STANDARD ELIGIBLE RESOURCES, PROVIDE DOCUMENTATION DEMONSTRATING THAT THE PROJECT WAS OR WILL BE QUALIFIED AS SUCH. IF THE FACILITY IS ALREADY IN OPERATION, PLEASE INDICATE WHEN THE FACILITY RECEIVED SUCH QUALIFICATION.

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

N/A, Firming Hydro Facilities do not qualify as New Class I Renewable Portfolio Standard Eligible Resources.

7.6 ALL BIDDERS MUST INCLUDE SUFFICIENT INFORMATION AND DOCUMENTATION THAT DEMONSTRATES THAT THE BIDDER WILL UTILIZE AN APPROPRIATE TRACKING SYSTEM TO ENSURE A UNIT-SPECIFIC ACCOUNTING OF THE DELIVERY OF CLEAN ENERGY GENERATION, TO ENABLE THE DEPARTMENT OF ENVIRONMENTAL PROTECTION, IN CONSULTATION WITH DOER, TO ACCURATELY MEASURE PROGRESS IN ACHIEVING THE COMMONWEALTH'S GOALS UNDER CHAPTER 298 OF THE ACTS OF 2008 OR CHAPTER 21N OF THE GENERAL LAWS. THE RECS AND ENVIRONMENTAL ATTRIBUTES ASSOCIATED WITH CLEAN ENERGY GENERATION MUST BE DELIVERED INTO THE DISTRIBUTION COMPANIES' NEPOOL GIS ACCOUNTS.

[REDACTED]

7.7 IDENTIFY ANY EXISTING, PRELIMINARY OR PENDING CLAIMS OR LITIGATION, OR MATTERS BEFORE ANY FEDERAL AGENCY OR ANY STATE LEGISLATURE OR REGULATORY AGENCY THAT MIGHT AFFECT THE FEASIBILITY OF THE PROJECT OR THE ABILITY TO OBTAIN OR RETAIN THE REQUIRED PERMITS FOR THE PROJECT.

Neither of the Bidders are aware of such claims, litigation, or matters.

As mentioned above, there are no existing, preliminary or pending claims or litigation, or matters before any federal agency or any state legislature or regulatory agency that might affect the feasibility of the proposed project or the ability to obtain or retain the required permits for the Project.

SECTION 8 OF APPENDIX B TO THE RFP ENGINEERING AND TECHNOLOGY; COMMERCIAL ACCESS TO EQUIPMENT

This section includes questions pertinent to the engineering design and project technology. This section must be completed for a project that includes new facilities or capital investments for both generation and transmission components if applicable. Bidders should provide information about the specific technology or equipment including the track record of the technology and equipment and other information as necessary to demonstrate that the technology is viable.

8.1	PROVIDE A REASONABLE BUT PRELIMINARY ENGINEERING PLAN WHICH INCLUDES THE FOLLOWING INFORMATION:
I.	TYPE OF GENERATION AND TRANSMISSION TECHNOLOGY, IF APPLICABLE
II.	MAJOR EQUIPMENT TO BE USED
III.	MANUFACTURER OF THE EQUIPMENT
IV.	STATUS OF ACQUISITION OF THE EQUIPMENT
V.	WHETHER THE BIDDER HAS A CONTRACT FOR THE EQUIPMENT. IF NOT, DESCRIBE THE BIDDER'S PLAN FOR SECURING EQUIPMENT AND THE STATUS OF ANY PERTINENT COMMERCIAL ARRANGEMENTS
VI.	EQUIPMENT VENDORS SELECTED/CONSIDERED
VII.	HISTORY OF EQUIPMENT OPERATIONS
VIII.	IF THE EQUIPMENT MANUFACTURER HAS NOT YET BEEN SELECTED, IDENTIFY IN THE EQUIPMENT PROCUREMENT STRATEGY THE FACTORS UNDER CONSIDERATION FOR SELECTING THE PREFERRED EQUIPMENT

CLASS I FACILITIES

Avangrid will use conventional modern solar module/inverter technology and wind turbine technology with proven reliability in applications in numerous locations worldwide. Avangrid has installed such technologies at other sites. For the Project, Avangrid will utilize the same engineering and procurement approach as it has done for many other recently-developed solar-based and wind-based generation facilities. Attachment 5.3.1 provides representative examples of Avangrid projects.

Based on the solar and wind resource and other studies conducted for the Class I Facilities, none of the solar and wind sites will require any enhanced engineering compared to other recently developed projects. Therefore, Avangrid expects to use traditional technology sourced from manufactures with existing relationships.

The solar modules/inverters and wind turbines will be the major equipment procured for the Class I Facilities. Based on past experience, including standard industry lead times, the solicitation of proposals for solar modules/inverters and wind turbines will precede the balance of plant items by approximately 12 months.

Assuming an award and execution of the PPAs under the schedule outlined in the RFP, Avangrid will start the procurement process for the Class I Facilities at an appropriate point in the siting and permitting

process. (Section 10 contains additional information regarding the procurement schedule for the Class I Facilities.)

To procure solar modules/inverters and wind turbines for the Class I Facilities, Avangrid will use a competitive solicitation process to select the equipment supplier. The factors to be evaluated in this solicitation process are:

- Energy production;
- Long-term reliability;
- Availability metrics;
- Track record;
- Installed base; and
- Operation and maintenance (service) terms and conditions.

The solicitation will include major turbine suppliers, such as Gamesa, General Electric, Siemens, Vestas, and others.

At this time Avangrid has not completed the final design and equipment selection for the solar facilities. There is a central procurement team in place that will manage the purchase of the project. Avangrid will consider using the preferred equipment suppliers if they meet the minimum performance and warranty criteria and offer a market competitive price and terms. Avangrid has not submitted request for pricing and schedule from any vendors at this time.

FIRMING HYDRO FACILITIES

The Firming Hydro Facilities are currently operating and no specific capital investment (other than normal sustaining capital) is required to meet its obligations under this Proposal.

8.2 IF THE BIDDER HAS NOT YET SELECTED THE MAJOR EQUIPMENT FOR A PROJECT, PLEASE PROVIDE A LIST OF THE KEY EQUIPMENT SUPPLIERS UNDER CONSIDERATION.

CLASS I FACILITIES

[REDACTED]

[REDACTED]

FIRMING HYDRO FACILITIES

The Firming Hydro Facilities are currently operating.

The following summarizes this information for each component of the Project:

[illegible]

The Firming Hydro Facilities includes horizontal and vertical Francis type turbines as well as propeller, Kaplan, and multiple runner turbines. These facilities have operated successfully for decades and there are an extensive number of similar facilities, worldwide. In the US alone, there are over 1,600 conventional hydropower facilities currently operating with a total capacity of over 100,000 MW.

8.4 FOR LESS MATURE TECHNOLOGIES, PROVIDE EVIDENCE (INCLUDING IDENTIFYING SPECIFIC APPLICATIONS) THAT THE TECHNOLOGY TO BE EMPLOYED FOR ENERGY PRODUCTION IS READY FOR TRANSFER TO THE DESIGN AND CONSTRUCTION PHASES. ALSO, ADDRESS HOW THE STATUS OF THE TECHNOLOGY IS BEING CONSIDERED IN THE FINANCIAL PLAN FOR THE PROJECT.

CLASS I FACILITIES

All of the technology proposed for the Project has a reliable operational history. As described in Section 8.3, all equipment will be manufactured by industry leaders. As described in Section 5, each project sponsor typically finances its investments at the corporate level; therefore, technology is not a factor in the financial plan.

FIRMING HYDRO FACILITIES

The Firming Hydro Facilities are currently operating and utilize mature technology.

8.5 PLEASE INDICATE IF THE BIDDER HAS A FULL AND COMPLETE LIST OF EQUIPMENT NEEDED FOR ALL PHYSICAL ASPECTS OF THE BID, INCLUDING GENERATION FACILITIES, TRANSMISSION LEAD LINES, TRANSMISSION PROPOSALS, AND MANDATORY AND VOLUNTARY TRANSMISSION SYSTEM UPGRADES. IF NOT, IDENTIFY THE AREAS OF UNCERTAINTY AND WHEN THE FULL AND COMPLETE LIST OF EQUIPMENT WILL BE IDENTIFIED.

CLASS I FACILITIES

[REDACTED]

[REDACTED]

FIRMING HYDRO FACILITIES

The Firming Hydro Facilities are currently operating.

8.6 PLEASE INDICATE IF THE BIDDER HAS SECURED ITS EQUIPMENT FOR ALL PHYSICAL ASPECTS OF THE BID, INCLUDING GENERATION FACILITIES, TRANSMISSION LEAD LINES, TRANSMISSION PROPOSALS, AND MANDATORY AND VOLUNTARY TRANSMISSION SYSTEM UPGRADES. IF NOT, IDENTIFY THE LONG-LEAD EQUIPMENT AND DESCRIBE THE TIMING FOR SECURING THIS EQUIPMENT.

CLASS I FACILITIES

FIRMING HYDRO FACILITIES

The Firming Hydro Facilities are currently operating.

SECTION 9 OF APPENDIX B TO THE RFP OPERATION AND MAINTENANCE

Projects that can demonstrate that the operation and maintenance (“O&M”) plan, level of funding, and mechanism for funding will ensure reliable operations during the term of the contract or the tariff are preferred.

9.1 PROVIDE AN O&M PLAN FOR THE PROJECT THAT DEMONSTRATES THE LONG TERM OPERATIONAL VIABILITY OF THE PROPOSED PROJECT. THE PLAN SHOULD INCLUDE A DISCUSSION OF THE STAFFING LEVELS PROPOSED FOR THE PROJECT, THE EXPECTED ROLE OF THE PROJECT SPONSOR OR OUTSIDE CONTRACTOR, SCHEDULING OF MAJOR MAINTENANCE ACTIVITY, AND THE PLAN FOR TESTING EQUIPMENT.

The Bidders are affiliates of leaders in the energy industry with an established history of successfully operating and maintain billions of dollars of generation and transmission assets. Accordingly, each participant has procedures in place to similarly operate and maintain the proposed project facilities, along with its existing assets as summarized below.

CLASS I FACILITIES

Avangrid will integrate its project-specific solar and wind Class I Facilities into its existing O&M program, replicating staffing (dedicated and system support) plan develop through years of experience in operating and maintain large fleets of solar and wind facilities. Confidential Attachment 9.1.1 details Avangrid’s typical O&M plans, which will be applied to the respective solar and wind Class I Facilities for the Project.

Key Elements of the Class I Facility O&M Plans

- *Maintenance Inspections.* Upon commercial operation, a schedule of regular inspections will be instituted for each solar and wind Class I Facility. Multiple inspections will occur during the first year of operation, followed by annual and service interval inspections over a repeating 5-year cycle. Inspections are designed to check and test key components and to perform associated routine maintenance.
- *Maintenance Duties.* In addition to the mandatory inspection cycles, Avangrid will maintain crews (local and fleet-wide) to perform scheduled and unscheduled maintenance in the field, including periodic operational checks and tests, and regular preventive maintenance on all solar modules/inverters, turbines, related plant facilities, equipment, safety systems, controls, instruments and machinery. Regular maintenance will include compliance with manufacturers’ recommended and required activities and a comprehensive program for ensuring long-term viability, as incorporated in an O&M manual developed for each Class I Facility.
- *Staffing.* Avangrid maintains a combination of local and remote staff to operate and maintain solar and wind generation facilities. Avangrid has 24 hour oversight of each facility through in-house staff, usually supplemented by monitoring provided by the applicable turbine manufacturer. Avangrid plans to staff its wind Class I Facilities using the industry standard approach.

In additional to accessing its organization’s internal O&M resources, Avangrid will coordinate with its solar module/inverter and turbine manufacturer regarding the fulfillment of the warranty and other contractual obligations under the supply agreement. Typically, in the event of mechanical issues (e.g., serial defects that occur during the warranty period), the supplier will replace the defective components

within a reasonable amount of time. The suppliers also will maintain a suitable inventory of turbine parts at a facility located in the U.S. to ensure availability of spare equipment, as needed.

FIRMING HYDRO FACILITIES

Brookfield Renewable US operates and manages the 70 Firming Hydro Facilities as part of Brookfield Renewable's 10,600 MW of generating assets. At these existing facilities, the on-site management of operations is supported by the Atlantic Operations Center, as well as other resources within Brookfield Renewable's Operations Group.

All generation operation and majority of the maintenance is performed using internal resources. Typical maintenance activities include runner metal repair, bearing refurbishment, wicket gate overhauls, and rehabilitation of governor systems. A recent Independent Engineer's Technical Assessment of the Firming Hydro Facilities (performed by the consulting firm Hatch) concluded that the facilities have been operated and maintained in accordance with normal or better-than-normal practices employed by utility owners of similar assets, and the components and equipment are in a condition that is in line with, or exceeds, industry standards.

9.2 DESCRIBE IN DETAIL THE PROPOSED O&M FUNDING MECHANISM AND FUNDING LEVELS TO SUPPORT PLANNED AND UNPLANNED O&M REQUIREMENTS.

CLASS I FACILITIES

While payments under the PPAs will be used to fund O&M expenses for each Class I Facility, Avangrid approach O&M on a programmatic enterprise basis, rather than relying on project-specific cash flow to fund the O&M requirements of a particular facility. Accordingly, as described in Section 9.1, the operation and maintenance of the solar and wind Class I Facilities will be part of a larger plan and budget for the overall fleet of solar and wind generation facilities owned by its affiliates. The in-house operations team will manage the internal funding and allocation of funds required to operate and maintain the facility to the standards required to meet the PPAs. Avangrid owns and operates over 6 GW of power generation across US and the individual projects will be managed as part of a portfolio of power generation facilities.

FIRMING HYDRO FACILITIES

Payments under the PPAs will support and fund O&M activities for the Firming Hydro Facilities. Like the Class I Facilities, the payments under the PPAs will be considered in the financial planning of Brookfield Renewable US for the Firming Hydro Facilities. O&M activities are a function of prudent management and performed in accordance with industry standards.

9.3 DESCRIBE THE TERMS (OR EXPECTED TERMS) OF THE WARRANTIES AND/OR GUARANTEES ON MAJOR EQUIPMENT THAT THE BIDDER IS UTILIZING OR PROPOSING TO UTILIZE.

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

Most of the Firming Hydro Facilities' equipment is beyond any warranty periods. Brookfield Renewable inspects and performs repairs on plant equipment on a regular basis, thus ensuring safe and reliable operation.

9.4 DESCRIBE THE STATUS OF THE PROJECT SPONSOR IN SECURING ANY O&M AGREEMENTS OR CONTRACTS. INCLUDE A DISCUSSION OF THE SPONSOR'S PLAN FOR SECURING A MEDIUM-TERM OR LONG-TERM O&M CONTRACT, INCLUDING THE EXPECTED PROVIDER OF O&M SERVICES.

CLASS I FACILITIES

Avangrid generally self-perform comprehensive O&M of facilities within their systems, will employ O&M agreements only for special applications, such as with manufacturers that support specialized equipment and strategic vendors that provide support as needed under master or similar agreements. Avangrid will likely perform the long term O&M on the facility. Should Avangrid out-source any part of the plant O&M, it will be managed by in-house operations team.

FIRMING HYDRO FACILITIES

Brookfield Renewable generally self-perform comprehensive O&M of its facilities but will secure third-party services for special applications from specialized equipment and strategic vendors that provide support as needed under master or similar agreements.

9.5 PROVIDE EXAMPLES OF THE BIDDER'S EXPERIENCE WITH O&M SERVICES FOR OTHER SIMILAR PROJECTS.

As summarized below, each of the Bidders has extensive experience with O&M services for similar projects. Additional information regarding the Bidder's O&M services experience is provided in the attachments referenced below.

AVANGRID

Avangrid currently operates and maintains over 6 GW of installed renewable capacity in the U.S. (refer to Attachment 5.3.2). Avangrid anticipates that it will operate another 6 GW of generation over the coming 5 years. Avangrid is confident in its ability to operate and manage this facility over the life of the project.

In addition to the field staff that is present at each facility, Avangrid's 24-hour National Control Center (NCC) facilitates remote operations through continuous monitoring capabilities. Through that combination of field presence and remote capabilities, staff can immediately troubleshoot any operational

concerns, adjust turbine activity to comply with local grid demands, shut down individual turbines for safety concerns, and manage solar module and wind turbine output for maximum efficiencies. Inside the NCC, Avangrid staff monitors vital information such as weather patterns, bird migrations, power output levels and remote camera feeds.

The solar and wind Class I Facilities to be constructed by Avangrid will be integrated into that program and function as part of the larger fleet of Avangrid's Clean Energy Generation facilities.

BROOKFIELD RENEWABLE US

Brookfield Renewable operates and maintains its generation facilities, including the Firming Hydro Facilities, using internal resources. Brookfield Renewable's portfolio is primarily hydroelectric and totals approximately 10,600 MW of installed capacity, diversified across 82 river systems and 15 power markets in North America, Colombia, Brazil and Europe.

Brookfield Renewable also has a significant presence across the Northeast, with close to 4,000 MW in operation across 155 facilities in New York, New England, Quebec, and Ontario. As described in Attachment 11.5.1, Brookfield Renewable owns and operates a total portfolio of 1,376 MW in New England (including 677 MW of hydroelectric generation, the 600 MW Jack Cockwell pumped storage hydroelectric facility in western Massachusetts, as well as a 99 MW wind farm in New Hampshire).

Brookfield Renewable's US Operations headquarters is in Boston, MA, and its US Control Center is located in Marlborough, MA.

SECTION 10 OF APPENDIX B TO THE RFP PROJECT SCHEDULE

A bidder must demonstrate that its proposal can be developed, financed, and constructed and be technically viable within a commercially reasonable timeframe. The bidder is required to provide sufficient information and documentation that shows that the bidder's resources, process and schedule are adequate for the acquisition of all rights, permits and approvals for the project and for the financing of the project consistent with the proposed project milestone dates.

For Eligible Generation Facilities or Transmission Projects that are not yet in-service, bidders are required to provide a complete critical path schedule for the project from the notice of selection of the project for contract consideration to the start of commercial operations. For each project element, list the start and end date.

10.1 IDENTIFY THE ELEMENTS ON THE CRITICAL PATH. THE SCHEDULE SHOULD INCLUDE, AT A MINIMUM, PRELIMINARY ENGINEERING, FINANCING, ACQUISITION OF REAL PROPERTY RIGHTS, FEDERAL, STATE AND/OR LOCAL PERMITS, LICENSES, ENVIRONMENTAL ASSESSMENTS AND/OR ENVIRONMENTAL IMPACT STATEMENTS (INCLUDING ANTICIPATED PERMIT SUBMITTAL AND APPROVAL DATES), COMPLETION OF INTERCONNECTION STUDIES AND APPROVALS, PROCUREMENT, FACILITY CONTRACTS, START OF CONSTRUCTION, CONSTRUCTION SCHEDULE, FUEL SUPPLY, AND ANY OTHER REQUIREMENTS THAT COULD INFLUENCE THE PROJECT SCHEDULE AND THE COMMERCIAL OPERATION DATE.

The Bidders have developed, refined and implemented best practices for the development of large scale infrastructure projects. They understand the complexities involved with planning and coordinating the integration of a new supply into the regional systems, including the system conditions that must be addressed to successfully commission such large scale undertakings.

Scheduling is a core competency of with each of the Bidder's organization that has been leveraged as a management tool, including through the use of key performance indicators driven by scheduling elements. The management of each Bidder mandates comprehensive, forward-looking, accurate and realistic schedules for all construction projects to reinforce the integrity and importance of the scheduling process.

Additional information on the Project Components is provided below.

CLASS I FACILITIES

[REDACTED]

FIRMING HYDRO FACILITIES

The 70 Firming Hydro Facilities are all fully licensed, operational, and connected to the grid and do not require any capital investment or other upgrade to provide the Clean Energy Generation services for the Project.

10.2 DETAIL THE STATUS OF ALL CRITICAL PATH ITEMS, SUCH AS RECEIPT OF ALL
NECESSARY SITING, ENVIRONMENTAL, AND ISO-NE APPROVALS.

CLASS I FACILITIES



FIRMING HYDRO FACILITIES

The Firming Hydro Facilities are currently operating.

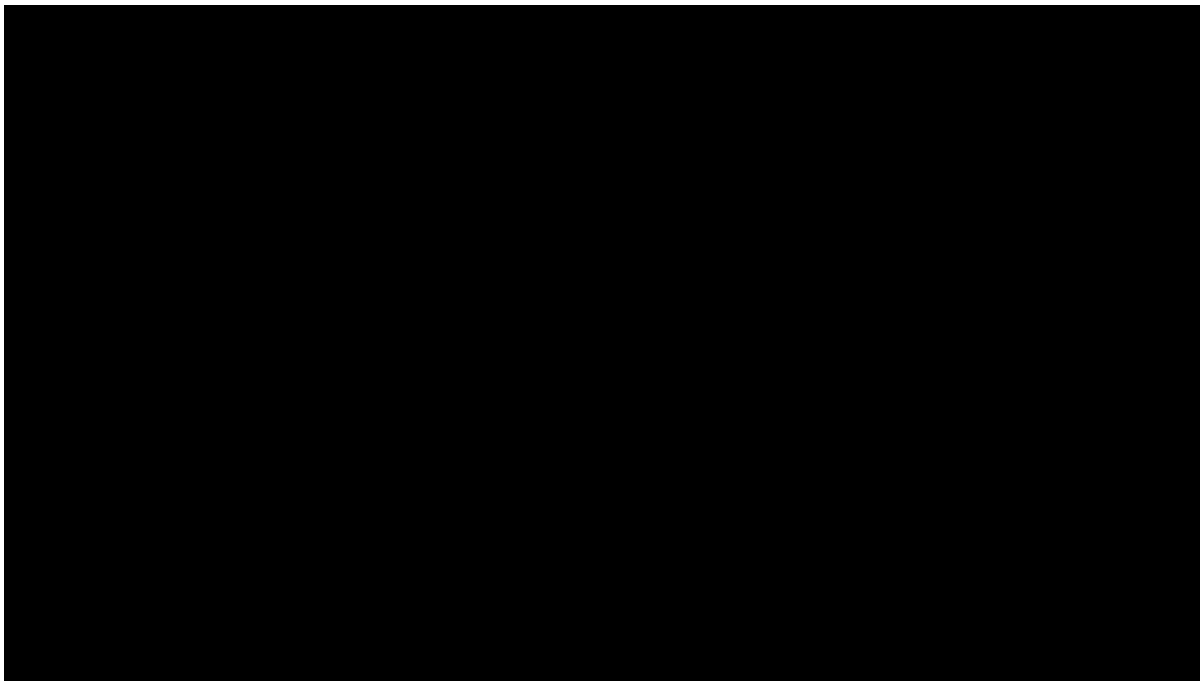
SECTION 11 OF APPENDIX B TO RFP PROJECT MANAGEMENT/EXPERIENCE

Bidders are required to demonstrate project experience and management capability to successfully develop (for a project that includes new facilities or capital investment) and operate the project proposed. The Distribution Companies are particularly interested in project teams that have demonstrated success in projects of similar type, size and technology and, for projects that include new facilities or capital investment, can demonstrate an ability to work together effectively to bring the project to commercial operation in a timely fashion.

11.1 PROVIDE AN ORGANIZATIONAL CHART FOR THE PROJECT THAT LISTS THE PROJECT PARTICIPANTS AND IDENTIFIES THE CORPORATE STRUCTURE, INCLUDING GENERAL AND LIMITED PARTNERS.

Figure 5.2 (reproduced below) shows the Bidders and other Project participants. Please refer to Section 5 for additional information regarding the Bidders.

Figure 5.2: Proposed Commercial Structure



11.2 FOR A PROJECT THAT INCLUDES NEW FACILITIES OR CAPITAL INVESTMENT, PROVIDE STATEMENTS THAT LIST THE SPECIFIC EXPERIENCE OF THE BIDDER AND EACH OF THE PROJECT PARTICIPANTS (INCLUDING, WHEN APPLICABLE, THE BIDDER, PARTNERS, EPC CONTRACTOR AND PROPOSED CONTRACTORS), IN DEVELOPING, FINANCING, OWNING, AND OPERATING GENERATING OR TRANSMISSION FACILITIES (AS APPLICABLE), OTHER PROJECTS OF SIMILAR TYPE, SIZE AND TECHNOLOGY, AND ANY EVIDENCE THAT THE PROJECT PARTICIPANTS HAVE WORKED JOINTLY ON OTHER PROJECTS.

CLASS I FACILITIES

Avangrid has extensive experience in the development, financing, ownership, and O&M of utility-scale wind and solar projects and currently manages over 5,700 MW of renewable capacity. Avangrid has been in business for over 20 years and has more than 700 employees in the U.S. Avangrid is the second largest renewable developer in the United States, pursuing greenfield projects, repowering projects, and acquisitions. Avangrid currently has more than 25,000 MW of both wind and solar projects under active development.

In addition, Avangrid is the third largest holder of Bureau of Land Management rights-of-way and is actively pursuing both public and private lands for construction of photovoltaic and concentrated solar power. Please see Section 5.3 (including Attachment 5.3.1) for a comprehensive list of Avangrid's solar and wind projects. Additional information regarding Avangrid can be found at www.avangrid.com.

FIRMING HYDRO FACILITIES

The FIRMING Hydro Facilities are existing operating facilities.

11.3 FOR A BID THAT INCLUDES EXISTING FACILITIES, PROVIDE STATEMENTS THAT LIST THE SPECIFIC EXPERIENCE OF THE BIDDER AND EACH OF THE PROJECT PARTICIPANTS (INCLUDING, WHEN APPLICABLE, THE BIDDER, PARTNERS, EPC CONTRACTOR AND PROPOSED CONTRACTORS), IN OWNING AND OPERATING GENERATING OR TRANSMISSION FACILITIES (AS APPLICABLE), OTHER PROJECTS OF SIMILAR TYPE, SIZE AND TECHNOLOGY, AND ANY EVIDENCE THAT THE PROJECT PARTICIPANTS HAVE WORKED JOINTLY ON OTHER PROJECTS.

Brookfield Renewable Erie is an indirect wholly-owned subsidiary of Brookfield Renewable US, which is a majority-owned subsidiary of Brookfield Renewable. Brookfield Renewable:

- Operates one of the largest publicly-traded, pure-play renewable power platforms globally, with over 100 years of experience in power generation.
- Employs approximately 2,175 people involved in the day-to-day operations of the facilities and business development.
- Has a portfolio that is:
 - Primarily hydroelectric (~80%) and totals approximately 10,600 MW of installed capacity.
 - Diversified across 82 river systems and 15 power markets in North America, Colombia, Brazil and Europe. The portfolio generates enough electricity from renewable resources to power over four million homes, on average, each year.

The majority of Brookfield Renewable's capacity in the United States is located in New York and New England. Brookfield Renewable is also strategically focused on power markets in the Mid-Atlantic, Southeast and California, with additional operations in Arizona, Minnesota and Louisiana.

[REDACTED]

BEMLP, as power marketing agent for Brookfield Renewable, has extensive experience in marketing power across ISOs and balancing authorities and across controllable transmission lines. Examples include energy and/or capacity sales across Smoky Mountain Transmission (which connects the TVA and Duke Power Systems), across the Cross-Sound Cable between New York and New England, and across Phase I/II between Quebec and New England.

- 11.4 PROVIDE A MANAGEMENT CHART THAT LISTS THE KEY PERSONNEL DEDICATED TO THIS PROJECT AND PROVIDE RESUMES OF THE KEY PERSONNEL. FOR ELIGIBLE FACILITIES OR TRANSMISSION PROJECTS THAT ARE NOT YET IN-SERVICE, KEY PERSONNEL OF THE BIDDER'S DEVELOPMENT TEAM HAVING SUBSTANTIAL PROJECT MANAGEMENT RESPONSIBILITIES MUST HAVE:
- I. SUCCESSFULLY DEVELOPED AND/OR OPERATED ONE OR MORE PROJECTS OF SIMILAR SIZE OR COMPLEXITY OR REQUIRING SIMILAR SKILL SETS; AND
 - II. FOR A PROJECT THAT INCLUDES NEW FACILITIES OR CAPITAL INVESTMENT, EXPERIENCE IN FINANCING POWER GENERATION PROJECTS (OR HAVE THE FINANCIAL MEANS TO FINANCE THE PROJECT ON THE BIDDER'S BALANCE SHEET)

Attachment 11.4 identifies and provides management charts and resumes of the key personnel. These key personnel were carefully selected by each Bidder based on comprehensive experience in successfully developing projects of similar size and complexity and in operating, maintaining, and/or financing similar projects for their respective enterprises.

Section 5 provide information regarding the ability of the Bidders to finance its element of the Project, typically through its balance sheet using a combination of internally generated cash, long-term and short-term debt financings, and equity contributions.

- 11.5 PROVIDE A LISTING OF ALL PROJECTS THE PROJECT SPONSOR HAS SUCCESSFULLY DEVELOPED OR THAT ARE CURRENTLY UNDER CONSTRUCTION. PROVIDE THE FOLLOWING INFORMATION AS PART OF THE RESPONSE:
- I. NAME OF THE PROJECT
 - II. LOCATION OF THE PROJECT
 - III. PROJECT TYPE, SIZE AND TECHNOLOGY
 - IV. COMMERCIAL OPERATION DATE
 - V. ESTIMATED AND ACTUAL CAPACITY FACTOR OF THE PROJECT FOR THE PAST THREE YEARS
 - VI. AVAILABILITY FACTOR OF THE PROJECT FOR THE PAST THREE YEARS
 - VII. REFERENCES, INCLUDING THE NAMES AND CURRENT ADDRESSES AND TELEPHONE NUMBERS OF INDIVIDUALS TO CONTACT FOR EACH REFERENCE

AVANGRID

[REDACTED]

[REDACTED]

[REDACTED]

BROOKFIELD RENEWABLE

Brookfield Renewable owns a 6,000 MW development pipeline in North America, Colombia, Brazil and Europe, and intends to invest over \$500 million of equity over the next five years. Since 2003, Brookfield Renewable has built 30 hydro, biomass and wind projects, representing approximately 1,300 MW over approximately \$3 billion invested. Attachment 11.5.1 includes additional information on Brookfield Renewable's key development projects.

11.6 WITH REGARD TO THE BIDDER'S PROJECT TEAM, IDENTIFY AND DESCRIBE THE ENTITY RESPONSIBLE FOR THE FOLLOWING, AS APPLICABLE:

- I. CONSTRUCTION PERIOD LENDER, IF ANY
- II. OPERATING PERIOD LENDER AND/OR TAX EQUITY PROVIDER, AS APPLICABLE
- III. FINANCIAL ADVISOR
- IV. ENVIRONMENTAL CONSULTANT
- V. FACILITY OPERATOR AND MANAGER
- VI. OWNER'S ENGINEER
- VII. EPC CONTRACTOR (IF SELECTED)
- VIII. TRANSMISSION CONSULTANT
- IX. LEGAL COUNSEL

i. Construction Period Lender

[REDACTED]

[REDACTED]

iii. Financial Advisor

[REDACTED]

iv. Environmental Consultant

AVANGRID

[REDACTED]

BROOKFIELD RENEWABLE US

Given that the Firming Hydro Facilities are in operation and will not require any modifications in connection with this Proposal, Brookfield Renewable US does not require the services of an environmental consultant.

v. Facility Operator and Manager

AVANGRID

Avangrid will integrate the assets constructed as part of the Project into a large operations and maintenance organization devoted to similar energy-related facilities owned and operated by its affiliates.

BROOKFIELD RENEWABLE US

Brookfield Renewable US will ensure continued operation and maintenance of the Firming Hydro Facilities.

vi. Owner's Engineer

AVANGRID

Avangrid will rely primarily on internal resources, but will use an outside vendor to supplement those services as appropriate. Each has established relationships with engineering firms in the ordinary course, but neither has retained any firm for its Class I Facilities at this point in the process.

vii. EPC Contractor
AVANGRID

[REDACTED]

viii. Transmission Consultant
AVANGRID

Avangrid has in-house transmission specialists and do not hire outside transmission consultants.

ix. Legal Counsel

The corporate legal department of each Bidder will have primary responsibility for the legal support of its portion of the Project. These lawyers are familiar with corporate policies and positions and have supported numerous, similar infrastructure projects in recent years.

The legal departments will access and manage outside counsel if and as necessary to obtain assistance, including for matters of local law such as siting and permitting.

Each Bidder, or its affiliates have used this model to develop energy projects in the past as a cost-effective approach that leverages the experience and expertise of corporate counsel.

11.7 PROVIDE DETAILS OF THE BIDDER'S EXPERIENCE IN ISO-NE OTHER MARKETS AFFECTED BY THE BID. WITH REGARD TO BIDDER'S EXPERIENCE WITH ISO-NE MARKETS, PLEASE INDICATE THE ENTITY THAT WILL ASSUME THE DUTIES OF LEAD MARKET PARTICIPANT FOR YOUR PROJECT. PLEASE PROVIDE A SUMMARY OF THE PROPOSED LEAD MARKET PARTICIPANT'S EXPERIENCE WITH EACH OF THE ISO-NE MARKETS.

Lead Market Participant

On behalf of Brookfield Renewable, BEMLP is responsible for selling all energy and energy related products generated by Brookfield Renewable assets in North America. With approximately 113 employees and 24 hours/day, 365 days/year operations, BEMLP performs transaction execution, risk management, settlement, information technology, regulatory, legal and human resource functions. BEMLP also schedules, dispatches and arranges for transmission of the power produced and the power supplied to third parties in accordance with prudent industry practice.

BEMLP, as power marketing agent for Brookfield Renewable, has extensive experience in marketing power access ISOs and balancing authorities.

BEMLP is currently a member in good standing of NYISO, ISO-NE, PJM, MISO, CAISO and the IESO.

SECTION 12 OF APPENDIX B TO THE RFP EMISSIONS

12.1 FOR EXISTING GENERATION FACILITIES, PROVIDE EMISSIONS ESTIMATES BASED ON AVAILABLE CONTINUOUS EMISSIONS MONITORING DATA. WHERE CONTINUOUS EMISSIONS MONITORING DATA IS NOT AVAILABLE, PROVIDE EMISSIONS ESTIMATES BASED ON THE MOST RECENT STACK EMISSIONS TEST CONDUCTED USING AN EPA REFERENCE METHOD APPROVED BY THE APPLICABLE PERMITTING AND ENFORCEMENT AUTHORITY. WHERE CONTINUOUS EMISSIONS DATA OR ACTUAL STACK EMISSIONS TEST DATA ARE NOT AVAILABLE, PROVIDE EMISSIONS ESTIMATES BASED ON EMISSIONS FACTORS FROM THE LATEST EDITION OF EPA'S AP-42, COMPILATION OF AIR POLLUTANT EMISSIONS FACTORS.

FOR NEW GENERATION FACILITIES, PROVIDE EMISSIONS ESTIMATES BASED ON AVAILABLE DATA FROM THE UNIT MANUFACTURER. ALTERNATIVELY, PROVIDE ACTUAL EMISSIONS DATA DETERMINED IN ACCORDANCE WITH THE PARAGRAPH ABOVE FOR A SIMILAR FACILITY BUILT WITHIN THE PAST 3 YEARS. INCLUDE COPIES OF SUPPORTING DOCUMENTATION FOR ALL EMISSIONS ESTIMATES.

Project Anticipated Emissions, expressed in pounds/megawatt-hour (lbs/MWh):

Source of Information	Date of Test (if applicable)	Greenhouse Gases (all except methane) Expressed as Carbon Dioxide equivalent (CO ₂ e)	Nitrogen Oxides (NO _x)	Sulfur Oxides (SO _x)	Carbon Monoxide (CO)	Particulate Matter (PM 2.5)	Methane (CH ₄)
The Class I Facilities and Firming Hydro Facilities produce zero or negligible emissions.							

The Project will have near zero or negligible emissions of carbon and greenhouse gasses because:

- the Firming Hydro Facilities are existing run-of-river facilities, the great majority of which have been in operation for over 50 years, which do not produce emissions associated with vegetative decay characteristics of pooled hydro during its early years of operation; and
- the operation of the Class I Facilities will produce no emissions.

12.2 DESCRIBE ANY PAST INVESTMENTS THAT WILL, OR HAVE BEEN MADE TO YOUR FACILITY TO IMPROVE ITS EMISSIONS PROFILE OR ANY PLANNED FUTURE INVESTMENTS MADE TO YOUR FACILITY IN ORDER TO IMPROVE ITS EMISSIONS PROFILE. POLLUTANT SPECIFIC EMISSIONS IMPROVING TECHNOLOGIES INCLUDE, BUT ARE NOT LIMITED TO:

- NOX – SELECTIVE/NON-SELECTIVE CATALYTIC REDUCTION
- SOX – WET/DRY SCRUBBERS
- PM – FABRIC FILTER/BAG HOUSE, ELECTROSTATIC PRECIPITATOR, CYCLONE SEPARATOR
- CO – OXIDATION CATALYST

INVESTMENTS THAT IMPROVE OVERALL EMISSIONS INCLUDE, BUT ARE NOT LIMITED TO:

- EQUIPMENT TUNE-UPS (IMPROVES COMBUSTION EFFICIENCY AND EMISSIONS)
- BOILER TUBE REPLACEMENTS (IMPROVES HEAT TRANSFER EFFICIENCY AND REDUCES FUEL USE)
- OTHER EFFICIENCY IMPROVEMENTS (E.G., INSTALLING A HEAT EXCHANGER TO USE WASTE HEAT TO PRE-HEAT FEED WATER TO THE BOILER)

INCLUDE CONTROL EQUIPMENT SPECIFICATIONS, DATE(S) OF INSTALLATION, EXPECTED LIFE OF EQUIPMENT, BENEFITS GAINED FROM THE ADDITION OF SUCH EQUIPMENT, ETC.

None of the technologies or investments listed applies to run-of-the-river hydroelectric, solar, or wind generation, which are non-emitting sources.

12.3 DESCRIBE HOW YOUR PROJECT WILL CONTRIBUTE TO THE MASSACHUSETTS 2008 GLOBAL WARMING SOLUTIONS ACT (GWSA) AND THE 2010 CLEAN ENERGY AND CLIMATE PLAN FOR 2020. DESCRIBE HOW YOUR PROJECT WILL CONTRIBUTE BOTH TO THE SHORT TERM 2020 GOAL, AND LONGER TERM 2050 GOAL FOUND IN THESE LAWS.

The Project will make important contributions to the Massachusetts 2008 Global Warming Solutions Act (“GWSA”) and the 2010 Clean Energy and Climate Plan for 2020 by providing a significant volume of non-emitting Clean Energy Generation, and displacing fossil fuel generation. This will advance Massachusetts public policy reflected by the recent adoption of Section 83D by providing Clean Energy Generation that will fulfill just under half of the total authorization.

[REDACTED]

[REDACTED]

[REDACTED]

As reported in the *2010 Clean Energy and Climate Plan for 2020*, emissions from the electricity sector were almost cut by half from 1990 – 2012, through closures of large fossil fuel generators, and provided a significant share of the total emission reductions from all Massachusetts economic sectors. However, the opportunities for further reductions are limited.

The “2015 Update to the Massachusetts Clean Energy and Climate Plan for 2020”³ (CECP 2020) has recognized this shift in emission reduction opportunities. Out of the 26.4% reduction from 1990 levels anticipated in the CECP 2020, almost a third is attributed to the electricity sector, and over half of that is expected to be driven by Clean Energy Imports. Given the reductions available through the Project, a large share of the GWSA goal for the electric sector can be achieved through the development of the proposed Project.⁴

[REDACTED]

Clean Energy Generation from the Project does not only displace CO₂, but will also displace nitrogen oxides (NO_x) and sulfur dioxide (SO₂), which are also significant pollutants. *Table 12.3-2* summarizes the NO_x and SO₂ reductions driven by the Project’s Expected Deliveries.

Table 12.3.2: NO_x and SO₂ reductions, cumulative over 20 Years (tons)

[REDACTED]	
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In summary, the Project:

- provides significant CO₂ reductions, contributing to Massachusetts 2008 Global Warming Solutions Act (GWSA), with the most significant reductions at the front of the PPA;
- provides Class I resources to assist MA Distribution Companies in meeting their RPS objectives;
- provides alignment with a potential Clean Energy Standard;
- and provides reductions of other pollutants such as NO_x and SO₂

[REDACTED]. The SCC represents the damage of emitting one additional ton of carbon dioxide in that year, or alternatively the benefit of avoiding a ton of carbon dioxide emissions. The most

³ Massachusetts Clean Energy and Climate Plane for 2020, 2015 update, December 31, 2015, Secretary of Energy and Environmental Affairs. <http://www.mass.gov/eea/docs/eea/energy/cecp-for-2020.pdf>

⁴ See Confidential Attachment 13.1.

cited estimates of SC-CO₂ are provided by the US Government Interagency Working Group on Social Cost of Greenhouse Gases⁵. This is further detailed in Section 13.3 below.

⁵ “Technical Support Document: ↯ Social Cost of Carbon for Regulatory Impact Analysis ↯ Under Executive Order 12866.”
Obtained at: ↯ https://www.epa.gov/sites/production/files/2016-12/documents/scc_tsd_2010.pdf

SECTION 13 OF APPENDIX B TO THE RFP
CONTRIBUTION TO EMPLOYMENT AND ECONOMIC DEVELOPMENT AND OTHER
DIRECT AND INDIRECT BENEFITS

13.1 PLEASE PROVIDE AN ESTIMATE OF THE NUMBER OF JOBS TO BE CREATED DIRECTLY DURING PROJECT DEVELOPMENT AND CONSTRUCTION (FOR A PROJECT THAT INCLUDES NEW FACILITIES OR CAPITAL INVESTMENT), AND DURING OPERATIONS, AND A GENERAL DESCRIPTION OF THE TYPES OF JOBS CREATED, ESTIMATED ANNUAL COMPENSATION, THE EMPLOYER(S) FOR SUCH JOBS, AND THE LOCATION. PLEASE TREAT THE DEVELOPMENT, CONSTRUCTION, AND OPERATION PERIODS SEPARATELY IN YOUR RESPONSE.

The development of the Project will create substantial short and long-term employment and income benefits to New York. The Project will generate direct benefits by creating new jobs, income, and taxes, and will produce additional indirect and induced (or spin-off) jobs as Project-related income is spent on goods and services.

[REDACTED]

13.2 PLEASE PROVIDE THE SAME INFORMATION AS PROVIDED IN RESPONSE TO QUESTION 13.1 ABOVE BUT WITH RESPECT TO JOBS THAT WOULD BE INDIRECTLY CREATED AS A RESULT OF THE PROPOSED PROJECT.

See Section 13.1.

13.3 PLEASE DESCRIBE ANY OTHER ECONOMIC DEVELOPMENT IMPACTS (EITHER POSITIVE OR NEGATIVE) THAT COULD RESULT FROM THE PROPOSED PROJECT, SUCH AS CREATING PROPERTY TAX REVENUES OR PURCHASING CAPITAL EQUIPMENT, MATERIALS OR SERVICES FOR NEW ENGLAND BUSINESSES. PLEASE PROVIDE THE LOCATION(S) WHERE THESE ECONOMIC DEVELOPMENT BENEFITS ARE EXPECTED TO OCCUR.

[REDACTED]

13.4 TO THE EXTENT NOT ALREADY SPECIFIED ELSEWHERE IN YOUR RESPONSE, PLEASE ADDRESS THE FACTORS LISTED IN SECTION 2.2.2.9 AND DESCRIBE ANY BENEFITS OR IMPACTS ASSOCIATED WITH THE PROPOSED PROJECT.

N/A.

13.5 DESCRIBE HOW YOUR PROJECT WILL (A) CONTRIBUTE TO REDUCING WINTER ELECTRICITY PRICE SPIKES IN MASSACHUSETTS, AND (B) GUARANTEE ENERGY DELIVERY IN WINTER MONTHS. CLASS I RPS ELIGIBLE PROJECTS MUST GUARANTEE THAT 70% OF ENERGY IN THEIR DELIVERY PROFILE OF THE WINTER PEAK PERIOD WILL BE DELIVERED OVER THE COURSE OF EVERY WINTER PEAK PERIOD (SEE SECTION 2.2.2.7). CLEAN ENERGY GENERATION FOR PROJECTS CONTAINING FIRM SERVICE HYDROELECTRIC GENERATION, AND CLEAN ENERGY FROM NEW CLASS I RPS ELIGIBLE RESOURCES PAIRED WITH FIRM SERVICE HYDROELECTRIC GENERATION, WILL BE REQUIRED TO SUBMIT A DELIVERY PROFILE WITH NO WINTER PEAK PERIOD HOUR LESS

THAN 60 PERCENT (60%) OF THEIR HIGHEST ANNUAL SINGLE HOURLY DELIVERY CLAIMED IN THEIR ANNUAL DELIVERY PROFILE.

A) CONTRIBUTE TO REDUCING WINTER ELECTRICITY PRICE SPIKES IN MASSACHUSETTS

[REDACTED]

[REDACTED]

- [REDACTED]
 - [REDACTED]
 - [REDACTED]
- [REDACTED]
 - [REDACTED]
 - [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

B) GUARANTEE ENERGY DELIVERY IN THE WINTER MONTHS

Please see Sections 3.4 and 4.2.

13.6 IF APPLICABLE, PLEASE DEMONSTRATE ANY BENEFITS TO LOW-INCOME RATEPAYERS IN THE COMMONWEALTH, AND THE IMPACT, IF ANY, THOSE BENEFITS WILL HAVE ON THE COST TO THE PROJECT.

NORTHEAST RENEWABLE POWER PARTNERS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

SECTION 14 OF APPENDIX B OF THE RFP
ADDITIONAL INFORMATION REQUIRED FOR TRANSMISSION PROJECTS (AND
ALL SYSTEM UPGRADES ASSOCIATED WITH PROPOSED TRANSMISSION
PROJECTS)

Bids that include Transmission Projects (and all System Upgrades) must also provide the following information:

14.1	TRANSMISSION PROJECT INFORMATION:
I.	OVERALL PROJECT DESCRIPTION

N/A.

II.	THE OPERATING VOLTAGE OF THE PROPOSED PROJECT: KV: 345 KV
III.	THE TYPE OF STRUCTURES (SUCH AS STEEL TOWERS OR POLES) THAT WOULD BE USED FOR THE PROPOSED PROJECT

N/A.

IV.	THE LENGTH OF THE PROPOSED TRANSMISSION LINE AND THE TYPE(S) OF TERRAIN AND LAND OWNERSHIP OF THE PROPOSED ROW
	OVERHEAD MILES: 23 UNDERWATER/UNDERGROUND MILES: N/A
	TERRAIN: SEE BELOW

N/A.

V.	THE SUBSTATION FACILITIES (NUMBER OF BREAKERS, TRANSFORMERS, ETC.) REQUIRED AT EACH TERMINAL OF THE PROPOSED PROJECT AND INFORMATION AS TO HOW THE NEW FACILITIES WOULD INTERCONNECT TO ANY EXISTING FACILITIES.
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N/A.

VI.	THE ESTIMATED COSTS OF THE PROPOSED PROJECT BROKEN OUT INTO SEPARATE CATEGORIES AS DESCRIBED BELOW FOR TRANSMISSION FACILITIES AND SUBSTATION FACILITIES IN NOMINAL YEAR DOLLARS.
A.	FOR COST OF SERVICE OR MODIFIED COST OF SERVICE PROPOSALS:
1.	PROVIDE THE CAPITAL COST ESTIMATE PRESENTED AS A BUILDUP OF COSTS BY CATEGORY, SUCH AS ENVIRONMENTAL, ENGINEERING, CIVIL WORKS, MATERIALS, EQUIPMENT, CONSTRUCTION, CONSTRUCTION MANAGEMENT, PHYSICAL AND PRICE CONTINGENCIES, ALLOWANCE FOR FUNDS USED DURING CONSTRUCTION (AFUDC), AND ALL OTHER CATEGORIES FOR WHICH RECOVERY UNDER FERC WOULD BE SOUGHT. THESE CATEGORIES ARE ILLUSTRATIVE; AGGREGATE COSTS INTO THE CATEGORIES MOST RELEVANT TO THE DEVELOPMENT OF THE

PROPOSED PROJECT. ALL COSTS SHOULD BE PROVIDED IN NOMINAL DOLLARS.

N/A.

2. FOR PROJECTS WITH TRANSMISSION AND SUBSTATION COMPONENTS, SEPARATE THE COSTS INTO TWO ROWS (E.G. USE ONE ROW FOR SUBSTATION CONSTRUCTION AND A SECOND FOR TRANSMISSION CONSTRUCTION). DESCRIBE THE DETAILED FINANCIAL PLAN ON A MONTHLY BASIS DURING THE CONSTRUCTION PERIOD, E.G., FOR 3 YEARS OR AS LONG AS NECESSARY. THE PLAN SHOULD PRESENT THE COSTS AND FINANCIAL OUTLAYS IN EACH MONTH OF THE CONSTRUCTION PERIOD, AND THE CORRESPONDING SOURCES OF FINANCING (EQUITY CONTRIBUTION AND DEBT DRAWDOWN), AS IN THE FOLLOWING ILLUSTRATIVE TABLE. DATA SHOULD INCLUDE AN ESTIMATE OF THE COST OF BOTH PHYSICAL AND PRICE CONTINGENCIES DURING THE CONSTRUCTION PERIOD. THE FINANCING PLAN SHOULD INDICATE THE ABILITY TO FINANCE THE CONSTRUCTION OF THE PROPOSED PROJECT UNDER BASE CASE AND CONTINGENCY SCENARIOS.

N/A.

3. DESCRIBE THE PROPOSED FINANCING SOURCES AND INSTRUMENTS.

N/A.

4. SOURCES OF FUNDS FOR CONSTRUCTION AND WORKING CAPITAL - INCLUDE NAME OF ENTITY PROVIDING DEBT FINANCING, LOAN AMOUNTS, INTEREST RATES, REPAYMENT PERIOD, GRACE PERIOD DURING CONSTRUCTION; AND EQUITY PROVIDED BY PROJECT SPONSOR.

N/A.

5. SOURCES OF FUNDS FOR UNEXPECTED REPAIRS OR REPLACEMENT CONSTRUCTION DURING THE OPERATING PERIOD, E.G., REPLACEMENT OF TOWER. NOTE: THE OPERATING PERIOD IS THE APPLICANT'S ESTIMATE OF THE USEFUL LIFE OR ACCOUNTING LIFE OF THE TRANSMISSION PROJECT ELEMENT(S).

N/A.

- B. IF THE BIDDER IS PROPOSING FIXED-RATE PRICING RATHER THAN COST-OF-SERVICE OR MODIFIED COST-OF-SERVICE PRICING, PROVIDE SUFFICIENT INFORMATION AND ASSESSMENT TO SHOW THAT THE PROPOSED PROJECT, INCLUDING ANY NECESSARY TRANSMISSION NETWORK UPGRADES, IS FINANCIALLY VIABLE. IN THIS REGARD, PROVIDE CAPITAL COST ESTIMATES AND OPERATION AND MAINTENANCE COST ESTIMATES AND THE BASIS FOR YOUR ESTIMATES, INCLUDING THE EXTENT TO WHICH ESTIMATES ARE BASED ON VENDOR CONTRACTS OR VENDOR QUOTES, YOUR EXPERIENCE IN THE DEVELOPMENT, CONSTRUCTION AND/OR OPERATION OF SIMILAR PROJECTS, YOUR APPROACH REGARDING CONTINGENCY AND RISK MANAGEMENT, AND YOUR PROPOSED FINANCING PLAN. ALL COSTS SHOULD BE PROVIDED IN NOMINAL DOLLARS, ALTHOUGH INFLATION AND COST ESCALATION ESTIMATES SHOULD BE PROVIDED. PLEASE DESCRIBE IN DETAIL THE DUE DILIGENCE YOU HAVE CONDUCTED IN DEVELOPING YOUR PRICING AND TARIFF PROPOSAL.

N/A.

VII. PROVIDE A PROPOSED SCHEDULE FOR PROJECT DEVELOPMENT THROUGH K FOR OPERATION THAT INCLUDES KEY CRITICAL PATH ITEMS, SUCH AS:

- A. DEVELOP CONTRACTS FOR PROJECT WORK

N/A.

- B. COMPLETION OF STUDIES AND RECEIPT OF APPROVALS NEEDED FOR THE INTERCONNECTION

N/A.

- C. PERMITTING; R/W AND LAND ACQUISITION

N/A.

- D. ENGINEERING AND DESIGN

N/A.

- E. MATERIAL AND EQUIPMENT PROCUREMENT, INCLUDING IDENTIFICATION OF LONG LEAD TIME EQUIPMENT

N/A.

- F. FACILITY CONSTRUCTION

N/A.

G.	AGREEMENTS (INTERCONNECTION, OPERATING, SCHEDULING, ETC.) WITH OTHER ENTITIES
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N/A.

H.	PRE-OPERATING TESTING
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N/A.

I.	PROJECT IN-SERVICE DATE
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N/A.

J.	OTHER ITEMS IDENTIFIED BY THE BIDDER
----	--------------------------------------

N/A.

VIII.	BIDDER MUST INDICATE WHETHER IT PROPOSES TO RECOVER ABANDONMENT COSTS FOR ITS TRANSMISSION PROJECT FROM THE DISTRIBUTION COMPANIES, AS DESCRIBED IN SECTION 2.2.2.6.2 OF THIS RFP. IF SO, BIDDER MUST ACKNOWLEDGE THAT RECOVERY OF ANY SUCH ABANDONMENT COSTS SHALL BE IN ACCORDANCE WITH FERC RULES AND POLICIES, AND ALSO ACKNOWLEDGE THAT IN NO EVENT WILL A BIDDER SEEK TO RECOVER ABANDONMENT COSTS IF THE ABANDONMENT WAS CAUSED DIRECTLY OR INDIRECTLY BY SOME ACT OR FAILURE TO ACT OF THE BIDDER. BIDDER MUST FURTHER AFFIRMATIVELY COMMIT NOT TO SEEK FROM FERC OR ANY OTHER AGENCY OR AUTHORITY ANY TREATMENT OF ABANDONMENT COSTS INCONSISTENT WITH THE PROVISIONS OF SECTION 2.2.2.6.2 OF THE RFP. TO THE EXTENT THE BIDDER PROPOSES TO RECOVER ABANDONMENT COSTS, SUCH PROPOSAL SHOULD BE FURTHER DESCRIBED AS SET FORTH IN APPENDIX C-2 OF THIS RFP.
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N/A.

14.2	THE PROPOSED PAYMENT REQUIRED FOR THE TRANSMISSION PROJECT AND ALL SYSTEM UPGRADES.
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- | | |
|----|---|
| I. | ALL PROPOSALS MUST INCLUDE SIGNIFICANT COST CONTAINMENT AS STATED IN THE RFP. |
|----|---|

N/A.

II.	LIST ALL SITUATIONS WHICH MAY CHANGE THE PROPOSED PAYMENTS BY CONSUMERS DURING THE CONTRACT TERM.
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N/A.

III.	IDENTIFY ANY LIMITS PLACED UPON THE BIDDER'S POST-CONTRACT TERM RATES ACCORDING TO CURRENT FERC RULES.
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N/A.

- IV. IDENTIFY ALL OTHER PROJECT REVENUES WHICH MAY BE RECEIVED BY THE BIDDER DURING THE CONTRACT TERM WHICH WOULD NOT REDUCE RATES PAID BY CONSUMERS.

N/A.

- V. IF THE PROPOSED PAYMENTS MAY CHANGE DURING THE CONTRACT TERM OR THE PROPOSAL IS BASED ON COST OF SERVICE, THE BIDDER MUST PROVIDE THE METHOD THAT TRANSMISSION OWNER SHALL USE TO DETERMINE THE PAYMENT FOR THE TRANSMISSION PROJECT UNDER THE TRANSMISSION RATE SCHEDULE OR TARIFF AND SERVICE AGREEMENT TO BE FILED WITH FERC. IF THE PROPOSED PAYMENT IS A FORMULA RATE, THE ELIGIBLE BIDDER MUST ALSO PROVIDE THE FORMULA AND ITS PROPOSED INPUTS THAT THE TRANSMISSION OWNER WILL FILE WITH FERC.

N/A.

- VI. IF THE PROPOSED PAYMENT IS BASED ON THE TRANSMISSION PROJECT'S COST OF SERVICE AND MAY CHANGE DURING THE CONTRACT TERM BASED ON CHANGES IN THE COST OF SERVICE, A FULL REVENUE REQUIREMENTS MODEL MUST BE INCLUDED AND SUBMITTED AS A WORKING EXCEL SPREADSHEET WITH THE FORMULAS INTACT.
- A. PROVIDE THE ANNUAL REVENUE REQUIREMENT FORECASTS FOR THE PROJECT – INCLUDING ASSUMPTIONS. PROVIDE A DRAFT VERSION OF THE REVENUE REQUIREMENT CALCULATION IN A FORMAT THAT IS SIMILAR TO WHAT WOULD BE INCLUDED IN THE RATE SCHEDULE OR TARIFF AND SERVICE AGREEMENT APPLICATION TO FERC, INDICATING THE FORECAST REVENUE REQUIREMENT AMOUNTS AND ALL ASSUMPTIONS USED IN THE CALCULATIONS. THIS SHOULD INCLUDE BUT NOT BE LIMITED TO THE ASSUMPTIONS REGARDING RATE OF RETURN, DEPRECIATION LIFE, SPLIT BETWEEN DEBT AND CAPITAL, AFUDC AND WEIGHTED COST OF CAPITAL, AND A DETAILED ESTIMATE OF THE ANTICIPATED AVERAGE ANNUAL OPERATING AND MAINTENANCE COST. PROVIDE THE INFORMATION REQUESTED IN SECTION 14.1.A OF THE BIDDER RESPONSE PACKAGE.

N/A.

- VII. IF THE PRICING PROPOSED IS BASED ON COST OF SERVICE, DETAIL ALL COST CONTAINMENT COMMITMENTS. EXAMPLES OF SUCH COMMITMENTS INCLUDE FIXED PRICE COMPONENTS, COST OVERRUN RESTRICTIONS, OR OTHER COST BANDWIDTH PROVISIONS THAT ARE PROPOSED TO LIMIT RATEPAYER RISK MUST BE CLEARLY DEFINED.

N/A.

VIII. PLEASE INCLUDE FULL AND COMPLETE DESCRIPTIONS OF ALL COST CONTAINMENT MEASURES THAT YOU PROPOSE TO BE INCLUDED IN YOUR PRICING. ADDITIONALLY PROVIDE ANY SUPPORTING DOCUMENTATION FOR ANY SAVINGS OR METHODS OF SAVINGS INCLUDING COST CAPS ON ANY PORTION OF YOUR PROJECT. PLEASE INCLUDE WORKING EXCEL SPREADSHEETS TO MORE FULLY EXPLAIN HOW YOUR COST CONTAINMENT MEASURES SHOULD WORK. PLEASE PROVIDE DETAILS AND NOTES THAT DESCRIBE THE NEXUS BETWEEN THE COST CONTAINMENT PROVISIONS IN YOUR PROPOSAL AND THOSE SUPPORTING DOCUMENTS AND SPREADSHEETS. PLEASE PROVIDE EXAMPLES ABOUT HOW ANY COST CONTAINMENT MEASURES YOU ARE PROPOSING WOULD WORK.

N/A.

IX. TO THE EXTENT THAT YOU ARE PROPOSING DIFFERENT INTERCONNECTION SCENARIOS THAT AFFECT COST PLEASE INCLUDE FULL AND COMPLETE COST INFORMATION ON EACH SCENARIO. PLEASE DESCRIBE ALL INTERCONNECTION AND TRANSMISSION UPGRADE COSTS REQUIRED TO INTERCONNECT AT THE CAPACITY CAPABILITY INTERCONNECTION STANDARD AND TO ENSURE FULL DISPATCH, INCLUDING TRANSMISSION UPGRADES THAT MAY NEED TO OCCUR BEYOND THE POINT OF INTERCONNECTION.

N/A.

X. PLEASE DESCRIBE THE COORDINATION OF THE AVAILABILITY OF THE CLEAN ENERGY GENERATION AND ANY ASSOCIATED TRANSMISSION OR DISTRIBUTION FACILITIES. ALL PROPOSALS MUST INCLUDE A PROJECT SCHEDULE, AND PROPOSALS INCLUDING A COMBINATION OF TRANSMISSION AND CLEAN ENERGY GENERATION SHOULD PROPOSE COMPLETE CRITICAL PATH SCHEDULES, FOR BOTH ELEMENTS OF THE PROJECT, FROM THE NOTICE OF SELECTION FOR CONTRACT CONSIDERATION TO THE START OF COMMERCIAL OPERATIONS (THE "BASELINE SCHEDULE"). PLEASE DESCRIBE ALL ASPECTS OF YOUR PROPOSAL THAT PROTECT RATEPAYERS FROM RISKS ASSOCIATED WITH PAYMENTS FOR TRANSMISSION COSTS WHEN ANY ASSOCIATED EXPECTED CLEAN ENERGY GENERATION, AS PROPOSED BY THE BIDDER, IS ABSENT, REDUCED, OR CURTAILED AS COMPARED TO THE BASELINE SCHEDULE.

N/A.

XI. PLEASE DESCRIBE YOUR APPROACH TO AVOID LINE LOSSES.

14.3 THE SCHEDULE OF THE PAYMENTS DEFINED IN 14.2 ABOVE INCLUDING WHEN THE PAYMENTS WILL COMMENCE, HOW OFTEN PAYMENTS WILL BE REQUIRED AND THE LENGTH OF TIME OVER WHICH PAYMENTS WILL BE REQUIRED. IN NO EVENT MAY PAYMENTS COMMENCE BEFORE THE TRANSMISSION PROJECT IS PLACED IN SERVICE.

N/A.

14.4 THE DESIGN LIFE OF THE PROJECT

N/A.

14.5 A DESCRIPTION OF THE RELIABILITY BENEFITS OF THE PROPOSED TRANSMISSION PROJECT AND ITS IMPACT ON EXISTING TRANSMISSION CONSTRAINTS

N/A.

SECTION 15 OF APPENDIX B TO THE RFP
EXCEPTIONS TO FORM PPA AND OR VARIATIONS FROM THE PROPOSED TARIFF
REQUIREMENTS

Please attach an explanation of any exceptions to the Form PPAs set forth in Appendix C-1 or Appendix C-2 to this Notice, including any specific alternative provisions in a redline format to the Form PPA.

Transmission bids must contain a proposed tariff, rate schedule or transmission service agreement ("Transmission Agreement") that the Bidder proposes as the vehicle for recovery of its transmission costs from the Distribution Companies. In addition, all transmission bids must separately contain a detailed summary of the material provisions of the proposed Transmission Agreement. Such a summary should include, but not be limited to, a discussion of the key provisions set forth in Appendix C-3, as well as a cross-reference to the corresponding sections of the proposed Transmission Agreement where such provisions may be found.

Bidders are discouraged from proposing changes to the Form PPA and or variations from the Proposed Tariff requirements.

Please refer to Confidential Attachment 15.1 – NRPP Proposed PPA and Confidential Attachment 15.2 – NRPP Proposed PPA Detailed Summary.

SECTION 16 OF APPENDIX B THE RFP FREQUENTLY USED TERMS

In addition to terms defined in the RFP, this Proposal frequently uses the following defined terms:

“**Avangrid**” as defined in Section 2.
“**BEMLP**” as defined in Section 2.
“**Bid B**” as defined in Section 2.
“**Bidders**” as defined in Section 2.
“**Brookfield Renewable**” as defined in Section 5.2.
“**Brookfield Renewable US**” as defined in Section 2.
“**Class I Facilities**” as defined in Section 2.
“**COD**” as defined in Section 3.5.
“**Distribution Companies**” as defined in Section 2.
“**EAs**” as defined in Section 2.
“**Eversource**” as defined in Section 2.
“**Expected Class I Deliveries**” as defined in Section 3.4.
“**Expected Deliveries**” as defined in Section 2.
“**Expected Firming Hydro Deliveries**” as defined in Section 3.4.
“**Firming Hydro Facilities**” as defined in Section 2.
“**Generator JV**” as defined in Section 2.
“**Guaranteed Qualified Clean Energy**” as defined in Section 3.4.
“**National Grid**” as defined in Section 2.
“**Northeast Renewable Power Partners**” as defined in Section 2.
“**PAA**” as defined in Section 2.
“**PPAs**” as defined in Section 2.
“**Project**” as defined in Section 2.
“**Proposal**” as defined in Section 2.
“**RECs**” as defined in Section 2.
“**Section 83D**” as defined in Section 2.
“**RFP**” as defined in Section 2.
“**Unitil**” as defined in Section 2.