



MAYFLOWER WIND

SECTION 83C

## Request for Proposal Application Form

**Proposal Applicant** Mayflower Wind Project  
Mayflower Wind Energy LLC

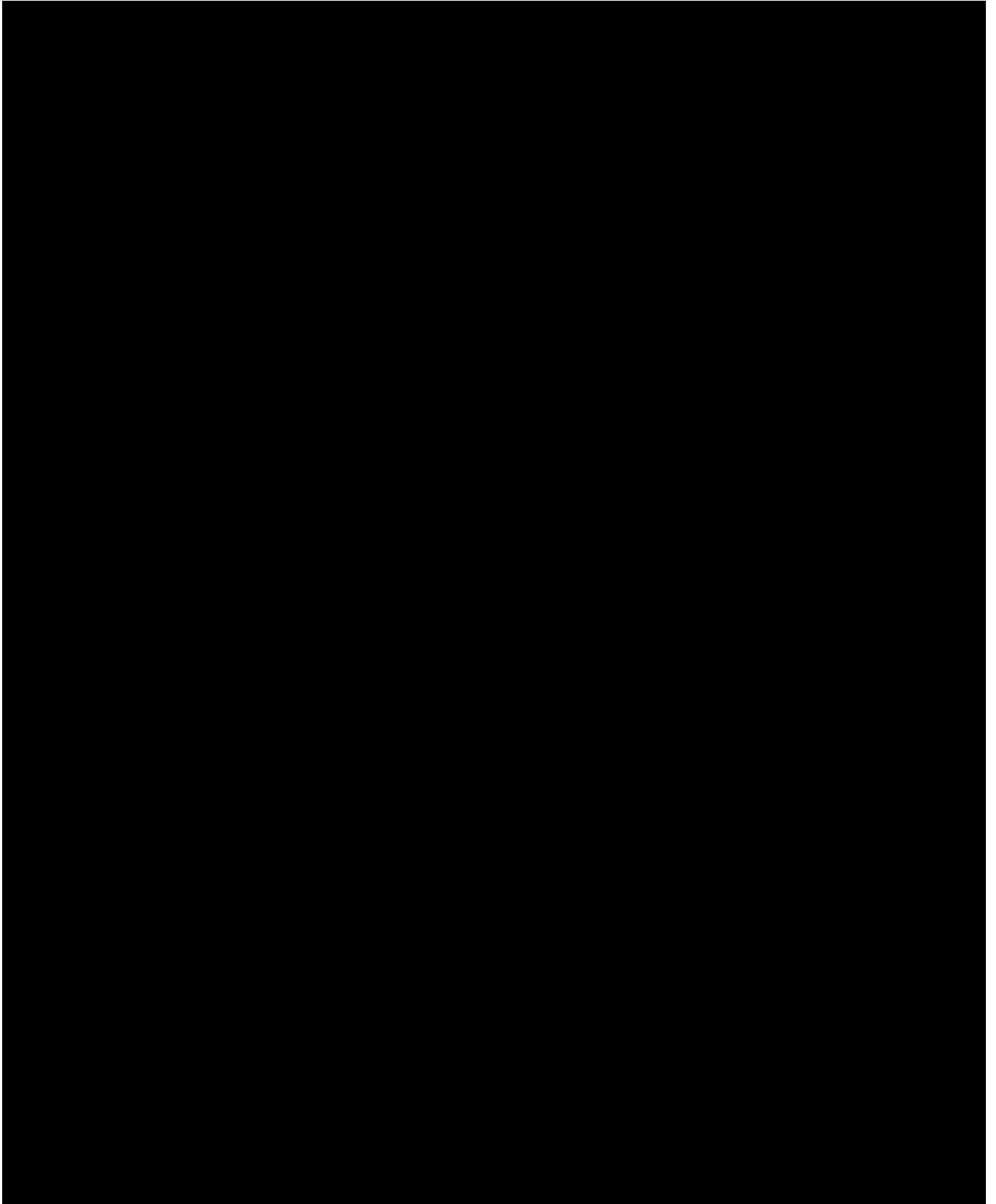
**Contact**

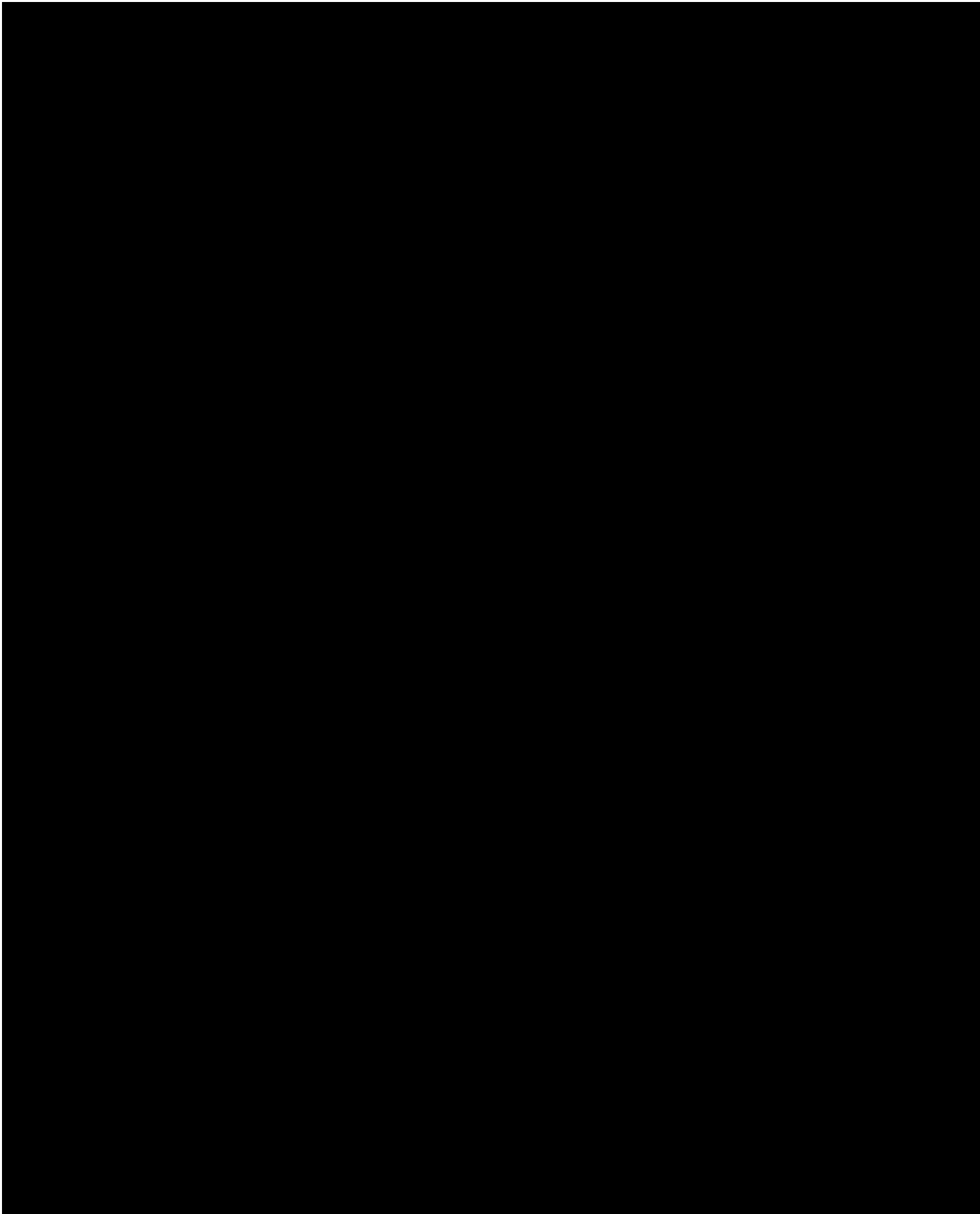
[REDACTED]  
101 Federal Street  
Suite 1900  
Boston, MA 02110  
[REDACTED]

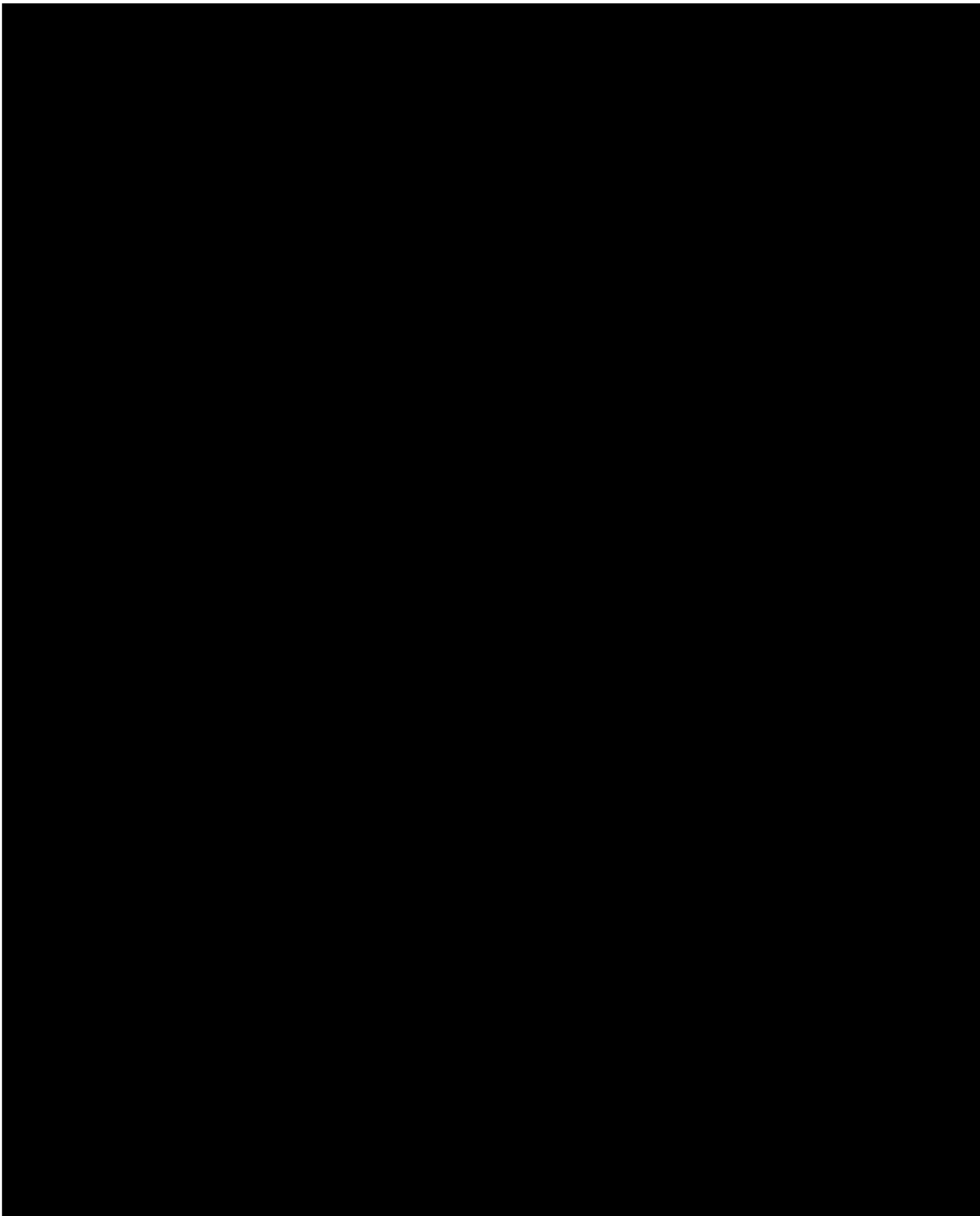
**PUBLIC**

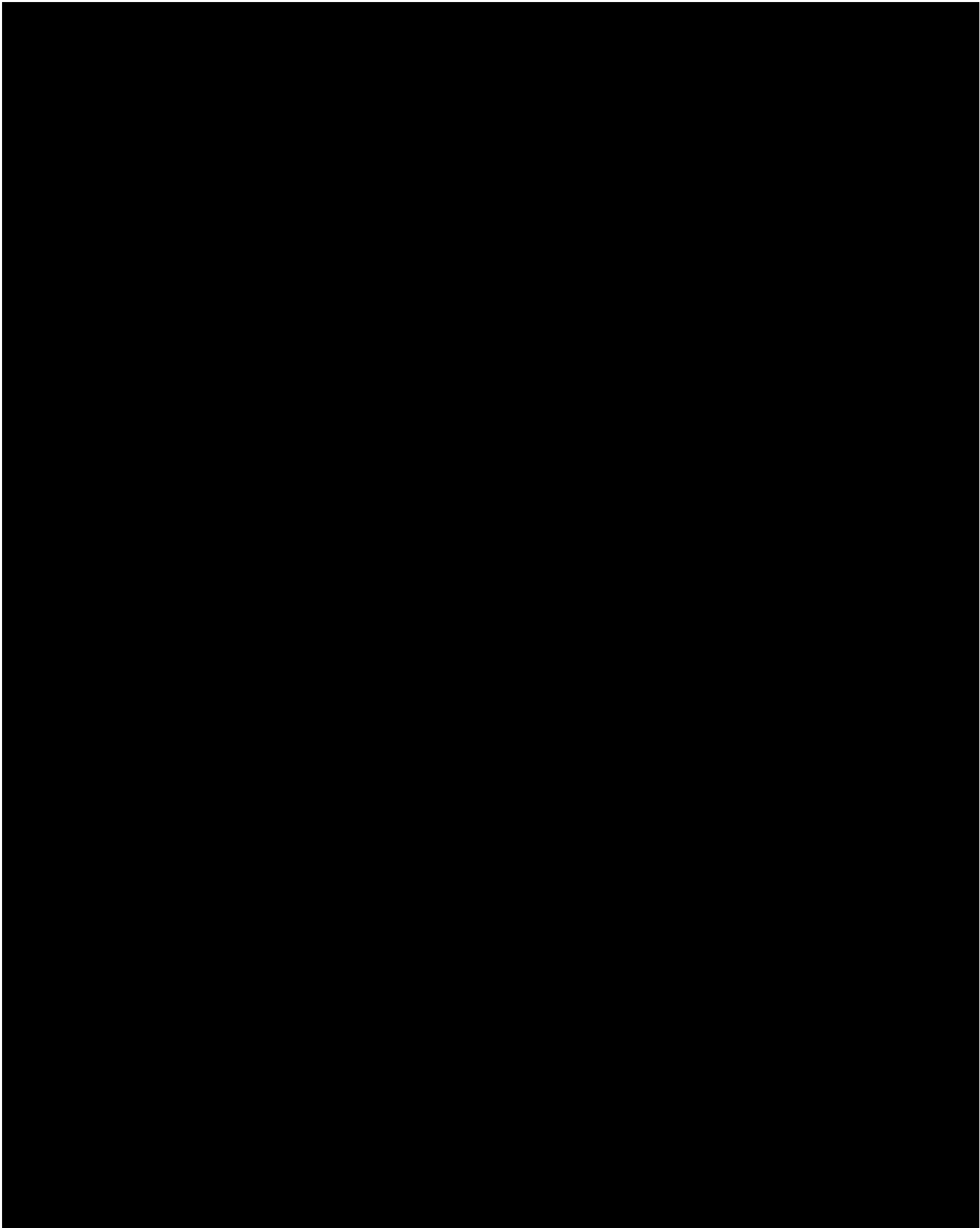


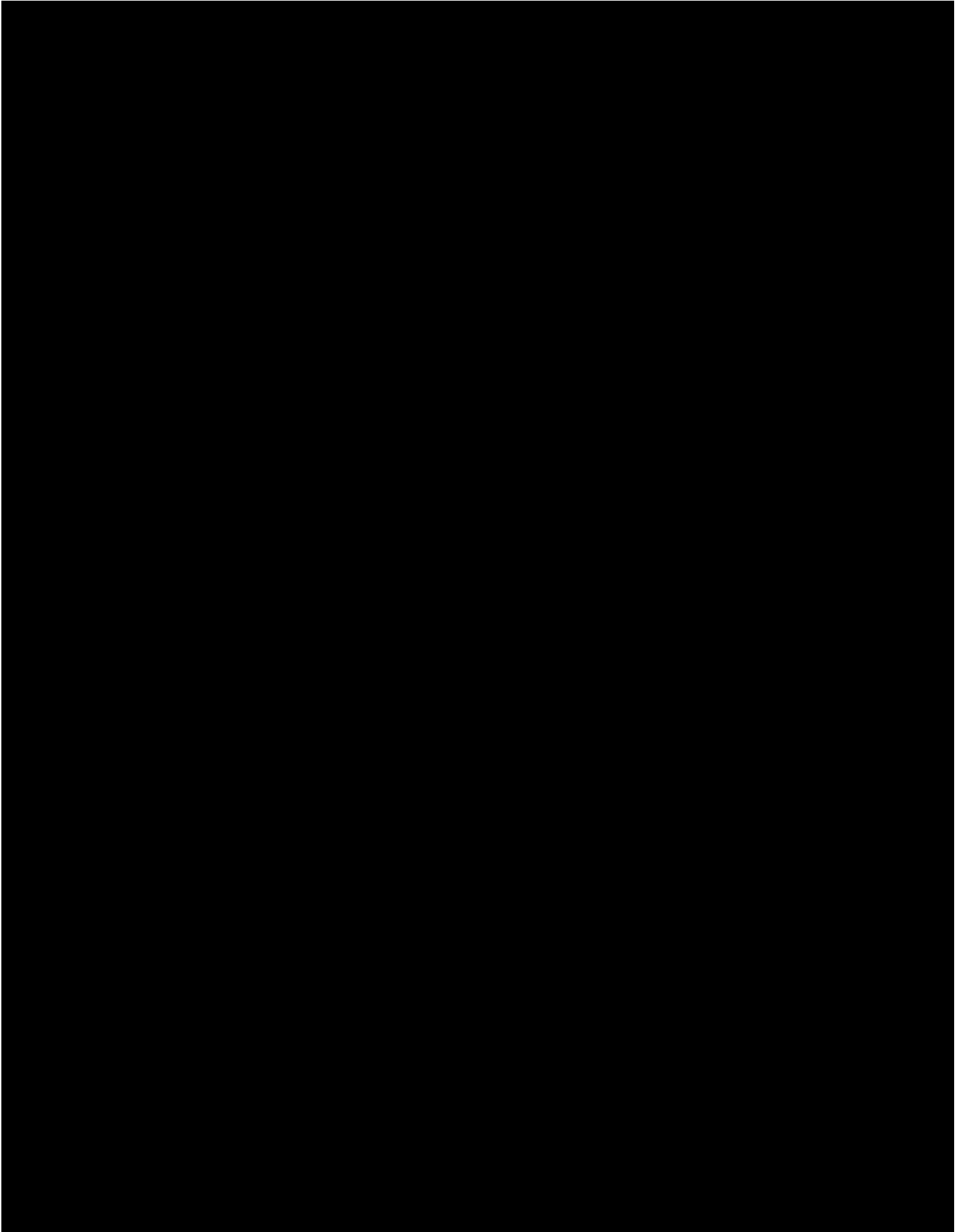
## CONTENTS

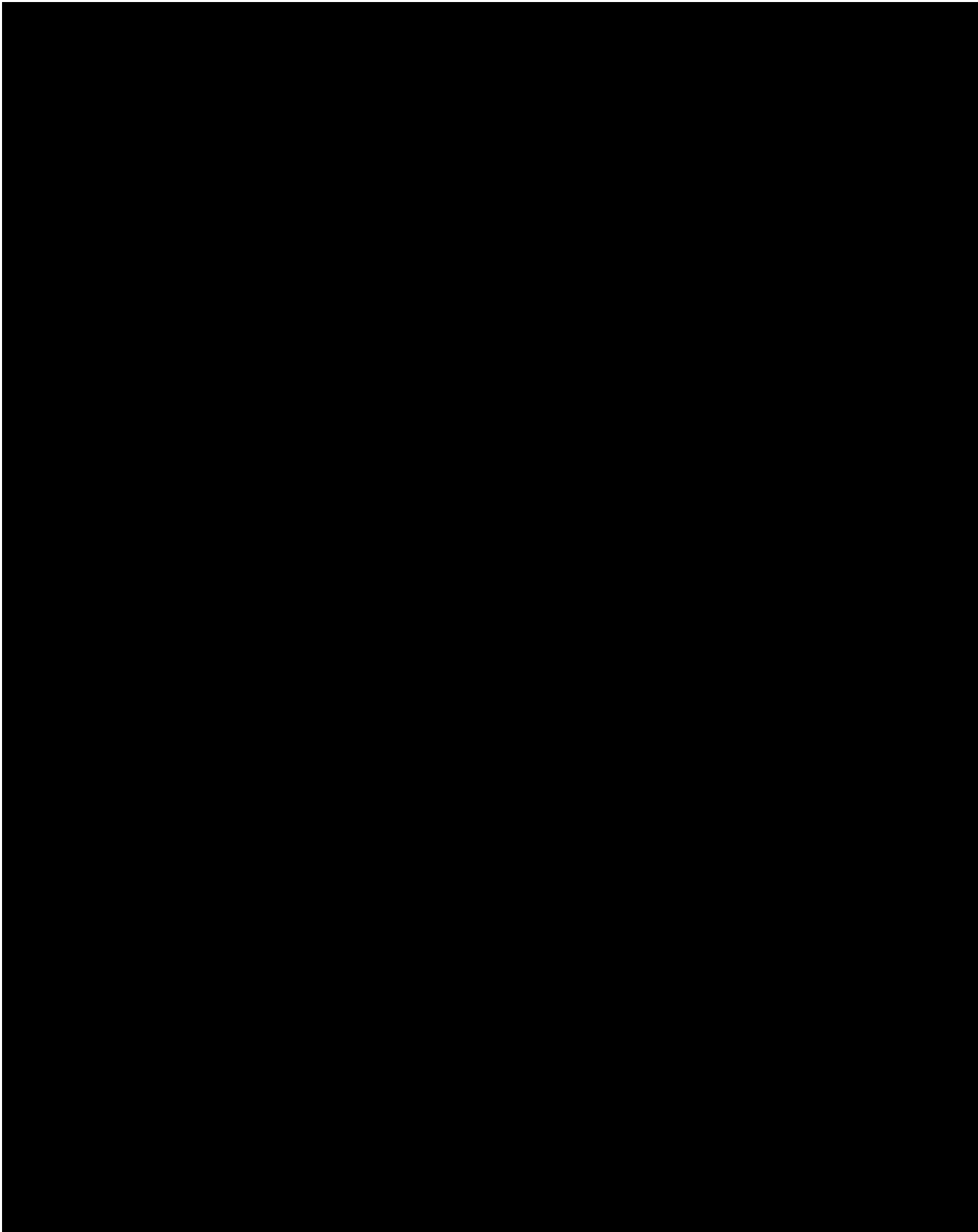


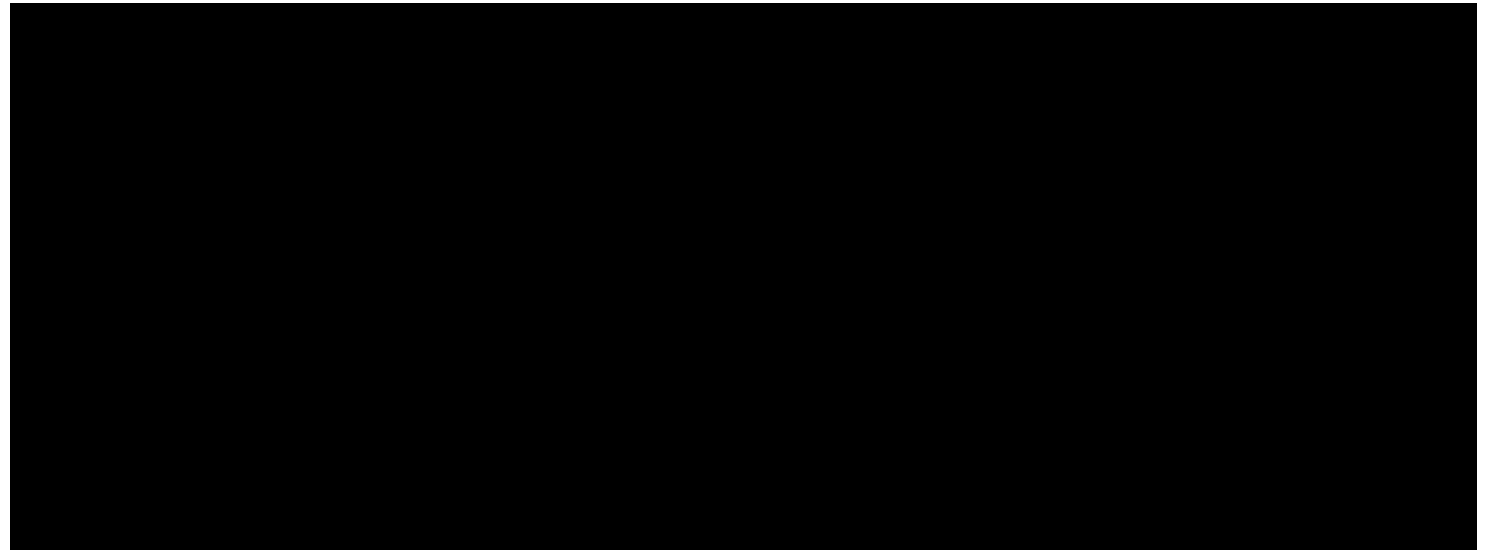




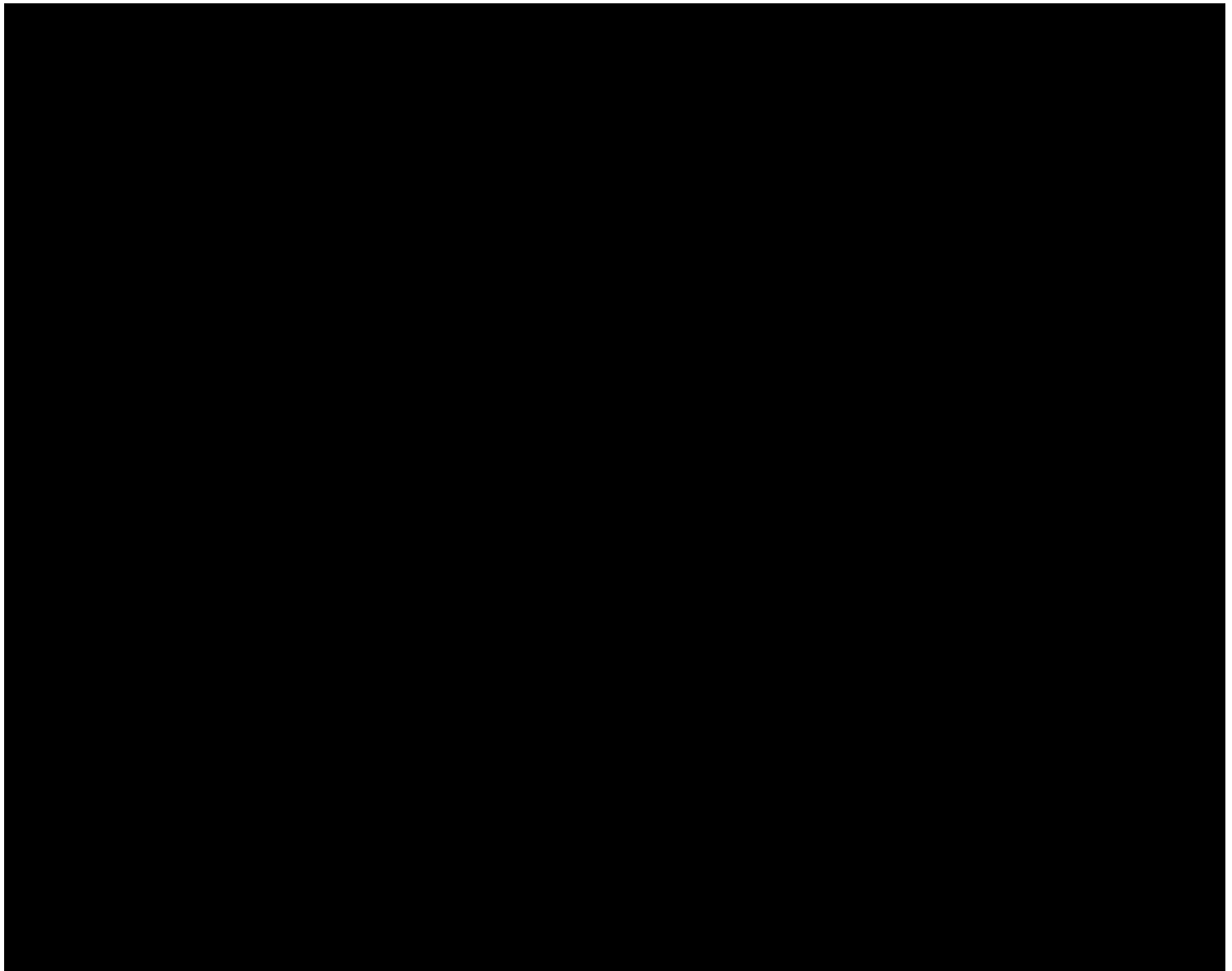




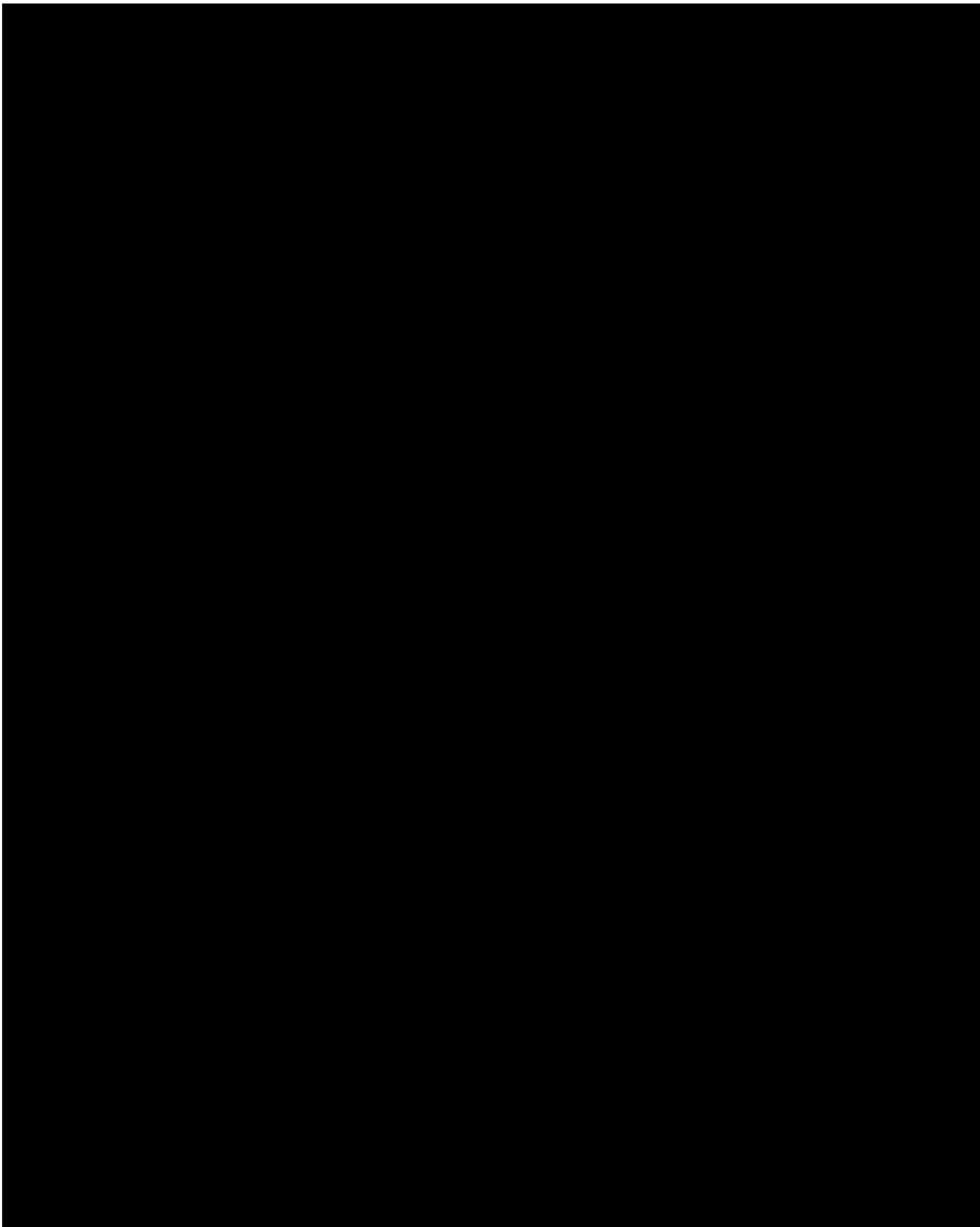


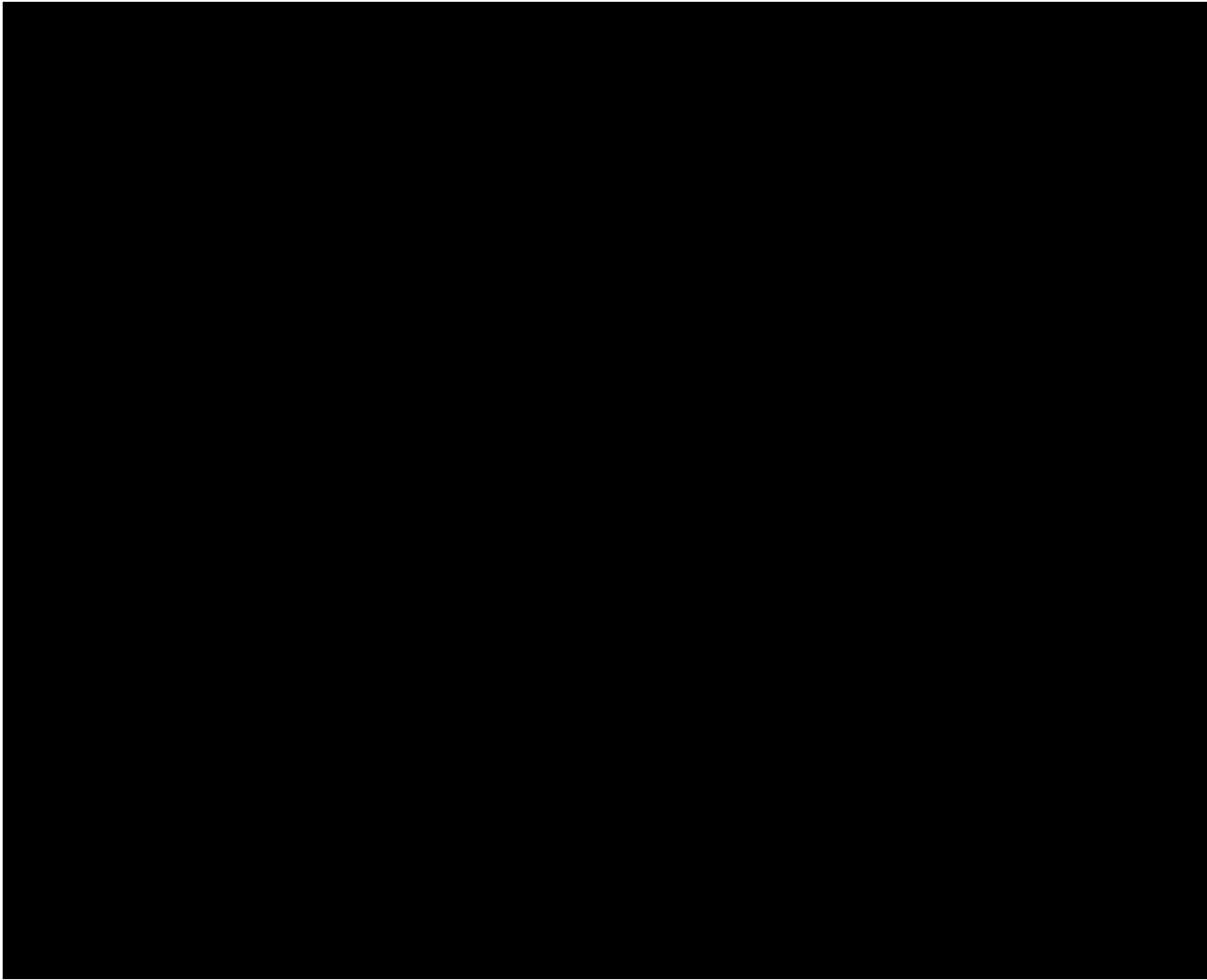


## LIST OF TABLES

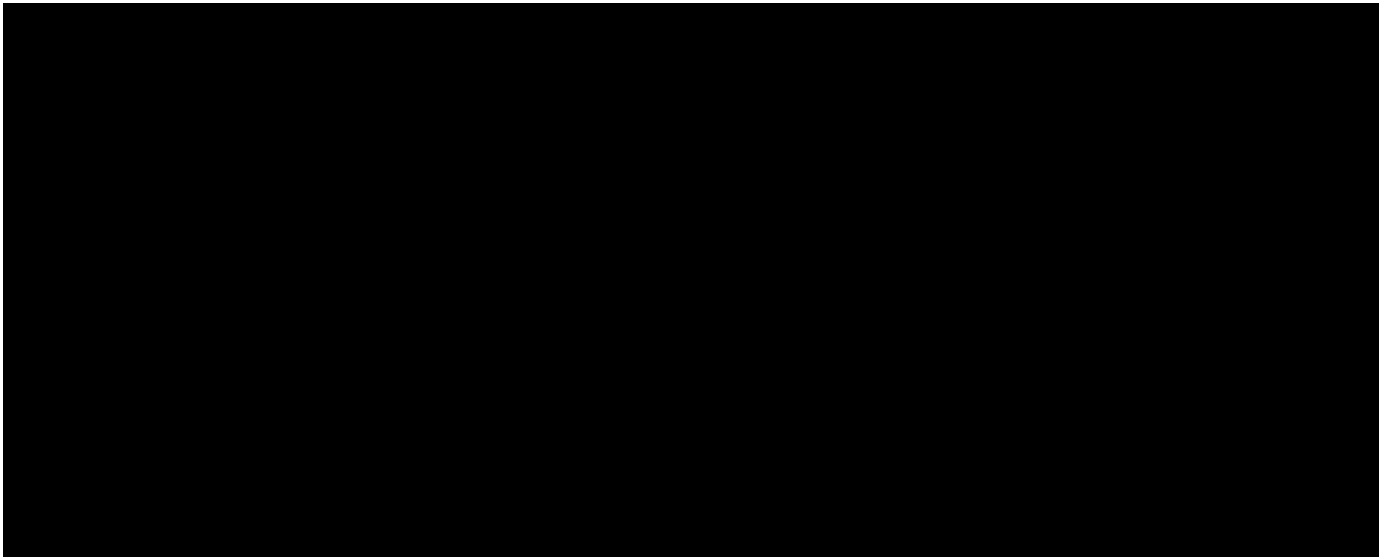


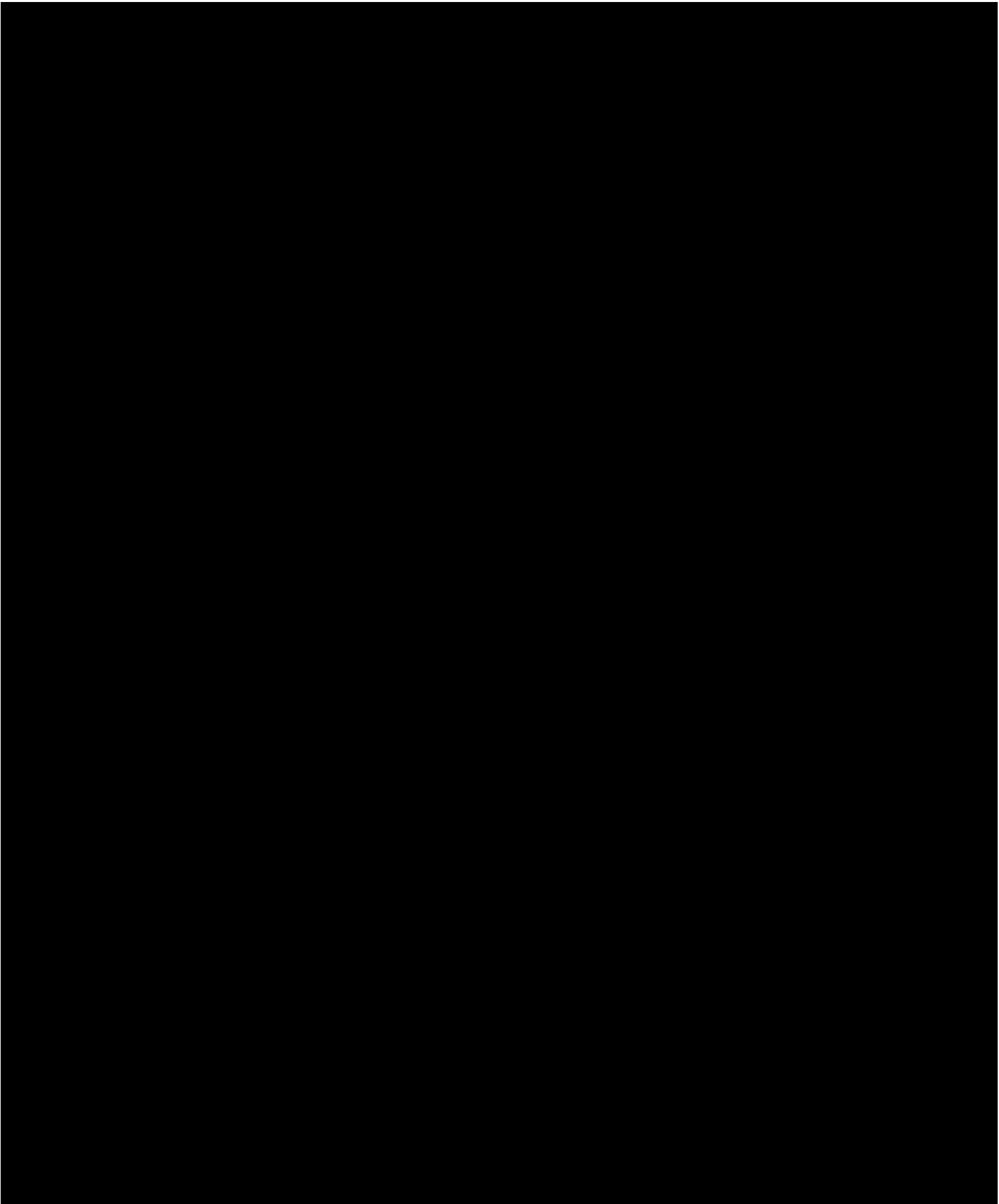


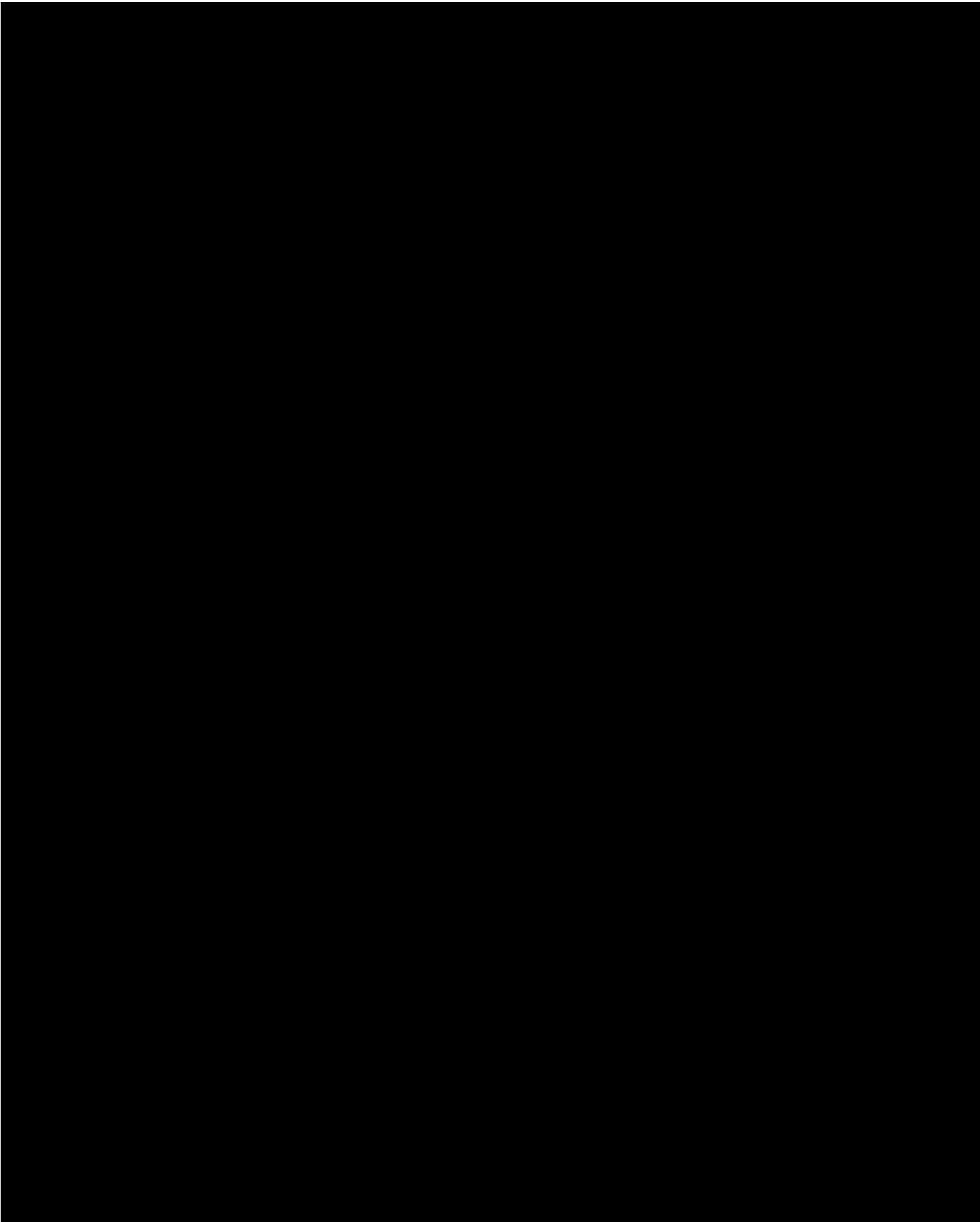




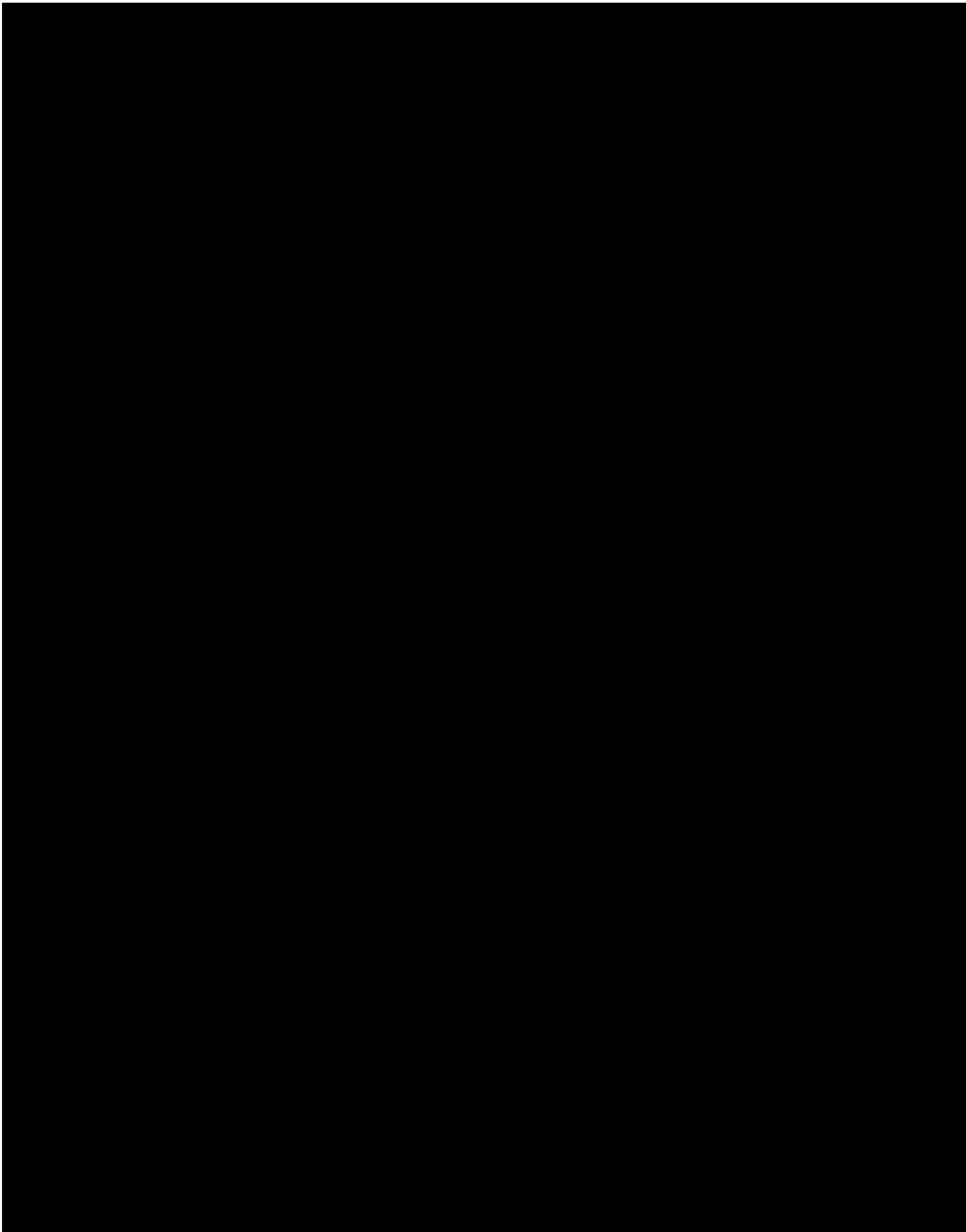
**LIST OF FIGURES**











## ACRONYMS

Acronym/ Abbreviation	Definition
°C	degrees Celsius
°F	degrees Fahrenheit
ac	acre
AC	alternating current
ADLS	Aircraft Detection Lighting System
AC	Alternating Current
AIS	Automatic Identification System
AMAPPS	Atlantic Marine Assessment Program for Protected Species
APVI	Area of Potential Visual Impact
ASIT	Air-Sea Interaction Tower
BGEPA	Bald and Golden Eagle Protection Act
BOEM	Bureau of Ocean Energy Management
BoP	Balance of Plant
BPS	Bulk Power System
CAPEX	capital expenditure
CCIS	Capacity Capability Interconnection Standard
CFR	Code of Federal Regulations
CFSR	Climate Forecast System Reanalysis
CMR	Code of Massachusetts Regulations
COD	Commercial Operation Date
COP	Construction and Operations Plan
CPEC	Clean Peak Energy Certificate
CTV	Crew Transfer Vessel
CVA	Certified Verification Agent
CWA	Clean Water Act
CZMA	Coastal Zone Management Act
DC	direct current
DEI	Diversity, Equity and Inclusion
DOER	Massachusetts Department of Energy Resources
DP	Dynamic Positioning
DPU	Department of Public Utilities
EEA	Massachusetts Executive Office of Energy and Environmental Affairs
EDP	EDP-Energias de Portugal, S.A.
EDP-Spanish Branch	Sociedade Anónima, Sucursal em Espanha
EDPR	EDP Renováveis, S.A.
EDP Renewables N.A.	EDP Renewables North America LLC
EDPR Offshore NA	EDPR Offshore North America LLC

<b>Acronym/ Abbreviation</b>	<b>Definition</b>
EDPR SA	EDP Renováveis, S.A.
EJ	Environmental Justice
EIR	Environmental Impact Report
EIS	Environmental Impact Statement
ENF	Environmental Notification Form
EPA	U.S. Environmental Protection Agency
EPC	Engineering, Procurement, Construction
EPCI	Engineering, Procurement, Construction, and Installation
ESA	Endangered Species Act
ETU	Elective Transmission Upgrade
ETUIA	Elective Transmission Upgrade Interconnection Agreement
EWG	exempt wholesale generator
FAA	Federal Aviation Administration
FAST-41	Fixing America's Surface Transportation Act
FCP	Fisheries Communication Plan
FDR	Facility Design Report
FEED	Front-End Engineering Design
FEMA	Federal Emergency Management Agency
FERC	Federal Energy Regulatory Commission
FIR	Fabrication and Installation Report
FLO	Fisheries Liaison Officer
FPA	Federal Power Act
ft	feet
FTE	full-time equivalent
GARFO	Greater Atlantic Regional Fisheries Office
GBS	gravity based structure
GIS	Generation Information System
GLD	Geographic Location Description
GW	gigawatt
GWSA	Global Warming Solutions Act
ha	hectare
HDD	horizontal directional drilling
HLV	heavy lift vessel
HRG	high resolution geophysical
HSE	Health, Safety, and Environmental
HSSE	health, safety, security, and environment
HTV	heavy transport vessel
HVAC	high voltage alternating current
IHA	Incidental Harassment Authorization
IPF	impact producing factor
ISO-NE	ISO New England Inc.
ITC	Investment Tax Credit
Jones Act	Merchant Marine Act of 1920
JV	joint venture



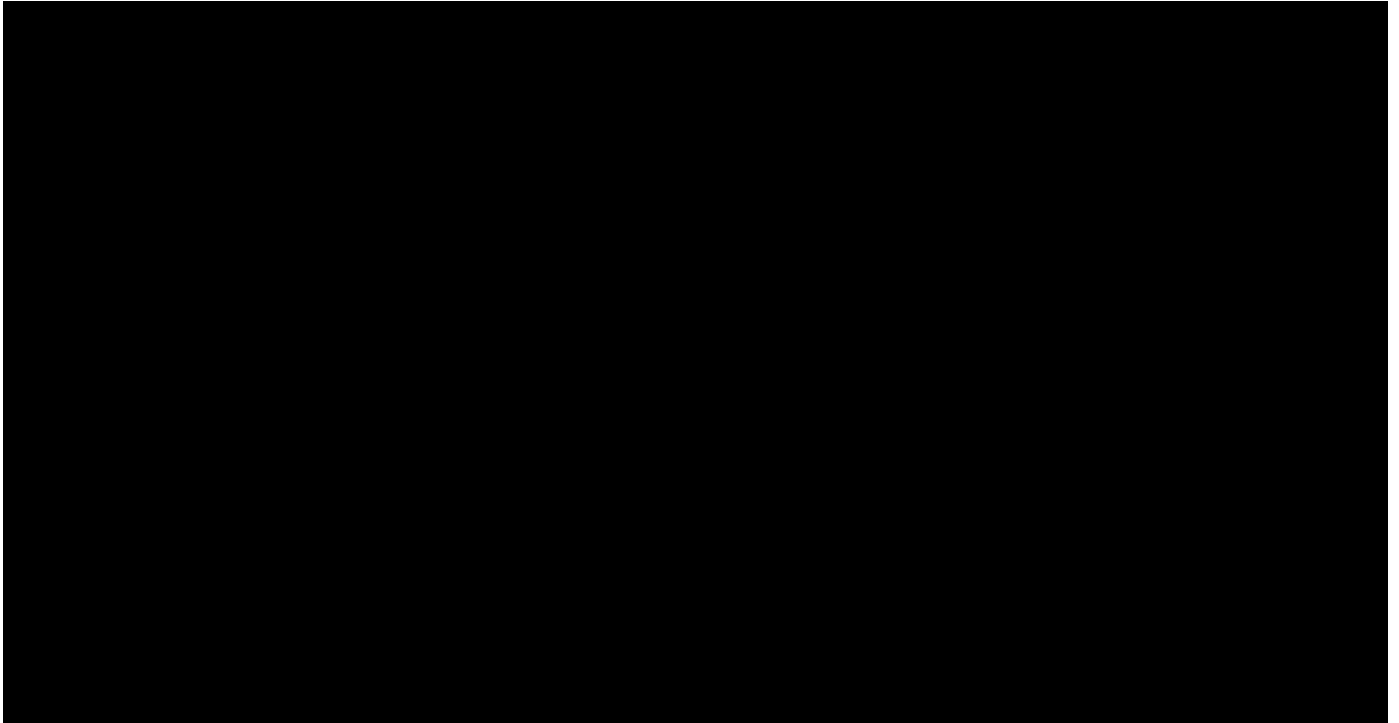
<b>Acronym/ Abbreviation</b>	<b>Definition</b>
km	kilometer
KOP	key observation point
kV	kilovolt
LGIA	Large Generator Interconnection Agreement
LiDAR	Light Detection and Ranging
LNG	Liquefied Natural Gas
LOA	Letter of Authorization
m	meter
m/s	meter per second
MA BUAR	Board of Underwater Archaeological Resources
MA CZM	Massachusetts Office of Coastal Zone Management
MA EFSB	Massachusetts Energy Facilities Siting Board
Magnuson-Stevens Act	Magnuson-Stevens Fishery Conservation and Management Act
MA/RI WEA	Massachusetts and Rhode Island Wind Energy Area
MARA	Marine Archaeological Resources Assessment
MARPOL	International Convention for the Prevention of Pollution from Ships
MassCEC	Massachusetts Clean Energy Center
MassDEP	Massachusetts Department of Environmental Protection
MassDevelopment	Massachusetts Development Finance Agency
MassWildlife	Massachusetts Division of Fisheries and Wildlife
MBE	Minority Business Enterprises
MBTA	Migratory Bird Treaty Act
MDAT	Marine-life Data Analysis Team
MEPA	Massachusetts Environmental Policy Act
MERRA-2	Modern-Era Retrospective analysis for Research and Applications, Version 2
MESA	Massachusetts Endangered Species Act
MGL	Massachusetts General Laws
MHC	Massachusetts Historical Commission
MLA	Massachusetts Lobstermen's Association
MMA	Massachusetts Maritime Academy
MMPA	Marine Mammal Protection Act
MOU	Memorandum of Understanding
MP	Monopile
mph	miles per hour
MSA	Magnuson-Stevens Fishery Conservation and Management Act
MSL	mean sea level
mT	metric tonne
MW	Megawatt
MWBE	Minority- and Woman-Owned Business Enterprise
MWh	Megawatt per hour
NAAQS	National Ambient Air Quality Standards
NARW	North American right whale
NBMCT	New Bedford Marine Commerce Terminal
NBPA	New Bedford Port Authority
NCIS	Network Capability Interconnection Standard

<b>Acronym/ Abbreviation</b>	<b>Definition</b>
NEFSC	Northeast Fisheries Science Center
NEPA	National Environmental Policy Act
NEPOOL GIS	New England Power Pool Generation Information System
NFWF	National Fish and Wildlife Foundation
NGO	non-governmental organization
NHESP	Natural Heritage and Endangered Species Program
nm	nautical mile
NOAA	National Oceanic and Atmospheric Administration
NMFS	National Marine Fisheries Service
NOI	Notice of Intent
NRHP	National Register of Historic Places
NSRA	Navigation Safety Risk Assessment
NWP	Nationwide Permit
O&M	Operation and maintenance
Ocean Winds	OW North America LLC
OCS	Outer Continental Shelf
OEM	Original Equipment Manufacturer
OMP	Massachusetts Ocean Management Plan
OSPAR	Convention for Protection of Marine Environment of the North-East Atlantic
PPA	power purchase agreement
POI	Point of Interconnection
PSO	Protected Species Observer
PTF	Pool Transmission Facility
QP	Queue Position
REC	Renewable Energy Certificate
RFI	Requests for Information
REP	Request for Proposals
ROD	Record of Decision
ROSA	Responsible Offshore Science Alliance
ROV	remotely operated vehicle
ROW	right-of-way
Royal Dutch Shell	Royal Dutch Shell Plc
SAMP	Special Area Management Plan
SAP	Site Assessment Plan
SC	Species of Concern

<b>Acronym/ Abbreviation</b>	<b>Definition</b>
SCADA	Supervisory Control and Data Acquisition
SDO	Supplier Diversity Office
Shell, Shell New Energies	Shell New Energies US LLC
Shell Oil	Shell Oil Company
SHPO	State Historic Preservation Officer
SMA	Service and Maintenance Agreement
SOV	Service Operations Vessel
SPMT	self-propelled modular transporter
SSU	special, sensitive or unique
SWPPP	Stormwater Pollution Prevention Plan
THPO	Tribal Historic Preservation Officer
TP	Transition Piece
TSA	Turbine Supply Agreement
TSO	Transmission Service Operator
U.K.	United Kingdom
U.S.	United States
USACE	U.S. Army Corps of Engineers
U.S.C.	United States Code
USCG	U.S. Coast Guard
USFWS	U.S. Fish and Wildlife Service
VIA	Visual Impact Assessment
VSC	voltage source converter
WEA	Wind Energy Area
WTG	Wind Turbine Generator
WTIV	wind turbine installation vessel

## SECTION 1 OF APPENDIX A 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](http://www.MACleanEnergy.com).



## SECTION 2 OF APPENDIX A TO THE RFP EXECUTIVE SUMMARY

The bidder is required to provide an executive summary of the project proposal that includes a complete description of the proposed generation bid, the proposed contract term and pricing schedule, interconnection plan, the overall project schedule and other factors the bidder deems to be important. A table summarizing proposal(s) including details such as generation project location, interconnection location(s), capacity (MW), commercial operation date, pricing (\$/MWh), etc. is encouraged.

Mayflower Wind Energy LLC (Mayflower Wind) is pleased to present [REDACTED] to deliver offshore wind energy to the Massachusetts electric distribution companies (Distribution Companies) and to the Massachusetts Department of Energy Resources in response to their 83C III Request for Proposals for Long-term Contracts of Offshore Wind Energy Projects (MA 83C III RFP).

[REDACTED]



[REDACTED]

Mayflower Wind's revitalization of Fall River's industrial waterfront includes an investment [REDACTED] [REDACTED] to site our Project's O&M (operations and maintenance) base there, creating [REDACTED] [REDACTED] permanent job [REDACTED] jobs which will have a transformative effect on the Fall River economy. We have also opened a second Massachusetts office in downtown Fall River, proudly planting our flag across from City Hall and contributing to the revival of that business district.

[REDACTED]

The measures described above are among the many examples of our firm, credible, contracted, and measurable commitments that will secure long-term benefits in supply chain, workforce development, port facility investment, research, innovation, science, and data collection. [REDACTED]

[REDACTED]

- Submitted the Construction and Operations Plan for Lease Area OCS-A 0521 to Bureau of Ocean Energy Management (BOEM) on February 15, 2021. BOEM's timeline via the Fixing America's Surface Transportation Act (FAST-41) includes a Notice of Intent on November 1, 2021, and a projected Record of Decision on October 27, 2023.<sup>3</sup>

---

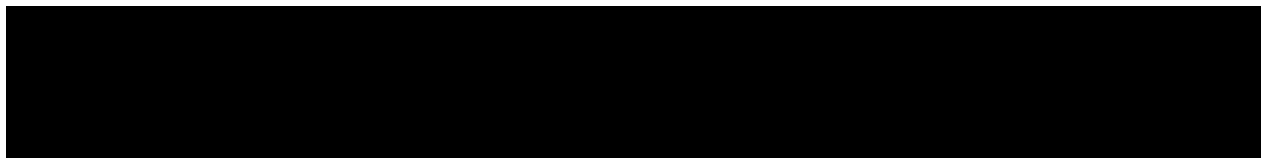
<sup>3</sup> <https://www.permits.performance.gov/permitting-project/mayflower-wind-energy-project>



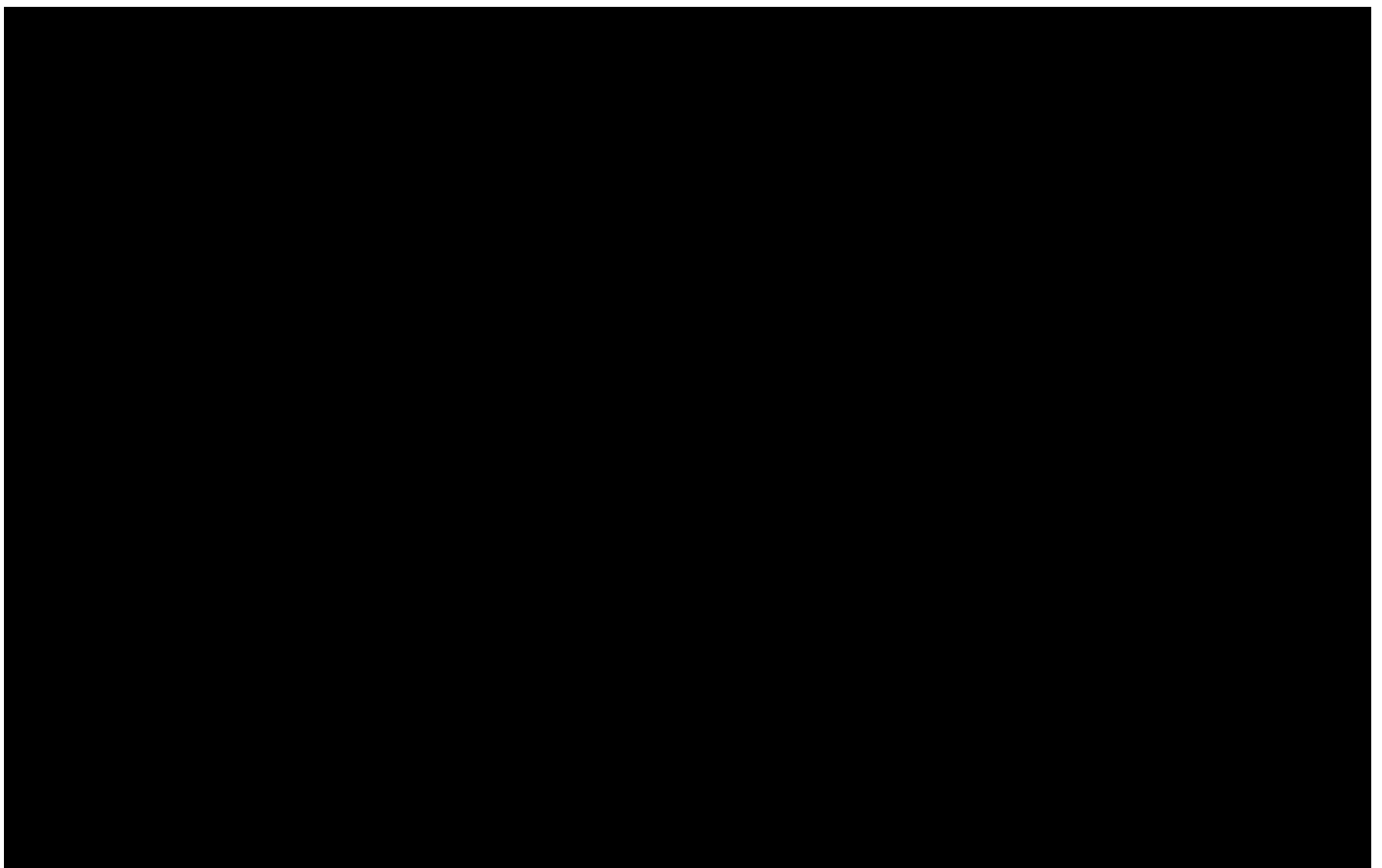
- Engaged with the U.S. Coast Guard, fishing industry, and fellow Massachusetts and Rhode Island Wind Energy Area leaseholders and committed to developing the Lease Area in a uniform 1 x 1 nautical mile (1.85 x 1.85 kilometer) layout while maintaining the agreed-upon price in the Low Cost of Energy proposal.



- Deployed a light detection and ranging (LiDAR) buoy and collected more than 18 months of wind speed and metocean data, which has been shared with the Northeastern Regional Association of Coastal Ocean Observing Systems for mariners and the scientific community to use.<sup>4</sup>

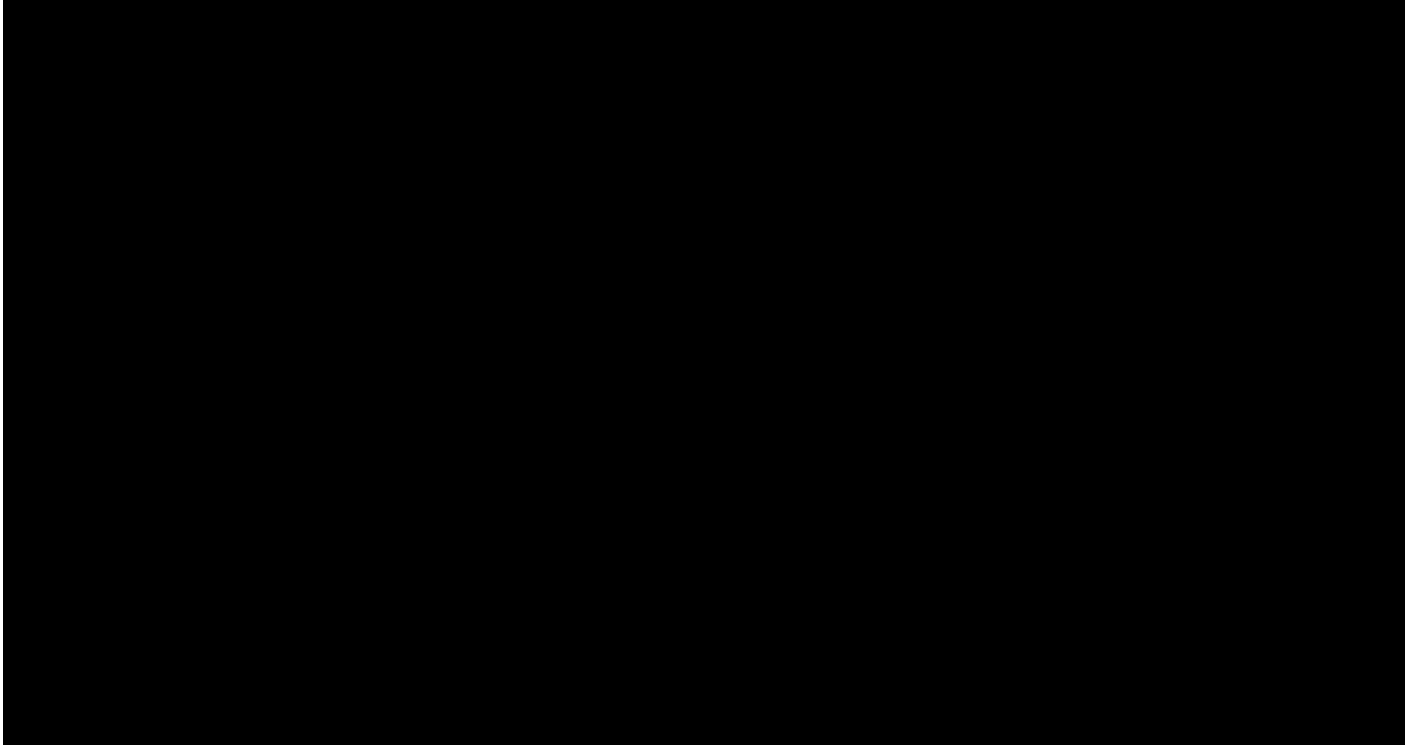
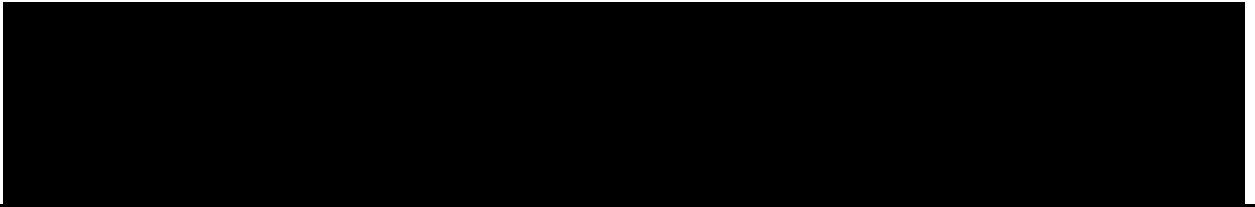


Mayflower Wind staff continue to work diligently to secure all necessary permits to deploy one of the first large-scale offshore wind projects permitted in the federal waters of the United States of America, and one of the largest offshore wind projects in the world.



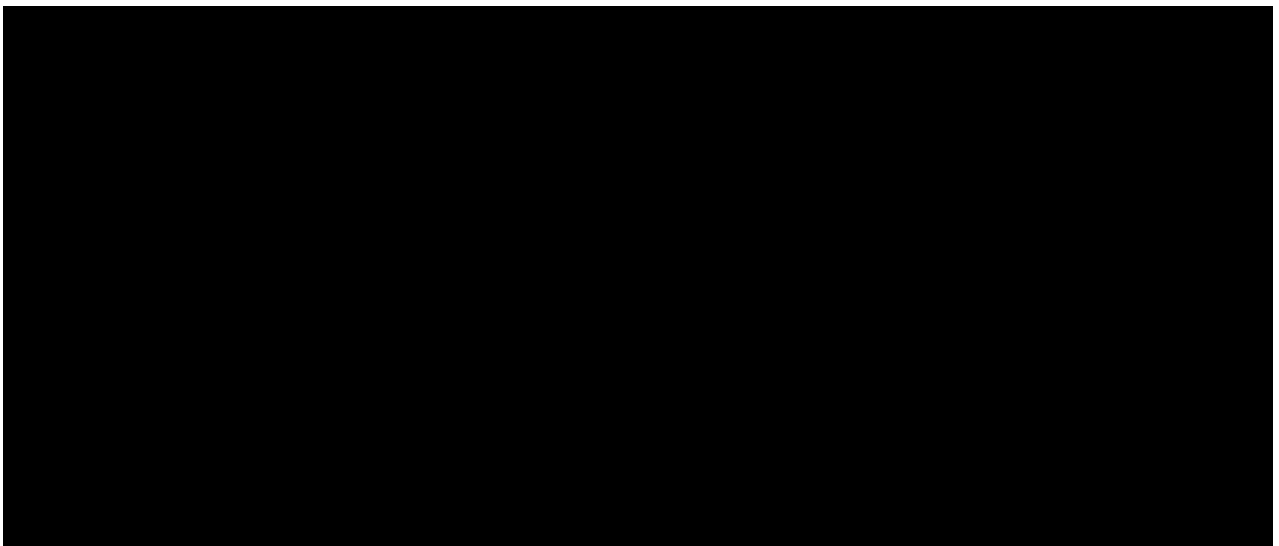
---

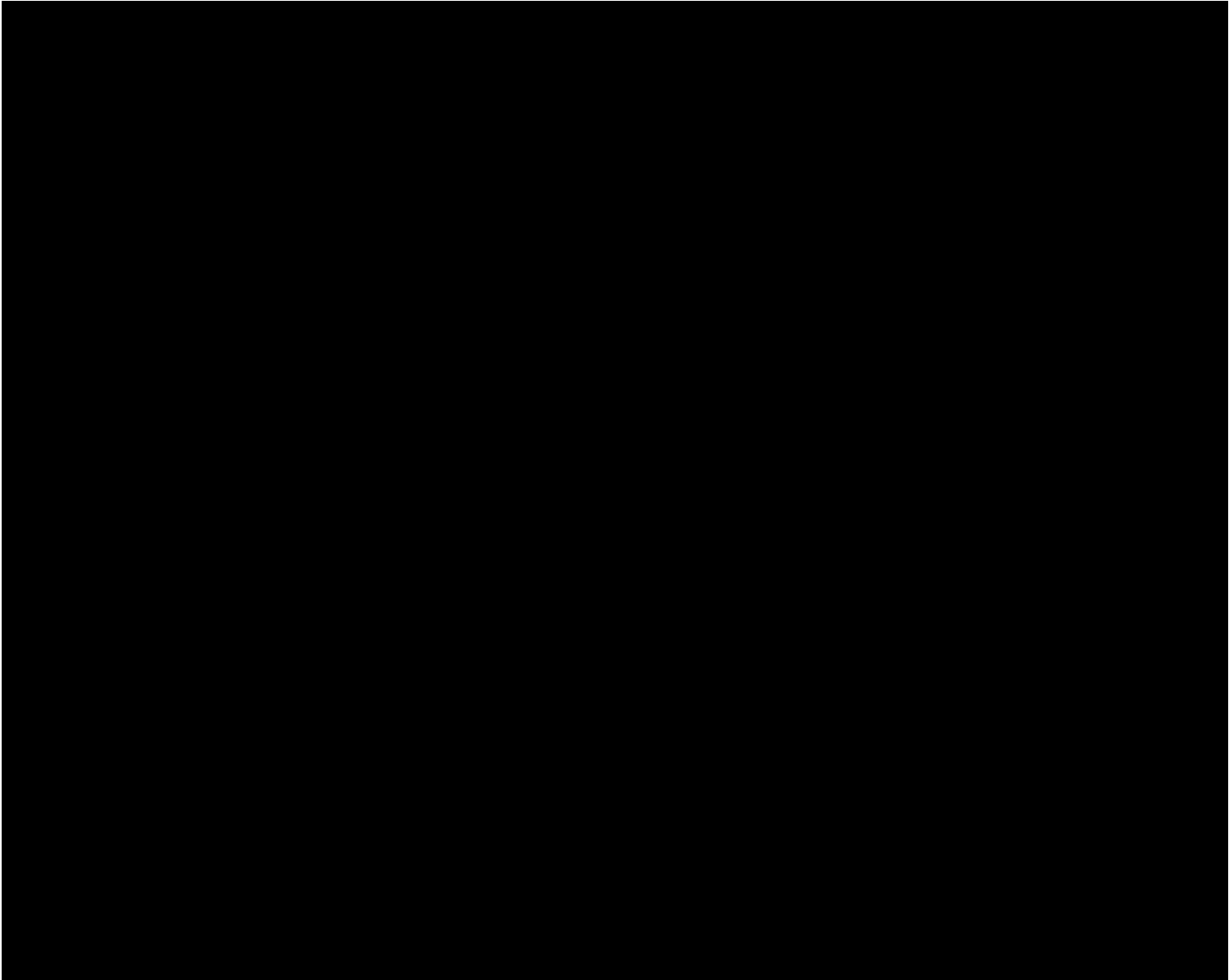
<sup>4</sup> <https://mayflowerwind.com/our-commitment/marine-sciences/>

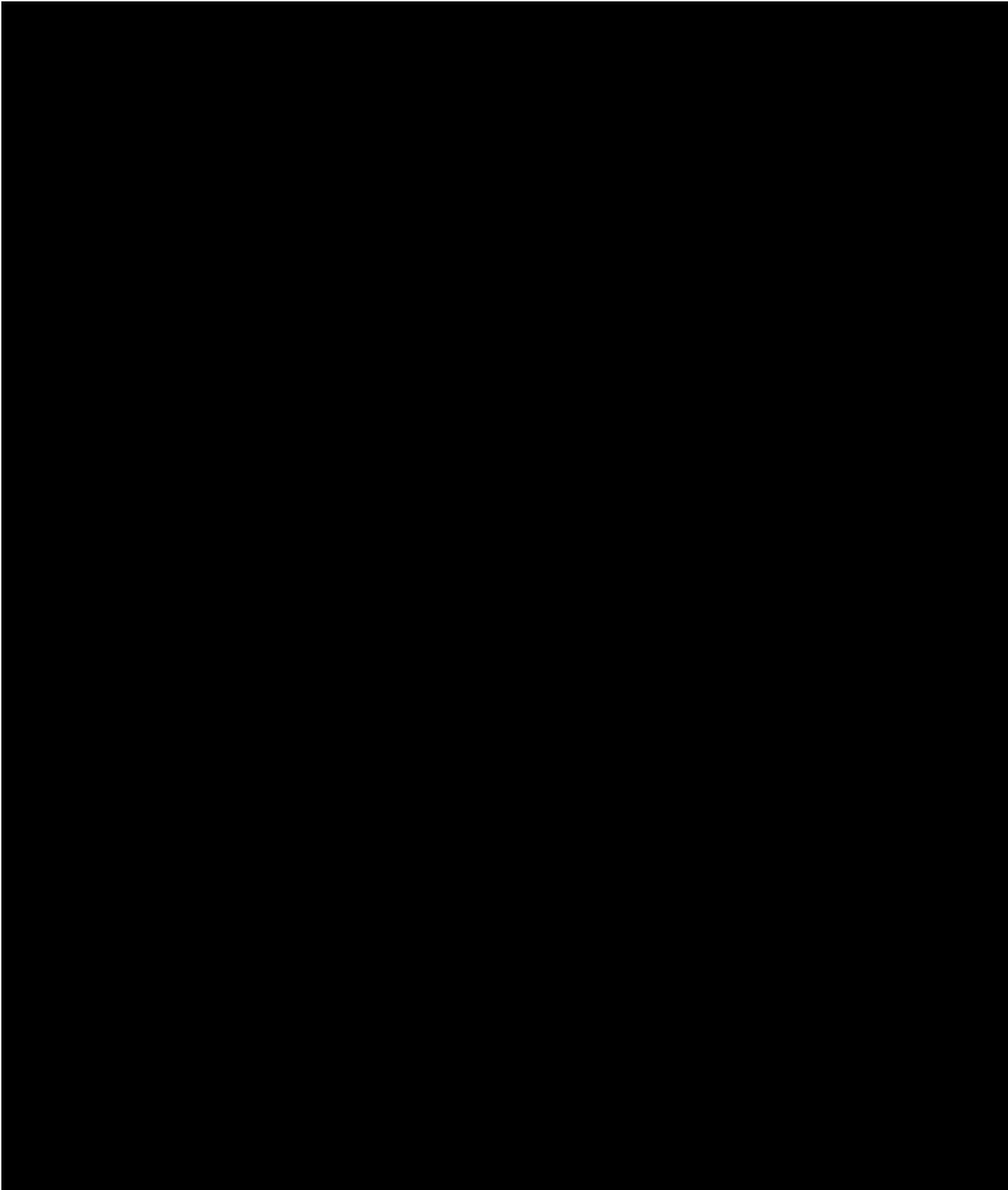


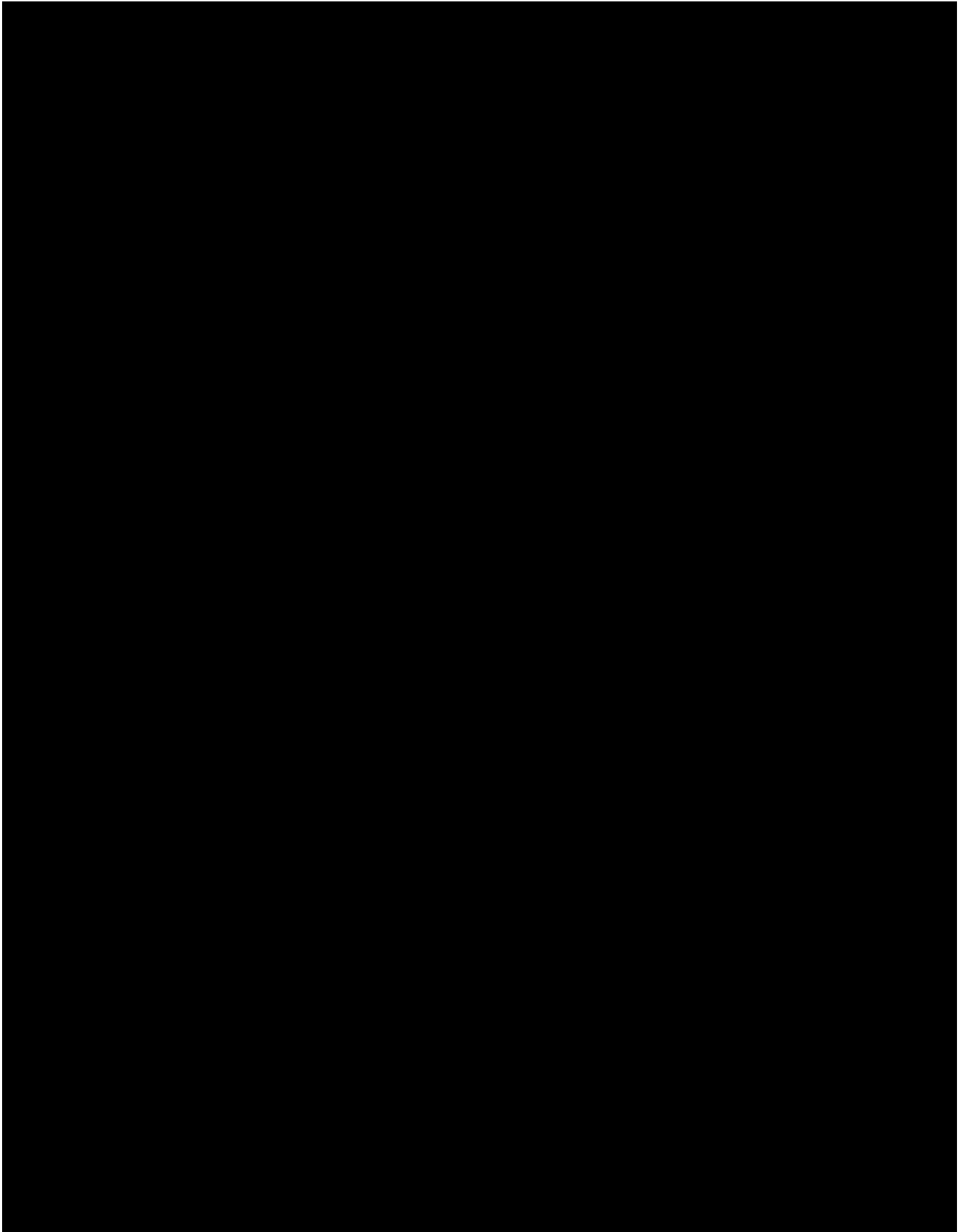
## **2.4 Mayflower Wind's 83C III Proposals are the Best Choice for Massachusetts Ratepayers**

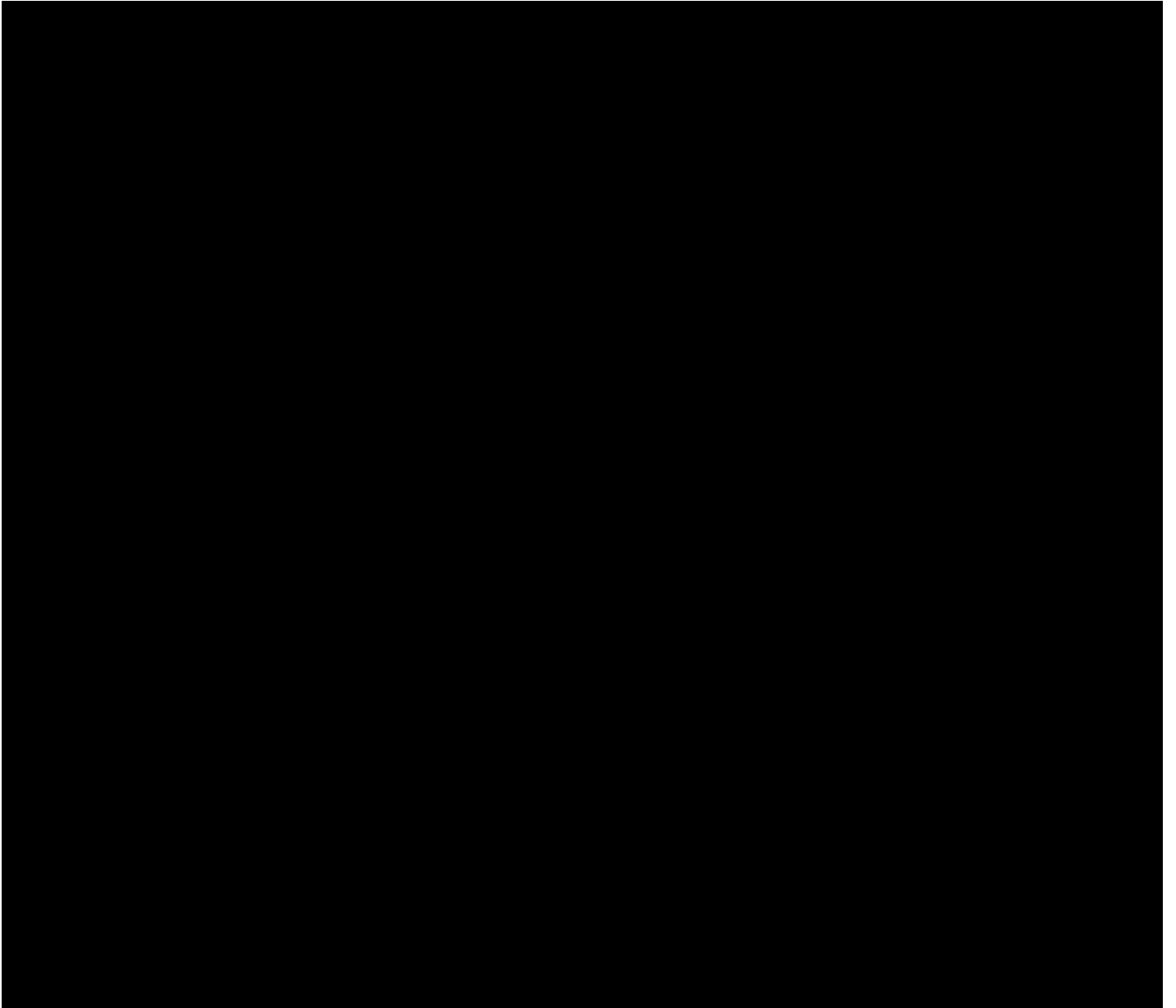
Mayflower Wind's response to the MA 83C III RFP presents the strongest proposals for the Distribution Companies, their customers, and the Commonwealth of Massachusetts, offering maximum value through:











## 2.6 About Mayflower Wind

Mayflower Wind is sponsored by Shell and Ocean Winds (itself a JV between EDPR and ENGIE) and draws on their expertise, experience, and global supply chains.

Mayflower Wind, together with our Sponsors, have been guided since our inception by the following Core Values:

- **Safety First, Safety Always:** Mayflower Wind is committed to treating our people, community, and the environment with care. Mayflower Wind pledges to do no harm to people or the planet in the course of any of its actions.
- **Innovation and Industry Development:** Mayflower Wind expects innovations will continue to drive the rapid decline in the cost of wind energy and aims to be a leader in this space.

- **Investing in Communities:** Mayflower Wind is committed to building responsible partnerships with local communities by supporting jobs, economic development, and innovations to support an industry that will flourish for decades to come.

In 2018, Mayflower Wind acquired the rights to develop an offshore wind energy project in federal waters south of Nantucket, Massachusetts. In 2019, Mayflower Wind was awarded 804 MW in the MA 83C II RFP. The awarded bid, the Low Cost of Energy proposal, set a then-record-low price of \$77.76/MWh for a combination of power-plus-RECs. As part of the Low Cost of Energy proposal,

[REDACTED]

[REDACTED] In June of 2021, those contracts achieved regulatory approval by order of the DPU.

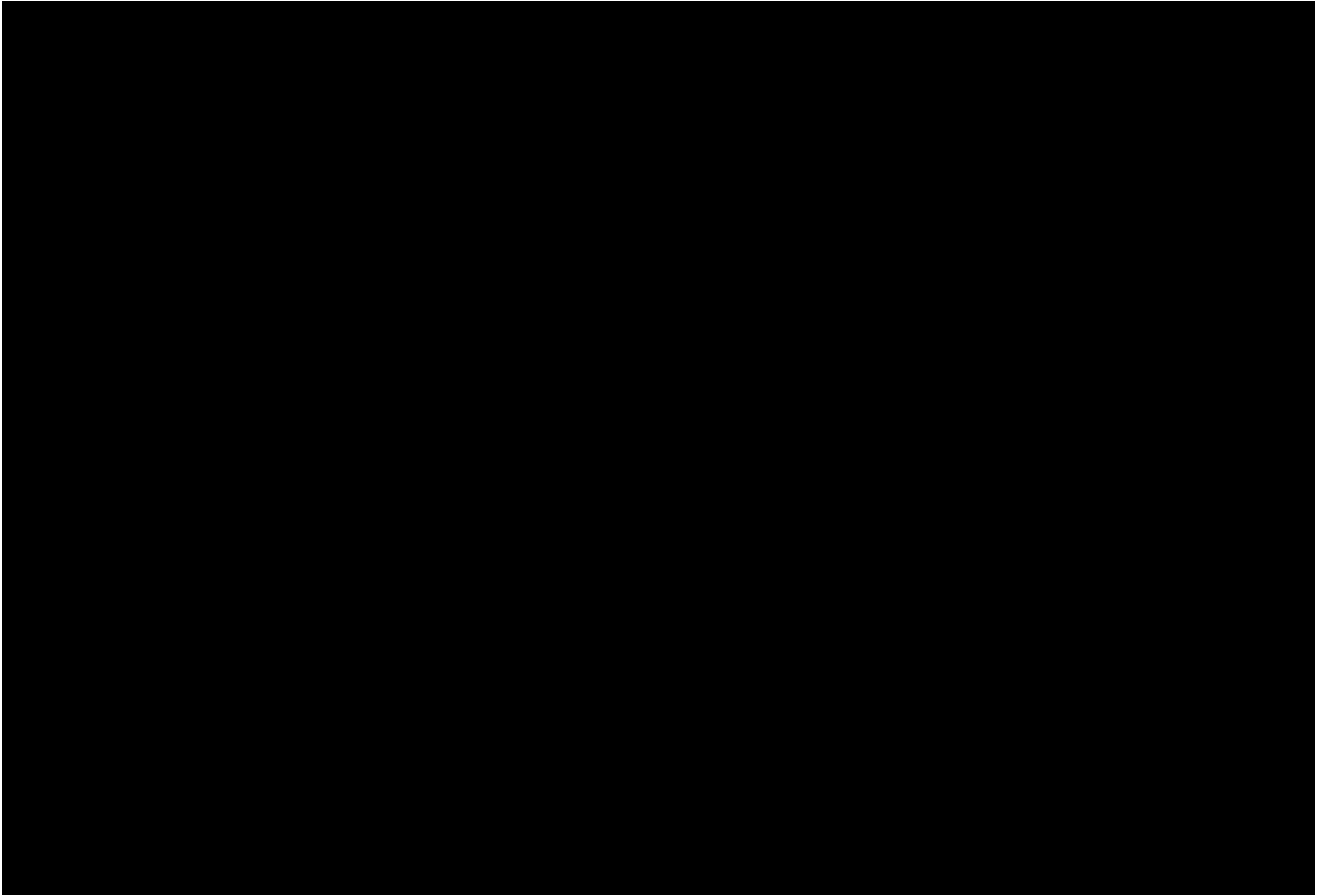
Since 2018, Mayflower Wind has continued to add important new capabilities in nearly every area of the firm, from engineering to permitting, legal to procurement. Mayflower Wind has quickly compiled an extensive track record of fulfilling commitments and keeping promises.

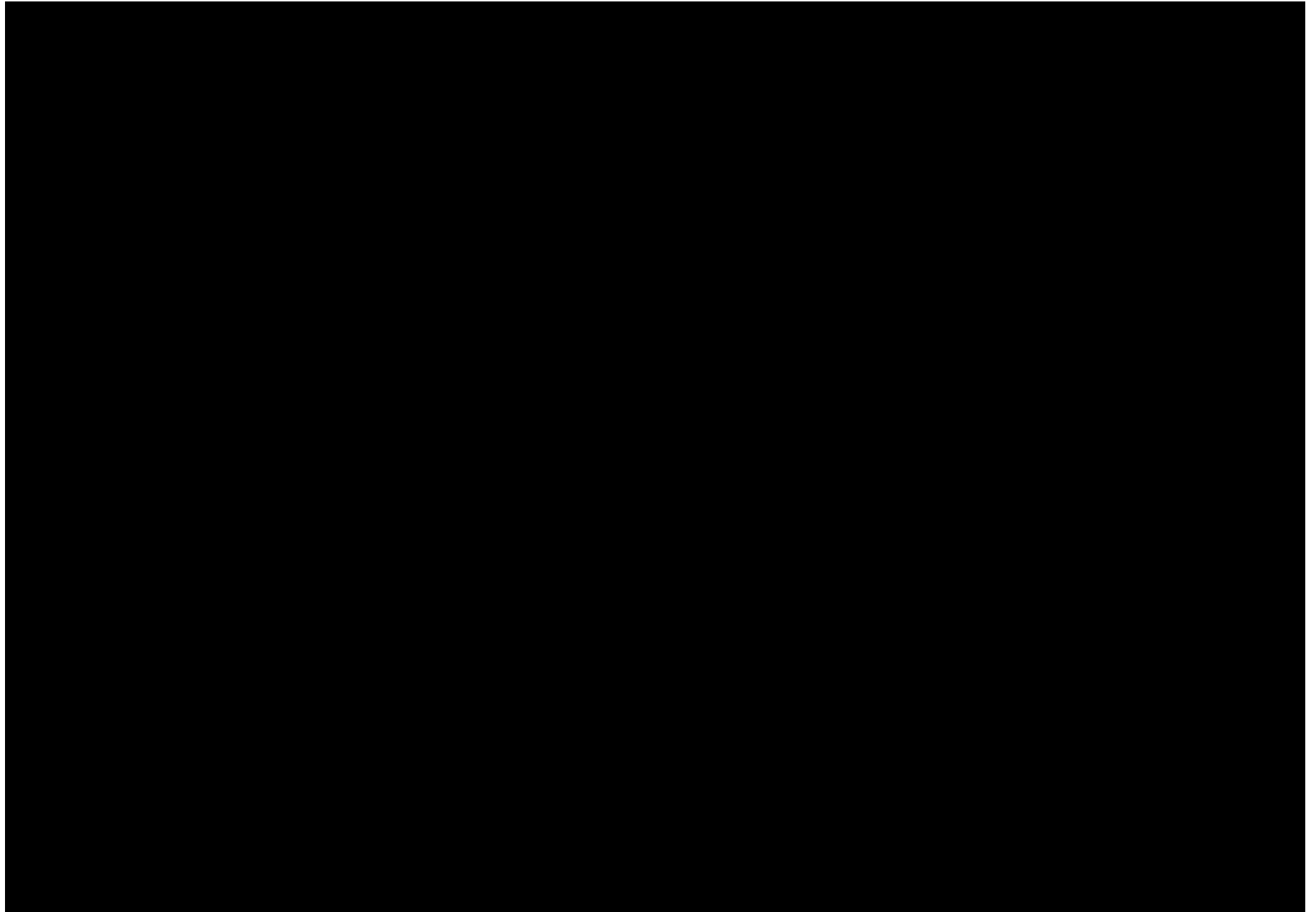
[REDACTED]

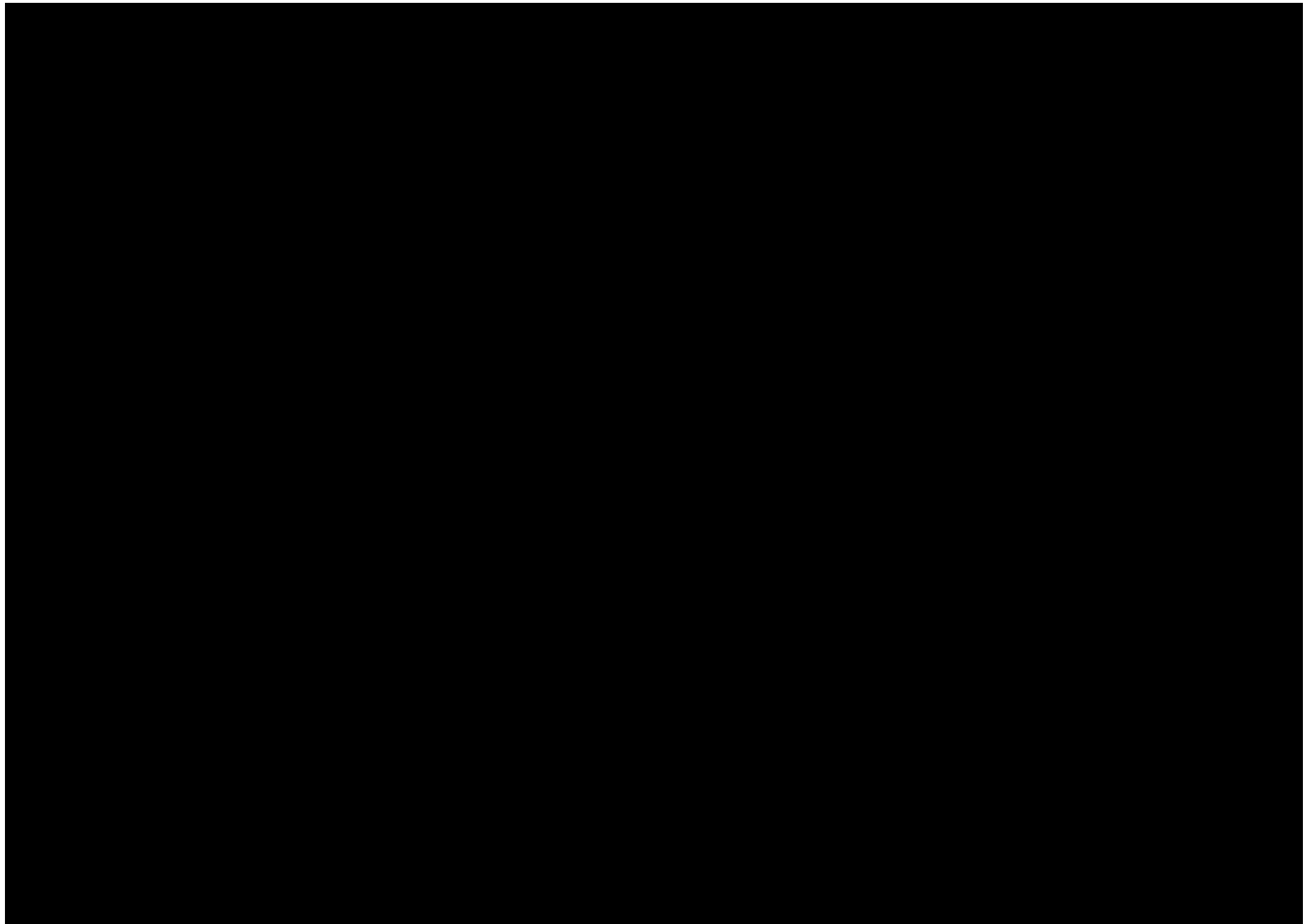
Mayflower Wind is excited to continue its partnership with the Distribution Companies to play a critical role in progressing Massachusetts towards its 2050 net-zero emissions commitment and its commitment to building a home-grown offshore wind industry in the Commonwealth of Massachusetts. Mayflower Wind believes that the Mayflower Wind Project can make a major difference in the lives of ratepayers in general, and historically disadvantaged and environmental justice communities in the Commonwealth of Massachusetts in particular.

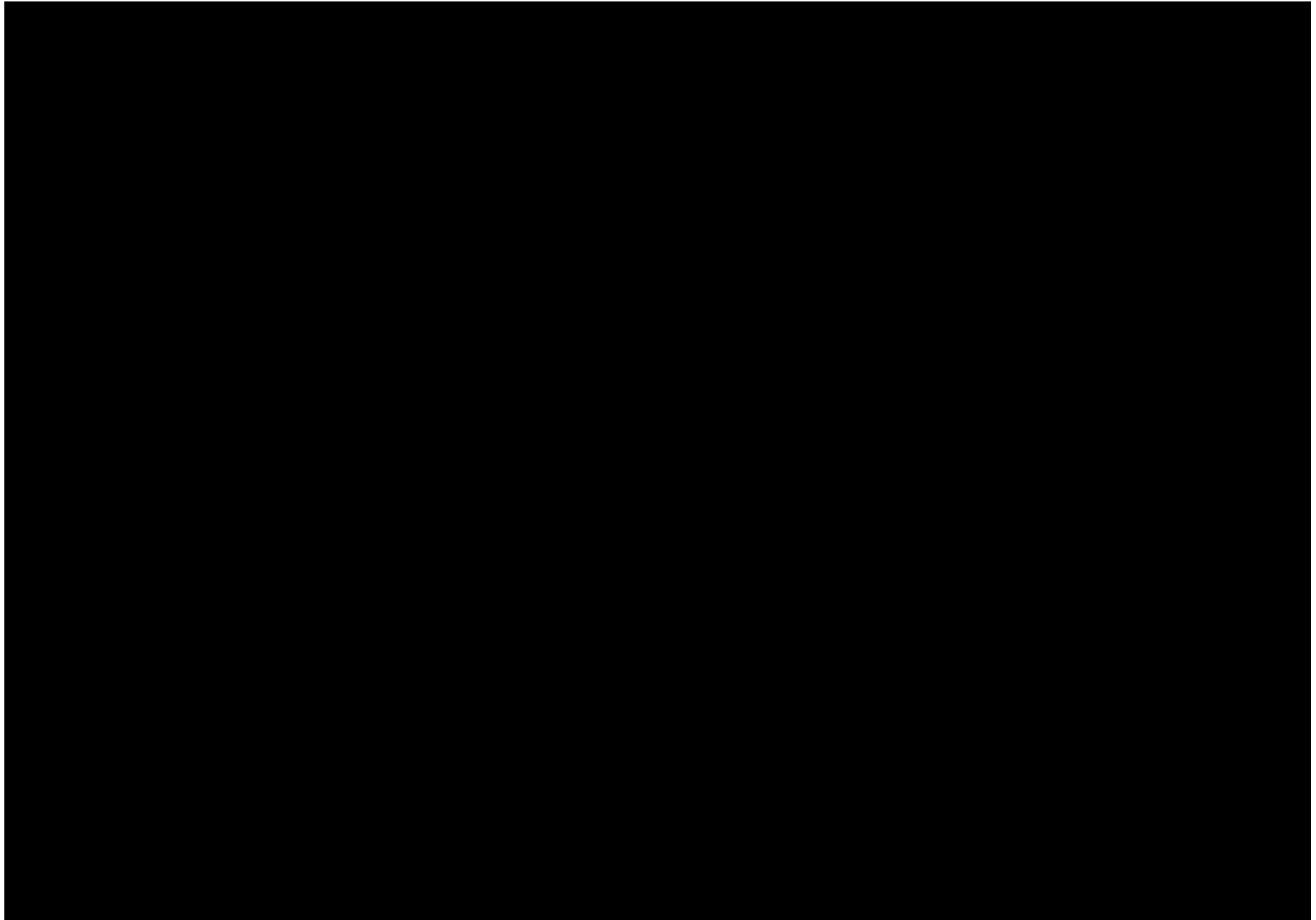
[REDACTED]

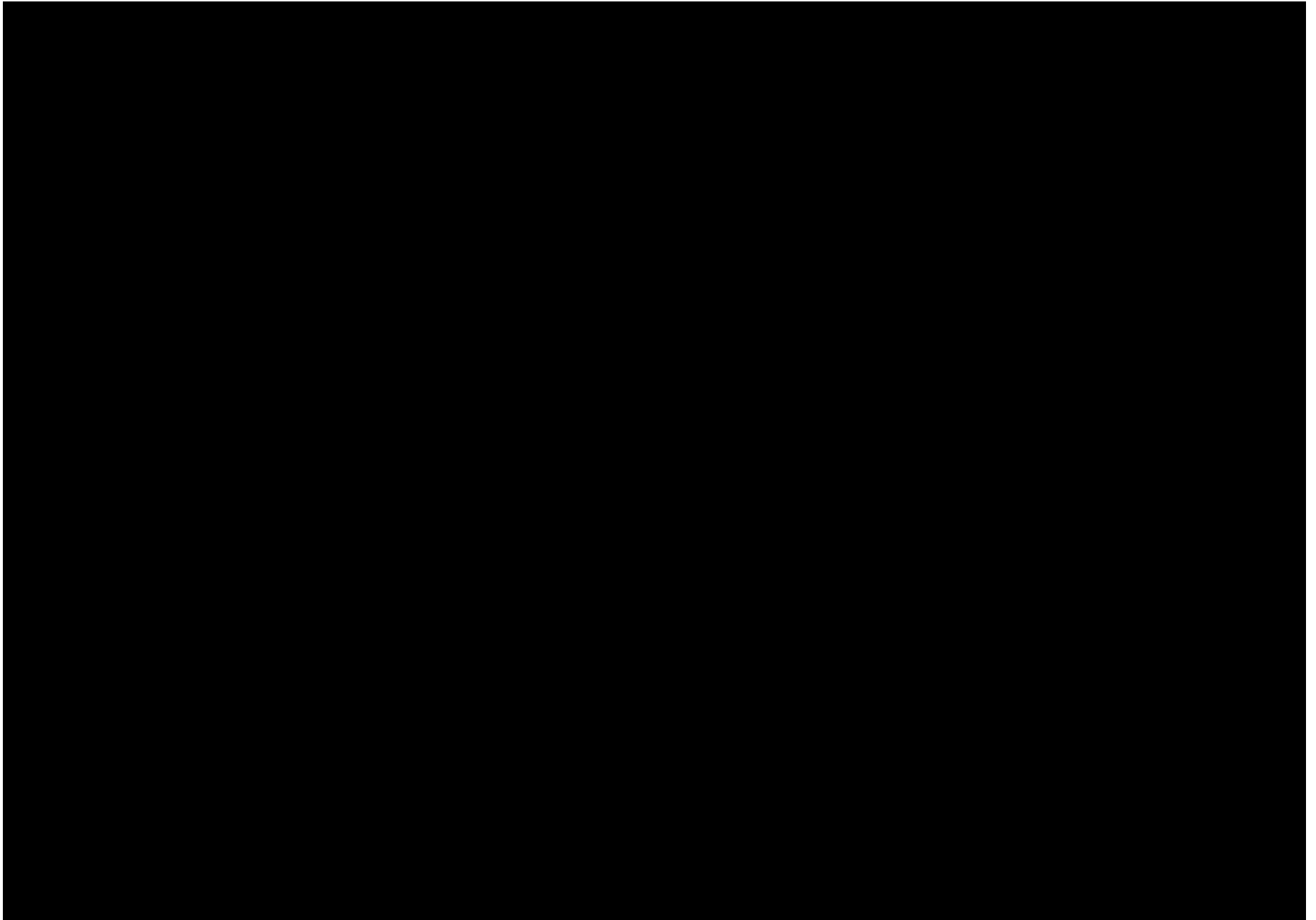


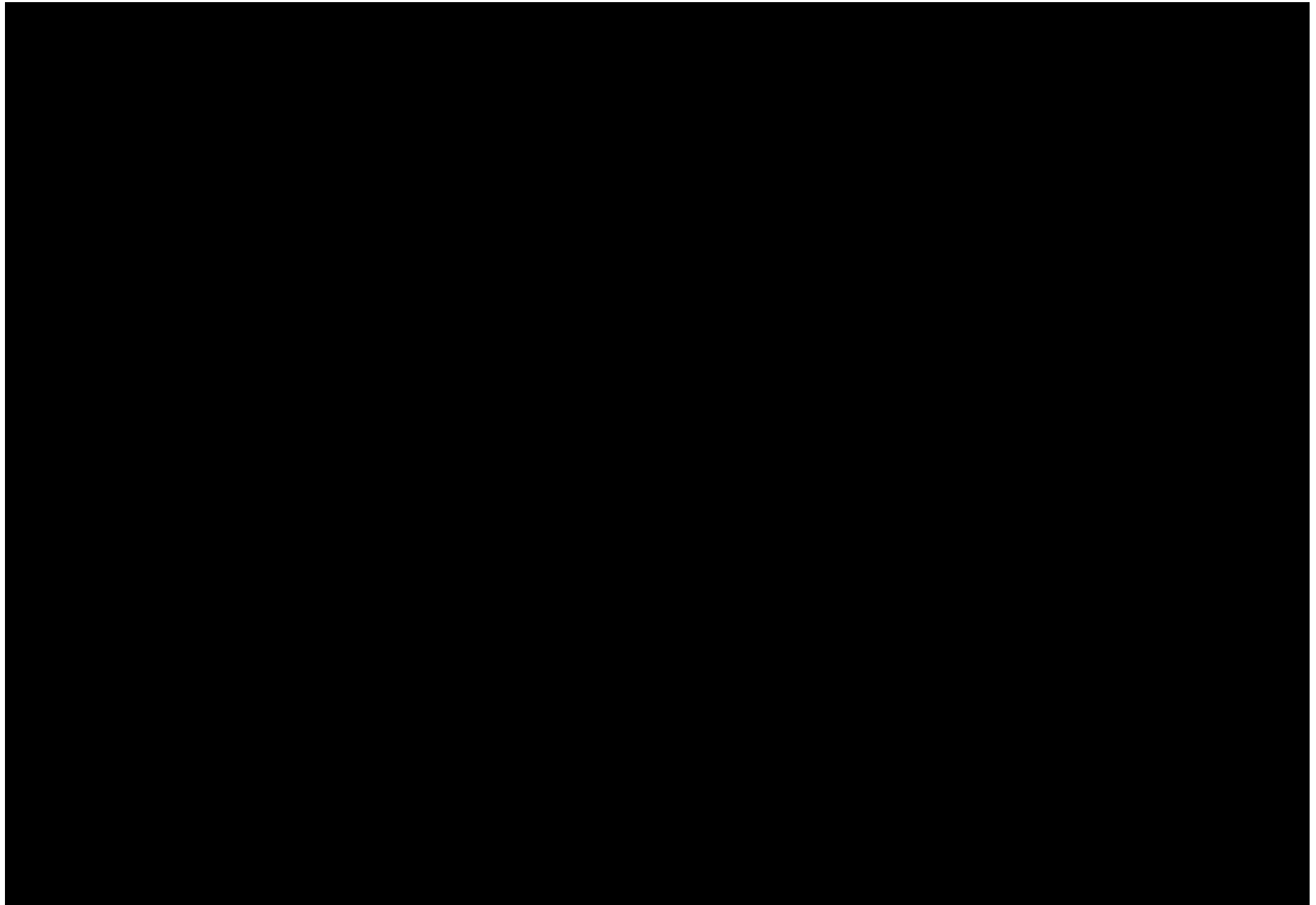


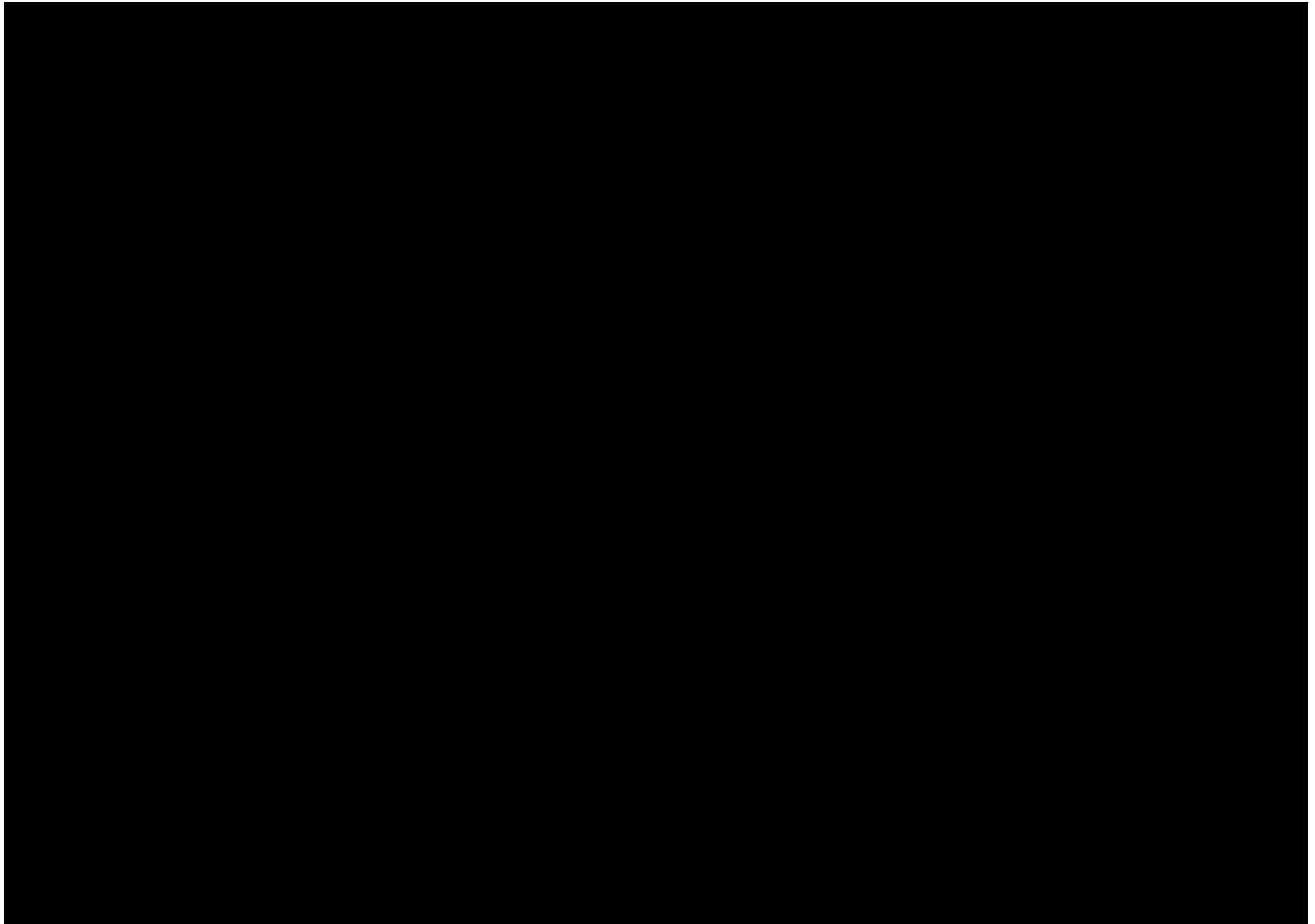






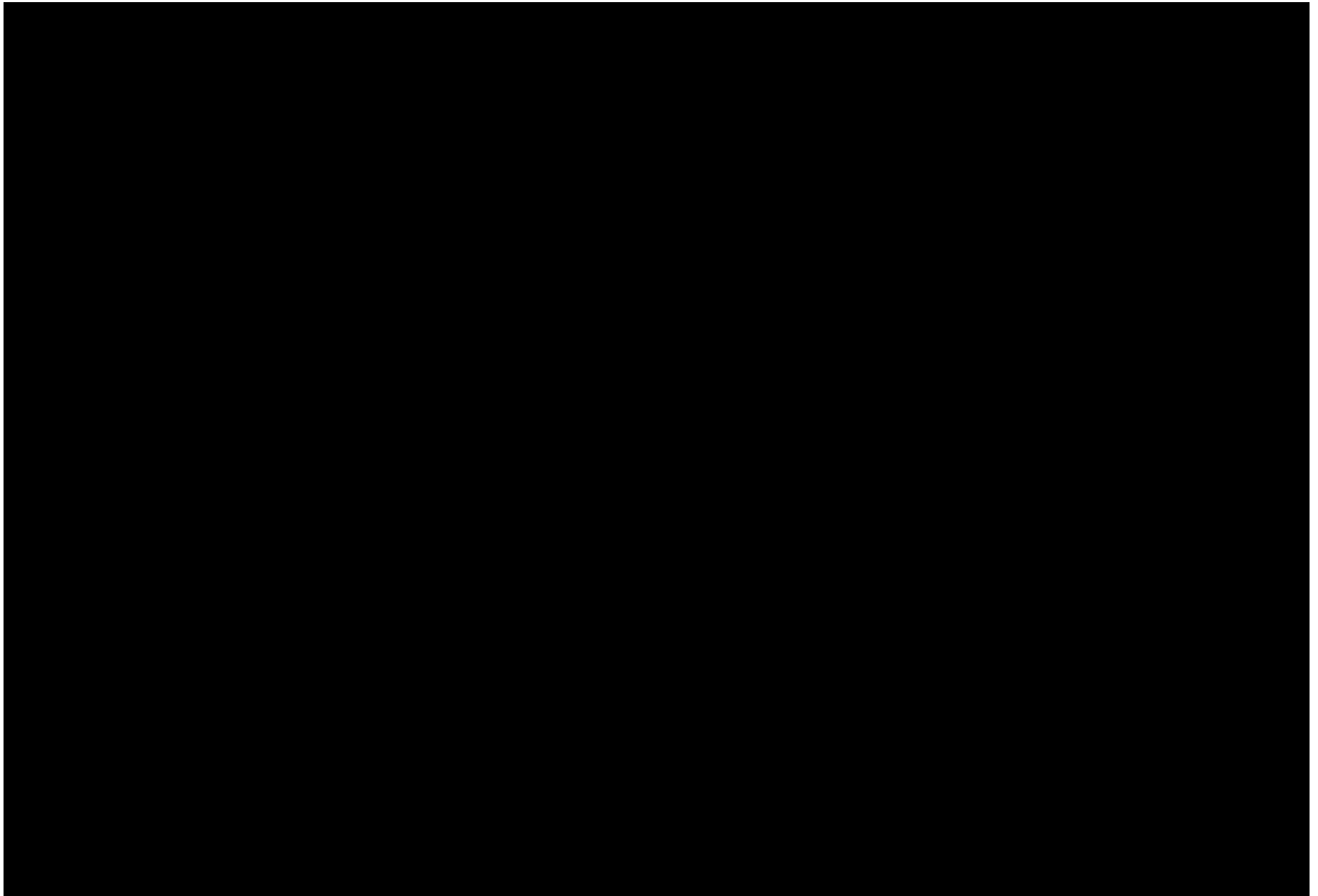


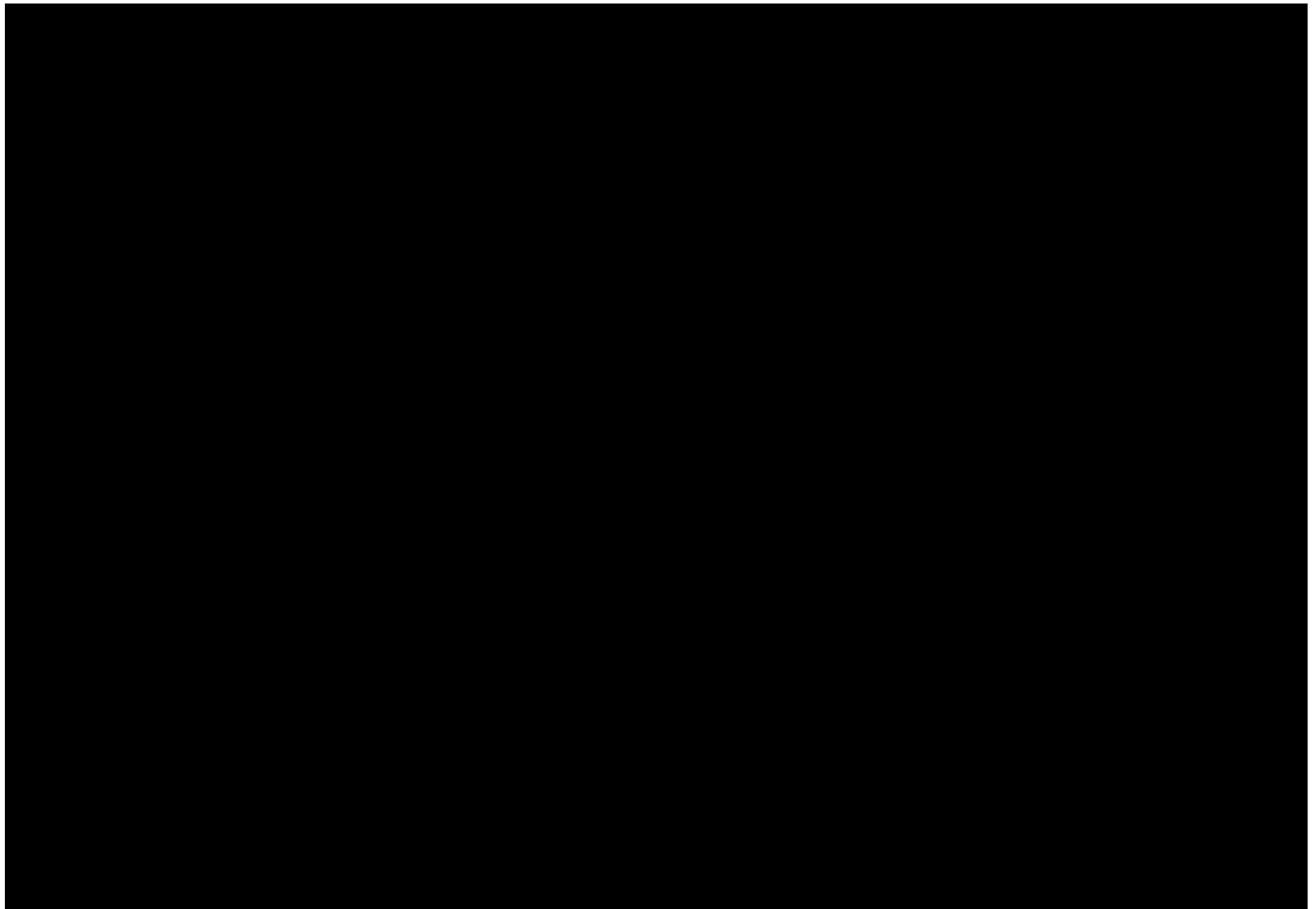


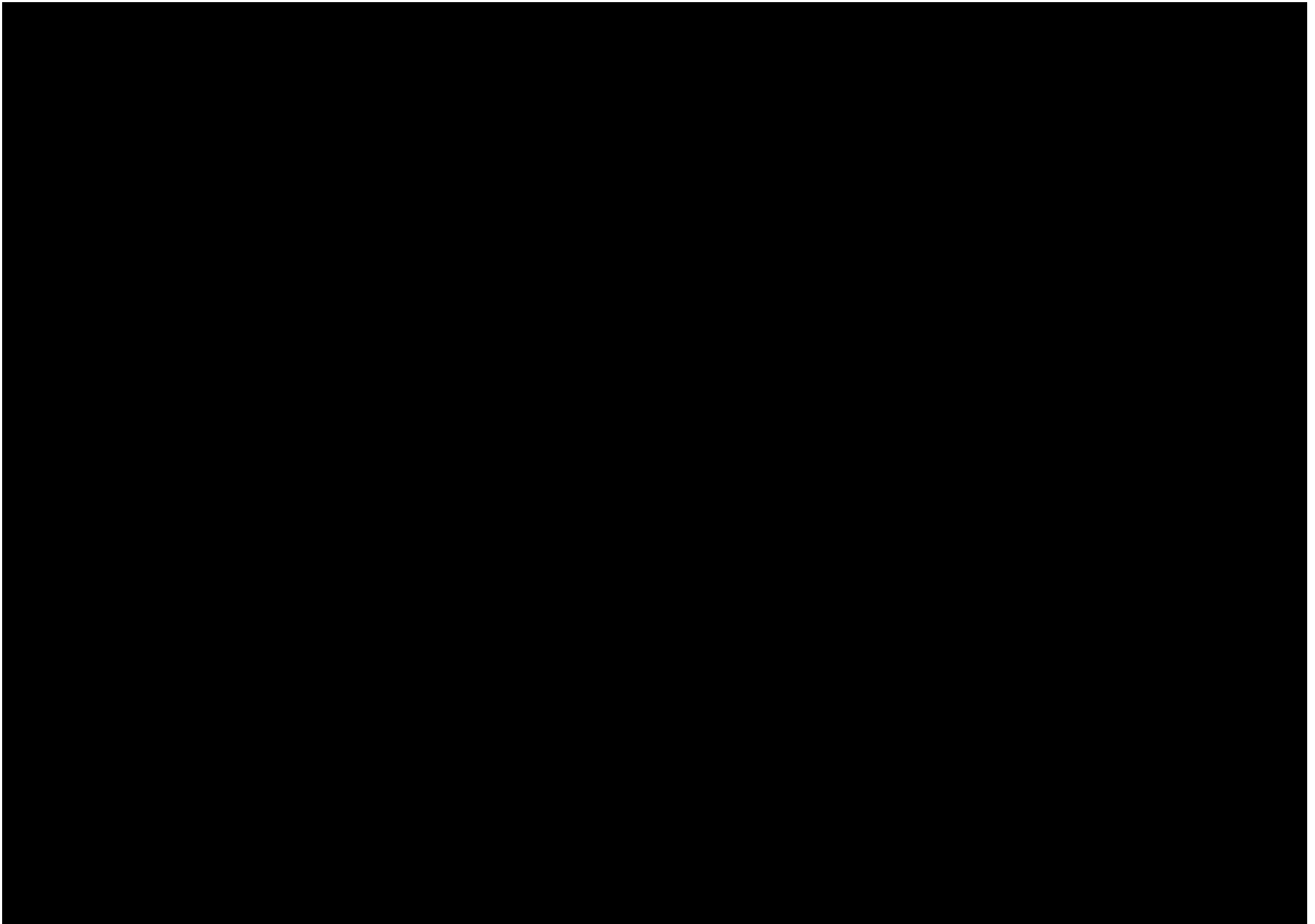


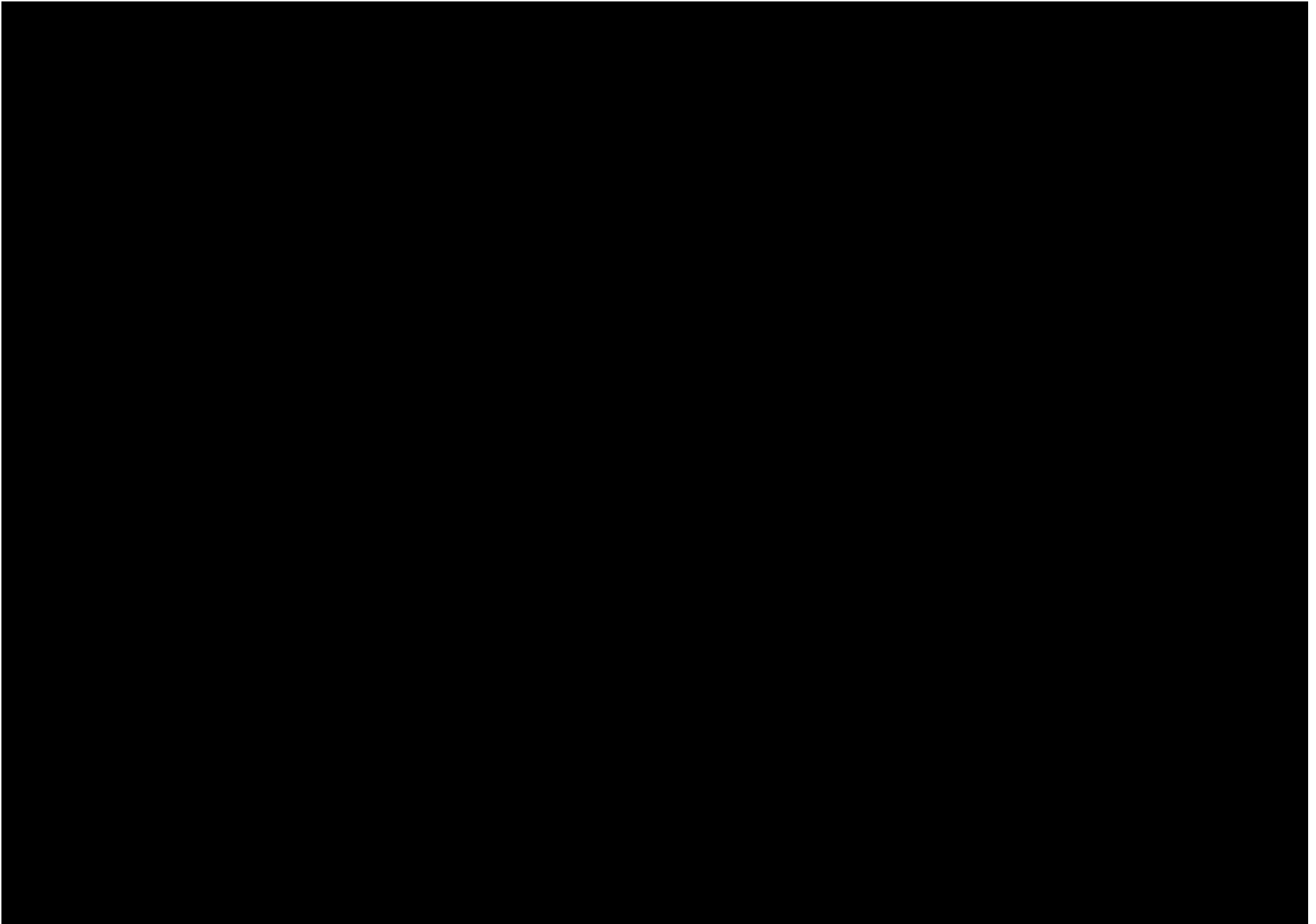


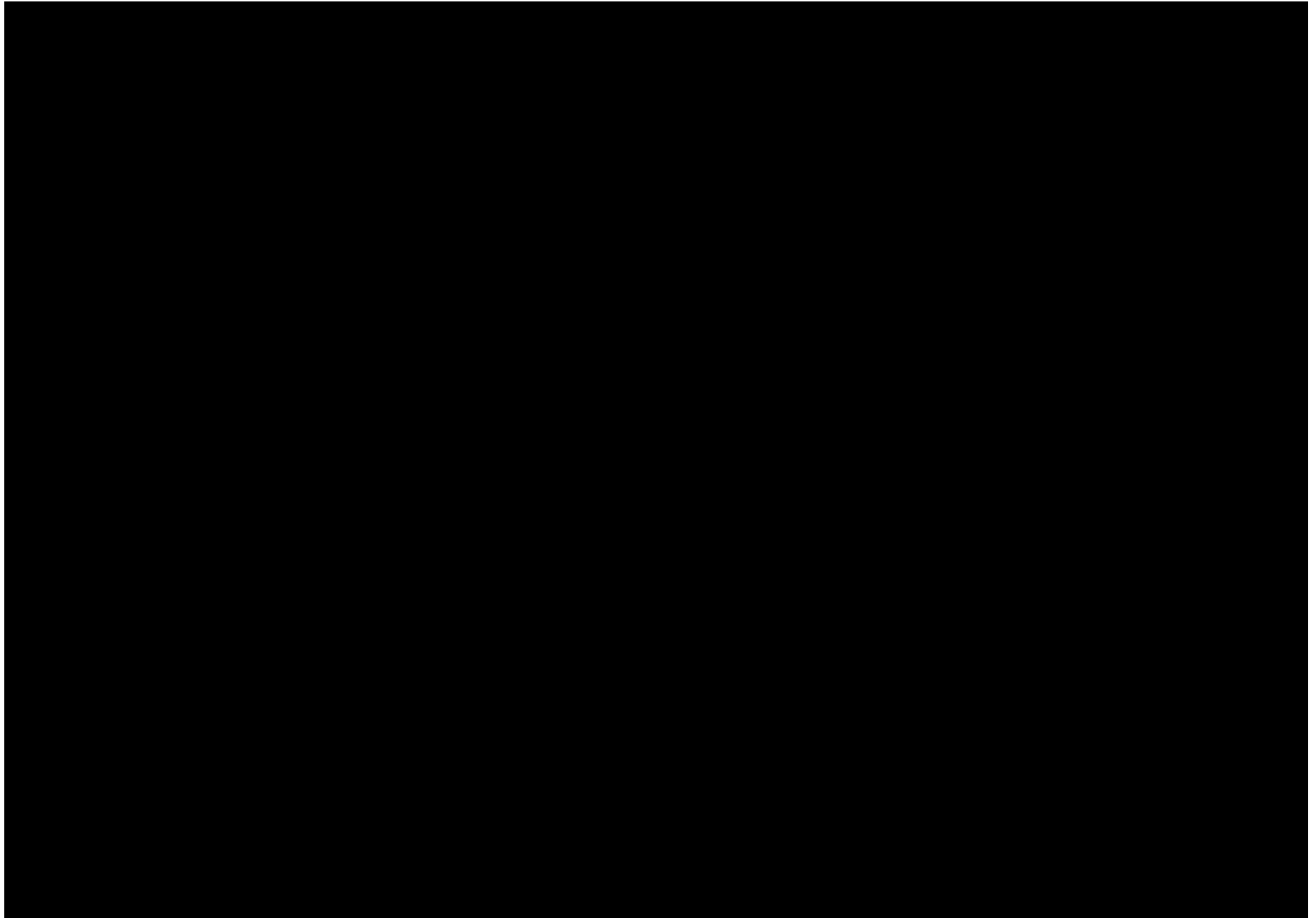


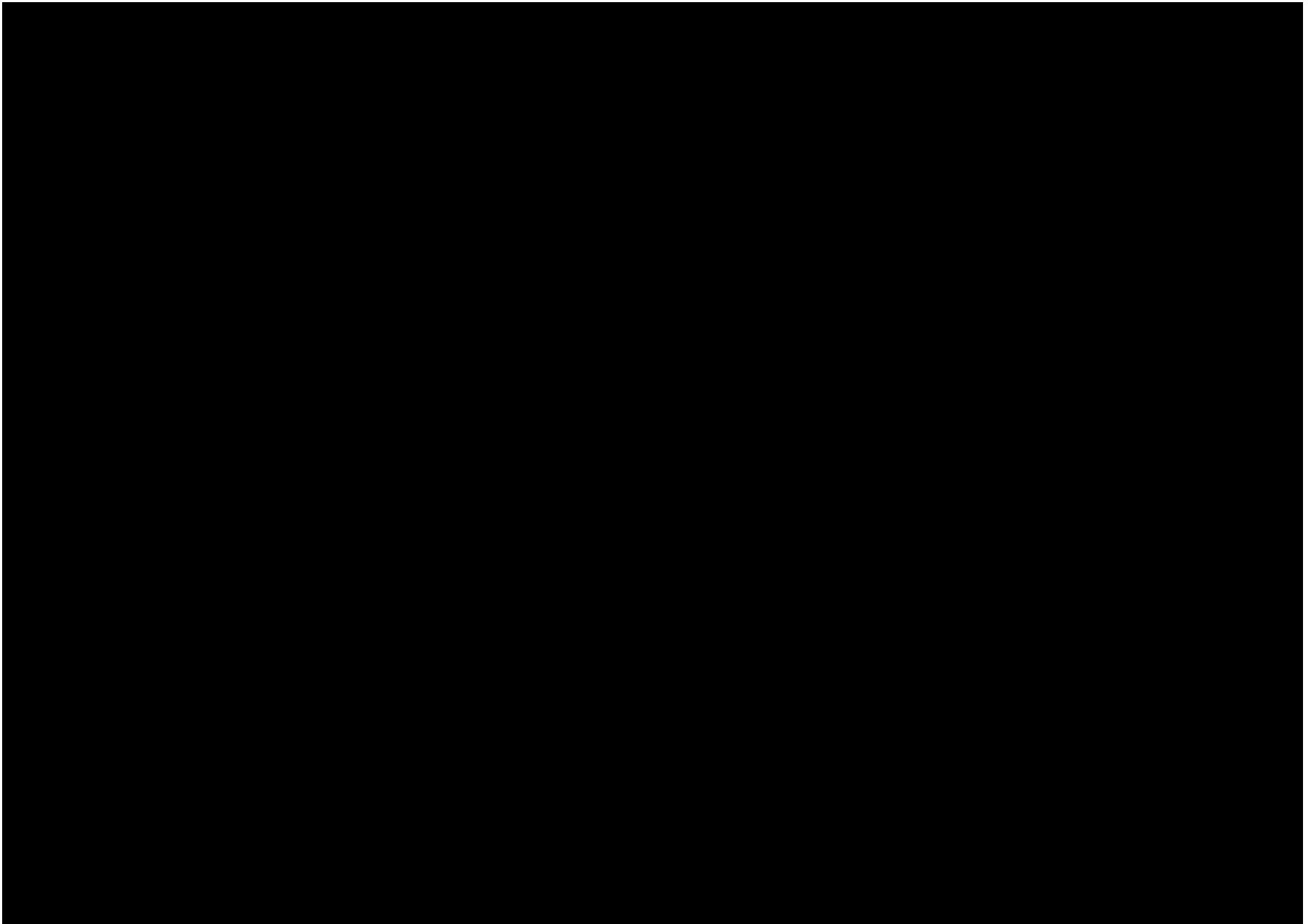


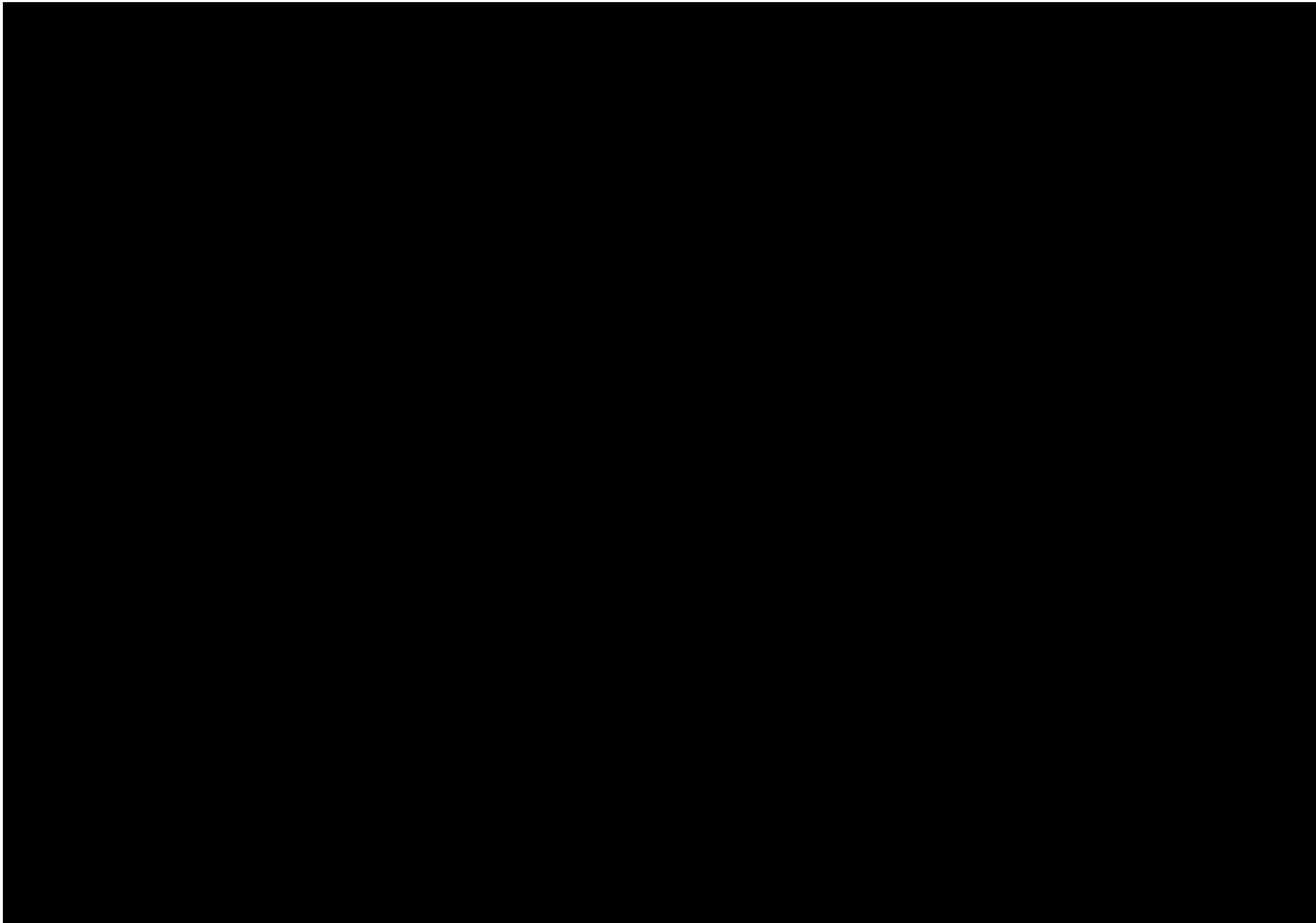


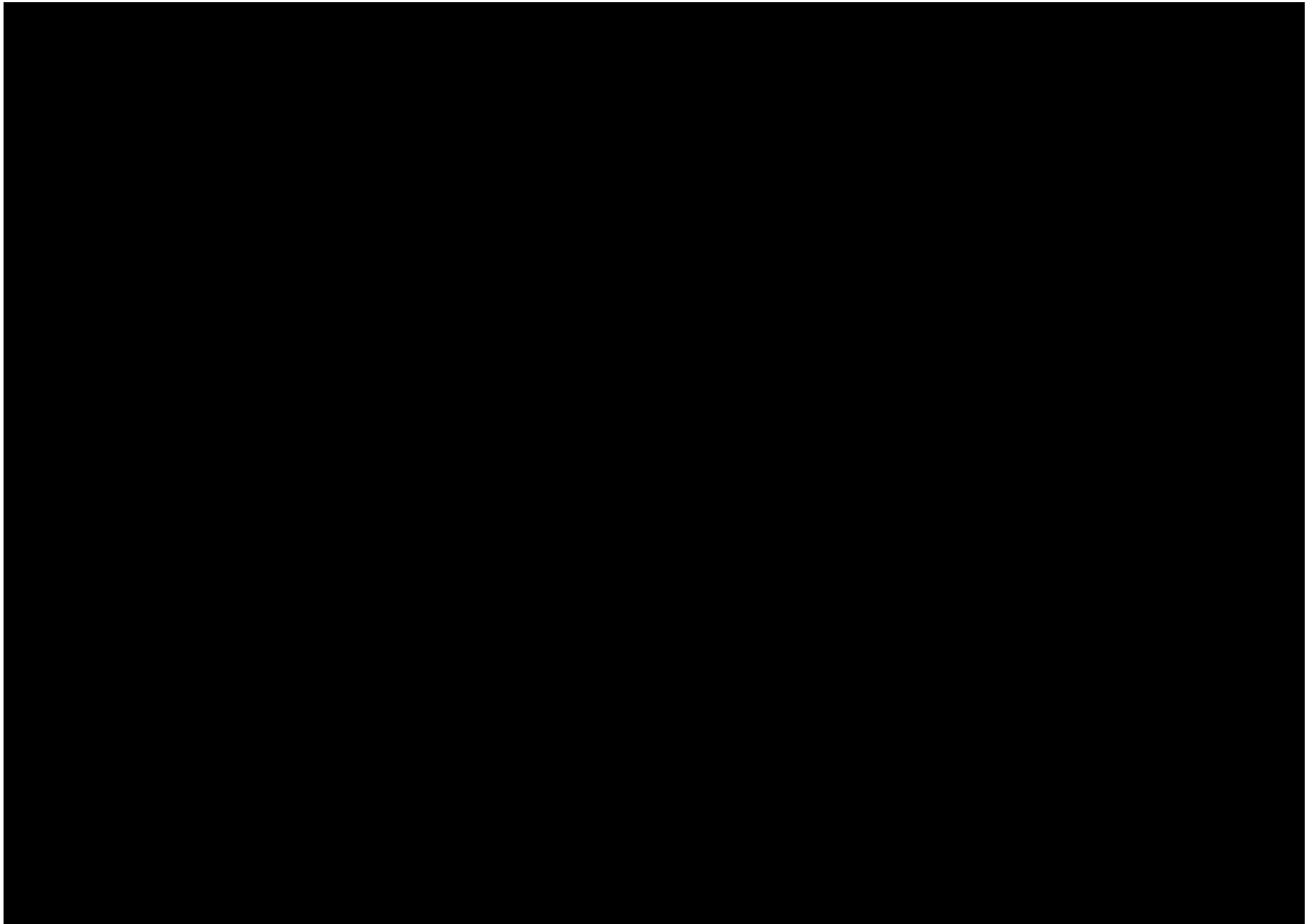




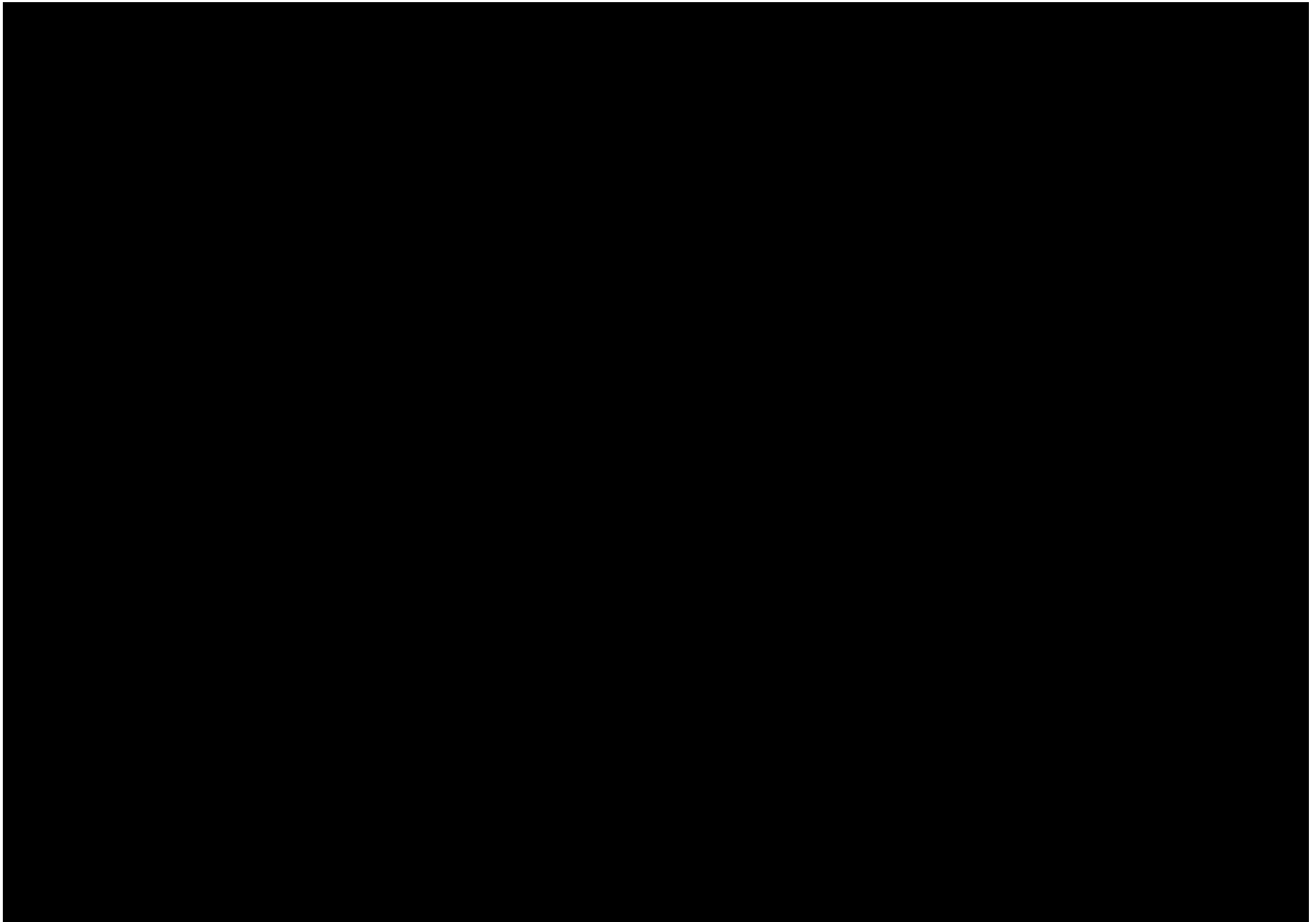




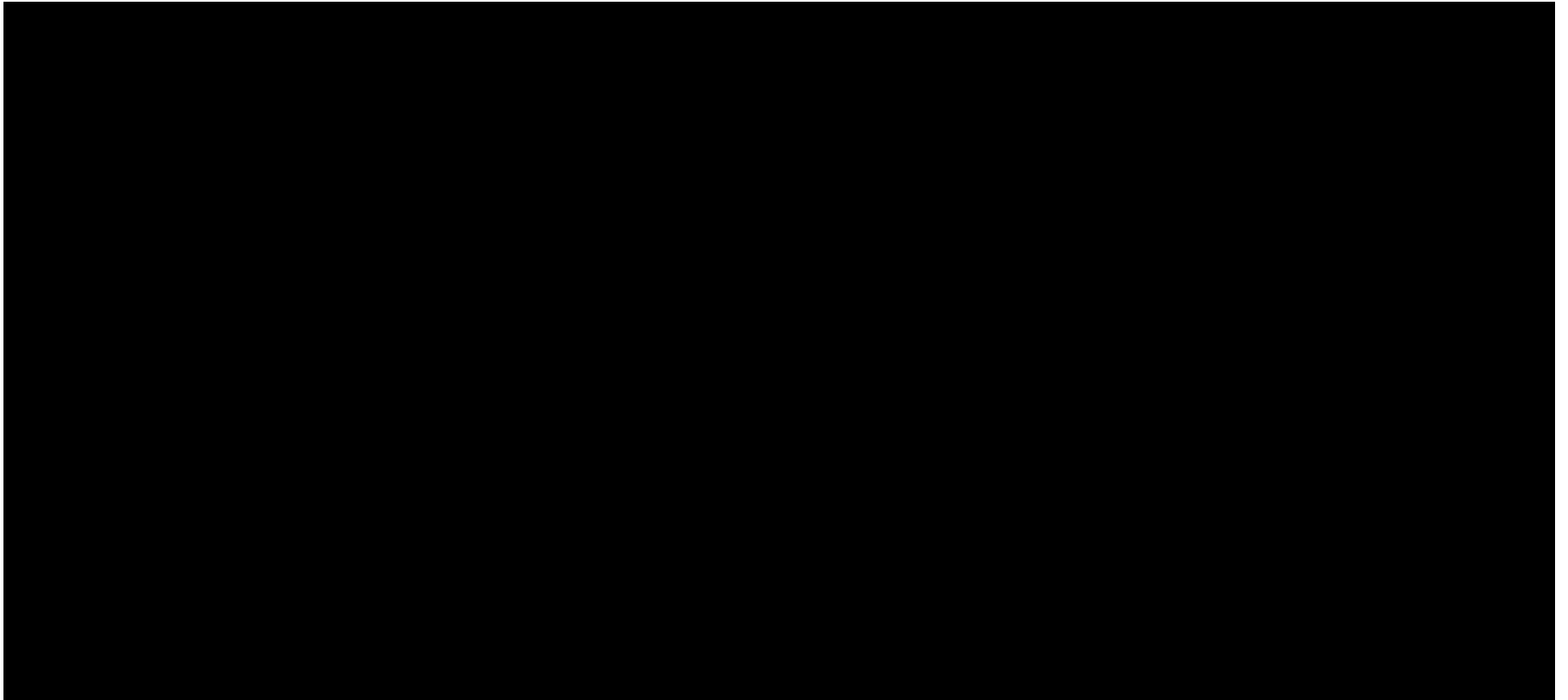












## SECTION 3 OF APPENDIX A TO THE RFP OPERATIONAL PARAMETERS

[REDACTED]

Projections are based on the Sponsors' global wind portfolio comprising over 20,000 MW of successfully operating projects. The rapid maturation of the wind power industry also provides increasingly useful data for predicting planned outages that Mayflower Wind intends to use.

The objectives of the long-term contract align fully with the Project's objective of maximizing generation during peak production periods, which coincide with peak consumption times.

[REDACTED]

[REDACTED]

3.1 Maintenance Outage Requirements – Specify partial and complete planned outage requirements in weeks or days for all generation facilities and associated facilities required for the delivery of energy from the generation facilities to the delivery point. 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).

To maintain a safe Project and maximize total Project availability, Mayflower Wind will implement a complete operations and maintenance (O&M) plan, [REDACTED] Service and maintenance activities related to key Project components, such as the WTGs, [REDACTED] or electrical cables, may require a partial outage of the Project to be conducted safely.

As much as possible, planned maintenance will be undertaken during favorable weather windows when low wind speeds will minimize overall production loss and favorable ocean conditions can ensure safe crew access to equipment being serviced. In scheduling maintenance activities, Mayflower Wind will adhere to all ISO New England Inc. (ISO-NE) outage coordination requirements to minimize the system impacts of necessary outages.

[REDACTED]

Periodic inspections and tests will be conducted for each major component as specified in the O&M plan to ensure all equipment is in safe operating condition in accordance with its specifications. In addition, components that require replacement of consumable materials (for example, lubricants and brake pads) will be scheduled in advance to maximize total Project availability and are considered “planned maintenance activities.” [REDACTED]

[REDACTED]

While WTG maintenance will typically affect only the turbines being serviced, [REDACTED] maintenance may require a more extensive shutdown. [REDACTED]

[REDACTED]

[REDACTED] Maintenance schedules for the offshore and onshore converter stations will be carefully planned and coordinated with ISO-NE to optimize the frequency and duration of outages to limit production loss and ensure stability of the electrical grid.

[REDACTED]

### 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).

Operating constraints and restrictions are imposed on the Project to ensure the safety of personnel and the longevity of the assets. The most relevant constraints and restrictions are WTG operating parameters and maintenance activities, which influence overall performance and/or accessibility of the Project.

3.3 Reliability – Describe how the proposal would provide enhanced electricity reliability to Massachusetts, including its impact on transmission constraints.

The Project will provide enhanced electrical reliability to Massachusetts and ease transmission constraints

Mayflower Wind's Project will further enhance electric reliability for Massachusetts by offsetting demand for natural gas and oil generation that may be vulnerable to gas pipeline constraints and supply constraints, particularly during coldest winter periods.

In its most recent regional electricity outlook, ISO-NE states that competition in the wholesale markets has brought about the shift to cleaner energy more quickly than under a traditional industry model. Since 2000, the share of natural gas generation in ISO-NE has increased from approximately 13 percent to 40 percent.<sup>7</sup> The retirement of nuclear generation units will likely

---

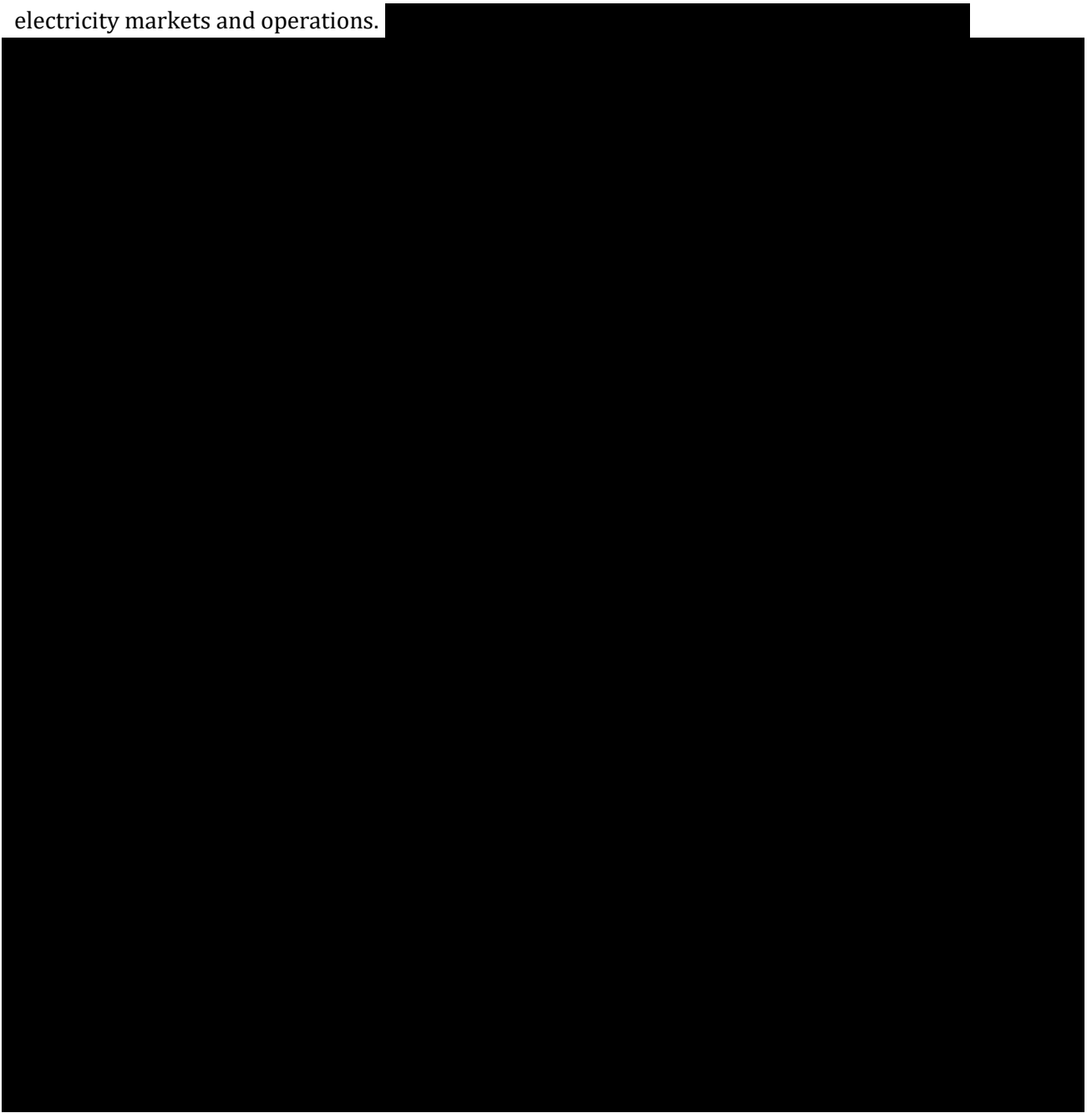
<sup>6</sup> 2021 Power Plan Retirements, ISO New England Inc., 2021

<sup>7</sup> 2020 Regional Electricity Outlook, ISO New England Inc., 2020



result in further reliance on natural gas-fired units. Additionally, Mystic Generating Station, a natural gas power station in Massachusetts, is set to fully retire in 2024, continuing to limit natural gas power supply in the region. As the natural gas pipeline system has not incurred any significant growth during this time, the increase in demand on natural gas supply can be reduced by the proposed Project, simultaneously reducing threats to the reliability of the grid.

As a part of its regional system planning, ISO-NE conducted an economic study in 2019 of the impact of interconnecting 8,000 MW of offshore wind capacity into New England's wholesale electricity markets and operations.



---

<sup>8</sup> 2019 Economic Study: Evaluation of Offshore Wind Integration, ISO New England Inc., June 30, 2020

[REDACTED]

[REDACTED] these results show that the Mayflower Wind Project will provide enhanced electricity reliability to Massachusetts, including a positive impact on relieving transmission constraints.

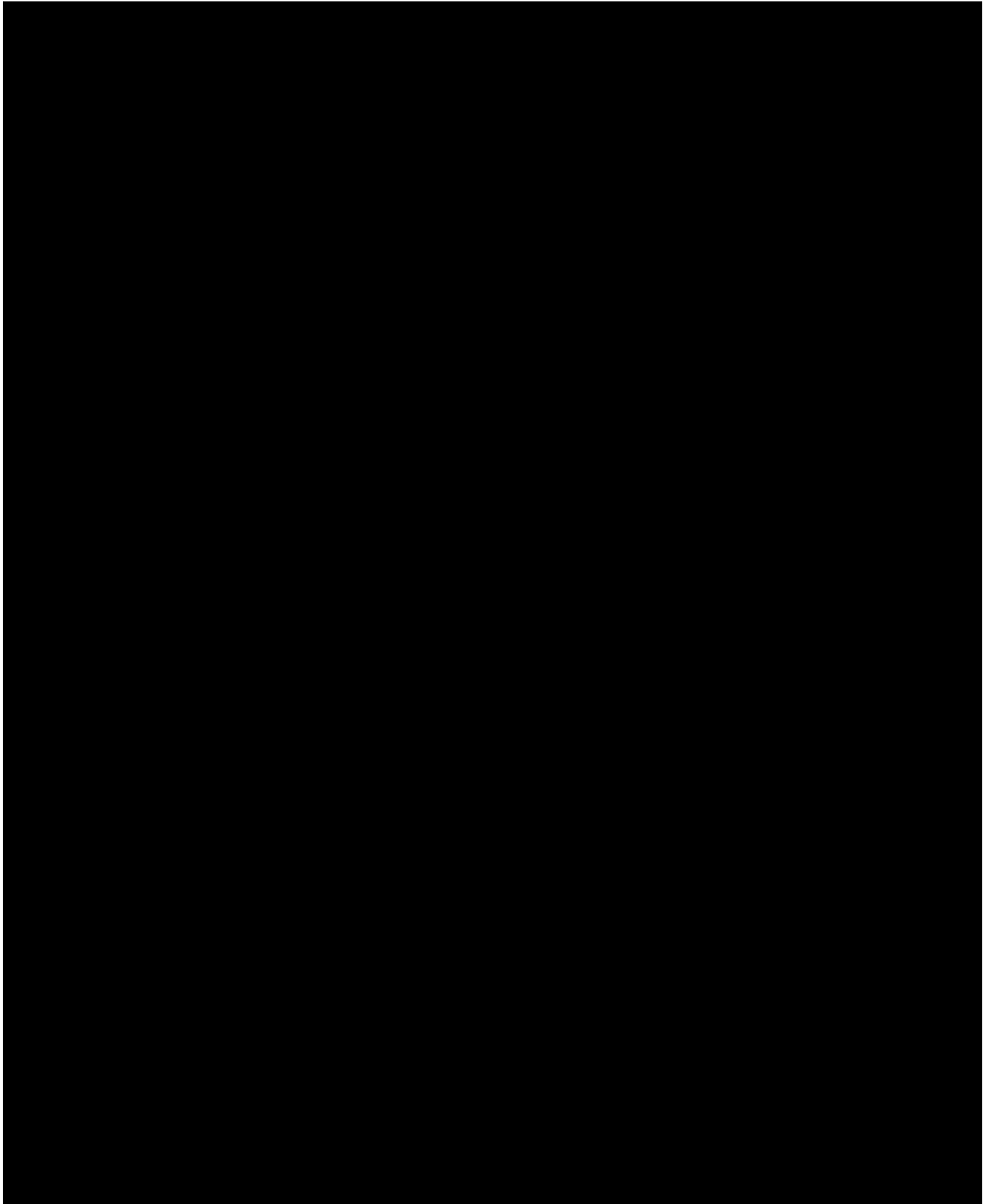
[REDACTED]

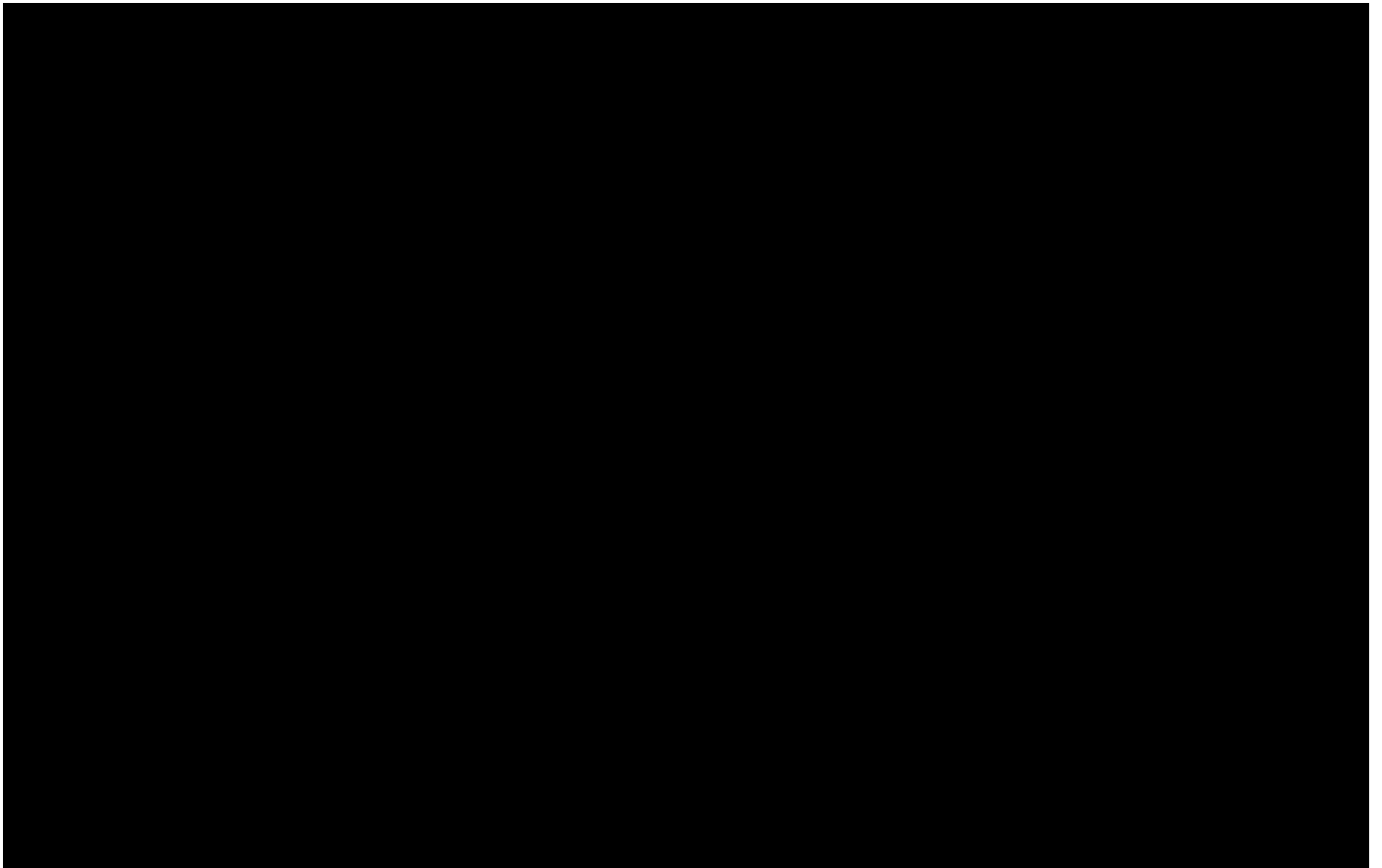
3.4 Moderation of System Peak Load – Describe how the proposal would contribute to moderating system peak load requirements and provide the following information:

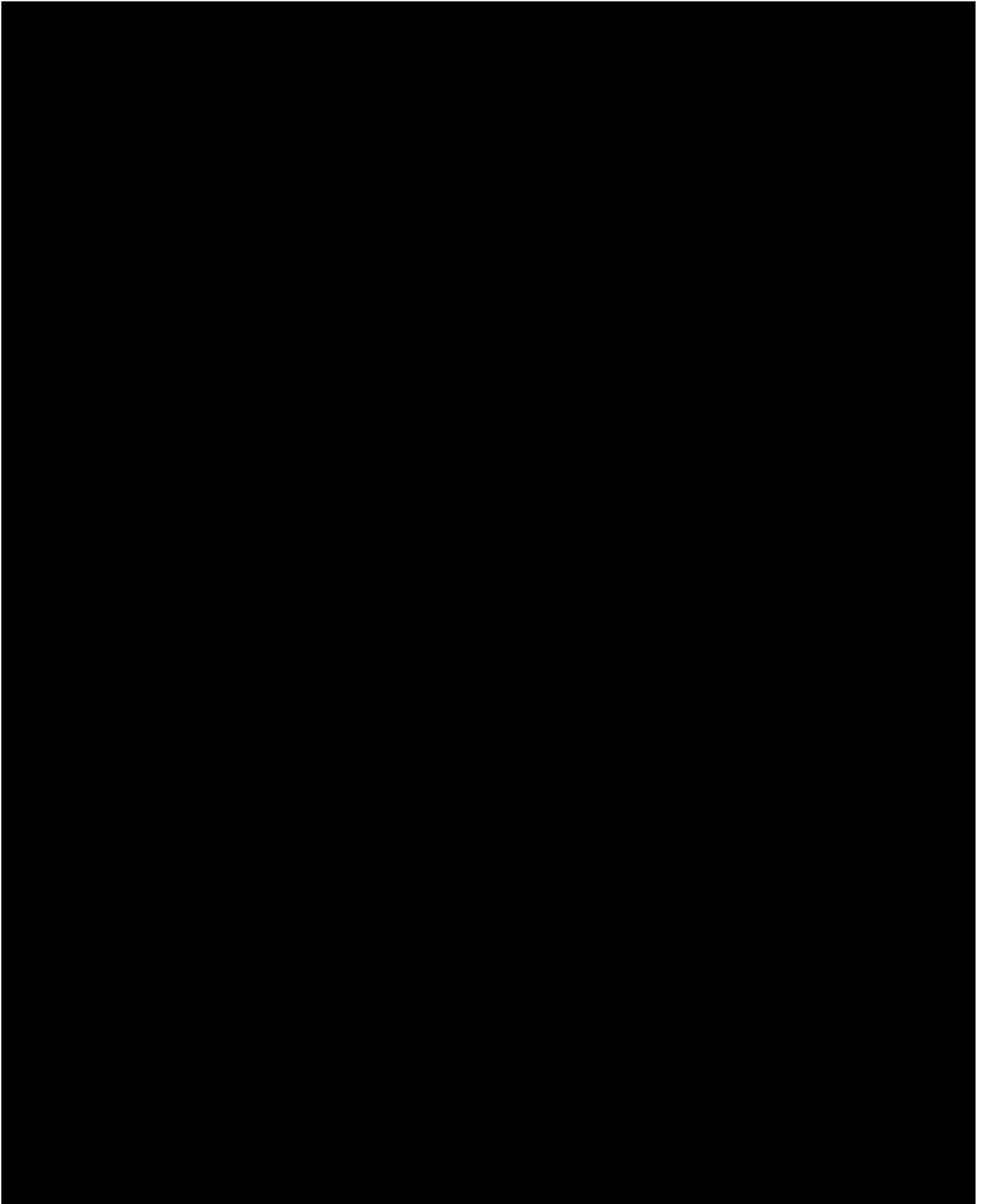
- i) Estimated average output for each summer period (June- September) from 3:00 – 7:00 pm
- ii) Estimated average output for each winter period (October-May) from 4:00 – 9:00 pm

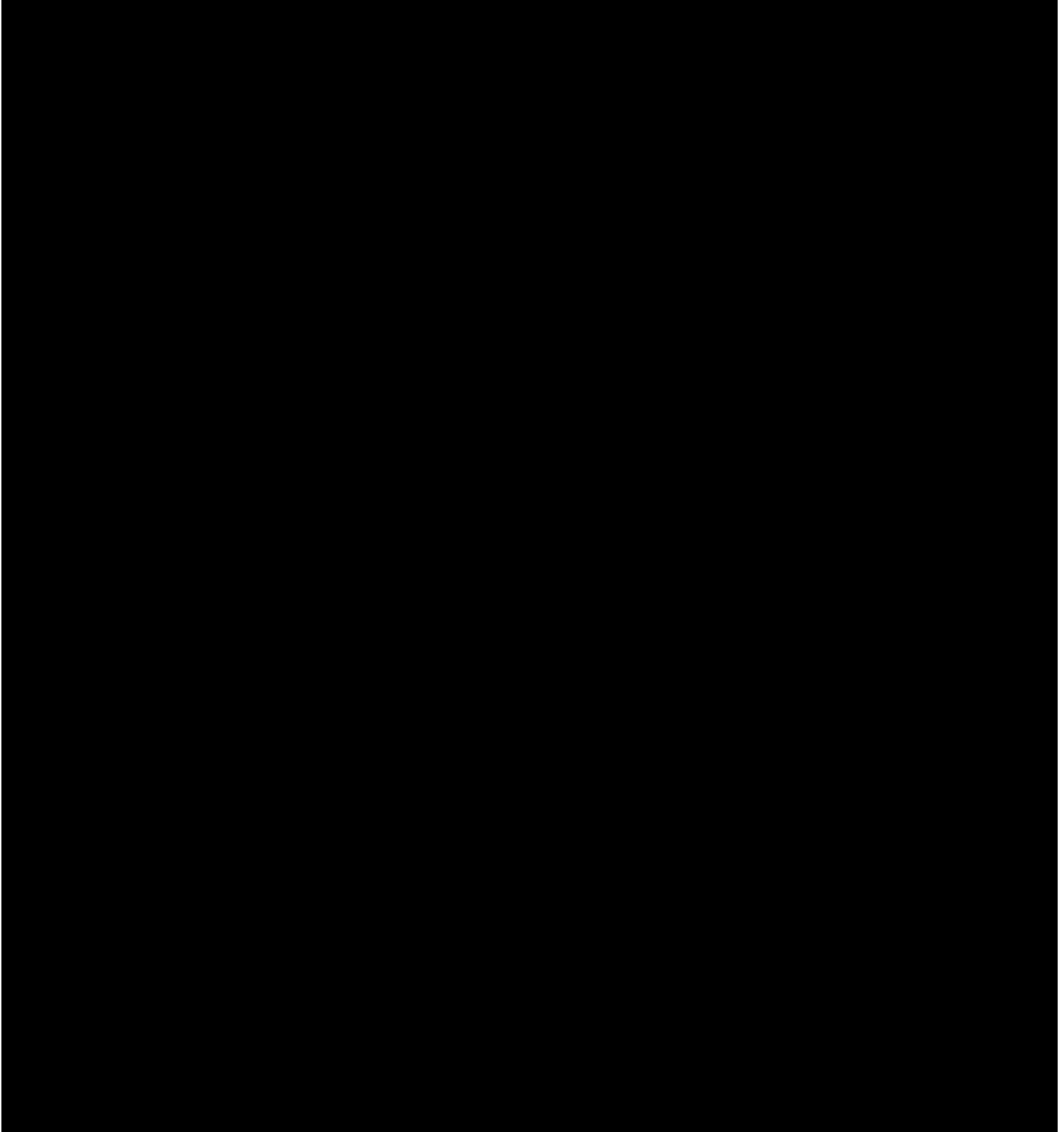
The Project is projected to generate significant energy output during all seasons of the year and hours of the day, with maximum generation during winter. The Project's average output, as with all wind projects, will vary daily and seasonally subject to changes in the wind resources characteristics across the region.

[REDACTED]











In addition to the economic benefits that could be provided during winter price spikes,

the  
Project will ease the demand on fuel-dependent resources and improve the ability of the system to reliably meet the load.

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

- 4.1 For Eligible Facilities, the bidder is required to provide an energy resource plan and a production/delivery profile for its proposed project, including supporting documentation. The energy resource and profile information should be consistent with the type of technology/resource option proposed and the term proposed. Bidders should respond to all information requests which are relevant to the bid in a timely manner.

The Project will use wind as its generation resource. [REDACTED]

[REDACTED] The energy resource and profile information presented here are fully consistent with the type of technology, resources, and terms being proposed by Mayflower Wind.

[REDACTED]

Mayflower Wind installed a floating metocean buoy equipped with a light detection and ranging (LiDAR) system [REDACTED]. The data collected from the metocean buoy are being used to accurately characterize the site wind and wave conditions. The collected data are verified against long-term climate models and data sets collected from nearby weather buoys and shore-side installations in order to confirm its accuracy. The data collected on site are being used in the design process and for development of the Project's logistics, construction, and operational plans.

Floating LiDAR has become the worldwide standard for collection of wind and wave data on offshore project sites. Certification and calibration of floating LiDAR systems follows a well-defined and robust process to ensure the equipment is accurately measuring site data and is verified by independent certification agencies. The confidence in floating LiDAR systems is further evidenced by its acceptance by financial institutions that have relied upon the collected data for financing offshore wind projects in Europe, Asia, and U.S.



In addition to the data collected by the floating LiDAR installed in the Mayflower Wind Lease Area, Mayflower Wind also uses data collected [REDACTED]

[REDACTED]

[REDACTED]

This combined data set is used to confirm the long-term accuracy of the wind speed estimates in the Mayflower Wind Lease Area. [REDACTED]

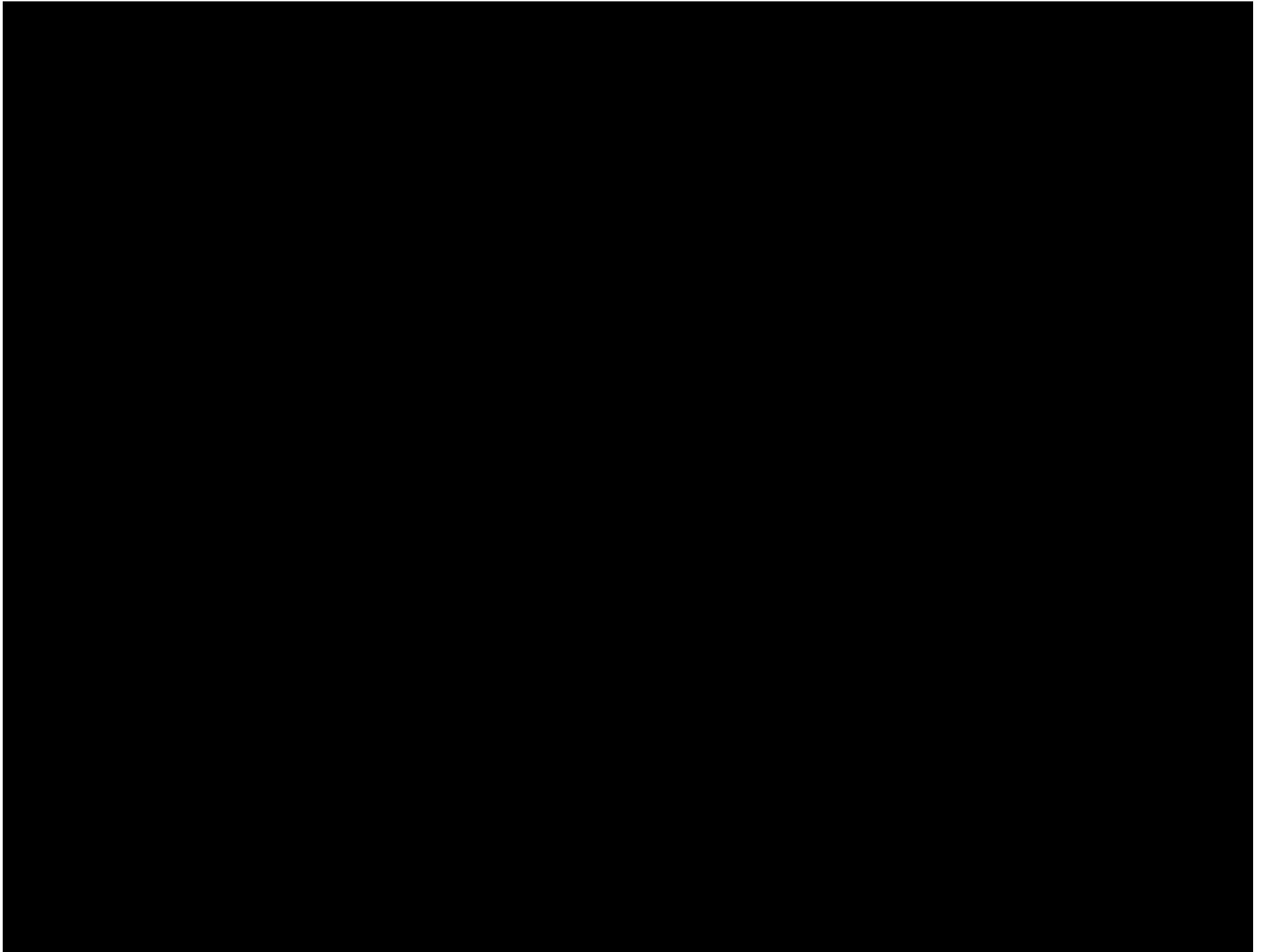
[REDACTED]

Describe any additional wind data collection efforts that are planned or ongoing.

[REDACTED]

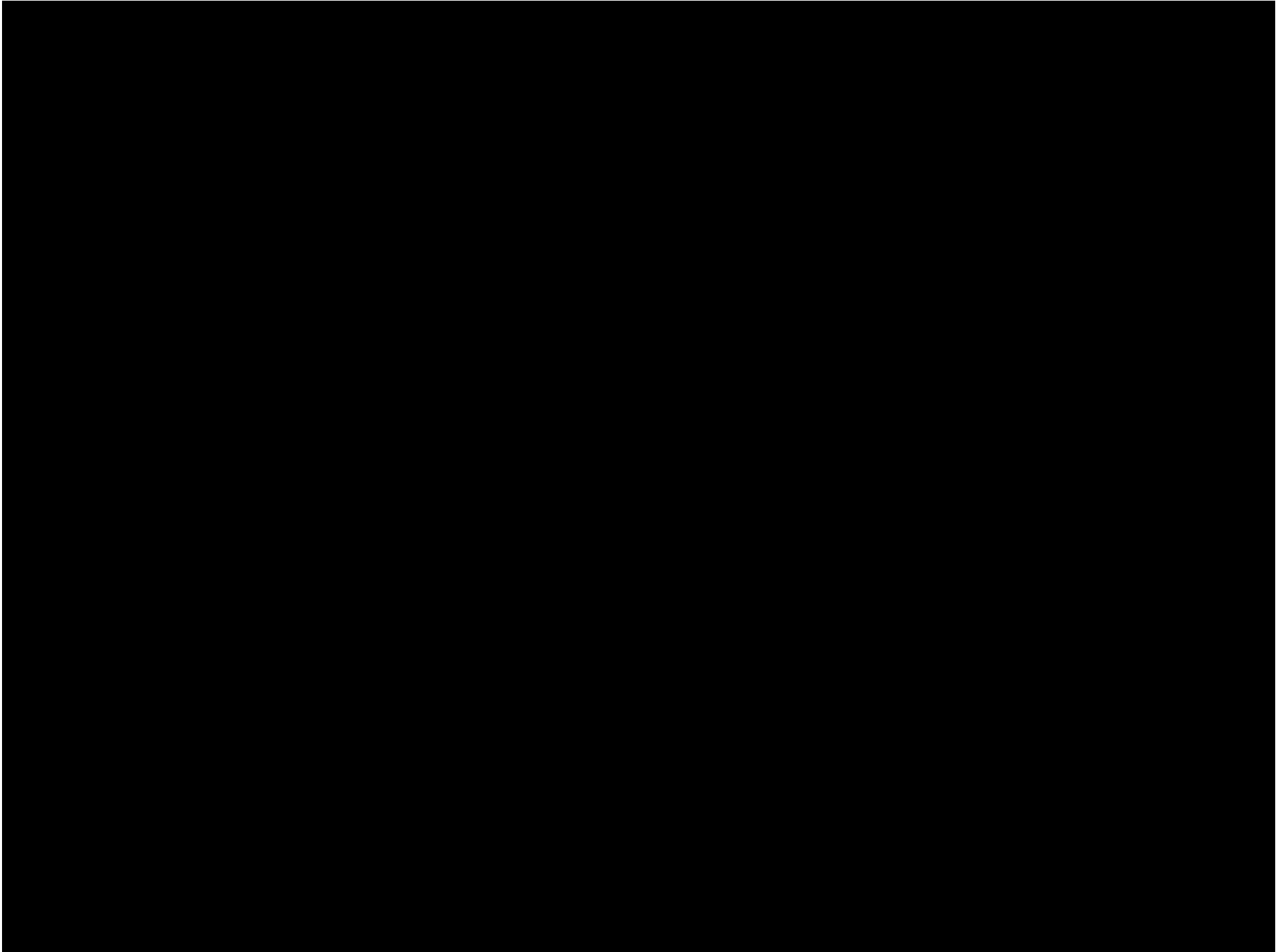
The two-year campaign duration is an industry standard and ensures accurate characterization of lease area wind and metocean conditions. The floating LiDAR buoy provides a continuous wind time series and metocean data that are utilized to characterize the wind and metocean conditions in the Mayflower Wind Lease Area. The data collected from the metocean buoy will provide site specific data that will be supplemented by existing wind and metocean measurement data from nearby metocean stations.

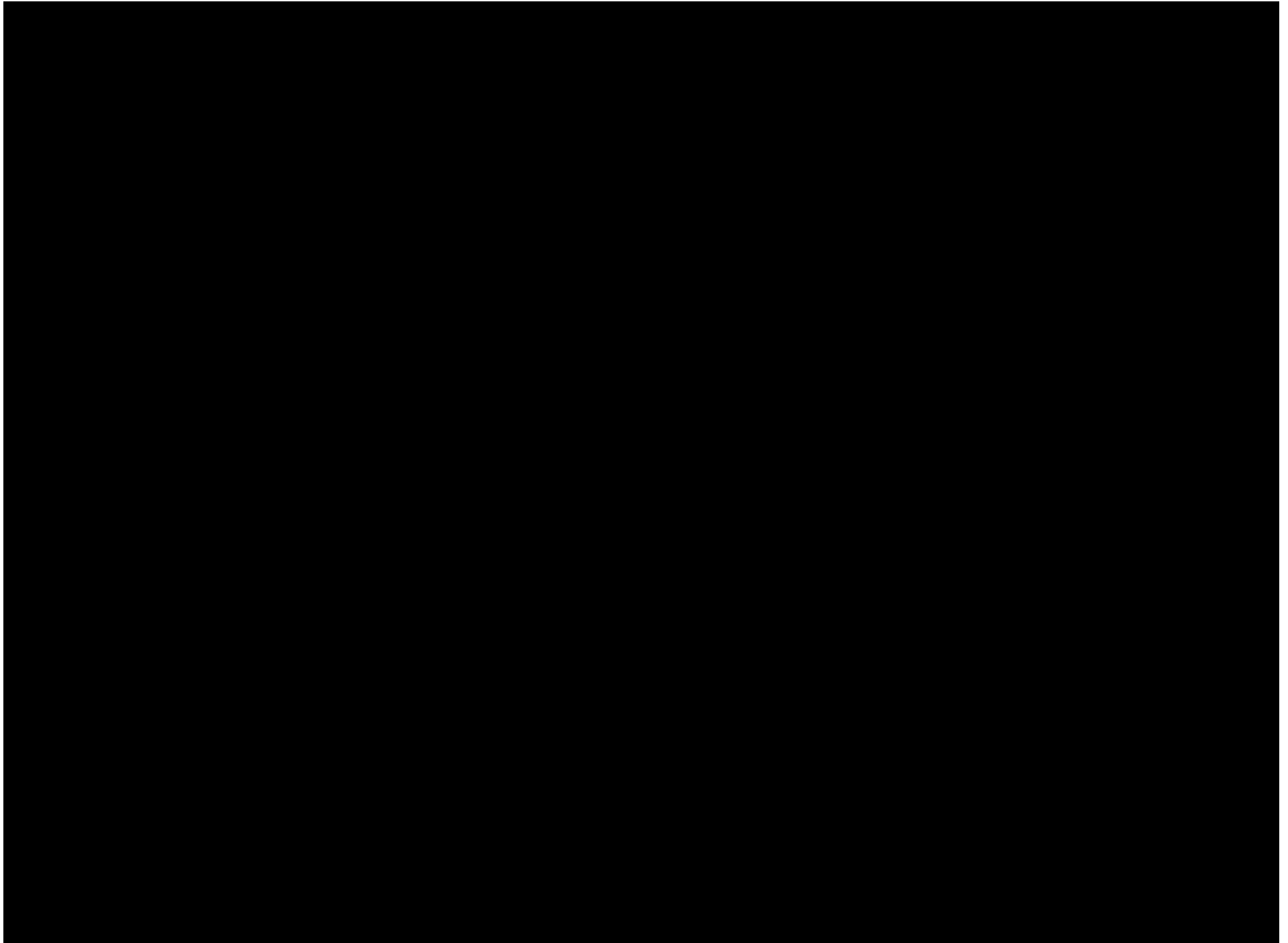
[REDACTED]

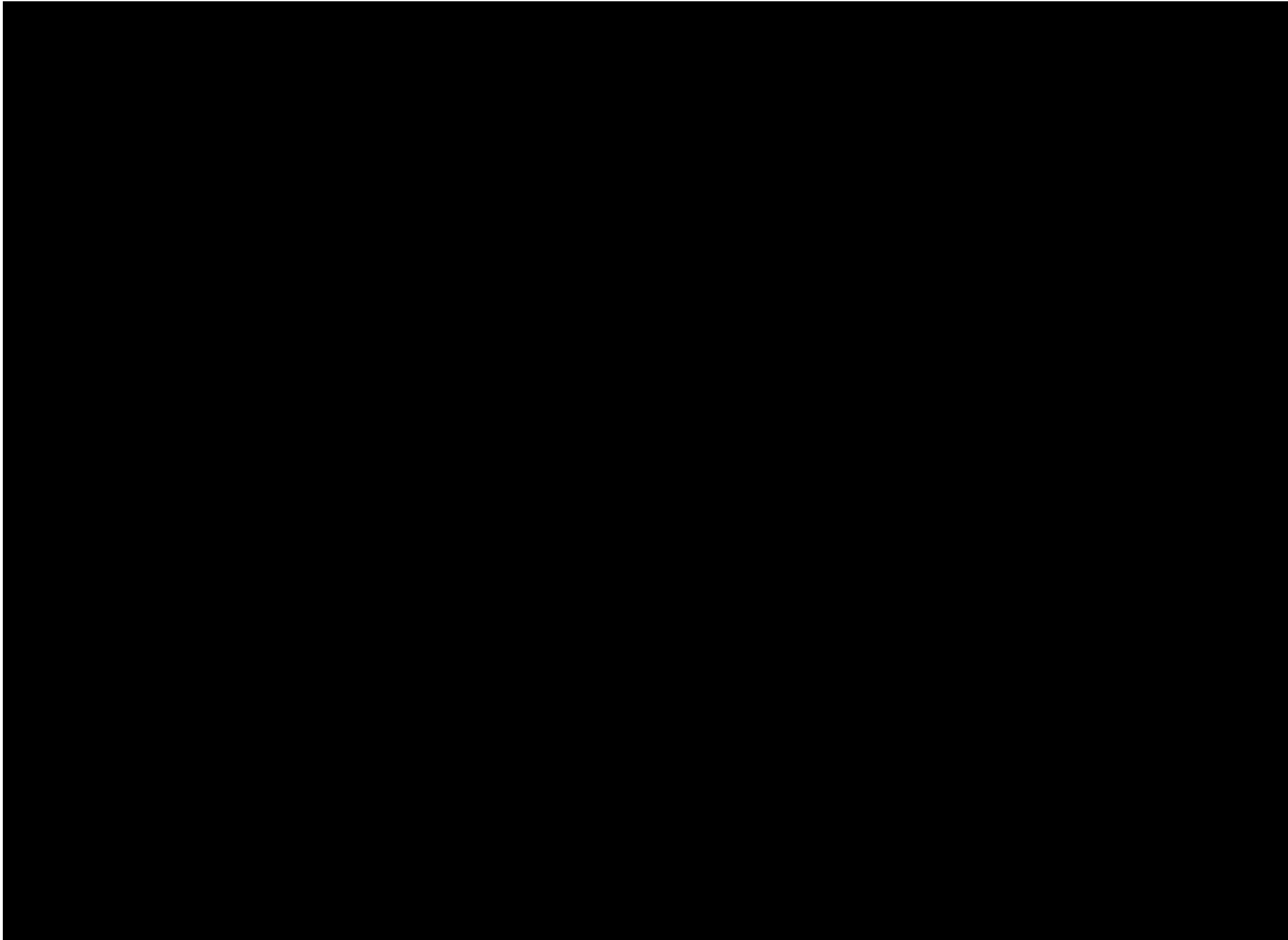


In addition to the data collected by the Project's LiDAR buoy, Mayflower Wind will continue to use data from the WHOI ASIT LiDAR. In combination, these data sets reduce net production uncertainty and provide a highly accurate and reliable assessment of the Project's generation capability.

Provide (a) at least one year of hourly wind resource data. Real Data collected from the site is preferred, though projected data is permissible. Methodology must also be included. and (b) a wind resource assessment report for the proposed facility 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 (hourly 8760 data profile and a 12 x 24 energy projection) at both P50 and P90 levels.



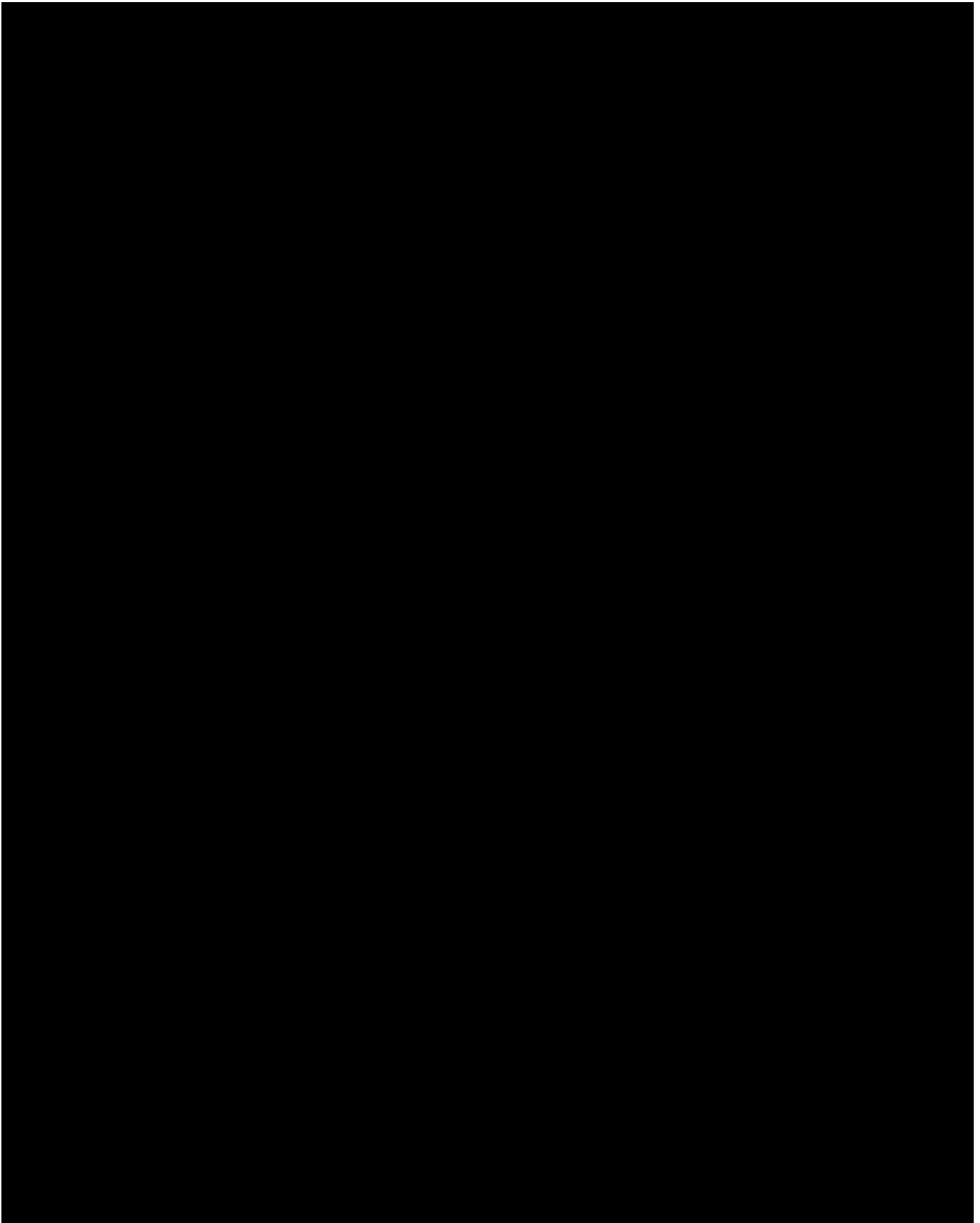


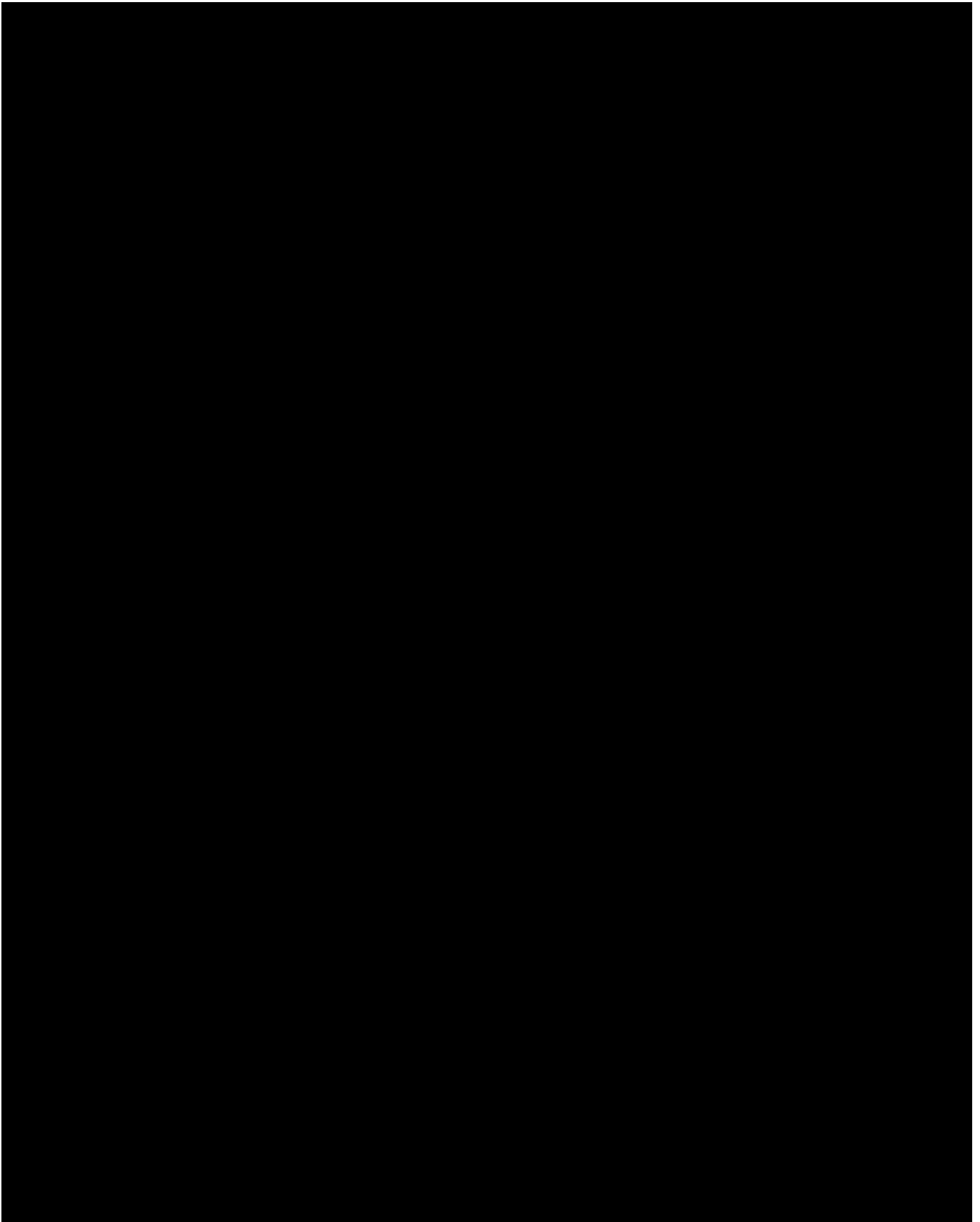


Provide a site-adjusted power curve. Each curve should list the elevation, temperature and air density used.

Identify the assumptions for losses in the calculation of projected annual energy production, including each element in the calculation of losses.





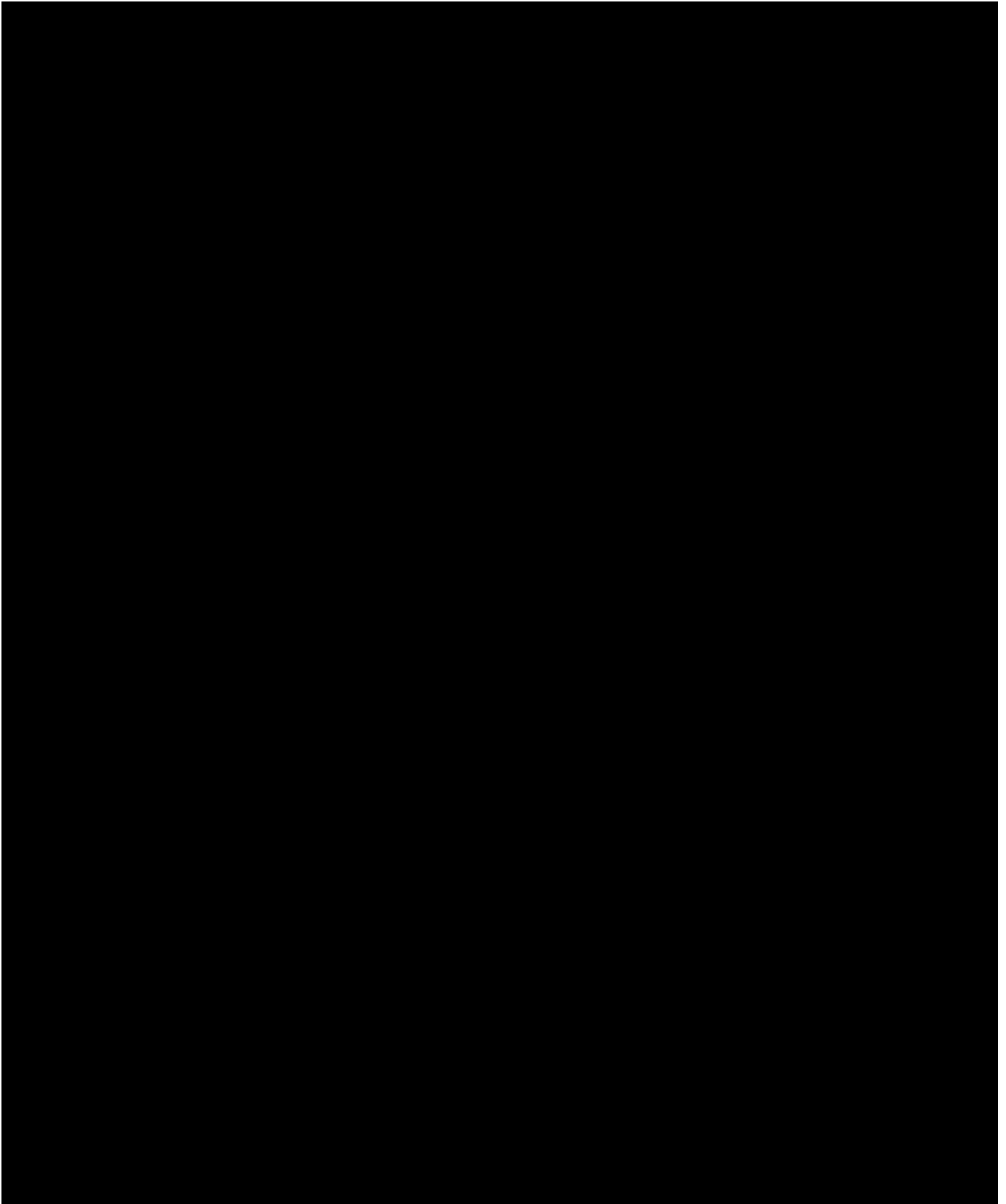


#### 4.2 Offshore Wind Energy Generation Delivery Plan

Please provide an energy delivery plan and a production/delivery profile for the proposed project, including supporting documentation. The energy delivery plan and production/delivery profile must provide the expected Offshore Wind 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 Bids and 2.2.1.7 Capacity Requirements, and 2.2.1.8 Interconnection and Delivery Requirements of the RFP. Such information should be consistent with the energy resource plan and production/delivery profile provided above and also considering any and all constraints to physical delivery into ISO-NE.

Mayflower Wind, or its assigned agent as Lead Market Participant, will schedule and deliver its energy into the ISO New England Inc. (ISO-NE) system [REDACTED]

[REDACTED] The Project will interconnect to the ISO-NE system under the Capacity Capability Interconnection Standard (CCIS). [REDACTED]



- 4.3 Please provide documentation and information demonstrating that the project will Deliver GIS Certificates representing those RECs and any other Environmental Attributes, as applicable. Please describe whether transfer of all GIS Certificates is authorized under the current ISO-NE GIS rules and protocols, or if a rule or protocol change is required. To the extent such change is required, please provide details regarding the proposal and the process for implementing the change.

Mayflower Wind will harness wind energy to generate electricity without carbon emissions, enabling the Project to deliver Generation Information System (GIS) Certificates representing Renewable Energy Certificates (RECs) and other Environmental Attributes, as described and documented below, without any change required to the current ISO-NE GIS rules and protocols.

As a “New Class I Renewable Portfolio Standard Eligible Resource” under Massachusetts General Laws (MGL) c. 25A § 11F and 225 Code of Massachusetts Regulations (CMR) 14.00, all non-electricity benefits generated by the Mayflower Wind Project will be captured by RECs and other environmental attributes (for example, Clean Peak Energy Certificates [CPECs]), throughout the lifetime of the Project

#### 4.4 Energy Storage System Operations (if applicable)

PROJECT SUMMARY: Please provide the following:

Identify if New or Existing Facility, or an upgrade to Existing Facility: \_\_\_\_\_

Technology Type

Point of Interconnection

Deliverability Restrictions (if any)

Nameplate MW AC (at 100% project completion)

Net Contract MW AC (at 100% project completion)

Storage Energy (MWh)

Discharge Duration (hours)

Full Duty Cycle Efficiency (%)

Required Cycles per year/per day

Expected annual capacity degradation (%)

Specific Battery Chemistry (if applicable)

Describe the operation of the proposed Energy Storage System: (i.e. run hour limitations, ramp rates, spinning reserves, regulation up, regulation down). Please provide proposed operational management terms that memorialize the operational commitments of the facility.

Describe the location of the Energy Storage System, the anticipated interconnection point, and the value of the relative proximity of the system to the Offshore Wind Energy Generation facility, including any decreased risk of curtailment and/or deferred investment for the Offshore Wind Energy Generation Facility

Describe the proposed technology and equipment manufacturer by name and model (include inverter characteristics if applicable).

Describe the viability and operational reliability of the proposed technology and track record of the manufacturer.

Provide examples of similar applications of the same size and scope.

Please provide an energy delivery plan and production/delivery profile for the proposed project, including supporting documentation. This documentation may be either an hourly storage use schedule separately from the hourly wind production/delivery schedule, or the following parameters of the storage technology that will be used in conjunction with the bid: Charge rate (MW), Discharge rate (MW), Storage capacity (MWh), Round-trip efficiency (%). The energy production/delivery profile must provide the expected Offshore Wind Energy Generation to be delivered into the ISO-NE market settlement system by the Energy Storage System and permit the Evaluation Team to determine the reasonableness of your projections. 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.

Describe the operation of the Energy Storage System as it relates to ISO-NE's implementation of FERC order 841, including whether the proposed Energy Storage System will be classified as a Binary Storage Facility or Continuous Storage Facility, the designation of the ISO-NE Markets that the Energy Storage System would participate in, and the plan to operate in multiple ISO-NE Markets.

Please list all anticipated revenue streams associated with the Energy Storage System

For existing facilities,

- describe existing operations, revenues, and participation in ISO-NE Markets
- describe any planned changes in operation, participation in ISO-NE Markets, and revenue streams

Please describe (a) (i) the specific services and/or products that will be provided to the Distribution Companies due to the proposed operation of the Energy Storage System under your proposal and (ii) the specific costs to be paid by the Distribution Companies through the power purchase agreement for such services and/or products and (b) a statement of how the proposal complies with RFP requirements.

Please describe any additional benefits the Energy Storage System may provide not captured in the benefits provided through the operational commitments, including but not limited to,

- any non-monetizable benefits including but not limited to price changes in capacity and ancillary services markets, reduction in future market needs such as reserves or

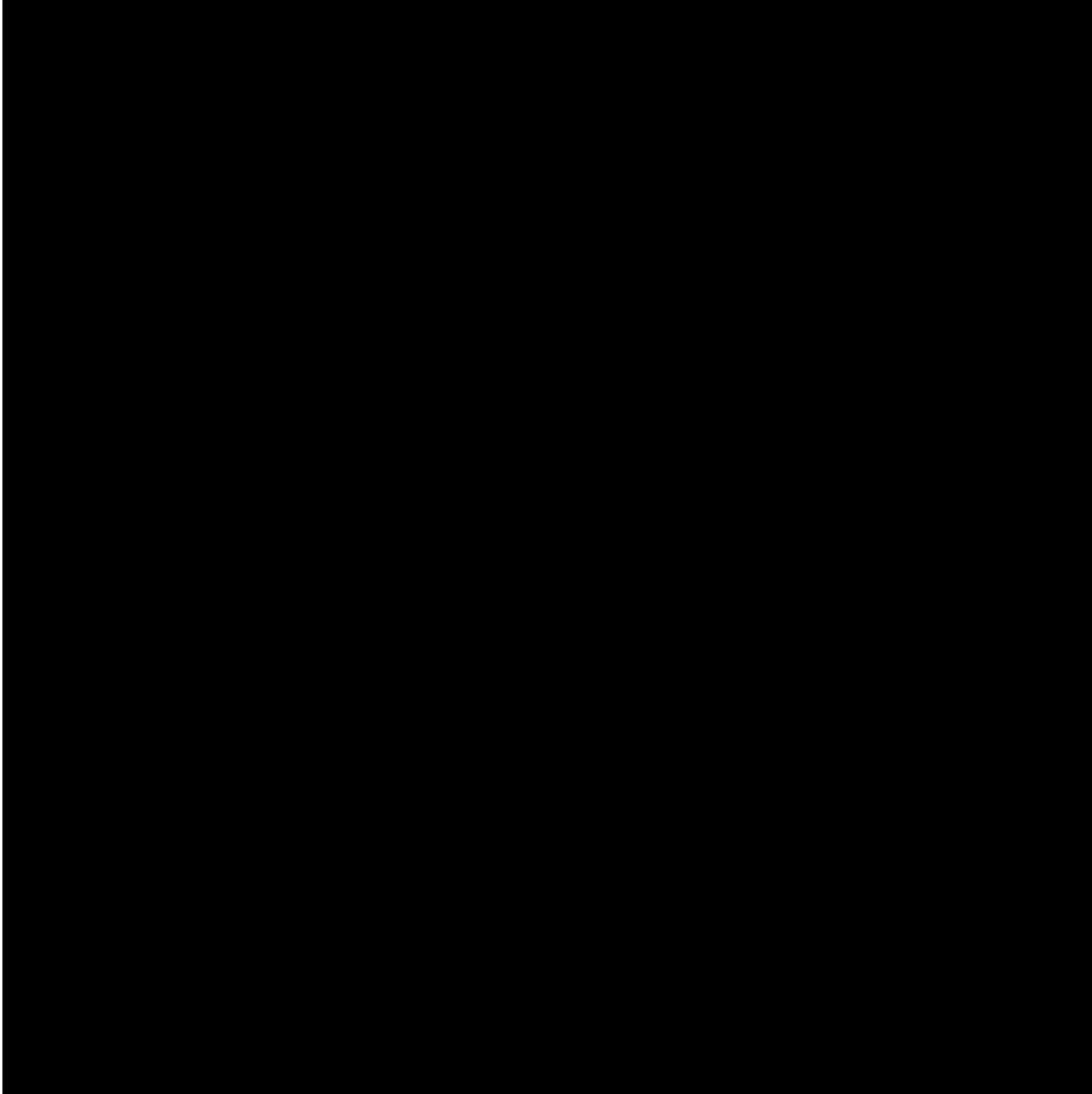
ramping, and increased capacity rating for Offshore Wind Energy Generation facility

- Emission reductions associated with the operation of the Energy Storage System and providing emission-free resources to the ancillary service markets including reserves and frequency regulation
- Value of procuring the Energy Storage System at the same time and as paired with the Offshore Wind Energy Generation facility



## **SECTION 5 OF APPENDIX A TO THE RFP FINANCIAL/LLEGAL**

The experience, credibility, and financial strength of our Sponsors and their parent corporations and affiliates—Shell New Energies US LLC (Shell, Shell New Energies, Shell Renewables and Energy Solutions) and OW North America LLC (Ocean Winds), a joint venture (JV) of subsidiaries of EDPR and ENGIE—are the ultimate guarantor of the Mayflower Wind Project’s financial viability.



[REDACTED]

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

- 5.1 Please submit information and documentation that demonstrates that a long term contracts 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.

The cornerstone of Mayflower Wind's financing plan is to secure a long-term power purchase agreement (PPA) from the electric distribution companies, guaranteeing the predictable revenue that is essential to secure competitive financing terms.

[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.

Mayflower Wind Energy LLC (Mayflower Wind) is a limited liability company organized under the laws of the State of Delaware. Mayflower Wind is a 50-50 JV between Shell New Energies, a limited liability company organized under the laws of the State of Delaware, and OW North America LLC



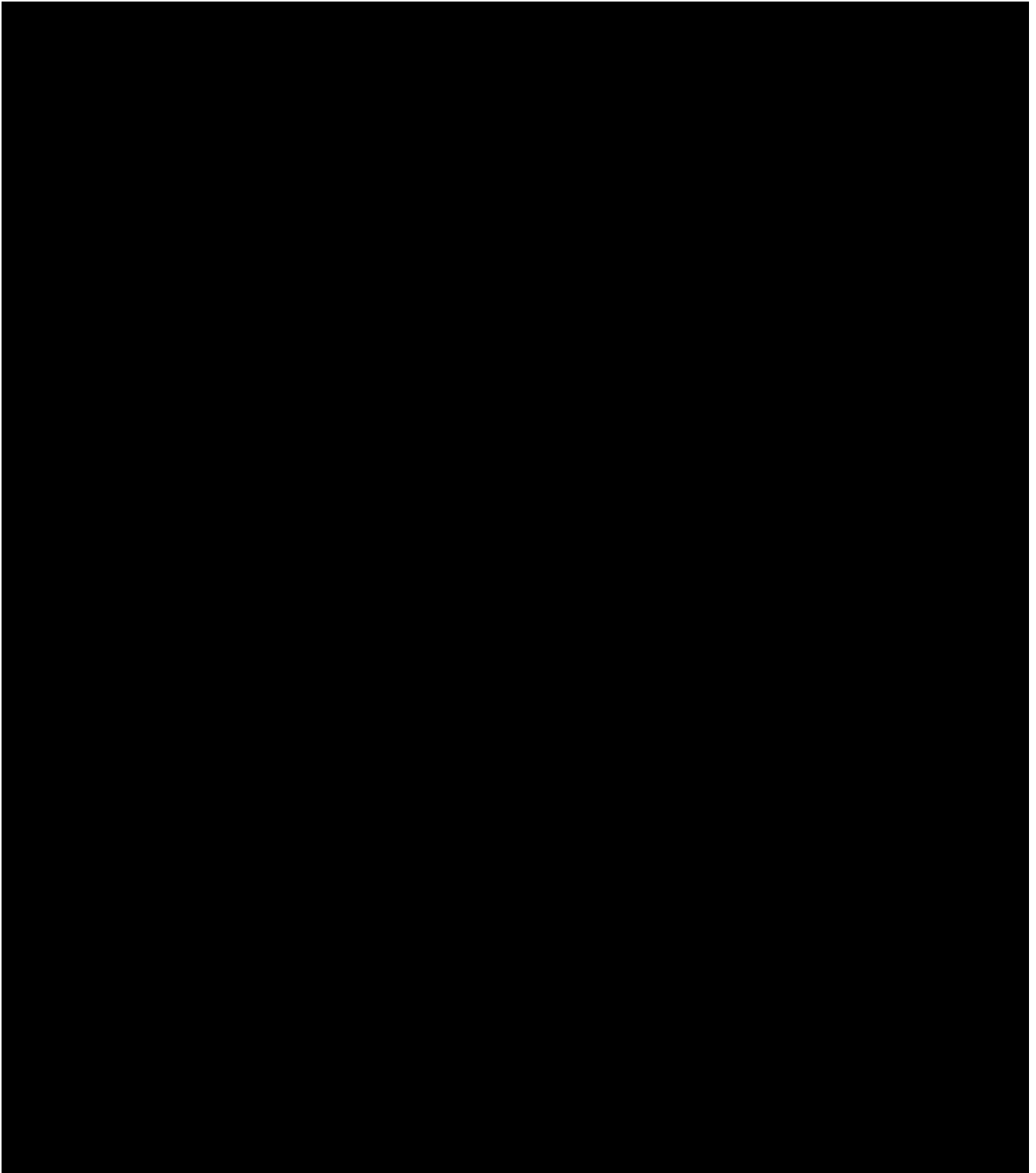
**Figure 5-1. Mayflower Wind Organization**

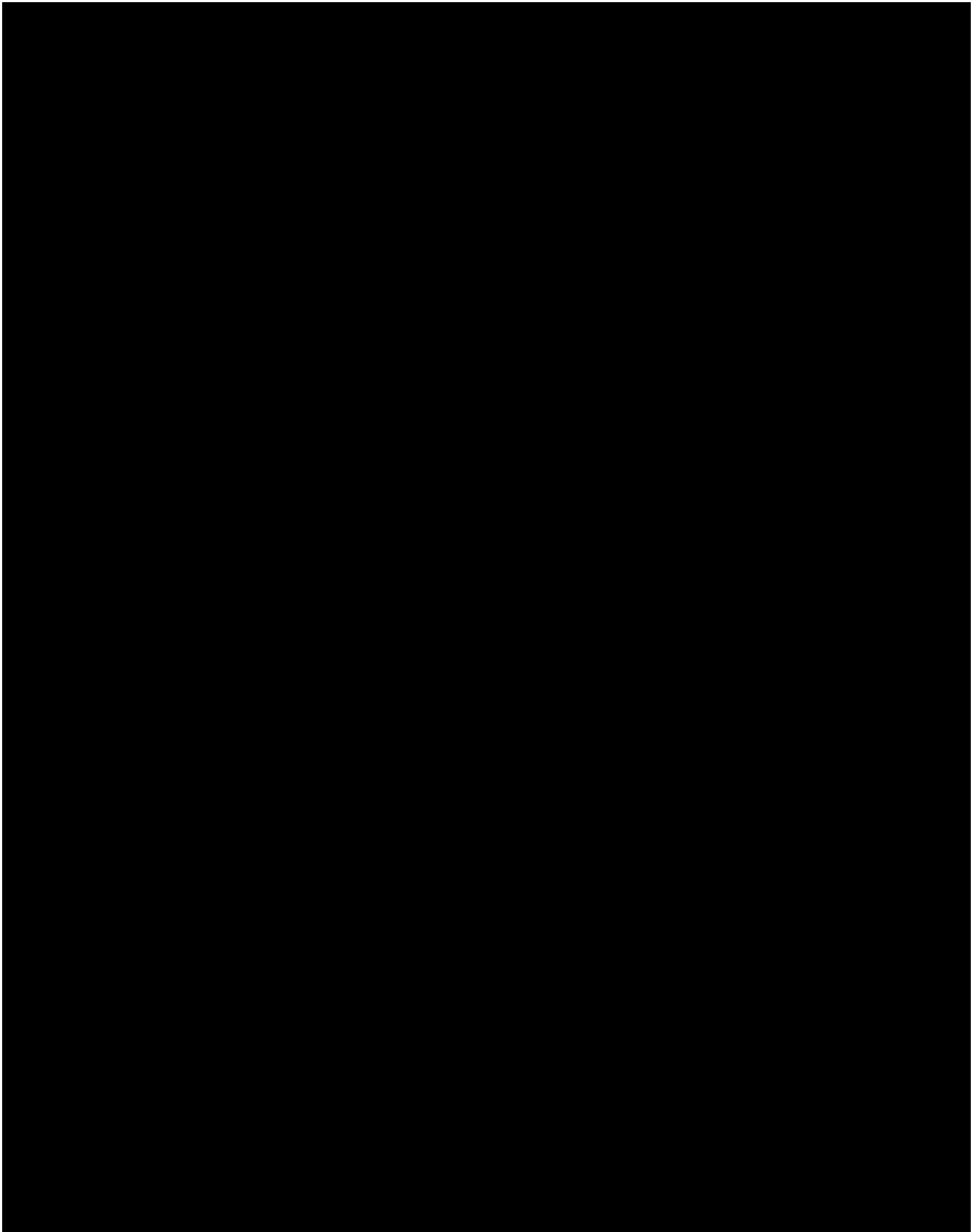
Mayflower Wind was formed on June 7, 2018, by filing a Certificate of Formation in the office of the Secretary of State of the State of Delaware under and pursuant to the Delaware Limited Liability Company Act, as amended from time to time, and is governed by the Operating Agreement.

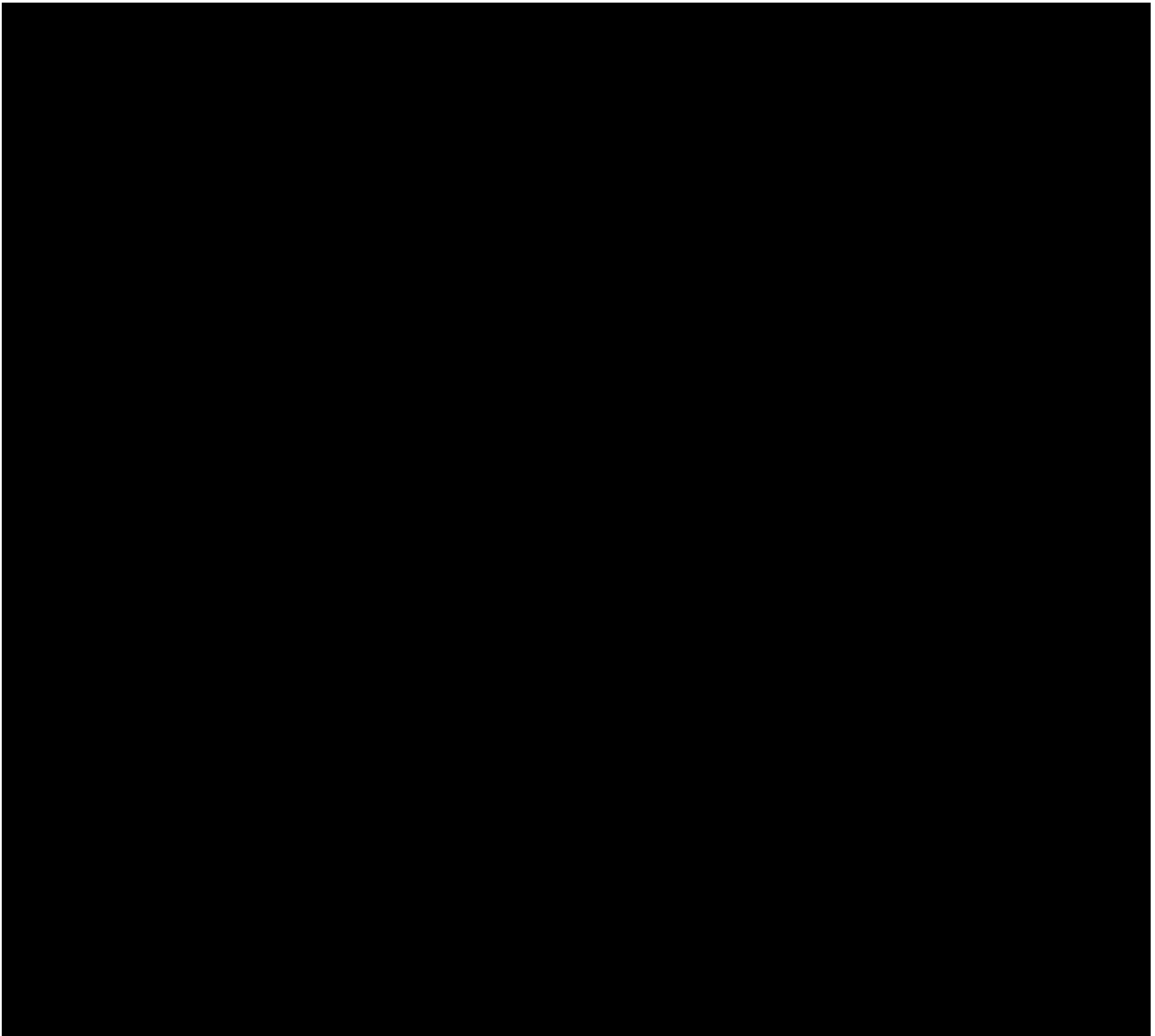
### 5.2.1 Shell New Energies U.S. LLC

Shell New Energies LLC is a wholly owned subsidiary of Shell Oil Company, a Delaware corporation (Shell Oil). Shell Oil is ultimately owned by Royal Dutch Shell Plc (Royal Dutch Shell) and supported by the Shell group of companies.

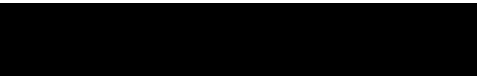








the Certification and Authorization Form signed by an officer of Mayflower Wind that is provided in **Appendix C**.

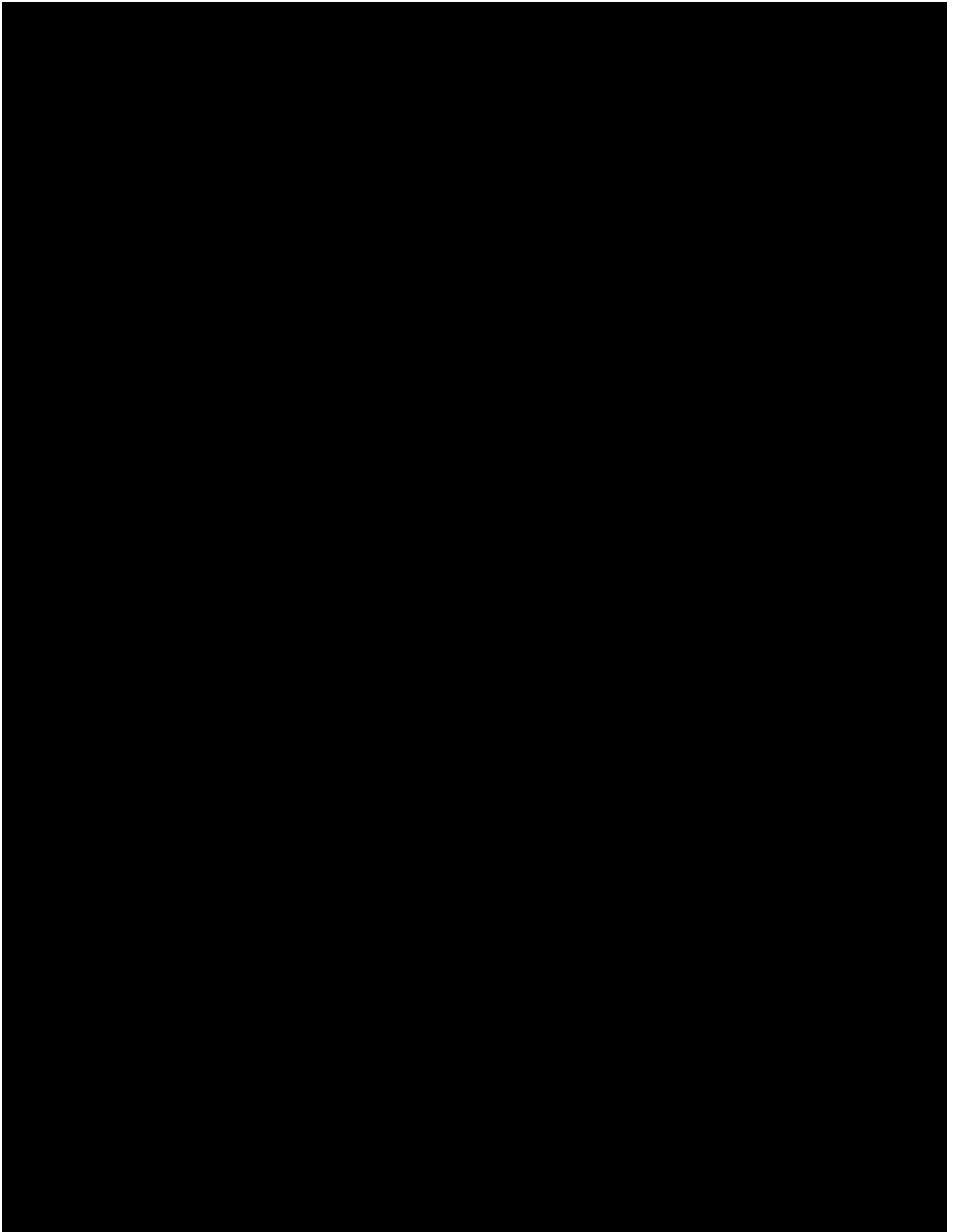


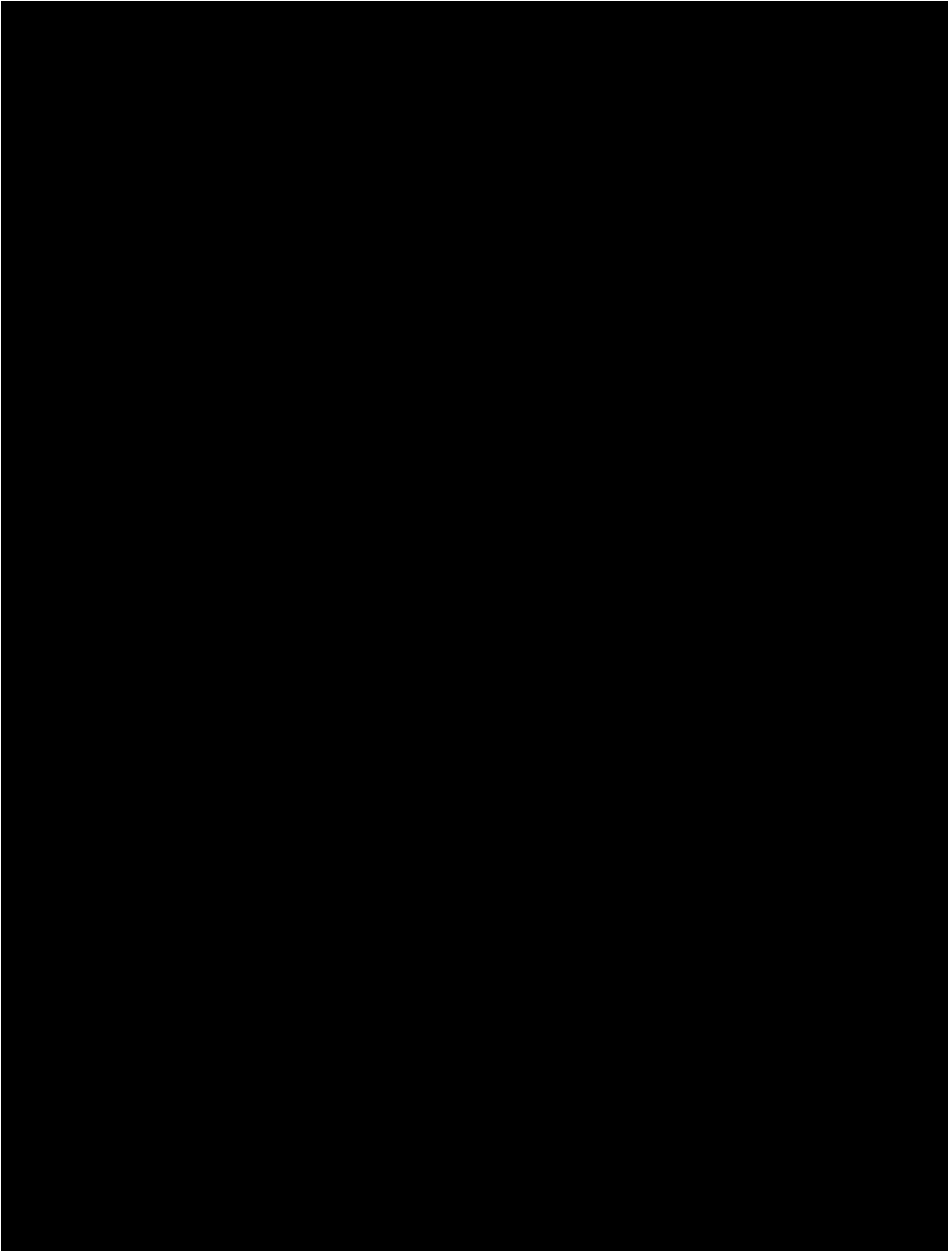
5.3 Please provide a description of the financing plan for the project, including construction and term financing. The financing plan should address the following:

- i. Who will finance the project (or are being considered to 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
- ii. The project's existing initial financial structure and projected financial structure
- iii. Expected sources of debt and equity financing
- iv. Estimated construction costs

- v. The projected capital structure
- 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.







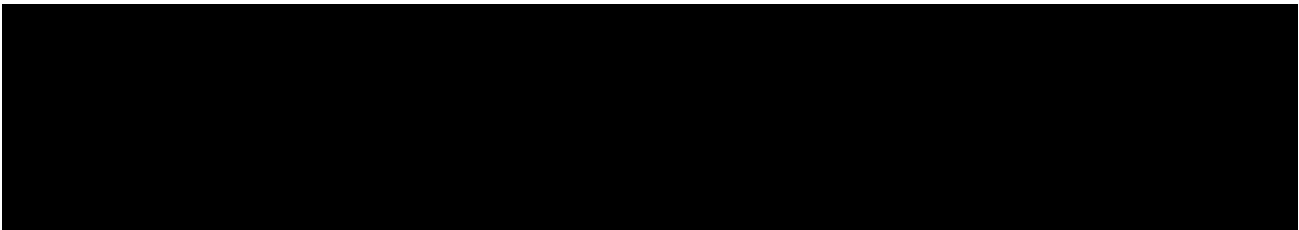


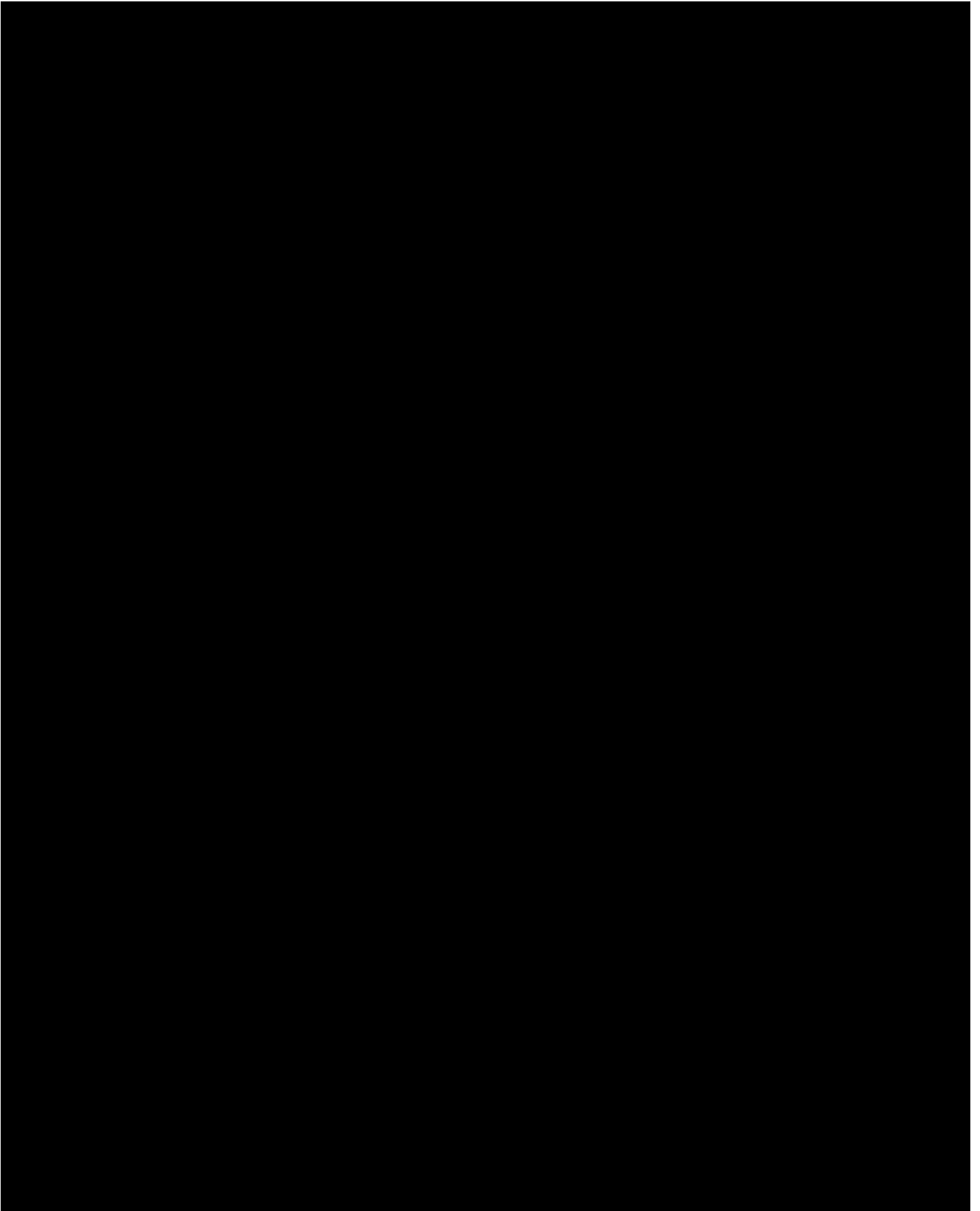
In addition, the financing plan should address the status of the above activities as well as the financing of development and permitting costs. All bidders are required to provide this information.

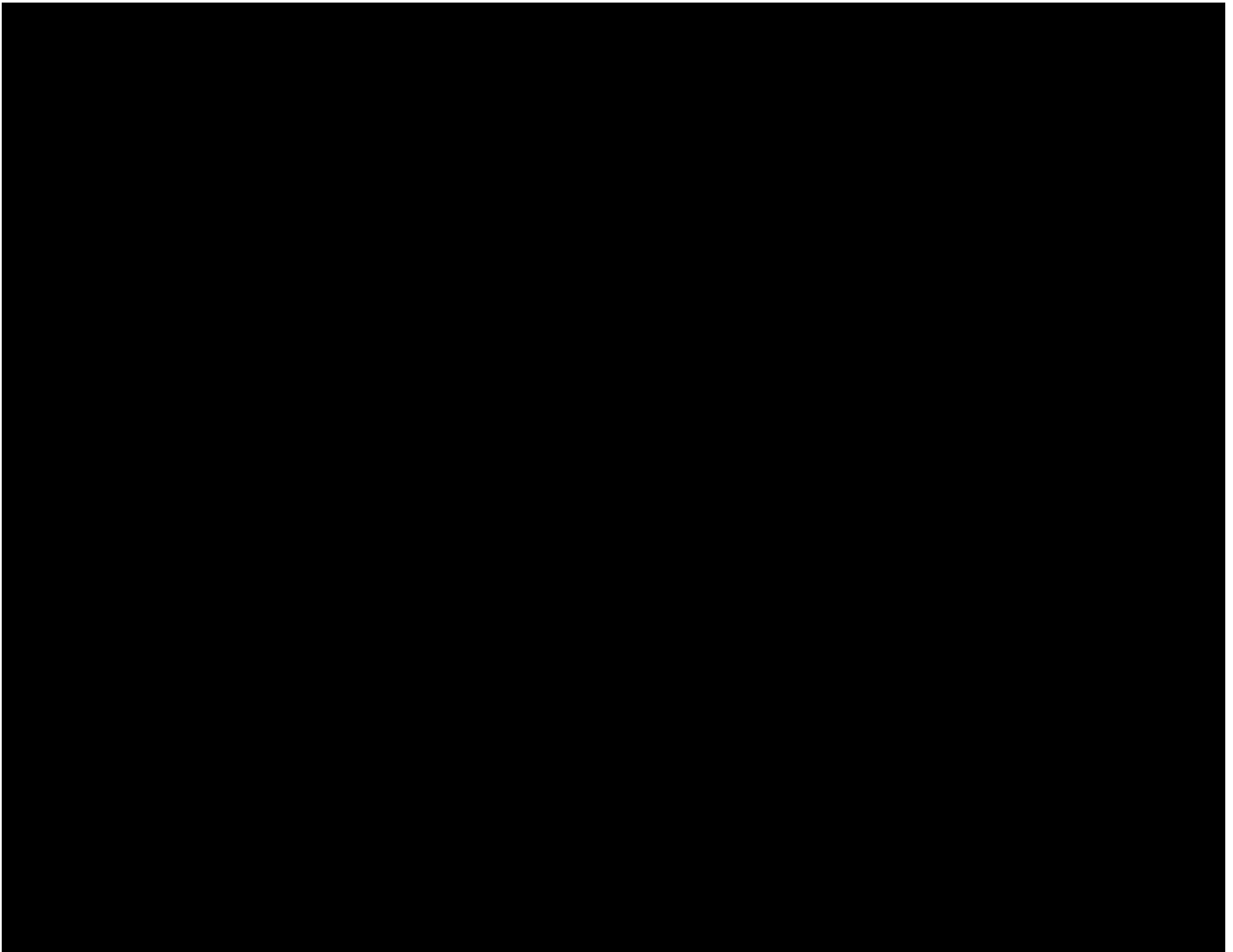


5.4 Provide documentation illustrating the experience of the bidder in securing financing for projects of similar size and technology. For each project previously financed provide the following information:

- 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

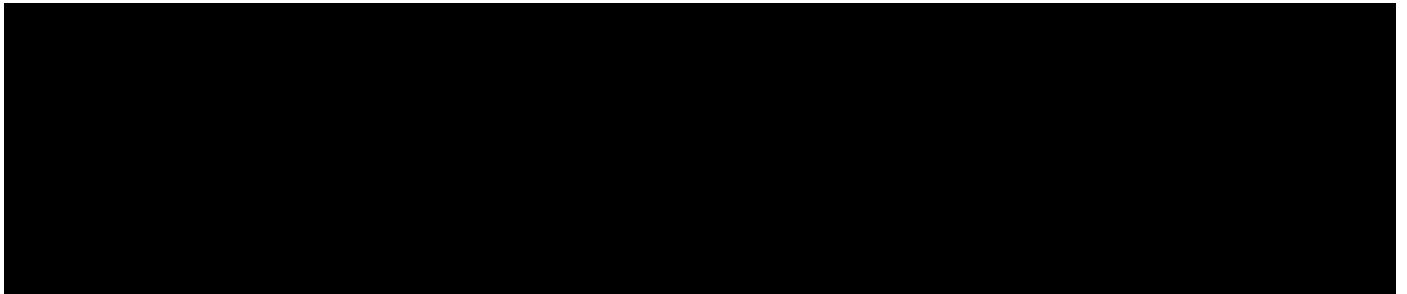


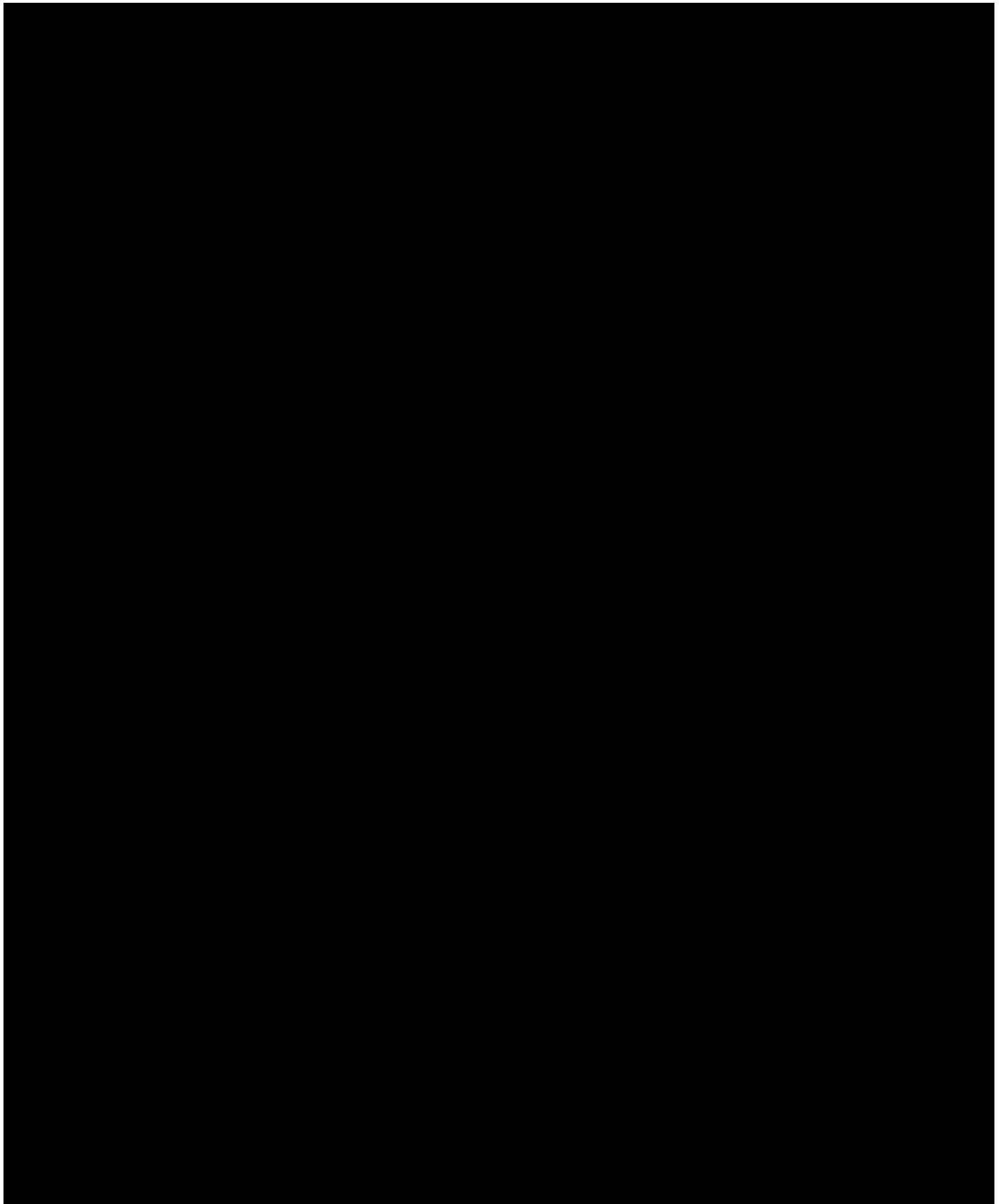




5.5 Please provide evidence that the bidder has the financial resources and financial strength to complete and operate the project as planned.

Mayflower Wind's Sponsors are global energy industry leaders and have the resources and financial strength to ensure it can deliver and operate the Project. Financial reports and credit ratings documenting the financial strength of the Sponsors are provided in **Attachment 5-2, Attachment 5-3, and Attachment 5-4.**





- 5.6 Provide complete copies of the most recent audited financial statement and 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.

Mayflower Wind was formed on June 7, 2018

Financial statements and annual reports of Shell and Ocean Wind's two Sponsor Companies, EDPR and ENGIE, for the past two (2) years can be found in **Attachment 5-2, Attachment 5-3, and Attachment 5-4.**

- 5.7 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.

Mayflower Wind was formed on June 7, 2018

- 5.8 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.



- 5.9 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.

- 5.10 Describe the role of the Federal Production Tax Credit or Investment Tax Credit (or other incentives) on the financing of the project, and any other incentives, on the financing of the project. In your response, please describe (a) your plan to qualify for the ITC/PTC and the level of the ITC/PTC for which you plan to qualify, (b) the facilities, investment in which, the ITC is expected to apply, (c) your plan to utilize the tax credits and the relationship to your financing plan, and (d) how qualification for the ITC/PTC is reflected in your proposed pricing.

- 5.11 Bidders must disclose any litigation or disputes in the last three-year period 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.

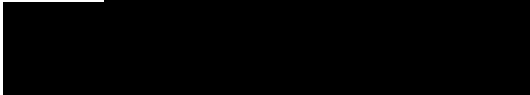

- 5.12 What is the expected operating life of the proposed project? What is the depreciation period for all substantial physical aspects of the bid, including generation facilities, delivery facilities to move power to the grid, and mandatory and voluntary transmission system upgrades?

- 5.13 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.

- 5.14 State whether the bidder or its affiliates have executed agreements with respect to energy, RECs and/or capacity for the proposed 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.

State whether the bidder or its affiliates have submitted proposals to other buyers, the status of consideration of such proposals, and the impact of such proposal(s), if they result in an executed contract or contracts, on the proposal(s) submitted in response to this RFP.

Mayflower Wind has entered a Purchase and Sale contract with the Commonwealth of Massachusetts' Distribution Companies under MA 83C II PPAs for a bundled contract including energy and all environmental attributes for \$77.76/MWh.



5.15 List all of the Bidder's affiliated entities and joint ventures transacting business in the energy sector.

[REDACTED]

[REDACTED]

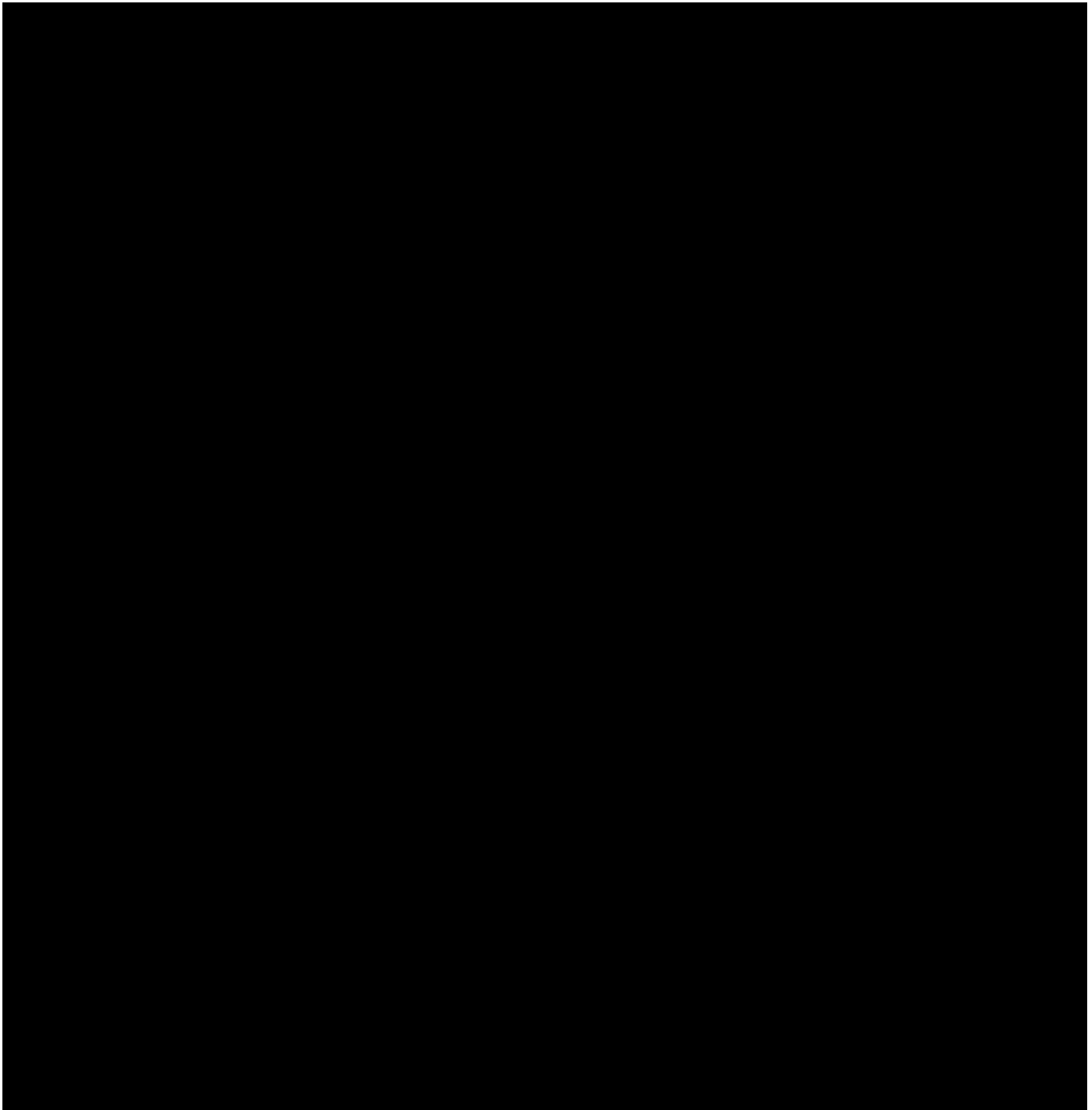
5.16 Has Bidder, or any affiliate of Bidder, in the last five years, (a) consented to the appointment of, or been taken in possession by, a receiver, trustee, custodian or liquidator of a substantial part of its assets, (b) filed a bankruptcy petition in any bankruptcy court proceeding, (c) answered, 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) been 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?

[REDACTED]

[REDACTED]

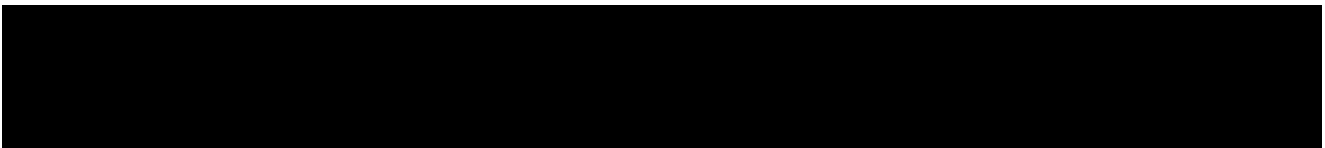
5.17 Briefly describe any known conflicts of interest between Bidder or an affiliate of Bidder and any Distribution Company, or any affiliates of the foregoing.

[REDACTED]



## 5.18 Litigation, Disputes and Claims Against the Distribution Companies

5.18 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.



## 5.19 Litigation, Disputes and Claims for Purchase or Sale of Energy

- 5.19 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.

## 5.20 Investigation by Government Agency

- 5.20 Confirm that neither Bidder nor any directors, employees or agents of Bidder, nor any affiliate of Bidder are currently under investigation by any governmental agency, and that none of the above have 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).

## 5.21 Regulatory Approvals Required

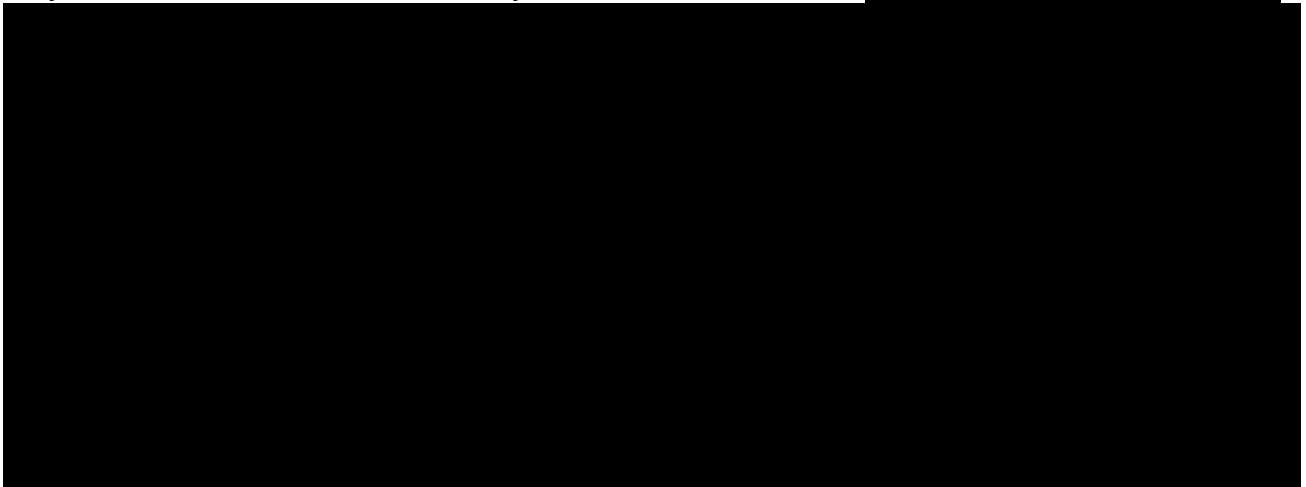
- 5.21 Identify all regulatory and other approvals needed by Bidder to execute a binding sale agreement.



## 5.22 FERC Compliance

5.22 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.

Mayflower Wind will obtain all necessary authorizations from FERC



Mayflower Wind will build necessary interconnection facilities as needed for the Project and as required by ISO-NE or affected systems. Mayflower Wind expects that those facilities would be governed by the ISO-NE tariff and FERC regulation insofar as future use and open access.



## 5.23 Direct and Indirect Affiliations

5.23 Describe and document any and all direct and indirect affiliations and affiliate relationships, contractual, 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 or their affiliates 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
- Project 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 A 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 are verified in their responses.

- 6.1 Provide a site plan (or plans) including a map (or maps) that clearly identifies the location of the proposed project site, Offshore Delivery Facilities project locations, the assumed right-of-way width, the total acreage for Eligible Facilities, the anticipated interconnection point (or, if applicable, multiple interconnection points), the related onshore and offshore transmission and interconnection facilities, deployment facilities, and the relationship of the site to other local infrastructure, including transmission facilities, roadways, federal and state waters, and waterways. In addition to providing the required map(s), provide a site layout plan which illustrates the location of all major equipment and facilities described above.

Plan included? ☒ Yes ☐ No If not, please explain:

Describe how the proposed project is sized and designed to efficiently and cost-effectively use available lease area(s), interconnection point(s), transmission cabling, and other infrastructure required for the production and delivery of the Offshore Wind Energy Generation

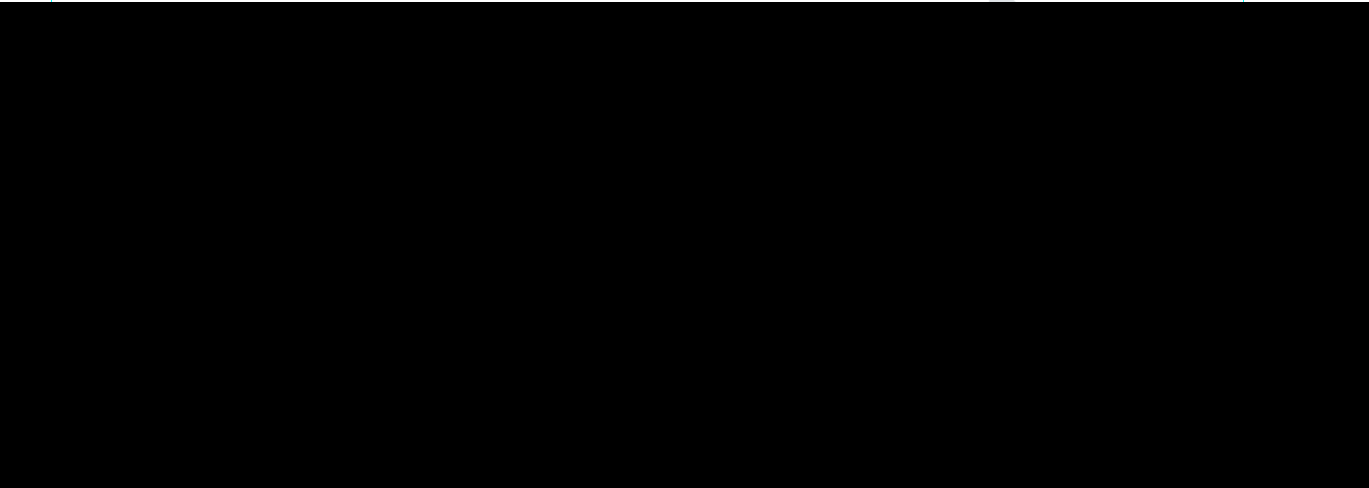
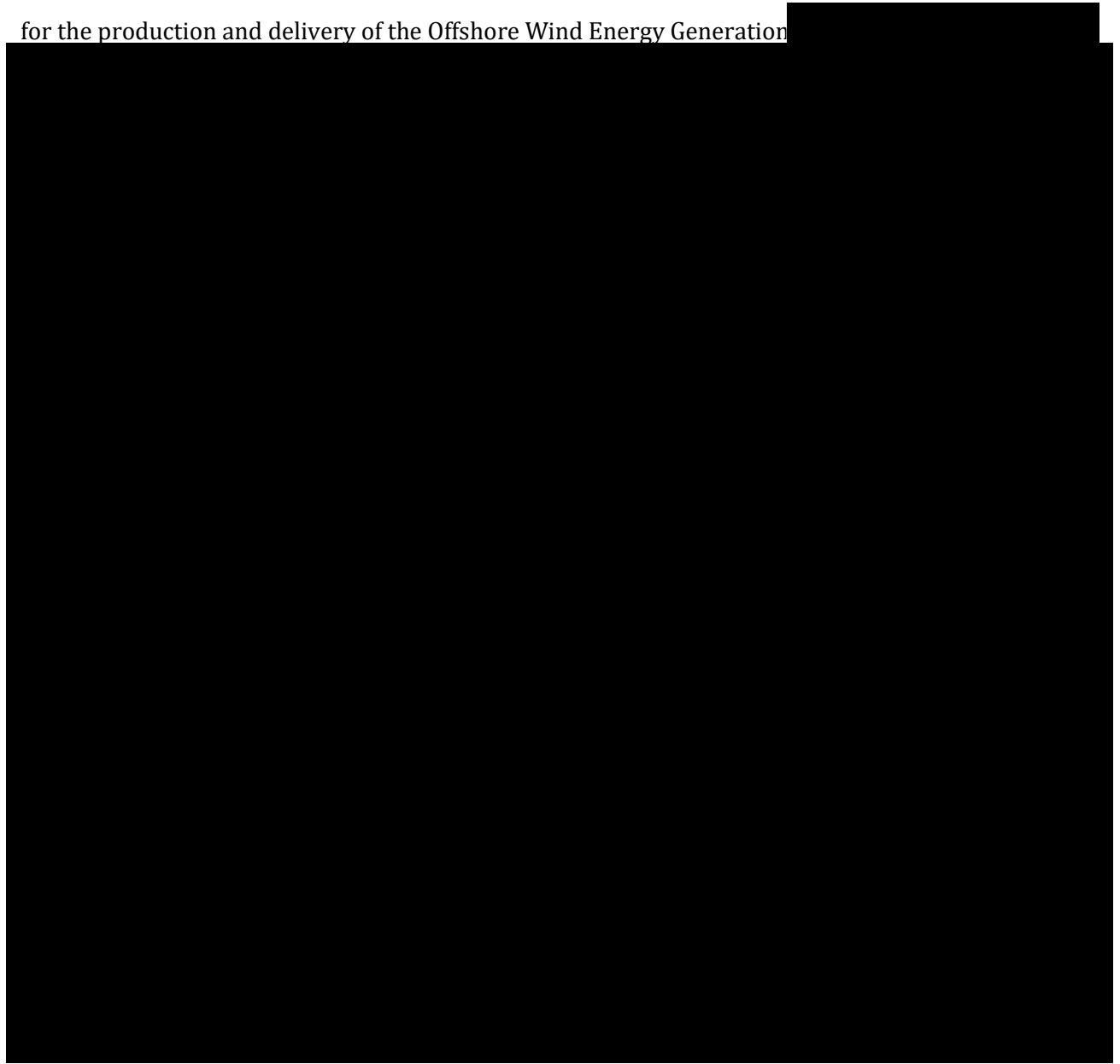
The Mayflower Wind Project is located approximately 26 nautical miles (nm) (48 kilometers [km] or 30 miles) south of the island of Martha's Vineyard and 20 nm (37 km) south of Nantucket, within federal Lease OCS-A 0521.

Mayflower Wind's staff includes multiple siting and permitting subject matter experts who have deep experience developing and permitting onshore and offshore infrastructure. This experience includes decades of successful permitting of offshore projects in U.S. federal waters and comparable onshore permitting and property rights engagement throughout the U.S. and New England.

Mayflower Wind staff have also assessed and managed multiple ISO New England Inc. (ISO-NE) interconnection requests from initial filing through to construction and operation

Mayflower Wind has configured a superior Project that considered capacity, wind resource, WTG layout, site depths, offshore platform location and distance to efficiently and cost-effectively use available lease area, interconnection points, transmission cabling, and other infrastructure required

for the production and delivery of the Offshore Wind Energy Generation





Mayflower Wind continues to prioritize its core value of minimizing impacts to the environment and neighboring communities through careful siting of the Project.

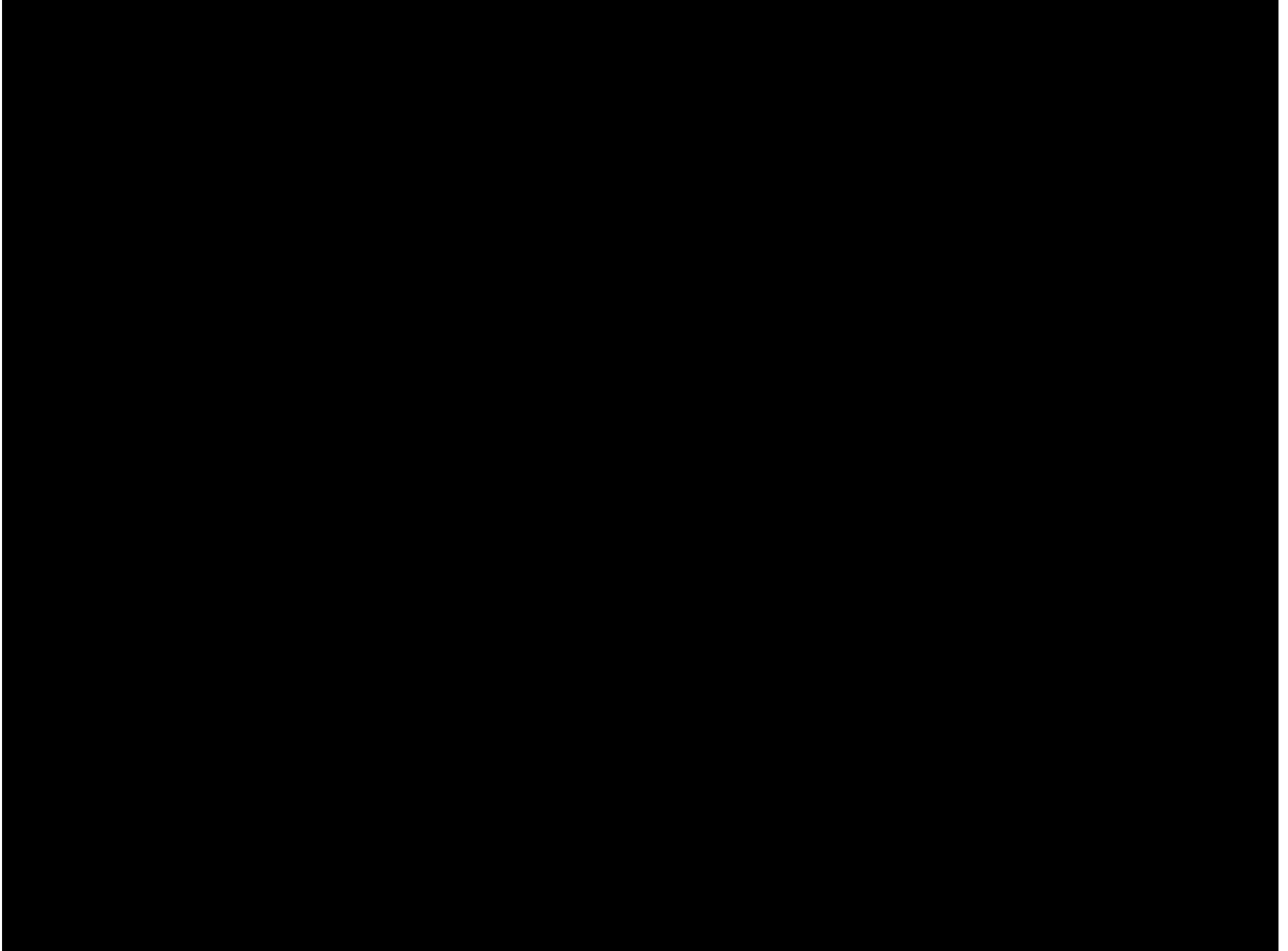


[REDACTED]

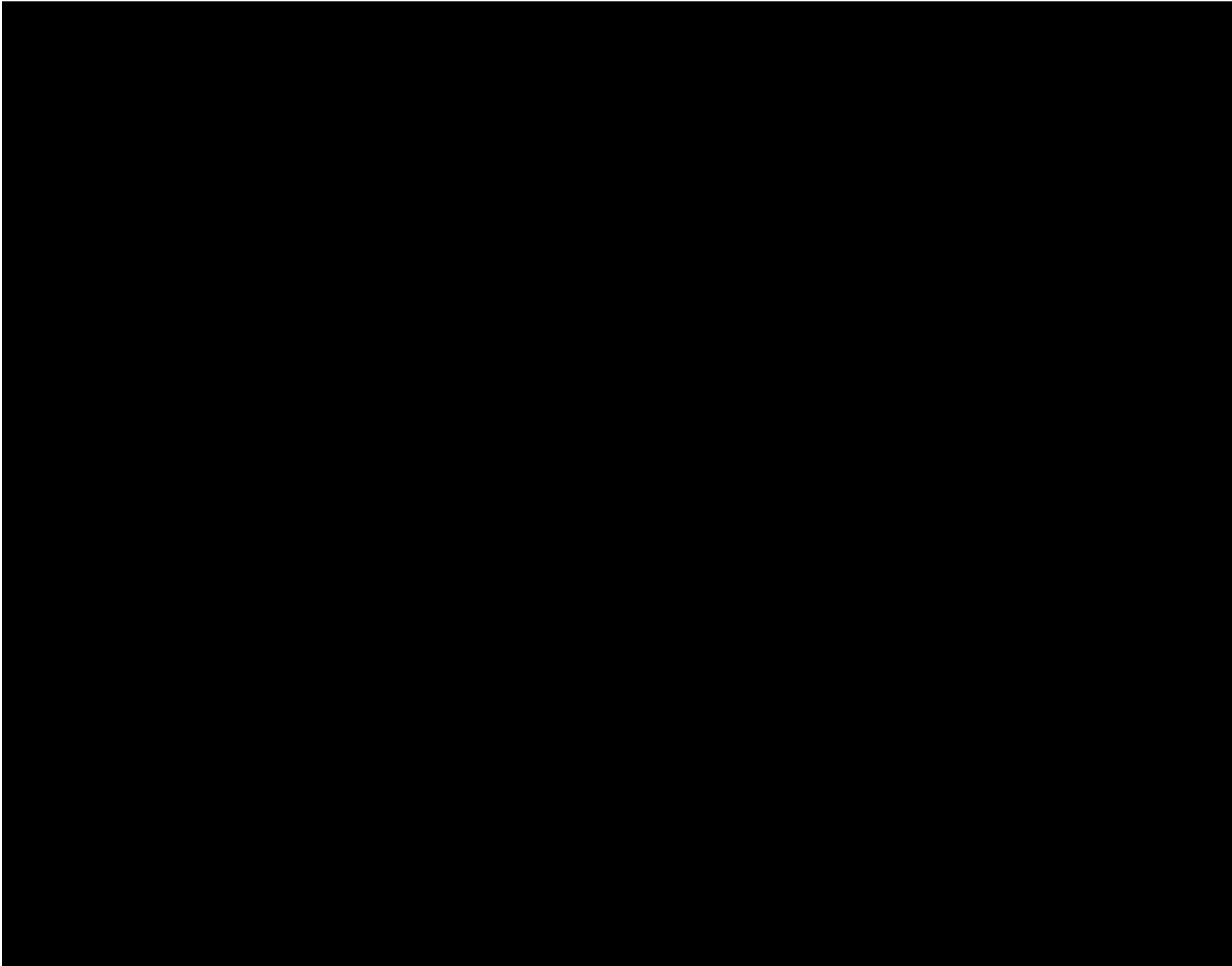
[REDACTED] Mayflower Wind will continue to actively engage with local stakeholders and landowners throughout the routing and siting process.

Mayflower Wind is actively engaged in right-of-way discussions and negotiation [REDACTED]

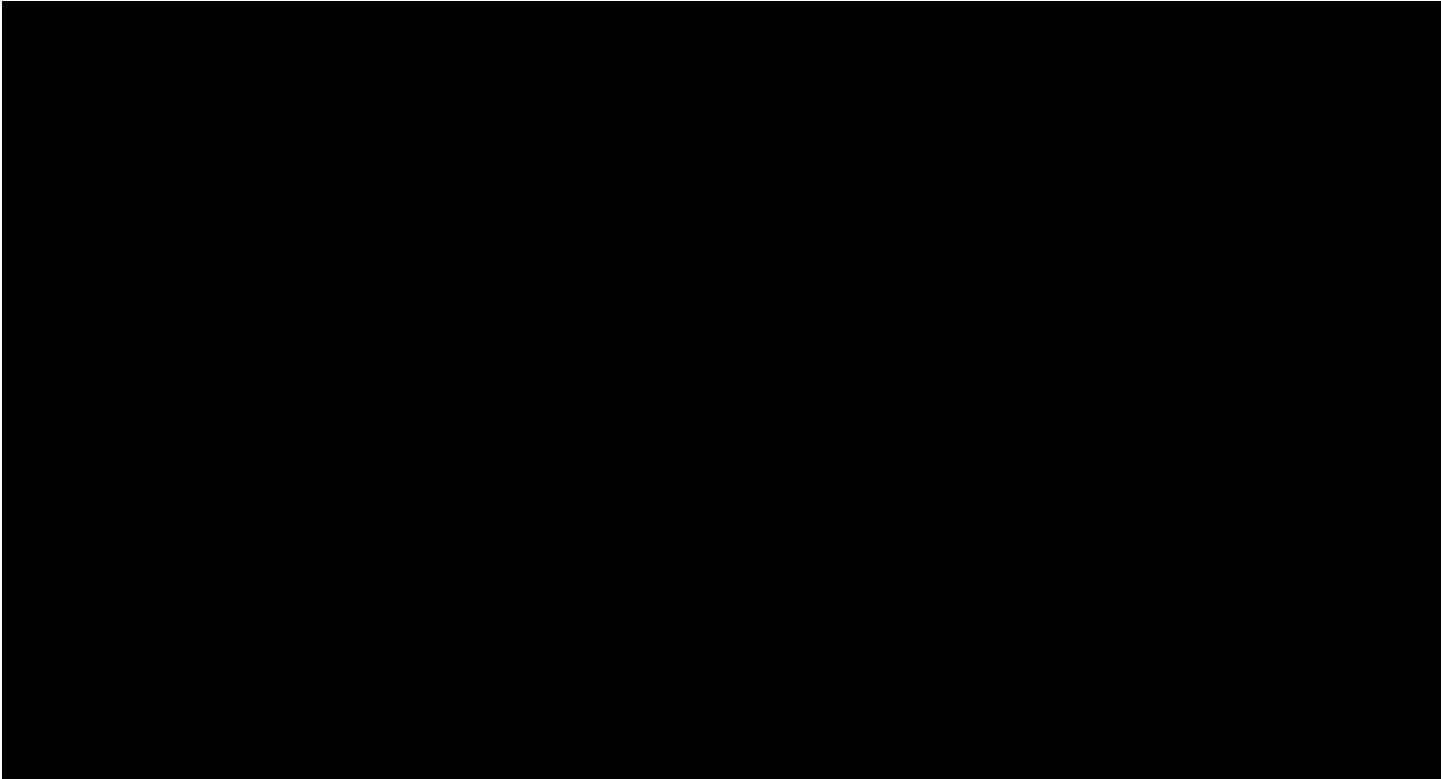
[REDACTED]



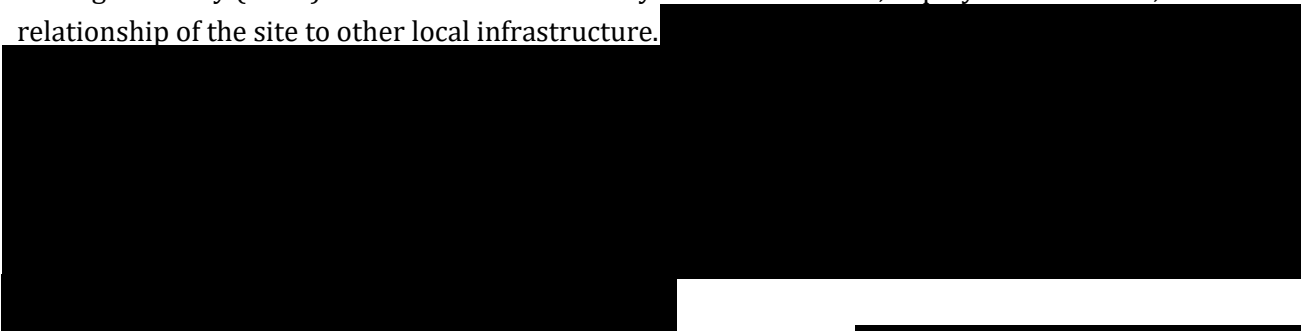




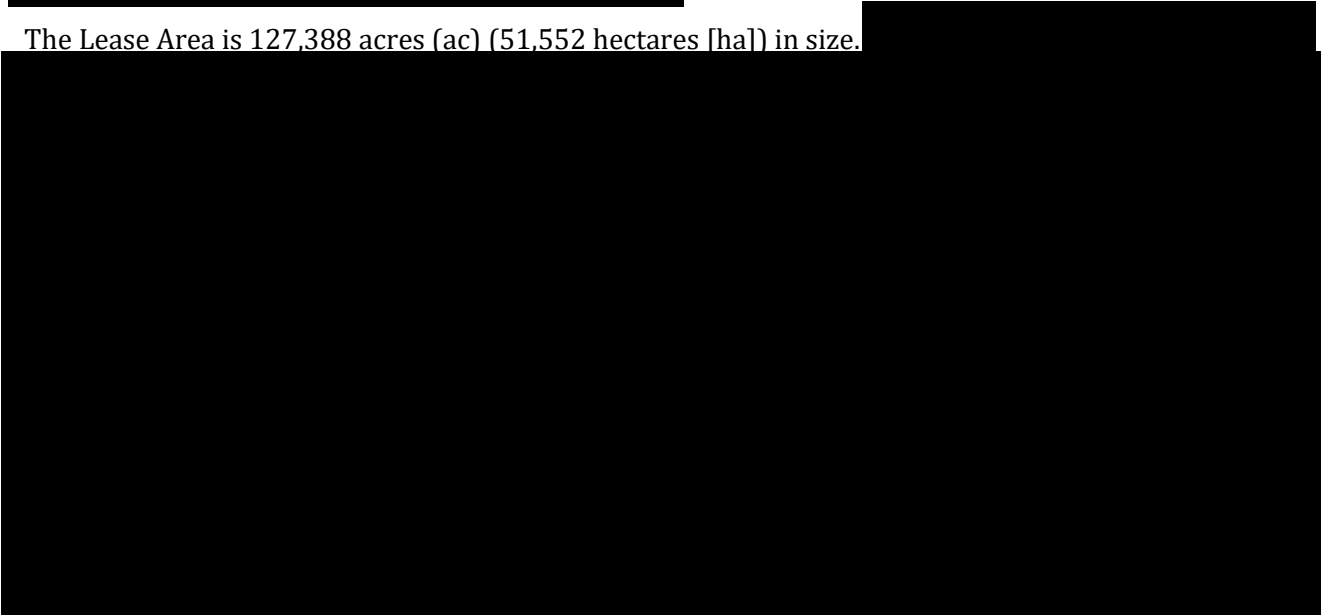




The right-of-way (ROW) widths for the routes vary based on location, deployment facilities, and the relationship of the site to other local infrastructure.



The Lease Area is 127,388 acres (ac) (51,552 hectares [ha]) in size.

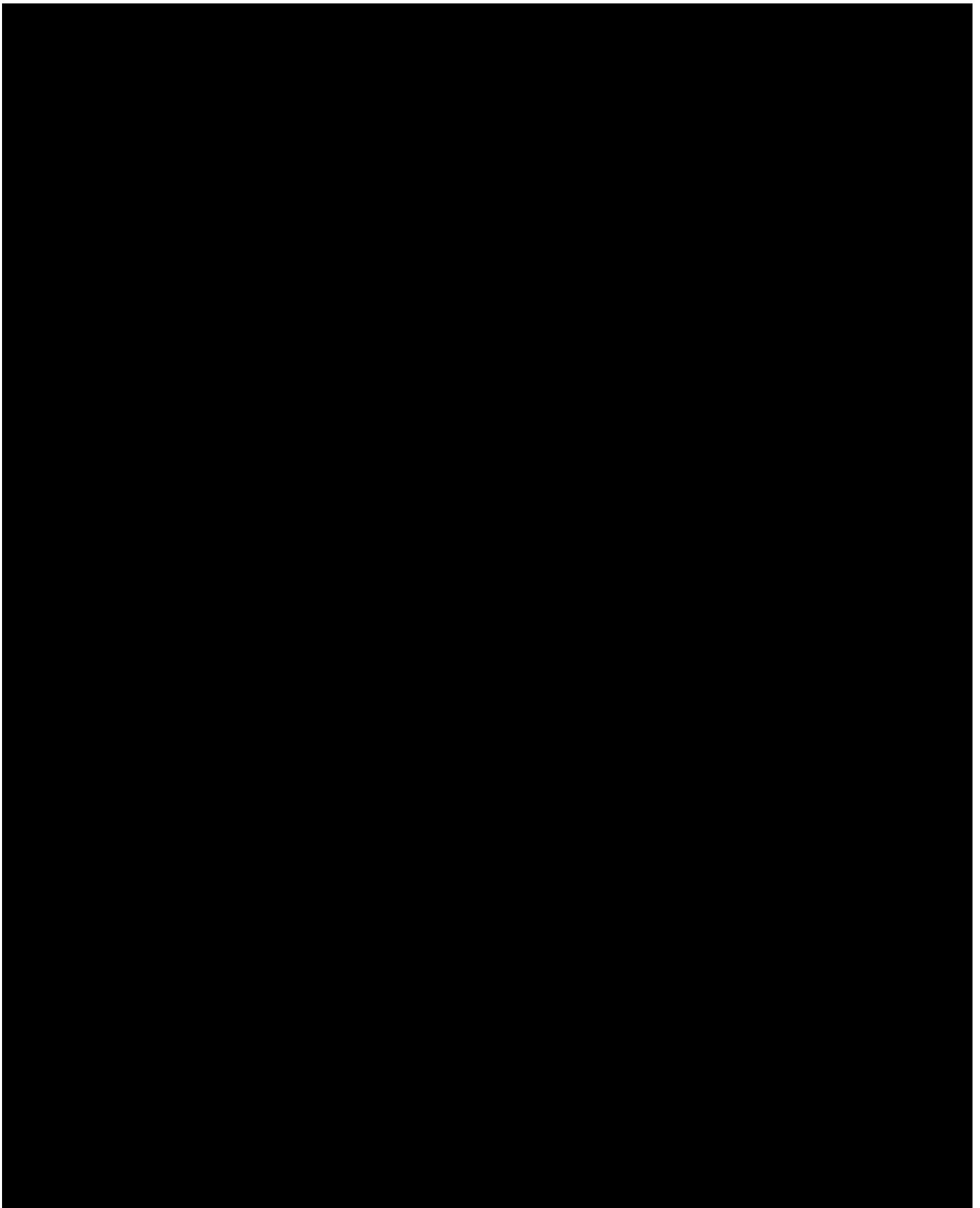


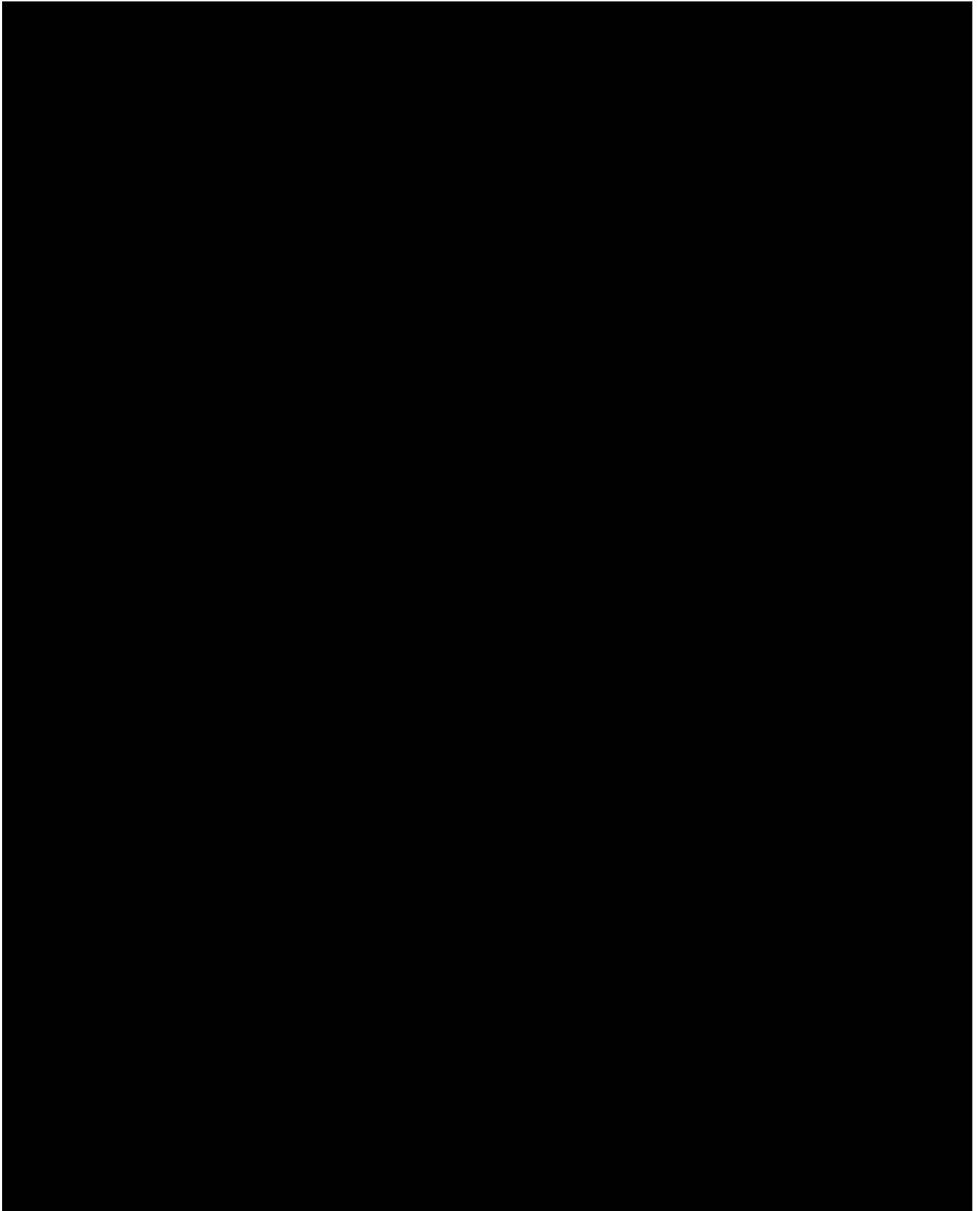
- 6.2 Identify any real property rights (e.g., fee-owned parcels, rights-of-way, development rights or easements or leases or options to purchase or lease) that provide the right to use the Eligible Facility site and Offshore Delivery Facilities locations including for Eligible Facilities and any rights of way needed for interconnection.
- i. Does the project have a right to use the Eligible Facility site and/or Offshore Delivery Facilities locations for the entire proposed term of the PPA (e.g., by virtue of ownership or land development rights obtained from the owner)?  
☒ Yes No ☐ If not, please explain:
  - ii. If so, please detail the Bidder's rights to control the Eligible Facility site and/or Offshore Delivery Facilities and interconnection locations.
  - 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.
  - iv. Identify any joint use of existing or proposed real property rights
  - v. Provide a copy of each of the leases, agreements, including option agreements, easements, rights of way and related documents granting the right to use the Offshore Wind Energy Generation site, Offshore Delivery Facilities, and transmission and interconnection locations (and applicable letters of intent if formal agreements have not been executed)

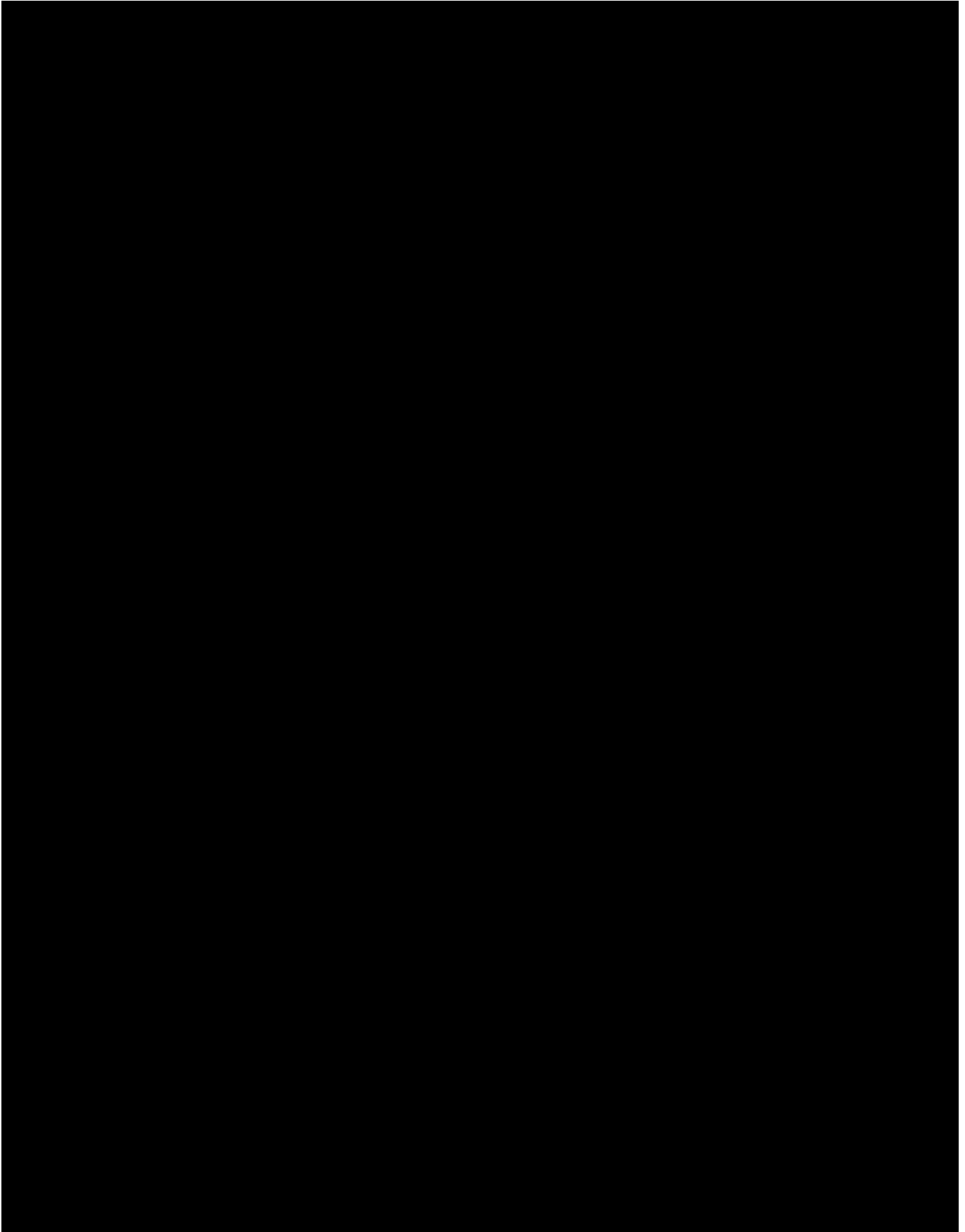
[REDACTED]

Mayflower Wind has secured rights to develop an offshore wind farm in Lease Area OCS-A 0521 through a competitive federal lease process [REDACTED]. These rights will be maintained for the term of the PPA. The Project is on schedule to secure the necessary onshore property rights needed to develop and operate the Project for the term of the PPA.

[REDACTED]



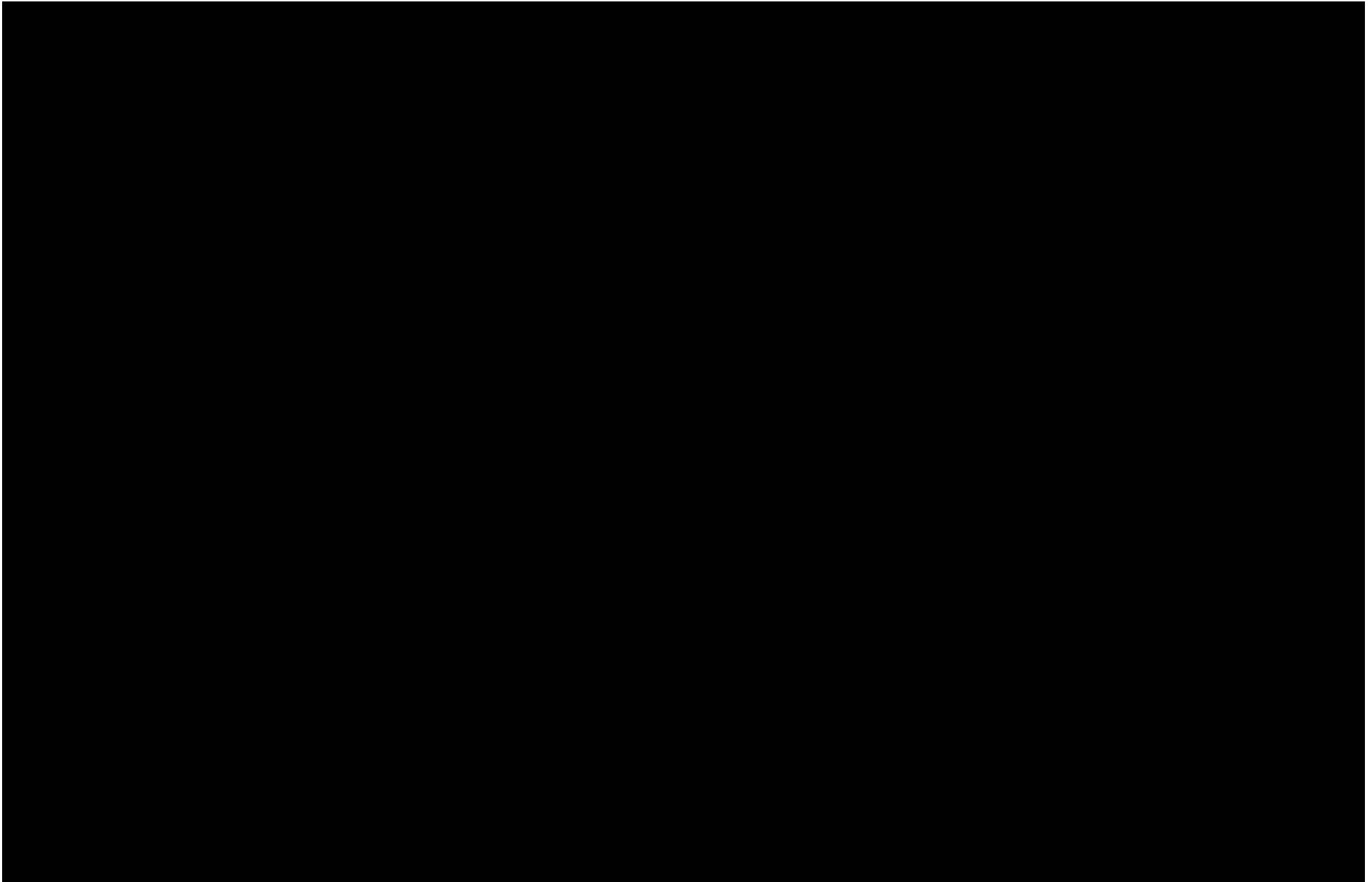




- 6.3 Provide evidence that the Eligible Facility site and Offshore Delivery Facilities and interconnection locations are properly zoned or permitted. If the Eligible Facility site and Offshore Delivery Facilities and interconnection locations are not currently zoned or permitted properly, identify present 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:

Permitting plan and timeline:

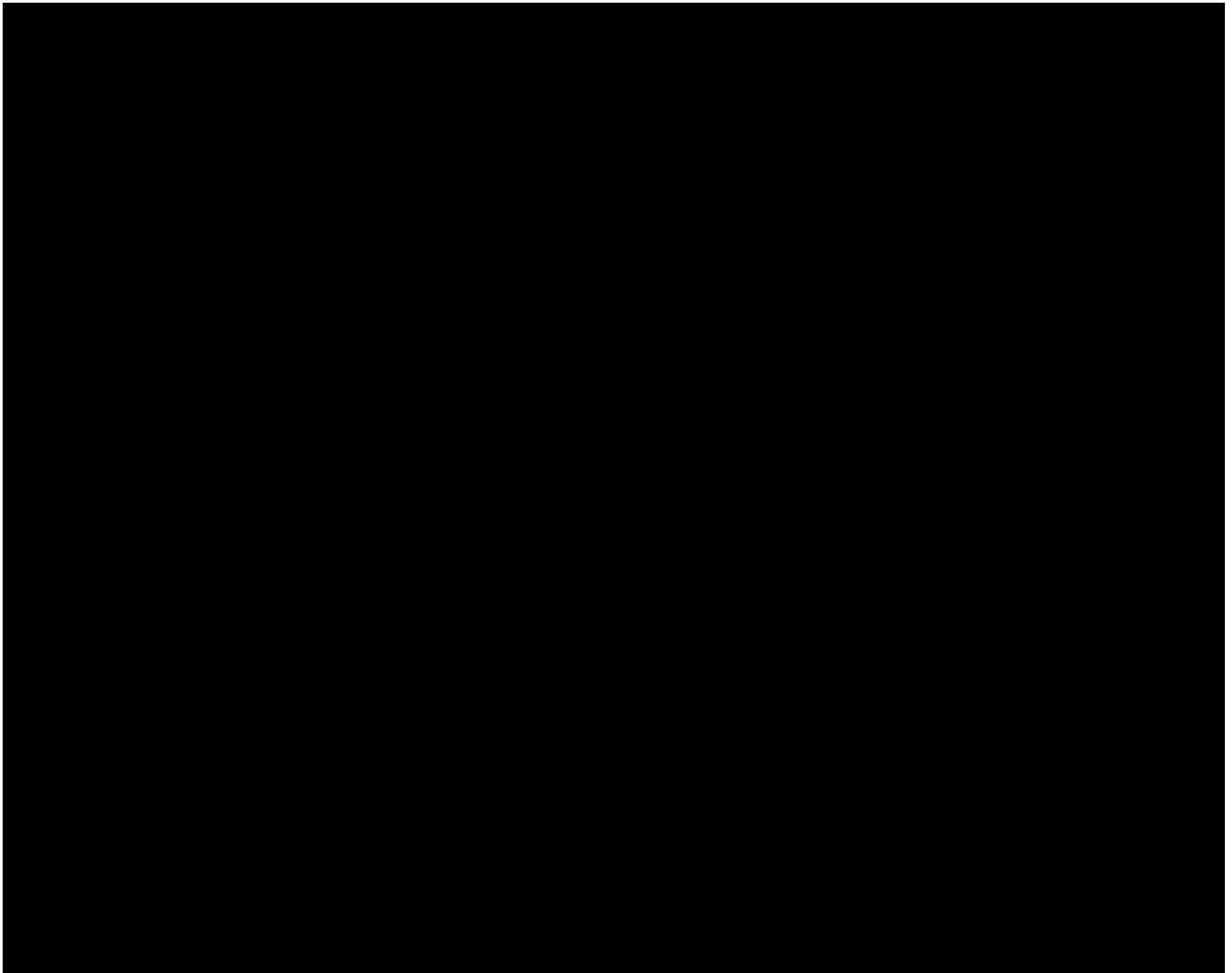




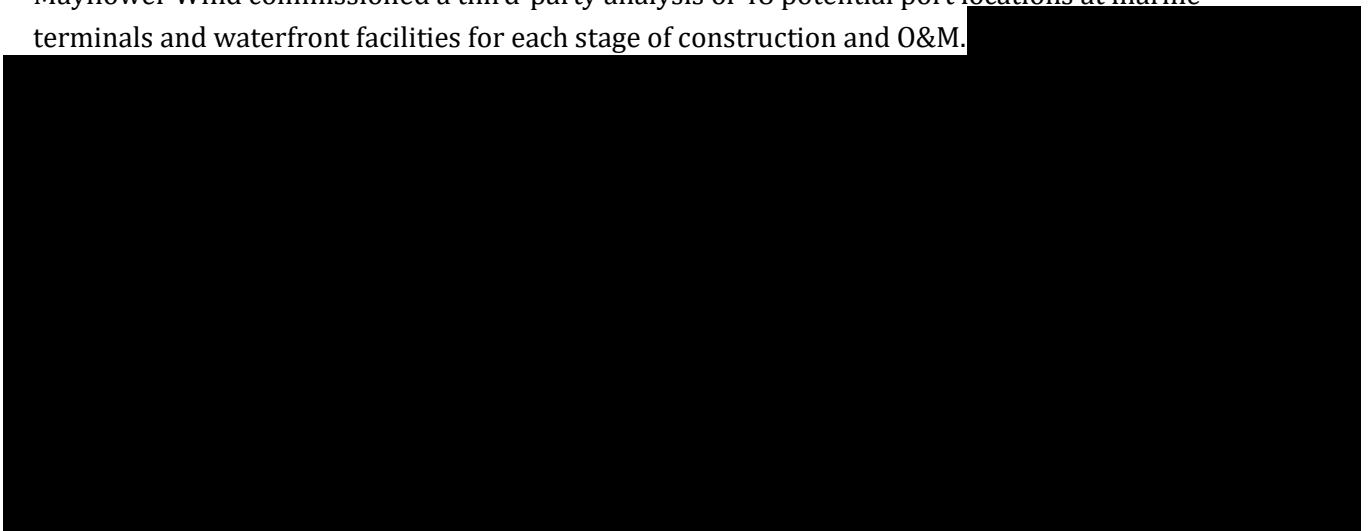
[REDACTED]

Mayflower Wind is confident in its ability to obtain all necessary permits for the Project. The proposed uses for the onshore parcels are consistent with the historical uses and zoning ordinances, and no new zoning enactments or significant changes are anticipated for the construction and operation [REDACTED]

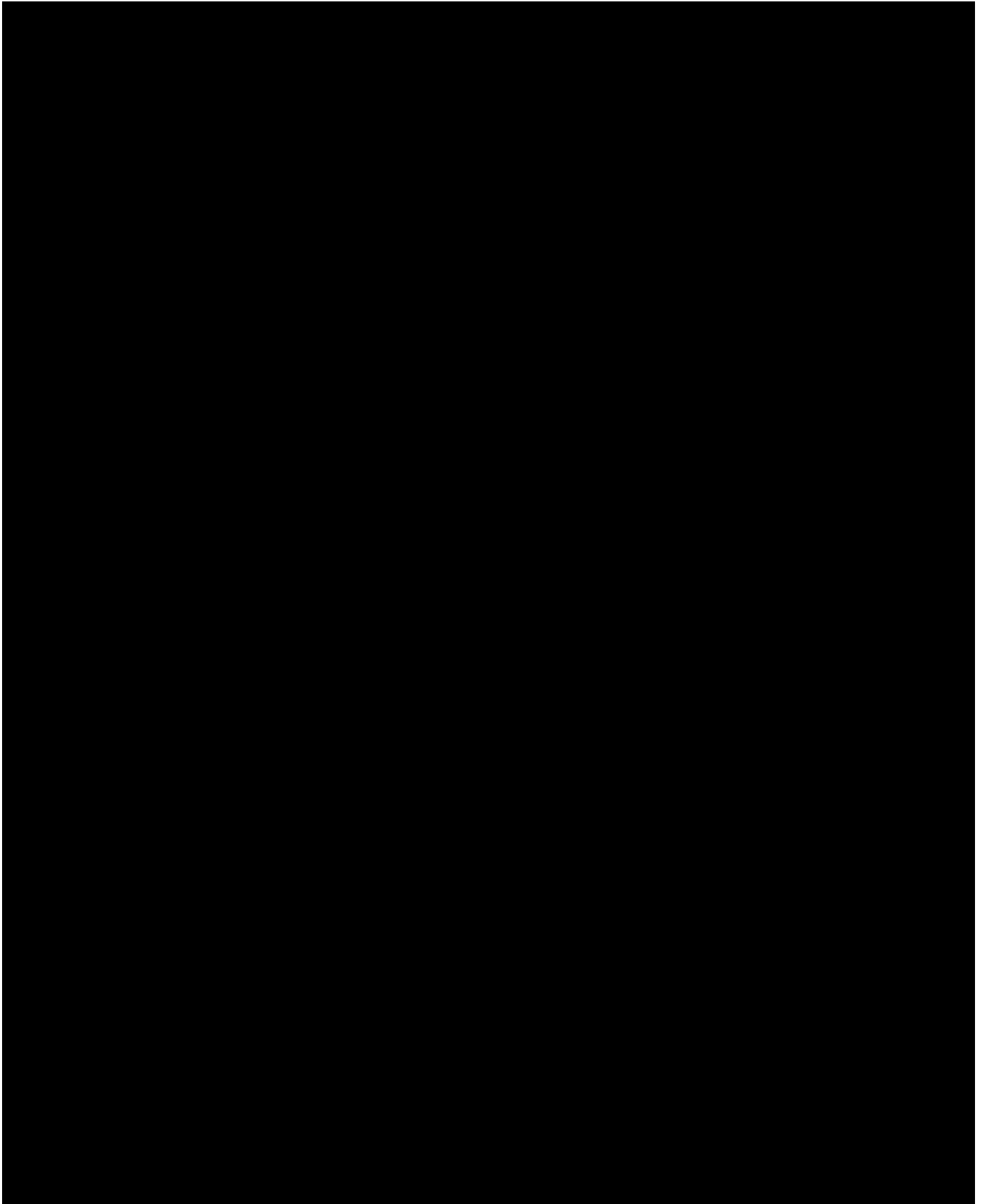
[REDACTED]

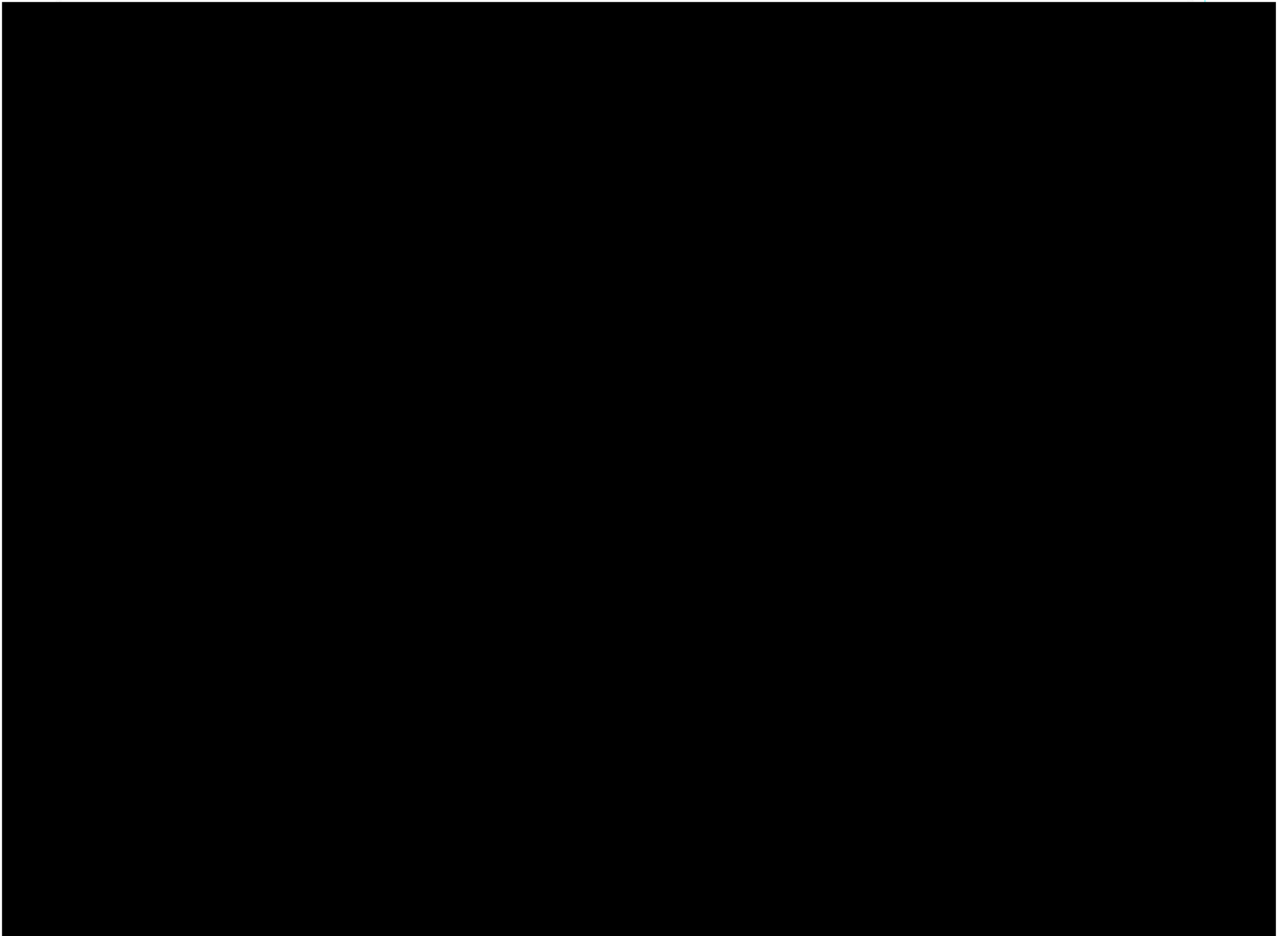


Mayflower Wind commissioned a third-party analysis of 48 potential port locations at marine terminals and waterfront facilities for each stage of construction and O&M.



- 6.4 Provide a description of the area surrounding the Eligible Facility site and Offshore Delivery Facilities and interconnection locations (including landfall), including a description of the local zoning, flood plain information, existing land or waterway use, and setting.



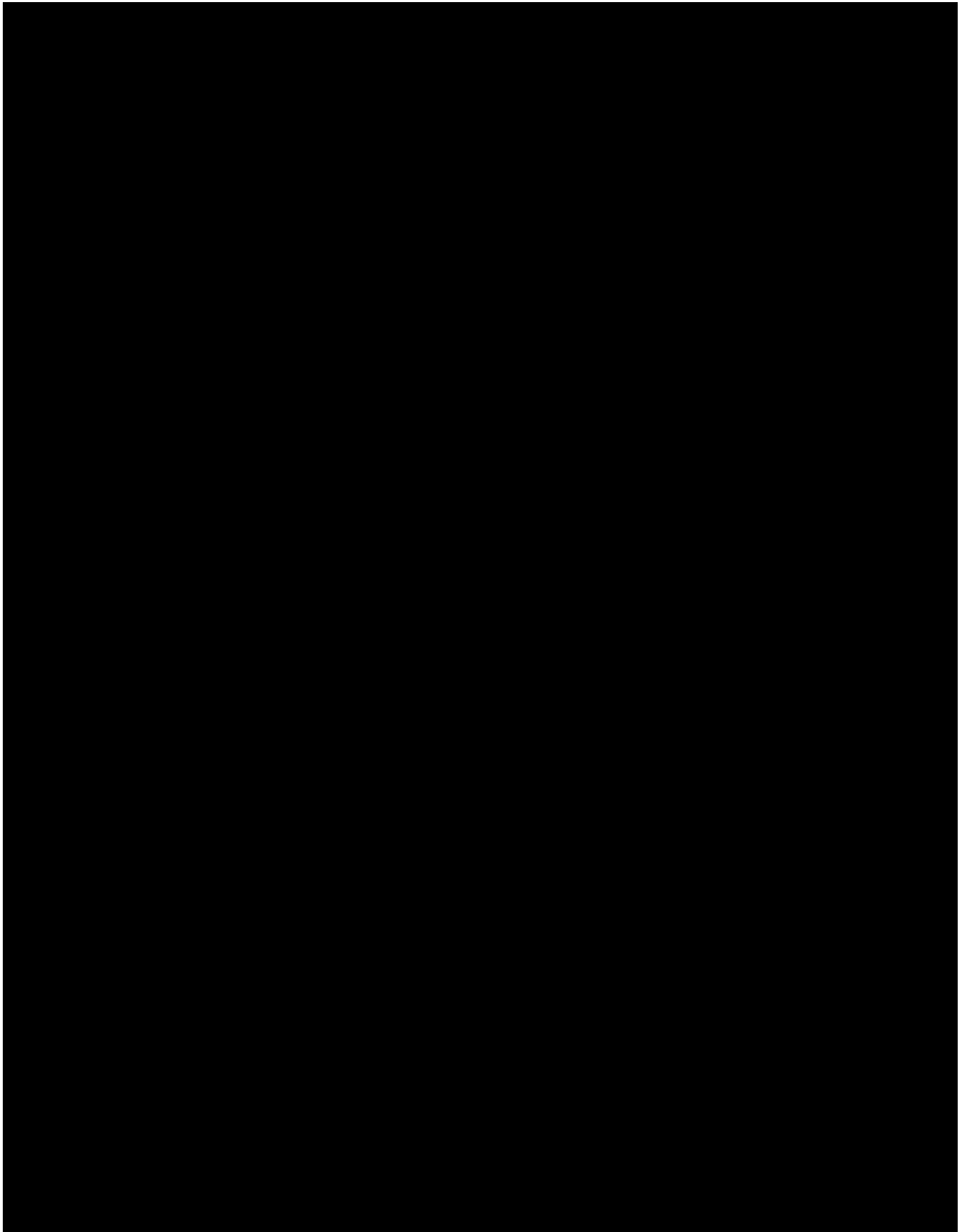


- 6.5 If the bidder does not have interconnection facilities site control describe the status of the plan to obtain that control.

Mayflower Wind Lease OCS-A 0521 issued by BOEM allows the construction and operation of an offshore wind farm within the designated Lease Area, along with the installation of related grid connection systems within federal waters. The permitting process under BOEM is comprised of the submittal and approval of a COP [REDACTED] a Facility Design Report (FDR), and a Fabrication and Installation Report (FIR).

[REDACTED]

- 6.6 Please provide documentation to show evidence of the interconnection request to ISO-NE, the applicable New England Transmission Owner, or any neighboring control areas, to interconnect at the Capacity Capability Interconnection Standard. Please describe the status of any planned interconnection to the grid.



6.7 Provide studies that describe the Project's electrical system performance, its impact to the reliability of the New England transmission system, how the project would satisfy ISO-NE's I.3.9 requirements, and how the Project will interconnect at an equivalent to the Capacity Capability Interconnection Standard. 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 projects must also provide analysis that approximates the ISO-NE CCIS interconnection analysis as defined in Planning Procedure 10. Please also provide the status and expected completion date of any additional interconnection studies already underway with ISO-NE and/or the transmission owner. All studies must follow the current ISO-NE interconnection procedures and detail any assumptions regarding resources ahead of the Project in the ISO-NE interconnection queue. All network upgrades identified in these studies must be clearly documented and included in the bid price. 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:

Attachments:

*Copy of completed I.3.9 approval or I.3.9-equivalent study attached:*

If none, please explain:

The studies completed confirmed that the Projects electrical performance meets or exceeds ISO-NE requirements and does not have a negative impact on the reliability of the New England transmission system. The studies, completed by independent contractors, incorporated the scenarios requested in the MA 83C III RFP process including analysis based on a queue position withdrawing. The studies confirm that the Project will satisfy ISO-NE's I.3.9 requirements, and how the Project will interconnect at an equivalent to the Capacity Capability Interconnection.



[REDACTED]

[REDACTED] The ISO-NE NEPOOL Reliability Committee approved  
[REDACTED] including all system upgrades.

[REDACTED]

[REDACTED]

A [REDACTED] study confirmed no short circuit issues due to the increase in fault current in substations in the area contributed by Mayflower Wind [REDACTED]

[REDACTED]

Steady-state contingency analysis of the system with all lines in service (N-1 analysis) was performed per ISO-NE standards [REDACTED]

[REDACTED]

A transient stability study conducted [REDACTED] confirmed the Project does not create any instability for any study contingencies and no additional grid reinforcements are necessary. [REDACTED]

[REDACTED]

In summary, no adverse impacts were found on the transmission system due to the Mayflower Wind Project [REDACTED]

[REDACTED]

Copy of completed CCIS-equivalent study attached:

If none, please explain:

[REDACTED]

Copy of Interconnection Agreement attached:

If none, please explain:

- 6.8 Please provide documentation of the deliverability constraint analysis set forth in Appendix I to the RFP. Provide a description of the findings of the deliverability constraint analysis, including but not limited to a list of thermal overloads and voltage violations identified.

Attachments:

Copy of completed deliverability constraint analysis: ☒

If the deliverability constraint analysis was performed as a portion of a separate study, please explain and provide the study:

- 6.9 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.

6.10 Please provide cost estimates for any necessary network upgrades identified in the studies identified in Section 6.7

- 6.11 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-process. Any such studies must be accompanied with clear documentation of study technical and cost assumptions, reasoning, and justification of such assumptions.

- 6.12 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:

- 6.13 Provide a copy of an electrical one-line diagram showing the interconnection facilities, the relevant facilities of the transmission and/or distribution provider, and any required network upgrades identified in the studies required in Section 6.9 of this document.

Electrical one-line diagram attached: ☒

If none, please explain:

- 6.14 Specify and describe the current or new interconnection facilities (lines, transformers, switching equipment, system protection and controls, etc.) that bidder owns or is intending to construct or have constructed in order to deliver the proposed energy.

- 6.15 Incremental data requirements;

1. IDV file(s) in PSSE v32 format modeling all upgrades to the transmission network identified in the studies required in Section 6.7 of this document. ☐

If none, please explain:



Mayflower Wind has provided the IDV files in PSSE v33 format as the v32 format is no longer available. PSSE v33 is the version currently required by ISO-NE [REDACTED]

2. 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)

Not applicable; IDV files are provided.

Transformer data (including Phase shifting transformers if applicable):

Terminal Voltages Thermal Ratings

Impedance

From To

(bus numbers and names)

Not applicable; IDV files are provided.

Reactive compensation models as necessary

Not applicable; no reactive compensation is required.

Other changes to the model that would occur due to a Project such as terminal changes for lines/transformer/generator leads/loads etc.

Not applicable.

- 6.16 Please detail with supporting information and studies (as available) that the production/delivery profile contemplated in your proposal reflects constraints or curtailments, if any, after the upgrades that are expected to take place pursuant to interconnection at an equivalent to the CCIS. If you are planning to make voluntary upgrades beyond those associated with the CCIS-equivalent standard, as more fully described in the RFP, please describe the transmission network upgrades necessary, their estimated cost (for which the bidder would have cost responsibility), and the impact on the proposed generation schedule by reducing remaining constraints or curtailments.

## SECTION 7 OF APPENDIX A TO THE RFP ENVIRONMENTAL AND PERMITTING

This section addresses environmental and other regulatory issues associated with project siting, development and operations for all aspects of the project (including generation, delivery, storage, interconnection, etc.), and in all jurisdictions (federal, all interested states, etc.).

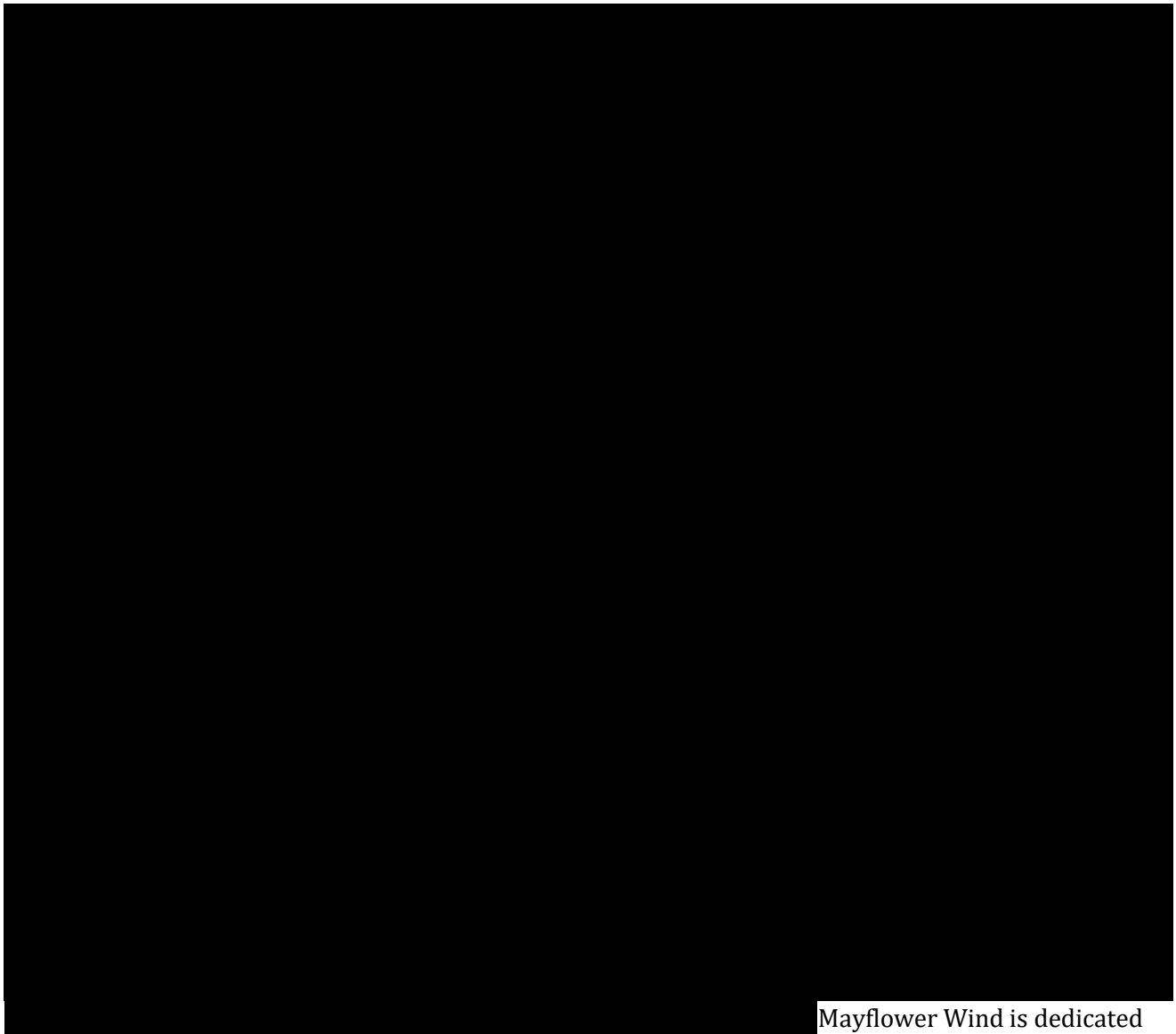
The Mayflower Wind Project requires federal, state, and local permits and approvals for relevant onshore, nearshore, and offshore work, which will entail environmental impact statements, risk assessments, and agency and stakeholder engagement at various stages. Mayflower Wind has the experience, knowledge, and capacity to obtain the permits and approvals necessary to develop and operate offshore energy projects. The team comprises proven leaders in offshore wind, onshore wind, and other major energy infrastructure projects involving federal, state, and local permits. The team also includes former federal government employees (Bureau of Ocean Energy Management [BOEM] and National Oceanic and Atmospheric Administration [NOAA]).

Contractors supporting Mayflower Wind include environmental firms with expertise in developing environmental assessments, impact statements, survey designs, and survey execution. Mayflower Wind's contractors include scientists who are leaders in a wide range of fields and disciplines including marine acoustics, fisheries, marine mammals, birds, bats, ecosystem management, wildlife detection/deterrent technologies, and oceanography. Mayflower Wind's team also includes several marine scientists with relevant advanced degrees and associated training and expertise in developing and advancing marine science and data consortia for industry projects and public-private collaborations between private industry, government, non-government, and academic institutions.

Mayflower Wind understands the importance of government and community stakeholder engagement and has implemented an 'early and often' engagement approach. Engagements were initiated prior to the lease auction in December 2018 to understand stakeholder and agency concerns—in particular, scientific, socioeconomic, and environmental impacts. With early engagement and the adoption of recommendations from government and stakeholders,

Mayflower Wind has consulted with the fishing industry, Native American Tribes, landowners, environmental groups, higher-education institutions, municipal government officials, state

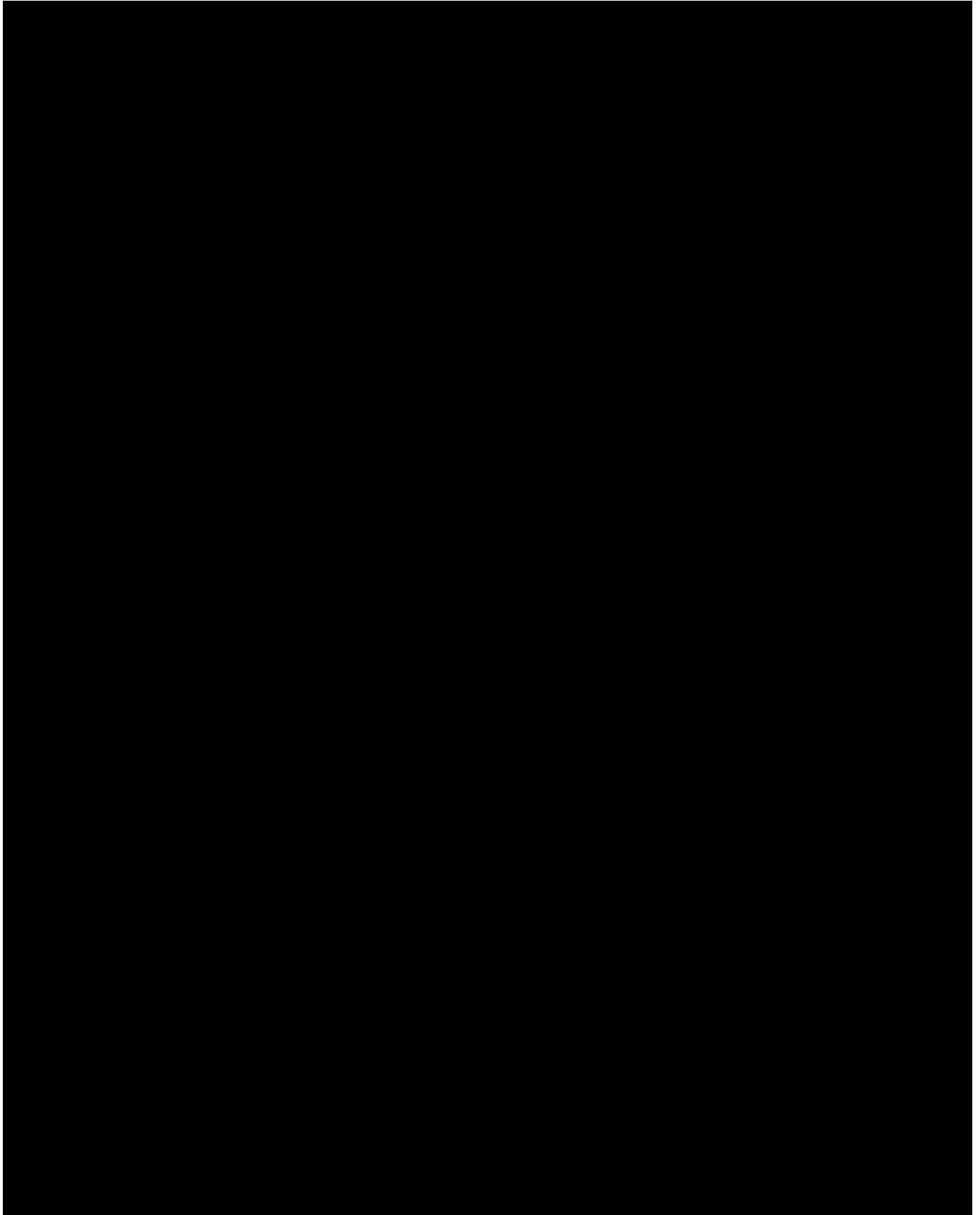
legislators, chambers of commerce, trade associations, regional science organizations, and port managers. These engagements will, where appropriate, continue throughout the lifetime of the Project.

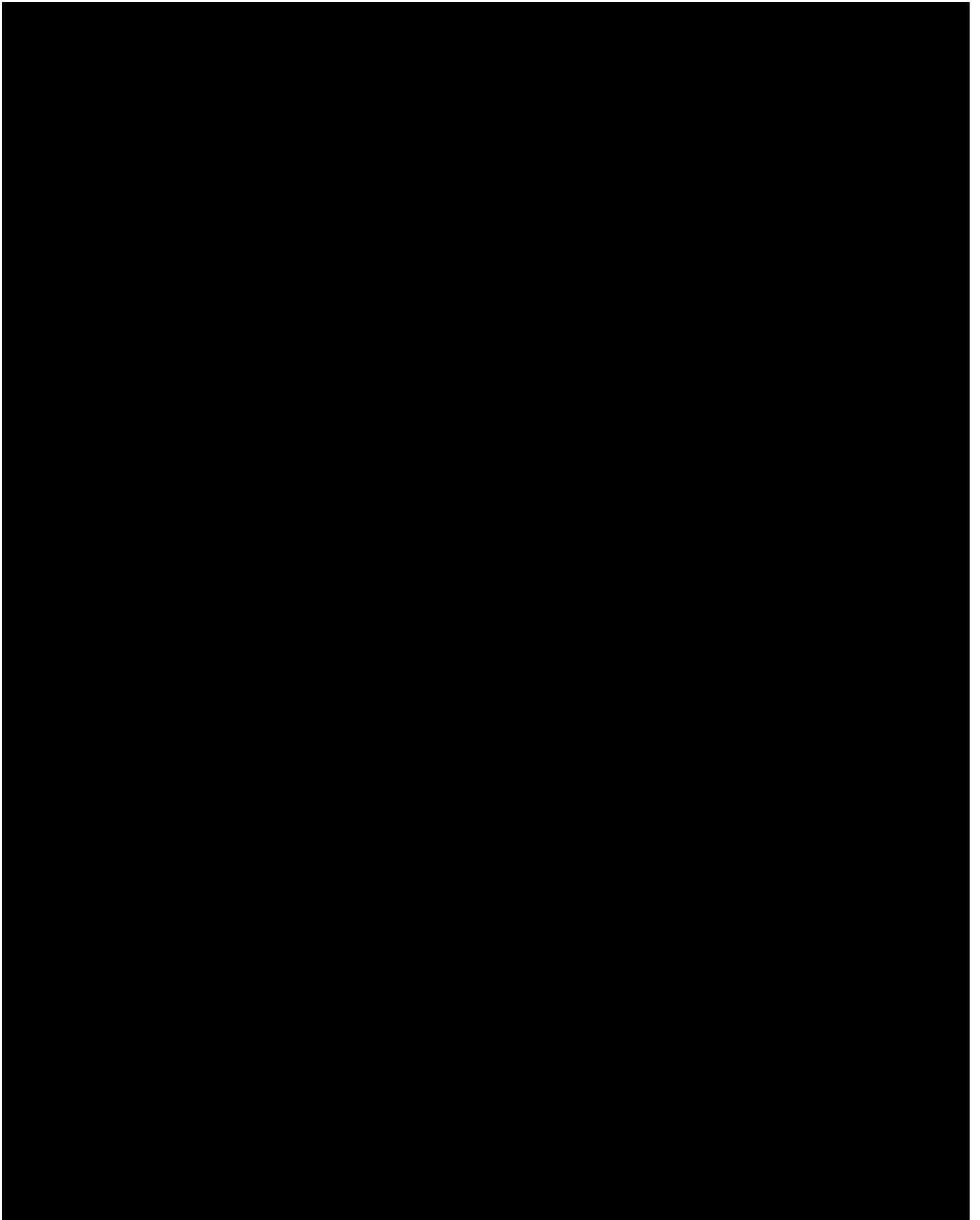


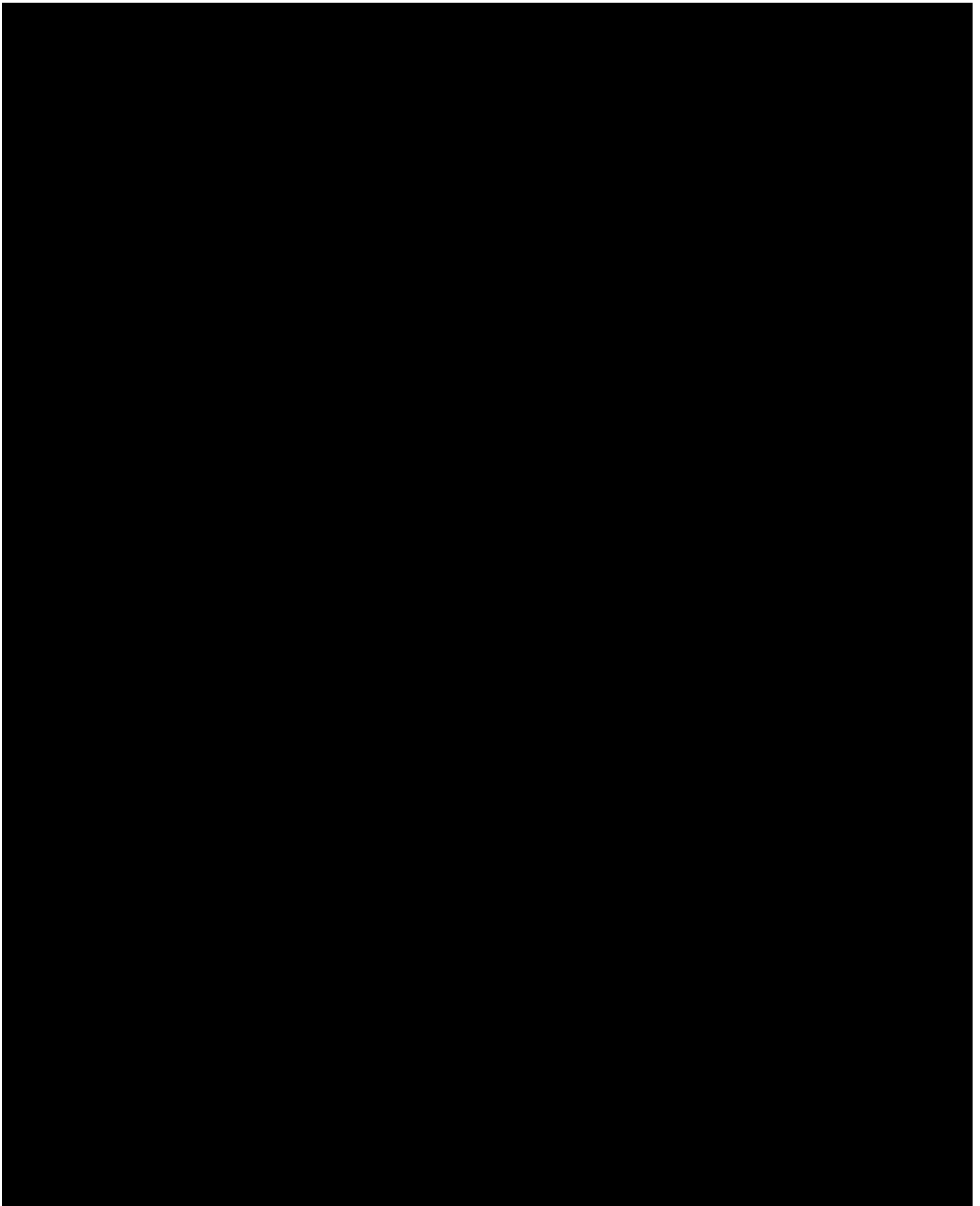
Mayflower Wind is dedicated to applying lessons learned from not only U.S.-based projects (including Mayflower Wind's own, record-low priced offshore wind project that was selected by the Distribution Companies and the Massachusetts Department of Energy Resources [DOER] in response to the MA 83C II RFP in 2019), but also drawing on a wealth of experience from projects abroad as well. Mayflower Wind remains focused on identifying unique and innovative approaches to environmental mitigation and to monitoring and minimizing impacts to local communities. These efforts have been, and will continue to be, conscientiously pursued with input from stakeholders and communities to build the Project safely, responsibly, innovatively, and in such a way that befits the expectations of stakeholders and the ratepayers of the Commonwealth of Massachusetts.

- 7.1 Provide a list of all the permits, licenses, and environmental assessments and/or environmental impact statements required to construct and operate the project. Along with this list, identify the governmental agencies and States that are responsible for issuing approval of all the permits, licenses, and environmental assessments and/or environmental impact statements. If a bidder has secured any permit or has applied for a permit, please indicate this in the response.

Mayflower Wind is implementing an 'early and often' strategy to engage with federal, state, and local regulators. Mayflower Wind is mature in the federal and state permitting process required to construct and operate the Project.



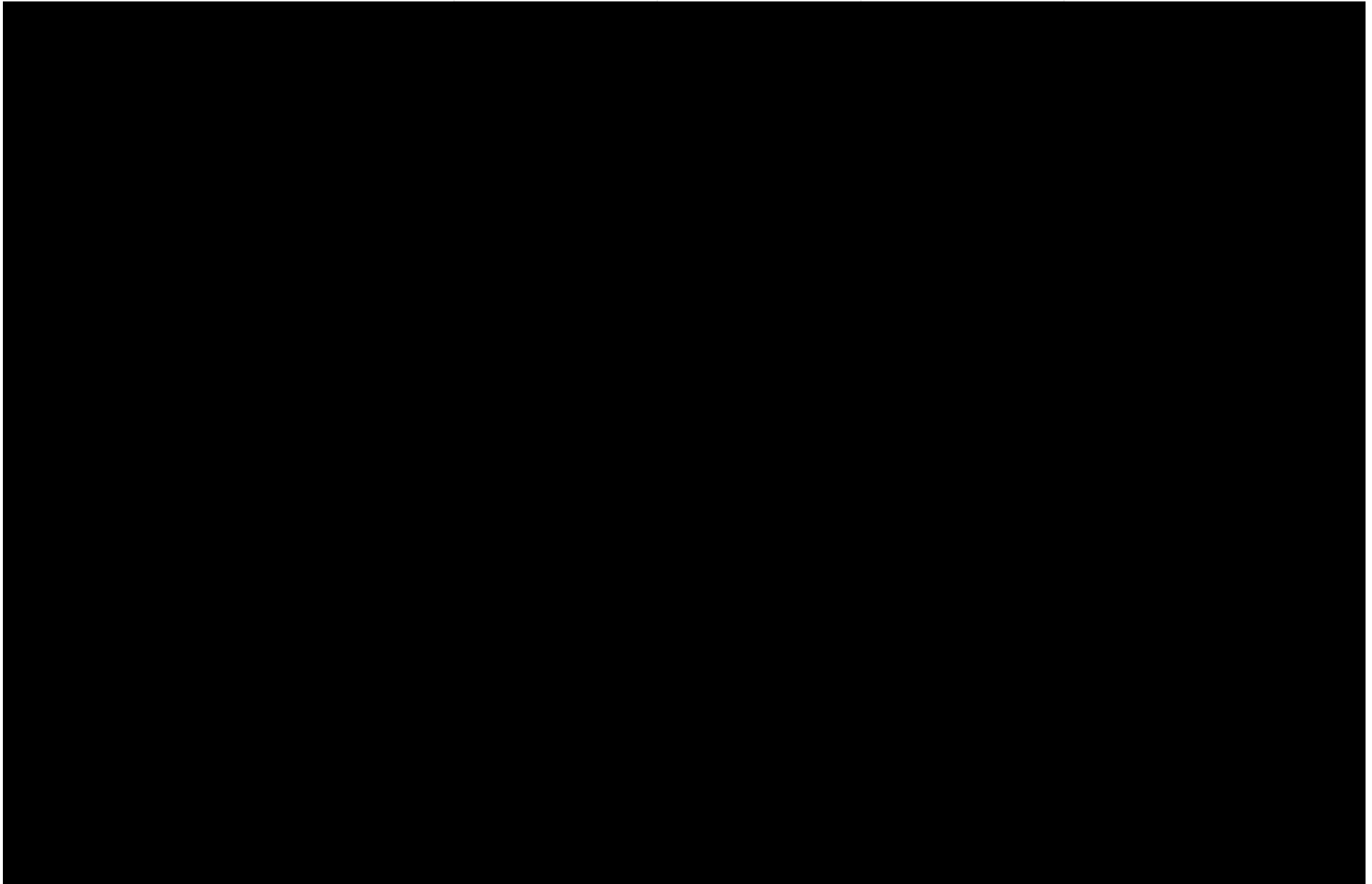






- 7.2 Provide the anticipated timeline for seeking and receiving the required permits, licenses, and environmental assessments and/or environmental impact statements. Include a project approval assessment which describes, in narrative form, each segment of the process, the required permit or approval, 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 9.

Mayflower Wind continues to conduct engagement with federal, state, and local regulatory agencies and non-governmental organization (NGO) stakeholders as a critical part of obtaining all necessary permits and approvals in a timely basis to ensure the successful development and execution of the Project. Informal and formal coordination completed to date includes pre-construction survey notifications, pre-application agency meetings, stakeholder outreach meetings, and regular status updates to regulators and communities to date. This coordination will continue throughout the development, construction, operation, and decommissioning phases of the Project.



[REDACTED]

Mayflower Wind's team includes experts with deep knowledge of key federal and state agencies and the mandates and responsibilities these agencies must meet in their respective decision-making. The number of supporting team members who have either worked for or with these agencies for many years on various energy infrastructure projects and related permits significantly differentiates Mayflower Wind from its competitors. Mayflower Wind draws from its staff experience working alongside key agencies to create workable and transparent policies and best management practices to work collaboratively in conducting and integrating science into agency decision-making processes. This experience and expertise strongly position the Mayflower Wind Project for permitting success.

[REDACTED]

Approvals by BOEM will be required for siting of a renewable energy project on the Outer Continental Shelf (OCS) per the Energy Policy Act of 2005 (43 U.S.C. § 1337(p)(1)). On July 29, 2019, Mayflower Wind submitted an SAP (for a meteorological buoy) to BOEM [REDACTED]

[REDACTED]

Following COP approval, or approval with modifications, Mayflower Wind will submit an FDR and a FIR.

Mayflower Wind maintains regular, bi-weekly engagements with BOEM to discuss their review of the COP, timelines for the NOI, EIS, and other NEPA milestones, and site characterization updates.

[REDACTED]

[REDACTED]

The Department of Defense uses its Siting Clearinghouse for offshore wind and cable siting coordination and also coordinates with the U.S. Naval Seafloor Cable Protection Office. [REDACTED]

[REDACTED]

[REDACTED] The Department of Defense may also coordinate with the Federal Aviation Administration (FAA) on review of obstructions and radar interference, although the Lease Area is outside of the FAA's 12 nm (22 km) review boundary.

[REDACTED]

Since the Lease Area is more than 12 nm (22 km) offshore, which is the limit of FAA jurisdiction, BOEM will coordinate with FAA on potential airspace extending beyond 12 nm, marking and lighting recommendations, and review of aeronautical hazards. BOEM will conduct this evaluation as part of the COP review process and issue final approval related to potential impacts on air space and aviation activities. [REDACTED]

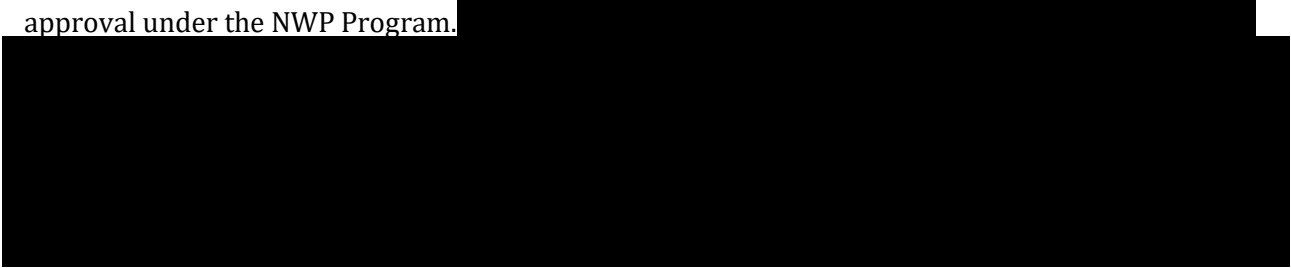
[REDACTED]

The U.S. Army Corps of Engineers (USACE) has jurisdiction over a variety of activities related to offshore wind development. Projects in Massachusetts are under the jurisdiction of the USACE New England District. The District may authorize projects under Individual Permits, Programmatic General Permits, or Nationwide Permits (NWP) depending upon the nature and extent of the proposed activity.


[REDACTED]

Activities that require authorization under Section 10 of the Rivers and Harbors Appropriation Act or Section 404 of the Clean Water Act (CWA) will be assessed by the USACE through the Section 10

and Section 404 processes, including the NEPA process for the Project. Activities that are limited in scope and are expected to have limited impacts when mitigation is applied may be eligible for approval under the USACE NWP Program. There are currently NWPs for placement of Aids to Navigation, Scientific Measuring Devices, and Survey Activities. Survey activities and the installation of site assessment devices such as meteorological buoys for the Project are eligible for approval under the NWP Program.

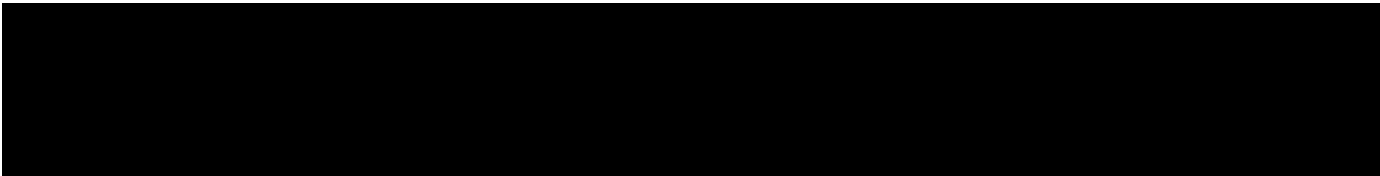


The Ports and Waterways Safety Act authorizes the U.S. Coast Guard (USCG) to implement measures for controlling or supervising vessel traffic or for protecting navigation and the marine environment.



The USCG also requires wind farm developers to install and privately maintain navigation safety features, which may include lights, audible signals, and free-standing buoys or markers. Mayflower Wind will apply for USCG approval to install and maintain these Private Aids to Navigation (PATON) in accordance with USCG specifications prior to construction.

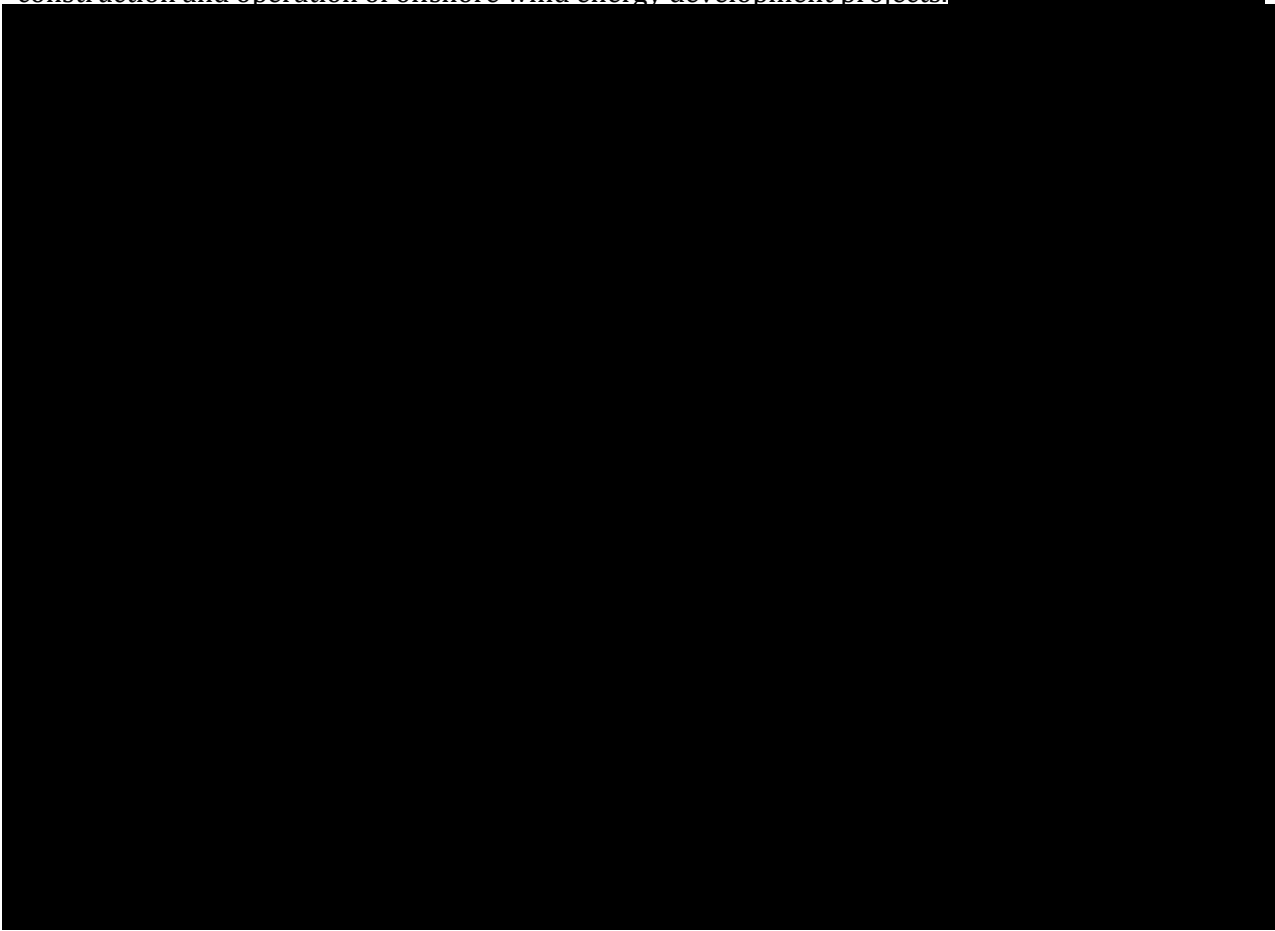
Mayflower will also file local notices to mariners for offshore construction activities prior to the commencement of offshore construction and installation. To date, local notices to mariners have been submitted to USCG prior to all Mayflower Wind offshore surveys, including geophysical, geotechnical, and benthic surveys.



The U.S. Environmental Protection Agency (EPA) has jurisdiction over several activities related to offshore wind development. Primary activities Mayflower Wind anticipates will require EPA approval include potential discharges to the ocean or waters of the U.S. and air emissions.


The EPA issues National Pollutant Discharge Elimination System permits for discharges from point sources into the waters of the U.S.

The Clean Air Act regulates air emissions from stationary and mobile sources and authorizes the EPA to establish National Ambient Air Quality Standards (NAAQS). The EPA enforces the applicable Clean Air Act requirements for OCS sources, including emissions from activities associated with the construction and operation of offshore wind energy development projects.



The U.S. Fish and Wildlife Service (USFWS) is responsible for the administration and enforcement of the federal Endangered Species Act (ESA; 16 U.S.C. § 1531 et seq.), Bald and Golden Eagle Protection Act (BGEPA; 16 U.S.C. 668-668d), and Migratory Bird Treaty Act (MBTA; 16 U.S.C. §§ 703-712).

On the OCS, USFWS jointly administers the ESA with the U.S. Department of Commerce's National Oceanic and Atmospheric Administration National Marine Fisheries Service (NMFS).



Mayflower Wind will draw upon appropriate USFWS and other guidance documents and continue to coordinate with USFWS and, where appropriate, NMFS, during Project risk assessment and planning to ensure compliance with the ESA, BGEPA, and MBTA. USFWS will act as a cooperating agency to BOEM during the review of the Mayflower Wind COP to ensure compliance with these statutes.

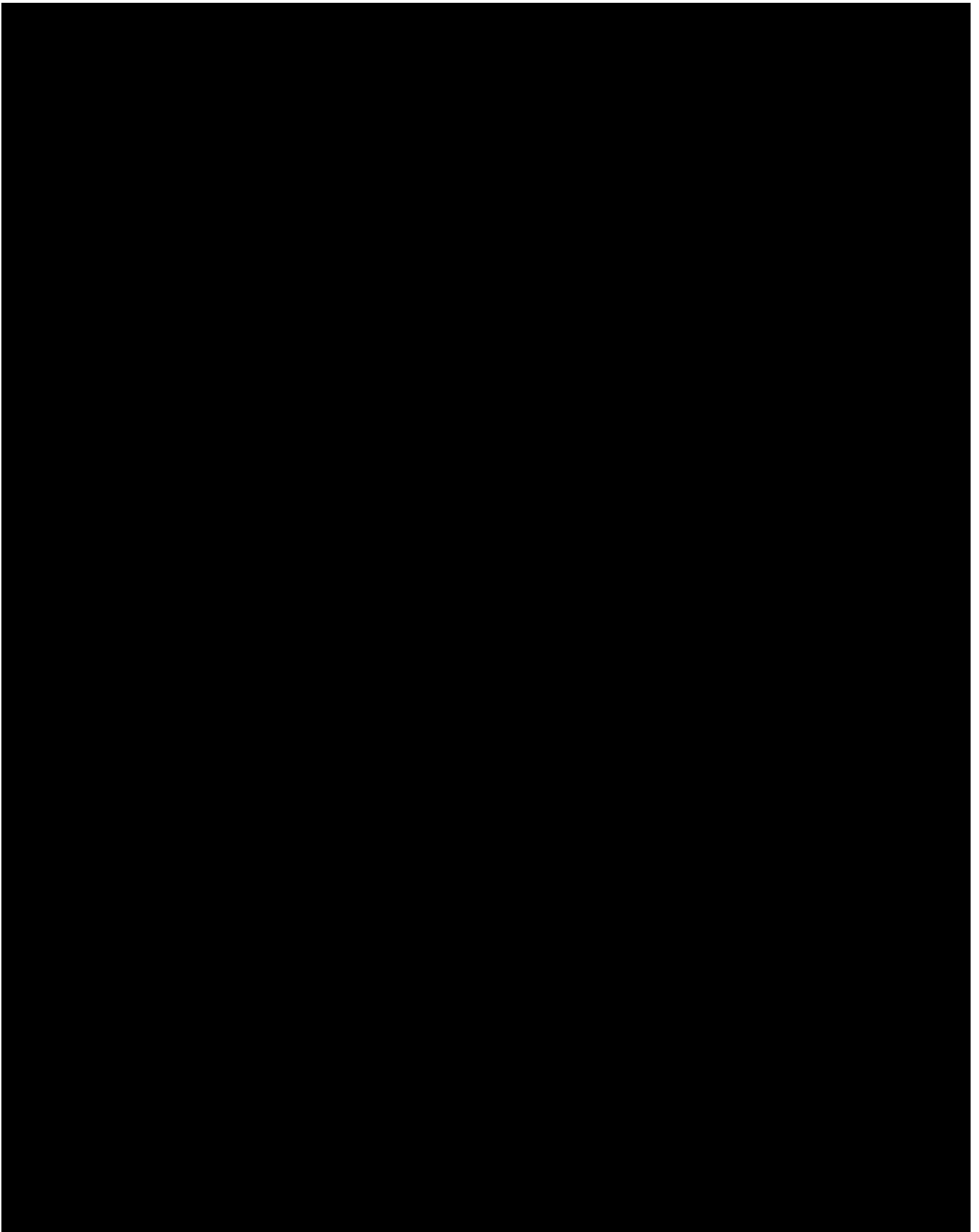
[REDACTED]

In the North Atlantic, NMFS is responsible for the administration and enforcement of the Marine Mammal Protection Act (MMPA), the Magnuson-Stevens Fishery Conservation and Management Act (Magnuson-Stevens Act; MSA), and the ESA.

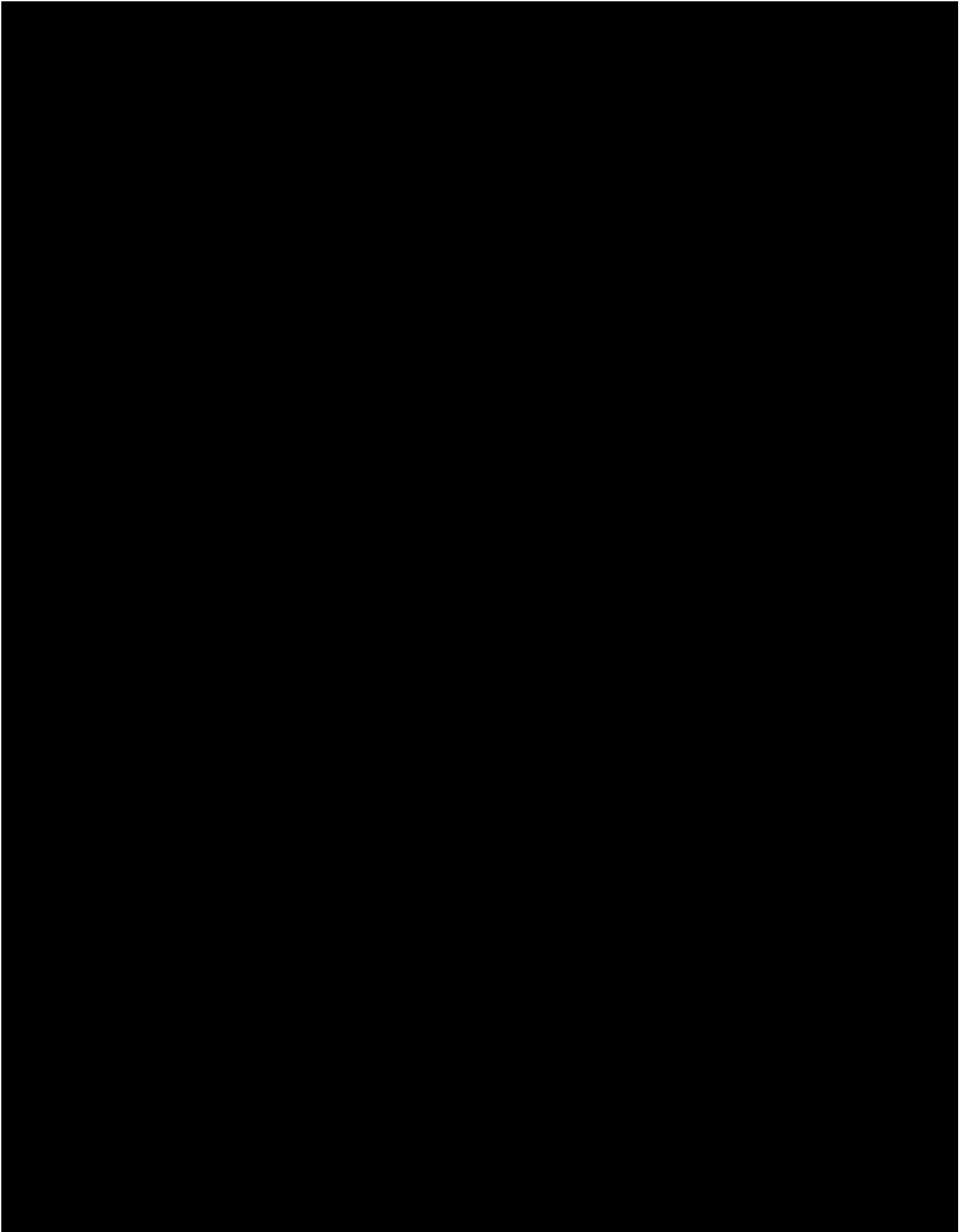
[REDACTED]

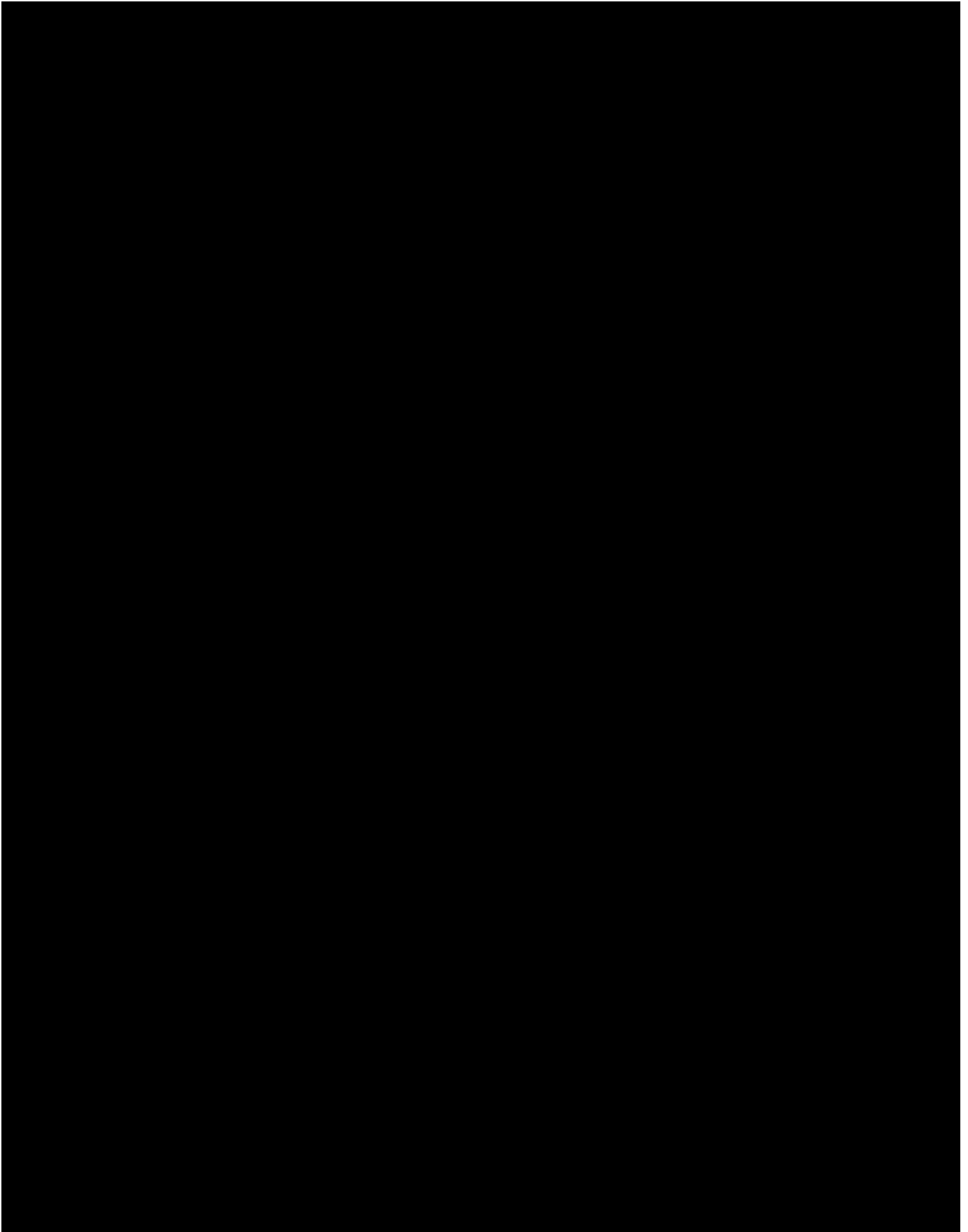
Consultations with NMFS will be conducted during environmental reviews, including NEPA and potential ESA Section 7 consultation, to streamline requirements and avoid duplication [REDACTED]

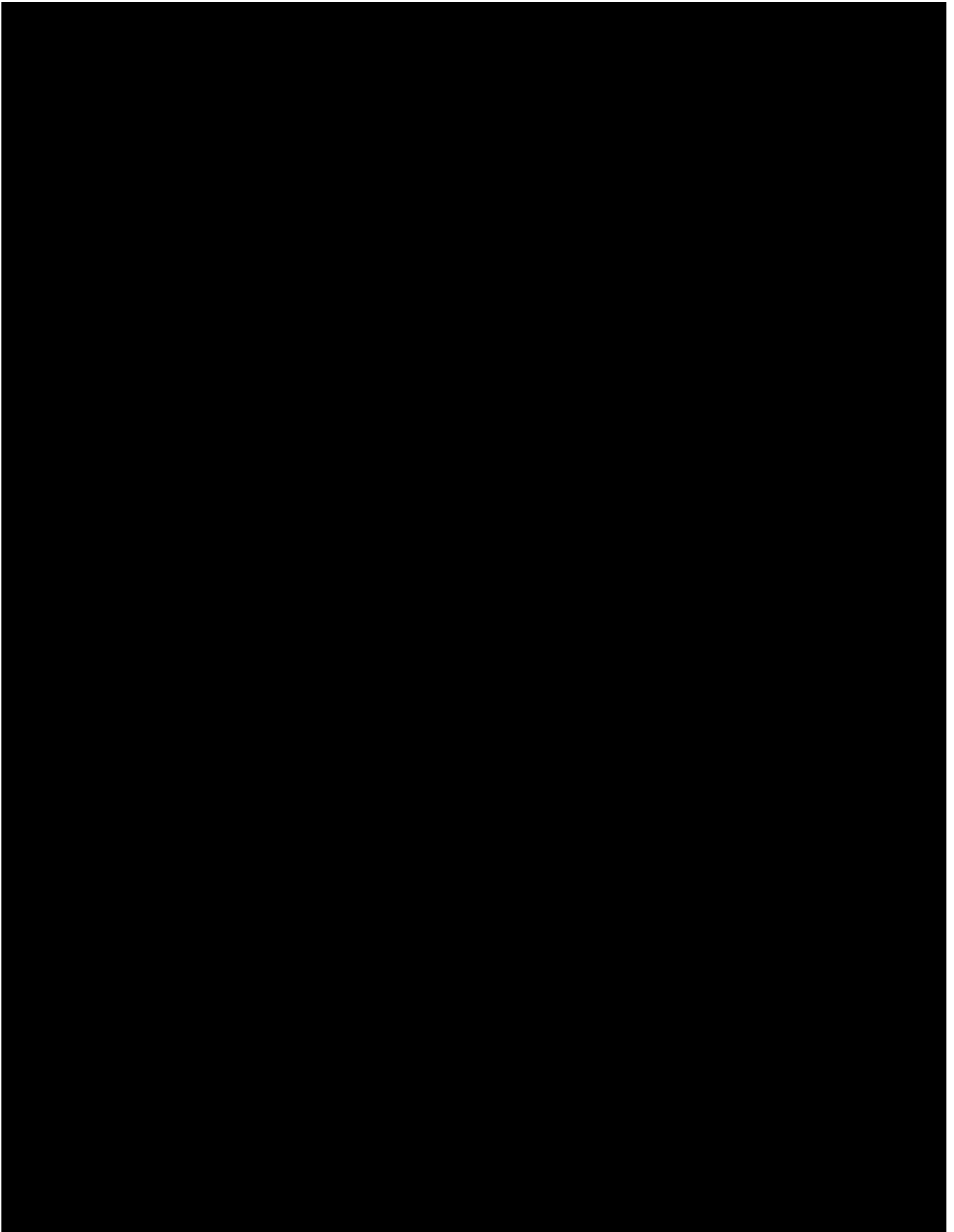
[REDACTED]

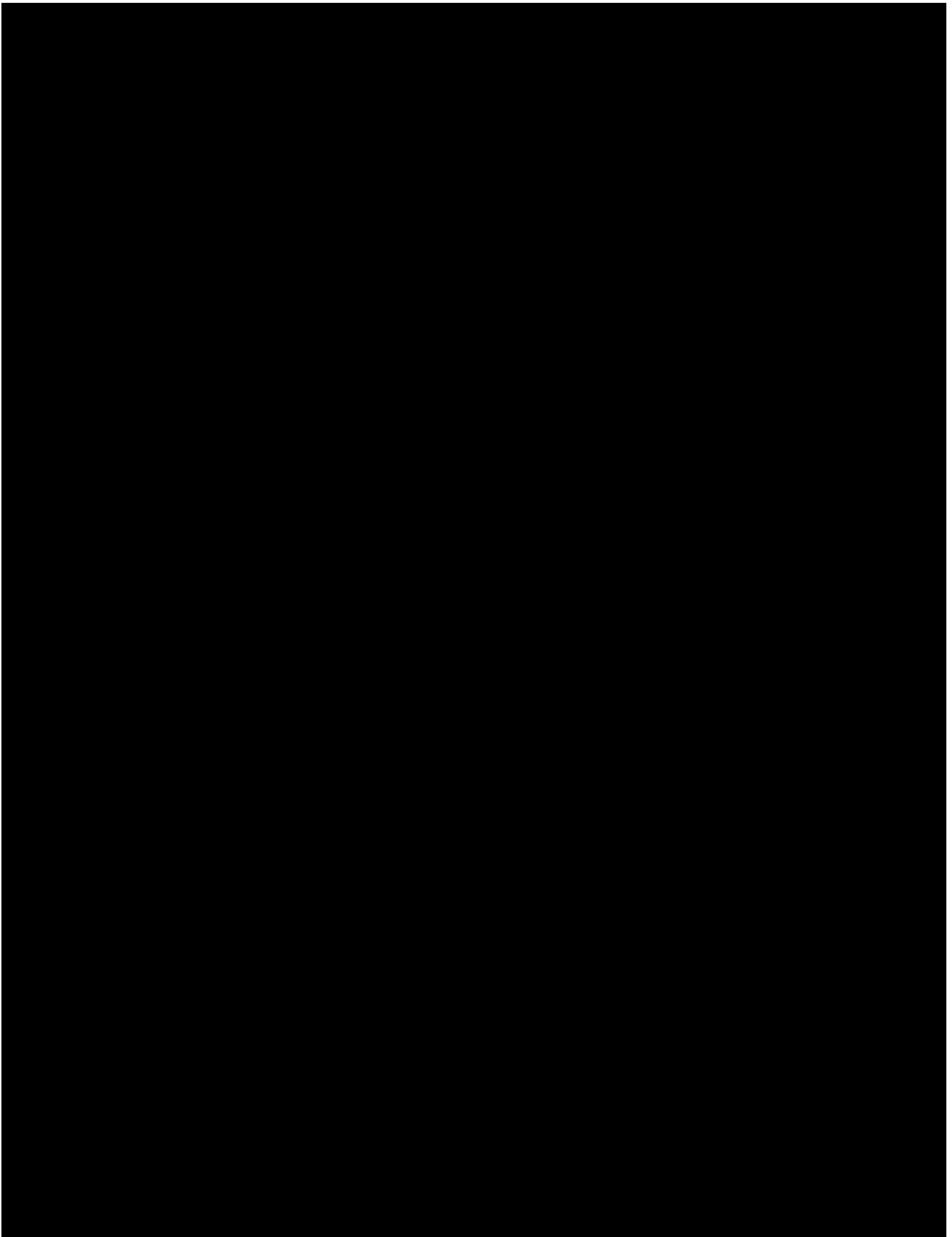


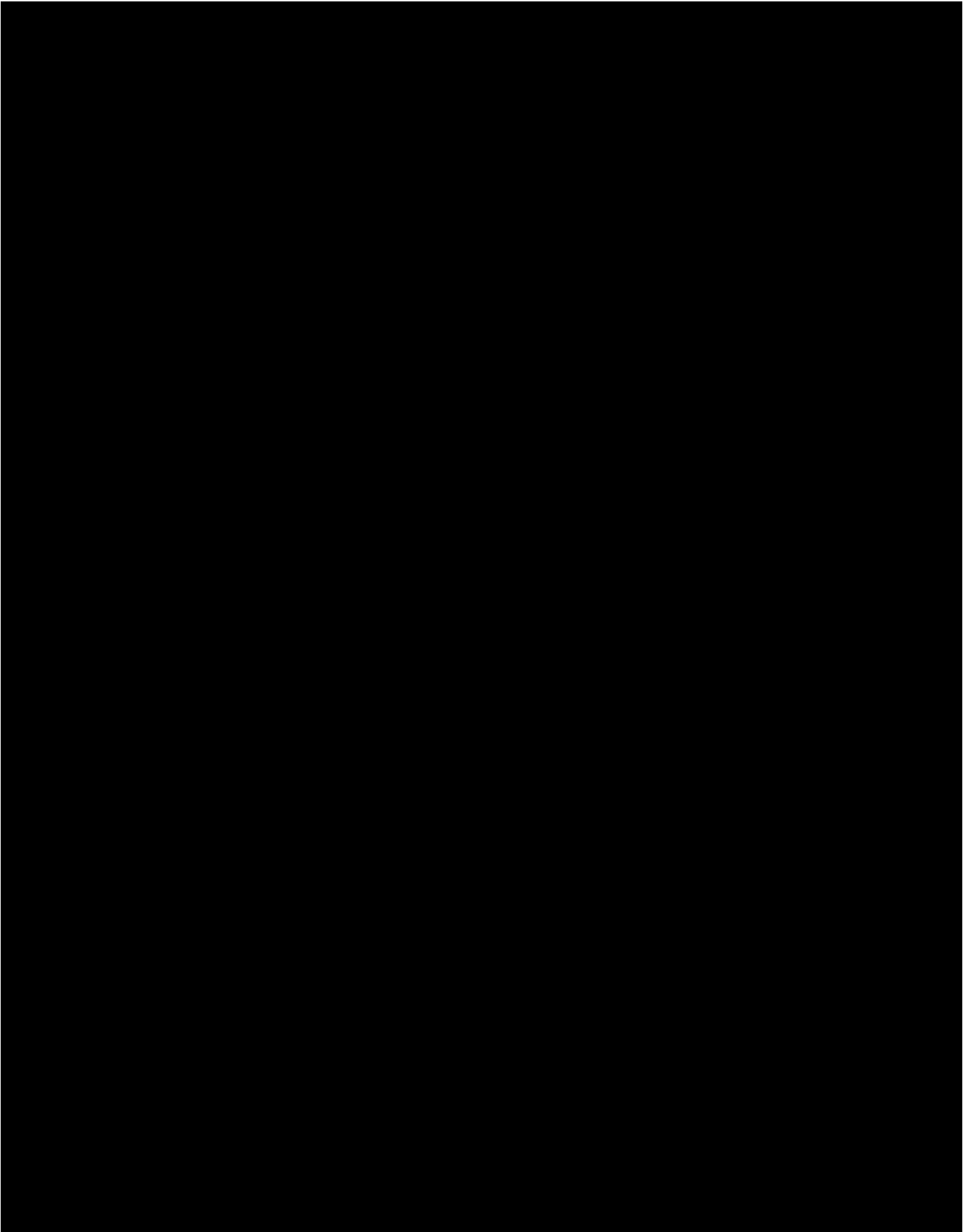










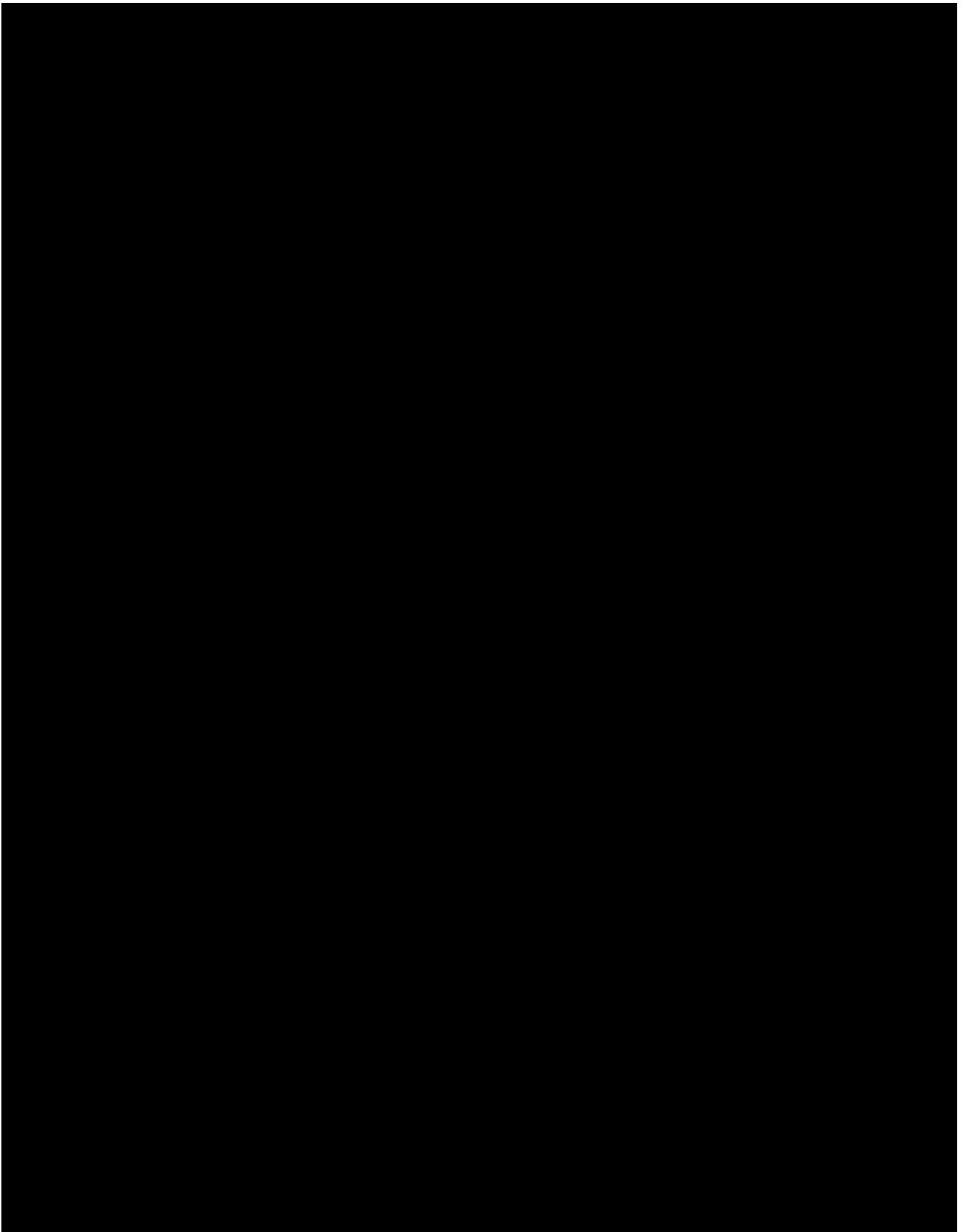


- 7.3 Provide information (a) demonstrating past and current productive relationship with environmental, fishing, tribal, environmental justice, and onshore stakeholders and (b) demonstrating your track record of avoiding, minimizing, and mitigating environmental, fishing, tribal, environmental justice, and onshore impacts from projects similar to the proposed project.

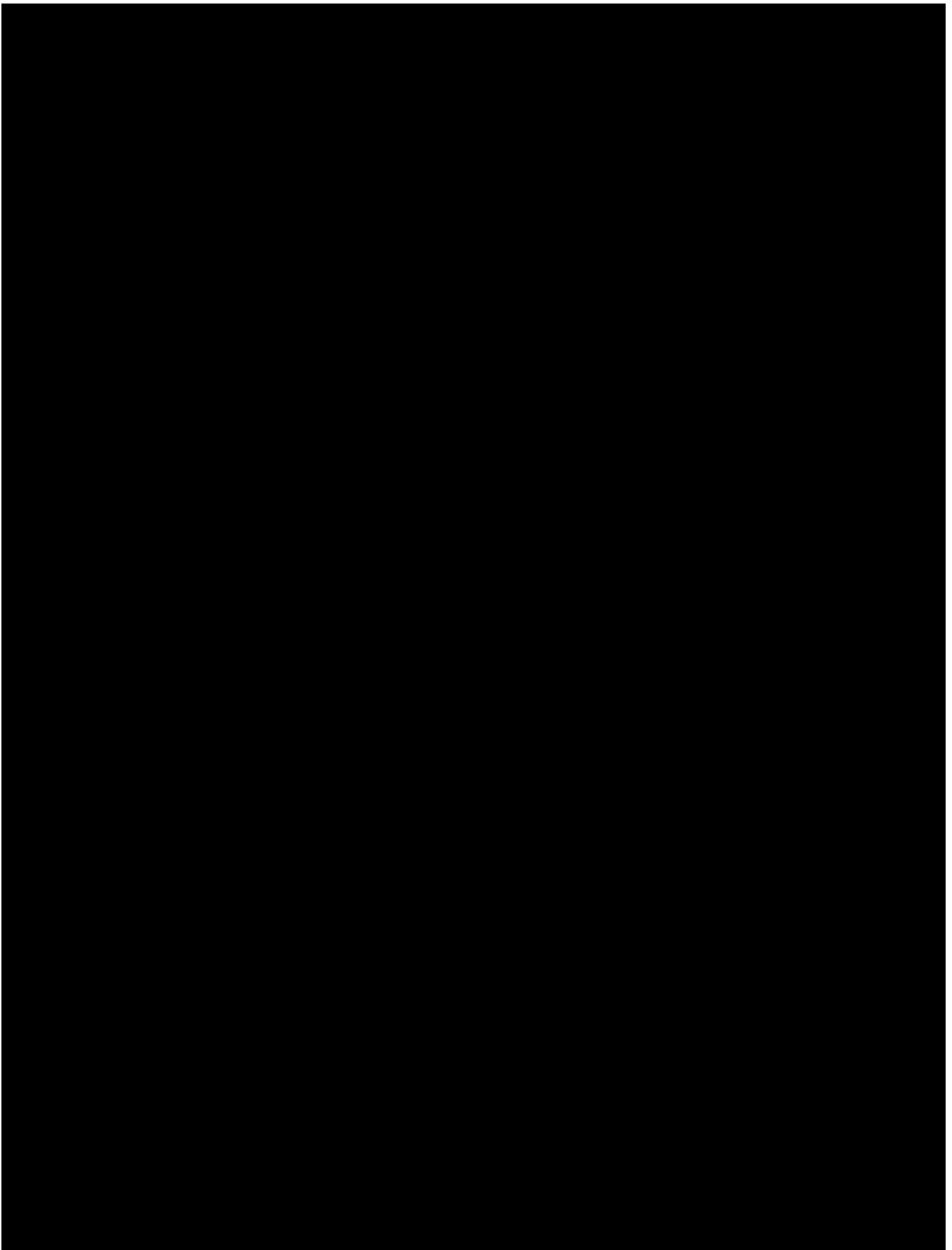
The Mayflower Wind team has extensive expertise in global impact assessment processes, a long, proven history of conducting onshore and offshore environmental impact assessments, and past and current productive relationships with environmental, fishing, tribal, environmental justice, and onshore stakeholders. This extensive track record has resulted in the successful development, permitting, financing, construction, and operation of offshore and onshore wind power projects and offshore energy facilities of all kinds that avoid, minimize, and mitigate environmental, fishing, tribal, environmental justice, and onshore impacts.

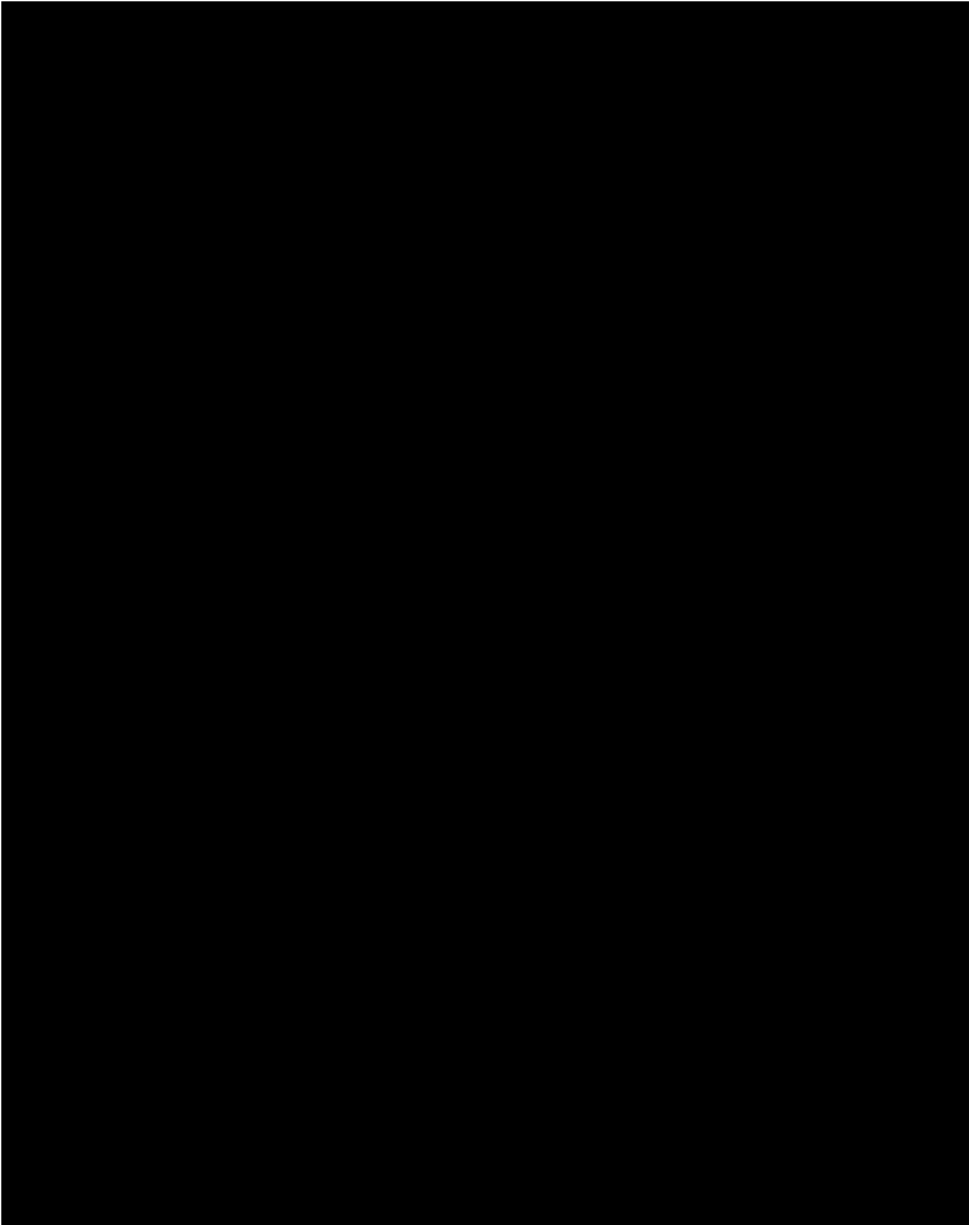
Mayflower Wind's team also includes siting and permitting subject matter experts who have demonstrated experience in successfully permitting several major onshore electric transmission projects, including assessing and managing multiple ISO-NE interconnection requests through to construction and operation. Mayflower Wind has a solid understanding of the environmental impacts associated with offshore wind development and the necessary measures to avoid, minimize, and mitigate these impacts.

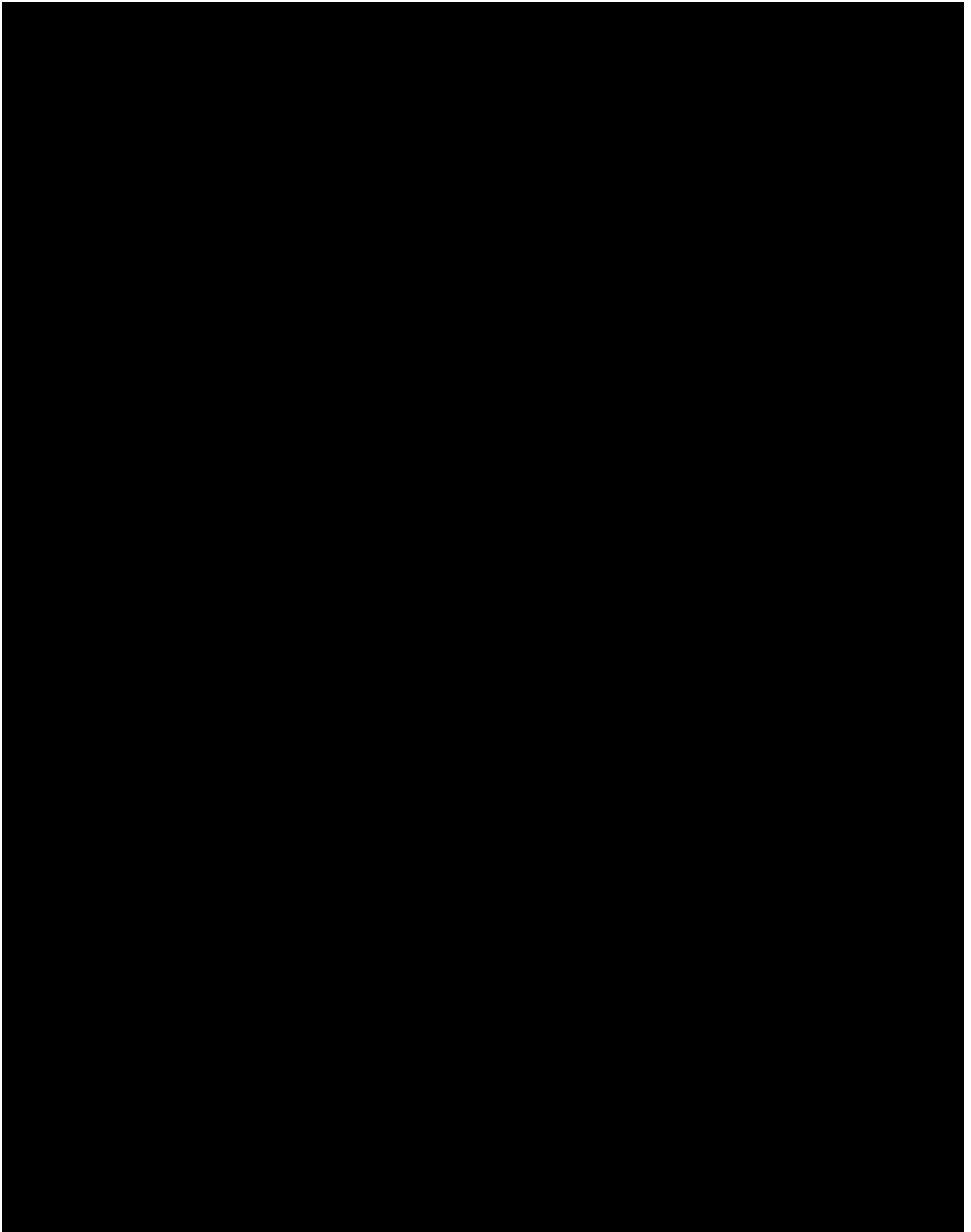
Beyond its core team expertise, Mayflower Wind benefits from ready access to the vast, proven expertise of each of its Sponsors' subject matter experts. The strengths of Shell and Ocean Winds are complementary, bringing together a powerful combination of offshore and onshore environmental expertise that separates Mayflower Wind from other U.S. offshore wind developers.

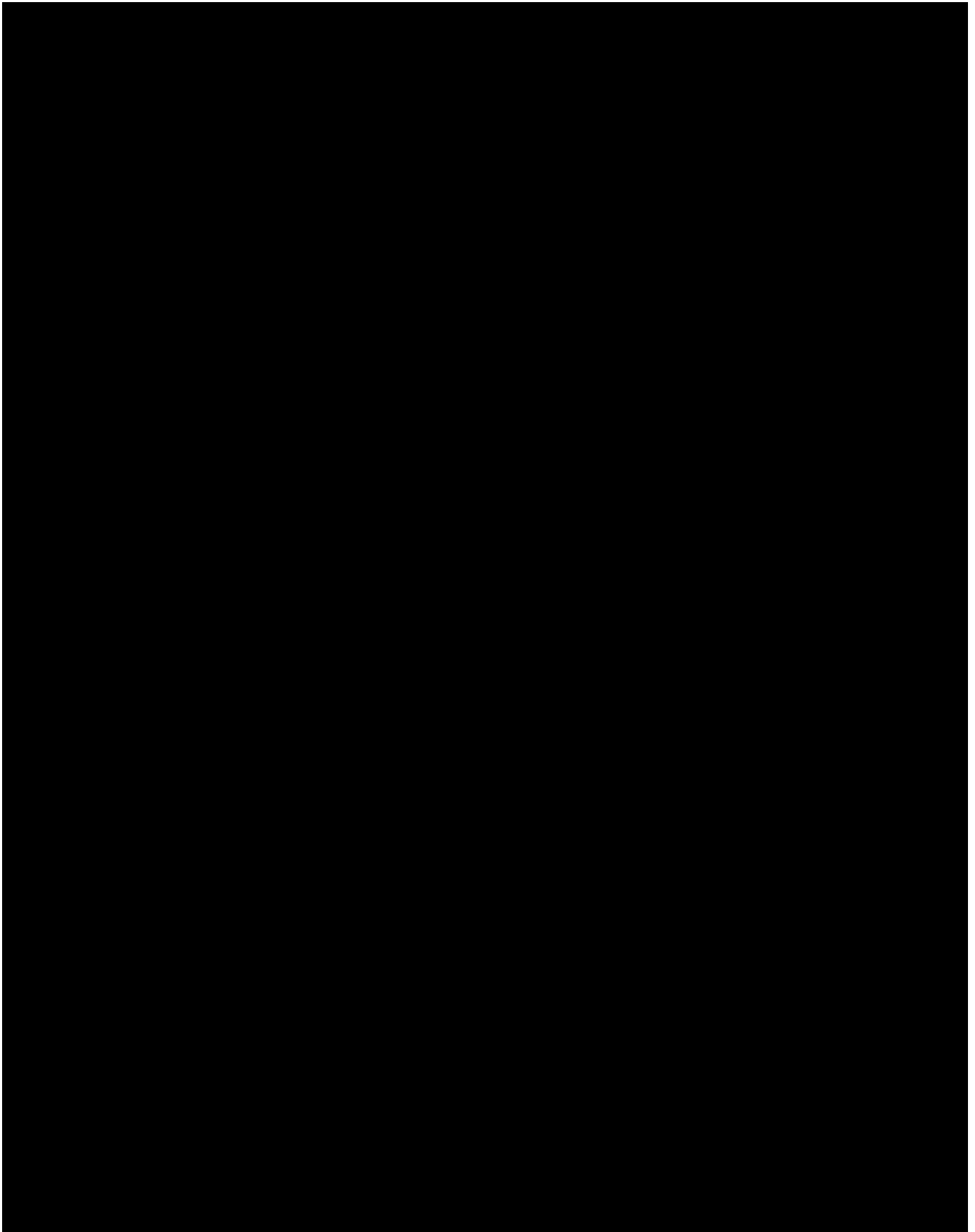


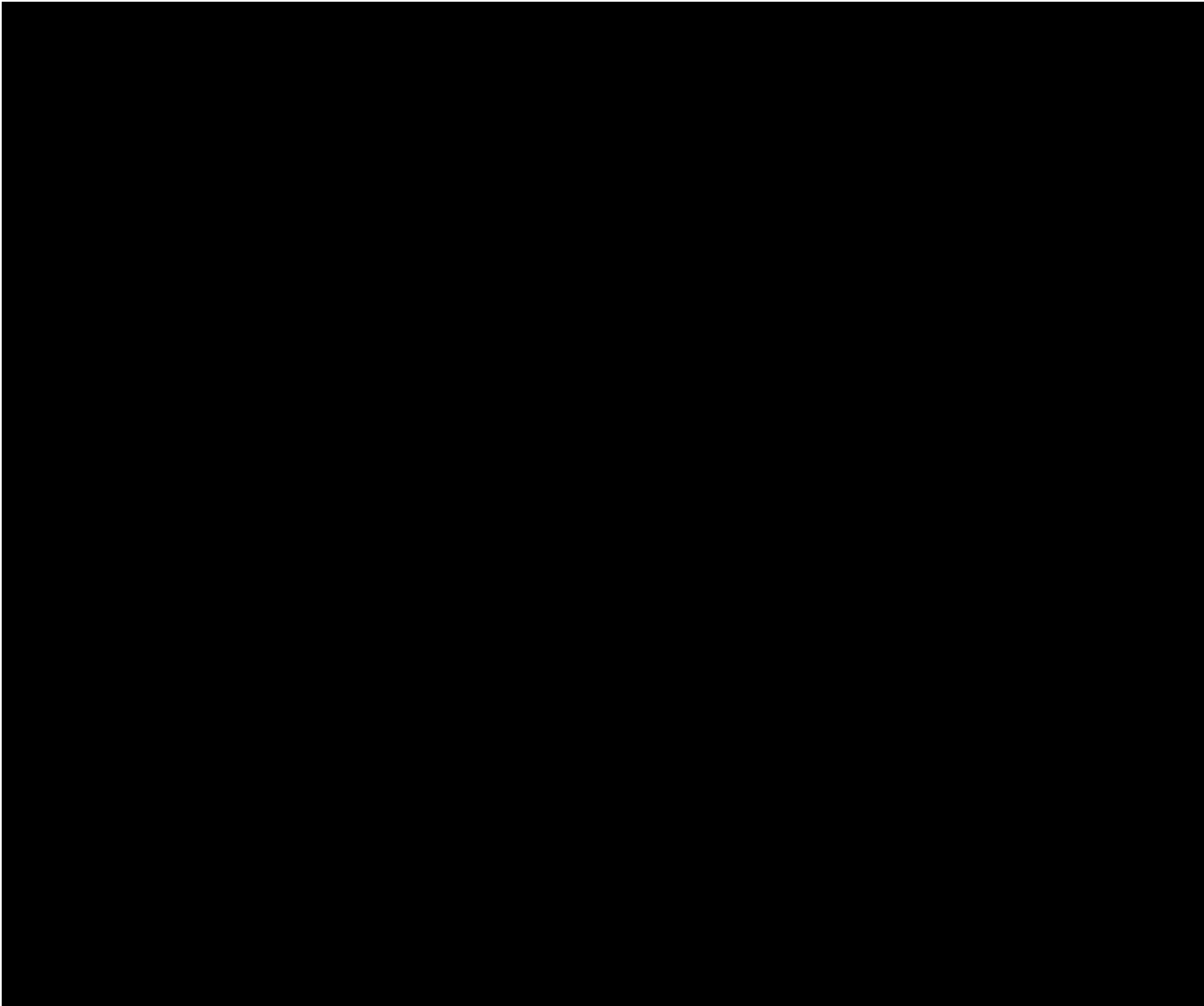






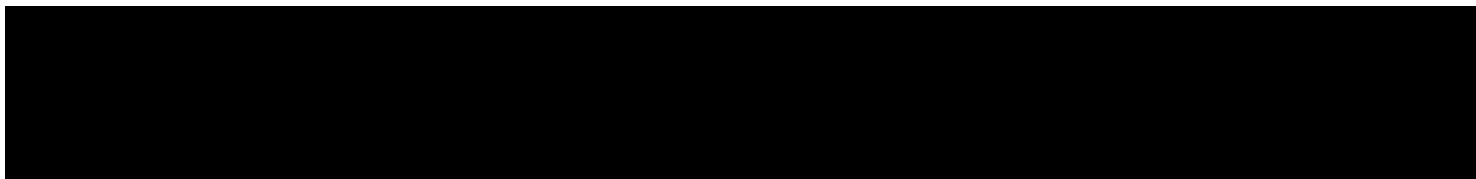


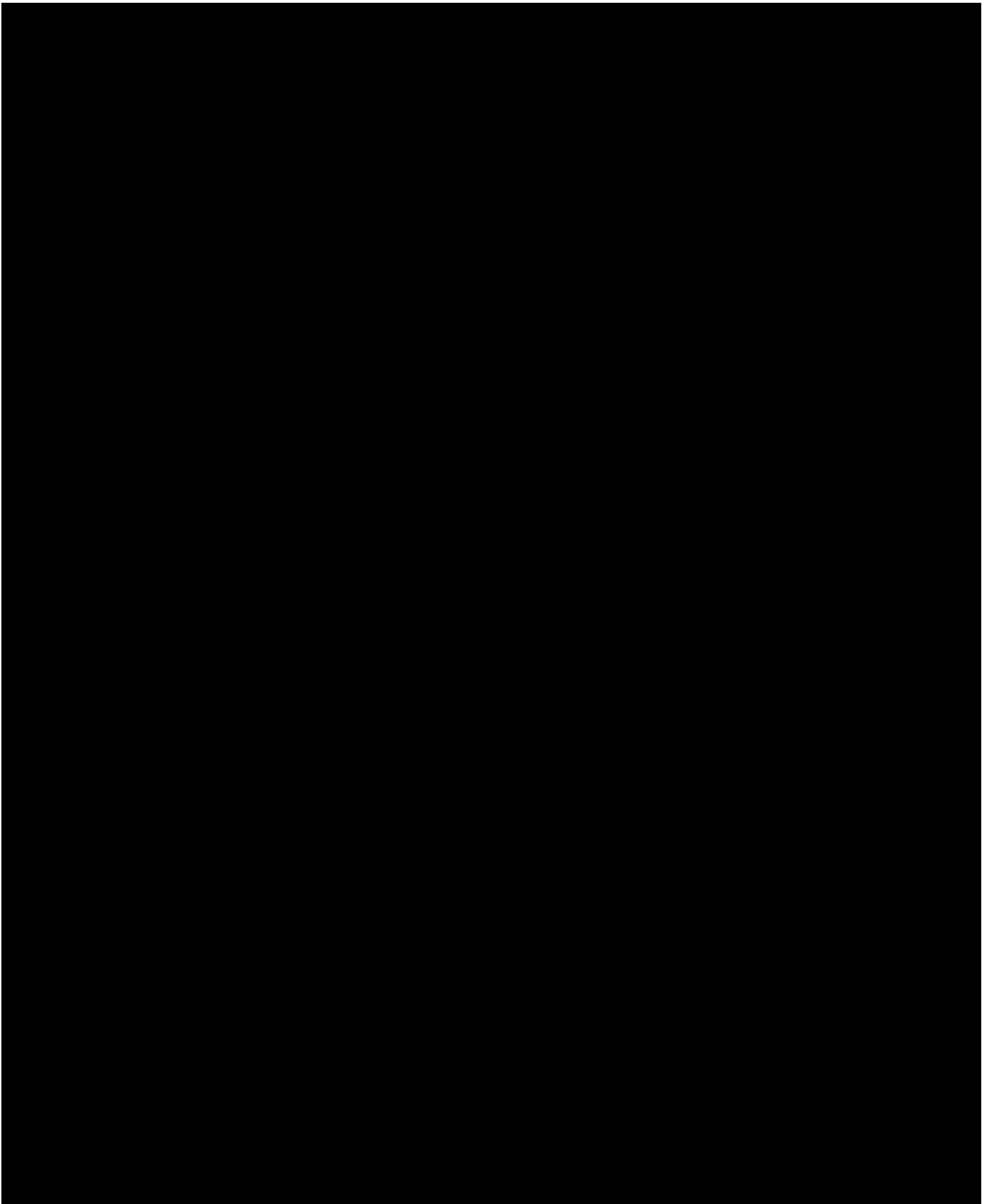


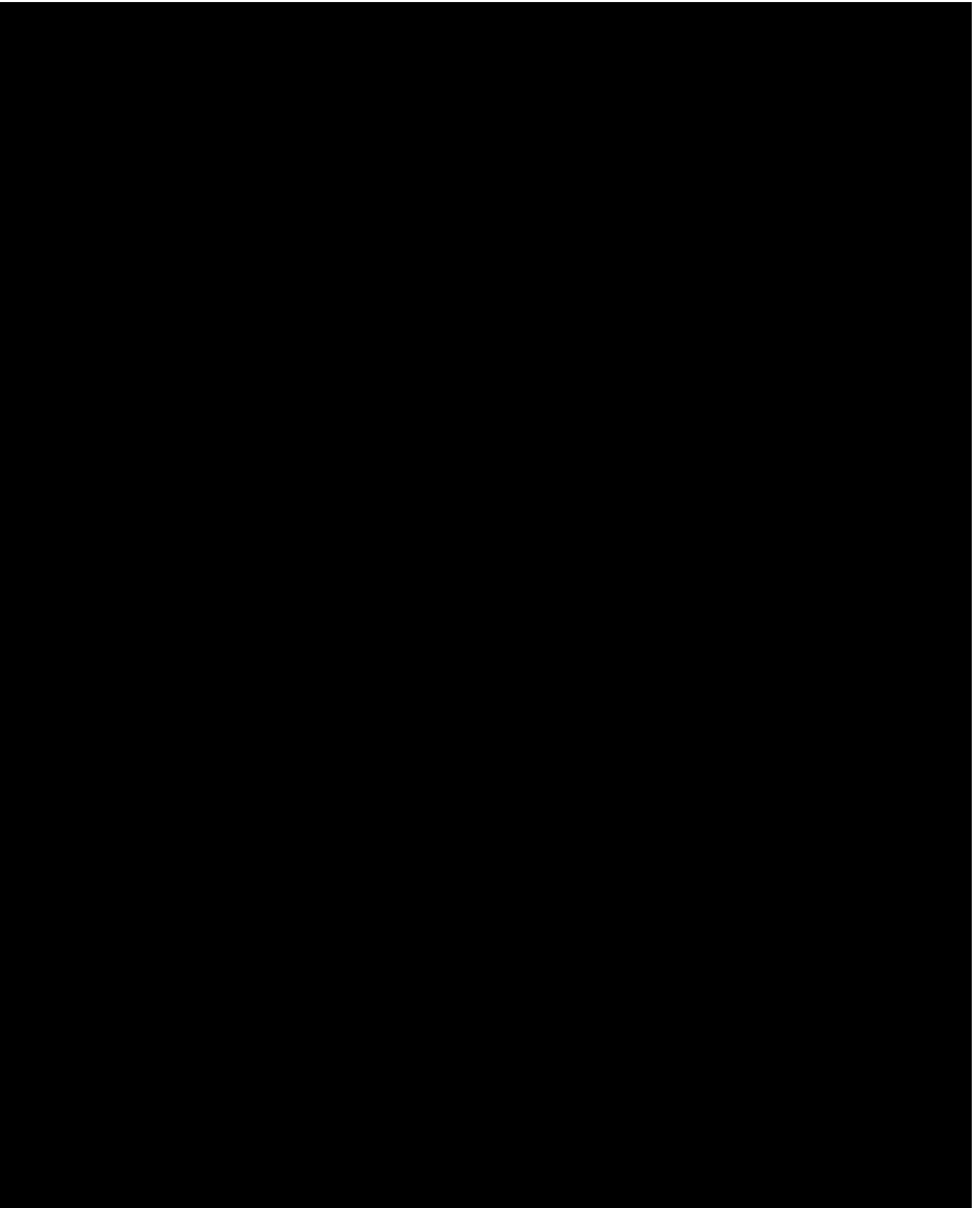


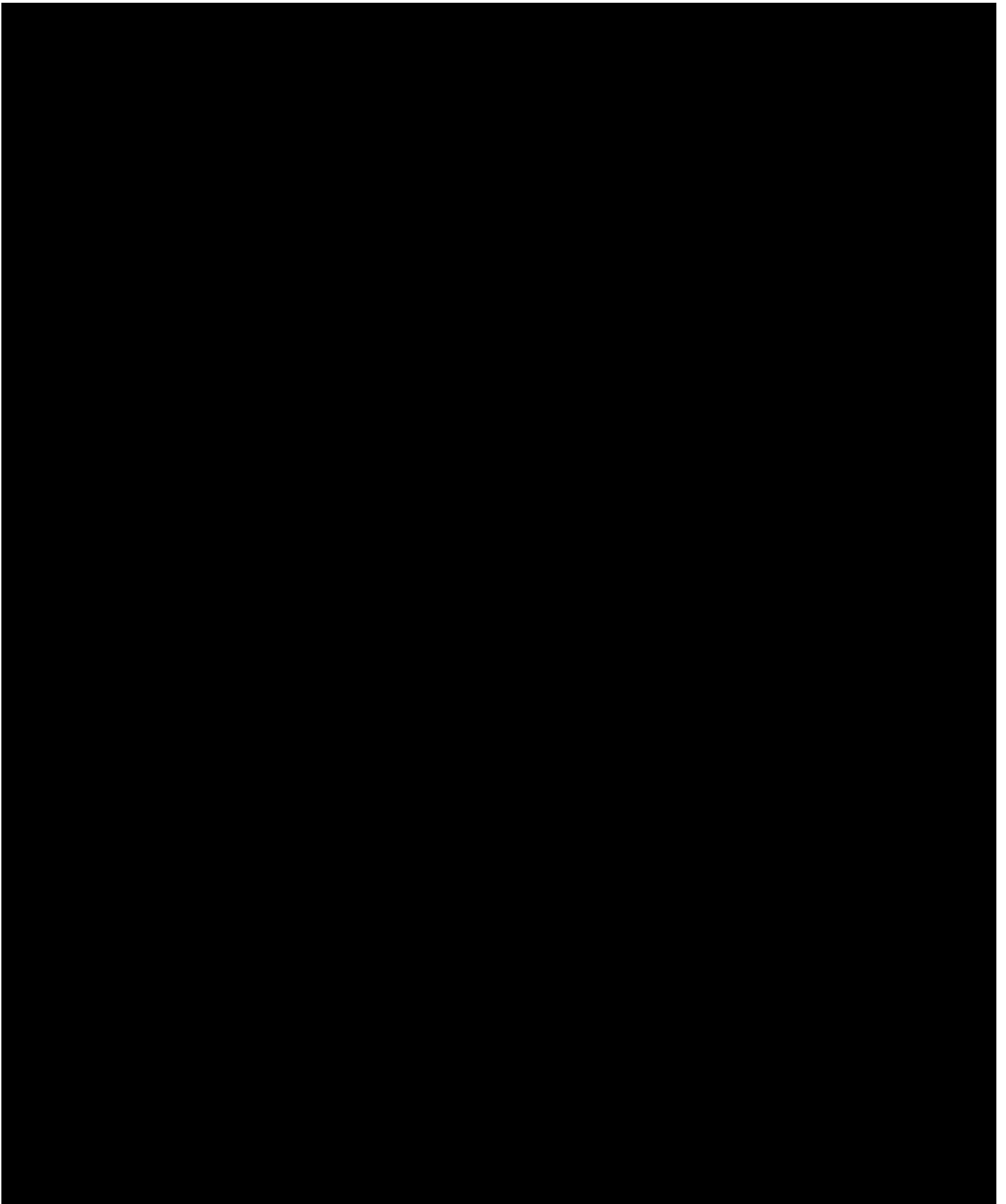
### ***Subject Matter Experts Supporting Mayflower Wind***

Mayflower Wind has engaged best-in-class environmental consultants to provide project development and permitting support. Mayflower Wind has built a growing consortium of experienced environmental consultants to provide the strongest applications and permits and conduct safe and reliable surveys and studies that are grounded in best available science and robust data. These assessments, permit applications, and surveys will continue to provide regulators and communities with certainty that the Project will be built and operated with a focus on avoiding, minimizing, and mitigating impacts to species and habitats, as well as environmental, fishing, tribal, environmental justice, and onshore stakeholders.











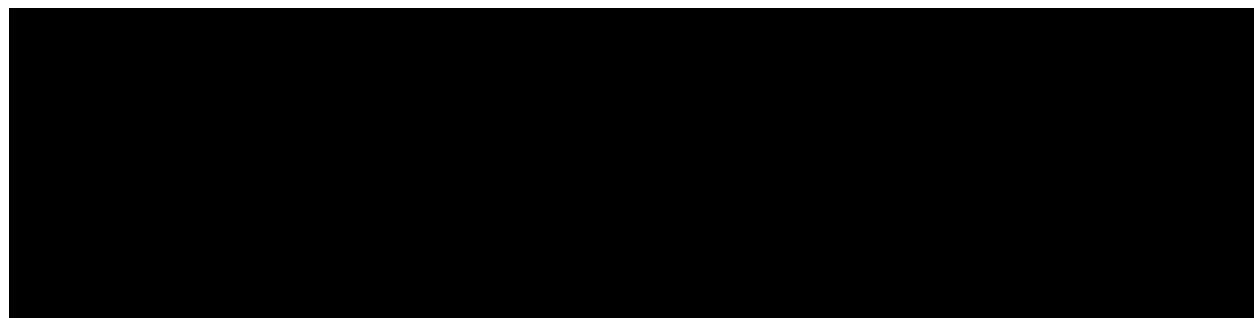
7.4 Please provide information on any fisheries mitigation measures designed to avoid, minimize and mitigate impacts on the commercial fishing industry, including but not limited to addressing all criteria specified under Fishing Impacts in Appendix J.


As Massachusetts' first industry, fishing is an integral part of the cultural, historic, and economic fabric of the Commonwealth. Mayflower Wind is aware that responsible development of the Project is contingent on early, transparent, and continuous collaboration with the fishing industry. The success of the Mayflower Wind Project depends on its ability to coexist alongside Massachusetts fishermen and others who fish in and near the Lease Area and who rely on Massachusetts ports.


Mayflower Wind has developed and implemented a comprehensive suite of fisheries measures to avoid, minimize, or mitigate potential impacts to fishermen and fisheries. Prior to the award of Lease Area OCS-A 0521, the Massachusetts Wind Energy Area (MA WEA) was established by BOEM in areas with relatively lower fishing intensity than other adjacent areas to minimize the potential impact Mayflower Wind's Project or any project would have on fishing and fisheries.

The Project is designed to further minimize potential conflicts between fishing and offshore wind with careful thought given throughout all phases of Project planning. Outreach and communication to the fishing industry, coordinated through the Fisheries Liaison Officer (FLO), has been ongoing since 2019 and will continue throughout all phases of Project. Mayflower Wind is also collaborating with fishermen and fisheries managers to develop and sustain innovative data monitoring efforts that support sustainable and healthy fisheries alongside responsible offshore wind development. These efforts include a Fisheries Communication Plan (FCP) [REDACTED] fisheries monitoring, fisheries mitigation measures, the use of fisheries liaisons and fisheries representatives, the use of local fishermen in site characterization efforts, participation in federal, state, regional, and industry working groups, and supporting priority fisheries research.

Mayflower Wind has developed an FCP to guide outreach and communication with the fishing industry. The FCP has been developed according to BOEM's *Guidelines for Providing Information on Fisheries Social and Economic Conditions for Renewable Energy Development on the Atlantic Outer Continental Shelf* (pursuant to 30 CFR Part 585) and describes the strategies and methods the Project employs to communicate with fisheries stakeholders prior to and during offshore activities.



Specific communication methods and tools detailed in the FCP include advance notification to local fishing groups, and federal, regional, and state fishery management organizations about Project-related activities that may impact them. These notifications include details on the location and timeline of offshore survey and construction activities in advance of mobilization, as well as ongoing updates until activities are completed 

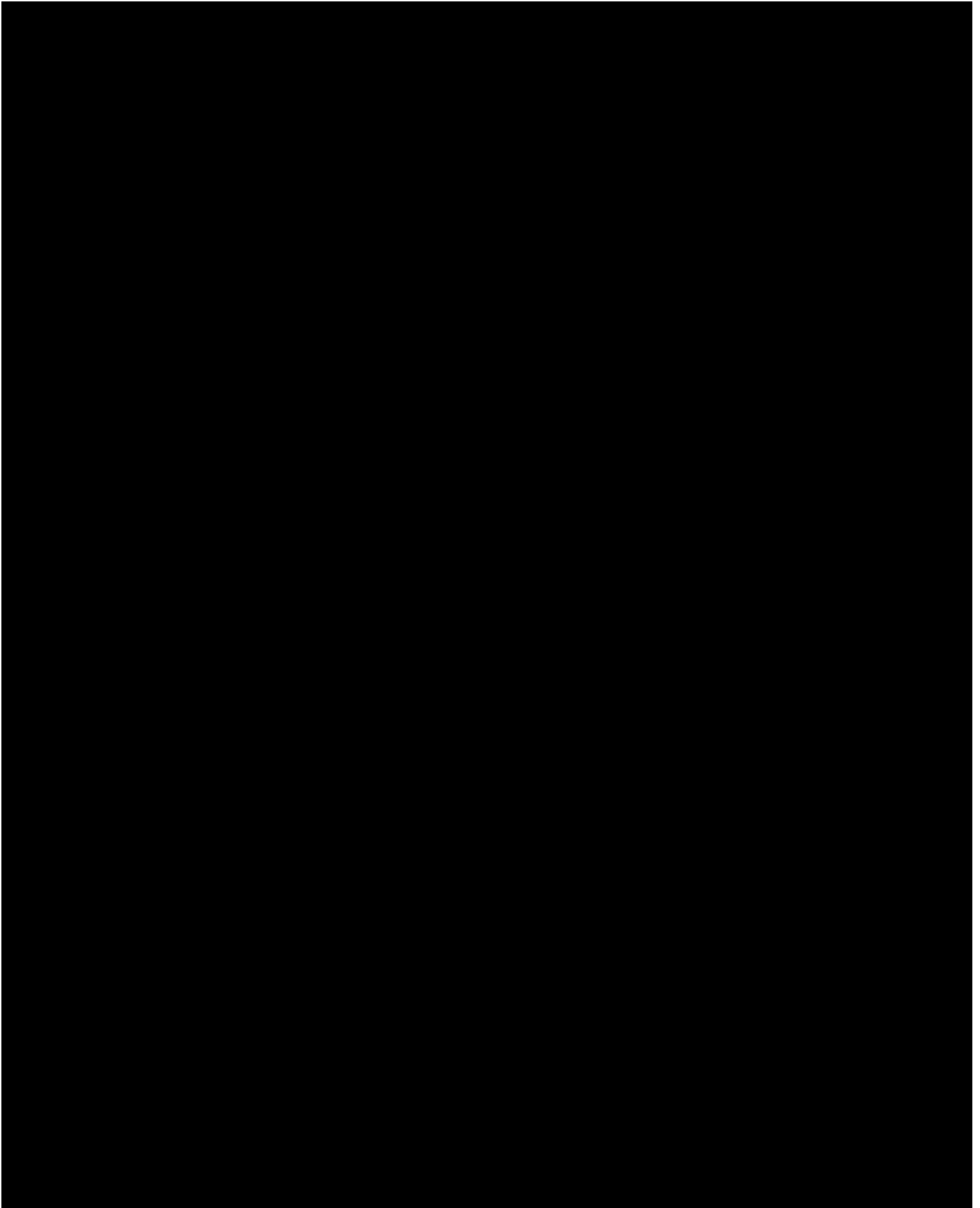


Mayflower Wind reviewed, and incorporated input from, the following federal documents during the development of its FCP:

- BOEM's Guidelines for Providing Information on Fisheries Social and Economic Conditions for Renewable Energy Development on the Atlantic Outer Continental Shelf Pursuant to 30 Code of Federal Regulations (CFR) Part 585
- Development of Mitigation Measures to Address Potential Use Conflicts Between Commercial Wind Energy Lessees/Grantees and Commercial Fishermen on the Atlantic Outer Continental Shelf Report on Best Management Practices, and
- Mitigation Measures: A Final Report for the U.S. Department of the Interior, Bureau of Ocean Energy Management, Office of Renewable Energy Programs, Herndon, VA, OCS Study

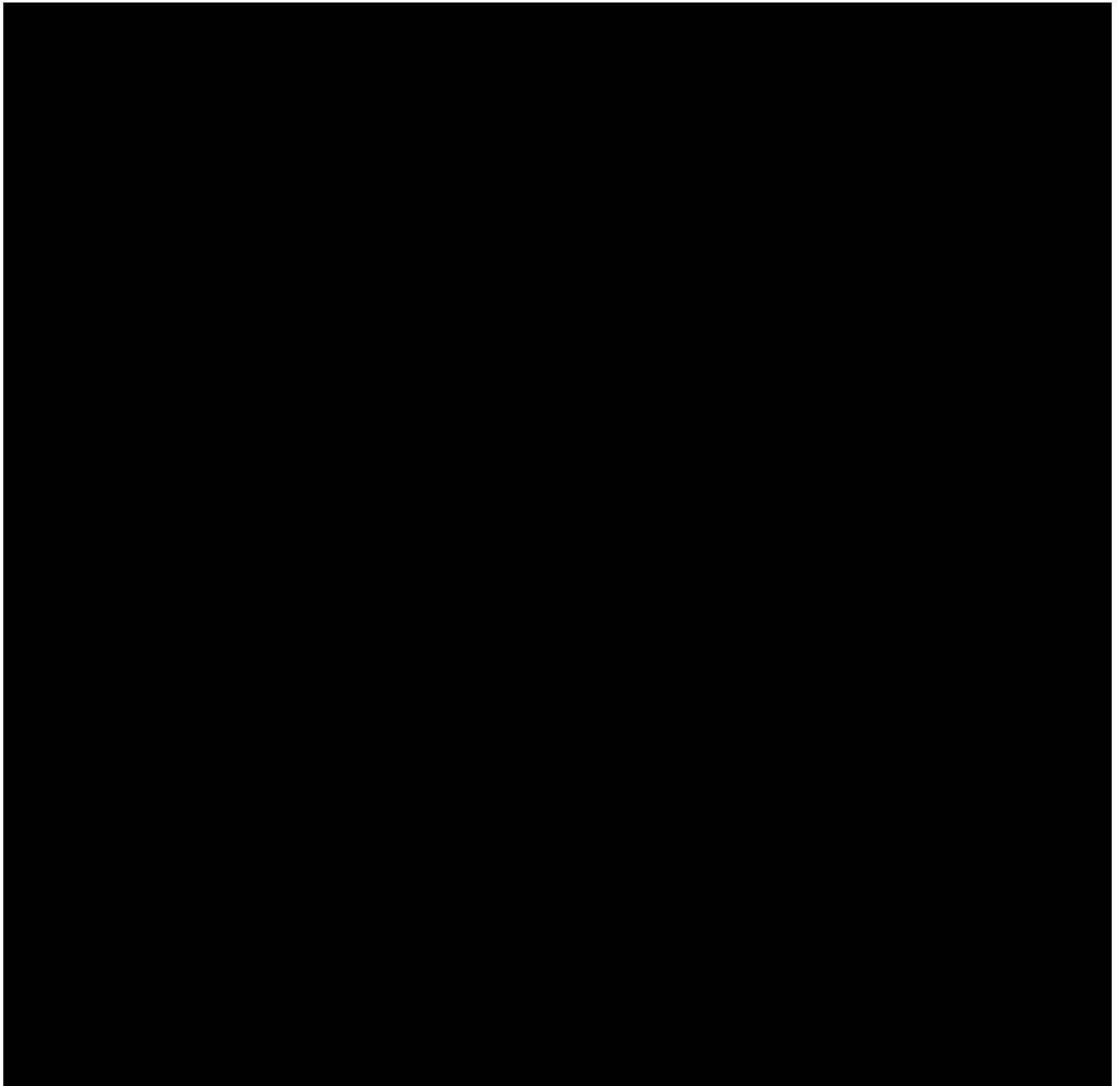
Key fisheries stakeholders that Mayflower Wind has engaged to date include:





Mayflower Wind has a full-time FLO who acts as a conduit between fishermen and the Project in accordance with Mayflower Wind's principle of early and ongoing engagement. [REDACTED]

[REDACTED] The information that fishermen have provided to the Mayflower Wind FLO has already proven very valuable in enabling the coexistence of fishing and offshore wind.



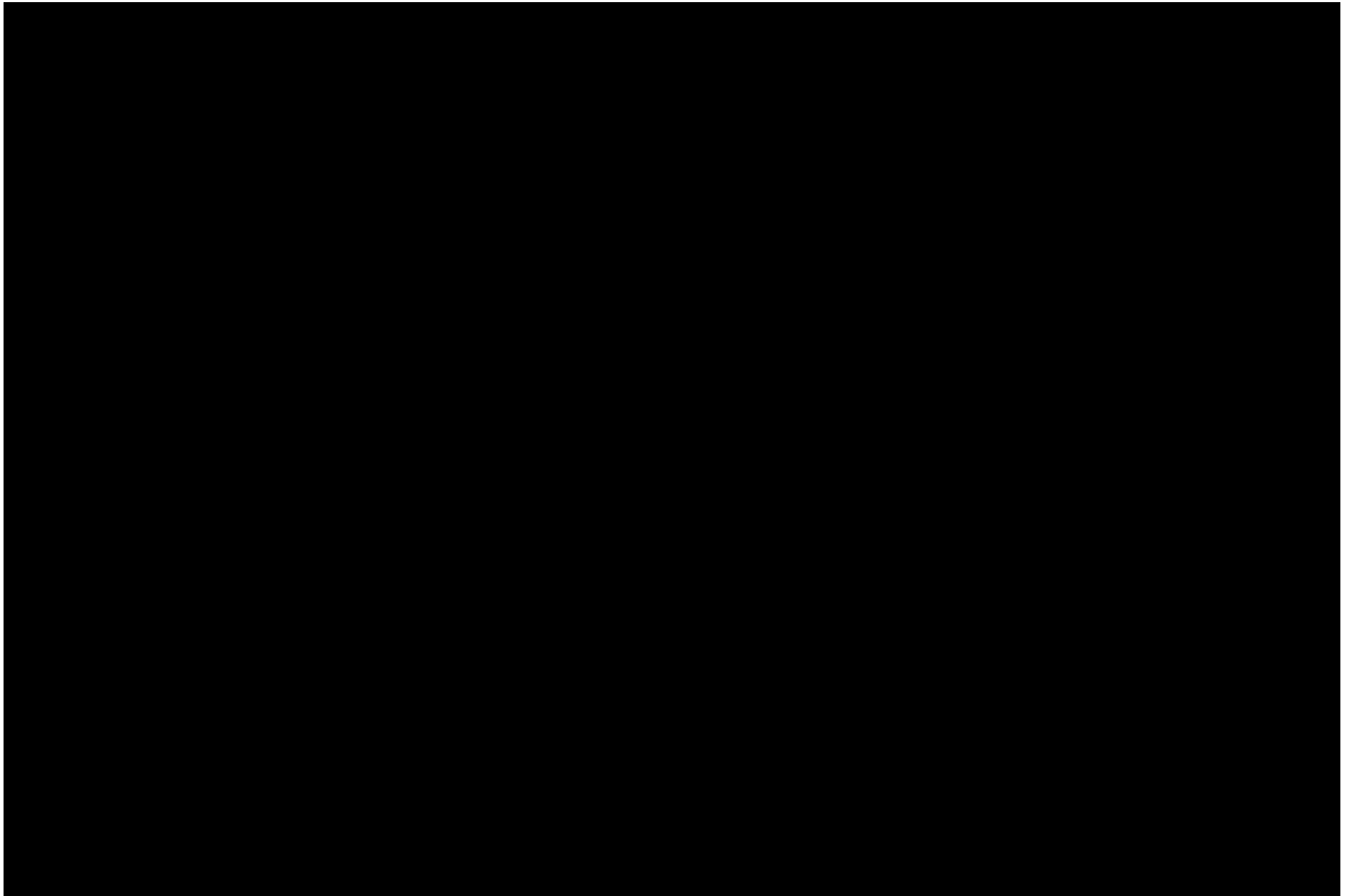
The Project layout provides spacing of 1.0-nm (1.85 km)-wide transit corridors between WTG rows in north-south and east-west directions and 0.7-nm-wide transit corridors on the diagonals. This alignment, coordinated with neighboring leaseholders, provides fishermen consistent, navigable routes.

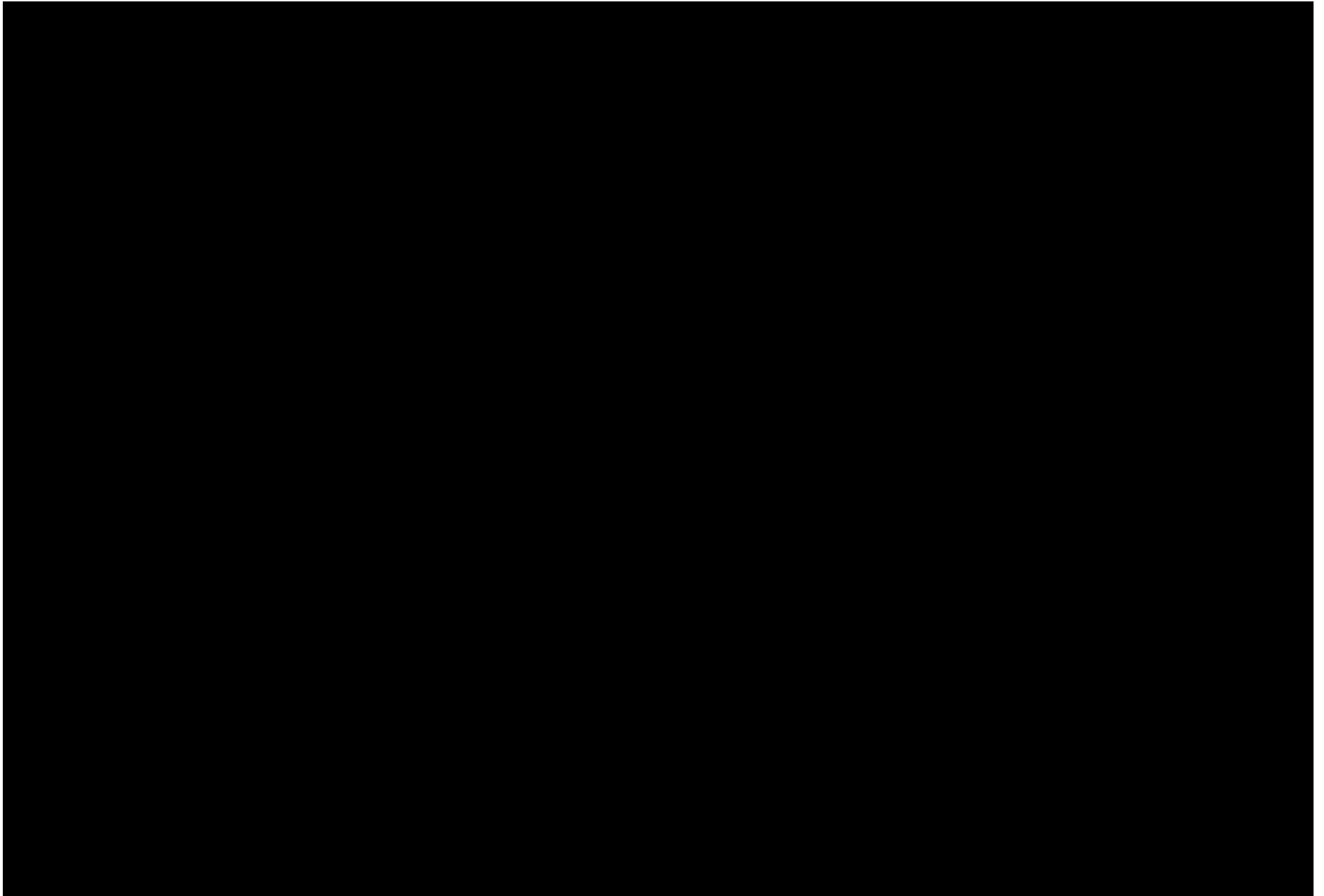
Importantly,

[REDACTED] -nm-wide east-to-west paths would facilitate traditional fishing methods. USCG also concluded that 1-nm-wide north-to-south paths would provide adequate access for search and rescue activities, and that 0.6- to 0.8-nm-wide northwest-to-southeast paths would allow commercial fishing vessels to traverse from port through the Lease Areas and to fishing grounds, all in a predictable and safe manner and without the need for additional routing measures (USCG 2020).

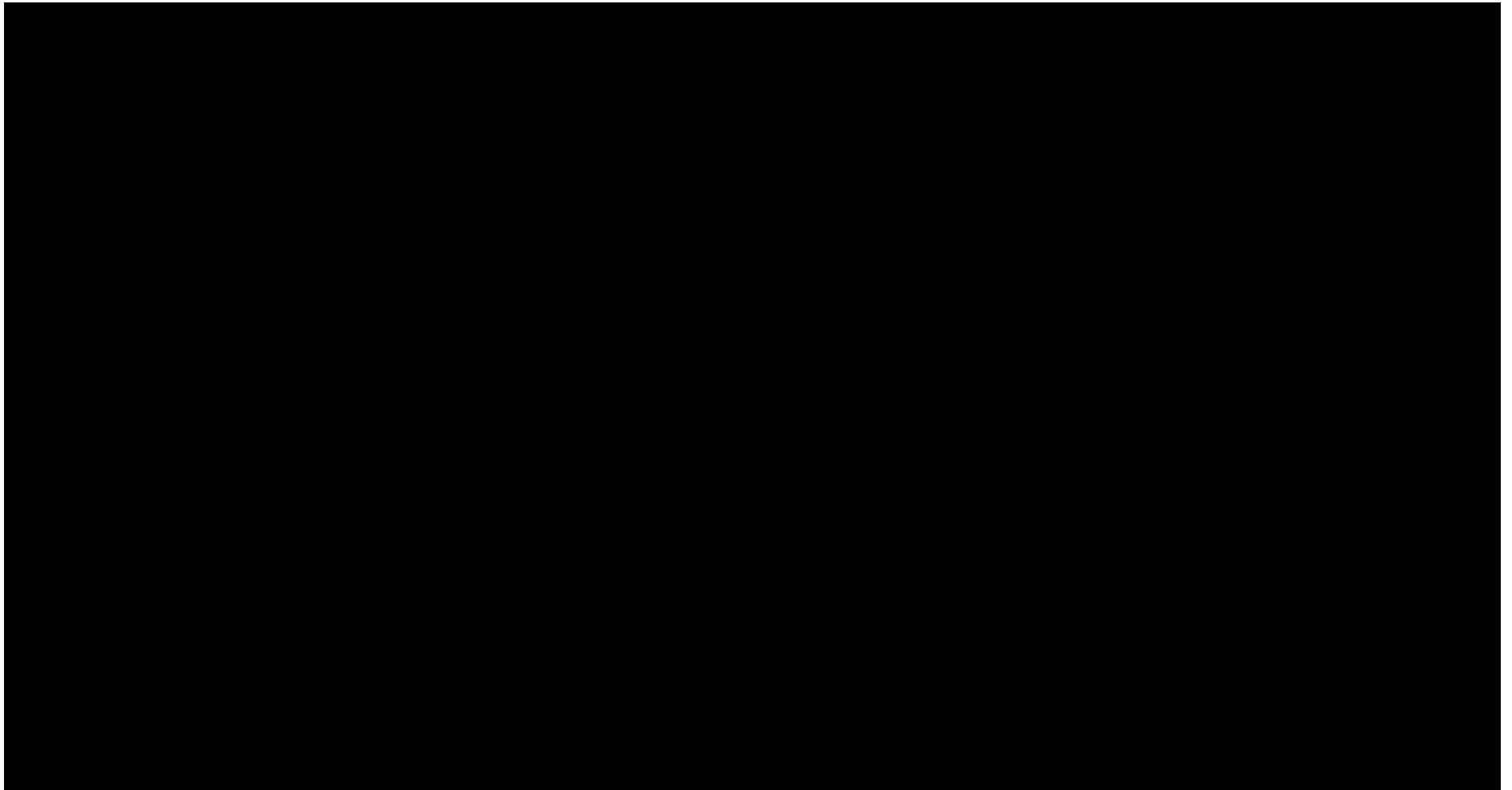
[REDACTED]











[REDACTED]

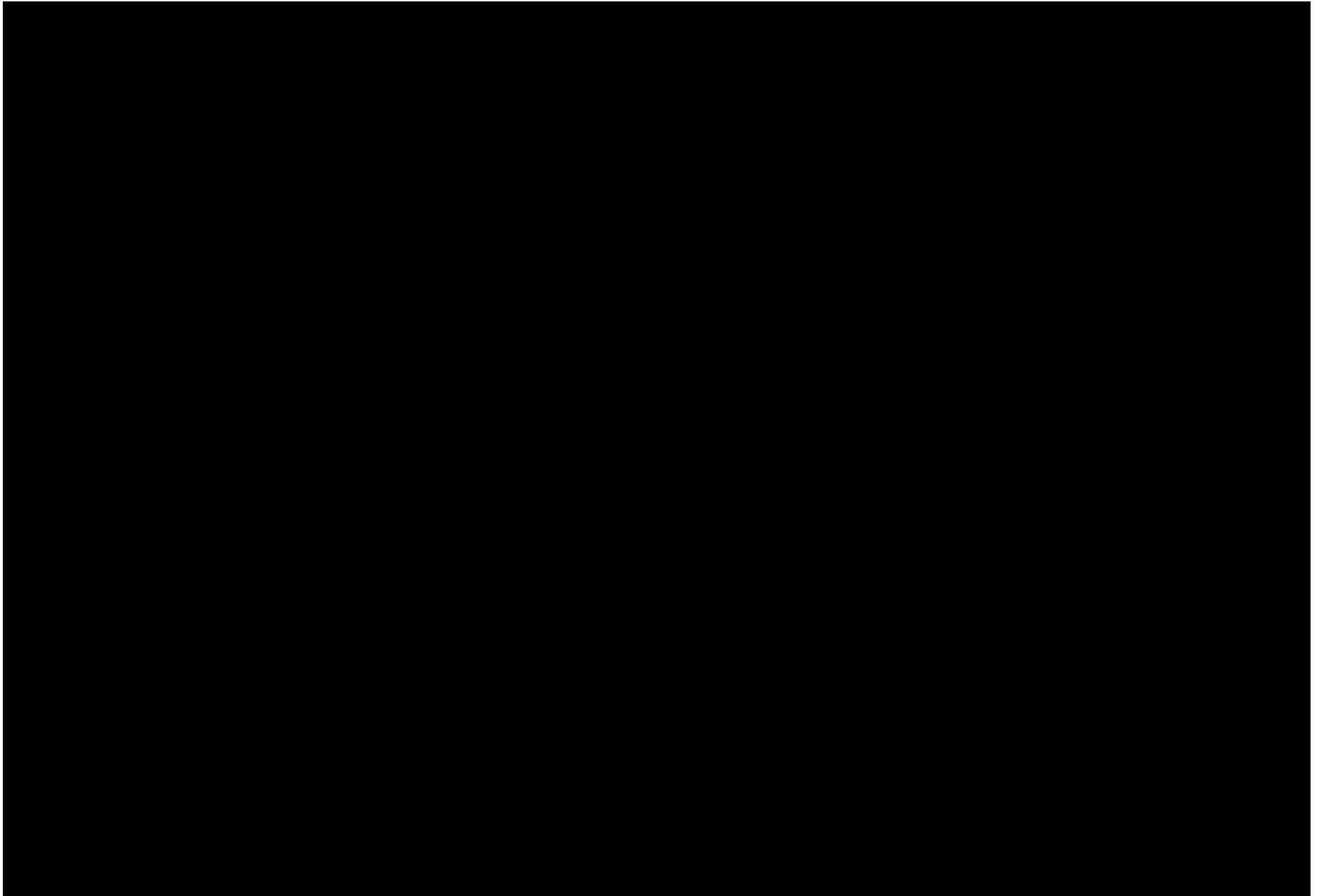
Mayflower Wind's scientists work closely with [REDACTED] organizations and [REDACTED] agencies to identify research needs, standardize monitoring methodology, minimize duplication of effort, and explore avenues to maximize effectiveness across regulatory requirements related to fisheries.

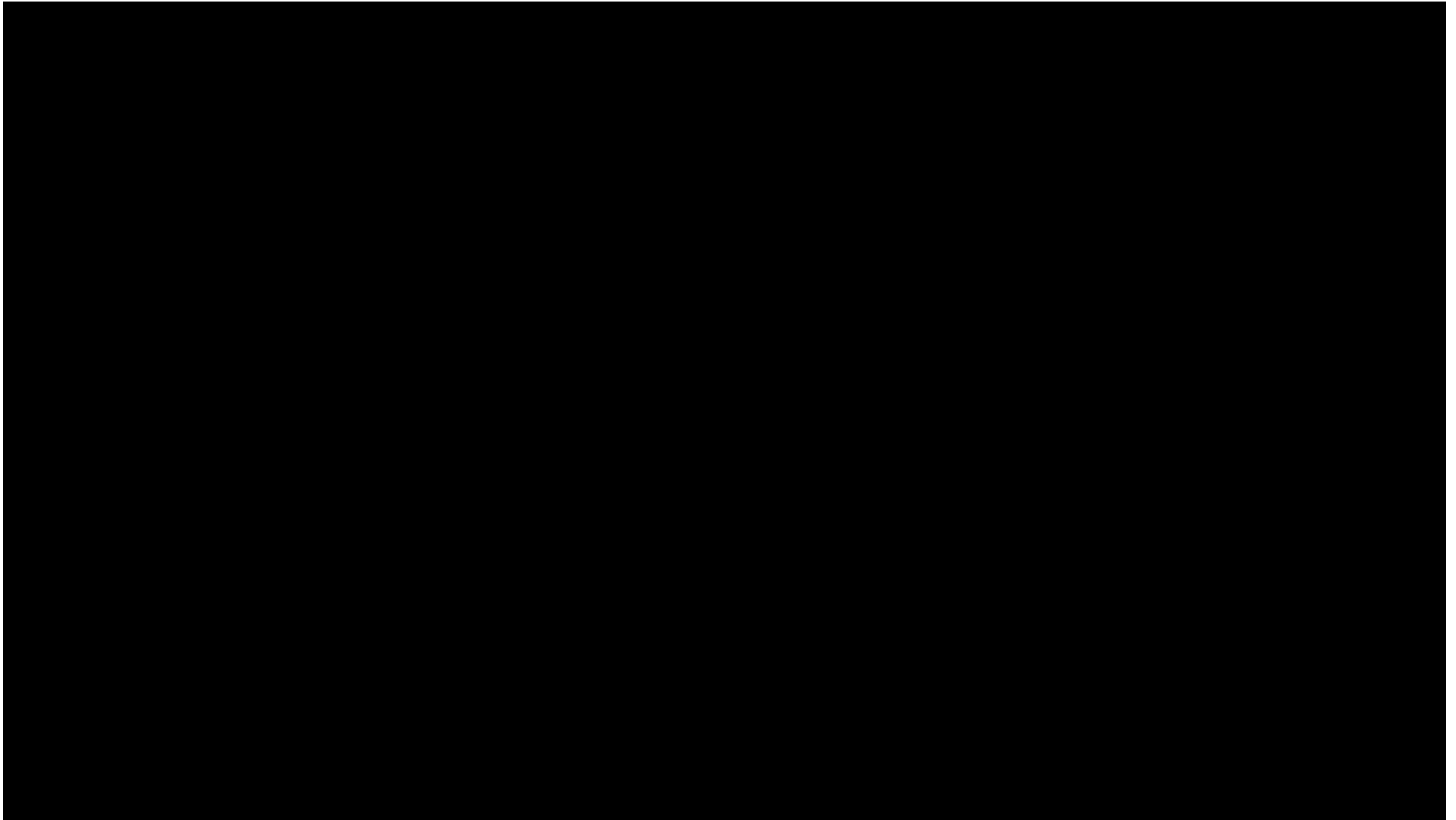
[REDACTED]

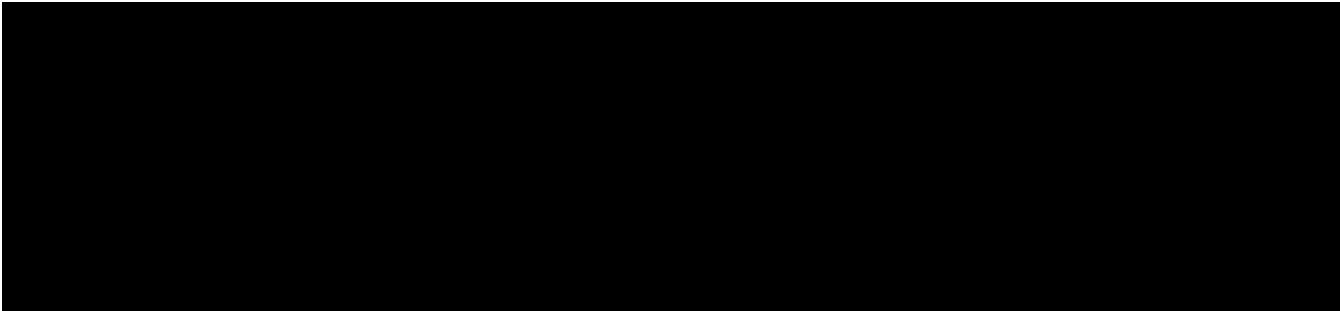
As identified by the Massachusetts Division of Marine Fisheries, there are opportunities for wind developers conducting site characterizations and impact assessment research to coordinate and leverage resources to enable a broader understanding of fisheries resources across wind energy areas and leases.

[REDACTED]

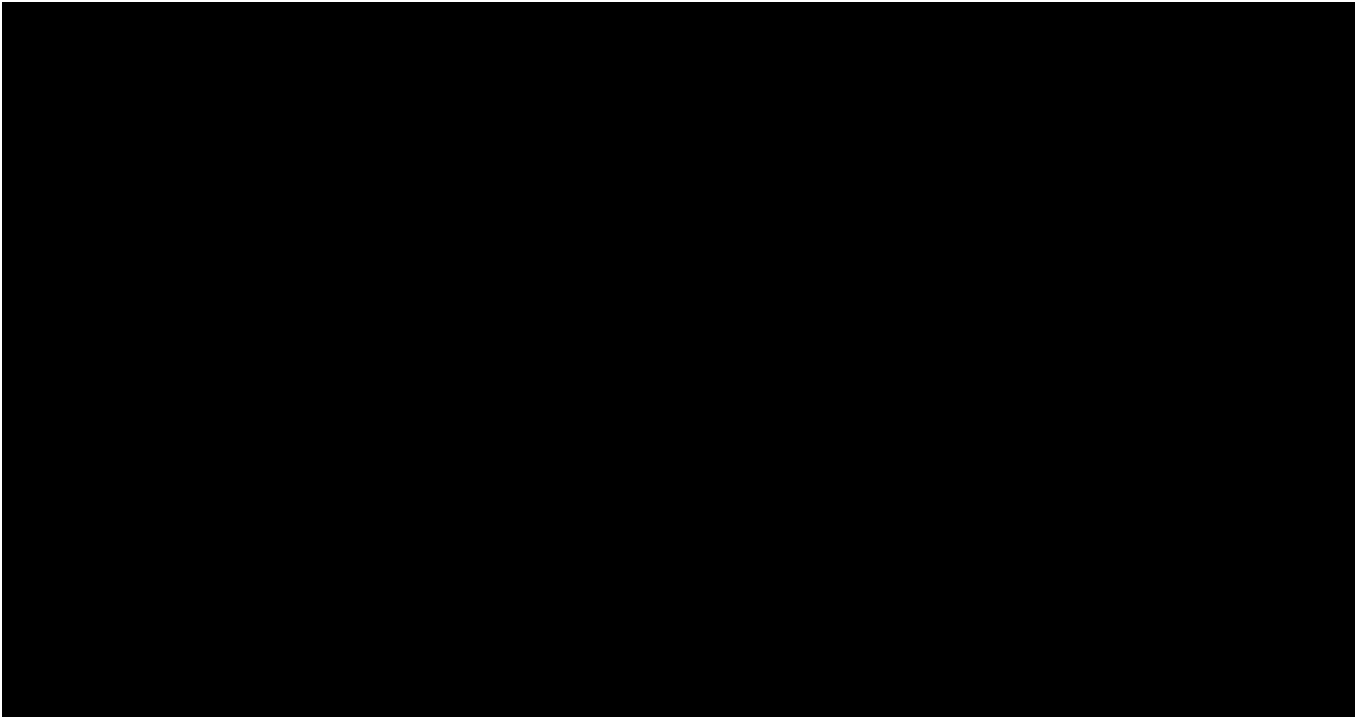
- 7.5 Provide a preliminary environmental characterization of the site and project, including both construction and operation. In addition, the bidder should identify environmental impacts associated with the proposed project and any potential impediments to development. A plan to avoid, minimize, or mitigate such impacts or impediments should also be included. The analysis should address all criteria specified under Environmental Impacts in Appendix J.







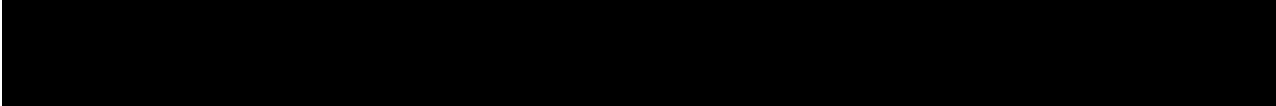
Part of Mayflower Wind's 'early-and-often' engagement strategy includes working with stakeholders to solicit input and recommendations about potential impacts throughout the development process. Through this approach, Mayflower Wind works with stakeholders to proactively address potential concerns through a science-based approach.

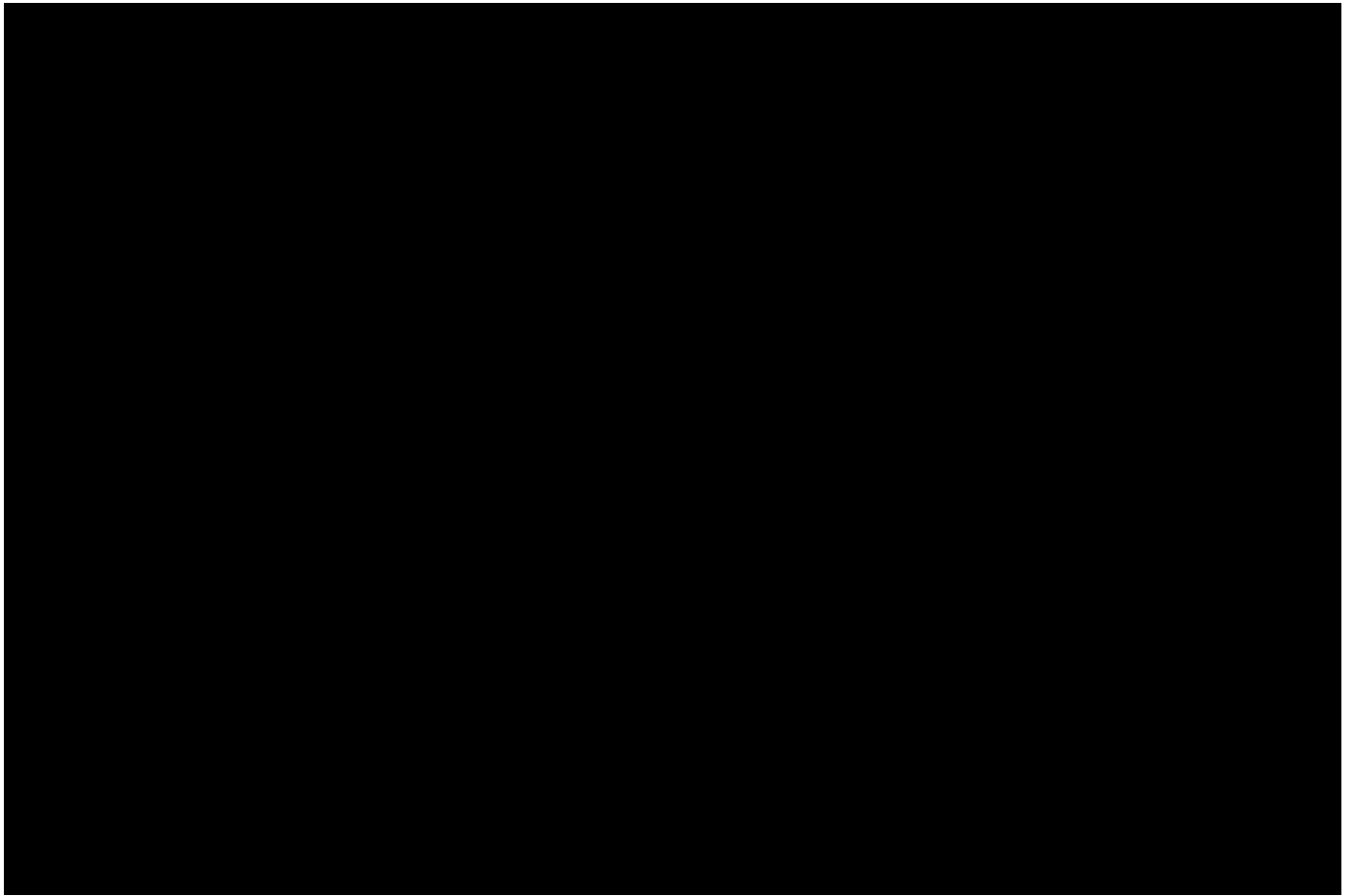


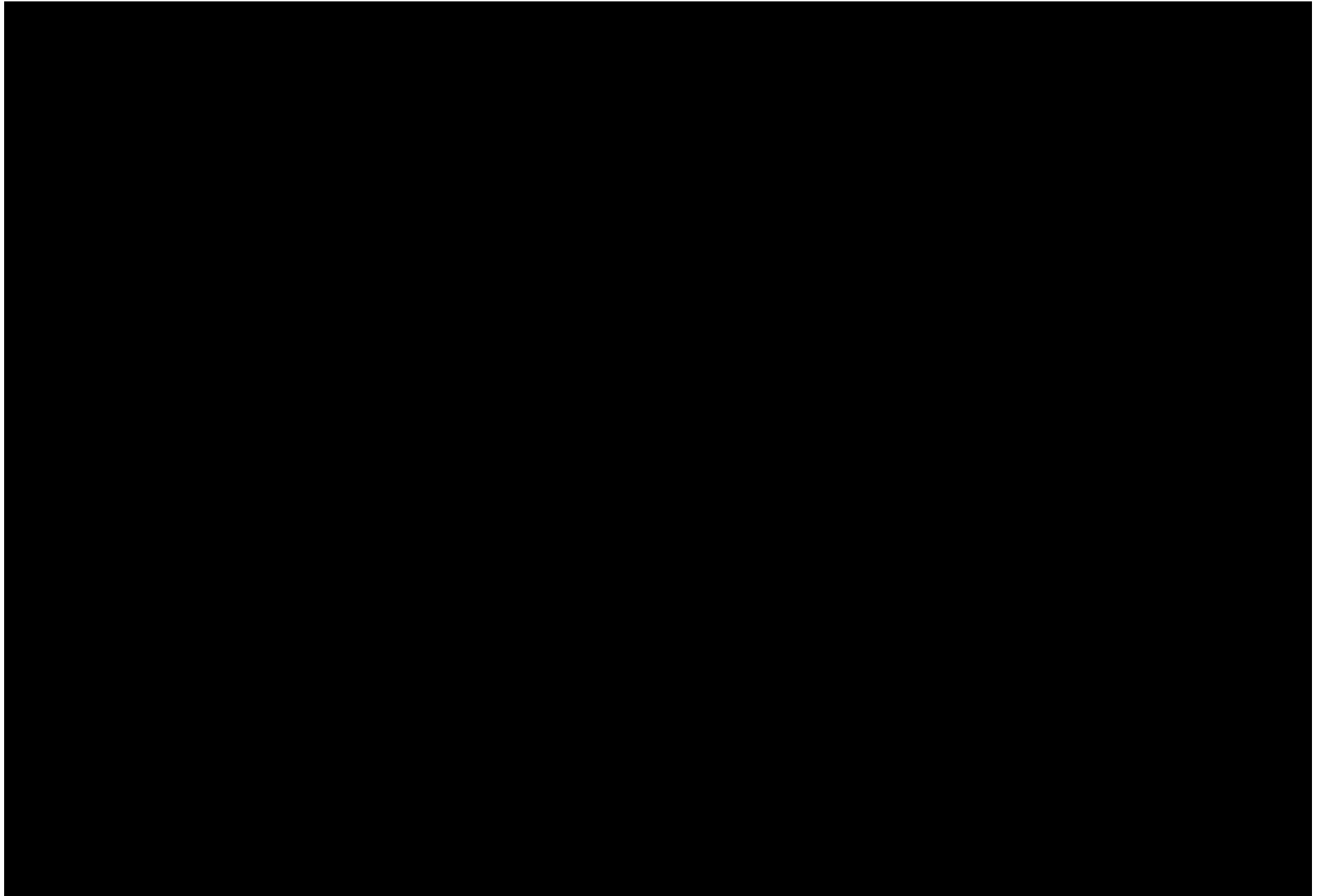
The Mayflower Wind Lease Area is located on the OCS more than 20 miles south of Martha's Vineyard, and therefore the vast majority of support activities for construction, O&M, and decommissioning will occur far from land.

The NAAQS have been established by the EPA to protect human health and include criteria for six major air pollutants (sulfur dioxide, particulate matter, nitrogen dioxide, carbon monoxide, ozone, and lead).

As the Project will not inherently add to pollution during operation, the use of power generated will avoid, minimize, and mitigate emissions in New England of carbon dioxide, nitrogen dioxide, and sulfur dioxide associated with conventional, fossil-fuel power generation









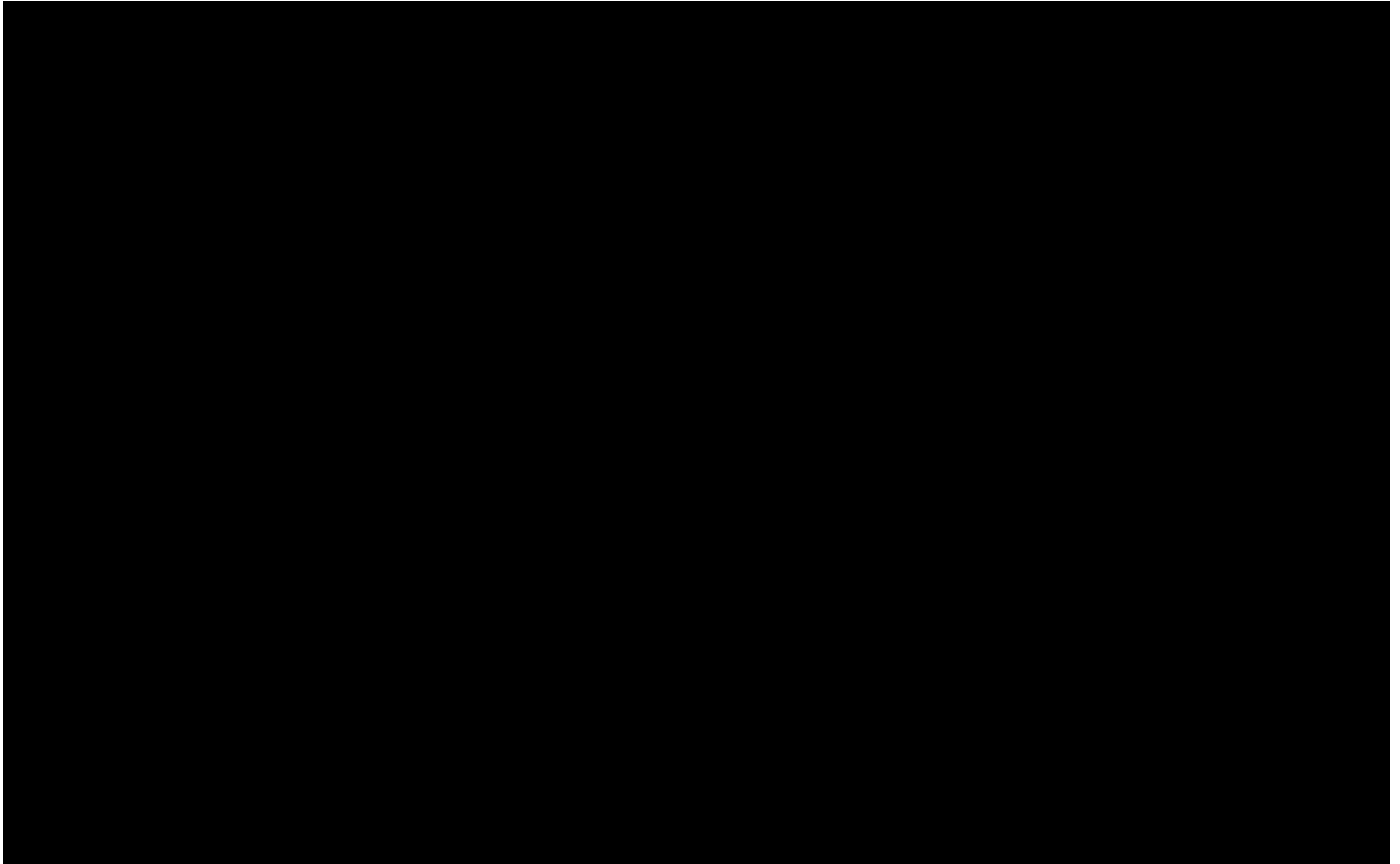
[REDACTED]

Installation of the offshore export cables and onshore construction activities related to transmission and interconnection to the electrical grid will impact nearshore waters used by adjacent communities. [REDACTED]

[REDACTED]

Mayflower Wind has extensive experience in working with local communities in Massachusetts and across New England. This experience has helped shape the Mayflower Wind Stakeholder Engagement Plan [REDACTED]

[REDACTED]



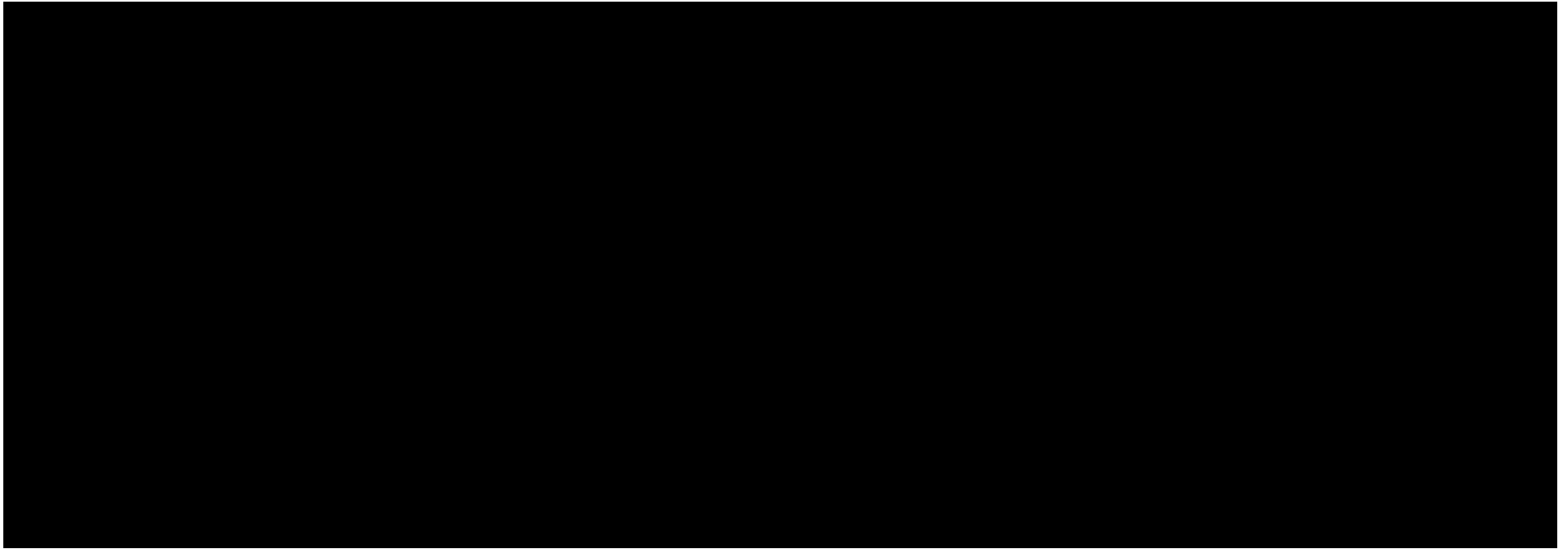
[REDACTED]

Offshore wind energy projects and associated facilities, such as export cables, have the potential to impact archaeological sites, historic structures, cultural landscapes, and properties of religious and cultural significance to Native American Tribes. [REDACTED]

[REDACTED] On the OCS, historic properties that are listed or may be eligible for listing on the National Register of Historic Places (NRHP) include historic shipwrecks, navigational obstructions, and pre-historic archaeological sites.

[REDACTED]





[REDACTED]

Many Massachusetts communities benefit economically from fishing. Mayflower Wind recognizes that the Project must be built in a manner that avoids, minimizes, and mitigates impacts to these communities and to fishing grounds in and around the Lease Area and along the offshore export cable corridor. [REDACTED]

[REDACTED]

[REDACTED] Mayflower Wind's fisheries mitigation measures will be grounded in collaboration with fishermen and fisheries managers to generate, sustain, and innovate data and monitoring efforts alongside responsible offshore wind development with an ultimate goal of maintaining sustainable and healthy fisheries [REDACTED]

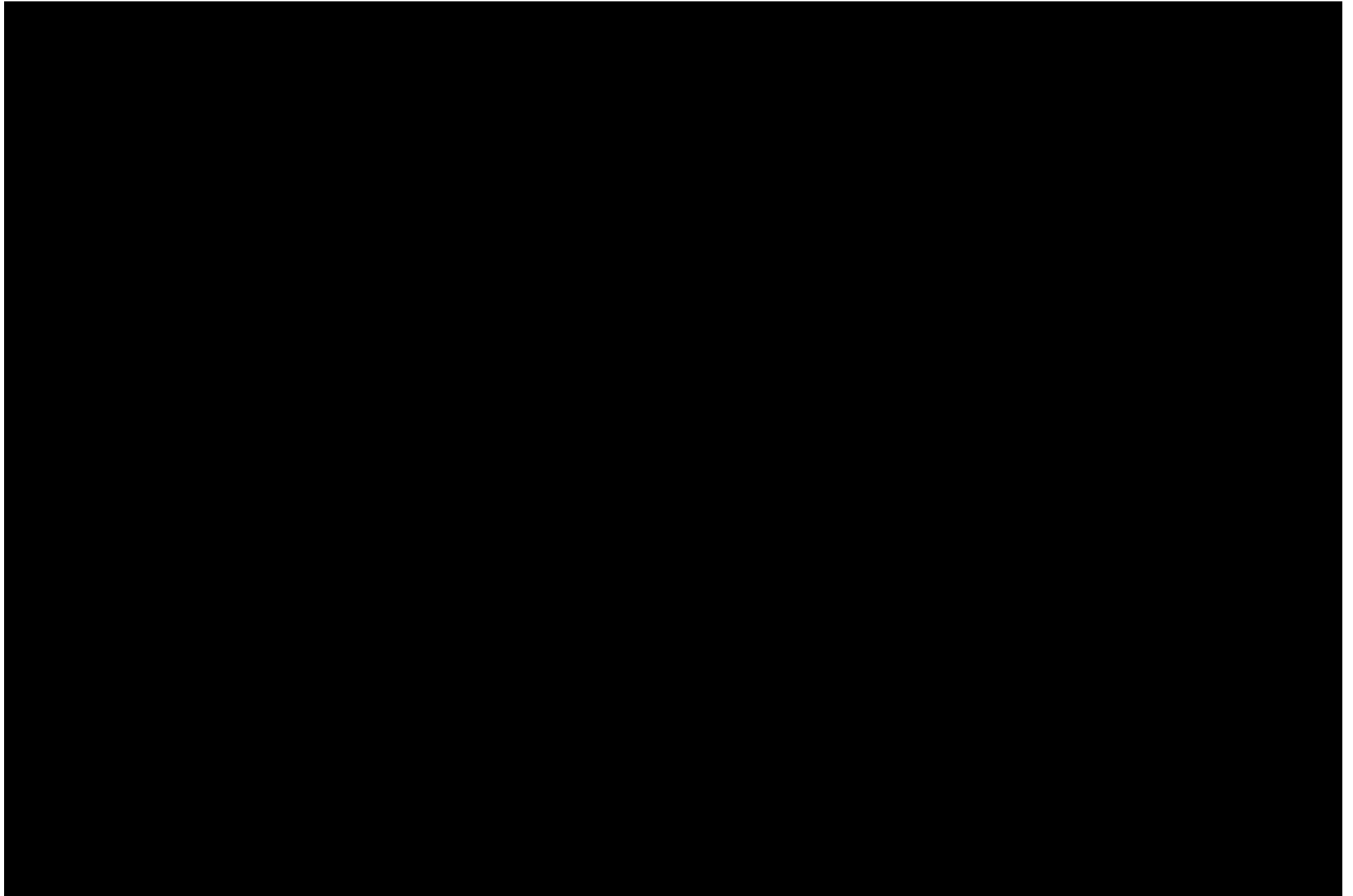
[REDACTED]

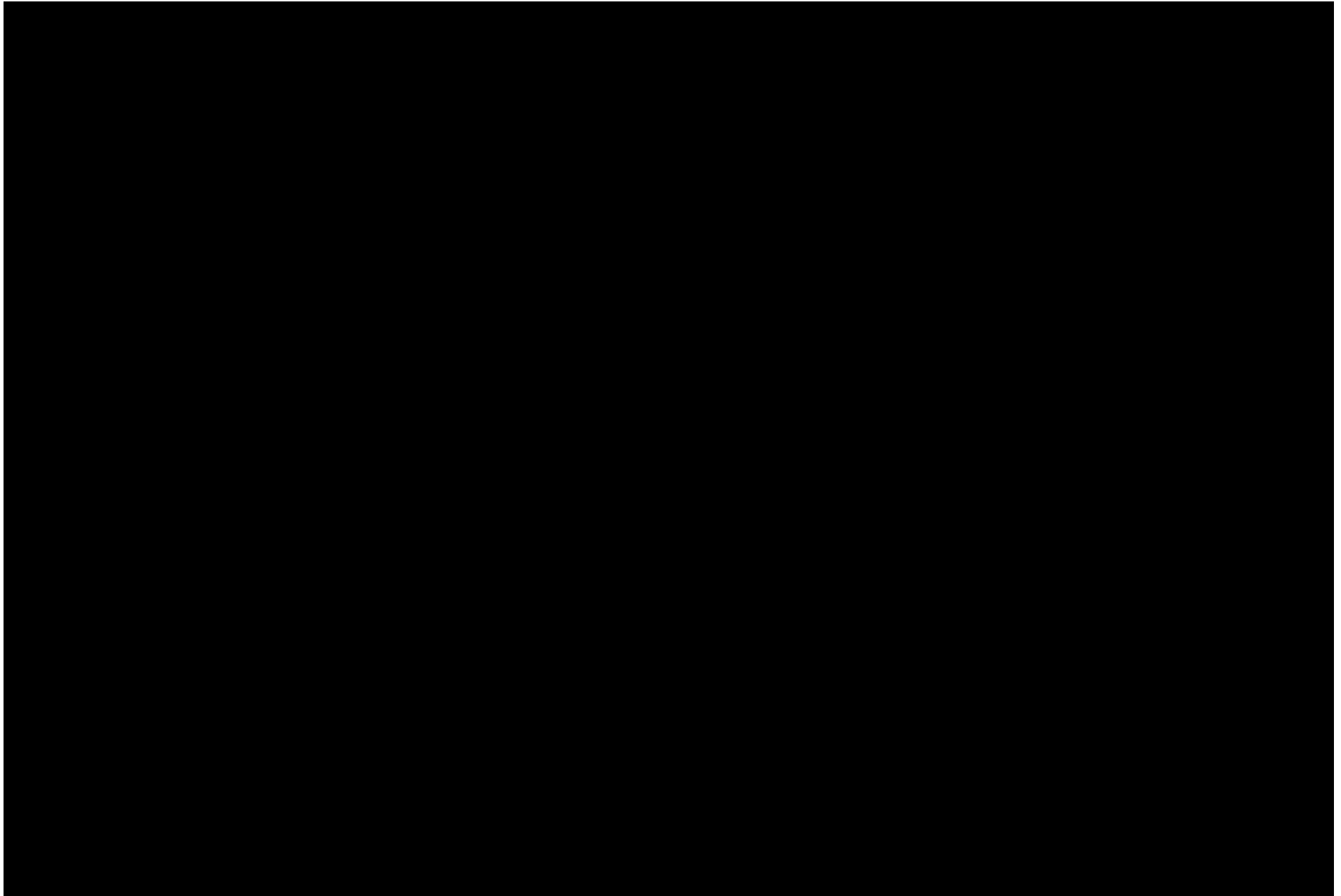
Potential impacts to avian species of concern include collision risk during operations, disturbance (temporary habitat loss) during construction, displacement during operations, alteration of food resource distribution (e.g., fish, aquatic invertebrates), and habitat loss, including coastal breeding habitats.

While BOEM avoided the areas of highest avian abundance in its designation of the Massachusetts and Rhode Island (MA/RI) Wind Energy Area (WEA), there is potential for avian species protected under the BGEPA, ESA, and/or MBTA to enter the Lease Area and regional vicinity, including five federally-listed marine and coastal birds [REDACTED]

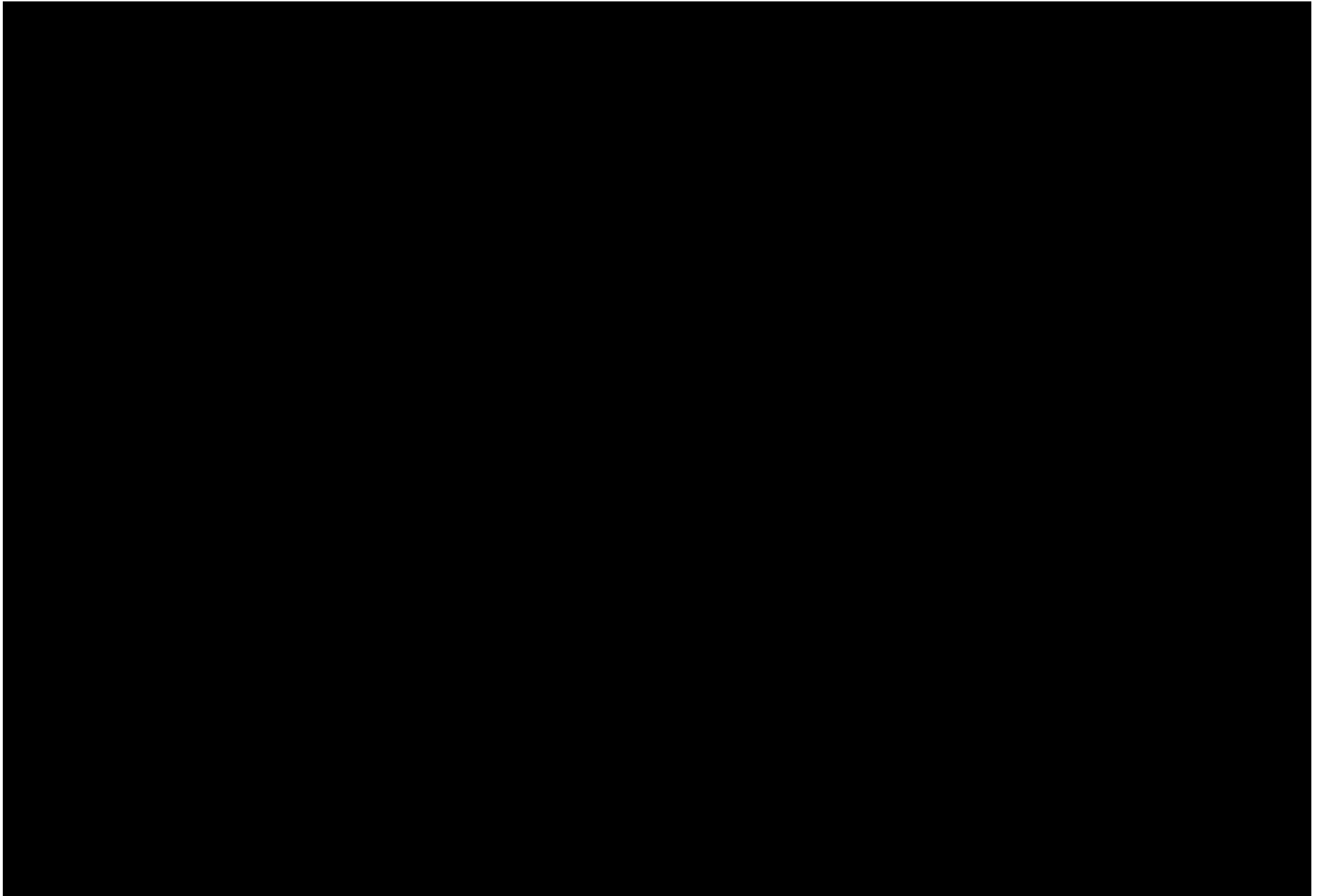
[REDACTED]

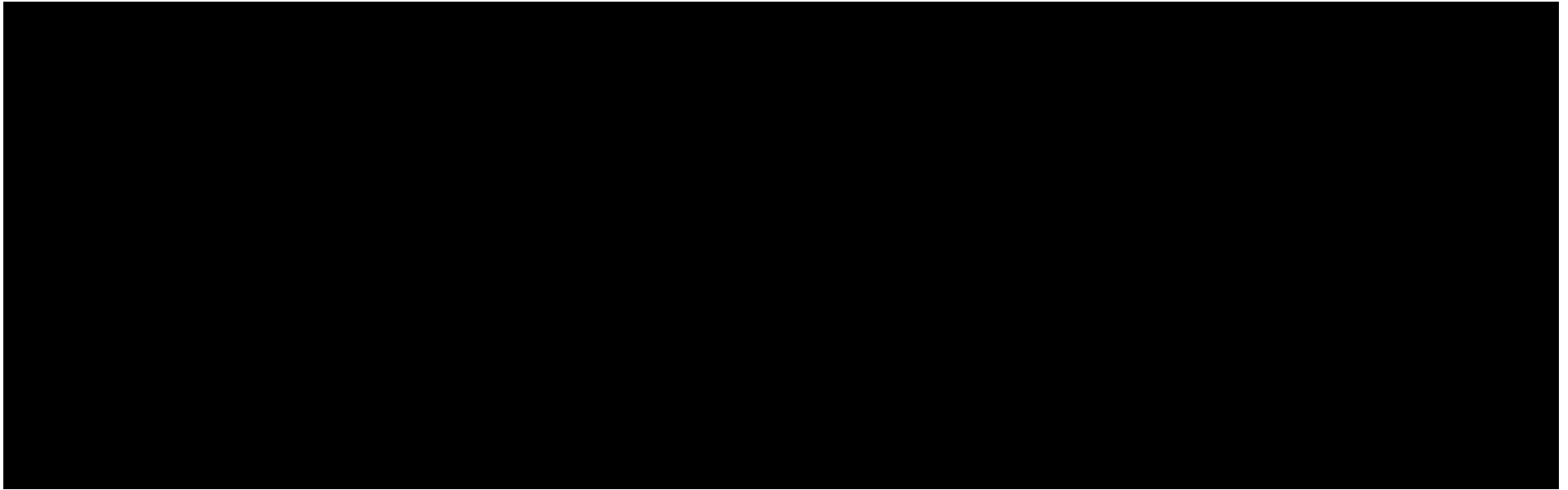
Bird species that are federally or state listed or are species of conservation concern (i.e., federal Birds of Conservation Concern or state Species of Greatest Conservation Need) [REDACTED] were identified as potentially occurring in the region based on a literature review, review of public databases and results of surveys conducted in and around the Project Area, including long-term local or regional survey efforts in the MA/RI WEA (e.g., Winship et al., 2018; Curtice et al., 2016; Veit et al., 2016).

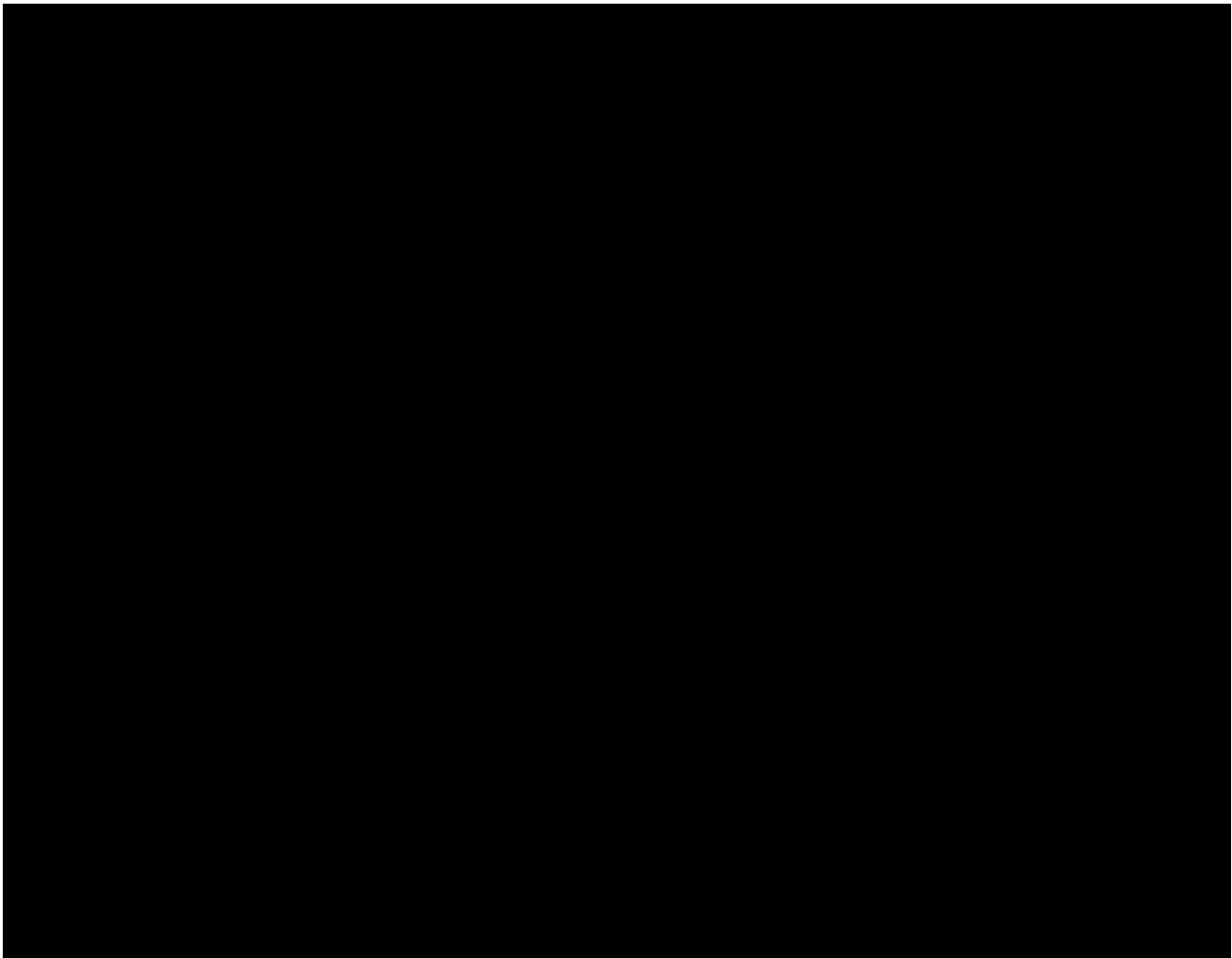







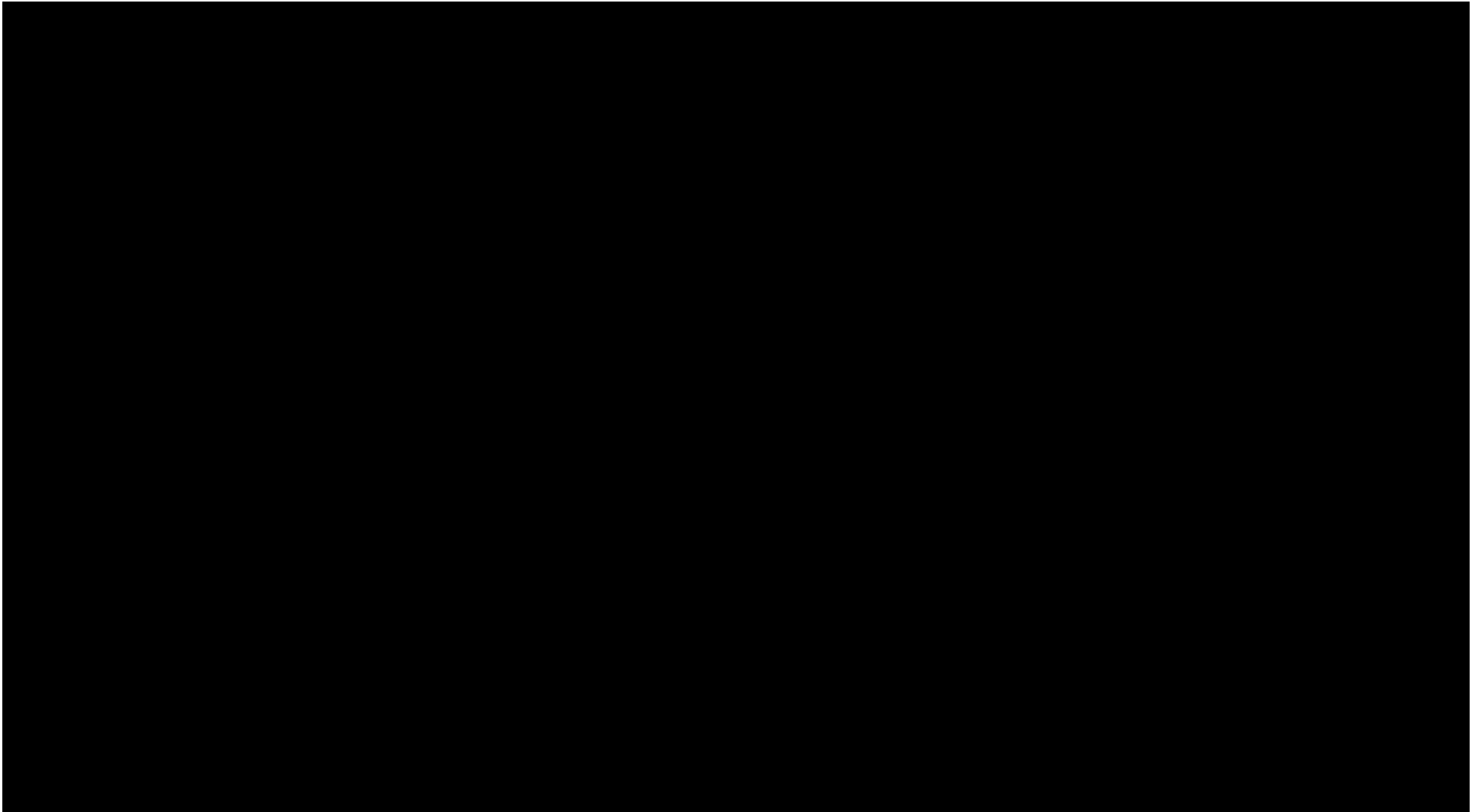


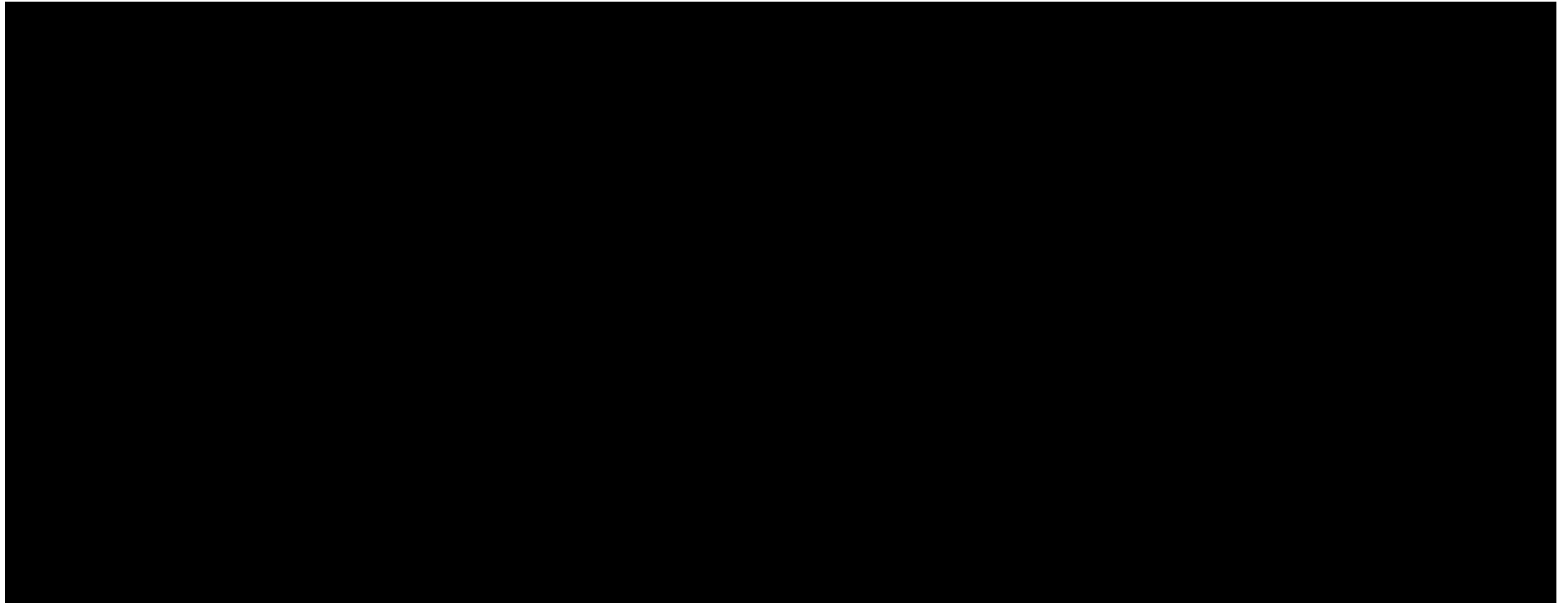




Several species of pelagic seabirds that forage over the open ocean during both the breeding and non-breeding seasons are protected under MBTA and could potentially be impacted by the Mayflower Wind Project, including shearwaters, petrels, fulmars, phalaropes, and gannets. Nearshore species potentially impacted by the Project activities in coastal waters include sea ducks, loons, grebes, terns, and most gulls most of which are also protected under the MBTA. The common tern, arctic tern, and least tern are also considered Species of Concern (SC) by MassWildlife.





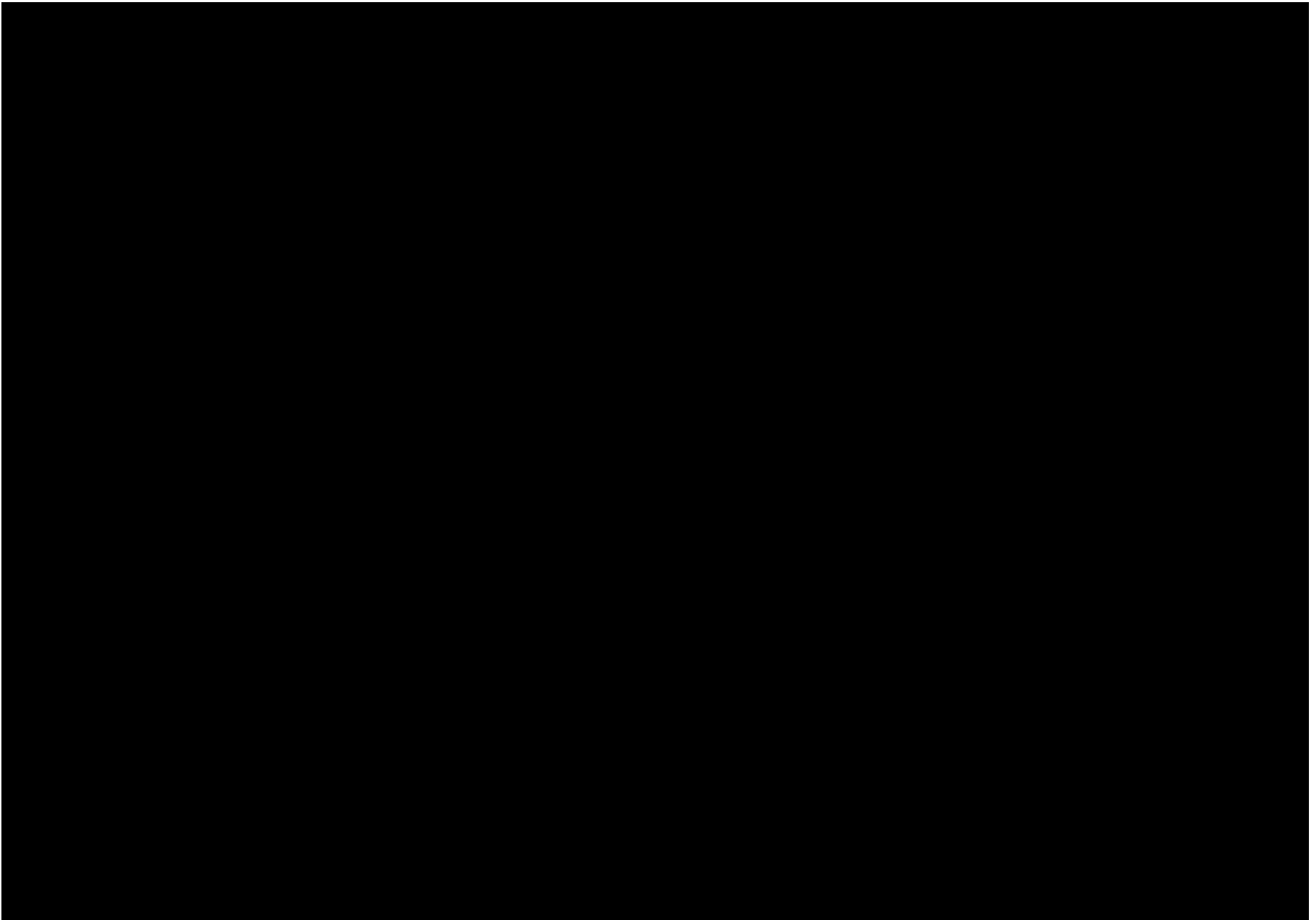


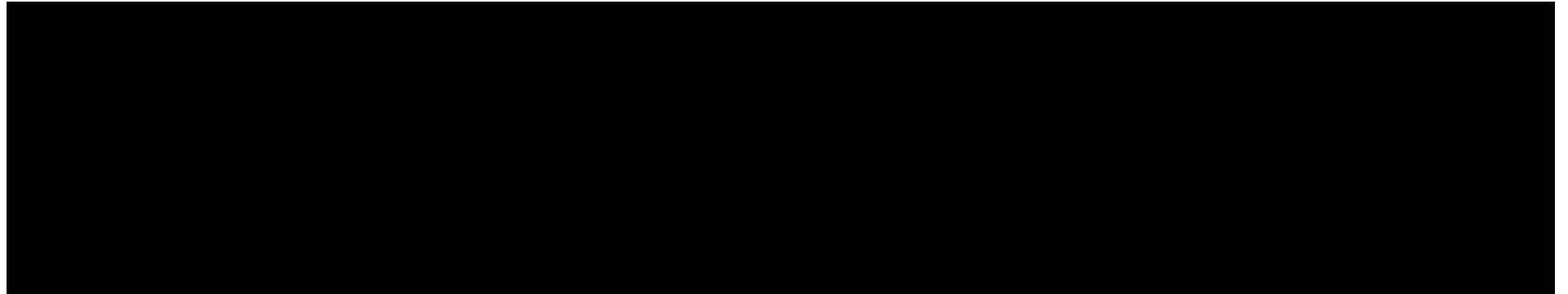
[REDACTED]

Mayflower Wind has evaluated the best available literature, government databases, and local and regional information evaluating the habitat use, abundance, and distribution of marine mammal species known to occur in Massachusetts [REDACTED] supplemented by marine-mammal-specific surveys conducted for the Project. Twenty-five species of marine mammals have the potential to exist in the MA/RI WEA and the Lease Area and along the offshore export cable corridor, including several that are federally and/or state listed in Massachusetts or have been petitioned for listing. The marine mammal species [REDACTED] have been previously observed and/or recorded during surveys specific to offshore wind development for BOEM-specific assessments, surveys conducted in and around the MA/RI WEA and Lease Area and along the offshore export cable corridor as part of long-term population assessments, and in NOAA Marine Mammal Stock Assessment reports of the MA/RI WEA.

Aerial and acoustic surveys have been conducted near the Mayflower Wind Lease Area and along the offshore export cable corridor as part of long-term population studies (e.g., AMAPPS for BOEM OCS assessments and MassCEC North Atlantic right whale surveys). Data from these and future surveys provide information regarding the presence and distribution of marine mammals in the Lease Area and along the offshore export cable corridor. All marine mammals are protected under the MMPA however, only a handful of species expected in the Lease Area and along the offshore export cable corridor are also listed under the ESA and MESA.

[REDACTED]







Potential concerns related to marine mammals in the Lease Area and along the offshore export cable corridor are similar to those in other lease areas throughout the Atlantic OCS. Of primary concern is marine mammals being adversely impacted by noise and vessels associated with surveys and Project construction [REDACTED]

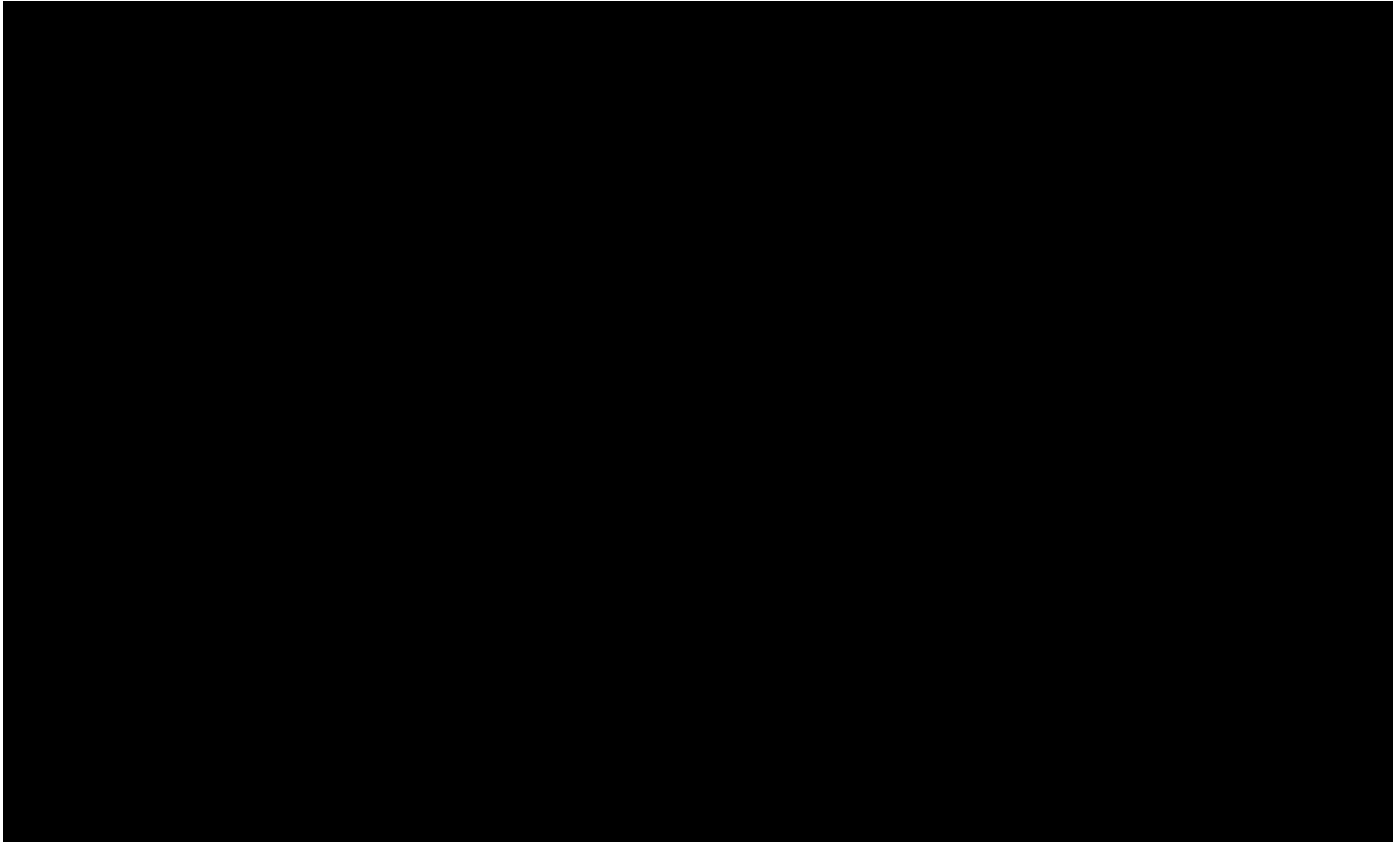
Reactions of marine mammals to noise may include apparent indifference, cessation of vocalizations or feeding activity, and evasive behavior (e.g., turns, diving) to avoid approaching vessels or pile driving activities. Additionally, continuous elevated anthropogenic sound levels may result in masking effects—for example, they may affect the ability of marine mammals to use sound to communicate, detect prey, or navigate. Short-term noise impacts associated with pre-construction activities (geological and geophysical surveys, buoy installation) and construction activities (vessel traffic, barge noise, pile driving, etc.) are expected to be localized and temporary. A full review of these noise impacts has been assessed in the Mayflower Wind COP, along with an Underwater Acoustic Assessment and a Protected Species Mitigation and Monitoring Plan [REDACTED] was developed and will be implemented during construction and operations phases to avoid and minimize impacts to marine mammals.

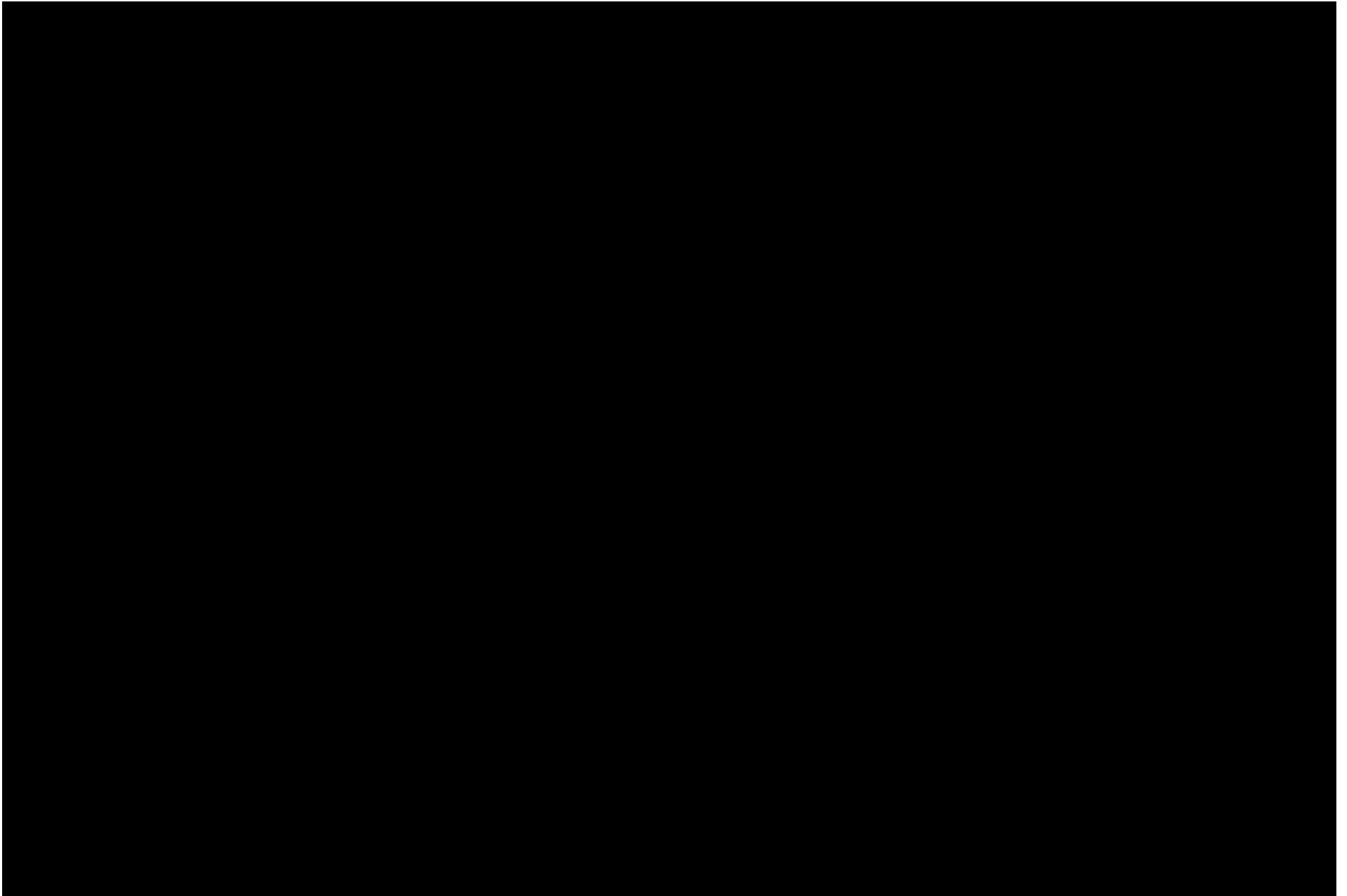
[REDACTED]

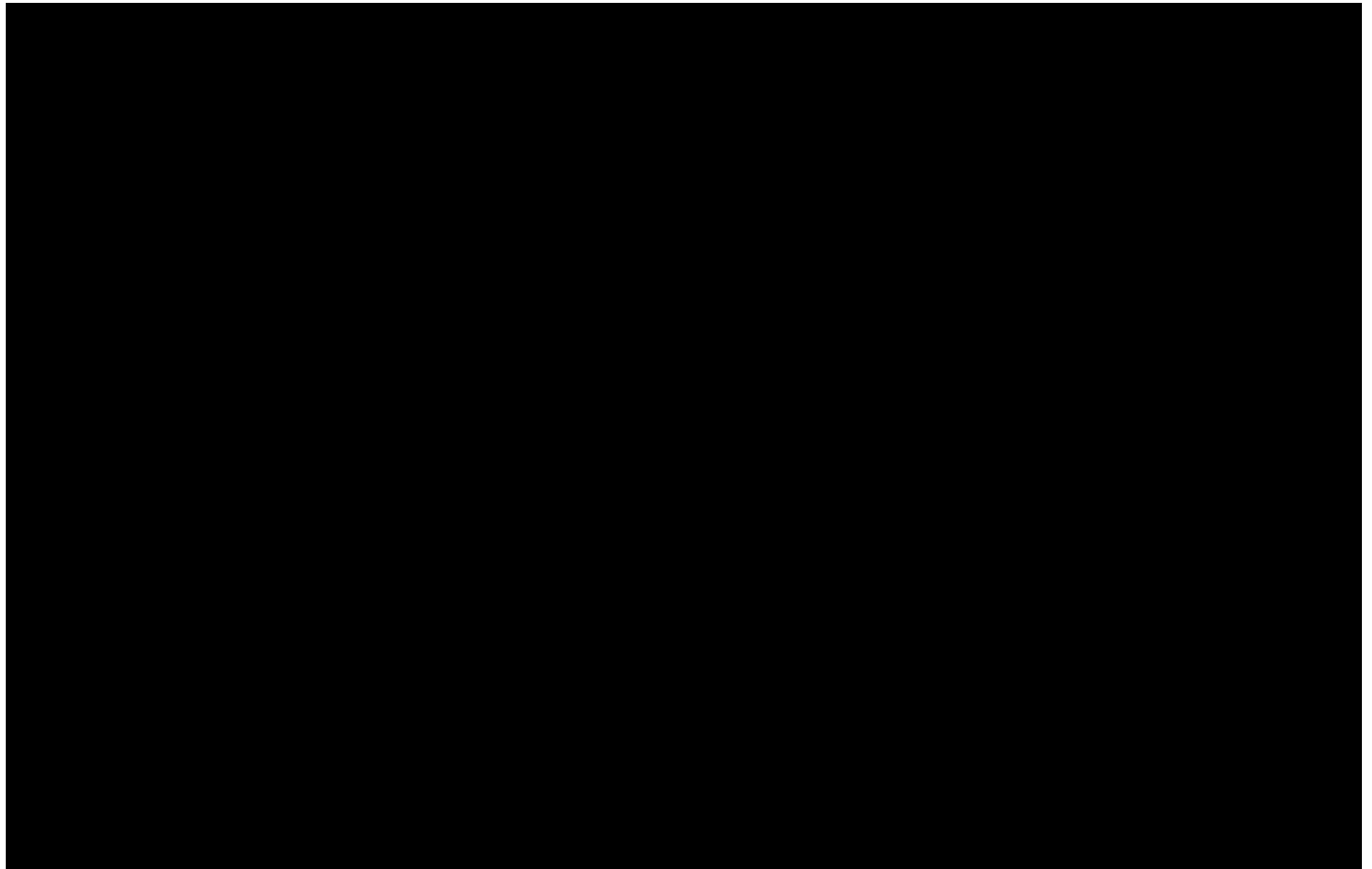
The highly endangered NARW experiences the most per-capita vessel strikes and is especially vulnerable because it primarily utilizes busy coastal areas, swims slowly, and congregates at or just below the water surface. NARWs are found in the MA/RI WEA in the spring while traveling northward for feeding during their breeding period. New England waters are important feeding habitats for NARW. Federally designated NARW critical habitat is located along the Atlantic coast in the northeast and southeast U.S.

[REDACTED]









[REDACTED]

Potential concerns related to sea turtles in the Lease Area and along the offshore export cable corridor are similar to those in lease areas throughout the Atlantic OCS. Impacts may include collisions with Project vessels, disturbance or injury from sound generated during surveys and construction, temporary or permanent displacement, or alteration of foraging sources and habitats. Concern has also arisen regarding potential disturbance to turtle navigation due to interference from electromagnetic fields (EMF) from WTGs, electrical transformers, and/or underground collector network cabling, but research to date does not indicate that EMF from wind energy projects poses a significant risk to sea turtles or other wildlife.

Five species of sea turtles have the potential to occur in the Lease Area and along the offshore export cable corridor, all of which are federally and state listed in Massachusetts. The sea turtle species [REDACTED] have been previously observed and recorded during surveys for BOEM-specific offshore wind development assessments and/or surveys conducted near and within the Offshore Project Area as part of long-term population assessments.

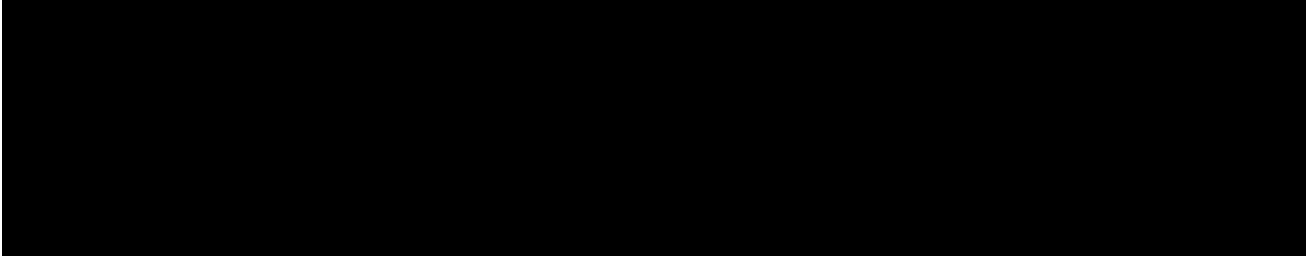
[REDACTED]

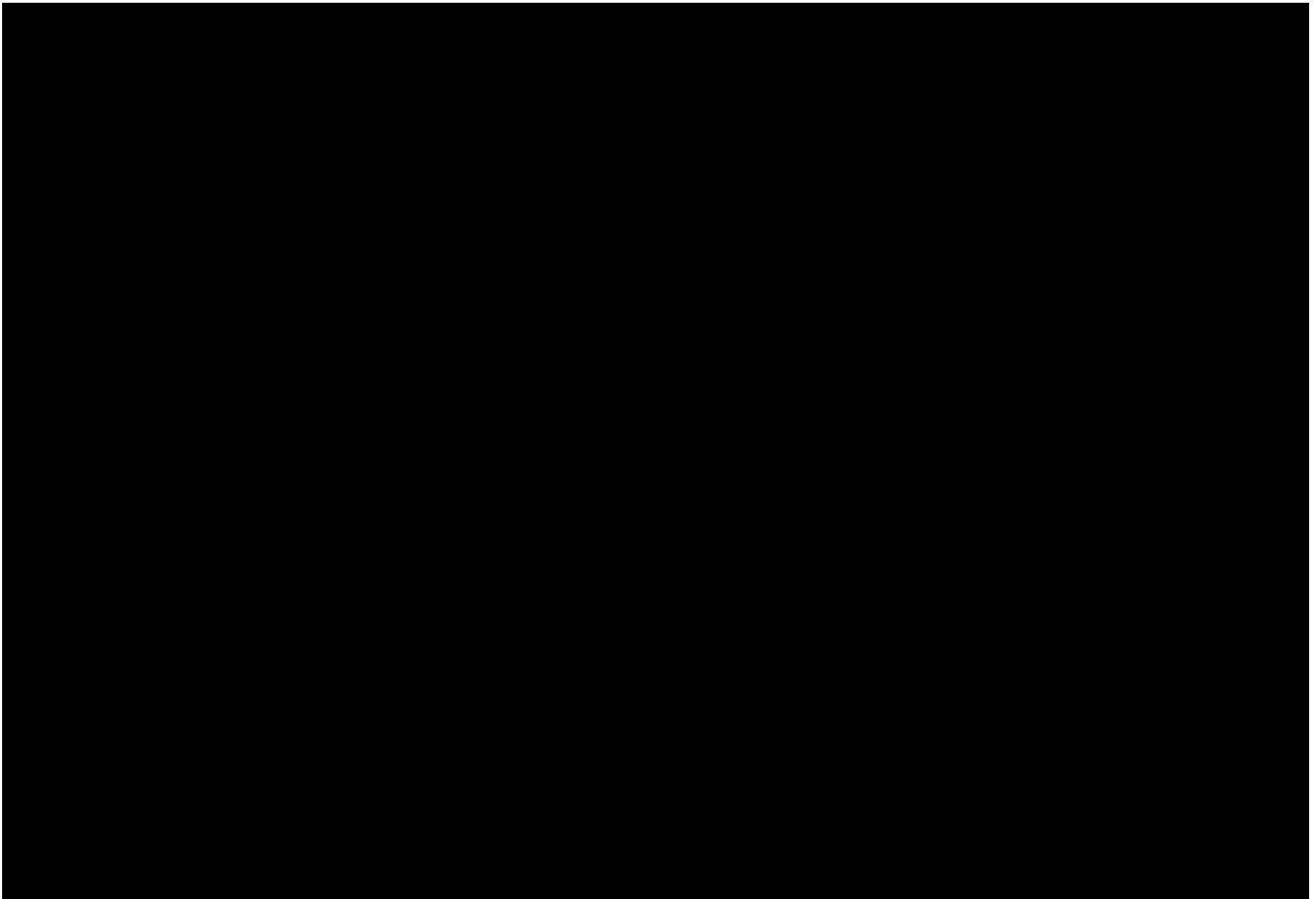
During the construction phase, sea turtles may co-occur with, and be affected by, Project activities in the Lease Area and in the offshore export cable corridor. During the operations phase, sea turtles may co-occur with the WTGs [REDACTED] and the offshore export cable corridor, including vessel traffic for maintenance and associated effects. Sea turtle likelihood of co-occurrence with Project activities is a function of overall occurrence levels that range from 'rare' to 'common' and seasonality of occurrence.

Sea turtle species that have the potential to exist in and near the Project Area include the loggerhead sea turtle, leatherback sea turtle, Atlantic Hawksbill sea turtle, Kemp's ridley sea turtle, and green sea turtle. Federally endangered hawksbill sea turtles (*Eretmochelys imbricata*) generally prefer tropical and subtropical waters and are very rarely seen in Massachusetts waters (observations are typically the results of cold-stun strandings). Although the green sea turtle is also rarely found off the coast of Massachusetts, the species is evaluated herein for qualitative

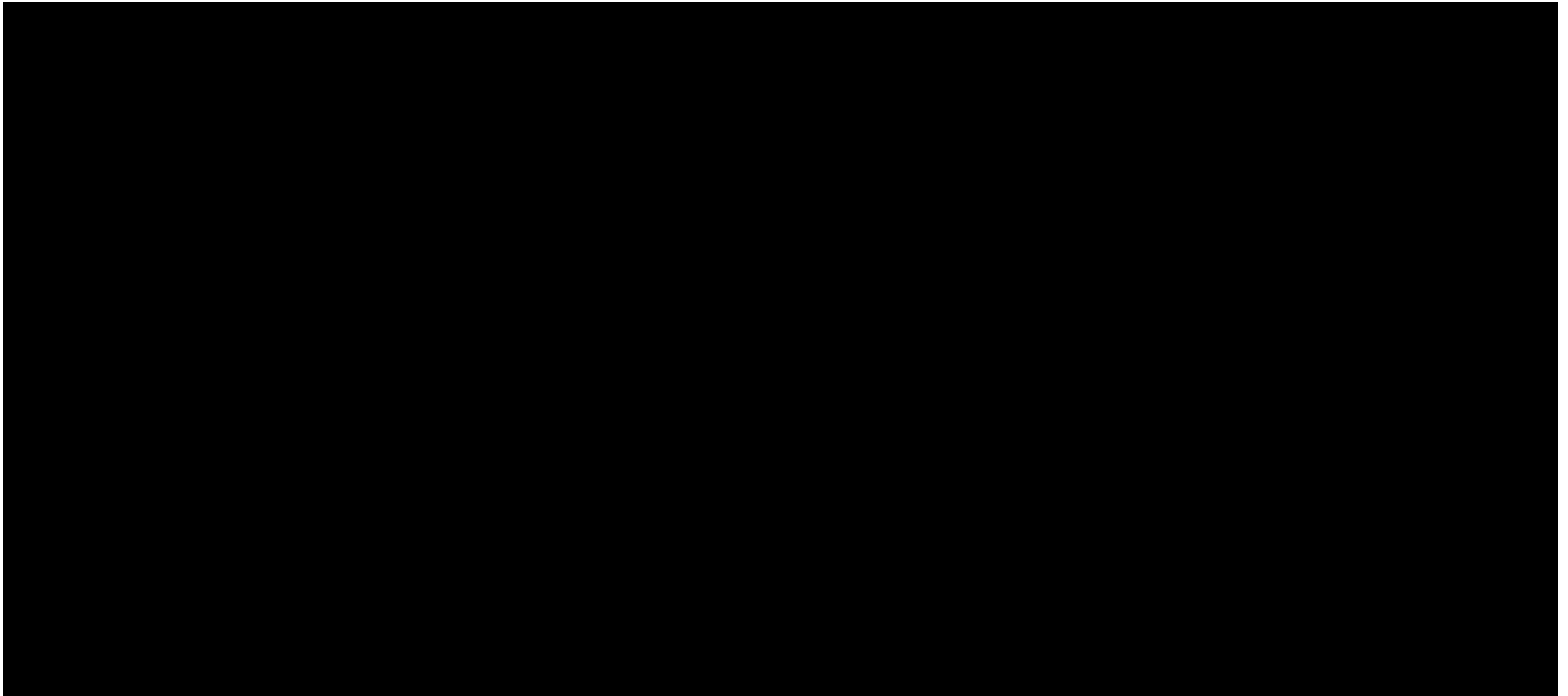
comparison to other regional assessments. All five sea turtle species are listed under the ESA and MESA and are considered vulnerable to anthropogenic impacts including bycatch and vessel strikes.


Data on sea turtle abundance and distribution in Massachusetts waters are limited; however, available studies suggest that all four species are generally found in the MA/RI WEA during the summer and fall (Kraus et al. 2016; Lazell 1980).







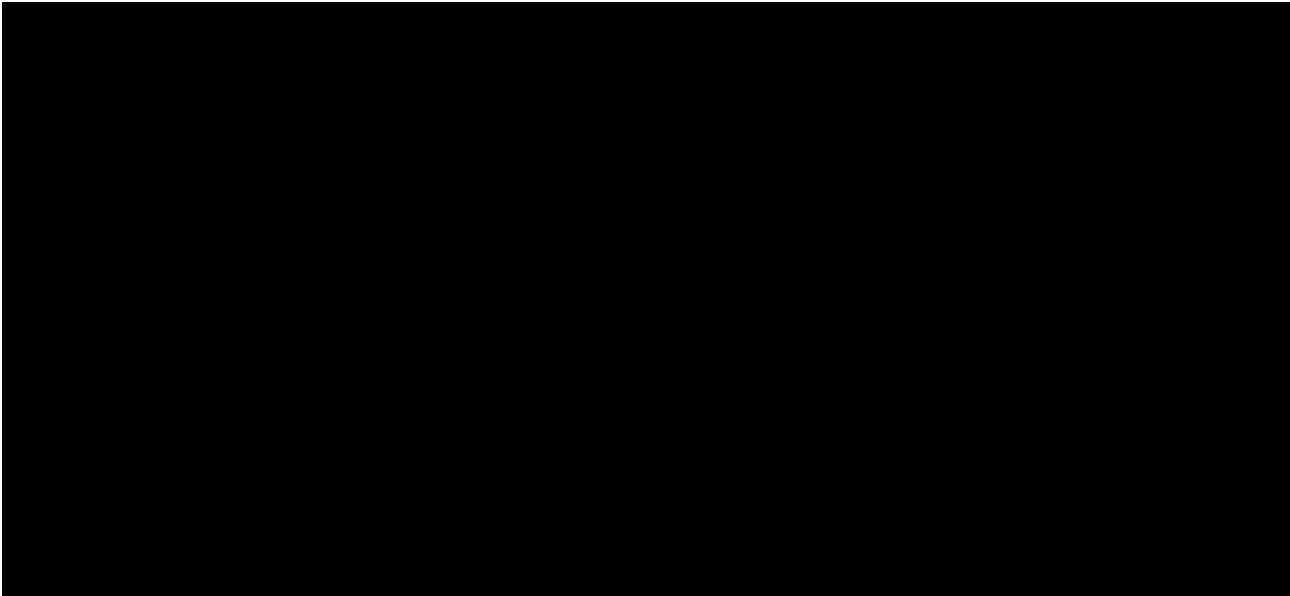




Based on their migratory nature and habitat preferences, marine finfish are broadly classified into the following three guilds: pelagic, demersal, and highly migratory species.

Pelagic finfish species spend most of their lives swimming in the water column rather than occurring on or near the seafloor. Demersal fish, or groundfish, are finfish species that inhabit benthic or benthopelagic (near-benthic) habitats. Many demersal finfish species have either pelagic eggs or larvae that are carried long distances by oceanic surface currents, or eggs that adhere to the various benthic substrates. Highly migratory species often migrate from southern portions of the Atlantic Ocean to as far north as the Gulf of Maine and are expected to be present in the Lease Area and along the offshore export cable corridor in the warmer summer months. Based on bottom trawl data conducted by the NMFS NEFSC, the MA/RI WEA has a low finfish biomass but a high species richness when compared to neighboring waters around Cape Cod (NEFSC, 2020b). During the 2019 spring inshore bottom trawl survey, the Massachusetts Division of Marine Fisheries caught a total of 73 species across five regions of inshore Massachusetts waters. The survey ranged from just north of Cape Ann to south of Martha's Vineyard and Nantucket (MA DMF, 2020). A total of 122 species were recorded in a dataset for bi-annual resource trawl surveys conducted in Nantucket Sound between 1978 and 2004 (ESS Group, Inc. and Battelle, 2006).

There are two federally and/or state listed finfish species known to occur in the Lease Area and along the offshore export cable corridor: Atlantic sturgeon (*Acipenser oxyrinchus oxyrinchus*) and shortnose sturgeon (*Acipenser brevirostrum*). Atlantic sturgeon may be present in the export cable corridor and near the landfall locations throughout the year due to its preference for inshore coastal water depths and gravelly and sand substrates (Stein et al., 2004). Based on its habitat preferences, shortnose sturgeon may occur in the nearshore export cable corridor and landfall locations; however, the species is unlikely to occur offshore because of its preference for estuarine waters and river and bay habitats (GARFO, 2019b).



[REDACTED]

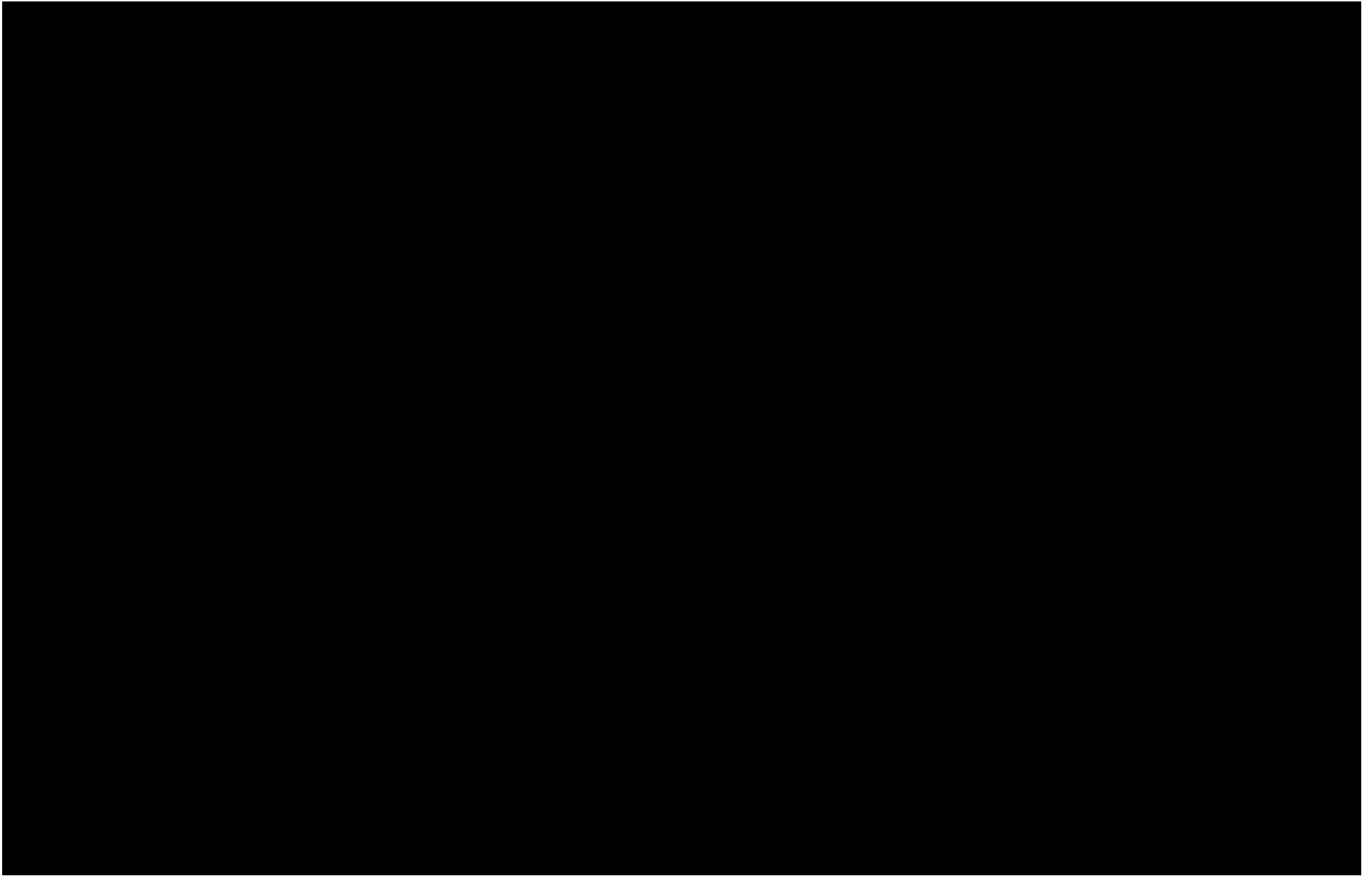
[REDACTED] Mayflower Wind does not anticipate any tree removal or other disturbance to onshore bat habitats for the construction of the [REDACTED] or installation of the onshore export cables.


Of the nine species of bats that occur in Massachusetts, eight species may potentially be present in the Project Area, including several that are federally or state listed in Massachusetts or are petitioned for listing [REDACTED]. The federally endangered Indiana bat (*Myotis sodalis*) is not found in the eastern part of Massachusetts (Bat Conservation International, n.d) and the species is not expected to occur in the Project Area. Bat species that may be present in the Project Area include cave-hibernating bats and migratory tree-roosting bats; tree-roosting bats are generally solitary and migrate long distances to warm climates, whereas cave-hibernating bats hibernate during the winter.

[REDACTED]

[REDACTED] Bats migrating along the U.S. Atlantic Coast have been observed up to 27 miles (44 km) offshore, and hoary bats are regularly observed on Southeast Farallon Island, approximately 21 miles (33 km) from the California coast during fall migration. Several bat species have been observed on ships at sea or other remote islands, suggesting extensive movements over water. Although most migratory, tree-roosting bats are not currently protected under ESA/MESA, they represent the most commonly observed fatalities at operational land-based wind energy facilities (hoary bat, silver-haired bat, eastern red bat); there is, therefore, concern among agencies and conservation organizations regarding potential impacts to these species from wind energy.

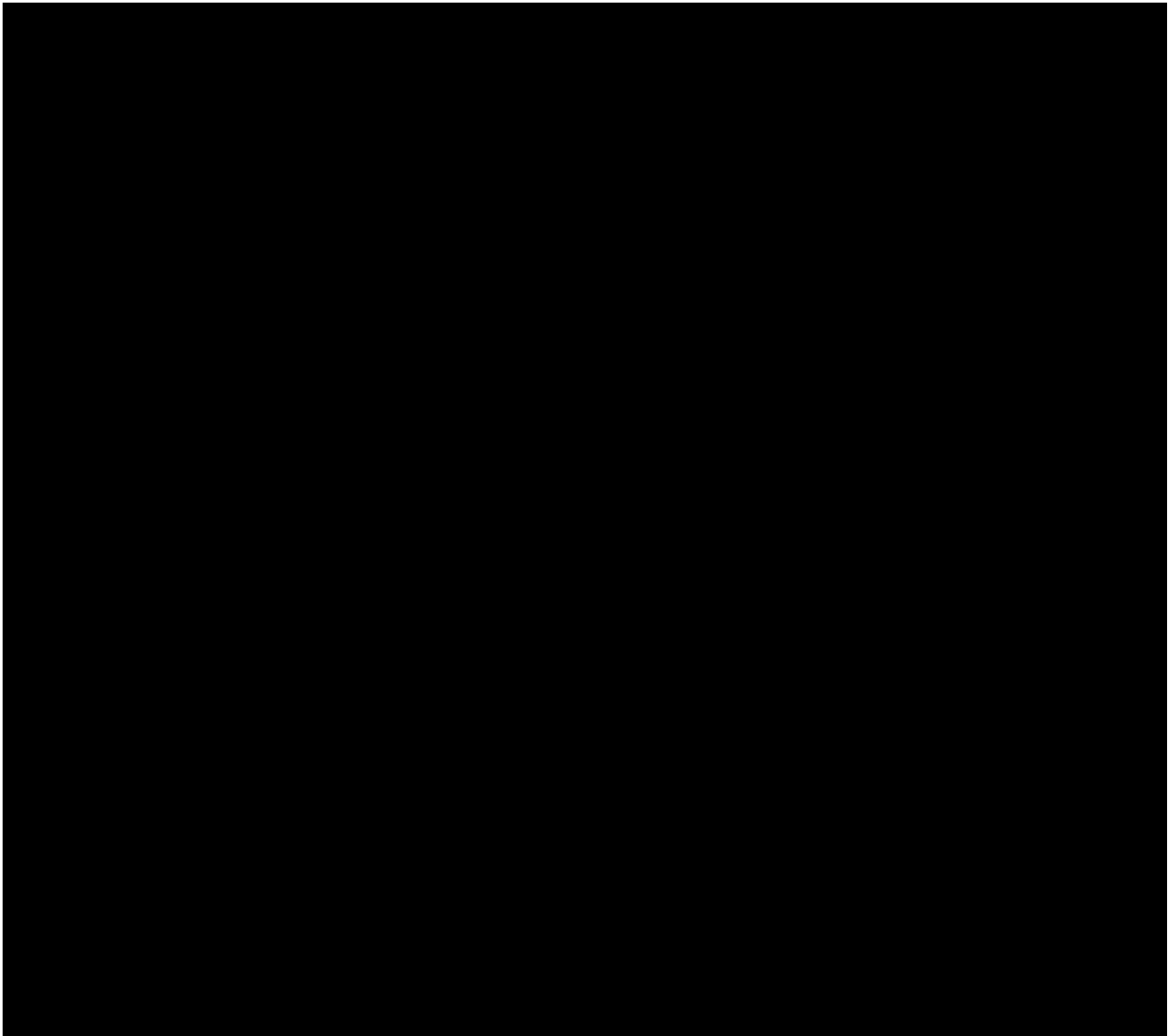
[REDACTED]

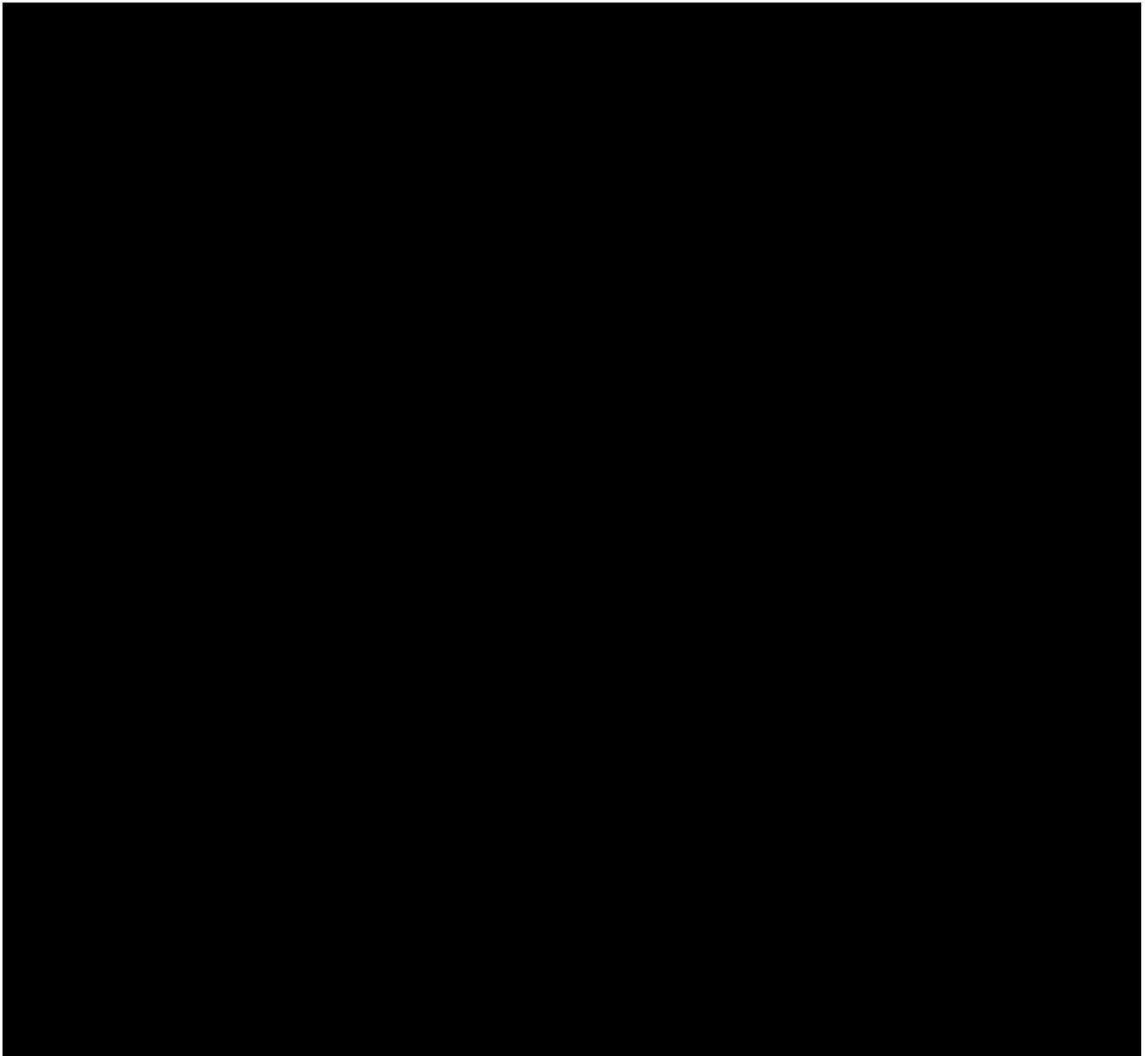


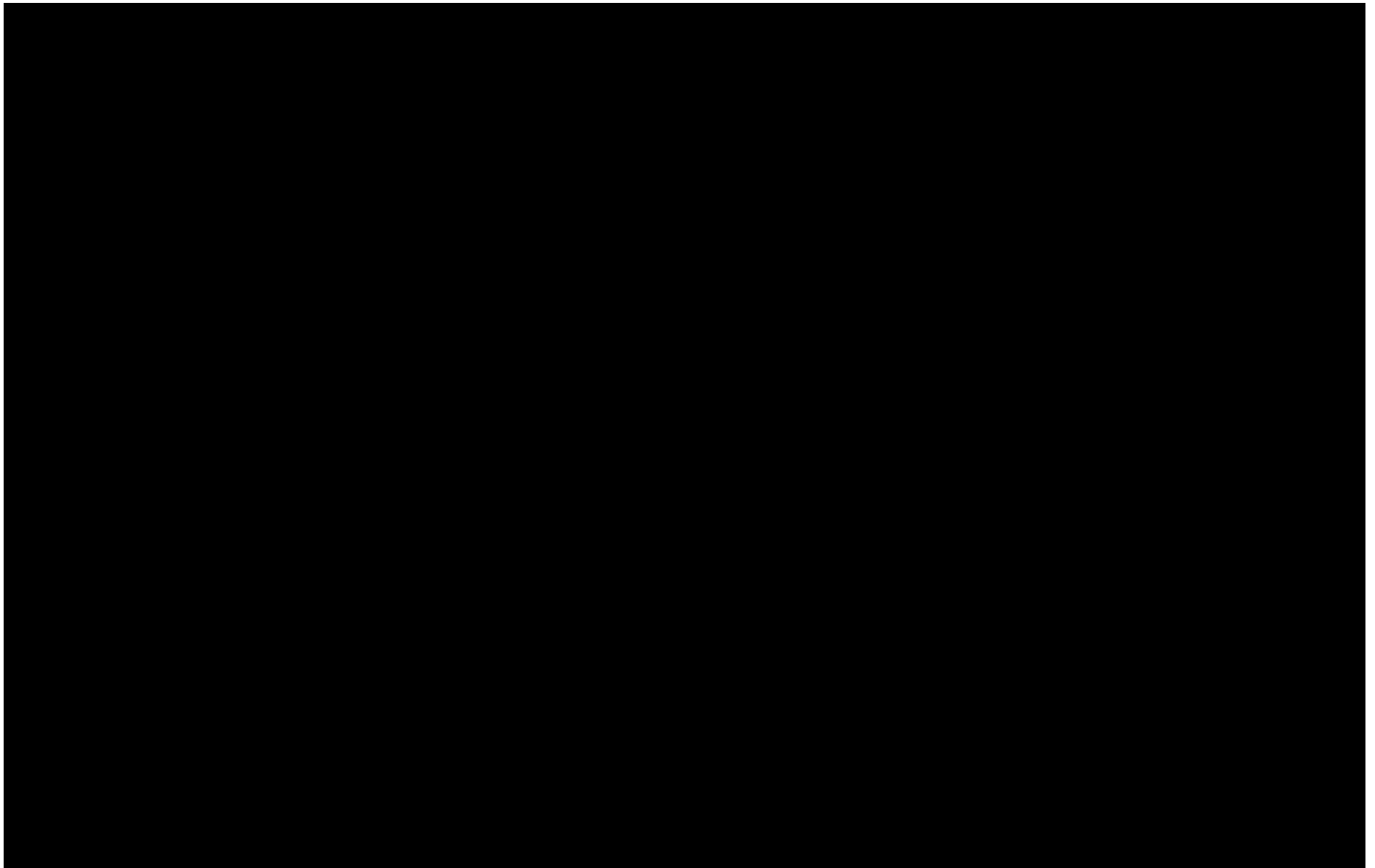


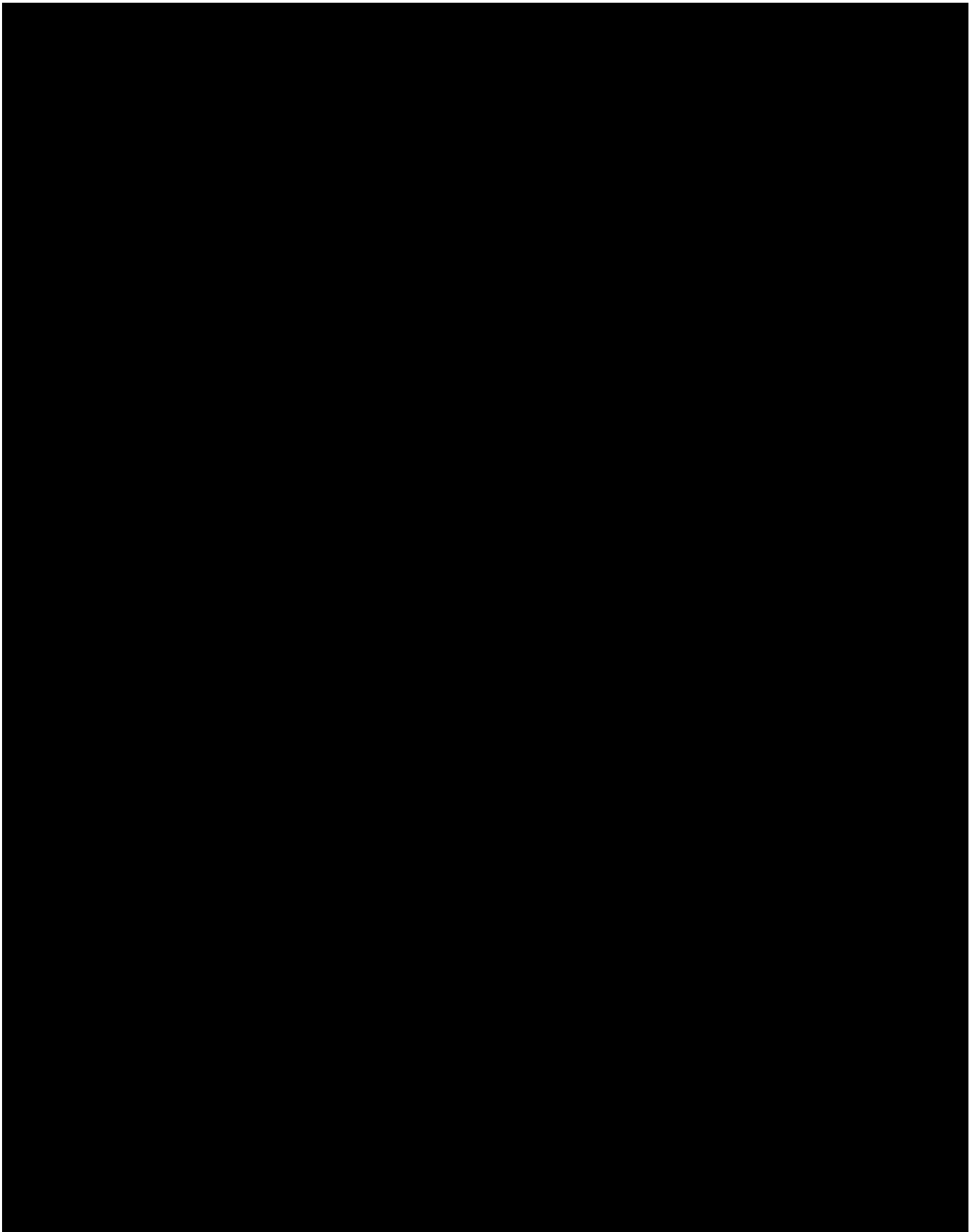
Invertebrate species form the foundation of marine ecosystems, providing essential prey resources, protection and shelter, and suitable spawning grounds and nurseries for finfish, marine mammal, and sea turtle species. Invertebrates are the most diverse marine species group but can generally be classified into two groups – benthic epifauna and infauna – due to their close associations with benthic geomorphological and sediment characteristics. Potential impacts to invertebrates include displacement of benthic organisms and habitat disturbance during construction, including changes in turbidity and disturbance to benthic substrates.

An assessment of the physical and biological characteristics of the seafloor to determine the benthic and shellfish composition of the Lease Area and export cable corridors was completed based on results of a review of published scientific literature, publicly available reports, and field surveys within the Lease Area and along the export cable corridor.

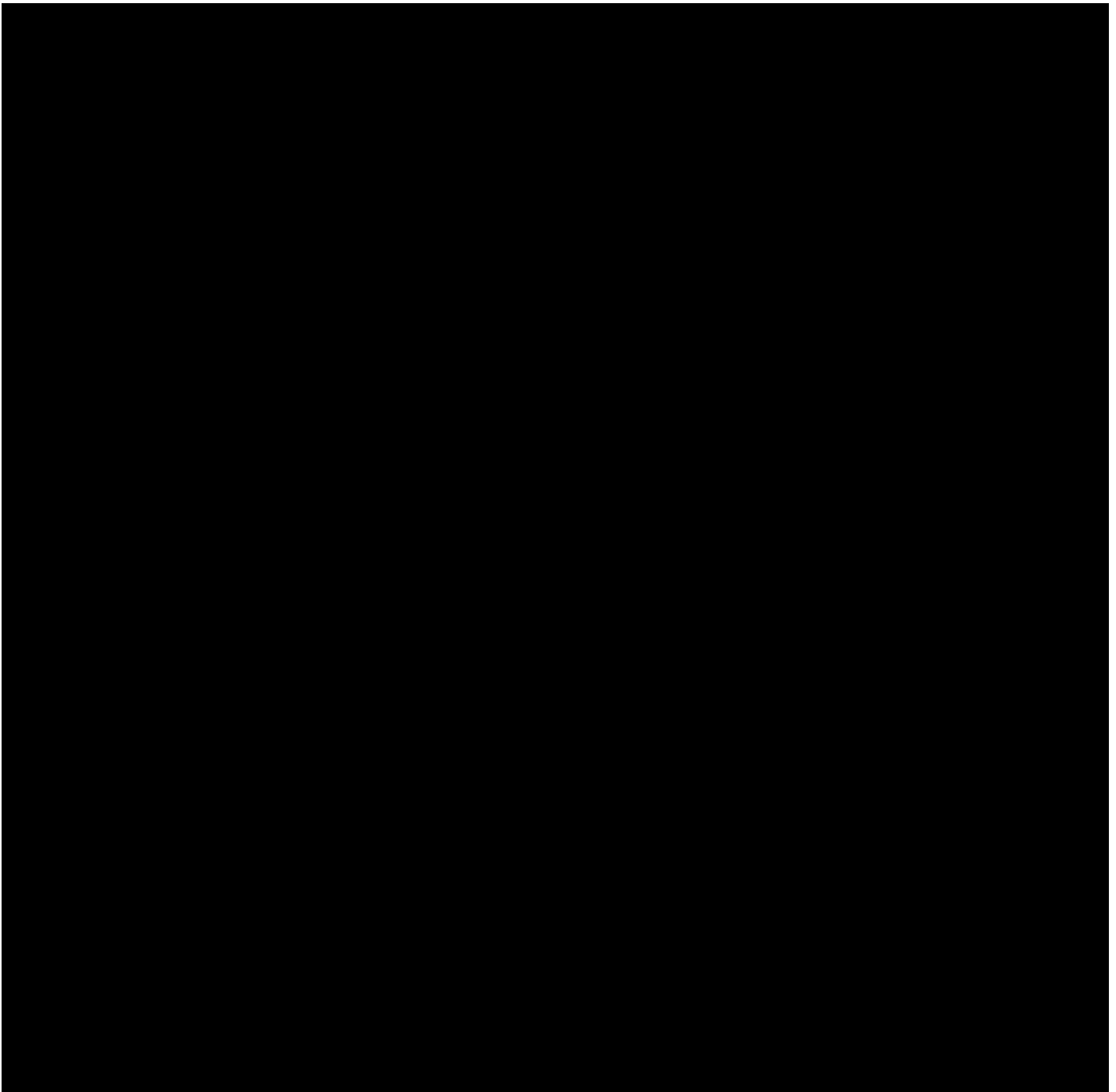




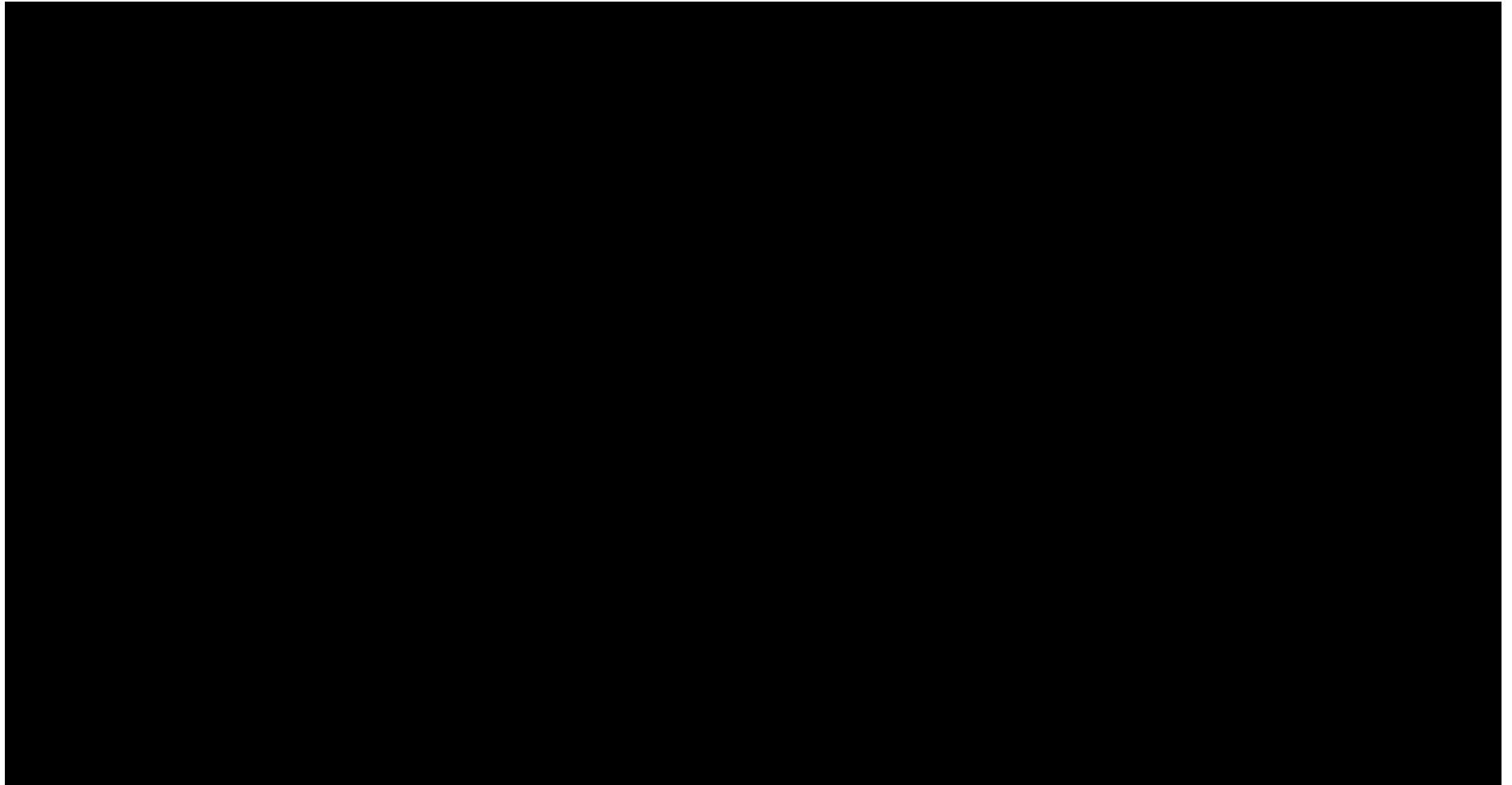












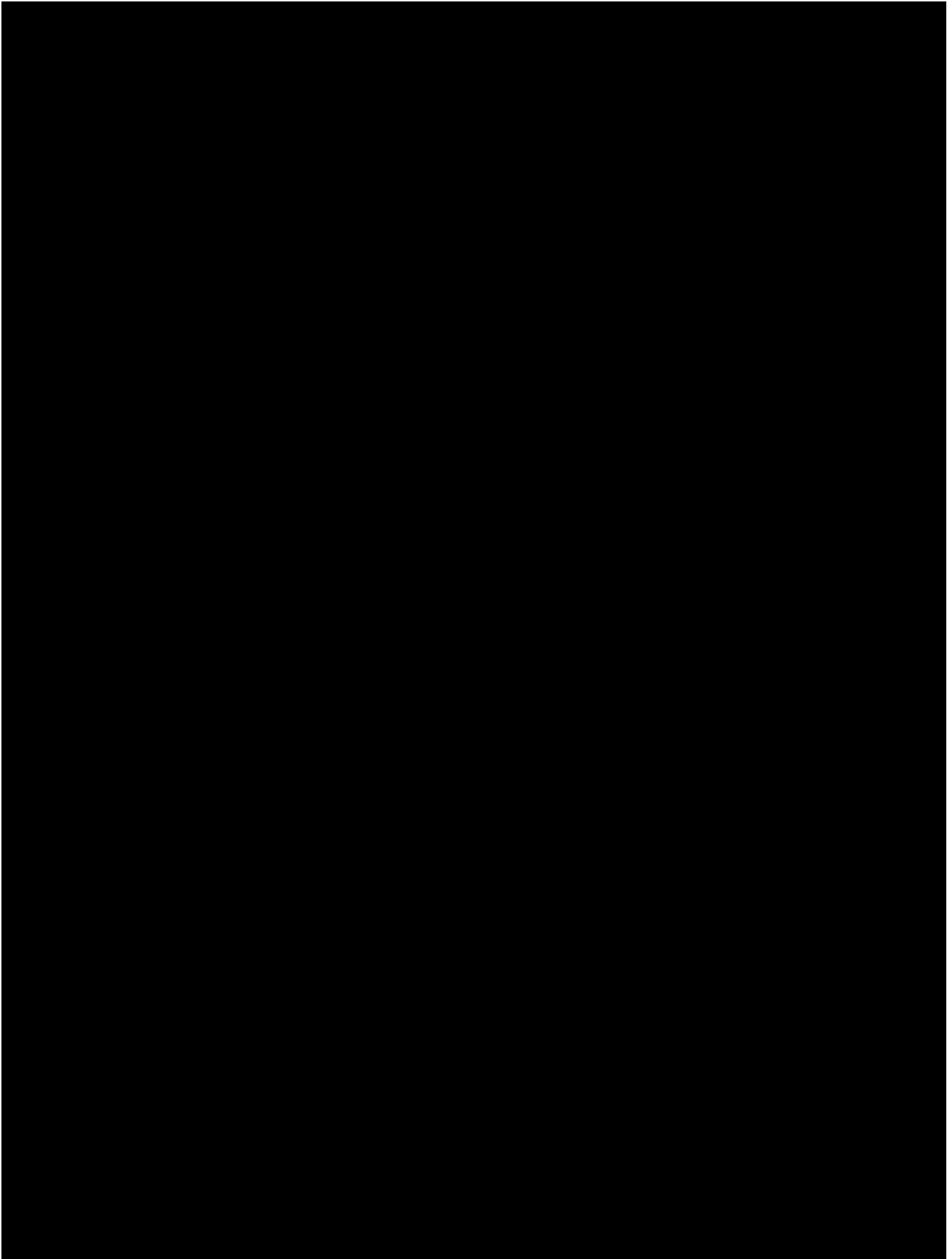


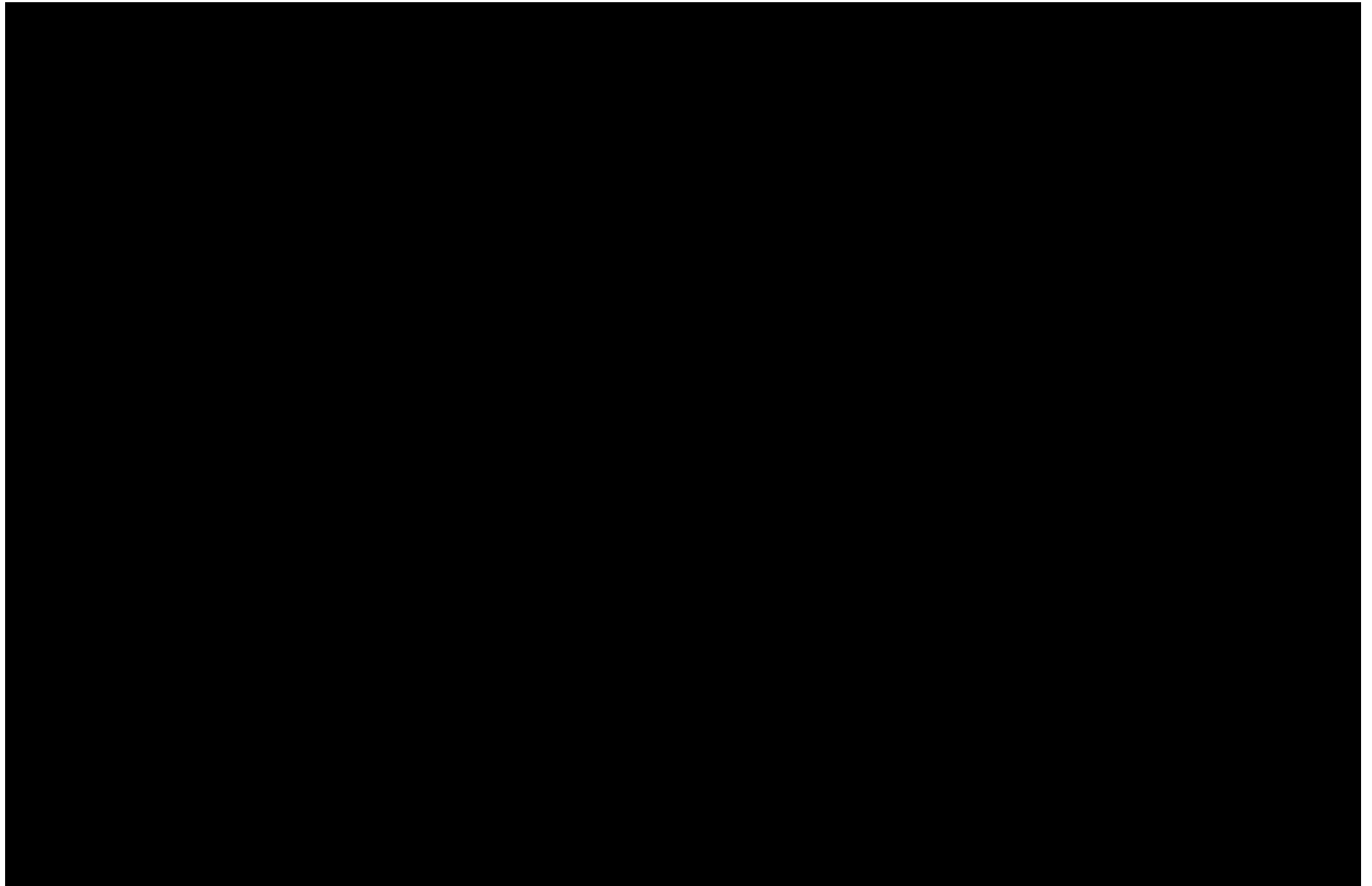


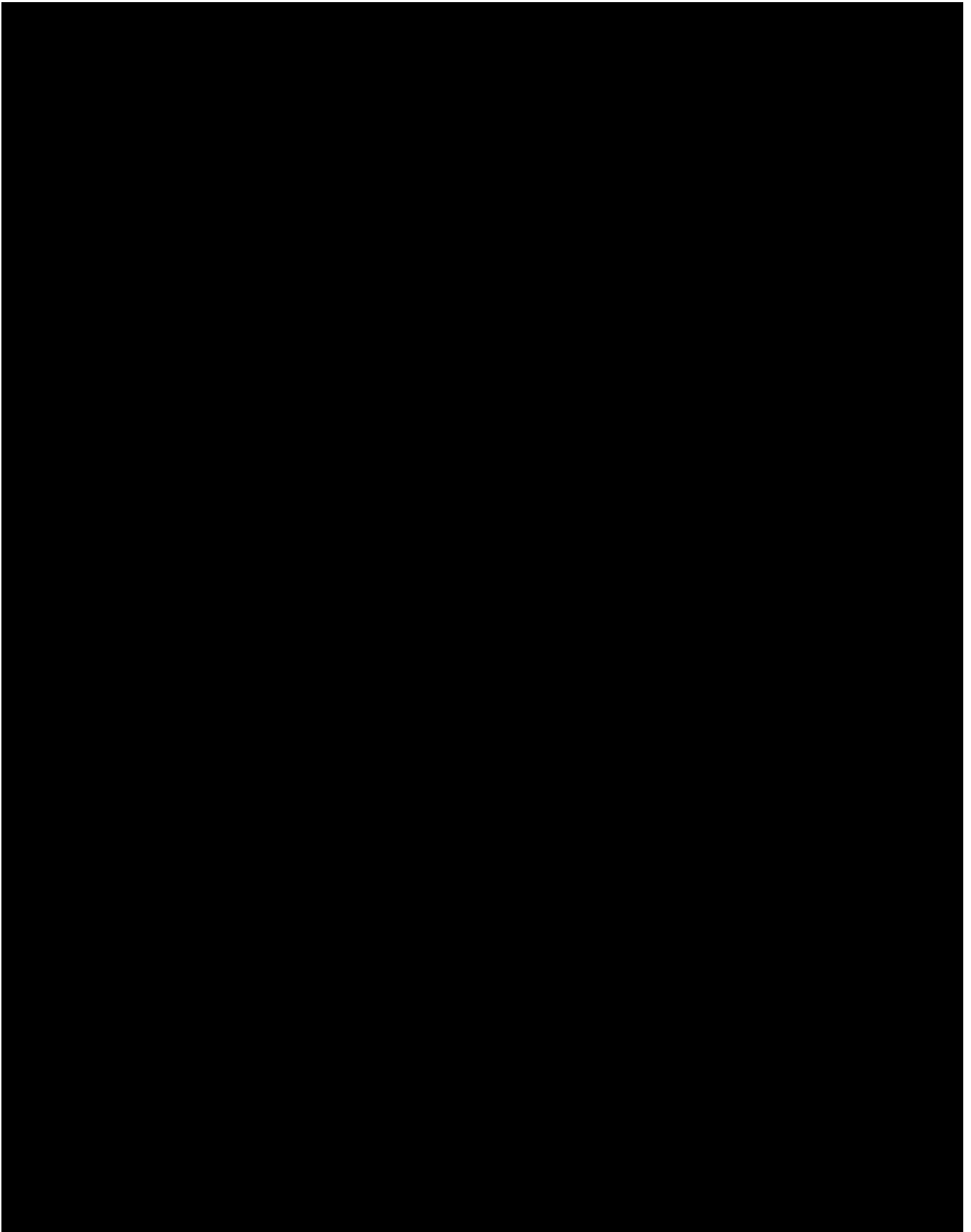
The primary source of sound affecting the underwater acoustic environment associated with the Mayflower Wind Project is pile driving during construction. Secondary sound sources expected to occur over the lifecycle of the Project include activities associated with cable-laying and construction, O&M, and decommissioning vessels that contribute non-impulsive sound (dredging, dynamic positioning [DP] thrusters, vessel propulsion) to the environment. Sounds from vessels associated with the Project are anticipated to be of similar frequency to existing levels of commercial traffic present in the region.

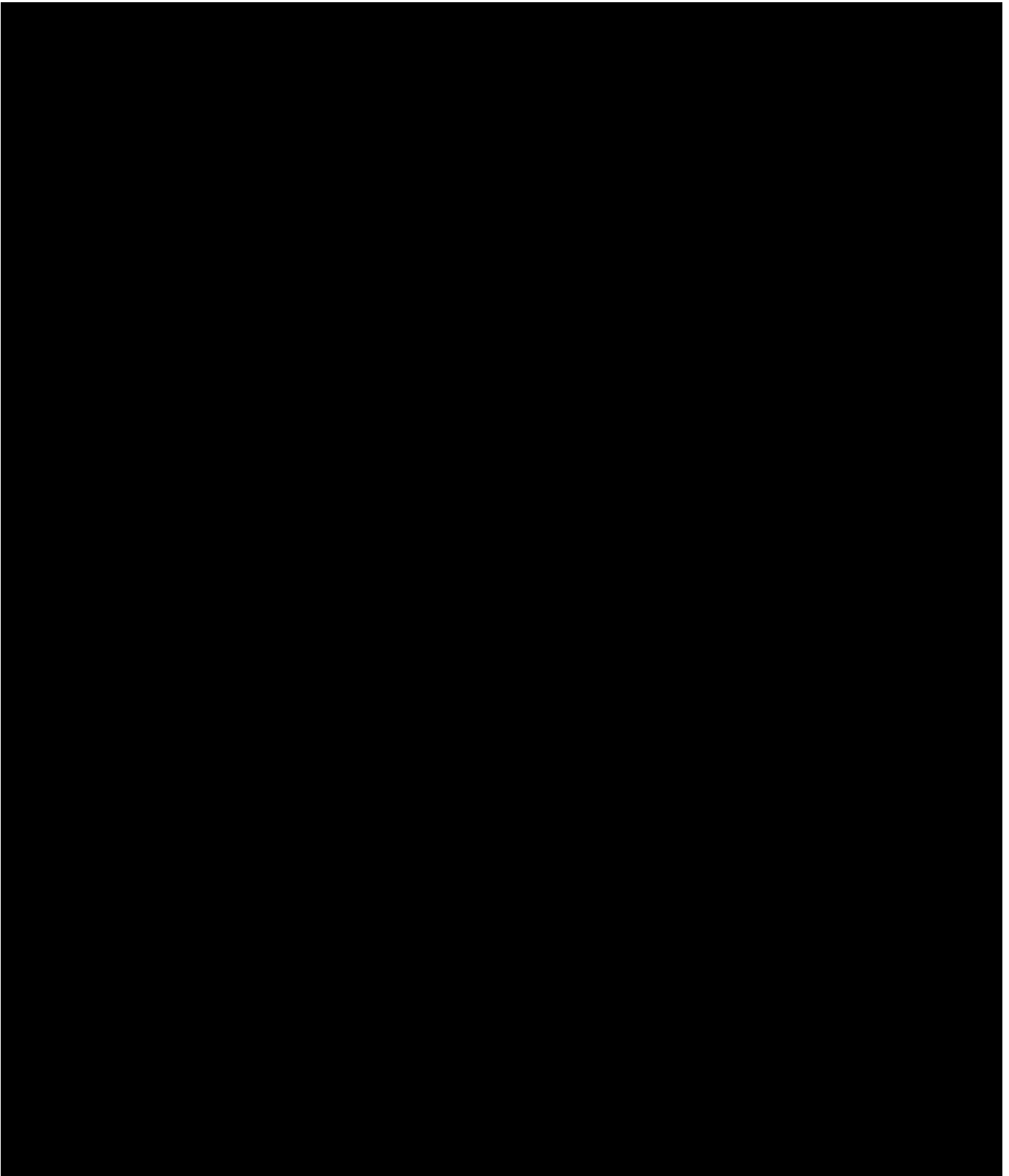
Mayflower Wind recognizes the potential impacts to marine animals associated with such activities as geophysical surveys and constructions activities (e.g., pile driving). Reactions of marine mammals to noise may include apparent indifference, cessation of vocalizations or feeding activity, and evasive behavior (e.g., turns, diving) to avoid approaching vessels or pile driving activities.



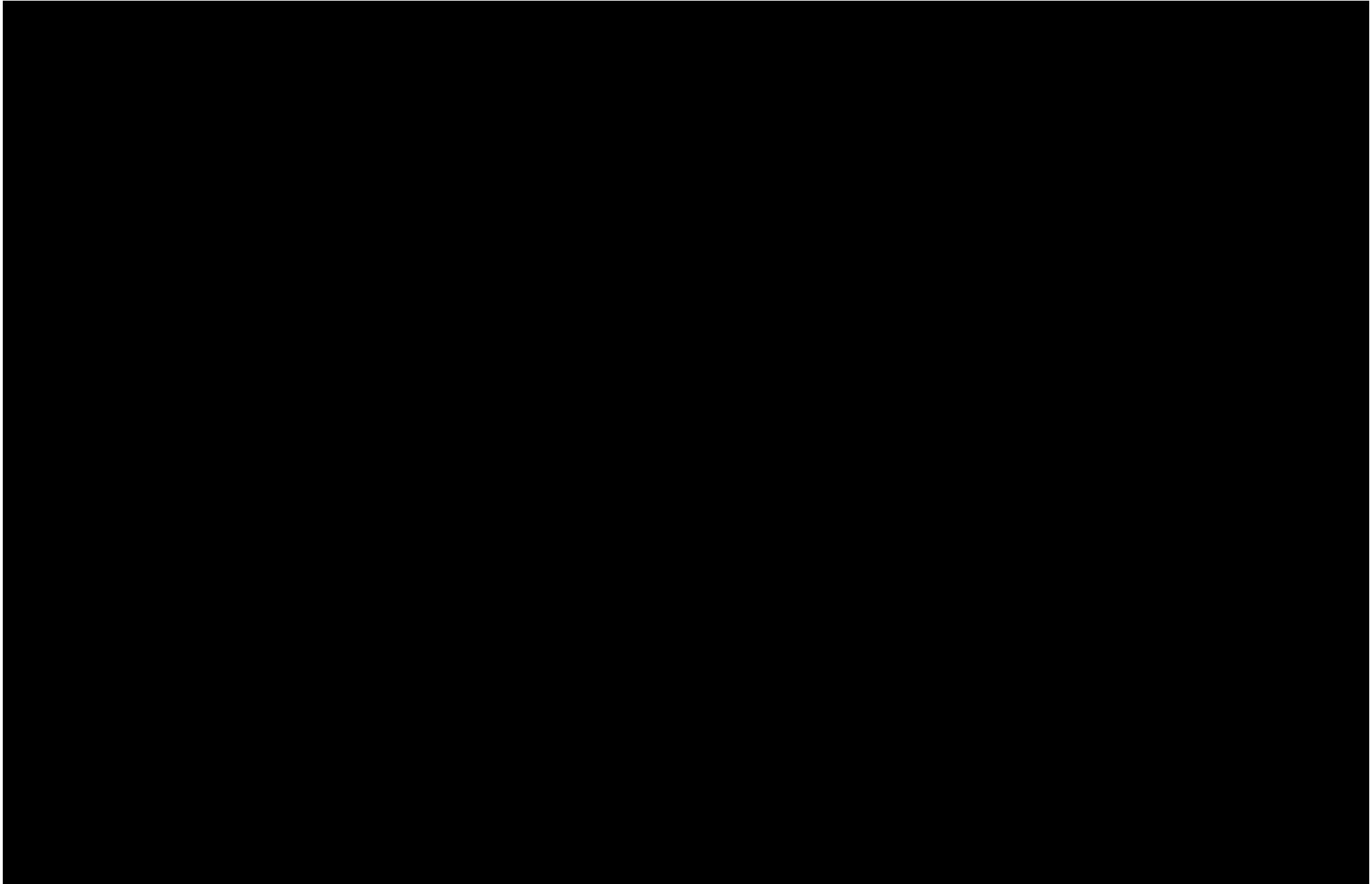




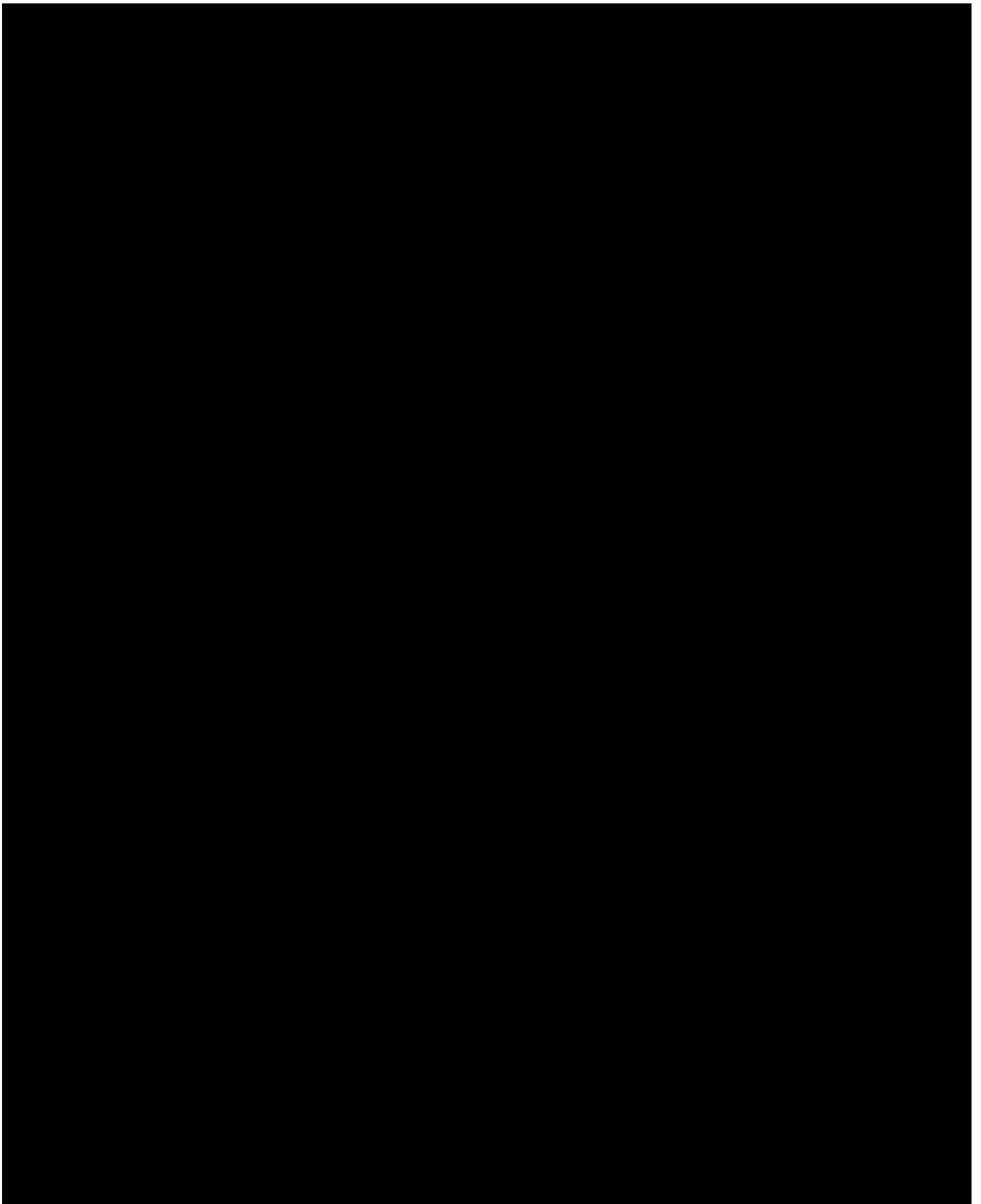




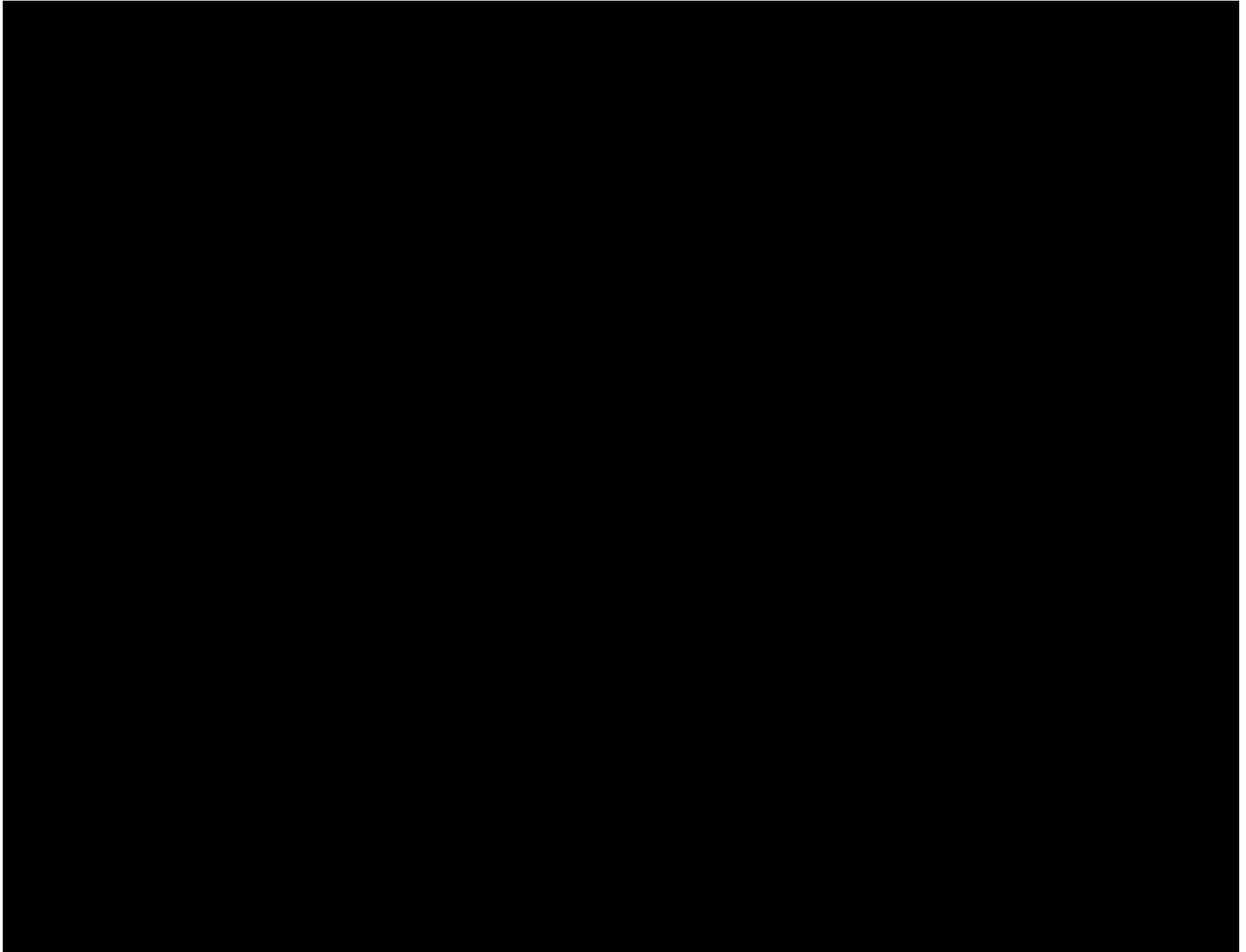


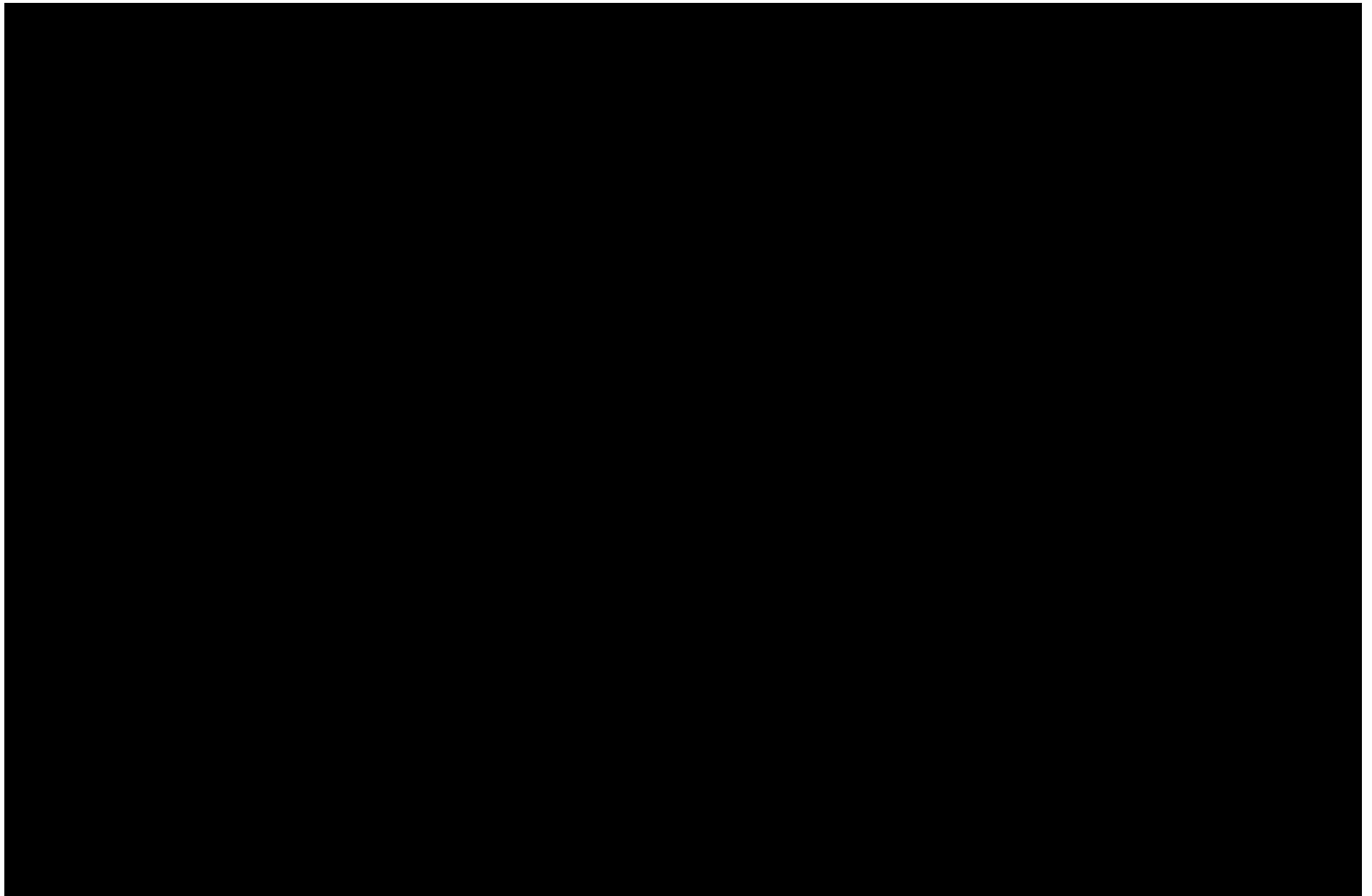


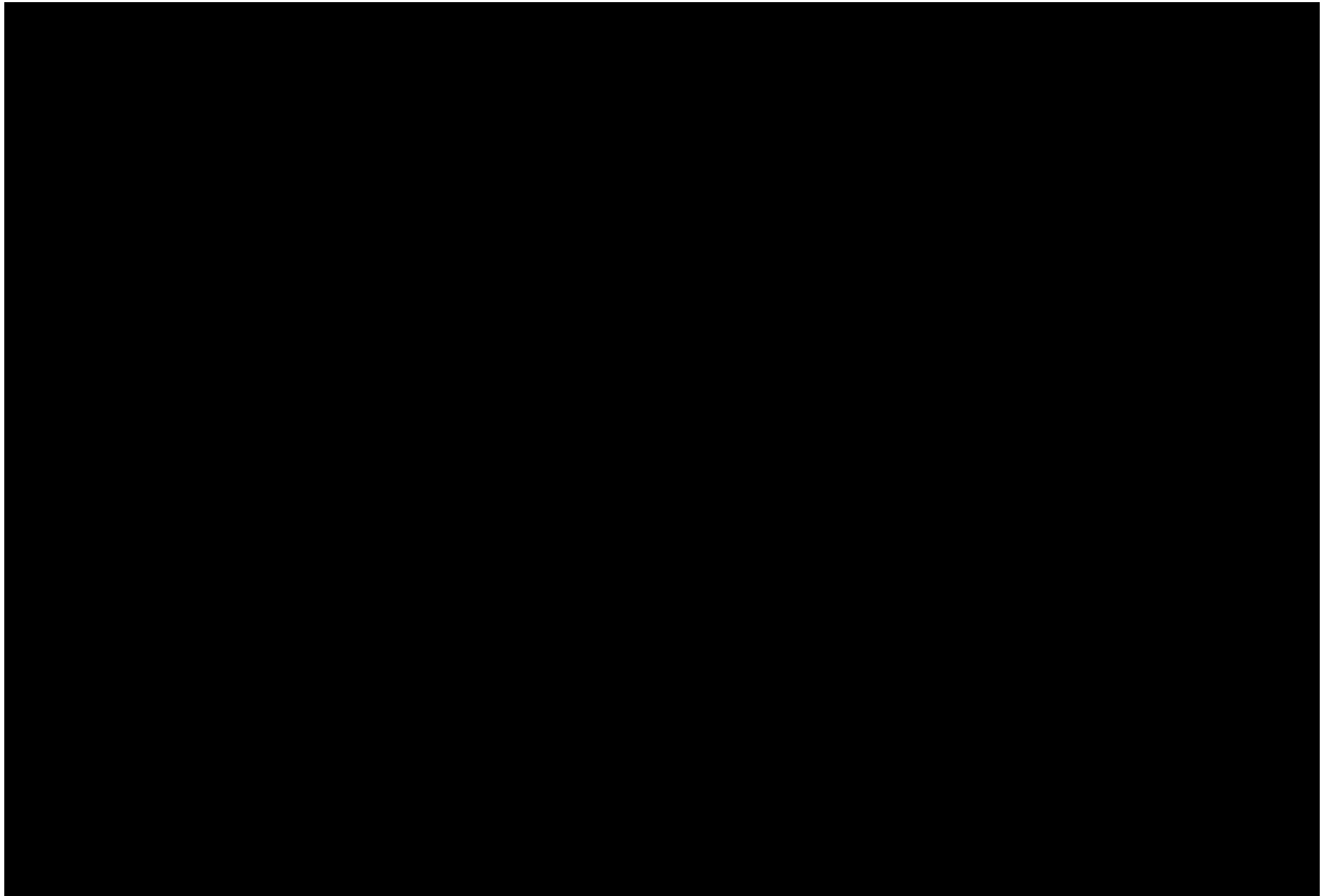


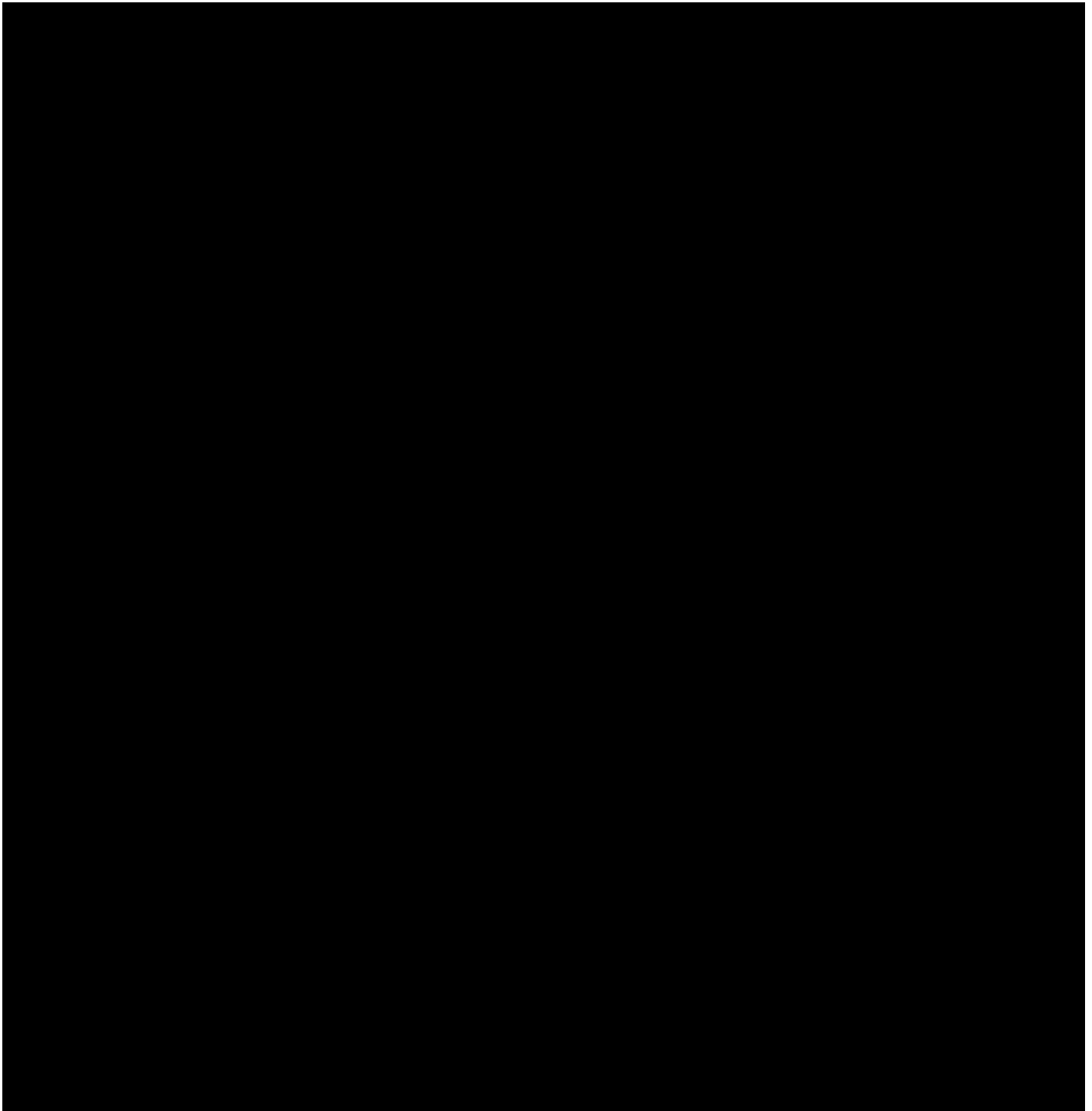








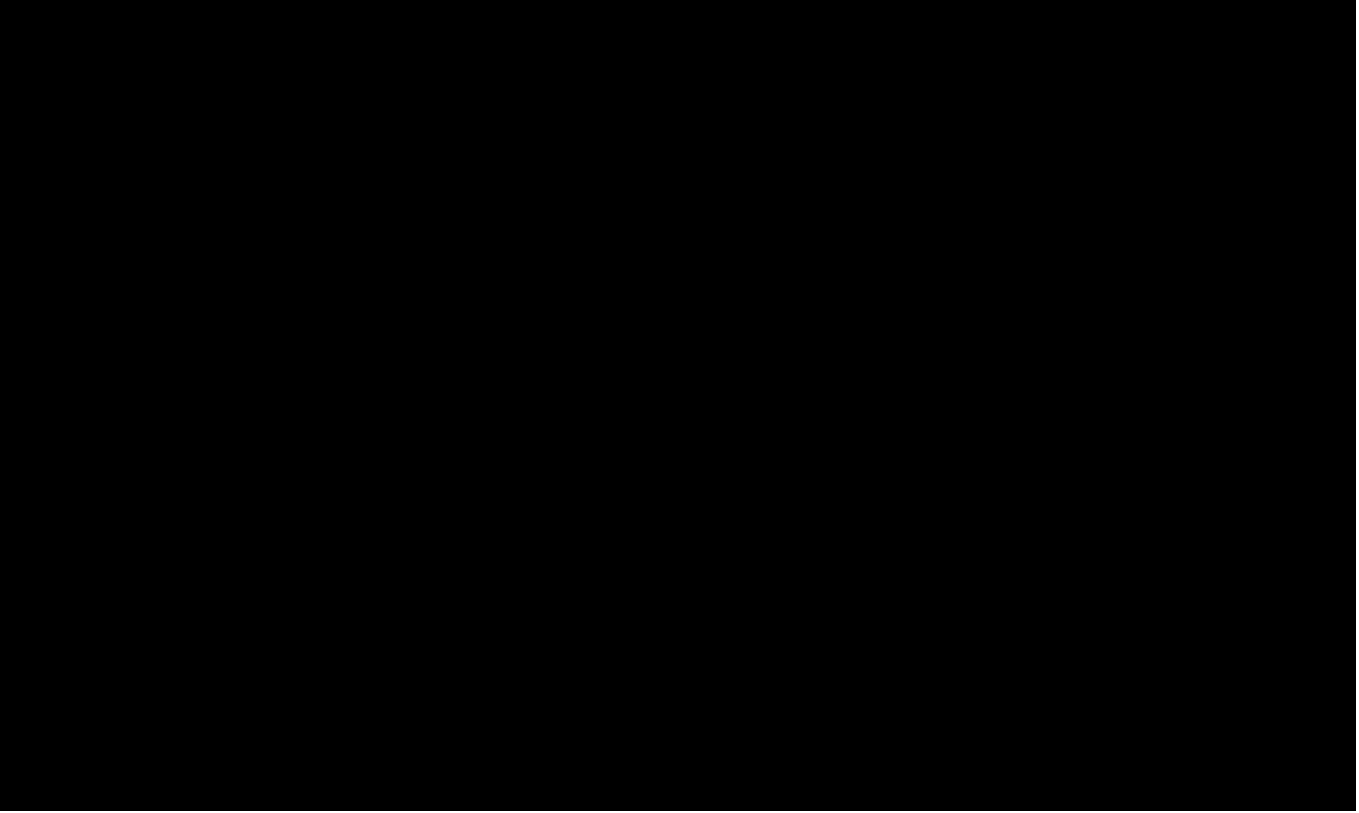




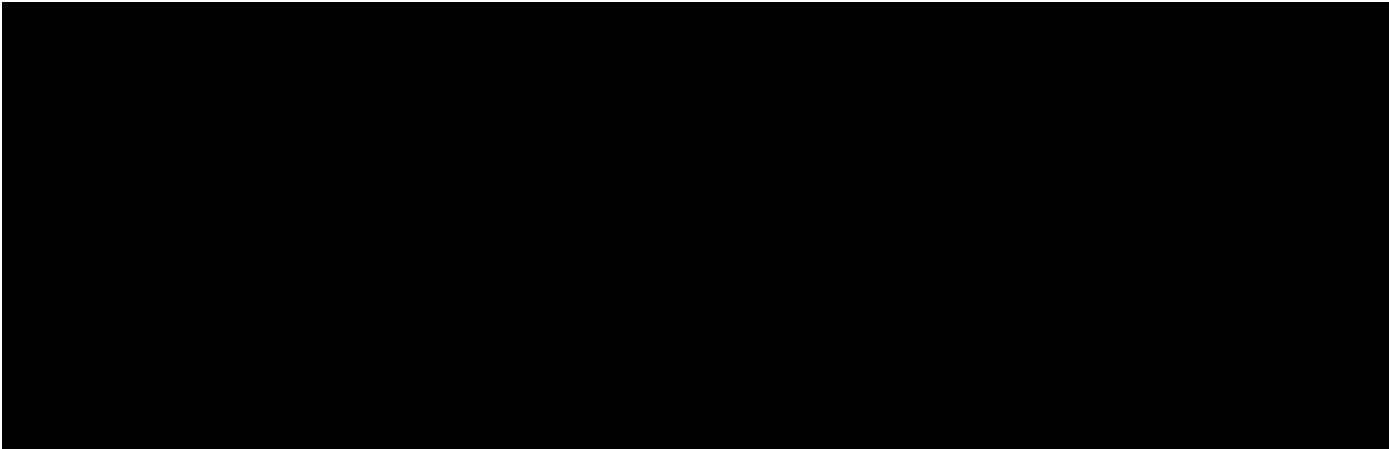
Potential impacts to water resources include accidental spills or releases of oils or other contaminants as well as temporary increases in sedimentation or turbidity as a result of sea bottom-disturbing activities. Other potential impacts include erosion and sedimentation, and stormwater discharges to potential wetlands and waterways as a result of clearing vegetation for the export cable area. The Project will develop a Stormwater Pollution Prevention Plan (SWPPP) which will include a specific Spill Prevention, Control, and Countermeasure Plan to prevent

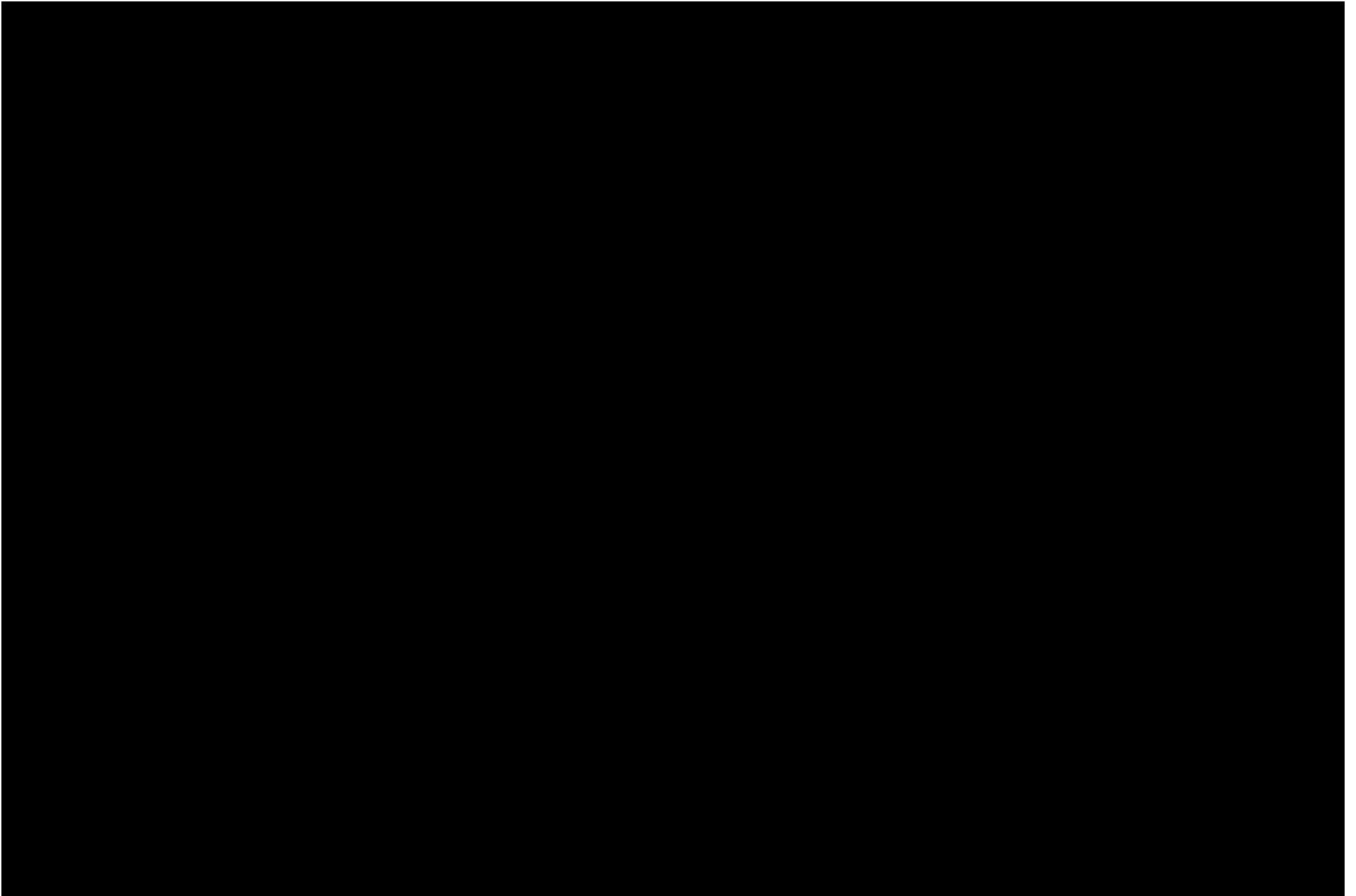


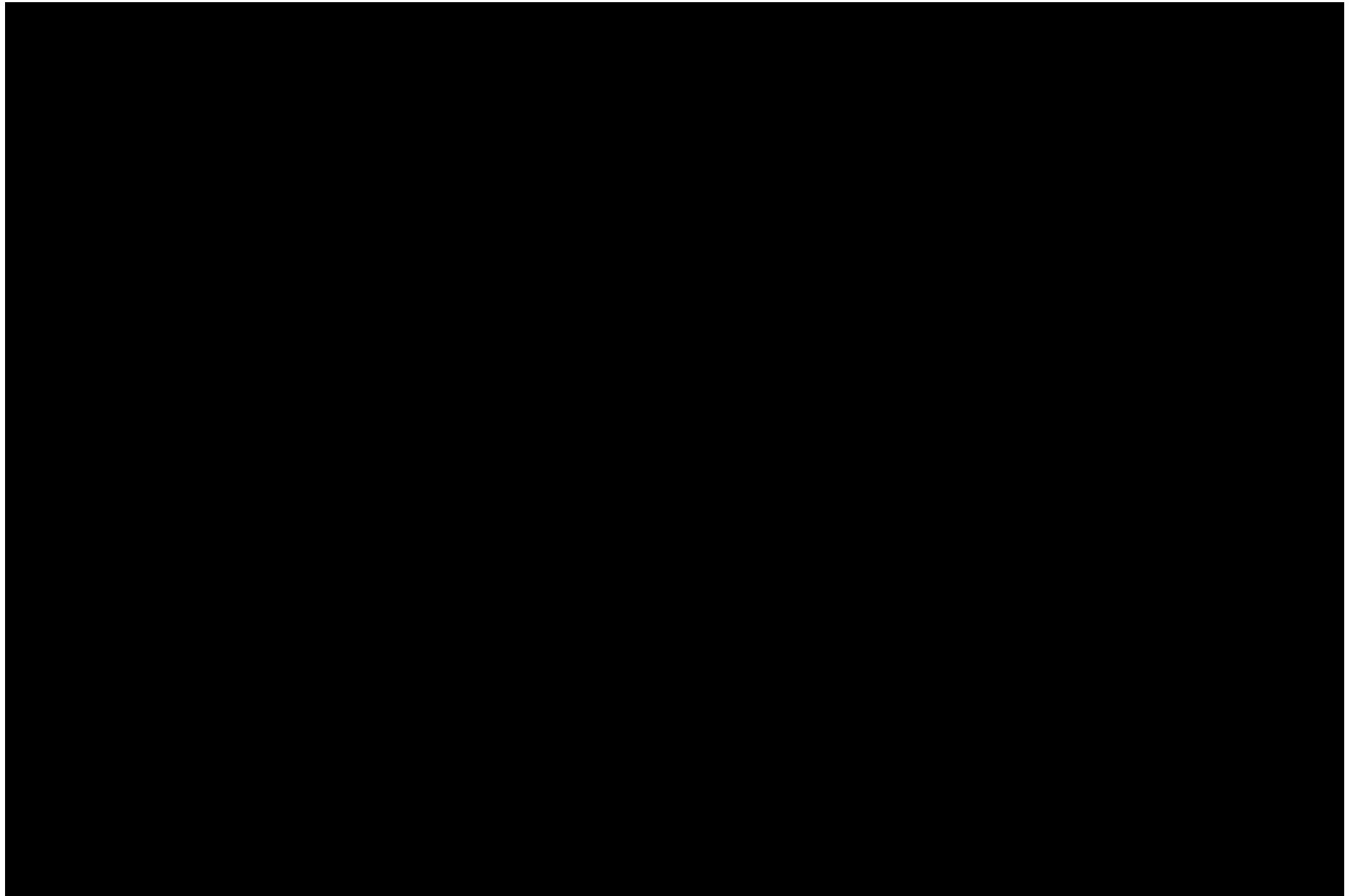
inadvertent releases, to the extent practicable, to the environment of oil and/or hazardous materials incidental to the use of heavy construction equipment and vehicles. The SWPPP will also include provisions for stabilization of disturbed soils, equipment refueling, proper handling, storage, and off-site disposal of all solid and/or hazardous wastes generated during construction.

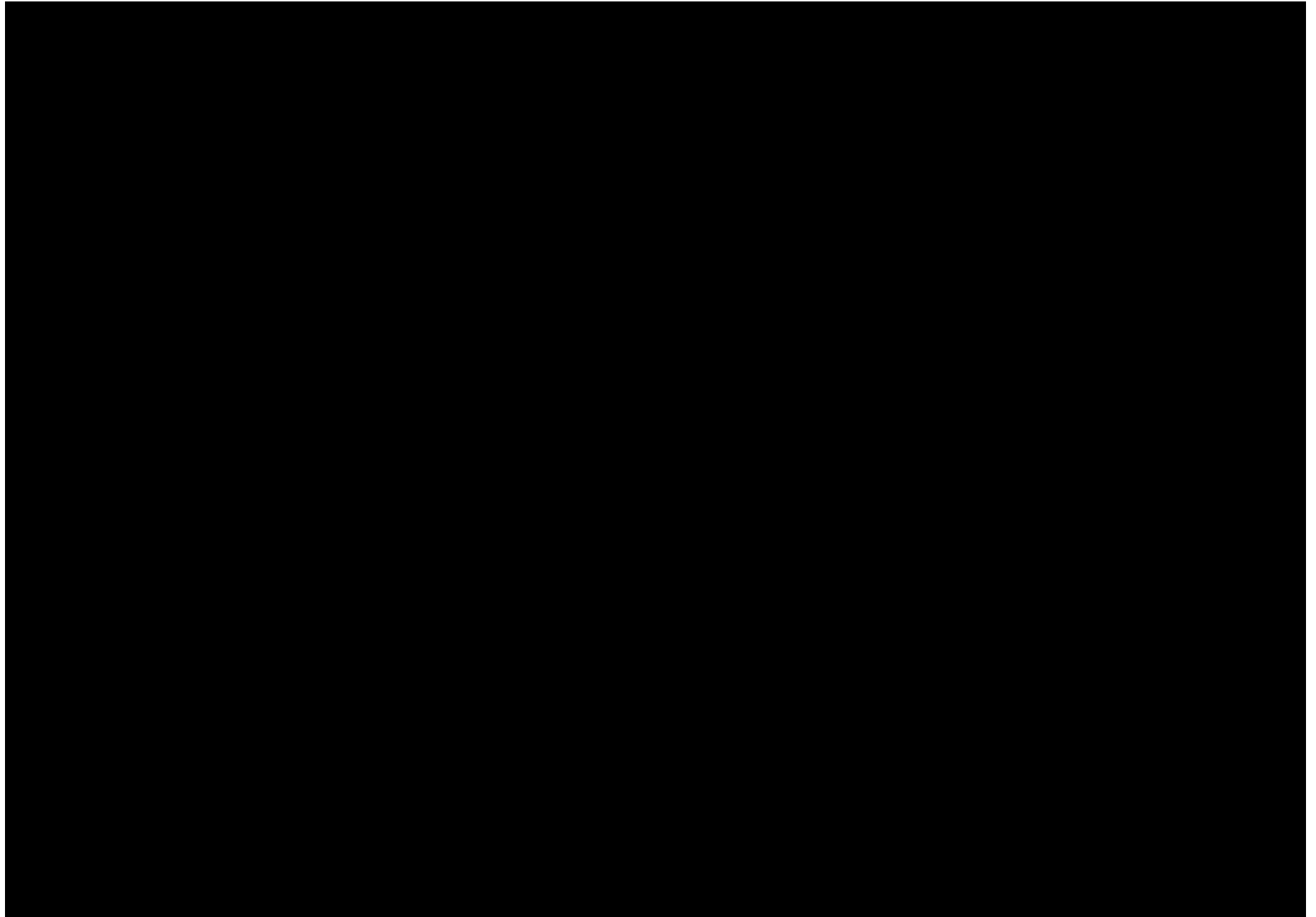


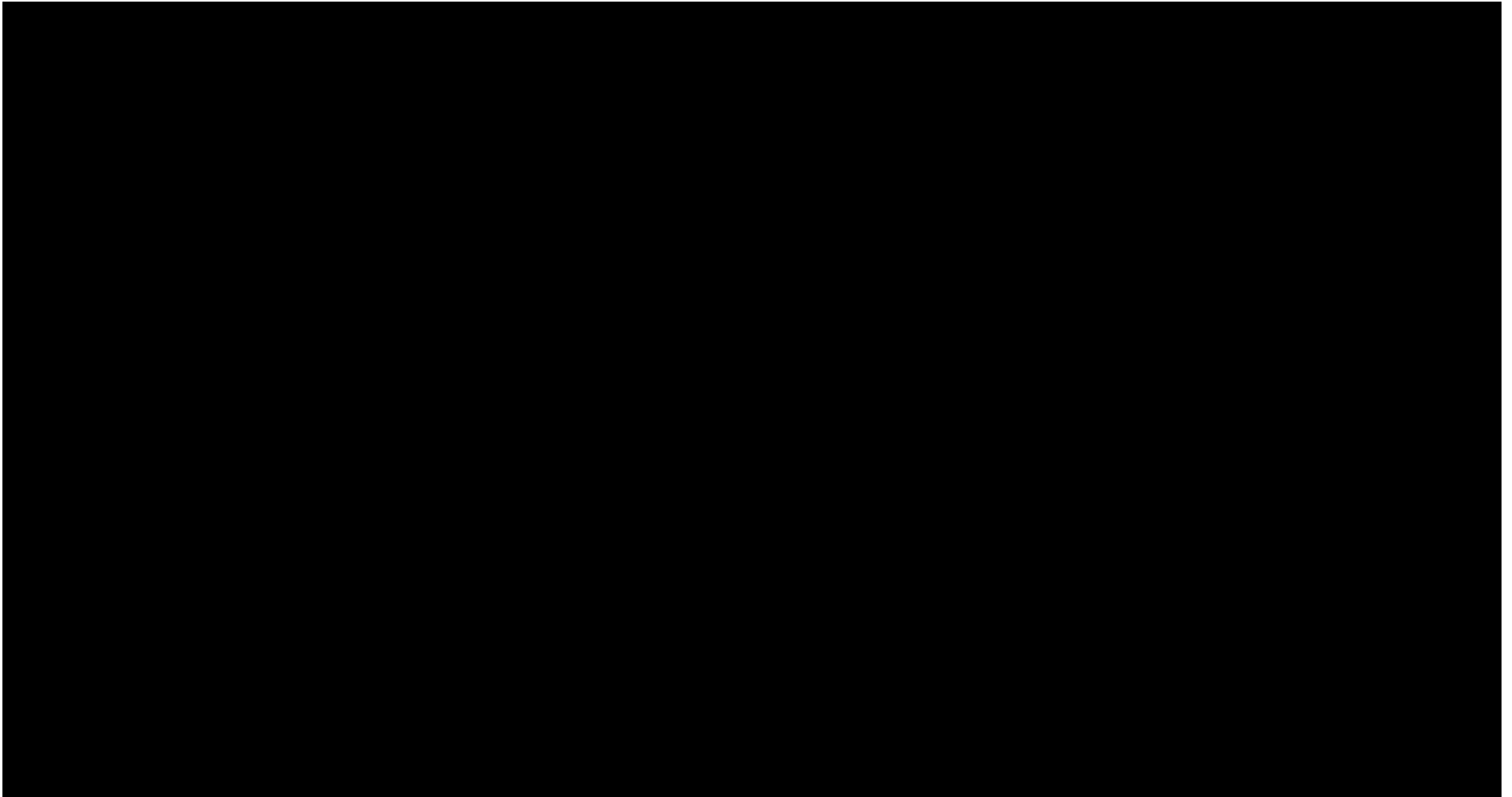
Project-related construction activities will be designed to avoid, minimize, or mitigate potential effects to local groundwater and surface water resources that may occur due to soil erosion or stormwater discharge into waterbodies or contact with groundwater resources. The Project does not anticipate encountering significant areas with contaminated soil and groundwater.






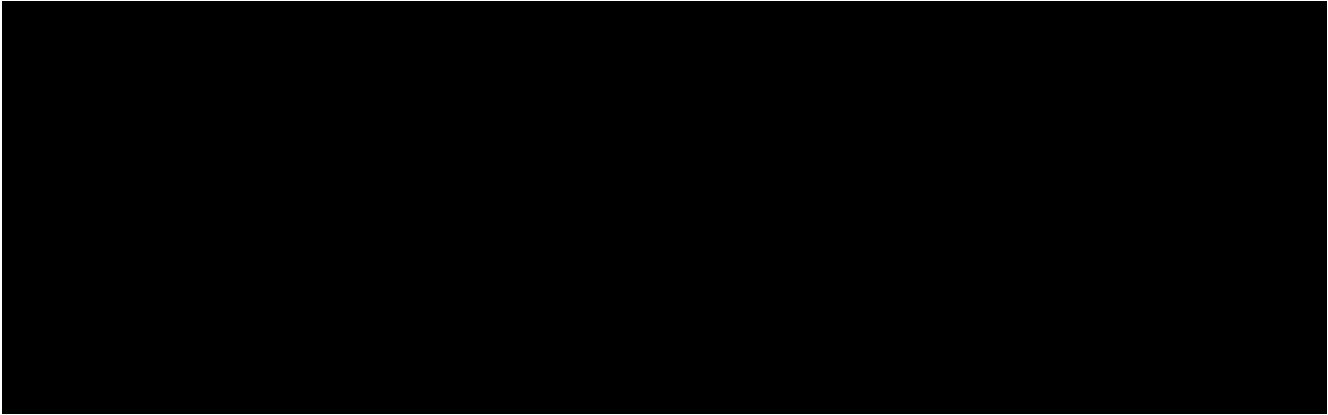




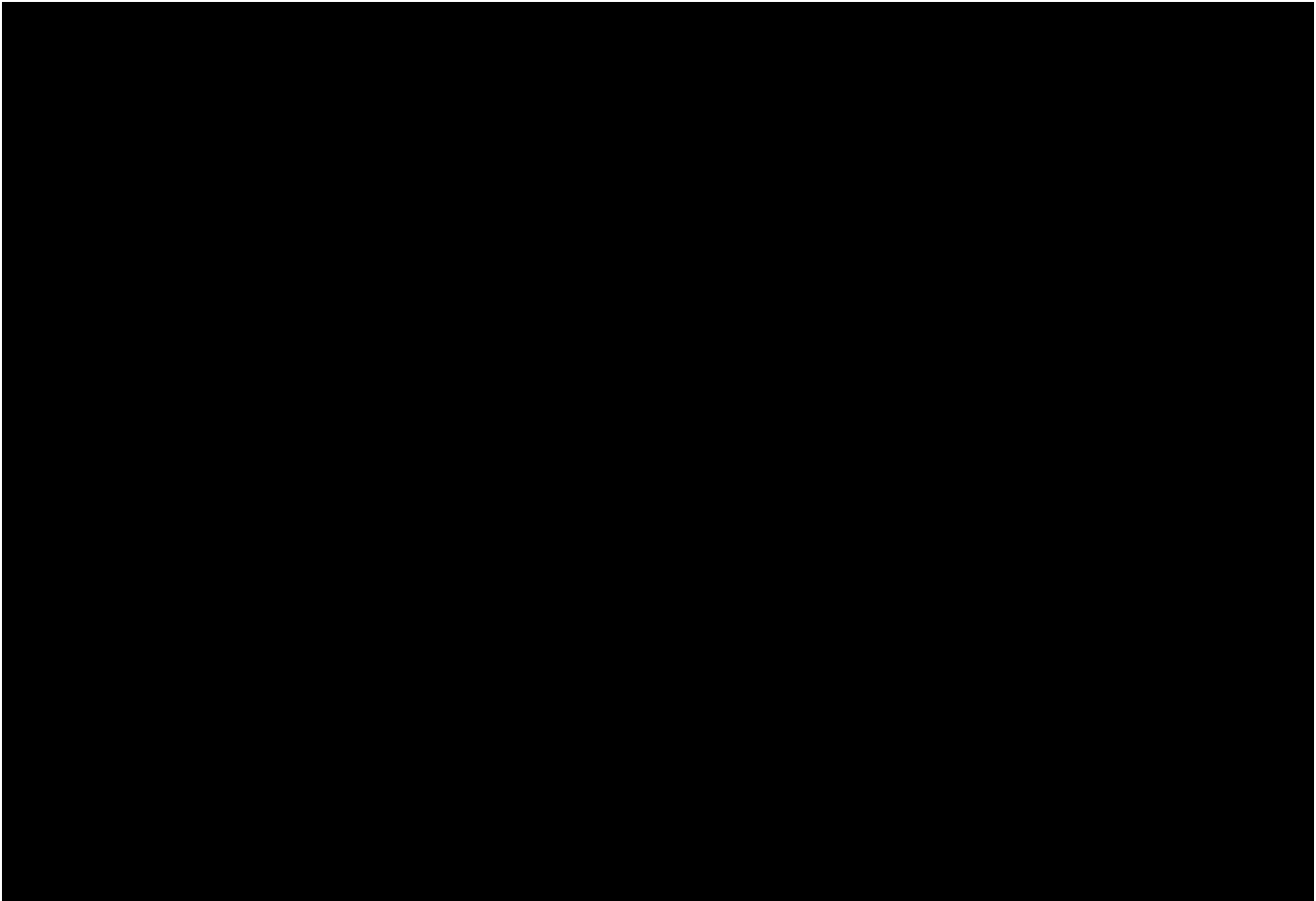




Mayflower Wind is dedicated to research and data collection efforts that advance environmental characterization and increase understanding of how offshore wind and other ocean users can co-exist. Mayflower Wind believes that part of being a responsible developer means actively participating in the scientific community and leading the wind industry to gain greater understanding of the impacts of offshore wind on the ocean environment. This includes supporting environmental initiatives and improving upon best management practices to inform the development and operations of offshore wind farms.



Examples of past and continuing efforts include the following:



[REDACTED]

Mayflower Wind has collaborated with other developers in the MA WEA in supporting the continuation of aerial NARW surveys by the New England Aquarium and the Massachusetts Clean Energy Center to obtain continued density and relative abundance estimates of large whales and other species.

[REDACTED]

Mayflower Wind has identified early partners and will be providing funding to the following initiatives prior to the outcome of this solicitation:

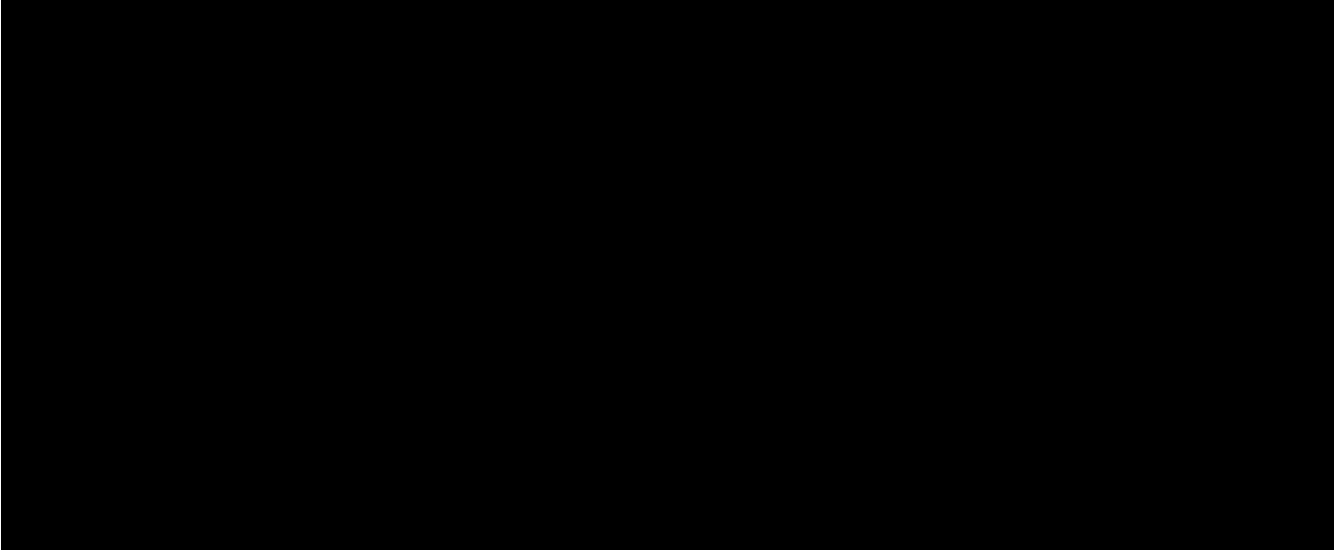
[REDACTED]

7.6 Please provide information on potential impacts on Environmental Justice Populations and host communities, including but not limited to addressing all criteria specified under Environmental Justice impacts in Appendix J.

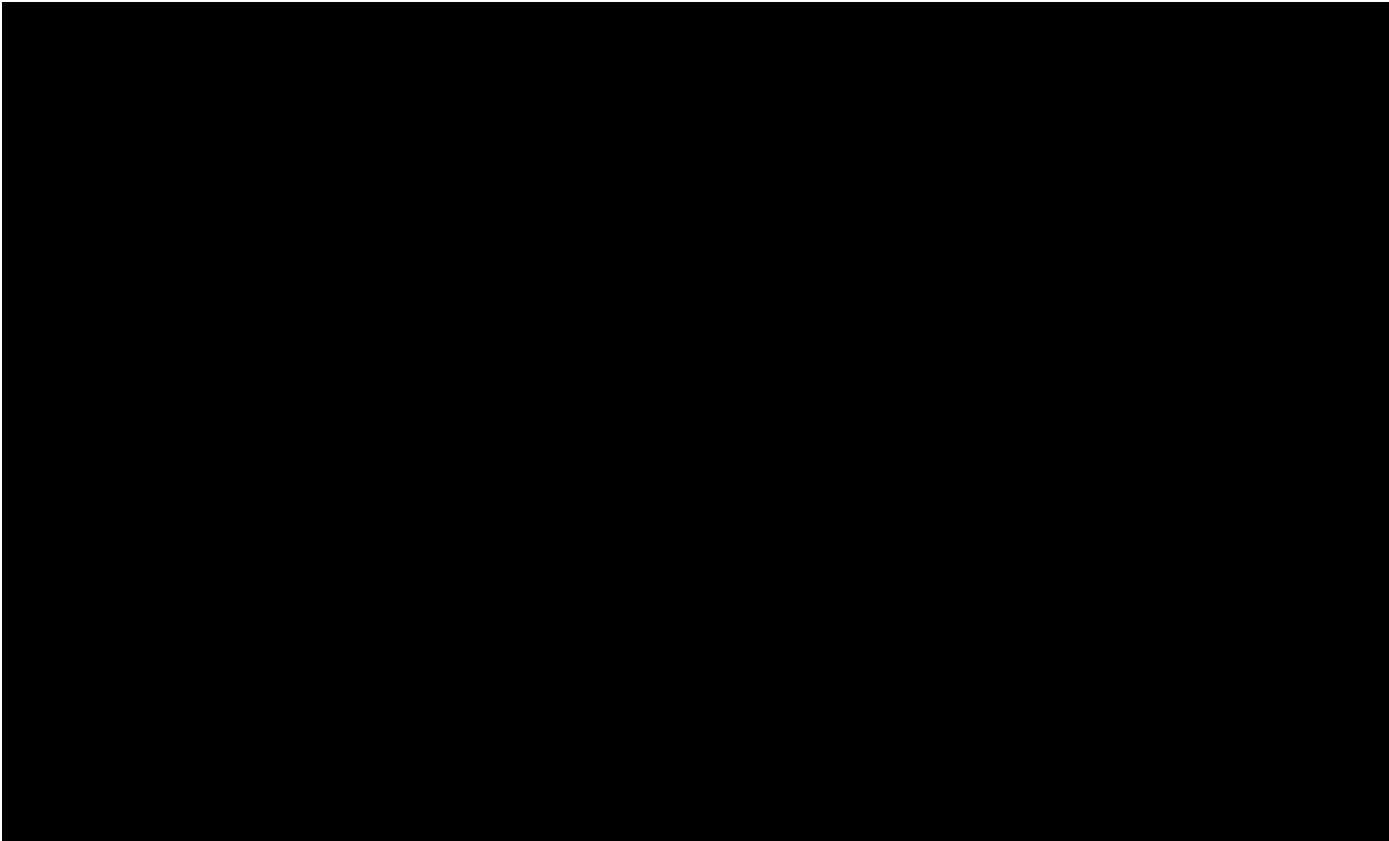
Mayflower Wind will comply with all applicable Environmental Justice (EJ) requirements including new requirements under “An Act Creating a Next Generation Roadmap for Massachusetts Climate Policy” signed by Governor Baker on March 26, 2021 (2021 Climate Act). The 2021 Climate Act codified foundational definitions for environmental justice principles and populations, as well as environmental benefits and burdens. Those definitions are incorporated into the updated EJ policy, effective June 24, 2021 (EJ Policy).

The Project will advance the transition to a more just and equitable clean energy future by replacing fossil-fuel-based jobs with renewable-energy jobs that pay prevailing wages, and by

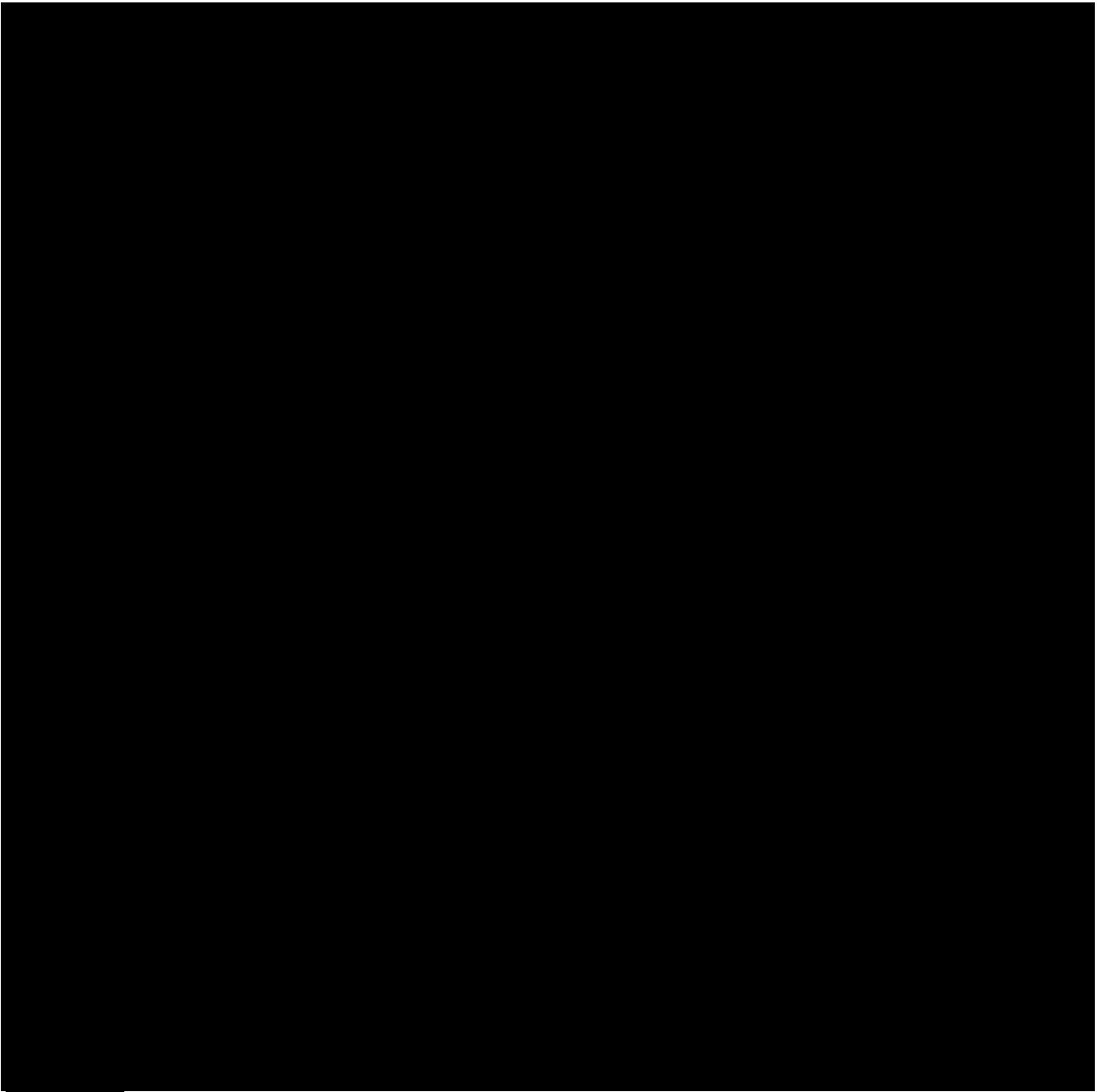
delivering renewable energy at lower cost to ratepayers. Mayflower Wind will engage in initiatives that support workers to participate in and benefit from this transition and develop programs to recruit, train, and retain women, people of color, indigenous people, veterans, formerly incarcerated people, and people living with disabilities in jobs related to the clean energy economy.



Following MEPA's EJ Transition Rule (effective June 24, 2021), Mayflower Wind identified EJ populations within 1 mile (1.6 km) of the Project site using the Massachusetts latest EJ mapping tool based on 2020 Census data (the Massachusetts Environmental Justice Map Viewer available at <https://www.mass.gov/environmental-justice>).

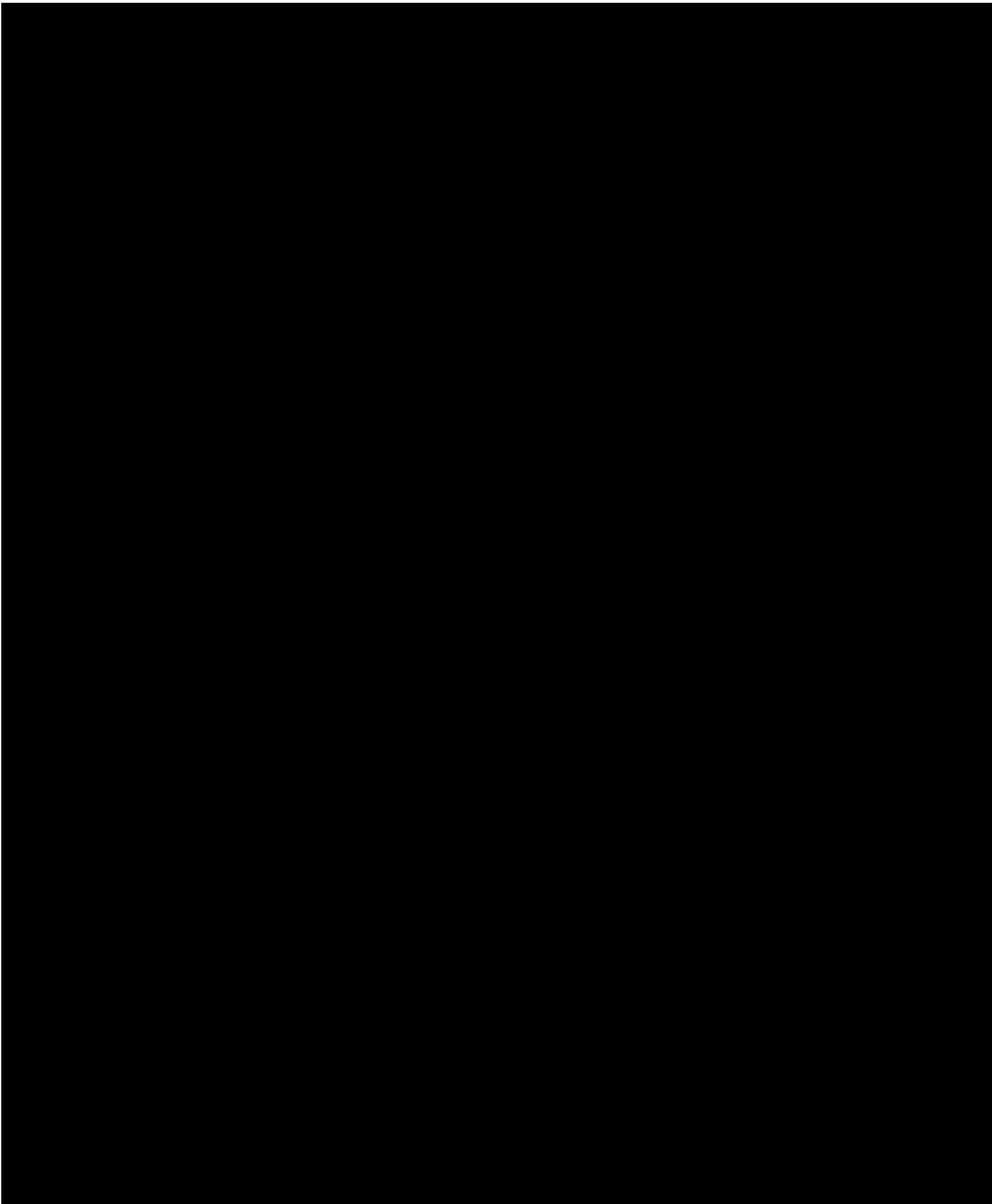


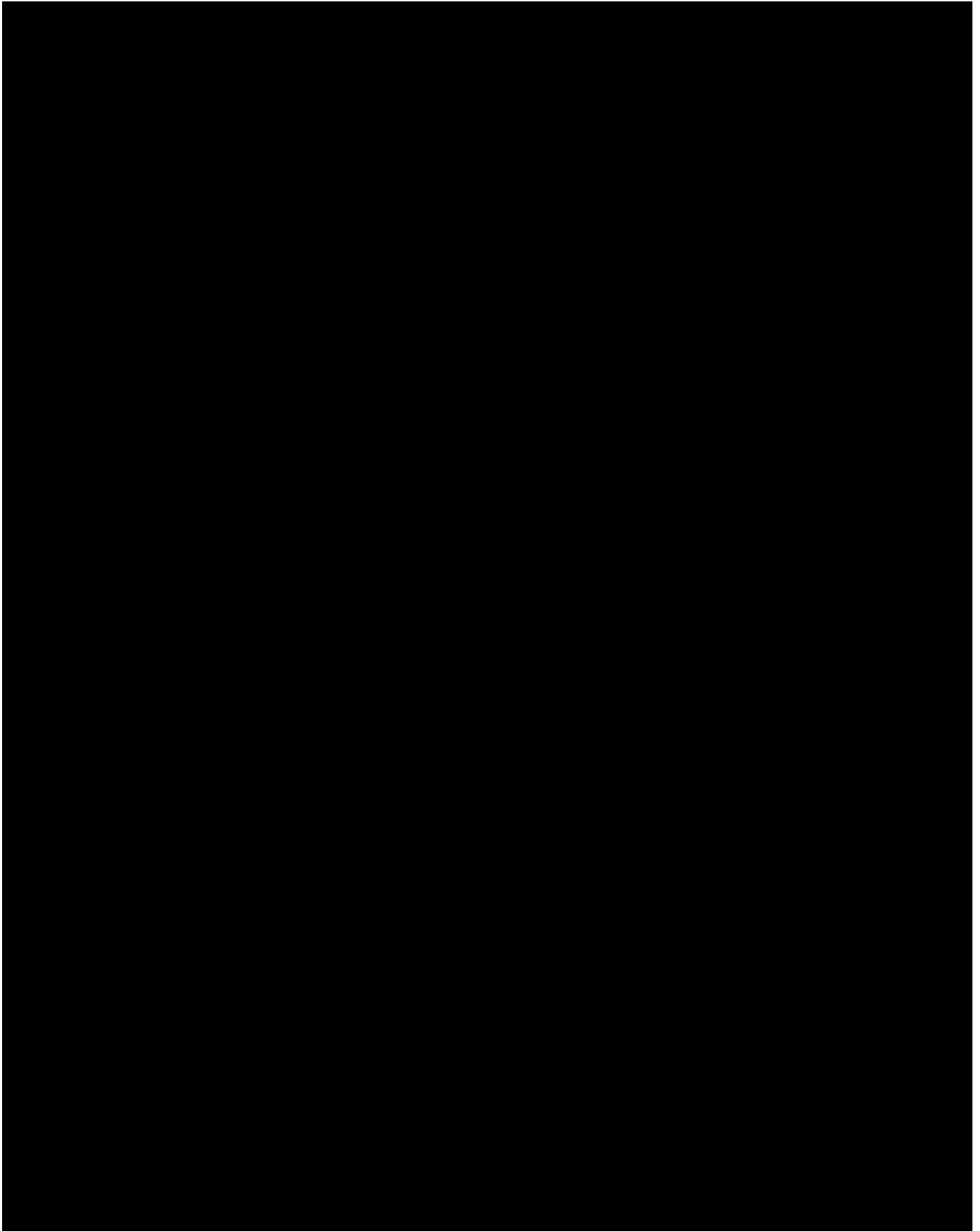


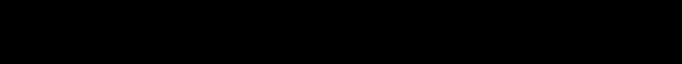
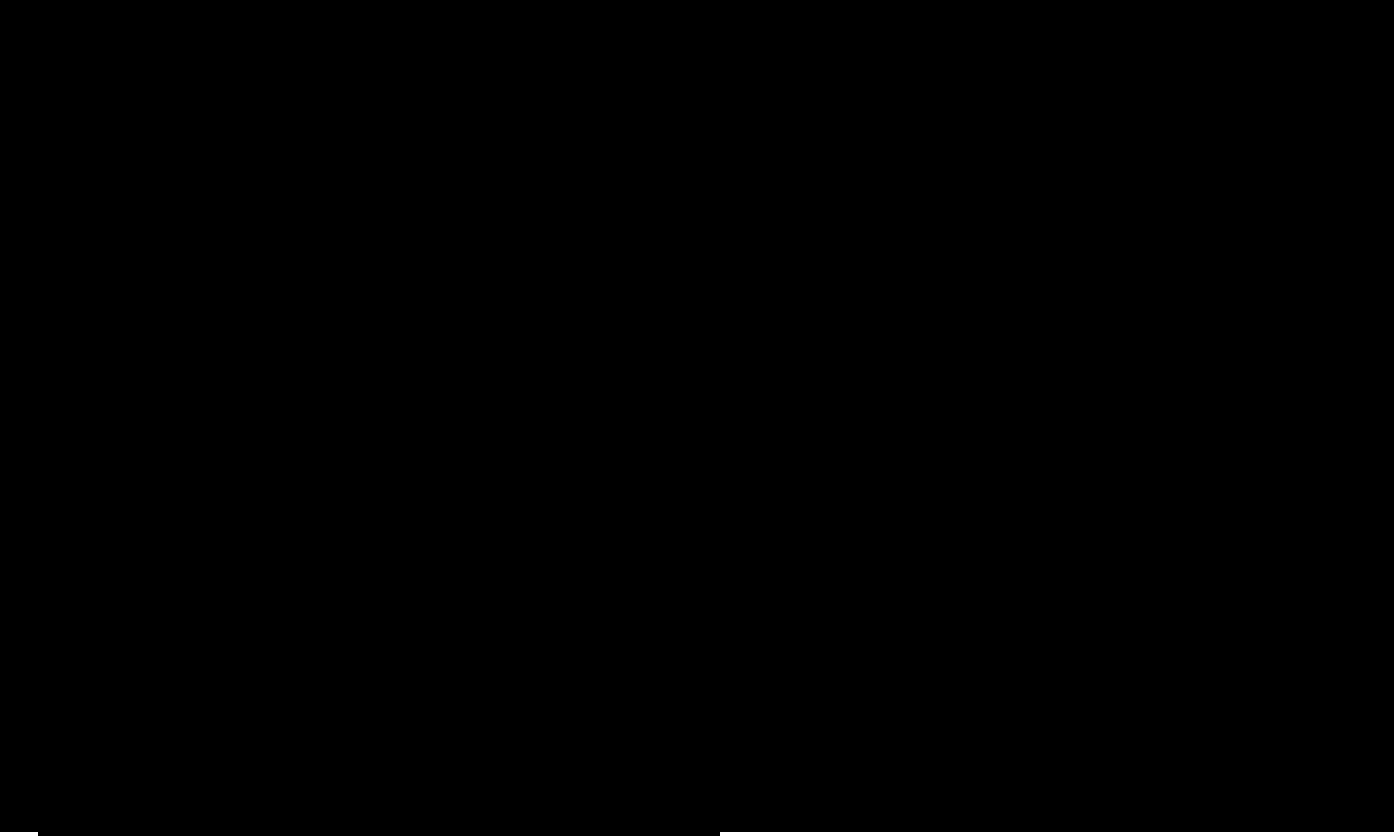



Mayflower Wind's outreach program will facilitate meaningful opportunities for all interested parties, including proximate EJ residents, to engage with the Project. Mayflower Wind will continue the engagement efforts listed below throughout the development, construction, and operations phases of the Project. These commitments are consistent with the Massachusetts EJ

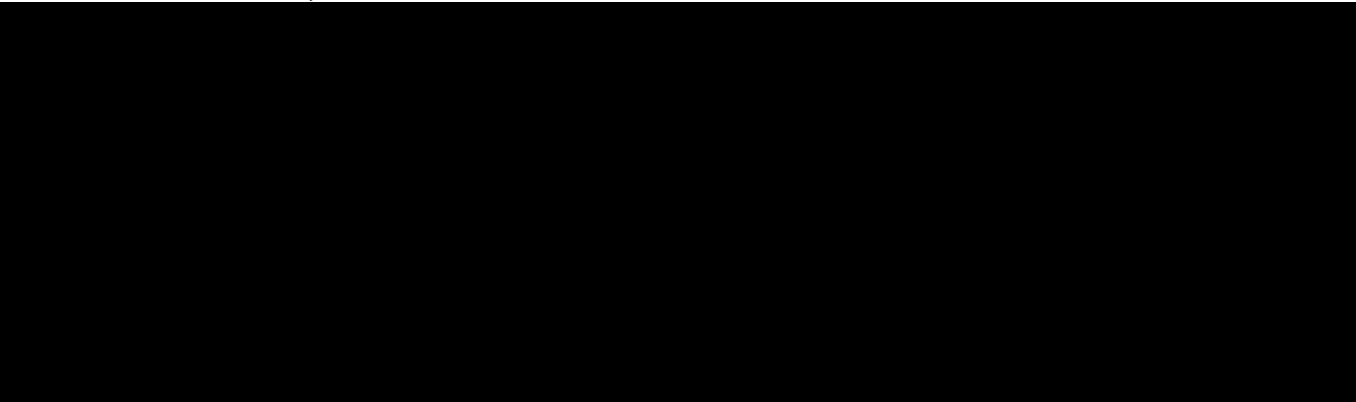
Policy to increase access for all interested parties to engage with the Project and to provide meaningful input.

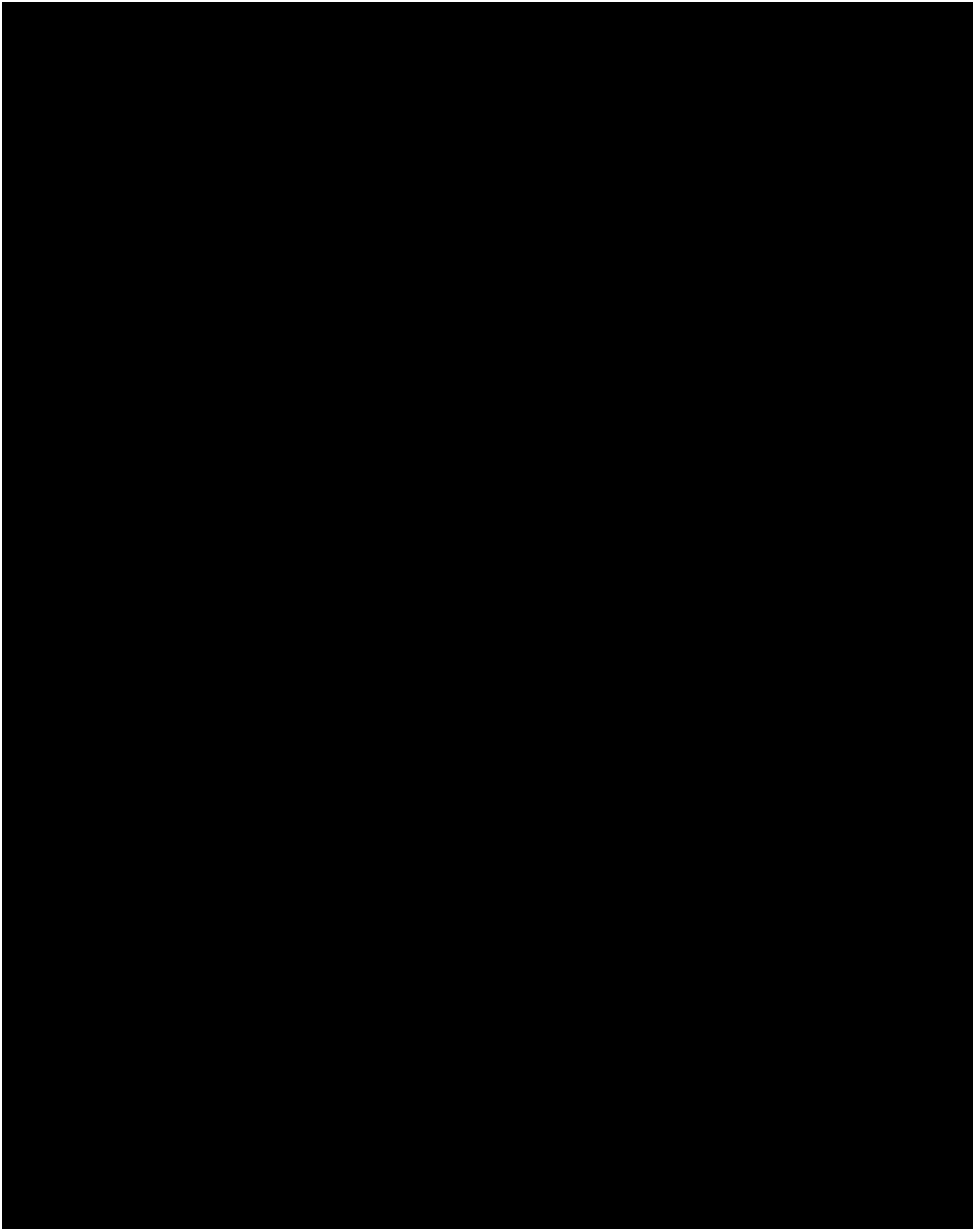






Mayflower Wind began engaging local communities prior to the BOEM lease auction in 2018 driven by its Core Value to work with communities to drive the energy transition and its understanding of the importance of early engagement based on past project experience. Mayflower Wind has consulted with the fishing industry, Native American Tribes, landowners, environmental groups, higher-education institutions, city and town government officials, chambers of commerce, trade associations, regional science organizations, and port managers. Mayflower Wind has been careful to identify and include stakeholders who have voiced concerns with the Project, and engagement activities put particular focus on these groups, as demonstrated by our efforts to engage and respond to the fishing industry through multiple channels  Mayflower Wind will continue to engage in close and constant contact with communities and stakeholders throughout the lifetime of the Project.





Mayflower Wind will engage in public outreach to ensure that emergency responders, residents, business owners, and town officials are apprised of construction schedules, vehicular access, detours, and other traffic management information, local parking availability, emergency vehicle access, construction crew movement and parking, laydown areas, staging, and equipment delivery, nighttime or weekend construction, and road repaving.

## 7.8 New Class I Renewable Portfolio Standard Eligible Resource

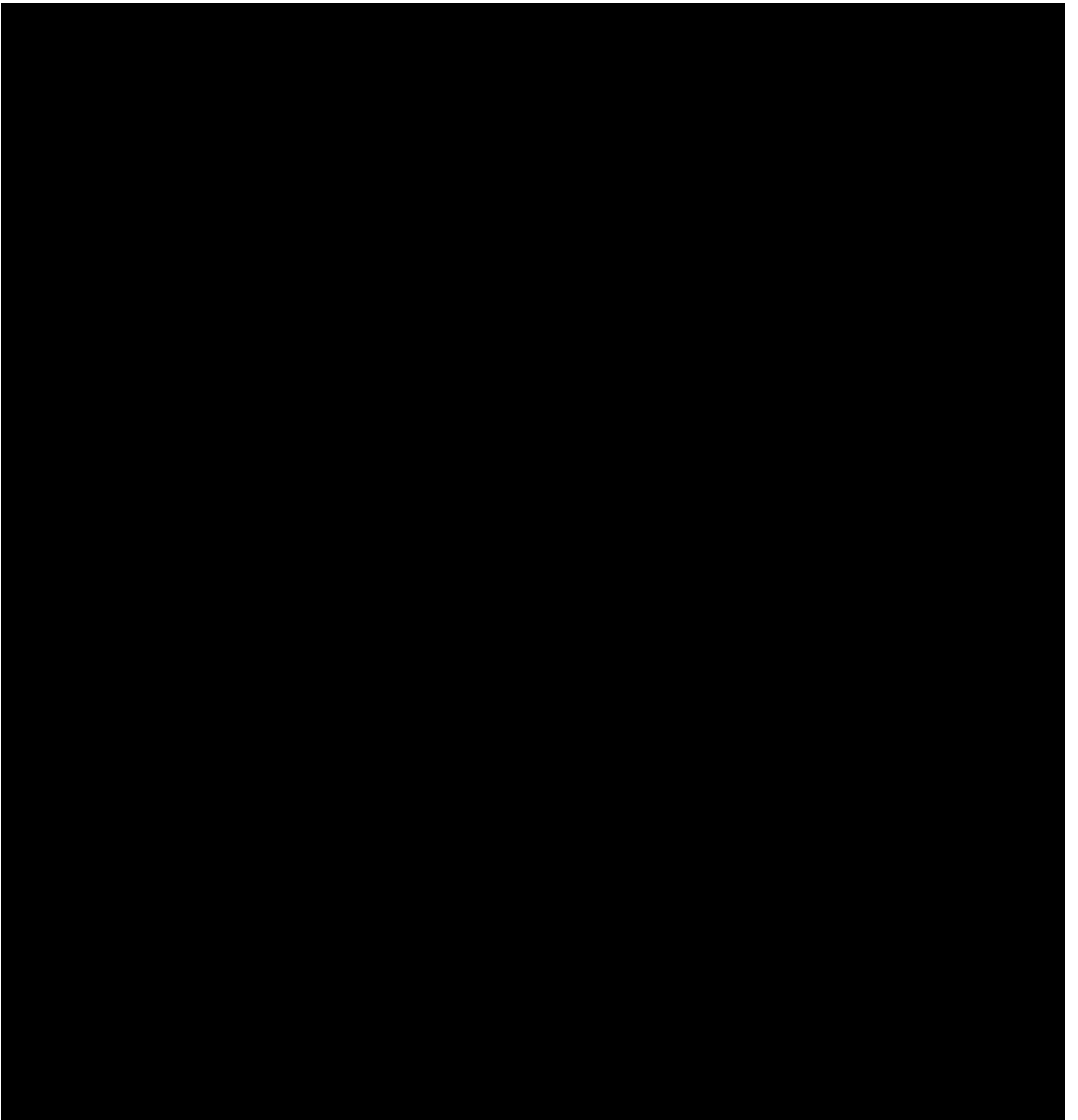
7.8 Provide documentation demonstrating that the project will be qualified as New Class I Renewable Portfolio Standard Eligible Resource under M.G.L. c. 25A, § 11F, and 225 CMR 14.00.

The Mayflower Wind Project will (1) use wind energy as its fuel source, (2) begin operation after 1997, and (3) be located within the ISO-NE Control Area. For these reasons, the Mayflower Wind Project qualifies as a “New Class I Renewable Portfolio Standard Eligible Resource” as defined under M.G.L. c. 25A, Section 11F and 225 CMR 14.00.

## 7.9 NEPOOL GIS Account

7.9 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 Offshore Wind 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 associated with Offshore Wind Energy Generation must be delivered into the Distribution Companies' NEPOOL GIS accounts.

Mayflower Wind will register the Project with the New England Power Pool Generation Information System (NEPOOL GIS) and use the NEPOOL Market Settlement Service to verify its Offshore Wind Energy Generation. Mayflower Wind will deliver the associated Renewable Energy Certificates (REC), which will be sent via Forward Transfer to the Distribution Companies per the terms of the PPA. This will enable MassDEP, in consultation with the 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 Law.



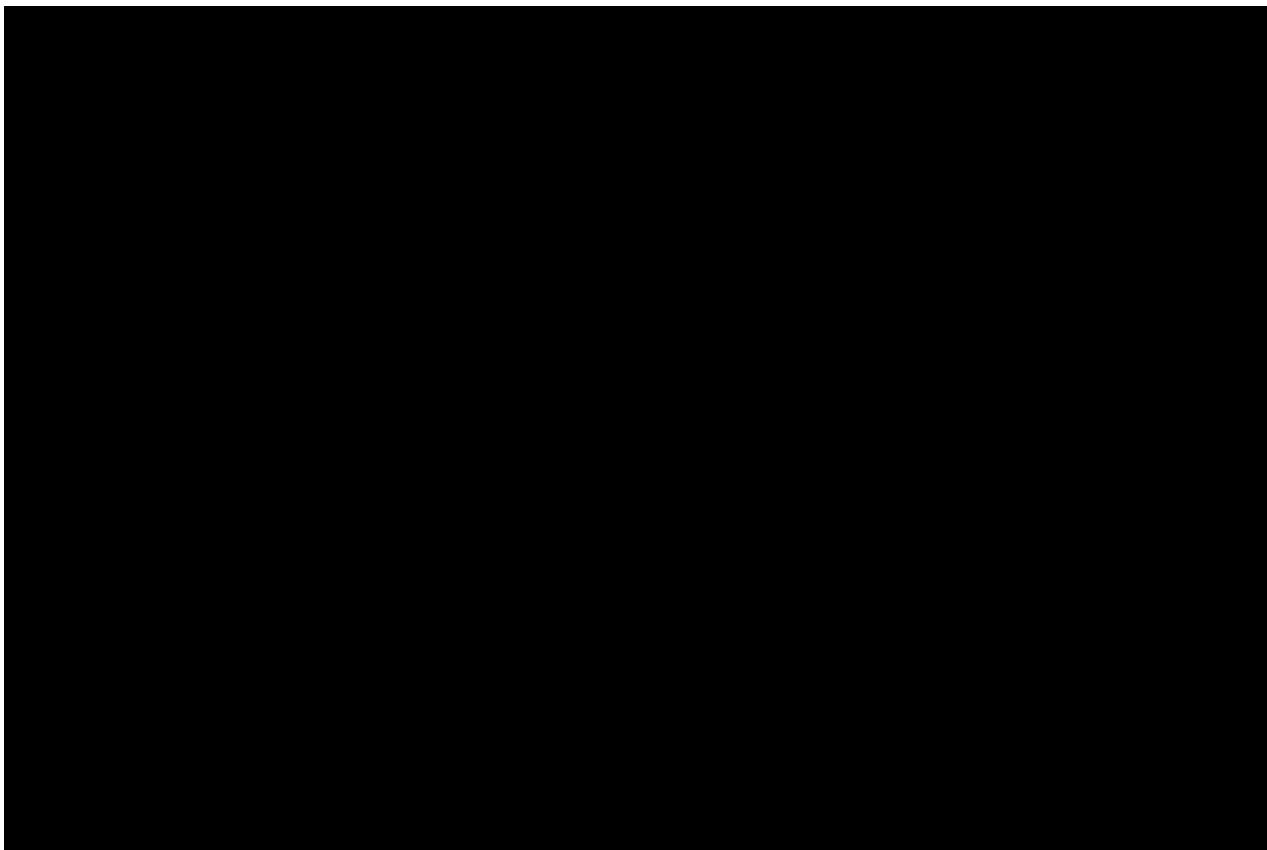


## SECTION 8 OF APPENDIX A TO THE RFP ENGINEERING AND TECHNOLOGY

This section includes questions pertinent to the engineering design and project technology. This section must be completed for all aspects of a project including generation, storage (as applicable) delivery, and interconnection facilities. 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.

Mayflower Wind leverages its Sponsors' deep engineering expertise in onshore wind, offshore wind, transmission development, offshore oil and gas project development, and access to a large U.S. and global supply chain network to procure technology and equipment with a proven track record of viability and reliably deliver the Project. Mayflower Wind's Sponsors have successfully constructed and continue to operate more than 20,000 MW of installed wind capacity worldwide.

The Project will use state-of-the-art technologies designed to the highest industry standards using a mix of comprehensive in-house technical analysis and supply chain engagements:



The technologies described in this section represent the current state of the art in the design and execution of an offshore wind project. Mayflower Wind understands and welcomes the rapid rate of change and innovation in the offshore wind industry and expects that technologies and practices

will continue to evolve as the Project progresses towards construction and operation. Mayflower Wind is committed to continuing to analyze and adopt alternative technologies as they evolve and to compiling a track record of viability to ensure an optimal Project is delivered that will maximize benefits for the Commonwealth of Massachusetts, the Distribution Companies, and the Distribution Companies' ratepayers.

## 8.1 Engineering Plan

8.1 Provide a reasonable but preliminary engineering plan which includes the following information:

- i. Type of generation and delivery technology

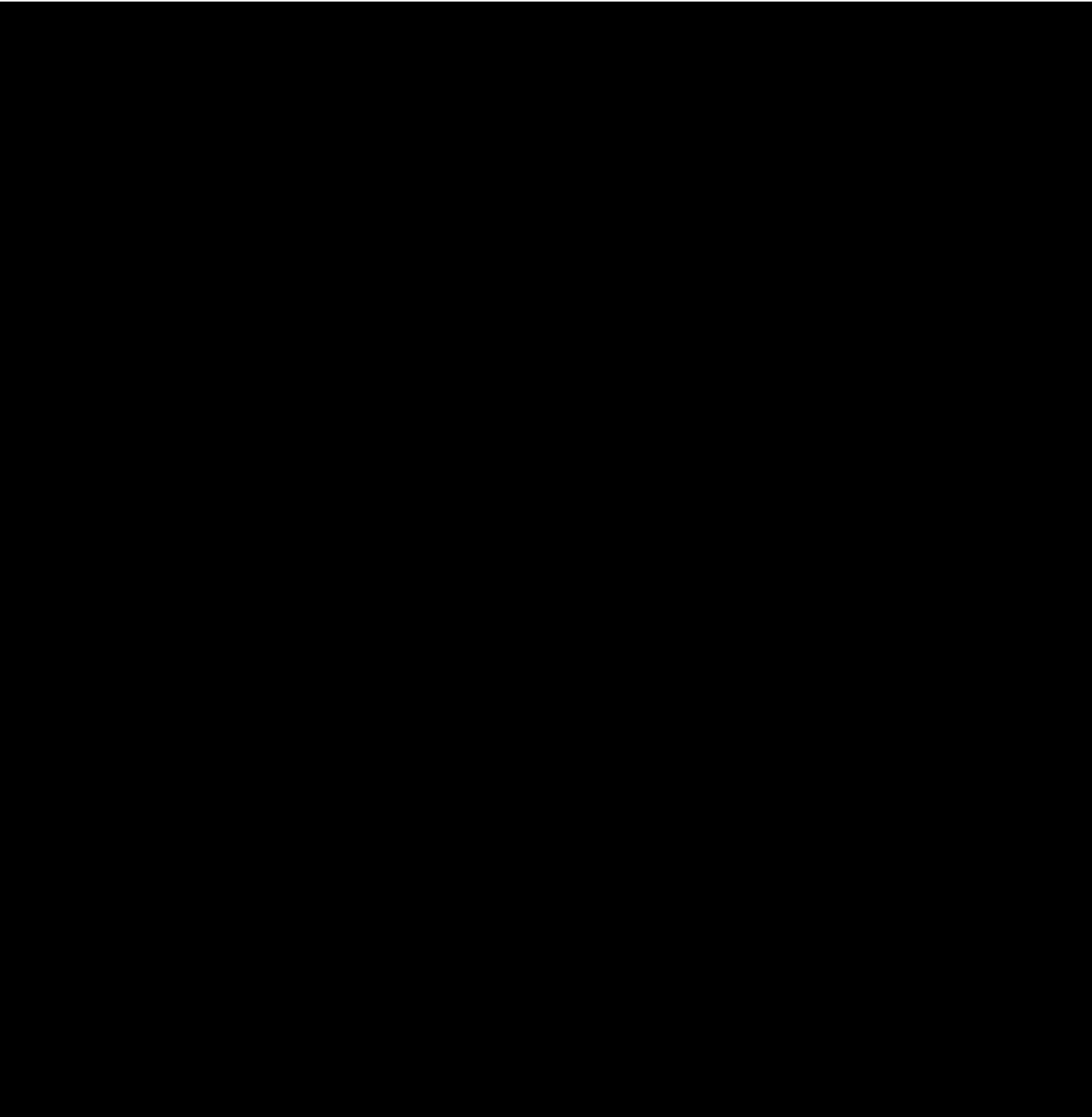
Mayflower Wind will combine proven engineering and technology with innovative developments to maximize safety and reliability

- Overplanting of WTGs is designed to overcome system losses and maximize the grid connection and lease utilization while providing operational flexibility;


- ii. Major equipment to be used (including nacelle, hub, blade, tower, foundation, delivery facilities structures and platforms, electrical equipment and cable), including the primary and alternative turbine equipment and their expected capacity rating.

The Project will use WTGs designed to operate in offshore conditions specific to the region.

The nacelle contains the vital components of the WTG including the generator, transformers, and subsystems required to control the WTG and generate electricity. The nacelle will be installed on a multi-sectional tubular steel tower



All WTG models under consideration are appropriate for offshore operations, using materials, coatings, electrical systems, and control and safety systems that are designed to withstand the offshore environment of Massachusetts and comply with U.S. requirements.

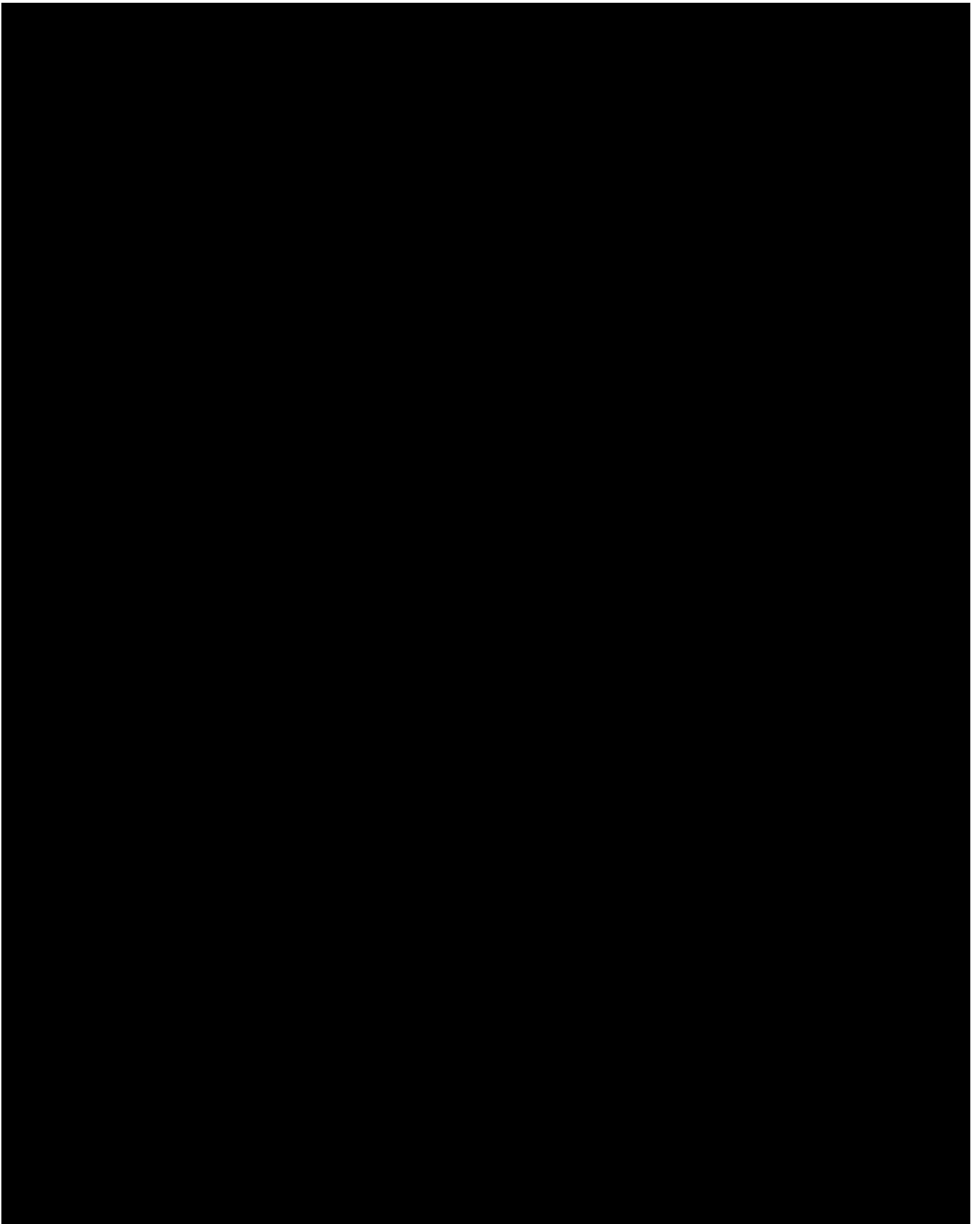


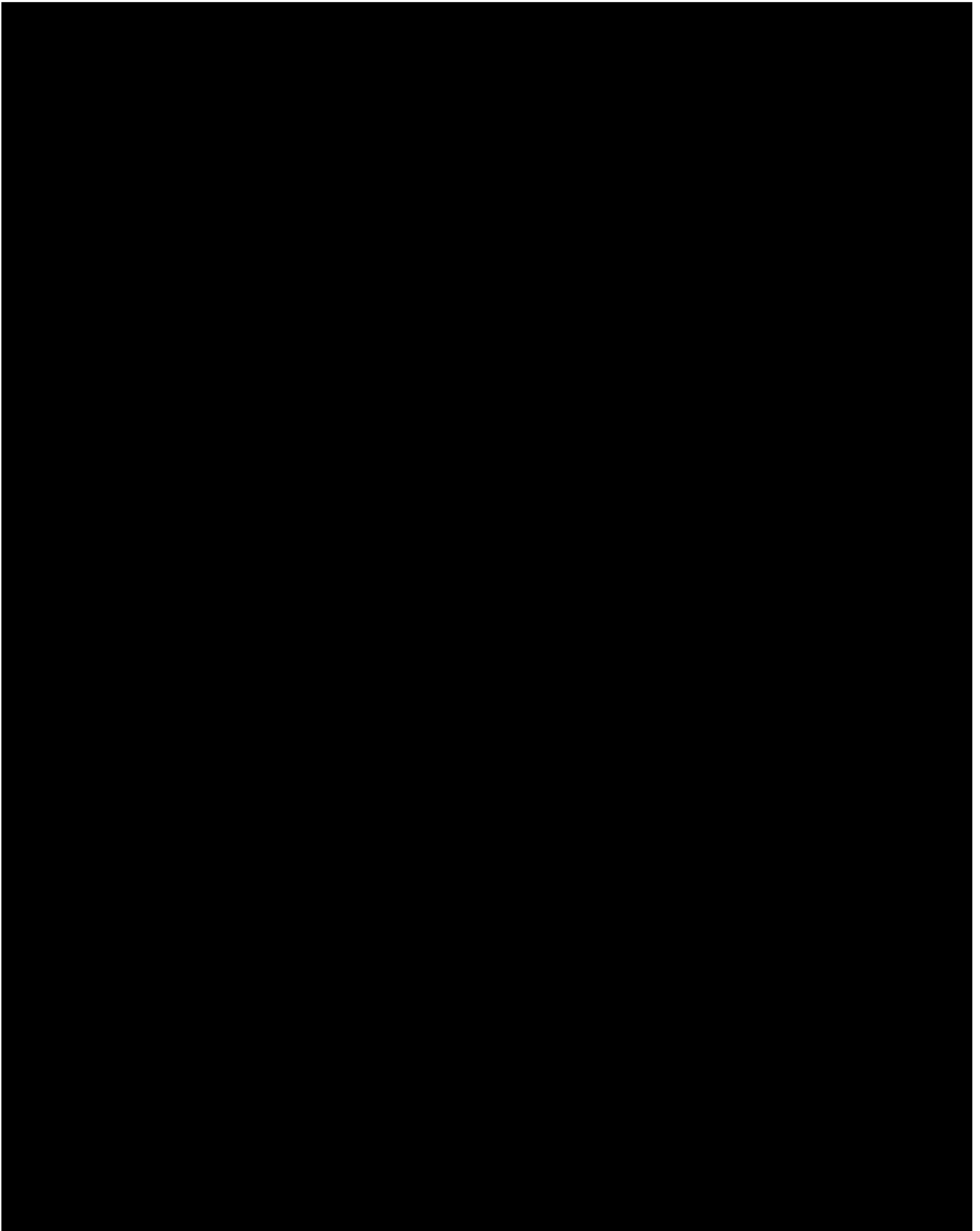
The foundation's primary function is to support the WTGs by transferring the load to the seabed. It also acts as an access point to the WTGs and provides a conduit for electrical cables.

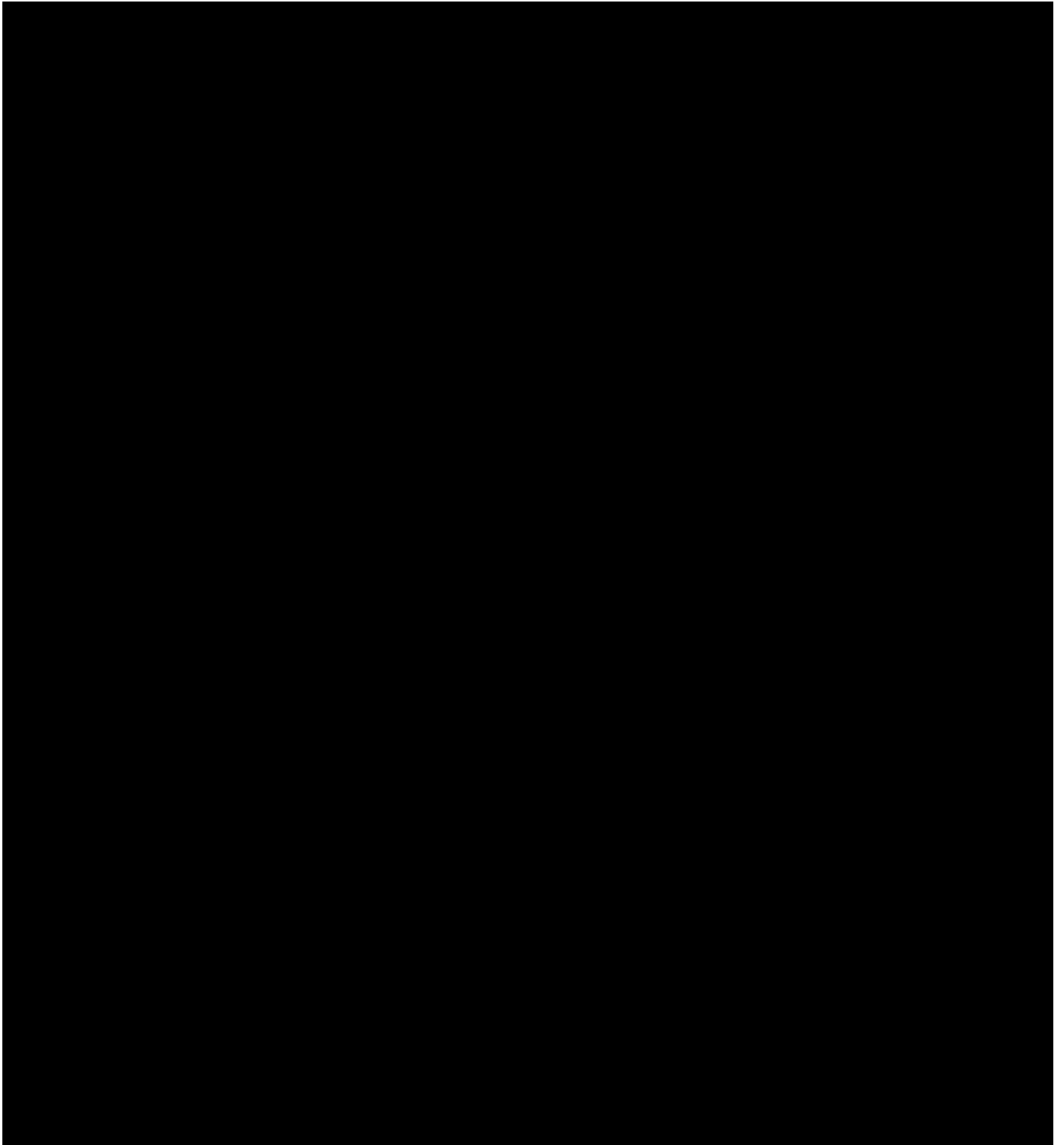
[REDACTED]

The analysis was completed using site-specific wind and wave data as well as geotechnical and geophysical data from the offshore Lease Area location [REDACTED]

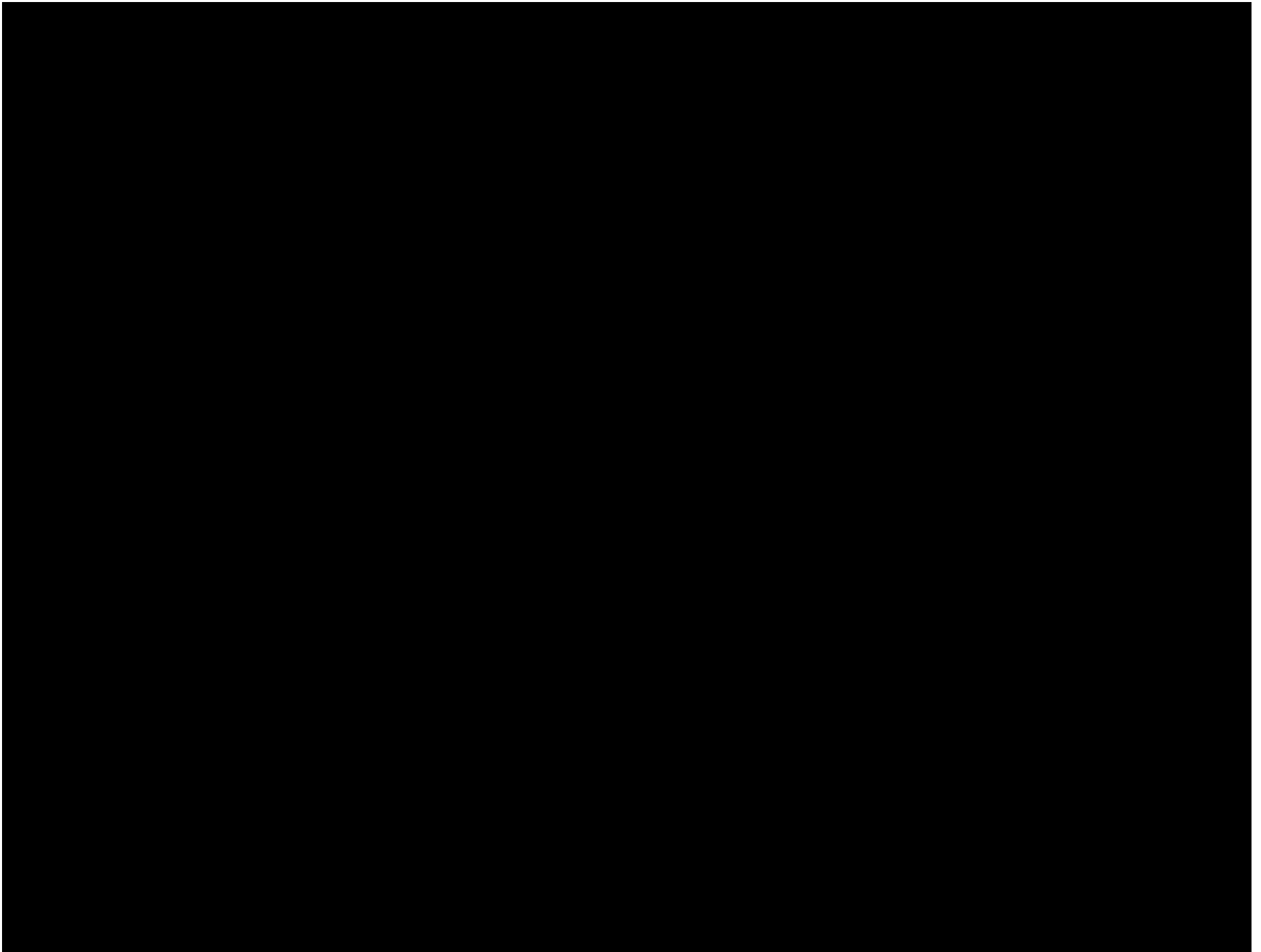
[REDACTED]

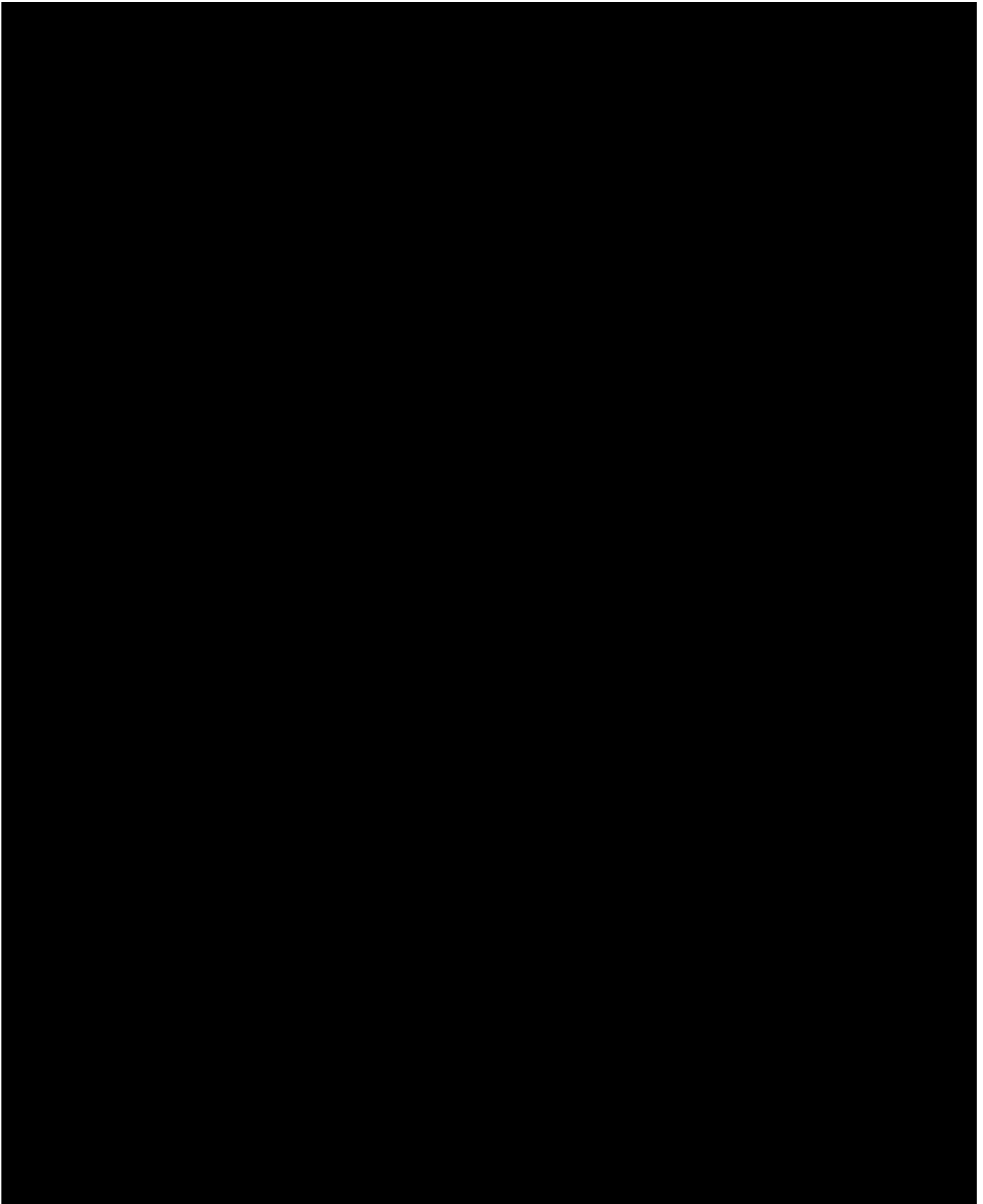










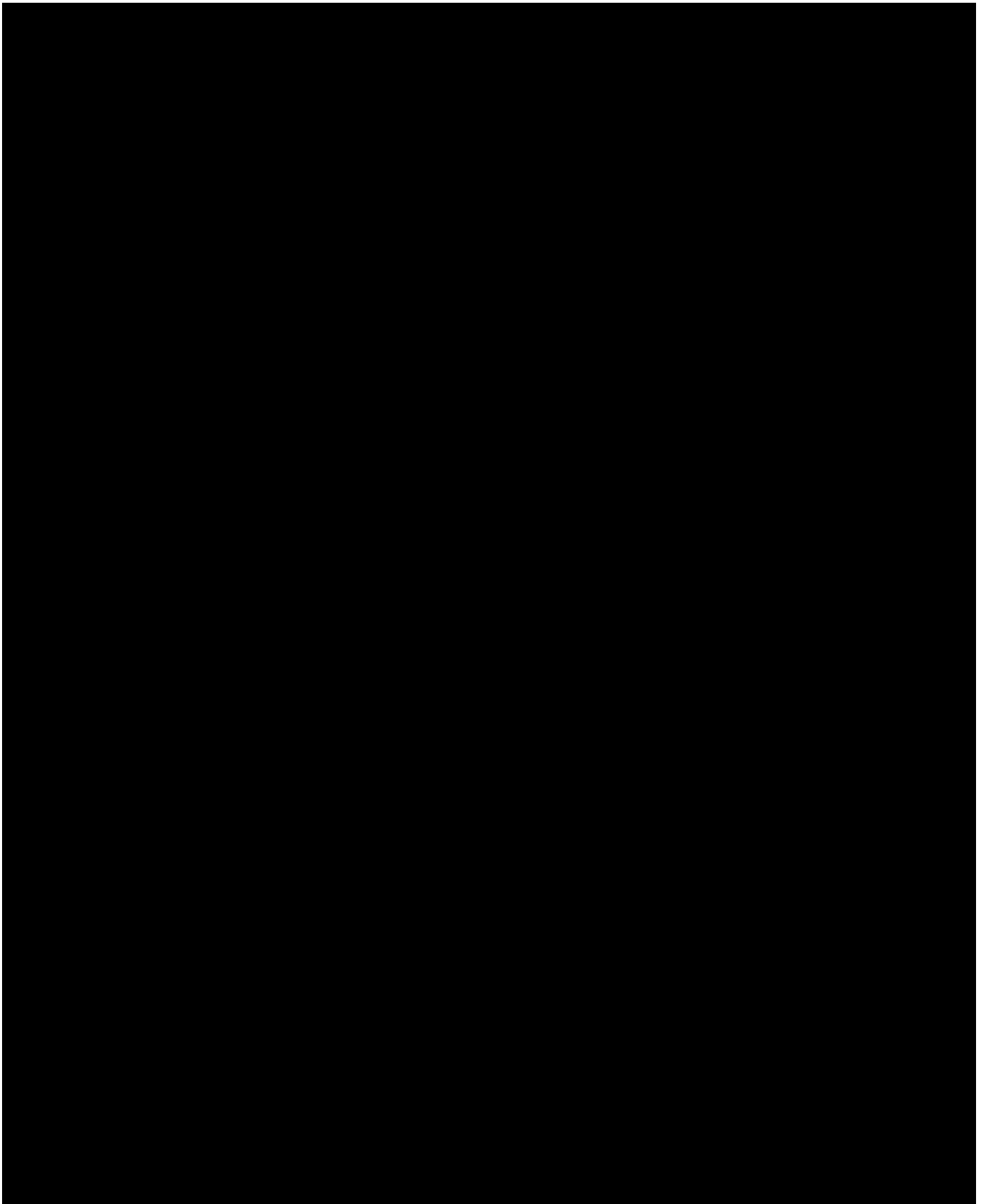


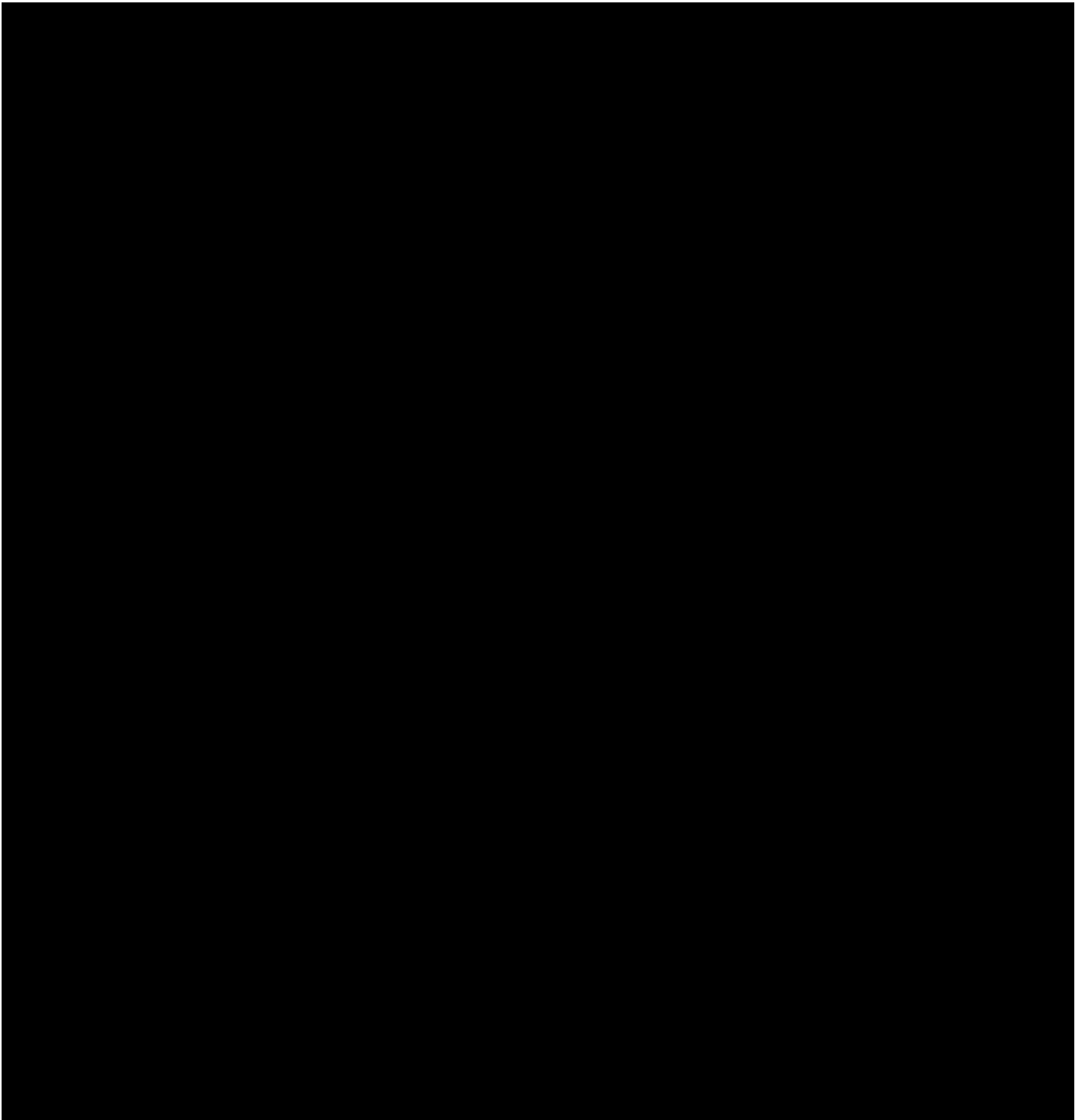
- iii. Manufacturer of each of the equipment components listed above as well as the location of where each component will be manufactured.

### ***Equipment Manufacturers***

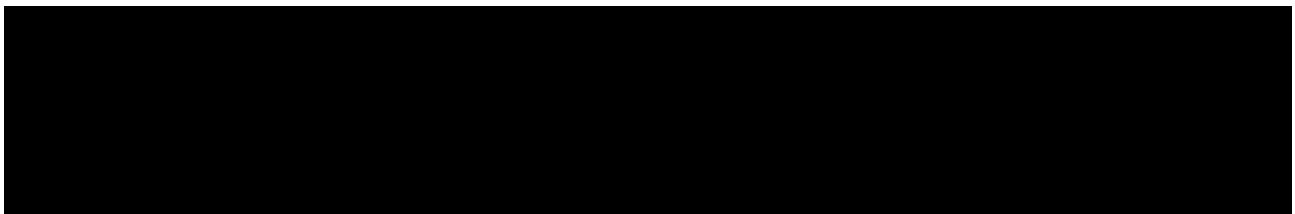
Mayflower Wind continues to engage with suppliers to identify current and future sources for Project components to optimize the viability and deliverability of the Project. As technologies and techniques develop, other locations and equipment manufacturers may be considered as the Project proceeds through development.

While Mayflower Wind is committed to local sourcing as much as possible, the Project design recognizes the limits of the current supply chain. Given the U.S. offshore wind market's rapid development, Mayflower Wind expects a growing number of offshore wind providers will seek to enter the U.S. market or expand existing U.S. operations. Mayflower Wind is committed to finding opportunities to maximize use of the local Massachusetts and domestic U.S. supply chain as a Core Value of the Project.



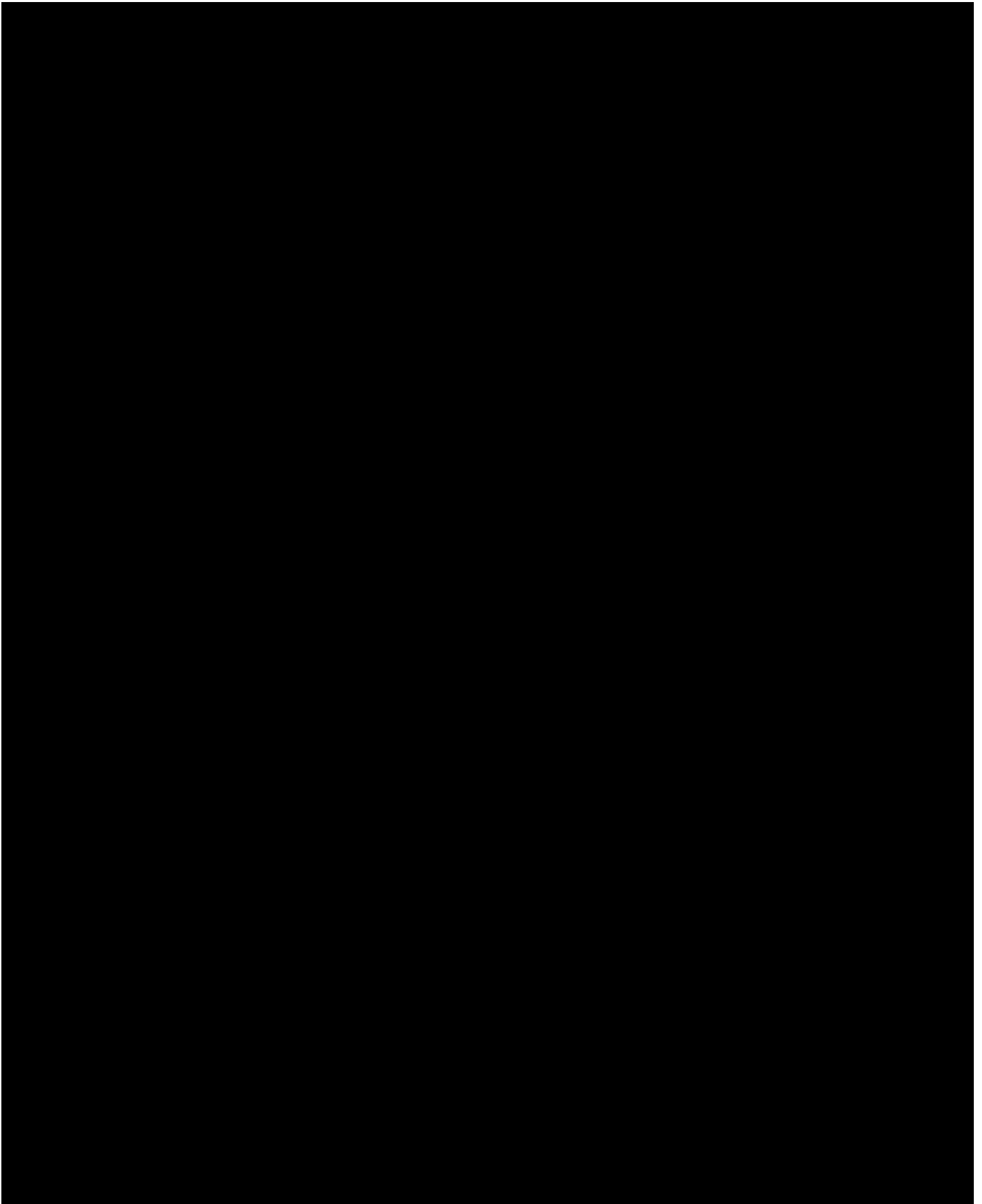


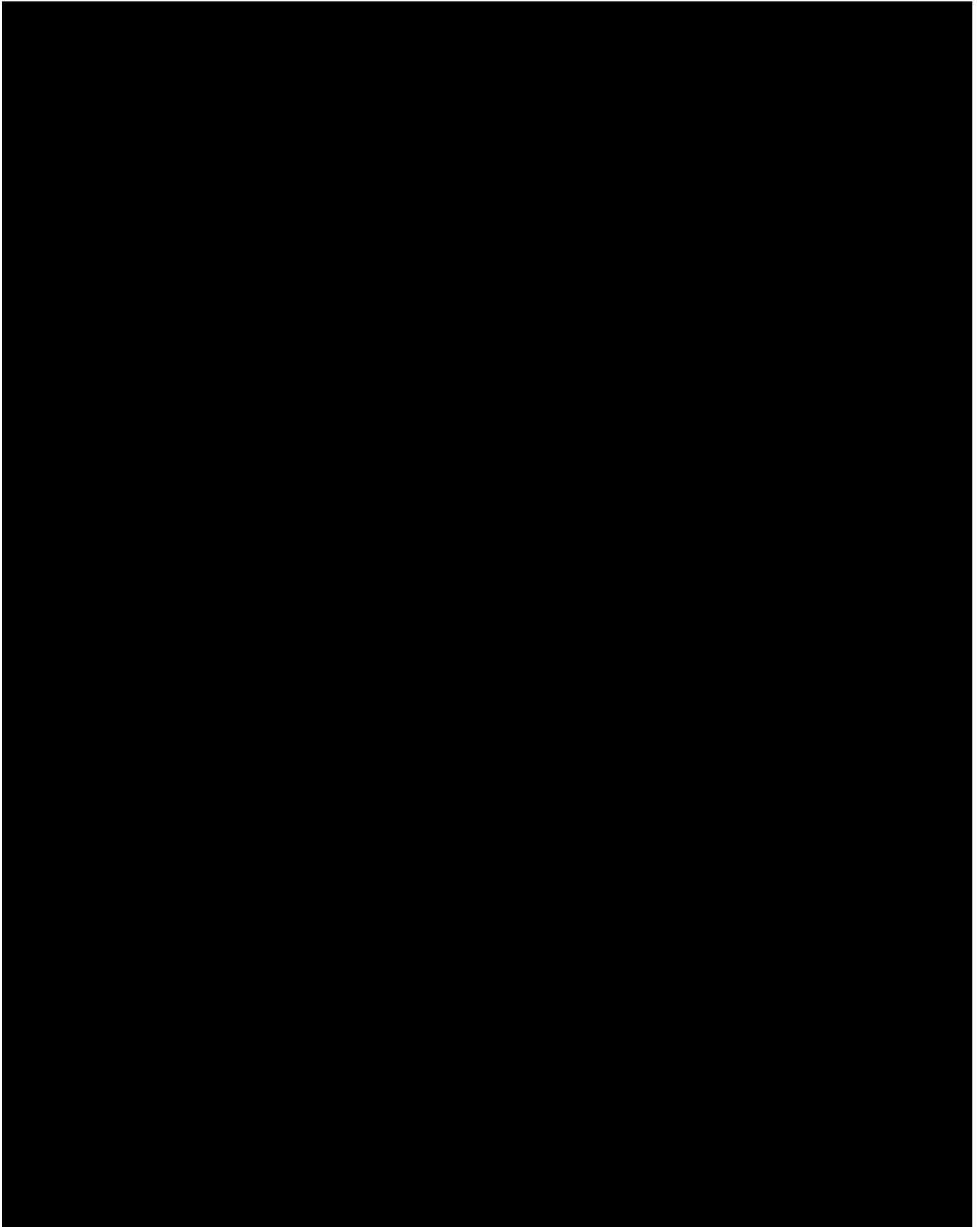
iv. Status of acquisition of the equipment components, including whether orders are in place and/or production slots secured



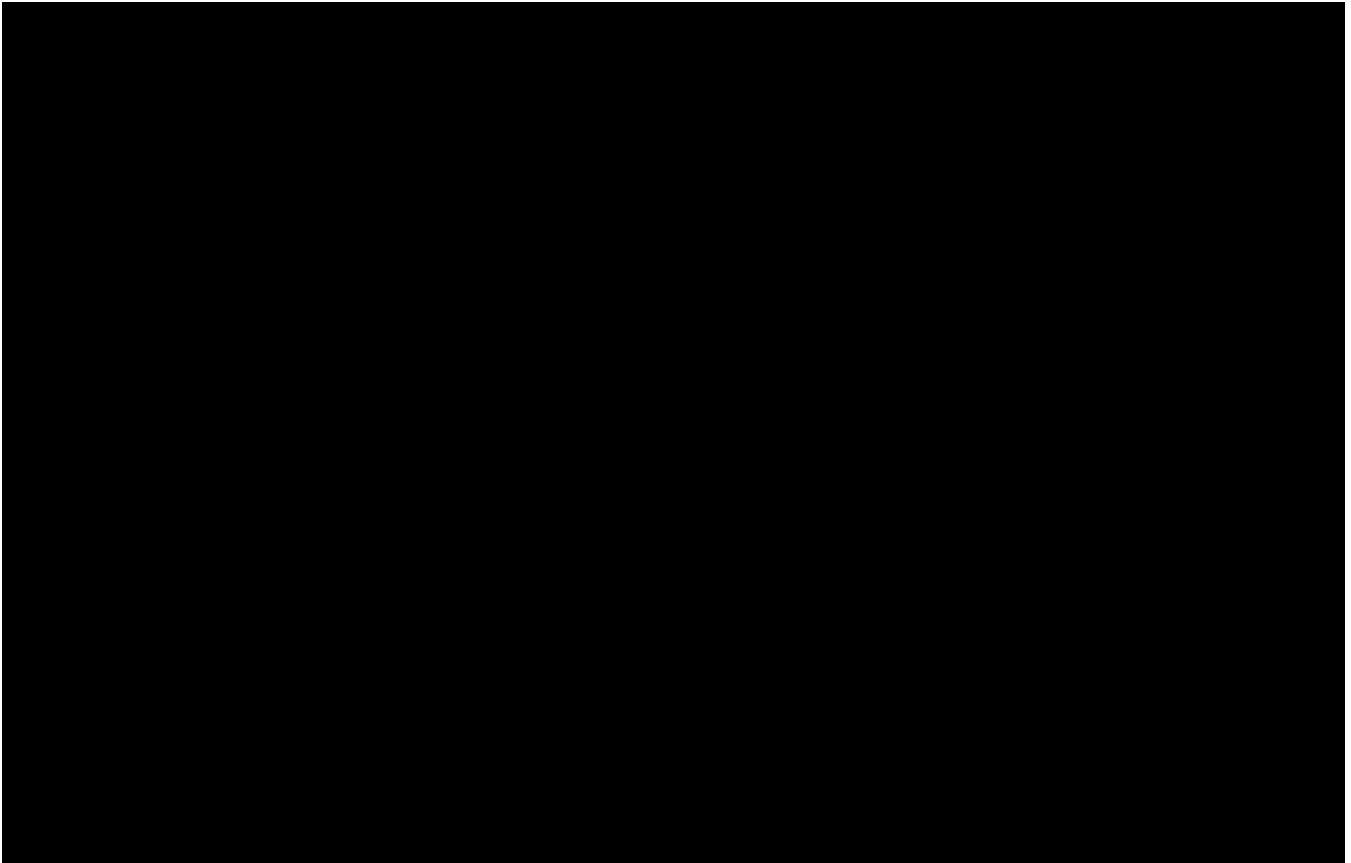
- v. Whether the bidder has a contract for the equipment. If not, describe the bidder's plan for securing equipment and the status of any pertinent commercial arrangements

Mayflower Wind continues to develop and negotiate commercial arrangements and contracts to secure equipment. By continuing to engage with suppliers in an ongoing, comprehensive approach, when Mayflower Wind signs final contracts for components, they will be part of a holistic strategy to maximize Project viability, value, and deliverability. Mayflower Wind's contracting strategy will maximize Project value by considering the supplier market, capabilities, resources, and preferred risk allocations at the time of contract execution, in order to maximize Project benefits for Massachusetts ratepayers.

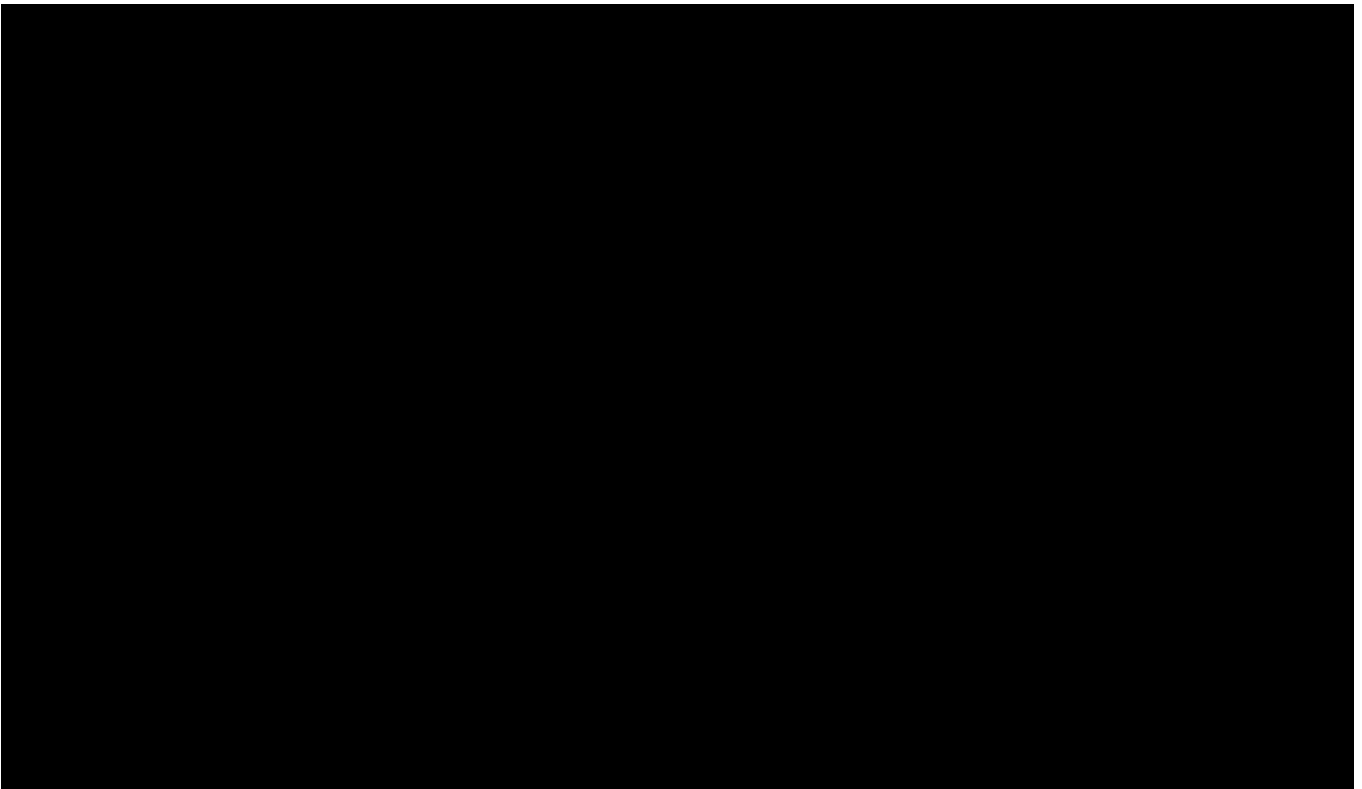








vi. Equipment vendors selected/considered



vii. Track record of equipment operations

Mayflower Wind is in advanced discussions with top-tier suppliers of these components.

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

Mayflower Wind will choose suppliers using a well-established approach that has been successfully implemented by its Sponsors on dozens of major energy projects. Each tender will be reviewed based on [REDACTED] and each supplier will be evaluated based on both quantitative and qualitative parameters.

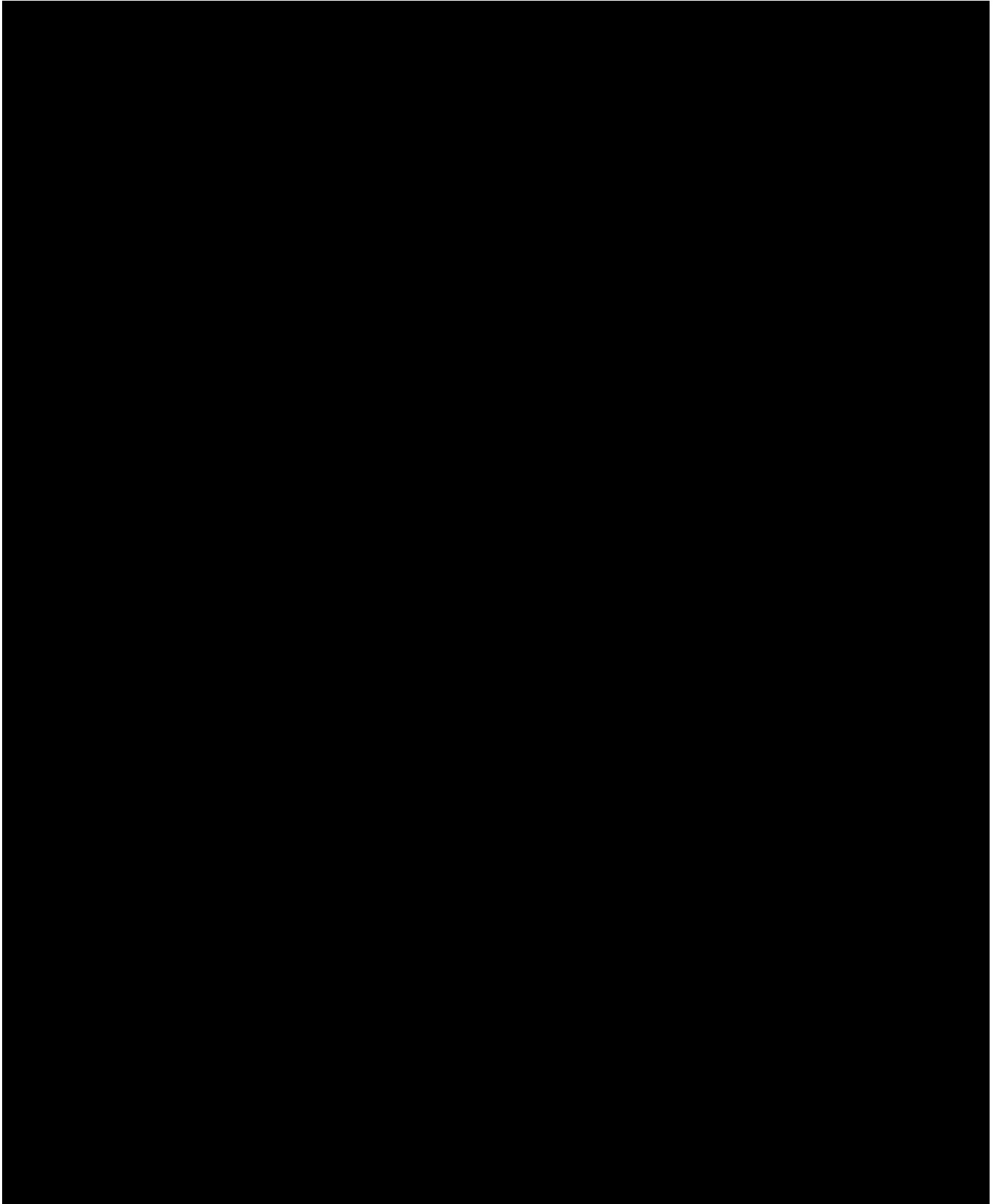
[REDACTED]

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.

Mayflower Wind has been engaged in extensive, ongoing discussions with top-tier suppliers for the Project to maximize Project value

8.3 Please identify the same or similar equipment by the same manufacturer that are presently in commercial operation including the number installed, installed capacity and estimated generation for the past three years.

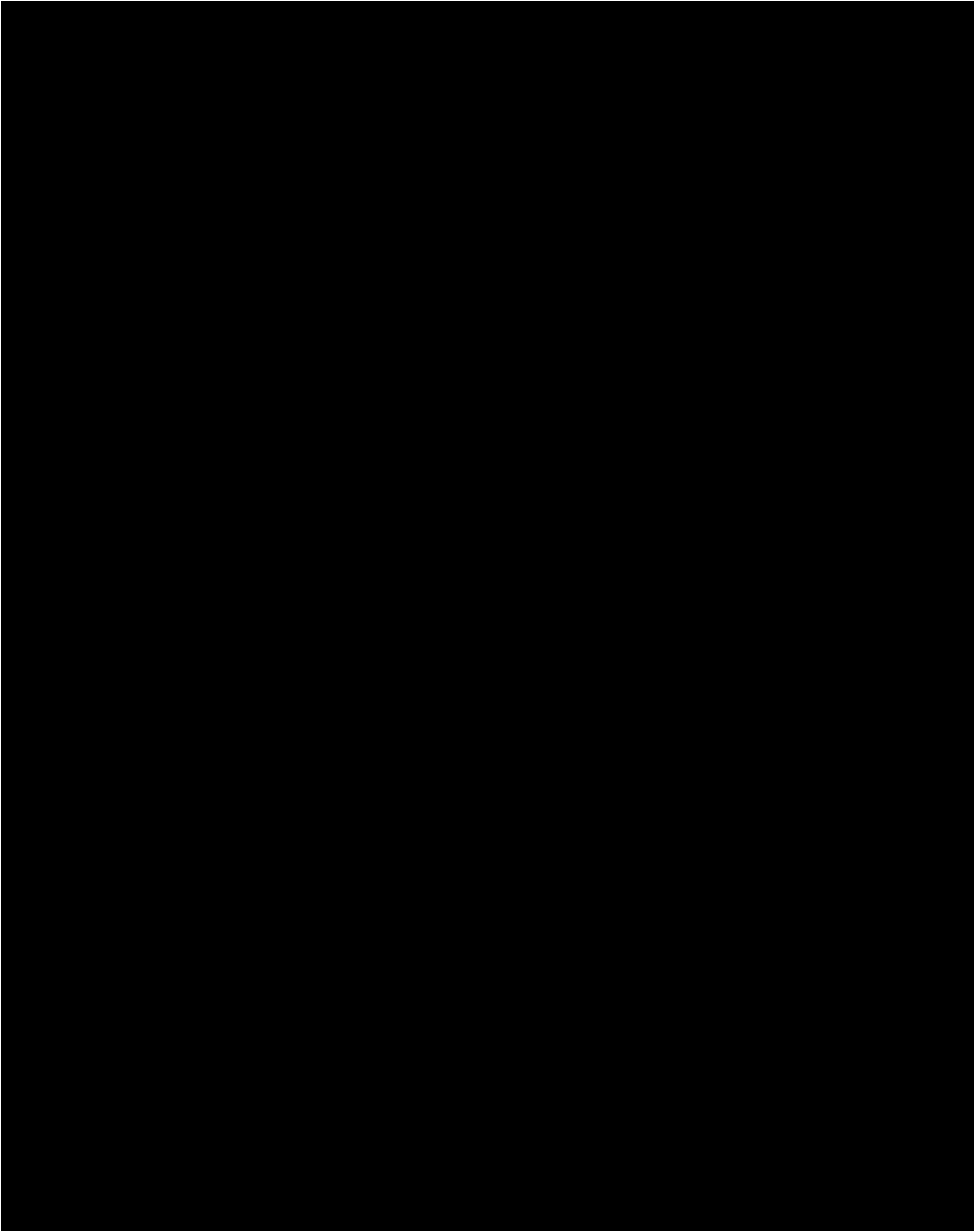
Details regarding the track record of the designs and suppliers that form the Project are provided in this section.

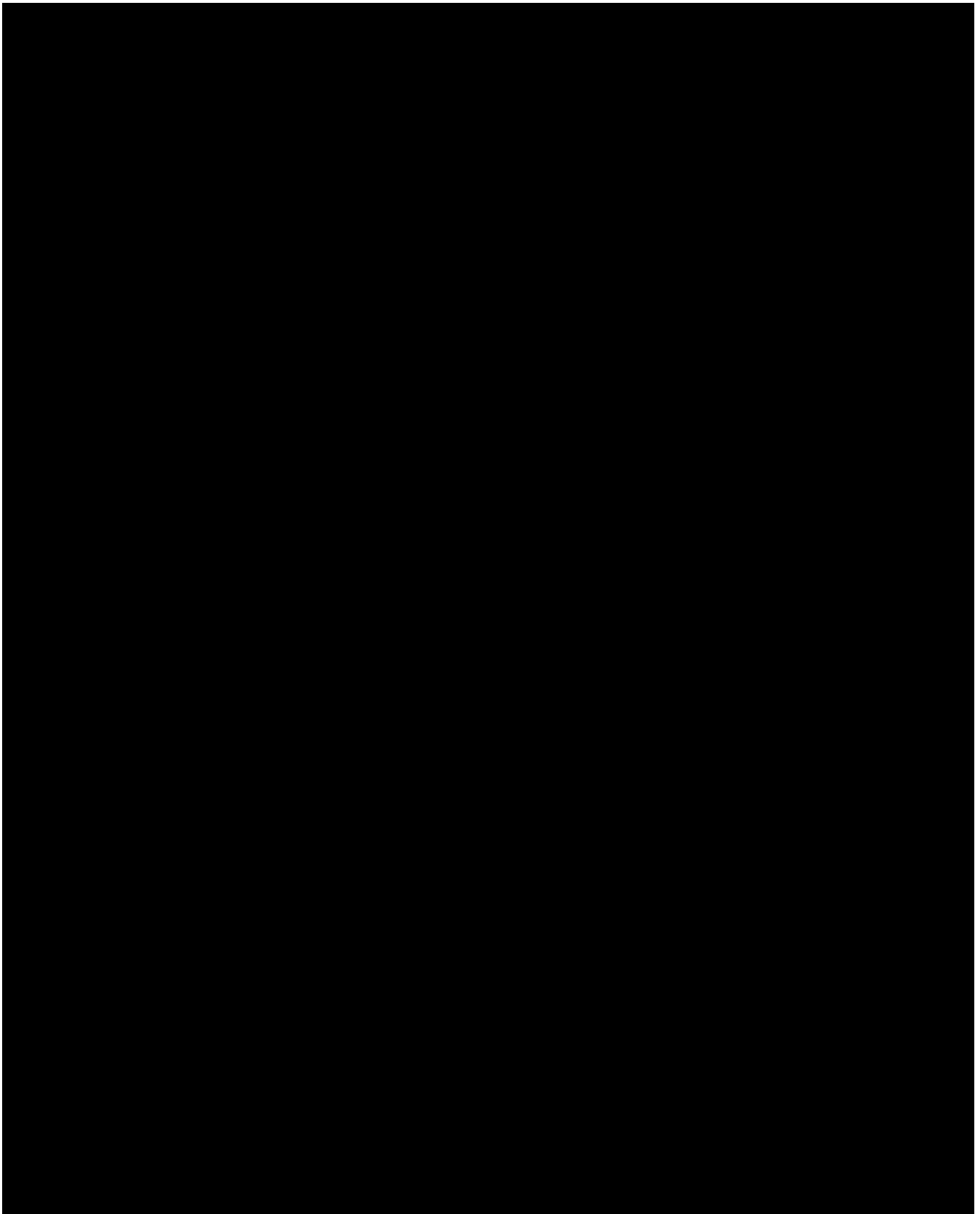


- 8.4 For less mature technologies or equipment, provide evidence (including identifying specific applications) that the technology or equipment to be employed for energy production is ready for transfer to the design and construction phases. Also, address how the status of the technology or equipment is being considered in the financial and permitting plans for the project. provide the status of testing/qualification for any equipment in development.

Mayflower Wind is in regular communication with WTG suppliers to stay informed on their current status of rotor-nacelle assembly type certification process. Mayflower Wind is confident that that the timeframe required for WTG certification and the Project's installation timeline can accommodate [REDACTED] the certification process. Mayflower Wind's contracting process will confirm the Project and WTG certification timelines and will specify binding damages and mitigation measures if OEMs fail to meet delivery milestones.

Mayflower Wind has received project-specific integrated tower and foundation design data as part of the ongoing engagement with WTG suppliers. [REDACTED]





- [REDACTED]
- 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, turbine support structures, electrical platforms delivery facilities, 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.

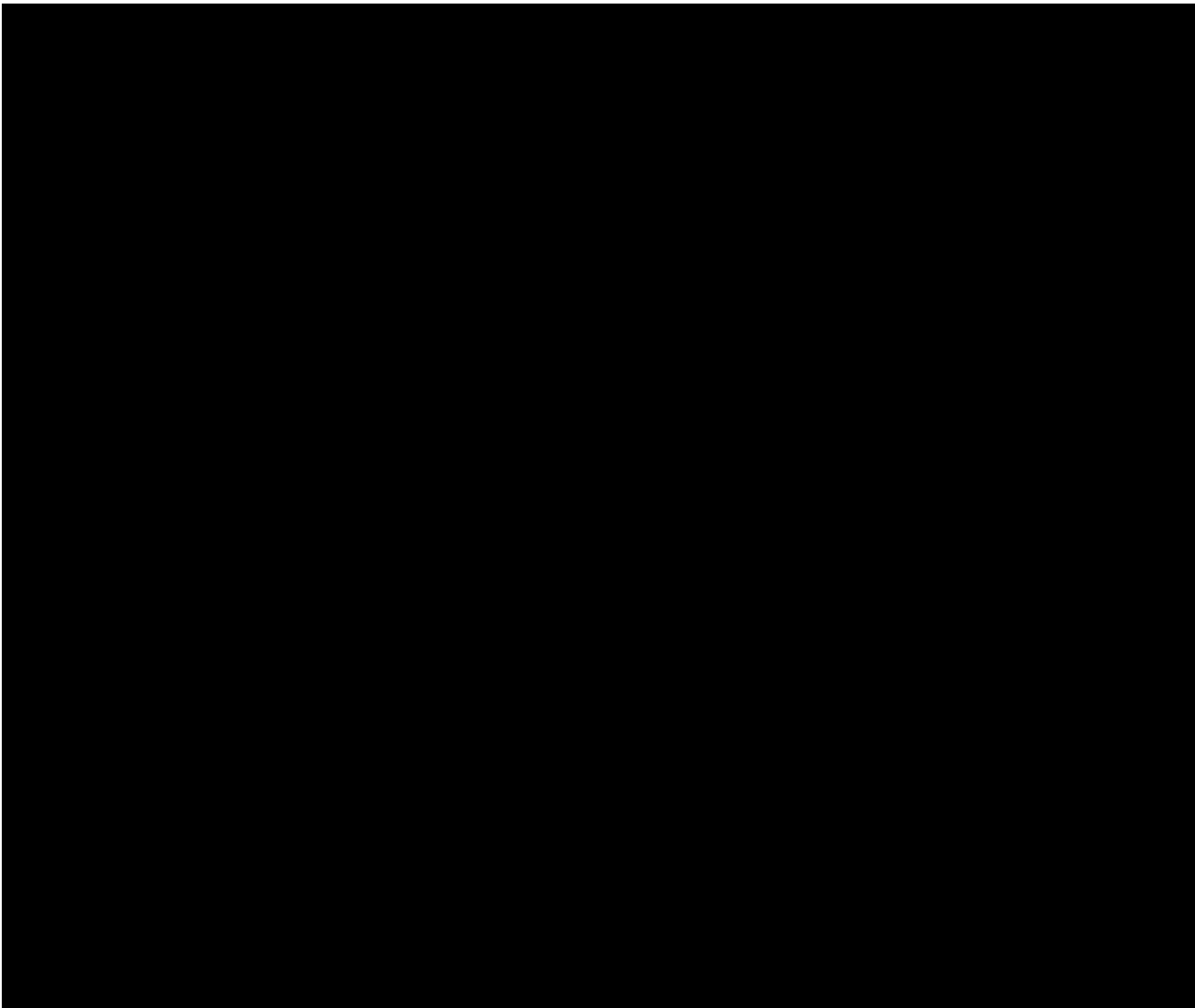
[REDACTED] Mayflower Wind has drawn on the vast experience of its Sponsors in developing and constructing offshore energy and wind power projects [REDACTED]

Given the Project's current stage of development, specific details of equipment may evolve as more information is gained about the Project site and evolving technologies and industry best practices through ongoing and planned studies. Mayflower Wind does not expect the changes materially to impact construction logistics or schedules.

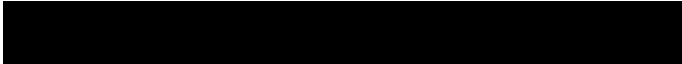
- [REDACTED]
- 8.6 Please indicate if the bidder has secured its equipment for all physical aspects of the bid, including generation facilities, delivery facilities, and mandatory and voluntary transmission system upgrades. If not, identify the long-lead equipment and describe the timing for securing this equipment.

[REDACTED] Mayflower Wind has engaged with top-tier suppliers for equipment that will make up the Mayflower Wind Project [REDACTED]





Most of the major contracts will be executed prior to, but subject to the achievement of, final investment decision and financial close, noting that some long lead procurement will occur earlier.

 Mayflower Wind has a comprehensive, thoroughly developed system for contracting and procurement of major Project equipment. Leveraging the Sponsors' extensive experience developing offshore wind projects and their strong, global supply-chain relationships, Mayflower Wind will continue to identify the most financially and technologically viable equipment, execute major contracts prior to financial close, and ensure the delivery of a Project that maximizes total benefits for the Commonwealth of Massachusetts, the Distribution Companies, and their ratepayers.

## SECTION 9 OF APPENDIX A 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 all aspects of the project and for the financing of the project consistent with the proposed project milestone dates.

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.

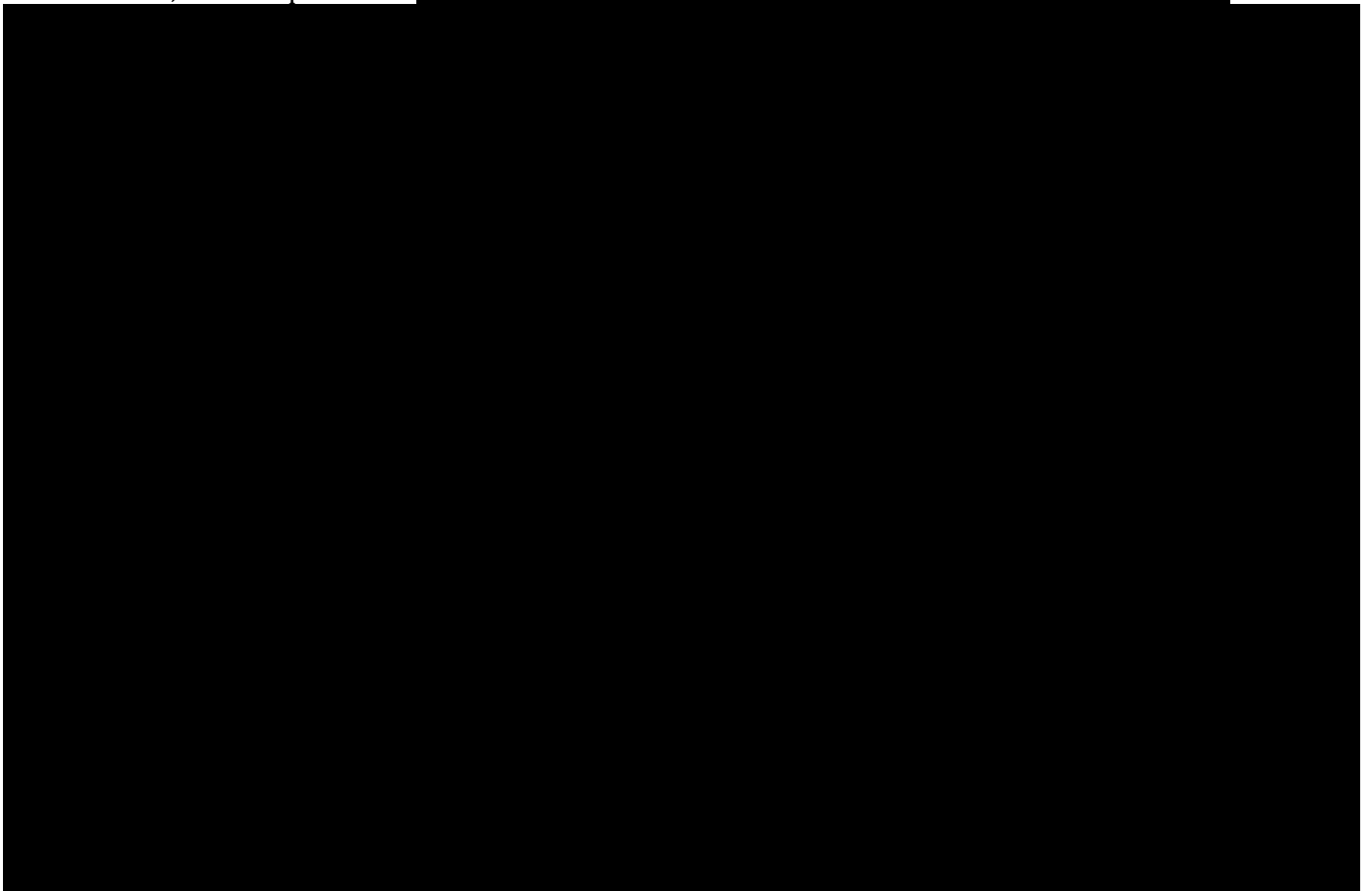
Mayflower Wind has established a technically and commercially viable schedule to develop, finance, and construct the Project and deliver it within a commercially reasonable timeframe. Since 2018 [REDACTED] Mayflower Wind has demonstrated credible results in completing and progressing the MA 83C II Power Purchase Agreement (PPA), and will continue to do so if successful in this MA 83C III response.

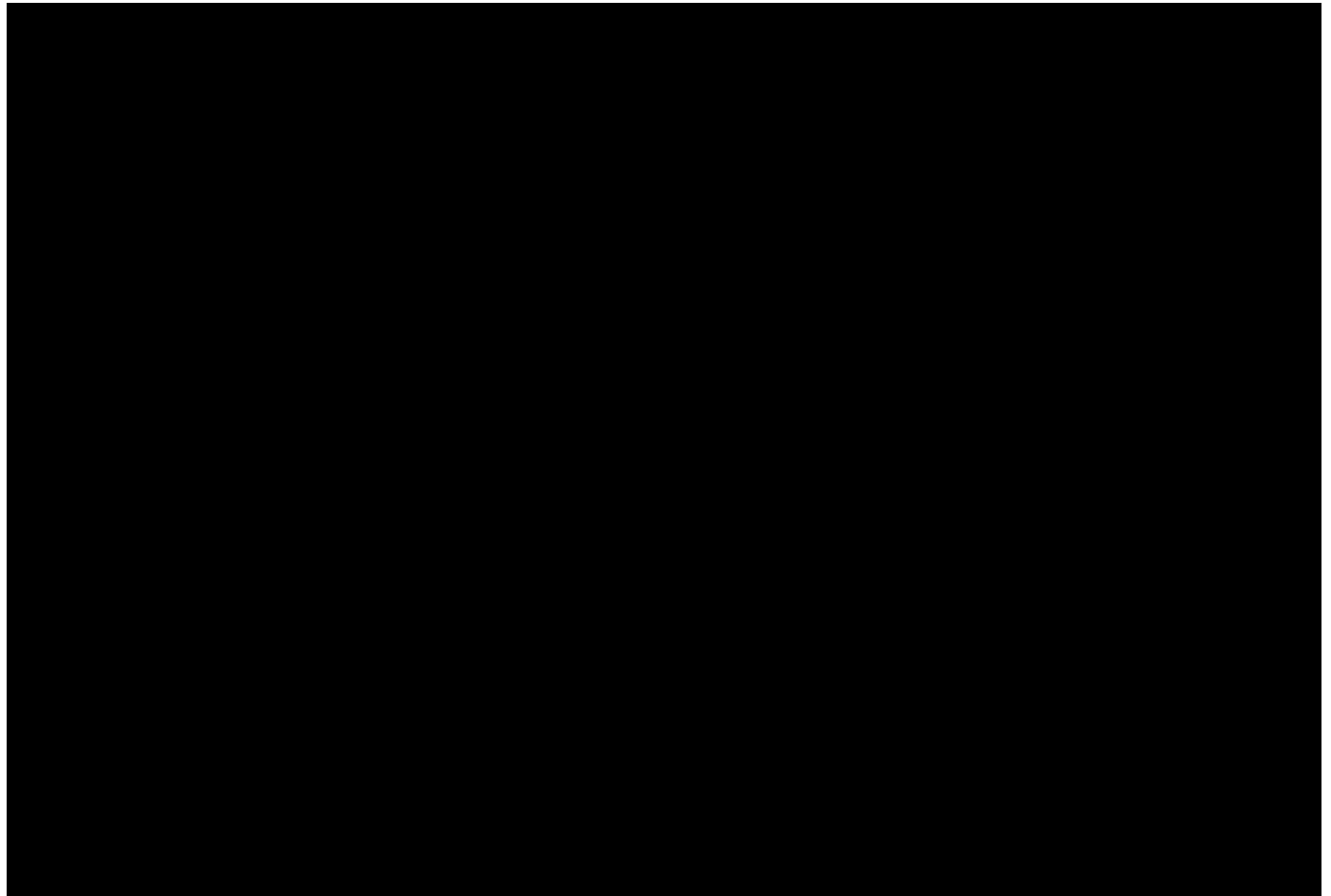
Mayflower Wind's mature organization provides the tools required to effectively plan, schedule, and execute the Project. In addition to its internal expertise, Mayflower Wind also can capitalize on the extensive experience of its Sponsors [REDACTED]

Mayflower Wind will achieve Commercial Operations Date (COD) in [REDACTED] [REDACTED] Progress in winning federal permits and securing grid connections are among the major external influences that pose risks to offshore wind projects staying on schedule. Mayflower Wind's engineering, permitting, and development work to date has allowed significant reductions in these risks and the ability to create a robust and credible schedule.

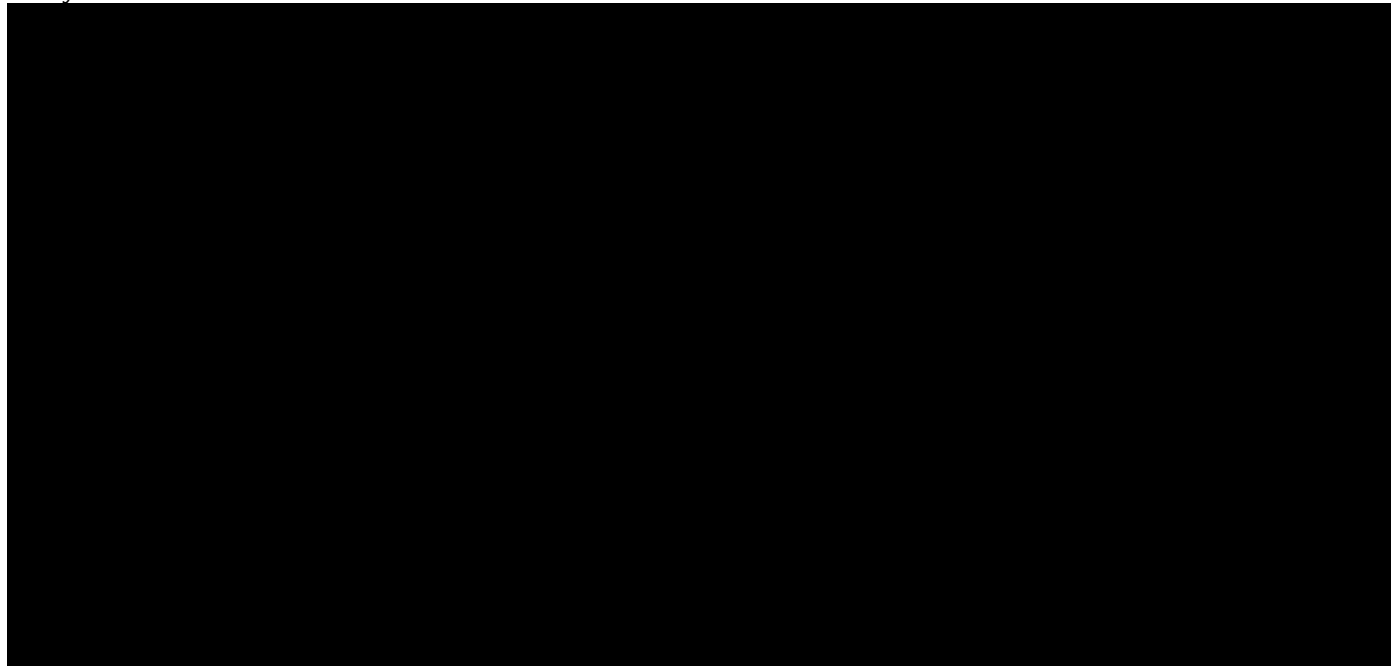


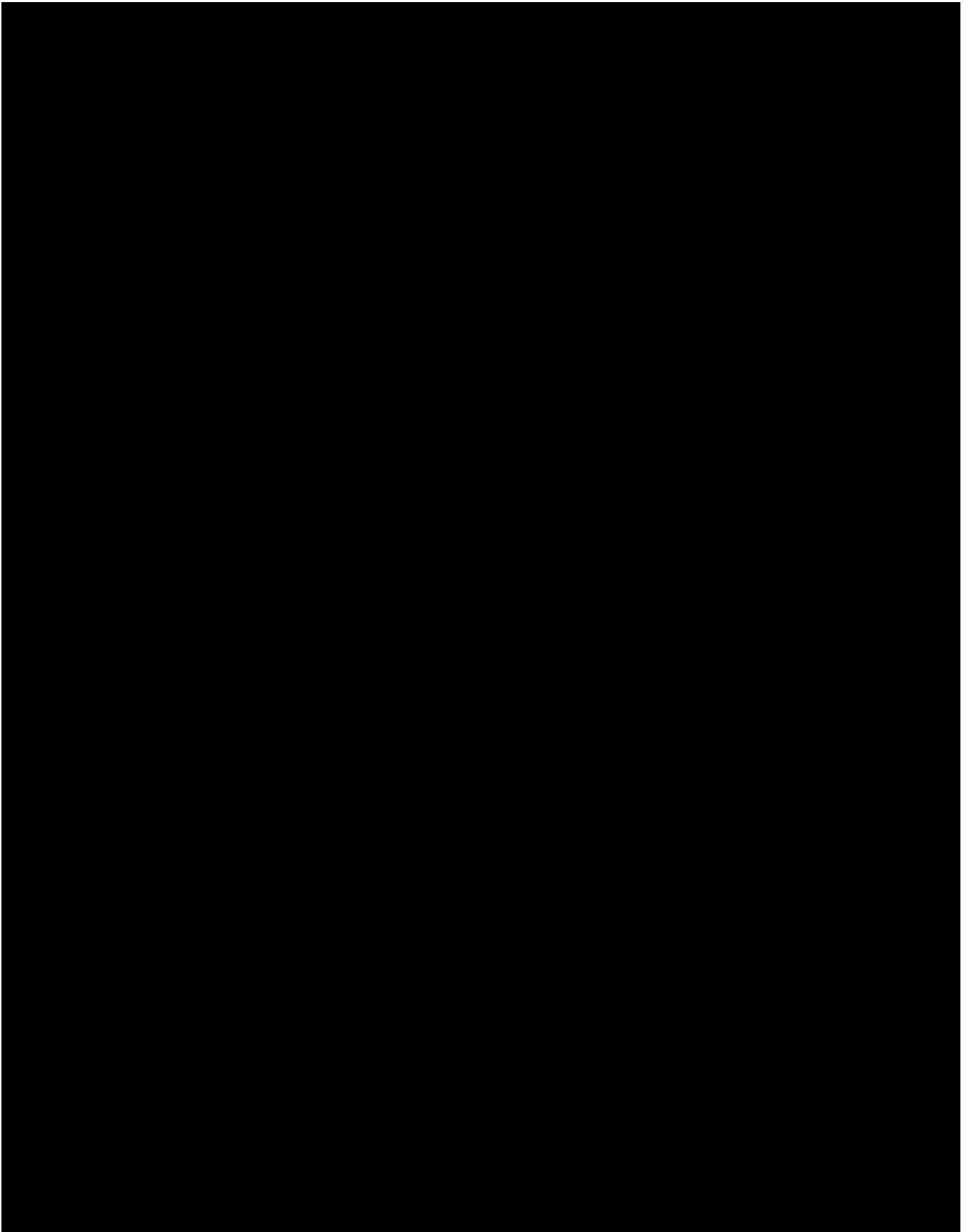
In keeping with Mayflower Wind's Core Value of Safety First, Safety Always, the project team has developed a Project schedule that will be delivered without compromising safe design, safe construction, or safe operations.





To ensure a credible, viable schedule for development and construction phases of the Project, Mayflower Wind has also:

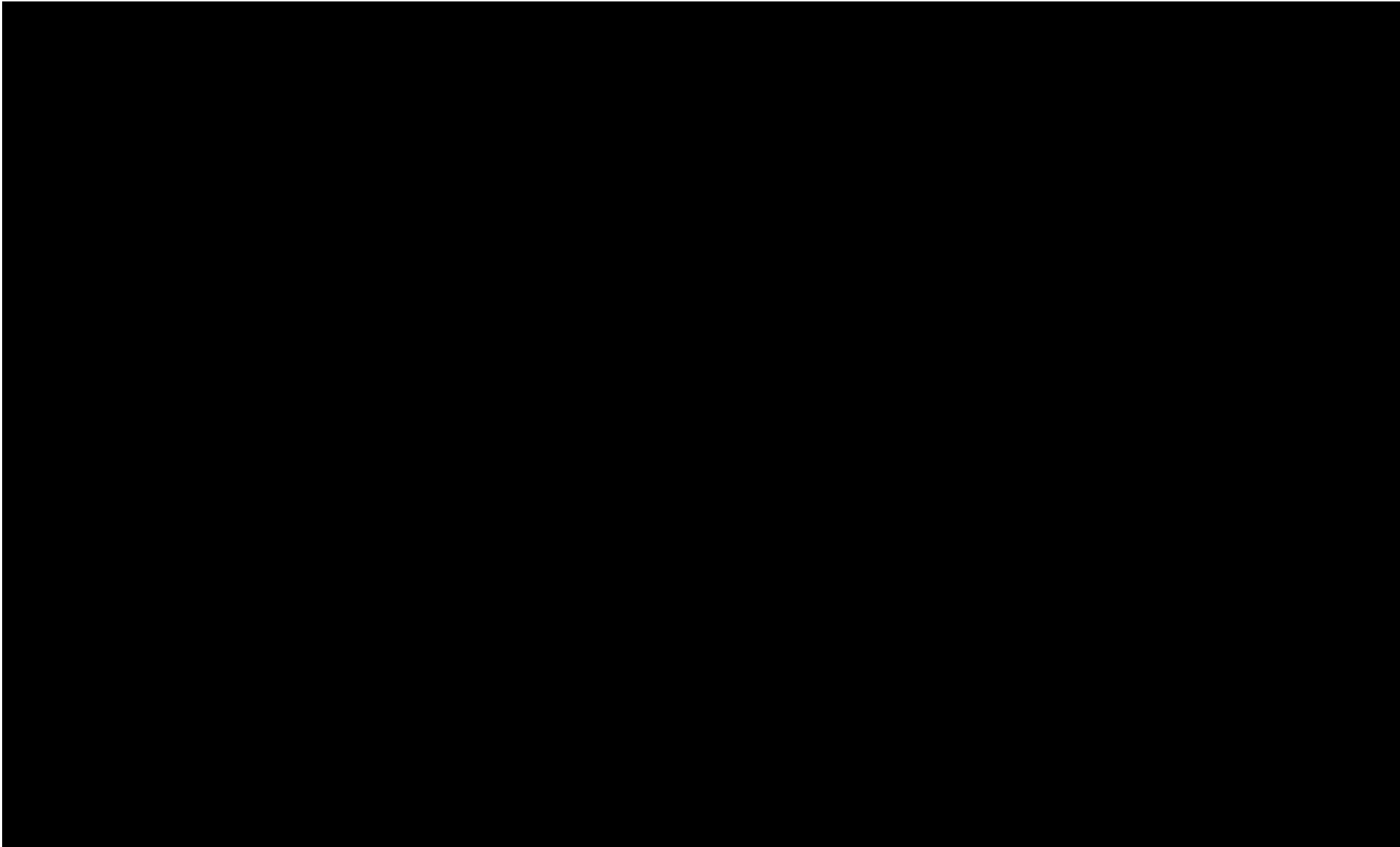


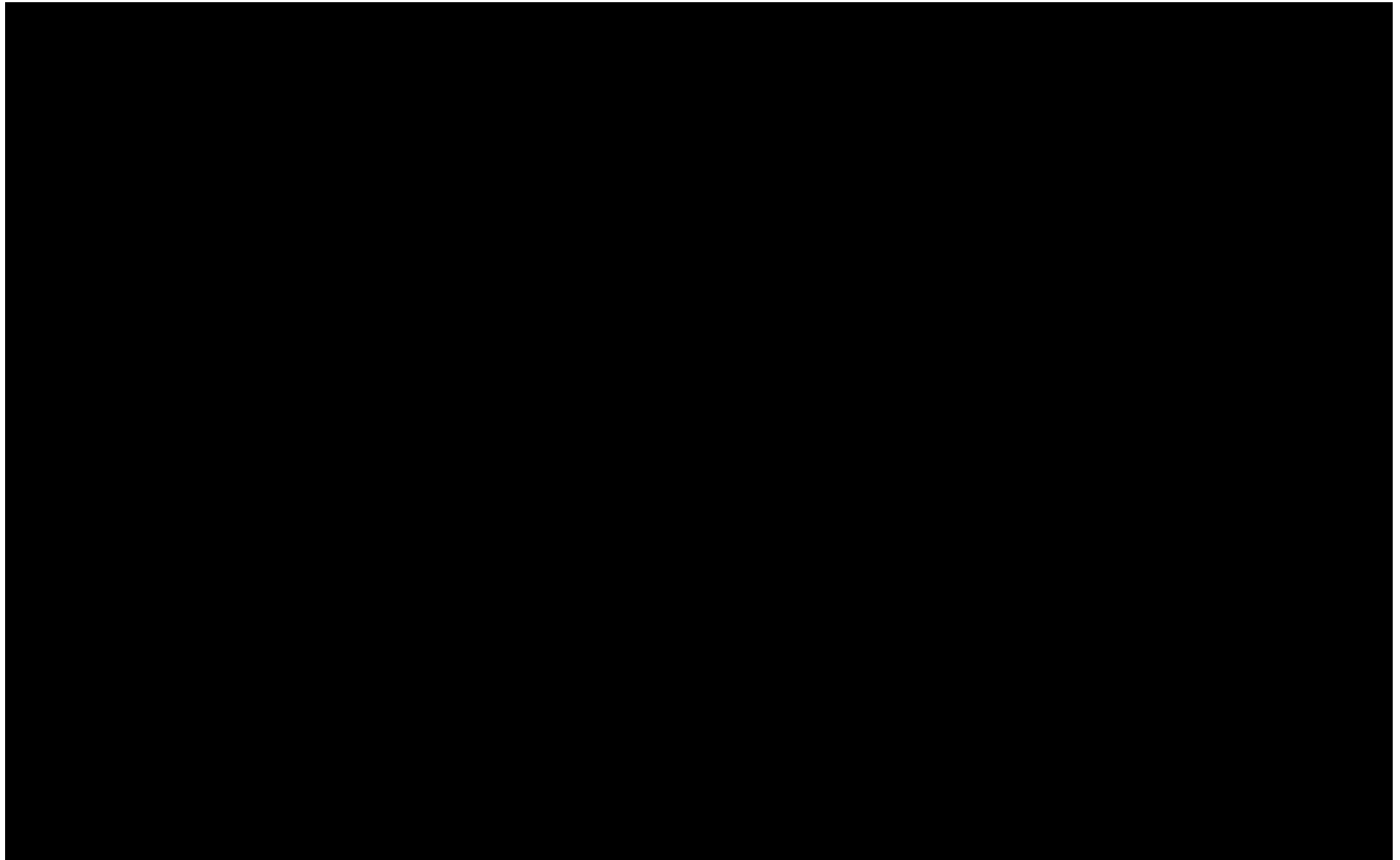


[REDACTED]

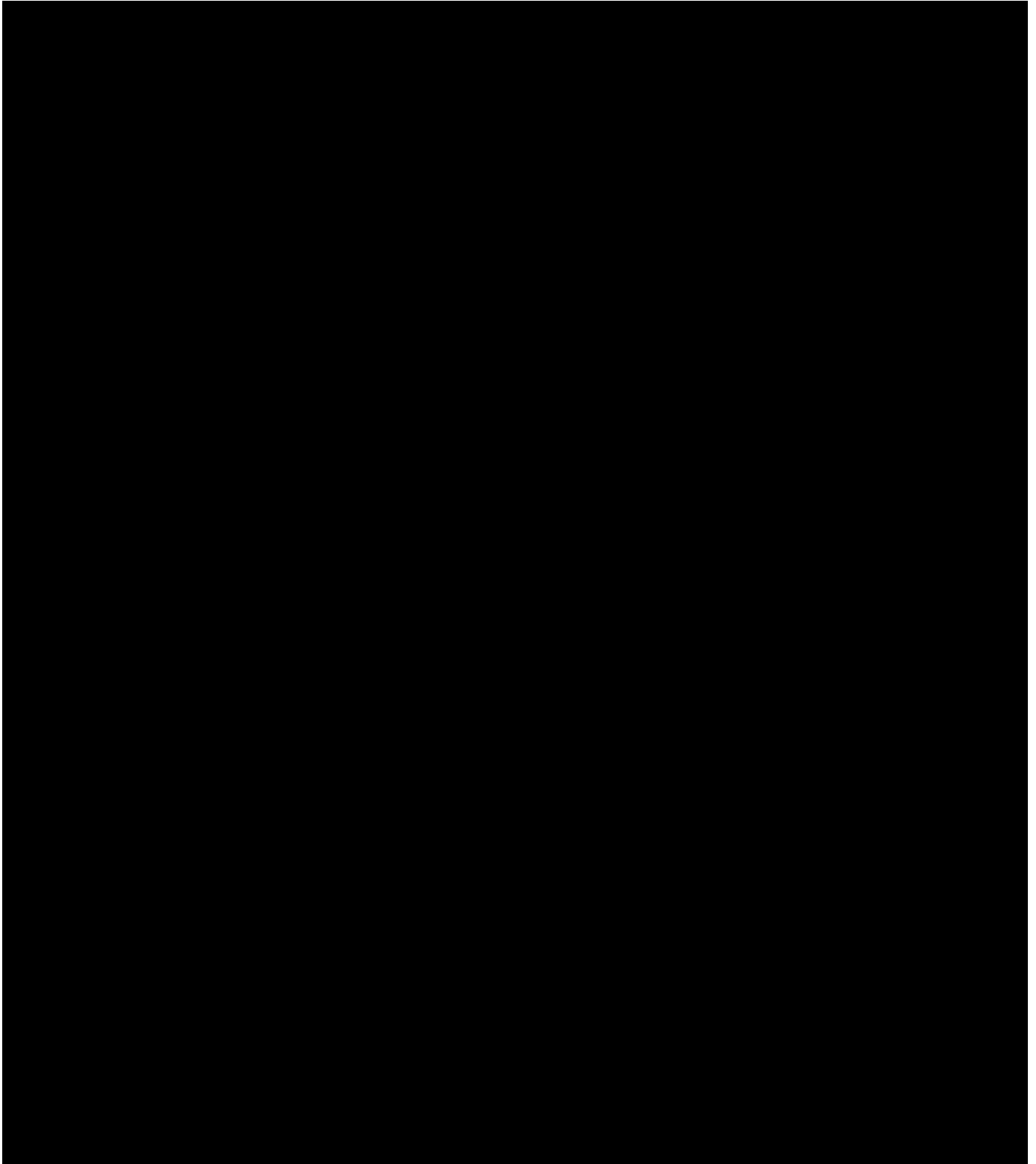
Mayflower Wind has carefully considered the resources and governance processes required to successfully acquire all rights, permits, approvals, and financing for all aspects of the Project consistent with the proposed Project milestone dates [REDACTED]

[REDACTED]









[REDACTED]

Mayflower Wind uses industry-standard and best-practice software tools to ensure robust Project controls, including:

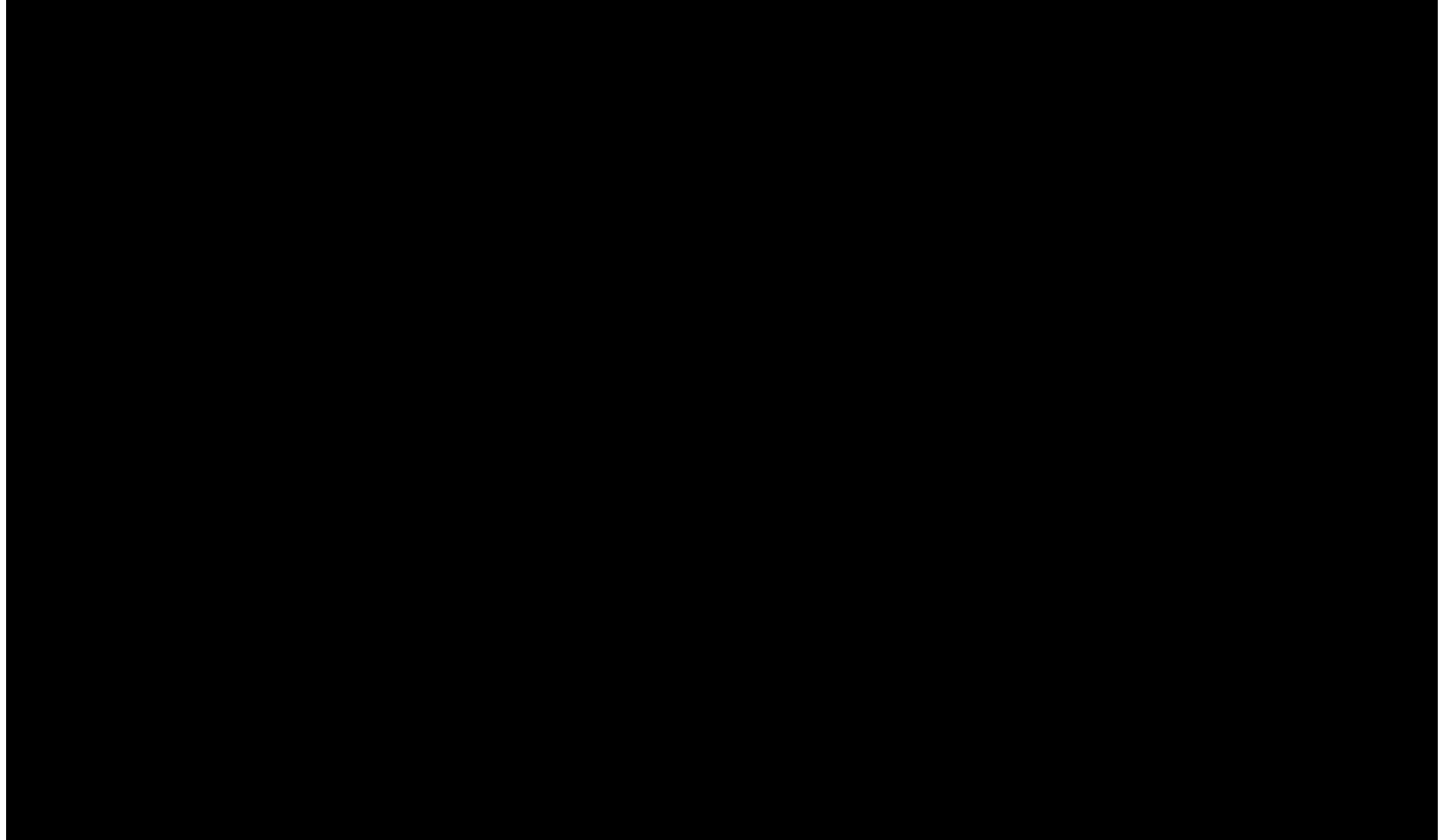
[REDACTED]

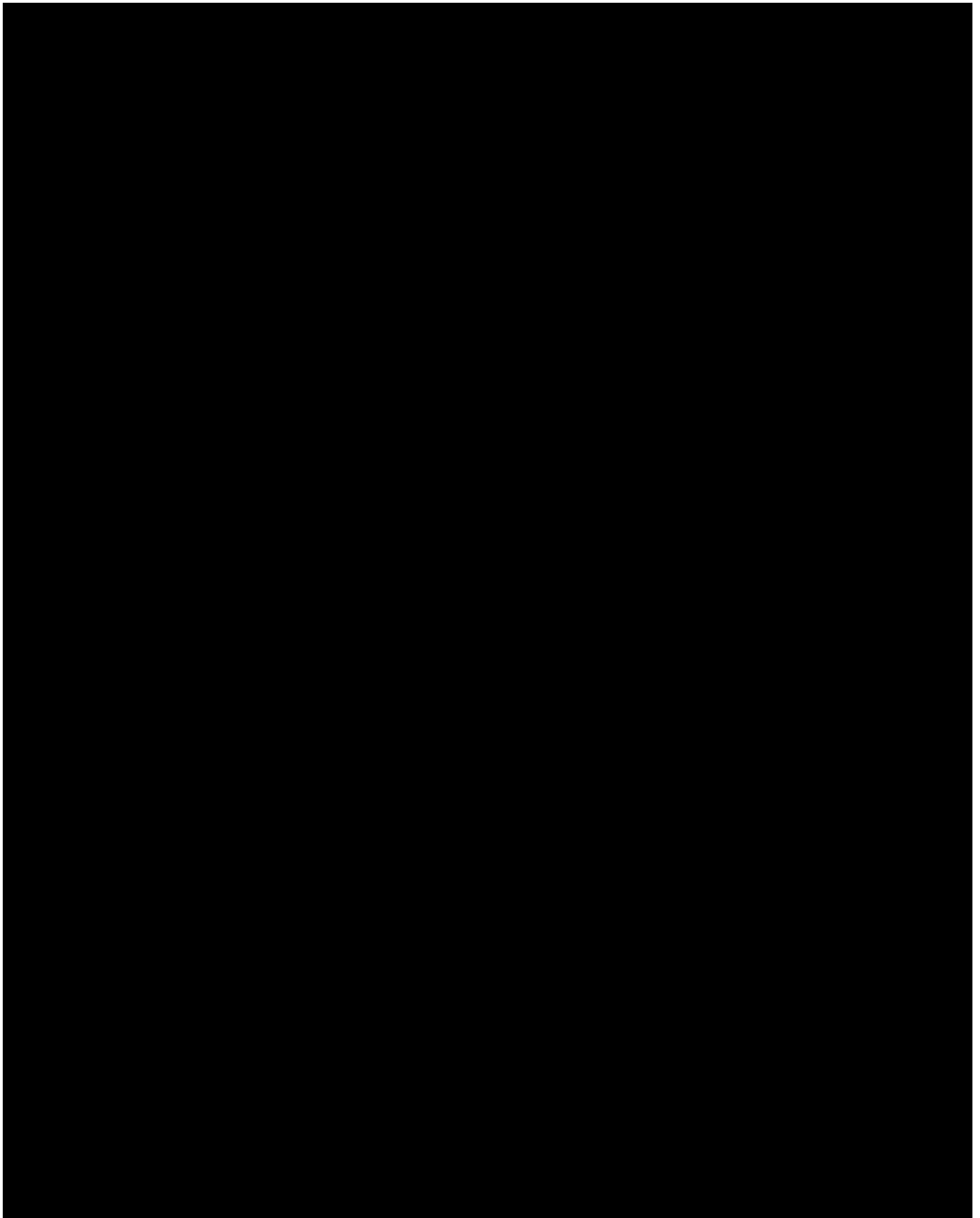
We use these tools to track Project progress and adjust and maintain the schedule by allocating resources as needed based on time, resource levels, risk, and cost.

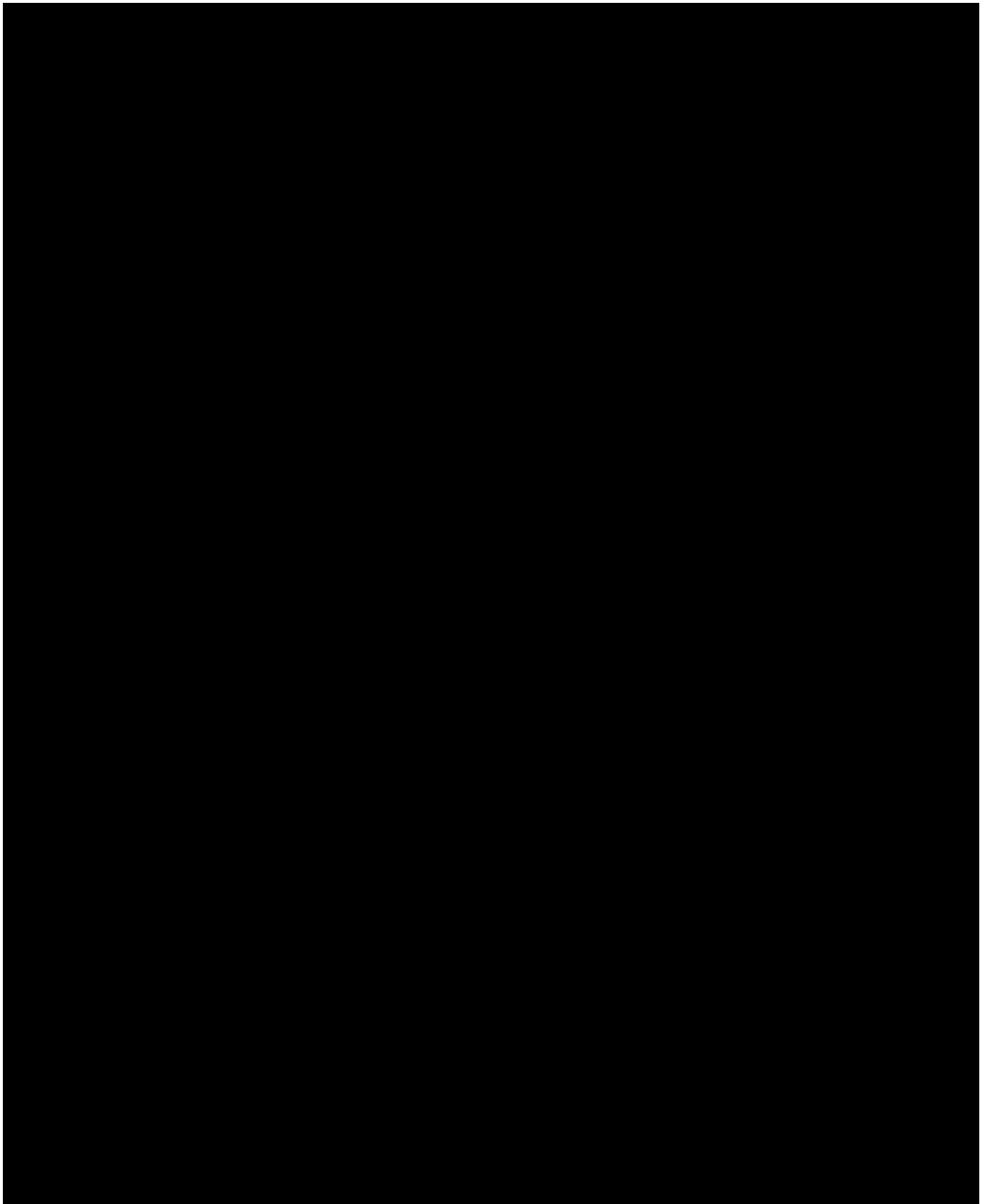
Mayflower Wind employs a comprehensive management process to ensure confidence in meeting the critical path milestones and Project objectives. This process integrates input from the Project's risk register (upside and downside risks), cost estimates, and schedule into a probabilistic risk analysis that produces ranges of possible final cost and schedule outcomes and identifies the key drivers impacting the Project. Mayflower Wind and its Sponsors have extensive experience with probabilistic risk analysis and reviews and conduct every month a detailed schedule review process to confirm the Project is being developed on time and according to plan.

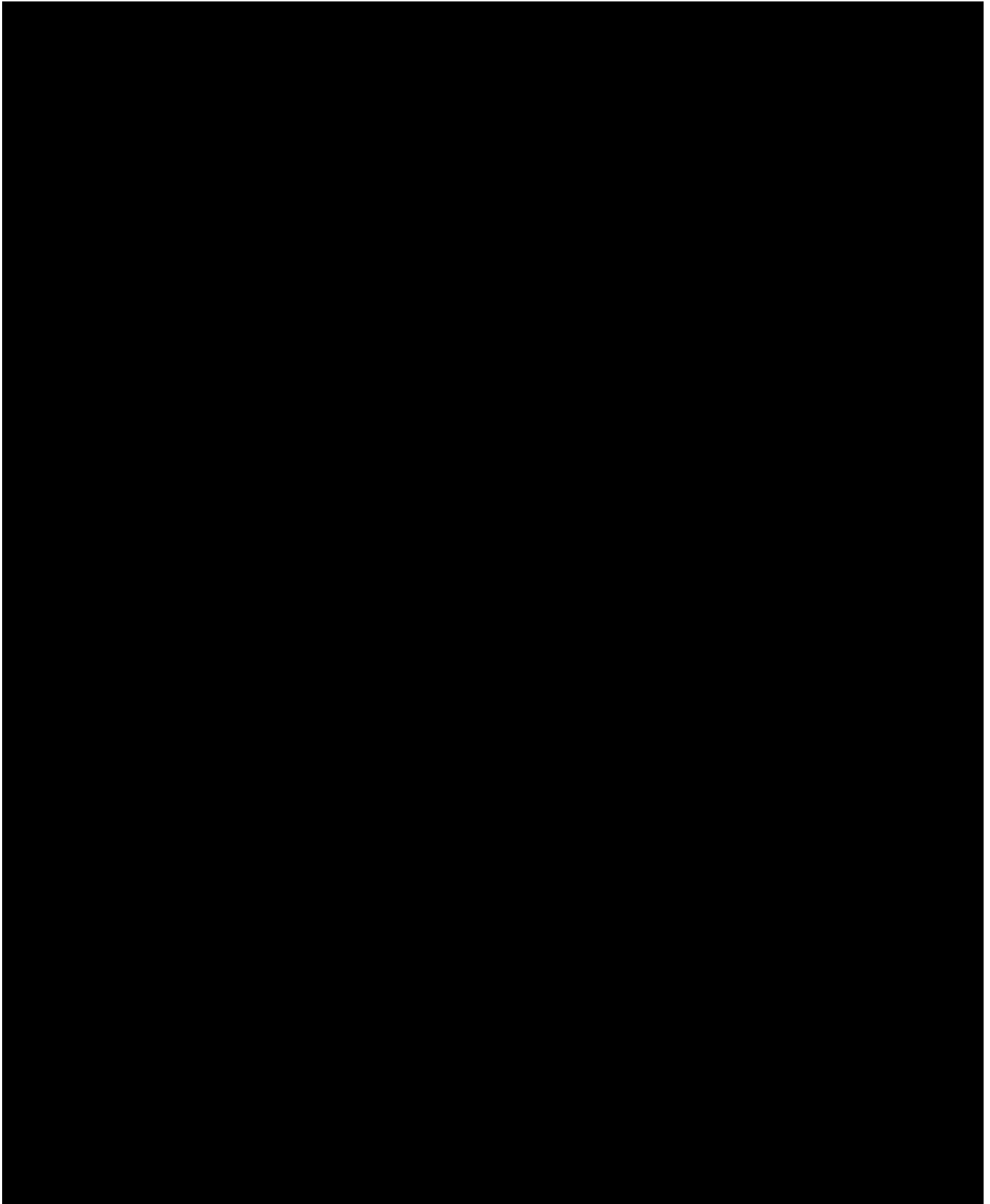
[REDACTED]

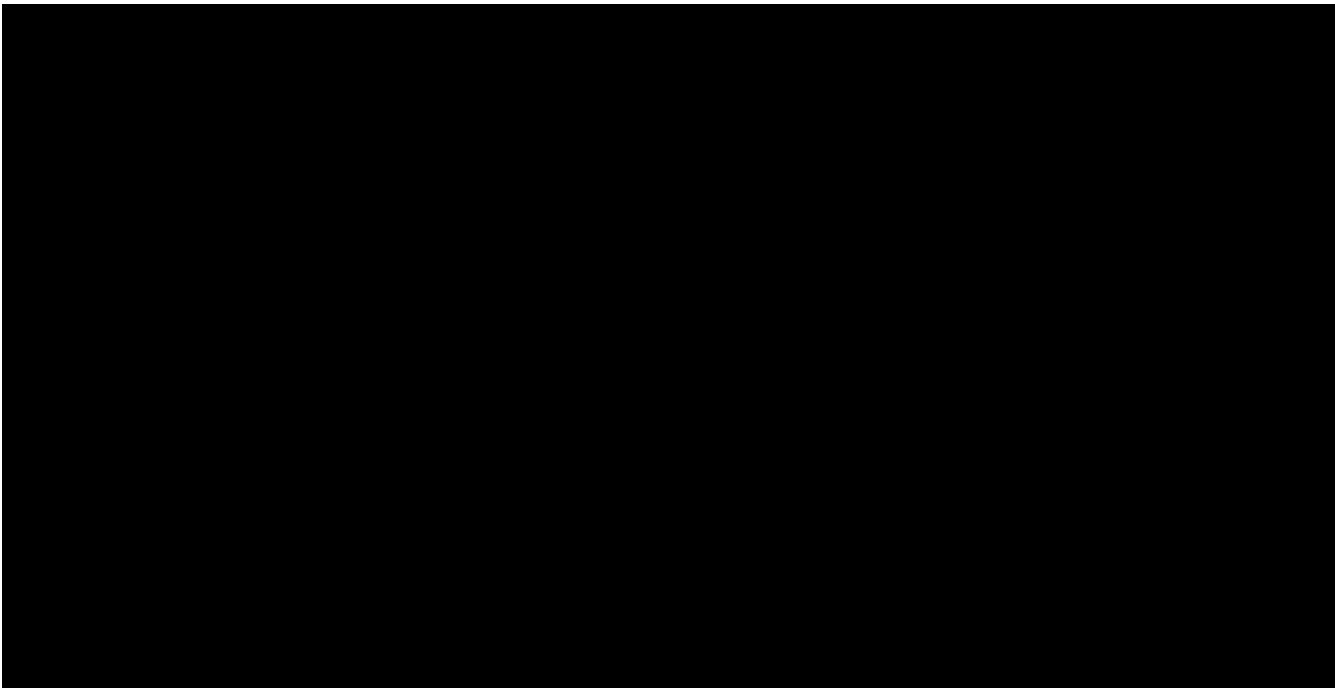
- 9.1 Identify the elements on the critical path. The schedule should include, at a minimum, preliminary engineering, financing, acquisition of real property rights, Federal, state and/or local permits, licenses, environmental assessments and/or environmental impact statements (including anticipated permit submittal and approval dates), completion of interconnection studies and approvals, procurement, facility contracts, start of construction, construction schedule, and any other requirements that could influence the project schedule and the commercial operation date.
- [REDACTED]







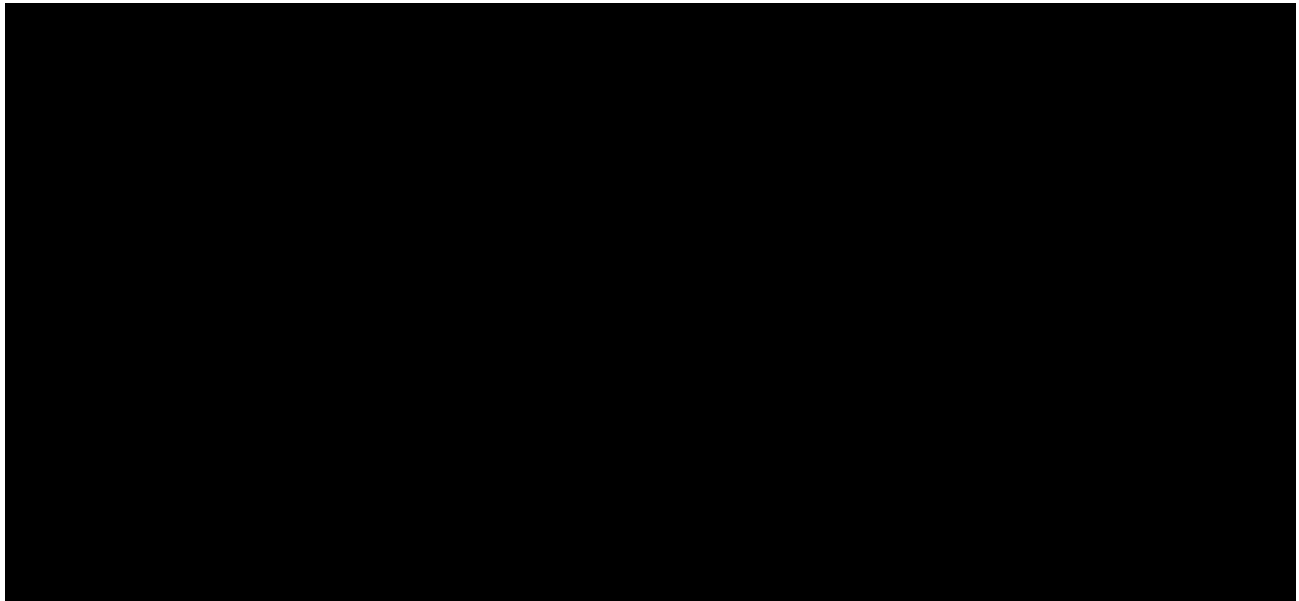


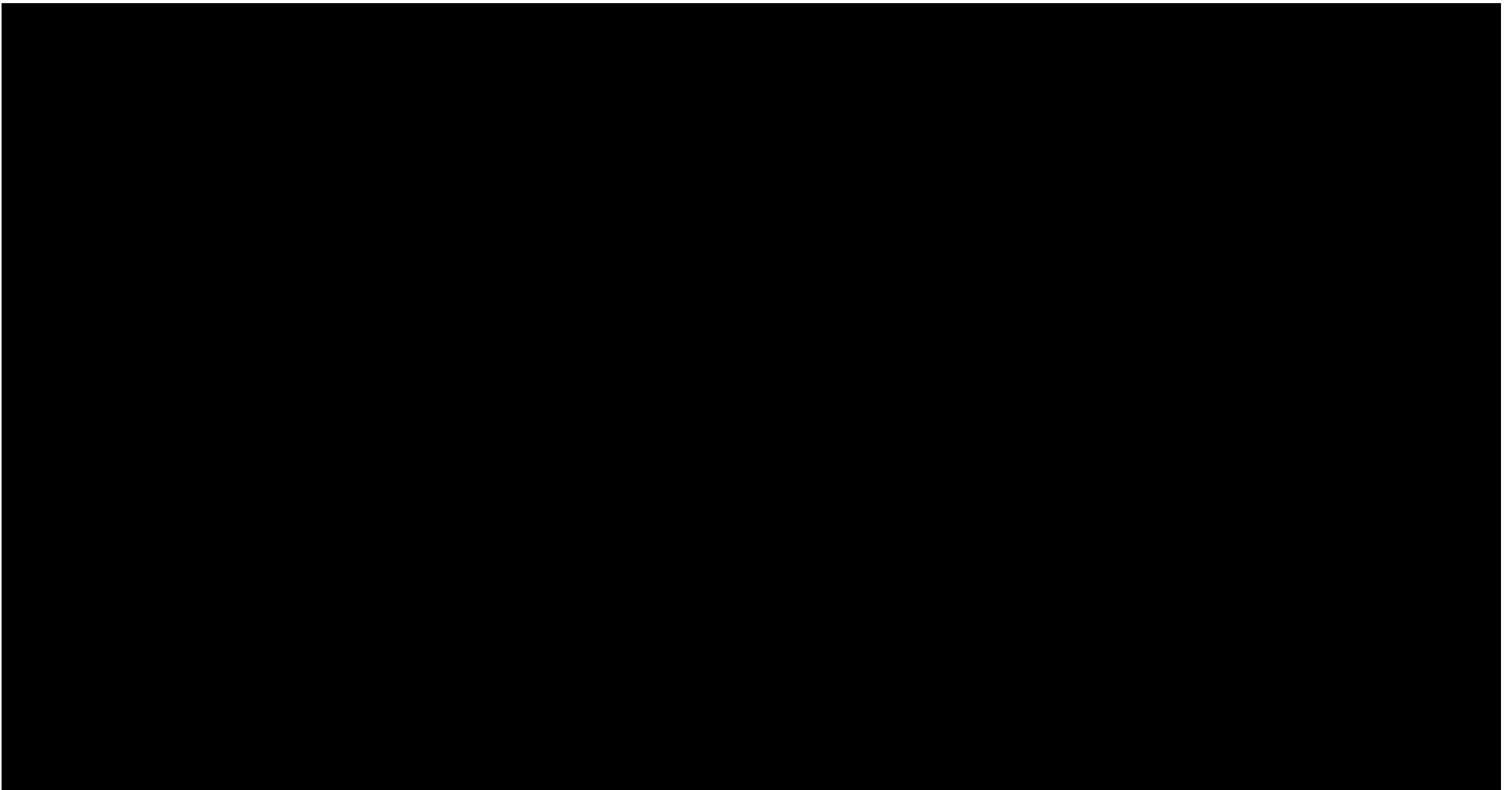




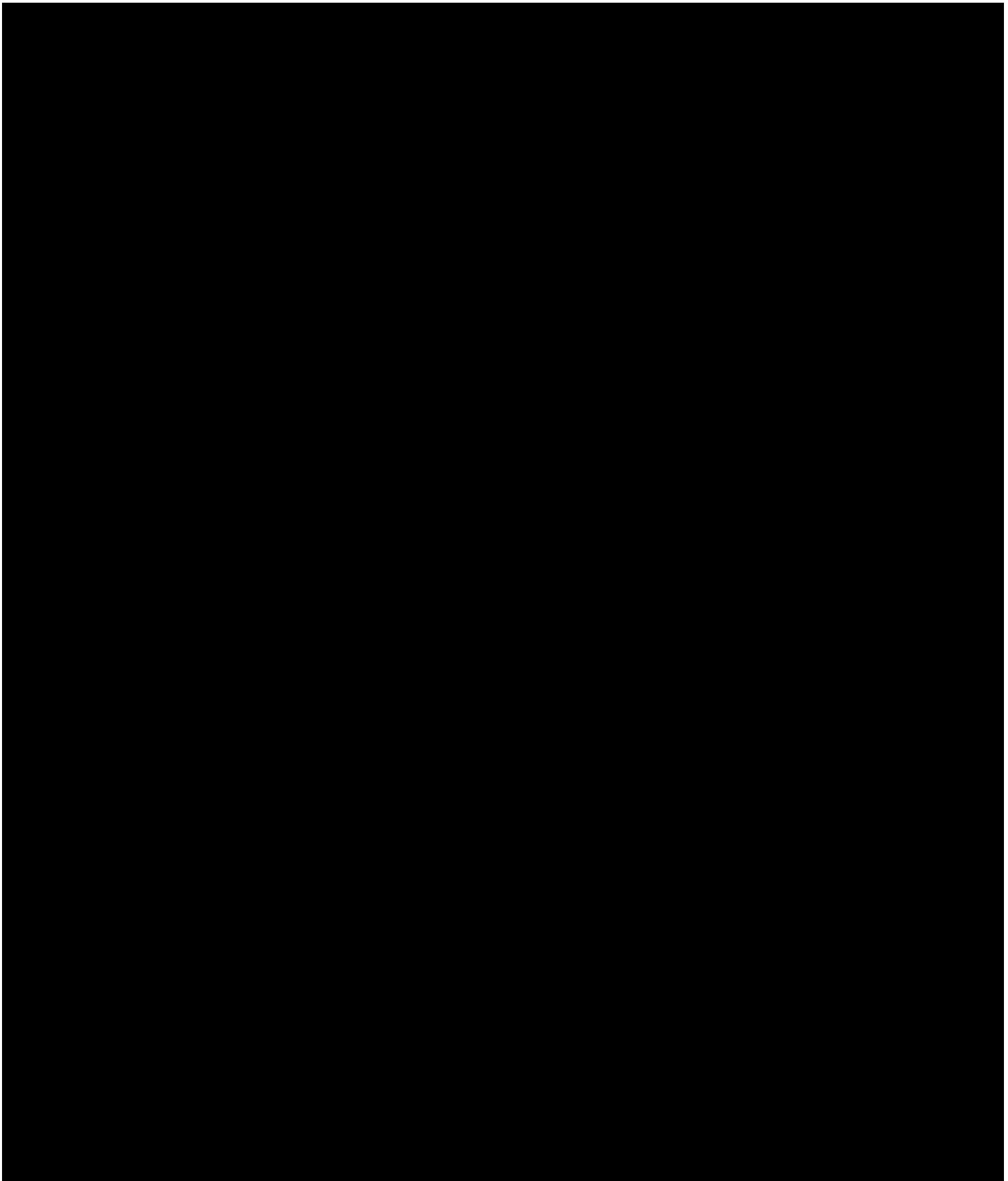
Mayflower Wind's schedule is realistic and achievable. It encompasses non-technical risks and external considerations 

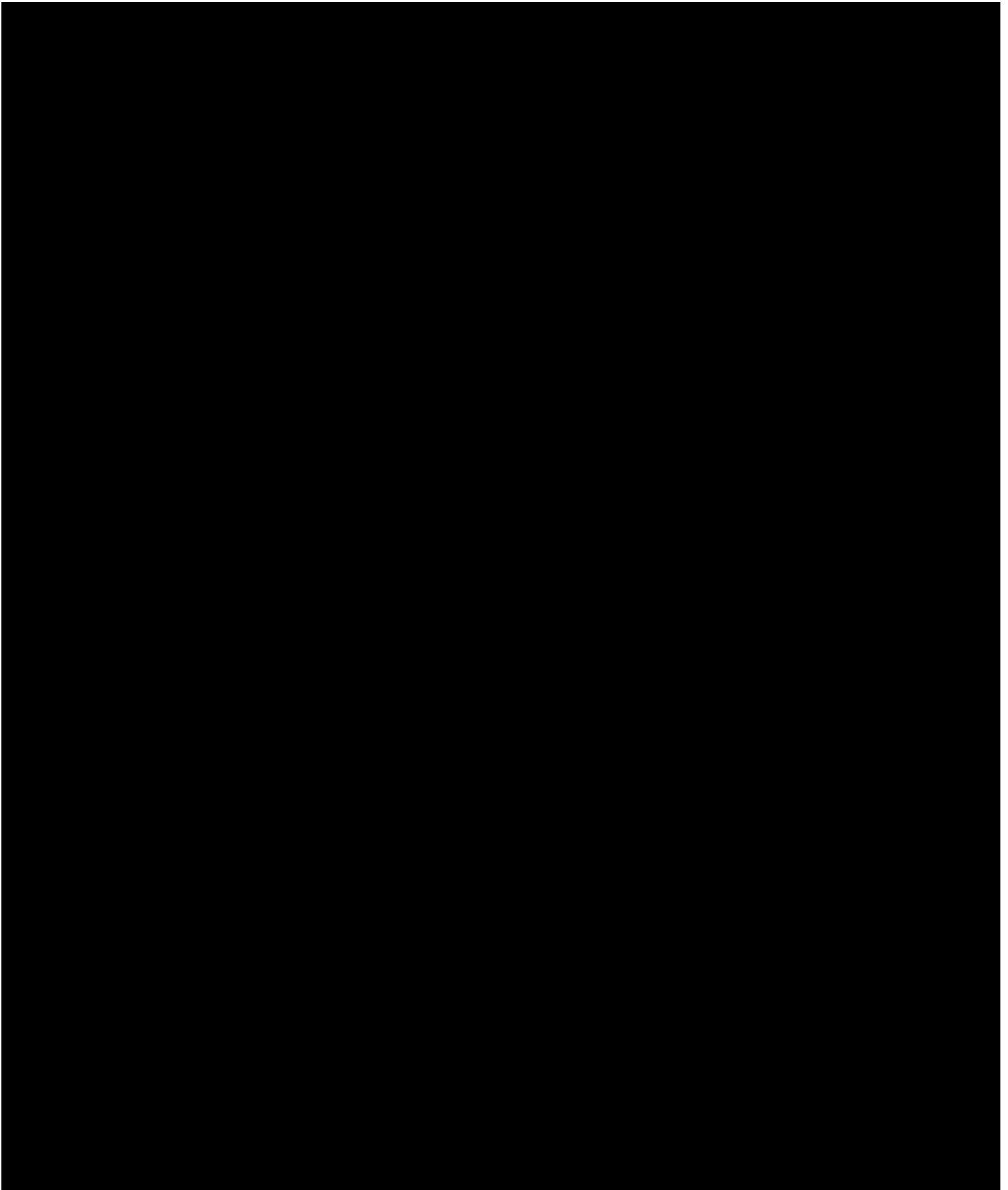
 The Project schedule contains sufficient float throughout the critical and sub-critical paths as well as additional schedule contingency between final commissioning and COD. This timeline has been tested and confirmed through a probabilistic schedule risk analysis based on the Project's technical and non-technical risk profile. The construction and installation schedule has been developed with the following considerations:

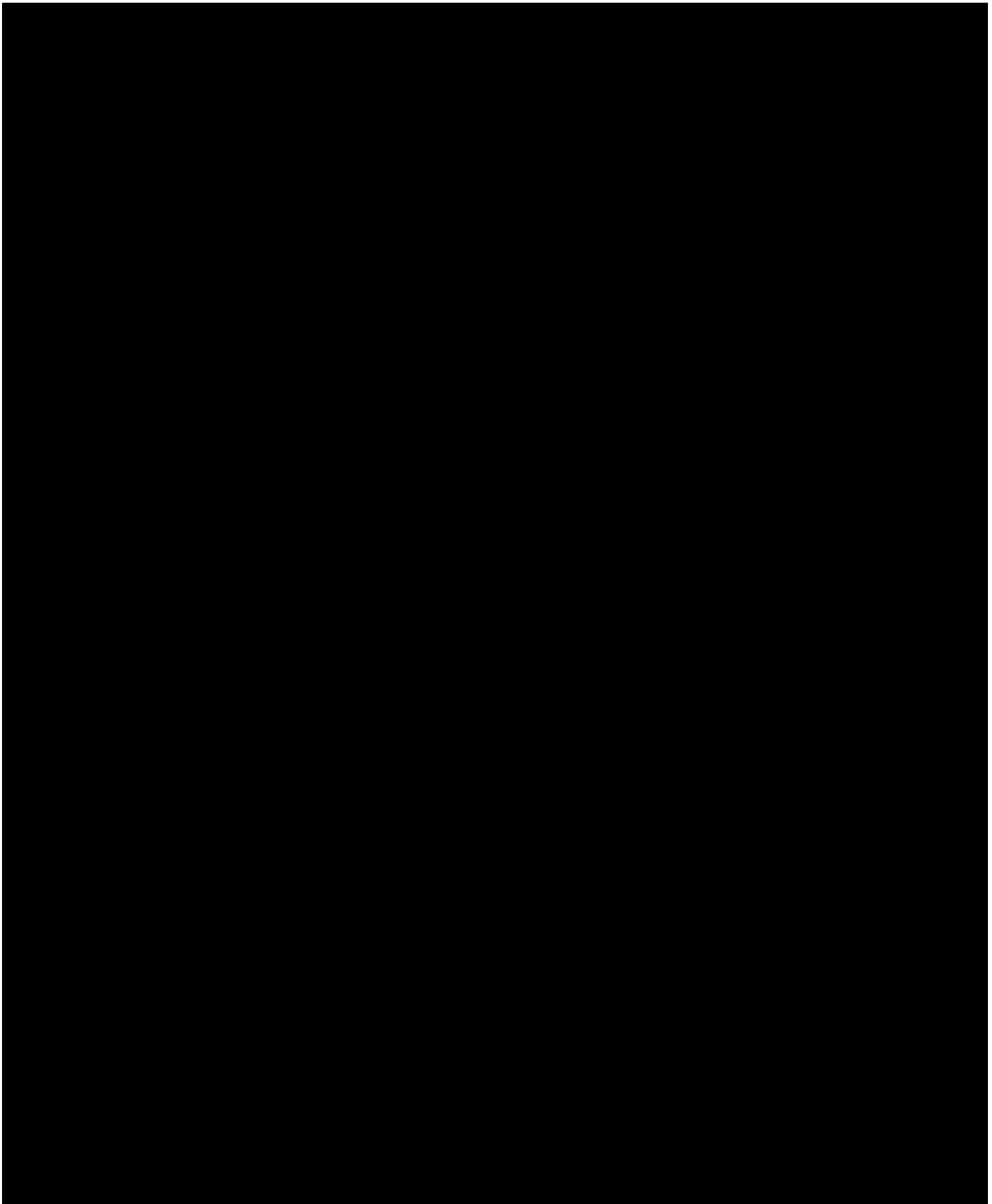












[REDACTED]

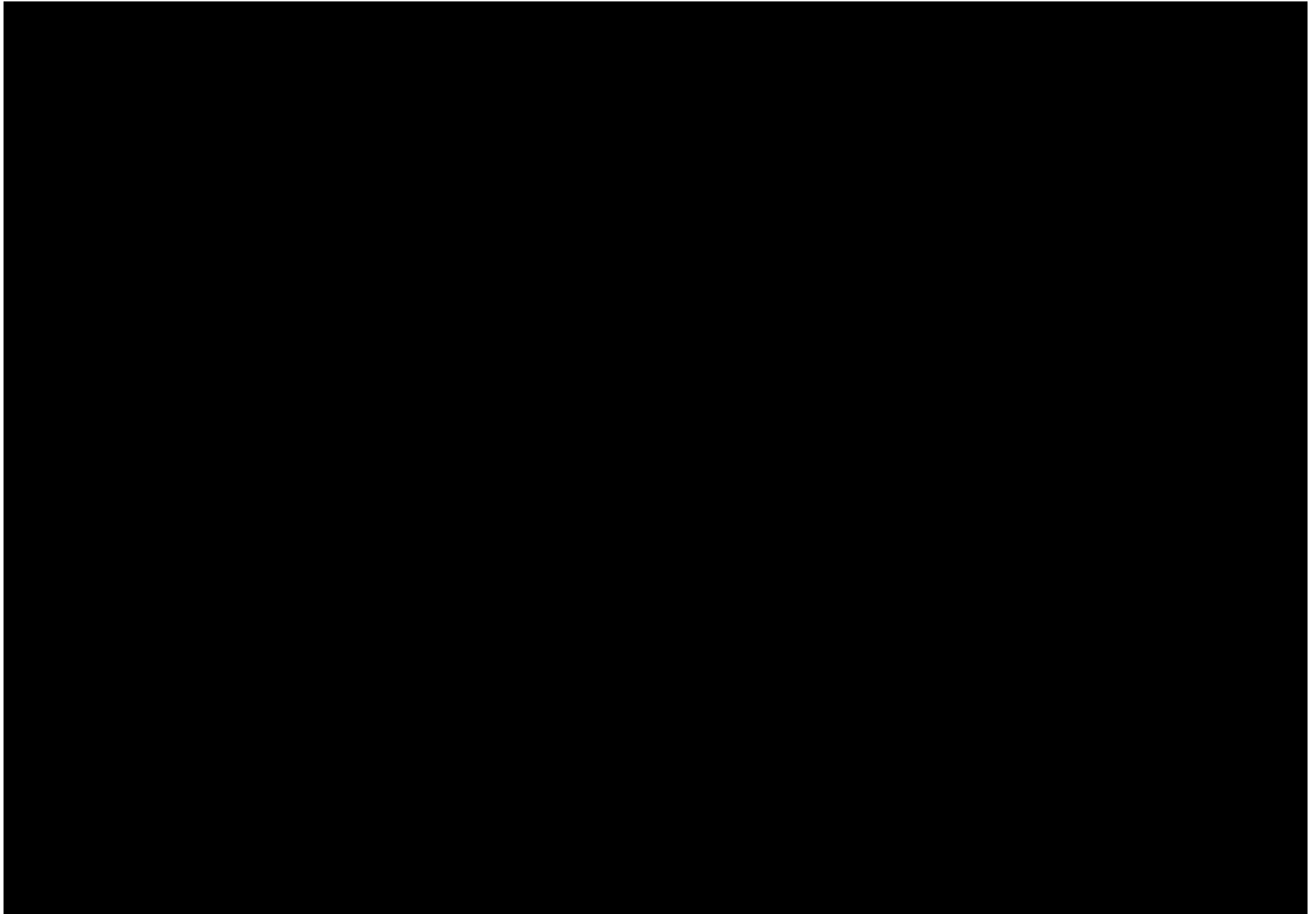
Mayflower Wind's schedule anticipates that back feed power will be available before WTG installation to allow for safe, timely WTG commissioning.

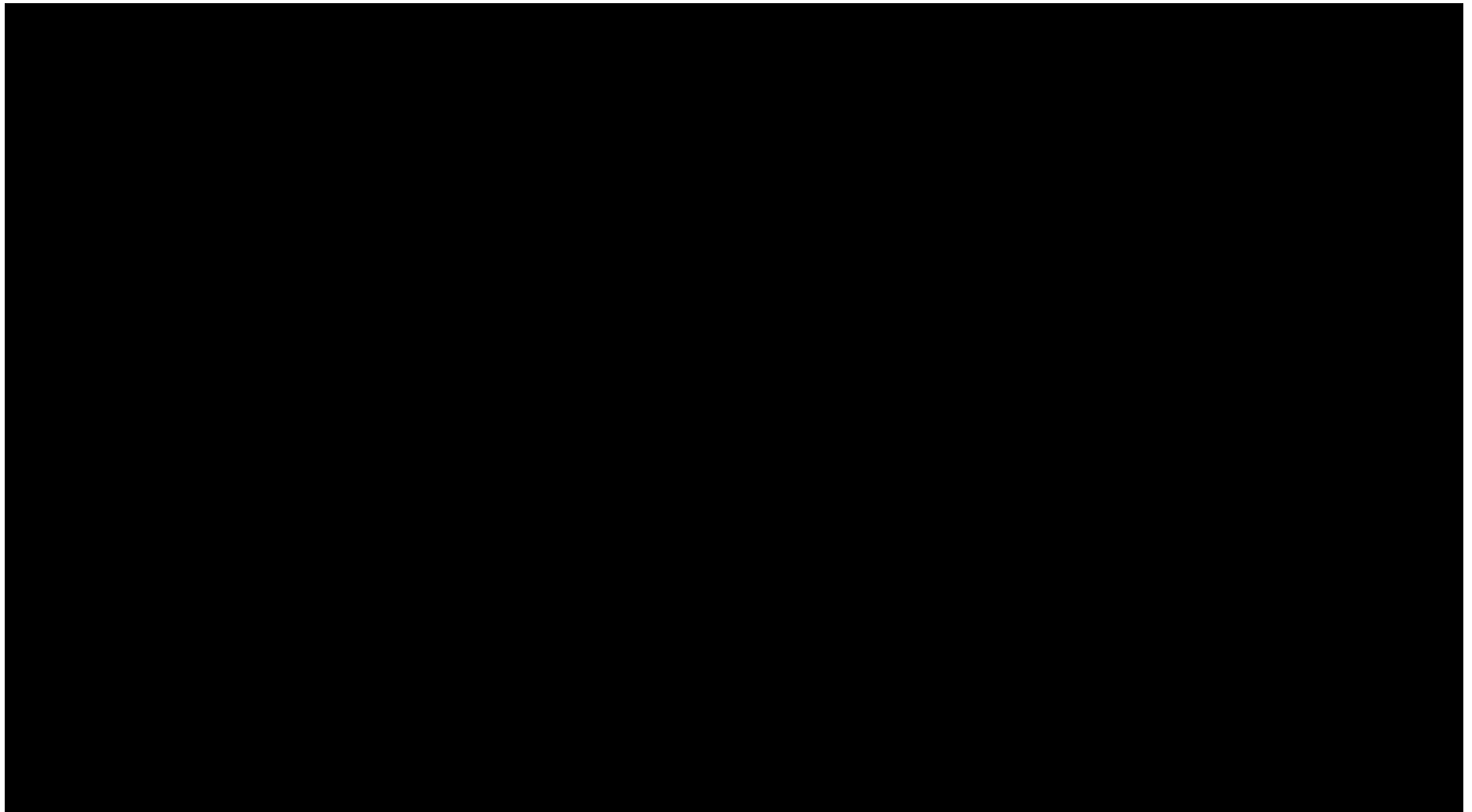
[REDACTED]

- 9.2 Include a discussion on use of maritime vessels and access to them, as well as the bidder's plans to secure any specialized vessels or other equipment consistent with the construction schedule. Provide any agreements, options, or other materials reflecting the bidder's efforts so far to secure such vessels or other equipment (any letters of intent to the extent signed agreements are not in place. Also include a description and discussion of the laydown facility/facilities to be used for construction, assembly, staging, storage, and deployment.
- [REDACTED]

Mayflower Wind has completed an analysis of maritime vessels currently available and forecasted to become available during the Project's construction timeframe. [REDACTED]

[REDACTED]





Mayflower Wind has evaluated existing port facilities and coastal properties in and near Massachusetts and identified [REDACTED] potential marine terminals for ongoing evaluation for storage and assembly of Project construction and operation components:

### 9.3 Detail the status of all critical path items, such as receipt of all necessary siting, environmental, and ISO-NE approvals.

Mayflower Wind's schedule factors in appropriate contingency and float in BOEM's dates to maintain a robust and credible schedule. The Project team constantly focuses on critical path activities and milestones. Mayflower Wind's offshore geophysical and geotechnical survey of the Lease Area and export cable routes has been ongoing since 2019 [REDACTED]. These survey activities provide the information required for the COP process.

During the ongoing development phase of the Project, the critical path is driven by state and federal regulatory approval times, culminating in financial close. [REDACTED]



[REDACTED]

Mayflower Wind has made significant progress in the approval process with ISO-NE for a secured grid connection, including numerous technical discussions with ISO-NE.

[REDACTED]

[REDACTED]

During construction, the critical path is driven by the supply and construction of the [REDACTED] [REDACTED] as well as the installation and commissioning of WTGs. The primary factor affecting the supply [REDACTED] is their long lead times for procurement.

Critical activities that impact WTG installation and commissioning include securing WTG installation vessels, completion of foundation and inter-array cable installation, as well as achieving back feed power to energize and test the WTGs. [REDACTED]

Access to back feed power is contingent upon the completion of the required transmission upgrades [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Mayflower Wind is confident that this proposal can be developed, financed, and constructed and be technically viable within a commercially reasonable timeframe. Mayflower Wind believes more than sufficient information and documentation have been provided to demonstrate that its resources, process, and critical-path schedule are all more than adequate to ensure the acquisition of all rights, permits, and approvals required for all aspects of the Project and its financing, consistent with the proposed Project milestone dates and committed dates for the start of commercial operations.

## SECTION 10 OF APENDIX A TO THE RFP OPERATIONS AND LOGISTICS

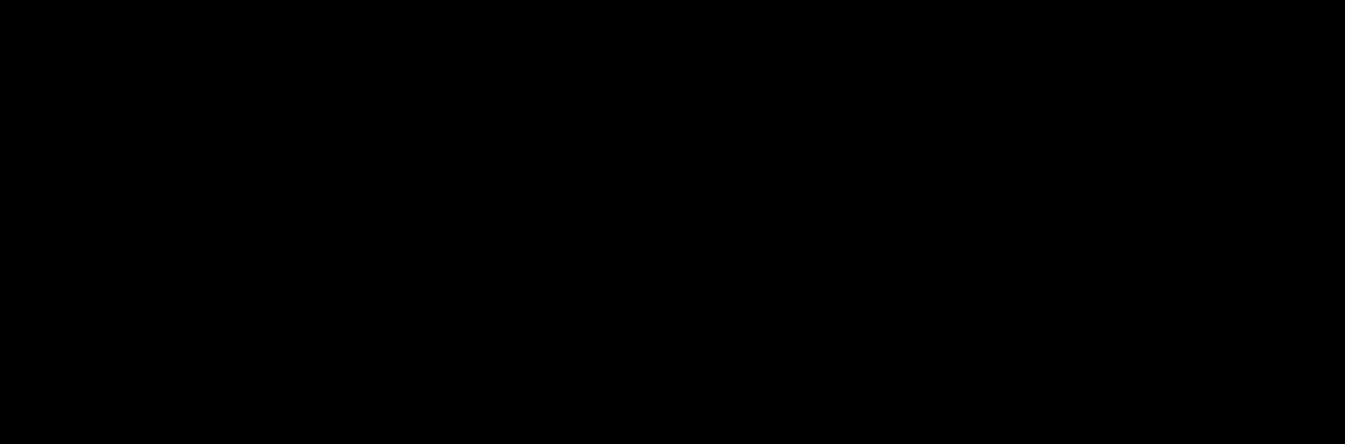
This section of the proposal addresses necessary arrangements and processes for outfitting, assembly, storage and deployment of major project components such as turbine nacelles, blades, towers, foundations, and delivery facilities support structures, and other major components associated with delivery facilities and, and the storage facility (as applicable). Please provide a construction plan that captures the following objectives:

Mayflower Wind brings together a staff with local expertise and global experience, along with its Sponsors' international experience in large-scale infrastructure development and construction, to design arrangements and processes for outfitting, assembly, storage, and deployment of major Project components. Mayflower Wind recognizes that both global experience and planning expertise and deep local knowledge are critical to delivering an offshore wind project safely and on time. Mayflower Wind and its Sponsors have, as described throughout this response, decades of experience in developing offshore wind projects, including construction, operations, and logistics. Mayflower Wind has incorporated industry best practices for offshore construction and marine logistics, always in compliance with the Merchant Marine Act of 1920 (Jones Act) and the Foreign Dredge Act.

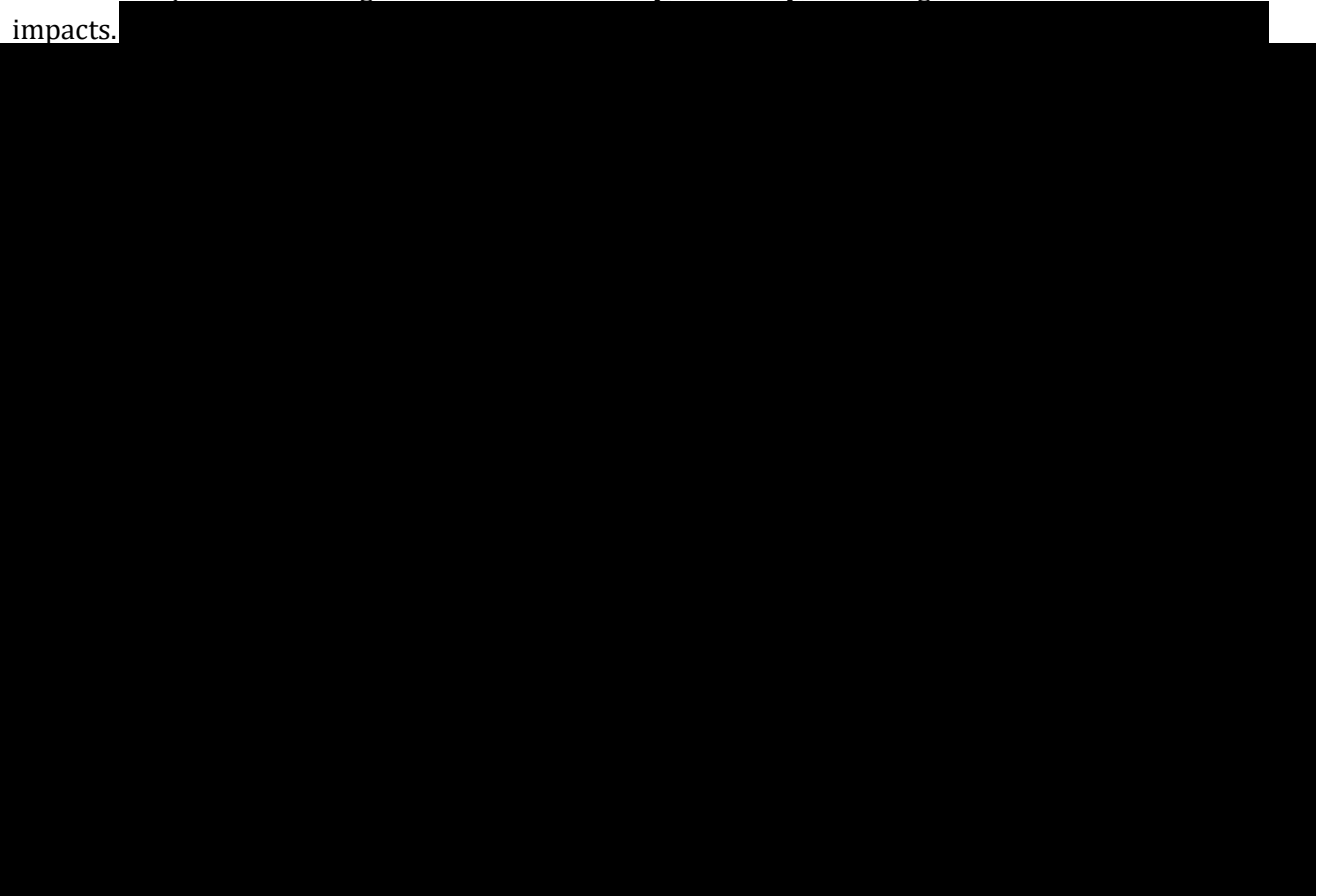
Mayflower Wind has conducted extensive risk and sensitivity analysis to develop the plan to deliver the Project safely, reliably, and cost-effectively to maximize benefits to the ratepayers of the Commonwealth of Massachusetts.

10.1 Please list the major tasks or steps associated with deployment of the proposed project and the necessary specialized equipment (e.g. vessels, cranes).



The Mayflower Wind Project will be completed through six major tasks, referred to herein as 'work packages'

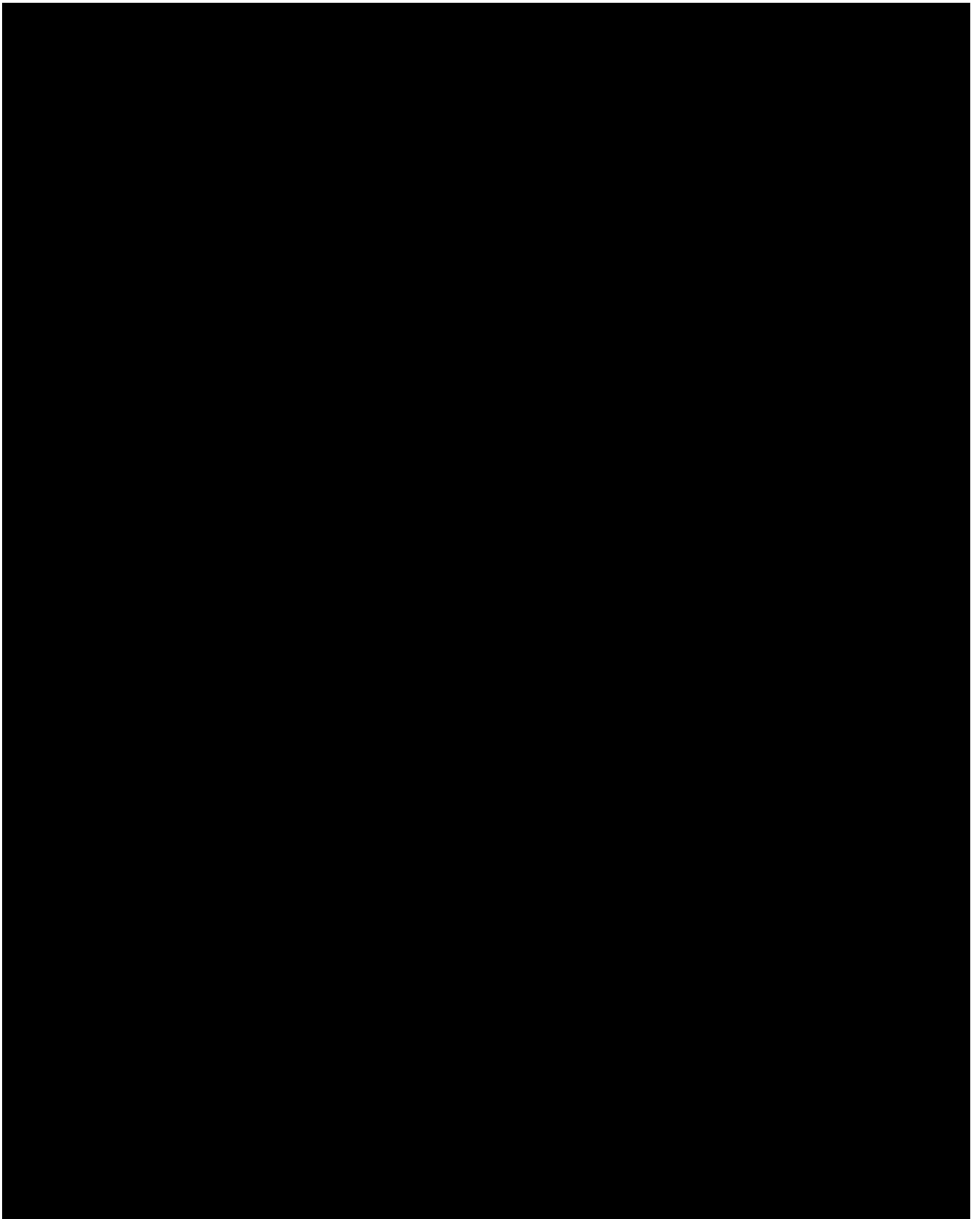


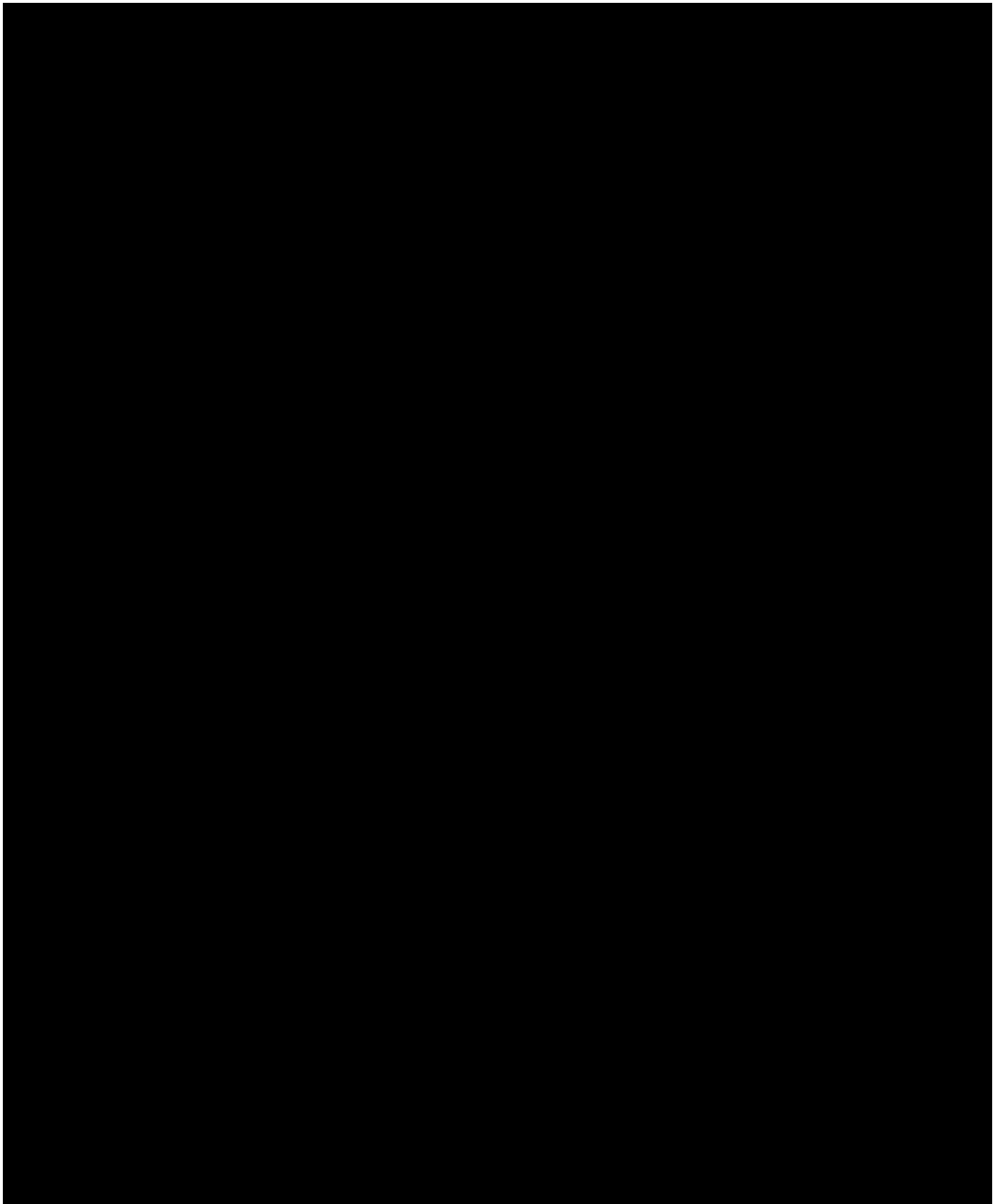
Mayflower Wind will sequence the execution of the work packages using industry best practices to build the Project with the highest standards in safety, efficiency, and mitigation of environmental impacts.



Building on its experience and lessons learned from other projects, Mayflower Wind has developed a U.S.- and Project-specific installation methodology by working with and steering inputs from top-tier contractors. Mayflower Wind has combined this installation methodology with site-specific Light Detection and Ranging buoy data and historical data to assess weather downtime and has built a robust and credible installation schedule.







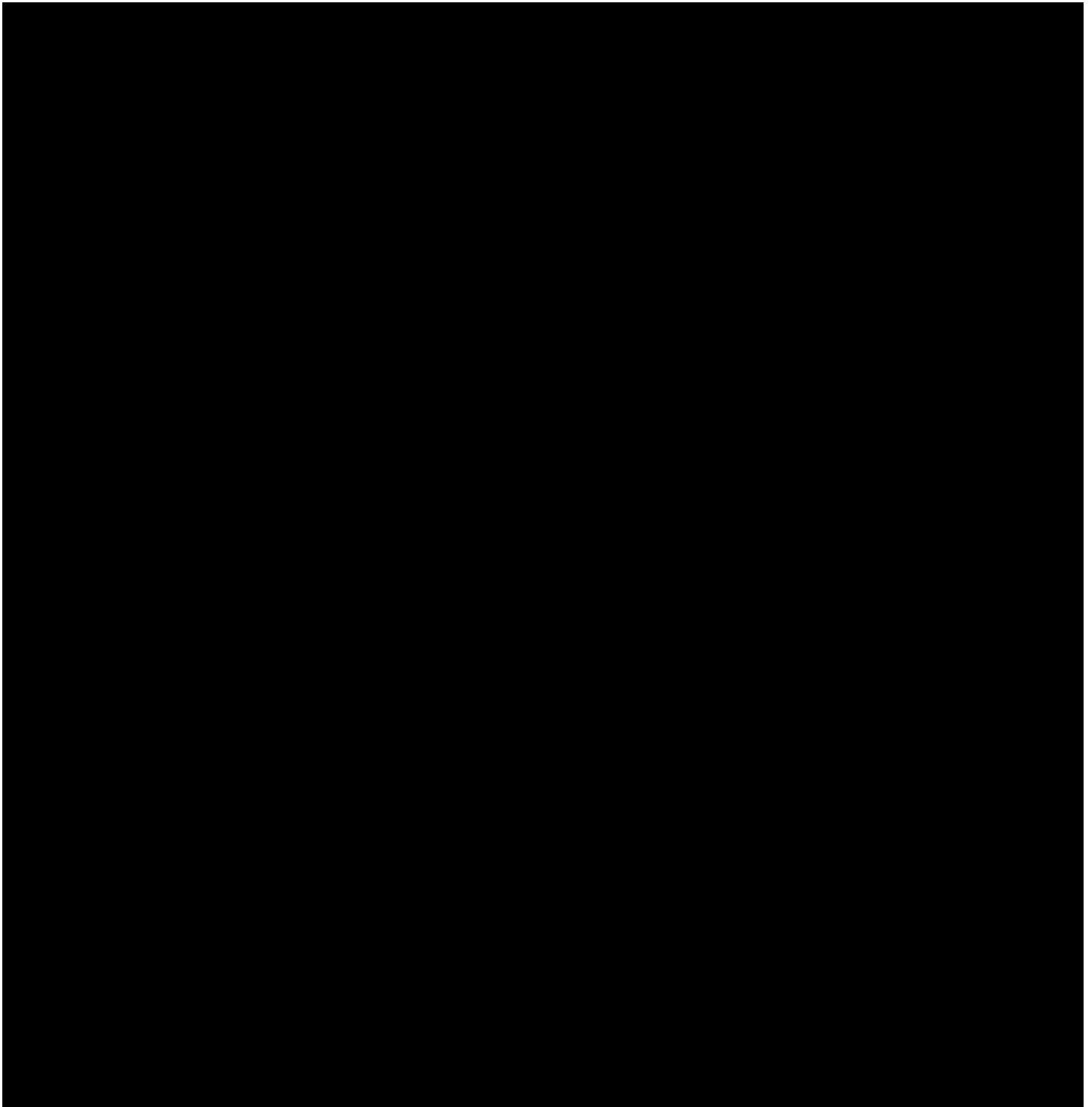
## 10.2 Marine Terminals

10.2 Please provide documentation to demonstrate site control for all marine terminals and other waterfront facilities that will be used to stage, assemble, and deploy the project for each stage of construction.

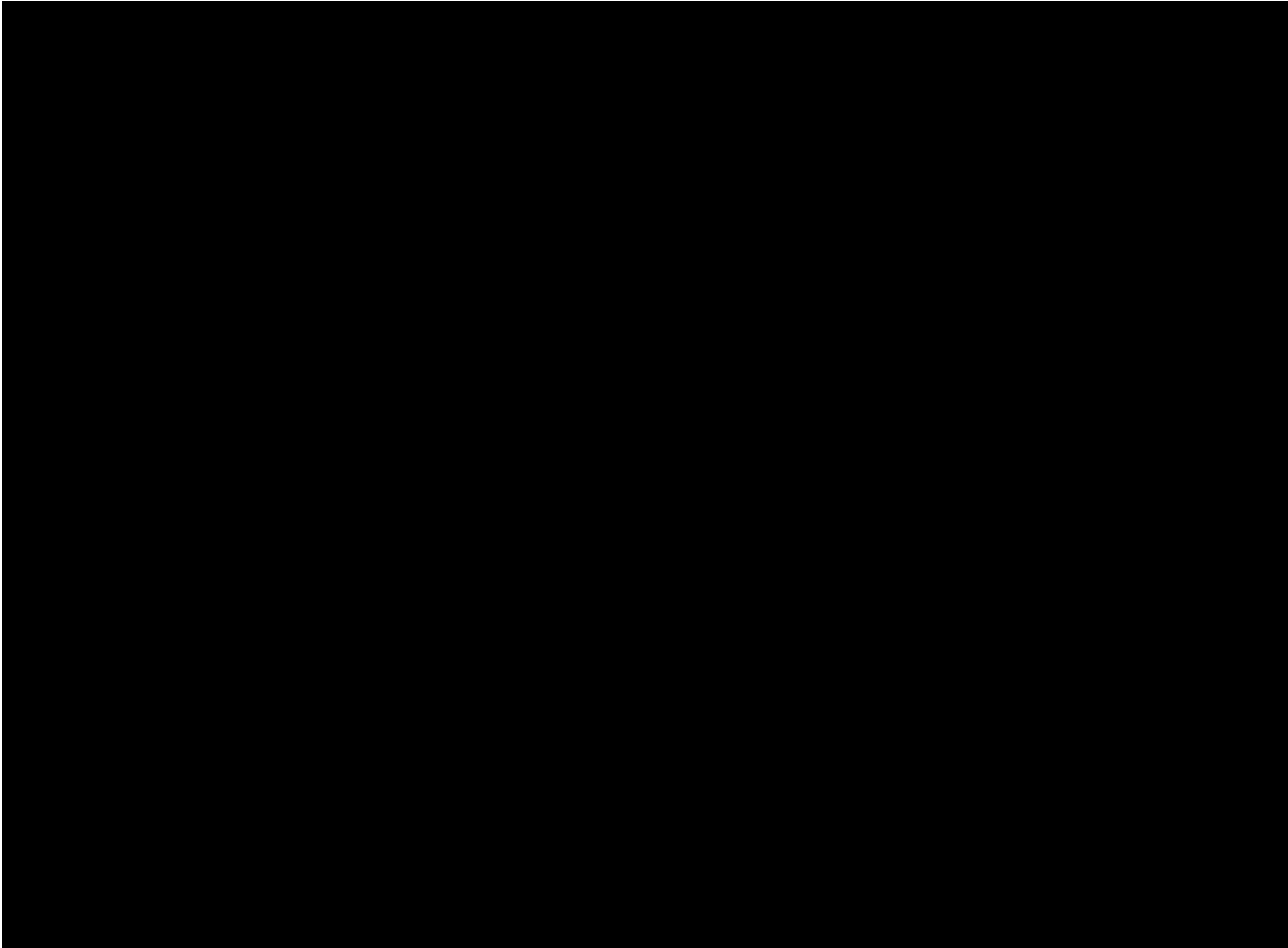
- i. Evidence that the bidder or the equipment/service provider have a valid lease, or option to lease, a marine terminal and/or waterfront facility for construction of the offshore wind energy project (e.g., by virtue of ownership or land development rights obtained from the owner).
- ii. If not available, describe the status of acquisition of real property rights for necessary marine terminal and/or waterfront facilities, 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 schedule. Provide any agreements, options, or other materials reflecting the bidder's efforts so far to secure real property rights (and any letters of intent to the extent signed agreements are not in place).
- iii. Identify any joint use of existing or proposed real property rights for marine terminal or waterfront facilities.

[REDACTED] the Project continues to identify the most cost-effective locations for staging, assembling, and deploying the Project [REDACTED]

[REDACTED] For each of these port facilities, key criteria such as size, air draft, horizontal clearance, and depth at berth have been evaluated.







[REDACTED]

Mayflower Wind continues to work with local stakeholders to identify how these port facilities could be utilized for the Project in a manner that is most complementary to the long-term growth and development goals of the region, port officials, local businesses [REDACTED] [REDACTED] and the local community.


[REDACTED]

10.3 Please describe the proposed approach for staging and deployment of major project components to the project site. Indicate the number, type and size of vessels that will be used, and their respective roles, as well as projected timing of their use. Please include specific information on how the bidder's deployment strategy will conform to requirements of the Merchant Marine Act of 1920 (the Jones Act).

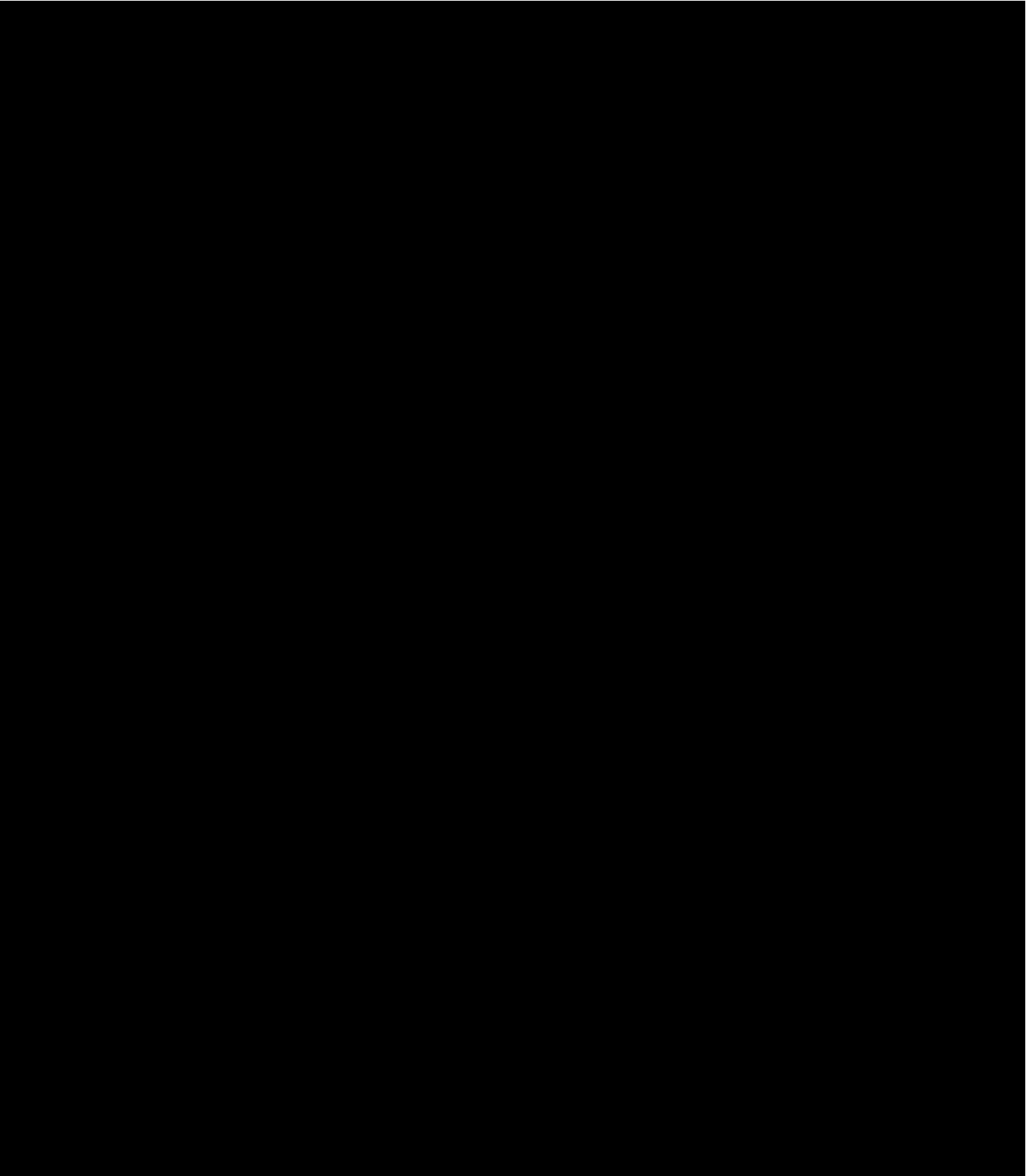
[REDACTED] Shell operates one of the largest marine fleets in the world and has extensive experience with Jones Act compliance in the United States. This expertise in vessels, combined with the learnings of the Sponsors from delivering nearly 1,400 MW of offshore wind energy projects globally by the end of 2021, will be applied to the deployment of the Mayflower Wind Project. Mayflower Wind is supplementing this experience through continued engagement with top-tier, world-class wind installation contractors. [REDACTED]

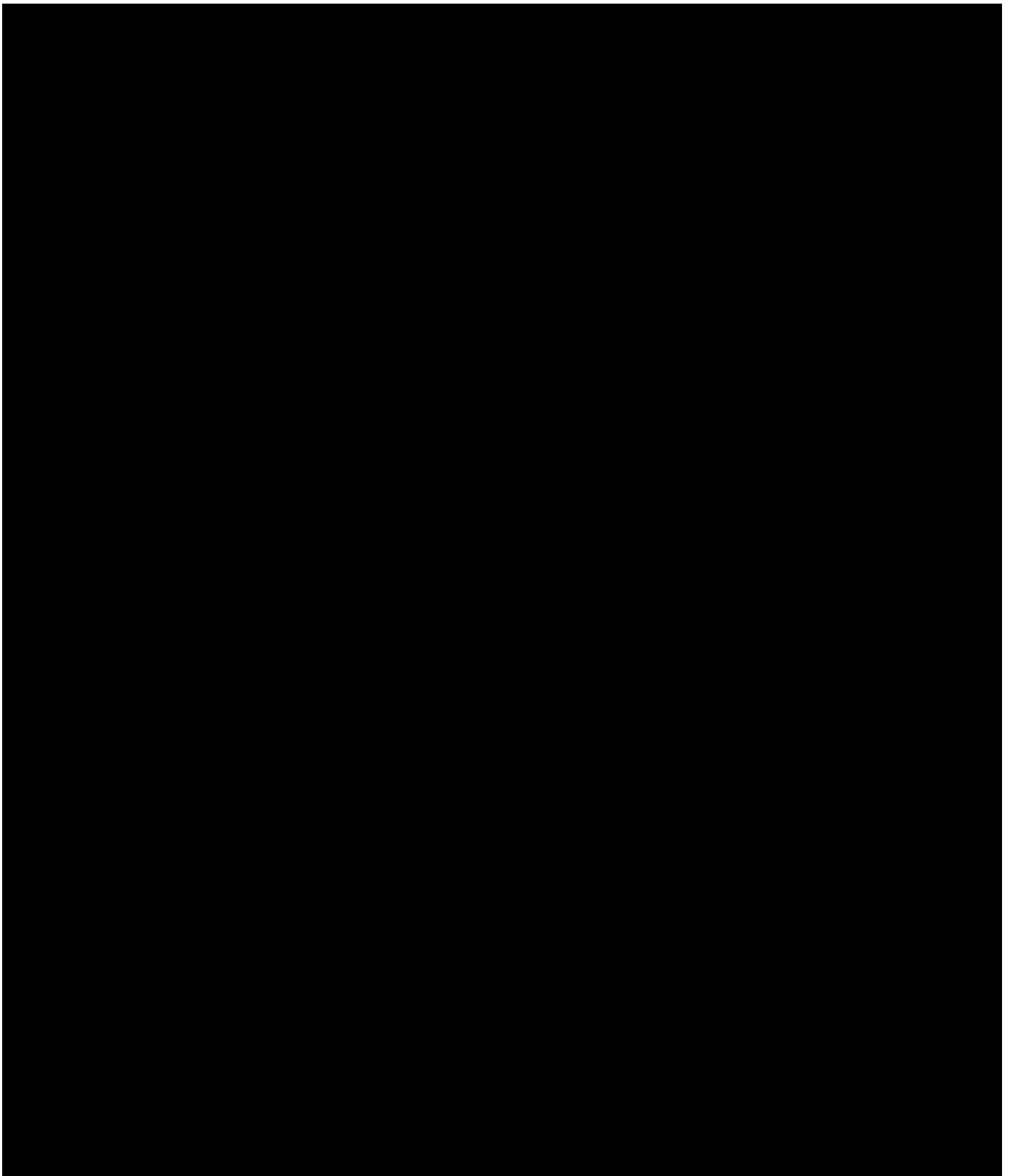
Mayflower Wind recognizes that the Outer Continental Shelf is governed by a complex regulatory framework that is managed by multiple agencies and government stakeholders and includes requirements to comply with the Jones Act. Mayflower Wind has experience with, and has identified best practices for, offshore construction, marine logistics, and Jones Act compliance. This experience will be directly applied to all elements of the Project to ensure compliance with the Jones Act.

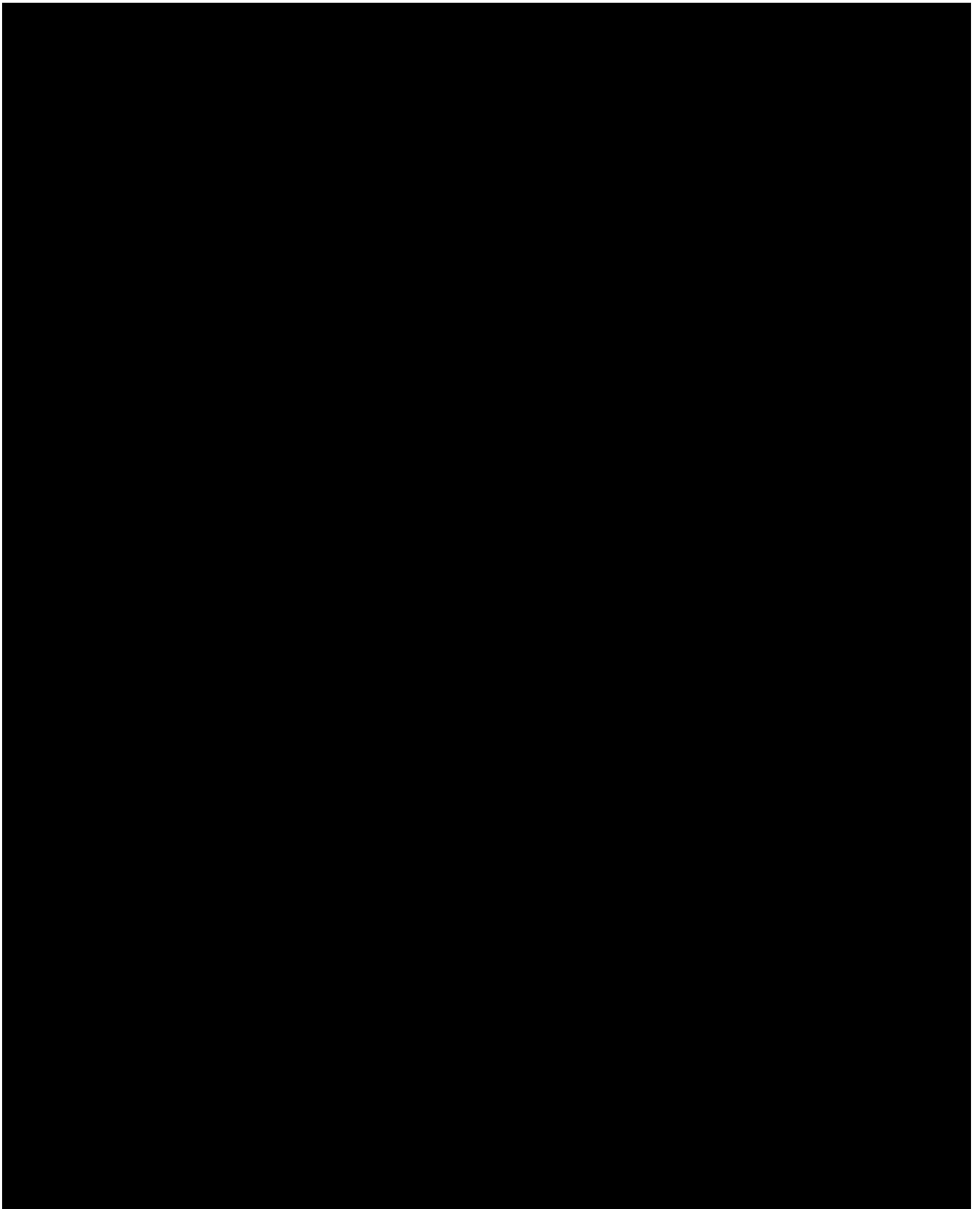
[REDACTED]

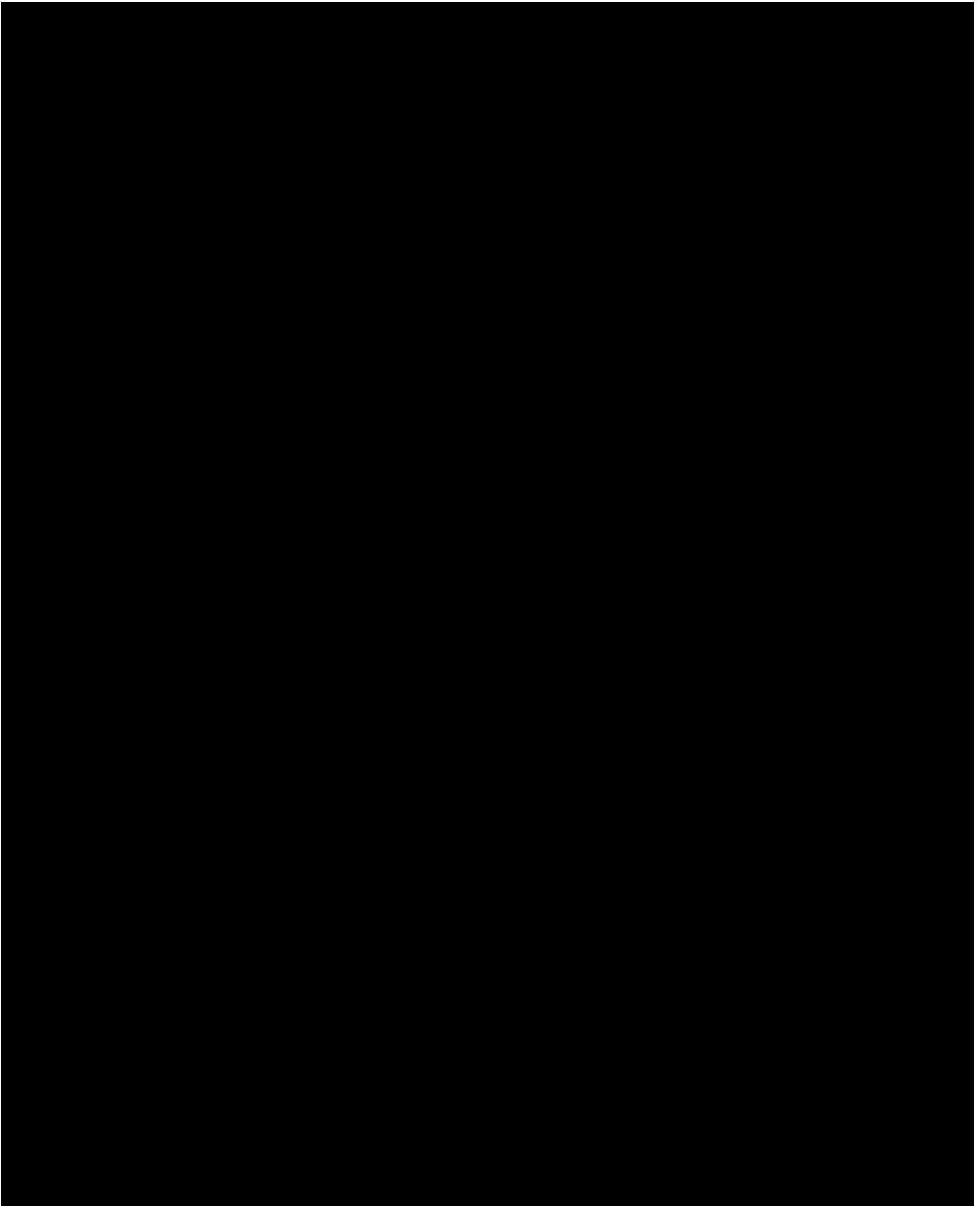


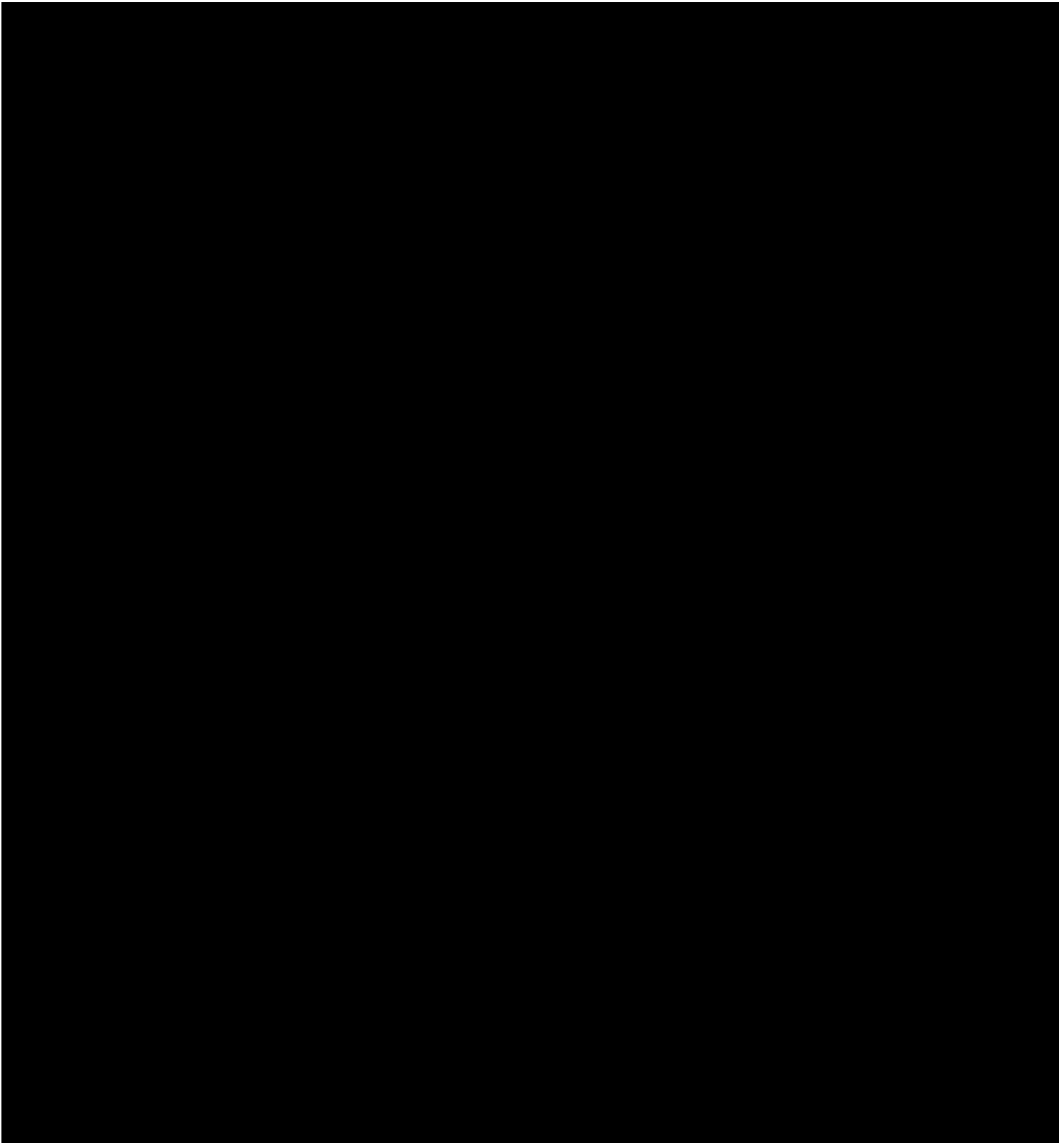
The proposed approach for the deployment of the Project's WTG foundations will follow current industry best practices, and includes the following:



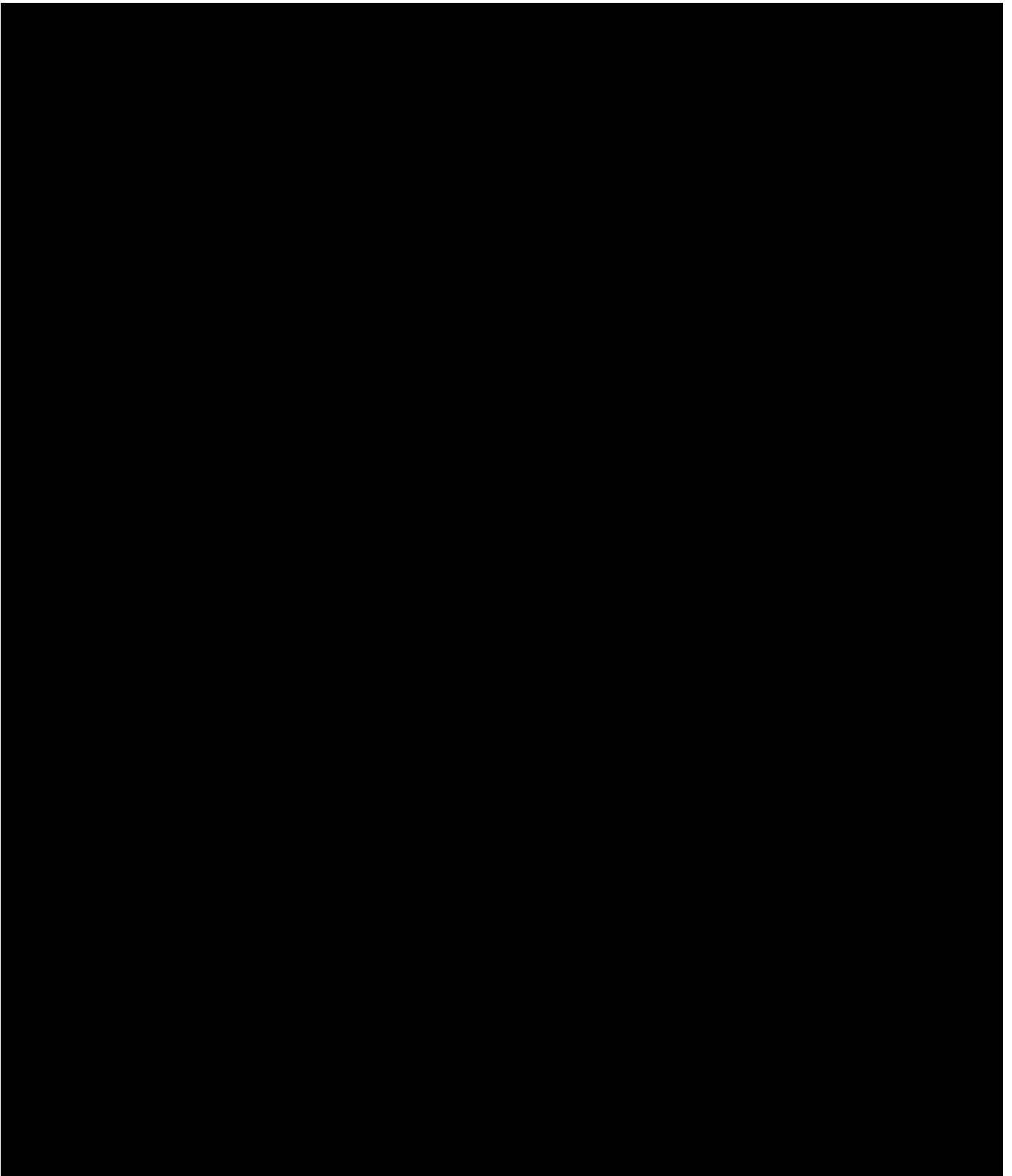


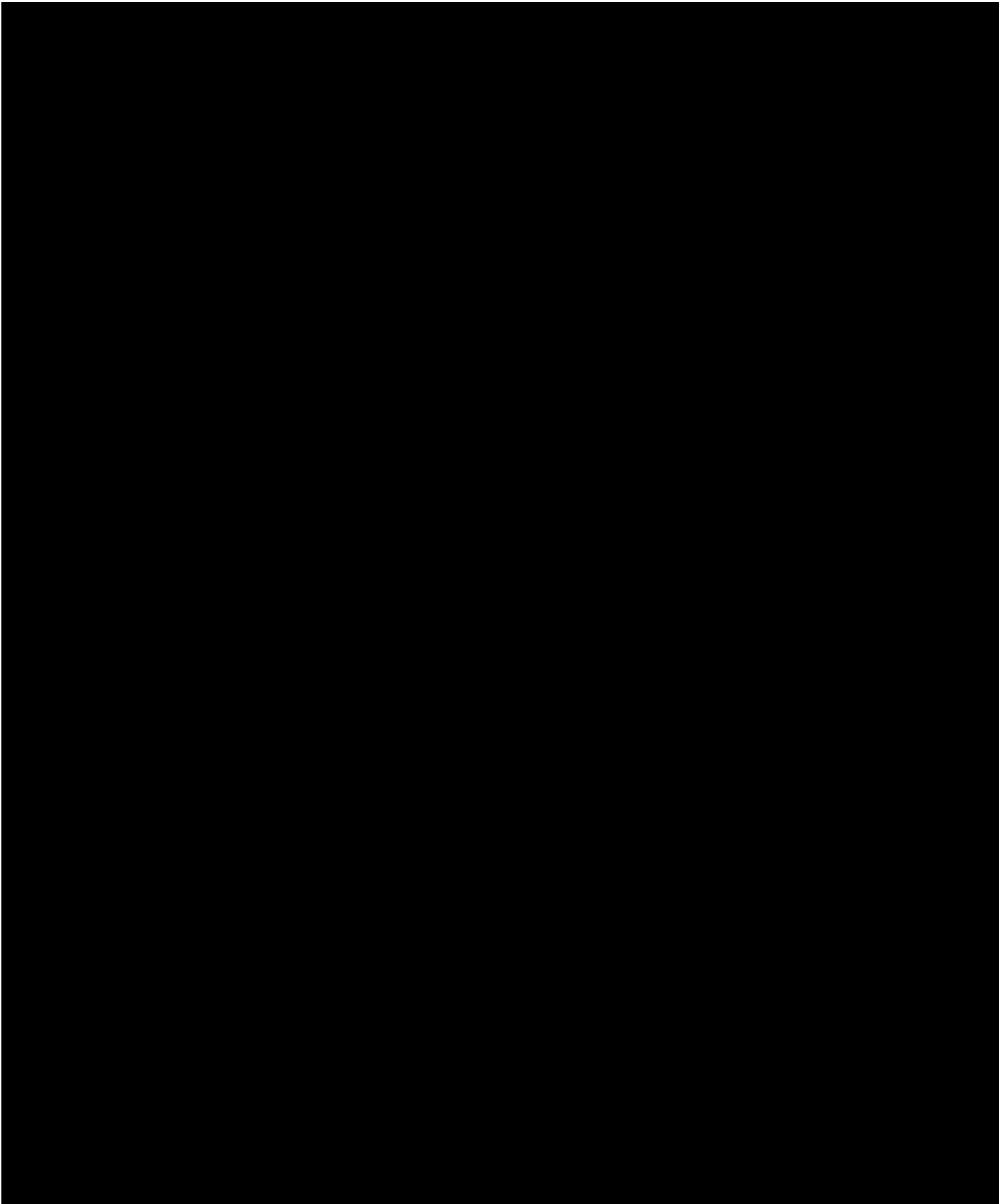


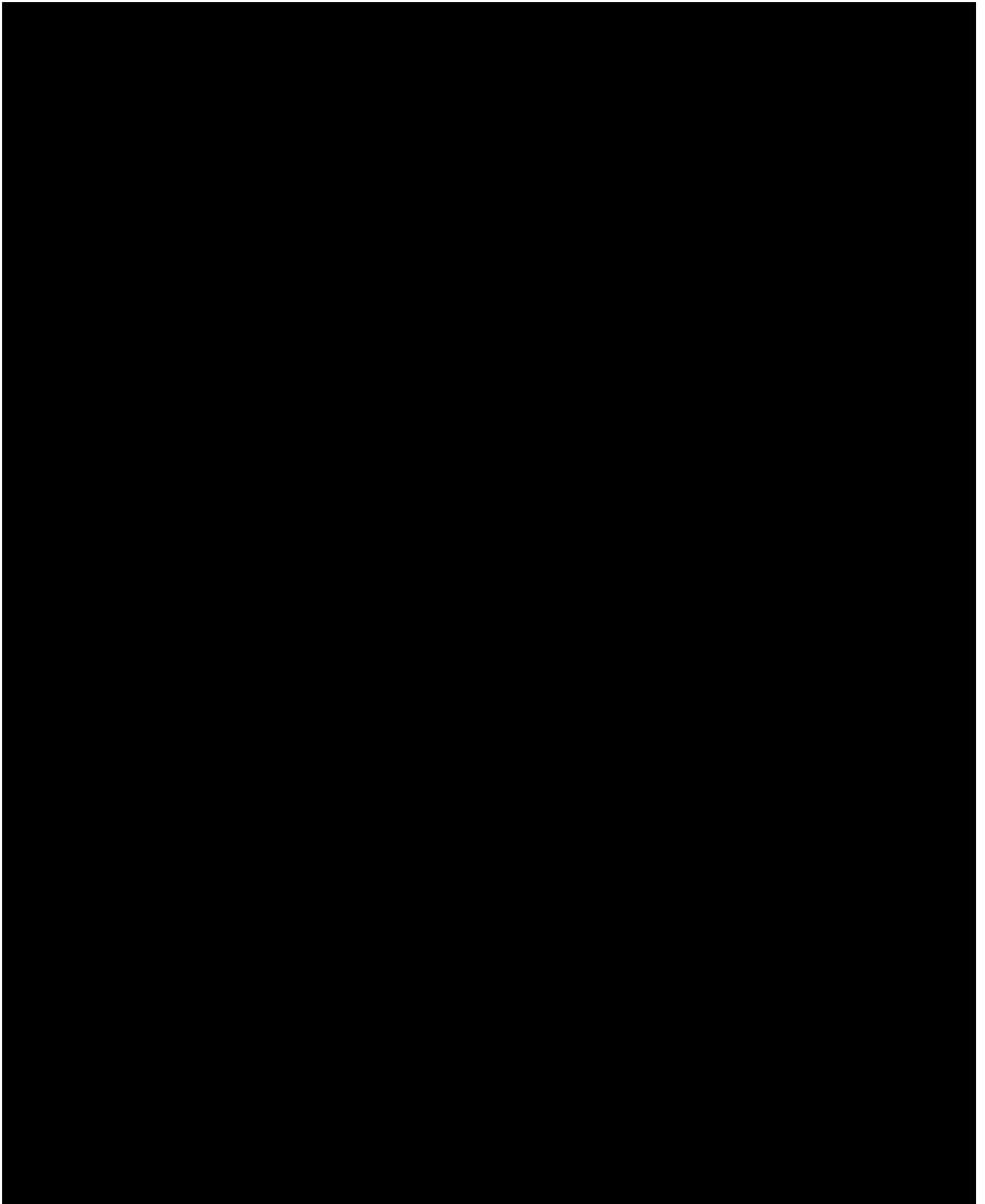


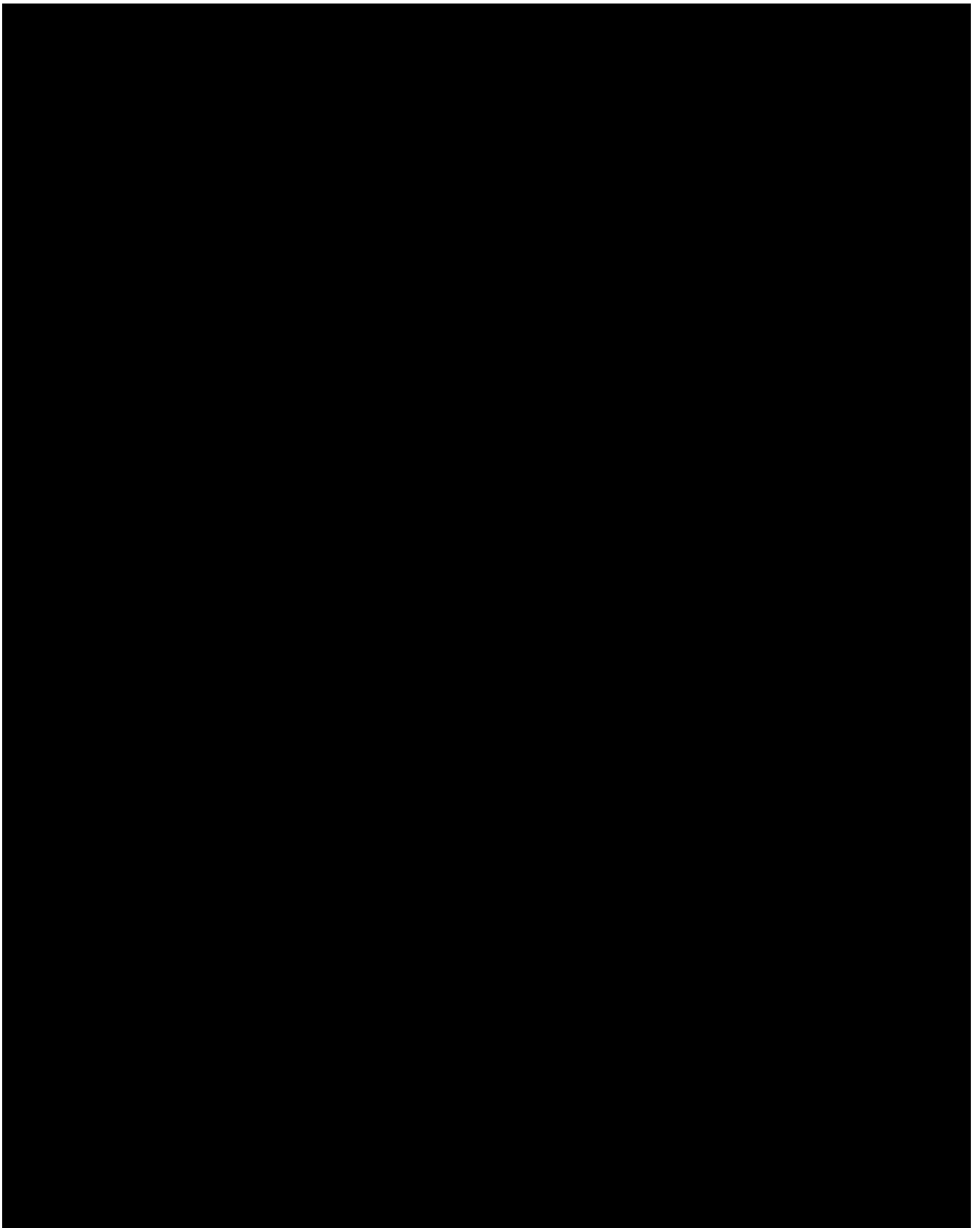


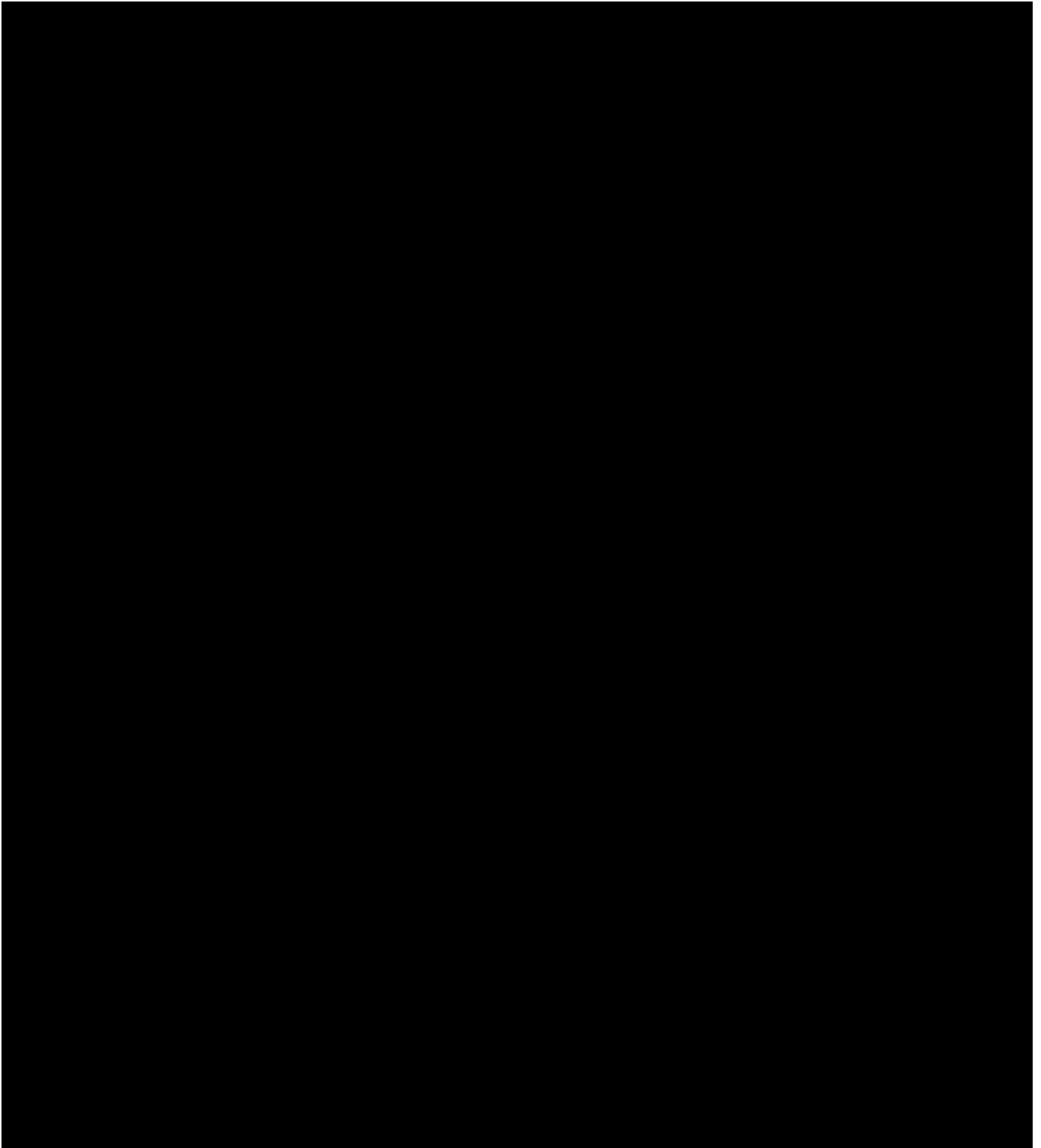


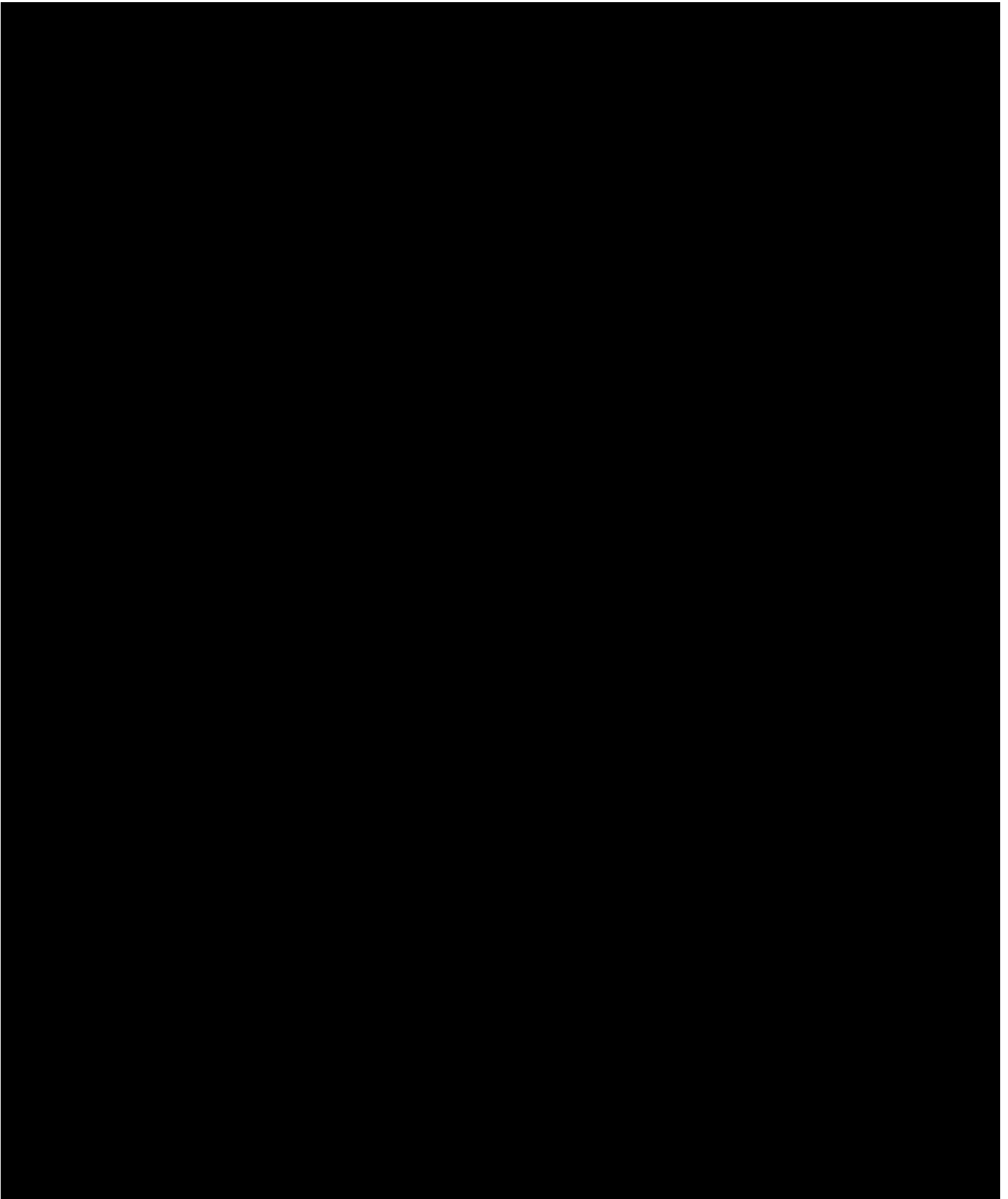


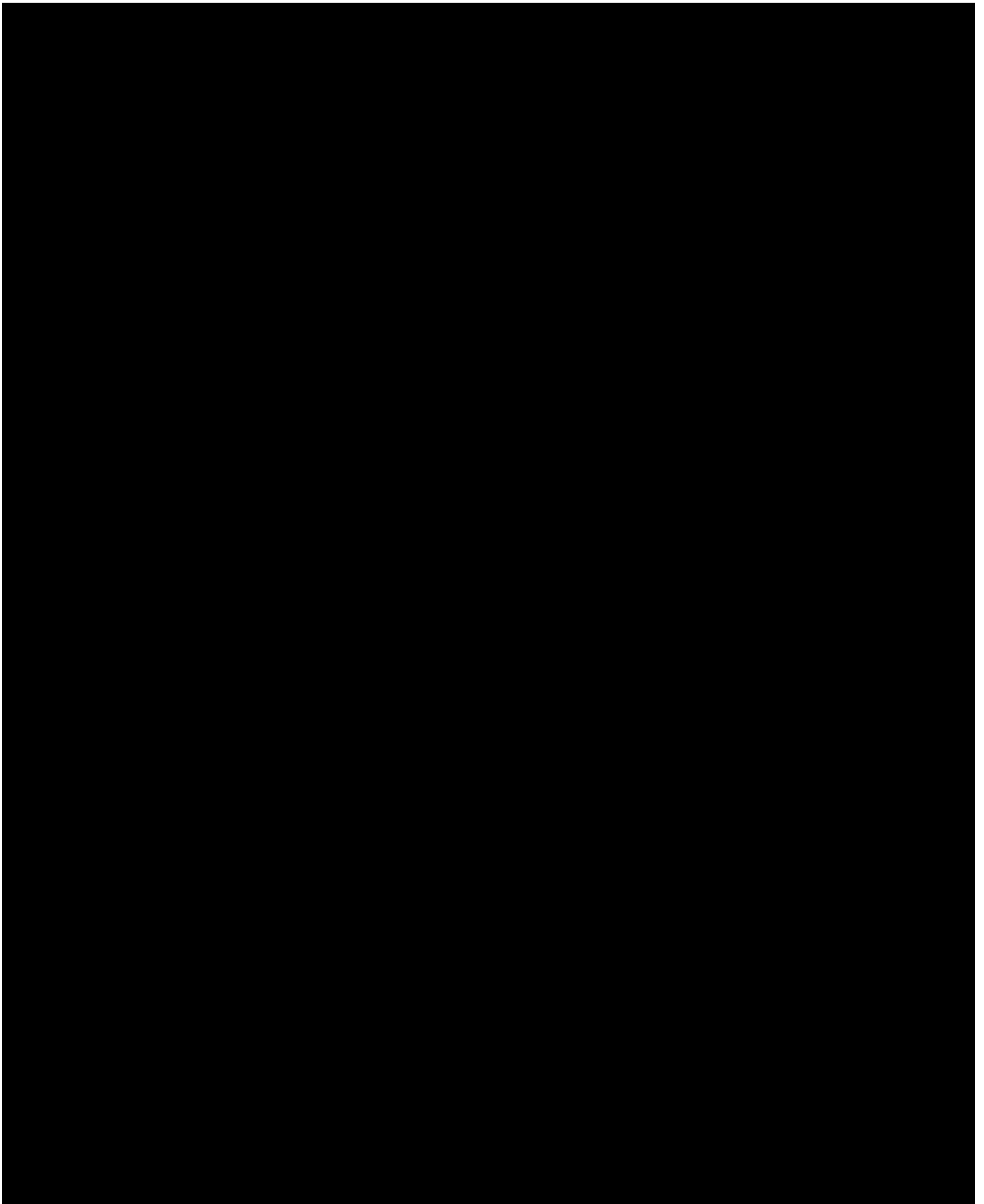


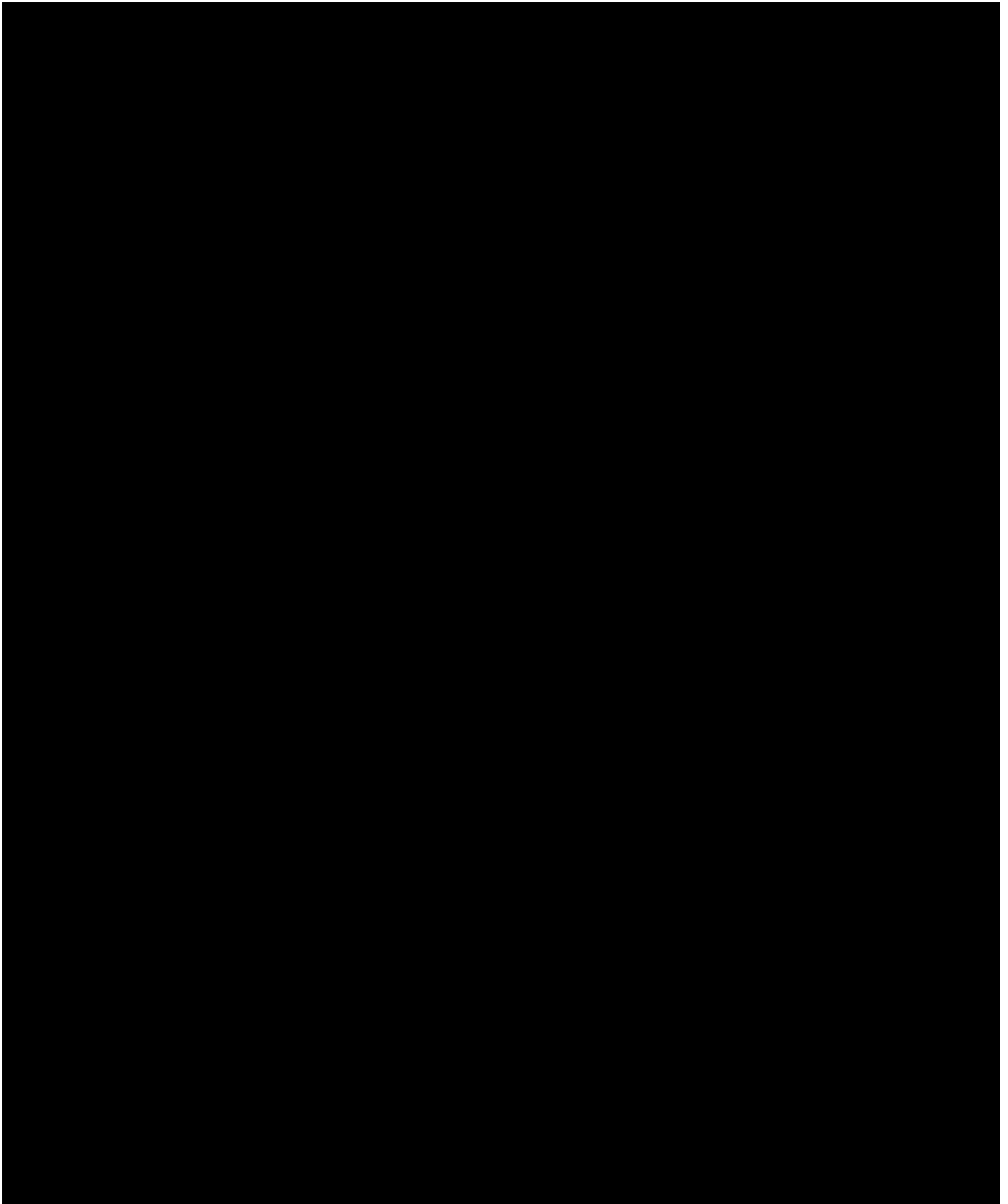






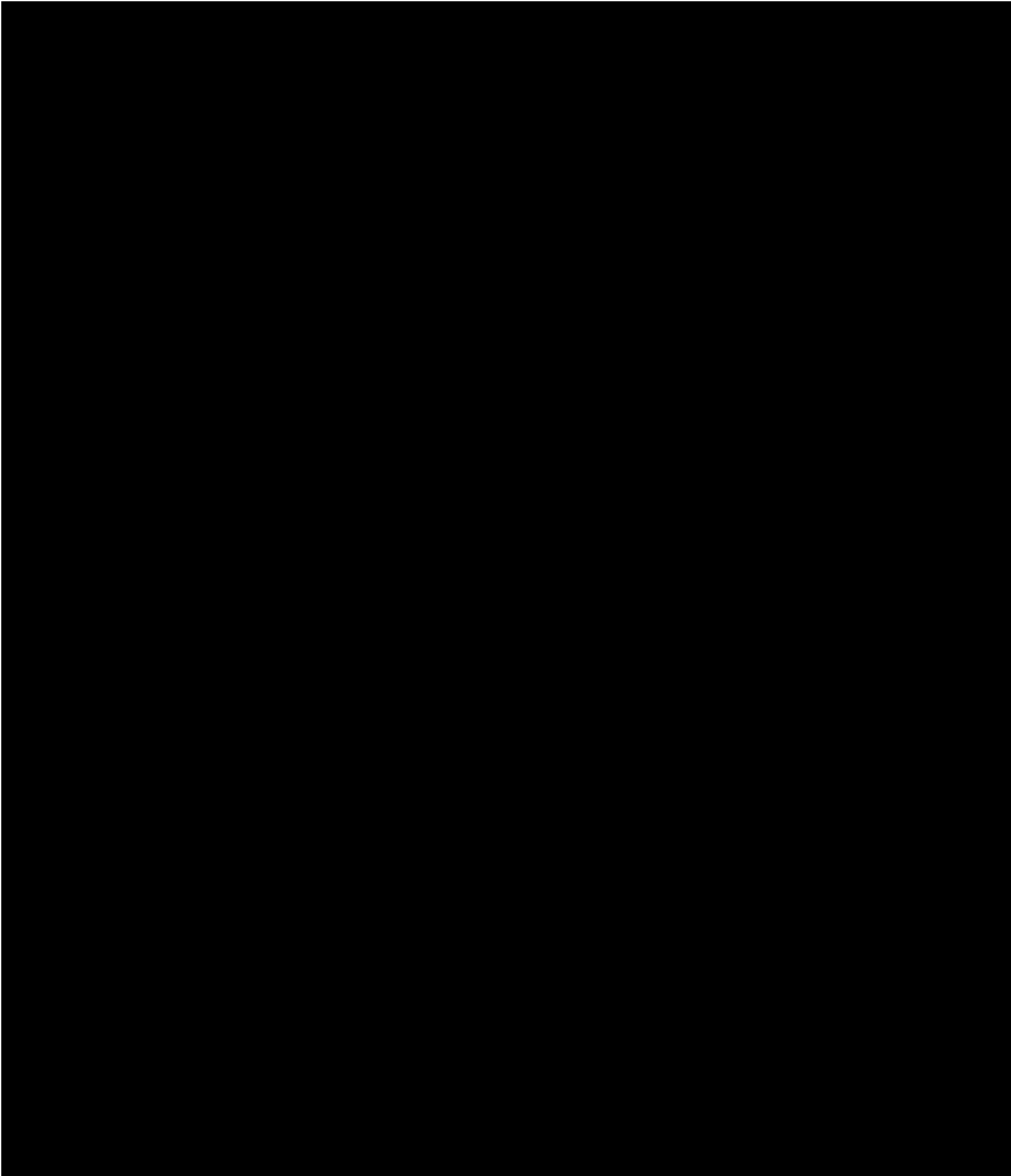


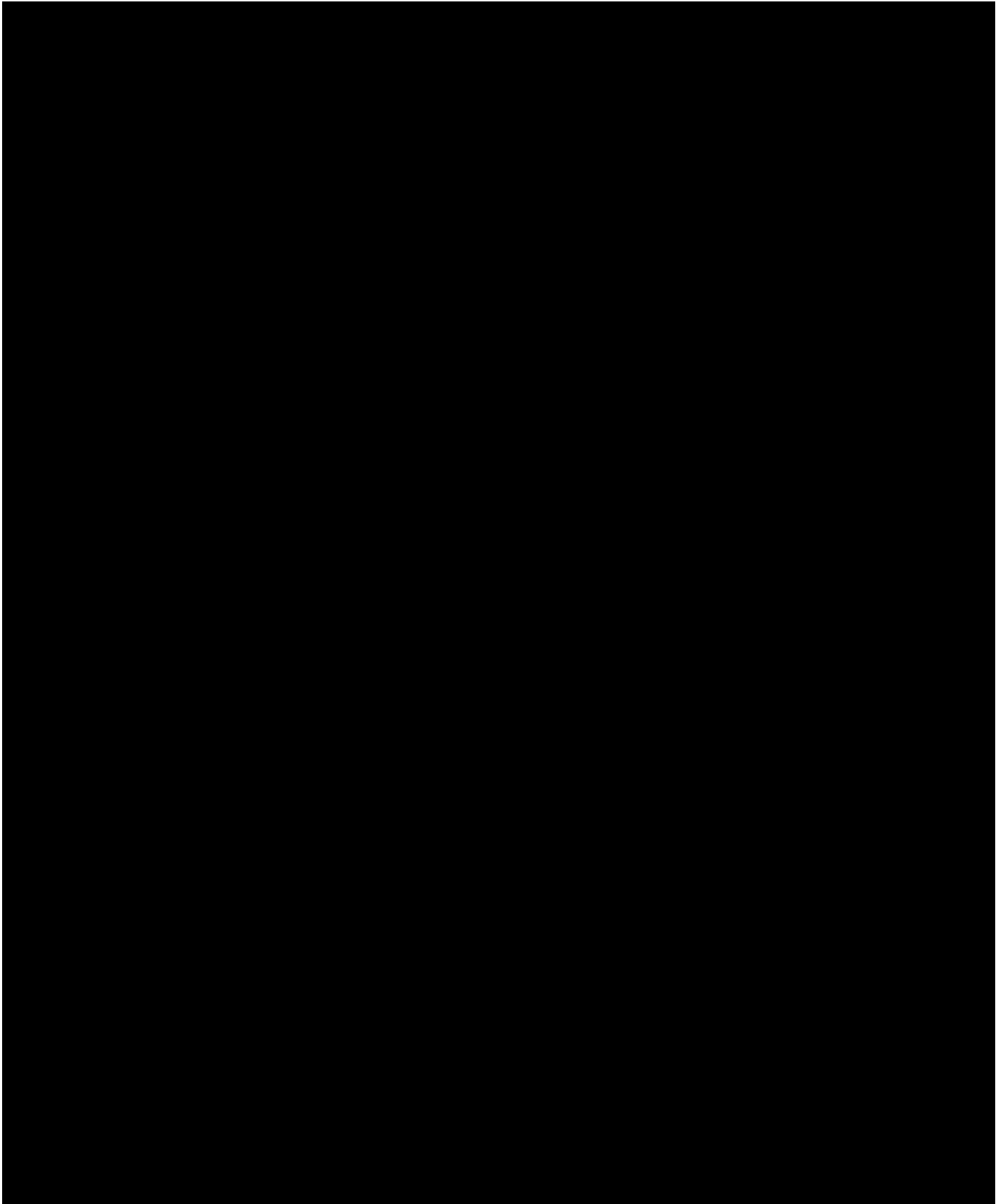


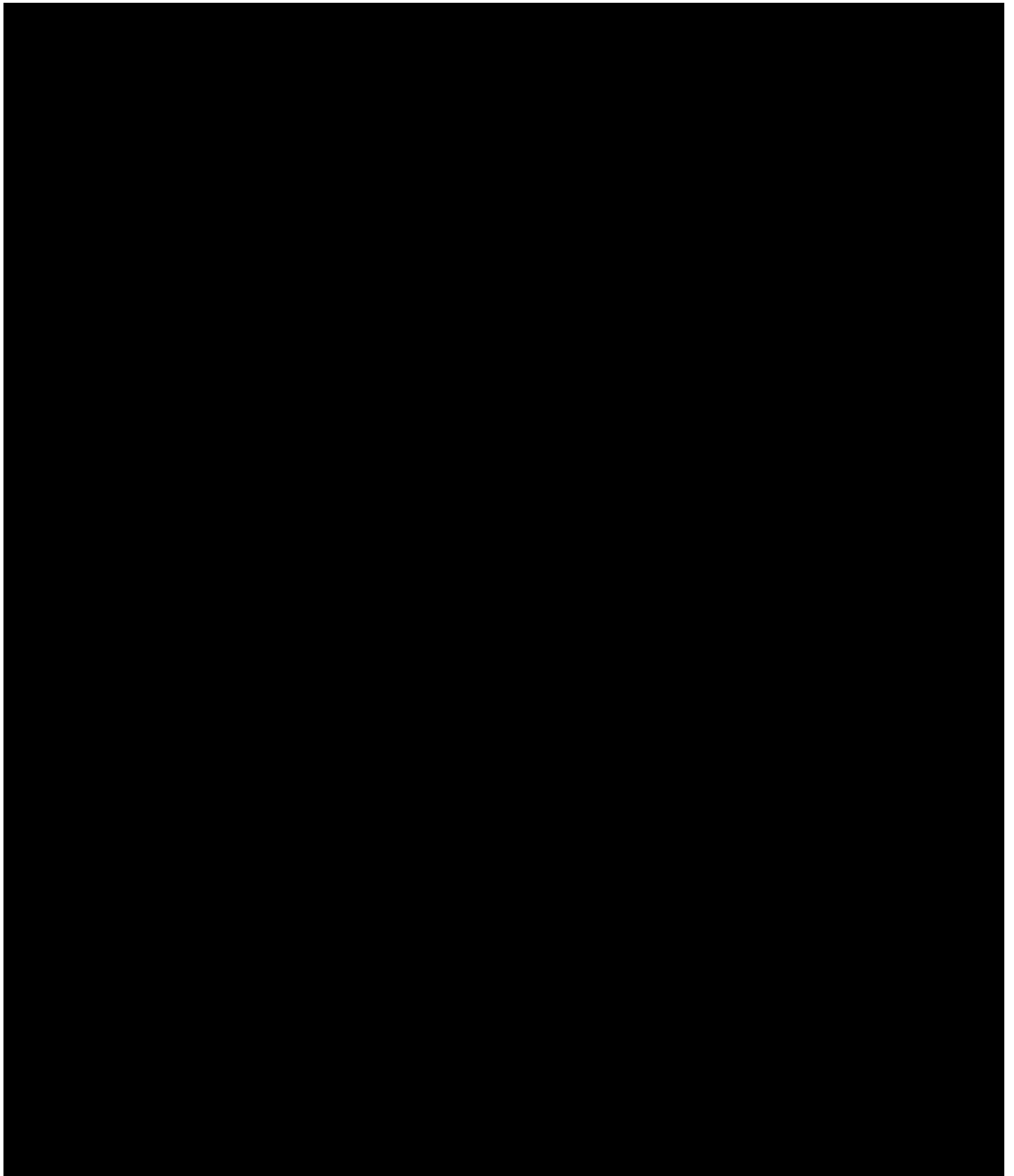


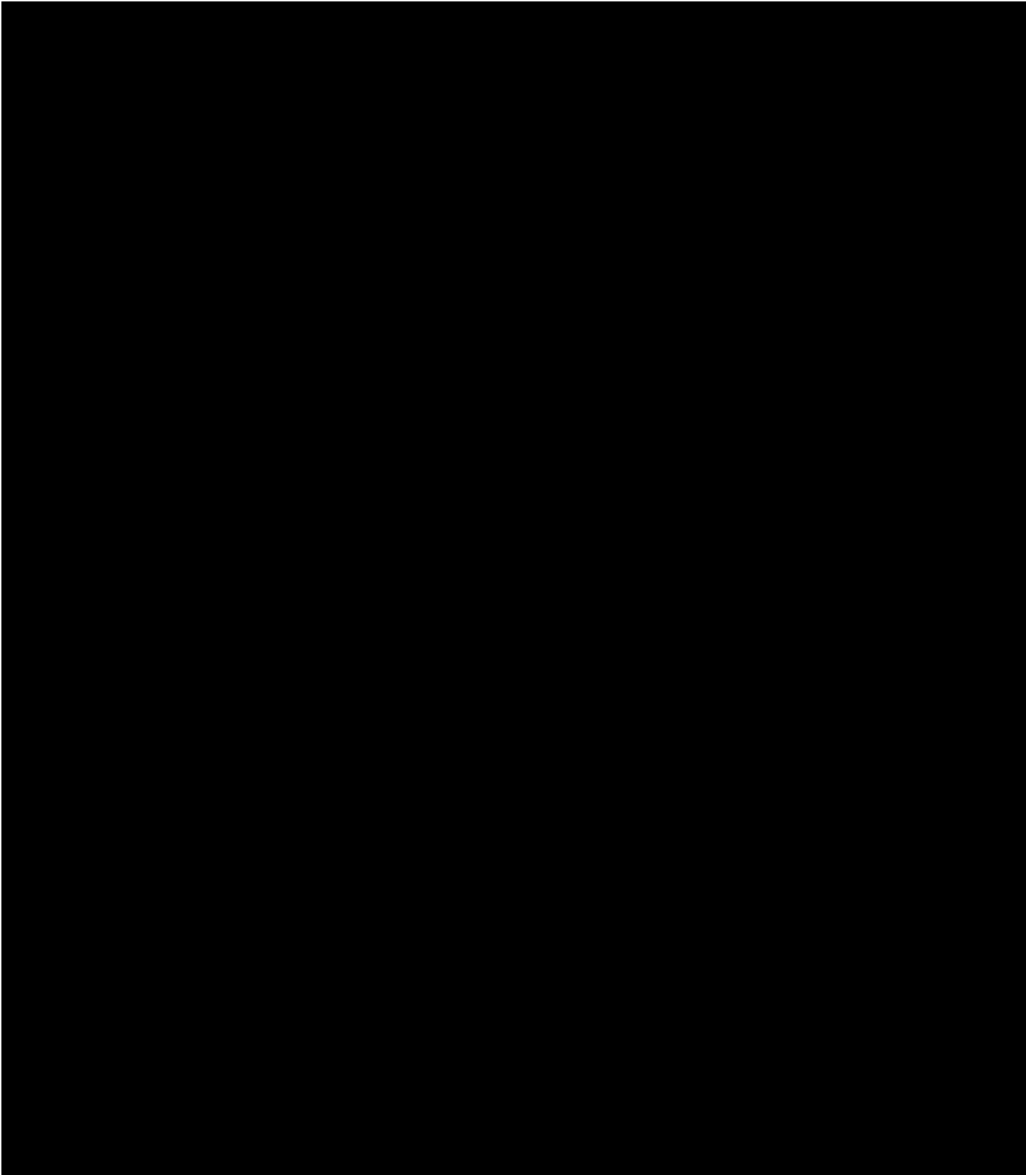


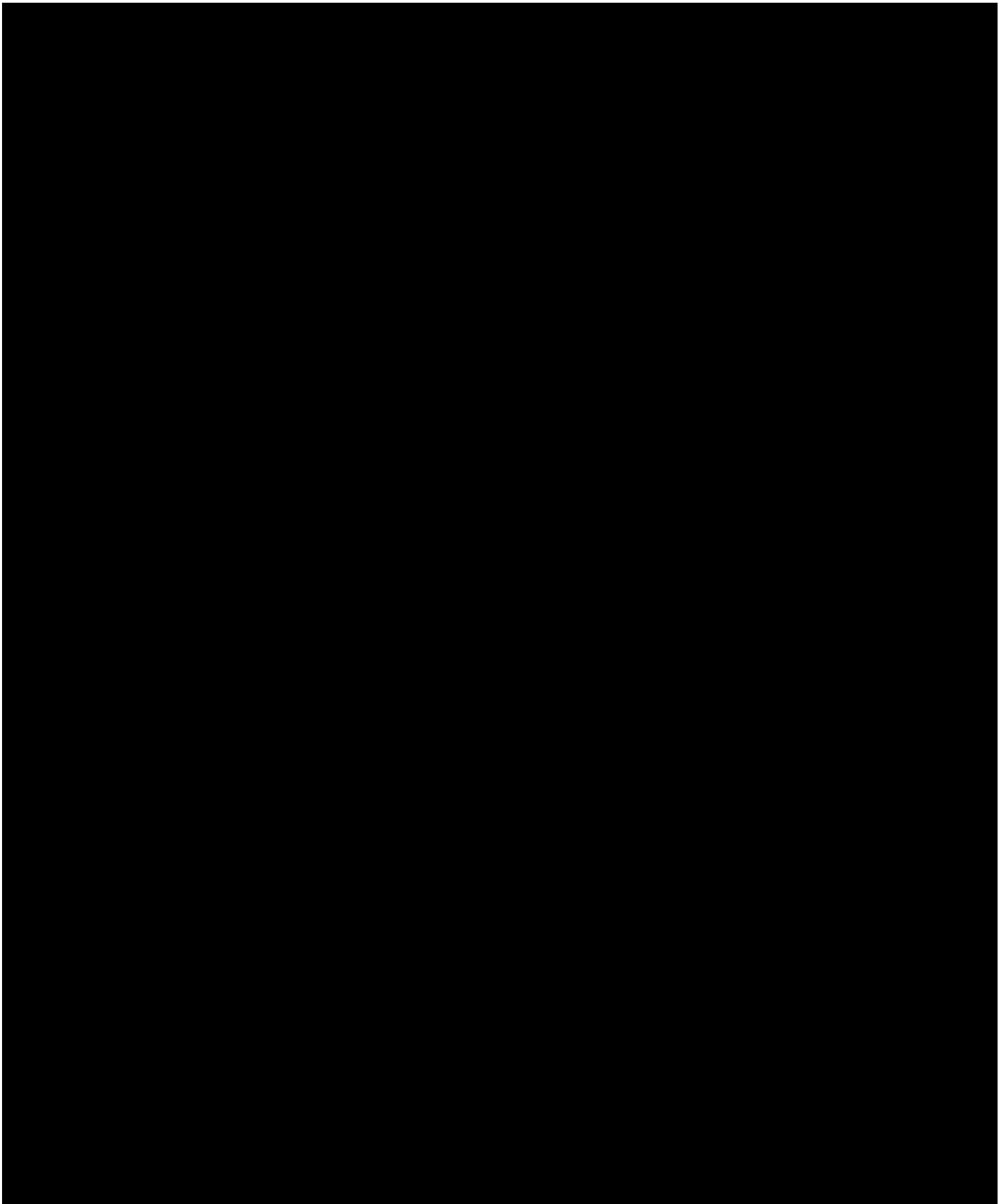


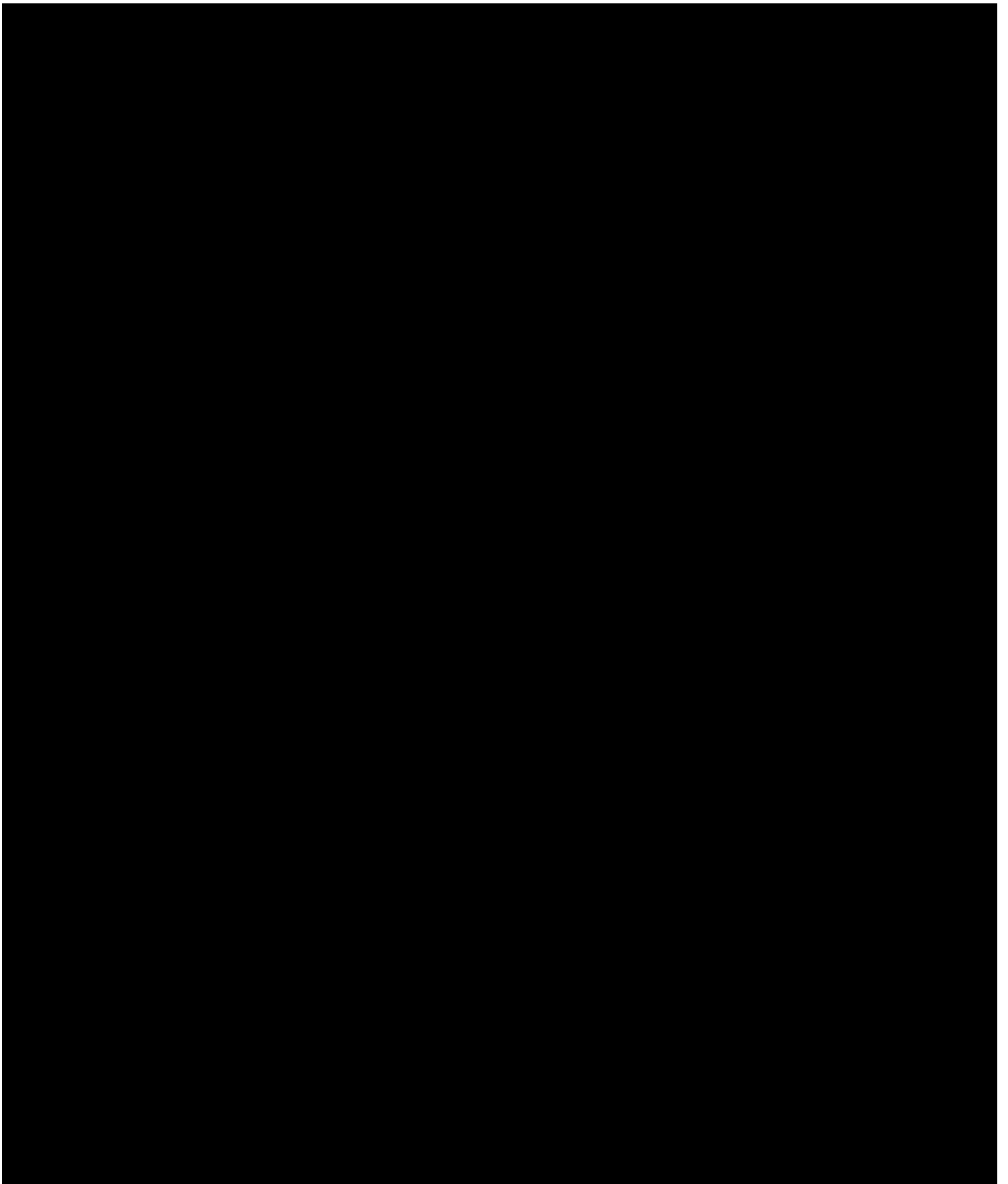






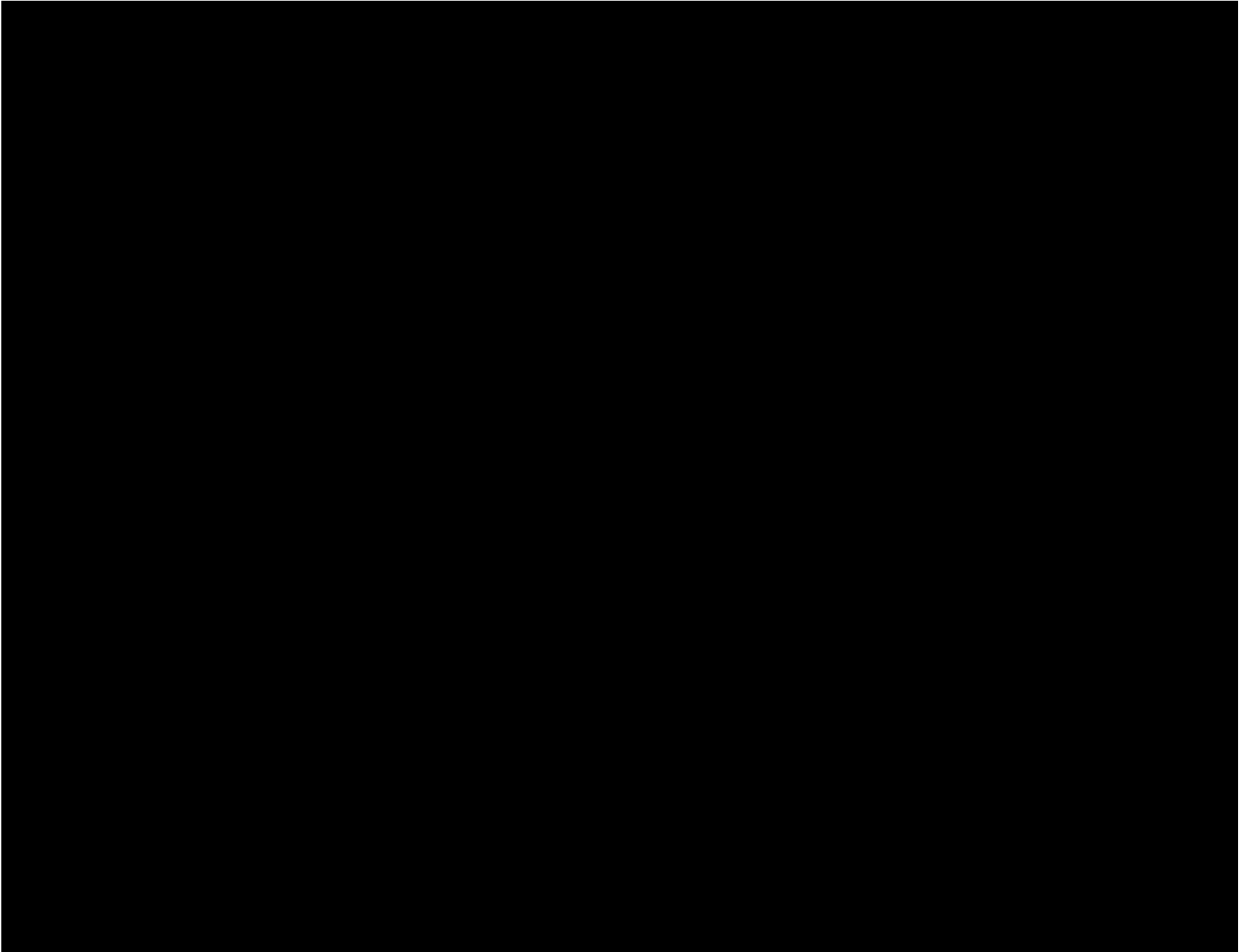


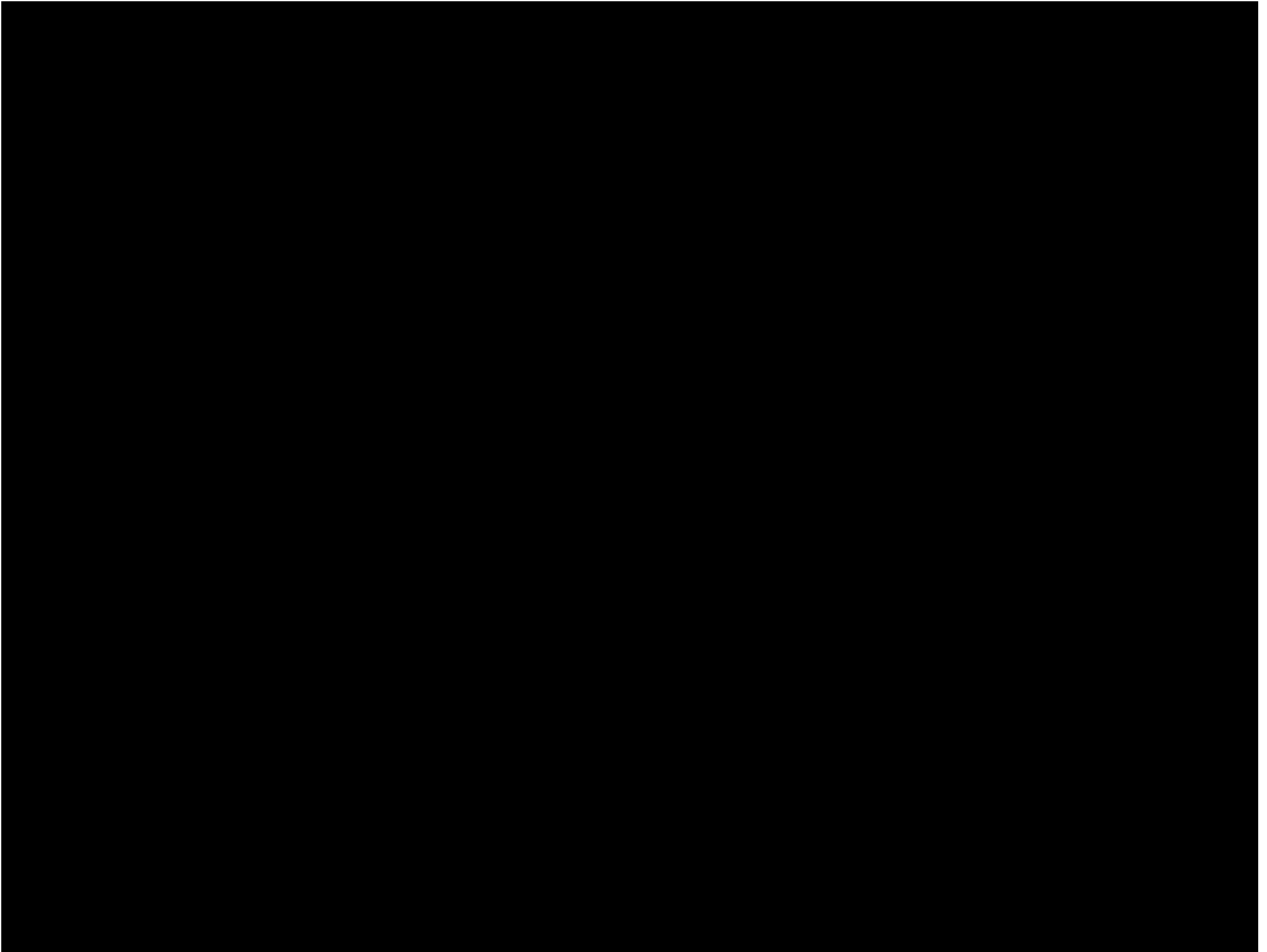


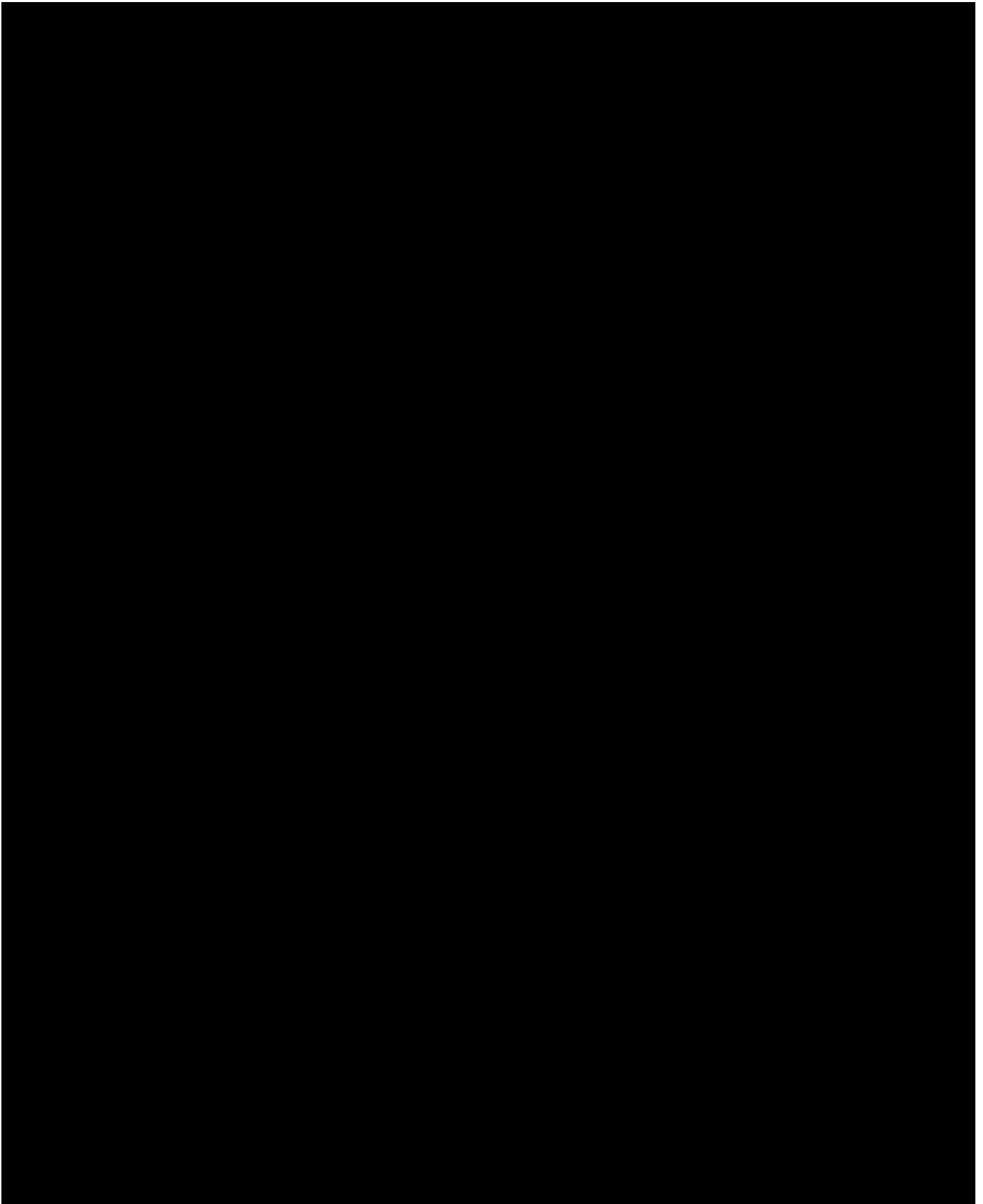


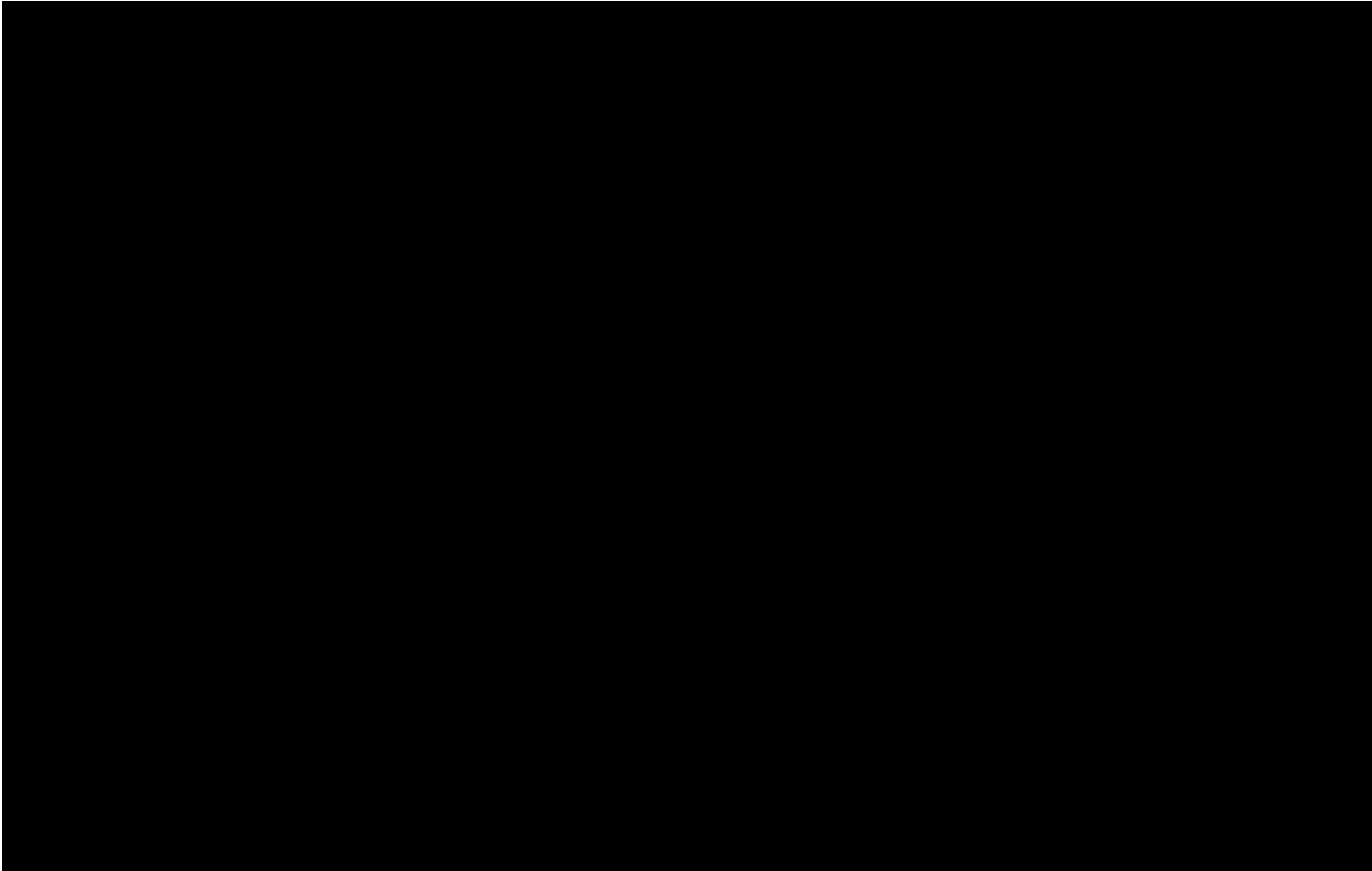




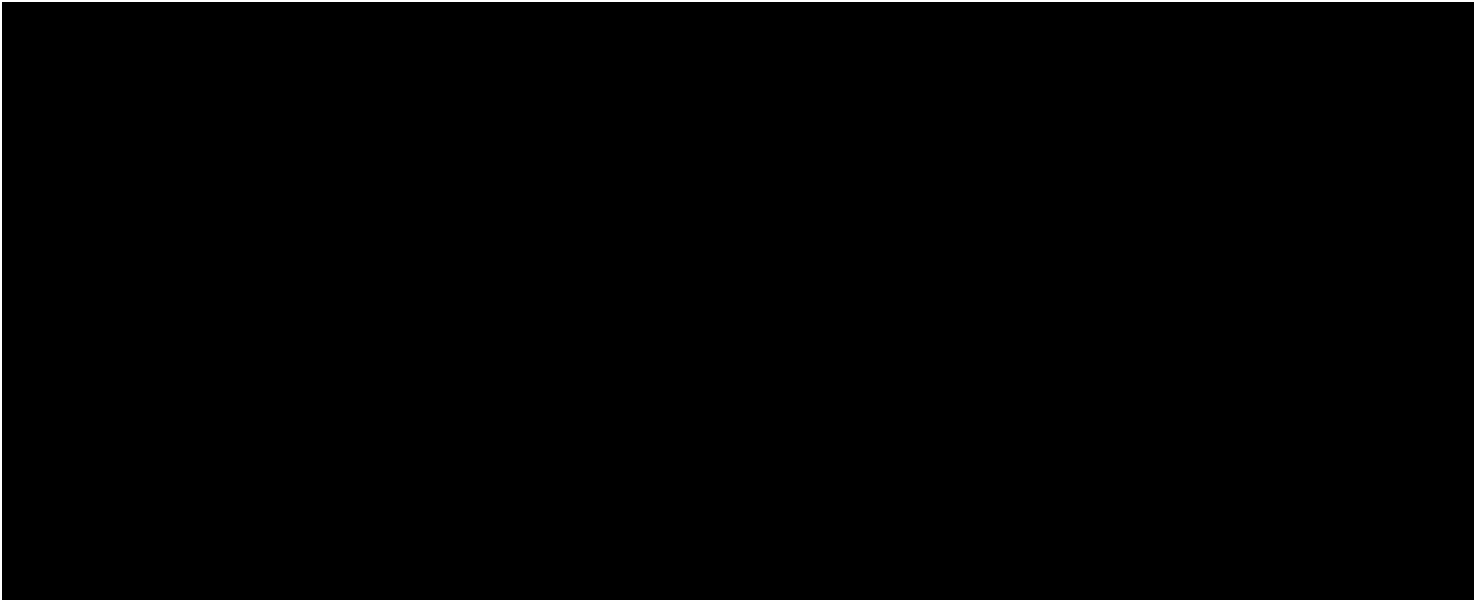


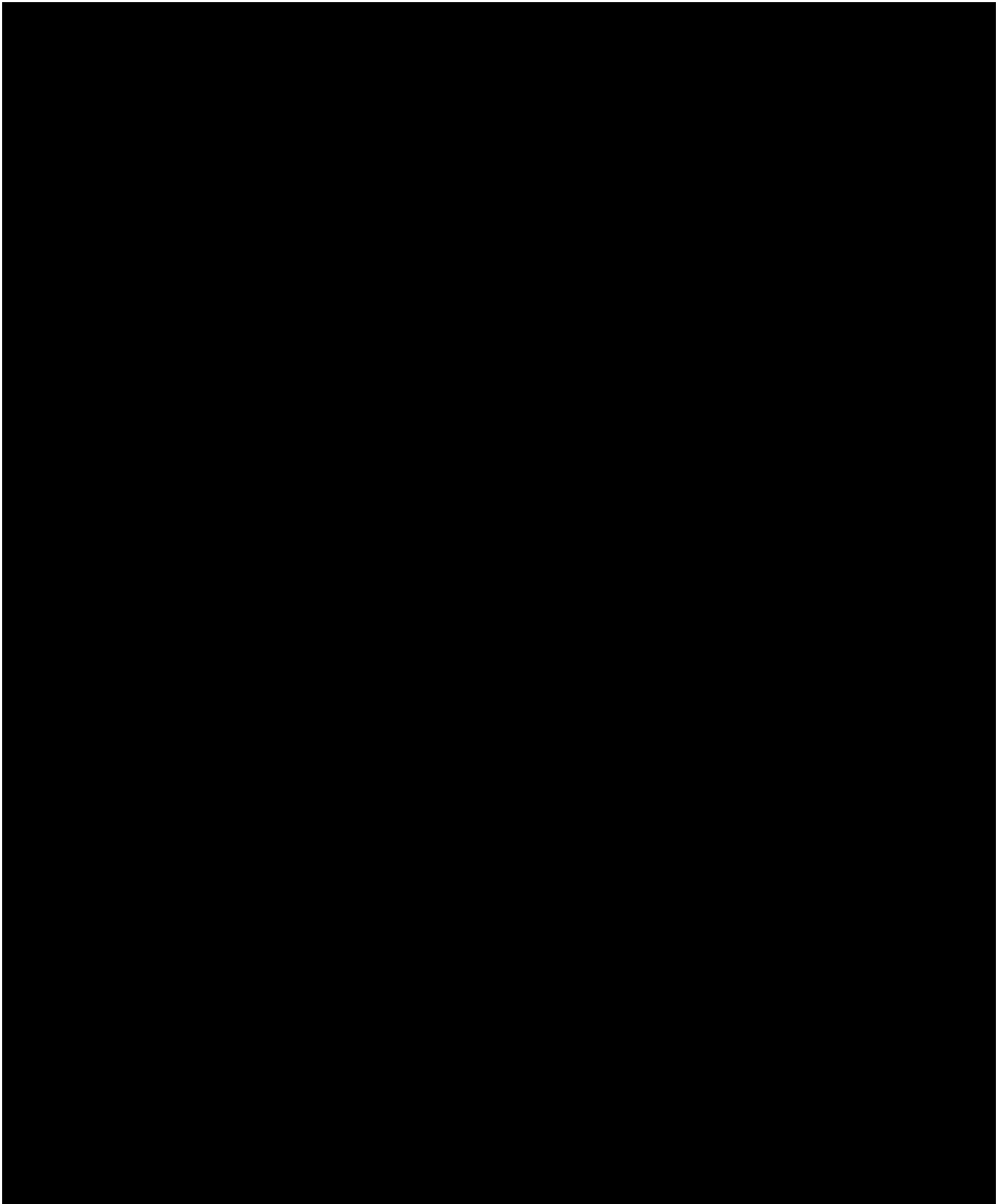






Commissioning will take place in two phases: Cold (prior to energization) and Hot (post-energization). Cold commissioning will consist of a combination of visual inspections and tests performed on project components and systems to verify system integrity and the operation of control and safety systems. Hot commissioning will occur following energization of the electrical system and involve high-voltage testing of equipment and overall electrical system functionality.





10.4 List the party (e.g. the bidder, or equipment/service providers under contract to the bidder) responsible for each deployment activity and describe the role of each party. Describe the status of bidder's contractual agreements with third-party equipment/service providers.

Mayflower Wind has identified the work packages and roles that require contracting and has begun advanced discussions with the major service providers [REDACTED] as well as specialist contractors who may be sub-contracted in an engineering, procurement, construction, and installation contracting strategy. [REDACTED]

## SECTION 11 OF APPENDIX A TO THE RFP OPERATIONS 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 of all aspects of the project during the term of the contract are preferred.

Mayflower Wind has invested more than two years of work in developing a comprehensive O&M plan for this Project, which will continue to be refined and will be based on a robust funding mechanism drawing from future project revenues. This O&M plan will ensure reliable operation of all aspects of the Project, personnel safety, optimized power generation in compliance with the PPA, and improved reliability of the Commonwealth of Massachusetts’ electric grid.

Mayflower Wind’s commitment to industry best practices, deployment of proven and innovative technology, and safe, cost-effective offshore wind operations is based on four key principles:

1. Ensure personnel safety and environmental stewardship are fundamental to operating the Project
2. Establish and implement a robust and effective O&M plan to ensure the highest possible WTG reliability, reducing downtime during peak demand and production periods
3. Apply the latest proven technologies [REDACTED] to reduce overall greenhouse gas emissions and deploy remote WTG diagnostics to reduce the amount of time that personnel must spend offshore
4. Utilize and grow local talent and supply chain to operate and maintain the Project sustainably.

Since securing the federal offshore Lease in late 2018 and in its interactions with industry and state and federal entities, Mayflower Wind has demonstrated a consistent commitment to responsible operatorship. Mayflower Wind commits to working in close coordination with all stakeholders while fulfilling the Lease, permitting, and regulatory requirements in a timely manner.

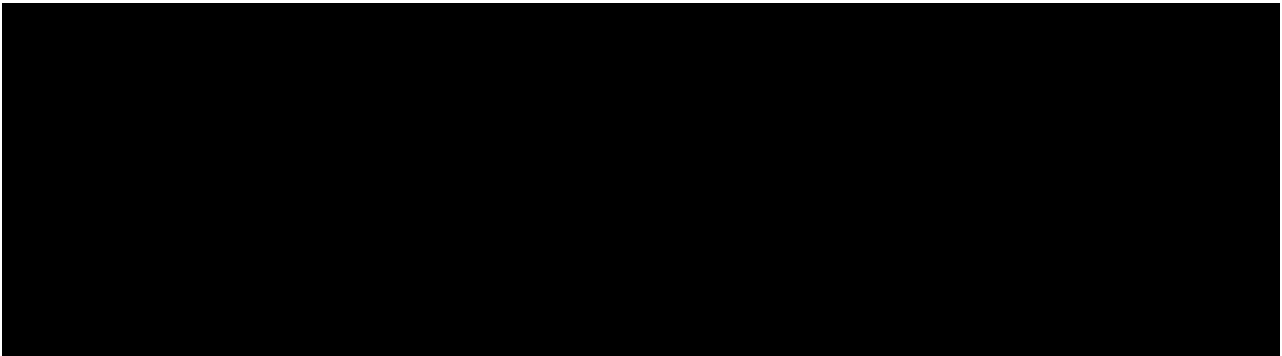
## 11.1 O&M Plan


11.1 Provide an O&M plan for the project that demonstrates the longterm operational viability of the proposed project. The plan should include the location of the O&M base, a discussion of the staffing levels proposed for the project, the expected role of the project sponsor or turbine manufacturer/outside contractor, scheduling of major maintenance activity, and the plan for testing equipment.

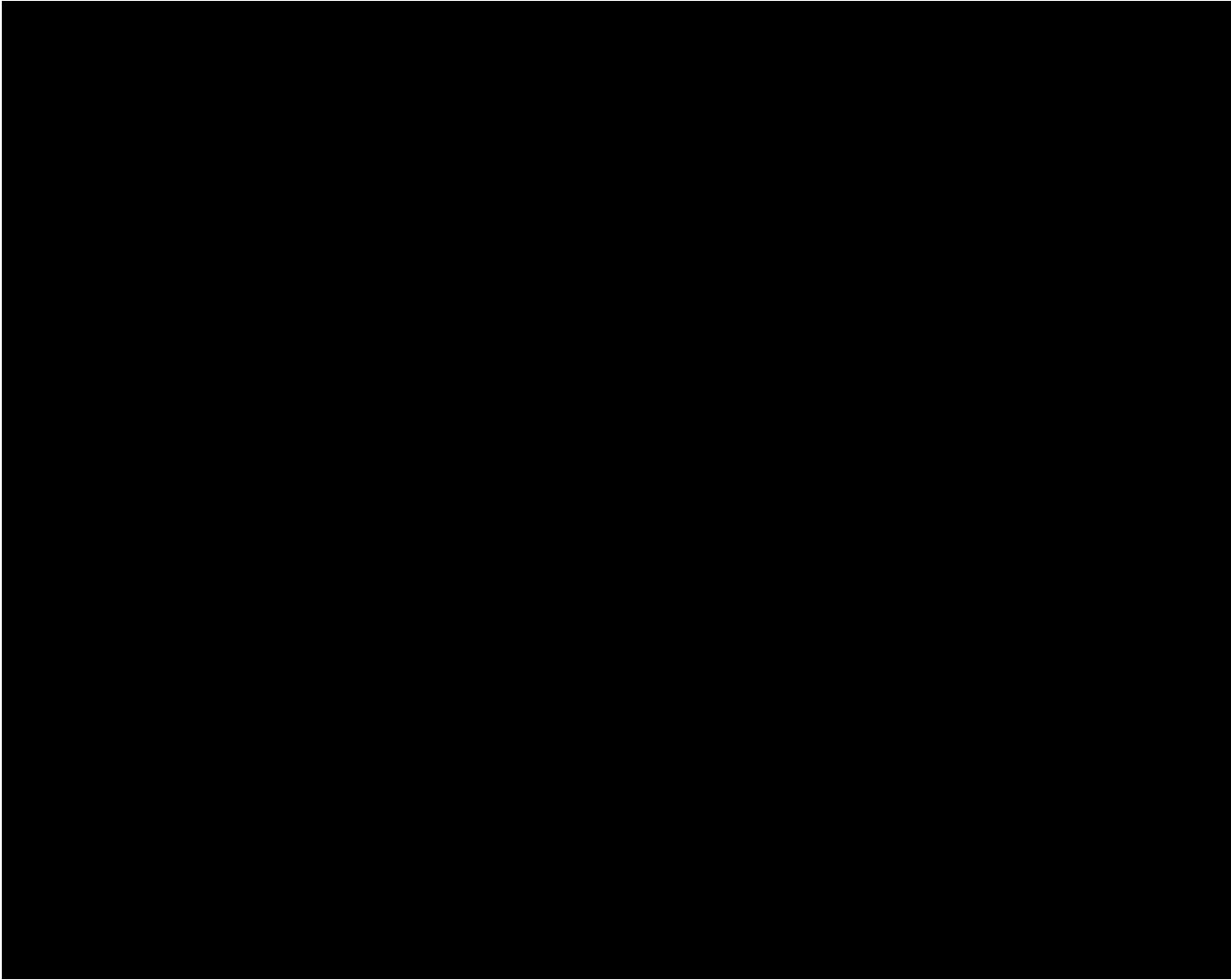
Mayflower Wind has committed to a comprehensive, Massachusetts-based O&M plan, with an O&M base in Fall River at the center of that strategy (the “O&M Base”), to ensure the long-term operational viability of the Project. This hub will serve as the Service Operations Vessel (SOV) port and the onshore base, which will house the 24/7 control room, office staff and warehouse. The offices and operations center will manage daily O&M, bringing permanent and sustainable employment over the life of the 20-year PPA and the full 30-year life of the Project.

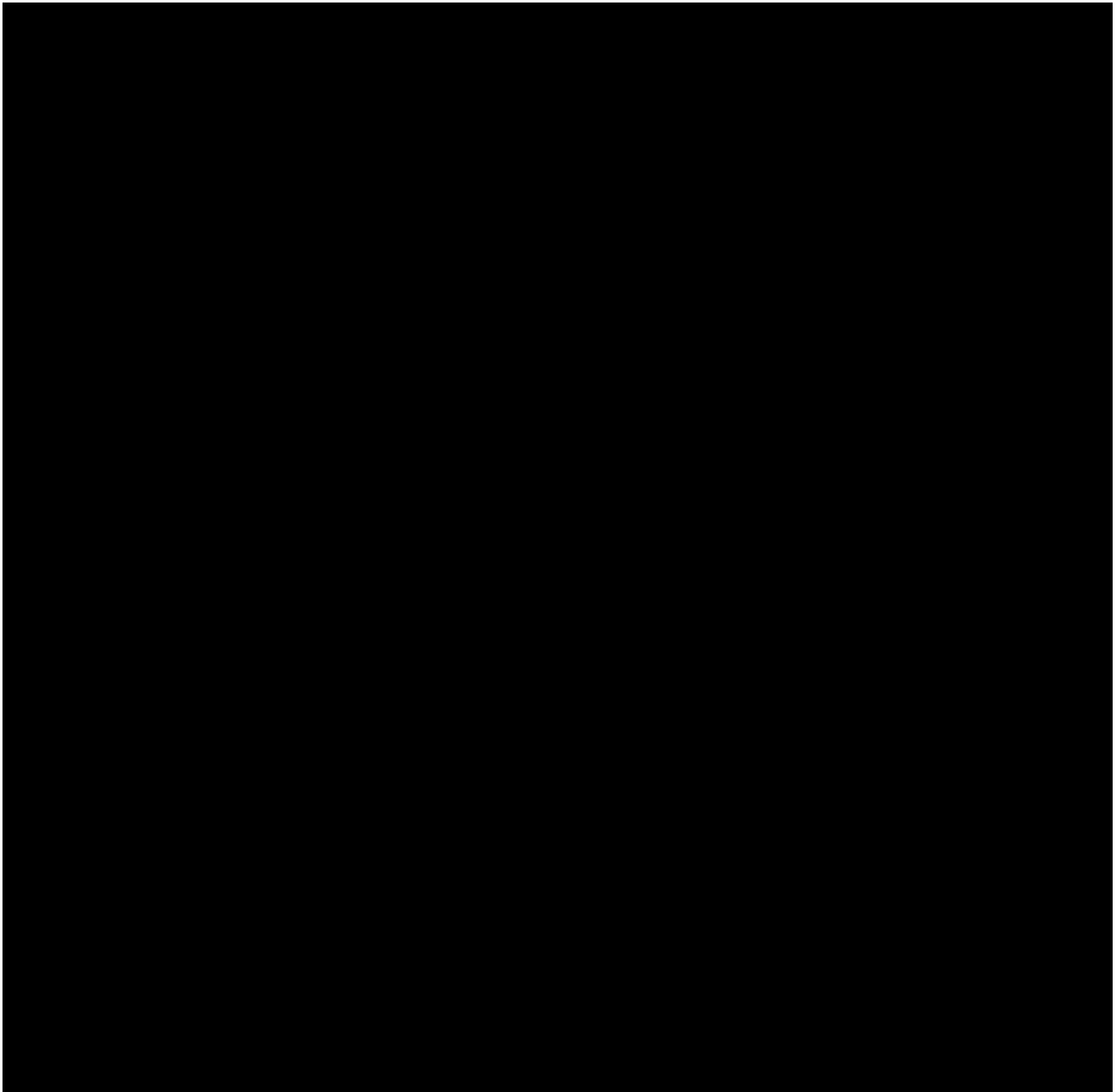
Mayflower Wind will employ [REDACTED] locally based offshore and onshore technicians, engineers, and managers to safely maintain and operate the Project. [REDACTED]





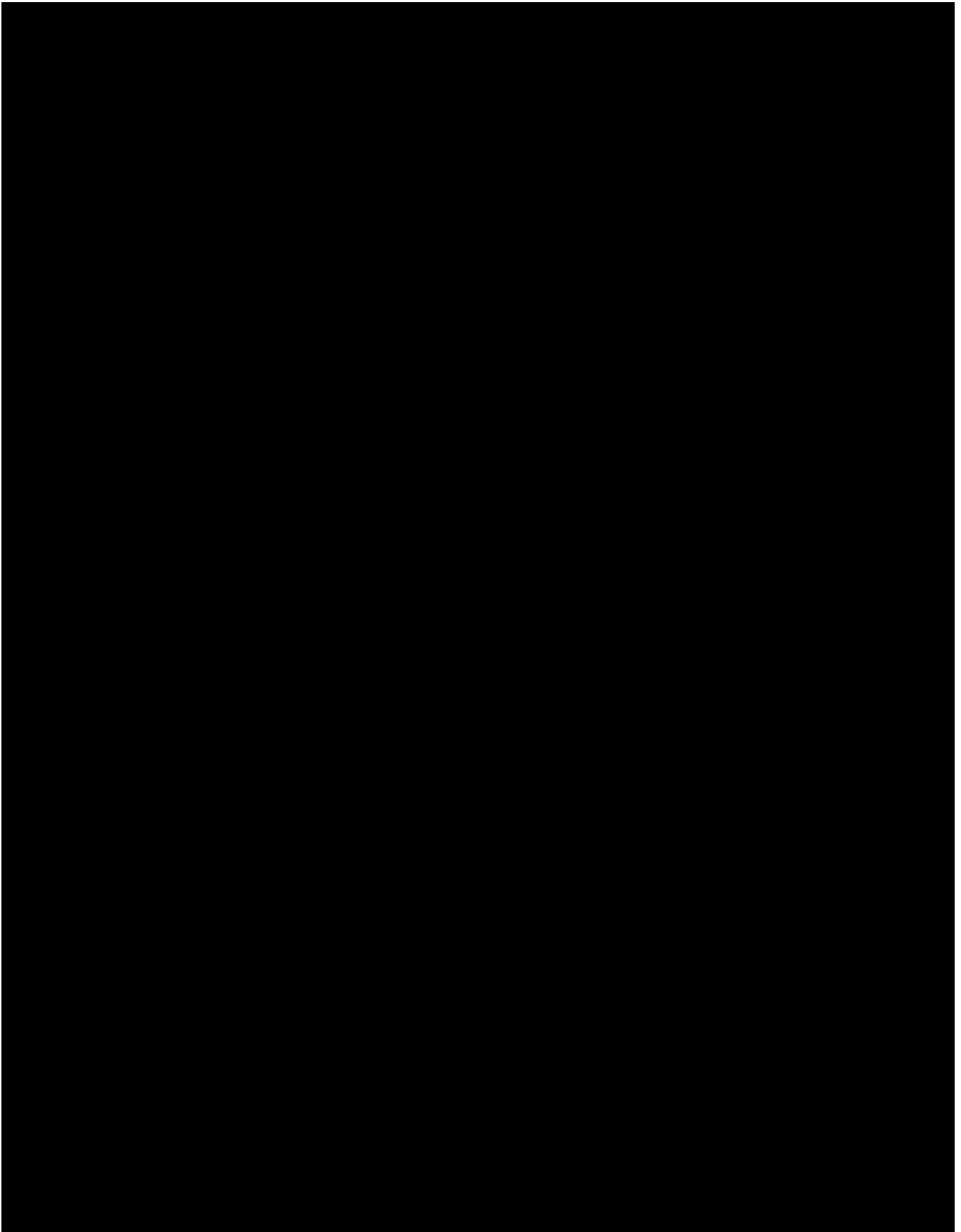
Mayflower Wind has partnered and will continue to partner with Massachusetts businesses and workforce to take advantage of local knowledge and execute a robust, efficient, and economical O&M plan and to foster the growth of a Massachusetts offshore wind vendor and consultant network and supply chain 

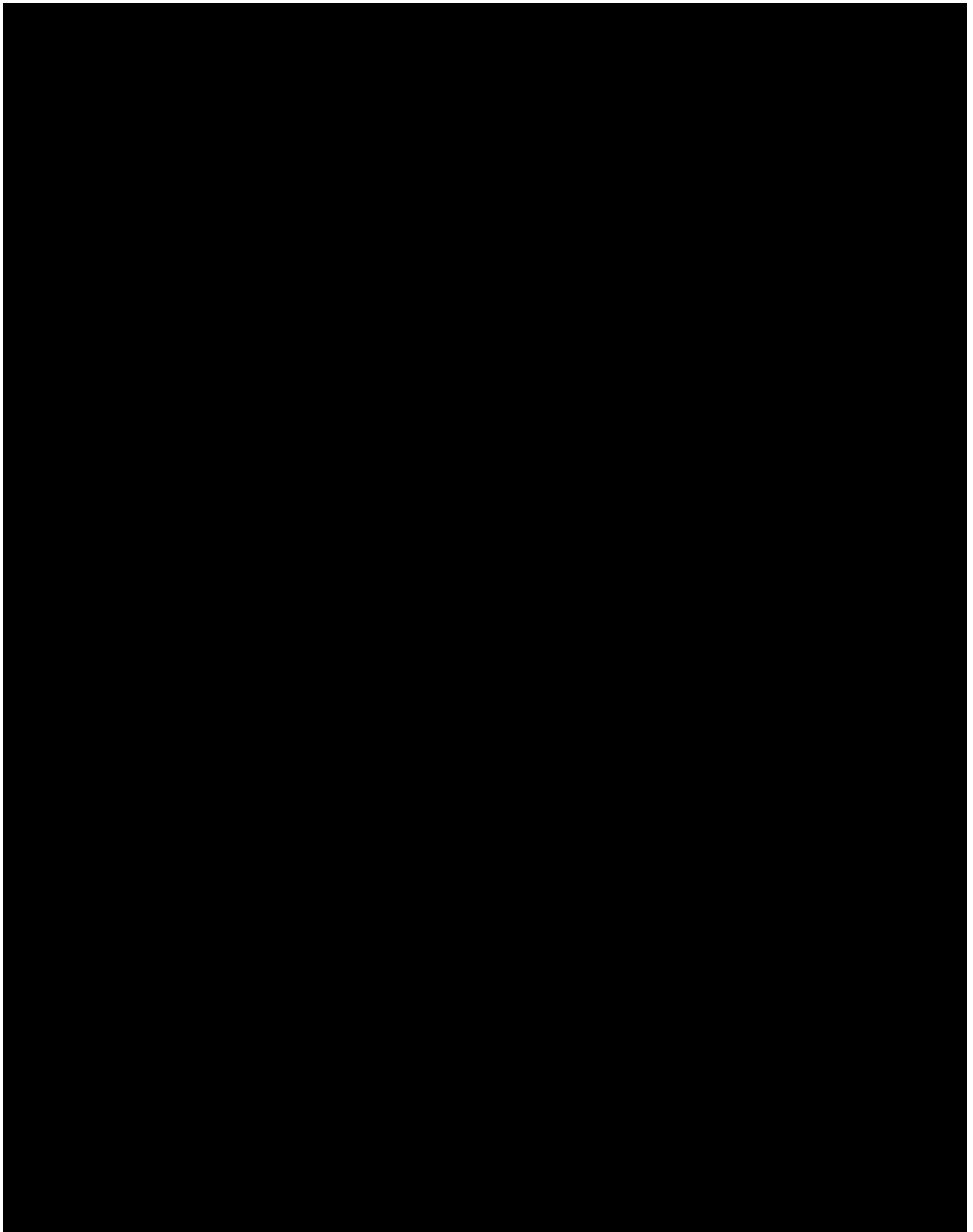


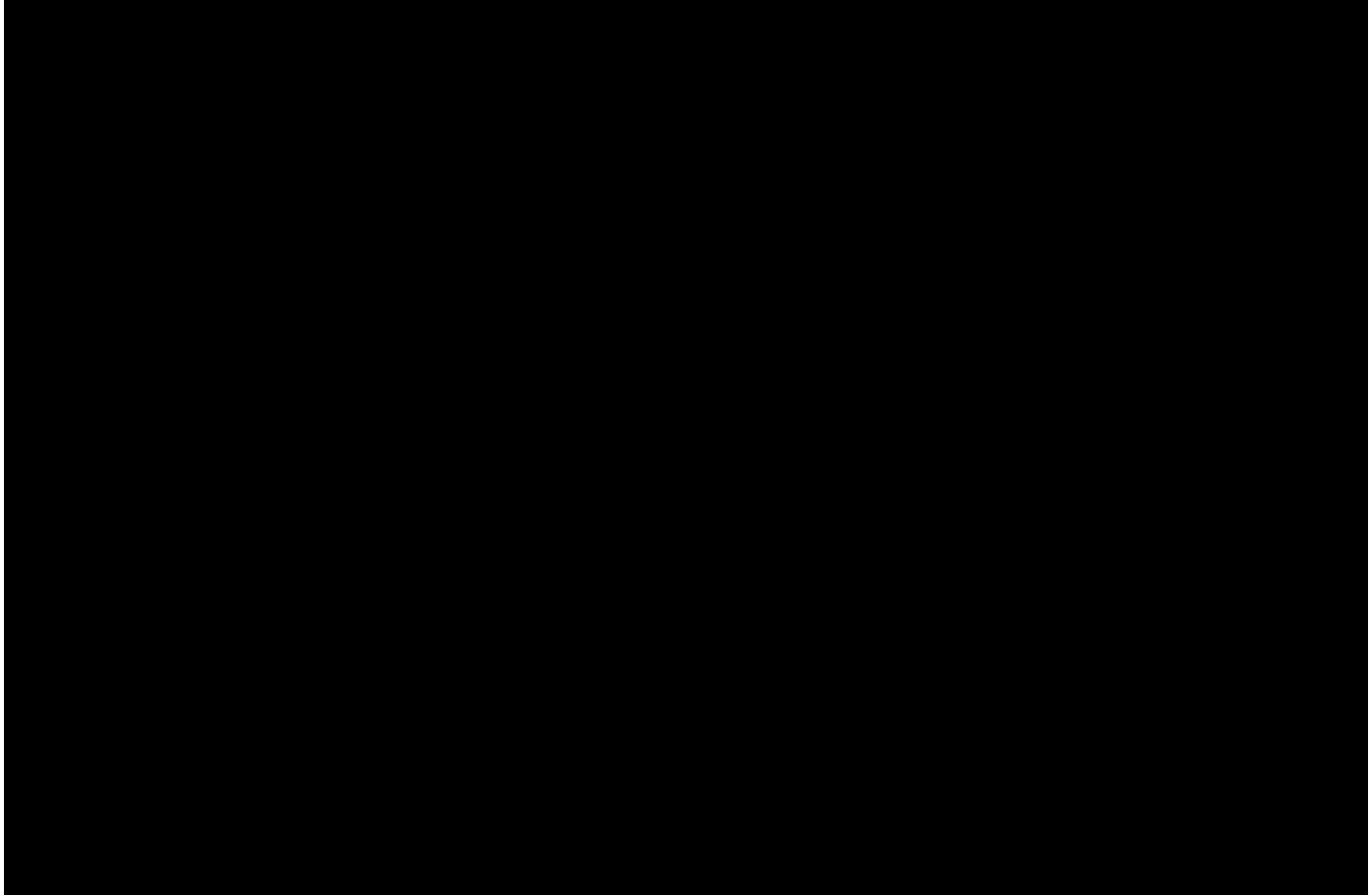


Mayflower Wind has signed an exclusive agreement with Borden & Remington Corp. (B&R) to develop the Project O&M and SOV base on a 6-acre portion of B&R's 26-acre waterfront site in Fall River [REDACTED]


The Fall River SOV site and its layout will be designed to accommodate and support continuous operations and facilities and will be equipped with a shoreside cargo crane for lifting of large WTG components. Preliminary renderings of how Mayflower Wind will develop the site, produced by Boston-based architecture and design firm Stull & Lee [REDACTED]

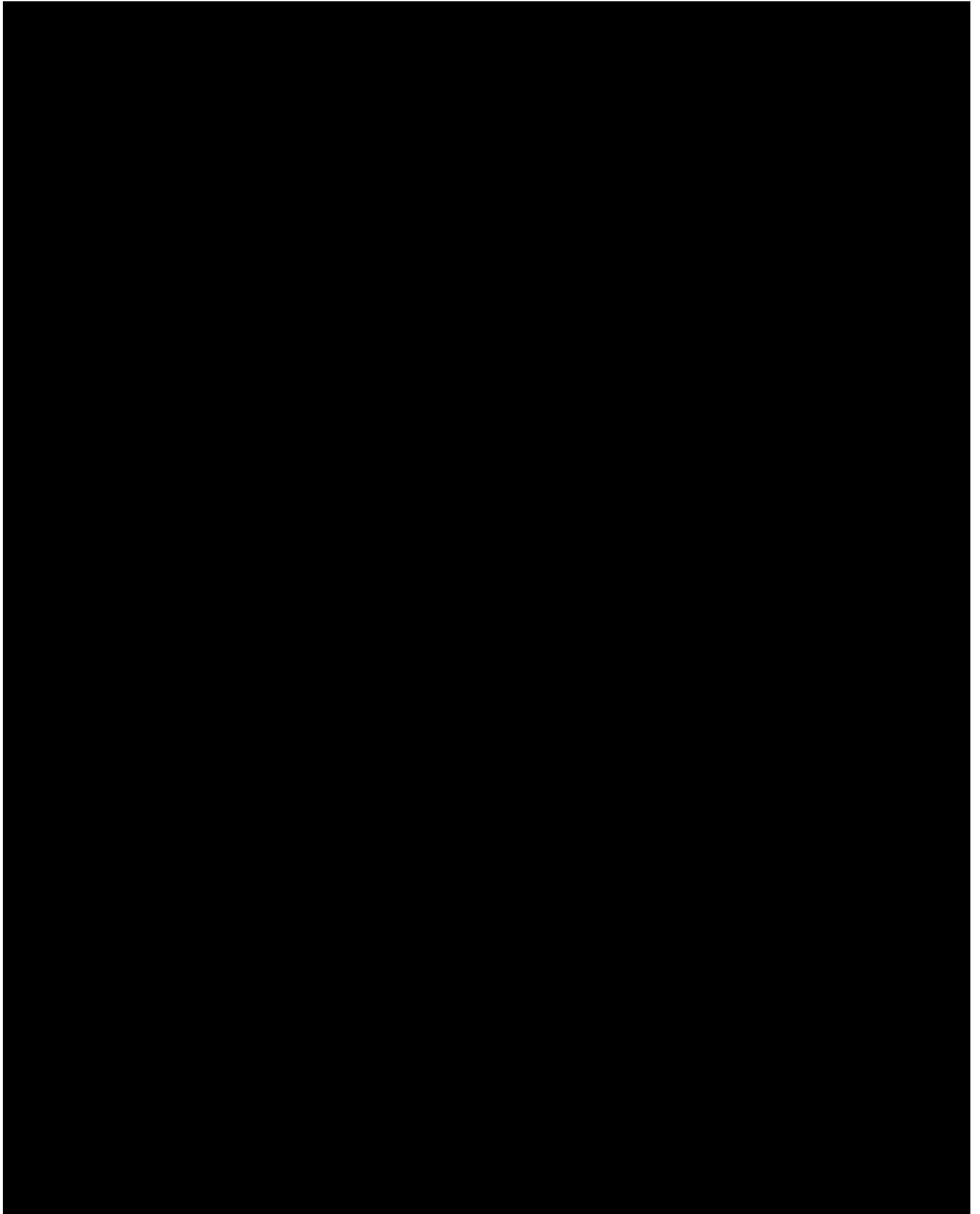


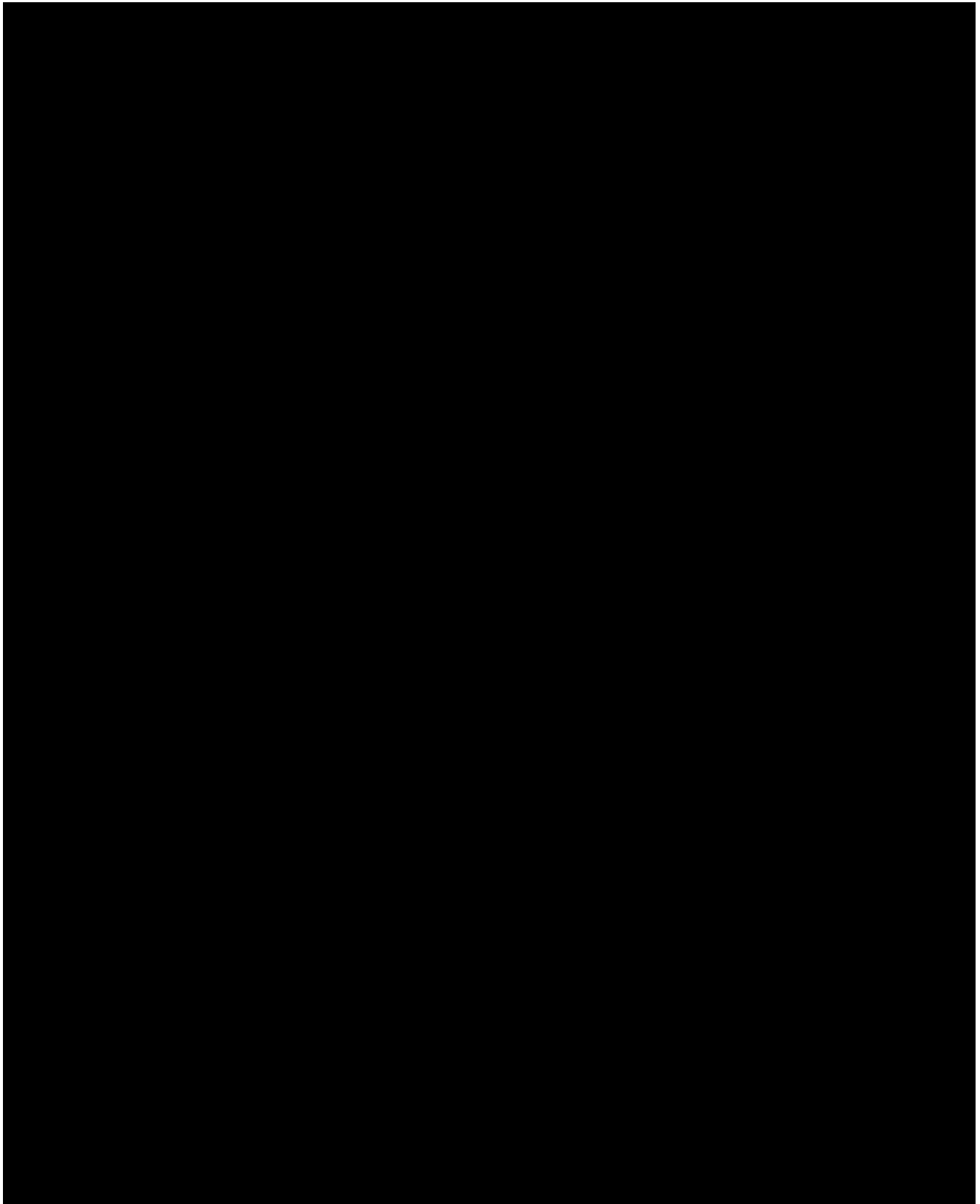




All O&M vessels will operate in accordance with the technical and health, safety, security, and environment (HSSE) expectations of Mayflower Wind, as well as in compliance with local standards and codes, national maritime regulations, USCG, Safety of Life at Sea, International Convention for the Prevention of Pollution from Ships (a.k.a. MARPOL), International Safety Management code, Standards of Training, Certification and Watchkeeping for Seafarers, and laws of good maritime practices. All vessels will be certified by recognized class societies such as Bureau Veritas, DNV, Lloyd's Register, or American Bureau of Shipping.







[REDACTED]

Mayflower Wind will design, manage, and orchestrate all maintenance activities for the entire Project. The team will execute annual O&M plan updates wherein the production estimating, operating guideline, maintenance plan, component spare requirements, service provider plan, and logistics plan are defined and established for the next operating year. The plan will drive decision making related to O&M activities and allow for action on unforeseen operational challenges.

The O&M plan will address predictive, preventative, and corrective maintenance as well as major repairs, retrofitting, inventory, and spare parts management [REDACTED]

[REDACTED]



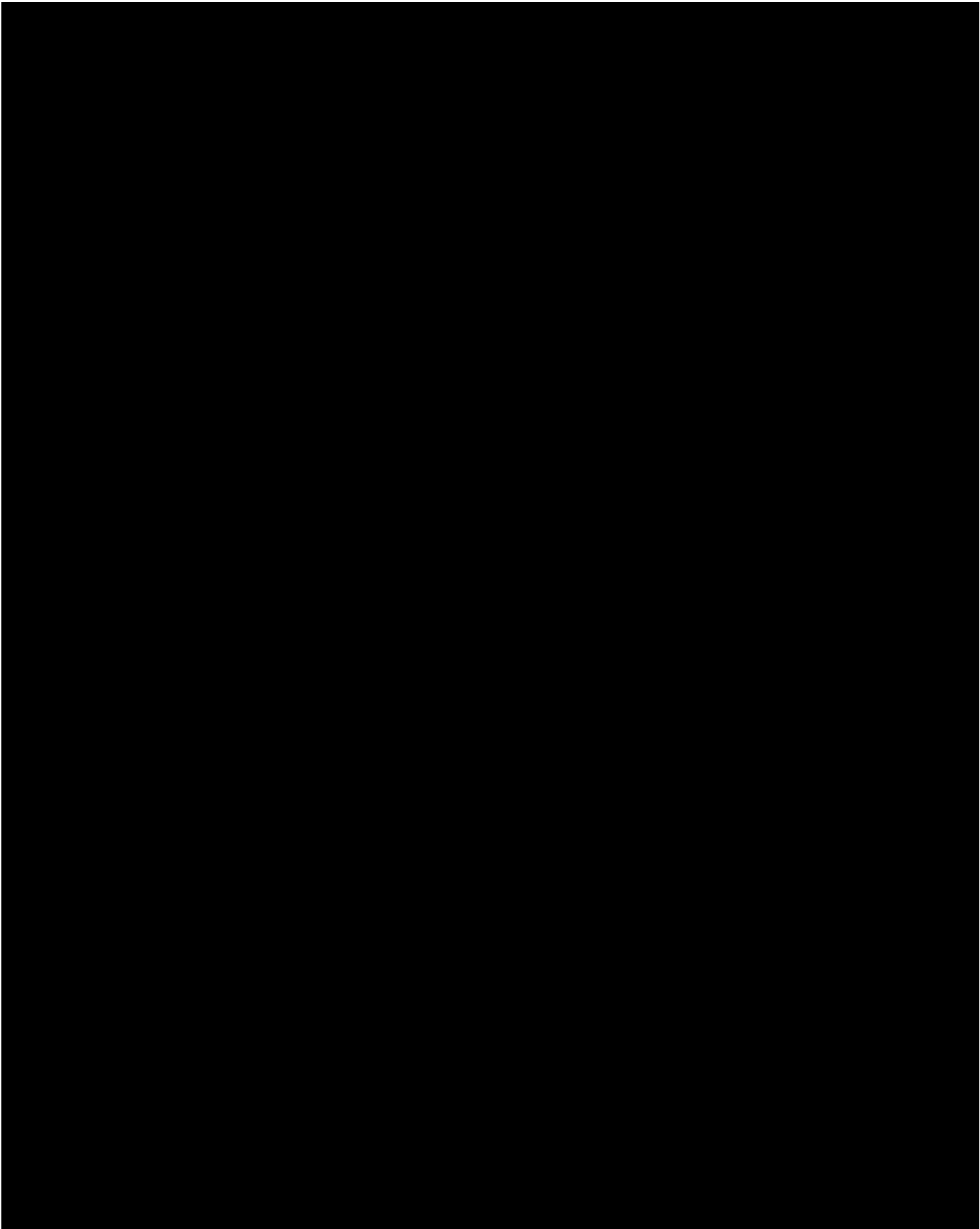
[REDACTED]

[REDACTED] the O&M plan considers the asset management activities required to operate and participate in the ISO-NE market, taking advantage of the operational experience and resources of Mayflower Wind's Sponsors.

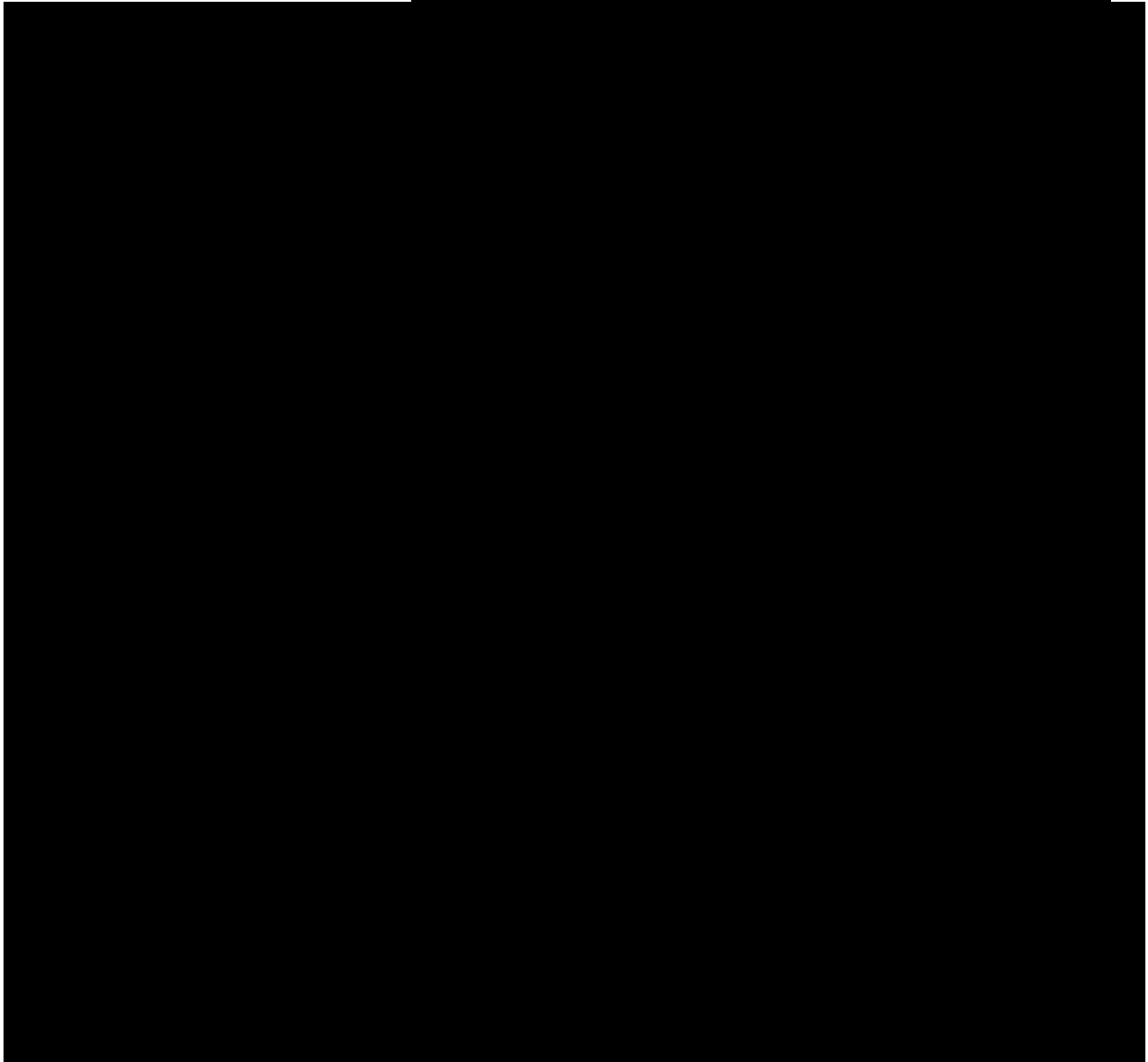
[REDACTED]

Mayflower Wind will manage the annual maintenance of the Project by contracting appropriate, trusted, local partners to manage preventative, corrective, electrical, and major-component repairs on all assets. As a general practice, Mayflower Wind will use all commercially reasonable efforts to minimize scheduled maintenance during times of peak electric demand and will coordinate the optimal schedule for maintenance work with ISO-NE and the Distribution Companies in full compliance with the regulation and obligations assumed in the PPA.

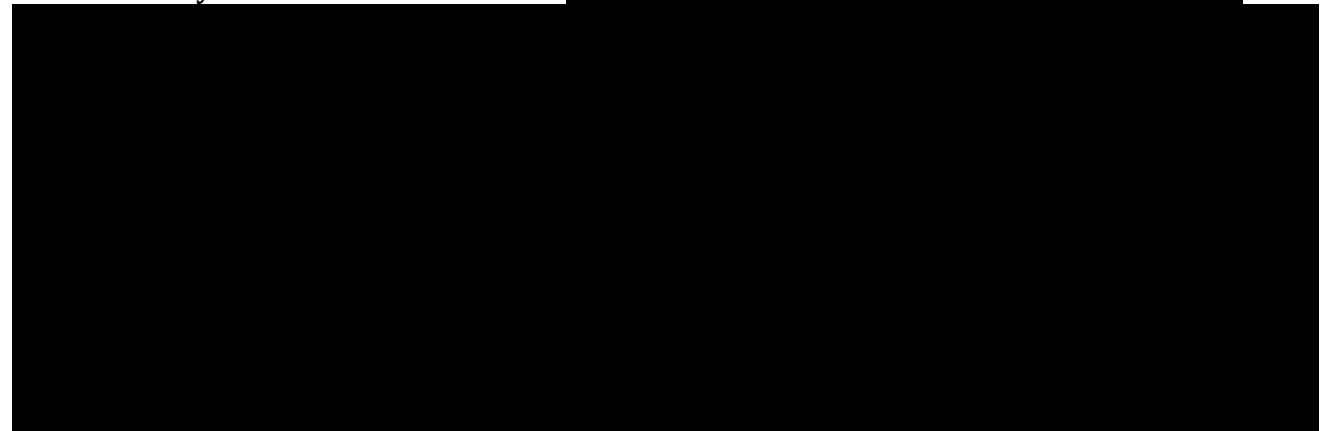
[REDACTED]



**Phase 1 – Warranty Period O&M:**

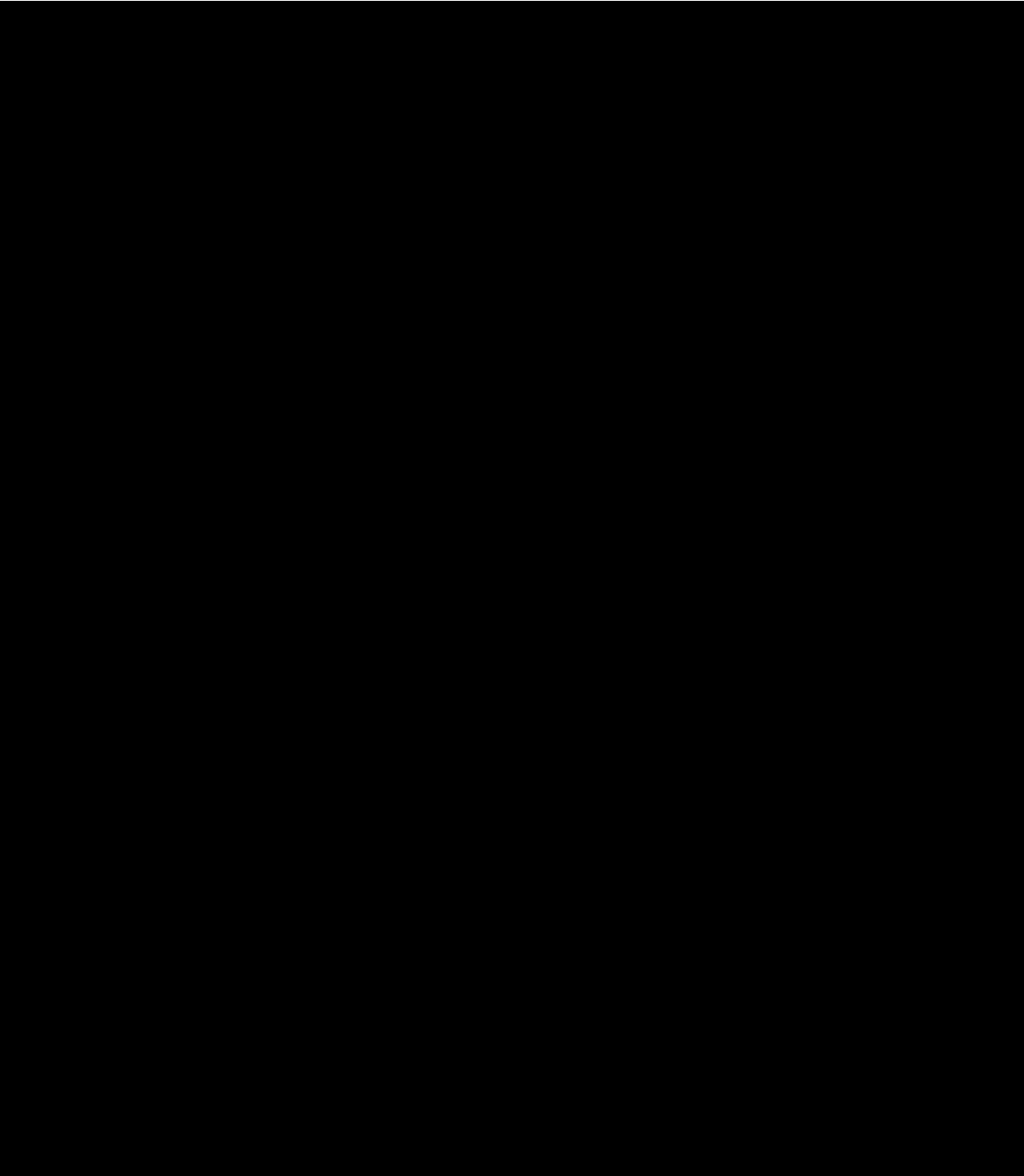


**Phase 2 – Mayflower Wind Self-Perform:**

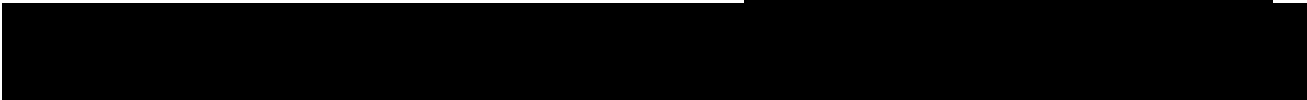


11.2 Please provide documentation to demonstrate site control for all marine terminals and other waterfront facilities that will be used for O&M.

- i. If available, evidence that the bidder or the equipment/service provider have right(s) to use a marine terminal and/or waterfront facility for O&M of the offshore wind energy project (e.g., by virtue of ownership or land development rights obtained from the owner).
- ii. If not available, describe the status of acquisition of real property rights for necessary marine terminal and/or waterfront facilities, 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 schedule.
- iii. Identify any joint use of existing or proposed real property rights for marine terminal or waterfront facilities.



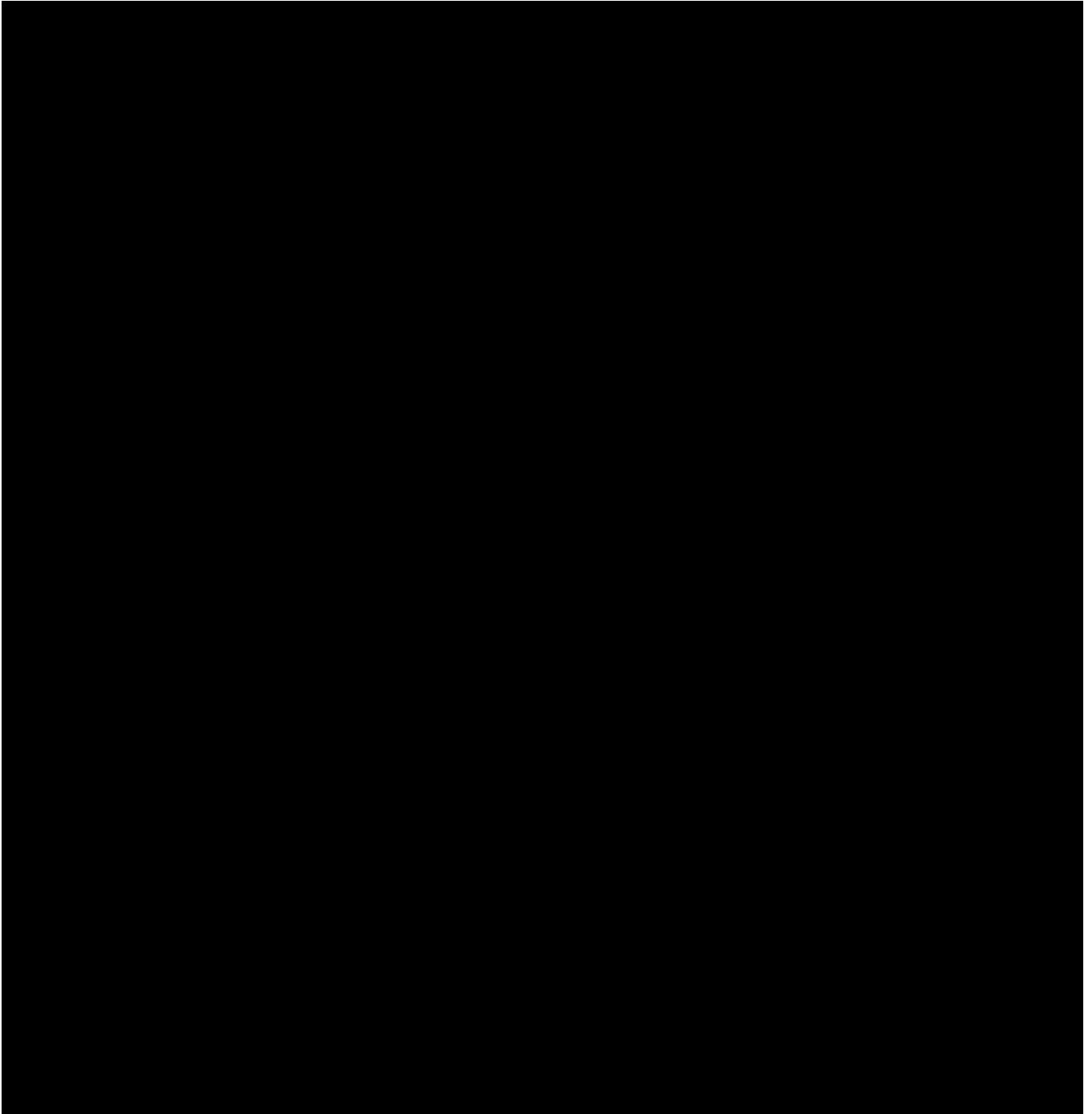
Mayflower Wind recognizes how coordinated facility-usage decisions may reduce Project costs, increase benefits to ratepayers, and lay the foundation for a long-term, sustainable offshore wind industry in the Commonwealth.



11.3 Describe in detail the proposed O&M funding mechanism and funding levels to support planned and unplanned O&M requirements.

11.4 Describe the terms (or expected terms) of the warranties and/or guarantees on major equipment that the bidder is utilizing or proposing to utilize.

- 11.5 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.

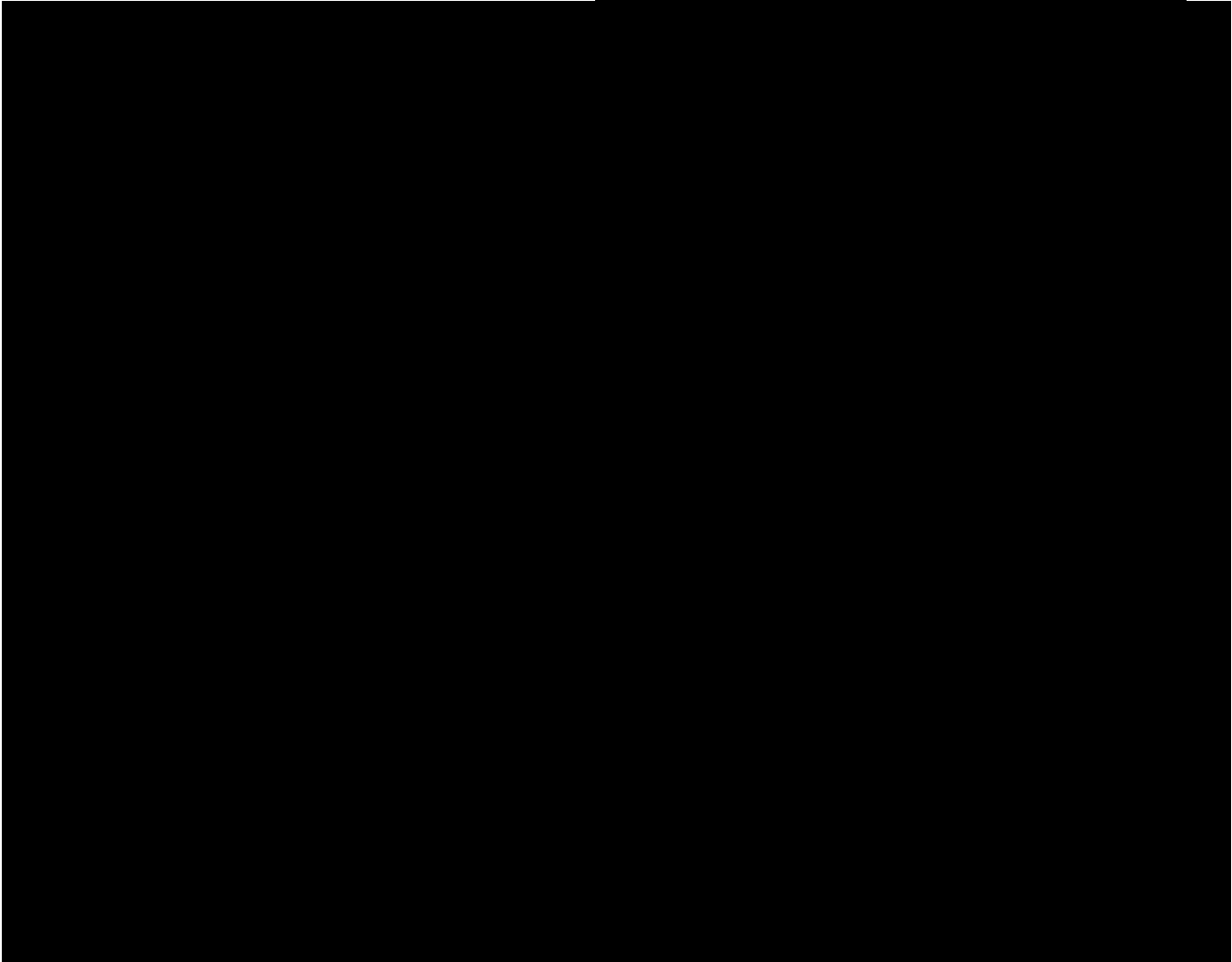


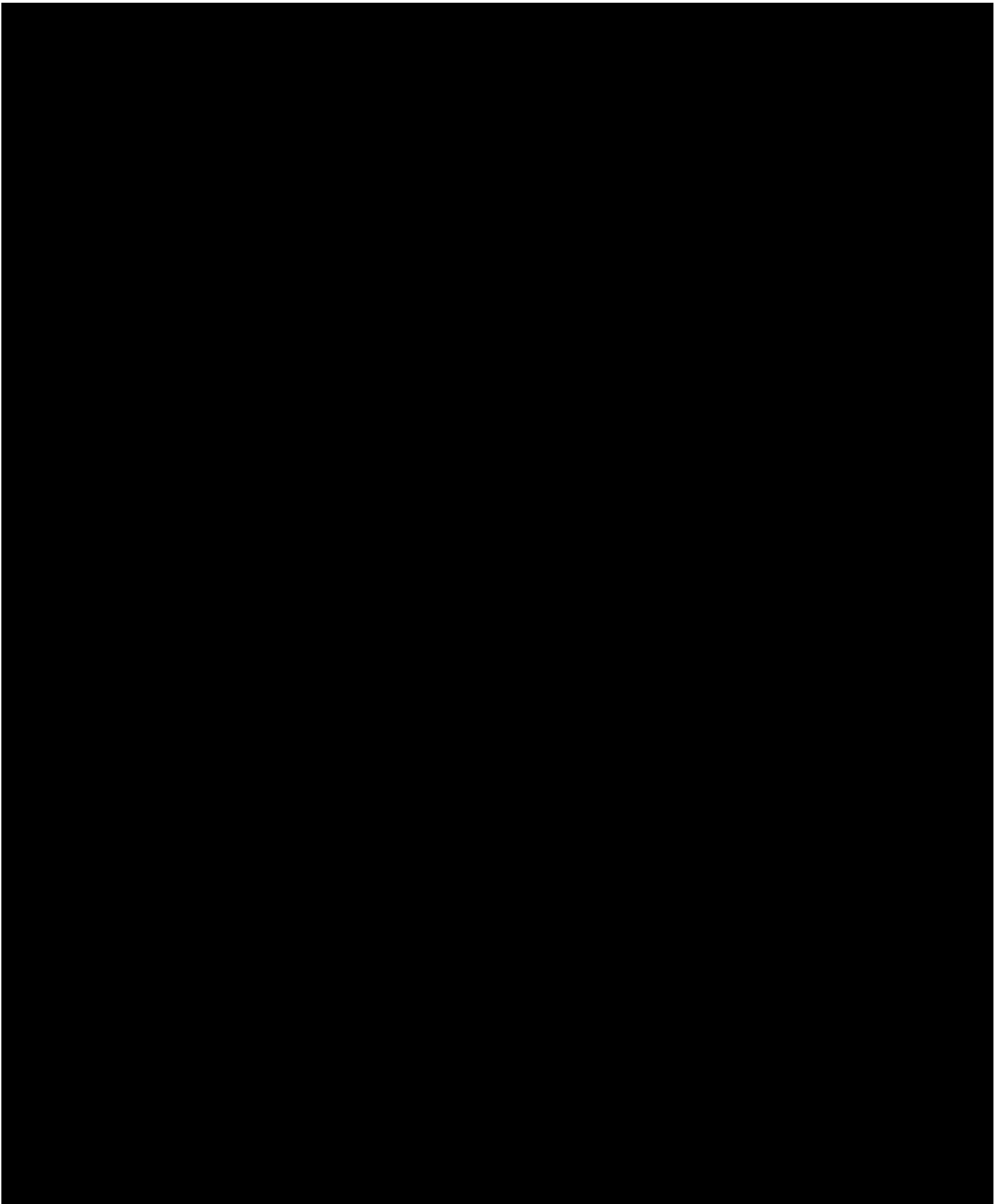




#### 11.6 Provide examples of the bidder's experience with O&M services for other similar projects.

In addition to the direct operational experience of members of Mayflower Wind's staff, the company draws on the extensive experience of its Sponsors.





## SECTION 12 OF APPENDIX A TO THE RFP PROJECT MANAGEMENT AND EXPERIENCE

Bidders are required to demonstrate project experience and management capability to successfully develop and operate all aspects of the project proposed. The Evaluation Team is particularly interested in project teams that have demonstrated success in projects of similar type, size and technology and can demonstrate an ability to work together effectively to bring the project to commercial operation in a timely fashion.

Mayflower Wind and its Sponsors bring exceptional project experience, offshore wind expertise, and management capability to the Massachusetts offshore wind energy market, as demonstrated by the award for 804 MW during the MA 83C II RFP. In addition to the expert capabilities of the Mayflower Wind management team [REDACTED]

Through in-house talent and its ability to call daily on the expertise, resources, and supply-chain relationships of its Sponsors, Mayflower Wind has demonstrated success in building and delivering projects of similar type, size, and technology as the Project being proposed in this MA 83C III RFP response. Mayflower Wind has built a team that brings decades of offshore wind experience to the Commonwealth to deliver the Project to commercial operation in a timely fashion that maximizes benefits for the Commonwealth of Massachusetts, the Distribution Companies, and their ratepayers.

Both Mayflower Wind and its Sponsors maintain a strong Massachusetts presence. Mayflower Wind has offices in both downtown Boston and Fall River. Oceans Winds has its North American headquarters in Cambridge, and Shell operates several renewable-energy assets throughout the Commonwealth. Mayflower Wind is also supported by a world-class team of consultants and advisors [REDACTED]

12.1 Provide an organizational chart for the project that lists the project participants and identifies the corporate structure, including general and limited partners.

As presented below in **Figure 12-2**, Mayflower Wind's organization is a combination of the Sponsors—Shell New Energies US LLC, and OW North America LLC

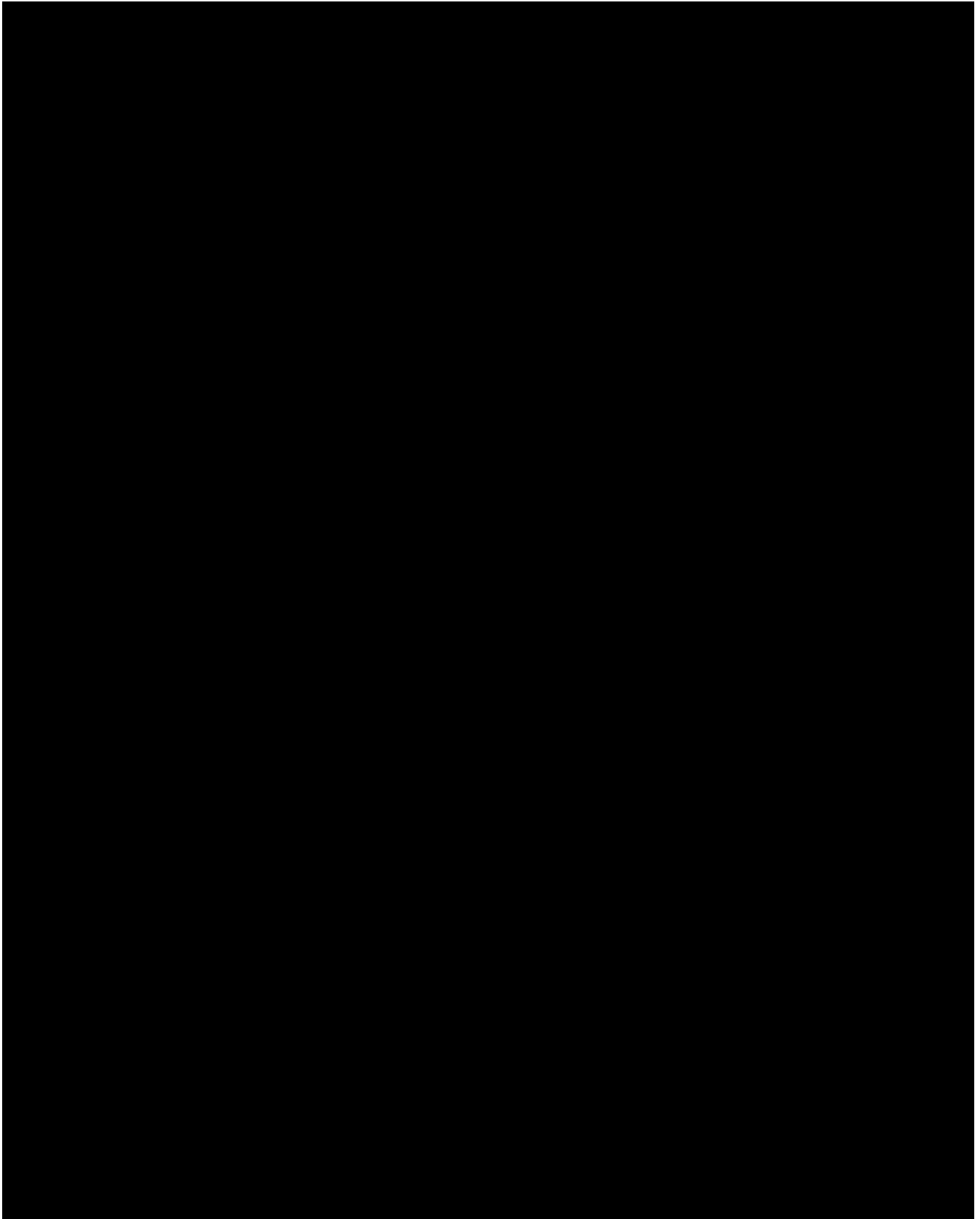


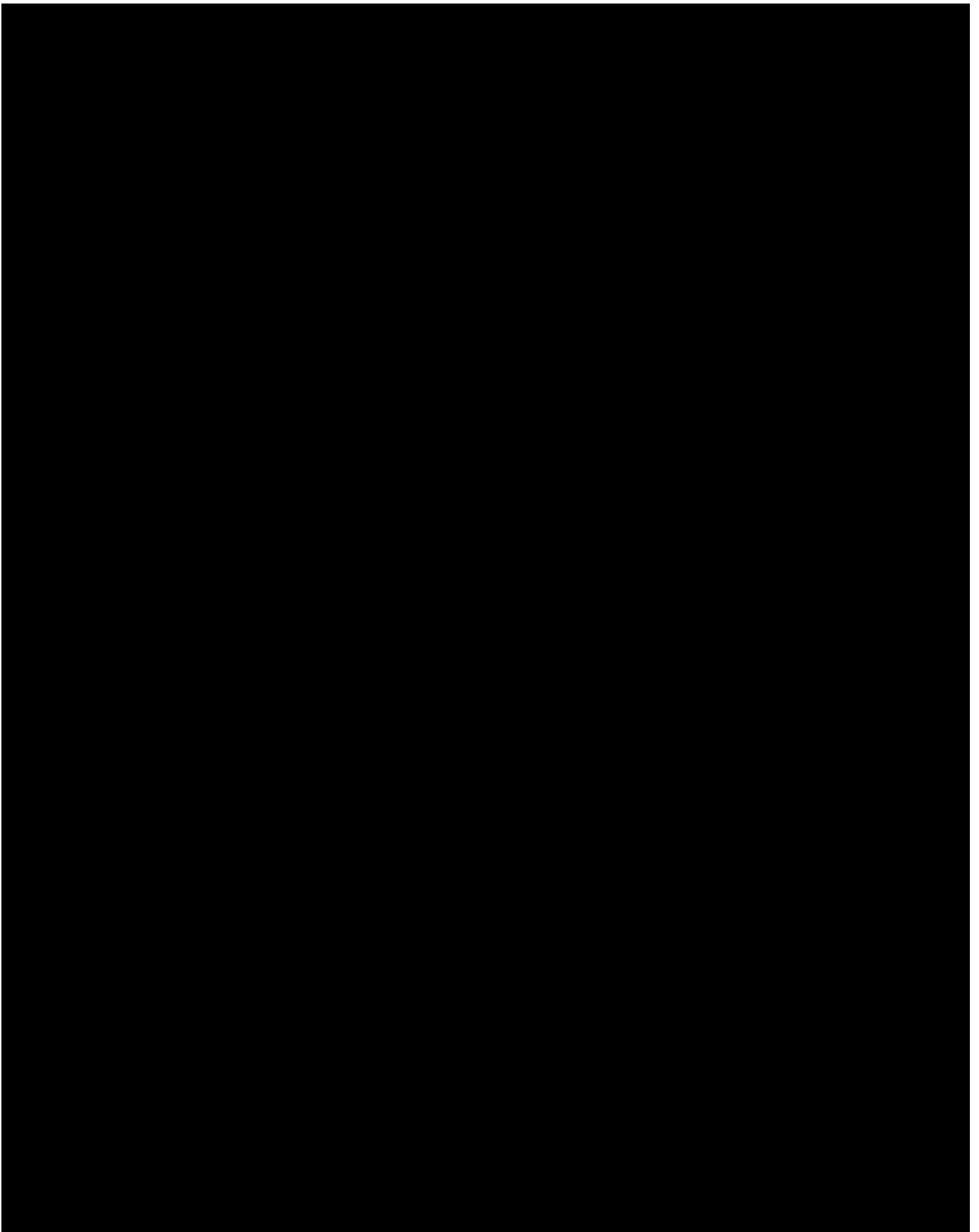
**Figure 12-2. Project's Organizational Chart**

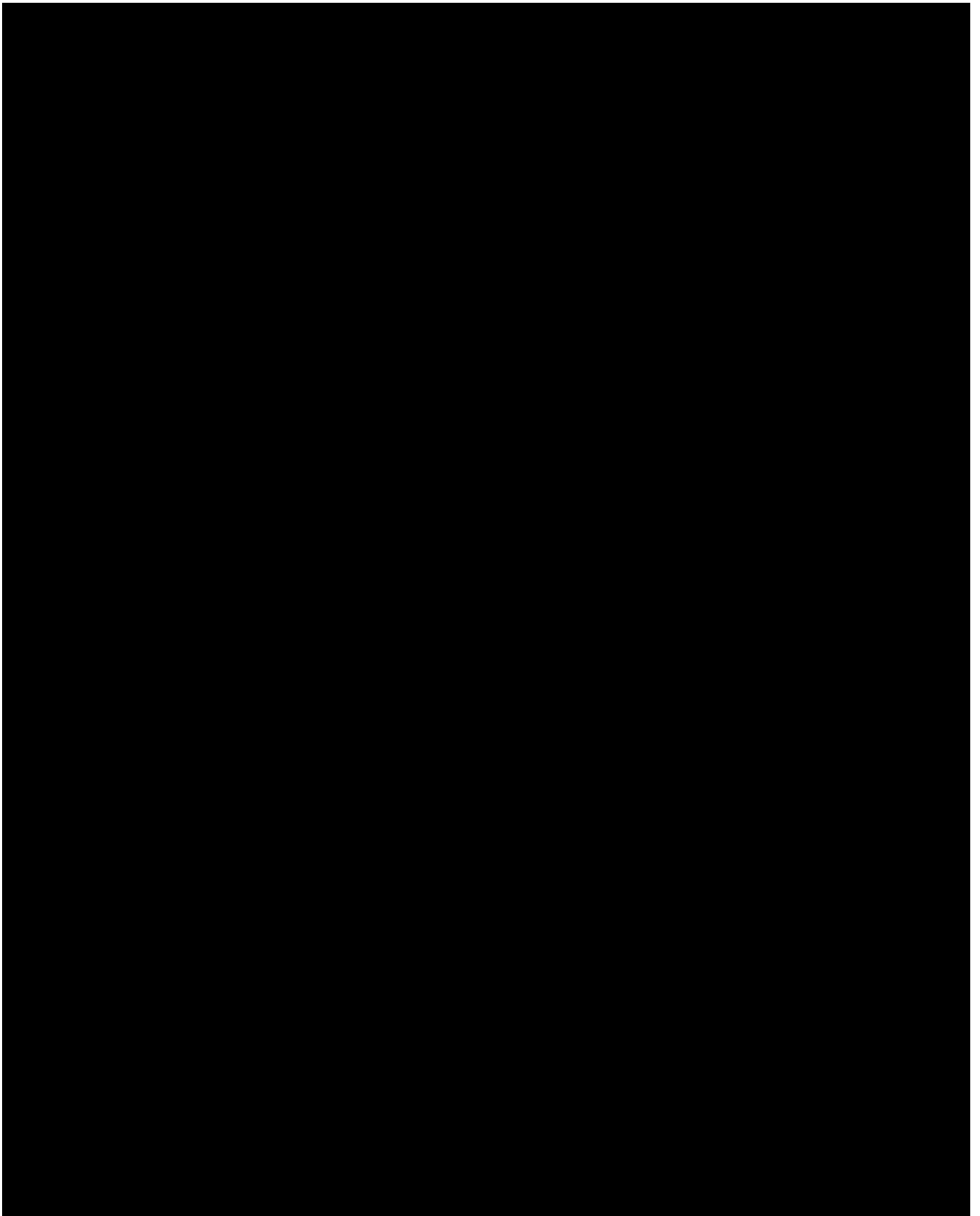
- 12.2 Provide statements that list the specific experience of the bidder and each of the project participants (including, when applicable, the bidder, partners, and proposed contractors), in developing, financing, owning, and operating generating and delivery facilities, other projects of similar type, size and technology, and any evidence that the project participants have worked jointly on other projects.

Mayflower Wind leverages its Sponsors' deep experience in safely and successfully developing, permitting, financing, constructing, operating, and maintaining offshore and onshore wind power projects and offshore energy facilities of all kinds.

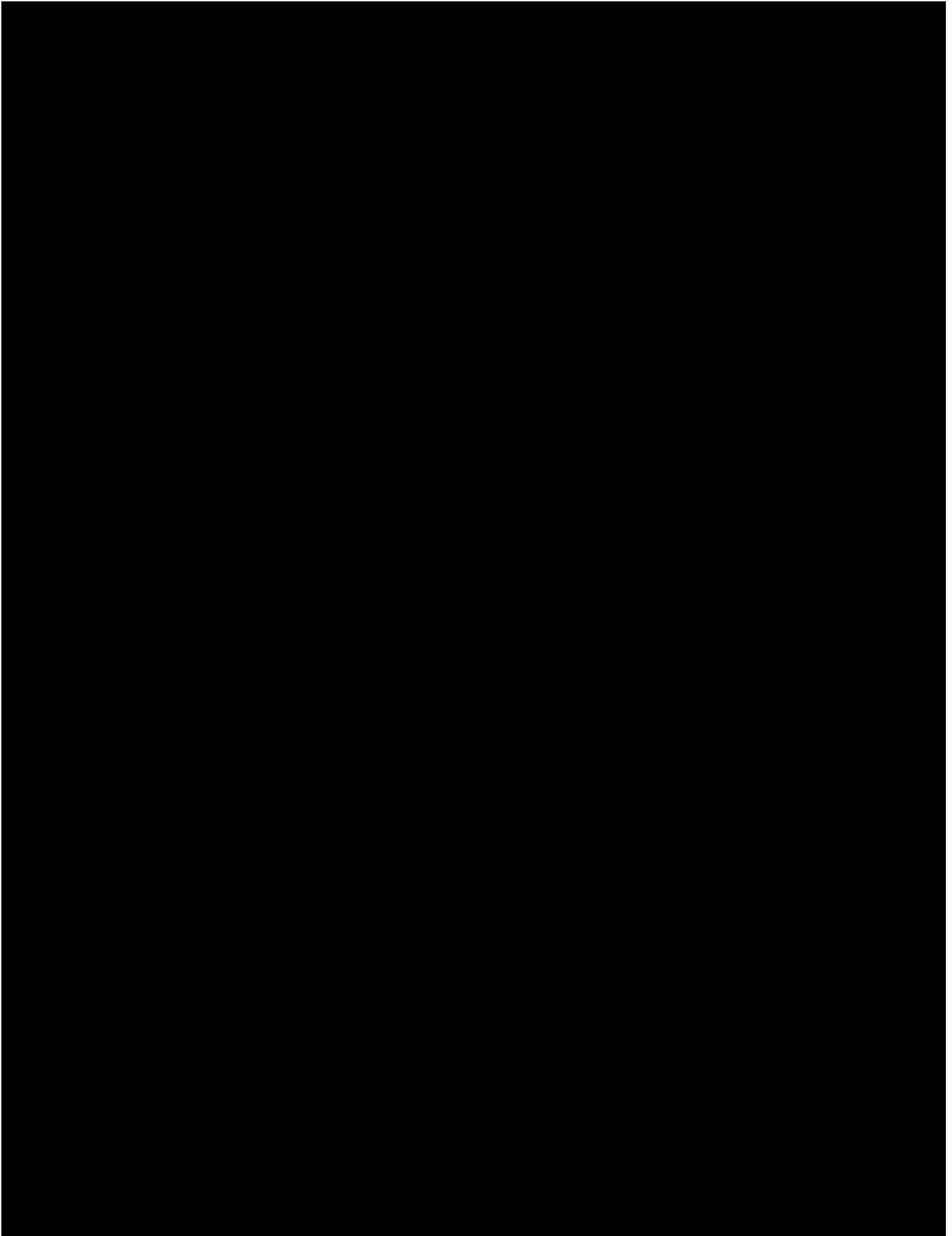
### 12.2.1 Offshore Wind Experience – Development, Construction, Owning, and Operation

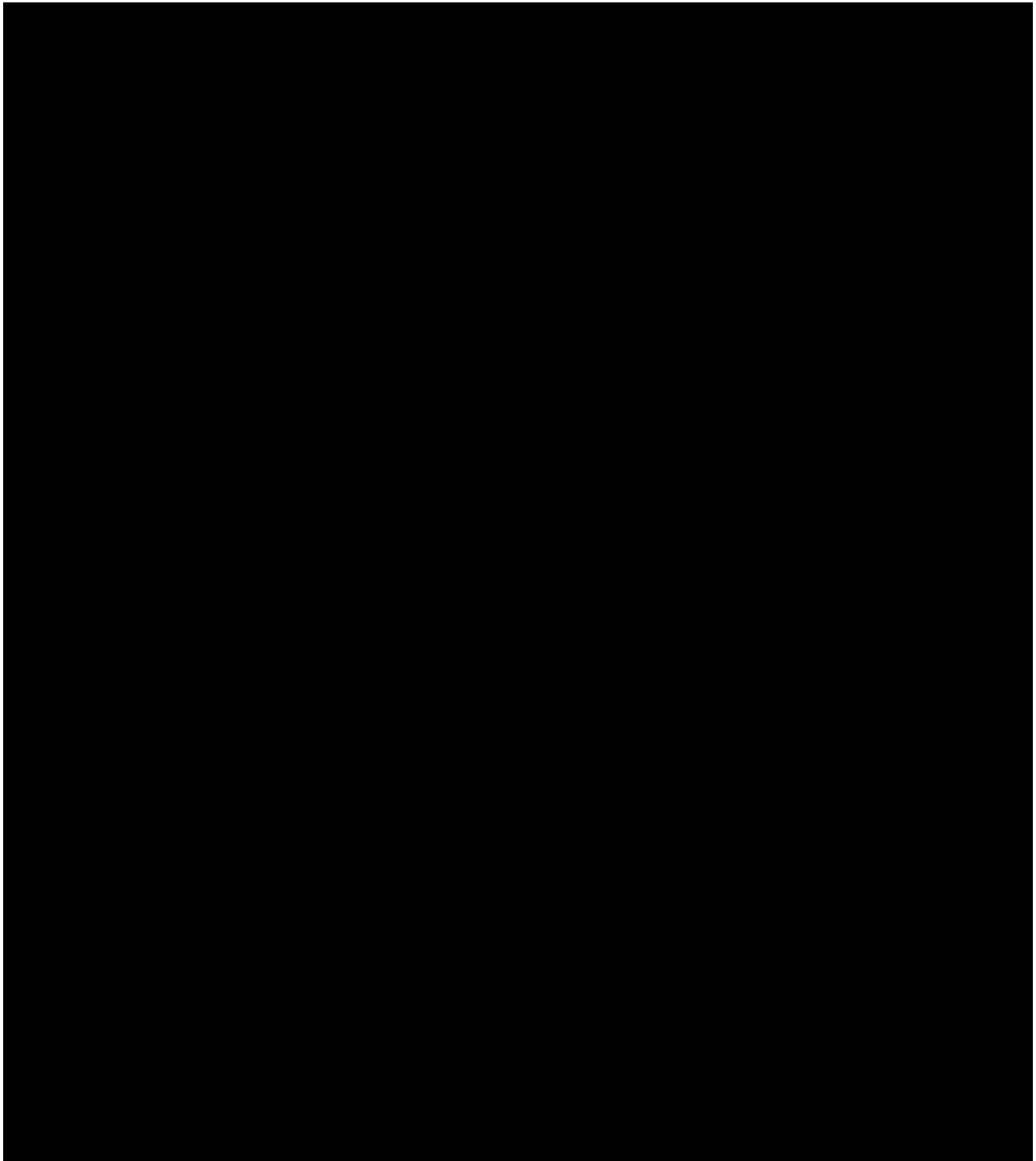












Mayflower Wind was initially established as a JV between Shell and EDPR, and later between Shell and Ocean Winds after ENGIE joined EDPR to form Ocean Winds, to combine strategically the skills and experience of each company.

Shell, the world's sixth-largest company by revenue

[REDACTED]

Ocean Winds is a leading offshore wind developer [REDACTED]

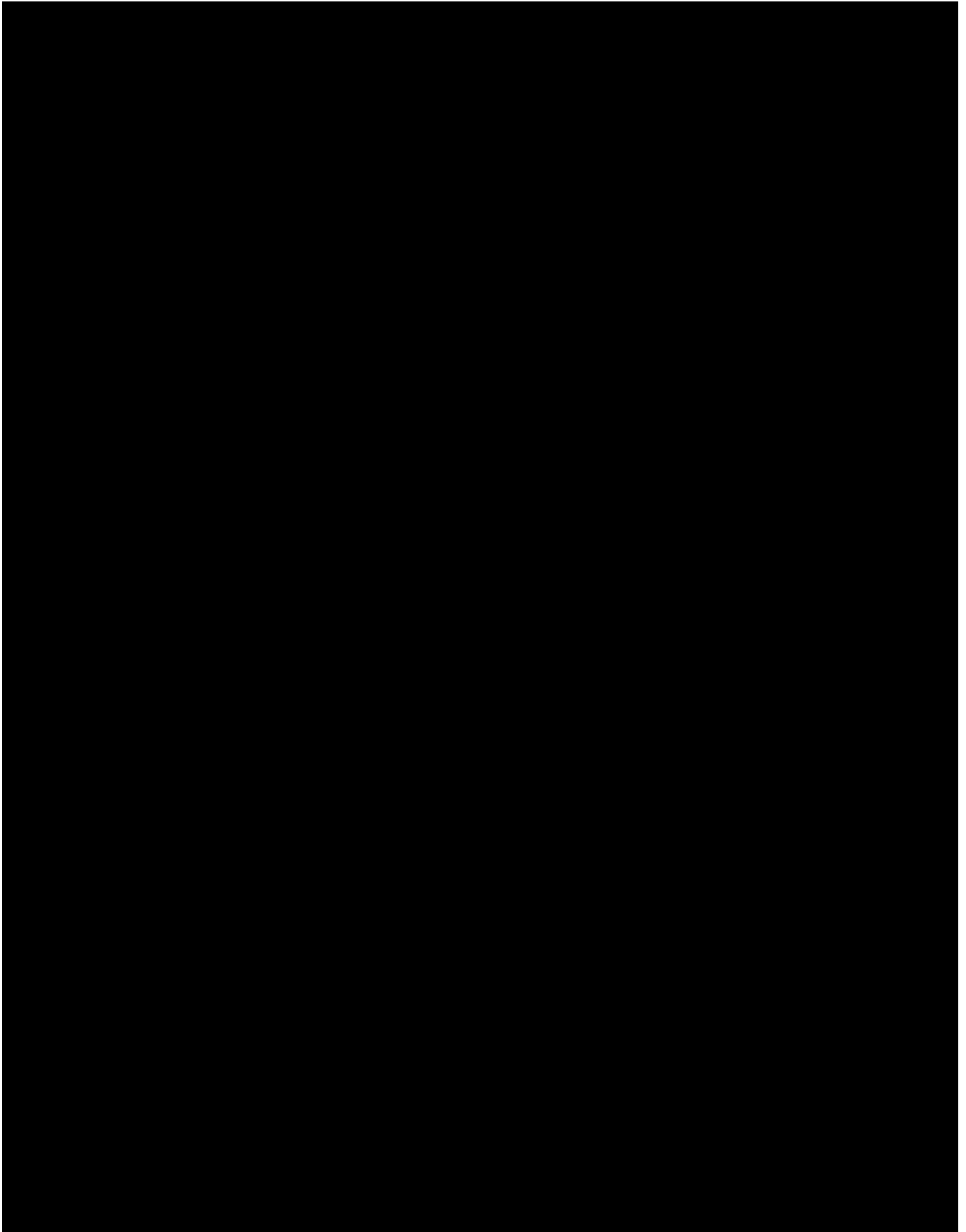
[REDACTED] A 50-50 EDPR-ENGIE JV, Ocean Winds' mission is to make offshore wind one of the world's main sources of renewable energy by delivering more efficient and sustainable wind energy solutions.

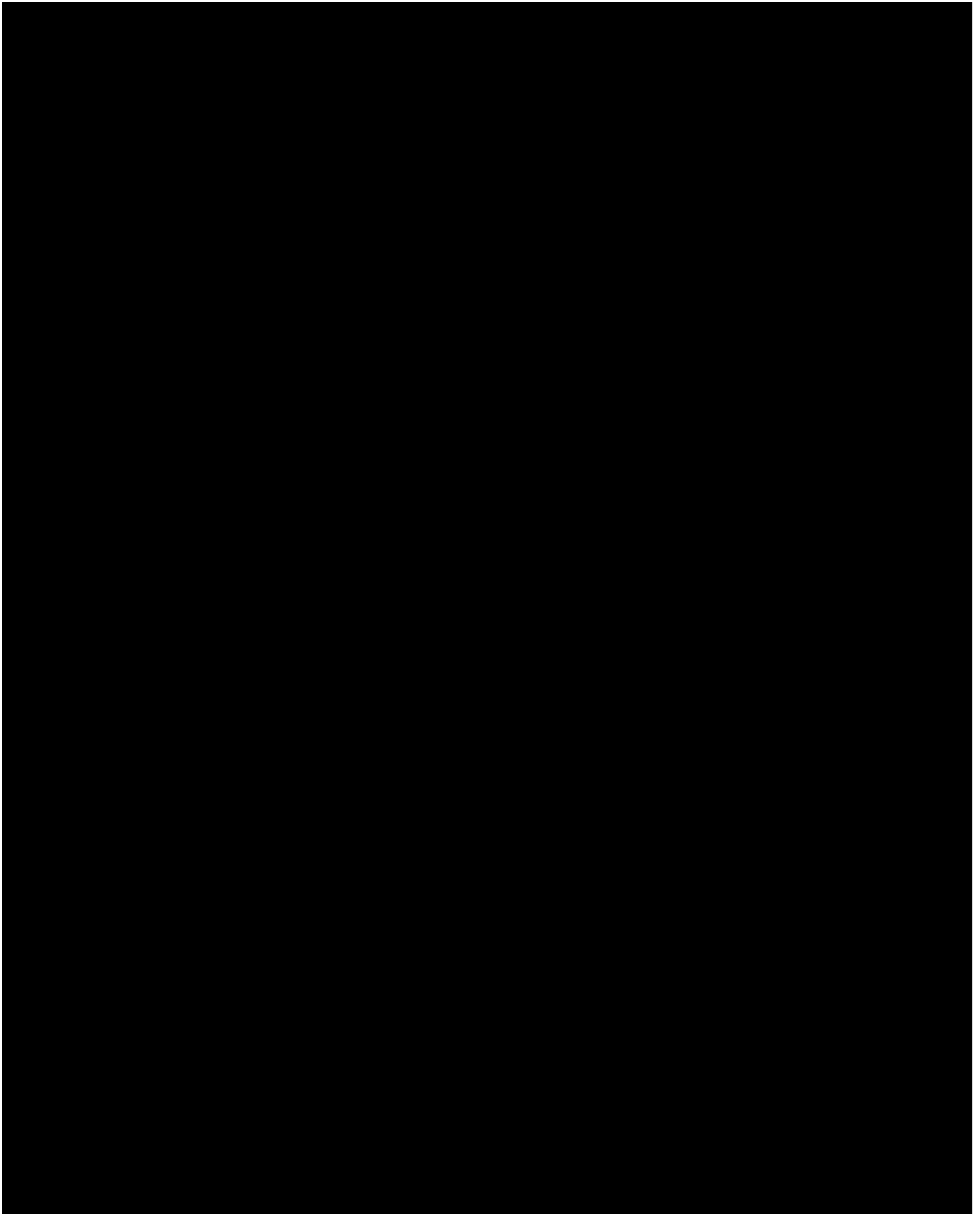
EDPR is a global leader in the renewable energy sector and the fourth-largest wind energy producer in the world. [REDACTED]

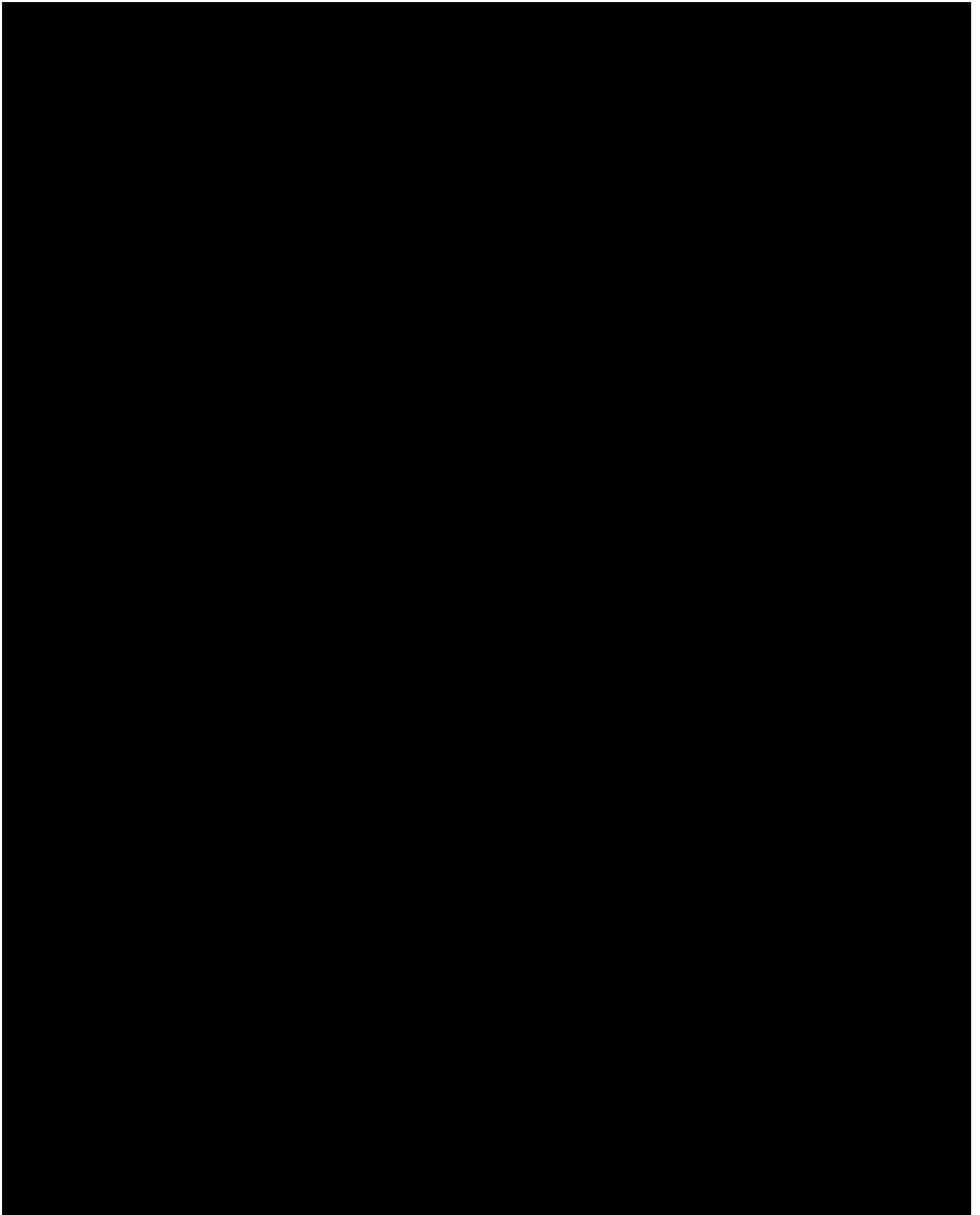
[REDACTED]

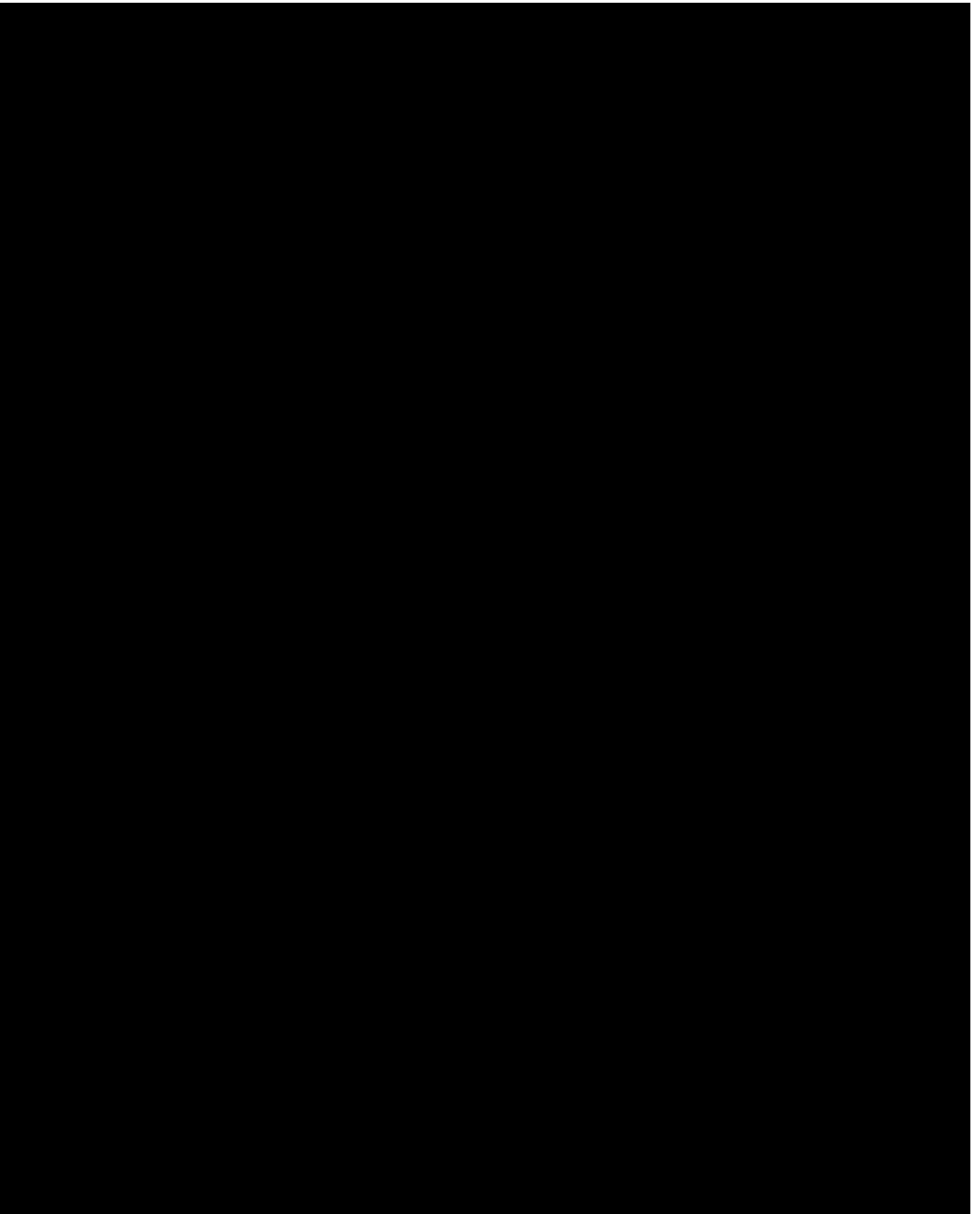
ENGIE is the largest electric utility company in Europe and second-largest provider of energy as a service to U.S. commercial and industrial customers, including more than 1,600 commercial and industrial customers in the Commonwealth of Massachusetts, among them the Boston Red Sox. ENGIE has committed to achieving net-zero carbon emissions as a corporation by 2030 and to lead leading the Eurozone power generation market to a green future [REDACTED]

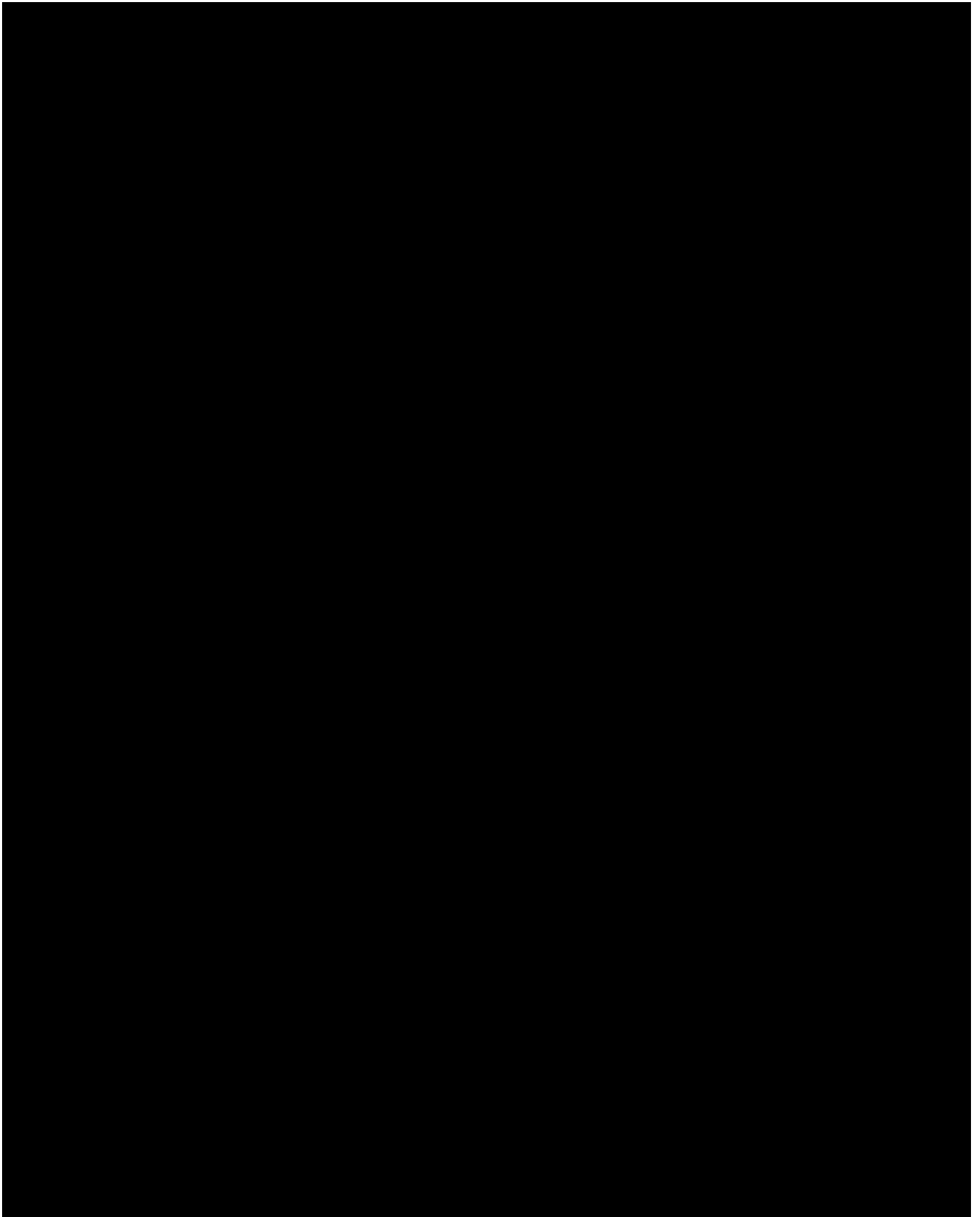
[REDACTED]



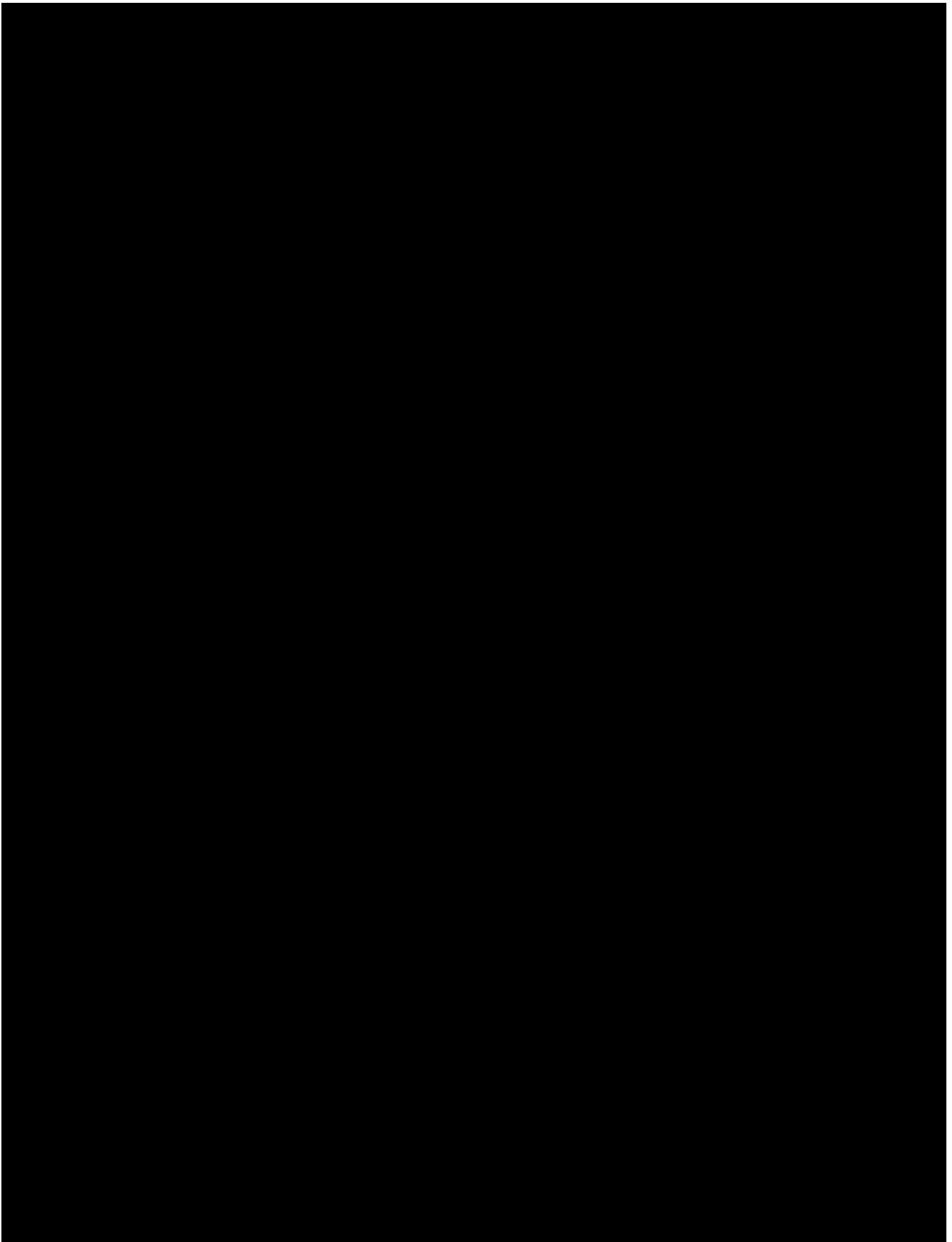






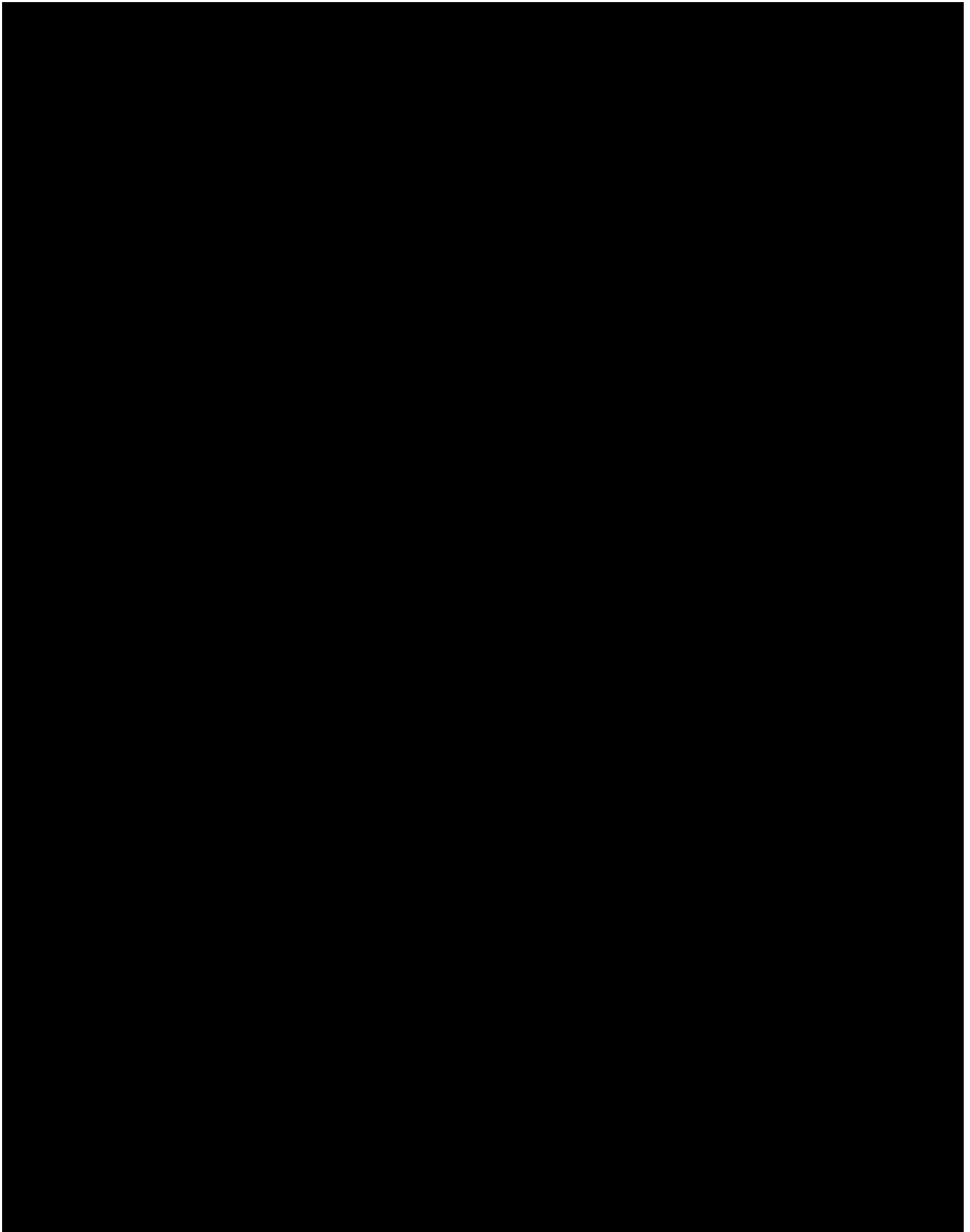


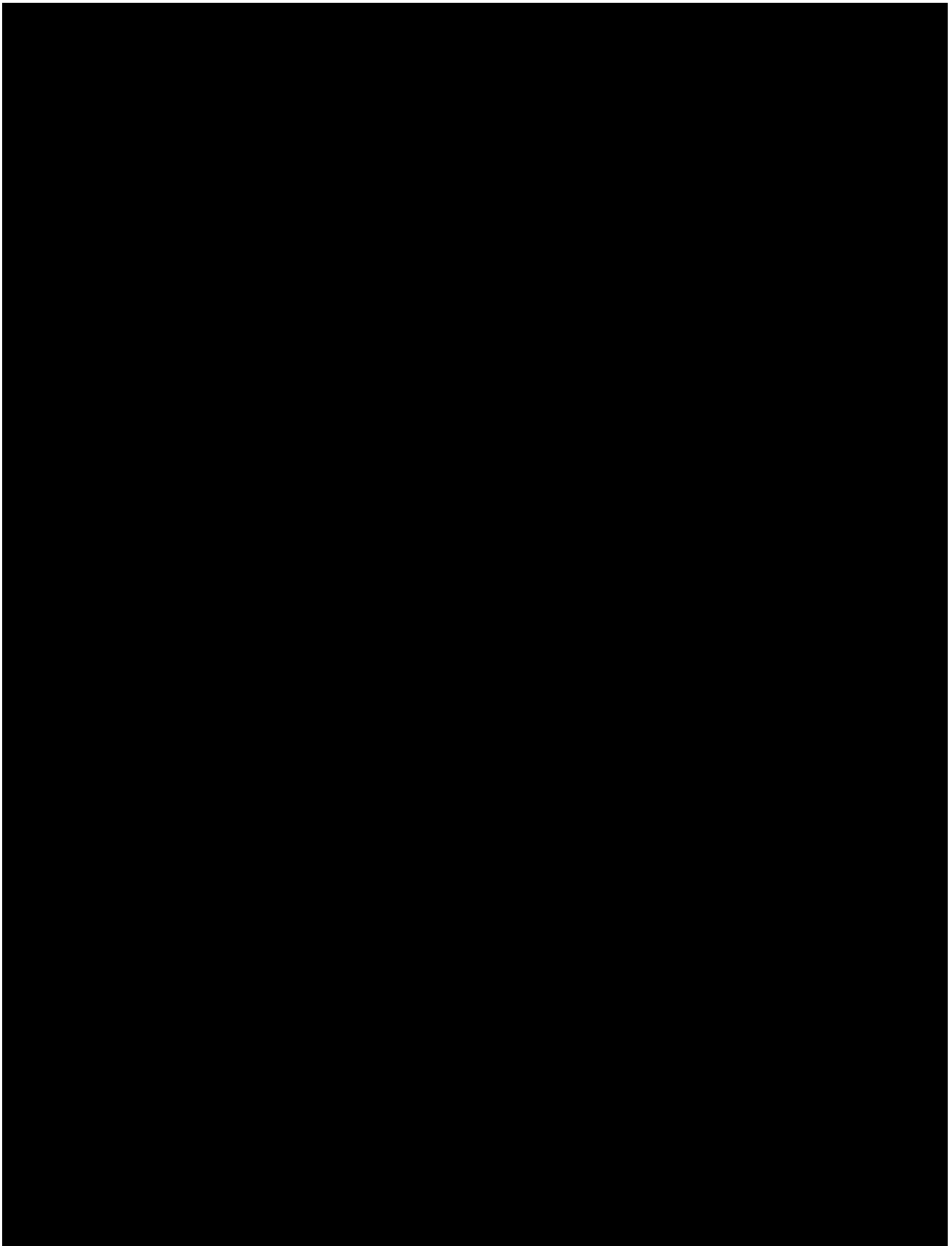


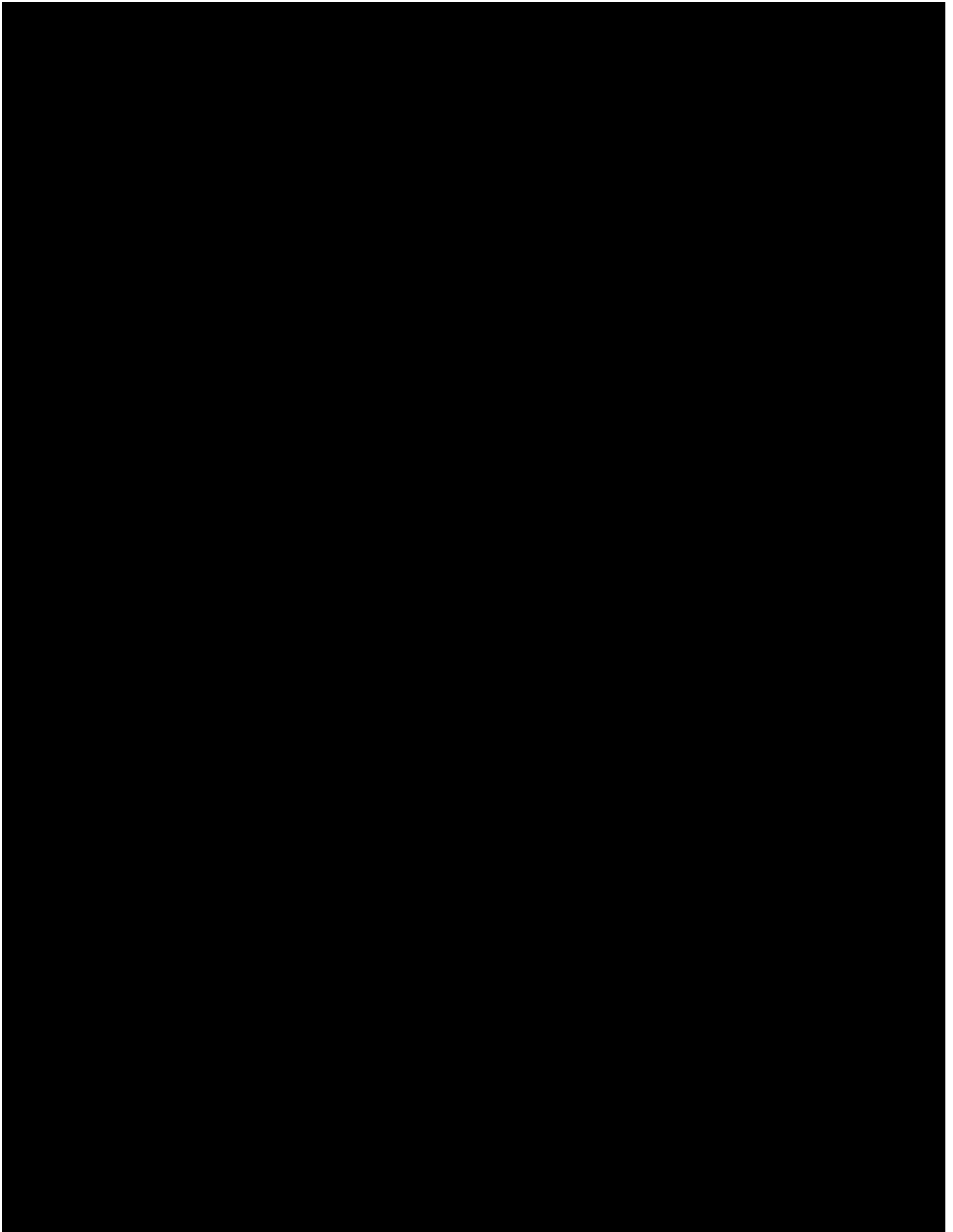


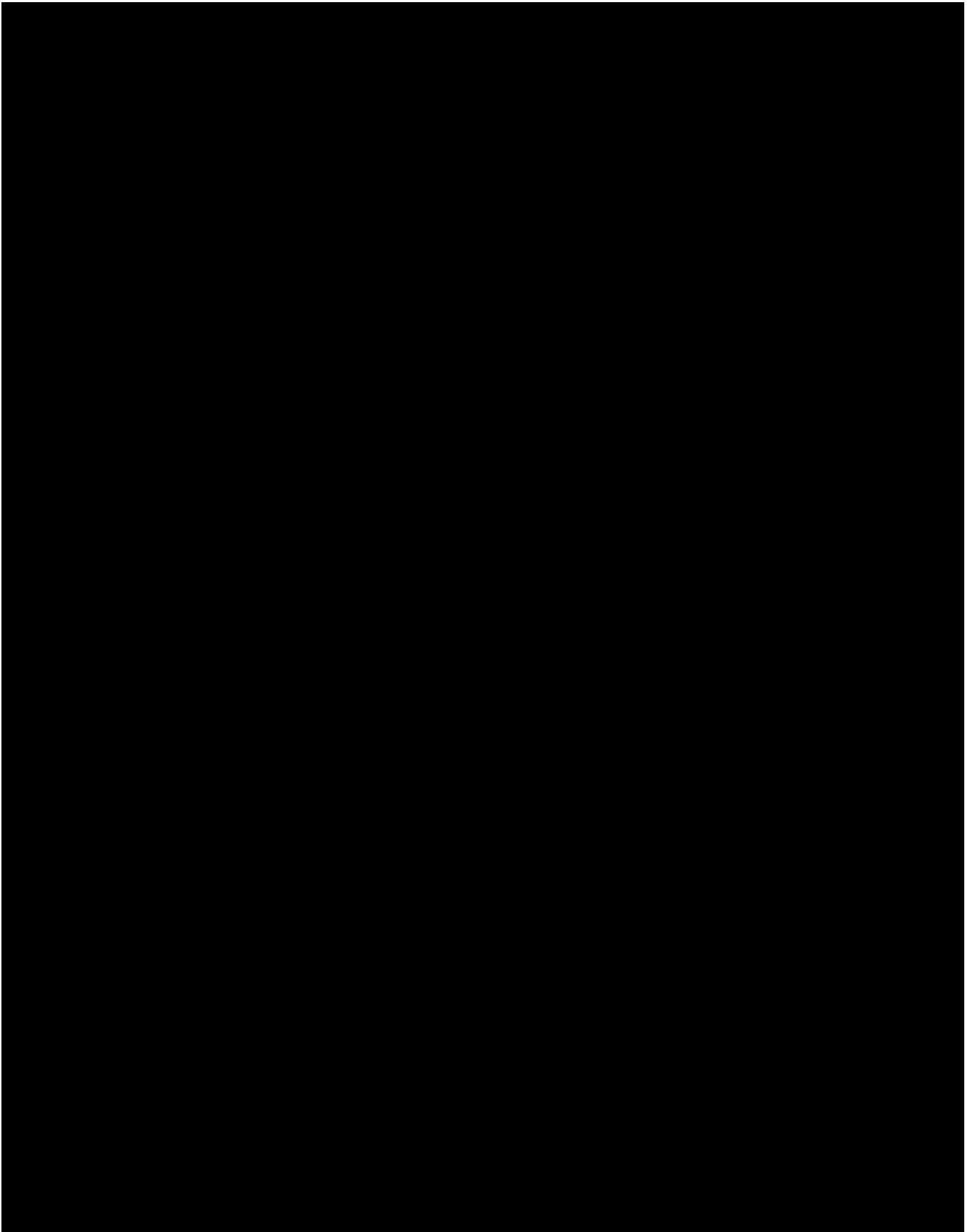
- 12.3 Provide a management chart that lists the key personnel dedicated to this project and provide resumes of the key personnel. Key personnel of the bidder's development team having substantial project management responsibilities must have:
- i. Successfully developed and/or operated one or more projects of similar size or complexity or requiring similar skill sets; and
  - ii. Experience in financing power generation projects (or have the financial means to finance the project on the bidder's balance sheet).

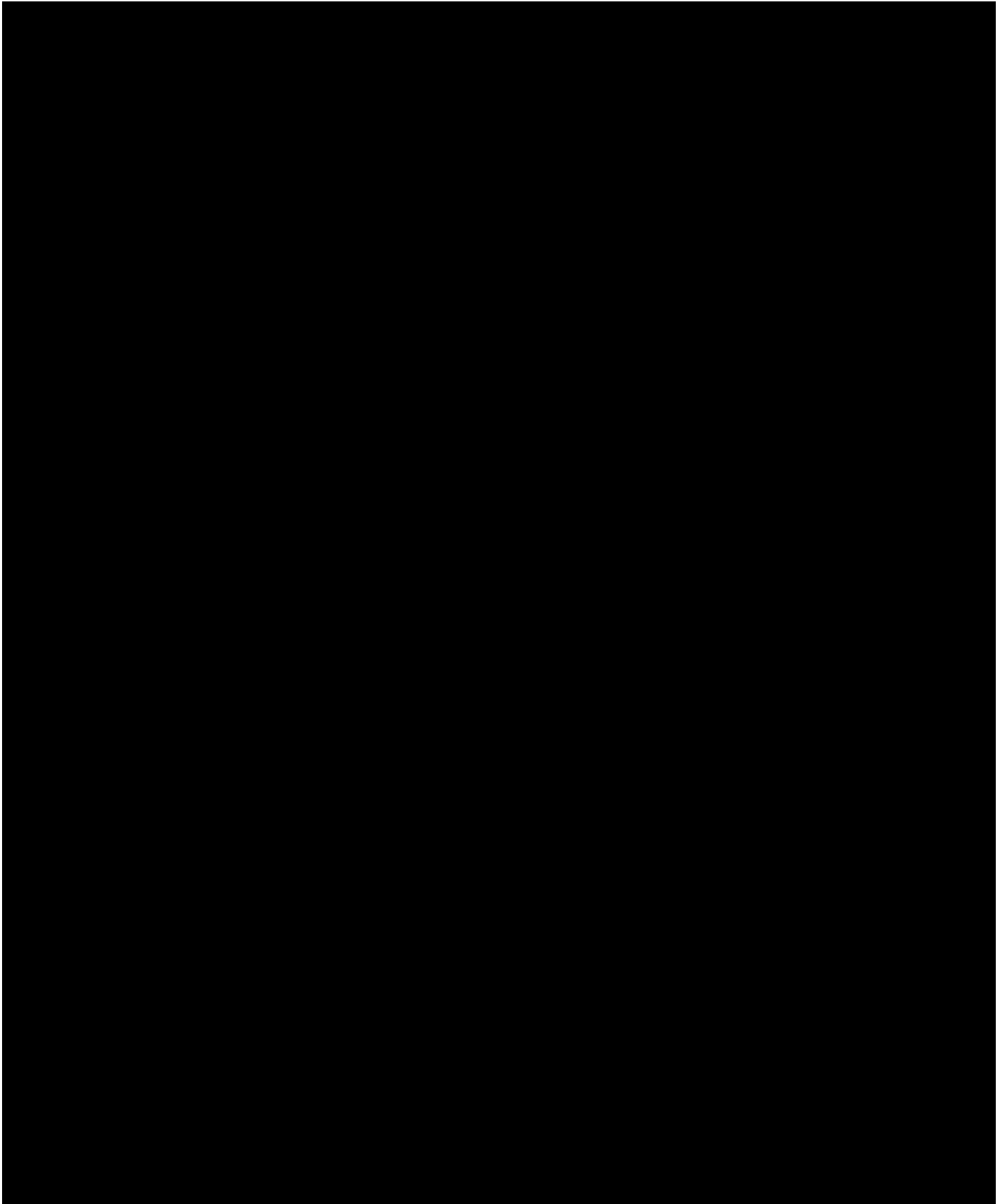
Mayflower Wind's team has deep experience and expertise in U.S. onshore wind, U.S. offshore oil and gas, and European offshore wind markets, as well as onshore and offshore permitting processes, the U.S. offshore construction supply chain, and global financing markets. Mayflower Wind has designated key management staff [REDACTED] who have successfully developed projects of similar size and complexity or requiring similar skill sets as the Project [REDACTED]

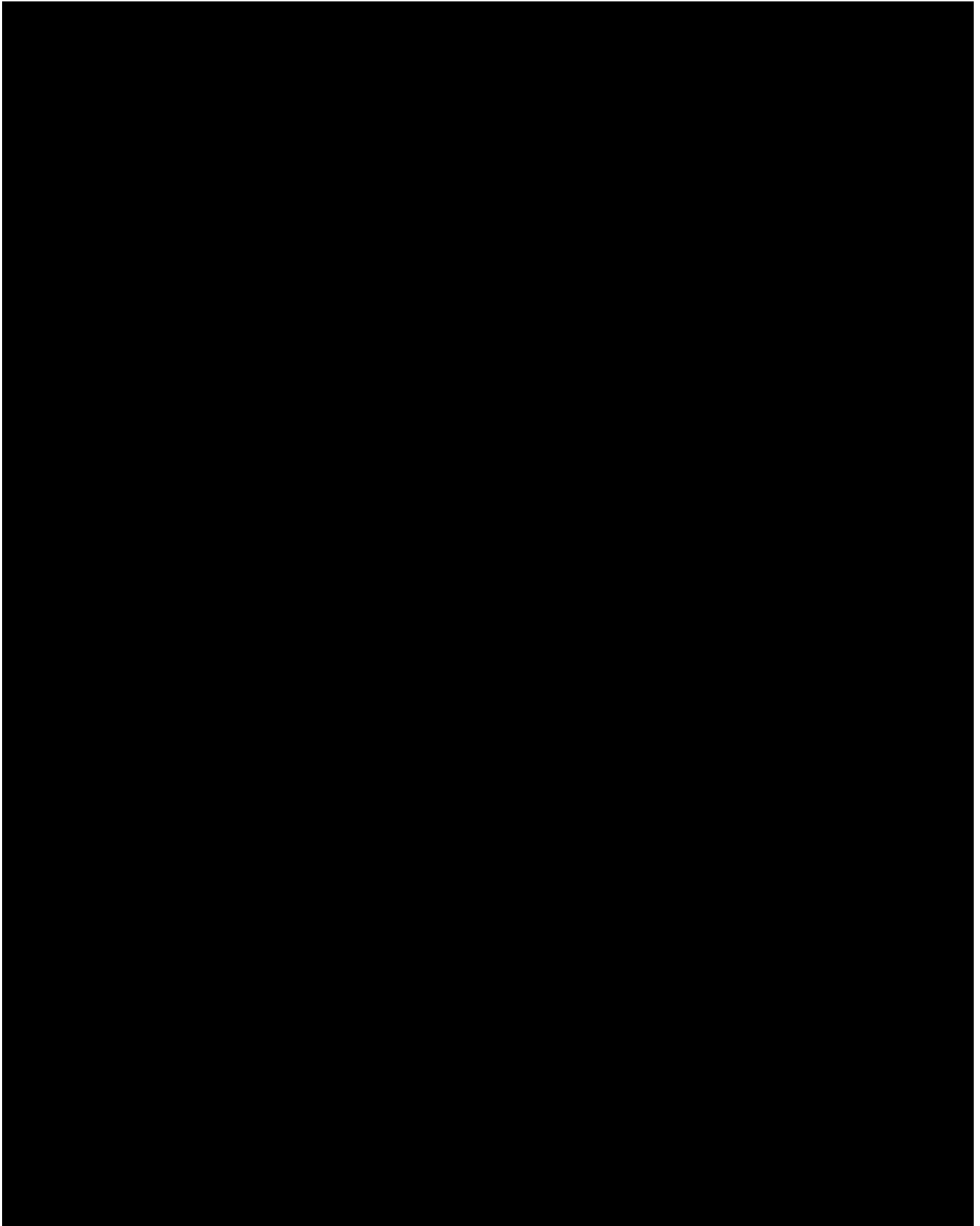




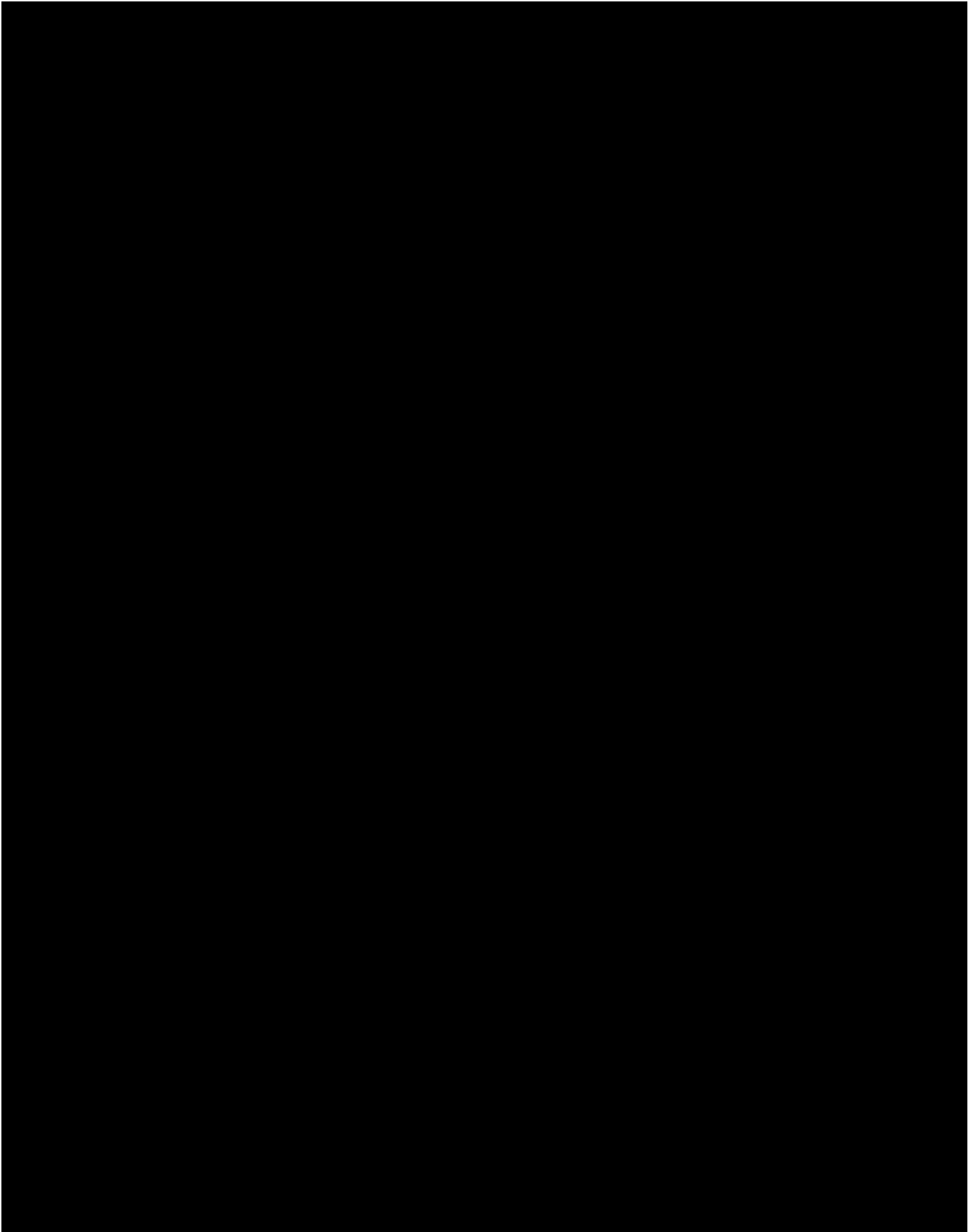


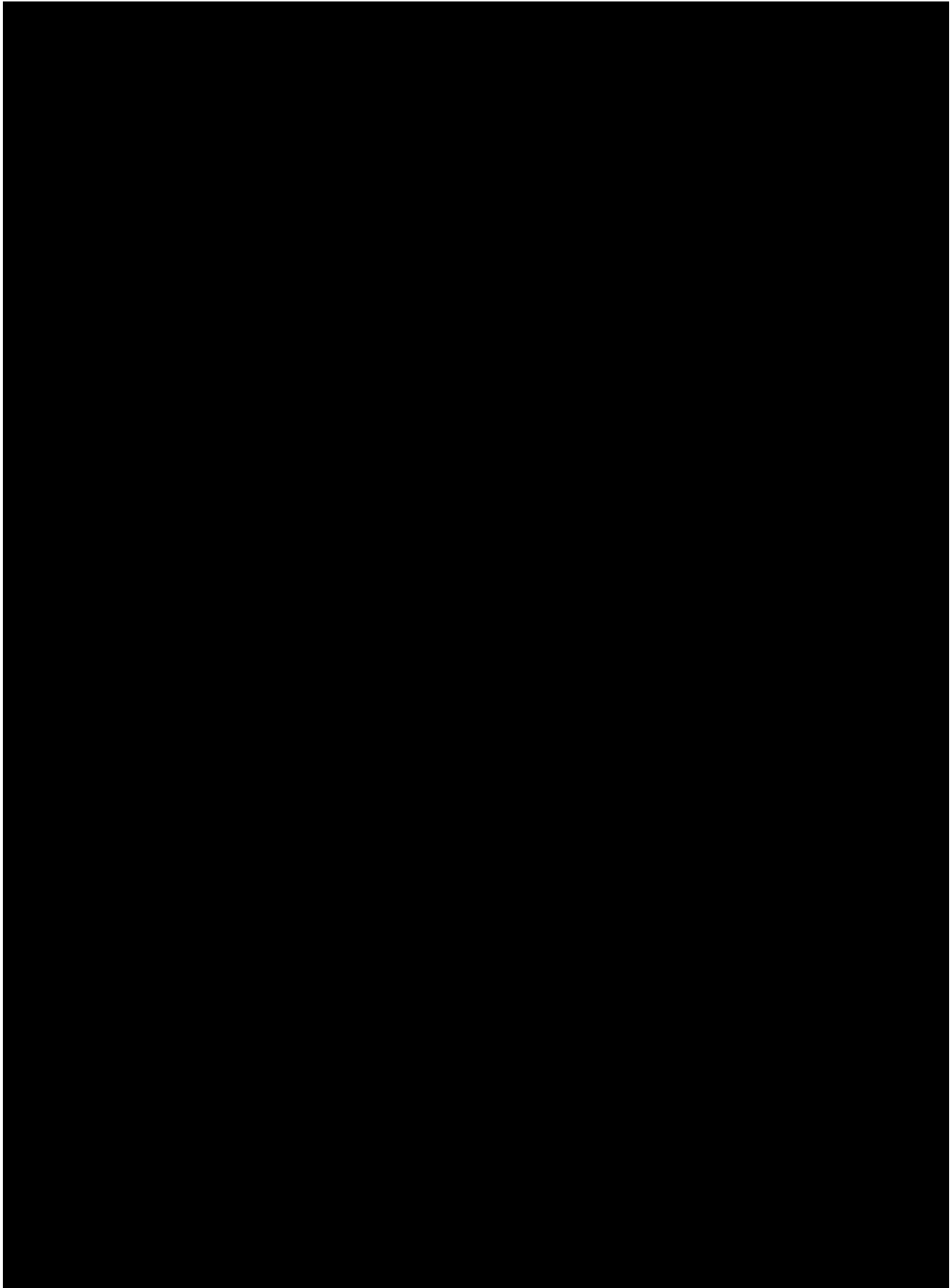




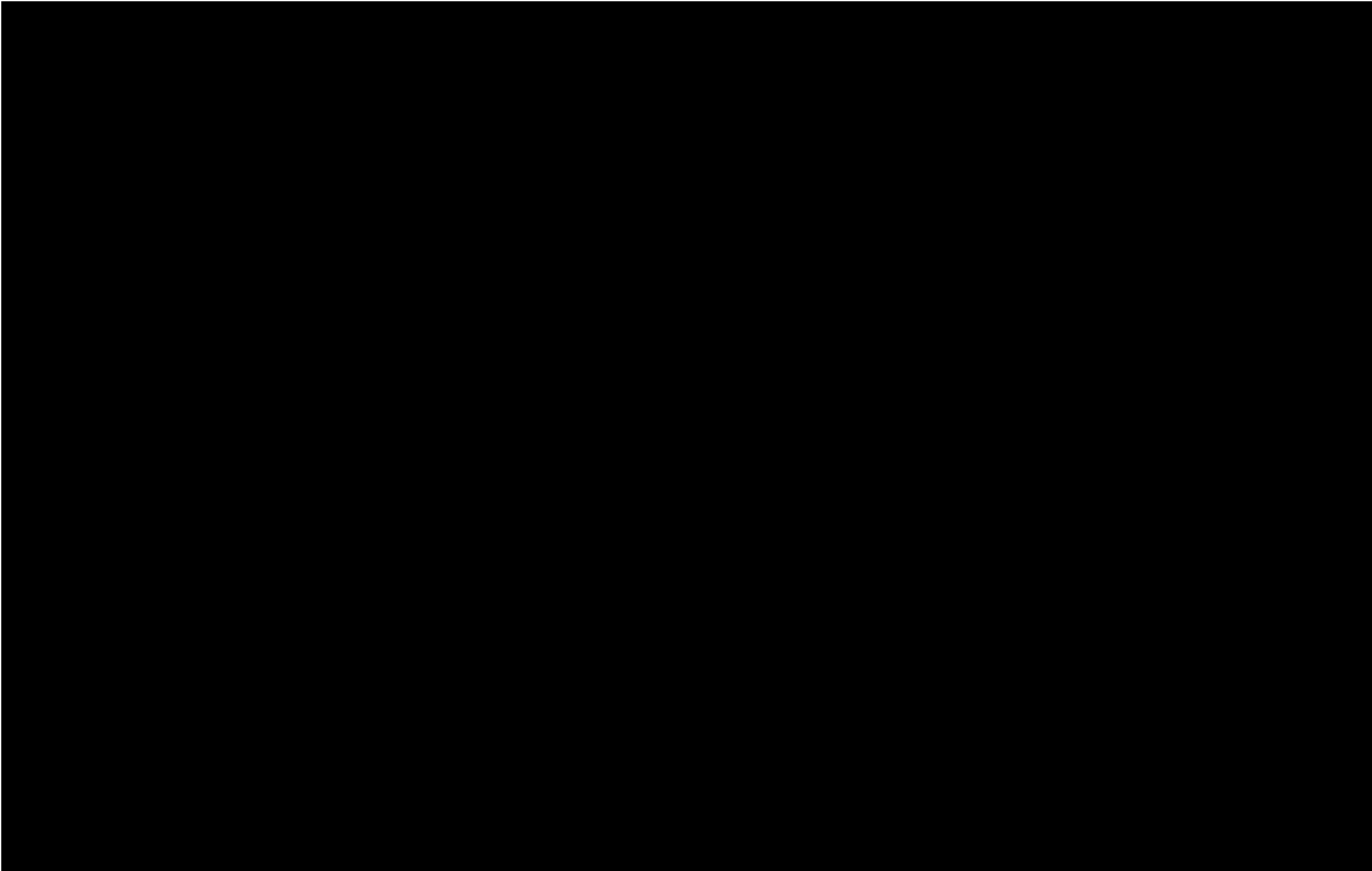


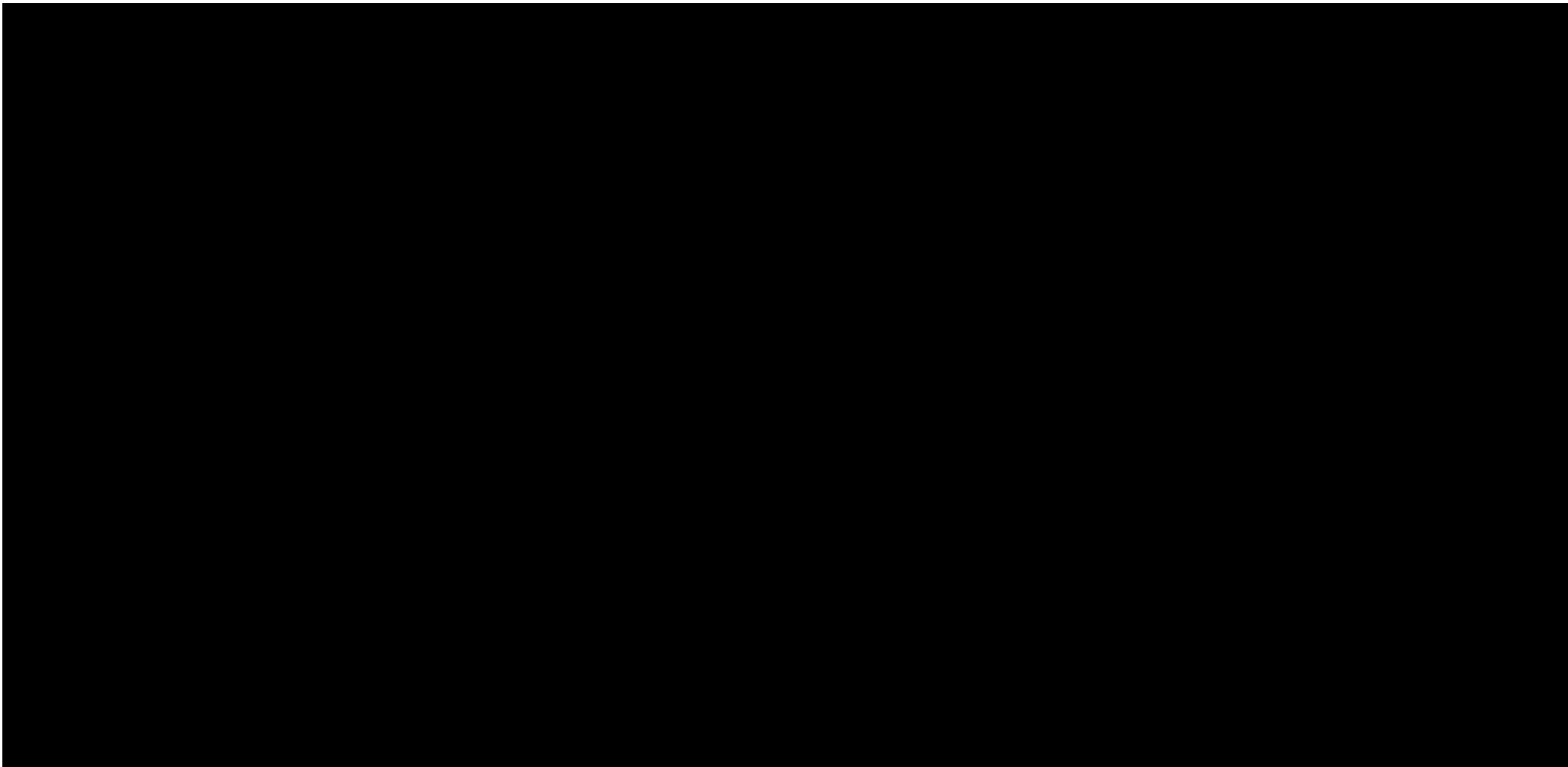






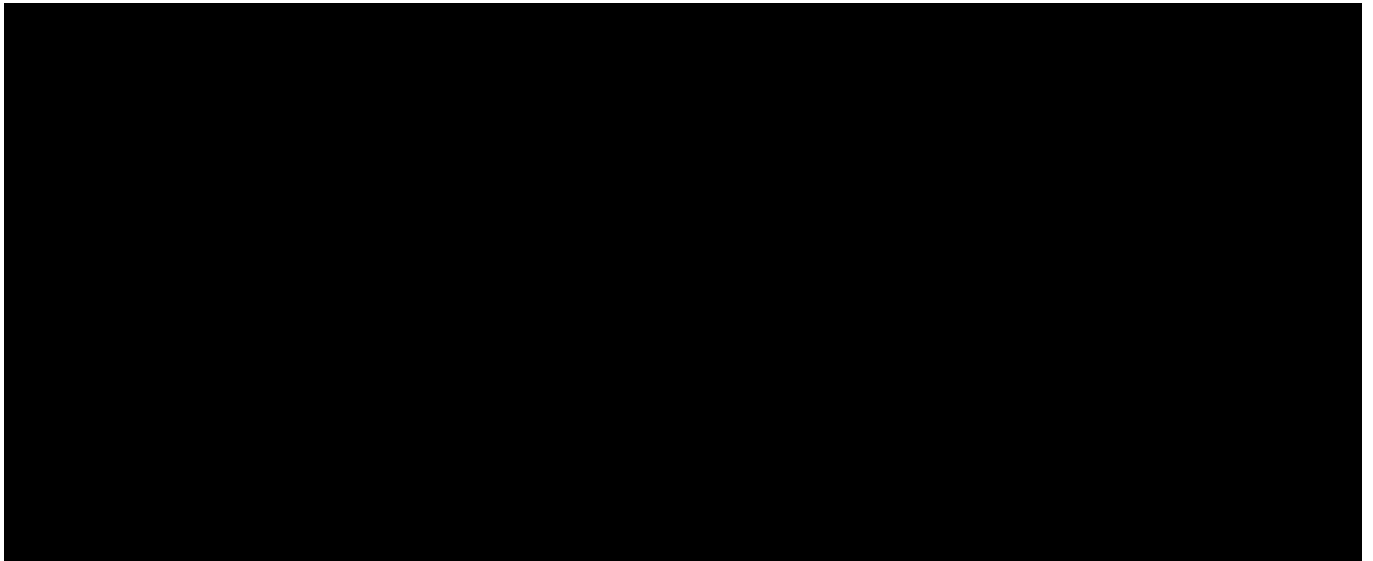
- 12.4 Provide a listing of all projects the project sponsor has successfully developed or that are currently under construction. Provide the following information as part of the response:
- i. Name of the project
  - ii. Location of the project
  - iii. Project type, size and technology
  - iv. Distance from shore and mean water depth of project
  - v. Commercial operation date
  - vi. Estimated and actual capacity factor of the project for the past three years
  - vii. Availability factor of the project for the past three years
  - viii. References, including the names and current addresses and telephone numbers of individuals to contact for each reference.






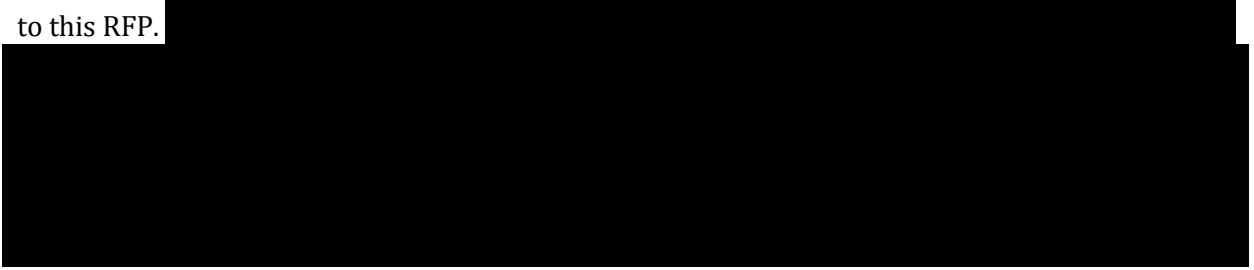
12.5 With regard to the bidder's project team, identify and describe the entity responsible for the following, as applicable:

- i. Construction Period Lender
- ii. Operating Period Lender and/or Tax Equity Provider
- iii. Financial Advisor
- iv. Environmental Consultant
- v. Facility Operator and Manager
- vi. Owner's Engineer
- vii. Transmission/Delivery Consultant
- viii. Legal Counsel



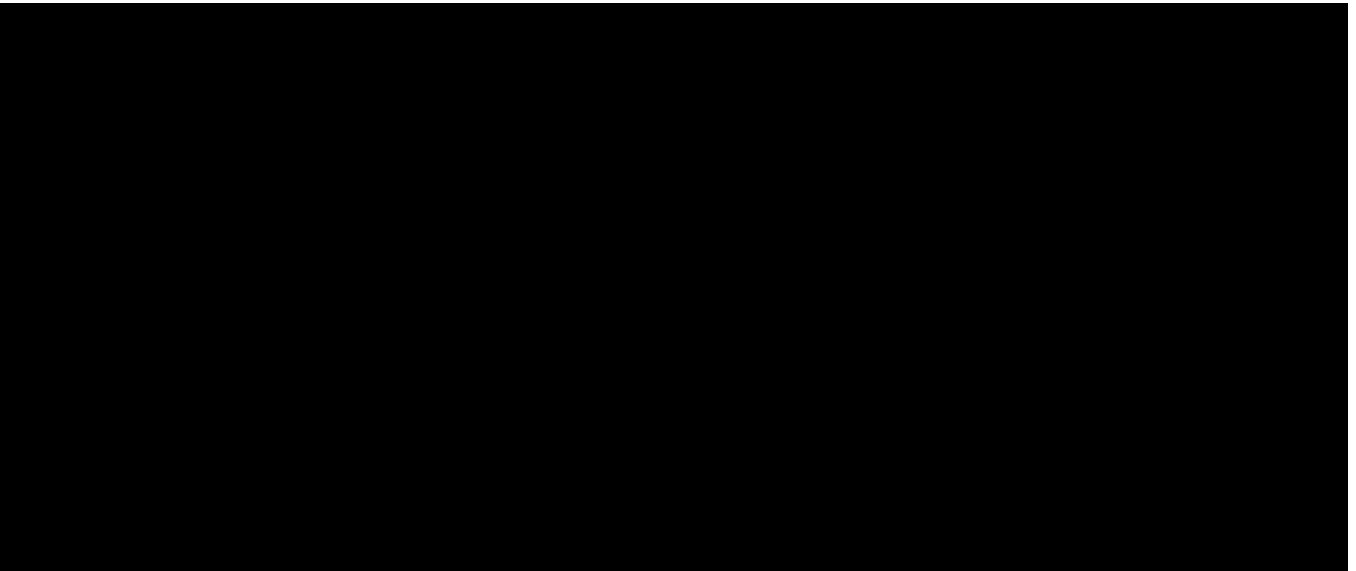
## **SECTION 13 OF APPENDIX A TO THE RFP DEMONSTRATED, VERIFIABLE COMMITMENT TO CREATE AND FOSTER EMPLOYMENT AND ECONOMIC DEVELOPMENT AND OTHER DIRECT BENEFITS**

Mayflower Wind is proud to invest up to \$81 million—in addition to \$77.5 million previously committed by the Low Cost of Energy project selected in response to the MA 83C II RFP—in direct economic development benefits to the Commonwealth of Massachusetts as a part of the proposals to this RFP.

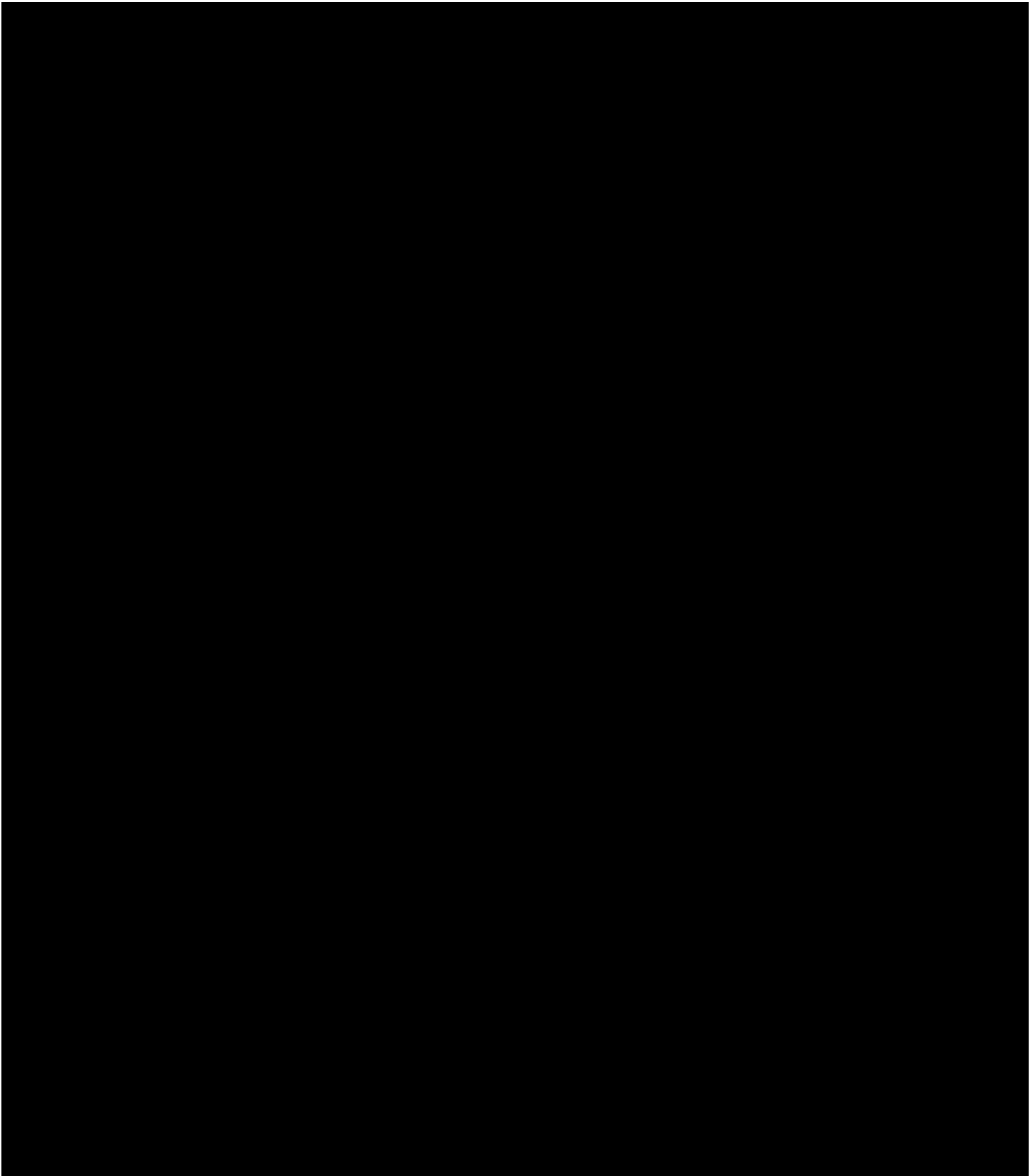


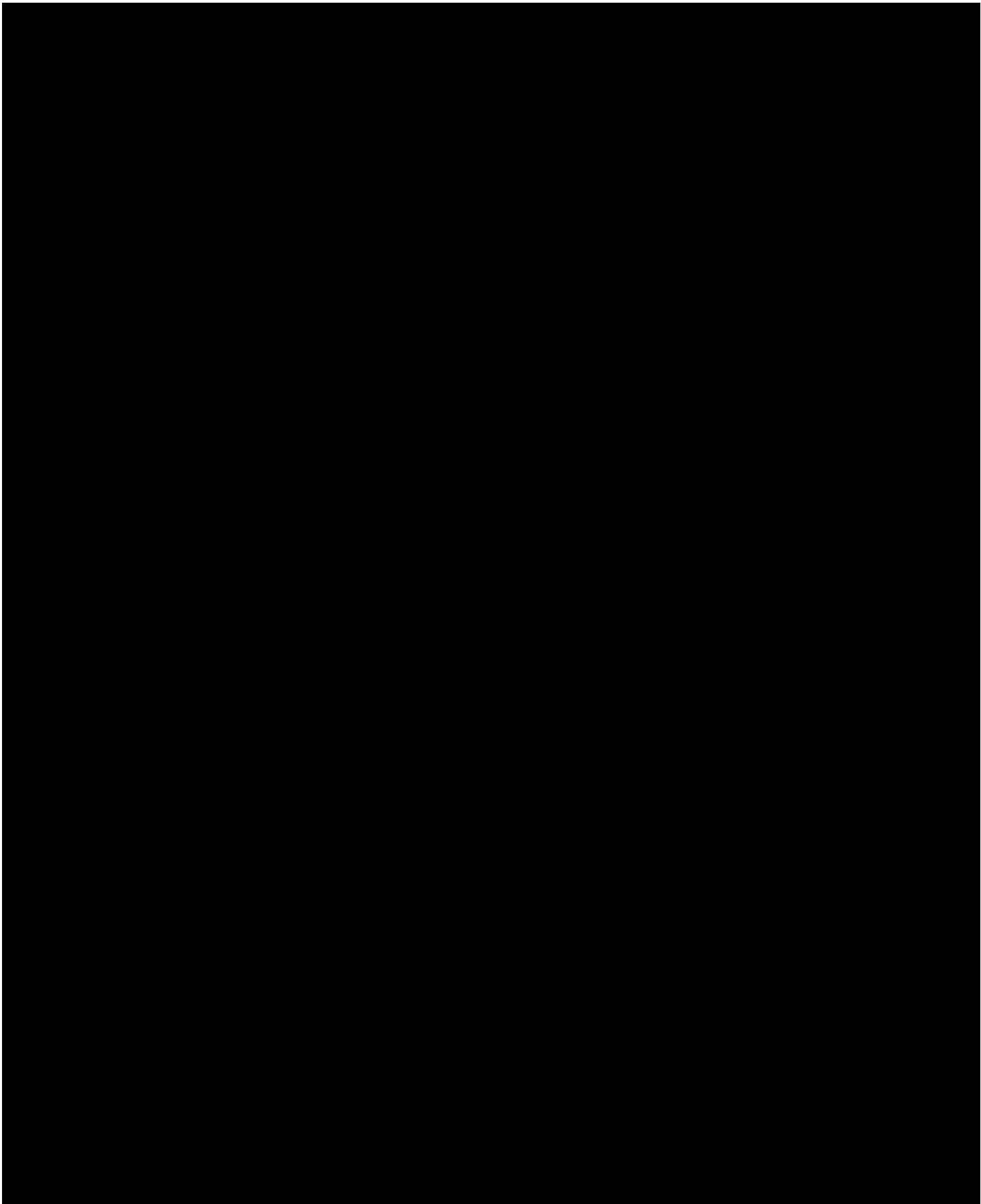
- 13.1 Please provide an estimate of the number of jobs to be created directly during project development and construction, and during operations, and a general description of the types of jobs created, duration of employment, estimated annual compensation, the employer(s) for such jobs, and the location. Employment impacts should be broken out by state and the region as a whole and highlight any impacts in economically distressed areas. Please treat the development, construction, and operation and maintenance periods separately in your response. All information provided must be measurable.

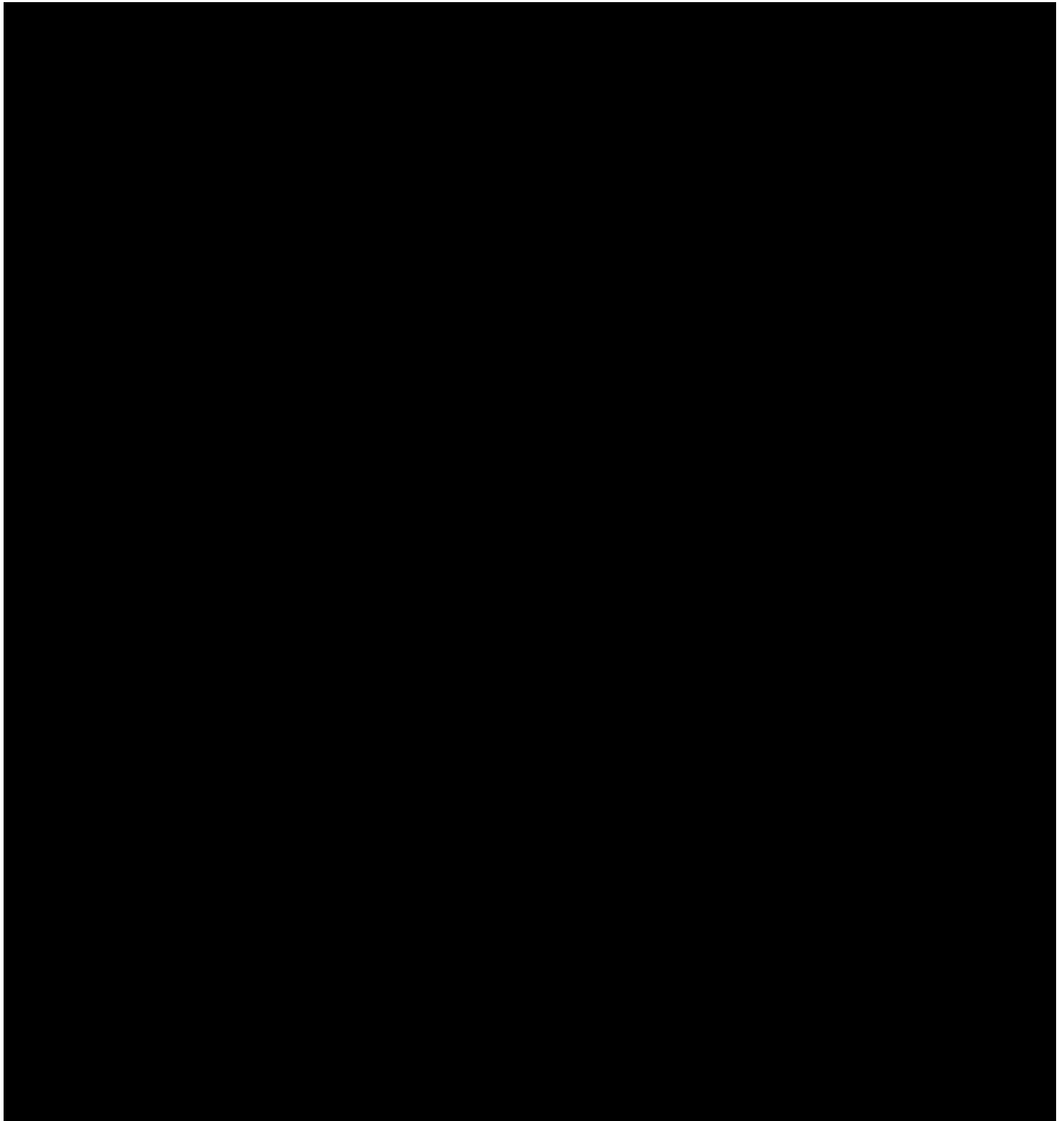
Please describe the status of any contractual commitments with respect to direct job creation and provide any pertinent agreements that have been executed.

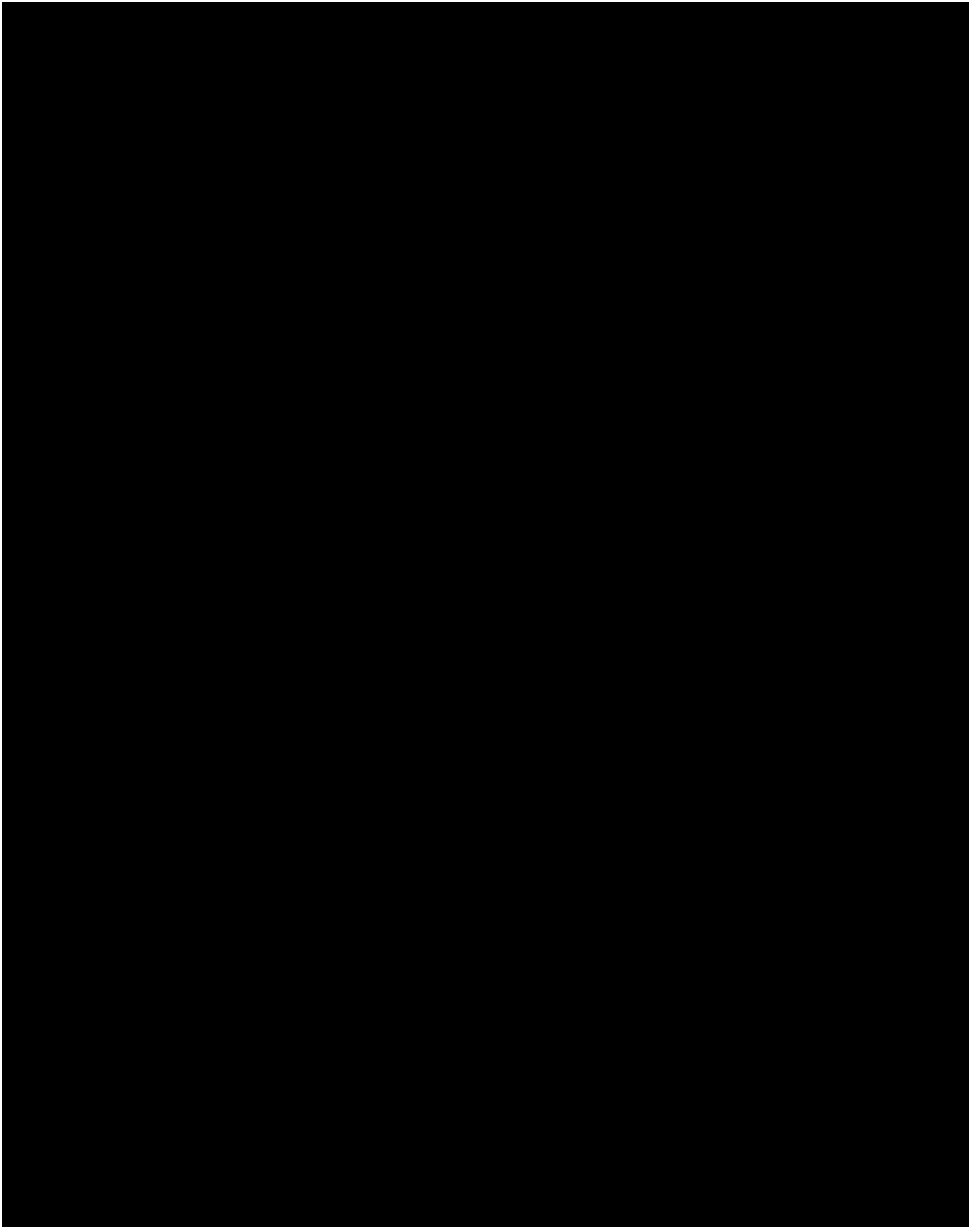












13.2 Please provide a diversity, equity and inclusion plan that includes a Workforce Diversity Plan and the Supplier Diversity Program Plan as outlined in Section 2.3.2.i of the RFP. Describe consultation with the Massachusetts Supplier Diversity Office, as applicable.

Mayflower Wind's overall approach to DEI, and the Workforce Diversity Program and Supplier Diversity Program, is built on three pillars:

- Taking immediate actions that address these important values;
- Crafting an economic development program that is [REDACTED] tailored to advance DEI efforts; and
- Adopting the long-term specific and systematic internal workforce and supplier plans [REDACTED]

Mayflower Wind recognizes that historically disadvantaged communities continue to bear the brunt of the impacts of climate change. Mayflower Wind's DEI plans are founded on the fundamental belief that widespread and lasting change can be achieved through solutions that simultaneously address the climate crisis and racial and social inequities.

Mayflower Wind crafted its DEI plans with the specific goal of increasing the diversity of its internal staff, as well as its external partners. Mayflower Wind believes that increasing diversity at every level of the organization can bring a wider range of experiences and perspectives. This results in better decision outcomes, which in turn will mean a better delivered Project, and ultimately more benefits to the Commonwealth.

To support this effort, Mayflower Wind staff engaged in consultations with the Massachusetts Supplier Diversity Office (SDO) and partnered with SDE to develop a robust Workforce Diversity Plan and a Supplier Diversity Program Plan that reflects Mayflower Wind's beliefs. Following

consultations with The Environmental League of Massachusetts and the SDO, [REDACTED] developed the Mayflower Wind Workforce Diversity Plan and Supplier Diversity Program to expand opportunities for disadvantaged businesses and incorporate DEI into all of Mayflower Wind's activities.

[REDACTED]

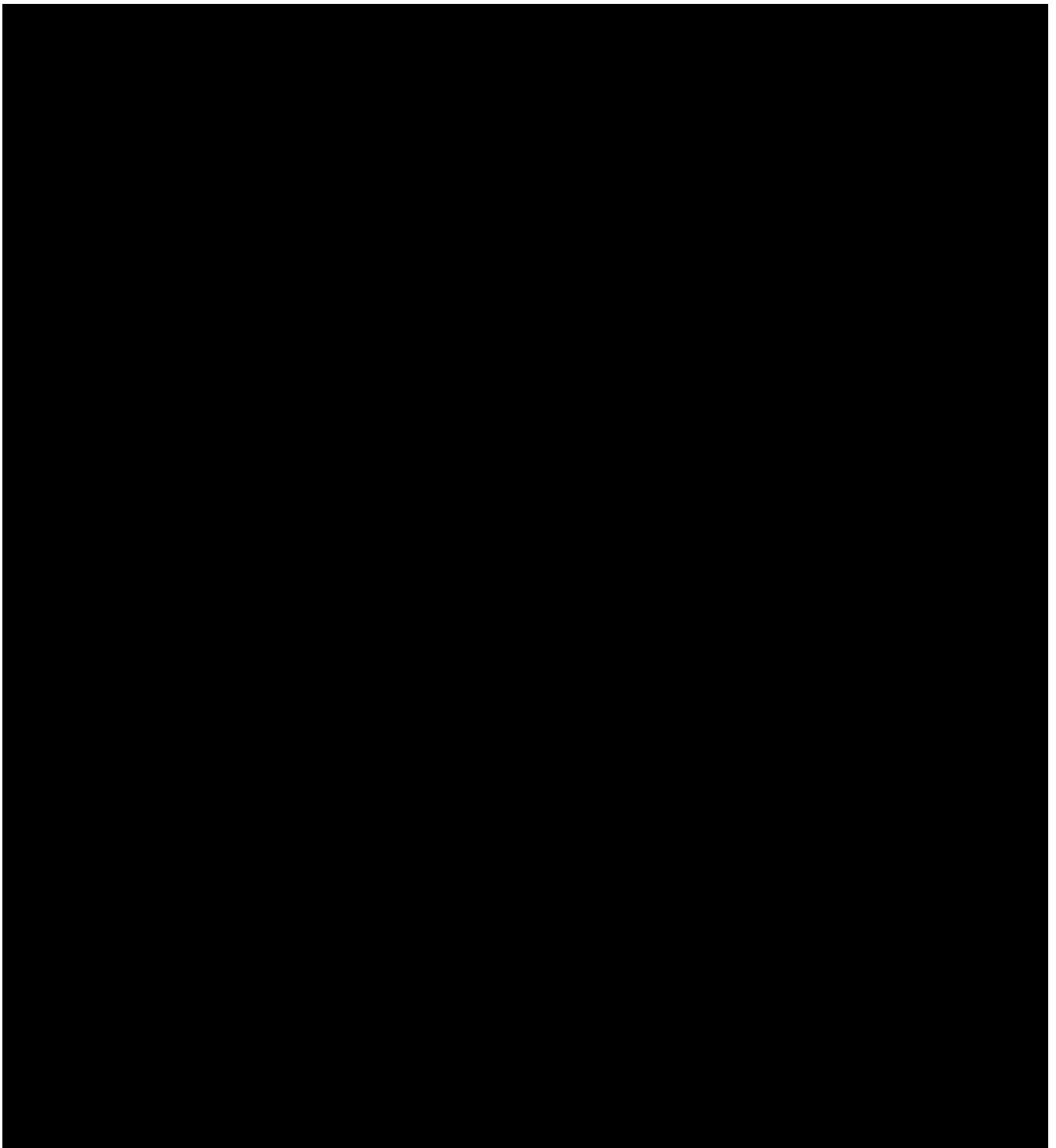
Mayflower Wind implemented a comprehensive and innovative approach to developing a diverse team. In the Workforce Diversity Plan, Mayflower Wind integrates DEI principles into every process of workforce development, from initial outreach with potential new hires to the retention and review of current team members. [REDACTED]

[REDACTED]

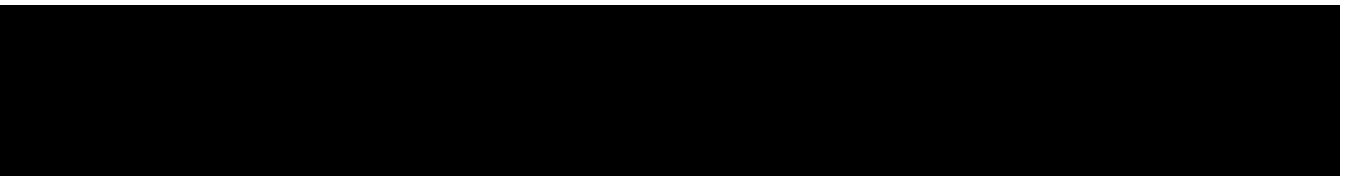
[REDACTED]

Mayflower Wind's Supplier Diversity Program Plan targets a portion of spending to SDO-certified businesses and those businesses which may be recommended for certification. This method promotes the growth of the industry by encouraging existing minority- and women-owned businesses to adapt their skillsets and expertise to the needs of the offshore wind industry. [REDACTED]

[REDACTED]



On June 21, 2021, Mayflower Wind and SDO staff held a meeting to discuss the diversity opportunities in the offshore wind industry—it was a productive discussion that has shaped Mayflower Wind’s DEI strategy.

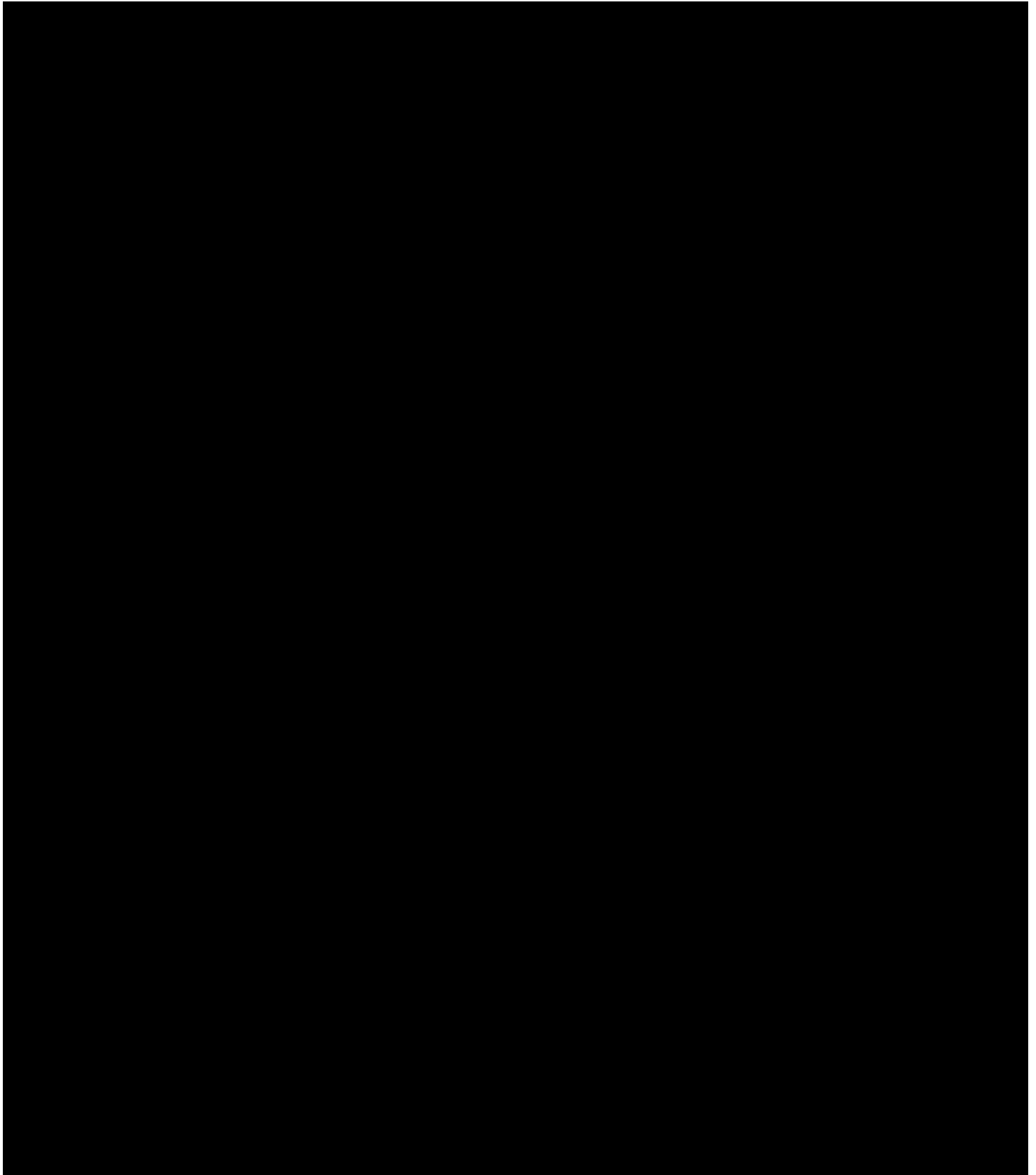


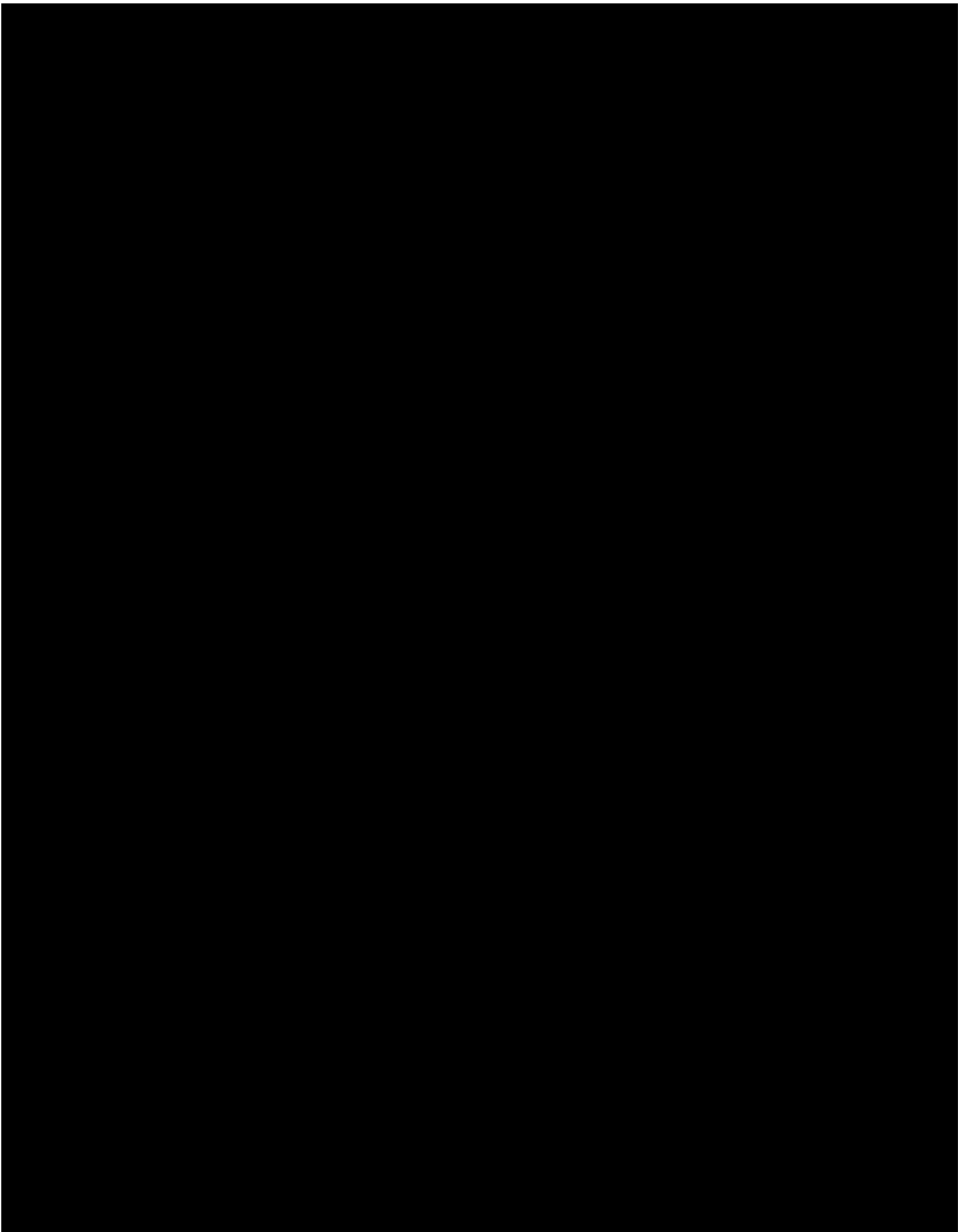
13.3 Please describe and quantify any other economic activity or development expected to result directly from the proposed project. Impacts should be broken out by state and the region as a whole and highlight any impacts in economically distressed areas. Direct economic activity/development will be evaluated based on scale relative to project size, credibility and firmness. Commitments that secure long-term benefits are preferred. Commitments will be evaluated by the degree or extent to which the asserted benefits are contractually committed to by the bidder. Specific commitments to economic activity or development should include (but are not limited to):

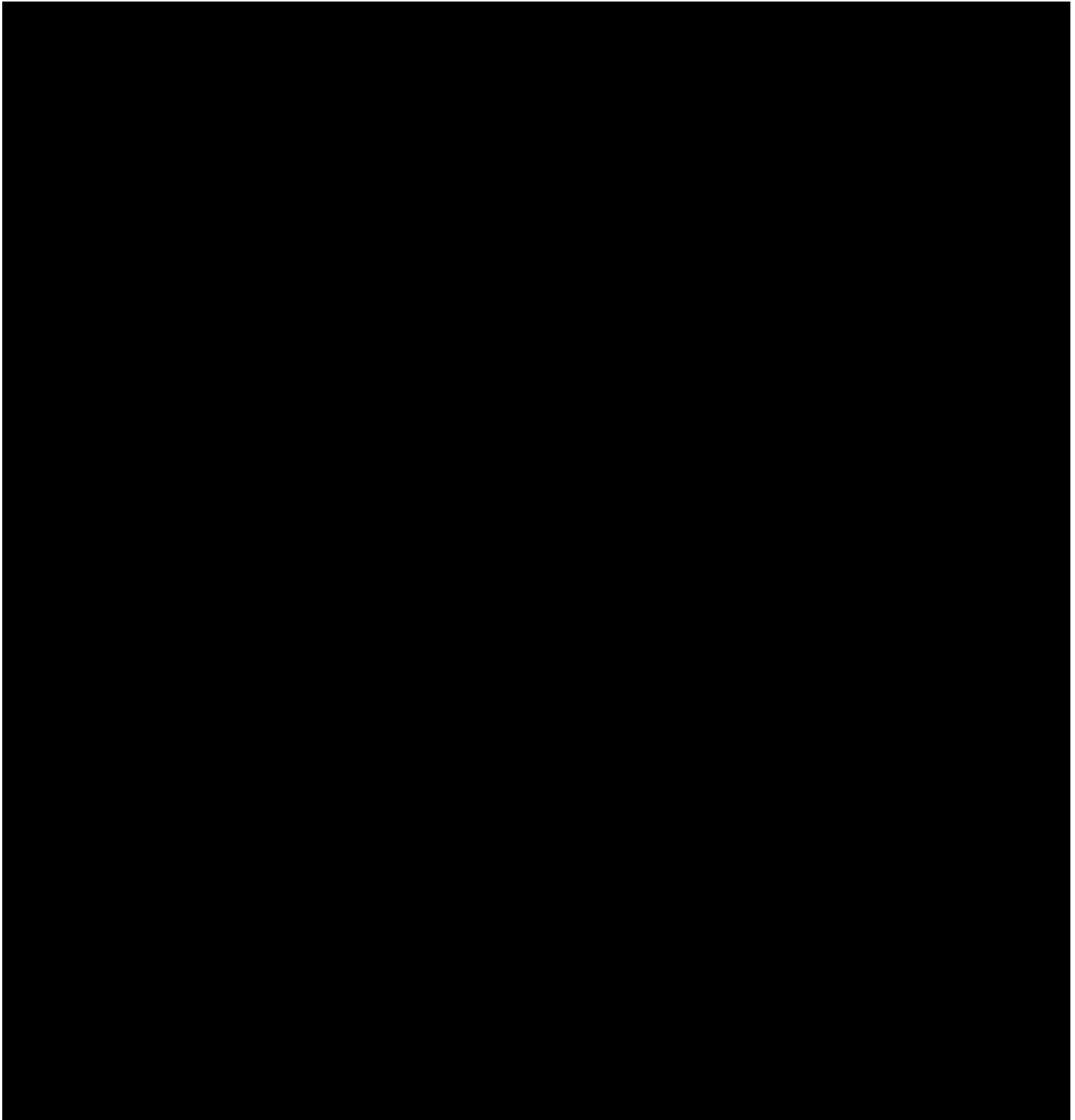
- i) Investment in supply chain and infrastructure improvements to support the offshore wind industry;
- ii) Investment in workforce development to support the offshore wind industry, which may include partnerships with vocational and technical schools, community colleges, labor groups, and community-based organizations to create paid training, internship, apprenticeship programs. These investments could include public-facing educational outreach programs to engage youth, high schools, and residents about offshore wind, clean energy, and climate topics.
- iii) Utilization and investment in port facilities and infrastructure during project development, construction, and operation and maintenance of the project;
- iv) Investment in offshore wind-related research and innovation initiatives or partnerships;
- v) Support for ongoing science and data collection to improve environmental, wildlife, and fisheries performance of offshore wind, including commitments to data sharing.
- vi) Economic development activities and investments that directly benefit economically distressed areas, environmental justice communities, and/or low-income populations.

Mayflower Wind is committing to investing up to \$80.9 million over 20 years to grow the local offshore wind workforce, increase the capacity of Massachusetts educational institutions, and drive the local economy in economically distressed areas and the Commonwealth as a whole









Mayflower Wind's Economic Development Package reflects its commitment to increase access to this burgeoning industry to ensure that its value and benefits are shared equitably among communities of the Commonwealth. Mayflower Wind's support is centered on partnerships with existing and durable local institutions—providing those partners with substantial resources that amount to transformational investments.

[REDACTED]

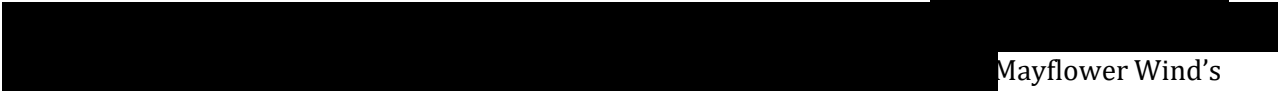
Mayflower Wind is working to ensure that DEI is at the core of each partnership, so that these opportunities are widely and equitably available across Massachusetts communities.

[REDACTED]

Mayflower Wind will implement this vision through partnerships with proven local institutions to enhance local capacity. Mayflower Wind has purposefully structured these partnerships to cross-leverage multiple core initiatives to deliver the most impactful, cost-effective investment that will foster a diverse, interdisciplinary local workforce and a robust, collaborative, and forward-thinking supply chain. This strategy for crafting these overlapping partnerships is demonstrated in the [REDACTED] which visually depicts how these partnerships address multiple goals.




Mayflower Wind's Economic Development Partnerships Strategy is designed to foster short- and long-term employment and economic development while increasing DEI. 


 Mayflower Wind's major agreements provide for regular reporting of actual actions and benefits to Mayflower Wind so, in turn, these activities can be tracked and reported on.

Mayflower Wind's strategy includes the following types of partnerships, each of which is further detailed below:

- Category A Partnerships delivering on all three core initiatives

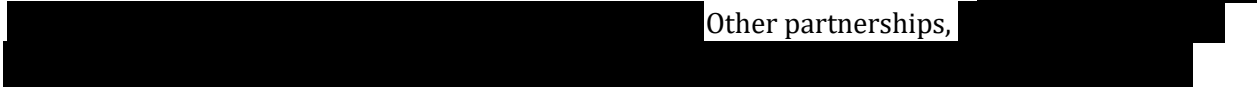
- 
- Category B Partnerships delivering on two core initiatives

- 
- Category C Partnerships delivering on a single core initiative

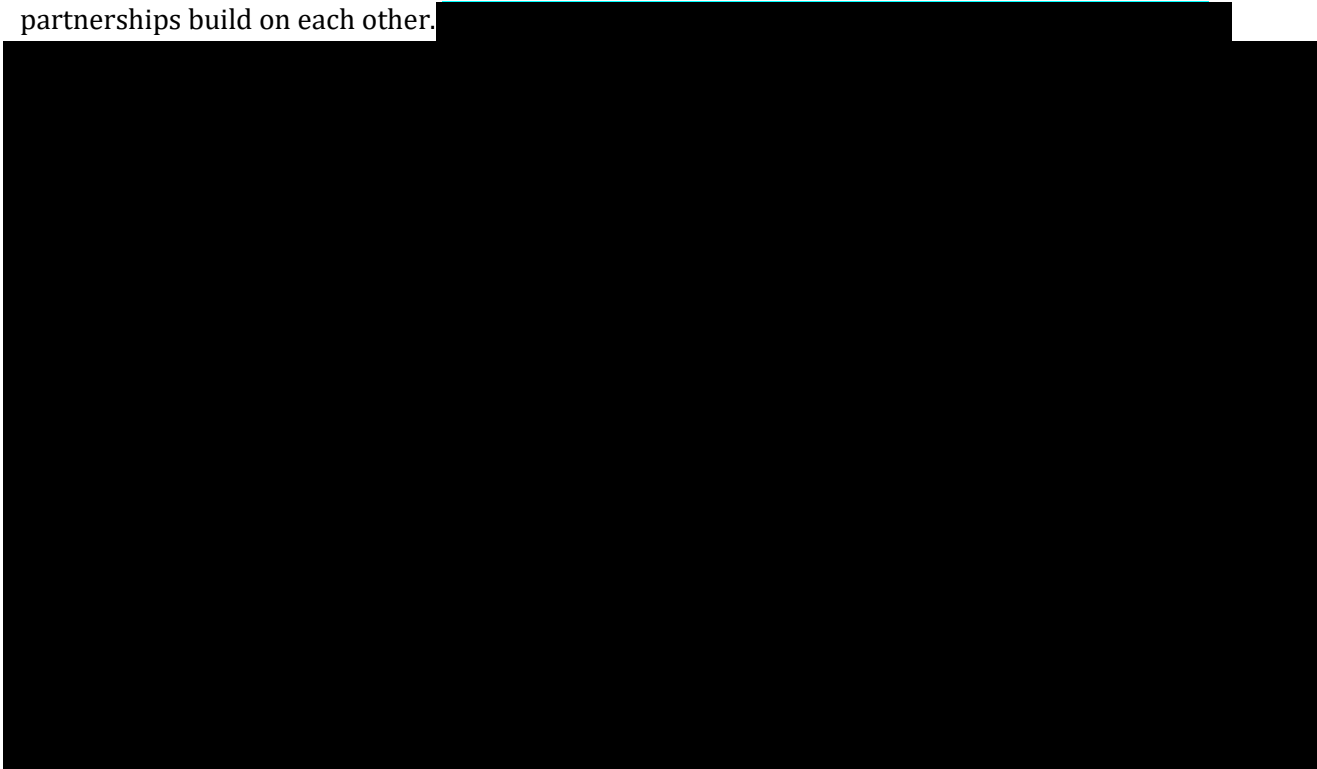


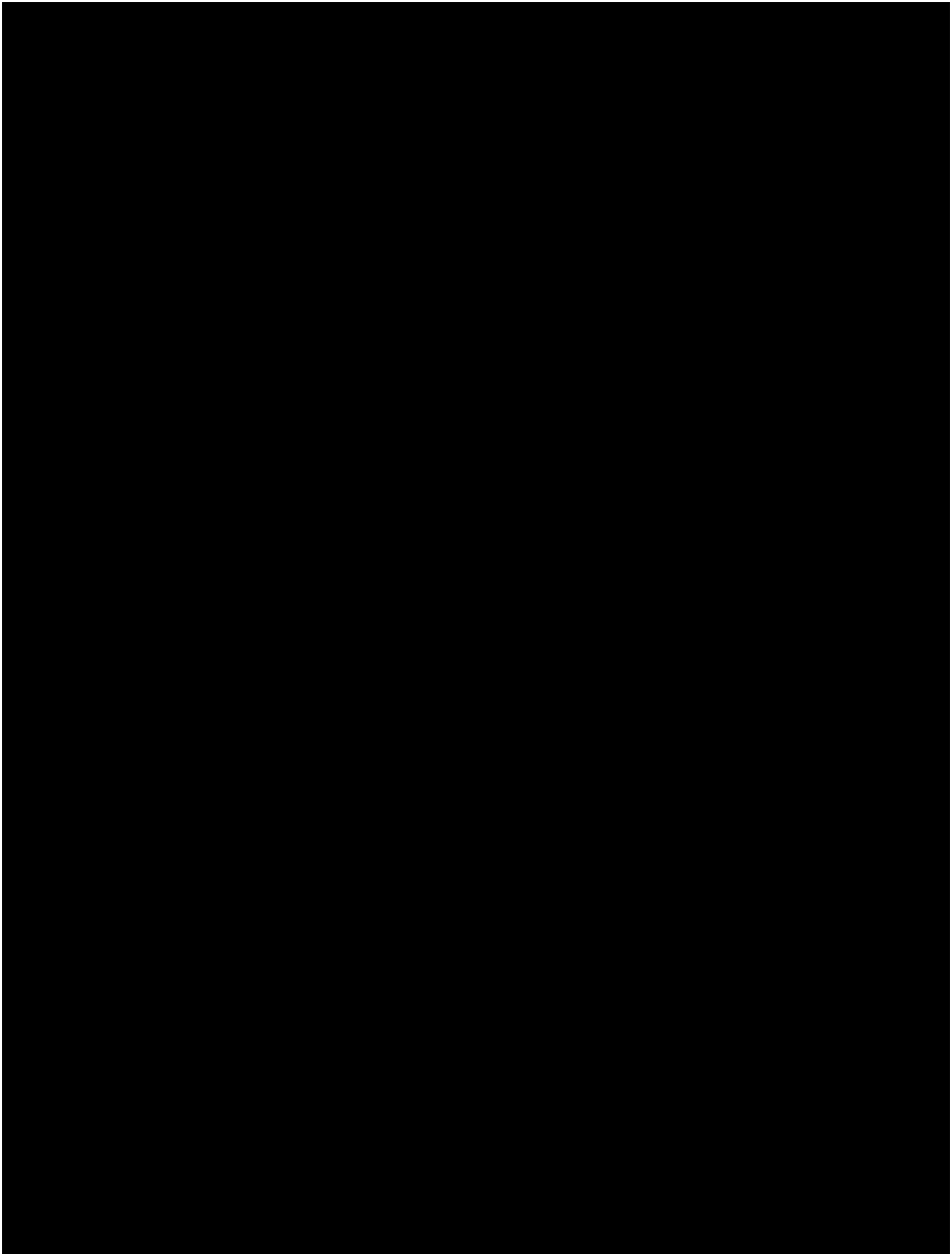
The largest category of flagship partnerships advances all three core strategic initiatives. Each of these initiatives incorporate DEI as fundamental elements of community development. In many cases, Mayflower Wind will be working with institutions and partners who are already engaged in the work of uplifting diverse communities and fostering equity and inclusion

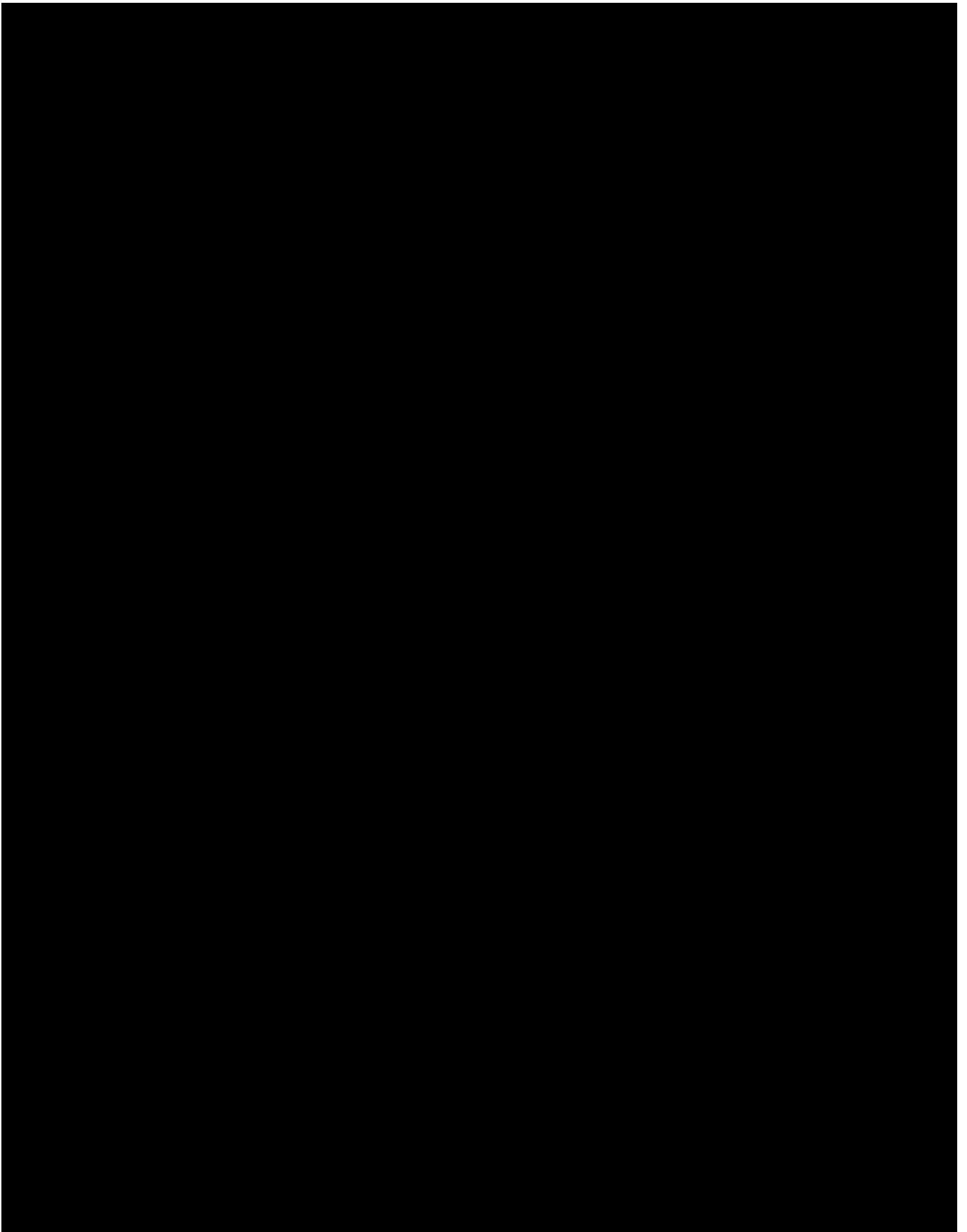
Other partnerships,



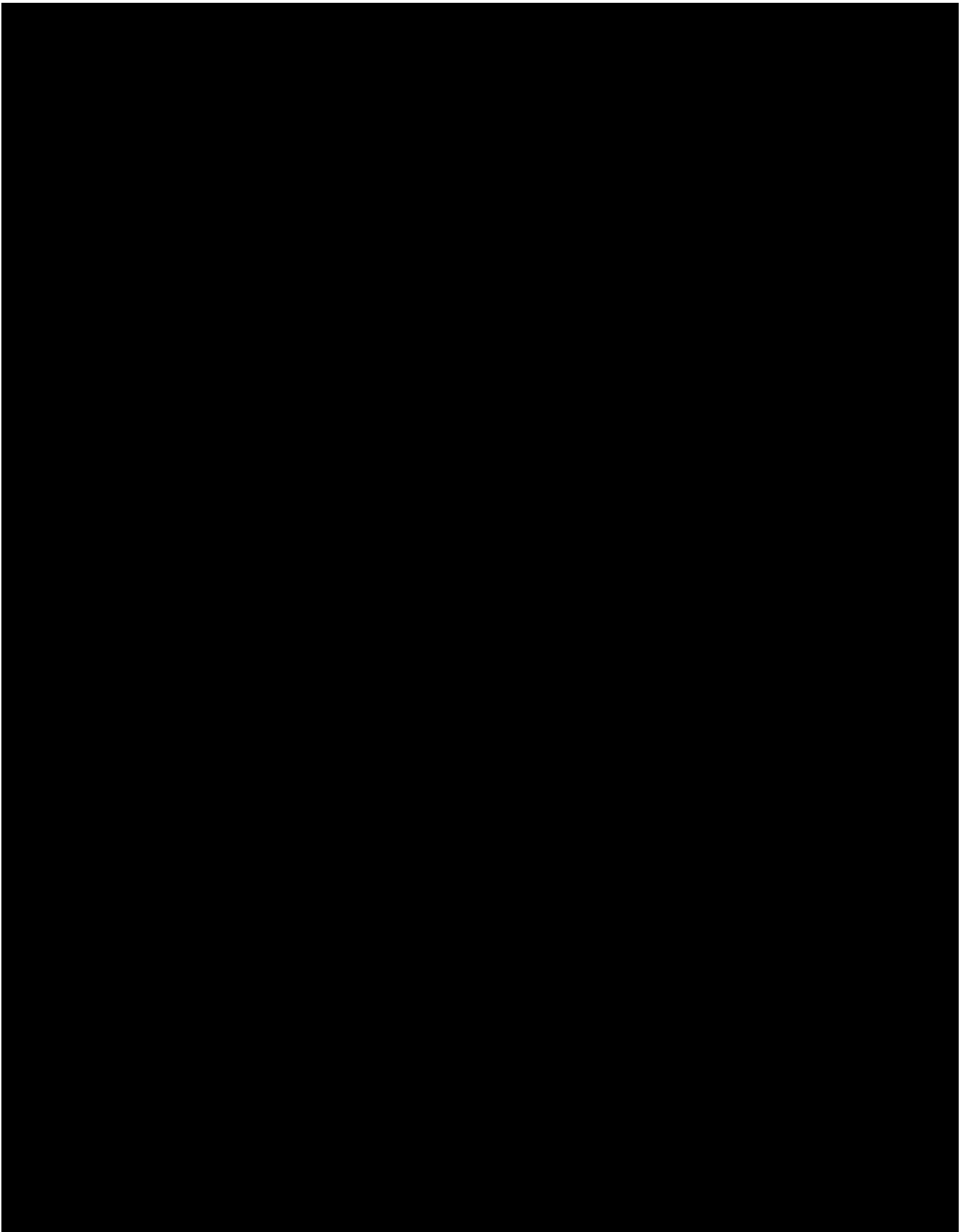
support and accelerate institutional efforts to foster diversity, equity, and inclusion. These partnerships build on each other.

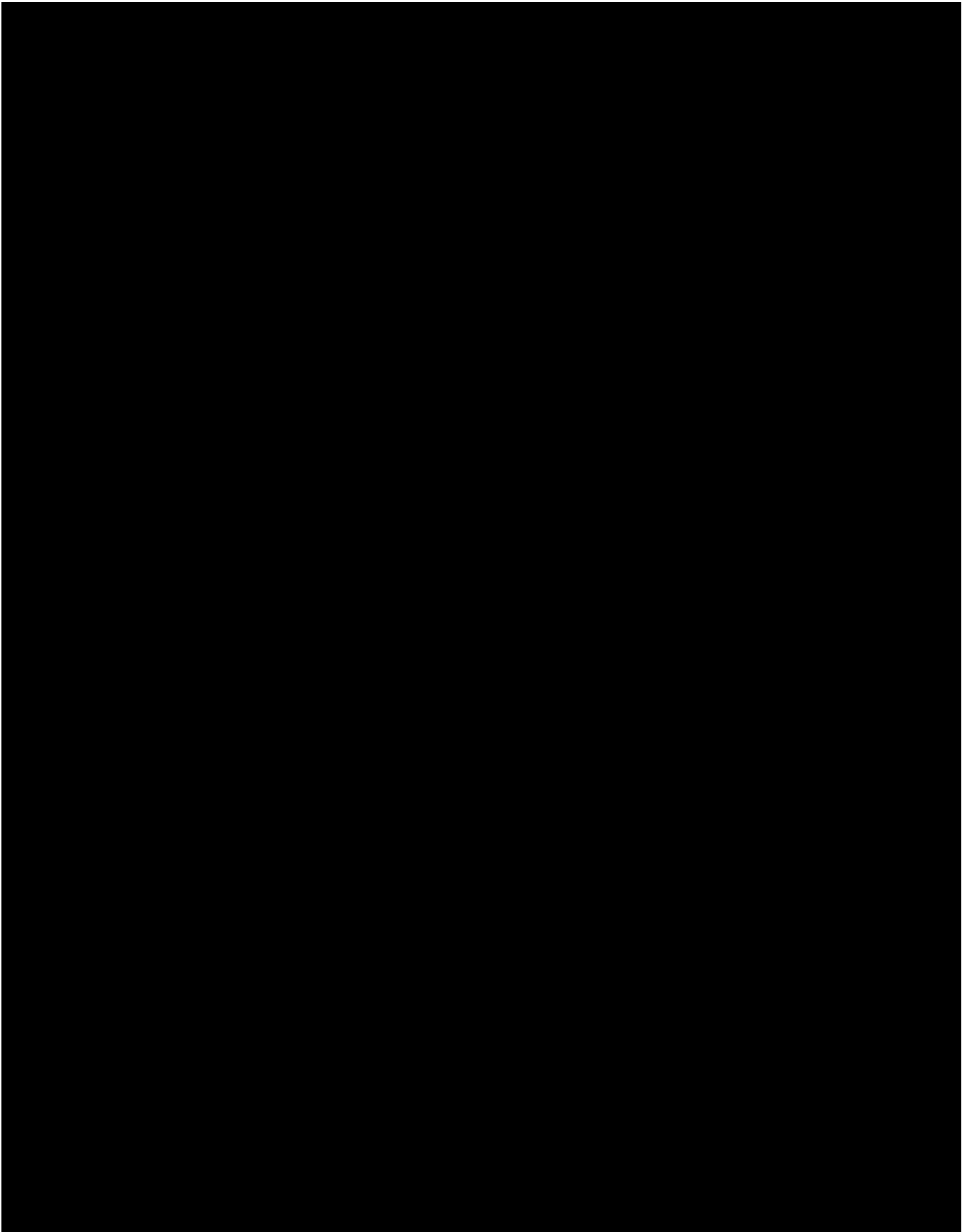






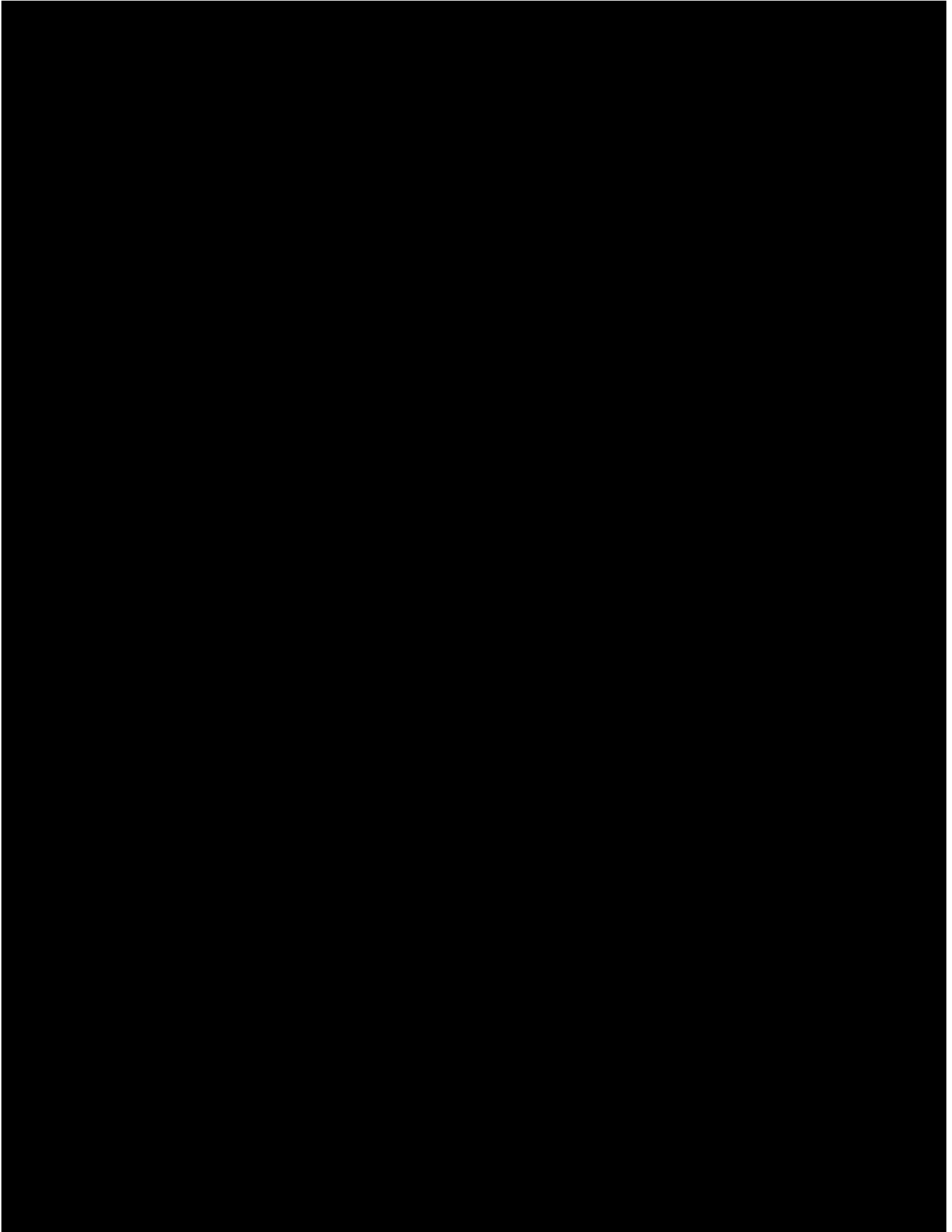


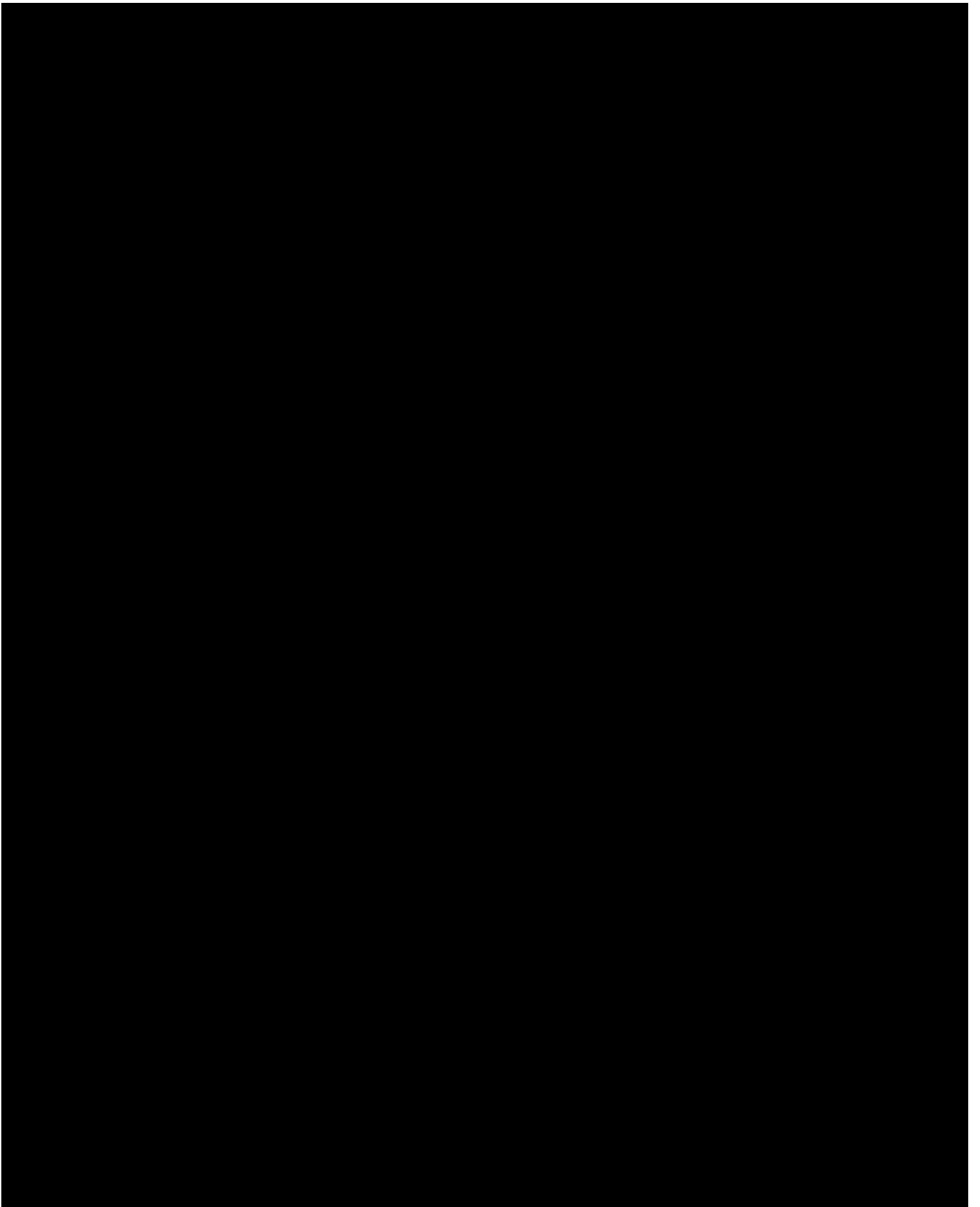


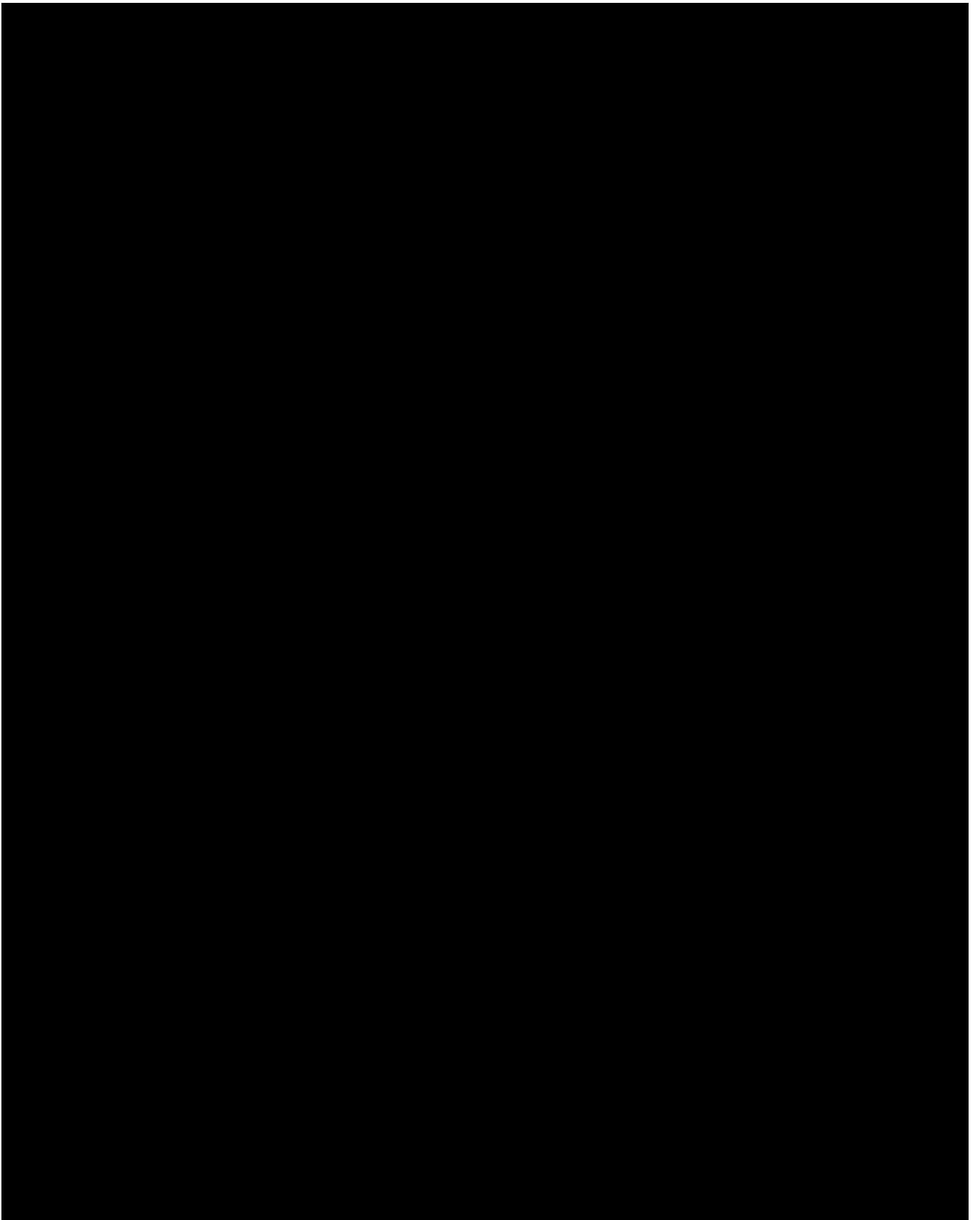


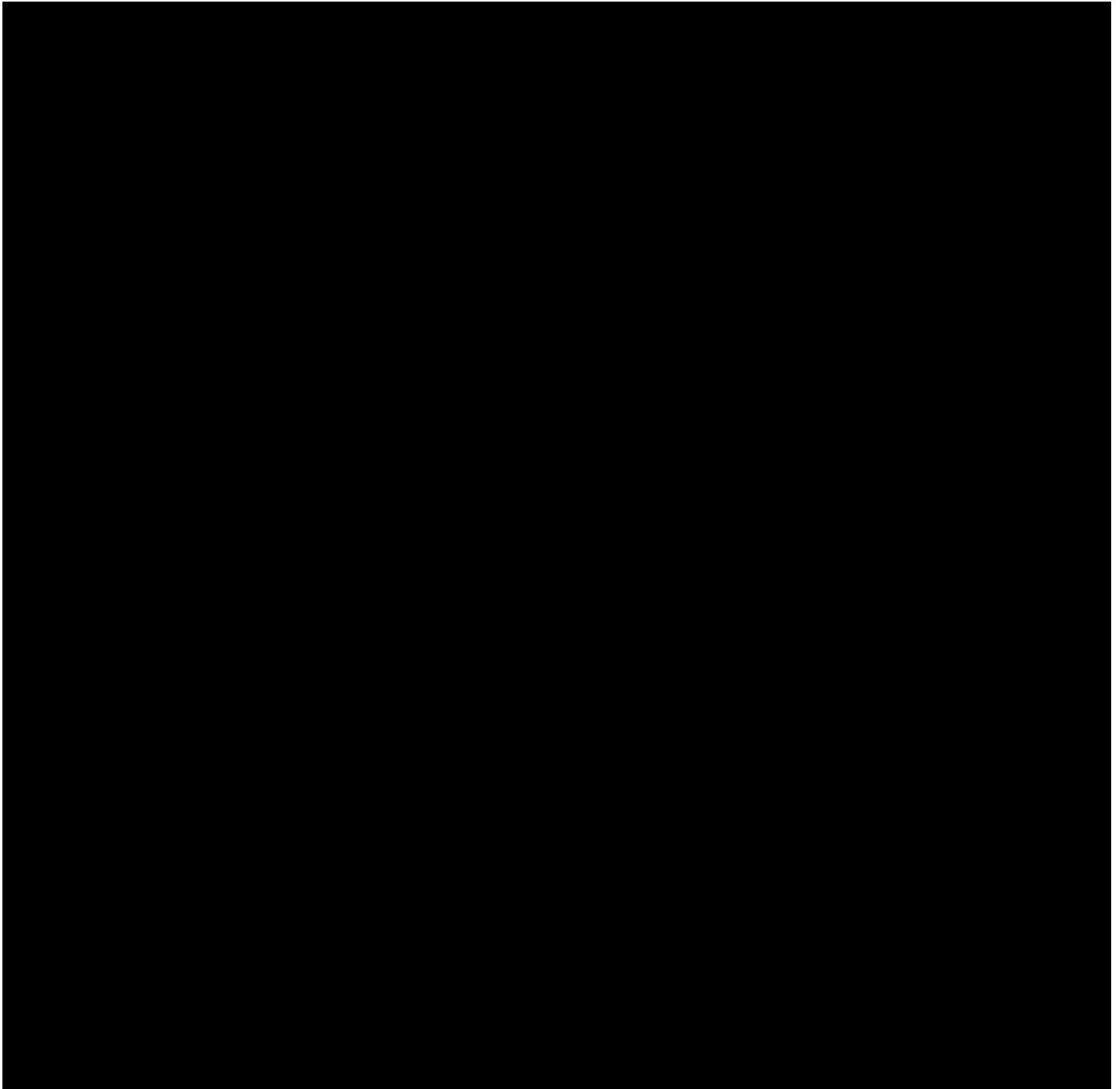


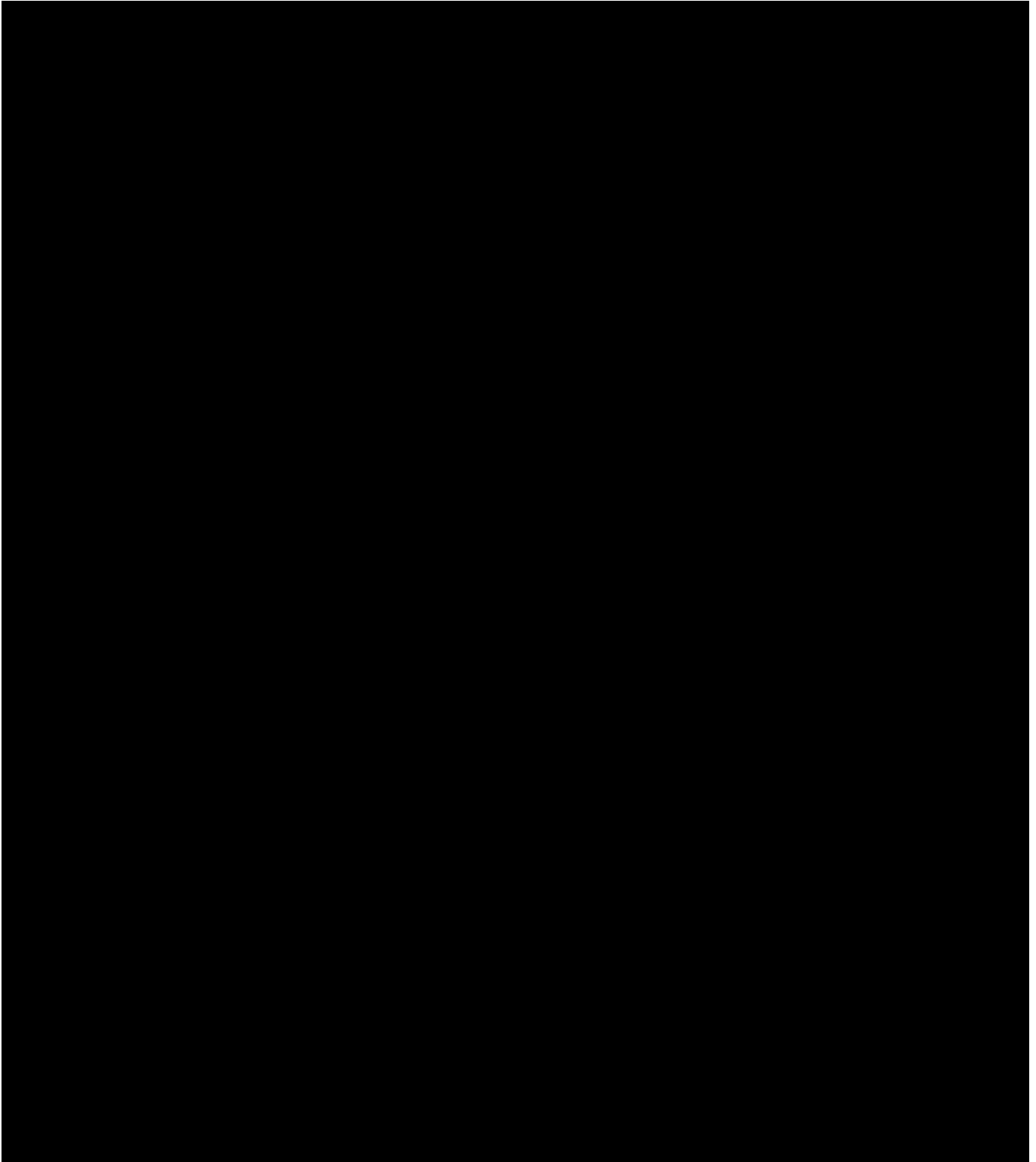
**Figure 13-3. Mayflower Wind's Commitment to Support Veterans has been Recognized by the Employer Support of the Guard and Reserve (ESRG) through CEO Michael Brown's Receipt of the Patriot Award on Behalf of Mayflower Wind, shown here with Mayflower Wind General Council and Lt. Commander (SEL) Daniel Hubbard**



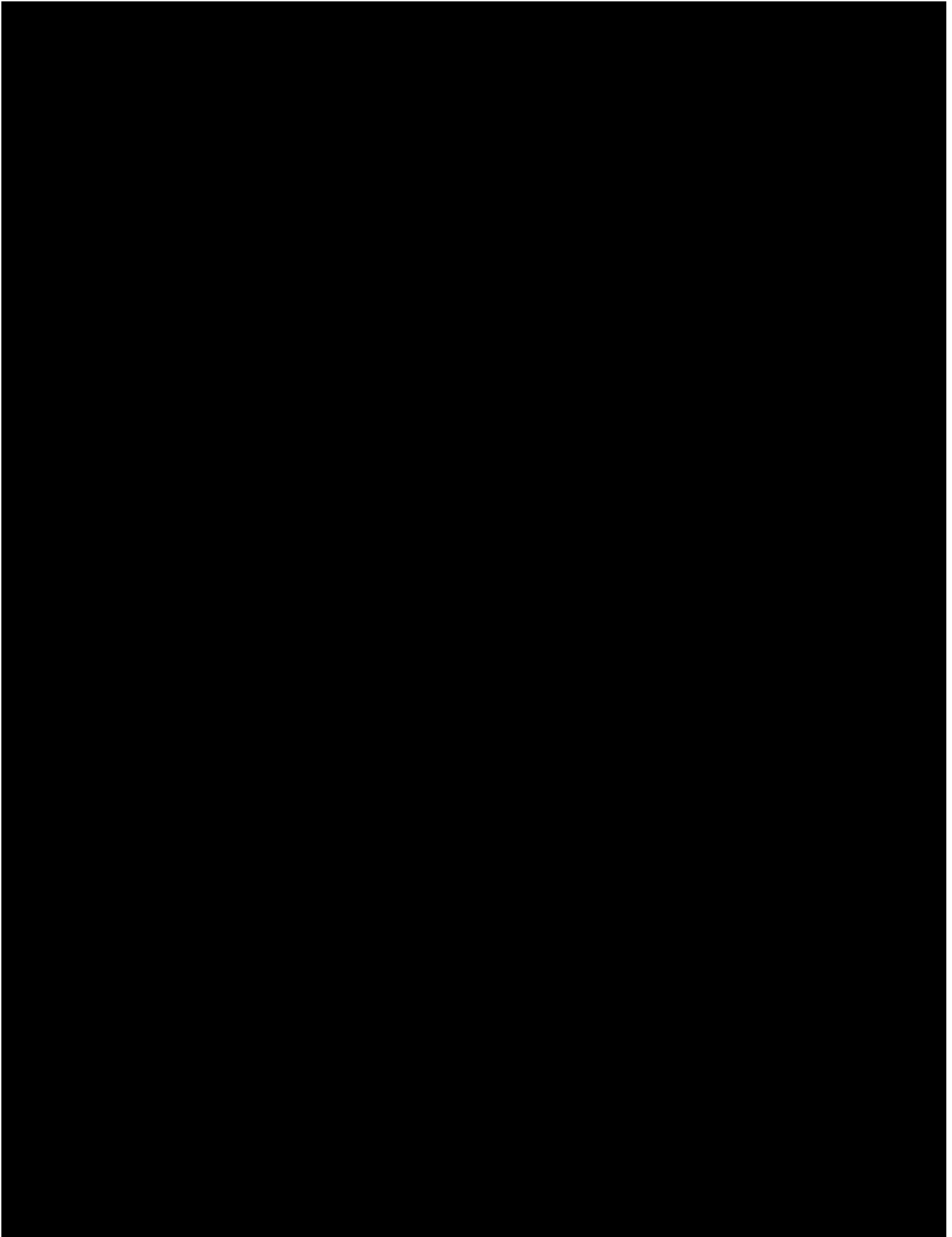


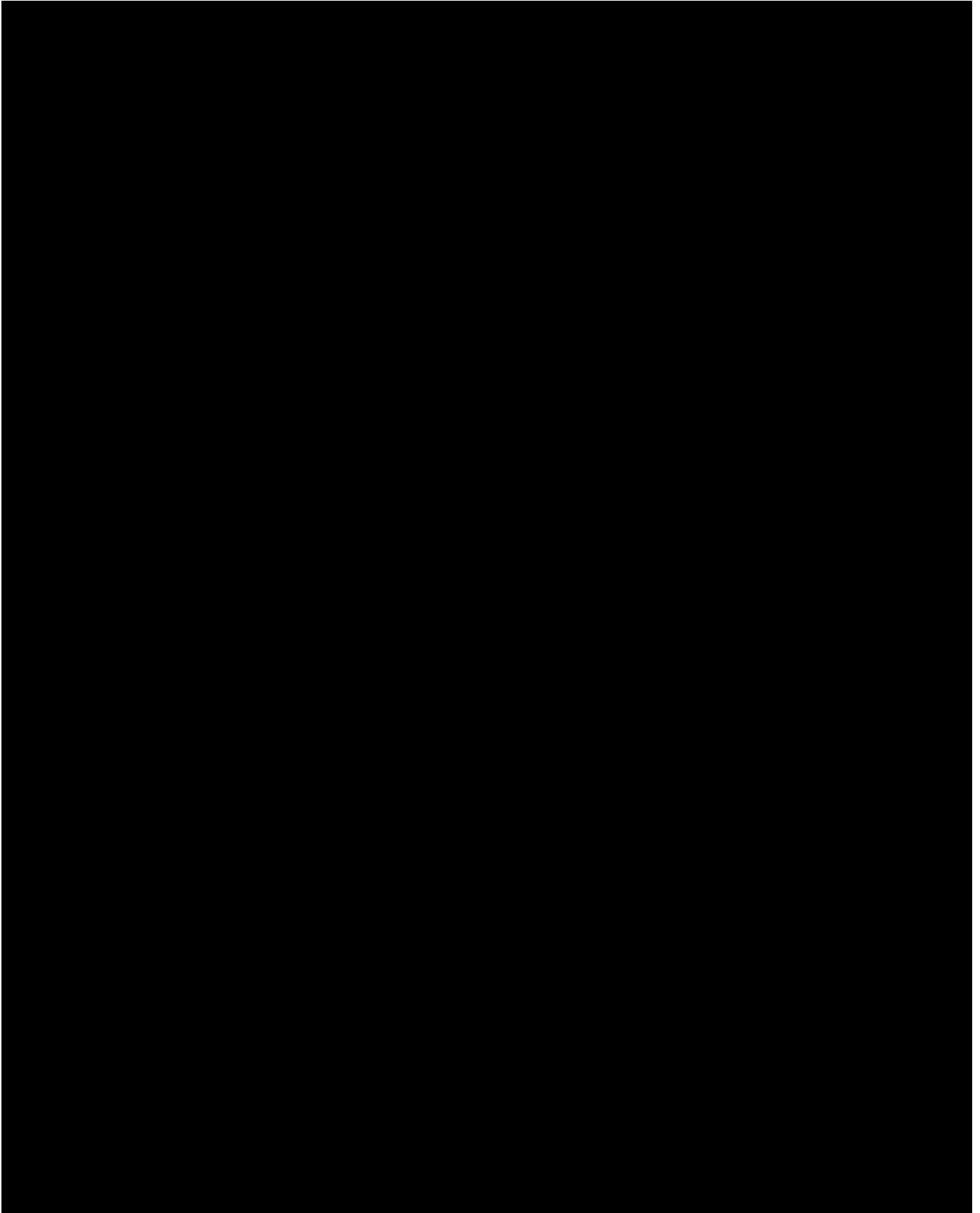


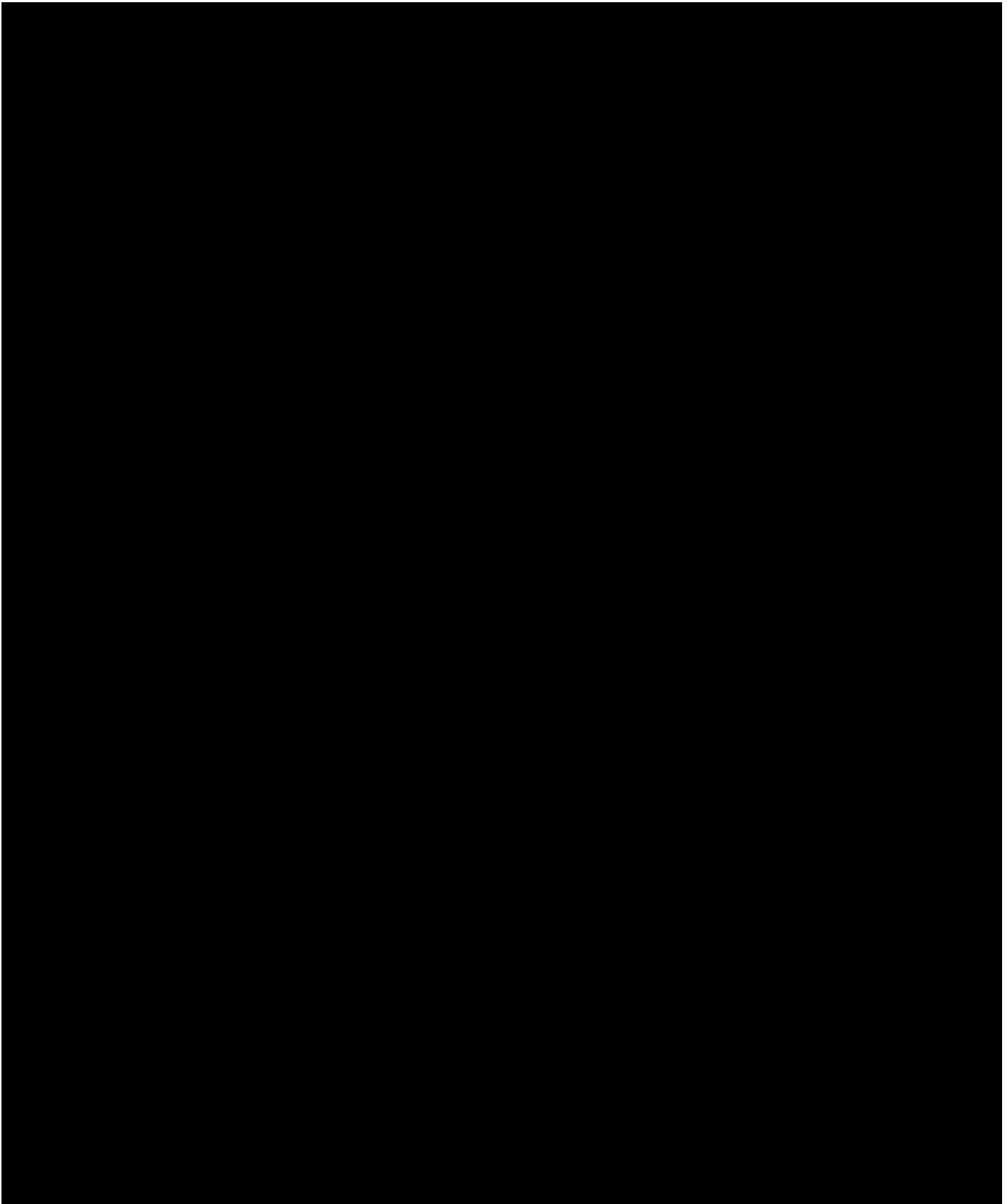


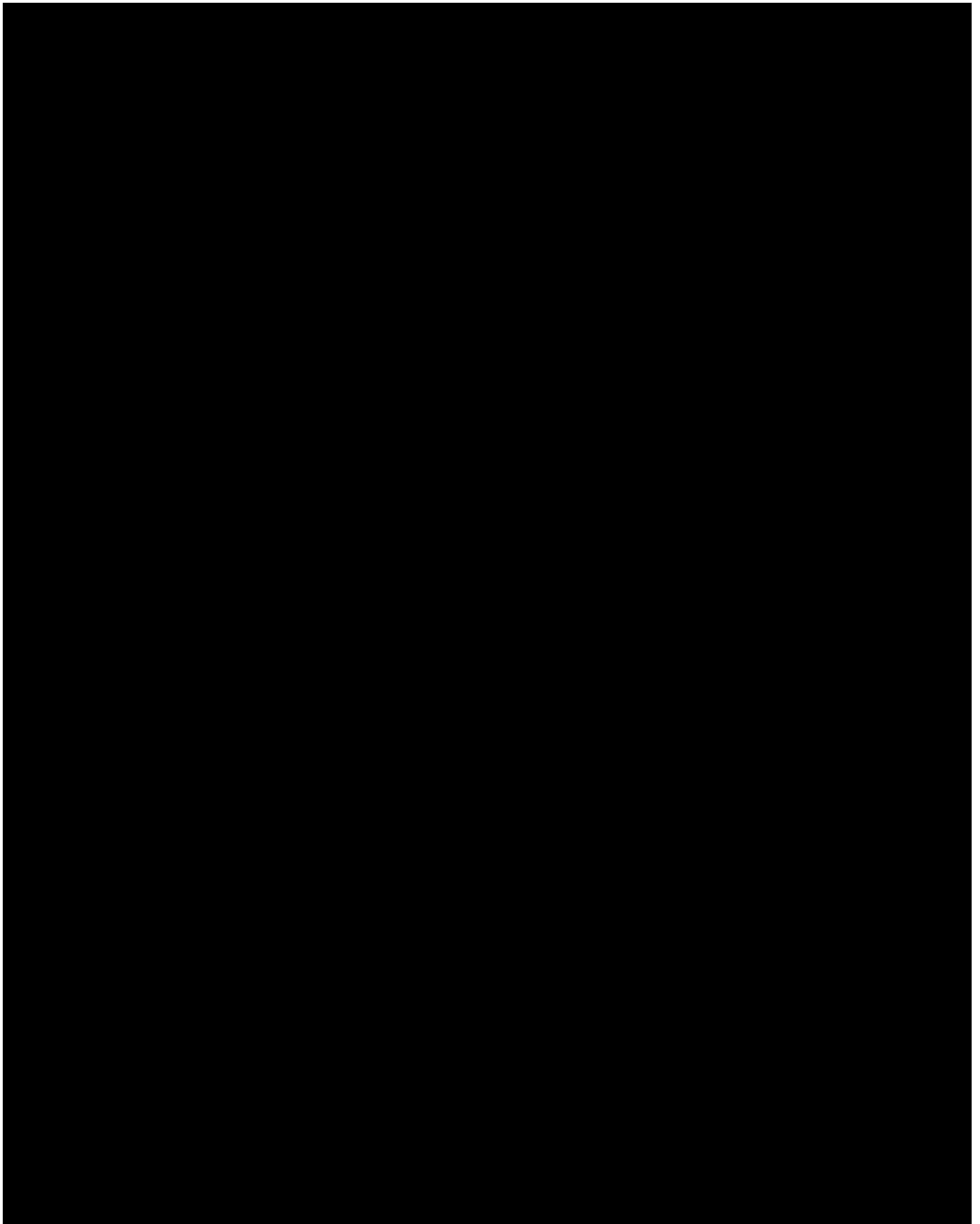


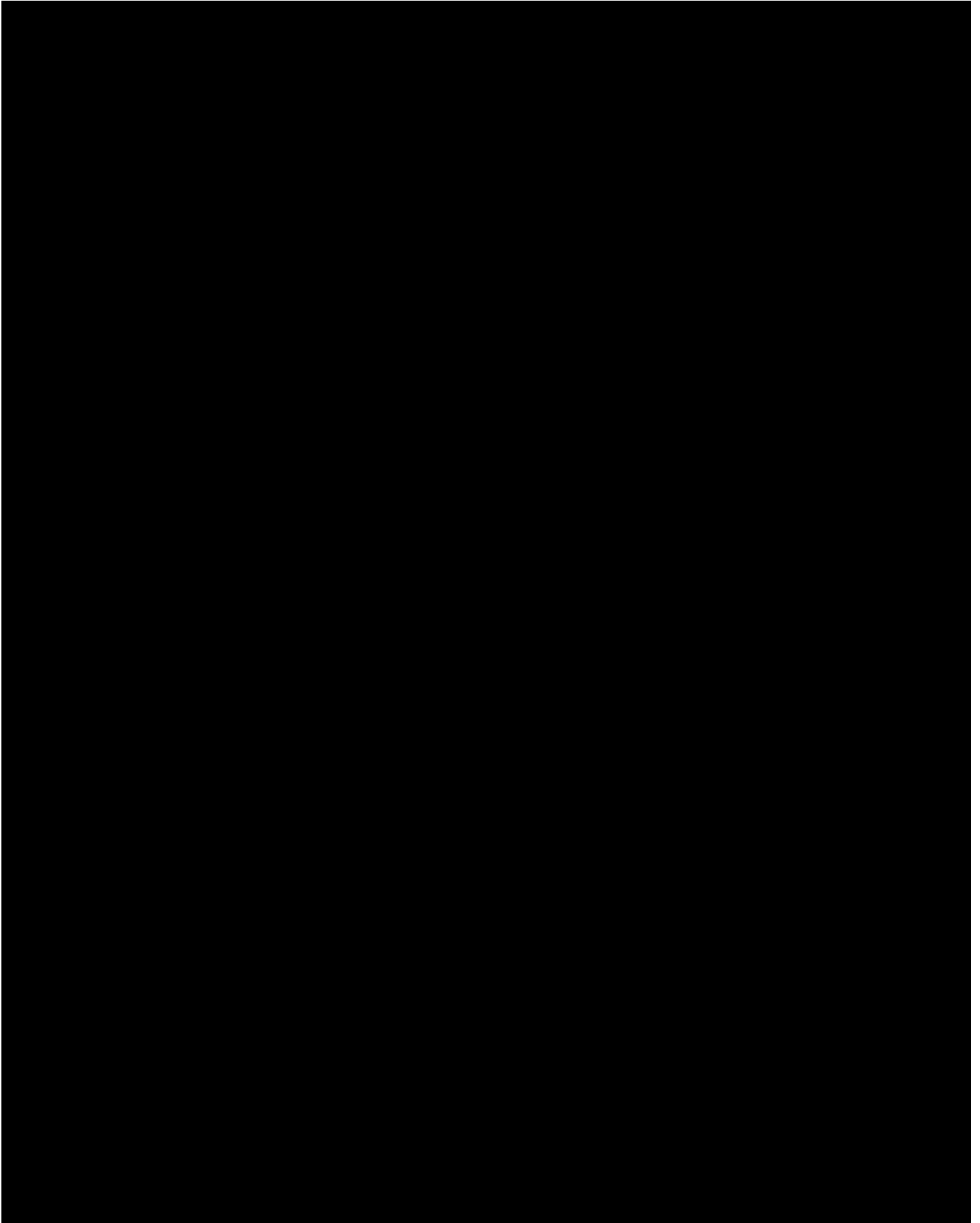








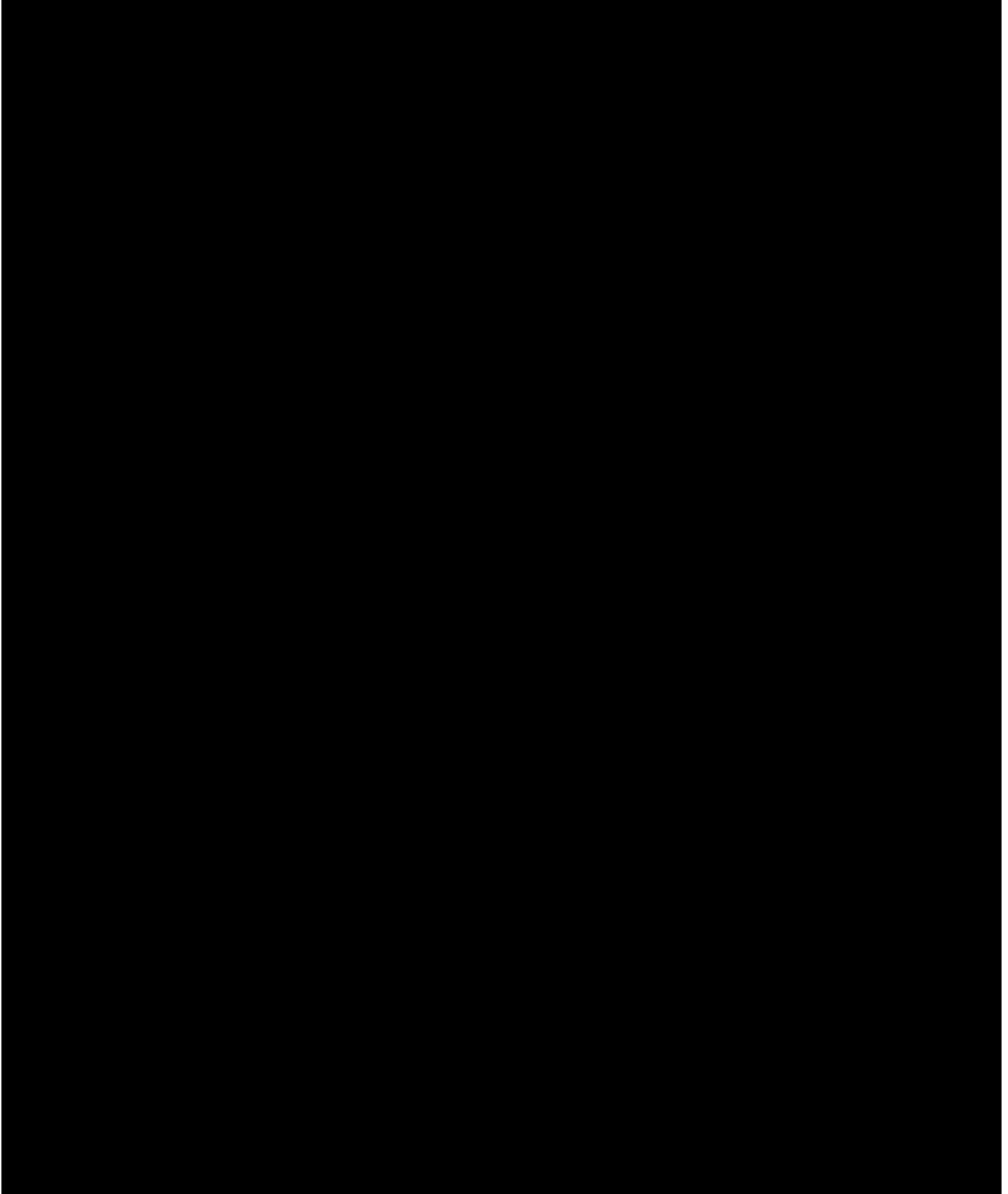


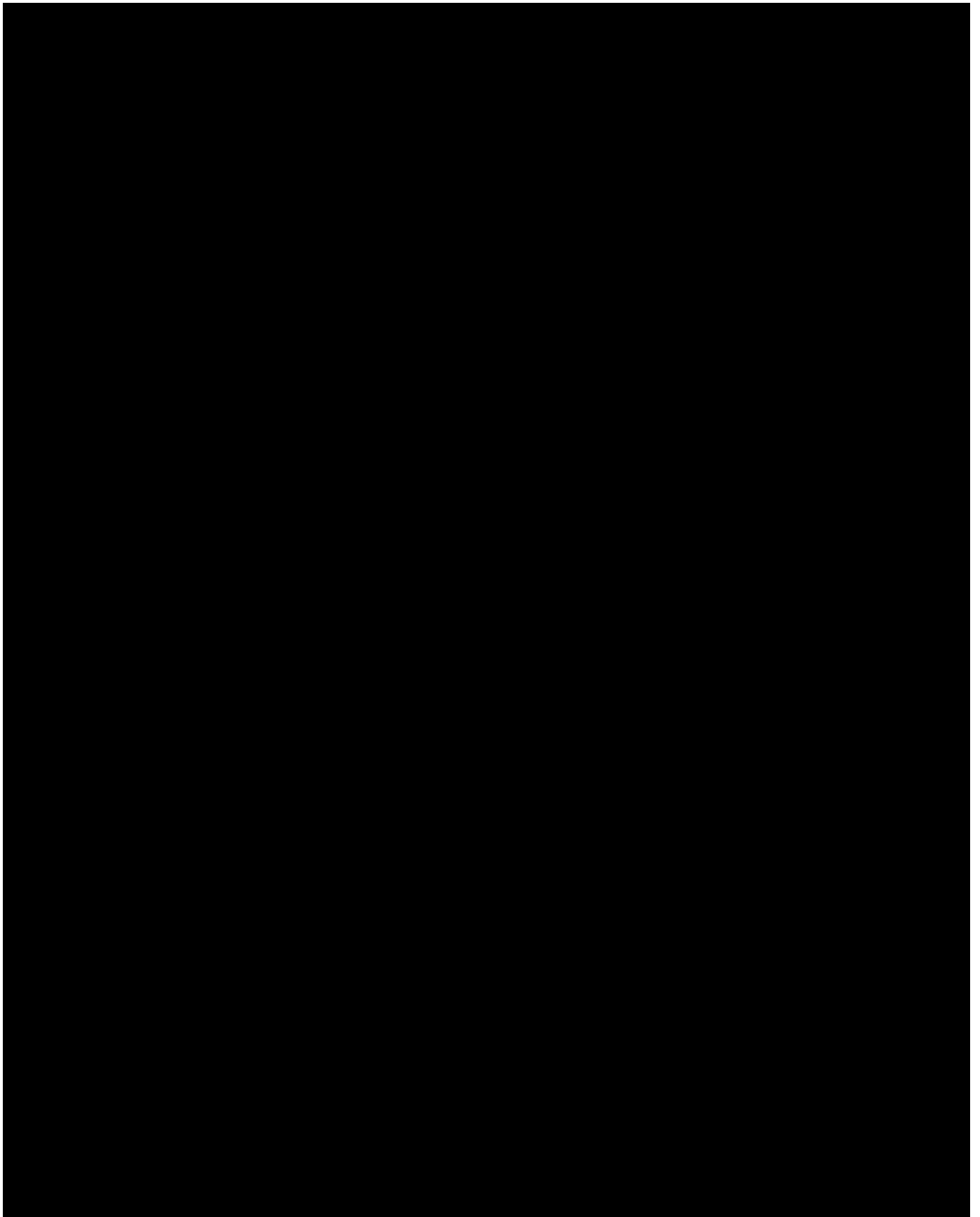


13.4 Please describe the status of any contractual commitments with respect to economic development and provide any pertinent agreements that have been executed. Please indicate how any economic benefits with specific commitments that are not already subject to contractual agreements will be covered by such agreements prior to executing Long Term Contracts under this solicitation (see RFP Sec. 2.2.2.8.) and your plan and timetable to negotiate and execute such agreements.

Mayflower Wind has worked with its external partners to ensure that its commitments to economic development have been memorialized through binding contractual agreements that are contingent on Mayflower Wind securing a Long-Term contract through the MA 83C III RFP. Where Mayflower Wind and its counterparties have been unable to memorialize its commitments, it will ensure that

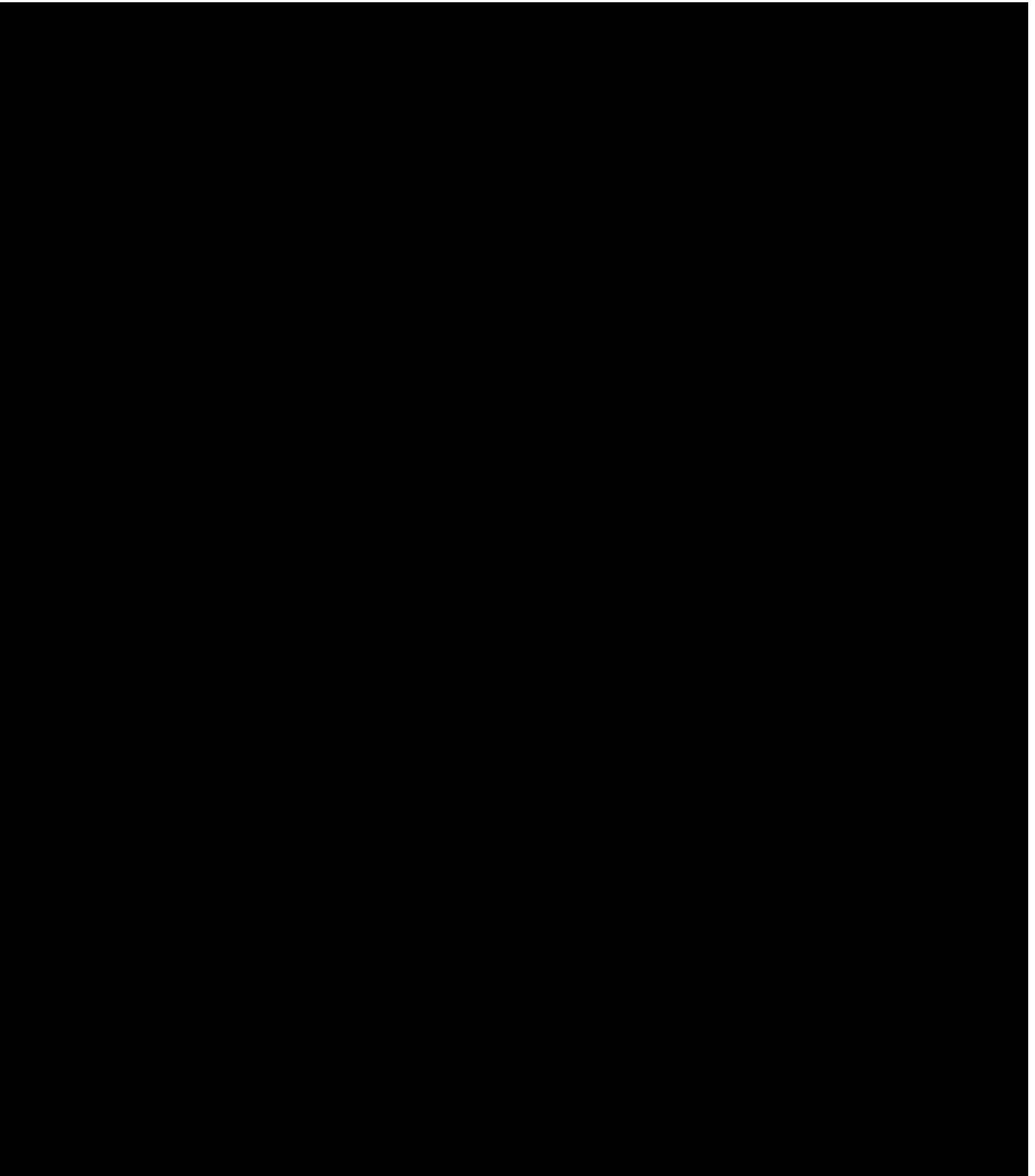
contractual agreements are executed with relevant partners before the execution of the Long-Term contract pursuant to the MA 83C III RFP.







Please specify the administrator of any funds (i.e. fund administered by a third-party or by the Bidder).



Please propose a strategy to track and report on any applicable commitments, including progress in achieving promised economic benefits and the goals in the diversity, equity and inclusion plan. Such a strategy may include a commitment with a government entity to share said tracking and reporting. If such a commitment is not presented, DOER will work with selected bidder after selection but before contract execution to implement an agreed- upon tracking and reporting strategy.

Mayflower Wind is committed to working with the Massachusetts Department of Energy Resources (DOER) to ensure that the tracking and reporting strategy presented is appropriate.

13.5 Please describe any tracking or reporting mechanisms, such as an annual report(s) of milestones achieved and jobs created to verify the contributions to employment and economic development identified in 13.1, 13.2.

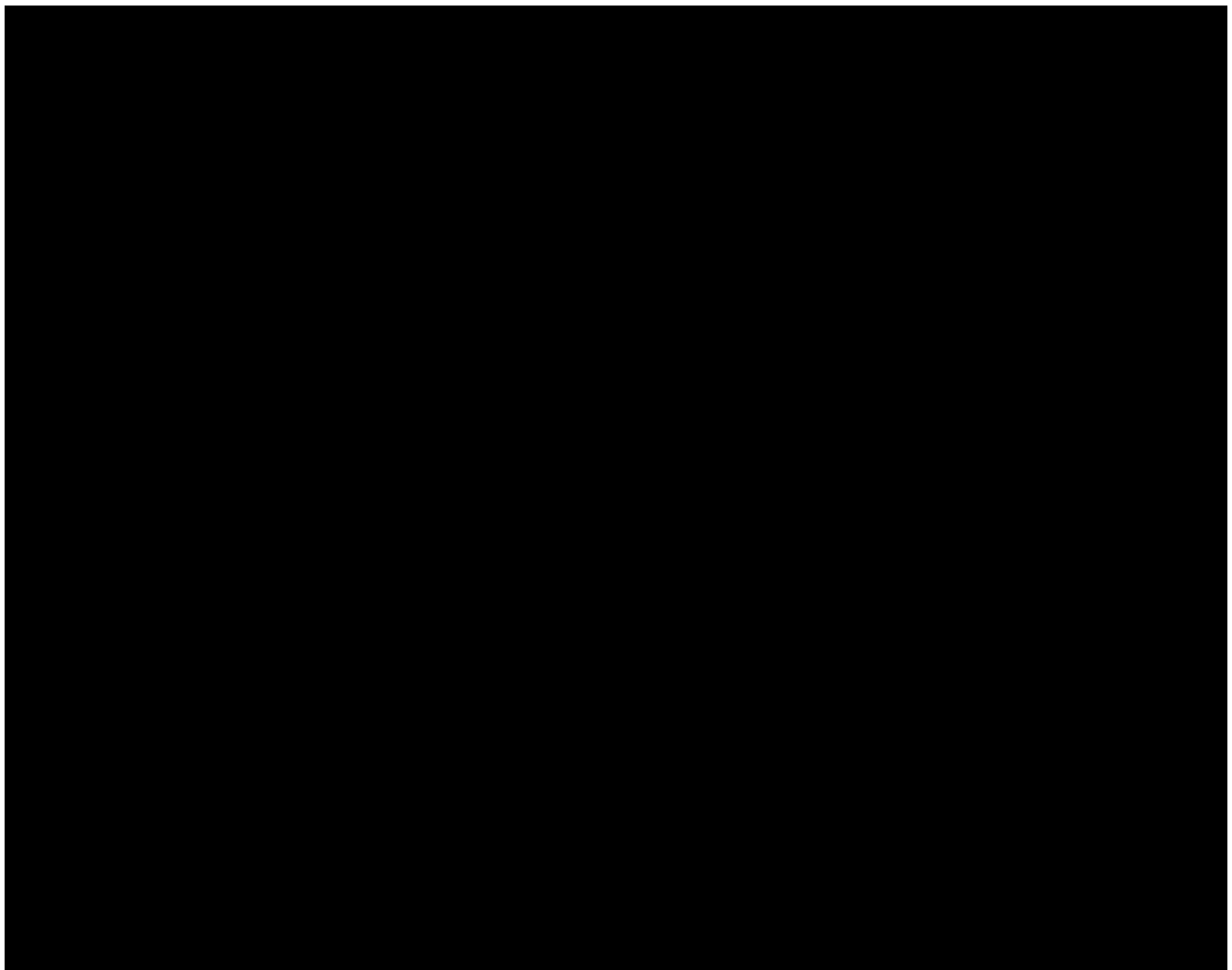
### 13.6 Factors Listed in RFP Section 2.3.2.i

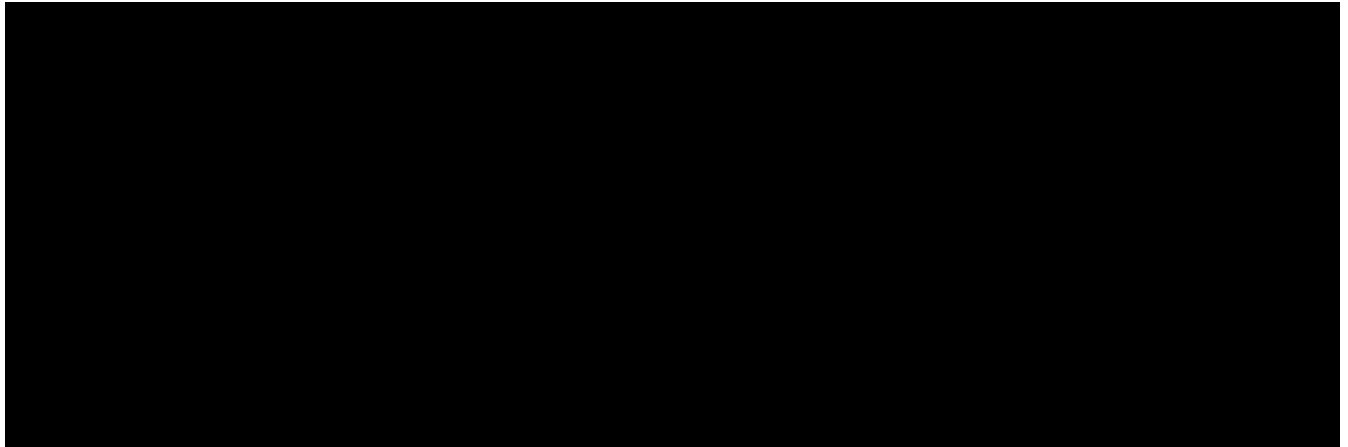
- 13.6 To the extent not already specified elsewhere in your response, please address the factors listed in RFP Section 2.3.2.i and describe any benefits or impacts associated with the proposed project.



### 13.7 Benefits to Low-Income Ratepayers

- 13.7 Please demonstrate any benefits to low-income ratepayers in the Commonwealth, including, but not limited to: projects that reduce the energy burden for low-income ratepayers through energy efficiency or renewable energy upgrades; direct funding of rate relief through grant programs, support of existing community programs or other funding opportunities. Describe the impact, if any, those benefits will have on the cost to the project. Please provide any agreements to effectuate those benefits.





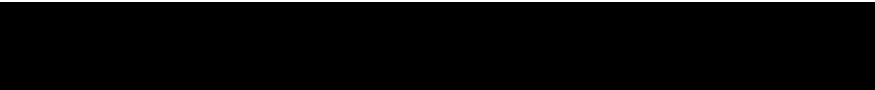
These programs will be completed at no cost to ratepayers and do not add to the Project cost.

### 13.8 Section 13 Addendum

13.8 The Section 13 Addendum: Economic Development Summary Sheet is a Microsoft Excel workbook provided on MACleanEnergy.com. Please fill out and submit the Section 13 Addendum to accompany responses in this section.

Attachments:

Copy of completed Section 13 Addendum in Excel format (.xls or .xlsx file): ☐



## SECTION 14 OF APPENDIX A TO THE RFP EXCEPTIONS TO FORM PPA

Please attach an explanation of any exceptions to the Form PPA set forth in Appendices B-1 and B-2. Comments to the proposed Form PPA must include any specific alternative provisions in a redline format to the Form PPA. If the bidder is proposing a two-phased project with each phase covered by a separate contract, the bidder should provide two separate contracts with specific alternative provisions to the Form PPA in redline format.

**Bidders are discouraged from proposing material changes to the Form PPA.**

## SECTION 15 OF APPENDIX A TO THE RFP EXCEPTIONS TO FORM COMMITMENT AGREEMENT

Please attach an explanation of any exceptions to the Commitment Agreement set forth in **Appendix G**. Comments to the proposed Commitment Agreement must include any specific alternative provisions in a redline format to the Commitment Agreement.

**Bidders are discouraged from proposing material changes to the Commitment Agreement.**