

**STANDARD OF CONDUCT
GOVERNING ACTIVITY RELATED TO THE
SECTION 83C ROUND 4 OFFSHORE WIND SOLICITATION
March 7, 2023**

INTRODUCTION

Massachusetts Department of Energy Resources (“DOER”) intends to issue a competitive solicitation for long-term contracts to purchase energy and/or renewable energy certificates from offshore wind energy generating facilities and any associated transmission service also referred to as “Section 83C Round 4,” in coordination with the Massachusetts electric distribution companies (the “EDCs”).¹ Massachusetts Electric Company and Nantucket Electric Company, each d/b/a National Grid Energy, along with other non-affiliated EDCs, will support DOER with respect to the development of this procurement framework and the evaluation of proposals received in response, and will be counterparties to any long-term power purchase agreements awarded pursuant to this procurement.

PURPOSE

The purpose of this Standard of Conduct is to establish uniform protocols and standards to govern the conduct of National Grid employees and representatives related to the Section 83C Round 4 process. Nothing in this document is intended to affect or modify the rights, obligations or duties of the EDCs arising under applicable state or federal laws, regulations or orders, but may provide additional obligations as it relates to the Section 83C Round 4 process to the extent provided for herein.

The EDCs acknowledge the need to follow a certain standard of conduct to ensure that the Section 83C Round 4 process is conducted in a fair, transparent, and competitive manner; all laws, regulations, rules, and standards and codes of conduct are observed, including, specifically, the Department of Public Utilities regulations 220 CMR 12.00, “Standards of Conduct for Distribution Companies and their Competitive Affiliates,” which address costs and accounting, among other things; all potential bidders are treated equally; no potential bidder, including specifically an National Grid competitive affiliate, receives preferential treatment or confidential, non-public information not available to other potential bidders, enabling it to gain an unfair competitive advantage; and the efforts of the EDCs in the Section 83C Round 4 process do not create any actual or apparent conflict of interest. The EDCs seek to avoid any actual or apparent conflict of interest by and among themselves and their affiliates who may submit a proposal and who may be participating in the solicitation and evaluation of proposals in the Section 83C Round 4 process.

¹ This is the fourth solicitation for offshore wind and it is part of a staggered procurement schedule developed by DOER, in coordination with the EDCs, in accordance with the authority granted to DOER under Section 61 of Chapter 179 of the Acts of 2022 to require the EDCs to jointly and competitively conduct offshore wind generation solicitations and procurements to ensure that the EDCs enter into cost-effective contracts for Offshore Wind Energy Generation equal to approximately 5,600 MW of aggregate nameplate capacity not later than June 30, 2027. The Distribution Companies and DOER will issue subsequent solicitations as necessary, consistent with Section 83C. St. 2016, c. 188, s. 12 amended St. 2008, c. 169, s. 83. This section was later supplemented by St. 2018, c. 227, s. 21(a), and amended by St. 2021, c. 24, s. 69 and St. 2022, c. 179, s. 61.

STANDARDS

1. These standards are to be followed by all employees and representatives of National Grid participating on behalf of the EDC or a Competitive Affiliate (as defined in 220 CMR 12.02) with respect to an RFP issued from the Section 83C Round 4 process, and all such persons must review, understand, acknowledge and agree to adhere to these standards in connection therewith.
 - a. Effective March 7, 2023, and through and until the date described in paragraph 15 below, the EDC shall designate, and add within a reasonably timely manner, the individuals participating with respect to an RFP issued from the Section 83C Round 4 process. With respect to the Section 83C Round 4 process, each such individual shall be designated to be a **Common Supervisor** or on either a **Bid Team** or an **Evaluation Team**, no individual shall be a member of both a **Bid Team** and an **Evaluation Team**, and no individual may change from one team to the other during the Section 83C Round 4 process. Nor may an individual change from one team to the other for a period of at least two (2) years from the termination of their last participation on a **Bid Team** or **Evaluation Team** in a prior offshore wind solicitation process; however, such above-noted individual changes from one team to another does not negate the five (5) year obligation to maintain confidential information noted in Section 15 below. For the avoidance of doubt, this provision applies to and supersedes any prior related Section 83C Rounds 1, 2 or 3 or 83D Standard of Conduct provision. The **Evaluation Team** will comprise employees and consultants/representatives of National Grid who participate in the planning, conduct, administration, endorsement, or oversight of the development of an RFP issued from the Section 83C Round 4 process, the evaluation of proposals, selection of proposed projects, negotiation of any agreements, and related filings with state and/or federal regulatory authorities on behalf of the EDC in connection with the Section 83C Round 4 process. National Grid provided the Independent Evaluator an initial list of its members of the **Evaluation Team** on or about March 7, 2023 (but one which is comprehensive based on National Grid's plans at that time). National Grid may add more members to the **Evaluation Team** over time.
 - b. The **Bid Team** will comprise employees and consultants/representatives of National Grid who participate in the planning, conduct, administration, endorsement, or oversight of the development of a proposal on behalf of a Competitive Affiliate in response to an RFP issued from the Section 83C Round 4 process. National Grid provided the Independent Evaluator an initial list of its **Bid Team** on or about March 7, 2023 (but one which is comprehensive based on National Grid's plans at that time). National Grid may add more members to the **Bid Team** over time.
 - c. Individuals who are neither members of the **Bid Team** nor **Evaluation Team** but who supervise in the normal course of their job responsibilities two or more employees who are participating on the **Bid Team** and the **Evaluation Team** shall be identified as "**Common Supervisors**". National Grid provided the Independent Evaluator an initial list of its **Common Supervisors** on or about March 7, 2023 (but

one which is comprehensive based on National Grid's plans at that time). National Grid may add more **Common Supervisors** over time.

- d. For any Massachusetts competitive energy solicitation following 83C Round 4 where the person switching from one team to the other is due to an ordinary, non-temporary change in job title and/or responsibilities and is otherwise allowed, National Grid shall post on the website for the competitive energy solicitation (in which that person is first participating) as a member of the opposite team:
 - i. The identity of any **Bid Team** member in a past solicitation who has become an **Evaluation Team** member in a current solicitation;
 - ii. The identity of any **Evaluation Team** member in a past solicitation who has become a **Bid Team** member in a current solicitation;
 - iii. The person's new job title and responsibilities;
 - iv. The last date that the person participated on either the Evaluation Team or the Bid Team; and
 - v. The confidentiality obligations under this Standard of Conduct shall continue to apply to all persons who switch from one team to the other, except to the extent information is in the public realm or allowed pursuant to this Standard of Conduct.
2. With respect to each aspect of the Section 83C Round 4 process described above, the degree of participation and the conduct of the EDC or a Competitive Affiliate will be consistent with applicable state and federal laws, regulations and orders.
3. The EDC and/or a Competitive Affiliate may take further actions above and beyond these guidelines as it or they deem necessary or appropriate to avoid an actual or perceived conflict of interest in connection with the Section 83C Round 4 process or an RFP issued thereunder or to reduce the possibility of non-compliance with this Standard of Conduct.
4. Throughout the Section 83C Round 4 process, the **Bid Team** and the **Evaluation Team** will be represented by separate in-house legal counsel. The **Bid Team** and the **Evaluation Team** may also be represented by separate outside counsel; however, outside law firms must establish ethical walls within their firms to ensure separation of attorneys supporting the **Bid Team** and those supporting the **Evaluation Team**.
5. The **Bid Team** and the **Evaluation Team** shall report through and operate within independent companies, business units or departments to the extent reasonably feasible, based on the corporate and organizational structure of National Grid at the time. Where not reasonably feasible, the EDC and Competitive Affiliate will take reasonable measures to ensure these standards are observed.

6. The EDC agrees to request the inclusion of a requirement, in an RFP issued from the Section 83C Round 4 process, that bidders disclose any affiliation, ownership interest, financial interest, or other potential conflict of interest with any EDC involved in the Section 83C Round 4 process.

7. The EDC and Competitive Affiliate shall ensure that no confidential, non-public information is communicated or shared between or among the **Evaluation Team**, including members thereof, and the **Bid Team**, including members thereof, from the earlier solicitation processes for offshore wind energy and clean energy and during the Section 83C Round 4 process (including 83D and the first three rounds of 83C in Massachusetts), except as allowed under the rules of the Section 83C Round 4 process or RFP issued thereunder, or this Standard of Conduct, regarding the following:
 - a. the planning, conduct, administration, endorsement, or oversight of the development of the Section 83C Round 4 process or an RFP issued thereunder, or the evaluation of proposals, or the selection of proposed projects in connection with the Section 83C Round 4 process or an RFP issued thereunder or the negotiation of any contracts with any selected bidder unless the selected bidder is a Competitive Affiliate and only in the context of negotiations between the EDCs and such selected bidder; or,
 - b. the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued from the Section 83C Round 4 process on behalf of a Competitive Affiliate.

8. No member of the **Evaluation Team** may consult, advise or communicate directly or indirectly with a member of the **Bid Team**, and vice-versa, any confidential, non-public information during the Section 83C Round 4 process, except as contemplated under the rules of the Section 83C Round 4 process or an RFP issued thereunder, or this Standard of Conduct, regarding the following:
 - a. the planning, conduct, administration, endorsement, or oversight of the development of the Section 83C Round 4 process or an RFP issued thereunder, or the evaluation of proposals, or the selection of proposed projects within the Section 83C Round 4 process; or,
 - b. the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued under the Section 83C Round 4 process on behalf of a Competitive Affiliate.

In addition, the obligation not to communicate or share confidential, non-public information applies to confidential, non-public information obtained from earlier solicitation processes for off-shore wind energy or clean energy and applies to the Section 83C Round 4 process, subject to and without regard to the effective date of this Standard of Conduct.

9. **Common Supervisors** are responsible for ensuring compliance with this Standard of Conduct and may not be a conduit and communicate directly or indirectly any confidential, non-public information obtained from a member of the **Evaluation Team** with a member of the **Bid Team**, and vice-versa, during the Section 83C Round 4 process, except as contemplated under the rules of the Section 83C Round 4 process or an RFP issued thereunder, or this Standard of Conduct, regarding the following:
- a. the planning, conduct, administration, endorsement, or oversight of the development of the Section 83C Round 4 process or an RFP issued thereunder, or the evaluation of proposals, or the selection of proposed projects in connection with the Section 83C Round 4 process or an RFP issued thereunder or the negotiation of contracts thereunder; or,
 - b. the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued from the Section 83C Round 4 process on behalf of a Competitive Affiliate.

No National Grid employee or consultant/representative that is not an **Evaluation Team** member or **Common Supervisor** shall be given access to confidential, non-public information pertaining to the planning, conduct, administration, endorsement, or oversight of the development of the Section 83C Round 4 process or an RFP issued thereunder, or the evaluation of proposals, or the selection of proposed projects in connection with the Section 83C Round 4 process or an RFP issued thereunder or the negotiation of contracts thereunder.

Further, no National Grid employee or consultant/representative that is not a Bid Team member or **Common Supervisor** shall be given access to confidential, non-public information pertaining to the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued under the Section 83C Round 4 process on behalf of a Competitive Affiliate.

10. Since National Grid employees and consultants/representatives are divided into an **Evaluation Team** and a **Bid Team** subject to the terms of this Standard of Conduct, the EDC's **Evaluation Team** members may participate, as contemplated under the rules of the Section 83C Round 4 process or an RFP issued thereunder, in the evaluation or selection of proposed projects submitted by a Competitive Affiliate, and the negotiation of contracts relating to any projects selected in connection with the Section 83C Round 4 process or an RFP issued thereunder, including any submitted by a Competitive Affiliate.
11. National Grid shall communicate these standards to all persons serving on the **Bid Team**, the **Evaluation Team**, or as a **Common Supervisor** and shall conduct appropriate training for such persons, and all such persons shall certify in writing at the beginning of the Section 83C Round 4 process their commitment to honoring and complying with the Standard of Conduct in a form consistent with Appendix A, and shall certify in writing at the conclusion

of the Section 83C Round 4 process that they honored and complied with the Standard of Conduct throughout the Section 83C Round 4 process in a form consistent with Appendix B. All persons serving on the **Bid Team**, the **Evaluation Team**, or as a **Common Supervisor** will be instructed to refer any questions regarding compliance with the Standard of Conduct (including any reasonably suspected violations or confirmed violations) to the National Grid Designated Compliance Officer. If the National Grid Designated Compliance officer becomes aware of any reasonably suspected violation or confirmed violation of this Standard of Conduct, he shall inform the Independent Evaluator with respect to the nature of the reasonably suspected violation or confirmed violation, his opinion with respect to its materiality, and with a plan, if any, to cure or mitigate such reasonably suspected violation or confirmed violation and to prevent the prospect of reoccurrence. Upon the request of the Independent Evaluator near or following the end of the Section 83C Round 4 process, the National Grid Designated Compliance Officer shall report to the Independent Evaluator regarding compliance with this Standard of Conduct and shall provide a certificate of compliance in the form attached hereto as Appendix C.

12. National Grid shall timely post on the Section 83C Round 4 process website the name of each member of the **Evaluation Team** and **Bid Team** who is, or is planned to be, a participant in the Section 83C Round 4 process (including those persons who are added to a team pursuant to Sections 1(a) and 1(b) herein). Job titles and organizational roles shall be timely provided to the IE. In addition, National Grid shall timely provide the names of the **Common Supervisors** to the Independent Evaluator, along with their job titles and organizational roles (including any added **Common Supervisors** pursuant to Section 1(c) herein).
13. The **Evaluation Team** and **Evaluation Team** members shall not treat the bid of an affiliate bidder (including any bid where an affiliate is participating in the bid) in a preferential manner or treat any other bid in a discriminatory manner. This requirement shall also apply to **Common Supervisors** to the extent they participate in the bid selection process.
14. The **Bid Team** and **Bid Team** members shall properly report their services and expenditures pursuant to National Grid procedures to prevent cross-subsidization of the **Bid Team** by the EDC and its ratepayers.

15. This Standard of Conduct shall be in place until the earliest of: (1) the conclusion of all regulatory filings or approval proceedings resulting from the Section 83C Round 4 process; (2) the termination or abandonment of the Section 83C Round 4 process; (3) the execution of all contracts entered into by the EDCs pursuant to the Section 83C Round 4 process with the winning bidder(s); provided, however, the obligation of **Evaluation Team** members and **Common Supervisors** not to communicate or share confidential, non-public information under this Standard of Conduct shall extend for a period of five (5) years from the date that a final Order is issued in a proceeding on the Section 83C Round 4 process by the Department of Public Utilities.

NATIONAL GRID USA SERVICE COMPANY, INC.

By: _____

Name:

Title:

APPENDIX A:
NATIONAL GRID OFFSHORE WIND ENERGY SECTION 83C ROUND 4 OFFSHORE
WIND SOLICITATION PROCESS
STANDARDS OF CONDUCT EMPLOYEE CERTIFICATE

Reference is hereby made to the STANDARD OF CONDUCT GOVERNING ACTIVITY RELATED TO THE SECTION 83C ROUND 4 OFFSHORE WIND SOLICITATION, dated March 7, 2023 (the “Standard of Conduct”). I certify that I have been provided with a copy of the Standard of Conduct, I have read and fully understand the Standard of Conduct and I have received training on the Standard of Conduct on the date noted below. Furthermore, I understand that I have been designated by National Grid to participate in this process and I commit to honoring the Standard of Conduct throughout the entire process and I acknowledge that I will execute a certificate at the conclusion of this process that I have honored the Standard of Conduct. Moreover, I understand and commit that I shall be exclusively on the designated team for the duration of the Section 83C Round 4 solicitation process and I shall ensure that no confidential, non-public information regarding the solicitation or evaluation process, a proposal, or the evaluation of any proposal shall be communicated outside of my team.

To the extent I have any questions regarding compliance with these Standard of Conduct I will consult with Joseph Suich, Chief Compliance Officer (joseph.suich@nationalgrid.com), National Grid.

Dated: _____

Print Name: _____

Signed: _____

Job Title: _____

Department: _____

Date Trained: _____

APPENDIX B
CERTIFICATE OF COMPLIANCE

I participated on a National Grid Bid or Evaluation Team or was a Common Supervisor in connection with the Massachusetts 83C Round 4 Solicitation Process. As part of this certification, I certify that (a) I completed the training required under section 11 of the STANDARD OF CONDUCT RELATED TO THE SECTION 83C ROUND 4 OFFSHORE WIND SOLICITATION (“Standard of Conduct”); (b) I affirmed my commitment to honor and comply with the Standard of Conduct by signing a Certification in a form similar to Appendix A of the Standard of Conduct; (c) I honored and complied with the Standard of Conduct throughout the 83C Round 4 Solicitation Process; and, (d) I have no knowledge, and no reason to believe, that there has been any failure to comply with the Standard of Conduct during the 83C Round 4 Solicitation Process.

Signed:

Printed Name:

Title:

Dated:

Supervisor Name:

Title:

APPENDIX C:
CERTIFICATE OF COMPLIANCE

I am the National Grid Compliance Officer assigned to these processes, and I certify that National Grid has complied with the NATIONAL GRID OFFSHORE WIND ENERGY SECTION 83C ROUND 4 OFFSHORE WIND SOLICITATION PROCESS STANDARDS OF CONDUCT EMPLOYEE CERTIFICATE (“Standard of Conduct”). As part of this certification, I certify that: (a) the training required under Section 11 of the Standard of Conduct was conducted for Evaluation Team and Bid Team members and for Common Supervisors; (b) that all such persons affirmed their commitment to honor and comply with the Standard of Conduct in a form consistent with Appendix A of the Standard of Conduct; (c) that all such persons certified in writing at or near the conclusion of the OSW Solicitation Processes that they honored and complied with the Standard of Conduct in a form consistent with Appendix B of the Standard of Conduct; and (d) that I have no knowledge, and no reason to believe, that there has been any failure to comply with the Standard of Conduct.

Signed:

Printed Name:

Title:

Dated: