

EVERSOURCE ENERGY
STANDARD OF CONDUCT

GOVERNING ACTIVITY RELATED TO ENERGY STORAGE SOLICITATIONS

Effective: January 1, 2025

1. INTRODUCTION

- 1.1. Eversource commits to comply with all laws and regulations, rules, and standards and codes of conduct governing utility interactions by and between affiliate companies to ensure that NSTAR Electric Company d/b/a Eversource Energy (“**Eversource EDC**”) does not provide an unfair competitive advantage, preferential treatment, or improper subsidy to any Eversource entity submitting a proposal (a “**Eversource Competitive Energy Storage Affiliate**”) in response to Requests for Proposals for Long Term Energy Storage Contracts pursuant to the Massachusetts Green Communities Act Section 83E (a “**Competitive Energy Storage Solicitation**”).
- 1.2. Eversource acknowledges the need to follow certain additional standards of conduct to ensure:
 - 1.2.1. The competitive solicitation for clean energy resources, including specifically energy storage services, is conducted in a fair, transparent and competitive manner;
 - 1.2.2. All applicable laws and regulations, rules, and standards and codes of conduct, including specifically those relating to such **Competitive Energy Storage Solicitation**, are observed;
 - 1.2.3. All potential bidders in a **Competitive Energy Storage Solicitation** are treated fairly and equitably and are provided the same access to solicitation-related information as an **Eversource Competitive Energy Storage Affiliate**;
 - 1.2.4. No potential bidder in a **Competitive Energy Storage Solicitation**, including specifically an **Eversource Competitive Energy Storage Affiliate**, receives preferential treatment, subsidy or confidential, non-public information not available to other potential non-affiliated bidders;
 - 1.2.5. No potential bidder in a **Competitive Energy Storage Solicitation**, including specifically an **Eversource Competitive Energy Storage Affiliate**, is given an unfair competitive advantage;
 - 1.2.6. No costs and expenses of **Eversource Competitive Energy Storage Affiliates** are cross-subsidized by customers of the **Eversource EDC**; and
 - 1.2.7. Eversource employees, consultants, or representatives do not engage in conduct that creates an actual or apparent conflict of interest in connection with any **Competitive Energy Storage Solicitation**.

2. PURPOSE

21. This **Standard of Conduct** is effective on January 1, 2025 and establishes protocols and standards to govern the conduct of Eversource employees, consultants and representatives in connection with (a) Eversource's ownership interest in, and development, construction, operation and maintenance of competitively bid energy storage services, and/or the development and submission of bids in connection with a **Competitive Energy Storage Solicitation**; and (b) the planning, conduct, administration, or oversight of a **Competitive Energy Storage Solicitation**, where an **Eversource Competitive Energy Storage Affiliate** is a bidder.

3. DEFINITIONS

31. ***Competitive Energy Storage Solicitation***—A Request for Proposals for Long Term Energy Storage Contracts pursuant to the Massachusetts Green Communities Act Section 83E, seeking competitive bids for energy storage resources in which an **Eversource EDC** is participating.
32. ***Confidential Business Information (“CBI”)***—Confidential and proprietary business information of the company, including technical, financial, commercial, marketing, intellectual property or other business information. This also includes confidential Critical Infrastructure Information vital to electric, transmission, generation, and distribution operations. Critical Infrastructure Protection (“CIP”) information designated as such by the North American Electric Reliability Corporation (“NERC”) **CIP** standards, and critical energy infrastructure information (“CEII”) designated as such by the Federal Energy Regulatory Commission (“FERC”).
33. ***Confidential Competitive Energy Solicitation Information (“CCESI”)***—Confidential, non-public information, including **CBI** relating to:
 - 33.1. The planning, conduct, administration, endorsement, or oversight of the development of a **Competitive Energy Storage Solicitation** or an RFP issued in connection therewith, or the evaluation of bids or proposals, or the selection of proposed projects in connection with any such **Competitive Energy Storage Solicitation** or an RFP issued thereunder;
 - 33.2. The planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued in connection with a **Competitive Energy Storage Solicitation** on behalf of an **Eversource Competitive Energy Storage Affiliate**; or,
 - 33.3. The negotiation of any contracts with any selected bidder.
34. ***Eversource Bid Team***—Eversource employees, consultants and representatives who participate on behalf of an **Eversource Competitive Energy Storage Affiliate**, including specifically an energy storage affiliate, in the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP in, and/or the negotiation of any contracts pursuant to, a **Competitive Energy Storage Solicitation**.
35. ***Eversource Common and Direct Supervisor***—Eversource supervisory employees who are not members of an **Eversource Bid Team** or **Eversource Evaluation Team** and

who directly or indirectly supervise in the normal course of their job responsibilities one or more employees participating (a) on an **Eversource Bid Team** and/or (b) on an **Eversource Evaluation Team**.

36. **Eversource Competitive Energy Storage Affiliate**—Eversource affiliate company that is engaged in the sale or marketing of electricity, renewable generation, energy storage or energy-related services on a competitive basis.
37. **Eversource Evaluation Team**—Eversource employees, consultants and representatives who participate on behalf of an **Eversource EDC** in the planning, conduct, administration, endorsement, or oversight of the development of an RFP issued in connection with a **Competitive Energy Storage Solicitation**, and/or 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 an **Eversource EDC** in connection with a **Competitive Energy Storage Solicitation**.
38. **Eversource Senior Executives**—The CEO and Executive Vice Presidents, and officers of Eversource Energy and Eversource Energy Service Company, as applicable.
39. **Standard of Conduct**—This Eversource Standard of Conduct Governing Activity Related to a **Competitive Energy Storage Solicitation** (effective January 1, 2025).
- 3.10. For purposes of this **Standard of Conduct** “representatives” shall be deemed to include legal counsel.

4. ROLES & RESPONSIBILITIES

41. **Bid & Evaluation Teams**—Eversource employees, consultants and representatives directly participating in a **Competitive Energy Storage Solicitation** will be a member of an **Eversource Bid Team** or an **Eversource Evaluation Team**. No Eversource employees, consultants or representatives participating in a **Competitive Energy Storage Solicitation** may be a member of both an **Eversource Bid Team** and an **Eversource Evaluation Team** or may change from one team to the other during the **Competitive Energy Storage Solicitation** process.
42. **Rosters**—Eversource will develop and maintain rosters of Eversource employees, consultants and representatives participating in a **Competitive Energy Storage Solicitation** as members of an **Eversource Bid Team** or an **Eversource Evaluation Team**. Rosters will be posted on the Compliance & Me site on the Eversource HUB and will be reviewed and updated at least quarterly by the Deputy General Counsel & Chief Compliance Officer in consultation with the leads from the **Eversource Bid Teams** and **Eversource Evaluation Teams**, as well as the leadership of the **Competitive Energy Storage Affiliates**.
 - 4.2.1. In addition, in connection with a **Competitive Energy Storage Solicitation** in Massachusetts, Eversource will, if required,
 - 42.1.1. Post on the designated clean energy solicitation website in a timely fashion the names of Eversource employees, consultants and representatives participating in a **Competitive Energy Storage Solicitation** as members of an **Eversource Bid Team** or an Eversource Evaluation Team.

- 42.12. Provide the Independent Evaluator in a timely fashion, with:
 - 42.12.1. a list of job titles and organizational roles of members of **Eversource Bid Teams** and **Eversource Evaluation Teams**; and
 - 42.12.2. the names of **Common or Direct Supervisors** of members of **Eversource Bid Teams** and **Eversource Evaluation Teams**, along with their job titles and organizational roles.
43. **Common Supervisor Mitigation Plans**—**Eversource Common Supervisors** will develop a written mitigation plan setting out the controls they and their reports who are members of **Eversource Bid Teams** and **Eversource Evaluation Teams** will implement to ensure compliance with the **Standard of Conduct**, including specifically the confidentiality and no-conduit requirements, and provide them to Eversource's Deputy General Counsel & Chief Compliance Officer.
44. **Badging**—In connection with a **Competitive Energy Storage Solicitation**, members of an **Eversource Bid Team** and an **Eversource Evaluation Team**, will be assigned colored ID badge holders to wear to enable easy visual identification of their status as follows:
 - 44.1. **Eversource Evaluation Team** members will wear a **red** ID badge cover; and
 - 44.2. **Eversource Bid Team** members will wear a **green** ID badge cover.
45. **Compliance**—The degree of participation and the conduct of an **Eversource EDC** or an **Eversource Competitive Energy Storage Affiliate** in a **Competitive Energy Storage Solicitation** will be consistent with, and in compliance with, applicable state and federal laws, regulations and orders.
46. **Affiliate Disclosures**—The **Eversource EDC** agrees to request the inclusion of a requirement, in any RFP issued in connection with a **Competitive Energy Storage Solicitation**, that bidders disclose any affiliation, ownership interest, financial interest, or other potential conflict of interest with any electric distribution companies involved in the solicitation process.
47. **Legal Representation**—**Eversource Bid Team** and **Eversource Evaluation Team** will be represented by separate in-house legal counsel and, where practicable, by separate outside counsel during a **Competitive Energy Storage Solicitation**; however, to the extent any outside law firm represents both the **Eversource Bid Team** and the **Eversource Evaluation Team**, such firm must establish ethical walls within their firm pursuant to a written mitigation plan to ensure separation of attorneys supporting an **Eversource Bid Team** and those supporting an **Eversource Evaluation Team**.
48. **Independence**—An **Eversource Bid Team** and **Eversource Evaluation Team** participating in a **Competitive Energy Storage Solicitation** will report through and operate within independent companies, business units or departments to the extent reasonably feasible, based on the corporate and organizational structure of Eversource at the time. Where not reasonably feasible, Eversource will take measures to ensure compliance with this **Standard of Conduct**.

5. STANDARDS & CONTROLS

51. ***Communication & Training***—Eversource will communicate the standards under the **Standard of Conduct** to all Eversource employees, consultants and representatives serving on an **Eversource Bid Team** and an **Eversource Evaluation Team**, as well as all **Eversource Common** and **Direct Supervisors** and provide them with appropriate initial and periodic refresher training and awareness communications.
52. ***Certifications***—All Eversource employees, consultants and representatives serving on an **Eversource Bid Team** or **Eversource Evaluation Team**, as well as all **Eversource Common Supervisors**, shall certify in writing at the beginning of each **Competitive Energy Solicitation** process in which they participate that they reviewed, understand, and agree to comply with the **Standard of Conduct** in a form consistent with Appendix A, and will certify in writing at the conclusion of each **Competitive Energy Storage Solicitation** process in which they participate that they complied with and did not violate the **Standard of Conduct** during the solicitation process in a form consistent with **Appendix B**.
53. ***Non-Discrimination/No Preferential Treatment***—Eversource Evaluation Team members shall not treat the bid or proposal of an **Eversource Competitive Energy Storage Affiliate** (including any bid or proposal in which an **Eversource Competitive Energy Storage Affiliate** is participating) in a preferential manner or treat any other bid in a discriminatory manner. This requirement shall also apply to Common Supervisors and/or Senior Executives to the extent they participate in the bid selection process.
54. ***Expense Reporting; No Cross-Subsidization***—The **Eversource Bid Team** will properly report their time, services and expenditures pursuant to Eversource procedures to prevent cross-subsidization of an **Eversource Bid Team** member, or **Eversource Competitive Energy Storage Affiliate** by the **Eversource EDCs** and their customers.
55. ***Confidentiality***—Members of an **Eversource Bid Team** shall not directly or indirectly share, discuss or disclose **CCESI** with members of an **Eversource Evaluation Team**. Members of an **Eversource Evaluation Team** shall not directly or indirectly share, discuss or disclose **CCESI** with members of an **Eversource Bid Team**.
 - 55.1. No Eversource employee, consultant or representative who is not an **Eversource Evaluation Team** member, **Eversource Senior Executive** or **Eversource Common** or **Direct Supervisor** shall be given access to **CCESI** pertaining to the planning, conduct, administration, endorsement, or oversight of the development of the solicitation process or an RFP issued in connection therewith, or the evaluation of proposals, or the selection of, or negotiations pertaining to, proposed projects in connection with the solicitation process or an RFP issued thereunder.
 - 55.2. No Eversource employee, consultant or representative who is not an **Eversource Bid Team** member, **Eversource Senior Executive** or **Eversource Common** or **Direct Supervisor** shall be given access to **CCESI** pertaining to the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued in connection with the solicitation process on behalf of a **Eversource Competitive Energy Storage Affiliate**.

56. **No Conduit Requirements**—In addition to the confidentiality requirements for members of **Eversource Bid Teams** and **Eversource Evaluation Teams**, no Eversource employees, consultants or representatives not members of an **Eversource Bid Team** or an **Eversource Evaluation Team**, may be a conduit for communicating directly or indirectly any **CCESI** to other employees not authorized to access the **CCESI**, including specifically as follows:
 - 56.1. **Eversource Senior Executives** and **Common or Direct Supervisors** are responsible for ensuring compliance of their direct and indirect reports with the **Standard of Conduct** and may not be a conduit for communicating directly or indirectly any **CCESI**:
 - 56.1.1. Obtained or learned from a member of an **Eversource Evaluation Team** with a member of an **Eversource Bid Team**; or
 - 56.1.2. Obtained or learned from a member of an **Eversource Bid Team** with a member of an **Eversource Evaluation Team**
 - 56.1.3. Except as allowed under the rules of the specific **Competitive Energy Storage Solicitation** or the **Standard of Conduct**.
57. **Information Security Controls**—Each **Eversource Bid Team** or **Eversource Evaluation Team** will have access to a secure file share and/or Microsoft Teams/SharePoint location for their respective teams for the development, access and maintenance of **CCESI** and other information related to the **Eversource Bid Team** or **Eversource Evaluation Team**, as applicable.
 - 57.1. Access to the secure information location will be limited to individuals who are members of the respective **Eversource Bid Team** or **Eversource Evaluation Team** who have completed their initial **Standard of Conduct** training and have certified that they reviewed, understand, and agree to comply with the **Standard of Conduct**.
 - 57.2. The Eversource Deputy General Counsel & Chief Compliance Officer will control access to the secure locations.
58. **Competitive Energy Storage Solicitation Meetings**—There shall be no meetings of one or more **Eversource Bid Team** members and one or more **Eversource Evaluation Team** members relating to a **Competitive Energy Storage Solicitation** at which **CCESI** or any other non-public information relating to a **Competitive Energy Storage Solicitation** is discussed or disclosed or that otherwise violates the terms of the applicable **Competitive Energy Storage Solicitation**.
59. **Competitive Energy Storage Solicitation Communications**—There shall be no correspondence or communications related to a **Competitive Energy Storage Solicitation** in which **CCESI** or any other non-public information relating to a **Competitive Energy Storage Solicitation** is discussed or disclosed, where such communication or correspondence is sent to one or more **Eversource Bid Team** members and one or more **Eversource Evaluation Team** members, or that otherwise violates the terms of the **Competitive Energy Storage Solicitation**.
510. **Communicating Standard of Conduct Questions & Suspected Violations**—Questions

regarding compliance with the **Standard of Conduct**, as well as reasonably suspected violations of the **Standard of Conduct** shall be promptly communicated to the Eversource Deputy General Counsel & Chief Compliance Officer.

5.11. ***Violations of the Standard of Conduct; Mitigation Plan; Reporting***—When the Eversource Deputy General Counsel & Chief Compliance Officer becomes or is made aware of any reasonably suspected violation of the **Standard of Conduct**, he shall promptly investigate to determine whether a violation has occurred. If he concludes a violation of the **Standard of Conduct** has occurred, he will document the nature of the violation, including its materiality, and develop an appropriate plan to cure or mitigate the impact of the violation and to prevent the prospect of reoccurrence.

5.11.1. In connection with **Competitive Energy Storage Solicitation** in Massachusetts, the Eversource Deputy General Counsel & Chief Compliance Officer shall promptly inform the Independent Evaluator of the nature of a violation or reasonably suspected violation of the **Standard of Conduct**, his opinion with respect to its materiality, and a plan, if any, to cure or mitigate the impact of the violation or reasonably suspected violation and to prevent the prospect of reoccurrence.

5.11.2. In connection with, and near or following the end of, a **Competitive Energy Storage Solicitation** in Massachusetts, and upon the request of the Independent Evaluator, the Eversource Deputy General Counsel & Chief Compliance Officer shall confirm Eversource's compliance with the **Standard of Conduct** during the solicitation process in a form similar to **Appendix C**, with any appropriate qualifications under the circumstances.

5.12. ***Evaluation & Selection of Proposals***—Since Eversource participants in a **Competitive Energy Storage Solicitation** are divided into an **Eversource Evaluation Team** and an **Eversource Bid Team** subject to the terms of the **Standard of Conduct**, the **Eversource Evaluation Team** members may participate, as contemplated under the rules of the particular solicitation process or RFP issued thereunder, in the evaluation or selection of proposed projects submitted by an **Eversource Competitive Energy Storage Affiliate**, and the negotiation of contracts relating to any projects selected in connection with a **Competitive Energy Storage Solicitation** or an RFP issued thereunder, including any submitted by an **Eversource Competitive Energy Storage Affiliate**.

5.12.1. Eversource will ensure that all interactions, discussions, communications and negotiations between any **Eversource Bid Team** members and **Eversource Evaluation Team** members are in full compliance with:

5.12.1.1. all applicable state statutory and regulatory requirements;

5.12.1.2. all federal statutory and regulatory requirements including the FERC Standards of Conduct for Transmission Providers, as detailed in FERC Orders 717, 787 and 807;

5.12.1.3. any compliance plan, standards of conduct or tariff filed by the **Eversource EDC** with FERC or any state regulatory agency; and

5.12.1.4. all other applicable laws, regulations, rules, standards and codes of conduct, including any standard or code of conduct specific to the

Competitive Energy Storage Solicitation in question governing interactions between the **Eversource EDC** and its **Eversource Competitive Energy Storage Affiliate**.

5.12.15. this **Standard of Conduct**.

5.13. Eversource may take further actions above and beyond those required under this Standard of Conduct as it considers necessary or appropriate to avoid an actual or perceived conflict of interest in connection with a **Competitive Energy Storage Solicitation** or an RFP issued thereunder or to reduce the possibility of non-compliance with the **Standard of Conduct**.

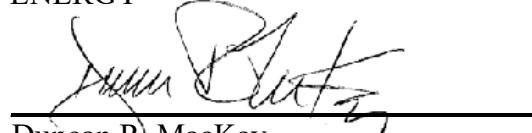
6. TERMINATION OF STANDARD OF CONDUCT

6.1. In connection with a **Competitive Energy Storage Solicitation** process or an RFP issued thereunder, this **Standard of Conduct** will remain effective for members of any **Eversource Bid Team** and **Eversource Evaluation Team** participating in the solicitation process and their **Eversource Common or Direct Supervisors** until the earlier to occur of:

- 6.1.1. The conclusion of all regulatory filings or approval proceedings resulting from the solicitation process;
- 6.1.2. The execution of all power purchase or other agreements by the participating **Eversource EDC** with the selected bidder(s);
- 6.1.3. The termination or abandonment of the solicitation process followed by any necessary or appropriate regulatory approvals; or
- 6.1.4. The selection of proposals that does not include a proposal submitted by an **Eversource Competitive Energy Storage Affiliate**.

6.2. Notwithstanding the above, the confidentiality and no-conduit obligations under this **Standard of Conduct** pertaining to **CCESI** will remain in effect and survive the termination of this Standard of Conduct.

EVERSOURCE ENERGY SERVICE COMPANY on behalf
of NSTAR ELECTRIC COMPANY D/B/A EVERSOURCE
ENERGY



Duncan R. MacKay
Deputy General Counsel & Chief Compliance Officer
Eversource Energy Service Company

Appendix A
CERTIFICATION

I certify that I reviewed the EVERSOURCE STANDARD OF CONDUCT GOVERNING ACTIVITY RELATED TO ENERGY STORAGE SOLICITATIONS, and have reviewed the Standards of Conduct Training, understand its terms and conditions, and agree to follow and be bound by the standards, including specifically the confidentiality and no-conduit rules, set forth therein.

If I have any questions regarding compliance with or interpretation of the Standard of Conduct, including any potential violations of its terms, I will promptly notify the Eversource Chief Compliance Officer, Duncan R. MacKay, Deputy General Counsel & Chief Compliance Officer (Duncan.MacKay@Eversource.com or 860-665-3495).

Signed: _____

Printed Name: _____

Title: _____

Team: _____

Dated: _____

Supervisor Name: _____

Title: _____