

**STANDARD OF CONDUCT
GOVERNING ACTIVITY RELATED TO THE
SOLICITATION OF LONG-TERM CONTRACTS FOR ENERGY STORAGE SYSTEMS
PURSUANT TO THE MASSACHUSETTS GREEN COMMUNITIES ACT SECTION 83E**

March 25, 2025

INTRODUCTION

Massachusetts Department of Energy Resources (“DOER”) intends to issue a competitive solicitation for long-term contracts to purchase environmental attributes and/or energy services from energy storage systems, also referred to as “Section 83E Round 1,” in coordination with the Massachusetts electric distribution companies (the “EDCs”).¹ Fitchburg Gas and Electric Light Company d/b/a Unitil, 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 Unitil employees and representatives related to the Section 83E Round 1 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 83E Round 1 process to the extent provided for herein.

The EDCs acknowledge the need to follow a certain standard of conduct to ensure that: the Section 83E Round 1 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 a Unitil 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 83E Round 1 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 83E Round 1 process.

¹ This is the first solicitation for energy storage systems 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 98 of Chapter 239 of the Acts of 2024 to require the EDCs to jointly and competitively conduct energy storage systems solicitations and procurements to ensure that the EDCs enter into cost-effective contracts for energy storage systems equal to approximately 5,000 MW of aggregate capacity not later than July 31, 2030. The Distribution Companies and DOER will issue subsequent solicitations as necessary, consistent with Section 83E. St. 2024, c. 239, s. 98 amending St. 2016, c. 188, s. 12 and St. 2008, c. 169, s. 83.

STANDARDS

1. These standards are to be followed by all employees and representatives of Unitil 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 83E Round 1 process, and all such persons must review, understand, acknowledge and agree to adhere to these standards in connection therewith.
 - a. Effective March 25, 2025, 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 83E Round 1 process. With respect to the Section 83E Round 1 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 83E Round 1 process. Nor may an individual change from one team to the other for a period of at least one (1) year from the termination of their last participation on a **Bid Team** or **Evaluation Team** in a prior Section 83E 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. The **Evaluation Team** will comprise employees and consultants/representatives of Unitil who participate in the planning, conduct, administration, endorsement, or oversight of the development of an RFP issued from the Section 83E Round 1 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 83E Round 1 process. Unitil provided the Independent Evaluator an initial list of its members of the **Evaluation Team** on or about March 25, 2025 (but one which is comprehensive based on Unitil's plans at that time). Unitil may add more members to the **Evaluation Team** over time.

b. The **Bid Team** will comprise employees and consultants/representatives of Unitil 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 83E Round 1 process. Unitil provided the Independent Evaluator an initial list of its **Bid Team** on or about March 25, 2025 (but one which is comprehensive based on Unitil's plans at that time). Unitil 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**". Unitil provided the Independent Evaluator

an initial list of its **Common Supervisors** on or about March 25, 2025 (but one which is comprehensive based on Unitil's plans at that time). Unitil may add more **Common Supervisors** over time.

- d. For any Massachusetts competitive energy storage system solicitation following Section 83E Round 1 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, Unitil 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 83E Round 1 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 83E Round 1 process or an RFP issued thereunder or to reduce the possibility of non-compliance with this Standard of Conduct.
4. Throughout the Section 83E Round 1 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 Util 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 83E Round 1 process, that bidders disclose any affiliation, ownership interest, financial interest, or other potential conflict of interest with any EDC involved in the Section 83E Round 1 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 clean energy and energy (including Section 83D and the first four rounds of Section 83C in Massachusetts), except as allowed under the rules of the Section 83E Round 1 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 83E Round 1 process or an RFP issued thereunder, or the evaluation of proposals, or the selection of proposed projects in connection with the Section 83E Round 1 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 83E Round 1 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 83E Round 1 process, except as contemplated under the rules of the Section 83E Round 1 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 83E Round 1 process or an RFP issued thereunder, or the evaluation of proposals, or the selection of proposed projects within the Section 83E Round 1 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 83E Round 1 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 Long Term Energy Storage or clean energy and applies to the Section 83E Round 1 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 83E Round 1 process, except as contemplated under the rules of the Section 83E Round 1 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 83E Round 1 process or an RFP issued thereunder, or the evaluation of proposals, or the selection of proposed projects in connection with the Section 83E Round 1 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 83E Round 1 process on behalf of a Competitive Affiliate.

No Unitil 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 83E Round 1 process or an RFP issued thereunder, or the evaluation of proposals, or the selection of proposed projects in connection with the Section 83E Round 1 process or an RFP issued thereunder or the negotiation of contracts thereunder.

Further, no Unitil 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 83E Round 1 process on behalf of a Competitive Affiliate.

10. Since Unitil employees and consultants/representatives are divided into an **Evaluation Team** and a **Bid Team** subject to the terms of this Standard of Conduct, the

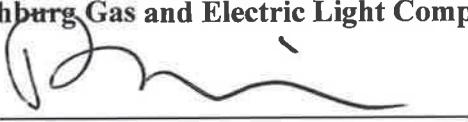
EDC's **Evaluation Team** members may participate, as contemplated under the rules of the Section 83E Round 1 process or an RFP issued thereunder, in the evaluation or selection of proposed projects submitted by a Competitive Affiliate, and the negotiation of contracts relating to any projects selected in connection with the Section 83E Round 1 process or an RFP issued thereunder, including any submitted by a Competitive Affiliate.

11. Util 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 83E Round 1 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 83E Round 1 process that they honored and complied with the Standard of Conduct throughout the Section 83E Round 1 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 Util Designated Compliance Officer. If the Util 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 83E Round 1 process, the Util 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. Util shall timely post on the Section 83E Round 1 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 83E Round 1 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 Independent Evaluator. In addition, Util 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 Unitil 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 83E Round 1 process; (2) the termination or abandonment of the Section 83E Round 1 process; (3) the execution of all contracts entered into by the EDCs pursuant to the Section 83E Round 1 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 83E Round 1 process by the Department of Public Utilities.

Fitchburg Gas and Electric Light Company d/b/a Unitil

By:



Name: Robert S. Furino

Title: Vice President

APPENDIX A:
UNITIL SOLICITATION OF LONG-TERM CONTRACTS FOR ENERGY STORAGE SYSTEMS
PURSUANT TO SECTION 83E ROUND 1
STANDARDS OF CONDUCT EMPLOYEE CERTIFICATE

Reference is hereby made to the STANDARD OF CONDUCT GOVERNING ACTIVITY RELATED TO THE SOLICITATION OF LONG-TERM CONTRACTS FOR ENERGY STORAGE SYSTEMS PURSUANT TO THE MASSACHUSETTS GREEN COMMUNITIES ACT SECTION 83E ROUND 1, dated March 25, 2025 (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 Unitil 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 83E Round 1 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 this Standard of Conduct I will consult with Patrick Taylor, Chief Regulatory Counsel, Unitil.

Dated: _____

Print Name: _____

Signed: _____

Job Title: _____

Department: _____ Date Trained: _____

APPENDIX B: CERTIFICATE OF COMPLIANCE

I participated on a Unital Bid Team or Evaluation Team or was a Common Supervisor in connection with the Section 83E Round 1 Solicitation Process. As part of this certification, I certify that (a) I completed the training required under section 11 of the STANDARD OF CONDUCT GOVERNING ACTIVITY RELATED TO THE SOLICITATION OF LONG-TERM CONTRACTS FOR ENERGY STORAGE SYSTEMS PURSUANT TO THE MASSACHUSETTS GREEN COMMUNITIES ACT SECTION 83E ROUND 1 (“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 Section 83E Round 1 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 Section 83E Round 1 Solicitation Process.

Signed: _____

Printed Name: _____

Title: _____

Dated: _____

Supervisor Name: _____

Title: _____

APPENDIX C: CERTIFICATE OF COMPLIANCE

I am the Unitil Compliance Officer assigned to these processes, and I certify that Unitil has complied with the STANDARD OF CONDUCT GOVERNING ACTIVITY RELATED TO THE SOLICITATION OF LONG-TERM CONTRACTS FOR ENERGY STORAGE SYSTEMS PURSUANT TO THE MASSACHUSETTS GREEN COMMUNITIES ACT SECTION 83E ROUND 1 (“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 Energy Storage 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.

Patrick H. Taylor
Chief Regulatory Counsel
Dated: March 25, 2025

APPENDIX D: Evaluation Team, Bid Team, and Common Supervisors

Evaluation Team Members:

Employee Name
Lisa Glover
Robert Furino
External Counsel
William Hewitt

Bid Team Members: Util has no Bid Team members at this time.

Common Supervisors: Because Util has no Bid Team members, it has no Common Supervisors.