CleanCapital's Response to Request for Proposals for Long-Term Contracts for Energy Storage Projects (Section 83E)

MERLIN STORAGE LLC

Prepared For:

Massachusetts Department of Energy Resources and "Distribution Companies"

Prepared By:

CleanCapital

September 10, 2025

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Section 83E
Request for Proposal
Application Form

Applicant: **Merlin Storage LLC (A CleanCapital Subsidiary)**

Contact: **Michael McNulty, Senior Project Manager - CleanCapital**

[redacted]

** For Existing Resources, please complete the following information request fully but note where questions do not apply because the system exists or is operating.

Section A-1: 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.

Please see Attachment A for the Merlin Storage LLC Comprehensive Project Proposal Document (CPPD) workbook.

The team recognizes that the hourly schedule provided in Part V contains annotations flagged for verification. [redacted]

Section A-2: Executive Summary of the Proposal

The bidder is required to provide an executive summary of the project proposal that includes a complete description of the proposed Energy Storage System 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 storage project location, interconnection location(s), capacity (MW), duration (hours), projected annual average CPECs or Environmental Attributes, energy storage technology to be deployed, commercial operation date, pricing ($/CPEC or environmental attribute), etc. is encouraged.

Merlin Storage, LLC [jurisdiction] [redacted], is pleased to submit our response to the Section 83E RFP for Long-Term Contracts for Energy Storage Projects issued by the Massachusetts Department of Energy Resources ("DOER") as well as the following "Distribution Companies" ("EDCs"): 1) Eversource, 2) Unitil, and 3) National Grid.

Proposal Understanding

The Massachusetts Department of Energy Resources ("DOER") seeks a firm that can deliver LTCs for mid-duration Energy Storage Projects. Our proposal demonstrates how Merlin Storage LLC, the project company that owns and represents the utility-scale battery storage system being proposed, is uniquely positioned to help DOER achieve this outcome through the collective experience and demonstrated successes of our team of energy experts and leaders.

We bring together a team of seasoned professionals with extensive, hands-on experience in developing, deploying, and managing advanced energy storage systems. This expertise, combined with our record of executing complex renewable energy projects, ensures that DOER receives both the technical depth and project execution discipline required for success.

Our staff includes engineers, project managers, investment analysts, attorneys, and other industry specialists who have led battery storage initiatives. We are proficient in market targeting, interconnection, system design, permitting and procurement, construction, systems operations, and more. By embedding this knowledge within our established organizational framework, Merlin provides both the subject-matter expertise of seasoned sustainable energy professionals and also the organizational strength of a firm experienced in delivering multi-faceted renewable energy projects.

To enhance protections to DOER, we have built our proposal around the following assets:

1. Experienced Leadership: Designating appropriate staff who have successfully worked on storage projects in the past to lead technical design, procurement and implementation.

2. Proven Project Management: Applying our established diligence protocols with experienced project managers capable of guaranteeing development milestones are consistently delivered on time and within budget.

3. Strategic Partnerships: Leveraging relationships with leading consultants, suppliers, contractors, and advisors with extensive storage insight to reinforce the precise financial and developmental plans we model are proven.

4. Transparent Communication: Providing clear reporting and stakeholder engagement processes that mitigate risk and ensure alignment with relevant parties throughout the project lifecycle.

By combining deep individual expertise with organizational systems designed for accountability and performance, Merlin offers DOER a high-value project capable of delivering reliable and future-ready battery storage solutions.

Moreover, our firm fully embraces the vision behind the DOER Section 83E initiative to build a cleaner, more resilient, and equitable electric grid by strategically deploying mid-duration energy storage across the Commonwealth. This RFP represents a historic opportunity for developers, policymakers, and communities to align around the deployment of flexible assets that support decarbonization, reliability, and environmental justice.

Our team is proud to submit a purposefully sited, transmission-connected energy storage project representing a strong, diverse portfolio of Clean Peak-aligned infrastructure that will deliver measurable grid value.

We welcome the opportunity to apply our capabilities to this initiative, and we are confident that our approach will deliver the storage capacity, integration and long-term benefits DOER seeks.

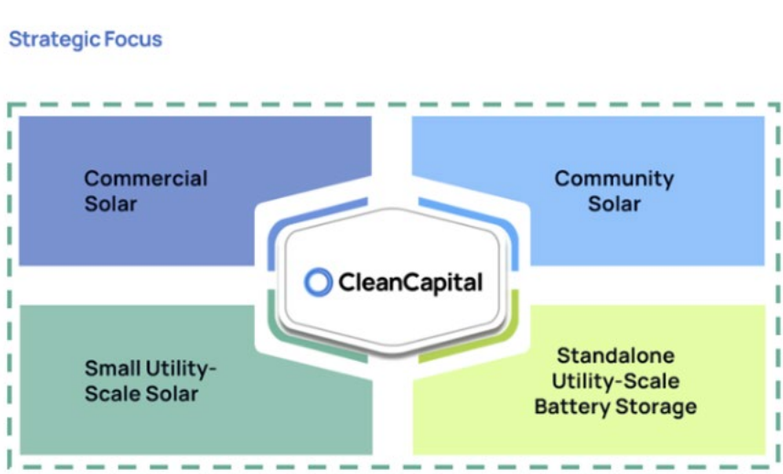
Who We Are
Development. Power Sales. Project Acquisition. Investment.

When seeking superior experience in the renewable energy market, CleanCapital is the clear choice. CleanCapital, the parent company of Merlin Storage LLC, is a fully integrated, diversified clean energy company focused on delivering solar and storage solutions to energy customers across the U.S.

Our team of more than 70 dedicated professionals brings decades of knowledge in project development and construction, operations, finance, public policy, and law. We are visionaries in our industry, operating as developers, investors, and owner-operators. Since our founding in 2015, we have attracted new investments to advance the clean energy mission.

Our company's [redacted]. We also have a deep knowledge of communities and offtakers in all regions of the country and beyond. With headquarters in New York City and three (3) satellite offices in Buffalo, NY, Wappingers Falls, NY, and San Diego, CA, we have a physical, working presence in 27 states.

The scope of our projects range from straightforward ventures to deeply complex undertakings with accompanying multifaceted requirements and stipulations. We are undeterred in our ability to get the job done. Moreover, our commitment to our partners never waivers: We aim to minimize risk and maximize value at every turn for all involved.



The Merlin Project

We are offering [redacted] is sited to avoid environmental sensitivity while maximizing interconnection feasibility, regional load support, and benefits to the surrounding community.

Table 1: Project Details

Project	**Merlin**
[redacted]	[redacted]

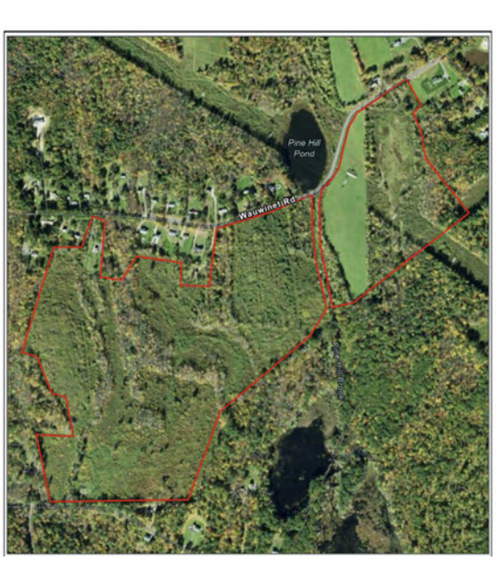


Figure 1: Merlin Storage LLC's Project Parcel

Clean Peak Energy Credits

The project will provide Clean Peak Energy Certificates (CPECs) through reliable discharge during seasonal peak demand windows, while retaining the ability to earn merchant revenue through participation in ISO-NE energy and capacity markets. [redacted]

The BESS will discharge during DOER-designated Clean Peak Periods, earning CPECs that will be delivered to the contracting Distribution Company under a fixed price contract. Clean Capital's CPEC production estimates reflect realistic seasonal performance based on a mix of market data and operational expectations, ISO-NE load forecasts, and Clean Peak Standard program parameters.

Table 2: CPEC Details

[redacted]	[redacted]

Interconnection and Site Management

Our Interconnection strategy is grounded in proven engagement with ISO-NE's generator interconnection process. The project is currently in the queue with a valid queue number and will be submitted to ISO-NE's Transitional Cluster Study which opened on August 11, 2025. The ISO-NE study results are expected to be completed [redacted] We have performed independent injection studies based on other projects in the queue to size our projects to reduce the risk of unexpected, substantial upgrades being assigned to the project. Site control has been fully secured, environmental due diligence is complete, and a zoning freeze has been secured in Barre. To further display project readiness, the project's overall schedule – consistent with commercial operation – is summarized in Table 3 below.

Table 3: Merlin Schedule Overview

Milestone	Target Date
[redacted]	[redacted]

Community Benefits

The site has been evaluated against Environmental Justice (EJ) criteria published by the Massachusetts Executive Office of Energy and Environmental Affairs. We plan to conduct community engagement through early outreach to local officials and residents, provide

accessible project information, and incorporate feedback to address community priorities and concerns.

Conclusion

In submitting this response, CleanCapital affirms our readiness to execute Long-Term Contracts under Appendices B-1 and B-2, to complete all required certifications under Appendix C, and to implement a Memorandum of Understanding with DOER under Appendix H. This project represents our best opportunity to contribute to a more resilient, just, and carbon-free Massachusetts grid.

Section A-3: Operational Parameters and Operational Schedule

Energy Storage System Operations Project Summary – Please provide the following: i. Identify if New or Existing Facility, or an upgrade to Existing Facility, ii. Technology Type (e.g., mechanical, chemical, thermal), iii. Technology Description (e.g., battery chemistry, thermal storage medium), iv. Point of Interconnection Deliverability Restrictions (if any), v. Nameplate MW AC (at 100% project completion), vi. Net Contract MW AC (at 100% project completion), vii. Charge rate (MW), viii. Discharge rate (MW), ix. Storage Energy (MWh), x. Discharge Duration at Full-Rated Capacity (hours), xi. Round Trip Efficiency (%), xii. Other Characteristics of your system, including, if applicable, but not limited to: Depth of Discharge (%), Full Duty Cycle, etc., and xiii. Max/ Min cycles per year, season, and per day:

Table 4: Merlin Operations Summary

Question	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]

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.

[redacted]

be [redacted]

Describe the location of the Energy Storage System, the anticipated interconnection point, and the value of the relative proximity of the system to any clean energy generation facility, including any decreased risk of curtailment and/or deferred investment for the generation facility. If applicable, describe how the location of the Energy Storage System may impact the operation of fossil fuel-based generators.

Table 5: Description of Requests

Project	**Merlin**
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]

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

[redacted] ources of battery energy storage technology that can only be speculated on in September 2025.

Our current equipment selections are as follows:

- **Battery Energy Storage System:**
  - [redacted]

[redacted]

- [redacted]
  - [redacted]
  - [redacted]
  - [redacted]

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.

[redacted]

Please provide an Environmental Attribute delivery plan and a charge/discharge profile for the proposed project, including supporting documentation. This documentation may be either an hourly storage use schedule or planned charge and discharge schedule. In your plan, please account for forecasted weather data and market assumptions over the life of the proposed contract. The energy production/delivery profile must provide the expected Generation to be delivered into the ISO-NE market settlement system by the Energy Storage System to allow the Evaluation Team to determine the reasonableness of your projections. Such information should be consistent with the charge/discharge profile provided above and also considering any and all constraints to physical delivery into ISO-NE. Describe the operation of the Energy Storage System, 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.

As requested, an Environmental Attribute delivery plan is provided in a separate excel workbook in Attachment B, Merlin_SOC MWh _2034 Data. We provide state of charge data for operational year 2034 with degradation and overbuild assumptions included.

The energy storage system is a continuous storage facility that will participate in ISO-NE's West Massachusetts load zone.

Please describe how, as a Qualified Energy Storage System as defined in 225 CMR 21.00 Clean Peak Energy Standard (CPS), the storage system will meet the CPS requirements to operate primarily to store and discharge renewable energy. Specifically, please describe any co-location or contractual pairing with an RPS qualified resource, describe/include plans for charging coincident with periods of typically high renewable energy production, or include an operational schedule in the Qualified Energy Storage System's Interconnection Service Agreement demonstrating that the Qualified Energy Storage System serves to resolve load flow or power quality concerns otherwise associated with intermittent renewable energy resources.

Merlin will meet the requirements under *225 CMR 21.00* by charging coincidentally with periods

of high renewable energy production as defined by the regulation. Specific modeling assumptions for this asset's charging and dispatch are included under the Environmental Attribute delivery plan as noted, in the attachment above.

	Energy Storage Charging Windows	
Clean Peak Season	Wind-Based Charging Hours	Solar-Based Charging Hours
Spring	12am - 6am	8am - 4pm
Summer	12am - 6am	7am - 2pm
Fall	12am - 6am	9am - 3pm
Winter	12am - 6am	10am - 3pm

Figure 2: ISO-NE Clean Peak Energy Storage Charging Windows

Please list and describe all anticipated revenue streams associated with the Energy Storage System, including, but not limited to, the designation of the ISO-NE Markets that the Energy Storage System would participate in, the plan to operate in multiple ISO-NE Markets, and revenue streams from other third-party contracts/arrangements. For existing facilities, describe existing operations, revenues, and participation in ISO-NE Markets and describe any planned changes in operation, participation in ISO-NE Markets, and revenue streams.

Merlin will participate in the energy, capacity and reserve markets administered by ISO-NE. The operation of the battery will be performed in accordance with warranty limits of the equipment and will be administered by the long-term, third-party toll provider. The operation will be further limited to periods allowed for production of CPECs and will prioritize generation of credits over alternative market participation.

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).

[redacted]

Operating Constraints – Specify all the expected operating constraints and operational restrictions for the project (e.g., limits on the number of hours a unit may be operated per year or unit of time or charge / discharge cycles per year).

[redacted]

Degradation mitigation plan – If applicable to the proposal's technology type, specify the anticipated degradation rate (absent any mitigation) and plan for mitigation of output degradation (e.g., augmentation schedules or over build plans).

[redacted]

[redacted]

Below, Table 6 presents an example of how a system would be designed with both degradation and augmentation in mind. As shown, the state of health reduces year-to-year due to both calendar degradation and cycle-life degradation. It also shows that the installed nameplate is roughly 26 percent (%) above the usable energy to allow the system to perform at its full 4-hour AC rating – even with degradation of the DC system.

The battery systems' State of Health and ratio of Installed Nameplate-to-Usable energy both have step-increases on a five (5)-year basis. This accounts for the augmentation of the system. While DC-block augmentation is technically possible, there are many subtle difficulties facing successful execution. As such, CleanCapital has assumed we will need AC augmentation. This will require filing with ISO-NE and likely processing through the cluster study. Cluster studies have been implemented in other regions over the last 20 years (e.g., NYISO, SPP, MISO, CAISO) with mixed results. Based on historical timelines from other regions, we have assumed AC augmentation would be impractical on a shorter timeline than five (5) years.

[redacted]

Table 6: Degradation and Augmentation System Design Example

Year	State of Health	Installed Nameplate vs Useable Energy
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]

[redacted]

[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]

Section A-4: Environmental Attribute Delivery Plan

Please provide documentation and information demonstrating that the project will deliver into the EDCs NEPOOL GIS accounts, GIS Certificates representing CPECs and any other Environmental Attributes, as applicable associated with the energy storage project. 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 a change is required, please provide details regarding the proposal and the process for implementing the change.

CleanCapital is committed to ensuring full compliance with the delivery requirements for CPECs and all associated Environmental Attributes under the Clean Peak Standard (225 CMR 21.00 - CPS). Our proposed BESS project, Merlin, is structured to deliver CPECs into the applicable EDC NEPOOL GIS accounts, in accordance with current ISO-NE GIS protocols.

CleanCapital has extensive operational experience in NEPOOL GIS markets. We currently own and operate Clean Peak-eligible generating assets in ISO-NE, and 15 percent (%) of our operating portfolio is in Massachusetts. Our team actively manages NEPOOL GIS generator accounts and regularly transfers and trades environmental attributes, including RECs and CPECs across ISO-NE. This established footprint provides us with sophisticated experience in the Clean Peak Standard Framework and direct familiarity with NEPOL GIS registration, tracking, and certificate transfers.

[redacted]

[redacted]

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*

[redacted]

ii. *The project's existing initial financial structure and projected financial structure*

[redacted]

iii. *Expected sources of debt and equity financing*

[redacted]

i. *Estimated construction and other costs to develop and operate the project*

At present, our development and construction budget for Merlin is [redacted]

Noteworthy is CleanCapital's in-house construction team with well-established capabilities to build projects from NTP to Final Completion. They are practiced in estimating costs, connecting with qualified contractors, and executing EPC contracts for both solar and BESS projects alike.

Moreover, CleanCapital's internal asset management team maintains our wide-ranging, existing operating projects. Tasked with managing and estimating on-going operating costs, they are skilled in optimizing project performance. As would be owner-operators of Merlin, the present team is strongly positioned to aid in and oversee the construction, maintenance, and continued operations of this asset.

ii. *The projected capital structure*

[redacted]

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.*

[redacted]

vii. 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.

[redacted]

Please describe any financial commitments to enter into long-term contracts with businesses, nonprofit organizations, a municipality or group of municipalities, or other sources of long-term revenue.

[redacted]

Please describe the status of the commitments with any offtakers, including any executed agreements, provided that such agreements may be contingent on the project being selected for contracting under this RFP

[redacted]

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.

[redacted]

Please provide evidence that the bidder has the financial resources and financial strength to complete and operate the project as planned, including contingencies for project delays or cost overruns.

[redacted]

Please provide details of any financial difficulties by the bidder or any of its past or present affiliates which impaired the viability and/or financing of the development and construction of projects of similar type, size, and complexity of the proposed eligible project or other large scale renewable energy project, including any past terminated projects and claims of financial difficulties. Bidders must demonstrate how the proposed eligible project materially differs from any past projects and demonstrate fully the financial viability of the project as bid.

[redacted]

Describe the assumptions applied by Bidder regarding forecast changes in project costs during the contract term, interest rates over the development period, key input commodity prices, and the methodology used to establish the project contingency amount. Additionally, describe the assumptions made regarding forecasted revenue from other sources (including but not limited to energy arbitrage, capacity and ancillary services markets, or other contractual arrangements) as well as the measure of discount applied to the value of these other revenue streams. Bidder must explain why these assumptions are reasonable and describe and quantify how the project as proposed is designed to absorb sufficient risk to ensure the project can be successfully financed at the proposed price.

[redacted]

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.

Please refer to Attachments C and C-1 for CleanCapital Holding's Audited Financials from 2022 to 2024, as requested, and Attachment D for our most recent Annual Franchise Tax Payments.

CleanCapital is not credit rated and has no credit issues.

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.

CleanCapital has no separate board of directors, officers, and/or trustees; leadership responsibilities are carried out by the Executive Leadership Team (ELT) illustrated below in Figure 5.

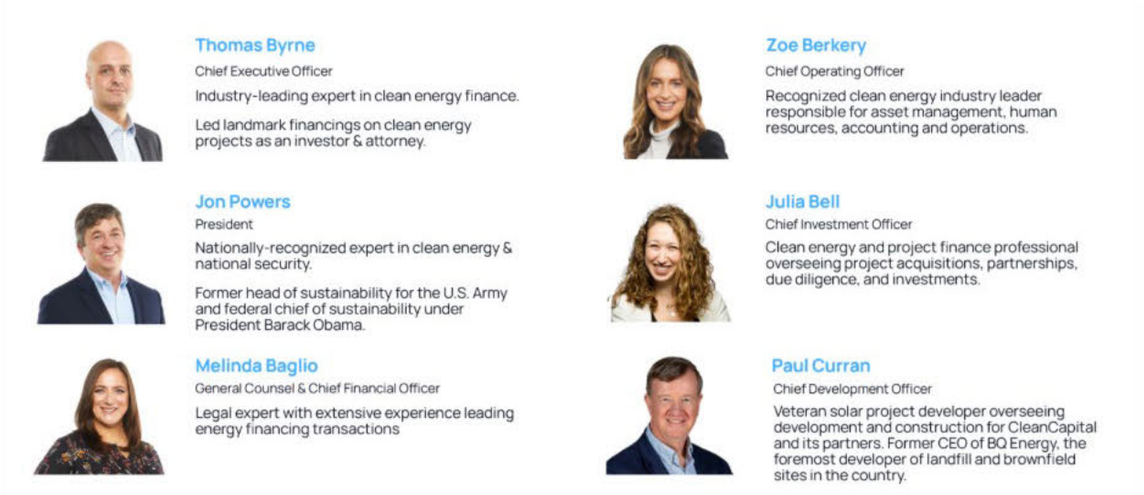


Figure 5: CleanCapital's Executive Leadership Team

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.

CleanCapital is consistently in the market sourcing and financing assets to continue building out [redacted]

[redacted] *downgrade events regarding the bidder or affiliate entities raised by rating agencies, banks, or accounting firms.*

As noted above, while CleanCapital does not maintain a public credit rating, it has consistently secured financing for its projects, supported by its strong balance sheet and longstanding relationships with debt and equity providers.

Describe the role of the Federal Investment Tax Credit (ITC"), and any other incentives or awards, on the financing of the project. In your response, please describe (a) your plan to qualify for the ITC and the level of the ITC 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 is reflected in your proposed pricing. Please also describe qualification plans, applicability and utilization of any other Federal incentives or awards.

Bidders must clearly state their assumptions regarding the availability of federal or state tax credits, subsidies, or grants or other incentives, including but not limited to those available under the Inflation Reduction Act of 2022, the Infrastructure Investment and Jobs Act of 2022.

Bidders should describe any plans to meet federal domestic content and labor requirements in order to maximize federal tax credits available to the project under the Inflation Reduction Act (IRA). Bidders should also describe plans to pursue state funding available to energy storage projects.

[redacted]

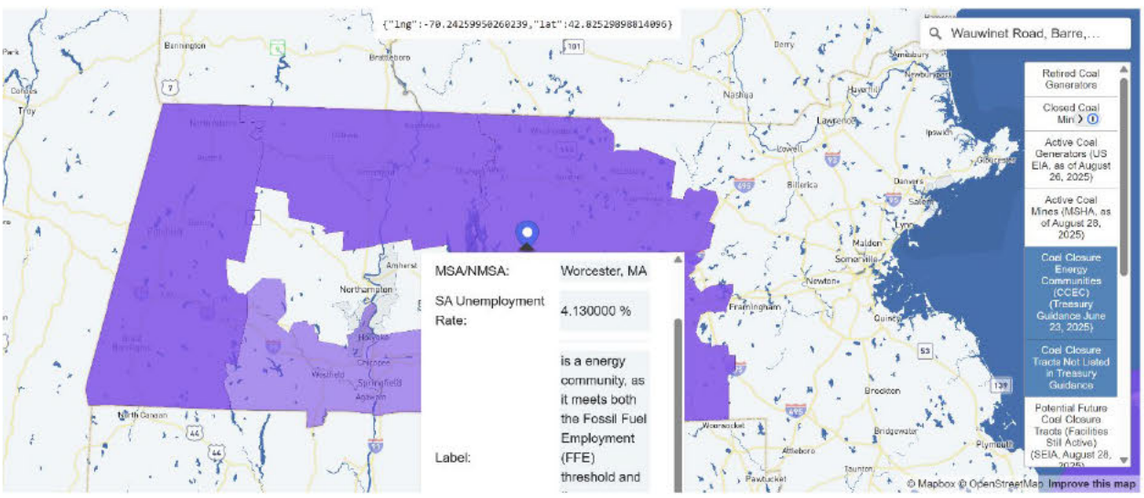


Figure 6: SEIA's Energy Communities Map – WorcesterCo. (Barrre, MA)

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.

Neither Bidder nor any of its affiliates have been involved in any litigation, disputes, or claims within the past three (3) years related to projects developed, owned, or managed by Bidder in the United States, nor related to any energy product sale agreements.

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?

Merlin's operating life is consistent with the maximum warranties provided by equipment manufacturers and degradation expected under the current cycling conditions. Currently we are expecting the operating life of the project to be 20 years. A mix of a modified accelerated cost recovery system and 15-year straight line depreciation is used for the substantial physical components

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.

When the time comes to build Merlin, we expect to have ample capital at our disposal to procure equipment, complete construction, and operate the asset for its intended useful life.

State whether the bidder or its affiliates have executed agreements with respect to energy, CPECs 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.

Neither Merlin nor its affiliates have executed, terminated, or defaulted under any agreements related to energy, CPECs, or capacity for the proposed project. Additionally, neither Merlin nor its affiliates have submitted proposals to other buyers for this project.

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

Please refer to the Organization Chart previously exhibited above in section A-5, here.

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?

Neither the bidder, nor any of its affiliates has been subject to bankruptcy, insolvency, receivership, or similar proceedings, within the past five (5) years nor has it made any admission of inability to pay debts, general assignments for the benefit of creditors, or related actions described in this inquiry.

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

There are no known conflicts of interest between CleanCapital and any of the three (3) EDC's conducting this RFP.

Describe any litigation, disputes, claims, complaints or notices of violation or potential violation involving the project or other energy storage projects involving the Bidder or an affiliate of the Bidder.

Neither Bidder nor any of its affiliates have been involved in any litigation, disputes, or claims within the past three years related to projects developed, owned, or managed by Bidder in the United States, nor related to any energy product sale agreements.

Describe any failures to achieve commercial operation dates under other long-term contracts. Bidders should also provide a credible description of how the current proposed project will avoid similar project delays or development issues.

Please refer to the Merlin Storage LLC Schedule in Attachment E.

Describe any litigation, disputes, claims or complaints involving the Bidder or an affiliate of Bidder, against any Distribution Company or any affiliate of any Distribution Company.

Neither the bidder nor any of its affiliates have been involved in litigation, disputes, claims, or complaints against any Distribution Company or its affiliates.

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 environmental attributes or products.

Neither the bidder nor its affiliates have been involved in litigation, disputes, defaults, or failures to perform related to the purchase or sale of energy, capacity, or environmental attributes. CleanCapital maintains a strong track record of fulfilling its contractual obligations.

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).

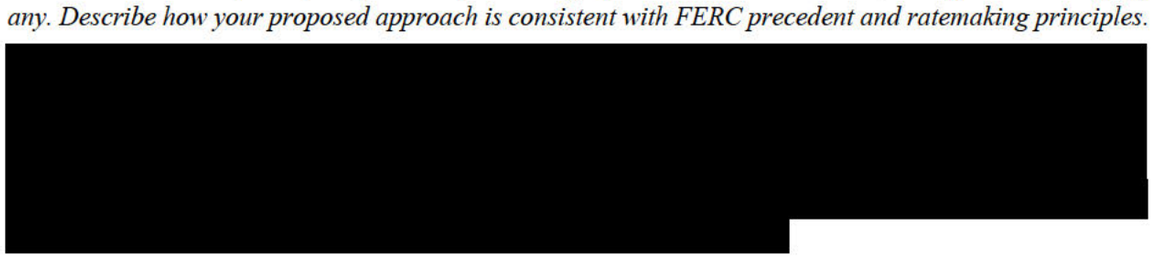
Neither the bidder nor any of its directors, employees, agents, or affiliates are under investigation by any governmental agency, nor have they, within the past four (4) years, been convicted, found liable, or debarred for conspiracy, collusion, or other impropriety in connection with bidding on contracts.

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

As a privately held entity, CleanCapital does not typically require approvals from Federal Energy regulatory Commision (FERC) and/ or other federal or state entities to execute binding power sales agreements. Execution of long-term contracts under this RFP will be performed directly between the project's SPV and the contracting Distribution Company(s).

At the project level, all required permits and approvals will be obtained prior to construction and operation. However, none of these items are prerequisites to our authority to enter into a binding sale of output.

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.



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: i. Corporate or other joint arrangements, joint ventures, joint operations whether control exists or not; ii. Minority ownership (50% or less investee); iii. Joint development agreements; iv. Project agreements; v. Operating segments that are consolidated as part of the financial reporting process; vi. Related parties with common ownership; vii. Credit, debenture, and financing arrangements, whether a convertible equity feature is present or not; viii. Wholly owned subsidiaries; and ix. Commercial (including real property) relationships with any Distribution Company.

Neither CleanCapital nor any of its subsidiaries for the project have had any contractual, financial, or affiliate relationships with Eversource, Unitil, or National Grid or their affiliates within the past three (3) years. Should any such relationships arise during project development or operation, those relationships will be promptly disclosed to DOER and the EDCs.

Section A-6: Interconnection, Deliverability, and Reliability

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.

Merlin was submitted to ISO-NE prior to June 13, 2024, and received queue position, making it eligible for the Transitional Cluster Study that opened on August 15 of this year. CleanCapital is preparing to submit the project into the transitional cluster, requesting it to be studied under the Capacity Network Resource Interconnection Service (CNRIS) rules.

Table 7: Merlin Storage LLC IX Summary

Merlin	
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]

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 the applicable ISO-NE Planning Procedure(s). 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 process as defined in the ISO-NE tariff and/or Planning Procedure(s). 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.***

[redacted]

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

☐ *If none, please explain:* An I.3.9 approval or equivalent study has not been completed on Merlin. Please see the attached 3rd-party injection study for Merlin, [redacted] as described above.

i. *Copy of completed CCIS-equivalent study attached:*
☐ *If none, please explain:* A CCIS-equivalent study has not been completed on Merlin. Please see the attached 3rd-party injection study for Merlin, [redacted] as described above.

ii. *Copy of Interconnection Agreement attached:*
☐ *If none, please explain:* An interconnection agreement will be executed at the conclusion of the Transitional Cluster Study, which is expected in Q3 2026.

iii. *Additionally, any other studies undertaken by ISO-NE or the bidder must be provided*

Please see the attached 3rd- party injection study for Merlin, [redacted] as described above.

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.

Merlin only has one (1) interconnection request, as detailed above.

Please provide cost estimates for any necessary network upgrades identified in the studies identified in 6.2.

Table 8: Merlin Network Upgrades Cost Summary

Merlin	
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]
[redacted]	[redacted]

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.

Alternative interconnection scenarios under ISO-NE's proposed process changes have not yet been developed; the project is proceeding under the current ISO-NE framework.

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.

i. *Electrical models attached:* The requested information can be found in Attachment G, Merlin Electrical Model.

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

i. Electrical one-line diagram attached: The requested information can be found in Attachment H, Merlin Storage SLD.

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.

[redacted]

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, 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.

The project is still under study and has not been issued any reports yet. CleanCapital is not aware of any option for voluntary upgrades or possible constraints or curtailments.

Section A-7: Siting, Permitting and Community Support

This section addresses permitting and other regulatory issues associated with project siting, development and operations for all phases of the project (including generation, delivery, storage, interconnection, etc.), and in all jurisdictions (state, local, federal). Provide a site plan (or plans) including a map (or maps) that clearly identifies the location of the proposed project site, energy storage project locations, the assumed ***right-of-way width, the total acreage*** *for the Energy Storage System, the anticipated interconnection point (or, if applicable, multiple interconnection points), the related 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:

In [redacted] providing the requested information. The table below notes the information and the location of requested information on the corresponding drawing.

Table 9: Merlin – Site Plan Information

Requested Item	Requested Information	Drawing Location
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted] %

Enter appropriate explanation in this space or reference applicable attachment(s)

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 energy storage site any rights of way needed for interconnection.

i. *Does the project have a right to use the Eligible Facility site for the entire proposed term of the LTC (e.g., by virtue of ownership or land development rights obtained from the owner)? Yes☐ No ☐ If not, please explain.*

Yes, the project has a signed option and lease agreement with the current landowner. The option allows for the development of the project, and the lease covers the operational life of the project.

xiv. *If so, please detail the Bidder's rights to control the Energy Storage System site and interconnection locations.*

As mentioned, the option allows for the development of the project, and the lease covers the operational life of the project. This lease gives us full rights to develop, construct, operate, and maintain the project. The lease grants us access to the public rights-of-way where we intend to interconnect.

ii. *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.*

CleanCapital does not intend to acquire any real property rights to the site.

iii. *Identify any joint use of existing or proposed real property rights*

The leased project's parcels are not intended to be jointly used with any other operations. The project is a standalone battery energy storage system (BESS).

iv. *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 energy storage system site and transmission and interconnection locations (and applicable letters of intent if formal agreements have not been executed)*

An option and lease agreement for Merlin can be found in Attachment J.

Provide evidence that the Energy Storage System site and interconnection locations are properly zoned or permitted. If the Energy Storage System site 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.

[redacted] Due to the size of the project, it will be permitted through the Energy Facilities Siting Board, which is in the process of updating storage rules, with intended release in March 2026.

Permitting plan and timeline - Start Date: End Date:

Table 10: Merlin Zoning Freeze/ ESFB Timeline

[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]

Provide a description of the area surrounding the Energy Storage System site and interconnection locations, including a description of the local zoning, flood plain and aquifer information, existing land

or waterway use, and setting.

Surrounding Area: The site is bordered to the north by Wauwinet Road, undeveloped forest to the southeast, south, and east, and residential properties to the northeast and west. An electric transmission line right-of-way bisects the property from northwest to southeast. Potential access to the Site is via frontage on Wauwinet Road or Cutler Road. Portions of the Site appear to be or have recently been in agricultural production (i.e., field crops).

Zoning: Rural Residence (R-80). At the time of Preliminary Site Plan filing, preserved zoning regulations did not define the use of battery energy storage.

Floodplain: None

Aquifer: None

Land Use: fallow agricultural land

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

We confirm that full site control has been obtained for the proposed interconnection facilities. All necessary easement and land rights have been secured through executed agreements with the relevant property owners. As such, no further plan to obtain control is required.

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 municipalities 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.

FEDERAL:

- USEPA NPDES General Permit (Construction Stormwater A)- delegated to MassDEP
- Other federal permits (e.g., USFWS section 7 Letter of Concurrence, Migratory Bird Treaty Act Compliance, and Bald and Golden Eagle Protection Act Compliance, and USACE under CWA Section 404) are not anticipated. The project is being designed to avoid any federal nexus.

STATE:

- Negative Determination/OOC (MassDEP/ Conservation Commission)
- 401 WQC (MassDEP),
- Letter of Concurrence (MHC)
- Conditional Approval or CMP (MassWildlife Natural Heritage & Endangered Species Program)

LOCAL:

- Historically, utility-scale clean energy projects require Special Permit & Site Plan Approval (Community Development Board and Land Disturbance and Stormwater Conveyance Approvals (Department of Public Services)

- However, we presume there will be none in light of recent legislative changes, as these requirements are TBD pending Massachusetts Energy Facilities Siting Board (MA EFSB) jurisdiction (*see below*).

EFSB JURISDICITON:

This project will be governed by the MA EFSB.

At present, the MA EFSB does not regulate stand-alone battery storage under its sitting authority. In 2023 decisions, the Board ruled that BESS does not qualify as a "generating facility" under M.G.L. c. 164 §69J¼, meaning that large projects do not require an EFSB petition and instead must proceed through local permitting boards and state environmental agencies such as MADEP.

However, the 2024 Climate Act expands EFSB jurisdiction by creating a consolidated permitting process under §§69T–69W of Chapter 164, which explicitly covers clean energy infrastructure including storage. Beginning with applications filed on or after July 1, 2026, large-scale BESS projects will require a single consolidated EFSB permit that replaces multiple state and local approvals, is subject to strict statutory timelines, and will be evaluated for environmental compatibility, legal conformity, and service to the public interest.

For a fuller list of the project's permit obligations, please refer to the extracted SWCA Permit Matrix in Attachment K.

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 in the project schedule in Section 10.

Merlin Storage LLC has been proactive in advancing early-stage environmental and site diligence to streamline permitting. To date, the project has completed a Wetlands Delineations, a Critical Issues Analysis (CIA), a Phase 1 Environmental Site Assessment (ESA), and Boundary Survey and Topographic Survey, which can all be seen in the combined Attachment M. These baseline studies confirm site suitability and its readiness for permit applications.

[redacted]

The ESFB consolidated review is expected to take approximately 12 to 15 months. However, since the project has already completed the baseline studies as previously listed, the permitting review is expected to be more efficient due to the elimination of early-stage uncertainties, avoidance of environmentally sensitive areas, and reduction in agency information requests occurrences. Therefore, [redacted] with the statutory certainty and defined timelines provided by the EFSB expansion, although additional time to complete development permitting is underwritten within the schedule.

Provide information (a) demonstrating past and current productive relationships with host communities, federally recognized and state acknowledged tribes, Environmental Justice communities and other stakeholders; and (b) demonstrating your track record of avoiding, minimizing, and mitigating environmental, tribal, and environmental justice impacts from energy storage projects similar to the proposed project.

Our project team has a strong record of cultivating productive relationships with host communities and key stakeholders nationally. CleanCapital's portfolio specifically demonstrates an ability to avoid, minimize, and mitigate impacts of clean energy projects to deliver measurable benefits for educational institutions, environmentally sensitive sites, community infrastructure and neglected landowners, faith-based partnerships, tribal businesses, and local farmer relationships. Highlighted below is a list of CleanCapital portfolios and projects that encapsulate both queries, (a) and (b), set forth by the DOER – with brief summaries of the projects.

Educational and Institutional Engagement
CleanCapital's portfolio displays long-standing, positive relationships with school districts and institutional offtakers across multiple states. In California, we own and operate carport projects serving the Stockton Unified School District, which were first commissioned in 2014. Acquiring these projects required coordination with school administration and Authority Having Jurisdictions (AHJs) to address inverter replacements while maintaining reliable clean energy under long-term PPAs.

In Colorado, CleanCapital manages rooftop systems across Adams County, Sheridan School District, and the City of Rocky Ford. These projects benefit from state incentive programs, such as Xcel's Solar Rewards, requiring careful administration to ensure continued cost savings for the districts.

In Hawaii, we operate rooftop and carport installations at the Department of Education facilities on Oahu. Although certain PPAs are financially less viable due to rate structures, CleanCapital continues to honor commitments, reinforcing long-term trust with a credit-worthy public offtaker.

In Massachusetts, CleanCapital's project with Partners Healthcare Systems Inc. further illustrates our ability to engage constructively with healthcare institutions. Additionally, in Vermont, CleanCapital's virtual net metering arrangement with the University of Vermont Medical Center provides a guaranteed discount to the Green Mountain Power residential tariff, supporting a major healthcare institution.

Collectively, the CleanCapital's portfolio highlights extensive experience maintaining durable relationships with educational and healthcare stakeholders while ensuring regulatory compliance and energy affordability.

Environmentally Sensitive Sites

[redacted]

Tribal Partnership

The Coyote Valley Hotel and Casino Solar project is a 2.23 MW installation located in California. The two (2) rooftop installations are currently in construction on tribal land owned by the Coyote Valley Band of Pomo Indians and the offtaker for the energy is Coyote Valley Utility Corporation.

Developing and constructing a solar project on tribal lands required extensive communication with the Coyote Valley Band of Pomo Indians to navigate unique circumstances and fostered a positive relationship with The Tribe along with bringing reliable energy sources for The Tribe's hotel and casino.

Agrivoltaics Partnerships

Owned and operated by CleanCapital, the project combines solar power generation with active sheep grazing. Throughout the growing season, local shepherds rotate flocks across the site to manage vegetation naturally, reducing reliance on mechanized mowing and enhancing soil health. West Friendship provides reliable clean power to the community while preserving farmland productivity for many years to come.

This Solar Project in Minnesota is a 1.4 MW installation developed on 7.55 acres of farmland. CleanCapital owns and operates the project, which employs sheep grazing as its primary vegetation management strategy. This approach lowers maintenance costs, supports the local agricultural economy, and ensures the land continues to serve multiple productive uses. Energy generated by the facility is delivered to the County, both advancing the region's sustainability goals and demonstrating the viability of agrivoltaics at a community scale.

Figure 7: Sheeps grazing at the array

Provide documentation identifying the level of public support for the project including letters from public officials, newspaper articles, etc. Include information on specific host community and localized support and/or opposition to the project of which the bidder is aware. Provide copies of any agreements with communities and other constituencies impacted by the project. Provide a stakeholder map and a plan for community engagement activities and targeted stakeholder outreach.

CleanCapital is committed to advancing an energy transition that is equitable, transparent, and grounded in our foundational relationships with communities throughout the country. Our record of supporting diverse stakeholders extends beyond project development and is reflected in our annual participation of such organizations as:

- **WRISE** (**Women of Renewable Industries and Sustainable Energy**)
  WRISE is a national nonprofit working across the renewable energy economy with a broad purpose – to change our energy future through the collective power of community. Through building Community, promoting Education, and cultivating Leadership, WRISE works to recruit, retain, advance and inspire systemically excluded communities in pursuing a sustainable and equitable future. CleanCapital is a corporate sponsor of WRISE, Zoe Berkery (COO at CleanCapital) is a member of the board of directors, and participates in its efforts to recruit, retain, and support women in clean energy.

- **EDICT** (Clean Energy Leadership Institute's **Empowering Diverse Climate Talent Internship Program**)
  EDICT matches employers, who take the EDICT Pledge, with summer interns to support the skills and network development of rising leaders from traditionally excluded groups and to empower climate organizations in creating inclusive cultures. CleanCapital employs interns from the EDICT program and offers them broad exposure to the company and the clean energy industry.

- **Let's Share the Sun**
  Let's Share the Sun facilitates solar development in underserved areas worldwide, installing affordable solar power to boost well-being. Solar energy helps provide electricity to hospitals, schools, clinics, and homes, improving lives with sustainable

power — while also accelerating the local economy. BQ Energy is a longtime supporter of the organization, donating solar panels, tools, and supplies to the organization annually. That tradition of support is now continued by CleanCapital, which sends employees on an annual service trip to build projects in Puerto Rico:

- **Vote Solar**
  Vote Solar is a non-profit policy advocacy organization with the mission of making solar more accessible and affordable across the United States. The organization works at the state-level in more than 25 states to drive the transition to a just 100% clean energy future. CleanCapital is a longtime corporate supporter of the organization and annually hosts an event in their honor to promote Vote Solar's mission.

These national efforts conducted by CleanCapital inform and strengthen our planned local engagement strategy in Massachusetts. In Worcester County, the Merlin storage project is being developed on land zoned both R-80 (Rural Residential), requiring heightened engagement and sensitivity to the surrounding community's priorities. The project is appropriately zoned, although CleanCapital recognizes that the community is reticent about BESS projects of this nature near their residences.

We have structured our outreach plan to incorporate the best practices identified in the IREC Large-Scale Solar & Battery Storage Toolkit as Attachment N, created with guidance from Camelot Energy Group, with whom we have a strong working relationship, and from input of external agencies designed to build plans of this nature. Our plan intends to implement:

- Early engagement through initiated outreach to municipal officials, planning board members, and abutters before finalizing project's design.
- Transparency and information access by providing a plain-language project fact sheet, a visual rendering, and safety information addressing fire protection and stormwater management.
- Multi-format engagement by including town halls and a digital channel for feedback on our website to accompany the information we provide.
- Integration of community priorities through the incorporation of vegetative buffers to preserve neighborhood character and exploring pollinator-friendly groundcover consistent with Worcester County's values.

As part of this strategy, CleanCapital plans to directly engage with individuals and organizations including, but not limited to, those identified in our community stakeholder map presented below. By connecting with some or all stakeholders listed, we strive to confirm that a diverse cohort of community voices are considered throughout the development process.

Our plan is to provide localized messaging from trusted sources to broaden support and build coalition. Through this approach, we are seeking early buy-in, support for permitting/ municipal officials, and lasting goodwill with the host community. Please refer to the Community Engagement Template in Attachment N-1 put forth by IREC.

Figure 8: Merlin proposed community stakeholder map

Section A-8: Safety Plan

Please attach a detailed safety plan that demonstrates compliance with all relevant federal, state, and local laws, codes, and standards.

The Project team has prepared a responsive safety plan, included as Attachment O, that includes the following sections:

- Safety procedures and requirements by phase:
  - Construction
  - Operation
- Emergency operations
- Hazards and risks assessment
- Upkeep and continuing education for involved parties
- Jurisdictional requirements and considerations
- Safety reporting

Please include a discussion on incident preparedness and address all steps the project has taken to avoid potential safety issues, mitigate safety issues when they occur, and protect property, personnel, and the surrounding community.

[redacted] will continue to update [redacted] will comply with MA 527 CMR 1.00 (Massachusetts Fire Code), NFPA 855.

Please see Section 2: Incident Preparedness and Response of the attached Safety Plan as well as the Emergency Response Plan template shown Exhibit 1 of the Safety Plan for more information.

Please describe plans and measures to operate the facility safely, including but not limited to monitoring and maintenance procedures, mitigation features, and potential failure modes. [redacted].

[redacted] ensure it is provided by the OEM at the proper date and time prior to project permitting.

Please discuss intentions to continuously improve the safety practices while operating the facility, such as

plans for regular safety audits and feedback mechanisms.

Section 5 of the Safety Plan outlines ongoing safety practices that will be implemented throughout the life of the system with details on the frequency of safety training(s) for the local fire department and facility staff.

Please describe reporting protocols, both internally and externally.

Section 6 of the Safey Plan details the reporting protocols during the operation of the system and who monitors notifications and alarms. It also details reporting protocols for all occupational injuries for construction and operation of the system

The project is encouraged to include testimonials and statements of support from local governments and first responder organizations to demonstrate robust stakeholder communication and participation in the project's safety plan.

Section 7 of the Safety Plan details the Community Engagement Plan as put forth by Camelot.

Section A-9: Engineering and Technology; Commercial Access to Equipment

This section includes questions pertinent to the engineering design and project technology. This section must be completed for all aspects of a project including but not limited to the Energy Storage System and associated operational plan 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. Provide a reasonable but preliminary engineering plan which includes the following information:

xviii. *Type of energy storage technology (e.g., mechanical, chemical, thermal) and the specific details of the energy storage technology and how it works*

[redacted]

[redacted]

[redacted] our procurement strategy as it gets closer to the procurement date for the project.

xix. *Major equipment to be used including the components of the energy storage technology itself and surrounding system (e.g., inverter, enclosures, HVAC, meters, electrical and communication equipment, fire suppression).*

Major equipment for the system includes:

- [redacted]
  - [redacted]
- [redacted]
- [redacted] are the main power transformer, main breaker, and control enclosure.

[redacted]

are in place and/ or production slots secured

The project is currently planned for a 2029 COD. As such, procurement will not begin until 2027. Pandemic-era supply chain constraints for substation equipment are largely a non-issue when there is flexibility on sourcing. We will procure the storage equipment based on what is commercially available at the appropriate time, likely in 2027.

xxii. *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*

As noted above, we do not have contracts for the equipment in place.

xxiii. *Equipment vendors selected/considered*

[redacted]

utility and ISONE will require compliance with a variety of NERC and IEEE standards.

xxvi. Description of equipment warranties and guarantees, including terms and expiration

Warranties on the DC block and PCS are typically 20 years with a long-term service agreement. Warranties on the DC block usually also include a performance guarantee against the system round trip efficiency and degradation curve. Every vendor has a different set of terms. Actual terms will be determined at the time of procurement.

Warranties on the other electrical equipment are typically either 18 months or 66 months. We would typically procure 66-month warranties.

xxvii. If the equipment manufacturer has not yet been selected, identify in the equipment procurement strategy the factors under consideration for selecting the preferred equipment

The equipment manufacturers were preliminarily selected based on the Bloomberg New Energy Finance (BNEF) Tier 1 list and working through a system integrator.

Major factors that will ultimately impact the selection are:

- Vendor's history of non-recourse financing
- Vendor's balance sheet
- Vendor's experience list
- System equipment price
- System installed price
- Degradation curve
- Levelized Cost of Storage
- Review of the UL9540A and CSA TSA-800 Large Scale Fire Test reports
- Review of the EPRI battery fire database
- If available, review of vendor's incident database (these are usually not available)

If the bidder has not yet selected the major equipment for a project, please provide a list of the key equipment suppliers under consideration.

The enactment of the One Big Beautiful Bill Act in July 2025 will have long term impacts on the sources of battery energy storage technology that can only be guessed at in September 2025. CleanCapital will procure the storage equipment based on what is commercially available at the appropriate time, likely in 2027. Typical vendors available today are:

[redacted]

[redacted] *commercial operation including the number installed, installed capacity and estimated generation for the past three years.*

Please Section A-3 for these provisions.

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.

Please see CATL's track record in the earlier prompt in Section A-9, here.

Please indicate if the bidder has a full and complete list of equipment needed for all physical aspects of the bid, including the Energy Storage System and all equipment required for the System to fulfill its operational plan, and mandatory and voluntary transmission system upgrades. Include OEM-supplied data sheets for all equipment. If bidder does not have a full and complete list of equipment, identify the areas of uncertainty and when the full and complete list of equipment will be identified.

Please see the Non-Commodity Equipment and Potential Vendors Table in Attachment P.

Please indicate if the bidder has secured its equipment for all physical aspects of the bid, including the Energy Storage System and all equipment required for the System to fulfill its operational plan, and mandatory and voluntary transmission system upgrades. If not, identify the long-lead equipment and describe the timing for securing this equipment.

Bidder has identified preliminary vendors for the PCS and DC block. We will procure the storage equipment based on commercial availability at the appropriate time, most likely in 2027.

Section A-10: Project Schedule

A bidder must demonstrate that its proposal can be developed, permitted, 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. The proposal must include a schedule with reasonable detail that demonstrates that the bidder has provided sufficient time for the application for, and receipt of, necessary permits, approvals, other commitments, project financing, completion of design work, and equipment procurement and construction in order to credibly complete the project reasonably consistent with the proposed Commercial Operation Date, meaning that the project is more likely than not to come online by the date that is projected within the proposal. The bidder should include critical milestones in its markup to the Form LTC that are consistent with its proposal and are reasonably achievable.

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.

The project is advancing along a defined critical path that demonstrates readiness and feasibility. Site control has already been procured, and early environmental assessments, including a Phase 1 ESA, a CIA, and a Wetlands Delineation plan have been completed. Preliminary Engineering activities are underway, supporting interconnection design and permitting preparation. All environmental studies can be seen in the combined Attachment M.

Merlin has also commenced with the ISO-NE Cluster Study submission, which will be completed prior to the October closing date, and study reports have been scheduled in alignment with the project's timeline.

The following Table 11 exemplifies the project's critical milestones, including start and end dates for all key activities required to achieve COD in May 2029.

Describe and demonstrate that the project is more likely than not to come online by the commercial operation date that is projected within the proposal, as evidenced by documents filed by the bidder showing the following:

xxviii. Commencement of permitting processes;

[redacted] potential changes in local ordinances that could otherwise delay development. This has materially reduced permitting risk for the project.

xxix. A plan for completing all permitting processes;

All federal, state, and local permits are [redacted] This includes all environmental permits, construction approvals, and interconnection authorizations, which will be overseen by our in-house permitting, interconnection, and construction specialists.

xxx. Environmental assessment;

The completed Phase 1 ESA confirms no recognized environmental conditions requiring remedial work. [redacted]. These early activities are documented to show progress prior to permitting submittals.

xxxi. Viable financing plans along with detailed information requested in Section 2.2.2.4;

[redacted] providing access to significant capital. [redacted] Internal investment review is in progress, to align financing milestones with execution of the Interconnection Agreement and 83E RFP postings.

xxxii. Viable installation and electrical interconnection plans;

[redacted]

xxxiii. Material progress towards the acquisition of all real property rights; and

Site Control has been secured.

xxxiv. Evidence of material vendor activity.

[redacted] interconnection purposes, but these will likely be updated to reflect commercially available options at the time of construction.

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

The status of all critical path items, as well as all other items related to siting, environmental, and ISO-NE approvals are reflected in the project's in Attachment E, Merlin Storage LLC Schedule.

Section A-11: Construction and Logistics

This section of the proposal addresses necessary arrangements and processes for assembly, and deployment of major project components, including the Energy Storage System and all equipment required for the system to fulfill its operational plan, and other major components associated with delivery facilities. Please provide a construction plan that captures the following objectives:

Please list the major tasks or steps associated with deployment of the proposed project and any necessary specialized equipment.

The design stage of the project will include equipment selection, foundation design, and wire sizing. Local approvals will be obtained once an issued-for-permit design set is complete. Once the battery, inverter, transformer, auxiliary power panelboard, and conduit/wiring have been selected, equipment will be ordered.

To prepare the construction site for the delivery of the equipment, a contractor will clear and grade the site, run conduit, pull wire, and form and pour equipment pads. During this initial phase, the BESS will be stored offsite to prevent battery degradation and to reduce unnecessary hazards. A pick plan will be developed to unload and set the BESS equipment upon delivery. A fire protection system will also be installed with all necessary sensors, alarms, and thermal cameras. Temporary cellular data connection will be provided during construction soon after the BESS is installed to provide remote monitoring of the fire alarm system during commissioning.

Please describe the proposed approach for staging and deployment of major project components to the project site.

A staging and logistics plan will be established based upon site constraints and equipment delivery timelines. All major project tasks and components will be represented in a separate construction schedule to optimize efficiency on site. A pick plan will be reviewed by the contractor, engineer, subcontractor, and project owner (bidder) to ensure the equipment is handled safely.

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.

The bidder will contract with an equipment, procurement, and construction (EPC) vendor who will be responsible for completing the system design, procuring all equipment not otherwise purchased directly by the bidder, completing construction and installation of the equipment, and commissioning the system to prepare for energization. EPC vendors will be explored and vetted in an effort to secure a minority- and women-owned business for this scope. The bidder will also work with third-party quality and engineering vendors to ensure the system is built to all applicable codes and standards, follows installation industry best practices, and is properly designed and installed to meet its operating life span.

Section A-12: 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.

Provide an O&M plan for the project that demonstrates the long term 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 equipment manufacturer/outside contractor, scheduling of major maintenance activity, and the plan for testing equipment.

O&M for battery facilities involves multiple overlapping and parallel contracts, each with their own particular areas of responsibility as outlined below:

- Asset Management
    - CleanCapital maintains an internal asset management team which manages the financial health of the project and overseas the other participants. We have a dedicated staff of six (6) personnel involved in managing our existing fleet of assets.
- Site O&M
    - The Site O&M consists of one or more 3rd party contractors hired by the project company and managed by the CleanCapital asset management team. The Site O&M is responsible for maintenance of the site civil works, site structural works, and any equipment or systems not covered by a vendor-supplied long term service agreement.
    - O&M requirements for site and equipment are set by fire codes, local zoning, stormwater codes, and the NETA MTS.
    - O&M contractors will be provided with ongoing fire safety training as details in the Safety Plan and Emergency Response Plan and maintain all necessary Personal Protective Equipment when servicing the site.
- EMS Vendor
    - The EMS vendor supplies and maintains the software that dispatches the battery subject to limitations set by the battery management system. The EMS software determines the market's optimum bids for charging and discharging the battery to maximize returns and maintain the longevity of the system. CleanCapital will have a long-term service agreement with the EMS vendor to perform this service for the life of the project. The EMS vendor also maintains the 24-hour staffed remote operations center required for ISONE markets and operations and NERC.
- BESS Vendor
    - CleanCapital will execute a long term service agreement with the BESS vendor to provide warranty service on the battery and to ensure the battery meets its degradation curve and performance guarantee. The BESS vendor will perform period maintenance on the battery per the battery's maintenance manual and replace parts that degrade faster than guaranteed. Agreements are typically executed for the life of the project.
- PCS
    - CleanCapital may also execute a long term service agreement with the PCS vendor. These units typically are supplied with a 10-year warranty and would require a long term service agreement to extend beyond that. CleanCapital includes sufficient cost for either a service agreement or for maintenance and replacements in its O&M budget.

- Market Participant
    - A market participant will be needed for issuing bids to and receiving dispatch commands from ISO-NE. The market participant works closely with the asset manager and EMS vendor to ensure the facility is compliant with market and NERC rules, and to ensure the financial viability of the project.

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

[redacted]

The required funding is built into the project financial model, the details of which are confidential.

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

We expect the following warranties and service agreements on major equipment. Detailed terms and conditions are confidential and will be negotiated at the time of procurement.

[redacted]

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.

O&M contractors have not yet been selected for this project. As the specialty equipment will be covered by long-term service agreements, specialty BESS contractors are generally not required. There are multiple national and regional industrial contractors that can act as the Site O&M, with staff sourced locally and regionally.

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

CleanCapital has extensive experience managing O&M across a diverse portfolio of solar and storage assets including standalone projects and projects located at schools, government facilities, and industrial facilities. CleanCapital currently acts as the Asset Manager and coordinates O&M[redacted]

Section A-13: 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.

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

The project is held under a special-purpose vehicle (SPV), *Merlin Storage LLC*, [redacted]

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.

In 2022, CleanCapital acquired BQ Energy Development (BQ Energy), a highly regarded and seasoned clean energy developer specifically focused on transforming landfills, brownfields, and toxic waste sites into operational renewable energy projects – and founded by CleanCapital's current Chief of Development, Paul Curran.

After developing the landmark 36 MW Steel Winds project in Buffalo, NY, which commenced operations in 2006, BQ Energy successfully developed landfill solar projects in Massachusetts, Connecticut, New York, Pennsylvania, Illinois, Ohio, and Texas, becoming a national leader and recognized expert in this segment of the industry.

Figure 10: Steel Winds in Lackawanna, NY

Prior to acquisition, the majority of former BQ Energy alumni, now employed at CleanCapital, managed to develop and construct more than 40 projects totaling over 200 MW. As was the specialty of BQ Energy, many of those projects are sited on brownfields, landfills, and other environmentally compromised sites, of which the BQ Energy team has decades of understanding.

Figure 11: BQ Energy Development's Pre-CleanCapital Portfolio

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:

CleanCapital's corporate structure is comprised of six (6) distinct divisions led by six (6)

members of the ELT (*see Section A-5*). Altogether, the structure works by allowing each division to balance responsibilities and collectively achieve our company's strategic goals, with our largest resources dedicated to operations and project delivery (development and construction) further – underscoring the ability to carry through with the development and operation of Brough.

Notwithstanding this emphasis, Patridge will undeniably achieve key milestones in its lifespan through the work done by *Every Division* of the company playing a critical role. All work will be supervised by the applicable members of the ELT.

Below, the Development Team Organizational Chart is shown in Figure 12. Subsequent summary biographies of the key CleanCapital personnel who will be involved in the development of this project directly follow the chart.

A Companywide Organizational Chart is provided in Attachment S for more detail.

Development Oversight

Paul Curran – Curran is the founder of BQ and current Chief Development Officer of CleanCapital. Previously, he served as a Managing Director at SunEdison, a leading worldwide solar energy development company, as well as CDO at Axio Power and Apex Wind. Curran and his colleagues have led the development of many renewable energy projects on capped landfills and industrial brownfields sites, including the Steel Winds facility and Annapolis Solar Park. Projects developed by Curran and his colleagues have received awards and recognition by the US EPA, and several worldwide publications for the sustainable redevelopment of brownfield sites as well as the innovative development practices in the renewable energy industry. Prior to founding a successful renewable energy development company in 2002, Curran worked in the conventional energy industry for over 20 years with Texaco and Chevron. In that capacity, he

and his colleagues have developed cogeneration, and renewable energy projects in many US States and in Europe. He is a registered Professional Engineer in the State of New York. Curran holds an MBA from Marist College and degrees in Engineering from Columbia University.

Brendan Canavan – Canavan serves as Head of Development at CleanCapital where he leads the company's development team, executing an aggressive strategy to establish CleanCapital as a leader in DG solar and energy storage. With almost two decades of experience in the renewable energy industry, he has held key leadership roles at industry-leading IPPs, most recently with Navisun (acquired by OMERS) and Safari Energy (acquired by PPL and later Aspen Power). Prior to those roles, Canavan worked at Advanced Solar Products, one of the longest-serving developers and EPC contractors in the country. Canavan earned a BS in Mechanical Engineering from Villanova University and an MBA from Fairleigh Dickinson University. Canavan currently resides with his family in Morristown, NJ.

Energy Markets

Nick Devonshire – As Co-Head of Investments, Devonshire is responsible for valuation, structuring, and execution of investments at CleanCapital and serves as an observer on the firm's investment committee. Previously, Devonshire was an associate at New Energy Capital, a clean energy private equity firm. Before private equity, he co-founded SparkFund, an energy efficiency financing company. He also has work experience at the Macquarie Group, ICF International, and Bloom Energy. Devonshire is a graduate of Dartmouth College and The Massachusetts Institute of Technology's Sloan School of Management where he earned the Martin Trust MBA Achievement Award and led the MIT Energy Club.

Sreemohan – As Vice president of Investments at CleanCapital, Sreemohan manages portfolio and project valuation, diligence and operating strategy. Previously at Spruce power, a provider of residential solar and storage solutions, as an analyst he helped build out the battery storage team. Sreemohan holds a MSc from Carnegie Mellon university in Energy, Science, Technology and Policy and a bachelor's in Mechanical Engineering form Anna university, India.

Sarah Sung – As an Associate on the Energy Market team at CleanCapital, Sung models and analyzes market dynamics and investment strategies that underpin project valuations. Previously, she worked at Wood Mackenzie, a global energy markets research and consultancy firm, as a research analyst for their North America Gas Service and Power & Renewables departments. She graduated cum laude with a double major in economics and environmental science & policy from Duke University.

Engineering and Interconnection

Josh Berkow – Berkow is the Director of Engineering at CleanCapital and an experienced power engineering professional specializing in solar energy, wind energy, energy storage, and substations. His professional skills include construction management, cost estimation, development, engineering, planning, procurement, and project management of onshore wind, photovoltaic solar, battery energy storage, substations, and transmission lines. Berkow has a master's degree in electrical engineering from State University of New York at Buffalo and is a licensed Professional Engineer in New York.

Alicia Scott – Scott is an Interconnection Project Manager responsible for the design, engineering and securing of utility Interconnect Service Agreements for our projects. She also assists in all aspects of project execution. Scott holds a master's degree in engineering management from Penn State University.

Emily Harwood – As an Assistant Project Manager at CleanCapital, Harwood reviews interconnection requirements and supports projects through utility and ISO processes to maintain development milestones across a national portfolio. She previously interned with BQ Energy and CleanCapital, where she analyzed data, modeled project performance, and assisted with

community engagement and proposal preparation. Harwood holds a B.S. in Applied Mathematics with a minor in Data Science and Analytics from Marist College.

Tommy McGowan – As a Graduate Engineer at CleanCapital, McGowan supports solar site planning and development through GIS studies, layout optimization, and yield modeling, while working closely with the Business Development team to evaluate new assets. He previously served as a Battery Lab Assistant at Michigan State University and has conducted field research in Tanzania and Kenya on sustainable development and mammalian behavior. McGowan holds a B.S. in Mechanical Engineering with minors in Energy and Environmental Science & Sustainability from Michigan State University.

Project Management

Michael McNulty – McNulty is the Senior Project Manager at CleanCapital and overall project manager for the Sunnyside project. Starting his career as a project manager at BQ Energy in 2015, McNulty is one of the most experienced landfill and brownfield solar developers in the country. He has developed landfill and brownfield solar and battery projects in New York, Massachusetts, Connecticut, Ohio, Pennsylvania, and Maryland, including the Annapolis Solar Park and Kisco River Solar and Battery project. McNulty is proficient in all aspects of project development from start to finish, including permitting, engineering, interconnection, construction, and operations and maintenance. McNulty has a Professional Science master's degree in applied physics from the State University of New York at Cortland and bachelor's degrees in history and political science.

Natalie McGaughey – McGaughey, a Houston native and current resident, is an Assistant Project Manager at CleanCapital and has been heavily involved with the development team, on projects like the Sunnyside Energy Project, the Okemo Portfolio, and RFPs, since beginning an internship with CleanCapital/ BQ Energy in 2022. During that time, she has been the CleanCapital representee for much of the community engagement activities for local projects, outside of her work on the internal development of CleanCapital's projects. McGaughey graduated cum laude from Oregon State University with a bachelor's in environmental economics and policy.

Permitting

Eva Grunblatt – As a Project Manager of Environmental Permits at CleanCapital, Grunblatt manages permitting across more than ten states and leads development of landfill and brownfield solar projects in New York, Rhode Island, and Maryland. She previously served as an Environmental Engineer at the New York State Department of Environmental Conservation, where she designed PFAS treatment systems and oversaw landfill closures. Grunblatt began her career as a Research Assistant at Columbia University's Earth Engineering Center, contributing to global waste management and circular economy research. She holds a B.S. in Environmental Engineering from Columbia University and a B.A. in Multidisciplinary Studies from Bard College.

Construction

Alyssa Hartigan – As Head of Construction and Project Advancement, Hartigan is responsible for overseeing and managing acquired projects from the notice to proceed (NTP) phase through project construction completion. Hartigan worked as a Project Manager and Energy Industry Specialist at the Whiting-Turner Contracting Company and has experience managing solar specific projects. Hartigan has her LEED AP BD+C certification and graduated from The College of New Jersey with a degree in civil engineering.

Asset Management

At Commercial Operation, the CleanCapital Asset Management Team will take control of the project, under the executive support of our COO. The team is responsible for operating the project, controlling the billing process for the power off taker, responding to all questions and comments from the off taker, and general management of the agreement. Individual contact information for the overall account manager, customer care representative, and invoicing lead, will all be provided confidentially after project award.

Corporate Legal

CleanCapital's in-house legal department consists of five (5) experienced attorneys dedicated to supporting all phases of our company's energy objectives. The team manages the implementation of NDA's, the drafting and negotiation of site control agreements, power purchase agreements, interconnection agreements, and all other standard contract agreements; they oversee a multitude of business matters requiring legal scrutiny. They also coordinate closely with external counsel from around the country to ensure compliance with federal, state, and local requirements, while safeguarding the company's contractual and financial interests. With a diverse range of expertise, CleanCapital's legal team integrates seamlessly into the development process, ensuring projects advance efficiently, remain fully compliant, and are positioned for successful financing and operation.

Please see CleanCapitals's Resume Portfolio for the project in Attachment T for a full background on all project personnel.

viii. *Successfully developed and/or operated one or more projects of similar size or complexity or requiring similar skill sets; and*

Please refer to Section A-5, [redacted]

ix. *Experience in financing power generation projects (or have the financial means to finance the project on the bidder's balance sheet).*

Please refer to Section A-5, [redacted]

[redacted]

Developmen	[redacted]
Project count	
Total capacity	
NTP range	

[redacted]

Furthermore, Table 13 outlines that CleanCapital currently operates [redacted], while our latest in-construction projects consist of [redacted] rojects in the Midwest and on the East Coast. The map found below, in Figure 13, illustrates our current operating, in-construction and in-development portfolio.

Table 13: CleanCapital's Portfolio by Capacity and State

[redacted]

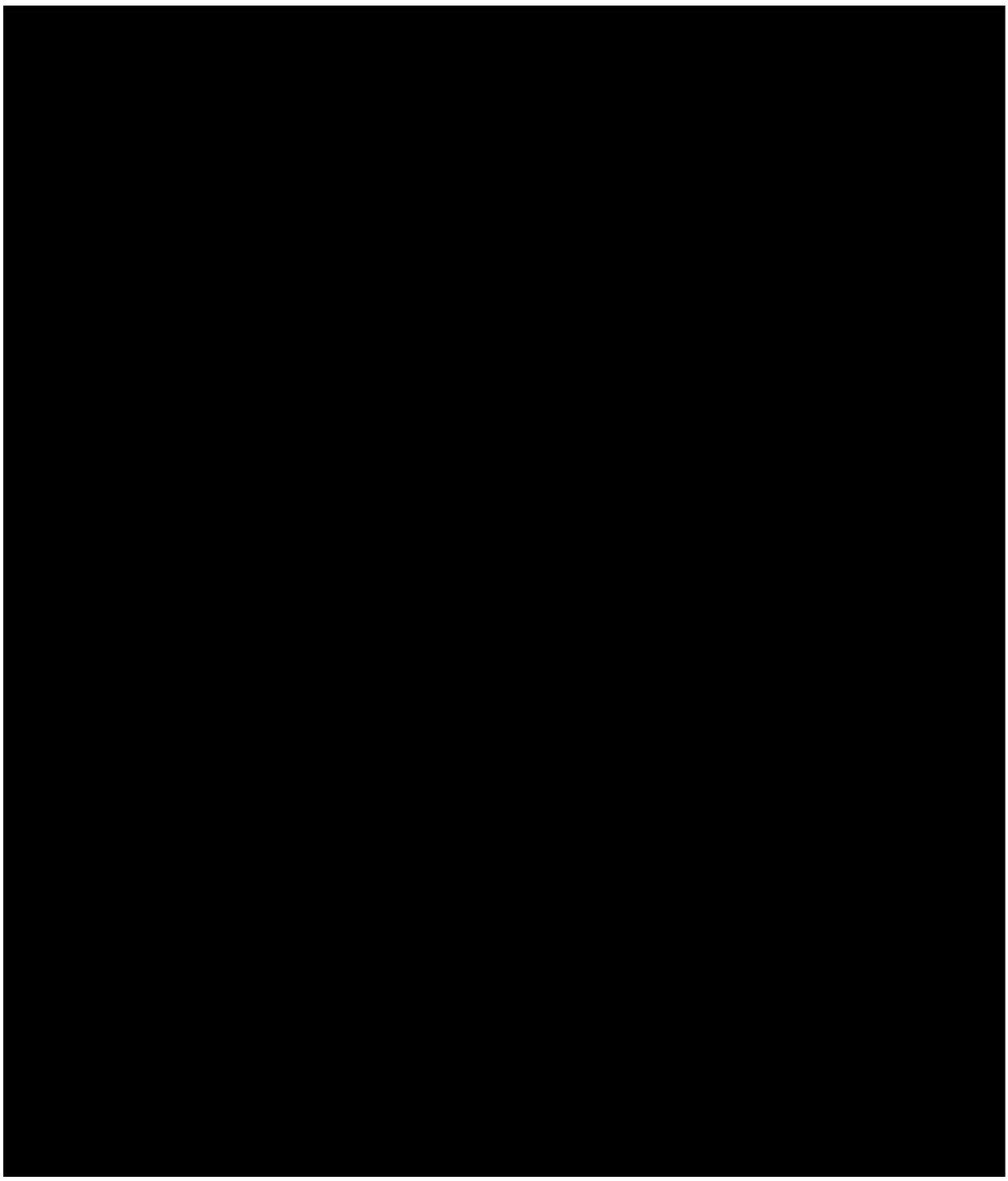
CleanCapital's project Availability records are treated as confidential, to be released only as unquestionably necessary. With respect to Safety, CleanCapital is proud to report a clean record with no injuries or fatalities across its portfolio, reflecting the company's commitment to best-in-class safety standards and operational excellence.

Additionally, a list of CleanCapital's References can be found in Attachment U.

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

To ensure comprehensive coverage of all technical, financial, environmental, and legal aspects of the Project, CleanCapital has assembled a team of experienced partner firms, as is custom. Summary biographies of these supporting firms are provided below, highlighting their qualifications and prior experience with projects of similar size and complexity. Following these summaries, each party is identified in relation to the specific role it will serve for this Project as outlined in the list requested by the RFP.

Supporting Team



[redacted]

Describe the experience and expertise of the bidder and project team needed to successfully develop, finance, construct, and operate and maintain its proposed eligible project on schedule and according to the bidder's commitments to a competitive procurement process. Describe the Bidder's continuity of corporate management through successful project development.

CleanCapital's project team has repeatedly demonstrated the expertise needed to develop, finance, construct, and operate renewable energy assets on schedule and in accordance with procurement commitments. The following biographies are of individual projects that illustrate this depth of experience. They highlight where CleanCapital and its partners successfully advanced complex developments to commercial operation and continue to provide their intended benefits.

[redacted]

[redacted]

Yeoman is a 9.1MW solar community project under construction on a former EPA Superfund Site landfill in Waukegan, IL. The solar array project serves low- and middle-income subscribers with a 50% reduction to their electricity price. The project, which was approved by the EPA, centered on CleanCapital's plans for the site's redesign and construction, as well as a maintenance plan for keeping the site's cap in place. This project exemplifies what CleanCapital provides on all of its projects: The creation of fully detailed plan that gains compliance with construction companies and the EPC, builds in on-going reporting to the EPA, includes analysis of environmental conditions, animal monitoring and extraction systems, provides an operating plan, geotechnical evaluation for the cap, stormwater management, post-remedy construction monitoring by the landfill owner, wetlands protection, community engagement, records planning, legislative processes and more.

[redacted]

Describe the Bidder's track record developing similar projects, including consideration of any project delays, amendments, defaults, and performance issues, including on prior long-term contracts. Describe any prior failures to achieve commercial operation dates under other contracts and provide a credible description of how the current proposed project will avoid similar project delays or development issues if applicable.

[redacted]

Describe the bidder's relevant experience supporting similar projects in a state or federal regulatory or judicial forum. This experience can be established with examples of one or more key member(s) of the development team advocating in favor of a similar project in a regulatory proceeding, before a court, or in another tribunal.

The CleanCapital Development team has significant experience navigating complex state

regulatory forums and competitive procurement processes, demonstrating the ability to advance projects from early-stage development through full regulatory approval.

[redacted]

Collectively, this experience underscores our capability to work effectively within state-run regulatory and competitive frameworks, secure approvals, and deliver projects that align with both state policy goals and local community interests.

If the bidder or any of its past or present affiliates has either (1) been involved with a complex development project that failed, was withdrawn, or otherwise did not proceed, or (2) defaulted under, or agreed to terminate a contract for a complex development project, then the bidder should provide relevant details.

[redacted]

Section A-14: Economic Development and Employment Benefits, Transitioning Fossil Fuel Communities, Benefits to Low Income Ratepayers and Environmental Justice Communities, and Other Benefits

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, including former fossil fuel communities. Please treat the development, construction, and operation and maintenance periods separately in your response. All information provided must be measurable.

[redacted]

[redacted]

[redacted]t Merlin will provide durable employment and economic benefits to Barre and Worcester County.

[redacted]

[redacted]

Please describe employment opportunities for members of federally recognized and state acknowledged tribes in the Commonwealth, workers from low-income communities and certified minority-owned and women-owned small business enterprises in the Commonwealth, as well residents of any Environmental Justice neighborhoods impacted by the project.

CleanCapital proposes extending employment opportunities to historically underrepresented groups in Massachusetts. [redacted]

Please describe project support for workforce harmony and community benefits through Community Benefits Agreements and workforce agreements with appropriate labor organizations for construction, renovation, reconstruction, alteration, installation, demolition, expansion, maintenance and repair, if applicable.

As done in prior project development, CleanCapital meets with strategic community leaders and groups [redacted]

In the state of New York, our Benson Mines, Build-Ready NYSERDA project executed a CBA, where CleanCapital provides funds annually to the local IDA for economic improvement of the project's surrounding area.

To the best of our ability, we will consult the project stakeholders mentioned [redacted] and venture to build coalitions with those stakeholders, so that we can to facilitate that questions and concerns from the community's workforce and labor organizations' are not only recognized but strongly considered throughout the development of the project.

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

At present, CleanCapital has not executed job creation commitments for Merlin. [redacted]

Please describe any plans to meet federal domestic content and labor requirements in order to maximize federal tax credits available to the project under the Inflation Reduction Act (IRA).

CleanCapital is committed to maximizing the use of domestic labor and materials [redacted]

CleanCapital has prior experience working with domestic content auditors [redacted]

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 or former fossil fuel communities. Direct economic activity/development will be evaluated based on scale relative to project size, credibility and firmness. Preference will be given to commitments that secure long-term benefits; begin to provide benefits during project development, construction, installation, and the first five years of operations; direct benefits to Environmental Justice populations and host communities.

In addition to the direct jobs and tax revenues quantified in the estimated JEDI model, [redacted]

Industry analyses from organizations such as the Solar Energy Industries Association (SEIA) and the Coalition for Community Solar Access (CCSA) have documented methods which note that renewable energy development produces measurable multiplier effects in the broader local economy. While not quantified in this application, we anticipate similar indirect benefits from this project, which will be particularly impactful in Worcester County, where construction and tourism industries form a large part of the local economy.

Please demonstrate any benefits to low-income ratepayers in the Commonwealth and describe how the project minimizes and mitigates, to the extent feasible, ratepayer impacts. Benefits to low-income ratepayers may include, but are 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.

CleanCapital recognizes the importance of reducing energy burdens for low- and moderate-income households. [redacted]

.

Please describe benefits to transitioning fossil fuel communities, including how the community can be described as a fossil fuel community, including but not limited to hosting fossil fuel infrastructure such as fuel storage, delivery facilities, or fossil fuel generation facilities.

Worcester County has a long history of reliance on fossil fuels, but Barre, particularly, has hosted energy-intensive industries and is experiencing the legacy of fossil-fuel use in its air quality and public health outcomes, according to its MA Environmental Public Health Tracking Community Profile.

By delivering large-scale battery storage, Merlin supports the transition of these communities away from fossil fuel dependence. [redacted]

Please provide a diversity, equity and inclusion plan that that includes a Workforce Diversity Plan and the Supplier Diversity Program Plan as outlined in Section 2.2.2.13 of the RFP.

CleanCapital will implement a [redacted] The Workforce Diversity component will establish [redacted] Outreach through the most effective methods. The Supplier Diversity component [redacted]

Please describe the strategy and mechanisms to track and report on any applicable commitments, including progress in achieving promised employment and economic benefits and the goals in the diversity, equity and inclusion plan, based on the template provided in the Form MOU with DOER and any other supplemental plans for tracking and reporting.

[redacted] job creation, DEI outcomes, and EJ engagement using the MOU template. [redacted]

Please provide a marked version of the Form MOU with DOER for this solicitation showing any specific proposed changes to the Form MOU. Bidders are discouraged from proposing any material changes or conditions to the Form MOU and any such changes will be considered in the Stage Two Qualitative Evaluation.

[redacted]

Please propose a strategy plan to track and report on the status of environmental justice impacts, and engagement and employment (training, recruitment and hiring goals) opportunities, based on the template provided in the Form MOU with DOER and any other supplemental plans for tracking and reporting.

Barre itself is not designated as an EJ communit. However, it is located just 16 minutes from Pittsfield and directly borders EJ communities in Adams and Savoy to the north. C[redacted]

Please describe experience with stakeholder engagement showing demonstrated past and current productive relationships with environmental, commercial and residential stakeholders, federally recognized and state acknowledged tribes, Environmental Justice, and track record of avoiding, minimizing, and mitigating environmental, tribal, environmental justice, and onshore impacts from projects similar to the proposed project.

CleanCapital's experience with stakeholder engagement that demonstrates the requests of the DOER and associated EDC's can be seen [redacted] the IREC Large-

Scale Solar & Battery Storage Toolkit attached to this bid [redacted]

Please describe extent to which the project demonstrates that it avoids, minimizes, or mitigates, to the maximum extent practicable, environmental impacts. Preliminary characterization of the potential environmental impacts facility and other infrastructure from pre-construction through the duration of the project,

The region of the Merlin site is predominantly forested and agricultural land Siting and design will [redacted] Progress on these measures will be tracked and reported as is standard.

Please describe extent to which the project demonstrates that it avoids, minimizes, or mitigates, to the maximum extent practicable, negative impacts on Environmental Justice populations and host communities, and extent to which the project directs positive benefits from the project to those communities.

[redacted] CleanCapital will strive to direct benefits through targeted workforce recruitment, supplier diversity efforts, and potential support for local energy efficiency and public health programs, that will be tracked by the appropriate standards.

Section A-15: Exception to Form Long-Term Contract

Please attach an explanation of any exceptions to the Form Long Term Contract set forth in Appendices B-1 and B-2. Comments to the proposed Form Long-Term Contract must include any specific alternative provisions in a redline format to the Form Long-Term Contract.

Bidders are discouraged from proposing material changes to the Form Long-Term Contract

[redacted]

Attachments List

[redacted]

Attachment U – CleanCapital's References

Attachment V - Form MOU