

Appendix A – Bidder Response Form

Section 83E
Request for Proposal
Application Form

Applicant Information

Applicant: **River Mill Storage, LLC**

Contact: **Gus Hadidi, Managing Director of Rhyndland Energy**

Address: **750 Lexington Avenue, 9th Floor, New York, NY 10022**

Phone:

[REDACTED]

Email:

[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.

See Attachment A.

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.

River Mill Storage, LLC (River Mill), together with SR1 Rhyndland Holdco—a partnership between Rhyndland Energy Holdings, LLC (Rhyndland) and Segue Renewables I, LLC (Segue), collectively described herein as the “Bidder”, “Project Sponsor”, or “Project Sponsors”—is pleased to present our comprehensive proposal in response to the Request for Proposals (RFP) for Long-Term Contracts for Energy Storage Projects, as referenced in your document dated July 31, 2025. River Mill recognizes the essential role that battery energy storage systems play in strengthening grid reliability, facilitating renewable energy integration, and advancing the transition toward a sustainable energy future. This proposal has been carefully developed to align with the objectives and requirements set forth in the RFP. Our [REDACTED] proposal features a [REDACTED], four-hour Battery Energy Storage System (BESS), to be constructed on approximately 29 acres of industrial-zoned land at 406 Middlesex Road, Tyngsborough, Massachusetts. The facility proposes utilizing Tesla Megapack 2 XL lithium-ion battery units, which are fully compliant with NFPA 855, UL 9540, and UL 9540A safety standards.

The project has secured an ISO-NE interconnection queue position and is participating in the Transitional Cluster study process, anticipated to conclude in summer 2026. Participation in this cluster process enhances transparency and cost certainty regarding network upgrades, substantially mitigating interconnection risks compared to standalone studies. Interconnection will occur via a new 345 kV substation and three-breaker ring bus connected to National Grid’s Line 326-2 (Sandy Pond-Lawrence Rd). The BESS is designed to provide ISO-NE with capacity, regulation, reserves, and Clean Peak Energy Certificates, supporting Massachusetts’ goals for grid reliability and clean energy advancement. Overall, the project delivers [REDACTED] of instantaneous dispatchable capacity while reducing reliance on aging fossil-fuel peaker facilities and enhancing outage prevention.

Battery energy storage systems are permitted “as-of-right” under the Town of Tyngsborough’s zoning bylaws. This designation enables project sponsors to concentrate their permitting efforts at the local level. Construction of the River Mill is anticipated to begin in 2027, following execution of the Large Generator Interconnection Agreement (LGIA) with commercial operations targeted for 2028.

The bidders of River Mill bring a proven track record of success, having developed, permitted, financed, and delivered multiple large-scale clean energy projects across the United States, including within several major RTO/ISO markets. Our development approach emphasizes minimizing environmental impacts throughout the project lifecycle—

from site selection and construction to operation and decommissioning. River Mill has been thoughtfully sited to avoid direct impacts on regulated resources. Comprehensive site reviews have been conducted in close cooperation with state and local agencies. These evaluations confirm that the project location is both appropriate and environmentally responsible.

Community engagement remains a core component of our strategy. Outreach efforts in the Town of Tyngsborough have fostered constructive relationships with officials and stakeholders, allowing for meaningful input, effective resolution of concerns, and stronger permitting applications. This transparent and collaborative process has strengthened our local permitting applications and reflects our commitment to responsible development in the Commonwealth.

The project will also deliver meaningful economic benefits to the region. Construction of the facility will create temporary local jobs and generate new tax revenue, while long-term operations will enhance energy security and system reliability. We are committed to prioritizing local procurement and workforce participation wherever possible to ensure the project supports community prosperity alongside the Commonwealth's clean energy goals.

In conclusion, the River Mill offers a strong, balanced solution that aligns with the objectives of the 83E RFP. We look forward to working closely with the Department of Energy Resources (DOER) and the Electric Distribution Companies (EDCs) to advance this project and contribute to the continued growth and success of the Massachusetts clean energy economy.

Proposal Summary Table

| Item | Detail |
|---------------------------------|---|
| Project Name | River Mill Energy Storage Facility |
| Location | 406 Middlesex Road, Tyngsborough, MA |
| Bidder | River Mill Storage, LLC (SR1 Rhyndland Holdco: Rhyndland Energy Holdings, LLC + Segue Renewables I, LLC) |
| Capacity (MW) | |
| Duration (hours) | 4 hours |
| Technology | Tesla Megapack 2 XL, lithium-ion |
| Interconnection | New 345 kV substation, 3-breaker ring bus to National Grid Line 314/326-2 (Sandy Pond–Lawrence Rd) |
| Queue Status | ISO-NE queue position secured; participating in Transitional Cluster (concludes Summer 2026) |
| Commercial Operation Date (COD) | 2028 |
| Zoning & Permitting | Permitted as-of-right under Tyngsborough zoning bylaws; site plan approval & Conservation Commission Order of Conditions required |
| Contract Term | |
| Pricing | |

Proposal Schedule Table

| Schedule | Estimated Start Date | |
|---|----------------------|--|
| Town Outreach | | |
| Preliminary Site Engineering Plan, Environmental Permitting, & Stakeholder plan | | |
| Project Introduction | | |
| Project Update | | |
| Concept Plan Development | | |
| Town Permitting | | |
| Pre-application Meeting | | |
| Pre-filing Meeting | | |
| Site Plan and Stormwater Report | | |
| Planning Board Submission | | |
| Conservation Commission Submission | | |
| Planning Board Meeting | | |
| Conservation Commission Meeting | | |

Section A-3: Operational Parameters and Operational Schedule

3.1 Energy Storage System Operations Project Summary – Please provide the following:

- i. Identify if New or Existing Facility, or an upgrade to Existing Facility:
New Facility
- ii. Technology Type (e.g., mechanical, chemical, thermal):
Chemical
- iii. Technology Description (e.g., battery chemistry, thermal storage medium):
Tesla Megapack 2 XL lithium-ion systems, UL 9540/9540A certified, NFPA 855 compliant. Integrated battery and thermal management systems with factory-installed safety systems.
- iv. Point of Interconnection Deliverability Restrictions (if any):
None
- v. Nameplate MW AC (at 100% project completion):
500 MW
- vi. Net Contract MW AC (at 100% project completion):
■ MW
- vii. Charge rate (MW):
500 MW
- viii. Discharge rate (MW):
500 MW
- ix. Storage Energy (MWh):
2,000 MWh
- x. Discharge Duration at Full-Rated Capacity (hours):
Four hours
- xi. Round Trip Efficiency (%):
~100% at Net Contract MW AC
- xii. Other Characteristics of your system, including, if applicable, but not limited to: Depth of Discharge (%), Full Duty Cycle, etc.:
Other Characteristics of the system include:
 - **Capable of 100% Depth of Discharge**
 - **Daily cycling capable at full DoD**
 - **Emission free**
 - **IP66-rated sealed container**
 - **Ambient operating range of -22° to 122°F**

xiii. Max/ Min cycles per year, season, and per day:

Designed for up to 365 full cycles per year, ~90 per season, and one per day on average. There are no minimum cycles per year, season, or day.

3.2 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.

The facility will consist of Tesla Megapack 2XL units configured for a 500 MW / 2,000 MWh (4-hour duration) system, interconnected at 345 kV. Each unit incorporates factory-integrated inverter, DC/AC conversion, and BMS subsystems. Aggregated control will be provided through Tesla's Autobidder EMS/SCADA platform, which interfaces directly with ISO-NE's dispatch signals.

Run Hour Limitations:

- **Daily Operation:** The system is configured for 4 hours continuous charge/discharge per day, or partial cycling as market conditions and Clean Peak Certificate windows dictate.
- **Annual Cycling:** The design allows >365 equivalent cycles/year without breaching warranty terms. The system is not constrained to limited hours of operation beyond interconnection limits and contract commitments.
- **Degradation Management:** The facility is physically sized at 500 MW / 2,000 MWh using Tesla Megapack 2XL units; however, for the purposes of this procurement, we are committing only ■■■ MW / ■■■ MWh of qualified capacity. This conservative bid ensures that the project maintains ample headroom to cover all degradation, availability, and augmentation contingencies over the full contract term. Because the proposed ■■■ MW bid represents only half of the project's physical capability, the facility will always retain sufficient energy and capacity margin to deliver contract obligations without shortfall, even under conservative degradation scenarios. This approach materially reduces performance risk to the EDCs and enhances overall contract reliability.

Ramp Rates:

- **Dispatch Ramp:** The Megapack 2XL fleet is capable of >500 MW/minute ramping. For purposes of this procurement, only ■■■ MW of capacity will be bid, meaning the project's actual operational ramp requirement is only half of the system's physical capability. This headroom ensures that the contracted ■■■ MW can be reached almost instantaneously under all conditions, providing the EDCs with enhanced dispatch certainty and reliability.
- **ISO-NE Compliance:** The facility is designed to meet and exceed ISO-NE requirements for dispatch following, frequency regulation, and reserve activation. The Megapack 2XL fleet can follow ISO-NE's 4-second AGC regulation signal with high precision, and

the system's ramping capability allows reserve activation well within ISO-NE's performance windows.

Spinning Reserves:

- The project will qualify for Ten-Minute Spinning Reserve (TMSR), Ten-Minute Non-Spinning Reserve (TMNSR), and Thirty-Minute Operating Reserve (TMOR) subject to state of charge (SOC) availability.
- The EMS maintains minimum SOC thresholds ($\geq 15\%$) to preserve headroom for reserve deployments when the asset is committed in the ancillary services markets. Because the project is physically sized at 500 MW / 2,000 MWh with a [REDACTED] MW / [REDACTED] MWh bid, the effective SOC margin is substantially larger than required to backstop the contracted obligations. This oversizing ensures that the [REDACTED] MW bid capacity always has reliable reserve and regulation headroom available, even under conservative degradation scenarios, providing the EDCs with greater operational security and contract compliance assurance.

Regulation Up / Regulation Down:

- **Response Capability:** The facility will register as a Continuous Storage Facility (CSF) and Alternative Technology Regulation Resource (ATRR). Tesla Megapacks natively provide bi-directional regulation with full participation in Regulation Up and Regulation Down markets.

Performance: Fleet telemetry supports 4-second AGC signal compliance; response accuracy historically meets or exceeds ISO-NE's 95% performance threshold.

| Commitment Area | Operational Term | Notes / Oversizing Advantage |
|----------------------------------|---|--|
| Availability | Maintain $\geq 97\%$ annual availability, excluding approved force majeure and scheduled outages. | Oversized system provides redundancy, reducing outage risk relative to the [REDACTED] MW bid. |
| SOC Management | Operate within 10%–100% SOC range, with $\geq 15\%$ SOC floor reserved during ancillary service commitments. | With 500 MW / 2,000 MWh physical capacity offered at [REDACTED]-MW / [REDACTED] MWh bid, SOC margins are structurally larger, ensuring reserves and CPEC compliance. |
| Ramp Capability | Respond to ISO-NE dispatch instructions with ≥ 500 MW/minute ramp rate, up to the interconnection limit. | Full 500 MW facility can reach bid capacity ([REDACTED] MW) in under 1 minute, ensuring rapid dispatch certainty. Subject to ISO-NE operational restrictions. |
| Market Participation | Participate in Day-Ahead and Real-Time Energy Markets, Regulation Up/Down, and Operating Reserves, subject to CPEC obligations. | Oversizing allows co-optimized participation without compromising Clean Peak deliveries. |
| CPEC Priority | Dispatch profile ensures full compliance with DOER-defined Clean Peak Standard windows, including Critical Peak Events. | Headroom guarantees attribute delivery even under conservative degradation scenarios. |
| Environmental Attribute Delivery | Transfer all eligible CPECs and Environmental Attributes into EDCs' NEPOOL GIS sub-accounts on a monthly basis. | No rule changes required; NEPOOL GIS already supports CPS/CPEC transfers. |

By bidding ■■■ MW from a 500 MW physical system, the Project offers the EDCs an unusually high level of operational assurance: ramping and SOC headroom are oversized relative to the contracted obligation, degradation risk is fully mitigated, and augmentation is built into long-term operations. This conservative, reliability-first approach is designed to guarantee contract compliance, market flexibility, and dependable CPEC delivery throughout the life of the contract.

3.3 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.

Project Location and Interconnection:

River Mill is sited at 406 Middlesex Road in Tyngsborough, Massachusetts on approximately 29 acres of industrial-zoned land, immediately adjacent to the 345 kV transmission corridor on Line 326-2 (Sandy Pond–Lawrence Road), the exact line segment listed by ISO-NE in OP-17 Appendix A. The anticipated point of interconnection is on this 345 kV corridor, enabling direct injection into the ISO-NE bulk system. Positioned between the Sandy Pond HVDC terminal and Lawrence Road, the BESS sits on a major backbone that already carries large volumes of clean imports and regional renewables.

Regional Value and Curtailment Reduction:

Locating the BESS on Line 326-2 allows it to absorb off-peak imports (for example, overnight Hydro-Québec deliveries) and shift delivery into CPEC windows, reducing curtailment risk of clean imports and easing congestion toward the NEMA/Boston load pocket. The Merrimack Valley hosts multiple run-of-river hydropower facilities such as Lowell/Boott Canal and upstream Amoskeag in New Hampshire, along with a growing base of onshore solar and wind. Further east, offshore wind projects deliver into the 345 kV network serving Massachusetts. The BESS acts as a local sink and source to smooth variable output and firm renewable deliveries into peak windows.

ISO-NE Pre-Application and Third-Party Validation:

ISO-NE’s pre-application review provided an early validation of Tyngsborough as a strong interconnection location, with no network upgrades flagged, no thermal limitations identified at the point of interconnection, and no curtailment concerns signaled under ISO-NE’s screening standards. Independent third-party pre-cluster injection and overlapping impact analyses (conducted to ISO-NE Planning Procedure standards) reinforced this conclusion, confirming up to ■■■ MW of discharge and ■■■ MW of charging headroom at Tyngsborough without local overloads and demonstrating the corridor’s very high hosting capacity. No overloads were observed in the base case under normal operations. These remote, contingency-driven findings can be readily mitigated through operational assumptions consistent with FERC Order 2023. Collectively, these results affirm that the project is low-risk for deliverability, with every contracted megawatt-hour expected to be fully deliverable into the ISO-NE settlement system.

Buildout and Bid Strategy:

The facility will ultimately be built to a capacity of 500 MW, but only [REDACTED] MW will be bid into this RFP to ensure financing certainty, alignment with program requirements, and to maximize the probability of award. The balance of the capacity will operate outside the RFP revenue stream, participating in wholesale markets and bilateral structures. This dual-track approach demonstrates both technical ambition and commercial discipline: the full 500 MW provides significant system value, while the [REDACTED] MW bid is prudently structured for bankability.

System Benefits and Clean Peak Compliance:

By charging during renewable or high-import surplus and discharging at peak hours, the BESS reduces local congestion, lowers curtailment risk for nearby clean resources, and can defer or right-size future transmission upgrades that would otherwise be required to move the same clean megawatt-hours through the corridor. Charging will coincide with Clean Peak charging hours (i.e., periods identified with high renewable energy generation) in line with the 83E requirements reflected in the image below.

| | Energy Storage Charging Windows | |
|-------------------|---------------------------------|----------------------------|
| Clean Peak Season | Wind-based Charging Hours | Solar-based Charging Hours |
| Spring | 12:00 AM – 6:00 AM | 8:00 AM – 4:00 PM |
| Summer | 12:00 AM – 6:00 AM | 7:00 AM – 2:00 PM |
| Fall | 12:00 AM – 6:00 AM | 9:00 AM – 3:00 PM |
| Winter | 12:00 AM – 6:00 AM | 10:00 AM – 3:00 PM |

Fossil Displacement and Emissions Reduction:

By injecting up to [REDACTED] MW under contract (83E bid) and 500 MW in total operations during net-load peaks and providing regulation and reserves, the BESS will displace marginal oil and gas peakers, reduce emissions during the highest-emitting hours, and supply fast-ramping flexibility that would otherwise need to be provided by fossil units.

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

Tesla Megapack 2 XL is a factory-assembled, utility-scale lithium-ion energy storage system manufactured by Tesla, Inc. The Megapack 2 XL is UL 9540 / UL 9540A certified and NFPA 855 compliant, and each unit includes an integrated Battery Management System (BMS) and Thermal Management System (TMS) with factory-installed safety systems.

In the 4-hour configuration, each Megapack 2 XL provides approximately 3,086 kWh of energy capacity with a nominal AC power rating of approximately 771 kW. The system incorporates an integrated, bidirectional inverter operating at 480 V AC, 3-phase, 50/60 Hz, with standard configurations of 800 or 900 kVA and a maximum inverter capacity of

997.5 kVA. The system achieves a round-trip efficiency of ~94%, inclusive of power conversion and thermal system loads.

3.5 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.

Tesla’s Megapack 2XL technology has been widely deployed across the United States and has a proven track record at utility scale. In 2024, Tesla delivered more than 31 GWh of storage worldwide, with major U.S. deployments in California, Nevada, and Texas, and quarterly installations now exceeding 9 GWh. Recent examples include the 400 MWh Dry Lake BESS near Las Vegas, 100–200 MW projects in California’s CAISO market, and new installations across ERCOT that provide reserve and frequency regulation services. These projects demonstrate the technology’s reliability and versatility in markets with demanding operational requirements. To support this growth, Tesla operates its dedicated Lathrop, California Megafactory, capable of producing approximately 10,000 Megapacks annually, ensuring reliable supply for projects of the scale proposed in Tyngsborough. This combination of commercial maturity, large-scale U.S. deployments, and domestic manufacturing capacity underscores the viability and operational reliability of the Megapack platform.

A few examples (among many) for similar applications of utility scale size and scope exclusive to Tesla products include:

1. The Gambit Energy Storage Park (Angleton, Texas) - Operating

The Gambit Energy Storage Park is an 81-unit, 100 MW system that provides the grid with renewable energy storage and greater outage protection during severe weather.

2. The Victoria Big Battery (Victoria, Australia) - Operating

The Victoria Big Battery- a 212-unit, 350 MW system- is one of the largest renewable energy storage facilities in the world, providing backup protection to Victoria.¹

3. Georgia Power Deal (Multiple Locations, Georgia) - Contract Pending Post-RFP

As of August 2025, Georgia Power is finalizing a contract with Tesla to close out the winning bid of a 2024-2025 RFP, for over 3 GW (>3000 MW) of utility-scale BESS to be deployed. The deal will include the construction of eleven utility scale BESS, spread across eight locations in Georgia, with each project having a capacity ranging from 150 MW to 500 MW, all 4-hours in duration. The portfolio of BESS will come online in phases, ranging from 2028 through 2030.^{2,3}

¹ [Megapack – Utility-Scale Energy Storage | Tesla](#)

² [Tesla Lands \\$2.7 Billion Megapack Deal with Georgia Power, Pending PSC Approval - Drive Tesla](#)

³ [Georgia Power requests PSC permission to build and own 3GW of new battery storage projects - Energy-Storage.News](#)

4. Tesla Worldwide Deployments (Multiple Locations) - Operating or In-Construction

The second quarter of 2025 alone saw Tesla deploying nearly 10 GWh of energy storage products across utility scale, commercial and industrial (C&I), and residential applications.⁴ Tesla is now deploying BESS at a run rate of several dozen GWh annually.⁵

Additional examples can be provided upon request.

3.4 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.

River Mill will deliver Environmental Attributes, including Clean Peak Energy Certificates (CPECs), in full compliance with the Massachusetts Clean Peak Energy Standard. The system is registered as a Qualified Energy Storage System within the NEPOOL GIS and will transfer CPECs monthly to the distribution companies' accounts under the terms of the 83E contract. Charging will occur during hours of high renewable generation such as overnight Hydro-Québec imports through Sandy Pond, midday solar output, and periods of elevated wind production. Discharge will be scheduled during Department of Energy Resources Clean Peak windows and Critical Peak Events, ensuring that renewable energy is time-shifted into periods of maximum system and environmental value.

The project's operating profile is designed around predictable seasonal patterns. In the summer, River Mill will absorb imports and solar output during off-peak hours and deliver energy from late afternoon through the evening peaks. In the winter, charging will be concentrated during overnight hydro imports and midday solar, with discharges aligned to earlier evening peaks. Shoulder season operations will follow a similar pattern, targeting evening peak demand while maintaining flexibility to respond to renewable intermittency and ISO-NE dispatch.

The facility's physical configuration of 500 MW / 2,000 MWh against a bid commitment of ■■■ MW / ■■■ MWh provides ample headroom to ensure reliable deliveries without requiring augmentation. With this oversizing, River Mill is expected to complete roughly 365 full cycles per year, delivering approximately 730,000 MWh into the ISO-NE

⁴ [Tesla Second Quarter 2025 Production, Deliveries & Deployments | Tesla](#)

⁵ [2025 Q2 Quarterly Update Deck](#)

settlement system in Year 1 and maintaining consistent output over the ■-year contract term. See Attachment A for hourly storage use.

ISO-NE interconnection studies have confirmed that the 345 kV Line 326-2 point of interconnection presents no network upgrade requirements or curtailment risks, guaranteeing full deliverability of contracted output.

The project will be registered as a Continuous Storage Facility, allowing it to be dispatched as both a generator and dispatchable load and to respond to four-second AGC signals. River Mill will participate in the Day-Ahead and Real-Time Energy Markets, the Forward Capacity Market, the Regulation Market, and Operating Reserves. Operations will be managed by Tesla's Autobidder energy management system to co-optimize revenues across these markets while prioritizing CPEC delivery. This strategy ensures compliance with the Clean Peak Energy Standard, provides reliable clean energy deliveries, and maximizes system value for the Commonwealth.

3.5 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.

River Mill will be registered as a Qualified Energy Storage System under 225 CMR 21.00 and will operate primarily to store and discharge renewable energy in alignment with the Clean Peak Energy Standard. The system will be eligible to generate CPECs based on the following characteristics:

Charging from renewable energy:

River Mill is interconnected directly to the 345 kV transmission corridor (Line 326-2, Sandy Pond–Lawrence Road), which carries significant clean energy flows including: (i) up to 2,000 MW of Hydro-Québec hydroelectric imports at Sandy Pond, (ii) nearby Merrimack Valley hydropower facilities (Lowell/Boot Canal and Amoskeag), (iii) regional solar facilities, and (iv) upcoming offshore wind resources interconnecting into the same corridor. The project's operational plan is to charge primarily during hours of high renewable generation and low locational marginal prices—overnight during strong hydro imports and midday during regional solar surplus. This strategy directly aligns with CPS rules requiring storage to absorb renewable energy output that might otherwise be curtailed.

Discharge into Clean Peak windows:

Discharge will be scheduled during DOER-defined Clean Peak windows and Critical Peak Events, thereby shifting renewable MWh into periods of highest system demand and environmental value. Representative daily and weekly schedules demonstrate full discharges between 4–9 p.m. (seasonally adjusted), consistent with CPS multipliers. This

ensures that renewable energy absorbed off-peak is delivered at times of greatest grid and environmental benefit.

Co-location and contractual pairing:

While River Mill is not physically co-located with a single RPS Class I facility, it is strategically sited on a transmission line that is heavily supplied by renewable and import resources, thereby meeting the CPS requirement to operate as a Qualified Energy Storage System serving renewable integration. The project intends to pair contractually with regional RPS Class I resources to further support compliance, and the operational schedule will demonstrate renewable-coincident charging consistent with CPS guidance.

Grid reliability and power quality:

By rapidly charging or discharging in response to ISO-NE dispatch signals, the BESS provides ramping, reserves, and voltage support that mitigate variability and intermittency of solar, hydro, and offshore wind deliveries. This enhances system stability while ensuring that clean energy is not curtailed for reliability reasons.

Through renewable-coincident charging, discharge during CPS-defined peak windows, contractual pairing with RPS resources, and provision of ancillary grid services, the Tyngsborough BESS fully meets the requirements of a Qualified Energy Storage System under 225 CMR 21.00 and will generate Clean Peak Energy Certificates in compliance with Massachusetts DOER's Clean Peak Energy Standard.

3.6 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.

River Mill will register as a Continuous Storage Facility (CSF), which allows dispatchable participation across the ISO-NE wholesale markets. In the energy markets, both Day-Ahead and Real-Time, the system will charge during off-peak, low-priced hours—such as overnight or during midday solar surplus—and discharge into peak load hours. This provides energy arbitrage value while also aligning with CPEC delivery. In the Forward Capacity Market, the project will bid qualified capacity into the annual auctions, subject to ISO-NE's rules for energy-limited resources, generating steady, multi-year capacity payments. Ancillary service revenues will also play a role. As an Alternative Technology Regulation Resource, the system can follow ISO-NE's four-second AGC signals with high precision, monetizing fast ramping capabilities in the Regulation Up and Regulation Down markets. It will also participate in Ten-Minute Spinning Reserve, Ten-Minute Non-Spinning Reserve, and Thirty-Minute Operating Reserve products when state of charge permits. While compensation is limited, the facility will contribute to voltage stability and reactive support, enhancing system reliability.

The project also qualifies under Massachusetts' Clean Peak Energy Standard (225 CMR 21.00) as a Qualified Energy Storage System. Revenues will be generated from CPECs

created through renewable-coincident charging and discharge during Clean Peak windows and Critical Peak Events. Certificates will be transferred monthly to the distribution companies' NEPOOL GIS sub-accounts under the 83E contract. If system performance results in surplus volumes, there is also optionality to sell additional CPECs outside the storage environmental attribute purchase agreement.

The operational strategy is to prioritize CPEC delivery during Department of Energy Resources-defined windows and then co-optimize across ISO-NE markets using Tesla's Autobidder energy management system. This approach ensures state of charge is maintained to guarantee CPEC obligations while remaining capacity is deployed into the energy, regulation, and reserves markets. Dispatch decisions will adjust dynamically based on price spreads, reserve scarcity conditions, and capacity performance obligations, ensuring maximum revenue while honoring all contractual and market commitments.

3.7 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).

River Mill is physically configured as a 500 MW / 2,000 MWh installation but is offering ■■■ MW / ■■■ MWh into this solicitation. The oversized configuration ensures that all planned maintenance activities can be scheduled without jeopardizing contracted deliveries.

Tesla's prescribed maintenance scope consists primarily of modular, unit-level tasks performed on an annual basis, such as torque and calibration checks, visual inspections, harness inspections, cabinet cleaning, ventilation inspection, coolant level checks, and battery/meter communications checks. These tasks are scheduled on a rolling basis, requiring only 1–2 days per Megapack unit. A limited number of replacements, such as coolant refills, are also conducted annually.

Every ten years, more substantial component replacements are required, including fan, pump, and gasket replacements. These activities are conducted at the unit level, with each unit requiring up to one week of service. There is no requirement for a complete facility outage under normal operating practice, as work is performed in staggered intervals. The project's physical oversizing—500 MW of capacity against a ■■■ MW bid—ensures that even when partial outages are scheduled, the full ■■■ MW commitment under the 83E contract can be reliably maintained.

| Maintenance Type | Interval | Duration per Unit | Scope of Work | Impact on Facility | Effect on 200 MW Bid |
|------------------------------|-----------------|-------------------|--|------------------------------------|--|
| Annual maintenance | Every 12 months | 1–2 days | Torque and calibration checks, harness inspection/replacement, ventilation inspection, coolant checks, comms testing, coolant refill | Conducted on a rolling, unit basis | No impact – redundancy ensures delivery |
| Major component replacements | Every 10 years | Up to 1 week | Fan replacement, door gasket replacement | Staggered schedule, unit by unit | No impact – oversized system covers bid |
| Emergency/unscheduled | As needed | Variable | Component replacement or reset | Localized to affected unit(s) | Minimal impact – capacity buffer maintains contracted output |
| Full-site outage | Not anticipated | N/A | N/A | Facility designed for modular O&M | Not applicable |

3.8 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).

The project is expected to dispatch one cycle per day on average, though the project is not constrained to one cycle per day. As a four-hour duration system (500 MW / 2,000 MWh), the project is constrained by its nameplate capacity. The project is bidding ■■■ MW / ■■■ MWh and will be able to discharge the full capacity committed in this bid.

3.9 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).

The proposed system will be deployed at 500 MW / 2000 MWh, while the committed bid capacity is ■■■ MW / ■■■ MWh. This substantial built-in buffer between total system capacity and contracted delivery requirements provides a strong margin of reliability. As a result, even as the system experiences normal performance degradation, the contracted

capacity is expected to be maintained well within requirements, regardless of any full system augmentation plans. Nonetheless, details are provided below regarding anticipated degradation rates and mitigation strategies for completeness.

The anticipated degradation rate for the Tesla Megapack 2 is approximately 2% per year, annualized over 20 years, based on an average of 1 charge-discharge cycle per day. This figure remains subject to change based on continued optimization of operations over time, overlapping with technological advances that may be incorporated into the facility throughout the project lifecycle as part of augmentation and/or repowering efforts.

The current mitigation plan for this degradation includes an initial overbuild of available capacity and augmentation every 5-7 years, subject to final service contracts, actual operations, and technology change.

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 change is required, please provide details regarding the proposal and the process for implementing the change.

The Project will deliver Environmental Attributes associated with qualified Clean Peak energy discharges into the Distribution Companies' NEPOOL GIS accounts via standard monthly certificate issuances and sub-account transfers. Once qualified under the Massachusetts CPS, the Project's CPECs will be minted by NEPOOL GIS and transferred to the EDC-designated sub-accounts pursuant to the NEPOOL GIS Operating Rules and the CPS program guidance. The first 83E round procures "long-term contracts for Energy Storage Systems and associated Environmental Attributes," and our delivery plan is consistent with that scope: (i) maintain CPS qualification; (ii) report metered data to the GIS administrator; (iii) execute monthly forward/regular transfers of CPECs (and any additional Environmental Attributes, if applicable) to the EDCs per contract; and (iv) preserve auditable records of meter data, GIS transactions, and DOER confirmations. No rule change is required to transfer CPECs; NEPOOL GIS already supports CPS resource registration and certificate transfers.

ACCOUNT INFORMATION

| | |
|---------------|---------------------------------|
| Company ID: | 19901 |
| Company Name: | Rhynland Energy Holdings LLC |

Section A-5: Financial and Legal

5.1 Please submit information and documentation that demonstrates that long term contracts resulting from this RFP Process would either permit the bidder to finance, or refinance, its proposal that would otherwise not be financeable or assist the bidder in obtaining financing of its proposal. Existing projects are not required to make a statement that demonstrates how a long-term contract would permit financing; however, existing projects should complete the sections below to the best of their ability.

River Mill is a new build that requires a significant capital investment in excess of \$500M, including for equipment procurement, interconnection facilities, and construction costs. While River Mill has secured sufficient equity commitments to advance the project through development and interconnection milestones, the long-term contract resulting from this RFP would provide the stable, contracted revenue stream necessary to secure project financing. Specifically, the contract would:

- a. Enable Construction Debt and Tax Equity: Currently, there are few contractable revenue streams for large-scale energy storage projects in Massachusetts; unfortunately, debt underwriting often requires an asset to be at least partially contracted. Some degree of third-party debt is necessary for a █████M infrastructure project. Rhynland has had several conversations with lenders about this project, with near-unanimous feedback that securing long-term revenue streams is critical if not necessary for them to lend to the project. Those conversations have influenced exactly how we have structured our bid – specifically, the proposed price and tenor of our bid is designed to be least-cost to Massachusetts ratepayers while achieving a threshold amount of contracted revenue required to finance the project. The contracted revenue through this 83E procurement will ensure an appropriate debt to equity ratio and enable debt, tax equity, and sponsor equity interest in the project.**
- b. De-Risk Market Volatility: A fixed or indexed contract structure under the 83E procurement provides a hedge against ISO-NE market price fluctuations, giving financing parties confidence in long-term cash flow.**
- c. Anchor Vendor Commitments: Tesla and other equipment OEMs are more inclined to dedicate resources to projects with firm offtake and financing schedules as they are better able to allocate production slots for long-lead equipment. The 83E contract provides that certainty, not just for Rhynland but its vendors as well.**

Without a long-term contract, River Mill will face challenges securing the requisite construction debt to build this project. With a long-term contract through this 83E procurement, the project can achieve an appropriate debt to equity ratio that will ensure the project is fully financeable and on track to achieve commercial operation by Q3 2028.

5.2 Please provide a description of the business entity structure of the bidder's organization from a financial and legal perspective, including all general and limited partners, officers, directors, managers, members and shareholders, involvement of any subsidiaries supporting the project, and the providers of equity and debt during project development. Provide an organization chart showing the relationship between the equity and debt participants and an explanation of the relationships. For jointly owned facilities, identify all owners and their respective interests, and document the Bidder's right to submit a binding proposal.

The Project is owned by SR1 Rhyndland HoldCo I, LLC, which is a partnership between the developer (Rhyndland Energy Holdings, LLC) and capital provider (Segue Sustainable Infrastructure, through the fund it manages - Segue Renewables I, LLC) for these projects. A detailed organization structure can be found in Attachment B. Rhyndland is focused on developing power storage projects in the Northeast US, with a 360 MWh late-stage portfolio of battery energy storage in New York anticipated to achieve commercial operations in 2027, and over 4,000 MWh in New England. Segue is focused on financing renewable generation, storage, and transmission throughout the United States and Canada, with a portfolio of over 20 GW of power generation and storage assets actively in development.

[REDACTED]

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

- i. Who will finance the project (or are being considered to finance the project) and the related financing mechanism or mechanisms that will be used (i.e. convertible debenture, equity or other) including repayment schedules and conversion features

The project will be financed through a combination of equity, debt, and tax equity (or the transfer/sale of the Investment Tax Credit (ITC)). Sponsor equity will be provided by SR1 Rhyndland Holdco I, LLC (the "Project Sponsor"). The Project Sponsor has held several discussions with lenders; based on lender feedback and our proposed bid price/tenor, the project is likely to be financed with [REDACTED] % debt.

[REDACTED]

[REDACTED] Prior to construction, the project sponsor would run a competitive process to raise the requisite debt and tax equity for the project – that process would include the subset of large banks and bank-like entities capable of lending [REDACTED] into projects (including through a syndication) and providing tax equity of similar magnitudes. An 83E award unlocks this critical missing link, and leads to competitive financing terms, including for a likely [REDACTED] term.

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

[REDACTED]

- iii. Expected sources of debt and equity financing

Equity capital will be funded by the Project Sponsor and tax equity investor(s). The Project Sponsor has held discussions with tier-1 commercial lenders who will provide debt capital in the form of a construction-to-term loan. Additional capital will be provided in the form of tax equity and a tax equity bridge loan. As an alternative to tax equity, the Project may decide to monetize the tax credits through the sale/transfer of the ITC.

The Project Sponsor maintains strong relationships with qualified, bankable, and experienced lenders in power generation and energy storage. A determination as to the type of tax equity investor that is best suited to invest in this project will be made closer to NTP and will be contingent upon current market conditions and the results of a competitive process to secure the most favorable financing terms. However, potential tax equity investors for the Project include credit-worthy corporate investors, banks, US financial institutions, insurance companies, and syndicated funds comprised of family offices and/or high net worth individuals.

- iv. Estimated construction and other costs to develop and operate the project

The Project's total construction cost is estimated at \$[REDACTED]M for the full nameplate capacity (500 MW / 2,000 MWh). This includes all development costs, interconnection, land acquisition, and procurement and construction of the battery facility inclusive of the substation. We anticipate annual O&M costs in excess of \$[REDACTED]M annually.

- v. 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.

The Project is wholly owned by SR1 Rhyndland Holdco I, LLC, a partnership entity formed between Rhyndland and Segue, wherein both companies maintain an ownership stake of the partnership entity. SR1 Rhyndland Holdco I was formed

specifically to facilitate the development, execution, and financing of storage assets in New England. Segue is a private equity firm with over \$250M in assets under management and is led by a team of renewable energy veterans who have collectively facilitated over \$16B in investments across 20 GW of operating and in-construction renewable energy assets.

Through the partnership, Segue has committed to fund the development of the project and will leverage existing letter of credit and surety bond facilities / partnerships to post the requisite securities for the ISO-NE Transition Cluster, the 83E performance security, and other contract securities (e.g., for potential energy hedges) as they arise.

- 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.

The Project Sponsor, SR1 Rhyndland Holdco I, LLC has committed to funding development of the project through notice-to-proceed with equity capital. This includes, but is not limited to, costs associated with securing all necessary permits and a signed interconnection agreement. Equity capital is currently available (on-hand) to advance the project through the development process and to post all necessary securities (including for a CPEC contract). Upon the Project reaching a pre-construction phase, Rhyndland and Segue will lean on their standing relationships with third-party financing entities to structure the Project's long-term capital stack. A [REDACTED] year fixed price contract through the MA CPEC Program will ensure robust interest from all necessary future financing parties.

5.4 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]

5.5 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.

The Project Sponsor has held several discussions with banks ([REDACTED]) to provide a TB4 energy hedge for the Project. The Project Sponsor believes there is sufficient liquidity in the market for a TB4 hedge in ISO New England and [REDACTED]. The financial institutions are unable to contract until the project nears notice-to-proceed (Q3 2026).

5.6 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

See Attachment C for overview of relevant experience from Segue and Rhyndland Energy.

5.7 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.

Segue is the financial partner in the project. Segue controls over \$250M of funds designed to specifically sponsor renewable generation, storage, and infrastructure projects in the US and Canada. Moving "up the chain", Segue's Limited Partnerships manage more than \$4b in funds. While Segue's capital is sufficient to sponsor these projects, the team's expertise in project finance / capital raising further de-risks these projects and provides capital certainty to DOER; please see the bidders highlighted experience in Attachment C. When appropriate while developing, financing, and constructing a project, the team would augment its sponsor equity with project-level debt, construction facilities, and tax equity, as the team has done extensively in its past.

5.8 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.

Not applicable to bidder or affiliates of bidder.

5.9 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.

The Project Sponsor has performed robust analysis around project revenues, operating expenses, construction costs, ongoing capital expenditures (i.e., battery augmentation), and debt financing:

- a. **Project Costs:** Construction costs have been evaluated using both current and estimated future pricing for battery equipment, EPC, and interconnection costs. Segue/Rhynland are not in the business of “aggressively forward costing” but rather taking a holistic view of the current storage market and having extensive touch points with vendors to understand real product and cost trajectory. Our pricing assumptions have been provided/confirmed by two manufacturers. Cost overruns have been accounted for by including cost contingency amounts of at least █%.
- b. **Cash Flow:** Revenue forecasts from several leading market consultants have been used to illustrate project profitability under different market conditions. Revenue streams include energy arbitrage, ancillary services, capacity, and CPECs. The impact of contracted revenue (i.e., CPECs) on profitability and debt sizing has also been evaluated. █
█
█
█
- c. **Interest Rates:** Segue has extensive relationships with lenders capable of financing at this scale. Given the novelty of large batteries in ISO-NE, we were encouraged to lean modestly conservative on lending terms, where the spread above SOFR would be slightly higher than on a toll, for example, but nonetheless still competitive and accretive to the project. A range of potential interest rates have been assessed to determine the impact on debt sizing and the Project’s ability to service debt; given the extensive outreach to lenders, we are confident in our interest rate assumptions.
- d. **Accuracy of Assumptions:** The Project Sponsor used proposals from equipment and EPC vendors, and relied on its own extensive experience procuring, constructing, and financing battery projects to ensure no scope-gaps, as the basis for CAPEX and OPEX assumptions. Financing assumptions were confirmed by key potential lenders for this project. █
█
█

5.10 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.

See Attachment D.

5.11 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.

See Attachment B.

5.12 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.

**The Project Sponsor anticipates posting the required security with [REDACTED]
[REDACTED]
[REDACTED] Segue is sufficiently capitalized
and credit-worthy to provide the securities required.**

5.13 Provide a description of any current or recent credit issues/ credit rating downgrade events regarding the bidder or affiliate entities raised by rating agencies, banks, or accounting firms.

Not applicable to bidder or affiliates of bidder.

5.14 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.

**The Project is expected to achieve a [REDACTED]
The Project Sponsor has confirmed with equipment vendors and EPC contractors their
ability to comply with domestic content and union labor requirements per the Inflation
Reduction Act. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]**

[REDACTED]

[REDACTED]

The Project Sponsor is not assuming [REDACTED]

[REDACTED]

5.15 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.

Not applicable to bidder or affiliates of bidder.

5.16 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?

The minimum expected operating life of the project is 20 years (as is the depreciation period). While it's very possible the equipment will perform beyond 25 years, [REDACTED]

[REDACTED]

5.17 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.

Development capital has been secured. [REDACTED]

[REDACTED]

[REDACTED]

It is the Project Sponsor's view that obtaining a long-term contract for CPECs will be critical to unlocking construction financing from lenders and tax equity providers. Furthermore, contracted revenue will aid the project in securing contracts for long-lead equipment items.

5.18 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.

[REDACTED]

[REDACTED]

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

[REDACTED]

5.20 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?

No

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

None

5.22 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.

None

5.23 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.

None

5.24 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.

None

5.25 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.

None

5.26 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).

Confirmed

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

None required

5.28 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.

River Mill will conform fully to all Federal Energy Regulatory Commission (FERC) requirements applicable to energy storage resources interconnected within the ISO-NE control area. As a merchant storage facility interconnected at the transmission level, the project will not seek cost-of-service rate recovery but will participate in ISO-NE's competitive wholesale markets under the Open Access Transmission Tariff (OATT) and related market rules.

With respect to allocation of transmission capacity and open access, River Mill will interconnect under ISO-NE's OATT procedures, which ensure non-discriminatory access to the transmission system. Transmission service will be obtained pursuant to the OATT, and any network upgrades identified through the ISO-NE interconnection process will be constructed and funded in accordance with FERC-approved cost allocation rules. The project will neither request nor receive preferential treatment; it will be subject to the same interconnection studies, milestone payments, and deliverability requirements applicable to all similarly situated resources.

With respect to rates, no cost-of-service recovery is being sought. Revenues will be derived solely from competitive participation in ISO-NE's Day-Ahead and Real-Time energy markets, Forward Capacity Market, and Ancillary Service Markets, as well as the Massachusetts Clean Peak Energy Standard program. This approach ensures that all rates for services provided are just and reasonable, as determined through competitive market outcomes overseen by ISO-NE under FERC jurisdiction.

The project structure eliminates the potential for undue preference or discrimination. River Mill has no affiliates that own or control transmission facilities in ISO-NE, nor will it request any rights that could restrict others' access to transmission service. Affiliate restrictions and codes of conduct required under FERC regulations will be observed fully.

The project will not engage in affiliate self-dealing, cross-subsidization, or preferential allocation of capacity.

The proposed approach is consistent with FERC precedent and ratemaking principles. FERC has repeatedly affirmed, including in Orders 841 and 2222, that storage resources are entitled to participate in wholesale markets on a level playing field and must be accommodated under OATT rules without undue discrimination. River Mill's participation model conforms to this precedent, relying exclusively on open access transmission service, market-based rate authority, and ISO-NE's established market design. By relying on market outcomes and honoring OATT procedures, the project ensures compliance with FERC's core statutory obligations under the Federal Power Act to provide open access, prevent undue preference, and ensure just and reasonable rates.

5.29 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

No direct or indirect affiliations between bidder or its affiliates.

Section A-6: Interconnection, Deliverability, and Reliability

6.1 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.

See Attachment E for the Interconnection Request submission form.

The project is awaiting the October 2025 kickoff of the 2025-2026 ISO-NE Transitional Cluster Study, following which it will execute an Interconnection Agreement with ISO-NE and the utility.

6.2 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.

New 345 kV substation with a three-breaker ring bus on National Grid Line 326-2 (Sandy Pond–Lawrence Road). An ISO-NE 2025 Transitional Cluster interconnection request has been submitted. Independent pre-cluster studies conducted to ISO-NE Planning Procedures confirmed up to [REDACTED] of charging headroom at Tyngsborough without local overloads, under normal base case conditions. These findings

demonstrate low risk to system reliability and approximate ISO-NE's Capacity Capability Interconnection Standard (CCIS).

Deliverability is preliminarily confirmed, with limited upgrades expected. ISO-NE I.3.9 approval is targeted for 2026, concurrent with finalization of the Interconnection Service Agreement with National Grid, following completion of the 2025–2026 Transitional Cluster Study. The Arup pre-cluster study is included as Attachment F to approximate I.3.9 and CCIS analyses.

- i. Copy of completed I.3.9 approval or I.3.9-equivalent study attached: ☐ If none, please explain:

I.3.9 approval targeted 2026, following completion of the ISO-NE 2025–2026 Transitional Cluster Study.

- ii. Copy of completed CCIS-equivalent study attached: ☒ If none, please explain:

A third-party pre-cluster study prepared by Arup is provided in Attachment F, which approximates the ISO-NE Capacity Capability Interconnection Standard (CCIS) analysis in accordance with ISO-NE Planning Procedure 10. [REDACTED]

[REDACTED]

[REDACTED] These findings confirm the Project is low risk for deliverability.

- iii. Copy of Interconnection Agreement attached: ☐ If none, please explain:

None. Interconnection Agreement will be negotiated and finalized with ISO-NE and the utility following the completion of the 2025-2026 ISO-NE Transitional Cluster Study.

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

None.

6.3 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.

Not Applicable.

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

None.

6.5 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.

Not Applicable.

6.6 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: × If none, please explain:

See Attachment G for PSSE, PSCAD, and ASPEN OneLiner electrical models for all energy resources supporting the Project, together with benchmarking and validation reports. These submissions have been prepared in full compliance with the filing requirements of ISO-NE Tariff Schedules 22 and 23, including the applicable steady-state, short-circuit, and dynamic datasets in the required formats.

6.7 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: × If none, please explain:

See Attachment H.

6.8 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.

At River Mill, the power will be received from the adjacent 345 kV transmission line to the south of the property. The delivery point, where the power will connect to the collector substation facility, will constitute an attachment facility consisting of a three-breaker ring bus and will include the equipment listed below:

- **Breakers:** Control the flow of electricity within the system.
- **Busbars:** Conduct electrical currents, forming a ring-like structure.
- **Disconnect Switches:** Isolate sections of the substation for maintenance or in case of faults.
- **Transformers:** Step-up/down voltage levels as needed.
- **Protection and Control Equipment:** Includes relays, control panels, and monitoring devices.
- **Grounding System:** Provides a path to ground for fault currents and ensures safety.
- **Auxiliary Equipment:** Includes power supplies, battery banks, and communication systems for operation and monitoring.

See general layout in Attachment I.

6.9 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's proposed production and delivery profile already reflects the results of detailed pre-cluster analyses approximating ISO-NE's Capacity Capability Interconnection Standard (CCIS). Independent injection and overlapping impact studies (conducted to ISO-NE Planning Procedures) confirmed up to [REDACTED] of charging headroom at the Tyngsborough node without local overloads. No overloads were observed in the base case under normal operating conditions.

Accordingly, no material curtailments are expected after CCIS-equivalent interconnection upgrades. The Project is not planning voluntary upgrades beyond CCIS; any upgrades identified by ISO-NE in the formal Transitional Cluster Study will be incorporated into final bid pricing as required.

A copy of the injection and overlapping analysis is included as Attachment F to support this conclusion.

Section A-7: Siting, Permitting and Community Support

7.1 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:

See Attachment I.

7.2 Identify any real property rights (e.g., fee-owned parcels, rights-of-way, development rights or easements or leases, or options to purchase or lease) that provide the right to use the 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.
- ii. If so, please detail the Bidder's rights to control the Energy Storage System site and interconnection locations.

[REDACTED]

- iii. Describe the status of acquisition of real property rights, any options in place for the exercise of these rights and describe the plan for securing the necessary real property rights, including the proposed timeline. Include these plans and the timeline in the overall project timeline.

Sale and Purchase Option Agreement has been executed and will be closed upon completion of the Transitional Cluster Study and associated execution of the Interconnection Agreement.

- iv. Identify any joint use of existing or proposed real property rights

[REDACTED]

- v. Provide a copy of each of the leases, agreements, including option agreements, easements, rights of way and related documents granting the right to use the energy storage system site and transmission and interconnection locations (and applicable letters of intent if formal agreements have not been executed)

See Attachment J.

7.3 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.

The site is zoned primarily industrial; see Attachment K. The zoning allows Public or Private Utility Facilities to be permitted; see Attachment L.

7.4 Permitting plan and timeline - Enter appropriate explanation in this space or reference applicable attachment(s)

Start Date: July 15, 2024

End Date: [REDACTED]

7.5 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.

The area surrounding 406 Middlesex Road in Tyngsboro, MA sits within a mixed-use corridor that blends commercial and industrial activity with limited residential. 406 Middlesex Road lies along a key commercial stretch of the Route 3 corridor. This zoning supports retail and industrial development. The area includes:

- **Strip malls, restaurants, cannabis dispensary's, service businesses, and their associated parking lots.**
- **Wooded buffers and small wetland pockets.**
- **Minimal residential enclaves and dedicated open space.**
- **Utility infrastructure- National Grid transmission corridor with two circuits, National Grid distribution infrastructure, water and sewer infrastructure, and telecommunication infrastructure. According to FEMA FIRM mapping, the site is not in a flood plain/zone.**

A review of MassMapper indicates no aquifer or waterway usage on the site. The Merrimack River is approximately one-half mile to the east.

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

[REDACTED]

7.7 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.

| Permit, Licenses, Environmental Assessments | Authority Having Jurisdiction |
|--|--------------------------------------|
| Site Plan Review | Tyngsborough Planning Board |
| Wetlands/Stormwater/Tree Removal Joint Permit Filing | Tyngsborough Conservation Commission |
| Building Permit | Building Inspector |
| Category I – Vehicular Access Permits with Minor Impacts | MassDOT |
| National Pollutant Discharge Elimination System (NPDES) | USEPA |

7.8 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.

Key steps in the development process include:

| Schedule Component | Start Date | End Date | Status |
|---|------------|------------|-------------|
| Land Acquisition | Q2 2024 | | |
| Permits/Licenses: <ul style="list-style-type: none"> • Site Plan • Wetlands/Stormwater/Tree Removal Joint Permit • Building Permit • Vehicular Access Permits with Minor Impacts • National Pollutant Discharge Elimination System (NPDES) | Q3 2024 | | |
| Interconnection | Q2 2024 | Q3 2026 | In progress |
| Facility Contracts | Q4 2025 | Q2 2026 | Upcoming |
| Construction & COD | Q3 2026 | Q3 2028 | Upcoming |
| Guaranteed COD | | 12/31/2029 | Upcoming |

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The process for permits (Q3 2024 – [REDACTED] is underway. The project benefits from being an “as-of-right” use under current zoning, substantially reducing permitting risk. A pre-application has been submitted, and the Town is both aware of and supportive of the project, reflecting strong community alignment. Required approvals include site plan approval, wetlands and stormwater permits, tree removal authorization, building permits, a vehicular access permit, and an NPDES permit. With the zoning pathway clear and municipal support established, site plan and environmental permits are underway and are targeted for [REDACTED]

Interconnection activities (Q2 2024 – Q3 2026) are also progressing under ISO-NE protocols. An ISONE scoping meeting has already been conducted, and third-party injection and overlapping analyses confirm [REDACTED]

[REDACTED] The project is currently awaiting the start of the cluster study, which is expected to be completed by Q3 2026 to finalize the interconnection process and execute an interconnection agreement. This timeline aligns well with permitting progress and ensures that the interconnection milestone is met in advance of construction mobilization.

Finally, construction and commercial operation (Q3 2026 – Q3 2028) will follow issuance of the Notice to Proceed. The 24-month schedule includes site preparation, inspections, compliance reporting, commissioning, and final interconnection approval. Commercial operation is anticipated by 3Q 2028.

| Milestone | Timeline | Basis for Success |
|--------------------|----------------------|--|
| Land Acquisition | Q2 2024 | Full site control and due diligence de-risk siting. |
| Permits | Q4 2024 – [REDACTED] | As-of-right zoning; Town supportive; clear path through local, state, federal approvals. |
| Interconnection | Q1 2024 – Q3 2026 | Scoping meeting complete; injection analysis confirms no network upgrades; cluster study completion expected by Q3 2026. |
| Construction & COD | Q4 2026 – Q3 2028 | Conservative 24-month schedule with buffer; alignment of permits, interconnection, and contract execution. |

7.9 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.

We recognize the importance of engaging with stakeholders throughout the project development process. We have initiated robust town stakeholders outreach initiatives to solicit feedback, address concerns, and foster positive relationships. Our outreach to recognized tribes, EJ communities, and other stakeholders will be initiated imminently and continue throughout development, construction, and operations.

7.10 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.

Engagement with Tyngsborough municipal officials began in 2024, the project will be permitted as an “as of right”. A stakeholder map and a plan for community engagement are as follows:

Stakeholder Mapping

| Stakeholder Group | Interest/Role | Engagement Priority |
|---------------------------------------|--|----------------------------|
| Planning Board | Site plan review, special permits, zoning compliance | High |
| Conservation Commission | Wetlands, stormwater, tree removal permits | High |
| Building Department | Structural review, building permit issuance | High |
| Town Administrator & Select Board | Policy alignment, community representation | Medium |
| Tyngsborough DPW & Emergency Services | Infrastructure coordination, access, safety | High |
| MassDOT | Intersection control/curb cut review | Medium |
| Residents & Abutters | Quality of life, traffic, visual impact | High |

Community Engagement Activities

The Project’s community engagement process began with pre-application briefings to the Planning Board, Conservation Commission, and Building Department. These sessions were designed to share conceptual plans, identify permitting pathways, and integrate early municipal feedback, thereby ensuring alignment with local regulatory requirements.

The Project has engaged with project abutters, including calls to ensure nearby property owners were informed of the Project’s scope, permitting timeline, and mitigation measures. This activity is consistent with best practices for stakeholder engagement and demonstrates the Project’s commitment to procedural fairness.

Finally, the Project maintains a platform for digital transparency, including a public website hosting all project documents, permitting schedules, and points of contact, along with a map showing boundaries, access points, and environmental buffers.

Section A-8: Safety Plan

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

Energy Safety Response Group (ESRG), in consultation with Tyngsborough Fire Department, developed an Emergency Response Plan (ERP). The ERP includes training, site tours, pre-incident planning, and shared communication protocols. See Attachment M.

8.2 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.

Facility designed to NFPA 855 standards. Each Tesla Megapack 2 XL unit UL 9540 certified and UL 9540A tested. Layout ensures fire spacing and containment. Full scale fire testing has been conducted and successfully demonstrated that the multiple safety systems reduced spread from cabinet to cabinet and container to container.

8.2 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.

The River Mill ERP covers training, site tours, pre-incident planning, and communication protocols. Off-gas detection, thermal sensors, and smoke detectors are connected to the BMS, with early alerts sent through the Supervisory Control and Data Acquisition (SCADA) system. SCADA is monitored 24/7 and linked to EMS, enabling automatic fault isolation and emergency shutdown.

8.3 Please describe consequences resulting from various levels of potential failures and safety events.

Tesla's Megapack 2XL has passed full-scale UL 9540A fire safety testing under the most stringent conditions, demonstrating that thermal failures do not propagate even during forced worst-case failure scenarios; resulting in safe, contained outcomes. As such, the River Mill facility presents no credible risk of large-scale fire or explosion, and consequences of potential failures are limited to temporary loss of output or replacement of isolated equipment.

8.4 Please discuss intentions to continuously improve the safety practices while operating the facility, such as plans for regular safety audits and feedback mechanisms.

River Mill will maintain a continuous improvement approach to safety that is practical and verifiable. The project will undergo annual third-party audits and quarterly internal reviews, with findings tracked and corrected promptly. Communication protocols between operators and first responders will be tested each year to confirm readiness. Safety practices will be revised as lessons are learned, procedures updated, and staff retrained.

8.5 Please describe reporting protocols, both internally and externally.

Internal Reporting:

River Mill will maintain straightforward internal reporting to ensure issues are documented and addressed quickly. All operational events, alarms, or faults will be automatically logged by the facility's Energy Management System (EMS). Operators will prepare daily logs and a monthly summary for management review, with safety and performance trends discussed during quarterly operations meetings. Significant events, such as equipment trips or safety incidents, will be escalated immediately to the Operations Manager and recorded in a corrective action log.

External Reporting:

The facility will also notify and coordinate with the Tyngsborough Fire Department in the event of any safety-related incident under the Emergency Response Plan (ERP), and an after-action summary will be shared when applicable. Other external communication will be limited to periodic compliance filings or data submissions explicitly required by ISO-NE, MassDEP, or the 83E contract.

8.6 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.

Engagement with Tyngsborough municipal officials began in 2024, the project will be permitted as an "as of right". Meetings with the Fire Chief and assistant Fire Chief are ongoing and the ERP will be finalized with their input.

See Attachment M for the draft ERP.

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.

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

- i. Type of energy storage technology (e.g., mechanical, chemical, thermal) and the specific details of the energy storage technology and how it works
- ii. 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).
- iii. Manufacturer of each of the equipment components listed above as well as the location of where each component will be manufactured.
- iv. Status of acquisition of the equipment components, including whether orders are in place and/ or production slots secured
- v. Whether the bidder has a contract for the equipment. If not, describe the bidder's plan for securing equipment and the status of any pertinent commercial arrangements
- vi. Equipment vendors selected/considered
- vii. Track record of equipment operations, including safety record
- viii. Include all UL certifications and other relevant industry codes and standards for key equipment including but not limited to storage modules, power conversion system, and/or integrated product certifications
- ix. Description of equipment warranties and guarantees, including terms and expiration
- x. If the equipment manufacturer has not yet been selected, identify in the equipment procurement strategy the factors under consideration for selecting the preferred equipment

River Mill has advanced its preliminary engineering plan with Tesla Megapack 2XL identified as the Energy Storage System and a clear procurement strategy for balance-of-plant equipment. While the DC-side scope is fully defined, the 345 kV interconnection

equipment will be finalized after the ISO-NE Cluster Study (Q3 2026). The table below provides direct responses to items (i) through (x).

| Question | Response |
|---|--|
| i. Type of energy storage technology | Chemical energy storage using lithium-ion (LFP) in Tesla Megapack 2XL units. |
| ii. Major equipment to be used | Tesla Megapack 2XL systems (batteries, inverters, BMS, HVAC; 345 kV step-up transformers; high-voltage breakers/switchgear; protective relays; SCADA and comms. |
| iii. Manufacturer of each component | Batteries, inverters, enclosures, HVAC, BMS: Tesla, Lathrop CA BOP: TBD |
| iv. Status of acquisition | BEES (Tesla Megapack 2XL) defined. Balance-of-plant equipment identified conceptually; final procurement pending ISO-NE Cluster Study (Q3 2026). |
| v. Contract for equipment | No binding contracts yet. |
| vi. Equipment vendors selected/considered | Selected: Tesla Megapack 2XL. |
| vii. Track record of equipment operations | Tesla Megapacks deployed at >16 GW / 40 GWh globally (2024) |
| viii. Certifications and standards | UL 9540, UL 9540A, NFPA 855, ISO-NE metering/telemetry compliance. |
| ix. Warranties and guarantees | Tesla offers 20-year performance warranty: <2% annual degradation, ≥96% availability. Augmentation/oversizing strategies ensure deliverability. |
| x. Procurement strategy (if not yet selected) | Balance-of-plant equipment to be competitively sourced in 2026. Criteria: US manufacturing capacity, ISO-NE compliance, warranty/O&M support, track record. Finalized by Q3–Q4 2026. |

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

River Mill has advanced its equipment selection process and has identified Tesla Megapack 2XL as the preferred solution for the DC-side Energy Storage System. Tesla has a proven track record with utility-scale projects in ISO-NE, CAISO, and ERCOT, and OEM datasheets for Megapack 2XL are included with this submission. For the interconnection facilities and balance-of-plant equipment, River Mill has not yet executed final supply agreements, as the specifications will be confirmed following the ISO-NE Cluster Study in Q3 2026.

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

Tesla has deployed >15 GWh of Megapack systems globally, including multiple ISO-NE sites; the technology has proven reliability and scalability.

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

Not applicable.

9.5 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.

River Mill has a full and complete list of equipment for the DC blocks, including Tesla Megapack 2XL units, associated inverters, battery management systems, and containerized auxiliaries. OEM datasheets for these components are available and included as part of this submission.

On the transmission side, the project has performed extensive interconnection analysis with. Based on the completed NCIS and CCIS studies, we are confident in our ability

That said, the finalized list of interconnection equipment will be confirmed at the conclusion of the ISO-NE Cluster Study process (expected Q3 2026). At that point, River Mill will incorporate any incremental requirements identified by ISO-NE into the full and final equipment procurement plan.

See Attachment N for the Tesla Megapack 2XL datasheet.

9.6 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.

The project has secured its equipment strategy with Tesla as the BESS OEM and has confidence in the interconnection equipment scope based on utility and ISO-NE feedback.

[REDACTED]

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.

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

River Mill benefits from as-of-right zoning and straightforward permitting requirements, limiting local approvals to administrative site plan review, Conservation Commission confirmation of non-wetland impacts, and a building permit. Interconnection with ISO-NE and National Grid is well advanced, with no network upgrades identified. Equity is secured, and vendor engagement with Tesla Megapack 2XL supports timely procurement.

The schedule reflects a realistic development path and demonstrates that the project is more likely than not to achieve COD in Q3 2028.

Project Schedule

| Milestone / Project Element | Start Date | End Date / Completion | Notes |
|-------------------------------------|------------|-----------------------|---|
| Preliminary Engineering & Design | Q3 2024 | | 30% design, geotechnical, site layout, interconnection design support |
| Site Plan Approval (Planning Board) | | | Administrative review only |
| Conservation Commission Approval | | | Non-impact confirmation expected |
| Building Permit | | | Ministerial issuance post site plan approval |

| | | | |
|--|---------|------------|--|
| ISO-NE Cluster Study / Interconnection | Q2 2024 | Q3 2026 | Scoping complete; NCIS/CCIS show no upgrades; LGIA execution expected Q3 2026 |
| Financing Close (Debt/Tax Equity) | | | Equity secured; construction financing closes post-LGIA |
| Equipment Procurement (Tesla Megapack 2XL) | | | Procurement and delivery lead time coordinated with EPC |
| EPC Contracting & Mobilization | | | EPC mobilization concurrent with procurement |
| Onsite Construction | Q1 2027 | Q2 2028 | 18-month schedule: site prep, substation build, Megapack installation |
| Commissioning & Testing | Q2 2028 | Q3 2028 | System energization, ISO-NE market entry testing |
| Commercial Operation Date | – | Q3 2028 | Target COD achievable with current schedule |
| Guaranteed COD | - | 12/31/2029 | Project is scheduled to be commercially operational by Q3 2028 and guaranteed to be no later than 12/31/2029 |

10.2 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:

- i. Commencement of permitting processes;
- ii. A plan for completing all permitting processes;
- iii. Environmental assessment;
- iv. Viable financing plans along with detailed information requested in Section 2.2.2.4;
- v. Viable installation and electrical interconnection plans;
- vi. Material progress towards the acquisition of all real property rights; and
- vii. Evidence of material vendor activity.

River Mill is well-positioned to achieve commercial operation by the proposed COD, with all major milestones on track and minimal permitting or interconnection risks. The project benefits from being an as-of-right permitted use under the Tyngsborough zoning bylaw. Accordingly, the local review process is administrative in nature and limited to site plan approval and a building permit. The only additional local approvals are Conservation Commission tree clearing permit and confirmation of non-impact to wetlands, which is expected to be routine given the project's design avoids regulated resources.

Commencement of permitting processes:

The project has initiated permitting through early coordination with municipal officials. Site plan materials have been prepared for submission to the Planning Board in [REDACTED]

Pre-filing consultations with the Conservation Commission confirm that no wetland impacts are anticipated, streamlining approval.

Plan for completing permitting processes:

Site plan approval is expected in [REDACTED], followed by immediate application for a building permit. Conservation Commission sign-off will occur concurrently. All permitting processes are expected to be finalized prior to interconnection agreement execution, with no discretionary risk.

Environmental assessment:

Comprehensive due diligence has been completed, including wetland delineation, Phase I ESA, cultural/archaeological screening, and protected species reviews. These confirm no adverse environmental impacts.

Viable financing plans:

The project has secured equity commitments to carry development through notice to proceed. A financing plan will be finalized to close on construction debt and tax equity post-LGIA execution.

Viable installation and electrical interconnection plans:

The project holds a valid ISO-NE queue position and has completed the pre-application, scoping meeting, and both the NCIS and CCIS analyses with our Third-Party Consultants Arup and INS Engineering. [REDACTED]

[REDACTED] The ISO-NE cluster study is expected to finalize in Q3 2025. The installation plan utilizes Tesla Megapack 2XL technology with a proven construction track record, supported by an EPC framework that aligns with the interconnection schedule.

Material progress on real property rights:

[REDACTED]


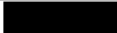

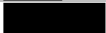

Evidence of material vendor activity:

Discussions are underway with Tesla as the preferred equipment supplier. Tesla's demonstrated production capacity and established U.S. deployments provide confidence in supply chain deliverability within the project schedule.

These factors together demonstrate that River Mill is more likely than not to achieve COD as proposed, with minimal discretionary risk and clear visibility on all critical path items.

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

River Mill Critical Path Timeline

| Milestone | Status / Progress | Expected Completion |
|------------------------------------|--|---|
| Site Control | Executed agreements in place; clear title secured |  |
| Environmental Due Diligence | Wetland delineation, Phase I ESA, cultural/species reviews completed; no impacts |  |
| Site Plan Approval | Submission materials prepared; administrative review only |  |
| Building Permit | Ministerial issuance upon site plan approval |  |
| ISO-NE Interconnection | Queue position secured; scoping complete; NCIS/CCIS show no upgrades | In progress- Q3 2026 |
| Equity Financing | Equity secured for development through NTP | Complete |
| Project Financing | Plan in place; to close post-LGIA execution |  |
| Vendor Engagement | Tesla Megapack 2XL identified; term sheet under discussion | Complete |

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:

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

River Mill will be deployed using a proven utility-scale battery installation approach, executed in sequential phases to ensure efficiency and quality control. Initial site preparation and civil works will include clearing, grading, drainage installation, access road construction, and the placement of concrete foundations and equipment pads, supported by specialized equipment such as excavators, graders, cranes, and concrete pumps.

Following this, substation and transmission interconnection facilities will be constructed, including a new 345 kV breaker bay, step-up transformer yard, buswork, disconnect switches, protection relays, and a control house, with connection to the ISO-NE approved Point of Interconnection on Line 326-2. These activities will require high voltage cranes and rigging equipment.

Once civil and substation work is complete, the energy storage system will be deployed through the delivery and offloading of Tesla Megapack 2XL units, which will be placed on pre-cast foundations using heavy-duty cranes and forklifts. The integration of inverters and battery management systems will follow. Electrical balance-of-plant (BOP) work will proceed in parallel, encompassing the installation of medium-voltage collection systems, step-up/down transformers, cabling between BESS blocks, inverters, and substation, as well as SCADA, fiber optics, and communication links.

Finally, the project will advance into testing and commissioning, beginning with functional verification of the Megapack systems and BMS controls, followed by SCADA and ISO-NE telemetry integration. The 345 kV substation will then be energized, and the interconnection line tested, culminating in full performance validation under ISO-NE market entry protocols to ensure compliance and readiness for commercial operation.

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

River Mill will use a modular, phased staging and deployment strategy designed to minimize on-site congestion, optimize labor efficiency, and reduce construction risk.

The Tesla Megapack 2XL units will be manufactured and factory-tested at Tesla's Lathrop, California facility before delivery. Units will arrive in Tyngsborough via flatbed

trucks in a just-in-time sequence, staged at a designated laydown area adjacent to the prepared foundations. Cranes and forklifts will then place the Megapack containers directly onto their pads, minimizing double handling and reducing site storage requirements.

Substation and Interconnection Facilities: High-voltage components such as transformers, breakers, and switchgear will be delivered by specialized carriers. These oversized loads will be staged in a secure laydown yard on a portion of the 29-acre site, then offloaded and set with heavy-lift cranes. Sequencing will be coordinated so that structural steel, transformers, and control house components arrive in the order required for installation. **Balance of Plant:** Cabling, conduit, and ancillary equipment will be delivered in bulk and stored in a secure laydown area. Fiber and communications equipment will be staged last to ensure protection from weather and construction traffic.

Staging Logistics and Traffic Management: To the extent possible, deliveries will be scheduled to avoid peak commuting hours on Middlesex Road and coordinated with the Town of Tyngsborough to minimize local disruption. The laydown yard will be sized to accommodate multiple Megapack units and high-voltage components, with temporary access roads constructed to support truck traffic and crane operations.

By leveraging containerized BESS technology and modularized substation components, River Mill's staging approach ensures efficient deployment, reduced construction timelines, and limited community impacts.

11.3 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.

[REDACTED]

River Mill, as project sponsor and developer, will retain overall responsibility for project management, permitting, interconnection coordination with ISO-NE and National Grid, financing, and compliance with contractual obligations under the 83E long-term contract. River Mill will also manage stakeholder engagement and oversee contractor performance during construction.

Tesla has been identified as the supplier of the Megapack 2XL systems. Tesla's scope will include design, manufacturing, factory testing, delivery, and installation support for the energy storage units, including integrated inverters, and BMS systems. Discussions are underway with Tesla, and indicative supply terms have been exchanged. [REDACTED]

[REDACTED]

An experienced EPC contractor will be retained to provide engineering, procurement, and construction services for civil works, substation and interconnection facilities, and balance-of-plant electrical systems. The EPC contractor will also coordinate site logistics, labor, safety, and quality control. [REDACTED]

[REDACTED] While the EPC contractor has not yet been selected, River Mill is in active discussions with nationally recognized firms. Binding agreements will be in place prior to notice to proceed (NTP), ensuring alignment with COD in 2028.

High-voltage transformers, breakers, switchgear, and protection and control systems will be sourced from Tier 1 OEMs. Vendor selection will occur through competitive procurement [REDACTED] ensure compliance with ISO-NE interconnection requirements [REDACTED]

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.

12.1 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 River Mill will be managed under a long-term service agreement between the project entity and Tesla, supplemented by onsite staff provided by Rhyndland and/or additional contracted support where needed. Tesla will provide 24/7 remote monitoring and technical support, while Rhyndland will maintain day-to-day oversight of site operations.

Key responsibilities:

- **Tesla: Remote monitoring, predictive analytics, spare parts supply, warranty support, and capacity augmentation.**
- **Rhyndland Energy: Local site management, compliance reporting, community liaison, and coordination with ISO-NE.**

Staff: Typically includes 8–10 indirect employees including technicians, safety coordinators, and administrative support. Preventive maintenance will be conducted on an annual basis. Tasks include:

- **Visual inspection of enclosures, switchgear, and transformers.**
- **Testing of fire detection and suppression systems.**
- **Firmware and software updates to the EMS and BMS.**
- **Calibration of protective relays and SCADA systems.**
- **Verification of grounding and lightning protection systems.**

In 5-7 years, augmentation of battery modules will occur, which require an approximately two-week outage. Preventive maintenance ensures >95% annual availability.

Training plans typically include:

- **Initial training for all O&M staff by Tesla at commissioning.**
- **Annual refresher courses in safety, NFPA 855 standards, and ISO-NE operational protocols.**
- **Joint training sessions with the Tyngsborough Fire Department to ensure coordinated emergency response.**

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

Initial capacity overbuild will support and minimize early-stage maintenance requirements. [REDACTED]

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

Tesla's typical service agreement covers performance guarantees, augmentation, software updates, and spare parts. Key terms include:

- **Capacity Retention:** Guaranteed >85% usable capacity in Year 15 without augmentation.
- **Overbuild & Augmentation:** A 5-year overbuild is incorporated in the initial system design, with periodic module replacement to maintain performance.
- **Availability:** >97% annual uptime.
- **Round Trip Efficiency:** RTE guarantee in place.
- **Prevailing wage coverage:** Built-in adders for meeting prevailing wage requirements.
- **Service Response:** Continuous remote monitoring and diagnostics; onsite response available, timing subject to contract terms.

This agreement ensures long-term operational reliability and compliance with ISO-NE capacity commitments.

12.4 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.

[REDACTED]

The Sponsor's plan is to secure a long-term O&M agreement aligned with ISO-NE operational requirements.

Key scopes to be covered in the O&M RFP include:

- **Preventative and Corrective Maintenance of the Megapack system and associated balance-of-plant.**

- **Performance Guarantees for availability, round-trip efficiency, and energy retention, each with defined liquidated damages.**
- **Monitoring and Remote Diagnostics, including 24/7 system monitoring, software updates, and reporting.**
- **Prevailing Wage and Apprenticeship Compliance, consistent with project labor requirements.**
- **Balance-of-Plant Site Services, including civil, electrical, and environmental maintenance.**

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

Bidders have decades of experience with O&M services on similar projects; see Attachment C.

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.

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

An organizational chart of the River Mill management team is provided under Attachment B. The team is comprised of senior experienced professionals in engineering, finance, permitting, and operations.

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

Through the SR1 Rhyndland Holdco partnership, the team has independently and jointly delivered multiple utility-scale renewable and storage projects, further strengthening its qualifications. A partial list of project participants developing, financing, owning, and operating is below:

- **ISO-NE and NYISO BESS Facilities:** Multiple storage projects ranging from 75 MW to 500 MW, developed with Rhyndland and Segue, all in mid-stage development and progressing on schedule and within budget.
- **Long Island BESS Portfolio:** A fully permitted, ready-to-build portfolio of 180 MW with secured interconnection—among the first and most advanced large-scale storage facilities in New York, originated and advanced by Rhyndland.
- **Utility-Scale Standalone Storage Projects** developed and financed by Segue ranging from 100 MW to 400 MW with CODs between 2025 and 2027. These include a 100 MW facility currently operating, a 180 MW project at mechanical completion, and larger 250–400 MW projects in advanced development. Collectively, these assets are direct analogues to River Mill in both technology and scale.
- **Transmission & Grid Infrastructure:** Team members' track record also includes leadership on over 10 GW of thermal and renewable generation, major transmission, and reliability projects such as the Greater Springfield Reliability Project, Pittsfield-Greenfield Area Solution Projects, NERC Alert, West Springfield GIS Project, CT Expansion, as well as offshore wind for Attentive Energy 1 & 2 and Kitty Hawk.

This breadth of experience—spanning solar, storage, thermal generation, and transmission infrastructure—demonstrates not only River Mill's ability to execute at scale but also the continuity of management and proven capability of the SR1 Rhyndland Holdco partnership

to deliver bankable, technically sound projects on time and within budget. Further project examples can be found in Attachment C.

13.3 Provide a management chart that lists the key personnel dedicated to this project and provide resumes of the key personnel. Key personnel of the bidder's development team having substantial project management responsibilities must have:

- i. Successfully developed and/or operated one or more projects of similar size or complexity or requiring similar skill sets; and
- ii. Experience in financing power generation projects (or have the financial means to finance the project on the bidder's balance sheet).

The team has collectively developed and financed over 20 GW of energy capacity across the country with a primary focus on ISO-NE and NYISO, including multiple large scale BESS projects exceeding 100 MW. See Attachment B and C.

13.4 Provide a listing of all projects the project sponsor has successfully developed or that are currently under construction. Provide the following information as part of the response:

- i. Name of the project
- ii. Location of the project
- iii. Project type, size and technology
- iv. Commercial operation date
- v. Availability factor of the project for the past three years
- vi. Safety record
- vii. References, including the names and current addresses and telephone numbers of individuals to contact for each reference.

See Attachment C. References can be provided upon request for specific projects due to the high volume.

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

- i. Construction Period Lender

To be determined.

- ii. Operating Period Lender and/or Tax Equity Provider

To be determined.

iii. Financial Advisor

Segue Sustainable Infrastructure LLC

iv. Environmental Consultant

[REDACTED]

v. Facility Operator and Manager

To be determined.

vi. Owner's Engineer

[REDACTED]

vii. Transmission/Delivery Consultant

[REDACTED]

viii. Legal Counsel

[REDACTED]

13.6 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.

Segue Sustainable Infrastructure team members David Riester, Lambros Theofanidis, Neerav Jashnani, and Paul Hildebrand are clean energy capital markets and project finance experts. Collectively, they have served as the lead or support role on project financings of over \$8B and 5 GW of clean energy projects. David Riester is considered one of the most experienced and adept project finance professionals in renewable/storage industries.

Rhynland Energy brings the experience, expertise, and continuity necessary to successfully deliver River Mill on schedule and consistent with all procurement commitments. The company's partners have collectively built, acquired, owned, and operated more than 10 GW of gas-fired power plants and renewable energy assets, providing a foundation of technical and financial expertise that directly informs execution of utility-scale projects. Over the past six years, the team has focused exclusively on the Northeast U.S. market, navigating ISO-NE and NYISO regulatory frameworks, siting, and permitting regimes, and securing development milestones for a multi-gigawatt pipeline including nearly 200 MW of projects in New York moving into construction this year— projects that are both among the first of their kind and the most advanced in New York—positioning Rhynland

as a leading developer in the state's clean energy transition. See Attachment C for more detailed information.

13.7 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.

The bidder does not have any prior failures to achieve commercial operation dates under other contracts.

13.8 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.

An indicative list of the bidder's experience consists of: testimony before the Energy Facilities Siting Board, the Connecticut Siting Council, FERC, MassDEP, Army Corps of Engineers, United States Fish and Wildlife Service, the Keeper of the National Register of Historic Property, Bureau of Land Management, U.S. District Court for the District of Massachusetts, U.S. Court of Appeals for the First Circuit, and the Berkshire Superior Court. See Attachment C for more detailed information.

13.9 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.

Not applicable to bidder or affiliates of bidder.

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

14.1 Please provide an estimate of the number of jobs to be created directly during project development and construction, and during operations, and a general description of the types of jobs created, duration of employment, estimated annual compensation, the employer(s) for such jobs, and the location. Employment impacts should be broken out by state and the region as a whole and highlight any impacts in economically distressed areas, 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.

River Mill will create meaningful employment across Massachusetts and in the Tyngsborough region during development, construction, and operations. In the development phase (2024–2026), the project will support 10–20 professional jobs such as engineers, permitting specialists, consultants, and legal advisors, with compensation ranging from \$100,000 to over \$300,000 annually depending on seniority. The construction phase (2026–2028) will generate approximately 150 skilled jobs at peak over an 18 to 24-month period, including electricians, equipment operators, and laborers, with annual wages in the range of \$60,000 to \$100,000+, consistent with prevailing union standards. Once operational (2028–2053), River Mill will sustain 8–10 indirect positions in maintenance, monitoring, and administrative support, with compensation of \$50,000 to \$90,000 annually. The project will prioritize union and local labor, source materials and services from Massachusetts-based suppliers, and anchor long-term employment opportunities in Tyngsborough.

14.2 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.

The Project is in Block Group 1, Census Tract 3131.01, Middlesex County, Massachusetts. This block group in Tyngsborough is an EJ population with the criteria: Minority EJ characteristics of this block group:

- **Minority population: 31%**
- **Median household income: \$85,174, this is 101% of the MA MHHI**
- **Households with language isolation: 6%**

The municipality has a median household income of \$115,280 which is 137% of the MA MHHI. In 2020, this block group had a population of 2,527 in 932 households.

River Mill has developed a Community Engagement & Environmental Justice Plan that ensures inclusive participation and equitable benefits. Measures include:

- **Translation of Project materials into multiple languages for EJ populations.**

- **Hosting EJ focused outreach meetings at community centers and schools.**
- **Job training and apprenticeship programs targeted at EJ residents.**
- **Commitments to contractor diversity, including women and minority owned business participation in full compliance with federal nondiscrimination laws.**

By integrating EJ considerations into both planning and implementation, the Project ensures equitable distribution of benefits.

14.3 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.

River Mill is committed to ensuring workforce harmony and community benefits through Community Benefits Agreements and workforce agreements with appropriate. During the construction phase, the project will create approximately 150 jobs over 18–24 months, including civil, electrical, and safety personnel. Priority will be given to union labor wherever available, and the EPC contract will be structured to incorporate union labor agreements consistent with prevailing wage requirements and the Inflation Reduction Act’s labor provisions. This approach will ensure competitive wages, safe working conditions, and access to apprenticeship and training opportunities.

14.4 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.

Not applicable.

14.5 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).

[REDACTED]

On the labor side, River Mill will structure its EPC and subcontractor agreements to comply fully with prevailing wage and apprenticeship requirements as defined by the IRA. The project will prioritize union labor where available, ensuring that construction wages align with Department of Labor determinations and that apprenticeship ratios are met through partnerships with accredited programs. [REDACTED]

[REDACTED]

Together, these commitments provide confidence that River Mill will deliver a compliant project, maximizing federal incentives while ensuring workforce harmony and local economic benefit.

14.6 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.

River Mill will deliver direct and sustained economic value to Massachusetts and the Tyngsborough community. The largest quantifiable benefit will be property tax revenues to the Town of Tyngsborough, which are expected to exceed [REDACTED]

[REDACTED] These revenues will provide the town with stable funding for schools, emergency services, and infrastructure. During construction [REDACTED], the project will generate approximately 150 union and local construction jobs at peak, lasting 18–24 months. This workforce will drive secondary economic activity for hotels, restaurants, and service providers in the Merrimack Valley. Once operational, the facility will indirectly support 8–10 well-paid jobs for technicians, safety staff, and administrative personnel, further anchoring long-term employment in the region. Additional economic activity will come through the project’s procurement of local goods and services, including lodging, food, fuel, construction materials, and transportation. River Mill will prioritize Massachusetts-based suppliers and explore partnerships with regional vocational schools to strengthen local workforce pipelines.

As a clean energy facility, River Mill also provides structural economic benefits to communities historically reliant on fossil-fuel generation by reducing the need for peaking units in the region. By siting in Tyngsborough, within proximity to Environmental Justice populations in the Merrimack Valley, the project will deliver local property tax, workforce, and supplier benefits in a community transitioning to a more sustainable economy. At the end of the project life, River Mill anticipates either repowering or decommissioning, both of which will generate additional construction jobs and local contracting opportunities. These commitments provide durable, measurable, and long-term economic benefits well beyond the project’s construction phase.

14.7 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.

River Mill will deliver benefits to all Massachusetts ratepayers, including low-income households, by reducing peak energy costs and improving system reliability. By charging during off-peak, low-cost hours and discharging during peak demand periods, River Mill will help reduce reliance on oil- and gas-fired peaking units, which are typically the most expensive resources on the system. This translates into lower wholesale energy and capacity market prices that directly reduce electricity bills, a benefit that disproportionately helps low-income customers who are most burdened by high energy costs.

In addition, River Mill will generate Clean Peak Energy Certificates (CPECs) under the Massachusetts Clean Peak Standard, providing a cost-effective pathway for utilities to meet their renewable obligations. By increasing the supply of clean peak resources, the project helps mitigate compliance costs that would otherwise be passed on to ratepayers. Overall, River Mill will minimize ratepayer impacts by offering a competitively priced resource under the 83E procurement, ensuring that the project delivers incremental clean energy benefits without requiring costly transmission upgrades. The project's ability to provide dispatchable clean energy during high-cost hours directly reduces the energy burden on low-income households while aligning with the Commonwealth's equity and climate objectives.

14.8 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.

Tyngsborough is not a transitioning fossil fuel community.

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

Consistent with Section 2.2.2.13 of the 83E RFP, River Mill has developed a Diversity, Equity, and Inclusion (DEI) Plan that includes both a Workforce Diversity Plan and a Supplier Diversity Program Plan. These commitments reflect our core values and recognition of the Commonwealth's priorities in promoting broad-based economic participation and equitable outcomes, while remaining fully compliant with all applicable federal and state requirements.

Workforce Diversity Plan:

River Mill is committed to fostering a diverse and inclusive workforce throughout the development, construction, and operation of the facility. Our approach is guided by the principle of expanding opportunities for historically underrepresented groups, including women, people of color, veterans, and individuals from economically disadvantaged backgrounds.

Key strategies include:

- **Inclusive Hiring:** River Mill will endeavor to promote participation by women, minority, veteran, and local workers, with a focus on Central Massachusetts and adjacent communities to the extent practicable.
- **Training and Pathways:** We intend to collaborate with union apprenticeship programs, technical schools, and community colleges to provide entry-level pathways. Internship and mentorship opportunities may also be offered to women and minority engineering students.
- **Veteran Engagement:** River Mill will actively encourage veteran participation by leveraging existing state and federal employment resources.
- **Compliance and Reporting:** Workforce participation will be monitored and reported in accordance with federal and state requirements, and subcontractors will be required to support the project's DEI objectives.

Supplier Diversity Program Plan:

River Mill is equally committed to ensuring that procurement opportunities are accessible to diverse suppliers, including minority-owned, women-owned, veteran-owned, LGBT-owned, and disability-owned businesses, as well as Massachusetts-based small businesses.

Key strategies include:

- **Inclusive Procurement:** River Mill will seek to maximize opportunities for diverse suppliers and give preference to those certified by the Massachusetts Supplier Diversity Office (SDO) or equivalent national organizations.
- **Outreach and Engagement:** We plan to work with local Chambers of Commerce, trade associations, and state partners such as MassDevelopment, MassCEC, and NECEC to publicize contracting opportunities and encourage participation.
- **Tracking and Accountability:** Supplier participation will be monitored in accordance with federal reporting requirements, with additional tracking and reporting provided to the Commonwealth as appropriate. EPC contractors and Tier-1 vendors will be expected to demonstrate alignment with these objectives.

River Mill's DEI approach reflects a strong commitment to building a workforce and supply chain that are inclusive, equitable, and aligned with the Commonwealth's clean energy and economic development goals. At the same time, our plan ensures full compliance with all applicable federal requirements and provides flexibility to adapt strategies as the project advances.

14.10 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.

Monitoring and Reporting:

River Mill will prepare annual reports detailing workforce composition, supplier diversity participation, and progress against stated goals. Reports will be made available to the Evaluation Team and the DOER upon request.

Continuous Improvement:

River Mill recognizes that diversity and inclusion are not static goals but part of a continuous process. Accordingly, the project will:

- **Periodically review and adjust goals to reflect evolving industry benchmarks.**
- **Participate in statewide clean energy workforce roundtables to share lessons learned.**
- **Establish a feedback mechanism for employees, suppliers, and community partners to strengthen DEI outcomes.**

14.11 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.

No changes are currently proposed.

14.12 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.

River Mill is committed to promoting short and long-term employment and economic development in the Commonwealth, track and report on the status of environmental justice impacts as applicable, and engagement and employment opportunities based on the template provided in the Form MOU and other supplemental plans for tracking and reporting. River Mill will submit written annual progress reports beginning not later than the date that is one year after the Effective Date of the MOU agreement (the “Reporting Date”) and, thereafter, not later than August 31st of each year during the term of the LTCs with data through June 30 of each reporting year. Each report shall summarize River Mill’s progress in achieving direct economic investment commitments and/or economic development commitments.

14.13 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.

The River Mill development team brings decades of collective experience in stakeholder engagement across a wide range of energy infrastructure projects. Our development team has consistently demonstrated the ability to build and maintain productive relationships with environmental organizations, commercial and residential communities, federally recognized and state-acknowledged tribes, and EJ constituencies.

Our approach is rooted in early outreach, transparent communication, and collaborative mitigation planning. The team has avoided, minimized, and mitigated environmental, tribal, EJ, and onshore impacts on projects of similar scale and complexity to River Mill.

Notably, one team member served as the national tribal liaison and National Historic Preservation Act subject matter expert for Kinder Morgan's Major Projects Division. He led tribal coordination for the Connecticut Expansion Project in Sandisfield, MA, which involved extensive consultation with tribal representatives, development of avoidance plans, and engagement around properties eligible for the National Register of Historic Places. His leadership ensured respectful and effective collaboration with tribal governments and cultural resource stakeholders.

Beyond tribal engagement, the River Mill team has a proven track record of working with regional stakeholders to navigate permitting, land use, and environmental review processes. Our consultants and lawyers maintain active relationships with state and federal agencies, local planning boards, conservation commissions, and EJ communities. These relationships have enabled us to implement tailored mitigation strategies, secure timely approvals, and avoid adverse impacts on sensitive resources.

The Rhyndland team has led the development of some of the first and the largest portfolio of battery energy storage projects on Long Island, NY, widely recognized as one of the most challenging regions in the United States for permitting. This was made possible by successfully working with various environmental stakeholders and local and state regulatory oversight agencies to ensure projects were designed and operated in full compliance with environmental standards, minimized impacts, and incorporated appropriate mitigation measures where necessary.

Our stakeholder engagement strategy for River Mill builds on this foundation, with a commitment to inclusive dialogue, iterative feedback, and culturally informed planning. We recognize that successful project development depends not only on technical execution, but on trust, transparency, and shared outcomes with the communities we serve.

14.14 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 project has taken proactive steps to design the facility to avoid regulated impacts. Currently, the project has minimal impacts associated with tree clearing and civil site work. Work in regulated areas such as wetlands (and associated buffers) and rare species habitat has been completely avoided.

14.15 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.

The project will not affect EJ populations or the host community. As an “unmanned” facility, it will have no long-term impact on housing, schools, medical services, government resources, or traffic.

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.

No changes are currently proposed; we have highlighted areas for discussion. Please see Attachment O.