

**REQUEST FOR PROPOSALS FOR
LONG-TERM CONTRACTS FOR
ENERGY STORAGE PROJECTS
ROUND 2-Revised**

Issuance Date: July 31, 2026

Revised: September 4, 2026

Distribution Companies:

Fitchburg Gas & Electric Light Company d/b/a Unitil
Massachusetts Electric Company and Nantucket Electric
Company, each d/b/a National Grid
NSTAR Electric Company d/b/a Eversource Energy

Massachusetts Department of Energy Resources

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Definitions

“Affiliated Company” means an affiliated company as defined in Section 85 of Chapter 164 of the Massachusetts General Laws.¹

“Clean Peak Energy Certificate” (CPEC). A credit received for each megawatt hour of energy or energy reserves at NEPOOL GIS that is adjusted by applicable Clean Peak Energy Certificate Multipliers and provided during a Seasonal Peak Period that represents a compliance mechanism as defined in the Clean Peak Standard.

“Clean Peak Resource.” A Qualified RPS Resource, a Qualified Energy Storage System or a Demand Response Resource that generates, dispatches or discharges electricity to the electric distribution system during Seasonal Peak Periods, or alternatively, reduces load on said system during said periods.

“Clean Peak Standard” has the meaning as outlined in 225 CMR 21.00

“Control Area” means a geographic region in which a common generation control system is used to maintain scheduled interchange of Energy within and outside the region.

“Coordination Announcement” shall mean a public announcement following RFP issuance but prior to the proposal submission deadline indicating if there are other New England state procurements with which DOER plans to coordinate regarding this solicitation.

“Deliver” or “Delivery” shall mean with respect to (i) Energy generated or discharged from the facility, to supply Energy into Buyer’s ISO-NE account at the Delivery Point in accordance with the terms of the Long-Term Contract and the ISO-NE Rules, and (ii) RECs, to supply RECs in accordance with the terms of the Long-Term Contracts and the ISO-NE Rules.

“Department of Energy Resources” or “DOER” means the Massachusetts Department of Energy Resources established by Section 1 of Chapter 25A of the Massachusetts General Laws.²

“Distribution Company” means a distribution company as defined in Section 1 of Chapter 164 of the Massachusetts General Laws.³

“Distribution Project” means a proposed Energy Storage System that has one and only one point of interconnection into a distribution system operated below 69 kV by one of the respective Distribution Companies in Massachusetts, and which must not serve any associated on-site load other than parasitic load or station load utilized to operate the Energy Storage System.

“Distribution Project Interconnection Agreement” means an agreement for interconnection service, between the interconnecting customer and the relevant Distribution Company. The

¹ <https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXXII/Chapter164/Section85>.

² <https://malegislature.gov/Laws/GeneralLaws/PartI/TitleII/Chapter25A/Section1>.

³ <https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXXII/Chapter164/Section1>.

agreement also includes terms and conditions, attachments describing the facility, system modifications, payment terms and construction schedule (if applicable) and any amendments or supplements thereto entered into by the interconnecting customer and the relevant Distribution Company.⁴

“DPU” means the Massachusetts Department of Public Utilities.

“Duration” means the number of hours the facility is capable of dispatching energy at its Full Rated Capacity.

“Energy” means electric “energy,” as such term is defined in the ISO-NE Tariff, generated by the Generation Unit or discharged by an Energy Storage System as measured in MWh in Eastern Prevailing Time as metered at the delivery point, which quantity will never be less than zero.

“Energy Services” means the operation of infrastructure that increases the deliverability or reliability of clean energy generation or reduces the cost of clean energy generation. Such infrastructure shall include, but not be limited to, transmission, energy storage systems, as defined in section 1 of chapter 164 of the General Laws, and demand response technologies.

“Energy Storage System” means a commercially available technology that is capable of absorbing energy, storing it for a period of time and thereafter dispatching the energy and which may be owned by an electric distribution company; provided, however, that an energy storage system shall: (i) reduce the emission of greenhouse gases; (ii) reduce demand for peak electrical generation; (iii) defer or substitute for an investment in generation, transmission or distribution assets; or (iv) improve the reliable operation of the electrical transmission or distribution grid; and provided further, that an energy storage system shall: (1) use mechanical, chemical or thermal processes to store energy that was generated for use at a later time; (2) store thermal energy for direct heating or cooling use at a later time in a manner that avoids the need to use electricity at that later time; (3) use mechanical, chemical or thermal processes to store energy generated from renewable resources for use at a later time; or (4) use mechanical, chemical or thermal processes to capture or harness waste electricity and to store the waste electricity generated from mechanical processes for delivery at a later time.⁵

“Environmental Attributes” means all present and future attributes under any and all international, federal, regional, state or other law or market, including without limitation all credits or certificates that are associated, either now or by future action, with the Energy Storage System, including but not limited to those provided for in 310 C.M.R. 7.75 and G.L. c. 25A, § 17.

“Environmental Justice Populations” shall have the definition established in the Massachusetts Executive Office of Energy and Environmental Affairs’ Environmental Justice

⁴ e.g. MPDU No. 1620 (National Grid), MDPU No. 55 (Eversource), and MDPU No. 48 (Unitil)

⁵ <https://malegislature.gov/Laws/GeneralLaws/PartI/TitleXXII/Chapter164/Section1>

Policy.⁶

“EOED” means the Executive Office of Economic Development.

“Evaluation Team” means the Department of Energy Resources, the Distribution Companies and the Executive Office of Economic Development (EOED) in consultation with the Independent Evaluator.

“Evaluation Team Consultant” means an entity or entities that will contract with one or more of the Distribution Companies to assist the Evaluation Team in the evaluation process.

“FERC” means the United States Federal Energy Regulatory Commission and includes its successors.

“Full Rated Capacity” means the actual Nameplate Capacity of the Facility, as built, and as certified by an Independent Engineer.

“Generation Facility” means a plant or equipment used to produce, manufacture or otherwise generate electricity and which is not a transmission facility or an energy storage system procured by a distribution company for support in delivering energy services to end users.

“GIS” means the New England Power Pool (“NEPOOL”) Generation Information System or any successor thereto, which includes a generation information database and certificate system, operated by NEPOOL, its designee or successor entity, that accounts for generation attributes of electricity generated or consumed within New England.

“GIS Certificate” means an electronic certificate created pursuant to the GIS Operating Rules or any successor thereto to represent certain Environmental Attributes of each MWh of energy generated or stored within the ISO-NE control area and the generation attributes of certain energy imported into the ISO-NE control area. For the avoidance of doubt, GIS Certificate(s) shall include without limitation all Clean Peak Energy Certificates associated with the Energy from the Energy Storage System or otherwise produced or stored by the Energy Storage System.

“Independent Evaluator” has the meaning provided in Section 1.5.

“Interconnection Agreement” means an agreement pursuant to the relevant section(s) of the ISO-NE Tariff among the facility owner, the interconnecting utility and ISO-NE, as applicable, regarding the interconnection of an Energy Storage System to the transmission system, as the same may be amended from time to time.

“ISO” or **“ISO-NE”** means ISO New England Inc., the independent system operator established in accordance with the RTO arrangements for New England, or its successor.

“Long-Term Contract” means a contract for a period of up to 30 years for Energy Storage

⁶ Available at: <https://www.mass.gov/service-details/environmental-justice-policy>

Systems.

“Mid-duration Energy Storage System” means an energy storage system, as defined in section 1 of chapter 164 of the General Laws, that is capable of dispatching energy at its Full Rated Capacity for a period equal to or greater than 4 hours and up to 10 hours.⁷

“Network Upgrades” means all modifications and additions to the existing onshore ISO-NE Pool Transmission Facilities (“PTF”) necessary to interconnect an Energy Storage System project that (i) satisfies all relevant requirements of the ISO-NE Network Capability Interconnection Standard (“NCIS”), (ii) satisfies all relevant requirements that are equivalent to the Capacity Capability Interconnection Standard (“CCIS”), and (iii) ensures the full delivery of the project’s proposed Energy Storage System operational profile.

“New England Control Area” means New England Control Area as set forth in the ISO-NE Tariff.

“Other Authorities” means United States federal agencies, state and local agencies and authorities, one or more regional transmission organizations, balancing authorities, or utilities in other Control Areas in which an Energy Storage System is located or through which its Energy may pass.

“Prospective Bidder” means a party eligible to bid into the Section 83E solicitation.

“Qualified Energy Storage System” means an energy storage system, as defined in M.G.L. c. 164, § 1, that commenced commercial operation or provided incremental new capacity at an existing energy storage system on or after January 1, 2019 that has received a Statement of Qualification from the Department; provided, however, that such system operates primarily to store and discharge renewable energy.

“Rate Schedule” means Rate Schedule as set forth in in 18 CFR §35.2(b).

“Renewable Energy Certificates” or “RECs” means all of the GIS Certificates and any and all other Environmental Attributes associated with Energy or otherwise produced by the Energy Storage System including, but not limited to, those which satisfy the RPS for a RPS Class I Renewable Generation Unit and the Clean Peak Standard, and shall represent title to and claim over all Environmental Attributes associated with the specified MWh of generation from the Energy Storage System

“RPS Class I Renewable Generation Unit” means a generation unit termed a New Renewable Generation Unit in a Statement of Qualification issued by the DOER pursuant to 225 CMR 14.00 or such successor regulation.

“Selection Team” means the Department of Energy Resources (DOER), in consultation with the Independent Evaluator.

⁷ <https://malegislature.gov/Laws/SessionLaws/Acts/2024/Chapter239>.

“Service Agreement” has the meaning provided in 18 CFR §35.2(c)(2).

“Statement of Qualification” means a document issued by the Department that qualifies a Clean Peak Resource under 225 CMR 21.00.

“Tariff” has the meaning provided in 18 CFR §35.2(c)(1).

“Transmission Project” means a proposed Energy Storage System that interconnects into the Pool Transmission Facilities (PTF) administered by ISO-NE at or above 69 kV.

1. Introduction and Overview

1.1. Purpose of the Request for Proposal

Fitchburg Gas & Electric Light Company d/b/a Unitil (“Unitil”); Massachusetts Electric Company and Nantucket Electric Company, each d/b/a National Grid (“National Grid”); and NSTAR Electric Company d/b/a Eversource Energy (“Eversource”), as investor-owned electric distribution companies (collectively, “Distribution Companies” and each as “Distribution Company”) serving ratepayers in the Commonwealth of Massachusetts (“Commonwealth”), in coordination with the Massachusetts Department of Energy Resources (“DOER”), are collectively seeking reasonable proposals to enter into cost-effective Long-Term Contracts for Energy Storage Systems and associated Environmental Attributes,⁸ which must incorporate associated transmission costs, pursuant to Section 83E of Chapter 169 of the Acts of 2008 (“Section 83E”), as amended by chapter 188 of the acts of 2016, and as further amended by section 98 of chapter 239 of the Acts of 2024. In this Request for Proposals (“RFP”), the Distribution Companies are seeking to procure approximately 1,000 MW of Mid-Duration Energy Storage Systems. The Selection Team may select any cost-effective project or portfolio of projects that meet the criteria outlined in the RFP; however, the Selection Team is not obligated to select any specific amount.

This is the second solicitation pursuant to Section 83E and it is part of a staggered procurement schedule developed by DOER, in coordination with the Distribution Companies, in accordance with the authority granted to DOER under Section 98 of Chapter 239 of the Acts of 2024 to require the Distribution Companies to jointly and competitively conduct solicitations and procurements for beneficial, reliable Energy Storage Systems to ensure that the Distribution Companies jointly solicit and enter into cost-effective contracts for Energy Services and/or Environmental Attributes from Energy Storage Systems equal to approximately 5,000 MW of aggregate nameplate capacity not later than July 31, 2030.⁹ Each procurement shall consider inclusion of Environmental Attributes, Energy Services or a combination of both.¹⁰ Each individual selected project that is explicitly contracted for CPECs or other Environmental Attributes cannot also have a contract for Energy Services. However, a contract for Energy Services will require the seller to provide the buyer with any produced Environmental Attributes. The procurement schedule, consistent with Section 83E will ensure: (i) approximately 1,500 megawatts of Mid-Duration Energy Storage shall be procured by July 31, 2025, and shall be for Environmental Attributes only; (ii) approximately 1,000 megawatts of Mid-Duration Energy Storage shall be procured by July 31, 2026; (iii) approximately 1,000 megawatts of Mid-Duration Energy Storage shall be procured by July 31, 2027; and (iv) all remaining energy storage systems capacity shall be procured by July 31, 2030.

This second solicitation includes a 250-300 MW procurement target for Distribution Projects. The target for Distribution Projects does not obligate the Evaluation Team to select that amount, or any particular amount of Distribution Projects. Rather, the target for Distribution Projects allows the RFP Drafting Parties to consider up to 250-300 MW of Distribution Projects in this

⁸ <https://malegislature.gov/Laws/SessionLaws/Acts/2024/Chapter239>

⁹ <https://malegislature.gov/Laws/SessionLaws/Acts/2024/Chapter239>

¹⁰ <https://malegislature.gov/Laws/SessionLaws/Acts/2024/Chapter239>

solicitation. The target amount is based on prior stakeholder feedback and the RFP Drafting Parties' understanding of Distribution Projects under development. Selection of any Distribution Project or Transmission Project will be based on the three-stage evaluation protocol described in this RFP; however, the evaluation protocol is structured to consider the unique costs and benefits of both Distribution and Transmission Projects.

The terms of any Long-Term Contracts resulting from this solicitation will be finalized between the Distribution Companies and successful bidders based on the proposals submitted and selected in accordance with the process set forth in this RFP.¹¹ This RFP includes form Environmental Attribute Purchase Agreements for energy storage ("Form LTCs"), one for National Grid and another for Eversource and Unitil. Specifically for Distribution Projects, however, the Distribution Companies will provide selected projects with a standard, non-negotiable contract.

Section 83E requires the Distribution Companies, in coordination with DOER, to solicit proposals from developers of Energy Storage Systems in a fair and non-discriminatory fashion, and, provided that reasonable proposals have been received, enter into cost-effective Long-Term Contracts for Energy Storage Systems. The standards and criteria set forth in this RFP are designed so proposals selected for contract negotiations will serve the interests of Section 83E by furthering those projects that have a strong likelihood of being financed and constructed and that will provide a reliable and cost-effective source of beneficial, reliable Energy Storage Systems to the Commonwealth.

Proposals received will be subject to review by DOER and the EOED in consultation with an Independent Evaluator, and the Distribution Companies shall offer technical advice. This RFP outlines the process that DOER and the Distribution Companies plan to follow to satisfy their respective obligations under Section 83E, sets forth the timetable proposed by the DOER, in coordination with the Distribution Companies, regarding the solicitation process, provides information and instructions to prospective bidders, and describes the bid evaluation process that will be followed once bids are received.

1.1.1. Coordination of Solicitation with Other States

The Commonwealth of Massachusetts in consultation with the Distribution Companies may consider the participation of and coordination with other states on this solicitation as a means to achieve the Commonwealth's Energy Storage goals if such participation and coordination has a positive or neutral impact on Massachusetts ratepayers and would provide other benefits, including but not limited to, increasing project viability and benefits to the Commonwealth.

1.2. The Framework Established Pursuant to Section 83E

The Section 83E solicitations and the enabling statutes recognize the necessity of the Commonwealth achieving the goals established pursuant to the Global Warming Solutions Act ("GWSA"). The GWSA requires the Commonwealth to establish goals and meet targets for the

¹¹ The actual amount of Clean Peak Energy Credits to be procured by each of the Distribution Companies is determined based upon each Distribution Company's Massachusetts distribution load-share derived from the most recent full years data, which is from 2023: National Grid: 45.75%; Eversource: 53.26%; Unitil: 0.99%

reduction of greenhouse gas emissions by 2020, 2030, 2040, and 2050. The goals established by the Commonwealth specifically require achieving Net Zero greenhouse gas emissions in 2050 and intermediate reductions.

Under Section 83E, a Distribution Company, after consultation with DOER, may decline to pursue a contract if its terms and conditions would require the Long-Term Contract obligation to place an unreasonable burden on the company's balance sheet; provided, however, that the Distribution Company shall take all reasonable actions to structure the contracts, pricing or administration of the products purchased under this section to prevent or mitigate an impact on the balance sheet or income statement of the Distribution Company or its parent company, subject to the approval of the DPU; and provided further, that mitigation shall not increase costs to ratepayers.¹² All proposed Long-Term Contracts are subject to the review and approval of the DPU prior to becoming effective.

As part of its review and approval process for any proposed Long-Term Contracts, Section 83E provides that the DPU must take into consideration recommendations from the Office of the Attorney General ("AGO"), which must be submitted to the DPU not later than forty-five (45) days following the filing of such contracts with the DPU. Section 83E further provides that the DPU shall consider the costs and benefits of proposed long-term contracts and shall approve a proposed contract only upon a finding that it is in the public interest and is a cost-effective mechanism for procuring beneficial, reliable Energy Storage Systems on a long-term basis, taking into account the factors outlined in Section 83E, as further described below.¹³

Finally, if the DOER, in consultation with the Independent Evaluator as described in Section 1.5 below, determines that reasonable proposals were not received pursuant to this solicitation, DOER may terminate this solicitation. In addition, if a Distribution Company deems all proposals to be unreasonable, after consultation with the DOER, it shall submit a filing to the DPU supporting its decision to decline all proposals. This decision is subject to DPU approval.

1.3. Solicitation by Distribution Companies in Coordination with the Department of Energy Resources

The Distribution Companies and DOER will conduct this solicitation. Proposals received will be subject to review by the Evaluation Team. As a result of this process, the Distribution Companies now issue this RFP, including associated bid forms, Form LTCs, and certain other documents. The purpose of this approach is to inform prospective bidders of bid submittal and evaluation requirements in order to facilitate the bidding process. Responses to this RFP must be returned to the Evaluation Team for joint evaluation consistent with the terms of this RFP. Bidders shall submit proposals contemporaneously to the entire Evaluation Team. Proposals must be submitted in accordance with Section 1.7 of this RFP.

The Selection Team shall issue a final, binding determination of the winning bid(s); provided, however, that any final contract(s) executed shall be subject to review by the DPU. Following completion of Stage Three (as described below) of the evaluation and prior to the Selection Team

¹² <https://malegislature.gov/Laws/SessionLaws/Acts/2024/Chapter239>

¹³ <https://malegislature.gov/Laws/SessionLaws/Acts/2024/Chapter239>.

making a selection decision, the Distribution Companies shall indicate their preferences for project selection(s), including their reasoning, to the Selection Team in the form of a letter of recommendation. The Distribution Companies expect to coordinate their negotiation of the contracts and to jointly file the executed Long-Term Contracts with the DPU for approval prior to the Long-Term Contracts becoming effective. The Form LTCs may vary somewhat to accommodate the contracting requirements that are specific to each Distribution Company.

1.4. Overview of the Procurement Process

The Evaluation Team, with the assistance of the Evaluation Team Consultant, will receive the proposals, including confidential materials, and conduct an evaluation of the proposals.

Eversource, National Grid, and Unitil have executed the Standard of Conduct documents attached as Appendix F-1, F-2, and F-3 to this RFP. Under these Standards of Conduct, discussion of this RFP and any bid proposed therein between personnel participating on the Distribution Company's Evaluation Team and personnel involved in the preparation of proposals in response to this RFP on behalf of a Distribution Company affiliate shall be prohibited, other than as part of discussions that are conducted as part of the RFP process (e.g., bidder conferences or formal bidder Q&A), in accordance with the Standard of Conduct.

The Evaluation Team will consider the evaluation results and project rankings to determine projects to be considered for selection.

The Distribution Companies will be responsible for negotiation and execution of any final Long-Term Contracts. For Distribution Projects, the Distribution Companies will provide selected projects with a standard, non-negotiable contract. DOER will have the opportunity to monitor contract negotiations between the Distribution Companies and selected bidders.

The procurement process has three stages of evaluation, as described in further detail in Section 2 of this RFP. In Stage One, proposals will be reviewed to ensure that they meet eligibility and threshold requirements. In Stage Two, proposals will be evaluated based on specified quantitative and qualitative criteria. In Stage Three, the Evaluation Team will conduct further evaluation of remaining proposals based on the Stage Two quantitative and qualitative evaluation criteria and, at their discretion, additional factors, to ensure selection of viable projects that provide cost-effective, reliable Energy Storage Systems charging and discharging with limited risk.

1.5. Independent Evaluator

DOER and the AGO, as required by Section 83E, have jointly selected, and DOER has contracted with an Independent Evaluator to consult with DOER to select the winning bidder(s), monitor and report on the solicitation and bid selection process. The Independent Evaluator will assist DOER in determining whether a proposal is reasonable and assist the DPU in its consideration of the Long-Term Contracts filed for approval.

In an effort to ensure an open, fair, and transparent solicitation and bid selection process that is not unduly influenced by an Affiliated Company, Section 83E requires the Independent Evaluator:

1. To issue a report to the DPU that analyzes the timetable and method of solicitation and the solicitation process implemented by the Distribution Companies and DOER; and
2. Upon the opening of an investigation by the DPU into a proposed Long-Term Contract, to file a report with the DPU that summarizes and analyzes the solicitation and bid selection process and provides an independent assessment of whether all proposals were evaluated in a fair and non-discriminatory manner.

To perform this role, the Independent Evaluator will have access to all information and data related to the solicitation and bid selection process, including any confidential information provided by bidders. The DPU has the discretion to consider the Independent Evaluator's findings and may adopt its recommendations as a condition for approval. However, if the Independent Evaluator concludes that the solicitation and bid selection of a contract was not fair and objective, and the process was substantially prejudiced as a result, the DPU shall reject the contract per Section 83E.¹⁴

1.6. Communications Between the Evaluation Team and Bidders and Filing Protocol

Except for the Prospective Bidders' Conference (see Section 3.2 below), all pre-bid contact with prospective bidders and other interested parties will be via the Distribution Companies' website at **MACleanEnergy.com**, and email address MARFP83E@gmail.com. All questions must be submitted by email, and responses will be coordinated by the Evaluation Team and posted on the Distribution Companies' website.

Proposals will be submitted directly to the Evaluation Team at the electronic addresses set forth in Appendix G to this RFP. Each proposal must be submitted to the entire Evaluation Team. Following the submission of proposals, communications regarding specific proposals will be between the Evaluation Team and the bidder. Following bid submission, each bidder is responsible to keep the Evaluation Team informed on a timely basis about the status of their proposed projects throughout the evaluation process, and as applicable, the contract negotiation process, and the related DPU or other proceedings, (including, but not limited to, status updates in obtaining permits, financing, site control and interconnection), but these communications shall not include revisions to the bidder's proposals, unless directed by the Evaluation Team. Any bidder communications must be provided to the entire Evaluation Team by submission to the email address referenced above. For further information on updating proposals, please refer to Section 3.5.

1.7. Proposal Submission Deadline/ Proposal Effectiveness

The timeline for the bidding process following the issuance of this RFP until the Confidential Proposal Submission Deadline, as well as the schedule for other steps in the process, including anticipated approval by the DPU, is set forth below in Section 3.1 of this RFP.

¹⁴ DOER, at its discretion, may request the Independent Evaluator to monitor contract negotiations between the Distribution Companies and a winning bidder

1.7.1. Confidential Proposal Submission Deadline

October 8, 2026 at 12:00 (noon) EDT. Bidders shall submit their Public Proposal with the Confidential Proposal. Materials cannot be changed or submitted after the bid deadline. Any changes must be communicated as bid updates. If a bidder does not elect to redact any confidential information pursuant to Section 1.7.4, then the Confidential Proposal shall be considered the public version of the proposal.

1.7.2. Proposal Validity

Proposals shall be valid, without modification except as allowed in this RFP, until October 31, 2027, unless otherwise extended by mutual agreement between the bidder(s) and the Distribution Companies.

1.7.3. Submission Requirements

Bidders must submit separate electronic submission of the public version of each proposal and shall also submit separate electronic submission drives of the un-redacted confidential version to the contacts in Appendix G to this RFP. The public version of the proposal may be redacted to remove only the information vital to the bidder's business that qualifies for confidential treatment pursuant to the Commonwealth's requirements described in Appendix E to this RFP. Bidders are strongly encouraged to minimize redactions to the extent possible and only redact commercially sensitive and proprietary business information. Each proposal shall contain the full name and business address of the bidder and the bidder's contact person and shall be signed by an authorized officer or duly authorized representative of the bidder. Bidders must sign the original proposal and include copies of the signature page with the proposal. The full name and business address of the bidder must be included in the public version of the proposal(s).

For Distribution Projects, bidders may submit multiple proposals as part of a bid package that could include common aspects for each bid (e.g. bidder experience). Even though there may be common bid aspects, each project proposal shall be considered separately. As described in Section 2.2 below, other aspects of the bid will be also common with transmission projects so bidders should pay close attention to address both the common requirements and those applicable to distribution projects only. Instructions in Appendix A summarize the common and unique sections of the RFP for Distribution Projects.

1.7.3.1. Public Versions of Proposals

Each proposal must be submitted publicly, with only confidential material vital to the bidder's business redacted at the bidder's option, to the Evaluation Team. This public version will be posted on the public website **MACleanEnergy.com** shortly after the Proposal Submission Deadline. The electronic submission should prominently include the words "Public Version" to alert the Evaluation Team that the version will be publicly posted. The Public Proposals must be complete in all respects other than the redaction of confidential information. Complete proposals must include a properly completed Certification, Project and Pricing Data ("CPPD") Form, although at the bidder's option the CPPD submitted as part of the public version may be a PDF instead of a working Excel file, so long as the bidder submits the unredacted CPPD form as a

working Excel file with the confidential version of the proposal.

The Evaluation Team will not redact the public versions of proposals. Anything submitted in the public version will be made **AVAILABLE TO THE PUBLIC**.

1.7.3.2. Confidential Versions of Proposals

If a bidder elects to redact any confidential information in the public version of its proposal(s), it must also submit an unredacted, complete version of the proposal(s). The confidential version of the proposal must include the CPPD forms as a working Excel file, with all required information included. If there is conflicting information between the information in the CPPD and information in other forms, then the information in the CPPD will be used in the evaluation. Information elsewhere in the bid cannot be used by the bidder to modify or qualify any information in the CPPD. The confidential version of the proposal will be treated as confidential and sensitive information by the Evaluation Team, subject to the treatment of confidential information discussed in Section 1.7.4 of this RFP.

1.7.4. Confidential Information

Bidders must clearly identify all confidential or proprietary information in their submissions, including but not limited to pricing. Only legitimate non-public proprietary or sensitive information may be considered confidential, and bidders should not designate any portions of their proposal confidential that do not merit confidential treatment. The Evaluation Team shall use commercially reasonable efforts to treat the confidential information that it receives from bidders in a confidential manner and will not use such information for any purpose other than in connection with this RFP. Additional information concerning the confidentiality of information provided to DOER is included in Appendix E to this RFP. DOER will protect any confidential information to the extent possible under applicable public records law. As part of the bid evaluation process, the Evaluation Team expects to disclose bid information to the Evaluation Team Consultant, to DOER's consultant, to ISO-NE and to personnel of one or more Other Authorities, including other relevant Massachusetts state agencies to assist DOER in its evaluation, on a need-to-know basis. The Independent Evaluator will also have access to all proposal information in performing its role. Depending upon the evaluation of proposals received, the Evaluation Team may seek permission from bidders to share proposals with other individuals or entities, subject to a confidentiality agreement.

In all such cases, the Evaluation Team will work with bidders on developing appropriate means to protect and limit disclosure of confidential information. Bidders, however, should be aware that the Distribution Companies and DOER may disclose the project's municipal location, nameplate capacity, developer name, and pricing of the contracts that are filed for approval at the DPU, at the discretion of the Distribution Companies and DOER. If any other confidential information is sought in any regulatory or judicial inquiry or proceeding or pursuant to a request for information by a government agency with supervisory authority over any of the Distribution Companies, reasonable steps shall be taken to limit disclosure and use of said confidential information through the use of non-disclosure agreements or requests for orders seeking protective treatment, and bidders shall be informed that the confidential information is being sought. The bidder shall be responsible for filing, submitting, and/or providing to the

Distribution Companies for such filing or submission, any motions or other pleadings (including associated affidavits, etc.) for protective orders or other relief to seek protection of the confidential information, but may not object to the disclosure of the pricing of the contracts that are filed for approval at the DPU.

Similarly, bidders shall use commercially reasonable efforts to treat all confidential information received from the Evaluation Team or individual entities serving on the Evaluation Team or the Evaluation Team Consultant in a confidential manner and will not, except as required by law or in a regulatory or judicial proceeding, disclose such information to any third-party or use such information for any purpose other than in connection with this RFP; provided, however that if such confidential information is sought in any regulatory or judicial proceeding, the bidders shall take reasonable steps to limit disclosure and use of said confidential information through the use of non-disclosure agreements or requests for orders seeking protective treatment, and shall inform the Evaluation Team that the confidential information is being sought.

In the event confidential information is submitted to the Evaluation Team and confidential treatment is not afforded by a governmental agency or other entity exercising proper authority, the entities and individuals on the Evaluation Team, any consultants, and the Independent Evaluator shall not be held responsible. Each member of the Evaluation Team and the Independent Evaluator, as well as their employees, agents, and consultants, shall be held harmless for any release of confidential information as long as commercially reasonable efforts to protect the information have been followed. In any event, each member of the Evaluation Team, the Evaluation Team Consultant and the Independent Evaluator, as well as their employees, agents, and consultants, shall be held harmless for any release of confidential information made available through any public source by any other party.

1.7.4.1. Confidential Information Sharing Authorization for ISO-NE and Certain Government and Other Authorities Personnel

ISO-NE, and Other Authorities (including but not limited to state economic development and environmental agencies) may be requested to provide information to the Evaluation Team concerning proposals as part of the proposal evaluation process. Information classified as Critical Energy/Electric Infrastructure Information (“CEII”) will only be shared with members of the Evaluation Team and the Independent Evaluator, who are cleared to receive CEII by ISO-NE or any applicable Other Authorities. By participating in this RFP, bidders agree that ISO-NE and the Other Authorities may release information related to the projects, which may otherwise be considered confidential under the relevant rules or policies of such organizations, to the Evaluation Team and the Independent Evaluator.

The Bidder shall provide written confirmation of its consent for the sharing of this information as part of the bidder certification form, and, if requested by the Evaluation Team, the bidder shall specifically request that ISO-NE and/or any of the Other Authorities provide this information to the Evaluation Team and shall pay any costs imposed by ISO- NE or any of the Other Authorities associated with providing that information. Failure to comply with this request will result in disqualification of the bid. The Evaluation Team will treat the information provided as

confidential as described above in accordance with the Confidential Information policies and practices described in Section 1.7.4. of this RFP.

1.7.5. Certification and Authorization

All bidders shall sign and submit attached Appendix C to this RFP with their proposals. **A proposal will be considered incomplete unless the required Appendix C to this RFP is signed and submitted with the proposal.**

1.8. Bidder Certification

An authorized officer or other duly authorized representative of a bidder is required to certify by the submission of its proposal that:

1. The bidder has reviewed this RFP, and has investigated and familiarized itself with respect to all matters pertinent to this RFP and its proposal;
2. The bidder's proposal is submitted in compliance with all applicable federal, state and local laws and regulations, including antitrust and anti-corruption laws;
3. The bidder is bidding independently and has no knowledge of non-public information associated with a proposal being submitted by another party in response to this RFP other than a proposal submitted: (a) by an affiliate of that bidder or (b) for a project in which that bidder is also a project proponent or participant, which, in each case, must be disclosed in writing to the Evaluation Team with each such bidder's or affiliated bidder's proposal;
4. The bidder has no knowledge of any confidential information associated with the development of this RFP;
5. The bidder's proposal has not been developed utilizing knowledge of any non-public information associated with the development of this RFP;
6. The bidder has not obtained any confidential bidding-related information directly or indirectly from any of the Distribution Companies, in preparation of its bid;
7. Except as disclosed by the bidder in the relevant portions of its response, the bidder is not an Affiliated Company of any Massachusetts investor-owned electric Distribution Company and no Distribution Company that is seeking proposals pursuant to this RFP has a financial or voting interest, controlling or otherwise, in the bidder or the bidder's proposed project;
8. The bidder accepts that confidential information about their proposal may be shared with any members of the Evaluation Team (including their respective consultants), the Evaluation Team Consultant, the Independent Evaluator, ISO-NE, or Other Authorities personnel;

9. The bidder shall abide by/accept all rules and protocols put in place to maintain a fair, competitive, and transparent solicitation process; and
10. The bidder will continue to observe these requirements throughout the RFP process.

1.9. Changes or Cancellations

The terms and conditions of this RFP may, at any time, be changed, postponed, withdrawn and/or canceled, including any requirement, term or condition of this RFP, any and all of which shall be without any liability to any members of the Evaluation Team. Any changes to or cancellations of this RFP will be posted on **MACleanEnergy.com**.

1.10. Non-Refundable Bid Fees

Each project included in a bid package shall be required to pay a non-refundable bid fee which will be used to offset Distribution Companies' and DOER's costs for the evaluation of proposals and oversight of the process by the Independent Evaluator. For both Distribution and Transmission Projects, the bid fee will be \$500 per MW based on the Full Rated Capacity of the proposal. For example, if a bid has a Full Rated Capacity of 300 MW, the bidder will pay a bid fee of \$150,000. Each bid, even if it is a variant of another bid, will be required to pay a separate bid fee. Bid fees must be wired to the Distribution Companies, allocated to each Distribution Company in accordance with the allocation percentages applicable pursuant to the instructions contained in Appendix G to this RFP. The bid fee must be wired no later than the Confidential Proposal Submission Deadline, as defined in Section 1.7.1. No applications will be reviewed without a bid fee. Before bidders submit their proposals and bid fees, they are strongly encouraged to verify that the bid submittal meets all the requirements of this RFP. The Distribution Companies will forward the portion of bid fees required to offset DOER's evaluation costs and costs for the Independent Evaluator upon verification that proper bid fees were received. Submission of bid fees does not obligate the selection of any project.

If the total amount of the bid fees collected is not adequate to cover the cost of the evaluation, the Distribution Companies may seek recovery of that shortfall through retail rates. If this RFP is terminated, uncommitted bid fees will be returned. **In no other event will any portion of the bid fees be refunded, without regard to whether a bid is selected, or the stage of the evaluation at which a bid may be no longer considered.**

2. Bid Evaluation and Selection Criteria and Process

2.1. Introduction/Overview of the Process

The review of proposals will occur in three stages. In Stage One, proposals will be reviewed to ensure that they meet eligibility and threshold requirements. In Stage Two, proposals will be evaluated based on specified quantitative and qualitative criteria. In Stage Three, the Evaluation Team will conduct further evaluation of remaining proposals based on the Stage Two quantitative and qualitative evaluation criteria and, at their discretion, additional factors, to ensure selection of viable projects that provide cost-effective, reliable Energy Storage Systems with limited risk.

The Evaluation Team reserves the right, at any stage, to disqualify and eliminate from further consideration any proposal that the Evaluation Team reasonably believes does not meet the requirements set forth below. During any stage of the process, if the Evaluation Team determines that any proposal is deficient and/or missing applicable information, the Evaluation Team may, at its discretion, notify the respective bidder, and provide that bidder a reasonable opportunity to cure the deficiency and/or supply the missing information.¹⁵ However, it is the bidder's responsibility to ensure that all proposals are accurate and complete upon submission. Communication between the Evaluation Team and the bidder will be governed by Section 1.6 of this RFP.

2.2. Stage One – Eligibility, Threshold, and Other Minimum Requirements

Proposals that meet all the eligibility and threshold requirements will move on to be evaluated under the Stage Two evaluation process.

The Evaluation Team will take into account that bids associated with an existing energy storage system will not need to demonstrate compliance with certain eligibility and threshold requirements. For example, an existing facility will not need to demonstrate site control since having already achieved commercial operation, it has proved site control. An existing project will, however, need to identify any issues that impact its ability to deliver the project over the contract term, such as a change in site control, including lease expiration, later in the contract term.

2.2.1. Eligibility Requirements

2.2.1.1. Eligible Proposal Size

The Distribution Companies are seeking to procure the Environmental Attributes, including CPECs, produced by Mid-duration Energy Storage Systems up to a maximum power capacity of approximately 1,000 MW. This solicitation allows bidders to offer Transmission Projects sized from 40 MW up to 700 MW, and proposals for Distribution Projects greater than 1 MW. The Selection Team may select any cost-effective project or portfolio of projects that meet the criteria outlined in the RFP; however, the Selection Team is not obligated to select any specific amount. The Selection Team is not obligated to select a specific amount of Distribution Projects or Transmission Projects. There is no preferred bid size and bids cannot comprise an aggregation of multiple projects. Bidders submitting both Transmission Projects and Distribution Projects must submit the Projects separately.

Eligible bidders submitting multiple alternative proposals for Transmission Projects must specify whether any of their proposals are negatively contingent upon any of their other proposals (i.e., eligible bidders must specify whether acceptance of a certain proposal or proposals will preclude the Distribution Companies from accepting some other proposal(s) submitted by the same

¹⁵ Any opportunity to cure a deficiency and/or supply missing information offered by the Evaluation Team will be subject to a limited response period consistent with the stage of the evaluation process and overall schedule identified in Section 3.1 of this RFP. The Evaluation Team will identify applicable response deadlines in its communications to bidders.

eligible bidder). Bidders submitting multiple Distribution Projects can make any of their Distribution Projects contingent upon other proposals within this solicitation. Bidders may not submit proposals that are positively contingent on circumstances outside the acceptance of a proposal in this solicitation (e.g., proposals accepted in solicitations in other states). Bids cannot be contingent on prior approved long-term contracts.

If a bidder proposes to construct an eligible Transmission Project in phases, there will be a limit imposed on the phasing. A project may not consist of more than two (2) phases. No phase can be smaller than 100 MW. Associated dates for commercial operation of each phase must be offered. As noted in Section 2.2.1.7 below, in recognition of the contract term, the Distribution Companies may issue multiple Long-Term Contracts for the selected projects developed in multiple phases. Bidders should specify their proposed timing of phases and proposed associated contracts.

2.2.1.2. Eligible Commercial Operation Date and Other Requirements

All proposals must specify a commercial operation date that is achievable within the proposed project schedule and must be on or before December 31, 2032.

Distribution Projects that are paired with solar PV and are participating now or will be in the future in the Solar Massachusetts Renewable Target (SMART) tariff program, including 225 CMR 20.00, 225 CMR 28.00, and any future iterations or successors of the solar tariff program, are not eligible to participate in this solicitation.

To be eligible for this solicitation, Distribution Projects that are also eligible for the FERC Wholesale Distribution Tariff offered by the interconnecting distribution company¹⁶ must agree to enroll their project(s) in the appropriate interconnecting utility's FERC Wholesale Distribution Tariff.

Distribution Projects that are participating in a flexible interconnection offering (e.g. National Grid's Flex IX program, formerly known as Active Resource Integration), or utility pilots or other offerings, are eligible to bid in this solicitation, given that each bid otherwise complies with this procurement's operational and contractual requirements.

Distribution Projects must also enroll in the Operational Parameters for Energy Storage Systems (OPESS) Tariff offered by the interconnecting utility ("Distribution ESS Tariffs") once such tariffs become effective. These OPESS Tariffs, which establish operational parameters for all distribution-connected Energy Storage Systems, are currently pending before the DPU (i.e., DPU Docket 23-115 for National Grid, DPU Docket 23-117 for Unitil, DPU Docket 23-126 for Eversource).

¹⁶ National Grid: Massachusetts Electric Co. FERC Wholesale Distribution Tariff No. 3
Eversource: NSTAR Electric Company Wholesale Distribution Tariff
Unitil: Fitchburg Gas and Electric Light Company Wholesale Distribution Tariff

2.2.1.3. Pricing Requirements; Conforming Forms of Pricing

An eligible bidder proposing to sell Environmental Attributes, including CPECs, associated with a Mid-duration Energy Storage System pursuant to a Long-Term Contract must propose a price schedule that conforms to this Section 2.2.1.3.

- a. A proposal to sell CPECs must propose a price on an annual fixed \$/CPEC basis, as applicable. Prices may be the same each year, include a one-time step down to account for the Alternative Compliance Payment (ACP) decrease from 2032 to 2033, or change by a defined rate or amount over time. In no single year over the life of the long-term contract can the \$/CPEC price be higher than 97.75% of the ACP, as published in the Clean Peak Energy Portfolio Standard Regulation, section 225 CMR 21.08(3)(a)2.
- b. Payments must be calculated on a \$/CPEC basis for actual products delivered. No lump sum payments, pre-payments or fees shall be paid.
- c. Proposals for CPECs only must be priced in \$/CPEC, and only CPECs produced by the designated facility that conform to the Clean Peak Standard eligibility criteria will be purchased.
- d. Proposals for other Environmental Attributes only (where CPECs are not the primary product) must be priced in dollars per Environmental Attribute, and only Environmental Attributes produced by the designated facility will be purchased.
- e. If a bidder is proposing a multi-phased Transmission Project under multiple contracts (e.g. one for each phase), the nominal levelized price per CPEC must be the same across all phases.
- f. Proposed prices must be firm and may not be subject to increase for any reason, including the unavailability of any federal or state government tax credits, incentives or other subsidies.

2.2.1.4. Bidder Disclosure of Affiliations and Affiliate Relationships

All bidders are required to disclose any and all affiliations and affiliate relationships, joint ventures or other project teams or associations, or wholly owned subsidiaries in such detail as to allow the Evaluation Team to be able adequately determine the bidder's corporate structure as described in Appendix A to this RFP. Bidders are required to provide complete and accurate information. Any bidder failing to provide complete and adequate information will not be considered eligible under this solicitation.

In addition, bidders are required to disclose and document any and all direct and indirect affiliations and affiliate relationships, contractual, financial or otherwise, between the bidder and any of the Distribution Companies and their affiliates, including any relationship in which any 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 would encompass, but are not limited to:

- Corporate or other joint arrangements, joint ventures, joint operations whether control exists or not;
- Minority ownership (less than 50 percent (50%) investee);
- Joint development agreements;
- Project agreements;
- Operating segments that are consolidated as part of the financial reporting process;
- Related parties with common ownership;
- Credit, debenture, and financing arrangements, whether a convertible equity feature is present or not; and
- Wholly owned subsidiaries.

2.2.1.5. Contract Term

The contract term for Long-Term Contracts is defined by the Act as a contract for a period of up to 30 years for energy storage systems. Bidders are encouraged to make their own determination as to the delivery term that best fits their needs while meeting the requirements of this RFP. In recognition that the Clean Peak Standard program is discontinued after 2050, bidders proposing to sell CPECs are encouraged to submit bids with an up to 20-year contract term. Projects that propose a contract term length that extends beyond December 31, 2050, will not be considered. If Transmission Projects are developed in multiple phases, the Distribution Companies will consider executing multiple contracts (but not to exceed two for any proposal). Bidders should state their proposed number and timing of contracts and phase sizes consistent with these requirements, Section 2.2.1.2.

2.2.1.6. Capacity Requirements

Each proposal must include a commitment to interconnect to the ISO-NE PTF at a Capacity Capability Interconnection Standard ("CCIS") equivalent level. Regardless of an Eligible Bidder's plans to bid into the FCM or a successor program, each Eligible Proposal must include a commitment to complete the processes necessary to achieve a CCIS-equivalent interconnection.

Final determination of the subset of Network Upgrades required to support a bidder's CCIS-equivalent interconnection will be determined by the ISO-NE under Section II, Schedules 22 and 23 of the Open Access Transmission Tariff of ISO-NE's Transmission Markets and Services Tariff ("ISO-NE Interconnection Procedures"). However, each proposal must include a realistic and specific plan to implement any transmission system upgrades or other work anticipated to be

needed to achieve CCIS-equivalent interconnection, as identified under the ISO-NE Interconnection Procedures process. To the extent that ISO-NE studies have not yet been conducted to ascertain the portion of Network Upgrades and the associated costs required to achieve such CCIS-equivalent interconnection at the time of bidding, a bidder may identify the potential upgrades and associated costs that would be required by ISO-NE's CCIS interconnection determination. These studies and their supporting documentation and assumptions must closely match ISO-NE study requirements for CCIS-equivalent interconnection. The Evaluation Team expects bidders to provide studies that are consistent with ISO-NE's approach and that approximate what the ISO-NE results would be.

Once a bidder has completed the ISO-NE Interconnection Procedures process to establish the upgrades necessary to interconnect to the PTF at the CCIS level, it need not continue to obtain a Capacity Supply Obligation ("CSO") or participate in any Capacity Auction ("CA"). Obtaining a CSO or participating in any CA is at the discretion of the bidder. The Distribution Companies will not purchase capacity under the Long-Term Contracts, and bidders will retain any Capacity Market ("CM") revenues received from ISO-NE.

Notwithstanding the foregoing, a proposal may alternatively include a commitment to interconnect to the ISO-NE PTF at the Network Resource Interconnection Standard, as defined by ISO-NE, if the proposal, as part of a Surplus Interconnection Service arrangement, is the Surplus Interconnection Customer where the Original Interconnection Customer is currently receiving Capacity Network Resource Interconnection Service.

Distribution Projects must include a commitment to take the steps outlined in the ISO-NE tariff to screen for and, if applicable, establish equivalent Capacity Network Resource Capability (eCNRC), as defined in the ISO-NE tariff. Like transmission-level proposals, once a bidder has completed the steps to establish eCNRC, it need not continue to obtain a Capacity Supply Obligation.

2.2.1.7. Delivery Requirements

Bidders must provide operational schedules for their Mid-duration Energy Storage System charging and discharging cycles with each proposal. The bidder must provide a planned Environmental Attribute delivery schedule for the number of Environmental Attributes they anticipate delivering on a monthly basis, which will be used for evaluation purposes. Bidders are encouraged to provide a planned operational schedule that is as accurate as possible, based on forecasted weather data and market assumptions over the life of the proposed contract, and consistent with the expected augmentation schedule proposed in their bids.

The delivery of Environmental Attributes produced from a Mid-Duration Energy Storage System must occur throughout the term of the contract. It is the responsibility of the bidder to satisfy the delivery requirement. The delivery point for Transmission Projects must be located so that Distribution Companies are not responsible for wheeling charges to move energy to the PTF. The Distribution Companies will not be responsible for any costs associated with delivery other than the payment of the bid prices for Environmental Attributes delivered. Similarly, Distribution Companies will not be responsible for any scheduling associated with delivery. The Distribution

Companies will take possession of all CPECs and other Environmental Attributes generated from the contracted project capacity.

2.2.1.8. Interconnection Requirements

All Transmission Project proposals must include a commitment to interconnect to the ISO-NE Pool Transmission Facilities (“PTF”) at a level equivalent to the Capacity Capability Interconnection Standard, as defined by ISO-NE. Notwithstanding the foregoing, a proposal may alternatively include a commitment to interconnect to the ISO-NE PTF at the Network Resource Interconnection Standard, as defined by ISO-NE, if the proposal, as part of a Surplus Interconnection Service arrangement, is the Surplus Interconnection Customer where the Original Interconnection Customer is currently receiving Capacity Network Resource Interconnection Service.

The bidder will be responsible for any and all applicable costs associated with and/or arising from: (a) qualification under the ISO-NE Interconnection Procedures; (b) interconnecting its project to the PTF at both the NCIS- and a CCIS-equivalent level; (c) for ensuring that the Mid-Duration Energy Storage System is recognized in ISO-NE’s settlement system as injected in the ISO-NE energy market at the specified and agreed delivery point; and (d) interconnecting its project to the relevant Distribution Company’s distribution system. Regardless of whether or not the bidder elects to obtain a CSO and participate in the FCA, the bidder must complete any upgrades that are identified in the ISO-NE Interconnection Procedures to interconnect at a level equivalent to CCIS.

Bidders must demonstrate that their proposed point of delivery into ISO-NE, along with their proposed interconnection and transmission or distribution upgrades, is sufficient to ensure full delivery. Proposals must include all interconnection and transmission or distribution upgrade costs required to ensure full delivery, including transmission or distribution upgrades that may need to occur beyond the point of interconnection. The amount paid for any Environmental Attributes under the LTC will be reduced to reflect any costs related to Network Upgrades, and/or the interconnection of the project to the transmission or distribution system of the interconnecting utility that are collected under the ISO-NE Tariff or ISO-NE rules or under any tariff or other cost recovery mechanism and that would have been paid by the bidder, i.e., under the tariffs and rules in place at the time of bid submittal but for that alternative collection arrangement. The bid should reflect any remaining projected constraints or curtailments, if any, associated with the proposal (after inclusion of all Network Upgrades). Cost estimates and supporting studies must be provided for any additional upgrades that are not associated with the NCIS and CCIS-equivalent interconnection standards. It is expected that these additional upgrades will be instituted as elective transmission upgrades or distribution system upgrades. Regardless of the approach followed, bidders must demonstrate that their proposal is consistent with the Network Upgrades identified and that their proposed interconnection and transmission or distribution upgrades are sufficient to support full delivery.

At no time will one or more Distribution Companies assume the responsibility of Lead Market Participant, as defined by ISO-NE.

All Environmental Attributes associated with the Mid-Duration Energy Storage System and purchased pursuant to the Long-Term Contract must be delivered into the Distribution Companies' NEPOOL GIS accounts.

All Transmission Project proposals must demonstrate submission of valid Interconnection Requests with ISO-NE for Capacity Network Resource Interconnection Service or include a commitment to submit such an Interconnection Request in the Cluster Entry Window for the next available ISO-NE Cluster Study¹⁷ with, as applicable, ISO-NE for Capacity Network Resource service or the relevant distribution company as necessary and sufficient to gain a full understanding of the maximum expected interconnection costs for their proposed capacity(ies).

All Distribution Project proposals must include a distribution-level interconnection application with the respective Distribution Company and a commitment to take the necessary steps to seek to establish equivalent Capacity Network Resource Capability, as defined by ISO-NE. Such commitments must include supporting information accompanying the proposal as described below. The bidder must detail the status (and conclusions, as available) of interconnection applications and studies, as further described in Section 6 of Appendix A to this RFP. The Mid-Duration Energy Storage System shall comply with all ISO-NE and FERC interconnection requirements, as applicable.

If applicable, projects that have received their I.3.9 approval from ISO-NE must identify that approval and include documentation thereof in their proposal. Proposals for projects that do not have I.3.9 approval from ISO-NE must include an ISO-NE Feasibility Study or a study performed by a third party in accordance with the Network Capability Interconnection Standard as defined by the applicable ISO-NE Planning Procedure(s). Distribution Projects that do not require I.3.9 approval must provide an explanation which details why the approval is not required. All technical reports or system impact studies should 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.

Projects with a Qualification Determination Notification ("QDN") from ISO-NE for their proposed capacity amount and commitment period as described in Section 2.2.1.7 of this RFP must include all QDN documentation in their proposal. All projects that do not have a QDN for their proposed capacity amount and commitment period must provide a study performed by ISO-NE or a third party in accordance with the applicable ISO-NE Planning Procedures in order to prove ability to interconnect at the Capacity Capability Interconnection Standard. All technical reports or studies must reflect the current ISO-NE interconnection process and must also detail any assumptions with respect to projects that are ahead of the proposed project in the ISO-NE interconnection queue and any assumptions as to changes to the transmission system that differ from the current ISO-NE Regional System Plan. Proposals are strongly encouraged to include a scenario analysis in their studies that shows how changes in the project interconnection queue could impact their interconnection costs using the current ISO interconnection rules. Proposals are encouraged to include additional reports, analysis, and studies that support their

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interconnection and deliverability.

The burden is on bidders to provide the Evaluation Team with information, analysis, and studies required by the Evaluation Team in order to make a determination that the proposal includes all costs associated with completing the upgrades that would be required by ISO-NE's NCIS and CCIS or the relevant interconnecting distribution company. Bidders must provide adequate information and analyses regarding the upgrades and must explain how the identified upgrades will satisfy this interconnection standard.

2.2.1.9. Proposal Completeness: Bidder Response Forms, Form LTCs , and Form MOU

Bidders must follow the instructions provided in the Bidder Response Form, Appendix A to this RFP, address all sections, and provide complete responses. Bidders are also required to fill out the Certification and Authorization, Appendix C, to this RFP. Bidders are required to provide the information specified in each section of the CPPD. If any of the information requested is inconsistent with the type of technology or product proposed, the bidder should include "N/A" and describe the basis for this determination.

Appendices B-1 and B-2 to this RFP are the Form LTCs for Transmission Projects. Bidders must submit with their proposals redline marked versions of the Form LTCs showing their specific proposed changes to the Form LTCs. Bidders are discouraged from proposing any material changes or conditions to the Form LTCs, and the Distribution Companies have no obligation to accept any specific proposed changes or conditions. The marked Transmission Form LTC should reflect any proposed phases of the project and/or need for multiple contracts (if a Bidder proposes two contracts for two phases, the markup should include both contracts). Selection does not obligate the Distribution Companies to accept any proposed changes or conditions.

Appendix B-3 and B-4 are the Form LTCs for Distribution Projects. The Form LTCs for Distribution Projects have standard fixed terms that are non-negotiable.

Appendix H to this RFP is the Form Economic Development MOU with DOER for this solicitation. Bidders must submit with their proposals marked versions of the Form MOU 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. DOER reserves the right to propose and negotiate additional provisions with any selected Bidder to the Form MOU based on the specifics of the commitments outlined in the bid package for a selected project.

2.2.1.10. Bid Fees

Each applicant must submit the bid fee by the Confidential Proposal Submission Deadline for each proposed eligible project as described in Section 1.7.1 of this RFP.

2.2.2. Threshold Requirements

Proposals that meet all the eligibility requirements will be evaluated to determine compliance

with threshold requirements, which attempt to screen out proposals that are insufficiently mature from a project development perspective; lack technical viability; impose unacceptable balance sheet impacts on the Distribution Companies; do not satisfy the minimum requirements set forth in Section 83E; are not in compliance with RFP requirements; or fail to satisfy minimum standards for bidder experience and ability to finance the proposed project. The threshold requirements for this RFP are set forth below.

2.2.2.1. Facilitate Financing of Energy Storage Systems

Proposals that seek to qualify for consideration under Section 83E must demonstrate that the proposal advances the goal of Section 83E for the selection of cost-effective Long-Term Contracts that facilitate the financing of beneficial, reliable Mid-Duration Energy Storage Systems; however, existing Energy Storage Systems do not need to demonstrate that a Long-Term Contract under Section 83E is necessary to facilitate financing. Except for existing Energy Storage Systems, the bidder should specify how a Long-Term Contract for Environmental Attributes resulting from this RFP process would either permit it to finance the proposed project that would otherwise not be financeable or assist it in obtaining financing for its project.

CPECs are the Environmental Attributes generated by Energy Storage Systems with value; therefore, to meet the facilitate financing threshold, bidders submitting a bid for an Environmental Attribute LTC must submit bids for Qualified Energy Storage System under the Clean Peak Standard, with the ability to demonstrate their project's eligibility to obtain a Clean Peak Standard Statement of Qualification.

2.2.2.2. Site Control and Related Agreements

The bidder must demonstrate that it has control or an irrevocable option (conditioned only upon the payment of a reasonable amount) to acquire control over the site for its proposed energy storage project, including any additional land rights (including easements) that are necessary for the development, construction, interconnection and operation of the facility. For Distribution Projects, bidders must demonstrate control or an irrevocable option following this Section for each of their proposed projects. Transmission and Distribution Projects that do not provide documented proof of site control will not advance to Stage 2 Evaluation. Control or rights to acquire control must be documented by the bidder in all of the following ways:

- g. Provide a site plan including a map of the site that clearly identifies the location of the energy storage site, the assumed right-of-way width, the total acreage for the storage project, the anticipated interconnection point and the relationship of the site to other local infrastructure, including transmission facilities, roadways, and water sources. In addition to providing the required map, provide a site layout plan which illustrates the location of all major equipment and facilities on the site;
- h. Identify the individual deeds, leases, easements and other documents creating the right to use the energy storage site and any rights of way needed for the interconnection route. The bidder may be asked to provide copies of some or all

of those documents;

- i. Provide evidence that the project has a right to use the site for the entire proposed term of the contract (e.g., by virtue of ownership or land development rights obtained from the owner or a lease or easement with a term that is at least as long as the proposed term of the long-term contract);
- j. Provide evidence that the energy storage project route is properly zoned or permitted. If the site is 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;
- k. Provide a description of the area surrounding the energy storage site including a description of the local zoning, flood plain information, existing land use and setting (woodlands, grassland, agriculture, other); and
- l. Describe and provide a map of the proposed interconnection that includes the path from the storage site to the PTF. Describe how the bidder plans to gain interconnection site control, and any rights that must be obtained by the interconnecting utility for that interconnection.

2.2.2.3. Technical and Logistical Viability

The bidder must demonstrate that the technology it proposes to use is technically viable. For bidders submitting multiple Transmission Projects or Distribution Projects, bidders must demonstrate technical viability for each technology proposed but can have a common description for multiple projects using the same technology. Technical viability may be demonstrated by showing that the technology is commercially available, is reasonably expected to be commercially available prior to the commencement of project construction or has been used successfully as outlined in Section 10 of Appendix A to this RFP.

The bidder must demonstrate the logistical viability of the project through a construction plan covering the necessary specialized equipment.

2.2.2.4. Ability to Finance the Proposed Project

The bidder must also demonstrate the financial viability of the proposed eligible project, including the funding of development costs and the required development period security, the reasonableness of the transmission/network upgrades project scope and cost estimates, and the ability to acquire the required equipment in the time frame proposed (see Section 9 of Appendix A to this RFP).

The bidder must describe the assumptions made 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. 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.

This may include reviewing the dollar value and percent of the total project cost represented by the project contingency amount as well as description of the methodology used to establish this project contingency amount.

Additionally, the bidder must 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.

The bidder must also provide history 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. The bidder must demonstrate how the proposed eligible project materially differs from any past projects and demonstrate fully the financial viability of the project as bid.

For bidders submitting multiple Transmission Projects or Distribution Projects, bidders must describe the financial viability aspects outlined in this Section 2.2.2.4 for each of their projects, except for history of financial difficulties per paragraph four, which may be a common description across the bidder's portfolio of projects.

2.2.2.5. Bidder Experience

The bidder must demonstrate that it has sufficient relevant experience and expertise, as applicable, to successfully develop, finance, construct, and operate and maintain its proposed eligible project. Development, financing, and construction experience can be established by demonstrating that key member(s) of the bidder's development team have undertaken project management responsibilities, including:

- m. Successful development and construction of a similar type of project, including Distribution or Transmission Projects; or
- n. Successful development and construction of one or more projects of similar size or complexity or requiring similar skill sets; or
- o. Successful development and construction of a similar type of project in the US, and more specifically in the Northeast; or
- p. Experience successfully financing, developing, and constructing other types of projects, including power generation or transmission projects, with preference to projects within ISO-NE (or demonstrating the financial means to finance the eligible project on the bidder's, eligible project developer's or eligible project owner's balance sheet).

The bidder should also demonstrate that it has 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. Also, the bidder should demonstrate if it or any of its past or present affiliates has been involved with a complex development project that failed, was withdrawn, or otherwise did not proceed after contract award.

For bidders submitting multiple Transmission Projects or Distribution Projects, bidders may provide a common response across their portfolio.

2.2.2.6. Providing Enhanced Electricity Reliability within the Commonwealth

Section 1 of Chapter 164 of the General Laws establishes that an Energy Storage System shall, among other contributions, “improve the reliable operation of the electrical transmission or distribution grid.” This requirement can be satisfied by the bidder’s agreement not to commit any qualifying capacity to any control area other than ISO-NE, even if capacity is not included in its bid, as described above. Bidders may provide other demonstrations that will be considered in determining whether this threshold requirement is satisfied.

For bidders submitting multiple Transmission Projects or Distribution Projects, bidders may provide a common or individual project responses across their portfolio.

2.2.2.7. Abandonment Costs

Under no circumstances will the Distribution Companies be responsible for any abandoned plant costs or liability.

2.2.2.8. Adequately Demonstrate Project Viability in a Commercially Reasonable Timeframe

A bidder must demonstrate that its proposal can be developed, permitted, financed, and constructed within a commercially reasonable timeframe. Bidders submitting multiple Transmission Projects or Distribution Projects must demonstrate a commercially reasonable timeframe for each project they propose.

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 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 LTCs that are consistent with its proposal and are reasonably achievable.

2.2.2.9. Contribution to Employment; Economic Development Benefits

Section 83E allows DOER to give preference to proposals that provide additional benefits or value to the electric power grid or communities, including, but not limited to:

- q. supporting grid resiliency and transmission needs in specific geographic locations;
- r. providing economic opportunities or public health benefits to environmental justice or disadvantaged communities; or
- s. creating economic opportunities in transitioning fossil fuel communities.

The bidder must provide factual support for its employment and economic development projections and reflect any associated commitments in agreements with applicable governmental and non-governmental entities.

For bidders submitting multiple Transmission Projects or Distribution Projects, bidders must submit unique responses for each project in their portfolio.

2.2.2.10. Utilizing an Appropriate Tracking System to Account and Enable for GWSA Goals

The proposed project must demonstrate that it will utilize an appropriate tracking system to ensure a unit specific accounting of the delivery of Environmental Attributes, to enable the Department of Environmental Protection, in consultation with the DOER, to accurately measure progress in achieving the Commonwealth's goals under Chapter 298 of the Acts of 2008 or Chapter 21N of the General Laws. For bidders submitting multiple Transmission Projects or Distribution Projects, they may provide a common response across their portfolio.

2.2.2.11. Discussion of Safety Plan and Environmental Assessment

A bidder must demonstrate that its proposal complies with Federal, State, and local fire and safety codes and standards, including but not limited to NFPA 1, NFPA 855 and NFPA 72 standards produced by the National Fire Protection Association and UL 9540 and UL 9540A. Bidders must include each of the following elements in their safety plan:

- a. Energy Storage System project drawings
- b. Fire protection datasheets
- c. UL equipment listings and certifications
- d. Hazard mitigation analysis
- e. Emergency response plan
- f. Safety training materials
- g. Explosion control
- h. Safety project experience

The Evaluation Team recognizes that, depending on the stage of development of the Energy Storage System, all elements of the safety plan enumerated above may not be finalized. In this case the Evaluation Team still requires that bidders address each of these elements commensurate with the stage of project development (e.g., drafts, plans to develop). The Evaluation Team will prefer plans that are project or site specific.

The project must demonstrate that it has sufficient insurance coverage including liability insurance. Under no circumstances will Distribution Companies be considered liable for any safety incident that occurs at the facility or any resulting loss or damage.

A bidder must demonstrate at minimum a plan for community engagement towards acceptance of the facility.

Bids should include a discussion of environmental diligence completed to date and describe any identified issues and mitigation actions to be taken.

For bidders submitting multiple Transmission Projects or Distribution Projects, each project must address all of the items described in this section, except that the bidder's safety experience may be a common response across bidder's portfolio.

2.2.2.12. Benefits to Environmental Justice Populations and Low-Income Ratepayers in the Commonwealth, and Transitioning Fossil Fuel Communities

Section 83E requires that projects include benefits to environmental justice¹⁸ populations and low-income ratepayers in the Commonwealth. The strengths of these benefits and robustness of the commitments shall be evaluated based on the criteria outlined in more detail in the Qualitative Evaluation section. Additionally, bidders will be required to negotiate and execute a Memorandum of Understanding ("MOU") with DOER based on the Form MOU provided in Appendix H to memorialize the commitments made in the bid package related to Environmental Justice and low-income ratepayer benefits.

2.2.2.13. Diversity, Equity and Inclusion

Section 83E requires that projects include opportunities for diversity, equity and inclusion, including, at a minimum, a workforce diversity plan and a supplier diversity program plan. The strengths of these benefits and robustness of the commitments shall be evaluated based on the criteria outlined in more detail in the Qualitative Evaluation section.

Additionally, bidders will be required to negotiate and execute an MOU with DOER based on the Form MOU provided in Appendix H to memorialize the commitments made in the Diversity, Equity, and Inclusion Plan and provide mechanisms to report on progress. Any selected bidders under this RFP will be required to provide DOER with complete, unredacted versions of their

¹⁸ As defined in the EEA Environmental Justice Policy, see: <https://www.mass.gov/service-details/environmental-justice-policy>

Diversity, Equity, and Inclusion Plans following selection.

2.2.3. Security Requirements

Proposals that are selected will be required to post security. The required level of development period security for each Long-Term Contract is \$40,000.00 per MW of the Proposed Facility Size multiplied by the Buyer's Percentage Entitlement (as defined in the Draft Form LTC, Appendix B-1 and B-2 to this RFP) for the Energy Storage System. The entire (100%) of the security must be provided at the time of contract execution. Security will be returned if the DPU does not approve the Long-Term Contract, so long as Bidder supports regulatory approval of the Long-Term Contract.

If a project is being developed in phases and under separate contracts, additional development period security equal to \$35,000/MW per Long Term Contract shall be required to secure the completion of all phases, to be provided at commercial operation of the first phase of the project and remain in place until all phases are complete.

Following the Commercial Operation Date, the project shall be required to post operating period security. The required level of operating period security is \$40,000.00 per MW of the Proposed Facility Size multiplied by the Buyer's Percentage Entitlement (as defined in the Draft Form LTC, Appendix B-1 and B-2 to this RFP) for the Energy Storage System.

The Distribution Companies will not provide any financial security or parent guaranty under any circumstances.

The required security must be in the form of a letter of credit from a U.S. commercial bank or the U.S. branch of a foreign bank, in either case having (i) assets on its most recent balance sheet of at least \$10 billion and (ii) a credit rating of at least A3/A-. More detail on the security requirements is included in the Form LTCs.

2.2.4. Unreasonable Balance Sheet Impacts

A Distribution Company may decline to pursue a contract if the contract's terms and conditions would result in a contract obligation that places an unreasonable burden on the Distribution Company's balance sheet after consultation with DOER. However, Distribution Companies shall take all reasonable actions to structure contracts, pricing or administration of the products purchased to prevent or mitigate impacts on the balance sheet or income statement of the Distribution Company or its parent company, subject to approval of the DPU. Mitigation shall not increase costs to ratepayers. Each Distribution Company retains the right to make such a determination based upon the evaluation of particular proposals.

2.2.5. Shifting of Risks in Long-Term Contracts

The Form of Long-Term Contract included as Appendix B-1 and Appendix B-2 allocates to bidders the risks associated with the development, construction, financing and operation of their proposed projects. In addition, the Form of Long-Term Contract assigns to bidders the risks of changes in law or economic circumstances related to their proposed projects. Bidders for

Transmission Projects must identify any proposed changes in a mark-up of those Form Long-Term Contracts to adapt for relevancy to their projects, the Evaluation Team reserves the right to reject any and all proposed changes. Distribution Projects will not be provided the opportunity to mark-up or negotiate the Long-Term Contract and will instead be required to use the Form Long-Term Contract provided. Selection does not obligate the Distribution Companies to accept any proposed changes or conditions.

2.3. Stage Two—Quantitative and Qualitative Analysis

Proposals that meet the requirements of Stage One will be subject to a quantitative and qualitative analysis in Stage Two, evaluating the costs and benefits of each proposal as a mechanism to procure reliable renewable energy on a long-term basis to the benefit of ratepayers. The results of the quantitative and qualitative analyses will be a relative ranking and scoring of all proposals. Stage Two scoring will be based on a 100-point scale. Proposals will be scored with up to 75 points for quantitative factors and up to 25 points for qualitative factors for purposes of conducting the Stage Two evaluation.

As part of the Evaluation, a separate numeric score for each bid's qualitative benefits will be generated by the Evaluation Team during the Qualitative Evaluation.

2.4. Quantitative Evaluation

Proposals will be evaluated on their direct and/or indirect economic benefits and costs to ratepayers as detailed in the following sections.

2.4.1. Direct Contract Costs & Benefits

Proposals will be evaluated on both direct contract price costs and benefits and other costs and benefits as outlined below to retail consumers. Direct contract price costs and benefits for evaluation may include, but may not be limited to:

- i. CPS eligible CPECs from the Energy Storage System resources projected to be used for CPS compliance by the Distribution Companies or Massachusetts retail electric suppliers will be evaluated using a comparison of the contract prices of such CPECs to the avoided CPEC prices projected for the market without the proposed project in-service. Any CPS eligible CPECs from the Energy Storage System resources projected to be in excess of Massachusetts requirements will be valued using a comparison of the contract CPEC prices to the projected CPEC market prices with the proposed project in-service.
- ii. Energy Storage System resources will be evaluated on the value of their ability to produce and supply other Environmental Attributes to meet customer needs if such value is reliably quantifiable and meaningful.

2.4.2. Other Costs & Benefits to Retail Consumers

- i. The quantitative evaluation process will include an evaluation of additional economic costs and benefits of the proposals to ratepayers in the Commonwealth, which may include, but may not be limited to Indirect impacts on energy markets, if any and to the extent the Evaluation Team determines such impacts are reliably quantifiable, for retail ratepayers on the capacity or ancillary services market prices with the proposed project in service;
- ii. Indirect impacts for retail ratepayers on CPEC market prices or other environmental attribute markets, if any and to the extent the Evaluation Team determines such impacts are reliably quantifiable and meaningful, with the proposed project in service.

2.5. Quantitative Evaluation Metrics

The quantitative evaluation will use as the quantitative evaluation metric real dollars levelized per clean peak energy certificate (\$/CPEC), or another metric to be determined by the Evaluation Team prior to evaluation of the bids. For purposes of computing the net benefits for each proposal, a discount factor of 7.14% will be used, which is the weighted average value of the Distribution Companies' cost of capital.

The Energy Storage System's anticipated production/delivery profile provided by the bidder will be evaluated for reasonableness. The Evaluation Team and the Evaluation Team Consultant will also evaluate the reasonableness of cost estimates associated with transmission or distribution system upgrades. The bidder is responsible for providing support for the basis for all estimates and underlying assumptions. The Evaluation Team reserves the right to adjust any bidder production/delivery profile or estimated cost (i.e., use a different profile or additional transmission or distribution system upgrade costs that may be required to ensure full delivery of Environmental Attributes to the Distribution Companies) or any other estimate in order to produce a reasonable and appropriate evaluation. Proposals that fail to provide sufficient supporting documentation or information necessary to produce a reasonable and appropriate evaluation may be eliminated from further evaluation.

2.6. Qualitative Evaluation

The qualitative evaluation will consist of the factors mandated by Section 83E as well as factors deemed important by the Evaluation Team as detailed below. All qualitative criteria, including the economic development benefits will be reviewed, evaluated, and given a separate numeric score by the Evaluation Team.

The Qualitative Evaluation will allocate up to twenty-five (25) total points as part of the Stage Two Evaluation.

2.6.1.1. Benefits to Environmental Justice Communities, Low Income Ratepayers, and Transitioning Fossil Fuel Communities in the Commonwealth

- Minimization and mitigation, to the extent feasible, of ratepayer impacts;
- Creation of additional benefits to environmental justice communities, low-income communities and low-income ratepayers in the commonwealth, including opportunities for diversity, equity and inclusion.
- 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 to those communities.
- Demonstrated direct benefits to environmental justice communities, low-income communities and low-income ratepayers, which may include but is not limited to, as examples:
 - Projects that reduce the energy burden for environmental justice communities and 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.
 - Creation of jobs and economic opportunities for transitioning fossil fuel communities.
- Plans to engage with environmental justice communities, low-income communities and low-income ratepayers through targeted outreach; demonstration of proven track record of productive relationships with such communities.

2.6.1.2. Experience and Track Record of the Bidder

- Along with the Threshold criteria listed in Sec 2.2.2.5., bidders will be additionally evaluated and scored as follows:
- Relative experience and expertise of the bidder and eligible project team to successfully develop, finance, construct, and operate and maintain its proposed eligible project on schedule and according to a developer's commitments to a competitive procurement process.
- Bidder and eligible project team's experience in supporting similar projects in a state or federal regulatory or judicial forum. The Evaluation Team encourages bidders to clearly explain how their experience in other

jurisdictions will help them be successful in developing their bid(s) under this RFP.

- Bidder's track record in developing similar projects, including consideration of any project that has been delayed, failed, substantively amended, defaulted under, withdrawn, agreed to termination, or otherwise did not proceed, including on prior long- term contracts. Reasons behind such projects and lessons learned from the experience will also be considered.
- Continuity of corporate management through successful project development.

2.6.1.3. Environmental and Socioeconomic Impacts from Siting, and Permitting Status

- Extent to which the project will mitigate, minimize, and avoid detrimental environmental and socioeconomic impacts, including through meaningful consultation with impacted environmental and socioeconomic stakeholders, including federally recognized and state acknowledged tribes;
- Identification of required federal, regional, state, and local permits and progress in the associated application and approval processes.
- Credibility of plan to obtain required permit approvals, including the extent to which opposition to the project materially affects the ability of the project to obtain timely final approval.
- Status and completeness of project stakeholder engagement plan, including demonstrated evidence of past and current productive relationships with project stakeholders.

2.6.1.4. Project Schedule, Interconnection Status, and Financing Plan

- Demonstrated progress in the interconnection process and credibility of the proposed interconnection schedule. The Evaluation Team intends to give significant weight towards progress in the interconnection process and credibility of the proposed interconnection schedule for Distribution Projects, with a strong preference for projects that have executed Interconnection Service Agreements with the relevant distribution company.
- Credibility of project schedule and construction plan, including the schedule and construction plan for associated interconnection facilities and transmission or distribution system upgrades, and ability to achieve proposed commercial operation date(s).

- Prior failures to achieve commercial operation dates under other LTCs and credible description of how the current proposed project will avoid similar project delays or development issues.
- Credibility of the proposed commercial operation date and ability of bidder to demonstrate that the project is more likely than not to come online by the date that is projected within the proposal, as evidenced by documents filed by the bidder showing the following:
 - (a) Commencement of permitting processes;
 - (b) A plan for completing all permitting processes;
 - (c) Viable resource assessment;
 - (d) Environmental assessment;
 - (e) Viable financing plans along with detailed information requested in Section 2.2.2.4;
 - (f) Viable installation and electrical interconnection plans;
 - (g) Material progress towards the acquisition of all real property rights; and
 - (h) Evidence of material vendor activity.

Other considerations for establishing a credible commercial operation date include:

- (a) Bidder experience including information requested in Section 2.2.2.5
 - (b) Assignment of an ISO-NE interconnection queue position for Transmission Projects or an interconnection queue position for Distribution Projects; and
 - (c) Bidder's ability to secure the financing necessary to complete the project by the proposed date, and consideration of the bidder's experience of financing difficulties with large scale renewable energy projects.
- Credibility and status of proposed financing plan and details of any financial difficulties which negatively impacted project viability and/or development, including descriptions of how the current proposed project will avoid similar issues. Credibility can also be demonstrated by providing examples of successful financing of other projects of a similar

or larger size and how the proposed financial plan of this project compares.

- Credibility of plan to finance and construct the project at the proposed project price, including assessment of the reasonableness of the assumptions applied by bidder regarding inflation rates, interest rates, and key commodity and input costs.
- If the bidder plans to qualify for the Federal Investment Tax Credit (ITC) for its Energy Storage System, credibility and status of proposed compliance with the requirements of the ITC, including with “foreign entity of concern” (FEOC) guidance as described in the One Big Beautiful Bill Act (OBBBA).
- Extent to which project scope, including interconnection facilities and associated upgrades, and costs are known or estimates are reasonable.

2.6.1.5. Reliability Benefits and Grid Resiliency

- Extent to which the project provides enhanced electricity reliability within the Commonwealth, including but not limited to providing benefits to the capacity market.
- Extent to which the project supports grid resiliency and reduces the need for transmission and distribution upgrades. Distribution projects should identify existing or known distribution system needs and identify any operational constraints for which the proposed project will provide reliability benefits.
- The Evaluation Team will also consider the location benefits associated with Energy Storage Systems which may include but are not limited to:
 - Proximity of facility to large loads or load centers
 - Proximity of facility to intermittent renewable energy generation
 - Non-proximity to other Energy Storage Systems
- Extent to which reliability benefits are not captured in the quantitative evaluation

2.6.1.6. Safety and Stakeholder Engagement

- Extent to which the project exceeds compliance with federal, state, and local laws and codes laid out in Section 2.2.2.11. Projects are encouraged to abide by best industry practices in developing their safety plan and identify all steps they have taken to avoid safety issues, mitigate safety issues that arise, and protect property, personnel, and surrounding communities during a safety event. Developers are strongly encouraged to coordinate with communities surrounding their project on safety plans. Please provide testimonials from community governments and local first responders showing local support for the project and demonstrating

community and stakeholder engagement on safety planning.

- Evaluation Team will also evaluate the bidder's past responses to any safety events at other Energy Storage Facilities owned or operated by bidder including lessons learned and changes made to current bid based on past experience. Please provide documentation on any third-party claims or other liabilities associated with the safety plan.
- If the bidder intends to propose any technology (1) that it, its affiliates or parent companies have used in a prior project, (2) that has been involved in a fire or thermal event anywhere in the world and (3) that necessitated a root cause analysis, bidder shall submit the root cause analysis and related documentation as part of its package.

2.6.1.7. Benefits, Costs, and Contract Risk

- Extent to which the bidder accepts the terms and conditions of the Form LTCs or shifts risks or costs to buyers and their customers. Bidder may take no exceptions to the Form LTC or provide a fully marked-up Form LTC that is reflective of its bid and that bidder deems execution-ready. As provided in Section 2.2.5, the Distribution Companies reserve the right to reject certain mark-ups that add additional cost or risk.
- Bidders of Distribution Projects will not be provided the opportunity to mark-up or negotiate the LTC and will instead be required to use the Form LTC provided in Appendix B-3 and B-4. As such, Distribution Projects will not be evaluated on their contract markups.
- Any additional benefit, cost, or risk identified by Evaluation Team that is determined to be reasonably likely to occur but is not reasonably quantifiable.

The quantitative evaluation may be conducted before the qualitative evaluation, and the Evaluation Team may elect not to conduct the qualitative evaluation for any proposal that could not be selected based upon the quantitative results even if it could receive the maximum possible qualitative score. The Evaluation Team will determine which proposals proceed to Stage Three following the Stage Two evaluation based on the following considerations: (1) the rank order of the proposals at the end of the Stage Two evaluation; (2) the cost effectiveness of the proposals based on the Stage Two quantitative and qualitative evaluation; and (3) the total MW quantities of the proposal(s), relative to the procurement target.

2.7. Stage Three

As stated in Section 83E, a proposal received pursuant to a solicitation under this section shall be subject to review by the DOER and the executive office of economic development in consultation with the Independent Evaluator, and the Distribution Companies shall offer technical advice. DOER, in consultation with the Independent Evaluator, must select Long-Term Contracts that are cost-effective mechanisms for facilitating the financing of beneficial, reliable energy storage systems on a long-term basis for the benefit of ratepayers. The Stage Three

evaluation of remaining bids will be based on the Stage Two quantitative and qualitative evaluation criteria and, at the Evaluation Team's discretion, the following additional factors:

- Possible portfolio effects (including, but not limited to locational benefits);
- Contributions towards supporting grid resiliency and transmission and distribution needs in specific geographic locations;
- Overall impact of the proposal(s) on the Commonwealth's policy goals, as directed by the DOER, including GWSA goals and economic development;
- Risks associated with project viability of the proposal(s)
- Minimization and mitigation of ratepayer bill impacts;
- Sensitivity analyses to evaluate how the benefits of the project or portfolio change based on applying different ranges of reasonable assumptions (including, but not limited to, e.g., reasonable assumptions regarding future electric load);
- Consideration of the 250-300 MW target for Distribution Projects. The target for Distribution Projects does not obligate the Selection Team to select multiple Distribution Projects to achieve that target range, and the Selection Team may select an amount of Distribution Projects whose summed MW capacities are less than the target range;
- Any benefits, cost, or risks to customers that may not have been fully captured in the Stage Two evaluation; and, any other considerations, as appropriate, to ensure selection of the proposal(s), which provide the greatest impact and value consistent with the stated objectives and requirements of Section 83E, as set forth in this RFP.

The objective of Stage Three is to select the proposal(s) that provides the greatest impact and value consistent with the stated objectives and requirements of Section 83E, as set forth in this RFP. Generally, the Evaluation Team prefers viable, cost-effective projects with limited risk. However, the Evaluation Team recognizes that any particular project may not be ranked highly with respect to all of these considerations and the extent to which the stated RFP objectives will be satisfied will depend, in large part, on the particulars of the proposals that are submitted. The Evaluation Team will consider the relative merits of a proposal(s) that offers additional benefits, for example economic development benefits as compared to other top-ranked proposals. Stage Three portfolios may include both Transmission and Distribution Projects.

2.8. Contracting/Tariff Process

2.8.1. Contracts

Bidders will be notified by the DOER whether they have been selected to negotiate a Long-Term Contract. If a proposal is selected, the Distribution Company will negotiate to contract for its load ratio share. Contract finalization between the selected bidders and the Distribution

Companies may occur on a rolling basis throughout the proposal validity period given in Section 1.7.2.

National Grid	Eversource	Unitil
45.75%	53.26%	0.99%

2.8.2. MOU with DOER

Following notification of selection, Bidders will be expected to negotiate and execute a MOU with DOER based on the template provided in Appendix H to memorialize the commitments made in the bid package regarding economic development, environmental justice, and DEI Plans. Any selected bidders under this RFP will be required to provide DOER with complete, unredacted versions of their Diversity, Equity, and Inclusion Plans following selection. The MOU must be executed prior to or simultaneously with the execution of the Long-Term Contracts with the Distribution Companies.

2.9. Contract Negotiation Process

Bidders must be able to begin negotiations immediately upon notification of selection, including the resolution of any conflicts that their selected counsel or other representatives may have with respect to any of the Distribution Companies. The Distribution Companies expect to coordinate their negotiation of Long-Term Contracts with individual bidders, although there will be differences in the contracts that are specific to the contracting requirements of each Distribution Company. The bidders will enter into separate Long-Term Contracts with each Distribution Company with which they contract.

As described in Section 2.6.2.7 above, the Distribution Companies will not engage in negotiations of the LTC terms for selected Distribution Projects.

The total Environmental Attributes included in a successful bid will be allocated among the Distribution Companies based upon their total distribution loads in Massachusetts.

2.10. Regulatory Approval

The Distribution Companies' obligations to procure Environmental Attributes from Energy Storage Systems are conditioned upon approval of the Long-Term Contracts, Rate Schedules, and Tariffs and associated cost recovery by the DPU in a form acceptable to the Distribution Companies. Once the parties have executed a Long-Term Contract, the Distribution Companies shall submit the executed Long-Term Contract to the DPU for approval.

In the case of rates that fall under federal authority, such charges are subject to the review and approval of FERC pursuant to the Federal Power Act. The Distribution Companies' obligations with respect to such rates are also conditioned upon approval of the associated cost recovery by the DPU in a form acceptable to the Distribution Companies.

It is the bidder's responsibility to identify and obtain all required regulatory approvals from the appropriate regulatory authorities. Any bidder requiring regulatory approval by a certain deadline must state that deadline in its proposal, and that deadline will be considered in assessing the overall viability of the eligible project.

2.10.1. DPU Regulatory Process

Under Section 83E, the obligations of the Distribution Companies and the successful bidders to perform under each Long-Term Contract shall not become effective or binding until receipt of the approval of the DPU except as they pertain to the contract obligations to provide the initial Development Security and to submit project updates on a timely basis and as otherwise specified in the Long-Term Contract. After a Distribution Company and successful bidder have executed a Long-Term Contract that satisfies the requirements of Section 83E as a result of this RFP process, the Distribution Company intends to submit the proposed Long-Term Contract to the DPU for review and approval within 45 days of execution, unless circumstances require a longer period to prepare the DPU filing materials. The DPU shall approve, approve in part, or reject any contracts filed by the electric distribution companies for compliance under this section not later than 6 months from the filing date of said contracts. The successful bidder shall support the Distribution Company's efforts to obtain DPU approval.

The DPU has promulgated regulations at 220 C.M.R. § 23.00, *et seq.*, setting forth the criteria for its review pursuant to the requirements of Section 83E. When evaluating a proposed Long-Term Contract under Section 83E, the DPU will consider the recommendations of the AGO, which must be submitted to the DPU within 45 days of the filing of the proposed Long-Term Contract.

Once the DPU issues an Order approving a Distribution Company's request for approval of an executed Long-Term Contract under Section 83E, the Distribution Company shall notify the bidder. Each Distribution Company shall have the opportunity to terminate the Long-Term Contract if the DPU's approval contains terms or conditions that are deemed to be unsatisfactory to the Distribution Company, in its sole discretion. Terms or conditions that may be unsatisfactory include, but are not limited to, denial of annual remuneration of 2.25 percent of the annual payments under the Long-Term Contract, which is required by Section 83E and is intended to compensate the Distribution Company for accepting the financial obligation of the Long-Term Contract at issue.

2.10.2. FERC

Selected bidders must file any necessary Rate Schedules, Tariffs, and Agreements with FERC pursuant to the Federal Power Act and FERC regulations. FERC must accept the filing before the Rate Schedule, Tariff or Agreement can become effective.

3. Instructions to Bidders

3.1. Schedule for the RFP Process

The proposed schedule for the bidding process is set forth below in Chart 1. Any changes to the schedule, up to and including the due date for submission of proposals, will be posted at the

Distribution Companies website, MACleanEnergy.com. The Evaluation Team reserves the right to revise the schedule as necessary. In addition, the Evaluation Team reserves the right to establish a schedule that is different than the one set forth in this RFP.

Chart 1
RFP Schedule

Event	Anticipated Dates
Issue RFP	July 31, ¹⁹ 2026
Bidders Conference	August 13, 2026
Deadline for Submission of Questions	August 20, 2026
Deadline for ShareFile URL Request	October 2, 2026
Due Date for Submission of Confidential and Public Proposals	October 8, 2026
Selection of Projects/Commence Negotiations	February 24, 2027
Execute Long Term Contracts and MOU with DOER	April 28, 2027
Submit Long Term Contracts for DPU Approval	June 30, 2027

3.2. Prospective Bidders Conference; Prospective Bidder Questions

A Bidders Conference will be held for Prospective Bidders, and open to interested persons, approximately 2 weeks after the final RFP document is posted on **MACleanEnergy.com**. The purpose of the Bidders Conference is to provide the opportunity to clarify any aspects of this RFP for Prospective Bidders.

Prospective Bidders are encouraged to submit written questions regarding this RFP to the Evaluation Team on or before the deadline for submission of questions listed in the schedule. The Evaluation Team will answer questions received from Prospective Bidders by that deadline and will post the questions and answers at MACleanEnergy.com.

Although the Evaluation Team may respond orally to questions posed at the Bidders Conference, only written answers that are provided in response to written questions will be official responses.

It is the Bidder's responsibility to check the website for news and updates.

3.3. Preparation of Proposals

Each bidder shall have sole responsibility for carefully reviewing this RFP and all attachments hereto and for thoroughly investigating and informing itself with respect to all matters pertinent to

¹⁹ Following the issuance by the Department of a final Order approving the RFP. Determination of the date of a final Order shall be at the discretion of the RFP Drafting Parties.

this RFP and its proposal, including pertinent ISO-NE and Distribution Company tariffs and documents, market rules, and other information. Bidders should rely only on information provided in this RFP and any associated written updates (including official answers to written questions) when preparing their proposals. Each bidder shall be solely responsible for and shall bear all costs incurred in the preparation of its proposal and/or its participation in this RFP. Submission of proposals including confidential information shall be filed in accordance with Section 1.7 of the RFP.

3.4. Organization of the Proposal

Bidders are required to organize their proposal consistent with the contents of the Bidder's Response Package in Appendix A to this RFP as follows:

Section A-1:	Certification, Project, and Pricing Data	vi
Section A-2:	Executive Summary of the Proposal.....	vii
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Section A-15:	Exception to Form Long-Term Contract	xxxix

3.5. Updates to the Proposal

While bidders will not be permitted to refresh, restate, or reprice proposals except as provided below, bidders must provide updated information (e.g., the status of obtaining permits and financing) to the Evaluation Team about the eligible project that was not available at the time of their proposal submission. These updates are for informational purposes only and will not be

treated as a change or revision to the terms of the bidder's proposal by the Evaluation Team. If there are material developments, favorable or unfavorable, that impact on a proposal or associated project, the bidder must promptly notify the Evaluation Team in writing. The Evaluation Team reserves the right to consider this information during evaluation.

While the Distribution Companies do not anticipate requesting bidders to refresh, restate, or reprice their bids, the Distribution Companies nevertheless reserve the right, at their sole discretion, to make such a request at any time during the RFP process, (e.g., upon the issuance of the Guidance as described below). In the absence of such a request, bidders may not refresh, restate, or reprice their bids for any reason.

3.6. Modification or Cancellation of the RFP and Solicitation Process

The Distribution Companies may, at any time up to final award, postpone, withdraw and/or cancel this RFP; alter, extend or cancel any schedule date; and/or, alter, amend, withdraw and/or cancel any requirement, term or condition of this RFP, any and all of which shall be without any liability to DOER, the Independent Evaluator, or the Distribution Companies.

3.7. Requests for Additional Information

Following the submission of proposals, the Evaluation Team or the Independent Evaluator may request clarification and additional information from bidders at any time during the evaluation process. Such information will be subject to public posting and protection of confidential information as described elsewhere in this RFP, consistent with other bid submission materials. Bidders that do not respond promptly to such information requests or do not provide adequate information may be eliminated from further consideration, or the Evaluation Team may make appropriate assumptions to produce a reasonable and appropriate evaluation.

3.8. Limitation of Liability

Neither this RFP nor any other aspect of this solicitation shall create an agency, partnership, joint venture, or co-tenancy relationship among the members of the Evaluation Team, or any other individuals or entities involved in the development or administration of this RFP (collectively, the "RFP Parties"), nor any other relationship or liability beyond those (if any) explicitly adopted in writing and executed by authorized representatives of the applicable RFP Parties. None of the RFP Parties shall be liable for any act or omission of any other RFP Party. Neither this RFP nor any other aspect of this solicitation creates or is intended to create third-party beneficiaries hereunder. In no event will an RFP Party be liable to any person for special, incidental, punitive, exemplary, indirect or consequential damages or lost profits, whether by statute, in tort or contract or otherwise.

Appendix A – Bidder Response Form

Section 83E

Request for Proposal

Application Form

Applicant Information

Applicant:

Contact:

Address:

Phone:

Email:

Instructions for Distribution Project Bid Packages

As described in Section 1.7.3, bidders may submit multiple Distribution Project proposals as part of a bid package that could include common aspects for each bid (e.g. bidder experience). Even though there may be common bid aspects, each project proposal shall be considered separately.

For these Distribution Project packages, bidders should submit one copy of Appendix A: Bidder Response Package that provides information for the common aspects of the bid package. These common aspects are described below, both as to the RFP and the Appendix A. Bidders should only provide multiple versions of specific Appendix A subsections, as required, for each individual project.

For example, if a bidder has one Transmission Project (Project A) and three distribution projects (Projects B, C, D), the Bidder should submit one complete Bidder Response Form for Project A, one Bidder Response Form with all Common Distribution responses for Project B, C, and D, and individual Bidder Response subsections for each Project B, C, and D.

Stage 1 - Eligibility, Threshold, and Other Minimum Requirements	Distribution Project versus Transmission Project
2.2.1.1 Eligible Project Size	Minimum bid size greater than 1MW; Bidders may submit multiple projects (i.e. a portfolio of projects) which must clearly define each project size; Bidders submitting multiple Distribution Projects can make any of their Distribution Projects contingent upon other proposals within this solicitation. Bidders may not submit proposals that are positively contingent on circumstances outside the acceptance of a proposal in this solicitation (e.g., proposals accepted in solicitations in other states). Bids cannot be contingent on prior approved long-term contracts.
2.2.1.2 Eligible Commercial Operation Date and Other Requirements	SMART projects are not eligible to participate in this solicitation; projects must enroll in the interconnecting Distribution Company's Wholesale Distribution Tariff; projects must enroll in the Operational Parameters for Energy Storage Systems Tariff; COD requirement same as Transmission
2.2.1.3 Pricing Requirements Conforming Forms of Pricing	See requirements for Environmental Attribute LTCs

2.2.1.4 Bidder Disclosure of Affiliations and Affiliate Relationships	Same requirements as Transmission projects
2.2.1.5 Contract Term	Same requirements as Transmission projects
2.2.1.6 Capacity Requirements	Distribution Projects must include a commitment to take the steps outlined in the ISO-NE tariff to screen for and, if applicable, establish equivalent Capacity Network Resource Capability.
2.1.1.7 Delivery Requirements	Same requirements as Transmission projects
2.2.1.8 Interconnection Requirements	Distribution Project proposals must include a commitment to take the necessary steps to qualify for equivalent Capacity Network Resource Capability, as defined by ISO-NE.
	I.3.9 approval needed or describe why approval is not necessary. All technical reports or system impact studies should 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.
	Same requirements as Transmission projects as applicable
2.2.1.9 Proposal Completeness: Bidder Response Forms, Form LTCs, and Form MOU	Bidders of Distribution Projects will be provided a standard form long-term contract that will not be negotiable.
2.2.1.10 Bid Fees	Same requirements as Transmission projects
2.2.2.1 Facilitate Financing of Energy Storage Systems	Same requirements as Transmission projects
2.2.2.2 Site Control and Other Agreements	Same requirements as Transmission projects
2.2.2.3 Technical and Logistical Viability	Same requirements as Transmission projects

2.2.2.4 Ability to Finance the Proposed Project	Same requirements as Transmission projects
2.2.2.5 Bidder Experience	Same requirements as Transmission projects
2.2.2.6 Providing Enhanced Electricity Reliability within the Commonwealth	Same requirements as Transmission projects
2.2.2.7 Abandonment Costs	Same requirements as Transmission projects
2.2.2.8 Adequately Demonstrate Project Viability in a Commercially Reasonable Timeframe	Same requirements as Transmission projects
2.2.2.9 Contribution to Employment; Economic Development Benefits	Same requirements as Transmission projects
2.2.2.10 Utilizing an Appropriate Tracking System to Account and Enable for GWSA Goals	Same requirements as Transmission projects
2.2.2.11 Discussion of Safety Plan and Environmental Assessment	Same requirements as Transmission projects
2.2.2.12 Benefits to Environmental Justice Populations and Low-Income Ratepayers in the Commonwealth, and Transitioning Fossil Fuel Communities	Same requirements as Transmission projects
2.2.2.13 Diversity, Equity and Inclusion	Same requirements as Transmission projects
2.2.3 Security Requirements	Same requirements as Transmission projects
2.2.4 Unreasonable Balance Sheet Impacts	Same requirements as Transmission projects
2.2.5 Shifting of Risks in Long-Term Contracts	Distribution Projects will not be provided the opportunity to mark-up or negotiate the Long-Term Contracts

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. Each Transmission Project and Distribution Project submitted by bidder must include a unique, accompanying CPPD document.

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 (if applicable), energy storage technology to be deployed, commercial operation date, pricing (e.g., \$/CPEC, \$/environmental attribute, \$/MWh), etc. is encouraged. Bidders submitting multiple Transmission Projects or Distribution Projects must provide an executive summary for each project.

Enter executive summary here

Section A-3: Operational Parameters and Operational Schedule

Please answer the following questions in Section A-3 for each Transmission Project and Distribution Project being bid. If developing the project in phases, please break out information for each phase.

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:
- ii. Technology Type (e.g., mechanical, chemical, thermal):
- iii. Technology Description (e.g., battery chemistry, thermal storage medium):
- iv. Point of Interconnection Deliverability Restrictions (if any):
- v. Nameplate MW AC (at 100% project completion):
- vi. Net Contract MW AC (at 100% project completion):
- vii. Charge rate (MW):
- viii. Discharge rate (MW):
- ix. Storage Energy (MWh):
- x. Discharge Duration at Full-Rated Capacity (hours):
- xi. Charging Efficiency (%):
- xii. Discharging Efficiency (%):
- xiii. Round Trip Efficiency (%):
- xiv. Other Characteristics of your system, including, if applicable, but not limited to: Depth of Discharge (%), Full Duty Cycle, etc.:
- xv. Max/ Min cycles per year, season, and per 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.

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

3.3 Describe the location of the Energy Storage System, in terms of:

- i. The anticipated interconnection point

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

- ii. The value of the relative proximity of the system to large loads and/or any clean energy generation facility, including any decreased risk of curtailment

and/or deferred investment for the generation facility

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

- iii. How the location of the Energy Storage System may impact the operation of fossil-fuel based generators (e.g. reduced ramping, peaker displacement, etc.)

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

- iv. If the project location is in proximity to other Energy Storage Systems

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

- v. How the location was strategically located to maximize grid benefits and align with transmission and distribution planning priorities, such as deferring or eliminating the need for costly transmission and distribution upgrades

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

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

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

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 and evidence of meeting operational delivery plans in other energy storage projects.

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

3.6 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.

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

3.7 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.

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

3.8 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.

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

3.9 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).

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

3.10 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).

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

3.11 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).

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

Section A-4: Environmental Attribute Delivery Plan

4.1 For each Transmission Project and Distribution Project being bid, please provide documentation and information demonstrating that the project will deliver into the Distribution Companies' 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.

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

Section A-5: Financial and Legal

For all project-specific questions in Section A-5, if bidding in multiple Transmission Projects or Distribution Projects, please answer each question for each Transmission Project or Distribution Project being bid.

5.1 Except for existing Energy Storage Systems, which do not need to demonstrate that a long-term contract under Section 83E is necessary to facilitate financing, 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.

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

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.

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

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

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

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

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

- iii. Expected sources of debt and equity financing

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

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

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

- v. The projected capital structure

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

- 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.

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

- 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.

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

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.

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

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.

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

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

Project Experience 1

Project Experience 2

Project Experience 3

Project Experience 4

Additional Project Experience

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.

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

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.

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

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.

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

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.

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

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.

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

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.

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

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.

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

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 (IRA), the Infrastructure Investment and Jobs Act of 2022, and the One Big Beautiful Bill Act (the “OBBBA”).

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 IRA and the OBBBA . Bidders must also describe plans to pursue state funding available to energy storage projects.

As part of the provisions of the OBBBA, the Bidder must describe the credibility and status of compliance with “foreign entities of concern” (FEOC) and provide compliance documentation (e.g. preparation of non-FEOC reports, certifications, or existing safe harbor provisions). In addition to describing how bidder will qualify and demonstrate initial compliance with FEOC, bidder must also provide a description of bidder’s plan to remain compliant throughout the life of the project, including but not limited to retaining effective control of the project throughout its lifecycle, to avoid any recapture of ITC.

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

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.

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

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 or distribution system upgrades?

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

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.

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

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.

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

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

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

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?

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

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.

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

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.

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

5.23 Describe any failures by the bidder and/or its affiliates 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.

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

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.

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

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.

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

5.25 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).

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

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

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

5.27 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.

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

5.28 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

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

Section A-6: Interconnection, Deliverability, and Reliability

Please answer the following questions in Section A-6 for each Transmission Project and Distribution Project being bid:

6.1 Please provide documentation to show evidence of the interconnection request or application to ISO-NE or the applicable Distribution Company. For Transmission Projects, provide evidence of a commitment to interconnect to the ISO-NE PTF at a level equivalent to the Capacity Capability Interconnection Standard, or alternatively at the Network Resource Interconnection Standard under a Surplus Interconnection Service arrangement where the Original Interconnection Customer receives Capacity Network Resource Interconnection Service. For Distribution Projects, provide documentation describing the steps the project will take to screen for and, if applicable, establish equivalent Capacity Network Resource Capability (eCNRC) Please describe the status of any planned interconnection to the grid.

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

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, for Transmission Projects, will interconnect at an equivalent to the Capacity Capability Interconnection Standard or, for Distribution Projects, establish eCNRC. 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.

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

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

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

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

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

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

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

- iv. Additionally, any other studies undertaken by ISO-NE, the Distribution Company(s), or the bidder must be provided

6.3 If multiple Transmission Project interconnection requests or Distribution Project interconnection applications 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.

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

6.4 Please provide cost estimates for any and all necessary network (transmission and/or distribution) upgrades identified in the studies identified in 6.2, or otherwise known to the bidder, and any payments that have been made towards those upgrades.

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

6.5 Provide the electrical models for both Transmission and Distribution Projects for transmission level power flow analysis of all energy resources supporting the proposed project in accordance with the filing requirements of the ISO-NE Tariff Schedule 22 and 23. Distribution Projects should indicate the substation bus (not feeder) at which injected power is expected. NOTE: Short-circuit, stability, and PSCAD models are not required.

- i. Power flow modeling data attached: ☐ If none, please explain:

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

6.6 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 6.8 of this document

- i. Electrical one-line diagram attached: ☐ If none, please explain:

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

6.7 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, to the extent presently known.

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

6.8 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 for a Transmission Project, pursuant to

interconnection at an equivalent to the CCIS. For a Distribution Project, detail any transmission or distribution upgrades expected to take place to establish eCNRC, to the extent presently known. If you are planning to make voluntary upgrades beyond those associated with the CCIS-equivalent standard or the eCNRC, please describe the transmission and/or distribution 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.

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

Section A-7: Siting, Permitting and Community Support

Please answer the following questions in Section A-7 for each Transmission Project and Distribution Project being bid:

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 and distribution 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:

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

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.

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

- ii. If so, please detail the bidder's rights to control the Energy Storage System site and interconnection locations.

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

- 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.

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

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

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

- 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)

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

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.

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

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

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.

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

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

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

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 and progress towards each of them to date. 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.

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

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.

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

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.

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

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.

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

Section A-8: Safety Plan

Please answer the following questions in Section A-8 for each Transmission Project and Distribution Project being bid:

8.1 Please attach as detailed a safety plan as possible, given the stage of the project, which demonstrates compliance or intent to comply with all relevant federal, state, and local laws, codes, and standards. Safety plans must at a minimum comprise the following elements:

- i. Energy Storage System project drawings: Provide final, draft, or preliminary project drawings, including as much detail as known at the time of bid submission.

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

- ii. Fire protection datasheets: Provide final, draft, or proposed technology fire protection system datasheets for the project.

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

- iii. UL equipment listings and certifications: List plans to comply with the applicable UL equipment listings and certifications. Optionally, bidders may provide supplemental commentary related to UL equipment listings and certifications that they believe may be relevant or useful to the Evaluation Team for the purpose of evaluating the bid.

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

- iv. Hazard mitigation analysis: Provide a final, draft, or plans to develop a project site-specific Hazard Mitigation Analysis (HMA), addressing thermal runaway, mechanical failures, and other potential equipment failures.

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

- v. Emergency response plan: Provide a final, draft, or plans to develop a project site-specific Emergency Response Plan (ERP).

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

- vi. Safety training materials: Provide final, draft, or plans to develop project site-specific safety training materials.

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

- vii. Explosion control: Provide final, draft, or plans to develop project-specific explosion control designs, including plans to comply with the applicable UL test results standards and plans to comply with applicable NFPA requirements.

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

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.

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

8.3 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.

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

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

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

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

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

8.6 Please describe reporting protocols, both internally and externally.

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

8.7 Please describe bidder's experience employing safety plans for similar projects currently under construction or in operation, including bidder's approach to risk assessment, design standards, and coordination with local authorities and emergency responders. Please describe how bidder's safety protocols have evolved over time.

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

8.8 Have any of bidder's prior projects experienced fire incidents, thermal events, or related safety concerns? If so, please summarize the circumstances, response actions taken, and lessons learned for each relevant facility and location.

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

8.9 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. Please also provide evidence of community engagement towards acceptance of the facility, or a plan to work towards such engagement and acceptance.

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

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.

Please answer the following questions in Section A-9 for each Transmission Project and Distribution Project being bid:

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

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

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.

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

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.

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

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.

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

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 or distribution 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.

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

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 or distribution system upgrades. If not, identify the long-lead equipment and describe the timing for securing this equipment.

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

9.7 Does bidder intend to propose any technology (1) that it, its affiliates or parent companies have used in a prior project, (2) that has been involved in a fire or thermal event anywhere in the world and (3) that necessitated a root cause analysis? If yes, please submit the root cause analysis and related documentation as part of the bid package. If no, please state that this question is not applicable.

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

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. If a bidder is developing the project in phases, it should include a schedule for each phase. For Transmission Projects, the bidder should include critical milestones in its markup to the Form LTC that are consistent with its proposal and are reasonably achievable.

Please answer the following questions in Section A-10 for each Transmission Project and Distribution Project being bid:

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.

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

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.

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

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

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

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. If the project is being developed in phases, please break out the construction plan for each phase. Please answer the following questions in Section A-11 for each Transmission Project and Distribution Project being bid:

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

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

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

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

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.

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

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.

Please answer the following questions in Section A-12 for each Transmission Project and Distribution Project being bid:

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.

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

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

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

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.

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

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.

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

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

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

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.

For all project-specific questions in Section A-13, if bidding in multiple Transmission Projects or Distribution Projects, please answer each question for each Transmission Project or Distribution Project being bid.

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

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

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.

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

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).

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

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.

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

13.5 If the bidder's previous project experience is primarily or entirely outside of Massachusetts and/or the Northeast, describe how the skills and perspectives of this non-local experience will be beneficial to successfully developing the bid(s) under this RFP.

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

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

- i. Construction Period Lender
- ii. Operating Period Lender and/or Tax Equity Provider
- iii. Financial Advisor
- iv. Environmental Consultant
- v. Facility Operator and Manager
- vi. Owner's Engineer
- vii. Transmission/Delivery Consultant
- viii. Legal Counsel

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

13.7 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.

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

13.8 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.

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

13.9 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.

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

13.10 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.

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

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

For all project-specific questions in Section A-14, if bidding in multiple Transmission Projects or Distribution Projects, please answer each question for each Transmission Project or Distribution Project being bid:

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.

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

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.

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

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.

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

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.

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

14.5 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.

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

14.6 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 of the project.

Enter appropriate explanation in this space or reference applicable attachment(s) Please provide copies of any agreements to effectuate those benefits.

14.7 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.

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

14.8 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.

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

14.9 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.

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

14.10 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.

Attachments: Marked version of Form MOU with DOER

14.11 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.

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

14.12 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.

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

14.13 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,

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

14.14 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.

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

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

For Transmission Projects, 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. If the bidder is proposing a phased project with each phase covered by a separate contract, the bidder should provide separate contracts for each phase with specific alternative provisions to the Form PPA in redline format.

Bidders are discouraged from proposing material changes to the Form Long-Term Contract. As provided in Section 2.2.5, the Distribution Companies reserve the right to reject certain mark-ups that add additional cost or risk. Selection of a project does not mean acceptance of the Bidder's mark-ups as bid.

Bidders of Distribution Projects may not change the Form Long-Term Contract.

Appendix B – 1: Form of Long-Term Contract (National Grid)

[See Separate Document]

Appendix B – 1: Form of Long-Term Contract (Eversource and Unitil)

[See Separate Document]

Appendix C – Certification and Authorization

A proposal will be considered incomplete unless all required signatures are provided.

The undersigned certifies that he or she is an authorized officer or other authorized representative of the Bidder, and further certifies that:

(1) the Bidder has reviewed this RFP and all attachments and has investigated and informed itself with respect to all matters pertinent to this RFP and its proposal; (2) the Bidder's proposal is submitted in compliance with all applicable federal, state and local laws and regulations, including antitrust and anti-corruption laws; (3) the Bidder is bidding independently and that it has no knowledge of non-public information associated with a proposal being submitted by another party in response to this RFP other than a response submitted: (a) by an affiliate of that bidder or (b) for a project in which that bidder is also a project proponent or participant, which, in each case, must be disclosed in writing to the Evaluation Team with each such bidder's or affiliated bidder's proposal; (4) the Bidder has no knowledge of any confidential information associated with development of the RFP; (5) the Bidder's proposal has not been developed utilizing knowledge of any non-public information associated with the development of the RFP; (6) the Bidder has not obtained any confidential bidding- related information directly or indirectly from any of the Distribution Companies, in preparation of its bid; (7) except as disclosed by the Bidder in the relevant portions of its response, the Bidder is not an Affiliated Company of any Massachusetts investor- owned electric Distribution Company and no Distribution Company which is seeking proposals pursuant to the RFP has a financial or voting interest, controlling or otherwise in the bidder or the bidder's proposed project; (8) the bidder accepts that confidential information about their proposal might be shared with any members of the Evaluation Team, the Evaluation Team Consultant, the Independent Evaluator, ISO-NE or Other Authorities personnel; (9) the bidder shall abide by/accept all rules and protocols put in place to maintain a fair, competitive, and transparent solicitation process; and (10) the bidder will continue to observe these requirements throughout the RFP process.

Violation of any of the above requirements may be reported to the appropriate government authorities and shall disqualify the Bidder from the RFP process.

The undersigned further certifies that the prices, terms and conditions of the Bidder's proposal are valid and shall remain open, without modification except as allowed in this RFP, until October 31, 2027, unless otherwise extended by mutual agreement between the bidder(s) and the Distribution Companies.

The undersigned further certifies that he or she has personally examined and is familiar with the information submitted in this proposal and all appendices thereto, and based on reasonable investigation, including inquiry of the individuals responsible for obtaining the information, the submitted information is true, accurate and complete to the best of the undersigned's knowledge and belief.

The undersigned understands that a false statement or failure to disclose material information in the submitted proposal may be punishable as a criminal offense under applicable law. The undersigned further certifies that that this proposal is on complete and accurate forms as

provided without alteration of the text. The undersigned further understands and agrees to the provisions of this RFP related to confidential information, and consents to the limited exchange and sharing of confidential information related to the Bidder's proposal as described in this RFP, including with members of the Evaluation Team, the Independent Evaluator, ISO- NE, and/or adjacent Control Area personnel.

Bidder or Bidder's Authorized Representative

Print or Type Name

Project Title(s) as Submitted to the Evaluation Team

Title

Date

Appendix D – Massachusetts Green Communities Act Section 83E

Section 83 E. (a) In order to provide a cost-effective mechanism for facilitating the financing of beneficial, reliable energy storage systems, as defined in section 1 of chapter 164 of the General Laws, on a long-term basis, taking into account the factors outlined in this section, every distribution company shall, in coordination with the department of energy resources, jointly and competitively solicit proposals for energy storage systems and, provided that reasonable proposals have been received, shall enter into cost-effective long-term contracts equal to, in the aggregate, approximately 5,000 megawatts of energy storage systems not later than July 31, 2030, of which 3,500 megawatts shall be mid-duration energy storage, 750 megawatts shall be long-duration energy storage and, if commercially available at a reasonable cost, 750 megawatts shall be multi-day energy storage; provided, however, that existing energy storage systems shall be eligible to participate in any procurement issued under this section.

(b) The timetable and method for solicitation of long-term contracts shall be proposed by the department of energy resources in coordination with the distribution companies using a competitive bidding process and shall be subject to review and approval by the department of public utilities. The department of energy resources shall consult with the distribution companies and the office of the attorney general regarding the choice of solicitation methods. A solicitation may be coordinated and issued jointly with other New England states or entities designated by those states. The distribution companies, in coordination with the department of energy resources, may conduct 1 or more competitive solicitations through a staggered procurement schedule developed by the department of energy resources. The schedule shall ensure that the distribution companies enter into cost-effective long-term contracts for energy storage systems equal to approximately 5,000 megawatts not later than July 31, 2030, of which: (i) approximately 1,500 megawatts of mid-duration storage shall be procured by July 31, 2025, and shall be for environmental attributes only; (ii) approximately 1,000 megawatts of mid-duration storage shall be procured by July 31, 2026; (iii) approximately 1,000 megawatts of mid-duration storage shall be procured by July 31, 2027; and (iv) all remaining energy storage systems capacity shall be procured by July 31, 2030. Each procurement shall consider inclusion of environmental attributes, energy services or a combination of both; provided, however, that the procurement of 1,500 megawatts of mid-duration storage by July 31, 2025 shall be for environmental attributes only. The distribution companies may fulfill their obligations for this procurement by filing contracts with the department of public utilities that were entered into as a result of a solicitation issued under section 17 of chapter 25A of the General Laws. The department of public utilities shall approve, approve in part, or reject any contracts filed by the electric distribution companies for compliance under this section not later than 6 months from the filing date of said contracts. Proposals received pursuant to a solicitation pursuant to this section shall be subject to review by the department of energy resources and the executive office of economic development in consultation with the independent evaluator. The electric distribution companies shall offer technical advice. If the department of energy resources, in consultation with the independent evaluator, determines that reasonable proposals were not received pursuant to a solicitation, the department may terminate the solicitation and may require additional solicitations to fulfill the requirements of this section.

(c) The department of energy resources may give preference to proposals for environmental attributes or energy services from energy storage systems that provide additional benefits or value to the electric power grid or communities, including, but not limited to: (i) supporting grid resiliency and transmission needs in specific geographic locations; (ii) providing economic opportunities or public health benefits to environmental justice or disadvantaged communities; or (iii) creating economic opportunities in transitioning fossil fuel communities. The department shall give preference to proposals that demonstrate compliance with the provisions of sections 26 to 27F, inclusive, of chapter 149 of the General Laws, and have a history of participation with state or federally certified apprenticeship programs.

(d) In developing proposed long-term contracts, the distribution companies shall consider long-term contracts for energy services, for environmental attributes and for a combination of both energy services and environmental attributes. A distribution company may decline to pursue a contract if the contract's terms and conditions would require the contract obligation to place an unreasonable burden on the distribution company's balance sheet after consultation with the department of energy resources; provided, however, that the distribution company shall take all reasonable actions to structure the contracts, pricing or administration of the products purchased under this section to prevent or mitigate an impact on the balance sheet or income statement of the distribution company or its parent company, subject to the approval of the department of public utilities; and provided further, that mitigation shall not increase costs to ratepayers. If a distribution company deems all contracts to be unreasonable, the distribution company shall consult with the department of energy resources and, not later than 20 days of the date of its decision, submit a filing to the department of public utilities. The filing shall include, in the form and detail prescribed by the department of public utilities, documentation supporting the distribution company's decision to decline the contract. Following a distribution company's filing, and not later than 4 months of the date of filing, the department of public utilities shall approve or reject the distribution company's decision and may order the distribution company to reconsider any contract. The department of public utilities shall take into consideration the department of energy resources' recommendations on the distribution company's decision. The department of energy resources may require additional solicitations to fulfill the requirements of this section.

(e) The department of public utilities shall promulgate regulations consistent with this section. The regulations shall: (i) allow developers or owners of energy storage systems to submit proposals for long-term contracts; (ii) require that contracts executed by the distribution companies under such proposals are filed with, and approved by, the department of public utilities before they become effective; (iii) provide for an annual remuneration for the contracting distribution company equal to 2.25 per cent of the annual payments under the contract to compensate the company for accepting the financial obligation of the long-term contract; provided, however, that such provision shall be acted upon by the department of public utilities at the time of contract approval; (iv) require associated transmission costs to be incorporated into a proposal; provided, however, that to the extent there are regional or project-specific transmission costs included in a bid, the department of public utilities may, if it finds such recovery to be in the public interest, authorize or require the relevant parties to seek recovery of such transmission costs from other states or from benefitted entities or populations in other states through federal transmission rates, consistent with policies and tariffs of the Federal Energy

Regulatory Commission; and (v) require that the energy storage systems used by a developer or owner under the proposal meet the following criteria: (A) are cost effective to electric ratepayers in the commonwealth over the term of the contract taking into consideration costs and benefits to the ratepayers, including economic and environmental benefits and the equitable allocation of costs to, and the equitable sharing of costs with other states and populations within other states that may benefit from energy storage systems procured by the commonwealth; (B) if applicable, adequately demonstrate project viability in a commercially reasonable timeframe; (C) include benefits to environmental justice populations and low income ratepayers in the commonwealth; and (D) include opportunities for diversity, equity and inclusion, including, at a minimum, a workforce diversity plan and supplier diversity program plan.

(f) A proposed long-term contract shall be subject to the review and approval of the department of public utilities and shall be apportioned among the distribution companies. As part of its approval process, the department of public utilities shall consider recommendations by the attorney general, which shall be submitted to the department not later than 45 days following the filing of a proposed long-term contract with the department. The department of public utilities shall take into consideration: (i) the department of energy resources' recommendations on the costs and benefits to ratepayers, the equitable allocation and sharing of costs to and with other states and populations within other states that may benefit from energy storage systems procured by the commonwealth; and (ii) the requirements of chapter 298 of the acts of 2008 and of the statewide greenhouse gas emissions limits under chapter 21N of the General Laws. The department of public utilities shall consider the costs and benefits of the proposed long-term contract and shall approve a proposed long-term contract if the department finds that the proposed contract is in the public interest and is a cost-effective mechanism for procuring beneficial, reliable energy storage systems on a long-term basis, taking into account the factors outlined in this section. A distribution company shall be entitled to cost recovery of payments made under a long-term contract approved under this section.

(g) The department of energy resources and the attorney general shall jointly select, and the department of energy resources shall contract with, an independent evaluator to monitor and report on the solicitation and bid selection process in order to assist the department of energy resources in determining whether a proposal received pursuant to subsection (b) is reasonable and to assist the department of public utilities in its consideration of long-term contracts filed for approval. To ensure an open, fair and transparent solicitation and bid selection process is not unduly influenced by an affiliated company, the independent evaluator shall: (i) issue a report to the department of public utilities analyzing the timetable and method of solicitation and the solicitation process implemented by the distribution companies and the department of energy resources under subsection (b) and include recommendations, if any, for improving the process; and (ii) upon the opening of an investigation by the department of public utilities into a proposed long-term contract for a winning bid proposal, file a report with the department of public utilities summarizing and analyzing the solicitation and the bid selection process and providing its independent assessment of whether all bids were evaluated in a fair and non-discriminatory manner. The independent evaluator shall have access to all information and data related to the competitive solicitation and bid selection process necessary to fulfill the purposes of this subsection but shall ensure all proprietary information remains confidential. The department of public utilities shall consider the findings of the independent evaluator and may adopt

recommendations made by the independent evaluator as a condition for approval. If the independent evaluator concludes in the findings that the solicitation and bid selection of a long-term contract was not fair and objective and that the process was substantially prejudiced as a result, the department of public utilities shall reject the contract.

(h) The distribution companies shall each enter into a contract with the winning bidders for their apportioned share of the long-term contract costs. The apportioned share shall be calculated and based upon the total energy demand from all distribution customers in each service territory of the distribution companies.

(i) An electric distribution company may elect to use or retain environmental attributes to meet any applicable annual portfolio standard requirements, including section 11F of chapter 25A of the General Laws, and other clean energy compliance standards as applicable. If the environmental attributes are not so used, such companies shall sell such purchased environmental attributes attributed to any applicable portfolio standard eligible resources to minimize the costs to ratepayers under the contract. The department of energy resources shall conduct periodic reviews to determine the impact on the environmental attributes markets of the disposition of environmental attributes under this section and may issue reports recommending legislative changes if it determines that actions are being taken that will adversely affect the environmental attributes markets.

(j) If a distribution company sells the environmental attributes as described in this section, the distribution company shall net the cost of payments made to projects under the long-term contracts against the net proceeds obtained from the sale of environmental attributes and the difference shall be credited or charged to all distribution customers through a uniform, fully reconciling annual factor in distribution rates, subject to review and approval of the department of public utilities.

(k) A long-term contract procured under this section for energy storage systems shall utilize an appropriate tracking system to ensure a unit specific accounting of the delivery of environmental attributes, to enable the department of environmental protection, in consultation with the department of energy resources, to accurately measure progress in achieving the commonwealth's goals under chapter 298 of the acts of 2008 and the statewide greenhouse gas emissions limits under chapter 21N of the General Laws.

(l) The department of energy resources and the department of public utilities may jointly develop requirements for a bond or other security to ensure performance with requirements under this section.

(m) The department of energy resources may promulgate regulations necessary to implement this section.

(n) If this section is subjected to a legal challenge, the department of public utilities may suspend the applicability of the challenged provision during the pendency of the action until a final resolution, including any appeals, is obtained and shall issue an order and take other actions as are necessary to ensure that the provisions not subject to the challenge are implemented expeditiously to achieve the public purposes of this section.

Appendix E – Confidential Information with Respect to Massachusetts

With respect to the Commonwealth of Massachusetts, and subject to the confidentiality provisions described above for information associated with this solicitation in the possession of the Commonwealth of Massachusetts, the Massachusetts Distribution Companies shall use commercially reasonable efforts to treat the confidential information that they receive from bidders in a confidential manner and not, except: (1) as required by law; (2) pursuant to a request for information in a regulatory or judicial proceeding; or (3) pursuant to a request for information by a public utilities commission with supervisory authority over any of the Massachusetts Distribution Companies, disclose such information to any third party or use such information for any purpose other than in connection with this RFP; provided, however, that if such confidential information is sought in any regulatory or judicial inquiry or proceeding or pursuant to a request for information by a public utilities commission with supervisory authority over any of the Massachusetts Distribution Company, the Massachusetts Distribution Companies shall take reasonable steps to limit disclosure and use of said confidential information through the use of non-disclosure agreements or requests for orders seeking protective treatment, and shall inform the bidders that the confidential information is being sought. Bidders are advised that the Massachusetts Distribution Companies will share bid information with (a) the Massachusetts DOER to facilitate DOER's ability to perform its role under Section 83E, which includes its obligations to assess:

(1) the process followed by the Massachusetts Distribution Companies; and (2) the merits of one or more PPAs proposed for approval to the MDPU and (b) the Independent Evaluator to facilitate the Independent Evaluator's performance of its role pursuant to Section 83E and this RFP. Pursuant to G.L.c. 25A, § 7, DOER has statutory authority to protect price, inventory and product delivery data. Notwithstanding the foregoing, in the event such confidential information is shared pursuant to a request for confidential treatment and confidential treatment is not afforded, the Massachusetts Distribution Companies shall not be held responsible. Similarly, bidders shall use commercially reasonable efforts to treat all confidential information received from the Massachusetts Distribution Companies in a confidential manner and will not, except as required by law or in a regulatory or judicial proceeding, disclose such information to any third party or use such information for any purpose other than in connection with this RFP; provided, however that if such confidential information is sought in any regulatory or judicial proceeding, the bidders shall take reasonable steps to limit disclosure and use of said confidential information through the use of non-disclosure agreements or requests for orders seeking protective treatment, and shall inform the Massachusetts Distribution Companies that the confidential information is being sought.

Bidders are advised that, per MDPU requirements, confidential bidder information may be disclosed during the MDPU approval process to parties that are granted full intervenor status in the proceeding. In past proceedings, full intervenor status has been granted to competitive suppliers and industry trade groups, and therefore, confidential bidder information has been required, subject to an executed NDA, to be disclosed to legal counsel and/or a third-party consultant retained by the intervenor for purposes of the proceeding.

Bidders are advised that, for any requests of the Massachusetts Distribution Companies for bidder information other than as described in the previous two paragraphs, the Massachusetts Distribution Companies will recommend that the party seeking bidder information contact the bidder directly to request such information and negotiate a non-disclosure agreement, as necessary.

Appendix F-1: Standard of Conduct – National Grid

Appendix F-2: Standard of Conduct – Eversource

Appendix F-3: Standard of Conduct – Until

Appendix G – Bid Submittal Instructions

Bids must be submitted as both confidential and public and must be marked accordingly. Given the anticipated size of the bids, both the confidential and public bid packages must be submitted via ShareFile link. The file-size limit is 100GB. Each bidder should take all necessary and appropriate steps, including shrinking the size of PDF documents, to ensure that the ShareFile link file size limit is not exceeded.

Each bidder must, by October 2, 2026, submit an email to marfp83E@gmail.com requesting a bid-specific ShareFile URL to use to submit both the confidential and public bid packages. Each bidder will receive a unique ShareFile URL that will only be accessible for viewing and downloading by members of the Evaluation Team, including consultants retained by the electric distribution companies and DOER, and the Independent Evaluator. It is the responsibility of the bidder to ensure that it does not publicly disseminate its unique ShareFile URL.

The date for confidential bid submission is October 8, 2026 at 12:00 (noon) EDT, unless extended by the Evaluation Team. Accordingly, any files uploaded to each bid-specific ShareFile URL after 12:00 p.m. EDT on October 8, 2026 (or date as extended according to this RFP) will not be accepted. Bidders should submit their Public Proposal with the Confidential Proposal via the same bid-specific ShareFile URL.

The utmost security measures will be used to protect the confidentiality of bid materials. A user-specific password along with two-step authentication (SMS, voice, or time-based one-time passcode authenticator app) will be provided to the bidder (based on the email request to marfp83E@gmail.com) in order to both upload and access bid materials via the ShareFile link. No one without the link, username, password, and two-factor device will be able to access the materials outside of the Evaluation Team, the Independent Evaluator, and their contracted consultants who are bound by confidentiality agreements. 256-bit encryption will be used along with SOC 2 certified data centers to house the data. Furthermore, ShareFile employs SSL/TLS protocols to protect client authentication, authorization and file transfers. The links themselves are uniquely and randomly generated to avoid guessing attacks.

Specifically, the administrator will create each requested bid user in ShareFile and send them a user-specific link to the Evaluation Team's ShareFile account. The first time a user logs in, they will have to enter their phone number to get the two-factor authentication code and then create their own password (with strength requirements) before they can access ShareFile. After the administrator creates each user, the administrator will be able to control access to any of the documents for each person on the account.

It remains the responsibility of the bidder to protect and secure all links, usernames, passwords, and two-factor devices used and/or provided to ensure no other party is able to access their submitted bid information.

BID FEE REMITTANCE

The bid fee should be calculated based upon the instructions in Section 1.10 of the body of the RFP. The total fee should then be remitted to each electric distribution company listed below in

the percentages listed in the table below. Calculation is made in the last column of the table for a hypothetical \$10,000 bid fee.

Payment must be submitted to each electric distribution company via wire transfer. Upon request, wire transfer information will be made available. Please send wire transfer information requests to the email address: marfp83E@gmail.com.

<u>Example Bid Fee Calculation</u>		
Unitil	0.99%	\$ 99
National Grid	45.75%	\$ 4,575
Eversource Energy	53.26%	\$ 5,326
Total	100.00%	\$ 10,000

Appendix H- Form Memorandum of Understanding (MOU) with DOER

ENERGY STORAGE SYSTEM REPORTING AGREEMENT

This Energy Storage Systems and associated Environmental Attributes Reporting Agreement (this “Agreement”) is entered into effective as of DATE (the “Effective Date”) by and between COMPANY (“COMPANY NAME” or “Company”), and the Massachusetts Department of Energy Resources (“MA DOER”). Each of COMPANY and MA DOER is referred to as a “Party” and, collectively, as the “Parties.”

RECITALS

WHEREAS, on DATE, COMPANY submitted its proposal (the “Bid”) for a AMOUNT MW energy storage system (the “Project”) in response to the Request for Proposals for Long-Term Contracts for Energy Storage Projects (the “RFP”) issued DATE, by Fitchburg Gas & Electric Light Company d/b/a Unitil, Massachusetts Electric Company d/b/a National Grid, Nantucket Electric Company d/b/a National Grid, and NSTAR Electric Company d/b/a Eversource Energy (each, individually, an electric distribution company or “EDC” and, collectively, the “EDCs”);

WHEREAS, on DATE, DOER selected the Bid as a winning proposal under the RFP;

WHEREAS, following the selection of the Bid, COMPANY and each EDC negotiated and subsequently executed and delivered Long-term Contract for Energy Storage Systems and Associated Environmental Attributes for the EDCs’ purchase of energy and other products to be produced by the Project (as the same may be amended, restated, modified, supplemented, extended or otherwise superseded from time to time, the “LTCs”), each dated DATE, which LTCs will be subsequently submitted for approval to the Massachusetts Department of Public Utilities (“MA DPU”);

WHEREAS, among other aspects of the Bid, COMPANY committed to investments to promote short and long-term employment and economic development in the Commonwealth, track and report on the status of environmental justice impacts, and engagement and employment opportunities (training, recruitment and hiring goals, and a commitment to diversity, equity and inclusion, including employment and procurement/contracting opportunities, for minority, women, veterans, LGBT and persons with disabilities,

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties, intending to be legally bound, agree as follows:

AGREEMENT

1. Project Impact Assessment and Reporting. COMPANY hereby agrees that it shall deliver to MA DOER written annual progress reports beginning not later than the date that is one year after the Effective Date of this 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 COMPANY's progress in achieving any direct economic investment commitments and/or economic development commitments from its Bid and shall include in addition, the following information:

- a) The total number of Company's and its affiliates' employees whose work is substantially (i.e., 50% or greater) dedicated to the Project, as well as the number of such employees who reside in the Commonwealth and in which counties;
- b) The total number of workers employed by contractors and subcontractors for the Project, as well as the number who reside in the Commonwealth;
- c) Descriptions of the types of jobs included in (b) by general category (e.g., development, operations & maintenance, construction, manufacturing, etc.) and the average annual salary level by category and county;
- d) Such general demographic information regarding employment created by the Project related to the goals outlined in the COMPANY Bid's regarding diversity, equity and inclusion as COMPANY is able to collect using commercially reasonable efforts, and descriptions of efforts to recruit and retain diverse job candidates;
- e) The extent to which the reported results align with the estimates of the Project's contributions to employment and economic development contained in the Project proposal;
- f) Any relevant lessons learned that Massachusetts officials can use to improve economic outcomes for Massachusetts and inform future state procurement and programmatic efforts;
- g) The estimated employment and economic impact of projects supported by the Project, specifically focusing on funds allocated, revenue generation and the impacts on the communities in which such projects are located;
- h) How the Project provides employment and procurement/contracting opportunities for minority, women, veterans, LGBT and persons with disabilities;
- i) The status of any impacts to EJ Populations from project siting and construction and status of outreach and engagement with affected Environmental Justice ("EJ") Populations;²⁰ and
- j) The status of employment opportunities for EJ Populations and residents of EJ Populations provided by the Project.

MA DOER agree that COMPANY shall not be considered in breach of its obligations hereunder as a result of any such information proving inaccurate or incomplete, as long as COMPANY has used reasonable and good faith means of collecting, analyzing and preparing such information. Further, MA DOER and COMPANY agrees that the annual report will not include any personal identifiable information (PII) with respect to any employees, contractors, workers or other

²⁰ As defined in MGL ch. 30, § 62; see also EEA Environmental Justice Policy (<https://www.mass.gov/info-details/environmental-justice-populations-in-massachusetts>).

personnel of any kind.

3. Conditions to Commitments. MA DOER acknowledges and agrees that COMPANY's commitments set forth herein are subject to (1) the Project obtaining all federal, state and local permits needed to construct and operate the Project, and (2) the Project achieving financial close with such lenders and tax equity investors as are necessary to finance the Project ("Financial Close").

5. Representations and Warranties. As of the Effective Date, COMPANY represents and warrants to MA DOER (which representations and warranties shall survive the termination or expiration of this Agreement) that: (i) the execution, delivery and performance of this Agreement has been duly authorized by all requisite action on the part of COMPANY, and COMPANY has full power and authority to enter into this Agreement and fulfill its obligations hereunder; (ii) this Agreement constitutes the legal, valid and binding obligation of COMPANY enforceable against COMPANY in accordance with its terms; (iv) COMPANY's performance or compliance with this Agreement will not conflict with, result in a breach of, constitute a default under, or require the consent of any third party under any obligation (including license, sublicense, lease, contract, or agreement) or instrument to which it is bound or to which its properties are subject; (v) except for such litigation as affects the industry generally, there are no lawsuits, actions or any other legal or administrative proceedings pending, or to the knowledge of COMPANY, threatened in writing against COMPANY which, if determined against COMPANY, would have a materially adverse effect on its ability to perform its obligations under this Agreement; and (vi) neither COMPANY or any of its directors, officers, employees or agents have, directly or indirectly, made, offered, promised or authorized any payment or gift of any money or anything of value to or for the benefit of any "foreign official" (as such term is defined in the U.S. Foreign Corrupt Practices Act of 1977, as amended), foreign political party or official thereof or candidate for foreign political office for the purpose of (1) influencing any official act or decision of such official, party or candidate, (2) inducing such official, party or candidate to use his, her or its influence to affect any act or decision of a foreign governmental authority, or (3) securing any improper advantage, in the case of (1), (2) and (3) above in order to assist such

Party or any of its affiliates in obtaining or retaining business for or with, or directing business to, any person.

6. Public Records. As a public agency, MA DOER is subject to the Massachusetts Public Records Law (set forth at Massachusetts General Laws Chapter 66; "Massachusetts Public Records Law") and thus documents and other materials made or received by MA DOER and/or its employees may be subject to public disclosure. COMPANY acknowledges and agrees that any document, report or other information provided pursuant to this Agreement, including this Agreement, shall be a public document and subject to disclosure under Massachusetts Public Record, as determined by MA DOER. In the event that COMPANY determines that there is a need to protect commercial, proprietary or otherwise sensitive information, MA DOER will reasonably cooperate with COMPANY's efforts to request confidential treatment for such information, consistent with and subject to applicable law.

7. No Partnership, etc. It is expressly agreed that the relationship between the Parties shall not constitute a partnership, joint venture or agency.

8. Miscellaneous.

(a) Entire Agreement. This Agreement sets forth the entire agreement between MA DOER and COMPANY regarding the matters herein and supersedes all prior agreements and understandings, written or oral, between MA DOER and COMPANY with respect to the subject matter hereof.

(b) Amendment; Waiver. This Agreement may be modified or amended only by a writing executed by COMPANY and MA DOER. No failure by a Party to insist upon the strict performance of any covenant, duty, agreement or condition of this Agreement or to exercise any right or remedy consequent upon a breach thereof shall constitute a waiver of any such breach or any other covenant, duty, agreement or condition.

(c) Assignment. This Agreement shall inure to the benefit of each Party and any of its successors and permitted assigns. Neither Party may assign this Agreement without obtaining the prior written consent of the other Party, which consent shall not be unreasonably withheld, conditioned, or delayed; provided, that COMPANY shall have the right to assign this agreement to an affiliate that will own the Project effective upon its delivery of Notice to MA DOER and provided further, that MA DOER shall have the right to assign this agreement to its legal successor-in-interest effective upon delivery of Notice to COMPANY. For purposes of COMPANY's rights under this Section 13(c), "affiliate" shall mean an entity that is (a) formed for the purpose of owning, financing and operating the Project, that at such time owns and intends for the duration of this Agreement to continue to own all or substantially all of the assets of the Project and/or (b) is directly, or indirectly through one or more intermediaries controls, or is controlled by, or is under common control where "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such affiliate, whether through the ownership of membership interests, by contract or otherwise. MA DOER accepts such an affiliate as a permitted assignee of this Agreement.

(d) Severability. If any portion or provision of this Agreement shall to any extent be declared illegal or unenforceable by a court of competent jurisdiction, then the remainder of this Agreement, and the application of such portion or provision in circumstances other than those as to which it is so declared illegal or unenforceable, shall not be affected thereby, and each portion or provision of this Agreement shall be valid and enforceable to the fullest extent permitted by law.

(e) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts without reference to the conflicts of laws provisions thereof that would require the application of the laws of another state. Each Party expressly consents that any judicial action with respect to this Agreement shall be filed exclusively in the state courts located in the Commonwealth of Massachusetts, and each Party further irrevocably consents and submits to the personal jurisdiction and venue of the state courts located therein and irrevocably waives any and all claims and defenses it might have in any action or proceeding in any of such courts based upon any alleged lack of personal jurisdiction, improper venue, forum non conveniens, or any similar claim or defense.

(f) Notices. All notices, requests, consents, claims, demands, waivers and other

communications hereunder (each, a “Notice”) shall be delivered by an authorized person of a Party in writing and addressed to the receiving Party at the address set forth herein (or to such other address that may be designated by the receiving party from time to time in accordance with this section). Notices to COMPANY shall be addressed to COMPANY, LLC,. Notices to MA DOER shall be addressed to General Counsel, Department of Energy Resources, 100 Cambridge Street, 9th Floor, Boston, MA 02114. All Notices shall be delivered by personal delivery, nationally recognized overnight courier (with all fees pre-paid), e-mail of a PDF document (with confirmation of transmission) or certified mail (return receipt requested, postage prepaid). All e-mail notices shall be promptly followed by overnight delivery (with all fees pre-paid) or certified mail (return receipt requested, postage prepaid) to the persons identified in this paragraph (f).

(g) Counterparts. This Agreement may be executed in separate counterparts, each of which will be an original and all of which together shall constitute one and the same agreement binding on each of the parties hereto. Counterparts may be delivered via electronic mail, first class mail or personal delivery and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

(h) Descriptive Headings; Interpretation. The descriptive headings of this Agreement are inserted for convenience only and do not constitute a substantive part of this Agreement. The Parties hereto have participated jointly in the negotiation and drafting of this Agreement. In the event an ambiguity or question of intent or interpretation arises, this Agreement shall be construed as if drafted jointly by the Parties hereto, and no presumption or burden of proof shall arise favoring or disfavoring any party by virtue of the authorship of any of the provisions of this Agreement.

(i) Force Majeure. Performance by a Party of its obligations contained in this Agreement at the time of and during an event of Force Majeure shall be excused and suspended so long as such event of Force Majeure is in effect, and for a reasonable period thereafter within which such Party shall make all commercially reasonable efforts to

resume performance, but for no longer period. A Party shall give prompt Notice to the other Party of such Force Majeure, which Notice shall provide details regarding the nature, the extent and expected duration of such Force Majeure. Each Party shall keep the other updated and advised of the effect of and remedial measures being undertaken to overcome such an event of Force Majeure. Neither Party shall be liable for any losses or damages arising out of a suspension of performance that occurs because of Force Majeure. “Force Majeure” shall have the meaning set forth in the LTCs as of the Effective Date.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Parties hereto have executed this Energy Storage Agreement as of the Effective Date.

DOER:

COMPANY:

By:

By:

Name:

Name:

Title

Title