

**STANDARD OF CONDUCT
GOVERNING ACTIVITY RELATED TO THE 2019 SOLICITATION
FOR CLEAN ENERGY RESOURCES UNDER SECTION 83C
OF THE MASSACHUSETTS GREEN COMMUNITIES ACT**

March 15, 2019, as amended June 6, 2019

INTRODUCTION

Pursuant to Section 83C the Massachusetts Green Communities Act, the Massachusetts Electric Distribution Companies (“EDCs”), including NSTAR Electric Company d/b/a Eversource Energy (“EDC”), are required to jointly issue competitive solicitations for long term contracts to purchase MA Class 1 Renewable Energy and/ or Class 1 Renewable Energy Certificates from off-shore wind generating facilities and any associated transmission service (referred to herein as the “83C Round 2 Solicitation Process”).

PURPOSE

The purpose of this Standard of Conduct is to establish uniform protocols and standards to govern the conduct of Eversource employees and representatives related to the 83C Round 2 Solicitation Process. Nothing in this document is intended to affect or modify the rights, obligations or duties of the EDCs arising under applicable state or federal laws, regulations or orders, but may provide additional obligations as it relates to the 83C Round 2 Solicitation Process to the extent provided for herein.

The EDCs acknowledge the need to follow a certain standard of conduct to ensure that: the 83C Round 2 Solicitation Process is conducted in a fair, transparent, and competitive manner; all laws, regulations, rules, and standards and codes of conduct are observed, including specifically the rules prohibiting cross-subsidization of competitive affiliates by regulated utility customers; all potential bidders are treated equally; no potential bidder, including specifically an Eversource competitive affiliate, receives preferential treatment or confidential, non-public information not available to other potential bidders, enabling it to gain an unfair competitive advantage; and the efforts of the EDCs in the 83C Round 2 Solicitation Process do not create any actual or apparent conflict of interest. The EDCs seek to avoid any actual or apparent conflict of interest by and among themselves and their affiliates who may submit a proposal and who may be participating in the solicitation and evaluation of proposals in the 83C Round 2 Solicitation Process.

STANDARDS

These standards are to be followed by all employees and representatives of Eversource participating on behalf of the EDC or a Competitive Affiliate (as defined in 12 CMR 12.02) with respect to an RFP issued in connection with the 83C Round 2 Solicitation Process, and all such persons must review, understand, acknowledge and agree to adhere to these standards in connection therewith.

1. Effective February 26, 2019 and through and until the date described in paragraph 12 below, the EDC shall designate the individuals participating in a direct and meaningful way with respect to an RFP issued in connection with the 83C Round 2 Solicitation Process. Each such individual shall be designated to be on either a **Bid Team** or an **Evaluation Team**, no individual shall be a member of both a **Bid Team** and an **Evaluation Team**, no individual may change from one team to the other during the 83C Round 2 Solicitation Process, and no **Evaluation Team** member from the 83C Round 1 solicitation process or 83D solicitation process may be a member of a **Bid Team** during the 83C Round 2 Solicitation Process, and no **Bid Team** member from the 83C Round 1 solicitation process or 83D solicitation process may be a member of the **Evaluation Team** during the 83C Round 2 solicitation process.
 - a. The **Evaluation Team** will comprise employees and consultants/representatives of Eversource who are responsible for the planning, conduct, administration, endorsement, or oversight of the development of an RFP issued in connection with the 83C Round 2 Solicitation Process, the evaluation of proposals, selection of proposed projects, negotiation of any agreements, and related filings with state and/or federal regulatory authorities on behalf of the EDC in connection with the 83C Round 2 Solicitation Process.
 - b. The **Bid Team** will comprise employees and consultants/representatives of Eversource who are responsible for the planning, conduct, administration, endorsement, or oversight of the development of a proposal on behalf of a Competitive Affiliate in response to an RFP issued in connection with the 83C Round 2 Solicitation Process.
 - c. Individuals who are neither members of the **Bid Team** nor **Evaluation Team** but who supervise in the normal course of their job responsibilities two or more employees who are participating on the **Bid Team** and the **Evaluation Team** shall be identified as “**Common Supervisors**”.
2. With respect to each aspect of the 83C Round 2 Solicitation Process described above, the degree of participation and the conduct of the EDC or a Competitive Affiliate will be consistent with applicable state and federal laws, regulations and orders.
3. The EDC and/or a Competitive Affiliate may take further actions above and beyond these guidelines as it or they deem necessary or appropriate to avoid an actual or perceived conflict of interest in connection with the 83C Round 2 Solicitation Process or an RFP issued thereunder or to reduce the possibility of non-compliance with this Standard of Conduct.

4. Throughout the 83C Round 2 Solicitation Process, the **Bid Team** and the **Evaluation Team** will be represented by separate in-house legal counsel. The **Bid Team** and the **Evaluation Team** may also be represented by separate outside counsel; however, outside law firms may establish ethical walls within their firms to ensure separation of attorneys supporting the **Bid Team** and those supporting the **Evaluation Team**.
5. The **Bid Team** and the **Evaluation Team** shall report through and operate within independent companies, business units or departments to the extent reasonably feasible, based on the corporate and organizational structure of Eversource at the time. Where not reasonably feasible, the EDC and Competitive Affiliate will take reasonable measures to ensure these standards are observed.
6. The EDC agrees to request the inclusion of a requirement, in any RFP issued in connection with the 83C Round 2 Solicitation Process, that bidders disclose any affiliation, ownership interest, financial interest, or other potential conflict of interest with any EDC involved in the 83C Round 2 Solicitation Process.
7. The EDC and Competitive Affiliate shall take steps designed to ensure that no confidential, non-public information is communicated or shared between or among the **Evaluation Team**, including members thereof, and the **Bid Team**, including members thereof, from the 83C Round 1 and 83D Solicitation Processes and during the 83C Round 2 Solicitation Process, except as contemplated under the rules of the 83C Round 2 Solicitation Process or RFP issued thereunder or this Standard of Conduct, regarding the following:
 - a) the planning, conduct, administration, endorsement, or oversight of the development of the 83C Round 2 Solicitation Process or an RFP issued in connection therewith, or the evaluation of proposals, or the selection of proposed projects in connection with the 83C Round 2 Solicitation Process or an RFP issued thereunder; or,
 - b) the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued in connection with the 83C Round 2 Solicitation Process on behalf of a Competitive Affiliate.
8. No member of the **Evaluation Team** may consult, advise or communicate directly or indirectly with a member of the **Bid Team**, and vice-versa, any confidential, non-public information during the 83C Round 2 Solicitation Process, except as contemplated under the rules of the 83C Round 2 Solicitation Process or RFP issued thereunder or this Standard of Conduct, regarding the following:
 - a) the planning, conduct, administration, endorsement, or oversight of the development of the 83C Round 2 Solicitation Process or an RFP issued in connection therewith, or the evaluation of proposals, or the selection of proposed projects in connection with

the 83C Round 2 Solicitation Process or an RFP issued thereunder; or,

- b) the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued in connection with the 83C Round 2 Solicitation Process on behalf of a Competitive Affiliate.

In addition, the obligations not to communicate or share confidential, non-public information applies to confidential, non-public information obtained from the 83C Round 1 and 83D solicitation processes and applies to the 83C Round 2 Solicitation Process, without regard to the effective date of this Standard of Conduct.

- 9. **Common Supervisors** are responsible for ensuring compliance with this Standard of Conduct and may not be a conduit and communicate directly or indirectly any confidential, non-public information obtained from a member of the **Evaluation Team** with a member of the **Bid Team**, and vice-versa, during the 83C Round 2 Solicitation Process, except as contemplated under the rules of the 83C Round 2 Solicitation Process or RFP issued thereunder or this Standard of Conduct, regarding the following:

- a) the planning, conduct, administration, endorsement, or oversight of the development of the 83C Round 2 Solicitation Process or an RFP issued in connection therewith, or the evaluation of proposals, or the selection of proposed projects in connection with the 83C Round 2 Solicitation Process or an RFP issued thereunder; or,
- b) the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued in connection with the 83C Round 2 Solicitation Process on behalf of a Competitive Affiliate.

No Eversource employee or consultant/representative that is not an **Evaluation Team** member or **Common Supervisor** shall be given access to confidential, non-public information pertaining to the planning, conduct, administration, endorsement, or oversight of the development of the 83C Round 2 Solicitation Process or an RFP issued in connection therewith, or the evaluation of proposals, or the selection of proposed projects in connection with the 83C Round 2 Solicitation Process or an RFP issued thereunder. Further, no Eversource employee or consultant/representative that is not a **Bid Team** member or **Common Supervisor** shall be given access to confidential, non-public information pertaining to the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued in connection with the 83C Round 2 Solicitation Process on behalf of a Competitive Affiliate.

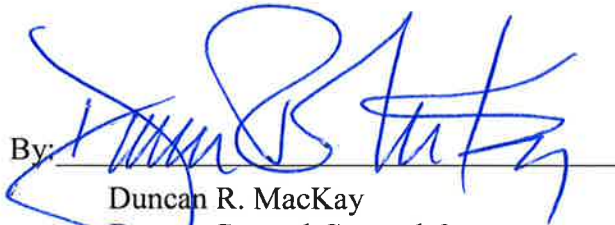
- 10. Since Eversource employees and consultants/representatives are divided into an **Evaluation Team** and a **Bid Team** subject to the terms of this Standard of Conduct, the EDC's **Evaluation Team** members may participate, as contemplated under the rules of the 83C Round 2 Solicitation Process or RFP issued thereunder, in the evaluation or selection of

proposed projects submitted by a Competitive Affiliate, and the negotiation of contracts relating to any projects selected in connection with the 83C Round 2 Solicitation Process or an RFP issued thereunder, including any submitted by a Competitive Affiliate.

11. Eversource shall communicate these standards to all persons serving on the **Bid Team**, the **Evaluation Team**, or as a **Common Supervisor** and shall conduct appropriate training for such persons, and all such persons shall certify in writing at the beginning of the 83C Phase 2 Solicitation Process their commitment to honoring and complying with the Standard of Conduct, and shall certify in writing at the conclusion of the 83C Phase 2 Solicitation Process that they honored and complied with the Standard of Conduct throughout the 83C Phase 2 Solicitation Process. All persons serving on the **Bid Team**, the **Evaluation Team**, or as a **Common Supervisor** will be instructed to refer any questions regarding compliance with the Standard of Conduct (including any reasonably suspected violations or confirmed violations) to the Eversource Chief Compliance Officer. If the Eversource Chief Compliance officer becomes aware of any reasonably suspected violation or confirmed violation of this Standard of Conduct, he shall inform the Independent Evaluator with respect to the nature of the reasonably suspected violation or confirmed violation, his opinion with respect to its materiality, and with a plan, if any, to cure or mitigate such reasonably suspected violation or confirmed violation and to prevent the prospect of reoccurrence. Upon the request of the Independent Evaluator near or following the end of the 83C Round 2 Solicitation Process, the Eversource Chief Compliance Officer will report to the Independent Evaluator regarding compliance with this Standard of Conduct.
12. Eversource shall post on the 83C Round 2 Solicitation Process website the name of each member of the **Evaluation Team** and **Bid Team** who is, or is planned to be, a participant in the 83C Round 2 Solicitation Process. Job titles and organizational roles shall be provided to the IE. In addition, Eversource shall provide the names of the **Common Supervisors** to the Independent Evaluator, along with their job titles and organizational roles.
13. The **Evaluation Team** and **Evaluation Team** members shall not treat the bid of an affiliate bidder (including any bid where an affiliate is participating in the bid) in a preferential manner or treat any other bid in a discriminatory manner.
14. The **Bid Team** and **Bid Team** members shall properly report their services and expenditures pursuant to Eversource procedures to prevent cross-subsidization of the **Bid Team** by the EDC and its ratepayers.
15. This Standard of Conduct shall be in place until the earliest of: (1) the conclusion of all regulatory filings or approval proceedings resulting from the 83C Round 2 Solicitation Process; (2) the termination or abandonment of the 83C Round 2 Solicitation Process; (3) the withdrawal of all bids by the **Bid Team** from the 83C Round 2 Solicitation Process; (4) the

written notification from the **Bid Team** to the **Evaluation Team** that the **Bid Team** will not submit a proposal in response to an RFP issued in connection with the 83C Round 2 Solicitation Process; or (5) the official notification to the **Bid Team** that its proposal(s) in response to an RFP issued in connection with the 83C Round 2 Solicitation Process was not successful; provided, however, the obligation of **Evaluation Team** members and **Common Supervisors** not to communicate or share confidential, non-public information under this Standard of Conduct shall extend without limit beyond the 83C Round 2 Solicitation Process.

**EVERSOURCE ENERGY
SERVICE COMPANY and
NSTAR ELECTRIC COMPANY
D/B/A EVERSOURCE ENERGY**

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