

**UTILITY STANDARD OF CONDUCT  
GOVERNING ACTIVITY RELATED TO THE SOLICITATION FOR LONG TERM  
CONTRACTS FOR RENEWABLE ENERGY PROJECTS UNDER THE RHODE  
ISLAND LONG-TERM CONTRACTING STANDARD**

**August 27, 2018**

**INTRODUCTION**

Pursuant to the Rhode Island Long-term Contracting Standard for Renewable Energy, R.I. Gen. Law § 39-26.1 (the “LTCS”), beginning on or before July 1, 2010, each Rhode Island public utility company is required to annually solicit proposals from renewable-energy developers and, provided commercially reasonable proposals have been received, enter into long-term contracts with terms up to fifteen years for the purchase of capacity, energy and attributes from newly developed renewable-energy resources. Pursuant to the LTCS, the electric distribution company must conduct solicitations until one hundred percent of the minimum long-term contract capacity under the LTCS is met (referred to herein as the “Solicitation Process”).

In addition, in 2017, Governor Gina M. Raimondo has established a goal of increasing Rhode Island’s clean energy portfolio ten-fold by 2020 by procuring up to an additional 400 megawatts (“MW”) nameplate capacity of renewable energy. To satisfy its obligations under the LTCS and to address Governor Raimondo’s clean energy portfolio goal, The Narragansett Electric Company d/b/a National Grid (“National Grid” or the “Utility”) is soliciting energy and Renewable Energy Certificates and related attributes (“RECs”) from renewable energy resources with a nameplate capacity of at least 20 MW, pursuant to executed PPAs with durations of 10 to 15 years (referred to herein as the “RFP”).

## **PURPOSE**

The purpose of this Utility Standard of Conduct is to establish uniform protocols and guidelines to govern the conduct of employees and representatives of the Utility related to the Solicitation Process. Nothing in this document is intended to affect or modify the rights, obligations or duties of the Utility arising under applicable state or federal laws, regulations or orders.

The Utility acknowledges the need to follow a certain standard of conduct to ensure that the Solicitation Process is conducted in a fair, transparent, and competitive manner, that all laws, regulations, rules, and standards and codes of conduct are observed, that all potential bidders are treated equally, that no potential bidder receives preferential treatment or confidential, non-public information not available to other potential bidders, enabling it to gain an unfair competitive advantage, and that the efforts of the Utility in the Solicitation Process does not create any actual or apparent conflict of interest. The Utility seeks to avoid any actual or apparent conflict of interest by and among the Utility and its affiliates who may submit a proposal and who may be participating in the solicitation and evaluation of proposals in the Solicitation Process.

## **GUIDELINES**

The following guidelines are to be followed by all Utility and Utility affiliate employees participating in the Solicitation Process and all such persons must acknowledge and agree to follow these guidelines in all circumstances.

1. Effective upon issuance of the RFP to potential bidders after such RFP is approved by the Rhode Island Public Utilities Commission, and through and until the date described in paragraph 13 below, the Utility shall designate the individuals participating in a direct and meaningful way in the 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 Teams, and no individual may change from one Team to the other during the Solicitation Process.

- a. The Bid Team shall comprise members of the Utility or the Utility's affiliate(s) who are responsible for the planning, conduct, administration, endorsement, or oversight of the development of proposals in response to the RFP.
  - b. The Evaluation Team will be responsible for the planning, conduct, administration, endorsement, or oversight of the development of the RFP, the evaluation of proposals, selection of proposed projects, negotiation of any agreements, and related filings with state and/or federal regulatory authorities under the Solicitation Process.
  - c. Individuals who are neither members of the Bid Team nor Evaluation Team but who provide guidance, advice, information, or support to the Bid Team and/or Evaluation Team in the normal course of their responsibilities shall be identified as "Subject Matter Experts" ("SMEs").
2. With respect to each aspect of the Solicitation Process listed above, the degree of participation of the Utility will be consistent with applicable state and federal laws, regulations and orders, and the Utility will have the option to take further action as it deems necessary or appropriate to avoid an actual or perceived conflict of interest.
  3. Throughout the Solicitation Process, the Bid Team and the Evaluation Team will be represented by separate principal in-house legal counsel; however, in-house attorneys not principally representing the Bid or Evaluation Team may serve as SMEs. The Bid Team and the Evaluation Team will be represented by separate outside counsel; however,

outside law firms may establish ethical walls within their firm to ensure separation of attorneys principally supporting the Bid Team and those principally supporting the Evaluation Team. Outside counsel not primarily supporting the Bid or Evaluation Team for the Solicitation Processes may serve as SMEs.

4. In connection with the development of the RFP that will form part of the Solicitation Process, the Utility will assess whether any additional reasonable measures could be instituted to avoid any actual or apparent conflict of interest and whether they would be reasonably practicable to implement.
5. The Bid Team and the Evaluation Team shall report through and operate within independent companies, business units or departments, to the extent feasible based on the corporate and organizational structure of the Utility.
6. Each Utility or Utility affiliates agrees and commits to include in any bid offered in response to the Solicitation Process full disclosure of any ownership interest, financial interest, or other potential conflict of interest with respect to that bid.
7. Each Utility or Utility affiliates shall ensure that no confidential, non-public information regarding the solicitation or evaluation process, a proposal, or the evaluation of any proposal shall be communicated from members of the Evaluation Team to the Bid Team, except as provided to all bidders pursuant to the Solicitation Process or as otherwise contemplated under the rules of the Solicitation Process.
8. No member of the Evaluation Team may consult, advise or communicate directly or indirectly with a member of the Bid Team any confidential, non-public information regarding the Solicitation Process, any proposal, or the evaluation of any proposal during




the bid preparation, submission or evaluation process, and vice-versa, except through the methods authorized under that Process.

9. No SME for the Solicitation Process may communicate directly or indirectly any confidential, non-public information obtained from the Evaluation Team with a member of the Bid Team regarding the Solicitation Process, any proposal, or the evaluation of any proposal during the bid preparation, submission or evaluation process, and vice-versa except through the methods authorized under that Process.
10. Since Utility members are divided into an Evaluation Team and a Bid Team subject to the standards contained in these guidelines, Evaluation Team members shall be permitted to participate in the evaluation of all projects including any proposal submitted by the Utility and/or the Utility's affiliates.
11. Since Utility members are divided into an Evaluation Team and a Bid Team subject to the standards contained in these guidelines, Evaluation Team members shall be permitted to participate in the negotiation of contracts relating to any projects selected under the Solicitation Process, including any proposal submitted by the Utility and/or the Utility's affiliates.
12. The Utility and the Utility's affiliates shall communicate these guidelines to all persons on the Bid Team and the Evaluation Team, and to the SMEs, and those persons shall certify in writing their commitment to honoring the guidelines and to referring any questions regarding compliance with the guidelines to the Utility's Designated Compliance Counsel.
13. These Guidelines shall be in place until the earliest of: (1) the conclusion of all regulatory filings or approval proceedings resulting from the Solicitation Process; (2) the

termination or abandonment of all Solicitation Processes; (3) the withdrawal of all bids by the Bid Team from the Solicitation Process; (4) the written notification from the Bid Team to the Evaluation Team that the Bid Team will not submit a proposal in any Solicitation Processes; or (5) the official notification to the Bid Team that its proposal(s) in response to the Solicitation Processes was not successful.

**THE NARRAGANSETT ELECTRIC COMPANY  
D/B/A NATIONAL GRID**

By its President:

  
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