

**EVERSOURCE STANDARD OF CONDUCT GOVERNING
ACTIVITY RELATED TO NON-WIRES SOLUTION
SOLICITATIONS FOR ENGINEERING, PROCUREMENT AND
CONSTRUCTION SERVICES**

Effective: _____, 2024

1. INTRODUCTION

- 1.1. Eversource Energy Service Company (“Eversource”) commits to comply with all laws and regulations, rules, and standards and codes of conduct governing utility interactions by and between affiliate companies to ensure that The Connecticut Light and Power Company d/b/a Eversource Energy (“**Eversource EDC**”) does not provide an unfair competitive advantage, preferential treatment, or improper subsidy to Eversource’s competitive energy affiliates (“**Eversource Competitive Affiliates**”).
- 1.2. Eversource acknowledges the need to follow certain additional standards of conduct to ensure:
 - 1.2.1. Pursuant to the Connecticut Public Utilities Regulatory Authority’s (“**PURA**”) Final Decision, dated November 9, 2022, in Docket Number 17-12-03RE07: *PURA Investigation into Distribution System Planning of the Electric Distribution Companies – Non-Wires Alternatives*, competitive solicitations for engineering, procurement and construction (“**EPC**”) services for new non-wire solution (“**NWS**”) facilities required to support identified distribution reliability needs, which NWS facilities shall include in-front-of-the-meter and behind-the-meter NWS technologies, such as energy storage, energy efficiency and distributed generation resources, are conducted in a fair, transparent and competitive manner;
 - 1.2.2. All applicable laws and regulations, rules, and standards and codes of conduct, including specifically those relating to such **Competitive Solicitations**, are observed;
 - 1.2.3. All potential bidders in **Competitive Solicitations** are treated fairly and equitably and are provided the same access to solicitation-related information as an **Eversource Competitive Affiliate**;
 - 1.2.4. No potential bidder in a **Competitive Solicitation**, including specifically an **Eversource Competitive Affiliate**, receives preferential treatment, subsidy or confidential, non-public information not available to other potential non-affiliated bidders;
 - 1.2.5. No potential bidder in a **Competitive Solicitation**, including specifically an **Eversource Competitive Affiliate**, is given an unfair competitive advantage;
 - 1.2.6. No costs and expenses of **Eversource Competitive Affiliates** are cross- subsidized by customers of the **Eversource EDC**; and
 - 1.2.7. Eversource employees or representatives do not engage in conduct that creates an actual or apparent conflict of interest in connection with any **Competitive Solicitations**.

2. PURPOSE

- 2.1. This **Standard of Conduct** is effective on _____, 2024, and establishes protocols and standards to govern the conduct of Eversource employees and representatives in connection with (a) Eversource’s ownership interest in, and development, construction, operation and maintenance of,

competitive distribution projects, including specifically NWS, and/or the development and submission of bids in connection with **Competitive Solicitations**; and (b) the planning, conduct, administration, or oversight of **Competitive Solicitations**, where an **Eversource Competitive Affiliate** may be or is a bidder.

3. **DEFINITIONS**

- 3.1. ***Competitive Solicitation***—Any solicitation process seeking competitive bids for NWS resources or EPC services sponsored, overseen or regulated by PURA in which an **Eversource EDC** is participating.
- 3.2. ***Confidential Business Information (“CBI”)***—Confidential and proprietary business information of the company, including technical, financial, commercial, marketing, intellectual property or other business information. This also includes confidential Critical Infrastructure Information vital to electric, transmission, generation, and distribution operations. Critical Infrastructure Protection (“CIP”) information designated as such by the North American Electric Reliability Corporation (“NERC”) CIP standards, and critical energy infrastructure information (“CEII”) designated as such by the Federal Energy Regulatory Commission (“FERC”).
- 3.3. ***Confidential Competitive Solicitation Information (“CCSI”)***—Confidential, non-public information, including CBI relating to:
 - 3.3.1. The planning, conduct, administration, endorsement, or oversight of the development of a **Competitive Solicitation** or an RFP issued in connection therewith, or the evaluation of bids or proposals, or the selection of proposed projects in connection with any such **Competitive Solicitation** or an RFP issued thereunder;
 - 3.3.2. The planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP issued in connection with a **Competitive Solicitation** on behalf of an **Eversource Competitive Affiliate**; or,
 - 3.3.3. The negotiation of any contracts with any selected bidder.
- 3.4. ***Eversource Bid Team***—Eversource employees and representatives who participate on behalf of an **Eversource Competitive Affiliate** in the planning, conduct, administration, endorsement, or oversight of the development of a proposal in response to an RFP in, and/or the negotiation of any contracts pursuant to, a **Competitive Solicitation**.
- 3.5. ***Eversource Common Supervisor***—Eversource supervisory employees who are not members of an **Eversource Bid Team** or **Eversource Evaluation Team** and who directly or indirectly supervise in the normal course of their job responsibilities one or more employees participating (a) on an **Eversource Bid Team** and (b) on an **Eversource Evaluation Team**.
- 3.6. ***Eversource Competitive Affiliate***—Eversource affiliate company that is engaged in the sale or marketing of distribution services on a competitive basis.
- 3.7. ***Eversource Evaluation (Buy) Team***—Eversource employees and representatives who participate on behalf of an **Eversource EDC** in the planning, conduct, administration, endorsement, or oversight of the development of an RFP issued in connection with a **Competitive Solicitation**, and/or 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 an **Eversource EDC** in connection with a **Competitive Solicitation**.
- 3.8. ***Standard of Conduct***—This Eversource Standard of Conduct Governing Activity Related to Non-

Wires Solution Solicitations for Engineering, Procurement and Construction Services (Effective _____, 2024).

39. For purposes of this **Standard of Conduct** “representatives” shall be deemed to include legal counsel.

4. **ROLES & RESPONSIBILITIES**

41. ***Bid & Evaluation Teams***—Eversource employees and representatives participating in a **Competitive Solicitation** will be a member of an **Eversource Bid Team** or an **Eversource Evaluation Team**. No Eversource employees or representatives participating in a **Competitive Solicitation** may be a member of both an **Eversource Bid Team** and an **Eversource Evaluation Team** or may change from one team to the other (a) during the same or successive **Competitive Solicitation** processes; and (b) for a period of at least one (1) year from the termination of their last participation on a **Bid** or **Evaluation Team** in a prior **Competitive Solicitation** process, whichever is longer.
 - 4.1.1. The confidentiality obligations under this **Standard of Conduct**, as described below in Sections 5.5 and 6.2, shall continue to apply to all persons who switch from one team to the other.
42. ***Rosters***—In connection with a **Competitive Solicitation** in which Eversource has both an Evaluation Team and a Bid Team, Eversource will develop and maintain rosters of Eversource employees and representatives participating in a **Competitive Solicitation** as members of an **Eversource Bid Team** or an **Eversource Evaluation Team**.
43. ***Common Supervisor Mitigation Plans***—Eversource **Common Supervisors** will develop a written mitigation plan setting out the controls they and their reports who are members of **Eversource Bid Teams** and **Eversource Evaluation Teams** will implement to ensure compliance with the **Standard of Conduct**, including specifically the confidentiality and no-conduit requirements, and provide them to Eversource’s Deputy General Counsel & Chief Compliance Officer.
44. ***Badging***—In connection with a **Competitive Solicitation** in which Eversource has both an Evaluation Team and a Bid Team, members of an **Eversource Bid Team** and an **Eversource Evaluation Team**, will be assigned colored ID badge holders to wear to enable easy visual identification of their status as follows:
 - 4.4.1. **Eversource Evaluation Team** members will wear a **red** ID badge cover; and
 - 4.4.2. **Eversource Bid Team** members will wear a **green** ID badge cover.
45. ***Compliance***—The degree of participation and the conduct of an **Eversource EDC** or an **Eversource Competitive Affiliate** in a **Competitive Solicitation** will be consistent with, and in compliance with, applicable state and federal laws, regulations and orders.
46. ***Legal Representation***—Eversource **Bid Team** and **Eversource Evaluation Team** will be represented by separate in-house legal counsel and, where practicable, by separate outside counsel during a **Competitive Solicitation**; however, to the extent any outside law firm represents both the **Eversource Bid Team** and the **Eversource Evaluation Team**, such firm must establish ethical walls within their firm pursuant to a written mitigation plan to ensure separation of attorneys supporting an **Eversource Bid Team** and those supporting an **Eversource Evaluation Team**.
47. ***Independence***—An **Eversource Bid Team** and **Eversource Evaluation Team** participating in a

Competitive Solicitation will 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, Eversource will take measures to ensure compliance with this **Standard of Conduct**.

5. **STANDARDS & CONTROLS**

51. ***Communication & Training***—Eversource will communicate the standards under the **Standard of Conduct** to all Eversource employees and representatives serving on an **Eversource Bid Team** and an **Eversource Evaluation Team**, as well as all **Eversource Common Supervisors** and provide them with appropriate initial and periodic refresher training and awareness communications.
52. ***Certifications***—In connection with a **Competitive Solicitation** in which Eversource has both an Evaluation Team and a Bid Team, all Eversource employees and representatives serving on an **Eversource Bid Team** or **Eversource Evaluation Team**, as well as all **Eversource Common Supervisors**, shall certify in writing at the beginning of each **Competitive Solicitation** process in which they participate that they reviewed, understand, and agree to comply with the **Standard of Conduct** in a form consistent with Appendix A, and will certify in writing at the conclusion of each **Competitive Solicitation** process in which they participate that they complied with and did not violate the **Standard of Conduct** during the solicitation process in a form consistent with **Appendix B**.
53. ***Non-Discrimination/No Preferential Treatment***—**Eversource Evaluation Team** members shall not treat the bid or proposal of an **Eversource Competitive Affiliate** (including any bid or proposal in which an **Eversource Competitive Affiliate** is participating) in a preferential manner or treat any other bid in a discriminatory manner. This requirement shall also apply to Common Supervisors to the extent they participate in the bid selection process.
54. ***Expense Reporting; No Cross-Subsidization***—The **Eversource Bid Team** will properly report their time, services and expenditures pursuant to Eversource procedures to prevent cross-subsidization of an **Eversource Bid Team** member, or **Eversource Competitive Affiliate** by the **Eversource EDC** and its customers.
55. ***Confidentiality***—Members of an **Eversource Bid Team** shall not directly or indirectly share, discuss or disclose **CCSI** with members of an **Eversource Evaluation Team**. Members of an **Eversource Evaluation Team** shall not directly or indirectly share, discuss or disclose **CCSI** with members of an **Eversource Bid Team**.
56. ***No Conduit Requirements***—In addition to the confidentiality requirements for members of **Eversource Bid Teams** and **Eversource Evaluation Teams**, no Eversource employees or representatives not members of an **Eversource Bid Team** or an **Eversource Evaluation Team**, may be a conduit for communicating directly or indirectly any **CCSI** to other employees not authorized to access the **CCSI**, including specifically as follows:
 - 5.6.1. **Eversource Common Supervisors** are responsible for ensuring compliance of their direct and indirect reports with the **Standard of Conduct** and may not be a conduit for communicating directly or indirectly any **CCSI**:
 - 5.6.1.1. Obtained or learned from a member of an **Eversource Evaluation Team** with a member of an **Eversource Bid Team**; or
 - 5.6.1.2. Obtained or learned from a member of an **Eversource Bid Team** with a member of

an **Eversource Evaluation Team**

- 56.13. Except as allowed under the rules of the specific **Competitive Solicitation** or the **Standard of Conduct**.
57. **Information Security Controls**—In connection with a **Competitive Solicitation** in which Eversource has both an Evaluation Team and a Bid Team, each **Eversource Bid Team** or **Eversource Evaluation Team** will have access to a secure file share and/or Microsoft Teams/SharePoint location for the development, access and maintenance of **CCSI** and other information related to the **Eversource Bid Team** or **Eversource Evaluation Team**, as applicable.
- 5.7.1. Access to the secure information location will be limited to individuals who are members of an **Eversource Bid Team** or **Eversource Evaluation Team** who have completed their initial **Standard of Conduct** training and have certified that they reviewed, understand, and agree to comply with the **Standard of Conduct**.
- 5.7.2. The Eversource Deputy General Counsel & Chief Compliance Officer will control access to the secure locations.
58. **Competitive Solicitation Meetings**—There shall be no meetings of one or more **Eversource Bid Team** members and one or more **Eversource Evaluation Team** members relating to a **Competitive Solicitation** at which **CCSI** or any other non-public information relating to a **Competitive Solicitation** is discussed or disclosed or that otherwise violates the terms of the applicable Non-Wire Solution Request for Proposals.
59. **Competitive Solicitation Communications**—There shall be no correspondence or communications related to a **Competitive Solicitation** in which **CCSI** or any other non-public information relating to a **Competitive Solicitation** is discussed or disclosed, where such communication or correspondence is sent to one or more **Eversource Bid Team** members and one or more **Eversource Evaluation Team** members, or that otherwise violates the terms of the applicable Non-Wire Solution Request for Proposals.
- 5.10. **Communicating Standard of Conduct Questions & Suspected Violations**—Questions regarding compliance with the **Standard of Conduct**, as well as reasonably suspected violations of the **Standard of Conduct** shall be promptly communicated to the Eversource Deputy General Counsel & Chief Compliance Officer.
- 5.11. **Violations of the Standard of Conduct; Mitigation Plan; Reporting**—When the Eversource Deputy General Counsel & Chief Compliance Officer becomes or is made aware of any reasonably suspected violation of the **Standard of Conduct**, he shall promptly investigate to determine whether a violation has occurred. If he concludes a violation of the **Standard of Conduct** has occurred, he will document the nature of the violation, including its materiality, and develop an appropriate plan to cure or mitigate the impact of the violation and to prevent the prospect of reoccurrence.
- 5.12. **Evaluation & Selection of Proposals**—Since Eversource participants in a **Competitive Solicitation** are divided into an **Eversource Evaluation Team** and an **Eversource Bid Team** subject to the terms of the **Standard of Conduct**, the **Eversource Evaluation Team** members may participate, as contemplated under the rules of the particular solicitation process or RFP issued thereunder, in the evaluation or selection of proposed projects submitted by an **Eversource Competitive Affiliate**, and the negotiation of contracts relating to any projects selected in connection with a **Competitive Solicitation** or an RFP issued thereunder, including any submitted

by an **Eversource Competitive Affiliate**.

5.12.1. Eversource will ensure that all interactions, discussions, communications and negotiations between any **Eversource Bid Team** members and **Eversource Evaluation Team** members are in full compliance with:

5.12.1.1. all applicable state statutory and regulatory requirements;

5.12.1.2. all federal statutory and regulatory requirements including the FERC Standards of Conduct for Transmission Providers, as detailed in FERC Orders 717, 787 and 807;

5.12.1.3. any compliance plan, standards of conduct or tariff filed by the **Eversource EDC** with FERC or any state regulatory agency; and

5.12.1.4. all other applicable laws, regulations, rules, standards and codes of conduct, including any standard or code of conduct specific to the **Competitive Solicitation** in question governing interactions between the **Eversource EDC** and its **Eversource Competitive Affiliates**.

5.12.1.5. This **Standard of Conduct**.

5.13. Eversource may take further actions above and beyond those required under this Standard of Conduct as it considers necessary or appropriate to avoid an actual or perceived conflict of interest in connection with a **Competitive Solicitation** or an RFP issued thereunder or to reduce the possibility of non-compliance with the **Standard of Conduct**.

6. TERMINATION OF STANDARD OF CONDUCT

6.1. In connection with a **Competitive Solicitation** process or an RFP issued thereunder, this **Standard of Conduct** will remain effective for members of any **Eversource Bid Team** and **Eversource Evaluation Team** participating in the solicitation process and their **Eversource Common Supervisors** until the earlier to occur of:

6.1.1. The conclusion of all regulatory filings or approval proceedings resulting from the solicitation process;

6.1.2. The execution of all power purchase or other agreements by the participating **Eversource EDC** with the selected bidder(s); or

6.1.3. The termination or abandonment of the solicitation process followed by any necessary or appropriate regulatory approvals.

6.2. Notwithstanding the above, the confidentiality and no-conduit obligations under this **Standard of Conduct** pertaining to **CCSI** will remain in effect and survive the termination of this Standard of Conduct.

EVERSOURCE ENERGY SERVICE COMPANY on behalf of THE
CONNECTICUT LIGHT AND POWER COMPANY D/B/A
EVERSOURCE ENERGY

By: _____

Duncan R. MacKay
Deputy General Counsel & Chief Compliance Officer
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Appendix A

CERTIFICATION

I certify that I reviewed the EVERSOURCE STANDARD OF CONDUCT GOVERNING ACTIVITY RELATED TO NON-WIRE SOLUTION SOLICITATIONS FOR ENGINEERING, PROCUREMENT AND CONSTRUCTION SERVICES, and have reviewed the Standards of Conduct Training, understand its terms and conditions, and agree to follow and be bound by the standards, including specifically the confidentiality and no-conduit rules, set forth therein.

If I have any questions regarding compliance with or interpretation of the Standard of Conduct, including any potential violations of its terms, I will promptly notify the Eversource Chief Compliance Officer, Duncan R. MacKay, Deputy General Counsel & Chief Compliance Officer (Duncan.MacKay@Eversource.com or 860-665-3495).

Signed: _____

Printed Name: _____

Title: _____

Dated: _____

Supervisor Name: _____

Title: _____

Please indicate your role(s)

<input type="checkbox"/>	Eversource Common Supervisor
<input type="checkbox"/>	Eversource Evaluation/Buy Team
<input type="checkbox"/>	Eversource Bid/Sell Team
<input type="checkbox"/>	

APPENDIX B

CERTIFICATE OF COMPLIANCE

I participated on the Eversource [*Evaluation/Bid*] Team in connection with the **2024 Connecticut Non-Wire Solution Solicitation Process**. As part of this certification, I certify that (a) I completed the training required under section 5.1 of the EVERSOURCE STANDARD OF CONDUCT GOVERNING ACTIVITY RELATED TO NON-WIRE SOLUTION SOLICITATIONS FOR ENGINEERING, PROCUREMENT AND CONSTRUCTION SERVICES (“Standard of Conduct”); (b) I affirmed my commitment to honor and comply with the Standard of Conduct during the **2024 Connecticut Non-Wire Solution Solicitation Process** by signing a Certification in a form similar to Appendix A of the Standard of Conduct; (c) I honored and complied with the Standard of Conduct throughout the **2024 Connecticut Non-Wire Solution Solicitation Process**; and, (d) I have no knowledge, and no reason to believe, that there has been any failure to comply with the Standard of Conduct during the **2024 Connecticut Non-Wire Solution Solicitation Process**.

Signed: _____

Printed Name: _____

Title: _____

Dated: _____

Supervisor Name: _____

Title: _____

APPENDIX C

CERTIFICATE OF COMPLIANCE

I am the Eversource Chief Compliance Officer, and I certify that Eversource has complied with the EVERSOURCE STANDARD OF CONDUCT GOVERNING ACTIVITY RELATED TO NON-WIRE SOLUTION SOLICITATIONS FOR ENGINEERING, PROCUREMENT AND CONSTRUCTION SERVICES (“Standard of Conduct”) that applied to the **2024 Connecticut Non-Wire Solution Solicitation Process**.

As part of this certification, I certify that: (a) the training required under Section 5.1 of the Standard of Conduct was conducted for Eversource Evaluation Team and Bid Team members and for Eversource Common Supervisors; (b) all such persons affirmed their commitment to honor and comply with the Standard of Conduct in a form consistent with Appendix A of the Standard of Conduct; (c) all such persons certified in writing at or near the conclusion of the **2024 Connecticut Non-Wire Solution Solicitation Process** that they honored and complied with the Standard of Conduct in a form consistent with Appendix B of the Standard of Conduct; and (d) I have no knowledge, and no reason to believe, that there has been any failure to comply with the Standard of Conduct.

Signed: _____

Printed Name: _____

Title: _____

Dated: _____