



**Niagara Mohawk Power Corporation
d/b/a National Grid**

**Bulk Power Energy Storage Procurement of
Scheduling and Dispatch Rights**

Request for Proposal

Case 18-E-0130

September 30, 2019

BULK POWER ENERGY STORAGE PROCUREMENT OF SCHEDULING AND DISPATCH RIGHTS –
REQUEST FOR PROPOSAL

National Grid

September 30, 2019

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Table 1 – List of RFP Documents

Appendix	Title
A	Prequalification Questionnaire
B	Offer Form
C1	Site Control & Project Schedule
C2	Interconnection
C3	Technical Information
C4	Permitting
C5	Financial & Credit Information
C6	Bidder Checklist
D1	Energy Storage Services Agreement – Conceptual Term Sheet
D2	Energy Storage Services Agreement – Conceptual Term Sheet Issues Matrix
E	Locations and Use Cases
F	Storage Trading & Dispatch Services
G	NDA
H	NYSDERDA Bulk Storage Sample Agreement for Utility Dispatch Projects
I	Appendix I - Contractor Safety Requirements
J	Appendix J - IT Architecture Questionnaire
K	Appendix K - Cyber Security Questionnaire

GENERAL INFORMATION

INTRODUCTION

Niagara Mohawk Power Corporation d/b/a National Grid (“National Grid” or the “Company”) is issuing this Request for Proposal (“RFP”) to solicit proposals (“Offers”) from developers (“Bidders”, each a “Bidder”) for the offering described herein, whereby the Company is seeking to procure scheduling and dispatch rights for new front-of-the-meter (“FTM”) energy storage resources (“Project(s)”) ¹ to be interconnected to National Grid’s distribution system. ² The details of this RFP are described below, and further explained in the Appendices to this document.

¹ Project assets are to be owned by the winning Bidder(s).

² Per Federal Energy Regulatory Commission (“FERC”) classification, below 115 kV.

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National Grid is administering this RFP in accordance with the New York Public Service Commission’s (“Commission”) December 13, 2018 *Order Establishing Energy Storage Goal and Deployment Policy* (“Storage Order”)³ where National Grid is directed to procure at least 10 MW of Storage, so long as awarded offers do not exceed a utility-defined ceiling.⁴ The Project(s) must be in commercial operational by **December 31, 2022** and may be eligible for a Bulk Storage Incentive Program⁵ payment from the New York State Energy Research and Development Authority (“NYSERDA”) in accordance with NYSERDA’s requirements under a separate contract.⁶ National Grid and NYSERDA will to determine if any incentive will be eligible for the winning proposal/s. and the dollar value. It is the Bidders responsibility to apply for the NYSERDA Bulk Storage Incentive Program payment upon confirmation of a “Winning Bidder” award.

Capitalized terms (*e.g.*, “Dispatchable Capacity,” “Round-trip Efficiency (“RTE”)”) used in these RFP Instructions and associated Appendices have the meanings set forth in the Definitions Section in the Appendix D1 – Conceptual Term Sheet. Bidders’ proposals are expected to adhere to definitions used therein.

Unless stated otherwise, any references to Articles, Sections, or Appendices are to Articles, Sections, or Appendices contained in these RFP Instructions.

All clock times specified throughout these RFP instructions are in Eastern Prevailing Time (“EPT”).

SCHEDULE AND PROCESS

National Grid’s expected RFP schedule is as follows in Table 2 below:

Table 2 – Procurement Timeline

Step	Action	Date
3	Bidders to register in National Grid’s Procurement System “Ariba” (if not already registered)	October 15, 2019
4	Interested Bidders submit prerequisite qualifications and audited financials	October 31, 2019
5	National Grid responds to qualifications and notifies Bidders of their status.	November 26, 2019

³ Case 18-E-0130, *In the Matter of Energy Storage Deployment Program* (“Storage Proceeding”), Order Establishing Energy Storage Goal and Deployment Policy (issued December 13, 2018) (“Storage Order”).

⁴ *Id.*, p. 55.

⁵ Available at <https://www.nysesda.ny.gov/All-Programs/Programs/Energy-Storage/Developers-Contractors-and-Vendors/Utility-Procurement>

⁶ A copy of the executed NYSERDA contract will be incorporated into the final ESSA.

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6	Approved Bidders submit complete Offers, inclusive of any proposed changes to the Conceptual Term Sheet.	December 20, 2019
7	Bid review completed by National Grid	February 18, 2020
8	Winning Bidders notified and announced	March 2, 2020
9	Energy Storage Services Agreement (“ESSA”) and all other agreements executed ⁷	March - September 2020

The RFP schedule and documentation are subject to change at any time and for any reason. National Grid will endeavor to notify Bidders of any changes to the RFP but shall not be liable for any costs or liability incurred by Bidders or any party due to a change or for failing to provide notice of any change. Any changes to the RFP will be posted on the Company’s RFP website.

All draft RFP documents can be found on the RFP website at www.nationalgrid.com/bulk-energy-storage-request-for-proposals. Any questions regarding the RFP should be submitted via email to box.BulkStorageRFP@nationalgrid.com. Responses to pertinent questions will be posted publicly on the Company’s RFP website and updated as needed.

NATIONAL GRID RFP: ELIGIBILITY AND REQUIREMENTS

RFP OVERVIEW

National Grid seeks Project proposals totaling at least 10 MW. National Grid has identified four (4) distribution system Project Opportunities to meet this minimum requirement and seeks proposals in response to one or more⁸ of the following Project Opportunities:

1. Old Forge
2. North Lakeville
3. Menands
4. New York Independent System Operator (“NYISO”) Zone F

Winning Bidders will be required to enter into a Contract with National Grid for a term of up to seven (7) years. The Winning Bidders will assign National Grid all scheduling and dispatch rights for the use of the Projects. Winning Bidders’ Project assets must become NYISO Market Participant-eligible and provide all information and

⁷ Contract execution timing subject to change depending on the term sheet modifications requested, if any, and any issues requiring more extensive negotiations. However, the Guaranteed COD is not negotiable.

⁸ Separate proposals and individual pricing shall be provided for each Opportunity responded to by Bidders. Discounted pricing may be offered by Bidders submitting multiple proposals.

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support necessary to successfully complete asset registration in the NYISO marketplace, comply with all NYISO and FERC requirements and conduct the necessary zoning and permitting requirements for Project siting.⁹ Winning Bidders must also provide the necessary communications, metering and telemetry required to participate in the NYISO markets (*e.g.*, Day-Ahead, Real-Time Energy, and Ancillary Services) and to support the Company's local distribution needs. See Appendix E and F for more specific details. Winning Bidders will retain ownership of each Project facility and will be required to maintain each Project in a manner that meets or exceeds requirements specified within this RFP.

A separate but related sub-RFP to the energy storage dispatch rights procurement is provided in Appendix F seeking proposals for "Storage Trading & Dispatch Services" for all Project dispatch rights procured under this RFP. As detailed in Appendix F, the Winning Bidder for Trading & Dispatch Services ("Marketer") shall provide the software, communications, and resources to combine local grid dispatch needs and wholesale market pricing opportunities for the Project(s) into an optimal dispatch. Bidders and non-Bidders for the energy storage dispatch rights procurement may provide Offers for this service. Bidders only providing proposals for the Project(s) should also review Appendix F for more technical details regarding control and communication requirements and responsibilities pursuant to the Project(s).¹⁰

Throughout the Contract term, National Grid will have the sole right and responsibility to operate and dispatch the Project in an optimal manner to maximize customer value. For the duration of the ESSA Term National Grid will receive all associated NYISO revenues net of the electricity supply costs to charge the Storage Unit inclusive of losses¹¹ and shall also be responsible for any distribution delivery charges related to charging the Project.¹² Bidders shall be responsible for all energy and delivery costs associated with the Project's Station Use¹³ for the duration of the ESSA Term. Project charging costs **should not** be included in the bid price but the Project's Station Use **should** be factored into the bid price. At the end of the Contract Term the Project will remain the property of the Bidder and National Grid will consider options at that time for extended value to the Company's customers.¹⁴

Bidders are expected to review the instructions in this RFP and its Appendices and design Offers that meet or exceed all requirements. Bidders will submit all required documentation for Offers as articulated in this RFP and

⁹ It is highly recommended this process start as soon as the Project(s) is awarded to the Winning Bidder to mitigate any schedule delays.

¹⁰ See Definitions section in Appendix D1.

¹¹ Does not include the Project's ancillary load

¹² National Grid will estimate the charging supply and delivery costs and subtract them from the total bid ceiling.

¹³ See Appendix C2 – Interconnection for more details regarding the Project's Station Use and metering configuration.

¹⁴ See Storage Proceeding, Storage Order, pp. 54-55, where the Commission states that: "After the contract term, the utility and developer may negotiate a new contract, the utility could continue to perform dispatch services for a fee, the developer could sell directly into the wholesale market, or another reasonable path forward may be identified."

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its Appendices. Offers will be evaluated based on the quantitative and qualitative criteria described later in this document.

All costs attributable to the Bidder for the proposed Project prior to the proposed facility's Commercial Operation Date ("COD")¹⁵ and throughout the Contract Term should be considered in the Offer Price. When determining the Bid Offer Price it is strongly recommended that Bidders consider the value of market participation and all potential revenue sources for the Project that will likely be available in the post-ESSA period.

If awarded, the Bidder will receive payments from National Grid reflecting the Offer Price. Payment terms, structure, and milestones are described in detail in the ESSA - Conceptual Term Sheet in Appendix D1.

BIDDER PREQUALIFICATION

All Bidders must meet certain requirements to be eligible to submit formal Offers. The intent of Bidder requirements is to ensure well-developed proposals meet the COD of **December 31, 2022**.

Bidders must submit all required prequalification materials in their entirety by the specified due date. National Grid will review materials for completeness and inform Bidders of their eligibility to submit an Offer.

To be approved to submit an Offer, Bidders must, at minimum:

1. Demonstrate experience deploying the proposed commercialized storage technology at scale with Guaranteed Storage Power Capacity and Storage Energy Capacity at/near to the required capacities defined in Appendix E - Locations & Use Cases.¹⁶
2. Demonstrate ability to perform full EPC (Engineering, Procurement and Construction) capabilities.
3. Demonstrate capability to provide local ongoing operation and maintenance support for the Project.
4. Provide at least three (3) years of audited financial statements.
5. Demonstrate possession of all certifications and credentials required to install and operate the Storage Unit on the Project site in accordance with all Applicable Laws and Regulations.
6. A description of the project management team and any subcontractors to be used, including an organization chart and supporting resumes of all members of the team. The proposal must also have the same team members as described in the pre-qualification to be considered.
7. Not have an interconnection agreement with National Grid for the same/similar proposed project executed prior to December 13, 2018.¹⁷
8. Not pursue non-wires alternatives ("NWA") or Value Stack compensation payments for the same Project/s in the Offer/s.

¹⁵ See Definitions section of Conceptual Term Sheet.

¹⁶ Experience in New York and provision of utility contact information for demonstrated experience will be a significant advantage.

¹⁷ Projects that have an executed Interconnection Agreement with National Grid prior to release of the final National Grid RFP but after December 13, 2018 may submit an Offer, however, the Project will need to be re-studied under a new Interconnection Agreement under the specifications of the RFP requirements.

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9. Proposed technology shall not be experimental, beta, or prototype equipment.
10. Provide an executed Non-Disclosure Agreement (“NDA”).
11. Provide a written certification that all RFP requirements have been reviewed, are understood, and will be complied with for all Offers provided. Failure to meet all RFP requirements will result in automatic Offer rejection.
12. Complete the Prequalification Questionnaire in Appendix A. National Grid will evaluate submitted Prequalification Questionnaires for completeness and adherence to minimum requirements to determine if Bidders will be approved to submit Offers.

SIZE REQUIREMENTS

Proposed Project technical capacities shall match the technical requirements specified in Appendix E -Locations & Use Cases. To minimize interconnection and Marketer costs, the Company highly recommends single-asset Project solutions with a single Point of Interconnection (“POI”),¹⁸ however, Bidders may propose multiple Project solutions if the advantages outweigh the increased interconnection plus Marketer costs. The Project(s) must be interconnected electrically within National Grid’s service territory and separately metered from any other load or generation at the Site.

SITE CONTROL

Bidders must have existing site ownership or site control for all the proposed Projects to be electrically connected within National Grid’s service territory. There is no National Grid-owned surplus land available for lease within proximity of the local grid for the Old Forge, North Lakeville and Menands Project Opportunities, and only one potential location of National Grid-owned surplus land within NYISO Zone F. Site control must be demonstrated and detailed as described in Appendix C1.

TECHNICAL REQUIREMENTS

COMMON TECHNICAL REQUIREMENTS TO ALL OPPORTUNITIES

All proposed Project projects must meet the following technical requirements over the Term of the Contract period at a minimum:

- Meet all the detailed technical specifications stated in Appendix E - Locations & Use Cases
- Maintain the technical requirements such as Capacity, RTE, availability as specified in the Performance Guarantee section of Appendix D1 – Energy Storage Services Agreement over Contract Term
- Safety by design
- Must demonstrate a minimum RTE of 70% over the duration of the ESSA Term
- Provide remote monitoring and control capabilities integrated to National Grid’s Energy Management System (“EMS”) / Advanced Distribution Management System (“ADMS”)

¹⁸ The Menands location is an exception where two separate Project solutions will be required.

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- Compliance with National Grid’s interconnection standards and procedures¹⁹

INTERCONNECTION REQUIREMENTS

It is recommended Bidders do not submit an interconnection application to National Grid and/or the NYISO until National Grid has notified the Winning Bidders.

Offers must have a single, exclusive POI and have the ability to send/receive electronic signals from National Grid and meet NYISO communications and metering requirements to enable participation in NYISO markets. See Appendix F for more details.

Bidders submitting Offers will be responsible for all activities and costs associated with interconnection, including interconnection study costs, distribution upgrades, network upgrades, and interconnection facilities as determined via the relevant interconnection process.

Bidders will be responsible for the provision, integration, and O&M for the communications from the Storage Management System to the NYISO, and from the Storage Management System to the National Grid EMS/ADMS control center. Please also see Appendix F for more details regarding control and communications requirements.

Please refer to Appendix C2 for additional information.

CREDIT REQUIREMENTS

Bidders must provide a Letter of Credit to National Grid at the time of Offer submittal. The Letter of Credit will be maintained by the Winning Bidder from the Effective Date of the ESSA throughout the ESSA Term with National Grid. Security requirements included in the Letter of Credit will vary each year and be determined based on multiple factors, including, but not limited to, the cumulative amount paid by National Grid to the Winning Bidder to date, and the market value of output from the Project(s) over the remaining ESSA Term. Pre-operations security will be equal to at least 100% of the ESSA price. Annual security requirements thereafter will be at least equal to the total sum of payments made to the Winning Bidder to date less the straight-line depreciation over the Term of the ESSA after the Project achieves Commercial Operation. Please see Appendix D1 for more details.

SAFETY REQUIREMENTS

National Grid requires that Bidders recognize safety is of paramount importance. In connection with this Solicitation Bidders will be required to provide safety information related to the proposed technology for the Project(s) in accordance with Appendix C3 and information regarding safety history, including for the entities that will construct, operate, or maintain the Project(s).

DATA AND CYBER SECURITY

¹⁹ See Appendix C2 for further details regarding interconnection.

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Executed NDAs will be required for proposals to be submitted per Appendix G. An executed Data Security Agreement with Offers submitted by Bidders will also be required prior to ESSA execution. All data and information shared between National Grid and the Winning Bidder shall be considered confidential and shall adhere to National Grid's data and cyber security policies. Please also see Appendix E & F for more details regarding Data and Cyber Security requirements and complete the IT Architecture and Cyber Security questionnaires in Appendices J and K, respectively.

OFFER EVALUATION CRITERIA

The Company will consider quantitative and qualitative criteria to evaluate Offers.

See below for a detailed summary of quantitative and qualitative criteria, and the process by which National Grid's Review Team will evaluate and prioritize Offers.

QUANTITATIVE FACTORS

Projects will be ranked based on their Quantitative Scores. The number of projects and MW level to which National Grid will procure is a function of the Offer price and relationship to the bid ceiling (net value), scoring of Offers based on evaluation criteria, availability of NYSERDA Bulk Storage Incentive Program funding, and the Company's final discretion.

National Grid will use the following formula based on its forecast of value, benefits, and pricing to evaluate Bidder Offers:

Quantitative Net Value = (Net NYISO Market Value²⁰ + Distribution Benefit + Environmental Benefit) – (Offer Price + Interconnection costs + Distribution Delivery Costs + Marketer Costs + Any Other Incremental Costs)

Net Market Value = (Energy Value + Ancillary Services Value + Capacity Value)²¹ – (LBMP Charging Cost + NYISO Fees)

Where:

Energy Value = projected revenues from NYISO Energy markets over Project's delivery term

Ancillary Services Value = projected revenues from participation in 10-minute and 30-minute Operating Reserves markets and Frequency Regulation market

Charging Cost = expected costs of charging at projected Locational Based Marginal Price ("LBMP")

NYISO Fees = includes participation fees, and related charges made by the NYISO to the Marketer/Bidder

²⁰ Avoided load procurement value may also be a consideration.

²¹ Other wholesale market products may be considered over time.

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Distribution Benefit - considers quantifiable benefits associated with a Project location on the Company's distribution system and can be based on a proxy to deferred traditional wire-based distribution projects and/or avoided outage mitigation value or other valuation methodology. Where applicable, a distribution value will be assigned to Offers based on the proposed Project's location in National Grid's service territory.

Environmental Benefit - quantifies an Offer's CO2 mitigation benefit based on estimated location-specific system upgrades that traditionally procure fossil fuels in capacity markets based on estimated location-specific avoidance of combustion turbine ("CT") starts and run hours. Where applicable, an environmental value will be determined and assigned to each Offer.

Offer Price - submitted by Bidders based on Project-specific hurdle rate, Ancillary Load supply and delivery charges, and financing requirements²²

QUALITATIVE FACTORS

National Grid will use the following qualitative criteria:

1. **Project Viability** – This is an evaluation of the likelihood that the Project can be successfully developed and can meet use case requirements for the ESSA Term. Evaluation will consider the Project's viability, risks, and likelihood of meeting the Commission requirements for operational projects by 2022.
2. **Project management** and EPC capabilities.
3. **Credit Quality** – This is an evaluation of the Bidder's ability to perform all financial and financing obligations under the ESSA. Evaluation will include adherence to forms of Letter of Credit and/or Parent Guaranty terms as specified in Appendices D1 and D2.
4. **Adherence to Terms** – This criterion measures the Bidder's adherence to the ESSA - Conceptual Term Sheet provided in Appendix D1. Redlines to the ESSA - Conceptual Term Sheet shall be provided by the Bidder as part of its Offer and reviewed by National Grid during the evaluation period. Preference will be given to Offers that most closely adhere to the ESSA - Conceptual Term Sheet to ensure timely execution of Contract and achievement of the Guaranteed COD.
5. **System Design** – This criterion evaluates system specifications, ability to meet the technical specifications, warranties, expected operational parameters, and associated restrictions/ limitations on use of the Project. Evaluation will consider technical responses provided in Appendix C3 coupled with additional technical materials provided (e.g., warranties).
6. **Developer Experience** – This considers the extent of the Bidder's energy storage system and New York experience (e.g., previous development or operating experience). National Grid reserves the right to request and contact references as part of the solicitation process.
7. **Safety** – This criterion evaluates potential safety, risks, and mitigation plans associated with the Bidder's implementation plans in relation to Appendix I.

²² NYSERDA Bulk Storage Incentive Program financial contribution may also be factored into the Offer Price.

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8. **Contract Duration** – National Grid desires seven-year contracts and as such contracts offered with a shorter duration than seven years will count negatively in the bid evaluation process.
9. **Operational characteristics and Warranty** – warranty coverage and ability to maintain operation within the warranty.
10. **Availability & reliability** – Likelihood of energy storage technologies ability to meet the Guaranteed Availability requirement.
11. **Schedule** – Ability to meet the COD of before end of December 2022
12. **Complexity & risk** – Operational complexity and any risks associated with the technology
13. **Commissioning, testing and decommissioning plan** – Ability to provide commissioning and conduct testing prior to and after the COD and during the ESSA Term.
14. **Environmental impacts** – level of impact the Project may have to the surrounding environment.
15. **Cyber Security & IT Integration Risks** – responses to Appendix J and K will be used to assess the Offer/s

OFFER SUBMITTAL PROCESS

PROPOSAL SUBMISSION INSTRUCTIONS

All Offers must be submitted via National Grid's RFP service, Ariba. If a firm is not already registered in Ariba, it must request to be added to the database by contacting box.BulkStorageRFP@nationalgrid.com prior to **5:00 P.M. EPT on October 15, 2019**. Offers will not be accepted via email. Please note, there are several standard National Grid procurement documents listed in the Ariba site that should be reviewed by Bidders prior to proposal submittal.

The Offer Form must be submitted without modifications to the Excel file structure or format. All other submissions must be in a single PDF format mirroring the organization of the RFP documents described in Table 3 below. Bidders who fail to submit by the due date and time will be excluded from the Offer evaluation process. Therefore, Bidders are encouraged to make submissions well in advance of the closing time to avoid any potential issues that may occur. National Grid shall not be held responsible for technical, email or other issues that may delay receipt of Offer. Any questions on or technical issues with submitting an Offer before the deadline should be promptly directed to box.BulkStorageRFP@nationalgrid.com

PREQUALIFICATION SUBMISSION FORMAT

Prospective Bidders for Projects must complete the Prequalification Questionnaire in its entirety for National Grid to determine a Bidder's eligibility to submit an Offer. Incomplete submittals will result in a disqualification of the Bidder. Submission deadline for the Prequalification Questionnaire is no later than **5:00 P.M. EPT on October 31, 2019**. Prequalification Questionnaires must be submitted via National Grid's RFP service, Ariba. If a firm is not already registered in Ariba, the firm must request to be added to the database by contacting box.BulkStorageRFP@nationalgrid.com prior to **5:00 P.M. EPT on October 15, 2019**. Questionnaires will not be accepted via email.

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Bidders responding to the Power Marketer RFP **only** (Appendix F) **do not need** to pre-qualify but must register with the Ariba system.

Please refer to Appendix A for additional details.

OFFER SUBMISSION FORMAT

Qualified Bidders are eligible to submit a proposal of one or more Offers for this RFP and such Offers shall be submitted as a single PDF document. Only complete Offers will be evaluated. Offers are due no later than **5:00 P.M. EPT on December 20, 2019**.

It is the Bidder’s responsibility to thoroughly review all provisions of the respective supporting documents and all requirements of this RFP process and to understand all anticipated costs that should be factored into the Offer Price.

Offer proposals shall be organized by Bidders as follows:

Table 3 - Offer Submission Document Requirements

Section	Proposal Section Title	Reference
N/A	Cover Letter	
N/A	Bidder Checklist Form	Completed RFP Appendix C6
Proposal Overview (no more than 10 pages)	<ol style="list-style-type: none"> 1. Proposed Project Solution Description 2. Project Schedule Overview 3. Project Management structure 4. Potential Risks and Challenges 5. Professional Background and Experience with the Proposed Solution and other requirements as requested in this RFP 	This section of the RFP
Appendices	Offer Form	Completed RFP Appendix B (One per Offer, Variant of Offer)
	Site Control & Schedule	Completed Answers per RFP Appendix C1
	Interconnection	RFP Appendix C2
	Technical Information	RFP Appendix C3
	Permitting	Completed Answers per RFP Appendix C4
	Energy Storage Services Agreement Issues Matrix	Completed RFP Appendix D2
	Redlines to Conceptual Term Sheet	Redlines to RFP Appendix D1

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	Financial & Credit Information	Completed Answers to RFP Appendix C5
	Executed NDA	See Appendix G
	Completed IT Questionnaire	Appendix J
	Completed Cyber Security Questionnaire	Appendix K

Cover Letter

The cover letter shall include the following:

- Bidder legal name and address
- The name, title and telephone number of the individual authorized to negotiate and execute the Contract
- The signature of a person authorized to contractually bind the Bidder’s organization.
- A statement that the Bidder has read, understands and agrees to all provisions of the RFP, or, alternately, that indicates exceptions taken to the RFP.

Bidder Checklist

Bidder should provide to National Grid the properly completed Bidder Checklist (Appendix C6) as part of the proposal. Only one Bidder Checklist is needed if submitting multiple Offers or variants of Offers.

Proposal Overview

This section should contain a response to the RFP Requirements as described in Appendices to this RFP. Please limit proposals to ten (10) pages maximum not including the Cover Letter, Checklist, and Appendices. The following information addresses major areas that shall be included in Bidder’s proposal:

- Proposed Project Solution
- Project Schedule overview
- Project Management structure
- Potential Risks and Challenges
- Professional Background and Experience with the Proposed Solution

Appendices

Bidders must complete all required documentation of proposed Offers as described in the Appendices to this RFP.

Redlines to Storage Agreement

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Bidders shall complete a full review of the ESSA - Conceptual Term Sheet provided in Appendix D1 for both commercial and legal terms. Any exceptions shall be marked in a redlined copy and attached to the Offer. Bidders will also summarize the changes in the form provided in Appendix D3.

National Grid will assume all material issues have been identified and will set the Contract ESSA. Acceptance of an Offer is not considered acceptance of any redlines by National Grid. However, Bidder should be prepared to sign redlined versions of the full ESSA upon selection.

Additional Materials

Bidders can provide information not specifically requested in the body of the Offer as an appendix or a separate attachment. Such items can include:

- Project Experience Examples (No more than one page per project)
- Organizational charts and resumes
- Other relevant information

Proposals to the Storage Trading & Dispatch Services RFP

Proposals shall be provided in the same manner and method as the Project Offers. Proposals should meet and address the requirements detailed in Appendix F.

NUMBER OF OFFERS AND VARIATIONS ALLOWED PER BIDDER

Bidder's Offers are defined by Offer Location (*i.e.*, 1 location = 1 Offer, 2 locations = 2 Offers, etc.). There is no restriction on the number of Offers a Bidder may submit. A separate and complete submission is required for each Offer. Each Offer must be a complete standalone submission and not reference information contained in other Offers, however discounted pricing may be offered by Bidders submitting multiple Offers. Similarly, any Offers submitted for the Marketer shall be provided as a standalone proposal.

PROHIBITED ACTIVITIES

Items described below are prohibited activities as related to this RFP.

EXECUTION OF AGREEMENT

By submitting an Offer, Bidder agrees, if its Offer is selected by National Grid, that it is prepared to negotiate and execute a definitive ESSA consistent with the Bidder's Offer and containing such other terms and conditions as may be mutually acceptable to National Grid and the Bidder. Acceptance by National Grid of Bidder's Offer will not constitute an agreement by National Grid to any of the Bidder's comments made to the RFP documents.

TERMINATION RIGHTS

National Grid reserve the right at any time, in its sole discretion, to terminate the RFP for any reason whatsoever without prior notification to Bidders and without liability of any kind to, or responsibility of, National Grid or anyone acting on National Grid's behalf. Without limitation, grounds for termination of the RFP may include a determination by National Grid that, following evaluation of the Offers, there are no Offers that provide adequate customer benefit.

National Grid reserve the right to change the Offer evaluation criteria for any reason and at any time, to terminate further participation in this process by any Bidder, to evaluate the qualifications of any Bidder, to accept any Offer or to enter into any definitive Contract, and to reject any or all Offers, all without notice and without assigning any reasons without liability to National Grid or anyone acting on National Grid's behalf. National Grid shall have no obligation to consider and/or award any Offer.

In the event of termination of the RFP for any reason, National Grid will not reimburse the Bidder for any expenses incurred in connection with the RFP regardless of whether such Bidder's Offer is selected, not selected, rejected, or disqualified.