



July 25, 2023

VIA ELECTRONIC MAIL

Luly E. Massaro, Clerk
Rhode Island Division of Public Utilities and Carriers
89 Jefferson Boulevard
Warwick, RI 02888

RE: Docket No. D-21-09 – Petition of PPL Corporation, PPL Rhode Island Holdings, LLC, National Grid USA, and The Narragansett Electric Company for Authority to Transfer Ownership of The Narragansett Electric Company to PPL Rhode Island Holdings, LLC and Related Approvals
Transition Update Report – November 25, 2022, Through May 24, 2023

Dear Ms. Massaro:

On behalf of PPL Corporation and PPL Rhode Island Holdings, LLC (collectively, “PPL”), attached for filing in the above-referenced docket is an electronic version of PPL’s TSA¹ Transition Update Report² for the period beginning November 25, 2022, through May 24, 2023 (the “Report”), which is the second six-month period following the Acquisition³ closing on May 25, 2022. The Report is filed with the Rhode Island Division of Public Utilities and Carriers (the “Division”) in compliance with Commitment 17 incorporated into the Division’s Report and Order No. 24322 issued on February 23, 2022, in Docket No. D-21-09, pursuant to which PPL and National Grid agreed to provide transition reports to the Division at six-month intervals from the date of Acquisition closing to the expiration of the TSA transition services regarding the status of the transition and the progress made to complete the separation.

Thank you for your attention to this filing. If you have any questions, please contact me at (401) 578-2700.

Very truly yours,

A handwritten signature in blue ink that reads "Celia B. O'Brien".

Celia B. O'Brien

Attachment

cc: John Bell
Al Mancini
Christy Hetherington, Esq.
Leo Wold, Esq.

¹ Transition Services Agreement by and among National Grid USA Service Company, Inc., National Grid USA (“National Grid”)(solely with respect to Section 4.6), and The Narragansett Electric Company (the “Company”) entered into as of May 25, 2022 (the “TSA”).

² The Company is providing the Division with four (4) hard copies of this transmittal.

³ On May 25, 2022, PPL Rhode Island Holdings, LLC, a wholly owned indirect subsidiary of PPL Corporation, acquired 100% of the outstanding shares of common stock of the Company from National Grid (the “Acquisition”).

PPL Corporation and
PPL Rhode Island Holdings, LLC

Transition Services Agreement

Transition Update Report
November 25, 2022 - May 24, 2023

July 25, 2023

Docket No. D-21-09

Submitted to:
Rhode Island Division of Public Utilities and Carriers

Submitted by:



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I. Introduction

PPL Corporation and PPL Rhode Island Holdings, LLC (collectively, “PPL”) submit this Transition Update Report (“Report”) for the period of November 25, 2022, through May 24, 2023, which is the second six-month period following the Acquisition¹ closing, which occurred on May 25, 2022. Pursuant to Commitment 17 incorporated into the Rhode Island Division of Public Utilities and Carrier’s (the “Division”) Report and Order No. 24322 issued on February 23, 2022, in Docket No. D-21-09 (“Division Order No. 24322”), PPL and National Grid agreed to provide transition reports to the Division at six-month intervals from the date of closing to the expiration of the transition services under the Transition Services Agreement by and among National Grid USA Service Company, Inc. (“National Grid Service Company”), National Grid (solely with respect to Section 4.6), and the Company entered into as of May 25, 2022 (the “TSA”) regarding the status of the transition and the progress made to complete the separation. This Report presents the progress on establishing and exiting Transition Services (as defined in the TSA), the Company’s current plans for exiting Transition Services over the next six months, and graphical depiction of the IT Transition over the entire 24-month Transition Period (as defined in the TSA).

II. Background on Transition Services Provided by National Grid Service Company to the Company

As noted above, under the TSA, National Grid Service Company is providing numerous Transition Services to the Company across a broad range of functional areas. These functional areas are:

- Audit, Finance and Accounting (“F&A”), Tax, Treasury
- Business Services
- Customer Service
- Energy Procurement
- Electricity Operations
- Facilities & Security
- Gas Operations
- Human Resources (“HR”)
- Information Technology (“IT”)
- Risk and Regulatory
- Supply Chain

¹ On May 25, 2022, PPL Rhode Island Holdings, LLC, a wholly owned indirect subsidiary of PPL Corporation, acquired 100% of the outstanding shares of common stock of The Narragansett Electric Company (referred to hereinafter as “Rhode Island Energy” or the “Company”) from National Grid USA (“National Grid”)(the “Acquisition”).

In general, the Transition Services are being delivered with a high level of efficiency and coordination enabling the Company to transition and operate its business in a seamless manner since the Acquisition closing date.

The 135 individual Transition Services are described and documented in Exhibit A to the TSA.² At the inception of each individual Transition Service, each had a stated duration ranging from two months to 24 months. The initial durations were established during the transition and integration planning process prior to the Acquisition closing date, and many are dependent on the timing of numerous complex information technology (“IT”) system transitions, the schedule for which was not developed as of the establishment of the initial Transition Service durations. Therefore, it is reasonable and expected that the initial Transition Service durations may have to be adjusted over the course of the next 12 months. The TSA contains the contractual provisions that govern how the stated durations may be shortened or extended, as well as how the individual Transition Services may be terminated in accordance with the original durations.

PPL’s Integration Management Office (“IMO”) works very closely with the Transition Service recipients to monitor progress toward completing and terminating the Transition Services so that timely early termination notices, scope change requests, or extension requests can be submitted as necessary to the National Grid Transition Management Office (“TMO”). The PPL IMO meets at least monthly with its Transition Service leads and at least bi-weekly with the National Grid TMO.

III. Update on Progress to Establish and Exit Transition Services

With the preceding paragraphs as background, this Report presents the progress to date on establishing and exiting Transition Services, the Company’s current plans for exiting Transition Services over the next six months, and graphical depiction of the planned roll off of Transition Services over that six-month period.

Please see the following table for a summary by functional area of (a) the number of Transition Services agreed to as of the Acquisition closing date (130); new Transition Services entered into since the Acquisition closing date (5); active Transition Services (92); Transition Services that the Company no longer requires from National Grid Service Company (43); Transition Services that are anticipated to be no longer required by the Company by November 25, 2023 (16); and (b) the duration ranges of Transition Services.

² Please see the Appendix for a summary of the Transition Services by functional area.

PPL Corporation and
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PPL Function	TSAs Executed at Close	New TSAs	Exited TSAs	Active TSAs	Anticipated Exits*	Range of Durations
Audit, F&A, Tax, Treasury	10		3	7	-	2 months - 24 months
Business Services	8		3	5	3	6 months - 24 months
Customer Service	13	2	-	15	-	9 months - 24 months
Energy Procurement	11		-	11	-	24 months
Electricity Operations	24	1	11	14	3	6 months - 24 months
Facilities & Security	9		2	7	-	6 months - 24 months
Gas Operations	12	1	7	6	4	3 months - 24 months
HR	17	1	14	4	2	3 months - 21 months
IT	12		-	12	-	24 months
Risk & Regulatory	6		2	4	4	6 months - 24 months
Supply Chain	8		1	7	-	24 months
Total	130	5	43	92	16	

*Transition Services on track to exit by November 24, 2023, excluding any partial exits.

IV. Plan to Terminate Transition Services Through November 2023

As shown on Attachment 1, the Company has exited 43 Transition Services to date and anticipates that it will exit an additional 16 Transition Services through November 24, 2023.

V. IT Transition Approach

PPL is migrating the Company from National Grid IT systems to PPL systems throughout the two-year Transition Period of the TSA, which began on the date of the Acquisition closing and continues through May 25, 2024. The technology transition from National Grid to PPL is organized in a phased approach to prioritize business continuity with uninterrupted support and service for Rhode Island customers and stakeholders. Attachment 2 shows the scheduled Transition Services roll offs with the IT exit schedule.

During the Transition Period, National Grid Service Company continues to provide technology services and systems for the Company via formalized Transition Services pursuant to the TSA. By and large, PPL intends to replace National Grid systems by leveraging existing Pennsylvania and Kentucky processes and technology platforms for the Company.

The program spans across several domains.

- **Finance and Human Resources:** PPL's finance platforms enable consolidation activities across its operating companies. PPL's state-of-the-art human resources platform, Oracle, is used by numerous other utilities.
- **Customer Website, Call Center, and Billing:** PPL built an award-winning digital customer experience and plans to reuse existing technologies for customer website and call center technology. For customer billing, National Grid and PPL both utilize an Accenture CustomerOne Customer Information System platform; PPL is extending their existing platform to the Company.
- **Grid Operations and Process Improvement:** PPL is extending advanced grid technologies and processes for the Company. This includes General Electric transmission and distribution SCADA and operations systems and a dynamic line rating process to improve the performance and capacity of transmission lines.
- **Supply Chain and Work and Asset Management:** PPL is partnered with Infor/Hexagon, a market leading enterprise asset management and supply chain platform. PPL deployed Infor in Pennsylvania and will utilize the same platform for the Company.

- **Infrastructure & Operations and Cybersecurity:** PPL is extending its data and operations center for the Company's operations. PPL is also leveraging its 24x7 Fusion Operations Center to support Network, Application and Security Monitoring.

Cross-functional teams and stakeholders across National Grid and PPL are closely collaborating to facilitate the transition. These stakeholders include the Company's business teams and technology end users to develop requirements and support user testing; PPL project teams to establish and apply solutions; National Grid technical teams to separate Rhode Island from existing National Grid systems; and a cohort of third-party vendors and system integrators to provide domain expertise and technical support.

PPL system implementations are coordinated to align with the timelines and requirements of the Company's business operations. Go-live dates and schedules are organized in logical groupings ("Move Groups") to reduce complexities. Until PPL can fully assume functionality for the Company, National Grid will continue to provide services for the Company through IT and non-IT Transition Services pursuant to the TSA.

Please see [Attachment 3](#) for the high-level PPL IT Roadmap. The program currently is on track, with Move Group implementations completed as shown. Functional areas successfully implemented in 2023 include:

Human Resources

- Payroll
- Learning Management
- Talent Acquisition

Finance/Accounting

- Finance
- General Ledger
- Asset Accounting
- Budget/Forecast
- Regulatory Reporting

Field Operations

- Substation Maintenance
- Expanded Corporate Procure to Pay Functionality

Upcoming implementations in the fall of 2023 include the Geographic Information System, non-utility billing, and expanded functionality for non-customer-initiated work orders for Field Operations. Cutover readiness for both gas and electric control will also be completed by year

end; however, actual cutover of control from National Grid to PPL for both gas and electric will be executed at a mutually agreed upon time in 2024 prior to the end of the TSA.

The final Move Group planned for spring of 2024 will include customer facing applications and all integrated systems.

VI. IT Transition Costs

As part of the Acquisition approval, PPL committed that it would not seek recovery from customers of any Transition Costs (as defined in Division Order No. 24322). Part of that transition includes bringing IT systems to the Company over the two-year TSA Transition Period. Accordingly, PPL is providing those IT systems to the Company, the allocated costs of which will not be recovered from customers.

The Rhode Island project spend was budgeted at approximately \$315 million. The budget currently is being reviewed, and any revision to the budgeted amount will be noted in the next six-month report to the Division. Rhode Island projects are tracked and forecasted monthly. Forecast to actual variances are reviewed and governed by project teams as well as at the leadership level in various committee review meetings.

Attachment 1 -Transition Service Exits – To Date and Upcoming Through November 2023

■ Exited TSA

TSA #	Function	TSA Name	Planned Exit Date
056-FIN	Treasury	Cash Management Services	6/30/22
087A-GO	Gas Operations	Dispatch Training Support	6/30/22
153-GO	Gas Operations	Corrosion Audit Support	7/15/22
152-GO	Gas Operations	Operations Engineering Training Support	7/31/22
027-BS	HR	Benefits Administration	8/1/22
083-EO	Electricity Operations	Transmission Aerial Inspection & Patrol	8/5/22
093-EO	Electricity Operations	Hoisting and Rigging	8/22/22
123-HR	HR	Talent Management	8/25/22
073A-EO	Electricity Operations	Electric Transmission Line, Distribution Line, Substation, and Protection Standards & Work Methods	10/14/22
150-GO	Gas Operations	Gas Complex Project Support	10/31/22



Attachment 1 -Transition Service Exits – To Date and Upcoming Through November 2023

■ Exited TSA

TSA #	Function	TSA Name	Planned Exit Date
047-FAC	Facilities	Facilities Union Clerk Support & Training	11/25/22
076-EO	Electricity Operations	Transmission Planned Major Maintenance & Capital Construction	11/25/22
082A-EO	Electricity Operations	Emergency Restoration Support	11/25/22
129A-FIN	F&A	Financial planning and analysis	11/25/22
148-GO	Gas Operations	Witnessing and Documentation of Test Welds	11/25/22
145-GO	Gas Operations	ISR Testimony Support	1/1/23
137-REG	Regulatory Support	Regulatory Support— Transmission Owner Group Participation--- Transmission	1/1/23
119-HR	Business Services	Regulatory Training	1/26/23
021-BS	HR	Employee Services Support Center & HR Administration	1/6/23
023-BS	HR	HRIS-Organization and Position Management	1/6/23



Attachment 1 -Transition Service Exits – To Date and Upcoming Through November 2023

☐ Exited TSA

TSA #	Function	TSA Name	Planned Exit Date
024-BS	HR	HRIS-Reporting	1/6/23
025-BS	HR	HRIS-Technology Support Services	1/6/23
026-BS	HR	Employee Records & Information Requests	1/6/23
028-BS	HR	401K Administration	1/6/23
029-BS	HR	Pension Administration	1/6/23
030-BS	HR	Retirement Administration	1/6/23
031-BS	HR	Time Governance	1/6/23
032-BS	HR	Payroll Processing	1/6/23
033-BS	HR	Period End Payroll Tax Forms Processing	1/31/23

Attachment 1 -Transition Service Exits – To Date and Upcoming Through November 2023

■ Exited TSA

TSA #	Function	TSA Name	Planned Exit Date
138-BS	Supply Chain	Card & Expenses Admin	2/1/23
038-CS	Electricity Operations	Customer Sales and Solutions	2/25/23
085A-EO	Electricity Operations	Distribution Pole Attachments	2/25/23
147-GO	Gas Operations	Consultancy Services for Operator Qualification Program Management	2/25/23
131-HSE	Business Services	Safety Policy & Programs	3/31/23
054-FIN	Tax	Property tax services	4/7/23
036-BS	Business Services	Fleet Management	5/25/23
055-FIN	Risk	Insurance	3/23/23
060-HSE	Business Services	Environmental Consulting Services	5/25/23
070-EO	Electricity Operations	Transmission Asset Management and Planning	4/11/23



Attachment 1 -Transition Service Exits – To Date and Upcoming Through November 2023

 Exited TSA

TSA #	Function	TSA Name	Planned Exit Date
056-HSE	Business Services	Field Safety Support	5/25/23
065-HSE	Business Services	DOT Compliance / DQF	4/25/23
065-REG	Regulatory Support	Regulatory Support - General	5/25/23
066-REG	Regulatory Support	Regulatory support – Report and filings – Electric & Gas distribution	5/25/23
071-EO	Electricity Operations	Transmission Line and Substation Support Services	3/20/23
085B-EO	Electricity Operations	Outdoor Lighting	5/25/23
089-EO	Electricity Operations	Right of Way and Survey Engineering	5/25/23
090-EO	Electricity Operations	Vegetation Management (Transmission and Distribution)	3/7/23
092-EO	Electricity Operations	Emergency Transmission Line Services (TLS)	3/15/23
087B-GO	Gas Operations	Consultancy Services for Dispatch Supervision	5/25/23

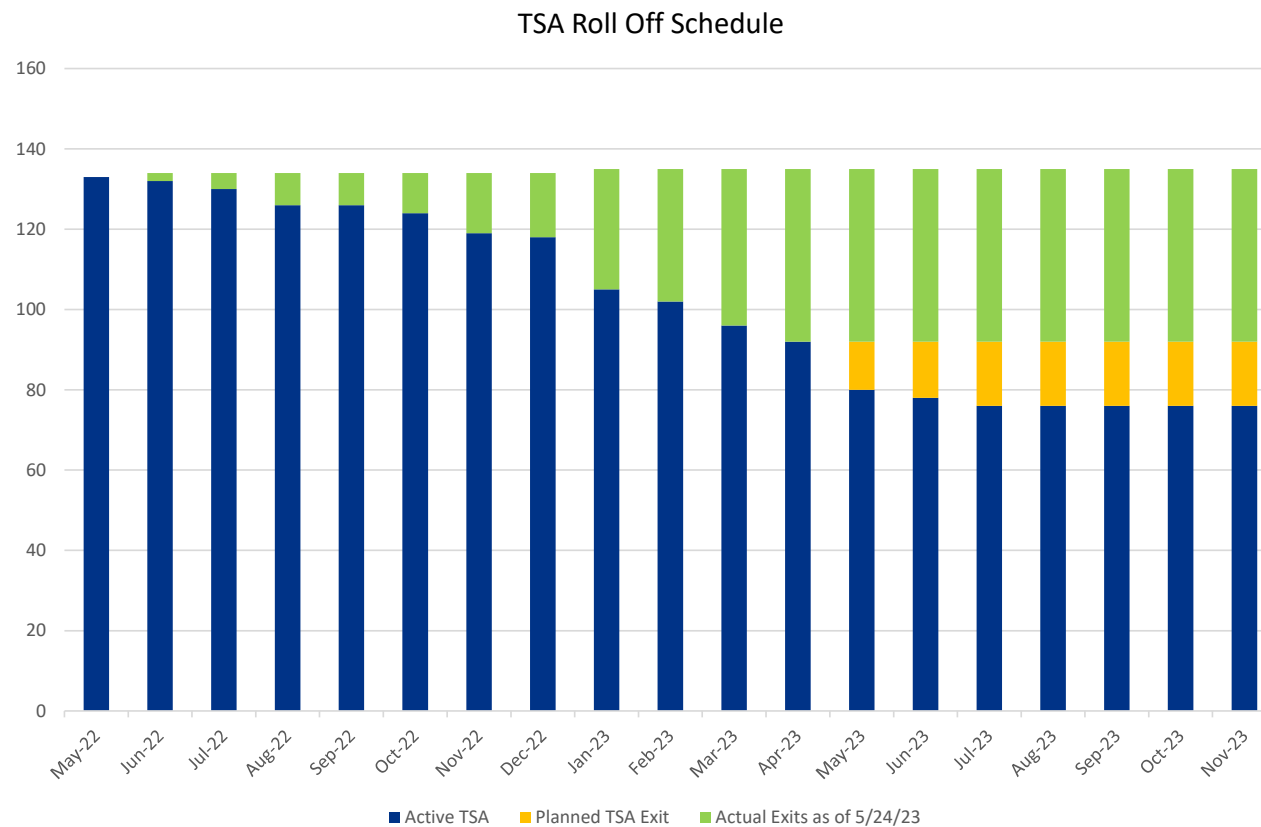
Attachment 1 -Transition Service Exits – To Date and Upcoming Through November 2023

■ Exited TSA

TSA #	Function	TSA Name	Planned Exit Date
087C-GO	Gas Operations	Emergency Call Dispatch Support	5/25/23
118-HR	HR	Labour Relations	4/24/23
122-HR	HR	Workforce Planning and People Analytics	5/25/23
136-REG	Regulatory Support	Regulatory Support – New England Power Company Services on Behalf of NECO - Transmission	5/25/23
144-GO	Gas Operations	Emergency Restoration Support	5/25/23
146-GO	Gas Operations	Operator Qualification Written Test Access	6/5/23
135-FAC	Facilities	Capital Project Support	3/31/23
072-EO	Electricity Operations	Transmission and Substation Engineering and Design	6/25/23
067-REG	Regulatory Support	Regulatory Support- Rate Related Reporting & Filings - Transmission	7/25/23
130-HSE	HR	Health Services	7/25/23



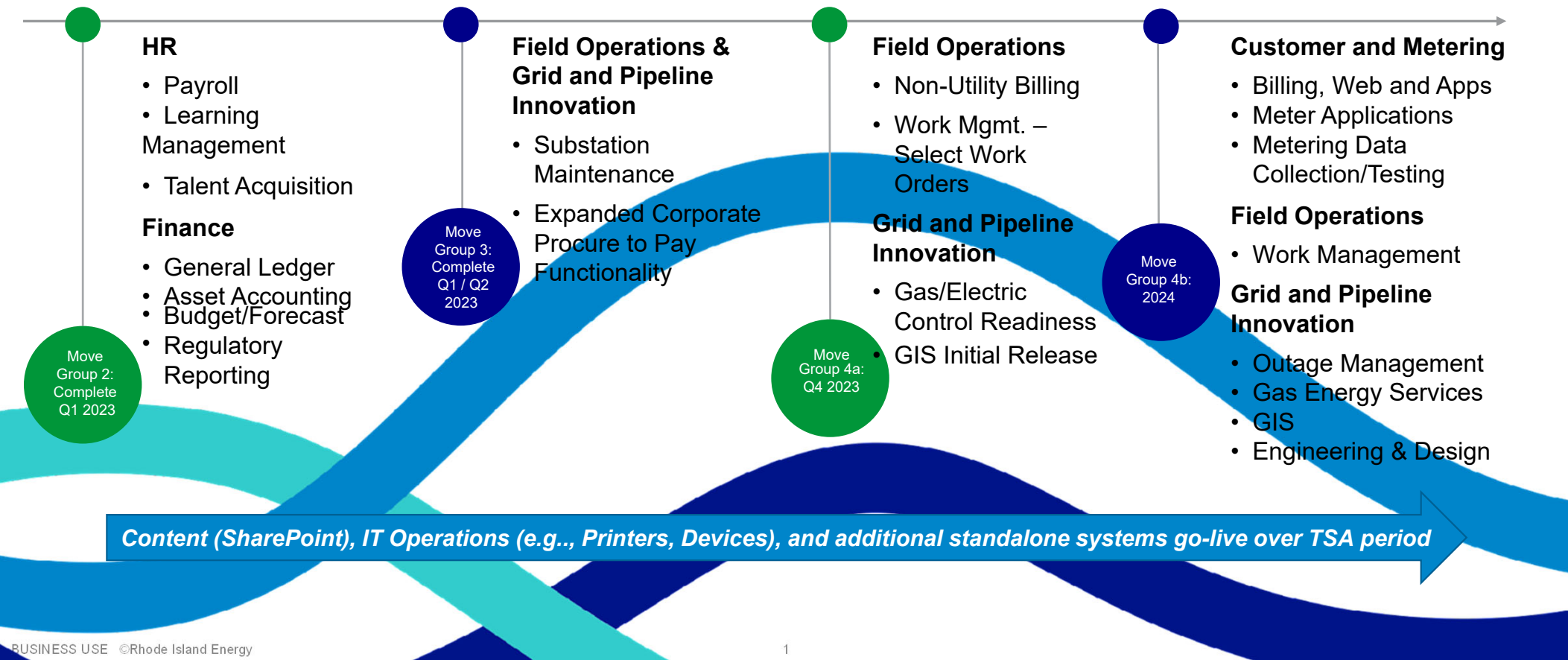
Attachment 2 - Scheduled TSA Roll Offs With IT



Attachment 3 – PPL IT Roadmap – High Level



High-Level Technology Roadmap and Go-Live Schedule*



*Not exhaustive; scope for standalone moves e.g., electric & gas control occur over time – scope included in MG4 for illustration



Rhode Island Energy™
a PPL company

Appendix



Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
001-BS	Customer Billing Operations	National Grid will provide services related to: billing, tariff rate modelling, tax rate modelling, bill and letter composition, bill messaging and bill inserts, automated bill messaging and letter triggering, billing analytics, financial reporting, and other customer billing functions.	24
002-BS	SAP (Non-Utility) Billing Operations	National Grid will continue to produce bills in SAP, provide guidance and support to internal billing requestors, and provide governance around billing accuracy and timeliness.	24
003-BS	Payment Processing	National Grid will perform payment processing, including lockbox management, third-party processors management, resolving payment exceptions, processing customer payment reversals to vendors, process and balance daily vendor payment files to CSS, manage SAM.gov, and other payment processing functions.	24
004-BS	Credit & Collections	National Grid will perform credit & collections management; support compliance and analytics; and perform financial analysis and rate case support.	24
005-BS	Revenue Assurance	National Grid will develop and implement strategies to act on identified theft of services / diversion and other revenue losses.	24
006-BS	Financial Transactions	National Grid will provide financial transactions services related to: bankruptcy protections, receiverships, tax exempt certifications, and back-billing.	24
008-BS	High Volume Residential Billing	National Grid will handle prevalent exceptions pertaining to residential accounts to provide customers with services or correcting billing. This includes manually reviewing meter readings exceptions, change meter orders, stop meters, final bill disputes, and other common exceptions and errors.	24
009-BS	Complex Billing Account Management	National Grid will perform complex billing account management, including meter/account investigations, billing adjustments, special services for large volume gas customers, process connects and disconnects, and other complex billing functions.	24
010-BS	Protections	National Grid will perform protections services, such as but not limited to: documentation review, receiving LIHEAP assistance pledges and managing accounts, assessing reconnect fees, and generating usage reports.	24
011-BS	Service Applications Manager ("SAM")	National Grid will continue to verify leases, deeds, IDs, and that a minor is not listed as a customer and provide other SAM services.	24

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
012-BS	Account Data Maintenance ("ADM")	National Grid will maintain both customer and service information to ensure that accounts and service are being upheld for accurate billing and customer satisfaction purposes.	24
013-BS	Advanced Consumption, Long Term Estimates, Leave On For Landlord	National Grid will provide services for Advanced Consumption, Long-Term Estimate, and Leave On for Landlord activities.	24
014-BS	Supply Chain Master Data Management ("MDM")	National Grid will gather and update supply chain master data concerning Rhode Island Energy and provide procurement reporting related to Rhode Island Energy required by Rhode Island Energy to support existing business activities	24
015-BS	Accounts Payable	National Grid will provide accounts payable services such as: review and process invoices, process customer refunds and credits, process return checks and rejected payments, and other related services.	24
016-BS	Transactional Procurement	National Grid will assist with vendor selection, review requisitions and shopping carts, manage POs, and perform supplier ISN compliance and safety standards checks along with other Transactional Procurement activities	24
017-BS	Manage Procure to Pay ("P2P")	National Grid will manage P2P related inquiries from customers and third parties, including questions regarding purchasing, receiving, invoicing, and payments and will provide insightful reporting/analysis to monitor the health of the end to end procure to pay process.	24
018-BS	Procure to Pay ("P2P") System	National Grid will evaluate, optimize, and maintain the SAP suite of systems in addition to the incident management system that enables Procure to Pay.	24
019-BS	Storm Filing Process Support	National Grid will provide services related to storm expense data and facilitating storm and emergency filings. For storms that occurred prior to closing, National Grid will compile documentation and costs, manage regulatory processes, and review storm work order costs. For storms after closing, National Grid will extract data from their systems for Rhode Island Energy to compile and file.	24
021-BS	Employee Services Support Center & HR Administration	National Grid will provide the following services: oversight of manager and employee self-service, case/issue management, research and troubleshoot data inaccuracies, contact for inquiries and escalations for HR Admin and Payroll, complete processing functions of HR-related transactions, support of in-scope benefit and employee plans, contractor administration, user acceptance testing, and required union new hire reporting to US Health & Human Services.	7

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
023-BS	HRIS - Organization and Position Management	National Grid will maintain organizational hierarchy data and facilitate reporting and monitoring against standards to mitigate issues and risk.	7
024-BS	HRIS - Reporting	National Grid will provide Union Roster Reports, Personnel Actions/Job Assignment changes, termination and retirements, salaried roster reports, and payroll benefit deduction withholdings.	7
025-BS	HRIS - Technology Support Services	National Grid will provide HRIS technology support and assist with the integration of the HRIS data and related services.	7
026-BS	Employee Records & Information Requests	National Grid will respond to information requests, maintain records, facilitate release and transport of records, and review files to assist in legal reviews.	7
027-BS	Benefits Administration	National Grid will provide oversight of all third-party benefits administrators as well as participate in testing, training, and change management processes regarding benefits administration.	6
028-BS	401k Administration	National Grid will provide oversight of the third-party 401k administrator, collaborate with and manage the relationship with Vanguard, and provide relevant data.	7
029-BS	Pension Administration	National Grid will provide oversight of the third-party pension administrator and provide administrative support of pension plans and vendors.	7
030-BS	Retirement Administration	National Grid will provide oversight of the third-party retirement administrator, case management for employee questions, ad hoc knowledge transfer, and other administrative support for retirement management.	7
031-BS	Time Governance	National Grid will perform time entry monitoring and adjustments and coordinate with timekeepers.	7
032-BS	Payroll Processing	National Grid will continue to pay employees for time worked and other payments, withhold tax and general deductions, manage reimbursement programs, and provide the estimated tax withholdings.	7
033-BS	Period End Payroll Tax Forms Processing	National Grid will prepare, file, and provide accurate quarterly and annual tax filing forms for Federal and State taxing jurisdictions.	8
034-BS	Audit Support for Employee and Retirement Benefit Plans	National Grid will provide system data to allow for SOx controls and annual audits to be performed, and provide assistance with collection of data if necessary.	21

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
035-BS	Balance Sheet Account Reconciliations	National Grid will provide monthly and quarterly balance sheet reconciliations, on a timetable as defined.	24
036-BS	Fleet Management	National Grid will assist in the administration of the fleet, such as the provision of asset acquisition/retirement services, provision of lease administration, monitoring of on-site tanks, management of technician training, and other related services.	12
156-BS	Employee Services Support & HRIS Organization and Position Management	Services such as processing of non-payroll relevant employees master data and user accepting testing within National Grid to be provided for all non-payroll relevant employees requiring system access that are employed by Rhode Island Energy during the TSA period.	15
038-CS	Customer Sales and Solutions	National Grid will provide support for the 2021 annual Net Metering filing, assist with knowledge transfer and physical separation of specified USAS-related activities and tools, and will manage the Non-Standard Electric Connections work for a period up to 90 days after close.	9
039-CS	Call Center Operations	National Grid's call center will continue to provide services including all call center operations, workforce management, vendor management, and call center training	24
046-FAC	Mailroom Services	National Grid will continue to process Customer mail until stand-up of a new Customer mailroom at the new RI Customer Control Center.	24
047-FAC	Facilities Union Clerk Support & Training	National Grid will provide consultative clerk support until the newly hired RI Facilities clerk no longer requires it.	6
047-FIN	Accounting and financial reporting	National Grid will assist with reporting including monthly financial reports, quarterly US GAAP financial statements, FERC quarterly and supplemental filings, and relevant State filings. National Grid will support Asset Accounting, including records maintenance, general accounting within PowerPlan, etc. National Grid will support General and Regulatory Accounting, including transaction processing and accounting (as specified), AT and cash collection accounting, and other services. National Grid will provide monthly schedules/reports on identified matters.	24
051a-FIN	Middle Office Support for Gas Procurement Activities	National Grid will continue to provide middle-office compliance, risk management, and data system support services related to the procurement of gas.	24
051b-FIN	Middle Office Support for Electric Procurement Activities	National Grid will continue to provide middle-office compliance, risk management, and data system support services related to the procurement of electricity.	24
051c-FIN	Back Office Support for Energy Procurement Activities	National Grid will continue to provide back-office compliance and accounting services related to the procurement of gas and electricity.	24

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
053-FIN	Tax Consulting Services	National Grid will consult on questions regarding tax matters. National Grid will assist Target in preparation and payment of Sales and Use Tax and Gross Receipts Tax, and will assist in the determination of net tax value of its fixed assets. Fixed Assets and Basis Adjustments. National Grid will provide expense data and staff support for financial reporting matters.	24
054-FIN	Property Tax Services	National Grid will assist in the preparation and payment of property tax bills. National Grid will provide knowledge transfer and history to relevant Target personnel, and maintain records necessary to account for utility plant assets.	24
055-FIN	Insurance	National Grid will provide Rhode Island Energy with an asset report in support of the Target's Property Insurance program renewal, and shall use commercially reasonable efforts to provide a detailed Insurable Value Report for all single-site Rhode Island Energy assets in excess of \$1M.	12
056-FIN	Cash Management Services	National Grid will continue to process AP and Payroll disbursement for Target via existing National Grid bank accounts, and provide related services.	2
055-HSE	Health, Safety, Environment ("HS&E") and Security, Regulatory Monitoring, Reporting, and Compliance Consulting Services	National Grid will make its personnel available to provide informal training and consulting regarding environmental and safety subjects including but not limited to: Rhode Island regulatory filings, prepare OSHA annual 300 and 300A filings, benchmarking reporting, DOT reporting, environmental related SEC 10Q/10K reporting and Asset Retirement Obligations ("ARO") reporting.	24
056-HSE	Field Safety Support	National Grid will assist Rhode Island Energy with management of field safety issues, such as: Safety observations, 2nd level assurance, safety incident response, HASPs, OSHA compliance, storm support, policies and procedures, safety support, safety training, and process safety	12
059-HSE	Site Investigation and Remediation ("SIR")	National Grid will provide financial analysis related to RI filings, SIR reserves, fund forecasts, and annual rate filings.	24
060-HSE	Environmental Consulting Services	National Grid will provide Rhode Island Energy with consulting services related to SIR, environmental field support, spill planning/control/response, and environmental licenses, permits and orders.	12

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
064-HSE	Site Security Services	National Grid will support continued operations under existing security clearance systems and procedures, the restriction of access to facilities to authorized individuals, and the maintenance of infrastructure for video security and card key access.	24
065-HSE	DOT Compliance/DQF	National Grid will provide oversight and administration of DOT compliance, specifically the Driver Qualification Program. This service includes maintaining Beacon Insights, the employee and user roster, DOT-required files, and verification of all documents loaded by Rhode Island Energy supervisors.	12
065-REG	Regulatory Support – General	National Grid to provide general regulatory support to Rhode Island Energy, including support for proceedings before regulatory bodies and on conference calls. Additionally, National Grid to provide DREAM instance during initial transition period, until PPL is able to assume contract with vendor.	12
066-REG	Regulatory Support - Reporting and Filings - Electric & Gas Distribution	National Grid to provide support for preparation of distribution-related reporting and filings, as identified in the schedule, as well as general consultative support. National Grid also to provide consultation on prior Target base rate cases and settlements that are the basis for current cost recovery embedded in base rates. National Grid will provide training on specific higher-complexity reports and filings, as identified.	12
067-REG	Regulatory Support – Rate Related Reporting & Filings – Transmission	National Grid to provide support for preparation of transmission-related reporting and filings, as identified in the schedule, as well as general consultative support. National Grid also to provide consultation on prior Target transmission formula rate filings and other FERC rate-related regulatory obligations. National Grid will provide training on specific higher-complexity reports and filings, as identified.	12
068-SC	Strategic Procurement	National Grid will assist in efforts to procure continued service by the counterparties under existing contracts in the name of Narragansett, support Narragansett to replicate relevant contracts, maintain ownership of sourcing events that are categorized as "Post-Gate 0", and provide limited ad hoc procurement reporting.	24
069-SC	Inventory Management	National Grid will provide analysis of material requirements, corresponding ordering and maintenance of master data in the ERP system, and provide inventory management reporting and knowledge transfer.	24
070-EO	Transmission Asset Management and Planning	National Grid will support the Target's transmission planning activities, including modeling and study work, support the project submission process for transmission facilities, and support permitting and licensing activities.	12

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
071-EO	Transmission Line and Substation Support Services	National Grid will provide emergency transmission line and substation support services, including ad hoc consultation and technical support, engineering consultation, SPCC plans, etc.	12
072-EO	Transmission and Substation Engineering and Design	National Grid will support and perform for Target identified engineering and design services for specific transmission projects.	12
073A-EO	Electric Transmission Line, Distribution Line, Substation, and Protection Standards & Work Methods	National Grid will support Target's T&D Standards and Work Methods functions, including ad hoc consultation on identified subjects and processes.	6
073B-EO	Electric Lab & Field Testing	National Grid will provide electric lab and testing services related to the Target Transmission and Distribution system, including meter engineering consultation, Electric Lab and Field Testing Services, and Rubber Goods Testing and Maintenance.	24
074B-EO	Electric Meter Shop	National Grid's Electric Meter Shop will provide services to the Company, such as managing inventory, performing bench meter tests, and programming electronic meters.	24
076-EO	Transmission Planned Major Maintenance & Capital Construction	National Grid will assist with the planning, management and construction of significant Transmission Line, Substation and Distribution Line projects with a deliverable due within 6 months of Day 1.	6
078-EO	Electric Transmission Network Control	National Grid will support the operation of the Target Transmission Electric Network Control, including Operations, supporting Tools and Systems, and Outage Coordination.	24
079A-EO	Mapping and Records	National Grid will provide GIS/mapping, records, and records services in support of Target's operations, including GIS map updates, electrical drawings, work order closeout, etc.	24
079B-EO	Work Order Closeout	Work Order Close Out Group to continue to provide and support such as confirming work requests and updating meter information.	18
080-EO	Meter Data Services	National Grid will provide services relating to meter data collection, storage, and data management; activities related to meter adds, changes and removals; estimating and troubleshooting services for no meter reads; and wholesale settlement for the New England ISO market.	24
081-EO	NERC/NPCC - Reliability Compliance	National Grid will make its personnel available to respond to questions in reference to Critical Infrastructure Protection ("CIP") and Non-CIP Standards and related testing requirements in order to maintain compliance with NERC and NPCC. National Grid will also provide assistance in Rhode Island Energy's assessments and external reliability compliance reporting.	24

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
082A-EO	Emergency Restoration Support	<i>National Grid will instruct its employees, when requested by Target, to provide emergency maintenance and restoration assistance.</i>	6
083-EO	Transmission Aerial Inspection & Patrol	<i>National Grid will provide Transmission Aerial Inspection & Patrol Services on an as-needed basis, both unplanned and planned, including management, coordination, and administration, as defined.</i>	6
084-EO	Shared Telecom Network ("STN")	<i>National Grid will provide Engineering, Operation and Administration services related to the STN.</i>	24
085A-EO	Distribution Pole Attachments	<i>National Grid will provide program management for Attachments, including billing, and manage wireless license agreements for wireless cellular attachments.</i>	9
085B-EO	Outdoor Lighting	<i>National Grid will manage all aspects of the Outdoor Lighting program, including engineering standards, contracts, LED conversions, regulatory inquiries and rate filings, etc.</i>	12
086-EO	Land Mobile Radio ("LMR") and Microwave Systems	<i>National Grid will make available its LMR and Microwave systems, including adhoc engineering consultation to facilitate the maintenance of the associated systems after the TSA period.</i>	24
087-EO	Electric Distribution Control Center ("DCC")	<i>National Grid will make available DCC systems and procedures as needed to allow Target to conduct operating system maintenance and updates, and perform system operator training/qualifications.</i>	24
089-EO	Right of Way ("ROW") and Survey Engineering	<i>National Grid will provide ROW and Survey Engineering services to support customer and capital projects for both electric and gas.</i>	12
090-EO	Vegetation Management (Transmission and Distribution)	<i>National Grid will support vegetation management operations, including general supervisor, assistance with preparation of regulatory filings, and assistance with vendor management.</i>	12
092-EO	Emergency Transmission Line Services ("TLS")	<i>National Grid will support TLS, ensuring it is appropriately resourced to support emergency response operations as outlined in ITAMA.</i>	12
093-EO	Emergency Hoisting and Rigging	<i>National Grid will make reasonably available delivery, hoisting and rigging of substation equipment in a manner consistent with the provision of such services prior to Closing.</i>	12
087A-GO	Dispatch Training Support	<i>National Grid will train five new RI Dispatch Supervisors prior to transfer to Rhode Island Energy.</i>	3

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
087B-GO	Consultancy Services for Dispatch Supervision	Once 087a-GO is completed, National Grid will transition to a consultancy service to support and advise Rhode Island Energy's employees.	12
087C-GO	Emergency Call Dispatch Support	National Grid's NYC Dispatch will continue to receive calls made to the current emergency number printed on RI gas line markers and route calls to a new dedicated Rhode Island dispatch number.	12
091-GO	Gas Control Center Operations	National Grid will provide gas system control, monitoring, and management services. National Grid will also recruit twelve candidates to be trained as Gas System Controllers to operate the Rhode Island Gas Distribution System and collaborate with Rhode Island Energy Incident Command Structure during emergencies and drills.	24
100-CS	Marketing and Growth	National Grid will provide Forward Capacity Market portfolio management services, routine website outage management, services related to marketing and communications plan execution, and customer lists. National Grid will maintain and post on the rebranded customer service website.	24
154-CS	Customer Operations and Vendor Support	National Grid shall extract and forward to Rhode Island Energy Rhode Island customer service agent call and screen recordings. On a weekly basis, National Grid will gather a random sample of recorded gas and electric calls that will allow teams to gauge customer sentiment.	10
155-CS	Controls and Compliance	Provide direction and oversight for quality assurance and end-to-end testing and controls for Customer processes, ensuring completion of 2nd line testing, inclusive of SOx controls, operating controls, and working with leadership team to ensure remediation plans are executed according to established due dates	16
101A-EP	Gas Load Forecasting	National Grid will provide Gas Load Forecasting services, including requirements determinations, model development, variance analysis, compliance and regulatory support, and internal budgeting and planning support.	24
101B-EP	Electric Load Forecasting	National Grid will provide Electric Load Forecasting services, including daily and long-term electric requirements determinations, supply forecasting, peak forecasting, compliance and regulatory support, and internal budgeting and planning support.	24
102-EP	Gas Procurement Services - General	National Grid will provide Gas Procurement services, such as gas supply planning, pipeline and upstream capacity planning, and LNG procurement.	24
103A-EP	Energy transactions (Physical Transactions)	National Grid will support Energy Transactions (Physical) programs, including executing the supply plan and purchasing monthly base load, daily spot natural gas, and training as agreed upon by National Grid and Target.	24
103B-EP	Energy Transactions (Financial)	National Grid will support Energy Transactions (Financial), such as financial hedging planning and determination and calculation of incentives under regulatory programs.	24

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
104-EP	Retail Choice Programs	National Grid will support the retail choice programs by managing and administering large and small volume retail choice programs, tracking gas deliveries by marketers, related billing services, and internal reporting as needed.	24
105-EP	Long Term Clean Energy Supply	National Grid will provide Clean Energy Supply services, such as the development of long-term contracts, filings compliance, and administration of the Renewable Energy Growth Program.	24
106-EP	Electric Procurement	National Grid will support Electricity Procurement in related to to: Last Resort Service, Renewable Energy Certificates, Market Based Rate data, and Power Purchase Agreements.	24
106-IT	Business Application Services	National Grid will support critical commercial, operations, and corporate business system applications currently used by the Company, including the support of business logic, application code, and any other necessary interfaces or components.	24
107-IT	Service Desk and Service Management Integration Services	National Grid will provide services related to the service desk and service integration and management.	24
108-IT	Collaboration Services (E-mail and Collaboration Tools)	National Grid will provide e-mail support services to employees transitioned to Target on Day 1, and contractor e-mail access as required for legacy or newly-hired employees, under agreed-upon terms and a defined process.	24
109-IT	Data Center Services	National Grid will support the data center computing infrastructure for business applications.	24
110-IT	Client Services	National Grid will continue to provide its existing desktop support for company-supported hardware and software products.	24
111-IT	Commercial services	National Grid will continue to maintain contract and license support.	24
112-IT	IT Infrastructure services	National Grid will continue to provide IT servers, storage and network devices, and all controlled computing facilities.	24
113-IT	Networking support	National Grid will provide services related to: Business Internet Protocol Networks, Energy Management System and Outage Management System IP Networks, Desk Phones, and Wireless Phones and Data Ports.	24
114-IT	IT Energy Management Systems ("EMS") – SCADA Systems, and Outage Management Systems ("OMS")	National Grid will provide Electric EMS- and Gas GMS-SCADA System services, and Outage Management System support.	24

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
115-IT	Cyber Security Services	National Grid will maintain existing cyber security systems, infrastructure, and processes.	24
116-IT	Emergency Response Services	National Grid will support the coordination and execution of the IT emergency response plan, will have restoration teams on standby-by in the event of a storm, and will provide desktop services.	24
117-IT	IT TSA Exit Support Services	National Grid will provide IT TSA exit and migration services.	24
118-HR	Labour Relations	National Grid will provide ad hoc support relating to contract interpretation for Local 310, Local 310b, and Local 12431 employees and assist in effort to resolve any formal grievance or arbitrations that remain unresolved or arise during the Transition Period.	12
119-HR	Regulatory Training	National Grid will provide access to shared/corporate technical or regulatory/compliance training materials and platforms.	7
122-HR	Workforce Planning and People Analytics	National Grid will provide standard PowerBI reporting publications, based exclusively upon data and organization hierarchies within MyHub, on a quarterly basis.	12
123-HR	Talent Management	National Grid will provide ad hoc historical reporting needs and knowledge transfer for Talent processes.	3
124-FAC	Masachusetts and New York Offices	National Grid will provide space for National Grid employees to continue to be based in Massachusetts and New York facilities, while supporting the Company.	24
125-FAC	Massachusetts Operations Facilities	National Grid will provide usage of the Gas and Electricity control center in Northborough.	24
126-FAC	Massachusetts Warehouse Facilities	National Grid will provide usage of the Sutton warehouse facility.	24
127-SC	Warehouse Management	National Grid will provide storage of material, provision of inbound and outbound logistics for relevant material, inventory recovery services, and provision of devices and related software.	24

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
129a-FIN	Financial Planning and Analysis	<i>National Grid will provide consultative support for monthly and quarterly reporting decisions and reporting activities. National Grid will support knowledge transfer to Target's employees assigned to perform FP&A activities.</i>	6
129b-FIN	Financial Planning and Analysis - FBPs	<i>National Grid will support Target with existing finance business partnering activities covering Monthly Reporting Center of Excellence reports and access to FP&A Power BI dashboards. National Grid will support knowledge transfer to Target's employees assigned to perform FP&A activities.</i>	24

Appendix – TSA Summaries – By Functional Area



TSA ID	TSA Schedule	Short Description	Duration (months)
130-HSE	Health Services	National Grid will assist Rhode Island Energy with its management of various health services programs (e.g., D&A programs, records retention, employee policies)	7
131-HSE	Safety Policy & Programs	National Grid will provide Rhode Island Energy with the following: 1. Consultation for its management of safety policies and programs, 2. Monthly hours for OSHA reporting requirements while paid through National Grid payroll systems, 3. Weekly reports of contractors under National Grid's ISN instance.	6
132-FAC	Northborough Contact Center	National Grid will provide usage of the Customer Contact Center in Northborough.	24
133-FAC	Training Facilities	National Grid will provide usage of the Millbury training facility.	24
135-FAC	Capital Project Support	National Grid will continue to support delivery of capital projects through planning, resourcing, implementation, and controls and close out.	18
136-REG	Regulatory Support – New England Power Company Services on Behalf of NECO – Transmission	National Grid to continue to provide transmission management services until Narragansett is established as a TOA, pursuant to the ITAMA; after establishment as a TOA, National Grid will provide necessary data as may be required by a regulatory order impacting historical transmission rates, as defined.	12
137-REG	Regulatory Support – Transmission Owner Group Participation – Transmission	National Grid to participate in PTO-AC and NETO groups on behalf of Target prior to Target's establishment as a TOA, and will coordinate with PPL on the positions taken.	7
138-BS	Card and Expense Administration	National Grid will support the completion of administrative functions, expense processing, and payments related to card administration. This includes card setup, card audit, exceptions handling, and managing travel booking system.	9
143-SOX	Sarbanes Oxley Testing	National Grid will continue to provide SOx control testing during the transition period, as defined.	24
144-GO	Emergency Restoration Support	National Grid will make available its employees and resources when requested to support and perform restoration activities in an emergency event in Rhode Island.	12
145-GO	ISR Testimony Support	National Grid will provide FY2023 ISR Plan support services as well as support Rhode Island Energy in proceedings/meetings with the RIPUC or RI Division.	6
146-GO	Operator Qualification Written Test Access	National Grid will provide access to its current proprietary written operator qualification test content for Rhode Island Energy's test takers.	15

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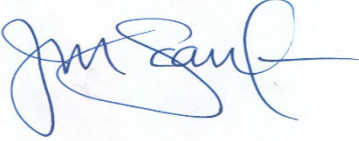


TSA ID	TSA Schedule	Short Description	Duration (months)
147-GO	Consultancy Services for Operator Qualification Program Management	National Grid will provide advice on the adoption and implementation of Rhode Island Energy's Operator Qualification Written Plan to support an extended period of knowledge transfer post-Closing.	9
148-GO	Witnessing and Documentation of Test Welds	National Grid will provide welding inspector employees as needed to witness test welds and prepare associated documentation.	6
149-GO	GBE Business Process Support	National Grid will provide business process and business product owner support for the GBE application suite. Defects impacting Rhode Island business will be prioritized.	12
150-GO	Gas Complex Project Support	National Grid will make available Project Development, Project Management and Engineering, and Asset Management employees to prepare the deliverables required to fulfill the National Grid Gate C stage checklist.	3
152-GO	Operations Engineering Training Support	National Grid will provide facilitated and on-the-job training to a maximum of 3 Rhode Island Energy operations engineers to support the development of capabilities in specified operations engineering activities.	3
153-GO	Corrosion Audit Support	If requested by Rhode Island Energy, National Grid shall provide the following services to support the PHMSA Audit (Division Audit on Corrosion): · Making historical data available as it relates to the Audit · Answering Rhode Island Energy's and PPL's questions as they relate to the context of the data provided	

Certificate of Service

I hereby certify that a copy of the cover letter and any materials accompanying this certificate was electronically transmitted to the individuals listed below.

The paper copies of this filing are being hand delivered to the Rhode Island Public Utilities Commission and to the Rhode Island Division of Public Utilities and Carriers.



Joanne M. Scanlon

July 25, 2023

Date

**Docket No. D-21-09 PPL Corp., PPL RI Holdings, LLC, National Grid USA and
The Narragansett Electric Co. – Petition to Transfer Ownership and Related
Approvals**

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