

KEEGAN WERLIN LLP

ATTORNEYS AT LAW
99 HIGH STREET, SUITE 2900
BOSTON, MASSACHUSETTS 02110

—
(617) 951-1400

TELECOPIER:
(617) 951-1354

May 24, 2019

Luly E. Massaro, Commission Clerk
Rhode Island Public Utilities Commission
89 Jefferson Boulevard
Warwick, RI 02888

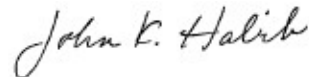
**RE: Review of Proposed Power Purchase Agreements
Pursuant to R.I. Gen. Laws § 39-31
Docket No. 4929**

Dear Ms. Massaro:

Enclosed for filing with the Rhode Island Public Utilities Commission (PUC) is the response of National Grid¹ to the Record Request 10 issued during hearings in the above-referenced matter.

Please contact me at 617-951-1400 if you have any questions regarding this filing.

Very truly yours,



John K. Habib, Esq.
R.I. Bar # 7431

cc: Docket No. 4929 Service List

¹ The Narragansett Electric Company d/b/a National Grid (National Grid or the Company).

RR-10

Request:

Section 8.1 (Receipt of Regulatory Approval) of the PPA references a Section 8.2, but there is no Section 8.2. Please indicate whether this should be stricken or whether there is another Section that should have been referenced. Please provide any necessary amended language to Section 8.1. What was the previous Section 8.2?

Response:

The reference in Section 8.1 of the PPA (Receipt of Regulatory Approval) to Section 8.2 was inadvertent and should have been stricken. Section 8.1 should read as follows:

8.1 Receipt of Regulatory Approval. The obligations of the Parties to perform this Agreement, other than the Parties' obligations under Section 6.1, Section 6.2, and Section 12, are conditioned upon and shall not become effective or binding until the receipt of the Regulatory Approval. Buyer shall notify Seller within five (5) Business Days after receipt of the Regulatory Approval or receipt of an order of the PUC regarding this Agreement. This Agreement may be terminated by either Buyer or Seller in the event that Regulatory Approval is not received within 270 days after filing (provided that for purposes of this Section 8.1, the definition of Regulatory Approval shall be limited to the PUC's approval of this Agreement without material modification or conditions pursuant to R.I.G.L. § 39-31-5 and the regulations promulgated thereunder), without liability as a result of such termination, subject to the return of Credit Support as provided in Section 6.3.

Section 8.2 was in the model PPA included in the RFP solicitation from which the Revolution Wind project was selected and read as follows:

8.2 Related Transmission Approvals. The obligation of the Parties to perform this Agreement is further conditioned upon the receipt of any Related Transmission Approvals on or prior to the date such Related Transmission Approvals are required under Applicable Law.

Section 8.2 of the model PPA included a concept of "Related Transmission Facilities" and "Related Transmission Approvals." "Related Transmission Facilities" were defined as "those transmission and distribution facilities to be used by Seller for Delivery of Energy under this Agreement and to be included in the PPA, and "Related Transmission Approvals" were defined as "those FERC filings, agreements, tariffs and approvals associated with service on the Related Transmission Facilities." Therefore, "Related Transmission Facilities" were intended to be those separate standalone transmission facilities that would require FERC approval. During the

The Narragansett Electric Company
d/b/a National Grid
RIPUC Docket No. 4929
In Re: Review of Power Purchase Agreement
Responses to Commission's Record Requests
Issued on May 13, 2019

negotiations of this PPA, it was determined that there would be no "Related Transmission Facilities" for the project, so those references, including Section 8.2 of the PPA, were deleted. The reference to Section 8.2 in Section 8.1 was missed in the course of those deletions. No other provision should have replaced Section 8.2.