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May 21, 2019

RFP #2019-004

REQUEST FOR PROPOSALS

**Legal Services Contractor for Co-Counsel in
Eversource Energy Rate Case, Docket DE 19-057**

Prospective Contractors:

The New Hampshire Public Utilities Commission (Commission or PUC) is seeking proposals from qualified law firms or individual attorneys to serve as co-counsel with Commission Staff in Docket DE 19-057, Public Service Company of New Hampshire d/b/a Eversource Energy (Eversource) Notice of Intent to File Rate Schedules (the Docket).

Pertinent dates and information:

1. Electronic proposals must be received by the Commission no later than 4:30 p.m. on June 4, 2019. The electronic copy must be in PDF (portable document file) format.
2. Proposals should be submitted to:

Juli Pelletier, Business Administrator
New Hampshire Public Utilities Commission
21 S. Fruit Street, Suite 10
Concord, NH 03301-2429
RFP@puc.nh.gov

3. In addition to the electronic submission, prospective bidders must submit six (6) additional paper copies to the address above, which must be postmarked no later than June 4, 2019.
4. Prospective co-counsel may submit written inquiries about this RFP by e-mail to RFP@puc.nh.gov no later than 4:30 p.m. EST on May 28, 2019. Inquiries and responses will be posted on the PUC's website at: www.puc.nh.gov/home/requestforproposal.htm. The subject line of the e-mail must state the following: RFP #2019-004 Legal Services Contractor for Co-Counsel in Eversource Energy Rate Case.

5. Follow-up conferences/interviews will be scheduled as needed. In the event an interview is scheduled, you will hear from Ms. Pelletier and may return calls for the sole purpose of scheduling an interview at (603) 271-6008.
6. An Evaluation Team consisting of Commission Staff (Staff) and/or other qualified personnel will be established to evaluate responses (Proposals) to this RFP submitted by prospective co-counsel (Proposers).
7. From the date of the release of this RFP until awards are made, all communications with personnel employed by or under contract with the Commission regarding this RFP is forbidden, unless first approved by the point of contact identified above. All inquiries concerning this RFP, including, but not limited to, requests for clarification, must be submitted by e-mail to Juli Pelletier, Business Office Director at RFP@puc.nh.gov. The subject line of the e-mail must state the following: RFP #2019-004 Legal Services Contractor for Co-Counsel in Eversource Energy Rate Case. No phone calls, please.

I. BACKGROUND

The Commission is an administrative agency with executive, legislative, and quasi-judicial powers. The Commission's primary responsibility is as an arbiter between the public utilities and their ratepayers. Proceedings in this regard address such areas as public utility rates, financing, terms and conditions of utility service, quality of service, safety and reliability, eminent domain matters, public utility exemptions from local zoning ordinances, public utility franchises, utility crossings of public lands and waters, wholesale relationships between utilities, rulemakings, and consumer complaints. The Commission's regulatory authority over most telephone utilities was limited by legislation enacted in 2012. The Commission performs other roles and functions as specified in relevant state statutes.

On March 22, 2019, Eversource filed a Notice of Intent to File Rate Schedules in the Docket. This filing initiated the first Eversource general rate case in many years and the first rate case filed since the divestiture of its electric generation assets. The Commission anticipates that the Eversource rate case will involve extensive and intensive review and analysis of a wide range of complex issues and will include a number of intervenors.

Proposers will be expected to be familiar with the contents of Eversource's filings in the Docket.

II. SCOPE OF SERVICES

The Proposer selected by the Commission (Contractor) will be engaged to serve as co-counsel providing legal services to the Commission and its Staff in connection with the Docket, which legal services include, without limitation, the following:

- Review and evaluation of petitions, pleadings, rate schedules, tariff provisions, pre-filed testimony, discovery responses, studies, analyses, reports, evidence, and briefs filed in or relevant to the Docket;

- Drafting and/or review and editing of data requests, motions, objections, testimony, discovery responses, and briefs filed or submitted on behalf of Commission Staff;
- Attendance at and participation in technical sessions, settlement conferences, internal consultation meetings, and deliberation sessions;
- Attendance at and participation in Commission hearings, including direct examination of Staff witnesses, cross-examination of Eversource's and other parties' witnesses, and representation of Staff positions;
- Drafting and/or review and editing of Commission orders, secretarial letters, and other decisional issuances; and
- Performance and/or review and analysis of legal research regarding relevant statutes, rules, regulations, regulatory orders, and judicial precedent.

All of such legal services will be provided by the Contractor after consultation with, and at the direction of, Commission Staff. Contractor will work in association with a Staff attorney as co-counsel and under the supervision of the Legal Division Director. Contractor will maintain confidential all non-public information to which it has access until such time as it is instructed otherwise by Commission Staff.

If and to the extent necessary, the Commission will provide Contractor with reasonable support accommodations such as temporary office space, paralegal services, and secretarial and other administrative assistance.

III. CONFIDENTIALITY

Each Proposer agrees to maintain confidential all information to which it has access until such time as it is instructed otherwise by the Commission. A Proposal must remain confidential until the effective date of any contract resulting from this RFP. A Proposer's disclosure or distribution of Proposals other than as permitted by the Commission will be grounds for disqualification.

IV. COMPONENTS OF THE PROPOSAL

The following is a list of the information to be provided in the Proposal. Proposers should respond to all areas listed below, in the order listed, and conclude with a separate section on cost estimates for the scope of services.

1. Letter of Transmittal: Include name of Proposer, contact information for, and signature of, proposed co-counsel. (1 page)
2. Firm/Company Information: Information concerning firm/company history, i.e., how many years in business, partners, officers, or principals, location of branch offices,

professional and business association memberships, current or prior engagements involving substantive areas similar to those described in this RFP, the parties represented in such engagements, and the scope of services performed in such engagements. (1 page)

3. Relevant Qualifications and Experience of Personnel Assigned: Detailed description of the Proposer's relevant experience with respect to the proposed scope of services, including a list of all personnel who will be assigned to this engagement, including detailed resumes (in an appendix) for each individual reflecting his or her relevant experience, and the nature of his or her specific responsibilities in connection with any such similar engagements. During the course of the engagement, the Commission must approve in writing any substitutions or changes in personnel assigned to perform the services. (no more than 3 pages, not including the resumes of the key personnel)
4. References: A list of up to three references for services performed which is similar in scope or content to that subject to this RFP. (1 page)
5. Statement of Disclosure: Identification and description of any existing or potential conflicts of interest, including those that arise as a result of relationships or affiliations with utility companies under the jurisdiction of the Commission, other industry participants, trade associations, or advocacy organizations or groups that participate in or represent active stakeholders utility rate cases. Proposer must disclose whether it regularly represents utilities or other parties in matters before the Commission
6. Fee and Expense Proposal: A detailed cost proposal that identifies the hourly rate for personnel and any associated expenses proposed to be charged or reimbursed.

V. SELECTION CRITERIA

Cost is a consideration but may not be the determining factor in the selection. In addition to cost, the Commission will also consider the following criteria, and assign a corresponding point score, where a maximum score for all criteria would be 100 points and any proposal with a total aggregate point score of less than 65 points will not be considered for selection:

1. Qualifications, certifications, knowledge, and relevant experience that the firm, company, or individual possesses, including that of any relevant staff personnel, and absence of any actual or potential conflicts. (Maximum PointScore: 50)
2. Cost of co-counsel legal services and expenses, including the competitiveness of the proposed fees and/or hourly rates and any proposed discounts or other benefits. (The Commission reserves the right to negotiate lower fees or a different hourly rate structure than proposed, with any selected firm, company, or individual.) (Maximum Point Score: 25)
3. Ability to work effectively in New Hampshire, including accessibility and

proximity to, and familiarity with, the State. (Maximum Point Score: 15)

4. Overall responsiveness to the requirements of the RFP, including completeness, clarity, and quality of Proposal. (Maximum Point Score: 10)

VI. TERM OF CONTRACT

The term of the contract will be for a period of 12-14 months.

VII. GENERAL PROPOSAL CONDITIONS

1. Proposals must be typed and double-sided. Proposals that are incomplete or unsigned will not be considered. Electronic Proposals must be received by the Commission no later than 4:30 p.m. EST on June 4, 2019. The electronic copy must be in PDF (portable document file) format. In addition to the electronic submission, Proposers must submit six (6) additional paper copies which must be postmarked no later than June 4, 2019. Proposals must be addressed to Juli Pelletier, Business Administrator, New Hampshire Public Utilities Commission, 21 South Fruit Street, Suite 10, Concord, NH 03301-2429, and to RFP@puc.nh.gov.
2. Proposers may submit written inquiries about this RFP by e-mail to RFP@puc.nh.gov no later than 4:30 p.m. EST on May 28, 2019. Inquiries and responses will be posted on the PUC's website at www.puc.nh.gov/home/requestforproposal.htm. Please note that answers to questions are carefully considered and may require several days before they are posted. It is strongly recommended that Proposers review the RFP in its entirety as soon as possible to allow the PUC time to answer questions and to allow the Proposer time to complete the Proposal.
3. The Commission reserves the right to cancel or withdraw this RFP, to reject or accept any or all Proposals, to reject or accept all or any part of any Proposal, to determine what constitutes a conforming Proposal, to waive irregularities that it considers not material to the Proposal, to award the Proposal solely as it deems to be in the best interest of the State, to contract for any portion of the Proposals submitted and to contract with more than one Proposer if deemed necessary. Notwithstanding any other provision of this RFP, this RFP does not commit the Commission to award a contract.
4. This RFP and all information relating to this RFP (including, but not limited to, fees, prices, contract terms, and agreements), are subject to the laws of the State of New Hampshire regarding public information and state procurement of goods and services.
5. The Commission reserves the right to amend or modify this RFP at its discretion, prior to the Proposal submission deadline. In the event of an amendment or modification of this RFP, the State, at its sole discretion, may extend the Proposal submission deadline, as it deems appropriate.

6. Proposals must be valid for sixty (60) days following the deadline for submission of Proposals.
7. By submitting a Proposal, a Proposer agrees that in no event shall the Commission be either responsible for or held liable for any costs incurred by the Proposer in the preparation of or in connection with the Proposal, or for work performed prior to the effective date of any resulting contract.

VIII. CERTIFICATES

Proposers will be required to provide the following certificates prior to entering into a contract:

Secretary of State’s Office Certificate of Good Standing (“CGS”)	Individuals contracting in their own name do not need a CGS. Business organizations and trade names need a CGS, except for nonresident nonprofit corporations.
Certificate of Vote /Authority (“CVA”)	Individuals contracting in their own name do not need a CVA. Business entities and trade names need a CVA.
Certificate of Insurance	Certificate of Insurance form attached with insurance coverages required under the contract. Modifications of insurance coverage required will be specified in the contract.
Workers’ Compensation	Contractor must demonstrate compliance with or exception from RSA 281-A (and if applicable, RSA 228:4-b and RSA 21-I:80, and any other applicable laws or rules).

IX. FORM OF CONTRACT

1. The terms and conditions set forth in Form P-37 (v. 5/8/15) General Provisions Agreement (available at: <http://www.puc.nh.gov/Home/requestforproposal.htm>) are part of the Proposal and will apply to any contract awarded to the selected Proposer.
2. Any contract resulting from this RFP shall not be deemed effective until the initial term and any ability to renew are approved by the Governor and Council, and any subsequent options to renew may be exercised in writing by the Commission.
3. Any contract awarded through this RFP will expire on a date which is 12-14 months following its effective date, as negotiated with the selected Proposer. The Commission at any time, in its sole discretion, may terminate the contract, including any renewals, or postpone or delay all or any part of the contract,

including any renewals, upon written notice to the engaged Contractor.

4. When responding to this RFP, please include your ability to comply with Paragraph 14 of the Form P-37 General Provisions Agreement, "Insurance," referenced in subparagraph IX.1 above. Please note that the Commission will allow substitution of professional liability insurance for part or all of the per occurrence comprehensive general liability insurance coverage. In addition, excess liability insurance in an equal amount may be substituted for up to \$1,000,000 of the per occurrence comprehensive general liability or professional liability insurance coverage. The State reserves the right to further waive or modify the insurance requirements in Paragraph 14 based on Proposals submitted.

X. FINANCIAL INFORMATION AND PUBLIC POSTING REGARDING RFPs

1. Pursuant to the relevant statutes and regulations, all responses to this RFP shall be considered confidential until the award of a contract. At the time of receipt of Proposals, the State will post the number of responses received with no further information. No later than five (5) business days prior to submission of a contract to the Governor and Council pursuant to this RFP, the Commission will post the name and rank or score of each Proposer. If the Contract does not require Governor and Council approval, the Commission shall disclose the rank or score of the Proposals at least five (5) business days before final approval of the contract. All such postings may be viewed on the PUC's website at <http://www.puc.nh.gov/Home/requestforproposal.htm>.
2. The content of each Proposal will become public information upon the effective date of any resulting contract. Any information submitted as part of a response to this RFP may be subject to public disclosure under RSA 91-A. In addition, in accordance with RSA 9-F:1, any contract entered into as a result of this RFP will be made accessible to the public online via the website Transparent NH: <http://www.nh.gov/transparentnh/>). Accordingly, business financial information and proprietary information such as trade secrets, business and financial models and forecasts, and proprietary formulas, may be exempt from public disclosure under RSA 91-A:5, IV. If you believe any information being submitted in response to a request for proposal, bid, or information should be kept confidential as financial or proprietary information, you must specifically identify that information in a letter to the Commission, and should mark or stamp the materials as "CONFIDENTIAL." Marking of the entire Proposal or entire sections of the Proposal (e.g., pricing) as confidential will neither be accepted nor honored.
3. Notwithstanding any provision of this RFP to the contrary, contractor pricing will be subject to disclosure upon approval of the contract. The State will endeavor to maintain the confidentiality of portions of the Proposal that are clearly and properly marked as confidential. If a request is made to the State to view portions of a Proposal that the Proposer has clearly and properly marked as confidential, the State

will notify the Proposer of the request and of the date upon which the State plans to release the records. A designation by the Proposer of information it believes exempt from disclosure does not have the effect of making such information exempt. The State will determine the information it believes is properly exempted from disclosure. By submitting a Proposal, the Proposer agrees that, unless the Proposer obtains a court order, at its sole expense, enjoining the release of the requested information, the State may release the requested information on the date specified in the State's notice without any liability to the Proposer.

XI. ETHICAL REQUIREMENTS

From the time this RFP is published until a contract is awarded, no Proposer shall offer or give, directly or indirectly, any gift, expense reimbursement, or honorarium, as defined in RSA 15-B, to any elected official, public official, public employee, constitutional official, or family member of any such official or employee who will or has selected, evaluated, or awarded an RFP, or similar submission. Any Proposer that violates RSA 21-G:38 shall be subject to prosecution for an offense under RSA 640:2. Any Proposer who has been convicted of an offense based on conduct in violation of this section, which has not been annulled, or who is subject to a pending criminal charge for such an offense, shall be disqualified from bidding on this RFP, or similar request for submission and every such Proposer shall be disqualified from bidding on any RFP or similar request for submission issued by any State agency. A bidder that was disqualified under this section because of a pending criminal charge which is subsequently dismissed, results in an acquittal, or is annulled, may notify the Department of Administrative Services, which shall note that information on the list maintained on the State's internal intranet system, except that, in the case of annulment, the information shall be deleted from the list.