

March 30, 2016

RFP #2016-004

REQUEST FOR PROPOSALS

**NEW HAMPSHIRE PUBLIC UTILITIES COMMISSION
PROPOSAL FOR A CONSULTANT TO PROVIDE LEGAL SERVICES**

To Prospective Bidder:

The New Hampshire Public Utilities Commission (Commission) is seeking proposals from qualified firms to provide legal services on behalf of the Commission.

Pertinent dates and information:

1. Proposals must be received by the Commission prior to 4:30 p.m. on April 22, 2016.
2. Proposals should be submitted to:

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

3. Bidders may submit written inquiries about this Request for Proposals by email to RFP@puc.nh.gov by 4:30 p.m. on April 13, 2016. Inquiries and written responses will be posted on the Commission's website at: www.puc.nh.gov/home/requestforproposal.htm. The subject line of the email must state the following: RFP #2016 Asset Sale, LEGAL SERVICES.
4. Follow-up conferences/interviews will be scheduled as needed.
5. An Evaluation Team consisting of Commissioners and/or other qualified personnel will be established to evaluate bidder responses to this bid proposal.
6. Contracts are awarded upon approval by the Commission.

I. BACKGROUND

Eversource Energy d/b/a Public Service Company of New Hampshire (Eversource) entered into a Settlement Agreement filed with the Commission on June 10, 2015, in Docket DE 14-238. An amendment to the Settlement was filed on January 26, 2016. Settlement at <http://www.puc.nh.gov/Regulatory/Docketbk/2014/14-238/MOTIONS-OBJECTIONS/14-238%202015-06-10%20PSNH%20DBA%20EVERSOURCE%20SETTLEMENT%20AGREEMENT.PDF> Amendment to Settlement at http://www.puc.nh.gov/Regulatory/Docketbk/2014/14-238/LETTERS-MEMOS-TARIFFS/14-238_2016-01-26_EVERSOURCE_EXECUTED_AMEND_2015_PSNH_SETTLEMENT.PDF (The Settlement Agreement and the amendment thereto are collectively referred to in this document as “the Settlement”). The Settlement, which was filed subject to the Commission’s approval, provides for the sale of Eversource’s electric generation facilities located in New Hampshire through an auction process to be overseen by the Commission. The generation facilities to be auctioned consist of three thermal units, Merrimack Station, Newington Station, and Schiller Station, ten hydro units, Smith Station, Gorham Station, Androscoggin Reservoir Company, Canaan Station, Ayers Island Station, Eastman Falls Station, Amoskeag Station, Hooksett Station, Garvins Falls Station, and Jackman Station, and two remote combustion turbines, Lost Nation Combustion Turbine and White Lake Combustion Turbine. The Settlement contains a number of conditions of sale of these units, including employee protections and requirements that the units remain in service.

The Commission held a final hearing on the Settlement on February 2-4, 2016, and a decision is pending. To be ready to act quickly in the event that the Settlement is approved, Eversource has begun to assemble a data room and has completed level 1 site assessments as well as real estate surveys at each of the facilities to be sold. Eversource has retained the legal services of Balch and Bingham in Birmingham, Alabama, to assist in the preparation of an offering memorandum describing the assets to prospective bidders, and to represent Eversource throughout the auction and sale process. The Commission is in the process of requesting and evaluating bids from firms interested in serving as an auction advisor, to design and conduct the auction of the generation assets with a goal of maximizing the sale proceeds. This Request for Proposal seeks legal assistance to the Commission in its oversight of the auction process.

II. SCOPE OF SERVICES

The consultant chosen to perform this work will, at the discretion of the Commission, have several key tasks including, but not limited to, the following:

1. Assist the Commission in supervising the legal aspects of the conduct of the auction and sale of the Eversource generation assets.
2. Provide legal advice to the Commission concerning the contract with the auction advisor.
3. Provide legal advice to the Commission concerning the Eversource offering memorandum and form P&S offered to prospective bidders.

4. Review and, if necessary, negotiate terms of, final agreements reached with purchasers of the generation facilities.
5. Provide legal advice to the Commission concerning environmental and real estate issues arising at the generation sites.
6. Provide assistance to the Commission as needed to accomplish the tasks listed above.

The consultant will provide the required services in accordance with procedural schedules established by the Commission. The consultant must agree to maintain confidential all information to which it has access until it is instructed otherwise by the Commission. The consultant will be engaged for an initial period of two years, effective on or around May 2, 2016.

III. COMPONENTS OF THE PROPOSAL

Proposals shall include the following:

1. Corporate/Company Information. Information concerning its corporate/company history, i.e., how many years in business, corporate officers or company principals, location of branch offices, professional and business association memberships, etc.
2. Personnel Assigned. The consultant must submit a list of all personnel who will be assigned to the project, including resumes and the nature of their specific responsibilities. During the course of the work the Commission must be notified in writing of any substitutions or changes in personnel assigned to perform the work.
3. References. A list of up to three references for work performed which is similar in scope or content to the work being proposed, preferably within the past 5 years.
4. A Detailed Budget Proposal. A cost proposal that identifies the hourly rate for personnel and any estimated expenses.
5. A Statement of Disclosure. Any existing or potential conflicts of interest should be identified, including those that arise as a result of relationships or affiliations with Eversource d/b/a Public Service Company of New Hampshire. The consultant must submit a listing of all work performed on behalf of Eversource in the past 10 years.

IV. CRITERIA FOR SELECTION

Cost is an important consideration but it is not the sole determining factor in the Commission's decision. The Contract will provide for a not to exceed amount of \$240,000. The Commission will consider the following criteria and assign the corresponding weights.

1. Specific experience and qualifications in providing services directly relevant to mergers and acquisitions involving asset sales of large industrial/manufacturing facilities and related financings. **40%**

2. General experience and qualifications in providing services of a similar nature in the fields of energy law, real estate law, environmental law, utility regulation and financing. **20%**
3. Cost, including hourly rates. **20%**
4. Quality of written proposal. **10%**
5. Availability and accessibility of staff. **10%**

V. GENERAL BID CONDITIONS

1. Bids must be typed and double-sided. An original and 3 copies of the bid must be submitted, along with an electronic copy in Portable Document Format (PDF). Bids that are incomplete or unsigned will not be considered.
2. The deadline for submitting bids is 4:30 p.m. on April 22, 2016. Bids must be addressed to: Eunice Landry, Business Administrator, New Hampshire Public Utilities Commission, 21 S. Fruit St., Suite 10, Concord, NH 03301, and sent via email to RFP@puc.nh.gov.
3. Bidders may submit written inquiries about this RFP by e-mail to RFP@puc.nh.gov no later than 4:30 p.m. on April 13, 2016. Inquiries and responses to them will be posted on the Commission's website as they are received.
4. The Commission reserves the right to reject or accept any or all bids, to reject or accept all or any part of any bid, to determine what constitutes a conforming bid, to waive irregularities that it considers not material to the bid, to award the bid solely as it deems to be in the best interest of the State, to contract for any portion of the bids submitted, and to contract with more than one bidder if necessary. This contract shall be conditioned upon the Commission's approval of the proposed Settlement and the sale of Eversource's generation facilities.
5. All information relating to this bid and any resulting order (including but not limited to fees, contracts, agreements and prices) are subject to the laws of the State of New Hampshire regarding public information.
6. The Commission plans to issue a contract for an initial period of two years with the potential for a single extension of one year, but reserves the right to modify the length of the contract in the first instance.

VI. CERTIFICATES

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

Secretary of State's Office Certificate of Good Standing	Individuals contracting in their own name do not need a CGS. Business organizations and trade names need
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("CGS")	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 coverage 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).

VII. FORM OF CONTRACT

1. The terms and conditions set forth in Form P-37 (v. 1/09) 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 bidder.
2. Any contract resulting from this bid proposal shall not be deemed effective until it is signed by the Commission.
3. Any contract awarded from this Request for Proposals will expire two years from formation, unless otherwise extended by the Commission. The Commission at any time, in its sole discretion, may terminate the contract, or postpone or delay all or any part of the contract, upon written notice.
4. When responding to this Request for Proposals, please include your ability to comply with Paragraph 14, Insurance, of the General Provisions Agreement (Form P-37). 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 requirement in Paragraph 14 based on bids presented.