

ATTACHMENT V

Standard Offer Service Proposal - Contingencies

This Proposal submitted by Bidder to provide standard offer service at the prices described in Attachments I through II is made subject to the acceptance by the Commission of the following conditions as expressly stated herein, without modification except upon the written agreement of the Bidder. The Commission's order designating the Bidder as a standard offer provider (the "Provider") shall expressly incorporate each of the conditions stated herein (the "Order").

Upon such acceptance and designation, the Bidder's resulting rights and obligations as Provider shall consist of (i) the applicable and material provisions of Maine law and regulations, and provisions of the RFP; (ii) the Order, incorporating the express conditions of this Proposal; (iii) the Standard Offer Provider Standard Service Agreement described below; and (iv) the Security Agreement described below (collectively, the "Standard Offer Obligation"). In the event of any conflict or inconsistency between the terms and conditions of the Order and any other terms and conditions described above, the terms and provisions of the Order shall prevail and be given priority. Subject to the foregoing, the several documents and instruments forming the Standard Offer Obligation are to be taken as mutually explanatory of one another and in the case of ambiguities or discrepancies within or between such parts the same shall be explained and interpreted, if possible, in a manner which gives effect to each part and which avoids or minimizes conflicts among such parts.

Contingencies:

1. Acceptance by MPUC of Proposal. Acceptance by the Maine Public Utilities Commission (the "MPUC") of this Proposal by 4:00 p.m. Eastern Prevailing Time of January 25, 2005 (the "Period"). The MPUC's acceptance must be communicated by phone (860-665-2414) to Christopher Jordan, within the Period. This Attachment VI containing a statement of Contingencies shall be attached to and incorporated by reference into any order issued by the MPUC stating the MPUC's acceptance of this proposal.

Such acceptance shall include the award to Bidder of up to 100% of either of the following proposals.

Proposals

- I. (as designated on bid letter) CMP – 6 Months, Medium Customers
- II. (as designated on bid letter) CMP – 6 Months, Large Customers

2. Standard Offer Provider Standard Service Agreement. Agreement in full by all parties, which are Bangor Hydro-Electric Company and Central Maine Power Company (“the T&Ds”) and the Provider (collectively, the “Parties”), and the MPUC to all terms and conditions of the Standard Offer Provider Standard Service Agreement as amended pursuant to current and ongoing discussion with the T&Ds and the MPUC (“Contract”). The named T&D shall execute, deliver and perform the Contract between Bidder and T&D in the form delivered to the Commission with the Proposal on or before the Proposal Expiration Date.
3. Security. Acceptance by the MPUC of the guarantee submitted with this Proposal as satisfying the conditions of Chapter 301 of the MPUC Rules and Regulations and the RFP.
4. Confidentiality of Bidder Identification. The Commission agrees not to reveal the identity of the Bidder prior to the date which is two (2) weeks after the date of the Order designating Bidder as Provider.
5. Increased Cost Associated With Change in Law. If the Maine legislature or the Commission enacts, promulgates, adopts, alters, modifies or waives¹ any law, rule or regulation that relates directly to the provision of standard offer service or the provision of competitive electric service in general after the date hereof (a "Change in Law") and such Change in Law materially increases the Provider's cost to provide standard offer service, Provider shall recover such increased costs in accordance with paragraph (a) or paragraph (b) below, as applicable. Provider shall provide the Commission and, if applicable, the Maine Legislature with a calculation of its increased costs as soon as practicable after becoming aware of a Change in Law or consideration by the Commission or the Maine Legislature of a Change in Law.
 - (a) If the Commission finds that Provider's calculation reasonably reflects its increased costs, the Commission shall increase the price of standard offer service paid by retail standard offer customers at the time a Change in Law becomes effective so that Provider recovers increased costs in accordance with Provider's calculation.
 - (b) If the Commission does not find that Provider's calculation reasonably reflects its increased costs, the Commission may increase the price of standard offer service paid by retail customers such that the Provider recovers increased costs in accordance with the Commission's calculation. In this event, Provider may invoke binding arbitration of the increased cost amount by notice to the Commission. Any such arbitration shall be conducted in accordance with the rules of the American Arbitration Association, except as otherwise provided herein. A final arbitration decision shall be rendered no later than ninety (90) days after the date on which Provider provides notice to the Commission that it has invoked arbitration. .

Notwithstanding the foregoing, if upon receipt of reasonable prior direct notification of a proposed Change in Law, the Provider fails within the time prescribed in such notice to inform the Maine Legislature or the Commission, pursuant to applicable procedures identified in such notice, of the impact that a Change in Law under consideration would have on Provider's cost to provide standard offer service, Provider shall not be entitled to cause the Commission to undertake action with respect to its increased costs or to engage in arbitration proceedings with respect thereto as provided in clause (a) or (b) above.

6. Previous MPUC Orders. Express affirmation and application to this Standard Offer Solicitation process of the Advisory Opinion Regarding Rights and Obligations of Standard Offer Providers as issued by the MPUC in Docket No. 2000-808 on November 28, 2000.

' Except for opt out fee waivers granted by the Commission pursuant to its January 24, 2001 "Order Adopting Rule and Statement of Factual and Policy Basis" (Docket No. 2000-904).