

Related Party Transactions Policy

The Board of Trustees of Eversource Energy (the "Company") has adopted this Related Party Transactions Policy (the "Policy") for the review and approval or ratification of Related Party Transactions (as defined below).

The Company will enter into or ratify a Related Party Transaction only after the Board of Trustees, acting on the recommendation of the Corporate Governance Committee (the "Committee"), determines that the Related Party Transaction is in (or is not inconsistent with) the best interests of the Company and its shareholders.

To the extent applicable, any Related Party Transaction shall also be considered in light of the requirements set forth in the Company's Standards of Business Conduct, including the Conflicts of Interest Policy, and its Code of Ethics for Senior Financial Officers.

No approval or ratification of a Related Party Transaction shall be deemed to satisfy or supersede the requirements set forth in those documents. From time to time, the Committee will review this Policy and may recommend amendments to the Board.

Definitions

1. A "Related Party" is:

1. A Trustee or an executive officer of the Company;
2. A shareholder owning more than 5% of the outstanding common shares;
3. A person who is an immediate family member of (a) or (b) above; or
4. An entity which is owned or controlled by a person listed in (a), (b), or (c) above, or an entity in which a person listed in (a), (b) or (c) above has a substantial ownership interest or control of such entity.

2. A "Related Party Transaction" is a transaction between the Company and any Related Party or a transaction in which the Related Party has, or will have, a direct or indirect interest, including any transactions required to be disclosed pursuant to Item 404 of Regulation S-K under the Securities Exchange Act of 1934, other than:

1. Transactions available to all Company employees or shareholders generally;
2. Transactions involving less than \$120,000 when aggregated with all similar transactions;
3. Transactions where the rates or charges are determined by competitive bids, or the transaction involves the rendering of services as a common carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; or
4. Transactions involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services

Committee Recommendation & Board Approval

Management will submit to the Committee for consideration any Related Party Transaction proposed to be entered into by the Company, including the proposed aggregate value of the transaction.

After review, the Committee will forward its recommendation to the Board of Trustees to approve or disapprove the transaction taking into account all relevant facts and circumstances based on whether the transaction is determined to be fair and reasonable to the Company.

Transactions on terms no less favorable to the Company than (i) generally available to an unaffiliated third-party in similar circumstances or (ii) that could be obtained in arm's length dealings with an unaffiliated third-party will satisfy this standard.

The Board of Trustees will consider the recommendation of the Committee in determining whether to approve the transaction.

The Related Party and management will advise the Committee promptly of any material changes to any Related Party Transaction. If management enters into a Related Party Transaction prior to consideration by the Committee, the Committee will consider the transaction and forward its recommendation to the Board of Trustees regarding whether to ratify the transaction. If the Board subsequently determines not to ratify the transaction, then management will make all reasonable efforts to cancel or annul such transaction.

Any member of the Committee who has an interest in a Related Party Transaction will not participate in any discussion or decisions on such transaction, other than to provide all material information concerning the transaction to the Committee.

Disclosure

All Related Party Transactions approved by the Board of Trustees will be disclosed in the Company's filings required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations.

1 "Immediate family member" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law and any person (other than a tenant or employee) sharing the household of such Trustee, nominee for Trustee, executive officer or shareholder owning beneficially more than 5% of the outstanding common shares of the Company.

Effective: April 10, 2012