



conEdison, inc.

Corporate Policy Statement

SUBJECT

**FERC STANDARDS OF CONDUCT COMPLIANCE
PROCEDURES FOR CONSOLIDATED EDISON, INC.'S
TRANSMISSION PROVIDERS**

1.0 **PURPOSE** --

- 1.1 To set forth the Consolidated Edison, Inc. (“CEI”) commitment to comply with the provisions of the Federal Energy Regulatory Commission (“FERC”) Standards of Conduct that are intended to ensure that companies that provide gas or electric transmission service or that own or operate transmission facilities (“Transmission Providers”) do not grant any undue preference to their own marketing and sales operations or to those of an affiliated company.
- 1.2 In addition to complying with the FERC Standards of Conduct, Consolidated Edison Company of New York, Inc. (“CECONY”); Orange and Rockland Utilities, Inc. (“O&R”); Rockland Electric Company (“RECO”); and Con Edison Transmission, Inc. (“CET”), including Consolidated Edison Gas Pipeline and Storage, LLC (“CEGPS”) and Consolidated Edison Transmission, LLC (“CET Electric”) are subject to restrictions respecting their interactions with the CEI companies prescribed by FERC’s Code of Conduct regulations¹ and CEI Corporate Policy Statement CEI-404, “Affiliate Transactions Policy.”²
- 1.3 Compliance with these Procedures is of the utmost importance to all officers, directors, and employees. There are severe consequences for non-compliance. FERC could impose substantial penalties for violations, including the loss of a Transmission Provider’s ability to make sales at market-based rates, and civil or criminal penalties.

2.0 **APPLICATION** -- This Policy Statement applies to:

- 2.1 The CEI subsidiaries that own or operate electric transmission facilities (i.e., CECONY, O&R [including RECO], CET Electric) and the CEI subsidiaries that own or operate gas transmission facilities (i.e., CEGPS) [collectively the “CEI Transmission Providers”]. All references herein to transmission mean both electric and gas transmission, unless otherwise specified.
- 2.2 The CEI subsidiaries that have electric marketing functions (i.e., CECONY; Consolidated Edison Solutions, Inc. [“CES”]; Consolidated Edison Energy, Inc. [“CEE”]; and Consolidated Edison Development, Inc. [“CED”]) and the CEI subsidiaries that have gas marketing functions (i.e., CEE and CED).

¹ See FERC’s Code of Conduct regulations, 18 C.F.R. § 35.39.

² Questions regarding CEI-404 should be directed to Regulatory Services; moreover, implementation of CEI-404 may result in restrictions beyond what is required by the FERC Standards of Conduct.

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- a. For purposes of the FERC Standards of Conduct, CECONY and O&R are considered gas local distribution companies, CEGPS is considered a gas Transmission Provider, and neither CECONY, O&R, nor CEGPS maintain gas marketing function employees.
- b. No offer of service under CECONY’s blanket certificate, granted pursuant to Part 284 of FERC’s regulations, should be made prior to consultation with the Chief Ethics and Compliance Officer (“CECO”) (see paragraph 5.1) since providing such service could broaden the applicability of these Procedures with respect to gas matters.

2.3 Competitive Shared Services Company (“CSS”).

3.0 DEFINITIONS --

3.1 Disclose – Means to provide or transmit information to a Marketing Function Employee.

3.2 Marketing Function Employee – An employee, contractor, consultant, or agent of a Transmission Provider or a CEI Company who actively and personally engages in day-to-day Marketing Functions. Marketing Function Employees exist within CECONY Electricity Supply, CEE, CED, and CES.

3.3 Marketing Functions (Electric) – Wholesale sales (including sales into markets administered by an Independent System Operator [ISO] or a Regional Transmission Organization [RTO]) of electric energy, capacity, demand response, virtual transactions, or financial or physical transmission rights. Marketing Functions are conducted by certain employees within CECONY Electricity Supply and by certain employees within CEE, CES, and CED.

3.4 Marketing Functions (Gas) – Natural gas sales for resale in interstate commerce or the submission of offers to sell natural gas in interstate commerce. Marketing Functions are conducted by certain employees within CEE and CED.

3.5 Transmission Customer – Any eligible customer that can or does execute a transmission service agreement or can or does receive transmission service, including all persons who have pending requests for transmission service or for information regarding transmission.

3.6 Transmission Function Employee – An employee, contractor, consultant, or agent of a Transmission Provider who actively and personally engages in day-to-day Transmission Functions.

3.7 Transmission Functions – The planning, directing, organizing, or carrying out of day-to-day transmission operations, including the granting and denying of transmission service requests. The phrase “System Control Centers” refers to the groups within the CEI Transmission Providers that perform Transmission



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Functions. For example, with respect to CECONY, Transmission Functions for CECONY are performed by System Operations (a department within CECONY's System and Transmission Operations organization) and Transmission Functions for O&R and RECO are performed by O&R System Operations.

- 3.8 Transmission Function Information** – Any information relating to the day-to-day operation of the transmission system and/or the granting of transmission service requests. Examples of Transmission Function information include: available transmission capability, price, curtailments, and balancing. Transmission Function Information also includes any information acquired from non-affiliated transmission customers or potential non-affiliated transmission customers, or developed in the course of responding to requests for transmission or ancillary service on the Open Access Same-Time Information System (“OASIS”) or Internet Web site, except to the limited extent information is required to be posted on the OASIS or Internet Web site in response to a request for transmission service or ancillary services.
- 3.9 Transmission Provider** – Any public utility that owns, operates, or controls facilities used for the transmission of electric energy in interstate commerce or any interstate natural gas pipeline that transports gas for others.³

4.0 PROCEDURES -- CEI employees shall be aware of and comply with the following:

4.1 Physical and Functional Restrictions –

- a. All Transmission Function Employees operate independently from all Marketing Function Employees.
- b. Marketing Function Employees may not conduct Transmission Functions or have access to a System Control Center or similar facilities used for transmission operations or reliability functions, or access to non-public Transmission Function Information that differs in any way from the access available to any third-party market participant.
- c. Transmission Function Employees may not conduct Marketing Functions.
- d. Transmission Function Employees must treat all Open Access Transmission Customers equally and not provide preferential treatment to Marketing Function Employees.

³ 18 CFR § 358.3; § 284.101; § 284.221.

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- e. No employee, contractor, consultant, or agent of a CEI Company may pass on non-public Transmission Function Information to a Marketing Function Employee (the “No Conduit Rule”) (see paragraph 4.2d).

4.2 Safeguarding Non-Public Transmission Function Information –

- a. Each CEI Transmission Provider shall treat its Marketing Function Employees the same as it treats any third-party market participant regarding the dissemination of non-public Transmission Function Information.
- b. Marketing Function Employees and employees of Con Edison Clean Energy Businesses, Inc. (i.e., CEE, CES, CED, and CSS hereinafter referred to as “CEB”) must not have Preferential Access to non-public Transmission Function Information. With respect to non-public Transmission Function Information, Marketing Function Employees and employees of CEB shall have access only to that information that is available to the Transmission Provider’s Open Access Transmission Customers through OASIS or the Transmission Provider’s Internet Web site.
- c. Although non-public information regarding plans to construct transmission facilities is not considered to be Transmission Function Information, the disclosure of such information to a Marketing Function Employee is prohibited.⁴
- d. The “No Conduit Rule.”
 - (1) No employee who has access to non-public Transmission Function Information may disclose such transmission information to a Marketing Function Employee. Since employees of other market participants do not have access to such information unless it is posted on OASIS or the Internet, Marketing Function Employees and employees of CEB must not have preferential access to such information.
 - (2) This prohibition from disclosing non-public Transmission Function Information to a Marketing Function Employee and the employees of CEB is referred to as the “No Conduit Rule.” For example, while an employee of CECONY, CEGPS, CET Electric, or O&R may have access to non-public Transmission Function Information, he or she may not serve as a conduit to pass that information to a Marketing Function Employee or to employees of CEB.

⁴ Refer to CEI-404 for further details.



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- e. No employee may advise a Marketing Function Employee to access OASIS or the Transmission Provider's Web site for the purpose of making the employee aware of information that has been or will be posted (the "no tip-off" rule).
- f. A Transmission Provider must not disclose non-public customer specific transmission-related information (e.g., plant outage information) to a Marketing Function Employee without written permission from the customer. Verbal authorization from the customer is not sufficient for this purpose. If the Transmission Customer authorizes the Transmission Provider to disclose its information to a Marketing Function Employee, the Transmission Provider must post notice on its Internet Web site of that consent along with a statement that it did not provide any preferences, either operational or rate-related, in exchange for that voluntary consent. (Reference paragraph 4.6f.)

4.3 Improper Disclosures of Non-Public Transmission Function Information –

- a. Information is deemed to be disclosed, as defined in paragraph 3.1, if it is made available to a Marketing Function Employee, even if it is not actually viewed. For example, information is regarded as disclosed if it is contained in an e-mail, or an attachment to an e-mail, that is sent but not opened by the recipient.
- b. If a Transmission Function Employee discloses non-public Transmission Function Information to a Marketing Function Employee, the employees involved shall, upon learning of the prohibited disclosure, immediately notify their supervisors and the CECO and take steps to prevent any further disclosure of that Transmission Function Information to other employees. If the disclosed information is a written or electronic document, the receiving employee shall send it to the CECO together with any other documentation relating to the disclosure.
- c. The CECO shall review the disclosed information to confirm that it is in fact non-public Transmission Function Information and that the disclosure was prohibited.
- d. If the CECO concludes that the disclosure was prohibited and that there are no countervailing considerations, he or she shall immediately instruct the responsible department or person in CECONY Corporate Affairs to post such Transmission Function Information on the Transmission Provider's Internet Web site without delay. If countervailing considerations exist (e.g., the disclosed information is critical energy infrastructure information [CEII] as defined in section 388.113(c) (1) of FERC's regulations, or the disclosed proprietary customer information would cause competitive injury to a

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customer if further disclosed), the CECO shall consult the Assistant General Counsel – FERC, Regulatory Services, and/or the Vice President of Regulatory Services, regarding the appropriate course of action.

- e. The posting shall remain on the Transmission Provider’s Internet Web site for 90 days. The CECO shall retain all documentation relating to the disclosure and posting for three years.

4.4 To maintain the security of Transmission Function Information, the CEI Transmission Providers have undertaken and implemented the following security measures.

- a. CECONY and O&R installed secure electronic pass card type entries on all entrances to their System Control Centers. Only authorized Transmission Function Employees have such access to the System Control Centers. Other employees may be granted access to the control rooms upon request when dictated by legitimate Company business purposes. Marketing Function Employees will be granted access to the System Control Centers only to the extent that the Transmission Provider grants such access to other Open Access Transmission Customers.
- b. The CEI Transmission Providers use a computer “firewall” to restrict access to Transmission Function Information, including transmission operating information and transmission outage scheduling. Marketing Function Employees do not have access to the transmission part of the computer systems. The Transmission Function Employees who have access to the transmission part of the computer systems have a computer sign-on with screen saver password for their computers. Control Centers may exclude certain Control Center workstations from the requirement to use a screen saver password based on the need for constant system monitoring and high operator situational awareness.
- c. Marketing Function Employees are denied access to materials and data related to the wholesale use of the CEI Transmission Providers’ transmission systems, including those related to transmission planning. Employees in possession of such information must take steps necessary to secure such materials and data when they are not in the office. Transmission Function Employees are separated from Marketing Function Employees by being located either in different buildings or on different floors in the same building.



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4.5 Permissible Exchanges of Information and Recording Obligation –

- a. Transmission Function and Marketing Function Employees are allowed to disclose certain non-public Transmission Function Information in two circumstances only:
 - (1) Information pertaining to compliance with Reliability Standards approved by FERC.
 - (2) Information necessary to maintain or restore operation of the transmission system or generating units, or information that may affect the dispatch of generation units.

- b. If an exchange of non-public Transmission Function Information is made, the System Control Center within the Transmission Provider engaged in the information exchange must make and retain a contemporaneous record of all such exchanges. The Transmission Provider shall make the record available to FERC upon request. The record may consist of hand-written or typed notes, electronic records such as e-mails and text messages, recorded telephone exchanges, and the like, and must be retained by the System Control Center for a period of five years.
 - (1) In emergency circumstances, a record of the information exchanged must be made as soon as practicable after the fact.

- c. In very limited circumstances, Transmission Function Employees and Marketing Function Employees may attend a meeting where transmission or transmission customer matters are to be discussed (“Joint Meetings”), such as a specific request by a Marketing Function Employee for transmission service as is permissible under section 358.7(b) of FERC’s regulations.⁵ If such a meeting is planned, the organization or department organizing the meeting must prepare in advance and circulate to the invitees a written agenda for the meeting, clearly stating the date and purpose for the meeting, the areas to be discussed, which shall *not* include non-public Transmission Function Information, and containing the following notice:

This meeting will be conducted consistent with the requirements of FERC's Standards of Conduct. The participants at this meeting will not discuss any non-public Transmission Function Information and will adhere to CEI's FERC Standards of Conduct Compliance

⁵ A Joint Meeting does not include a meeting involving other than transmission or transmission customer matters. If it is unclear whether a meeting of Transmission Function and Marketing Function Employees is permissible, contact the CECO.



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***Procedures. Attendance will be taken and
minutes of the meeting will be kept.***

- d. The individual organizing the meeting should state the prohibition on the disclosure of non-public Transmission Function Information at the inception of the meeting. A designated meeting attendee should prepare (i) a written list of the meeting attendees and their representative organizations or departments, and (ii) make a record of the discussion. The organization or department initiating the meeting should maintain all documentation regarding the meeting and, within seven days after the meeting, electronically complete the CURA form, which can be found on the [FERC Compliance and Training SharePoint Site](#) in FERC Forms; FERC TFE/MFE SoC Meeting form in the pull-down menu. For CEB, the form would be posted by the Senior IT Director – Infrastructure, Con Edison Competitive Shared Services, in the Outlook Public Folders available to all CEB employees.
- e. If a need arises in the course of a Joint Meeting to discuss non-public Transmission Function Information, the Marketing Function Employees in attendance must exit the meeting for the duration of that discussion. Any disclosure of Transmission Function Information to a Marketing Function Employee during a Joint Meeting must be handled in accordance with paragraph 4.3 in this Policy.

4.6 Types of Information to be Posted – FERC requires that the CEI Transmission Providers maintain certain information on their Internet Web sites. A Transmission Provider may also post this information on its OASIS but is not required to do so. All posted information must be updated within seven business days of any change. Updates must include the date on which the information was changed.

- a. CEI Companies. The names and addresses of the CEI Companies that employ or retain Marketing Function Employees are posted on the CEI Transmission Providers' Internet Web sites.
- b. Employee Information. The job titles and job descriptions of the Transmission Providers' Transmission Function Employees.
- c. Employee Transfers. Transmission Function Employees and Marketing Function Employees of the CEI Transmission Providers and other CEI Companies may transfer between the Transmission and Marketing Functions. Notices of transfers of a Transmission Function Employee to a position as a Marketing Function Employee or any transfer of a Marketing Function Employee to a position as a Transmission Function Employee are posted on the Internet Web site by the Webmaster within seven days of the



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transfer, as coordinated by the responsible Human Resources department. The organizations that have been identified to date as containing these employees are listed in the [FERC Compliance Manual](#). Other organizations must notify the CECO if they determine later that an employee may be defined as a transmission function or marketing function employee. The notice includes the name of the transferring employee, the employee's titles before and after the transfer, and the effective date of the transfer. For CECONY, O&R, and CET, this notice shall remain posted on their Internet Web sites for no less than 90 days.

- d. Mergers. The Transmission Providers will post information concerning potential merger partners as affiliates that may employ or retain Marketing Function Employees within seven days after any merger is announced.
- e. Shared Facilities. A complete list of any facilities, including their type and address, shared by Transmission Function and Marketing Function Employees, except for physical facilities that do not contain any employees, is posted on the Transmission Providers' Internet Web sites.
- f. Voluntary Consents. If a Transmission Customer authorizes the Transmission Provider to disclose non-public customer information to a Marketing Function Employee, the Transmission Provider must post notice on its Internet Web site of that consent along with a statement that it did not provide any preferences, either operational or rate-related, in exchange for that voluntary consent.
- g. Interconnection Services. FERC's regulations also require a posting for those instances where a CEI Transmission Provider is providing interconnection services for CEE, CES, or CED or a client of CEE, CES, or CED. Specifically, FERC requires that the CEI Transmission Provider:
 - (1) Post an advance notice to the public on its OASIS of its intent to conduct a Scoping Meeting with CEE, CES, or CED.
 - (2) Transcribe the meeting in its entirety.
 - (3) Retain the transcript for three years. This posting requirement shall be accomplished by the responsible manager contacting the Webmaster, who will ensure that the information is posted.
- h. Non-public Transmission Function Information. Non-public Transmission Function Information disclosed to a Marketing Function Employee must be posted on the CEI Transmission Provider's Internet Web site immediately.

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- i. Written Implementation Procedures. These written procedures must be posted on the Transmission Provider’s Internet Web site.
- j. Name and Contact Information for the CEI Transmission Provider’s Chief Compliance Officer. The name and contact information of the CEI Transmission Provider’s CECO must be posted on the Transmission Provider’s Internet Web site.
- k. Notices of Waiver/Discretionary Acts. Notice of each waiver of a tariff provision that a CEI Transmission Provider grants in favor of an affiliate must be posted on the Transmission Provider’s Internet Web site, unless the waiver has been approved by FERC. The posting must be made within one business day of the act of waiver. The Transmission Provider must maintain a log of the act of waiver and must make the log available to FERC upon request. Records of the waiver must be kept for five (5) years from the date of each act of waiver. Exercises of discretion that are within the scope of a tariff provision need not be posted, unless in any given instance such posting is required under any other FERC regulation.
- l. Posting of Information. Unless otherwise specified in this Corporate Policy Statement, all information required to be posted shall be publicly posted on the Transmission Providers’ Internet Web sites in a timely manner.

4.7 Information Required to be Posted on the Internet and OASIS – CECONY

and O&R post and maintain required information on their Internet Web sites. NYISO maintains an OASIS System at <http://www.nyiso.com>. CECONY and O&R materials posted on their Internet Web sites can be accessed from the NYISO OASIS by selecting the “New York Transmission Owners” link in “Markets & Operations” and then selecting the appropriate company. CECONY and O&R materials can be found by selecting “FERC Regulatory Documents” under “About Us” on the bottom of the landing page. Such information may also be accessed directly from the CECONY and O&R Web sites using the following links:

- a. CECONY: <https://www.coned.com/en/about-us/regulatory-guidance/federal-energy-regulatory-commission-documents>
- b. O&R: <https://www.oru.com/en/about-us/regulatory-guidance-and-oversight/federal-energy-regulatory-commission-documents>
- c. RECO posts and maintains its information on the O&R Internet Web site. RECO materials can be accessed from the NYISO OASIS Web site (<http://www.nyiso.com>) and the OASIS System maintained by the PJM Interconnection (“PJM”), since RECO participates in both the NYISO and PJM control areas. The PJM OASIS can be accessed at <http://www.pjm.com/markets-and-operations/etools/oasis.aspx>.



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- d. CET Electric will post and maintain its information in accordance with this Policy.
- e. CEGPS will post and maintain its information in accordance with this Policy.

4.8 Training – All Transmission Function and Marketing Function Employees and their supervisors, officers, directors, and any other employees likely to become privy to Transmission Function Information receive initial and annual training thereafter in FERC's Standards of Conduct. The employee will certify the completion of this training either electronically (e.g., eLearning training system record) or in writing (e.g., On-the-Job Training [OJT]). In addition, all new management hires require the training as part of their orientation as well as all GOLD and TEAM program participants. At present, employees are being trained using a training module initially developed by the Edison Electric Institute (“EEI”). Board members may also be trained by an in-person presentation or an outline of the EEI materials (e.g., FERC highlights letter). Each new employee in the categories listed in this section will also complete the required training module within the first 30 days of employment and certify the completion of such training either electronically or in writing. Further targeted training may also be required for specific functions and/or organizations, as determined jointly by the CECO and such organizations.

4.9 Department-Specific Responsibilities –

- a. Departments with employees that possess Transmission Function Information or transmission planning information must take steps to ensure that this information is not shared with any Marketing Function Employee. Only authorized employees have routine access to the System Control Centers. Such departments must protect from disclosure any documents or other records containing non-public Transmission Function Information. In addition, Transmission Planning, System and Transmission Operations (CECONY), must maintain the records required and make the postings of Scoping Meetings with CEE, CES, or CED related to interconnections, as described in paragraph 4.6g (1).
- b. Departments that include Transmission Function Employees or Marketing Function Employees take steps to ensure that when an employee transfers from a job where they engage in Transmission Functions to a job where they will engage in Marketing Functions or no longer engage in Transmission Functions, that all necessary steps are taken to eliminate pass codes and other means of access to transmission information and transmission facilities, like the System Control Centers.
- c. CECONY’s Information Technology, among other organizations, takes steps to ensure that only authorized employees have access to computerized



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databases containing non-public Transmission Function Information, including confidential information obtained from Open Access Transmission Customers.

- d. Each CEI Transmission Provider’s Human Resources department takes steps to ensure:
 - (1) The updating of job titles and job descriptions that are posted on the Transmission Provider’s Internet Web sites.
 - (2) Tracking and posting the transfer of employees between Transmission and Marketing Functions.
 - (3) Such employee information is updated by the responsible Human Resources department within seven business days of any change, and the date of such updating posted on the Transmission Providers’ Internet Web site. Superseded job titles and position descriptions are retained for three years and are available for FERC review.
- e. Business Ethics and Compliance (CECONY) takes steps to ensure that:
 - (1) All employees designated in paragraph 4.8 of this Policy are trained in FERC’s Standards of Conduct.
 - (2) A copy of this Policy is made available to those employees designated herein.
 - (3) The CEI Transmission Providers are complying with this Policy by conducting audits.

4.10 The CEI Transmission Providers Must Properly Maintain their Books and Records –

- a. The CEI Transmission Providers’ books of account and records (as prescribed under Parts 101, 125, 201, and 225 of FERC’s rules) are maintained separately from those of other CEI Companies and available for Commission inspections.
- b. The CEI Transmission Providers maintain their books and records pursuant to FERC requirements.

4.11 Wholesale Transmission Tariffs –

- a. NYISO maintains and administers the state-wide tariff for wholesale transmission service in New York State. As such, transmission access to



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CECONY's, O&R's, and CET Electric's transmission systems is provided solely by NYISO.

- b. PJM maintains and administers the region-wide tariff for wholesale transmission service in PJM's control area. As such, transmission access to RECO's transmission systems is provided solely by PJM.
- c. FERC maintains and administers the tariffs for all interstate natural gas pipelines. As such, the rates for wholesale sales and transportation on interstate natural gas pipelines owned and operated by CEGPS are regulated by FERC.

4.12 Compliance Procedures –

- a. A copy of these Procedures will be distributed to all Transmission Function and Marketing Function Employees and their supervisors, officers, directors, and any other employees likely to become privy to Transmission Function Information.
- b. A copy of these Procedures is distributed to all new employees within their first 30 days of employment.
- c. A copy of these Procedures is also posted on the CEI Transmission Providers' Internet Web sites.
- d. These Procedures may be updated from time to time. Auditing (CECONY) will issue a notification of any change to this Policy and will post the Policy on the Auditing SharePoint site, which can be accessed by CECONY and O&R employees. In addition, Auditing will provide a copy of the Policy and notify the Senior IT Director – Infrastructure, Con Edison Competitive Shared Services, of the change.

5.0 RESPONSIBILITIES --

5.1 The Chief Ethics and Compliance Officer – CEI's CECO is the Vice President and Chief Ethics and Compliance Officer, who can be contacted at 1-855-FOR-ETHX (1-855-367-3849).

- a. The CECO's designee for CECONY matters is the Section Manager of Compliance Management, Business Ethics and Compliance (CECONY), who may be contacted at 1-212-460-1305.
- b. The CECO's designee for O&R and RECO matters is the Director, Ethics & Business Standards (O&R), who may be contacted at 1-845-577-2943.



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c. The CECO's designee for CET matters is the Director of Engineering and Compliance, who may be contacted at 1-212-460-3089.

5.2 CECONY's Webmaster is the Senior Specialist in Corporate Affairs, who can be reached at 1-212-460-4061. O&R's and RECO's Webmaster is the Project Specialist Corporate Communications, Corporate Affairs, who can be reached at 1-845-577-2536.

6.0 REFERENCES --

6.1 Section 388.113(c)(1) of FERC's regulations

6.2 Section 358.7(b) of FERC's regulations

6.3 Parts 101, 125, 201, and 225 of FERC's regulations

6.4 Order No. 717, *Standards of Conduct for Transmission Providers*, 125 F.E.R.C. 61,064, (2008)

6.5 Order No. 2004, *Standards of Conduct for Transmission Providers*, 105 F.E.R.C. 61,248, (2003)

7.0 ADVICE AND COUNSEL -- The Vice President and Chief Ethics and Compliance Officer and CECONY's Vice President of Regulatory Services will provide advice and counsel on these Procedures.

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