

Standards of Conduct Procedures New York Transco, LLC

(A) Description of New York Transco LLC

New York Transco, LLC (“NY Transco”) is a partnership of affiliates of New York State’s investor-owned utilities, and it owns (and has rights to) transmission projects that enhance the capabilities of the bulk power system across New York State. NY Transco is a New York limited liability company and is owned by the following companies:

- Consolidated Edison Transmission, LLC
- Grid NY LLC
- Avangrid New York TransCo, LLC
- Central Hudson Electric Transmission, LLC

NY Transco is a member of the New York Independent System Operator (“NYISO”). All transmission service in New York, including transmission service on NY Transco’s transmission system, is provided pursuant to the NYISO Open Access Transmission Tariff. The NYISO also maintains an Open Access Same Time Information System (“OASIS”) on NY Transco’s behalf.

(B) Applicability

These Standards of Conduct Procedures (“Standards”) are applicable to: 1) employees who engage in tasks, or have access to information, related to Transmission Functions; 2) employees who engage in tasks related to Marketing Functions; 3) officers; 4) members of the Board of Managers of NY Transco; and 5) any other employees likely to become privy to Transmission Function information.

Transmission Function Employees are those employees, contractors, consultants or agents of NY Transco who actively and personally engage on a day-to-day basis in Transmission Functions. Transmission Functions are the planning, directing, organizing or carrying out of day-to-day transmission operations, including, but not limited to, the granting and denying of transmission service requests and the performance of system impact studies. Other examples of Transmission Function information include available transmission capability, price, curtailments, storage, and balancing. Information concerning a company’s own generation, load and generation dispatch or related to unit commitment is non-public Transmission Function information.

Marketing Function Employees are employees, contractors, consultants or agents of NY Transco or an affiliate of NY Transco who actively and personally engage on a day-to-day basis in Marketing Functions. Marketing Functions, in the case of public utilities and their affiliates, include the sale (or offer to sell) for resale in interstate commerce of electric energy or capacity, demand response, virtual transactions, or financial or physical transmission rights except for bundled retail sales.

(C) Independent Functioning

(1) Except as provided in paragraph (C)(3) below, Transmission Function Employees shall function independently of Marketing Function Employees. NY Transco will post on its internet website the job titles and job descriptions of its Transmission Function Employees. NY Transco will also post on its internet website the names and addresses of all its affiliates that employ or retain Marketing Function Employees. In addition, NY Transco shall post a complete list of the employee-staffed facilities shared by any of the Transmission Function Employees and Marketing Function Employees. This list must include the type of facilities shared and the addresses of the facilities. Any changes shall be posted on its internet website within seven business days of the change.

(2) NY Transco will post information concerning potential merger partners as affiliates that may employ or retain Marketing Function Employees, within seven business days after the potential merger is announced.

(3) Notwithstanding any other provisions in these Standards, in emergency circumstances affecting system reliability, such as an earthquake, flood, fire, or hurricane, NY Transco may take whatever steps are necessary to keep its transmission system operational. NY Transco shall report to FERC each emergency that resulted in any deviation from these Standards within 24 hours, or as soon as practicable after the fact, of such deviation. NY Transco shall make and retain a record of all exchanges of non-public Transmission Function information between its Transmission Function Employees and Marketing Function Employees for five years.

(D) Employee Conduct

(1) Prohibitions:

Marketing Function Employees shall be prohibited from: (i) conducting Transmission Functions; and (ii) having access to the system control center or similar facilities used for Transmission Functions that differs in any way from the access available to other open access transmission customers.

Transmission Function Employees shall be prohibited from conducting Marketing Functions.

Transmission Function Employees and Marketing Function Employees shall work in physically separate areas. Access to Transmission Function Employee work areas shall be restricted and accessible only by secured access. Transmission Function Employees shall restrict access to Transmission Function information using appropriate measures, such as locked file rooms/drawers, firewalls, and password protection for computer files. NY

Transco shall ensure that the computer workstations assigned to Marketing Function employees cannot access, view, or modify information regarding Transmission Functions.

(2) Transfers:

Transmission Function Employees and Marketing Function Employees may transfer between such functions so long as such transfer is not used as a means to circumvent these Standards of Conduct. Notice of any such transfer shall be posted on its internet website within seven business days of the change. Such information shall include: the name of the transferring employee, the respective titles held while performing each function (*i.e.*, on behalf of NY Transco as transmission provider and NY Transco as marketer, or on behalf of a NY Transco affiliate), and the effective date of the transfer. This information shall remain on its internet website for 90 days.

(3) Information Access:

(i) Except as noted below in subparagraph (3)(ii), Marketing Function Employees shall have access only to that Transmission Function information available to NYISO transmission customers (*i.e.*, the information posted on the NYISO OASIS), and shall not have preferential access to any information about the transmission system that is not available to all users of the NYISO OASIS or that is not otherwise also available to the general public without restriction.

(ii) Transmission Function Employees and Marketing Function Employees may exchange the following non-public Transmission Function information (a) information pertaining to compliance with Reliability Standards approved by the Commission, and (b) information necessary to maintain or restore operation of the transmission system or generating units, or that may affect the dispatch of generation units. If any such information is exchanged, NY Transco shall make a contemporaneous record of all such exchanges (notes, emails, text messages, recorded telephone exchanges, and the like). If such information is shared in emergency circumstances, NY Transco shall make a record of the exchange as soon as practicable after the fact. In both cases, NY Transco shall retain the record for a period of five years.

(4) No Conduit:

NY Transco is prohibited from using anyone as a conduit for the disclosure of non-public Transmission Function information to its Marketing Function Employees. Any employee, contractor, consultant or agent of NY Transco or its affiliates, and any officer or director of any of them, is prohibited from disclosing non-public transmission function information to any Marketing Function Employee of NY Transco or its affiliates. This applies to all forms of communication, *i.e.* phone, e-mails, fax, in-person, etc., whether during business or non-business hours.

(5) Transparency:

(i) Transmission Function Employees shall not disclose to (1) Marketing Function Employees of NY Transco or its affiliates or (2) non-employees (except Transmission

Function Employees of the NYISO, neighboring ISOs/RTOs or interconnected utilities) any information concerning the transmission system (including, but not limited to, information about current status of lines, scheduling of outages, available transmission capability, price, curtailments, ancillary services, etc.) through non-public communications conducted off the NYISO OASIS, through access to information not posted on the NYISO OASIS that is not at the same time available to the general public without restriction, or through information on the NYISO OASIS that is not at the same time publicly available to all NYISO OASIS users. (Note: The NYISO OASIS provides for the posting of information relating to all bulk power system facilities and key underlying system facilities. For the remaining lower voltage facilities, where local area generation is impacted, the “same information, same time” principle is accomplished by providing e-mail notification to all local generators via e-mail in a simultaneous manner).

(ii) If a Transmission Function Employee discloses information not posted on the NYISO OASIS in a manner contrary to the requirements of these Standards of Conduct, NY Transco shall immediately post such information on its website. If any such disclosed information is information that FERC by law has determined is to be subject to limited dissemination (such as critical energy infrastructure information), NY Transco must immediately post only a notice that the information was disclosed, but shall not post the actual information.

(iii) NY Transco shall not share any market 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 services on the NYISO OASIS with its own Marketing Function Employees (or those of an affiliate), except to the limited extent that information is required to be posted on the NYISO OASIS in response to a request for transmission service or ancillary services; provided, however, that NY Transco may share a transmission customer’s non-public information with its Marketing Function Employees only if the transmission customer voluntarily consents, in writing, to such disclosure. NY Transco shall post on the NYISO OASIS notice of the transmission customer’s consent along with a statement that NY Transco did not provide any preferences, either operational or rate-related, in exchange for that voluntary consent.

(6) Non-Discrimination in Implementing Tariffs:

Access to NY Transco's transmission facilities is available through the NYISO OATT. Thus, NY Transco's Transmission Function Employees will normally not be responsible for responding to transmission service requests, and Tariff waiver decisions will ordinarily be made by NYISO. Nevertheless, to the extent that NY Transco's Transmission Function employees have discretion with respect to Tariff implementation issues, such employees shall adhere to the following requirements:

(i) Transmission Function Employees of NY Transco shall strictly enforce all tariff provisions relating to the sale or purchase of open access transmission service, if these provisions do not provide for the use of discretion.

(ii) Employees of NY Transco engaged in transmission system operations shall apply all tariff provisions relating to the sale or purchase of open access transmission service in a fair and impartial manner that treats all customers (including NY Transco and any of its affiliates) in a not unduly discriminatory manner, if these provisions involve discretion.

(iii) NY Transco shall maintain a log, available for Commission audit, detailing the circumstances and manner in which it exercised its discretion under any terms of the tariff. The information contained in this log will be posted on the NYISO OASIS as provided in 18 C.F.R. § 37.6(g)(4) of the Commission's regulations, within 24 hours of when NY Transco exercises such discretion.

(iv) NY Transco may not, through tariffs or otherwise, give undue preference to any person in matters relating to the sale or purchase of transmission service (including issues of price, curtailments, scheduling, priority, ancillary services, balancing, etc.).

(v) All similar requests for transmission service must be processed in the same manner and within the same period of time.

(vi) NY Transco shall post on the NYISO OASIS notice of each waiver of a tariff provision that it grants in favor of an affiliate, unless such waiver has been approved by the Commission. The posting must be made within one business day of the act of a waiver. NY Transco will maintain a log of the acts of waiver, and must make it available to the Commission upon request. The records must be kept for a period of five years from the date of each act of waiver.

(7) Books and Records: NY Transco shall maintain its books of accounts and records (as prescribed under Parts 101 and 125 of FERC's regulations) separately from those of its affiliates with Marketing Function Employees and shall make these available to FERC for inspection.

(8) Chief Compliance Officer: NY Transco shall designate a Chief Compliance Officer. The name and contact information for the designee will be on its internet website. The Chief Compliance Officer shall be responsible for employee training, answering employee questions regarding these Standards, coordinating audits with FERC staff, and taking all steps necessary to ensure compliance with these Standards, including initiating self-audits.

(E) Maintenance of Standards

NY Transco shall maintain on its internet website a copy of these Standards of Conduct.

(F) Training

(1) Training for Standards of Conduct is provided annually to and is mandatory for: a) Transmission Function Employees; b) Marketing Function Employees; c) officers, directors, supervisory employees; and d) any other employee likely to become privy to Transmission Function information.

Copies of the Standards of Conduct are distributed during this training session. Any new employee, contractor, officer or director in the categories listed in (F)(1) (a), (b), (c) and (d) will be provided training within the first 30 days of their employment with NY Transco.

(2) Each employee identified in section (F)(1) is required annually to sign electronically or in writing a certification that they have received a copy of the Standards of Conduct and training on the Standards of Conduct. NY Transco will maintain logs of employees that have participated in the training and copies of the signed affidavits of the employees that have participated in the training.