

Vendor Standards of Business Conduct

Values and Guidelines for Vendors

To Our Vendors, Consultants, Suppliers, and other Business Associates (collectively “Vendors” or “you”): Consolidated Edison, Inc. and its subsidiaries (CEI) are committed to conducting all dealings with Vendors in a fair, ethical and lawful manner.

CEI has established a comprehensive ethics program to support ethical business conduct. Without exception, every employee of our Company is required to follow the policies and practices set forth in the *CEI Standards of Business Conduct* when conducting business. In our ethics program, as with all other Company initiatives, we are guided by our core values of service, honesty, concern, courtesy, excellence and teamwork. We expect our Vendors to fully support these values when conducting business with us.

To that end, a copy of the CEI Standards of Business Conduct can be found at <http://www.conedison.com/investor/pdfs/standards-of-business-conduct.pdf>. If a policy, procedure, or proper course of action is not clear, or if you see a Company employee or another Vendor engaged in a potential violation of the CEI Standards of Business Conduct or Vendor Standards of Business Conduct (“standards”), please contact the Ethics Helpline at 1-855-FOR-ETHX (1-855-367-3849), FORETHX@conEd.com or report online at tnw.coned.com.

The Ethics Helpline is available 24 hours a day, seven days a week, and is staffed by experienced professionals.

During business hours, callers may choose to speak with a representative of our local Ethics and Compliance office to answer questions, get advice, discuss concerns, and report possible violations.

Additionally, at all times, callers may choose to speak with a representative from outside CEI, who will document the question or concern and share it with our appropriate Ethics and Compliance office for a response.

All contacts are confidential to the extent possible. Callers and those who submit reports online may remain anonymous

In addition, if you are interested in starting an Ethics and Compliance program or having your existing program reviewed by a CEI ethics professional, please contact the CEI Business Ethics & Compliance department at 1-855-FOR-ETHX (1-855-367-3849).

Act in Accordance with All Applicable Laws, Rules, and Regulations

We expect you to act in accordance with all applicable laws, rules and regulations in every jurisdiction in which we do business. In some instances the requirements of these standards may be more stringent than applicable laws, rules and regulations, and, in such cases, the requirements of this standards will be followed.

This Vendor Standards of Business Conduct (“standards”) summarizes several principles of business conduct that can be found in the CEI Standards of Business Conduct and explains how you are to conduct your business in your dealings with our Company. Where you are permitted under the terms of your contract with our Company to subcontract work or services to third parties, we expect that you will inform those third party subcontractors, employees and agents of the principles detailed in these standards. In any event, you will be responsible for any breach of the standards by your subcontractors, employees or agents. We also expect you to be familiar with how such principles govern the manner in which our Company and employees interact with Vendors. In addition, we expect that you will fully uphold these principles when conducting business with, or on behalf of CEI.

Avoid Conflicts of Interest

Conflicts of interest occur when an individual’s personal interests impair his or her ability to make objective and fair decisions. Conflicts can also arise when an individual (or members of his or her family or household) receive improper personal benefits as a result of the individual’s position. We expect that you will be sensitive to the appearance of favoritism, collusion or personal gain, and not place our employees in conflicting or embarrassing situations that may give the appearance of a conflict.

A “family member,” whether related by blood, marriage, or adoption, is:

- Spouse or domestic partner
- Children, stepchildren, and grandchildren
- Grandparents, parents, and stepparents
- Siblings and stepsiblings
- Aunts, uncles, nieces, nephews, and cousins
- In-laws (parents, brothers, sisters, sons, and daughters)

A “Member of Household” is anyone who lives with you other than rent-paying tenants or employees who are not members of your family.

If you identify an actual or potential conflict of interest in connection with your work at CEI, we expect that you will review it with your management team and the appropriate

CEI representative or alternatively contact the Ethics Helpline for guidance at 1-855-FOR-ETHX (1-855-367-3849).

Do Not Offer or Accept Gifts or Gratuities

When performing work for CEI you may not accept gratuities or gifts, other than nominal promotional items. In addition, you, your employees, agents and subcontractors are strictly prohibited from offering or giving any gift to any employee of our Company or any employee's family member, agent, or designee.

Similarly, with respect to any work you perform or business you conduct on behalf of CEI, you, your employees, agents and subcontractors are strictly prohibited from offering or giving any gift, meal, entertainment or hospitality to any federal, state, or local government official, employee or agent.

Under very limited circumstances, you may offer invitations to business meals, entertainment, and other social events; and offer to pay expenses towards conferences and meetings with CEI employees. However, before offering any such invitation, you must first contact the Ethics Helpline to discuss the specific details of the event. Ethics Helpline: 1-855-FOR-ETHX (1-855-367-3849) or forethx@conEd.com

Safety is a Priority

At CEI, we believe that each of us is responsible for planning and creating a safe environment for all employees, our families, the public, and our business partners in all aspects of our work. We must know and comply with all applicable health, environmental, and safety laws and regulations, and company policies, and incorporate them into all of our decisions. As business partners you are expected to demonstrate the same commitment.

We also expect that you will work with us to create an inclusive work environment, where we share our perspectives and listen to each other, which also helps to keep us safe. An inclusive work environment supports our efforts to communicate openly, learn from each other, and look out for those around us.

CEI continually strives to improve its environmental performance. In the event hazardous substances or materials are released, spilled, or handled improperly by you, your employee, your agent, your subcontractor or another vendor, you will follow timely and accurate reporting and proper clean-up procedures.

Proper Conduct

A secure and safe work environment means a workplace free from violence and conduct that is dangerous or disruptive to anyone inside or outside CEI. Some important points to remember:

- Never bring weapons or ammunition of any type to any CEI property or the workplace
- Never use illegal drugs, abuse alcohol, or misuse prescription or over-the-counter medication as that may compromise our capabilities
- Do not smoke in CEI buildings, company vehicles, or other prohibited locations

All Vendors or any permitted subcontractors must obtain and clearly display at all times a legal form of photo identification or vendor-issued photo identification while on Company property or at any company worksite, or while performing work at any public or private location on behalf of the Company.

Value Diversity and Respect

We expect all vendors to treat everyone with respect, dignity, and consideration. The power of our diversity is made stronger through inclusion. An inclusive workplace invites each of us to voice our ideas, share our perspectives, listen to each other, and empowers us all to reach our full potential.

Demonstrate your commitment to diversity and respect by:

- Valuing diversity and fostering an inclusive culture
- Not engaging in or tolerating harassing or discriminatory behaviors
- Treating everyone with respect and consideration
- Maintaining positive professional and personal relationships
- Never threatening, intimidating, or bullying others

Maintaining Reliable Records is Key

All records must accurately, completely and appropriately reflect transactions and events and conform to applicable legal, regulatory, accounting and control-procedure requirements. You, your employees, agents, and subcontractors are expected to accurately prepare all reports, vouchers, invoices, reimbursement requests, records, accounts covering work, and any other documentation required for the job at hand.

The Company's Assets

As business partners, you are responsible for using company assets carefully and responsibly. You will protect our physical and financial assets, including computers and computer systems, from loss, theft, damage, waste, or misuse.

Company assets include:

- Facilities
- Identification cards and keys
- Vehicles
- Equipment
- Computers and computer systems

- Electronic devices
- Tools
- Supplies
- Funds
- Materials
- Maps, prints, plates, and layouts

In handling company assets, be sure to:

- Use CEI assets to support business goals and not for personal gain
- Use strong passwords and passphrases, and practice good password management
- Keep your laptops, mobile devices, briefcases, information, and all other company property secure and under password protection
- Lock your computer screen when leaving our workspace unattended
- Report the loss or misuse of company assets to Corporate Security

Confidential Information about Our Company and Others

As our business partners, you are responsible for keeping all confidential information secure and using it only as authorized and appropriate.

Safeguarding confidential information means:

- Not discussing confidential information in public settings
- Not making personal use of confidential information
- Only using confidential information for proper purposes, including uses protected by law
- Disclosing confidential information only as your job, laws, or regulations require or permit

Confidential information is company or third-party information that is not available to the public. It includes the kind of information that, if disclosed, could be of value to competitors or harmful to the company, our customers, vendors, business partners, or shareholders. Examples of confidential company information include:

- Security information
- System layout and integrity
- Financial and operational data
- Customer records
- Research and development projects
- Business and marketing plans
- Employee health information
- All non-public financial information

Prevent Insider Trading

You, your employees, agents and subcontractors may encounter company information that is not available to the general public and could influence an investor's decision to buy, sell or hold securities of CEI. Use of insider information to trade in such securities or to in any other way use that information to create an unfair advantage is illegal and a violation of the standards.

Competing Fairly

When competing always be mindful of legal restrictions placed on dealings with competitors and customers by fair competition or antitrust laws. Follow all such laws and avoid even the appearance of potential wrongdoing.

Competing fairly means you:

- Never discuss or reach agreements with competitors on prices, division of service territories, or other allocation of customers
- Never ask for, or offer, any bribes or kickbacks to any company employee, customer, or another Vendor for the return of favorable treatment
- Do not temporarily lower prices below cost to eliminate competitors
- Never sell separate products as packages only in order to discourage competition for one of them

Human Rights

The human rights of all temporary, contract or full-time workers or employees are to be upheld, and employees/workers treated with dignity and respect and provided with safe and humane working conditions.

Child Labor

You and your subcontractors are expected to comply with all applicable child labor laws.

Freedom of Association

The rights of workers to associate freely, join labor unions, and seek representation shall be respected and upheld in accordance with local laws.

Environmental Management

Operations shall be carried out in compliance with all applicable environmental laws and regulations. Vendors shall reduce or eliminate waste/pollution and continually improve the efficiency of the resources and materials used.

Responsible Sourcing of Minerals

Mechanisms shall be deployed to reasonably assure that any natural resources (e.g. titanium, tin, tungsten and gold) used in products manufactured or contracted to manufacture do not directly or indirectly finance or benefit groups known to perpetrate human rights abuses.

Responsible Procurement

Mechanisms are to be in place for ensuring that products and services procured are from ethical sources.

Supplier Diversity

Diversity in your supplier base shall be encouraged by creating opportunities for minority-owned, women-owned, and small businesses to compete successfully for company business.

Use of Former Company Employees

You agree not to use or otherwise permit any of our former employees, to perform any services relating to contracts with CEI within five (5) years of their separation from the Company, **if such former employee** was engaged or involved in the solicitation, negotiation or administration of any contract on behalf of the Company at any time during the three-year period immediately preceding such former employee's separation from the Company. For purposes of the preceding sentence, "administration of any contract" shall mean engaging in any activity relating to the oversight or management of any Company contract including, but not limited to, the review, approval or payment of invoices relating to any such contract. This includes the supervision of employees engaged in these activities but not employees engaged in purely clerical functions such as filing, data entry or processing approved payments.

Cooperate Fully and Accurately with Inquiries

You, your employees, agents and subcontractors are expected to cooperate fully with any internal and external auditors, lawyers, and other compliance or investigative personnel as they conduct investigations or perform other duties on behalf of CEI.

Consequence for Violations

Vendor's violation of any of the provisions of the standards shall be considered a material breach of contract(s) with the Company, entitling CEI to, in its sole discretion, terminate or suspend all contracts between CEI and Vendor, remove Vendor from its list of qualified bidders, and invoke and enforce all other rights or remedies that CEI may have under contract or applicable law. You are expected to report any alleged violation of these standards to the **Ethics Helpline at 1-855-FOR-ETHX (1-855-367-3849) or FORETHX@conEd.com**.