



CORPORATE COMPLIANCE

FERC Standards of Conduct/Written Procedures

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FERC Standards of Conduct/ Written Procedures **CM-DL-1001**



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PURPOSE

These FERC Standards of Conduct/Written Procedures (these “Procedures”) constitute the written procedures implementing the Order No. 717 series of orders, which revised the Federal Energy Regulatory Commission Standards of Conduct for Transmission Providers, [18 C.F.R. Part 358](#) (the “FERC Standards of Conduct”) effective November 26, 2008. Because Duquesne Light Company (the “Company”) owns facilities used for the transmission of electric energy in interstate commerce, it must comply with the FERC Standards of Conduct. The purpose of the FERC Standards of Conduct is to protect access to Non-public Transmission Function information and to ensure that there is no undue preference or discrimination between Affiliates and non-affiliates of Transmission Providers such as the Company.

SCOPE

These Procedures apply to Duquesne Light Holdings, Inc., and all of its business subsidiaries. Although not under the control of Duquesne Light Holdings, Inc., all subsidiaries of upstream investor owners will receive and are asked to provide information to ensure compliance with these Procedures.

POLICY STATEMENT

The Company is a public utility which owns, operates and controls facilities used for the transmission of electric energy in interstate commerce, and is the designated Transmission Provider for purposes of these Procedures. Because the Company engages in Transmission transactions with certain Affiliates that may engage in Marketing Functions, the following entities and individuals must comply with the applicable obligations set forth in the FERC Standards of Conduct: (1) the Company, (2) its Affiliates engaged in Marketing Functions, (3) its employees, contractors, consultants and agents, and (4) employees, contractors, consultants and agents of Affiliates engaged in Marketing Functions. The Company’s Affiliates include Immediate Affiliate Duquesne Power, LLC, which is a subsidiary of Duquesne Light Holdings, Inc. and is FERC-jurisdictional. The Company also has FERC-jurisdictional Affiliates that include subsidiaries of upstream investor owners (collectively “Remote Affiliates”). Remote Affiliates are affiliate relationships triggered by virtue of a common upstream shareholder of Duquesne Light Holdings, Inc.

The FERC Standards of Conduct contain four main components:

Non-Discrimination Requirements: Transmission Providers must not unduly discriminate against any of its Transmission customers (affiliated or non-affiliated) and must not grant undue preference or advantage or impose undue prejudice or disadvantage on anyone with respect to the provision of transmission service or the wholesale sale of electric energy in interstate commerce.



Independent Functioning Rule: Transmission Providers must ensure that their Transmission Function employees operate independently from their Marketing Function employees and the Marketing Function employees of their Affiliates.

The Company's Affiliates that employ or retain Marketing Functions employees are listed on the OASIS page of the Company's website: <http://fercoasis.duquesnelight.com/>.

No Conduit Rule: Transmission Providers are prohibited from using anyone as a conduit to disclose Non-public Transmission Function information to its Marketing Function employees or those of its Affiliates.

Transparency Rule: Transmission Providers must post certain required information on their internet websites, including information relating to improper disclosure of Non-public Transmission Function information, in order to provide equal access to such information to all of its Transmission customers (affiliated and non-affiliated). The Company will post required information on its FERC OASIS internet website at <http://fercoasis.duquesnelight.com/>.

Any capitalized terms used in these Procedures and not defined herein shall have the meaning set forth in the definitions section of the FERC Standards of Conduct at [18 C.F.R. § 358.3](#). As a Transmission Owner within the PJM Interconnection, L.L.C. ("PJM") region, the Company has ceded a variety of functions covered by the FERC Standards of Conduct to PJM, but retains other obligations. This procedure is designed to facilitate compliance with the FERC Standards of Conduct as they pertain to the Company and its Affiliates.

POLICY DETAILS

SECTION 1: NON-DISCRIMINATION REQUIREMENTS

The Company treats all Transmission customers, both those affiliated with the Company and those not affiliated with the Company, in a non-discriminatory manner. Even though PJM is the transmission provider for the Company's region, the Company's Transmission Function employees are instructed to strictly enforce all those tariff provisions relating to the sale or purchase of open access transmission service that do not provide for the use of discretion. To the extent that any tariff provisions relating to the sale or purchase of open access transmission service permit the use of discretion by the Company, the Company will apply all such tariff provisions in a fair, impartial and non-discriminatory manner.

The Company does not, through its tariffs or otherwise, give preference to any person or entity, including its Marketing Affiliates over any other wholesale customer in matters relating to the sale or purchase of transmission service (including, but not limited to, issues of price, curtailments, scheduling, priority, ancillary services, or balancing).

PJM processes all transmission requests on behalf of the Company, and there is no ability for the Company to process transmission requests or to discriminate in the processing of transmission requests.



SECTION 2: INDEPENDENT FUNCTIONING RULE

Under the Independent Functioning Rule, unless a Commission order or regulation provides otherwise, Marketing Function employees are not permitted to engage in Transmission Functions and Transmission Function employees are not permitted to engage in Marketing Functions. In compliance with the Independent Functioning Rule, the Company ensures that its Transmission Function employees function separately and independently from all Marketing Function employees, except in limited circumstances (discussed below under “Exceptions to Independent Functioning and No Conduit Rules”), as follows:

Physical Separation –Transmission Function employees’ work locations are physically separated from Marketing Function employees’ work locations. Absent an emergency, only Transmission Function employees are permitted to perform transmission system operations and reliability functions.

Physical Access – A security card system has been implemented that prevents Marketing Function employees of the Company or its Immediate Affiliates from accessing the Company’s Operations Center and any other facility used for transmission operations.

Under the security card system, each employee of, or on-site consultant to, the Company or any Immediate Affiliate, is given a security card that controls such individual’s access to the staffed physical facilities operated by the Company and its Immediate Affiliates. Marketing Function employees are not permitted to have access to the transmission system control center or similar facilities used for transmission operations. Operations Center personnel charged with granting access to any such facility should refer to the then current list of Affiliates that Employ or Retain Marketing Function Employees posted at <http://fercoasis.duquesnelight.com/> prior to granting any preferential access in order to confirm that the admittee is not employed by an Affiliate that employs Marketing Function employees. Such personnel should also confirm that the admittee is not a Marketing Function employee of the Company.

Employee Classification – To accomplish the required functional separation of Transmission Function employees from Marketing Function employees, the Company has identified its Transmission Function employees and the Company’s and its Immediate Affiliate’s Marketing Function employees. All employees have been assigned a FERC classification consistent with FERC regulations to clearly identify their status as either a Transmission Function employee, Marketing Function employee or neither.

In order to ensure employees are appropriately classified, Human Resources must notify Corporate Compliance prior to the creation of any new job or making a change to an existing job description that may impact a FERC classification. Corporate Compliance will determine the appropriate FERC classification for each notification received from Human Resources by working with Human Resources and the appropriate manager. Once the classification is finalized and approved by Corporate Compliance, Human Resources will make any necessary updates to applicable employee profiles within the Human Resources Information System (“HRIS”). Thereafter, Security Services will receive an automated notification generated by the HRIS of the employee’s



classification upon the effective date of the change or hire. Security Services must ensure that an appropriate badge is issued to the employee and, in the case of job changes, that outdated badges are collected and destroyed. A red badge indicates the employee is classified as a Transmission Function employee and a blue badge indicates that the employee is classified as a Marketing Function employee. Other employees receive badges that do not contain any color coding. These badges are regularly worn while business functions are being performed and permit ready identification of employees subject to the functional separation requirement. Corporate Compliance will make any necessary updates to the FERC OASIS internet website with respect to employee classifications. Additionally, Corporate Compliance will perform a biannual review and reconciliation of FERC classifications with assistance from Human Resources and Physical Security.

To the extent the Company or any of its Immediate Affiliates wish to receive permission for any deviation in the functioning of their Transmission Function employees and/or Marketing Function employees, not otherwise previously authorized, the entity seeking such a deviation will apply for and await an affirmative Commission order prior to permitting any such deviation.

1. Immediate Affiliates

Upon initial employment or start of a new contractor relationship and changes in employment status within the Immediate Affiliated organization, each employee that is determined by Corporate Compliance to meet the Commission's definition of Transmission Function employee or Marketing Function employee is assigned the appropriate color-coded identification badge.

2. Remote Affiliates

It is not anticipated that Remote Affiliates will share any functions, whether transmission-related or marketing-related, with the Company or any of its Immediate Affiliates. Similarly, employees of any proposed merger partners are not anticipated to share any functions with the Company or any of its Immediate Affiliates. Should this change, appropriate measures will be implemented to ensure functional separation.

These rules do not preclude any and all conversations between Transmission Function and Marketing Function employees, but require care to be taken to avoid discussions as to functions that must be separated.

SECTION 3: NO CONDUIT RULE

Employees, contractors, consultants and agents of Transmission Providers and those of the Transmission Provider's Affiliates engaged in Marketing Functions are prohibited from disclosing Non-public Transmission Function information to the Transmission Provider' Marketing Function employees.

The Company shares with its Immediate Affiliates engaged in Marketing Functions certain senior officers and directors, support employees (e.g., IT, HR, Accounting, Legal), field and maintenance



employees, and risk management employees. No such senior officers, directors or employees perform Transmission Functions or sales or Marketing Functions, but must still abide by the FERC Standards of Conduct.

All such directors, officers, and employees are required to complete the FERC Standards of Conduct training described below under “Training” in a timely manner, which includes training on the No Conduit Rule.

SECTION 4: TRANSPARENCY RULE / REQUIRED INTERNET WEBSITE POSTINGS

A. WRITTEN PROCEDURES

These Procedures are posted on the Company’s FERC OASIS internet website at <http://fercoasis.duquesnelight.com/>, making them publicly available. This posting satisfies the requirement to post written procedures implementing the FERC Standards of Conduct and constitutes distribution in accordance with the FERC Standards of Conduct requirements.

Certain subsidiaries of upstream investor owners of Duquesne Light Holdings, Inc. may conduct Marketing Functions and have Marketing Function employees. The subsidiaries of these entities are not under the control of Duquesne Light Holdings, Inc. or the Company. On an annual basis, the Company refers such subsidiaries to its website and requests review of these Procedures.

Corporate Compliance is responsible for updating these Procedures from time to time as warranted with assistance from the Director, Regulatory Legal. An update may be required, for example, if the Commission changes the regulations implementing the FERC Standards of Conduct. Compliance with these Written Procedures consistent with the applicable FERC Standards of Conduct regulations is mandatory.

Corporate Compliance will distribute a copy of these Procedures and conduct initial training to any new hire within thirty (30) days of such individual’s employment start date.

B. AFFILIATES THAT EMPLOY OR RETAIN MARKETING FUNCTION EMPLOYEES

The Company has posted on its FERC OASIS internet website the name and address of each of its Affiliates that employ or retain Marketing Function employees.

The Company will update this posting as required by the FERC Standards of Conduct. Each such update is to be made within seven (7) business days of the change necessitating the update and will include the date on which such information was updated.



As to Remote Affiliates, the Company expects to receive timely information from its upstream owners with regard to changes in such affiliates that employ or retain Marketing Function employees, and will post any such updates upon learning of them. Approximately once per calendar year, the General Counsel and Corporate Secretary will provide a letter to upstream owners regarding the need for information sharing and timely notice as to certain issues, including changes in affiliate information that must be posted within seven (7) days. The letter will remind each upstream owner of the relevant regulatory and compliance requirements and request timely notification of actions that may trigger reporting, authorization or disclosure obligations on the part of the Company including but not limited to: identification of merger partners, affiliates that employ or retain Marketing Function employees, certain written training certification, certain employment changes and any acquisitions of FERC-jurisdictional entities. Additionally, the Chief Compliance Officer will send monthly reminders to upstream owners requesting information relating to any affiliate changes. Corporate Compliance will post a dated update to the list of any changes related to the status of Affiliates employment of Marketing Function employees upon learning of such changes.

C. EMPLOYEE STAFFED FACILITIES SHARED BY TRANSMISSION FUNCTION AND MARKETING FUNCTION EMPLOYEES

The Company does not employ any Marketing Function employees and thus no Marketing Function employees share physical space with its Transmission Function employees. While some upstream owners of the Company own entities that employ Marketing Function employees such that certain of the Company's Affiliates employ Marketing Function employees, such persons do not have access to the Company's IT systems or any Transmission Function information stored thereon and they do not share any physical facilities with the Company. The Company has posted on its FERC OASIS internet website a document regarding shared facilities.

D. INFORMATION CONCERNING POTENTIAL MERGER PARTNERS

The Company will post information on its FERC OASIS internet website concerning potential merger partners as Affiliates that may employ or retain Marketing Function employees within seven (7) days after the potential merger is announced in accordance with the FERC Standards of Conduct. The Company will treat any such entity as an Affiliate once the merger is announced. Corporate Compliance will make the required posting within seven (7) days of the merger announcement that includes the date on which the information was updated. The posting can be removed once the merger is completed.

E. JOB TITLES AND JOB DESCRIPTIONS OF TRANSMISSION FUNCTION EMPLOYEES

The Company has posted on its FERC OASIS internet website the job titles and job descriptions of its Transmission Function employees.



Corporate Compliance will update this posting as required by the FERC Standards of Conduct. All such updates will be made within seven (7) business days of the change necessitating the update and will include the date on which such information was updated.

F. TRANSFER OF EMPLOYEES BETWEEN TRANSMISSION FUNCTIONS AND MARKETING FUNCTIONS

Corporate Compliance will post on its FERC OASIS internet website notice of any transfer 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 either within the Company or between the Company and one of its Affiliates. The information posted will include: 1) the name of the transferring employee, 2) the respective titles held while performing each function, and 3) the effective date of the transfer.

If an Affiliate employee transfers within the Company or an Immediate Affiliate from a Transmission Function employee to a Marketing Function employee, or vice-versa, Human Resources will notify the Director, Regulatory Legal and Corporate Compliance in order to determine if a posting is required.

Corporate Compliance will maintain the information regarding any such transfer on the Company's FERC OASIS internet website for ninety (90) days.

G. WAIVERS OF A TARIFF PROVISION GRANTED IN FAVOR OF AN AFFILIATE

Corporate Compliance, at the direction of the Director, Regulatory Legal, will post on its FERC OASIS internet website, notice of each Waiver of a Tariff Provision Granted in Favor of an Affiliate ("Waiver"), unless such Waiver has been approved by the Commission. The posting will be made within **one (1) business day** of the act of a Waiver. Corporate Compliance will maintain a log of the acts of Waiver, and will make it available to the Commission upon request. These records will be kept for a period of five (5) years from the date of each act of Waiver.

H. CONTEMPORANEOUS DISCLOSURES OF IMPROPERLY SHARED INFORMATION

The FERC Standards of Conduct provide that no one in the employ of the Transmission Provider or an Affiliate of the Transmission Provider that is engaged in Marketing Functions may disclose Non-public Transmission Function information to the Transmission Provider's Marketing Function employees or its Affiliates' Marketing Function employees. Exceptions to this rule are: a) a Marketing Function employee's own request for transmission service can be discussed with a Transmission Function employee and b) transmission customers may voluntarily consent in writing to disclosure of their non-public information to the Transmission Provider's Marketing Function employees. In the case of customer consent, the Company will post on its FERC OASIS internet website a notice of the consent along with a statement "that it did not provide any preferences, either operational or related, in exchange for that voluntary consent."



Should the Company become aware of any inappropriate disclosure, it promptly will publicly disclose the information improperly revealed, to the extent appropriate. If the information is non-public transmission customer information or critical energy infrastructure information (CEII), the website posting shall discuss the inappropriate release without further releasing the confidential data.

To assist in complying with this posting requirement, all employees aware of a potentially impermissible disclosure or improper access should report their concerns immediately to a supervisor and the Chief Compliance Officer (or a subsidiary's equivalent). Any supervisor or equivalent receiving such information shall consult with the Chief Compliance Officer in reaching an appropriate resolution to the reported concern. The Chief Compliance Officer will then consider the concerns and decide upon the necessary compliance actions that must be taken.

I. TIMING OF POSTINGS

Unless otherwise indicated in these Procedures or by statute or regulation, a Transmission Provider must update on its FERC OASIS internet website the information required within seven (7) business days of any change, and post the date on which the information was updated. In the event of an emergency, such as an earthquake, flood, fire, hurricane or health related pandemic issue, severely disrupts normal business operations, the Company may suspend the posting requirements. If the disruption lasts longer than one month, the Company will so notify the Commission and may seek further exemption from the posting requirements. The Commission Standards of Conduct Task Force may be contacted at SOC-TaskForce@FERC.gov for informal staff guidance on emergency-related concerns.

J. RETENTION REQUIREMENTS

Corporate Compliance will retain for five (5) years all FERC OASIS internet website postings required under the FERC Standards of Conduct. The retained records will be maintained in electronic form, with appropriate backup files, and will be available for inspection by the Commission.

SECTION 5: STANDARDS OF CONDUCT COMPLIANCE

A. TRAINING

Corporate Compliance will provide training to personnel on the requirements of the FERC Standards of Conduct at least once per calendar year and new employees requiring training will be trained within thirty (30) days of the date they are hired to perform functions covered by the FERC Standards of Conduct. Personnel who must be trained include all Transmission Function employees, Marketing Function employees, officers, directors, supervisory employees, and any other personnel likely to have access to Transmission Function information. As a best practice, the Company endeavors to train all employees on the FERC



Standards of Conduct, even those that are not statutorily required to be trained, as well as each member of the Company's Board of Directors, including their agents, and the training is available at all times on the Corporate Compliance website. The Company will require all trainees to certify their completion of the training course and will retain such certifications consistent with its record retention program.

If any person requiring training has not received training on a timely basis, Corporate Compliance will authorize revocation of that person's access to Company systems.

B. BOOKS AND RECORDS

The Company must maintain its books of account and records separately from those of its affiliates that employ or retain Marketing Function employees, and must make these available for Commission inspections.

C. CHIEF COMPLIANCE OFFICER

The Company has designated Elisa C. Labriola, Esq. as its Chief Compliance Officer responsible for compliance with the FERC Standards of Conduct. The Company has posted the name and contact information of the Chief Compliance Officer on its FERC OASIS internet website. The Chief Compliance Officer's contact information is as follows:

Elisa C. Labriola, Esq.
Managing Director and Chief Compliance Officer
Duquesne Light Company
411 Seventh Avenue, 16-1
Pittsburgh, PA 15219
Telephone: (412) 393-6439
Facsimile: (412) 393-5694
llabriola@duqlight.com

The Chief Compliance Officer is responsible for implementing and monitoring compliance with the FERC Standards of Conduct and, together with the Director, Regulatory Legal, ensuring that these Procedures comply with the FERC Standards of Conduct and the applicable law adopted by the Commission.

The Chief Compliance Officer will ensure ongoing compliance with the FERC Standards of Conduct and these Procedures, including answering questions raised by employees, providing advice regarding compliance, overseeing required updates to the postings required by the FERC Standards of Conduct, overseeing training of future hires and investigating possible violations of the FERC Standards of Conduct. The Director, Regulatory Legal is also responsible for answering questions raised by employees and providing legal advice regarding the FERC Standards of Conduct.



Employees are required to promptly report all known or suspected violations of the FERC Standards of Conduct to the Company's Chief Compliance Officer. Employees who fail to report such violations will be subject to discipline in accordance with the Company's disciplinary policies and procedures.

D. RESTRICTIONS ON ACCESS TO TRANSMISSION INFORMATION

In addition to the physical separation and security card measures described above under the "Independent Functioning Rule," the Company has implemented a number of IT security measures to ensure that computer access to Transmission Function information is restricted to Transmission Function employees.

In general, the Company restricts access to Transmission Function information through a series of corporate-wide security measures, including proper identification of employees, contractors and consultants entitled to have access to data files, appropriate distribution of passwords to users based on data owner approvals, enforcement of policies and procedures for changing passwords, timely disabling of violated passwords and inactive user IDs and implementation of a procedure for handling security incidents.

E. PROHIBITIONS ON DISCLOSURE OF TRANSMISSION FUNCTION INFORMATION

Other than what is posted on the Company's FERC OASIS internet website, the Company limits access to all Transmission Function information, including that relating to available transmission capability, price, curtailments, storage, ancillary services, balancing, maintenance activity and capacity expansion plans, so that it is not accessible to Marketing Affiliates or Marketing Function employees. This is accomplished through the functional and physical separation measures discussed above.

The Company treats all Transmission customers, both those affiliated with the Company and those not affiliated with the Company, in a non-discriminatory manner. Information about the Company's transmission system is made available to Transmission customers, affiliated and non-affiliated, through the Company's FERC OASIS internet website. All Transmission Function employees of the Company and other Company personnel with access to Transmission Function information must complete the FERC Standards of Conduct training described above. Such training includes the prohibition of serving as a conduit for the impermissible disclosure of Transmission Function information, as outlined in these Procedures.

It is possible that certain of the Company's employees may be likely to have access to Transmission Function information and could serve as a conduit for impermissible information disclosures. These employees of the Company also must complete the FERC Standards of Conduct training described above which includes training on the No Conduit Rule.



In the event that an employee of the Company becomes aware that Transmission Function information has been improperly disclosed to any Marketing Affiliate of the Company or improperly shared with any Marketing Affiliate employee, such employee must immediately contact the Company's Chief Compliance Officer, who will oversee the immediate posting of such improperly disclosed or shared information or notification thereof, as appropriate, on the Company's FERC OASIS internet website.

F. EXCEPTIONS TO INDEPENDENT FUNCTIONING AND NO CONDUIT RULES

The Company's Transmission Function employees and its Marketing Function employees are permitted to exchange Non-public Transmission Function information in two limited circumstances, subject to certain conditions:

- Information relating to compliance with Commission-approved Reliability Standards may be exchanged.
- Information needed to maintain or restore operation of the transmission system or generating units or that affects the dispatch of generating units may be exchanged.

To the extent information is exchanged pursuant to this exception, Corporate Compliance must make and retain a contemporaneous record of the exchange (such as "handwritten or typed notes, electronic records such as e-mails and text message, [and] recorded telephone exchanges"), except during emergencies when the record may be compiled after-the-fact. The record must be maintained for five years and made available upon FERC request.

G. VOLUNTARY TRANSMISSION CUSTOMER CONSENTS

The Company does not permit its Transmission Function employees to offer any preferences to any non-affiliated Transmission customer in exchange for allowing the Company to share such customer's information with a Marketing Affiliate of the Company. In the event that a non-affiliated Transmission customer voluntarily consents in writing to allow the Company to share its information with a Marketing Affiliate of the Company, the Company will post on its OASIS internet website notice of such consent, along with a statement that it did not provide any preferences, either operational or rate-related, in exchange for the voluntary consent.

H. COLOR CLASSIFICATION PROGRAM

The Company uses a color classification program, effective February 9, 2012, which clearly delineates Transmission Function and Marketing Function Employees. As demonstrated by the chart below, Transmission Function Employees are assigned the color **RED**. Marketing Function Employees are assigned the color **BLUE**.

Color	Classification
Red	Transmission Function Employees
Blue	Marketing Function Employees
No color	All Other Employees

To explain these colors in a practical sense, **RED** employees are those employees that have Transmission Function Information. **RED** employees may not pass Non-public Transmission Function information to **BLUE** employees. Similarly, any employee that has NO COLOR, yet comes into contact with Non-public Transmission Function information, may not act as a conduit and shall not pass such information to **BLUE** employees.

These colors are displayed on the ID Badges of Transmission Function and Marketing Function employees. Transmission Function and Marketing Function employees are required to wear and prominently display their ID badges when performing business activities. The colors are also reflected on the Company corporate directory and within My HR Online employee profiles.

RESPONSIBILITIES

Director, Regulatory Legal – is responsible for reviewing and updating these Procedures from time to time as warranted; directing Corporate Compliance regarding certain FERC OASIS internet website postings; reviewing and ensuring the content of these Procedures comply with the FERC Standards of Conduct and applicable governing law; and answering questions raised by employees and providing legal advice regarding the FERC Standards of Conduct.

Corporate Compliance – is responsible for determining the appropriate FERC classification for each notification received from Human Resources; approving Transmission or Marketing badges prior to the badges being issued; making any necessary updates to the FERC OASIS internet website; performing biannual review and reconciliation of FERC classifications; reviewing and updating these Procedures from time to time as warranted; ensuring that these Procedures comply with the FERC Standards of Conduct and any future regulations adopted by the Commission; retaining for five (5) years all FERC OASIS internet website postings required under the FERC Standards of Conduct; providing training to personnel on the requirements of the FERC Standards of Conduct at least once per calendar year and new employees within thirty (30) days of the date they are hired to perform functions covered by the FERC Standards of Conduct; and making and retaining a contemporaneous record of information shared pursuant to an exception to the Independent Functioning and No Conduit Rules.

Security Services – is responsible ensuring appropriate badges are issued to employees and, in the case of job changes, outdated badges are collected and destroyed; assisting Corporate Compliance with biannual review and reconciliation of FERC classifications.

Human Resources – is responsible for notifying Corporate Compliance prior to the creation of any new job or making a change to an existing job description; making any necessary updates to applicable employee profiles within the Human Resources Information System; notifying the



Director, Regulatory Legal and Corporate Compliance of any Affiliate employee transfers within the Company or an Immediate Affiliate from a Transmission Function employee to a Marketing Function employee, or vice versa; assisting Corporate Compliance with biannual review and reconciliation of FERC classifications.

General Counsel and Corporate Secretary – is responsible for providing an annual letter to upstream owners regarding the need for information sharing and timely notice as to certain issues, including changes in Affiliate information that must be posted within seven (7) days.

Chief Compliance Officer – is responsible for deciding upon and overseeing the necessary compliance actions that must be taken in response to any impermissible disclosure of, or improper access to, Non-public Transmission Function information; sending monthly reminders to upstream owners requesting information relating to affiliate changes; implementing and monitoring compliance with the FERC Standards of Conduct; ensuring ongoing compliance with the FERC Standards of Conduct and these Procedures, including answering questions raised by employees, providing advice regarding compliance, overseeing required updates to the postings required by the FERC Standards of Conduct, overseeing training of future hires, and investigating possible violations of the FERC Standards of Conduct.

ENFORCEMENT

These Procedures shall be adhered to by all responsible parties and applicable Company personnel. Failure to do so can result in disciplinary action up to and including termination. These Procedures supersede all previous procedures on the subject matter and will control should any previously issued Company policies or procedures be determined inconsistent.

The Company reviews its policies and procedures regularly and reserves the right to amend, modify or terminate these Procedures and any related guidelines or procedures at any time.

REFERENCES AND RELATED DOCUMENTS

Federal Energy Regulatory Commission Standards of Conduct for Transmission Providers,
18 C.F.R. Part 358

FERC Order Nos. 807, 807-A, 787, 717, 717-A, 717-B, 717-C and 717-D

DEFINITION OF TERMS

Affiliate	<p><i>Affiliate</i> of a specified entity means: (1) Another person that controls, is controlled by or is under common control with, the specified entity. An affiliate includes a division of the specified entity that operates as a functional unit. (2) For any exempt wholesale generator (as defined under 18 C.F.R. §366.1), affiliate shall have the meaning set forth in 18 C.F.R. §366.1, or any successor provision. (3) “Control” as used in this definition means the direct or indirect authority, whether acting alone or in conjunction with others, to direct or cause to direct the management policies of an entity. A voting interest of 10 percent or more creates a rebuttable presumption of control.</p> <p>Includes all of the subsidiaries of Duquesne Light Holdings, Inc. and includes subsidiaries of Duquesne Light Holding’s upstream investor owners.</p>
Commission	Federal Energy Regulatory Commission
Immediate Affiliates	Immediate Affiliates are subsidiaries of Duquesne Light Holdings, Inc. that may be engaged in Marketing Functions.
Marketing Function employees	Employees, contractors, consultants or agents of a Transmission Provider or of an affiliate of a transmission provider who actively and personally engage on a day-to-day basis in Marketing Functions.
Marketing Functions	Includes the sale for resale in interstate commerce, or the submission of offers to sell in interstate commerce, of electric energy or capacity, demand response, virtual transactions, or financial or physical transmission rights, except that bundled retail sales, including sales of electric energy made by providers of last resort (POLRs) acting in their POLR capacity are not included.
Non-public Transmission Function information	Information not available publicly that relates to planning, directing, organizing or carrying out day-to-day transmission operations, including granting and denying transmission service requests.
Remote Affiliates	Remote Affiliates are affiliate relationships triggered by virtue of a common upstream shareholder of Duquesne Light Holdings, Inc. that may engage in Marketing Functions.
Transmission Function employees	Employees, contractors, consultants or agents of a Transmission Provider who actively and personally engage on a day-to-day basis in Transmission Functions.
Transmission Functions	The planning, directing, organizing or carrying out of day-to-day transmission operations, including the granting and denying of transmission service requests.
Transmission Provider	Any public utility that owns, operates or controls facilities used for the transmission of electric energy in interstate commerce.



DOCUMENT CONTROL RECORD

PROCEDURE MANAGEMENT AND APPROVAL	
Issued By:	Corporate Compliance
Distribution:	Public
Implementation:	Communication will be provided to all relevant and responsible employees.
Policy Review Schedule:	These Procedures shall be reviewed at least once every two (2) years and, if necessary, updated. If procedural or regulatory changes occur prior to the biannual review requirement, it is the responsibility of the Chief Compliance Officer and the Director, Regulatory Legal to initiate and ensure any necessary changes are made to this procedure. A record of any changes made during this review shall be noted in the Procedure Revision History table (below).

PROCEDURE APPROVAL			
Sponsor	Title	Approval Signature	Date
E. Labriola	Managing Director and Chief Compliance Officer		8/1/2022
Approved By	Title	Approval Signature	Date
T. Williams	Director, Regulatory Legal		8-1-22
D. Fisfis	General Counsel and Corporate Secretary		7-29-22
T. Faulk	Vice President, Human Resources		08/01/2022
M. Nelson	Senior Manager, Security		07-28-22

PROCEDURE REVISION HISTORY			
Version	Prepared By	Summary of Changes	Date
0	V. Edwards	Initial Version of Document	9-22-04
1	V. Edwards	Reformatting of Document	7-11-08
2	J. Leya	Revisions following the Federal Energy Regulatory Commission Standards of Conduct for Transmission Providers, 18 C.F.R. Part 358 effective November 26, 2008	2-23-09
3	V. Edwards	Errata changes to better clarify our intent and Annual Review of Entire Document	9-22-10



PROCEDURE REVISION HISTORY (continued)			
Version	Prepared By	Summary of Changes	Date
4	J. Leya	Reformatted Procedure on Standardized Template	6-17-11
5	J. Leya	Annual Review of Entire Document, updated Chief Compliance Officer information, Added Color Classification Program section	11-06-12
6	E. Creahan	Annual review of entire document; Complete re-write of procedure; combined previous procedure and written guidelines, so that there is one governing document re: Standards of Conduct; expanded definition section; removed unnecessary and duplicative provisions; included sample email to owners regarding need for timely notification of changes; clarification to section re: exceptions to independent functioning and no conduit.	8-26-13
7	E. Creahan	Added language to make it clear that while only certain employees are statutorily required to be trained, the Company endeavors to train all employees.	10-23-13
8	J. DiPasquale	Annual Review of entire document; reformatted to match Corporate Policy Template, restructured portions for clarification purposes including the scope, definitions of Immediate and Remote Affiliates, added action owners and responsibilities.	12-8-14
9	M. McKown; J. DiPasquale	Annual Review of entire document; removed Duquesne Keystone and Duquesne Conemaugh from document; minor updates	9-24-15
10	A. Cervenka	Annual Review of Entire Document; updated titles; changed formatting and company logo to be consistent with new Duquesne Light logo and branding. Updated responsibilities to reflect current practices. Moved to biennial review cycle.	2-24-17
11	K. McIntyre; M. McKown	Biennial Review; updated titles; included description of four main components of FERC Standards of Conduct; revised to reflect addition of FERC classification to employee profiles; added biannual review and reconciliation of employee FERC classifications; added monthly reminders to upstream owners; clarified responsibilities; other minor edits.	12-18-19
12	K. McIntyre	Biennial Review; updated list of Immediate Affiliates; updated language regarding employee staffed facilities shared by Marketing Function employees and Transmission Function employees; updated to remove practice of issuing additional reminder badges; other minor revisions.	8-1-22