

	CORPORATE COMPLIANCE	
FERC Standards of Conduct/Written Procedures	Procedure Number:	CM-DL-1001
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**FERC Standards of Conduct/
Written Procedures
CM-DL-1001**



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PURPOSE

The following FERC Standards of Conduct/Written Procedures (these “Procedures”) constitute the written procedures implementing Order No. 717, 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 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., which includes Duquesne Light Company, Duquesne Power, LLC, Duquesne Light Energy, LLC and DQE Communications. 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.

The Company has various Affiliates as defined by the FERC Standards of Conduct, [18 C.F.R. § 358.3](#). The Company’s Affiliates include, Duquesne Power, LLC, Duquesne Light Energy, LLC and DQE Communications (collectively “Immediate Affiliates”). Immediate Affiliates are subsidiaries of Duquesne Light Holdings, Inc. The Company also has 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 require that the Company’s Transmission Function employees operate independently from the Company’s Marketing Function employees and the Marketing Function employees of its Affiliates. In addition, the Company has several business units that provide services both to the Company and to one or more of the Company’s Immediate Affiliates and may not directly disclose, or act as a conduit facilitating the disclosure of, Non-public Transmission Function information to the Company’s Marketing Function employees or those of its Affiliates.

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

Each of (1) the Company, (2) its Affiliates engaged in Marketing Functions, (3) its employees, contractors, consultants and agents, and (4) its Affiliates’ employees, contractors, consultants and agents must comply with the applicable obligations set forth in the FERC Standards of Conduct.

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: INDEPENDENT FUNCTIONING REQUIREMENT

Transmission Function employees function independently from Marketing Function employees. Transmission Function employees' work locations are physically separated from Marketing Function employees. Absent an emergency, only Transmission Function employees are permitted to perform transmission system operations and reliability functions.

A security card system has been implemented that prevents Marketing Function employees of the Company or its Immediate Affiliates from accessing the Operations Center.

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. Control center personnel charged with granting access 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.

In compliance with the FERC Standards of Conduct, the Company ensures that its Transmission Function employees function separately and independently from all Marketing Function employees, except in limited circumstances. Accordingly, 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. These rules do not preclude any and all conversations between Transmission Function and Marketing Function employees. Instead, care should be taken to avoid discussions as to functions that must be functionally separated.

The limited circumstance in which the functional separation rules need not be followed pertain to sharing of information regarding compliance with Commission-approved Reliability Standards of Conduct of the North American Electric Reliability Corporation and information needed to maintain or restore transmission operations or generating units or affecting generation dispatch. While such communications are permitted, each must be recorded and the associated records (such as "handwritten or typed notes, electronic records such as e-mails and text message, [and] recorded telephone exchanges") kept for five years, and provided to the Commission upon request.

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, the Acquisition Associate conducting the recruitment effort for a given position will notify Corporate Compliance prior to the creation of any new job or changes to any job descriptions. Corporate Compliance will determine the appropriate FERC classification for each notification received from Human Resources. Physical Security will also notify Corporate Compliance if a request has been made to issue a Transmission or Marketing badge to a new, existing, or transferring employee. Corporate Compliance will provide approval prior to the badge being issued. 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 and Human Resources will make any necessary updates to organizational charts.

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. Were this to change, appropriate measures would be implemented to ensure functional separation.

SECTION 2: SHARING OF OFFICERS, DIRECTORS, AND CERTAIN EMPLOYEES

The Company shares with its Immediate Affiliates engaged in Marketing Functions certain senior officers and directors, support employees, field and maintenance employees, and risk management employees. No such senior officers or directors or risk management employees perform Transmission Functions or sales or Marketing Functions.

All directors, officers, and employees are required to complete the FERC Standards of Conduct training in a timely manner as described in the "Training" section below, which includes training on the "no conduit" rule.

SECTION 3: 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 and constitutes distribution in accordance with the FERC Standards of Conduct requirements.

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

Corporate Compliance is responsible for updating these Procedures from time to time as warranted with assistance from the Managing Counsel, Regulatory. 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.

The Company 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 Immediate Affiliates, Corporate Compliance at the direction of the Managing Counsel, Regulatory, will post a dated update to the list if any changes related to the status of Immediate Affiliates employment of Marketing Function employees within seven (7) days of the change.

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 Vice President, Rates & Regulatory Affairs, General Counsel & Corporate Secretary will provide a letter to Affiliates and 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.

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

No employee staffed facility is shared by the Company's Transmission Function employees and Marketing Function employees of the Company or its Immediate Affiliates. The Company has posted on its FERC Oasis internet website a document stating this. Corporate Compliance, at the direction of the Managing Counsel, Regulatory, will update this posting as required by the FERC Standards of Conduct. Each such update 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.

D. INFORMATION CONCERNING POTENTIAL MERGER PARTNERS

Duquesne Light Company as a Transmission Provider will post information 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 FERC Order 717. The Company will treat such entity as an Affiliate once the merger is announced. Corporate Compliance, at the direction of the Managing Counsel, Regulatory, will update the publicly posted Information Concerning Potential Merger Partners on the Company FERC Oasis website at <http://fercoasis.duquesnelight.com/> within seven (7) days of the merger announcement. The date the information was updated must be listed on the posting. 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 each of these postings as required by the FERC Standards of Conduct. All such updates are 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.

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 to be posted includes 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 Managing Counsel, Regulatory 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 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 Managing Counsel, Regulatory, 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 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 are a) that the Marketing Function employee's own request for transmission service can be discussed with a Transmission Function employee and b) customers may consent to disclosure that otherwise would be inappropriate. 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 the website posting should 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 this Procedure or by statute, a Transmission Provider must update on its 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 an emergency, such as an earthquake, flood, fire or hurricane, severely disrupts a transmission provider's normal business operations, the Company may suspend the posting



requirements. If the disruption lasts longer than one month it will so notify the Commission and may seek further exemption from the posting requirements.

J. RETENTION REQUIREMENTS

Corporate Compliance will retain for five 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 4: 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 become privy to Transmission Function information. That said, 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, 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. 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 of the Chief Compliance Officer and the contact information on the 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
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. The Managing Counsel, Regulatory is responsible for 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. Managing Counsel, Regulatory 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 suspected violations of the FERC Standards of Conduct to the Company's Chief Compliance Officer. Violations will be subject to discipline in accordance with the Company's disciplinary policies and procedures.

C. RESTRICTIONS ON ACCESS TO TRANSMISSION INFORMATION

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

In general, the Company restricts access to Transmission 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.

D. 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 internet website. All Transmission Function employees of the Company and other Company personnel with access to Transmission Function information are trained on these Procedures, which 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. All employees of the Company who were required to be trained on

the FERC Standards of Conduct have completed the FERC Standards of Conduct training described above under "Training." Such training 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 immediately will 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 internet website.

E. EXCEPTION 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, 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.

F. 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 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.

G. REQUIREMENTS REGARDING TARIFFS

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.

PJM processes all transmission requests on behalf of the Company, and there is no ability for the Company to do this or to discriminate on this basis.

The Company does not, through its tariffs or otherwise, give preference to 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).

H. COLOR CLASSIFICATION PROGRAM

The Company uses a color classification program, effective February 9, 2012, which clearly delineates Transmission 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 that may not be passed to the **BLUE** employees, or the Marketing Function Employees. To reiterate, **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 telephone directory, as well as organizational charts posted on DLConnect. Finally, all employees and contractors that carry ID badges are also required to wear an additional badge attached to their lanyard or ID clip, to remind all employees of the FERC color classifications and the importance of the No Conduit Rule.

RESPONSIBILITIES

Acquisition Associate – is the Human Resources team member responsible for notifying Corporate Compliance prior to the creation of any new job or changes to any job descriptions.

Managing Counsel, Regulatory – is responsible for reviewing and updating FERC Procedures from time to time as warranted; directing Corporate Compliance regarding FERC Oasis internet website postings; and reviewing the content of the FERC Procedures for consistency with the governing law.

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 badge being issued; making any necessary updates to the FERC OASIS internet website; updating FERC 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 years all FERC Oasis internet website postings required under the FERC Standards of Conduct; and providing 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.

Physical Security – is responsible for notifying Corporate Compliance if a request has been made to issue a Transmission or Marketing badge to a new, existing or transferring employee.

Human Resources – is responsible for making any necessary updates to organizational charts.

Vice President, Rates & Regulatory Affairs, General Counsel and Corporate Secretary– is responsible for providing a letter to Affiliates and 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.

Managing Director and Chief Compliance Officer – is responsible for deciding upon the necessary compliance actions that must be taken related to a contemporaneous disclosure of improperly shared information; 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.

REFERENCES AND RELATED DOCUMENTS

Federal Energy Regulatory Commission Standards of Conduct for Transmission Providers,
[18 C.F.R. Part 358](#)
[Order No. 717](#)

DEFINITION OF TERMS

<p>Affiliate</p>	<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 §366.1 of this chapter), affiliate shall have the meaning set forth in §366.1 of this chapter, 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 include subsidiaries of Duquesne Light Holding’s upstream investor owners.</p>
<p>Commission</p>	<p>Federal Energy Regulatory Commission</p>
<p>Immediate Affiliates</p>	<p>Immediate Affiliates are subsidiaries of Duquesne Light Holdings, Inc. that may be engaged in Marketing Functions.</p>
<p>Marketing Function employees</p>	<p>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.</p>
<p>Marketing Functions</p>	<p>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.</p>
<p>Non-public Transmission Function information</p>	<p>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.</p>
<p>Remote Affiliates</p>	<p>Remote Affiliates are affiliate relationships triggered by virtue of a common upstream shareholder of Duquesne Light Holdings, Inc. that may engage in Marketing Functions.</p>
<p>Transmission Function employees</p>	<p>Employees, contractors, consultants or agents of a Transmission Provider who actively and personally engage on a day-to-day basis in Transmission Functions.</p>
<p>Transmission Functions</p>	<p>The planning, directing, organizing or carrying out of day-to-day transmission operations, including the granting and denying of transmission service requests.</p>
<p>Transmission Provider</p>	<p>Any public utility that owns, operates or controls facilities used for the transmission of electric energy in interstate commerce.</p>



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:	This procedure 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 Managing Counsel, Regulatory 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 Revision History table (below).

PROCEDURE APPROVAL			
Prepared By	Title	Approval Signature	Date
A. Cervenka	Senior Counsel, Compliance		2/27/2017
Approved By	Title	Approval Signature	Date
D. Fisfis	Vice President, Rates & Regulatory Affairs, General Counsel and Corporate		2/27/2017
Approved By	Title	Approval Signature	Date
T. Williams	Managing Counsel, Regulatory		2/27/17
Approved By	Title	Approval Signature	Date
E. Labriola	Managing Director and Chief Compliance Officer		2/27/17
Approved By	Title	Approval Signature	Date
B. McAdoo	Manager, Talent Acquisition		2/27/17
Approved By	Title	Approval Signature	Date
S. Webber	Manager, Security		2-27-17

DOCUMENT CHANGE/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
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 and 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.	2-24-17