

Attachment V

**AMENDMENT TO SECTION 3.04(g) OF THE AGREEMENT BETWEEN
NEW YORK INDEPENDENT SYSTEM OPERATOR AND
TRANSMISSION OWNERS**

**IN CONNECTION WITH
FEDERAL ENERGY REGULATORY COMMISSION (“COMMISSION”)
ORDER NOS. 741 AND 741-A**

This Amendment (“**Amendment**”) amends the Agreement between New York Independent System Operator and Transmission Owners dated December 1, 1999, as amended effective June 27, 2007 (the “**Agreement**”) by and between:

- (1) the New York Independent System Operator, Inc. (“**NYISO**”); and
- (2) the following entities: (i) Central Hudson Gas & Electric Corporation, (ii) Consolidated Edison Company of New York, Inc., (iii) New York State Electric & Gas Corporation, (iv) Niagara Mohawk Power Corporation d/b/a National Grid, (v) Orange and Rockland Utilities, Inc., (vi) Rochester Gas and Electric Corporation, (vii) the Power Authority of the State of New York, a corporate municipal instrumentality of the State of New York (“**NYPA**”), and (viii) Long Island Lighting Company d/b/a LIPA (a subsidiary of the Long Island Power Authority, a corporate municipal instrumentality of the State of New York) (“**LIPA**”) (each a “**Transmission Owner**”; collectively, “**Transmission Owners**”)

(each a “**Party**”; collectively, the “**Parties**”).

RECITALS

WHEREAS, pursuant to Commission Order No. 741, *75 FR 65962, Oct. 27, 2010*, as amended by Order No. 741-A, *76 FR 10498, Feb. 25, 2011*, the Commission codified minimum credit standards for organized wholesale electric markets at 18 C.F.R. 35.47;

WHEREAS, 18 C.F.R. 35.47(d) requires, in pertinent part, each organized wholesale electric market operator to have a tariff provision that establishes a single counterparty to all market participant transactions or to establish credit requirements based on market participants’ gross obligations;

WHEREAS, the NYISO, as the single counterparty to all market participant transactions, would need to take title to the products purchased and sold in its markets and become the buyer to every seller and the seller to every buyer;

WHEREAS, Section 3.04(g) of the Agreement currently prohibits the NYISO from having a financial interest in any commercial transaction involving the use of the NYS Power System;

WHEREAS, in accordance with Section 6.14 of the Agreement, the Parties have mutually agreed to modify Section 3.04(g) of the Agreement as provided below to allow the NYISO to comply with Commission Order Nos. 741 and 741-A.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto hereby agree as follows:

AGREEMENTS

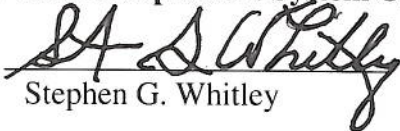
1. Definitions. Capitalized terms not otherwise defined herein have the meanings assigned to such terms in the Agreement.
2. Effective Date. This Amendment shall take effect on the date established by the Commission as the effective date (“**Effective Date**”) in its order accepting this Amendment to the Agreement.
3. Amendments. On the Effective Date, the Agreement shall be amended as follows:
 - (a) The language below that is double underlined is hereby added to the end of Section 3.04(g) of the Agreement:

The ISO does not have a financial interest in any commercial transaction involving the use of the NYS Power System or any other electrical system except to the limited extent required for the ISO to be the single counterparty to market transactions in accordance with the credit requirements for organized wholesale electric markets set forth in Commission Order Nos. 741 and 741-A as codified in 18 C.F.R. § 35.47 (2011) or successor provisions;
4. Ratifications; Continued Effectiveness. The Parties each hereby ratify and confirm that all of the terms and conditions of the Agreement, as modified by this Amendment, are and shall remain in full force and effect.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused this Amendment to Agreement between New York Independent System Operator and Transmission Owners to be executed by their duly authorized representatives as of the dates written below.

New York Independent System Operator, Inc.

By: 
Stephen G. Whitley

Title: President and Chief Executive Officer

Date: April 30, 2012

Orange and Rockland Utilities, Inc.

By: _____

Title: _____

Date: _____

Central Hudson Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Rochester Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Consolidated Edison Company of New York, Inc.

By: _____

Title: _____

Date: _____

Power Authority of the State of New York

By: _____

Title: _____

Date: _____

New York State Electric & Gas Corporation

By: _____

Title: _____

Date: _____

Long Island Lighting Company d/b/a LIPA

By: _____

Title: _____

Date: _____

**Niagara Mohawk Power Corporation d/b/a
National Grid**

By: _____

Title: _____

Date: _____

IN WITNESS WHEREOF, the undersigned have caused this Amendment to Agreement between New York Independent System Operator and Transmission Owners to be executed by their duly authorized representatives as of the dates written below.

New York Independent System Operator, Inc.

By: _____

Title: _____

Date: _____

Orange and Rockland Utilities, Inc.

By: William Longhi

Title: CEO/PRESIDENT

Date: 4-19-12

Central Hudson Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Rochester Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Consolidated Edison Company of New York, Inc.

By: _____

Title: _____

Date: _____

Power Authority of the State of New York

By: _____

Title: _____

Date: _____

New York State Electric & Gas Corporation

By: _____

Title: _____

Date: _____

Long Island Lighting Company d/b/a LIPA

By: _____

Title: _____

Date: _____

**Niagara Mohawk Power Corporation d/b/a
National Grid**

By: _____

Title: _____

Date: _____

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New York Independent System Operator, Inc.

By: _____

Title: _____

Date: _____

Orange and Rockland Utilities, Inc.

By: _____

Title: _____

Date: _____

Central Hudson Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Rochester Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Consolidated Edison Company of New York, Inc.

By: *John J. [Signature]*

Title: *SVP Enterprise Shared Services*

Date: *4/20/12*

Power Authority of the State of New York

By: _____

Title: _____

Date: _____

New York State Electric & Gas Corporation

By: _____

Title: _____

Date: _____

Long Island Lighting Company d/b/a LIPA

By: _____

Title: _____

Date: _____

**Niagara Mohawk Power Corporation d/b/a
National Grid**

By: _____

Title: _____

Date: _____

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New York Independent System Operator, Inc.

By: _____

Title: _____

Date: _____

Orange and Rockland Utilities, Inc.

By: _____

Title: _____

Date: _____

Central Hudson Gas and Electric Corporation

By: M.L. Mos

Title: VP-REGULATORY AFFAIRS

Date: 4.22.2012

Rochester Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Consolidated Edison Company of New York, Inc.

By: _____

Title: _____

Date: _____

Power Authority of the State of New York

By: _____

Title: _____

Date: _____

New York State Electric & Gas Corporation

By: _____

Title: _____

Date: _____

Long Island Lighting Company d/b/a LIPA

By: _____

Title: _____

Date: _____

**Niagara Mohawk Power Corporation d/b/a
National Grid**

By: _____

Title: _____

Date: _____

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By: _____

Title: _____

Date: _____

Orange and Rockland Utilities, Inc.

By: _____

Title: _____

Date: _____

Central Hudson Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Rochester Gas and Electric Corporation

By: Mark L. Lipp

Title: PRESIDENT

Date: 4/24/12

Consolidated Edison Company of New York, Inc.

By: _____

Title: _____

Date: _____

Power Authority of the State of New York

By: _____

Title: _____

Date: _____

New York State Electric & Gas Corporation

By: Mark L. Lipp

Title: PRESIDENT

Date: 4/24/12

Long Island Lighting Company d/b/a LIPA

By: _____

Title: _____

Date: _____

**Niagara Mohawk Power Corporation d/b/a
National Grid**

By: _____

Title: _____

Date: _____

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By: _____

Title: _____

Date: _____

Orange and Rockland Utilities, Inc.

By: _____

Title: _____

Date: _____

Central Hudson Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Rochester Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Consolidated Edison Company of New York, Inc.

By: _____

Title: _____

Date: _____

Power Authority of the State of New York

By: _____

Title: _____

Date: _____

New York State Electric & Gas Corporation

By: _____

Title: _____

Date: _____

Long Island Lighting Company d/b/a LIPA

By:  _____

Title: _____

Date: _____

**Niagara Mohawk Power Corporation d/b/a
National Grid**

By: _____

Title: _____

Date: _____

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By: _____

Title: _____

Date: _____

Orange and Rockland Utilities, Inc.

By: _____

Title: _____

Date: _____

Central Hudson Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Rochester Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Consolidated Edison Company of New York, Inc.

By: _____

Title: _____

Date: _____

Power Authority of the State of New York

By: William J. McLean

Title: SVP - Energy Resource Management

Date: April 17, 2012

New York State Electric & Gas Corporation

By: _____

Title: _____

Date: _____

Long Island Lighting Company d/b/a LIPA

By: _____

Title: _____

Date: _____

**Niagara Mohawk Power Corporation d/b/a
National Grid**

By: _____

Title: _____

Date: _____

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Title: _____

Date: _____

Orange and Rockland Utilities, Inc.

By: _____

Title: _____

Date: _____

Central Hudson Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Rochester Gas and Electric Corporation

By: _____

Title: _____

Date: _____

Consolidated Edison Company of New York, Inc.

By: _____

Title: _____

Date: _____

Power Authority of the State of New York

By: _____

Title: _____

Date: _____

New York State Electric & Gas Corporation

By: _____

Title: _____

Date: _____

Long Island Lighting Company d/b/a LIPA

By: _____

Title: _____

Date: _____

**Niagara Mohawk Power Corporation d/b/a
National Grid**

By: Billy White

Title: Vice President & Controller

Date: 4.23.2012