



December 5, 2014

Carole Sobin  
Vice President and Corporate Secretary  
Consolidated Edison Co. Inc.  
4 Irving Place, New York  
NY 10003

Dear Carole,

We appreciate your commitment to the agreement between Consolidated Edison and As You Sow Foundation, outlined in your memorandum dated December 5, 2014 and set out below:

Con Edison's current gas main replacement goals, as described in the Joint Proposal, are to replace 60, 65, and 70 miles of gas mains, in years 2014, 2015 and 2016 respectively. Con Edison agrees it will publicly recommend and seek regulatory approval, at or before the next rate hearing, that it significantly accelerate the pace of the Company's gas main replacement program above current gas main replacement levels, with the goal of achieving replacement of leak prone cast iron pipelines, as soon as is practically achievable, and that it will engage regulators and stakeholders in a discussion aimed at achieving this goal.

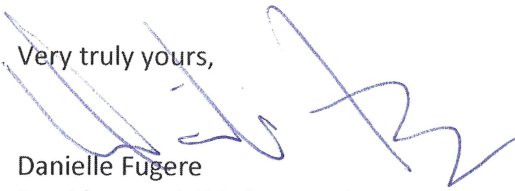
In addition, Con Edison will include the following information in its 2014 Sustainability Report and will incorporate the following information in future Sustainability Reports:

For each year-end:

- The number of miles of cast iron main replacement targeted in the Joint Proposal and actual miles of cast iron main replaced;
- Comparison of the total gas leak backlog to the gas leak backlog goal reported to the Public Service Commission;
- Total outside gas leaks identified, total outside gas leaks repaired, year-end gas leak backlog, and the Public Service Commission year-end required gas leak backlog goal; and
- Estimated reduction in methane emissions resulting from gas main replacement based upon Greenhouse Gas Reporting per foot emission factors for pipe materials, reported also in million metric tonnes of carbon dioxide equivalent (MMTCDE).

We confirm that, in response to the above actions that Consolidated Edison has agreed to undertake, As You Sow Foundation will not file a shareholder resolution with Consolidated Edison in 2014. We appreciate you working with us on this issue.

Very truly yours,

  
Danielle Fugere  
President and Chief Counsel  
As You Sow Foundation