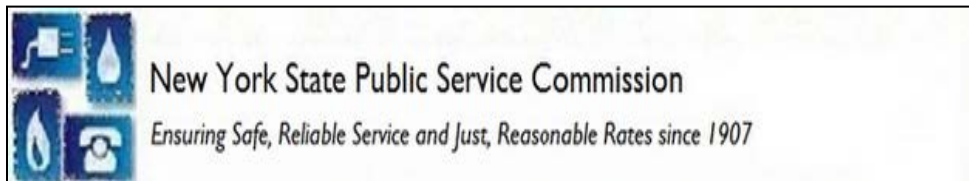


SAGE MANAGEMENT CONSULTANTS, LLC

**PROPOSAL TO CONDUCT
COMPREHENSIVE MANAGEMENT AUDITS OF
NEW YORK STATE ELECTRIC & GAS CORPORATION
AND
ROCHESTER GAS AND ELECTRIC CORPORATION
Case 16-M-0610**

**FOR THE
STATE OF NEW YORK
DEPARTMENT OF PUBLIC SERVICE**

MODIFIED SECTION IX – CONFLICTS OF INTEREST



February 21, 2017

February 21, 2017

Mr. Ronald Vero
Project Manager
New York State Department of Public Service
Three Empire State Plaza
Albany, New York 12223

**Re: PROPOSAL TO CONDUCT COMPREHENSIVE MANAGEMENT AUDITS OF
NEW YORK STATE ELECTRIC & GAS CORPORATION AND ROCHESTER GAS
AND ELECTRIC CORPORATION, CASE 16-M-0610 – MODIFIED SECTION IX –
CONFLICTS OF INTEREST**

Via: Email

Dear Mr. Vero:

SAGE Management Consultants, LLC (SAGE) is pleased to submit this modified Section IX, Conflicts of Interest, as recently requested by the Department of Public Service (DPS) to our proposal to conduct Comprehensive Management Audits of New York State Electric & Gas Corporation (NYSEG) and Rochester Gas and Electric Corporation (RG&E), Case 16-M-0610. This modified section is being submitted in an Adobe Portable Document Format (PDF) file through the DPS's Document and Matter Management (DMM) System.

Please contact us if you need more information regarding this revision.

Sincerely,

SAGE MANAGEMENT CONSULTANTS, LLC



David A. Whitman, CMC
Partner, Engagement Director, and Co-
Project Manager



David P. Vondle, CMC
Partner and Co-Project Manager

Enclosure

IX. CONFLICTS OF INTEREST

Neither SAGE Management Consultants, LLC (SAGE) nor any members of the proposed project team have any current or past professional, personal, or financial relationship with NYSEG, RG&E, Avangrid or their affiliates. While none of the team members hold stock in the company directly, they may hold mutual funds or exchange traded funds that hold stock in the company.

Neither SAGE nor any of the consultants proposed herein have performed work for other organizations associated with the utility industry in New York State, such as, but not limited to, Energy Coalition New York and New York State Independent System Operator, Inc., during the five-year period preceding the date of this proposal.

SAGE, all of its affiliates and principals, and all of the consultants proposed herein agree that they will not perform any work for the utilities or their affiliates during the course of the audits.