

**KEYSPAN CORPORATION  
EXECUTIVE COMMITTEE  
OF THE  
BOARD OF DIRECTORS**

**CHARTER**

**Purpose and Authority**

The Executive Committee shall have and may exercise during intervals between meetings of the Board of Directors, all the powers vested in the Board except for those powers and authorities which, under New York law, are reserved for the Board of Directors, and further subject at all times to limitations by the Board.

**Membership**

The Executive Committee shall be comprised of the Chairman of the Board and a number of directors, as designated by the Board. Unless otherwise provided by the Board, the Chairman of the Board shall be the Chairman of the Executive Committee. Committee members shall be appointed, continued or replaced at the discretion of the Board.

**Administrative Procedures**

The Executive Committee shall meet at as frequently as is deemed necessary.

The attendance of non-members of the Executive Committee is permitted at the invitation of the Executive Committee Chairman. A quorum shall consist of a majority of the members. In the event of the absence of any member or members from a meeting, alternate members may be designated by the Executive Committee Chairman. The Executive Committee Chairman shall report the Committee's activities to the Board.

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This Charter was reviewed and approved by the Board of Directors on March 10, 2004.