

ENERGY EAST CORPORATION  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The primary purposes of the Nominating and Corporate Governance Committee are to identify individuals qualified to become directors, make recommendations to the Board of Directors regarding candidates to be considered to serve as members of the Board of Directors and recommend to the Board of Directors a set of corporate governance guidelines.

Authority

The Nominating and Corporate Governance Committee shall, upon its own initiative or otherwise, take the appropriate actions it deems necessary to fulfill its responsibilities. The Committee shall have and may exercise such other powers, authority and responsibilities as may be determined by the Board of Directors.

Membership

The Nominating and Corporate Governance Committee shall be comprised of at least three members of the Board of Directors, one of whom shall be designated Committee Chairperson. The Committee members and the Chairperson shall be appointed by the Board of Directors. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

Responsibilities

The responsibilities of the Nominating and Corporate Governance Committee include, but are not limited to:

1. Establishing policies and procedures for the nomination process of candidates to the Board of Directors.
2. Making recommendations to the Board of Directors regarding candidates for election as members of the Board of Directors to fill vacancies on the Board caused by retirement, death, inability to serve, resignation, or newly created directorships.
3. Recommending to the Board of Directors on an annual basis the slate of persons to be nominated to the Board of Directors at the next Annual Meeting of Stockholders.
4. Recommending to the Board of Directors appointment of Directors as members of the committees of the Board.

5. Establishing policies and procedures for stockholder communications with members of the Board of Directors.
6. Overseeing an annual evaluation of the Board of Directors.
7. Annually evaluating its own performance.
8. Reviewing and assessing the adequacy of this Charter on an annual basis and recommending any proposed changes to the Board of Directors for approval.
9. Having sole authority to retain any search firm to be used to identify director candidates, including the sole authorization to approve the search firm's fees and other retention terms.
10. Recommending a set of corporate governance guidelines to the Board of Directors.
11. Reporting its activities to the Board of Directors.

Criteria for Nomination as a Candidate to the Board of Directors:

In selecting qualified candidates for nomination to the Board, the Nominating Committee considers criteria such as:

1. The proportion of the Board of Directors who meet the criteria for independence required by the New York Stock Exchange.
2. A candidate's proven record of leadership and experience in the candidate's field.
3. A candidate's broad understanding of business, financial affairs, and complexities of a business organization.
4. A candidate's ability to work with other directors and executives of a corporation in accomplishing a corporation's objectives and representing stockholders.
5. A candidate's ability to devote sufficient time to effectively administer the business affairs of the Corporation.
6. A candidate's educational background and expertise in a special area significant to the operations of the Corporation.
7. The diversity of the Board of Directors.
8. A candidate's strength of character (i.e. honesty, integrity), independence of opinion and sound business judgement.

9. A candidate's history of community involvement and awareness of responsibilities related to employees, customers, and civic and social issues.
10. A candidate's potential for a conflict of interest. A director nominee should have no material interests which are materially adverse to, or in conflict with, the interests of the Corporation.
11. Legal considerations regarding a candidate's potential interlocking directorates.