

## **CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE**

### **PURPOSE**

The purpose of the Corporate Governance Committee (the “Committee”) is:

1. To develop, recommend to the Board, and periodically review the corporate governance principles applicable to the Company;
2. To recommend Board candidates for all directorships by identifying individuals qualified to become Board members in a manner that is consistent with criteria approved by the Board;
3. To recommend that the Board select the Director nominees for the next annual meeting of shareholders;
4. To oversee the evaluation of the Board and management; and
5. To have principal responsibility for recommending revisions to the Corporate Governance Plan, approved by the Board of Directors on July 20, 2004, until its expiration.

### **COMPOSITION**

The Committee shall be comprised of not fewer than three members of the Board, as shall be determined from time to time by the Board. The members of the Committee shall be appointed by the Board. All of the members or any individual member of the Committee may be removed from the Committee without cause by the affirmative vote of a majority of the Board. Each member shall qualify as “independent”, as such term is defined in the Company’s Corporate Governance Policies.

### **RESPONSIBILITIES AND AUTHORITY**

The Corporate Governance Committee has the following responsibilities and authority:

#### *Corporate Governance Principles*

1. In making the recommendations and determinations required of it under this Charter, the Committee shall refer to the Corporate Governance Policies.
2. The Committee shall review the Corporate Governance Policies and each Board committee charter annually, and make recommendations to the Board regarding any amendments thereto.

#### *Board and Committee Membership*

1. Annually, the Committee shall assess the size and composition of the Board in light of the operating requirements of the Company and the current makeup of the Board.

2. The Committee shall develop membership qualifications for the Board and all Board committees. Any assessment of a prospective Board or committee candidate should include, at a minimum, issues of diversity, age, background and training, business or administrative experience and skills, dedication and commitment, business judgment, analytical skills, problem-solving abilities and familiarity with regulatory environment. In addition, the Committee may consider such other attributes as it deems appropriate, all in the context of the perceived needs of the Board or applicable Committee at that point in time.

While it is not necessary that each Director possess all of the below listed criteria, each Director shall contribute some knowledge, experience, or skill in at least one domain that is important to the Company. Such Directors shall possess experience in one or more of the following:

- Management or senior leadership position which demonstrates significant business or administrative experience and skills;
- Accounting or finance;
- The electric utilities or nuclear power industry; or
- Other significant and relevant areas deemed by the Corporate Governance Committee to be valuable to the Company.

3. The Committee shall define specific criteria for Director independence and committee membership in a manner that is consistent with the Corporate Governance Policies and make any necessary independence recommendations regarding committee membership. Notwithstanding the foregoing, it shall be the responsibility of the full Board to make any required independence determination as to members of the Board and each Committee.

4. The Committee shall make recommendations to the Board regarding membership on and removal from committees, taking into account: (i) a prospective candidate's independence, (ii) the qualifications set forth in Section 2 above, (iii) the needs of each committee, (iv) the desires of individual Directors, (v) the suggestions of the Chief Executive Officer ("CEO") and the Chairman, if the Chairman is not the CEO, and (vi) other applicable requirements under NYSE and SEC rules and regulations.

5. The Committee shall monitor compliance with Board and Board committee membership criteria, including on-going compliance with respect to Director independence requirements. Notwithstanding the foregoing, it shall be the responsibility of the full Board to monitor compliance with membership criteria and independence with respect to members of this Committee.

6. The Committee shall coordinate and assist management and the Board in recruiting new members to the Board. Annually, the Committee shall make recommendations for the nomination of director candidates based on the criteria set forth herein and the evolving needs of the Company.

7. The Committee shall investigate and consider suggestions for candidates for membership on the Board, including shareholder nominations for the Board. The Committee will give due consideration to all written shareholder nominations that are (i) submitted in writing to the Committee, in care of the Corporate Secretary of the Company, (ii) received at least 120 days before the publication of the Company's annual proxy statement from a shareholder or group of shareholders owning .5% or more of the voting stock for at least one year, and (iii) accompanied by a description of the proposed nominee's qualifications and other relevant biographical information, together with the written consent of the proposed nominee to be named in the proxy statement and to serve on the Board. The Committee may request additional information regarding any prospective candidate as it deems necessary.

8. In consultation with the CEO, the Chairman and the full Board, the Committee shall search for, recruit, screen, interview and recommend prospective Directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board. The Committee shall be guided by this Charter, the Corporate Governance Policies and other applicable laws and regulations in recruiting and selecting Director candidates. In making its recommendations, the Committee shall consider candidates for directorships proposed by the CEO and, within the bounds of law and practicability, by any other senior executive officer or any Director. So long as shareholders nominating Director candidates shall have complied with the procedural requirements set forth herein, the Committee shall apply the same criteria and employ substantially similar procedures for evaluating shareholder nominees for the Board as it would for evaluating any other Board nominee.

9. The Committee shall undertake the responsibilities delegated to the Committee as set forth in the Corporate Governance Policies.

10. The Committee shall have sole authority, at the Company's expense, to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve the search firm's fees and other retention terms.

#### Evaluation

1. The Committee shall report to the Board concerning its activities.

2. The Committee shall conduct an annual performance evaluation of the Committee and facilitate and oversee the Board of Directors' annual self-evaluation.

3. At least annually, the Committee shall facilitate and oversee the evaluation of the Board, and evaluate the quality, sufficiency and currency of information furnished by management to the directors in connection with Board and committee meetings and other activities of the Directors. The Committee shall delegate the duty to oversee the evaluation of management to the Compensation Committee.

4. The Committee shall ensure the minutes of each meeting be kept and filed with the minutes of the Company.

**AMENDMENT**

This Charter and any provision contained herein may be amended or repealed by the Board.

Revised: September 20, 2005