

CORPORATE GOVERNANCE COMMITTEE CHARTER AMENDED AND RESTATED DECEMBER 16, 2003

Committee Role and Organization

The Corporate Governance Committee of the Board of Directors of Public Service Enterprise Group Incorporated assists the Board in administering the corporate governance practices of the Board and its committees, the selection of Board nominees, and the performance evaluation of the Board and certain committees. The Committee shall consist of independent directors, which shall be appointed and removed from time-to-time by the Board. The Board will also determine the Committee Chair and its members upon the recommendation of this Committee.

Duties and Responsibilities

In carrying out its duties, the Committee will monitor the composition of the Board to assure that it contains a reasonable balance of professional interests, business experience, financial expertise and independent Directors. In doing so, the Committee will consider the qualifications of Board members and will evaluate prospective nominees identified by the Committee or by other Board members, management, stockholders or other sources. The Committee will recommend to the Board, as appropriate, membership changes and nominees to maintain the requisite balance. The Committee shall have the authority to retain and terminate any search firms to be used to identify director candidates, and to approve the search firms' fees and other retention terms. The Committee will also recommend to the Board the membership composition of Board Committees, including the Chair and members of each committee.

The Committee will periodically evaluate the governance practices of the Board and its committees and oversee an annual performance evaluation of the Board and certain committees. It will also conduct an annual performance evaluation of the Corporate Governance Committee. The Committee will also assess the size, structure and composition of the Board and its committees and their governance practices, including interactions with management. The Committee will periodically review the Corporate Governance Principles and recommend appropriate changes. The Committee will make recommendations to the Board to improve the effectiveness of the Board and its committees, as appropriate. The Committee will perform such other duties as are assigned by the Board. The Committee will report its activities to the Board.

The Committee will meet at least two times per year in discharge of its duties. The Committee shall meet in executive session, without management present, at least once per year.