

UIL Holdings Corporation
Corporate Governance and Nominating Committee Charter
(Adopted December 16, 2002, Amended February 23, 2004 and February 28, 2005)

Purpose

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) is to identify individuals qualified to become Board members; to recommend to the Board individuals to serve as directors of the Company and on committees of the Board; to advise the Board with respect to Board composition, procedures and committees; to develop, recommend to the Board and annually review a set of corporate governance principles applicable to the Company; to evaluate and make recommendations to the Board with respect to the compensation of Directors; to oversee the evaluation of the Board and management; and to have such other powers and perform such other duties as the Board may from time to time delegate to it.

Membership

The Committee shall consist of three or more Directors, who shall be appointed annually, and subject to removal at any time, by the Board of Directors. Each Committee member shall meet the independence requirements set forth in the New York Stock Exchange (“NYSE”) listing standards and the Company’s Corporate Governance Guidelines. Each Committee member shall serve until his or her Committee service is terminated by the Board.

Goals and Responsibilities

A. Board Candidates and Nominees

The committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

- a) To develop and recommend to the Board director qualification criteria and establish procedures for evaluating the suitability of potential director nominees. Such criteria shall include the possession of such knowledge, experience, skills, expertise and diversity so as to enhance the Board’s ability to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or NYSE listing standards. The Committee shall also consider the number of other public company boards on which director candidates and nominees sit in determining eligibility for election.
- b) To actively identify and attract candidates for director and to review potential nominees proposed by management, shareholders or others.

- c) To recommend to the Board the director nominees for election by the shareholders or for appointment by the Board, as the case may be, which recommendations shall be consistent with the Board's criteria for selecting new directors.
- d) To review and oversee any orientation programs for newly elected members of the Board and continuing director education programs and to assist the Board in the implementation of such programs.

B. Board Composition and Procedures

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

- a) To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by NYSE listing standards.
- b) To review periodically the size of the Board and to recommend to the Board any appropriate changes.
- c) To make recommendations on the frequency, content and structure of Board meetings.
- d) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

The following shall be the duties and responsibilities of the Committee with respect to the committee structure of the Board:

- a) To make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
- b) To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

- c) To review annually committee assignments and the policy with respect to the rotation of members of the committees and/or chairpersons, and to report any recommendations to the Board. In assessing the membership of the various committees, the Committee shall seek to ensure that a member does not serve for more than six (6) consecutive years on any given committee or more than three (3) years as chairperson of such committee, although it may recommend that a given member serve beyond such period for good reason.
- d) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendations under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

The following shall be the duties and responsibilities of the Committee with respect to corporate governance:

- a) To develop and review periodically, and at least annually, the Corporate Governance Guidelines adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the NYSE, and to recommend any desirable changes to the Board.
- b) To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.
- c) To review significant shareholder relations issues, corporate political contributions and the Company's charitable contributions.

E. Performance Evaluation

The Committee shall annually conduct an evaluation of its own performance and, in light of this, consider changes in its membership, charter or procedures. The Committee shall report to the Board the results of its evaluation, including recommended charter, membership and other changes.

F. Investigations and Studies; Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate any firm to be used to identify director candidates and evaluate director compensation, including sole authority to approve a search firm's fees and other retention terms, such fees to be borne by the Company.

G. Structure and Operation

The Chairman of the Committee shall report to the Board at each meeting of the Board the deliberations, actions and recommendations of the Committee since the last Board meeting.