

## **CHARTER OF THE NUCLEAR COMMITTEE**

### **PURPOSE**

The purpose of the Nuclear Committee (the “Committee”) is to monitor and oversee the Company’s nuclear program and the operation of all nuclear units in which the Company or any of its subsidiaries has an ownership or leasehold interest.

### **COMPOSITION**

The Committee shall be comprised of not fewer than three members of the Board of Directors (the “Board”), as shall be determined from time to time by the Board. The members of the Committee shall be appointed by the Board upon the recommendation of the Corporate Governance Committee of the Board. All of the members or any individual member of the Committee may be removed from the Committee with or 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 Committee has the following responsibilities and authority:

1. The Committee shall review the safety, reliability and quality of nuclear operations.
2. The Committee shall review the effectiveness of management systems for the self-identification of problems and potential problems for prompt and complete corrective actions.
3. The Committee shall review the Company’s nuclear operational and business plans.
4. The Committee periodically shall visit the Company’s nuclear facilities and meet with appropriate station personnel.
5. The Committee shall undertake studies as the Board or Committee may deem appropriate concerning the nuclear activities of the Company.
6. The Committee shall report regularly to the Board concerning its activities.
7. The Committee shall conduct an annual performance evaluation of the Committee.
8. The Committee shall make recommendations to the Board as the Committee feels appropriate in connection with the performance of its responsibilities.

9. The Committee shall meet separately, at least six (6) times per year, with Company management responsible for the Company's compliance with nuclear power rules and regulations to review all issues relating to the Company's compliance with nuclear power rules and regulations.

10. 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This Charter and any provision contained herein may be amended or repealed by the Board.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 15, 2009