

Adopted by the Energy Delivery Oversight Committee on September 11, 2000  
Approved by the Board on September 11, 2000  
Amended by the Board on January 27, 2004  
Amended by the Board on February 26, 2007  
Amended by the Board on December 4, 2007  
Amended by the Board on January 27, 2009  
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Amended by the Board on May 3, 2011  
Amended by the Board on March 12, 2012

**EXELON CORPORATION  
BOARD OF DIRECTORS**

**ENERGY DELIVERY OVERSIGHT COMMITTEE CHARTER**

**ORGANIZATION**

**Membership**

The Committee shall consist of at least three directors of Exelon Corporation (Exelon or the Company). The Board of Directors, upon the recommendation of the Corporate Governance Committee, determines membership annually, and may change the membership at other times. The Board appoints the Committee Chair on the recommendation of the Corporate Governance Committee. The Board fills vacancies in the membership of the Committee upon the recommendation of the Corporate Governance Committee.

**Meetings and Resources**

The Committee meets quarterly, or as frequently as circumstances require. Regular meetings are scheduled in accordance with the annual schedule approved by the Board. The Secretary or an Assistant Secretary records the minutes. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Approval by a majority of the members present at a meeting at which a quorum is present shall constitute approval by the Committee. The Committee may also act by unanimous written consent without a meeting.

The Committee is authorized to retain and terminate, without Board or management approval, the services of one or more independent advisors and consultants, if the Committee deems such assistance necessary or desirable. The Committee has the sole authority to approve such advisors' and consultants' fees and other retention terms. The Company will fund the cost of the Committee's advisors and consultants.

**BASIC FUNCTION AND PURPOSE**

The Energy Delivery Oversight Committee advises and assists the Exelon Board of Directors in fulfilling their responsibility to oversee the Company's investments in Baltimore Gas & Electric Company (BGE), Commonwealth Edison Company (ComEd), PECO Energy Company (PECO), and Exelon Transmission Company LLC (Transco). The Committee also advises and assists the boards of directors of BGE, ComEd, PECO

and Transco and the Chief Executive Officer of Exelon Utilities in fulfilling their respective responsibilities to oversee the safe, reliable and cost effective delivery of energy and related differentiated products and services to consumers.

The Committee monitors BGE, ComEd and PECO performance trends, focusing on matters of major significance to the Company, such as safety, quality of service, costs and efficiencies, customer care and customer satisfaction, public perception and reputation and other issues of a strategic nature or having cross-utility impact .

The Committee reviews use of technologies, infrastructure improvements, and other strategic issues having significant impact on utility capital budgets and resource adequacy to meet utility service obligations.

The Committee also reviews significant legislative, regulatory and investment and revenue recovery strategies or initiatives, focusing on those with potential multi-state or multi-utility impact. The Committee monitors environmental, health and safety performance at BGE, ComEd and PECO.

## **RESPONSIBILITIES**

In performance of its oversight role with respect to BGE, ComEd, PECO and Transco, the Committee shall:

1. Consistent with the Exelon Delegations of Authority and delegations of authority of utility subsidiaries, initially review and/or approve significant capital investments, asset acquisitions and divestitures, and major transactions and initiatives regarding BGE, ComEd, PECO and Transco.
2. Monitor BGE, ComEd and PECO performance trends, focusing on matters of major significance to the Company, such as safety, quality of service, costs and efficiencies, customer care and customer satisfaction, public perception and reputation safety, quality of service, costs and efficiencies, customer care, customer satisfaction, public perception and reputation and other issues of a strategic nature or having cross-utility impact.
3. Oversee the establishment of and compliance with policies and procedures for the management and mitigation of risks associated with the security and integrity of the transmission and distribution assets of BGE, ComEd, PECO and Transco.
4. Review strategic issues involving the BGE, ComEd, PECO and Transco budgets and business plans that may have cross-company impacts.
5. Review issues having significant impact on utility capital budgets and resource adequacy to meet utility service obligations.
6. Review significant legislative, regulatory and investment and revenue recovery strategies (including rate cases), focusing on those with potential multi-state or multi-utility impact.
7. Review significant labor and human relations policies or issues related to BGE, ComEd and PECO, focusing on those with potential cross-utility impact .
8. Monitor environmental, health and safety performance at BGE, ComEd and PECO.

9. Evaluate annually the performance of the Committee in the fulfillment of its functions and the performance of its responsibilities.

### **REPORTING RESPONSIBILITY**

The Chair of the Committee shall report all action taken by the Committee to the full Board at the next regularly scheduled Board meeting following such action. The Committee may also submit reports and recommendations to the BGE, ComEd and PECO Boards and the Chief Executive Officer of Exelon Utilities.