

Adopted by the Genco Oversight Committee on September 11, 2000  
Approved by the Board on September 11, 2000  
Amended by the Board on February 24, 2004  
Amended as of January 25, 2005  
Amended as of February 26, 2007  
Amended as of November 6, 2007  
Approved by the Board on January 29, 2008  
Amended by the Board on January 26, 2010  
Amended by the Board on March 12, 2012

**EXELON CORPORATION  
BOARD OF DIRECTORS**

**GENERATION 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 shall fill 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. Minutes are recorded by the Secretary or an Assistant Secretary. 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 Generation Oversight Committee advises and assists the Board of Directors in fulfilling its responsibilities to oversee the safe and reliable operation of all generating facilities owned or operated by Exelon Generation Company, LLC or its subsidiaries, including those in which Exelon Generation Company, LLC or its direct and indirect subsidiaries has significant equity or operational interests (referred to collectively as the Genco). The Committee also assists the Board in fulfilling its fiduciary responsibilities, if any, in relation to facilities in which the Company has non-operational or minority ownership interests. The Committee reviews potential

acquisitions and divestitures, major investments and changes in strategy regarding the generating stations.

## **RESPONSIBILITIES**

In performance of its oversight role with respect to the Genco, the Committee shall:

### **General Oversight Responsibilities**

1. Consistent with authority delegated to the Committee by the Board of Directors, initially review any significant investments, acquisitions, divestitures, major initiatives or changes in strategy regarding the Genco facilities or power marketing activities.
2. Act on behalf of the full Board of Directors on matters for which the Board has delegated authority to the Committee.
3. Receive and review monthly Senior Management Reports of plant key indicator trends for all generating stations.
4. Monitor the Genco operating performance and key performance indicator results and trends.
5. Receive prompt notification of and monitor significant incidents or events at any generating station.
6. Review the results of major inspections and evaluations by external oversight groups such as the Federal Energy Regulatory Commission, North American Electric Reliability Corporation, and other governmental agencies.
7. Periodically visit and inspect key operating facilities and become familiar with the Genco management team.
8. Receive and review reports from management regarding operations.
9. Oversee the establishment of and compliance with policies and procedures to manage and mitigate risks associated with the security and integrity of Genco's operations and assets.
10. Review and approve major actions and decisions of Genco and its subsidiaries in relation to Genco's interest in Constellation Energy Nuclear Group, LLC (CENG) and CENG subsidiaries, including the exercise of rights and performance of responsibilities under the CENG joint venture agreement and other related agreements..
11. Review the Genco financial performance, compared to budget or plan.
12. Review audit findings related to the Genco operations or personnel, as well as management's response to the audit findings and follow up on implementation plans.
13. Review labor and human relations issues related to the Genco.
14. Review environmental, health and safety issues related to the Genco.
15. Review legal and compliance issues related to the Genco.
16. Review public affairs issues related to the Genco.

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

#### **Specific Nuclear Oversight Responsibilities**

1. Receive and review in a timely fashion the results and reports of each inspection/evaluation by external nuclear oversight groups such as the Nuclear Regulatory Commission and the Institute of Nuclear Power Operations, together with written or verbal reports of management responses, in order to stay abreast of issues and trends affecting Exelon's nuclear facilities and to monitor the performance of Exelon's facilities against industry competitive data.
2. Receive all minutes and reports of the Nuclear Safety Review Boards (NSRB) and meet periodically with the chairs and/or members of the NSRBs.
3. Receive and review the periodic reports of, and periodically meet with, the Nuclear Oversight Department.

#### **REPORTING RESPONSIBILITY**

The Chair of the Committee shall report all action taken by the Committee and, as appropriate, any other matters, to the full Board at the next regularly scheduled Board meeting following such action and shall report to the full Board, as appropriate, any emergent matters that arise between Board meetings.