CONSOLIDATED EDISON, INC.

BOARD OF DIRECTORS

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

Statement of Purpose

The purpose of the Corporate Governance and Nominating Committee (the "Committee") as a standing Committee of the Board of Directors is to develop the elements of an effective Board for the Company. These elements include developing and recommending effective principles for Board governance, developing Board policies and procedures for operation and organization of the Board that will maximize its effectiveness, and identifying candidates for membership on the Board and recommending to the Board Director nominees for each annual meeting.

Organization and Membership

The Committee will be organized and conduct itself as follows:

(A) The Board of Directors will annually appoint the members of the Committee, consisting of three (3) or more persons, one of whom will be designated as both chairperson of the Committee and Lead Director of the Board of Directors. Each member of the Committee will meet all applicable independence requirements of the New York Stock Exchange ("NYSE"). The members of the Committee may be removed at any time by a majority vote of the Board present to vote on such action. The Committee member who is the subject of such removal vote will be ineligible to vote on the matter. Upon the recommendation of the Committee, the Board will fill any vacancy at its next regularly scheduled meeting after such vacancy occurs.

(B) In order to discharge its responsibilities, the Committee will meet at least three (3) times each year, with additional meetings scheduled as determined by the Chair of the Committee. The Chair of the Committee will report to the Board after each meeting of the Committee.

(C) The Chair of the Committee will be responsible for establishing the agendas for meetings of the Committee. The agenda, together with materials relating to the subject matter of each meeting, will, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

(D) A majority of the members of the Committee, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

(E) The Committee may meet by conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and may take action by unanimous written consent.

Duties and Responsibilities

The Committee will:

(A) Recommend to the Board a set of Corporate Governance Guidelines addressing, the size, composition and responsibilities of the Board of Directors and its Committees, including oversight of the evaluation of the Board and management. The Committee will annually review the Corporate Governance Guidelines adopted by the Board, and make recommendations, if appropriate, for revisions or additions;

(B) Establish and recommend to the Board criteria for selecting new Directors which, at a minimum, will reflect requirements of applicable law and the listing standards of the NYSE, as well as a candidate's integrity, judgment, business experience, areas of expertise and availability for service, factors relating to the composition of the Board (including its size and structure) and the Company's principles of diversity;

(C) Review the qualifications of possible Director candidates against the criteria developed, including candidates duly suggested by shareholders. For those candidates that are not also officers of the Company, the Committee will assess whether the proposed candidate also meets the independence requirements of law and the listing standards of the NYSE;

(D) Recommend to the Board candidates for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Guidelines and this charter;

(E) Review the qualifications of current Directors and recommend to the Board candidates and chairs for appointment to the Board's Committees. The Committee will assess, and make a recommendation to the Board regarding, whether potential Committee members meet applicable independence and other Committee membership requirements and whether any potential Audit Committee members meet the applicable Securities and Exchange Commission (“SEC”) definition of Audit Committee financial expert;

(F) Recommend to the Board standards to assist it in making determinations of independence in accordance with the listing standards of the NYSE;

(G) Establish a policy (the “Related Person Transaction Policy”) which includes procedures for the review, approval and ratification of related person transactions, as defined in applicable SEC rules. Review and approve related person transactions in accordance with the Related Person Transaction Policy;

(H) Upon any personal or professional development that could be expected to affect a Director's independence or service on the Board, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Guidelines, the continued Board membership of such Director;

(I) Review Board and Committee compensation bi-annually and recommend changes, if appropriate, to the Board;

(J) Establish criteria and processes for the annual performance self-evaluation of the Board and each committee of the Board. In discharging this responsibility, the Committee will solicit comments from all Directors and report annually to the Board on the results of the evaluation. After the performance self-evaluations, each evaluation will be discussed with the Board, and the Committee will discuss with the Board follow-up matters as appropriate, including corrective actions identified in the Board and committee self-evaluations, the need to amend the Corporate Governance Guidelines, and the need to modify the self-evaluation process;

(K) Oversee the Company's management of such risks that have been identified through the Company's enterprise risk management program, relating to the purpose, duties and responsibilities of the Committee, as described in this Charter;

(L) Conduct an annual performance self-evaluation of the Committee and report to the Board the results of the self-evaluation;

(M) Recommend to the Board an annual schedule of Board meetings prior to the start of each calendar year;

(N) Periodically review the development and implementation of Director Orientation and Continuing Education Programs; and

(O) Annually review its charter and recommend any proposed changes to the Board.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties.

The Committee will have sole authority to retain and terminate search firms to be used to identify director candidates, counsel, and other advisors as it deems appropriate, and to review and approve the fees, which will be at the Company's expense, and other retention terms of any advisors retained by the Committee.

Revised effective February 18, 2010

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