

**PSEG**  
**FOSSIL GENERATION OPERATIONS OVERSIGHT COMMITTEE CHARTER**  
**AMENDED AND RESTATED DECEMBER 15, 2009**

Committee Role and Organization

The Fossil Generation Operations Oversight Committee (the “Committee”) of the Board of Directors of Public Service Enterprise Group Incorporated (the “Corporation”) provides the Board with an independent basis for evaluating the safety and effectiveness of the fossil generation operations of PSEG Fossil LLC and PSEG Energy Holdings. Attention is to be provided to safety, plant performance, regulatory matters, large construction projects and improvement in operations, as well as an evaluation of overall management attention to safety and progress in resolving open issues that may arise from time to time, and to improvement in operations.

The Committee shall have open and free access to information, may require any officer or employee of the Corporation or its subsidiaries to furnish it with information, documents or reports that it deems necessary or desirable to carry out its business, and is empowered to investigate any matter involving the Corporation or its subsidiaries. The Committee may retain appropriate resources to assist it in discharging its responsibilities.

The Committee shall consist of from three to six members of the Board who shall not be officers or employees of the Corporation. The members may be appointed and removed from time to time by the Board. A Chairperson shall be designated by the Board of Directors, upon recommendation of the Corporate Governance Committee.

The Committee shall meet at least three times per year in the discharge of its duties. The Committee shall meet in executive session at each meeting, unless waived by the Committee.

Committee Duties and Responsibilities

The Committee, to assist the Board in the discharge of its responsibilities related to the operation and construction of fossil generating facilities will:

- Receive and review reports from officers and employees who have responsibility for operation and construction of fossil generating facilities.
- Monitor the operating performance of generation including key performance indicator results and trends, and any significant incidents or events at any fossil generating station.
- Review major construction projects.
- Periodically visit key operating facilities and become familiar with the fossil management team.
- Review labor and human relations issues related to fossil operations.
- Review environmental, health and safety issues related to fossil operations.

- Review legal and compliance issues related to fossil operations.
- Review the results of major inspections, evaluations by external oversight groups and management's response thereto.
- Receive prompt notification of any significant incidents or events at any fossil generating station.
- Conduct an annual performance evaluation of the Fossil Generation Operations Oversight Committee.
- Periodically review the adequacy of the Fossil Generation Operations Oversight Committee Charter and recommend appropriate amendments to the Corporate Governance Committee and the Board for approval and adoption, respectively, as required.
- Review Committee Calendar annually and determine meeting schedule for the succeeding year.
- Perform such other duties as are assigned by the Board.
- Report its activities to the Board.