

COBB ELECTRIC MEMBERSHIP CORPORATION

GOVERNANCE AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER

The Governance and Corporate Responsibility Committee (the “Committee”) of Cobb Electric Membership Corporation, a Georgia electric membership corporation (the “Company”), is a committee of the Board of Directors of the Company (the “Board”), the composition, responsibilities and duties of which are described in this Governance and Corporate Responsibility Committee Charter (the “Charter”).

1. Responsibilities

The Committee’s primary responsibilities shall consist of the following:

(a) the Committee shall be responsible for evaluating the Company’s corporate governance policies, developing for adoption by the Board a set of formal, written guidelines for corporate governance and periodically reevaluating such policies and guidelines for the purpose of suggesting improvements to them, if appropriate; and

(b) the Committee shall be responsible for oversight of the Company’s position on corporate social responsibilities and issues of public significance that affect the Company’s members and other key stakeholders.

2. Composition of the Committee

The Committee shall consist of four (4) or more directors. The Committee shall be composed entirely of independent directors, each of whom is determined by the Board to be independent under the rules of The New York Stock Exchange and under any additional independence standards adopted by the Board.

The members of the Committee shall serve at the pleasure of the Board or until their successors shall be duly designated. Vacancies in the Committee shall be filled by action of the Board.

3. Duties

The Committee, subject to approval by the entire Board, where appropriate, shall have the following duties:

Evaluation:

(a) The Committee shall conduct an annual evaluation of its performance.

(b) The Committee shall conduct an annual evaluation of the independence of each Board member and the effect of any relationships that might impair independence and report to the Board with respect to each Board member’s independence.

Board Member Education: The Committee, together with management, shall develop and maintain a director orientation program for new Board members and shall arrange for appropriate educational programs for directors on an ongoing basis.

Corporate Governance:

(a) The Committee is responsible for evaluating, formulating and recommending to the full Board corporate governance policies designed to improve the Board's performance in its oversight function.

(b) The Committee shall monitor developments, trends and best practices in corporate governance and, from time to time, review the governance structures and procedures of the Company and suggest improvements thereto, if appropriate. Such improvements, if adopted by the full Board, shall be incorporated into the written guidelines.

Corporate Responsibility:

(a) The Committee shall review the Company's policies, programs and practices regarding its relationships with employees, members, customers, suppliers and the communities in which it operates, including, without limitation, those regarding:

- (i) environmental protection, health and safety issues;
- (ii) legislative and regulatory issues affecting the Company's businesses and operations;
- (iii) community, government and regulatory relations; and
- (iv) charitable and philanthropic contributions.

(b) The Committee shall review with management the Company's reputation among external constituencies.

(c) The Committee shall bring to the attention of the Board, as appropriate, emerging political, social and environmental trends and public policy issues that may affect the business operations, performance or public image of the Company.

4. Operations of the Committee

Schedule of Meetings: In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required.

Conduct of Meetings: A quorum at any Committee meeting shall be a majority of its members. All determinations of the Committee shall be made either at a meeting duly called and held, at which a quorum is present and acting, or by a written consent to the actions taken signed by all of the members of the Committee.

Agendas: The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting.

5. Other Duties

The Committee shall also carry out such other duties not provided for in this Charter that may be delegated to it by the Board from time to time.

6. Reporting

The Committee shall keep written minutes of each Committee meeting, which shall set forth the Committee's actions as required by this Charter and shall be duly filed in the Company's records. Reports of meetings of the Committee, including a report of all actions taken, shall be made to the Board at its next regularly scheduled meeting following the Committee meeting, accompanied by any recommendations to the Board approved by the Committee.

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Adopted and effective as of September 4, 2008.