

Special Committee Charter

February 19, 2020

1. Purpose

The Special Committee (the “Committee”) of Avangrid, Inc. (the “Corporation”) is a committee of the board of directors of the Corporation (the “Board of Directors”) appointed to carry out the responsibilities delegated by the Board of Directors relating to oversight of the New England Clean Energy Connect Project (the “NECEC Project”). This Charter sets forth the principles of action and the internal operating procedures for the Committee.

2. Committee Membership

The Committee shall consist of at least three directors. The members of the Committee shall be appointed and removed by the Board of Directors. A majority of members constitutes a quorum.

3. Committee Authority and Responsibilities

The Committee will have the following authority and responsibilities, in addition to any other matters expressly delegated to the Committee by the Board of Directors from time to time:

- a) The Committee shall assist the Board of Directors in fulfilling its responsibilities related to oversight of the NECEC Project.
- b) To the extent permitted by law, the Committee shall have and may exercise the powers of the Board of Directors to act upon all matters related to the NECEC Project that is not reserved for the governing bodies of Avangrid Networks, Inc. or NECEC, LLC.
- c) The Committee may access such information, documents, contracts, etc. of any nature as it may deem necessary to perform its duties.
- d) The Committee shall have the authority to retain and obtain the advice and assistance of outside legal counsel and other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter and shall set the compensation, and oversee the work, of such outside legal counsel and other advisors.
- e) The Committee shall make regular reports to the Board of Directors.

4. Committee Meetings

The Committee will meet as many times as necessary, in the sole discretion of the Chairman of the Committee. In addition, the Committee shall meet at the request of a majority of its members or the Chairman of the Board of Directors. The Chairman of the Committee may request, through the Chairman of the Board of Directors, the attendance of any member of the Board of Directors at the meetings of the Committee. The Chairman of the Committee may also request, through the Secretary of the Board of Directors, the attendance of any officer, manager, or employee of the Corporation as well as of any member of the management decision-making bodies of the companies in which the Corporation has an interest whose appointment has been proposed by the Corporation, provided that there is no legal impediment thereto.



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