



Climate Change Committee Charter

April 26, 2004

Committee's Purpose

The Climate Change Committee (the "Committee") shall assist management in (1) monitoring the science of climate change, (2) addressing stakeholder inquiries regarding the Company's position on climate change, (3) monitoring the Company's voluntary measures to reduce greenhouse gases ("GHG"), and (4) overseeing development of GHG emission reductions from sequestration activities through enhanced oil recovery projects. The Committee will report annually to the Board of Director's Nominating and Corporate Governance Committee as part of that committee's annual review of governance matters so that the Board can assess how the Company is evaluating and responding to climate change issues.

Committee Membership

The Committee shall consist of officers and employees representing various disciplines. Sufficient membership representation by environmental, legal, operations, marketing, financial, corporate planning and public relations staff are required to meet the Committee Goals.

Meetings

The Committee shall meet, in full or in part, on a quarterly basis or more frequently, as necessary, to carry out its goals and responsibilities. Any Committee member may request a meeting of the committee to achieve a specific goal. Any committee members not present shall be advised via email of the results of the meeting. The Committee shall meet periodically with management to obtain guidance on path-forward activities regarding climate change initiatives.

Committee Goals

1. The Committee shall recommend to management Company actions regarding climate change.
2. The Committee shall oversee the development and implementation of a Management Plan to address greenhouse gas emissions.
3. The Committee shall oversee the development and implementation of protocols to identify GHG emission reductions and calculate baseline corporate-wide operated facility emissions; annually thereafter.

4. The Committee shall assess issues related to GHG emission reductions and make recommendations for management's approval in an effort to maximize the commercial value of GHG emissions reductions and minimize the financial exposure from corporate-wide GHG emissions reduction balances.
5. The Committee will review and assess the adequacy of this Charter annually and recommend changes, if any, to management for approval.