

**BILL BARRETT CORPORATION**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**(Approved June 10, 2004)**

**(Revisions approved February 26, 2010)**

**Purpose**

The Nominating and Corporate Governance Committee is appointed by the Board (1) to assist the Board by identifying and considering qualified candidates to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders, and, when appropriate, director appointees to take office between annual meetings; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company and revisions to the Guidelines; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board director nominees for each committee.

**Committee Membership**

The Nominating and Corporate Governance Committee shall consist of a number of members, each of whom shall be a director of the Company, fixed from time to time by the Board of Directors. The members of the Nominating and Corporate Governance Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Nominating and Corporate Governance Committee shall be appointed and replaced by the Board.

**Committee Authority and Responsibilities**

1. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating and Corporate Governance Committee also shall have authority to obtain advice and assistance from management, internal or external legal, accounting or other advisors, any costs of which shall be borne by the Company.
2. The Nominating and Corporate Governance Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
3. The Nominating and Corporate Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Nominating and Corporate Governance Committee shall annually review its own performance.

4. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
5. The Nominating and Corporate Governance Committee should, when it deems appropriate, make an annual or earlier report to the Board of Directors on succession planning. The Committee shall work with the entire Board of Directors to nominate and evaluate potential successors to the Chief Executive Officer.
6. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees of one or more members of the Nominating and Corporate Governance Committee when appropriate.
7. The Nominating and Corporate Governance Committee shall make regular reports to the Board.
8. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. The Nominating and Corporate Governance Committee shall review and make recommendations to the Board concerning proposals received from stockholders for consideration at meetings of stockholders and inclusion in the Company's proxy statements.
10. The Nominating and Corporate Governance Committee shall review and approve the Company's delegation of authority policies and other policies necessary to implement the Company's internal controls and procedures concerning financial reporting and disclosures under the Securities Exchange Act of 1934, as amended.

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