

APACHE CORPORATION
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose of Committee

The Corporate Governance and Nominating Committee (the “Committee”) shall provide assistance to the board of directors of Apache Corporation (the “Company”) in fulfilling its responsibilities by identifying individuals qualified to become directors and recommending to the board of directors candidates for all directorships to be filled by the board of directors or by the stockholders of the Company. The Committee shall also assist the board of directors in identifying directors qualified to serve on the committees established by the board of directors and recommending to the board of directors members for each committee to be filled by the board of directors. The Committee will also take a leadership role in shaping the corporate governance of the Company, including by developing and recommending to the board of directors a set of corporate governance principles applicable to the Company, covering matters such as (i) board organization, membership, and function, (ii) committee structure and membership, and (iii) a code of business conduct dealing with such matters as the ethical conduct of the Company’s business and the prohibition of conflicts of interest for directors, officers, and employees.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

Board Composition

1. The Committee shall establish criteria for selection of potential directors, taking into account all factors it considers appropriate, which may include judgment, skill, diversity, experiences with businesses and other organizations of comparable size, the interplay of the candidate’s experiences with the experience of other directors, and the extent to which the candidate would be a desirable addition to the board of directors and any committees of the board.
2. The Committee shall identify and select individuals believed to be qualified as candidates to serve on the board of directors and recommend to the board of directors candidates to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of the stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the board of directors), the Committee shall recommend to the board of directors an individual to fill such vacancy either through appointment by the board of directors or through election by the stockholders. In the case of a director nominee to fill a board vacancy created by an increase in the size of the board of directors, the Committee shall make a recommendation to the board of directors as to the class of directors in which the individual should serve. The Committee may consider candidates proposed by management, but is not required to do so. In fulfilling its responsibilities as outlined above, the Committee shall consult from time to time, as appropriate, with the Chairman of the board of directors.

The Committee shall have the power and authority to conduct or authorize studies and investigations into any matter of interest or concern within the scope of its responsibilities that the Committee deems appropriate, and shall have the sole authority to retain any search firm, consultants, or other experts to assist in the conduct of any such study or investigation, including the authority to approve fees payable to such experts and any other terms of retention.

3. The Committee shall recommend members of the board of directors to serve on the committees of the board of directors, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members. In fulfilling this responsibility, the Committee shall, as appropriate, consult with the Chairman of the board of directors.
4. The Committee shall periodically review the charter and composition of each committee of the board of directors and make recommendations to the board of directors for the creation of additional committees or the elimination of board committees.
5. The Committee shall evaluate and ensure the independence of each member of each committee of the board of directors required to be composed of independent directors

Corporate Governance

6. The Committee shall develop and recommend to the board of directors a set of corporate governance principles appropriate for the Company and consistent with the applicable laws, regulations, and listing standards. The Committee shall periodically review the Company's governance principles, shall keep abreast of developments with regard to corporate governance, and shall make recommendations to the board of directors for changes in the principles as in its judgment may be appropriate.
7. The Committee shall review and make recommendations to the board of directors regarding stockholders' proposals that relate to corporate governance.
8. The Committee shall develop and recommend to the board of directors a code of conduct for the Company's directors, officers, and employees. The Committee shall periodically review the Company's code of conduct and shall make recommendations to the board of directors for changes in the code as in its judgment may be appropriate. The Committee shall be responsible for granting any waivers from the code of conduct for the Company's executive officers and directors, as set forth in the code.

9. At least annually, and as circumstances otherwise dictate, the Committee shall oversee evaluations of the board of directors and its committees.
10. Review on an ongoing basis all related party transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404 for potential conflict of interest situations and approve all such transactions.

Review and Reporting

11. The Committee shall ensure that the Company makes all appropriate disclosures regarding the process for nominating candidates for election to the board, including any process for stockholder nominations, the criteria established by the Committee for candidates for nomination for election to the board, and any other disclosures required by applicable laws, regulations, or listing standards.
12. The Committee shall report regularly to the board of directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the board of directors may take the form of an oral report by the Committee's chairman or any other member of the Committee designated by the Committee to make such report.

Member Qualifications and Appointment

The Committee shall be comprised of at least two (2) members of the board of directors, each of whom shall be "independent" under the criteria set by any applicable law, regulation, and/or listing standard. Each of the elected members of the Committee shall be elected for a one-year term. The election of members of the Committee shall be held each year at the first meeting of the board of directors following the annual meeting of stockholders. Should a member of the Committee for any reason be unable to serve for the term to which he or she was elected, the vacancy may be filled by a majority vote of the board of directors at its next meeting.

Any member of the Committee may be removed by the board of directors at any time, with or without cause.

Chairman and Secretary of the Committee

The chairman of the Committee shall be appointed by the board of directors for a one-year term coinciding with the chairman's term as a member of the Committee. The secretary of the Committee shall be elected by the members of the Committee.

Delegation to Subcommittee

The Committee may, in its discretion, if allowed by applicable laws, regulations and/or listing requirements, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee composed of at least two members.

Meetings

The Committee shall meet at least once each fiscal year or more frequently if circumstances dictate, to carry out the duties and responsibilities of the Committee and discuss and prepare the evaluation required by this Charter. The Committee may request any officer or employee of the Company or the Company's outside counsel or outside auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Committee shall maintain minutes or other records of meetings of the Committee.

Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

Disclosure of Committee Charter, Code of Business Conduct, and Corporate Governance Guidelines

This Charter shall be made available on the Company's website at www.apachecorp.com. The Company's code of business conduct and principles of corporate governance shall also be available on the Company website.

Amendment

Any amendment or other modification of this charter shall be made and approved by the board of directors.

02/05/2004