

# CALPINE CORPORATION

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

This document sets forth the Charter of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Calpine Corporation (the “Company”).

### I. MISSION STATEMENT

**The Nominating and Governance Committee will assist the Board to uphold the highest standards of corporate governance practices and business ethics in both its membership and governance guidelines.**

### II. COMMITTEE MEMBERSHIP

The Board shall have sole authority to appoint and remove members of the Committee. The Committee shall consist of no fewer than three members, each of whom shall meet the independence requirements of the New York Stock Exchange and such other independence requirements, if any, as may be established by the Company’s Corporate Governance Guidelines. Each year, following the Company’s Annual Meeting, the Committee shall elect a Chairman of the Committee, who may be the incumbent Chairman or another member of the Committee.

### III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. Assess Corporate Governance Guidelines. The Committee shall, from time to time, as the Committee deems appropriate, but no less frequently than annually, review and assess the adequacy of the Company’s Corporate Governance Guidelines and recommend to the Board for approval any changes that the Committee considers appropriate. To fulfill this responsibility, the Committee shall endeavor to remain informed on corporate governance practices generally, including emerging trends among comparable companies.

2. Evaluate the Size of the Board. Following the end of each fiscal year, the Committee (i) shall evaluate the size and composition of the Board in light of the operating requirements of the Company and existing corporate governance trends, including consideration of appropriate areas of expertise to be represented on the Board, and (ii) shall report its findings and any recommendations to the Board.

3. Evaluate the Committees of the Board. Following the end of each fiscal year, the Committee shall (i) evaluate the size, composition, membership qualifications, scope of authority, responsibilities, and reporting obligations of each committee of the Board and (ii) shall report its findings and any recommendations to the Board.

4. Evaluate the Quality of Performance of the Board, the Committees and Individual Board Members. The Committee shall evaluate the quality of the performance of the Board, assist each committee of the Board (including the Nominating and Corporate Governance

Committee) in performing self-assessments, and individual Board members and shall receive and review all comments from Board members and others regarding such performance. The Committee shall report and discuss such evaluation, review and comments with the Board following the end of each fiscal year, as applicable, and shall make any recommendations to the Board that the Committee deems appropriate to improve effectiveness.

5. Evaluate Director Compensation. The Committee shall consider the appropriate levels of director compensation and an appropriate director compensation program and shall make recommendations to the Board regarding the same.

6. Prepare Director Eligibility Guidelines. The Committee shall develop and recommend for approval by the Board written eligibility guidelines for directors that are designed to ensure compliance with all applicable legal requirements and the New York Stock Exchange listing requirements. The Committee shall review the eligibility guidelines from time to time as requested by the Board or as the Committee deems necessary or appropriate.

7. Evaluate Director Candidates. The Committee shall evaluate and recommend to the Board for nomination for reelection any existing director whose term is expiring at the next Annual Meeting of Stockholders and shall identify, evaluate, and recommend to the Board for nomination any new candidates for election as directors at the Annual Meeting of Stockholders, including consideration of prospective candidates proposed for consideration by management or by any stockholder.

8. Recommend Candidates for Vacancies. If, during the course of a year, a vacancy occurs, or if the Committee becomes aware of a pending vacancy, and the Board determines that the vacancy shall be filled by the Board, the Committee shall recommend to the Board a qualified individual for appointment by the Board to serve as a director until the next Annual Meeting of Stockholders.

9. Engage Director Search Firm. In performing its responsibilities under paragraphs 7 and 8 above, the 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.

10. Director Orientation and Training. The Committee shall be responsible for new director orientation and continuing education and training for directors.

11. Review Service on Other Boards. The Committee shall review the service of Board members on the board of directors of any other public company for the purpose of evaluating conflicts of interest.

12. Evaluate Stockholder Proposals. The Committee shall (i) evaluate each stockholder proposal submitted for inclusion in the Company's proxy materials to determine whether the proposal is eligible for inclusion based on compliance with substantive and procedural requirements of the Company's Bylaws, Delaware corporate law, and the Securities and Exchange Commission proxy rules and (ii) shall either recommend to the Board whether the Company shall support or oppose the proposal, or refer the matter to another Committee, as appropriate depending upon the subject of the proposal, for such review and recommendation.

13. Review Performance of the CEO and other Executives. The Committee, in conjunction with the Compensation Committee, shall conduct an annual review of the performance of the Chief Executive Officer and shall oversee the annual reviews of the performance of other executives to ensure that it is consistent with the short-term and long-range goals of the Company.

14. Evaluate Management Succession Plans. The Committee shall periodically review and advise the Board regarding the Company's management succession plans.

15. Review Stockholder Rights Plan. The Committee shall periodically review and advise the Board regarding the appropriateness of the Company's Stockholder Rights Plan, if any, as a whole and its specific terms.

16. Engage Advisors. In carrying out its duties and responsibilities under this Charter, the Committee shall have authority to obtain the advice and assistance of internal or external legal, accounting and other advisors.

17. Review Charter. The Committee shall review and assess this Charter annually and recommend any proposed changes to the Board.

#### **IV. Meetings and Minutes**

The Committee shall hold meetings, in person or by telephone, at such times and with such frequency, as it deems necessary to carry out its duties and responsibilities under this Charter. Special meetings of the Committee may be called by the Chairman of the Board or the President of the Company or by the Chairman of the Committee, with notice of any such special meeting to be given in accordance with the Company's Bylaws. A majority of the members of the Committee shall constitute a quorum for the transaction of business by the Committee. At the discretion of the Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee.

The Committee also may act by unanimous written consent in accordance with the terms of the Company's Bylaws.

Minutes of each Committee meeting and records of all other Committee actions shall be prepared by the Secretary of the Company or, if the Secretary is not present at the meeting, any person appointed by the Chairman of the Committee, and shall be retained with the permanent records of the Company.

The Committee shall report to the Board, no later than the next regular Board meeting, all decisions made and actions taken by the Committee.

#### **V. Adoption and Amendment**

This Charter has been adopted by, and may be amended at any time or from time to time, in whole or in part, solely by a resolution adopted by the Board.