

EVERGREEN RESOURCES, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Nominating and Governance Committee is appointed by the Board of Directors to (1) assist the Board in identifying individuals qualified to become Board members consistent with criteria approved by the Board and to recommend to the Board director nominees for election by the shareholders; (2) develop and recommend to the Board corporate governance, conflicts of interest and business ethics policies, principles, codes of conduct and guidelines applicable to the Company; (3) oversee the annual review of the Board's performance; and (4) serve as the Company's Qualified Legal Compliance Committee for the purpose of Section 307 of the Sarbanes-Oxley Act of 2002 and the Securities and Exchange Commission's standards for professional conduct for attorneys appearing and practicing before the Commission in the representation of the Company, 17 C.F.R. Part 205 ("Part 205").

II. MEMBERSHIP AND PROCEDURE

The Nominating and Governance Committee shall consist of no fewer than three members. Each member of the Nominating and Governance Committee shall meet the independence requirements of the Company's Corporate Governance Guidelines, the rules of the New York Stock Exchange and any other applicable requirements. The Board shall appoint the members of the Nominating and Governance Committee and may remove such members at any time. The members of the Nominating and Governance Committee shall serve until their successors are appointed and qualify or until their earlier death, resignation or removal. The Board shall designate the Chairman of the Nominating and Governance Committee or, if it fails to do so, the members of the Nominating and Governance Committee shall elect a Chairman by majority vote. The Board shall have the power at any time to change the size and membership of the Nominating and Governance Committee and to fill vacancies in it, provided that any new member satisfies the independence requirements set forth in the Company's Corporate Governance Guidelines, the rules of the New York Stock Exchange and any other applicable requirements. The Nominating and Governance Committee shall meet at least two times per year and at such additional times as may be necessary to carry out its responsibilities. Except as expressly provided in this Charter, the bylaws of the Company or the Corporate Governance Guidelines of the Company, the Nominating and Governance Committee shall fix its own rules of procedure.

III. AUTHORITY AND RESPONSIBILITIES

- A. *Nominating.*** The Nominating and Governance Committee shall:
1. Develop policies regarding the size and composition of the Board and its committees and qualification criteria for Board members.
 2. Actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board.

3. Have the sole authority to retain and terminate any search firm or other entity to be used to identify director candidates and to approve the entity's fees and other retention terms.
4. Receive and review recommendations concerning possible candidates for election to the Board, including self-nominations, nominations from shareholders and other third-party nominations, in accordance with the general and specific criteria set forth below or determined as provided below:
 - (a) General Criteria. Director selection should include at least enough independent directors to satisfy the minimum proportion of independent directors to total directors required by the Company's Corporate Governance Guidelines, the rules of the New York Stock Exchange and other applicable regulatory requirements, and such independent director nominees should have appropriate skills, experiences and other characteristics to provide qualified persons to fill all Board committee positions required to be filled by independent directors. Each director should:
 - (i) Be an individual of the highest character, judgment and integrity and have an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others;
 - (ii) Be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
 - (iii) Be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committee member (including developing and maintaining sufficient knowledge of the Company and its industry; reviewing and analyzing reports and other information important to Board and committee responsibilities; preparing for, attending and participating in Board and committee meetings; and satisfying appropriate orientation and continuing education guidelines); and
 - (iv) Demonstrate the capacity and desire to represent the balanced, best interests of the shareholders as a whole and not primarily a special interest group or constituency.
 - (b) Specific Criteria. In addition to the foregoing general criteria, the Nominating and Governance Committee shall develop, reevaluate at least annually and modify as appropriate a set of specific criteria outlining the skills, experiences (whether in business or in other areas such as public service, academia or scientific communities), particular areas of expertise, specific backgrounds and other characteristics that should be represented

on the Board to enhance the effectiveness of the Board and Board committees.

- (i) These specific criteria should take into account any particular current needs of the Company based on its business, size, ownership, growth objectives, community, customers and other characteristics and will need to be adjusted and refocused as these Company characteristics change and evolve.
 - (ii) These specific criteria also should reflect the Company's belief that diversity of background and experience provides additional perspectives that are helpful.
 - (iii) The Nominating and Governance Committee should prepare at least annually a list of any specific criteria so identified that are not adequately represented on the Board. When practical, the Committee should indicate the most significant deficiencies that should be given the highest priority in recruiting new director candidates possessing the missing criteria;
5. Develop policies and procedures for consideration of director candidates recommended by shareholders (in accordance with the Company's bylaws and applicable laws and regulations).
 6. Recommend to the Board individuals for vacancies occurring from time to time on the Board, including vacancies resulting from an increase in the size of the Board.
 7. Recommend to the Board the slate of nominees to be proposed by the Company for election at each annual meeting of shareholders (with such process to include, but not be limited to, an evaluation of whether it is appropriate for current members of the Board to re-nominate for future term(s)).
 8. Recommend to the Board the appointment and removal of Board members to committees of the Board and the designation of committee chairs.

B. *Corporate Governance.* The Nominating and Governance Committee shall:

1. Develop and recommend to the Board a set of corporate governance, conflicts of interest and business ethics policies, principles, codes of conduct and guidelines for the Company and its directors, officers, employees and agents.
2. Review and reassess at least annually the adequacy of the Company's corporate governance, conflicts of interest and business ethics policies, principles, codes of conduct and guidelines in light of emerging issues and developments related to corporate governance and other factors and formulate and recommend any proposed changes to the Board for approval.
3. Generally advise the Board as a whole on corporate governance matters.

4. Review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Annually review its own performance.
6. Solicit input from all directors and oversee the review of the effectiveness of the Board and its committees and present its assessment of the performance of the Board and its committees to the full Board at least annually.
7. Periodically review the Company's shareholders rights plan to determine whether its provisions are in the best interests of the Company's shareholders.
8. Review and make recommendations to the Board regarding the Company's responses to shareholder proposals.
9. Develop policies and procedures for shareholder communications with the Board (in accordance with the Company's bylaws and applicable laws and regulations).
10. Oversee and review on a periodic basis the orientation and continuing education programs for directors.
11. Review periodically with the Chief Executive Officer the succession plans relating to positions held by senior corporate officers and make recommendations to the Board with respect to the selection and development of individuals to occupy those positions.

C. *Qualified Legal Compliance Committee Responsibilities.* The Nominating and Governance Committee shall perform the responsibilities of a Qualified Legal Compliance Committee as set forth in Part 205 and Section IV of this Charter.

D. *Other.* The Nominating and Governance Committee:

1. May form and delegate authority to subcommittees in its sole discretion.
2. Shall make regular reports and recommendations to the Board.
3. Shall have the authority to request reports or other information from internal or external sources on matters related to its authority, its duties as described in this Charter and on any subject that it deems related to its responsibilities.
4. Shall have the authority to retain outside accountants, legal counsel and other advisors as it may deem appropriate in its sole discretion and approve related fees and retention terms.
5. Shall undertake such additional actions within the scope of its primary functions as the Board or Nominating and Governance Committee shall determine.

IV. PART 205 MATTERS

A. *QLCC.* The Nominating and Governance Committee is authorized to serve as a Qualified Legal Compliance Committee ("QLCC") for the purpose of Part 205 and to receive reports from outside counsel and in-house counsel of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations by officers, directors, employees and agents of the Company ("Material Violations"), to instruct or retain counsel to conduct an investigation, and to direct and oversee such investigation, concerning whether such reports have merit, and,

if so, to recommend to the Company's Board of Directors an appropriate response to such Material Violations. Part 205 shall govern the rights and responsibilities of the Nominating and Governance Committee and its members in the event of a conflict between this Charter and Part 205.

- B. *Meetings.*** The Nominating and Governance Committee shall meet as soon as practicable following the report of evidence of a Material Violation and as necessary thereafter in connection with such report. The Nominating and Governance Committee shall meet at least annually with the Company's Chief Executive Officer and with the Company's regular outside counsel to receive a report on legal compliance issues.
- C. *Authority and Responsibilities.*** The Nominating and Governance Committee shall have the authority and responsibility to:
1. Adopt written procedures for the confidential receipt, retention, and consideration of any report of evidence of a Material Violation.
 2. Receive reports of evidence of a Material Violation from outside or in-house counsel.
 3. Notify the Company's Chief Executive Officer ("CEO") and the Company's chief legal officer ("CLO") upon receipt of any such report of evidence of a Material Violation. The Chief Executive Officer shall be deemed to be the CLO for the purpose of Part 205.2(k)(3)(i), unless the Company has employed a general counsel to serve in the capacity of CLO. Notwithstanding the above, if the Nominating and Governance Committee reasonably believes that it would be futile to report evidence of a Material Violation to the CEO and CLO, the Committee may report the evidence of a Material Violation to the Company's Audit Committee.
 4. Decide whether an investigation is necessary to determine whether the Material Violation described in the report has occurred, is occurring or is about to occur.
 5. If the Nominating and Governance Committee determines an investigation is necessary regarding a report of evidence of a Material Violation, to engage or appoint counsel (which may be outside counsel or, at the Committee's election, the Company's general counsel if the Company has employed one) to undertake an investigation of such report.
 6. Notify the Audit Committee or Board of Directors of such investigation.
 7. Retain such expert personnel as the Nominating and Governance Committee deems necessary.

8. At the conclusion of any such investigation, to recommend by majority vote that the Company implement an “appropriate response” (as such term is defined in Part 205) to such Material Violation; and inform the CEO, the CLO and the Board of Directors of the results of any such investigation and the appropriate remedial measures to be adopted.

9. Acting by majority vote, take all other appropriate action, including the authority to notify the Securities and Exchange Commission in the event that the Company fails in any material respect to implement an appropriate response that the Nominating and Governance Committee has recommended that the Company take.

Adopted: _____, 2003