

EXECUTIVE COMMITTEE CHARTER

Adopted March 24, 2007

1. **Purpose.** The Board of Directors (the “Board”) of Petroleum Development Corporation (the “Company”) has duly established the Executive Committee (the “Committee”). The Committee is appointed by the Board of Directors to provide Board presence and continuity between meetings of the Board and to provide quick response capability in the event of emergencies or for relatively routine items requiring Board action.

The Committee, between meetings of the Board of Directors, shall exercise the powers of the Board as appropriate in any case where immediate action is required and the matter is such that a special meeting of the full Board is not deemed necessary or possible.

2. **Responsibilities of the Committee.**

- 2.1. **Exercise Board Powers.** Exercise the powers and duties of the Board between Board meetings and while the Board is not in session. The goal of the Committee is to facilitate routine decision making between board meetings and offer advice and guidance as requested and not to supplant those decisions that should be addressed by the Board of Directors.

- 2.2. **Implement Board Policy.** Implement the policy decisions of the Board, acting through the management of the Company.

- 2.3. **Meet as Warranted.** Convene meeting to address issues or to take actions needing attention between regular Board meetings that do not require calling a special Board meeting.

- 2.4. **Serve in Advisory Role.** Be available to serve in an advisory role, as warranted, to the full Board, CEO, Company Management or as based on the Committee’s own work.

3. **Membership.**

- 3.1. **Composition of the Committee.** The Committee shall consist of no fewer than four members of the Board. At least two members of the Committee shall meet the independence requirements of the NASDAQ Stock Exchange and such other rules and regulations as may be appropriate.

- 3.2. **Selection of Members.** The independent members of the Committee shall be the Presiding Independent Director or the Chair of the Board if he or she qualifies as an independent director, and the Chair of the Nominating and Governance Committee unless the Board designates other independent directors to fill one or both of those positions. The Committee shall also include the CEO of the Company, and the President if the CEO does not fill that office also. In the event the CEO also fills the office of President, the CEO shall recommend an additional member of the executive management subject to Board approval.

- 3.3. **Selection of the Chair.** The CEO shall be the Chair of the Committee. In the event of his or her absence, the Board’s Presiding Independent Director shall preside.

- 3.4. **Vacancies.** Vacancies on the Committee or in the Chair shall be filled by the successor to the Board or Management position of the person leaving unless otherwise decided by the Board. Persons temporarily designated to fill the Management positions on the Committee through the Emergency Succession Plan or otherwise by the Board will also fill the position on the Committee during the period they serve in that role.

- 3.5. **Removal or Replacement of Members.** Members of the committee may be removed or replaced, with or without cause, by a majority vote of the Board.

4. Meetings, Minutes, and Voting.

4.1. Meeting Schedule. The Committee will meet as often as necessary to carry out its responsibilities. The Chair, in consultation with the other members of the Committee, shall set the time, frequency and length of each meeting.

4.2. Agendas. The Chair, in consultation with the other members of the Committee, shall establish the Agenda of items to be addressed at each upcoming meeting of the Committee.

4.3. Quorum. A majority of the members of the Committee present in person, or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, shall constitute a quorum.

4.4. Procedures. The Chair will preside at each meeting of the Committee. The Chair shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as to each other director in advance of the meeting. The Chair, subject to the approval of a majority of the members of the Committee, shall have the authority to change the agenda to respond to any matters that warrant attention.

4.5. Voting. The Committee shall make decisions and take other actions by unanimous vote of the members attending the meeting.

4.6. Minutes. The Committee shall keep minutes of each meeting and file those minutes with the Corporate Secretary in a timely fashion.

5. Reports. All Executive Committee actions are subject to review and ratification, reversal or modification by the Board as a whole at the next regularly scheduled Board meeting. All actions, including formal decisions of the Executive Committee since the last Board meeting, are to be reported to the full Board at its next regularly scheduled meeting.

6. Advisors and Counsel; Cooperation and Reliance. The Committee shall have the resources and authority to discharge its responsibilities; and the Board shall provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board.

6.1 Retention of Advisors and Counsel. The Committee shall have the authority, in its sole discretion, to obtain advice and assistance from, and to retain at the Company's expense, such independent or outside legal counsel, accounting or other advisors and experts as the Committee determines necessary or appropriate to carry out its duties, and in connection therewith to receive appropriate funding, as determined by the Committee, from the Company.

6.2 Determine Administrative Expenses. The Committee shall have the authority to determine the level and cost of separate administrative support necessary or appropriate in carrying out its duties, with the Company bearing such costs.

6.3 Required Participation of Employees. The Committee shall have unrestricted access to the Company's employees, independent auditors, and outside counsel and may require any employee of the Company or representative of the Company's independent auditors or outside counsel to attend meetings of the Committee or to meet with any members of the Committee or representative of the Committee's counsel, advisors, or experts.

6.4 Reliance Permitted. The Committee may act in reliance upon other committees of the Board, management and other employees, the Company's independent auditors, internal auditors, advisors and experts, as it deems necessary or appropriate.

7. Evaluation of the Committee. The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate:

- 7.1. Scope of Charter.** Whether this Charter appropriately addresses the matters that are or should be within its scope.
- 7.2. Quality of Committee Work.** The adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board.
- 7.3. Participation of Members and Quality of Decision Process.** The manner in which issues were discussed or debated, whether all members actively participated and contributed to the work of the Committee.
- 7.4. Length and Number of Meetings.** Whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.
- 7.5. Other Appropriate Factors.** Such other factors as the Committee deems relevant to the completion of its responsibilities under this Charter.
- 8. Rules and Procedures.** Except as expressly set forth in this Charter or the Company's By-Laws or Corporate Governance Guidelines, or as otherwise required by law or the rules of the NASDAQ, the Committee shall establish its own rules and procedures that are consistent with this Charter.
- 9. Limitation on Responsibility.** Nothing in this Charter or in a member's service on the Committee shall increase or be deemed to increase the liability of any member of the Board under applicable state law.
- 10. Annual Review of Charter.** The Committee shall review this Charter at least annually and recommend to the Board for its consideration and action revisions to this Charter, as the Committee shall deem necessary or appropriate.