

# **RANGE RESOURCES CORPORATION**

## **Executive Committee Charter**

### **I. Purpose**

The Executive Committee (the "Committee") is appointed by the Board of Directors (the "Board") to assume the responsibilities of the Board when it is not practical for the full Board to convene. The Committee shall have all decision making power and authority of the Board subject only to the following limitations.

The Executive Committee shall not:

- 1) Adopt, amend or repeal any By-Law;
- 2) Usurp a matter expressly delegated to another committee of the Board;
- 3) Act on matters that are prohibited by state law or the Company's Certificate of Incorporation; and
- 4) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board that by its terms prohibits it from being amended, altered or repealed by the action of the Committee.

### **II. Membership and Procedures**

- 1) The Committee shall be comprised of three or more members of the Board. The Chairman of the Board will automatically be a member and serve as the Committee's Chair. Other directors will be appointed to serve on the Committee by the Board upon the recommendation of the Governance and Nominating Committee;
- 2) While the Committee will not have regular scheduled meetings, the Chair may call a special meeting at any time;
- 3) In the absence of the Chair during any Committee meeting, the Committee may designate an interim Chair;
- 4) The Committee may act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent;
- 5) Each Committee member shall have unlimited access to management and corporate information of any type requested;

- 6) The Committee will evaluate its performance relative to the responsibilities set forth in this Charter at least annually and will simultaneously review the adequacy of the Charter itself. The results of these evaluations shall be reported to the Board; and
- 7) The Committee will keep minutes of its meetings and promptly inform the Board of any material issues or concerns.

### **III. Authority and Responsibility**

The Committee shall:

- 1) Have all decision making power and authority of the Board subject to the limitations contained in this Charter;
- 2) Have the authority to engage or terminate consultants or advisors as needed and approve the terms of their engagement and fees; and
- 3) Perform any other duties assigned it by the Board.