

# **COMSTOCK RESOURCES, INC.**

## **CORPORATE GOVERNANCE/NOMINATING COMMITTEE CHARTER**

**(Adopted July 31, 2003)**

### **Objectives**

The Corporate Governance/Nominating Committee (the "Committee") is a committee of the Board of Directors ("Board") of Comstock Resources, Inc. (the "Company"). The Board has delegated to the Committee its responsibilities relating to corporate governance and criteria for Board selection. The primary function of the Committee is to develop and recommend to the Board a set of corporate governance principles applicable to the Company, review the qualifications of candidates for Board membership, screen and interview possible candidates for Board membership and communicate with members of the Board regarding Board meeting format and procedures. Further, the Committee shall consider any nominations submitted by the stockholders to the Corporate Secretary in accordance with the Company's Bylaws.

### **Membership and Policies**

The Committee shall consist of a minimum of two and a maximum of four members of the Board. In accordance with the rules adopted by the New York Stock Exchange and subject to any applicable phase-in period, each member shall be "independent" as that term is defined under such rules. The members of the Committee shall be appointed by the Board and shall serve for a period of one year or until such time as his or her successor has been duly named or until such member's earlier resignation, death or removal. The Committee shall have a chairman who shall be designated from among its membership by the Board and who shall preside at meetings of the Committee. In the event that the Board fails to select a chairman, then the members of the Committee shall select a chairman. Committee members may be removed (with or without a cause) and replaced by the Board.

The Committee shall meet at such times as the chairman shall determine, preferably in conjunction with regular Board meetings. Meetings may, at the discretion of the Committee, include members of management, independent consultants and such other persons as the Committee shall determine. The Committee, in discharging its responsibilities, may meet privately for advice and counsel with independent consultants, lawyers, or any other persons knowledgeable in the matters under consideration. The Committee may also meet by telephone conference call or any other means permitted by law or the Company's Bylaws.

A Secretary, who need not be a member of the Committee, shall be appointed by the Committee to keep minutes of all meetings of the Committee and such other records as the chairman deems necessary or appropriate.

The Committee may designate a subcommittee consisting of at least one member to address specific issues on behalf of the Committee.

The Committee shall report periodically to the Board on its activities.

## **Functions**

The Committee shall have the following duties and responsibilities:

The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company, and, as appropriate, recommend to the Board certain criteria (in addition to those criterion required by applicable law) to determine a director's independence.

Subject to actions by the Board and stockholders, the Committee shall assure that the Board is composed of a majority of independent directors in accordance with the rules adopted by the New York Stock Exchange and subject to any applicable phase-in periods. The Committee shall monitor the size and composition of the Board.

The Committee shall review qualifications of candidates for Board membership recommended by directors, officers, employees, stockholders and others in accordance with procedures established by the Company's Corporate Governance Guidelines, applicable laws and regulations, and the Committee.

The Committee shall screen and interview possible qualified candidates for Board membership and aid the Chairman of the Board in attracting qualified candidates, as the Chairman of the Board may request.

The Committee shall provide a recommendation to the Board for the director nominees for the next annual meeting of stockholders.

The Committee has the ultimate authority and responsibility to select, evaluate and, where appropriate, replace any search firm to be used to identify qualified director candidates, including the sole authority to approve the search firm's fees and other retention terms.

The Committee shall develop and recommend to the Board a policy on potential conflicts of interest, including, but not limited to, the policies on (1) Company loans to officers and employees (if allowed by law), (2) related-party transactions (including any dealings with directors, officers or employees), and (3) such other transactions that could have the appearance of a potential conflict of interest.

The Committee shall monitor and report to the Board whether there is any current relationship between any non-management director and the Company that may adversely affect the independent judgment of the director.

The Committee shall communicate, from time to time, with members of the Board regarding Board meeting format and procedures.

The Committee shall review the need for any changes in the number, charters, or titles of Board committees and provide a recommendation to the Board for consideration.

The Committee shall review and assess the adequacy of the Committee charter periodically.

The Committee will oversee the annual performance evaluation of the Board.

The Committee shall conduct an annual performance evaluation of the Committee, the results of which shall be reported to the full Board.

The Committee shall ensure that the chairman of each other Board committee conducts a performance evaluation of his or her committee, the results of which shall be reported to the full Board.

The Committee will perform such other functions as assigned by law, the Company's certificate of incorporation, its Bylaws or the Board.

The Committee shall take such other actions necessary or appropriate to assure that other activities prescribed by the Corporate Governance Guidelines are carried out.