

Nominating and Governance Committee

Director Nomination Procedures

The Committee's procedure when selecting the Board's nominees for inclusion in the Proxy varies depending upon the circumstances of the Company and the Board at the particular time. Generally, however, the procedure for the selection of nominees will be based on the Committee doing the following:

- Assessing the needs of the Board to ensure that there is a range of skills represented, including an understanding of:
 - the industry in which PDC operates
 - the operation of financial markets
 - accounting, finance and legal matters
 - other skills and knowledge determined by the committee to be critical to the effective operation of the Board
- Where a need is identified or arises, identifying individuals with the skills and experience required by the Board.
- Developing a short list of potential appointees based on suggestions from Shareholders, existing Board members, management, or utilizing the services of a search firm if the Committee determines it advisable.
- Assessing the particular skills, experience and suitability of each individual candidate, as well as other factors influencing their ability to serve including:
 - Strength of character, mature judgment and honesty of the candidate
 - Educational background, career specialization, relevant technical skills, and the extent a candidate would fill a present need on the Board
 - Willingness of the candidate to make the time commitment required by a director to effectively discharge his or her duties to the Company
 - Number of existing directorships and other commitments that may demand the attention of the candidate
 - Nature of existing positions, directorships or other relationships and the impact that each may have on the appointee's ability to exercise independent judgment

- Extent to which the appointee is likely to work constructively with the existing directors and contribute to the overall effectiveness of the Board
- Recommending to the Board the most appropriate person from the short list of potential candidates to be invited to become a director of the Company.