

NEWFIELD EXPLORATION COMPANY
CHARTER OF THE
COMPENSATION & MANAGEMENT DEVELOPMENT COMMITTEE
OF THE
BOARD OF DIRECTORS

Amended and Restated Effective as of February 5, 2009

The Board of Directors (the “**Board**”) of Newfield Exploration Company (the “**Company**”) amended and restated this Charter of the Compensation & Management Development Committee of the Board (the “**Committee**”) effective as of the date set forth above.

Purposes

The purposes of the Committee are to:

- review, evaluate, modify and approve, and otherwise discharge the Board’s responsibilities relating to, the compensation of the Company’s officers and employees;
- produce a report on executive compensation each year and publish the report in the Company’s proxy statement for its annual meeting of stockholders;
- oversee the evaluation and development of the management of the Company;
- oversee succession planning for the Company’s chief executive officer and other senior executive officers; and
- perform such other functions as the Board may assign to the Committee from time to time.

Composition

The Committee shall consist of at least three members, all of whom must be members of the Board. Each member of the Committee shall be:

- “independent” under the rules of the New York Stock Exchange;
- a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934; and
- an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

Subject to Article IV of the Company’s bylaws, the Board shall appoint the members of the Committee after considering the recommendation of the Nominating & Corporate Governance Committee. One of the members, who shall be selected by the Board, shall serve as the chairperson of the Committee. The Board shall consider the recommendation of the Nominating & Corporate Governance Committee in making such selection. The Board may remove or replace any member of the Committee at any time.

Authority and Responsibilities

The Committee is delegated all authority of the Board as may be required or advisable to fulfill the purposes of the Committee. The Committee may form and delegate some or all of its authority to subcommittees when it deems appropriate, whether or not such delegation is specifically contemplated under any plan or program.

Without limiting the generality of the preceding statements, the Committee shall have sole authority, and is entrusted with the responsibility, to do the following actions:

1. Each year, the Committee shall:
 - review and approve corporate goals and objectives relevant to the compensation of the Company's chief executive officer;
 - evaluate the performance of the chief executive officer in light of such goals and objectives; and
 - set the annual compensation, including salary, bonus, incentive and equity compensation, of the chief executive officer based on this evaluation.
2. Each year, the Committee shall review and consider the performance evaluation and compensation recommendations of the chief executive officer regarding, and evaluate the performance and set the compensation of, each of the other officers of the Company.
3. Each year, the Committee shall review and consider the recommendations of the chief executive officer regarding, and approve, the compensation structure for all other employees.
4. At least once each year, the Committee shall review and consider the effectiveness of the Company's existing incentive compensation and equity-based plans and modify such plans or develop new plans to better effectuate the Committee's compensation objectives. The Committee shall review and approve all awards with respect to incentive compensation and equity-based plans. In determining the incentive and equity-based components of compensation, the Committee shall consider:
 - the Company's performance and relative stockholder return;
 - the value of similar incentive awards granted to the chief executive and other executive officers of comparable companies;
 - the awards given to the chief executive officer and other officers in past years; and
 - the amount of plan awards that remain subject to achieving performance criteria or continuing employment with the Company.
5. When and as appropriate, the Committee shall review and approve, for the chief executive officer and the other officers of the Company:
 - all benefits and perquisites; and
 - all employment agreements, severance arrangements and change-in-control agreements.
6. The Committee shall review and approve, or review and recommend to the Board for its approval of, any transaction in equity securities of the Company, or derivatives of those equity securities, between the Company and any officer or director of the Company who is subject to the reporting and short-swing liability provisions of Section 16 of the Securities Exchange Act of 1934.
7. The Committee shall oversee succession planning and assist the Board in evaluating potential successors to the Company's chief executive officer and other senior executive officers. Each year the Committee shall make a report to the Board on succession planning.
8. The Committee shall oversee the Company's management development program and review and reassess the program from time to time and recommend any proposed changes.

9. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any compensation consultant to be used to assist in the evaluation of chief executive officer or senior executive compensation. The Committee shall have sole authority to approve the consultant's fees and other retention terms and shall have authority to cause the Company to pay the fees and expenses of such consultants. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to approve the fees and expenses of such outside advisors, and to cause the Company to pay the fees and expenses of such outside advisors.

10. The Committee shall review and discuss the Compensation Discussion and Analysis disclosure with management and recommend to the Board its inclusion in the Company's proxy statement for its annual meeting of stockholders, and shall produce the annual Committee report for inclusion in the Company's proxy statement for its annual meeting of stockholders.

11. Each year the Committee shall review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

12. Each year the Committee shall review and evaluate its own performance and shall submit itself to the review and evaluation of the Board.

13. Stockholders shall be given the opportunity to vote on equity compensation plans, as required by law, applicable listing standards or the Company's certificate of incorporation, bylaws or corporate governance guidelines.

Procedural Matters; Fees

Conflicts with Bylaws. This Charter shall in no way alter, amend or repeal any provision of the Company's bylaws. To the extent that this Charter conflicts with any provision of the Company's bylaws, the bylaws shall govern.

Meetings. The Committee shall meet at the call of its chairperson, two or more members of the Committee or the Chairman of the Board. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants, and such other persons as the Committee or its chairperson may determine. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board or the Committee is permitted to meet under law or the Company's bylaws. The Committee may also act by unanimous written consent in lieu of a meeting.

Transaction of Business. A majority of the members of the Committee constitute a quorum for the transaction of business. A majority of the members of the Committee present at any meeting at which a quorum is present are competent to act. Except as expressly provided in this Charter or in the Company's bylaws or corporate governance guidelines, the Committee may determine additional rules and procedures to govern it or any of its subcommittees, including designation at any meeting of a chairperson pro tempore in the absence of the chairperson and of a secretary (who need not be a member of the Committee) for that meeting.

Minutes; Reports to the Board. The Committee shall keep minutes of all meetings and of all actions taken by the Committee and file such minutes with the Secretary of the Company. The Committee, either directly or through its chairperson, shall provide the Board with regular reports on its activities and any recommendations by the Committee to the Board.

Fees; Reimbursement of Expenses. Each member of the Committee shall be paid the fees set by the Board for his or her services as a member or chairperson of the Committee. Subject to the Company's corporate governance guidelines and other policies, members of the Committee shall be reimbursed by the Company for all reasonable expenses incurred in connection with their duties as members of the Committee.