

**BENCHMARK ENERGY CORPORATION**  
**EXECUTIVE COMMITTEE**

**Section 1. Appointment.** The board of directors, by resolution adopted by a majority of the full board, may designate the chief executive officer and two or more of the other directors to constitute an executive committee. The designation of the committee shall not operate to relieve the board of directors, or any director, of any responsibility imposed by law or regulation.

**Section 2. Authority.** The executive committee, when the board of directors is not in session, shall have and may exercise all of the authority of the board of directors except to the extent, if any, that such authority shall be limited by the resolution appointing the executive committee; and except also that the executive committee shall not have the authority of the board of directors with reference to: (i) the declaration of dividends; (ii) the amendment of the charter or bylaws of the company; (iii) recommending to the shareholders a plan of merger, consolidation, or conversion; (iv) the sale, lease, or other disposition of all or substantially all of the property and assets of the company otherwise than in the usual and regular course of its business; (v) a voluntary dissolution of the company; (vi) a revocation of any of the foregoing; or (vii) the approval of a transaction in which any member of the executive committee, directly or indirectly, has any material beneficial interest.

**Section 3. Tenure.** Each member of the executive committee shall hold office until the next regular annual meeting of the board of directors following his or her designation and until a successor is designated as a member of the executive committee.

**Section 4. Meetings.** Regular meetings of the executive committee may be held without notice at such times and places as the executive committee may fix from time to time by resolution. Special meetings of the executive committee may be called by any member thereof upon not less than one day's notice stating the place, date, and hour of the meeting, which notice may be written or oral. Any member of the executive committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the executive committee need not state the business proposed to be transacted at the meeting.

**Section 5. Quorum.** A majority of the members of the executive committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the executive committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

**Section 6. Action Without a Meeting.** Any action required or permitted to be taken by the executive committee at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members of the executive committee.

**Section 7. Vacancies.** Any vacancy in the executive committee may be filled by a resolution adopted by a majority of the full board of directors.

**Section 8. Resignations and Removal.** Any member of the executive committee may be removed at any time with or without cause by resolution adopted by a majority of the full board of directors. Any member of the executive committee may resign from the executive committee at any time by giving written notice to the president or secretary of the company. Unless otherwise specified, such resignation shall take effect upon its receipt; the acceptance of such resignation shall not be necessary to make it effective.

**Section 9. Procedure.** The executive committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these bylaws. It shall keep regular minutes of its proceedings and report the same to the board of directors for its information at the meeting held next after the proceedings shall have occurred.

Adopted by the board of directors and effective as of July 16, 2013.