

**CHARTER OF THE HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE
OF THE BOARD OF DIRECTORS
OF CONSOL ENERGY INC.**

I. Purpose

The Health, Safety and Environmental Committee (the "Committee") of the Board of Directors (the "Board") of CONSOL Energy Inc. (the "Company") is appointed by, and generally acts on behalf of, the Board. The Committee's purpose shall be to provide oversight of the Company's policies and management systems with respect to health, safety and environmental matters.

II. Membership

- A. Number of Directors. The Committee shall be composed of at least three directors.
- B. Term and Nomination of Chairperson and Resignation, Retirement or Removal of Member. The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee and appointed by the Board for one-year terms. The Nominating and Corporate Governance Committee shall recommend, and the Board shall designate, one member of the Committee to serve as its Chairperson. The members of the Committee shall serve until their resignation, retirement or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

III. Meetings and Procedures

- A. Meetings. The Committee shall meet as often as it may deem necessary and appropriate in its judgment, but in no event less than three times per year. A majority of the members of the Committee shall constitute a quorum.
- B. Special Meetings. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- C. Attendance by Third Parties. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests. It is the Committee's intent that all non-employee directors be entitled to attend and observe the Committee meeting.
- D. Procedures. The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.
- E. Minutes. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.
- F. Advisors. The Committee shall have the authority to obtain advice and assistance from internal and external legal, accounting and other advisors, and the Company shall provide appropriate funding for the Committee to retain any such advisors.
- G. Reporting to the Board. The Committee shall report to the Board on the matters discussed at each meeting of the Committee, including describing all actions taken by the

Committee at the meeting, and shall make recommendations to the Board from time to time, as the Committee deems appropriate.

- H. Delegation. The Committee may delegate authority to one or more members of the Committee or officers of the Company when appropriate, but no such delegation shall be permitted if the authority is required by a law, regulation, or listing standard to be exercised by the Committee as a whole.
- I. Executive Session. The Committee may meet in Executive Session without members of Management present if the Chairperson of the Committee or members of the Committee deem that it is appropriate.

IV. Duties and Responsibilities

- A. Strategy. Review the Company's strategy, including objectives and policies, relative to the protection of the safety and health of employees, contractors, customers and the public, and the environment.
- B. Legal Matters. Review (i) any material compliance issues with health, safety and environmental laws, (ii) any material pending or threatened administrative, regulatory, or judicial proceedings regarding health, safety or environmental matters, and (iii) management's response to the foregoing legal matters.
- C. Public Policy and Trends. Review any significant safety, health and environmental public policy, legislative, political and social issues and trends that may materially affect the business operations, financial performance, or public image of the Company or the industry, and management's response to such matters.
- D. Security. Review Company security policies and procedures relative to (i) potential employee strikes and/or terrorist activity, as well as (ii) the protection of Company assets against damage, destruction and/or theft.
- E. Committee Performance Evaluation. Annually review and assess the performance of the Committee and deliver a report to the Board setting forth the results of its evaluation.
- F. Charter Review. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
- G. Other Activities. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, the Company's Bylaws, and governing law, as the Committee or the Board may deem necessary or appropriate.

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