CLEAN ENERGY FUELS CORP.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Clean Energy Fuels Corp., a Delaware corporation (the "**Company**") is appointed by the Board. This Nominating and Corporate Governance Committee Charter (the "**Charter**") specifies the scope of authority and responsibility of the Committee and amends and restates any previous charter of the Committee.

The purpose of the Committee is to (i) identify, evaluate and recommend to the Board qualified candidates for election or appointment to the Board, (ii) review, evaluate and recommend changes to the Company's Corporate Governance Guidelines and (iii) monitor and oversee matters of corporate governance, including the evaluation of Board and management performance and the "independence" requirements of directors.

Membership and Procedures

Membership and Appointment. The Committee will be comprised of not fewer than two members of the Board, with the exact number determined by the Board. The members of the Committee will be appointed from time to time by the Board based on recommendations from the Committee.

Removal and Resignation. The entire Committee or any individual Committee member may be removed from the Committee with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign from the Committee effective upon giving notice in writing or by electronic transmission to the Chairman of the Board, the Corporate Secretary or the entire Board (unless the notice specifies a later time for the effectiveness of such resignation, in which case the resignation will be effective as of the specified time). The Board may appoint a qualified successor to take office when such resignation becomes effective.

Qualifications. Each member of the Committee must meet the independent requirements set forth in the applicable rules promulgated by The Nasdaq Stock Market, Inc. (the "**Nasdaq Rules**").

Chairperson. A chairperson of the Committee (the "**Chairperson**") may be designated by the Board upon the recommendation of the Committee. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the Committee. The Chairperson will determine the agenda, the frequency and the length of meetings and will have unlimited access to management and information. The Chairperson will establish such other rules as he or she may from time to time deem necessary and proper for the conduct of the business of the Committee.

Secretary. The Committee may appoint a Secretary whose duties and responsibilities will be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. If no Secretary is appointed, any member of the Committee may serve as Secretary of a meeting. The Secretary need not be a member of the Committee or the Board. The Committee may assign Secretary duties to the Company's legal counsel or to a member of the Company's management team.

Meetings. The Committee shall meet as frequently as circumstances dictate, but not less than twice a year. Additional meetings may occur as the Committee or its chair deems advisable. Except as otherwise specified herein, the Committee is generally governed by the same rules regarding meetings (including meetings by telephone or similar communications equipment), written action without meetings, notice, waiver of notice, quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of the Charter, any provision of the Bylaws of the Company, the laws of the state of Delaware or any applicable law, rule, regulation or Nasdaq Rule. Minutes will be kept of each Committee meeting.

Delegation. The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee, and to the extent not limited by law or the Nasdaq Rules, will have and may exercise all the powers and authority of the Committee. Each subcommittee will have such name as may be determined by resolution adopted by the Committee. Each subcommittee will keep regular minutes of its meetings and report the same to the Committee or the Board at its scheduled meetings. Such subcommittee may adopt a published charter, as determined by the Committee.

Authority to Retain and Terminate Advisers. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has authority to retain, at the Company's expense, outside counsel or other experts or consultants as it deems necessary to carry out its responsibilities, including authority to approve fees, other retention terms and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee is empowered to investigate any matter brought to its attention that is within this Charter, with full power to retain outside counsel or other experts for this purpose. The Company will provide appropriate funding to the Committee, as the Committee determines, for the payment of compensation to outside counsel, and other experts and consultants as it deems appropriate, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Annual Performance Evaluation. The Committee will evaluate its performance on an annual basis, either separately or in conjunction with an annual evaluation of the full Board. The Committee will periodically review and reassess the adequacy of the Charter and recommend any proposed changes to the Board (with the goal of reviewing at least once per year).

Duties and Responsibilities

The Committee will perform the duties and responsibilities set forth below. This is to be used as a guide, with the understanding that the Committee may alter or supplement its tasks as appropriate and as permitted by applicable law, regulation or listing requirements.

1. Develop and recommend to the Board criteria to be used in screening and evaluating potential candidates or nominees for election or appointment as directors.

2. Lead the search for, screen, evaluate and recommend to the Board qualified candidates or nominees for election or appointment as directors, consistent with criteria approved by the Board.

3. Establish and oversee a policy for considering stockholder nominees for directors, and shall develop the procedures that must be followed by stockholders in submitting recommendations.

4. Develop and recommend to the Board (i) corporate governance guidelines for the Company ("**Corporate Governance Guidelines**") and (ii) a code of ethics for the Company (the "**Code of Ethics**"), and review and recommend changes to those documents as appropriate.

5. Evaluate director candidates recommended by the stockholders using the criteria and the principles for director selection set forth in the Corporate Governance Guidelines.

6. Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of stockholders, and for appointment to the committees of the Board (including the Nominating and Corporate Governance Committee). On an annual basis, review with management and assess the Company's and the Board's compliance with the Corporate Governance Guidelines.

7. Before recommending an incumbent, replacement or additional director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors in view of criteria approved by the Board.

8. Monitor and review any issues regarding the independence of directors or involving potential conflicts of interest, and evaluate any change of status or circumstances with respect to a director and determine the propriety of the director's continued service in light of that change.

9. Annually review the composition of each Board committee and present recommendations for committee memberships to the Board as needed.

10. Periodically review and recommend changes to the Charter as appropriate (with the goal of reviewing at least annually).

11. As needed, review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee chairs.

12. Obtain or perform an annual evaluation of the Committee's performance and make appropriate changes or recommendations.

13. Obtain or perform an annual evaluation of the Board and the Company's management in terms of corporate governance.

14. Assist other Board members, including members of the Company's compensation committee, in connection with the Board's annual review of the performance of the Chief Executive Officer and other members of management.

15. Assure that continuing education is available for directors, at the Company's cost.

16. Undertake such additional responsibilities as from time to time may be delegated to it by the Board, required by the Company's Certificate of Incorporation or Bylaws or required by law or the Nasdaq Rules.

17. The Committee will ensure that a current copy of this Charter is available to security holders on the Company's web site. If a current copy of this Charter is not so available, or if the Charter has been materially amended since the beginning of the Company's latest fiscal year, the Committee will ensure that management includes a current copy of this Charter in an appendix to the Company's proxy or information statement that is provided to security holders at least once every three fiscal years.

18. Assist the Board with the nomination and evaluation of potential successors to the Chief Executive Officer and ensure that a CEO succession plan is in place.

19. Recommend to the Board from time to time any other compliance policies and guidelines the Committee deems appropriate or to ensure compliance with applicable securities laws or regulations and securities listing requirements.

Amendment.

The Charter, and any provision contained herein, may be amended or repealed by the Board.