

**TETRA TECHNOLOGIES, INC.
BOARD OF DIRECTORS
RESERVES COMMITTEE**

CHARTER

ORGANIZATION

This Charter governs the operations of the Reserves Committee. The Board of Directors (the "Board") shall appoint a Reserves Committee (the "Committee") of not fewer than three directors, the majority of whom shall qualify as independent directors, and shall designate a chairperson to the Committee (the "Chairman"). For purposes hereof, members shall be considered independent as long as they satisfy all of the independence requirements for Board Members as set forth in the New York Stock Exchange listing standards and Rule 10A-3 of the Securities Exchange Act of 1934, as amended. The Chairman shall be appointed by the Board. Members of the Committee may be removed by the Board at any time. The Committee may designate a subcommittee consisting of at least one member of the Committee and delegate authority to such subcommittee, as appropriate. At least one member of the Committee shall have experience in the calculation and reporting of oil and gas reserves.

The Committee will meet at least once a year and as often as may be deemed necessary or appropriate by the Chairman, either personally, telephonically or by unanimous consent. A majority of members of the Committee will constitute a quorum. To foster open communications, the Committee may invite directors, representatives of management or any independent petroleum engineering consultants to attend any of its meetings, but reserves the right in its discretion to meet in executive session.

The Committee will have the authority to the extent it deems necessary or appropriate to retain independent legal, engineering, geological, geophysical, or other advisors. The Committee shall be provided resources necessary to satisfy its responsibilities and will have sole authority to approve related fees and retention charges.

The Committee will report its actions and recommendations to the Board after each Committee meeting and will conduct and present to the Board an annual performance evaluation of the Committee. The Committee will review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

PURPOSE

The purposes of the Committee shall be to:

1. Provide assistance to the Board in fulfilling the Board's responsibilities with respect to the oversight of the Company's (i) annual review of its oil and gas reserves, (ii) procedures for evaluating and reporting oil and gas producing activities and the performance of the Company's independent petroleum engineering consultants (the "Independent Consultant"), and (iii) compliance with applicable regulatory and securities laws relating to the preparation and disclosure of information with respect to oil and gas reserves; and
2. Foster open communications between the Committee, the Independent Consultant, the Company's petroleum engineers, and management of the Company.

DUTIES AND RESPONSIBILITIES

The Committee has the responsibilities and powers set forth in this Charter and in the Company's Corporate Governance Guidelines.

Management of the Company, as well as the Independent Consultant, have more time, knowledge, and detailed information concerning the Company's Reserves than do the Committee members: consequently, in assisting the Board in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's Reserves or any professional certification as to the Independent Consultant's work product.

The following are the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate:

- a) The Committee shall be directly responsible for the appointment, compensation, retention (or termination), and oversight of the Independent Consultant for the purpose of preparing and issuing the Company's Annual Report of Oil and Gas Reserves (the "Reserve Report"). Oversight shall include the resolution of disagreements between management and the Independent Consultant.
- b) The Committee shall on a periodic basis insure that the Independent Consultant can be considered to be independent.
- c) The Committee shall discuss with management and the Independent Consultant the overall scope and plans for the Reserve Report; including the timing, staffing, and projected budget.
- d) The Committee shall receive, review, and discuss the Reserve Report with management and the Independent Consultant, as soon as it has been completed but prior to the filing of the Annual Report on Form-10K. As part of this year end process any material changes (either positive or negative) shall be highlighted and reviewed. The Committee will also review and approve all reserve data, or statements concerning reserves which are released to any regulatory authority or the public.
- e) The Committee shall review with the Independent Consultants any problems or difficulties encountered during the course of the preparation of the Reserve Report, including any restrictions on the scope of the Independent Consultant's activities or access to requested information, and management's response.
- f) The Committee shall meet as needed with the Company's engineering personnel and the Independent Consultant to review and consider the evaluation of the reserves and all matters of concern in respect of the evaluation of the reserves.
- g) The Committee shall review the Company's significant reserves engineering principles and policies and any significant changes thereto and any proposed changes in reserves engineering standards and principles which have, or may have, a material impact on the Company's reserves disclosure.
- h) The Committee shall, when appropriate, initiate investigations of matters within the scope of its responsibilities.

The Committee will be entitled to rely upon Company management, Independent Consultant and legal counsel to provide them with information, opinions, reports or statements, and will be protected in relying in good faith upon the records of the Company and such information, opinions, reports or statements as to matters the Committee reasonably believes are within such other persons' professional or expert competence.

LIMITATIONS

The Committee's failure to take any other actions or exercise any of its powers in connection with the good faith exercise of its oversight functions shall in no way be construed as a breach of its duties or responsibilities to the Company, its directors or its stockholders.

The Committee is not responsible for preparing the Company's reserve estimates, planning or conducting the annual or any quarterly review, determining that any such review is complete and accurate or prepared in accordance with generally accepted geologic and engineering standards, or assuring compliance with applicable laws or the Company's policies, procedures and controls, all of which are the responsibility of management, including the Company's reserve engineering personnel, or the Independent Consultant.