



MANAGEMENT PERFORMANCE COMMITTEE CHARTER

Purpose

In addition to other responsibilities set forth below, the basic purpose of the Management Performance Committee of Questar Corporation's Board of Directors is to assure that the Company's total compensation program (i) is aligned with the Company's business strategies and overall financial goals; (ii) motivates the Company's officers to acquire and retain appropriate levels of stock ownership; (iii) is competitive with programs offered by the Company's peers; (iv) retains and motivates qualified officers; and (v) promotes the interests of shareholders.

Composition

The Committee shall consist of at least three members, all of whom are independent directors as defined by the New York Stock Exchange. In addition, a person may serve on the Committee only if the Board of Directors determines that he or she (i) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934; and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

The Committee and its Chairman are appointed each year by the Board of Directors at the first Board meeting following Questar's annual meeting of shareholders. To be considered for membership on the Committee, a director should have broad information about and experience with executive compensation practices. The Board of Directors may appoint new members of the Committee at any time and remove any member at any time.

Meetings

The Committee holds meetings as necessary to fulfill its responsibilities. It traditionally reviews base salaries, bonuses, and stock grants prior to the meeting of Questar's Board of Directors in February. The Committee can transact business when a majority of the members are in attendance at a meeting or by unanimous written consent. The Chairman of the Committee makes reports concerning Committee meetings to the entire Board of Directors.

Responsibilities

The Committee has the following responsibilities:

1. Performance of Senior Officers. Review the performance of the Company's Chief Executive Officer and other senior officers and update the Board of Directors concerning this review on an annual basis.
2. Company's Compensation Strategy. Review on an annual basis the Company's stated compensation strategy to determine if the Company's officers and key employees are rewarded appropriately for their contributions to the Company's growth and profitability and if the strategy supports the Company's objectives and shareholder interests.
3. Total Compensation for Senior Officers. Review annually the individual elements of total compensation for the Company's senior officers, particularly the Chief Executive Officer, and the factors and criteria on which the compensation was based, including the relationship of the Company's performance to compensation. When making this evaluation

of total compensation, the Committee shall consider the performance, including shareholder return, of the Company on a consolidated basis and business unit basis, the value of awards granted to senior management of the Company's peers, and awards granted in prior years. The Committee shall annually approve all elements of compensation for senior officers, including changes in base compensation, in addition to long-term and short-term incentives as described below. The total compensation for the President and Chief Executive Officer, however, shall be reported to and ratified by the Board of Directors. The Committee shall also review and recommend the initial base compensation paid to each new officer of Questar and its affiliates.

4. Long-Term Incentives. Administer and approve long-term incentives that promote the retention of management and creation of shareholder value. As the administrator of Questar's Long-term Stock Incentive Plan, the Committee approves equity awards for all officers and key employees. The Committee also establishes and approved procedures with respect to any equity awards, including the exercise of any options, and reviews any recommendations for implementing other types of long-term incentives or stock-based awards. If performance shares are granted, the Committee shall approved the performance period and goals to be attained for such performance shares, which period and goals shall be reported to and ratified by the Board of Directors.

5. Short-term Incentives. Administer short term incentive plans that promote the Company's business strategies. As the administrator of the Annual Management Incentive Plans, the Committee determines if the plans support the Company's compensation strategy, reviews any recommendations for changes to the plans, and reviews and approves the following: (a) annual performance objectives; (b) participants (officers and key employees), and applicable target bonuses; and (c) an aggregate dollar amount for payment under the plans. The performance objectives and aggregate dollar amount for payment will be reported to and ratified by the Board of Directors. The Committee shall also review and approve the payment of earned bonuses.

6. Director's Compensation. Review and recommend the individual elements of directors' compensation (retainers, meeting fees, and new equity grants/options).

7. New Equity-related Incentives. Review and approve for submission to shareholders any new equity-related incentives for officers and employees.

8. Consulting Firm. In addition to using Company officers and employees as resources, the Committee has sole authority to periodically retain an independent executive compensation consulting firm to evaluate the Company's executive compensation policies and practices. In conjunction with this authority, it shall approve fees paid to such firm and terminate any consulting firm hired to review the Company's compensation practices.

9. Executive Compensation Plans. Oversee the administration of other executive compensation plans, e.g., the Supplemental Executive Retirement Plan, the Deferred Compensation Wrap Plan, the Long-term Cash Incentive Plan and the Executive Severance Compensation Plan.

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10. Proxy Statement. Finalize the Compensation Discussion and Analysis section of the Company's proxy statement each year, discuss it with management and approve it for inclusion in the Company's Form 10-K and proxy statement.

11. Succession Planning. Oversee management succession planning for review by Board of Directors.

12. Statement of Responsibilities. Review, on an annual basis, its effectiveness and the sufficiency of its written statement of responsibilities.

13. Miscellaneous. Handle any assignments delegated by the Board of Directors.

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