



GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The purpose of the Governance and Nominating Committee of Questar Corporation's Board of Directors is to assist the Board in assuring that the composition structure and operation of the Board serves the best interests of the Company and its shareowners. To that end, the Committee will endeavor to assess the corporate needs for an effective Board and then identify and recommend qualified director nominees who will bring knowledge, experience and other skills that would strengthen the Board.

Composition

The Committee shall consist of at least three members, all of whom are independent directors as defined by the New York Stock Exchange. Members of the Committee are chosen based on several criteria, including knowledge of governance process and a commitment to improving the structure, composition, policies, and practices of the Board. The members of the Committee are appointed each year by the Board of Directors at the first Board meeting following Questar's annual meeting of shareholders. The Board of Directors may appoint new members of the Committee at any time and remove any member at any time.

Meetings

The Committee shall hold at least two meetings each year and shall hold additional meetings as necessary to fulfill its responsibilities. 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 shall make reports concerning Committee meetings to the entire Board of Directors.

Responsibilities

The Committee has the following responsibilities:

1. Assess the size, composition and leadership of the Board and its Committees, and whether any additional skills or talents are needed, and make recommendations to the Board regarding the same;
2. Establish relevant qualifications for Board members;
3. Establish criteria for and select the Chair or Lead Director;
4. Identify, review and recommend qualified candidates for appointment or election to the Board and review any self-nominated or shareholder-nominated individuals;
5. Establish criteria and implement procedures and tools to assist with an annual performance evaluation of the Board and individual Committees, including a review of substantive revisions to committee charters;
6. Review the performance of incumbent directors prior to the expiration of their terms;
7. Review any notice of an incumbent director's change of business assignment and determine whether such change should lead to the director's resignation;
8. Recommend corporate governance principles for approval by the Board of Directors and monitor the effectiveness and sufficiency of such principles on an annual basis;

9. Review the members of the various Board Committees and make recommendations to the full Board of Directors for Committee members;
10. Review policies relating to the retirement for directors;
11. Review any shareholder proposals and review the Company's response to any such proposals; and
12. Review, on an annual basis, the Committee's effectiveness and the sufficiency of its written statement of responsibilities.

The Committee has the sole authority to retain and terminate any search firm to assist with the identification of director candidates, including sole authority to approve the search firm's fees and other related terms.

Qualifications for a Board Member

The Committee has established the following criteria to use as a framework for evaluating candidates, including self-nominated candidates and candidates suggested by shareholders, for appointment or election to the Board:

1. Experience as Chief Executive Officer, President, Chief Financial Officer, or senior officer of a public company or extensive experience in finance or accounting;
2. Currently active in business at least part time with skills and experience needed to serve as the Chair of a Board Committee;
3. Willingness to commit time and energy to service as a director;
4. Experience in Questar's lines of business or understanding of Questar's business environment;
5. Ability to exercise independent judgment and make analytical inquiries;
6. Reputation for integrity and good judgment; and
7. Geographical location (residence or business activity in states where Questar has significant operations).

Criteria for Lead Director

The Committee has established the following criteria to use as a framework for evaluating Board members for the position of Lead Director, if the Board decides to select a Lead Director:

1. Independence as defined by the New York Stock Exchange;
2. Experience on Questar's Board of Directors;
3. Experience as Chair of the Board's other committees;
4. Willingness to commit time and energy to service as Lead Director;
5. Experience in Questar's lines of business or understanding of Questar's business environment;
6. Ability to exercise independent judgment and make analytical inquiries; and
7. Integrity and leadership skills.