



GOVERNANCE & NOMINATING COMMITTEE CHARTER

Objectives

The Governance & Nominating Committee is a committee of the Board of Directors (the “Board”) of El Paso Corporation (the “Company”). The Board has delegated to the Governance & Nominating Committee its responsibilities relating to corporate governance and criteria for Board selection. The purpose and primary function of the Governance & Nominating Committee is to develop and recommend to the Board a set of corporate governance principles applicable to the Company, identify individuals qualified to become members of the Board, consistent with criteria approved by the Board (including by reviewing the qualifications of candidates for Board membership and screening and interviewing possible candidates for Board membership), select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders, and communicate with members of the Board regarding Board meeting format and procedures. Further, the Governance & Nominating Committee shall consider any nominations submitted by the stockholders to the Corporate Secretary in accordance with the Company’s By-laws and Corporate Governance Guidelines, as applicable.

Membership and Policies

- The Board, based upon a recommendation by the Chairman of the Board, shall appoint the Chairperson and members of the Committee annually. The Committee shall consist of a minimum of three members of the Board. In accordance with the rules adopted by the New York Stock Exchange and subject to any applicable phase-in period, each member shall be “independent” as that term is defined under such rules. Members of the Committee may be removed from the Committee only by action of the full Board.
- The Committee shall meet at such times as the Chairperson shall determine, preferably in conjunction with regular Board meetings. Meetings may, at the discretion of the Committee, include members of management, independent consultants and such other persons as the Committee shall determine. The Committee may also meet by telephone conference call or any other means permitted by law or the Company’s By-laws.
- The Committee shall have authority to obtain advice or assistance from or retain internal or external legal, accounting or other advisors.
- A Secretary, who need not be a member of the Committee, shall be appointed by the Committee to keep minutes of all meetings of the Committee and such other records as the Chairperson deems necessary or appropriate.
- The Committee may designate a subcommittee consisting of at least one member to address specific issues on behalf of the Committee.
- The Committee shall report periodically to the Board on its activities.
- The Committee has the sole authority and responsibility to select, retain, evaluate and, where appropriate, terminate independent advisors as it determines necessary in carrying out its duties. Such engagement shall not require the approval of the Board. The Company shall provide appropriate funding, as determined by the Committee for compensation for such advisors and



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ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Functions

- The Governance & Nominating Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and, as appropriate, recommend to the Board certain criteria (in addition to those criteria required by applicable law or the rules of the New York Stock Exchange) to determine a director's independence.
- Subject to actions by the Board and stockholders, the Governance & Nominating Committee shall assure that the Board is composed of a majority of independent directors in accordance with the rules adopted by the New York Stock Exchange and subject to any applicable phase-in periods.
- The Governance & Nominating Committee shall monitor the size and composition of the Board.
- The Governance & Nominating Committee shall review qualifications of candidates for Board membership recommended by Directors, officers, employees, stockholders and others in accordance with procedures established by the Company's corporate governance guidelines, applicable laws and regulations, the rules of the New York Stock Exchange, and the Committee.
- The Governance & Nominating Committee shall screen and interview possible qualified candidates for Board membership and aid the Chairman of the Board in attracting qualified candidates, as the Chairman may request.
- The Governance & Nominating Committee shall provide a recommendation to the Board for the director nominees for the next annual meeting of stockholders.
- The Governance & Nominating Committee shall identify individuals qualified to serve as a potential directors, consistent with criteria approved by the Board, including those criteria contained in the Company's Corporate Governance Guidelines. The Governance & Nominating Committee has the sole authority and responsibility to select, evaluate, retain and, where appropriate, terminate any search firm to be used to identify qualified director candidates, including the sole authority to approve such search firm's fees and other retention terms.
- The Governance & Nominating Committee shall ensure that the Company has an appropriate policy on potential conflicts of interest, including, but not limited to, the policies on (1) Company loans to officers and employees (if allowed by law), (2) related-party transactions (including any dealings with directors, officers or employees), and (3) such other transactions that could have the appearance of a potential conflict of interest.
- The Governance & Nominating Committee shall monitor and report to the Board whether there is any current relationship between any Director and the Company that may adversely affect the independent judgment of the Director.



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- The Governance & Nominating Committee shall communicate, from time to time, with members of the Board regarding Board meeting format and procedures.
- The Governance & Nominating Committee shall review the need for any changes in the number, charters, or titles of Board committees and provide a recommendation to the Board for consideration.
- The Governance & Nominating Committee shall annually make recommendations to the Board as to the chairpersons and members of each committee of the Board (other than the Governance & Nominating Committee) to be appointed by the Board.
- The Governance & Nominating Committee shall review and assess the adequacy of the Committee charter periodically.
- The Governance & Nominating Committee shall oversee the annual performance evaluation of the Board.
- The Governance & Nominating Committee shall conduct an annual performance evaluation of the Governance & Nominating Committee, the results of which shall be reported to the full Board.
- The Governance & Nominating Committee shall ensure that the chairperson of each other Board committee conducts a performance evaluation of his or her committee, the results of which shall be reported to the full Board.
- The Governance & Nominating Committee shall be responsible for establishing the evaluation criteria and implementing the process for the performance evaluations of the Board and the Board committees.
- The Governance & Nominating Committee shall perform such other functions as assigned by applicable law, the rules of the New York Stock Exchange, the Company's restated certificate of incorporation or By-laws, or the Board.
- The Governance & Nominating Committee shall take such other actions necessary or appropriate to assure that other activities prescribed by the corporate governance guidelines are carried out.

Effective: December 2, 2005