



## HEALTH, SAFETY & ENVIRONMENTAL COMMITTEE CHARTER

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### Objectives

The Health, Safety & Environmental Committee is a committee of El Paso Corporation's (the "Company") Board of Directors (the "Board"). Its primary purpose is to assist the Board in fulfilling its oversight responsibilities with respect to the Board's and the Company's continuing commitment to improving the environment and ensuring that the Company's businesses and facilities are operated and maintained in a safe manner. The primary function of the Health, Safety & Environmental Committee is to review and provide oversight with respect to the Company's policies, standards, accountabilities and programs relative to health, safety and environmental-related matters, including the Company's pipeline integrity program. Further, the Health, Safety & Environmental Committee shall advise the Board and make recommendations for the Board's consideration regarding health, safety and environmental-related issues.

### Membership and Policies

- The Board, based upon a recommendation by the Governance Committee 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. Members of the Committee may be removed from the Committee only by action of the full Board.
- The Committee shall meet a minimum of one time per calendar year or more frequently as circumstances require. 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 or other professional 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 ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.



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<b>Functions</b>
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### **A. Health & Safety**

- The Health, Safety & Environmental Committee shall review and provide oversight with respect to the Company's health and safety policies (including risk management policies related to health and safety issues), standards, accountabilities and programs. Further, the Health, Safety & Environmental Committee shall advise the Board and make recommendations for the Board's consideration regarding health and safety-related issues.
- In conjunction with its oversight role, management will provide the Health, Safety & Environmental Committee information and reports on various matters regarding health and safety-related issues, including the Company's health and safety goals, the Company's compliance with its health and safety policies, standards, accountabilities and programs as well as applicable laws and regulations, the occurrence of major operational events, including events such as explosions, fires, deaths and major injuries, and any material safety litigation and/or regulatory proceedings.
- The Health, Safety & Environmental Committee shall review such other health and safety-related matters as from time to time the Committee may consider suitable or the Board may specifically direct.

### **B. Environment**

- The Health, Safety & Environmental Committee shall review and provide oversight with respect to the Company's environmental policies (including risk management policies related to environmental issues), standards, accountabilities and programs (including the Company's greenhouse gas emissions inventory and reduction program). Further, the Health, Safety & Environmental Committee shall advise the Board and make recommendations for the Board's consideration regarding environmental-related issues.
- In conjunction with its oversight role, management will provide the Health, Safety & Environmental Committee information and reports on various matters of the Company affecting the environment, including the Company's environmental goals and objectives, legislative developments related to environmental matters, the Company's performance relative to compliance with its environmental policies, standards, accountabilities and programs as well as applicable laws and regulations, internal environmental compliance matters, remediation projects, compliance with the Company's environmental incident reporting procedures, the occurrence of significant environmental incidents, and any material environmental legal proceedings, claims or other contingencies.
- The Health, Safety & Environmental Committee shall review such other environmental matters as from time to time the Committee may consider suitable or the Board may specifically direct.



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### C. Other Duties and Functions

- The Health, Safety & Environmental Committee shall review and provide oversight with respect to the Company's pipeline integrity program.
- The Health, Safety & Environmental Committee shall review and provide oversight with respect to the Company's sustainability program and related reports. Further, the Health, Safety & Environmental Committee shall advise the Board and make recommendations for the Board's consideration regarding any shareholder proposals related to health, safety, the environment and sustainability.
- The Health, Safety & Environmental Committee shall annually review and provide oversight with respect to the Company's state of readiness to respond to crises situations.
- The Health, Safety & Environmental Committee is authorized to conduct or authorize investigations into or studies of matters where they deem appropriate with respect to environment and health and safety-related matters. The Committee will have full access to all books, records, facilities and personnel of the Company and may conduct separate meetings or interviews with any officer or employee of the Company, the Company's outside counsel, internal audit, ethics and compliance function, independent auditors, independent counsel or consultants to the Committee.
- The Health, Safety & Environmental Committee shall review and assess the adequacy of the Committee Charter periodically.
- The Health, Safety & Environmental Committee shall conduct an annual performance evaluation of the Committee, which may be done in conjunction with the annual evaluations of the Board and committees thereof, conducted by the Governance Committee.
- The Health, Safety & Environmental Committee shall perform such functions as assigned by applicable law, the Company's restated certificate of incorporation or By-laws, or the Board.

The function of the Health, Safety & Environmental Committee is one of oversight. While the Committee has the responsibilities set forth in the Committee charter, members of the Committee are not employees of the Company and are entitled to rely on the integrity of the Company's management. Therefore, it is not the duty of the Committee to (1) ensure that the Company complies with its health, safety and environmental programs and policies, including its pipeline integrity program; (2) ensure that the Company complies with laws, regulations, or other obligations; or (3) take any action or assume any responsibility for any violation of such programs, policies, laws or regulations or to otherwise take any remedial action with respect to any health, safety or environmental matter. Rather, the Company's management is responsible for such matters.

Effective: October 14, 2010