

QUESTAR CORPORATION
PROPOSED RESOLUTIONS
SPECIAL MEETING OF THE BOARD OF DIRECTORS

January 31, 2016

I. PROPER OFFICERS

RESOLVED, that each of the Chief Executive Officer, the President, any Vice President and the Secretary (collectively, referred to herein as the “Proper Officers”) of Questar Corporation, a Utah corporation (the “Corporation”) be, and hereby are, authorized and directed to take all actions as may be necessary or advisable in connection with the following resolutions as the designated authorized officers of the Corporation.

II. APPROVAL OF MERGER

WHEREAS, the Board of Directors of the Corporation (the “Board”) has been presented with that certain Agreement and Plan of Merger (the “Merger Agreement”) by and among Dominion Resources, Inc., a Virginia corporation (“Parent”), Diamond Beehive Corp., a Utah corporation and a wholly owned subsidiary of Parent (“Merger Sub”), pursuant to which, among other things, Merger Sub will be merged with and into the Corporation, with the Corporation surviving as a wholly owned subsidiary of the Parent (the “Merger”); and

WHEREAS, the Board has determined that it is in the best interests of the Corporation and its shareholders to enter into the Merger Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Merger Agreement, the Merger, on the terms and subject to the conditions set forth in the Merger Agreement, and the other transactions contemplated by the Merger Agreement, are in the best interests of the Corporation and its shareholders;

FURTHER RESOLVED, that the form, terms and provisions of the Merger Agreement, together with all exhibits and schedules attached thereto, substantially in the form reviewed by the Board, is hereby adopted and the Merger and the other transactions contemplated thereby are hereby authorized and approved;

FURTHER RESOLVED, that the execution and delivery by any of the Proper Officers of the Merger Agreement in the name of and on behalf of the Corporation and the Corporation’s performance of its obligations under the Merger Agreement, the Merger and the consummation of the transactions contemplated thereby be, and hereby are, in all respects, ratified, confirmed and approved as the acts or actions of the Corporation;

FURTHER RESOLVED, that the Board hereby directs that the Merger Agreement be submitted to the shareholders of the Corporation and recommends that the shareholders of the Corporation approve the Merger Agreement and Merger; and

FURTHER RESOLVED, that the Proper Officers be, and hereby are, authorized and empowered to take all such further actions including, without limitation, to arrange for and enter

into supplemental agreements, instruments, certificates, or documents relating to the transactions contemplated by the Merger Agreement and to execute and deliver all such supplemental agreements, instruments, certificates or documents in the name of and on behalf of the Corporation, which shall in their sole judgment be necessary, proper or advisable in order to perform the Corporation's obligations under or in connection with the Merger Agreement and the transactions contemplated therein.

III. SPECIAL MEETING OF THE SHAREHOLDERS

RESOLVED, that the Board hereby calls a special meeting of the shareholders of the Corporation to vote on the approval of the Merger Agreement, the date and time of which shall be determined by any of the Proper Officers; and

FURTHER RESOLVED, that the record date for determination of the Corporation's shareholders entitled to vote on the approval of the Merger Agreement shall be determined by the Board or a Board committee authorized by the Board to set the record date in advance of the date on which the notice of the special meeting is given to the shareholders of the Corporation, which notice shall be included in the Definitive Proxy Statement (as defined below).

IV. PREPARATION OF MERGER PROXY STATEMENT

RESOLVED, that the Proper Officers be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation, to prepare, file, execute, and file with the Securities and Exchange Commission (the "Commission") a preliminary proxy statement of the Corporation for a meeting at which the shareholders of the Corporation will be asked to vote on a proposal to approve the Merger Agreement, among other matters as determined by the Board (together with all amendments and supplements thereto, the "Preliminary Proxy Statement"), and, once the Commission has informed the Corporation that it has no further comments or otherwise provided its clearance on such Preliminary Proxy Statement, to prepare, and file with Commission a definitive proxy statement of the Corporation for such matters (together with all amendments and supplements thereto, the "Definitive Proxy Statement") and mail the Definitive Proxy Statement to the Corporation's shareholders.

V. RATIFICATION OF PRIOR ACTS

RESOLVED, that any and all acts taken by any of the officers, taken on behalf of the Corporation in connection with the foregoing matters be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts or actions of the Corporation.

VI. GENERAL

RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, any of the Proper Officers are hereby authorized and directed to take all such further actions and to negotiate, execute and deliver all such further instruments, documents and certificates, on behalf of the Corporation, and to pay all such fees and expenses, which shall

in their sole judgment be necessary, proper or advisable to effectuate each of the foregoing resolutions.

FURTHER RESOLVED, that all actions previously taken by any of the Proper Officers in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts or actions of the Corporation.

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