

Dominion Energy Midstream Partners, LP

Corporate Governance Guidelines

(Revised May 12, 2017)

I. ROLE AND FUNCTION OF THE BOARD

The Board of Directors (the “Board”) of Dominion Energy Midstream GP, LLC (the “Company”), acting on behalf of the Company, in its capacity as the general partner of Dominion Energy Midstream Partners, LP (the “Partnership” and, together with its subsidiaries and the Company, the “Partnership Group”), has adopted the following Corporate Governance Guidelines (these “Guidelines”) to emphasize the Board’s strong commitment to good governance practices.

The Board is charged with the responsibility of overseeing the Company’s management, as well as the business and affairs of the Partnership on behalf of the Partnership’s unitholders. The unitholders do not participate in the management of the Partnership, nor in the selection or election of directors (each a “Director”) to the Board. These Guidelines are intended to support the Board in its oversight role and in fulfilling its obligation to unitholders. The Board will review these guidelines annually in its continuing effort to achieve this goal.

A. Board Composition

1. Subject to applicable transition periods, the Board shall consist of at least three independent Directors. To be considered independent under the New York Stock Exchange’s (“NYSE”) listing standards and these Guidelines, the Board must affirmatively determine that a Director has no material relationship with the Partnership Group (either directly or as a partner, unitholder or officer of an organization that has a relationship with the Partnership Group). In determining independence, the Board shall broadly consider all relevant facts and circumstances.
2. The Board will set the number of Directors within the range allowed by the Company’s Amended and Restated Operating Agreement (as amended, supplemented and restated from time to time).
3. The Board shall select candidates who represent a mix of backgrounds and experiences that will enhance the quality of the Board’s deliberations and decisions. The attributes that the Board may consider include a candidate’s character, judgment, diversity of experience, acumen and ability to act on behalf of unitholders. Business and financial experience and governmental and community service are among the relevant criteria. The Board may also consider in its assessment the Board’s diversity, in its broadest sense, reflecting, but not limited to, geography, gender and ethnicity. The Board will also consider the independence of any candidate under the standards of independence discussed above.

B. Committee Structure

1. The Board shall have Audit and Conflicts committees. These committees shall report regularly to the full Board.

2. The Board shall be responsible for recommending Directors for placement on the various committees. Assignments shall be based on the needs of the Board and the expertise of the members. The Board annually shall appoint the committee members and chairs.
3. The Audit Committee and Conflicts Committee shall be composed of Directors who are independent in accordance with NYSE listing standards, the Securities Exchange Act of 1934 (the “Exchange Act”), and the Securities and Exchange Commission (“SEC”) rules and regulations. Audit Committee members must also meet any additional independence and eligibility criteria prescribed by the Audit Committee charter.
4. Each committee shall have a written charter that addresses the committee’s purposes, duties and responsibilities. Each committee shall conduct an annual evaluation of its performance.
5. The chair of each committee, in consultation with committee members, shall determine the frequency and length of meetings of the committee. The chair of each committee, in consultation with the appropriate executive officers and management, shall develop committee meeting agendas.
6. The Board may establish, from time to time, additional committees to facilitate and assist in the execution of the Board’s responsibilities.

C. Operation and Responsibilities

1. The Board shall determine whether to have a joint CEO/Chairman position or whether to separate these offices, taking into consideration succession planning, skills and experience of the individuals filling these positions and other relevant factors.
2. The Board’s independent Directors shall hold regularly scheduled executive sessions without management present. If the Chairman of the Board is not an independent Director, then executive sessions shall be chaired by an independent Lead Director as appointed by the Board or, if no Lead Director has been appointed, then by the chair of the Audit Committee.
3. The Board shall establish the number of regular meetings to be held each year, and shall hold special meetings when necessary. The Chairman shall solicit input from the Directors for Board agenda items, and such agendas and selected information shall be distributed to the Directors prior to Board meetings for their review. Directors shall regularly receive pertinent information regarding Partnership Group activities and other matters of interest.
4. Directors are expected to attend all Board and committee meetings and to devote as much time and attention as necessary to discharge their duties. Directors also are expected to ensure that other commitments do not materially interfere with their attendance at Partnership Group meetings or their ability to fulfill their responsibilities as Company Directors. Members of the Audit Committee shall sit on no more than two Audit Committees of other public companies unless the Board has determined that such service

would not impair the Director's ability to serve on the Committee. Directors are expected to notify the Chairman of the Board and the Corporate Secretary in advance of accepting an invitation to serve on another public company board which would provide opportunity to identify and consider potential conflicts of interests, if necessary.

5. The Board shall review the Code of Ethics and Business Conduct to guide employees, officers and, where applicable, Directors in promoting high ethical standards, fiscal accountability and compliance with all applicable laws and regulations.
6. The Board and its committees shall have the authority and funding at any time to retain independent outside financial, legal or other advisors.
7. The Board shall perform an annual self-evaluation of the Board's effectiveness and that of its committees.

D. Director Policies

1. *Director Orientation and Education*
 - a. Newly elected Directors will receive an orientation program, which shall include presentations by appropriate Company executive officers. Continuing education programs may be recommended to the Directors by the Board, the CEO or the executive officers of the Company, and Directors will be encouraged to attend such enrichment programs.
2. *Term Limits*
 - a. The Board does not believe it appropriate or necessary to limit the number of terms a Director may serve.
3. *Change in Job Responsibilities*
 - a. Non-employee Directors are expected to tender their resignation to the Chairman of the Board if their job responsibilities change meaningfully from those they held when they were appointed to the Board or if there is a change in circumstances that could reasonably affect their independence. This does not mean that the Board will automatically accept such resignation; instead there will be an opportunity for the Board to determine the appropriateness of Board membership under such circumstances.
 - b. Directors who are employed by Dominion Energy, Inc. and its subsidiaries or the Partnership Group shall submit their resignation from the Board to the Chairman of the Board when they conclude their employment. This does not mean that the Board will automatically accept such resignation; instead there will be an opportunity for the Board to determine the appropriateness of Board membership under such circumstances.
5. *Director Compensation*
 - a. Director compensation and benefits will be competitive, reasonable and customary in comparison to companies that are similarly situated. Only non-management

Directors shall be compensated for their service as a Director. The Board will conduct a periodic review of the form and amount of its compensation.

II. MANAGEMENT AND THE BOARD

A. Board Access to Management

Board members shall have complete access to senior management and the independent auditors. Management shall be responsive to all requests for information from Board members.

B. Development and Succession

1. The Board will conduct an annual review of the CEO's performance. The Board shall review a management succession plan for the CEO.

III. MODIFICATIONS

The operation of the Board is a dynamic and evolving process, as are the demands of the marketplace. As such, the Board shall periodically review these Guidelines and approve proposed modifications when appropriate and when NYSE or SEC regulations dictate. These guidelines shall be posted on the Partnership's website as required by applicable rules and regulations.