



WASHINGTON GAS LIGHT COMPANY

Corporate Governance Guidelines

Purpose

Washington Gas Light Company (the "Company") is an indirect wholly-owned subsidiary of AltaGas Ltd. ("AltaGas"). The Board of Directors (the "Board") of the Company has adopted these corporate governance guidelines. These guidelines are intended to provide an overall structure for the operation of the Board, including a description of the basic functions and procedures of the Board. These guidelines are subject to requirements of the articles and bylaws of the Company, as well as applicable law. These guidelines may be modified at any time as the Board, in its discretion, deems appropriate.

Director Qualifications

Factors that may be considered in ensuring directors are qualified to serve on the Board include, but are not limited to, the following:

Commitment. Directors should be able to contribute the time necessary to be actively involved in the Board and its decision-making and should be able and willing to prepare for and attend required meetings.

Diversity. Directors should be selected so that the Board is a diverse body. The Board considers the term "diversity" to include differences of viewpoint, professional experience, education, skill and other individual qualities and attributes that contribute to Board heterogeneity as well as differences in race, gender and ethnicity.

Experience. Directors should be or have been in leadership positions in their field of endeavor and have a record of excellence in that field.

Independence. Non-management Directors should neither have, nor appear to have, a conflict of interest that would impair the Director's ability to represent the interests of the Company and to fulfill the responsibilities of a Director.

Integrity. Directors should have a reputation of integrity and be of the highest ethical character.

Judgment. Directors should have the ability to exercise sound business judgment on a wide range of matters.

Knowledge. Directors should have a firm understanding of the Company's business strategy, corporate governance and Board operations.

Skills. Directors should be selected so that the Board has an appropriate mix of skills in core areas such as: accounting, compensation, finance, government relations, law, management, risk oversight and strategic planning.

A majority of the members of the Board shall be independent. No member of the Board will qualify as independent unless the Board affirmatively determines that the member has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a material relationship with the Company). In addition, a majority of the members of the Board shall be resident in the U.S.

The Board may adopt and may revise, from time to time, these Corporate Governance Guidelines and other policies and procedures concerning corporate governance of the Board as the Board deems appropriate or required, including any related person transaction policies.

Board Committees

The Board may establish committees of the Board from time to time if appropriate. Each of those committees shall have such purposes and responsibilities as shall be included in the charters for such committees and as shall be delegated to such committees by the Board from time to time.

Meetings

Regular meetings of the Board shall be held in accordance with the Bylaws of the Company, with meetings to be convened no less than four times per year.

Meeting agendas, related materials and meeting schedules will be distributed to all Directors in advance of each Board meeting. The Chair of the Board shall review, revise (as necessary) and approve these items for meetings of the full Board. Each Director shall review, and may suggest revisions (as appropriate) to, these items in advance of a full meeting of the Board.

The external auditor will be given notice of quarterly meetings and be provided the opportunity to attend the portion of every meeting relating to financial reporting.

The Board may hold executive sessions, without management present, including with internal and external auditors, as may be deemed appropriate by the Directors. For this purpose, "non-management" Directors are all those who are not officers of the Company. Non-management Directors may include Directors who are not "independent". In these executive sessions, the Chair of the Board shall serve as Chair of the executive session. If the Chair of the Board is not able to attend an executive session, the senior member of the Board present, in terms of service on the Board, will serve as Chair of the executive session.

Director Responsibilities

A. General

The Board has plenary power. Any responsibility not delegated to management or a committee of the Board remains with the Board. Directors shall exercise their business judgment in considering all matters coming before the Board and act in what they reasonably believe to be the best interests of the Company. In discharging their obligations, Directors are entitled to rely in good faith on management, any Board committee and the advice of the Company's outside advisors and auditors selected with due care acting within their areas of competence. The Directors shall adhere to the Code of Business Ethics adopted by the Company.

B. Participation

Directors are expected to attend all meetings of the Board. Directors who are unable to attend a meeting should, if possible, notify the Chair or the Secretary in advance of the meeting. Each Director is expected to be familiar with the agenda for each meeting, have reviewed the materials distributed in advance of the meeting and be prepared to participate fully in the consideration of all scheduled items of business.

Pursuant to fiduciary duties of loyalty and care and the Company's applicable policies, each Director is required to protect and hold confidential all non-public information obtained by virtue of his or her position as a Director, absent the express or implied permission of the Board to disclose such information.

C. Delegation of Authority

The Board has the authority to delegate certain responsibilities and authority to management, subject to requirements of the articles and bylaws of the Company, as well as applicable law. The Board has oversight over the adoption, review and revision of such a delegation of authority document.

Director Access to Management and Independent Advisors

A. Board Access to Management

Directors shall have complete access to the Company's management in order to become and remain informed about the Company's business and for such other purposes as may be helpful to the Board in fulfilling its responsibilities. Management representatives shall from time to time report directly to the Board on matters in their areas of responsibility.

B. Board Access to Independent Advisors

The Board shall have the authority to directly retain such outside professionals to act as advisors to the Board and/or management as may be deemed necessary or appropriate in the discharge of their duties. The Board may consider such relevant factors in engaging an outside advisor as it deems appropriate, including the independence of such advisor. The Company shall pay the cost of any such advisors.

Performance Evaluation of the Board

The Board may from time to time conduct a self-evaluation of the performance of the Board to determine their effectiveness. This evaluation may be done at such times and in such manner as the Board, in its discretion, deems appropriate.

Director Orientation and Continuing Education

The Company's management will provide newly-elected Directors with appropriate reference materials and arrange meetings with members of senior management to assist the Director in becoming more familiar with the Company and its operations. In addition, the Company will provide regular updates on financial and operating matters in each Board meeting and in materials distributed to all Board members in advance of Board meetings. All Board members may have direct access to



senior management of the Company to obtain any further information about the Company and its operations.

To the extent desired by the Board or any Board member and with the approval of the Chair the Company will provide access to other appropriate continuing education programs, the cost of which will be paid by the Company.

Code of Business Ethics

The Board has adopted the AltaGas Ltd. Code of Business Ethics (“COBE”), which AltaGas has adopted organization wide for all its subsidiaries. The COBE applies to directors, employees and independent contractors of the Company. The Board will monitor processes for compliance with the COBE and monitor compliance as it relates to the Company and will adopt changes to the COBE as may be recommended to the Board and that the Board determines to be appropriate.

Periodic Review of these Corporate Governance Guidelines

These Corporate Governance Guidelines will be reviewed periodically by the Board at such times as it deems appropriate, and changes, if any, will be effective upon approval by the Board.