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QUESTAR CORP
Form 8-K
August 25, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report – August 22, 2016

(Date of earliest event reported)

QUESTAR CORPORATION

(Exact name of registrant as specified in its charter)

Utah 001-08796 87-0407509
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

333 South State Street, P.O. Box 45433, Salt Lake City, Utah 84145

(Address of principal executive offices)

Registrant's telephone number, including area code (801) 324-5000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

Dominion-Questar Merger Approved by Utah's Public Service Commission

Dominion Resources, Inc. (NYSE: D) and Questar Corporation (NYSE: STR) announced on August 23, 2016, that the Public Service Commission of Utah has approved their merger, subject to terms and conditions of an agreed settlement stipulation, thereby moving the proposed combination one step closer to finalization. The merger is still subject to final regulatory approval by the Wyoming Public Service Commission. A similar settlement stipulation has been filed in Wyoming and hearings are scheduled in mid-September. Both the Utah and Wyoming settlement stipulations contain terms and conditions for operations, financing and reporting of the combined company following the merger.

Following are key provisions of the Utah settlement stipulation:

• Questar Gas will be managed from an operations standpoint as a separate regional business with local operating management located in Salt Lake City, Utah.

• Questar Gas will continue its 2017-2019 planned capital expenditure program to install, upgrade and maintain facilities necessary for safe and reliable service assuming no material change in circumstances.

• Dominion will contribute \$75 million towards the full funding of the Questar Retirement Plan.

• Dominion will not seek recovery of any acquisition premium from Questar Gas customers.

• Dominion will provide equity capital to maintain an end-of-year equity percentage of total capitalization in the range of 48% to 55% through 2019.

• Dominion will, through 2019, maintain credit metrics at Questar Gas supporting a strong investment-grade credit rating.

• Dominion will use commercially reasonable efforts to increase charitable contributions in Questar Gas' service area by \$1 million per year over the historical level for at least five years.

• Questar Gas will petition to withdraw its general rate case filed on July 1, 2016, and not file a new general rate case until July 1, 2019 (Note: Petition has been filed and order granted August 22, 2016).

• Transaction and transition costs associated with the merger will not be recovered from customers.

• Questar Gas will not seek recovery of any increase in aggregate operating, maintenance, general and administrative costs that are a result of the merger.

• Questar Gas and Dominion will put various ring fencing measures in place intended to minimize the possibility that adverse developments, if any, elsewhere in the Dominion corporate family will impact Questar Gas.

The Utah settlement stipulation is filed herewith on Exhibit 10.1.

The related press release of the approval by the Utah Public Service Commission is filed herewith on Exhibit 10.2.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Exhibit

10.1 Utah Stipulation Agreement dated August 15, 2016

10.2 Joint press release issued August 23, 2016, by Dominion Resources, Inc. and Questar Corporation.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

QUESTAR CORPORATION

August 25,
2016

/s/ David M. Curtis

David M. Curtis

Vice President Controller and Acting Chief Financial Officer Questar, Questar Gas and Questar Pipeline

List of Exhibits:

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- 10.2 Joint press release issued August 23, 2016, by Dominion Resources, Inc. and Questar Corporation.